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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning , 2010, and ending

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Harrington Family Foundation
708 N.E. Royal Ct.
Portland, OR 97232

A Employer identification number

03-0461030

B Telephone number (see the instructions)

503-235-4659

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 1,369,442.

J Accounting method: ☒ Cash ☐ Accrual

☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (att sch)

2,404.

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

3,040.

3,040.

N/A

4 Dividends and interest from securities

36,906.

36,906.

5a Gross rents

b Net rental income or (loss)

71,492.

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 672,571.

7 Capital gain net income (from Part IV, line 2)

71,492.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

113,842.

111,438.

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) See St 1

470.

b Accounting fees (attach sch) See St 2

1,505.

c Other prof fees (attach sch) See St 3

4,650.

4,650.

17 Interest

334.

211.

18 Taxes (attach schedule) (see instr) See Stm 4

174.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 5

2,340.

24 Total operating and administrative expenses. Add lines 13 through 23

9,473.

4,861.

25 Contributions, gifts, grants paid Part XV

68,000.

68,000.

26 Total expenses and disbursements. Add lines 24 and 25

77,473.

4,861.

68,000.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

36,369.

b Net investment income (if negative, enter -0)

106,577.

c Adjusted net income (if negative, enter -0)

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ADMINISTRATIVE AND OPERATING EXPENSES

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of year amounts only (See instructions)

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

ASSETS	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	82,835.	48,326.	48,326.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) Statement 6	1,045,212.	1,116,264.	1,321,039.
	c	Investments — corporate bonds (attach schedule)			
	LIABILITIES	11	Investments — land, buildings, and equipment basis		
		Less: accumulated depreciation (attach schedule)			
12		Investments — mortgage loans			
13		Investments — other (attach schedule)			
14		Land, buildings, and equipment basis	4,634.		
		Less: accumulated depreciation (attach schedule) See Stmt 7	4,557.	251.	77.
15		Other assets (describe)			
16		Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	1,128,298.	1,164,667.	1,369,442.
17		Accounts payable and accrued expenses			
18		Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, & other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)	0.	0.		
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,128,298.	1,164,667.	
	30	Total net assets or fund balances (see the instructions)	1,128,298.	1,164,667.	
	31	Total liabilities and net assets/fund balances (see the instructions)	1,128,298.	1,164,667.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,128,298.
2	Enter amount from Part I, line 27a	2	36,369.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,164,667.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,164,667.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 8				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	71,492.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>		3	9,614.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	35,500.	1,077,429.	0.032949
2008	136,602.	1,573,215.	0.086830
2007	149,120.	2,008,431.	0.074247
2006	148,703.	1,913,917.	0.077696
2005	168,919.	1,851,075.	0.091255

2 Total of line 1, column (d)	2	0.362977
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.072595
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,247,959.
5 Multiply line 4 by line 3	5	90,596.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,066.
7 Add lines 5 and 6	7	91,662.
8 Enter qualifying distributions from Part XII, line 4	8	68,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,132.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,132.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,132.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a 1,541.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	1,541.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	591.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) OR		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	10	X

