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 , 20

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

Name of foundation FRANK W. LAWSON CHARITABLE TRUST		A Employer identification number 26-1094646
Number and street (or P O box number if mail is not delivered to street address) P O BOX 630858	Room/suite	B Telephone number (see page 10 of the instructions) (513) 579-5324
City or town, state, and ZIP code CINCINNATI, OH 45263-0858		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 ▶ [ ]

H Check type of organization: [X] 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)* ▶ $ 3,852,539.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ____ *(Part I, column (d) must be on cash basis.)*

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	11.	11.		STMT 1
	4 Dividends and interest from securities	82,555.	80,788.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	16,482.			
	b Gross sales price for all assets on line 6a 520,085.				
	7 Capital gain net income (from Part IV, line 2)		16,482.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	99,048.	97,281.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	823.	323.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 4	47,804.	47,604.		200.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	48,627.	47,927.	NONE	200.
	25 Contributions, gifts, grants paid	156,435.			156,435.
	26 **Total expenses and disbursements** Add lines 24 and 25	205,062.	47,927.	NONE	156,635.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-106,014.			
	b **Net investment income** (if negative, enter -0-)		49,354.		
	c **Adjusted net income** (if negative, enter -0-)				

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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)

		Description	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	13,418.	37,881.	37,881.
	3	Accounts receivable ▶			
		Less. allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less. allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 5	1,919,320.	1,477,542.	1,646,235.
	c	Investments - corporate bonds (attach schedule) STMT 6	1,922,678.	1,049,508.	1,066,981.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 7		1,171,157.	1,101,442.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	3,855,416.	3,736,088.	3,852,539.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds	3,855,416.	3,736,088.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	3,855,416.	3,736,088.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,855,416.	3,736,088.	

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	3,855,416.
2	Enter amount from Part I, line 27a	2	-106,014.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,749,402.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	13,314.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,736,088.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	16,482.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	196,520.	3,080,275.	0.06379949842
2008	236,624.	3,243,100.	0.07296228917
2007	87,139.	4,423,725.	0.01969810510
2006			
2005			

2 **Total** of line 1, column (d)	2	0.15645989269
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	0.05215329756
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,561,911.
5 Multiply line 4 by line 3	5	185,765.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	494.
7 Add lines 5 and 6	7	186,259.
8 Enter qualifying distributions from Part XII, line 4	8	156,635.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	987.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	987.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	987.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 625.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	625.
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	362.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ **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 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 ▶ $ ______ (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, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 9			
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)*

		Line	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 ▶ FIFTH THIRD BANK, TRUSTEE Telephone no ▶ (513)579-5324
Located at ▶ 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH ZIP + 4 ▶ 45263

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

		Line	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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions.)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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**

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** No: 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 page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		-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		NONE	NONE	NONE

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

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0E1460 1 000

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		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 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,579,515.
b	Average of monthly cash balances	1b	36,638.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,616,153.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,616,153.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	54,242.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,561,911.
6	**Minimum investment return.** Enter 5% of line 5	6	178,096.

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	178,096.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	987.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	987.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	177,109.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	177,109.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	177,109.

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	156,635.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	156,635.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	156,635.

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.

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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				177,109.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			NONE	
b Total for prior years: 20 08 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 NONE				
b From 2006 NONE				
c From 2007 NONE				
d From 2008 75,265.				
e From 2009 43,456.				
f **Total** of lines 3a through e	118,721.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 156,635.				
a Applied to 2009, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				156,635.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	20,474.			20,474.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	98,247.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	98,247.			
10 Analysis of line 9:				
a Excess from 2006 NONE				
b Excess from 2007 NONE				
c Excess from 2008 54,791.				
d Excess from 2009 43,456.				
e Excess from 2010				

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

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

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

	Tax year	Prior 3 years			
	(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 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).)

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 ▶ [X] 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 STATEMENT 11				
Total . . . . . . ▶ **3a**				156,435.
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 page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				NONE	11.
4 Dividends and interest from securities				NONE	82,555.
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				NONE	16,482.
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)				NONE	99,048.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 99,048.

(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.)
4	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
4	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED
4	IN THE GOVERNING AGREEMENT.
8	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
8	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED
8	IN THE GOVERNING AGREEMENT.
3	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
3	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED
3	IN THE GOVERNING AGREEMENT.

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 TRUST TAX OFFICER | Date 04/29/2011 | Title Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM GAIN FROM FORM 6781					3,232.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					99.	
		TOTAL LONG-TERM GAIN FROM FORM 6781					4,848.	
		21. ALLSTATE CORP PROPERTY TYPE: SECURITIES					05/13/2008	03/24/2010
655.00		1,041.00					-386.00	
		47. ALTRIA GROUP INC PROPERTY TYPE: SECURITIES					05/13/2008	03/24/2010
959.00		1,019.00					-60.00	
		75. ALTRIA GROUP INC PROPERTY TYPE: SECURITIES					05/13/2008	11/24/2010
1,838.00		1,626.00					212.00	
		169. ALTRIA GROUP INC PROPERTY TYPE: SECURITIES					07/10/2008	11/24/2010
4,142.00		3,544.00					598.00	
		48. AMAZON COM INC COM PROPERTY TYPE: SECURITIES					05/13/2008	02/22/2010
5,638.00		3,564.00					2,074.00	
		38. AMAZON COM INC COM PROPERTY TYPE: SECURITIES					05/13/2008	06/07/2010
4,680.00		2,822.00					1,858.00	
		46. AMERISOURCEBERGEN CORP PROPERTY TYPE: SECURITIES					05/13/2008	03/24/2010
1,332.00		952.00					380.00	
		14. ANADARKO PETE CORP COM PROPERTY TYPE: SECURITIES					02/27/2009	03/24/2010
979.00		501.00					478.00	
		188. ANADARKO PETE CORP COM PROPERTY TYPE: SECURITIES					02/27/2009	06/07/2010
8,560.00		6,727.00					1,833.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		12. APACHE CORP COM PROPERTY TYPE: SECURITIES					05/13/2008	03/24/2010
1,228.00		1,633.00					-405.00	
		3. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES					10/07/2009	03/24/2010
686.00		569.00					117.00	
		7. AUTOZONE INC COM PROPERTY TYPE: SECURITIES					04/08/2009	03/24/2010
1,217.00		1,110.00					107.00	
		7. AUTOZONE INC COM PROPERTY TYPE: SECURITIES					10/28/2009	03/24/2010
1,217.00		958.00					259.00	
		36. AUTOZONE INC COM PROPERTY TYPE: SECURITIES					10/28/2009	08/05/2010
7,416.00		4,927.00					2,489.00	
		86. BAIDU, INC SPONSORED ADR REPSTG ORD PROPERTY TYPE: SECURITIES					06/02/2008	11/09/2010
9,451.00		2,941.00					6,510.00	
		60. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					05/13/2008	03/24/2010
1,034.00		3,419.00					-2,385.00	
		23. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES					09/19/2008	03/24/2010
715.00		860.00					-145.00	
		9. BAXTER INTL INC PROPERTY TYPE: SECURITIES					06/02/2009	03/24/2010
533.00		433.00					100.00	
		21. BEST BUY INC COM PROPERTY TYPE: SECURITIES					05/13/2008	03/24/2010
868.00		915.00					-47.00	
		13. BHP LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					03/17/2009	03/24/2010
1,021.00		529.00					492.00	

