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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2010

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 , 2010, and ending , 20

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

Name of foundation **ROBERT L AND KATHRINA H MACLELLAN FOUNDATION**
C/O FIDUCIARY TRUST COMPANY INT'L. 141016900
Number and street (or P O box number if mail is not delivered to street address) Room/suite
600 FIFTH AVENUE
City or town, state, and ZIP code **NEW YORK, NY 10020**

A Employer identification number
23-7159802

B Telephone number (see page 10 of the instructions)
(423) 755-1366

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 ☐

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) **\$ 47,452,590.**
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	1,044,292.	1,045,134.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,586,182.			
b	Gross sales price for all assets on line 6a	15,728,357.			
7	Capital gain net income (from Part IV, line 2)		1,586,182.		
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)	890,708.	38,919.		STMT 2
12	Total. Add lines 1 through 11	3,521,182.	2,670,235.		
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)	737,364.	226,589.		510,775.
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	17,798.	17,798.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	746.	27,535.		20.
24	Total operating and administrative expenses. Add lines 13 through 23	755,908.	271,922.		510,795.
25	Contributions, gifts, grants paid	1,161,755.			1,161,755.
26	Total expenses and disbursements. Add lines 24 and 25	1,917,663.	271,922.		1,672,550.
27	Subtract line 26 from line 12	1,603,519.			
a	Excess of revenue over expenses and disbursements		2,398,313.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)				

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

JSA

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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			
	2 Savings and temporary cash investments	2,049,233.	136,422.	136,422.
	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			
	10 a Investments - U S and state government obligations (attach schedule)	3,248,706.	3,451,767.	3,732,309.
	b Investments - corporate stock (attach schedule)	24,807,096.	24,856,142.	37,177,856.
	c Investments - corporate bonds (attach schedule)	4,061,478.	5,813,288.	6,070,977.
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 6	472,656.	663,641.	335,026.
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)	NONE			
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	34,639,169.	34,921,260.	47,452,590.	
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 ▶ ☐			
	24 Unrestricted			
	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	34,639,169.	34,921,260.	
	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)	34,639,169.	34,921,260.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	34,639,169.	34,921,260.	

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	34,639,169.
2 Enter amount from Part I, line 27a	2	1,603,519.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	36,242,688.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	1,321,428.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	34,921,260.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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	1,586,182.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	2,395,830.	38,094,194.	0.06289226122
2008	2,807,228.	46,596,723.	0.06024518076
2007	2,235,175.	53,595,345.	0.04170464804
2006	2,117,684.	46,086,136.	0.04595056526
2005	1,775,997.	42,702,393.	0.04159010480
2 Total of line 1, column (d)			2 0.25238276008
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 0.05047655202
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 43,414,742.
5 Multiply line 4 by line 3			5 2,191,426.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 23,983.
7 Add lines 5 and 6			7 2,215,409.
8 Enter qualifying distributions from Part XII, line 4			8 1,672,550.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	47,966.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
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	47,966.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	47,966.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	12,706.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	60,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	72,706.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	24,740.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ▶ 24,740. Refunded ▶	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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)? 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		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. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a 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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ _____ STMT 8		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 <u>N/A</u>				
14	The books are in care of <u>THE MACLELLAN FOUNDATION, INC.</u> Telephone no. <u>(423) 755-1366</u> Located at <u>820 BROAD STREET, SUITE 300, CHATTANOOGA, TN</u> ZIP + 4 <u>37402</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
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 <u></u>				

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	X
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 <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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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 ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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 ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

6b

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		-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
SEE STATEMENT 12		NONE	NONE	NONE

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

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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
SEE STATEMENT 13		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	42,212,040.
b	Average of monthly cash balances	1b	1,863,840.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	44,075,880.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	44,075,880.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	661,138.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	43,414,742.
6	Minimum investment return. Enter 5% of line 5	6	2,170,737.

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	2,170,737.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	47,966.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	47,966.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,122,771.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	2,122,771.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,122,771.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,672,550.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,672,550.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,672,550.

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				2,122,771.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			1,548,761.	
b Total for prior years 20 <u>08</u> , 20 <u> </u> , 20 <u> </u>		NONE		
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	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>1,672,550.</u>				
a Applied to 2009, but not more than line 2a			1,548,761.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				123,789.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				1,998,982.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	NONE			

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(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 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).)

KATHRINA H. MACLELLAN

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:

SEE STATEMENT 14

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 15				
Total			3a	1,161,755.
b Approved for future payment SEE STATEMENT 15				
Total			3b	906,000.

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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	
		14	1,044,292.	
		18	1,586,182.	
		14	890,708.	
			3,521,182.	

13 Total. Add line 12, columns (b), (d), and (e) **13** 3,521,182.
(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
---------------	--

NOT APPLICABLE

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
99,975.00		100000. UNITED STATES TREAS BILL SALE PROPERTY TYPE: SECURITIES 99,974.00					06/30/2010 1.00	08/10/2010
199,929.00		200000. UNITED STATES TREAS BILL SALE PROPERTY TYPE: SECURITIES 199,921.00					08/23/2010 8.00	09/20/2010
199,938.00		200000. UNITED STATES TREAS BILL SALE PROPERTY TYPE: SECURITIES 199,930.00					11/22/2010 8.00	12/28/2010
78,602.00		75000. ADOBE SYS INC SR NT DTD 2/1/2010 PROPERTY TYPE: SECURITIES 74,870.00					01/25/2010 3,732.00	10/04/2010
63,509.00		1500. ANGLOGOLD LTD SPONSORED ADR PROPERTY TYPE: SECURITIES 56,385.00					08/25/2009 7,124.00	01/12/2010
269,466.00		3800. BECTON DICKINSON & CO PROPERTY TYPE: SECURITIES 255,311.00					04/16/2009 14,155.00	09/09/2010
51,377.00		50000. BLACKROCK INC SR NT DTD 12/10/200 PROPERTY TYPE: SECURITIES 49,928.00					12/07/2009 1,449.00	06/09/2010
570,403.00		9000. BOEING CO PROPERTY TYPE: SECURITIES 289,692.00					12/17/2002 280,711.00	09/09/2010
26,840.00		4900. BOSTON SCIENTIFIC CORP PROPERTY TYPE: SECURITIES 40,425.00					02/09/2010 -13,585.00	08/17/2010
140.00		71641.1459 CVS PASS THROUGH TRUST DTD 6/ PROPERTY TYPE: SECURITIES 145.00					02/18/2010 -5.00	03/12/2010
178.00		181134.2744 CVS PASS THROUGH TRUST DTD 6 PROPERTY TYPE: SECURITIES 186.00					03/08/2010 -8.00	04/12/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
179.00		180775.5822 CVS PASS THROUGH TRUST DTD 6 PROPERTY TYPE: SECURITIES 187.00					03/08/2010 -8.00	05/10/2010
180.00		180414.8148 CVS PASS THROUGH TRUST DTD 6 PROPERTY TYPE: SECURITIES 188.00					03/08/2010 -8.00	06/10/2010
181.00		180051.96 CVS PASS THROUGH TRUST DTD 6/1 PROPERTY TYPE: SECURITIES 189.00					03/08/2010 -8.00	07/12/2010
182.00		179687.0058 CVS PASS THROUGH TRUST DTD 6 PROPERTY TYPE: SECURITIES 190.00					03/08/2010 -8.00	08/10/2010
184.00		179319.94 CVS PASS THROUGH TRUST DTD 6/1 PROPERTY TYPE: SECURITIES 191.00					03/08/2010 -7.00	09/10/2010
185.00		178950.7504 CVS PASS THROUGH TRUST DTD 6 PROPERTY TYPE: SECURITIES 192.00					03/08/2010 -7.00	10/12/2010
186.00		178579.425 CVS PASS THROUGH TRUST DTD 6/ PROPERTY TYPE: SECURITIES 193.00					03/08/2010 -7.00	11/10/2010
187.00		178205.9508 CVS PASS THROUGH TRUST DTD 6 PROPERTY TYPE: SECURITIES 195.00					03/08/2010 -8.00	12/10/2010
417.00		34956.7671 COUNTRYWIDE ALTERNATIVE LOAN PROPERTY TYPE: SECURITIES 433.00					08/23/2004 -16.00	01/25/2010
336.00		34620.8705 COUNTRYWIDE ALTERNATIVE LOAN PROPERTY TYPE: SECURITIES 349.00					08/23/2004 -13.00	02/25/2010
361.00		34259.6793 COUNTRYWIDE ALTERNATIVE LOAN PROPERTY TYPE: SECURITIES 375.00					08/23/2004 -14.00	03/25/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
413.00		33846.336 COUNTRYWIDE ALTERNATIVE LOAN T PROPERTY TYPE: SECURITIES 430.00					08/23/2004 -17.00	04/26/2010
295.00		33551.4845 COUNTRYWIDE ALTERNATIVE LOAN PROPERTY TYPE: SECURITIES 306.00					08/23/2004 -11.00	05/25/2010
333.00		33218.7442 COUNTRYWIDE ALTERNATIVE LOAN PROPERTY TYPE: SECURITIES 346.00					08/23/2004 -13.00	06/25/2010
346.00		32872.9788 COUNTRYWIDE ALTERNATIVE LOAN PROPERTY TYPE: SECURITIES 359.00					08/23/2004 -13.00	07/26/2010
229.00		32644.1206 COUNTRYWIDE ALTERNATIVE LOAN PROPERTY TYPE: SECURITIES 238.00					08/23/2004 -9.00	08/25/2010
530.00		32114.3459 COUNTRYWIDE ALTERNATIVE LOAN PROPERTY TYPE: SECURITIES 551.00					08/23/2004 -21.00	09/27/2010
281.00		31833.8352 COUNTRYWIDE ALTERNATIVE LOAN PROPERTY TYPE: SECURITIES 292.00					08/23/2004 -11.00	10/25/2010
396.00		31438.192 COUNTRYWIDE ALTERNATIVE LOAN T PROPERTY TYPE: SECURITIES 411.00					08/23/2004 -15.00	11/25/2010
380.00		31057.9215 COUNTRYWIDE ALTERNATIVE LOAN PROPERTY TYPE: SECURITIES 395.00					08/23/2004 -15.00	12/30/2010
		. CAPITAL GAINS FROM PARTNERSHIPS PROPERTY TYPE: SECURITIES 73,465.00					01/01/2007 -73,465.00	12/31/2010
64,583.00		2500. CAREFUSION CORP PROPERTY TYPE: SECURITIES 48,773.00					09/11/2009 15,810.00	02/04/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
297,565.00		4700. CHURCH & DWIGHT INC PROPERTY TYPE: SECURITIES 249,590.00					04/16/2009 47,975.00	09/10/2010
80,472.00		6500. DELTA AIR LINES INC DEL PROPERTY TYPE: SECURITIES 41,990.00					07/28/2009 38,482.00	01/12/2010
650,895.00		16000. DOMINION RES INC VA NEW PROPERTY TYPE: SECURITIES 621,033.00					10/12/2006 29,862.00	05/07/2010
8,028.00		22401.806 FEDERAL HOME LN MTG CORP PL# M PROPERTY TYPE: SECURITIES 9,076.00					04/30/2003 -1,048.00	02/15/2010
9,183.00		13218.59 FEDERAL HOME LN MTG CORP PL# M8 PROPERTY TYPE: SECURITIES 10,383.00					04/30/2003 -1,200.00	03/15/2010
13,219.00		350000. FEDERAL HOME LN MTG CORP PL# M80 PROPERTY TYPE: SECURITIES 14,945.00					04/30/2003 -1,726.00	04/15/2010
150,000.00		150000. FEDERAL HOME LOAN BANK BD CALL D PROPERTY TYPE: SECURITIES 150,000.00					12/16/2009	09/22/2010
145,000.00		145000. FED HOME LN BANK CALL STEP DTD 3 PROPERTY TYPE: SECURITIES 145,000.00					03/04/2010	06/28/2010
145,000.00		145000. FEDERAL HOME LOAN BANK CALL SER PROPERTY TYPE: SECURITIES 145,000.00					06/24/2010	10/01/2010
452,372.00		450000. FEDERAL NATL MTG ASSN SUB NT DTD PROPERTY TYPE: SECURITIES 478,809.00					03/30/2005 -26,437.00	12/28/2010
3,311.00		197355.8728 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 3,384.00					08/20/2004 -73.00	02/25/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,485.00		194871.3259 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 2,540.00					08/20/2004 -55.00	03/25/2010
3,374.00		191497.4077 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 3,449.00					08/20/2004 -75.00	04/26/2010
3,151.00		188345.9828 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 3,221.00					08/20/2004 -70.00	05/25/2010
7,802.00		180543.9751 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 7,975.00					08/20/2004 -173.00	06/25/2010
3,271.00		177272.9997 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 3,344.00					08/20/2004 -73.00	07/26/2010
2,658.00		174615.4762 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 2,717.00					08/20/2004 -59.00	08/25/2010
2,220.00		172395.443 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 2,269.00					08/20/2004 -49.00	09/27/2010
4,273.00		168122.8554 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 4,368.00					08/20/2004 -95.00	10/25/2010
2,742.00		165380.5387 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 2,803.00					08/20/2004 -61.00	11/25/2010
3,567.00		161813.916 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 3,646.00					08/20/2004 -79.00	12/27/2010
58.00		17116.4783 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 55.00					03/06/2001 3.00	02/25/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
57.00		17059.7358 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 54.00					03/06/2001 3.00	03/25/2010
62.00		16997.9134 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 59.00					03/06/2001 3.00	04/26/2010
60.00		16938.2567 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 57.00					03/06/2001 3.00	05/25/2010
80.00		16858.3216 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 76.00					03/06/2001 4.00	06/25/2010
61.00		16797.1272 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 59.00					03/06/2001 2.00	07/26/2010
55.00		16742.1091 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 53.00					03/06/2001 2.00	08/25/2010
1,766.00		14975.6981 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 1,689.00					03/06/2001 77.00	09/27/2010
866.00		14109.3188 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 828.00					03/06/2001 38.00	10/25/2010
50.00		14059.4219 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 48.00					03/06/2001 2.00	11/25/2010
469.00		13590.1952 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 449.00					03/06/2001 20.00	12/27/2010
231.00		47302.751 FEDERAL NATL MTG ASSN MTG PL # PROPERTY TYPE: SECURITIES 223.00					03/07/2001 8.00	02/25/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
207.00		47095.8522 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 200.00					03/07/2001 7.00	03/25/2010
266.00		46829.563 FEDERAL NATL MTG ASSN MTG PL # PROPERTY TYPE: SECURITIES 257.00					03/07/2001 9.00	04/26/2010
230.00		46599.2009 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 222.00					03/07/2001 8.00	05/25/2010
1,368.00		45231.1702 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 1,319.00					03/07/2001 49.00	06/25/2010
713.00		44518.3405 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 687.00					03/07/2001 26.00	07/26/2010
243.00		44275.2852 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 234.00					03/07/2001 9.00	08/25/2010
1,081.00		43193.9207 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 1,043.00					03/07/2001 38.00	09/27/2010
2,520.00		40674.3113 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 2,430.00					03/07/2001 90.00	10/25/2010
543.00		40130.8717 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 524.00					03/07/2001 19.00	11/25/2010
3,316.00		36815.2842 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 3,197.00					03/07/2001 119.00	12/27/2010
34.00		6721.7705 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 39.00					02/12/2001 -5.00	02/25/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
871.00		5851.176 FEDERAL NATL MTG ASSN MTG PL# 5 PROPERTY TYPE: SECURITIES 1,007.00					02/12/2001 -136.00	03/25/2010
13.00		5837.8545 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 15.00					02/12/2001 -2.00	04/26/2010
13.00		5824.4627 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 15.00					02/12/2001 -2.00	05/25/2010
1,105.00		4719.8821 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 1,278.00					02/12/2001 -173.00	06/25/2010
11.00		4708.7368 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 13.00					02/12/2001 -2.00	07/26/2010
16.00		4693.1358 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 18.00					02/12/2001 -2.00	08/25/2010
13.00		4679.7869 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 15.00					02/12/2001 -2.00	09/27/2010
14.00		4666.251 FEDERAL NATL MTG ASSN MTG PL# 5 PROPERTY TYPE: SECURITIES 16.00					02/12/2001 -2.00	10/25/2010
14.00		4652.4643 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 16.00					02/12/2001 -2.00	11/25/2010
14.00		4638.8882 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 16.00					02/12/2001 -2.00	12/27/2010
41.00		17586.3894 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 39.00					09/05/2001 2.00	02/25/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
972.00		16614.616 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 930.00					09/05/2001 42.00	03/25/2010
39.00		16575.9582 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 37.00					09/05/2001 2.00	04/26/2010
2,814.00		13762.062 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 2,692.00					09/05/2001 122.00	05/25/2010
34.00		13728.4205 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 32.00					09/05/2001 2.00	06/25/2010
34.00		13694.6013 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 32.00					09/05/2001 2.00	07/26/2010
34.00		13660.6028 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 33.00					09/05/2001 1.00	08/25/2010
38.00		13622.5799 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 36.00					09/05/2001 2.00	09/27/2010
34.00		13588.1997 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 33.00					09/05/2001 1.00	10/25/2010
35.00		13553.6365 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 33.00					09/05/2001 2.00	11/25/2010
35.00		13518.8905 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 33.00					09/05/2001 2.00	12/27/2010
35.00		17773.4086 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 33.00					05/30/2001 2.00	02/25/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
36.00		17737.8129 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 33.00					05/30/2001 3.00	03/25/2010
36.00		17702.0308 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 33.00					05/30/2001 3.00	04/26/2010
36.00		17666.0624 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 33.00					05/30/2001 3.00	05/25/2010
62.00		17604.1627 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 58.00					05/30/2001 4.00	06/25/2010
36.00		17567.6805 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 34.00					05/30/2001 2.00	07/26/2010
45.00		17522.1858 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 42.00					05/30/2001 3.00	08/25/2010
37.00		17485.2748 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 34.00					05/30/2001 3.00	09/27/2010
37.00		17448.1724 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 35.00					05/30/2001 2.00	10/25/2010
37.00		17410.8748 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 35.00					05/30/2001 2.00	11/25/2010
37.00		17373.3818 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 35.00					05/30/2001 2.00	12/27/2010
36.00		21482.005 FEDERAL NATL MTG ASSN MTG PL # PROPERTY TYPE: SECURITIES 37.00					01/22/2002 -1.00	02/25/2010

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
37.00		21445.365 FEDERAL NATL MTG ASSN MTG PL # PROPERTY TYPE: SECURITIES 37.00					01/22/2002	03/25/2010
3,732.00		17713.03 FEDERAL NATL MTG ASSN MTG PL #6 PROPERTY TYPE: SECURITIES 3,763.00					01/22/2002	04/26/2010 -31.00
31.00		17682.255 FEDERAL NATL MTG ASSN MTG PL # PROPERTY TYPE: SECURITIES 31.00					01/22/2002	05/25/2010
32.00		17650.66 FEDERAL NATL MTG ASSN MTG PL #6 PROPERTY TYPE: SECURITIES 32.00					01/22/2002	06/25/2010
31.00		17619.53 FEDERAL NATL MTG ASSN MTG PL #6 PROPERTY TYPE: SECURITIES 31.00					01/22/2002	07/26/2010
36.00		17583.06 FEDERAL NATL MTG ASSN MTG PL #6 PROPERTY TYPE: SECURITIES 37.00					01/22/2002	08/25/2010 -1.00
33.00		17550.165 FEDERAL NATL MTG ASSN MTG PL # PROPERTY TYPE: SECURITIES 33.00					01/22/2002	09/27/2010
32.00		17518.455 FEDERAL NATL MTG ASSN MTG PL # PROPERTY TYPE: SECURITIES 32.00					01/22/2002	10/25/2010
32.00		17486.565 FEDERAL NATL MTG ASSN MTG PL # PROPERTY TYPE: SECURITIES 32.00					01/22/2002	11/25/2010
32.00		17454.495 FEDERAL NATL MTG ASSN MTG PL # PROPERTY TYPE: SECURITIES 32.00					01/22/2002	12/27/2010
4,433.00		112231.955 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 4,547.00					12/13/2002	02/25/2010 -114.00

