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: UNITED PLANKTON CHARITABLE TRUST

A Employer identification number: 20-6582607

Number and street (or P O box number if mail is not delivered to street address): 11400 W. OLYMPIC BLVD. Room/suite: 590

B Telephone number: 310 481 5000

City or town, state, and ZIP code: LOS ANGELES, CA 90064

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*) ▶$ 5,466,932.

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

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

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	350.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	476.	476.		STATEMENT 1
	4 Dividends and interest from securities	163,057.	163,057.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	14,470.			
	b Gross sales price for all assets on line 6a 1,136,615.				
	7 Capital gain net income (from Part IV, line 2)		14,470.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-1,177.	-1,177.		STATEMENT 3
	12 Total. Add lines 1 through 11	177,176.	176,826.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 4	34,251.	34,251.		0.
	17 Interest				
	18 Taxes STMT 5	4,861.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses** Add lines 13 through 23	39,112.	34,251.		0.
	25 Contributions, gifts, grants paid	295,000.			295,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	334,112.	34,251.		295,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-156,936.			
	b **Net investment income** (if negative, enter -0-)		142,575.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	978.	6,569.	6,569.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	5,290,769.	5,460,363.	5,460,363.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	5,291,747.	5,466,932.	5,466,932.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	5,291,747.	5,466,932.	
	30 **Total net assets or fund balances**	5,291,747.	5,466,932.	
	31 **Total liabilities and net assets/fund balances**	5,291,747.	5,466,932.	

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	5,291,747.
2	Enter amount from Part I, line 27a	2	-156,936.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	332,121.
4	Add lines 1, 2, and 3	4	5,466,932.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,466,932.

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				
b	SEE ATTACHED STATEMENTS			
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	1,136,615.		1,122,145.	14,470.

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				14,470.

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 — 14,470.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	273,348.	3,954,274.	.069127
2008	161,341.	2,747,388.	.058725
2007	121,381.	1,522,655.	.079717
2006	59,946.	627,578.	.095520
2005	0.	0.	.000000

2	Total of line 1, column (d)	2	.303089
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	.060618
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,247,622.
5	Multiply line 4 by line 3	5	318,100.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,426.
7	Add lines 5 and 6	7	319,526.
8	Enter qualifying distributions from Part XII, line 4	8	295,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	2,852.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	2,852.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	2,852.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,160.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	1,160.
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** SEE STATEMENT 7 ▶			9	1,692.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶		Refunded ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ PERRY & NEIDORF, LLP Telephone no. ▶ 310 481 5000
Located at ▶ 11400 W. OLYMPIC BLVD., #590, LOS ANGELES, CA ZIP+4 ▶ 90064

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes X No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes X No			
b	If "Yes," did it have excess business holdings in 2010 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

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 X No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes X No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEPHEN HILLENBURG 11400 W. OLYMPIC BLVD., #590 LOS ANGELES, CA 90064	TRUSTEE 1.00	0.	0.	0.
KAREN HILLENBURG 11400 W. OLYMPIC BLVD., #590 LOS ANGELES, CA 90064	TRUSTEE 1.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	5,325,511.
b	Average of monthly cash balances		1b	2,024.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	5,327,535.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	5,327,535.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	79,913.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	5,247,622.
6	**Minimum investment return.** Enter 5% of line 5		6	262,381.

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

1	Minimum investment return from Part X, line 6		1	262,381.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 2,852.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,852.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	259,529.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	259,529.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	259,529.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	295,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	295,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	295,000.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					259,529.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0.	
b Total for prior years: ____ , ____ , ____			0.		
3 Excess distributions carryover, if any, to 2010:					
a From 2005					
b From 2006	28,675.				
c From 2007	47,486.				
d From 2008	25,290.				
e From 2009	77,938.				
f **Total** of lines 3a through e		179,389.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 295,000.					
a Applied to 2009, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2010 distributable amount					259,529.
e Remaining amount distributed out of corpus		35,471.			
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		214,860.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		214,860.			
10 Analysis of line 9:					
a Excess from 2006	28,675.				
b Excess from 2007	47,486.				
c Excess from 2008	25,290.				
d Excess from 2009	77,938.				
e Excess from 2010	35,471.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 10				
Total			▶ 3a	295,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	476.	
4 Dividends and interest from securities			14	163,057.	
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	211110	-1,177.	14		
8 Gain or (loss) from sales of assets other than inventory			18	14,470.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-1,177.		178,003.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 176,826.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 7.7.11 Title: President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
	[signature]	JUL 05 2011		

Firm's name ▶ CRAIG W. HARRIS, CPA
Firm's EIN ▶
Firm's address ▶ 280 N. WESTLAKE BLVD., SUITE 130 WESTLAKE VILLAGE, CA 91362
Phone no. (805) 557-0414

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	MORGAN STANLEY #W01EE7 (SEE STATEMENT ATTACHED)	P	VARIOUS	VARIOUS
b	MORGAN STANLEY #W01EE7 (SEE STATEMENT ATTACHED)	P	VARIOUS	VARIOUS
c	MSSB #012414 (SEE STATEMENT ATTACHED)	P	VARIOUS	VARIOUS
d	MSSB #012414 (SEE STATEMENT ATTACHED)	P	VARIOUS	VARIOUS
e	MSSB #012419 (SEE STATEMENT ATTACHED)	P	VARIOUS	VARIOUS
f	MSSB #012419 (SEE STATEMENT ATTACHED)	P	VARIOUS	VARIOUS
g	MSSB #012420 (SEE STATEMENT ATTACHED)	P	VARIOUS	VARIOUS
h	MSSB #012420 (SEE STATEMENT ATTACHED)	P	VARIOUS	VARIOUS
i	MSSB #012675 (SEE STATEMENT ATTACHED)	P	VARIOUS	VARIOUS
j	MSSB #012675 (SEE STATEMENT ATTACHED)	P	VARIOUS	VARIOUS
k	MSSB #012676 (SEE STATEMENT ATTACHED)	P	VARIOUS	VARIOUS
l	MSSB #012676 (SEE STATEMENT ATTACHED)	P	VARIOUS	VARIOUS
m	ENTERPRISE PRODUCTS PARTNERS L.P.	P	VARIOUS	VARIOUS
n	PLAINS ALL AMERICAN PIPELINE, L.P.	P	VARIOUS	VARIOUS
o	BOARDWALK PIPELINE PARTNERS, LP	P	VARIOUS	VARIOUS

	(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	10,103.		9,448.	655.
b	152,108.		163,987.	-11,879.
c	469,527.		440,434.	29,093.
d	161,182.		136,857.	24,325.
e	10,598.		8,729.	1,869.
f	30,515.		25,983.	4,532.
g	3,678.		3,989.	-311.
h	143,673.		202,483.	-58,810.
i	52,776.		48,365.	4,411.
j	1,143.		1,217.	-74.
k	75,506.		70,915.	4,591.
l	10,703.		9,738.	965.
m	2,473.			2,473.
n	1,751.			1,751.
o	709.			709.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				655.
b				-11,879.
c				29,093.
d				24,325.
e				1,869.
f				4,532.
g				-311.
h				-58,810.
i				4,411.
j				-74.
k				4,591.
l				965.
m				2,473.
n				1,751.
o				709.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

023591
05-01-10

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	BOARDWALK PIPELINE PARTNERS, LP	P	VARIOUS	VARIOUS
b	THE BLACKSTONE GROUP L.P.	P	VARIOUS	VARIOUS
c	THE BLACKSTONE GROUP L.P.	P	VARIOUS	VARIOUS
d	CAPITAL GAINS DIVIDENDS			
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	22.			22.
b	5.			5.
c	80.			80.
d	10,063.			10,063.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				22.
b				5.
c				80.
d				10,063.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	14,470.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

