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

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

OMB No. 1545-0052

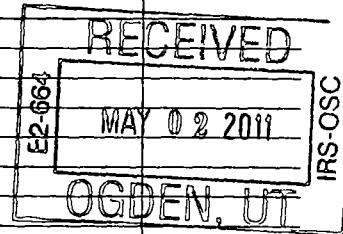
2010For calendar year 2010, or tax year beginning **JAN 1**, 2010, and ending **DEC 31**, 20G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation FAMILY MAYER FOUNDATION		A Employer identification number 22-2717105
Number and street (or P.O. box number if mail is not delivered to street address) 12 MCCAIN COURT	Room/suite	B Telephone number (see page 10 of the instructions) 201-768-6854
City or town, state, and ZIP code CLOSTER NJ 07624		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1072531	J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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)	0		N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	33398	33398		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	11650			
	b Gross sales price for all assets on line 6a +313035				
	7 Capital gain net income (from Part IV, line 2)		11650		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) Schedule ①	962	0			
12 Total. Add lines 1 through 11	46010	45048			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) ②	6372	6372		
	17 Interest ③	1597	840		
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	7969	7212		
	25 Contributions, gifts, grants paid	53995			53995
26 Total expenses and disbursements. Add lines 24 and 25	61964	7212		53995	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	0				
b Net investment income (if negative, enter -0-)		37836			
c Adjusted net income (if negative, enter -0-)					

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

Cat No 11289X

Form **990-PF** (2010)

SCANNED MAY 06 2011

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		63074	89087	89087
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U.S. and state government obligations (attach schedule)		194379	197094	197094
	b	Investments—corporate stock (attach schedule)	(6)	519370	510149	510149
	c	Investments—corporate bonds (attach schedule)		277197	276201	276201
	11	Investments—land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		1053990	1072531	1072531	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		/	/	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ☐				
		and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted		1053990	1072531	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☐				
		and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)					
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		1053990	1072531		

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	1053990
2	Enter amount from Part I, line 27a	2	0
3	Other increases not included in line 2 (itemize) ▶ <u>income investment MARKET GAINS</u>	3	18541
4	Add lines 1, 2, and 3	4	1072531
5	Decreases not included in line 2 (itemize) ▶	5	/
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1072531

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	TRC COMPANY	P	5/23/00	2/16/10
b	SCHEDULE (4) for additional trades			
c	all publicly traded securities	P	per Schedule	
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 416	/	1052	< 636
b 312619	/	300333	12286
c			
d			
e			

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	11650
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009			
2008			
2007			
2006			
2005			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
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	

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	757
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	
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	
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1284
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1284
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	527
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <u>527</u> Refunded	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N.A.				
14	The books are in care of ► FAMILY MATRIL FOUNDATION Telephone no. ► 201-768-6854			
Located at ► 12 MCCAIN CT, CLUSTER N.S. ZIP+4 ► 07624 2304				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here.	15		☐
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				

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

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

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

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

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
GAY MAYER 12 MCCAIN CT. CLOSTER NJ 07624	PRES 7 HRS	0	0	0
LAURIE BEACH 758 RUGBY RD, BAYN MANOR PA 19010	SECY 3 HRS	0	0	0
KATHRYN JENULIS c/o FAMILY MAYER 12 MCCAIN CT. CLOSTER NJ 07624	TRUSKEE 1 hr	0	0	0
LINDSEY PETERSON c/o FAMILY MAYER 12 MCCAIN CT. CLOSTER NJ 07624	TRUSKEE 1 hr	0	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
N/A				

Total number of other employees paid over \$50,000 ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1		
2	N/A	
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1		
2	N/A	
All other program-related investments. See page 24 of the instructions.		
3		

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	963928
b	Average of monthly cash balances	1b	75000
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1038928
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	1038928
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	15839
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1023089
6	Minimum investment return. Enter 5% of line 5	6	51154

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	51154
2a	Tax on investment income for 2010 from Part VI, line 5	2a	757
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	757
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	50397
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	50397
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	50397

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	53995
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	53995
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	53995

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				50397
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____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$				
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)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				0
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				50397
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)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

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

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

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

1 Information Regarding Foundation Managers:

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

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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Schedule S	NONE	PUBLIC		53395
Total			▶	3a
b Approved for future payment NONE				
Total			▶	3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue:						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue: a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)						
13 Total. Add line 12, columns (b), (d), and (e)						

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

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

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

- | | | |
|---|--------------|-------------------------------------|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) Cash | 1a(1) | ☒ |
| (2) Other assets | 1a(2) | ☒ |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | ☒ |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | ☒ |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | ☒ |
| (4) Reimbursement arrangements | 1b(4) | ☒ |
| (5) Loans or loan guarantees | 1b(5) | ☒ |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | ☒ |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | ☒ |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee	twice	Date	4/25/11	Title	TRUSTEE
---------------------------------	-------	------	---------	-------	---------

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

FAMILY MATER FOUNDATION

22-2717107

2010 990-PF

SCHEDULE 1 OTHER INCOME

COLUMN A

COLUMN B

PART 1

LINE 11

Tyco class action settlement

\$37

Xerox class action settlement

\$267

Conagra class action settlement

\$91

El Paso class action settlement

\$18

Kinder Morgan misc income

\$31

IRS refund 2008 tax

\$518

\$962

SCHEDULE 2 OTHER FEES

PART 1

LINE 16C

Morgan Stanley Smith Barney trsfr fee

\$95

\$95

Sanders, Morris, Harris mgt fee

\$6,277

\$6,277

\$6,372

\$6,372

SCHEDULE 3 TAXES PAID

PART 1

LINE 18

Excise Tax

\$757

Foreign tax on dividends

\$815

\$815

NJ registration fee

\$25

\$25

\$1,597

\$840

2010 estimated tax reported VI 6a

-

-

SCHEDULE 4 CAPITAL GAINS AND LOSSES

SCHEDULE 5 CONTRIBUTIONS MADE DURING THE YEAR

SCHEDULE 6 INVESTMENTS AT YEAR END

10 1128

Account #: 5MG040980			
Name: FOUNDATION			
Closing T/D	Opening T/D	Quantity	Symbol/Cusip
06/15/2010	12/29/2009	10,000 00	F IK

