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

2010

Department of the Treasury
Internal Revenue Service

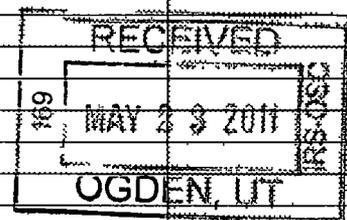
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

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

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 THE VIOLA FUND C/O ALAN S. HONIG, CPA		A Employer identification number 13-3398045
Number and street (or P O box number if mail is not delivered to street address) 1501 BROADWAY	Room/suite 1313	B Telephone number (212) 682-4142
City or town, state, and ZIP code NEW YORK, NY 10036		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,990,351.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,448.	3,448.		STATEMENT 1
	4 Dividends and interest from securities	256,093.	256,093.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	263,907.			
	b Gross sales price for all assets on line 6a	1,202,276.			
	7 Capital gain net income (from Part IV, line 2)		263,907.		
	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)					
11 Other income					
12 Total. Add lines 1 through 11	523,448.	523,448.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	36,000.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes	4,660.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	18,474.	0.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	59,134.	0.		0.
	25 Contributions, gifts, grants paid	539,583.			539,583.
26 Total expenses and disbursements. Add lines 24 and 25	598,717.	0.		539,583.	
27 Subtract line 26 from line 12	<75,269.>				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		523,448.			
c Adjusted net income (if negative, enter -0-)			N/A		



SCANNED MAY 25 2011

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,023,733.	681,551.	681,551.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 6	5,554,289.	5,824,241.	7,296,021.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ PREPAID TAXES)	15,818.	12,779.	12,779.	
16 Total assets (to be completed by all filers)	6,593,840.	6,518,571.	7,990,351.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	6,593,840.	6,518,571.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	6,593,840.	6,518,571.		
31 Total liabilities and net assets/fund balances	6,593,840.	6,518,571.		

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	6,593,840.
2 Enter amount from Part I, line 27a	2	<75,269.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,518,571.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,518,571.

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			
b	SEE ATTACHED STATEMENT		
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	1,202,276.	1,049,674.	263,907.

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) FMV 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			263,907.

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	263,907.
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) If (loss), enter -0- in Part I, line 8		3	N/A

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 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	518,351.	6,086,959.	.085158
2008	763,799.	10,998,619.	.069445
2007	659,161.	12,929,179.	.050982
2006	352,927.	13,047,702.	.027049
2005	769,313.	11,153,744.	.068974

2 Total of line 1, column (d)	2	.301608
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	.060322
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	7,017,853.
5 Multiply line 4 by line 3	5	423,331.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,234.
7 Add lines 5 and 6	7	428,565.
8 Enter qualifying distributions from Part XII, line 4	8	539,583.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	5,234.
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	0.
3 Add lines 1 and 2		3	5,234.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	5,234.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	12,779.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	12,779.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,545.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ NONE	X		
14	The books are in care of ▶ ALAN S. HONIG, CPA Telephone no ▶ (212) 764-1234 Located at ▶ 1501 BROADWAY SUITE 1313, NEW YORK, NY ZIP+4 ▶ 10036			
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	N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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 ▶		16	Yes No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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? Yes No
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? Yes No

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.

(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
ABBY LEIGH 49 EAST 68TH STREET NEW YORK, NY 10021	TRUSTEE, AS REQUIRED 0.00	0.	0.	0.
MITCH LEIGH 49 EAST 68TH STREET NEW YORK, NY 10021	TRUSTEE, AS REQUIRED 0.00	0.	0.	0.
REBECCA LEIGH 49 EAST 68TH STREET NEW YORK, NY 10021	TRUSTEE, AS REQUIRED 0.00	0.	0.	0.
DAVID LEIGH 49 EAST 68TH STREET NEW YORK, NY 10021	TRUSTEE, AS REQUIRED 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	6,374,137.
b	Average of monthly cash balances	1b	750,587.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,124,724.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,124,724.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	106,871.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,017,853.
6	Minimum investment return. Enter 5% of line 5	6	350,893.

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

1	Minimum investment return from Part X, line 6	1	350,893.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	5,234.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,234.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	345,659.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	345,659.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	345,659.