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Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.joeyharrington3.com</u>	13	X	
14	The books are in care of <u>Kevin W. Keithley</u> Telephone no. <u>503-228-5585</u> Located at <u>715 S.W. Morrison, Suite 700 Portland OR</u> ZIP + 4 <u>97205</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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Form 990-PF (2010)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J. Joseph Harrington 708 N.E. Royal Ct. Portland, OR 97232	President 5.00	0.	0.	0.
Valerie J. Harrington 708 N.E. Royal Ct. Portland, OR 97232	Treasurer 10.00	0.	0.	0.
John N. Harrington 708 N.E. Royal Ct. Portland, OR 97232	Secretary 10.00	0.	0.	0.
Emily Harrington 708 N.E. Royal Ct. Portland, OR 97232	V. President 5.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over \$50,000 for professional services 0**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2010)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.	1a	1,204,439.
a Average monthly fair market value of securities	1b	62,524.
b Average of monthly cash balances	1c	
c Fair market value of all other assets (see instructions)	1d	1,266,963.
d Total (add lines 1a, b, and c)		
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,266,963.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	19,004.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,247,959.
6 Minimum investment return. Enter 5% of line 5	6	62,398.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	62,398.
2a Tax on investment income for 2010 from Part VI, line 5	2a	2,132.
b Income tax for 2010 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	2,132.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	60,266.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	60,266.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	60,266.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	68,000.
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1b	
b Program-related investments — total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes		
3 Amounts set aside for specific charitable projects that satisfy the:	3a	
a Suitability test (prior IRS approval required)	3b	
b Cash distribution test (attach the required schedule)	4	68,000.
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4		
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	68,000.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				60,266.
2 Undistributed income, if any, as of the end of 2010.				
a Enter amount for 2009 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	77,719.			
b From 2006	56,675.			
c From 2007	50,283.			
d From 2008	58,137.			
e From 2009				
f Total of lines 3a through e	242,814.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 68,000.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2010 distributable amount				60,266.
e Remaining amount distributed out of corpus	7,734.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	250,548.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	77,719.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	172,829.			
10 Analysis of line 9				
a Excess from 2006	56,675.			
b Excess from 2007	50,283.			
c Excess from 2008	58,137.			
d Excess from 2009				
e Excess from 2010	7,734.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See Statement 9				
Total			3a	68,000.
<i>b Approved for future payment</i>				
Total			3b	

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Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tonkon Torp	\$ 470.			
Total	<u>\$ 470.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Kevin W. Keithley, CPA, PC	\$ 1,505.			
Total	<u>\$ 1,505.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Mgmt Expenses	\$ 4,650.	\$ 4,650.		
Total	<u>\$ 4,650.</u>	<u>\$ 4,650.</u>	<u></u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes	\$ 211.	\$ 211.		
Oregon Department of Justice	123.			
Total	<u>\$ 334.</u>	<u>\$ 211.</u>	<u></u>	<u>\$ 0.</u>

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Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Licenses and Fees	\$ 50.			
Post Office Box	165.			
Website Consulting	2,125.			
Total	\$ 2,340.	\$ 0.		\$ 0.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Charles Schwab - Detail on Request	Cost	\$ 465,996.	\$ 612,883.
Umpqua Inv 1081-9046 - Detail on Request	Cost	54,364.	67,455.
Umpqua Inv 3105-5762 - Detail on Request	Cost	223,786.	274,467.
Umpqua Inv 5670-1370 - Detail on Request	Cost	372,118.	366,234.
Total		\$ 1,116,264.	\$ 1,321,039.

Statement 7
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Machinery and Equipment	\$ 4,634.	\$ 4,557.	\$ 77.	\$ 77.
Total	\$ 4,634.	\$ 4,557.	\$ 77.	\$ 77.

Statement 8
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	Charles Schwab - See Statement	Purchased	Various	Various
2	Charles Schwab - See Statement	Purchased	Various	Various
3	Umpqua 1081-9046 - See Statement	Purchased	Various	Various
4	Umpqua 1081-9046 - See Statement	Purchased	Various	Various
5	Umpqua 5670-1370 - See Statement	Purchased	Various	Various
6	Umpqua 5670-1370 - See Statement	Purchased	Various	Various
7	Capital Gain Dividends			

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	120,368.		118,313.	2,055.				\$ 2,055.

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Statement 8 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
2	74,081.		68,228.	5,853.				\$ 5,853.
3	41,571.		36,243.	5,328.				5,328.
4	126,968.		90,267.	36,701.				36,701.
5	184,184.		181,953.	2,231.				2,231.
6	125,382.		106,075.	19,307.				19,307.
7								17.
Total								\$ 71,492.

