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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2010**For calendar year 2010, or tax year beginning , and ending****G** Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation Robert and Martha Trussell Family Foundation		A Employer identification number 20-3992488
Number and street (or P O box number if mail is not delivered to street address) c/o Foundation Source, 501 Silverside Road		B Telephone number (see page 10 of the instructions) (800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809-1377		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,444,412	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	56	56		
	4 Dividends and interest from securities	51,238	51,238		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-65,784			
	b Gross sales price for all assets on line 6a	1,851,073			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	-9,888	-9,888			
12 Total. Add lines 1 through 11	-24,378	41,406			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	30,187	30,187		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	927	927		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	81,450	55,140		26,275
	24 Total operating and administrative expenses. Add lines 13 through 23	112,564	86,254		26,275
	25 Contributions, gifts, grants paid	423,500			423,500
26 Total expenses and disbursements Add lines 24 and 25	536,064	86,254		449,775	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-560,442				
b Net investment income (if negative, enter -0-)		0			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see page 30 of the instructions.Form **990-PF** (2010)

(HTA)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	252,789	90,678	90,678
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	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)	74,540	55,993	56,939
	b Investments—corporate stock (attach schedule)	2,152,697	1,059,926	1,218,096
	c Investments—corporate bonds (attach schedule)		693,213	748,338
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,375,188	2,394,962	2,330,361
	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)	4,855,214	4,294,772	4,444,412
	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	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	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	4,855,214	4,294,772	
	30 Total net assets or fund balances (see page 17 of the instructions)	4,855,214	4,294,772	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,855,214	4,294,772	

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	4,855,214
2 Enter amount from Part I, line 27a	2	-560,442
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,294,772
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	4,294,772

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 Publicly-traded Securities				
b Passthrough K1 Capital Gain				
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 1,851,073		1,901,333	-50,260	
b			-15,524	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			-50,260	
b			-15,524	
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	-65,784
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.

(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	644,067	4,792,715	0.134385
2008	516,138	6,487,486	0.079559
2007	609,196	7,347,727	0.082909
2006	0	82,529	0.000000
2005	0	0	0.000000
2 Total of line 1, column (d)			2 0.296853
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 0.059371
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 4,412,820
5 Multiply line 4 by line 3			5 261,994
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0
7 Add lines 5 and 6			7 261,994
8 Enter qualifying distributions from Part XII, line 4			8 449,775

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	0
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			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	0
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	0
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	372	
b Exempt foreign organizations—tax withheld at source	6b		
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	372	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	372	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	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		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) DE		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 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 <input type="text"/>				
14	The books are in care of <input type="text"/> c/o Foundation Source Telephone no <input type="text"/> (800) 839-1754			
	Located at <input type="text"/> 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 <input type="text"/> 19809-1377			
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 <input type="text"/> 15 <input type="text"/>			
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	Yes	No
	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 <input type="text"/>			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	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?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="text"/> 20 <input type="text"/> 20 <input type="text"/> 20 <input type="text"/> 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 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 <input type="text"/> 20 <input type="text"/> 20 <input type="text"/> 20 <input type="text"/> 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	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**

X

Organizations relying on a current notice regarding disaster assistance check here

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

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If "Yes" to 6b, file Form 8870.**6b**

X

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**

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 page 22 of the instructions).

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

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
NONE				

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

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
NONE		

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

**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	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3	0

0

0

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	1,871,567
b	Average of monthly cash balances	1b	332,310
c	Fair market value of all other assets (see page 25 of the instructions)	1c	2,276,143
d	Total (add lines 1a, b, and c)	1d	4,480,020
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	
3	Subtract line 2 from line 1d	3	4,480,020
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	67,200
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,412,820
6	Minimum investment return. Enter 5% of line 5	6	220,641

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	220,641
2a	Tax on investment income for 2010 from Part VI, line 5	2a	0
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	220,641
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	220,641
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	220,641

