Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

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

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

Name of foundation: ROOP FAMILY FOUNDATION, INC.

A Employer identification number: 20-5886802

Number and street (or P O box number if mail is not delivered to street address): 101 N. MAIN STREET 2ND FLOOR

Room/suite:

B Telephone number (see page 10 of the instructions): (859) 288-4633

City or town, state, and ZIP code: VERSAILLES, KY 40383

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

D 1 Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 1,342,544.

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received (attach schedule)				
	2	Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	46,869.	46,856.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	21,601.			
	b	Gross sales price for all assets on line 6a 716,621.				
	7	Capital gain net income (from Part IV, line 2)		21,601.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	215.	215.		STMT 4
	12	**Total.** Add lines 1 through 11	68,685.	68,672.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	7,630.	7,630.		
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 5	700.	700.	NONE	NONE
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 6	1,299.	256.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 7	4.	4.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	9,633.	8,590.	NONE	NONE
	25	Contributions, gifts, grants paid	17,500.			17,500.
	26	**Total expenses and disbursements** Add lines 24 and 25	27,133.	8,590.	NONE	17,500.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	41,552.			
	b	**Net investment income** (if negative, enter -0-)		60,082.		
	c	**Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	13,237.	46,250.	46,250.
	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 ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	391,983.	402,177.	465,118.
	c	Investments - corporate bonds (attach schedule)	811,372.	810,062.	831,176.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	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)	1,216,592.	1,258,489.	1,342,544.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27	Capital stock, trust principal, or current funds	1,216,592.	1,258,489.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,216,592.	1,258,489.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,216,592.	1,258,489.	

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	1,216,592.
2	Enter amount from Part I, line 27a	2	41,552.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	951.
4	Add lines 1, 2, and 3	4	1,259,095.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	606.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,258,489.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	21,601.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	57,033.	1,189,399.	0.04795110808
2008	284,407.	1,243,285.	0.22875446901
2007	374,452.	1,511,935.	0.24766408609
2006	NONE	1,823,410.	NONE
2005			

2	Total of line 1, column (d)	2	0.52436966318
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	0.13109241580
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,278,363.
5	Multiply line 4 by line 3	5	167,584.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	601.
7	Add lines 5 and 6	7	168,185.
8	Enter qualifying distributions from Part XII, line 4	8	17,500.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,202.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,202.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,202.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 820.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	820.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	382.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 10			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 11 Telephone no ▶

Located at ▶ ZIP + 4 ▶

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions.)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)*		3b		
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	
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?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (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 STATEMENT 12		7,630.	-0-	-0-

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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

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	1,234,998.
b	Average of monthly cash balances	1b	62,832.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,297,830.
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	NONE
3	Subtract line 2 from line 1d	3	1,297,830.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	19,467.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,278,363.
6	**Minimum investment return.** Enter 5% of line 5	6	63,918.

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	63,918.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,202.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,202.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	62,716.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	62,716.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	62,716.

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	17,500.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	17,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	17,500.

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				62,716.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			NONE	
b Total for prior years 20 08 ,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 ...... NONE				
b From 2006 ...... NONE				
c From 2007 ...... 285,051.				
d From 2008 ...... 223,429.				
e From 2009 ...... NONE				
f **Total** of lines 3a through e	508,480.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 17,500.				
a Applied to 2009, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				17,500.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	45,216.			45,216.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	463,264.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
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)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	463,264.			
10 Analysis of line 9:				
a Excess from 2006 ... NONE				
b Excess from 2007 ... 239,835.				
c Excess from 2008 ... 223,429.				
d Excess from 2009 ... NONE				
e Excess from 2010 ... NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

EARL E. ROOP

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 13				
Total ▶ **3a**				17,500.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	36,731.	
4 Dividends and interest from securities			14	10,138.	
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	21,601.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b PARTNERSHIP INCOME				215.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				68,685.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 68,685.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/10/11 Title: President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Robert E [signature]	05/04/2011		P00541305

Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING) Firm's EIN ▶ 75-1297386

Firm's address ▶ 9711 FARRAR COURT, STE 110
RICHMOND, VA 23236 Phone no 804-727-3152