Part XII Qualifying Distributions (see 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	539,583.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	539,583.
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	5	5,234.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	534,349.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				345,659.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	107,088.			
b From 2006				
c From 2007	28,564.			
d From 2008	221,578.			
e From 2009	220,081.			
f Total of lines 3a through e	577,311.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$	539,583.			
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				345,659.
e Remaining amount distributed out of corpus	193,924.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	771,235.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	107,088.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	664,147.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007	28,564.			
c Excess from 2008	221,578.			
d Excess from 2009	220,081.			
e Excess from 2010	193,924.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

SEE STATEMENT 7

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

NONE

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 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

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

c Any submission deadlines

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

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
<p><i>a Paid during the year</i> SEE STATEMENT OF CHARITABLE CONTRIBUTIONS ATTACHED - VARIOUS</p>	NONE	QUALIFYING PUBLIC CHARITY	UNRESTRICTED USE FOR CHARITIES APPROVED PURPOSES	539,583.
Total				▶ 3a 539,583.
<p><i>b Approved for future payment</i> NONE</p>				
Total				▶ 3b 0.

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.)
a MERRILL LYNCH SCHEDULE ATTACHED		VARIOUS	VARIOUS
b MERRILL LYNCH SCHEDULE ATTACHED		VARIOUS	VARIOUS
c MERRILL LYNCH SCHEDULE ATTACHED		VARIOUS	VARIOUS
d MERRILL LYNCH SCHEDULE ATTACHED		VARIOUS	VARIOUS
e NEUBERGER BERMAN SCHEDULE ATTACHED		VARIOUS	VARIOUS
f NEUBERGER BERMAN SCHEDULE ATTACHED		VARIOUS	VARIOUS
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 323,913.		289,792.	34,121.
b 86,599.		98,582.	<11,983.>
c 189,685.		226,264.	<36,579.>
d 602,079.		435,036.	167,043.
e 395,902.		309,142.	86,760.
f 125,975.		101,430.	24,545.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			34,121.
b			<11,983.>
c			<36,579.>
d			167,043.
e			86,760.
f			24,545.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	263,907.
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

<u>SOURCE</u>	<u>AMOUNT</u>
MERRILL LYNCH	3,381.
NUEBERGER BERMAN	67.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	<u>3,448.</u>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

<u>SOURCE</u>	<u>GROSS AMOUNT</u>	<u>CAPITAL GAINS DIVIDENDS</u>	<u>COLUMN (A) AMOUNT</u>
MERRILL LYNCH	221,894.	0.	221,894.
NEUBERGER BERMAN, STRAUSS GROUP	34,199.	0.	34,199.
TOTAL TO FM 990-PF, PART I, LN 4	256,093.	0.	256,093.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & TAX PREPARATION	36,000.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	36,000.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX ON DIVIDENDS	1,621.	0.		0.
FEDERAL TAX	3,039.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,660.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES, NUEBERGER BERMAN	18,474.	0.		0.
TO FORM 990-PF, PG 1, LN 23	18,474.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	5,824,241.	7,296,021.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,824,241.	7,296,021.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 7

NAME OF MANAGER

ABBY LEIGH
MITCH LEIGH

ABBY LEIGH TTEE

2010 TAX REPORTING STATEMENT

Your Tax Reporting Statement information that follows is a personal summary of your account activity and is not reported to the IRS

The Capital Gain and Loss Transaction section is provided to facilitate your review and the preparation of your tax return. In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that an election was in effect to amortize the premium paid on the purchase of taxable bonds. The gain (loss) information may not include return of capital, sales load deferral or wash sales adjustments. RICs (which may include mutual funds and unit investment trusts) may reclassify principal distributions as capital gains. The Cost Basis for these securities may not have been adjusted on your statement to reflect such reclassifications. Please refer to information provided by the RIC and discuss with your tax advisor. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount (OID) obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

Data from Forms 1099 (reportable Dividend and Interest) is also repeated in this summary for your convenience. Additionally, we have included items such as margin interest and select account fees if applicable. Please discuss the deductibility of these items with your tax advisor. For select clients, we have also included a summary of Visa charges and checking activity.

