



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



Form **990-PF**

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

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , 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 B K SIMON FAMILY CHARITABLE FDN-TR		A Employer identification number 20-6817430
Number and street (or P O box number if mail is not delivered to street address) BNY Mellon, N A - P O Box 185		B Telephone number (see page 10 of the instructions) (412) 234-1584
City or town, state, and ZIP code Pittsburgh PA 15230-0185		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 15,841,834		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	373,191	375,296		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	623,106			
	b Gross sales price for all assets on line 6a	10,877,601			
	7 Capital gain net of cost (attach schedule in Part IV, line 4)		623,106		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	9,808	8,973	0		
12 Total. Add lines 1 through 11	1,006,105	1,007,375	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	42,487	25,492		16,995
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	0	0	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	3,673	3,673	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,025	93	0	932
	24 Total operating and administrative expenses. Add lines 13 through 23	47,185	29,258	0	17,927
	25 Contributions, gifts, grants paid	1,882,500			1,882,500
26 Total expenses and disbursements Add lines 24 and 25	1,929,685	29,258	0	1,900,427	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-923,580				
b Net investment income (if negative, enter -0-)		978,117			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2010)

(HTA)

SCANNED NOV 15 2011

POSTMARK RECEIVED
1 10 5 2011
1 10 4 2011
CINCINNATI SERVICE CENTER

P qne

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 (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		8,702	8,702
	2	Savings and temporary cash investments	1,304,782	220,229	220,229
	3	Accounts receivable	0		
		Less allowance for doubtful accounts	0	0	0
	4	Pledges receivable	0		
		Less allowance for doubtful accounts	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule)	0		
		Less allowance for doubtful accounts	0	0	0
	8	Inventories for sale or use		0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	0	0
	c	Investments—corporate bonds (attach schedule)	0	0	0
	11	Investments—land, buildings, and equipment basis	0		
	Less accumulated depreciation (attach schedule)	0	0	0	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	13,779,826	13,923,161	15,612,903	
14	Land, buildings, and equipment basis	0			
	Less accumulated depreciation (attach schedule)	0	0	0	
15	Other assets (describe)	0	0	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	15,084,608	14,152,092	15,841,834	
Liabilities	17	Accounts payable and accrued expenses		0	
	18	Grants payable			
	19	Deferred revenue		0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe)	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	15,084,608	14,152,092	
	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)	15,084,608	14,152,092		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	15,084,608	14,152,092		

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	15,084,608
2	Enter amount from Part I, line 27a	2	-923,580
3	Other increases not included in line 2 (itemize)	3	0
4	Add lines 1, 2, and 3	4	14,161,028
5	Decreases not included in line 2 (itemize) PARTNERSHIP ADJUSTMENT	5	8,936
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	14,152,092

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 Attached Statement				
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	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a	0	0		0
b	0	0		0
c	0	0		0
d	0	0		0
e	0	0		0
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	623,106
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	0

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	1,423,293	13,856,384	0.102717
2008	2,525,661	18,552,516	0.136136
2007	1,396,538	22,268,461	0.062714
2006	164,555	19,397,635	0.008483
2005			0.000000
2 Total of line 1, column (d)			2 0.310050
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 0.077513
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 15,048,344
5 Multiply line 4 by line 3			5 1,166,442
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,781
7 Add lines 5 and 6			7 1,176,223
8 Enter qualifying distributions from Part XII, line 4 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.			8 1,900,427

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

1	a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
	b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	9,781
	c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	9,781
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	9,781
6	Credits/Payments		
	a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,073
	b Exempt foreign organizations—tax withheld at source	6b	
	c Tax paid with application for extension of time to file (Form 8868)	6c	10,000
	d Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	12,073
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,292
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 2,292 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ BNY MELLON, N A Telephone no ▶ (412) 234-1584 Located at ▶ P.O. BOX 185, PITTSBURGH, PA ZIP+4 ▶ 15230-0185			
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			<input type="checkbox"/>
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? 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 ▶		Yes	No X

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

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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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? Yes No **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? Yes No **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BNY Mellon, N.A. PO Box 185 Pittsburgh PA 15230	Trustee See Attached	56,955	None	None
BNY Mellon, N.A. PO Box 185 Pittsburgh PA 15230	Fee Reimbursement	-14,468	N/A	N/A
		00	0	0
		00	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				

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		0
.....		0
.....		0
.....		0
.....		0
.....		0
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		
3 All other program-related investments See page 24 of the instructions		
Total. Add lines 1 through 3		NONE

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	14,367,040
b	Average of monthly cash balances	1b	910,467
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	15,277,507
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	15,277,507
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	229,163
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,048,344
6	Minimum investment return. Enter 5% of line 5	6	752,417

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	752,417
2a	Tax on investment income for 2010 from Part VI, line 5	2a	9,781
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	9,781
3	Distributable amount before adjustments Subtract line 2c from line 1	3	742,636
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	742,636
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	742,636

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	1,900,427
b	Program-related investments—total from Part IX-B	1b	NONE
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	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,900,427
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	9,781
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,890,646

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				742,636
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0	
b Total for prior years 20 ____, 20 ____, 20 ____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	1,244,797			
e From 2009	737,528			
f Total of lines 3a through e	1,982,325			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 1,900,427				
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2010 distributable amount				742,636
e Remaining amount distributed out of corpus	1,157,791			
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	3,140,116			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	3,140,116			
10 Analysis of line 9				
a Excess from 2006		0		
b Excess from 2007		0		
c Excess from 2008		1,244,797		
d Excess from 2009		737,528		
e Excess from 2010		1,157,791		

Part XIV Private Operating Foundations (see page 27 of the 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)

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

	Tax year				(e) Total
	(a) 2010	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

NONE

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

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 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

Daniel W Pfaff, One Mellon Center, Room 3725, Pittsburgh, PA 15258-0001, Telephone (412) 234-1584

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

Provided Upon Initial Contact

c Any submission deadlines

Provided Upon Initial Contact

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

Provided Upon Initial Contact

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total				▶ 3a 1,882,500
b <i>Approved for future payment</i> NONE				
Total				▶ 3b NONE

TAX MARKET VALUE DETAIL REPORT FOR PF50 TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
10265401370	B. K. SIMON FAM		CASH	0.00	8,702.49	8,702.49
10265401370	B. K. SIMON FAM G1151C101		ACCENTURE PLC-CL A	1,580.00	76,614.20	63,651.25
10265401370	B. K. SIMON FAM G2554F105		COVDIEN PLC	1,660.00	75,795.60	65,630.70
10265401370	B. K. SIMON FAM G491BT108		INVESCO LTD	3,580.00	86,134.80	77,328.00
10265401370	B. K. SIMON FAM H0023R105		ACE LTD	990.00	61,627.50	52,836.30
10265401370	B. K. SIMON FAM 001055102		AFLAC INC	1,590.00	89,723.70	76,033.80
10265401370	B. K. SIMON FAM 00206RAQ5		AT&T INC	100,000.00	108,141.00	100,100.00
10265401370	B. K. SIMON FAM 00206R102		AT & T INC	2,580.00	75,800.40	69,806.62
10265401370	B. K. SIMON FAM 00846U101		AGILENT TECHNOLOGIES INC	1,790.00	74,159.70	67,504.01
10265401370	B. K. SIMON FAM 009158106		AIR PRODS & CHEMS INC	930.00	84,583.50	65,853.30
10265401370	B. K. SIMON FAM 025816109		AMERICAN EXPRESS CO	1,710.00	73,393.20	72,042.30
10265401370	B. K. SIMON FAM 031162100		AMGEN INC	920.00	50,508.00	50,341.21
10265401370	B. K. SIMON FAM 037833100		APPLE INC	720.00	232,243.20	120,877.94
10265401370	B. K. SIMON FAM 054303102		AVON PRODUCTS INC	2,220.00	64,513.20	62,892.60
10265401370	B. K. SIMON FAM 05569M616		BNY MELLON MONEY MARKET FUND	220,228.62	220,228.62	220,228.62
10265401370	B. K. SIMON FAM 05569M814		BNY MELLON INTERMEDIATE BOND	93,125.38	1,203,180.03	1,210,000.00
10265401370	B. K. SIMON FAM 05569M830		BNY MELLON BOND FD CL M	95,424.53	1,250,061.46	1,261,734.29
10265401370	B. K. SIMON FAM 071813109		BAXTER INTERNATIONAL INC	1,480.00	74,917.60	65,277.77
10265401370	B. K. SIMON FAM 14149Y108		CARDINAL HEALTH INC	1,730.00	66,276.30	59,840.70
10265401370	B. K. SIMON FAM 143658300		CARNIVAL CORP	2,030.00	93,603.30	78,621.90
10265401370	B. K. SIMON FAM 14912L4F5		CATERPILLAR FINANACIA 6.125%	100,000.00	112,424.00	100,668.00

UREPORT ID: CPGBTXM3

DATE: 01/12/2011

PAGE: 227

TAX MARKET VALUE DETAIL REPORT FOR PF50 TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
10265401370	B. K. SIMON FAM 149123101		CATERPILLAR INC	1,100.00	103,026.00	72,435.00
10265401370	B. K. SIMON FAM 150870103		CELANESE CORP -SER A	1,580.00	65,048.60	46,752.20
10265401370	B. K. SIMON FAM 166764100		CHEVRON CORPORATION	820.00	74,825.00	64,361.80
10265401370	B. K. SIMON FAM 17275RAC6		CISCO SYSTEMS INC	100,000.00	114,111.00	104,393.00
10265401370	B. K. SIMON FAM 172967101		CITIGROUP INC	24,650.00	116,594.50	100,079.60
10265401370	B. K. SIMON FAM 191216100		COCA - COLA CO	1,320.00	86,816.40	78,368.57
10265401370	B. K. SIMON FAM 22160K105		COSTCO WHSL CORP NEW	830.00	59,934.30	47,431.55
10265401370	B. K. SIMON FAM 244199105		DEERE & CO	890.00	73,914.50	52,910.50
10265401370	B. K. SIMON FAM 25243YAL3		DIAGEO CAPITAL PLC	100,000.00	107,841.00	103,036.00
10265401370	B. K. SIMON FAM 254687106		WALT DISNEY CO/THE	2,670.00	100,151.70	92,835.90
10265401370	B. K. SIMON FAM 261986632		DREYFUS DIVERSIFIED INTL-I	53,852.04	560,599.75	485,000.00
10265401370	B. K. SIMON FAM 26200C403		DREYFUS OPPORTUNISTIC SMALL	15,665.47	472,470.70	407,580.88