Sec. Description	Cost Basis	Proceeds	Gain/Loss	Term
FORD MTR CR CO CONTINUOUSLY OFFERED BDS RETAIL A C COUNTS BOOK GLOBAL NT 7 875% 06/15/10 B/E DTD 03/16/00 CLB MATURED	10,000 00	10,000 00	0.00	S
Total Short Term	10,000.00	10,000.00	0.00	S
Total Long Term	0.00	0.00	0.00	L
Total	10,000.00	10,000.00	0.00	T

SCHEDULE 4
22-2717105
Family m702 Foundation

Account #: 5MG041079
Name: FOUNDATION

Closing T/D	Opening T/D	Quantity	Symbol/Cusip	Sec. Description	Cost Basis	Proceeds	Gain/Loss	Term
12/02/2010	07/19/2006	42.00	ICE	INTERCONTINENTAL EXCH ANGE INC COM	2,431.60	4,986.42	2,554.82	L
12/02/2010	07/30/2008	18.00	ICE	INTERCONTINENTAL EXCH ANGE INC COM	1,869.28	2,137.04	267.76	L
12/02/2010	10/06/2008	20.00	ICE	INTERCONTINENTAL EXCH ANGE INC COM	1,499.02	2,374.49	875.47	L
09/24/2010	12/31/2008	50.00	QCOM	QUALCOMM INC	1,794.63	2,223.96	429.33	L
09/24/2010	02/03/2009	6.00	QCOM	QUALCOMM INC	201.71	266.88	65.17	L
09/24/2010	06/02/2009	14.00	QCOM	QUALCOMM INC	617.44	622.71	5.27	L
09/24/2010	10/01/2009	30.00	QCOM	QUALCOMM INC	1,304.20	1,334.37	30.17	S
09/20/2010	06/05/2009	63.00	NKE	NIKE INC CLASS B	3,701.49	4,885.39	1,183.90	L
09/20/2010	09/15/2009	27.00	NKE	NIKE INC CLASS B	1,473.22	2,093.74	620.52	L
08/17/2010	03/11/2008	29.00	AMZN	AMAZON COM INC	1,900.47	3,702.80	1,802.33	L
08/17/2010	03/28/2008	5.00	AMZN	AMAZON COM INC	348.10	638.41	290.31	L
08/17/2010	04/11/2008	15.00	AMZN	AMAZON COM INC	1,156.94	2,042.93	885.99	L
05/03/2010	05/11/2006	54.00	AMX	AMERICA MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS ISIN#US02364W1053	2,131.65	2,811.43	679.78	L
05/03/2010	07/20/2006	2.00	AMX	AMERICA MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS ISIN#US02364W1053	69.10	104.13	35.03	L
05/03/2010	08/28/2006	5.00	AMX	AMERICA MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS ISIN#US02364W1053	189.05	260.32	71.27	L
05/03/2010	08/28/2006	6.00	AMX	AMERICA MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS ISIN#US02364W1053	226.86	312.38	85.52	L
05/03/2010	08/28/2006	6.00	AMX	AMERICA MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS ISIN#US02364W1053	226.86	312.38	85.52	L
05/03/2010	08/28/2006	6.00	AMX	AMERICA MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS ISIN#US02364W1053	226.86	312.38	85.52	L
05/03/2010	08/28/2006	5.00	AMX	AMERICA MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS ISIN#US02364W1053	189.05	260.32	71.27	L
05/03/2010	08/28/2006	6.00	AMX	AMERICA MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS ISIN#US02364W1053	226.86	312.38	85.52	L

05/03/2010	08/28/2006	6 00	AMX	AMERICA MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS ISIN#US02364W1053	226 86	312 38	85 52	L
05/03/2010	08/28/2006	7 00	AMX	AMERICA MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS ISIN#US02364W1053	264 67	364 45	99 78	L
05/03/2010	08/28/2006	9 00	AMX	AMERICA MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS ISIN#US02364W1053	340 29	468 57	128 28	L
05/03/2010	08/28/2006	10 00	AMX	AMERICA MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS ISIN#US02364W1053	378 10	520 64	142 54	L
05/03/2010	08/28/2006	9 00	AMX	AMERICA MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS ISIN#US02364W1053	340 29	468 57	128 28	L
05/03/2010	10/04/2006	1 00	AMX	AMERICA MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS ISIN#US02364W1053	39 08	52 06	12 98	L
05/03/2010	03/30/2009	1 00	AMX	AMERICA MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS ISIN#US02364W1053	26 51	52 07	25 56	L
04/20/2010	08/08/2008	7 00	NOV	NATIONAL OILWELL VARCO INC	495 87	309 06	-186 81	L
04/20/2010	10/07/2008	25 00	NOV	NATIONAL OILWELL VARCO INC	863 66	1,103 79	240 13	L
04/20/2010	01/05/2009	68 00	NOV	NATIONAL OILWELL VARCO INC	1,949 34	3,002 31	1,052 97	L
04/12/2010	06/05/2009	16 00	VMW	VMWARE INC CL A COM	521 19	896 94	375 75	S
04/12/2010	06/08/2009	57 00	VMW	VMWARE INC CL A COM	1,818 17	3,195 33	1,377 16	S
04/05/2010	07/30/2007	47 00	FTI	FMC TECHNOLOGIES INC COM	2,057 34	3,107 15	1,049 81	L
04/05/2010	07/31/2007	32 00	FTI	FMC TECHNOLOGIES INC COM	1,419 67	2,115 50	695 83	L
04/05/2010	08/15/2007	2 00	FTI	FMC TECHNOLOGIES INC COM	83 62	132 22	48 60	L
04/05/2010	03/05/2008	26 00	FTI	FMC TECHNOLOGIES INC COM	1,407 12	1,718 85	311 73	L
04/05/2010	07/14/2008	11 00	FTI	FMC TECHNOLOGIES INC COM	778 60	727 20	-51 40	L
04/05/2010	08/08/2008	4 00	FTI	FMC TECHNOLOGIES INC COM	213 72	264 44	50 72	L
04/05/2010	03/30/2009	15 00	FTI	FMC TECHNOLOGIES INC COM	477 05	991 64	514 59	L
03/26/2010	04/11/2008	14 00	AGN	ALLERGAN INC COM	785 06	886 19	101 13	L
03/26/2010	10/08/2008	6 00	AGN	ALLERGAN INC COM	270 18	379 79	109 61	L
03/19/2010	08/25/2006	27 00	AGN	ALLERGAN INC COM	1,531 22	1,721 19	189 97	L
03/19/2010	08/28/2006	22 00	AGN	ALLERGAN INC COM	1,249 96	1,402 45	152 49	L
03/19/2010	04/11/2008	31 00	AGN	ALLERGAN INC COM	1,738 35	1,976 17	237 82	L
03/10/2010	12/08/2006	20 00	BRCM	BROADCOM CORP CL A	681 13	649 70	-31 43	L
03/10/2010	07/09/2007	21 00	BRCM	BROADCOM CORP CL A	654 38	682 19	27 81	L