023591
05-01-10

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

SOURCE	AMOUNT
MORGAN STANLEY #014 A0WS77	55.
MORGAN STANLEY #014 W01EE7	86.
MORGANSTANLEY SMITHBARNEY #012414	50.
MORGANSTANLEY SMITHBARNEY #012419	15.
MORGANSTANLEY SMITHBARNEY #012420	14.
MORGANSTANLEY SMITHBARNEY #012675	36.
MORGANSTANLEY SMITHBARNEY #012676	11.
PASSTHROUGH ENTITY-ENTERPRISE PRODUCTS PARTNERS L.P.	5.
PASSTHROUGH ENTITY-PLAINS ALL AMERICAN PIPELINE, L.P.	1.
PASSTHROUGH ENTITY-THE BLACKSTONE GROUP L.P.	203.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	476.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY #014 W01EE7	137,770.10,022.127,748.		
MORGANSTANLEY SMITHBARNEY #012414	4,991.	2.	4,989.
MORGANSTANLEY SMITHBARNEY #012419-295	11,979.	0.	11,979.
MORGANSTANLEY SMITHBARNEY #012420-295	6,212.	39.	6,173.
MORGANSTANLEY SMITHBARNEY #012675-295	5,394.	0.	5,394.
MORGANSTANLEY SMITHBARNEY #012676-295	6,689.	0.	6,689.
PASSTHROUGH ENTITY-PLAINS ALL AMERICAN PIPELINE, L.P.3.		0.	3.
PASSTHROUGH ENTITY-THE BLACKSTONE GROUP L.P.	13.	0.	13.
UBS FINANCIAL SERVICES INC. #78885	69.	0.	69.
TOTAL TO FM 990-PF, PART I, LN 4	173,120.	10,063.	163,057.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PASSTHROUGH ENTITY-ENTERPRISE PRODUCTS PARTNERS L.P.	-895.	-895.	
PASSTHROUGH ENTITY-PLAINS ALL AMERICAN PIPELINE, L.P.	-252.	-252.	
PASSTHROUGH ENTITY-THE BLACKSTONE GROUP L.P.	-30.	-30.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-1,177.	-1,177.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	34,251.	34,251.		0.
TO FORM 990-PF, PG 1, LN 16C	34,251.	34,251.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES & LICENSES	4,861.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,861.	0.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UBS FINANCIAL SERVICES INC. #78657	FMV	92,582.	92,582.
MORGANSTANLEY SMITHBARNEY #012675	FMV	570,479.	570,479.
MORGANSTANLEY SMITHBARNEY #012676	FMV	370,648.	370,648.
MORGANSTANLEY #014 A0WS77	FMV	155,120.	155,120.
MORGANSTANLEY SMITHBARNEY #012420	FMV	439,598.	439,598.
MORGANSTANLEY SMITHBARNEY #012419	FMV	351,829.	351,829.
MORGANSTANLEY SMITHBARNEY #012414	FMV	0.	0.
MORGANSTANLEY #014-W01EE	FMV	3,480,107.	3,480,107.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,460,363.	5,460,363.

FORM 990-PF STATEMENT 7

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CALIFORNIA INSTITUTE OF THE ARTS 24700 MCBEAN PARKWAY VALENCIA, CA 91355	NONE TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	PUBLIC CHARITY	100,000.
HUMBOLDT STATE UNIVERSITY 1 HARPST STREET ARCATA, CA 95521	NONE TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	PUBLIC CHARITY	
HUNTINGTON HOSPITAL 100 W. CALIFORNIA BLVD. PASADENA, CA 91105	NONE TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	PUBLIC CHARITY	40,000.
LIBERTY HILL FOUNDATION 2121 CLOVERFIELD BLVD., SUITE 113 SANTA MONICA, CA 90404	NONE TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	PUBLIC CHARITY	
OCEAN INSTITUTE 24200 DANA POINT HARBOR DRIVE DANA POINT, CA 92629	NONE TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	PUBLIC CHARITY	
THE MUSEUM OF CONTEMPORARY ART 8687 MELROSE AVENUE LOS ANGELES, CA 90069ORGANIZATION'S	NONE TO FURTHER CHARITABLE PURPOSE.	PUBLIC CHARITY	
THE WALDEN SCHOOLNONE 74 S. SAN GABRIEL BLVD. PASADENA, CA 91107	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	PUBLIC CHARITY	100,000.
PRINCESS GRACE FOUNDATION-USA 150 EAST 58TH STREET NEW YORK , NY 10155	NONE TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	PUBLIC CHARITY	40,000.

POLYTECHNIC SCHOOL 1030 E. CALIFORNIA BLVD. PASADENA, CA 91106	NONE TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	PUBLIC CHARITY	15,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			295,000.

REALIZED GAIN/(LOSS) SUMMARY

This Realized Gain and Loss Summary is being provided for informational purposes only. It is important that you consult with a professional tax advisor regarding your individual tax situation, as Morgan Stanley cannot provide you with tax advice. Although Morgan Stanley is providing this information as an additional service, we do not guarantee that it is sufficient for tax reporting purposes, and are not liable for your reliance upon or use of this information. The Realized Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form), has not been supplied to the IRS and should not be filed with your taxes.

If cost basis information is not available, gain or (loss) will not be reflected on this Summary. For securities not purchased through Morgan Stanley, including securities purchased elsewhere and later transferred to Morgan Stanley, cost basis information may not be provided. To correct any information supplied by Morgan Stanley, please inform your Private Wealth Advisor; to add cost basis information, you should inform your Private Wealth Advisor. Please note that although Morgan Stanley makes every effort to adjust the cost basis for such securities' capital changes, it does not adjust the cost basis for all events.

Short Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
ISHARES IBOXX INV GRADE CORP 5 281% DUE 12 /31/1899 @ 0 00	464287242	90.000	10/21/2009	10/19/2010	$10,103.22	$9,448 06	$655 16
Total Short Term					**$10,103.22**		**$655.16**

Long Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
ETF SPDR DOW JONES REIT	78464A607	30.000	01/08/2008	10/19/2010	$1,788 86	$1,912 20	$(123.34)
ETF SPDR DOW JONES REIT	78464A607	140 000	10/15/2008	10/19/2010	$8,347 99	$6,961 99	$1,386 00
ETF SPDR DOW JONES REIT	78464A607	360 000	01/08/2008	06/18/2010	$20,141 65	$22,946 36	$(2,804.71)
IPATH DOW JONES - AIG COMMODITY INDEX ETF	06738C778	230 000	10/15/2008	10/19/2010	$9,935 74	$9,887 01	$48.73
IPATH DOW JONES - AIG COMMODITY INDEX ETF	06738C778	860 000	01/08/2008	10/19/2010	$37,151 02	$49,983.20	$(12,832.18)
RUSS 2000 INDEX SMALL CAP ETF	464287655	145.000	05/21/2009	10/19/2010	$10,080 93	$6,965.79	$3,115.14
SPDR DJ WILSHIRE INTL REAL E	78463X863	295 000	10/15/2008	10/19/2010	$11,654 90	$9,248 25	$2,406.65
SPDR DJ WILSHIRE INTL REAL E	78463X863	465.000	01/08/2008	10/19/2010	$18,371 28	$24,993.70	$(6,622 42)
TCW GALILEO TOTAL RETURN BOND FUN D - "I" SHARE	87234N880	1,438.159	05/21/2009	10/19/2010	$15,000.00	$13,705 66	$1,294.34
VANGUARD INTERMEDIATE BOND 3.313% DUE 12/31/ 1899 @ 0 00	921937819	225.000	05/21/2009	10/19/2010	$19,635 23	$17,382.92	$2,252.31
Total Long Term					**$152,107.60**		**$(11,879.48)**
Total Short And Long Term					**$162,210.82**		**$(11,224.32)**

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REALIZED GAIN/(LOSS) SUMMARY

This Gain and Loss Summary is provided for informational purposes only. It is important that you consult with a professional tax advisor regarding your individual tax situation, as Morgan Stanley Smith Barney LLC ("Morgan Stanley Smith Barney") cannot provide you with tax advice. Although Morgan Stanley Smith Barney is providing this information as an additional service, we do not guarantee that it is sufficient for tax reporting purposes, and are not liable for your reliance upon or use of this information. The Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form), has not been supplied to the IRS and should not be filed with your taxes.

If cost basis information is not available, gain or (loss) will not be reflected on this Summary. For securities not purchased through Morgan Stanley Smith Barney, including securities purchased elsewhere and later transferred to Morgan Stanley Smith Barney, cost basis information may not be provided. To correct any information supplied by Morgan Stanley Smith Barney, please inform your Financial Advisor. To add cost basis information, you may either inform your Financial Advisor or input the data directly yourself through our client-only Web site, ClientServ. Morgan Stanley Smith Barney will adjust cost basis as appropriate in accordance with tax laws. However, Morgan Stanley Smith Barney does not adjust for all events and you should contact your tax advisor to determine the appropriate information to be used in the preparation of your tax return.

