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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010

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

, 20

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation

YAWKEY FOUNDATION II

A Employer identification number

04-2768239

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

990 WASHINGTON STREET

315

(781) 329-7470

City or town, state, and ZIP code

DEDHAM, MA 02026

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

J Accounting method: ☐ Cash ☐ Accrual

of year (from Part II, col. (c), line

☒ Other (specify) MODIFIED CASH

16) \$ 445,768,784.

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

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 ☐**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 page 11 of 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 (attach schedule)	0.			
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	26,805.	26,805.		ATCH 1
4	Dividends and interest from securities	8,186,452.	8,186,452.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	13,313,455.			
b	Gross sales price for all assets on line 6a 125,193,424.				
7	Capital gain net income (from Part IV, line 2)		13,313,455.		
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 or (loss) (attach schedule)				
11	Other income (attach schedule)	1,603,640.	2,634,002.		ATCH 3
12	Total. Add lines 1 through 11	23,130,352.	24,160,714.		
13	Compensation of officers, directors, trustees, etc.	178,500.	82,253.		96,247.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 4	90,733.	90,733.	0.	0.
b	Accounting fees (attach schedule) ATCH 5	85,165.	39,244.	0.	45,921.
c	Other professional fees (attach schedule) *	2,024,993.	2,024,993.		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) *	514,156.	124,156.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	7,381.	3,133.		4,248.
22	Printing and publications	260.	120.		140.
23	Other expenses (attach schedule) ATCH 8	2,508,982.	1,185,163.		1,323,819.
24	Total operating and administrative expenses. Add lines 13 through 23	5,410,170.	3,549,795.	0.	1,470,375.
25	Contributions, gifts, grants paid	21,323,341.			21,323,341.
26	Total expenses and disbursements. Add lines 24 and 25	26,733,511.	3,549,795.	0.	22,793,716.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-3,603,159.			
b	Net investment income (if negative, enter -0-)		20,610,919.		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

* ATCH 6 JSA ** ATCH 7

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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	639,041.	829,649.	829,649.
	2	Savings and temporary cash investments	12,707,206.	17,465,736.	17,465,736.
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	30,162,259.	3,958,278.	3,958,278.
	b	Investments - corporate stock (attach schedule) ATCH 10	250,559,043.	277,875,561.	277,875,561.
	c	Investments - corporate bonds (attach schedule) ATCH 11	34,316,943.	44,160,084.	44,160,084.
	11	Investments - land, buildings, and equipment, basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 12	82,567,065.	101,452,069.	101,452,069.
	14	Land, buildings, and equipment, basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 13)	53,121.	27,407.	27,407.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	411,004,678.	445,768,784.	445,768,784.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and 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	411,004,678.	445,768,784.	
	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, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	411,004,678.	445,768,784.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	411,004,678.	445,768,784.		

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	411,004,678.
2	Enter amount from Part I, line 27a	2	-3,603,159.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 14	3	38,367,265.
4	Add lines 1, 2, and 3	4	445,768,784.
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	445,768,784.

** ATCH 9

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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 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	13,313,455.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.			3		

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.

(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 (col. (b) divided by col. (c))
2009	27,235,180.	355,387,537.	0.076635
2008	28,188,909.	442,693,489.	0.063676
2007	27,902,922.	527,617,031.	0.052885
2006	25,702,521.	473,482,309.	0.054284
2005	16,444,681.	442,141,275.	0.037193
2 Total of line 1, column (d)			2 0.284673
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 0.056935
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 412,015,889.
5 Multiply line 4 by line 3			5 23,458,125.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 206,109.
7 Add lines 5 and 6			7 23,664,234.
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.			8 22,793,716.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	412,218.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	412,218.
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	412,218.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	467,934.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	467,934.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	55,716.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		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? If "Yes," attach a detailed description of the activities		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? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) MASSACHUSETTS		
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? If "No," attach explanation	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 on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 page 20 of the instructions) . . . ATCH. 15	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 WWW.YAWKEYFOUNDATIONS.ORG	13	X	
14	The books are in care of WILLIAM B. GUTFARB Telephone no 781-329-7470 Located at 990 WASHINGTON STREET - STE 315 DEDHAM, MA ZIP + 4 02026			
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 15			
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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ATTACHMENT 16	16	X	Yes No

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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ATCH. 16A ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ATCH. 16A ☒ Yes ☐ 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)? ☐ Yes ☒ 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). ☐ Yes ☒ 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 page 22 of the instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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? ☐ Yes ☒ No If "Yes," list the years _____		
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 page 22 of the instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ 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	X
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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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 page 22 of the 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 page 22 of the instructions)?

5b

X

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?

ATTCH 24

☒ 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 page 22 of the 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
ATTACHMENT 17		178,500.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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

Total number of other employees paid over \$50,000 ☐ NONE

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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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 18		3,330,475.
Total number of others receiving over \$50,000 for professional services		12

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 page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1 - Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	406,526,577.
b Average of monthly cash balances	1b	591,428.
c Fair market value of all other assets (see page 25 of the instructions)	1c	11,172,238.
d Total (add lines 1a, b, and c)	1d	418,290,243.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	418,290,243.
4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	6,274,354.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	412,015,889.
6 Minimum investment return. Enter 5% of line 5	6	20,600,794.

Part XI Distributable Amount (see page 25 of the 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	20,600,794.
2a Tax on investment income for 2010 from Part VI, line 5	2a	412,218.
b Income tax for 2010 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	412,218.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	20,188,576.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	20,188,576.
6 Deduction from distributable amount (see page 25 of the instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	20,188,576.

Part XII Qualifying Distributions(see page 25 of the instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	22,793,716.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	0.
b Cash distribution test (attach the required schedule)	3b	0.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	22,793,716.
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 page 26 of the instructions)	5	N/A
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	22,793,716.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				20,188,576.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008 21,207,105.				
e From 2009 9,569,935.				
f Total of lines 3a through e	30,777,040.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 22,793,716.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				20,188,576.
e Remaining amount distributed out of corpus	2,605,140.			
5 Excess distributions carryover applied to 2010 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	33,382,180.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	33,382,180.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008 21,207,105.				
d Excess from 2009 9,569,935.				
e Excess from 2010 2,605,140.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(e) Total

(a) 2010

(b) 2009

(c) 2008

(d) 2007

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section

4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

ATTACHMENT 19

b The form in which applications should be submitted and information and materials they should include

ATTACHMENT 20

c Any submission deadlines

SEE PART XV, LINE 2B ABOVE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

SEE PART XV, LINE 2B ABOVE

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

Recipient	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
Name and address (home or business)				
a Paid during the year SEE ATTACHMENT 22				21,323,341.
Total			3a	21,323,341.
b Approved for future payment SEE ATTACHMENT 23				52,617,467.
Total			3b	52,617,467.

Form **990-PF** (2010)

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions on page 29 to verify calculations)

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions).

N/A

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
97390966.		PUBLICLY HELD SECURITIES PROPERTY TYPE: SECURITIES 88901419.				P	8,489,547.	
131,315.		AXIOM INT'L EQUITY FUND PROPERTY TYPE: SECURITIES 131,019.				P	296.	
5,000,000.		CONVEXITY CAPITAL OFFSHORE LP 2,675,620.				P	2,324,380.	
52,558.		MORGAN STANLEY CHINA RTS PROPERTY TYPE: SECURITIES				P	52,558.	
11922563.		NEON LIBERTY EMERG MARKETS 6,500,000.				P	5,422,563.	
1,515,675.		SMC ALTERNATIVE STRAT FD 1,470,638.				P	45,037.	
1,287,927.		SMC RESERVE FDII OFFSHORE LP 1,421,709.				P	-133,782.	
4,957,363.		STEEL PARTNERS OFFSHORE FD LTD PROPERTY TYPE: SECURITIES 7,268,570.				P	-2311207.	
770,900.		STEEL PARTNERS JAPAN STRAT FD 1,327,085.				P	-556,185.	
-19,752.		VARIOUS FOREIGN CURRENCY LOSSES PROPERTY TYPE: SECURITIES				P	-19,752.	
TOTAL GAIN (LOSS)							<u>13313455.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST ON SAVINGS AND TEMPORARY INVEST	26,805.	26,805.
TOTAL	<u>26,805.</u>	<u>26,805.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME	3,076,413.	3,076,413.
DIVIDEND INCOME	5,110,039.	5,110,039.
TOTAL	<u>8,186,452.</u>	<u>8,186,452.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SECURITIES LITIGATION, FUTURES, MARGINS, AND OTHER INVESTMENT INCOME	28,591.	28,591.
NATURAL RESOURCE INCOME	1,431,084.	1,431,084.
PRIOR YEAR FEDERAL TAX REFUND	143,965.	
SPECTERA ENERGY PARTNERS LP		-5,790.
ENERGY CAP INV FUND LLC		257,118.
DAVIDSON KEMPNER INST PTNR		17,942.
NATURAL GAS PARTNERS IX LP		25,306.
HIGH RISE INST PARTNERS		358,572.
HIGHLAND CONSUMER FUND I-B		-126,959.
ENTERPRISE PRODUCTS PTNRS		-17,559.
AXIOM INTERNATIONAL EQUITY FUND		911,457.
ENERGY CAPITAL PARTNERS II-B		-245,760.
TOTALS	<u>1,603,640.</u>	<u>2,634,002.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BINGHAM MCCUTCHEN LLP	58,421.	58,421.		
SPILMAN THOMAS BATTLE PLLC	32,312.	32,312.		
TOTALS	<u>90,733.</u>	<u>90,733.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ERNST & YOUNG LLP	85,165.	39,244.		45,921.
TOTALS	<u>85,165.</u>	<u>39,244.</u>	<u>0.</u>	<u>45,921.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
STATE STREET-INV CUSTODIAL SVC	324,908.	324,908.
GARDNER RUSSO MANAGEMENT	236,673.	236,673.
EUROPEAN INVESTORS INC	190,604.	190,604.
RUTABAGA CAPITAL MGMT	155,214.	155,214.
MAYO INVESTMENTS MANAGEMENT	143,447.	143,447.
AXIOM INVESTMENTS MANAGEMENT	131,316.	131,316.
TUKMAN GROSSMAN CAPITAL MGMT	121,510.	121,510.
CAMBRIDGE ASSOCIATES LLC	116,667.	116,667.
GADDY ENGINEERING CORPORATION	104,996.	104,996.
LOOMIS SAYLES & COMPANY LP	102,550.	102,550.
SOUTHEASTERN ASSET MANAGEMENT	101,615.	101,615.
KALMAR INVESTMENTS INC	79,941.	79,941.
WESTFIELD CAPITAL MANAGEMENT	73,415.	73,415.
COLUMBIA MANAGEMENT	55,518.	55,518.
INCOME RESEARCH & MANAGEMENT	49,751.	49,751.
BROWN EDWARDS	28,660.	28,660.
VANGUARD EMERGING MARKETS	7,500.	7,500.
OTHER CONSULTANTS	708.	708.
TOTALS	<u>2,024,993.</u>	<u>2,024,993.</u>

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAXES	390,000.	
PERSONAL PROPERTY TAXES	124,106.	124,106.
WV STATE BUS FRANCHISE TAX	50.	50.
TOTALS	514,156.	124,156.

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BTMC MANAGEMENT SERVICES	2,423,076.	1,116,553.	1,306,523.
COMMERCIAL LIAB INS - WV PROP	42,531.	42,531.	
DIRECTORS & OFFICERS INSURANCE	22,500.	10,368.	12,132.
MOUNTAINEER GAS SETTLEMENT	11,300.	11,300.	
TELEPHONE	1,433.	660.	773.
POSTAGE AND SHIPPING	4,869.	2,244.	2,625.
OFFICE AND GENERAL SUPPLIES	317.	146.	171.
MEETING EXPENSES	975.	449.	526.
FILING FEES	585.	270.	315.
OTHER EXPENSES	1,396.	642.	754.
TOTALS	<u>2,508,982.</u>	<u>1,185,163.</u>	<u>1,323,819.</u>

YAWKEY FOUNDATION II

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION

BEGINNING
BOOK VALUE

ENDING
BOOK VALUE

ENDING
FMV

SEE ATTACHMENT 9A

30,162,259.

3,958,278.

3,958,278.

US OBLIGATIONS TOTAL

30,162,259.

3,958,278.

3,958,278.

ATTACHMENT 9

04-2768239

Shares / Par Value	Security Name	Security Description	Cost	Market Value
195,000.00	FANNIE MAE	0.7% 19 Oct 2012	195,000	194,524
10,439.40	UNITED STATES TREAS	1.625% 15 Jan 2018	11,356	11,171
120,000.00	UNITED STATES TREAS BDS	4.5% 15 May 2038	123,520	123,637
450,000.00	UNITED STATES TREAS BILLS	0.28% 17 Nov 2011	449,038	449,026
250,000.00	UNITED STATES TREAS NTS	1.125% 15 Dec 2011	250,682	251,885
500,000.00	UNITED STATES TREAS NTS	0.875% 28 Feb 2011	501,204	500,525
710,000.00	US TREASURY N/B	1.375% 15 Sep 2012	713,410	720,288
25,000.00	US TREASURY N/B	4.625% 15 Feb 2040	26,735	26,188
56,000.00	US TREASURY N/B	4.625% 15 Feb 2040	59,253	58,660
179,000.00	US TREASURY N/B	3 125% 15 May 2019	173,752	180,888
466,000.00	US TREASURY N/B	3 125% 15 May 2019	487,722	470,916
2,000.00	US TREASURY N/B	0.625% 30 Jun 2012	2,004	2,006
15,000.00	US TREASURY N/B	1.875% 30 Jun 2015	15,212	15,060
1,000.00	US TREASURY N/B	4.5% 15 Aug 2039	1,055	1,027
327,000.00	US TREASURY N/B	3.875% 15 Aug 2040	294,174	301,196
391,000.00	US TREASURY NB	0.01% 31 Mar 2015	412,488	404,716
30,409.00	US TREASURY NTS	3% 15 Jul 2012	30,351	32,300
	Total federal governmental obligations		3,746,955	3,744,014
10,000.00	QUEBEC PROV CDA	4 625% 14 May 2018	9,807	10,818
420,000.00	STRIP PRINC	4 357% 15 Nov 2039	102,741	111,485
97,000.00	WI TREASURY SEC	2 625% 15 Aug 2020	94,426	91,961
	Total state, municipal, and comingled obligations		206,974	214,264
	U.S. and state government obligations		\$ 3,953,929	\$ 3,958,278

ATTACHMENT 10FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 10A	250,559,043.	277,875,561.	277,875,561.
TOTALS	<u>250,559,043.</u>	<u>277,875,561.</u>	<u>277,875,561.</u>

Shares / Par Value	Security Name	Security Description	Cost	Market Value
7,300.00	3M CO	COMMON STOCK USD.01	\$ 505,900	\$ 629,990
1,937.00	ABBOTT LABORATORIES	COMMON STOCK NPV	86,227	92,802
12,500.00	ABBOTT LABORATORIES	COMMON STOCK NPV	600,583	598,875
2,600.00	ABBOTT LABORATORIES	COMMON STOCK NPV	128,749	124,566
1,400.00	ACCENTURE PLC CL A	COMMON STOCK USD 25E 05	64,559	67,886
85,600.00	ACCO BRANDS CORP	COMMON STOCK USD.01	502,934	729,312
7,435.00	ACXIOM CORP	COMMON STOCK USD.1	116,128	127,510
51,000.00	AEON MALL CO LTD	COMMON STOCK	1,136,219	1,370,816
4,975.00	ALBEMARLE CORP	COMMON STOCK USD 01	123,150	277,506
2,100.00	ALEXION PHARMACEUTICALS INC	COMMON STOCK USD.0001	44,685	169,155
1,805.00	ALLIANCE DATA SYSTEMS CORP	COMMON STOCK USD.01	104,018	128,209
2,050.00	ALLIANCE DATA SYSTEMS CORP	COMMON STOCK USD 01	128,649	145,612
3,150.00	ALTRIA GROUP INC	COMMON STOCK USD 333	46,153	77,553
36,325.00	ALTRIA GROUP INC	COMMON STOCK USD.333	779,204	894,322
10,000.00	ALTRIA GROUP INC	COMMON STOCK USD.333	115,360	246,200
1,475.00	AMERICAN EXPRESS CO	COMMON STOCK USD.2	36,595	63,307
10,000.00	AMERICAN EXPRESS CO	COMMON STOCK USD.2	298,439	429,200
2,345.00	AMERICAN PUBLIC EDUCATION	COMMON STOCK USD.01	90,546	87,328
10,000.00	AMERICAN TOWER CORP CL A	COMMON STOCK USD.01	407,886	516,400
4,350.00	AMETEK INC	COMMON STOCK USD.01	76,905	170,738
5,000.00	ANADARKO PETROLEUM CORP	COMMON STOCK USD 1	226,004	380,800
15,000.00	AON CORP	COMMON STOCK USD1.0	553,636	690,150
1,000.00	APPLE INC	COMMON STOCK NPV	146,731	322,560
22,500.00	ARCHER DANIELS MIDLAND CO	COMMON STOCK NPV	712,931	676,800
6,800.00	ARCTIC CAT INC	COMMON STOCK USD.01	70,957	99,552
7,485.00	ARIBA INC	COMMON STOCK USD.002	89,625	175,823
1,685.00	ARTHUR J GALLAGHER + CO	COMMON STOCK USD1.	47,367	49,000
1,100,000.00	ASIAN PROPERTY DEVE FOREIGN	COMMON STOCK THB1. A	224,997	211,644
6,995.00	AT+T INC	COMMON STOCK USD1.	171,372	205,513
50,000.00	AT+T INC	COMMON STOCK USD1.	1,320,830	1,469,000
1,110.00	ATLAS AIR WORLDWIDE HOLDINGS	COMMON STOCK USD.01	30,988	61,971
15,585.00	ATMEL CORP	COMMON STOCK USD 001	59,106	192,007
4,475.00	ATMI INC	COMMON STOCK USD 01	126,729	89,232
2,320.00	ATWOOD OCEANICS INC	COMMON STOCK USD1.	58,508	86,698
1,345.00	AUTOMATIC DATA PROCESSING	COMMON STOCK USD.1	44,954	62,247
7,000.00	AUTOMATIC DATA PROCESSING	COMMON STOCK USD.1	281,454	323,960
22,000.00	AUTOMATIC DATA PROCESSING	COMMON STOCK USD.1	755,991	1,018,160
14,800.00	AVON PRODUCTS INC	COMMON STOCK USD.25	533,161	430,088
12,500.00	BANK OF AMERICA CORP	COMMON STOCK USD.01	195,362	166,750
7,500.00	BANK OF NEW YORK MELLON CORP	COMMON STOCK USD.01	204,241	226,500
10,000.00	BANK OF NEW YORK MELLON CORP	COMMON STOCK USD.01	328,639	302,000
21,000.00	BANK OF NEW YORK MELLON CORP	COMMON STOCK USD.01	547,626	634,200
18,500.00	BARRICK GOLD CORP	COMMON STOCK NPV	819,077	983,830
4,700.00	BE AEROSPACE INC	COMMON STOCK USD.01	105,385	174,041
4,095.00	BELDEN INC	COMMON STOCK USD.01	98,153	150,778
20,300.00	BELDEN INC	COMMON STOCK USD.01	382,832	747,446
18.00	BERKSHIRE HATHAWAY INC CL A	COMMON STOCK USD5.	2,461,039	2,168,100
1,125.00	BERKSHIRE HATHAWAY INC CL B	COMMON STOCK USD.0033	88,286	90,124
3,100.00	BERKSHIRE HATHAWAY INC CL B	COMMON STOCK USD.0033	204,295	248,341
2,495.00	BJ S RESTAURANTS INC	COMMON STOCK NPV	40,255	88,398

