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
THE CHARLES E. AND
MARY ELIZABETH SCRIPPS FOUNDATION, INC.

A Employer identification number
26-1541507

Number and street (or P O box number if mail is not delivered to street address) Room/suite
334 BEECHWOOD RD, SUITE 400

B Telephone number
859-655-4514

City or town, state, and ZIP code
FT. MITCHELL, KY 41017

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 9,584,455.

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

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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	277,794.	277,794.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<585,786.>			STATEMENT 1
	b Gross sales price for all assets on line 6a 3,996,514.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	<307,992.>	277,794.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	260.	0.		0.
	b Accounting fees				
	c Other professional fees STMT 4	65,844.	25,398.		0.
	17 Interest				
	18 Taxes STMT 5	2,120.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	29,497.	17,994.		115.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	97,721.	43,392.		115.
	25 Contributions, gifts, grants paid	433,000.			433,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	530,721.	43,392.		433,115.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<838,713.>			
	b **Net investment income** (if negative, enter -0-)		234,402.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
AUG 17 2011
OGDEN, UT

SCANNED AUG 17 2011

9/14 4

Part II Balance Sheets

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

		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	264,318.	47,745.	47,745.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	0.	437,496.	432,486.
	b Investments - corporate stock STMT 8	7,550,092.	6,487,878.	6,768,125.
	c Investments - corporate bonds STMT 9	1,794,504.	1,429,337.	1,504,518.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	387,464.	810,122.	831,581.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	9,996,378.	9,212,578.	9,584,455.
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			
	22 Other liabilities (describe ▶)			
	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.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9,996,378.	9,212,578.	
	30 **Total net assets or fund balances**	9,996,378.	9,212,578.	
	31 **Total liabilities and net assets/fund balances**	9,996,378.	9,212,578.	

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	9,996,378.
2	Enter amount from Part I, line 27a	2	<838,713.>
3	Other increases not included in line 2 (itemize) ▶ 2009 TAX REFUND	3	56,469.
4	Add lines 1, 2, and 3	4	9,214,134.
5	Decreases not included in line 2 (itemize) ▶ MISCELLANEOUS BASIS ADJUSTMENT	5	1,556.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,212,578.

023511
12-07-10

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				
b	SEE ATTACHED STATEMENTS			
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	3,996,514.		4,350,000.	<353,486.>

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				
b				
c				
d				
e				<353,486.>

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 — <353,486.>

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). If (loss), enter -0- in Part I, line 8 — 3 — N/A

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 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	409,035.	8,038,547.	.050884
2008	24,556.	9,336,903.	.002630
2007	0.	452,440.	.000000
2006			
2005			

2	**Total** of line 1, column (d)	2	.053514
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	.017838
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	9,000,312.
5	Multiply line 4 by line 3	5	160,548.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,344.
7	Add lines 5 and 6	7	162,892.
8	Enter qualifying distributions from Part XII, line 4	8	433,115.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see 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	2,344.
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	2,344.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	2,344.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,120.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	5,120.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,776.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶		2,776. Refunded ▶	11	0.

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 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
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? N/A	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 instructions) ▶ NV			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ TRACY TUNNEY WARD Telephone no ▶859-581-5758 Located at ▶334 BEECHWOOD ROAD, SUITE 400, FT. MITCHELL, KY ZIP+4 ▶41017			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	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 instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
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.)* N/A	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

023541
12-07-10

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)? ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **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? N/A ☐ 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? N/A **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.

(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 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
N/A	0.00	0.	0.	0.

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

023551
12-07-10

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
N/A		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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

023561 12-07-10

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	8,655,534.
b	Average of monthly cash balances		1b	481,839.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	9,137,373.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	9,137,373.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	137,061.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	9,000,312.
6	**Minimum investment return.** Enter 5% of line 5		6	450,016.

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

1	Minimum investment return from Part X, line 6		1	450,016.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 2,344.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,344.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	447,672.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	447,672.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	447,672.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	433,115.
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	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	433,115.
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	5	2,344.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	430,771.

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.*

023571
12-07-10

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				447,672.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			395,098.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 433,115.				
a Applied to 2009, but not more than line 2a			395,098.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				38,017.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				409,655.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV Private Operating Foundations (see 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					
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 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).)

MRS. MARY ELIZABETH SCRIPPS BYRNE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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 12				
Total			▶ 3a	433,000.
b *Approved for future payment*				
NONE				
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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	277,794.	
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			18	<585,786.>	
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)		0.		<307,992.>	0.

13 Total. Add line 12, columns (b), (d), and (e) .... 13 <307,992.>

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

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

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

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
		N/A	

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
N/A		

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: [signature] Date: 8/11/2011 Title: TREASURER

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TRACY TUNNEY WARD	Tracy Tunney Ward	8/11/11		

Firm's name ▶ MIRAMAR SERVICES, INC. Firm's EIN ▶

Firm's address ▶ 334 BEECHWOOD ROAD, SUITE 400
FT. MITCHELL, KY 41017-2086 Phone no. (859) 581-5758

023622
04-26-11

THE CHARLES E. AND MARY ELIZABETH SCRIPPS FOUNDATION, INC.