Statement 9
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Central Catholic High School Address on File	None	Public	Charitable	\$ 37,000.
Providence Child Center Foundation Address on File	None	Public	Charitable	2,500.
Stand For Children Address on File	None	Public	Charitable	2,500.
Shriner's Hospital Address on File	None	Public	Charitable	5,000.
Child Centered Solutions Address on File	None	Public	Charitable	1,000.
Catholic Charities Address on File	None	Public	Charitable	1,000.
Fanconi Anemia Research Fund Address on File	None	Public	Charitable	500.

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Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
University of Oregon Foundation Address on File	None	Public	Charitable	\$ 10,000.
Boys and Girls Club Address on File	None	Public	Charitable	2,500.
Start Making A Reader Today Address on File	None	Public	Charitable	1,000.
Catholic Youth Organization Address on File	None	Public	Charitable	500.
St. Agatha School Address on File	None	Public	Charitable	1,000.
Oregon Community Foundation Address on File	None	Public	Charitable	2,500.
The Haitian Project Address on File	None	Public	Charitable	1,000.
Total				\$ <u>68,000.</u>

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SHORT TERM							
Charles Schwab	Burlington N Snta Fe	60.000	3/6/2009	2/17/2010	6,000.00	3,295.96	2,704.04
Charles Schwab	Burlington N Snta Fe	29.000	3/9/2009	2/17/2010	2,900.00	1,668.05	1,231.95
Charles Schwab	Accenture Ltd	121.000	3/6/2009	3/2/2010	4,807.27	3,333.48	1,473.79
Charles Schwab	Accenture Ltd	60.000	3/9/2009	3/2/2010	2,383.77	1,691.84	691.93
Charles Schwab	Bank NY Mellon	113.000	10/2/2009	3/2/2010	3,185.77	3,332.14	-146.37
Charles Schwab	FPL Group Inc	112.000	10/2/2009	3/2/2010	5,251.16	6,138.27	-887.11
Charles Schwab	Frontier Communications	300.000	10/2/2009	3/2/2010	2,292.87	2,237.40	55.47
Charles Schwab	Goldman Sachs Group Inc	10.000	3/16/2009	3/2/2010	1,552.38	903.42	648.96
Charles Schwab	Goldman Sachs Group Inc	15.000	5/18/2009	3/2/2010	2,328.57	1,964.75	363.82