03/10/2010	07/16/2007	88 00	BRCM	BROADCOM CORP CL A	2,858 94	2,858 69	-0 25	L
03/10/2010	07/18/2007	6 00	BRCM	BROADCOM CORP CL A	193 64	194 91	1 27	L
03/08/2010	03/28/2008	103 00	V	VISA INC COM CL A	6,419 35	9,080 21	2,660 86	L
03/08/2010	10/06/2008	36 00	V	VISA INC COM CL A	1,858 57	3,173 67	1,315 10	L
03/03/2010	09/10/2004	75 00	AGN	ALLERGAN INC COM	2,780 25	4,480 62	1,700 37	L
03/03/2010	08/25/2006	5 00	AGN	ALLERGAN INC COM	283 56	298 71	15 15	L
03/03/2010	10/02/2009	69 00	SCHW	SCHWAB CHARLES CORP NEW COM	1,291 68	1,250 58	-41 10	S
03/03/2010	10/02/2009	79 00	SPLS	STAPLES INC	1,785 10	1,775 06	-10 04	S
02/24/2010	02/26/2008	18 00	AMZN	AMAZON COM INC	1,271 83	2,117 31	845.48	L
02/24/2010	03/11/2008	7 00	AMZN	AMAZON COM INC	458 74	823 40	364 66	L
02/24/2010	09/08/2005	16 00	CME	CME GROUP INC COM	4,874 27	4,551 82	-322 45	L
02/24/2010	09/29/2009	124 00	FLIR	FLIR SYSTEMS INC	3,465 93	3,290 75	-175 18	S
02/24/2010	10/12/2009	109.00	ILMN	ILLUMINA INC COM	4,640 28	3,923 85	-716.43	S
02/24/2010	10/12/2009	1 00	ILMN	ILLUMINA INC COM	42 57	36 00	-6 57	S
02/24/2010	04/22/2005	74 103	IRM	IRON MTN INC PA COM	1,382 32	1,774.45	392 13	L
02/24/2010	05/20/2005	7 4742	IRM	IRON MTN INC PA COM	145 39	178 98	33.59	L
02/24/2010	01/30/2006	4.4329	IRM	IRON MTN INC PA COM	122 65	106 15	-16 50	L
02/24/2010	07/20/2006	2 9899	IRM	IRON MTN INC PA COM	69 72	71 60	1 88	L
02/24/2010	07/18/2007	3.00	IRM	IRON MTN INC PA COM	77 37	71 84	-5 53	L
02/24/2010	03/30/2009	6 00	IRM	IRON MTN INC PA COM	129.66	143 66	14 00	S
02/24/2010	11/21/2008	164 00	LVS	LAS VEGAS SANDS CORP COM	503 54	2,631 51	2,127.97	L
02/24/2010	12/05/2008	61 00	MON	MONSANTO CO NEW COM	4,348 43	4,581 38	232 95	L
02/24/2010	06/08/2009	17 00	MON	MONSANTO CO NEW COM	1,396 35	1,276 78	-119 57	S
02/24/2010	09/15/2009	24 00	MON	MONSANTO CO NEW COM	1,890.95	1,802 51	-88.44	S
02/24/2010	06/14/2007	36 00	NOV	NATIONAL OILWELL VARCO INC	1,885.93	1,564 86	-321.07	L
02/24/2010	07/13/2007	88 00	NOV	NATIONAL OILWELL VARCO INC	4,916 38	3,825 20	-1,091 18	L
02/24/2010	12/20/2007	31 00	NOV	NATIONAL OILWELL VARCO INC	2,167 25	1,347 51	-819 74	L
02/24/2010	08/08/2008	13.00	NOV	NATIONAL OILWELL VARCO INC	920 90	565 09	-355 81	L
02/24/2010	09/10/2004	51 00	SBUX	STARBUCKS CORP COM	1,134 75	1,153 47	18 72	L
02/24/2010	01/30/2006	60.00	VAR	VARIAN MED SYS INC COM	3,588 06	2,915 58	-672 48	L
02/24/2010	02/21/2006	2 00	VAR	VARIAN MED SYS INC COM	119 06	97.19	-21 87	L
02/24/2010	08/21/2006	19 00	VAR	VARIAN MED SYS INC COM	990 11	923 27	-66 84	L
02/24/2010	08/22/2006	37 00	VAR	VARIAN MED SYS INC COM	1,928 28	1,797 94	-130 34	L
02/24/2010	07/09/2007	2 00	VAR	VARIAN MED SYS INC COM	88 77	97 17	8 40	L
01/05/2010	09/10/2004	100 00	SBUX	STARBUCKS CORP COM	2,225 00	2,314 23	89 23	L
01/04/2010	11/14/2008	27 00	LVS	LAS VEGAS SANDS CORP COM	166 30	407 82	241 52	L
01/04/2010	11/21/2008	73 00	LVS	LAS VEGAS SANDS CORP COM	224 13	1,102 62	878 49	L
01/04/2010	02/12/2007	19 00	CRM	SALESFORCE COM INC COM STOCK	900 36	1,417 65	517 29	L

