Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending ,

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

Name of foundation
Cole Foundation

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO Box 878

City or town State ZIP code
Wellsboro PA 16901

A Employer identification number
25-6339152

B Telephone number (see the instructions)
(570) 723-1470

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, column (c), line 16)* ▶ $ 1,734,797.

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 the instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE 1	Contributions, gifts, grants, etc, received (att sch)				
2	Ck ▶ ☒ if the foundn is **not** req to att Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	34,671.	34,671.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		105,186.		
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/(loss) (att sch)				
11	Other income (attach schedule) Capital gain dividends	1,549.	1,549.		
12	**Total.** Add lines 1 through 11	36,220.	141,406.		
OPERATING AND ADMINISTRATIVE EXPENSES 13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch)				
c	Other prof fees (attach sch) L-16c Stmt	4,770.	4,770.		
17	Interest				
18	Taxes (attach schedule)(see instr) See Line 18 Stmt	286.	286.		
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Line 23 Stmt	184.	184.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	5,240.	5,240.		
25	Contributions, gifts, grants paid	165,000.			165,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	170,240.	5,240.		165,000.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-134,020.			
b	**Net investment income** (if negative, enter -0-)		136,166.		
c	**Adjusted net income** (if negative, enter -0-)				

914

8

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	20,545.	17,163.	20,259.
	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 the instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule) L-10a Stmt		153,865.	161,194.
	b	Investments – corporate stock (attach schedule) L-10b Stmt	903,955.	922,829.	1,330,711.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt	384,229.	188,018.	196,205.
	11	Investments – land, buildings, and equipment basis ►			
		Less. accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) L-13 Stmt	20,007.	20,007.	26,428.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	1,328,736.	1,301,882.	1,734,797.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ► ☐			
	24	Unrestricted			
	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	1,328,736.	1,301,882.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see the instructions)	1,328,736.	1,301,882.	
	31	**Total liabilities and net assets/fund balances** (see the instructions)	1,328,736.	1,301,882.	

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	1,328,736.
2	Enter amount from Part I, line 27a	2	-134,020.
3	Other increases not included in line 2 (itemize) ► See Other Increases Stmt	3	107,166.
4	Add lines 1, 2, and 3	4	1,301,882.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,301,882.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	AOL Inc	P	03/26/09	01/04/10
b	Accenture PLC Ireland Shs Cl A	P	03/26/09	01/06/10
c	Juniper Networks Inc	P	03/26/09	01/06/10
d	Accenture PLC Ireland Shs Cl A	P	03/26/09	01/06/10
e	See Columns (a) thru (d)			

	(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	402.		249.	153.
b	1,272.		948.	324.
c	519.		324.	195.
d	6,817.		5,058.	1,759.
e	See Columns (e) thru (h)		461,022.	102,755.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				153.
b				324.
c				195.
d				1,759.
e	See Columns (i) thru (l)			102,755.

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 — 105,186.

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 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 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 (column (b) divided by column (c))
2009	169,045.	1,560,953.	0.108296
2008	106,625.	2,188,633.	0.048718
2007	128,800.	2,546,054.	0.050588
2006	226,145.	2,380,584.	0.094996
2005	124,406.	2,371,128.	0.052467

2	**Total** of line 1, column (d)	2	0.355065
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	0.071013
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,625,559.
5	Multiply line 4 by line 3	5	115,436.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,362.
7	Add lines 5 and 6	7	116,798.
8	Enter qualifying distributions from Part XII, line 4	8	165,000.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter _ _ _ _ _ _ _ **(attach copy of letter if necessary – see instr.)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b			1	1,362.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	1,362.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,362.
6	Credits/Payments				
a	2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	1,112.		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,112.
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	250.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	0.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ► 0. **Refunded** ►			11	

Part VII-A Statements Regarding Activities

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

Part VII-A | Statements Regarding Activities *(Continued)*

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

Website address ► N/A

14 The books are in care of ► Thomas M. Owlett Telephone no ► (570) 723-1451

Located at ► One Charles Street Wellsboro PA ZIP + 4 ► 16901-0878

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1 a	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 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? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ **Yes** ☒ **No**			
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 the instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3 a	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		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 instructions)? **5b**

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

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **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? **6b** | | X

If 'Yes' to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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 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
Thomas M. Owlett PO Box 878 Wellsboro PA 16901	Trustee 1.00	0.	0.	0.
Bruce F. Eilenberger 996 Royal Marco Way Marco FL 34145	Trustee 1.00	0.	0.	0.
Vicki L. Eilenberger 996 Royal Marco Way Marco FL 34145	Trustee 1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
None				
0				
0				
0				
0				

Total *number of other employees paid over $50,000* ► None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Total number of others receiving over $50,000 for professional services ► 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 The purpose of the Foundation is to improve the spiritual well-being of individuals in various communities. Four organizations have benefited.	165,000.
2	
3	
4	

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1a	1,630,716.
b Average of monthly cash balances	1b	19,598.
c Fair market value of all other assets (see instructions)	1c	0.
d **Total** (add lines 1a, b, and c)	1d	1,650,314.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	1,650,314.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	24,755.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,625,559.
6 **Minimum investment return.** Enter 5% of line 5	6	81,278.

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

1 Minimum investment return from Part X, line 6			1	81,278.
2a Tax on investment income for 2010 from Part VI, line 5	2a	1,362.		
b Income tax for 2010 (This does not include the tax from Part VI)	2b			
c Add lines 2a and 2b			2c	1,362.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	79,916.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	79,916.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	79,916.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	165,000.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the.		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	165,000.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	1,362.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	163,638.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					79,916.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0.	
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2010					
a From 2005	0.				
b From 2006	129,472.				
c From 2007	7,271.				
d From 2008	0.				
e From 2009	91,773.				
f **Total** of lines 3a through e		228,516.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 165,000.					
a Applied to 2009, but not more than line 2a					
b Applied to undistributed income of prior years (Election required — see instructions)					
c Treated as distributions out of corpus (Election required — see instructions)					
d Applied to 2010 distributable amount					79,916.
e Remaining amount distributed out of corpus		85,084.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		313,600.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount — see instructions			0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount — see instructions				0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		313,600.			
10 Analysis of line 9					
a Excess from 2006	129,472.				
b Excess from 2007	7,271.				
c Excess from 2008	0.				
d Excess from 2009	91,773.				
e Excess from 2010	85,084.				

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

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			
	(a) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	**(e) Total**
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 organization had $5,000 or more in assets at any time during the year – see 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))

N/A

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Lancaster County Bible Church 313 West Liberty St Lancaster PA 17603	N/A	501(c)(3)	Further the programs to help children	100,000.
Revival & Missions International 250 Town Creek Road Aiken SC 29803	N/A	501(c)(3)	Further the programs to help children	10,000.
Dove Christian Fellowship Int 11 Toll Gate Road Lititz PA 17543	N/A	501(c)(3)	Further the programs to help children	5,000.
Sports World Ministries 1919 S Post Rd Indianapolis IN 46239	N/A	501(c)(3)	Further the programs to help children	50,000.
Total			► **3a**	165,000.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	34,671.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				34,671.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 34,671.

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

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

▶ Signature of officer or trustee

Date 05/13/11

▶ Title Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Michael B. Allen	Michael B Allen	05/16/11		

Firm's name ▶ OWLETT & LEWIS, P.C.

Firm's EIN ▶

Firm's address ▶ 1 CHARLES ST, P.O. BOX 878
WELLSBORO PA 16901

Phone no (570) 723-1472

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Tax	286.	286.		
Exise Tax				
Total	286.	286.		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Miscellaneous	184.	184.		
Copies & Postage				
Total	184.	184.		

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

Capital Gains	105,186.
Cost Basis Adjustments	1,980.
Total	107,166.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	**(b)** How acquired P-Purchase D-Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
Sempra Energy	P	03/26/09	01/06/10
Sempra Energy	P	03/26/09	01/06/10
Juniper Networks Inc	P	03/26/09	01/06/10
Sempra Energy	P	03/26/09	01/07/10
Sempra Energy	P	03/26/09	01/07/10
CVS Corp	P	03/26/09	01/08/10
Vertex Pharmaceuticals Inc	P	03/26/09	01/08/10
Vertex Pharmaceuticals Inc	P	03/26/09	01/08/10
CVS Corp	P	03/26/09	01/08/10
CVS Corp	P	03/26/09	01/11/10
CVS Corp	P	03/26/09	01/11/10
Vertex Pharmaceuticals Inc	P	03/26/09	01/11/10
First Horizon Natl Corp	P	03/26/09	01/19/10
First Horizon Natl corp	P	03/26/09	01/19/10
First Horizon Natl Corp	P	03/26/09	01/19/10
First Horizon Natl Corp	P	03/26/10	01/19/10
First Horizon Natl Corp	P	03/26/10	01/19/10
First Horizon Natl Corp	P	03/26/10	01/19/10
Apple Computer Inc Com	P	03/26/10	01/21/10
Apple Computer Inc Com	P	09/04/09	01/21/10
Apple Computer Inc Com	P	06/05/09	01/21/10
First Horizon Natl Corp	P	03/26/09	01/28/10
AMGEN Inc	P	03/26/09	02/12/10

