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 , 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: THOMAS AND CINDY MASSIE FOUNDATION

A Employer identification number: 20-0491278

Number and street (or P O box number if mail is not delivered to street address): 44945 VIA RENAISSANCE — Room/suite:

B Telephone number: 800-551-9707

City or town, state, and ZIP code: TEMECULA, CA 92590

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: [X] 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) ▶$ 2,274,613.

J Accounting method: [X] 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))

	Line		(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	300,000.		N/A	
	2	Check ▶☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	23,522.	23,522.		STATEMENT 1
	4	Dividends and interest from securities	14,491.	14,491.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	86,391.			
	b	Gross sales price for all assets on line 6a 960,021.				
	7	Capital gain net income (from Part IV, line 2)		86,391.		
	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	10.	10.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	424,414.	124,414.		
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 STMT 4	8,483.	8,483.		0.
	b	Accounting fees STMT 5	1,590.	1,590.		0.
	c	Other professional fees STMT 6	1,232.	1,232.		0.
	17	Interest				
	18	Taxes STMT 7	399.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	11,704.	11,305.		0.
	25	Contributions, gifts, grants paid	56,000.			56,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	67,704.	11,305.		56,000.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	356,710.			
	b	**Net investment income** (if negative, enter -0-)		113,109.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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15160815 723455 T&CMASSIEFDN 2010.04000 THOMAS AND CINDY MASSIE FOU T&CMASS10

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	620,056.	431,773.	431,773.
	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 8	995,219.	1,612,989.	1,303,257.
	c Investments - corporate bonds STMT 9	599,866.	527,090.	539,583.
	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 ▶)			
	16 **Total assets** (to be completed by all filers)	2,215,141.	2,571,852.	2,274,613.
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 ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,215,141.	2,571,852.	
	30 **Total net assets or fund balances**	2,215,141.	2,571,852.	
	31 **Total liabilities and net assets/fund balances**	2,215,141.	2,571,852.	

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	2,215,141.
2 Enter amount from Part I, line 27a	2	356,710.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,571,851.
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	2,571,851.

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	JP MORGAN	P	VARIOUS	VARIOUS
b	JP MORGAN-LIQUIDATION PROCEEDS	P	VARIOUS	VARIOUS
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	957,516.		873,630.	83,886.
b	2,505.			2,505.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				83,886.
b				2,505.
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	86,391.
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	109,687.	1,266,829.	.086584
2008	48,000.	1,297,116.	.037005
2007			
2006			
2005			

2 Total of line 1, column (d)	2	.123589
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	.061795
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,866,410.
5 Multiply line 4 by line 3	5	115,335.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,131.
7 Add lines 5 and 6	7	116,466.
8 Enter qualifying distributions from Part XII, line 4	8	56,000.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 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	2,262.
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	2,262.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	2,262.
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
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	0.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	9.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** SEE STATEMENT 10 ▶		9	2,271.
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 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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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? N/A	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 instructions) ▶ CA			
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)? *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

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

		Line	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 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 ▶ THOMAS MASSIE Telephone no ▶800-551-9707

Located at ▶44945 VIA RENAISSANCE, TEMECULA, CA ZIP+4 ▶92590

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

		Line	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

			Line	Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
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)?	N/A	1b		
	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 instructions)	N/A	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)*	N/A	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)*

			Yes	No
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)?	N/A	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? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	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.

(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
THOMAS MASSIE C/O OUTDOOR CHANNEL, IN 43445 BUSINESS PARK DRIVE, STE. 113 TEMECULA, CA 92590	DIRECTOR 0.00	0.	0.	0.
CINDY MASSIE C/O OUTDOOR CHANNEL, INC 43445 BUSINESS PARK DRIVE, STE. 113 TEMECULA, CA 92590	DIRECTOR 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

Form **990-PF** (2010)

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

3 Five highest-paid independent contractors for professional services. 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	0.
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	0.
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	1,721,830.
b	Average of monthly cash balances	1b	173,002.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,894,832.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,894,832.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,422.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,866,410.
6	**Minimum investment return** Enter 5% of line 5	6	93,321.

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	93,321.
2a	Tax on investment income for 2010 from Part VI, line 5 | 2a | 2,262.		
b	Income tax for 2010 (This does not include the tax from Part VI) | 2b |		
c	Add lines 2a and 2b	2c	2,262.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	91,059.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	91,059.
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	91,059.

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	56,000.
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	56,000.
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	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	56,000.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				91,059.
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				
b From 2006				
c From 2007				
d From 2008				
e From 2009 30,975.				
f Total of lines 3a through e	30,975.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 56,000.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				56,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	30,975.			30,975.
6 **Enter the net total of each column as indicated below**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				4,084.
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	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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 13

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

THOMAS MASSIE, THOMAS AND CINDY MASSIE FOUNDATION, 800-551-9707
44945 VIA RENAISSANCE, TEMECULA, CA 92590

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

ANY

c Any submission deadlines

NONE

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

NONE

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 14				
Total			▶ 3a	56,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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			14	23,522.	
4 Dividends and interest from securities			14	14,491.	
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			14	10.	
8 Gain or (loss) from sales of assets other than inventory			18	86,391.	
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)		0.		124,414.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 124,414.

(See worksheet in line 13 instructions 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)

023621 12-07-10

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
		N/A	

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
N/A		

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 | 9-16-11 Date | President Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARGOT ANDREWS	Margot C Andrews	8/16/11		

Firm's name ▶ KUSHNER, SMITH, JOANOU & GREGSON, LLP | Firm's EIN ▶

Firm's address ▶ 8105 IRVINE CENTER DRIVE, SUITE 1000 IRVINE, CA 92618 | Phone no (949)261-2808

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2010

Name of the organization	**Employer identification number**
THOMAS AND CINDY MASSIE FOUNDATION	20-0491278

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	[ ] 501(c)( ) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[X] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

[X] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

[ ] For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
THOMAS AND CINDY MASSIE FOUNDATION	20-0491278

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THOMAS MASSIE 44945 VIA RENAISSANCE TEMECULA, CA 92590	$ 300,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THOMAS AND CINDY MASSIE FOUNDATION	20-0491278

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
THOMAS AND CINDY MASSIE FOUNDATION	20-0491278

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

SOURCE	AMOUNT
J.P. MORGAN SECURITIES	23,522.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	23,522.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
J.P. MORGAN SECURITIES	5,116.	0.	5,116.
OUTD	9,375.	0.	9,375.
TOTAL TO FM 990-PF, PART I, LN 4	14,491.	0.	14,491.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
LAZARD PARTNERSHIP	10.	10.	
TOTAL TO FORM 990-PF, PART I, LINE 11	10.	10.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	8,483.	8,483.		0.
TO FM 990-PF, PG 1, LN 16A	8,483.	8,483.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	1,590.	1,590.		0.
TO FORM 990-PF, PG 1, LN 16B	1,590.	1,590.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	1,232.	1,232.		0.
TO FORM 990-PF, PG 1, LN 16C	1,232.	1,232.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX EXPENSE	76.	0.		0.
STATE TAXES PAID	323.	0.		0.
TO FORM 990-PF, PG 1, LN 18	399.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK INVESTED THRU JP MORGAN ACCTS	1,612,989.	1,303,257.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,612,989.	1,303,257.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME INVESTMENTS THRU JP MORGAN	527,090.	539,583.
TOTAL TO FORM 990-PF, PART II, LINE 10C	527,090.	539,583.

