Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

G Check all that apply [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [X] Address change [ ] Name change

Name of foundation

THE LANEY THORNTON FOUNDATION

A Employer identification number: 20-1660400

Number and street (or P O box number if mail is not delivered to street address): 633 BATTERY STREET

Room/suite: 100

B Telephone number (see page 10 of the instructions): (415) 351-2893

City or town, state, and ZIP code: SAN FRANCISCO, CA 94111

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

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

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 9,669,621.

J Accounting method [X] Cash [ ] Accrual
[ ] Other (specify) ____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0.			
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	283,811.	283,811.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	289,979.			
	b	Gross sales price for all assets on line 6a 3,390,630.				
	7	Capital gain net income (from Part IV, line 2)		289,979.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-18,977.			ATCH 2
	12	**Total.** Add lines 1 through 11	554,813.	573,790.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 3	9,000.	0.	0.	4,500.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) **	4,483.	4,473.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	60,899.	60,899.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	74,382.	65,372.	0.	4,500.
	25	Contributions, gifts, grants paid	426,550.			426,550.
	26	Total expenses and disbursements Add lines 24 and 25	500,932.	65,372.	0.	431,050.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	53,881.			
	b	**Net investment income** (if negative, enter -0-)		508,418.		
	c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED
NOV 1 [illegible] 2011
OGDEN, UT
IRS-OSC
50

SCANNED NOV 17 2011

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	624,320.	119,743.	119,743.
2	Savings and temporary cash investments			
3	Accounts receivable ▶ 285. Less allowance for doubtful accounts ▶	285.	285.	285.
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule) **	420,673.	1,587,360.	1,508,332.
b	Investments - corporate stock (attach schedule) ATCH 7	4,112,400.	3,803,340.	4,600,034.
c	Investments - corporate bonds (attach schedule) ATCH 8	1,486,251.	515,830.	555,262.
11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 9	1,774,009.	2,457,226.	2,885,965.
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	8,417,938.	8,483,784.	9,669,621.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0.	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
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	8,417,938.	8,483,784.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	8,417,938.	8,483,784.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	8,417,938.	8,483,784.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	8,417,938.
2	Enter amount from Part I, line 27a	2	53,881.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 10	3	11,965.
4	Add lines 1, 2, and 3	4	8,483,784.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,483,784.

**ATCH 6

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	289,979.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	522,488.	8,755,718.	0.059674
2008	581,101.	10,408,152.	0.055831
2007	531,545.	11,915,720.	0.044609
2006	432,547.	11,241,583.	0.038477
2005	574,489.	9,589,654.	0.059907

2	**Total** of line 1, column (d)	2	0.258498
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.051700
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	10,487,456.
5	Multiply line 4 by line 3	5	542,201.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,084.
7	Add lines 5 and 6	7	547,285.
8	Enter qualifying distributions from Part XII, line 4	8	431,050.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	10,168.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	10,168.
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	10,168.
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 22,513.		
b	Exempt foreign organizations-tax withheld at source	6b 0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	22,513.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	12,345.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 12,345. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ 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 on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ PASHA D. THORNTON Telephone no ▶ 415 351-2893

Located at ▶ 2960 BROADWAY SAN FRANCISCO, CA ZIP + 4 ▶ 94115-1062

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

		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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions)		2b	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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)*		3b	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)? (see page 22 of the instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 5b N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No: X
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b No: X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	0.

JSA
0E1465 1 000
85659K 517K 10/28/2011 3:12:23 PM THO004

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	4,601,115.
b	Average of monthly cash balances	1b	668,914.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	5,377,134.
d	**Total** (add lines 1a, b, and c)	1d	10,647,163.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,647,163.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	159,707.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,487,456.
6	**Minimum investment return.** Enter 5% of line 5	6	524,373.

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	524,373.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	10,168.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	10,168.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	514,205.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	514,205.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	514,205.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	431,050.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	431,050.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	431,050.

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

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				514,205.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			426,782.	
b	Total for prior years 20 08 ,20 07 ,20 06				
3	Excess distributions carryover, if any, to 2010				
a	From 2005				
b	From 2006				
c	From 2007				
d	From 2008				
e	From 2009 0.				
f	**Total** of lines 3a through e	0.			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 431,050.				
a	Applied to 2009, but not more than line 2a			426,782.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2010 distributable amount				4,268.
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).)*	0.			0.
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				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				509,937.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	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 0.				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

N/A

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

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

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

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
a *Paid during the year*				
SEE ATTACHMENT A				426,550.
Total ▶ 3a				426,550.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	283,811.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	289,979.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b MISC OTHER INCOME	531110	-20,106.	01	1,129.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-20,106.		574,919.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 554,813.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

JSA
0E1492 1.000
85659K 517K 10/28/2011 3:12:23 PM THO004

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		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

Sign Here

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

Signature of officer or trustee — Date: 11/10/2011 — Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RONALD F. GONG		11/2/11		P00191544

Firm's name ▶ HARRIS MYCFO, ~~INC~~. Firm's EIN ▶ 81-0573056

Firm's address ▶ 2200 GENG ROAD, SUITE 100 PALO ALTO, CA 94303 Phone no 650 210-5000