Shares / Par Value	Security Name	Security Description	Cost	Market Value
365.00	BLACKROCK INC	COMMON STOCK USD.01	62,808	69,562
2,550.00	BMC SOFTWARE INC	COMMON STOCK USD.01	91,583	120,207
2,575.00	BRAVO BRIO RESTAURANT GROUP	COMMON STOCK USD.001	40,138	49,363
35,700.00	BRIGGS + STRATTON	COMMON STOCK USD.01	671,721	702,933
4,520.00	BRIGHAM EXPLORATION CO	COMMON STOCK USD 01	51,235	123,125
5,715.00	BRISTOL MYERS SQUIBB CO	COMMON STOCK USD 1	129,437	151,333
10,000.00	BRISTOL MYERS SQUIBB CO	COMMON STOCK USD.1	264,877	264,881
23,750.00	BRITISH AMERICAN TOBACCO PLC	COMMON STOCK GBP.25	822,901	916,033
14,300.00	BROCADE COMMUNICATIONS SYS	COMMON STOCK USD 001	85,069	75,647
8,750.00	BROWN FORMAN CORP CLASS A	COMMON STOCK USD.15	479,281	608,213
34,900.00	BRUNSWICK CORP	COMMON STOCK USD.75	484,807	654,026
12,680.00	CADENCE DESIGN SYS INC	COMMON STOCK USD.01	74,765	104,737
15,000.00	CAMPBELL SOUP CO	COMMON STOCK USD 0375	535,787	521,250
242,200.00	CAPITALAND LTD	COMMON STOCK NPV	715,330	701,426
6,400.00	CATHAY GENERAL BANCORP	COMMON STOCK USD.01	106,592	106,880
5,050.00	CELADON GROUP INC	COMMON STOCK USD.033	74,600	74,690
5,000.00	CELANESE CORP SERIES A	COMMON STOCK USD.0001	115,506	205,850
743,600.00	CENTRAL PATTANA PUB CO FOREI	COMMON STOCK THB1. A	401,439	659,854
4,100.00	CHECK POINT SOFTWARE TECH	COMMON STOCK USD.01	95,656	189,666
7,500.00	CHESAPEAKE ENERGY CORP	COMMON STOCK USD.01	292,738	194,325
30,000.00	CHESAPEAKE ENERGY CORP	COMMON STOCK USD.01	809,990	777,300
1,520.00	CHEVRON CORP	COMMON STOCK USD.75	57,806	138,700
5,000.00	CHEVRON CORP	COMMON STOCK USD.75	187,531	456,250
7,050.00	CHICAGO BRIDGE + IRON NY SHR	NY REG SHRS EUR.01	94,234	231,945
442,080.00	CHINA OVERSEAS LAND + INVEST	COMMON STOCK HKD.1	571,995	817,777
50,000.00	CHINA RESOURCES LAND LTD	COMMON STOCK HKD 1	95,120	91,334
34,200.00	CHIQUITA BRANDS INTL	COMMON STOCK USD 01	445,617	479,484
500.00	CHUBB CORP	COMMON STOCK USD1.	18,260	29,820
31,000.00	CIE FINANCIERE RICHEMON BR A	COMMON STOCK CHF1.0	772,462	1,829,203
10,000.00	CISCO SYSTEMS INC	COMMON STOCK USD.001	231,060	202,300
10,000.00	CISCO SYSTEMS INC	COMMON STOCK USD.001	176,224	202,300
65,000.00	CITIGROUP INC	COMMON STOCK USD.01	286,591	307,450
103,000.00	CITY DEVELOPMENTS LTD	COMMON STOCK NPV	1,054,939	1,009,859
540.00	COCA COLA CO/THE	COMMON STOCK USD.25	23,942	35,516
12,800.00	COCA COLA CO/THE	COMMON STOCK USD.25	565,608	841,856
22,010.00	COGNEX CORP	COMMON STOCK USD.002	291,331	647,534
30,000.00	COMCAST CORP CLASS A	COMMON STOCK USD1.	534,187	659,100
32,825.00	COMCAST CORP SPECIAL CL A	COMMON STOCK USD1.	653,302	683,088
4,500.00	COMMUNITY HEALTH SYSTEMS INC	COMMON STOCK USD.01	167,363	168,165
1,950.00	COMPASS MINERALS INTERNATION	COMMON STOCK USD.01	152,539	174,077
7,500.00	CONAGRA FOODS INC	COMMON STOCK USD5.0	150,171	169,350
2,000.00	CONCUR TECHNOLOGIES INC	COMMON STOCK USD.001	70,950	103,860
760.00	CONOCOPHILLIPS	COMMON STOCK USD.01	58,046	51,756
3,600.00	CONOCOPHILLIPS	COMMON STOCK USD.01	154,136	245,160
4,640.00	CONSOL ENERGY INC	COMMON STOCK USD.01	144,000	226,154
8,000.00	CONSOLIDATED EDISON INC	COMMON STOCK USD.1	237,470	396,560
3,140.00	CONSTANT CONTACT INC	COMMON STOCK USD.01	60,385	97,309
6,285.00	COOPER COS INC/THE	COMMON STOCK USD.1	279,046	354,097
8,000.00	COOPER INDUSTRIES PLC	COMMON STOCK USD 01	347,405	466,320
1,020.00	CORE LABORATORIES N V.	COMMON STOCK EUR.02	12,635	90,831
4,425.00	CORRECTIONS CORP OF AMERICA	COMMON STOCK USD.01	80,362	110,891

Shares / Par Value	Security Name	Security Description	Cost	Market Value
4,900.00	COVENTRY HEALTH CARE INC	COMMON STOCK USD 01	103,056	129,360
3,850.00	CRANE CO	COMMON STOCK USD1.	120,873	158,120
7,750.00	CROWN HOLDINGS INC	COMMON STOCK USD5.	212,504	258,695
4,000.00	CSX CORP	COMMON STOCK USD1.	221,188	258,440
89,000.00	DAIWA HOUSE INDUSTRY CO LTD	COMMON STOCK	1,395,889	1,095,148
5,000.00	DANAHER CORP	COMMON STOCK USD.01	221,754	235,850
6,000.00	DAVITA INC	COMMON STOCK USD.001	286,136	416,940
7,690.00	DEALERTRACK HOLDINGS INC	COMMON STOCK USD.01	124,476	154,338
950.00	DEERE + CO	COMMON STOCK USD1.	33,531	78,898
12,500.00	DELL INC	COMMON STOCK USD.01	180,063	169,375
69,000.00	DELL INC	COMMON STOCK USD.01	1,428,316	934,950
8,200.00	DENBURY RESOURCES INC	COMMON STOCK USD 001	80,468	156,538
3,200.00	DEVRY INC	COMMON STOCK USD.01	79,763	153,536
35,475.00	DIAGEO PLC	COMMON STOCK GBP.2893518	702,375	658,166
1,795.00	DIGITAL RIVER INC	COMMON STOCK USD.01	77,033	61,784
1,990.00	DIODES INC	COMMON STOCK USD 667	32,172	53,710
21,000.00	DIRECTV CLASS A	COMMON STOCK USD 01	498,600	838,530
702.00	DOVER CORP	COMMON STOCK USD1.	23,535	41,032
7,000.00	DOW CHEMICAL	COMMON STOCK USD2.5	227,495	238,980
4,000.00	DR PEPPER SNAPPLE GROUP INC	COMMON STOCK USD.01	127,803	140,640
3,200.00	DREAMWORKS ANIMATION SKG A	COMMON STOCK USD 01	101,483	94,304
5,299.00	DSW INC CLASS A	COMMON STOCK NPV	74,534	207,191
1,522.00	DU PONT (E I.) DE NEMOURS	COMMON STOCK USD 3	63,702	75,917
10,000.00	DUKE ENERGY CORP	COMMON STOCK USD.001	121,143	178,100
1,571.00	EATON VANCE CORP	COMMON STOCK USD 00390625	29,385	47,491
5,000.00	ELI LILLY + CO	COMMON STOCK NPV	212,373	175,200
4,765.00	ELIZABETH ARDEN INC	COMMON STOCK USD.01	99,725	109,643
7,500.00	EMC CORP/MASS	COMMON STOCK USD.01	112,830	171,750
1,100.00	EMERSON ELECTRIC CO	COMMON STOCK USD 5	39,438	62,887
1,880.00	ENCANA CORP	COMMON STOCK NPV	52,033	54,746
5,805.00	ENERSYS	COMMON STOCK USD 01	119,445	186,457
21,500.00	ENERSYS	COMMON STOCK USD 01	328,109	690,580
245.00	ENTERGY CORP	COMMON STOCK USD.01	17,152	17,353
3,500.00	EQT CORP	COMMON STOCK NPV	202,745	156,940
3,325.00	ERESEARCH TECHNOLOGY INC	COMMON STOCK USD 01	36,246	24,439
2,290.00	EVERCORE PARTNERS INC CL A	COMMON STOCK USD 01	73,967	77,860
7,000.00	EVEREST RE GROUP LTD	COMMON STOCK USD.01	534,876	593,740
3,900.00	EXTERRAN HOLDINGS INC	COMMON STOCK USD.01	179,901	93,405
3,176.00	EXXON MOBIL CORP	COMMON STOCK NPV	138,606	232,229
2,500.00	EXXON MOBIL CORP	COMMON STOCK NPV	148,330	182,800
5,000.00	EXXON MOBIL CORP	COMMON STOCK NPV	250,636	365,600
1,050.00	FEDERATED INVESTORS INC CL B	COMMON STOCK NPV	30,286	27,479
5,600.00	FEDEX CORP	COMMON STOCK USD 1	484,170	520,856
1,740.00	FIRST REPUBLIC BANK/SAN FRAN	COMMON STOCK USD.01	45,656	50,669
630.00	FIRSTENERGY CORP	COMMON STOCK USD.1	29,291	23,323
2,790.00	FLEETCOR TECHNOLOGIES INC	COMMON STOCK USD 001	71,871	86,267
2,750.00	FOSSIL INC	COMMON STOCK USD.01	107,862	193,820
30,300.00	FRED S INC CLASS A	COMMON STOCK NPV	341,753	416,928
1,104.00	FRONTIER COMMUNICATIONS CORP	COMMON STOCK USD 25	9,110	10,742
45,000.00	FRONTIER COMMUNICATIONS CORP	COMMON STOCK USD.25	317,500	437,850
3,070.00	GAMESTOP CORP CLASS A	COMMON STOCK USD 001	44,497	70,242

Shares / Par Value	Security Name	Security Description	Cost	Market Value
5,839 00	GENERAL ELECTRIC CO	COMMON STOCK USD.06	183,703	106,795
20,000.00	GENERAL ELECTRIC CO	COMMON STOCK USD.06	403,926	365,800
15,000.00	GENERAL ELECTRIC CO	COMMON STOCK USD.06	179,411	274,350
13,400.00	GENERAL ELECTRIC CO	COMMON STOCK USD.06	402,555	245,086
850.00	GENERAL MILLS INC	COMMON STOCK USD 1	20,947	30,252
5,000.00	GENERAL MILLS INC	COMMON STOCK USD 1	147,077	177,950
6,500.00	GENERAL MOTORS CO	COMMON STOCK USD.01	217,475	239,590
3,750.00	GENTEX CORP	COMMON STOCK USD.06	47,424	110,850
5,950 00	GENTEX CORP	COMMON STOCK USD.06	117,305	175,882
33,200.00	GEORGIA GULF CORP	COMMON STOCK USD.01	573,036	798,792
3,485.00	GLOBAL TRAFFIC NETWORK INC	COMMON STOCK USD.001	19,399	32,236
5,000 00	GOLDCORP INC	COMMON STOCK NPV	131,834	229,900
5,200 00	GOLDMAN SACHS GROUP INC	COMMON STOCK USD 01	644,497	874,432
13,200.00	GOODYEAR TIRE + RUBBER CO	COMMON STOCK NPV	155,822	156,420
81,000 00	GREAT LAKES DREDGE + DOCK CO	COMMON STOCK USD.0001	363,386	596,970
3,800 00	GREEN MOUNTAIN COFFEE ROASTE	COMMON STOCK USD.1	112,854	124,868
380,000 00	GUANGZHOU R+F PROPERTIES H	COMMON STOCK CNY.25	601,041	543,580
290,000 00	HANG LUNG PROPERTIES LTD	COMMON STOCK HKD1	697,000	1,356,055
4,100 00	HASBRO INC	COMMON STOCK USD.5	112,873	193,438
5,827 00	HEALTHCARE SERVICES GROUP	COMMON STOCK USD.01	71,919	94,805
34,675.00	HEINEKEN HOLDING NV	COMMON STOCK EUR1.6	1,594,817	1,513,007
12,300.00	HERTZ GLOBAL HOLDINGS INC	COMMON STOCK USD.01	142,300	178,227
6,500.00	HESS CORP	COMMON STOCK USD1 0	357,937	497,510
10,000.00	HEWLETT PACKARD CO	COMMON STOCK USD 01	432,388	421,000
3,300.00	HIBBETT SPORTS INC	COMMON STOCK USD.01	61,389	121,770
4,650 00	HILL ROM HOLDINGS INC	COMMON STOCK NPV	132,409	183,071
1,176 00	HJ HEINZ CO	COMMON STOCK USD.25	54,491	58,165
6,000.00	HJ HEINZ CO	COMMON STOCK USD.25	220,564	296,760
2,275.00	HOME DEPOT INC	COMMON STOCK USD.05	72,701	79,762
1,560.00	HONEYWELL INTERNATIONAL INC	COMMON STOCK USD1.	50,599	82,930
240,000.00	HONGKONG LAND HOLDINGS LTD	COMMON STOCK USD.1	996,162	1,732,800
1,400.00	HUBBELL INC CL B	COMMON STOCK USD.01	80,900	84,182
338,709.00	HYSAN DEVELOPMENT CO	COMMON STOCK HKD5 0	898,644	1,594,714
1,000.00	HYUNDAI DEPT STORE CO	COMMON STOCK KRW5000.0	112,821	122,918
4,000 00	IDEX CORP	COMMON STOCK USD.01	107,521	156,480
1,170.00	IDEXX LABORATORIES INC	COMMON STOCK USD 1	38,550	80,987
600 00	ILLINOIS TOOL WORKS	COMMON STOCK USD 01	31,142	32,040
1,700 00	ILLUMINA INC	COMMON STOCK USD 01	64,773	107,678
4,810.00	IMAX CORP	COMMON STOCK NPV	82,103	134,921
6,380 00	INNERWORKINGS INC	COMMON STOCK USD.0001	96,863	41,789
6,643.00	INTEL CORP	COMMON STOCK USD.001	133,332	139,702
15,000.00	INTEL CORP	COMMON STOCK USD.001	319,475	315,450
5,000 00	INTERNATIONAL PAPER CO	COMMON STOCK USD1.	132,888	136,200
22,600.00	INTERTAPE POLYMER GROUP INC	COMMON STOCK NPV	122,340	25,990
1,400.00	INTL BUSINESS MACHINES CORP	COMMON STOCK USD 2	130,634	205,464
3,500 00	INTL BUSINESS MACHINES CORP	COMMON STOCK USD.2	451,136	513,660
3,000.00	INTL BUSINESS MACHINES CORP	COMMON STOCK USD.2	348,269	440,280
8,500.00	INTL BUSINESS MACHINES CORP	COMMON STOCK USD.2	725,445	1,247,460
730.00	INTL FLAVORS + FRAGRANCES	COMMON STOCK USD.125	29,516	40,581
4,345 00	IXIA	COMMON STOCK NPV	61,281	72,909
466.00	JM SMUCKER CO/THE	COMMON STOCK NPV	20,818	30,593

Shares / Par Value	Security Name	Security Description	Cost	Market Value
37,500.00	JOHN BEAN TECHNOLOGIES CORP	COMMON STOCK USD 01	615,943	754,875
2,137.00	JOHNSON + JOHNSON	COMMON STOCK USD1.	138,854	132,173
6,000.00	JOHNSON + JOHNSON	COMMON STOCK USD1.	407,393	371,100
14,200.00	JOHNSON + JOHNSON	COMMON STOCK USD1	769,139	878,270
3,816.00	JPMORGAN CHASE + CO	COMMON STOCK USD1.	127,815	161,875
2,500.00	JPMORGAN CHASE + CO	COMMON STOCK USD1.	97,410	106,050
10,000.00	JPMORGAN CHASE + CO	COMMON STOCK USD1	372,750	424,200
3,910.00	KENNAMETAL INC	COMMON STOCK USD1 25	117,274	154,289
195,586.00	KEPPEL LAND LTD	COMMON STOCK NPV	401,082	732,846
230,121.00	KERRY PROPERTIES LTD	COMMON STOCK HKD1.	831,865	1,198,909
931.00	KIMBERLY CLARK CORP	COMMON STOCK USD1.25	51,585	58,690
3,755.00	KNIGHT TRANSPORTATION INC	COMMON STOCK USD.01	78,387	71,345
950.00	KRAFT FOODS INC CLASS A	COMMON STOCK NPV	27,314	29,935
10,000.00	KRAFT FOODS INC CLASS A	COMMON STOCK NPV	272,040	315,100
25,000.00	KROGER CO	COMMON STOCK USD1.	548,734	559,000
6,500.00	LABORATORY CRP OF AMER HLDGS	COMMON STOCK USD.1	476,440	571,480
3,700.00	LAMAR ADVERTISING CO A	COMMON STOCK USD.001	127,412	147,408
4,000.00	LANDSTAR SYSTEM INC	COMMON STOCK USD.01	153,307	163,760
321,000.00	LEVEL 3 COMMUNICATIONS INC	COMMON STOCK USD.01	1,458,010	314,580
28,000.00	LIBERTY MEDIA CORP INTER A	TRACKING STK USD.01	510,542	441,560
2,700.00	LIFE TECHNOLOGIES CORP	COMMON STOCK USD.01	92,989	149,850
4,860.00	LIFE TIME FITNESS INC	COMMON STOCK USD.02	139,115	199,211
646,700.00	LIFESTYLE INTL HLDGS LTD	COMMON STOCK HKD.005	591,239	1,592,281
477.00	LINEAR TECHNOLOGY CORP	COMMON STOCK USD.001	11,941	16,499
112,800.00	LIONBRIDGE TECHNOLOGIES INC	COMMON STOCK USD.01	440,202	416,232
12,700.00	LITTELFUSE INC	COMMON STOCK USD.01	277,665	597,662
5,200.00	LKQ CORP	COMMON STOCK USD.01	88,174	118,144
15,000.00	LOEWS CORP	COMMON STOCK USD.01	519,759	583,650
32,300.00	LOWE S COS INC	COMMON STOCK USD.5	720,864	810,084
23,100.00	LSI CORP	COMMON STOCK USD.01	128,052	138,369
6,405.00	LUMINEX CORP	COMMON STOCK USD.001	123,283	117,083
5,000.00	MACY S INC	COMMON STOCK USD 01	129,727	126,500
5,035.00	MARTEK BIOSCIENCES CORP	COMMON STOCK USD.1	126,417	157,596
6,900.00	MARTIN MARIETTA MATERIALS	COMMON STOCK USD.01	749,713	636,456
6,000.00	MARTIN MARIETTA MATERIALS	COMMON STOCK USD.01	512,063	553,440
4,300.00	MASSEY ENERGY CO	COMMON STOCK USD 625	115,672	230,695
2,651.00	MASTERCARD INC CLASS A	COMMON STOCK USD 0001	568,602	594,116
1,215.00	MATTEL INC	COMMON STOCK USD1	30,686	30,897
1,922.00	MCDONALD S CORP	COMMON STOCK USD.01	66,760	147,533
3,000.00	MCDONALD S CORP	COMMON STOCK USD.01	225,439	230,280
711.00	MCGRAW HILL COMPANIES INC	COMMON STOCK USD1.	22,677	25,888
4,000.00	MEAD JOHNSON NUTRITION CO	COMMON STOCK USD 01	186,290	249,000
5,055.00	MEDASSETS INC	COMMON STOCK USD 01	87,799	102,060
3,500.00	MEDCO HEALTH SOLUTIONS INC	COMMON STOCK USD.01	227,415	214,445
8,000,000.00	MEGAWORLD CORP	COMMON STOCK PHP1.	441,639	452,865
5,874.00	MERCK + CO. INC	COMMON STOCK USD.01	205,099	211,699
10,000.00	MERCK + CO INC.	COMMON STOCK USD.01	316,910	360,400
1,625.00	MEREDITH CORP	COMMON STOCK USD1.	74,886	56,306
2,915.00	MERIDIAN BIOSCIENCE INC	COMMON STOCK NPV	72,430	67,511
2,040.00	METLIFE INC	COMMON STOCK USD.01	104,937	90,658
3,000.00	METLIFE INC	COMMON STOCK USD.01	129,651	133,320