Short Term

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
BANCO SANTANDER BRASIL SA ADS	BSBR	767.000	10/08/2009	04/30/2010	$8,956.18	$10,099.55	$(1,143.37)
BANCO SANTANDER BRASIL SA ADS	BSBR	265.000	01/07/2010	04/30/2010	$3,094.38	$3,672.29	$(577.91)
BAXTER INTL INC	BAX	116.000	07/02/2009	06/15/2010	$4,877.61	$6,141.89	$(1,264.28)
BAXTER INTL INC	BAX	59.000	07/22/2009	06/15/2010	$2,480.85	$3,224.36	$(743.51)
BAXTER INTL INC	BAX	64.000	12/11/2009	06/15/2010	$2,691.10	$3,776.44	$(1,085.34)
BHP BILLITON PLC SPONS ADR	BBL	33.000	12/18/2009	04/09/2010	$2,322.78	$2,026.44	$296.34
BHP BILLITON PLC SPONS ADR	BBL	58.000	12/18/2009	06/14/2010	$3,300.90	$3,561.63	$(260.73)
BHP BILLITON PLC SPONS ADR	BBL	22.000	12/18/2009	10/20/2010	$1,528.09	$1,350.96	$177.13
BHP BILLITON PLC SPONS ADR	BBL	59.000	12/18/2009	12/08/2010	$4,509.54	$3,623.04	$886.50
BHP BILLITON PLC SPONS ADR	BBL	41.000	01/08/2010	12/08/2010	$3,133.75	$2,799.30	$334.45
BLACKROCK INC	BLK	31.000	10/08/2010	12/08/2010	$5,334.54	$5,406.71	$(72.17)
BLACKROCK INC	BLK	29.000	10/21/2010	12/08/2010	$4,990.38	$4,848.96	$141.42
BLACKROCK INC	BLK	44.000	11/03/2010	12/08/2010	$7,571.61	$7,298.78	$272.83
BLACKSTONE GROUP LP	BX	612.000	09/24/2009	09/03/2010	$6,306.74	$8,563.84	$(2,257.10)
BLACKSTONE GROUP LP	BX	178.000	12/21/2009	09/03/2010	$1,834.31	$2,356.19	$(521.88)
BOARDWALK PIPELINE PTNRS LP	BWP	114.000	02/18/2010	11/23/2010	$3,476.94	$3,404.47	$72.47
BOARDWALK PIPELINE PTNRS LP	BWP	113.000	02/25/2010	11/23/2010	$3,446.44	$3,381.56	$64.88
BOEING CO	BA	108.000	11/19/2010	12/08/2010	$7,095.71	$6,944.32	$151.39
BOEING CO	BA	53.000	12/06/2010	12/08/2010	$3,482.16	$3,537.01	$(54.85)
BORG WARNER INC	BWA	26.000	08/23/2010	10/20/2010	$1,419.31	$1,168.15	$251.16
BORG WARNER INC	BWA	47.000	08/23/2010	12/08/2010	$3,108.53	$2,111.66	$996.87
BORG WARNER INC	BWA	79.000	08/25/2010	12/08/2010	$5,224.97	$3,377.32	$1,847.65
BORG WARNER INC	BWA	64 000	10/27/2010	12/08/2010	$4,232.89	$3,500.66	$732.23
CANADIAN NATURAL RESOURCES LTD	CNQ	51.000	05/21/2009	04/28/2010	$3,862.03	$2,675.67	$1,186.36
CANADIAN NATURAL RESOURCES LTD	CNQ	3.000	05/21/2009	05/12/2010	$215.77	$157.39	$58.38

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REALIZED GAIN/(LOSS) SUMMARY (continued)

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
CANADIAN NATURAL RESOURCES LTD	CNQ	90.000	07/30/2009	05/12/2010	$6,473.23	$5,277.60	$1,195.63
CATERPILLAR INC	CAT	50.000	09/16/2009	04/09/2010	$3,265.86	$2,619.58	$646.28
CATERPILLAR INC	CAT	68.000	09/16/2009	04/29/2010	$4,759.23	$3,562.63	$1,196.60
CATERPILLAR INC	CAT	45.000	09/16/2009	06/03/2010	$2,749.60	$2,357.62	$391.98
CATERPILLAR INC	CAT	1.000	12/10/2009	06/03/2010	$61.10	$56.64	$4.46
CATERPILLAR INC	CAT	17.000	12/10/2009	10/20/2010	$1,363.88	$962.91	$400.97
CATERPILLAR INC	CAT	34.000	12/10/2009	12/08/2010	$3,040.57	$1,925.81	$1,114.76
CATERPILLAR INC	CAT	30.000	01/05/2010	12/08/2010	$2,682.85	$1,775.07	$907.78
CH ROBINSON WORLDWIDE INC NEW	CHRW	10.000	05/22/2009	04/09/2010	$564.57	$490.10	$74.47
CH ROBINSON WORLDWIDE INC NEW	CHRW	19.000	10/21/2009	04/09/2010	$1,072.68	$1,112.53	$(39.85)
CH ROBINSON WORLDWIDE INC NEW	CHRW	41.000	10/21/2009	10/08/2010	$2,932.35	$2,400.72	$531.63
CH ROBINSON WORLDWIDE INC NEW	CHRW	31.000	11/12/2009	10/08/2010	$2,217.15	$1,787.82	$429.33
CH ROBINSON WORLDWIDE INC NEW	CHRW	57.000	12/11/2009	10/08/2010	$4,076.69	$3,310.79	$765.90
CHARLES SCHWAB NEW	SCHW	574.000	09/21/2009	02/09/2010	$10,126.72	$10,314.95	$(188.23)
CHARLES SCHWAB NEW	SCHW	181.000	01/20/2010	02/09/2010	$3,193.27	$3,403.99	$(210.72)
COCA-COLA ENTERPRISES INC. NEW	CCE	60.000	10/07/2010	10/20/2010	$1,478.37	$1,349.11	$129.26
COCA-COLA ENTERPRISES INC. NEW	CCE	418.000	10/07/2010	12/08/2010	$10,571.96	$9,398.82	$1,173.14
CORNING INC	GLW	272.000	01/19/2010	03/03/2010	$4,790.80	$5,364.66	$(573.86)
CUMMINS INC	CMI	58.000	10/01/2010	12/08/2010	$6,061.90	$5,296.08	$765.82
CUMMINS INC	CMI	38.000	10/27/2010	12/08/2010	$3,971.59	$3,392.47	$579.12
CUMMINS INC	CMI	18.000	10/28/2010	12/08/2010	$1,881.28	$1,612.59	$268.69
DEERE & CO	DE	68.000	12/07/2010	12/08/2010	$5,413.38	$5,537.65	$(124.27)
DISCOVERY COMMUNICATIONS SER C	DISCK	95.000	12/06/2010	12/08/2010	$3,535.84	$3,555.07	$(19.23)
EBAY INC	EBAY	159.000	04/29/2010	10/27/2010	$4,621.16	$3,810.25	$810.91
EBAY INC	EBAY	206.000	04/29/2010	12/08/2010	$6,112.95	$4,936.54	$1,176.41
EBAY INC	EBAY	210.000	09/23/2010	12/08/2010	$6,231.64	$5,060.79	$1,170.85
ECOLAB INC	ECL	56.000	04/29/2010	10/20/2010	$2,876.67	$2,711.01	$165.66
ECOLAB INC	ECL	17.000	04/29/2010	12/08/2010	$810.09	$822.99	$(12.90)
ECOLAB INC	ECL	135.000	07/29/2010	12/08/2010	$6,433.03	$6,574.58	$(141.55)
ECOLAB INC	ECL	80.000	08/24/2010	12/08/2010	$3,812.17	$3,719.27	$92.90
ENBRIDGE INC	ENB	13.000	05/22/2009	02/16/2010	$582.85	$436.80	$146.05
ENTERPRISE PROD PRTNRS L P.	EPD	83.000	05/15/2009	01/14/2010	$2,679.29	$2,014.24	$665.05
ENTERPRISE PROD PRTNRS L.P.	EPD	32.000	05/15/2009	04/28/2010	$1,122.70	$776.58	$346.12
GOLDMAN SACHS GRP INC	GS	47.000	07/20/2010	12/08/2010	$7,700.35	$6,776.85	$923.50
HSBC HOLDINGS PLC SPON ADR NEW	HBC	180.000	08/04/2009	02/12/2010	$9,154.88	$9,646.31	$(491.43)
INTL BUSINESS MACHINES CORP	IBM	17.000	10/21/2009	10/20/2010	$2,369.92	$2,091.13	$278.79
JB HUNT TRANS SERV	JBHT	198.000	09/23/2010	12/08/2010	$7,911.37	$6,914.00	$997.37
JB HUNT TRANS SERV	JBHT	105.000	10/07/2010	12/08/2010	$4,195.43	$3,718.94	$476.49
JB HUNT TRANS SERV	JBHT	109.000	10/19/2010	12/08/2010	$4,355 25	$3,867.45	$487.80
JPMORGAN CHASE & CO	JPM	100.000	01/05/2010	10/15/2010	$3,694.95	$4,351.68	$(656.73)
JPMORGAN CHASE & CO	JPM	160.000	10/01/2010	10/15/2010	$5,911.92	$6,222.50	$(310.58)
LUBRIZOL CORP	LZ	32.000	12/06/2010	12/08/2010	$3,456.26	$3,508.50	$(52.24)

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REALIZED GAIN/(LOSS) SUMMARY (continued)