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,330.00		109901.7645 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 2,390.00					12/13/2002 -60.00	03/25/2010
1,851.00		108050.7175 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 1,899.00					12/13/2002 -48.00	04/26/2010
2,452.00		105598.735 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 2,515.00					12/13/2002 -63.00	05/25/2010
4,129.00		101469.247 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 4,236.00					12/13/2002 -107.00	06/25/2010
3,276.00		98193.733 FEDERAL NATL MTG ASSN MTG PL # PROPERTY TYPE: SECURITIES 3,360.00					12/13/2002 -84.00	07/26/2010
1,777.00		96416.3915 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 1,823.00					12/13/2002 -46.00	08/25/2010
2,566.00		93850.647 FEDERAL NATL MTG ASSN MTG PL # PROPERTY TYPE: SECURITIES 2,632.00					12/13/2002 -66.00	09/27/2010
2,648.00		91202.9855 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 2,716.00					12/13/2002 -68.00	10/25/2010
2,325.00		88878.119 FEDERAL NATL MTG ASSN MTG PL # PROPERTY TYPE: SECURITIES 2,385.00					12/13/2002 -60.00	11/25/2010
3,446.00		85432.2315 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 3,535.00					12/13/2002 -89.00	12/27/2010
299.00		137436.1914 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 311.00					01/23/2003 -12.00	02/25/2010

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
6,827.00		130609.2649 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 7,083.00					01/23/2003 -256.00	03/25/2010
14,179.00		116430.2665 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 14,710.00					01/23/2003 -531.00	04/26/2010
11,598.00		104832.1636 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 12,033.00					01/23/2003 -435.00	05/25/2010
9,284.00		95548.6491 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 9,631.00					01/23/2003 -347.00	06/25/2010
3,817.00		91731.248 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 3,960.00					01/23/2003 -143.00	07/26/2010
231.00		91500.3155 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 240.00					01/23/2003 -9.00	08/25/2010
195.00		91305.136 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 202.00					01/23/2003 -7.00	09/27/2010
190.00		91115.3427 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 197.00					01/23/2003 -7.00	10/25/2010
3,652.00		87463.7291 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 3,788.00					01/23/2003 -136.00	11/25/2010
184.00		87279.3219 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 191.00					01/23/2003 -7.00	12/27/2010
991.00		27903.825 FEDERAL NATL MTG ASSN MTG PL#6 PROPERTY TYPE: SECURITIES 1,042.00					03/28/2003 -51.00	02/25/2010

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,475.00		26428.5072 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 1,552.00					03/28/2003 -77.00	03/25/2010
318.00		26110.8018 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 334.00					03/28/2003 -16.00	04/26/2010
559.00		25552.0584 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 588.00					03/28/2003 -29.00	05/25/2010
1,585.00		23966.5698 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 1,668.00					03/28/2003 -83.00	06/25/2010
290.00		23676.4908 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 305.00					03/28/2003 -15.00	07/26/2010
271.00		23405.931 FEDERAL NATL MTG ASSN MTG PL#6 PROPERTY TYPE: SECURITIES 285.00					03/28/2003 -14.00	08/25/2010
408.00		22998.2382 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 429.00					03/28/2003 -21.00	09/27/2010
271.00		22727.538 FEDERAL NATL MTG ASSN MTG PL#6 PROPERTY TYPE: SECURITIES 285.00					03/28/2003 -14.00	10/25/2010
750.00		21977.9046 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 788.00					03/28/2003 -38.00	11/25/2010
265.00		21712.7268 FEDERAL NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 279.00					03/28/2003 -14.00	12/27/2010
339.00		35700.2818 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 361.00					03/28/2003 -22.00	02/25/2010

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
340.00		35360.0503 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 362.00					03/28/2003 -22.00	03/25/2010
1,151.00		34209.322 FEDERAL NATL MTG ASSN MTG PL # PROPERTY TYPE: SECURITIES 1,224.00					03/28/2003 -73.00	04/26/2010
343.00		33866.238 FEDERAL NATL MTG ASSN MTG PL # PROPERTY TYPE: SECURITIES 365.00					03/28/2003 -22.00	05/25/2010
332.00		33533.8798 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 354.00					03/28/2003 -22.00	06/25/2010
338.00		33195.463 FEDERAL NATL MTG ASSN MTG PL # PROPERTY TYPE: SECURITIES 360.00					03/28/2003 -22.00	07/26/2010
816.00		32379.9245 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 868.00					03/28/2003 -52.00	08/25/2010
349.00		32031.37 FEDERAL NATL MTG ASSN MTG PL #6 PROPERTY TYPE: SECURITIES 371.00					03/28/2003 -22.00	09/27/2010
338.00		31693.6148 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 359.00					03/28/2003 -21.00	10/25/2010
340.00		31353.3115 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 362.00					03/28/2003 -22.00	11/25/2010
421.00		30932.5993 FEDERAL NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 448.00					03/28/2003 -27.00	12/27/2010
2,969.00		70969.8115 FEDERAL NATL MTG ASSN GTD MTG PROPERTY TYPE: SECURITIES 3,089.00					04/30/2003 -120.00	02/25/2010

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
682.00		70287.763 FEDERAL NATL MTG ASSN GTD MTG PROPERTY TYPE: SECURITIES 710.00					04/30/2003 -28.00	03/25/2010
887.00		69401.129 FEDERAL NATL MTG ASSN GTD MTG PROPERTY TYPE: SECURITIES 922.00					04/30/2003 -35.00	04/26/2010
2,049.00		67351.781 FEDERAL NATL MTG ASSN GTD MTG PROPERTY TYPE: SECURITIES 2,132.00					04/30/2003 -83.00	05/25/2010
1,207.00		66145.016 FEDERAL NATL MTG ASSN GTD MTG PROPERTY TYPE: SECURITIES 1,255.00					04/30/2003 -48.00	06/25/2010
672.00		65472.6415 FEDERAL NATL MTG ASSN GTD MTG PROPERTY TYPE: SECURITIES 700.00					04/30/2003 -28.00	07/26/2010
677.00		64795.7905 FEDERAL NATL MTG ASSN GTD MTG PROPERTY TYPE: SECURITIES 704.00					04/30/2003 -27.00	08/25/2010
714.00		64081.654 FEDERAL NATL MTG ASSN GTD MTG PROPERTY TYPE: SECURITIES 743.00					04/30/2003 -29.00	09/27/2010
692.00		63389.8055 FEDERAL NATL MTG ASSN GTD MTG PROPERTY TYPE: SECURITIES 720.00					04/30/2003 -28.00	10/25/2010
1,518.00		61871.5055 FEDERAL NATL MTG ASSN GTD MTG PROPERTY TYPE: SECURITIES 1,580.00					04/30/2003 -62.00	11/25/2010
688.00		61183.1465 FEDERAL NATL MTG ASSN GTD MTG PROPERTY TYPE: SECURITIES 716.00					04/30/2003 -28.00	12/27/2010
20,072.00		398008.7457 FEDERAL NATL MTG ASSN PL #80 PROPERTY TYPE: SECURITIES 20,297.00					03/21/2005 -225.00	02/25/2010

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,559.00		392450.1013 FEDERAL NATL MTG ASSN PL #80 PROPERTY TYPE: SECURITIES 5,621.00					03/21/2005 -62.00	03/25/2010
17,829.00		374620.8834 FEDERAL NATL MTG ASSN PL #80 PROPERTY TYPE: SECURITIES 18,029.00					03/21/2005 -200.00	04/26/2010
15,118.00		359503.3 FEDERAL NATL MTG ASSN PL #80538 PROPERTY TYPE: SECURITIES 15,287.00					03/21/2005 -169.00	05/25/2010
12,108.00		347394.8259 FEDERAL NATL MTG ASSN PL #80 PROPERTY TYPE: SECURITIES 12,244.00					03/21/2005 -136.00	06/25/2010
51,211.00		296184.1749 FEDERAL NATL MTG ASSN PL #80 PROPERTY TYPE: SECURITIES 51,784.00					03/21/2005 -573.00	07/26/2010
679.00		295504.7696 FEDERAL NATL MTG ASSN PL #80 PROPERTY TYPE: SECURITIES 687.00					03/21/2005 -8.00	08/25/2010
7,964.00		287540.3757 FEDERAL NATL MTG ASSN PL #80 PROPERTY TYPE: SECURITIES 8,054.00					03/21/2005 -90.00	09/27/2010
5,670.00		281870.604 FEDERAL NATL MTG ASSN PL #805 PROPERTY TYPE: SECURITIES 5,733.00					03/21/2005 -63.00	10/25/2010
3,007.00		278863.6431 FEDERAL NATL MTG ASSN PL #80 PROPERTY TYPE: SECURITIES 3,041.00					03/21/2005 -34.00	11/25/2010
4,109.00		274754.7626 FEDERAL NATL MTG ASSN PL #80 PROPERTY TYPE: SECURITIES 4,155.00					03/21/2005 -46.00	12/27/2010
136,527.00		2050. FREEPORT-MCMORAN COPPER & GOLD PROPERTY TYPE: SECURITIES 126,249.00					03/20/2007 10,278.00	02/04/2010

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
6.00		.8502 FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES 7.00					01/12/2010 -1.00	07/02/2010
289.00		28356.5848 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 306.00					04/30/2003 -17.00	02/15/2010
682.00		27674.7608 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 724.00					04/30/2003 -42.00	03/15/2010
4,596.00		23078.7083 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 4,880.00					04/30/2003 -284.00	04/15/2010
263.00		22816.105 GOVERNMENT NATL MTG ASSN MTG P PROPERTY TYPE: SECURITIES 279.00					04/30/2003 -16.00	05/17/2010
261.00		22555.4388 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 277.00					04/30/2003 -16.00	06/15/2010
262.00		22293.4693 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 278.00					04/30/2003 -16.00	07/15/2010
263.00		22030.19 GOVERNMENT NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 280.00					04/30/2003 -17.00	08/16/2010
265.00		21765.5945 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 281.00					04/30/2003 -16.00	09/15/2010
592.00		21173.1325 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 629.00					04/30/2003 -37.00	10/15/2010
275.00		20897.721 GOVERNMENT NATL MTG ASSN MTG P PROPERTY TYPE: SECURITIES 292.00					04/30/2003 -17.00	11/15/2010

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
277.00		20620.9315 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 294.00					04/30/2003 -17.00	12/15/2010
231.00		99342.8477 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 247.00					12/13/2002 -16.00	02/15/2010
225.00		99117.6112 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 241.00					12/13/2002 -16.00	03/15/2010
3,508.00		95609.6466 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 3,750.00					12/13/2002 -242.00	04/15/2010
2,735.00		92874.1549 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 2,924.00					12/13/2002 -189.00	05/17/2010
213.00		92661.3358 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 228.00					12/13/2002 -15.00	06/15/2010
252.00		92409.0376 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 270.00					12/13/2002 -18.00	07/15/2010
2,555.00		89854.0755 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 2,731.00					12/13/2002 -176.00	08/16/2010
188.00		89665.9806 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 201.00					12/13/2002 -13.00	09/15/2010
187.00		89479.0296 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 200.00					12/13/2002 -13.00	10/15/2010
201.00		89278.1802 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 215.00					12/13/2002 -14.00	11/15/2010

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,713.00		85564.8513 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 3,970.00					12/13/2002 -257.00	12/15/2010
3,019.00		235757.958 GOVT NATL MTG ASSN II GTD MTG PROPERTY TYPE: SECURITIES 3,074.00					12/16/2004 -55.00	02/22/2010
2,740.00		233018.208 GOVT NATL MTG ASSN II GTD MTG PROPERTY TYPE: SECURITIES 2,790.00					12/16/2004 -50.00	03/22/2010
2,844.00		230174.586 GOVT NATL MTG ASSN II GTD MTG PROPERTY TYPE: SECURITIES 2,895.00					12/16/2004 -51.00	04/20/2010
2,661.00		227513.904 GOVT NATL MTG ASSN II GTD MTG PROPERTY TYPE: SECURITIES 2,709.00					12/16/2004 -48.00	05/20/2010
3,331.00		224183.208 GOVT NATL MTG ASSN II GTD MTG PROPERTY TYPE: SECURITIES 3,391.00					12/16/2004 -60.00	06/21/2010
3,261.00		220921.788 GOVT NATL MTG ASSN II GTD MTG PROPERTY TYPE: SECURITIES 3,321.00					12/16/2004 -60.00	07/20/2010
2,724.00		218197.458 GOVT NATL MTG ASSN II GTD MTG PROPERTY TYPE: SECURITIES 2,774.00					12/16/2004 -50.00	08/20/2010
4,677.00		213520.332 GOVT NATL MTG ASSN II GTD MTG PROPERTY TYPE: SECURITIES 4,762.00					12/16/2004 -85.00	09/20/2010
3,271.00		210249.222 GOVT NATL MTG ASSN II GTD MTG PROPERTY TYPE: SECURITIES 3,331.00					12/16/2004 -60.00	10/20/2010
3,546.00		206703.552 GOVT NATL MTG ASSN II GTD MTG PROPERTY TYPE: SECURITIES 3,610.00					12/16/2004 -64.00	11/22/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,544.00		203159.76 GOVT NATL MTG ASSN II GTD MTG PROPERTY TYPE: SECURITIES 3,608.00					12/16/2004 -64.00	12/20/2010
670.00		64593.4673 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 713.00					04/30/2003 -43.00	02/15/2010
725.00		63868.8733 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 770.00					04/30/2003 -45.00	03/15/2010
727.00		63142.313 GOVERNMENT NATL MTG ASSN MTG P PROPERTY TYPE: SECURITIES 772.00					04/30/2003 -45.00	04/15/2010
728.00		62414.17 GOVERNMENT NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES 774.00					04/30/2003 -46.00	05/17/2010
2,581.00		59833.4035 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 2,743.00					04/30/2003 -162.00	06/15/2010
699.00		59134.8713 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 743.00					04/30/2003 -44.00	07/15/2010
721.00		58414.0668 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 766.00					04/30/2003 -45.00	08/16/2010
2,482.00		55931.9215 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 2,639.00					04/30/2003 -157.00	09/15/2010
668.00		55263.7573 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 710.00					04/30/2003 -42.00	10/15/2010
2,417.00		52847.2165 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 2,569.00					04/30/2003 -152.00	11/15/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
705.00		52142.7043 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 749.00					04/30/2003 -44.00	12/15/2010
4.00		1723.0103 GOVERNMENT NATL MTG ASSN PL# 4 PROPERTY TYPE: SECURITIES 4.00					02/27/2001	02/15/2010
4.00		1719.1031 GOVERNMENT NATL MTG ASSN PL# 4 PROPERTY TYPE: SECURITIES 4.00					02/27/2001	03/15/2010
4.00		1715.1662 GOVERNMENT NATL MTG ASSN PL# 4 PROPERTY TYPE: SECURITIES 4.00					02/27/2001	04/15/2010
4.00		1711.1974 GOVERNMENT NATL MTG ASSN PL# 4 PROPERTY TYPE: SECURITIES 4.00					02/27/2001	05/17/2010
4.00		1707.1978 GOVERNMENT NATL MTG ASSN PL# 4 PROPERTY TYPE: SECURITIES 4.00					02/27/2001	06/15/2010
4.00		1703.1652 GOVERNMENT NATL MTG ASSN PL# 4 PROPERTY TYPE: SECURITIES 4.00					02/27/2001	07/15/2010
4.00		1699.1018 GOVERNMENT NATL MTG ASSN PL# 4 PROPERTY TYPE: SECURITIES 4.00					02/27/2001	08/16/2010
4.00		1695.0065 GOVERNMENT NATL MTG ASSN PL# 4 PROPERTY TYPE: SECURITIES 4.00					02/27/2001	09/15/2010
4.00		1690.8782 GOVERNMENT NATL MTG ASSN PL# 4 PROPERTY TYPE: SECURITIES 4.00					02/27/2001	10/15/2010
4.00		1686.7169 GOVERNMENT NATL MTG ASSN PL# 4 PROPERTY TYPE: SECURITIES 4.00					02/27/2001	11/15/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4.00		1682.5237 GOVERNMENT NATL MTG ASSN PL# 4 PROPERTY TYPE: SECURITIES 4.00					02/27/2001	12/15/2010
50.00		17259.6179 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 50.00					10/27/2000	02/15/2010
52.00		17207.6925 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 51.00					10/27/2000	03/15/2010
413.00		16794.686 GOVERNMENT NATL MTG ASSN MTG P PROPERTY TYPE: SECURITIES 406.00					10/27/2000	04/15/2010
49.00		16745.226 GOVERNMENT NATL MTG ASSN MTG P PROPERTY TYPE: SECURITIES 49.00					10/27/2000	05/17/2010
266.00		16479.6836 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 261.00					10/27/2000	06/15/2010
179.00		16300.4483 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 176.00					10/27/2000	07/15/2010
536.00		15764.9519 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 526.00					10/27/2000	08/16/2010
48.00		15716.4803 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 48.00					10/27/2000	09/15/2010
650.00		15066.0772 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 639.00					10/27/2000	10/15/2010
46.00		15020.5327 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 45.00					10/27/2000	11/15/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
371.00		14649.9756 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 364.00					10/27/2000 7.00	12/15/2010
2.00		1125.2315 GOVERNMENT NATL MTG ASSN MTG P PROPERTY TYPE: SECURITIES 2.00					12/22/1999	02/15/2010
2.00		1123.3965 GOVERNMENT NATL MTG ASSN MTG P PROPERTY TYPE: SECURITIES 2.00					12/22/1999	03/15/2010
2.00		1121.5496 GOVERNMENT NATL MTG ASSN MTG P PROPERTY TYPE: SECURITIES 2.00					12/22/1999	04/15/2010
2.00		1119.6906 GOVERNMENT NATL MTG ASSN MTG P PROPERTY TYPE: SECURITIES 2.00					12/22/1999	05/17/2010
2.00		1117.8166 GOVERNMENT NATL MTG ASSN MTG P PROPERTY TYPE: SECURITIES 2.00					12/22/1999	06/15/2010
1,118.00		150159. GOVERNMENT NATL MTG ASSN MTG PL# PROPERTY TYPE: SECURITIES 1,131.00					12/22/1999 -13.00	07/15/2010
83.00		4780.338 GOVT NATL MTG ASSN GTD MTG PL 7 PROPERTY TYPE: SECURITIES 91.00					02/15/2001 -8.00	02/15/2010
50.00		4730.442 GOVT NATL MTG ASSN GTD MTG PL 7 PROPERTY TYPE: SECURITIES 55.00					02/15/2001 -5.00	03/15/2010
48.00		4681.992 GOVT NATL MTG ASSN GTD MTG PL 7 PROPERTY TYPE: SECURITIES 53.00					02/15/2001 -5.00	04/15/2010
49.00		4633.446 GOVT NATL MTG ASSN GTD MTG PL 7 PROPERTY TYPE: SECURITIES 53.00					02/15/2001 -4.00	05/17/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
141.00		4492.4985 GOVT NATL MTG ASSN GTD MTG PL PROPERTY TYPE: SECURITIES 154.00					02/15/2001 -13.00	06/15/2010
50.00		4442.988 GOVT NATL MTG ASSN GTD MTG PL 7 PROPERTY TYPE: SECURITIES 54.00					02/15/2001 -4.00	07/15/2010
106.00		4336.9335 GOVT NATL MTG ASSN GTD MTG PL PROPERTY TYPE: SECURITIES 116.00					02/15/2001 -10.00	08/16/2010
49.00		4288.1325 GOVT NATL MTG ASSN GTD MTG PL PROPERTY TYPE: SECURITIES 53.00					02/15/2001 -4.00	09/15/2010
48.00		4239.846 GOVT NATL MTG ASSN GTD MTG PL 7 PROPERTY TYPE: SECURITIES 53.00					02/15/2001 -5.00	10/15/2010
74.00		4165.3665 GOVT NATL MTG ASSN GTD MTG PL PROPERTY TYPE: SECURITIES 82.00					02/15/2001 -8.00	11/15/2010
49.00		4115.9925 GOVT NATL MTG ASSN GTD MTG PL PROPERTY TYPE: SECURITIES 54.00					02/15/2001 -5.00	12/15/2010
202.00		12341.3101 GOVERNMENT NATL MTG ASSN POOL PROPERTY TYPE: SECURITIES 217.00					03/07/2001 -15.00	02/15/2010
239.00		12102.5149 GOVERNMENT NATL MTG ASSN POOL PROPERTY TYPE: SECURITIES 257.00					03/07/2001 -18.00	03/15/2010
279.00		11823.188 GOVERNMENT NATL MTG ASSN POOL# PROPERTY TYPE: SECURITIES 301.00					03/07/2001 -22.00	04/15/2010
176.00		11647.3438 GOVERNMENT NATL MTG ASSN POOL PROPERTY TYPE: SECURITIES 190.00					03/07/2001 -14.00	05/17/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
218.00		11429.1888 GOVERNMENT NATL MTG ASSN POOL PROPERTY TYPE: SECURITIES 235.00					03/07/2001 -17.00	06/15/2010
194.00		11235.2884 GOVERNMENT NATL MTG ASSN POOL PROPERTY TYPE: SECURITIES 209.00					03/07/2001 -15.00	07/15/2010
233.00		11002.2892 GOVERNMENT NATL MTG ASSN POOL PROPERTY TYPE: SECURITIES 251.00					03/07/2001 -18.00	08/16/2010
187.00		10814.9335 GOVERNMENT NATL MTG ASSN POOL PROPERTY TYPE: SECURITIES 202.00					03/07/2001 -15.00	09/15/2010
271.00		10543.5761 GOVERNMENT NATL MTG ASSN POOL PROPERTY TYPE: SECURITIES 292.00					03/07/2001 -21.00	10/15/2010
274.00		10269.5702 GOVERNMENT NATL MTG ASSN POOL PROPERTY TYPE: SECURITIES 295.00					03/07/2001 -21.00	11/15/2010
209.00		10060.7532 GOVERNMENT NATL MTG ASSN POOL PROPERTY TYPE: SECURITIES 225.00					03/07/2001 -16.00	12/15/2010
475.00		12635.5495 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 128.00					02/15/2001 347.00	02/15/2010
377.00		12258.4862 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 101.00					02/15/2001 276.00	03/15/2010
483.00		11775.0547 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 130.00					02/15/2001 353.00	04/15/2010
173.00		11601.5822 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 47.00					02/15/2001 126.00	05/17/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
187.00		11414.3585 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 50.00					02/15/2001 137.00	06/15/2010
153.00		11261.4445 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 41.00					02/15/2001 112.00	07/15/2010
242.00		11019.6858 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 65.00					02/15/2001 177.00	08/16/2010
246.00		10773.6347 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 66.00					02/15/2001 180.00	09/15/2010
202.00		10571.2256 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 54.00					02/15/2001 148.00	10/15/2010
154.00		10417.3723 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 41.00					02/15/2001 113.00	11/15/2010
184.00		10233.3806 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES 49.00					02/15/2001 135.00	12/15/2010
190.00		8148.1306 GOVT NATL MTG ASSN GTD MTG PL# PROPERTY TYPE: SECURITIES 212.00					05/02/2001 -22.00	02/15/2010
138.00		8009.9393 GOVT NATL MTG ASSN GTD MTG PL# PROPERTY TYPE: SECURITIES 154.00					05/02/2001 -16.00	03/15/2010
186.00		7823.8675 GOVT NATL MTG ASSN GTD MTG PL# PROPERTY TYPE: SECURITIES 207.00					05/02/2001 -21.00	04/15/2010
139.00		7684.7633 GOVT NATL MTG ASSN GTD MTG PL# PROPERTY TYPE: SECURITIES 155.00					05/02/2001 -16.00	05/17/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
138.00		7546.3799 GOVT NATL MTG ASSN GTD MTG PL# PROPERTY TYPE: SECURITIES 154.00					05/02/2001 -16.00	06/15/2010
194.00		7352.7788 GOVT NATL MTG ASSN GTD MTG PL# PROPERTY TYPE: SECURITIES 216.00					05/02/2001 -22.00	07/15/2010
125.00		7227.7013 GOVT NATL MTG ASSN GTD MTG PL# PROPERTY TYPE: SECURITIES 139.00					05/02/2001 -14.00	08/16/2010
123.00		7104.6672 GOVT NATL MTG ASSN GTD MTG PL# PROPERTY TYPE: SECURITIES 137.00					05/02/2001 -14.00	09/15/2010
232.00		6872.1786 GOVT NATL MTG ASSN GTD MTG PL# PROPERTY TYPE: SECURITIES 259.00					05/02/2001 -27.00	10/15/2010
131.00		6740.942 GOVT NATL MTG ASSN GTD MTG PL#7 PROPERTY TYPE: SECURITIES 146.00					05/02/2001 -15.00	11/15/2010
205.00		6536.0563 GOVT NATL MTG ASSN GTD MTG PL# PROPERTY TYPE: SECURITIES 228.00					05/02/2001 -23.00	12/15/2010
51,415.00		3100. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 39,045.00					07/30/2009 12,370.00	01/12/2010
577,175.00		34800. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 761,867.00					08/05/2005 -184692.00	01/12/2010
51,659.00		50000. GENERAL ELEC CAP CORP SR NT DTD 1 PROPERTY TYPE: SECURITIES 49,936.00					01/05/2010 1,723.00	10/08/2010
76,992.00		5900. GENWORTH FINANCIAL INC CL A PROPERTY TYPE: SECURITIES 41,776.00					08/04/2009 35,216.00	01/12/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
105,347.00		100000. GOLDMAN SACHS GROUP INC BD DTD 2 PROPERTY TYPE: SECURITIES 100,000.00					02/06/2003 5,347.00	09/13/2010
441,511.00		8700. HSBC HLDGS PLC SPONS ADR PROPERTY TYPE: SECURITIES 510,460.00					01/12/2010 -68,949.00	09/09/2010
287,357.00		7400. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 267,696.00					04/16/2009 19,661.00	09/09/2010
55,523.00		1100. HOSPIRA INC PROPERTY TYPE: SECURITIES 40,942.00					07/28/2009 14,581.00	02/04/2010
42,562.00		800. HOSPIRA INC PROPERTY TYPE: SECURITIES 39,632.00					02/09/2010 2,930.00	08/17/2010
65,000.00		65000. HOUSEHOLD FIN CORP NT DTD 7/18/20 PROPERTY TYPE: SECURITIES 71,403.00					11/18/2002 -6,403.00	07/15/2010
519,921.00		4000. INTERNATIONAL BUSINESS MACH CORP PROPERTY TYPE: SECURITIES 375,942.00					03/10/2004 143,979.00	01/12/2010
53,461.00		3400. KOREA ELEC PWR CO SPON ADR PROPERTY TYPE: SECURITIES 44,326.00					08/25/2009 9,135.00	01/12/2010
76,145.00		70000. KRAFT FOODS INC SR NT DTD 2/8/201 PROPERTY TYPE: SECURITIES 69,423.00					02/04/2010 6,722.00	07/21/2010
63,414.00		1000. MONSANTO CO NEW PROPERTY TYPE: SECURITIES 81,865.00					01/12/2010 -18,451.00	04/30/2010
190,242.00		3000. MONSANTO CO NEW PROPERTY TYPE: SECURITIES 244,913.00					04/16/2009 -54,671.00	04/30/2010