JSA
0E1493 1 000
85659K 517K 11/1/2011 11:44:18 AM THO004

The Laney Thornton Foundation
Charitable Donations
12/31/10

Date	Check #	Recipient	Address	Status of Recipient	Purpose of Grant or Contribution	Amount
03/02/2010	1435	The Foundation for Meditative Studies	PO Box 908, Ashland, OR 97520	Public Charity	General Support	$ 550
04/06/2010	1436	San Francisco Ballet	455 Franklin Street, San Francisco, CA 94102	Public Charity	General Support	1,500
04/13/2010	1442	Oakland School for the Arts	530 18th Street, Oakland, CA 94612	Public Charity	General Support	5 000
04/30/2010	1446	San Francisco Film Society	39 Meso Street, Ste 110 The Presidio, San Francisco, CA 94129	Public Charity	General Support	1,000
06/02/2010	1448	The Crucible	1260 7th Street, Oakland, CA 94607	Public Charity	General Support	1,500
07/22/2010	1449	Greenbelt Alliance	631 Howard Street, Ste 510, San Francisco, CA 94105	Public Charity	General Support	2,500
07/22/2010	1450	EngenderHealth	440 9th Ave, New York, NY 10001	Public Charity	General Support	2,500
09/22/2010	1452	California Academy of Sciences	55 Music Concourse Drive, Golden Gate Park, San Francisco, CA 94118	Public Charity	General Support	1,600
11/07/2010	1454	First Base Foundation	519 Browning St, Mill Valley, CA 94941	Public Charity	General Support	900
12/02/2010	1457	The Crucible	1260 7th Street, Oakland, CA 94607	Public Charity	General Support	10,000
12/23/2010	1460	African Wildlife Foundation	1400 16th Street, N W , Ste 120, Washington D C 20036	Public Charity	General Support	5,000
12/23/2010	1461	American Conservatory Theatre	30 Grant Ave, 6th Floor, San Francisco, CA 94108	Public Charity	General Support	5,000
12/23/2010	1462	Bay Area Ridge Trail Council	1007 General Kennedy Ave, Ste 3 San Francisco, CA 94129	Public Charity	General Support	1,000
12/23/2010	1463	Bay Nature	1328 6th Street, #2, Berkeley, CA 94710	Public Charity	General Support	1 000
12/23/2010	1464	The Biomimicry Institute	PO Box 9216, Missoula, MT 59807	Public Charity	General Support	1,000
12/23/2010	1465	California Academy of Sciences	55 Music Concourse Drive Golden Gate Park, San Francisco CA 94118	Public Charity	General Support	5,000
12/23/2010	1466	Climate Protection Campaign	PO Box 3785, Santa Rosa, CA 95402	Public Charity	General Support	2,500
12/23/2010	1467	Conservation International	2011 Crystal Drive, Ste 500, Arlington, VA 22202	Public Charity	General Support	35,000
12/23/2010	1468	EngenderHealth	440 9th Ave New York, NY 10001	Public Charity	General Support	20 000
12/23/2010	1469	Earth Policy Institute	1350 Connecticut Ave, NW, Ste 403 Washington, DC 20036	Public Charity	General Support	15 000
12/23/2010	1470	Environmental Defense Fund	257 Park Ave South, New York, NY 10010	Public Charity	General Support	25,000
12/23/2010	1471	F A I R	25 Massachusetts Ave NW, Ste 330, Washington, DC 20001	Public Charity	General Support	2,000
12/23/2010	1472	Fine Arts Museum of San Francisco	50 Hagiwara Tea Garden Drive, San Francisco, CA 94118	Public Charity	General Support	5,000
12/23/2010	1473	First Base Foundation	519 Browning St, Mill Valley, CA 94941	Public Charity	General Support	7 500
12/23/2010	1474	Forest Forever Foundation	50 First St, Ste 401, San Francisco, CA 94105	Public Charity	General Support	1 000
12/23/2010	1475	Full Circle Fund	133 Kearny Street, Ste 202, San Francisco, CA 94108	Public Charity	General Support	1,000
12/23/2010	1476	Golden Gate Nat Parks Conservancy	Building 201, Fort Mason, San Francisco, CA 94123	Public Charity	General Support	1,000
12/23/2010	1477	Hampshire College	Office of Institutional Advancement, Amherst, MA 01002	Public Charity	General Support	1,000
12/23/2010	1478	Harvard Business School	124 Mount Auburn Street, Cambridge, MA 02138	Public Charity	General Support	1,000
12/23/2010	1479	Harvard University Center for Environment	124 Mount Auburn Street Cambridge MA 02138	Public Charity	General Support	5,000
12/23/2010	1480	I S I S	893 West Street, Hampshire College, Amherst, MA 01002	Public Charity	General Support	2,500
12/23/2010	1481	International Planned Parenthood Fed	120 Wall Street, 9th Floor, New York, NY 10005	Public Charity	General Support	2,500
12/23/2010	1482	The Leakey Foundation	1003B O'Reilly Ave, San Francisco, CA 94129	Public Charity	General Support	1 000
12/23/2010	1483	Natural Resources Defense Council	40 West 20 Street, New York, NY 10011	Public Charity	General Support	20 000
12/23/2010	1484	NumbersUSA com	1601 N Kent St Ste 1100, Arlington, VA 22209	Public Charity	General Support	25,000
12/23/2010	1485	Pacific Forest Trust	1001-A O'Reilly Ave, San Francisco, CA 94129	Public Charity	General Support	25,000
12/23/2010	1486	Phillips Brooks House Association Inc	Harvard University, Cambridge, MA 02138	Public Charity	General Support	500
12/23/2010	1487	Population Connection	2120 L Street, NW Ste 500, Washington DC 20037	Public Charity	General Support	5,000
12/23/2010	1488	Population Media Center	PO Box 547, Shelburne, Vermont 05482	Public Charity	General Support	32 500
12/23/2010	1489	Progressives for Immigration Reform	888 16th Street Ste 800, Washington, DC 20006	Public Charity	General Support	6,000
12/23/2010	1490	Rainforest Alliance	665 Broadway, Ste 500, New York, NY 10012	Public Charity	General Support	5,000
12/23/2010	1491	Rocky Mountain Institute	2317 Snowmass Creek Road, Snowmass, CO 81654	Public Charity	General Support	20,000
12/23/2010	1492	Resource Renewal Institute	187 East Blithedale Ave, Mill Valley, CA 94941	Public Charity	General Support	1,000
12/23/2010	1493	San Francisco Ballet	455 Franklin Street San Francisco, CA 94102	Public Charity	General Support	3,500
12/23/2010	1494	San Francisco Day School	350 Masonic Ave, San Francisco, CA 94118	Public Charity	General Support	6,000
12/23/2010	1495	San Francisco Opera Association	301 Van Ness Ave, San Francisco, CA 94102	Public Charity	General Support	5,000
12/23/2010	1496	San Francisco Parks Trust	501 Stanyan Street, San Francisco, CA 94117	Public Charity	General Support	1,000
12/23/2010	1497	San Francisco Symphony	Davies Symphony Hall San Francisco, CA 94102	Public Charity	General Support	5 000
12/23/2010	1498	Save the Redwoods League	114 Sansome Street, Ste 1200, San Francisco CA 94104	Public Charity	General Support	5 000
12/23/2010	1499	Sierra Club Foundation	85 2nd Street, Ste 750, San Francisco, CA 94105	Public Charity	General Support	20,000
12/23/2010	1500	Sonoma Land Trust	966 Sonoma Ave, Santa Rosa, CA 95404	Public Charity	General Support	1 000
12/23/2010	1501	Sonoma Ashram Foundation	PO Box 950, Sonoma, CA 95476	Public Charity	General Support	1,000
12/23/2010	1502	The Shelburne Museum	PO Box 10, Shelburne, Vermont 05482	Public Charity	General Support	1,000
12/23/2010	1458	IHC-CalCars	PO Box 207 Woodland Hills, CA 91365	Public Charity	General Support	500
12/23/2010	1459	Tipping Point Community	703 Market Street Ste 708, San Francisco, CA 94103	Public Charity	General Support	1,000
12/23/2010	1503	UCSF Foundation	220 Montgomery Street, 5th Floor, UCSF Box 0248, San Francisco CA 94143	Public Charity	General Support	1,000
12/23/2010	1504	USC Wrigley Institute	University Park, Los Angeles, CA 90089	Public Charity	General Support	10 000
12/23/2010	1505	Webb Schools	1175 West Baseline Road, Claremont, CA 91711	Public Charity	General Support	1,000
12/23/2010	1506	WILDAID	744 Montgomery Street, Ste 300, San Francisco, CA 94111	Public Charity	General Support	30,000
12/23/2010	1507	Worldwatch Institute	1776 Massachusetts Ave , NW, Washington DC 20036	Public Charity	General Support	20,000
12/23/2010	1508	Yosemite Conservancy	155 Montgomery St, Ste 1104, San Francisco, CA 94104	Public Charity	General Support	1 000
12/23/2010	1509	The Oregon Tiger Sanctuary	PO Box 908, Ashland Oregan 97520	Public Charity	General Support	500
						$ 426,550

ATTACHMENT A

THE LANEY THORNTON FOUNDATION 20-1660400

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					22,331.	
		STATE STREET BANK #MY2572 - STATEMENT A PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
113,867.		126,117.					-12,250.	
		STATE STREET BANK #MY2572 - STATEMENT A PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
447,162.		415,765.					31,397.	
		STATE STREET BANK #MY2573 - STATEMENT B PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
615,041.		597,911.					17,130.	
		STATE STREET BANK #MY2573 - STATEMENT B PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,335,803.		1,253,605.					82,198.	
		CHARLES SCHWAB #8298 - STATEMENT C PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
26,600.		24,788.					1,812.	
		CHARLES SCHWAB #8298 - STATEMENT C PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
530,522.		467,898.					62,624.	
		CHARLES SCHWAB #2768 - STATEMENT D PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,389.		1,404.					-15.	
		CHARLES SCHWAB #2768 - STATEMENT D PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
297,915.		213,163.					84,752.	
TOTAL GAIN(LOSS)		....					289,979.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND	213,396.	213,396.
INTEREST	60,909.	60,909.
US GOVT OBLIGATIONS INTEREST	9,506.	9,506.
TOTAL	283,811.	283,811.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
ORDINARY BUSINESS LOSS - WIEL BRIEN FUND IV, LP	-1,018.
RENTAL REAL ESTATE LOSS - WIEL BRIEN FUND IV, LP	-19,088.
STATE STREET BANK #MY2572	1,129.
TOTALS	-18,977.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		9,000.	0.	0.	4,500.
	TOTALS	9,000.	0.	0.	4,500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	4,473.	4,473.
STATE TAXES PAID	10.	0.
TOTALS	4,483.	4,473.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	60,889.	60,889.	0.
BANK FEES	10.	10.	0.
MISCELLANEOUS EXPENSE			
TOTALS	60,899.	60,899.	0.