01/04/2010	02/14/2007	31 00	CRM	SALESFORCE COM INC COM STOCK	1,541 69	2,313 00	771 31	L
01/04/2010	09/10/2004	68 00	SYK	STRYKER CORP	3,193 96	3,461 97	268 01	L
01/04/2010	07/12/2006	13 00	SYK	STRYKER CORP	564 84	661 85	97 01	L
				Total Short Term	18,286.08	18,925.83	639.75	S
				Total Long Term	92,956.60	117,030.74	24,074.14	L
				Total	111,242.68	135,956.57	24,713.89	T

Account #: HZ1040000

Name: FN BRANDES

Closing T/D	Opening T/D	Quantity	Symbol/Cusip	Sec. Description	Cost Basis	Proceeds	Gain/Loss	Term
12/28/2010	04/07/2000	25 00	VZ	VERIZON COMMUNICATIONS COM	1,457 07	888 40	-568 67	L
12/28/2010	05/24/2002	20 00	VZ	VERIZON COMMUNICATIONS COM	796 35	710 72	-85.63	L
12/15/2010	02/12/2004	15 00	THC	TENET HEALTHCARE CORP	187 50	99 75	-87 75	L
12/15/2010	09/29/2004	100 00	THC	TENET HEALTHCARE CORP	1,052 98	664 99	-387 99	L
12/15/2010	03/17/2005	50 00	THC	TENET HEALTHCARE CORP	527 70	332 49	-195 21	L
12/15/2010	03/15/2007	80 00	THC	TENET HEALTHCARE CORP	504 60	531 99	27 39	L
12/14/2010	01/03/2007	50 00	DOW	DOW CHEM CO	2,000 00	1,710 94	-289 06	L
12/09/2010	12/11/2007	70 00	HD	HOME DEPOT INC COM	1,990 76	2,400 22	409 46	L
12/03/2010	09/18/2008	45 00	TXN	TEXAS INSTRUMENTS INC	986 96	1,477 37	490 41	L
11/08/2010	01/03/2007	35 00	DOW	DOW CHEM CO	1,400 00	1,130 54	-269 46	L
10/29/2010	09/05/2000	15 00	TEF	TELEFONICA S A ADR SPONS ADR ISIN#US8793822086	791 31	1,214 15	422 84	L
10/29/2010	09/16/2008	20 00	TXN	TEXAS INSTRUMENTS INC	439 77	588 65	148 88	L
10/29/2010	09/18/2008	25 00	TXN	TEXAS INSTRUMENTS INC	548 31	735 81	187 50	L
09/22/2010	08/21/2008	20 00	AKZO	AKZO NV SPON ADR	1,185 71	1,241 38	55 67	L
09/22/2010	09/08/2008	30 00	AKZO	AKZO NV SPON ADR	1,782 53	1,862 08	79 55	L
09/13/2010	04/27/2009	15 00	DD	DU PONT E I DE NEMOURS & COMPANY	411 34	641 58	230 24	L
09/13/2010	05/07/2009	30 00	DD	DU PONT E I DE NEMOURS & COMPANY	858 37	1,283 16	424 79	L
09/13/2010	05/15/2009	20 00	DD	DU PONT E I DE NEMOURS & COMPANY	543 72	855 45	311.73	L
09/02/2010	01/18/2005	2,1539	T	AT&T INC COM	53 47	58 58	5 11	L
09/02/2010	02/08/2005	27.8461	T	AT&T INC COM	559 42	757 40	197 98	L
08/23/2010	12/08/2005	80 00	BMV	BRISTOL MYERS SQUIBB CO COM	1,731 32	2,118 63	387 31	L
08/11/2010	12/08/2005	30 00	BMV	BRISTOL MYERS SQUIBB CO COM	649 25	787 40	138.15	L
07/27/2010	11/09/2005	40.00	BMV	BRISTOL MYERS SQUIBB CO COM	860 28	1,005 66	145 38	L
07/27/2010	12/08/2005	15 00	BMV	BRISTOL MYERS SQUIBB CO COM	324 62	377 12	52 50	L
07/26/2010	08/15/2006	45 00	SLE	SARA LEE CORP	652 51	671 19	18 68	L
07/26/2010	08/17/2006	90.00	SLE	SARA LEE CORP	1,292 94	1,342 39	49 45	L
07/23/2010	03/17/2004	10 00	AKZO	AKZO NV SPON ADR	364 08	588 93	224 85	L
07/23/2010	08/21/2008	20 00	AKZO	AKZO NV SPON ADR	1,185 71	1,177 87	-7.84	L
07/09/2010	08/15/2006	85 00	SLE	SARA LEE CORP	1,232 51	1,222 06	-10 45	L
07/08/2010	08/10/2009	0 8068	FTR	FRONTIER COMMUNICATIONS CORP COM	6 44	5 72	-0 72	S
07/07/2010	04/07/2000	6 001	FTR	FRONTIER COMMUNICATIONS CORP COM	96 32	42 95	-53 37	L
07/07/2010	05/24/2002	24 004	FTR	FRONTIER COMMUNICATIONS CORP COM	263 23	171 80	-91.43	L

