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 , 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
Thomas J and Sandra L Usher Charitable Foundation

A Employer identification number
25-6681379

Number and street (or P O box number if mail is not delivered to street address)
26124 Fawnwood Court

Room/suite

B Telephone number (see page 10 of the instructions)
412-835-7346

City or town, state, and ZIP code
Bonita Springs FL 34134

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 16,993,172

J Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

INTERNAL REVENUE SERVICE
W&I - FIELD ASSISTANCE
PITTSBURGH, PA 15222
MAY 1 6 2011
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Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	333	333	333	
	4	Dividends and interest from securities	324,525	324,525	324,525	
	5 a	Gross rents			0	
	b	Net rental income or (loss) 0				
	6 a	Net gain or (loss) from sale of assets not on line 10	252,370			
	b	Gross sales price for all assets on line 6a 7,847,874				
	7	Capital gain net income (from Part IV, line 2)		474,057		
	8	Net short-term capital gain			56,265	
	9	Income modifications				
	10 a	Gross sales less returns and allowances 0				
	b	Less Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0			
	11	Other income (attach schedule)	12,369	3,712	12,169	
	12	**Total.** Add lines 1 through 11	589,597	802,627	393,292	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)	0	0	0	0
	b	Accounting fees (attach schedule)	22,718	22,718	22,718	0
	c	Other professional fees (attach schedule)	198,595	198,595	198,595	0
	17	Interest	200	200	200	
	18	Taxes (attach schedule) (see page 14 of the instructions)	7,187	7,187	7,187	0
	19	Depreciation (attach schedule) and depletion	0	0	0	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	17,015	1,419	14,380	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	245,715	230,119	243,080	0
	25	Contributions, gifts, grants paid	3,930,973			3,930,973
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,176,688	230,119	243,080	3,930,973
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-3,587,091			
	b	**Net investment income** (if negative, enter -0-)		572,508		
	c	**Adjusted net income** (if negative, enter -0-)			150,212	

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

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

				Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments		773,591	524,773	524,773
	3	Accounts receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	4	Pledges receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		0	0	0
	7	Other notes and loans receivable (attach schedule) ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U S and state government obligations (attach schedule)		0	0	0
	b	Investments—corporate stock (attach schedule)		0	0	0
	c	Investments—corporate bonds (attach schedule)		0	0	0
	11	Investments—land, buildings, and equipment basis ▶	0			
		Less accumulated depreciation (attach schedule) ▶	0	0	0	0
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)		17,586,327	14,223,400	16,468,399
	14	Land, buildings, and equipment basis ▶	0			
		Less accumulated depreciation (attach schedule) ▶	0	0	0	0
	15	Other assets (describe ▶)		0	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)		18,359,918	14,748,173	16,993,172
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21	Mortgages and other notes payable (attach schedule)		0	0	
	22	Other liabilities (describe ▶)		0	0	
	23	**Total liabilities** (add lines 17 through 22)		0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ▶ ☐				
	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			0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		18,359,918		
	30	**Total net assets or fund balances** (see page 17 of the instructions)		18,359,918	0	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)		18,359,918	0	

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	18,359,918
2	Enter amount from Part I, line 27a	2	-3,587,091
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	152,260
4	Add lines 1, 2, and 3	4	14,925,087
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	176,914
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	14,748,173

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Attached Statement			
b			
c			
d			
e			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	474,057
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	7,251,850	19,316,225	0.375428
2008	9,264,663	37,445,092	0 247420
2007	3,437,397	37,376,963	0 091966
2006	765,630	43,491,605	0.017604
2005	582,000	33,107,858	0.017579

2 **Total** of line 1, column (d)	2	0.749997
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 149999
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	18,087,586
5 Multiply line 4 by line 3	5	2,713,120
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,725
7 Add lines 5 and 6	7	2,718,845
8 Enter qualifying distributions from Part XII, line 4	8	3,930,973

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	5,725	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0	
3 Add lines 1 and 2	3	5,725	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	5,725	
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 10,398			
b Exempt foreign organizations—tax withheld at source — 6b:			
c Tax paid with application for extension of time to file (Form 8868) — 6c: 0			
d Backup withholding erroneously withheld — 6d:			
7 Total credits and payments Add lines 6a through 6d	7	10,398	
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	4,673	
11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 4,673 Refunded ▶	11	0	

Part VII-A Statements Regarding Activities

	Line	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	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 ▶ $ -0- **(2)** On foundation managers ▶ $ -0-			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ -0-			
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
4 a 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	N/A	
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, col (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? 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 on page 27)? *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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Roy J Roscoe Telephone no ▶ (412) 835-7346

Located at ▶ 400 Manordale Road Pittsburgh PA ZIP+4 ▶ 15241

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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20_____ , 20_____ , 20_____ , 20_____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 22 of the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N/A

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

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

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**

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 page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Thomas J Usher 26124 Fawnwood Ct Bonita Springs I FL 34134	Trustee 7 00	0	0	0
Sandra L Usher 26124 Fawnwood Ct Bonita Springs FL 34134	Trustee 1.00	0	0	0
	00	0	0	0
	.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
PNC Bank (Hawthorn) 620 Liberty Avenue, Pittsburgh, PA 15222	Management & investment advisory fees	115,115
		0
		0
		0
		0
Total number of others receiving over $50,000 for professional services ▶		0

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 Foundation 's sole charitable activity consists of distributing income and principal to 501(c)(3) organizations. In the 2010 calendar year it contributed $3,930,973 of funds to approximately 115 different charities	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	
2	
All other program-related investments See page 24 of the instructions 3	0
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	18,181,554
b	Average of monthly cash balances		1b	181,477
c	Fair market value of all other assets (see page 25 of the instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	18,363,031
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	18,363,031
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)		4	275,445
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	18,087,586
6	**Minimum investment return.** Enter 5% of line 5		6	904,379

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6		1	904,379
2a	Tax on investment income for 2010 from Part VI, line 5	2a 5,725		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b 0		
c	Add lines 2a and 2b		2c	5,725
3	Distributable amount before adjustments Subtract line 2c from line 1		3	898,654
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	898,654
6	Deduction from distributable amount (see page 25 of the instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	898,654

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	3,930,973
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,930,973
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	5,725
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,925,248

