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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: **FLUHRER R C T W CHARITIES**
 Number and street (or P O box number if mail is not delivered to street address): **BNY Mellon, N A - P O Box 185**
 City or town, state, and ZIP code: **Pittsburgh PA 15230-0185**

A Employer identification number: **23-6497916**
 B Telephone number (see page 10 of the instructions): **(215) 553-3028**

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **847,953**

J Accounting method Cash Accrual
 Other (specify) _____

C If exemption application is pending, check here ▶
 D 1 Foreign organizations, check here ▶
 2. Foreign organizations meeting the 85% test, check here and attach computation ▶
 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)				
	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	19,820	19,820		
	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	21,982			
	b Gross sales price for all assets on line 6a	193,095			
	7 Capital gain net income (from Part IV, line 2)		21,982		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	134	0	0		
12 Total. Add lines 1 through 11	41,936	41,802	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	17,328	10,397		6,931
	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)	20	20	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	0
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8	8	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	17,356	10,425	0	6,931
	25 Contributions, gifts, grants paid	2,471			2,471
26 Total expenses and disbursements Add lines 24 and 25	19,827	10,425	0	9,402	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	22,109				
b Net investment income (if negative, enter -0-)		31,377			
c Adjusted net income (if negative, enter -0-)			0		

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

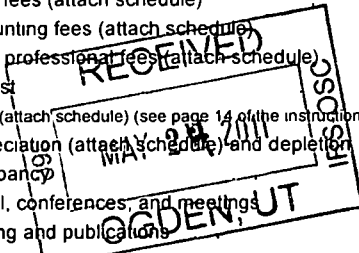
Form 990-PF (2010)

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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		0		
	2	Savings and temporary cash investments	42,130	44,026	44,026	
	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				
	9	Prepaid expenses and deferred charges				
	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)	700,483	720,696	803,927		
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 l)	742,613	764,722	847,953		
Liabilities	17	Accounts payable and accrued expenses		0		
	18	Grants payable				
	19	Deferred revenue				
	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	742,613	764,722		
	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)	742,613	764,722			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	742,613	764,722			

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	742,613
2	Enter amount from Part I, line 27a	2	22,109
3	Other increases not included in line 2 (itemize)	3	0
4	Add lines 1, 2, and 3	4	764,722
5	Decreases not included in line 2 (itemize)	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	764,722

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	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	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) 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 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	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 21,982
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 1,188

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	39,272	720,343	0.054518
2008	35,228	902,807	0.039021
2007	39,768	1,032,540	0.038515
2006	39,414	975,404	0.040408
2005	38,277	958,263	0.039944
2 Total of line 1, column (d)			2 0.212406
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 0.042481
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 777,164
5 Multiply line 4 by line 3			5 33,015
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 314
7 Add lines 5 and 6			7 33,329
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 9,402

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	}	1	628
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	628
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	628
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	118	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	118
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	510
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	0
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 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 ▶ (215) 553-3028 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	00	17,328	0	0
.....	00	0	0	0
.....	00	0	0	0
.....	00	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
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		
All other program-related investments See page 24 of the instructions 3 NONE	0	
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	746,117
b	Average of monthly cash balances	1b	42,882
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	788,999
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	788,999
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	11,835
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	777,164
6	Minimum investment return. Enter 5% of line 5	6	38,858

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	38,858
2a	Tax on investment income for 2010 from Part VI, line 5	2a	628
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	628
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	38,230
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	38,230
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	38,230

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	9,402
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	9,402
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,402

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				38,230
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			24,960	
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	NONE			
e From 2009	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>9,402</u>				
a Applied to 2009, but not more than line 2a			9,402	
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				0
e Remaining amount distributed out of corpus	0			
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	0			
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			15,558	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				38,230
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	0			
10 Analysis of line 9				
a Excess from 2006	0			
b Excess from 2007	0			
c Excess from 2008	0			
d Excess from 2009	0			
e Excess from 2010	0			

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	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	
0				0
b 85% of line 2a	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
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

NOT APPLICABLE

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

NOT APPLICABLE

c Any submission deadlines

NOT APPLICABLE

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

NOT APPLICABLE

Part XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total				▶ 3a 2,471
b Approved for future payment NONE				
Total				▶ 3b NONE