CONTINUATION FOR 990-PF, PART IV

26-1541507

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	CASH RECEIVED ON MERGER OF PEPSICO	P	05/08/08	03/04/10
b	130 SHS AMGEN, INC.	P	10/15/09	03/03/10
c	180 SHS AMGEN, INC.	P	05/08/08	03/03/10
d	330 SHS AMERIPRISE FINANCIAL	P	05/08/08	03/19/10
e	300 SHS CIGNA CORP	P	05/08/08	03/19/10
f	245 SHS COVIDIEN PLC	P	05/08/08	03/19/10
g	200 SHS HOME DEPOT INC.	P	12/02/09	03/19/10
h	285 SHS HEINZ HJ CO	P	05/08/08	03/19/10
i	1100 SHS SARA LEE CORP	P	11/12/08	03/19/10
j	110 SHS STATE STREET CORP	P	05/21/08	03/19/10
k	310 SHS WELLPOINT INC. NEW	P	05/08/08	03/19/10
l	500 SHS CIGNA CORP	P	05/08/08	04/07/10
m	1800 SHS CIGNA CORP	D	01/14/08	04/07/10
n	50,000 BELLSOUTH CAP FDG CORP 7.75%, 2/15/2010	P	12/02/08	02/16/10
o	100,000 FIFTH THIRD BANK 4.2%, 02/23/10	P	08/12/08	02/23/10

	(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	7,934.			7,934.
b	7,423.		8,012.	<589.>
c	10,278.		7,598.	2,680.
d	14,554.		15,940.	<1,386.>
e	11,097.		12,362.	<1,265.>
f	12,561.		12,083.	478.
g	6,480.		5,645.	835.
h	13,515.		13,534.	<19.>
i	15,260.		10,655.	4,605.
j	5,095.		7,921.	<2,826.>
k	20,224.		16,388.	3,836.
l	18,079.		20,604.	<2,525.>
m	65,083.		65,588.	<505.>
n	50,000.		50,000.	0.
o	100,000.		97,985.	2,015.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				7,934.
b				<589.>
c				2,680.
d				<1,386.>
e				<1,265.>
f				478.
g				835.
h				<19.>
i				4,605.
j				<2,826.>
k				3,836.
l				<2,525.>
m				<505.>
n				0.
o				2,015.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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	100,000 ANHEUSER BUSCH COS INC NT 5.75% 4/1/2010	P	06/13/08	04/01/10
b	305 SHS CAREFUSION	P	05/08/08	04/07/10
c	295 SHS CAREFUSION	P	05/08/08	04/08/10
d	387.5 SHS CAREFUSION	P	05/08/08	04/09/10
e	265 SHS AMERIPRISE FINANCIAL	P	05/08/08	04/14/10
f	350 SHS EMERSON ELECTRIC	P	05/08/08	04/14/10
g	25 SHS EMERSON ELECTRIC	D	01/14/08	04/14/10
h	570 SHS LINCOLN NATIONAL CORP	P	05/08/08	04/14/10
i	20 SHS MICROSOFT CORP.	P	05/08/10	04/14/10
j	575 SHS MICROSOFT CORP.	D	01/14/08	04/14/10
k	210 SHS SHERWIN WILLIAMS	D	01/14/08	04/14/10
l	270 SHS STATE STREET CORP	P	05/21/08	04/14/10
m	555 SHS TEXAS INSTRUMENTS	P	05/08/08	04/14/10
n	200 SHS UNITED TECHNOLOGIES	P	05/08/08	04/14/10
o	1345 SHS CONSTELLATION ENERGY	P	05/08/08	04/22/10

	(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	100,000.		100,971.	<971.>
b	8,013.		9,184.	<1,171.>
c	7,736.		8,883.	<1,147.>
d	10,259.		11,669.	<1,410.>
e	12,781.		12,801.	<20.>
f	18,089.		19,285.	<1,196.>
g	1,292.		756.	536.
h	18,560.		30,455.	<11,895.>
i	615.		586.	29.
j	17,689.		1,532.	16,157.
k	15,211.		9,019.	6,192.
l	12,874.		19,441.	<6,567.>
m	14,869.		16,605.	<1,736.>
n	14,778.		14,824.	<46.>
o	49,808.		108,595.	<58,787.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<971.>
b				<1,171.>
c				<1,147.>
d				<1,410.>
e				<20.>
f				<1,196.>
g				536.
h				<11,895.>
i				29.
j				16,157.
k				6,192.
l				<6,567.>
m				<1,736.>
n				<46.>
o				<58,787.>