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
10265401370	B. K. SIMON FAM 26200Q204		DREYFUS SMALL CAP STOCK INDE	21,808.33	445,326.12	433,338.00
10265401370	B. K. SIMON FAM 278058102		EATON CORP	700.00	71,057.00	52,941.00
10265401370	B. K. SIMON FAM 291011104		EMERSON ELECTRIC CO	1,540.00	88,041.80	76,969.20
10265401370	B. K. SIMON FAM 30231G102		EXXON MOBIL CORP	2,950.00	215,704.00	114,360.26
10265401370	B. K. SIMON FAM 35671D857		FREEMPORT MCMORAN COPPER & GO	588.00	70,612.92	41,324.64
10265401370	B. K. SIMON FAM 369604103		GENERAL ELECTRIC COMPANY	4,200.00	76,818.00	114,366.00
10265401370	B. K. SIMON FAM 36962GY40		GENERAL ELEC CAP 5.375%	100,000.00	108,478.00	94,942.00
10265401370	B. K. SIMON FAM 38259P508		GOOGLE INC - CL A	217.00	128,891.49	96,400.63
10265401370	B. K. SIMON FAM 406216101		HALLIBURTON CO	1,723.00	70,350.09	50,642.14
10265401370	B. K. SIMON FAM 428236103		HEWLETT PACKARD CO	1,770.00	74,517.00	77,601.95
10265401370	B. K. SIMON FAM 437076102		HOME DEPOT INC	2,290.00	80,287.40	48,064.04
10265401370	B. K. SIMON FAM 438516106		HONEYWELL INTL INC	1,450.00	77,082.00	62,013.75
10265401370	B. K. SIMON FAM 458140100		INTEL CORP	4,020.00	84,540.60	86,777.54
10265401370	B. K. SIMON FAM 459200101		INTERNATIONAL BUSINESS MACHI	921.00	135,165.96	106,963.54
10265401370	B. K. SIMON FAM 459902102		INTERNATIONAL GAME TECHNOLOG	3,200.00	56,608.00	67,616.00
10265401370	B. K. SIMON FAM 464287176		ISHARES BARCLAYS TIPS BOND F	10,000.00	1,075,200.00	1,002,334.38
10265401370	B. K. SIMON FAM 464287234		ISHARES MSCI EMERGING MKTS I	12,150.00	578,850.30	397,703.12
10265401370	B. K. SIMON FAM 464287499		ISHARES RUSSELL MIDCAP INDEX	6,500.00	661,375.00	593,247.00
10265401370	B. K. SIMON FAM 464287655		ISHARES RUSSELL 2000 INDEX F	7,500.00	586,800.00	526,109.14
10265401370	B. K. SIMON FAM 46625H100		JPMORGAN CHASE & CO	2,690.00	114,109.80	83,780.35
10265401370	B. K. SIMON FAM 478366107		JOHNSON CTLS INC	2,690.00	102,758.00	84,519.80
10265401370	B. K. SIMON FAM 48203R104		JUNIPER NETWORKS INC	2,370.00	87,500.40	62,895.00
10265401370	B. K. SIMON FAM 50075N104		KRAFT FOODS INC CL A	2,760.00	86,967.60	83,121.51
10265401370	B. K. SIMON FAM 58933Y105		MERCK & CO INC	1,489.00	53,663.56	36,744.21
10265401370	B. K. SIMON FAM 594918104		MICROSOFT CORPORATION	1,939.00	54,117.49	53,417.76
10265401370	B. K. SIMON FAM 617446448		MORGAN STANLEY	2,710.00	73,739.10	72,919.13
10265401370	B. K. SIMON FAM 674599105		OCCIDENTAL PETROLEUM CORP	620.00	60,822.00	34,425.01
10265401370	B. K. SIMON FAM 693475105		PNC FINANCIAL SERVICES GROUP	840.00	51,004.80	56,053.20
10265401370	B. K. SIMON FAM 712223106		DREYFUS MIDCAP INDEX	23,769.96	662,706.74	583,965.03
10265401370	B. K. SIMON FAM 713448108		PEPSICO INC	1,330.00	86,888.90	79,878.06
10265401370	B. K. SIMON FAM 717081103		PFIZER INC	5,980.00	104,709.80	94,389.21
10265401370	B. K. SIMON FAM 718172109		PHILIP MORRIS INTERNAT-W/I	1,420.00	83,112.60	63,761.05
10265401370	B. K. SIMON FAM 726505100		PLAINS EXPLORATION & PR-W/I	1,890.00	60,744.60	47,098.80
10265401370	B. K. SIMON FAM 742718109		PROCTER & GAMBLE CO	860.00	55,323.80	50,929.20
10265401370	B. K. SIMON FAM 74733V100		QEP RESOURCES INC	1,550.00	56,280.50	48,246.15
10265401370	B. K. SIMON FAM 748356102		QUESTAR CORP	3,720.00	64,765.20	56,958.23

OREPORT ID: CPGBTXMS3

DATE: 01/12/2011

PAGE: 228

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
10265401370	B. K. SIMON FAM 779376102		ROVI CORP	1,250.00	77,512.50	61,338.62
10265401370	B. K. SIMON FAM 794661302		SALESFORCE.COM INC	670.00	88,440.00	62,521.37
10265401370	B. K. SIMON FAM 806857108		SCHLUMBERGER LTD	870.00	72,645.00	57,959.40
10265401370	B. K. SIMON FAM 816851109		SEMPRA ENERGY	1,320.00	69,273.60	62,554.80
10265401370	B. K. SIMON FAM 845467109		SOUTHWESTERN ENERGY CO	1,900.00	71,117.00	69,666.30
10265401370	B. K. SIMON FAM 857477103		STATE STREET CORP	1,420.00	65,802.80	59,313.40
10265401370	B. K. SIMON FAM 86271F768		DREYFUS PRE STRAT INTER ST-I	68,919.46	944,196.62	837,181.54
10265401370	B. K. SIMON FAM 874039100		TAIWAN SEMICONDUCTOR MFG CO	5,640.00	70,725.60	59,033.31
10265401370	B. K. SIMON FAM 87612E106		TARGET CORP	1,270.00	76,365.10	51,177.82
10265401370	B. K. SIMON FAM 88076W103		TERADATA CORPORATION	1,620.00	66,679.20	50,827.77
10265401370	B. K. SIMON FAM 902973304		US BANCORP	2,670.00	72,009.90	69,847.20
10265401370	B. K. SIMON FAM 907818108		UNION PAC CORP	890.00	82,467.40	66,785.60
10265401370	B. K. SIMON FAM 913017109		UNITED TECHNOLOGIES CORP	1,130.00	88,953.60	81,947.60
10265401370	B. K. SIMON FAM 91913Y100		VALERO ENERGY CORP NEW	3,450.00	79,764.00	72,518.00
10265401370	B. K. SIMON FAM 92204Z858		VANGUARD EMERGING MARKETS ET	15,450.00	743,855.70	756,668.42
10265401370	B. K. SIMON FAM 92343V104		VERIZON COMMUNICATIONS INC	1,120.00	40,073.60	29,935.26
10265401370	B. K. SIMON FAM 92344GAW6		VERIZON GLOBAL FDG COR 4.9%	100,000.00	109,816.00	99,331.00
10265401370	B. K. SIMON FAM 931142103		WAL MART STORES INC	820.00	44,222.60	43,148.40
10265401370	B. K. SIMON FAM 942683103		WATSON PHARMACEUTICALS INC	1,390.00	71,793.50	66,574.70
10265401370	B. K. SIMON FAM 949746101		WELLS FARGO & COMPANY	3,000.00	92,970.00	97,905.10
10265401370	B. K. SIMON FAM 988498101		YUM! BRANDS INC	1,440.00	70,632.00	59,385.60
10265401370	B. K. SIMON FAM 98956P102		ZIMMER HOLDINGS INC	1,290.00	69,247.20	69,958.86
10265401370	B. K. SIMON FAM 99A903337		N T I GROTECH III LP	150,000.00	270.00	9,364.67
10265401370	B. K. SIMON FAM 9989AJ904		FIRST CAP HOUSING PART V LP	1.00	10,114.96	15,174.95

TOTAL FOR ACCT#10265401370 15,841,833.70 14,152,092.52

**Attachment to Form 990-PF Part VIII, Column (b) Title and average hours
per week devoted to position**

As Trustee, BNY Mellon, N.A. provides administrative services such as acting as investment manager for the named organization. These services require numerous individual bank employees' involvement in the activities of the organization and thus cannot be quantified on an hourly basis. Therefore, the Trustee's fees are not based upon an hourly basis but are calculated based upon factors such as the market value of the account and in accordance with our agreement with the client.

B K SIMON FAMILY CHARITABLE FDN-TR

20-6817430 Page 1 of 5

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name Institute For Justice			
Street 901 N Glebe Road, Suite 900			
City Arlington	State VA	Zip Code 22203	Foreign Country
Relationship None	Foundation Status Public		
Purpose of grant/contribution Charitable-General			Amount 100,000
Name Baptist Homes Foundation			
Street 489 Castle Shannon Blvd			
City Pittsburgh	State PA	Zip Code 15234	Foreign Country
Relationship None	Foundation Status Public		
Purpose of grant/contribution Charitable-General			Amount 80,000
Name Diocese of Washington-Mt St Albany			
Street Bishop John T Walker School			
City Washington	State DC	Zip Code 20016-5094	Foreign Country
Relationship None	Foundation Status Public		
Purpose of grant/contribution Charitable-General			Amount 30,000
Name Media Research Center			
Street 325 South Patrick St			
City Alexandria	State VA	Zip Code 22314-358	Foreign Country
Relationship None	Foundation Status Public		
Purpose of grant/contribution Charitable-General			Amount 25,000
Name Fisher House Foundation			
Street 1401 Rockville Pike Suite 600			
City Rockville	State MD	Zip Code 20852	Foreign Country
Relationship None	Foundation Status Public		
Purpose of grant/contribution Charitable-General			Amount 10,000
Name The Heritage Foundation			
Street 214 Massachusetts Ave NE			
City Washington	State DC	Zip Code 20002-4999	Foreign Country
Relationship None	Foundation Status Public		
Purpose of grant/contribution Charitable-General			Amount 100,000

B K SIMON FAMILY CHARITABLE FDN-TR

20-6817430 Page 2 of 5

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name Robert Morris University				
Street 6001 University Blvd				
City Moon Township	State PA	Zip Code 15108-1189	Foreign Country	
Relationship None	Foundation Status Public			
Purpose of grant/contribution Charitable-General				Amount 16,000
Name Library Foundation of Los Angeles				
Street 630 W Fifth Street				
City Los Angeles	State CA	Zip Code 90071	Foreign Country	
Relationship None	Foundation Status Public			
Purpose of grant/contribution Charitable-General				Amount 25,000
Name Carnegie Mellon University				
Street 6 PPG Place, 14th FL				
City Pittsburgh	State PA	Zip Code 15222	Foreign Country	
Relationship None	Foundation Status Public			
Purpose of grant/contribution Charitable-General				Amount 200,000
Name University of Pittsburgh				
Street 200 S Craig St , 5th FL Craig Hall				
City Pittsburgh	State PA	Zip Code 15260	Foreign Country	
Relationship None	Foundation Status Public			
Purpose of grant/contribution Charitable-General				Amount 200,000
Name University of Pittsburgh School of Nursing				
Street 3500 Victoria Street, Room 218				
City Pittsburgh	State PA	Zip Code 15261	Foreign Country	
Relationship None	Foundation Status Public			
Purpose of grant/contribution Charitable-General				Amount 100,000
Name Stanford Law School				
Street 559 Nathan Abbott Way				
City Stanford	State CA	Zip Code 94305-8610	Foreign Country	
Relationship None	Foundation Status Public			
Purpose of grant/contribution Charitable-General				Amount 10,000

B K SIMON FAMILY CHARITABLE FDN-TR

20-6817430 Page 3 of 5

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name French Hospital Medical Center			
Street Foundation for Hybrid Surgical Suite			
City San Luis Obispo	State CA	Zip Code 93401	Foreign Country
Relationship None	Foundation Status Public		
Purpose of grant/contribution Charitable-General			Amount 15,000
Name University of Miami - Arts and Sciences Scholarship			
Street 1252 Memorial Drive			
City Coral Gables	State FL	Zip Code 33146	Foreign Country
Relationship None	Foundation Status Public		
Purpose of grant/contribution Charitable-General			Amount 20,000
Name Robert Morris University School of Nursing			
Street 6001 University Blvd			
City Moon Township	State PA	Zip Code 15108-1189	Foreign Country
Relationship None	Foundation Status Public		
Purpose of grant/contribution Charitable-General			Amount 100,000
Name Allegheny Conference on Community Development			
Street 425 Sxith Avenue, Suite 1100			
City Pittsburgh	State PA	Zip Code 15219-1811	Foreign Country
Relationship None	Foundation Status Public		
Purpose of grant/contribution Charitable-General			Amount 200,000
Name The Children's Institute			
Street 1405 Shady Avenue			
City Pittsburgh	State PA	Zip Code 15217	Foreign Country
Relationship None	Foundation Status Public		
Purpose of grant/contribution Charitable-General			Amount 100,000
Name Catholic Charities - Diocese of Pittsburgh			
Street 212 Ninth Street			
City Pittsburgh	State PA	Zip Code 15222	Foreign Country
Relationship None	Foundation Status Public		
Purpose of grant/contribution Charitable-General			Amount 120,000