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72,856.00		4100. MYLAN LABS INC PROPERTY TYPE: SECURITIES 51,950.00					07/28/2009 20,906.00	02/04/2010
67,913.00		1400. NEWMONT MNG CORP PROPERTY TYPE: SECURITIES 56,269.00					08/25/2009 11,644.00	01/12/2010
132,394.00		15000. NOKIA CORP ADR 1 ADR REPS 1 A SH PROPERTY TYPE: SECURITIES 344,798.00					03/29/2007 -212404.00	06/17/2010
21,901.00		20000. NOMURA HLDGS INC SR NT DTD 3/4/20 PROPERTY TYPE: SECURITIES 19,958.00					02/25/2010 1,943.00	07/29/2010
55,000.00		55000. NORTHAMPTON CNTY PA GP AUTH HOSP PROPERTY TYPE: SECURITIES 55,000.00					04/19/2010	08/16/2010
64,156.00		55000. ORACLE CORP DTD 1/13/2006 5.25% 1 PROPERTY TYPE: SECURITIES 53,952.00					03/01/2006 10,204.00	10/06/2010
194,628.00		3157. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 103,829.00					09/25/2003 90,799.00	02/04/2010
76,655.00		75000. PRUDENTIAL FINANCIAL INC SR NT SE PROPERTY TYPE: SECURITIES 74,897.00					01/11/2010 1,758.00	09/07/2010
98,500.00		100000. REGIONS FINANCIAL CORP SR NT DTD PROPERTY TYPE: SECURITIES 98,882.00					04/21/2010 -382.00	06/16/2010
4,865.00		100. ROLLS-ROYCE PLC SPONSORED ADR PROPERTY TYPE: SECURITIES 2,846.00					06/18/2009 2,019.00	11/09/2010
427,527.00		8900. ROLLS-ROYCE PLC SPONSORED ADR PROPERTY TYPE: SECURITIES 253,323.00					06/18/2009 174,204.00	11/12/2010

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24,071.00		40928.5235 SALOMON BROS MTG SEC VII 2000 PROPERTY TYPE: SECURITIES 24,639.00					01/20/2010 -568.00	11/18/2010
39,825.00		1103.2462 SALOMON BROS MTG SEC VII 2000- PROPERTY TYPE: SECURITIES 40,765.00					01/20/2010 -940.00	12/20/2010
625,094.00		10000. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 307,722.00					05/24/2004 317,372.00	02/04/2010
333,224.00		7000. SIGMA ALDRICH CORP PROPERTY TYPE: SECURITIES 151,715.00					03/13/2003 181,509.00	02/04/2010
318,315.00		6500. TARGET CORP PROPERTY TYPE: SECURITIES 254,645.00					04/16/2009 63,670.00	02/04/2010
81,503.00		75000. TELECOM ITALIA CAPTIAL DTD 9/30/2 PROPERTY TYPE: SECURITIES 77,930.00					03/05/2010 3,573.00	11/08/2010
348,445.00		10300. TELEPHONE & DATA SYS INC. PROPERTY TYPE: SECURITIES 384,936.00					03/10/2004 -36,491.00	01/12/2010
64,342.00		2300. TELEPHONE & DATA SYSTEMS INC PROPERTY TYPE: SECURITIES 84,404.00					03/10/2004 -20,062.00	02/04/2010
149,477.00		5560. TELEPHONE & DATA SYSTEMS INC PROPERTY TYPE: SECURITIES 204,036.00					03/10/2004 -54,559.00	02/05/2010
66,799.00		2440. TELEPHONE & DATA SYSTEMS INC PROPERTY TYPE: SECURITIES 89,541.00					03/10/2004 -22,742.00	02/08/2010
70,329.00		3600. TEXTRON INC PROPERTY TYPE: SECURITIES 46,235.00					07/28/2009 24,094.00	02/04/2010

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94,440.00		70000. UNITED STATES TREAS BDS 7.625% PROPERTY TYPE: SECURITIES 95,670.00					08/12/2005 -1,230.00	02/24/2010
82,750.00		80000. UNITED STATES TREAS BDS DTD 2/15/ PROPERTY TYPE: SECURITIES 93,219.00					09/13/2010 -10,469.00	12/15/2010
20,735.00		20000. UNITED STATES TREAS BDS DTD 2/15/ PROPERTY TYPE: SECURITIES 23,305.00					09/13/2010 -2,570.00	12/16/2010
314,801.00		300000. UNITED STATES TREAS NTS DTD 2/15 PROPERTY TYPE: SECURITIES 316,477.00					04/20/2005 -1,676.00	01/11/2010
78,601.00		75000. UNITED STATES TREAS NTS DTD 2/15/ PROPERTY TYPE: SECURITIES 79,119.00					04/20/2005 -518.00	01/28/2010
285,452.00		275000. UNITED STATES TREAS NTS DTD 2/15 PROPERTY TYPE: SECURITIES 290,104.00					04/20/2005 -4,652.00	04/19/2010
383,927.00		305000. UNITED STATES TREAS NTS INFLATIO PROPERTY TYPE: SECURITIES 356,063.00					11/08/2005 27,864.00	05/06/2010
119,015.00		110000. UNITED STATES TREAS NTS DTD 11/1 PROPERTY TYPE: SECURITIES 49,687.00					11/28/2005 69,328.00	03/26/2010
108,207.00		100000. UNITED STATES TREAS NTS DTD 11/1 PROPERTY TYPE: SECURITIES 45,170.00					11/28/2005 63,037.00	04/12/2010
102,386.00		90000. UNITED STATES TREAS NTS DTD 11/15 PROPERTY TYPE: SECURITIES 40,653.00					11/28/2005 61,733.00	10/21/2010
59,000.00		59000. UNITED STATES TREAS NTS DTD 1/15/ PROPERTY TYPE: SECURITIES 56,615.00					08/03/2006 2,385.00	01/15/2010

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99,789.00		100000. UNITED STATES TREASURY NOTE DTD PROPERTY TYPE: SECURITIES 98,992.00					12/29/2009 797.00	02/18/2010
131,543.00		125000. UNITED STATES TREASURY NOTE DTD PROPERTY TYPE: SECURITIES 123,740.00					12/29/2009 7,803.00	07/29/2010
202,720.00		185000. UNITED STATES TREASURY NOTE DTD PROPERTY TYPE: SECURITIES 183,136.00					12/29/2009 19,584.00	10/06/2010
99,457.00		95000. UNITED STATES TREASURY NOTE DTD 1 PROPERTY TYPE: SECURITIES 94,043.00					12/29/2009 5,414.00	12/20/2010
26,686.00		25000. UNITED STATES TREASURY NOTE DTD 1 PROPERTY TYPE: SECURITIES 25,801.00					06/09/2010 885.00	10/04/2010
58,852.00		65000. U S TREAS SEC STRIPPED INT PMT GE PROPERTY TYPE: SECURITIES 58,210.00					04/18/2002 642.00	01/11/2010
76,598.00		75000. WAL MART STORES INC DTD 2/18/2004 PROPERTY TYPE: SECURITIES 75,349.00					02/12/2004 1,249.00	06/30/2010
169,138.00		3000. WATERS CORP PROPERTY TYPE: SECURITIES 80,041.00					04/10/2002 89,097.00	02/04/2010
456,391.00		7000. WATERS CORP PROPERTY TYPE: SECURITIES 151,394.00					12/17/2002 304,997.00	09/09/2010
100,807.00		100000. WELLS FARGO & CO SR NT DTD 3/30/ PROPERTY TYPE: SECURITIES 99,836.00					03/25/2010 971.00	04/22/2010
789.00		26947.7074 WELLS FARGO MORTGAGE BACKED S PROPERTY TYPE: SECURITIES 831.00					12/15/2004 -42.00	01/25/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,000.00		25948.0834 WELLS FARGO MORTGAGE BACKED S PROPERTY TYPE: SECURITIES 1,054.00					12/15/2004 -54.00	02/25/2010
998.00		24950.4843 WELLS FARGO MORTGAGE BACKED S PROPERTY TYPE: SECURITIES 1,052.00					12/15/2004 -54.00	03/25/2010
569.00		24381.5068 WELLS FARGO MORTGAGE BACKED S PROPERTY TYPE: SECURITIES 600.00					12/15/2004 -31.00	04/26/2010
695.00		23686.0355 WELLS FARGO MORTGAGE BACKED S PROPERTY TYPE: SECURITIES 733.00					12/15/2004 -38.00	05/25/2010
528.00		23157.6332 WELLS FARGO MORTGAGE BACKED S PROPERTY TYPE: SECURITIES 557.00					12/15/2004 -29.00	06/25/2010
502.00		22655.1724 WELLS FARGO MORTGAGE BACKED S PROPERTY TYPE: SECURITIES 530.00					12/15/2004 -28.00	07/26/2010
682.00		21973.3987 WELLS FARGO MORTGAGE BACKED S PROPERTY TYPE: SECURITIES 719.00					12/15/2004 -37.00	08/25/2010
295.00		21678.6683 WELLS FARGO MORTGAGE BACKED S PROPERTY TYPE: SECURITIES 311.00					12/15/2004 -16.00	09/27/2010
386.00		21292.2085 WELLS FARGO MORTGAGE BACKED S PROPERTY TYPE: SECURITIES 407.00					12/15/2004 -21.00	10/25/2010
141.00		21151.1286 WELLS FARGO MORTGAGE BACKED S PROPERTY TYPE: SECURITIES 149.00					12/15/2004 -8.00	11/26/2010
268.00		20882.7125 WELLS FARGO MORTGAGE BACKED S PROPERTY TYPE: SECURITIES 283.00					12/15/2004 -15.00	12/27/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
181,063.00		5400. YUM BRANDS INC PROPERTY TYPE: SECURITIES 62,839.00					02/04/2003 118,224.00	02/04/2010
438,355.00		10000. YUM BRANDS INC PROPERTY TYPE: SECURITIES 115,194.00					02/04/2003 323,161.00	09/09/2010
854,597.00		21000. ACCENTURE PLC PROPERTY TYPE: SECURITIES 644,881.00					09/28/2007 209,716.00	02/04/2010
535,221.00		14000. ACCENTURE PLC PROPERTY TYPE: SECURITIES 352,236.00					08/05/2005 182,985.00	09/09/2010
47,686.00		2800. MONTPELIER RE HOLDINGS LTD PROPERTY TYPE: SECURITIES 43,217.00					08/25/2009 4,469.00	01/12/2010
24,306.00		1400. XL CAPITAL LTD CL A PROPERTY TYPE: SECURITIES 18,788.00					07/28/2009 5,518.00	01/12/2010
457,996.00		30000. WEATHERFORD INTL LTD PROPERTY TYPE: SECURITIES 1148859.00					07/31/2008 -690863.00	05/07/2010
TOTAL GAIN(LOSS)							----- 1,586,182. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FTCI ACCOUNT	1,044,292.	1,045,134.
TOTAL	1,044,292.	1,045,134.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP DISTRIBUTIONS	890,708.	38,919.
	-----	-----
TOTALS	890,708.	38,919.
	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
FTCI IM/CUSTODY FEES	166,609.	133,288.	33,321.
KNIGHTSBRIDGE MGT FEES	9,045.	9,045.	
MANAGEMENT SERVICES	561,710.	84,256.	477,454.
	-----	-----	-----
TOTALS	737,364.	226,589.	510,775.
	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAX WITHHELD	17,798.	17,798.
	-----	-----
TOTALS	17,798.	17,798.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
TENN FILING FEE	20.		20.
ADR FEES	726.	726.	
PARTNERSHIP EXPENSES		26,809.	
TOTALS	----- 746. =====	----- 27,535. =====	----- 20. =====

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

23-7159802

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED	C	663,641.	335,026.
		-----	-----
TOTALS		663,641.	335,026.
		=====	=====

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

DESCRIPTION -----	AMOUNT -----
TAX COST ADJUSTMENTS IN PARTNERSHIPS	1,321,428.

TOTAL	1,321,428.
	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

TN

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

OFFICER NAME:

KATHRINA H. MACLELLAN

ADDRESS:

820 BROAD STREET, SUITE 300

CHATTANOOGA, TN 37402-2604

TITLE:

CHAIRMAN

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

THOMAS H. MCCALLIE, III

ADDRESS:

820 BROAD STREET, SUITE 300

CHATTANOOGA, TN 37402-2604

TITLE:

SECRETARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 30

OFFICER NAME:

ROBERT H. MACLELLAN

ADDRESS:

820 BROAD STREET, SUITE 300

CHATTANOOGA, TN 37402-2604

TITLE:

PRESIDENT & TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 38

OFFICER NAME:

DONALD J. HOLWERDA

ADDRESS:

820 BROAD STREET, SUITE 300

CHATTANOOGA, TN 37402-2604

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

OFFICER NAME:

ROBERT BOSWORTH

ADDRESS:

820 BROAD STREET, SUITE 300

CHATTANOOGA, TN 37402-2604

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

ALBERT MACMILLAN - TRIAXIA PARTNERS

ADDRESS:

820 BROAD STREET, SUITE 300

CHATTANOOGA, TN 37402-2604

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

LARA MUNFORD

ADDRESS:

820 BROAD STREET, SUITE 300

CHATTANOOGA, TN 37402-2604

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

N. CARTER NEWBOLD

ADDRESS:

820 BROAD STREET, SUITE 300

CHATTANOOGA, TN 37402-2604

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

=====

OFFICER NAME:

ROBERT C. DIVINE

ADDRESS:

820 BROAD STREET, SUITE 300

CHATTANOOGA, TN 37402-2604

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:
NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME :

NONE

RECIPIENT NAME:

ATTN: JAN PURDY

ADDRESS:

820 BROAD STREET

CHATTANOOGA, TN 37402-2604

RECIPIENT'S PHONE NUMBER: 423-755-3202

FORM, INFORMATION AND MATERIALS:

"Applications must be submitted online at
www.maclellan.net where instructions
are provided"

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

"Refer to www.maclellan.net for information
or call Grants Manager at (423) 755-3202

RECIPIENT NAME:
SEE ATTACHED SCHEDULE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR CHARITABLE & EDUCATIONAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID1,161,755.