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued
Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	**(b)** How acquired P-Purchase D-Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
Hewlett Packard Company	P	09/04/09	02/19/10
Hewlett Packard Company	P	08/21/09	02/19/10
Halliburton Company Com	P	03/26/09	02/19/10
Home Depot Inc USD 0.05	P	08/28/09	02/19/10
Human Genome Sciences Inc Com	P	02/12/10	02/19/10
Honeywell Intl Inc	P	03/26/09	02/19/10
International Business Machines Cor	P	03/26/09	02/19/10
JP Morgan Chase & Co	P	03/26/09	02/19/10
Limited Inc	P	10/06/09	02/19/10
McKesson Corporation	P	01/05/10	02/19/10
Medtronic Inc	P	03/26/09	02/19/10
Microsoft Corp Com	P	01/21/10	02/19/10
Morgan Stanley Dean Witter Co	P	05/21/09	02/19/10
Norfolk Southern Corp	P	11/04/09	02/19/10
Oracle Corp	P	03/26/09	02/19/10
Pepsico Inc	P	03/26/09	02/19/10
Praxair Inc	P	03/26/09	02/19/10
Procter & Gamble Co	P	03/26/09	02/19/10
Qualcomm Inc	P	01/06/10	02/19/10
Public Service Enterprise Group	P	01/05/10	02/19/10
Raytheon Co	P	03/26/09	02/19/10
Schwab Charles Corp	P	03/26/09	02/19/10
Target Corp	P	06/01/09	02/19/10
Textron Incorporated Common	P	09/02/09	02/19/10
Unilever PLC Amer Shs Adr New	P	12/14/09	02/19/10
Thermo Electron Corp	P	11/06/09	02/19/10
Vertex Pharmaceuticals Inc	P	03/26/09	02/19/10
Wells Fargo & Co New	P	03/26/09	02/19/10
XTO Energy	P	03/26/09	02/19/10
Whirlpool Corporation com	P	08/28/09	02/19/10
Hospira Inc	P	03/26/09	02/19/10
News Corp	P	03/26/09	02/19/10
Ameriprise Finl Inc	P	03/26/09	02/19/10
AT&T Inc	P	03/26/09	02/19/10
Hess Corp	P	03/26/09	02/19/10
KBR Inc	P	11/11/09	02/19/10
Visa Inc	P	03/26/09	02/19/10
Tyco International Ltd	P	03/26/09	02/19/10
Philip Morris International	P	03/26/09	02/19/10
Time Warner Inc	P	01/11/10	02/19/10
Vale Sa-Sp Adr	P	03/26/09	02/19/10
Merck & Co	P	03/26/09	02/19/10
Pfizer Inc Com	P	07/08/09	02/19/10
Pfizer Inc Com	P	07/07/09	02/19/10
Omnicom Group Inc Com	P	03/26/09	02/19/10
Blackrock Inc Cl A	P	04/24/09	02/19/10
Parker Hannifin Corp	P	03/26/09	02/19/10
Alliance Data Sys Corp	P	03/26/09	02/19/10
Apple Computer Inc Com	P	03/26/09	02/19/10
Apache Corporation Com	P	03/26/09	02/19/10
Autoliv Inc Com	P	06/10/09	02/19/10
Bank Amer Corp	P	05/07/09	02/19/10

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (*e.g., real estate, 2-story brick warehouse; or* common stock, 200 shares MLC Company)	**(b)** How *acquired* P-Purchase D-Donation	**(c)** Date *acquired* (month, day, year)	**(d)** Date *sold* (month, day, year)
Cigna Corp Com	P	06/19/09	02/19/10
CVS Corp	P	03/26/09	02/19/10
Chubb Corporation Com	P	03/26/09	02/19/10
Cisco Sys Inc	P	03/26/09	02/19/10
Coca Cola Enterprises	P	03/26/09	02/19/10
Concophillips	P	03/26/09	02/19/10
Cummins Engine Inc	P	05/01/09	02/19/10
EMC Corp (Mass) USD 0.01	P	07/29/09	02/19/10
Exxon Mobil Corp	P	03/26/09	02/19/10
Exelon Corp	P	03/26/09	02/19/10
Fedex Corporation	P	03/26/09	02/19/10
Franklin Res Inc Com	P	03/26/09	02/19/10
Gap Inc	P	01/11/10	02/19/10
General Electric Co	P	03/26/09	02/19/10
Merck & Co	P	03/26/09	02/25/10
Google Inc	P	08/21/09	02/25/10
Microsoft Corp Com	P	01/21/10	02/25/10
Apple Computer inc Com	P	03/26/09	02/25/10
Halliburton Company Com	P	03/26/09	02/25/10
Honeywell Intl Inc	P	03/26/09	02/25/10
JP Morgan Chase & Co	P	03/26/09	02/25/10
Occidental Petroleum Corp	P	04/23/09	02/25/10
Philip Morris International	P	03/26/09	02/25/10
Tyco International Ltd	P	03/26/09	02/25/10
Pfizer Inc Com	P	07/07/09	02/25/10
Pfizer Inc Com	P	07/07/09	02/25/10
Pfizer Inc Com	P	07/07/09	02/25/10
General Electric Co	P	03/26/09	02/25/10
Bank Amer Corp	P	05/07/09	02/25/10
Cummins Engine Inc	P	05/01/09	02/25/10
Human Genome Sciences Inc Com	P	02/12/10	02/25/10
Danaher corp Comm	P	03/26/09	02/25/10
Fedex Corporation	P	03/26/09	02/25/10
McKesson Corporation	P	01/05/10	02/25/10
Norfolk Southern Corp	P	11/04/09	02/25/10
Parker Hannifin Corp	P	03/26/09	02/25/10
EMC Corp (Mass) USD 0.01	P	07/29/09	02/25/10
Praxair Inc	P	03/26/09	02/25/10
Raytheon Co	P	03/26/09	02/25/10
Ameriprise Finl Inc	P	03/26/09	02/25/10
Time Warner Inc	P	01/11/10	02/25/10
Cisco Sys Inc	P	03/26/09	02/25/10
Alliance Data Sys Corp	P	03/26/09	02/25/10
Amgen Inc	P	03/26/09	02/25/10
Apache Corporation Com	P	03/26/09	02/25/10
Autoliv Inc Com	P	06/10/09	02/25/10
Blackrock Inc Cl A	P	04/24/09	02/25/10
Cigna Corp Com	P	06/19/09	02/25/10
CVS Corp	P	03/26/09	02/25/10
Capital One Finl Corp Com	P	01/19/10	02/25/10
Chubb Corporation Com	P	03/26/09	02/25/10
Coca Cola Enterprises Inc Com	P	03/26/09	02/25/10

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued
Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	**(b)** How acquired P-Purchase D-Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
Conocophillips	P	03/26/09	02/25/10
E I Du Pont De Nemours & Co Comm	P	04/14/09	02/25/10
Omnicom Group Inc com	P	03/26/09	02/25/10
Exelon Corp	P	03/26/09	02/25/10
Exxon Mobil Corp	P	03/26/09	02/25/10
News Corp	P	03/26/09	02/25/10
Franklin Res Inc Com	P	03/26/09	02/25/10
GAP Inc	P	01/11/10	02/25/10
GAP Inc	P	01/11/10	02/25/10
Hewlett Packard Co	P	08/21/09	02/25/10
Home Depot Inc USD 0.05	P	08/28/09	02/25/10
Home Depot Inc USD 0.05	P	09/11/09	02/25/10
International Business Machines Corp	P	03/26/09	02/25/10
Limited Inc	P	10/06/09	02/25/10
Medtronic Inc	P	03/26/09	02/25/10
Morgan Stanley Dean Witter & Co	P	05/21/09	02/25/10
Oracle Corporation	P	03/26/09	02/25/10
Pepsico Inc	P	03/26/09	02/25/10
Procter & Gamble Co Com	P	03/26/09	02/25/10
Public Service Enterprise Group	P	01/05/10	02/25/10
Qualcomm Inc	P	01/06/10	02/25/10
Schwab Charles Corp New	P	03/26/09	02/25/10
Target Corp	P	06/01/09	02/25/10
Textron Incorporated Common	P	09/02/09	02/25/10
Textron Incorporated Common	P	09/02/09	02/25/10
Thermo Electron Corp	P	11/06/09	02/25/10
Vertex Pharmaceuticals Inc	P	03/26/09	02/25/10
Unilever PLC Amer Shs Adr New	P	12/14/09	02/25/10
Wells Fargo & Co New	P	03/26/09	02/25/10
XTO Energy Inc	P	03/26/09	02/25/10
Hospira Inc	P	03/26/09	02/25/10
AT&T Inc	P	03/26/09	02/25/10
Hess Corp	P	03/26/09	02/25/10
KBR Inc	P	11/11/09	02/25/10
KBR Inc	P	03/26/09	02/25/10
Vale Sa-SP ADR	P	03/26/09	02/25/10
BNY Mellon Mid Cap Stk Fd Cl M	P	07/30/09	03/01/10
BNY Mellon Mid Cap Stk Fd Cl M	P	04/15/09	03/01/10
Dreyfus Select Managers S/C VL-1	P	12/30/09	03/01/10
Dreyfus Select Managers S/C VL-1	P	04/20/09	03/01/10
Cisco Sys Inc	P	03/26/09	03/03/10
Cisco Sys Inc	P	03/26/09	03/03/10
Qualcomm Inc	P	01/06/10	04/23/10
Home Depot Inc USD 0.05	P	09/11/09	05/20/10
Home Depot Inc USD 0.05	P	09/11/09	05/20/10
Home Depot Inc USD 0.05	P	09/11/09	05/20/10
Home Depot Inc USD 0.05	P	09/11/09	05/20/10
Home Depot Inc USD 0.05	P	09/11/09	05/20/10
BNY Mellon Intermediate Bond Fd Cl IV	P	07/30/09	05/27/10
Home Depot Inc USD 0.05	P	09/11/09	05/27/10
Home Depot Inc USD 0.05	P	09/11/09	05/27/10
Limited Inc	P	10/06/09	06/08/10