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

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
STATE ST BANK - US GOVT OBLIG	1,587,360.	1,508,332.
US OBLIGATIONS TOTAL	1,587,360.	1,508,332.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VARIOUS ACCOUNTS - CORP STOCKS	3,803,340.	4,600,034.
TOTALS	3,803,340.	4,600,034.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VARIOUS ACCOUNTS - CORP BONDS	515,830.	555,262.
TOTALS	515,830.	555,262.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VARIOUS OTHER INVESTMENTS	1,400,000.	1,718,263.
VARIOUS MUTUAL FUNDS	71,072.	125,184.
WIEL BRIEN	486,154.	506,247.
K2 OVERSEAS L/S FUND	500,000.	536,271.
TOTALS	2,457,226.	2,885,965.

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

DESCRIPTION		AMOUNT
PRIOR PERIOD ADJ - NO TAX IMPACT		11,965.
	TOTAL	11,965.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
W. LANEY THORNTON 2960 BROADWAY SAN FRANCISCO, CA 94115-1062	PRESIDENT/DIRECTOR 1.00 HR/Week	0.	0.	0.
PASHA D. THORNTON 2960 BROADWAY SAN FRANCISCO, CA 94115-1062	SECRETARY/TREASURER 1.00 HR/Week	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2010

Name of estate or trust: THE LANEY THORNTON FOUNDATION

Employer identification number: 20-1660400

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	6,677.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	6,677.

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	260,971.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	22,331.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	283,302.

Part III Summary of Parts I and II
Caution: *Read the instructions* **before** *completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			6,677.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			283,302.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			289,979.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2010

Name of estate or trust: THE LANEY THORNTON FOUNDATION

Employer identification number: 20-1660400

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a STATE STREET BANK #MY2572 - STATEMENT A	VARIOUS	VARIOUS	113,867.	126,117.	-12,250.
STATE STREET BANK #MY2573 - STATEMENT B	VARIOUS	VARIOUS	615,041.	597,911.	17,130.
CHARLES. SCHWAB #8298 - STATEMENT C	VARIOUS	VARIOUS	26,600.	24,788.	1,812.
CHARLES SCHWAB #2768 - STATEMENT D	VARIOUS	VARIOUS	1,389.	1,404.	-15.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 6,677.

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

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

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	STATE STREET BANK #MY2572 - STATEMENT A	VARIOUS	VARIOUS	447,162.	415,765.	31,397.
	STATE STREET BANK #MY2573 - STATEMENT B	VARIOUS	VARIOUS	1,335,803.	1,253,605.	82,198.
	CHARLES SCHWAB #8298 - STATEMENT C	VARIOUS	VARIOUS	530,522.	467,898.	62,624.
	CHARLES SCHWAB #2768 - STATEMENT D	VARIOUS	VARIOUS	297,915.	213,163.	84,752.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 260,971.

85659K 517K 10/28/2011 3:12:23 PM THO004

TAX PREPARER 1
TRUST ADMINISTRATOR MYC
INVESTMENT OFFICER. 1465

LEGEND· F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
100 0000 ADOBE SYS INC COM - 00724F101 - MINOR = 59						
SOLD		09/03/2010	2946 52			
ACQ	100 0000	10/14/2009	2946 52	3534 54	-588 02	ST
75 0000 ADOBE SYS INC COM - 00724F101 - MINOR = 59						
SOLD		09/09/2010	2440 79			
ACQ	75 0000	10/14/2009	2440 79	2650 91	-210 12	ST
100 0000 ADOBE SYS INC COM - 00724F101 - MINOR = 59						
SOLD		09/09/2010	3250 95			
ACQ	100.0000	10/14/2009	3250.95	3534 54	-283 59	ST
100 0000 ADOBE SYS INC COM - 00724F101 - MINOR = 59						
SOLD		09/28/2010	2635 16			
ACQ	25 0000	10/14/2009	658.79	883 63	-224 84	ST
	75 0000	10/30/2009	1976.37	2480 96	-504 59	ST
25 0000 ADOBE SYS INC COM - 00724F101 - MINOR = 59						
SOLD		09/29/2010	653.18			
ACQ	25 0000	10/30/2009	653 18	826 98	-173 80	ST
300 0000 AGILENT TECHNOLOGIES INC - 00846U101 - MINOR = 59						
SOLD		02/12/2010	8992 32			
ACQ	200.0000	07/19/2007	5994.88	7964 40	-1969 52	LT15
	100.0000	10/24/2007	2997.44	3704 50	-707 06	LT15
400 0000 AGILENT TECHNOLOGIES INC - 00846U101 - MINOR = 59						
SOLD		02/12/2010	11997.12			
ACQ	100.0000	09/07/2007	2999 28	3627 94	-628 66	LT15
	100.0000	09/12/2007	2999 28	3632 35	-633 07	LT15
	200.0000	02/21/2008	5998 56	6323 96	-325 40	LT15
200 0000 AGILENT TECHNOLOGIES INC - 00846U101 - MINOR = 59						
SOLD		02/16/2010	6024 56			
ACQ	200.0000	02/20/2008	6024 56	6273 32	-248 76	LT15
300 0000 ALBERTO CULVER CO - 013078100 - MINOR = 3101						
SOLD		04/19/2010	8393 79			
ACQ	100.0000	09/18/2009	2797 93	2758 78	39 15	ST
	100.0000	11/13/2009	2797 93	2776 53	21 40	ST
	100.0000	11/16/2009	2797.93	2858 36	-60 43	ST
300 0000 ALBERTO CULVER CO - 013078100 - MINOR = 3101						
SOLD		04/19/2010	8393 94			
ACQ	100.0000	09/17/2009	2797 98	2747 65	50 33	ST
	100.0000	09/21/2009	2797 98	2749 83	48 15	ST
	100.0000	09/30/2009	2797.98	2748 63	49 35	ST
100 0000 ALBERTO CULVER CO - 013078100 - MINOR = 3101						
SOLD		04/20/2010	2804 09			
ACQ	100.0000	10/01/2009	2804 09	2742 96	61 13	ST
100.0000 AMERICAN MED SYS HLDGS INC - 02744M108 - MINOR = 59						
SOLD		02/11/2010	1823 72			
ACQ	100.0000	04/18/2007	1823 72	1811 32	12 40	LT15
100 0000 AMERICAN MED SYS HLDGS INC - 02744M108 - MINOR = 59						
SOLD		02/16/2010	1858 86			
ACQ	100.0000	04/18/2007	1858 86	1811 32	47 54	LT15
100 0000 AMERICAN MED SYS HLDGS INC - 02744M108 - MINOR = 59						
SOLD		02/17/2010	1812 14			
ACQ	100 0000	05/01/2007	1812 14	1787 95	24 19	LT15
100 0000 AMERICAN WATER WORKS - 030420103 - MINOR = 59						
SOLD		11/12/2010	2450.48			
ACQ	100 0000	08/24/2009	2450 48	1994 24	456 24	LT15
100 0000 AON CORP COM - 037389103 - MINOR = 59						
SOLD		11/04/2010	4099 12			
ACQ	100 0000	03/29/2010	4099 12	4288 31	-189 19	ST
100.0000 AON CORP COM - 037389103 - MINOR = 59						
SOLD		11/05/2010	4140 57			
ACQ	25 0000	03/31/2010	1035 14	1069 77	-34 63	ST
	75 0000	05/24/2010	3105 43	2946 14	159 29	ST
25 0000 APPLE COMPUTER INC COM - 037833100 - MINOR = 3101						
SOLD		04/26/2010	6735 89			
ACQ	25 0000	10/24/2008	6735 89	2380 45	4355 44	LT15
300 0000 BAE SYSTEMS PLC SPONSORED ADR - 05523R107 - MINOR = 61						
SOLD		04/20/2010	6966 30			
ACQ	300 0000	07/03/2006	6966 30	8103 00	-1136 70	LT15
100 0000 BAE SYSTEMS PLC SPONSORED ADR - 05523R107 - MINOR = 61						
SOLD		04/22/2010	2192 40			
ACQ	100 0000	12/02/2009	2192 40	2277 95	-85 55	ST
100 0000 BAE SYSTEMS PLC SPONSORED ADR - 05523R107 - MINOR = 61						
SOLD		04/26/2010	2231 01			
ACQ	100 0000	12/03/2009	2231 01	2250 53	-19 52	ST
100 0000 BAXTER INTL INC COM - 071813109 - MINOR = 59						
SOLD		05/04/2010	4522 57			
ACQ	75 0000	04/09/2010	3391 93	4348 65	-956 72	ST
	25 0000	07/23/2007	1130 64	1412 99	-282 35	LT15
200 0000 BAXTER INTL INC COM - 071813109 - MINOR = 59						
SOLD		05/05/2010	9102 78			
ACQ	175 0000	07/23/2007	7964 93	9890 95	-1926 02	LT15
	25.0000	12/30/2008	1137 85	1310 73	-172 88	LT15
300 0000 BAXTER INTL INC COM - 071813109 - MINOR = 59						
SOLD		05/06/2010	13926 87			
ACQ	175 0000	12/30/2008	8124.01	9175 13	-1051 12	LT15
	125 0000	07/03/2006	5802 86	4596 25	1206 61	LT15

