



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

**2010**

Department of the Treasury  
Internal Revenue Service

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

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

**G** Check all that apply  Initial return  Initial Return of a former public charity  Final return  
 Amended return  Address change  Name change

**MATTHEW SIX FOUNDATION**  
46-E PENINSULA, DRAWER 492  
ROLLING HILLS ESTATES, CA 90274

**A** Employer identification number  
20-3892291

**B** Telephone number (see the instructions)  
310-325-1330

**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

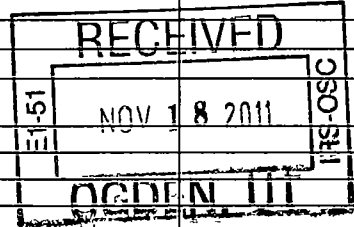
**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

**H** Check type of organization  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, column (c), line 16)  
 \$ 2,135,190.

**J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
*(Part I, column (d) must be on cash basis)*

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))</i>		<b>(a) Revenue and expenses per books</b>	<b>(b) Net investment income</b>	<b>(c) Adjusted net income</b>	<b>(d) Disbursements for charitable purposes (cash basis only)</b>
<b>REVENUE</b>	<b>1</b> Contributions, gifts, grants etc. received (att sch)				
	<b>2</b> Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	<b>3</b> Interest on savings and temporary cash investments			N/A	
	<b>4</b> Dividends and interest from securities	46,279.	46,279.		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain/(loss) from sale of assets not on line 10				
	<b>b</b> Gross sales price for all assets on line 6a				
	<b>7</b> Capital gain net income (from Part IV, line 2)				
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit/(loss) (att sch)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11	46,279.	46,279.			
<b>ADMINISTRATIVE EXPENSES</b>	<b>13</b> Compensation of officers, directors, trustees, etc	0.			
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach sch) SEE ST 1	1,285.			1,285.
	<b>c</b> Other prof fees (attach sch)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) SEE STM 2	65.	65.		
	<b>19</b> Depreciation (attach sch) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule) SEE STATEMENT 3	33.			33.
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	1,383.	65.		1,318.
	<b>25</b> Contributions, gifts, grants paid PART XV	117,750.			117,750.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	119,133.	65.		119,068.	
<b>27 Subtract line 26 from line 12:</b>					
<b>a Excess of revenue over expenses and disbursements</b>	-72,854.				
<b>b Net investment income</b> (if negative, enter 0)		46,214.			
<b>c Adjusted net income</b> (if negative, enter -0-)					



SCANNED DEC 01 2011

22

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			
	2 Savings and temporary cash investments	229,423.	251,879.	251,879.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	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 (attach schedule)			
	b Investments – corporate stock (attach schedule)			
	c Investments – corporate bonds (attach schedule) STATEMENT 4	1,122,708.	828,619.	828,619.
	11 Investments – land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule) STATEMENT 5	852,580.	1,048,062.	1,048,062.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe SEE STATEMENT 6 )		6,630.	6,630.	
16 Total assets (to be completed by all filers – see instructions Also, see page 1, item l)	2,204,711.	2,135,190.	2,135,190.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe )			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET FUND ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	2,204,711.	2,135,190.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	2,204,711.	2,135,190.	
	31 Total liabilities and net assets/fund balances (see the instructions)	2,204,711.	2,135,190.	

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	2,204,711.
2 Enter amount from Part I, line 27a	2	-72,854.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 7	3	3,333.
4 Add lines 1, 2, and 3	4	2,135,190.
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	2,135,190.

**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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a N/A			
b			
c			
d			
e			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px; display: inline-block;">                     If gain, also enter in Part I, line 7                      If (loss), enter -0- in Part I, line 7                 </div>	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px; display: inline-block;">                     If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0-                      in Part I, line 8                 </div>	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 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 (column (b) divided by column (c))
2009	105,151.	2,180,535.	0.048223
2008	119,650.	2,229,384.	0.053670
2007	109,850.	2,305,514.	0.047647
2006	86,310.	1,762,729.	0.048964
2005		147,791.	

2 Total of line 1, column (d)	2	0.198504
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	0.039701
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,155,838.
5 Multiply line 4 by line 3	5	85,589.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	462.
7 Add lines 5 and 6	7	86,051.
8 Enter qualifying distributions from Part XII, line 4	8	119,068.