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	**(b)** How acquired P-Purchase D-Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
Public Service Enterprise Group Inc	P	01/05/10	06/08/10
GAP Inc	P	01/11/10	06/08/10
EMC Corp (Mass) USD 0.01	P	04/23/10	06/08/10
Capital One Finl Corp Com	P	01/19/10	06/08/10
CIGNA Corp Com	P	06/19/09	06/08/10
Bank Amer Corp	P	05/06/10	06/08/10
Autoliv Inc Com	P	06/10/09	06/08/10
Amylin Pharmaceuticals Inc	P	05/06/10	06/08/10
Thermo Electron Corp	P	11/06/09	06/08/10
PFIZER Inc Com	P	07/07/09	06/08/10
Pfizer Inc Com	P	07/07/09	06/08/10
Microsoft Corp Com	P	01/21/10	06/08/10
Hewlett Packard Company	P	08/21/09	06/08/10
Apple Computer Inc Com	P	04/23/10	06/08/10
Google Inc	P	08/21/09	06/08/10
Time Warner Inc	P	01/11/10	06/08/10
Unilever PLC Amer Shs Adr New	P	12/14/09	06/08/10
Textron Incorporated Common	P	09/02/09	06/08/10
Qualcomm Inc	P	01/06/10	06/08/10
Human Genome Sciences Inc Com	P	02/12/10	06/08/10
Thermo Electron Corp	P	11/06/09	06/21/10
Unilever PLC Amer Shs Adr New	P	12/14/09	06/21/10
Whirlpool Corporation Com	P	08/28/09	06/21/10
Whirlpool Corporation Com	P	08/28/09	06/21/10
Whirlpool Corporation Com	P	08/31/09	06/21/10
Time Warner Inc	P	01/11/10	06/21/10
Time Warner Inc	P	01/08/10	06/21/10
Amylin Pharmaceuticals Inc	P	06/21/10	06/21/10
Amylin Pharmaceuticals Inc	P	06/18/10	06/21/10
Textron Incorporated Common	P	09/02/09	06/21/10
Public Service Enterprise Group Inc	P	01/05/10	06/21/10
Qualcomm Inc	P	01/06/10	06/21/10
Pfizer Inc Com	P	07/07/09	06/21/10
Norfolk Southern Corp	P	11/04/09	06/21/10
Occidedntal Petroleum Corporation	P	06/11/10	06/21/10
McKesson Corporation	P	01/05/10	06/21/10
Limited Inc	P	10/06/09	06/21/10
Hewlett Packard Company	P	08/21/09	06/21/10
Microsoft corp Com	P	01/21/10	06/21/10
Human Genome Sciences In Com	P	02/12/10	06/21/10
GAP Inc	P	01/11/10	06/21/10
EMC Corp (Mass) USD 0.01	P	07/29/09	06/21/10
EMC Corp (Mass) USD 0.01	P	04/23/10	06/21/10
Catepillar Inc	P	06/16/10	06/21/10
Capital One Finl Corp Com	P	01/19/10	06/21/10
American Express Company	P	06/21/10	06/21/10
Anadarko Pete Corp	P	06/18/10	06/21/10
Apple Computer Inc Com	P	04/23/10	06/21/10
Google Inc	P	08/21/09	06/21/10
BNY Mellon US Core Eq	P	03/02/10	06/21/10
Bank Amer Corp	P	05/06/10	06/21/10
Time Warner Inc	P	01/08/10	07/01/10

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	**(b)** How acquired P-Purchase D-Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
GAP Inc	P	01/12/10	07/07/10
GAP Inc	P	01/11/10	07/07/10
GAP Inc	P	01/08/10	07/07/10
GAP Inc	P	01/08/10	07/07/10
Hewlett Packard Co	P	08/21/09	08/11/10
Hewlett Packard Co	P	08/21/09	08/11/10
Hewlett Packard Co	P	08/21/09	08/12/10
Dreyfus Diversified Intl	P	03/01/10	11/10/10
Dreyfus Premier Emerg Mkt Fd Cl R	P	03/01/10	11/10/10
Coca Cola Enterprises Inc Com	P	03/26/09	05/06/10
Home Depot Inc Usd 0.05	P	03/26/09	05/27/10
BNY Mellon Intermediate Bond Fd Cl M	P	01/07/08	05/27/10
CVS Corp	P	03/26/09	06/08/10
Chubb Corporation Com	P	03/26/09	06/08/10
Cisco Sys Inc	P	03/26/09	06/08/10
Conocophillips	P	03/26/09	06/08/10
Cummins Engine Inc	P	05/01/09	06/08/10
E I Du Pont De Nemours & Co	P	04/14/09	06/08/10
Exelon Corp	P	03/26/09	06/08/10
Oracle Corp	P	03/26/09	06/08/10
Omnicom Group Inc Com	P	03/26/09	06/08/10
Schwab Charles Corp New	P	03/26/09	06/08/10
XTO Energy Inc	P	03/26/09	06/08/10
News Corp	P	03/26/09	06/08/10
Hess Corp	P	03/26/09	06/08/10
Blackrock Inc Cl A	P	04/24/09	06/08/10
Apache Corporation Com	P	03/26/09	06/08/10
Amgen Inc	P	03/26/09	06/08/10
Visa Inc	P	03/26/09	06/08/10
Merck & Co	P	03/26/09	06/08/10
Philip Morris International	P	03/26/09	06/08/10
AT&T Inc	P	03/26/09	06/08/10
TYCO International Ltd	P	03/26/09	06/08/10
Vale SA-SP Adr	P	03/26/09	06/08/10
Exxon Mobil Corp	P	03/26/09	06/08/10
General Electric Co	P	03/26/09	06/08/10
Halliburton Company Com	P	03/26/09	06/08/10
Honeywell Intl Inc	P	03/26/09	06/08/10
International Business Machines Corp	P	03/26/09	06/08/10
JP Morgan Chase & Co	P	03/26/09	06/08/10
Morgan Stanley Dean Witter Co	P	05/21/09	06/08/10
Procter & Gamble Co Com	P	03/26/09	06/08/10
Target Corp	P	06/01/09	06/08/10
Wells Fargo & Co New	P	03/26/09	06/08/10
XTO Energy Inc	P	03/26/09	06/11/10
XTO Energy Inc	P	06/09/04	06/11/10
Fedex Corporation	P	03/26/09	06/16/10
Parker Hannifin Corp	P	03/26/09	06/18/10
Parker Hannifin Corp	P	03/26/09	06/21/10
Amgen Inc	P	03/26/09	06/21/10
Amgen Inc	P	04/24/09	06/21/10
Apple Computer Inc Com	P	03/26/09	06/21/10

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	**(b)** How acquired P-Purchase D-Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
Alliance Data Sys Corp	P	03/26/09	06/21/10
Apache Corporation Com	P	03/26/09	06/21/10
Autoliv Inc Com	P	06/10/09	06/21/10
Cisco Sys Inc	P	03/26/09	06/21/10
Blackrock Inc Cl A	P	04/24/09	06/21/10
Bank Amer Corp	P	05/07/09	06/21/10
Cigna Corp Com	P	06/19/09	06/21/10
CVS COrp	P	03/26/09	06/21/10
CHUBB Corp	P	03/26/09	06/21/10
Conocophillips	P	03/26/09	06/21/10
Cummins Engine Inc	P	05/01/09	06/21/10
Danaher Corp Common	P	03/26/09	06/21/10
EI Du Pont De nemours & Co	P	04/14/09	06/21/10
EI Du Pont De Nemours & Co	P	04/14/09	06/21/10
Exxon Mobil Corp	P	03/26/09	06/21/10
Exelon Corp	P	03/26/09	06/21/10
Franklin Res Inc Com	P	03/26/09	06/21/10
Halliburton Company Com	P	03/26/09	06/21/10
General Electric Co	P	03/26/09	06/21/10
Home Depot Inc USD 0.05	P	03/26/09	06/21/10
International Business Machines	P	03/26/09	06/21/10
Honeywell Intl Inc	P	03/26/09	06/21/10
JP Morgan Chase & Co	P	03/26/09	06/21/10
Medtronic Inc	P	03/26/09	06/21/10
Morgan Stanley Dean Witter	P	05/21/09	06/21/10
Morgan Stanley Dean Witter	P	05/07/09	06/21/10
Omnicom Group Inc Com	P	03/26/09	06/21/10
Oracle Corporation	P	03/26/09	06/21/10
Pepsico Inc	P	03/26/09	06/21/10
Schwab Charles Corp New	P	03/26/09	06/21/10
Procter & Gamble Co	P	03/26/09	06/21/10
Praxair Inc	P	03/26/09	06/21/10
Raytheon Co	P	03/26/09	06/21/10
Target Corp	P	06/01/09	06/21/10
Target corp	P	06/10/09	06/21/10
Visa Inc	P	03/26/09	06/21/10
Wells Fargo & Co New	P	03/26/09	06/21/10
Hospira Inc	P	03/26/09	06/21/10
News Corp	P	03/26/09	06/21/10
Ameriprise Finl Inc	P	03/26/09	06/21/10
AT&T Inc	P	03/26/09	06/21/10
Hess Corp	P	03/26/09	06/21/10
Vale SA-SP Ard	P	03/26/09	06/21/10
KBR Inc	P	03/26/09	06/21/10
Philip Morris International	P	03/26/09	06/21/10
Tyco International Inc	P	03/26/09	06/21/10
CVS Corp	P	03/26/09	06/21/10
Vertex Pharmaceuticals Inc	P	03/26/09	06/21/10
CVS Corp	P	03/26/09	06/21/10
Merck & Co	P	03/26/09	06/22/10
Merck & Co	P	03/26/09	06/22/10
Vertex Pharmaceuticals Inc	P	03/26/09	06/22/10

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	**(b)** How acquired P-Purchase D-Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
Vertex Pharmaceuticals Inc	P	03/26/09	06/22/10
Time Warner Inc	P	03/26/09	07/01/10
Target Corp	P	06/01/09	08/09/10
Amgen Inc	P	04/24/09	08/10/10
Amgen Inc	P	04/24/09	08/11/10
Amgen Inc	P	04/24/09	08/11/10
Visa Inc	P	03/26/09	08/12/10
Visa Inc	P	03/26/09	08/12/10
Visa Inc	P	03/26/09	08/13/10
Visa Inc	P	03/26/09	08/13/10
CVS Corp	P	03/26/09	08/17/10
Exelon Corp	P	03/26/09	08/24/10
Exelon Corp	P	03/26/09	08/24/10
Eelon Corp	P	03/26/09	08/24/10
TYCO International Ltd	P	03/26/09	09/02/10
TYCO International Ltd	P	03/26/09	09/02/10
TYCO International Ltd	P	03/26/09	09/02/10
Cummins Engine Inc	P	05/01/09	09/07/10
KBR Inc	P	03/26/09	09/07/10
Cummins Engine Inc	P	05/01/09	09/07/10
KBR Inc	P	03/26/09	09/08/10
KBR Inc	P	03/26/09	09/09/10
KBR Inc	P	03/26/09	09/09/10
KBR Inc	P	03/26/09	09/10/10
KBR Inc	P	03/26/09	09/13/10
KBR Inc	P	03/26/09	09/13/10
Blackrock Inc Cl A	P	04/24/09	09/13/10
KBR Inc	P	03/26/09	09/13/10
Blackrock Inc Cl A	P	04/24/09	09/13/10
Blackrock Inc Cl A	P	04/24/09	09/14/10
Blackrock Inc Cl A	P	04/24/09	09/14/10
Autoliv Inc Com	P	05/29/09	09/20/10
Merck & Co	P	03/26/09	09/20/10
Autoliv Inc Com	P	05/29/09	09/20/10
Merck & Co	P	03/26/09	09/20/10
EMC Corp (Mass) USD 0.01	P	07/16/09	09/30/10
EMC Corp (Mass) USD 0.01	P	07/16/09	09/30/10
EMC Corp (Mass) USD 0.01	P	07/29/09	09/30/10
EMC Corp (Mass) USD 0.01	P	07/29/09	09/30/10
BNY Mellon Intermediate Bond Fd Cl M	P	05/23/05	11/10/10
Dreyfus Select Managers S/C VL-1	P	04/20/09	11/10/10
Dreyfus Diversified Intl-1	P	03/25/09	11/10/10
BNY Mellon Mid Cap Stk Fd Cl M	P	04/15/09	11/10/10
BNY Mellon Intermediate Bond Fd Cl M	P	01/07/08	11/10/10
Cisco Sys Inc	P	03/26/09	11/12/10
Cisco Sys Inc	P	03/26/09	11/12/10
Whirlpool Corporation Com	P	08/31/09	11/22/10
Limited Inc	P	10/06/09	11/22/10
Whirlpool Corporation Com	P	08/31/09	11/22/10
Whirlpool Corporation Com	P	08/28/09	11/22/10
iShares S&P GSCI Com Ind Tr	P	01/01/10	12/31/10
Rounding	P	01/01/10	12/31/10