TRUST YEAR ENDING 12/31/2010

TAX PREPARER 1
TRUST ADMINISTRATOR MYC
INVESTMENT OFFICER. 1465

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
75 0000 BAXTER INTL INC COM - 071813109 - MINOR = 59						
SOLD		05/07/2010	3380.92			
ACQ	75 0000	07/03/2006	3380.92	2757 75	623 17	LT15
175 0000 BERKSHIRE HATHAWAY INC - 084670702 - MINOR = 59						
SOLD		02/18/2010	13412 44			
ACQ	175 0000	07/03/2006	13412 44	10702 69	2709 75	LT15
150 0000 BERKSHIRE HATHAWAY INC - 084670702 - MINOR = 59						
SOLD		05/27/2010	10989.30			
ACQ	75.0000	07/03/2006	5494 65	4586 86	907 79	LT15
	75.0000	03/04/2009	5494.65	3687.56	1807 09	LT15
75 0000 BERKSHIRE HATHAWAY INC - 084670702 - MINOR = 59						
SOLD		07/06/2010	5874.90			
ACQ	75 0000	03/04/2009	5874 90	3687 55	2187 35	LT15
100 0000 BEST BUY INC COM - 086516101 - MINOR = SEU						
SOLD		01/07/2010	4145.57			
ACQ	100 0000	10/15/2007	4145 57	4962 07	-816 50	LT15
25 0000 CAMECO CORP - 13321L108 - MINOR = 61						
SOLD		05/04/2010	609.66			
ACQ	25.0000	04/28/2009	609 66	525.88	83 78	LT15
100 0000 CARNIVAL CORP - 143658300 - MINOR = 61						
SOLD		10/26/2010	4318.38			
ACQ	100.0000	04/14/2008	4318 38	3982 42	335 96	LT15
100 0000 CARNIVAL CORP - 143658300 - MINOR = 61						
SOLD		10/27/2010	4202 59			
ACQ	100 0000	03/05/2008	4202 59	3958 48	244 11	LT15
100 0000 CELGENE CORP COM - 151020104 - MINOR = 59						
SOLD		05/05/2010	5993 89			
ACQ	100 0000	09/03/2008	5993 89	6942 59	-948 70	LT15
100 0000 CELGENE CORP COM - 151020104 - MINOR = 59						
SOLD		05/05/2010	5993 83			
ACQ	55.0000	09/04/2008	3296 61	3780 94	-484 33	LT15
	45.0000	10/06/2008	2697 22	2599 07	98.15	LT15
200.0000 COCA COLA CO COM - 191216100 - MINOR = 59						
SOLD		02/05/2010	10585 92			
ACQ	100.0000	07/23/2008	5292 96	5216 93	76 03	LT15
	100.0000	01/01/1997	5292 96	3971.08	1321.88	LT
CHANGED 02/06/11 @MT						
25 0000 COCA COLA CO COM - 191216100 - MINOR = 59						
SOLD		02/08/2010	1324 03			
ACQ	25.0000	01/01/1997	1324 03	992.77	331.26	LT
CHANGED 02/06/11 @MT						
175.0000 COCA COLA CO COM - 191216100 - MINOR = 59						
SOLD		05/21/2010	8941 51			
ACQ	175.0000	01/01/1997	8941.51	6949.39	1992.12	LT
CHANGED 02/06/11 @MT						
75.0000 COSTCO WHOLESALE CORP - 22160K105 - MINOR = 3101						
SOLD		01/14/2010	4410 07			
ACQ	75.0000	07/03/2006	4410 07	4296.00	114 07	LT15
100 0000 DAVITA INC - 23918K108 - MINOR = 59						
SOLD		05/03/2010	6300.22			
ACQ	100.0000	08/25/2006	6300 22	5731.00	569 22	LT15
100.0000 DAVITA INC - 23918K108 - MINOR = 59						
SOLD		05/20/2010	6199.36			
ACQ	100.0000	08/25/2006	6199 36	5731 00	468 36	LT15
50 0000 DAVITA INC - 23918K108 - MINOR = 59						
SOLD		10/26/2010	3562.43			
ACQ	50 0000	07/03/2006	3562 43	2492 50	1069 93	LT15
25.0000 DIAMOND OFFSHORE DRILLING INC COM - 25271C102 - MINOR = 59						
SOLD		09/21/2010	1557.60			
ACQ	25 0000	09/22/2009	1557.60	2382 68	-825 08	ST
300.0000 DISNEY WALT CO COM - 254687106 - MINOR = 3101						
SOLD		01/08/2010	9501.59			
ACQ	300.0000	07/03/2006	9501 59	8890 25	611 34	LT15
100.0000 DISNEY WALT CO COM - 254687106 - MINOR = 3101						
SOLD		01/25/2010	2993 65			
ACQ	100 0000	07/03/2006	2993 65	2963 42	30 23	LT15
100.0000 ECOLAB INC COM (**) - 278865100 - MINOR = 3101						
SOLD		01/05/2010	4445 76			
ACQ	100 0000	12/04/2008	4445 76	3543.46	902 30	LT15
100 0000 EDISON INTL COM - 281020107 - MINOR = 59						
SOLD		04/19/2010	3382 71			
ACQ	100 0000	01/22/2009	3382 71	3248 03	134 68	LT15
200 0000 EDISON INTL COM - 281020107 - MINOR = 59						
SOLD		04/20/2010	6807 22			
ACQ	200 0000	01/22/2009	6807 22	6496 06	311 16	LT15
200 0000 ENERGIZER HOLDINGS INC - 29266R108 - MINOR = 59						
SOLD		02/11/2010	11005 90			
ACQ	100 0000	04/30/2008	5502 95	7926 64	-2423 69	LT15
	75 0000	05/01/2008	4127 21	6103 27	-1976 06	LT15
	25 0000	06/06/2008	1375 74	1968 32	-592.58	LT15
40 0000 FIRST SOLAR INC - 336433107 - MINOR = 59						
SOLD		05/17/2010	4522 93			
ACQ	35 0000	11/04/2009	3957 56	4309 73	-352 17	ST
	5 0000	02/26/2009	565 37	523.70	41.67	LT15