07/07/2010	07/13/2005	7.2012	FTR	FRONTIER COMMUNICATIONS CORP COM	61 42	51 54	-9 88	L
07/07/2010	08/10/2009	2 7938	FTR	FRONTIER COMMUNICATIONS CORP COM	22 30	19 99	-2 31	S
06/16/2010	01/26/2006	75 00	FITB	FIFTH THIRD BANCORP COM	2,853 53	1,055 89	-1,797 64	L
06/16/2010	01/30/2006	15 00	FITB	FIFTH THIRD BANCORP COM	572 80	211 18	-361 62	L
06/16/2010	02/09/2007	15 00	FITB	FIFTH THIRD BANCORP COM	607 06	211 18	-395 88	L
06/14/2010	08/15/2006	50 00	SLE	SARA LEE CORP	725 01	748 91	23 90	L
05/27/2010	07/19/2006	45 00	SLE	SARA LEE CORP	630 64	637 19	6 55	L
04/27/2010	08/16/2006	10 00	HIT	HITACHI LTD ADR 10 COM NEW	633 57	437 65	-195 92	L
04/27/2010	11/13/2006	40 00	HIT	HITACHI LTD ADR 10 COM NEW	2,380 85	1,750 59	-630 26	L
04/20/2010	01/26/2006	120 00	FITB	FIFTH THIRD BANCORP COM	4,565 65	1,735 18	-2,830 47	L
04/15/2010	10/19/2007	1 9697	RBS	ROYAL BK SCOTLAND GROUP PLC SPON ADR REPSTG 20 ORD SH	426 79	28 14	-398 65	L
04/15/2010	11/16/2007	2 7778	RBS	ROYAL BK SCOTLAND GROUP PLC SPON ADR REPSTG 20 ORD SH	483 12	39 68	-443 44	L
04/15/2010	03/28/2008	3 7879	RBS	ROYAL BK SCOTLAND GROUP PLC SPON ADR REPSTG 20 ORD SH	509 76	54 11	-455 65	L
04/15/2010	04/02/2008	21 2121	RBS	ROYAL BK SCOTLAND GROUP PLC SPON ADR REPSTG 20 ORD SH	3,131 32	303 02	-2,828 30	L
04/15/2010	05/19/2008	19 1919	RBS	ROYAL BK SCOTLAND GROUP PLC SPON ADR REPSTG 20 ORD SH	1,892 56	274 16	-1,618 40	L
04/15/2010	08/26/2008	6 0606	RBS	ROYAL BK SCOTLAND GROUP PLC SPON ADR REPSTG 20 ORD SH	474 52	86 58	-387 94	L
04/15/2010	07/19/2006	130 00	SLE	SARA LEE CORP	1,821 84	1,842 06	20 22	L
03/31/2010	06/08/2006	20 00	INTC	INTEL CORP COM	342 55	446 28	103 73	L
03/31/2010	01/18/2008	25 00	INTC	INTEL CORP COM	481 62	557 84	76 22	L
03/26/2010	11/09/2005	35 00	BMV	BRISTOL MYERS SQUIBB CO COM	752 74	935 50	182 76	L
03/19/2010	12/07/2006	5 00	DOW	DOW CHEM CO	199 75	150 75	-49 00	L
03/19/2010	01/03/2007	35 00	DOW	DOW CHEM CO	1,400 00	1,055 23	-344 77	L
03/15/2010	04/23/2009	30 00	CSCO	CISCO SYSTEMS INC	521 73	781 11	259 38	S
03/15/2010	11/01/2004	45 00	UN	UNILEVER NV NEW YORK SHS NEW	882 51	1,376 59	494 08	L
03/01/2010	07/19/2006	95 00	SLE	SARA LEE CORP	1,331 35	1,305 41	-25 94	L
02/24/2010	09/06/2005	115 00	CTXNY	CONTAX PARTICIPACOE S A SPON ADR	57 50	311 46	253 96	L
02/02/2010	05/08/2002	20 00	KT	KT CORP SPON ADR	456 18	424 99	-31 19	L
02/02/2010	05/09/2002	60 00	KT	KT CORP SPON ADR	1,342 97	1,274 98	-67 99	L
01/22/2010	04/23/2007	150 00	MU	MICRON TECHNOLOGY INC	1,686 32	1,433 73	-252 59	L
01/22/2010	05/18/2007	80 00	MU	MICRON TECHNOLOGY INC	914 70	764 65	-150 05	L
01/05/2010	12/03/2003	40 00	THC	TENET HEALTHCARE CORP	615 61	240 93	-374 68	L

01/05/2010	01/26/2004	30 00	THC	TENET HEALTHCARE CORP	507 15	180 69	-326 46	L
01/05/2010	02/12/2004	105 00	THC	TENET HEALTHCARE CORP	1,312 50	632 43	-680 07	L
				Total Short Term	550.47	806.82	256.35	S
				Total Long Term	60,784.53	49,250.17	-11,534.36	L
				Total	61,335.00	50,056.99	-11,278.01	T

Account #: HZ1040018		FN MADISON						
Closing T/D	Opening T/D	Quantity	Symbol/Cusip	Sec. Description	Cost Basis	Proceeds	Gain/Loss	Term
12/15/2010	05/27/2010	25,000 00	912828EQ9	UNITED STATES TREAS NOTES 4 375% 12/15/10 B/E DTD 12/15/05 MATURED	25,383 99	25,000 00	-383.99	S
08/03/2010	11/17/2005	5,000 00	COP GU	CONOCO FDG CO SR NT 6 350% 10/15/11 B/E DTD 10/11/01 CLB CALLABLE	5,345 07	5,345 08	0 01	L
08/03/2010	11/18/2005	10,000 00	COP GU	CONOCO FDG CO SR NT 6 350% 10/15/11 B/E DTD 10/11/01 CLB CALLABLE	10,690 15	10,690 15	0 00	L
06/17/2010	03/06/2009	5,000 00	BP JH	BP CAP MKTS P L C GTD NT ISIN#US05565QBH02 3 875% 03/10/15 B/E DTD 03/10/09 CLB CALLABLE	4,994 66	4,325 00	-669 66	L
06/17/2010	03/06/2009	5,000 00	BP JH	BP CAP MKTS P L C GTD NT ISIN#US05565QBH02 3 875% 03/10/15 B/E DTD 03/10/09 CLB CALLABLE	4,994 66	4,312 50	-682.16	L
06/01/2010	12/12/2006	5,000 00	LOW GD	LOWES COS INC NT 8 250% 06/01/10 B/E DTD 06/05/00 MATURED	5,000 00	5,000 00	0 00	L
05/20/2010	12/23/2009	15,000 00	912828KQ2	UNITED STATES TREAS NOTES 3 125% 05/15/19 B/E DTD 05/15/09 N/C	14,346 97	14,932 56	585 59	S
04/30/2010	05/02/2006	1,000 00	DD HI	DU PONT E I DE NEMOURS & CO NT 4 125% 04/30/10 B/E DTD 04/30/04 CLB MATURED	1,000 00	1,000 00	0 00	L
03/31/2010	08/04/2009	20,000 00	912828HU7	UNITED STATES TREAS NTS 1 750% 03/31/10 B/E DTD 03/31/08 MATURED	20,000.00	20,000 00	0.00	S
03/31/2010	09/29/2009	6,000 00	912828HU7	UNITED STATES TREAS NTS 1 750% 03/31/10 B/E DTD 03/31/08 MATURED	6,000 00	6,000 00	0 00	S
01/15/2010	04/04/2006	20,000.00	WFC.GBX	WELLS FARGO & CO NEW NT 4 200% 01/15/10 B/E DTD 12/06/04 MATURED	20,000 00	20,000.00	0 00	L
Total Short Term					65,730.96	65,932.56	201.60	S
Total Long Term					52,024.54	50,672.73	-1,351.81	L
Total					117,755.50	116,605.29	-1,150.21	T