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
MEAD JOHNSON NUTRITION COMPANY	MJN	155.000	01/15/2010	11/02/2010	$9,218.88	$7,199.81	$2,019.07
MEDCO HEALTH SOLUTIONS INC	MHS	99.000	10/23/2009	06/03/2010	$5,828.11	$5,719.89	$108.22
MEDCO HEALTH SOLUTIONS INC	MHS	22.000	10/23/2009	09/07/2010	$983.29	$1,271.09	$(287.80)
MEDCO HEALTH SOLUTIONS INC	MHS	44.000	11/27/2009	09/07/2010	$1,966.58	$2,769.98	$(803.40)
MEDCO HEALTH SOLUTIONS INC	MHS	49.000	12/11/2009	09/07/2010	$2,190.05	$3,213.49	$(1,023.44)
MICROSOFT CORP	MSFT	314.000	01/26/2010	10/01/2010	$7,670.98	$9,343.04	$(1,672.06)
MONSANTO CO/NEW	MON	96.000	10/19/2010	12/08/2010	$5,860.91	$5,494.17	$366.74
MONSANTO CO/NEW	MON	21.000	11/03/2010	12/08/2010	$1,282.07	$1,251.17	$30.90
MONSANTO CO/NEW	MON	24.000	11/04/2010	12/08/2010	$1,465.23	$1,479.64	$(14.41)
NEXTERA ENERGY INC COM	NEE	69.000	04/12/2010	12/08/2010	$3,479.75	$3,436.60	$43.15
NORFOLK SOUTHERN CORP	NSC	107.000	10/20/2009	03/04/2010	$5,600.21	$5,256.02	$344.19
NORFOLK SOUTHERN CORP	NSC	70.000	10/22/2009	10/05/2010	$4,137.88	$3,358.16	$779.72
NORFOLK SOUTHERN CORP	NSC	33.000	01/15/2010	10/05/2010	$1,950.71	$1,733.56	$217.15
NORFOLK SOUTHERN CORP	NSC	62.000	01/15/2010	12/08/2010	$3,865.15	$3,257.00	$608.15
NORFOLK SOUTHERN CORP	NSC	87.000	08/25/2010	12/08/2010	$5,423.68	$4,606.58	$817.10
OCCIDENTAL PETROLEUM CORP DE	OXY	60.000	02/12/2010	11/16/2010	$5,077.12	$4,728.99	$348.13
OCCIDENTAL PETROLEUM CORP DE	OXY	23.000	02/12/2010	12/08/2010	$2,098.62	$1,812.78	$285.84
OCCIDENTAL PETROLEUM CORP DE	OXY	97.000	08/10/2010	12/08/2010	$8,850.71	$7,434 50	$1,416.21
PARTNERRE HLDGS	PRE	24.000	12/01/2009	10/04/2010	$1,922.00	$1,855.22	$66.78
PARTNERRE HLDGS	PRE	110.000	12/01/2009	12/01/2010	$8,583.83	$8,503.07	$80.76
PLAINS ALL AMERICAN PIPLIN L P	PAA	52.000	06/16/2009	03/05/2010	$2,916.39	$2,240.28	$676.11
PLAINS ALL AMERICAN PIPLIN L P	PAA	35.000	06/16/2009	04/29/2010	$2,056.60	$1,507.88	$548.72
PRAXAIR INC	PX	110.000	07/30/2009	03/04/2010	$8,496.64	$8,245.46	$251.18
PRAXAIR INC	PX	47.000	01/20/2010	12/08/2010	$4,397.24	$3,793.75	$603.49
PROCTER & GAMBLE	PG	58.000	08/16/2010	12/08/2010	$3,622.16	$3,443 90	$178.26
RANGE RESOURCES CORP	RRC	49.000	04/12/2010	12/02/2010	$2,126.54	$2,451.65	$(325.11)
ROVI CORPORATION	ROVI	119.000	08/25/2010	12/08/2010	$6,752.42	$4,963.63	$1,788.79
ROVI CORPORATION	ROVI	82.000	11/03/2010	12/08/2010	$4,652.92	$4,240.77	$412.15
SCHLUMBERGER LTD	SLB	85.000	10/19/2010	12/08/2010	$6,871.28	$5,358.23	$1,513.05
SUNCOR ENERGY INC NEW COM	SU	87.000	05/10/2010	12/08/2010	$3,113.00	$2,769.23	$343.77
TEEKAY CORP	TK	60.000	09/10/2010	10/20/2010	$1,871.96	$1,535 99	$335.97
TEEKAY CORP	TK	277.000	09/10/2010	12/08/2010	$8,881.57	$7,091.18	$1,790.39
UNITED PARCEL SERVICE INC CL-B	UPS	52.000	05/18/2010	12/08/2010	$3,729.58	$3,377.70	$351.88
UNITED PARCEL SERVICE INC CL-B	UPS	53.000	05/25/2010	12/08/2010	$3,801.31	$3,193.14	$608.17
UNITED PARCEL SERVICE INC CL-B	UPS	60.000	06/17/2010	12/08/2010	$4,303.37	$3,692.72	$610.65
UNITED PARCEL SERVICE INC CL-B	UPS	41.000	08/24/2010	12/08/2010	$2,940.63	$2,619.21	$321.42
VERISK ANALYTICS CL A	VRSK	103.000	10/13/2009	06/25/2010	$3,146.85	$2,789.96	$356.89
VERISK ANALYTICS CL A	VRSK	41.000	01/06/2010	12/08/2010	$1,370.69	$1,255.11	$115.58
VERISK ANALYTICS CL A	VRSK	29.000	02/04/2010	12/08/2010	$969.51	$808.62	$160.89
VERISK ANALYTICS CL A	VRSK	221.000	02/18/2010	12/08/2010	$7,388.34	$6,185.97	$1,202.37
VISA INC CL A	V	17.000	02/11/2010	10/20/2010	$1,348.58	$1,445.74	$(97.16)
VISA INC CL A	V	22.000	02/11/2010	12/08/2010	$1,698.53	$1,870.96	$(172.43)

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REALIZED GAIN/(LOSS) SUMMARY (continued)

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
VISA INC CL A	V	36.000	04/29/2010	12/08/2010	$2,779.42	$3,351.82	$(572.40)
VISA INC CL A	V	77.000	04/30/2010	12/08/2010	$5,944.87	$6,951.79	$(1,006.92)
VISA INC CL A	V	82.000	08/20/2010	12/08/2010	$6,330.90	$5,732.01	$598.89
VORNADO REALTY TR S B I	VNO	15.000	04/22/2009	02/11/2010	$936.11	$684.89 E	$251.22
VORNADO REALTY TR S B I	VNO	13.000	05/22/2009	02/11/2010	$811.30	$593.36	$217.94
VORNADO REALTY TR S B I	VNO	1.000	06/12/2009	02/11/2010	$62.41	$47.63 E	$14.78
VORNADO REALTY TR S B I	VNO	71.000	07/22/2009	02/11/2010	$4,430.94	$3,409.61	$1,021.33
YAHOO INC	YHOO	415.000	04/09/2010	09/01/2010	$5,503.55	$7,222.91	$(1,719.36)
Total Short Term					**$469,526.63**		**$29,092.56**

Long Term

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
AMERICAN TOWER CP CLASS A	AMT	30.000	03/12/2007	01/27/2010	$1,267.18	$1,139.99 E	$127.19
AMERICAN TOWER CP CLASS A	AMT	72.000	08/17/2007	01/27/2010	$3,041.24	$2,850.22 E	$191.02
AMERICAN TOWER CP CLASS A	AMT	23.000	08/17/2007	12/08/2010	$1,174.67	$910.49 E	$264.18
AMERICAN TOWER CP CLASS A	AMT	125.000	12/14/2007	12/08/2010	$6,384.08	$5,099.79 E	$1,284.29
AMERICAN TOWER CP CLASS A	AMT	208 000	05/05/2009	12/08/2010	$10,623.11	$6,340.11 E	$4,283.00
AMERICAN TOWER CP CLASS A	AMT	43.000	05/22/2009	12/08/2010	$2,196.12	$1,275.47	$920.65
CH ROBINSON WORLDWIDE INC NEW	CHRW	28.000	11/08/2007	04/09/2010	$1,580.79	$1,316.05 E	$264.74
CH ROBINSON WORLDWIDE INC NEW	CHRW	50.000	12/03/2007	04/09/2010	$2,822.83	$2,558.08 E	$264.75
ENBRIDGE INC	ENB	204 000	09/20/2007	02/16/2010	$9,146.19	$7,322.27 E	$1,823.92
ENTERPRISE PROD PRTNRS L.P.	EPD	59.000	05/15/2009	10/20/2010	$2,466.15	$1,431.81	$1,034.34
ENTERPRISE PROD PRTNRS L.P.	EPD	44.000	05/15/2009	12/08/2010	$1,780.77	$1,067 79	$712.98
ENTERPRISE PROD PRTNRS L.P.	EPD	14.000	05/22/2009	12/08/2010	$566.61	$354.06	$212.55
ENTERPRISE PROD PRTNRS L.P.	EPD	184.000	08/17/2009	12/08/2010	$7,446.87	$4,921.23	$2,525.64
EXPEDITORS INTL WASH INC	EXPD	133.000	09/21/2007	01/11/2010	$4,659.04	$5,977.82 E	$(1,318.78)
EXPEDITORS INTL WASH INC	EXPD	42 000	02/14/2008	01/11/2010	$1,471.28	$1,686.30 E	$(215.02)
GOLDMAN SACHS GRP INC	GS	4.000	03/23/2009	12/08/2010	$655.35	$408.06 E	$247.29
GOLDMAN SACHS GRP INC	GS	28.000	04/02/2009	12/08/2010	$4,587.44	$3,201.89 E	$1,385.55
GOLDMAN SACHS GRP INC	GS	13.000	08/17/2009	12/08/2010	$2,129.88	$2,052.03	$77.85
INTL BUSINESS MACHINES CORP	IBM	97.000	10/21/2009	12/08/2010	$14,035.66	$11,931.71	$2,103.95
JPMORGAN CHASE & CO	JPM	7.000	10/16/2008	05/11/2010	$295.40	$278.53 E	$16.87
JPMORGAN CHASE & CO	JPM	66.000	11/05/2008	05/11/2010	$2,785.16	$2,709.54 E	$75.62
JPMORGAN CHASE & CO	JPM	58.000	04/02/2009	05/11/2010	$2,447.57	$1,640.83 E	$806.74
JPMORGAN CHASE & CO	JPM	6.000	04/02/2009	10/15/2010	$221.70	$169.74 E	$51.96
JPMORGAN CHASE & CO	JPM	28.000	05/07/2009	10/15/2010	$1,034.59	$978.31 E	$56.28
JPMORGAN CHASE & CO	JPM	70.000	07/06/2009	10/15/2010	$2,586.46	$2,227.37	$359.09