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					1,110.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					931.	
		30000. BOEING CO 5.000% 3/15					03/17/2009	01/14/2010
		PROPERTY TYPE: SECURITIES						
32,686.00		30,328.00					2,358.00	
		45.746 DIAMOND HILL SMALL CAP FD-I					05/11/2009	01/14/2010
		PROPERTY TYPE: SECURITIES						
1,001.00		800.00					201.00	
		297.915 METROPOLITAN WEST T/R BOND-I					04/01/2008	01/14/2010
		PROPERTY TYPE: SECURITIES						
3,006.00		2,914.00					92.00	
		30000. UNITED PARCEL 3.875% 4/01					03/25/2009	01/14/2010
		PROPERTY TYPE: SECURITIES						
31,533.00		30,090.00					1,443.00	
		828.32 FHLMC GD PL #G11714 5.000% 6/01					05/08/2009	01/15/2010
		PROPERTY TYPE: SECURITIES						
828.00		861.00					-33.00	
		1151.78 FHLMC GD PL #G11987 5.000% 4/0					06/02/2009	01/15/2010
		PROPERTY TYPE: SECURITIES						
1,152.00		1,195.00					-43.00	
		1318.59 FHLMC GD PL #G12402 5.000% 11/0					06/08/2009	01/15/2010
		PROPERTY TYPE: SECURITIES						
1,319.00		1,359.00					-40.00	
		187.793 VANGUARD S/T INVEST GR-INV					03/11/2008	01/15/2010
		PROPERTY TYPE: SECURITIES						
2,006.00		2,004.00					2.00	
		1914.55 GNMA SER 14 CMO 5.000% 3/2					04/27/2009	01/20/2010
		PROPERTY TYPE: SECURITIES						
1,915.00		1,994.00					-79.00	
		1216.79 FNMA SER 58 CMO 3.500% 4/2					05/15/2009	01/25/2010
		PROPERTY TYPE: SECURITIES						
1,217.00		1,227.00					-10.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		934.06 FNMA PL #735646 4.500% 7/01 PROPERTY TYPE: SECURITIES					06/02/2009	01/25/2010
934.00		960.00					-26.00	
		1012.05 FNMA PL #MA0071 4.500% 5/0 PROPERTY TYPE: SECURITIES					05/07/2009	01/25/2010
1,012.00		1,050.00					-38.00	
		30000. TARGET CORP 5.375% 5/01 PROPERTY TYPE: SECURITIES					03/17/2009	02/04/2010
32,321.00		29,139.00					3,182.00	
		30000. CONOCOPHILLIPS 4.750% 2/01 PROPERTY TYPE: SECURITIES					03/26/2009	02/09/2010
32,346.00		30,969.00					1,377.00	
		20000. ST JUDE MEDICAL 3.750% 7/15 PROPERTY TYPE: SECURITIES					12/10/2009	02/09/2010
20,558.00		20,615.00					-57.00	
		30000. DIAGEO FINANCE BV 5.500% 4/01 PROPERTY TYPE: SECURITIES					03/27/2009	02/11/2010
32,742.00		31,383.00					1,359.00	
		904.72 FHLMC GD PL #G11714 5.000% 6/01 PROPERTY TYPE: SECURITIES					05/08/2009	02/15/2010
905.00		941.00					-36.00	
		896.3 FHLMC GD PL #G11987 5.000% 4/01/ PROPERTY TYPE: SECURITIES					06/02/2009	02/15/2010
896.00		930.00					-34.00	
		900.18 FHLMC GD PL #G12402 5.000% 11/01 PROPERTY TYPE: SECURITIES					06/08/2009	02/15/2010
900.00		928.00					-28.00	
		30000. DUKE ENERGY OHIO INC 5.450% 4/01 PROPERTY TYPE: SECURITIES					03/26/2009	02/16/2010
31,873.00		30,322.00					1,551.00	
		300. BREITBURN ENERGY PARTNERS LP PROPERTY TYPE: SECURITIES					06/30/2009	02/17/2010
4,639.00		2,739.00					1,900.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100. BREITBURN ENERGY PARTNERS LP PROPERTY TYPE: SECURITIES					06/30/2009	02/19/2010
1,510.00		776.00					734.00	
		1983.23 GNMA SER 14 CMO 5.000% 3/2 PROPERTY TYPE: SECURITIES					04/27/2009	02/20/2010
1,983.00		2,066.00					-83.00	
		762.04 FNMA SER 58 CMO 3.500% 4/25 PROPERTY TYPE: SECURITIES					05/15/2009	02/25/2010
762.00		768.00					-6.00	
		790.4 FNMA PL #735646 4.500% 7/01/ PROPERTY TYPE: SECURITIES					06/02/2009	02/25/2010
790.00		812.00					-22.00	
		756.79 FNMA PL #MA0071 4.500% 5/01 PROPERTY TYPE: SECURITIES					05/07/2009	02/25/2010
757.00		786.00					-29.00	
		200. BREITBURN ENERGY PARTNERS LP PROPERTY TYPE: SECURITIES					06/30/2009	02/26/2010
3,049.00		1,740.00					1,309.00	
		670.904 MERIDIAN GROWTH FUND INC PROPERTY TYPE: SECURITIES					02/03/2009	03/04/2010
23,388.00		24,817.00					-1,429.00	
		1440.49 FHLMC GD PL #G11714 5.000% 6/0 PROPERTY TYPE: SECURITIES					05/08/2009	03/15/2010
1,440.00		1,498.00					-58.00	
		1280.23 FHLMC GD PL #G11987 5.000% 4/0 PROPERTY TYPE: SECURITIES					06/02/2009	03/15/2010
1,280.00		1,328.00					-48.00	
		1755.3 FHLMC GD PL #G12402 5.000% 11/01 PROPERTY TYPE: SECURITIES					06/08/2009	03/15/2010
1,755.00		1,809.00					-54.00	
		149.73 FHLMC SER 3634 CMO 4.250% 8/15 PROPERTY TYPE: SECURITIES					02/09/2010	03/15/2010
150.00		155.00					-5.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		25000. BOEING CAP CORP 3.250% 10/27					01/14/2010	03/19/2010
		PROPERTY TYPE: SECURITIES						
25,296.00		25,239.00					57.00	
		1103.83 GNMA SER 14 CMO 5.000% 3/2					04/27/2009	03/20/2010
		PROPERTY TYPE: SECURITIES						
1,104.00		1,150.00					-46.00	
		522.68 FNMA SER 58 CMO 3.500% 4/25					05/15/2009	03/25/2010
		PROPERTY TYPE: SECURITIES						
523.00		527.00					-4.00	
		774.47 FNMA PL #735646 4.500% 7/01					06/02/2009	03/25/2010
		PROPERTY TYPE: SECURITIES						
774.00		796.00					-22.00	
		749.01 FNMA PL #MA0071 4.500% 5/01					05/07/2009	03/25/2010
		PROPERTY TYPE: SECURITIES						
749.00		777.00					-28.00	
		400. AMERICAN EAGLE OUTFITTERS INC					02/26/2009	03/30/2010
		PROPERTY TYPE: SECURITIES						
7,521.00		7,534.00					-13.00	
		63.032 GOLDMAN SACHS M/C VALUE-INST #864					03/04/2010	03/30/2010
		PROPERTY TYPE: SECURITIES						
2,000.00		1,909.00					91.00	
		92.293 GOLDMAN SACHS GRTH OPPOR-INS					03/04/2010	03/30/2010
		PROPERTY TYPE: SECURITIES						
2,004.00		1,908.00					96.00	
		1103.753 NEUBERGER BERMAN HI IN B-INS					11/03/2009	03/30/2010
		PROPERTY TYPE: SECURITIES						
10,000.00		9,478.00					522.00	
		100. ALCOA INC					05/08/2009	04/12/2010
		PROPERTY TYPE: SECURITIES						
1,460.00		1,015.00					445.00	
		100. CBS CORPORATION CLASS B W/I					02/05/2009	04/12/2010
		PROPERTY TYPE: SECURITIES						
1,513.00		603.00					910.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		50. GLAXO SMITHKLINE SPONSORED ADR PROPERTY TYPE: SECURITIES					03/12/2007	04/12/2010
1,954.00		2,799.00					-845.00	
		44.311 HARBOR INTERNATIONAL FUND #11 PROPERTY TYPE: SECURITIES					06/25/2008	04/12/2010
2,507.00		3,007.00					-500.00	
		100. LIMITED BRANDS INC PROPERTY TYPE: SECURITIES					01/04/2008	04/12/2010
2,692.00		1,630.00					1,062.00	
		3794.906 NEUBERGER BERMAN HI IN B-INS PROPERTY TYPE: SECURITIES					09/18/2009	04/12/2010
34,610.00		32,522.00					2,088.00	
		140.449 VANGUARD INTERNATIONAL GROWTH #8 PROPERTY TYPE: SECURITIES					08/14/2007	04/13/2010
2,500.00		3,531.00					-1,031.00	
		805.93 FHLMC GD PL #G11714 5.000% 6/01 PROPERTY TYPE: SECURITIES					05/08/2009	04/15/2010
806.00		838.00					-32.00	
		973.08 FHLMC GD PL #G11987 5.000% 4/01 PROPERTY TYPE: SECURITIES					06/02/2009	04/15/2010
973.00		1,009.00					-36.00	
		1499.56 FHLMC GD PL #G12402 5.000% 11/0 PROPERTY TYPE: SECURITIES					06/08/2009	04/15/2010
1,500.00		1,545.00					-45.00	
		190.12 FHLMC SER 3634 CMO 4.250% 8/15 PROPERTY TYPE: SECURITIES					02/09/2010	04/15/2010
190.00		197.00					-7.00	
		868.2 GNMA SER 14 CMO 5.000% 3/20/ PROPERTY TYPE: SECURITIES					04/27/2009	04/20/2010
868.00		904.00					-36.00	
		300. LIMITED BRANDS INC PROPERTY TYPE: SECURITIES					02/26/2009	04/23/2010
8,510.00		4,112.00					4,398.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		770.01 FNMA SER 58 CMO 3.500% 4/25 PROPERTY TYPE: SECURITIES					05/15/2009	04/25/2010
770.00		776.00					-6.00	
		626.28 FNMA SER 9 CMO 4.500% 1/25 PROPERTY TYPE: SECURITIES					02/26/2010	04/25/2010
626.00		653.00					-27.00	
		1005.82 FNMA PL #735646 4.500% 7/0 PROPERTY TYPE: SECURITIES					06/02/2009	04/25/2010
1,006.00		1,034.00					-28.00	
		636.44 FNMA PL #MA0071 4.500% 5/01 PROPERTY TYPE: SECURITIES					05/07/2009	04/25/2010
636.00		661.00					-25.00	
		150. BP P.L.C. SPNSD ADR PROPERTY TYPE: SECURITIES					07/30/2007	05/03/2010
7,224.00		9,514.00					-2,290.00	
		15000. WESTERN UNION CO 5.930% 10/01 PROPERTY TYPE: SECURITIES					03/30/2010	05/04/2010
16,626.00		16,577.00					49.00	
		1020.06 FHLMC GD PL #G11714 5.000% 6/0 PROPERTY TYPE: SECURITIES					05/08/2009	05/15/2010