TRUST YEAR ENDING 12/31/2010

TAX PREPARER 1
TRUST ADMINISTRATOR· MYC
INVESTMENT OFFICER. 1465

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
0079 FRONTIER COMMUNICATIONS CORP - 35906A108 - MINOR = 59						
SOLD		07/13/2010	0 06			
ACQ	.0079	01/08/2010	0 06	0 07	-0 01	ST
48 0000 FRONTIER COMMUNICATIONS CORP - 35906A108 - MINOR = 59						
SOLD		08/26/2010	366 80			
ACQ	48 0000	01/08/2010	366 80	400 54	-33 74	ST
10 0000 THE GOLDMAN SACHS GROUP INC - 38141G104 - MINOR = 59						
SOLD		04/16/2010	1605 49			
ACQ	10 0000	03/13/2008	1605 49	1652 36	-46 87	LT15
75 0000 THE GOLDMAN SACHS GROUP INC - 38141G104 - MINOR = 59						
SOLD		04/19/2010	12099 59			
ACQ	15 0000	03/13/2008	2419.92	2478 55	-58.63	LT15
	60 0000	03/18/2008	9679 67	9798 77	-119 10	LT15
25 0000 THE GOLDMAN SACHS GROUP INC - 38141G104 - MINOR = 59						
SOLD		04/19/2010	4076 06			
ACQ	25 0000	03/18/2008	4076 06	4082 83	-6 77	LT15
20 0000 GOOGLE INC-A - 38259P508 - MINOR = 59						
SOLD		01/08/2010	11877 15			
ACQ	20.0000	02/27/2008	11877 15	9442 64	2434 51	LT15
100 0000 HANESBRANDS INC - 410345102 - MINOR = 59						
SOLD		01/04/2010	2467 47			
ACQ	12 5000	07/25/2006	308 43	251 73	56 70	LT15
	25 0000	07/31/2006	616 87	506 94	109 93	LT15
	62.5000	07/03/2006	1542 17	1214 25	327 92	LT15
100 0000 HANESBRANDS INC - 410345102 - MINOR = 59						
SOLD		01/08/2010	2466 37			
ACQ	100 0000	07/03/2006	2466 37	1942 80	523 57	LT15
50 0000 HANESBRANDS INC - 410345102 - MINOR = 59						
SOLD		01/14/2010	1213 62			
ACQ	50.0000	07/03/2006	1213 62	971 40	242 22	LT15
200 0000 HEWLETT PACKARD CO COM [**] - 428236103 - MINOR = 3101						
SOLD		01/27/2010	9762.65			
ACQ	200 0000	11/14/2008	9762 65	6128 20	3634 45	LT15
25 0000 HEWLETT PACKARD CO COM [**] - 428236103 - MINOR = 3101						
SOLD		10/25/2010	1076 52			
ACQ	25 0000	11/14/2008	1076 52	766 03	310 49	LT15
100 0000 HUDSON CITY BANCORP INC - 443683107 - MINOR = 59						
SOLD		09/21/2010	1223 13			
ACQ	100.0000	11/24/2008	1223 13	1693 59	-470 46	LT15
300 0000 HUDSON CITY BANCORP INC - 443683107 - MINOR = 59						
SOLD		09/22/2010	3638 00			
ACQ	300 0000	11/24/2008	3638 00	5080 77	-1442 77	LT15
100 0000 J.P MORGAN CHASE & CO - 46625H100 - MINOR = 59						
SOLD		04/20/2010	4584 86			
ACQ	100.0000	08/25/2006	4584 86	4552 00	32 86	LT15
300 0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 59						
SOLD		05/28/2010	17568 16			
ACQ	100.0000	05/19/2009	5856 05	5589 64	266 41	LT15
	150 0000	10/29/2009	8784 08	8997 20	-213 13	ST
	50 0000	05/18/2009	2928.03	2793 72	134 31	LT15
250 0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 59						
SOLD		05/28/2010	14636 25			
ACQ	150.0000	05/18/2009	8781 75	8381 16	400 59	LT15
	100.0000	05/18/2009	5854 50	5586 85	267 65	LT15
200.0000 MCDONALDS CORP COM - 580135101 - MINOR = 3101						
SOLD		02/18/2010	12888 87			
ACQ	200.0000	07/03/2006	12888 87	6760 00	6128 87	LT15
175 0000 MCDONALDS CORP COM - 580135101 - MINOR = 3101						
SOLD		03/03/2010	11124 05			
ACQ	175 0000	07/03/2006	11124 05	5915 00	5209 05	LT15
100 0000 MEDTRONIC INC COM - 585055106 - MINOR = 59						
SOLD		10/26/2010	3594 54			
ACQ	100.0000	07/03/2006	3594 54	4693.00	-1098 46	LT15
100 0000 MEDTRONIC INC COM - 585055106 - MINOR = 59						
SOLD		11/23/2010	3402 34			
ACQ	100.0000	07/03/2006	3402 34	4693 00	-1290 66	LT15
200 0000 MERCK & CO INC - 58933Y105 - MINOR = 59						
SOLD		04/09/2010	7375 63			
ACQ	200.0000	11/20/2009	7375 63	7310.96	64 67	ST
200 0000 NATIONAL GRID PLC-SPONSORED ADR - 636274300 - MINOR = 61						
SOLD		06/22/2010	854 62			
ACQ	200 0000		854 62		854 62	ST
200 0000 NOKIA CORP SPONSORED ADR - 654902204 - MINOR = 61						
SOLD		01/28/2010	2800 84			
ACQ	200 0000	07/03/2006	2800 84	4104 00	-1303 16	LT15
200 0000 PAYCHEX INC COM - 704326107 - MINOR = 59						
SOLD		03/26/2010	6237 34			
ACQ	200 0000	05/08/2007	6237 34	7604 98	-1367 64	LT15
100 0000 PAYCHEX INC COM - 704326107 - MINOR = 59						
SOLD		03/29/2010	3121 41			
ACQ	100 0000	05/08/2007	3121 41	3801 87	-680 46	LT15
100 0000 PAYCHEX INC COM - 704326107 - MINOR = 59						
SOLD		03/30/2010	3106.20			
ACQ	100.0000	05/04/2007	3106 20	3775 95	-669 75	LT15