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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	2000 SHS FOREST LABS	P	05/08/08	04/22/10
b	500 SHS OMNICOM GROUP	P	05/08/08	04/22/10
c	895 SHS VERIZON COMMUNICATION	P	05/08/08	04/22/10
d	1750 SHS VERIZON COMMUNCATION	D	01/14/08	04/22/10
e	1000 SHS ISHARES MSCI EAFE INDEX MUTUAL FUND	P	05/08/08	04/22/10
f	2000 SHS ISHARES MSCI EAFE INDEX FUND	P	05/08/08	05/07/10
g	265 CONOCOPHILLIPS COM	D	VARIOUS	05/12/10
h	500 SHS CISCO SYSTEMS	P	02/10/09	05/12/10
i	960 SHS ISHARES MSCI EAFE INDEX FUND	P	05/08/08	05/12/10
j	455 SHS HOME DEPO, INC.	P	12/02/09	05/12/10
k	435 SHS INTEL CORP.	P	06/11/08	05/12/10
l	645 SHS NEWELL RUBBERMAID, INC.	P	05/08/08	05/12/10
m	185 SHS PPG INDUSTRIES, INC.	P	05/08/08	05/12/10
n	135 SHS SHERMIN WILLIAMS CO.	D	01/14/08	05/12/10
o	155 SHS VF CORP	P	05/08/08	05/12/10

	(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	54,306.		68,457.	<14,151.>
b	21,228.		24,128.	<2,900.>
c	25,877.		34,269.	<8,392.>
d	50,598.		57,733.	<7,135.>
e	55,574.		76,740.	<21,166.>
f	97,923.		153,480.	<55,557.>
g	15,240.		17,574.	<2,334.>
h	13,320.		8,057.	5,263.
i	49,958.		73,670.	<23,712.>
j	16,198.		12,843.	3,355.
k	10,011.		9,675.	336.
l	10,935.		13,139.	<2,204.>
m	12,427.		11,674.	753.
n	10,789.		5,797.	4,992.
o	13,070.		11,459.	1,611.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				<14,151.>
b				<2,900.>
c				<8,392.>
d				<7,135.>
e				<21,166.>
f				<55,557.>
g				<2,334.>
h				5,263.
i				<23,712.>
j				3,355.
k				336.
l				<2,204.>
m				753.
n				4,992.
o				1,611.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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	1500 SHS BP PLC SPONS ADR	P	03/26/10	05/18/10
b	8275 SHS ISHARES MSCI EAFE INDEX FUND	P	05/08/08	06/15/10
c	5905 SHS ISHARES MSCI EAFE INDEX FUND	D	01/14/08	06/15/10
d	75,000 FEDERAL HOME LOAN MTG CORP 4.0% 7/28/16	P	03/19/08	04/28/10
e	50,000 FEDERAL HOME LN BKS 5.0% 5/14/18	P	03/19/10	05/14/10
f	100,000 FEDERAL HOME LN BKS 4.7% 5/14/15	P	04/27/10	05/24/10
g	75,000 FED FARM CR BKS CONS SYS 3.85% 6/3/15	P	03/19/10	06/03/10
h	35,000 FED HOME LN MGT CORP 4% 12/15/16	P	05/07/10	06/16/10
i	100,000 FED FARM CR BKS CONS 3.75% 6/17/14	P	04/26/10	06/17/10
j	100,000 FED FARM CR BKS CONS 4.25% 6/23/16	P	05/07/10	06/23/10
k	50,000 VERISON GLOBAL FDG CORP 7.25% 12/1/10	P	12/05/08	07/07/10
l	50,000 AMGEN REV 6.15% 6/1/2018	P	06/11/09	07/07/10
m	2,935 SHS ISHARES BARCLAYS AGGREGATE	P	VARIOUS	07/07/10
n	3,300 VANGUARD EUROP PACIFIC ETF	P	06/15/10	07/07/10
o	50,000 FEDERAL HOME LN MTG CORP 3.1% 2/3/15	P	07/07/10	08/03/10

	(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	69,154.		85,079.	<15,925.>
b	419,756.		635,024.	<215,268.>
c	299,536.		331,131.	<31,595.>
d	75,000.		75,251.	<251.>
e	50,000.		50,350.	<350.>
f	100,000.		100,386.	<386.>
g	75,000.		75,476.	<476.>
h	35,000.		35,245.	<245.>
i	100,000.		100,464.	<464.>
j	100,000.		100,000.	0.
k	51,361.		50,542.	819.
l	58,836.		53,218.	5,618.
m	314,043.		308,071.	5,972.
n	101,441.		103,343.	<1,902.>
o	50,000.		50,067.	<67.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				<15,925.>
b				<215,268.>
c				<31,595.>
d				<251.>
e				<350.>
f				<386.>
g				<476.>
h				<245.>
i				<464.>
j				0.
k				819.
l				5,618.
m				5,972.
n				<1,902.>
o				<67.>

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

023591
05-01-10

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	65,000 FEDERAL HOME LN BKS 4% 8/17/16	P	05/07/10	08/17/10
b	100,000 FEDERAL HOME LN BKS 3.25% 11/19/15	P	07/13/10	08/19/10
c	50,000 FEDERAL NATL MTG ASSN 4.4% 5/28/19	P	07/07/10	08/30/10
d	100,000 FEDERAL NATL MTG ASSN 3.0% 9/15/14	P	07/07/10	09/15/10
e	100,000 FFCB BOND 3.875% 12/17/18	P	07/21/10	09/17/10
f	100,000 FEDERAL HOME LN BKS 3% 1/27/2015	P	10/19/10	10/28/10
g	100 SHS FREEPORT-MCMORAN COPPER	P	09/23/08	10/26/10
h	400 SHS HJ HEINZ CO.	P	05/08/08	10/26/10
i	100 SHS PARKER HANNIFIN CORP	D	12/27/07	10/26/10
j	100,000 FEDERAL HOME LN BKS 3% 8/10/18	P	10/26/10	11/10/10
k	100,000 FEDERAL HOME LN BKS 6/3/15	P	10/19/10	12/13/10
l	165 SHS APACHE CORP	P	07/08/09	12/14/10
m	110 SHS FREEPORT MCMORAN	P	09/23/08	12/14/10
n	190 SHS FREEPORT MCMORAN	D	12/27/07	12/14/10
o	350 SHS HONEYWELL INTL	D	12/27/07	12/14/10