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

1017209982	FLUHRER R C T/W	H89128104	TYCO INTERNATIONAL LTD	170.00	7,044.80	4,355.65
1017209982	FLUHRER R C T/W	00206R102	AT & T INC	360.00	10,576.80	13,332.27
1017209982	FLUHRER R C T/W	018581108	ALLIANCE DATA SYS CORP	90.00	6,392.70	5,489.60
1017209982	FLUHRER R C T/W	01988P108	ALLSCRIPTS HEALTHCARE SOLUTI	220.00	4,239.40	3,761.76
1017209982	FLUHRER R C T/W	025816109	AMERICAN EXPRESS CO	180.00	7,725.60	7,593.69
1017209982	FLUHRER R C T/W	03076C106	AMERIPRISE FINANCIAL INC	100.00	5,755.00	1,916.78
1017209982	FLUHRER R C T/W	032346108	AMYLIN PHARMACEUTICALS INC	320.00	4,707.20	6,058.38
1017209982	FLUHRER R C T/W	032511107	ANADARKO PETROLEUM CORP	60.00	4,569.60	2,552.17
1017209982	FLUHRER R C T/W	037411105	APACHE CORP	100.00	11,923.00	7,252.57
1017209982	FLUHRER R C T/W	037833100	APPLE INC	67.00	21,611.52	12,344.01
1017209982	FLUHRER R C T/W	052800109	AUTOLIV INC	80.00	6,315.20	2,135.34
1017209982	FLUHRER R C T/W	055650B00	BP CAPITAL MARKETS 3.875%	40,000.00	41,259.60	41,548.40
1017209982	FLUHRER R C T/W	060505104	BANK OF AMERICA CORP	960.00	12,806.40	13,028.47
1017209982	FLUHRER R C T/W	125509109	CIGNA CORP	110.00	4,032.60	2,716.60
1017209982	FLUHRER R C T/W	126650100	CVS CAREMARK CORP	60.00	2,086.20	2,183.11
1017209982	FLUHRER R C T/W	14040H105	CAPITAL ONE FINANCIAL CORP	230.00	9,788.80	9,457.14
1017209982	FLUHRER R C T/W	143658300	CARNIVAL CORP	110.00	5,072.10	3,435.28
1017209982	FLUHRER R C T/W	149123101	CATERPILLAR INC	70.00	6,556.20	4,504.37
1017209982	FLUHRER R C T/W	171232101	CHUBB CORP	110.00	6,560.40	5,764.47
1017209982	FLUHRER R C T/W	17275R102	CISCO SYSTEMS INC	280.00	5,664.40	5,700.97
1017209982	FLUHRER R C T/W	20825C104	COMERICA INC	150.00	6,336.00	5,506.69
1017209982	FLUHRER R C T/W	231021106	CONOCOPHILLIPS	160.00	10,896.00	4,856.30
1017209982	FLUHRER R C T/W	235851102	CUMMINS INC	100.00	11,001.00	3,411.46
1017209982	FLUHRER R C T/W	263534109	DANAHER CORP	100.00	4,717.00	2,731.68
1017209982	FLUHRER R C T/W	268648102	DU PONT (E I) DE NEMOURS	90.00	4,489.20	2,401.40
1017209982	FLUHRER R C T/W	29266R108	E M C CORP MASS	220.00	5,038.00	3,057.61
1017209982	FLUHRER R C T/W	30231G102	ENERGIZER HLDGS INC	60.00	4,374.00	4,232.76
1017209982	FLUHRER R C T/W	345370860	EXXON MOBIL CORP	250.00	18,280.00	10,328.51
1017209982	FLUHRER R C T/W	354613101	FORD MOTOR CO	340.00	5,708.60	5,598.32
1017209982	FLUHRER R C T/W	369604103	FRANKLIN RES INC	40.00	4,448.40	2,044.78
1017209982	FLUHRER R C T/W	38259P508	GENERAL ELECTRIC COMPANY	580.00	10,608.20	21,995.83
1017209982	FLUHRER R C T/W	406216101	GOOGLE INC - CL A	20.00	11,879.40	9,068.19
1017209982	FLUHRER R C T/W	42809H107	HALLIBURTON CO	152.00	6,206.16	4,459.83
1017209982	FLUHRER R C T/W	437076102	HESS CORP	155.00	11,863.70	6,224.85
1017209982	FLUHRER R C T/W	438516106	HOME DEPOT INC	140.00	4,908.40	2,687.72
1017209982	FLUHRER R C T/W	441060100	HONEYWELL INTL INC	160.00	8,505.60	5,767.25
1017209982	FLUHRER R C T/W	444903108	HOSPIRA INC	130.00	7,239.70	5,214.68
1017209982	FLUHRER R C T/W	45666Q102	HUMAN GENOME SCIENCES INC	240.00	5,733.60	6,859.54
1017209982	FLUHRER R C T/W	459200101	INFORMATICA CORP	100.00	4,403.00	3,040.51
1017209982	FLUHRER R C T/W	46625H100	INTERNATIONAL BUSINESS MACHI	91.00	13,355.16	10,409.05
1017209982	FLUHRER R C T/W	52517P60	JPMORGAN CHASE & CO	301.00	12,768.42	6,855.27
1017209982	FLUHRER R C T/W	532716107	LEHMAN BROS HLDGS	45,000.00	10,406.25	45,661.95
1017209982	FLUHRER R C T/W	58155Q103	LIMITED BRANDS INC	290.00	8,911.70	5,197.60
1017209982	FLUHRER R C T/W	585055106	MCKESSON CORPORATION	140.00	9,853.20	7,858.03
1017209982	FLUHRER R C T/W	58933Y105	MEDTRONIC INC	120.00	4,450.80	6,145.55
1017209982	FLUHRER R C T/W	594918104	MERCK & CO INC	236.00	8,505.44	5,877.88
1017209982	FLUHRER R C T/W	617446448	MICROSOFT CORPORATION	439.00	12,252.49	12,630.39
1017209982	FLUHRER R C T/W	620076109	MORGAN STANLEY	200.00	5,442.00	5,407.60
1017209982	FLUHRER R C T/W	651229106	MOTOROLA INC	440.00	3,990.80	3,521.55
1017209982	FLUHRER R C T/W		NEWELL RUBBERMAID INC	290.00	5,272.20	5,046.72