Shares / Par Value	Security Name	Security Description	Cost	Market Value
860.00	METTLER TOLEDO INTERNATIONAL	COMMON STOCK USD.01	85,634	130,041
2,485.00	MICROS SYSTEMS INC	COMMON STOCK USD.0125	52,715	108,992
2,355.00	MICROSEMI CORP	COMMON STOCK USD 2	55,570	53,930
5,895.00	MICROSOFT CORP	COMMON STOCK USD.00000625	156,554	164,588
35,000.00	MICROSOFT CORP	COMMON STOCK USD.00000625	915,741	977,200
10,000.00	MICROSOFT CORP	COMMON STOCK USD 00000625	282,315	279,200
27,000.00	MICROSOFT CORP	COMMON STOCK USD 00000625	723,937	753,840
1,290.00	MIDDLEBY CORP	COMMON STOCK USD.01	84,422	108,902
17,600.00	MINE SAFETY APPLIANCES CO	COMMON STOCK NPV	403,314	547,888
45,000.00	MITSUBISHI ESTATE CO LTD	COMMON STOCK	958,210	835,584
63,000.00	MITSUMI FUDOSAN CO LTD	COMMON STOCK	1,388,218	1,257,592
4,875.00	MOBILE MINI INC	COMMON STOCK USD.01	41,032	95,989
48,500.00	MODINE MANUFACTURING CO	COMMON STOCK USD.625	356,531	751,750
2,062.00	MORGAN STANLEY	COMMON STOCK USD.01	49,863	56,107
5,500.00	MOSAIC CO/THE	COMMON STOCK USD.01	221,323	419,980
3,000.00	MOSAIC CO/THE	COMMON STOCK USD.01	198,400	229,080
3,065.00	MSC INDUSTRIAL DIRECT CO A	COMMON STOCK USD 001	64,593	198,275
3,350.00	MSCI INC A	COMMON STOCK USD 01	77,917	130,516
510.00	MURPHY OIL CORP	COMMON STOCK USD1.	22,066	38,021
67,000.00	MYERS INDUSTRIES INC	COMMON STOCK NPV	681,119	652,580
17,500.00	MYLAN INC	COMMON STOCK USD.5	195,629	369,775
600.00	NATIONAL FUEL GAS CO	COMMON STOCK USD1	30,397	39,372
4,110.00	NETSCOUT SYSTEMS INC	COMMON STOCK USD.001	57,508	94,571
7,000.00	NEWMONT MINING CORP	COMMON STOCK USD1.6	312,365	430,010
10,000.00	NEWS CORP CL A	COMMON STOCK USD.01	148,440	145,600
41,000.00	NEWS CORP CL A	COMMON STOCK USD.01	574,311	596,960
416.00	NEXTERA ENERGY INC	COMMON STOCK USD.01	26,241	21,628
10,805.00	NIC INC	COMMON STOCK NPV	89,031	104,917
3,900.00	NII HOLDINGS INC	COMMON STOCK USD.001	81,950	174,174
1,130.00	NIKO RESOURCES LTD	COMMON STOCK NPV	23,985	118,130
895.00	NORDSTROM INC	COMMON STOCK NPV	26,049	37,930
915.00	NORFOLK SOUTHERN CORP	COMMON STOCK USD1.	37,745	57,480
1,185.00	NORTHERN TRUST CORP	COMMON STOCK USD1.667	56,890	65,661
10,600.00	NUANCE COMMUNICATIONS INC	COMMON STOCK USD.001	183,763	192,708
1,145.00	NUCOR CORP	COMMON STOCK USD.4	50,052	50,174
5,900.00	NXP SEMICONDUCTORS NV	COMMON STOCK	80,224	123,487
2,300.00	O REILLY AUTOMOTIVE INC	COMMON STOCK USD.01	66,905	140,185
700.00	OCCIDENTAL PETROLEUM CORP	COMMON STOCK USD 2	41,595	68,670
9,000.00	OCCIDENTAL PETROLEUM CORP	COMMON STOCK USD.2	604,322	882,900
12,500.00	OMNICARE INC	COMMON STOCK USD1	290,612	317,375
19,400.00	ON SEMICONDUCTOR CORPORATION	COMMON STOCK USD.01	145,691	191,672
10,000.00	ORACLE CORP	COMMON STOCK USD.01	169,909	313,000
637.00	P G + E CORP	COMMON STOCK NPV	28,099	30,474
107,300.00	PACIFIC SUNWEAR OF CALIF	COMMON STOCK USD 01	493,234	581,566
617.00	PARKER HANNIFIN CORP	COMMON STOCK USD.5	18,754	53,247
4,000.00	PEABODY ENERGY CORP	COMMON STOCK USD.01	181,691	255,920
3,395.00	PEGASYSTEMS INC	COMMON STOCK USD.01	89,574	124,359
775.00	PEOPLE S UNITED FINANCIAL	COMMON STOCK USD.01	12,597	10,858
343.00	PEPSICO INC	COMMON STOCK USD 017	20,475	22,408
7,000.00	PEPSICO INC	COMMON STOCK USD 017	314,274	457,310
8,900.00	PEPSICO INC	COMMON STOCK USD 017	435,240	581,437

Shares / Par Value	Security Name	Security Description	Cost	Market Value
14,660.00	PERNOD RICARD SA	COMMON STOCK EUR1.55	1,191,850	1,383,780
7,869.00	PFIZER INC	COMMON STOCK USD.05	146,083	137,786
40,500.00	PFIZER INC	COMMON STOCK USD.05	764,734	709,155
2,800.00	PHILIP MORRIS INTERNATIONAL	COMMON STOCK NPV	101,078	163,884
38,225.00	PHILIP MORRIS INTERNATIONAL	COMMON STOCK NPV	1,880,039	2,237,309
6,500.00	PHILIP MORRIS INTERNATIONAL	COMMON STOCK NPV	123,424	380,445
8,000.00	PIONEER NATURAL RESOURCES CO	COMMON STOCK USD.01	309,727	694,560
1,025.00	PNC FINANCIAL SERVICES GROUP	COMMON STOCK USD5.	50,378	62,238
2,160.00	POLYCOM INC	COMMON STOCK USD.0005	45,250	84,197
4,070.00	POLYPORE INTERNATIONAL INC	COMMON STOCK USD 01	82,249	165,771
1,315.00	POWER INTEGRATIONS INC	COMMON STOCK USD.001	43,836	52,784
539.00	PPL CORPORATION	COMMON STOCK USD.01	16,530	14,186
1,953.00	PROCTER + GAMBLE CO/THE	COMMON STOCK USD1	112,567	125,636
3,000.00	PROCTER + GAMBLE CO/THE	COMMON STOCK USD1.	167,729	192,990
16,500.00	PROCTER + GAMBLE CO/THE	COMMON STOCK USD1.	921,944	1,061,445
731.00	PUBLIC SERVICE ENTERPRISE GP	COMMON STOCK NPV	30,954	23,253
5,000.00	QUALCOMM INC	COMMON STOCK USD 0001	208,060	247,450
2,125.00	RADIANT SYSTEMS INC	COMMON STOCK NPV	36,829	41,586
2,500.00	RALCORP HOLDINGS INC	COMMON STOCK USD.01	152,230	162,525
1,085.00	RAYTHEON COMPANY	COMMON STOCK USD.01	46,407	50,279
38,000.00	REGIS CORP	COMMON STOCK USD 05	608,181	630,800
5,000.00	REPUBLIC SERVICES INC	COMMON STOCK USD.01	157,540	149,300
5,010.00	RESMED INC	COMMON STOCK USD 004	57,171	173,546
9,650.00	REX ENERGY CORP	COMMON STOCK USD 001	111,708	131,723
4,390.00	RIGHTNOW TECHNOLOGIES INC	COMMON STOCK USD.001	64,393	103,911
1,170,000.00	ROBINSONS LAND CO	COMMON STOCK PHP1.	324,862	435,312
3,870.00	ROGERS CORP	COMMON STOCK USD1.	106,735	148,028
2,274.00	ROVI CORP	COMMON STOCK USD.001	37,559	141,011
12,820.00	RUBY TUESDAY INC	COMMON STOCK USD.01	103,803	167,429
43,000.00	SABMILLER PLC	COMMON STOCK USD.1	817,662	1,519,143
65,000.00	SAIC INC	COMMON STOCK USD.0001	1,066,417	1,030,900
21,375.00	SAN GOLD CORP	COMMON STOCK NPV	71,418	85,073
9,900.00	SANTARUS INC	COMMON STOCK USD.0001	88,302	32,373
11,535.00	SAPIENT CORPORATION	COMMON STOCK USD.01	105,564	139,574
31,300.00	SCHAWK INC	COMMON STOCK USD.008	308,013	644,154
940.00	SCHLUMBERGER LTD	COMMON STOCK USD 01	38,826	78,490
5,000.00	SCHLUMBERGER LTD	COMMON STOCK USD.01	373,508	417,500
7,700.00	SCHLUMBERGER LTD	COMMON STOCK USD.01	444,616	642,950
8,100.00	SCRIPPS NETWORKS INTER CL A	COMMON STOCK USD.01	323,284	419,175
625.00	SEMPRA ENERGY	COMMON STOCK NPV	30,747	32,800
32,000.00	SERVICE CORP INTERNATIONAL	COMMON STOCK USD1	271,360	264,000
10,225.00	SFN GROUP INC	COMMON STOCK USD.01	96,323	99,796
294,500.00	SHANGRI LA ASIA LTD	COMMON STOCK HKD1.	580,457	799,361
1,400.00	SHERWIN WILLIAMS CO/THE	COMMON STOCK USD1.	68,804	117,250
8,000.00	SKILLED HEALTHCARE GROU CL A	COMMON STOCK USD.001	50,082	71,840
2,625.00	SKYWORKS SOLUTIONS INC	COMMON STOCK USD.25	47,568	75,154
2,300.00	SNAP ON INC	COMMON STOCK USD1	98,699	130,134
34,100.00	SOLUTIA INC	COMMON STOCK USD.01	167,978	787,028
959.00	SONOCO PRODUCTS CO	COMMON STOCK NPV	23,402	32,290
2,605.00	SONOSITE INC	COMMON STOCK USD 01	63,080	82,318
445,900.00	SP SETIA BHD	COMMON STOCK MYR.75	570,117	860,420

Shares / Par Value	Security Name	Security Description	Cost	Market Value
12,400.00	SPECTRUM BRANDS HOLDINGS INC	COMMON STOCK USD.01	350,782	386,508
1,490.00	STAPLES INC	COMMON STOCK USD.0006	33,041	33,927
5,000.00	STATE STREET CORP	COMMON STOCK USD1.	173,614	231,700
7,400.00	STRYKER CORP	COMMON STOCK USD.1	327,213	397,380
10,000.00	SUNCOR ENERGY INC	COMMON STOCK NPV	311,282	382,900
2,955.00	SUPER MICRO COMPUTER INC	COMMON STOCK USD.001	46,030	34,101
1,205.00	SYNTEL INC	COMMON STOCK NPV	35,946	57,587
2,500.00	SYNTEL INC	COMMON STOCK NPV	119,287	119,475
833.00	T ROWE PRICE GROUP INC	COMMON STOCK USD.2	22,471	53,762
37,500.00	TALISMAN ENERGY INC	COMMON STOCK NPV	648,291	832,125
1,375.00	TARGET CORP	COMMON STOCK USD.0833	70,707	82,679
6,000.00	TELEPHONE AND DATA SYSTEMS	COMMON STOCK USD.01	159,763	219,300
2,105.00	TENNANT CO	COMMON STOCK USD 375	73,509	80,853
6,900.00	TERADYNE INC	COMMON STOCK USD.125	49,322	96,876
1,150.00	TEXAS INSTRUMENTS INC	COMMON STOCK USD1.	27,724	37,375
19,600.00	THOR INDUSTRIES INC	COMMON STOCK USD.1	511,170	665,616
2,350.00	TIME WARNER INC	COMMON STOCK USD.01	50,447	75,600
5,000.00	TIME WARNER INC	COMMON STOCK USD.01	127,879	160,850
700.00	TJX COMPANIES INC	COMMON STOCK USD1.	19,653	31,073
90,000.00	TOKYU LAND CORP	COMMON STOCK	735,064	452,746
2,380.00	TRACTOR SUPPLY COMPANY	COMMON STOCK USD.008	52,045	115,406
835.00	TRANSOCEAN LTD	COMMON STOCK CHF15.0	69,510	58,041
8,500.00	TRAVELERS COS INC/THE	COMMON STOCK NPV	372,919	473,535
7,000.00	TRAVELERS COS INC/THE	COMMON STOCK NPV	322,342	389,970
10,000.00	TRAVELERS COS INC/THE	COMMON STOCK NPV	504,126	557,100
15,000.00	TYCO INTERNATIONAL LTD	COMMON STOCK USD8.3	355,851	621,600
4,815.00	ULTA SALON COSMETICS + FRAGR	COMMON STOCK USD.01	57,211	163,710
2,360.00	ULTIMATE SOFTWARE GROUP INC	COMMON STOCK USD.01	71,272	114,767
1,905.00	ULTRA PETROLEUM CORP	COMMON STOCK NPV	11,688	91,002
5,000.00	UNION PACIFIC CORP	COMMON STOCK USD2.5	395,848	463,300
4,930.00	UNITED NATURAL FOODS INC	COMMON STOCK USD.01	124,067	180,832
5,000.00	UNITED TECHNOLOGIES CORP	COMMON STOCK USD1.	360,261	393,600
4,266.00	UNUM GROUP	COMMON STOCK USD.1	80,610	103,323
7,500.00	UNUM GROUP	COMMON STOCK USD.1	137,544	181,650
6,000.00	URS CORP	COMMON STOCK USD.01	301,850	249,660
3,018.00	US BANCORP	COMMON STOCK USD.01	75,257	81,395
5,670.00	UTI WORLDWIDE INC	COMMON STOCK NPV	80,760	120,204
7,500.00	VALERO ENERGY CORP	COMMON STOCK USD.01	172,326	173,400
4,700.00	VERISIGN INC	COMMON STOCK USD 001	136,081	153,549
4,600.00	VERIZON COMMUNICATIONS INC	COMMON STOCK USD.1	138,431	164,588
10,000.00	VERIZON COMMUNICATIONS INC	COMMON STOCK USD.1	360,777	357,800
4,900.00	VIOPHARMA INC	COMMON STOCK USD 002	75,888	84,868
4,000.00	VISA INC CLASS A SHARES	COMMON STOCK USD.0001	326,268	281,520
4,435.00	VOLCANO CORP	COMMON STOCK USD.001	88,980	121,120
10,640.00	WABASH NATIONAL CORP	COMMON STOCK USD.01	96,130	126,084
4,850.00	WADDELL + REED FINANCIAL A	COMMON STOCK USD 01	108,423	171,157
1,085.00	WAL MART STORES INC	COMMON STOCK USD 1	53,537	58,514
12,500.00	WAL MART STORES INC	COMMON STOCK USD 1	640,530	674,125
15,100.00	WAL MART STORES INC	COMMON STOCK USD.1	799,013	814,343
3,000.00	WALGREEN CO	COMMON STOCK USD.078125	105,126	116,880
16,000.00	WALT DISNEY CO/THE	COMMON STOCK USD.01	352,455	600,160

Shares / Par Value	Security Name	Security Description	Cost	Market Value
21,900.00	WALT DISNEY CO/THE	COMMON STOCK USD 01	578,748	821,469
813.00	WASHINGTON POST CLASS B	COMMON STOCK USD1	577,244	357,314
4,275.00	WASTE CONNECTIONS INC	COMMON STOCK USD 01	91,654	117,691
1,830.00	WASTE MANAGEMENT INC	COMMON STOCK USD.01	45,207	67,472
8,000.00	WATSON PHARMACEUTICALS INC	COMMON STOCK USD.0033	324,644	413,200
77,700.00	WAUSAU PAPER CORP	COMMON STOCK NPV	635,329	668,997
8,000.00	WEATHERFORD INTL LTD	COMMON STOCK USD1	175,321	182,400
2,390.00	WELLS FARGO + CO	COMMON STOCK USD1 666	66,476	74,066
29,125.00	WELLS FARGO + CO	COMMON STOCK USD1.666	841,736	902,584
14,400.00	WELLS FARGO + CO	COMMON STOCK USD1.666	384,147	446,256
17,700.00	WERNER ENTERPRISES INC	COMMON STOCK USD.01	310,564	400,020
2,500.00	WESCO INTERNATIONAL INC	COMMON STOCK USD 01	101,163	132,000
700.00	WESTLAKE CHEMICAL CORP	COMMON STOCK USD.01	30,125	30,429
715,000.00	WING TAI HOLDINGS LTD	COMMON STOCK NPV	714,157	943,250
7,500.00	YAHOO INC	COMMON STOCK USD.001	119,778	124,725
3,000.00	YUM BRANDS INC	COMMON STOCK NPV	151,507	147,150
11,500.00	YUM BRANDS INC	COMMON STOCK NPV	343,952	564,075
2,575.00	ZUMIEZ INC	COMMON STOCK NPV	55,969	69,190
6,000.00	CARNIVAL CORP	UNIT USD.01	228,487	276,660
10,950.00	ANHEUSER BUSCH INBEV SPN ADR	ADR	578,613	625,136
505.00	BHP BILLITON LTD SPON ADR	ADR	22,525	46,925
759.00	CANON INC SPONS ADR	ADR	36,999	38,967
57,454.00	CEMEX SAB SPONS ADR PART CER	ADR	1,009,555	615,332
3,050.00	CTRIIP.COM INTERNATIONAL ADR	ADR USD.01	95,860	123,373
900.00	DIAGEO PLC SPONSORED ADR	ADR	53,227	66,897
14,400.00	ELAN CORP PLC SPONS ADR	ADR	126,727	82,512
4,350.00	ENSCO PLC SPON ADR	ADR USD.1	178,425	232,203
9,000.00	KONINKLIJKE PHILIPS ELECTRS N	NY REGISTRY SH NEW 2000	187,429	276,300
43,750.00	NESTLE SA SPONS ADR FOR REG	ADR	1,836,247	2,573,375
200.00	NEW ORIENTAL EDUCATIO SP ADR	ADR USD.01	19,529	21,046
4,010.00	NICE SYSTEMS LTD SPONS ADR	ADR	103,877	139,949
2,400.00	ROYAL DUTCH SHELL PLC ADR	ADR	116,259	160,272
5,000.00	TEVA PHARMACEUTICAL SP ADR	ADR	233,328	260,650
2,500.00	TOTAL SA SPON ADR	ADR	145,330	133,700
3,000.00	TOTAL SA SPON ADR	ADR	245,268	160,440
27,475.00	UNILEVER N V	NY SHS NEW	837,777	862,715
15,000.00	VODAFONE GROUP PLC SP ADR	ADR	343,216	396,450
8,000.00	ENTERPRISE PRODUCTS PARTNERS	LTD PART NPV	188,636	332,880
8,000.00	SPECTRA ENERGY PARTNERS LP	LTD PART NPV	179,219	262,800
35,000.00	ISHARES MSCI BRAZIL INDEX FUND	ISHARES MSCI BRAZIL	2,005,479	2,709,000
66,000.00	ISHARES MSCI HONG KONG INDEX F	ISHARES MSCI HONG KONG INDEX	998,593	1,248,060
78,700.00	MORGAN STANLEY CHINA A SHARE F	MORGAN STANLEY CHINA A SHARE	2,589,848	2,152,445
140,225.14	BLACKROCK ENERGY + RESOURCES P	BLACKROCK ENERGY + RES INS	7,037,399	6,283,489
790,394.39	COHEN + STEERS ASIA PACIFIC RE	COHEN + STEERS ASIS PAC R I	12,351,592	7,081,934
437,771.11	COLUMBIA CONSERVATIVE HIGH YIE	COLUMBIA CONSER HIGH YIELD Z	3,044,014	3,436,503
435,364.59	COLUMBIA HIGH YIELD OPPORTUNIT	COLUMBIA H/Y OPPORTUNITY Z	1,524,804	1,754,519
77,744.00	GLOBAL X CHINA CONSUMER ETF	GLOBAL X CHINA CONSUMER ETF	1,401,636	1,406,389
1,275,848.57	GMO EMERGING MARKETS FUND	GMO EMERGING MARKETS FD II	13,550,365	18,703,940
2,500.00	SPDR GOLD TRUST	SPDR GOLD TRUST	222,199	346,800
73,399.97	T ROWE PRICE NEW ERA FUND	T ROWE PRICE NEW ERA FUND	5,044,210	3,828,542
959,701.23	VANGUARD EMERGING MARKETS STOC	VANGUARD EMRG MK STK INDX IS	19,770,272	29,098,141

Shares / Par Value	Security Name	Security Description	Cost	Market Value
709,420.98	VANGUARD GROWTH INDEX FUND	VANGUARD GROWTH INDEX FD INS	19,481,866	22,417,703
610.00	ARCHER DANIELS	PREFERRED STOCK 06/41 6.25	22,583	23,686
1.00	BANK OF AMERICA CORP	PREFERRED STOCK 7.25	953	953
5,000.00	GENERAL MOTORS CO	PREFERRED STOCK 12/13 4.75	253,612	270,550
375,000.00	ASCENDAS INDIA TRUST	REIT NPV	126,119	272,238
193,116.00	CFS RETAIL PROPERTY TRUST	REIT NPV	254,250	348,398
120,720.00	GPT GROUP	REIT NPV	328,340	363,808
6,200.00	HOSPITALITY PROPERTIES TRUST	REIT USD.01	152,199	142,848
745,572.48	AXIOM INTERNATIONAL EQUITY FD	GLOBAL X US EQUITY FDS	12,608,708	14,522,644
999,936.52	MARATHON JAPAN EQUITY FD	CLASS B	11,006,239	16,686,065
192,660.00	STOCKLAND	REIT NPV	515,956	710,950
	TOTAL		\$ 232,462,076	\$ 277,875,561

ATTACHMENT 11FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 11A	34,316,943.	44,160,084.	44,160,084.
TOTALS	<u>34,316,943.</u>	<u>44,160,084.</u>	<u>44,160,084.</u>