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 the instructions)**

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	462.
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0.
<b>3</b> Add lines 1 and 2	<b>3</b>	462.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	0.
<b>5 Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	<b>5</b>	462.
<b>6 Credits/Payments</b>		
<b>a</b> 2010 estimated tax prmts and 2009 overpayment credited to 2010	<b>6 a</b>	
<b>b</b> Exempt foreign organizations – tax withheld at source	<b>6 b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6 c</b>	
<b>d</b> Backup withholding erroneously withheld	<b>6 d</b>	
<b>7</b> Total credits and payments Add lines 6a through 6d	<b>7</b>	0.
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	462.
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	
<b>11</b> Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

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

BAA

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <span style="float:right">▶ NONE</span>	X		
14	The books are in care of ▶ <u>MICHAEL PROCK</u> Telephone no ▶ <u>310-325-1330</u> Located at ▶ <u>10 PLEASANT HILL DRIVE ROLLING HILLS EST CA</u> ZIP + 4 ▶ <u>90274</u>			
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	N/A		<input type="checkbox"/>
		▶ 15		N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ▶			X

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) N/A

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

If 'Yes' to 6b, file Form 8870

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

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

	5b	N/A
	6b	X
	7b	N/A

**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 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
MICHAEL C. PROCK 10 PLEASANT HILL DRIVE ROLLING HILLS ESTATES, CA 90274	PRESIDENT & 2.00	0.	0.	0.
SUSAN D. PROCK 10 PLEASANT HILL DRIVE ROLLING HILLS ESTATES, CA 90274	SECRETARY 2.00	0.	0.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1— see 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
NONE				

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

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

**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

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

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

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

	Expenses
1 N/A	
-----	
2	
-----	
3	
-----	
4	
-----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
-----	
2	
-----	
All other program-related investments. See instructions	
3	
-----	
<b>Total.</b> Add lines 1 through 3	<span style="float: right;">▶ 0.</span>

BAA

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	1,979,410.
<b>b</b> Average of monthly cash balances	<b>1b</b>	209,258.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,188,668.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	2,188,668.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	32,830.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	2,155,838.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	107,792.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	107,792.
<b>2a</b> Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	462.
<b>b</b> Income tax for 2010 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	462.
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	107,330.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	107,330.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7 Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	107,330.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
<b>a</b> Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	<b>1a</b>	119,068.
<b>b</b> Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4 Qualifying distributions</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	119,068.
<b>5</b> 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 instructions)	<b>5</b>	462.
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	118,606.

**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				107,330.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years 20 ____, 20 ____, 20 ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				2,443.
e From 2009				
f Total of lines 3a through e	2,443.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 119,068.				
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				107,330.
e Remaining amount distributed out of corpus	11,738.			
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	14,181.			
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 instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	14,181.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				2,443.
d Excess from 2009				
e Excess from 2010	11,738.			

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

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see 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 8

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest  
NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**  
Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

**c** Any submission deadlines

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i> SEE STATEMENT 9</p>				
<p><b>Total</b> <span style="float: right;">▶ 3a</span></p>				<p>117,750.</p>
<p><i>b Approved for future payment</i></p>				
<p><b>Total</b> <span style="float: right;">▶ 3b</span></p>				





CLIENT MATTHEW6

MATTHEW SIX FOUNDATION

20-3892291

11/08/11

02 57PM

**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 16B**  
**ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 1,285.			\$ 1,285.
TOTAL	<u>\$ 1,285.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 1,285.</u>

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	\$ 65.	\$ 65.		
TOTAL	<u>\$ 65.</u>	<u>\$ 65.</u>	<u></u>	<u>\$ 0.</u>

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER FILING FEES/ROUNDING	\$ 23.			\$ 23.
STATE FILING FEES	10.			10.
TOTAL	<u>\$ 33.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 33.</u>

**STATEMENT 4**  
**FORM 990-PF, PART II, LINE 10C**  
**INVESTMENTS - CORPORATE BONDS**

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME CERT DEPOSIT PER ATTACHED	MKT VAL	\$ 730,088.	\$ 730,088.
CORPORATE BONDS AND NOTES PER ATTACHED	MKT VAL	98,531.	98,531.
	TOTAL	<u>\$ 828,619.</u>	<u>\$ 828,619.</u>