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

10172099BN2	FLUHRER R C T/W	65248E203	NEWS CORP INC	670.00	11,001.40	12,613.23
10172099BN2	FLUHRER R C T/W	65339F101	NEXTERA ENERGY INC	90.00	4,679.10	4,917.35
10172099BN2	FLUHRER R C T/W	655664100	NORDSTROM INC	140.00	5,933.20	4,752.73
10172099BN2	FLUHRER R C T/W	655844108	NORFOLK SOUTHERN CORP	100.00	6,282.00	4,968.63
10172099BN2	FLUHRER R C T/W	674599105	OCCIDENTAL PETROLEUM CORP	160.00	15,696.00	11,773.21
10172099BN2	FLUHRER R C T/W	681919106	OMNICOM GROUP INC	140.00	6,412.00	7,319.63
10172099BN2	FLUHRER R C T/W	68389XAD7	ORACLE CORP	30,000.00	32,682.00	30,580.20
10172099BN2	FLUHRER R C T/W	68389X105	ORACLE CORP	480.00	15,024.00	9,328.08
10172099BN2	FLUHRER R C T/W	713448108	PEPSICO INC	157.00	10,256.81	4,948.74
10172099BN2	FLUHRER R C T/W	717081103	PFIZER INC	864.00	15,128.64	22,671.88
10172099BN2	FLUHRER R C T/W	718172109	PHILIP MORRIS INTERNAT-W/I	190.00	11,120.70	8,724.18
10172099BN2	FLUHRER R C T/W	74005P104	PRAXAIR INC	60.00	5,728.20	2,665.56
10172099BN2	FLUHRER R C T/W	742718109	PROCTER & GAMBLE CO	130.00	8,362.90	5,332.72
10172099BN2	FLUHRER R C T/W	744573106	PUBLIC SVC ENTERPRISE GROUP	330.00	10,497.30	10,696.02
10172099BN2	FLUHRER R C T/W	747525103	QUALCOMM INC	210.00	10,392.90	9,016.42
10172099BN2	FLUHRER R C T/W	755111507	RAYTHEON CO	70.00	3,243.80	3,639.85
10172099BN2	FLUHRER R C T/W	808513105	SCHWAB CHARLES CORP NEW	180.00	3,079.80	2,739.83
10172099BN2	FLUHRER R C T/W	87612E106	TARGET CORP	170.00	10,222.10	6,877.65
10172099BN2	FLUHRER R C T/W	883203101	TEXTRON INC	250.00	5,910.00	8,453.44
10172099BN2	FLUHRER R C T/W	883556102	THERMO FISHER SCIENTIFIC INC	170.00	9,411.20	7,662.06
10172099BN2	FLUHRER R C T/W	887317303	TIME WARNER INC	123.00	3,956.91	2,451.94
10172099BN2	FLUHRER R C T/W	904767704	UNILEVER PLC ADR	290.00	8,955.20	8,427.07
10172099BN2	FLUHRER R C T/W	912828FN5	U.S. TREASURY NOTE	30,000.00	30,804.00	29,960.16
10172099BN2	FLUHRER R C T/W	912828FW5	U.S. TREASURY NOTE	40,000.00	41,420.40	39,550.00
10172099BN2	FLUHRER R C T/W	912828GM6	U.S. TREASURY NOTE	45,000.00	47,316.60	45,003.52
10172099BN2	FLUHRER R C T/W	912828JB7	U.S. TREASURY NOTE	20,000.00	21,325.00	21,476.63
10172099BN2	FLUHRER R C T/W	91912E105	VALE SA-SP ADR	240.00	8,296.80	3,458.43
10172099BN2	FLUHRER R C T/W	949746101	WELLS FARGO & COMPANY	460.00	14,255.40	11,455.86
10172099BN2	FLUHRER R C T/W	991061052	CRA (BNY MELLON, N.A., MEMBE	113.03	113.03	113.03
10172099BN2	FLUHRER R C T/W	991061052	CRA (BNY MELLON, N.A., MEMBE	43,913.31	43,913.31	43,913.31

TOTAL FOR ACCT#10172099BN2

847,952.64

764,721.89

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:100%; border-bottom: 1px solid black;">Long Term CG Distributions</td> <td style="width:10%; text-align: right;">395</td> <td colspan="12"></td> </tr> <tr> <td style="border-bottom: 1px solid black;">Short Term CG Distributions</td> <td style="border-bottom: 1px solid black;">0</td> <td colspan="12"></td> </tr> <tr> <td colspan="9"></td> <td style="text-align: right;">193,095</td> <td colspan="2" style="text-align: right;">171,113</td> <td colspan="3"></td> </tr> <tr> <td colspan="14" style="text-align: center;">Other sales</td> </tr> <tr> <td colspan="9"></td> <td style="text-align: right;">0</td> <td colspan="2"></td> <td colspan="3" style="text-align: right;">21,982</td> </tr> <tr> <td colspan="14" style="text-align: center;">0</td> </tr> </table>														Long Term CG Distributions	395													Short Term CG Distributions	0																						193,095	171,113					Other sales																							0			21,982			0													
Long Term CG Distributions	395																																																																																																		
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0																																																																																																			
1	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		1/19/2010	40	32				8																																																																																					
2	X	FIRST HORIZON NATIONAL C	320517105			10/14/2008		1/28/2010	11	8				3																																																																																					
3	X	GAP INC	364760108			1/8/2010		7/7/2010	1,558	1,634				-76																																																																																					
4	X	GAP INC	364760108			1/8/2010		7/7/2010	97	102				-5																																																																																					
5	X	GAP INC	364760108			1/11/2010		7/7/2010	1,480	1,555				-75																																																																																					
6	X	GAP INC	364760108			1/11/2010		7/7/2010	389	412				-23																																																																																					
7	X	GAP INC	364760108			1/12/2010		7/7/2010	1,538	1,580				-42																																																																																					
8	X	HEWLETT PACKARD CO	428236103			9/4/2009		8/11/2010	817	895				-78																																																																																					
9	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		1/19/2010	401	318				83																																																																																					
10	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		1/19/2010	1,535	1,219				316																																																																																					
11	X	HEWLETT PACKARD CO	428236103			8/21/2009		8/11/2010	3,267	3,551				-284																																																																																					
12	X	HEWLETT PACKARD CO	428236103			8/21/2009		8/11/2010	1,223	1,332				-109																																																																																					
13	X	HEWLETT PACKARD CO	428236103			8/21/2009		8/12/2010	3,614	3,995				-381																																																																																					
14	X	HOME DEPOT INC	437076102			8/28/2009		5/20/2010	1,322	1,109				213																																																																																					
15	X	HOME DEPOT INC	437076102			9/11/2009		5/20/2010	1,983	1,647				336																																																																																					
16	X	HOME DEPOT INC	437076102			8/28/2009		5/20/2010	986	832				154																																																																																					
17	X	HOME DEPOT INC	437076102			9/11/2009		5/27/2010	686	546				140																																																																																					
18	X	HOME DEPOT INC	437076102			9/11/2009		5/27/2010	343	272				71																																																																																					
19	X	HOME DEPOT INC	437076102			9/11/2009		5/27/2010	1,373	1,084				289																																																																																					
20	X	HOME DEPOT INC	437076102			9/11/2009		5/27/2010	1,030	821				209																																																																																					
21	X	HOME DEPOT INC	437076102			11/20/2008		5/27/2010	343	192				151																																																																																					
22	X	JUNIPER NETWORKS INC	48203R104			10/28/2008		1/6/2010	777	534				243																																																																																					
23	X	JUNIPER NETWORKS INC	48203R104			2/23/2009		1/6/2010	2,072	1,183				889																																																																																					
24	X	JUNIPER NETWORKS INC	48203R104			10/28/2008		1/6/2010	260	178				82																																																																																					
25	X	KBR INC	48242W106			1/30/2007		9/7/2010	364	277				87																																																																																					
26	X	KBR INC	48242W106			1/30/2007		9/8/2010	463	350				113																																																																																					
27	X	KBR INC	48242W106			1/30/2007		9/9/2010	245	184				61																																																																																					
28	X	KBR INC	48242W106			1/30/2007		9/9/2010	49	37				12																																																																																					
29	X	KBR INC	48242W106			1/30/2007		9/10/2010	269	203				66																																																																																					
30	X	KBR INC	48242W106			12/12/2008		9/10/2010	464	283				181																																																																																					
31	X	KBR INC	48242W106			12/12/2008		9/13/2010	273	164				109																																																																																					
32	X	KBR INC	48242W106			12/12/2008		9/13/2010	345	208				137																																																																																					
33	X	KBR INC	48242W106			12/12/2008		9/13/2010	1,610	982				628																																																																																					
34	X	LIMITED BRANDS INC	532716107			10/6/2009		11/22/2010	658	362				296																																																																																					
35	X	LIMITED BRANDS INC	532716107			10/6/2009		11/22/2010	329	181				148																																																																																					
36	X	MERCK & CO INC	58933Y105			3/13/2009		9/20/2010	565	427				138																																																																																					
37	X	MERCK & CO INC	58933Y105			1/30/2007		9/20/2010	16	11				5																																																																																					
38	X	MERCK & CO INC	58933Y105			3/13/2009		9/20/2010	2,689	2,031				658																																																																																					
39	X	PARKER HANNIFIN CORP	701094104			12/24/2008		6/18/2010	610	394				216																																																																																					
40	X	PARKER HANNIFIN CORP	701094104			12/23/2008		6/18/2010	1,220	778				442																																																																																					
41	X	PARKER HANNIFIN CORP	701094104			12/23/2008		6/18/2010	3,701	2,335				1,366																																																																																					
42	X	QUALCOMM INC	747525103			1/6/2010		4/23/2010	3,408	4,325				-917																																																																																					
43	X	SEMPRA ENERGY	816851109			2/27/2007		1/6/2010	4,716	5,362				-646																																																																																					
44	X	SEMPRA ENERGY	816851109			2/26/2007		1/6/2010	54	61				-7																																																																																					
45	X	SEMPRA ENERGY	816851109			2/27/2007		1/6/2010	3,150	3,575				-425																																																																																					
46	X	SEMPRA ENERGY	816851109			2/26/2007		1/7/2010	269	307				-38																																																																																					
47	X	SEMPRA ENERGY	816851109			2/26/2007		1/7/2010	538	614				-76																																																																																					
48	X	SEMPRA ENERGY	816851109			2/26/2007		1/7/2010	269	307				-38																																																																																					
49	X	SEMPRA ENERGY	816851109			2/26/2007		1/7/2010	753	860				-107																																																																																					
50	X	TARGET CORP	87612E106			6/1/2009		8/9/2010	2,130	1,663				467																																																																																					