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	449,775
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	
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	449,775
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	449,775

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				220,641
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	0			
b From 2006	0			
c From 2007	376,710			
d From 2008	194,568			
e From 2009	407,487			
f Total of lines 3a through e	978,765			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 449,775				
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				220,641
e Remaining amount distributed out of corpus	229,134			
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	1,207,899			
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				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the 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 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)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,207,899			
10 Analysis of line 9				
a Excess from 2006	0			
b Excess from 2007	376,710			
c Excess from 2008	194,568			
d Excess from 2009	407,487			
e Excess from 2010	229,134			

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 <i>Paid during the year</i>				
AMERICAN RED CROSS 1450 NEWTOWN PIKE LEXINGTON KY 40511	N/A	509(a)(1)	General & Unrestricted	1,500
CATHEDRAL OF CHRIST THE KING 299 COLONY BLVD LEXINGTON KY 40502	N/A	509(a)(1)	General & Unrestricted	35,000
CATHOLIC ANSWERS INC P O BOX 199000 SAN DIEGO CA 92159	N/A	509(a)(1)	General & Unrestricted	15,000
CATHOLIC ANSWERS INC P O BOX 199000 SAN DIEGO CA 92159	N/A	509(a)(1)	Father Knows Best Initiative	2,000
SW CATHOLIC UNIV f/k/a CATHOLIC TRUTH COAL P.O BOX 5711 SCOTTSDALE AZ 85261	N/A	509(a)(1)	Start-Up Costs	10,000
JUNIOR ACHIEVEMENT OF THE BLUEGRASS 711 MILLPOND RD LEXINGTON KY 40514	N/A	509(a)(1)	General & Unrestricted	20,000
ROMAN CATHOLIC DIOCESE - LEXINGTON KY 1310 W MAIN ST LEXINGTON KY 40508	N/A	509(a)(1)	Diocesan Capital Campaign	200,000
THY KINGDOM COME NETWORK, INC 195 MOORE DR LEXINGTON KY 40503	N/A	PF	Expenditure Responsibility Grant	70,000
THY KINGDOM COME NETWORK, INC 195 MOORE DR LEXINGTON KY 40503	N/A	PF	Expenditure Responsibility Grant	70,000
Total			3a	423,500
b <i>Approved for future payment</i>				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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			14	56	
4	Dividends and interest from securities			14	51,238	
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	-65,784	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a <u>K-1 Pass-Through</u>			14	-9,888	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		-24,378	0
13	Total. Add line 12, columns (b), (d), and (e)				13	-24,378

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

[illegible]

Form 990-PF, Part I, Line 11 - Other Income

		TOTAL:	-9,888	-9,888
			(a) Revenue per Books	(b) Net Investment Income
1	LEXINGTON KEYSTONE FUND LLC K-1 Pass-Through Share of Partnership Income/(Loss)		14,416	14,416
2	STARSAT, LLC K-1 Pass-Through Share of Partnership Income/(Loss)		-7,949	-7,949
3	WAYCROSS 50/50 GROWTH FUND L P K-1 Pass-Through Share of Partnership Income/(Loss)		-16,355	-16,355
4				
5				
6				
7				
8				
9				
10				

Form 990-PF, Part I, Line 16c - Other Professional Fees

TOTAL:		30,187	30,187	30,187	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose	
1	Investment Management Services	30,187	30,187			0
2						
3						
4						
5						
6						
7						
8						
9						
10						

Form 990-PF, Part I, Line 18 - Taxes

TOTAL:		927	927	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Foreign Tax Paid	927	927		0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 23 - Other Expenses

		TOTAL:		81,450	55,140	0	26,275
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose		
1	Administrative Fees	26,250	0	0	26,250		
2	Bank Charges	361	361		0		
3	K-1 nondeductible pass-through STARSAT, LLC	35	0		0		
4	K-1 pass-through LEXINGTON KEYSTONE FUND LLC	54,777	54,777		0		
5	K-1 pass-through STARSAT, LLC	2	2		0		
6	State or Local Filing Fees	25	0		25		
7							
8							
9							
10							