FORM 990-PF INTEREST AND PENALTIES STATEMENT 10

TAX DUE FROM FORM 990-PF, PART VI	2,262.
UNDERPAYMENT PENALTY	9.
LATE PAYMENT INTEREST	27.
LATE PAYMENT PENALTY	45.
TOTAL AMOUNT DUE	2,343.

FORM 990-PF LATE PAYMENT PENALTY STATEMENT 11

DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/11	2,262.	2,262.	4	45.
DATE FILED	09/01/11		2,262.		
TOTAL LATE PAYMENT PENALTY					45.

FORM 990-PF LATE PAYMENT INTEREST STATEMENT 12

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/11	2,262.	2,262.	.0400	109	27.
DATE FILED	09/01/11		2,289.			
TOTAL LATE PAYMENT INTEREST						27.

FORM 990-PF | PART XV - LINE 1A LIST OF FOUNDATION MANAGERS | STATEMENT 13

NAME OF MANAGER

THOMAS MASSIE C/O OUTDOOR CHANNEL, IN
CINDY MASSIE C/O OUTDOOR CHANNEL, INC

FORM 990-PF | GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR | STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
KNBA RADIO 3600 SAN JERONIMO DR, STE 480 ANCHORAGE, AK 99508	NONE DONATION	EXEMPT	40,000.
UNIVERSITY OF ALASKA, ANCHORAGE PO BOX 141629 ANCHORAGE, AK 99514	NONE SCHOLARSHIP	EXEMPT	7,000.
UNIVERSITY OF ALASKA, FAIRBANKS 215 SIGNERS HALL, PO BOX 757480 FAIRBANKS, AK 99775	NONE SCHOLARSHIP	EXEMPT	3,000.
CONSERVATORY OF RECORDING ARTS & SCIENCES 1205 N FIESTA BLVD. GILBERT, AZ 85233	NONE SCHOLARSHIP	EXEMPT	1,000.
CA COLLEGE OF THE ARTS 1111 EIGHTH ST SAN FRANCISCO, CA 94107	NONE SCHOLARSHIP	EXEMPT	1,000.
ARIZONA STATE UNIVERSITY PO BOX 870412 TEMPE, AZ 85287	NONE SCHOLARSHIP	EXEMPT	2,000.

NORTH PARK UNIVERSITY 3225 W. FOSTER AVE CHICAGO, IL 60625	NONE SCHOLARSHIP	EXEMPT	1,000.
CITY UNIVERSITY OF NEW YORK-BROOKLYN 2900 BEDFORD AVE BROOKLYN, NY 11210	NONE SCHOLARSHIP	EXEMPT	1,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			56,000.

CAPITAL GAIN/LOSS DETAIL (By Account)

LONG TRANSACTIONS

ACCOUNT	DESCRIPTION	QUANTITY	PURCHASE DATE	PURCHASE PRICE	COST	SALE DATE	SALE PRICE	PROCEEDS	SHORT TERM GAIN LOSS	LONG TERM GAIN LOSS
720-04483	GENERAL ELEC CAPITAL CORP MEDI	50,000	5/9/2007	101 166	50,583 13	3/30/2010	103 440	51,720 00		1,136 87
720-04483	ADVANTA BK CORP DRAPER UTAH C/	100,000	2/5/2008	100 000	100,000 00	4/6/2010	100 000	100,000 00		
720-04483	COCA COLA CO SENIOR NOTES DATE	50,000	3/20/2009	102 969	51,484 35	12/15/2010	113 899	56,949 50		5,465 15
	Sub Total for Account				**202,067.48**			**208,669.50**		**6,602 02**
720-11075	AMERICAN AXLE & MANUFACTURING	341	1/15/2010	10 110	3,447 48	3/3/2010	9 890	3,372 44	(75 04)	
720-11075	ALCOA INC	500	1/15/2009	9 350	4,675 00	1/15/2010	15 627	7,813 65	3,138 65	
720-11075	AQUA AMERICA INC	137	1/15/2009	19 620	2,687 94	1/15/2010	17 857	2,446 44	(241 50)	
720-11075	ALLIANCE ONE INTERNATIONAL INC	1,153	1/15/2009	2 451	2,826 34	1/15/2010	5 648	6,511 73	3,685 39	
720-11075	AMERIPRISE FINL INC	100	1/15/2010	41 620	4,162 00	3/3/2010	40 760	4,076 04	(85 96)	
720-11075	AT&T INC	56	1/15/2010	25 873	1,448 86	3/3/2010	24 952	1,397 29	(51 57)	
		184	1/15/2009	24 950	4,590 80	3/3/2010	24 952	4,591 11		31
	Sub Total for Security	**240**			**6,039.66**			**5,988.40**	**(51.57)**	**31**
720-11075	ABBOTT LABORATORIES	113	1/15/2010	55 312	6,250 31	3/3/2010	54 301	6,136 05	(114 26)	
720-11075	ALASKA AIR GROUP INC	93	1/15/2009	28 640	2,663 52	1/15/2010	36 309	3,376 78	713 26	
720-11075	AK STEEL HOLDING CORP	292	1/15/2009	9 581	2,797 79	1/15/2010	24 037	7,018 86	4,221 07	
720-11075	AMGEN INC	56	1/15/2009	56 500	3,164 00	1/15/2010	56 265	3,150 84	(13 16)	
720-11075	APOLLO GROUP INC-CL A	68	1/15/2009	86 320	5,869 76	1/15/2010	59 995	4,079 66	(1,790 10)	
720-11075	ANIXTER INTERNATIONAL INC	96	1/15/2009	28 290	2,715 84	1/15/2010	47 079	4,519 62	1,803 78	
720-11075	AUTOMATIC DATA PROCESSING INC	147	1/15/2010	42 403	6,233 17	3/3/2010	42 181	6,200 67	(32 50)	
720-11075	AUTOZONE INC	25	1/15/2009	131 600	3,290 00	1/15/2010	154 628	3,865 70	575 70	
720-11075	***BP P L C SPONSORED ADR (FRM	7	1/15/2009	43 120	301 84	3/3/2010	54 851	383 96		82 12
		94	1/16/2008	66 060	6,209 64	3/3/2010	54 851	5,156 01		(1,053 63)

Note: The data in this section is based on Trade Date not Settlement Date.