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		Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
									Gross Sales	Cost or Other Basis				
									193,095	0				
									Securities					
									Other sales					
									171,113	0				
									Amount					
									395	0				
									Long Term CG Distributions					
									Short Term CG Distributions					
51	X	TIME WARNER INC	887317303			1/8/2010		7/1/2010	1,427	1,432				-5
52	X	TIME WARNER INC	887317303			1/1/2010		7/1/2010	1,427	1,456				-29
53	X	TIME WARNER INC	887317303			12/4/2008		7/1/2010	571	399				172
54	X	U S TREASURY NOTE 4 75%	9128286G9			6/4/2007		2/15/2010	40,000	39,817				183
55	X	VERTEX PHARMACEUTICALS	92532F100			3/5/2009		1/8/2010	812	559				253
56	X	VERTEX PHARMACEUTICALS	92532F100			3/6/2009		1/8/2010	812	558				254
57	X	VERTEX PHARMACEUTICALS	92532F100			3/6/2009		1/8/2010	407	282				125
58	X	VERTEX PHARMACEUTICALS	92532F100			3/5/2009		1/8/2010	407	280				127
59	X	VERTEX PHARMACEUTICALS	92532F100			3/6/2009		1/11/2010	408	279				129
60	X	VERTEX PHARMACEUTICALS	92532F100			11/3/2008		6/21/2010	734	546				188
61	X	VERTEX PHARMACEUTICALS	92532F100			10/30/2008		6/22/2010	1,083	736				347
62	X	VERTEX PHARMACEUTICALS	92532F100			10/31/2008		6/22/2010	1,697	1,219				478
63	X	VERTEX PHARMACEUTICALS	92532F100			10/31/2008		6/22/2010	110	78				32
64	X	VISA INC-CLASS A SHRS	92826C839			1/27/2009		8/1/2010	1,966	1,185				781
65	X	VISA INC-CLASS A SHRS	92826C839			1/27/2009		8/1/2010	291	176				115
66	X	VISA INC-CLASS A SHRS	92826C839			1/27/2009		8/13/2010	363	219				144
67	X	VISA INC-CLASS A SHRS	92826C839			1/27/2009		8/13/2010	1,017	614				403
68	X	WHIRLPOOL CORP	963320106			8/28/2009		11/22/2010	984	857				127
69	X	WHIRLPOOL CORP	963320106			8/28/2009		11/22/2010	151	131				20
70	X	WHIRLPOOL CORP	963320106			8/28/2009		11/22/2010	757	648				109
71	X	WHIRLPOOL CORP	963320106			8/31/2009		11/22/2010	2,120	1,827				293
72	X	WHIRLPOOL CORP	963320106			8/28/2009		11/22/2010	534	462				72
73	X	XTO ENERGY INC	98385X106			6/8/2004		6/11/2010	4,644	1,657				2,987
74	X	XTO ENERGY INC	98385X106			6/9/2004		6/11/2010	4,340	1,543				2,797
75	X	ACCENTURE PLC-CL A	G1151C101			2/27/2008		1/6/2010	5,112	4,405				707
76	X	ACCENTURE PLC-CL A	G1151C101			2/27/2008		1/6/2010	848	734				114
77	X	TYCO INTERNATIONAL LTD	H89128104			2/6/2008		9/2/2010	1,153	1,232				-79
78	X	TYCO INTERNATIONAL LTD	H89128104			8/11/2008		9/2/2010	769	906				-137
79	X	TYCO INTERNATIONAL LTD	H89128104			8/11/2008		9/2/2010	770	906				-136
80	X	AMGEN INC	031162100			10/28/2008		2/12/2010	564	583				-19
81	X	AMGEN INC	031162100			10/28/2008		8/10/2010	1,115	1,166				-51
82	X	AMGEN INC	031162100			10/28/2008		8/11/2010	545	583				-38
83	X	AMGEN INC	031162100			4/24/2009		8/11/2010	2,727	2,477				250
84	X	AMGEN INC	031162100			4/24/2009		8/11/2010	545	488				57
85	X	APPLE INC	037833100			7/8/2008		1/21/2010	4,379	3,716				663
86	X	AUTOLIV INC	052800109			6/10/2009		9/20/2010	616	314				302
87	X	AUTOLIV INC	052800109			6/10/2009		9/20/2010	1,849	942				907
88	X	BLACKROCK INC	09247X101			4/24/2009		9/13/2010	454	451				3
89	X	BLACKROCK INC	09247X101			4/24/2009		9/13/2010	452	451				1
90	X	BLACKROCK INC	09247X101			4/24/2009		9/14/2010	923	902				21
91	X	BLACKROCK INC	09247X101			4/24/2009		9/14/2010	1,227	1,203				24
92	X	CVS CAREMARK CORP	126650100			10/30/2007		1/8/2010	1,357	1,658				-301
93	X	CVS CAREMARK CORP	126650100			10/30/2007		1/8/2010	679	829				-150
94	X	CVS CAREMARK CORP	126650100			10/30/2007		1/11/2010	2,032	2,487				-455
95	X	CVS CAREMARK CORP	126650100			4/25/2007		1/11/2010	1,016	1,097				-81
96	X	CUMMINS INC	231021106			5/1/2009		9/7/2010	81	34				47
97	X	CUMMINS INC	231021106			5/1/2009		9/7/2010	1,540	649				891
98	X	E M C CORP MASS	268648102			4/23/2010		9/30/2010	609	599				10
99	X	E M C CORP MASS	268648102			7/30/2009		9/30/2010	5,278	4,055				1,223
100	X	E M C CORP MASS	268648102			4/23/2010		9/30/2010	812	799				13
101	X	EXELON CORP	30161N101			8/6/2001		8/24/2010	322	230				92