Charles Schwab	Goldman Sachs Group Inc	15.000	6/8/2009	3/2/2010	2,328.57	2,130.62	197.95
Charles Schwab	Hasbro Inc	40.000	6/15/2009	3/2/2010	1,416.50	1,040.61	375.89
Charles Schwab	Jacobs Engn Grp Inc	69.000	3/6/2009	3/2/2010	2,699.24	2,208.08	491.16
Charles Schwab	Jacobs Engn Grp Inc	28.000	3/9/2009	3/2/2010	1,095.35	991.43	103.92
Charles Schwab	Morgan Stanley	500.000	10/2/2009	3/2/2010	13,776.32	15,649.00	-1,872.68
Charles Schwab	Nucor Corporation	200.000	10/2/2009	3/2/2010	8,318.49	9,399.20	-1,080.71
Charles Schwab	Western Un Co	94.000	6/15/2009	3/2/2010	1,495.65	1,651.49	-155.84
Charles Schwab	Western Un Co	260.000	3/6/2009	3/2/2010	4,136.91	2,787.10	1,349.81
Charles Schwab	Western Un Co	123.000	3/9/2009	3/2/2010	1,957.08	1,409.52	547.56
Charles Schwab	BP PLC	200.000	10/2/2009	6/23/2010	6,394.21	10,713.80	-4,319.59
Charles Schwab	Frontier Communications	0.008	10/2/2009	7/6/2010	0.06	0.06	0.00
Charles Schwab	Frontier Communications	700.000	10/2/2009	8/3/2010	5,382.51	5,220.60	161.91
Charles Schwab	Frontier Communications	48.000	10/2/2009	8/3/2010	369.09	374.10	-5.01
Charles Schwab	Exelon	100.000	10/2/2009	8/25/2010	4,030.06	5,010.90	-980.84
Charles Schwab	Exelon	50.000	3/2/2010	8/25/2010	2,015.03	2,187.50	-172.47
Charles Schwab	Hudson City Bancorp Inc	500.000	10/2/2009	8/25/2010	5,890.95	6,614.00	-723.05
Charles Schwab	Marathon Oil Corp	250.000	10/2/2009	8/25/2010	7,853.56	8,047.00	-193.44
Charles Schwab	Mattel Inc	250.000	10/2/2009	8/25/2010	5,378.45	4,560.00	818.45
Charles Schwab	McGraw Hill Companies	125.000	10/2/2009	8/25/2010	3,490.10	3,236.11	253.99
Charles Schwab	McGraw Hill Companies	25.000	3/2/2010	8/25/2010	698.02	851.68	-153.66
Charles Schwab	QEP Resources Inc	350.000	3/2/2010	8/25/2010	10,939.91	9,664.41	1,275.50
TOTAL SHORT TERM					120,367.85	118,312.52	2,055.33
LONG TERM							
Charles Schwab	Accenture Ltd	46.000	1/9/2008	3/2/2010	1,827.56	1,609.80	217.76
Charles Schwab	Accenture Ltd	44.000	1/14/2008	3/2/2010	1,748.10	1,472.46	275.64
Charles Schwab	Accenture Ltd	41.000	4/7/2008	3/2/2010	1,628.91	1,470.02	158.89