B K SIMON FAMILY CHARITABLE FDN-TR

20-6817430 Page 4 of 5

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
Dormont Public Library				
Street				
2950 West Liberty Ave				
City		State	Zip Code	Foreign Country
Pittsburgh		PA	15216	
Relationship		Foundation Status		
None		Public		
Purpose of grant/contribution				Amount
Charitable-General				40,000

Name				
Braddock Library				
Street				
419 Library Street				
City		State	Zip Code	Foreign Country
Braddock		PA	15104	
Relationship		Foundation Status		
None		Public		
Purpose of grant/contribution				Amount
Charitable-General				40,000

Name				
The Jacquelyn Palchak Cancer Fund				
Street				
PO Box 1614				
City		State	Zip Code	Foreign Country
Pismo Beach		CA	93448	
Relationship		Foundation Status		
None		Public		
Purpose of grant/contribution				Amount
Charitable-General				5,000

Name				
The Hill School				
Street				
130 South Madison Street				
City		State	Zip Code	Foreign Country
Middleburg		VA	20118-0065	
Relationship		Foundation Status		
None		Public		
Purpose of grant/contribution				Amount
Charitable-General				20,000

Name				
Piedmont Environmental Council				
Street				
45 Horner Street				
City		State	Zip Code	Foreign Country
Warrenton		VA	20186	
Relationship		Foundation Status		
None		Public		
Purpose of grant/contribution				Amount
Charitable-General				2,500

Name				
American Red Cross - Haiti Disaster Relief				
Street				
Box 4002018				
City		State	Zip Code	Foreign Country
Des Moines		IA	50340-2018	
Relationship		Foundation Status		
None		Public		
Purpose of grant/contribution				Amount
Charitable-General				4,000

B K SIMON FAMILY CHARITABLE FDN-TR

20-6817430 Page 5 of 5

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Children's Hospital - Los Angeles

Street

4650 Sunset Blvd

City

Los Angeles

State

CA

Zip Code

90027

Foreign Country

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

Charitable-General

Amount

15,000

Name

Los Ranchos Elementary School

Street

5785 Los Ranchos Road

City

San Luis Obispo

State

CA

Zip Code

93401

Foreign Country

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

Charitable-General

Amount

5,000

Name

Western Pennsylvania Conservancy

Street

800 Waterfront Drive

City

Pittsburgh

State

PA

Zip Code

15222

Foreign Country

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

Charitable-General

Amount

300,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
									Gross Sales Price	Cost or Other Basis			
									Amount		58,075	0	
									Long Term CG Distributions		0	0	
									Short Term CG Distributions		0	0	
1	X	AFLAC INC	001055102			5/14/2010		11/5/2010	14,919	12,433	2,486		
2	X	AOL INC	00184X105			12/4/2008		1/4/2010	3,852	2,614	1,238		
3	X	AT & T INC	00206R102			2/7/2007		5/14/2010	73,672	105,892	-32,220		
4	X	AT & T INC	00206R102			2/7/2007		10/29/2010	15,406	19,994	-4,588		
5	X	AT & T INC	00206R102			2/7/2007		11/5/2010	14,570	18,513	-3,943		
6	X	AT & T INC	00206R102			2/7/2007		11/11/2010	13,832	17,772	-3,940		
7	X	ABBOTT LABORATORIES	002824100			7/21/2010		11/5/2010	11,650	11,263	387		
8	X	ABBOTT LABORATORIES	002824100			5/14/2010		12/8/2010	64,176	66,985	-2,809		
9	X	ABBOTT LABORATORIES	002824100			7/21/2010		12/8/2010	2,790	2,938	-148		
10	X	AIR PRODS & CHEMS INC	009158106			5/14/2010		11/5/2010	12,973	10,622	2,351		
11	X	ALLERGAN INC	018490102			5/14/2010		7/7/2010	12,509	12,474	35		
12	X	ALLERGAN INC	018490102			5/14/2010		10/13/2010	26,627	24,324	2,303		
13	X	ALLERGAN INC	018490102			5/14/2010		10/18/2010	64,006	55,509	8,497		
14	X	ALLIANCE DATA SYS CORP	018581108			5/28/2008		5/14/2010	7,216	5,678	1,538		
15	X	ALLIANCE DATA SYS CORP	018581108			5/28/2008		5/14/2010	23,547	18,401	5,146		
16	X	ALLIANCE DATA SYS CORP	018581108			5/29/2008		5/14/2010	26,206	20,953	5,253		
17	X	ALLIANCE DATA SYS CORP	018581108			7/23/2008		5/14/2010	27,345	22,711	4,634		
18	X	AMERICAN EXPRESS CO	025816109			5/14/2010		11/5/2010	12,334	11,796	538		
19	X	AMERIPRISE FINANCIAL INC	03076C106			1/21/2009		5/14/2010	57,215	24,535	32,680		
20	X	AMGEN INC	031162100			10/29/2008		2/12/2010	24,231	25,860	-1,629		
21	X	AMGEN INC	031162100			10/28/2008		5/14/2010	5,635	5,832	-197		
22	X	AMGEN INC	031162100			10/28/2008		5/14/2010	20,664	21,580	-916		
23	X	AMGEN INC	031162100			4/24/2009		5/14/2010	35,185	31,207	3,978		
24	X	AMGEN INC	031162100			4/24/2009		5/14/2010	6,702	5,856	846		
25	X	AMGEN INC	031162100			8/12/2010		11/5/2010	8,835	8,755	80		
26	X	AMYLIN PHARMACEUTICALS	032346108			5/6/2010		5/14/2010	36,967	38,792	-1,825		
27	X	APACHE CORP	037411105			2/7/2007		5/14/2010	128,557	92,765	35,792		
28	X	APPLE INC	037833100			7/8/2008		1/21/2010	62,981	53,442	9,539		
29	X	APPLE INC	037833100			4/23/2010		5/14/2010	6,890	7,307	-417		
30	X	APPLE INC	037833100			4/23/2010		11/5/2010	25,434	21,649	3,785		
31	X	APPLE INC	037833100			7/8/2008		11/5/2010	12,081	6,725	5,356		
32	X	AUTOLIV INC	052800109			5/28/2009		5/14/2010	26,807	13,739	13,068		
33	X	AUTOLIV INC	052800109			5/29/2009		5/14/2010	25,290	13,730	11,560		
34	X	AUTOLIV INC	052800109			6/10/2009		5/14/2010	27,313	16,963	10,350		
35	X	AVON PRODUCTS INC	054303102			5/14/2010		11/5/2010	10,653	10,199	454		
36	X	BANK OF AMERICA CORP	060505104			5/14/2010		5/14/2010	69,846	56,756	13,090		
37	X	BANK OF AMERICA CORP	060505104			5/21/2009		5/14/2010	41,841	28,918	12,923		
38	X	BANK OF AMERICA CORP	060505104			6/15/2009		5/14/2010	10,335	8,235	2,100		
39	X	BANK OF AMERICA CORP	060505104			6/15/2009		5/14/2010	21,004	17,009	3,995		
40	X	BANK OF AMERICA CORP	060505104			6/15/2009		5/14/2010	7,668	6,226	1,442		
41	X	BANK OF AMERICA CORP	060505104			5/6/2010		5/14/2010	33,673	32,787	886		
42	X	BAXTER INTERNATIONAL INC	071813109			7/23/2010		11/5/2010	12,299	10,586	1,713		
43	X	BLACKROCK INC	09247X101			4/24/2009		5/14/2010	42,894	37,584	5,310		
44	X	CIGNA CORP	125509109			6/19/2009		5/14/2010	3,364	2,482	882		
45	X	CIGNA CORP	125509109			6/19/2009		5/14/2010	22,875	16,970	5,905		
46	X	CIGNA CORP	125509109			6/22/2009		5/14/2010	19,847	14,402	5,445		
47	X	CVS CAREMARK CORP	126650100			10/30/2007		18/2010	7,468	9,118	-1,650		
48	X	CVS CAREMARK CORP	126650100			10/30/2007		18/2010	17,985	21,966	-3,981		
49	X	CVS CAREMARK CORP	126650100			4/25/2007		11/1/2010	5,750	6,218	-468		
50	X	CVS CAREMARK CORP	126650100			4/24/2007		1/11/2010	12,528	13,590	-1,062		