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

(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)
6,613.		5,267.	1,346.
4,399.		3,497.	902.
3,625.		2,267.	1,358.
1,507.		1,209.	298.
1,022.		820.	202.
1,018.		845.	173.
813.		587.	226.
3,250.		2,347.	903.
2,036.		1,691.	345.
3,725.		3,099.	626.
676.		564.	112.
408.		293.	115.
2,159.		1,660.	499.
562.		428.	134.
2,122.		1,620.	502.
67.		51.	16.
693.		530.	163.
401.		306.	95.
3,545.		1,846.	1,699.
2,085.		1,680.	405.
2,085.		1,447.	638.
9.		7.	2.
3,381.		3,034.	347.
507.		448.	59.
507.		444.	63.
317.		175.	142.
1,206.		1,109.	97.
588.		580.	8.
401.		297.	104.
127.		98.	29.
1,200.		842.	358.
641.		542.	99.
607.		635.	-28.
436.		285.	151.
1,150.		1,207.	-57.
547.		563.	-16.
509.		498.	11.
727.		552.	175.
1,250.		1,051.	199.
770.		687.	83.
1,268.		957.	311.
396.		481.	-85.
617.		673.	-56.
554.		395.	159.
374.		316.	58.
1,013.		831.	182.
394.		351.	43.
300.		309.	-9.
492.		449.	43.
406.		293.	113.
547.		319.	228.
924.		672.	252.
846.		659.	187.
519.		300.	219.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued

Columns (e) thru (h)

(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)
957.		476.	481.
401.		213.	188.
1,003.		1,034.	-31.
607.		635.	-28.
403.		408.	-5.
868.		541.	327.
711.		410.	301.
997.		761.	236.
587.		582.	5.
578.		295.	283.
1,126.		814.	312.
468.		383.	85.
971.		794.	177.
744.		491.	253.
860.		601.	259.
589.		354.	235.
569.		357.	212.
1,008.		543.	465.
1,261.		817.	444.
440.		314.	126.
1,114.		948.	166.
328.		250.	78.
687.		564.	123.
514.		411.	103.
1,211.		853.	358.
395.		262.	133.
489.		399.	90.
579.		341.	238.
711.		614.	97.
1,319.		1,406.	-87.
449.		451.	-2.
817.		464.	353.
712.		383.	329.
395.		412.	-17.
807.		543.	264.
1,094.		814.	280.
1,053.		929.	124.
1,711.		1,811.	-100.
1,408.		760.	648.
598.		351.	247.
801.		595.	206.
1,611.		1,123.	488.
786.		555.	231.
994.		761.	233.
1,064.		616.	448.
352.		294.	58.
1,145.		956.	189.
264.		220.	44.
1,111.		759.	352.
1,303.		1,084.	219.
558.		341.	217.
862.		870.	-8.
744.		557.	187.
830.		464.	366.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued

Columns (e) thru (h)

(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)
1,183.		1,270.	-87.
1,029.		997.	32.
588.		354.	234.
1,036.		921.	115.
747.		687.	60.
557.		395.	162.
399.		213.	186.
863.		874.	-11.
1,700.		1,193.	507.
559.		357.	202.
561.		506.	55.
1,336.		885.	451.
442.		314.	128.
655.		451.	204.
337.		250.	87.
679.		564.	115.
372.		427.	-55.
509.		411.	98.
504.		262.	242.
961.		798.	163.
334.		268.	66.
365.		245.	120.
437.		451.	-14.
1,948.		2,109.	-161.
1,260.		634.	626.
499.		273.	226.
204.		206.	-2.
409.		409.	0.
1,525.		1,332.	193.
941.		832.	109.
314.		274.	40.
1,015.		786.	229.
888.		722.	166.
868.		571.	297.
552.		563.	-11.
990.		736.	254.
1,242.		1,051.	191.
637.		479.	158.
597.		673.	-76.
743.		961.	-218.
363.		316.	47.
1,020.		831.	189.
193.		176.	17.
578.		524.	54.
976.		897.	79.
400.		293.	107.
590.		618.	-28.
547.		319.	228.
910.		672.	238.
1,040.		600.	440.
992.		1,034.	-42.
1,167.		1,270.	-103.
202.		204.	-2.
202.		151.	51.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued

Columns (e) thru (h)

(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)
833.		442.	391.
3,219.		2,692.	527.
5,781.		4,239.	1,542.
129.		125.	4.
37,870.		25,626.	12,244.
984.		682.	302.
1,968.		1,364.	604.
4,166.		5,286.	-1,120.
1,315.		1,098.	217.
1,322.		1,092.	230.
1,652.		1,369.	283.
1,322.		1,098.	224.
330.		272.	58.
10,142.		10,000.	142.
686.		544.	142.
2,059.		1,627.	432.
472.		361.	111.
622.		673.	-51.
209.		205.	4.
358.		400.	-42.
383.		427.	-44.
334.		250.	84.
600.		649.	-49.
462.		314.	148.
151.		184.	-33.
493.		449.	44.
476.		483.	-7.
245.		249.	-4.
498.		604.	-106.
457.		444.	13.
995.		1,082.	-87.
965.		929.	36.
301.		291.	10.
540.		618.	-78.
185.		175.	10.
350.		481.	-131.
234.		290.	-56.
2,144.		1,795.	349.
1,684.		1,854.	-170.
1,034.		659.	375.
310.		197.	113.
207.		130.	77.
653.		582.	71.
979.		859.	120.
581.		591.	-10.
581.		586.	-5.
998.		873.	125.
2,309.		2,354.	-45.
1,066.		1,442.	-376.
2,403.		2,343.	60.
1,792.		1,495.	297.
3,418.		3,378.	40.
2,091.		1,905.	186.
1,448.		1,083.	365.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued

Columns (e) thru (h)

(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)
1,896.		1,775.	121.
2,343.		2,716.	-373.
1,062.		1,160.	-98.
1,045.		1,023.	22.
767.		614.	153.
1,150.		1,199.	-49.
660.		643.	17.
866.		855.	11.
1,263.		1,274.	-11.
435.		425.	10.
1,622.		1,624.	-2.
1,947.		1,857.	90.
18,000.		17,912.	88.
2,212.		2,272.	-60.
1,141.		1,146.	-5.
2,084.		2,141.	-57.
506.		532.	-26.
2,142.		2,246.	-104.
136.		142.	-6.
4,083.		4,439.	-356.
1,223.		1,332.	-109.
3,614.		3,995.	-381.
6,700.		6,000.	700.
10,000.		8,423.	1,577.
6,985.		3,537.	3,448.
1,716.		1,205.	511.
9,858.		9,598.	260.
309.		282.	27.
494.		411.	83.
680.		512.	168.
503.		399.	104.
646.		341.	305.
352.		268.	84.
383.		451.	-68.
430.		368.	62.
358.		245.	113.
157.		158.	-1.
428.		336.	92.
436.		238.	198.
492.		635.	-143.
154.		150.	4.
875.		681.	194.
533.		506.	27.
722.		541.	181.
668.		543.	125.
434.		381.	53.
496.		517.	-21.
349.		205.	144.
251.		147.	104.
606.		703.	-97.
459.		326.	133.
225.		175.	50.
400.		297.	103.
370.		295.	75.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued

Columns (e) thru (h)

(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)
371.		281.	90.
251.		281.	-30.
617.		479.	138.
522.		416.	106.
272.		159.	113.
9,983.		7,726.	2,257.
43.		15.	28.
5,524.		3,247.	2,277.
2,441.		1,418.	1,023.
3,701.		2,126.	1,575.
566.		506.	60.
566.		495.	71.
1,622.		652.	970.
1,379.		713.	666.
1,907.		1,362.	545.
1,038.		628.	410.
2,089.		1,534.	555.
473.		451.	22.
316.		271.	45.
704.		499.	205.
638.		564.	74.
1,054.		822.	232.
1,671.		1,196.	475.
1,499.		683.	816.
809.		557.	252.
382.		268.	114.
382.		267.	115.
3,159.		3,515.	-356.
812.		902.	-90.
936.		547.	389.
809.		527.	282.
1,771.		1,193.	578.
943.		723.	220.
1,438.		1,081.	357.
1,285.		892.	393.
2,329.		1,684.	645.
1,157.		856.	301.
256.		281.	-25.
769.		808.	-39.
755.		491.	264.
1,616.		1,287.	329.
1,918.		1,576.	342.
459.		474.	-15.
1,218.		957.	261.
815.		687.	128.
531.		395.	136.
1,055.		831.	224.
1,055.		812.	243.
811.		541.	270.
1,115.		638.	477.
1,694.		901.	793.
2,055.		1,031.	1,024.
796.		425.	371.
1,775.		1,810.	-35.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued

Columns (e) thru (h)

(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)
1,672.		1,906.	-234.
1,106.		589.	517.
914.		604.	310.
1,856.		1,522.	334.
1,930.		1,026.	904.
635.		564.	71.
734.		587.	147.
2,856.		2,536.	320.
351.		271.	80.
1,760.		1,203.	557.
110.		88.	22.
3,140.		2,552.	588.
2,282.		1,457.	825.
2,130.		1,623.	507.
1,115.		991.	124.
538.		488.	50.
2,692.		2,477.	215.
219.		162.	57.
1,602.		1,190.	412.
290.		216.	74.
799.		595.	204.
1,727.		1,691.	36.
322.		361.	-39.
4,739.		5,323.	-584.
161.		180.	-19.
769.		410.	359.
1,153.		616.	537.
385.		205.	180.
1,540.		649.	891.
364.		227.	137.
81.		34.	47.
439.		272.	167.
245.		151.	94.
49.		30.	19.
709.		438.	271.
1,536.		952.	584.
248.		151.	97.
452.		451.	1.
321.		196.	125.
454.		451.	3.
923.		902.	21.
1,074.		1,052.	22.
1,849.		824.	1,025.
436.		289.	147.
616.		275.	341.
2,108.		1,395.	713.
406.		275.	131.
1,421.		963.	458.
609.		460.	149.
4,060.		3,069.	991.
25,385.		24,133.	1,252.
6,000.		3,539.	2,461.
2,300.		1,548.	752.
15,000.		9,553.	5,447.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued
Columns (e) thru (h)