1,020.00		1,061.00					-41.00	
		944.27 FHLMC GD PL #G11987 5.000% 4/01 PROPERTY TYPE: SECURITIES					06/02/2009	05/15/2010
944.00		979.00					-35.00	
		1004.3 FHLMC GD PL #G12402 5.000% 11/01 PROPERTY TYPE: SECURITIES					06/08/2009	05/15/2010
1,004.00		1,035.00					-31.00	
		218.07 FHLMC SER 3634 CMO 4.250% 8/15 PROPERTY TYPE: SECURITIES					02/09/2010	05/15/2010
218.00		226.00					-8.00	
		813.6 GNMA SER 14 CMO 5.000% 3/20/ PROPERTY TYPE: SECURITIES					04/27/2009	05/20/2010
814.00		847.00					-33.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2446.8 FNMA SER 58 CMO 3.500% 4/25 PROPERTY TYPE: SECURITIES					05/15/2009	05/25/2010
2,447.00		2,467.00					-20.00	
		628.86 FNMA SER 9 CMO 4.500% 1/25 PROPERTY TYPE: SECURITIES					02/26/2010	05/25/2010
629.00		655.00					-26.00	
		866. FNMA PL #735646 4.500% 7/01/2 PROPERTY TYPE: SECURITIES					06/02/2009	05/25/2010
866.00		890.00					-24.00	
		642.74 FNMA PL #MA0071 4.500% 5/01 PROPERTY TYPE: SECURITIES					05/07/2009	05/25/2010
643.00		667.00					-24.00	
		100. APOLLO GROUP INC CL A PROPERTY TYPE: SECURITIES					04/12/2010	05/27/2010
5,244.00		5,936.00					-692.00	
		1867.413 VANGUARD S/T INVEST GR-INV PROPERTY TYPE: SECURITIES					03/04/2010	06/02/2010
19,925.00		20,000.00					-75.00	
		4499.628 VANGUARD S/T INVEST GR-INV PROPERTY TYPE: SECURITIES					05/11/2009	06/02/2010
48,011.00		46,805.00					1,206.00	
		866.06 FHLMC GD PL #G11714 5.000% 6/01 PROPERTY TYPE: SECURITIES					05/08/2009	06/15/2010
866.00		901.00					-35.00	
		794.36 FHLMC GD PL #G11987 5.000% 4/01 PROPERTY TYPE: SECURITIES					06/02/2009	06/15/2010
794.00		824.00					-30.00	
		976.18 FHLMC GD PL #G12402 5.000% 11/01 PROPERTY TYPE: SECURITIES					06/08/2009	06/15/2010
976.00		1,006.00					-30.00	
		218.86 FHLMC SER 3634 CMO 4.250% 8/15 PROPERTY TYPE: SECURITIES					02/09/2010	06/15/2010
219.00		226.00					-7.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		965.48 GNMA SER 14 CMO 5.000% 3/20 PROPERTY TYPE: SECURITIES					04/27/2009	06/20/2010
965.00		1,006.00					-41.00	
		37362.6 FNMA PL #735646 4.500% 7/0 PROPERTY TYPE: SECURITIES					06/02/2009	06/21/2010
39,394.00		38,402.00					992.00	
		818.61 FNMA SER 58 CMO 3.500% 4/25 PROPERTY TYPE: SECURITIES					05/15/2009	06/25/2010
819.00		825.00					-6.00	
		631.23 FNMA SER 9 CMO 4.500% 1/25 PROPERTY TYPE: SECURITIES					02/26/2010	06/25/2010
631.00		658.00					-27.00	
		844.08 FNMA PL #735646 4.500% 7/01 PROPERTY TYPE: SECURITIES					06/02/2009	06/25/2010
844.00		868.00					-24.00	
		738.53 FNMA PL #MA0071 4.500% 5/01 PROPERTY TYPE: SECURITIES					05/07/2009	06/25/2010
739.00		767.00					-28.00	
		749.07 FHLMC GD PL #G11714 5.000% 6/01 PROPERTY TYPE: SECURITIES					05/08/2009	07/15/2010
749.00		779.00					-30.00	
		831.93 FHLMC GD PL #G11987 5.000% 4/01 PROPERTY TYPE: SECURITIES					06/02/2009	07/15/2010
832.00		863.00					-31.00	
		1029.12 FHLMC GD PL #G12402 5.000% 11/0 PROPERTY TYPE: SECURITIES					06/08/2009	07/15/2010
1,029.00		1,061.00					-32.00	
		380.54 FHLMC SER 3634 CMO 4.250% 8/15 PROPERTY TYPE: SECURITIES					02/09/2010	07/15/2010
381.00		394.00					-13.00	
		741.51 GNMA SER 14 CMO 5.000% 3/20 PROPERTY TYPE: SECURITIES					04/27/2009	07/20/2010
742.00		772.00					-30.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		300. VODAFONE GROUP ADR PROPERTY TYPE: SECURITIES					05/12/2009	07/22/2010
6,786.00		5,527.00					1,259.00	
		1205.26 FNMA SER 58 CMO 3.500% 4/2 PROPERTY TYPE: SECURITIES					05/15/2009	07/25/2010
1,205.00		1,215.00					-10.00	
		633.37 FNMA SER 9 CMO 4.500% 1/25 PROPERTY TYPE: SECURITIES					02/26/2010	07/25/2010
633.00		660.00					-27.00	
		854.2 FNMA PL #MA0071 4.500% 5/01/ PROPERTY TYPE: SECURITIES					05/07/2009	07/25/2010
854.00		887.00					-33.00	
		250. NYSE EURONEXT INC PROPERTY TYPE: SECURITIES					05/01/2009	08/03/2010
7,493.00		12,287.00					-4,794.00	
		861.06 FHLMC GD PL #G11714 5.000% 6/01 PROPERTY TYPE: SECURITIES					05/08/2009	08/15/2010
861.00		896.00					-35.00	
		802.07 FHLMC GD PL #G11987 5.000% 4/01 PROPERTY TYPE: SECURITIES					06/02/2009	08/15/2010
802.00		832.00					-30.00	
		797.1 FHLMC GD PL #G12402 5.000% 11/01/ PROPERTY TYPE: SECURITIES					06/08/2009	08/15/2010
797.00		822.00					-25.00	
		217.09 FHLMC GD PL #E02697 4.000% 6/01 PROPERTY TYPE: SECURITIES					07/14/2010	08/15/2010
217.00		226.00					-9.00	
		508.19 FHLMC SER 3634 CMO 4.250% 8/15 PROPERTY TYPE: SECURITIES					02/09/2010	08/15/2010
508.00		526.00					-18.00	
		1901.141 VANGUARD S/T BOND INDEX-SIG PROPERTY TYPE: SECURITIES					06/02/2010	08/18/2010
20,304.00		20,000.00					304.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1586.22 GNMA SER 14 CMO 5.000% 3/2 PROPERTY TYPE: SECURITIES					04/27/2009	08/20/2010
1,586.00		1,652.00					-66.00	
		813.13 FNMA SER 58 CMO 3.500% 4/25 PROPERTY TYPE: SECURITIES					05/15/2009	08/25/2010
813.00		820.00					-7.00	
		635.28 FNMA SER 9 CMO 4.500% 1/25 PROPERTY TYPE: SECURITIES					02/26/2010	08/25/2010
635.00		662.00					-27.00	
		1078.01 FNMA PL #MA0071 4.500% 5/0 PROPERTY TYPE: SECURITIES					05/07/2009	08/25/2010
1,078.00		1,119.00					-41.00	
		981.58 FHLMC GD PL #G11714 5.000% 6/01 PROPERTY TYPE: SECURITIES					05/08/2009	09/15/2010
982.00		1,021.00					-39.00	
		909.69 FHLMC GD PL #G11987 5.000% 4/01 PROPERTY TYPE: SECURITIES					06/02/2009	09/15/2010
910.00		944.00					-34.00	
		1078.42 FHLMC GD PL #G12402 5.000% 11/0 PROPERTY TYPE: SECURITIES					06/08/2009	09/15/2010
1,078.00		1,111.00					-33.00	
		488.99 FHLMC GD PL #E02697 4.000% 6/01 PROPERTY TYPE: SECURITIES					07/14/2010	09/15/2010
489.00		509.00					-20.00	
		642.49 FHLMC SER 3634 CMO 4.250% 8/15 PROPERTY TYPE: SECURITIES					02/09/2010	09/15/2010
642.00		664.00					-22.00	
		500.501 FEDERATED MORTGAGE FUND-INST PROPERTY TYPE: SECURITIES					06/01/2010	09/16/2010
4,995.00		5,000.00					-5.00	
		1318.267 METROPOLITAN WEST T/R BOND-I PROPERTY TYPE: SECURITIES					06/01/2010	09/16/2010
13,987.00		13,552.00					435.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		200. ADOBE SYSTEMS INC PROPERTY TYPE: SECURITIES					04/23/2009	09/20/2010
6,620.00		3,776.00					2,844.00	
		831.33 GNMA SER 14 CMO 5.000% 3/20 PROPERTY TYPE: SECURITIES					04/27/2009	09/20/2010
831.00		866.00					-35.00	
		72.28 HARBOR INTERNATIONAL FUND #11 PROPERTY TYPE: SECURITIES					06/25/2008	09/21/2010
4,025.00		4,780.00					-755.00	
		224.09 VANGUARD INTERNATIONAL GROWTH #81 PROPERTY TYPE: SECURITIES					08/16/2007	09/21/2010
4,013.00		5,492.00					-1,479.00	
		615.81 FNMA SER 58 CMO 3.500% 4/25 PROPERTY TYPE: SECURITIES					05/15/2009	09/25/2010
616.00		621.00					-5.00	
		636.94 FNMA SER 9 CMO 4.500% 1/25 PROPERTY TYPE: SECURITIES					02/26/2010	09/25/2010
637.00		664.00					-27.00	
		1120.81 FNMA PL #MA0071 4.500% 5/0 PROPERTY TYPE: SECURITIES					05/07/2009	09/25/2010
1,121.00		1,163.00					-42.00	
		100. CBS CORPORATION CLASS B W/I PROPERTY TYPE: SECURITIES					02/02/2009	10/15/2010
1,738.00		576.00					1,162.00	
		300. CONSTELLATION BRANDS INC PROPERTY TYPE: SECURITIES					01/15/2010	10/15/2010
5,678.00		4,942.00					736.00	
		1026.78 FHLMC GD PL #G11714 5.000% 6/0 PROPERTY TYPE: SECURITIES					05/08/2009	10/15/2010
1,027.00		1,068.00					-41.00	
		971.06 FHLMC GD PL #G11987 5.000% 4/01 PROPERTY TYPE: SECURITIES					06/02/2009	10/15/2010
971.00		1,007.00					-36.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1099.47 FHLMC GD PL #G12402 5.000% 11/0 PROPERTY TYPE: SECURITIES					06/08/2009	10/15/2010
1,099.00		1,133.00					-34.00	
		140.8 FHLMC GD PL #J12989 3.500% 9/01/ PROPERTY TYPE: SECURITIES					09/03/2010	10/15/2010
141.00		146.00					-5.00	
		764.88 FHLMC GD PL #E02697 4.000% 6/01 PROPERTY TYPE: SECURITIES					07/14/2010	10/15/2010
765.00		795.00					-30.00	
		780.32 FHLMC SER 3634 CMO 4.250% 8/15 PROPERTY TYPE: SECURITIES					02/09/2010	10/15/2010