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Shares / Par Value	Security Name	Security Description	Cost	Market Value
145,000.00	ABU DHABI NATL ENERGY CO PJSC	7.25% 01 Aug 2018	\$ 144,775	\$ 160,602
35,000.00	AES CORP	7.75% 15 Oct 2015	35,000	37,363
95,000.00	AES CORP	8% 15 Oct 2017	95,225	100,463
195,000.00	AGILENT TECHNOLOGIES INC	6.5% 01 Nov 2017	194,012	216,128
25,000.00	AGL CAP CORP	4.45% 15 Apr 2013	24,982	26,340
65,000.00	ALBERTSONS INC	6.625% 01 Jun 2028	55,593	45,500
60,000.00	ALCOA INC	5.95% 01 Feb 2037	55,701	56,234
120,000.00	ALCOA INC	6.15% 15 Aug 2020	127,407	123,228
76,000.00	ALLSTATE LIFE GBL FDG SECD	5.375% 30 Apr 2013	75,924	82,761
115,000.00	ALLY FINANCIAL INC	6.25% 01 Dec 2017	113,392	115,000
25,000.00	ALTRIA GROUP INC	9.25% 06 Aug 2019	24,970	32,626
90,000.00	ALTRIA GROUP INC	9.95% 10 Nov 2038	87,938	126,822
4,200,000.00	AMERICA MOVIL SA	8.46% 18 Dec 2036	280,065	321,036
45,000.00	AMERICAN ELEC PWR INC	5.25% 01 Jun 2015	45,234	49,380
25,000.00	AMERICAN EXPRESS CR CORP	5.875% 02 May 2013	24,914	27,189
85,000.00	AMERICAN EXPRESS CREDIT ACCOUN	1% 16 Mar 2015	81,444	84,524
60,000.00	AMERICAN TOWER CORP	4.5% 15 Jan 2018	59,953	59,476
78,000.00	AMERICAN TOWER CORP	4.625% 01 Apr 2015	77,894	81,486
130,000.00	AMGEN INC	0.125% 01 Feb 2011	128,830	129,838
250,000.00	ANADARKO PETROLEUM CORP	5.95% 15 Sep 2016	216,250	268,573
10,000.00	ANHEUSER BUSCH COS INC	4.95% 15 Jan 2014	8,592	10,760
305,000.00	ANHEUSER BUSCH INBEV WOR	4.125% 15 Jan 2015	304,582	321,232
290,000.00	ARCELORMITTAL	3.75% 05 Aug 2015	287,457	292,416
25,000.00	ARCELORMITTAL	9.85% 01 Jun 2019	26,061	31,596
80,000.00	ASSOCIATES CORP NORTH AMER	6.95% 01 Nov 2018	72,556	87,436
5,000.00	AT+T CORP	6.5% 15 Mar 2029	5,001	5,217
104,000.00	AT+T INC	4.95% 15 Jan 2013	111,789	111,474
65,000.00	AXTEL SAB DE CV	9% 22 Sep 2019	66,625	61,750
35,000.00	BALL CORP	6.75% 15 Sep 2020	35,000	36,750
213,227.21	BANC AMER COML MTG INC	4.501% 10 Jul 2043	213,360	214,787
76,000.00	BANC AMER COML MTG INC	4.933% 10 Jul 2045	79,361	79,350
113,000.00	BANC AMER COML MTG TR	5.309% 10 Oct 2045	104,949	115,083
50,000.00	BANC AMER COML MTG TR	5.6884% 10 Apr 2049	36,008	52,249
130,000.00	BANK CORP AMER	4.75% 15 Aug 2013	129,126	135,145
199,439.02	BANK OF AMERICA AUTO TRUST	2.67% 15 Jul 2013	201,924	201,569
150,000.00	BANK OF AMERICA CORP	7.625% 01 Jun 2019	148,866	172,715
42,000.00	BANK OF AMERICA CREDIT CARD TR	1% 15 Dec 2016	35,731	41,390
35,000.00	BANK OF AMERICA CREDIT CARD TR	1% 15 Jan 2016	29,488	33,766
194,000.00	BANK OF AMERICA CREDIT CARD TR	1% 15 Jul 2011	196,008	195,034
50,000.00	BANK ONE ISSUANCE TRUST	4.77% 16 Feb 2016	43,199	52,913
100,000.00	BARCLAYS BANK PLC	5% 22 Sep 2016	99,871	105,820
100,000.00	BARCLAYS BANK PLC	5.2% 10 Jul 2014	99,883	108,008
53,978.85	BEAR STEARNS COML MTG	5.27% 11 Dec 2040	53,140	54,042
25,000.00	BEAR STEARNS COML MTG SECS INC	4.83% 15 Aug 2038	24,294	26,071
90,000.00	BEAR STEARNS COML MTG SECS TR	1% 11 Jun 2040	80,341	96,027
50,000.00	BEAR STEARNS COML MTG SECS TR	1% 11 Jun 2040	38,311	53,348
65,000.00	BEAR STEARNS COML MTG SECS TR	5.201% 11 Dec 2038	60,372	68,658
75,000.00	BEAR STEARNS COML MTG SECS TR	5.331% 11 Feb 2044	48,789	77,009
25,000.00	BEAR STEARNS COML MTG SECS TR	5.692943% 11 Sep 2038	25,136	26,865
65,000.00	BEAR STEARNS TR	5.54% 11 Sep 2041	61,593	69,758

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Shares / Par Value	Security Name	Security Description	Cost	Market Value
70,000.00	BELLSOUTH CAP FDG CORP	7.12% 15 Jul 2097	72,196	73,271
26,000.00	BELLSOUTH TELECOMMUNICATIONS	7% 01 Dec 2095	26,118	26,561
30,000.00	BEMIS COMPANY INC	5.65% 01 Aug 2014	29,949	32,843
109,000.00	BERKSHIRE HATHAWAY FIN CORP	5% 15 Aug 2013	105,341	118,976
100,000.00	BERKSHIRE HATHAWAY INC DEL	0.68% 11 Feb 2013	100,000	100,496
40,000.00	BIOMED REALTY LP	6.125% 15 Apr 2020	39,591	42,235
127,000.00	BLACKSTONE HOLDINGS FINA	6.625% 15 Aug 2019	126,937	130,548
40,000.00	BMW VEHICLE LEASE TRUST	0.82% 15 Apr 2013	39,994	39,951
11,520.89	BMW VEHICLE LEASE TRUST	2.91% 15 Mar 2012	11,688	11,623
40,000.00	BNSF FDG TR I	6.613% 15 Dec 2055	38,000	41,400
20,000.00	BOEING CO	6% 15 Mar 2019	20,784	23,010
188,000.00	BOEING CO	7.95% 15 Aug 2024	228,852	244,533
2,000.00	BOSTON PPTYS LTD PARTNERSHIP	6.25% 15 Jan 2013	1,975	2,181
250,000.00	BOSTON SCIENTIFIC CORP	1% 15 Nov 2015	190,000	265,193
215,000.00	BP CAPITAL MARKETS PLC	4.5% 01 Oct 2020	213,820	214,482
25,000.00	BRANDYWINE OPER PARTNERS	7.5% 15 May 2015	25,493	27,327
25,000.00	BRANDYWINE OPER PARTNERSHIP	6% 01 Apr 2016	24,865	25,826
60,000.00	BROCADE COMMUNICATIONS	6.625% 15 Jan 2018	60,900	63,150
20,000.00	BROCADE COMMUNICATIONS	6.875% 15 Jan 2020	20,575	21,300
10,000.00	CALIFORNIA ST	5.25% 01 Apr 2014	10,051	10,450
10,000.00	CAMDEN PPTY TR	5% 15 Jun 2015	9,820	10,564
15,000.00	CAMDEN PPTY TR	5.375% 15 Dec 2013	15,315	16,070
6,000.00	CAMERON INTL CORP	6.375% 15 Jul 2018	5,859	6,654
12,000.00	CAMERON INTL CORP	7% 15 Jul 2038	10,890	13,108
25,000.00	CANADIAN NAT RES LTD	4.9% 01 Dec 2014	24,946	27,140
143,000.00	CANADIAN NATL RY CO	4.95% 15 Jan 2014	142,387	155,417
11,136.48	CAPITAL AUTO RECEIVABLES ASSET	5.01% 16 Apr 2012	11,136	11,242
40,000.00	CAPITAL ONE FINL CORP	6.15% 01 Sep 2016	29,710	43,305
40,000.00	CATERPILLAR FINANCIAL SE	7.05% 01 Oct 2018	39,869	48,385
50,000.00	CBS CORP	5.75% 15 Apr 2020	49,939	53,133
75,000.00	CD	1% 11 Dec 2049	76,377	77,739
130,000.00	CD	1% 11 Dec 2049	130,641	134,748
35,000.00	CD MTG TR	5.886% 15 Nov 2044	35,643	37,349
50,000.00	CELLCO PART/ VERI WIRELESS	3.75% 20 May 2011	49,961	50,613
138,000.00	CHASE ISSUANCE TRUST	1% 16 Apr 2012	141,709	140,289
100,000.00	CHASE ISSUANCE TRUST	5.23% 15 Apr 2019	99,957	112,502
5,000.00	CHESAPEAKE ENERGY CORP	6.5% 15 Aug 2017	4,702	5,025
25,000.00	CHESAPEAKE ENERGY CORP	7.625% 15 Jul 2013	25,519	27,094
45,000.00	CHEVRON CORP	4.95% 03 Mar 2019	45,604	50,442
96,000.00	CHEVRON PHILLIPS CHEMICA	7% 15 Jun 2014	95,964	108,831
130,000.00	CHRYSLER FINANCIAL AUTO SECURI	0.91% 08 Aug 2013	129,995	129,950
70,000.00	CINCINNATI BELL INC	8.75% 15 Mar 2018	69,017	65,625
73,386.47	CIT EQUIP COLL	6.59% 22 Dec 2014	73,369	75,240
90,000.00	CITIBANK CREDIT CARD ISSUANCE	0.9103% 15 Jul 2013	86,052	89,535
140,000.00	CITIBANK CREDIT CARD ISSUANCE	5.45% 10 May 2013	139,858	142,450
295,000.00	CITIBANK CREDIT CARD ISSUANCE	6.3% 20 Jun 2014	280,091	312,059
94,000.00	CITIGROUP COML MTG TR	1% 15 Mar 2049	98,876	98,561
65,000.00	CITIGROUP COML MTG TR	5.431% 15 Oct 2049	65,879	69,424
25,000.00	CITIGROUP COML MTG TR	5.431% 15 Oct 2049	18,288	26,701
55,000.00	CITIGROUP INC	4.587% 15 Dec 2015	56,267	57,338

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Shares / Par Value	Security Name	Security Description	Cost	Market Value
185,000.00	CITIGROUP INC	5% 15 Sep 2014	178,380	191,379
150,000.00	CITIGROUP INC	5.3% 17 Oct 2012	140,979	158,856
250,000.00	CITIGROUP INC	5.5% 11 Apr 2013	220,000	266,208
55,000.00	CITIGROUP INC	6.5% 19 Aug 2013	53,109	60,393
147,000.00	CITIGROUP INC	6.875% 15 Feb 2098	119,868	140,754
25,000.00	CITIGROUP INC	8.5% 22 May 2019	25,414	31,036
95,000.00	CITIZENS COMMUNICATIONS CO	7.875% 15 Jan 2027	92,688	91,200
20,000.00	CNA FINL CORP	5.85% 15 Dec 2014	20,008	21,101
20,000.00	CNA FINL CORP	7.35% 15 Nov 2019	20,696	21,935
83,000.00	CNH 2010 C A3	1.17% 15 May 2015	82,996	82,871
25,000.00	COBALT CMBS COML MTG TR	1% 15 Apr 2047	20,803	25,606
11,000.00	COLORADO INTST GAS CO	5.95% 15 Mar 2015	10,209	11,984
5,000.00	COLORADO INTST GAS CO	6.8% 15 Nov 2015	5,145	5,760
5,000.00	COLUMBIA / HCA HEALTHCARE CORP	7.58% 15 Sep 2025	3,806	4,588
165,000.00	COLUMBIA /HCA HEALTHCARE CORP	7.19% 15 Nov 2015	143,138	161,700
20,000.00	COLUMBIA HEALTHCARE CORP	7.5% 15 Dec 2023	15,842	18,350
30,000.00	COLUMBIA/HCA HEALTHCARE CORP	7.75% 15 Jul 2036	23,700	27,675
135,000.00	COLUMBIA/HEALTHCARE COEP	8.36% 15 Apr 2024	116,438	132,638
61,000.00	COMCAST CORP	6.4% 01 Mar 2040	60,710	65,383
25,000.00	COMCAST CORP NEW	5.3% 15 Jan 2014	24,614	27,234
54,000.00	COMCAST CORP NEW	5.65% 15 Jun 2035	48,068	52,459
45,000.00	COMCAST CORP NEW	6.4% 15 May 2038	41,436	48,090
60,000.00	COMCAST CORP NEW	6.45% 15 Mar 2037	63,433	64,108
25,000.00	COMCAST CORP NEW	6.45% 15 Mar 2037	24,166	26,712
65,000.00	COMERICA INC	3% 16 Sep 2015	65,187	64,257
400,000.00	COMMERCIAL MTG TR	5.736% 10 Dec 2049	262,021	422,660
415,000.00	COMMERCIALMTG	5.810409% 15 Sep 2039	216,838	426,989
35,000.00	COMMONWEALTH EDISON CO	5.95% 15 Aug 2016	37,494	39,943
25,000.00	CONNECTICUT LT + PWR CO	5% 01 Apr 2015	24,851	27,518
22,283.12	CONTINENTAL AIRLS PASS THRU	6.648% 15 Sep 2017	21,336	23,230
2,433.38	CONTINENTAL AIRLS PASS THRU	7.566% 15 Sep 2021	2,427	2,446
88,570.45	CONTINENTAL AIRLS PASS THRU TR	8.048% 01 May 2022	87,321	100,085
120,577.66	CONTL AIRLINES 2007 1	5.983% 19 Oct 2023	116,080	127,209
5,000.00	CORNING INC	6.85% 01 Mar 2029	5,172	5,530
25,000.00	CORNING INC	7.25% 15 Aug 2036	25,043	28,451
77,000.00	CREDIT SUISSE COML MTG TR	5.308% 15 Dec 2039	80,874	80,487
25,000.00	CREDIT SUISSE COML MTG TR	5.695% 15 Sep 2040	25,758	25,668
22,431.07	CREDIT SUISSE FIRST BOSTON MTG	5.1% 15 Aug 2038	22,374	22,491
65,000.00	CREDIT SUISSE FIRST BOSTON MTG	5.183% 15 Nov 2036	67,722	67,775
130,000.00	CREDIT SUISSE N Y	6% 15 Feb 2018	129,572	139,398
25,000.00	CROWN CASTLE TOWERS LLC	3.214% 15 Aug 2035	25,000	24,611
50,000.00	CROWN CASTLE TOWERS LLC	4.523% 15 Jan 2035	50,000	51,956
115,000.00	CSC HLDGS LLC	8.5% 15 Apr 2014	121,038	126,356
45,000.00	CVS CAREMARK CORP	6.125% 15 Sep 2039	45,489	48,081
111,221.58	CVS PASS THROUGH TRUST	7.507% 10 Jan 2032	111,222	126,374
58,494.05	DAIMLER CHRYSLER AUTO TRUST	5.28% 08 Mar 2013	60,752	59,920
158,000.00	DELTA AIR LINES 2001 1A2	7.111% 18 Mar 2013	159,009	163,135
89,381.44	DELTA AIR LINES 2007 1 A	1% 10 Feb 2024	89,381	94,744
150,000.00	DEUTSCHE TELEKOM INT FIN	4.875% 08 Jul 2014	149,381	161,210
45,000.00	DIRECTV HOLDINGS FING	3.125% 15 Feb 2016	46,080	44,400

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30,000.00	DISCOVER FINANCIAL SVC	10.25% 15 Jul 2019	35,495	37,236
189,000.00	DOMINION RES INC VA NEW	8.875% 15 Jan 2019	188,947	244,889
20,000.00	DOW CHEMICAL CO/THE	8.55% 15 May 2019	20,510	25,065
85,000.00	EASTMAN CHEMICAL CO	4.5% 15 Jan 2021	84,846	83,313
10,000.00	EMBARQ CORP	7.082% 01 Jun 2016	9,999	11,059
345,000.00	EMBARQ CORP	7.995% 01 Jun 2036	349,250	376,699
20,000.00	EMBRAER OVERSEAS LTD	6.375% 15 Jan 2020	19,872	21,100
35,000.00	ENBRIDGE ENERGY PARTNERS LP	5.875% 15 Dec 2016	35,929	38,967
185,000.00	ENEL FIN INTL S A	6.25% 15 Sep 2017	184,650	202,057
48,000.00	EQT CORP	8.125% 01 Jun 2019	47,841	55,848
45,000.00	EQUIFAX INC	7% 01 Jul 2037	44,311	49,001
1,383.78	EQUITY ONE ABS INC	4.92063% 25 Jul 2034	1,384	1,085
185,000.00	ERAC USA FIN CO	6.375% 15 Oct 2017	182,509	205,374
15,000.00	ERAC USA FIN CO	6.7% 01 Jun 2034	12,584	15,544
180,000.00	ERAC USA FIN CO	7% 15 Oct 2037	151,262	193,828
15,000.00	ERP OPER LTD PARTNERSHIP	5.75% 15 Jun 2017	15,189	16,435
30,000.00	EUROPEAN INVESTMENT BANK	3% 08 Apr 2014	29,967	31,440
25,000.00	EXELON GENERATION CO LLC	5.35% 15 Jan 2014	25,068	27,064
20,000.00	EXPRESS SCRIPTS INC	7.25% 15 Jun 2019	20,698	23,672
15,000.00	EXPRESS SCRIPTS INC	7 25% 15 Jun 2019	14,900	17,754
87,829.20	FED HM LN PC POOL 1B4662	3.614% 01 Mar 2040	89,953	91,194
33,672.08	FED HM LN PC POOL 1G1616	5 302% 01 Mar 2037	33,830	35,583
17,818.41	FED HM LN PC POOL 1G1695	1% 01 Apr 2037	18,529	19,148
26,842.50	FED HM LN PC POOL 1G2408	1% 01 Jun 2036	27,245	28,041
23,570.65	FED HM LN PC POOL 1G2598	5.956% 01 Jan 2037	23,655	24,963
56,179.25	FED HM LN PC POOL 1J0573	5.745% 01 Aug 2037	58,321	59,616
44,831.67	FED HM LN PC POOL 1J0906	5.22% 01 Feb 2038	47,318	47,540
22,588.88	FED HM LN PC POOL 1J1035	4.935% 01 Apr 2038	22,821	23,824
48,910.17	FED HM LN PC POOL 1J1543	1% 01 Feb 2037	51,478	51,783
195,227.17	FED HM LN PC POOL 1Q0268	5.537% 01 Mar 2037	206,521	207,493
148,781.13	FED HM LN PC POOL A46049	5% 01 Jul 2035	142,516	156,955
161,575.78	FED HM LN PC POOL A92650	5.5% 01 Jun 2040	173,442	172,287
204,911.02	FED HM LN PC POOL A93936	4.5% 01 Sep 2040	209,850	210,175
111,006.13	FED HM LN PC POOL C01435	6% 01 Dec 2032	114,952	121,995
101,048.64	FED HM LN PC POOL C76093	5.5% 01 Jan 2033	102,849	108,505
127,587.44	FED HM LN PC POOL G01843	6% 01 Jun 2035	130,687	140,217
86,164.31	FED HM LN PC POOL J10791	4.5% 01 Sep 2024	89,806	90,580
9,002.47	FEDERAL HOME LN MTG	1% 15 Oct 2035	8,381	8,640
1,359.33	FEDERAL HOME LN MTG CORP	5% 15 Dec 2023	1,343	1,359
4,866.64	FEDERAL HOME LN MTG CORP	5% 15 Sep 2018	4,803	4,883
112,524.46	FEDERAL NATL MTG ASSN GTD REM	4.299% 25 Jun 2043	107,202	118,291
34,148.98	FEDERAL NATL MTG ASSN REMIC	4 48% 25 Jun 2043	32,922	35,307
185,922.01	FEDERAL NATL MTG ASSN REMIC	4.55% 25 Jun 2043	176,255	195,451
101,679.85	FEDERAL NATL MTG ASSN REMIC	4.68% 25 Jun 2043	96,307	105,127
122,173.44	FEDERAL NATL MTG ASSN REMIC	5% 25 Jun 2043	118,809	128,435
45,317.87	FHR 3536 PC	4.5% 15 May 2039	47,007	47,986
60,461.03	FHR 3565 XA	4% 15 Aug 2022	62,041	63,163
160,000.00	FIRST UN NATL BK NC CHARLOTTE	6.919% 15 Dec 2036	180,566	182,622
25,000.00	FLORIDA GAS TRANSMISSION CO	7 9% 15 May 2019	24,955	30,225
125,000.00	FMR CORP	4.75% 01 Mar 2013	122,593	131,278