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REALIZED GAIN/(LOSS) SUMMARY (continued)

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
NEXTERA ENERGY INC COM	NEE	42.000	03/18/2009	08/24/2010	$2,300.72	$2,082.77 E	$217.95
NEXTERA ENERGY INC COM	NEE	53.000	03/18/2009	10/04/2010	$2,879.87	$2,628.26 E	$251.61
NEXTERA ENERGY INC COM	NEE	37.000	03/18/2009	12/08/2010	$1,865.95	$1,834.82 E	$31.13
NEXTERA ENERGY INC COM	NEE	18.000	04/03/2009	12/08/2010	$907.76	$945 43 E	$(37.67)
NEXTERA ENERGY INC COM	NEE	40.000	05/05/2009	12/08/2010	$2,017.24	$2,307.59 E	$(290.35)
NEXTERA ENERGY INC COM	NEE	32.000	05/22/2009	12/08/2010	$1,613 80	$1,722.87	$(109.07)
PHILIP MORRIS INTL INC	PM	76.000	07/27/2009	10/05/2010	$4,230.05	$3,557.43	$672.62
PHILIP MORRIS INTL INC	PM	128.000	07/27/2009	12/08/2010	$7,576.47	$5,991.46	$1,585.01
PHILIP MORRIS INTL INC	PM	63.000	09/14/2009	12/08/2010	$3,729.04	$2,999.03	$730.01
PLAINS ALL AMERICAN PIPLIN L P	PAA	68.000	06/16/2009	09/14/2010	$4,166.72	$2,929.60	$1,237.12
PLAINS ALL AMERICAN PIPLIN L P	PAA	113.000	06/16/2009	10/05/2010	$7,190.98	$4,868.31	$2,322.67
PRAXAIR INC	PX	20.000	07/30/2009	12/08/2010	$1,871.17	$1,499.17	$372.00
PROCTER & GAMBLE	PG	52.000	07/16/2007	10/04/2010	$3,131.58	$3,286.00 E	$(154.42)
PROCTER & GAMBLE	PG	25.000	08/17/2007	10/04/2010	$1,505.57	$1,625.13 E	$(119.56)
PROCTER & GAMBLE	PG	10.000	08/17/2007	12/08/2010	$624.51	$650.05 E	$(25.54)
PROCTER & GAMBLE	PG	70.000	04/17/2009	12/08/2010	$4,371.58	$3,617.19 E	$754.39
PROCTER & GAMBLE	PG	9.000	05/22/2009	12/08/2010	$562.06	$482.22	$79.84
RANGE RESOURCES CORP	RRC	62.000	03/10/2009	12/02/2010	$2,690.72	$2,375.34 E	$315.38
RANGE RESOURCES CORP	RRC	58.000	03/27/2009	12/02/2010	$2,517.13	$2,474.83 E	$42.30
RANGE RESOURCES CORP	RRC	56.000	04/03/2009	12/02/2010	$2,430.33	$2,496.10 E	$(65.77)
RANGE RESOURCES CORP	RRC	16.000	05/15/2009	12/02/2010	$694.38	$636.96	$57.42
RANGE RESOURCES CORP	RRC	23.000	05/22/2009	12/02/2010	$998.17	$972.16	$26.01
RANGE RESOURCES CORP	RRC	24.000	10/21/2009	12/02/2010	$1,041.57	$1,427.56	$(385.99)
SUNCOR ENERGY INC NEW COM	SU	31 000	03/02/2007	02/16/2010	$936.62	$1,074.54	$(137.92)
SUNCOR ENERGY INC NEW COM	SU	94.000	12/04/2007	02/16/2010	$2,840.07	$4,580.96	$(1,740.89)
SUNCOR ENERGY INC NEW COM	SU	18.000	12/04/2007	12/08/2010	$644.07	$877.21	$(233.14)
SUNCOR ENERGY INC NEW COM	SU	76.000	05/05/2009	12/08/2010	$2,719.40	$2,115.87	$603.53
SUNCOR ENERGY INC NEW COM	SU	18.000	05/22/2009	12/08/2010	$644.07	$571.05	$73.02
SUNCOR ENERGY INC NEW COM	SU	55.000	08/14/2009	12/08/2010	$1,967.99	$1,804.35	$163.64
VERISK ANALYTICS CL A	VRSK	41.000	10/13/2009	12/03/2010	$1,301.00	$1,110.57	$190.43
VERISK ANALYTICS CL A	VRSK	54.000	10/13/2009	12/08/2010	$1,805.30	$1,462.70	$342.60
Total Long Term					**$161,182.03**		**$24,325.01**
Total Short And Long Term					**$630,708.66**		**$53,417.57**

The "Total Cost" for Unit Trusts, Mortgage-Backed Securities, and Zero Coupon Bonds have been adjusted to reflect any partial return of principal or capital that may have been paid to you, or accreted interest earned, since your purchase date. In the event that the accumulated total return of principal or capital is greater than the provided original costs, the adjusted cost will be "0.00".

REALIZED GAIN/(LOSS) SUMMARY

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Short Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
BANCO SANTANDER ADR OPTDIV RTS	05964H907	422.000	10/15/2010	11/12/2010	$0.00		$0.00
BNP PARIBAS PARIS ADR	05565A202	8.000	10/23/2009	01/13/2010	$336.01	$348.00	$(11.99)
BNP PARIBAS PARIS ADR	05565A202	21.000	05/21/2009	01/13/2010	$882.03	$655.20	$226.83
BOC HONG KONG HLDGS LTD ADR	096813209	34.000	01/21/2010	10/13/2010	$2,273.18	$1,454.48	$818.70
IBERDROLA SA	450737101	0.000	03/15/2010	07/08/2010	$271.26	$271.26	$0.00
IBERDROLA SA RTS SLD OPT A	450737937	272.000	06/14/2010	07/08/2010	$0.00		$0.00
NATIONAL AUSTRALIA BK LTD ADR	632525408	23.000	05/21/2009	04/14/2010	$599.76	$380.65	$219.11
NATIONAL AUSTRALIA BK LTD ADR	632525408	35.000	10/23/2009	04/14/2010	$912.67	$994.00	$(81.33)
NATIONAL AUSTRALIA BK LTD ADR	632525408	40.000	10/23/2009	04/19/2010	$1,039.63	$1,136.00	$(96.37)
NATIONAL AUSTRALIA BK LTD ADR	632525408	58.000	05/21/2009	03/19/2010	$1,428.85	$959.90	$468.95
NATIONAL GRID TRANSCO PLC SPONS ADR NEW	636274300	0.000	08/18/2010	08/18/2010	$29.33		$29.33
ROYAL DUTCH SH A	780259206	0.000	12/15/2010	12/17/2010	$61.25		$61.25
SASOL LIMITED SPONSORED ADR	803866300	22.000	10/23/2009	10/19/2010	$1,002.32	$912.34	$89.98
STORA ENSO ADR STK	86210M106	88.000	10/23/2009	06/22/2010	$723.63	$716.32	$7.31
UPM-KYMMENE CORP- SPONS ADR	915436109	72.000	10/23/2009	09/01/2010	$1,038.25	$901.44	$136.81
Total Short Term					**$10,598.17**		**$1,868.58**

Long Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
BAYER AG LEVERKUSEN ADR	072730302	3.000	05/21/2009	11/15/2010	$227.25	$165.69	$61.56
BAYER AG LEVERKUSEN ADR	072730302	7.000	05/21/2009	11/03/2010	$536.32	$386.61	$149.71

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REALIZED GAIN/(LOSS) SUMMARY (continued)