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

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				898,654
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			0	
b	Total for prior years 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2010				
a	From 2005 — 0				
b	From 2006 — 0				
c	From 2007 — 1,648,302				
d	From 2008 — 7,404,942				
e	From 2009 — 6,289,709				
f	Total of lines 3a through e	15,342,953			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 3,930,973				
a	Applied to 2009, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d	Applied to 2010 distributable amount				898,654
e	Remaining amount distributed out of corpus	3,032,319			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a))*	0			0
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	18,375,272			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	18,375,272			
10	Analysis of line 9				
a	Excess from 2006 — 0				
b	Excess from 2007 — 1,648,302				
c	Excess from 2008 — 7,404,942				
d	Excess from 2009 — 6,289,709				
e	Excess from 2010 — 3,032,319				

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

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

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0	0	0	0	0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0	0	0	0	0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0	0	0	0	0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

Thomas J Usher

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

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Schedule Attached		all 501(c)(3)	exempt purpose of	3,930,973
Total			▶ 3a	3,930,973
b *Approved for future payment*				
Total			▶ 3b	0

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 page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	333	
4 Dividends and interest from securities			14	324,525	
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			14	3,712	
8 Gain or (loss) from sales of assets other than inventory			18	474,057	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		802,627	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 802,627

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	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
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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 5-16-11 | Title Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
	Roy J. Roscoe	5/9/2011		
Firm's name ▶ Roy J. Roscoe, Esq.			Firm's EIN ▶	
Firm's address ▶ 400 Manordale Rd, Pittsburgh, PA 15241			Phone no (412) 835-7346	

UBS Financial Services Inc.

2010 Consolidated Form 1099

P10L248443-X

2010 Realized Gain/Loss Summary

(Includes sale proceeds not reported on Form 1099-B)

This Realized Gain/Loss Summary is not a tax reporting document and has not been submitted to the IRS If your sale amount matches the amount on Form 1099-B, which is reported to the IRS, it is marked as such Please rely on the confirmations previously provided to you as your official activity record

Estimated 2010 Gain/Loss for transactions with trade dates through 12/31/10 has been incorporated into this statement Realized gain/loss is based on the sales amount less the cost basis Please note that gain or loss recognized on the sale or redemption of certain Structured Products may be ordinary, and not capital, gain or loss Please check with your tax advisor and/or read the tax-related disclosure materials associated with those products Note that the Original Cost Basis column is only populated for transactions of securities that have had their basis reduced due to premium amortization or increased due to OID accretion

The cost basis of the oldest security lot (first-in, first-out or FIFO method of accounting) is assigned to a sale to calculate Gain/Loss unless you identified a specific lot (a "versus purchase" or "VSP" order) when you placed your sell order An asterisk (*) indicates a UBS Financial Services adjustment to cost basis The number "1" indicates cost basis information has been provided by a source other than UBS Financial Services Gain/Loss may not have been adjusted for all capital changes Gain/Loss values that may be subject to Wash Sale provisions are not indicated here "Earnings" in the Purchase Date column indicates the position sold was acquired on various dates through dividend reinvestment and that the Gain/Loss has been aggregated

Cost basis for coupon tax-exempt municipal securities (including securities subject to AMT) has been adjusted for mandatory amortization of bond premium The OID amount reported on your Form 1099-OID is not adjusted for Market Discount, Acquisition Premium, or Bond Premium Therefore, the amortization and accretion adjustments used here may not be consistent with the Form 1099-OID amount because the reporting requirements are different

Gain/Loss from short sale closings are reported as short-term regardless of the holding period of property used to close the short position Clients should consult their tax advisors as to whether exceptions may apply in their particular case to change this classification The potential application of the "Constructive Sale" provisions (Sec 1259) for short-against-the box transactions is not considered Clients should discuss the possible application of these provisions with their tax advisor

	Purchase	Sale	Gains	Losses	Net Gain/Loss
Short-term Gain/Loss	$ 75,172 78	$ 114,198 67	$ 39,025 89	$	$ 39,025 89
Long-term Gain/Loss	206,361 85	326,749 64	120,387 79		120,387 79
Sub Total:	**$ 281,534.63**	**$ 440,948.31**	**$ 159,413.68**	**$**	**$ 159,413.68**
Total:	**$ 281,534.63**	**$ 440,948.31**	**$ 159,413.68**	**$**	**$ 159,413.68**

Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
AVNET INC	Trade	430 000		03/11/09	01/20/10	12,183 33	6,962 47	5,220 86		Y
	Trade	180 000		03/11/09	02/11/10	4,864 74	2,914 52	1,950 22		Y
	Trade	1,430 000		04/23/09	02/11/10	38,647 69	26,034 29	12,613 40		Y
	Sub-Total:	**2,040.000**				**55,695.76**	**35,911.28**	**19,784.48**		
HALLIBURTON CO (HOLDING COMPANY)	Trade	390 000		02/06/09	01/05/10	12,256 45	7,530 98	4,725 47		Y
	Trade	1,590 000		04/21/09	02/09/10	46,246 46	31,730 52	14,515 94		Y
	Sub-Total:	**1,980.000**				**58,502.91**	**39,261.50**	**19,241.41**		
Total Short-Term Gain/Loss						**114,198.67**	**75,172.78**	**39,025.89**		

UBS Financial Services Inc.

2010 Consolidated Form 1099

Long-Term Gain/Loss

P10L248444-X

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
AVNET INC	Trade	1,545 000		10/31/08	01/20/10	43,775 01	25,978 71	17,796 30		Y
HALLIBURTON CO (HOLDING COMPANY)	Trade	1,340 000		11/24/08	01/05/10	42,111 90	21,524 29	20,587 61		Y
	Trade	25 000		02/06/09	02/09/10	727 15	482 76	244 39		Y
	Sub-Total:	**1,365.000**				**42,839.05**	**22,007.05**	**20,832.00**		
TRAVELERS COS INC/THE	Trade	870 000		10/15/08	02/23/10	45,715 22	30,969 48	14,745 74		Y
	Trade	755 000		10/28/08	02/23/10	39,672 40	27,911 07	11,761 33		Y
	Sub-Total:	**1,625.000**				**85,387.62**	**58,880.55**	**26,507.07**		
UNUM GROUP	Trade	1,980 000		08/10/06	04/29/10	48,861 41	33,957 00	14,904 41		Y
	Trade	2,265 000		08/09/07	04/29/10	55,894 50	53,732 37	2,162 13		Y
	Sub-Total:	**4,245.000**				**104,755.91**	**87,689.37**	**17,066.54**		
XL CAPITAL LTD CL A *NAME CHANGE EFF 07/20*	Trade	2,735 000		12/01/08	01/11/10	49,992 05	11,806 17	38,185 88		Y
Total Long-Term Gain/Loss						**326,749.64**	**206,361.85**	**120,387.79**		

THOMAS J USHER TTEE

2010 TAX REPORTING STATEMENT

Your Tax Reporting Statement information that follows is a personal summary of your account activity and is not reported to the IRS.