(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)
19,615.		18,663.	952.
1,439.		1,193.	246.
2,042.		1,705.	337.
2,878.		2,479.	399.
987.		542.	445.
534.		457.	77.
757.		648.	109.
4.		0.	4.
15.		0.	15.
Total		461,022.	102,755.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	
			1,346.
			902.
			1,358.
			298.
			202.
			173.
			226.
			903.
			345.
			626.
			112.
			115.
			499.
			134.
			502.
			16.
			163.
			95.
			1,699.
			405.
			638.
			2.
			347.
			59.
			63.
			142.
			97.
			8.
			104.
			29.
			358.
			99.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued

Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	
			-28.
			151.
			-57.
			-16.
			11.
			175.
			199.
			83.
			311.
			-85.
			-56.
			159.
			58.
			182.
			43.
			-9.
			43.
			113.
			228.
			252.
			187.
			219.
			481.
			188.
			-31.
			-28.
			-5.
			327.
			301.
			236.
			5.
			283.
			312.
			85.
			177.
			253.
			259.
			235.
			212.
			465.
			444.
			126.
			166.
			78.
			123.
			103.
			358.
			133.
			90.
			238.
			97.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued

Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	
			-87.
			-2.
			353.
			329.
			-17.
			264.
			280.
			124.
			-100.
			648.
			247.
			206.
			488.
			231.
			233.
			448.
			58.
			189.
			44.
			352.
			219.
			217.
			-8.
			187.
			366.
			-87.
			32.
			234.
			115.
			60.
			162.
			186.
			-11.
			507.
			202.
			55.
			451.
			128.
			204.
			87.
			115.
			-55.
			98.
			242.
			163.
			66.
			120.
			-14.
			-161.
			626.
			226.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued

Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	
			-2.
			0.
			193.
			109.
			40.
			229.
			166.
			297.
			-11.
			254.
			191.
			158.
			-76.
			-218.
			47.
			189.
			17.
			54.
			79.
			107.
			-28.
			228.
			238.
			440.
			-42.
			-103.
			-2.
			51.
			391.
			527.
			1,542.
			4.
			12,244.
			302.
			604.
			-1,120.
			217.
			230.
			283.
			224.
			58.
			142.
			142.
			432.
			111.
			-51.
			4.
			-42.
			-44.
			84.
			-49.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued

Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	
			148.
			-33.
			44.
			-7.
			-4.
			-106.
			13.
			-87.
			36.
			10.
			-78.
			10.
			-131.
			-56.
			349.
			-170.
			375.
			113.
			77.
			71.
			120.
			-10.
			-5.
			125.
			-45.
			-376.
			60.
			297.
			40.
			186.
			365.
			121.
			-373.
			-98.
			22.
			153.
			-49.
			17.
			11.
			-11.
			10.
			-2.
			90.
			88.
			-60.
			-5.
			-57.
			-26.
			-104.
			-6.
			-356.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued
Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	
			-109.
			-381.
			700.
			1,577.
			3,448.
			511.
			260.
			27.
			83.
			168.
			104.
			305.
			84.
			-68.
			62.
			113.
			-1.
			92.
			198.
			-143.
			4.
			194.
			27.
			181.
			125.
			53.
			-21.
			144.
			104.
			-97.
			133.
			50.
			103.
			75.
			90.
			-30.
			138.
			106.
			113.
			2,257.
			28.
			2,277.
			1,023.
			1,575.
			60.
			71.
			970.
			666.
			545.
			410.
			555.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued

Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	
			22.
			45.
			205.
			74.
			232.
			475.
			816.
			252.
			114.
			115.
			-356.
			-90.
			389.
			282.
			578.
			220.
			357.
			393.
			645.
			301.
			-25.
			-39.
			264.
			329.
			342.
			-15.
			261.
			128.
			136.
			224.
			243.
			270.
			477.
			793.
			1,024.
			371.
			-35.
			-234.
			517.
			310.
			334.
			904.
			71.
			147.
			320.
			80.
			557.
			22.
			588.
			825.
			507.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued
Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	
			124.
			50.
			215.
			57.
			412.
			74.
			204.
			36.
			-39.
			-584.
			-19.
			359.
			537.
			180.
			891.
			137.
			47.
			167.
			94.
			19.
			271.
			584.
			97.
			1.
			125.
			3.
			21.
			22.
			1,025.
			147.
			341.
			713.
			131.
			458.
			149.
			991.
			1,252.
			2,461.
			752.
			5,447.
			952.
			246.
			337.
			399.
			445.
			77.
			109.
			4.
			15.
Total			102,755.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Mellon	Investment Mgt	4,770.	4,770.		
Total		4,770.	4,770.		

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	End of Year State and Local Obligations FMV	End of Year US Government Obligations Book Value	End of Year US Government Obligations FMV
Mellon - See attached	51,757.	54,889.	102,108.	106,305.
Total	51,757.	54,889.	102,108.	106,305.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
Mellon - Stock - See attached	390,277.	548,065.
Mellon - Mutual Funds - See attached	532,552.	782,646.
Total	922,829.	1,330,711.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
Mellon - See attached	188,018.	196,205.
Total	188,018.	196,205.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
Mellon - See attached	20,007.	26,428.
Total	20,007.	26,428.

Supporting Statement of:

Form 990-PF, p1/Line 23(a)-1

Description	Amount
Mellon	9.
iShares	175.
Total	184.

Supporting Statement of:

Form 990-PF, p1/Line 23(b)-1

Description	Amount
Mellon	9.
iShares	175.
Total	184.

Supporting Statement of:

Form 990-PF,p12/Line 4 Column (d)

Description	Amount
Ordinary Dividends	23,547.
Interest	4,596.
US Gov't Interest	6,500.
Partnership Interest iShares K-1	28.
Total	34,671.

COLE FOUNDATION

P.O. Box 878
One Charles Street
Wellsboro, PA 16901
(570) 723-1451

Upon receiving a request for an application for a Cole Foundation grant, this application will be mailed to the Applicant. Upon return of this application, it will be reviewed and acted upon by the Administrative Committee of the Foundation. The Administrative Committee typically meets in February and November of each year.

Instructions:

(1) All questions must be completed, if applicable.
(2) Application form must be returned to the above address.
(3) A copy of the Applicant's IRS Determination Letter, including Applicant's charitable status must be attached.
(4) If space provided is not sufficient, attach schedules.

APPLICATION FOR CHARITABLE FUNDS

TO: The ADMINISTRATIVE COMMITTEE of the COLE FOUNDATION

Date of Application: ______________________________

Application is hereby made to the COLE FOUNDATION for funds based upon the following information which the Applicant hereby represents is true and correct tot he best of its knowledge an information:

1. Legal or Official Name of Applicant: ______________________________

______________________________("Applicant")

2. Complete Address of Applicant: ______________________________

____

3. Applicant's Telephone Number: (____)______________________________

4. Officers of Applicant:

Name and Position	Address	Telephone

5. IRS Identification Number for Charitable or Non-Profit Organizations:

__________________________ (Attach a copy of the IRS Determination Letter approving Applicant as a Section 501(c)(3) Charity).

6. Name and Address of Board of Directors of Applicant:

Name	Address

7. Concise Statement of Character or Purpose of Applicant, including any mission statement or goals of the Applicant. Summarize programs or services offered and number of individuals benefited by the programs and services of the Applicant:

____

____

____

____

____

____

8. Number of Years Applicant has been in existence: ______________________

9. Summarize your request for a Grant:

____

____

____

____

____

10. Grant Amount Requested: $____

11. Details of Grant:
    (a) Is this a Matching Grant? Yes ____ No ____
    (b) If this is a Matching Grant, Explain:

____

____

    (c) Has Applicant explored other sources of Money and if so, with whom and what amount?

____

____

    (d) Attach a detailed explanation, including budget, of the purpose for this Grant.
    (e) If a Grant is made, Applicant is required to report its result to the Foundation after project is completed.
    (f) How long is the Project expected to take? ________________________
    (g) Attach copies of Applicant's financial statements and IRS Form 990 for the three (3) fiscal years prior to the date hereof.

12. Has Applicant ever received monies from this Foundation? Yes ___ No ___
If Yes, complete the following:

Date Received	Purpose	Amount

13. Applicant's financial information:

(a) Gross Value of Applicant: ____________________

(b) Annual Gross Income of Applicant: ____________________

(c) Total Debt of Applicant: ____________________

(d) Name of Applicant's Accountant: ____________________

(e) Major Source of Income of Applicant: ____________________

(f) Number of Employees of Applicant: ____________________

Applicant will be notified of the action taken by the Administrative Committee. If a grant is awarded, you will be notified of the amount and the terms of your grant. The Administrative Committee reserves the right to determine how and in what manner the funds will be disbursed. Prior to any disbursement, the Foundation may require written evidence of completion of or substantial progress of the project, such as an invoice or an on-site inspection of the project. A final written report upon completion of the project may be required.

If the project is not completed or is terminated, notify the Foundation immediately. If an Applicant ceases to exist, and it possesses property purchased with Foundation money, the Foundation would expect to participate in the disposition of such property.

Applicant hereby agrees that it will furnish any and all information required by the Cole Foundation in connection with the aforesaid Grant and, if applicable, will allow representatives of the Cole Foundation to visit the premises involved with the Grant for inspection at any reasonable time.

Respectfully submitted,

____
(Type Legal/Official Name of Applicant)

____
Attest

By: ____________________
(Signature and Title of Authorized Representative)

Statement of account

December 1, 2010 - December 31, 2010

The Cole Foundation Bruce F
Eilenberger & Vicki L Eilenberger
Founder Trustees Ami L Landis
Trustee BNY Mellon, N.A. Agent Under
Inv Adv DTD 6-1-94 / TR DTD 12-19-89
Account number 10172868BN0

Portfolio manager Karen Ziegler
717 699 2712

In the event of interrupted electric or phone service to the office where your BNY Mellon relationship is handled, please call the BNY Mellon Client Communications Status Line at 1-888-MELLON3 and follow the prompt for Wealth Management. Thank you.