CLIENT MATTHEW6

MATTHEW SIX FOUNDATION

20-3892291

11/08/11

02 57PM

STATEMENT 5  
FORM 990-PF, PART II, LINE 13  
INVESTMENTS - OTHER

	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
<u>OTHER PUBLICLY TRADED SECURITIES</u>			
MUTUAL FUND-UBS SELECT PRIME INST. FUND	MKT VAL	\$ 853,890.	\$ 853,890.
DNP SELECT INC FUND INC TH7	MKT VAL	194,172.	194,172.
	TOTAL	<u>\$ 1,048,062.</u>	<u>\$ 1,048,062.</u>

STATEMENT 6  
FORM 990-PF, PART II, LINE 15  
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
ACCRUED INTEREST	\$ 6,630.	\$ 6,630.
	TOTAL	<u>\$ 6,630.</u>

STATEMENT 7  
FORM 990-PF, PART III, LINE 3  
OTHER INCREASES

UNREALIZED GAIN ON INVESTMENTS	\$ 3,333.
	TOTAL <u>\$ 3,333.</u>

STATEMENT 8  
FORM 990-PF, PART XV, LINE 1A  
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

MICHAEL C. PROCK  
SUSAN D. PROCK

CLIENT MATTHEW6

MATTHEW SIX FOUNDATION

20-3892291

11/08/11

02 57PM

**STATEMENT 9  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
SHAREFEST COMMUNITY DEVELOPMEN 3525 LOMITA BLVD., SUITE 200 TORRANCE, CA 90505	NONE	P CHAR	COMMUNITY PROJECT SUPPORT	\$ 6,500.
FAMILY RESEARCH COUNCIL 801 G STREET, NW WASHINGTON, DC 20001	NONE	P CHAR	FAMILY SUPPPORT	5,000.
OPERATION MOBILIZATION PO BOX 444 TYRONE, GA 90290	NONE	P CHAR	CHRISTIAN MINISTRY INTERNATIONAL	12,000.
YOUNG LIFE P.O. BOX 520 COLORADO SPRINGS, CO 80901	NONE	P CHAR	YOUTH CHRISTIAN MINISTRY	3,000.
FOCUS ON THE FAMILY 8605 EXPLORER DRIVE COLORADO SPRINGS, CO 80995	NONE	P CHAR	CHRISTIAN MINISTRY & FAMILY SUPPORT	1,000.
OPEN DOORS USA 2953 S. PULLMAN STREET SANTA ANA, CA 92705	NONE	P CHAR	INTERNATIONAL CHRISTIAN MINISTRY	5,000.
COMMUNITY'S CHILD 25520 WOODWARD AVE. LOMITA, CA 90717	NONE	P CHAR	LOCAL MINISTRY TO HOMELESS WOMEN AND CHILDREN	1,000.
UNION RESCUE MISSION 545 S. SAN PEDRO STREET LOS ANGELES, CA 90013	NONE	P CHAR	CHRISTIAN MINISTRY TO HOMELESS INDIVIDUALS	1,000.
ROLLING HILLS COVENANT CHURCH 2222 PALOS VERDES DRIVE NORTH ROLLING HILLS ESTATE, CA 90274	NONE	P CHAR	GENERAL DONATION TO LOCAL CHURCH AND FOR MISSIONARY WORK	5,900.
RIVER CHURCH 44 HITCHING POST DR RHE, CA 90274	NONE	P CHAR	COMMUNITY CHURCH OUTREACH MINISTRY	20,300.
ALLIANCE DEFENSE FUND 15100 N. 90TH STREET SCOTTSDALE, AZ 85260	NONE	P CHAR	MINISTRY IN CHRISTIAN VALUES	5,000.