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
Charles Schwab	Accenture Ltd	29.000	2/23/2009	3/2/2010	1,152.15	901.44	250.71
Charles Schwab	Bank NY Mellon	5.635	8/16/2006	3/2/2010	158.88	200.31	-41.43
Charles Schwab	Bank NY Mellon	22.540	9/6/2006	3/2/2010	635.45	810.53	-175.08
Charles Schwab	Bank NY Mellon	79.825	10/17/2006	3/2/2010	2,250.48	3,019.88	-769.40
Charles Schwab	Bank NY Mellon	34.000	4/14/2008	3/2/2010	958.55	1,480.02	-521.47
Charles Schwab	Bank NY Mellon	45.000	10/14/2008	3/2/2010	1,268.67	1,166.82	101.85
Charles Schwab	CVS Caremark Corp	12.000	12/4/2006	3/2/2010	407.87	335.00	72.87
Charles Schwab	CVS Caremark Corp	34.000	3/18/2008	3/2/2010	1,155.64	1,347.07	-191.43
Charles Schwab	CVS Caremark Corp	37.000	3/25/2008	3/2/2010	1,257.61	1,473.75	-216.14
Charles Schwab	Disney (Walt) Co	75.000	8/25/2008	3/2/2010	2,350.69	2,387.21	-36.52
Charles Schwab	Disney (Walt) Co	55.000	9/15/2008	3/2/2010	1,723.84	1,805.85	-82.01
Charles Schwab	FPL Group Inc	16.000	4/21/2008	3/2/2010	750.17	1,061.86	-311.69
Charles Schwab	FPL Group Inc	22.000	5/5/2008	3/2/2010	1,031.48	1,458.47	-426.99
Charles Schwab	Goldman Sachs Group Inc	11.000	10/17/2006	3/2/2010	1,707.62	1,991.00	-283.38
Charles Schwab	Goldman Sachs Group Inc	7.000	7/8/2008	3/2/2010	1,086.67	1,239.12	-152.45
Charles Schwab	Goldman Sachs Group Inc	9.000	7/21/2008	3/2/2010	1,397.14	1,495.24	-98.10
Charles Schwab	Goldman Sachs Group Inc	11.000	9/22/2008	3/2/2010	1,707.62	1,119.93	587.69
Charles Schwab	Hasbro Inc	34.000	1/12/2009	3/2/2010	1,204.03	998.19	205.84
Charles Schwab	Hasbro Inc	33.000	1/26/2009	3/2/2010	1,168.61	872.84	295.77
Charles Schwab	Express Scripts Inc	94.000	3/6/2009	6/23/2010	4,885.19	2,216.05	2,669.14
Charles Schwab	Express Scripts Inc	46.000	3/9/2009	6/23/2010	2,390.62	1,106.76	1,283.86
Charles Schwab	Hess Corp	51.000	10/17/2006	6/23/2010	2,840.14	2,051.22	788.92
Charles Schwab	Hess Corp	14.000	1/9/2007	6/23/2010	779.64	667.80	111.84
Charles Schwab	XTO Energy Inc	110.000	3/6/2009	6/28/2010	3,309.90	3,309.90	0.00
Charles Schwab	XTO Energy Inc	51.000	3/9/2009	6/28/2010	1,640.53	1,640.53	0.00
Charles Schwab	Exxon Mobil Corp	0.278	3/9/2009	6/29/2010	16.03	12.59	3.44
Charles Schwab	Cheveron Corp	23.000	10/17/2006	8/25/2010	1,719.47	1,470.39	249.08
Charles Schwab	Cheveron Corp	20.000	2/12/2007	8/25/2010	1,495.19	1,475.92	19.27
Charles Schwab	Cheveron Corp	7.000	5/5/2008	8/25/2010	523.32	669.86	-146.54
Charles Schwab	Exxon Mobil Corp	78.078	3/6/2009	8/25/2010	4,581.73	3,309.90	1,271.83
Charles Schwab	Exxon Mobil Corp	35.922	3/9/2009	8/25/2010	2,107.95	1,627.94	480.01
Charles Schwab	Merck & Co Inc New	102.000	10/17/2006	8/25/2010	3,506.26	4,361.52	-855.26
Charles Schwab	Merck & Co Inc New	25.000	1/9/2007	8/25/2010	859.38	1,126.75	-267.37
Charles Schwab	Merck & Co Inc New	35.000	11/3/2008	8/25/2010	1,203.13	1,050.32	152.81
Charles Schwab	Phillip Morris Intl Inc	55.000	10/17/2006	8/25/2010	2,865.21	2,293.12	572.09
Charles Schwab	Phillip Morris Intl Inc	20.000	1/9/2007	8/25/2010	1,041.89	926.60	115.29
Charles Schwab	Phillip Morris Intl Inc	23.000	4/13/2007	8/25/2010	1,198.18	1,123.02	75.16
Charles Schwab	Phillip Morris Intl Inc	22.000	4/30/2007	8/25/2010	1,146.08	1,071.02	75.06