The Capital Gain and Loss Transaction section is provided to facilitate your review and the preparation of your tax return. In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that an election was in effect to amortize the premium paid on the purchase of taxable bonds. The gain (loss) information may not include return of capital, sales load deferral or wash sales adjustments. RICs (which may include mutual funds and unit investment trusts) may reclassify principal distributions as capital gains. The Cost Basis for these securities may not have been adjusted on your statement to reflect such reclassifications. Please refer to information provided by the RIC and discuss with your tax advisor. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount (OID) obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

Data from Forms 1099 (reportable Dividend and Interest) is also repeated in this summary for your convenience Additionally, we have included items such as margin interest and select account fees if applicable. Please discuss the deductibility of these items with your tax advisor. For select clients, we have also included a summary of Visa charges and checking activity.

Merrill Lynch is neither a tax return preparer nor tax advisor. Please see your tax advisor for more information.

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
SHORT TERM CAPITAL GAINS								
BOEING COMPANY	227.0000	11/05/09	05/24/10			14,430.26	11,238 76	3,191 50
	85.0000	11/05/09	11/03/10			5,847.96	4,208.35	1,639.61
		Security Subtotal				***20,278.22***	***15,447.11***	***4,831.11***
EATON CORP	229.0000	05/24/10	12/07/10			23,039.23	15,874.97	7,164.26
	34.0000	06/07/10	12/07/10			3,420.67	2,287.86	1,132.81
	113.0000	07/21/10	12/07/10			11,368.72	8,326 97	3,041.75
		Security Subtotal				***37,828.62***	***26,489.80***	***11,338.82***
LIFEPOINT HOSPS INC COM	108 0000	09/15/09	05/24/10			3,726.70	2,779 92	946.78
LOWE'S COMPANIES INC	409.0000	08/21/09	05/24/10			9,948.14	8,613.54	1,334.60
NUCOR CORPORATION	46.0000	11/05/09	05/24/10			1,952.67	1,823.44	129.23
PRUDENTIAL FINANCIAL INC	416 0000	06/17/09	05/24/10			23,009.69	14,913.59	8,096.10
SAFEWAY INC NEW	197.0000	07/27/09	05/24/10			4,433.12	3,681.92	751.20
		Short Term Capital Gains Subtotal				**101,177.16**	**73,749.32**	**27,427.84**
SHORT TERM CAPITAL LOSSES								
HERCULES OFFSHORE INC	1765.0000	02/24/10	06/07/10			4,901.69	6,742 30	(1,840.61)

THOMAS J USHER TTEE

2010 TAX REPORTING STATEMENT

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
NUCOR CORPORATION	744.0000	11/05/09	09/16/10			29,009.03	29,492.16	(483.13)
	13.0000	06/07/10	09/16/10			506.88	529.88	(23.00)
		Security Subtotal				***29,515.91***	***30,022.04***	***(506.13)***
OMNICARE INC	510.0000	02/24/10	08/09/10			10,590.48	12,913.20	(2,322.72)
	419.0000	05/24/10	08/09/10			8,700.81	10,268.22	(1,567.41)
	8.0000	06/07/10	08/09/10			166.13	194.96	(28 83)
		Security Subtotal				***19,457.42***	***23,376.38***	***(3,918.96)***
TRANSOCEAN LTD	487.0000	05/24/10	06/02/10			23,012.03	26,935.63	(3,923 60)
		Short Term Capital Losses Subtotal				**76,887.05**	**87,076.35**	**(10,189.30)**
NET SHORT TERM CAPITAL GAIN (LOSS)								**17,238.54**
LONG TERM CAPITAL GAINS								
AGILENT TECHNOLOGIES INC	238.0000	08/10/06	11/03/10			8,364.30	6,218 94	2,145 36
BANK OF AMERICA CORP	2280.0000	04/20/09	05/24/10			35,461.39	20,109.60	15,351.79
	1635.0000	05/20/09	05/24/10			25,429.55	19,505.55	5,924.00
		Security Subtotal				***60,890.94***	***39,615.15***	***21,275.79***
COMMUNITY HEALTH SYS NEW	1680.0000	06/05/07	05/24/10			65,216.84	64,276.79	940 05
	352.0000	08/09/07	12/10/10			12,681.40	11,816 64	864.76
		Security Subtotal				***77,898.24***	***76,093.43***	***1,804.81***
DU PONT E I DE NEMOURS	560.0000	08/10/06	11/03/10			26,303.32	22,187.20	4,116.12
EATON CORP	162.0000	07/17/09	11/03/10			14,838.14	7,270.56	7,567.58
	396.0000	07/17/09	11/19/10			38,048.47	17,772.48	20,275 99
	62.0000	07/17/09	12/07/10			6,237.69	2,782.56	3,455.13
		Security Subtotal				***59,124.30***	***27,825.60***	***31,298.70***
GAP INC DELAWARE	2528.0000	08/10/06	05/24/10			55,042.48	42,470 40	12,572.08
METLIFE INC COM	49.0000	12/12/08	05/24/10			1,911.04	1,426.88	484.16
TRANSOCEAN LTD	255 0000	12/26/08	06/02/10			12,049.41	11,237.85	811 56
UNITEDHEALTH GROUP INC	172.0000	07/23/08	05/24/10			4,998.70	4,759.23	239.47