Shares / Par Value	Security Name	Security Description	Cost	Market Value
58,086.95	FNA 2009 M2 A1	2.387% 25 Jan 2019	58,377	59,319
85,971.14	FNMA POOL 254631	5% 01 Feb 2018	87,677	91,949
101,234.75	FNMA POOL 256398	6% 01 Sep 2021	102,121	110,456
217,812.11	FNMA POOL 357957	5.5% 01 Sep 2035	216,144	235,596
79,143.50	FNMA POOL 545978	4.783% 01 Nov 2012	77,941	82,516
71,188.74	FNMA POOL 555162	4.834% 01 Jan 2013	70,118	74,972
136,495.30	FNMA POOL 555435	4.51% 01 May 2013	130,332	143,231
56,139.18	FNMA POOL 555503	4.408% 01 May 2013	53,157	58,211
98,742.42	FNMA POOL 694448	5.5% 01 Apr 2033	99,745	106,434
112,657.01	FNMA POOL 745331	5.072% 01 Jan 2016	109,770	122,886
296,424.30	FNMA POOL 745418	5.5% 01 Apr 2036	300,554	318,775
118,831.96	FNMA POOL 745480	1% 01 Apr 2036	118,312	127,421
391,621.99	FNMA POOL 745504	0.05157% 01 Feb 2016	380,118	429,155
105,420.01	FNMA POOL 745530	5.273% 01 Apr 2016	106,746	115,157
50,297.06	FNMA POOL 815316	5.5% 01 May 2035	50,792	54,530
15,550.24	FNMA POOL 821252	1% 01 May 2035	15,399	16,026
87,455.27	FNMA POOL 821890	5% 01 Jun 2035	83,786	92,334
72,181.40	FNMA POOL 822979	5.5% 01 Apr 2035	72,903	77,624
53,036.63	FNMA POOL 879640	6% 01 Jul 2021	53,269	58,084
49,123.87	FNMA POOL 888090	5.5% 01 Jan 2037	48,579	52,674
9,232.35	FNMA POOL 888102	5.5% 01 May 2036	9,363	9,928
253,651.87	FNMA POOL 888817	5.5% 01 Aug 2037	274,301	273,016
102,775.35	FNMA POOL 890200	6.5% 01 Oct 2039	109,970	114,310
49,797.37	FNMA POOL 898832	5.5% 01 Nov 2036	48,813	53,396
17,292.19	FNMA POOL 902188	5.651% 01 Nov 2036	17,907	18,270
76,840.30	FNMA POOL 933628	1% 01 Jul 2038	75,934	81,916
972.67	FNMA POOL 958596	4.67% 01 Jun 2019	966	1,025
128,628.91	FNMA POOL 959195	6.5% 01 Nov 2037	131,201	143,065
79,772.38	FNMA POOL 965185	1% 01 Sep 2038	78,526	84,157
13,985.72	FNMA POOL 974781	4.896% 01 Apr 2038	14,161	14,742
111,128.76	FNMA POOL 976969	6% 01 Feb 2038	116,112	120,927
279,087.46	FNMA POOL 991483	6% 01 Oct 2038	292,344	303,605
772,928.78	FNMA POOL AA0585	5% 01 Feb 2039	788,870	813,144
72,682.66	FNMA POOL AB1500	4% 01 Sep 2040	74,951	72,377
97,745.48	FNMA POOL AC6323	4% 01 Oct 2039	96,524	97,335
42,456.73	FNMA POOL AC7591	4.5% 01 Nov 2039	43,352	43,753
49,174.28	FNMA POOL AD6369	4.5% 01 May 2040	51,034	50,676
469,433.53	FNMA POOL AD6942	5% 01 Jun 2040	497,673	496,792
137,534.34	FNMA POOL AD7127	4.5% 01 Jul 2040	143,181	141,303
138,198.44	FNMA POOL AE1555	4.5% 01 Aug 2040	141,783	141,985
69,768.36	FNMA POOL AE6599	3.5% 01 Oct 2040	69,965	66,699
36,006.82	FORD CREDIT AUTO LEASE TRUST	1.04% 15 Mar 2013	36,004	36,037
140,000.00	FORD MTR CR CO	7% 01 Oct 2013	129,662	150,094
50,000.00	FORD MTR CR CO	7.25% 25 Oct 2011	47,283	51,678
25,000.00	FORTUNE BRANDS INC	5.125% 15 Jan 2011	24,972	25,024
629.10	FRANKLIN AUTO TRUST	5.03% 21 Jul 2014	629	630
15,000.00	FRANKLIN AUTO TRUST	5.36% 20 May 2016	15,000	15,384
250,000.00	FRONTIER COMMUNICATIONS	8.125% 01 Oct 2018	251,094	274,375
25,000.00	GCCFC 2006 GG7 A4	5.88827% 10 Jul 2038	20,502	27,275
100,000.00	GE CAPITAL CREDIT CARD MASTER	1% 15 Mar 2015	99,293	99,501

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140,000.00	GENERAL ELEC CAP CORP	1% 27 Jul 2012	136,077	139,604
145,000.00	GENERAL ELEC CAP CORP	2.8% 08 Jan 2013	144,813	148,234
240,000.00	GENERAL ELEC CAP CORP	3.75% 14 Nov 2014	239,050	248,093
197,000.00	GENERAL ELEC CAP CORP	5.875% 14 Jan 2038	174,904	204,496
10,000.00	GENERAL ELEC CAP CORP	6.875% 10 Jan 2039	9,025	11,557
175,000.00	GENERAL MTRS ACCEP CORP	6.875% 28 Aug 2012	161,313	182,567
260,000.00	GEORGIA PAC CORP	7.75% 15 Nov 2029	274,400	293,475
18,000.00	GMAC INC	6.625% 15 May 2012	13,856	18,675
17,000.00	GMAC INC	6.875% 28 Aug 2012	13,446	17,765
104,198.32	GNMA POOL 603349	6% 15 Jan 2033	108,448	115,860
128,601.75	GNR 2010 100 A	2.351% 16 Jun 2050	129,692	130,051
99,488.73	GNR 2010 141 A	1.864% 16 Aug 2031	100,313	100,141
128,015.60	GNR 2010 83 A	2.0214% 16 Oct 2050	128,076	129,450
25,000.00	GOLDMAN SACHS GROUP INC	5.375% 15 Mar 2020	24,753	25,834
250,000.00	GOLDMAN SACHS GROUP INC	5.95% 18 Jan 2018	250,445	271,220
15,000.00	GOLDMAN SACHS GROUP INC	6.125% 15 Feb 2033	11,100	15,892
30,000.00	GOLDMAN SACHS GROUP INC	6.75% 01 Oct 2037	28,753	30,672
115,000.00	GOLDMAN SACHS GROUP INC	6.75% 01 Oct 2037	92,983	117,576
153,145.95	GOVERNMENT NALT MTG ASSN	0.99% 16 Sep 2033	155,431	156,804
191,106.70	GREENWICH CAP COML FDG CORP	5.117% 10 Apr 2037	188,897	192,568
65,000.00	GREENWICH CAPITAL COMM FND	5.444% 10 Mar 2039	67,397	68,483
475,000.00	GREENWICH CAPITAL COMM FND	5.444% 10 Mar 2039	334,570	500,450
5,000.00	HALLIBURTON CO	5.9% 15 Sep 2018	5,016	5,639
50,000.00	HARTFORD FINL SVCS GROUP INC	4.625% 15 Jul 2013	46,656	52,687
35,000.00	HASBRO INC	6.125% 15 May 2014	34,976	37,960
55,000.00	HASBRO INC	6.3% 15 Sep 2017	52,562	59,030
35,000.00	HCA INC	5.75% 15 Mar 2014	30,188	34,475
100,000.00	HCA INC FORMERLY HCA	6.5% 15 Feb 2016	86,988	97,750
25,000.00	HEALTH CARE PPTY INVS INC	5.95% 15 Sep 2011	24,993	25,808
170,000.00	HERTZ VEHICLE FINANCING LLC	0% 25 Mar 2014	169,990	177,884
30,000.00	HESS CORP	7% 15 Feb 2014	29,917	34,142
10,000.00	HESS CORP	7.875% 01 Oct 2029	11,235	12,550
54,000.00	HOSPIRA INC	6.05% 30 Mar 2017	53,964	60,498
80,000.00	HOUSEHOLD FIN CORP	7% 15 May 2012	82,556	85,835
45,000.00	HUNTINGTON BANCSHARES INC	7% 15 Dec 2020	45,364	47,380
25,000.00	ILLINOIS ST	3.321% 01 Jan 2013	25,000	24,972
55,000.00	INCITEC PIVOT FIN LLC	6% 10 Dec 2019	54,633	56,321
56,000.00	INGERSOLL RAND GLOBAL HLDG CO	6.875% 15 Aug 2018	55,920	64,453
105,000.00	INTERNATIONAL PAPER CO	7.95% 15 Jun 2018	104,449	124,946
20,000.00	INTUIT	5.4% 15 Mar 2012	19,999	20,945
75,000.00	J P MORGAN CHASE COML MTG	1% 15 Jun 2049	48,233	78,469
25,000.00	J P MORGAN CHASE COML MTG SECS	5.44% 12 Jun 2047	18,546	26,198
50,000.00	J P MORGAN CHASE COML MTG SECS	5.746997% 12 Feb 2049	51,775	53,119
50,000.00	JABIL CIRCUIT INC	5.625% 15 Dec 2020	50,000	49,125
25,000.00	JOHNSON CONTROLS	4.875% 15 Sep 2013	24,873	26,863
115,000.00	JP MORGAN CHASE COML MTG SECS	5.2808% 12 Jan 2043	118,171	120,229
355,000.00	JP MORGAN CHASE COML MTG SECS	5.393% 15 May 2049	350,649	369,222
55,000.00	JP MORGAN CHASE COML MTG SECS	5.874967% 15 Apr 2045	33,590	60,148
65,000.00	JPMORGAN CHASE + CO	5.125% 15 Sep 2014	71,191	69,165
172,000.00	JPMORGAN CHASE + CO	6% 15 Jan 2018	178,954	192,081

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65,000.00	KENTUCKY ASSET / LIABILITY COM	3.165% 01 Apr 2018	65,000	62,414
130,000.00	KENTUCKY ASSET / LIABILITY COM	3.165% 01 Apr 2018	130,000	124,829
15,000.00	KEYCORP	6.5% 14 May 2013	13,809	16,286
25,000.00	KFW	4.875% 17 Jun 2019	24,926	27,721
35,000.00	KINDER MORGAN ENER PART	6.55% 15 Sep 2040	38,516	36,797
66,000.00	KKR GROUP FINANCE CO	6.375% 29 Sep 2020	65,725	65,718
330,000.00	KRAFT FOODS INC	6.5% 01 Nov 2031	251,782	367,076
35,000.00	KRAFT FOODS INC	6.5% 09 Feb 2040	34,663	39,222
101,000.00	KRAFT FOODS INC	6.5% 11 Aug 2017	101,726	117,571
55,000.00	KROGER CO	3.9% 01 Oct 2015	56,110	57,789
4,000.00	LAUDER ESTEE COS INC	6% 15 Jan 2012	4,300	4,197
150,000.00	LB UBS COML MTG TR	4.853% 15 Sep 2031	155,461	156,868
70,000.00	LB UBS COML MTG TR	5.3% 15 Nov 2038	70,349	71,435
35,000.00	LB UBS COML MTG TR	5.43% 15 Feb 2040	34,318	36,092
60,000.00	LB UBS COML MTG TR 2007 C7	5.866% 15 Sep 2045	60,284	63,134
85,000.00	LEHMAN BROTHERS HLDGS INC	5.25% 06 Feb 2012	84,910	19,656
35,000.00	LEHMAN BROTHERS HLDGS INC	6.625% 18 Jan 2012	35,505	8,094
50,000.00	LIFE TECHNOLOGIES CORP	4.4% 01 Mar 2015	49,834	51,959
5,000.00	LINCOLN NATL CORP IN	8.75% 01 Jul 2019	4,952	6,254
40,000.00	LUBRIZOL CORP	5.5% 01 Oct 2014	38,863	43,780
75,000.00	MARATHON OIL CORP	6.5% 15 Feb 2014	74,689	84,429
52,000.00	MARATHON OIL CORP	7.5% 15 Feb 2019	60,842	64,581
65,000.00	MASSACHUSETTS ST	4.2% 01 Dec 2021	66,264	64,038
138,000.00	MBNA CREDIT CARD MASTER NOTE T	0.38313% 15 Jan 2014	137,925	137,957
155,000.00	MBNA CREDIT CARD MASTER NOTE T	1% 16 Aug 2021	138,002	151,256
320,000.00	MBNA CREDIT CARD MASTER NOTE T	4.45% 15 Aug 2016	289,600	342,385
45,000.00	MCKESSON CORP	6.5% 15 Feb 2014	44,971	50,557
55,000.00	MEDCO HEALTH SOLUTIONS I	4.125% 15 Sep 2020	54,879	53,181
130,000.00	MEDTRONIC INC	1.5% 15 Apr 2011	129,399	130,000
100,000.00	MERCK AND CO MEDIUM TERM NTS	5.76% 03 May 2037	110,500	115,521
50,000.00	MERRILL LYNCH MTG TR 2007 C1	5.82868% 12 Jun 2050	48,641	53,249
60,000.00	MERRILL LYNCH + CO	6.875% 25 Apr 2018	59,948	65,662
105,000.00	MERRILL LYNCH + CO INC	5% 15 Jan 2015	106,861	109,335
105,000.00	MERRILL LYNCH + CO INC	6.4% 28 Aug 2017	107,541	111,013
38,196.78	MERRILL LYNCH MTG TR	4.96% 12 Jul 2038	37,412	38,917
5,000.00	METLIFE INC	6.75% 01 Jun 2016	4,988	5,800
25,000.00	METLIFE INC	7.717% 15 Feb 2019	25,842	30,693
50,000.00	METROPOLITAN TRANSN AUTH N Y	6.687% 15 Nov 2040	50,442	50,050
100,000.00	ML CFC COML MGT	5.172% 12 Dec 2049	56,740	103,504
140,000.00	ML CFC COML MTG TR	5.485% 12 Mar 2051	140,768	142,741
347,000.00	MORGAN STANLEY	4.75% 01 Apr 2014	328,572	355,338
60,782.41	MORGAN STANLEY CAP I INC	4.882% 13 Aug 2042	61,476	61,640
35,000.00	MORGAN STANLEY CAP I TR	1% 15 Oct 2042	36,717	38,411
45,000.00	MORGAN STANLEY CAP TR I	5.447% 12 Feb 2044	47,841	46,700
1,321.03	MORGAN STANLEY DEAN WITTER	3.98% 13 Nov 2036	1,286	1,323
130,000.00	MORGAN STANLEY DEAN WITTER	4.92% 12 Mar 2035	136,155	137,142
65,000.00	MORGAN STANLEY DEAN WITTER	5.15% 13 Jun 2041	67,326	69,119
24,006.09	MORGAN STANLEY DEAN WITTER	5.98% 15 Jan 2039	24,291	25,098
7,105.64	MORGAN STANLEY DEAN WITTER CAP	4.8% 15 Sep 2037	7,055	7,168
100,000.00	MORGAN STANLEY GROUP INC	6.25% 28 Aug 2017	93,968	107,717

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25,000.00	NABORS INDUSTRIES BP SWAP	6.15% 15 Feb 2018	19,580	26,684
220,000.00	NABORS INDUSTRIES INC	9.25% 15 Jan 2019	227,469	272,622
115,000.00	NASDAQ OMX GROUP	5.55% 15 Jan 2020	113,446	116,193
10,000.00	NATIONAL CITY CORP	4.9% 15 Jan 2015	8,388	10,710
15,000.00	NATIONAL CITY CORP	6.875% 15 May 2019	13,650	16,841
145,000.00	NATIONSBANK CORP MT SUB NTS	6.975% 07 Mar 2037	172,550	149,757
47,000.00	NBC UNIVERSAL	6.4% 30 Apr 2040	50,570	49,912
50,000.00	NEW JERSEY ST TPK AUTH TPK REV	7.102% 01 Jan 2041	50,000	54,192
32,000.00	NEW YORK LIFE GLOBAL FDG	4.65% 09 May 2013	30,370	34,412
120,000.00	NEW YORK ST DORM AUTH ST PERS	5.14% 15 Mar 2011	118,574	121,027
30,000.00	NEWMONT MINING CORP	5.875% 01 Apr 2035	26,522	31,370
125,000.00	NEWS AMER INC	6.15% 01 Mar 2037	120,464	130,323
179,000.00	NEWS AMER INC	6.75% 09 Jan 2038	201,278	190,608
25,000.00	NEXEN INC	5.2% 10 Mar 2015	23,849	26,458
30,000.00	NEXTEL COMMUNICATIONS	7.375% 01 Aug 2015	21,901	30,038
85,000.00	NEXTEL COMMUNICATIONS INC	5.95% 15 Mar 2014	49,988	83,513
25,000.00	NEXTEL COMMUNICATIONS INC	6.875% 31 Oct 2013	17,107	25,063
450,000.00	NGN 2010 R3 1A	1% 08 Dec 2020	450,000	449,438
110,000.00	NISOURCE FIN CORP	6.8% 15 Jan 2019	109,696	127,270
80,000.00	NISOURCE FINANCE CORP	6.125% 01 Mar 2022	79,655	86,197
46,223.06	NISSAN AUTO LEASE TRUST	2.92% 15 Dec 2011	47,079	46,486
120,000.00	NORFOLK SOUTHN CORP	5.75% 15 Jan 2016	119,468	134,844
155,000.00	NORFOLK SOUTHN CORP	6% 15 Mar 2105	148,676	144,197
61,000.00	NSTAR ELEC CO	5.625% 15 Nov 2017	55,764	68,239
25,000.00	NUCOR CORP	5.85% 01 Jun 2018	25,028	28,204
40,000.00	ORACLE CORP	5% 08 Jul 2019	40,552	43,400
20,000.00	OWENS CORNING NEW	7% 01 Dec 2036	19,605	20,606
20,000.00	PEMEX PROJ FDG MASTER TR	5.75% 01 Mar 2018	19,969	21,384
60,000.00	PEPSICO INC	4.5% 15 Jan 2020	60,299	62,945
15,000.00	PETROBRAS INTL FIN CO	5.875% 01 Mar 2018	14,834	15,972
210,000.00	PETROBRAS INTL FIN CO	5.875% 01 Mar 2018	208,961	223,612
100,000.00	PFIZER INC	4.45% 15 Mar 2012	99,863	104,346
40,000.00	PLAINS ALL AMERN PIPELINE L P	6.5% 01 May 2018	40,825	44,791
265,000.00	PNC FUNDING CORP	3.625% 08 Feb 2015	264,735	273,997
35,000.00	PRIDE INTERNATIONAL INC	8.5% 15 Jun 2019	40,338	39,813
176,000.00	PROCTER + GAMBLE CO	8% 01 Sep 2024	238,044	233,559
15,000.00	PRUDENTIAL FIN INC	4.5% 15 Jul 2013	14,611	15,907
15,000.00	PRUDENTIAL FINANCIAL INC	7.375% 15 Jun 2019	15,000	17,686
100,000.00	PRUDENTIAL HLDGS LLC	8.695% 18 Dec 2023	123,400	119,146
25,000.00	QEP RESOURCES INC	6.875% 01 Mar 2021	24,769	26,250
66,000.00	QUEST DIAGNOSTIC INC	4.75% 30 Jan 2020	65,004	65,280
297,000.00	QWEST CORP	6.5% 01 Jun 2017	293,986	322,245
150,000.00	QWEST CORP	7.625% 15 Jun 2015	119,625	169,125
100,000.00	RABOBANK NEDERLAND	5.8% 30 Sep 2110	100,000	91,387
40,000.00	REGIONS FINANCIAL CORP	0%	39,757	41,600
200,000.00	REYNOLDS AMERN INC	7.25% 15 Jun 2037	199,626	207,946
70,000.00	ROCKWELL COLLINS INC	5.25% 15 Jul 2019	71,327	74,962
50,000.00	ROWAN COMPANIES INC	5% 01 Sep 2017	49,752	50,436
132,000.00	ROYAL BANK OF CANADA	3.125% 14 Apr 2015	131,933	135,209
195,000.00	ROYAL BK OF SCOTLAND PLC	4.875% 16 Mar 2015	194,548	199,469

