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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

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

OMB No 1545-0052

2010

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: KATHARINE MATTHIES FOUNDATION

A Employer identification number: 06-6261860

Number and street (or P O box number if mail is not delivered to street address): P O BOX 1802

Room/suite:

B Telephone number (see page 10 of the instructions): ( ) -

City or town, state, and ZIP code: PROVIDENCE, RI 02901-1802

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 17,258,446.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) ____________________
(Part I, column (d) must be on cash basis.)

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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	536,176.	535,839.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,686,414.			
	b	Gross sales price for all assets on line 6a 7,982,196.				
	7	Capital gain net income (from Part IV, line 2)		2,686,414.		
	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)	1,441.	1,441.		STMT 5
	12	**Total.** Add lines 1 through 11	3,224,031.	3,223,694.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	99,302.	39,721.		59,581.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 6	704.	704.	NONE	NONE
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 7	27,721.	4,767.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 8	18,294.			18,294.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	146,021.	45,192.	NONE	77,875.
	25	Contributions, gifts, grants paid	618,573.			618,573.
	26	**Total expenses and disbursements.** Add lines 24 and 25	764,594.	45,192.	NONE	696,448.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	2,459,437.			
	b	**Net investment income** (if negative, enter -0-)		3,178,502.		
	c	**Adjusted net income** (if negative, enter -0-)				

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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	NONE	NONE	
	2	Savings and temporary cash investments	305,423.	358,759.	358,759.
	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) ▶ *		* NONE	
		Less· allowance for doubtful accounts ▶	NONE	NONE	NONE
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	966,076.	966,076.	1,153,088.
	b	Investments - corporate stock (attach schedule)	10,225,763.	12,881,306.	14,393,146.
	c	Investments - corporate bonds (attach schedule)	1,501,933.	1,252,295.	1,353,453.
	11	Investments - land, buildings, and equipment basis ▶ NONE			
		Less accumulated depreciation (attach schedule) ▶	NONE	NONE	
	12	Investments - mortgage loans	NONE	NONE	
	13	Investments - other (attach schedule) STMT 9	NONE	NONE	NONE
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	NONE	NONE	NONE
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	12,999,195.	15,458,436.	17,258,446.
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)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	12,999,195.	15,458,436.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	12,999,195.	15,458,436.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	12,999,195.	15,458,436.	

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	12,999,195.
2	Enter amount from Part I, line 27a	2	2,459,437.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	3,329.
4	Add lines 1, 2, and 3	4	15,461,961.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	3,525.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,458,436.

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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 DETAIL			
b				
c				
d				
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(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	
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	2,686,414.
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.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	641,759.	14,122,560.	0.04544211531
2008	831,211.	16,251,931.	0.05114536851
2007	872,634.	18,391,879.	0.04744670188
2006	836,798.	17,027,165.	0.04914488114
2005	903,034.	16,896,207.	0.05344595979

2 **Total** of line 1, column (d)	2	0.24662502663
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	0.04932500533
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	15,840,891.
5 Multiply line 4 by line 3	5	781,352.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	31,785.
7 Add lines 5 and 6	7	813,137.
8 Enter qualifying distributions from Part XII, line 4	8	696,448.

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.

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	63,570.
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	63,570.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	63,570.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	20,246.		
b	Exempt foreign organizations-tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	20,246.
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	43,324.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ____________ (2) On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
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.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 12			
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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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)	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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ PRIVATE BANK TAX SERVICES Telephone no. ▶ (401)278-6812

Located at ▶ P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 ▶ 02901-1802

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

			Yes	No
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?	16		X
	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 ▶			

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?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ 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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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		
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		
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

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**

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? ☐ 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
SEE STATEMENT 13		99,302.	-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
SEE STATEMENT 14		NONE	NONE	NONE

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

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
SEE STATEMENT 15		NONE

Total number of others receiving over $50,000 for professional services . . . . ▶ NONE

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 NONE	
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 . . . . ▶	

Form **990-PF** (2010)

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	15,751,236.
b	Average of monthly cash balances	1b	330,887.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	16,082,123.
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	NONE
3	Subtract line 2 from line 1d	3	16,082,123.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	241,232.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,840,891.
6	**Minimum investment return.** Enter 5% of line 5	6	792,045.

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	792,045.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	63,570.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	63,570.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	728,475.
4	Recoveries of amounts treated as qualifying distributions			4	3,322.
5	Add lines 3 and 4			5	731,797.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	731,797.

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	696,448.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	696,448.
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	696,448.

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.

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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					731,797.
2	Undistributed income, if any, as of the end of 2010					
a	Enter amount for 2009 only				NONE	
b	Total for prior years 20 08 ,20 ,20			NONE		
3	Excess distributions carryover, if any, to 2010					
a	From 2005	NONE				
b	From 2006	NONE				
c	From 2007	NONE				
d	From 2008	8,478.				
e	From 2009	NONE				
f	**Total** of lines 3a through e		8,478.			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 696,448.					
a	Applied to 2009, but not more than line 2a				NONE	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)		NONE			
d	Applied to 2010 distributable amount					696,448.
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		8,478.			8,478.
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5		NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
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			NONE		
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions			NONE		
e	Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				NONE	
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					26,871.
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)		NONE			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		NONE			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		NONE			
10	Analysis of line 9					
a	Excess from 2006	NONE				
b	Excess from 2007	NONE				
c	Excess from 2008	NONE				
d	Excess from 2009	NONE				
e	Excess from 2010	NONE				

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

1a 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)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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:

SEE STATEMENT 16

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 17				
Total . . . . ▶ **3a**				618,573.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

06-6261860

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	536,176.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			1	1,441.	
8 Gain or (loss) from sales of assets other than inventory			18	2,686,414.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				3,224,031.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 3,224,031.

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	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.)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee

Date 04/07/2011

Title SVP Tax

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

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)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					42,279.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					7,254.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					70,392.	
		.764 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES					02/23/1990	08/04/2010
6.00		5.00					1.00	
		250000. WELLS FARGO BANK 02/06/2001 6.45 PROPERTY TYPE: SECURITIES					01/30/2001	09/07/2010
255,818.00		249,638.00					6,180.00	
		1000. AT&T INC PROPERTY TYPE: SECURITIES					10/17/2006	10/22/2010
28,187.00		32,978.00					-4,791.00	
		2000. AT&T INC PROPERTY TYPE: SECURITIES					09/16/1993	10/22/2010
56,375.00		44,945.00					11,430.00	
		325. AT&T INC PROPERTY TYPE: SECURITIES					03/10/1993	10/22/2010
9,161.00		3,385.00					5,776.00	
		1000. AIR PRODUCTS AND CHEMICALS INC PROPERTY TYPE: SECURITIES					04/27/2007	10/22/2010
84,844.00		77,968.00					6,876.00	
		500. AIR PRODUCTS AND CHEMICALS INC PROPERTY TYPE: SECURITIES					08/21/2003	10/22/2010
42,422.00		23,810.00					18,612.00	
		700. ALTRIA GROUP INC PROPERTY TYPE: SECURITIES					03/13/2008	10/22/2010
17,447.00		15,376.00					2,071.00	

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)	
		3300. ALTRIA GROUP INC					08/05/2008	10/22/2010
		PROPERTY TYPE: SECURITIES						
82,251.00		68,665.00					13,586.00	
		1000. ALTRIA GROUP INC					09/24/2008	10/22/2010
		PROPERTY TYPE: SECURITIES						
24,925.00		19,768.00					5,157.00	
		500. ALTRIA GROUP INC					08/06/2009	10/22/2010
		PROPERTY TYPE: SECURITIES						
12,462.00		8,772.00					3,690.00	
		1000. ALTRIA GROUP INC					06/05/2009	10/22/2010
		PROPERTY TYPE: SECURITIES						
24,925.00		17,035.00					7,890.00	
		471.2 BANK NEW YORK MELLON CORP COM					04/27/2007	10/22/2010
		PROPERTY TYPE: SECURITIES						
11,900.00		20,337.00					-8,437.00	
		1142. BANK NEW YORK MELLON CORP COM					06/05/2009	10/22/2010
		PROPERTY TYPE: SECURITIES						
28,841.00		31,982.00					-3,141.00	
		1886.8 BANK NEW YORK MELLON CORP COM					04/24/1997	10/22/2010
		PROPERTY TYPE: SECURITIES						
47,650.00		36,570.00					11,080.00	
		1000. BOEING CO					06/25/2008	10/22/2010
		PROPERTY TYPE: SECURITIES						
71,355.00		69,645.00					1,710.00	
		500. BOEING CO					08/04/2008	10/22/2010
		PROPERTY TYPE: SECURITIES						
35,678.00		30,859.00					4,819.00	
		400. BOEING CO					08/06/2009	10/22/2010
		PROPERTY TYPE: SECURITIES						
28,542.00		17,898.00					10,644.00	
		500. CATERPILLAR INCORPORATED					08/26/1994	10/22/2010
		PROPERTY TYPE: SECURITIES						
39,145.00		7,093.00					32,052.00	

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)	
		2000. CATERPILLAR INCORPORATED					03/07/1995	10/22/2010
		PROPERTY TYPE: SECURITIES						
156,579.00		24,435.00					132,144.00	
		230. CHEVRONTEXACO CORP COM					02/13/1998	10/22/2010
		PROPERTY TYPE: SECURITIES						
19,417.00		8,204.00					11,213.00	
		420. CHEVRONTEXACO CORP COM					01/27/1998	10/22/2010
		PROPERTY TYPE: SECURITIES						
35,457.00		14,402.00					21,055.00	
		1000. CISCO SYSTEMS INCORPORATED					04/27/2007	10/22/2010
		PROPERTY TYPE: SECURITIES						
23,410.00		26,547.00					-3,137.00	
		625. CISCO SYSTEMS INCORPORATED					01/17/2008	10/22/2010
		PROPERTY TYPE: SECURITIES						
14,631.00		15,597.00					-966.00	
		1600. CLOROX COMPANY					04/26/1995	10/22/2010
		PROPERTY TYPE: SECURITIES						
108,804.00		22,878.00					85,926.00	
		2758.902 CONOCOPHILLIPS COM					02/25/1992	10/22/2010
		PROPERTY TYPE: SECURITIES						
169,519.00		12,081.00					157,438.00	
		687.098 CONOCOPHILLIPS COM					03/26/1991	10/22/2010
		PROPERTY TYPE: SECURITIES						
42,218.00		2,310.00					39,908.00	
		800. DEERE & COMPANY					06/20/2008	10/22/2010
		PROPERTY TYPE: SECURITIES						
61,488.00		61,018.00					470.00	
		700. DEERE & COMPANY					08/04/2008	10/22/2010
		PROPERTY TYPE: SECURITIES						
53,802.00		46,070.00					7,732.00	
		600. DEERE & COMPANY					05/07/2009	10/22/2010
		PROPERTY TYPE: SECURITIES						
46,116.00		26,588.00					19,528.00	

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)	
		3000. DISNEY WALT CO PROPERTY TYPE: SECURITIES					01/10/1991	10/22/2010
104,323.00		23,536.00					80,787.00	
		500. DOMINION RESOURCES INC PROPERTY TYPE: SECURITIES					08/06/2009	10/22/2010
22,177.00		16,833.00					5,344.00	
		1000. DOMINION RESOURCES INC PROPERTY TYPE: SECURITIES					06/05/2009	10/22/2010
44,354.00		31,887.00					12,467.00	
		1000. DOMINION RESOURCES INC PROPERTY TYPE: SECURITIES					07/18/2003	10/22/2010
44,354.00		30,250.00					14,104.00	
		900. EOG RESOURCES INC PROPERTY TYPE: SECURITIES					08/26/2009	10/22/2010
87,262.00		66,017.00					21,245.00	
		4000. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES					01/10/1991	10/22/2010
264,927.00		42,772.00					222,155.00	
		1086.52 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES					02/23/1990	10/22/2010
9,482.00		6,993.00					2,489.00	
		147.48 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES					01/27/1992	10/22/2010
1,287.00		913.00					374.00	
		1200. GENERAL ELEC CO PROPERTY TYPE: SECURITIES					08/06/2009	10/22/2010
19,272.00		17,021.00					2,251.00	
		7000. GENERAL ELEC CO PROPERTY TYPE: SECURITIES					08/13/1987	10/22/2010
112,418.00		31,500.00					80,918.00	
		1200. GENZYME CORPORATION PROPERTY TYPE: SECURITIES					06/05/2009	10/22/2010
87,113.00		72,340.00					14,773.00	