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss																											
															Totals																										
<table border="0" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:100px;">Long Term CG Distributions</td> <td style="width:100px;">Amount</td> <td style="width:100px;">58,075</td> <td style="width:100px;">0</td> <td style="width:100px;">0</td> <td style="width:100px;">0</td> <td style="width:100px;">0</td> <td style="width:100px;">0</td> <td style="width:100px;">0</td> <td style="width:100px;">0</td> <td style="width:100px;">0</td> <td style="width:100px;">0</td> <td style="width:100px;">0</td> <td style="width:100px;">0</td> </tr> <tr> <td>Short Term CG Distributions</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </table>														Long Term CG Distributions	Amount	58,075	0	0	0	0	0	0	0	0	0	0	0	Short Term CG Distributions													
Long Term CG Distributions	Amount	58,075	0	0	0	0	0	0	0	0	0	0	0																												
Short Term CG Distributions																																									
51	X	CVS CAREMARK CORP	126650100			10/30/2007		1/11/2010	17,608	21,552				-3,944																											
52	X	CVS CAREMARK CORP	126650100			4/25/2007		1/11/2010	6,772	7,316				-544																											
53	X	CVS CAREMARK CORP	126650100			4/24/2007		5/14/2010	34,560	34,566				-6																											
54	X	CVS CAREMARK CORP	126650100			4/25/2007		5/14/2010	65,847	66,207				-360																											
55	X	CAPITAL ONE FINANCIAL CO	14040H105			1/19/2010		5/14/2010	37,263	36,758				505																											
56	X	CAPITAL ONE FINANCIAL CO	14040H105			1/19/2010		5/14/2010	21,665	21,150				515																											
57	X	CARDINAL HEALTH INC	14149Y108			5/14/2010		11/5/2010	9,848	9,685				163																											
58	X	CARNIVAL CORP	143658300			5/14/2010		11/5/2010	14,692	12,781				1,911																											
59	X	CATERPILLAR INC	149123101			5/14/2010		11/5/2010	15,834	12,512				3,322																											
60	X	CELANESE CORP -SER A	150870103			5/14/2010		11/5/2010	10,112	7,693				2,419																											
61	X	CHEVRON CORPORATION	166764100			5/14/2010		6/18/2010	52,797	54,943				-2,146																											
62	X	CHEVRON CORPORATION	166764100			5/14/2010		11/5/2010	10,949	10,204				745																											
63	X	CHUBB CORP	171232101			2/7/2007		5/14/2010	21,709	22,159				-450																											
64	X	CHUBB CORP	171232101			11/21/2007		5/14/2010	16,024	16,141				-117																											
65	X	CHUBB CORP	171232101			11/21/2008		5/14/2010	26,878	27,097				-219																											
66	X	CHUBB CORP	171232101			7/18/2008		5/14/2010	6,203	5,102				1,101																											
67	X	CISCO SYSTEMS INC	17275R102			11/21/2008		3/3/2010	11,065	9,741				1,324																											
68	X	CISCO SYSTEMS INC	17275R102			7/18/2008		3/3/2010	22,144	19,483				2,661																											
69	X	CISCO SYSTEMS INC	17275R102			7/16/2008		5/14/2010	30,455	26,193				4,262																											
70	X	CISCO SYSTEMS INC	17275R102			3/17/2006		5/14/2010	1,007	864				143																											
71	X	CISCO SYSTEMS INC	17275R102			3/17/2006		5/25/2010	53,898	50,736				3,162																											
72	X	CISCO SYSTEMS INC	17275R102			3/17/2006		5/27/2010	48,282	44,907				3,375																											
73	X	CISCO SYSTEMS INC	17275R102			2/23/2009		5/27/2010	6,035	3,969				2,066																											
74	X	CITIGROUP INC	172967101			8/5/2010		11/5/2010	16,728	15,450				1,278																											
75	X	COCA COLA CO	191216100			10/26/2010		11/5/2010	13,700	13,492				208																											
76	X	COCA COLA ENTERPRISES IN	191219104			6/15/2007		5/6/2010	43,982	39,176				4,806																											
77	X	COCA COLA ENTERPRISES IN	191219104			6/18/2007		5/6/2010	2,587	2,302				285																											
78	X	COCA COLA ENTERPRISES IN	191219104			6/20/2007		5/6/2010	27,424	24,836				2,588																											
79	X	COLGATE-PALMOLIVE CO	194162103			5/14/2010		9/30/2010	54,758	59,150				-4,392																											
80	X	CONOCOPHILLIPS	20825C104			3/17/2006		5/14/2010	112,918	122,517				-9,599																											
81	X	CORNING INC	219350105			5/14/2010		8/6/2010	75,034	73,811				1,223																											
82	X	COSTCO WHSL CORP NEW	22160K105			5/14/2010		8/27/2010	28,113	28,785				-672																											
83	X	COSTCO WHSL CORP NEW	22160K105			5/14/2010		11/5/2010	8,489	7,484				1,005																											
84	X	CUMMINS INC	231021106			5/12/2009		5/14/2010	68,844	32,084				36,760																											
85	X	CUMMINS INC	231021106			5/12/2009		5/14/2010	20,507	9,533				10,974																											
86	X	CUMMINS INC	231021106			5/12/2009		5/14/2010	17,358	8,091				9,267																											
87	X	CUMMINS INC	231021106			5/12/2009		5/14/2010	2,417	1,128				1,289																											
88	X	DANAHER CORP	235851102			3/17/2006		5/14/2010	54,853	41,207				13,646																											
89	X	DEERE & CO	244199105			5/14/2010		11/5/2010	11,044	8,323				2,721																											
90	X	WALT DISNEY CO/THE	254687106			10/7/2009		11/5/2010	16,311	15,299				1,012																											
91	X	DREYFUS PREM S/C EQUITY	26201F835			12/14/2009		5/17/2010	370,007	325,000				45,007																											
92	X	DREYFUS PREM S/C EQUITY	26201F835			12/14/2009		5/17/2010	1,024	925				99																											
93	X	DREYFUS PREM S/C EQUITY	26201F835			3/23/2010		5/17/2010	22	22				0																											
94	X	DU PONT (E I) DE NEMOURS	263534109			4/14/2009		5/14/2010	20,315	14,098				6,217																											
95	X	DU PONT (E I) DE NEMOURS	263534109			4/14/2009		5/14/2010	10,732	7,464				3,268																											
96	X	DU PONT (E I) DE NEMOURS	263534109			4/14/2009		5/14/2010	12,649	8,847				3,802																											
97	X	DU PONT (E I) DE NEMOURS	268648102			7/16/2009		5/14/2010	9,527	7,011				2,516																											
98	X	E M C CORP MASS	268648102			7/16/2009		5/14/2010	11,395	8,388				3,007																											
99	X	E M C CORP MASS	268648102			7/17/2009		5/14/2010	24,097	17,693				6,404																											
100	X	E M C CORP MASS	268648102			7/17/2009		5/14/2010	3,362	2,462				900																											
101	X	E M C CORP MASS	268648102			7/30/2009		5/14/2010	65,192	54,428				10,764																											

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss	Totals	
															Gross Sales	Cost, Other Basis and Expenses
															Securities	
															10,877,601	0
															Other sales	
															10,877,601	0
															Amount	
															58,075	0
															Long Term CG Distributions	
															Short Term CG Distributions	
102	X	E M C CORP MASS	268648102			4/23/2010		5/14/2010	18,680	19,980				-1,300		
103	X	EATON CORP	278058102			5/14/2010		10/26/2010	45,369	39,328				6,041		
104	X	EATON CORP	278058102			5/14/2010		11/5/2010	10,301	8,319				1,982		
105	X	EMERSON ELECTRIC CO	291011104			5/14/2010		11/5/2010	14,830	12,995				1,835		
106	X	EXELON CORP	30161N101			9/17/2006		5/14/2010	70,189	94,288				-24,099		
107	X	EXXON MOBIL CORP	30231G102			7/22/2003		5/14/2010	31,595	17,434				14,161		
108	X	EXXON MOBIL CORP	30231G102			6/18/2010		11/5/2010	34,153	30,980				3,173		
109	X	FEDERAL FARM CRD BK 47	31331X5W8			10/22/2007		8/3/2010	262,228	251,665				10,563		
110	X	FEDEX CORP	31428X106			10/31/2008		5/14/2010	52,439	39,269				13,170		
111	X	FEDEX CORP	31428X106			11/20/2008		5/14/2010	13,110	8,868				4,242		
112	X	FEDEX CORP	31428X106			11/21/2008		5/14/2010	2,622	1,692				930		
113	X	FS NETWORKS INC	315616102			5/27/2010		10/19/2010	70,200	55,660				14,540		
114	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		11/9/2010	5,121	4,058				1,063		
115	X	FIRST HORIZON NATIONAL C	320517105			10/14/2008		11/9/2010	2,468	1,891				577		
116	X	FIRST HORIZON NATIONAL C	320517105			3/2/2009		11/9/2010	1,137	722				415		
117	X	FIRST HORIZON NATIONAL C	320517105			10/14/2008		11/9/2010	6,395	4,910				1,485		
118	X	FIRST HORIZON NATIONAL C	320517105			10/14/2008		11/9/2010	6,381	4,948				1,433		
119	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		11/9/2010	7,390	5,913				1,477		
120	X	FIRST HORIZON NATIONAL C	320517105			10/14/2008		11/9/2010	5,988	4,626				1,362		
121	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		11/9/2010	19,460	15,450				4,010		
122	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		11/9/2010	547	434				113		
123	X	FIRST HORIZON NATIONAL C	320517105			3/2/2009		1/28/2010	11	7				4		
124	X	FRANKLIN RES INC	354613101			1/21/2009		5/14/2010	56,216	26,582				29,634		
125	X	FREEMONT MCMORAN COPP	35671D857			5/14/2010		11/5/2010	9,586	6,466				3,120		
126	X	FRONTIER COMMUNICATION	35906A108			5/14/2010		7/7/2010	1,988	2,090				-102		
127	X	FRONTIER COMMUNICATION	35906A108			5/14/2010		8/24/2010	3	3				0		
128	X	GAP INC	364760108			1/8/2010		5/14/2010	23,961	21,236				2,725		
129	X	GAP INC	364760108			1/8/2010		5/14/2010	1,405	1,240				165		
130	X	GAP INC	364760108			1/11/2010		5/14/2010	22,325	19,828				2,497		
131	X	GAP INC	364760108			1/11/2010		5/14/2010	6,221	5,557				664		
132	X	GAP INC	364760108			1/12/2010		5/14/2010	22,809	19,806				3,003		
133	X	GENERAL ELECTRIC COMPAN	369604103			3/31/2006		5/14/2010	5,744	11,178				-5,434		
134	X	GENERAL ELECTRIC COMPAN	369604103			7/22/2003		5/14/2010	17,411	26,413				-9,002		
135	X	GENERAL ELECTRIC COMPAN	369604103			7/22/2003		11/5/2010	13,645	22,329				-8,684		
136	X	GENERAL ELECTRIC COMPAN	369604103			7/22/2003		11/11/2010	13,872	23,146				-9,274		
137	X	GOOGLE INC - CL A	38259P508			8/21/2009		5/14/2010	509	464				45		
138	X	GOOGLE INC - CL A	38259P508			8/21/2009		7/2/2010	16,216	17,178				-962		
139	X	GOOGLE INC - CL A	38259P508			8/21/2009		11/5/2010	21,845	16,250				5,595		
140	X	HALLIBURTON CO	406216101			2/7/2007		9/22/2010	23,344	21,937				1,407		
141	X	HALLIBURTON CO	406216101			2/7/2007		11/5/2010	8,871	8,300				571		
142	X	HESS CORP	42809H107			3/17/2006		5/14/2010	75,322	62,858				12,464		
143	X	HESS CORP	42809H107			1/23/2009		5/14/2010	20,048	19,304				744		
144	X	HESS CORP	42809H107			3/17/2009		5/14/2010	20,620	22,131				-1,511		
145	X	HEWLETT PACKARD CO	428236103			9/4/2009		5/14/2010	1,442	1,343				99		
146	X	HEWLETT PACKARD CO	428236103			8/21/2009		5/14/2010	75,469	69,686				5,783		
147	X	HEWLETT PACKARD CO	428236103			8/21/2009		11/5/2010	8,252	8,433				-181		
148	X	HOME DEPOT INC	437076102			8/28/2009		5/14/2010	32,773	25,781				6,992		
149	X	HOME DEPOT INC	437076102			9/11/2009		5/14/2010	15,858	12,322				3,536		
150	X	HOME DEPOT INC	437076102			9/11/2009		5/14/2010	26,782	20,858				5,924		
151	X	HOME DEPOT INC	437076102			9/11/2009		5/14/2010	10,572	8,187				2,385		
152	X	HOME DEPOT INC	437076102			9/11/2009		11/5/2010	1,594	1,365				229		