	(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	65,000.		65,646.	<646.>
b	100,000.		100,282.	<282.>
c	50,000.		50,238.	<238.>
d	100,000.		100,340.	<340.>
e	100,000.		100,502.	<502.>
f	100,000.		100,052.	<52.>
g	9,779.		7,180.	2,599.
h	19,740.		18,995.	745.
i	7,645.		4,118.	3,527.
j	100,000.		100,070.	<70.>
k	100,000.		100,295.	<295.>
l	19,267.		11,150.	8,117.
m	12,735.		7,898.	4,837.
n	21,996.		11,702.	10,294.
o	18,407.		13,976.	4,431.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
a				<646.>
b				<282.>
c				<238.>
d				<340.>
e				<502.>
f				<52.>
g				2,599.
h				745.
i				3,527.
j				<70.>
k				<295.>
l				8,117.
m				4,837.
n				10,294.
o				4,431.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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	145 SHS INTERNATIONAL BUSINESS MACHINES	D	01/14/08	12/14/10
b	200 SHS OCCIDENTAL PETROLEUM CORP.	P	05/08/08	12/14/10
c	310 SHS PARKER HANNIFIN CORP	D	12/27/07	12/14/10
d	1485 SHS SARA LEE CORP	P	11/12/08	12/14/10
e	200 SHS ISHARES BARCLAYS TIPS BOND	P	07/07/10	12/14/10
f	370 SHS TRAVELERS CO	P	05/08/08	12/14/10
g	655 SHS TEXAS INSTRUMENTS	P	05/08/08	12/14/10
h	.50 SHS CAREFUSION CORP	P	09/08/09	04/09/10
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

	(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	21,148.		12,234.	8,914.
b	18,905.		17,398.	1,507.
c	26,778.		12,766.	14,012.
d	24,060.		14,384.	9,676.
e	21,158.		21,124.	34.
f	20,532.		18,781.	1,751.
g	21,452.		19,597.	1,855.
h	13.		9.	4.
i	1,161.			1,161.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				8,914.
b				1,507.
c				14,012.
d				9,676.
e				34.
f				1,751.
g				1,855.
h				4.
i				1,161.
j				
k				
l				
m				
n				
o				