CAPITAL GAIN/LOSS DETAIL (By Account)

LONG TRANSACTIONS

ACCOUNT	DESCRIPTION	QUANTITY	PURCHASE DATE	PURCHASE PRICE	COST	SALE DATE	SALE PRICE	PROCEEDS	SHORT TERM GAIN LOSS	LONG TERM GAIN LOSS
720-11075	***BP P L C SPONSORED ADR (FRM	6	1/16/2008	66 060	396 36	1/15/2010	61 628	369 77		(26 59)
	Sub Total for Security	**107**			**6,907.84**			**5,909.74**		**(998.10)**
720-11075	BUCYRUS INTERNATIONAL INC	53	1/15/2010	64 540	3,420 61	3/3/2010	65 269	3,459 26	38 65	
720-11075	BOEING CO	112	1/15/2009	41 070	4,599 84	1/15/2010	60 964	6,827 95	2,228 11	
720-11075	BRISTOL MYERS SQUIBB CO	145	1/15/2009	22 030	3,194 35	1/15/2010	25 067	3,634 74	440 39	
720-11075	CONSOLIDATED EDISON INC	81	1/15/2009	39 440	3,194 64	1/15/2010	45 659	3,698 41	503 77	
720-11075	COGNIZANT TECHNOLOGY SOLUTIONS	87	1/15/2010	48 070	4,182 09	3/3/2010	50 499	4,393 44	211 35	
720-11075	COACH INC	189	1/15/2009	17 025	3,217 67	1/15/2010	37 587	7,103 94	3,886 27	
720-11075	CHEVRON CORPORATION	76	1/16/2008	86 590	6,580 84	1/15/2010	79 379	6,032 80		(548 04)
		35	1/15/2009	69 900	2,446 50	1/15/2010	79 379	2,778 26	331 76	
	Sub Total for Security	**111**			**9,027.34**			**8,811.06**	**331.76**	**(548 04)**
720-11075	CINCINNATI BELL INC NEW COM	1,038	1/15/2010	3 394	3,523 08	3/3/2010	3 102	3,219 66	(303 42)	
720-11075	CLIFFS NATURAL RESOURCES INC	82	1/15/2010	50 263	4,121 53	3/3/2010	59 449	4,874 83	753 30	
720-11075	CATERPILLAR INC	118	1/15/2009	39 220	4,627 96	1/15/2010	60 989	7,196 72	2,568 76	
720-11075	COCA COLA CO	106	1/15/2009	43 070	4,565 42	3/3/2010	53 311	5,650 99		1,085 57
		4	1/15/2010	56 965	227 86	3/3/2010	53 313	213 25	(14 61)	
	Sub Total for Security	**110**			**4,793.28**			**5,864.24**	**(14.61)**	**1,085.57**
720-11075	DOLLAR FINANCIAL CORP	312	1/15/2009	8 500	2,652 00	1/15/2010	23 847	7,440 15	4,788 15	
720-11075	DSW INC CL A	135	1/15/2010	25 740	3,474 85	3/3/2010	28 531	3,851 74	376 89	
720-11075	DYNCORP INTERNATIONAL INC CL A	264	1/15/2010	13 145	3,470 28	3/3/2010	11 032	2,912 41	(557 87)	
720-11075	DIRECTV CLASS A NEW	125	1/15/2009	21 399	2,674 88	3/3/2010	34 484	4,310 44		1,635 56
		26	1/15/2009	21 399	556 37	1/15/2010	33 469	870 20	313 83	
	Sub Total for Security	**151**			**3,231.25**			**5,180.64**	**313.83**	**1,635.56**
720-11075	DOW CHEMICAL CO	138	1/15/2010	30 073	4,150 01	3/3/2010	29 862	4,120 90	(29 11)	

Note: The data in this section is based on Trade Date not Settlement Date.

CAPITAL GAIN/LOSS DETAIL (By Account)

LONG TRANSACTIONS

ACCOUNT	DESCRIPTION	QUANTITY	PURCHASE DATE	PURCHASE PRICE	COST	SALE DATE	SALE PRICE	PROCEEDS	SHORT TERM GAIN LOSS	LONG TERM GAIN LOSS
720-11075	E I DU PONT DE NEMOURS & CO	184	1/15/2010	33 983	6,252 78	3/3/2010	34 642	6,374 04	121 26	
720-11075	EXXON MOBIL CORP	27	1/15/2009	75 630	2,042 01	3/3/2010	65 729	1,774 69		(267 32)
		63	1/16/2008	87 040	5,483 52	3/3/2010	65 729	4,140 93		(1,342 59)
		13	1/16/2008	87 040	1,131 52	1/15/2010	69 368	901 79		(229 73)
	Sub Total for Security	**103**			**8,657.05**			**6,817.41**		**(1,839.64)**
720-11075	EASTMAN KODAK CO	605	3/6/2009	2 170	1,312 85	1/15/2010	5 147	3,114 20	1,801 35	
720-11075	EMERSON ELECTRIC CO	138	1/15/2009	33 520	4,625 76	1/15/2010	44 569	6,150 58	1,524 82	
720-11075	FORD MOTOR CO PAR $0 01	357	1/15/2010	11 650	4,159 05	3/3/2010	12 620	4,505 51	346 46	
720-11075	GENWORTH FINANCIAL INC COM CL	312	1/15/2010	13 343	4,162 86	3/3/2010	16 162	5,042 47	879 61	
720-11075	GOOGLE INC CL A	7	1/15/2010	590 620	4,134 34	3/3/2010	544 633	3,812 43	(321 91)	
720-11075	GENERAL ELECTRIC CO	338	1/15/2009	13 700	4,630 60	1/15/2010	16 557	5,596 36	965 76	
720-11075	GENUINE PARTS CO	126	1/16/2008	41 850	5,273 10	1/15/2010	38 880	4,898 89		(374 21)
720-11075	GILEAD SCIENCES INC	66	1/15/2009	48 230	3,183 18	1/15/2010	45 418	2,997 59	(185 59)	
720-11075	HOT TOPIC INC	313	1/15/2009	8 539	2,672 57	1/15/2010	6 039	1,890 10	(782 47)	
720-11075	HONEYWELL INTL INC	147	1/15/2010	42 440	6,238 68	3/3/2010	41 101	6,041 91	(196 77)	
720-11075	HEALTH NET INC	136	1/15/2009	13 350	1,815 60	3/3/2010	24 291	3,303 56		1,487 96
		68	1/15/2009	13 350	907 80	1/15/2010	25 230	1,715 61	807 81	
	Sub Total for Security	**204**			**2,723.40**			**5,019.17**	**807.81**	**1,487 96**
720-11075	HUNTSMAN CORP	281	1/15/2010	12 352	3,471 05	3/3/2010	13 682	3,844 59	373 54	
720-11075	INTERDIGITAL INC	101	1/15/2009	26 704	2,697 06	1/15/2010	25 960	2,621 92	(75 14)	
720-11075	***INGERSOLL RAND PLC	150	1/15/2009	17 980	2,697 00	1/15/2010	36 939	5,540 92	2,843 92	
		113	1/15/2009	17 910	2,023 83	3/3/2010	33 762	3,815 06		1,791 23
	Sub Total for Security	**263**			**4,720.83**			**9,355.98**	**2,843.92**	**1,791 23**
720-11075	HANSEN NATURAL CORP	84	1/15/2009	32 066	2,693 58	1/15/2010	40 619	3,412 03	718 45	