Please review your statement promptly and contact your portfolio manager with any questions.

Contents

Account summary

December 1, 2010 - December 31, 2010

The Cole Foundation Bruce F
Eilenberger & Vicki L Eilenberger
Founder Trustees Ami L Landis
Trustee BNY Mellon, N.A. Agent Under
Inv Adv DTD 6-1-94 / TR DTD 12-19-89
Account number 10172868BN0

Account activity

Market value

Market value as of December 1, 2010:	$ 1,638,386.74
Income	8,645.24
Additions	294.83
Withdrawals	-638.41
Change in investment value	88,108.22
Market value as of December 31, 2010:	**$ 1,734,796.62**
Accrued income as of December 31, 2010:	**2,762.30**
Total market value plus accrued income	**$ 1,737,558.92**

Cash and money market activity

Cash/money market balance as of December 1, 2010:			$ 11,468.36
Income	8,645.24		
Receipts	2,838.29	Disbursements	-638.41
Sales/Maturities	0.00	Purchases	-2,054.63
Cash/money market balance as of December 31, 2010:			**$ 20,258.85**

Income summary

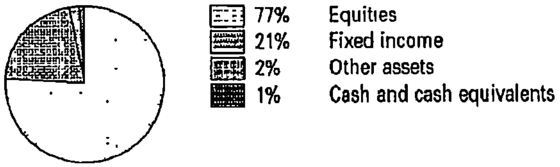
	This period	Year to date
Interest tax exempt	$ 0.00	$ 0.00
Interest taxable	1,093.87	11,311.33
Dividends	7,551.37	21,693.65
Other asset income	0.00	0.00
Total income	**$ 8,645.24**	**$ 33,004.98**

	Short term	Long term
Year to date realized net gain/loss	$54,244.20	$53,480.86

(For annual tax preparation please refer to your annual tax letter)

Account profile

Asset allocation



Asset summary

	Market value
Cash and cash equivalents (Includes income cash of $ 3,212.74)	$ 20,258.85
Fixed income	357,399.09
Equities	1,330,711.18
Other assets	26,427.50
Total assets	**$ 1,734,796.62**

Bond maturities

Less than 1 year	1 to 5 years	5 to 10 years	over 10 years	
$ 0.00	$ 175,000.00	$ 50,000.00	$ 0.00	Par value
0.0%	77.8%	22.2%	0.0%	% of par value

Estimated annual income	**$ 28,611.68**

Portfolio manager Karen Ziegler
717 699 2712

Asset detail

Cash and cash equivalents

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
17,162.56	BNY Mellon Money Market Fund CL M (Principal Holding)	$ 1.0000	$ 17,162.56	$ 17,162.56		$ 0.00	0.0%	1.0%
	Principal Cash		-116.45					
	Income Cash		3,212.74					
Total cash and cash equivalents			$ 20,258.85	$ 17,162.56	$ 0.00	$ 0.00		1.0%

Fixed income

Taxable

Individual holdings

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
75,000	Federal Home Loan Bank Global Bonds DTD 5/20/2002 5.75% 5/15/2012 Moody's: AAA S&P: AAA	$ 107.1560	$ 80,367.00	$ 78,073.28	$ 2,293.72	$ 4,312.50	5.4%	4.6%
25,000	Federal National Mortgage Assn DTD 5/15/2009 2.5% 5/15/2014 Moody's: AAA S&P: AAA	103.7510	25,937.75	24,034.60	1,903.15	625.00	2.4	1.5
25,000	Merrill Lynch & Co DTD 7/19/2004 5.45% 7/15/2014 Moody's: A2 S&P: A	105.1340	26,283.50	25,645.00	638.50	1,362.50	5.2	1.5
50,000	Tennessee Valley Authority DTD 6/21/2005 4.375% 6/15/2015 Moody's: AAA S&P: AAA	109.7780	54,889.00	51,757.25	3,131.75	2,187.50	4.0	3.2
50,000	General Elec Cap Corp DTD 9/24/2007 5.625% 9/15/2017 Moody's: AA2 S&P: AA+	109.6500	54,825.00	50,503.50	4,321.50	2,812.50	5.1	3.2
Total taxable individual holdings			$ 242,302.25	$ 230,013.63	$ 12,288.62	$ 11,300.00		14.0%

Taxable funds

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,064.426	BNY Mellon Intermediate Bond Fund Class M Shares	$ 12.9200	$ 26,672.38	$ 25,867.26	$ 805.12	$ 898.03	3.4%	1.5%
Total taxable taxable funds			$ 26,672.38	$ 25,867.26	$ 805.12	$ 898.03		1.5%

Other fixed income

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
5,199.156	BNY Mellon Bond Fund Class M Shares	$ 13.1000	$ 68,108.94	$ 65,954.77	$ 2,154.17	$ 2,661.97	3.9%	3.9%
1,580.974	Dreyfus Inflation Adjusted Securities Fund	12.8500	20,315.52	20,047.16	268.36	493.26	2.4	1.2
Total taxable other fixed income			$ 88,424.46	$ 86,001.93	$ 2,422.53	$ 3,155.23		5.1%
Total taxable fixed income			**$ 357,399.09**	**$ 341,882.82**	**$ 15,516.27**	**$ 15,353.26**		**20.6%**
Total fixed income			**$ 357,399.09**	**$ 341,882.82**	**$ 15,516.27**	**$ 15,353.26**		**20.6%**

Equities

U.S. common stocks

Energy

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
60	Anadarko Petroleum Corp (APC)	$ 76.1600	$ 4,569.60	$ 2,552.17	$ 2,017.43	$ 21.60	0.5%	0.3%
95	Apache Corp (APA)	119.2300	11,326.85	6,467.58	4,859.27	57.00	0.5	0.7
150	Conocophillips (COP)	68.1000	10,215.00	5,981.98	4,233.02	330.00	3.2	0.6
230	Exxon Mobil Corp (XOM)	73.1200	16,817 60	16,168.97	648.63	404.80	2.4	1.0
140	Halliburton Co (HAL)	40.8300	5,716.20	2,455.58	3,260.62	50.40	0.9	0.3
150	Hess Corporation (HES)	76.5400	11,481.00	9,527.98	1,953.02	60.00	0.5	0.7

Equities

U.S. common stocks

Energy
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
160	Occidental Petroleum Corp (OXY)	98.1000	15,696.00	11,194.97	4,501.03	243.20	1.6	0.9
Total energy			$ 75,822.25	$ 54,349.23	$ 21,473.02	$ 1,167.00		4.4%

Materials

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
80	DU Pont (E I) De Nemours And (DD) Company	$ 49.8800	$ 3,990.40	$ 2,129.17	$ 1,861.23	$ 131.20	3.3%	0.2%
60	Praxair Inc (PX)	95.4700	5,728.20	4,122.59	1,605.61	108.00	1.9	0.3
Total materials			$ 9,718.60	$ 6,251.76	$ 3,466.84	$ 239.20		0.6%

Industrials

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
170	Tyco International LTD (TYC)	$ 41.4400	$ 7,044.80	$ 3,488.26	$ 3,556.54	$ 142 80	2.0%	0.4%
80	Caterpillar Inc (CAT)	93.6600	7,492.80	5,147.86	2,344.94	140.80	1.9	0.4
90	Cummins Inc (CMI)	110.0100	9,900.90	3,069.27	6,831.63	94.50	1 0	0.6
100	Danaher Corp (DHR)	47.1700	4,717.00	2,785.49	1,931.51	8.00	0.2	0.3
530	General Electric Company (GE)	18.2900	9,693.70	5,750.45	3,943.25	296.80	3.1	0.6
140	Honeywell Intl Inc (HON)	53.1600	7,442.40	4,162.18	3,280.22	169.40	2.3	0.4
110	Norfolk Southern Corporation (NSC)	62.8200	6,910.20	5,455.16	1,455.04	158.40	2.3	0.4
70	Raytheon Co (RTN)	46.3400	3,243.80	2,764.54	479.26	105.00	3.2	0.2
250	Textron Inc (TXT)	23.6400	5,910.00	2,333.92	3,576.08	20.00	0.3	0.3
Total industrials			$ 62,355.60	$ 34,957.13	$ 27,398.47	$ 1,135.70		3.6%

Consumer discretionary

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
80	Autoliv Inc (ALV)	$ 78.9400	$ 6,315.20	$ 2,104.56	$ 4,210.64	$ 128.00	2.0%	0.4%
110	Carnival Corp (CCL)	46.1100	5,072.10	3,435.28	1,636.82	44.00	0.9	0.3
310	Ford Motor Company (F)	16.7900	5,204.90	5,104.36	100.54	0.00	0.0	0.3
140	Home Depot Inc (HD)	35.0600	4,908.40	3,372.58	1,535.82	132.30	2.7	0.3
280	Limited Brands Inc (LTD)	30.7300	8,604 40	4,993.36	3,611.04	168.00	2.0	0.5
280	Newell Rubbermaid Inc (NWL)	18.1800	5,090.40	4,911.00	179.40	56.00	1.1	0.3
620	News Corp Inc (NWS) Cls B	16.4200	10,180.40	4,916.54	5,263.86	93.00	0.9	0.6
140	Nordstrom Inc (JWN)	42.3800	5,933.20	4,752.73	1,180.47	112.00	1.9	0.3
130	Omnicom Group Inc (OMC)	45.8000	5,954.00	3,188.90	2,765.10	104.00	1.8	0.3
170	Target Corp (TGT)	60.1300	10,222.10	6,850.58	3,371.52	170.00	1.7	0.6
113	Time Warner Inc (TWX)	32.1700	3,635.21	2,057.68	1,577.53	96.05	2.6	0.2
Total consumer discretionary			$ 71,120.31	$ 45,687.57	$ 25,432.74	$ 1,103.35		4.1%