780.00		807.00					-27.00	
		30.12 GOLDMAN SACHS M/C VALUE-INST #864 PROPERTY TYPE: SECURITIES					03/04/2010	10/15/2010
1,000.00		912.00					88.00	
		44.131 GOLDMAN SACHS GRTH OPPOR-INS PROPERTY TYPE: SECURITIES					03/04/2010	10/15/2010
1,001.00		912.00					89.00	
		50.083 HARBOR INTERNATIONAL FUND #11 PROPERTY TYPE: SECURITIES					08/15/2007	10/15/2010
2,984.00		3,218.00					-234.00	
		149.463 RS EMERGING MARKETS FUND Y PROPERTY TYPE: SECURITIES					05/19/2010	10/15/2010
3,977.00		3,200.00					777.00	
		208.333 VANGUARD INTERNATIONAL GROWTH #8 PROPERTY TYPE: SECURITIES					08/16/2007	10/15/2010
3,979.00		5,027.00					-1,048.00	
		300. WESTERN UNION PROPERTY TYPE: SECURITIES					03/30/2010	10/15/2010
5,304.00		5,152.00					152.00	
		848.06 GNMA SER 14 CMO 5.000% 3/20 PROPERTY TYPE: SECURITIES					04/27/2009	10/20/2010
848.00		883.00					-35.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1027.13 FNMA SER 58 CMO 3.500% 4/2					05/15/2009	10/25/2010
		PROPERTY TYPE: SECURITIES						
1,027.00		1,035.00					-8.00	
		638.35 FNMA SER 9 CMO 4.500% 1/25					02/26/2010	10/25/2010
		PROPERTY TYPE: SECURITIES						
638.00		665.00					-27.00	
		1593.74 FNMA PL #MA0071 4.500% 5/0					05/07/2009	10/25/2010
		PROPERTY TYPE: SECURITIES						
1,594.00		1,654.00					-60.00	
		500. UNITED COMMUNITY BANKS					10/15/2010	10/28/2010
		PROPERTY TYPE: SECURITIES						
990.00		2,227.00					-1,237.00	
		350. FIDELITY NATIONAL FINANCIAL INC					03/03/2010	11/03/2010
		PROPERTY TYPE: SECURITIES						
4,680.00		5,102.00					-422.00	
		300. COMCAST CORP-CL A					01/15/2010	11/04/2010
		PROPERTY TYPE: SECURITIES						
6,316.00		4,950.00					1,366.00	
		400. BRISTOL MYERS SQUIBB CO					01/04/2008	11/10/2010
		PROPERTY TYPE: SECURITIES						
10,493.00		10,609.00					-116.00	
		1139.26 FHLMC GD PL #G11714 5.000% 6/0					05/08/2009	11/15/2010
		PROPERTY TYPE: SECURITIES						
1,139.00		1,185.00					-46.00	
		1129.51 FHLMC GD PL #G11987 5.000% 4/0					06/02/2009	11/15/2010
		PROPERTY TYPE: SECURITIES						
1,130.00		1,172.00					-42.00	
		1121.88 FHLMC GD PL #G12402 5.000% 11/0					06/08/2009	11/15/2010
		PROPERTY TYPE: SECURITIES						
1,122.00		1,156.00					-34.00	
		305.14 FHLMC GD PL #J12989 3.500% 9/01					09/03/2010	11/15/2010
		PROPERTY TYPE: SECURITIES						
305.00		315.00					-10.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1027.13 FHLMC GD PL #E02697 4.000% 6/0 PROPERTY TYPE: SECURITIES					07/14/2010	11/15/2010
1,027.00		1,068.00					-41.00	
		997.83 FHLMC SER 3634 CMO 4.250% 8/15 PROPERTY TYPE: SECURITIES					02/09/2010	11/15/2010
998.00		1,032.00					-34.00	
		958.56 GNMA SER 14 CMO 5.000% 3/20 PROPERTY TYPE: SECURITIES					04/27/2009	11/20/2010
959.00		998.00					-39.00	
		1208.86 FNMA SER 58 CMO 3.500% 4/2 PROPERTY TYPE: SECURITIES					05/15/2009	11/25/2010
1,209.00		1,219.00					-10.00	
		639.5 FNMA SER 9 CMO 4.500% 1/25/ PROPERTY TYPE: SECURITIES					02/26/2010	11/25/2010
640.00		666.00					-26.00	
		1024.71 FNMA PL #MA0071 4.500% 5/0 PROPERTY TYPE: SECURITIES					05/07/2009	11/25/2010
1,025.00		1,064.00					-39.00	
		175. COCA COLA CO PROPERTY TYPE: SECURITIES					03/02/2007	12/10/2010
11,272.00		8,152.00					3,120.00	
		1080.51 FHLMC GD PL #G11714 5.000% 6/0 PROPERTY TYPE: SECURITIES					05/08/2009	12/15/2010
1,081.00		1,124.00					-43.00	
		1176.87 FHLMC GD PL #G11987 5.000% 4/0 PROPERTY TYPE: SECURITIES					06/02/2009	12/15/2010
1,177.00		1,221.00					-44.00	
		1132.4 FHLMC GD PL #G12402 5.000% 11/01 PROPERTY TYPE: SECURITIES					06/08/2009	12/15/2010
1,132.00		1,167.00					-35.00	
		479.76 FHLMC GD PL #J12989 3.500% 9/01 PROPERTY TYPE: SECURITIES					09/03/2010	12/15/2010
480.00		496.00					-16.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1334.09 FHLMC GD PL #E02697 4.000% 6/0 PROPERTY TYPE: SECURITIES					07/14/2010	12/15/2010
1,334.00		1,387.00					-53.00	
		1064.53 FHLMC SER 3634 CMO 4.250% 8/1 PROPERTY TYPE: SECURITIES					02/09/2010	12/15/2010
1,065.00		1,101.00					-36.00	
		917.65 GNMA SER 14 CMO 5.000% 3/20 PROPERTY TYPE: SECURITIES					04/27/2009	12/20/2010
918.00		956.00					-38.00	
		804.66 FNMA SER 58 CMO 3.500% 4/25 PROPERTY TYPE: SECURITIES					05/15/2009	12/25/2010
805.00		811.00					-6.00	
		630.31 FNMA SER 9 CMO 4.500% 1/25 PROPERTY TYPE: SECURITIES					02/26/2010	12/25/2010
630.00		657.00					-27.00	
		1244.16 FNMA PL #MA0071 4.500% 5/0 PROPERTY TYPE: SECURITIES					05/07/2009	12/25/2010
1,244.00		1,291.00					-47.00	
TOTAL GAIN(LOSS)							21,601.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT & T INC	420.	420.
ALCOA INC	87.	87.
AMERICAN EAGLE OUTFITTERS INC	80.	80.
ANHEUSER BUSCH 5.500% 1/15/18	117.	117.
BP P.L.C. SPNSD ADR	126.	126.
BANK AMER CORP	19.	19.
BECTON DICKINSON	189.	189.
BERKSHIRE HATHAWAY 5.400% 5/15/18	1,620.	1,620.
BOEING CAP CORP 3.250% 10/27/14	144.	144.
BOEING CO 5.000% 3/15/14	521.	521.
BRISTOL MYERS SQUIBB CO	512.	512.
CBS CORPORATION CLASS B W/I	130.	130.
CATERP FIN SERV MTN 5.450% 4/15/18	1,039.	1,039.
COCA COLA CO	308.	308.
COMCAST CORP-CL A	85.	85.
COMMONWEALTH EDISON 5.800% 3/15/18	664.	664.
CONOCOPHILLIPS	323.	323.
CONOCOPHILLIPS 4.750% 2/01/14	756.	756.
DIAGEO FINANCE BV 5.500% 4/01/13	623.	623.
DUKE ENERGY OHIO INC 5.450% 4/01/19	627.	627.
EXELON CORP	236.	236.
EXXON MOBIL CORP	240.	240.
FHLMC GD PL #G11714 5.000% 6/01/20	1,787.	1,787.
FHLMC GD PL #G11987 5.000% 4/01/21	1,722.	1,722.
FHLMC GD PL #G12402 5.000% 11/01/21	1,727.	1,727.
FHLMC GD PL #J12989 3.500% 9/01/25	240.	240.
FHLMC GD PL #E02697 4.000% 6/01/25	407.	407.
FNMA SER 58 CMO 3.500% 4/25/33	1,171.	1,171.
FNMA SER 9 CMO 4.500% 1/25/40	1,212.	1,212.
FHLMC SER 3634 CMO 4.250% 8/15/27	1,249.	1,249.
FNMA PL #735646 4.500% 7/01/20	1,017.	1,017.
FNMA PL #MA0071 4.500% 5/01/19	1,802.	1,802.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERATED MORTGAGE FUND-INST	1,797.	1,797.
FEDEX CORPORATION	87.	87.
FIDELITY NATIONAL FINANCIAL INC	179.	179.
FIRST MIDWEST BANCORP INC	2.	2.
GENERAL ELECTRIC CORP	110.	110.
GENERAL ELECTRIC CO 5.250% 12/06/17	1,050.	1,050.
GLAXO SMITHKLINE SPONSORED ADR	449.	449.
GOLDMAN SACHS GROUP 5.625% 1/15/17	372.	372.
GOLDMAN SACHS FS TAX-FREE MM #477	13.	
GOLDMAN SACHS FS GOV'T MM FD #465	35.	35.
GOLDMAN SACHS M/C VALUE-INST #864	104.	104.
GNMA SER 14 CMO 5.000% 3/20/39	1,665.	1,665.
HARBOR INTERNATIONAL FUND #11	466.	466.
HEINZ H J CO	261.	261.
HEWLETT PACKARD CO	22.	22.
JP MORGAN CHASE & CO	40.	40.
JOHNSON & JOHNSON	422.	422.
JP MORGAN CHASE MTN 6.000% 10/01/17	970.	970.
KENTUCKY ST PPTY 4.961% 11/01/18	948.	948.
KIMBERLY-CLARK CORP	387.	387.
KRAFT FOODS INC	290.	290.
ELI LILLY & CO.	294.	294.
LIMITED BRANDS INC	460.	460.
METROPOLITAN WEST T/R BOND-I	4,844.	4,844.
MICROSOFT CORP	173.	173.
NYSE EURONEXT INC	150.	150.
NESTLE SA SPONS ADR	207.	207.
NEUBERGER BERMAN HI IN B-INS	1,648.	1,648.
OPPENHEIMER DEVELOPING MKT-Y	26.	26.
PIMCO REAL RETURN FUND-INST	334.	334.
PFIZER INC	198.	198.
PROCTER & GAMBLE COMPANY	307.	307.
PROGRESS ENERGY INC	496.	496.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ST JUDE MEDICAL 3.750% 7/15/14	119.	119.
SANOFI-AVENTIS ADR	220.	220.
SHELL INTL FIN 4.375% 3/25/20	435.	435.
SYNOVUS FINANCIAL CORP	10.	10.
TARGET CORP	84.	84.
TARGET CORP 5.375% 5/01/17	545.	545.
3M CO	315.	315.
TIME WARNER CABLE 5.850% 5/01/17	546.	546.
US BANCORP	53.	53.
UNILEVER NV NY SHARE F	223.	223.
UNITED PARCEL 3.875% 4/01/14	352.	352.
VANGUARD INTERNATIONAL GROWTH #81	468.	468.
VANGUARD S/T BOND INDEX-SIG	98.	98.
VANGUARD S/T INVEST GR-INV	1,561.	1,561.
VISA INC	15.	15.
VODAFONE GROUP ADR	381.	381.
WALMART STORES INC	27.	27.
WASHINGTON ST UNIV 4.833% 10/01/18	806.	806.
WELLS FARGO & CO	45.	45.
WESTERN UNION	36.	36.
WESTERN UNION CO 5.930% 10/01/16	79.	79.
YUM! BRANDS INC	132.	132.
ACCENTURE PLC CL A	165.	165.
COVIDIEN PLC	148.	148.
TOTAL	46,869.	46,856.