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Depreciation	Net Gain or Loss
									Gross Sales Price	Cost or Other Basis		
									10,877,601	0	10,254,495	623,106
									0	0	0	0
									58,075	0		
									0	0		
153	X	HOME DEPOT INC	437076102			9/11/2009		11/5/2010	7,014	5,985		1,029
154	X	HOME DEPOT INC	437076102			9/11/2009		11/5/2010	3,507	2,982		525
155	X	HONEYWELL INTL INC	438516106			3/17/2006		5/14/2010	10,548	9,837		711
156	X	HONEYWELL INTL INC	438516106			3/17/2006		11/5/2010	11,777	10,264		1,513
157	X	HOSPIRA INC	441060100			3/7/2007		5/14/2010	14,261	10,770		3,491
158	X	HOSPIRA INC	441060100			3/8/2007		5/14/2010	38,030	28,867		9,163
159	X	HOSPIRA INC	441060100			3/9/2007		5/14/2010	5,810	4,409		1,401
160	X	HOSPIRA INC	441060100			5/31/2007		5/14/2010	14,789	11,077		3,712
161	X	HOSPIRA INC	441060100			6/1/2007		5/14/2010	14,261	10,982		3,279
162	X	HUMAN GENOME SCIENCES	444903108			12/2/2009		5/14/2010	5,906	6,152		-246
163	X	HUMAN GENOME SCIENCES	444903108			12/3/2009		5/14/2010	23,882	26,360		-2,478
164	X	HUMAN GENOME SCIENCES	444903108			12/3/2009		5/14/2010	21,828	24,529		-2,701
165	X	HUMAN GENOME SCIENCES	444903108			2/12/2010		5/14/2010	26,707	30,166		-3,459
166	X	INTEL CORP	458140100			5/14/2010		7/15/2010	66,645	69,771		-3,126
167	X	INTEL CORP	458140100			5/14/2010		11/5/2010	13,769	14,443		-674
168	X	INTERNATIONAL BUSINESS M	459200101			12/3/2008		5/14/2010	35,442	28,693		6,749
169	X	INTERNATIONAL BUSINESS M	459200101			9/20/2010		11/5/2010	21,945	19,697		2,248
170	X	INTERNATIONAL GAME TECH	459902102			5/14/2010		11/5/2010	8,731	11,199		-2,468
171	X	JPMORGAN CHASE & CO	46625H100			3/17/2006		5/14/2010	34,067	35,250		-1,183
172	X	JPMORGAN CHASE & CO	46625H100			3/17/2006		11/5/2010	17,987	18,247		-260
173	X	JOHNSON & JOHNSON	478160104			5/14/2010		7/21/2010	69,173	76,969		-7,796
174	X	JOHNSON CTLS INC	478366107			5/14/2010		11/5/2010	16,135	13,825		2,310
175	X	JUNIPER NETWORKS INC	48203R104			10/28/2008		1/6/2010	9,063	6,232		2,831
176	X	JUNIPER NETWORKS INC	48203R104			2/23/2009		1/6/2010	21,234	12,122		9,112
177	X	JUNIPER NETWORKS INC	48203R104			3/2/2009		1/6/2010	4,143	2,245		1,898
178	X	JUNIPER NETWORKS INC	48203R104			10/28/2008		1/6/2010	13,717	12,488		1,229
179	X	JUNIPER NETWORKS INC	48203R104			2/7/2007		5/14/2010	24,222	19,775		4,447
180	X	KBR INC	48242W106			12/12/2008		5/14/2010	23,514	15,329		8,185
181	X	KBR INC	48242W106			3/2/2009		5/14/2010	2,055	1,075		980
182	X	KBR INC	48242W106			5/14/2010		5/14/2010	13,597	13,336		261
183	X	KRAFT FOODS INC CL A	50075N104			5/14/2010		5/14/2010	9,996	6,723		3,273
184	X	LIMITED BRANDS INC	532716107			10/5/2009		5/14/2010	5,895	3,986		1,909
185	X	LIMITED BRANDS INC	532716107			10/6/2009		5/14/2010	84,578	59,590		24,988
186	X	LIMITED BRANDS INC	532716107			10/6/2009		5/14/2010	6,151	4,339		1,812
187	X	LIMITED BRANDS INC	532716107			5/14/2010		6/28/2010	18,695	18,927		-232
188	X	MASTERCARD INC-CLASS A	57636Q104			5/14/2010		9/10/2010	50,055	54,630		-4,575
189	X	MASTERCARD INC-CLASS A	57636Q104			5/14/2010		11/5/2010	14,456	10,777		3,679
190	X	PHILIP MORRIS INTERNAT-W	71817Z109			2/7/2007		5/14/2010	38,460	25,519		12,941
191	X	MCKESSON CORPORATION	58155Q103			2/4/2009		5/14/2010	1,374	903		471
192	X	MCKESSON CORPORATION	58155Q103			2/4/2009		5/14/2010	6,868	5,901		967
193	X	MCKESSON CORPORATION	58155Q103			5/14/2010		11/5/2010	8,943	7,725		1,218
194	X	PLAINS EXPLORATION & PR	726505100			10/7/2009		5/14/2010	24,724	21,284		3,440
195	X	MCKESSON CORPORATION	58155Q103			1/4/2010		5/14/2010	10,989	10,108		881
196	X	MCKESSON CORPORATION	58155Q103			1/5/2010		5/14/2010	36,400	33,657		2,743
197	X	MCKESSON CORPORATION	58155Q103			3/17/2006		5/14/2010	62,477	44,349		18,128
198	X	PRAXAIR INC	74005F104			3/17/2006		5/14/2010	11,591	14,288		-2,697
199	X	MEDTRONIC INC	585055106			3/17/2006		5/14/2010	45,233	65,621		-20,388
200	X	MEDTRONIC INC	585055106			3/13/2009		5/14/2010	36,233	29,907		6,326
201	X	MERCK & CO INC	58933Y105			3/17/2006		5/14/2010	18,223	17,174		1,049
202	X	PROCTER & GAMBLE CO	742718109			3/17/2006		5/14/2010	10,981	8,150		2,831
203	X	MERCK & CO INC	58933Y105			2/7/2007		5/14/2010				

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales		Valuation Method	Expense of Sale and Cost of Improvements	Net Gain or Loss
									Price	Other Basis			
		Long Term CG Distributions	Amount					Totals					
		Short Term CG Distributions	58,075					Securities		10,254,495		623,106	
			0					Other sales		0		0	
255	X	SCHLUMBERGER LTD	806857108			1/21/2010		12/21/2010	22,177	17,987		4,190	
256	X	SCHWAB CHARLES CORP NE	808513105			11/20/2008		5/14/2010	24,882	21,766		3,116	
257	X	SCHWAB CHARLES CORP NE	808513105			11/21/2008		5/14/2010	522	457		65	
258	X	SCHWAB CHARLES CORP NE	808513105			3/2/2009		5/14/2010	13,572	9,827		3,745	
259	X	SEMPRA ENERGY	816851109			2/27/2007		1/6/2010	58,975	67,057		-8,082	
260	X	SEMPRA ENERGY	816851109			2/27/2007		1/6/2010	38,994	44,253		-5,259	
261	X	SEMPRA ENERGY	816851109			2/26/2007		1/7/2010	3,067	3,501		-434	
262	X	SEMPRA ENERGY	816851109			2/26/2007		1/7/2010	5,381	6,140		-759	
263	X	SEMPRA ENERGY	816851109			2/26/2007		1/7/2010	5,111	5,836		-725	
264	X	SEMPRA ENERGY	816851109			2/27/2007		1/7/2010	377	431		-54	
265	X	SEMPRA ENERGY	816851109			2/26/2007		1/7/2010	8,879	10,137		-1,258	
266	X	SEMPRA ENERGY	816851109			5/14/2010		11/5/2010	11,826	10,426		1,400	
267	X	SOUTHWESTERN ENERGY C	845467109			5/14/2010		7/2/2010	34,466	36,294		-1,828	
268	X	SOUTHWESTERN ENERGY C	845467109			5/14/2010		11/5/2010	10,759	11,835		-1,076	
269	X	STATE STREET CORP	857477103			5/14/2010		11/5/2010	10,856	10,025		831	
270	X	DREYFUS PRE STRAT INTER	86271F768			12/31/2009		5/17/2010	5,592	5,833		-241	
271	X	DREYFUS PRE STRAT INTER	86271F768			8/20/2008		5/17/2010	30,408	30,565		-157	
272	X	TAIWAN SEMICONDUCTOR M	874039100			10/13/2010		11/5/2010	10,240	9,630		610	
273	X	TARGET CORP	87612E106			6/10/2009		5/14/2010	42,442	32,008		10,434	
274	X	TARGET CORP	87612E106			6/10/2009		5/14/2010	27,008	19,887		7,121	
275	X	TARGET CORP	87612E106			6/10/2009		11/5/2010	1,096	812		284	
276	X	TARGET CORP	87612E106			6/25/2009		11/5/2010	10,412	7,657		2,755	
277	X	TERADATA CORPORATION	88076W103			7/15/2010		9/20/2010	24,792	21,316		3,476	
278	X	TERADATA CORPORATION	88076W103			7/15/2010		11/5/2010	11,095	8,590		2,505	
279	X	TEVA PHARMACEUTICAL IND	881624209			5/14/2010		7/23/2010	67,564	79,792		-12,228	
280	X	TEXAS INSTRUMENTS INC	882508104			5/14/2010		10/13/2010	66,461	59,826		6,635	
281	X	TEXTRON INC	883203101			3/17/2006		5/14/2010	37,750	76,145		-38,395	
282	X	TEXTRON INC	883203101			9/2/2009		5/14/2010	9,495	7,200		2,295	
283	X	TEXTRON INC	883203101			9/2/2009		5/14/2010	29,876	22,524		7,352	
284	X	TEXTRON INC	883203101			9/4/2009		5/14/2010	695	510		185	
285	X	THERMO FISHER SCIENTIFIC	883556102			2/7/2007		5/14/2010	8,587	7,952		635	
286	X	THERMO FISHER SCIENTIFIC	883556102			3/7/2007		5/14/2010	40,789	34,487		6,302	
287	X	THERMO FISHER SCIENTIFIC	883556102			3/7/2007		8/12/2010	5,799	5,899		-100	
288	X	THERMO FISHER SCIENTIFIC	883556102			11/6/2009		8/12/2010	39,256	39,481		-225	
289	X	THERMO FISHER SCIENTIFIC	883556102			11/6/2009		8/12/2010	12,491	12,491		13	
290	X	TIME WARNER INC	887317303			12/4/2008		5/14/2010	55,618	35,742		19,876	
291	X	TIME WARNER INC	887317303			1/8/2010		5/14/2010	20,163	18,619		1,544	
292	X	TIME WARNER INC	887317303			1/11/2010		5/14/2010	11,428	11,510		1,234	
293	X	US BANCORP	902973304			5/14/2010		11/5/2010	14,591	15,948		-82	
294	X	UNILEVER PLC ADR	904767704			12/11/2009		5/14/2010	4,770	5,218		-448	
295	X	UNILEVER PLC ADR	904767704			12/11/2009		5/14/2010	37,600	41,416		-3,816	
296	X	UNILEVER PLC ADR	904767704			12/14/2009		5/14/2010	15,806	17,259		-1,453	
297	X	UNION PAC CORP	907818108			5/14/2010		7/2/2010	12,725	10,506		2,219	
298	X	UNION PAC CORP	907818108			11/5/2010		11/5/2010	12,725	10,506		2,219	
299	X	U S TREASURY NOTE 4 375	912828A9			6/20/2007		8/3/2010	269,735	247,068		22,667	
300	X	U S TREASURY NOTE 3 625	912828DG2			4/18/2006		1/15/2010	250,000	250,000		0	
301	X	U S TREASURY NOTE 3 625	912828DG2			10/13/2006		1/15/2010	250,000	250,000		0	
302	X	U S TREAS NTS 4 375% 17	912828EQ9			4/18/2006		8/3/2010	253,778	249,555		4,223	
303	X	U S TREAS NTS 4 375% 17	912828EQ9			10/13/2006		8/3/2010	253,778	249,555		4,223	
304	X	U S TREASURY NOTE 4 25%	912828E55			6/20/2007		8/3/2010	254,491	249,163		5,328	
305	X	UNITED TECHNOLOGIES COR	913017109			5/14/2010		11/5/2010	13,784	13,054		730	