Form 990-PF, Part II, Line 10a - Investments: US & State Government Obligations

TOTAL:					53,000	55,993	56,939
	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value			
1	FNMA - 4 375% - 03/15/2013 (31359MRG0)	6,000	6,316	6,465			
2	FNMA - 5 000% - 05/11/2017 (31359M7X5)	10,000	10,926	11,214			
3	US TREAS NOTE - 0 875% - 05/31/2011 (912828KU3)	16,000	16,065	16,050			
4	US TREAS NOTE - 2 250% - 01/31/2015 (912828MH0)	6,000	6,003	6,163			
5	US TREAS NOTE - 2 375% - 09/30/2014 (912828LQ1)	4,000	4,000	4,146			
6	US TREAS NOTE - 4 375% - 11/15/2039 (912810QD3)	7,000	6,985	7,051			
7	US TREAS NOTE - 8 75000% - 08/15/2020 (912810EG9)	4,000	5,698	5,850			
8							
9							
10							

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:				1,059,926	1,218,096
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value	
1	ACCIONA SA (ACXIF PK)	34	2,824	2,405	
2	ACORDA THERAPEUTICS, INC (ACOR)	71	2,217	1,935	
3	ADOBE SYSTEMS, INC (ADBE)	286	7,680	8,803	
4	AFLAC INC (AFL)	105	4,676	5,925	
5	AGL RESOURCES INC (AGL)	82	2,993	2,940	
6	AIA GROUP (AAGF PK)	800	2,257	2,304	
7	ALBEMARLE CP (ALB)	56	2,298	3,124	
8	ALEXION PHARMACEUTICALS, INC (ALXN)	25	1,689	2,014	
9	ALKERMES (ALKS)	123	1,897	1,510	
10	ALLERGAN INC (AGN)	81	3,502	5,562	
11	ALLIANCE DATA SYSTEM CORP (ADS)	40	2,411	2,841	
12	ALLIANT CORP (LNT)	112	3,643	4,118	
13	ALLOS THERAPEUTICS, INC (ALTH)	275	1,726	1,268	
14	AMEDISYS INC - COMMON STOCK (AMED)	47	2,104	1,575	
15	AMER FIN GRP HLD (AFG)	144	3,991	4,650	
16	AMERICAN ELECTRIC POWER INC (AEP)	190	8,110	6,836	
17	AMGEN INC (AMGN)	66	3,686	3,623	
18	AMYLIN PHARMACEUTICALS INC (AMLN)	85	1,783	1,250	
19	APOLLO GROUP INC CL A (APOL)	65	3,260	2,567	
20	APPLE INC (AAPL)	46	5,589	14,838	
21	APPLIED MATERIALS INC (AMAT)	260	3,710	3,653	
22	ARCELOR MITTAL (MT)	91	3,781	3,470	
23	ASAHI GLASS ADR (ASGLY PK)	300	3,488	3,495	
24	ASML HOLDING NV NY REG SHS (ASML)	43	1,265	1,649	
25	ASSOCIATED BANC-CORP (ASBC)	202	2,561	3,060	
26	AT&T CORP COM NEW (T)	290	9,149	8,520	
27	AU OPTRONICS CORP (AUO)	125	1,238	1,303	
28	AUTODESK, INC. (ADSK)	138	3,460	5,272	
29	AVON PRODUCTS (AVP)	184	5,441	5,347	
30	BAKER HUGHES INTL (BHI)	106	4,739	6,060	
31	BANK NEW YORK MELLON CORP COM (BK)	175	5,409	5,285	
32	BARCLAYS PLC ADR (BCS)	211	4,723	3,486	
33	BAXTER INTERNATIONAL INC (BAX)	77	3,388	3,898	
34	BAYER A G SPONSORED ADR (BAYRY PK)	48	2,828	3,521	
35	BERKLEY W R CP (WRB)	172	4,602	4,709	
36	BIOMARIN PHARMACEUTICAL INC (BMRN)	75	1,220	2,020	
37	BJ'S WHLSL CLUB INC (BJ)	88	3,260	4,215	
38	BLUE COAT SYSTEMS INC (BCSI)	92	1,943	2,748	
39	BNP PARIBAS SPONS ADR (BNPQY.PK)	145	3,960	4,633	
40	BOSTON SCIENTIFIC (BSX)	363	2,550	2,748	
41	BP P L C SPONSORED ADR (BP)	165	6,644	7,288	