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CAPITAL GAIN/LOSS DETAIL (By Account)

LONG TRANSACTIONS

ACCOUNT	DESCRIPTION	QUANTITY	PURCHASE DATE	PURCHASE PRICE	COST	SALE DATE	SALE PRICE	PROCEEDS	SHORT TERM GAIN LOSS	LONG TERM GAIN LOSS
720-11075	HAWAIIAN ELECTRIC INDUSTRIES I	127	1/15/2009	21 090	2,678 43	1/15/2010	21 534	2,734 85	56 42	
720-11075	HOME DEPOT INC	15	5/30/2006	37 849	567.74	1/15/2010	28 367	425 50		(142 24)
		103	1/16/2008	26 350	2,714 05	1/15/2010	28 367	2,921 79		207 74
		10	7/18/2006	33 061	330 61	1/15/2010	28 367	283 67		(46 94)
		10	8/29/2006	33 990	339 90	1/15/2010	28 367	283 67		(56 23)
		100	4/20/2006	40 960	4,096 00	1/15/2010	28 367	2,836 69		(1,259 31)
		10	7/6/2007	40 310	403 10	1/15/2010	28 367	283 67		(119 43)
		92	1/15/2009	22 820	2,099 44	1/15/2010	28 367	2,609 76	510 32	
	Sub Total for Security	**340**			**10,550.84**			**9,644.75**	**510.32**	**(1,416.41)**
720-11075	HUTCHINSON TECHNOLOGY INC	345	1/15/2010	10 046	3,465 91	3/3/2010	6 782	2,339 76	(1,126 15)	
720-11075	ILLINOIS TOOL WORKS INC	132	1/15/2009	35 014	4,621 89	1/15/2010	48 489	6,400 59	1,778 70	
720-11075	INSITUFORM TECHNOLOGIES INC CL	140	1/15/2009	19 130	2,678 20	1/15/2010	23 010	3,221 35	543 15	
720-11075	INTEL CORP	46	1/15/2009	13 270	610 42	1/15/2010	21 187	974 61	364 19	
		297	1/15/2009	13 270	3,941 19	3/3/2010	20 602	6,118 71		2,177 52
	Sub Total for Security	**343**			**4,551.61**			**7,093.32**	**364.19**	**2,177.52**
720-11075	INTERNATIONAL BUSINESS MACHINE	47	1/15/2010	132 150	6,211 05	3/3/2010	127 708	6,002 29	(208 76)	
720-11075	JOHNSON & JOHNSON	96	1/15/2010	65 063	6,246 00	3/3/2010	63 599	6,105 52	(140 48)	
720-11075	KINDRED HEALTHCARE INC	187	1/15/2010	18 370	3,435 19	3/3/2010	17 310	3,236 92	(198 27)	
720-11075	KRAFT FOODS INC CL A	51	1/15/2010	28 920	1,474 92	3/3/2010	29 022	1,480 10	5 18	
		165	1/15/2009	27 770	4,582 05	3/3/2010	29 022	4,788 57		206 52
	Sub Total for Security	**216**			**6,056.97**			**6,268.67**	**5.18**	**206.52**
720-11075	KIMBERLY CLARK CORP	88	1/16/2008	66 930	5,889 84	1/15/2010	62 720	5,519 36		(370 48)
720-11075	LOCKHEED MARTIN CORP	81	1/15/2010	76 930	6,231 33	3/3/2010	79 505	6,439 90	208 57	
720-11075	LOWES COMPANIES INC	156	1/15/2009	20 610	3,215 16	1/15/2010	23 207	3,620 32	405 16	
720-11075	MONSANTO CO NEW	41	1/16/2008	114 120	4,678 92	1/15/2010	82 219	3,370 97		(1,307 95)
720-11075	MCCLATCHY CO-CL A (FORM MCCLAT	680	1/15/2010	5 063	3,442 50	3/3/2010	5 122	3,482 91	40 41	

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CAPITAL GAIN/LOSS DETAIL (By Account)

LONG TRANSACTIONS

ACCOUNT	DESCRIPTION	QUANTITY	PURCHASE DATE	PURCHASE PRICE	COST	SALE DATE	SALE PRICE	PROCEEDS	SHORT TERM GAIN LOSS	LONG TERM GAIN LOSS
720-11075	MCDONALDS CORP	79	1/16/2008	52 810	4,171 99	3/3/2010	63 921	5,049 77		877 78
		21	1/15/2010	62 430	1,311 03	3/3/2010	63 921	1,342 34	31 31	
	Sub Total for Security	**100**			**5,483.02**			**6,392.11**	**31.31**	**877.78**
720-11075	MEDTRONIC INC	91	1/15/2010	45 503	4,140 73	3/3/2010	44 749	4,072 19	(68 54)	
720-11075	MICRON TECHNOLOGY INC	405	1/15/2010	10 332	4,184 66	3/3/2010	9 472	3,836 11	(348 55)	
720-11075	MICROSOFT CORP	134	1/15/2010	30 913	4,142 28	3/3/2010	28 512	3,820 56	(321 72)	
720-11075	NII HOLDINGS INC CL B	114	1/15/2010	36 973	4,214 87	3/3/2010	39 101	4,457 47	242 60	
720-11075	NTELOS HOLDINGS CORP	115	1/15/2009	23 420	2,693 30	1/15/2010	17 719	2,037 71	(655 59)	
720-11075	NAVISTAR INTERNATIONAL CORP NE	100	1/15/2009	27 030	2,703 00	1/15/2010	40 869	4,086 94	1,383 94	
720-11075	NUCOR CORP	81	1/16/2008	53 060	4,297 86	1/15/2010	47 409	3,840 16		(457 70)
720-11075	OCCIDENTAL PETE CORP	61	1/15/2009	52 840	3,223 24	1/15/2010	79 509	4,850 04	1,626 80	
720-11075	QUANTUM CORP DSSG COM	1,183	1/15/2010	2 880	3,407 04	3/3/2010	2 621	3,101 08	(305 96)	
720-11075	OIL STATES INTERNATIONAL INC	142	1/15/2009	19 013	2,699 84	1/15/2010	40 619	5,767 96	3,068 12	
720-11075	PEABODY ENERGY CORPORATION	87	1/15/2010	47 870	4,164 69	3/3/2010	48 509	4,220 31	55 62	
720-11075	PRICELINE COM INC COM NEW	20	1/15/2010	207 740	4,154 80	3/3/2010	238 737	4,774 73	619 93	
720-11075	PORTLAND GENERAL ELECTRIC CO N	170	1/15/2010	20 640	3,508 79	3/3/2010	18 762	3,189 49	(319 30)	
720-11075	PEOPLES UTD FINL INC	191	1/15/2009	16 740	3,197 34	1/15/2010	16 737	3,196 81	(53)	
720-11075	ORACLE CORP	163	1/15/2010	25 413	4,142 24	3/3/2010	24 612	4,011 70	(130 54)	
720-11075	PEPSICO INC	100	1/15/2010	62 770	6,277 00	3/3/2010	64 121	6,412 11	135 11	
720-11075	PFIZER INC	186	1/16/2008	23 590	4,387 74	1/15/2010	19 500	3,626 95		(760 79)