THOMAS J USHER TTEE

2010 TAX REPORTING STATEMENT

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
WESCO INTERNATIONAL INC	1079.0000	03/06/08	11/19/10			51,131.97	41,573.88	9,558.09
	185.0000	12/01/08	11/19/10			8,766.84	2,510.45	6,256 39
	115.0000	12/01/08	12/07/10			5,869.46	1,560.55	4,308.91
	782 0000	02/09/09	12/07/10			39,912 38	16,687 88	23,224 50
		Security Subtotal				***105,680.65***	***62,332.76***	***43,347.89***
		Long Term Capital Gains Subtotal				**412,263.38**	**294,167.44**	**118,095.94**
LONG TERM CAPITAL LOSSES								
BANK OF AMERICA CORP	990.0000	08/10/06	05/24/10			15,397.70	50,836.50	(35,438.80)
	1260.0000	08/09/07	05/24/10			19,597.08	61,563 60	(41,966.52)
	440 0000	02/15/08	05/24/10			6,843.42	18,409 60	(11,566.18)
	860.0000	07/23/08	05/24/10			13,375.78	27,778.00	(14,402.22)
		Security Subtotal				***55,213.98***	***158,587.70***	***(103,373.72)***
COMMUNITY HEALTH SYS NEW	45.0000	06/05/07	12/10/10			1,621.20	1,721.71	(100.51)
HEALTH NET INC	1091.0000	08/10/06	05/24/10			25,860.08	46,302.03	(20,441.95)
HERCULES OFFSHORE INC	1970.0000	05/31/07	06/07/10			5,470.99	68,260 50	(62,789.51)
	2005.0000	08/09/07	06/07/10			5,568 19	56,741.50	(51,173.31)
	435.0000	10/12/07	06/07/10			1,208.06	12,084.30	(10,876.24)
	2435.0000	10/14/08	06/07/10			6,762.36	21,379.30	(14,616.94)
	1730.0000	12/01/08	06/07/10			4,804.47	8,840 30	(4,035.83)
		Security Subtotal				***23,814.07***	***167,305.90***	***(143,491.83)***
JPMORGAN CHASE & CO	640.0000	08/09/07	05/24/10			24,914.01	29,081.60	(4,167.59)
OMNICARE INC	1250.0000	07/12/07	08/09/10			25,957.06	46,250.00	(20,292.94)
	1490.0000	08/09/07	08/09/10			30,940 81	50,496 10	(19,555.29)
		Security Subtotal				***56,897.87***	***96,746.10***	***(39,848.23)***
TRANSOCEAN LTD	325 0000	12/19/08	06/02/10			15,357 09	15,876.25	(519 16)
	195.0000	01/12/09	06/02/10			9,214.25	9,956.70	(742 45)
	275 0000	01/16/09	06/02/10			12,994.47	13,689 50	(695 03)
		Security Subtotal				***37,565.81***	***39,522.45***	***(1,956.64)***

Merrill Lynch
Bank of America Corporation

Account No. 1 | Taxpayer No. 25-6681379

THOMAS J USHER TTEE

2010 TAX REPORTING STATEMENT

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
WESCO INTERNATIONAL INC	510.0000	03/05/08	05/24/10			18,443.88	19,884.90	(1,441.02)
	361.0000	03/06/08	05/24/10			13,055.39	13,909.32	(853.93)
		Security Subtotal				***31,499.27***	***33,794.22***	***(2,294.95)***
		Long Term Capital Losses Subtotal				**257,386.29**	**573,061.71**	**(315,675.42)**
NET LONG TERM CAPITAL GAIN (LOSS)								**(197,579.48)**
OTHER TRANSACTIONS								
AMER EAGLE OUTFITTERS *	6355.0000	06/04/10	06/07/10					
*reported separately		**Other Transactions Subtotal**						
TOTAL CAPITAL GAINS AND LOSSES						847,714	**1,028,054.82**	**(180,340.94)**
TOTAL REPORTABLE GROSS PROCEEDS								
DIFFERENCE								

Note: Capital gains and losses in this statement are not reported to the Internal Revenue Service.

** Difference reflects items that are included in the reportable gross proceeds section of your statement but are not included in the gain/loss section (e.g., liquidation of fractional shares and the proceeds from certain tender offers) It also reflects items that are included in the gain/loss section of your statement but not in the reportable gross proceeds section (e.g., option premium received).

N/A Results which cannot be calculated because of insufficient data in the Capital Gain (or Loss) Column and are not included in the Realized Capital Gain and Loss summary

THOMAS J USHER TTEE

2010 TAX REPORTING STATEMENT

2010 REALIZED CAPITAL GAIN AND LOSS SUMMARY

	SHORT TERM GAINS	SHORT TERM LOSSES	LONG TERM GAINS	LONG TERM LOSSES
TOTAL	27,427.84	(10,189.30)	118,095.94	(315,675.42)

PNC-HAWTHORN/Last Page of Capital Gains Transaction (145 pages in total)*

BANK 12 PNC BANK (12)
TAX OFCR 013 FOUNDATIONS - OUTSIDE TAX PREP
OFFICE 042 HAWTHORN

- T A X W O R K S H E E T -
ACCOUNT: 3 USHER CHARITABLE FOUNDATION
01/01/10 THRU 12/31/10 (POSTING-DATE)

REPORT TAX-20-97
TAX YEAR 12
PAGE 343

REGION 10 PITTSBURGH
ADM OFCR 293 RUTH ANN CRAWFORD
INV OFCR 282 DONALD BERDINE

REQUESTED
FTS: SERVICE=8, ACCT TYPE=4, REV CODE=9
TAX RESP=15,

DATE 01/18/11
EIN # 25-6681379

		CASH		COST		GAIN / LOSS		
JULAN-SEQNO POSTED EFFECT ST BENE TRN TRN-DT		INCOME	PRINCIPAL	FEDERAL	STATE	FEDERAL	S/L	STATE
997 CONTINUED								
40883-00004 071210 070210 081 070210	U:	.000	15.59					
1.REVERSE ENTRY DATED 07/02/10	REG:77							
2.DUE TO ENTRY POSTED IN ERROR								
** TOTAL FOR ASSET (654624105)		.00	.00	.00	.00	.00	L	.00
						.00	S	
4.JM SMUCKER CO/THE-NEW COM WI (832696405)								
40767-00001 030810 030110 081 030110	U:	71.000	24.85					
1.DIVIDEND PAYABLE 03/01/10 AT .3500	REG:77							
2.PER SHARE ON 71.000 SHARES								
40767-00001 030910 030910 086 030810	U:	.000	24.85-					
1.REVERSE ENTRY DATED 03/08/10	REG:77							
2.DUE TO DUPLICATE DIVIDEND PAYMENT								
** TOTAL FOR ASSET (832696405)		.00	.00	.00	.00	.00	L	.00
						.00	S	
4.TOKIO MARINE HOLDINGS (889094108)								
5.ADR								
41049-00001 121510 121410 081 121410	U:	348.000	103.78					
1.DIVIDEND PAYABLE 12/14/10 AT .2982	REG:77							
2.PER SHARE ON 348.000 SHARES								
41049-00001 121610 121610 086 121510	U:	.000	103.78-					
1.REVERSE ENTRY DATED 12/15/10	REG:77							
2.DUE TO DUPLICATE DIVIDEND PAYMENT								
** TOTAL FOR ASSET (889094108)		.00	.00	.00	.00	.00	L	.00
						.00	S	
**** TOTAL FOR TAX CODE 997		.00	.00	.00	.00	.00	L	.00
						.00	S	