TOTAL GRANTS PAID: 1,161,755.
=====

RECIPIENT NAME:
SEE ATTACHED SCHEDULE
AMOUNT APPROVED FOR FUTURE PAYMENT: 906,000.

TOTAL GRANTS APPROVED FOR FUTURE PAYMENT: 906,000.
=====

Robert L. & Kathrina H Maclellan Foundation				
EIN# 23-7159802				
Grants and Contributions Paid During the Year				
January 1, 2010 through December 31, 2010				
Recipient Name & Address	Recipient an Individual:	Tax Status	Purpose	Amount
Chattanooga Christian Community Foundation, Chattanooga, TN	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	65,000
A Better Tomorrow Chattanooga, TN 37416	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	10,000
Allied Arts of Greater Chattanooga Chattanooga, TN 37405	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	2,000
Ankerberg Theological Research Institute Chattanooga, TN 37414	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	5,000
Boys Club of Chattanooga, Inc Chattanooga, TN 37401	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	5,000
Campus Crusade for Christ, Inc Orlando, FL 32832-0100	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	25,000
Channels of Love Ministries Inc Chattanooga, TN 37403	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	10,000
Chattanooga Youth Network Chattanooga, TN 37404	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	15,000
Child Evangelism Fellowship Incorporated Warrenton, MO 63383-0348	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	25,000
Child Evangelism Fellowship Incorporated Warrenton, MO 63383-0348	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	25,000
Childrens Home DBA The Children's Home/Chambliss Shelter Chattanooga, TN 37411	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	50,000
Community Foundation of Greater Chattanooga, Inc Chattanooga, TN 37402	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	5,000
Covenant College, Inc Lookout Mountain, GA 30750	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	50,000
Covenant College, Inc Lookout Mountain, GA 30750	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	50,000
Family Action Council of Tennessee Inc, The Franklin, TN 37067	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	11,235
Family Action Council of Tennessee Inc, The Franklin, TN 37067	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	18,765

Recipient Name & Address	Recipient an Individual:	Tax Status	Purpose	Amount
Fellowship of Christian Athletes Kansas City, MO 64129	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	15,000
First Things First Inc Chattanooga, TN 37403	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	40,000
Front Porch Alliance Chattanooga, TN 37406	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	50,000
Front Porch Alliance Chattanooga, TN 37406	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	10,000
Habitat for Humanity of Greater Chattanooga Chattanooga, TN 37408-1613	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	50,000
Haggai Institute for Advanced Leadership Training, Inc Atlanta, GA 30370-2801	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	5,000
Hamilton County Government (Hamilton County Sheriff's Office) Chattanooga, TN 37402	No	Government Entity	Charitable & Educational	10,000
Hope for the Inner City Inc Chattanooga, TN 37401	No	501c(3), Sec 509(a)(2) Public Charity	Charitable & Educational	25,000
House of Refuge Inc Chattanooga, TN 37409	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	12,255
House of Refuge Inc Chattanooga, TN 37409	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	10,000
In Medias Res Charlottesville, VA 22903	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	25,000
Interfaith Hospitality Network of Greater Chattanooga, Inc Chattanooga, TN 37401	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	20,000
Mastermedia International Redlands, CA 92374-3312	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	35,000
Mose and Garrison Siskin Memorial Foundation, Inc Chattanooga, TN 37402	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	15,000
National Center for Youth Issues Chattanooga, TN 37416	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	25,000
Orange Grove Center, Inc Chattanooga, TN 37404-1632	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	25,000
Prison and Prevention Ministries, Inc Chattanooga, TN 37404	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	10,000
Reformed Theological Seminary Jackson, MS 39209-3099	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	271,500

<u>Recipient Name & Address</u>	<u>Recipient an Individual:</u>	<u>Tax Status</u>	<u>Purpose</u>	<u>Amount</u>
Scenic City Womens Network, Inc Chattanooga, TN 37404	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	10,000
Teen Challenge of the Mid-South, Inc Chattanooga, TN 37410	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	25,000
The House University Ministries of Chattanooga Signal Mountain, TN 37377	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	11,000
The Next Door Nashville, TN 37202	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	5,000
Transformation Project, Inc Chattanooga, TN 37422-2908	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	10,000
Turning Point Ministries Inc Chattanooga, TN 37422	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	10,000
United Methodist Neighborhood Centers, Inc Chattanooga, TN 37410	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	25,000
United Way of Greater Chattanooga Chattanooga, TN 37405-0027	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	15,000
Young Life Colorado Springs, CO 80901-0520	No	501c(3), Section 509(a)(1) Public Charity	Charitable & Educational	25,000
			TOTAL PAID:	1,161,755

Robert L. & Kathrina H. Maclellan Foundation				
Grants and Contributions Approved for Future Payment				
(as of December 31, 2010)				
Payee Organization	Recipient an Individual?	Tax Status	Purpose	Amount
AAA Womens Services Inc Chattanooga, TN 37421	No	501c(3), Section 509(a)(1) Public Charity	Charitable	15,000
Bethany Christian Services - National Office Grand Rapids, MI 49501-0294	No	501c(3), Section 509(a)(1) Public Charity	Charitable	15,000
Church of the First Born Chattanooga, TN 37409	No	Church	Charitable	200,000
Covenant College, Inc Lookout Mountain, GA 30750	No	501c(3), Section 509(a)(1) Public Charity	Educational	50,000
Friends of Highland Theological College Atlanta, GA	No	501c(3), Section 509(a)(1) Public Charity	Educational	40,000
Hospice of Chattanooga Chattanooga, TN 37416	No	501c(3), Section 509(a)(1) Public Charity	Charitable	150,000
Howard School of Academics & Technology (part of Hamilton County Department of Education)	No	Public High School	Educational	17,000
King College Bristol, TN 37620	No	501c(3), Section 509(a)(1) Public Charity	Educational	200,000
Public School Bible Study Committee Chattanooga, TN 37405	No	501c(3), Section 509(a)(1) Public Charity	Educational	25,000
The House University Ministries of Chattanooga Signal Mountain, TN	No	501c(3), Section 509(a)(1) Public Charity	Charitable	14,000
University of Tennessee at Chattanooga Chattanooga, TN 37403	No	Public University	Educational	150,000
Why kNOw Abstinence Education, Inc Hixson, TN 37343	No	501c(3), Sec 509(a)(2) Public Charity	Charitable	30,000
			TOTAL:	\$ 906,000

FEDERAL FOOTNOTES

=====

REFER TO PART VIII #1

"ROBERT L. & KATHRINA H. MACLELLAN FOUNDATION, INC. HAS NO EMPLOYEES BUT CONTRACTS WITH THE MACLELLAN FOUNDATION, INC. FOR MANAGEMENT SERVICES WHICH SERVICES WERE GENERALLY PROVIDED BY ROBERT H. MACLELLAN, THOMAS H. MCCALLIE III, GINA S. BOYD, BETHANY L. ROWE, JANICE PURDY AND CHARLES W. PHILLIPS FOR VARYING PERCENTAGES OF TIMES. THE ONLY ABOVE MENTIONED PERSON WHO DEVOTES 100% OF HIS TIME TO ROBERT L. & KATHRINA H. MACLELLAN FOUNDATION, INC. IS ROBERT H. MACLELLAN WHO RECEIVES FROM THE MACLELLAN FOUNDATION, INC. AN ANNUAL SALARY OF \$130,000 PLUS NORMAL MACLELLAN FOUNDATION, INC BENEFITS."

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2010

Name of estate or trust

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

Employer identification number

23-7159802

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	206,331.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	206,331.

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,379,851.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	1,379,851.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

JSA

0F1210 2 000

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70 -

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		206,331.
14	Net long-term gain or (loss):			
a	Total for year	14a		1,379,851.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		1,586,182.

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero. Caution: Skip this part and complete the worksheet on page 8 of the instructions if: • Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.	

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

Schedule D (Form 1041) 2010

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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

OMB No 1545-0092

2010

Name of estate or trust ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	Employer identification number 23-7159802
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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 100000. UNITED STATES TREAS BILL SALE	06/30/2010	08/10/2010	99,975.00	99,974.00	1.00
200000. UNITED STATES TREAS BILL SALE	08/23/2010	09/20/2010	199,929.00	199,921.00	8.00
200000. UNITED STATES TREAS BILL SALE	11/22/2010	12/28/2010	199,938.00	199,930.00	8.00
75000. ADOBE SYS INC SR NT DTD 2/1/2010 3.25% 2/1/2015	01/25/2010	10/04/2010	78,602.00	74,870.00	3,732.00
1500. ANGLOGOLD LTD SPONSORED ADR	08/25/2009	01/12/2010	63,509.00	56,385.00	7,124.00
50000. BLACKROCK INC SR NT DTD 12/10/2009 3.5% 12/10/2	12/07/2009	06/09/2010	51,377.00	49,928.00	1,449.00
4900. BOSTON SCIENTIFIC CORP	02/09/2010	08/17/2010	26,840.00	40,425.00	-13,585.00
71641.1459 CVS PASS THROUGH TRUST DTD 6/10/2009	02/18/2010	03/12/2010	140.00	145.00	-5.00
181134.2744 CVS PASS THROUGH TRUST DTD 6/10/2009	03/08/2010	04/12/2010	178.00	186.00	-8.00
180775.5822 CVS PASS THROUGH TRUST DTD 6/10/2009	03/08/2010	05/10/2010	179.00	187.00	-8.00
180414.8148 CVS PASS THROUGH TRUST DTD 6/10/2009	03/08/2010	06/10/2010	180.00	188.00	-8.00
180051.96 CVS PASS THROUGH TRUST DTD 6/10/2009 6.943%	03/08/2010	07/12/2010	181.00	189.00	-8.00
179687.0058 CVS PASS THROUGH TRUST DTD 6/10/2009	03/08/2010	08/10/2010	182.00	190.00	-8.00
179319.94 CVS PASS THROUGH TRUST DTD 6/10/2009 6.943%	03/08/2010	09/10/2010	184.00	191.00	-7.00
178950.7504 CVS PASS THROUGH TRUST DTD 6/10/2009	03/08/2010	10/12/2010	185.00	192.00	-7.00
178579.425 CVS PASS THROUGH TRUST DTD 6/10/2009	03/08/2010	11/10/2010	186.00	193.00	-7.00
178205.9508 CVS PASS THROUGH TRUST DTD 6/10/2009	03/08/2010	12/10/2010	187.00	195.00	-8.00
2500. CAREFUSION CORP	09/11/2009	02/04/2010	64,583.00	48,773.00	15,810.00
6500. DELTA AIR LINES INC DEL	07/28/2009	01/12/2010	80,472.00	41,990.00	38,482.00
150000. FEDERAL HOME LOAN BANK BD CALL DTD 12/22/2009	12/16/2009	09/22/2010	150,000.00	150,000.00	
145000. FED HOME LN BANK CALL STEP DTD 3/26/2010 9/2	03/04/2010	06/28/2010	145,000.00	145,000.00	
145000. FEDERAL HOME LOAN BANK CALL SER 6 DTD 6/30/20	06/24/2010	10/01/2010	145,000.00	145,000.00	
.8502 FRONTIER COMMUNICATI ONS CORP	01/12/2010	07/02/2010	6.00	7.00	-1.00
3100. GENERAL ELEC CO	07/30/2009	01/12/2010	51,415.00	39,045.00	12,370.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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

OMB No 1545-0092

2010

Name of estate or trust ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	Employer identification number 23-7159802
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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 50000. GENERAL ELEC CAP CORP SR NT DTD 1/8/2010 2.8	01/05/2010	10/08/2010	51,659.00	49,936.00	1,723.00
5900. GENWORTH FINANCIAL INC CL A	08/04/2009	01/12/2010	76,992.00	41,776.00	35,216.00
8700. HSBC HLDGS PLC SPONS ADR	01/12/2010	09/09/2010	441,511.00	510,460.00	-68,949.00
1100. HOSPIRA INC	07/28/2009	02/04/2010	55,523.00	40,942.00	14,581.00
800. HOSPIRA INC	02/09/2010	08/17/2010	42,562.00	39,632.00	2,930.00
3400. KOREA ELEC PWR CO SPON ADR	08/25/2009	01/12/2010	53,461.00	44,326.00	9,135.00
70000. KRAFT FOODS INC SR NT DTD 2/8/2010 5.375% 2/10	02/04/2010	07/21/2010	76,145.00	69,423.00	6,722.00
1000. MONSANTO CO NEW	01/12/2010	04/30/2010	63,414.00	81,865.00	-18,451.00
4100. MYLAN LABS INC	07/28/2009	02/04/2010	72,856.00	51,950.00	20,906.00
1400. NEWMONT MNG CORP	08/25/2009	01/12/2010	67,913.00	56,269.00	11,644.00
20000. NOMURA HLDGS INC SR NT DTD 3/4/2010 6.7% 3/4/20	02/25/2010	07/29/2010	21,901.00	19,958.00	1,943.00
55000. NORTHAMPTON CNTY PA GP AUTH HOSP REV SER A DTD	04/19/2010	08/16/2010	55,000.00	55,000.00	
75000. PRUDENTIAL FINANCIAL INC SR NT SER D D	01/11/2010	09/07/2010	76,655.00	74,897.00	1,758.00
100000. REGIONS FINANCIAL CORP SR NT DTD 4/26/2010 5.	04/21/2010	06/16/2010	98,500.00	98,882.00	-382.00
40928.5235 SALOMON BROS MTG SEC VII 2000-C3 C3 DTD	01/20/2010	11/18/2010	24,071.00	24,639.00	-568.00
1103.2462 SALOMON BROS MTG SEC VII 2000-C3 C3 DTD 12/1	01/20/2010	12/20/2010	39,825.00	40,765.00	-940.00
6500. TARGET CORP	04/16/2009	02/04/2010	318,315.00	254,645.00	63,670.00
75000. TELECOM ITALIA CAPITAL DTD 9/30/2005 4.95%	03/05/2010	11/08/2010	81,503.00	77,930.00	3,573.00
3600. TEXTRON INC	07/28/2009	02/04/2010	70,329.00	46,235.00	24,094.00
80000. UNITED STATES TREAS BDS DTD 2/15/2007 4.75% 2/1	09/13/2010	12/15/2010	82,750.00	93,219.00	-10,469.00
20000. UNITED STATES TREAS BDS DTD 2/15/2007 4.75% 2/1	09/13/2010	12/16/2010	20,735.00	23,305.00	-2,570.00
100000. UNITED STATES TREASURY NOTE DTD 10/31/200	12/29/2009	02/18/2010	99,789.00	98,992.00	797.00
125000. UNITED STATES TREASURY NOTE DTD 10/31/200	12/29/2009	07/29/2010	131,543.00	123,740.00	7,803.00
185000. UNITED STATES TREASURY NOTE DTD 10/31/200	12/29/2009	10/06/2010	202,720.00	183,136.00	19,584.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

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**Continuation Sheet for Schedule D
(Form 1041)**

OMB No. 1545-0092

2010

▶ See instructions for Schedule D (Form 1041).

▶ **Attach to Schedule D** to list additional transactions for lines 1a and 6a.

Name of estate or trust

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

Employer identification number

23-7159802

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

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	206,331.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

Employer identification number

23-7159802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 3800. BECTON DICKINSON & CO	04/16/2009	09/09/2010	269,466.00	255,311.00	14,155.00
9000. BOEING CO	12/17/2002	09/09/2010	570,403.00	289,692.00	280,711.00
34956.7671 COUNTRYWIDE ALTERNATIVE LOAN TRUST 2004	08/23/2004	01/25/2010	417.00	433.00	-16.00
34620.8705 COUNTRYWIDE ALTERNATIVE LOAN TRUST 2004	08/23/2004	02/25/2010	336.00	349.00	-13.00
34259.6793 COUNTRYWIDE ALTERNATIVE LOAN TRUST 2004	08/23/2004	03/25/2010	361.00	375.00	-14.00
33846.336 COUNTRYWIDE ALTERNATIVE LOAN TRUST 2004	08/23/2004	04/26/2010	413.00	430.00	-17.00
33551.4845 COUNTRYWIDE ALTERNATIVE LOAN TRUST 2004	08/23/2004	05/25/2010	295.00	306.00	-11.00
33218.7442 COUNTRYWIDE ALTERNATIVE LOAN TRUST 2004	08/23/2004	06/25/2010	333.00	346.00	-13.00
32872.9788 COUNTRYWIDE ALTERNATIVE LOAN TRUST 2004	08/23/2004	07/26/2010	346.00	359.00	-13.00
32644.1206 COUNTRYWIDE ALTERNATIVE LOAN TRUST 2004	08/23/2004	08/25/2010	229.00	238.00	-9.00
32114.3459 COUNTRYWIDE ALTERNATIVE LOAN TRUST 2004	08/23/2004	09/27/2010	530.00	551.00	-21.00
31833.8352 COUNTRYWIDE ALTERNATIVE LOAN TRUST 2004	08/23/2004	10/25/2010	281.00	292.00	-11.00
31438.192 COUNTRYWIDE ALTERNATIVE LOAN TRUST 2004	08/23/2004	11/25/2010	396.00	411.00	-15.00
31057.9215 COUNTRYWIDE ALTERNATIVE LOAN TRUST 2004	08/23/2004	12/30/2010	380.00	395.00	-15.00
. CAPITAL GAINS FROM PARTNERSHIPS	01/01/2007	12/31/2010		73,465.00	-73,465.00
4700. CHURCH & DWIGHT INC	04/16/2009	09/10/2010	297,565.00	249,590.00	47,975.00
16000. DOMINION RES INC VA NEW	10/12/2006	05/07/2010	650,895.00	621,033.00	29,862.00
22401.806 FEDERAL HOME LN MTG CORP PL# M80812 DTD 4/1	04/30/2003	02/15/2010	8,028.00	9,076.00	-1,048.00
13218.59 FEDERAL HOME LN MTG CORP PL# M80812 DTD 4/1	04/30/2003	03/15/2010	9,183.00	10,383.00	-1,200.00
350000. FEDERAL HOME LN MTG CORP PL# M80812 DTD 4/1	04/30/2003	04/15/2010	13,219.00	14,945.00	-1,726.00
450000. FEDERAL NATL MTG ASSN SUB NT DTD 1/25/2001 6	03/30/2005	12/28/2010	452,372.00	478,809.00	-26,437.00
197355.8728 FEDERAL NATL MTG ASSN MTG PL #255190 DTD	08/20/2004	02/25/2010	3,311.00	3,384.00	-73.00
194871.3259 FEDERAL NATL MTG ASSN MTG PL #255190 DTD	08/20/2004	03/25/2010	2,485.00	2,540.00	-55.00
191497.4077 FEDERAL NATL MTG ASSN MTG PL #255190 DTD	08/20/2004	04/26/2010	3,374.00	3,449.00	-75.00
188345.9828 FEDERAL NATL MTG ASSN MTG PL #255190 DTD	08/20/2004	05/25/2010	3,151.00	3,221.00	-70.00