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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)	
		800. GENZYME CORPORATION PROPERTY TYPE: SECURITIES					08/06/2009	10/22/2010
58,075.00		39,124.00					18,951.00	
		1000. ILLINOIS TOOL WORKS INCORPORATED PROPERTY TYPE: SECURITIES					02/27/2002	10/22/2010
46,547.00		37,060.00					9,487.00	
		1000. ILLINOIS TOOL WORKS INCORPORATED PROPERTY TYPE: SECURITIES					07/12/2002	10/22/2010
46,547.00		33,105.00					13,442.00	
		600. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES					01/10/1992	10/22/2010
83,998.00		13,860.00					70,138.00	
		725. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES					12/02/1993	10/22/2010
101,498.00		9,809.00					91,689.00	
		3525. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					08/13/1987	10/22/2010
132,274.00		46,921.00					85,353.00	
		3000. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					03/09/1993	10/22/2010
191,082.00		31,928.00					159,154.00	
		2000. KIMBERLY CLARK CORP COM PROPERTY TYPE: SECURITIES					04/05/1991	10/22/2010
133,389.00		42,431.00					90,958.00	
		300. MCDONALDS CORP PROPERTY TYPE: SECURITIES					08/12/2008	10/22/2010
23,530.00		19,166.00					4,364.00	
		1200. MCDONALDS CORP PROPERTY TYPE: SECURITIES					06/20/2008	10/22/2010
94,120.00		68,946.00					25,174.00	
		500. MCDONALDS CORP PROPERTY TYPE: SECURITIES					08/06/2009	10/22/2010
39,217.00		27,421.00					11,796.00	

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)	
		500. MERCK & CO INC NEW COM					03/12/2008	10/22/2010
		PROPERTY TYPE: SECURITIES						
18,477.00		21,214.00					-2,737.00	
		75. MERCK & CO INC NEW COM					06/20/2008	10/22/2010
		PROPERTY TYPE: SECURITIES						
2,772.00		2,634.00					138.00	
		1500. MICROSOFT CORPORATION					01/26/2000	10/22/2010
		PROPERTY TYPE: SECURITIES						
38,084.00		76,641.00					-38,557.00	
		425. MONSANTO CO NEW COM					11/30/2007	10/22/2010
		PROPERTY TYPE: SECURITIES						
24,114.00		42,099.00					-17,985.00	
		500. NEXTERA ENERGY INC COM					08/06/2009	10/22/2010
		PROPERTY TYPE: SECURITIES						
27,679.00		28,368.00					-689.00	
		1000. NEXTERA ENERGY INC COM					09/24/2008	10/22/2010
		PROPERTY TYPE: SECURITIES						
55,359.00		53,157.00					2,202.00	
		1000. NOKIA CORPORATION SPONSORED ADR					08/07/2008	10/22/2010
		PROPERTY TYPE: SECURITIES						
11,065.00		27,268.00					-16,203.00	
		2500. NOKIA CORPORATION SPONSORED ADR					06/20/2008	10/22/2010
		PROPERTY TYPE: SECURITIES						
27,662.00		60,694.00					-33,032.00	
		1500. NOKIA CORPORATION SPONSORED ADR					09/29/2008	10/22/2010
		PROPERTY TYPE: SECURITIES						
16,597.00		28,316.00					-11,719.00	
		1000. NOKIA CORPORATION SPONSORED ADR					05/05/2009	10/22/2010
		PROPERTY TYPE: SECURITIES						
11,065.00		14,760.00					-3,695.00	
		2000. NOKIA CORPORATION SPONSORED ADR					08/06/2009	10/22/2010
		PROPERTY TYPE: SECURITIES						
22,130.00		26,490.00					-4,360.00	

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)	
		425. PNC BK CORP PROPERTY TYPE: SECURITIES					08/26/2009	10/22/2010
23,013.00		17,658.00					5,355.00	
		5000. PFIZER INC PROPERTY TYPE: SECURITIES					01/31/1997	10/22/2010
87,774.00		49,058.00					38,716.00	
		300. PHILIP MORRIS INTL INC COM PROPERTY TYPE: SECURITIES					03/13/2008	10/22/2010
17,437.00		15,139.00					2,298.00	
		2000. PRECISION CASTPARTS CORPORATION PROPERTY TYPE: SECURITIES					08/04/2000	10/22/2010
280,124.00		33,379.00					246,745.00	
		100. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					11/06/1996	10/22/2010
6,322.00		2,536.00					3,786.00	
		1950. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					12/15/1994	10/22/2010
123,284.00		36,623.00					86,661.00	
		1950. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					09/06/1994	10/22/2010
123,284.00		35,798.00					87,486.00	
		2000. QUALCOMM INC PROPERTY TYPE: SECURITIES					12/19/2006	10/22/2010
87,629.00		77,322.00					10,307.00	
		400. SCHLUMBERGER LIMITED PROPERTY TYPE: SECURITIES					04/27/2007	10/22/2010
26,855.00		30,087.00					-3,232.00	
		3000. STAPLES INCORPORATED PROPERTY TYPE: SECURITIES					08/31/2009	10/22/2010
61,784.00		64,873.00					-3,089.00	
		300. STATE STREET CORP PROPERTY TYPE: SECURITIES					08/12/2008	10/22/2010
12,075.00		20,875.00					-8,800.00	

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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)	
		1000. STATE STREET CORP PROPERTY TYPE: SECURITIES					06/20/2008	10/22/2010
40,250.00		67,706.00					-27,456.00	
		700. STATE STREET CORP PROPERTY TYPE: SECURITIES					09/24/2008	10/22/2010
28,175.00		35,992.00					-7,817.00	
		500. STATE STREET CORP PROPERTY TYPE: SECURITIES					05/04/2009	10/22/2010
20,125.00		17,618.00					2,507.00	
		500. TARGET CORP PROPERTY TYPE: SECURITIES					06/12/2009	10/22/2010
26,850.00		19,833.00					7,017.00	
		625. TARGET CORP PROPERTY TYPE: SECURITIES					12/28/1998	10/22/2010
33,562.00		15,506.00					18,056.00	
		500. TEVA PHARMACEUTICAL INDS LTD ADR PROPERTY TYPE: SECURITIES					08/06/2009	10/22/2010
26,245.00		26,086.00					159.00	
		1500. TEVA PHARMACEUTICAL INDS LTD ADR PROPERTY TYPE: SECURITIES					06/16/2009	10/22/2010
78,736.00		72,008.00					6,728.00	
		1000. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES					08/30/2007	10/22/2010
28,565.00		34,398.00					-5,833.00	
		1000. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES					04/24/2002	10/22/2010
28,565.00		32,890.00					-4,325.00	
		1000. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES					11/30/2007	10/22/2010
28,565.00		31,618.00					-3,053.00	
		800. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES					01/17/2008	10/22/2010
22,852.00		23,822.00					-970.00	

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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)	
		700. TEXAS INSTRS INC					08/07/2008	10/22/2010
		PROPERTY TYPE: SECURITIES						
19,995.00		17,659.00					2,336.00	
		500. TEXAS INSTRS INC					06/05/2009	10/22/2010
		PROPERTY TYPE: SECURITIES						
14,282.00		9,813.00					4,469.00	
		2000. US BANCORP DEL COM NEW					04/27/2007	10/22/2010
		PROPERTY TYPE: SECURITIES						
46,509.00		69,135.00					-22,626.00	
		1000. US BANCORP DEL COM NEW					02/07/2002	10/22/2010
		PROPERTY TYPE: SECURITIES						
23,255.00		19,330.00					3,925.00	
		1500. US BANCORP DEL COM NEW					05/01/2009	10/22/2010
		PROPERTY TYPE: SECURITIES						
34,882.00		27,292.00					7,590.00	
		800. US BANCORP DEL COM NEW					06/05/2009	10/22/2010
		PROPERTY TYPE: SECURITIES						
18,604.00		14,444.00					4,160.00	
		675. UNION PAC CORP COM					07/18/2003	10/22/2010
		PROPERTY TYPE: SECURITIES						
57,984.00		19,828.00					38,156.00	
		2725. UNITED TECHNOLOGIES CORP					01/24/1994	10/22/2010
		PROPERTY TYPE: SECURITIES						
203,612.00		22,122.00					181,490.00	
		4529.6 VERIZON COMMUNICATIONS					02/23/1990	10/22/2010
		PROPERTY TYPE: SECURITIES						
144,376.00		105,945.00					38,431.00	
		614.4 VERIZON COMMUNICATIONS					01/27/1992	10/22/2010
		PROPERTY TYPE: SECURITIES						
19,583.00		13,829.00					5,754.00	
		525. WAL-MART STORES INCORPORATED					09/02/2009	10/22/2010
		PROPERTY TYPE: SECURITIES						
28,331.00		26,741.00					1,590.00	

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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)	
		3000. WALGREEN CO PROPERTY TYPE: SECURITIES					01/31/1997	10/22/2010
102,311.00		31,553.00					70,758.00	
		1000. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES					08/07/2008	10/22/2010
49,525.00		36,956.00					12,569.00	
		1500. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES					01/17/2008	10/22/2010
74,287.00		51,581.00					22,706.00	
		500. ALLEGHENY TECHNOLOGIES INC COM PROPERTY TYPE: SECURITIES					10/22/2010	11/22/2010
24,942.00		23,498.00					1,444.00	
		900. ANSYS INC PROPERTY TYPE: SECURITIES					10/22/2010	11/22/2010
43,114.00		40,960.00					2,154.00	
		603. AVON PRODUCTS INC PROPERTY TYPE: SECURITIES					10/22/2010	11/22/2010
17,477.00		20,799.00					-3,322.00	
		600. BOEING CO PROPERTY TYPE: SECURITIES					08/06/2009	11/22/2010
37,813.00		26,847.00					10,966.00	
		164. CF INDS HLDGS INC COM PROPERTY TYPE: SECURITIES					10/22/2010	11/22/2010
19,245.00		19,176.00					69.00	
		291. CELANESE CORP DEL SER A COM PROPERTY TYPE: SECURITIES					10/22/2010	11/22/2010
10,713.00		9,796.00					917.00	
		900. CLOROX COMPANY PROPERTY TYPE: SECURITIES					04/26/1995	11/22/2010
56,027.00		12,869.00					43,158.00	
		1725. CONSTELLATION BRANDS INC CL A PROPERTY TYPE: SECURITIES					10/22/2010	11/22/2010
35,483.00		33,195.00					2,288.00	

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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)	
		600. DRESSER-RAND GROUP INC COM PROPERTY TYPE: SECURITIES					10/22/2010	11/22/2010
23,262.00		22,646.00					616.00	
		22. GOOGLE INC CL A PROPERTY TYPE: SECURITIES					10/22/2010	11/22/2010
12,858.00		13,479.00					-621.00	
		600. HUMANA INC PROPERTY TYPE: SECURITIES					10/22/2010	11/22/2010
34,636.00		34,210.00					426.00	
		1525. KOHLS CORPORATION PROPERTY TYPE: SECURITIES					10/22/2010	11/22/2010
84,190.00		80,363.00					3,827.00	
		525. L-3 COMMUNICATIONS HLDGS INC COM PROPERTY TYPE: SECURITIES					10/22/2010	11/22/2010
36,800.00		36,738.00					62.00	
		331. LINCOLN NATL CORP IND PROPERTY TYPE: SECURITIES					10/22/2010	11/22/2010
7,926.00		8,618.00					-692.00	
		1250. LINEAR TECHNOLOGY CORP PROPERTY TYPE: SECURITIES					10/22/2010	11/22/2010
40,162.00		38,713.00					1,449.00	
		1537. MYLAN LABS INC PROPERTY TYPE: SECURITIES					10/22/2010	11/22/2010
30,624.00		29,759.00					865.00	
		610. P G & E CORPORATION PROPERTY TYPE: SECURITIES					10/22/2010	11/22/2010
28,767.00		29,033.00					-266.00	
		145. RIO TINTO PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					10/22/2010	11/22/2010
9,653.00		9,328.00					325.00	
		300. 3M CO COM PROPERTY TYPE: SECURITIES					10/22/2010	11/22/2010
25,218.00		27,152.00					-1,934.00	

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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)	
		476. 3M CO COM PROPERTY TYPE: SECURITIES					08/13/1987	11/22/2010
40,013.00		8,230.00					31,783.00	
		790. TIME WARNER INC NEW COM PROPERTY TYPE: SECURITIES					10/22/2010	11/22/2010
24,043.00		24,976.00					-933.00	
		975. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					10/22/2010	11/22/2010
35,295.00		36,099.00					-804.00	
		537. VIACOM INC CL B COM PROPERTY TYPE: SECURITIES					10/22/2010	11/22/2010
20,333.00		20,052.00					281.00	
		445. TYCO ELECTRONICS LTD COM PROPERTY TYPE: SECURITIES					10/22/2010	11/22/2010
14,025.00		14,029.00					-4.00	
		523. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					11/30/2007	12/22/2010
25,038.00		30,008.00					-4,970.00	
		77. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					11/30/2007	12/22/2010
3,686.00		3,686.00						
		551. AMGEN INC PROPERTY TYPE: SECURITIES					10/22/2010	12/22/2010
31,204.00		31,774.00					-570.00	
		49. AMGEN INC PROPERTY TYPE: SECURITIES					10/22/2010	12/22/2010
2,775.00		2,775.00						
		300. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES					11/22/2010	12/22/2010
26,968.00		24,688.00					2,280.00	
		375. CISCO SYSTEMS INCORPORATED PROPERTY TYPE: SECURITIES					01/17/2008	12/22/2010
7,318.00		9,358.00					-2,040.00	