CLIENT MATTHEW6

MATTHEW SIX FOUNDATION

20-3892291

11/08/11

02 57PM

STATEMENT 9 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
COAST CHRISTIAN FELLOWSHIP 4000 PACIFIC COAST HWY TORRANCE, CA 90505	NONE	P CHAR	COMMUNITY CHURCH OUTREACH MINISTRY	\$ 20,000.
TALBERT FAMILY FOUNDATION 25003 JIM BRIDGER RD HIDDEN HILLS, CA 91302	NONE	P CHAR	PROVIDE FINANCIAL SUPPORT TO FAMILIES MEMBERS WITH CATASTROPHIC ILLNESSES.	5,000.
NATIONAL YOUTH INNOVATIONS P.O. BOX 5953 CHULA VISTA, CA 91912	NONE	P CHAR	MEXICO MISSIONARY TRIP	1,750.
CHILD HOPE INTERNATIONAL 1225 COAST VILLAGE ROAD SANTA BARBARA, CA 93108	NONE	P CHAR	INTERNATIONAL CHRISTIAN MINISTRY	20,000.
FELLOWSHIP OF CHRISTIAN ATHLETES 415 W. TORRANCE BLVD. CARSON, CA 90745	NONE	P CHAR	RELIGIOUS EDUCATION THROUGH SPORTS	5,000.
PERKINS FOUNDATION 1831 ROBINSON STREET JACKSON, MS 39209	NONE	P CHAR	SUMMER INTERNSHIP PROGRAM	300.
TOTAL \$				<u>117,750.</u>



Business Services Account  
December 2010

Account name: MATTHEW SIX FOUNDATION  
Friendly account name: Matthew Six Fnd  
Account number: SS 89573 CV

Your Financial Advisor:  
DAN M GALLAGHER  
213-972-1511/800-443-5203

## Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

### Cash

#### Cash and money balances

Holding	Opening balance on Dec 1 (\$)	Closing balance on Dec 31 (\$)	Price per share on Dec 31 (\$)	Average rate	Dividend/Interest period	Days in period
Cash	0 00	33 42				
RMA MONEY MKT PORTFOLIO	323,809 92	265,846 19	1 00	0 01%	Nov 23 to Dec 26	34
<b>Total</b>	<b>\$323,809.92</b>	<b>\$265,879.61</b>				

### Cash alternatives

#### Money market funds

Money market funds are neither insured nor guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although money market funds seek to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in these funds.

*Total reinvested* is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

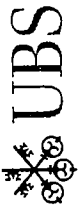
*Cost basis* is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

*Unrealized gain or loss* is the difference between the current value and the cost basis. The unrealized gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes.

*Investment return* is the current value minus the amount you invested. It does not include any cash dividends that were not reinvested.

Holding	Number of shares	Purchase price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Investment return (\$)	Holding period
UBS SELECT PRIME INSTITUTIONAL FUND	853,889 600	1 000	853,889 60	853,889 60	1 000	853,889 60			

EAI \$1,281 Current yield 0 15%



Friendly account name: Matthew Six Fnd  
 Account number: SS 89573 CV

Your assets (continued)

Equities

Structured products

There may be little or no secondary market for structured products. Prices are estimated values obtained from third parties or issuers and do not reflect adjustments taken by such third parties or issuers for financial reporting purposes arising from changes in the market value of such transactions. The value at which you would be able to purchase, sell, enter into, assign or terminate any instrument will be impacted by other factors, such as hedging and transaction costs, credit considerations, bid-ask spreads and market liquidity.

Holding	Trade date	Quantity	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
LB RTN OPTMZ SEC-PP								
S&P 500								
06/30/2009 IN DEFAULT								
Symbol COTFI Exchange OTC	Dec 21, 07	5,000,000	10,000	50,000.00	-----Price was unavailable	-	<del>50,000.00</del>	LT

Fixed income

Certificates of deposit

Cost basis has been adjusted for accreted original issue discount (OID) on long-term (more than 1 year) CDs

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
BRANCH B&T NC US								
RATE 04 5000% MAT 09/12/2011								
FIXED RATE CD								
ACCRUED INTEREST \$1,311.77								
CUSIP 105133CL4								
EAI \$4,275 Current yield 4.38%	Aug 28, 08	95,000,000	100,000	95,000.00	102,707	97,571.65	2,571.65	LT
MORGAN STANLEY BK UT US								
RATE 04 2000% MAT 12/12/2011								
FIXED RATE CD								
ACCRUED INTEREST \$218.63								
CUSIP 61747MSK8								
EAI \$4,200 Current yield 4.07%	Dec 05, 08	100,000,000	100,000	100,000.00	103,279	103,279.00	3,279.00	LT
WASHINGTON MUT BK NV US								
RATE 04 8000% MAT 09/04/2012								
FIXED RATE CD								
ACCRUED INTEREST \$1,474.19								
CUSIP 939389XT4								
EAI \$4,560 Current yield 4.56%	Aug 28, 08	95,000,000	100,000	95,000.00	105,293	100,028.35	5,028.35	LT

continued next page



Business Services Account  
December 2010

Account name: MATTHEW SIX FOUNDATION  
Friendly account name: Matthew Six Fnd  
Account number: SS 89573 CV