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Charles Schwab	Phillip Morris Intl Inc	12.000	5/21/2007	8/25/2010	625.14	582.07	43.07
Charles Schwab	Phillip Morris Intl Inc	32.000	4/11/2008	8/25/2010	1,667.03	1,618.59	48.44
Charles Schwab	Phillip Morris Intl Inc	22.000	6/17/2008	8/25/2010	1,146.08	1,121.95	24.13
Charles Schwab	Phillip Morris Intl Inc	11.000	11/25/2008	8/25/2010	573.04	422.31	150.73
Charles Schwab	Wells Fargo & Co.	45.000	4/21/2009	8/25/2010	1,102.73	857.43	245.30
Charles Schwab	Wells Fargo & Co.	59.000	5/13/2009	8/25/2010	1,445.80	1,547.51	-101.71
Charles Schwab	Wells Fargo & Co.	34.000	5/18/2009	8/25/2010	833.17	850.56	-17.39
TOTAL LONG TERM					74,080.57	68,228.44	5,852.13
OVERALL TOTAL					194,448.42	186,540.96	7,907.46

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SHORT TERM							
Umpqua 1081-9046	Ishares TR Russell 3000	600.000	9/1/2009	4/8/2010	41,570.66	36,242.59	5,328.07
TOTAL SHORT TERM					41,570.66	36,242.59	5,328.07
LONG TERM							
Umpqua 1081-9046	Google Inc	50.000	2/8/2008	4/8/2010	28,134.59	25,174.50	2,960.09
Umpqua 1081-9046	Apple Computer Inc	90.000	8/24/2007	5/6/2010	20,400.38	11,522.70	8,877.68
Umpqua 1081-9046	Apple Computer Inc	10.000	8/24/2007	5/6/2010	2,266.71	1,280.40	986.31
Umpqua 1081-9046	Apple Computer Inc	100.000	9/17/2007	5/6/2010	22,667.08	13,914.00	8,753.08
Umpqua 1081-9046	Apple Computer Inc	100.000	1/21/2009	5/6/2010	22,667.08	8,374.99	14,292.09
Umpqua 1081-9046	Home Depot	987.000	2/7/2008	10/25/2010	30,831.80	30,000.00	831.80
TOTAL LONG TERM					126,967.64	90,266.59	36,701.05
OVERALL TOTAL					168,538.30	126,509.18	42,029.12

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
SHORT TERM							
Umpqua 5670-1370	Federated Adjustable Rate	5,117.707	8/5/2009	4/8/2010	49,975.00	49,777.82	197.18
Umpqua 5670-1370	Federated Adjustable Rate	6,103.764	8/5/2009	6/25/2010	59,975.00	59,369.98	605.02
Umpqua 5670-1370	Federated Adjustable Rate	5,497.101	9/1/2009	8/25/2010	54,233.86	53,470.78	763.08
Umpqua 5670-1370	Templeton Global Bond	1,455.604	6/25/2010	10/25/2010	20,000.00	19,333.92	666.08
TOTAL SHORT TERM					184,183.86	181,952.50	2,231.36
LONG TERM							
Umpqua 5670-1370	ML&Co 11% Strides	1,200.000	2/7/2008	2/9/2010	30,000.00	30,000.00	0.00
Umpqua 5670-1370	Home Depot	987.000	2/7/2008	4/8/2010	30,000.00	30,000.00	0.00
Umpqua 5670-1370	Pimco Corporate Income	100.000	1/13/2009	6/25/2010	1,485.84	1,175.30	310.54
Umpqua 5670-1370	Pimco Corporate Income	500.000	1/13/2009	6/25/2010	7,429.19	5,886.50	1,542.69
Umpqua 5670-1370	Pimco Corporate Income	100.000	1/13/2009	6/25/2010	1,485.84	1,178.30	307.54
Umpqua 5670-1370	Pimco Corporate Income	300.000	1/13/2009	6/25/2010	4,457.52	3,537.90	919.62
Umpqua 5670-1370	Pimco Corporate Income	110.000	1/28/2009	6/25/2010	1,634.42	1,281.50	352.92
Umpqua 5670-1370	Pimco Corporate Income	100.000	1/28/2009	6/25/2010	1,485.84	1,168.00	317.84
Umpqua 5670-1370	Pimco Corporate Income	200.000	1/28/2009	6/25/2010	2,971.68	2,338.00	633.68
Umpqua 5670-1370	Pimco Corporate Income	400.000	1/28/2009	6/25/2010	5,943.36	4,684.00	1,259.36
Umpqua 5670-1370	Pimco Corporate Income	190.000	1/28/2009	6/25/2010	2,823.09	2,226.80	596.29
Umpqua 5670-1370	Pimco Corporate Income	200.000	3/26/2009	6/25/2010	2,971.68	1,678.00	1,293.68
Umpqua 5670-1370	Pimco Corporate Income	900.000	3/26/2009	6/25/2010	13,372.55	7,515.00	5,857.55
Umpqua 5670-1370	Pimco Corporate Income	100.000	3/26/2009	6/25/2010	1,485.84	837.00	648.84
Umpqua 5670-1370	Pimco Corporate Income	800.000	3/26/2009	6/25/2010	11,886.71	6,704.00	5,182.71
Umpqua 5670-1370	Federated Adjustable Rate	602.899	8/5/2009	8/25/2010	5,948.14	5,864.45	83.69
TOTAL LONG TERM					125,381.70	106,074.75	19,306.95
OVERALL TOTAL							
					309,565.56	288,027.25	21,538.31