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CAPITAL GAIN/LOSS DETAIL (By Account)

LONG TRANSACTIONS

ACCOUNT	DESCRIPTION	QUANTITY	PURCHASE DATE	PURCHASE PRICE	COST	SALE DATE	SALE PRICE	PROCEEDS	SHORT TERM GAIN LOSS	LONG TERM GAIN LOSS
720-11075	SENECA FOODS CORP NEW-CL A	140	1/15/2010	24 842	3,477 90	3/3/2010	27 258	3,816 07	338 17	
720-11075	SKECHERS USA INC CL A	111	1/15/2010	30 890	3,428 79	3/3/2010	31 448	3,490 68	61 89	
720-11075	SMUCKER J M COMPANY NEW	74	1/15/2009	43 120	3,190 88	1/15/2010	62 339	4,613 10	1,422 22	
720-11075	SYNNEX CORPORATION	117	1/15/2010	29 500	3,451 50	3/3/2010	30 036	3,514 16	62 66	
720-11075	STARWOOD HOTELS & RESORTS WORL	106	1/15/2010	39 350	4,171 10	3/3/2010	38 771	4,109 77	(61 33)	
720-11075	SANMINA SCI CORPORATION NEW	288	1/15/2010	12 090	3,481 92	3/3/2010	17 292	4,980 03	1,498 11	
720-11075	SCOTTS MIRACLE GRO CO	89	1/15/2009	29 953	2,665 79	1/15/2010	41 352	3,680 30	1,014 51	
720-11075	SHERWIN WILLIAMS CO	57	1/15/2009	56 820	3,238 74	1/15/2010	59 689	3,402 28	163 54	
720-11075	STRYKER CORP	75	1/15/2010	55 810	4,185 75	3/3/2010	54 509	4,088 19	(97 56)	
720-11075	SYSCO CORP	221	1/15/2010	28 240	6,241 04	3/3/2010	29 012	6,411 56	170 52	
720-11075	THE TRAVELERS COMPANIES INC	128	1/15/2010	48 700	6,233 60	3/3/2010	53 591	6,859 69	626 09	
720-11075	***TOTAL S A 1 ADR REPRESENTI	12	1/15/2009	48 750	585 00	3/3/2010	57 303	687 64		102 64
		4	1/15/2010	63 850	255 40	3/3/2010	57 303	229 21	(26 19)	
		82	1/16/2008	79 780	6,541 96	3/3/2010	57 303	4,698 86		(1,843 10)
	Sub Total for Security	**98**			**7,382.36**			**5,615.71**	**(26.19)**	**(1,740.46)**
720-11075	***UNILEVER PLC SPONSORED ADR	199	1/15/2009	23 061	4,589 17	1/15/2010	31 657	6,299 75	1,710 58	
720-11075	UAL CORPORATION NEW	252	1/15/2010	13 623	3,432 87	3/3/2010	18 292	4,609 52	1,176 65	
720-11075	UNITRIN INC	151	1/15/2010	22 930	3,462 43	3/3/2010	25 568	3,860 72	398 29	
720-11075	VALEANT PHARMACEUTICALS INTL	125	1/15/2009	21 540	2,692 50	1/15/2010	35 410	4,426 19	1,733 69	
720-11075	VERIZON COMMUNICATIONS	203	1/15/2010	30 793	6,250 88	3/3/2010	29 182	5,923 87	(327 01)	
720-11075	VISA INC CL A COMMON STOCK	48	1/15/2010	86 770	4,164 96	3/3/2010	86 909	4,171 62	6 66	

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CAPITAL GAIN/LOSS DETAIL (By Account)

LONG TRANSACTIONS

ACCOUNT	DESCRIPTION	QUANTITY	PURCHASE DATE	PURCHASE PRICE	COST	SALE DATE	SALE PRICE	PROCEEDS	SHORT TERM GAIN LOSS	LONG TERM GAIN LOSS
720-11075	VEECO INSTRUMENTS INC-DEL	103	1/15/2010	33 200	3,419 60	3/3/2010	35 853	3,692 91	273 31	
720-11075	WORLD FUEL SERVICES CORP	130	1/15/2010	26 765	3,479 41	3/3/2010	27 002	3,510 26	30 85	
720-11075	WELLS FARGO & CO	154	1/15/2009	20 666	3,182 64	1/15/2010	28 540	4,395 12	1,212 48	
720-11075	WAUSAU PAPER CORP FORMERLY WAU	270	1/15/2009	10 248	2,766 99	1/15/2010	10 370	2,799 86	32 87	
720-11075	WELLPOINT INC	62	1/15/2010	65 928	4,087 53	3/3/2010	62 123	3,851 62	(235 91)	
720-11075	WAL-MART STORES INC	116	1/15/2010	53 995	6,263 41	3/3/2010	53 371	6,191 07	(72 34)	
	Sub Total for Account				**444,138.21**			**498,041.85**	**54,454.97**	(551 33)
720-11925	***AXA UNSPONSORED ADR	133	1/15/2009	16 791	2,233 14	1/15/2010	24 250	3,225 20	992 06	
720-11925	***ASTRAZENECA PLC SPONSORED A	41	2/22/2007	56 860	2,331 26	3/3/2010	44 613	1,829 15		(502 11)
		13	1/16/2008	45 110	586 43	3/3/2010	44 613	579 97		(6 46)
		8	1/15/2010	49 030	392 24	3/3/2010	44 614	356 91	(35 33)	
	Sub Total for Security	**62**			**3,309.93**			**2,766 03**	**(35.33)**	**(508.57)**
720-11925	***ALLIANZ SE SPONSORED ADR RE	259	1/15/2009	8 492	2,199 39	1/15/2010	12 250	3,172 70	973 31	
720-11925	***AEGEAN MARINE PETROLEUM NET	97	1/15/2010	31 330	3,039 01	3/3/2010	28 970	2,810 05	(228 96)	
720-11925	***ACERGY S A SPONSORED ADR	184	1/15/2010	16 510	3,037 82	3/3/2010	17 566	3,232 09	194 27	
720-11925	***ARCELORMITTAL SA LUXEMBOURG	95	1/15/2009	23 516	2,233 98	1/15/2010	46 457	4,413 40	2,179 42	
720-11925	***AUSTRALIA & NEW ZEALAND BKG	148	1/15/2010	20 660	3,057 68	3/3/2010	21 600	3,196 75	139 07	
720-11925	***BRITISH AMERICAN TOBACCO PL	46	1/15/2010	66 750	3,070 50	3/3/2010	69 339	3,189 59	119 09	
720-11925	***BANCO SANTANDER S A ADR	181	1/15/2009	8 130	1,471 53	3/3/2010	13 512	2,445 63		974 10
		92	1/15/2009	8 130	747 96	1/15/2010	16 770	1,542 83	794 87	
	Sub Total for Security	**273**			**2,219 49**			**3,988.46**	**794.87**	**974.10**
720-11925	***BANCO BILBAO VIZCAYA ARGENT	222	1/15/2009	9 931	2,204 59	1/15/2010	18 507	4,108 61	1,904 02	
720-11925	***BAE SYSTEMS PLC SPONSORED A	126	1/15/2010	24 060	3,031 56	3/3/2010	23 050	2,904 26	(127 30)	