- TRANSACTION RECAP - - - - - - - - - - - - - - - - - -

	INCOME	PRINCIPAL	FEDERAL	S/L	STATE
TRANSACTION ACTIVITY	.00	160,192.80-	376,698.05	L	507,556.92
			132,382.93	S	
CURRENT CARRYOVER LOSS STATUS			.00	L	.00
			.00	S	
UPDATED GAIN/LOSS POSITION			376,698.05	L	507,556.92
			132,382.93	S	

*All 145 pages available

PNC-HAWTHORN/Capital Gains Dividends

BANK 12 PNC BANK (12)
TAX OFCR 013 FOUNDATIONS - OUTSIDE TAX PREP
OFFICE 042 HAWTHORN

- T A X   W O R K S H E E T -
ACCOUNT: [illegible] USHER CHARITABLE FOUNDATION
01/01/10 THRU 12/31/10 (POSTING-DATE)

REPORT TAX-20-97
TAX YEAR 12
PAGE 106

REGION 10 PITTSBURGH
ADM OFCR 293 RUTH ANN CRAWFORD
INV OFCR 282 DONALD BERDINE

REQUESTED
FTS: SERVICE=8, ACCT TYPE=4, REV CODE=9
TAX RESP=15,

DATE 01/18/11
EIN # 25-6681379

	CASH		COST		GAIN / LOSS		
JULAN-SEQNO POSTED EFFECT ST BENE TRN TRN-DT	INCOME	PRINCIPAL	FEDERAL	STATE	FEDERAL	S/L	STATE
081 CONTINUED							
41062-00002 122810 113010 081 113010 U:	7,156.030	.06			.06	L	
1.LONG TERM CAPITAL GAINS DISTRIBUTION REG:88							
2.PAYABLE 12/21/10 AT .0000 PER SHARE							
41062-00003 122810 113010 081 113010 U:	16,781.650	.15			.15	L	
1.LONG TERM CAPITAL GAINS DISTRIBUTION REG:88							
2.PAYABLE 12/21/10 AT .0000 PER SHARE							
41062-00003 122810 113010 081 113010 U:	13,001.780	.12			.12	L	
1.LONG TERM CAPITAL GAINS DISTRIBUTION REG:88							
2.PAYABLE 12/21/10 AT .0000 PER SHARE							
41062-00003 122810 113010 081 113010 U:	47,459.310	.43			.43	L	
1.LONG TERM CAPITAL GAINS DISTRIBUTION REG:88							
2.PAYABLE 12/21/10 AT .0000 PER SHARE							
41062-00004 122810 113010 081 113010 U:	102,283.970	.92			.92	L	
1.LONG TERM CAPITAL GAINS DISTRIBUTION REG:88							
2.PAYABLE 12/21/10 AT .0000 PER SHARE							
** TOTAL FOR ASSET (999527641)	.00	5.30	.00	.00	5.30	L	.00
					.00	S	
**** TOTAL FOR TAX CODE 081	.00	1,524.06	.00	.00	1,524.06	L	.00
					.00	S	
082 SHORT TERM CAPITAL GAIN DISTRIBUTION	********************		WS=09		**********		
4.ISHARES BARCLAYS AGG BOND FUND (464287226)							
5.ETF							
41041-00002 120710 120710 081 120710 U:	5,500.000	1,114.71					
1.SHORT TERM CAPITAL GAINS DISTRIBUTION REG:77							
2.PAYABLE 12/07/10 AT .2026 PER SHARE							
** TOTAL FOR ASSET (464287226)	.00	1,114.71	.00	.00	.00	L	.00
					.00	S	
4.VANGUARD BOND INDEX FUND INC (921937108)							
5.FD #84							
41062-00003 122810 122710 081A122710 U:	58.340	615.49					
1.PURC 58.340 SHS THRU REINV OF SHORT REG:72							
2.TERM CAP GAIN DUE 12/27/10 @ $ 10.5500							
** TOTAL FOR ASSET (921937108)	.00	615.49	.00	.00	.00	L	.00
					.00	S	
**** TOTAL FOR TAX CODE 082	.00	1,730.20	.00	.00	.00	L	.00
					.00	S	
165 INCOME - TO BE INVESTIGATED	********************		WS=06		**********		