Foundation Short Term	94,567.51	95,665.21	1,097.70	S
Foundation Long Term	205,765.67	216,953.64	11,187.97	L
Foundation Grand Total	300,333.18	312,618.85	12,285.67	T

22-27/7105
Family member Foundation

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Schedule 5 PART XV LINE 3

Grants and Contributions Paid During the Year	purpose	2010
Arizona Humane Society	animal welfare	1000
Assoc Small Foundations	education for charities	495
Center for Food Action	local welfare for the needy	250
Church World Service	Haitian Relief	2000
Compassionate Care	medical assistance	400
Habitat for Humanity	housing welfare	1000
Habitat for Humanity	housing welfare	500
KJZZ Public Radio	public radio	1000
LJBR Foundation	education books for libraries	200
March Of Dimes Colorado	medical welfare	500
MedShare International	medical welfare	500
Men'sLeadershipAlliance	education	3000
Mt Holyoke College Alumnae	education	2000
Nature Conservancy	environment	2400
NJ SEEDS	education	1500
NY NJ Trail Conference	environment	2200
PBS Friends of 8	public TV	1000
Perkins Trust	education for the blind	200
Reach Out & Read Colorado	education	250
Rocky Mountain Park Assoc	environmental education	600
Rocky Mountain PBS	education	250
Semester at Sea	education	500
Swarthmore College Campaign	education	1000
Trees, Water, People	environment	200
Williams College Alumni Fund	education	600
Women's Bean Project	welfare	250
WorldWatch Institute	education	250
gift of stock		
Williams College Alumni Fund	education	6000
		30045

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Grants and Contributions Paid During the Year

Bedford Stern Cell Research Foundation	PO Box 1028, Bedford, MA 01730	medical research	500
Bryn Mawr Rehabilitation Hospital	414 Paoli Pike, Malvern, PA 19355	handicapped welfare	500
Children's Hospital of Philadelphia	324 S 34th St Philadelphia, PA 19104	medical research	500
City Term	49 Clinton Ave, Dobbs Ferry, NY 10522	general education	500
Cornell Johnson School	213 Sage Hall, Ithaca, NY 14853	education	1000
Durango Discovery Museum	1099 Main Ave, Durango, CO 81301	children's education	500
Free Library Philadelphia	1901 Vine St, Philadelphia PA 19103	education	1000
KSUT Public Radio	POB 737, Ignacio, CO 84137	public radio	500
LaPlata County Humane Society	PO Box 2164, Durango, Co 81302	animal welfare	500
Lenox Hill Neighborhood Coalition	331 E 70th St, New York, NY 10021	public welfare	1000
Living Beyond Breast Cancer	10 E Athens Ave, Ardmore, PA 19003	medical research	500
Lower Merion Conservancy	1301 Rose Glen Rd, Gladwyne, PA 19035	environment	4500
Ludington Public Library	5 So Bryn Mawr Ave, Bryn Mawr, PA 19010	education	500
Main Line Animal Rescue	303 W Lancaster Ave, Wayne, PA 19087	animal welfare	250
Metropolitan Museum of Art	1000 Fifth Avenue, New York, NY 10028	education	450
National Lands Trust	1031 Palmers Mill Rd, Media, PA 19063	environment	1000
National Repertory Orchestra	111 S Main St, Breckenridge, CO 80424	education	1000
National Trust/Historic Preservation	1785 Massachusetts Ave, Washington DC 20036	environment	250
New Directions for Women	4807 Germantown Ave, Philadelphia, PA 19144	welfare	1000
NY Food Bank	90 John Street, New York, NY 10038	welfare for the needy	750
Overbrook School for the Blind	6333 Malvern Ave, Philadelphia, PA 19151	handicapped welfare	500
PA SPCA	350 East Erie Ave, Philadelphia, PA 19134	animal welfare	500
Pennsylvania Red Cross	23rd & Chestnut, Philadelphia, PA 19103	welfare	1000
Philabundance	POB 37555, Philadelphia, PA 19148	welfare for the needy	1000
Pikes Peak Hospice	825 E Pikes Peak Ave Colorado Springs, CO 80903	medical welfare	500
Planned Parenthood	950 Broadway, Denver, CO 80203	medical welfare	250
ShIPLEY School	814 Yarrow St, Bryn Mawr, PA 19010	education	1000
Sloop Clearwater	112 Little Market St, Poughkeepsie, NY 12601	environment	1000
US Bobsled Foundation	1631 Mesa Ave, Colorado Springs, CO 80906	public welfare	500
WRTT Public Radio	1509 Chestnut Street, Philadelphia, PA 19121	public radio	1000
		page 2	23950
		TOTAL GIVEN	53995