ROOP FAMILY FOUNDATION, INC. 20-5886802

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME	215.	215.
TOTALS	215.	215.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	700.	700.		
TOTALS	700.	700.	NONE	NONE

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	160.	160.
FEDERAL TAX PAYMENT - PRIOR YE	223.	
FEDERAL ESTIMATES - INCOME	820.	
FOREIGN TAXES ON QUALIFIED FOR	88.	88.
FOREIGN TAXES ON NONQUALIFIED	8.	8.
TOTALS	1,299.	256.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NON-ALLOCABLE EXPENSE -	4.	4.
TOTALS	4.	4.

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

DESCRIPTION	AMOUNT
PRIOR YEAR PURCHASE ACCRUED INTEREST	567.
ROUNDING	6.
BOOK VALUE ADJUSTMENT	378.
TOTAL	951.

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

DESCRIPTION		AMOUNT
MUTUAL FUND ADJUSTMENT		195.
PARTNERSHIP INCOME ADJUSTMENT		215.
PURCHASE ACCRUED INTEREST		196.
	TOTAL	606.

STATEMENT 9

STATE(S) WHERE THE FOUNDATION IS REGISTERED
KY

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

NAME: COMMUNITY TRUST AND INVESTMENT COMPANY

ADDRESS: 346 NORTH MAYO TRAIL
PIKESVILLE, KY 41501

TELEPHONE NUMBER: (606)437-3292

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

OFFICER NAME:
COMMUNITY TRUST AND INVESTMENT
ADDRESS:
346 NORTH MAYO TRAIL
PIKESVILLE, KY 41501
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 7,630.