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CAPITAL GAIN/LOSS DETAIL (By Account)

LONG TRANSACTIONS

ACCOUNT	DESCRIPTION	QUANTITY	PURCHASE DATE	PURCHASE PRICE	COST	SALE DATE	SALE PRICE	PROCEEDS	SHORT TERM GAIN LOSS	LONG TERM GAIN LOSS
720-11925	***BNP PARIBAS SPONSORED ADR R	107	1/15/2009	20 500	2,193 50	1/15/2010	41 339	4,423 32	2,229 82	
720-11925	***BBVA BANCO FRANCES S A SPON	437	1/15/2010	6 985	3,052 59	3/3/2010	6 226	2,720 74	(331 85)	
720-11925	***BP P L C SPONSORED ADR (FRM	49	2/22/2007	61 656	3,021 16	3/3/2010	54 851	2,687 71		(333 45)
		2	2/22/2007	61.655	123 31	1/15/2010	61 625	123 25		(06)
	Sub Total for Security	**51**			**3,144.47**			**2,810.96**		**(333.51)**
720-11925	***BANCO SANTANDER CHILE NEW S	61	1/15/2009	36 240	2,210 64	1/15/2010	69 099	4,215 04	2,004 40	
720-11925	***BRASKEM S A SPONSORED ADR R	180	1/15/2010	16 900	3,042 00	3/3/2010	14 700	2,645 96	(396 04)	
720-11925	***BASF SE ADR	72	1/15/2009	30 800	2,217 60	1/15/2010	60 299	4,341 54	2,123 94	
720-11925	***BHP BILLITON LTD SPONSORED	56	1/15/2009	39 730	2,224 88	1/15/2010	79 679	4,462 02	2,237 14	
720-11925	***BABCOCK & BROWN AIR LIMITED	286	1/15/2010	10 565	3,021 52	3/3/2010	9 358	2,676 35	(345 17)	
720-11925	***COMPANHIA BRASILEIRA DE DIS	39	1/15/2010	77 540	3,024 06	3/3/2010	72 379	2,822 78	(201 28)	
720-11925	***CRH PLC-ADR	114	1/15/2010	26 510	3,022 14	3/3/2010	23 091	2,632 39	(389 75)	
720-11925	***CHICAGO BRIDGE & IRON CO NV	132	1/15/2010	22 890	3,021 48	3/3/2010	21 354	2,818 69	(202 79)	
720-11925	***CITY TELECOM H K LTD SPONSO	229	1/15/2010	13 268	3,038 45	3/3/2010	13 062	2,991 15	(47 30)	
720-11925	***CARNIVAL PLC AMERICAN DEPOS	83	1/15/2010	36 490	3,028 66	3/3/2010	38 629	3,206 24	177 58	
720-11925	***COPA HOLDINGS S A CL A	56	1/15/2010	52 970	2,966 32	3/3/2010	54 789	3,068 20	101 88	
720-11925	***CADBURY PLC SPONSORED ADR	64	1/15/2009	34 663	2,218 46	1/15/2010	51 779	3,313 87	1,095 41	
720-11925	***COMPANHIA ENERGETICA DE MIN	186	2/20/2009	10 697	1,989 56	1/15/2010	17 330	3,223 35	1,233 79	
720-11925	***CANON INC-ADR NEW REPSTG 5	71	1/15/2009	31 063	2,205 50	1/15/2010	42 040	2,984 81	779 31	
720-11925	***COMPANIA CERVECERIAS UNIDAS	80	1/15/2009	27 307	2,184 55	1/15/2010	40 929	3,274 35	1,089 80	
720-11925	***DEUTSCHE TELEKOM AG SPONSOR	165	1/16/2008	22 030	3,634 95	3/3/2010	12 972	2,140 35		(1,494 60)

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CAPITAL GAIN/LOSS DETAIL (By Account)