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

Kind of Property / Gross sale price less expenses of sale	Depreciation allowed/ allowable	Description / Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	P or D	Date acquired / Gain or (loss)	Date sold
		155. BHP LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					03/17/2009	06/07/2010
9,171.00		6,308.00					2,863.00	
		35. BROADCOM CORP COMMON PROPERTY TYPE: SECURITIES					06/19/2009	03/24/2010
1,181.00		891.00					290.00	
		162. BURLINGTON NORTHN SANTA FE PROPERTY TYPE: SECURITIES					05/13/2008	02/16/2010
16,200.00		17,047.00					-847.00	
		92. CF INDS HLDGS INC PROPERTY TYPE: SECURITIES					02/22/2010	06/07/2010
5,591.00		9,549.00					-3,958.00	
		16. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					05/13/2008	03/24/2010
1,187.00		1,546.00					-359.00	
		70. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					05/13/2008	09/15/2010
5,543.00		6,765.00					-1,222.00	
		19. CITRIX SYSTEMS INC COMMON PROPERTY TYPE: SECURITIES					02/22/2010	03/24/2010
912.00		842.00					70.00	
		68. COGNIZANT TECHNOLOGY SOLUTIONS CORP PROPERTY TYPE: SECURITIES					07/29/2009	02/22/2010
3,216.00		2,032.00					1,184.00	
		18. COGNIZANT TECHNOLOGY SOLUTIONS CORP PROPERTY TYPE: SECURITIES					07/29/2009	03/24/2010
941.00		538.00					403.00	
		7. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES					05/13/2008	03/24/2010
591.00		498.00					93.00	
		107. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES					05/13/2008	09/13/2010
8,061.00		7,611.00					450.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		24. CIA SIDERURGICA NACL-SP ADR PROPERTY TYPE: SECURITIES					02/20/2009	03/24/2010
920.00		335.00					585.00	
		636. CIA SIDERURGICA NACL-SP ADR PROPERTY TYPE: SECURITIES					02/20/2009	11/09/2010
11,257.00		4,434.00					6,823.00	
		19. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					05/13/2008	03/24/2010
994.00		1,674.00					-680.00	
		10. COVANCE INC COM PROPERTY TYPE: SECURITIES					01/08/2009	03/24/2010
611.00		417.00					194.00	
		9. CREE INC PROPERTY TYPE: SECURITIES					02/22/2010	03/24/2010
638.00		600.00					38.00	
		137. CREE INC PROPERTY TYPE: SECURITIES					02/22/2010	09/13/2010
6,705.00		9,138.00					-2,433.00	
		57. DELL INC PROPERTY TYPE: SECURITIES					05/13/2008	03/24/2010
852.00		1,125.00					-273.00	
		27. DIRECTV COM CL A PROPERTY TYPE: SECURITIES					01/13/2009	03/24/2010
913.00		587.00					326.00	
		3005.259 DODGE & COX INCOME FD COM PROPERTY TYPE: SECURITIES					05/14/2007	12/08/2010
40,000.00		38,107.00					1,893.00	
		23. EMERSON ELEC CO PROPERTY TYPE: SECURITIES					02/15/2007	03/24/2010
1,137.00		1,055.00					82.00	
		52. EXPRESS SCRIPTS INC-CL A PROPERTY TYPE: SECURITIES					05/13/2008	02/22/2010
4,672.00		3,714.00					958.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		10. EXPRESS SCRIPTS INC-CL A					05/13/2008	03/24/2010
		PROPERTY TYPE: SECURITIES						
1,015.00		714.00					301.00	
		12. FPL GROUP INC					05/13/2008	03/24/2010
		PROPERTY TYPE: SECURITIES						
570.00		777.00					-207.00	
		19. FORTUNE BRANDS INC					05/13/2008	03/24/2010
		PROPERTY TYPE: SECURITIES						
939.00		1,326.00					-387.00	
		2. FREEPORT COPPER & GOLD INC CLASS B					05/13/2008	03/24/2010
		PROPERTY TYPE: SECURITIES						
160.00		226.00					-66.00	
		7. FREEPORT COPPER & GOLD INC CLASS B					08/14/2008	03/24/2010
		PROPERTY TYPE: SECURITIES						
562.00		610.00					-48.00	
		57. GENERAL ELEC CO					02/15/2007	03/24/2010
		PROPERTY TYPE: SECURITIES						
1,048.00		2,067.00					-1,019.00	
		178. GOLDCORP INC NEW SEDOL 2676302					08/24/2009	08/03/2010
		PROPERTY TYPE: SECURITIES						
7,002.00		6,498.00					504.00	
		29. GOOGLE INC-CL A					12/22/2009	08/03/2010
		PROPERTY TYPE: SECURITIES						
14,200.00		17,422.00					-3,222.00	
		25. HONEYWELL INTERNATIONAL INC					02/15/2007	03/24/2010
		PROPERTY TYPE: SECURITIES						
1,105.00		1,185.00					-80.00	
		23. HUMANA INC COMMON STOCK					06/05/2008	03/24/2010
		PROPERTY TYPE: SECURITIES						
1,121.00		1,151.00					-30.00	
		46. INFOSYS TECHNOLOGIES LTD SPONSORED A					02/20/2009	02/22/2010
		PROPERTY TYPE: SECURITIES						