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

Schedule D-1 (Form 1041) 2010

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

23-7159802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 180543.9751 FEDERAL NATL MTG ASSN MTG PL #255190 DTD	08/20/2004	06/25/2010	7,802.00	7,975.00	-173.00
177272.9997 FEDERAL NATL MTG ASSN MTG PL #255190 DTD	08/20/2004	07/26/2010	3,271.00	3,344.00	-73.00
174615.4762 FEDERAL NATL MTG ASSN MTG PL #255190 DTD	08/20/2004	08/25/2010	2,658.00	2,717.00	-59.00
172395.443 FEDERAL NATL MTG ASSN MTG PL #255190 DTD	08/20/2004	09/27/2010	2,220.00	2,269.00	-49.00
168122.8554 FEDERAL NATL MTG ASSN MTG PL #255190 DTD	08/20/2004	10/25/2010	4,273.00	4,368.00	-95.00
165380.5387 FEDERAL NATL MTG ASSN MTG PL #255190 DTD	08/20/2004	11/25/2010	2,742.00	2,803.00	-61.00
161813.916 FEDERAL NATL MTG ASSN MTG PL #255190 DTD	08/20/2004	12/27/2010	3,567.00	3,646.00	-79.00
17116.4783 FEDERAL NATL MTG ASSN MTG PL# 450838 DTD	03/06/2001	02/25/2010	58.00	55.00	3.00
17059.7358 FEDERAL NATL MTG ASSN MTG PL# 450838 DTD	03/06/2001	03/25/2010	57.00	54.00	3.00
16997.9134 FEDERAL NATL MTG ASSN MTG PL# 450838 DTD	03/06/2001	04/26/2010	62.00	59.00	3.00
16938.2567 FEDERAL NATL MTG ASSN MTG PL# 450838 DTD	03/06/2001	05/25/2010	60.00	57.00	3.00
16858.3216 FEDERAL NATL MTG ASSN MTG PL# 450838 DTD	03/06/2001	06/25/2010	80.00	76.00	4.00
16797.1272 FEDERAL NATL MTG ASSN MTG PL# 450838 DTD	03/06/2001	07/26/2010	61.00	59.00	2.00
16742.1091 FEDERAL NATL MTG ASSN MTG PL# 450838 DTD	03/06/2001	08/25/2010	55.00	53.00	2.00
14975.6981 FEDERAL NATL MTG ASSN MTG PL# 450838 DTD	03/06/2001	09/27/2010	1,766.00	1,689.00	77.00
14109.3188 FEDERAL NATL MTG ASSN MTG PL# 450838 DTD	03/06/2001	10/25/2010	866.00	828.00	38.00
14059.4219 FEDERAL NATL MTG ASSN MTG PL# 450838 DTD	03/06/2001	11/25/2010	50.00	48.00	2.00
13590.1952 FEDERAL NATL MTG ASSN MTG PL# 450838 DTD	03/06/2001	12/27/2010	469.00	449.00	20.00
47302.751 FEDERAL NATL MTG ASSN MTG PL #561435 DTD 1/1	03/07/2001	02/25/2010	231.00	223.00	8.00
47095.8522 FEDERAL NATL MTG ASSN MTG PL #561435 DTD	03/07/2001	03/25/2010	207.00	200.00	7.00
46829.563 FEDERAL NATL MTG ASSN MTG PL #561435 DTD 1/1	03/07/2001	04/26/2010	266.00	257.00	9.00
46599.2009 FEDERAL NATL MTG ASSN MTG PL #561435 DTD	03/07/2001	05/25/2010	230.00	222.00	8.00
45231.1702 FEDERAL NATL MTG ASSN MTG PL #561435 DTD	03/07/2001	06/25/2010	1,368.00	1,319.00	49.00
44518.3405 FEDERAL NATL MTG ASSN MTG PL #561435 DTD	03/07/2001	07/26/2010	713.00	687.00	26.00
44275.2852 FEDERAL NATL MTG ASSN MTG PL #561435 DTD	03/07/2001	08/25/2010	243.00	234.00	9.00

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

Schedule D-1 (Form 1041) 2010

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

23-7159802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 43193.9207 FEDERAL NATL MTG ASSN MTG PL #561435 DTD	03/07/2001	09/27/2010	1,081.00	1,043.00	38.00
40674.3113 FEDERAL NATL MTG ASSN MTG PL #561435 DTD	03/07/2001	10/25/2010	2,520.00	2,430.00	90.00
40130.8717 FEDERAL NATL MTG ASSN MTG PL #561435 DTD	03/07/2001	11/25/2010	543.00	524.00	19.00
36815.2842 FEDERAL NATL MTG ASSN MTG PL #561435 DTD	03/07/2001	12/27/2010	3,316.00	3,197.00	119.00
6721.7705 FEDERAL NATL MTG ASSN MTG PL# 575670 DTD 3/1	02/12/2001	02/25/2010	34.00	39.00	-5.00
5851.176 FEDERAL NATL MTG ASSN MTG PL# 575670 DTD 3/1	02/12/2001	03/25/2010	871.00	1,007.00	-136.00
5837.8545 FEDERAL NATL MTG ASSN MTG PL# 575670 DTD 3/1	02/12/2001	04/26/2010	13.00	15.00	-2.00
5824.4627 FEDERAL NATL MTG ASSN MTG PL# 575670 DTD 3/1	02/12/2001	05/25/2010	13.00	15.00	-2.00
4719.8821 FEDERAL NATL MTG ASSN MTG PL# 575670 DTD 3/1	02/12/2001	06/25/2010	1,105.00	1,278.00	-173.00
4708.7368 FEDERAL NATL MTG ASSN MTG PL# 575670 DTD 3/1	02/12/2001	07/26/2010	11.00	13.00	-2.00
4693.1358 FEDERAL NATL MTG ASSN MTG PL# 575670 DTD 3/1	02/12/2001	08/25/2010	16.00	18.00	-2.00
4679.7869 FEDERAL NATL MTG ASSN MTG PL# 575670 DTD 3/1	02/12/2001	09/27/2010	13.00	15.00	-2.00
4666.251 FEDERAL NATL MTG ASSN MTG PL# 575670 DTD 3/1	02/12/2001	10/25/2010	14.00	16.00	-2.00
4652.4643 FEDERAL NATL MTG ASSN MTG PL# 575670 DTD 3/1	02/12/2001	11/25/2010	14.00	16.00	-2.00
4638.8882 FEDERAL NATL MTG ASSN MTG PL# 575670 DTD 3/1	02/12/2001	12/27/2010	14.00	16.00	-2.00
17586.3894 FEDERAL NATL MTG ASSN MTG PL# 577925 DTD	09/05/2001	02/25/2010	41.00	39.00	2.00
16614.616 FEDERAL NATL MTG ASSN MTG PL# 577925 DTD 4/1	09/05/2001	03/25/2010	972.00	930.00	42.00
16575.9582 FEDERAL NATL MTG ASSN MTG PL# 577925 DTD	09/05/2001	04/26/2010	39.00	37.00	2.00
13762.062 FEDERAL NATL MTG ASSN MTG PL# 577925 DTD 4/1	09/05/2001	05/25/2010	2,814.00	2,692.00	122.00
13728.4205 FEDERAL NATL MTG ASSN MTG PL# 577925 DTD	09/05/2001	06/25/2010	34.00	32.00	2.00
13694.6013 FEDERAL NATL MTG ASSN MTG PL# 577925 DTD	09/05/2001	07/26/2010	34.00	32.00	2.00
13660.6028 FEDERAL NATL MTG ASSN MTG PL# 577925 DTD	09/05/2001	08/25/2010	34.00	33.00	1.00
13622.5799 FEDERAL NATL MTG ASSN MTG PL# 577925 DTD	09/05/2001	09/27/2010	38.00	36.00	2.00
13588.1997 FEDERAL NATL MTG ASSN MTG PL# 577925 DTD	09/05/2001	10/25/2010	34.00	33.00	1.00
13553.6365 FEDERAL NATL MTG ASSN MTG PL# 577925 DTD	09/05/2001	11/25/2010	35.00	33.00	2.00

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

Schedule D-1 (Form 1041) 2010

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

23-7159802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 13518.8905 FEDERAL NATL MTG ASSN MTG PL# 577925 DTD	09/05/2001	12/27/2010	35.00	33.00	2.00
17773.4086 FEDERAL NATL MTG ASSN MTG PL #582056 DTD	05/30/2001	02/25/2010	35.00	33.00	2.00
17737.8129 FEDERAL NATL MTG ASSN MTG PL #582056 DTD	05/30/2001	03/25/2010	36.00	33.00	3.00
17702.0308 FEDERAL NATL MTG ASSN MTG PL #582056 DTD	05/30/2001	04/26/2010	36.00	33.00	3.00
17666.0624 FEDERAL NATL MTG ASSN MTG PL #582056 DTD	05/30/2001	05/25/2010	36.00	33.00	3.00
17604.1627 FEDERAL NATL MTG ASSN MTG PL #582056 DTD	05/30/2001	06/25/2010	62.00	58.00	4.00
17567.6805 FEDERAL NATL MTG ASSN MTG PL #582056 DTD	05/30/2001	07/26/2010	36.00	34.00	2.00
17522.1858 FEDERAL NATL MTG ASSN MTG PL #582056 DTD	05/30/2001	08/25/2010	45.00	42.00	3.00
17485.2748 FEDERAL NATL MTG ASSN MTG PL #582056 DTD	05/30/2001	09/27/2010	37.00	34.00	3.00
17448.1724 FEDERAL NATL MTG ASSN MTG PL #582056 DTD	05/30/2001	10/25/2010	37.00	35.00	2.00
17410.8748 FEDERAL NATL MTG ASSN MTG PL #582056 DTD	05/30/2001	11/25/2010	37.00	35.00	2.00
17373.3818 FEDERAL NATL MTG ASSN MTG PL #582056 DTD	05/30/2001	12/27/2010	37.00	35.00	2.00
21482.005 FEDERAL NATL MTG ASSN MTG PL #632361 DTD 2/1	01/22/2002	02/25/2010	36.00	37.00	-1.00
21445.365 FEDERAL NATL MTG ASSN MTG PL #632361 DTD 2/1	01/22/2002	03/25/2010	37.00	37.00	
17713.03 FEDERAL NATL MTG ASSN MTG PL #632361 DTD 2/1	01/22/2002	04/26/2010	3,732.00	3,763.00	-31.00
17682.255 FEDERAL NATL MTG ASSN MTG PL #632361 DTD 2/1	01/22/2002	05/25/2010	31.00	31.00	
17650.66 FEDERAL NATL MTG ASSN MTG PL #632361 DTD 2/1	01/22/2002	06/25/2010	32.00	32.00	
17619.53 FEDERAL NATL MTG ASSN MTG PL #632361 DTD 2/1	01/22/2002	07/26/2010	31.00	31.00	
17583.06 FEDERAL NATL MTG ASSN MTG PL #632361 DTD 2/1	01/22/2002	08/25/2010	36.00	37.00	-1.00
17550.165 FEDERAL NATL MTG ASSN MTG PL #632361 DTD 2/1	01/22/2002	09/27/2010	33.00	33.00	
17518.455 FEDERAL NATL MTG ASSN MTG PL #632361 DTD 2/1	01/22/2002	10/25/2010	32.00	32.00	
17486.565 FEDERAL NATL MTG ASSN MTG PL #632361 DTD 2/1	01/22/2002	11/25/2010	32.00	32.00	
17454.495 FEDERAL NATL MTG ASSN MTG PL #632361 DTD 2/1	01/22/2002	12/27/2010	32.00	32.00	
112231.955 FEDERAL NATL MTG ASSN MTG PL #660866 DTD	12/13/2002	02/25/2010	4,433.00	4,547.00	-114.00
109901.7645 FEDERAL NATL MTG ASSN MTG PL #660866 DTD	12/13/2002	03/25/2010	2,330.00	2,390.00	-60.00

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

Schedule D-1 (Form 1041) 2010

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

23-7159802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 108050.7175 FEDERAL NATL MTG ASSN MTG PL #660866 DTD	12/13/2002	04/26/2010	1,851.00	1,899.00	-48.00
105598.735 FEDERAL NATL MTG ASSN MTG PL #660866 DTD	12/13/2002	05/25/2010	2,452.00	2,515.00	-63.00
101469.247 FEDERAL NATL MTG ASSN MTG PL #660866 DTD	12/13/2002	06/25/2010	4,129.00	4,236.00	-107.00
98193.733 FEDERAL NATL MTG ASSN MTG PL #660866 DTD 1/1	12/13/2002	07/26/2010	3,276.00	3,360.00	-84.00
96416.3915 FEDERAL NATL MTG ASSN MTG PL #660866 DTD	12/13/2002	08/25/2010	1,777.00	1,823.00	-46.00
93850.647 FEDERAL NATL MTG ASSN MTG PL #660866 DTD 1/1	12/13/2002	09/27/2010	2,566.00	2,632.00	-66.00
91202.9855 FEDERAL NATL MTG ASSN MTG PL #660866 DTD	12/13/2002	10/25/2010	2,648.00	2,716.00	-68.00
88878.119 FEDERAL NATL MTG ASSN MTG PL #660866 DTD 1/1	12/13/2002	11/25/2010	2,325.00	2,385.00	-60.00
85432.2315 FEDERAL NATL MTG ASSN MTG PL #660866 DTD	12/13/2002	12/27/2010	3,446.00	3,535.00	-89.00
137436.1914 FEDERAL NATL MTG ASSN MTG PL# 675859 DTD	01/23/2003	02/25/2010	299.00	311.00	-12.00
130609.2649 FEDERAL NATL MTG ASSN MTG PL# 675859 DTD	01/23/2003	03/25/2010	6,827.00	7,083.00	-256.00
116430.2665 FEDERAL NATL MTG ASSN MTG PL# 675859 DTD	01/23/2003	04/26/2010	14,179.00	14,710.00	-531.00
104832.1636 FEDERAL NATL MTG ASSN MTG PL# 675859 DTD	01/23/2003	05/25/2010	11,598.00	12,033.00	-435.00
95548.6491 FEDERAL NATL MTG ASSN MTG PL# 675859 DTD	01/23/2003	06/25/2010	9,284.00	9,631.00	-347.00
91731.248 FEDERAL NATL MTG ASSN MTG PL# 675859 DTD 1/1	01/23/2003	07/26/2010	3,817.00	3,960.00	-143.00
91500.3155 FEDERAL NATL MTG ASSN MTG PL# 675859 DTD	01/23/2003	08/25/2010	231.00	240.00	-9.00
91305.136 FEDERAL NATL MTG ASSN MTG PL# 675859 DTD 1/1	01/23/2003	09/27/2010	195.00	202.00	-7.00
91115.3427 FEDERAL NATL MTG ASSN MTG PL# 675859 DTD	01/23/2003	10/25/2010	190.00	197.00	-7.00
87463.7291 FEDERAL NATL MTG ASSN MTG PL# 675859 DTD	01/23/2003	11/25/2010	3,652.00	3,788.00	-136.00
87279.3219 FEDERAL NATL MTG ASSN MTG PL# 675859 DTD	01/23/2003	12/27/2010	184.00	191.00	-7.00
27903.825 FEDERAL NATL MTG ASSN MTG PL#681303 DTD 2/1/	03/28/2003	02/25/2010	991.00	1,042.00	-51.00
26428.5072 FEDERAL NATL MTG ASSN MTG PL#681303 DTD	03/28/2003	03/25/2010	1,475.00	1,552.00	-77.00
26110.8018 FEDERAL NATL MTG ASSN MTG PL#681303 DTD	03/28/2003	04/26/2010	318.00	334.00	-16.00
25552.0584 FEDERAL NATL MTG ASSN MTG PL#681303 DTD	03/28/2003	05/25/2010	559.00	588.00	-29.00
23966.5698 FEDERAL NATL MTG ASSN MTG PL#681303 DTD	03/28/2003	06/25/2010	1,585.00	1,668.00	-83.00

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

Schedule D-1 (Form 1041) 2010

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

23-7159802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 23676.4908 FEDERAL NATL MTG ASSN MTG PL#681303 DTD	03/28/2003	07/26/2010	290.00	305.00	-15.00
23405.931 FEDERAL NATL MTG ASSN MTG PL#681303 DTD 2/1/	03/28/2003	08/25/2010	271.00	285.00	-14.00
22998.2382 FEDERAL NATL MTG ASSN MTG PL#681303 DTD	03/28/2003	09/27/2010	408.00	429.00	-21.00
22727.538 FEDERAL NATL MTG ASSN MTG PL#681303 DTD 2/1/	03/28/2003	10/25/2010	271.00	285.00	-14.00
21977.9046 FEDERAL NATL MTG ASSN MTG PL#681303 DTD	03/28/2003	11/25/2010	750.00	788.00	-38.00
21712.7268 FEDERAL NATL MTG ASSN MTG PL#681303 DTD	03/28/2003	12/27/2010	265.00	279.00	-14.00
35700.2818 FEDERAL NATL MTG ASSN MTG PL #681338 DTD	03/28/2003	02/25/2010	339.00	361.00	-22.00
35360.0503 FEDERAL NATL MTG ASSN MTG PL #681338 DTD	03/28/2003	03/25/2010	340.00	362.00	-22.00
34209.322 FEDERAL NATL MTG ASSN MTG PL #681338 DTD 2/1	03/28/2003	04/26/2010	1,151.00	1,224.00	-73.00
33866.238 FEDERAL NATL MTG ASSN MTG PL #681338 DTD 2/1	03/28/2003	05/25/2010	343.00	365.00	-22.00
33533.8798 FEDERAL NATL MTG ASSN MTG PL #681338 DTD	03/28/2003	06/25/2010	332.00	354.00	-22.00
33195.463 FEDERAL NATL MTG ASSN MTG PL #681338 DTD 2/1	03/28/2003	07/26/2010	338.00	360.00	-22.00
32379.9245 FEDERAL NATL MTG ASSN MTG PL #681338 DTD	03/28/2003	08/25/2010	816.00	868.00	-52.00
32031.37 FEDERAL NATL MTG ASSN MTG PL #681338 DTD 2/1	03/28/2003	09/27/2010	349.00	371.00	-22.00
31693.6148 FEDERAL NATL MTG ASSN MTG PL #681338 DTD	03/28/2003	10/25/2010	338.00	359.00	-21.00
31353.3115 FEDERAL NATL MTG ASSN MTG PL #681338 DTD	03/28/2003	11/25/2010	340.00	362.00	-22.00
30932.5993 FEDERAL NATL MTG ASSN MTG PL #681338 DTD	03/28/2003	12/27/2010	421.00	448.00	-27.00
70969.8115 FEDERAL NATL MTG ASSN GTD MTG PL# 704440	04/30/2003	02/25/2010	2,969.00	3,089.00	-120.00
70287.763 FEDERAL NATL MTG ASSN GTD MTG PL# 704440DTD	04/30/2003	03/25/2010	682.00	710.00	-28.00
69401.129 FEDERAL NATL MTG ASSN GTD MTG PL# 704440DTD	04/30/2003	04/26/2010	887.00	922.00	-35.00
67351.781 FEDERAL NATL MTG ASSN GTD MTG PL# 704440DTD	04/30/2003	05/25/2010	2,049.00	2,132.00	-83.00
66145.016 FEDERAL NATL MTG ASSN GTD MTG PL# 704440DTD	04/30/2003	06/25/2010	1,207.00	1,255.00	-48.00
65472.6415 FEDERAL NATL MTG ASSN GTD MTG PL# 704440	04/30/2003	07/26/2010	672.00	700.00	-28.00
64795.7905 FEDERAL NATL MTG ASSN GTD MTG PL# 704440	04/30/2003	08/25/2010	677.00	704.00	-27.00
64081.654 FEDERAL NATL MTG ASSN GTD MTG PL# 704440DTD	04/30/2003	09/27/2010	714.00	743.00	-29.00