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss																																																																																																																																												
															Totals																																																																																																																																											
<table border="0" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%;"></td> <td style="width:10%;"></td> <td style="width:10%;"></td> <td style="width:10%;"></td> <td style="width:10%;"></td> <td style="width:10%;"></td> <td style="width:10%;"></td> <td style="width:10%;"></td> <td style="width:10%;"></td> <td style="width:10%;"></td> <td style="width:10%;"></td> <td style="width:10%;"></td> <td style="width:10%;"></td> <td style="width:10%;"></td> <td style="width:10%;"></td> </tr> <tr> <td colspan="13"></td> <td style="text-align: right;">Amount:</td> </tr> <tr> <td colspan="13"></td> <td style="text-align: right;">58,075</td> </tr> <tr> <td colspan="13"></td> <td style="text-align: right;">0</td> </tr> <tr> <td colspan="13"></td> <td style="text-align: right;">10,877,601</td> </tr> <tr> <td colspan="13"></td> <td style="text-align: right;">0</td> </tr> <tr> <td colspan="13"></td> <td style="text-align: right;">10,254,495</td> </tr> <tr> <td colspan="13"></td> <td style="text-align: right;">0</td> </tr> <tr> <td colspan="13"></td> <td style="text-align: right;">623,106</td> </tr> <tr> <td colspan="13"></td> <td style="text-align: right;">0</td> </tr> </table>																																										Amount:														58,075														0														10,877,601														0														10,254,495														0														623,106														0
													Amount:																																																																																																																																													
													58,075																																																																																																																																													
													0																																																																																																																																													
													10,877,601																																																																																																																																													
													0																																																																																																																																													
													10,254,495																																																																																																																																													
													0																																																																																																																																													
													623,106																																																																																																																																													
													0																																																																																																																																													
306	X	VALE SA-SP ADR	91912E105			5/10/2006		5/14/2010	84,589	43,519				41,070																																																																																																																																												
307	X	VALERO ENERGY CORP NEW	91913Y100			5/14/2010		11/5/2010	7,545	8,204				-659																																																																																																																																												
308	X	VANGUARD EUROPE PACIFIC	921943858			10/22/2007		5/17/2010	91,948	148,500				-56,552																																																																																																																																												
309	X	VANGUARD EUROPE PACIFIC	921943858			10/22/2007		7/2/2010	281,644	470,250				-188,606																																																																																																																																												
310	X	VERIZON COMMUNICATIONS	92343V104			8/6/2010		10/29/2010	15,237	13,820				1,417																																																																																																																																												
311	X	VERIZON COMMUNICATIONS	92343V104			8/6/2010		11/5/2010	8,627	7,645				982																																																																																																																																												
312	X	VERIZON COMMUNICATIONS	92343V104			5/14/2010		11/11/2010	10,102	9,115				987																																																																																																																																												
313	X	VERIZON COMMUNICATIONS	92343V104			3/2/2009		11/11/2010	3,585	2,944				641																																																																																																																																												
314	X	VERTEX PHARMACEUTICALS	92532F100			1/8/2010		1/8/2010	25,592	18,153				7,439																																																																																																																																												
315	X	VERTEX PHARMACEUTICALS	92532F100			3/2/2009		1/8/2010	7,724	5,475				2,249																																																																																																																																												
316	X	VERTEX PHARMACEUTICALS	92532F100			3/2/2009		1/11/2010	3,262	2,305				957																																																																																																																																												
317	X	VERTEX PHARMACEUTICALS	92532F100			10/30/2008		5/14/2010	1,535	981				554																																																																																																																																												
318	X	VERTEX PHARMACEUTICALS	92532F100			10/31/2008		5/14/2010	3,453	2,334				1,119																																																																																																																																												
319	X	VERTEX PHARMACEUTICALS	92532F100			11/3/2008		5/14/2010	1,535	1,091				444																																																																																																																																												
320	X	VERTEX PHARMACEUTICALS	92532F100			3/2/2009		5/14/2010	6,906	5,186				1,720																																																																																																																																												
321	X	VERTEX PHARMACEUTICALS	92532F100			3/5/2009		5/14/2010	12,662	9,229				3,433																																																																																																																																												
322	X	VERTEX PHARMACEUTICALS	92532F100			3/6/2009		5/14/2010	4,988	3,662				1,326																																																																																																																																												
323	X	VERTEX PHARMACEUTICALS	92532F100			3/6/2009		5/14/2010	15,731	11,434				4,297																																																																																																																																												
324	X	VISA INC-CLASS A SHRS	92826C839			1/27/2009		5/14/2010	47,387	26,327				21,060																																																																																																																																												
325	X	WAL MART STORES INC	931142103			5/14/2010		7/9/2010	13,795	14,734				-939																																																																																																																																												
326	X	WAL MART STORES INC	931142103			5/14/2010		7/27/2010	14,828	15,260				-432																																																																																																																																												
327	X	WAL MART STORES INC	931142103			5/14/2010		11/5/2010	7,141	6,841				300																																																																																																																																												
328	X	WATSON PHARMACEUTICALS	942683103			10/18/2010		11/5/2010	8,687	8,055				632																																																																																																																																												
329	X	WELLS FARGO & COMPANY	949746101			8/28/2009		11/5/2010	14,128	16,106				-1,978																																																																																																																																												
330	X	WHIRLPOOL CORP	963320106			8/28/2009		5/14/2010	26,907	16,483				10,424																																																																																																																																												
331	X	WHIRLPOOL CORP	963320106			8/28/2009		5/14/2010	2,260	1,381				879																																																																																																																																												
332	X	WHIRLPOOL CORP	963320106			8/28/2009		5/14/2010	18,297	11,021				7,276																																																																																																																																												
333	X	WHIRLPOOL CORP	963320106			8/31/2009		5/14/2010	33,257	20,161				13,096																																																																																																																																												
334	X	XTO ENERGY INC	98385X106			3/17/2006		5/14/2010	115,352	87,169				28,183																																																																																																																																												
335	X	YUMI BRANDS INC	988498101			5/14/2010		11/5/2010	12,305	9,898				2,407																																																																																																																																												
336	X	ZIMMER HOLDINGS INC	98956P102			7/12/2010		11/5/2010	10,844	11,670				-826																																																																																																																																												
337	X	ACCENTURE PLC-CL A	G1151C101			2/27/2008		1/6/2010	9,754	8,443				1,311																																																																																																																																												
338	X	ACCENTURE PLC-CL A	G1151C101			2/27/2008		1/6/2010	63,053	54,330				8,723																																																																																																																																												
339	X	ACCENTURE PLC-CL A	G1151C101			5/14/2010		11/5/2010	11,845	10,499				1,346																																																																																																																																												
340	X	COVIDIEN PLC	G2554F105			10/26/2010		11/5/2010	11,217	10,906				311																																																																																																																																												
341	X	INVESCO LTD	G491BT108			5/14/2010		11/5/2010	14,268	12,744				1,524																																																																																																																																												
342	X	MARVELL TECH GROUP LTD	G5876H105			5/14/2010		8/11/2010	47,760	62,195				-14,435																																																																																																																																												
343	X	ACE LTD	H0023R105			5/14/2010		11/5/2010	10,477	9,073				1,404																																																																																																																																												
344	X	TYCO INTERNATIONAL LTD	H89128104			2/5/2008		5/14/2010	24,889	25,847				-958																																																																																																																																												
345	X	TYCO INTERNATIONAL LTD	H89128104			8/1/2008		5/14/2010	17,111	18,070				-959																																																																																																																																												
346	X	TYCO INTERNATIONAL LTD	H89128104			8/1/2008		5/14/2010	16,722	19,483				-2,761																																																																																																																																												
347	X	TYCO INTERNATIONAL LTD	H89128104			3/16/2009		5/14/2010	60,667	30,372				30,295																																																																																																																																												
348	X	LT GAIN FROM FIRST CAP HC	000000000			11/12/2001		5/14/2010	1	1				0																																																																																																																																												

Line 11 (990-PF) - Other Income

		9,808	8,973	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Federal Tax Refund	835		
2	Other Income - First Capital HSG Ptrs V	8,973	8,973	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	3,673	3,673		
2					
3					
4					
5					
6					
7					
8					
9					
10					
		3,673	3,673	0	0

Line 23 (990-PF) - Other Expenses

		1,025	93	0	932
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization. See attached statement	0	0	0	0
2	ADR Fees	45	45		
3	Other Misc Fees	932			932
4	Grotech Partners III - Other deductions	48	48		
5					
6					
7					
8					
9					
10					

Part II, Line 13 (990-PF) - Investments - Other

			13,779,826	13,923,161	15,612,903
	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1		AT COST	13,779,826	13,923,161	15,612,903
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	Amount		How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
		Long Term CG Distributions	Short Term CG Distributions											
1	AFLAC INC	58,075	0		5/14/2010	11/5/2010	14,919	0	12,433	2,486	0	0	0	565,031
2	AOL INC				12/4/2008	1/4/2010	3,852	0	2,614	1,238	0	0	0	1,238
3	AT & T INC				2/7/2007	5/14/2010	73,672	0	105,892	-32,220	0	0	0	-32,220
4	AT & T INC				2/7/2007	10/29/2010	15,406	0	19,994	-4,588	0	0	0	-4,588
5	AT & T INC				2/7/2007	11/5/2010	14,570	0	18,513	-3,943	0	0	0	-3,943
6	AT & T INC				2/7/2007	11/11/2010	13,832	0	17,772	-3,940	0	0	0	-3,940
7	ABBOTT LABORATORIES				7/21/2010	11/5/2010	11,650	0	11,263	387	0	0	0	387
8	ABBOTT LABORATORIES				5/14/2010	12/8/2010	64,176	0	66,985	-2,809	0	0	0	-2,809
9	ABBOTT LABORATORIES				7/21/2010	12/8/2010	2,790	0	2,938	-148	0	0	0	-148
10	AIR PRODS & CHEMS INC				5/14/2010	11/5/2010	12,973	0	10,622	2,351	0	0	0	2,351
11	ALLERGAN INC				5/14/2010	7/7/2010	12,509	0	12,474	35	0	0	0	35
12	ALLERGAN INC				5/14/2010	10/13/2010	26,627	0	24,324	2,303	0	0	0	2,303
13	ALLERGAN INC				5/14/2010	10/18/2010	64,006	0	55,509	8,497	0	0	0	8,497
14	ALLIANCE DATA SYS CORP				5/28/2008	5/14/2010	7,216	0	5,678	1,538	0	0	0	1,538
15	ALLIANCE DATA SYS CORP				5/28/2008	5/14/2010	23,547	0	18,401	5,146	0	0	0	5,146
16	ALLIANCE DATA SYS CORP				5/29/2008	5/14/2010	26,206	0	20,953	5,253	0	0	0	5,253
17	ALLIANCE DATA SYS CORP				7/23/2008	5/14/2010	27,345	0	22,711	4,634	0	0	0	4,634
18	AMERICAN EXPRESS CO				5/14/2010	11/5/2010	12,334	0	11,796	538	0	0	0	538
19	AMERIPRISE FINANCIAL INC				1/21/2009	5/14/2010	57,215	0	24,535	32,680	0	0	0	32,680
20	AMGEN INC				10/29/2008	2/12/2010	24,231	0	25,860	-1,629	0	0	0	-1,629
21	AMGEN INC				10/28/2008	2/12/2010	5,635	0	5,832	-197	0	0	0	-197
22	AMGEN INC				10/28/2008	5/14/2010	20,664	0	21,580	-916	0	0	0	-916
23	AMGEN INC				4/24/2009	5/14/2010	35,185	0	31,207	3,978	0	0	0	3,978
24	AMGEN INC				4/24/2009	5/14/2010	6,702	0	5,856	846	0	0	0	846
25	AMGEN INC				8/12/2010	11/5/2010	8,835	0	8,755	80	0	0	0	80
26	AMYLIN PHARMACEUTICALS INC				5/6/2010	11/5/2010	36,967	0	38,792	-1,825	0	0	0	-1,825
27	APACHE CORP				2/7/2007	5/14/2010	128,557	0	92,765	35,792	0	0	0	35,792
28	APPLE INC				7/8/2008	1/21/2010	62,981	0	53,442	9,539	0	0	0	9,539
29	APPLE INC				4/23/2010	5/14/2010	6,890	0	7,307	-417	0	0	0	-417
30	APPLE INC				4/23/2010	11/5/2010	25,434	0	21,649	3,785	0	0	0	3,785
31	APPLE INC				7/8/2008	11/5/2010	12,081	0	6,725	5,356	0	0	0	5,356
32	AUTOLIV INC				5/28/2009	5/14/2010	26,807	0	13,739	13,068	0	0	0	13,068
33	AUTOLIV INC				5/29/2009	5/14/2010	25,290	0	13,730	11,560	0	0	0	11,560
34	AUTOLIV INC				6/10/2009	5/14/2010	27,313	0	16,965	10,350	0	0	0	10,350
35	AVON PRODUCTS INC				5/14/2010	11/5/2010	10,653	0	10,199	454	0	0	0	454
36	BANK OF AMERICA CORP				5/7/2009	5/14/2010	69,846	0	56,756	13,090	0	0	0	13,090
37	BANK OF AMERICA CORP				5/21/2009	5/14/2010	41,841	0	26,918	14,923	0	0	0	14,923
38	BANK OF AMERICA CORP				6/15/2009	5/14/2010	10,335	0	8,235	2,100	0	0	0	2,100
39	BANK OF AMERICA CORP				6/15/2009	5/14/2010	21,004	0	17,009	3,995	0	0	0	3,995
40	BANK OF AMERICA CORP				6/15/2009	5/14/2010	7,668	0	6,226	1,442	0	0	0	1,442
41	BANK OF AMERICA CORP				5/6/2010	5/14/2010	33,673	0	32,787	886	0	0	0	886
42	BAXTER INTERNATIONAL INC				7/23/2010	11/5/2010	12,299	0	10,586	1,713	0	0	0	1,713
43	BLACKROCK INC				4/24/2009	5/14/2010	42,894	0	37,584	5,310	0	0	0	5,310
44	CIGNA CORP				6/19/2009	5/14/2010	3,364	0	2,482	882	0	0	0	882
45	CIGNA CORP				6/19/2009	5/14/2010	22,875	0	16,970	5,905	0	0	0	5,905
46	CIGNA CORP				6/22/2009	5/14/2010	19,847	0	14,402	5,445	0	0	0	5,445
47	CVS CAREMARK CORP				10/30/2007	1/8/2010	7,468	0	9,118	-1,650	0	0	0	-1,650
48	CVS CAREMARK CORP				10/30/2007	1/8/2010	17,985	0	21,966	-3,981	0	0	0	-3,981
49	CVS CAREMARK CORP				4/25/2007	1/11/2010	5,750	0	6,218	-468	0	0	0	-468
50	CVS CAREMARK CORP				4/24/2007	1/11/2010	12,528	0	13,590	-1,062	0	0	0	-1,062
51	CVS CAREMARK CORP				10/30/2007	1/11/2010	17,608	0	21,552	-3,944	0	0	0	-3,944
52	CVS CAREMARK CORP				4/25/2007	1/11/2010	6,772	0	7,316	-544	0	0	0	-544
53	CVS CAREMARK CORP				4/24/2007	5/14/2010	34,560	0	34,566	-6	0	0	0	-6
54	CVS CAREMARK CORP				4/25/2007	5/14/2010	65,847	0	66,207	-360	0	0	0	-360
55	CAPITAL ONE FINANCIAL CORP				1/19/2010	5/14/2010	37,265	0	36,758	505	0	0	0	505
56	CAPITAL ONE FINANCIAL CORP				1/19/2010	5/14/2010	21,665	0	21,150	515	0	0	0	515
57	CARDINAL HEALTH INC				5/14/2010	11/5/2010	9,848	0	9,685	163	0	0	0	163