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	<353,486.>
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CASH RECEIVED ON MERGER OF PEPSICO	PURCHASED	05/08/08	03/04/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,934.	0.	0.	0.	7,934.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
130 SHS AMGEN, INC.	PURCHASED	10/15/09	03/03/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,423.	8,012.	0.	0.	<589.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
180 SHS AMGEN, INC.	PURCHASED	05/08/08	03/03/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,278.	7,598.	0.	0.	2,680.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
330 SHS AMERIPRISE FINANCIAL	PURCHASED	05/08/08	03/19/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,554.	15,940.	0.	0.	<1,386.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
300 SHS CIGNA CORP	PURCHASED	05/08/08	03/19/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,097.	12,362.	0.	0.	<1,265.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
245 SHS COVIDIEN PLC	PURCHASED	05/08/08	03/19/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,561.	12,083.	0.	0.	478.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SHS HOME DEPOT INC.	PURCHASED	12/02/09	03/19/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,480.	5,645.	0.	0.	835.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
285 SHS HEINZ HJ CO	PURCHASED	05/08/08	03/19/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,515.	13,534.	0.	0.	<19.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1100 SHS SARA LEE CORP	PURCHASED	11/12/08	03/19/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,260.	10,655.	0.	0.	4,605.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
110 SHS STATE STREET CORP	PURCHASED	05/21/08	03/19/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,095.	7,921.	0.	0.	<2,826.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
310 SHS WELLPOINT INC. NEW	PURCHASED	05/08/08	03/19/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,224.	16,388.	0.	0.	3,836.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS CIGNA CORP	PURCHASED	05/08/08	04/07/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
18,079.	20,604.	0.	0.	<2,525.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1800 SHS CIGNA CORP	DONATED	01/14/08	04/07/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
65,083.	99,612.	0.	0.	<34,529.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50,000 BELLSOUTH CAP FDG CORP 7.75%, 2/15/2010	PURCHASED	12/02/08	02/16/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,000.	50,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100,000 FIFTH THIRD BANK 4.2%, 02/23/10	PURCHASED	08/12/08	02/23/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	97,985.	0.	0.	2,015.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100,000 ANHEUSER BUSCH COS INC NT 5.75% 4/1/2010	PURCHASED	06/13/08	04/01/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	100,971.	0.	0.	<971.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
305 SHS CAREFUSION	PURCHASED	05/08/08	04/07/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,013.	9,184.	0.	0.	<1,171.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
295 SHS CAREFUSION	PURCHASED	05/08/08	04/08/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,736.	8,883.	0.	0.	<1,147.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
387.5 SHS CAREFUSION	PURCHASED	05/08/08	04/09/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,259.	11,669.	0.	0.	<1,410.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
265 SHS AMERIPRISE FINANCIAL	PURCHASED	05/08/08	04/14/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,781.	12,801.	0.	0.	<20.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
350 SHS EMERSON ELECTRIC	PURCHASED	05/08/08	04/14/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
18,089.	19,285.	0.	0.	<1,196.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
25 SHS EMERSON ELECTRIC	DONATED	01/14/08	04/14/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,292.	1,296.	0.	0.	<4.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
570 SHS LINCOLN NATIONAL CORP	PURCHASED	05/08/08	04/14/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
18,560.	30,455.	0.	0.	<11,895.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
20 SHS MICROSOFT CORP.	PURCHASED	05/08/10	04/14/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
615.	586.	0.	0.	29.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
575 SHS MICROSOFT CORP.	DONATED	01/14/08	04/14/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,689.	19,740.	0.	0.	<2,051.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
210 SHS SHERWIN WILLIAMS	DONATED	01/14/08	04/14/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,211.	11,676.	0.	0.	3,535.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
270 SHS STATE STREET CORP	PURCHASED	05/21/08	04/14/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,874.	19,441.	0.	0.	<6,567.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
555 SHS TEXAS INSTRUMENTS	PURCHASED	05/08/08	04/14/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,869.	16,605.	0.	0.	<1,736.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SHS UNITED TECHNOLOGIES	PURCHASED	05/08/08	04/14/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,778.	14,824.	0.	0.	<46.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1345 SHS CONSTELLATION ENERGY	PURCHASED	05/08/08	04/22/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
49,808.	108,595.	0.	0.	<58,787.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2000 SHS FOREST LABS	PURCHASED	05/08/08	04/22/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
54,306.	68,457.	0.	0.	<14,151.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS OMNICOM GROUP	PURCHASED	05/08/08	04/22/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,228.	24,128.	0.	0.	<2,900.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
895 SHS VERIZON COMMUNICATION	PURCHASED	05/08/08	04/22/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25,877.	34,269.	0.	0.	<8,392.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1750 SHS VERIZON COMMUNCATION	DONATED	01/14/08	04/22/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,598.	74,711.	0.	0.	<24,113.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 SHS ISHARES MSCI EAFE INDEX MUTUAL FUND	PURCHASED	05/08/08	04/22/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
55,574.	76,740.	0.	0.	<21,166.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2000 SHS ISHARES MSCI EAFE INDEX FUND	PURCHASED	05/08/08	05/07/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
97,923.	153,480.	0.	0.	<55,557.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
265 CONOCOPHILLIPS COM	DONATED	VARIOUS	05/12/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,240.	23,551.	0.	0.	<8,311.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS CISCO SYSTEMS	PURCHASED	02/10/09	05/12/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,320.	8,057.	0.	0.	5,263.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
960 SHS ISHARES MSCI EAFE INDEX FUND	PURCHASED	05/08/08	05/12/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
49,958.	73,670.	0.	0.	<23,712.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
455 SHS HOME DEPO, INC.	PURCHASED	12/02/09	05/12/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,198.	12,843.	0.	0.	3,355.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
435 SHS INTEL CORP.	PURCHASED	06/11/08	05/12/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,011.	9,675.	0.	0.	336.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
645 SHS NEWELL RUBBERMAID, INC.	PURCHASED	05/08/08	05/12/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,935.	13,139.	0.	0.	<2,204.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
185 SHS PPG INDUSTRIES, INC.	PURCHASED	05/08/08	05/12/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,427.	11,674.	0.	0.	753.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
135 SHS SHERMIN WILLIAMS CO.	DONATED	01/14/08	05/12/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,789.	7,506.	0.	0.	3,283.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
155 SHS VF CORP	PURCHASED	05/08/08	05/12/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,070.	11,459.	0.	0.	1,611.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1500 SHS BP PLC SPONS ADR	PURCHASED	03/26/10	05/18/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
69,154.	85,079.	0.	0.	<15,925.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
8275 SHS ISHARES MSCI EAFE INDEX FUND	PURCHASED	05/08/08	06/15/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
419,756.	635,024.	0.	0.	<215,268.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5905 SHS ISHARES MSCI EAFE INDEX FUND	DONATED	01/14/08	06/15/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
299,536.	450,699.	0.	0.	<151,163.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75,000 FEDERAL HOME LOAN MTG CORP 4.0% 7/28/16	PURCHASED	03/19/08	04/28/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
75,000.	75,251.	0.	0.	<251.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50,000 FEDERAL HOME LN BKS 5.0% 5/14/18	PURCHASED	03/19/10	05/14/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,000.	50,350.	0.	0.	<350.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100,000 FEDERAL HOME LN BKS 4.7% 5/14/15	PURCHASED	04/27/10	05/24/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	100,386.	0.	0.	<386.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75,000 FED FARM CR BKS CONS SYS 3.85% 6/3/15	PURCHASED	03/19/10	06/03/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
75,000.	75,476.	0.	0.	<476.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
35,000 FED HOME LN MGT CORP 4% 12/15/16	PURCHASED	05/07/10	06/16/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
35,000.	35,245.	0.	0.	<245.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100,000 FED FARM CR BKS CONS 3.75% 6/17/14	PURCHASED	04/26/10	06/17/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	100,464.	0.	0.	<464.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100,000 FED FARM CR BKS CONS 4.25% 6/23/16	PURCHASED	05/07/10	06/23/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	100,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50,000 VERISON GLOBAL FDG CORP 7.25% 12/1/10	PURCHASED	12/05/08	07/07/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
51,361.	50,542.	0.	0.	819.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50,000 AMGEN REV 6.15% 6/1/2018	PURCHASED	06/11/09	07/07/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
58,836.	53,218.	0.	0.	5,618.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,935 SHS ISHARES BARCLAYS AGGREGATE	PURCHASED	VARIOUS	07/07/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
314,043.	308,071.	0.	0.	5,972.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,300 VANGUARD EUROP PACIFIC ETF	PURCHASED	06/15/10	07/07/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
101,441.	103,343.	0.	0.	<1,902.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50,000 FEDERAL HOME LN MTG CORP 3.1% 2/3/15	PURCHASED	07/07/10	08/03/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,000.	50,067.	0.	0.	<67.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
65,000 FEDERAL HOME LN BKS 4% 8/17/16	PURCHASED	05/07/10	08/17/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
65,000.	65,646.	0.	0.	<646.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100,000 FEDERAL HOME LN BKS 3.25% 11/19/15	PURCHASED	07/13/10	08/19/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	100,282.	0.	0.	<282.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50,000 FEDERAL NATL MTG ASSN 4.4% 5/28/19	PURCHASED	07/07/10	08/30/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,000.	50,238.	0.	0.	<238.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100,000 FEDERAL NATL MTG ASSN 3.0% 9/15/14	PURCHASED	07/07/10	09/15/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	100,340.	0.	0.	<340.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100,000 FFCB BOND 3.875% 12/17/18	PURCHASED	07/21/10	09/17/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	100,502.	0.	0.	<502.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100,000 FEDERAL HOME LN BKS 3% 1/27/2015	PURCHASED	10/19/10	10/28/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	100,052.	0.	0.	<52.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS FREEPORT-MCMORAN COPPER	PURCHASED	09/23/08	10/26/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,779.	7,180.	0.	0.	2,599.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
400 SHS HJ HEINZ CO.	PURCHASED	05/08/08	10/26/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,740.	18,995.	0.	0.	745.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS PARKER HANNIFIN CORP	DONATED	12/27/07	10/26/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,645.	7,588.	0.	0.	57.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100,000 FEDERAL HOME LN BKS 3% 8/10/18	PURCHASED	10/26/10	11/10/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	100,070.	0.	0.	<70.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100,000 FEDERAL HOME LN BKS 6/3/15	PURCHASED	10/19/10	12/13/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	100,295.	0.	0.	<295.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
165 SHS APACHE CORP	PURCHASED	07/08/09	12/14/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,267.	11,150.	0.	0.	8,117.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
110 SHS FREEPORT MCMORAN	PURCHASED	09/23/08	12/14/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,735.	7,898.	0.	0.	4,837.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
190 SHS FREEPORT MCMORAN	DONATED	12/27/07	12/14/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,996.	19,870.	0.	0.	2,126.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
350 SHS HONEYWELL INTL	DONATED	12/27/07	12/14/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
18,407.	21,452.	0.	0.	<3,045.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
145 SHS INTERNATIONAL BUSINESS MACHINES	DONATED	01/14/08	12/14/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,148.	15,002.	0.	0.	6,146.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SHS OCCIDENTAL PETROLEUM CORP.	PURCHASED	05/08/08	12/14/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
18,905.	17,398.	0.	0.	1,507.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
310 SHS PARKER HANNIFIN CORP	DONATED	12/27/07	12/14/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,778.	23,523.	0.	0.	3,255.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1485 SHS SARA LEE CORP	PURCHASED	11/12/08	12/14/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
24,060.	14,384.	0.	0.	9,676.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SHS ISHARES BARCLAYS TIPS BOND	PURCHASED	07/07/10	12/14/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,158.	21,124.	0.	0.	34.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
370 SHS TRAVELERS CO	PURCHASED	05/08/08	12/14/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,532.	18,781.	0.	0.	1,751.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
655 SHS TEXAS INSTRUMENTS	PURCHASED	05/08/08	12/14/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,452.	19,597.	0.	0.	1,855.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
.50 SHS CAREFUSION CORP	PURCHASED	09/08/09	04/09/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13.	9.	0.	0.	4.