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

Schedule D-1 (Form 1041) 2010

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

23-7159802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 63389.8055 FEDERAL NATL MTG ASSN GTD MTG PL# 704440	04/30/2003	10/25/2010	692.00	720.00	-28.00
61871.5055 FEDERAL NATL MTG ASSN GTD MTG PL# 704440	04/30/2003	11/25/2010	1,518.00	1,580.00	-62.00
61183.1465 FEDERAL NATL MTG ASSN GTD MTG PL# 704440	04/30/2003	12/27/2010	688.00	716.00	-28.00
398008.7457 FEDERAL NATL MTG ASSN PL #805386 FLTR DT	03/21/2005	02/25/2010	20,072.00	20,297.00	-225.00
392450.1013 FEDERAL NATL MTG ASSN PL #805386 FLTR DT	03/21/2005	03/25/2010	5,559.00	5,621.00	-62.00
374620.8834 FEDERAL NATL MTG ASSN PL #805386 FLTR DT	03/21/2005	04/26/2010	17,829.00	18,029.00	-200.00
359503.3 FEDERAL NATL MTG ASSN PL #805386 FLTR DTD 1/	03/21/2005	05/25/2010	15,118.00	15,287.00	-169.00
347394.8259 FEDERAL NATL MTG ASSN PL #805386 FLTR DT	03/21/2005	06/25/2010	12,108.00	12,244.00	-136.00
296184.1749 FEDERAL NATL MTG ASSN PL #805386 FLTR DT	03/21/2005	07/26/2010	51,211.00	51,784.00	-573.00
295504.7696 FEDERAL NATL MTG ASSN PL #805386 FLTR DT	03/21/2005	08/25/2010	679.00	687.00	-8.00
287540.3757 FEDERAL NATL MTG ASSN PL #805386 FLTR DT	03/21/2005	09/27/2010	7,964.00	8,054.00	-90.00
281870.604 FEDERAL NATL MTG ASSN PL #805386 FLTR DT	03/21/2005	10/25/2010	5,670.00	5,733.00	-63.00
278863.6431 FEDERAL NATL MTG ASSN PL #805386 FLTR DT	03/21/2005	11/25/2010	3,007.00	3,041.00	-34.00
274754.7626 FEDERAL NATL MTG ASSN PL #805386 FLTR DT	03/21/2005	12/27/2010	4,109.00	4,155.00	-46.00
2050. FREEPORT-MCMORAN COPPER & GOLD	03/20/2007	02/04/2010	136,527.00	126,249.00	10,278.00
28356.5848 GOVERNMENT NATL MTG ASSN MTG PL#598127 DTD	04/30/2003	02/15/2010	289.00	306.00	-17.00
27674.7608 GOVERNMENT NATL MTG ASSN MTG PL#598127 DTD	04/30/2003	03/15/2010	682.00	724.00	-42.00
23078.7083 GOVERNMENT NATL MTG ASSN MTG PL#598127 DTD	04/30/2003	04/15/2010	4,596.00	4,880.00	-284.00
22816.105 GOVERNMENT NATL MTG ASSN MTG PL#598127 DTD	04/30/2003	05/17/2010	263.00	279.00	-16.00
22555.4388 GOVERNMENT NATL MTG ASSN MTG PL#598127 DTD	04/30/2003	06/15/2010	261.00	277.00	-16.00
22293.4693 GOVERNMENT NATL MTG ASSN MTG PL#598127 DTD	04/30/2003	07/15/2010	262.00	278.00	-16.00
22030.19 GOVERNMENT NATL MTG ASSN MTG PL#598127 DTD	04/30/2003	08/16/2010	263.00	280.00	-17.00
21765.5945 GOVERNMENT NATL MTG ASSN MTG PL#598127 DTD	04/30/2003	09/15/2010	265.00	281.00	-16.00
21173.1325 GOVERNMENT NATL MTG ASSN MTG PL#598127 DTD	04/30/2003	10/15/2010	592.00	629.00	-37.00
20897.721 GOVERNMENT NATL MTG ASSN MTG PL#598127 DTD	04/30/2003	11/15/2010	275.00	292.00	-17.00

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

Schedule D-1 (Form 1041) 2010

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Employer identification number

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

23-7159802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 20620.9315 GOVERNMENT NATL MTG ASSN MTG PL#598127 DTD	04/30/2003	12/15/2010	277.00	294.00	-17.00
99342.8477 GOVERNMENT NATL MTG ASSN MTG PL #591805 DTD	12/13/2002	02/15/2010	231.00	247.00	-16.00
99117.6112 GOVERNMENT NATL MTG ASSN MTG PL #591805 DTD	12/13/2002	03/15/2010	225.00	241.00	-16.00
95609.6466 GOVERNMENT NATL MTG ASSN MTG PL #591805 DTD	12/13/2002	04/15/2010	3,508.00	3,750.00	-242.00
92874.1549 GOVERNMENT NATL MTG ASSN MTG PL #591805 DTD	12/13/2002	05/17/2010	2,735.00	2,924.00	-189.00
92661.3358 GOVERNMENT NATL MTG ASSN MTG PL #591805 DTD	12/13/2002	06/15/2010	213.00	228.00	-15.00
92409.0376 GOVERNMENT NATL MTG ASSN MTG PL #591805 DTD	12/13/2002	07/15/2010	252.00	270.00	-18.00
89854.0755 GOVERNMENT NATL MTG ASSN MTG PL #591805 DTD	12/13/2002	08/16/2010	2,555.00	2,731.00	-176.00
89665.9806 GOVERNMENT NATL MTG ASSN MTG PL #591805 DTD	12/13/2002	09/15/2010	188.00	201.00	-13.00
89479.0296 GOVERNMENT NATL MTG ASSN MTG PL #591805 DTD	12/13/2002	10/15/2010	187.00	200.00	-13.00
89278.1802 GOVERNMENT NATL MTG ASSN MTG PL #591805 DTD	12/13/2002	11/15/2010	201.00	215.00	-14.00
85564.8513 GOVERNMENT NATL MTG ASSN MTG PL #591805 DTD	12/13/2002	12/15/2010	3,713.00	3,970.00	-257.00
235757.958 GOVT NATL MTG ASSN II GTD MTG PL 3442 DTD	12/16/2004	02/22/2010	3,019.00	3,074.00	-55.00
233018.208 GOVT NATL MTG ASSN II GTD MTG PL 3442 DTD	12/16/2004	03/22/2010	2,740.00	2,790.00	-50.00
230174.586 GOVT NATL MTG ASSN II GTD MTG PL 3442 DTD	12/16/2004	04/20/2010	2,844.00	2,895.00	-51.00
227513.904 GOVT NATL MTG ASSN II GTD MTG PL 3442 DTD	12/16/2004	05/20/2010	2,661.00	2,709.00	-48.00
224183.208 GOVT NATL MTG ASSN II GTD MTG PL 3442 DTD	12/16/2004	06/21/2010	3,331.00	3,391.00	-60.00
220921.788 GOVT NATL MTG ASSN II GTD MTG PL 3442 DTD	12/16/2004	07/20/2010	3,261.00	3,321.00	-60.00
218197.458 GOVT NATL MTG ASSN II GTD MTG PL 3442 DTD	12/16/2004	08/20/2010	2,724.00	2,774.00	-50.00
213520.332 GOVT NATL MTG ASSN II GTD MTG PL 3442 DTD	12/16/2004	09/20/2010	4,677.00	4,762.00	-85.00
210249.222 GOVT NATL MTG ASSN II GTD MTG PL 3442 DTD	12/16/2004	10/20/2010	3,271.00	3,331.00	-60.00
206703.552 GOVT NATL MTG ASSN II GTD MTG PL 3442 DTD	12/16/2004	11/22/2010	3,546.00	3,610.00	-64.00
203159.76 GOVT NATL MTG ASSN II GTD MTG PL 3442 DTD	12/16/2004	12/20/2010	3,544.00	3,608.00	-64.00
64593.4673 GOVERNMENT NATL MTG ASSN MTG PL# 607668 DTD	04/30/2003	02/15/2010	670.00	713.00	-43.00
63868.8733 GOVERNMENT NATL MTG ASSN MTG PL# 607668 DTD	04/30/2003	03/15/2010	725.00	770.00	-45.00

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

Schedule D-1 (Form 1041) 2010

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Employer identification number

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

23-7159802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 63142.313 GOVERNMENT NATL MTG ASSN MTG PL# 607668 DTD	04/30/2003	04/15/2010	727.00	772.00	-45.00
62414.17 GOVERNMENT NATL MTG ASSN MTG PL# 607668 DTD	04/30/2003	05/17/2010	728.00	774.00	-46.00
59833.4035 GOVERNMENT NATL MTG ASSN MTG PL# 607668 DTD	04/30/2003	06/15/2010	2,581.00	2,743.00	-162.00
59134.8713 GOVERNMENT NATL MTG ASSN MTG PL# 607668 DTD	04/30/2003	07/15/2010	699.00	743.00	-44.00
58414.0668 GOVERNMENT NATL MTG ASSN MTG PL# 607668 DTD	04/30/2003	08/16/2010	721.00	766.00	-45.00
55931.9215 GOVERNMENT NATL MTG ASSN MTG PL# 607668 DTD	04/30/2003	09/15/2010	2,482.00	2,639.00	-157.00
55263.7573 GOVERNMENT NATL MTG ASSN MTG PL# 607668 DTD	04/30/2003	10/15/2010	668.00	710.00	-42.00
52847.2165 GOVERNMENT NATL MTG ASSN MTG PL# 607668 DTD	04/30/2003	11/15/2010	2,417.00	2,569.00	-152.00
52142.7043 GOVERNMENT NATL MTG ASSN MTG PL# 607668 DTD	04/30/2003	12/15/2010	705.00	749.00	-44.00
1723.0103 GOVERNMENT NATL MTG ASSN PL# 434772 DTD 6/1	02/27/2001	02/15/2010	4.00	4.00	
1719.1031 GOVERNMENT NATL MTG ASSN PL# 434772 DTD 6/1	02/27/2001	03/15/2010	4.00	4.00	
1715.1662 GOVERNMENT NATL MTG ASSN PL# 434772 DTD 6/1	02/27/2001	04/15/2010	4.00	4.00	
1711.1974 GOVERNMENT NATL MTG ASSN PL# 434772 DTD 6/1	02/27/2001	05/17/2010	4.00	4.00	
1707.1978 GOVERNMENT NATL MTG ASSN PL# 434772 DTD 6/1	02/27/2001	06/15/2010	4.00	4.00	
1703.1652 GOVERNMENT NATL MTG ASSN PL# 434772 DTD 6/1	02/27/2001	07/15/2010	4.00	4.00	
1699.1018 GOVERNMENT NATL MTG ASSN PL# 434772 DTD 6/1	02/27/2001	08/16/2010	4.00	4.00	
1695.0065 GOVERNMENT NATL MTG ASSN PL# 434772 DTD 6/1	02/27/2001	09/15/2010	4.00	4.00	
1690.8782 GOVERNMENT NATL MTG ASSN PL# 434772 DTD 6/1	02/27/2001	10/15/2010	4.00	4.00	
1686.7169 GOVERNMENT NATL MTG ASSN PL# 434772 DTD 6/1	02/27/2001	11/15/2010	4.00	4.00	
1682.5237 GOVERNMENT NATL MTG ASSN PL# 434772 DTD 6/1	02/27/2001	12/15/2010	4.00	4.00	
17259.6179 GOVERNMENT NATL MTG ASSN MTG PL #487056 DTD	10/27/2000	02/15/2010	50.00	50.00	
17207.6925 GOVERNMENT NATL MTG ASSN MTG PL #487056 DTD	10/27/2000	03/15/2010	52.00	51.00	1.00
16794.686 GOVERNMENT NATL MTG ASSN MTG PL #487056 DTD	10/27/2000	04/15/2010	413.00	406.00	7.00
16745.226 GOVERNMENT NATL MTG ASSN MTG PL #487056 DTD	10/27/2000	05/17/2010	49.00	49.00	
16479.6836 GOVERNMENT NATL MTG ASSN MTG PL #487056 DTD	10/27/2000	06/15/2010	266.00	261.00	5.00

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

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

23-7159802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 16300.4483 GOVERNMENT NATL MTG ASSN MTG PL #487056 DTD	10/27/2000	07/15/2010	179.00	176.00	3.00
15764.9519 GOVERNMENT NATL MTG ASSN MTG PL #487056 DTD	10/27/2000	08/16/2010	536.00	526.00	10.00
15716.4803 GOVERNMENT NATL MTG ASSN MTG PL #487056 DTD	10/27/2000	09/15/2010	48.00	48.00	
15066.0772 GOVERNMENT NATL MTG ASSN MTG PL #487056 DTD	10/27/2000	10/15/2010	650.00	639.00	11.00
15020.5327 GOVERNMENT NATL MTG ASSN MTG PL #487056 DTD	10/27/2000	11/15/2010	46.00	45.00	1.00
14649.9756 GOVERNMENT NATL MTG ASSN MTG PL #487056 DTD	10/27/2000	12/15/2010	371.00	364.00	7.00
1125.2315 GOVERNMENT NATL MTG ASSN MTG PL# 521650 DTD	12/22/1999	02/15/2010	2.00	2.00	
1123.3965 GOVERNMENT NATL MTG ASSN MTG PL# 521650 DTD	12/22/1999	03/15/2010	2.00	2.00	
1121.5496 GOVERNMENT NATL MTG ASSN MTG PL# 521650 DTD	12/22/1999	04/15/2010	2.00	2.00	
1119.6906 GOVERNMENT NATL MTG ASSN MTG PL# 521650 DTD	12/22/1999	05/17/2010	2.00	2.00	
1117.8166 GOVERNMENT NATL MTG ASSN MTG PL# 521650 DTD	12/22/1999	06/15/2010	2.00	2.00	
150159. GOVERNMENT NATL MTG ASSN MTG PL# 521650 DTD	12/22/1999	07/15/2010	1,118.00	1,131.00	-13.00
4780.338 GOVT NATL MTG ASSN GTD MTG PL 780865 DTD	02/15/2001	02/15/2010	83.00	91.00	-8.00
4730.442 GOVT NATL MTG ASSN GTD MTG PL 780865 DTD	02/15/2001	03/15/2010	50.00	55.00	-5.00
4681.992 GOVT NATL MTG ASSN GTD MTG PL 780865 DTD	02/15/2001	04/15/2010	48.00	53.00	-5.00
4633.446 GOVT NATL MTG ASSN GTD MTG PL 780865 DTD	02/15/2001	05/17/2010	49.00	53.00	-4.00
4492.4985 GOVT NATL MTG ASSN GTD MTG PL 780865 DTD	02/15/2001	06/15/2010	141.00	154.00	-13.00
4442.988 GOVT NATL MTG ASSN GTD MTG PL 780865 DTD	02/15/2001	07/15/2010	50.00	54.00	-4.00
4336.9335 GOVT NATL MTG ASSN GTD MTG PL 780865 DTD	02/15/2001	08/16/2010	106.00	116.00	-10.00
4288.1325 GOVT NATL MTG ASSN GTD MTG PL 780865 DTD	02/15/2001	09/15/2010	49.00	53.00	-4.00
4239.846 GOVT NATL MTG ASSN GTD MTG PL 780865 DTD	02/15/2001	10/15/2010	48.00	53.00	-5.00
4165.3665 GOVT NATL MTG ASSN GTD MTG PL 780865 DTD	02/15/2001	11/15/2010	74.00	82.00	-8.00
4115.9925 GOVT NATL MTG ASSN GTD MTG PL 780865 DTD	02/15/2001	12/15/2010	49.00	54.00	-5.00
12341.3101 GOVERNMENT NATL MTG ASSN POOL# 780086 DTD 3	03/07/2001	02/15/2010	202.00	217.00	-15.00
12102.5149 GOVERNMENT NATL MTG ASSN POOL# 780086 DTD 3	03/07/2001	03/15/2010	239.00	257.00	-18.00

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

Schedule D-1 (Form 1041) 2010

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Employer identification number

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

23-7159802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 11823.188 GOVERNMENT NATL MTG ASSN POOL# 780086 DTD 3	03/07/2001	04/15/2010	279.00	301.00	-22.00
11647.3438 GOVERNMENT NATL MTG ASSN POOL# 780086 DTD 3	03/07/2001	05/17/2010	176.00	190.00	-14.00
11429.1888 GOVERNMENT NATL MTG ASSN POOL# 780086 DTD 3	03/07/2001	06/15/2010	218.00	235.00	-17.00
11235.2884 GOVERNMENT NATL MTG ASSN POOL# 780086 DTD 3	03/07/2001	07/15/2010	194.00	209.00	-15.00
11002.2892 GOVERNMENT NATL MTG ASSN POOL# 780086 DTD 3	03/07/2001	08/16/2010	233.00	251.00	-18.00
10814.9335 GOVERNMENT NATL MTG ASSN POOL# 780086 DTD 3	03/07/2001	09/15/2010	187.00	202.00	-15.00
10543.5761 GOVERNMENT NATL MTG ASSN POOL# 780086 DTD 3	03/07/2001	10/15/2010	271.00	292.00	-21.00
10269.5702 GOVERNMENT NATL MTG ASSN POOL# 780086 DTD 3	03/07/2001	11/15/2010	274.00	295.00	-21.00
10060.7532 GOVERNMENT NATL MTG ASSN POOL# 780086 DTD 3	03/07/2001	12/15/2010	209.00	225.00	-16.00
12635.5495 GOVERNMENT NATL MTG ASSN MTG PL # 780548DTD	02/15/2001	02/15/2010	475.00	128.00	347.00
12258.4862 GOVERNMENT NATL MTG ASSN MTG PL # 780548DTD	02/15/2001	03/15/2010	377.00	101.00	276.00
11775.0547 GOVERNMENT NATL MTG ASSN MTG PL # 780548DTD	02/15/2001	04/15/2010	483.00	130.00	353.00
11601.5822 GOVERNMENT NATL MTG ASSN MTG PL # 780548DTD	02/15/2001	05/17/2010	173.00	47.00	126.00
11414.3585 GOVERNMENT NATL MTG ASSN MTG PL # 780548DTD	02/15/2001	06/15/2010	187.00	50.00	137.00
11261.4445 GOVERNMENT NATL MTG ASSN MTG PL # 780548DTD	02/15/2001	07/15/2010	153.00	41.00	112.00
11019.6858 GOVERNMENT NATL MTG ASSN MTG PL # 780548DTD	02/15/2001	08/16/2010	242.00	65.00	177.00
10773.6347 GOVERNMENT NATL MTG ASSN MTG PL # 780548DTD	02/15/2001	09/15/2010	246.00	66.00	180.00
10571.2256 GOVERNMENT NATL MTG ASSN MTG PL # 780548DTD	02/15/2001	10/15/2010	202.00	54.00	148.00
10417.3723 GOVERNMENT NATL MTG ASSN MTG PL # 780548DTD	02/15/2001	11/15/2010	154.00	41.00	113.00
10233.3806 GOVERNMENT NATL MTG ASSN MTG PL # 780548DTD	02/15/2001	12/15/2010	184.00	49.00	135.00
8148.1306 GOVT NATL MTG ASSN GTD MTG PL#781084 DTD	05/02/2001	02/15/2010	190.00	212.00	-22.00
8009.9393 GOVT NATL MTG ASSN GTD MTG PL#781084 DTD	05/02/2001	03/15/2010	138.00	154.00	-16.00
7823.8675 GOVT NATL MTG ASSN GTD MTG PL#781084 DTD	05/02/2001	04/15/2010	186.00	207.00	-21.00
7684.7633 GOVT NATL MTG ASSN GTD MTG PL#781084 DTD	05/02/2001	05/17/2010	139.00	155.00	-16.00
7546.3799 GOVT NATL MTG ASSN GTD MTG PL#781084 DTD	05/02/2001	06/15/2010	138.00	154.00	-16.00

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

Schedule D-1 (Form 1041) 2010

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Employer identification number