2,573.00		1,127.00					1,446.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		15. INFOSYS TECHNOLOGIES LTD SPONSORED A PROPERTY TYPE: SECURITIES					02/20/2009	03/24/2010
927.00		367.00					560.00	
		53. INTEL CORP PROPERTY TYPE: SECURITIES					05/13/2008	03/24/2010
1,187.00		1,262.00					-75.00	
		7. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES					02/27/2009	03/24/2010
906.00		649.00					257.00	
		188. ISHARES BARCLAYS TIPS BOND FUND PROPERTY TYPE: SECURITIES					06/25/2008	09/03/2010
20,151.00		19,972.00					179.00	
		117. ISHARES TR RUSSELL MIDCAP INDEX FD PROPERTY TYPE: SECURITIES					05/10/2007	06/23/2010
9,989.00		12,809.00					-2,820.00	
		266. ISHARES S&P PFD STK INDX FN PROPERTY TYPE: SECURITIES					06/25/2008	09/15/2010
10,576.00		10,853.00					-277.00	
		26. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					05/13/2008	03/24/2010
1,159.00		1,209.00					-50.00	
		228. KELLOGG CO PROPERTY TYPE: SECURITIES					06/07/2010	11/09/2010
11,195.00		12,241.00					-1,046.00	
		10. KOHLS CORP PROPERTY TYPE: SECURITIES					01/13/2009	03/24/2010
563.00		371.00					192.00	
		94. KOHLS CORP PROPERTY TYPE: SECURITIES					01/13/2009	04/22/2010
5,387.00		3,486.00					1,901.00	
		70. KOHLS CORP PROPERTY TYPE: SECURITIES					02/27/2009	04/22/2010
4,012.00		2,476.00					1,536.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		13. LABORATORY CORP AMER HLDGS COM NEW PROPERTY TYPE: SECURITIES					05/13/2008	03/24/2010
966.00		1,007.00					-41.00	
		11. LUBRIZOL CORP COM PROPERTY TYPE: SECURITIES					02/22/2010	03/24/2010
1,017.00		858.00					159.00	
		25. MARATHON OIL CORP COMMON STOCK PROPERTY TYPE: SECURITIES					05/13/2008	03/24/2010
784.00		1,327.00					-543.00	
		13. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES					11/03/2009	03/24/2010
839.00		778.00					61.00	
		179. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES					11/03/2009	09/13/2010
10,642.00		10,711.00					-69.00	
		10. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES					08/24/2009	03/24/2010
657.00		559.00					98.00	
		222. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES					08/24/2009	08/03/2010
10,558.00		12,402.00					-1,844.00	
		14. MERCK & CO INC NEW PROPERTY TYPE: SECURITIES					07/29/2009	03/24/2010
535.00		370.00					165.00	
		218. MERCK & CO INC NEW PROPERTY TYPE: SECURITIES					07/29/2009	12/07/2010
7,724.00		5,768.00					1,956.00	
		25. MICROSOFT CORP PROPERTY TYPE: SECURITIES					11/24/2008	03/24/2010
741.00		519.00					222.00	
		124. NETAPP INC COM PROPERTY TYPE: SECURITIES					12/22/2009	02/22/2010
3,830.00		4,130.00					-300.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		26. NETAPP INC COM PROPERTY TYPE: SECURITIES					12/22/2009	03/24/2010
847.00		866.00					-19.00	
		9. NIKE INC CL B PROPERTY TYPE: SECURITIES					12/10/2008	03/24/2010
668.00		458.00					210.00	
		12. OCCIDENTAL PETE CORP PROPERTY TYPE: SECURITIES					07/29/2009	03/24/2010
993.00		837.00					156.00	
		36. OCCIDENTAL PETE CORP PROPERTY TYPE: SECURITIES					07/29/2009	04/22/2010
3,049.00		2,510.00					539.00	
		8. OCCIDENTAL PETE CORP PROPERTY TYPE: SECURITIES					12/30/2008	04/22/2010
678.00		462.00					216.00	
		130. OCCIDENTAL PETE CORP PROPERTY TYPE: SECURITIES					12/30/2008	08/03/2010
10,260.00		7,514.00					2,746.00	
		172. ORACLE CORP PROPERTY TYPE: SECURITIES					05/13/2008	02/22/2010
4,236.00		3,703.00					533.00	
		31. ORACLE CORP PROPERTY TYPE: SECURITIES					05/13/2008	03/24/2010
803.00		667.00					136.00	
		465. ORACLE CORP PROPERTY TYPE: SECURITIES					05/13/2008	06/07/2010
10,169.00		10,011.00					158.00	
		15. PHILIP MORRIS INTL INC PROPERTY TYPE: SECURITIES					05/13/2008	03/24/2010
786.00		786.00						
		. POWERSHARES DB COMMODITY INDEX TRACKIN PROPERTY TYPE: SECURITIES						12/31/2010
-7.00							-7.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		. POWERSHARES DB COMMODITY INDEX TRACKIN PROPERTY TYPE: SECURITIES						12/31/2010
818.00							818.00	
		184. PRAXAIR INC PROPERTY TYPE: SECURITIES					05/13/2008	02/22/2010
14,146.00		17,430.00					-3,284.00	
		42. PRECISION CASTPARTS CORP COM PROPERTY TYPE: SECURITIES					06/19/2009	02/22/2010
4,758.00		3,415.00					1,343.00	