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:		1,059,926		1,218,096	
	Description/Symbol/CUSIP Number	Shares	Book Value	(b)	Fair Market Value	(c)	
42	BROADCOM CORPORATION (BRCM)	105	2,444		4,573		
43	BRUKER CORPORATION (BRKR)	165	2,054		2,739		
44	CARNIVAL CORP (CCL)	195	7,937		8,991		
45	CARNIVAL PLC ADS (CUK)	86	3,188		3,988		
46	CENOVUS ENERGY INC (CVE)	100	2,476		3,324		
47	CHINA CONSTRUCT UNSPON ADR (CICHY PK)	147	2,545		2,690		
48	CISCO SYSTEMS INC (CSCO)	365	8,120		7,384		
49	CITIGROUP INC (C)	1,027	4,801		4,858		
50	COMCAST CORP CL A (CMCSA)	375	6,774		8,239		
51	COOPER INDUSTRIES PLC (CBE)	57	2,529		3,323		
52	COVANCE INC (CVD)	37	1,942		1,902		
53	COVIDIEN LTD (COV)	168	6,008		7,671		
54	CREDIT SUISSE GROUP ADR (CS)	110	4,439		4,445		
55	CYTEC IND INC (CYT)	68	2,947		3,608		
56	DBS GROUP HLDGS SPON ADR (DBSDY PK)	70	2,015		3,146		
57	DECKERS OUTDOOR CORPORATION - COMMON STOCK (DECK)	33	1,606		2,631		
58	DENDREON CORPORATION (DNDN)	59	1,944		2,060		
59	DOVER CORP (DOV)	110	5,967		6,430		
60	DRIL QUIP INC (DRQ)	32	1,450		2,487		
61	E ON AG SPON ADR REP 1/3 ORD NPV (EONGY PK)	129	4,543		3,923		
62	ENCANA CORP (ECA)	62	1,688		1,805		
63	EVEREST RE GROUP LTD (RE)	39	2,768		3,308		
64	EXXON MOBIL CORP (XOM)	263	15,828		19,231		
65	FEDEX CORPORATION COMMON STOCK (FDX)	92	7,521		8,557		
66	FIRST ENERGY CORP (FE)	144	6,657		5,331		
67	FISERV INC (FISV)	52	2,404		3,045		
68	FLIR SYSTEMS INC (FLIR)	127	3,659		3,778		
69	FLSMIDTH & CO A/S ADR (FLIDY PK)	365	2,776		3,504		
70	FRESENIUS MED CAR AG (FMS)	50	2,751		2,885		
71	GAMESTOP CORP (GME)	242	4,619		5,537		
72	GARDNER DENVER INC (GDI)	37	1,697		2,546		
73	GEN CABLE CP (BGC)	103	2,751		3,614		
74	GEN DYNAMICS CP (GD)	113	6,892		8,018		
75	GENERAL MOTORS (GM)	170	5,880		6,266		
76	GENZYME CORP (GENZ)	48	2,289		3,418		
77	GLAXOSMITHKLINE PLC (GSK)	119	4,487		4,667		
78	GOLDMAN SACHS GROUP (GS)	43	6,880		7,231		
79	GRAFTECH INTL LTD (GTI)	100	1,499		1,984		
80	HARSCO CORP (HSC)	131	3,174		3,710		
81	HAWAIIAN ELEC INDS (HE)	167	3,884		3,806		
82	HEADWATERS INC (HW)	175	514		802		