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
BAYER AG LEVERKUSEN ADR	072730302	10.000	01/09/2009	02/26/2010	$659.40	$598.70	$60.70
BAYER AG LEVERKUSEN ADR	072730302	12.000	01/09/2009	03/10/2010	$859.54	$718.44	$141.10
BAYER AG LEVERKUSEN ADR	072730302	13.000	10/23/2009	11/15/2010	$984.77	$936.65	$48.12
BAYER AG LEVERKUSEN ADR	072730302	14.000	01/09/2009	11/03/2010	$1,072.63	$838.18	$234.45
BNP PARIBAS PARIS ADR	05565A202	10.000	10/15/2008	01/13/2010	$420.02	$392.00	$28 02
CANON INC ADR	138006309	4.000	01/09/2009	03/29/2010	$182.51	$135.43	$47.08
CANON INC ADR	138006309	23.000	12/03/2008	03/29/2010	$1,049.46	$662.53	$386.93
NATIONAL AUSTRALIA BK LTD ADR	632525408	3.000	01/09/2009	03/19/2010	$73 91	$44.34	$29.57
NATIONAL AUSTRALIA BK LTD ADR	632525408	17.000	01/09/2009	03/02/2010	$390.65	$251.26	$139.39
NATIONAL AUSTRALIA BK LTD ADR	632525408	42.000	01/09/2009	03/01/2010	$961.61	$620.76	$340.85
NATIONAL AUSTRALIA BK LTD ADR	632525408	58.000	01/09/2009	03/11/2010	$1,420.16	$857.24	$562.92
NATIONAL GRID TRANSCO PLC SPONS ADR NEW	636274300	0.000	01/09/2009	06/22/2010	$318.98		$318.98
NIPPON TELEG & TEL CORP SPONS ADR	654624105	21.000	04/15/2008	06/07/2010	$416.72	$465.36	$(48.64)
NIPPON TELEG & TEL CORP SPONS ADR	654624105	35.000	01/09/2009	06/07/2010	$694.52	$904.01	$(209.49)
NIPPON TELEG & TEL CORP SPONS ADR	654624105	54.000	01/09/2009	06/18/2010	$1,083.47	$1,394.77	$(311.30)
NOVARTIS AG USD SPON ADR REP 1/20 REGD SHS	66987V109	27.000	09/05/2008	02/11/2010	$1,439.52	$1,443.77	$(4.25)
SASOL LIMITED SPONSORED ADR	803866300	1.000	01/09/2009	10/19/2010	$45.56	$31.90	$13.66
SASOL LIMITED SPONSORED ADR	803866300	24.000	05/21/2009	10/19/2010	$1,093.44	$862.56	$230.88
SASOL LIMITED SPONSORED ADR	803866300	35.000	01/09/2009	08/30/2010	$1,333.31	$1,116.41	$216.90
SASOL LIMITED SPONSORED ADR	803866300	39.000	01/09/2009	09/22/2010	$1,690.96	$1,244.00	$446.96
SIEMENS AG SPONS ADR	826197501	2.000	01/09/2009	11/04/2010	$237.70	$138.08	$99.62
SIEMENS AG SPONS ADR	826197501	9.000	10/23/2009	11/04/2010	$1,069.63	$892.35	$177.28
SIEMENS AG SPONS ADR	826197501	10.000	05/21/2009	11/04/2010	$1,188.48	$727.70	$460.78
SIEMENS AG SPONS ADR	826197501	14.000	01/09/2009	10/20/2010	$1,607.23	$966.56	$640.67
SIEMENS AG SPONS ADR	826197501	15.000	01/09/2009	09/24/2010	$1,596.20	$1,035.60	$560.60
STORA ENSO ADR STK	86210M106	5.000	10/16/2007	06/11/2010	$39.09	$83.88	$(44.79)
STORA ENSO ADR STK	86210M106	5.000	11/01/2007	06/11/2010	$39.09	$87.81	$(48.72)
STORA ENSO ADR STK	86210M106	5.000	01/08/2008	06/11/2010	$39.09	$73.82	$(34.73)
STORA ENSO ADR STK	86210M106	16.000	01/09/2009	06/11/2010	$125.08	$117.92	$7.16
STORA ENSO ADR STK	86210M106	22.000	01/09/2009	06/22/2010	$180.91	$162.14	$18.77
STORA ENSO ADR STK	86210M106	33.000	10/26/2007	06/11/2010	$257.98	$560.04	$(302.06)
STORA ENSO ADR STK	86210M106	52.000	01/09/2008	06/11/2010	$406 51	$763 27	$(356.76)
STORA ENSO ADR STK	86210M106	57.000	05/21/2009	06/22/2010	$468.72	$338.58	$130.14
STORA ENSO ADR STK	86210M106	68.000	10/02/2007	06/11/2010	$531.59	$1,315.05	$(783.46)
UNILEVER PLC SPON ADR	904767704	45.000	01/09/2009	08/02/2010	$1,302.02	$1,062.40	$239.62
UPM-KYMMENE CORP- SPONS ADR	915436109	3.000	01/09/2009	09/01/2010	$43.26	$35 61	$7.65
UPM-KYMMENE CORP- SPONS ADR	915436109	48.000	05/21/2009	09/01/2010	$692 17	$473 28	$218.89
UPM-KYMMENE CORP- SPONS ADR	915436109	63.000	01/09/2009	03/25/2010	$802.34	$747.81	$54.53
UPM-KYMMENE CORP- SPONS ADR	915436109	102.000	01/09/2009	04/16/2010	$1,451.57	$1,210 74	$240.83
VODAFONE GP PLC ADS NEW	92857W209	2.000	08/21/2009	11/03/2010	$55.93	$43.68	$12.25
VODAFONE GP PLC ADS NEW	92857W209	51.000	08/14/2009	11/03/2010	$1,426.13	$1,077.00	$349.13
Total Long Term					**$30,515.43**		**$4,531.50**
Total Short And Long Term					**$41,113.60**		**$6,400.08**

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Short Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
**BURLINGTON NORTHERN SANTA FE C ELECT STOCK	121STK909	35 000	05/21/2009	02/18/2010	$271 29		$271 29
BLACKROCK INC	09247X101	5 000	04/08/2010	07/14/2010	$774 30	$1,003 52	$(229 22)
BLACKROCK INC	09247X101	5 000	04/09/2010	07/14/2010	$774 30	$1,034 85	$(260 55)
BLACKROCK INC	09247X101	12 000	05/20/2010	07/14/2010	$1,858 32	$1,950 50	$(92 18)
Total Short Term					**$3,678.21**		**$(310.66)**

Long Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
**BURLINGTON NORTHERN SANTA FE C ELECT STOCK	121STK909	11.000	05/06/2008	02/18/2010	$85 26	$85 26	$0.00
ALLEGHENY ENERGY INCCOM STK	017361106	31.000	05/06/2008	10/06/2010	$756 84	$1,603 30	$(846 46)
ALLEGHENY ENERGY INCCOM STK	017361106	85.000	05/06/2008	10/27/2010	$1,953.51	$4,396 15	$(2,442 64)
ALLEGHENY ENERGY INCCOM STK	017361106	150.000	05/06/2008	10/13/2010	$3,677 05	$7,757.92	$(4,080.87)
ANGLO AMER	03485P201	9.000	11/04/2008	09/27/2010	$180 01	$119 36	$60 65
ANGLO AMER	03485P201	14.000	11/04/2008	09/28/2010	$278.65	$185 68	$92.97
ANGLO AMER	03485P201	16.000	11/06/2008	11/12/2010	$387.74	$173 70	$214.04
ANGLO AMER	03485P201	20 000	11/05/2008	10/25/2010	$468 15	$248.17	$219.98
ANGLO AMER	03485P201	28.000	08/21/2008	09/27/2010	$560 05	$754 14	$(194.09)
ANGLO AMER	03485P201	50.000	08/20/2008	09/27/2010	$1,000.08	$1,307 08	$(307 00)
ANGLO AMER	03485P201	54.000	11/05/2008	09/28/2010	$1,074.77	$670.06	$404.71
ANGLO AMER	03485P201	67.000	11/06/2008	10/25/2010	$1,568 29	$727 35	$840 94
ANGLO AMER	03485P201	82.000	04/15/2009	11/12/2010	$1,987 18	$868 53	$1,118.65

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REALIZED GAIN/(LOSS) SUMMARY (continued)