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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)	
		947. CISCO SYSTEMS INCORPORATED PROPERTY TYPE: SECURITIES					12/21/1998	12/22/2010
18,480.00		22,210.00					-3,730.00	
		78. CISCO SYSTEMS INCORPORATED PROPERTY TYPE: SECURITIES					12/21/1998	12/22/2010
1,522.00		1,522.00						
		322. COCA COLA CO COM PROPERTY TYPE: SECURITIES					11/22/2010	12/22/2010
21,023.00		20,519.00					504.00	
		450. COCA COLA CO COM PROPERTY TYPE: SECURITIES					10/22/2010	12/22/2010
29,381.00		27,691.00					1,690.00	
		1000. COCA COLA CO COM PROPERTY TYPE: SECURITIES					04/27/2007	12/22/2010
65,290.00		51,778.00					13,512.00	
		300. COCA COLA CO COM PROPERTY TYPE: SECURITIES					08/06/2009	12/22/2010
19,587.00		14,815.00					4,772.00	
		128. COCA COLA CO COM PROPERTY TYPE: SECURITIES					01/24/1994	12/22/2010
8,357.00		2,620.00					5,737.00	
		24. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES					11/22/2010	12/22/2010
1,929.00		1,867.00					62.00	
		476. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES					10/22/2010	12/22/2010
38,259.00		36,619.00					1,640.00	
		16. COVENTRY HEALTH CARE INC COM PROPERTY TYPE: SECURITIES					11/22/2010	12/22/2010
428.00		422.00					6.00	
		1075. COVENTRY HEALTH CARE INC COM PROPERTY TYPE: SECURITIES					10/22/2010	12/22/2010
28,747.00		25,365.00					3,382.00	

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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)	
		28. CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES					11/22/2010	12/22/2010
3,097.00		2,634.00					463.00	
		272. CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES					10/22/2010	12/22/2010
30,088.00		25,497.00					4,591.00	
		37. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES					11/22/2010	12/22/2010
2,825.00		2,642.00					183.00	
		975. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES					10/22/2010	12/22/2010
74,446.00		63,984.00					10,462.00	
		2175. FIFTH THIRD BANCORP COM PROPERTY TYPE: SECURITIES					10/22/2010	12/22/2010
31,714.00		28,025.00					3,689.00	
		61. FIFTH THIRD BANCORP COM PROPERTY TYPE: SECURITIES					11/22/2010	12/22/2010
889.00		734.00					155.00	
		27. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					11/22/2010	12/22/2010
4,564.00		4,325.00					239.00	
		173. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					10/22/2010	12/22/2010
29,242.00		27,369.00					1,873.00	
		600. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES					01/17/2008	12/22/2010
24,930.00		26,069.00					-1,139.00	
		150. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES					10/22/2010	12/22/2010
6,232.00		6,433.00					-201.00	
		79. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES					11/22/2010	12/22/2010
3,282.00		3,348.00					-66.00	

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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)	
		2000. HEWLETT PACKARD CO COM					04/27/2007	12/22/2010
		PROPERTY TYPE: SECURITIES						
83,099.00		84,035.00					-936.00	
		200. HEWLETT PACKARD CO COM					06/09/2009	12/22/2010
		PROPERTY TYPE: SECURITIES						
8,310.00		7,352.00					958.00	
		40. INTERNATIONAL BUSINESS MACHS					11/22/2010	12/22/2010
		PROPERTY TYPE: SECURITIES						
5,838.00		5,759.00					79.00	
		160. INTERNATIONAL BUSINESS MACHS					12/02/1993	12/22/2010
		PROPERTY TYPE: SECURITIES						
23,351.00		2,165.00					21,186.00	
		18. LAS VEGAS SANDS CORP					11/22/2010	12/22/2010
		PROPERTY TYPE: SECURITIES						
828.00		909.00					-81.00	
		82. LAS VEGAS SANDS CORP					10/22/2010	12/22/2010
		PROPERTY TYPE: SECURITIES						
3,771.00		3,180.00					591.00	
		64. LIMITED BRANDS INC COM					11/22/2010	12/22/2010
		PROPERTY TYPE: SECURITIES						
1,997.00		2,115.00					-118.00	
		536. LIMITED BRANDS INC COM					10/22/2010	12/22/2010
		PROPERTY TYPE: SECURITIES						
16,722.00		15,601.00					1,121.00	
		800. LOWES COMPANIES INCORPORATED					10/22/2010	12/22/2010
		PROPERTY TYPE: SECURITIES						
20,500.00		17,624.00					2,876.00	
		328. MICROSOFT CORPORATION					01/26/2000	12/22/2010
		PROPERTY TYPE: SECURITIES						
9,261.00		16,759.00					-7,498.00	
		72. MICROSOFT CORPORATION					01/26/2000	12/22/2010
		PROPERTY TYPE: SECURITIES						
2,033.00		2,033.00						

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Kind of Property		Description				P or D	Date acquired	Date sold
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		500. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES					05/07/2009	12/22/2010
33,313.00		42,681.00					-9,368.00	
		125. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES					08/27/2009	12/22/2010
8,328.00		10,336.00					-2,008.00	
		59. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES					11/30/2007	12/22/2010
3,931.00		5,844.00					-1,913.00	
		16. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES					11/30/2007	12/22/2010
1,066.00		1,066.00						
		2163. MYLAN LABS INC PROPERTY TYPE: SECURITIES					10/22/2010	12/22/2010
46,254.00		41,880.00					4,374.00	
		500. NINTENDO LTD ADR PROPERTY TYPE: SECURITIES					10/22/2010	12/22/2010
18,322.00		16,537.00					1,785.00	
		34. NORTHERN TRUST CORPORATION PROPERTY TYPE: SECURITIES					11/22/2010	12/22/2010
1,900.00		1,723.00					177.00	
		1050. NORTHERN TRUST CORPORATION PROPERTY TYPE: SECURITIES					10/22/2010	12/22/2010
58,663.00		50,191.00					8,472.00	
		57. OCCIDENTAL PETROLEUM CORPORATION PROPERTY TYPE: SECURITIES					11/22/2010	12/22/2010
5,573.00		4,962.00					611.00	
		143. OCCIDENTAL PETROLEUM CORPORATION PROPERTY TYPE: SECURITIES					10/22/2010	12/22/2010
13,981.00		11,307.00					2,674.00	
		61. PACKAGING CORP OF AMERICA PROPERTY TYPE: SECURITIES					11/22/2010	12/22/2010
1,576.00		1,570.00					6.00	

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		839. PACKAGING CORP OF AMERICA					10/22/2010	12/22/2010
		PROPERTY TYPE: SECURITIES						
21,676.00		20,170.00					1,506.00	
		800. PEPSICO INCORPORATED					10/22/2010	12/22/2010
		PROPERTY TYPE: SECURITIES						
52,426.00		52,071.00					355.00	
		1425. PUBLIC SERVICE ENTERPRISE GROUP IN					10/22/2010	12/22/2010
		PROPERTY TYPE: SECURITIES						
44,852.00		47,508.00					-2,656.00	
		47. PUBLIC SERVICE ENTERPRISE GROUP INC					11/22/2010	12/22/2010
		PROPERTY TYPE: SECURITIES						
1,479.00		1,438.00					41.00	
		46. SOUTHWESTERN ENERGY CO					11/22/2010	12/22/2010
		PROPERTY TYPE: SECURITIES						
1,648.00		1,716.00					-68.00	
		454. SOUTHWESTERN ENERGY CO					10/22/2010	12/22/2010
		PROPERTY TYPE: SECURITIES						
16,262.00		15,425.00					837.00	
		1450. SPIRIT AEROSYSTEMS HLDGS INC CL A					10/22/2010	12/22/2010
		PROPERTY TYPE: SECURITIES						
29,984.00		31,415.00					-1,431.00	
		34. SPIRIT AEROSYSTEMS HLDGS INC CL A CO					11/22/2010	12/22/2010
		PROPERTY TYPE: SECURITIES						
703.00		635.00					68.00	
		31. TJX COMPANIES INCORPORATED NEW					11/22/2010	12/22/2010
		PROPERTY TYPE: SECURITIES						
1,376.00		1,422.00					-46.00	
		1375. TJX COMPANIES INCORPORATED NEW					10/22/2010	12/22/2010
		PROPERTY TYPE: SECURITIES						
61,041.00		61,671.00					-630.00	
		1024. 3M CO COM					08/13/1987	12/22/2010
		PROPERTY TYPE: SECURITIES						
88,678.00		17,706.00					70,972.00	

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		1460. TIME WARNER INC NEW COM PROPERTY TYPE: SECURITIES					10/22/2010	12/22/2010
46,668.00		46,158.00					510.00	
		17. UNITED STS STL CORP NEW COM PROPERTY TYPE: SECURITIES					11/22/2010	12/22/2010
997.00		804.00					193.00	
		425. UNITED STS STL CORP NEW COM PROPERTY TYPE: SECURITIES					10/22/2010	12/22/2010
24,920.00		17,916.00					7,004.00	
		282. VISA INC CL A COM PROPERTY TYPE: SECURITIES					10/22/2010	12/22/2010
19,289.00		22,392.00					-3,103.00	
		18. VISA INC CL A COM PROPERTY TYPE: SECURITIES					10/22/2010	12/22/2010
1,231.00		1,231.00						
		1725. XCEL ENERGY INC COM PROPERTY TYPE: SECURITIES					10/22/2010	12/22/2010
40,614.00		41,253.00					-639.00	
		32. XCEL ENERGY INC COM PROPERTY TYPE: SECURITIES					11/22/2010	12/22/2010
753.00		751.00					2.00	
		54. WEATHERFORD INTL LTD COM PROPERTY TYPE: SECURITIES					11/22/2010	12/22/2010
1,226.00		1,074.00					152.00	
		446. WEATHERFORD INTL LTD COM PROPERTY TYPE: SECURITIES					10/22/2010	12/22/2010
10,126.00		7,714.00					2,412.00	
		26. NOBLE CORP COM PROPERTY TYPE: SECURITIES					11/22/2010	12/22/2010
901.00		929.00					-28.00	
		1125. NOBLE CORP COM PROPERTY TYPE: SECURITIES					10/22/2010	12/22/2010
38,975.00		38,638.00					337.00	

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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)	
		1150. TYCO INTL LTD NEW F COM PROPERTY TYPE: SECURITIES					10/22/2010	12/22/2010
47,641.00		44,445.00					3,196.00	
		25. TYCO INTL LTD NEW F COM PROPERTY TYPE: SECURITIES					11/22/2010	12/22/2010
1,036.00		943.00					93.00	

TOTAL GAIN(LOSS)		....					2,686,414.	
							==========	

KATHARINE MATTHIES FOUNDATION 06-6261860

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	13,944.	13,944.
ABBOTT LABORATORIES	4,300.	4,300.
AIR PRODUCTS AND CHEMICALS INC	2,880.	2,880.
ALLERGAN INCORPORATED	48.	48.
ALTRIA GROUP INC	9,230.	9,230.
AMERICAN ELECTRIC POWER CO	690.	690.
AUTOLIV INC	201.	201.
AVON PRODUCTS INC	501.	501.
BAKER HUGHES INCORPORATED	139.	139.
BANK NEW YORK MELLON CORP COM	945.	945.
BOEING CO	3,402.	3,402.
BROADCOM CORP CL A	79.	
CF INDS HLDGS INC COM	40.	40.
SMALL CAP CTF	6,971.	6,971.
INTERNATIONAL EQUITY CTF	8,315.	8,315.
CATERPILLAR INCORPORATED	4,300.	4,300.
CHEVRONTEXACO CORP COM	8,052.	8,052.
CLOROX COMPANY	4,370.	4,370.
COCA COLA CO COM	4,388.	4,388.
COLUMBIA ACORN FUND CLASS Z SHARES	316.	316.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	7,444.	7,444.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	50,865.	50,865.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	4,006.	4,006.
COLUMBIA SMALL CAP VALUE FUND II CLASS Z	648.	648.
COLUMBIA STRATEGIC INCOME FUND CLASS Z S	49,707.	49,707.
CONOCOPHILLIPS COM	5,514.	5,514.
CORNING INC	156.	156.
CREDIT SUISSE FIRST BOSTON USA INC GLOBA	12,813.	12,813.
CUMMINS ENGINE INC	177.	177.
DPL INC	265.	265.
DEERE & COMPANY	2,436.	2,436.
DEVON ENERGY CORPORATION	162.	162.