CAPITAL GAINS DIVIDENDS FROM PART IV	1,161.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<585,786.>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS DIVIDEND	163,891.	0.	163,891.
VARIOUS INTEREST	115,064.	0.	115,064.
TOTAL TO FM 990-PF, PART I, LN 4	278,955.	0.	278,955.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BAKER & HOSTETLER	260.	0.		0.
TO FM 990-PF, PG 1, LN 16A	260.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS INVESTMENT MANAGEMENT FEES	25,398.	25,398.		0.
MIRAMAR ADMINISTRATIVE FEE	40,446.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	65,844.	25,398.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2010 ESTIMATED TAXES PAID	2,120.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,120.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DIRECTORS AND OFFICERS INSURANCE	1,250.	0.		0.
POSTAGE	115.	0.		115.
ACCRUED INTEREST PAID	17,994.	17,994.		0.
BOND AMORTIZATION	10,138.	0.		0.
TO FORM 990-PF, PG 1, LN 23	29,497.	17,994.		115.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
100000 FED NATL MTG ASSOC 4% 1/20/17	X		101,476.	100,151.
100000 FED NATL MTG ASSOC 3% 1/28/15	X		100,737.	100,192.
35000 FED HOME LN MTG 3% 2/15/16	X		35,268.	35,102.
100000 FED FARM CR BKS 2.8% 9/7/18	X		99,975.	97,035.
100000 FED HOME LN BKS 3.05% 6/23/16	X		100,040.	100,006.
TOTAL U.S. GOVERNMENT OBLIGATIONS			437,496.	432,486.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			437,496.	432,486.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
642 SHS CONOCOPHILLIPS	57,054.	43,720.
922 SHS DEVON ENERGY	83,819.	72,386.
1071 SHS EXXON MOBIL	101,027.	78,312.
716 SHS FREEPORT COPPER	74,879.	85,984.
1470 SHS HONEYWELL INTL	90,096.	78,145.
887 SHS PARKER HANNIFIN	67,305.	76,548.
2725 ALLSTATE CORP	72,548.	86,873.