TAX PREPARER 1
TRUST ADMINISTRATOR MYC
INVESTMENT OFFICER 1465

LEGEND· F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
100 0000 PAYCHEX INC COM - 704326107 - MINOR = 59						
SOLD		03/31/2010	3079 31			
ACQ	100.0000	05/04/2007	3079 31	3775 95	-696 64	LT15
100 0000 PAYCHEX INC COM - 704326107 - MINOR = 59						
SOLD		04/01/2010	3070 02			
ACQ	100.0000	05/04/2007	3070 02	3762 72	-692 70	LT15
100 0000 PAYCHEX INC COM - 704326107 - MINOR = 59						
SOLD		04/05/2010	3102 20			
ACQ	100 0000	04/04/2008	3102.20	3616 14	-513 94	LT15
25 0000 PEPSICO INC CAP - 713448108 - MINOR = 59						
SOLD		03/17/2010	1656 57			
ACQ	25 0000	07/03/2006	1656 57	1506 25	150 32	LT15
25 0000 POTASH CORP SASK INC COM - 73755L107 - MINOR = 61						
SOLD		08/17/2010	3596 91			
ACQ	25.0000	10/06/2006	3596 91	904 09	2692 82	LT15
50 0000 POTASH CORP SASK INC COM - 73755L107 - MINOR = 61						
SOLD		08/18/2010	7367 51			
ACQ	50.0000	10/06/2006	7367 51	1808 17	5559 34	LT15
60 0000 POTASH CORP SASK INC COM - 73755L107 - MINOR = 61						
SOLD		09/17/2010	8869 12			
ACQ	60.0000	10/06/2006	8869 12	2169 80	6699 32	LT15
100 0000 PROCTER & GAMBLE CO COM - 742718109 - MINOR = 59						
SOLD		09/27/2010	6100 62			
ACQ	100 0000	05/20/2009	6100 62	5433 36	667 26	LT15
200 0000 PROCTER & GAMBLE CO COM - 742718109 - MINOR = 59						
SOLD		09/28/2010	12115.39			
ACQ	200.0000	05/19/2009	12115 39	10623 88	1491 51	LT15
100 0000 SAP AKTIENGESELLSCHAFT SPONSORED ADR - 803054204 - MINOR = 61						
SOLD		01/26/2010	4612 98			
ACQ	100.0000	07/03/2006	4612.98	5311.00	-698 02	LT15
100.0000 SAP AKTIENGESELLSCHAFT SPONSORED ADR - 803054204 - MINOR = 61						
SOLD		04/09/2010	4880.77			
ACQ	100.0000	05/16/2007	4880.77	4648.24	232 53	LT15
50 0000 STRAYER ED INC COM - 863236105 - MINOR = 59						
SOLD		08/26/2010	8281 46			
ACQ	25 0000	02/12/2010	4140 73	5150 62	-1009 90	ST
	25 0000	02/11/2010	4140.73	4953 43	-812 71	ST
10 0000 STRAYER ED INC COM - 863236105 - MINOR = 59						
SOLD		10/08/2010	1633.70			
ACQ	10.0000	02/11/2010	1633.70	1981 37	-347.67	ST
200 0000 TIME WARNER INC - 887317303 - MINOR = 59						
SOLD		09/24/2010	6273 39			
ACQ	200 0000	01/01/1997	6273 39	3977.59	2295.80	LT
CHANGED 02/03/11 @MT						
73 0000 TIME WARNER INC - 887317303 - MINOR = 59						
SOLD		09/28/2010	2260 00			
ACQ	73.0000	01/01/1997	2260.00	1451.82	808.18	LT
CHANGED 02/03/11 @MT						
200.0000 UNILEVER N V - 904784709 - MINOR = 61						
SOLD		08/11/2010	5464.38			
ACQ	200.0000	07/03/2006	5464 38	4542 00	922 38	LT15
200 0000 UNILEVER N V - 904784709 - MINOR = 61						
SOLD		08/12/2010	5475.88			
ACQ	200 0000	07/03/2006	5475 88	4542 00	933 88	LT15
200 0000 UNILEVER N V - 904784709 - MINOR = 61						
SOLD		08/13/2010	5402 56			
ACQ	200.0000	07/03/2006	5402.56	4542 00	860 56	LT15
75 0000 UNITED PARCEL SERVICE - CL B - 911312106 - MINOR = 59						
SOLD		01/04/2010	4362 94			
ACQ	25 0000	05/11/2007	1454 31	1781 57	-327 26	LT15
	50 0000	08/25/2006	2908 63	3512 00	-603 37	LT15
100.0000 VULCAN MATERIALS CO COM - 929160109 - MINOR = 59						
SOLD		09/21/2010	3775 63			
ACQ	35 0000	04/01/2008	1321 47	2397.74	-1076 27	LT15
	65.0000	10/14/2008	2454 16	3584 67	-1130 51	LT15
100 0000 VULCAN MATERIALS CO COM - 929160109 - MINOR = 59						
SOLD		10/01/2010	3767.75			
ACQ	35 0000	10/14/2008	1318 71	1930 20	-611 49	LT15
	65 0000	04/19/2010	2449 04	3417 60	-968.56	ST
100 0000 VULCAN MATERIALS CO COM - 929160109 - MINOR = 59						
SOLD		10/22/2010	3656 91			
ACQ	25 0000	11/25/2008	914 23	1298.92	-384 69	LT15
	10.0000	04/19/2010	365 69	525 78	-160 09	ST
	65.0000	04/12/2010	2376 99	3203.94	-826.95	ST
125 0000 WAL MART STORES INC COM - 931142103 - MINOR = 59						
SOLD		05/24/2010	6390 85			
ACQ	100.0000	01/13/2010	5112 68	5506 97	-394 29	ST
	25 0000	05/20/2009	1278 17	1252 70	25 47	LT15
125.0000 WAL MART STORES INC COM - 931142103 - MINOR = 59						
SOLD		07/30/2010	6351 76			
ACQ	125 0000	05/20/2009	6351 76	6263 47	88.29	LT15
200 0000 WALGREEN CO COM - 931422109 - MINOR = 59						
SOLD		08/06/2010	5592 60			
ACQ	100 0000	05/07/2007	2796 30	4492 06	-1695 76	LT15
	100 0000	06/03/2008	2796 30	3646 13	-849 83	LT15

ACCT 2M3M MY2572
FROM 01/01/2010
TO 12/31/2010

STATE STREET BANK & TRUST COMPANY
STATEMENT OF CAPITAL GAINS AND LOSSES
LANEY THORNTON FDN. - CAPITAL

RUN 02/20/2011
11.49 04 PM

TRUST YEAR ENDING 12/31/2010

TA(PREPARER 1
TRUST ADMINISTRATOR MYC
INVESTMENT OFFICER 1465

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
825 0000 WELLS FARGO & COMPANY - 949746101 - MINOR = 59						
SOLD		10/15/2010	19524.28			
ACQ	600 0000	08/13/2010	14199.48	15554 46	-1354 98	ST
	225 0000	08/16/2010	5324.80	5791 43	-466 63	ST
75 0000 TRANSOCEAN LTD - H8817H100 - MINOR = 61						
SOLD		06/17/2010	3653 39			
ACQ	75 0000	03/24/2010	3653 39	6154 87	-2501 48	ST
50 0000 TRANSOCEAN LTD - H8817H100 - MINOR = 61						
SOLD		06/21/2010	2684 54			
ACQ	50 0000	05/20/2009	2684 54	3709 25	-1024 71	LT15
		TOTALS	561028 95	541882		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	-12250.30	0 00	31397.00	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00				0 00
CAPITAL GAIN DIVIDENDS	0.00	0 00	0 00			0 00
	-12250.30	0 00	31397.00	0 00	0 00	0 00

STATE	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	-12250 30	0 00	31397.00	0 00	0.00	0 00*
COMMON TRUST FUND	0 00	0 00	0.00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	0.00			0 00
	-12250 30	0 00	31397.00	0 00	0 00	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0.00
CALIFORNIA	0 00	

	Proceeds	Cost basis	Gain/Loss
Short term	113,867	126,117	<12,250>
Long term	447,162	415,765	31,397
	561,029	541,882	19,147