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:		1,059,926		1,218,096	
	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value			
83	HEALTH NET INC (HNT)	91	2,270	2,483			
84	HEIDELBERGCEMENT (HLBZF PK)	63	3,539	3,975			
85	HESS CORP (HES)	77	4,132	5,894			
86	HEWLETT PACKARD CO (HPQ)	165	6,130	6,947			
87	HON HAI PRECISION S/GDR (HNHPF PK)	290	2,256	2,320			
88	ILLINOIS TOOL WORKS (ITW)	164	7,865	8,758			
89	IMMUCOR INC (BLUD)	153	3,098	3,034			
90	IMPERIAL TOBACCO GRO (ITYBY PK)	73	3,968	4,508			
91	INGRAM MICRO INC - CL A (IM)	256	3,985	4,887			
92	INPUT/OUTPUT INC (IO)	242	902	2,052			
93	INTERNATIONAL GAME TECHNOLOGY (IGT)	120	2,076	2,123			
94	ISHARES RUSSELL 2000 (IWM)	395	26,370	30,905			
95	ISHARES TRUST MSCI EAFE INDEX FUND (EFA)	622	38,029	36,213			
96	ISHARES TRUST RUSSELL MIDCAP INDEX FUND (IWR)	164	13,469	16,687			
97	JACOBS ENGINEERING GP (JEC)	60	2,237	2,751			
98	JAMES HARDIE IND ADR (JHX)	85	2,674	2,998			
99	JOHNSON CONTROLS INC (JCI)	189	6,694	7,220			
100	JP MORGAN CHASE & CO (JPM)	235	8,933	9,969			
101	KAO CORP ADR (KCRPY PK)	143	3,553	3,845			
102	KDDI CP UNSP ADR (KDDY PK)	60	3,299	3,445			
103	KELLOGG CO (K)	123	6,067	6,283			
104	KROGER CO (KR)	333	7,456	7,446			
105	LHC GROUP (LHCG)	68	1,921	2,040			
106	LLOYDS TSB GROUP PLC (LYG)	1,119	4,705	4,599			
107	LOWES COMPANIES INC (LOW)	322	7,443	8,076			
108	LVMH MOET HENN UNSP (LVMUY PK)	83	1,669	2,751			
109	LYONDELLBASELL INDUSTRIES NV (LYB)	76	2,374	2,614			
110	MAN GROUP PLC UNSPON ADR (MNGPY PK)	798	3,240	3,743			
111	MAN SE UNSP/ADR (MAGOY PK)	245	1,723	2,903			
112	MARTEK BIOSCIENCES CORPORATION (MATK)	64	1,544	2,003			
113	MARVELL TECH GROUP (MRVL)	256	2,976	4,749			
114	MDU RESOURCES GROUP (MDU)	220	4,006	4,459			
115	MEDTRONIC INC (MDT)	241	8,003	8,939			
116	MERCK & CO INC (MRK)	184	5,934	6,631			
117	METLIFE INC (MET)	89	3,685	3,955			
118	METRO AG ORD (MTAGF PK)	84	4,353	6,069			
119	MITSUBISHI CORP SPON (MSBHY PK)	80	3,344	4,284			
120	MONSANTO CO (MON)	62	4,440	4,318			
121	MORGAN STANLEY (MS)	110	2,955	2,993			
122	NASPERS LTD N SPONS ADR (NPSNY PK)	49	1,623	2,893			
123	NATIONAL AUSTRALIA BK LTD (NABZY PK)	123	2,812	2,972			