1695 AMERIPRISE FINCL	72,607.	97,547.
1350 AMGEN	56,988.	74,115.
2755 AT & T INC.	67,980.	80,941.
2430 BANK OF NEW YORK MELLON	107,698.	73,386.
1975 CARDINAL HEALTH INC	77,548.	75,662.
1070 CHEVRON TEXACO	89,387.	97,638.
1800 CIGNA CORP	0.	0.
800 CIGNA CORP	0.	0.
1590 COMPUTER SCIENCES CORP	69,784.	78,864.
1345 CONSTELLATION ENERGY	0.	0.
1700 COVIDIEN PLC	83,841.	77,622.
2080 EDISON INT'L	107,602.	80,288.
1575 EMERSON ELECTRIC	81,632.	90,043.
350 EMERSON ELECTRIC	0.	0.
865 FOREST LABS	29,608.	27,663.
1100 GENERAL DYNAMICS CORP	95,612.	78,056.
70 GENERAL DYNAMICS CORP	6,416.	4,967.
1425 HEINZ H J CO	66,149.	70,481.
685 HEINZ H J CO	0.	0.
1775 HEWLETT PACKARD	82,342.	74,728.
3475 INTEL CORP	77,285.	73,079.
530 INTERNATIONAL BUSINESS MACHINES	54,834.	77,783.
5905 ISHARES EAFE INDEX FUND	0.	0.
12235 ISHARES EAFE INDEX FUND	0.	0.
1800 JP MORGAN CHASE	83,808.	76,356.
1100 JOHNSON & JOHNSON	74,580.	68,035.
285 JOHNSON & JOHNSON	19,061.	17,627.
1400 KIMBERLY CLARK CORP	88,315.	88,256.
3375 KROGER CO	89,977.	75,465.
2485 LINCOLN NATIONAL CORP	85,562.	69,108.
2625 MICROSOFT CORP	90,100.	73,264.
20 MICROSOFT CORP	0.	0.
1875 MIDCAP SPIDER TRUST	272,859.	308,755.
2010 MIDCAP SPIDER TRUST	305,567.	331,007.
6010 NASDAQ	286,437.	327,305.
3515 NASDAQ	176,715.	191,427.
4700 NEWELL RUBBERMAID	95,745.	85,466.
820 OCCIDENTAL PETE	71,332.	80,442.
1745 OMNICOM GROUP	84,208.	79,921.
1500 PEPSI BOTTLING GP	0.	0.
4845 PFIZER INC	96,900.	84,836.
2815 PITNEY BOWES INC	107,306.	68,067.
1190 PPG INDUSTRIES INC	75,095.	100,043.
4715 SARA LEE CORP	45,670.	82,560.
1000 SHERWIN WILLIAMS	55,593.	83,750.
1730 STATE STREET CORP	96,034.	80,168.
4830 SYMANTEC CORP	96,117.	80,854.
2370 TEXAS INSTRS INC	70,910.	77,025.
1390 TRAVELERS CO	70,556.	77,437.
2780 TYCO ELECTRONICS LTD	107,127.	98,412.
1050 UNITED TECHNOLOGIES	75,658.	82,656.
50 UNITED TECHNOLOGIES CORP	3,706.	3,936.
945 VF CORP	69,863.	81,440.
1750 VERIZON COMMUN INC	0.	0.