Yawkey Foundation II
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Shares / Par Value	Security Name	Security Description	Cost	Market Value
78,000.00	RPM INTERNATIONAL INC	6.125% 15 Oct 2019	77,918	80,800
35,000.00	SEMPRA ENERGY	6.5% 01 Jun 2016	36,060	40,632
144,000.00	SIMON PROPERTY GROUP LP	6.75% 01 Feb 2040	143,191	163,992
99,047.68	SMALL BUSINESS ADMIN	1% 01 Nov 2029	99,048	102,101
68,404.04	SMALL BUSINESS ADMIN	5.29% 01 Dec 2027	68,404	73,854
83,301.95	SMALL BUSINESS ADMIN	5.37% 01 Apr 2028	83,302	90,251
173,876.46	SMALL BUSINESS ADMIN	5.49% 01 Mar 2028	173,876	186,915
63,205.22	SMALL BUSINESS ADMIN	5.68% 01 Jun 2028	63,205	68,627
103,774.69	SMALL BUSINESS ADMIN	5.78% 01 Aug 2027	104,318	111,178
54,862.05	SMALL BUSINESS ADMIN GTD DEV	4.99% 01 Sep 2024	57,057	58,530
40,000.00	SNAP ON INC	4.25% 15 Jan 2018	39,889	40,158
80,000.00	SOUTHERN NAT GAS CO	7.35% 15 Feb 2031	77,997	85,222
300,000.00	SPRINT CAPITAL CORP	6.875% 15 Nov 2028	284,143	262,500
25,000.00	ST PAUL TRAVELERS COS INC	5.5% 01 Dec 2015	25,000	28,061
25,000.00	TALISMAN ENERGY	7.75% 01 Jun 2019	24,899	30,864
200,000.00	TALISMAN ENERGY	7.75% 01 Jun 2019	199,192	246,910
25,000.00	TALISMAN ENERGY INC	5.85% 01 Feb 2037	17,683	25,162
45,000.00	TALISMAN ENERGY INC	6.25% 01 Feb 2038	35,876	48,061
10,000.00	TELECOM ITALIA CAP	5.25% 15 Nov 2013	7,825	10,418
15,000.00	TELECOM ITALIA CAP	6% 30 Sep 2034	13,661	12,447
40,000.00	TELECOM ITALIA CAP	6.375% 15 Nov 2033	36,393	34,332
50,000.00	TELECOM ITALIA CAP	7.2% 18 Jul 2036	49,230	46,953
45,000.00	TELEFONICA EMISIONES S AU	6.221% 03 Jul 2017	48,560	48,394
70,000.00	TELEFONICA SA	5.877% 15 Jul 2019	72,965	71,523
20,000.00	TENNESSEE GAS PIPELINE CO	7% 15 Oct 2028	19,953	21,149
45,000.00	TIME WARNER CABLE INC	5.85% 01 May 2017	38,849	50,211
88,000.00	TIME WARNER CABLE INC	6.55% 01 May 2037	87,407	94,222
45,000.00	TIME WARNER CABLE INC	6.75% 15 Jun 2039	48,192	49,701
64,000.00	TIME WARNER CABLE INC	8.75% 14 Feb 2019	70,939	81,438
165,000.00	TIME WARNER INC	6.625% 15 May 2029	162,753	182,200
102,000.00	TIME WARNER INC	6.875% 15 Jun 2018	103,067	119,478
300,000.00	TRANSCONTINENTAL GAS PIPE LINE	6.05% 15 Jun 2018	299,199	339,189
131,000.00	TRANSOCEAN INC	1.5% 15 Dec 2037	127,817	129,035
80,000.00	TYCO INTERNATIONAL FINAN	4.125% 15 Oct 2014	79,722	84,831
131,000.00	TYCO INTL FINANCE SA	8.5% 15 Jan 2019	151,650	167,677
40,000.00	TYCO INTL LTD	6.875% 15 Jan 2021	42,631	48,126
100,000.00	U S WEST COMMUNICATIONS INC	6.875% 15 Sep 2033	86,500	98,250
20,000.00	UNION PAC CORP	7.875% 15 Jan 2019	20,425	24,957
125,000.00	UNITED STS STL CORP NEW	6.65% 01 Jun 2037	118,620	105,000
90,000.00	UNITEDHEALTH GROUP INC	5.8% 15 Mar 2036	76,856	91,308
350,000.00	UNITEDHEALTH GROUP INC	6.625% 15 Nov 2037	323,036	392,648
55,000.00	UNUM GROUP	5.625% 15 Sep 2020	54,933	55,207
30,000.00	UNUM GROUP	7.125% 30 Sep 2016	31,769	33,696
65,000.00	US STEEL CORP	7.375% 01 Apr 2020	64,431	66,625
35,000.00	USG CORP	6.3% 15 Nov 2016	28,788	30,625
125,000.00	USG CORP	7.75% 15 Jan 2018	123,602	121,250
40,000.00	VALE OVERSEAS LIMITED	6.875% 21 Nov 2036	39,692	43,999
20,000.00	VALE OVERSEAS LTD	6.25% 23 Jan 2017	21,037	22,302
245,000.00	VALERO ENERGY CORP	6.625% 15 Jun 2037	234,567	248,829
20,000.00	VALERO ENERGY CORP NEW	6.875% 15 Apr 2012	20,100	21,284

Yawkey Foundation II
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Shares / Par Value	Security Name	Security Description	Cost	Market Value
34,000.00	VERIZON COMMUNICATIONS INC	8.75% 01 Nov 2018	33,809	44,398
100,000.00	VOLKSWAGEN AUTO LEASE TRUST	0.69% 22 Nov 2013	99,990	100,033
91,983.29	VOLKSWAGEN AUTO LOAN ENHANCED	0.66% 21 May 2012	91,977	92,026
14,192.18	VOLKSWAGEN AUTO LOAN ENHANCED	5.47% 20 Mar 2013	14,744	14,516
25,000.00	WACHOVIA BK COML MTG TR	1% 15 Dec 2044	27,383	26,800
15,000.00	WACHOVIA BK COML MTG TR	1% 15 Dec 2044	14,916	15,372
30,000.00	WACHOVIA BK COML MTG TR	1% 15 Jul 2045	27,182	32,272
25,000.00	WACHOVIA BK COML MTG TR	4.847% 15 Oct 2041	26,047	26,652
60,000.00	WACHOVIA BK COML MTG TR	5.118% 15 Jul 2042	61,931	64,418
65,000.00	WACHOVIA BK COML MTG TR	5.308% 15 Nov 2048	65,467	68,986
25,000.00	WACHOVIA BK COML MTG TR	5.997% 15 Jun 2045	25,124	26,993
35,000.00	WACHOVIA CORPORATION	1% 01 Aug 2026	38,622	39,981
38,581.54	WAMU 2005 AR3 A2	4.6375% 25 Mar 2035	37,692	36,139
4,288.25	WASHINGTON MUTAL ASSET SECURIT	3.83% 25 Jan 2035	4,101	4,327
50,000.00	WASTE MANAGEMENT INC	6.375% 11 Mar 2015	49,825	56,919
25,000.00	WASTE MGMT INC	5% 15 Mar 2014	24,906	27,020
15,000.00	WEATHERFORD INTL LTD	6% 15 Mar 2018	13,384	16,145
120,000.00	WELLPOINT INC	6% 15 Feb 2014	119,771	133,373
100,000.00	WESTERN UNION CO/THE	5.93% 01 Oct 2016	100,006	111,954
18,000.00	WILLIS NORTH AMERICA INC	7% 29 Sep 2019	17,911	18,761
25,000.00	WINDSTREAM CORP	8.125% 01 Sep 2018	24,812	26,250
190,000.00	WORLD FINANCIAL NETWORK CREDIT	3.96% 15 Apr 2019	191,456	194,899
140,000.00	WYNDHAM WORLDWIDE	7.375% 01 Mar 2020	140,555	153,909
76,000.00	XEROX CORP	6.4% 15 Mar 2016	74,647	86,648
45,000.00	XEROX CORPORATION	5.625% 15 Dec 2019	50,567	48,237
			\$ 40,695,704	\$ 44,160,084

ATTACHMENT 12FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 12A	82,567,065.	101,452,069.	101,452,069.
TOTALS	<u>82,567,065.</u>	<u>101,452,069.</u>	<u>101,452,069.</u>

Shares / Par Value	Security Name	Security Description	Cost	Market Value
	Natural Gas Properties, WV	NATURAL RESOURCE PROPERTY	\$5,125,363	\$4,677,016
	Coal Properties, WV	NATURAL RESOURCE PROPERTY	6,940,573	5,140,061
	Timber Properties, WV	NATURAL RESOURCE PROPERTY	926,970	1,327,754
	Total JRY Natural Resources LLC Properties		12,992,906	11,144,831
4,260,749.00	AQUILINE FINANCIAL SERVICES FD	PRIVATE EQUITY	4,260,749	4,808,781
2,100,000.00	BENNETT RESTRUCTURING FUND	HEDGE FUND	2,100,000	2,100,000
3,600.00	CONATUS CAPITAL OVERSEAS LTD	HEDGE FUND	3,600,000	4,164,228
12,324,380.35	CONVEXITY CAPITAL OFFSHORE LP	HEDGE FUND	12,324,380	22,982,878
3,000,000.00	DAVIDSON KEMPNER INTERNATIONAL	HEDGE FUND	3,000,000	3,144,053
2,386.75	ELLIOTT INTERNATIONAL LIMITED	HEDGE FUND	1,800,000	1,811,220
2,342,350.92	ENERGY CAPITAL INVESTORS FUND	PRIVATE EQUITY	2,342,351	2,300,404
2,129,645.00	ENERGY CAPITAL PARTNERS II B	PRIVATE EQUITY	2,129,645	2,455,191
3,600.00	ETON PARK OVERSEAS FUND LTD	HEDGE FUND	3,600,000	3,768,261
360.00	FIR TREE INTL VALUE FUND	HEDGE FUND	3,600,000	3,865,446
34,101.13	HERMITAGE GLOBAL FUND	HEDGE FUND	4,910,563	3,167,654
621.09	HERMITAGE GLOBAL JUN08 SERIES	HEDGE FUND	42,967	32,030
5,000,000.00	HIGH RISE INSTITUTIONAL PTS LP	HEDGE FUND	5,000,000	6,191,081
3,600,000.00	HIGHFIELDS CAPITAL LTD	HEDGE FUND	3,600,000	4,124,111
2,850,000.00	HIGHLAND CONSUMER FUND I B	PRIVATE EQUITY	2,850,000	1,885,455
2,900,000.00	HIGHLINE CAPITAL INTERNATIONAL	HEDGE FUND	2,900,000	2,900,000
1,353.20	MASON CAPITAL LTD	HEDGE FUND	2,900,000	3,080,016
2,904,878.53	NATURAL GAS PARTNERS IX	PRIVATE EQUITY	2,904,879	3,589,169
5,000.00	NYES LEDGE CAPITAL OFFSHORE	HEDGE FUND OF FUNDS	5,000,000	6,557,700
1,400.00	PENTA ASIA LONG SHORT FUND	HEDGE FUND	1,400,000	1,457,877
1,610.74	SMC ALTERNATIVE STRATEGIESFD	FUND OF FUNDS	1,380,759	1,214,794
2,130.49	SMC RESERVE FUND II	FUND OF FUNDS	2,130,494	2,588,509
667.21	STEEL PARTNERS JAPAN STRATEGIC	HEDGE FUND	811,533	730,897
1,200.00	VALINOR CAP PART OFFSHORE LTD	HEDGE FUND	1,200,000	1,387,483
	Total alternative investments		75,788,320	90,307,238
	Total other investments		\$ 88,781,226	\$ 101,452,069

ATTACHMENT 13FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID INTEREST/OTHER ASSETS	53,121.	27,407.	27,407.
TOTALS	<u>53,121.</u>	<u>27,407.</u>	<u>27,407.</u>

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN ON INVESTMENTS	33,744,844.
UNREALIZED GAIN ON UNDISTRIBUTED EARNINGS OF ALTERNATIVE INVESTMENTS	4,480,126.
NET CHANGE IN VALUE OF NATURAL RESOURCE PROPERTIES	142,295.
TOTAL	<u>38,367,265.</u>

FORM 990PF, PART VII-A, LINE 11A-TRANSFERS FROM CONT. ENT. STATEMENT

CONTROLLED ENTITY'S NAME: JRY NATURAL RESOURCES LLC

CONTROLLED ENTITY'S ADDRESS: 990 WASHINGTON STREET

CITY, STATE & ZIP: DEDHAM, MA 02026

EIN: 04-2768239

TRANSFER AMOUNT: 0.

EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:

NO TRANSFER DURING 2010

YAWKEY FOUNDATION II

04-2768239

ATTACHMENT 16

FORM 990PF, PART VII-A, LINE 16 - LIST OF FOREIGN COUNTRIES

IRELAND

CAYMAN ISLANDS

NETHERLANDS ANTILLES

UNITED KINGDOM

YAWKEY FOUNDATION II

04-2768239

FORM 990PF

PART VII-B, LINE 1a (3) and LINE 1a (4)

Effective October 1, 1992, the Foundation entered into an agreement with Boston Trust Management Corporation (BTMC) to provide management services to the Foundation. The Jean R. Yawkey Trust (The Trust) authorized BTMC to be established by two individuals, who are trustees of the Foundation, to provide management services for the benefit of the Foundation and other organizations. BTMC is located at 990 Washington Street, Suite 315, Dedham, MA 02026. For the year ended December 31, 2010, the Foundation incurred \$2,423,076 in expenditures under this agreement and these expenditures were periodically monitored by the Foundation's Board of Trustees, reviewed by independent auditors, then reviewed by the Foundation's Finance and Audit Committee and approved by the Foundation's Board of Trustees.

YAWKEY FOUNDATION II

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

04-2768239"

ATTACHMENT 17

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
SEE ATTACHMENT 17A 990 WASHINGTON STREET 315 DEDHAM, MA 02026		178,500.
GRAND TOTALS		178,500.

YAWKEY FOUNDATION II
FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

04-2768239

<u>NAME AND ADDRESS</u>	<u>TITLE & AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLAN</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JOHN L HARRINGTON 990 WASHINGTON STREET DEDHAM, MA 02026	BOARD CHAIR / TRUSTEE 1 - 4 HRS	\$ 41,000	* NONE	NONE
JAMES P. HEALEY 990 WASHINGTON STREET DEDHAM, MA 02026	PRESIDENT / TRUSTEE 30 - 40 HRS	* NONE	* NONE	NONE
WILLIAM B. GUTFARB 990 WASHINGTON STREET DEDHAM, MA 02026	EXEC V.P. / TREASURER / TRUSTEE 30 - 40 HRS	* NONE	* NONE	NONE
MAUREEN H. BLEDAY 990 WASHINGTON STREET DEDHAM, MA 02026	EXEC V.P. / SECRETARY 30 - 40 HRS	* NONE	* NONE	NONE
JAMES G. MAGUIRE 990 WASHINGTON STREET DEDHAM, MA 02026	TRUSTEE / AUDIT & FINANCE COMM CHAIR 1 - 4 HRS	\$ 27,500	NONE	NONE
JUSTIN P MORREALE 990 WASHINGTON STREET DEDHAM, MA 02026	TRUSTEE / VALUATION COMM CHAIR 1 - 4 HRS	\$ 25,750	NONE	NONE
JUDITH WALDEN SCARAFILE 990 WASHINGTON STREET DEDHAM, MA 02026	TRUSTEE / GRANTS COMM CHAIR 1 - 4 HRS	\$ 24,250	NONE	NONE
CHARLES CLOUGH, JR 990 WASHINGTON STREET DEDHAM, MA 02026	TRUSTEE / INVEST COMM CHAIR 1 - 4 HRS	\$ 21,750	NONE	NONE
REV. DR. RAY HAMMOND 990 WASHINGTON STREET DEDHAM, MA 02026	TRUSTEE 1 - 4 HRS	\$ 21,250	NONE	NONE
ELEANOR S ARMSTRONG 990 WASHINGTON STREET DEDHAM, MA 02026	TRUSTEE 1 - 2 HRS	\$ 17,000	NONE	NONE
GRAND TOTALS		<u>\$ 178,500</u>	NONE	NONE

* INDIVIDUALS IDENTIFIED ABOVE ARE PAID FOR SERVICES THROUGH A MANAGEMENT CONTRACT WITH BTMC - SEE PART VIII, SECTION 3 FOR BTMC INFORMATION.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BOSTON TRUST MANAGEMENT CORPORATION 990 WASHINGTON STREET - SUITE 315 DEDHAM, MA 02026 OVERALL MANAGEMENT, INCLUDING INVESTMENT, GRANT MAKING, FISCAL, ETC.	SEE NOTE BELOW	2,423,076.
STATE STREET BANK AND TRUST 200 NEWPORT AVENUE NORTH QUINCY, MA	INV. CUSTODIAL SVCS	324,908.
GARDNER RUSSO & GARDNER 223 EAST CHESTNUT STREET LANCASTER, PA 17602	PORTFOLIO MGR SVCS	236,673.
EUROPEAN INVESTORS INC 717 FIFTH AVENUE NEW YORK, NY 10022	PORTFOLIO MGR SVCS	190,604.
RUTABAGA CAPITAL MANAGMENT LLC 64 BROAD STREET, 3RD FL BOSTON, MA 02109	PORTFOLIO MGR SVCS	155,214.
TOTAL COMPENSATION		<u>3,330,475.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

NANCY KIELTY BRODNICKI
990 WASHINGTON STREET, SUITE 315
DEDHAM, MA 02026

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

THE FOUNDATION ENCOURAGES APPLICANTS TO REVIEW THE FOUNDATION'S GRANT GUIDELINES ON OUR WEBSITE (WWW.YAWKEYFOUNDATIONS.ORG) PRIOR TO APPLYING FOR A FOUNDATION GRANT.

YAWKEY FOUNDATION II

04-2768239

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 21

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
NATURAL RESOURCE INCOME			01	1,431,084.	
FEDERAL EXCISE TAX REFUND FOR 2008			01	143,965.	
SECURITIES LITIGATION INCOME			01	28,591.	
TOTALS				<u>1,603,640.</u>	

Organization	Organization Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant/Contribution	Tax Status	Amount
A Sporting Chance, Inc	PO Box 365453 Hyde Park, MA 02136	None/Public Charity	Summer baseball camp for underprivileged children	509(a)(1)	30,000
Action for Boston Community Development, Inc	178 Tremont Street Boston, MA 02111-1083	None/Public Charity	Mentoring program serving at-risk youth	509(a)(1)	50,000
Adoption and Foster Care Mentoring, Inc	727 Atlantic Avenue, 3rd Floor Boston, MA 02111	None/Public Charity	Mentoring program for youth with current or prior foster care experience	509(a)(1)	10,000
Agganis Foundation	85 Exchange Street, Suite 218 Lynn, MA 01901	None/Public Charity	Scholarship program for disadvantaged students from Greater Boston	509(a)(1)	25,000
American Legion Dept of Mass, Inc	546-2, State House Boston, MA 02133	None/Public Charity	Youth baseball programs	Group Ruling	10,500
American Red Cross - Cape Cod	286 South Street Hyannis, MA 02601	None/Public Charity	Human service programs	509(a)(1)	10,000
American Red Cross - Cape Cod	286 South Street Hyannis, MA 02601	None/Public Charity	Funding for acquisition of emergency vehicles	509(a)(1)	15,000
American Red Cross of Mass Bay	139 Main Street Cambridge, MA 02142	None/Public Charity	Emergency food program	509(a)(1)	35,000
Associated Grant Makers	55 Court Street, Suite 520 Boston, MA 02108	None/Public Charity	Summer camp program for underprivileged children	509(a)(1)	100,000
Associated Grant Makers	55 Court Street, Suite 520 Boston, MA 02108	None/Public Charity	Regional grantmakers organization	509(a)(1)	10,850
Best Buddies International, Inc	45 Bromfield Street - Third Floor Boston, MA 02108	None/Public Charity	Mentoring program for high school students with intellectual disabilities	509(a)(2)	25,000
Bethany Health Care Center	97 Bethany Road Framingham, MA 01702	None/Public Charity	Furniture and equipment upgrade at facility providing nursing care to elders	Group Ruling	25,000
Bethel Institute for Social Justice	215 Forest Hills Street Jamaica Plain, MA 02130	None/Public Charity	Capacity building to support community-based programs	509(a)(3), Type I	100,000
Big Brothers Big Sisters - Central Mass/Metrowest	484 Main Street - Suite 360 Worcester, MA 01608	None/Public Charity	Mentoring program for disadvantaged youth	509(a)(1)	25,000
Big Brothers Big Sisters of Massachusetts Bay	75 Federal Street, 8th Floor Boston, MA 02110-1913	None/Public Charity	Mentoring program for disadvantaged youth	509(a)(2)	75,000
Big Sister Association of Greater Boston, Inc	161 Massachusetts Avenue Boston, MA 02115-3050	None/Public Charity	Mentoring program for disadvantaged girls	509(a)(1)	50,000
Black Ministerial Alliance	7 Palmer Street, 3rd Floor Roxbury, MA 02119-2427	None/Public Charity	Academic enrichment programs for disadvantaged students	509(a)(1)	100,000
Blessed Stephen Bellesini O S A Academy, Inc	94 Bradford Street Lawrence, MA 01840	None/Public Charity	Scholarship program for disadvantaged students	509(a)(1)	25,000
Boston Ballet, Inc	19 Clarendon Street Boston, MA 02116	None/Public Charity	Adaptive dance program for children with Down Syndrome	509(a)(2)	10,000
Boston Foundation, Inc	75 Arlington St, 10th Floor Boston, MA 02116	None/Public Charity	Support for collaborative program to prevent the incidence of violence among high-risk teens	509(a)(1)	100,000
Boston Health Care for the Homeless Program, Inc	780 Albany Street Boston, MA 02118	None/Public Charity	Construction of a hospital and respite center for the care of the homeless	170(b)(1)(A)(vi)	1,000,000
Boston Medical Center	One Boston Medical Center Place Boston, MA 02118-2393	None/Public Charity	Patient navigation program for elderly, disabled and low-income patients	509(a)(1)	50,000