LONG TRANSACTIONS

ACCOUNT	DESCRIPTION	QUANTITY	PURCHASE DATE	PURCHASE PRICE	COST	SALE DATE	SALE PRICE	PROCEEDS	SHORT TERM GAIN LOSS	LONG TERM GAIN LOSS
720-11925	***DEUTSCHE TELEKOM AG SPONSOR	46	1/15/2010	14 410	662 86	3/3/2010	12 972	596 70	(66 16)	
	Sub Total for Security	**211**			**4,297.81**			**2,737.05**	**(66.16)**	**(1,494 60)**
720-11925	***DAIMLER AG	69	1/15/2009	31 870	2,199 03	1/15/2010	52 869	3,647 98	1,448 95	
720-11925	***ENI S P A SPONSORED ADR REP	45	2/22/2007	63 320	2,849 40	3/3/2010	46 723	2,102 55		(746 85)
		6	1/15/2010	53 490	320 94	3/3/2010	46 723	280 34	(40 60)	
		6	4/21/2006	60 640	363 84	3/3/2010	46 723	280 34		(83 50)
	Sub Total for Security	**57**			**3,534.18**			**2,663.23**	**(40 60)**	**(830 35)**
720-11925	***ELBIT SYSTEMS LTD-ORD	45	1/16/2008	59 544	2,679 48	1/15/2010	62 389	2,807 51		128 03
720-11925	***ETABLISSEMENTS DELHAIZE FRE	38	1/15/2009	57 680	2,191 84	1/15/2010	76 379	2,902 40	710 56	
720-11925	***ENERSIS SA-SPONSORED ADR	165	1/15/2009	13 366	2,205 42	1/15/2010	23 240	3,834 55	1,629 13	
720-11925	***FRESENIUS MEDICAL CARE AG &	50	1/16/2008	56 100	2,805 00	1/15/2010	53 479	2,673 96		(131 04)
720-11925	***FRANCE TELECOM SPONSORED AD	71	1/15/2009	25 342	1,799 25	3/3/2010	23 892	1,696 31		(102 94)
		49	2/22/2007	27 700	1,357 30	3/3/2010	23 892	1,170 69		(186 61)
		28	4/21/2006	22 320	624 96	1/15/2010	24 760	693 27		68 31
		26	2/22/2007	27 700	720 20	1/15/2010	24 760	643 75		(76 45)
		3	7/20/2009	22 423	67 27	3/3/2010	23 893	71 68	4 41	
	Sub Total for Security	**177**			**4,568.98**			**4,275.70**	**4.41**	**(297 69)**
720-11925	FUQI INTERNATIONAL INC COM NEW	102	8/27/2009	25 338	2,584 49	3/3/2010	19 316	1,970 21	(614 28)	
		44	1/15/2010	20 880	918 72	3/3/2010	19 316	849 89	(68 83)	
	Sub Total for Security	**146**			**3,503 21**			**2,820.10**	**(683 11)**	
720-11925	***GOL LINHAS AEREAS INTELIGEN	199	1/15/2010	15 230	3,030 77	3/3/2010	14 004	2,786 76	(244 01)	
720-11925	***GLAXOSMITHKLINE PLC SPONSOR	35	2/22/2007	56 490	1,977 15	3/3/2010	37 389	1,308 63		(668 52)
		25	7/25/2007	52 587	1,314 68	3/3/2010	37 390	934 74		(379 94)
		14	1/15/2010	41 150	576 10	3/3/2010	37 389	523 45	(52 65)	
	Sub Total for Security	**74**			**3,867.93**			**2,766.82**	**(52 65)**	**(1,048.46)**
720-11925	***IMPERIAL TOBACCO GROUP PLC	47	1/15/2010	65 070	3,058 29	3/3/2010	64 359	3,024 88	(33 41)	
720-11925	***INTERNATIONAL PWR PLC SPONS	60	1/15/2010	53 150	3,189 00	3/3/2010	49 469	2,968 16	(220 84)	
720-11925	***KONINKLIJKE PHILIPS ELECTRS	124	1/15/2009	17 760	2,202 24	1/15/2010	30 890	3,830 31	1,628 07	

Note: The data in this section is based on Trade Date not Settlement Date.

CAPITAL GAIN/LOSS DETAIL (By Account)

LONG TRANSACTIONS

ACCOUNT	DESCRIPTION	QUANTITY	PURCHASE DATE	PURCHASE PRICE	COST	SALE DATE	SALE PRICE	PROCEEDS	SHORT TERM GAIN LOSS	LONG TERM GAIN LOSS
720-11925	***KIRIN HOLDINGS LTD SPONSORE	191	1/15/2009	11 400	2,177 40	1/15/2010	16 060	3,067 42	890 02	
720-11925	***KONINKLIJKE AHOLD NV SPONSO	195	1/15/2009	11 240	2,191 80	1/15/2010	13 240	2,581 76	389 96	
720-11925	***KUBOTA CORPORATION ADR	75	1/15/2009	29 430	2,207 25	1/15/2010	50 859	3,814 46	1,607 21	
720-11925	***KYOCERA CORP-ADR	32	1/15/2009	68 860	2,203 52	1/15/2010	92 839	2,970 84	767 32	
720-11925	***LAZARD LTD SHS A	77	1/15/2010	39 900	3,072 30	3/3/2010	38 269	2,946 75	(125 55)	
720-11925	***MOBILE TELESYSTEMS OJSC SPO	58	1/15/2010	51 870	3,008 46	3/3/2010	53 973	3,130 45	121 99	
720-11925	***NTT DOCOMO INC SPONSORED AD	127	1/15/2009	17 216	2,186 43	1/15/2010	15 287	1,941 49	(244 94)	
720-11925	***NATIONAL AUSTRALIA BANK LTD	122	1/15/2009	13 100	1,598 20	3/3/2010	23 580	2,876 72		1,278 52
		44	1/15/2009	13 100	576 40	1/15/2010	24 950	1,097 78	521 38	
	Sub Total for Security	**166**			**2,174.60**			**3,974.50**	**521.38**	**1,278.52**
720-11925	***NINTENDO CO LTD-ADR NEW	86	1/15/2010	35 040	3,013 44	3/3/2010	37 099	3,190 55	177 11	
720-11925	***NIPPON TELEGRAPH & TELEPHON	90	1/15/2009	24 510	2,205 90	1/15/2010	22 027	1,982 45	(223 45)	
720-11925	***NESTLE SA-SPONSORED ADR REP	61	1/15/2009	35 850	2,186 85	1/15/2010	47 959	2,925 52	738 67	
720-11925	***NOKIA CORPORATION SPONSORED	115	2/24/2009	9 967	1,146 18	1/15/2010	13 377	1,538 39	392 21	
720-11925	***PETROCHINA CO ADS EACH REPR	28	1/15/2009	79 890	2,236 92	1/15/2010	122 088	3,418 47	1,181 55	
720-11925	***PUBLICIS S A NEW SPONSORED	190	1/15/2009	11 525	2,189 75	1/15/2010	21 090	4,007 04	1,817 29	
720-11925	***ORTHOFIX INTERNATIONAL NV	92	1/15/2010	32 650	3,003 80	3/3/2010	36 239	3,334 03	330 23	
720-11925	***ROYAL DUTCH SHELL PLC SPONS	37	2/22/2007	66 500	2,460 50	3/3/2010	56 563	2,092 84		(367 66)
		7	1/16/2008	77 770	544 39	3/3/2010	56 563	395 94		(148 45)
		6	1/15/2010	60 890	365 34	3/3/2010	56 563	339 38	(25 96)	
	Sub Total for Security	**50**			**3,370.23**			**2,828.16**	**(25.96)**	**(516.11)**
720-11925	***REPSOL YPF SA SPONSORED ADR	113	1/15/2010	26 840	3,032 92	3/3/2010	23 472	2,652 30	(380 62)	
720-11925	***ROYAL KPN NV SPONSORED ADR	160	1/15/2009	13 730	2,196 80	3/3/2010	16 330	2,612 76		415 96

Note: The data In this section is based on Trade Date not Settlement Date.