STMT A

ACCT 2M3M MY2573
FROM 01/01/2010
TO 11/03/2010

STATE STREET BANK & TRUST COMPANY
STATEMENT OF CAPITAL GAINS AND LOSSES
LANEY THORNTON FDN - APPLETON CLOSE

RUN 02/20/2011
11 49 04 PM

TRUST YEAR ENDING 11/03/2010

TAX PREPARER 1
TRUST ADMINISTRATOR MYC
INVESTMENT OFFICER 1118

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
50000 0000 AT & T		5 5% 2/01/18 - 00206RAJ1 - MINOR = 39				
SOLD		09/02/2010	57170 50			
ACQ	50000.0000	02/18/2010	57170 50	52323 00	4847.50	ST
50000 0000 AMERICAN EXP CR CO		5 125% 8/25/14 - 0258M0CZ0 - MINOR = 39				
SOLD		09/02/2010	54628 50			
ACQ	50000 0000	05/03/2010	54628 50	53817 00	811 50	ST
50000 0000 AMERIPRISE FINL		5 35% 11/15/10 - 03076CAA4 - MINOR = 39				
SOLD		03/24/2010	51360 00			
ACQ	50000.0000	10/19/2006	51360 00	49929 50	1430 50	LT15
50000 0000 BHP BILLITON FIN USA		5 5% 4/01/14 - 055451AG3 - MINOR = 45				
SOLD		09/01/2010	55850 00			
ACQ	50000.0000	04/21/2010	55850 00	55531 50	318 50	ST
50000 0000 BP CAPITAL MARKET PLC		5 25% 11/07/13 - 05565QBF4 - MINOR = 45				
SOLD		05/03/2010	54566 00			
ACQ	50000.0000	11/10/2008	54566 00	50242 50	4323 50	LT15
50000 0000 CATERPILLAR INC		5 7% 8/15/16 - 149123BM2 - MINOR = 39				
SOLD		09/01/2010	59350.00			
ACQ	50000 0000	05/13/2009	59350 00	51814 50	7535 50	LT15
50000 0000 CISCO SYSTEMS INC		5.5% 2/22/16 - 17275RAC6 - MINOR = 39				
SOLD		09/01/2010	58550 00			
ACQ	50000 0000	05/12/2009	58550 00	52904 00	5646.00	LT15
50000 0000 CRED SUI FB USA INC		6.125% 11/15/11 - 22541LAB9 - MINOR = 39				
SOLD		09/02/2010	52882 00			
ACQ	50000 0000	10/20/2006	52882 00	51650.00	1232 00	LT15
50000 0000 DISNEY WALT CO NT		6 375% 3/01/12 - 25468PBX3 - MINOR = 39				
SOLD		09/02/2010	53980 00			
ACQ	50000 0000	09/07/2006	53980 00	52410 00	1570 00	LT15
25000 0000 EI DUPONT DENEMOURS		4 75% 3/15/15 - 263534BX6 - MINOR = 39				
SOLD		09/02/2010	27900 00			
ACQ	25000 0000	03/17/2009	27900.00	24296 67	3603.33	LT15
40000 0000 FHLMC (FED HM LN MTG)		6% 8/01/16 - 3128X5FL7 - MINOR = 25				
SOLD		09/02/2010	41720.00			
ACQ	40000 0000	01/10/2007	41720 00	41300 00	420.00	LT15
70000 0000 FHLMC (FED HM LN MTG)		4 34% 12/18/17 - 3128X8BM3 - MINOR = 25				
SOLD		06/18/2010	70000 00			
ACQ	70000 0000	08/13/2009	70000 00	70000.00	0 00	ST
40000 0000 FFCB (FED FM CR BK)		3 875% 1/10/13 - 31331YME7 - MINOR = 24				
SOLD		09/01/2010	42680.00			
ACQ	40000 0000	08/06/2009	42680 00	42058 00	622 00	LT15
50000 0000 FHLB (FED HM LN BK)		5% 12/21/15 - 3133XDTL5 - MINOR = 24				
SOLD		09/02/2010	57627.50			
ACQ	50000 0000	11/06/2007	57627.50	50455.50	7172.00	LT15
25000 0000 FHLB (FED HM LN BK)		5 25% 9/12/14 - 3133XLWM1 - MINOR = 24				
SOLD		09/02/2010	28719 50			
ACQ	25000.0000	11/05/2007	28719 50	25728 50	2991.00	LT15
40000 0000 FHLB (FED HM LN BK)		5.5% 10/19/17 - 3133XMKP5 - MINOR = 24				
SOLD		09/02/2010	40100 00			
ACQ	40000 0000	11/02/2007	40100 00	40472.00	-372 00	LT15
70000 0000 FHLMC(FED HM LN MTG)		2 375% 6/22/15 - 3134G1FT6 - MINOR = 25				
SOLD		09/02/2010	70000 00			
ACQ	70000 0000	06/17/2010	70000 00	69930 00	70 00	ST
50000 0000 FNMA (FED NAT MTG)		5 55% 2/16/17 - 31359M5G4 - MINOR = 25				
SOLD		02/16/2010	50000.00			
ACQ	50000 0000	12/23/2008	50000.00	52150 00	-2150 00	LT15
50000 0000 FNMA (FED NAT MTG)		3 15% 2/18/14 - 31398AVC3 - MINOR = 25				
SOLD		09/02/2010	50430.00			
ACQ	50000.0000	02/05/2009	50430 00	50000 00	430 00	LT15
35000 0000 GENERAL ELECTRIC CO		5% 2/01/13 - 369604AY9 - MINOR = 39				
SOLD		09/02/2010	37925 65			
ACQ	35000.0000	08/11/2009	37925 65	36785.00	1140 65	LT15
50000 0000 GOLDMAN SACHS GROUP		5 125% 1/15/15 - 38141GEA8 - MINOR = 39				
SOLD		09/02/2010	53747 00			
ACQ	50000 0000	04/17/2009	53747.00	48078 08	5668.92	LT15
20000 0000 IBM CORP		5 7% 9/14/17 - 459200GJ4 - MINOR = 39				
SOLD		09/01/2010	23720.00			
ACQ	20000 0000	03/23/2009	23720.00	21031 00	2689 00	LT15
50000.0000 JPMORGAN CHASE & CO		3 7% 1/20/15 - 46625HHP8 - MINOR = 39				
SOLD		09/02/2010	52194 00			
ACQ	50000 0000	09/17/2009	52194.00	49925 00	2269 00	ST
50000 0000 KRAFT FOODS INC NTS		5.625% 11/01/11 - 50075NAB0 - MINOR = 39				
SOLD		03/11/2010	53103 50			
ACQ	50000 0000	09/01/2006	53103 50	50386.50	2717 00	LT15
50000 0000 LOWES COS INC		6 1% 9/15/17 - 548661CN5 - MINOR = 39				
SOLD		09/02/2010	59095 00			
ACQ	50000 0000	03/11/2010	59095 00	56292.00	2803 00	ST
50000.0000 MERCK & CO INC		4 75% 3/01/15 - 589331AK3 - MINOR = 39				
SOLD		09/01/2010	56537 50			
ACQ	50000.0000	10/29/2008	56537 50	47471 65	9065 85	LT15
50000 0000 MORGAN ST DEAN WITT		6 750% 4/15/11 - 617446GM5 - MINOR = 39				
SOLD		04/21/2010	52694.00			
ACQ	50000.0000	10/02/2006	52694 00	53181 50	-487.50	LT15
30000 0000 NATIONAL RURAL UTILS		7 25% 3/01/12 - 637432CU7 - MINOR = 39				
SOLD		09/02/2010	32678 10			
ACQ	30000.0000	02/18/2010	32678 10	33219 00	-540 90	ST