Organization	Organization Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant/Contribution	Tax Status	Amount
Boston Park League, Inc	3 Strathmore Circle Braintree, MA 02184	None/Public Charity	Young men's summer baseball league	509(a)(2)	40,000
Boston Public Library Foundation, Inc	700 Boylston Street Boston, MA 02116	None/Public Charity	Homework assistance program for youth	509(a)(1)	10,000
Boston Symphony Orchestra, Inc	301 Massachusetts Avenue Boston, MA 02115-4511	None/Public Charity	Music education program young people	509(a)(1)	25,000
Boston Ten Point Coalition, Inc	215 Forest Hills Street Boston, MA 02130	None/Public Charity	Community-based outreach program for youth	509(a)(1)	100,000
Bottom Line, Inc	500 Amory Street, Suite 3 Jamaica Plain, MA 02130	None/Public Charity	Mentoring and college support program for disadvantaged youth	509(a)(1)	25,000
Boy Scouts of America - Old Colony Council	2438 Washington Street Canton, MA 02021	None/Public Charity	Facility improvement project at camp serving more than 8,000 youth	509(a)(1)	25,000
Boys & Girls Club of Pawtucket	One Moeller Place Pawtucket, RI 02860	None/Public Charity	Summer rookie league and RBI baseball programs	509(a)(2)	25,000
Boys & Girls Clubs of Boston	50 Congress Street, Suite 730 Boston, MA 02109	None/Public Charity	Summer camp program for underprivileged children	509(a)(1)	25,000
Boys & Girls Clubs of Boston	50 Congress Street, Suite 730 Boston, MA 02109	None/Public Charity	Youth recreation and sports programs	509(a)(1)	50,000
Boys & Girls Clubs of Dorchester	1135 Dorchester Avenue Dorchester, MA 02125	None/Public Charity	Youth recreation and sports programs	509(a)(1)	50,000
Boys & Girls Clubs of Dorchester	1135 Dorchester Avenue Dorchester, MA 02125	None/Public Charity	Summer camp program for underprivileged children	509(a)(1)	5,000
Bridge Over Troubled Waters, Inc	47 West Street Boston, MA 02111	None/Public Charity	Support for transitional day and living programs for homeless and runaway youth	509(a)(1)	25,000
Bridge Over Troubled Waters, Inc	47 West Street Boston, MA 02111	None/Public Charity	Support for transitional day and living programs for homeless youth	509(a)(1)	25,000
Camp Harbor View Foundation, Inc	200 Clarendon Street - 60th Floor Boston, MA 02116	None/Public Charity	Summer camp program for underprivileged children	509(a)(1)	25,000
Cape Cod Baseball League, Inc	14 Elishas Pond Drive Yarmouth Port, MA 02675	None/Public Charity	Young men's summer baseball league	509(a)(1)	100,000
Cape Cod Baseball League, Inc	14 Elishas Pond Drive Yarmouth Port, MA 02675	None/Public Charity	Young men's summer baseball league	509(a)(1)	50,000
Cape Cod Healthcare Foundation	P O Box 370 Hyannis, MA 02601	None/Public Charity	Support for programs serving children facing chronic and life threatening diseases	509(a)(3), Type II	25,000
Cardinal Cushing Centers, Inc	405 Washington Street Hanover, MA 02339	None/Public Charity	Recreation programs for children with physical and developmental disabilities	Group Ruling	25,000
Cantlas St Elizabeth's Medical Center	736 Cambridge Street Boston, MA 02135-2997	None/Public Charity	Health and human service programs	Group Ruling	10,000
Cathedral High School	74 Union Park Street Boston, MA 02118	None/Public Charity	Scholarship program for disadvantaged students	Group Ruling	25,000
Catholic Charities of Boston	51 Sleeper Street, 1st Floor Boston, MA 02110	None/Public Charity	Support for Boston families impacted by the earthquake in Haiti	509(a)(1)	50,000
Catholic Charities of Boston	275 West Broadway South Boston, MA 02127	None/Public Charity	Youth academic tutoring program	509(a)(1)	5,000

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Catholic Memorial High School	235 Baker Street West Roxbury, MA 02132	None/Public Charity	Scholarship program for disadvantaged students	509(a)(1)	25,000
Catholic Schools Foundation, Inc	260 Franklin Street - Suite 630 Boston, MA 02110	None/Public Charity	Scholarship program for disadvantaged students	509(a)(1)	100,000
Center for Teen Empowerment	48 Rutland Street Boston, MA 02118	None/Public Charity	Training program that teaches youth to resolve conflict through communication	509(a)(1)	50,000
Children's Hospital	300 Longwood Avenue Boston, MA 02115	None/Public Charity	ambulance to transport newborns and children requiring intensive medical care	509(a)(1)	100,000
Children's Hospital	300 Longwood Avenue Boston, MA 02115	None/Public Charity	patients receiving medical treatment at Children's Hospital Boston	509(a)(1)	500,000
Children's Museum	300 Congress Street Boston, MA 02210-1034	None/Public Charity	enhance education and learning opportunities for children and families	509(a)(2)	1,000,000
Chrystine M Sullivan Memorial Fund, Inc	P O Box 762 Hanover, MA 02339	None/Public Charity	Cancer care and clinical support	170(b)(1)(A)(vi)	5,000
Citi Performing Arts Center, Inc	270 Tremont Street Boston, MA 02116	None/Public Charity	Arts education and enrichment program for young people	509(a)(1)	25,000
Citizen Schools, Inc	308 Congress Street Boston, MA 02210	None/Public Charity	Science, technology, engineering, and math enrichment program for disadvantaged students	509(a)(1)	25,000
Community Rowing, Inc	20 Nonantum Street Brighton, MA 02135-2405	None/Public Charity	Rowing program for children and youth with physical and developmental disabilities	509(a)(1)	25,000
Community Servings, Inc	18 Marbury Terrace Jamaica Plain, MA 02130	None/Public Charity	Meal program for acutely ill persons, their families and caregivers	509(a)(1)	25,000
Council on Foundations, Inc	2121 Crystal Drive, Suite 700 Arlington, VA 22202	None/Public Charity	National grantmakers organization	170(b)(1)(A)(vi)	40,000
Cristo Rey Boston High School, Inc	100 Savin Hill Avenue Boston, MA 02125	None/Public Charity	Scholarship program for disadvantaged students	Group Ruling	25,000
Crittenton Women's Union, Inc	One Washington Mall, 2nd Floor Boston, MA 02108	None/Public Charity	Supportive housing program for victims of domestic violence and their children	509(a)(1)	25,000
Cystic Fibrosis Foundation - Massachusetts/Rhode Island Chapter	220 North Main Street, Suite 104 Natick, MA 01760	None/Public Charity	Cystic fibrosis care centers	509(a)(1)	25,000
Dana Farber Cancer Institute, Inc	44 Binney Street Boston, MA 02115	None/Public Charity	Construction of a cancer care and research center	509(a)(1)	3,500,000
Dare Family Services, Inc	265 Medford Street, Suite 500 Somerville, MA 02143	None/Public Charity	Support for young people who age out of foster care	509(a)(1)	25,000
David's House, Inc	P O Box 660 Lebanon, NH 03766	None/Public Charity	Facility improvement at residence for pediatric patients and their families	509(a)(1)	35,000
Dean College	99 Main Street Franklin, MA 02038-1894	None/Public Charity	Scholarship program for disadvantaged adults	509(a)(1)	25,000
Dimock Community Foundation	55 Dimock Street Roxbury, MA 02119	None/Public Charity	Community health and human service programs	509(a)(2)	25,000
Elizabeth Seton Academy	2220 Dorchester Avenue Dorchester Lower Mills, MA 02124-5607	None/Public Charity	Scholarship program for disadvantaged students	509(a)(1)	25,000
Emmanuel College	400 The Fenway Boston, MA 02115-9911	None/Public Charity	Field improvement project	509(a)(1)	500,000

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Emmanuel College	400 The Fenway Boston, MA 02115-9911	None/Public Charity	Scholarship program for disadvantaged students	509(a)(1)	30,000
Emmanuel College	400 The Fenway Boston, MA 02115-9911	None/Public Charity	Field improvement project	509(a)(1)	500,000
Emmanuel Gospel Center, Inc	P O Box 180245 Boston, MA 02118	None/Public Charity	computer software designed to assist community in combating youth violence	509(a)(1)	25,000
Endicott College	376 Hale Street Beverly, MA 01915	None/Public Charity	Scholarship program for single parents and their children in the Keys to Degrees Program	509(a)(1)	25,000
Esperanza Academy, Inc	198 Garden Street Lawrence, MA 01840	None/Public Charity	Scholarship program for disadvantaged students	509(a)(1)	25,000
Family Service, Inc	P O Box 6688 Providence, RI 02940-6688	None/Public Charity	Facility improvement project for organization providing residential services for girls	509(a)(1)	25,000
Father Bill's & MainSpring, Inc	422 Washington Street, Suite 2 Quincy, MA 02169	None/Public Charity	Shelter and support programs for homeless families	509(a)(1)	25,000
Fenway Community Health Center, Inc	1340 Boylston Street Boston, MA 02115	None/Public Charity	Dental care program for disadvantaged patients	509(a)(1)	25,000
Fontbonne Academy	930 Brook Road Milton, MA 02186	None/Public Charity	Scholarship program for disadvantaged students	509(a)(1)	25,000
Forsyth Dental Infirmary for Children	140 The Fenway Boston, MA 02115	None/Public Charity	School-based cavity prevention program for children	509(a)(1)	25,000
Francis Ouimet Scholarship Fund	300 Arnold Palmer Boulevard Norton, MA 02766	None/Public Charity	John McCafferty Scholarship program for disadvantaged students from Boston	509(a)(1)	25,000
Franciscan Hospital for Children, Inc	30 Warren Street Brighton, MA 02135	None/Public Charity	Capacity building for child and adolescent mental health program	509(a)(1)	25,000
Franklin Institute, Inc	41 Berkeley Street Boston, MA 02116	None/Public Charity	Scholarship program for disadvantaged adults completing technical education programs	509(a)(3), Type I	50,000
Freelance Players, Inc	8 St John Street Jamaica Plain, MA 02130	None/Public Charity	Violence prevention programs for children	509(a)(2)	25,000
Friends of Cantas Cubana Corporation	81 Washington Avenue Cambridge, MA 02140	None/Public Charity	Health services programs for women and children	170(b)(1)(A)(vi)	5,000
Generation Excel Youth Development Program, Inc	215 Forest Hills Street Jamaica Plain, MA 02130-3302	None/Public Charity	Education support services for high-risk youth	509(a)(1)	75,000
Georgetown Memorial Hospital	P O Drawer 1718 Georgetown, SC 29442	None/Public Charity	Health education and community outreach programs	509(a)(1)	30,000
Good Sports, Inc	1515 Hancock Street, Suite 301 Quincy, MA 02169	None/Public Charity	Baseball and softball equipment program for disadvantaged youth	509(a)(1)	25,000
HEARTH	1640 Washington Street Boston, MA 02118	None/Public Charity	Prevention, placement and support programs for homeless and at-risk elders	509(a)(1)	25,000
hopeFound	170 Morton Street Jamaica Plain, MA 02130-3735	None/Public Charity	Technology improvement project at homeless shelter	509(a)(1)	75,000
House of Possibilities, Inc	350 Washington Street North Easton, MA 02356	None/Public Charity	Support for respite programs for children and youth with significant disabilities	509(a)(1)	100,000
Housing Families, Inc	354 Cross Street Malden, MA 02148	None/Public Charity	Academic and wellness programs for children and families living in shelters	509(a)(1)	25,000

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Huntington Theatre Company, Inc	264 Huntington Avenue Boston, MA 02115-4606	None/Public Chanty	Theater education and outreach programs for young people	509(a)(1)	10,000
Immigrant Learning Center, Inc	442 Main Street Malden, MA 02148	None/Public Chanty	Literacy and skills program for immigrants and disadvantaged adults	509(a)(1)	25,000
Inquilinos Boncuas En Accion	405 Shawmut Avenue Boston, MA 02118	None/Public Chanty	Arts education program for disadvantaged young people	509(a)(2)	25,000
International Institute of Boston, Inc	One Milk Street - 4th Floor Boston, MA 02109	None/Public Chanty	Literacy and skills program for immigrants and disadvantaged adults	509(a)(2)	25,000
Interseminan Project Place, Inc	1145 Washington Street Boston, MA 02118	None/Public Chanty	Educational and life skills training programs for disadvantaged women	509(a)(1)	25,000
Insh Immigration Center, Inc	100 Franklin Street, LL-1 Boston, MA 02110	None/Public Chanty	Literacy and skills program for immigrants and disadvantaged adults	509(a)(1)	25,000
Isabella Stewart Gardner Museum, Inc	2 Palace Road Boston, MA 02115	None/Public Chanty	Education and access programs for children	509(a)(1)	25,000
Island Alliance, Inc	408 Atlantic Avenue, Suite 228 Boston, MA 02110	None/Public Chanty	Environmental education program for youth	509(a)(1)	25,000
Jackie Robinson Foundation	75 Vanck Street, 2nd Floor New York, NY 10013	None/Public Chanty	Jackie Robinson Scholarship Program	509(a)(1)	30,000
James D St Clair Court Education Project-Boston Bar Foundation	One Courthouse Way, Suite 3120 Boston, MA 02210	None/Public Chanty	Judicial education program for children	509(a)(1)	25,000
Jewish Community Centers of Greater Boston	333 Nahanton Street Newton Centre, MA 02459	None/Public Chanty	Summer camp program for children with special needs	509(a)(1)	25,000
John F Kennedy Hyannis Museum Foundation, Inc	P O Box 2488 Hyannis, MA 02601	None/Public Chanty	Support for museum programs	509(a)(2)	25,000
John Fitzgerald Kennedy Library Foundation, Inc	Columbia Point Boston, MA 02125	None/Public Chanty	Education and transportation program for disadvantaged students	509(a)(1)	15,000
John Fitzgerald Kennedy Library Foundation, Inc	Columbia Point Boston, MA 02125	None/Public Chanty	Education program	509(a)(1)	10,000
Joslin Diabetes Center, Inc	One Joslin Place Boston, MA 02215	None/Public Chanty	Education and treatment programs for underserved populations with diabetes	509(a)(1)	25,000
Julie's Family Learning Program, Inc	133 Dorchester Street South Boston, MA 02127	None/Public Chanty	Education program for disadvantaged women and their children	509(a)(1)	50,000
Junior Achievement, Inc	400 Fifth Avenue, Suite 300 Waltham, MA 02451	None/Public Chanty	Mentoring and entrepreneurial skill building programs for youth	509(a)(1)	10,000
Knpalu Center for Yoga and Health	P O Box 309 Stockbridge, MA 01262	None/Public Chanty	Scholarship program for teachers of disadvantaged children	509(a)(2)	25,000
La Alianza Hispana, Inc	409 Dudley Street Roxbury, MA 02119	None/Public Chanty	Literacy and skills program for immigrants and disadvantaged adults	509(a)(1)	25,000
Latham Centers Inc	1646 Main Street Brewster, MA 02631-1716	None/Public Chanty	Capacity building for organization serving children and youth with disabilities	509(a)(1)	25,000
Lazarus House	P O Box 408 Lawrence, MA 01842	None/Public Chanty	Emergency shelter and food programs	509(a)(1)	25,000
Lesley University	29 Everett Street Cambridge, MA 02138-2790	None/Public Chanty	Scholarship program for disadvantaged adults	509(a)(1)	25,000

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Life Resources	100 River Street Braintree, MA 02184	None/Public Charity	Facility renovation project at residence for at-risk youth	509(a)(1)	25,000
Little League Baseball, Inc	P O Box 3485 Williamsport, PA 17701	None/Public Charity	Pitching injuries study	170(b)(1)(A)(vi)	100,000
Little League Baseball, Inc	P O Box 3485 Williamsport, PA 17701	None/Public Charity	Facilities improvement project at National Little League training center in Connecticut	170(b)(1)(A)(vi)	50,000
Little Sisters of the Assumption Family Health Services of MA, Inc	550 Dudley Street Roxbury, MA 02119	None/Public Charity	Literacy and skills program for disadvantaged women	509(a)(1)	25,000
Lucy's Hearth	913 West Main Road Middletown, RI 02842	None/Public Charity	Facility renovation project at shelter for homeless women and children	509(a)(2)	25,000
Massachusetts Association for Mental Health	130 Bowdoin Street, Suite 309 Boston, MA 02108	None/Public Charity	Mentoring and tutoring programs for disadvantaged youth	509(a)(1)	10,000
Massachusetts Hospital School Endowment Fund Trustees	3 Randolph Street Canton, MA 02021	None/Public Charity	Recreation programs for children with significant disabilities	509(a)(1)	50,000
Mass Mentoring Partnership, Inc	105 Chauncy Street, Suite 300 Boston, MA 02111	None/Public Charity	Training and support program to expand quality mentoring programs	509(a)(1)	100,000
Massachusetts Special Olympics Association, Inc	215 Forest Street Marlborough, MA 01752	None/Public Charity	Capacity building for athletic program for individuals with intellectual disabilities	509(a)(1)	100,000
Massachusetts Special Olympics Association, Inc	215 Forest Street Marlborough, MA 01752	None/Public Charity	Construction of a new headquarters and training center	509(a)(1)	500,000
Massachusetts Youth Committed to Winning, Inc	184 Dudley Street, Suite 182LL Roxbury, MA 02119	None/Public Charity	Academic and athletic programs for high-risk young people	509(a)(2)	25,000
Massachusetts 2020 Foundation, Inc	One Beacon Street, 34th Floor Boston, MA 02108	None/Public Charity	Capacity building for expanded learning time program	509(a)(1)	100,000
Massachusetts 4-H Foundation, Inc	22 Eliot Street Ashland, MA 01721-2208	None/Public Charity	Facility improvement projects at summer camps	509(a)(2)	25,000
Massachusetts Amateur Sports Foundation, Inc	55 Sixth Road Woburn, MA 01801-2114	None/Public Charity	Olympic-style amateur sports events for high school athletes	509(a)(1)	50,000
Massachusetts General Hospital	55 Fruit Street Boston, MA 02114-2723	None/Public Charity	Support for program that promotes compassion in health care	509(a)(1)	10,000
Massachusetts General Hospital	55 Fruit Street Boston, MA 02114-2723	None/Public Charity	Support for the student-faculty collaborative to encourage careers in primary care	509(a)(1)	50,000
Melmark New England, Inc	461 River Road Andover, MA 01810	None/Public Charity	Programs for children with autism and other special needs	509(a)(3)	50,000
Morgan Memorial Goodwill Industries, Inc	1010 Harrison Avenue Boston, MA 02119	None/Public Charity	organization providing services and training to adults with disabilities	509(a)(1)	25,000
Mother Caroline Academy for Girls, Inc	515 Blue Hill Avenue Dorchester, MA 02121	None/Public Charity	Scholarship program for disadvantaged students	509(a)(1)	25,000
Mujeres Unidas En Acción, Inc	54 Clayton Street Dorchester, MA 02122	None/Public Charity	Literacy and skills program for disadvantaged women	509(a)(1)	25,000
Museum of Fine Arts	465 Huntington Avenue Boston, MA 02115	None/Public Charity	Support for the Teen Arts Council apprenticeship Program	170(b)(1)(A)(vi)	25,000
Museum of Science	Science Park Boston, MA 02114-1099	None/Public Charity	Educational and access programs for children	509(a)(1)	50,000

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My Brother's Keeper, Inc	P O Box 338 Easton, MA 02356-0338	None/Public Chanty	Holiday program for disadvantaged individuals and families	509(a)(2)	75,000
Nashoba Learning Group	10 Oak Park Drive Bedford, MA 01730	None/Public Chanty	Capacity building for school serving children with autism	509(a)(1)	50,000
National Baseball Hall of Fame and Museum, Inc	PO Box 590 Cooperstown, NY 13326	None/Public Chanty	Education programs for children and archive project	509(a)(1)	100,000
National Baseball Hall of Fame and Museum, Inc	PO Box 590 Cooperstown, NY 13326	None/Public Chanty	Educational programs for children and archive project	509(a)(1)	200,000
National Baseball Hall of Fame and Museum, Inc	PO Box 590 Cooperstown, NY 13326	None/Public Chanty	Education programs for children and archive project	509(a)(1)	100,000
National Multiple Sclerosis Society - Central New England Chapter	101A First Avenue, Suite 6 Waltham, MA 02451-1115	None/Public Chanty	Home support services program	509(a)(1)	25,000
National Park Foundation	1201 I (Eye) Street, NW, Suite 550B Washington, DC 20005	None/Public Chanty	Conservation education and learning programs for urban youth	509(a)(1)	100,000
New England Baptist Hospital	125 Parker Hill Avenue Boston, MA 02120	None/Public Chanty	Sports injury registry for children and adolescents	509(a)(1)	25,000
New England Patriots Chantable Foundation	One Patriot Place Foxboro, MA 02035-1388	None/Chantable Foundation	Programs for youth and families Expenditure responsibilities exercised	Private foundation	10,000
New England Sports Lodge of B'nai B'rith	59 Richard Road Needham, MA 02492	None/Public Chanty	Sports programs for disadvantaged youth	509(a)(1)	10,000
Notre Dame Education Center	200 Old Colony Avenue South Boston, MA 02127	None/Public Chanty	Literacy and skills program for immigrants and disadvantaged adults	509(a)(1)	25,000
Notre Dame High School, Inc	207 Hampshire Street Lawrence, MA 01841-3614	None/Public Chanty	Scholarship program for disadvantaged students	509(a)(1)	50,000
One Family Scholars, Inc	186 South Street, 4th Floor Boston, MA 02111	None/Public Chanty	One Family Scholarship Program for disadvantaged single parents	509(a)(1)	25,000
Open Pantry Community Services, Inc	P O Box 5127 Springfield, MA 01101	None/Public Chanty	Food and support services for individuals, children and families	509(a)(1)	25,000
Partners for Youth with Disabilities, Inc	95 Berkeley Street, Suite 109 Boston, MA 02116	None/Public Chanty	Mentoring programs for physically challenged youth	509(a)(1)	50,000
Partners in Health	888 Commonwealth Avenue - 3rd Floor Boston, MA 02115	None/Public Chanty	Support for community based HIV/AIDS prevention and patient assistance program	509(a)(1)	25,000
Philanthropic Research, Inc	4801 Courthouse Street - Suite 220 Williamsburg, VA 23188	None/Public Chanty	National grantmakers organization	509(a)(1)	1,600
Pine Street Inn, Inc	444 Harrison Avenue Boston, MA 02118	None/Public Chanty	Capacity building for food, shelter and support programs	509(a)(1)	400,000
Plimoth Plantation	P O Box 1620 Plymouth, MA 02362	None/Public Chanty	Education and access programs for children	509(a)(2)	25,000
Por Cristo, Inc	736 Cambridge Street Brighton, MA 02135-2997	None/Public Chanty	Capacity building for program that provides health care services to disadvantaged children	509(a)(1)	25,000
President and Fellows of Harvard College	1033 Massachusetts Avenue - 3rd Floor Cambridge, MA 02138	None/Public Chanty	Haiti Leadership Program	509(a)(1)	96,400
President and Fellows of Harvard College	1033 Massachusetts Avenue - 3rd Floor Cambridge, MA 02138	None/Public Chanty	Haiti Leadership Program	509(a)(1)	19,200