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:		1,059,926		1,218,096	
	Description/Symbol/CUSIP Number	Shares	Book Value	(b)	(c)
124	NATIONAL SEMICONDUCTOR (NSM)	265	3,656		3,646
125	NEUSTAR, INC. CL A (NSR)	86	2,183		2,240
126	NEW WORLD DEV LTD S/ADR (NDVLY PK)	740	1,914		2,716
127	NISSAN MOTOR LTD ASR (NSANY PK)	317	4,132		6,010
128	NOBLE CORPORATION (NE)	206	6,051		7,369
129	NOVARTIS AG ADR (NVS)	101	6,029		5,954
130	NUANCE COMMUNICATIONS, INC (NUAN)	97	1,495		1,763
131	OIL STATES INTL INC (OIS)	38	2,421		2,435
132	ONYX PHARMACEUTICALS, INC (ONXX)	65	1,430		2,397
133	ORBITAL SCIENCES CORP (ORB)	146	2,218		2,501
134	ORICA LIMITED (OCLDF PK)	125	3,106		3,156
135	ORIENT-EXPRESS HOTEL (OEH)	63	486		818
136	ORIX CORP ADS (IX)	80	2,684		3,892
137	OSHKOSH CORP (OSK)	122	3,943		4,299
138	PALL CP (PLL)	81	2,866		4,016
139	PARAMETRIC TECHNOLOGY CORP (PMTCT)	182	3,125		4,100
140	PEPSICO INC (PEP)	150	7,847		9,800
141	PETRO GEO ADR NEW (PGSVY PK)	143	1,300		2,238
142	PETROMINERALS LTD ORD (PMGLF PK)	102	2,658		3,401
143	PRINCIPAL FINANCIAL GROUP (PFG)	152	3,448		4,949
144	PROCTER GAMBLE CO (PG)	200	10,767		12,866
145	PRUDENTIAL PLC SC (PUK)	249	3,503		5,194
146	PVH CORP (PVH)	50	2,345		3,151
147	QANTAS AIRWAYS LTD (QUBSF PK)	922	1,720		2,351
148	QEP RESOURCES INC (QEP)	115	3,485		4,176
149	QUALCOMM INC (QCOM)	95	4,001		4,702
150	QUESTAR CP (STR)	144	2,207		2,507
151	RAYONIER INC (RYN)	84	3,794		4,412
152	RAYTHEON CO (RTN)	69	3,726		3,197
153	RECKSON ASSOCS RLTY CORP (RA)	145	1,799		1,878
154	RESEARCH IN MOTION LTD NEW (RIMM)	65	3,715		3,778
155	RICOH CO LTD SPN ADR (RICOY OB)	46	3,221		3,379
156	RIO TINTO PLC SPONSORED ADR (RIO)	105	4,516		7,524
157	ROCHE HOLDING LTD ADR (RHHBY PK)	99	4,096		3,628
158	ROPER INDUSTRIES NEW COMMON (ROP)	53	3,007		4,051
159	RYANAIR HOLDINGS PLC-ADR COM (RYAAY)	108	3,124		3,322
160	RYDER SYSTEM COMMON (R)	125	3,241		6,580
161	RYLAND GROUP INC (RYL)	38	619		647
162	SAGE GROUP PLC UNS/ADR (SGPY PK)	208	3,082		3,580
163	SAMPO OYJ UNSPONSORED ADR (SAXPY PK)	270	3,357		3,605
164	SAVIENT PHARMACEUTICALS INC (SVNT)	182	2,278		2,027