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
ANGLO AMER	03485P201	113.000	11/05/2008	10/05/2010	$2,374 08	$1,402.18	$971.90
BERKSHIRE HATHAWAY INC-CL B	084670702	0.000	05/06/2008	02/18/2010	$72 83	$72.83	$0 00
BHP BILLITON LTD ADR	088606108	29.000	07/31/2008	07/06/2010	$1,869.47	$2,174 55	$(305.08)
BURLINGTON NORTHN SANTA FE CORP COM	12189T104	139.000	05/06/2008	02/01/2010	$13,856 33	$14,495 89	$(639.56)
CARNIVAL CORP	143658300	42.000	09/02/2008	05/11/2010	$1,652 70	$1,663.31	$(10.61)
CHINA UNICOM LTD ADR(HONG KONG) LTD	16945R104	26.000	03/16/2009	12/29/2010	$373.19	$274 14	$99 05
CHINA UNICOM LTD ADR(HONG KONG) LTD	16945R104	121.000	03/17/2009	12/29/2010	$1,736.79	$1,217 89	$518.90
CHINA UNICOM LTD ADR(HONG KONG) LTD	16945R104	139.000	03/16/2009	12/09/2010	$1,912 20	$1,465.60	$446.60
EL PASO CORP COM	28336L109	103.000	05/06/2008	09/22/2010	$1,252.74	$1,870 80	$(618.06)
EL PASO CORP COM	28336L109	388.000	05/06/2008	10/04/2010	$4,741 62	$7,047 29	$(2,305.67)
ENCANA CORPORATION	292505104	45.000	05/21/2009	11/19/2010	$1,284 13	$1,211.22	$72.91
ENCANA CORPORATION	292505104	250.000	05/06/2008	11/19/2010	$7,134.08	$10,854.70	$(3,720 62)
FANNIE MAE	313586109	224.000	05/06/2008	06/11/2010	$205.11	$6,437.72	$(6,232.61)
GENON ENERGY INC	37244E107	152 000	04/14/2009	12/15/2010	$544 52	$677.30	$(132.78)
GENON ENERGY INC	37244E107	287.000	05/06/2008	12/15/2010	$1,028.13	$7,050.72	$(6,022.59)
GENON ENERGY INC	37244E107	480.000	04/13/2009	12/15/2010	$1,719.52	$2,149.73	$(430.21)
GENZYME CORP	372917104	100 000	04/28/2009	08/27/2010	$6,700.94	$5,484.74	$1,216.20
HENDERSON LAND DEVELOPMENT CO 01 JUN 2011	Y31476131	400 000	10/31/2008	07/19/2010	$51.39		$51.39
HUANENG POWER INTL INC ADR (REP 40 'N'	443304100	42.000	05/06/2008	05/21/2010	$959 16	$1,423.66	$(464.50)
HUANENG POWER INTL INC ADR (REP 40 'N'	443304100	80.000	05/06/2008	05/18/2010	$1,893.11	$2,711 73	$(818.62)
HUANENG POWER INTL INC ADR (REP 40 'N'	443304100	91.000	05/06/2008	05/20/2010	$2,107 06	$3,084.60	$(977.54)
HUANENG POWER INTL INC ADR (REP 40 'N'	443304100	157.000	05/06/2008	05/19/2010	$3,672 85	$5,321.77	$(1,648.92)
IMPERIAL OIL LTD CAD COM NPV	453038408	68.000	05/06/2008	12/20/2010	$2,587.32	$3,859.40	$(1,272.08)
LEGG MASON INC COM	524901105	42.000	05/06/2008	07/07/2010	$1,185.08	$2,478.88	$(1,293.80)
LEGG MASON INC COM	524901105	50.000	05/06/2008	07/20/2010	$1,359.66	$2,951.05	$(1,591.39)
LEGG MASON INC COM	524901105	64.000	05/06/2008	08/04/2010	$1,862.50	$3,777.35	$(1,914.85)
LEGG MASON INC COM	524901105	139 000	05/06/2008	07/27/2010	$4,048 01	$8,203.92	$(4,155.91)
LENDER PRC SR	52602E102	36 000	12/01/2009	12/20/2010	$1,065.86	$1,511.44	$(445.58)
LENDER PRC SR	52602E102	38.000	11/30/2009	12/20/2010	$1,125.08	$1,578 02	$(452.94)
LONDON STK EXCH GRP PLC	G5689U103	131.000	05/07/2008	07/21/2010	$1,224.97	$2,742.97	$(1,518.00)
LONDON STK EXCH GRP PLC	G5689U103	195 000	05/07/2008	06/23/2010	$1,790 49	$4,083.05	$(2,292.56)
LONDON STK EXCH GRP PLC	G5689U103	298 000	05/21/2009	07/21/2010	$2,786.58	$3,233.30	$(446.72)
LONDON STK EXCH GRP PLC	G5689U103	434 000	05/07/2008	07/20/2010	$4,124.84	$9,087.39	$(4,962.55)
OAO GAZPROM ADR LEVEL 1 ADR PROGRAM	368287207	45.000	05/06/2008	12/28/2010	$1,154 35	$2,443.50	$(1,289.15)
OAO GAZPROM ADR LEVEL 1 ADR PROGRAM	368287207	65.000	05/06/2008	12/29/2010	$1,641.23	$3,529.50	$(1,888.27)
OAO GAZPROM ADR LEVEL 1 ADR PROGRAM	368287207	93.000	05/06/2008	12/16/2010	$2,339.64	$5,049 90	$(2,710.26)
OAO GAZPROM ADR LEVEL 1 ADR PROGRAM	368287207	124.000	05/06/2008	11/03/2010	$2,734 15	$6,733.20	$(3,999.05)
PHILIP MORRIS INTL	718172109	2.000	01/22/2009	07/08/2010	$96.39	$81.69	$14.70
PHILIP MORRIS INTL	718172109	35.000	01/22/2009	09/15/2010	$1,939.50	$1,429.62	$509.88
PHILIP MORRIS INTL	718172109	35.000	01/22/2009	08/18/2010	$1,831 23	$1,429 62	$401.61
PHILIP MORRIS INTL	718172109	42.000	01/22/2009	08/10/2010	$2,228.76	$1,715.54	$513.22
PHILIP MORRIS INTL	718172109	65.000	10/28/2008	07/08/2010	$3,132.75	$2,611.29	$521.46
PHILIP MORRIS INTL	718172109	69.000	01/22/2009	08/26/2010	$3,520 51	$2,818.40	$702.11

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REALIZED GAIN/(LOSS) SUMMARY (continued)

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
PHILIP MORRIS INTL	718172109	71.000	01/22/2009	09/08/2010	$3,807.74	$2,900 09	$907.65
RIO TINTO PLC SPONS ADR	767204100	24.000	08/05/2008	07/07/2010	$1,111 80	$2,160.67	$(1,048.87)
RRI ENERGY	74971X107	333.000	05/06/2008	11/11/2010	$1,265 50	$8,180.80	$(6,915.30)
TIME WARNER INC	887317303	10.000	08/28/2008	06/22/2010	$321 41	$342 17	$(20 76)
TIME WARNER INC	887317303	19.000	08/29/2008	08/17/2010	$589 92	$652 41	$(62.49)
TIME WARNER INC	887317303	40.000	08/28/2008	08/17/2010	$1,241.93	$1,368 67	$(126 74)
TIME WARNER INC	887317303	67 000	08/28/2008	08/04/2010	$2,192.10	$2,292.52	$(100.42)
TIME WARNER INC	887317303	92 000	08/29/2008	09/02/2010	$2,851.93	$3,159 05	$(307 12)
TIME WARNER INC	887317303	117.000	08/29/2008	08/20/2010	$3,540 36	$4,017.48	$(477 12)
TIME WRNR CBL	88732J207	29 000	08/28/2008	05/11/2010	$1,481 05	$1,397.78	$83 27
TIME WRNR CBL	88732J207	57.000	08/29/2008	05/11/2010	$2,911.02	$2,757.06	$153 96
WALT DISNEY CO (HOLDING COMPANY)	254687106	45.000	11/24/2008	03/02/2010	$1,425 61	$1,005.57	$420 04
WALT DISNEY CO (HOLDING COMPANY)	254687106	58.000	11/24/2008	06/07/2010	$1,952.52	$1,296.07	$656.45
WALT DISNEY CO (HOLDING COMPANY)	254687106	117 000	11/24/2008	06/17/2010	$4,081.46	$2,614.48	$1,466 98
Total Long Term					**$143,672.78**		**$(58,810.14)**
Total Short And Long Term					**$147,350.99**		**$(59,120.80)**

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REALIZED GAIN/(LOSS) SUMMARY