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Project R I G H T	320 A Blue Hill Avenue Dorchester, MA 02121-4367	None/Public Charity	Outreach and community activities for high-risk youth	509(a)(1)	75,000
Project STEP, Inc	301 Massachusetts Avenue Boston, MA 02115	None/Public Charity	Musical training and education programs for young people	509(a)(1)	10,000
Raw Art Works, Inc	37 Central Square Lynn, MA 01901	None/Public Charity	Arts education and leadership development program for young people	509(a)(2)	25,000
Regis College	235 Wellesley Street Weston, MA 02493-1571	None/Public Charity	Nursing scholarship program for disadvantaged adults	509(a)(1)	25,000
Resiliency Foundation	56 North Main Street Fall River, MA 02720	None/Public Charity	Academic intervention and mentoring program for high-risk students in Fall River	170(b)(1)(A)(vi)	50,000
RiverzEdge Arts Project, Inc	68 South Main Street Woonsocket, RI 02895	None/Public Charity	Arts education and leadership development program for young people	509(a)(2)	25,000
Robert F. Kennedy Children's Action Corps, Inc	11 Beacon Street, Suite 200 Boston, MA 02108	None/Public Charity	Mentoring and intensive intervention program for extremely high-risk children and youth	509(a)(2)	25,000
Robert Sever Hale Camping Reservation	80 Carby Street Westwood, MA 02090	None/Public Charity	Facilities improvement project at reservation that hosts summer camps serving more than 4,400 Greater Boston children	509(a)(1)	150,000
Roca, Inc	101 Park Street Chelsea, MA 02150	None/Public Charity	Education and life skills training for high-risk youth	509(a)(1)	75,000
Rodman Ride for Kids, Inc	10 Lincoln Road Foxboro, MA 02035	None/Public Charity	Support for programs serving disadvantaged children in Eastern Massachusetts	509(a)(1)	50,000
Rogerson Communities	One Florence Street Boston, MA 02131	None/Public Charity	Health and social service programs for at-risk elders	509(a)(1)	25,000
Ron Burton Training Village, Inc	P O Box 2 Hubbardston, MA 01452	None/Public Charity	Summer camp program for underprivileged children	509(a)(1)	25,000
Rosie's Place, Inc	889 Harrison Avenue Boston, MA 02118	None/Public Charity	Food, shelter and support programs	509(a)(1)	75,000
Roxbury Comprehensive Community Health Center	435 Warren Street Roxbury, MA 02119	None/Public Charity	Community health and human service programs	509(a)(1)	5,000
Saint Anne's Hospital	795 Middle Street Fall River, MA 02721	None/Public Charity	Patient navigation program for elderly, disabled and low income patients	509(a)(1)	25,000
Saint Francis House, Inc	39 Boylston Street Boston, MA 02116	None/Public Charity	Food, shelter and support programs	509(a)(1)	25,000
Save the Harbor Save the Bay	212 Northern Avenue, Suite 304W Boston, MA 02210	None/Public Charity	Environmental education programs for youth	509(a)(1)	25,000
Scholarship America	P O Box 297 St Peter, MN 56082	None/Public Charity	Scholarship program for disadvantaged students	170(b)(1)(A)(vi)	417,174
Scholarship America	P O Box 297 St Peter, MN 56082	None/Public Charity	Scholarship program for disadvantaged students	170(b)(1)(A)(vi)	14,700
Scholarship America	P O Box 297 St Peter, MN 56082	None/Public Charity	Scholarship program for disadvantaged students	170(b)(1)(A)(vi)	6,315
Scholarship America	P O Box 297 St Peter, MN 56082	None/Public Charity	Scholarship program for disadvantaged students	170(b)(1)(A)(vi)	439,019

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Scholarship America	P O Box 297 St Peter, MN 56082	None/Public Chanty	Scholarship program for disadvantaged students	170(b)(1)(A)(vi)	950
School on Wheels of Massachusetts	831 Pleasant Street Brockton, MA 02301	None/Public Chanty	Academic tutoring program for children experiencing homelessness	509(a)(1)	25,000
South End Athletics & Activities Assoc	P O Box 1120 Boston, MA 02118-1000	None/Public Chanty	Inner-city youth baseball program	509(a)(1)	20,000
South End Community Health Center	1601 Washington Street Boston, MA 02118	None/Public Chanty	Community health and human service programs	509(a)(1)	10,000
South Shore Hospital	55 Fogg Road South Weymouth, MA 02190	None/Public Chanty	Continuing education programs for nurses	509(a)(1)	25,000
Sports Museum of New England, Inc	100 Legends Way Boston, MA 02114	None/Public Chanty	Capacity building for museum dedicated to Boston's sports history	509(a)(1)	10,000
SquashBusters, Inc	795 Columbus Avenue Roxbury Crossing, MA 02120-2108	None/Public Chanty	Academic enrichment and after-school programs for disadvantaged youth	509(a)(1)	20,000
St Ann's Home, Inc	100-A Haverhill Street Methuen, MA 01844	None/Public Chanty	Facility improvement project for organization providing services to girls who have aged out of foster care	170(b)(1)(A)(vi)	25,000
St Anthony Shrine	100 Arch Street Boston, MA 02110	None/Public Chanty	Support for the wellness center serving disadvantaged adults	509(a)(1)	10,000
St Mary's Education Fund	47 Underwood Street Fall River, MA 02722	None/Public Chanty	Scholarship program for disadvantaged students	Group Ruling	25,000
St Mary's Women & Infants Center	90 Cushing Avenue Dorchester, MA 02125	None/Public Chanty	Education and skills program for disadvantaged women	509(a)(2)	25,000
St Patrick Parish	118 South Broadway Lawrence, MA 01843-1427	None/Public Chanty	Food and support services for individuals, children and families	Group Ruling	25,000
Stonehill College, Inc	320 Washington Street Easton, MA 02357	None/Public Chanty	Scholarship program for disadvantaged students	509(a)(1)	200,000
Strong Women, Strong Girls, Inc	1 Milk Street, Suite 301 Boston, MA 02109	None/Public Chanty	Mentoring program for disadvantaged young women	509(a)(1)	10,000
Summer Search Foundation	500 Amory Street Jamaica Plain, MA 02130	None/Public Chanty	Mentoring and leadership development program for disadvantaged youth	509(a)(1)	25,000
Tara Hall Home for Boys	P O Box 955 Georgetown, SC 29442-0955	None/Public Chanty	Residential and educational center for at-risk boys	509(a)(1)	45,000
Tara Hall Home for Boys	P O Box 955 Georgetown, SC 29442-0955	None/Public Chanty	Residential and educational center for at-risk boys	509(a)(1)	5,000
The BELL Foundation, Inc	60 Clayton Street Dorchester, MA 02122	None/Public Chanty	academic and enrichment program to Springfield, Massachusetts	509(a)(1)	100,000
The Discovery Museums	177 Main Street Acton, MA 01720	None/Public Chanty	Outreach and access programs for children	509(a)(1)	10,000
The Food Bank of Western Massachusetts	P O Box 160 Hatfield, MA 01038	None/Public Chanty	Food program for at-risk seniors	509(a)(1)	25,000
The Fund for Catholic Schools, Inc	66 Brooks Drive, Fourth Floor Braintree, MA 02184	None/Public Chanty	Renovation and support of an academy and youth center serving inner-city students	Group Ruling	4,000,000
The Fund for Parks and Recreation in Boston	1010 Massachusetts Avenue Boston, MA 02118	None/Public Chanty	Rehabilitation of Jim Rice Field in Boston	509(a)(2)	25,000

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The Fund for Parks and Recreation in Boston	1010 Massachusetts Avenue Boston, MA 02118	None/Public Chanty	Support for Boston's park system	509(a)(2)	1,500
The Greater Boston Food Bank, Inc	70 South Bay Avenue Boston, MA 02118-2700	None/Public Chanty	Food distribution center and programs	509(a)(1)	100,000
The Greater Boston Food Bank, Inc	70 South Bay Avenue Boston, MA 02118-2700	None/Public Chanty	Food distribution center and programs	509(a)(1)	100,000
The Home for Little Wanderers	271 Huntington Avenue Boston, MA 02115	None/Public Chanty	Residential center for children with emotional and behavioral disabilities	509(a)(1)	50,000
The Philanthropic Initiative	160 Federal Street, 8th Floor Boston, MA 02110	None/Public Chanty	Scholarship program for disadvantaged students	509(a)(2)	4,198
The Philanthropic Initiative	160 Federal Street, 8th Floor Boston, MA 02110	None/Public Chanty	Scholarship program for disadvantaged students	509(a)(2)	18,699
The Philanthropic Initiative	160 Federal Street, 8th Floor Boston, MA 02110	None/Public Chanty	Scholarship program for disadvantaged students	509(a)(2)	7,692
The Philanthropic Initiative	160 Federal Street, 8th Floor Boston, MA 02110	None/Public Chanty	Scholarship program for disadvantaged students	509(a)(2)	13,853
The Philanthropic Initiative	160 Federal Street, 8th Floor Boston, MA 02110	None/Public Chanty	Scholarship program for disadvantaged students	509(a)(2)	8,047
The Philanthropic Initiative	160 Federal Street, 8th Floor Boston, MA 02110	None/Public Chanty	Scholarship program for disadvantaged students	509(a)(2)	159
The Philanthropic Initiative	160 Federal Street, 8th Floor Boston, MA 02110	None/Public Chanty	Scholarship program for disadvantaged students	509(a)(2)	121,842
The Philanthropic Initiative	160 Federal Street, 8th Floor Boston, MA 02110	None/Public Chanty	Scholarship program for disadvantaged students	509(a)(2)	5,000
The Philanthropic Initiative	160 Federal Street, 8th Floor Boston, MA 02110	None/Public Chanty	Scholarship program for disadvantaged students	509(a)(2)	31,287
The Philanthropic Initiative	160 Federal Street, 8th Floor Boston, MA 02110	None/Public Chanty	Scholarship program for disadvantaged students	509(a)(2)	8,134
The Philanthropic Initiative	160 Federal Street, 8th Floor Boston, MA 02110	None/Public Chanty	Scholarship program for disadvantaged students	509(a)(2)	8,762
The Philanthropic Initiative	160 Federal Street, 8th Floor Boston, MA 02110	None/Public Chanty	Scholarship program for disadvantaged students	509(a)(2)	17,460
The Progena Foundation, Inc	P O Box 3453 Peabody, MA 01961-3453	None/Public Chanty	Progena research and clinical support	509(a)(1)	75,000
The Red Sox Foundation, Inc	4 Yawkey Way Boston, MA 02215	None/Public Chanty	Summer rookie league and RBI baseball programs in Boston's inner-city neighborhoods	509(a)(1)	25,000
The Salvation Army	25 Shawmut Road Canton, MA 02021	None/Public Chanty	After-school enrichment and education programs for children	509(a)(1)	25,000
The Society of Jesus of New England	P O Box 9199 Watertown, MA 02471-9199	None/Public Chanty	Support for programs and work of the Jesuit community	Group Ruling	10,000
The Upham's Corner Community Center, Inc	500 Columbia Road Dorchester, MA 02125	None/Public Chanty	Leadership and peer building programs for youth	509(a)(1)	50,000
Third Sector of New England, Inc	2181 Washington Street Roxbury, MA 02119	None/Public Chanty	Fitness program for at-risk youth	509(a)(1)	10,000

Organization	Organization Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant/Contribution	Tax Status	Amount
Thompson Island - Outward Bound	P O Box 127 Boston, MA 02127-0002	None/Public Chanty	Environmental education programs for youth	509(a)(1)	25,000
Trinity Repertory Company	201 Washington Street Providence, RI 02903	None/Public Chanty	Arts education program for young people	509(a)(1)	25,000
UMass Memorial Foundation, Inc	365 Plantation St , Suite 100 Worcester, MA 01605	None/Public Chanty	Technological upgrade for hospital system	509(a)(1)	250,000
United South End Settlements	566 Columbus Avenue Boston, MA 02118-1195	None/Public Chanty	Summer camp program for underprvileged children	509(a)(1)	25,000
Ursuline Academy	85 Lowder Street Dedham, MA 02026	None/Public Chanty	Scholarship program for disadvantaged students	Group Ruling	25,000
USS Constitution Museum Foundation, Inc	P O Box 291812 Boston, MA 02129	None/Public Chanty	Education and access programs for children	509(a)(2)	25,000
Vietnam Veterans Workshop, Inc	17 Court Street Boston, MA 02108	None/Public Chanty	Support for training school for homeless veterans	509(a)(1)	30,000
Wentworth Institute of Technology	550 Huntington Avenue Boston, MA 02115	None/Public Chanty	Scholarship program for disadvantaged adults	509(a)(1)	25,000
WGBH Educational Foundation	One Guest Street Boston, MA 02135	None/Public Chanty	Capacity building to develop educational programming	509(a)(1)	100,000
Wheelock College	200 The Riverway Boston, MA 02215	None/Public Chanty	Theatre education program for children	509(a)(1)	50,000
Wheelock College	200 The Riverway Boston, MA 02215	None/Public Chanty	Capacity building for theatre education program for children	509(a)(1)	50,000
Whittier Street Health Center Committee, Inc	1125 Tremont Street Roxbury, MA 02120	None/Public Chanty	Counseling program for adolescent girls affected by violence	509(a)(1)	10,000
Whittier Street Health Center Committee, Inc	1125 Tremont Street Roxbury, MA 02120	None/Public Chanty	Counseling program for adolescent girls affected by violence	509(a)(1)	15,000
Windrush Farm Therapeutic Equitation, Inc	30 Brookview Road Boxford, MA 01921	None/Public Chanty	Therapeutic nding program for children with disabilities	509(a)(1)	25,000
Women of Means, Inc	148 Linden Street, Suite 208 Wellesley, MA 02482	None/Public Chanty	Health care services for homeless women and women	509(a)(2)	25,000
Women's Lunch Place	P O Box 1130 Boston, MA 02117	None/Public Chanty	Food and social service programs at women's day shelter	509(a)(1)	25,000
Worcester Natural History Society	222 Hamngton Way Worcester, MA 01604	None/Public Chanty	Education and access programs for children	509(a)(1)	50,000
Xavenan Brothers High School	800 Clapboardtree Street Westwood, MA 02090-1799	None/Public Chanty	Scholarship program for disadvantaged students	509(a)(1)	25,000
Yawkey Baseball League	31 Ely Road Boston, MA 02124	None/Public Chanty	Young men's summer baseball league	509(a)(2)	40,000
YMCA Greater Boston	316 Huntington Avenue Boston, MA 02115-5019	None/Public Chanty	Aquatics program for inner-city children	509(a)(2)	25,000
Young Womens Chstian Association of Boston	140 Clarendon Street, Suite 403 Boston, MA 02116	None/Public Chanty	Social service programs for women and girls	509(a)(1)	25,000
Youth Enrichment Services, Inc	412 Massachusetts Avenue Boston, MA 02118	None/Public Chanty	Outdoor adventure and enrichment program for inner-city youth	509(a)(1)	75,000
Total					21,323,341

Part XV, Line 3b, Grants and Contributions Approved for Future Payment

Organization	Organization Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant/Contribution	Tax Status	Total Future Commitment
Bethany Health Care Center	97 Bethany Road Framingham, MA 01702	None/Public Chanty	Furniture and equipment upgrade at facility providing nursing care to elders	Group Ruling	\$ 25,000
Boston College	140 Commonwealth Avenue Chestnut Hill, MA 02467-3934	None/Public Chanty	Construction of the athletics center	170(b)(1)(A)(ii)	12,000,000
Children's Hospital	300 Longwood Avenue Boston, MA 02115	None/Public Chanty	Residence for families and patients receiving medical treatment at Children's Hospital Boston	509(a)(1)	2,500,000
Children's Museum	300 Congress Street Boston, MA 02210-1034	None/Public Chanty	Renovation of museum space to enhance education and learning opportunities for children and families	509(a)(2)	1,000,000
Dana Farber Cancer Institute, Inc	44 Binney Street Boston, MA 02115	None/Public Chanty	Construction of a cancer care and research center	509(a)(1)	21,000,000
Emmanuel College	400 The Fenway Boston, MA 02115-9911	None/Public Chanty	Field improvement project	509(a)(1)	500,000
Generation Excel Youth Development Program, Inc	215 Forest Hills Street Jamaica Plain, MA 02130-3302	None/Public Chanty	Education support services for high-risk youth	509(a)(1)	150,000
hopeFound	170 Morton Street Jamaica Plain, MA 02130-3735	None/Public Chanty	Technology improvement project at homeless shelter	509(a)(1)	150,000
House of Possibilities, Inc	350 Washington Street North Easton, MA 02356	None/Public Chanty	Support for respite programs for children and youth with significant disabilities	509(a)(1)	200,000
Island Alliance, Inc	408 Atlantic Avenue, Suite 228 Boston, MA 02110	None/Public Chanty	Environmental education program for youth	509(a)(1)	25,000
Jackie Robinson Foundation	75 Varck Street, 2nd Floor New York, NY 10013	None/Public Chanty	Construction of Jackie Robinson Museum and Education Center	509(a)(1)	1,750,000
Massachusetts Special Olympics Assoc., Inc	215 Forest Street Marlborough, MA 01752	None/Public Chanty	Capacity building for athletic program for individuals with intellectual disabilities	509(a)(1)	1,000,000
National Baseball Hall of Fame and Museum, Inc	PO Box 590 Cooperstown, NY 13326	None/Public Chanty	Education programs for children and archive project	509(a)(1)	400,000
National Park Foundation	1201 I (Eye) Street, NW, Suite 550B Washington, DC 20005	None/Public Chanty	Conservation education and learning programs for urban youth	509(a)(1)	700,000
Pine Street Inn, Inc	444 Hamson Avenue Boston, MA 02118	None/Public Chanty	Capacity building for food, shelter and support programs	509(a)(1)	800,000
President and Fellows of Harvard College	1033 Massachusetts Avenue - 3rd Floor Cambridge, MA 02138	None/Public Chanty	Haiti Leadership Program	509(a)(1)	57,600
Resiliency Foundation	56 North Main Street Fall River, MA 02720	None/Public Chanty	Academic intervention and mentoring program for high-risk students in Fall River	170(b)(1)(A)(vi)	50,000
RiverzEdge Arts Project, Inc	68 South Main Street Woonsocket, RI 02895	None/Public Chanty	Arts education and leadership development program for young people	509(a)(2)	25,000
The Fund for Catholic Schools, Inc	66 Brooks Drive, Fourth Floor Braintree, MA 02184	None/Public Chanty	Renovation and support of an academy and youth center serving inner-city students	Group Ruling	9,000,000
The Philanthropic Initiative	160 Federal Street, 8th Floor Boston, MA 02110	None/Public Chanty	Scholarship program for disadvantaged students	509(a)(2)	1,209,867
The Progena Foundation, Inc	P O Box 3453 Peabody, MA 01961-3453	None/Public Chanty	Progena research and clinical support	509(a)(1)	75,000
Total					\$ 52,617,467

Yawkey Foundation II
04-2768239
For the Year Ending December 31, 2010

Form 990-PF, Part VII-B, Line 5: Substantiation of Exercise of Expenditure Responsibility

The following information is provided in accordance with IRC Sec. 4945(h)(3) and Reg. 53.4945-5(d) to demonstrate that the foundation exercised fiscal responsibility in regard to its grants.

Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge, Grantee Has Diverted a Portion of Funds from the Purpose of the Grant (Yes/No)
1. New England Patriots Charitable Foundation One Patriot Place Foxboro, MA 02035	\$10,000	August, 2010	Community Service Program	\$10,000	No
2					
3					
4					
5					