KATHARINE MATTHIES FOUNDATION 06-6261860

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DISNEY WALT CO	1,050.	1,050.
DOMINION RESOURCES INC	3,431.	3,431.
DOVER CORPORATION	125.	125.
EOG RESOURCES INC	549.	549.
EXXON MOBIL CORPORATION	5,200.	5,200.
FPL GROUP INC COM	750.	750.
MID CAP VALUE CTF	6,599.	6,599.
FREEPORT-MCMORAN COPPER & GOLD INC COM	509.	509.
FRONTIER COMMUNICATIONS CORP COM	231.	68.
GENERAL ELEC CO	3,444.	3,444.
GOLDMAN SACHS GROUP INC	849.	849.
GOODRICH B F CO	204.	204.
HEWLETT PACKARD CO COM	1,138.	1,138.
ILLINOIS TOOL WORKS INCORPORATED	2,540.	2,540.
INTERNATIONAL BUSINESS MACHS	5,639.	5,639.
ISHARES MSCI EMERGING MKTS INDEX FUND	4,532.	4,532.
ISHR MSCI EAFE INDEX FUND	12,844.	12,844.
ISHARES S&P MIDCAP 400 INDEX FUND	957.	957.
ISHARES DOW JONES U.S. REAL ESTATE INDEX	8,876.	8,876.
J P MORGAN CHASE & CO COM	1,000.	1,000.
JOHNSON & JOHNSON	4,710.	4,710.
KIMBERLY CLARK CORP COM	5,160.	5,160.
L-3 COMMUNICATIONS HLDGS INC COM	210.	210.
LIMITED BRANDS INC COM	7,919.	7,919.
LINEAR TECHNOLOGY CORP	288.	288.
MCDONALDS CORP	3,300.	3,300.
MERCK & CO INC SR NT	10,938.	10,938.
MERCK & CO INC NEW COM	5,776.	5,776.
METLIFE INC	2,183.	2,183.
MICROSOFT CORPORATION	2,235.	2,235.
MONSANTO CO NEW COM	1,613.	1,613.
MORGAN STANLEY DEAN WITTER DISCOVER & CO	73.	73.
NEXTERA ENERGY INC COM	1,500.	1,500.

KATHARINE MATTHIES FOUNDATION 06-6261860

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NOKIA CORPORATION SPONSORED ADR	3,900.	3,900.
NORDSTROM INCORPORATED	233.	233.
PNC BK CORP	800.	800.
PEPSICO INCORPORATED	3,348.	3,348.
PFIZER INC	2,700.	2,700.
PHILIP MORRIS INTL INC COM	5,950.	5,950.
PRECISION CASTPARTS CORPORATION	180.	180.
PRICE T ROWE GROUP INC COM	376.	376.
PROCTER & GAMBLE CO COM	7,542.	7,542.
PUBLIC SERVICE ENTERPRISE GROUP INC	504.	504.
QUALCOMM INC	1,100.	1,100.
SBC COMMUNICATIONS INC NT	12,750.	12,750.
SCHLUMBERGER LIMITED	1,680.	1,680.
STAPLES INCORPORATED	1,058.	1,058.
STATE STREET CORP	100.	100.
TJX COMPANIES INCORPORATED NEW	206.	206.
TARGET CORP	1,819.	1,819.
TARGET CORP NT	14,688.	14,688.
TEVA PHARMACEUTICAL INDS LTD ADR	1,094.	1,094.
TEXAS INSTRS INC	1,800.	1,800.
3M CO COM	3,308.	3,308.
TIME WARNER INC NEW COM	310.	310.
US BANCORP DEL COM NEW	1,060.	1,060.
UNION PAC CORP COM	1,800.	1,800.
UNITED PARCEL SERVICE CL B	717.	717.
US TREASURY BONDS 7.50% 11/15/16	18,750.	18,750.
US TREASURY BONDS 6.25% 8/15/23	15,625.	15,625.
UNITED STATES TREAS NT DTD 02/15/01 5.00	12,500.	12,500.
UNITED STATES TREAS NTS 11/15/2002 4% 11	10,000.	10,000.
UNITED STS STL CORP NEW COM	21.	21.
UNITED TECHNOLOGIES CORP	5,642.	5,642.
VERIZON COMMUNICATIONS	9,838.	9,838.
VIACOM INC CL B COM	234.	234.

KATHARINE MATTHIES FOUNDATION 06-6261860

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VISA INC CL A COM	120.	120.
WAL-MART STORES INCORPORATED	1,534.	1,534.
WALGREEN CO	1,350.	1,350.
WELLS FARGO COMPANY	1,230.	1,230.
WELLS FARGO & CO NEW SR UNSECD NT	14,063.	14,063.
WELLS FARGO BANK 02/06/2001 6.45% 02/01/	17,872.	17,872.
YUM BRANDS INC COM	2,200.	2,200.
GOVERNMENT CREDIT CTF	41,442.	41,442.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	382.	382.
INGERSOLL-RAND CO LTD COM	95.	
NOBLE CORP COM	149.	149.
TYCO INTL LTD NEW F COM	265.	265.
TYCO ELECTRONICS LTD COM	165.	165.
TOTAL	536,176.	535,839.

KATHARINE MATTHIES FOUNDATION 06-6261860

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SMALL CAP CTF	256.	256.
INTERNATIONAL EQUITY CTF	1,185.	1,185.
TOTALS	1,441.	1,441.

KATHARINE MATTHIES FOUNDATION 06-6261860

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT & ACCOUNTING FEES (ALLOC	704.	704.		
TOTALS	704.	704.	NONE	NONE

KATHARINE MATTHIES FOUNDATION 06-6261860

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,866.	1,866.
FEDERAL TAX PAYMENT - PRIOR YE	2,708.	
FEDERAL ESTIMATES - PRINCIPAL	20,246.	
FOREIGN TAXES ON QUALIFIED FOR	2,875.	2,875.
FOREIGN TAXES ON NONQUALIFIED	26.	26.
TOTALS	27,721.	4,767.

KATHARINE MATTHIES FOUNDATION 06-6261860

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	9,133.	9,133.
OTHER ALLOCABLE EXPENSE-INCOME	9,133.	9,133.
OTHER NON-ALLOCABLE EXPENSE -	28.	28.
TOTALS	18,294.	18,294.

KATHARINE MATTHIES FOUNDATION 06-6261860

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
SEE ATTACHED	C
TOTALS	

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

DESCRIPTION		AMOUNT
ROUNDING		7.
RECOVERY		3,322.
	TOTAL	3,329.

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

DESCRIPTION		AMOUNT
CTF ADJUSTMENT		3,187.
INCOME ADJUSTMENT		79.
COST ADJUSTMENT		259.
	TOTAL	3,525.

STATE(S) WHERE THE FOUNDATION IS REGISTERED

CT

KATHARINE MATTHIES FOUNDATION 06-6261860

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

OFFICER NAME:
BANK OF AMERICA
ADDRESS:
777 MAIN STREET
HARTFORD, CT 06115
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 99,302.

TOTAL COMPENSATION: 99,302.

KATHARINE MATTHIES FOUNDATION 06-6261860

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES
==

EMPLOYEE NAME:
NONE

STATEMENT 14

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
==

NAME:
NONE

KATHARINE MATTHIES FOUNDATION 06-6261860
FORM 990PF, PART XV - LINES 2a - 2d
===================================

RECIPIENT NAME:
N/A
FORM, INFORMATION AND MATERIALS:
N/A
SUBMISSION DEADLINES:
QUARTERLY
RESTRICTIONS OR LIMITATIONS ON AWARDS:
SEYMOUR, ANSONIA, DERBY, OXFORD, BEACON FALLS

STATEMENT 16

KATHARINE MATTHIES FOUNDATION 06-6261860

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SEE ATTACHED STATEMENTS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS ATTACHED ORGANIZATIONS
FOUNDATION STATUS OF RECIPIENT:
N/A

AMOUNT OF GRANT PAID	618,573.
TOTAL GRANTS PAID:	618,573.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust: KATHARINE MATTHIES FOUNDATION

Employer identification number: 06-6261860

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	67,201.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	42,279.
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	109,480.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr.)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			7,254.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	2,499,288.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	70,392.
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	2,576,934.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2010**

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Part III **Summary of Parts I and II** **Caution:** *Read the instructions **before** completing this part.*		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			109,480.
14 **Net long-term gain or (loss):**				
a Total for year	14a			2,576,934.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			2,686,414.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary.*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)		17			
18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18				
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19				
20 Add lines 18 and 19	20				
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21				
22 Subtract line 21 from line 20. If zero or less, enter -0-		22			
23 Subtract line 22 from line 17. If zero or less, enter -0-		23			
24 Enter the **smaller** of the amount on line 17 or $2,300		24			
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23		25			
26 Subtract line 25 from line 24		26			
27 Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22		27			
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)		28			
29 Subtract line 28 from line 27		29			
30 Multiply line 29 by 15% (.15)				30	
31 Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				31	
32 Add lines 30 and 31				32	
33 Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				33	
34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)				34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: KATHARINE MATTHIES FOUNDATION

Employer identification number: 06-6261860

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	500. ALLEGHENY TECHNOLOGIES INC COM	10/22/2010	11/22/2010	24,942.00	23,498.00	1,444.00
	900. ANSYS INC	10/22/2010	11/22/2010	43,114.00	40,960.00	2,154.00
	603. AVON PRODUCTS INC	10/22/2010	11/22/2010	17,477.00	20,799.00	-3,322.00
	164. CF INDS HLDGS INC COM	10/22/2010	11/22/2010	19,245.00	19,176.00	69.00
	291. CELANESE CORP DEL SER A COM	10/22/2010	11/22/2010	10,713.00	9,796.00	917.00
	1725. CONSTELLATION BRANDS INC CL A	10/22/2010	11/22/2010	35,483.00	33,195.00	2,288.00
	600. DRESSER-RAND GROUP INC COM	10/22/2010	11/22/2010	23,262.00	22,646.00	616.00
	22. GOOGLE INC CL A	10/22/2010	11/22/2010	12,858.00	13,479.00	-621.00
	600. HUMANA INC	10/22/2010	11/22/2010	34,636.00	34,210.00	426.00
	1525. KOHLS CORPORATION	10/22/2010	11/22/2010	84,190.00	80,363.00	3,827.00
	525. L-3 COMMUNICATIONS HLDGS INC COM	10/22/2010	11/22/2010	36,800.00	36,738.00	62.00
	331. LINCOLN NATL CORP IND	10/22/2010	11/22/2010	7,926.00	8,618.00	-692.00
	1250. LINEAR TECHNOLOGY CORP	10/22/2010	11/22/2010	40,162.00	38,713.00	1,449.00
	1537. MYLAN LABS INC	10/22/2010	11/22/2010	30,624.00	29,759.00	865.00
	610. P G & E CORPORATION	10/22/2010	11/22/2010	28,767.00	29,033.00	-266.00
	145. RIO TINTO PLC SPONSORED ADR	10/22/2010	11/22/2010	9,653.00	9,328.00	325.00
	300. 3M CO COM	10/22/2010	11/22/2010	25,218.00	27,152.00	-1,934.00
	790. TIME WARNER INC NEW COM	10/22/2010	11/22/2010	24,043.00	24,976.00	-933.00
	975. UNITEDHEALTH GROUP INC	10/22/2010	11/22/2010	35,295.00	36,099.00	-804.00
	537. VIACOM INC CL B COM	10/22/2010	11/22/2010	20,333.00	20,052.00	281.00
	445. TYCO ELECTRONICS LTD COM	10/22/2010	11/22/2010	14,025.00	14,029.00	-4.00
	551. AMGEN INC	10/22/2010	12/22/2010	31,204.00	31,774.00	-570.00
	49. AMGEN INC	10/22/2010	12/22/2010	2,775.00	2,775.00	
	300. CHEVRONTEXACO CORP COM	11/22/2010	12/22/2010	26,968.00	24,688.00	2,280.00
1b	**Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b					

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: KATHARINE MATTHIES FOUNDATION