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Short Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
BERKSHIRE HATHAWAY INC-CL B	084670702	7.000	10/30/2009	04/14/2010	$566.57	$456.96	$109.61
BERKSHIRE HATHAWAY INC-CL B	084670702	79.000	10/30/2009	09/27/2010	$6,598.75	$5,157.12	$1,441.63
BLOCK H & R INC COM	093671105	95.000	10/30/2009	02/01/2010	$2,044.31	$1,745.84	$298.47
CANADIAN NATURAL RES OURCES CAD COM NPV	136385101	27.000	10/30/2009	04/14/2010	$2,145.92	$1,726.69	$419.23
CARDINAL HEALTH INC COM	14149Y108	11.000	10/30/2009	04/14/2010	$389.83	$314 58	$75.25
CARDINAL HEALTH INC COM	14149Y108	25.000	10/30/2009	01/11/2010	$804.07	$714.96	$89.11
CARDINAL HEALTH INC COM	14149Y108	39.000	10/30/2009	06/16/2010	$1,390.71	$1,115.35	$275.36
CAREFUSION CP	14170T101	40.000	10/30/2009	08/12/2010	$906.81	$911.20	$(4.39)
COMCAST CORP SPL A COM	20030N200	206.000	10/30/2009	02/12/2010	$2,987.39	$2,885.75	$101.64
CONOCOPHILLIPS	20825C104	5.000	10/30/2009	04/14/2010	$282.19	$249.60	$32.59
CONOCOPHILLIPS	20825C104	25.000	10/30/2009	07/08/2010	$1,277.81	$1,248.00	$29.81
CVS CAREMARK CORP	126650100	13.000	10/30/2009	09/27/2010	$398.44	$465.35	$(66.91)
EOG RESOURCES INC COM STK	26875P101	21.000	10/30/2009	04/14/2010	$2,279.09	$1,706.34	$572.75
EXPRESS SCRIPTS INC COM STK	302182100	17.000	10/30/2009	09/27/2010	$836.40	$679.88	$156.52
GOOGLE	38259P508	4.000	10/30/2009	01/14/2010	$2,354.01	$2,146.52	$207.49
HARLEY DAVIDSON INC USD.01 COM	412822108	18.000	10/30/2009	04/14/2010	$583.73	$446.33	$137.40
HEWLETT PACKARD CO USD1	428236103	20.000	10/30/2009	09/27/2010	$832.18	$953.17	$(120.99)
IRON MOUNTAIN INC DELAWARE COM	462846106	8.000	10/30/2009	09/27/2010	$175.59	$195.30	$(19.71)
JPMORGAN CHASE & CO	46625H100	35.000	10/30/2009	03/10/2010	$1,519.18	$1,473.85	$45.33
JPMORGAN CHASE & CO	46625H100	41.000	10/30/2009	07/27/2010	$1,673.88	$1,726.51	$(52.63)
JPMORGAN CHASE & CO	46625H100	50.000	10/30/2009	05/24/2010	$1,985.45	$2,105.50	$(120.05)
JPMORGAN CHASE & CO	46625H100	56.000	10/30/2009	05/26/2010	$2,187.12	$2,358.16	$(171.04)
MERCK & CO	58933Y105	8.000	10/30/2009	09/27/2010	$297.99	$226.12	$71.87
MICROSOFT CORP USD.0 01	594918104	32.000	10/30/2009	09/27/2010	$796.46	$889.87	$(93.41)
MICROSOFT CORP USD.0 01	594918104	100.000	10/30/2009	06/11/2010	$2,534.50	$2,780.85	$(246.35)

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REALIZED GAIN/(LOSS) SUMMARY (continued)

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
MOODY'S CORP	615369105	34.000	10/30/2009	09/27/2010	$858.82	$805.33	$53.49
NEWS CORP CL A COM	65248E104	45.000	10/30/2009	03/16/2010	$632.76	$515.63	$117.13
NEWS CORP CL A COM	65248E104	355.000	10/30/2009	09/20/2010	$4,956.53	$4,067.77	$888.76
PROCTER & GAMBLE CO	742718109	20.000	10/30/2009	09/27/2010	$1,226.77	$1,162 35	$64.42
SEALED AIR CORP	81211K100	16.000	10/30/2009	09/27/2010	$362.39	$305.06	$57.33
UNITED PARCEL SERVICE INC CL B	911312106	6.000	04/14/2010	07/23/2010	$381 52	$392.52	$(11.00)
UNITED PARCEL SERVICE INC CL B	911312106	32.000	02/04/2010	07/23/2010	$2,034.80	$1,847.88	$186.92
VULCAN MATERIALS COM	929160109	23.000	10/30/2009	09/27/2010	$838.56	$1,036.38	$(197 82)
WALT DISNEY CO (HOLDING COMPANY)	254687106	9.000	04/14/2010	09/27/2010	$300.20	$324.36	$(24.16)
WALT DISNEY CO (HOLDING COMPANY)	254687106	100.000	12/23/2009	09/27/2010	$3,335.50	$3,228.00	$107.50
Total Short Term					**$52,776.23**		**$4,411.15**

Long Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
VULCAN MATERIALS COM	929160109	27.000	10/30/2009	12/02/2010	$1,143.39	$1,216.62	$(73.23)
Total Long Term					**$1,143.39**		**$(73.23)**
Total Short And Long Term					**$53,919.62**		**$4,337.92**

REALIZED GAIN/(LOSS) SUMMARY

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Short Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
ATLAS COPCO AB ADR NEW REP STD COM SER A	049255706	255.000	10/30/2009	07/20/2010	$3,973.80	$3,462.90	$510.90
BUNGE LTD	G16962105	70.000	11/02/2009	09/08/2010	$3,910.60	$4,035.82	$(125.22)
CENOVUS ENRGY	15135U109	111.000	11/02/2009	08/04/2010	$3,120.16	$3,000.72	$119.44
DBS GROUP HOLDINGS LTDADR	23304Y100	85.000	10/30/2009	08/11/2010	$3,579.09	$3,123.75	$455.34
ERICSSON L M TEL CO ADR B SEK 10	294821608	334.000	12/09/2009	03/19/2010	$3,542.22	$3,200.32	$341.90
ERICSSON L M TEL CO ADR B SEK 10	294821608	339.000	02/05/2010	03/19/2010	$3,595.25	$3,302.64	$292.61
HDFC BANK LTD ADR	40415F101	36.000	11/02/2009	05/14/2010	$5,209 29	$4,088.88	$1,120.41
JSR CORP ADR	46632X106	158.000	05/14/2010	09/09/2010	$2,449.31	$3,100.88	$(651.57)
JUPITER TELECOMMUNICATN CO L ADR	48206M102	40.000	10/30/2009	04/05/2010	$3,022.05	$2,462.00	$560.05
KOMATSU LIMITED ADRS	500458401	168.000	10/30/2009	07/13/2010	$3,227.09	$3,323.04	$(95.95)
KUBOTA LTD ADR	501173207	147.000	10/30/2009	08/17/2010	$6,069.23	$5,683.37	$385.86
L'OREAL S.A. PARIS ADR	502117203	138.000	10/30/2009	03/04/2010	$2,917.06	$2,838.66	$78.40
LAIR LIQUIDE ADR	009126202	0.000	11/02/2009	07/02/2010	$16.65		$16.65
LVMH MOET HENNESSY LOUIS VUITTON PARIS ADR	502441306	180.000	10/30/2009	09/21/2010	$4,943.34	$3,745.80	$1,197.54
MITSUBISHI ESTATE CO LTD TOKYO ADR	606783207	28.000	10/30/2009	05/27/2010	$4,287.19	$4,298.00	$(10.81)
NOKIA CORP ADR SHRS EACH REPSTG 1 A SHARE	654902204	473.000	11/02/2009	10/14/2010	$5,180.40	$6,084.53	$(904.13)
NOMURA HOLDINGS INC ADR	65535H208	358.000	11/02/2009	03/04/2010	$2,556.19	$2,556.12	$0.07
NOVO NORDISK A/S ADR	670100205	21.000	10/30/2009	07/13/2010	$1,769.50	$1,304.73	$464.77
PANASONIC CORP ADR	69832A205	203.000	10/30/2009	02/17/2010	$2,913.72	$2,897.89	$15.83
PANASONIC CORP ADR	69832A205	206.000	10/30/2009	02/05/2010	$3,190.40	$2,940.71	$249.69
TAIWAN SEMICONDUCTOR MANUFACTU ADR	874039100	200.000	11/02/2009	08/09/2010	$1,989.02	$1,912.00	$77.02
UNILEVER PLC SPON ADR	904767704	55.000	10/30/2009	08/24/2010	$1,430.66	$1,648.03	$(217.37)
WAL-MART DE MEXICO S.A.B. DE CV ADR	93114W107	110.000	10/30/2009	04/30/2010	$2,613.50	$1,904.10	$709.40
Total Short Term					**$75,505.72**		**$4,590.83**

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REALIZED GAIN/(LOSS) SUMMARY (continued)

Long Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
ALCON INC	H01301102	30.000	10/30/2009	11/23/2010	$4,807.54	$4,316.10	$491.44
TELKOM PT ADRREPRESENTING 20 ORD	715684106	64.000	10/30/2009	11/18/2010	$2,368.81	$2,182.40	$186.41
TELKOM PT ADRREPRESENTING 20 ORD	715684106	95.000	10/30/2009	11/19/2010	$3,526 54	$3,239.50	$287.04
Total Long Term					**$10,702.89**		**$964.89**
Total Short And Long Term					**$86,208.61**		**$5,555.72**

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

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

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

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

Type or print

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

Name of exempt organization: UNITED PLANKTON CHARITABLE TRUST

Employer identification number: 20-6582607

Number, street, and room or suite no. If a P.O. box, see instructions.
11400 W. OLYMPIC BLVD., NO. 590

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
LOS ANGELES, CA 90064

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

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

- The books are in the care of ▶ PERRY & NEIDORF, LLP 11400 W. OLYMPIC BLVD., #590 - LOS ANGELES, CA 90064
Telephone No. ▶ 310 481 5000 FAX No. ▶ 310 481 5002
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

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

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 1,810.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 1,160.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 650.

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