Merrill Lynch is neither a tax return preparer nor tax advisor. Please see your tax advisor for more information.

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Year-to-Date Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
SHORT TERM CAPITAL GAINS							
CALL EXEL AUG 00007.50	25.0000	08/23/10	05/12/10(S)		1,173.38	0.00	1,173.38
CALL UQF FEB 00007 00	25.0000	02/22/10	01/06/10(S)		1,054.00	0.00	1,054.00
CALL KIM NOV 00017.50	25.0000	11/22/10	09/20/10(S)		1,173.38	0.00	1,173.38
CALL WMT APR 00055.00	15.0000	04/19/10	02/22/10(S)		694.64	0.00	694.64
AT& T INC	1000.0000	11/23/09	10/07/10		28,134.17	26,542.04	1,592.13
	1000.0000	12/03/10	12/13/10		28,837.48	28,372.85	464.63
		Security Subtotal			56,971.65	54,914.89	2,056.76
AMER EXPRESS COMPANY	1000.0000	10/11/10	12/27/10		43,056.92	38,192.85	4,864.07
BLOCK H&R INC	2500.0000	11/10/10	11/12/10		32,771.09	30,523.68	2,247.41
	2500.0000	11/10/10	12/09/10		32,397.02	30,523.67	1,873.35
	2500.0000	11/16/10	12/09/10		32,397.03	30,830.10	1,566.93
		Security Subtotal			97,565.14	91,877.45	5,687.69
DEL MONTE FOODS CO	200.0000	10/11/10	11/19/10		3,431.64	2,740.85	690.79
	1800.0000	10/11/10	11/19/10		30,884.83	24,624.00	6,260.83
		Security Subtotal			34,316.47	27,364.85	6,951.62
FRONTIER COMMUNICATIONS	240.0000	07/01/10	07/23/10		1,726.26	1,721.64	4.62
HUNTSMAN CORP	3000.0000	09/10/09	07/27/10		31,325.22	25,085.35	6,239.87

ABBY LEIGH TTEE

2010 TAX REPORTING STATEMENT
2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
INTEL CORP	1500 0000	10/18/10	10/26/10			29,821 64	28,876 60	945 04
TIFFANY & CO NEW	500 0000	11/27/09	11/22/10			25,034 40 (P)	21,758 30	3,276 10
Short Term Capital Gains Subtotal						323,913.10	289,791.93	34,121.17
SHORT TERM CAPITAL LOSSES								
CALL HUN FEB 0009	30 0000	01/06/10	11/13/09(S)			2,276 09	9,794 85	(7,518.76)
EXELIXIS INC COM	5000 0000	02/03/10	11/18/10			29,899.14	33,905 35	(4,006.21)
WAL-MART STORES INC	1000.0000	11/24/09	11/16/10			54,423 73	54,881 57	(457.84)
Short Term Capital Losses Subtotal						86,598.96	98,581.77	(11,982.81)
NET SHORT TERM CAPITAL GAIN (LOSS)								
LONG TERM CAPITAL GAINS								
AT& T INC	1500 0000	11/23/09	12/13/10			43,256.20	39,813.06	3,443 14
BROWN FORMAN CORP CL A	200 0000	05/14/09	11/17/10			12,380 44	4,768 24	7 612 20
	500 0000	05/14/09	11/17/10			30,964 48	11,920 61	19,043 87
	125 0000	05/14/09	11/17/10			7,734.87	2,980 15	4,754 72
	175.0000	09/10/09	11/17/10			10,828 82	8,757 02	2,071 80
Security Subtotal						61,908.61	28,426.02	33,482.59
COMCAST CRP NEW CL A SPL	2000 0000	05/14/09	12/28/10			41,153.95	40,970 59	183.36
CAMPBELL SOUP CO	500.0000	05/29/09	10/13/10			18,211.44	13,832 43	4,379 01
PROSHARES ULTRA REAL	2500 0000	01/12/09	02/22/10			16,594 44	12,477 68	4,116 76
KIMCO REALTY CORP MD COM	5000 0000	12/11/98	12/02/10			84,794 71	63,850.00	20,944 71
	2500 0000	12/11/98	12/02/10			42,449 53	31,925 00	10,524.53
	2500 0000	12/11/98	12/02/10			42,499 28	31,925 01	10,574 27
	2500 0000	12/11/98	12/02/10			42,774 28	31,925 00	10,849 28
	2500.0000	12/11/98	12/02/10			43,074 27	31,925 00	11,149 27
Security Subtotal						255,592.07	191,550.01	64,042.06
VESTLE S A REP RG SH ADR	500.0000	05/14/09	10/11/10			27,019 19	12,215 00	14,804.19
SCRIPPS NETWORKS	100 0000	05/14/09	10/11/10			4,717 40	2,650.63	2,066 77
	200 0000	05/14/09	10/11/10			9,446.51	5,301 25	4,145 26
	300.0000	05/14/09	12/28/10			15,619.87	7,951 87	7,668 00
Security Subtotal						29,783.78	15,903.75	13,880.03