Employer identification number: 06-6261860

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 322. COCA COLA CO COM	11/22/2010	12/22/2010	21,023.00	20,519.00	504.00
450. COCA COLA CO COM	10/22/2010	12/22/2010	29,381.00	27,691.00	1,690.00
24. COLGATE PALMOLIVE CO	11/22/2010	12/22/2010	1,929.00	1,867.00	62.00
476. COLGATE PALMOLIVE CO	10/22/2010	12/22/2010	38,259.00	36,619.00	1,640.00
16. COVENTRY HEALTH CARE INC COM	11/22/2010	12/22/2010	428.00	422.00	6.00
1075. COVENTRY HEALTH CARE INC COM	10/22/2010	12/22/2010	28,747.00	25,365.00	3,382.00
28. CUMMINS ENGINE INC	11/22/2010	12/22/2010	3,097.00	2,634.00	463.00
272. CUMMINS ENGINE INC	10/22/2010	12/22/2010	30,088.00	25,497.00	4,591.00
37. DEVON ENERGY CORPORATION	11/22/2010	12/22/2010	2,825.00	2,642.00	183.00
975. DEVON ENERGY CORPORATION	10/22/2010	12/22/2010	74,446.00	63,984.00	10,462.00
2175. FIFTH THIRD BANCORP COM	10/22/2010	12/22/2010	31,714.00	28,025.00	3,689.00
61. FIFTH THIRD BANCORP COM	11/22/2010	12/22/2010	889.00	734.00	155.00
27. GOLDMAN SACHS GROUP INC	11/22/2010	12/22/2010	4,564.00	4,325.00	239.00
173. GOLDMAN SACHS GROUP INC	10/22/2010	12/22/2010	29,242.00	27,369.00	1,873.00
150. HEWLETT PACKARD CO COM	10/22/2010	12/22/2010	6,232.00	6,433.00	-201.00
79. HEWLETT PACKARD CO COM	11/22/2010	12/22/2010	3,282.00	3,348.00	-66.00
40. INTERNATIONAL BUSINESS MACHS	11/22/2010	12/22/2010	5,838.00	5,759.00	79.00
18. LAS VEGAS SANDS CORP	11/22/2010	12/22/2010	828.00	909.00	-81.00
82. LAS VEGAS SANDS CORP	10/22/2010	12/22/2010	3,771.00	3,180.00	591.00
64. LIMITED BRANDS INC COM	11/22/2010	12/22/2010	1,997.00	2,115.00	-118.00
536. LIMITED BRANDS INC COM	10/22/2010	12/22/2010	16,722.00	15,601.00	1,121.00
800. LOWES COMPANIES INCORPORATED	10/22/2010	12/22/2010	20,500.00	17,624.00	2,876.00
2163. MYLAN LABS INC	10/22/2010	12/22/2010	46,254.00	41,880.00	4,374.00
500. NINTENDO LTD ADR	10/22/2010	12/22/2010	18,322.00	16,537.00	1,785.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

SCHEDULE D-1
(Form 1041)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: KATHARINE MATTHIES FOUNDATION

Employer identification number: 06-6261860

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 34. NORTHERN TRUST CORPORATION	11/22/2010	12/22/2010	1,900.00	1,723.00	177.00
1050. NORTHERN TRUST CORPORATION	10/22/2010	12/22/2010	58,663.00	50,191.00	8,472.00
57. OCCIDENTAL PETROLEUM CORPORATION	11/22/2010	12/22/2010	5,573.00	4,962.00	611.00
143. OCCIDENTAL PETROLEUM CORPORATION	10/22/2010	12/22/2010	13,981.00	11,307.00	2,674.00
61. PACKAGING CORP OF AMERICA	11/22/2010	12/22/2010	1,576.00	1,570.00	6.00
839. PACKAGING CORP OF AMERICA	10/22/2010	12/22/2010	21,676.00	20,170.00	1,506.00
800. PEPSICO INCORPORATED	10/22/2010	12/22/2010	52,426.00	52,071.00	355.00
1425. PUBLIC SERVICE ENTERPRISE GROUP INC	10/22/2010	12/22/2010	44,852.00	47,508.00	-2,656.00
47. PUBLIC SERVICE ENTERPRISE GROUP INC	11/22/2010	12/22/2010	1,479.00	1,438.00	41.00
46. SOUTHWESTERN ENERGY CO	11/22/2010	12/22/2010	1,648.00	1,716.00	-68.00
454. SOUTHWESTERN ENERGY CO	10/22/2010	12/22/2010	16,262.00	15,425.00	837.00
1450. SPIRIT AEROSYSTEMS HLDGS INC CL A COM	10/22/2010	12/22/2010	29,984.00	31,415.00	-1,431.00
34. SPIRIT AEROSYSTEMS HLDGS INC CL A COM	11/22/2010	12/22/2010	703.00	635.00	68.00
31. TJX COMPANIES INCORPORATED NEW	11/22/2010	12/22/2010	1,376.00	1,422.00	-46.00
1375. TJX COMPANIES INCORPORATED NEW	10/22/2010	12/22/2010	61,041.00	61,671.00	-630.00
1460. TIME WARNER INC NEW COM	10/22/2010	12/22/2010	46,668.00	46,158.00	510.00
17. UNITED STS STL CORP NEW COM	11/22/2010	12/22/2010	997.00	804.00	193.00
425. UNITED STS STL CORP NEW COM	10/22/2010	12/22/2010	24,920.00	17,916.00	7,004.00
282. VISA INC CL A COM	10/22/2010	12/22/2010	19,289.00	22,392.00	-3,103.00
18. VISA INC CL A COM	10/22/2010	12/22/2010	1,231.00	1,231.00	
1725. XCEL ENERGY INC COM	10/22/2010	12/22/2010	40,614.00	41,253.00	-639.00
32. XCEL ENERGY INC COM	11/22/2010	12/22/2010	753.00	751.00	2.00
54. WEATHERFORD INTL LTD COM	11/22/2010	12/22/2010	1,226.00	1,074.00	152.00
446. WEATHERFORD INTL LTD COM	10/22/2010	12/22/2010	10,126.00	7,714.00	2,412.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust	Employer identification number
KATHARINE MATTHIES FOUNDATION	06-6261860

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 26. NOBLE CORP COM	11/22/2010	12/22/2010	901.00	929.00	-28.00
1125. NOBLE CORP COM	10/22/2010	12/22/2010	38,975.00	38,638.00	337.00
1150. TYCO INTL LTD NEW F COM	10/22/2010	12/22/2010	47,641.00	44,445.00	3,196.00
25. TYCO INTL LTD NEW F COM	11/22/2010	12/22/2010	1,036.00	943.00	93.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 67,201.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side: KATHARINE MATTHIES FOUNDATION

Employer identification number: 06-6261860

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a .764 FRONTIER COMMUNICATIONS CORP COM	02/23/1990	08/04/2010	6.00	5.00	1.00
250000. WELLS FARGO BANK 02/06/2001 6.45% 02/01/2011	01/30/2001	09/07/2010	255,818.00	249,638.00	6,180.00
1000. AT&T INC	10/17/2006	10/22/2010	28,187.00	32,978.00	-4,791.00
2000. AT&T INC	09/16/1993	10/22/2010	56,375.00	44,945.00	11,430.00
325. AT&T INC	03/10/1993	10/22/2010	9,161.00	3,385.00	5,776.00
1000. AIR PRODUCTS AND CHEMICALS INC	04/27/2007	10/22/2010	84,844.00	77,968.00	6,876.00
500. AIR PRODUCTS AND CHEMICALS INC	08/21/2003	10/22/2010	42,422.00	23,810.00	18,612.00
700. ALTRIA GROUP INC	03/13/2008	10/22/2010	17,447.00	15,376.00	2,071.00
3300. ALTRIA GROUP INC	08/05/2008	10/22/2010	82,251.00	68,665.00	13,586.00
1000. ALTRIA GROUP INC	09/24/2008	10/22/2010	24,925.00	19,768.00	5,157.00
500. ALTRIA GROUP INC	08/06/2009	10/22/2010	12,462.00	8,772.00	3,690.00
1000. ALTRIA GROUP INC	06/05/2009	10/22/2010	24,925.00	17,035.00	7,890.00
471.2 BANK NEW YORK MELLON CORP COM	04/27/2007	10/22/2010	11,900.00	20,337.00	-8,437.00
1142. BANK NEW YORK MELLON CORP COM	06/05/2009	10/22/2010	28,841.00	31,982.00	-3,141.00
1886.8 BANK NEW YORK MELLON CORP COM	04/24/1997	10/22/2010	47,650.00	36,570.00	11,080.00
1000. BOEING CO	06/25/2008	10/22/2010	71,355.00	69,645.00	1,710.00
500. BOEING CO	08/04/2008	10/22/2010	35,678.00	30,859.00	4,819.00
400. BOEING CO	08/06/2009	10/22/2010	28,542.00	17,898.00	10,644.00
500. CATERPILLAR INCORPORATED	08/26/1994	10/22/2010	39,145.00	7,093.00	32,052.00
2000. CATERPILLAR INCORPORATED	03/07/1995	10/22/2010	156,579.00	24,435.00	132,144.00
230. CHEVRONTEXACO CORP COM	02/13/1998	10/22/2010	19,417.00	8,204.00	11,213.00
420. CHEVRONTEXACO CORP COM	01/27/1998	10/22/2010	35,457.00	14,402.00	21,055.00
1000. CISCO SYSTEMS INCORPORATED	04/27/2007	10/22/2010	23,410.00	26,547.00	-3,137.00
625. CISCO SYSTEMS INCORPORATED	01/17/2008	10/22/2010	14,631.00	15,597.00	-966.00
1600. CLOROX COMPANY	04/26/1995	10/22/2010	108,804.00	22,878.00	85,926.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	**Employer identification number**
KATHARINE MATTHIES FOUNDATION	06-6261860

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2758.902 CONOCOPHILLIPS COM	02/25/1992	10/22/2010	169,519.00	12,081.00	157,438.00
687.098 CONOCOPHILLIPS COM	03/26/1991	10/22/2010	42,218.00	2,310.00	39,908.00
800. DEERE & COMPANY	06/20/2008	10/22/2010	61,488.00	61,018.00	470.00
700. DEERE & COMPANY	08/04/2008	10/22/2010	53,802.00	46,070.00	7,732.00
600. DEERE & COMPANY	05/07/2009	10/22/2010	46,116.00	26,588.00	19,528.00
3000. DISNEY WALT CO	01/10/1991	10/22/2010	104,323.00	23,536.00	80,787.00
500. DOMINION RESOURCES INC	08/06/2009	10/22/2010	22,177.00	16,833.00	5,344.00
1000. DOMINION RESOURCES INC	06/05/2009	10/22/2010	44,354.00	31,887.00	12,467.00
1000. DOMINION RESOURCES INC	07/18/2003	10/22/2010	44,354.00	30,250.00	14,104.00
900. EOG RESOURCES INC	08/26/2009	10/22/2010	87,262.00	66,017.00	21,245.00
4000. EXXON MOBIL CORPORATION	01/10/1991	10/22/2010	264,927.00	42,772.00	222,155.00
1086.52 FRONTIER COMMUNICATIONS CORP COM	02/23/1990	10/22/2010	9,482.00	6,993.00	2,489.00
147.48 FRONTIER COMMUNICATIONS CORP COM	01/27/1992	10/22/2010	1,287.00	913.00	374.00
1200. GENERAL ELEC CO	08/06/2009	10/22/2010	19,272.00	17,021.00	2,251.00
7000. GENERAL ELEC CO	08/13/1987	10/22/2010	112,418.00	31,500.00	80,918.00
1200. GENZYME CORPORATION	06/05/2009	10/22/2010	87,113.00	72,340.00	14,773.00
800. GENZYME CORPORATION	08/06/2009	10/22/2010	58,075.00	39,124.00	18,951.00
1000. ILLINOIS TOOL WORKS INCORPORATED	02/27/2002	10/22/2010	46,547.00	37,060.00	9,487.00
1000. ILLINOIS TOOL WORKS INCORPORATED	07/12/2002	10/22/2010	46,547.00	33,105.00	13,442.00
600. INTERNATIONAL BUSINESS MACHS	01/10/1992	10/22/2010	83,998.00	13,860.00	70,138.00
725. INTERNATIONAL BUSINESS MACHS	12/02/1993	10/22/2010	101,498.00	9,809.00	91,689.00
3525. J P MORGAN CHASE & CO COM	08/13/1987	10/22/2010	132,274.00	46,921.00	85,353.00
3000. JOHNSON & JOHNSON	03/09/1993	10/22/2010	191,082.00	31,928.00	159,154.00
2000. KIMBERLY CLARK CORP COM	04/05/1991	10/22/2010	133,389.00	42,431.00	90,958.00
300. MCDONALDS CORP	08/12/2008	10/22/2010	23,530.00	19,166.00	4,364.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Schedule D-1 (Form 1041) 2010 Page **2**

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: KATHARINE MATTHIES FOUNDATION