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	Amount		How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
		Long Term CG Distributions	Short Term CG Distributions											
		58,075	0							565,031	0	0	0	565,031
58	CARNIVAL CORP			143658300	5/14/2010	11/5/2010	14,692	0	12,781	1,911	0	0	0	1,911
59	CATERPILLAR INC			149123101	5/14/2010	11/5/2010	15,834	0	7,693	8,141	0	0	0	8,141
60	CELANESE CORP -SER A			150870103	5/14/2010	11/5/2010	10,112	0	7,693	2,419	0	0	0	2,419
61	CHEVRON CORPORATION			166764100	5/14/2010	6/18/2010	52,797	0	54,943	-2,146	0	0	0	-2,146
62	CHEVRON CORPORATION			166764100	5/14/2010	11/5/2010	10,949	0	10,204	745	0	0	0	745
63	CHUBB CORP			171232101	2/7/2007	5/14/2010	21,709	0	22,159	-450	0	0	0	-450
64	CHUBB CORP			171232101	11/21/2007	5/14/2010	16,024	0	16,141	-117	0	0	0	-117
65	CHUBB CORP			171232101	11/21/2007	5/14/2010	26,878	0	27,097	-219	0	0	0	-219
66	CHUBB CORP			171232101	11/21/2008	5/14/2010	6,203	0	5,102	1,101	0	0	0	1,101
67	CISCO SYSTEMS INC			17275R102	7/18/2008	3/3/2010	11,065	0	9,741	1,324	0	0	0	1,324
68	CISCO SYSTEMS INC			17275R102	7/18/2008	3/3/2010	22,144	0	19,483	2,661	0	0	0	2,661
69	CISCO SYSTEMS INC			17275R102	7/18/2008	5/14/2010	30,455	0	26,193	4,262	0	0	0	4,262
70	CISCO SYSTEMS INC			17275R102	3/17/2006	5/14/2010	1,007	0	864	143	0	0	0	143
71	CISCO SYSTEMS INC			17275R102	3/17/2006	5/25/2010	53,898	0	50,736	3,162	0	0	0	3,162
72	CISCO SYSTEMS INC			17275R102	3/17/2006	5/27/2010	48,282	0	44,907	3,375	0	0	0	3,375
73	CISCO SYSTEMS INC			17275R102	2/23/2009	5/27/2010	6,035	0	3,969	2,066	0	0	0	2,066
74	CITIGROUP INC			172967101	8/5/2010	11/5/2010	16,728	0	15,450	1,278	0	0	0	1,278
75	COCA-COLA CO			191216100	10/26/2010	11/5/2010	13,700	0	13,492	208	0	0	0	208
76	COCA COLA ENTERPRISES INC			191219104	6/15/2007	5/6/2010	43,982	0	39,176	4,806	0	0	0	4,806
77	COCA COLA ENTERPRISES INC			191219104	6/18/2007	5/6/2010	2,587	0	2,302	285	0	0	0	285
78	COCA COLA ENTERPRISES INC			191219104	6/20/2007	5/6/2010	27,424	0	24,836	2,588	0	0	0	2,588
79	COLGATE-PALMOLIVE CO			194162103	5/14/2010	9/30/2010	54,758	0	59,150	-4,392	0	0	0	-4,392
80	CONOCOPHILLIPS			20825C104	3/17/2006	5/14/2010	112,918	0	122,517	-9,599	0	0	0	-9,599
81	CORNING INC			219350105	5/14/2010	8/6/2010	75,034	0	73,811	1,223	0	0	0	1,223
82	COSTCO WHSL CORP NEW			22160K105	5/14/2010	8/27/2010	28,113	0	28,785	-672	0	0	0	-672
83	COSTCO WHSL CORP NEW			22160K105	5/14/2010	11/5/2010	8,489	0	7,484	1,005	0	0	0	1,005
84	CUMMINS INC			231021106	5/12/2009	5/14/2010	68,844	0	32,084	36,760	0	0	0	36,760
85	CUMMINS INC			231021106	5/12/2009	5/14/2010	20,507	0	9,533	10,974	0	0	0	10,974
86	CUMMINS INC			231021106	5/12/2009	5/14/2010	17,358	0	8,091	9,267	0	0	0	9,267
87	CUMMINS INC			231021106	5/12/2009	5/14/2010	2,417	0	1,128	1,289	0	0	0	1,289
88	DANAHER CORP			235851102	3/17/2006	5/14/2010	54,853	0	41,207	13,646	0	0	0	13,646
89	DEERE & CO			244199105	5/14/2010	11/5/2010	11,044	0	8,323	2,721	0	0	0	2,721
90	WALT DISNEY CO/THE			254687106	5/14/2010	11/5/2010	16,311	0	15,299	1,012	0	0	0	1,012
91	DREYFUS PREM S/C EQUITY FD-I			26201F835	10/7/2009	5/17/2010	370,007	0	325,000	45,007	0	0	0	45,007
92	DREYFUS PREM S/C EQUITY FD-I			26201F835	12/14/2009	5/17/2010	1,024	0	925	99	0	0	0	99
93	DREYFUS PREM S/C EQUITY FD-I			26201F835	3/23/2010	5/17/2010	22	0	22	0	0	0	0	0
94	DU PONT (E I) DE NEMOURS			263534109	4/14/2009	5/14/2010	20,315	0	14,096	6,217	0	0	0	6,217
95	DU PONT (E I) DE NEMOURS			263534109	4/14/2009	5/14/2010	10,732	0	7,464	3,268	0	0	0	3,268
96	DU PONT (E I) DE NEMOURS			263534109	4/14/2009	5/14/2010	12,649	0	8,647	3,802	0	0	0	3,802
97	E M C CORP MASS			268648102	7/16/2009	5/14/2010	9,527	0	7,011	2,516	0	0	0	2,516
98	E M C CORP MASS			268648102	7/16/2009	5/14/2010	11,395	0	8,388	3,007	0	0	0	3,007
99	E M C CORP MASS			268648102	7/17/2009	5/14/2010	24,097	0	17,693	6,404	0	0	0	6,404
100	E M C CORP MASS			268648102	7/17/2009	5/14/2010	3,362	0	2,462	900	0	0	0	900
101	E M C CORP MASS			268648102	7/30/2009	5/14/2010	65,192	0	54,428	10,764	0	0	0	10,764
102	E M C CORP MASS			268648102	4/23/2010	5/14/2010	18,680	0	19,980	-1,300	0	0	0	-1,300
103	EATON CORP			278058102	5/14/2010	10/26/2010	45,369	0	39,328	6,041	0	0	0	6,041
104	EATON CORP			278058102	5/14/2010	11/5/2010	10,301	0	8,319	1,982	0	0	0	1,982
105	EMERSON ELECTRIC CO			291011104	5/14/2010	11/5/2010	14,830	0	12,995	1,835	0	0	0	1,835
106	EXELON CORP			30161N101	3/17/2006	5/14/2010	70,189	0	94,288	-24,099	0	0	0	-24,099
107	EXXON MOBIL CORP			30231G102	7/22/2003	5/14/2010	31,595	0	17,434	14,161	0	0	0	14,161
108	EXXON MOBIL CORP			30231G102	6/18/2010	11/5/2010	34,153	0	30,980	3,173	0	0	0	3,173
109	FEDERAL FARM CRD BK 4 7% 10/03/1			31331XSW08	10/22/2007	8/3/2010	262,228	0	251,665	10,563	0	0	0	10,563
110	FEDEX CORP			31428X106	10/31/2008	5/14/2010	52,439	0	39,269	13,170	0	0	0	13,170
111	FEDEX CORP			31428X106	11/20/2008	5/14/2010	13,110	0	8,868	4,242	0	0	0	4,242
112	FEDEX CORP			31428X106	11/21/2008	5/14/2010	2,622	0	1,692	930	0	0	0	930
113	F5 NETWORKS INC			315616102	5/27/2010	10/19/2010	70,200	0	55,660	14,540	0	0	0	14,540
114	FIRST HORIZON NATIONAL CORP			320517105	10/15/2008	11/9/2010	5,121	0	4,058	1,063	0	0	0	1,063