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:				1,059,926	1,218,096
	Description/Symbol/CUSIP Number	Shares	Book Value	(b)	(c)
165	SCIENTIFIC GAMES CORP - CLASS A COMMON STOCK (SGMS)	128	1,240		1,275
166	SCOTTISH & SOUTHERN ENERGY ADR (SSEZY PK)	146	2,683		2,846
167	SEAGATE TECHNOLOGY (STX)	205	2,714		3,081
168	SGS SA UNSP ADR (SGSOY PK)	199	2,626		3,351
169	SHIN-ETSU CHEMICAL C (SHECY PK)	74	3,541		4,023
170	SMA RELATIONSHIP TR SER T (SRITX)	39,625	166,910		171,972
171	SMITH A O CORP DEL COM (AOS)	67	2,504		2,551
172	SOUTHWEST AIRLINES (LUV)	228	2,182		2,959
173	SPDR S&P 500 ETF TRUST (SPY)	477	53,796		59,983
174	SUMITOMO MITSUI FINCL GRP (SMFG)	673	4,669		4,785
175	SUNCOR ENERGY INC (SU)	79	2,359		3,025
176	SYMANTEC CORP (SYMC)	347	4,878		5,809
177	SYNAPTICS INC (SYNA)	82	2,260		2,409
178	TECK COMINCO LIMITED CL B SV (TCK)	60	2,046		3,710
179	TELENOR ASA S/ADR (TELNY PK)	121	3,457		5,917
180	TETRA TECHNOLOGIES (TTI)	146	1,478		1,733
181	TH K CO LTD (THKLY PK)	324	2,442		3,694
182	THORATEC LABS CORPORATION (THOR)	90	3,482		2,549
183	TIME WARNER INC (TWX)	273	7,923		8,782
184	TOLL BROTHERS INC (TOL)	60	999		1,140
185	TULLOW OIL PLC ADR (UK) (TUWOY PK)	310	2,615		3,054
186	ULTRA PETROLEUM CORP (UPL)	183	7,522		8,742
187	UNITEDHEALTH GROUP INC (UNH)	140	3,993		5,055
188	US BANCORP DEL NEW (USB)	230	5,464		6,203
189	VANGUARD EMERGING MARKETS STOCK INDEX VIPERS (VWO)	1,516	49,102		72,995
190	VARIAN MEDICAL SYSTEMS INC (VAR)	37	1,968		2,563
191	VERTEX PHARMCTLS INC (VRTX)	38	1,281		1,331
192	VISA INC (V)	59	4,148		4,152
193	VODAFONE GROUP PLC (VOD)	247	6,114		6,531
194	VOLKSWAGEN AG (VLKPY PK)	108	1,978		3,543
195	WADDELL&REED FIN INC (WDR)	110	2,499		3,882
196	WATSON WYATT & CO HOLDINGS (TW)	69	2,754		3,592
197	WELLS FARGO & CO (WFC)	419	11,214		12,985
198	WERNER ENTERPRISES INC (WERN)	149	3,336		3,367
199	WESCO INTL INC (WCC)	62	2,148		3,274
200	WOLTERS KLUWER S/ADR (WTKWY PK)	150	3,212		3,321

Form 990-PF, Part II, Line 10c - Investments: Corporate Bonds

TOTAL:				693,213	748,338
	Description/Symbol/CUSIP Number	Shares	Book Value (b)	Fair Market Value (c)	
1	AUSTRALIAN GOVT SER 126 - 04 500% - 04/15/2020 (Q0819ADE7)	460,000	393,208	437,064	
2	CANADA GOVT DEB 3 50% 06/01/2020 #CA135087Y (135087YZ1)	300,000	300,005	311,274	
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part II, Line 13 - Investments - Other

TOTAL:			2,394,962	2,330,361
	Asset Description	(b) Book Value	(c) Fair Market Value	
1	LEXINGTON KEYSTONE FUND LLC	1,056,259	991,628	
2	STARSAT, LLC	92,014	92,044	
3	WAYCROSS 50/50 GROWTH FUND L P	1,246,689	1,246,689	
4				
5				
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Robert and Martha Trussell Family Foundation

EIN: 20-3992488

Taxable Year Ending December 31, 2010

Form 990-PF, Part VII-B, Line 5c – Expenditure Responsibility Statements for 2010

Pursuant to IRC Regulation 53.4945-5(d)(2), Robert and Martha Trussell Family Foundation provides the following information for four grants:

- | | | |
|-------------|------------------------------------|---|
| (i) | Grantee | Thy Kingdom Come Network, Inc.
195 Moore Drive |
| (ii) | Date of Grant | September 21, 2009 |
| | Amount of Grant | \$100,000 |
| (iii) | Purpose of Grant | General Operating Expenses. |
| (iv) & (vi) | Reports of Amounts Expended | Thy Kingdom Come Network, Inc. submitted reports of its expenditure of the September 2009 grant on May 3, 2010 and August 5, 2011. On the report dated August 5, 2011, Thy Kingdom Come Network Inc. indicated that it had spent all of the grant funds by the end of its fiscal year ending December 31, 2010. |
| (v) | Diversions | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. |
| (vii) | Verification | The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made. |
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Robert and Martha Trussell Family Foundation
EIN: 20-3992488
Taxable Year Ending December 31, 2010

Form 990-PF, Part VII-B, Line 5c – Expenditure Responsibility Statements for 2010

(i)	Grantee	Thy Kingdom Come Network, Inc. 195 Moore Drive
(ii)	Date of Grant	June 25, 2010
	Amount of Grant	\$70,000
(iii)	Purpose of Grant	General Operating Expenses.
(iv) & (vi)	Reports of Amounts Expended	Thy Kingdom Come Network, Inc. submitted a full and complete report of its expenditure of the June 2010 grant on August 5, 2011, indicating that it had spent all of the grant funds by the end of its fiscal year ending December 31, 2010.
(v)	Diversions	To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
(vii)	Verification	The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

Robert and Martha Trussell Family Foundation

EIN: 20-3992488

Taxable Year Ending December 31, 2010

Form 990-PF, Part VII-B, Line 5c – Expenditure Responsibility Statements for 2010

- | | | |
|-------------|------------------------------------|---|
| (i) | Grantee | Thy Kingdom Come Network, Inc.
195 Moore Drive |
| (ii) | Date of Grant | August 30, 2010 |
| | Amount of Grant | \$70,000 |
| (iii) | Purpose of Grant | General Operating Expenses. |
| (iv) & (vi) | Reports of Amounts Expended | Thy Kingdom Come Network, Inc. submitted a full and complete report of its expenditure of the August 2010 grant on May 8, 2011, indicating that it had spent all of the grant funds by the end of its fiscal year ending December 31, 2010. |
| (v) | Diversions | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. |
| (vii) | Verification | The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made. |
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Robert and Martha Trussell Family Foundation
EIN: 20-3992488
Taxable Year Ending December 31, 2010

Form 990-PF, Part VII-B, Line 5c – Expenditure Responsibility Statements for 2010

- | | | |
|-------------|--|--|
| (i) | Grantee | Thy Will Be Done Inc.
195 Moore Drive
Lexington, KY 40503 |
| (ii) | Date &
Amount of
Grants | 10/23/08 \$10,000
10/26/09 \$10,000

The above grants constitute the first two installments of a three
part grant in the amount of \$10,000 per year, for a total of \$30,000. |
| (iii) | Purpose of
Grant | General funding. |
| (iv) & (vi) | Reports of
Amounts
Expended | Thy Will Be Done Inc. submitted full and complete
reports on September 8, 2009, December 31, 2010 and February
21, 2011. On the report dated February 21, 2011, the grantee
indicated that it had spent both installments of the grant funds
by the end of its fiscal year ending December 31, 2010. |
| (v) | Diversions | To the knowledge of the grantor, no funds have been diverted to
any activity other than the activity for which the grant was
originally made. |
| (vii) | Verification | The grantor has no reason to doubt the accuracy or reliability of the
report from the grantee; therefore, no independent verification of
the report was made. |
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Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Account
1	Martha O Trussell	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director / Secretary	1	0	0	0
2	Robert B Trussell	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	President / Director / Treasurer	1	0	0	0
3										
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