Employer identification number: 06-6261860

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1200. MCDONALDS CORP	06/20/2008	10/22/2010	94,120.00	68,946.00	25,174.00
500. MCDONALDS CORP	08/06/2009	10/22/2010	39,217.00	27,421.00	11,796.00
500. MERCK & CO INC NEW COM	03/12/2008	10/22/2010	18,477.00	21,214.00	-2,737.00
75. MERCK & CO INC NEW COM	06/20/2008	10/22/2010	2,772.00	2,634.00	138.00
1500. MICROSOFT CORPORATION	01/26/2000	10/22/2010	38,084.00	76,641.00	-38,557.00
425. MONSANTO CO NEW COM	11/30/2007	10/22/2010	24,114.00	42,099.00	-17,985.00
500. NEXTERA ENERGY INC COM	08/06/2009	10/22/2010	27,679.00	28,368.00	-689.00
1000. NEXTERA ENERGY INC COM	09/24/2008	10/22/2010	55,359.00	53,157.00	2,202.00
1000. NOKIA CORPORATION SPONSORED ADR	08/07/2008	10/22/2010	11,065.00	27,268.00	-16,203.00
2500. NOKIA CORPORATION SPONSORED ADR	06/20/2008	10/22/2010	27,662.00	60,694.00	-33,032.00
1500. NOKIA CORPORATION SPONSORED ADR	09/29/2008	10/22/2010	16,597.00	28,316.00	-11,719.00
1000. NOKIA CORPORATION SPONSORED ADR	05/05/2009	10/22/2010	11,065.00	14,760.00	-3,695.00
2000. NOKIA CORPORATION SPONSORED ADR	08/06/2009	10/22/2010	22,130.00	26,490.00	-4,360.00
425. PNC BK CORP	08/26/2009	10/22/2010	23,013.00	17,658.00	5,355.00
5000. PFIZER INC	01/31/1997	10/22/2010	87,774.00	49,058.00	38,716.00
300. PHILIP MORRIS INTL INC COM	03/13/2008	10/22/2010	17,437.00	15,139.00	2,298.00
2000. PRECISION CASTPARTS CORPORATION	08/04/2000	10/22/2010	280,124.00	33,379.00	246,745.00
100. PROCTER & GAMBLE CO COM	11/06/1996	10/22/2010	6,322.00	2,536.00	3,786.00
1950. PROCTER & GAMBLE CO COM	12/15/1994	10/22/2010	123,284.00	36,623.00	86,661.00
1950. PROCTER & GAMBLE CO COM	09/06/1994	10/22/2010	123,284.00	35,798.00	87,486.00
2000. QUALCOMM INC	12/19/2006	10/22/2010	87,629.00	77,322.00	10,307.00
400. SCHLUMBERGER LIMITED	04/27/2007	10/22/2010	26,855.00	30,087.00	-3,232.00
3000. STAPLES INCORPORATED	08/31/2009	10/22/2010	61,784.00	64,873.00	-3,089.00
300. STATE STREET CORP	08/12/2008	10/22/2010	12,075.00	20,875.00	-8,800.00
1000. STATE STREET CORP	06/20/2008	10/22/2010	40,250.00	67,706.00	-27,456.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
KATHARINE MATTHIES FOUNDATION

Employer identification number
06-6261860

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 700. STATE STREET CORP	09/24/2008	10/22/2010	28,175.00	35,992.00	-7,817.00
500. STATE STREET CORP	05/04/2009	10/22/2010	20,125.00	17,618.00	2,507.00
500. TARGET CORP	06/12/2009	10/22/2010	26,850.00	19,833.00	7,017.00
625. TARGET CORP	12/28/1998	10/22/2010	33,562.00	15,506.00	18,056.00
500. TEVA PHARMACEUTICAL INDS LTD ADR	08/06/2009	10/22/2010	26,245.00	26,086.00	159.00
1500. TEVA PHARMACEUTICAL INDS LTD ADR	06/16/2009	10/22/2010	78,736.00	72,008.00	6,728.00
1000. TEXAS INSTRS INC	08/30/2007	10/22/2010	28,565.00	34,398.00	-5,833.00
1000. TEXAS INSTRS INC	04/24/2002	10/22/2010	28,565.00	32,890.00	-4,325.00
1000. TEXAS INSTRS INC	11/30/2007	10/22/2010	28,565.00	31,618.00	-3,053.00
800. TEXAS INSTRS INC	01/17/2008	10/22/2010	22,852.00	23,822.00	-970.00
700. TEXAS INSTRS INC	08/07/2008	10/22/2010	19,995.00	17,659.00	2,336.00
500. TEXAS INSTRS INC	06/05/2009	10/22/2010	14,282.00	9,813.00	4,469.00
2000. US BANCORP DEL COM NEW	04/27/2007	10/22/2010	46,509.00	69,135.00	-22,626.00
1000. US BANCORP DEL COM NEW	02/07/2002	10/22/2010	23,255.00	19,330.00	3,925.00
1500. US BANCORP DEL COM NEW	05/01/2009	10/22/2010	34,882.00	27,292.00	7,590.00
800. US BANCORP DEL COM NEW	06/05/2009	10/22/2010	18,604.00	14,444.00	4,160.00
675. UNION PAC CORP COM	07/18/2003	10/22/2010	57,984.00	19,828.00	38,156.00
2725. UNITED TECHNOLOGIES CORP	01/24/1994	10/22/2010	203,612.00	22,122.00	181,490.00
4529.6 VERIZON COMMUNICATI ONS	02/23/1990	10/22/2010	144,376.00	105,945.00	38,431.00
614.4 VERIZON COMMUNICATIO NS	01/27/1992	10/22/2010	19,583.00	13,829.00	5,754.00
525. WAL-MART STORES INCORPORATED	09/02/2009	10/22/2010	28,331.00	26,741.00	1,590.00
3000. WALGREEN CO	01/31/1997	10/22/2010	102,311.00	31,553.00	70,758.00
1000. YUM BRANDS INC COM	08/07/2008	10/22/2010	49,525.00	36,956.00	12,569.00
1500. YUM BRANDS INC COM	01/17/2008	10/22/2010	74,287.00	51,581.00	22,706.00
600. BOEING CO	08/06/2009	11/22/2010	37,813.00	26,847.00	10,966.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	**Employer identification number**
KATHARINE MATTHIES FOUNDATION	06-6261860

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss)** Subtract (e) from (d)
6a 900. CLOROX COMPANY	04/26/1995	11/22/2010	56,027.00	12,869.00	43,158.00
476. 3M CO COM	08/13/1987	11/22/2010	40,013.00	8,230.00	31,783.00
523. ABBOTT LABORATORIES	11/30/2007	12/22/2010	25,038.00	30,008.00	-4,970.00
77. ABBOTT LABORATORIES	11/30/2007	12/22/2010	3,686.00	3,686.00	
375. CISCO SYSTEMS INCORPORATED	01/17/2008	12/22/2010	7,318.00	9,358.00	-2,040.00
947. CISCO SYSTEMS INCORPORATED	12/21/1998	12/22/2010	18,480.00	22,210.00	-3,730.00
78. CISCO SYSTEMS INCORPORATED	12/21/1998	12/22/2010	1,522.00	1,522.00	
1000. COCA COLA CO COM	04/27/2007	12/22/2010	65,290.00	51,778.00	13,512.00
300. COCA COLA CO COM	08/06/2009	12/22/2010	19,587.00	14,815.00	4,772.00
128. COCA COLA CO COM	01/24/1994	12/22/2010	8,357.00	2,620.00	5,737.00
600. HEWLETT PACKARD CO COM	01/17/2008	12/22/2010	24,930.00	26,069.00	-1,139.00
2000. HEWLETT PACKARD CO COM	04/27/2007	12/22/2010	83,099.00	84,035.00	-936.00
200. HEWLETT PACKARD CO COM	06/09/2009	12/22/2010	8,310.00	7,352.00	958.00
160. INTERNATIONAL BUSINESS MACHS	12/02/1993	12/22/2010	23,351.00	2,165.00	21,186.00
328. MICROSOFT CORPORATION	01/26/2000	12/22/2010	9,261.00	16,759.00	-7,498.00
72. MICROSOFT CORPORATION	01/26/2000	12/22/2010	2,033.00	2,033.00	
500. MONSANTO CO NEW COM	05/07/2009	12/22/2010	33,313.00	42,681.00	-9,368.00
125. MONSANTO CO NEW COM	08/27/2009	12/22/2010	8,328.00	10,336.00	-2,008.00
59. MONSANTO CO NEW COM	11/30/2007	12/22/2010	3,931.00	5,844.00	-1,913.00
16. MONSANTO CO NEW COM	11/30/2007	12/22/2010	1,066.00	1,066.00	
1024. 3M CO COM	08/13/1987	12/22/2010	88,678.00	17,706.00	70,972.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 2,499,288.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
COLUMBIA ACORN FUND CLASS Z SHARES	6,061.00	
TYCO INTERNATIONAL LTD	124.00	
QWEST COMMUNICATIONS INTL INC COM	1,069.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		7,254.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		7,254.00

GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	42,279.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		42,279.00

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	70,392.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		70,392.00

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A S S E T   S U M M A R Y

AS OF 12/31/10

ACCOUNT
42-09-900-8557826

KATHARINE MATTHIES FOUNDATION

	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST INC
CASH AND CASH EQUIVALENTS					
MONEY MARKET FUNDS	358,759.15	358,759.15	2.078	0.130	
FIXED INCOME					
GOVERNMENT AND AGENCY	966,076.18	1,153,087.50	6.679	4 932	56,
CORPORATE BONDS	1,252,295.00	1,353,452.50	7.839	4 821	65,
COLLECTIVE FUNDS-FIXED	941,178 62	948,935.47	5.496	4 415	41,
MUTUAL FUNDS-FIXED	1,316,904.05	1,409,814.54	8.166	7.132	100,
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TOTAL FIXED INCOME	4,476,453.85	4,865,290.01	28.180	5.438	264,
EQUITIES					
CONSUMER DISCRETIONARY	730,527.52	853,715.37	4.945	1.322	11,
CONSUMER STAPLES	799,034.40	904,253.82	5.238	2.593	23,
ENERGY	785,625.25	1,067,550.19	6.183	1.331	14,
FINANCIALS	1,142,372.45	1,403,066.43	8.127	0.940	13,
HEALTH CARE	825,280.78	906,243.75	5.249	1.199	10,
INDUSTRIALS	725,605.57	910,404.12	5.273	1.422	12,
INFORMATION TECHNOLOGY	1,389,373.30	1,566,499.05	9.073	0.648	10,
MATERIALS	340,452.57	373,572.30	2.164	0.883	3,
TELECOMMUNICATION SERVICES	170,481.56	271,100.76	1.570	3.516	9,
UTILITIES	216,232.59	213,068.37	1.234	4.693	9,
COLLECTIVE FUNDS-EQUITY	1,563,027.04	1,626,286.61	9.420	1.417	23,
MUTUAL FUNDS-EQUITY	867,000.00	827,688.65	4.794	1.363	11,
OTHER EQUITIES	1,068,210.40	1,117,410.00	6.472	2.277	25,
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TOTAL EQUITIES	10,623,223.43	12,040,859.42	69.742	1.484	178,
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ACCOUNT TOTAL	15,458,436.43	17,264,908.58	100.000	2.570	443,

ASSET DETAIL

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KATHARINE MATTHIES FOUNDATION

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCO
	CASH AND CASH EQUIVALENTS						
	MONEY MARKET FUNDS						
105,513.410	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (INCOME INVESTMENT) CUSIP NO: 994458719	105,513 41	105,513.41	105,513.41	0.611	0.130	13
253,245.740	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT CUSIP NO: 994458719	253,245.74	253,245.74	253,245.74	1.467	0.130	32
	TOTAL MONEY MARKET FUNDS	358,759.15	358,759.15	358,759.15	2.078	0 130	46
	TOTAL CASH AND CASH EQUIVALENTS	358,759.15	358,759.15	358,759.15	2.078	0.130	46
	FIXED INCOME						
	GOVERNMENT AND AGENCY						
250,000.000	UNITED STATES TREAS NT DTD 02/15/01 5.000% DUE 02/15/11 CUSIP NO: 9128276T4	247,075.19	243,710.94	251,407.50	1.456	4 972	12,50
250,000.000	UNITED STATES TREAS NT DTD 11/15/02 4.000% DUE 11/15/12 CUSIP NO: 912828AP5	244,995.11	240,458.98	266,152.50	1.542	3.757	10,00
250,000.000	UNITED STATES TREAS BD DTD 11/15/86 7.50% DUE 11/15/16 CUSIP NO: 912810DX3	242,265.63	242,265.63	321,307 50	1.861	5.836	18,75
250,000.000	UNITED STATES TREAS BD DTD 08/16/93 6.250% DUE 08/15/23 CUSIP NO: 912810EQ7	239,640.63	239,640.63	314,220.00	1.820	4.973	15,62

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KATHARINE MATTHIES FOUNDATION