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SCHEDULE 6

MAYER FAMILY FOUNDATION 2010 Holdings

12/31/2010

Asset Type	Symbol	CUSIP	Description	Market Value
Equities				\$ 442,003.00
	T	00206R102	AT&T INC COM	\$5,670.00
	AEG	007924103	AEGON N VORD AMER REG	\$5,143.00
	ALU	013904305	ALCATEL LUCENTSPON ADR	\$2,472.00
	AMZN	023135106	AMAZON COM INC	\$9,000.00
	AAPL	037833100	APPLE INC COM	\$25,482.00
	ALPMY	04623U102	ASTELLAS PHARMA INCADR	\$3,053.00
	AZN	046353108	ASTRAZENECA PLCSPONSORED ADR	\$5,081.00
	BBT	054937107	BB & T CORP COM	\$2,103.00
	BAC	060505104	BANK OF AMERICA COM	\$4,562.00
	BSX	101137107	BOSTON SCIENTIFICCORPISIN#US1011371077	\$3,331.00
	BTM	10553M101	BRASIL TELECOM S ASPONSORED ADR	\$2,368.00
	BTM C	10553M200	BRASIL TELECOM S ASPONSORED ADR	\$548.00
	CAJ	138006309	CANON INC ADR REPSTG5 SHS	\$3,594.00
	CRERY	144430105	CAREFOUR SAADR	\$3,932.00
	EBR	15234Q207	ELECTROBRAS CENTRAISELECTRICIAS	\$3,438.00
	CHK	165167107	CHESAPEAKE ENERGYCORP	\$5,959.00
	CVX	166764100	CHEVRON CORP NEW COM	\$5,019.00
	C	172967101	CITIGROUP INC COM	\$4,872.00
	DELL	24702R101	DELL INC COM	\$5,081.00
	DTEGY	251566105	DEUTSCHE TELEKOM AGSPONSORED ADR	\$6,842.00
	DOW	260543103	DOW CHEM CO	\$4,438.00
	E	26874R108	ENI SPASONSORED ADR	\$6,124.00
	EMR	291011104	EMERSON ELEC CO COM	\$5,717.00
	ERIC	294821608	ERICSSON L M TEL COADR CL B SEK 10 NEWEXCH	\$576.00
	FITB	316773100	FIFTH THIRD BANCORPCOM	\$2,202.00
	FCT	33733U108	FIRST TR SR FLTGRATE INCOME FD IICOM	\$2,794.00
	FTE	35177Q105	FRANCE TELECOMSPONSORED ADR	\$5,565.00
	FUJII	35958N107	FUJIFILM HLDGS CORPADR 2	\$5,792.00
	GE	369604103	GENERAL ELECTRIC COCOM	\$3,475.00
	GENZ	372917104	GENZYME CORP COMFORMERLY COM GEN DIVTO	\$13,243.00
	GSK	37733W105	GLAXOSMITHKLINE PLCSPONS ADR	\$5,099.00

GOOG	38259P508	GOOGLE INC CL A	\$14,255.00
INTC	458140100	INTEL CORP COM	\$5,510.00
ISNPY	46115H107	INTESA SANPAOLOS P A SPON ADREPSTG ORD	\$2,778.00
ISRG	46120E602	INTUITIVE SURGICAL INC COM NEW	\$11,599.00
JSIAY	466249208	J SAINSBURY PLC SPONSORED ADR NEW	\$5,090.00
KEY	493267108	KEYCORP NEW COM	\$620.00
KMP	494550106	KINDER MORGAN ENERGY PARTNERS L P UNIT LTD	\$14,052.00
AHONY	500467402	KONINKLIJKE AHOLD NV SPONS ADR	\$4,067.00
KR	501044101	KROGER CO	\$4,584.00
LLY	532457108	ELI LILLY & CO COM	\$3,504.00
LOW	548661107	LOWES COS INC COM	\$4,765.00
MSADY	553491101	MS&AD INS GROU PHLDGS ADR ISIN#US534911012	\$3,074.00
MAKSY	570912105	MARKS & SPENCER GROUP PLC SPONSORED ADR	\$4,391.00
MMC	571748102	MARSH & MCLENNANCOS INC COM	\$3,554.00
MAS	574599106	MASCO CORP COM	\$2,216.00
MRK	58933Y105	MERCK & CO INC NEWCOM	\$4,649.00
MSFT	594918104	MICROSOFT CORP COM	\$5,026.00
MTU	606822104	MITSUBISHI UFJ FINL GROUP INC SPON ADR	\$2,678.00
MFG	60687Y109	MIZUHO FINANCIAL GROUP INC SPON ADR	\$3,112.00
MOT	620076109	MOTOROLA INC COM	\$2,313.00
NTT	654624105	NIPPON TELEG & TELEPHONE CORP SPONSORED	\$5,620.00
NOK	654902204	NOKIA CORP SPONSORED ADR	\$3,199.00
PNC	693475105	PNC FINL SVCS GROUP INC COM	\$2,125.00
PFE	717081103	PFIZER INC COM	\$6,164.00
PT	737273102	PORTUGAL TELECOM MSGPS S A SPONSORED ADR	\$3,266.00
QCOM	747525103	QUALCOMM INC	\$5,097.00
SWY	786514208	SAFEMAY INC COM NEW	\$5,735.00
CRM	79466L302	SALESFORCE.COM INCCOM STOCK	\$13,200.00
SNY	80105N105	SANOFI AVENTISSPONS ADR ISIN#US80105N1054	\$4,351.00
SLB	806857108	SCHLUMBERGER LTD COM ISIN#AN8068571086	\$12,608.00
SCHW	808513105	SCHWAB CHARLES CORP NEW COM	\$1,711.00
SVNDY	81783H105	SEVEN & I HLDGSCO LTD ADR ISIN#US81783H1059	\$4,270.00
SNE	835699307	SONY CORP ADAMERN SH NEW	\$3,750.00
SPLS	855030102	STAPLES INC	\$2,277.00