		7. PRECISION CASTPARTS CORP COM PROPERTY TYPE: SECURITIES					06/19/2009	03/24/2010
859.00		569.00					290.00	
		38. PRICELINE COM INC COM NEW PROPERTY TYPE: SECURITIES					04/22/2010	06/07/2010
6,785.00		9,694.00					-2,909.00	
		13. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES					02/15/2007	03/24/2010
834.00		846.00					-12.00	
		168. QUEST DIANOSTICS INC COM PROPERTY TYPE: SECURITIES					07/29/2009	02/22/2010
9,632.00		9,128.00					504.00	
		13. QUEST DIANOSTICS INC COM PROPERTY TYPE: SECURITIES					05/13/2008	03/24/2010
744.00		653.00					91.00	
		2032.731 T ROWE PRICE RL EST FUND(122) PROPERTY TYPE: SECURITIES					06/25/2008	01/04/2010
28,113.00		38,825.00					-10,712.00	
		47.144 T ROWE PRICE RL EST FUND(122) PROPERTY TYPE: SECURITIES					03/30/2010	04/01/2010
719.00		723.00					-4.00	
		83.029 T ROWE PRICE RL EST FUND(122) PROPERTY TYPE: SECURITIES					12/14/2009	04/01/2010
1,267.00		1,102.00					165.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		69.716 T ROWE PRICE RL EST FUND(122) PROPERTY TYPE: SECURITIES					09/29/2009	04/01/2010
1,064.00		911.00					153.00	
		10. SALESFORCE.COM INC PROPERTY TYPE: SECURITIES					02/22/2010	03/24/2010
768.00		693.00					75.00	
		118. SOUTHERN COPPER CORP PROPERTY TYPE: SECURITIES					02/20/2009	02/22/2010
3,578.00		1,556.00					2,022.00	
		19. SOUTHERN COPPER CORP PROPERTY TYPE: SECURITIES					02/20/2009	03/24/2010
594.00		251.00					343.00	
		379. SOUTHERN COPPER CORP PROPERTY TYPE: SECURITIES					02/20/2009	04/22/2010
11,843.00		4,997.00					6,846.00	
		40. SOUTHWESTERN ENERGY CO COM PROPERTY TYPE: SECURITIES					02/27/2009	04/22/2010
1,641.00		1,194.00					447.00	
		298. SOUTHWESTERN ENERGY CO COM PROPERTY TYPE: SECURITIES					01/13/2009	04/22/2010
12,225.00		8,730.00					3,495.00	
		154. SUNTRUST BKS INC PROPERTY TYPE: SECURITIES					05/13/2008	03/22/2010
4,148.00		8,690.00					-4,542.00	
		186. SUNTRUST BKS INC PROPERTY TYPE: SECURITIES					11/25/2008	03/22/2010
5,009.00		5,349.00					-340.00	
		17. TJX COMPANIES INC PROPERTY TYPE: SECURITIES					05/14/2009	03/24/2010
738.00		469.00					269.00	
		536. TAIWAN SEMICONDUCTOR ADR PROPERTY TYPE: SECURITIES					03/17/2009	06/07/2010
5,092.00		4,656.00					436.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		48. TALISMAN ENERGY INC COM PROPERTY TYPE: SECURITIES					08/24/2009	03/24/2010
804.00		805.00					-1.00	
		660. TALISMAN ENERGY INC COM PROPERTY TYPE: SECURITIES					08/24/2009	04/22/2010
11,104.00		11,066.00					38.00	
		22. TECK CORP PROPERTY TYPE: SECURITIES					11/03/2009	03/24/2010
890.00		625.00					265.00	
		11. TEVA PHARMACEUTICAL-SP ADR PROPERTY TYPE: SECURITIES					02/22/2010	03/24/2010
709.00		656.00					53.00	
		159. TEVA PHARMACEUTICAL-SP ADR PROPERTY TYPE: SECURITIES					02/22/2010	08/03/2010
8,058.00		9,483.00					-1,425.00	
		12. WAL MART STORES INC PROPERTY TYPE: SECURITIES					10/09/2009	03/24/2010
670.00		598.00					72.00	
		19. WALGREEN CO PROPERTY TYPE: SECURITIES					11/03/2009	03/24/2010
676.00		737.00					-61.00	
		275. WALGREEN CO PROPERTY TYPE: SECURITIES					11/03/2009	06/07/2010
8,311.00		10,667.00					-2,356.00	
		25. WATSON PHARMACEUTICAL INC COM PROPERTY TYPE: SECURITIES					09/22/2008	03/24/2010
1,026.00		723.00					303.00	
		78. WESTERN DIGITAL CORP PROPERTY TYPE: SECURITIES					12/22/2009	02/22/2010
3,323.00		3,414.00					-91.00	
		21. WESTERN DIGITAL CORP PROPERTY TYPE: SECURITIES					12/22/2009	03/24/2010
883.00		919.00					-36.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		325. WESTERN DIGITAL CORP PROPERTY TYPE: SECURITIES					12/22/2009	08/03/2010
8,672.00		14,227.00					-5,555.00	
		17. INGERSOLL RAND PLC PROPERTY TYPE: SECURITIES					05/13/2008	03/24/2010
607.00		746.00					-139.00	
		274. MARVELL TECHNOLOGY GROUP LTD PROPERTY TYPE: SECURITIES					12/22/2009	02/22/2010
5,464.00		5,505.00					-41.00	
		49. MARVELL TECHNOLOGY GROUP LTD PROPERTY TYPE: SECURITIES					12/22/2009	03/24/2010
1,025.00		984.00					41.00	
		3. ALCON INC COMMON PROPERTY TYPE: SECURITIES					11/03/2009	03/24/2010
487.00		422.00					65.00	
		15. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES					05/13/2008	03/24/2010
1,238.00		2,201.00					-963.00	
TOTAL GAIN(LOSS)							16,482.	