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANN INCO
	TOTAL GOVERNMENT AND AGENCY	973,976.56	966,076.18	1,153,087.50	6.679	4.932	56,87
	CORPORATE BONDS						
250,000.000	TARGET CORP NT DTD 03/11/02 5.875% DUE 03/01/12 CUSIP NO: 87612EAH9	257,307.50	257,307.50	263,255.00	1.525	5.579	14,68
250,000.000	MERCK & CO INC SR NT DTD 02/18/03 4.375% DUE 02/15/13 CUSIP NO: 589331AH0	249,180.00	249,180.00	266,820.00	1.545	4.099	10,93
250,000.000	SBC COMMUNICATIONS INC NT DTD 11/03/04 5.100% DUE 09/15/14 CUSIP NO: 78387GAP8	252,550.00	252,550.00	273,525.00	1.584	4.661	12,75
250,000.000	CREDIT SUISSE FIRST BOSTON USA INC GLOBAL SR NT DTD 08/17/05 5.125% DUE 08/15/15 CUSIP NO: 22541LBK8	252,982.50	252,982.50	273,057.50	1.582	4.692	12,81
250,000.000	WELLS FARGO & CO NEW SR UNSECD NT DTD 12/10/07 5.625% DUE 12/11/17 CUSIP NO: 949746NX5	240,275.00	240,275.00	276,795.00	1.603	5.080	14,06
	TOTAL CORPORATE BONDS	1,252,295.00	1,252,295.00	1,353,452.50	7.839	4.821	65,25
	COLLECTIVE FUNDS-FIXED						
122,501.771	GOVERNMENT CREDIT CTF ORIGINAL COST 914,219 19 CUSIP NO: 993361880	889,097 49	941,178.62	948,935.47	5.496	4.415	41,89

ASSET DETAIL

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KATHARINE MATTHIES FOUNDATION

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCO
	TOTAL COLLECTIVE FUNDS-FIXED	889,097.49	941,178.62	948,935.47	5.496	4.415	41,89
	MUTUAL FUNDS-FIXED						
88,924.617	COLUMBIA HIGH INCOME FUND CLASS Z SHARES CUSIP NO: 19765H495	659,000.00	659,000.00	714,953.92	4 141	7.114	50,86
117,177.170	COLUMBIA STRATEGIC INCOME FUND CLASS Z SHARES CUSIP NO. 19765L694	658,000.00	657,904.05	694,860.62	4 025	7.150	49,68
	TOTAL MUTUAL FUNDS-FIXED	1,317,000.00	1,316,904.05	1,409,814.54	8.166	7.132	100,54
	TOTAL FIXED INCOME	4,432,369.05	4,476,453.85	4,865,290.01	28.180	5.438	264,56
	EQUITIES						
	CONSUMER DISCRETIONARY						
700.000	ABERCROMBIE & FITCH CO CL A CUSIP NO: 002896207	40,223.11	40,223.11	40,341.00	0.234	1.215	49
594.000	AUTOLIV INC CUSIP NO: 052800109	41,655.78	41,655.78	46,890.36	0.272	2.027	95
818.000	BORG WARNER INC CUSIP NO: 099724106	44,397.64	44,397.64	59,190.48	0.343	0.663	39
2,423.000	CBS CORP NEW CL B COM CUSIP NO: 124857202	39,698.67	39,698.67	46,158.15	0.267	1.050	48
5,028.000	COMCAST CORP NEW CL A COM CUSIP NO: 20030N101	97,526.69	97,526.69	110,465.16	0.640	1.721	1,90

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KATHARINE MATTHIES FOUNDATION

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCO
1,878.000	DISH NETWORK CORP COM CL A CUSIP NO: 25470M109	36,475.05	36,475.05	36,921.48	0.214	0 000	
3,356.000	FORD MTR CO DEL COM PAR $0.01 CUSIP NO: 345370860	48,725.93	48,725.93	56,347.24	0.326	0.000	
518.000	LAS VEGAS SANDS CORP CUSIP NO: 517834107	20,267.77	20,090.63	23,802.10	0.138	0.000	
1,914.000	LIMITED BRANDS INC CUSIP NO: 532716107	55,902.12	55,710.23	58,817.22	0.341	1.952	1,14
3,350.000	LOWES COS INC CUSIP NO: 548661107	73,792.02	73,789.99	84,018.00	0.487	1.754	1,47
1,163.000	NORDSTROM INC CUSIP NO: 655664100	43,145.31	43,145.31	49,287.94	0.285	1 888	93
55.000	PRICELINE COM INC COM NEW CUSIP NO: 741503403	22,771.37	22,771.37	21,975.25	0.127	0 000	
2,400.000	STAPLES INC CUSIP NO: 855030102	54,071.04	54,071.04	54,648.00	0.317	1.581	86
1,712.000	TARGET CORP CUSIP NO: 87612E106	58,134.87	53,881.00	102,942.56	0.596	1.663	1,71
1,563.000	VIACOM INC CL B COM CUSIP NO: 92553P201	58,365 08	58,365.08	61,910.43	0.359	1.515	93
	TOTAL CONSUMER DISCRETIONARY	735,152.45	730,527.52	853,715.37	4.946	1.322	11,28

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KATHARINE MATTHIES FOUNDATION

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCO
	CONSUMER STAPLES						
1,672.000	AVON PRODS INC CUSIP NO: 054303102	57,671.12	57,671.12	48,588.32	0.281	3.028	1,47
3,400.000	CVS CAREMARK CORP CUSIP NO: 126650100	119,292 75	119,292.75	118,218.00	0.685	1.007	1,19
872.000	COCA COLA CO CUSIP NO: 191216100	38,398.49	17,852.02	57,351.44	0.332	2.676	1,53
524.000	COLGATE PALMOLIVE CO CUSIP NO: 194162103	40,322.60	40,312.00	42,113.88	0.244	2.638	1,11
1,151.000	COSTCO WHSL CORP NEW CUSIP NO: 22160K105	76,883.69	76,883.69	83,113.71	0.481	1.136	94
885.000	MEAD JOHNSON NUTRITION CO CUSIP NO: 582839106	52,279.65	52,279.65	55,091.25	0.319	1.446	79
1,902.000	PEPSICO INC CUSIP NO: 713448108	95,622.13	83,770.94	124,257.66	0.720	2.939	3,65
2,266.000	PHILIP MORRIS INTL INC CUSIP NO: 718172109	109,390.97	108,638.11	132,628.98	0.768	4.374	5,80
3,100.000	PROCTER & GAMBLE CO CUSIP NO: 742718109	201,183.80	201,183.80	199,423.00	1.155	2.995	5,97
806.000	WAL-MART STORES INC CUSIP NO: 931142103	41,150.32	41,150.32	43,467.58	0.252	2.244	97
	TOTAL CONSUMER STAPLES	832,195.52	799,034.40	904,253 82	5.237	2.593	23,44
	ENERGY						

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KATHARINE MATTHIES FOUNDATION

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCO
1,954.000	WEATHERFORD INTL LTD SWITZERLAND CUSIP NO: H27013103	33,906.22	33,794.42	44,551.20	0.258	0 000	
1,060.000	APACHE CORP CUSIP NO: 037411105	108,762.28	108,762.28	126,383.80	0.732	0.503	63
939.000	BAKER HUGHES INC CUSIP NO: 057224107	43,553.46	43,553.46	53,682.63	0.311	1.050	56
2,547.000	CHEVRON CORP CUSIP NO: 166764100	102,828.08	71,648.26	232,413.75	1.346	3.156	7,33
400.000	CONTINENTAL RES INC OKLAHOMA COM CUSIP NO: 212015101	23,489.53	23,489 53	23,540.00	0.136	0.000	
1,363.000	FOREST OIL CORP COM PAR $0.01 CUSIP NO: 346091705	42,561.68	42,561.68	51,753.11	0.300	0.000	
1,200.000	MURPHY OIL CORP CUSIP NO: 626717102	89,094.84	89,094.84	89,460.00	0.518	1.476	1,32
1,957.000	OCCIDENTAL PETE CORP DEL CUSIP NO: 674599105	155,158.84	154,746.45	191,981.70	1 112	1.549	2,97
500.000	OCEANEERING INTL INC CUSIP NO: 675232102	37,718.30	37,718.30	36,815.00	0 213	0.000	
533.000	OIL STS INTL INC CUSIP NO. 678026105	26,960.89	26,960.89	34,159.97	0.198	0.000	
1,642.000	SCHLUMBERGER LTD NETHERLANDS ANTILLES CUSIP NO: 806857108	114,150.33	111,811.68	137,107.00	0.794	1.006	1,37

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KATHARINE MATTHIES FOUNDATION

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCO
1,221.000	SOUTHWESTERN ENERGY CO CUSIP NO: 845467109	41,592.14	41,483.46	45,702.03	0.265	0.000	
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TOTAL	ENERGY	819,776.59	785,625.25	1,067,550.19	6.183	1.331	14,20
FINANCIALS							
700.000	ACE LTD SWITZERLAND CUSIP NO: H0023R105	43,410.50	43,410.50	43,575.00	0.252	2.120	92
30,649.000	CITIGROUP INC CUSIP NO: 172967101	127,421.40	127,421.40	144,969.77	0.840	0 846	1,22
2,944.000	DISCOVER FINL SVCS CUSIP NO: 254709108	51,157.22	51,157.22	54,552.32	0.316	0.432	23
479.000	FRANKLIN RES INC CUSIP NO: 354613101	55,732.39	55,732.39	53,269.59	0.309	0.899	47
727.000	GOLDMAN SACHS GROUP INC CUSIP NO: 38141G104	104,268.28	101,258.29	122,252.32	0.708	0.833	1,01
8,080.000	HUNTINGTON BANCSHARES INC CUSIP NO: 446150104	49,227.92	49,227 92	55,509.60	0.322	0.582	32
533.000	INTERCONTINENTAL EXCHANGE INC CUSIP NO: 45865V100	63,183.19	63,183.19	63,506.95	0.368	0.000	
2,847.000	J P MORGAN CHASE & CO CUSIP NO: 46625H100	72,175.02	72,175.02	120,769.74	0.700	0.471	56
1,169.000	LINCOLN NATL CORP IND CUSIP NO: 534187109	30,434.90	30,434.90	32,509.89	0.188	0.719	23
3,035.000	METLIFE INC CUSIP NO: 59156R108	122,134.89	122,134.89	134,875.40	0.781	1.665	2,24

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KATHARINE MATTHIES FOUNDATION

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCO
1,484.000	MORGAN STANLEY CUSIP NO: 617446448	36,592.33	36,592.33	40,379.64	0.234	0.735	29
1,854.000	PNC FINL SVCS GROUP INC CUSIP NO: 693475105	80,901.17	80,901.17	112,574.88	0.652	0.659	74
1,393.000	PRICE T ROWE GROUP INC CUSIP NO: 74144T108	76,814.71	76,814.71	89,904.22	0.521	1.673	1,50
1,500.000	PRUDENTIAL FINL INC CUSIP NO: 744320102	89,951.85	89,951.85	88,065.00	0.510	1 959	1,72
518.000	VISA INC CL A COM CUSIP NO: 92826C839	41,091.00	41,265.33	36,456.84	0.211	0 853	31
6,773.000	WELLS FARGO & CO NEW COM CUSIP NO: 949746101	100,711.34	100,711.34	209,895.27	1.216	0.645	1,35
	TOTAL FINANCIALS	1,145,208.11	1,142,372.45	1,403,066.43	8.128	0.940	13,18
HEALTH CARE							
2,102.000	ABBOTT LABS CUSIP NO: 002824100	97,681.81	91,869.61	100,706.82	0.583	3.674	3,69
1,269.000	ALLERGAN INC CUSIP NO: 018490102	90,594.65	90,594.65	87,142.23	0.505	0.291	25
1,199.000	AMGEN INC CUSIP NO: 031162100	69,030.80	69,025.70	65,825.10	0.381	0.000	
1,648.000	CIGNA CORP CUSIP NO: 125509109	59,906.00	59,906.00	60,415.68	0.350	0.109	6
2,345.000	CARDINAL HEALTH INC CUSIP NO: 14149Y108	77,182.30	77,182.30	89,836.95	0.520	2.036	1,82

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KATHARINE MATTHIES FOUNDATION