Thomas J. and Sandra L. Usher Charitable Foundation
25-6681379
Form 990-PF
2010

SCHEDULE

OF

CONTRIBUTIONS

THOMAS J. USHER AND SANDRA L. USHER CHARITABLE FOUNDATION
Account 976
Year 2010

Check No.	Date of Check	Agency	Address		Amount	Canceled Check
1120	1/12/2010	Orphanage Support Services Organization	PO Box 345	Rexburg ID 83440	2,000 00	X
1121	1/12/2010	Hillel Jewish University Center of Pittsburgh (Barbara Shapira Recognition)	4607 Forbes Avenue	Pittsburgh PA 15213	1,000 00	X
1122	1/12/2010	Good Shepherd Lutheran Church (Memory of John Bryan)	1610 Powers Run Road	Fox Chapel PA 15238	1,000 00	X
1123	1/12/2010	Hospice of Palm Beach County (Memory of E Prebor)	Palm Beach Gardens Unit	5300 East Avenue, WPBeach, FL 33407	1,000 00	X
1129	2/17/2010	Pittsburgh Pandas Baseball	118 Hetherton Drive	Pittsburgh PA 15237	500 00	X
1130	4/12/2010	Fourth Presbyterian Church c/o Joe Bellante Ministry	5450 Friendship Avenue	Pittsburgh PA 15232	5,000 00	X
1132	4/12/2010	Good Shepherd Lutheran Church of Fox Chapel	1610 Powers Run Road	Pittsburgh PA 15238	5,000 00	X
1133	4/14/2010	Coalition for Christian Outreach	5912 Penn Avenue	Pittsburgh PA 15203	10,000 00	X
1134	4/26/2010	Good Shepherd Parish	1024 Maple Way	Pittsburgh PA 15104	25,000 00	X
1136	5/27/2010	Second Mile	1402 South Altherton Street	State College PA 16801	10,000 00	X
1137	5/28/2010	Imani Christian Academy (Gala-total check $6,000)	235 East Gate Drive	Pittsburgh PA 15235	4,500 00	X
1138	5/27/2010	One by One Leadership Foundation	5707 Mayflower Way, Apt 1404	Ave Maria FL 34142	25,000 00	X
1139	5/28/2010	Good Shepherd Lutheran Church of Fox Chapel (Ken Cryan)	1610 Powers Run Road	Fox Chapel PA 15238	500 00	X
1140	5/27/2010	Good Shepherd Luteheran Church of Fox Chapel (H Jackson)	1610 Powers Run Road	Fox Chapel PA 15238	500 00	X
1141	6/16/2010	Fourth Presbyterian Church - Joe Bellante Ministry	5450 Friendship Avenue	Pittsburgh PA 15232	5,000 00	X
1142	6/23/2010	North Catholic High School	1400 Troy Hill Road	Pittsburgh PA 15212	100 00	X
1145	7/8/2010	Diocese of Pittsburgh (Fr Stubna's 25th Anniversary)	111 Boulevard of the Allies	Pittsburgh PA 15222	1,000 00	X
1146	7/21/2010	Fourth Presbyterian Church c/o Joe Bellante Ministry (Louisville Camp)	5450 Friendship Avenue	Pittsburgh PA 15232	3,000 00	X
1147	7/27/2010	Blind & Vision Rehabilitation Services of Pittsburgh	1800 West Street	Homestead PA 15120	2,000 00	X
1148	7/27/2010	Partners for Quality Foundation, Inc	250 Clever Road	McKees Rocks PA 15136	1,000 00	X
1149	7/27/2010	Pittsburgh Kids Foundation	116 Federal Street, Ste 220	Pittsburgh PA 15212	25,000 00	X
1150	7/27/2010	Imani Christian Academy	2150 East Hills Drive	Pittsburgh PA 15221	100,000 00	X
1151	8/3/2010	Pittsburgh Symphony Orchestra	c/o Richard Simmons, Suite 2970, One PPG Place	Pittsburgh PA 15222	200,000 00	X
1152	9/7/2010	Make-a-Wish	4742 North 24th St Suite 400	Phoenix AZ 85016	5,000 00	X
1153	9/9/2010	Western Pennsylvania Hospital Foundation (NICU)	4818 Liberty Avenue	Pittsburgh PA 15224	1,468 91	X
1154	9/9/2010	Veterans Leadership Program	Glen Meakem 603 Beaver St	Sewickley PA 15143	5,000 00	X
1155	9/30/2010	Touch of Fire	PO Box 491	Greenwood, IN 46142	1 200 00	X
1156	9/30/2010	Phipps Conservatory (check for $200 00)	One Schenley Park	Pittsburgh PA 15213	165 00	X
1157	9/30/2010	Lutheran Hour Float Committee	PO Box 20044	Riverside CA 92516-0044	100 00	X
1158	9/30/2010	Center for Life	161 Hazelwood Avenue	Pittsburgh PA 15207	15,000 00	X
1159	9/30/2010	Youth Overcomes United	PO Box 218	Murrysville PA 15668	20,000 00	X
1160	9/30/2010	Salvation Army	424 3rd Avenue	Pittsburgh PA 15219	10,000 00	X
1161	9/30/2010	Pittsburgh Ballet Theater	2900 Liberty Avenue	Pittsburgh PA 15201	500 00	X
1162	9/30/2010	Pine Valley Bible Camp	504 Chapel drive	Ellwood City PA 16117	20,000 00	X
1163	9/30/2010	Lutheran Assoc of Missionaries & Pilots	3525 N 124th Street, Ste 1	Brookfield WI 53005	7,500 00	X
1164	9/30/2010	Leadership Institute	1101 N Highland Street	Arlington VA 22201	5,000 00	X
1165	9/30/2010	Foundation for Economic Education	30 S Broadway	Irvington NY 10533-9948	200 00	X
1166	9/30/2010	Commonwealth Education Association	90 Beta drive	Pittsburgh PA 15238	200 00	X
1167	9/30/2010	American Family Association	107 Park Gate PO Drawer 2440	Tupelo MS 38803-9988	5,000 00	X
1168	9/30/2010	Penn Christian Academy	199 W Airport Road	Butler PA 16002	200 00	X
1169	9/30/2010	Prison Fellowship-Angel Tree	PO Box 1550	Merrifield VA 22116	200 00	X
1171	9/30/2010	Tree of Hope	13 Pride Street, Ste 1	Pittsburgh PA 15219	5,000 00	X
1172	9/30/2010	American Center for Law & Justice	PO Box 90200	Washington DC 20077-7426	3,000 00	X
1173	9/30/2010	James Connection	473 Woodland Hills Drive	Pittsburgh PA 15235	20,000 00	X
1174	9/30/2010	National Taxpayers Union Foundation	PO Box 1471	Alexandria VA 22313-9875	200 00	X
1175	9/30/2010	Accuracy in Academia	4455 Connecticut Avenue NW, Ste 330	Washington DC 20008-2372	200 00	X
1176	9/30/2010	Accuracy in Media	4455 Connecticut Avenue NW, Ste 330	Washington DC 2008-2372	200 00	X
1177	9/30/2010	Alliance Defense Fund	15100 N 90th Street	Scottsdale, AZ 85260-2769	2,000 00	X
1178	9/30/2010	American Family Association of PA	PO Box 1048	Franklin PA 16323-5048	200 00	X