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	Amount		How Acquired	Date Acquired	Date Sold	Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis of Losses
		Long Term CG Distributions	Short Term CG Distributions												
172	JPMORGAN CHASE & CO	58,075	0		3/17/2006	11/5/2010	10,819,526	0	10,254,495	565,031	-260	0	0	0	565,031
173	JOHNSON & JOHNSON	478160104			5/14/2010	7/21/2010	17,987	0	18,247	-260	0	0	0	0	-260
174	JOHNSON CTLS INC	478366107			5/14/2010	11/5/2010	69,173	0	76,969	-7,796	0	0	0	0	-7,796
175	JUNIPER NETWORKS INC	48203R104			10/28/2008	1/6/2010	16,135	0	6,232	2,310	0	0	0	0	2,310
176	JUNIPER NETWORKS INC	48203R104			2/23/2009	1/6/2010	9,063	0	6,232	2,831	0	0	0	0	2,831
177	JUNIPER NETWORKS INC	48203R104			3/2/2009	1/6/2010	21,234	0	12,122	9,112	0	0	0	0	9,112
178	JUNIPER NETWORKS INC	48203R104			10/28/2008	1/6/2010	4,415	0	3,027	1,388	0	0	0	0	1,388
179	JUNIPER NETWORKS INC	48203R104			10/20/2010	11/5/2010	13,717	0	12,488	1,229	0	0	0	0	1,229
180	KBR INC	48242W106			2/7/2007	5/14/2010	24,222	0	19,775	4,447	0	0	0	0	4,447
181	KBR INC	48242W106			12/12/2008	5/14/2010	23,514	0	15,329	8,185	0	0	0	0	8,185
182	KBR INC	48242W106			3/2/2009	5/14/2010	2,055	0	1,075	980	0	0	0	0	980
183	KRAFT FOODS INC CL A	50075N104			5/14/2010	11/5/2010	13,597	0	13,336	261	0	0	0	0	261
184	LIMITED BRANDS INC	532716107			10/5/2009	5/14/2010	9,996	0	6,723	3,273	0	0	0	0	3,273
185	LIMITED BRANDS INC	532716107			10/5/2009	5/14/2010	5,895	0	3,986	1,909	0	0	0	0	1,909
186	LIMITED BRANDS INC	532716107			10/6/2009	5/14/2010	84,578	0	59,590	24,988	0	0	0	0	24,988
187	LIMITED BRANDS INC	532716107			10/6/2009	5/14/2010	6,151	0	4,339	1,812	0	0	0	0	1,812
188	MASTERCARD INC-CLASS A	57636Q104			5/14/2010	6/28/2010	18,695	0	18,927	-232	0	0	0	0	-232
189	MASTERCARD INC-CLASS A	57636Q104			5/14/2010	9/10/2010	50,055	0	54,630	-4,575	0	0	0	0	-4,575
190	PHILIP MORRIS INTERNAT-WI	718172109			2/7/2007	11/5/2010	14,456	0	10,777	3,679	0	0	0	0	3,679
191	MCKESSON CORPORATION	58155Q103			2/4/2009	5/14/2010	38,460	0	25,519	12,941	0	0	0	0	12,941
192	MCKESSON CORPORATION	58155Q103			10/7/2009	5/14/2010	6,868	0	5,901	967	0	0	0	0	967
193	MCKESSON CORPORATION	58155Q103			5/14/2010	11/5/2010	1,374	0	7,725	1,218	0	0	0	0	1,218
194	PLAINS EXPLORATION & PR-WI	726505100			5/14/2010	5/14/2010	24,724	0	21,284	3,440	0	0	0	0	3,440
195	MCKESSON CORPORATION	58155Q103			10/7/2009	5/14/2010	10,989	0	10,108	881	0	0	0	0	881
196	MCKESSON CORPORATION	58155Q103			1/4/2010	5/14/2010	10,989	0	10,108	881	0	0	0	0	881
197	MCKESSON CORPORATION	58155Q103			1/5/2010	5/14/2010	36,400	0	33,657	2,743	0	0	0	0	2,743
198	PRAXAIR INC	74005P104			3/17/2006	5/14/2010	62,477	0	44,349	18,128	0	0	0	0	18,128
199	MEDTRONIC INC	585055106			3/17/2006	5/14/2010	11,591	0	14,288	-2,697	0	0	0	0	-2,697
200	MEDTRONIC INC	585055106			3/17/2006	7/7/2010	45,233	0	65,621	-20,388	0	0	0	0	-20,388
201	MERCK & CO INC	58933Y105			3/13/2009	5/14/2010	36,233	0	29,907	6,326	0	0	0	0	6,326
202	PROCTER & GAMBLE CO	742718109			3/17/2006	5/14/2010	18,223	0	17,174	1,049	0	0	0	0	1,049
203	MERCK & CO INC	58933Y105			2/7/2007	5/14/2010	10,981	0	8,150	2,831	0	0	0	0	2,831
204	MERCK & CO INC	58933Y105			2/7/2007	10/22/2010	30,740	0	5,922	26,818	0	0	0	0	26,818
205	MERCK & CO INC	58933Y105			2/7/2007	11/5/2010	8,576	0	17,766	-9,190	0	0	0	0	-9,190
206	PROCTER & GAMBLE CO	742718109			3/17/2006	10/26/2010	18,902	0	17,766	1,136	0	0	0	0	1,136
207	MICROSOFT CORPORATION	594918104			1/21/2010	5/14/2010	60,922	0	63,074	-2,152	0	0	0	0	-2,152
208	MICROSOFT CORPORATION	594918104			3/17/2006	5/14/2010	19,239	0	18,209	1,030	0	0	0	0	1,030
209	PROCTER & GAMBLE CO	742718109			3/17/2006	11/5/2010	9,076	0	8,291	785	0	0	0	0	785
210	MICROSOFT CORPORATION	594918104			3/17/2006	10/20/2010	20,705	0	22,624	-1,919	0	0	0	0	-1,919
211	MICROSOFT CORPORATION	594918104			3/17/2006	11/5/2010	8,262	0	8,553	-291	0	0	0	0	-291
212	MORGAN STANLEY	617446448			5/21/2009	11/5/2010	8,907	0	9,290	-383	0	0	0	0	-383
213	MORGAN STANLEY	617446448			5/21/2009	11/5/2010	3,239	0	3,375	-136	0	0	0	0	-136
214	NEWS CORP INC	65248E203			3/17/2006	5/14/2010	78,442	0	83,312	-4,870	0	0	0	0	-4,870
215	PUBLIC SVC ENTERPRISE GROUP INC	744573106			1/4/2010	5/14/2010	2,879	0	3,014	-135	0	0	0	0	-135
216	NEWS CORP INC	65248E203			5/10/2006	5/14/2010	48,066	0	55,032	-6,966	0	0	0	0	-6,966
217	NEWS CORP INC	65248E203			11/6/2007	5/14/2010	12,684	0	17,062	-4,378	0	0	0	0	-4,378
218	NORFOLK SOUTHERN CORP	655844108			11/3/2009	5/14/2010	13,292	0	11,008	2,284	0	0	0	0	2,284
219	PUBLIC SVC ENTERPRISE GROUP INC	744573106			1/4/2010	5/14/2010	23,032	0	24,134	-1,102	0	0	0	0	-1,102
220	NORFOLK SOUTHERN CORP	655844108			11/3/2009	5/14/2010	7,239	0	5,996	1,243	0	0	0	0	1,243
221	NORFOLK SOUTHERN CORP	655844108			11/4/2009	5/14/2010	70,257	0	59,020	11,237	0	0	0	0	11,237
222	OCCIDENTAL PETROLEUM CORP	674599105			4/23/2009	5/14/2010	10,777	0	7,219	3,558	0	0	0	0	3,558
223	OCCIDENTAL PETROLEUM CORP	674599105			1/5/2010	5/14/2010	45,425	0	47,755	-2,330	0	0	0	0	-2,330
224	PUBLIC SVC ENTERPRISE GROUP INC	744573106			2/7/2007	5/14/2010	70,981	0	89,668	-18,687	0	0	0	0	-18,687
225	ORACLE CORP	681919106			2/7/2007	5/14/2010	110,376	0	77,733	32,643	0	0	0	0	32,643
226	ORACLE CORP	681919106			5/14/2010	8/5/2010	30,053	0	33,365	-3,312	0	0	0	0	-3,312
227	PNC FINANCIAL SERVICES GROUP	693475105			5/14/2010	11/5/2010	7,616	0	8,675	-1,059	0	0	0	0	-1,059
228	PNC FINANCIAL SERVICES GROUP	693475105			5/14/2010	11/5/2010	7,616	0	8,675	-1,059	0	0	0	0	-1,059

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	10,819,526	0	10,254,495	565,031	0	0	0	565,031
343	ACE LTD	H0023R105		5/14/2010	11/5/2010	10,477	0	9,073	1,404	0	0	0	1,404
344	TYCO INTERNATIONAL LTD	H89128104		2/5/2008	5/14/2010	24,889	0	25,847	-958	0	0	0	-958
345	TYCO INTERNATIONAL LTD	H89128104		2/6/2008	5/14/2010	17,111	0	18,070	-959	0	0	0	-959
346	TYCO INTERNATIONAL LTD	H89128104		8/11/2008	5/14/2010	16,722	0	19,483	-2,761	0	0	0	-2,761
347	TYCO INTERNATIONAL LTD	H89128104		3/16/2009	5/14/2010	60,667	0	30,372	30,295	0	0	0	30,295
348	LT GAIN FROM FIRST CAP HOUSING	PS0000000000		1/1/2001	5/14/2010	1	0	0	1	0	0	0	1

Part

	Benefits	Expense Account	Explanation
1	None	None	
2	N/A	N/A	
3			
4			
5			
6			
7			
8			
9			
10			

0 0

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return		2,073
2 First quarter estimated tax payment		
3 Second quarter estimated tax payment		
4 Third quarter estimated tax payment		
5 Fourth quarter estimated tax payment		
6 Other payments		0
7 Total		2,073

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - 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	Name of exempt organization B K SIMON FAMILY CHARITABLE FDN-TR	Employer identification number 20-6817430
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions BNY Mellon, N.A. - P O Box 185	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Pittsburgh PA 15230-0185	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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 ▶ **BNY MELLON, N.A.**
- Telephone No ▶ **412-234-8833** FAX No. ▶ _____
- 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 8/15/2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ 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	\$	12,073
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	\$	2,073
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	\$	10,000

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.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the extended due date for filing your return See instructions	Name of exempt organization	Employer identification number
	B K SIMON FAMILY CHARITABLE FDN-TR	20-6817430
	Number, street, and room or suite no. If a P O box, see instructions	
	BNY Mellon, N A - P O Box 185	
City, town or post office, state, and ZIP code For a foreign address, see instructions		
Pittsburgh		PA 15230-0185

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of BNY MELLON, N A
 Telephone No (412) 234-1584 FAX No
- 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

4 I request an additional 3-month extension of time until 11/15/2011

5 For calendar year 2010, or other tax year beginning _____, and ending _____

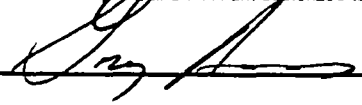
6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return Change in accounting period

7 State in detail why you need the extension More time is requested to acquire all information needed to complete and file an accurate return

8a	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	8a	\$	12,073
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 and any amount paid previously with Form 8868	8b	\$	12,073
c	Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0

Signature and Verification

Under penalties of perjury I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true correct and complete, and that I am authorized to prepare this form

Signature  Title Tax Manager Date 7/18/11