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
		Long Term CG Distributions	395						193,095	0		171,113		21,982		
		Short Term CG Distributions	0						0			0		0		
102	X	EXELON CORP	30161N101			8/6/2001		8/24/2010	3,132	2,245				887		
103	X	EXELON CORP	30161N101			3/17/2003		8/24/2010	1,606	987				619		
104	X	EXELON CORP	30161N101			8/6/2001		8/24/2010	161	115				46		
105	X	FEDEX CORP	31428X106			10/31/2008		6/16/2010	3,156	2,618				538		
106	X	FEDEX CORP	31428X106			11/20/2008		6/16/2010	789	591				198		
107	X	FEDEX CORP	31428X106			11/21/2008		6/16/2010	789	564				225		
108	X	FIRST HORIZON NATIONAL C	320517105			10/14/2008		1/19/2010	280	215				65		
109	X	FIRST HORIZON NATIONAL C	320517105			10/14/2008		1/19/2010	506	389				117		
110	X	FIRST HORIZON NATIONAL C	320517105			10/14/2008		1/19/2010	580	450				130		
111	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		1/19/2010	628	502				126		
112	X	FIRST HORIZON NATIONAL C	320517105			10/14/2008		1/19/2010	368	284				84		
113	X	CVS CAREMARK CORP	126650100			4/25/2007		1/11/2010	338	366				-28		
114	X	CVS CAREMARK CORP	126650100			4/25/2007		6/21/2010	635	732				-97		
115	X	CVS CAREMARK CORP	126650100			4/25/2007		6/21/2010	2,538	2,926				-388		
116	X	CVS CAREMARK CORP	126650100			4/25/2007		8/17/2010	1,151	1,463				-312		
117	X	CVS CAREMARK CORP	126650100			4/24/2007		8/17/2010	576	728				-152		
118	X	CISCO SYSTEMS INC	17275R102			7/23/2008		3/3/2010	1,968	1,761				207		
119	X	CISCO SYSTEMS INC	17275R102			2/6/2004		3/3/2010	492	484				8		
120	X	CISCO SYSTEMS INC	17275R102			2/6/2004		3/3/2010	246	245				1		
121	X	AOL INC	00184X105			12/4/2008		1/4/2010	307	208				99		
122	X	AMGEN INC	031162100			10/29/2008		2/12/2010	1,691	1,804				-113		
123	X	CISCO SYSTEMS INC	17275R102			7/23/2008		3/3/2010	246	220				26		
124	X	CISCO SYSTEMS INC	17275R102			3/31/2006		11/12/2010	1,225	1,319				-94		
125	X	CISCO SYSTEMS INC	17275R102			7/18/2008		11/12/2010	817	866				-49		
126	X	CISCO SYSTEMS INC	17275R102			3/31/2006		11/12/2010	617	660				-43		
127	X	CISCO SYSTEMS INC	17275R102			7/23/2008		11/12/2010	411	440				-29		
128	X	CISCO SYSTEMS INC	17275R102			3/31/2006		11/12/2010	617	659				-42		
129	X	COCA COLA ENTERPRISES IN	191219104			6/15/2007		5/6/2010	3,105	2,765				340		
130	X	COCA COLA ENTERPRISES IN	191219104			6/18/2007		5/6/2010	259	230				29		
131	X	COCA COLA ENTERPRISES IN	191219104			6/20/2007		5/6/2010	2,328	2,109				219		

Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Fed Tax Refund	134		
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	
		134	0	0