THOMAS J. USHER AND SANDRA L. USHER CHARITABLE FOUNDATION
Account 976
Year 2010

Check No.	Date of Check	Agency	Address		Amount	Canceled Check
1179	9/30/2010	Angels' Place	2615 Norwood Avenue	Pittsburgh PA 15214	20,000 00	X
1180	9/30/2010	Bible League	PO Box 28000	Chicago IL 60628-9990	5,000 00	X
1181	9/30/2010	Bill of Rights Institute	200 North Glebe Road, Ste 200	Arlington VA 22203	2,000 00	X
1183	9/30/2010	Birthright of Pittsburgh	160 North Craig street, Ste 200	Pittsburgh PA 15213	2,000 00	X
1184	9/30/2010	Campus Crusade for Christ International	PO Box 628222	Orlando, FL 32862-9841	200 00	X
1185	9/30/2010	Christian Literacy Associates/Allegheny County Literacy Council, Inc	541 Perry Highway	Pittsburgh PA 15229	20,000 00	X
1186	9/30/2010	Concordia Theological Seminary	6600 N Clinton Street	Ft Wayne, IN 46897-2634	1,000 00	X
1187	9/30/2010	Coalition for Christian Outreach	5912 Penn Avenue	Pittsburgh PA 15206-3805	200,000 00	X
1188	9/30/2010	Coral Ridge Ministries	PO Box 1	Ft Lauderdale FL 33302-001	3,000 00	X
1189	9/30/2010	Convenant House	Times Square Station PO Box 731	New York NY 10108-0900	200 00	X
1190	9/30/2010	David Horowitz Freedom Center	PO Box 55089	Sherman Oaks CA 91499-1964	25,000 00	X
1191	9/30/2010	Eagle Forum	PO Box 618	Alton IL 62002-9903	2,000 00	X
1193	9/30/2010	Family Guidance Incorporated	307 Duff Road	Sewickley PA 15143-9932	20,000 00	X
1194	9/30/2010	Family Life	5800 Ranch Drive	Little Rock, AR 72223	6,000 00	X
1195	9/30/2010	Family Research Council	PO Box 2399	Holland MI 49422-2399	200 00	X
1196	9/30/2010	Friends of the Americas	PO Box 1048	Greenwell Springs LA 70739-0010	200 00	X
1197	9/30/2010	Gospel for Asia	1800 Golden Trail Court	Carrollton TX 75010-4649	5,000 00	X
1198	9/30/2010	Gun Owners of America	8001 Forbes Place, Ste 102	Springfield VA 22151	1,000 00	X
1199	9/30/2010	Hillsdale College	33 E College Street	Hillsdale MI 49242-9989	200 00	X
1200	9/30/2010	House of Hope	PO Box 560484	Orlando, FL 32856	1,000 00	X
1201	9/30/2010	Human Life Foundation Inc	PO Box 574	New York NY 10157-0072	500 00	X
1202	9/30/2010	International Students, Inc	PO Box C	Colorado Springs CO 80901-9957	200 00	X
1203	9/30/2010	Law Enforcement Legal Defense Fund	PO Box 7011	Merrifield VA 22116-70114	500 00	X
1204	9/30/2010	Ministry to the Armed Forces-LCMS World Mission	PO Box 790089	St Louis MO 63179-9901	5,000 00	X
1205	9/30/2010	LCMS Joint Seminary Fund-Lutheran Church-Missouri Synod	PO Box 790377	St, Louis MO 63179-9804	1,000 00	X
1206	9/30/2010	LCMS World Mission - Lutheran Chyurch-Missouri Synod	PO Box 790089	St Lousi MO 63179-9901	2,000 00	X
1207	9/30/2010	LCMS World Relief & Human Care	PO Box 66861	St Louis MO 63166-9811	3,000 00	X
1208	9/30/2010	Light of Life Rescue Mission	PO Box 6823	Pittsburgh PA 15212-0823	20,000 00	X
1209	9/30/2010	Lutheran Bible Translators	PO Box 2050	Aurora IL 60507-2050	3,000 00	X
1210	9/30/2010	Lutheran Deaconess Association Center for Diaconal Ministry	1304 La Porte Avenue	Valparaiso, IN 46383-5815	200 00	X
1211	9/30/2010	Lutheran Hour Ministries	660 Mason Ridge Center Drive	St Louis MO 63141-8557	200 00	X
1212	9/30/2010	Lutherlyn Appeal	Box 355	Prospect PA 16052-0355	10,000 00	X
1213	9/30/2010	March for Life Education & Defense Fund	PO Box 90300	Washingron DC 20090-0300	200 00	X
1214	9/30/2010	National Legal & Policy Center	PO Box 486	Front Royal, VA 22630-0010	15,000 00	X
1215	9/30/2010	North Way Christian Community	12121 Perry Highway	Wexford PA 15090-8345	9,000 00	X
1216	9/30/2010	Oakmont Volunteer Fire Department	418 Virginia Avenue	Pittsburgh PA 15139	200 00	X
1217	9/30/2010	Patrick Henry Center for Individual Libertry	10611 Balls Ford Road, Ste 120	Manassas VA 30109	200 00	X
1218	9/30/2010	Pennsylvania Foundation for Life	PO Box 12741	Pittsburgh PA 15241	10,000 00	X
1219	9/30/2010	Pittsburgh Leadership Foundation	100 Ross street, 4th Floor	Pittsburgh PA 15219-2013	10,000 00	X
1220	9/30/2010	Population Research Institute	PO Box 1559	Front Royal VA 22630-9800	500 00	X
1221	9/30/2010	Pregnancy Resource Center of the South Hils	101 Drake Road, Suite A	Pittsburgh PA 15241	200 00	X
1222	9/30/2010	Prison Fellowship	44180 Riverside Parkway	Lansdowne VA 20176	500,000 00	X
1223	9/30/2010	Prison Fellowship International	44180 Riverside Parkway	Lansdowne VA 20176	10,000 00	X
1224	9/30/2010	Rutherford Institute	PO Box 7482	Charlottesville VA 22907-9149	1,200 00	X
1225	9/30/2010	South East Asia Prayer Center	PO Box 12741	Oakmont PA 15139	15,000 00	X
1226	9/30/2010	Special Olympics Pennsylvania	PO Box 3010	Norristown PA 19404-3010	200 00	X
1227	9/30/2010	Wheat Ridge Ministries	One Pierce Place, Ste 250E	Itasca IL 60143 2634	200 00	X
1228	9/30/2010	Wycliffe Associates	PO Box 620368	Orlando FL 32862-0368	1,000 00	X
1229	9/30/2010	Youth For Christ USA	PO Box 4478	Englewood CO 80155	1,000 00	X
1230	9/30/2010	Voice of the Martyrs	PO Box 443	Bartlesville OK 74005-9934	75,000 00	X
1231	9/30/2010	PFFL (People Concerned for the Unborn Child)	3050 Pioneer Avenue	Pittsburgh PA 15226-1739	1,000 00	X
1232	9/30/2010	Light the Night Walk (The Leukemia & Lymphoma Society)	244 Boulevard of the Allies	Pittsburgh PA 15222	500 00	X
1234	9/30/2010	Little Sisters of the Poor	1028 Benton Avenue	Pittsburgh PA 15212	10,000 00	X
1235	9/30/2010	Extra Mile Education Foundation	111 Boulevard of the Allies	Pittsburgh PA 15230	50,000 00	X
1236	9/30/2010	LCMS World Mission Dev Serv Fan into the Fire	1333 South Kirkwood Road	St Louis MO 63122 7295	500,000 00	X
1239	10/7/2010	Western Pennsylvania Hospital Foundation	4818 Liberty Avenue	Pittsburgh PA 15224	1,486 39	X
1240	10/11/2010	Western Pennsylvania Hospital Foundation (check for $2,000 00)	4818 Liberty Avenue	Pittsburgh PA 15224	900 00	X