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

23-7159802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 7352.7788 GOVT NATL MTG ASSN GTD MTG PL#781084 DTD	05/02/2001	07/15/2010	194.00	216.00	-22.00
7227.7013 GOVT NATL MTG ASSN GTD MTG PL#781084 DTD	05/02/2001	08/16/2010	125.00	139.00	-14.00
7104.6672 GOVT NATL MTG ASSN GTD MTG PL#781084 DTD	05/02/2001	09/15/2010	123.00	137.00	-14.00
6872.1786 GOVT NATL MTG ASSN GTD MTG PL#781084 DTD	05/02/2001	10/15/2010	232.00	259.00	-27.00
6740.942 GOVT NATL MTG ASSN GTD MTG PL#781084 DTD	05/02/2001	11/15/2010	131.00	146.00	-15.00
6536.0563 GOVT NATL MTG ASSN GTD MTG PL#781084 DTD	05/02/2001	12/15/2010	205.00	228.00	-23.00
34800. GENERAL ELEC CO	08/05/2005	01/12/2010	577,175.00	761,867.00	-184,692.00
100000. GOLDMAN SACHS GROUP INC BD DTD 2/13/2003	02/06/2003	09/13/2010	105,347.00	100,000.00	5,347.00
7400. HEWLETT PACKARD CO	04/16/2009	09/09/2010	287,357.00	267,696.00	19,661.00
65000. HOUSEHOLD FIN CORP NT DTD 7/18/2000 8% 7/15/20	11/18/2002	07/15/2010	65,000.00	71,403.00	-6,403.00
4000. INTERNATIONAL BUSINESS MACH CORP	03/10/2004	01/12/2010	519,921.00	375,942.00	143,979.00
3000. MONSANTO CO NEW	04/16/2009	04/30/2010	190,242.00	244,913.00	-54,671.00
15000. NOKIA CORP ADR 1 ADR REPS 1 A SH	03/29/2007	06/17/2010	132,394.00	344,798.00	-212,404.00
55000. ORACLE CORP DTD 1/13/2006 5.25% 1/15/2016	03/01/2006	10/06/2010	64,156.00	53,952.00	10,204.00
3157. PROCTER & GAMBLE CO	09/25/2003	02/04/2010	194,628.00	103,829.00	90,799.00
100. ROLLS-ROYCE PLC SPONSORED ADR	06/18/2009	11/09/2010	4,865.00	2,846.00	2,019.00
8900. ROLLS-ROYCE PLC SPONSORED ADR	06/18/2009	11/12/2010	427,527.00	253,323.00	174,204.00
10000. SCHLUMBERGER LTD	05/24/2004	02/04/2010	625,094.00	307,722.00	317,372.00
7000. SIGMA ALDRICH CORP	03/13/2003	02/04/2010	333,224.00	151,715.00	181,509.00
10300. TELEPHONE & DATA SYS INC.	03/10/2004	01/12/2010	348,445.00	384,936.00	-36,491.00
2300. TELEPHONE & DATA SYSTEMS INC	03/10/2004	02/04/2010	64,342.00	84,404.00	-20,062.00
5560. TELEPHONE & DATA SYSTEMS INC	03/10/2004	02/05/2010	149,477.00	204,036.00	-54,559.00
2440. TELEPHONE & DATA SYSTEMS INC	03/10/2004	02/08/2010	66,799.00	89,541.00	-22,742.00
70000. UNITED STATES TREAS BDS 7.625%	08/12/2005	02/24/2010	94,440.00	95,670.00	-1,230.00
300000. UNITED STATES TREAS NTS DTD 2/15/2001 5%	04/20/2005	01/11/2010	314,801.00	316,477.00	-1,676.00

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

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ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

23-7159802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 75000. UNITED STATES TREAS NTS DTD 2/15/2001 5% 2/15/2	04/20/2005	01/28/2010	78,601.00	79,119.00	-518.00
275000. UNITED STATES TREAS NTS DTD 2/15/2001 5%	04/20/2005	04/19/2010	285,452.00	290,104.00	-4,652.00
305000. UNITED STATES TREAS NTS INFLATION INDEX D	11/08/2005	05/06/2010	383,927.00	356,063.00	27,864.00
110000. UNITED STATES TREAS NTS DTD 11/15/2004 4.	11/28/2005	03/26/2010	119,015.00	49,687.00	69,328.00
100000. UNITED STATES TREAS NTS DTD 11/15/2004 4.	11/28/2005	04/12/2010	108,207.00	45,170.00	63,037.00
90000. UNITED STATES TREAS NTS DTD 11/15/2004 4.25% 11	11/28/2005	10/21/2010	102,386.00	40,653.00	61,733.00
59000. UNITED STATES TREAS NTS DTD 1/15/2005 3.625% 1/	08/03/2006	01/15/2010	59,000.00	56,615.00	2,385.00
65000. U S TREAS SEC STRIPPED INT PMT GENER DTD	04/18/2002	01/11/2010	58,852.00	58,210.00	642.00
75000. WAL MART STORES INC DTD 2/18/2004 4.125% 2/15/2	02/12/2004	06/30/2010	76,598.00	75,349.00	1,249.00
3000. WATERS CORP	04/10/2002	02/04/2010	169,138.00	80,041.00	89,097.00
7000. WATERS CORP	12/17/2002	09/09/2010	456,391.00	151,394.00	304,997.00
26947.7074 WELLS FARGO MORTGAGE BACKED SECURITIES	12/15/2004	01/25/2010	789.00	831.00	-42.00
25948.0834 WELLS FARGO MORTGAGE BACKED SECURITIES	12/15/2004	02/25/2010	1,000.00	1,054.00	-54.00
24950.4843 WELLS FARGO MORTGAGE BACKED SECURITIES	12/15/2004	03/25/2010	998.00	1,052.00	-54.00
24381.5068 WELLS FARGO MORTGAGE BACKED SECURITIES	12/15/2004	04/26/2010	569.00	600.00	-31.00
23686.0355 WELLS FARGO MORTGAGE BACKED SECURITIES	12/15/2004	05/25/2010	695.00	733.00	-38.00
23157.6332 WELLS FARGO MORTGAGE BACKED SECURITIES	12/15/2004	06/25/2010	528.00	557.00	-29.00
22655.1724 WELLS FARGO MORTGAGE BACKED SECURITIES	12/15/2004	07/26/2010	502.00	530.00	-28.00
21973.3987 WELLS FARGO MORTGAGE BACKED SECURITIES	12/15/2004	08/25/2010	682.00	719.00	-37.00
21678.6683 WELLS FARGO MORTGAGE BACKED SECURITIES	12/15/2004	09/27/2010	295.00	311.00	-16.00
21292.2085 WELLS FARGO MORTGAGE BACKED SECURITIES	12/15/2004	10/25/2010	386.00	407.00	-21.00
21151.1286 WELLS FARGO MORTGAGE BACKED SECURITIES	12/15/2004	11/26/2010	141.00	149.00	-8.00
20882.7125 WELLS FARGO MORTGAGE BACKED SECURITIES	12/15/2004	12/27/2010	268.00	283.00	-15.00
5400. YUM BRANDS INC	02/04/2003	02/04/2010	181,063.00	62,839.00	118,224.00
10000. YUM BRANDS INC	02/04/2003	09/09/2010	438,355.00	115,194.00	323,161.00

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

Schedule D-1 (Form 1041) 2010

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FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

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ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION
ACCOUNT # 141016900
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE- PRINCIPALTRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
Swiss Franc (USD 1.00= (CHF) 0.934)								
Cash								
	0 0200 CASH		0.02		0.02		N/A	0.00
			0.02		0.02		N/A	0.00
U S Dollar								
Cash								
4,330 2600 CASH			4,330.26		4,330 26		6 0 15	0 00
Total SHORT TERM								
			4,330.28		4,330 28		6 0 15	0.00

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

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ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION
ACCOUNT # 141016900
BASE CURRENCY. U S DOLLAR
PORTFOLIO TYPE. PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
FIXED INCOME								
=====								
U S Dollar								

Fixed Income Funds								
71,225 0710	PIMCO FDS PAC INVT	7 0200	500,000.00	9.2900	661,680 91	59,259	8 96	0 00
	MGMT SER COMM RR							
	STRA\$1 273							
Total FIXED INCOME								
			500,000.00		661,680.91	59,259	8 96	0.00
EQUITIES								
=====								
Singapore Dollar								
	(USD 1 00=(SGD)		1.283					
120,000 0000	SINGAPORE	2 9324	351,889 48	3 0500	366,000 00	16,080	4 39	8,160 00
	TELECOMMUNICATIONS		253,135.00		285,268 90	12,533	4 39	6,360 09
	(SGD)							
Swiss Franc								
	(USD 1 00=(CHF)		0.934					
14,700.0000	NESTLE SA (CHF)	47.2236	694,186.92	54.7500	804,825 00	23,520	2.92	0 00
			681,778 55		861,697 00	25,182	2 92	0 00

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

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ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION
ACCOUNT # 141016900
BASE CURRENCY. U S DOLLAR
PORTFOLIO TYPE PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
Swiss Franc								
	(USD 1 00= (CHF) 0 934) Cont							
1,900.0000	SWATCH GROUP AG THE (CHF) 2.25	270 8943	514,699.18 482,968.17	416.8000	791,920 00 847,880.09	7,600 8,137	0 96 0 96	0.00 0 00
Total Swiss Franc								
			1,208,886.10		1,596,745.00	31,120	1 95	0.00
			1,164,746 72		1,709,577 09	33,319		0.00
U S Dollar								
12,900.0000	ACCENTURE PLC	25 0139	322,679.31	48 4900	625,521 00	11,610	1.86	0 00
5,500 0000	ACE LTD	45.3846	249,615 30	62 2500	342,375.00	7,260	2.12	1,815 00
17,500 0000	AMERICAN EXPRESS CO	23.1042	404,324.14	42.9200	751,100.00	12,600	1 68	0 00
10,000 0000	AMERICAN TOWER CORP CL A	39.0622	390,622 00	51.6400	516,400 00		N/A	0 00
7,000 0000	AMGEN INC	73.7320	516,124.00	54.9000	384,300 00		N/A	0 00
1,600 0000	APPLE INC	239 1080	382,572 80	322.5600	516,096 00		N/A	0 00
19,000 0000	AUTOMATIC DATA PROCESSING INC	33 4580	635,701.52	46 2800	879,320 00	27,360	3 11	6,840 00
8,700 0000	BANK NOVA SCOTIA HALIFAX	45.5779	396,527.73	57 2000	497,640.00	17,000	3 42	4,286.14
8.0000	BERKSHIRE HATHAWAY INC DEL CL A	63375.0600	507,000 48	120450 0000	963,600.00		N/A	0.00

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INVESTOR SERVICES CURRENCY APPRAISAL

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ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION
ACCOUNT # 141016900
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S Dollar								
Cont								
5,000 0000	BHP BILLITON LIMITED SPON ADR	47.9337	239,668.50	92.9200	464,600.00	8,700	1.87	0.00
7,500 0000	CATERPILLAR INC	31.6429	237,321.75	93.6600	702,450.00	13,200	1.88	0.00
14,000 0000	CHEVRON CORP	43.4424	608,192.96	91.2500	1,277,500.00	40,320	3.16	0.00
14,000 0000	CISCO SYSTEMS INC	18.0000	252,000.00	20.2300	283,220.00	3,360	1.19	0.00
15,000 0000	CONOCOPHILLIPS	60.3103	904,655.00	68.1000	1,021,500.00	33,000	3.23	0.00
6,000.0000	CREE INC	49.4880	296,928.00	65.8900	395,340.00		N/A	0.00
500 0000	DEVON ENERGY CORP NEW	56.1706	28,085.30	78.5100	39,255.00	320	0.82	0.00
40,000 0000	EMC CORP	15.8170	632,680.00	22.9000	916,000.00		N/A	0.00
10,000.0000	EMERSON ELECTRIC CO	35.2934	352,934.00	57.1700	571,700.00	13,800	2.41	0.00
12,100 0000	EXPEDITORS INTERNATIONAL WASH INC	32.4434	392,565.14	54.6000	660,660.00	4,840	0.73	0.00
8,000 0000	FREEPORT-MCMORAN COPPER & GOLD INC CL B	61.5850	492,680.00	120.0900	960,720.00	16,000	1.67	0.00
5,136.0000	FRONTIER COMMUNICATIONS CORP	8.2206	42,221.00	9.7300	49,973.28	3,852	7.71	0.00

ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION
ACCOUNT # 141016900
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar								
Cont								
4,600.0000	GENERAL DYNAMICS CORP	66 7401	307,004.46	70.9600	326,416.00	7,728	2.37	0.00
7,600.0000	GILEAD SCIENCES INC	44.7266	339,922.16	36.2400	275,424.00		N/A	0.00
24,200.0000	HYUNDAI MOTOR CO GDR REG S	17.1169	414,228.98	26.4400	639,848.00		N/A	0.00
9,000.0000	INTERNATIONAL BUSINESS MACHINES CORP	86 8757	781,881.10	146.7600	1,320,840.00	23,400	1.77	0.00
11,500.0000	J P MORGAN CHASE & CO	43 1155	495,828.25	42.4200	487,830.00	2,300	0.47	0.00
10,500.0000	JOHNSON & JOHNSON CO	18 1327	190,393.30	61.8500	649,425.00	22,680	3.49	0.00
1,500.0000	MARKEL CORP HLDG CO	341 1744	511,761.60	378.1300	567,195.00		N/A	0.00
12,000.0000	MERCK & CO INC	33.0200	396,240.00	36.0400	432,480.00	18,240	4.22	4,560.00
7,800.0000	NEXTERA ENERGY INC	51.8407	404,357.46	51.9900	405,522.00	15,600	3.85	0.00
7,900.0000	NIKE INC CL B	64 5540	509,976.60	85.4200	674,818.00	9,796	1.45	0.00
21,300.0000	NUANCE COMMUNICATIONS INC	13 7776	293,462.88	18.1800	387,234.00		N/A	0.00
30,000.0000	ORACLE CORP	17.9214	537,642.00	31.3000	939,000.00	6,000	0.64	0.00
13,800.0000	PEPSICO INC	32 6443	450,490.73	65.3300	901,554.00	26,496	2.94	6,624.00

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INVESTOR SERVICES CURRENCY APPRAISAL

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ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION
ACCOUNT # 141016900
BASE CURRENCY U.S. DOLLAR
PORTFOLIO TYPE PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar								
			Cont					
7,300 0000	PETROLEO BRASILEIRO SA PETROBRAS SPON ADR	34 7026	253,328 98	37.8400	276,232.00	1,095	0 40	1,747.04
8,200 0000	POLO RALPH LAUREN CORP CL A	77 6911	637,067.03	110 9200	909,544 00	3,280	0.36	820 00
5,000 0000	PRAXAIR INC	79.3267	396,633 50	95.4700	477,350.00	9,000	1.89	0 00
14,000.0000	PROCTER & GAMBLE CO	28 1215	393,700.79	64.3300	900,620.00	26,978	3 00	0 00
6,000 0000	QUALCOMM INC	41 2272	247,363 20	49.4900	296,940 00	4,560	1 54	0 00
16,600.0000	SCHLUMBERGER LTD	23 1482	384,259 56	83 5000	1,386,100 00	13,944	1 01	3,486 00
13,000 0000	SIGMA ALDRICH CORP	21 6736	281,756 15	66 5600	865,280 00	8,320	0 96	0 00
5,700.0000	TEVA PHARMACEUTICAL INDS LTD ADR	45.1384	257,288.88	52.1300	297,141.00	3,802	1.28	0 00
7,700 0000	TUX COS INC NEW	38 6994	297,985 38	44.3900	341,803 00	4,620	1 35	0 00
6,000 0000	UNITED TECHNOLOGIES CORP	66 7384	400,430 40	78.7200	472,320.00	10,200	2.16	0 00
15,500 0000	UNUMPROVIDENT CORP		0 00	24 2200	375,410.00	5,735	1.53	0 00
21,400 0000	VERIZON COMMUNICATIONS	29 8480	638,747 83	35 7800	765,692.00	41,730	5.45	0 00
10,000 0000	WATERS CORP	21.1541	211,541 00	77 7100	777,100.00		N/A	0 00

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INVESTOR SERVICES CURRENCY APPRAISAL

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ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION
ACCOUNT # 141016900
BASE CURRENCY U S. DOLLAR
PORTFOLIO TYPE. PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar								
			Cont					
18,000.0000	YUM BRANDS INC	11.4589	206,259.30	49.0500	882,900.00	18,000	2.04	0.00
49,950.0500	ARTISAN EMERGING MARKETS FUND	10.0100	500,000.00	16.1400	806,193.81	4,945	0.61	0.00
Total U S Dollar								
			19,024,650.45		30,657,482.09	501,671	1.64	30,178.18
Total EQUITIES								
			20,442,532.17		32,652,328.08	547,523	1.68	36,538.27
Total								
			20,946,862.45		33,318,339.27	606,789		36,538.27
Accrued Income								
			36,538.27		36,538.27			
Grand Total								
			20,983,400.72		33,354,877.54	606,789		36,538.27

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INVESTOR SERVICES CURRENCY APPRAISAL

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ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - FIXED INCOME
ACCOUNT # 141016910
BASE CURRENCY: U S. DOLLAR
PORTFOLIO TYPE: INCOMETRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
U.S. Dollar								
Cash			100,445.49		100,445.49	1.69	0.17	0.00
Cash Equivalents								
	125,500.0000 STIP 3. US TREASURY & AGENCY DTD 8/31/2003	1.0000	125,500.00	1.0000	125,500.00	1.69	0.00	1.69
Total U.S. Dollar			225,945.49		225,945.49	1.69	0.00	1.69
Total SHORT TERM			225,945.49		225,945.49	1.69	0.00	1.69
Total			225,945.49		225,945.49	1.69		1.69
Accrued Income			1.69		1.69			
Grand Total			225,947.18		225,947.18	1.69		1.69

See important disclosures: [*1], [*2], [*3], [*4], [*5], as applicable

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - FIXED INCOME
ACCOUNT # 141016910
BASE CURRENCY - U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM							
=====							
U.S. Dollar							

Cash							
-163,551.7700	CASH	-163,551.77		-163,551.77	-0.1	0.1	0.00

Total SHORT TERM		-163,551.77		-163,551.77	-0.1	0.1	0.00

FIXED INCOME

=====

U.S. Dollar

Governments

193,714.5090	FRANKLIN US GOVERNMENT SECURITIES FUND \$0.332	6.7161	1,301,000.00	6.7800	1,313,384.37	53.2%	4.0	0.00
650,000.0000	UNITED STATES TREASURY NTS DTD 10/31/2008 2.75% 10/31/2013 AAA	104.7969	681,179.69	105.1328	683,363.20	17.2%	0.4	1,093.75

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INVESTOR SERVICES CURRENCY APPRAISAL

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ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - FIXED INCOME
ACCOUNT # 141016910
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar							
Cont							
350,000.0000	UNITED STATES TREAS NTS DTD 11/15/2003 4.25% 11/15/2013 AAA	109.3594	382,757.81	109.4297	383,003.95	14,875 0.92	1,931 28
355,000.0000	UNITED STATES TREAS NTS DTD 11/15/2004 4.25% 11/15/2014 AAA	45.1700	160,353.38	110.5703	392,524.57	15,033 1 4.	1,958 87
25,000.0000	UNITED STATES TREASURY NOTE DTD 12/31/2009 2.625% 12/31/2014 AAA	103.2031	25,800 78	104.2890	26,072.25	656 1 52	1.82
455,000.0000	UNITED STATES TREASURY NOTE DTD 10/31/2009 3 125% 10/31/2016 AAA	98.8260	449,658 20	104 3281	474,692 86	14,221 2 3	2,435 26

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INVESTOR SERVICES CURRENCY APPRAISAL

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ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - FIXED INCOME
ACCOUNT # 141016910
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income	
U.S. Dollar								
330,000.0000	UNITED STATES TREAS BDS DTD 11/15/1992 7.625% 11/15/2022 AAA	136.6719	451,017.19	139.1720	459,267.60	25.163	3.5	3,266.95
Total Governments Agencies								
120,000.0000	FEDERAL HOME LN MTG CORP MTN DTD 2/20/2002 6.25% 7/15/2032 AAA	110.1875	132,225.00	122.5450	147,054.00	7.500	4.5	3,458.33
Mortgages								
10,060.7532	GOVERNMENT NATL MTG ASSN POOL# 780086 DTD 3/1/1995 8.50% 11/15/2017	107.7803	10,843.51	112.4650	11,314.83	8	8.5	71.26
4,115.9925	GOVT NATL MTG ASSN GTD MTG PL 780865 DTD 9/1/1998 9.50% 11/15/2017 AAA	109.4676	4,505.68	114.0512	4,694.34	3	9.5	32.58
10,233.3806	GOVERNMENT NATL MTG ASSN MTG PL # 780548DTD 4/1/1997 8.50% 12/15/2017 AAA	26.8967	2,752.44	112.4650	11,508.97	8	8.5	72.49

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INVESTOR SERVICES CURRENCY APPRAISAL

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ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - FIXED INCOME
ACCOUNT # 141016910
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar							
Cont							
6,536 0563	GOVT NATL MTG ASSN GTD MTG PL#781084 DTD 9/1/1999 9.00% 12/15/2017 AAA	111.5029	7,287.89	112.6440	7,362.48	5.50	49.02
85,432.2315	FEDERAL NATL MTG ASSN MTG PL #660866 DTD 1/1/2003 5.00% 1/1/2018 AAA	102.5780	87,634.71	106.9690	91,386.00	4.27	355.97
30,932.5993	FEDERAL NATL MTG ASSN MTG PL #681338 DTD 2/1/2003 5.50% 2/1/2018 AAA	106.3973	32,911.44	107.9060	33,378.13	1.76	141.77
21,712.7268	FEDERAL NATL MTG ASSN MTG PL#681303 DTD 2/1/2003 5.50% 2/1/2018 AAA	105.1800	22,837.44	107.8900	23,425.86	1.14	99.52
52,142.7043	GOVERNMENT NATL MTG ASSN MTG PL# 607668 DTD 2/1/2003 5.50% 2/15/2018	106.3042	55,429.90	108.3910	56,518.00	2.86	238.99
20,620.9315	GOVERNMENT NATL MTG ASSN MTG PL#598127 DTD 3/1/2003 5.50% 3/15/2018 AAA	106.1795	21,895.20	108.3910	22,351.23	1.14	94.51