Form **6781**

Department of the Treasury
Internal Revenue Service

Gains and Losses From Section 1256 Contracts and Straddles

▶ Attach to your tax return.

OMB No 1545-0644

2010

Attachment Sequence No **82**

Name(s) shown on tax return	Identifying number
FRANK W. LAWSON CHARITABLE TRUST	26-1094646

Check all applicable boxes (see instructions)
A ☐ Mixed straddle election
B ☐ Straddle-by-straddle identification election
C ☐ Mixed straddle account election
D ☐ Net section 1256 contracts loss election

Part I **Section 1256 Contracts Marked to Market**

	(a) Identification of account	(b) (Loss)	(c) Gain
1	SEE STATEMENT 12		8,080.

2	Add the amounts on line 1 in columns (b) and (c)	2 ( )	8,080.
3	Net gain or (loss) Combine line 2, columns (b) and (c)	3	8,080.
4	Form 1099-B adjustments. See instructions and attach schedule	4	
5	Combine lines 3 and 4	5	8,080.
	Note: *If line 5 shows a net gain, skip line 6 and enter the gain on line 7 Partnerships and S corporations, see instructions*		
6	If you have a net section 1256 contracts loss and checked box D above, enter the amount of loss to be carried back. Enter the loss as a positive number	6	
7	Combine lines 5 and 6	7	8,080.
8	**Short-term capital gain or (loss).** Multiply line 7 by 40% (.40) Enter here and include on the appropriate line of Schedule D (see instructions)	8	3,232.
9	**Long-term capital gain or (loss).** Multiply line 7 by 60% (.60). Enter here and include on the appropriate line of Schedule D (see instructions)	9	4,848.

Part II **Gains and Losses From Straddles.** Attach a separate schedule listing each straddle and its components.

Section A - Losses From Straddles

	(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Loss If column (e) is more than (d), enter difference Otherwise, enter -0-	(g) Unrecognized gain on offsetting positions	(h) Recognized loss. If column (f) is more than (g), enter difference Otherwise, enter -0-
10								

11a	Enter the short-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)	11a	( )
b	Enter the long-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)	11b	( )

Section B - Gains From Straddles

	(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Gain If column (d) is more than (e), enter difference Otherwise, enter -0-
12						

13a	Enter the short-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)	13a	
b	Enter the long-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)	13b	

Part III **Unrecognized Gains From Positions Held on Last Day of Tax Year.** Memo Entry Only (see instructions)

	(a) Description of property	(b) Date acquired	(c) Fair market value on last business day of tax year	(d) Cost or other basis as adjusted	(e) Unrecognized gain. If column (c) is more than (d), enter difference Otherwise, enter -0-
14					

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	11.	11.
TOTAL	11.	11.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	2,974.	2,974.
NONDIVIDEND DISTRIBUTIONS	1,767.	
DOMESTIC DIVIDENDS	25,332.	25,332.
CORPORATE INTEREST	79.	79.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	3,173.	3,173.
NONQUALIFIED FOREIGN DIVIDENDS	74.	74.
NONQUALIFIED DOMESTIC DIVIDENDS	49,156.	49,156.
TOTAL	82,555.	80,788.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	53.	53.
EXCISE TAX ESTIMATE	500.	
FOREIGN TAXES ON QUALIFIED FOR	259.	259.
FOREIGN TAXES ON NONQUALIFIED	11.	11.
TOTALS	823.	323.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-INCOME	605.	605.	
BANK SERVICE FEES	6,161.	6,161.	
BANK SERVICE FEES	40,838.	40,838.	
OTHER MISC. EXPENSES	200.		200.
TOTALS	47,804.	47,604.	200.

FRANK W. LAWSON CHARITABLE TRUST 26-1094646

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE ATTACHED	1,477,542.	1,646,235.
TOTALS	1,477,542.	1,646,235.

FRANK W. LAWSON CHARITABLE TRUST 26-1094646

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE ATTACHED	1,049,508.	1,066,981.
TOTALS	1,049,508.	1,066,981.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE ATTACHED	C	1,171,157.	1,101,442.
TOTALS		1,171,157.	1,101,442.

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

DESCRIPTION	AMOUNT
ADJUSTMENT FOR POWERSHARES SCHEDULE K-1	8,372.
BASIS ADJUSTMENT - RETURN OF CAPITAL	4,942.
TOTAL	13,314.

STATE(S) WHERE THE FOUNDATION IS REGISTERED

OH

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

OFFICER NAME:
FIFTH THIRD BANK
ADDRESS:
38 FOUNTAIN SQUARE PLAZA
CINCINNATI, OH 45263
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

RECIPIENT NAME:
AMERICAN BIBLE SOCIETY
ADDRESS:
1865 BROADWAY
NEW YORK, NY 10023
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID .... 52,145.

RECIPIENT NAME:
THE GIDEON'S INTERNATIONAL
ADDRESS:
50 CENTURY BLVD
NASHVILLE, TN 37214
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID .... 52,145.

RECIPIENT NAME:
WORLD RADIO MISSIONARY
FELLOWSHIP
ADDRESS:
1065 GARDEN OF THE GODS ROAD
COLORADO SPRINGS, CO 80907
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID .... 52,145.

TOTAL GRANTS PAID: 156,435.

FRANK W. LAWSON CHARITABLE TRUST 26-1094646

FORM 6781, PART I -- SECTION 1256 CONTRACTS MARKED TO MARKET

DESCRIPTION	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR BASIS	LOSS	GAIN
POWERSHARES DB COMMODITY INDEX TRAC		OPEN	8,080.			8,080.
TOTAL GAINS AND LOSSES						8,080.