ABBY LEIGH TTEE

Account No.
850-22C19

Taxpayer No.
XXX-XX-8164

THE VIOLA FUND

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2010 TAX REPORTING STATEMENT
2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
TIFFANY & CO NEW	1000.0000	11/27/09	12/29/10			63,833.57	43,516.60	20,316.97
PERNOD RICARD	122.0000	05/14/09	10/11/10			10,521.87	8,075.49	2,446.38
WASTE MANAGEMENT INC NEW	1000.0000	06/01/09	08/05/10			34,204.37	28,255.35	5,949.02
Long Term Capital Gains Subtotal						602,079.49	435,035.98	167,043.51
LONG TERM CAPITAL LOSSES								
COMCAST CRP NEW CL A SPL	500.0000	05/14/09	10/11/10			8,420.66	10,242.65	(1,821.99)
CEDAR SHOPPING CENTERS	211.0000	01/11/07	08/19/10			5,284.33	5,635.81	(351.48)
	489.0000	01/11/07	08/19/10			12,219.90	13,061.19	(841.29)
	11.0000	01/16/07	08/19/10			274.89	293.81	(18.92)
	289.0000	01/16/07	08/19/10			7,210.42	7,719.19	(508.77)
	211.0000	04/25/07	08/19/10			5,264.37	5,574.62	(310.25)
	789.0000	04/25/07	08/19/10			19,716.78	20,845.38	(1,128.60)
Security Subtotal						49,970.69	53,130.00	(3,159.31)
WESTERN ASSET HIGH	400.0000	01/04/07	10/13/10			3,950.58	4,424.00	(473.42)
	94.0000	01/04/07	10/13/10			929.65	1,039.64	(109.99)
	6.0000	01/26/07	10/13/10			59.34	67.50	(8.16)
Security Subtotal						4,939.57	5,531.14	(591.57)
PFIZER INC	2000.0000	01/22/07	02/03/10			37,397.05	53,440.00	(16,042.95)
	2000.0000	07/18/07	02/03/10			37,397.05	50,260.00	(12,862.95)
Security Subtotal						74,794.10	103,700.00	(28,905.90)
WELLS FARGO & CO NEW DEL	100.0000	05/14/09	10/11/10			2,549.61	2,683.00	(133.39)
	400.0000	05/14/09	10/11/10			10,221.51	10,732.00	(510.49)
	500.0000	05/14/09	10/11/10			12,749.78	13,415.00	(665.22)
	900.0000	05/14/09	10/13/10			23,434.75	24,147.00	(712.25)
	100.0000	05/14/09	10/13/10			2,604.71	2,683.00	(78.29)
Security Subtotal						51,560.36	53,660.00	(2,099.64)
Long Term Capital Losses Subtotal						189,685.38	226,263.79	(36,578.41)
NET LONG TERM CAPITAL GAIN (LOSS)								130,465.10
OTHER TRANSACTIONS								
FRONTIER COMMUNICATIONS	1000.0000	07/16/10	07/16/10			0.28	N/A	N/A

ABBY LEIGH TTEE

2010 TAX REPORTING STATEMENT
2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
COHEN AND STEERS QUALITY		02/01/10	02/01/10			2.34	N/A	N/A
Other Transactions Subtotal								
						2.62		
TOTAL CAPITAL GAINS AND LOSSES						1,202,279.55	1,049,673.47	152,603.46
TOTAL REPORTABLE GROSS PROCEEDS						1,194,933.43		
DIFFERENCE (options)						7,346.12 **		