OFFICER NAME:
EARL E. ROOP
ADDRESS:
3710 BAYVIEW DRIVE
FT. LAUDERDALE, FL 33308
TITLE:
DIRECTOR AND PRESIDENT
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

OFFICER NAME:
EARL E. ROOP, JR.
ADDRESS:
3554 CREEKWOOD DRIVE APT. #3
LEXINGTON, KY 40502
TITLE:
DIRECTOR AND SECRETARY
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

OFFICER NAME:
WILLIAM E. VENTERS, JR.
ADDRESS:
106 WALNUT DRIVE
PIKESVILLE, KY 41501
TITLE:
DIRECTOR AND TREASURER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

TOTAL COMPENSATION: 7,630.

RECIPIENT NAME:
PIKEVILLE UNITED METHODIST CHURCH
ADDRESS:
107 MAIN STREET
PIKEVILLE, KY 41501
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
RONALD MCDONALD HOUSE
ADDRESS:
506 ALEXANDER AVENUE
DURHAM, NC 27705
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID .... 2,500.

TOTAL GRANTS PAID: 17,500.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2010

Name of estate or trust	Employer identification number
ROOP FAMILY FOUNDATION, INC.	20-5886802

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

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

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			1,110.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	18,554.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	19,664.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			931.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,006.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	1,937.

Part III Summary of Parts I and II Caution: *Read the instructions* **before** *completing this part.*		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			19,664.
14 **Net long-term gain or (loss):**				
a Total for year	14a			1,937.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			21,601.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2010

Name of estate or trust: ROOP FAMILY FOUNDATION, INC.

Employer identification number: 20-5886802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 30000. BOEING CO 5.000% 3/15/14	03/17/2009	01/14/2010	32,686.00	30,328.00	2,358.00
45.746 DIAMOND HILL SMALL CAP FD-I	05/11/2009	01/14/2010	1,001.00	800.00	201.00
30000. UNITED PARCEL 3.875% 4/01/14	03/25/2009	01/14/2010	31,533.00	30,090.00	1,443.00
828.32 FHLMC GD PL #G11714 5.000% 6/01/20	05/08/2009	01/15/2010	828.00	861.00	-33.00
1151.78 FHLMC GD PL #G11987 5.000% 4/01/21	06/02/2009	01/15/2010	1,152.00	1,195.00	-43.00
1318.59 FHLMC GD PL #G12402 5.000% 11/01/21	06/08/2009	01/15/2010	1,319.00	1,359.00	-40.00
1914.55 GNMA SER 14 CMO 5.000% 3/20/39	04/27/2009	01/20/2010	1,915.00	1,994.00	-79.00
1216.79 FNMA SER 58 CMO 3.500% 4/25/33	05/15/2009	01/25/2010	1,217.00	1,227.00	-10.00
934.06 FNMA PL #735646 4.500% 7/01/20	06/02/2009	01/25/2010	934.00	960.00	-26.00
1012.05 FNMA PL #MA0071 4.500% 5/01/19	05/07/2009	01/25/2010	1,012.00	1,050.00	-38.00
30000. TARGET CORP 5.375% 5/01/17	03/17/2009	02/04/2010	32,321.00	29,139.00	3,182.00
30000. CONOCOPHILLIPS 4.750% 2/01/14	03/26/2009	02/09/2010	32,346.00	30,969.00	1,377.00
20000. ST JUDE MEDICAL 3.750% 7/15/14	12/10/2009	02/09/2010	20,558.00	20,615.00	-57.00
30000. DIAGEO FINANCE BV 5.500% 4/01/13	03/27/2009	02/11/2010	32,742.00	31,383.00	1,359.00
904.72 FHLMC GD PL #G11714 5.000% 6/01/20	05/08/2009	02/15/2010	905.00	941.00	-36.00
896.3 FHLMC GD PL #G11987 5.000% 4/01/21	06/02/2009	02/15/2010	896.00	930.00	-34.00
900.18 FHLMC GD PL #G12402 5.000% 11/01/21	06/08/2009	02/15/2010	900.00	928.00	-28.00
30000. DUKE ENERGY OHIO INC 5.450% 4/01/19	03/26/2009	02/16/2010	31,873.00	30,322.00	1,551.00
300. BREITBURN ENERGY PARTNERS LP	06/30/2009	02/17/2010	4,639.00	2,739.00	1,900.00
100. BREITBURN ENERGY PARTNERS LP	06/30/2009	02/19/2010	1,510.00	776.00	734.00
1983.23 GNMA SER 14 CMO 5.000% 3/20/39	04/27/2009	02/20/2010	1,983.00	2,066.00	-83.00
762.04 FNMA SER 58 CMO 3.500% 4/25/33	05/15/2009	02/25/2010	762.00	768.00	-6.00
790.4 FNMA PL #735646 4.500% 7/01/20	06/02/2009	02/25/2010	790.00	812.00	-22.00
756.79 FNMA PL #MA0071 4.500% 5/01/19	05/07/2009	02/25/2010	757.00	786.00	-29.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2010

Name of estate or trust: ROOP FAMILY FOUNDATION, INC.

Employer identification number: 20-5886802

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

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 200. BREITBURN ENERGY PARTNERS LP	06/30/2009	02/26/2010	3,049.00	1,740.00	1,309.00
1440.49 FHLMC GD PL #G11714 5.000% 6/01/20	05/08/2009	03/15/2010	1,440.00	1,498.00	-58.00
1280.23 FHLMC GD PL #G11987 5.000% 4/01/21	06/02/2009	03/15/2010	1,280.00	1,328.00	-48.00
1755.3 FHLMC GD PL #G12402 5.000% 11/01/21	06/08/2009	03/15/2010	1,755.00	1,809.00	-54.00
149.73 FHLMC SER 3634 CMO 4.250% 8/15/27	02/09/2010	03/15/2010	150.00	155.00	-5.00
25000. BOEING CAP CORP 3.250% 10/27/14	01/14/2010	03/19/2010	25,296.00	25,239.00	57.00
1103.83 GNMA SER 14 CMO 5.000% 3/20/39	04/27/2009	03/20/2010	1,104.00	1,150.00	-46.00
522.68 FNMA SER 58 CMO 3.500% 4/25/33	05/15/2009	03/25/2010	523.00	527.00	-4.00
774.47 FNMA PL #735646 4.500% 7/01/20	06/02/2009	03/25/2010	774.00	796.00	-22.00
749.01 FNMA PL #MA0071 4.500% 5/01/19	05/07/2009	03/25/2010	749.00	777.00	-28.00
63.032 GOLDMAN SACHS M/C VALUE-INST #864	03/04/2010	03/30/2010	2,000.00	1,909.00	91.00
92.293 GOLDMAN SACHS GRTH OPPOR-INS	03/04/2010	03/30/2010	2,004.00	1,908.00	96.00
1103.753 NEUBERGER BERMAN HI IN B-INS	11/03/2009	03/30/2010	10,000.00	9,478.00	522.00
100. ALCOA INC	05/08/2009	04/12/2010	1,460.00	1,015.00	445.00
3794.906 NEUBERGER BERMAN HI IN B-INS	09/18/2009	04/12/2010	34,610.00	32,522.00	2,088.00
805.93 FHLMC GD PL #G11714 5.000% 6/01/20	05/08/2009	04/15/2010	806.00	838.00	-32.00
973.08 FHLMC GD PL #G11987 5.000% 4/01/21	06/02/2009	04/15/2010	973.00	1,009.00	-36.00
1499.56 FHLMC GD PL #G12402 5.000% 11/01/21	06/08/2009	04/15/2010	1,500.00	1,545.00	-45.00
190.12 FHLMC SER 3634 CMO 4.250% 8/15/27	02/09/2010	04/15/2010	190.00	197.00	-7.00
868.2 GNMA SER 14 CMO 5.000% 3/20/39	04/27/2009	04/20/2010	868.00	904.00	-36.00
770.01 FNMA SER 58 CMO 3.500% 4/25/33	05/15/2009	04/25/2010	770.00	776.00	-6.00
626.28 FNMA SER 9 CMO 4.500% 1/25/40	02/26/2010	04/25/2010	626.00	653.00	-27.00
1005.82 FNMA PL #735646 4.500% 7/01/20	06/02/2009	04/25/2010	1,006.00	1,034.00	-28.00
636.44 FNMA PL #MA0071 4.500% 5/01/19	05/07/2009	04/25/2010	636.00	661.00	-25.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2010

Name of estate or trust: ROOP FAMILY FOUNDATION, INC.