Consumer staples

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
60	CVS Caremark Corporation (CVS)	$ 34.7700	$ 2,086.20	$ 1,690.59	$ 395.61	$ 21.00	1.0%	0.1%
60	Energizer Hldgs Inc (ENR)	72.9000	4,374.00	4,232.76	141.24	0.00	0.0	0.3
150	Pepsico Inc (PEP)	65.3300	9,799.50	7,879.50	1,920.00	288.00	2.9	0.6
170	Philip Morris International Inc (PM)	58.5300	9,950.10	6,468.79	3,481.31	435.20	4.4	0.6
120	The Procter & Gamble Company (PG)	64.3300	7,719.60	5,744.38	1,975.22	231.24	3.0	0.5
280	Unilever PLC (UL) Spnsrd ADR New	30.8800	8,646.40	7,998.50	647.90	312.20	3.6	0.5
Total consumer staples			$ 42,575.80	$ 34,014.52	$ 8,561.28	$ 1,287 64		2.5%

Healthcare

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
210	Allscripts Healthcare Solutions Inc (MDRX)	$ 19.2700	$ 4,046.70	$ 3,592.42	$ 454.28	$ 0.00	0.0%	0.2%
300	Amylin Pharmaceuticals Inc (AMLN)	14.7100	4,413.00	5,625.72	-1,212.72	0.00	0.0	0.3
100	Cigna Corp (CI)	36.6600	3,666.00	2,456.13	1,209.87	4.00	0.1	0.2
120	Hospira Inc (HSP)	55.6900	6,682.80	3,602.38	3,080.42	0.00	0.0	0.4
230	Human Genome Sciences Inc (HGSI)	23.8900	5,494.70	6,530.72	-1,036.02	0.00	0.0	0.3
130	McKesson Corporation (MCK)	70.3800	9,149.40	6,173.24	2,976.16	93.60	1.0	0.5
110	Medtronic Inc (MDT)	37.0900	4,079.90	3,138.28	941.62	99.00	2.4	0.2
226	Merck & Co Inc (MRK)	36.0400	8,145.04	5,436.07	2,708.97	343.52	4.2	0.5
820	Pfizer Inc (PFE)	17.5100	14,358.20	11,790.29	2,567.91	656.00	4.6	0.8
160	Thermo Fisher Scientific Inc. (TMO)	55.3600	8,857.60	6,060.89	2,796.71	0.00	0.0	0.5
Total healthcare			$ 68,893.34	$ 54,406.14	$ 14,487.20	$ 1,196.12		4.0%

Financials

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
170	American Express Company (AXP)	$ 42.9200	$ 7,296.40	$ 7,168.87	$ 127.53	$ 122 40	1.7%	0.4%
100	Ameriprise Financial Inc (AMP)	57.5500	5,755.00	2,126.27	3,628.73	72.00	1.3	0.3
920	Bank Of America Corporation (BAC)	13.3400	12,272.80	11,888.82	383.98	36.80	0.3	0.7
220	Capital One Financial Corp (COF)	42.5600	9,363.20	9,043.23	319.97	44.00	0.5	0.5
100	Chubb Corp (CB)	59.6400	5,964.00	4,111.98	1,852.02	148.00	2.5	0.3
150	Comerica Inc (CMA)	42.2400	6,336.00	5,506.69	829.31	60.00	1.0	0.4
38	Franklin Res Inc (BEN)	111.2100	4,225.98	2,077.84	2,148.14	38.00	0.9	0.2
300	JP Morgan Chase & Co (JPM)	42.4200	12,726.00	8,420.85	4,305.15	60.00	0.5	0.7
190	Morgan Stanley (MS)	27.2100	5,169.90	5,052.16	117.74	38.00	0.7	0.3
170	Schwab Charles Corp New (SCHW)	17.1100	2,908.70	2,684.27	224.43	40.80	1.4	0.2
440	Wells Fargo & Company (WFC)	30.9900	13,635.60	9,526.54	4,109.06	88.00	0.6	0.8
Total financials			$ 85,653.58	$ 67,607.52	$ 18,046.06	$ 748.00		4.9%

Information technology

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
80	Alliance Data Sys Corp (ADS)	$ 71.0300	$ 5,682.40	$ 2,853.59	$ 2,828.81	$ 0.00	0.0%	0.3%
65	Apple Inc (AAPL)	322.5600	20,966.40	7,058.34	13,908.06	0.00	0.0	1.2
270	Cisco Systems Inc (CSCO)	20.2300	5,462.10	4,603.47	858.63	0.00	0.0	0.3
210	E M C Corp Mass (EMC)	22.9000	4,809.00	2,880.77	1,928.23	0.00	0.0	0.3
22	Google Inc (GOOG)	593.9700	13,067.34	9,779.35	3,287.99	0.00	0.0	0.8
100	Informatica Corp (INFA)	44.0300	4,403.00	3,040.51	1,362.49	0.00	0.0	0.3
88	International Business Machines (IBM) Corporation	146.7600	12,914.88	9,635.37	3,279.51	228.80	1.8	0.8
430	Microsoft Corporation (MSFT)	27.9100	12,001.30	8,098.34	3,902.96	275.20	2.3	0.7
380	Motorola Inc (MOT)	9.0700	3,446.60	3,040.65	405.95	0.00	0.0	0.2
450	Oracle Corp (ORCL)	31.3000	14,085.00	9,228.63	4,856.37	90.00	0.6	0.8
200	Qualcomm Inc (QCOM)	49.4900	9,898.00	8,445.01	1,452.99	152.00	1.5	0.6
Total information technology			$ 106,736.02	$ 68,664.03	$ 38,071.99	$ 746.00		6.2%

Telcommunications services

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
330	At & T Inc (T)	$ 29.3800	$ 9,695.40	$ 8,533.73	$ 1,161.67	$ 567 60	5 9%	0.6%
Total telcommunications services			$ 9,695.40	$ 8,533.73	$ 1,161.67	$ 567.60		0.6%

Utilities

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
90	Nextera Energy Inc (NEE)	$ 51.9900	$ 4,679.10	$ 4,917.35	$ -238.25	$ 180.00	3.9%	0.3%
340	Public Svc Enterprise Group Inc (PEG)	31.8100	10,815.40	10,887.97	-72.57	465.80	4.3	0.6
Total utilities			$ 15,494.50	$ 15,805.32	$ -310.82	$ 645 80		0.9%
Total U.S. common stocks			$ 548,065.40	$ 390,276.95	$ 157,788.45	$ 8,836.41		31.6%

Large cap funds

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
4,881.795	BNY Mellon U.S. Core Equity 130/30 (MUCMX) Fund	$ 11.6800	$ 57,019.37	$ 49,819.21	$ 7,200.16	$ 234 33	0.4%	3.3%
Total large cap funds			**$ 57,019.37**	**$ 49,819.21**	**$ 7,200.16**	**$ 234.33**		**3.3%**

Mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
11,185.677	BNY Mellon Mid Cap Stock Fund (MPMCX) Class M Shares	$ 12.2500	$ 137,024.54	$ 81,208.01	$ 55,816.53	$ 33.56	0.0%	7.9%
Total mid cap			**$ 137,024.54**	**$ 81,208.01**	**$ 55,816.53**	**$ 33.56**		**7.9%**

Small cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,279.536	Dreyfus Opportunistic Small Cap Fund(DSCVX)	$ 30.1600	$ 38,590.81	$ 31,003.84	$ 7,586.97	$ 3.84	0.0%	2.2%
1,610.004	Dreyfus Select Managers Small Cap (DMVIX) Value Fund	20.0200	32,232.28	19,603.98	12,628.30	4.83	0.0	1.9
Total small cap			**$ 70,823.09**	**$ 50,607.82**	**$ 20,215.27**	**$ 8.67**		**4.1%**

International-developed

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
18,511.625	Dreyfus Diversified International (DFPIX) Fund	$ 10.4100	$ 192,706.02	$ 129,951.61	$ 62,754.41	$ 2,573.12	1.3%	11.1%
997.606	Rydex Managed Futures Strategy Fund (RYYMX) -Y	25.8400	25,778.14	25,000.00	778.14	0.00	0.0	1.5
230	Vale SA (VALE)	34.5700	7,951.10	3,387.87	4,563.23	0.00	0.0	0.5
Total international-developed			**$ 226,435.26**	**$ 158,339.48**	**$ 68,095.78**	**$ 2,573.12**		**13.1%**

Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
11,645.237	Dreyfus Emerging Markets Fund - I (DRPEX)	$ 13.5500	$ 157,792.96	$ 82,577.38	$ 75,215.58	$ 908 33	0.6%	9.1%
Total emerging markets			**$ 157,792.96**	**$ 82,577.38**	**$ 75,215.58**	**$ 908.33**		**9.1%**

Other equity

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
10,709.748	BNY Mellon Focused Equity (MFOMX) Opportunities Fund	$ 12.4700	$ 133,550.56	$ 110,000.00	$ 23,550.56	$ 664.00	0.5%	7.7%
Total other equity			**$ 133,550.56**	**$ 110,000.00**	**$ 23,550.56**	**$ 664.00**		**7.7%**
Total equities			**$ 1,330,711.18**	**$ 922,828.85**	**$ 407,882.33**	**$ 13,258.42**		**76.8%**

Other assets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
775	Ishares S&P GSCI Commodity-Indexed Trust	$ 34.1000	$ 26,427.50	$ 20,007.32	$ 6,420.18	$ 0.00	0.0%	1.5%
Total other assets			**$ 26,427.50**	**$ 20,007.32**	**$ 6,420.18**	**$ 0.00**		**1.5%**
Total assets			**$ 1,734,796.62**	**$ 1,301,881.55**	**$ 429,818.78**	**$ 28,611.68**		**100.0%**

Activity summary

Description	Principal cash	Income cash
Beginning balances	**$ 11,468.36**	**$ 0.00**
Purchases	-2,054.63	
Interest income		1,093.87
Dividend income		7,551.37
Other additions	2,556.18	-108.90
Transfers within account	5,076.20	-5,076.20
Fees		-247.40
Ending balances	**$ 17,046.11**	**$ 3,212.74**

Activity detail

Date	Transaction description	Principal cash	Income cash
12/01/2010	**Beginning balances**	**$ 11,468.36**	**$ 0.00**