ROBERT L AND KATHRINA H MACLELLAN
 FOUNDATION - FIXED INCOME
 ACCOUNT # 141016910
 BASE CURRENCY: U.S. DOLLAR
 PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
 INVESTOR SERVICES CURRENCY APPRAISAL

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TRADE DATE BASIS
 AS OF DEC 31 2010

Units	Security Description	Unit Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S Dollar							
61,183	1465 FEDERAL NATL MTG ASSN GTD MTG PL# 704440DTD 5/1/2003 5.00% 5/1/2018 AAA	104.0372	63,653.22	107.0940	65,523.48	3.0	5 0
13,590	1952 FEDERAL NATL MTG ASSN MTG PL# 450838 DTD 12/1/1998 5.50% 12/1/2028 AAA	95.5946	12,991.49	108.0550	14,684.89	5 5	62 29
14,649	9756 GOVERNMENT NATL MTG ASSN MTG PL #487056 DTD 3/1/1999 6.50% 3/15/2029 AAA	98.2032	14,386.75	113.5489	16,634.88	6.5	79 35
36,815	2842 FEDERAL NATL MTG ASSN MTG PL #561435 DTD 1/1/2001 5.50% 11/1/2029 AAA	96.4360	35,503.18	108.0550	39,780.76	2.0	5 5
1,682	5237 GOVERNMENT NATL MTG ASSN PL# 434772 DTD 6/1/2000 9.00% 6/15/2030	104.7349	1,762.19	119.9140	2,017.58	9 0	12 62
4,638	8882 FEDERAL NATL MTG ASSN MTG PL# 575670 DTD 3/1/2001 5.50% 3/1/2031 AAA	115.6624	5,365.45	107.6800	4,995.15	5 5	21 26

ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - FIXED INCOME
ACCOUNT # 141016910
BASE CURRENCY: U S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2010

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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar								
Cont								
13,518.8905	FEDERAL NATL MTG ASSN MTG PL# 577925 DTD 4/1/2001 5.50% 4/1/2031 AAA	95.6613	12,932.34	107.6800	14,557.14		5.3	51.96
17,373.3818	FEDERAL NATL MTG ASSN MTG PL #582056 DTD 5/1/2001 5.50% 5/1/2031 AAA	93.1043	16,175.37	107.6800	18,707.66		5.5	79.63
17,454.4950	FEDERAL NATL MTG ASSN MTG PL #632361 DTD 2/1/2002 6.50% 2/1/2032 AAA	100.8212	17,597.83	112.4570	19,628.80	1,	6.5	44.55
85,564.8513	GOVERNMENT NATL MTG ASSN MTG PL #591805 DTD 12/1/2002 5.50% 12/15/2032 AAA	106.9072	91,474.95	108.6870	92,997.87	4,700	5.5	392.17
87,279.3219	FEDERAL NATL MTG ASSN MTG PL# 675859 DTD 1/1/2003 6.00% 1/1/2033 AAA	103.7455	90,548.37	110.1760	96,160.87	5,	6.0	436.40
203,159.7600	GOVT NATL MTG ASSN II GTD MTG PL 3442 DTD 9/1/2003 5.00% 9/20/2033 AAA	101.8223	206,861.90	107.0950	217,573.99	10,	5.0	846.50

See important disclosures: [*1], [*2], [*3], [*4], [*5], as applicable

ROBERT L AND KATHRINA H MACLELLAN
 FOUNDATION - FIXED INCOME
 ACCOUNT # 141016910
 BASE CURRENCY: U.S. DOLLAR
 PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
 INVESTOR SERVICES CURRENCY APPRAISAL

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TRADE DATE BASIS
 AS OF DEC 31 2010

Units	Security Description	Unit Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar							
Cont							
1,103.2462	SALOMON BROS MTG SEC VII 2000-C3 C3 DTD 12/1/2000 6.906% 12/18/2033 AAA	102.3597	99.8180	1,101.24		6.91	6.35
161,813.9160	FEDERAL NATL MTG ASSN MTG PL #255190 DTD 4/1/2004 5.50% 5/1/2034 AAA	102.2225	107.6490	174,191.06	8,960	5.50	741.65
31,057.9215	COUNTRYWIDE ALTERNATIVE LOAN TRUST 2004-DTD 8/1/2004 6.00% 10/25/2034 AAA	103.9305	102.7730	31,919.16	1,500	6.00	155.29
20,882.7125	WELLS FARGO MORTGAGE BACKED SECURITIES DTD 12/1/2004 12/25/2034 AAA	105.4103	98.6520	20,601.21	508	2.90	51.50
274,754.7626	FEDERAL NATL MTG ASSN PL #805386 FLTR DTD 1/1/2005 2.088% 1/1/2035 AAA	101.1194	103.6420	284,761.33	6,800	2.50	478.07
100,000.0000	GREENWICH CAP COM ENDG CORP 2005-GG5 AS DTD 11/1/2005 5.224% 4/10/2037 A+	100.6484	106.2343	106,234.34	5,224	5.2	435.33

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INVESTOR SERVICES CURRENCY APPRAISAL

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ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - FIXED INCOME
ACCOUNT # 141016910
BASE CURRENCY: U.S. DOLLAR
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TRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar							
Cont							
100,000.0000	GS MTG SECS CORP II CMO SER 2006-GG6 A4 DTD 3/1/2006 4/10/2038 AA-	101.0195	107.5385	107,538.47	5,553	5.11	462.75
210,000.0011	GOVT NATL MORTG ASSN MTG PL # 726414 DTD 10/1/2009 4.50% 10/15/2039 AAA	105.6563	103.9890	218,376.90	9,470	4.5	787.50
Total Mortgages							
		1,737,558.55		1,809,926.62	82,571	4.81	6,784.95
Corporates							
65,000.0000	ILLINOIS GO DTD 1/15/2010 1.823% 1/1/2011 A+	100.0000	100.0000	65,000.00	1,175	1.8	592.48
70,000.0000	DEVON ENERGY CORP NT DTD 10/3/2001 6.875% 9/30/2011 BBB+	110.4030	104.4900	73,143.00	4,977	0.8	1,216.49
20,000.0000	HOUSEHOLD FIN CORP NTS DTD 10/23/2001 6.375% 10/15/2011 A	98.0990	104.2710	20,854.20	1,277	0.9	269.17
75,000.0000	SEARIVER MARITIME FINL HLDGS ZERO CPN DTD 9/10/1982 0% 9/1/2012 AAA	93.7000	96.2170	72,162.75		2.3	0.00

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INVESTOR SERVICES CURRENCY APPRAISAL

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ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - FIXED INCOME
ACCOUNT # 141016910
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar							
200,000.0000	CITIGROUP FUNDING INC DTD 9/22/2009 1.875% 10/22/2012 AAA	99.9430	102.0480	204,096.00	3,753	0.7	718.75
60,000.0000	J P MORGAN CHASE & CO DTD 11/25/2002 5.75% 1/2/2013 A	99.8310	108.4070	65,044.20	3,450	1.4	1,715.42
70,000.0000	BAXTER INTL INTERNATIONAL INC SR NT DTD 3/9/2010 1.8% 3/15/2013 A+	99.8830	101.6290	71,140.30	1,233	1.0	371.00
115,000.0000	METLIFE INC DTD 11/24/2003 5% 11/24/2013 A-	99.0390	108.4290	124,693.35	5,753	1.9	590.97
100,000.0000	AMERICAN INTL GROUP INC SR NT DTD 12/3/2010 3.65% 1/15/2014 A-	99.9690	101.8527	101,852.70	3,453	3.6	283.89
95,000.0000	HSBC FINANCE CORP SR NT FLT DTD 11/21/2006 1/15/2014 A	95.9740	96.0280	91,226.60	524	0.5	113.11
100,000.0000	MORGAN STANLEY SR NT DTD 3/30/2004 4.75% 4/1/2014 A-	99.1290	102.4791	102,479.10	4,753	3.9	1,187.50

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INVESTOR SERVICES CURRENCY APPRAISAL

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ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - FIXED INCOME
ACCOUNT # 141016910
BASE CURRENCY: U.S DOLLAR
PORTFOLIO TYPE: PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar							
Cont							
100,000.0000	SOUTHRUST CORP SUB NT DTD 5/24/2004 5.8% 6/15/2014 A+	107.3250	108.3250	108,325.00	5,810	3.2	257.78
100,000.0000	TELEFONICA EMISIONES SAU SR NT DTD 4/26/2010 3.729% 4/27/2015 A-	100.0000	98.3005	98,300.50	3,714	4.1	662.93
55,000.0000	SIMON PTY GROUP INC DTD 6/7/2005 5.1% 6/15/2015 A-	100.8268	108.6490	59,756.95	2,815	3.0	124.67
100,000.0000	CELGENE CORP SR NT DTD 10/7/2010 2.45% 10/15/2015 BBB+	99.8540	97.2412	97,241.20	2,110	3.0	571.67
95,000.0000	EBAY INC SR NT DTD 10/28/2010 1.625% 10/15/2015 A	99.6300	96.0620	91,258.90	1,111	2.5	270.16
165,000.0000	MED UNV SC HOS AUTH PAC REV CALL REF INSSER B DTD 12/22/2004 5.13% 2/15/2016 A CALLABLE ON 08/15/2014 @ 100%	102.2900	101.9400	168,201.00	8,410	4.5	3,197.70

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

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ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - FIXED INCOME
ACCOUNT # 141016910
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S. Dollar							
Cont							
90,000.0000	DIRECTV HOLDINGS FING SR NT CALL DTD 5/14/2008 7.625% 5/15/2016 BBB	111.2500	100.125.00	110.9980	99,898.20	6.8% 2.1	876.88
100,000.0000	BRANCH BANKING & TRUST CO SUB NT VAR DTD 9/13/2006 9/13/2016 A	93.4870	93,487.00	91.9550	91,955.00	6.1 0.6	32.86
90,000.0000	STATOIL ASA SR NT DTD 8/17/2010 3.125% 8/17/2017 AA-	99.7820	89,803.80	98.8350	88,951.50	2.8% 3.2	1,046.88
90,000.0000	HEALTH CARE REIT INC SR NT DTD 9/10/2010 4.7% 9/15/2017 BBB-	99.7100	89,739.00	99.7720	89,794.80	4.1% 4.7	1,304.25
170,000.0000	PRIVATE EXPORT FDG CORP SEC NT SER CC DTD 10/14/2010 2.25% 12/15/2017 AA+	99.7510	169,576.70	94.9007	161,331.14	3.6% 3.0	170.00
95,000.0000	MERRILL LYNCH & CO INC NT SER MTN DTD 4/25/2008 6.875% 4/25/2018 A	108.4150	102,994.25	109.5024	104,027.25	6.5% 5.2	1,197.40

ROBERT L AND KATHRINA H MACLELLAN
 FOUNDATION - FIXED INCOME
 ACCOUNT # 141016910
 BASE CURRENCY: U.S. DOLLAR
 PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
 INVESTOR SERVICES CURRENCY APPRAISAL

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TRADE DATE BASIS
 AS OF DEC 31 2010

Units	Security Description	Unit Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar							
145,000.0000	BEVERLY HILLS CA PUB FING AUTH LEASE REVSER B DTD 8/12/2010 4.398% 6/1/2018 AA+	100.0000	99.2360	143,892.20	6,37	4.5	531.43
75,000.0000	JEFFERIES GROUP INC SR BD DTD 6/30/2009 8.5% 7/15/2019 BBB	111.3120	114.5160	85,887.00	6,37	6.2	2,939.58
90,000.0000	WAL-MART STORES INC SR NT DTD 7/8/2010 3.625% 7/8/2020 AA	99.9080	97.5120	87,760.80	3,37	3.2	1,567.81
70,000.0000	RALCORP HOLDINGS INC DTD 7/26/2010 4.95% 8/15/2020 BBB-	99.8400	99.8043	69,863.01	3,47	4.9	1,491.88
15,000.0000	NORFOLK SOUTHN CORP SR NT DTD 5/17/2005 5.59% 5/17/2025 BBB+	100.0000	103.5710	15,535.65	8.37	5.2	102.48
89,102.9754	CVS PASS THROUGH TRUST DTD 6/10/2009 6.943% 1/10/2030 BBB+	104.1942	109.0070	97,128.48	6,17	6.0	360.87
110,000.0000	ANADARKO PETROLEUM CORP SR NT DTD 3/16/2010 6.2% 3/15/2040 BBB-	99.2730	97.9420	107,736.20	6,87	6.2	2,008.11

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

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ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - FIXED INCOME
ACCOUNT # 141016910
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar							
Cont							
100,000.0000	METROPOLITAN WTR DIST SOUTHN CA REV CALLED 12/22/2010 6.947% 7/1/2040 AAA CALLABLE ON 07/01/2020 @ 100%	100.0000	103.6290	103,629.00	6,947	6.4	173.68
215,000.0000	NEW YORK N Y CITY MUNI FIN AUTH REF DTD 9/23/2010 5.44% 6/15/2043 AA+	100.0000	94.3430	202,837.45	11,114	5.4	519.82
Total Corporates							
Municipals							
55,000.0000	NJ HEALTH CARE FACS FING AUTH REV REF DTD 8/26/2010 3% 1/1/2011 BAA1	100.6200	100.0000	55,000.00	1,617		572.92
Fixed Income Funds							
115,577.8890	FRANKLIN HIGH INCOME TR ADV CL \$0 141	1.9900	2.0100	232,311.56	16,611	7.1	0.00
Total U.S. Dollar							
		8,765,055.47		9,141,604.41	381,111	0.6	49,971.75

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

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ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - FIXED INCOME
ACCOUNT # 141016910
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
Total FIXED INCOME							
		8,765,055.47		9,141,604.41	381,526	0.63	49,971.75
Total		8,601,503.70		8,978,052.64	381,526		49,971.75
Accrued Income		49,971.75		49,971.75			
Grand Total		8,651,475.45		9,028,024.39	381,526		49,971.75

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

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ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - KNIGHTSBRIGE ASSET MGMT
ACCOUNT # 141016920
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: INCOMETRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM							
=====							
U.S. Dollar							

Cash							
	5,290.5100 CASH	5,290.51		5,290.51		0.15	0.00

Total SHORT TERM		5,290.51		5,290.51		0.15	0.00

Total		5,290.51		5,290.51			0.00
=====							
Accrued Income		0.00		0.00			
=====							
Grand Total		5,290.51		5,290.51			0.00
=====							

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL -

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ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - KNIGHTSBRIGE ASSET MGMT
ACCOUNT # 141016920
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPALTRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
64,407.2500 CASH		64,407.25		64,407.25		0 15	0 00
Total SHORT TERM		64,407.25		64,407.25		0 15	0 00

EQUITIES
=====

U.S. Dollar

1,100.0000	ANGLOGOLD ASHANTI LTD - SPON ADR	37.5691	41,326 01	49 2300	54,153 00	26.1 0.38	0 00
2,800.0000	BANK OF AMERICA CORP	14.5600	40,768 00	13.3400	37,352.00	0 30	0 00
1,900.0000	CAREFUSION CORP	26.4421	50,239.99	25.7000	48,830 00	N/A	0 00
4,264.0000	CEMEX SAB DE C V	9.8121	41,838.86	10.7100	45,667 44	N/A	0.00

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

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ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - KNIGHTSBRIDGE ASSET MGMT
ACCOUNT # 141016920
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar								
			Cont					
15,900.0000	CITIGROUP INC	3.2000	50,880.00	4.7300	75,207.00		N/A	0.00
4,400.0000	DELTA AIR LINES INC DEL	12.5300	55,132.00	12.6000	55,440.00		N/A	0.00
800.0000	DEVON ENERGY CORP NEW	67.4713	53,977.04	78.5100	62,808.00		0.82	0.00
3,200.0000	GENERAL ELECTRIC CO	15.7231	50,313.92	18.2900	58,528.00	1,722.00	3.06	448.00
3,700.0000	GENWORTH FINANCIAL INC CL A	14.0300	51,911.00	13.1400	48,618.00		N/A	0.00
3,100.0000	KOREA ELEC PWR CO SPON ADR	16.2500	50,375.00	13.5100	41,881.00		N/A	0.00
2,300.0000	MADISON SQUARE GARDEN INC CL A	19.9016	45,773.68	25.7800	59,294.00		N/A	0.00
2,800.0000	MYLAN INC	17.6707	49,477.96	21.1300	59,164.00		N/A	0.00
1,100.0000	NEWMONT MINING CORP	45.9973	50,597.03	61.4300	67,573.00		0.98	0.00
3,000.0000	PHARMERICA CORP	16.5520	49,656.00	11.4500	34,350.00		N/A	0.00
1,200.0000	QEP RESOURCES INC	31.6430	37,971.60	36.3100	43,572.00		0.22	0.00
2,700.0000	TEXTRON INC	19.0570	51,453.90	23.6400	63,828.00		0.34	54.00
3,100.0000	WESTERN UNION CO	16.2200	50,282.00	18.5700	57,567.00		1.51	0.00

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

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ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - KNIGHTSBRIGE ASSET MGMT
ACCOUNT # 141016920
BASE CURRENCY: U S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar							
		Cont					
2,400.0000	WILLIAMS COMPANIES INC	21.2000	24.7200	59,328.00	1,200	2 02	0 00
2,400.0000	XL GROUP PCL	16.9817	21.8200	52,368.00	660	1 83	0 00
Total U S. Dollar							
		913,610.07		1,025,528.44	6,600	0 65	502 00
Total EQUITIES							
		913,610 07		1,025,528.44	6,600	0 65	502.00
Total							
		978,017.32		1,089,935.69	6,710		502.00
Accrued Income							
		502.00		502.00			
Grand Total							
		978,519.32		1,090,437.69	6,710		502 00

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - ALTERNATIVE INVESTMENTS
ACCOUNT # 141016930
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
EQUITIES								
=====								
U.S. Dollar								
3,500,000.0000	POINTER OFFSHORE LTD	0.0000	3,500,000.00	1.0000	3,500,000.00		N/A	0.00
Total EQUITIES								
			3,500,000.00		3,500,000.00			0.00
Total			3,500,000.00		3,500,000.00			0.00
Accrued Income			0.00		0.00			
Grand Total			3,500,000.00		3,500,000.00			0.00

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISALROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - ALTERNATIVE INVESTMENTS

ACCOUNT # 141016930

BASE CURRENCY: U.S. DOLLAR

PORTFOLIO TYPE: OTHER

TRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
EQUITIES								
=====								
U.S. Dollar								
[*2]	64,376.0728 BA CREDIT OPP CLASS A RESTRICTED INVESTO - CLIENT CONTROLLED ALT INV	0.9532	61,362.13	1.0878	70,029.00		N/A	0.00
[*2]	47,610.2200 EXCELSIOR ABSOLUTE SPV LTD - CLIENT CONTROLLED ALT INV	0.9672	46,049.74	0.1100	5,237.12		N/A	0.00
[*2]	1,000.0000 UST EXCELSIOR VENTURE PARTNER III LLC - CLIENT CONTROLLED ALT INV	402.6600	402,660.00	126.4200	126,420.00		N/A	0.00
[*2]	43,066.6210 BA INTERNATIONAL HEDGED EQ FD CL A RESTR - CLIENT CONTROLLED ALT INV	1.0360	44,616.56	1.0467	45,078.48		N/A	0.00
[*2]	109,326.7760 BA LOW VOLATILITY HEDGE FUND LLC CLASS A - CLIENT CONTROLLED ALT INV	0.9966	108,952.40	0.8073	88,261.26		N/A	0.00
Total U.S. Dollar			663,640.83		335,025.86			0.00

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

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ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - ALTERNATIVE INVESTMENTS
ACCOUNT # 141016930
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: OTHER

TRADE DATE BASIS
AS OF DEC 31 2010

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
Total EQUITIES								
			663,640.83		335,025.86			0.00
Total			663,640.83		335,025.86			0.00
Accrued Income			0.00		0.00			
Grand Total			663,640.83		335,025.86			0.00