Employer identification number: 20-5886802

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 15000. WESTERN UNION CO 5.930% 10/01/16	03/30/2010	05/04/2010	16,626.00	16,577.00	49.00
944.27 FHLMC GD PL #G11987 5.000% 4/01/21	06/02/2009	05/15/2010	944.00	979.00	-35.00
1004.3 FHLMC GD PL #G12402 5.000% 11/01/21	06/08/2009	05/15/2010	1,004.00	1,035.00	-31.00
218.07 FHLMC SER 3634 CMO 4.250% 8/15/27	02/09/2010	05/15/2010	218.00	226.00	-8.00
628.86 FNMA SER 9 CMO 4.500% 1/25/40	02/26/2010	05/25/2010	629.00	655.00	-26.00
866. FNMA PL #735646 4.500% 7/01/20	06/02/2009	05/25/2010	866.00	890.00	-24.00
100. APOLLO GROUP INC CL A	04/12/2010	05/27/2010	5,244.00	5,936.00	-692.00
1867.413 VANGUARD S/T INVEST GR-INV	03/04/2010	06/02/2010	19,925.00	20,000.00	-75.00
218.86 FHLMC SER 3634 CMO 4.250% 8/15/27	02/09/2010	06/15/2010	219.00	226.00	-7.00
631.23 FNMA SER 9 CMO 4.500% 1/25/40	02/26/2010	06/25/2010	631.00	658.00	-27.00
380.54 FHLMC SER 3634 CMO 4.250% 8/15/27	02/09/2010	07/15/2010	381.00	394.00	-13.00
633.37 FNMA SER 9 CMO 4.500% 1/25/40	02/26/2010	07/25/2010	633.00	660.00	-27.00
217.09 FHLMC GD PL #E02697 4.000% 6/01/25	07/14/2010	08/15/2010	217.00	226.00	-9.00
508.19 FHLMC SER 3634 CMO 4.250% 8/15/27	02/09/2010	08/15/2010	508.00	526.00	-18.00
1901.141 VANGUARD S/T BOND INDEX-SIG	06/02/2010	08/18/2010	20,304.00	20,000.00	304.00
635.28 FNMA SER 9 CMO 4.500% 1/25/40	02/26/2010	08/25/2010	635.00	662.00	-27.00
488.99 FHLMC GD PL #E02697 4.000% 6/01/25	07/14/2010	09/15/2010	489.00	509.00	-20.00
642.49 FHLMC SER 3634 CMO 4.250% 8/15/27	02/09/2010	09/15/2010	642.00	664.00	-22.00
500.501 FEDERATED MORTGAGE FUND-INST	06/01/2010	09/16/2010	4,995.00	5,000.00	-5.00
1318.267 METROPOLITAN WEST T/R BOND-I	06/01/2010	09/16/2010	13,987.00	13,552.00	435.00
636.94 FNMA SER 9 CMO 4.500% 1/25/40	02/26/2010	09/25/2010	637.00	664.00	-27.00
300. CONSTELLATION BRANDS INC	01/15/2010	10/15/2010	5,678.00	4,942.00	736.00
140.8 FHLMC GD PL #J12989 3.500% 9/01/25	09/03/2010	10/15/2010	141.00	146.00	-5.00
764.88 FHLMC GD PL #E02697 4.000% 6/01/25	07/14/2010	10/15/2010	765.00	795.00	-30.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2010

Name of estate or trust: ROOP FAMILY FOUNDATION, INC.

Employer identification number: 20-5886802

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 780.32 FHLMC SER 3634 CMO 4.250% 8/15/27	02/09/2010	10/15/2010	780.00	807.00	-27.00
30.12 GOLDMAN SACHS M/C VALUE-INST #864	03/04/2010	10/15/2010	1,000.00	912.00	88.00
44.131 GOLDMAN SACHS GRTH OPPOR-INS	03/04/2010	10/15/2010	1,001.00	912.00	89.00
149.463 RS EMERGING MARKETS FUND Y	05/19/2010	10/15/2010	3,977.00	3,200.00	777.00
300. WESTERN UNION	03/30/2010	10/15/2010	5,304.00	5,152.00	152.00
638.35 FNMA SER 9 CMO 4.500% 1/25/40	02/26/2010	10/25/2010	638.00	665.00	-27.00
500. UNITED COMMUNITY BANKS	10/15/2010	10/28/2010	990.00	2,227.00	-1,237.00
350. FIDELITY NATIONAL FINANCIAL INC	03/03/2010	11/03/2010	4,680.00	5,102.00	-422.00
300. COMCAST CORP-CL A	01/15/2010	11/04/2010	6,316.00	4,950.00	1,366.00
305.14 FHLMC GD PL #J12989 3.500% 9/01/25	09/03/2010	11/15/2010	305.00	315.00	-10.00
1027.13 FHLMC GD PL #E02697 4.000% 6/01/25	07/14/2010	11/15/2010	1,027.00	1,068.00	-41.00
997.83 FHLMC SER 3634 CMO 4.250% 8/15/27	02/09/2010	11/15/2010	998.00	1,032.00	-34.00
639.5 FNMA SER 9 CMO 4.500% 1/25/40	02/26/2010	11/25/2010	640.00	666.00	-26.00
479.76 FHLMC GD PL #J12989 3.500% 9/01/25	09/03/2010	12/15/2010	480.00	496.00	-16.00
1334.09 FHLMC GD PL #E02697 4.000% 6/01/25	07/14/2010	12/15/2010	1,334.00	1,387.00	-53.00
1064.53 FHLMC SER 3634 CMO 4.250% 8/15/27	02/09/2010	12/15/2010	1,065.00	1,101.00	-36.00
630.31 FNMA SER 9 CMO 4.500% 1/25/40	02/26/2010	12/25/2010	630.00	657.00	-27.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 18,554.00

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Employer identification number: 20-5886802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 297.915 METROPOLITAN WEST T/R BOND-I	04/01/2008	01/14/2010	3,006.00	2,914.00	92.00
187.793 VANGUARD S/T INVEST GR-INV	03/11/2008	01/15/2010	2,006.00	2,004.00	2.00
670.904 MERIDIAN GROWTH FUND INC	02/03/2009	03/04/2010	23,388.00	24,817.00	-1,429.00
400. AMERICAN EAGLE OUTFITTERS INC	02/26/2009	03/30/2010	7,521.00	7,534.00	-13.00
100. CBS CORPORATION CLASS B W/I	02/05/2009	04/12/2010	1,513.00	603.00	910.00
50. GLAXO SMITHKLINE SPONSORED ADR	03/12/2007	04/12/2010	1,954.00	2,799.00	-845.00
44.311 HARBOR INTERNATIONA L FUND #11	06/25/2008	04/12/2010	2,507.00	3,007.00	-500.00
100. LIMITED BRANDS INC	01/04/2008	04/12/2010	2,692.00	1,630.00	1,062.00
140.449 VANGUARD INTERNATIONAL GROWTH #81	08/14/2007	04/13/2010	2,500.00	3,531.00	-1,031.00
300. LIMITED BRANDS INC	02/26/2009	04/23/2010	8,510.00	4,112.00	4,398.00
150. BP P.L.C. SPNSD ADR	07/30/2007	05/03/2010	7,224.00	9,514.00	-2,290.00
1020.06 FHLMC GD PL #G11714 5.000% 6/01/20	05/08/2009	05/15/2010	1,020.00	1,061.00	-41.00
813.6 GNMA SER 14 CMO 5.000% 3/20/39	04/27/2009	05/20/2010	814.00	847.00	-33.00
2446.8 FNMA SER 58 CMO 3.500% 4/25/33	05/15/2009	05/25/2010	2,447.00	2,467.00	-20.00
642.74 FNMA PL #MA0071 4.500% 5/01/19	05/07/2009	05/25/2010	643.00	667.00	-24.00
4499.628 VANGUARD S/T INVEST GR-INV	05/11/2009	06/02/2010	48,011.00	46,805.00	1,206.00
866.06 FHLMC GD PL #G11714 5.000% 6/01/20	05/08/2009	06/15/2010	866.00	901.00	-35.00
794.36 FHLMC GD PL #G11987 5.000% 4/01/21	06/02/2009	06/15/2010	794.00	824.00	-30.00
976.18 FHLMC GD PL #G12402 5.000% 11/01/21	06/08/2009	06/15/2010	976.00	1,006.00	-30.00
965.48 GNMA SER 14 CMO 5.000% 3/20/39	04/27/2009	06/20/2010	965.00	1,006.00	-41.00
37362.6 FNMA PL #735646 4.500% 7/01/20	06/02/2009	06/21/2010	39,394.00	38,402.00	992.00
818.61 FNMA SER 58 CMO 3.500% 4/25/33	05/15/2009	06/25/2010	819.00	825.00	-6.00
844.08 FNMA PL #735646 4.500% 7/01/20	06/02/2009	06/25/2010	844.00	868.00	-24.00
738.53 FNMA PL #MA0071 4.500% 5/01/19	05/07/2009	06/25/2010	739.00	767.00	-28.00
749.07 FHLMC GD PL #G11714 5.000% 6/01/20	05/08/2009	07/15/2010	749.00	779.00	-30.00