Note: Capital gains and losses in this statement are not reported to the Internal Revenue Service

** Difference reflects items that are included in the reportable gross proceeds section of your statement but are not included in the gain/loss section (e.g., liquidation of fractional shares and the proceeds from certain tender offers). It also reflects items that are included in the gain/loss section of your statement but not in the reportable gross proceeds section (e.g., option premium received)

* This transaction denotes the gain or loss on the sale of an option. While option sales are not subject to 1099-B reporting, the gain or loss information is relevant for tax return preparation.

(S) Short Sale

(P) Indicates that an option premium has been included in the calculation.

N/A Results which cannot be calculated because of insufficient data in the Capital Gain (or Loss) Column and are not included in the Realized Capital Gain and Loss summary.



THE VIOLA FUND
STATEMENT OF CHARITABLE CONTRIBUTIONS
FOR THE YEAR ENDED DECEMBER 31, 2010

Environmental Defense Fund	\$ 263,833
The Metropolitan Opera	66,000
Melanoma Research Alliance	43,550
Union of Concerned Scientists	25,000
Hammer Museum	15,000
Brooklyn Academy of Music	10,000
Aperture Foundation	10,000
NY Weill Cornell Medical	10,000
Brooklyn Rail	10,000
Sculpture Center	10,000
Human Rights Watch	10,000
United Hospital Fund	7,500
Yale University (Keith Wilson)	7,500
Center for Biological Diversity	6,000
Natural Resource Defense Council	5,000
National Academy	5,000
Dieu Donne Papermill	4,935
New York University	4,500
National Foundation for Facial Reconstruction	2,500
Women in Need	2,000
American Friends of Israel Museum	2,000
American Academy in Berlin	2,000
The York Theatre Company	2,000
National Parks of NY Harbor	2,000
NY Service for the Handicapped	2,000
NYU Langone Medical Center	2,000
Oxfam America	1,500
Israel Self Defense Fund	1,000
Dorot Inc.	1,000
National Institute Reproductive Health	1,000
Earth Justice	1,000
All other	3,765
	<hr/>
Total	\$ <u>539,583</u>

See accountant's compilation report

Capital Gains

C/O ALAN HONIG CPA THE VIOLA FUND
 1501 BROADWAY - STE 1313
 NEW YORK NY 10036-5505

Capital Gains Summary From 01/01/2010 to 12/31/2010

Description	Totals
Short Term Gain/Loss	24,545.00
Long Term Gain/Loss	86,760.07
Total Short Sale Gain/Loss	0.00
Discount Income	0.00
Total Capital Gains/Losses	111,305.07
Adjusted Basis	414,018.87
Proceeds	525,504.74
Total Curr Gain/Loss	0.00

EQUITIES

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
08/15/2009	03/08/2010	800.00	0.00	KR	KROGER CO	20.327	22.807	16,281.72	18,325.60	ST	2,063.88	0.00	16,281.72	0.00	0.00
04/13/2009	03/08/2010	1,200.00	0.00	KR	KROGER CO	20.477	22.807	24,572.04	27,488.41	ST	2,916.37	0.00	24,572.04	0.00	0.00
10/20/2009	07/15/2010	1,100.00	0.00	CMCSK	COMCAST CORPORATION	14.701	18.080	16,352.37	19,887.34	ST	3,535.00	0.00	16,171.54	0.00	0.00
09/18/2009	08/04/2010	2,600.00	0.00	NMM	N NEW SPL CLASS A	11.952	18.448	31,075.67	47,984.50	ST	16,888.83	0.00	31,075.67	0.00	0.00
12/17/2009	11/01/2010	750.00	0.00	SYMC	SYMANTEC CORP	17.558	16.413	13,168.87	12,309.79	ST	-859.08	0.00	13,168.87	0.00	0.00
ST - TERM TOTAL		6,450.00						101,430.64	125,975.64	ST	14,515.00	0.00	101,249.84	0.00	0.00
01/29/2007	01/08/2010	550.00	0.00	G7945E105	***SEADRILL LTD	16.408	26.199	9,024.87	14,409.53	LT	0.00	5,384.86	9,024.87	0.00	0.00