CAPITAL GAIN/LOSS DETAIL (By Account)

LONG TRANSACTIONS

ACCOUNT	DESCRIPTION	QUANTITY	PURCHASE DATE	PURCHASE PRICE	COST	SALE DATE	SALE PRICE	PROCEEDS	SHORT TERM GAIN LOSS	LONG TERM GAIN LOSS
720-11925	***ROYAL KPN NV SPONSORED ADR	18	1/15/2010	17 210	309 78	3/3/2010	16 330	293 94	(15 84)	
	Sub Total for Security	**178**			**2,506.58**			**2,906 70**	**(15 84)**	**415.96**
720-11925	***RWE AG-SPONSORED ADR REPSTG	27	1/16/2008	138 400	3,736 80	1/15/2010	98 299	2,654 06		(1,082 74)
		1	1/15/2009	79 500	79 50	1/15/2010	98 300	98 30	18 80	
	Sub Total for Security	**28**			**3,816.30**			**2,752 36**	**18.80**	**(1,082 74)**
720-11925	***SWISSCOM SPONSORED ADR (ORD	72	1/15/2009	30 700	2,210 40	3/3/2010	34 849	2,509 16		298 76
		8	1/15/2010	38 030	304 24	3/3/2010	34 850	278 80	(25 44)	
	Sub Total for Security	**80**			**2,514.64**			**2,787.96**	**(25 44)**	**298.76**
720-11925	***SIEMENS A G SPONSORED ADR	31	1/15/2010	96 220	2,982 82	3/3/2010	91 869	2,847 93	(134 89)	
720-11925	***SANOFI SPONSORED ADR	38	3/6/2009	24 939	947 68	1/15/2010	41 499	1,576 97	629 29	
720-11925	***SOCIETE GENERALE SPONSORED	214	1/15/2010	14 189	3,036 45	3/3/2010	11 620	2,486 64	(549 81)	
720-11925	***TELE NORTE LESTE PARTICIPAC	150	1/15/2010	20 340	3,051 00	3/3/2010	17 672	2,650 76	(400 24)	
720-11925	***TECHNIP SPONSORED ADR	40	1/15/2010	75 750	3,030 00	3/3/2010	74 579	2,983 16	(46 84)	
720-11925	***TELECOMUNICACOES DE SAO PAU	126	1/15/2010	24 210	3,050 46	3/3/2010	22 151	2,791 01	(259 45)	
720-11925	***TELECOM ITALIA S P A NEW SP	155	1/15/2009	14 244	2,207 87	1/15/2010	14 560	2,256 79	48 92	
720-11925	***TELVENT GIT SA	77	1/15/2010	39 670	3,054 59	3/3/2010	29 900	2,302 30	(752 29)	
720-11925	***TOKIO MARINE HLDGS INC ADR	92	1/15/2009	23 991	2,207 20	1/15/2010	29 300	2,695 56	488 36	
720-11925	***TAM S A SPONSORED ADR REPST	134	1/15/2010	22 660	3,036 44	3/3/2010	18 974	2,542 48	(493 96)	
720-11925	***TELEFONICA SA SPONSORED ADR	38	1/15/2010	79 980	3,039 24	3/3/2010	72 169	2,742 42	(296 82)	
720-11925	***TOTAL S A 1 ADR REPRESENTI	45	2/22/2007	69 140	3,111 30	3/3/2010	57 303	2,578 64		(532 66)
		3	1/15/2010	63 850	191 55	3/3/2010	57 303	171 91	(19 64)	
	Sub Total for Security	**48**			**3,302.85**			**2,750.55**	**(19.64)**	**(532 66)**
720-11925	***UNILEVER N V NEW YORK SHS N	94	1/16/2008	32 690	3,072 86	3/3/2010	30 930	2,907 45		(165 41)
720-11925	***UBS AG NEW	192	1/15/2010	15 833	3,039 84	3/3/2010	14 453	2,775 03	(264 81)	

Note: The data in this section is based on Trade Date not Settlement Date.

CAPITAL GAIN/LOSS DETAIL (By Account)

LONG TRANSACTIONS

ACCOUNT	DESCRIPTION	QUANTITY	PURCHASE DATE	PURCHASE PRICE	COST	SALE DATE	SALE PRICE	PROCEEDS	SHORT TERM GAIN LOSS	LONG TERM GAIN LOSS
720-11925	VIRGIN MEDIA INC	175	1/15/2010	17 290	3,025 73	3/3/2010	16 562	2,898 31	(127 42)	
720-11925	***VODAFONE GROUP PLC SPONSORE	112	1/15/2009	19 631	2,198 66	3/3/2010	22 422	2,511 23		312 57
		26	1/15/2010	22 110	574 86	3/3/2010	22 422	582 97	8 11	
	Sub Total for Security	**138**			**2,773.52**			**3,094.20**	**8.11**	**312.57**
720-11925	WONDER AUTO TECHNOLOGY INC	240	1/15/2010	12 640	3,033 60	3/3/2010	10 017	2,404 10	(629 50)	
720-11925	***WACOAL HOLDINGS CORPORATION	36	1/15/2009	62 064	2,234 29	1/15/2010	60 319	2,171 47	(62 82)	
720-11925	***WESTPAC BANKING CORP LTD SP	26	1/15/2010	117 860	3,064 36	3/3/2010	122 318	3,180 27	115 91	
720-11925	***XYRATEX LTD	186	1/15/2010	16 190	3,011 34	3/3/2010	14 074	2,617 77	(393 57)	
	Sub Total for Account				**227,424.06**			**250,805.08**	**26,914.22**	**(3,533.20)**
TOTAL - LONG TRANSACTIONS					**873,629.75**			**957,516.43**	**81,369.19**	**2,517.49**

Note: The data in this section is based on Trade Date not Settlement Date.

TOTAL NET LONG TERM TRANSACTIONS	**2,517**
TOTAL NET SHORT TERM TRANSACTIONS	**81,369**
TOTAL PROCEEDS	**957,516**
TOTAL COST	**873,630**
TOTAL NET AMOUNTS RECEIVED	**83,887**

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization	Employer identification number
	THOMAS AND CINDY MASSIE FOUNDATION	20-0491278
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P.O. box, see instructions. 44945 VIA RENAISSANCE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions TEMECULA, CA 92590	

Enter the Return code for the return that this application is for (file a separate application for each return) [0 4]

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ THOMAS MASSIE
  44945 VIA RENAISSANCE - TEMECULA, CA 92590
  Telephone No. ▶ 800-551-9707 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011 , to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [X] calendar year 2010 or
▶ [ ] tax year beginning ______, and ending ______

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 400.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2011)

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01-03-11

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print

File by the extended due date for filing your return See instructions

Name of exempt organization
THOMAS AND CINDY MASSIE FOUNDATION

Employer identification number
20-0491278

Number, street, and room or suite no If a P O box, see instructions.
C/O KUSHNER SMITH JOANOU & GREGSON - 8105 IRVINE CNTR DR. STE 1000

City, town or post office, state, and ZIP code. For a foreign address, see instructions
IRVINE, CA 92618

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ THOMAS MASSIE
44945 VIA RENAISSANCE - TEMECULA, CA 92590

Telephone No. ▶ 800-551-9707 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until OCTOBER 15, 2011

5 For calendar year 2010 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 400.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Margot C Andrus Title ▶ C.P.A. Date ▶ 8-9-2011

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01-24-11

09580809 723455 T&CMASSIEFDN 2010.04000 THOMAS AND CINDY MASSIE FOU T&CMASS1