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

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ROOP FAMILY FOUNDATION, INC.

Employer identification number

20-5886802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 831.93 FHLMC GD PL #G11987 5.000% 4/01/21	06/02/2009	07/15/2010	832.00	863.00	-31.00
1029.12 FHLMC GD PL #G12402 5.000% 11/01/21	06/08/2009	07/15/2010	1,029.00	1,061.00	-32.00
741.51 GNMA SER 14 CMO 5.000% 3/20/39	04/27/2009	07/20/2010	742.00	772.00	-30.00
300. VODAFONE GROUP ADR	05/12/2009	07/22/2010	6,786.00	5,527.00	1,259.00
1205.26 FNMA SER 58 CMO 3.500% 4/25/33	05/15/2009	07/25/2010	1,205.00	1,215.00	-10.00
854.2 FNMA PL #MA0071 4.500% 5/01/19	05/07/2009	07/25/2010	854.00	887.00	-33.00
250. NYSE EURONEXT INC	05/01/2009	08/03/2010	7,493.00	12,287.00	-4,794.00
861.06 FHLMC GD PL #G11714 5.000% 6/01/20	05/08/2009	08/15/2010	861.00	896.00	-35.00
802.07 FHLMC GD PL #G11987 5.000% 4/01/21	06/02/2009	08/15/2010	802.00	832.00	-30.00
797.1 FHLMC GD PL #G12402 5.000% 11/01/21	06/08/2009	08/15/2010	797.00	822.00	-25.00
1586.22 GNMA SER 14 CMO 5.000% 3/20/39	04/27/2009	08/20/2010	1,586.00	1,652.00	-66.00
813.13 FNMA SER 58 CMO 3.500% 4/25/33	05/15/2009	08/25/2010	813.00	820.00	-7.00
1078.01 FNMA PL #MA0071 4.500% 5/01/19	05/07/2009	08/25/2010	1,078.00	1,119.00	-41.00
981.58 FHLMC GD PL #G11714 5.000% 6/01/20	05/08/2009	09/15/2010	982.00	1,021.00	-39.00
909.69 FHLMC GD PL #G11987 5.000% 4/01/21	06/02/2009	09/15/2010	910.00	944.00	-34.00
1078.42 FHLMC GD PL #G12402 5.000% 11/01/21	06/08/2009	09/15/2010	1,078.00	1,111.00	-33.00
200. ADOBE SYSTEMS INC	04/23/2009	09/20/2010	6,620.00	3,776.00	2,844.00
831.33 GNMA SER 14 CMO 5.000% 3/20/39	04/27/2009	09/20/2010	831.00	866.00	-35.00
72.28 HARBOR INTERNATIONAL FUND #11	06/25/2008	09/21/2010	4,025.00	4,780.00	-755.00
224.09 VANGUARD INTERNATIONAL GROWTH #81	08/16/2007	09/21/2010	4,013.00	5,492.00	-1,479.00
615.81 FNMA SER 58 CMO 3.500% 4/25/33	05/15/2009	09/25/2010	616.00	621.00	-5.00
1120.81 FNMA PL #MA0071 4.500% 5/01/19	05/07/2009	09/25/2010	1,121.00	1,163.00	-42.00
100. CBS CORPORATION CLASS B W/I	02/02/2009	10/15/2010	1,738.00	576.00	1,162.00
1026.78 FHLMC GD PL #G11714 5.000% 6/01/20	05/08/2009	10/15/2010	1,027.00	1,068.00	-41.00
971.06 FHLMC GD PL #G11987 5.000% 4/01/21	06/02/2009	10/15/2010	971.00	1,007.00	-36.00

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

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Employer identification number: 20-5886802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1099.47 FHLMC GD PL #G12402 5.000% 11/01/21	06/08/2009	10/15/2010	1,099.00	1,133.00	-34.00
50.083 HARBOR INTERNATIONAL FUND #11	08/15/2007	10/15/2010	2,984.00	3,218.00	-234.00
208.333 VANGUARD INTERNATIONAL GROWTH #81	08/16/2007	10/15/2010	3,979.00	5,027.00	-1,048.00
848.06 GNMA SER 14 CMO 5.000% 3/20/39	04/27/2009	10/20/2010	848.00	883.00	-35.00
1027.13 FNMA SER 58 CMO 3.500% 4/25/33	05/15/2009	10/25/2010	1,027.00	1,035.00	-8.00
1593.74 FNMA PL #MA0071 4.500% 5/01/19	05/07/2009	10/25/2010	1,594.00	1,654.00	-60.00
400. BRISTOL MYERS SQUIBB CO	01/04/2008	11/10/2010	10,493.00	10,609.00	-116.00
1139.26 FHLMC GD PL #G11714 5.000% 6/01/20	05/08/2009	11/15/2010	1,139.00	1,185.00	-46.00
1129.51 FHLMC GD PL #G11987 5.000% 4/01/21	06/02/2009	11/15/2010	1,130.00	1,172.00	-42.00
1121.88 FHLMC GD PL #G12402 5.000% 11/01/21	06/08/2009	11/15/2010	1,122.00	1,156.00	-34.00
958.56 GNMA SER 14 CMO 5.000% 3/20/39	04/27/2009	11/20/2010	959.00	998.00	-39.00
1208.86 FNMA SER 58 CMO 3.500% 4/25/33	05/15/2009	11/25/2010	1,209.00	1,219.00	-10.00
1024.71 FNMA PL #MA0071 4.500% 5/01/19	05/07/2009	11/25/2010	1,025.00	1,064.00	-39.00
175. COCA COLA CO	03/02/2007	12/10/2010	11,272.00	8,152.00	3,120.00
1080.51 FHLMC GD PL #G11714 5.000% 6/01/20	05/08/2009	12/15/2010	1,081.00	1,124.00	-43.00
1176.87 FHLMC GD PL #G11987 5.000% 4/01/21	06/02/2009	12/15/2010	1,177.00	1,221.00	-44.00
1132.4 FHLMC GD PL #G12402 5.000% 11/01/21	06/08/2009	12/15/2010	1,132.00	1,167.00	-35.00
917.65 GNMA SER 14 CMO 5.000% 3/20/39	04/27/2009	12/20/2010	918.00	956.00	-38.00
804.66 FNMA SER 58 CMO 3.500% 4/25/33	05/15/2009	12/25/2010	805.00	811.00	-6.00
1244.16 FNMA PL #MA0071 4.500% 5/01/19	05/07/2009	12/25/2010	1,244.00	1,291.00	-47.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 1,006.00

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

GOLDMAN SACHS FS TAX-FREE MM #477	3.00	
METROPOLITAN WEST T/R BOND-I	1,108.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		1,110.00

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

DIAMOND HILL SMALL CAP FD-I	145.00	
GOLDMAN SACHS FS TAX-FREE MM #477	1.00	
GOLDMAN SACHS GRTH OPPOR-INS	128.00	
METROPOLITAN WEST T/R BOND-I	645.00	
VANGUARD S/T INVEST GR-INV	11.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		931.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		931.00