09/12/2006	03/09/2010	1,275.00	0.00	Y001659	XTO ENERGY INC	33.507	47.113	42,721.99	60,067.80	LT	0.00	17,345.81	42,721.99	0.00	0.00
06/24/2002	04/13/2010	400.00	0.00	NWSA	NEWS CORPORATIO N CLASS A	10.419	15.504	4,167.68	8,201.36	LT	0.00	2,033.68	4,167.68	0.00	0.00
06/24/2002	06/02/2010	1,250.00	0.00	MCCC	MEDIACOM COMM. CORP CLA	8.800	6.352	11,103.28	7,940.06	LT	0.00	-3,163.22	11,103.28	0.00	0.00
07/23/2003	06/09/2010	700.00	0.00	APC	ANADARKO PETROLEUM CORP	22.212	37.194	15,650.04	26,035.06	LT	0.00	10,385.02	15,650.04	0.00	0.00
01/30/2009	07/22/2010	500.00	0.00	ABB	***ABB LTD SPONSORED ADR	13.139	19.599	6,569.66	9,799.42	LT	0.00	3,229.76	6,569.66	0.00	0.00
04/02/2008	07/27/2010	400.00	0.00	L	LOEWS CORP	42.081	37.220	16,932.53	14,887.86	LT	0.00	-1,944.67	16,932.53	0.00	0.00
07/28/2008	07/27/2010	400.00	0.00	L	LOEWS CORP	42.297	37.220	16,918.67	14,887.87	LT	0.00	-2,030.80	16,918.67	0.00	0.00
06/24/2002	06/05/2010	900.00	0.00	NWSA	NEWS CORPORATIO N CLASS A	10.419	14.466	9,377.28	13,037.53	LT	0.00	3,660.25	9,377.28	0.00	0.00
01/14/2009	09/24/2010	400.00	0.00	ORCL	ORACLE CORP	16.334	27.361	6,533.76	10,944.25	LT	0.00	4,410.49	6,533.76	0.00	0.00
01/29/2007	09/30/2010	150.00	0.00	G7945E105	***SEADRILL LTD	16.408	28.665	2,461.27	4,299.70	LT	0.00	1,838.43	2,461.27	0.00	0.00
01/30/2009	10/11/2010	146.00	0.00	HAWK	SEAHAWK DRILLING INC	16.008	9.316	2,337.15	1,360.08	LT	0.00	-977.07	2,337.15	0.00	0.00
10/20/2009	11/04/2010	350.00	0.00	CMCSK	COMCAST CORPORATIO N NEW SPL CLASS A	14.701	19.853	5,145.49	6,948.43	LT	0.00	1,802.94	5,145.49	0.00	0.00
03/02/2009	11/11/2010	350.00	0.00	VIAB	VIACOM INC NEW CLASS B	14.656	39.080	5,129.87	13,677.80	LT	0.00	8,548.13	5,129.87	0.00	0.00
09/09/2002	12/14/2010	1,700.00	0.00	MCCC	MEDIACOM COMM. CORP CLA	6.074	8.500	10,486.75	14,450.09	LT	0.00	3,963.34	10,486.75	0.00	0.00
06/24/2002	12/14/2010	4,450.00	0.00	MCCC	MEDIACOM COMM. CORP CLA	8.800	8.500	39,527.86	37,825.25	LT	0.00	-1,702.43	39,527.86	0.00	0.00
01/30/2009	12/21/2010	1,850.00	0.00	ABB	***ABB LTD SPONSORED ADR	13.139	22.021	24,307.74	40,738.72	LT	0.00	16,430.98	24,307.74	0.00	0.00
06/14/2006	12/21/2010	4,600.00	0.00	TLM	***TALISMAN ENERGY INC	17.575	21.390	80,846.84	98,391.41	LT	0.00	17,544.57	80,846.84	0.00	0.00
LT - TERM TOTAL		20,371.00						309,142.15	395,902.22	LT	0.00	88,760.07	309,142.15	0.00	0.00
SECTION TOTAL		26,821.00						410,391.99	521,877.86		24,725.80	86,760.07	410,391.99	0.00	0.00