Line 18 (990-PF) - Taxes

		20	20	20	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	20	20		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		8	8	8	0
	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	8	8		
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	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	
														192,700	171,113
1	FIRST HORIZON NATIONAL CORP	320517105		10/15/2008	1/19/2010	40	0	32	8			0	21,587	21,587	0
2	FIRST HORIZON NATIONAL CORP	320517105		10/14/2008	1/28/2010	11	0	8	3			0	3	3	0
3	GAP INC	364760108		1/8/2010	7/7/2010	1,558	0	1,634	-76			0	-76	-76	0
4	GAP INC	364760108		1/8/2010	7/7/2010	97	0	102	-5			0	-5	-5	0
5	GAP INC	364760108		1/11/2010	7/7/2010	1,480	0	1,555	-75			0	-75	-75	0
6	GAP INC	364760108		1/11/2010	7/7/2010	389	0	412	-23			0	-23	-23	0
7	GAP INC	364760108		1/12/2010	7/7/2010	1,538	0	1,580	-42			0	-42	-42	0
8	HEWLETT PACKARD CO	428236103		9/4/2009	8/11/2010	817	0	895	-78			0	-78	-78	0
9	FIRST HORIZON NATIONAL CORP	320517105		10/15/2008	1/19/2010	401	0	318	83			0	83	83	0
10	FIRST HORIZON NATIONAL CORP	320517105		10/15/2008	1/19/2010	1,535	0	1,219	316			0	316	316	0
11	HEWLETT PACKARD CO	428236103		8/21/2009	8/11/2010	3,267	0	3,551	-284			0	-284	-284	0
12	HEWLETT PACKARD CO	428236103		8/21/2009	8/11/2010	1,223	0	1,332	-109			0	-109	-109	0
13	HEWLETT PACKARD CO	428236103		8/21/2009	8/12/2010	3,614	0	3,995	-381			0	-381	-381	0
14	HOME DEPOT INC	437076102		8/28/2009	5/20/2010	1,322	0	1,109	213			0	213	213	0
15	HOME DEPOT INC	437076102		8/28/2009	5/20/2010	1,983	0	1,647	336			0	336	336	0
16	HOME DEPOT INC	437076102		8/28/2009	5/20/2010	986	0	832	154			0	154	154	0
17	HOME DEPOT INC	437076102		9/11/2009	5/27/2010	666	0	546	140			0	140	140	0
18	HOME DEPOT INC	437076102		9/11/2009	5/27/2010	343	0	272	71			0	71	71	0
19	HOME DEPOT INC	437076102		9/11/2009	5/27/2010	1,373	0	1,084	289			0	289	289	0
20	HOME DEPOT INC	437076102		9/11/2009	5/27/2010	1,030	0	821	209			0	209	209	0
21	HOME DEPOT INC	437076102		11/20/2008	5/27/2010	343	0	192	151			0	151	151	0
22	JUNIPER NETWORKS INC	48203R104		10/28/2008	1/6/2010	777	0	534	243			0	243	243	0
23	JUNIPER NETWORKS INC	48203R104		2/23/2009	1/6/2010	2,072	0	1,183	889			0	889	889	0
24	JUNIPER NETWORKS INC	48203R104		10/28/2008	1/6/2010	260	0	178	82			0	82	82	0
25	KBR INC	48242W106		1/30/2007	9/7/2010	364	0	277	87			0	87	87	0
26	KBR INC	48242W106		1/30/2007	9/8/2010	463	0	350	113			0	113	113	0
27	KBR INC	48242W106		1/30/2007	9/9/2010	245	0	184	61			0	61	61	0
28	KBR INC	48242W106		1/30/2007	9/9/2010	49	0	37	12			0	12	12	0
29	KBR INC	48242W106		1/30/2007	9/10/2010	269	0	203	66			0	66	66	0
30	KBR INC	48242W106		12/12/2008	9/10/2010	484	0	283	181			0	181	181	0
31	KBR INC	48242W106		12/12/2008	9/13/2010	273	0	164	109			0	109	109	0
32	KBR INC	48242W106		12/12/2008	9/13/2010	345	0	208	137			0	137	137	0
33	KBR INC	48242W106		12/12/2008	9/13/2010	1,610	0	962	628			0	628	628	0
34	LIMITED BRANDS INC	532716107		10/6/2009	11/22/2010	658	0	362	296			0	296	296	0
35	LIMITED BRANDS INC	532716107		10/6/2009	11/22/2010	329	0	181	148			0	148	148	0
36	MERCK & CO INC	58933Y105		3/13/2009	9/20/2010	565	0	427	138			0	138	138	0
37	MERCK & CO INC	58933Y105		3/13/2009	9/20/2010	16	0	11	5			0	5	5	0
38	MERCK & CO INC	58933Y105		3/13/2009	9/20/2010	2,689	0	2,031	658			0	658	658	0
39	PARKER HANNIFIN CORP	701094104		12/24/2008	6/18/2010	610	0	394	216			0	216	216	0
40	PARKER HANNIFIN CORP	701094104		12/23/2008	6/18/2010	1,220	0	778	442			0	442	442	0
41	PARKER HANNIFIN CORP	701094104		12/23/2008	6/21/2010	3,701	0	2,335	1,366			0	1,366	1,366	0
42	QUALCOMM INC	747525103		1/6/2010	4/23/2010	4,716	0	4,325	-917			0	-917	-917	0
43	SEMPRA ENERGY	816851109		2/26/2007	1/6/2010	54	0	61	-7			0	-7	-7	0
44	SEMPRA ENERGY	816851109		2/26/2007	1/6/2010	3,150	0	3,575	-425			0	-425	-425	0
45	SEMPRA ENERGY	816851109		2/26/2007	1/6/2010	269	0	307	-38			0	-38	-38	0
46	SEMPRA ENERGY	816851109		2/26/2007	1/7/2010	538	0	614	-76			0	-76	-76	0
47	SEMPRA ENERGY	816851109		2/26/2007	1/7/2010	269	0	307	-38			0	-38	-38	0
48	SEMPRA ENERGY	816851109		2/26/2007	1/7/2010	753	0	860	-107			0	-107	-107	0
49	SEMPRA ENERGY	816851109		6/12/2009	8/9/2010	2,130	0	1,663	467			0	467	467	0
50	TARGET CORP	87612E106		1/8/2010	7/11/2010	1,427	0	1,432	-5			0	-5	-5	0
51	TIME WARNER INC	887317303		1/11/2010	7/11/2010	1,427	0	1,456	-29			0	-29	-29	0
52	TIME WARNER INC	887317303		12/4/2008	7/11/2010	571	0	399	172			0	172	172	0
53	TIME WARNER INC	887317303		6/4/2007	2/15/2010	40,000	0	39,817	183			0	183	183	0
54	U S TREASURY NOTE 4 75% 2/15/10	912828GG9		3/5/2009	1/8/2010	812	0	559	253			0	253	253	0
55	VERTEX PHARMACEUTICALS INC	92532F100		3/6/2009	1/8/2010	812	0	558	254			0	254	254	0
56	VERTEX PHARMACEUTICALS INC	92532F100		3/6/2009	1/8/2010	407	0	282	125			0	125	125	0
57	VERTEX PHARMACEUTICALS INC	92532F100		3/6/2009	1/8/2010	407	0	282	125			0	125	125	0