	SBUX	855244109	STARBUCKS CORP COM	\$3,213.00
	STM	861012102	STMICROELECTRONICSNV SHS N Y REGISTRY	\$5,011.00
	SMFG	86562M209	SUMITOMO MITSUI FINLGROUP INC SPONS	\$1,920.00
	STI	867914103	SUNTRUST BKS INC	\$2,361.00
	SVU	868536103	SUPERVALU INC	\$1,839.00
	SWCEY	870887205	SWISS REINSURANCESPONS ADR	\$5,396.00
	TNE	879246106	TELE NORTE LESTEPARTICIPACOE S	\$1,690.00
	TI	87927Y102	TELECOM ITALIAS P A NEW SPONS	\$6,483.00
	TBH	879287308	TELECOMUNICACOE SBRA SILEIRAS SASPONSORED	\$100.00
	TEF	879382208	TELEFONICA S A ADRSPONS	\$1,847.00
	TMX	879403780	TELEFONOS DE MEXICOSA DE CV ADR CLASS	\$1,775.00
	TXN	882508104	TEXAS INSTRUMENTS INC	\$15,438.00
	TSU	88706P106	TIM PARTICIPACOE S SASPONS ADR REPSTG PFD	\$649.00
	TKOMY	889094108	TOKIO MARINE HLDGS INC ADR	\$2,992.00
	TOT	89151E109	TOTAL S ASPONSORED ADR	\$6,685.00
	TM	892331307	TOYOTA MTR COSPON ADR	\$5,504.00
	UN	904784709	UNILEVER NV NEW YORKSHS NEW	\$4,396.00
	MTN	91879Q109	VAIL RESORTS INC COM	\$7,806.00
	VLO	91913Y100	VALERO ENERGY CORPNEW COM	\$7,167.00
	VZ	92343V104	VERIZON COMMUNICATIONS COM	\$4,472.00
	VIV	92855S200	VIVO PARTICIPACOE S A SPON ADRREPSTG PFD	\$1,141.00
	WFC	949746101	WELLS FARGO & CONEW COM	\$4,803.00
	WDC	958102105	WESTERN DIGITAL CORPDELAWARE	\$1,186.00
	XRX	984121103	XEROX CORPORATION	\$4,147.00
	TEL	H8912P106	TYCO ELECTRONICSLTD	\$6,195.00

Mutual Funds				\$68,146.00
	XCAPX	000843102	ACAP STRATEGIC FUND	\$52,000.00
	OIBCX	68380T301	OPPENHEIMER INTLBOND CLASS C	\$16,146.00

Fixed Income Securities				\$473,275.00
	ABT.GV	002819AB6	ABBOTT LABORATORIESNT 5.600% 11/30/17 B/EDTD	\$9,146.00
	AXP.LX	0258M0CY3	AMERICAN EXPRESS CRCORP MEDIUM TERM	\$28,172.00

BP.JH	05565QBBH0	BP CAP MKTS P L CGTD NTISIN#US05565QBBH02	\$5,147.00
BLS.GF	079860AB8	BELLSOUTH CORP NT 6.000% 10/15/11 B/EDTD	\$10,425.00
BRKA.IJ	084664AD3	BERKSHIRE HATHAWAYFIN CORP SR NT 4.625%	\$16,289.00
KO.GK	191216AM2	COCA COLA CO NT 4.875% 03/15/19 B/EDTD 03/06/09	\$21,868.00
COP.GS	20825CAT1	CONOCOPHILLIPS GTDNT 4.600% 01/15/15 B/EDTD	\$16,349.00
COST.GE	22160KAB1	COSTCO WHOLESALECORP NEW SR NT 5.300%	\$15,781.00
FMCC.HX	3134A4QD9	FEDERAL HOME LN MTGCRP REFERENCE NOTES	\$21,382.00
FMCC.KT	3134A4TZ7	FEDERAL HOME LN MTGCRP DEB 4.500% 07/15/13	\$21,790.00
FNMA.AAO	31359MWJ8	FEDERAL NATL MTGASSN BENCHMARK NOTES	\$24,469.00
GE.HEZ	36962G3T9	GENERAL ELEC CAPCORP MEDIUM TERMNTS	\$16,036.00
GS.UG	38141GEA8	GOLDMAN SACHS GROUPINC FOR FUTUREEQUITY	\$21,547.00
BAC.HNI	59018YXZ9	MERRILL LYNCH & COINC MEDIUM TERM NTSMED	\$20,562.00
ORCL.GK	68389XAD7	ORACLE CORP NT 4.950% 04/15/13 B/EDTD 04/09/08	\$8,715.00
LUV.GS	844741AW8	SOUTHWEST AIRLS CONT 5.250% 10/01/14 B/EDTD	\$31,552.00
SY.Y.GK	871829AL1	SYSCO CORP NT 5.250% 02/12/18 B/EDTD 02/12/08	\$11,020.00
TGT.HT	87612EAH9	TARGET CORP NT 5.875% 03/01/12 B/EDTD 03/11/02	\$10,530.00
UPS.QC	911312AH9	UNITED PARCEL SVCINC SR NT 5.500% 01/15/18	\$17,040.00
USB.PZ	91159HGR5	U S BANCORPMEDIUM TERM NTS 4.200% 05/15/14	\$16,023.00
	9128277B2	UNITED STATES TREASNOTES 5.000% 08/15/11	\$15,441.00
	9128277L0	UNITED STATES TREASNOTE 4.875% 02/15/12	\$6,301.00
	912828AP5	UNITED STATES TREASNTS 4.000% 11/15/12 B/EDTD	\$21,292.00
	912828EX4	UNITED STATES TREASNOTES 4.500% 02/28/11	\$20,134.00
	912828GS3	UNITED STATES TREASNOTES 4.500% 05/15/17	\$17,903.00
	912828HH6	UNITED STATES TREASNTS 4.250% 11/15/17 B/EDTD	\$5,512.00
	912828KQ2	UNITED STATES TREASNOTES 3.125% 05/15/19	\$20,211.00
	912828PC8	UNITED STATES TREASNTS 2.625% 11/15/20 B/EDTD	\$22,639.00

Cash and Cash Equivalents			\$89,087.00
	USD9999997		(\$201.00)
	MMFDGPM	DREYFUS GOVT PRIME INV SH	\$21,325.00
	MMFFGR	FEDERATED GOVERNMENT RESERVES	\$67,963.00

TOTAL			\$1,072,511.00
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