FIFTH THIRD PRIVATE BANK

FRANK LAWSON CONSOLIDATED

12/01/2010 - 12/31/2010

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
3.1700		CASH	$1.000	$3.17	0.0%	$3.17			
15,937.0000		FIFTH THIRD BANKSAFE TRUST (INCOME INVESTMENT) CUSIP - 316775907	$1.000	$15,937.00	0.4%	$15,937.00		$6.37	
21,941.0000		FIFTH THIRD BANKSAFE TRUST CUSIP - 316775907	$1.000	$21,941.00	0.6%	$21,941.00		$8.78	
		Cash & Equivalents - Total		**$37,881.17**	**1.0%**	**$37,881.17**		**$15.15**	**0.0%**
Fixed Income									
48,868.2760	DODIX	DODGE & COX INCOME FD COM CUSIP - 256210105	$13.230	$646,527.29	16.8%	$619,649.74	$26,877.55	$31,520.04	4.9%
2,164.7180	MXIIX	FIFTH THIRD STRATEGIC INCOME FD INSTL SHS CUSIP - 351889969	$10.280	$22,253.30	0.6%	$25,110.02	$(2,856.72)	$1,469.84	6.6%
1,450.0000	TIP	ISHARES BARCLAYS TIPS BOND FUND CUSIP - 464287176	$107.520	$155,904.00	4.0%	$153,158.70	$2,745.30	$3,904.85	2.5%
5,100 0000	PFF	ISHARES S&P PFD STK INDX FN CUSIP - 464288687	$38.800	$197,880.00	5.1%	$208,080.00	$(10,200.00)	$14,499.30	7.3%
4,775.9710	PHLPX	PIMCO HIGH YIELD FUND CUSIP - 72201M735	$9.300	$44,416.53	1.2%	$43,509.10	$907.43	$3,362.28	7.6%
		Fixed Income - Total		**$1,066,981.12**	**27.7%**	**$1,049,507.56**	**$17,473.56**	**$54,756.31**	**5.1%**

FIFTH THIRD
PRIVATE BANK

FRANK LAWSON CONSOLIDATED

12/01/2010 - 12/31/2010

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
167.0000	IR	INGERSOLL RAND PLC CUSIP - G47791101	$47.090	$7,864.03	0.2%	$7,332.97	$531.06	$46.76	0.6%
571.0000	MRVL	MARVELL TECHNOLOGY GROUP CUSIP - G5876H105	$18.550	$10,592.05	0.3%	$11,471.39	$(879.34)		
59.0000	ACL	ALCON INC CUSIP - H01301102	$163.400	$9,640.60	0.3%	$8,300.21	$1,340.39	$200.60	2.1%
205.0000	RIG	TRANSOCEAN LTD CUSIP - H8817H100	$69.510	$14,249.55	0.4%	$21,925.97	$(7,676.42)		
644.0000	T	AT&T INC CUSIP - 00206R102	$29.380	$18,920.72	0.5%	$22,172.47	$(3,251.75)	$1,107.68	5.9%
254.0000	AKAM	AKAMAI TECHNOLOGIES INC COM CUSIP - 00971T101	$47.050	$11,950.70	0.3%	$12,941.11	$(990.41)		
289.0000	ALL	ALLSTATE CORP CUSIP - 020002101	$31.880	$9,213.32	0.2%	$9,038.94	$174.38	$231.20	2.5%
435.0000	MO	ALTRIA GROUP INC CUSIP - 02209S103	$24.620	$10,709.70	0.3%	$7,474.51	$3,235.19	$661.20	6.2%
60.0000	AMZN	AMAZON COMM INC CUSIP - 023135106	$180.000	$10,800.00	0.3%	$4,455.00	$6,345.00		
744.0000	ABC	AMERISOURCEBERGEN CORP CUSIP - 03073E105	$34.120	$25,385.28	0.7%	$18,715.50	$6,669.78	$297.60	1.2%
240.0000	APA	APACHE CORP CUSIP - 037411105	$119.230	$28,615.20	0.7%	$32,664.00	$(4,048.80)	$144.00	0.5%
40.0000	AAPL	APPLE INC CUSIP - 037833100	$322.560	$12,902.40	0.3%	$7,580.40	$5,322.00		
114.0000	AZO	AUTOZONE INC COM CUSIP - 053332102	$272.590	$31,075.26	0.8%	$17,371.78	$13,703.48		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
324.0000	BCE	BCE INC CUSIP - 05534B760	$35.460	$11,489.04	0.3%	$10,623.96	$865.08	$632.45	5.5%
194.0000	BIDU	BAIDU, INC SPONSORED ADR REPSTG ORD SHS CUSIP - 056752108	$96.530	$18,726.82	0.5%	$5,940.36	$12,786.46		
1,212.0000	BAC	BANK AMER CORP CUSIP - 060505104	$13.340	$16,168.08	0.4%	$31,398.80	$(15,230.72)	$48.48	0.3%
475.0000	BK	BANK OF NEW YORK MELLON CORP CUSIP - 064058100	$30.200	$14,345.00	0.4%	$16,486.93	$(2,141.93)	$171.00	1.2%
279.0000	BAX	BAXTER INTL INC CUSIP - 071813109	$50.620	$14,122.98	0.4%	$13,045.46	$1,077.52	$345.96	2.4%
195.0000	BBY	BEST BUY INC CUSIP - 086516101	$34.290	$6,686.55	0.2%	$8,492.25	$(1,805.70)	$117.00	1.7%
455.0000	BRCM	BROADCOM CORP CUSIP - 111320107	$43.550	$19,815.25	0.5%	$11,578.25	$8,237.00	$145.60	0.7%
114 0000	CERN	CERNER CORP COM CUSIP - 156782104	$94.740	$10,800.36	0.3%	$9,322.81	$1,477.55		
232.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	$91.250	$21,170.00	0.5%	$22,420.48	$(1,250.48)	$668.16	3.2%
70.0000	CMG	CHIPOTLE MEXICAN GRILL INC-CL A CUSIP - 169656105	$212.660	$14,886.20	0.4%	$12,569.34	$2,316.86		
201.0000	CTXS	CITRIX SYS INC CUSIP - 177376100	$68.410	$13,750.41	0.4%	$8,908.32	$4,842.09		
242.0000	CTSH	COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A CUSIP - 192446102	$73.290	$17,736.18	0.5%	$7,230.94	$10,505.24		