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	21,587
58	VERTEC PHARMACEUTICALS INC	92532F100		3/5/2009	1/8/2010	407	0	280	127	280	127	0	127	21,587
59	VERTEC PHARMACEUTICALS INC	92532F100		3/6/2009	1/11/2010	408	0	279	129	279	129	0	129	21,587
60	VERTEC PHARMACEUTICALS INC	92532F100		11/3/2008	6/21/2010	734	0	546	188	546	188	0	188	21,587
61	VERTEC PHARMACEUTICALS INC	92532F100		10/30/2008	6/22/2010	1,083	0	736	347	736	347	0	347	21,587
62	VERTEC PHARMACEUTICALS INC	92532F100		10/31/2008	6/22/2010	1,697	0	1,219	478	1,219	478	0	478	21,587
63	VERTEC PHARMACEUTICALS INC	92532F100		10/31/2008	6/22/2010	110	0	78	32	78	32	0	32	21,587
64	VISA INC-CLASS A SHRS	92826C839		1/27/2009	8/12/2010	1,966	0	1,185	781	1,185	781	0	781	21,587
65	VISA INC-CLASS A SHRS	92826C839		1/27/2009	8/12/2010	291	0	176	115	176	115	0	115	21,587
66	VISA INC-CLASS A SHRS	92826C839		1/27/2009	8/13/2010	363	0	219	144	219	144	0	144	21,587
67	VISA INC-CLASS A SHRS	92826C839		1/27/2009	8/13/2010	1,017	0	614	403	614	403	0	403	21,587
68	WHIRLPOOL CORP	963320106		8/28/2009	11/22/2010	984	0	857	127	857	127	0	127	21,587
69	WHIRLPOOL CORP	963320106		8/28/2009	11/22/2010	151	0	131	20	131	20	0	20	21,587
70	WHIRLPOOL CORP	963320106		8/28/2009	11/22/2010	757	0	648	109	648	109	0	109	21,587
71	WHIRLPOOL CORP	963320106		8/31/2009	11/22/2010	2,120	0	1,827	293	1,827	293	0	293	21,587
72	WHIRLPOOL CORP	963320106		8/28/2009	11/22/2010	534	0	462	72	462	72	0	72	21,587
73	XTO ENERGY INC	98385X106		6/8/2004	6/11/2010	4,644	0	1,657	2,987	1,657	2,987	0	2,987	21,587
74	XTO ENERGY INC	98385X106		6/9/2004	6/11/2010	4,340	0	1,543	2,797	1,543	2,797	0	2,797	21,587
75	ACCENTURE PLC-CL A	G1151C101		2/27/2008	1/6/2010	5,112	0	4,405	707	4,405	707	0	707	21,587
76	ACCENTURE PLC-CL A	G1151C101		2/27/2008	1/6/2010	848	0	734	114	734	114	0	114	21,587
77	TYCO INTERNATIONAL LTD	H89128104		2/6/2008	9/2/2010	1,153	0	1,232	-79	1,232	-79	0	-79	21,587
78	TYCO INTERNATIONAL LTD	H89128104		8/11/2008	9/2/2010	769	0	906	-137	906	-137	0	-137	21,587
79	TYCO INTERNATIONAL LTD	H89128104		8/11/2008	9/2/2010	770	0	906	-136	906	-136	0	-136	21,587
80	AMGEN INC	031162100		10/28/2008	2/12/2010	564	0	583	-19	583	-19	0	-19	21,587
81	AMGEN INC	031162100		10/28/2008	8/10/2010	1,115	0	1,166	-51	1,166	-51	0	-51	21,587
82	AMGEN INC	031162100		10/28/2008	8/11/2010	545	0	563	-38	563	-38	0	-38	21,587
83	AMGEN INC	031162100		4/24/2009	8/11/2010	2,727	0	2,477	250	2,477	250	0	250	21,587
84	AMGEN INC	031162100		4/24/2009	8/11/2010	545	0	488	57	488	57	0	57	21,587
85	APPLE INC	037833100		7/8/2008	1/21/2010	4,379	0	3,716	663	3,716	663	0	663	21,587
86	AUTOLIV INC	052800109		6/10/2009	9/20/2010	616	0	314	302	314	302	0	302	21,587
87	AUTOLIV INC	052800109		6/10/2009	9/20/2010	1,849	0	942	907	942	907	0	907	21,587
88	BLACKROCK INC	09247X101		4/24/2009	9/13/2010	454	0	451	3	451	3	0	3	21,587
89	BLACKROCK INC	09247X101		4/24/2009	9/13/2010	452	0	451	1	451	1	0	1	21,587
90	BLACKROCK INC	09247X101		4/24/2009	9/14/2010	923	0	902	21	902	21	0	21	21,587
91	BLACKROCK INC	09247X101		4/24/2009	9/14/2010	1,227	0	1,203	24	1,203	24	0	24	21,587
92	CVS CAREMARK CORP	126650100		10/30/2007	1/8/2010	1,357	0	1,658	-301	1,658	-301	0	-301	21,587
93	CVS CAREMARK CORP	126650100		10/30/2007	1/8/2010	679	0	929	-150	929	-150	0	-150	21,587
94	CVS CAREMARK CORP	126650100		10/30/2007	1/11/2010	2,032	0	2,487	-455	2,487	-455	0	-455	21,587
95	CVS CAREMARK CORP	126650100		4/25/2007	1/11/2010	1,016	0	1,097	-81	1,097	-81	0	-81	21,587
96	CUMMINS INC	231021106		5/12/2009	9/7/2010	81	0	34	47	34	47	0	47	21,587
97	CUMMINS INC	231021106		5/12/2009	9/7/2010	1,540	0	649	891	649	891	0	891	21,587
98	E M C CORP MASS	268648102		4/23/2010	9/30/2010	608	0	599	10	599	10	0	10	21,587
99	E M C CORP MASS	268648102		7/30/2009	9/30/2010	5,278	0	4,055	1,223	4,055	1,223	0	1,223	21,587
100	E M C CORP MASS	268648102		4/23/2010	9/30/2010	812	0	799	13	799	13	0	13	21,587
101	EXELON CORP	30161N101		8/6/2001	8/24/2010	322	0	230	92	230	92	0	92	21,587
102	EXELON CORP	30161N101		8/6/2001	8/24/2010	3,132	0	2,245	887	2,245	887	0	887	21,587
103	EXELON CORP	30161N101		3/17/2003	8/24/2010	1,606	0	987	619	987	619	0	619	21,587
104	EXELON CORP	30161N101		8/6/2001	8/24/2010	161	0	115	46	115	46	0	46	21,587
105	FEDEX CORP	31428X106		10/31/2008	6/16/2010	3,156	0	2,618	538	2,618	538	0	538	21,587
106	FEDEX CORP	31428X106		11/20/2008	6/16/2010	789	0	591	198	591	198	0	198	21,587
107	FEDEX CORP	31428X106		11/21/2008	6/16/2010	789	0	564	225	564	225	0	225	21,587
108	FIRST HORIZON NATIONAL CORP	320517105		10/14/2008	1/19/2010	280	0	215	65	215	65	0	65	21,587
109	FIRST HORIZON NATIONAL CORP	320517105		10/14/2008	1/19/2010	580	0	389	191	389	191	0	191	21,587
110	FIRST HORIZON NATIONAL CORP	320517105		10/14/2008	1/19/2010	580	0	450	130	450	130	0	130	21,587
111	FIRST HORIZON NATIONAL CORP	320517105		10/15/2008	1/19/2010	628	0	502	126	502	126	0	126	21,587
112	FIRST HORIZON NATIONAL CORP	320517105		10/14/2008	1/19/2010	368	0	284	84	284	84	0	84	21,587
113	CVS CAREMARK CORP	126650100		4/25/2007	1/11/2010	338	0	366	-28	366	-28	0	-28	21,587
114	CVS CAREMARK CORP	126650100		4/25/2007	6/21/2010	635	0	732	-97	732	-97	0	-97	21,587