Your Financial Advisor:  
DAN M GALLAGHER  
213-972-1511/800-443-5203

Your assets • Fixed income • Certificates of deposit (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
PROVIDENT BANK MD US RATE 05 0500% MAT 09/05/2013 FIXED RATE CD ACCRUED INTEREST \$1,537.83 CUSIP 743849HN4 EAI \$4,798 Current yield 4.63%	Aug 28, 08	95,000,000	100,000	95,000.00	109.033	103,581.35	8,581.35	LT
GOLDMAN SACHS BK UT US RATE 05 0000% MAT 11/26/2013 FIXED RATE CD ACCRUED INTEREST \$68.49 CUSIP 381426JTO EAI \$5,000 Current yield 4.57%	Nov 20, 08	100,000,000	100,000	100,000.00	109.402	109,402.00	9,402.00	LT
DISCOVER BK DE US RATE 05 0500% MAT 09/03/2014 FIXED RATE CD ACCRUED INTEREST \$1,564.11 CUSIP 25469JTS8 EAI \$4,798 Current yield 4.57%	Aug 28, 08	95,000,000	100,000	95,000.00	110.443	104,920.85	9,920.85	LT
GE MONEY BANK UT US RATE 05 0000% MAT 12/11/2015 FIXED RATE CD ACCRUED INTEREST \$273.97 CUSIP 36159AKZZ EAI \$5,000 Current yield 4.49%	Dec 05, 08	100,000,000	100,000	100,000.00	111.305	111,305.00	11,305.00	LT
<b>Total</b>		<b>\$680,000,000</b>		<b>\$680,000.00</b>		<b>\$730,088.20</b>	<b>\$50,088.20</b>	

Total accrued interest: **\$6,448.99**  
Total estimated annual income: **\$32,631**



Friendly account name: Matthew Six Fnd  
 Account number: SS 89573 CV

Your assets • Fixed income (continued)

Corporate bonds and notes

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values. Actual market values may vary and thus gains/losses may not be accurately reflected. Cost basis has been adjusted for accreted original issue discount (OID). If you have made a tax

election to deduct the premium amortization on taxable debt securities, you may request that UBS adjust cost basis for the bond premium amortization

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
MORGAN STANLEY STEP-UP MED TERM NTS RATE 05 000% MATURES 06/11/25 CALLABLE ACCRUED INTEREST \$138.89 CUSIP 61745EP21 Moody A2 S&P A EAI \$2,500 Current yield 5.04%	Jun 23, 10	50,000,000	100,000	50,000.00	99,300	49,650.00	-350.00	ST
BARCLAYS BANK PLC B/E RATE 05 000% MATURES 06/25/25 CALLABLE ACCRUED INTEREST \$41.66 CUSIP 06740PACO Moody Aa3 S&P Not rated EAI \$2,500 Current yield 5.11%	Jun 14, 10	50,000,000	99,750	49,880.25	97,762	48,881.00	-999.25	ST
<b>Total</b>		<b>\$100,000,000</b>		<b>\$99,880.25</b>		<b>\$98,531.00</b>	<b>-\$1,349.25</b>	

Total accrued interest: \$180.55

Total estimated annual income: \$5,000

Auction rate securities

Prices reflected are obtained from sources within and external to UBS. These prices are indicative and may differ from the price at which the security may be bought or sold, and may not necessarily reflect the value you would receive upon liquidation. The accuracy is not guaranteed. Actual market values may vary and

thus gains/losses may not be accurately reflected. If there is no value indicated for any ARS, it is because UBS has not been able to determine a valuation for that security. This does not mean that we believe the security has no value, but rather reflects the fact that we cannot provide a price that we believe is accurate

Holding	Trade date	Face value/Number of shares	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
AUCTION RATE SECURITIES RIGHTS SERIES B-1 EXPIRING JANUARY 4 2011		8 000	N/A	N/A	N/A	N/A	N/A	
DNP SELECT INCOME FUND INC TH7 AUCTION PD 1 504% EAI \$4,354 Current yield 2.24%	Jul 13, 06	8 000	25,000,000	200,000.00	24,271,500	194,172.00	-5,828.00	LT
<b>Total</b>				<b>\$200,000.00</b>		<b>\$194,172.00</b>	<b>-\$5,828.00</b>	

Total estimated annual income: \$4,354