Date	Transaction type	Shares	Transaction description	Principal cash	Income cash	Realized gain (or loss)
12/01/2010	Income		Earned On BNY Mellon Money Market Fund CL M Interest From 11/1/10 To 11/30/10		$ 0 12	
12/01/2010	Income	150	Earned On Conocophillips		82 50	
12/01/2010	Income	90	Earned On Cummins Inc		23.63	
12/01/2010	Income	820	Earned On Pfizer Inc		147.60	
12/01/2010	Income	440	Earned On Wells Fargo & Company		22.00	
12/01/2010	Income	2,064.426	Earned On BNY Mellon Intermediate Bond FD CL M		70.19	
12/01/2010	Income	5,199.156	Earned On BNY Mellon Bond FD CL M		197.57	
12/01/2010	Income		Earned On Dreyfus Inflation Adjusted Secs FD Dividend From 11/1/10 To 11/30/10		51.46	
12/09/2010	Income	80	Earned On Autoliv Inc		28.00	
12/09/2010	Income	430	Earned On Microsoft Corporation		68.80	
12/10/2010	Income	110	Earned On Carnival Corp		11.00	
12/10/2010	Income	230	Earned On Exxon Mobil Corp		101.20	
12/10/2010	Income	140	Earned On Honeywell Intl Inc		42.35	
12/10/2010	Income	88	Earned On International Business Machines Corp		57 20	
12/10/2010	Income	280	Earned On Limited Brands Inc		42.00	
12/10/2010	Income	110	Earned On Norfolk Southern Corp		39.60	

continued

Date	Transaction type	Shares	Transaction description	Principal cash	Income cash	Realized gain (or loss)
12/10/2010	Income	170	Earned On Target Corp		42.50	
12/10/2010	Income	11,185.677	Earned On BNY Mellon Mid Cap Stk FD CL M		33.56	
12/13/2010	Receipt		Affil Mutual Fund Cap By Mellon		-108.90	
12/13/2010	Receipt		Client Credit BNY Mellon Focused Equity Opp-M Received From BNY Mellon Wealth MANAGE05569M475		72.75	
12/13/2010	Receipt		Client Credit BNY Mellon Mid Cap Stk FD CL M Received From BNY Mellon Wealth MANAGE05569M509		81.35	
12/13/2010	Receipt		Client Credit BNY Mellon U S Core Equity 130/30 FD Received From BNY Mellon Wealth MANAGE05569M582		13.29	
12/13/2010	Receipt		Client Credit BNY Mellon Money Market Fund CL M Received From BNY Mellon Wealth MANAGE05569M616		3.66	
12/13/2010	Receipt		Client Credit BNY Mellon Intermediate Bond FD CL M Received From BNY Mellon Wealth MANAGE05569M814		14.34	
12/13/2010	Receipt		Client Credit BNY Mellon Bond FD CL M Received From BNY Mellon Wealth MANAGE05569M830		22.82	
12/13/2010	Receipt		Client Credit Dreyfus Inflation Adjusted Secs FD Received From BNY Mellon Wealth MANAGE261967830		5.15	
12/13/2010	Receipt		Client Credit Dreyfus Diversified Intl-I Received From BNY Mellon Wealth MANAGE261986632		36.03	
12/13/2010	Receipt		Client Credit Dreyfus Opportunistic Small Cap Fund Received From BNY Mellon Wealth MANAGE26200C403		21.90	
12/13/2010	Receipt		Client Credit Dreyfus Emerging Markets Fund - I Received From BNY Mellon Wealth MANAGE26201H500		95.98	
12/13/2010	Receipt		Client Credit Dreyfus Select Managers S/C VI-I Received From BNY Mellon Wealth MANAGE86271F677		23.74	

continued

Date	Transaction type	Shares	Transaction description	Principal cash	Income cash	Realized gain (or loss)
12/14/2010	Income	80	Earned On DU Pont (E I) De Nemours		32.80	
12/14/2010	Income	10,709.748	Earned On BNY Mellon Focused Equity Opp-M		538.70	
12/15/2010	Dividend Reinvestment	0.13	Dreyfus Opportunistic Small Cap Fund @ 29.48	-3.84		
12/15/2010	Income	50,000	Earned On Tennessee Valley Aut 4.375% 6/15/15		1,093.75	
12/15/2010	Income	280	Earned On Unilever PLC ADR		81.65	
12/15/2010	Income	280	Earned On Newell Rubbermaid Inc		14.00	
12/15/2010	Income	90	Earned On Nextera Energy Inc		45.00	
12/15/2010	Income	140	Earned On Nordstrom Inc		28.00	
12/15/2010	Income	60	Earned On Praxair Inc		27.00	
12/15/2010	Income	113	Earned On Time Warner Inc		24.01	
12/15/2010	Income	55	Earned On Whirlpool Corp		23.65	
12/15/2010	Income	1,279.406	Earned On Dreyfus Opportunistic Small Cap Fund		3.84	
12/15/2010	Capital Gains Dist	1,279.406	Dreyfus Opportunistic Small Cap Fund On 1279.4060 Shares	420.92		420.92
12/15/2010	Capital Gains Dist	1,279.406	Dreyfus Opportunistic Small Cap Fund On 1279.4060 Shares	208.54		208.54
12/16/2010	Dividend Reinvestment	20.246	BNY Mellon U S Core Equity 130/30 FD @ 11.43	-231.41		
12/16/2010	Income	140	Earned On Home Depot Inc		33.08	
12/16/2010	Income	4,861.549	Earned On BNY Mellon U S Core Equity 130/30 FD		231.41	
12/17/2010	Income	2,064.426	Earned On BNY Mellon Intermediate Bond FD CL M		76.38	
12/17/2010	Income	5,199.156	Earned On BNY Mellon Bond FD CL M		306.75	

continued

Date	Transaction type	Shares	Transaction description	Principal cash	Income cash	Realized gain (or loss)
12/17/2010	Capital Gains Dist	5,199.156	BNY Mellon Bond FD CL M On 5199.1560 Shares	94.62		94.62
12/17/2010	Fee		Market Value Fee Collected Compensation Prorated From 11/01/10 To 11/30/10 On $1,642,084.41 As Of 11/30/10		-638.41	
12/20/2010	Income	11,645.237	Earned On Dreyfus Emerging Markets Fund - I		906.00	
12/21/2010	Income	280	Earned On Limited Brands Inc		840.00	
12/22/2010	Income	60	Earned On Anadarko Petroleum Corp		5.40	
12/22/2010	Income	200	Earned On Qualcomm Inc		38.00	
12/23/2010	Income	140	Earned On Halliburton Co		12.60	
12/24/2010	Income	920	Earned On Bank Of America Corp		9.20	
12/27/2010	Dividend Reinvestment	3.687	Dreyfus Inflation Adjusted Secs FD @ 12.79	-47.16		
12/27/2010	Receipt		Class Action Proceeds Net Of Expenses El Paso Corporation - 2nd Dist Class Period - 2/22/00 - 2/17/04	12.72		
12/27/2010	Capital Gains Dist	1,577.287	Dreyfus Inflation Adjusted Secs FD On 1577.2870 Shares	18.30		18.30
12/27/2010	Capital Gains Dist	1,577.287	Dreyfus Inflation Adjusted Secs FD On 1577.2870 Shares	28.86		28.86
12/27/2010	Withdrawal		Transfer To Principal Net Income		-5,076.20	
12/27/2010	Receipt		Transfer From Income Net Income	5,076.20		
12/31/2010	Dividend Reinvestment	88.522	Dreyfus Select Managers S/C VI-I @ 20.02	-1,772.22		
12/31/2010	Income	340	Earned On Public Svc Enterprise Group Inc		116.45	
12/31/2010	Income	18,511.625	Earned On Dreyfus Diversified Intl-I		2,991.48	

continued

Date	Transaction type	Shares	Transaction description	Principal cash	Income cash	Realized gain (or loss)
12/31/2010	Income	11,645.237	Earned On Dreyfus Emerging Markets Fund - I		104.81	
12/31/2010	Capital Gains Dist	1,521.482	Dreyfus Select Managers S/C VI-I On 1521.4820 Shares	485.96		485.96
12/31/2010	Capital Gains Dist	1,521.482	Dreyfus Select Managers S/C VI-I On 1521.4820 Shares	1,286.26		1,286.26
Ending balances				**$ 17,046.11**	**$ 3,212.74**	

Important information about your account

BNY Mellon may, where appropriate, invest your account in one or more registered investment companies, including mutual funds (" Funds "), for which affiliates may provide investment advice and other services relating to these investments. Funds may be subject to fees and charges as described in the Fund 's prospectus. Affiliates are compensated for these services and transactions in accordance with applicable law.

Securities, including shares of these Funds:
- Are not insured by and are not obligations of the FDIC or any other government agency;
- Are not deposits or obligations of and are not endorsed or guaranteed by any bank;
- Are subject to investment risk, including the possible loss of the principal amount invested; and
- May fluctuate in value, so that when they are sold they may be worth more or less than when they were purchased.

Services by affiliates may also include the underwriting or participating in the syndication of securities purchased for your account.

Estimated yield and income information is based on past performance. Past performance is no guarantee of future results.

Market prices and income accruals are from sources we believe to be reliable but are not guaranteed. Limited partnerships and illiquid securities are priced in accordance with our current pricing policies and procedures.

Information contained in this statement should not be used for tax preparation purposes, please refer to your annual tax letter.

For accounts where BNY Mellon exercises investment discretion: In selecting brokers to execute securities transactions, BNY Mellon (" Firm ") may select a broker that, in addition to trade execution services, provides research and other services ("Soft Dollar Products and Services") to the Firm or to its affiliates. The commissions charged may be higher or lower than commissions charged by another broker. However, we will use brokers providing Soft Dollar Products and Services only when we determine that commissions charged are reasonable in relation to the value of the brokerage and other services to be provided. In general, expenses for Soft Dollar Products and Services are allocated against all commissions generated from transactions across all client accounts, even if all products or services are not used in the management of each client account, including yours. In addition, we may allocate expenses between Soft Dollar Products and Services and non-research functions. The Firm addresses this possible conflict of interest by making a good faith determination based upon actual use and other appropriate factors.

Fees for Class Action Claims: BNY Mellon may charge additional expenses with respect to the processing of claims relating to any class action, litigation, arbitration, bankruptcy, settlement or other legal proceeding involving any securities held in the account. Such expenses are assessed in the amount of 3% of the proceeds received by BNY Mellon and deducted from the amount of the claim proceeds credited to the account.

The Internal Revenue Service has articulated the position that the rules regarding the reporting of foreign bank and financial accounts apply to certain hedge funds, private equity investments and real estate investments trusts, among other products. You should consult your tax advisor to determine whether you may be affected by these reporting requirements.

Your property may be transferred to the appropriate state if no activity occurs in the account within the time period specified by state law.

For IRA Accounts only, federal regulation requires that we report the December 31 fair market value to the Internal Revenue Service.