FIFTH THIRD PRIVATE BANK

FRANK LAWSON CONSOLIDATED

12/01/2010 - 12/31/2010

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
309.0000	COP	CONOCOPHILLIPS CUSIP - 20825C104	$68.100	$21,042.90	0.5%	$23,313.56	$(2,270.66)	$679.80	3.2%
146.0000	CVD	COVANCE INC CUSIP - 222816100	$51.410	$7,505.86	0.2%	$6,090.36	$1,415.50		
140.0000	CMI	CUMMINS INC CUSIP - 231021106	$110.010	$15,401.40	0.4%	$11,659.47	$3,741.93	$147.00	1.0%
168.0000	DE	DEERE & CO CUSIP - 244199105	$83.050	$13,952.40	0.4%	$11,588.56	$2,363.84	$235.20	1.7%
525.0000	DELL	DELL INC CUSIP - 24702R101	$13.550	$7,113.75	0.2%	$10,363.50	$(3,249.75)		
317.0000	DTV	DIRECTV COM CL A CUSIP - 25490A101	$39.930	$12,657.81	0.3%	$6,894.75	$5,763.06		
284.0000	DOV	DOVER CORP COM CUSIP - 260003108	$58.450	$16,599.80	0.4%	$14,995.20	$1,604.60	$312.40	1.9%
340.0000	DPS	DR PEPPER SNAPPLE GROUP INC CUSIP - 26138E109	$35.160	$11,954.40	0.3%	$12,200.08	$(245.68)	$340.00	2.8%
338.0000	EBAY	EBAY INC COM CUSIP - 278642103	$27.830	$9,406.54	0.2%	$7,851.60	$1,554.94		
128.0000	EW	EDWARDS LIFESCIENCES CORP CUSIP - 28176E108	$80.840	$10,347.52	0.3%	$6,754.48	$3,593.04		
223.0000	EMR	EMERSON ELEC CO CUSIP - 291011104	$57.170	$12,748.91	0.3%	$10,227.45	$2,521.46	$307.74	2.4%
260.0000	ESRX	EXPRESS SCRIPTS INC COM CUSIP - 302182100	$54.050	$14,053.00	0.4%	$9,284.60	$4,768.40		
310.0000	FDO	FAMILY DLR STORES INC COM	$49.710	$15,410.10	0.4%	$14,035.97	$1,374.13	$192.20	1.2%

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PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 307000109							
142.0000	FFIV	F5 NETWORKS INC CUSIP - 315616102	$130.160	$18,482.72	0.5%	$9,920.12	$8,562.60		
874.0000	F	FORD MOTOR COMPANY COMMON STOCK CUSIP - 345370860	$16.790	$14,674.46	0.4%	$12,679.82	$1,994.64		
171.0000	FO	FORTUNE BRANDS INC CUSIP - 349631101	$60.250	$10,302.75	0.3%	$11,930.67	$(1,627.92)	$129.96	1.3%
175.0000	FCX	FREEPORT-MCMORAN COPPER & GOLD CL B CUSIP - 35671D857	$120.090	$21,015.75	0.5%	$12,734.30	$8,281.45	$350.00	1.7%
1,300.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	$18.290	$23,777.00	0.6%	$18,534.57	$5,242.43	$728.00	3.1%
336.0000	GIS	GENERAL MLS INC COM CUSIP - 370334104	$35.590	$11,958.24	0.3%	$12,520.30	$(562.06)	$376.32	3.1%
218.0000	BTO	JOHN HANCOCK BK &THRIFT OPP FD CUSIP - 409735206	$17.220	$3,753.96	0.1%	$3,555.58	$198.38	$184.21	4.9%
233.0000	HON	HONEYWELL INTL INC CUSIP - 438516106	$53.160	$12,386.28	0.3%	$11,047.69	$1,338.59	$281.93	2.3%
249.0000	HUM	HUMANA INC COM CUSIP - 444859102	$54.740	$13,630.26	0.4%	$10,717.81	$2,912.45		
205.0000	INFY	INFOSYS TECHNOLOGIES LTD SPONSORED ADR REPSTG 1/4 CUSIP - 456788108	$76.080	$15,596.40	0.4%	$5,021.01	$10,575.39	$103.94	0.7%
769.0000	INTC	INTEL CORP CUSIP - 458140100	$21.030	$16,172.07	0.4%	$18,317.58	$(2,145.51)	$484.47	3.0%
103.0000	IBM	INTERNATIONAL BUSINESS MACHS	$146.760	$15,116.28	0.4%	$9,105.54	$6,010.74	$267.80	1.8%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 459200101							
2,532.0000	EEM	ISHARES TR MSCI EMERGING MKTS INDEX FD CUSIP - 464287234	$47.642	$120,629.54	3.1%	$111,344.45	$9,285.09	$1,635.67	1.4%
2,880.0000	IWR	ISHARES RUSSELL MIDCAP INDEX FD CUSIP - 464287499	$101.750	$293,040.00	7.6%	$302,920.81	$(9,880.81)	$4,256.64	1.5%
1,757.0000	IJR	ISHARES TR S&P SMALLCAP 600 INDEX FD CUSIP - 464287804	$68.470	$120,301.79	3.1%	$119,012.56	$1,289.23	$1,294.91	1.1%
440.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	$42.420	$18,664.80	0.5%	$20,116.68	$(1,451.88)	$88.00	0.5%
115.0000	LH	LABORATORY CORP AMER HLDGS CUSIP - 50540R409	$87.920	$10,110.80	0.3%	$8,910.20	$1,200.60		
332.0000	LVS	LAS VEGAS SANDS CORP CUSIP - 517834107	$45.950	$15,255.40	0.4%	$9,203.01	$6,052.39		
164.0000	EL	LAUDER ESTEE COS INC CL A CUSIP - 518439104	$80.700	$13,234.80	0.3%	$10,321.96	$2,912.84	$123.00	0.9%
117.0000	LZ	LUBRIZOL CORP CUSIP - 549271104	$106.880	$12,504.96	0.3%	$9,123.32	$3,381.64	$168.48	1.3%
515 0000	MRO	MARATHON OIL CORP CUSIP - 565849106	$37.030	$19,070.45	0.5%	$27,325.90	$(8,255.45)	$515.00	2.7%
184.0000	MCD	MCDONALDS CORP CUSIP - 580135101	$76.760	$14,123.84	0.4%	$13,243.94	$879.90	$448.96	3.2%
236.0000	MJN	MEAD JOHNSON NUTRITION COMPANY CUSIP - 582839106	$62.250	$14,691.00	0.4%	$12,773.30	$1,917.70	$212.40	1.4%
561.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	$27.910	$15,657.51	0.4%	$12,540.90	$3,116.61	$359.04	2.3%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
356.0000	NTAP	NETAPP INC COM CUSIP - 64110D104	$54.960	$19,565.76	0.5%	$11,858.36	$7,707.40		
64.0000	NFLX	NETFLIX COM INC CUSIP - 64110L106	$175.700	$11,244.80	0.3%	$6,899.00	$4,345.80		
138.0000	NEM	NEWMONT MNG CORP CUSIP - 651639106	$61.430	$8,477.34	0.2%	$6,214.14	$2,263.20	$82.80	1.0%
222.0000	NEE	NEXTERA ENERGY INC CUSIP - 65339F101	$51.990	$11,541.78	0.3%	$12,554.60	$(1,012.82)	$444.00	3.8%
142.0000	NKE	NIKE INC CL B CUSIP - 654106103	$85.420	$12,129.64	0.3%	$7,230.64	$4,899.00	$176.08	1.5%
120.0000	PRGO	PERRIGO CO COM CUSIP - 714290103	$63.330	$7,599.60	0.2%	$6,736.84	$862.76	$33.60	0.4%
141.0000	PM	PHILIP MORRIS INTL INC CUSIP - 718172109	$58.530	$8,252.73	0.2%	$7,385.58	$867.15	$360.96	4.4%
103.0000	PCP	PRECISION CASTPARTS CORP CUSIP - 740189105	$139.210	$14,338.63	0.4%	$8,375.29	$5,963.34	$12.36	0.1%
279 0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	$64.330	$17,948.07	0.5%	$18,162.90	$(214.83)	$537.63	3.0%
436.0000	PEG	PUBLIC SVC ENTERPRISE GROUP CUSIP - 744573106	$31.810	$13,869.16	0.4%	$18,237.88	$(4,368.72)	$597.32	4.3%
117.0000	DGX	QUEST DIAGNOSTICS INC CUSIP - 74834L100	$53.970	$6,314.49	0.2%	$5,876.91	$437.58	$46.80	0.7%
132.0000	CRM	SALESFORCE.COM INC CUSIP - 79466L302	$132.000	$17,424.00	0.5%	$9,147.48	$8,276.52		
230.0000	SNDK	SANDISK CORP CUSIP - 80004C101	$49.860	$11,467.80	0.3%	$10,370.70	$1,097.10		