STMT B

ACCT 2M3M MY2573
FRCM 01/01/2010
TO 11/03/2010

STATE STREET BANK & TRUST COMPANY
STATEMENT OF CAPITAL GAINS AND LOSSES
LANEY THORNTON FDN - APPLETON CLOSE

RUN 02/20/2011
11 49·04 PM

TRUST YEAR ENDING 11/03/2010

TAX PREPARER 1
TRUST ADMINISTRATOR MYC
INVESTMENT OFFICER 1118

LEGEND. F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
20000 0000 ORACLE CORP		5 25% 1/15/16 - 68402LAC8 - MINOR = 39				
SOLD		09/01/2010	23080 00			
ACQ	20000 0000	04/03/2008	23080 00	20061 58	3018.42	LT15
50000 0000 PNC FUNDING CORP		4 25% 9/21/15 - 693476BG7 - MINOR = 39				
SOLD		09/01/2010	52900 00			
ACQ	50000.0000	03/24/2010	52900 00	51122 50	1777 50	ST
30000 0000 PEPSICO INC		4 65% 2/15/13 - 713448BG2 - MINOR = 39				
SOLD		09/02/2010	32580.00			
ACQ	30000 0000	04/08/2008	32580.00	30884 40	1695.60	LT15
50000 0000 PITNEY BOWES INC MTN		4 75% 1/15/16 - 72447XAA5 - MINOR = 40				
SOLD		09/01/2010	52350 00			
ACQ	50000.0000	08/31/2009	52350.00	51785.50	564.50	LT15
50000 0000 PROCTER & GAMBLE CO		4 6% 1/15/14 - 742718DL0 - MINOR = 000039				
SOLD		06/28/2010	54598 55			
ACQ	50000 0000	03/26/2009	54598 55	52704 00	1894 55	LT15
50000 0000 SHELL INTL FIN		3.25% 9/22/15 - 822582AH5 - MINOR = 45				
SOLD		09/01/2010	52625 00			
ACQ	50000.0000	07/07/2010	52625.00	51262 00	1363 00	ST
50000 0000 TARGET CORP		5 375% 5/01/17 - 87612EAP1 - MINOR = 39				
SOLD		09/01/2010	57900 00			
ACQ	50000 0000	12/03/2009	57900 00	54489 50	3410 50	ST
50000 0000 TENNESSEE VALLEY		6 000% 3/15/13 - 880591CW0 - MINOR = 24				
SOLD		09/02/2010	56100 00			
ACQ	50000 0000	08/25/2006	56100 00	52611 50	3488 50	LT15
50000 0000 WACHOVIA CORP		5 25% 8/01/14 - 929903AJ1 - MINOR = 39				
SOLD		09/02/2010	53670 00			
ACQ	50000 0000	01/08/2007	53670 00	49626 50	4043 50	LT15
50000 0000 WALGREEN CO		5 25% 1/15/19 - 931422AE9 - MINOR = 39				
SOLD		09/02/2010	57656 50			
ACQ	50000 0000	01/15/2009	57656.50	51288 00	6368 50	LT15
50000.0000 WYETH		5 5% 2/15/16 - 983024AJ9 - MINOR = 39				
SOLD		09/01/2010	58175.00			
ACQ	50000.0000	05/12/2009	58175 00	52298 50	5876 50	LT15
		TOTALS	1950843 80	1851516 38		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	17129 60	0 00	82197 82	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	0 00			0.00
	17129 60	0 00	82197.82	0.00	0 00	0 00
STATE						
SUBTOTAL FROM ABOVE	17129 60	0 00	82197.82	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0.00	0.00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0.00	0.00			0 00
	17129 60	0.00	82197.82	0 00	0 00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0.00
CALIFORNIA	0 00	

	Proceeds	Cost basis	Gain/loss
Short Term	615,041	597,911	17,130
Long Term	1,335,803	1,253,605	82,198
	1,950,844	1,851,516	99,328

STMT B

myCFO

Harris myCFO Investment Advisory Services LLC

REALIZED GAINS AND LOSSES

The Laney Thornton Foundation

Charles Schwab 81018298

From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
08-21-06	08-30-10	11,406 272	DFA INTL SMALL COMPANY PORTFOLIO FUND	202,712 83		160,000.00		-42,712.83
12-27-10	12-27-10	369 058	AMERICAN FD EUROPACIFIC GROWTH FUND F2	15,105.56		15,104 02	-1.54	
12-24-09	12-27-10	415.193	AMERICAN FD EUROPACIFIC GROWTH FUND F2	15,939.26		16,992.13		1,052 87
02-12-09	12-27-10	6,475.749	AMERICAN FD EUROPACIFIC GROWTH FUND F2	167,980 93		265,025.65		97,044.72
08-21-06	12-27-10	2,981.526	DFA INTL SMALL COMPANY PORTFOLIO FUND	52,987 83		50,000 00		-2,987.83
08-09-10	12-27-10	66.287	LAZARD EMERGING MARKETS PORTFOLIO INST SHA	1,299.88		1,428.95	129 07	
12-29-09	12-27-10	466.973	LAZARD EMERGING MARKETS PORTFOLIO INST SHA	8,382.16		10,066.57	1,684.41	
07-31-09	12-27-10	1,786.165	LAZARD EMERGING MARKETS PORTFOLIO INST SHA	28,277 42		38,504 48		10,227.06
TOTAL GAINS							1,813.48	108,324.66
TOTAL LOSSES							-1.54	-45,700.65
				492,685.86	0.00	557,121.80	1,811.94	62,624.00
TOTAL REALIZED GAIN/LOSS		64,435.94						

	Cost	Proceeds	G/L
Short Term	24,788	26,600	1,812
Long Term	467,898	530,522	62,624
	492,686	557,122	64,436

myCFO

Harris myCFO Investment Advisory Services LLC

REALIZED GAINS AND LOSSES

The Laney Thornton Foundation

Charles Schwab 86862768

From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
12-15-09	08-30-10	34 113	CRM MID CAP VALUE FUND INST CL	815.30		790.10	-25 20	
02-02-09	08-30-10	3,419 922	CRM MID CAP VALUE FUND INST CL	61,832.19		79,209.90		17,377 71
02-02-09	08-30-10	1,300 000	ISHARES TR RUSSELL 2000 RUSSELL 2000 INDEX	57,746.00		79,304 00		21,558 00
02-02-09	08-30-10	6,875 430	MANAGERS AMG TIMES SQUARE MID CAP GROWTH I	57,272.33		80,000 00		22,727 67
12-14-10	12-27-10	20 856	CRM MID CAP VALUE FUND INST CL	588.14		598 59	10 45	
02-02-09	12-27-10	1,024.393	CRM MID CAP VALUE FUND INST CL	18,521.03		29,401.41		10,880.38
02-02-09	12-27-10	2,135 846	MANAGERS AMG TIMES SQUARE MID CAP GROWTH I	17,791.60		30,000 00		12,208 40
TOTAL GAINS							10.45	84,752.17
TOTAL LOSSES							-25 20	0.00
				214,566.58	**0.00**	**299,304.00**	**-14.75**	**84,752.17**
TOTAL REALIZED GAIN/LOSS			84,737 42					

	Cost	Proceeds	G / L
Short Term	1,404	1,389	<15>
Long Term	213,163	297,915	84,752
	214,567	299,304	84,737

Investment advice is presented and separately provided by Harris myCFO Investment Advisory Services LLC, an SEC-registered investment advisor and wholly-owned subsidiary of Harris myCFO, Inc. This report is solely for informational purposes. It is not an offer of sale of any security or a solicitation of any service. The information is based on pricing information provided by third party sources and is believed reliable, but its timeliness, accuracy or completeness is not guaranteed. Tax preparers should refer to account statements and Form 1099's provided by account custodians for tax reporting purposes. Past performance is no indication of future results.