THOMAS J. USHER AND SANDRA L. USHER CHARITABLE FOUNDATION
Account 976
Year 2010

Check No.	Date of Check	Agency	Address		Amount	Canceled Check
1243	10/11/2010	Mount Carmel Christian School	1231 Mount Pleasant Road	Mt Pleasant PA 15666	20,000 00	X
1244	10/11/2010	Fourth Presbyterian Church c/o Joe Bellante Ministry	5450 Friendship Avenue	Pittsburgh PA 15232	1,200 00	X
1245	10/26/2010	Holocaust Center	5738 Darlington Road	Pittsburgh PA 15217	10,000 00	X
1246	11/4/2010	United Way of Allegheny County - Tocqueville	PO 640716	Pittsburgh PA 15264 0716	25,000 00	X
1247	11/10/2010	Capuchin Development Center	Massaro Corp 120 Delta Drive	Pittsburgh PA 15238	100 00	X
1248	11/24/2010	Salvation Army	PO Box 236	Pittsburgh PA 15230-0236	1,000 00	X
1249	11/24/2010	St Vincent College	300 Frazier Purchase Road	Latrobe PA 15650-2690	230,000 00	X
1250	12/9/2010	Pittsburgh Cultural Trust	803 Liberty Avenue	Pittsburgh PA 25333	10,000 00	X
1255	12/21/2010	East Liberty Family Health Care	6023 Harvard Street	Pittsburgh PA 15206-3805	5,000 00	X
	12/9/2010	Laurel Mountain Christian Camp	2354 State Road, Route 381	Rector PA 15677	1,500,453 22	**Cash Transfer
On line	5/19/2010	Team in Training for the Leukemia & Lymphoma Society & Sara Anderson	8441 Wayzata Blvd, Ste 340	Golden Valley, MN 55426	200 00	Credit Card
TOTAL					**3,930,973.52**	

** Cash and stock gift to Laurel Mountain Christian Camp

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

	Amount
Long Term CG Distributions	
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	7,847,874	7,595,504	252,370
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
1	X	Snow Capital-UBS		(see schedule attached)		various	P	various	440,948	281,535				159,413
2	X	Snow Capital-Merrill Lynch		(see schedule attached)		various	P	various	847,714	1,028,055				-180,341
3	X	6355 shs Am Eagle				various	P	various	77,597	93,675				-16,078
4	X	PNC Hawthorne		(see schedule attached)		various	P	various	6,507,386	6,192,239				315,147
5	X	PNCHawthorne		capital gain dividends					3,254	0				3,254
6	X	Meakem K-1							-29,025	0				-29,025
7														0
8														0
9														0
10														0

Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		12,369	3,712	12,169
1	Proceeds Class Actions settlements	2,942	2,942	2,942
2	Foreign tax refunds	770	770	770
3	Return of capital	14	0	14
4	IRS tax refund	8,000	0	8,000
5	Limited partnership distribution	443	0	443
6	Return of checks	200	0	
7			0	
8			0	
9			0	
10			0	

Line 16b (990-PF) - Accounting Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		22,718	22,718	22,718	0
1	Roy J Roscoe	21,519	21,519	21,519	
2	Other accounting/tax preparation	1,199	1,199	1,199	
3					
4					
5					
6					
7					
8					
9					
10					

Line 16c (990-PF) - Other Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		198,595	198,595	198,595	0
1	PNC Bank (Hawthorn)	115,115	115,115	115,115	
2	UBS/Snow Capital	35,976	35,976	35,976	
3	Meaken/Becker Limited Partnership	25,504	25,504	25,504	
4	Adams Capital	22,000	22,000	22,000	
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		7,187	7,187	7,187	0
1	U.S. excise tax of investment income				
2	Foreign withholding taxes	7,187	7,187	7,187	
3	Income tax				
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		17,015	1,419	14,380	0
1	Amortization See attached statement	0	0	0	0
2	Class action filing fees	100	100	100	
3	Processing fees on foreign dividends	1,319	1,319	1,319	
4	Independent contractor services	11,436		11,436	
5	General & administrative	120		120	
6	Insurance	751		751	
7	Miscellaneous	166		166	
8	Bank fees	229		229	
9	Software license	180		180	
10	Meals & Entertainment	79		79	
11	Value of contributions decreased	2,635			
12					

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

	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			17,586,327	14,223,400	16,468,399
1	PNC Bank (Hawthorn)	AT COST	13,277,193	9,625,209	11,539,612
2	UBS/Snow Capital	AT COST	3,261,748	3,299,356	3,629,952
3	Meakem/Becker	AT COST	622,932	540,386	540,386
4	Adams Capital	AT COST	424,454	758,449	758,449
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	Unrealized appreciation in ltd partnership investments	1	143,091
2	rounding	2	2
3	Difference between fair market values of stock donated and later distribution amounts recorded on books	3	9,167
4	Total	4	152,260

Line 5 - Decreases not included in Part III, Line 2

1	Carrying value adjustments	1	560
2	Unrealized depreciation in ltd partnership investments	2	175,711
3	Distributions from Limited Partnerships	3	443
4	Refund of donor for contribution later discovered not to be a 501 (c)(3) organization	4	200
5	Total	5	176,914

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	7,877,151	0	7,403,094	474,057	0	0	0	474,057
1	Snow Capital-UBS		P	various	various	440,948	0	281,535	159,413			0	159,413
2	Snow Capital-Merrill Lynch		P	various	various	847,714	0	1,028,055	-180,341			0	-180,341
3	6355 shs Am Eagle		P	various	various	77,597	0	93,675	-16,078			0	-16,078
4	PNC Hawthorne		P	various	various	6,507,386	0	5,999,829	507,557			0	507,557
5	PNCHawthorne					3,254	0	0	3,254			0	3,254
6	Meakem K-1					252	0	0	252			0	252
7						0	0	0	0			0	0
8						0	0	0	0			0	0
9						0	0	0	0			0	0
10						0	0	0	0			0	0

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours
1	Thomas J. Usher		26124 Fawnwood Ct.	Bonita Springs I	FL	34134		Trustee	7
2	Sandra L Usher		26124 Fawnwood Ct	Bonita Springs	FL	34134		Trustee	1
3									
4									
5									
6									
7									
8									
9									
10									

Part

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

Part XVI-B (990-PF) - Relationship of Activities

Line Number	Explanation
	N/A

Thomas J. and Sandra L. Usher Charitable Foundation
25-6681379
Form 990-PF
2010

SCHEDULE

OF

CAPITAL GAINS AND LOSSES