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		
														192,700	171,113	21,587
	Long Term CG Distributions	Amount	395													21,587
	Short Term CG Distributions	Amount	0													0
115	CVS CAREMARK CORP	126650100		4/25/2007	6/21/2010	2,538	0	2,926	-388			0	-388			
116	CVS CAREMARK CORP	126650100		4/25/2007	8/17/2010	1,151	0	1,463	-312			0	-312			
117	CVS CAREMARK CORP	126650100		4/24/2007	8/17/2010	576	0	728	-152			0	-152			
118	CISCO SYSTEMS INC	17275R102		7/23/2008	3/3/2010	1,968	0	1,761	207			0	207			
119	CISCO SYSTEMS INC	17275R102		2/6/2004	3/3/2010	492	0	484	8			0	8			
120	CISCO SYSTEMS INC	17275R102		2/6/2004	3/3/2010	246	0	245	1			0	1			
121	AOL INC	00184X105		12/4/2008	1/4/2010	307	0	208	99			0	99			
122	AMGEN INC	031162100		10/29/2008	2/12/2010	1,691	0	1,804	-113			0	-113			
123	CISCO SYSTEMS INC	17275R102		7/23/2008	3/3/2010	246	0	220	26			0	26			
124	CISCO SYSTEMS INC	17275R102		3/31/2006	11/7/2010	1,225	0	1,319	-94			0	-94			
125	CISCO SYSTEMS INC	17275R102		7/18/2008	11/7/2010	817	0	866	-49			0	-49			
126	CISCO SYSTEMS INC	17275R102		3/31/2006	11/7/2010	617	0	660	-43			0	-43			
127	CISCO SYSTEMS INC	17275R102		7/23/2008	11/7/2010	411	0	440	-29			0	-29			
128	CISCO SYSTEMS INC	17275R102		3/31/2006	11/7/2010	611	0	659	-42			0	-42			
129	COCA COLA ENTERPRISES INC	191219104		6/15/2007	5/6/2010	3,105	0	2,765	340			0	340			
130	COCA COLA ENTERPRISES INC	191219104		6/18/2007	5/6/2010	259	0	230	29			0	29			
131	COCA COLA ENTERPRISES INC	191219104		6/20/2007	5/6/2010	2,328	0	2,109	219			0	219			

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

	<u>Date</u>	<u>Amount</u>
1 Credit from prior year return	<u>1</u>	<u>118</u>
2 First quarter estimated tax payment	<u>2</u>	<u></u>
3 Second quarter estimated tax payment	<u>3</u>	<u></u>
4 Third quarter estimated tax payment	<u>4</u>	<u></u>
5 Fourth quarter estimated tax payment	<u>5</u>	<u></u>
6 Other payments	<u>6</u>	<u>0</u>
7 Total	<u>7</u>	<u>118</u>

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	BNY Mellon, N A		PO Box 185	Pittsburgh	PA	15230				17,328
2										
3										
4										
5										
6										
7										
8										
9										
10										

17,328

Part

	0	0	0
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Attachment to Form 990PF

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 employee's 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 an in accordance with our agreement with the client.

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2009 that remained undistributed at the beginning of the 2010 tax year	1	24,960
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	24,960

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

Recipient(s) paid during the year

Name

YORK COUNTY HERITAGE TRUST

Street

250 EAST MARKET STREET

City

YORK

State

PA

Zip Code

17403

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

CHARITABLE

Amount

824

Name

SALVATION ARMY LEGAL DEPARTMENT

Street

440 WEST NYACK ROAD

City

NYACK

State

NY

Zip Code

10994

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

CHARITABLE

Amount

824

Name

VISITING NURSE ASSOCIATION

Street

218 E MARKET STREET

City

YORK

State

PA

Zip Code

17403

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

CHARITABLE

Amount

823

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