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PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
229.0000	TJX	TJX COS INC NEW COM CUSIP - 872540109	$44.390	$10,165.31	0.3%	$6,319.71	$3,845.60	$137.40	1.4%
306.0000	TCK	TECK RESOURCES LTD CUSIP - 878742204	$61.830	$18,919.98	0.5%	$8,694.71	$10,225.27	$179.32	0.9%
152.0000	TWC	TIME WARNER CABLE INC CUSIP - 88732J207	$66.030	$10,036.56	0.3%	$8,103.85	$1,932.71	$243.20	2.4%
360.0000	USB	US BANCORP DEL CUSIP - 902973304	$26.970	$9,709.20	0.3%	$12,322.80	$(2,613.60)	$72.00	0.7%
186.0000	UTX	UNITED TECHNOLOGIES CORP CUSIP - 913017109	$78.720	$14,641.92	0.4%	$13,039.70	$1,602.22	$316.20	2.2%
300.0000	WMT	WAL-MART STORES INC CUSIP - 931142103	$53.930	$16,179.00	0.4%	$15,402.61	$776.39	$363.00	2.2%
241.0000	WPI	WATSON PHARMACEUTICAL INC COM CUSIP - 942683103	$51.650	$12,447.65	0.3%	$6,964.90	$5,482.75		
		Equities - Total		**$1,646,234.55**	**42.7%**	**$1,477,542.35**	**$168,692.20**	**$22,643.43**	**1.4%**
Alternative Strategies									
2,954.0000	DBC	POWERSHARES DB COMMODITY IND CUSIP - 73935S105	$27.550	$81,382.70	2.1%	$129,225.39	$(47,842.69)	$2,245.04	2.8%
1,270.0000	GLD	SPDR GOLD TRUST CUSIP - 78463V107	$138.720	$176,174.40	4.6%	$110,782.10	$65,392.30		
800,000.0000		UBS STRUCTURED NOTE MAT 12/21/12 CUSIP - 90261JBK8	$90.000	$720,000.00	18.7%	$800,000.00	$(80,000.00)		
		Alternative Strategies - Total		**$977,557.10**	**25.4%**	**$1,040,007.49**	**$(62,450.39)**	**$2,245.04**	**0.2%**

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PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Real Estate Investments									
7,079.1230	TRREX	T ROWE PRICE RL EST FUND(122) CUSIP - 779919109	$17.500	$123,884.65	3.2%	$131,149.88	$(7,265.23)	$2,973.23	2.4%
		Real Estate Investments - Total		**$123,884.65**	**3.2%**	**$131,149.88**	**$(7,265.23)**	**$2,973.23**	**2.4%**
Total Portfolio Positions				**$3,852,538.59**	**100.0%**	**$3,736,088.45**	**$116,450.14**	**$82,633.16**	**2.1%**