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCO
1,542.000	CELGENE CORP CUSIP NO: 151020104	90,802.25	90,802.25	91,193.88	0.528	0.000	
606.000	DENDREON CORP CUSIP NO: 24823Q107	22,439.12	22,439.12	21,161.52	0.123	0.000	
848.000	EXPRESS SCRIPTS INC CUSIP NO: 302182100	41,431.55	41,431.55	45,834.40	0.265	0.000	
1,787.000	GILEAD SCIENCES INC CUSIP NO: 375558103	69,436.24	69,436.24	64,760.88	0.375	0.000	
1,000.000	INCYTE CORP CUSIP NO: 45337C102	17,170.00	17,170.00	16,560.00	0.096	0.000	
915.000	MEDCO HLTH SOLUTIONS INC CUSIP NO: 58405U102	46,971.96	46,971.96	56,062.05	0.325	0.000	
3,302.000	MERCK & CO INC NEW COM CUSIP NO· 58933Y105	77,488.36	66,972.14	119,004.08	0.689	4.218	5,01
751.000	THERMO FISHER SCIENTIFIC CORP CUSIP NO: 883556102	37,328.85	37,328.85	41,575.36	0.241	0.000	
860.000	ZIMMER HLDGS INC CUSIP NO: 98956P102	44,150.41	44,150.41	46,164.80	0.267	0.000	
	TOTAL HEALTH CARE	841,614.30	825,280.78	906,243.75	5.248	1.199	10,86
INDUSTRIALS							
1,363.000	INGERSOLL-RAND CO LTD IRELAND CUSIP NO: G47791101	53,494.87	53,494.87	64,183.67	0.372	0.595	38

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KATHARINE MATTHIES FOUNDATION

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCO
900.000	FOSTER WHEELER AG SWITZERLAND CUSIP NO: H27178104	31,213.89	31,213.89	31,068.00	0.180	0.000	
1,000.000	CHICAGO BRDG & IRON CO N V N Y REGISTRY SH COM NETHERLANDS CUSIP NO: 167250109	33,104.89	33,104.89	32,900.00	0.191	0.486	16
403.000	CUMMINS INC CUSIP NO: 231021106	37,782 69	37,777.14	44,334.03	0.257	0.954	42
1,154.000	DOVER CORP CUSIP NO: 260003108	65,816.06	65,816.06	67,451.30	0.391	1.882	1,26
430.000	FLOWSERVE CORP CUSIP NO: 34354P105	48,112.28	48,112.28	51,264.60	0.297	0.973	49
703.000	GOODRICH CORP CUSIP NO: 382388106	56,647.49	56,647.49	61,913.21	0.359	1.317	81
1,100.000	HUNT J B TRANS SVCS INC CUSIP NO: 445658107	45,274.46	45,274.46	44,891.00	0.260	1.176	52
1,303.000	OWENS CORNING INC NEW COM CUSIP NO: 690742101	37,043.84	37,043.84	40,588.45	0.235	0.000	
800.000	PARKER HANNIFIN CORP CUSIP NO: 701094104	68,532.88	68,532 88	69,040.00	0.400	1.344	92
636.000	TRANSDIGM GROUP INC CUSIP NO: 893641100	41,373.84	41,373.84	45,798.36	0.265	0 000	
942.000	UNION PAC CORP CUSIP NO: 907818108	34,851.82	34,717.87	87,285.72	0.506	1.640	1,43

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KATHARINE MATTHIES FOUNDATION

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANN INCO
2,181.000	UNITED PARCEL SVC INC CL B CUSIP NO: 911312106	151,212.35	151,212.35	158,296.98	0 917	2.590	4,10
1,415.000	UNITED TECHNOLOGIES CORP CUSIP NO: 913017109	21,283.71	21,283.71	111,388.80	0.645	2.160	2,40
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TOTAL	INDUSTRIALS	725,745.07	725,605.57	910,404.12	5.275	1 422	12,94
INFORMATION	TECHNOLOGY						
1,400.000	ACCENTURE PLC CL A COM IRELAND CUSIP NO: G1151C101	68,419.83	68,419.83	67,886.00	0.393	1.856	1,26
1,030.000	TYCO ELECTRONICS LTD SWITZERLAND CUSIP NO: H8912P106	32,470.75	32,470.75	36,462.00	0.211	1.808	65
900.000	AVAGO TECHNOLOGIES LTD SINGAPORE CUSIP NO: Y0486S104	25,211.70	25,211.70	25,571.25	0.148	0 246	6
9,275.000	ADVANCED MICRO DEVICES INC CUSIP NO: 007903107	65,334.31	65,334.31	75,869.50	0.439	0.000	
1,169.000	AKAMAI TECHNOLOGIES INC CUSIP NO: 00971T101	55,426.67	55,426.67	55,001.45	0.319	0.000	
860.000	APPLE INC CUSIP NO: 037833100	265,253.23	265,253.23	277,401.60	1.607	0.000	
1,702.000	AUTODESK INC CUSIP NO: 052769106	59,072.60	59,072.60	65,016.40	0.377	0.000	

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KATHARINE MATTHIES FOUNDATION

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCO
982.000	BROADCOM CORP CL A CUSIP NO: 111320107	42,974.57	42,974.57	42,766.10	0.248	0.735	31
2,053.000	CISCO SYS INC CUSIP NO: 17275R102	48,061.88	43,793.20	41,532.19	0.241	0 000	
3,205.000	CORNING INC CUSIP NO: 219350105	59,541.76	59,541.76	61,920.60	0.359	1.035	64
4,580.000	EMC CORP CUSIP NO: 268648102	98,821.90	98,821.90	104,882.00	0.607	0.000	
303.000	GOOGLE INC CL A COM CUSIP NO: 38259P508	185,648.74	185,648.74	179,972.91	1.042	0.000	
2,300.000	INTEL CORP CUSIP NO: 458140100	48,070.00	48,070.00	48,369.00	0.280	2.996	1,44
1,115.000	INTERNATIONAL BUSINESS MACHS CUSIP NO: 459200101	35,308 40	15,085.95	163,637.40	0 948	1.772	2,89
700.000	INTUIT CUSIP NO: 461202103	34,760.88	34,760.88	34,510.00	0.200	0.000	
2,672.000	MICROSOFT CORP CUSIP NO: 594918104	105,617.93	85,790.89	74,575.52	0.432	2.293	1,71
869.000	NINTENDO LTD ADR JAPAN CUSIP NO: 654445303	28,726 94	28,718.19	31,915.76	0.185	2.750	87
1,400.000	ORACLE CORP CUSIP NO: 68389X105	44,400.57	44,400.57	43,820.00	0.254	0.639	28

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KATHARINE MATTHIES FOUNDATION

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCO
800.000	SANDISK CORP CUSIP NO: 80004C101	40,817.84	40,817.84	39,888.00	0.231	0.000	
1,363.000	TERADATA CORP DELAWARE COM CUSIP NO: 88076W103	52,479.26	52,479.26	56,101.08	0.325	0.000	
1,999.000	TIBCO SOFTWARE INC CUSIP NO: 88632Q103	37,280.46	37,280.46	39,400.29	0.228	0.000	
TOTAL	INFORMATION TECHNOLOGY	1,433,700.22	1,389,373.30	1,566,499.05	9.074	0.648	10,15
MATERIALS							
1,063.000	LYONDELLBASELL INDUSTRIES NV CL A COM NETHERLANDS CUSIP NO: N53745100	31,853.91	31,853.91	36,567.20	0.212	0.000	
336.000	CF INDS HLDGS INC CUSIP NO: 125269100	40,328.64	40,328.64	45,410.40	0.263	0.296	13
909.000	CELANESE CORP DEL SER A COM CUSIP NO: 150870103	30,600.02	30,600.02	37,423.53	0.217	0.486	18
1,100.000	CROWN HLDGS INC CUSIP NO: 228368106	37,248.20	37,248.20	36,718.00	0.213	0.000	
509.000	FREEPORT-MCMORAN COPPER & GOLD INC COM CUSIP NO: 35671D857	47,782.40	47,782.40	61,125.81	0.354	1.665	1,01
391.000	MONSANTO CO NEW COM CUSIP NO: 61166W101	34,607.61	32,335.78	27,229.24	0.158	1.608	43

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UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCO
1,511.000	PACKAGING CORP AMER CUSIP NO: 695156109	36,389.82	36,325.04	39,044.24	0.226	2.322	90
500.000	PEABODY ENERGY CORP CUSIP NO: 704549104	31,703.15	31,703.15	31,990.00	0.185	0.531	17
176.000	POTASH CORP SASK INC CANADA CUSIP NO: 73755L107	24,614.09	24,614.09	27,250.08	0.158	0.258	7
430.000	RIO TINTO PLC SPONSORED ADR UNITED KINGDOM CUSIP NO: 767204100	27,661.34	27,661.34	30,813.80	0.178	1.234	38
	TOTAL MATERIALS	342,789.18	340,452.57	373,572.30	2.164	0.883	3,29
TELECOMMUNICATION SERVICES							
291.000	MILLICOM INTL CELLULAR S A LUXEMBOURG CUSIP NO: L6388F110	27,458.28	27,458.28	27,819.60	0.161	2.762	76
5,095.000	AT&T INC CUSIP NO: 00206R102	83,166.51	55,186.60	149,691.10	0.867	5 854	8,76
1,194.000	AMERICAN TOWER CORP CL A CUSIP NO: 029912201	60,500.69	60,500.69	61,658.16	0.357	0.000	
715.000	NII HLDGS INC COM NEW CUSIP NO: 62913F201	27,335.99	27,335.99	31,931.90	0.185	0.000	
	TOTAL TELECOMMUNICATION SERVICES	198,461.47	170,481.56	271,100.76	1.570	3.516	9,53

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KATHARINE MATTHIES FOUNDATION

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANN INCO
	UTILITIES						
1,545.000	AMERICAN ELEC PWR INC CUSIP NO: 025537101	56,708.76	56,708.76	55,589.10	0.322	5 114	2,84
909.000	DPL INC CUSIP NO: 233293109	24,230.38	24,230.38	23,370.39	0.135	4 706	1,09
600.000	ENTERGY CORP NEW CUSIP NO: 29364G103	42,988.01	42,988.01	42,498.00	0.246	4.687	1,99
1,115.000	PG&E CORP CUSIP NO: 69331C108	53,068.98	53,068.98	53,341.60	0.309	3.804	2,02
1,454.000	PPL CORP CUSIP NO: 69351T106	39,236.46	39,236.46	38,269.28	0.222	5.319	2,03
	TOTAL UTILITIES	216,232.59	216,232.59	213,068.37	1.234	4.693	9,99
	COLLECTIVE FUNDS-EQUITY						
52,913.354	SMALL CAP CTF ORIGINAL COST 170,399.15 CUSIP NO: 1261291Q8	111,639.72	933,830.95	989,701.96	5.732	0.888	8,78
14,316.184	INTERNATIONAL EQUITY CTF ORIGINAL COST 306,014.31 CUSIP NO: 1261292H7	309,246.80	306,475.47	294,064.44	1.703	2 420	7,11
19,040.854	MID CAP VALUE CTF ORIGINAL COST 286,999.98 CUSIP NO: 302993993	286,999.98	322,720.62	342,520.21	1.984	2.085	7,14
	TOTAL COLLECTIVE FUNDS-EQUITY	707,886.50	1,563,027.04	1,626,286.61	9.419	1.417	23,03
	MUTUAL FUNDS-EQUITY						

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KATHARINE MATTHIES FOUNDATION

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANN INCON
7,237.743	COLUMBIA ACORN FUND CLASS Z SHARES CUSIP NO. 197199409	175,000.00	175,000.00	218,507.46	1.266	0.146	31
7,506.054	COLUMBIA ACORN INTERNATIONAL FUND CLASS Z SHARES CUSIP NO: 197199813	304,000.00	304,000.00	307,147.73	1.779	2.251	6,91
7,953.471	COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES CUSIP NO: 19765H586	188,000.00	188,000.00	112,303.01	0.650	3.031	3,40
13,788.550	COLUMBIA SMALL CAP VALUE FUND II CLASS Z SHARES CUSIP NO: 19765J764	200,000.00	200,000.00	189,730.45	1.099	0.342	64
	TOTAL MUTUAL FUNDS-EQUITY	867,000.00	867,000.00	827,688.65	4.794	1.363	11,28
OTHER EQUITIES							
6,000.000	ISHARES MSCI EMERGING MKTS INDEX FUND CUSIP NO: 464287234	252,004.80	252,004.80	285,852.00	1.656	1.356	3,87
8,400.000	ISHARES MSCI EAFE INDEX FUND CUSIP NO: 464287465	523,857.10	523,857.10	489,048.00	2.833	2.400	11,73
1,000.000	ISHARES S&P MIDCAP 400 INDEX FUND CUSIP NO· 464287507	65,360.00	65,360.00	90,690.00	0.525	1.055	95
4,500.000	ISHARES TR DOW JONES U S REAL ESTATE CUSIP NO: 464287739	226,988.50	226,988 50	251,820.00	1.459	3.526	8,87

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KATHARINE MATTHIES FOUNDATION

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCO
	TOTAL OTHER EQUITIES	1,068,210.40	1,068,210.40	1,117,410.00	6.473	2.277	25,44
	TOTAL EQUITIES	9,933,972.40	10,623,223.43	12,040,859.42	69.745	1.484	178,69
	TOTAL FOR ACCOUNT	14,725,100.60	15,458,436.43	17,264,908.58	100.000	2.570	443,72