895 VERIZON COMMUNIC INC	0.	0.
1330 WELLPOINT INC	70,307.	75,624.
7440 XEROX CORP	108,097.	85,709.
660 APACHE CORP	44,600.	78,692.
4000 CISCO SYSTEMS	68,717.	80,920.
450 GOLDMAN SACHS GROUP	77,874.	75,672.
2245 HOME DEPOT INC	63,369.	78,710.
1575 ITT INDUSTRIES INC	63,474.	82,073.
1310 PROCTER & GAMBLE CO	65,278.	84,272.
1565 WAL MART STORES INC	75,900.	84,400.
988 CAREFUSION CORP	0.	0.
745 CONOCOPHILLIPS	33,233.	50,735.
2180 SHS CANADIAN NATL RES LTD	85,819.	96,836.
19655 SHS VANGUARD EUROPE PACIFIC	615,516.	710,528.
1500 ARCHER DANIELS MIDLAND	50,068.	45,120.
1200 TEVA PHARMACEUTICALS	63,043.	62,556.
3200 SHS ISHARES TRUST S & P US	121,457.	124,160.
1745 SHS ISHARES JP MORGAN	184,160.	186,855.
1188 PEPSICO	74,822.	77,612.
1035 SHS BANK OF NOVA SCOTIA	53,302.	59,202.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,487,878.	6,768,125.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
50000 GENERAL ELEC 5.72% 8/22/11	50,750.	51,391.
50000 KEYCORP 6.5% 5/14/13	49,568.	54,286.
100000 LINCOLN NATL 5.65% 8/27/12	100,500.	106,372.
100000 ANHEUSER BUSCH 5.75% DUE 4/1/10	0.	0.
50000 BELLSOUTH 7.75% 2/15/10	0.	0.
50000 CG&E 5.7% 9/15/12	49,977.	53,834.
100000 FIFTH THIRD 4.2% 2/23/10	0.	0.
100000 GE 5.5% 11/15/11	100,434.	101,408.
50000 GENERAL MILLS 6.0% 2/15/12	50,555.	52,721.
50000 JP MORGAN 6.625% 3/15/12	51,256.	53,150.
100000 JP MORGAN 6.75% 2/1/11	103,279.	100,441.
50000 VERIZON 7.25% 12/1/10	0.	0.
50000 ABBOTT LABS	53,008.	57,720.
50000 ALLSTATE 6.2% 5/16/14	51,647.	56,546.
50000 AMGEN 6.15% 6/1/18	0.	0.
25000 AT&T 5.6% 5/15/18	25,377.	27,894.
50000 AT&T 6.7% 11/15/13	53,127.	56,809.
50000 BERKSHIRE HATHAWAY	51,491.	54,853.
45000 CONSOL EDISON 5.5% 9/15/16	45,742.	50,643.
50000 DUKE ENERGY 6.25% 1/15/12	51,737.	52,785.
55000 EMERSON ELEC 5.375% 10/15/17	56,168.	61,617.
29000 LOWES 5.4% 10/16/16	29,665.	32,977.
50000 LOWES 5.6% 9/15/12	51,381.	53,947.

25000 MIDAMERICAN ENERGY 5.3%	25,451.	27,750.
50000 PACIFIC GAS & ELEC 4.2%	50,119.	50,284.
50000 PPG INDS 6.875% 2/15/12	51,337.	52,676.
50000 SBC COMMUN 6.25% 3/15/11	50,533.	50,559.
50000 ST PAUL TRAVELERS 5.5%	50,840.	56,123.
75000 WALT DISNEY 4.7% 12/1/12	77,945.	80,397.
95000 WYETH 5.45% 4/1/17	97,450.	107,335.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,429,337.	1,504,518.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
6248.39 VANGUARD EMERG MKTS	COST	230,728.	239,501.
1090 ISHARES BARCLAYS TIPS	COST	114,474.	117,197.
4140 ISHARES IBOXX CORP BOND	COST	364,920.	373,801.
2637.159 SHS VANGUARD EMERGING MKTS	COST	100,000.	101,082.
TOTAL TO FORM 990-PF, PART II, LINE 13		810,122.	831,581.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MRS. MARY ELIZABETH SCRIPPS BYRNE 334 BEECHWOOD ROAD, SUITE 400 FT MITCHELL, KY 41017	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
MR. BEN BRESLIN 334 BEECHWOOD ROAD, SUITE 400 FT MITCHELL, KY 41017	DIRECTOR 1.00	0.	0.	0.
MR. ANDREW BRESLIN 334 BEECHWOOD ROAD, SUITE 400 FT MITCHELL, KY 41017	DIRECTOR 1.00	0.	0.	0.
MR. DONALD E. MEIHAUS 334 BEECHWOOD ROAD, SUITE 400 FT MITCHELL, KY 41017	TREASURER/DIRECTOR 1.00	0.	0.	0.
MR. BRUCE W. SANFORD 334 BEECHWOOD ROAD, SUITE 400 FT MITCHELL, KY 41017	SECRETARY/DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AVE MARIA UNIVERSITY 5050 AVE MARIA BLVD AVE MARIA, FL 34142	NONE FINANCIAL AID FOR STUDENTS	PUBLIC CHARITY	20,000.
AVE MARIA UNIVERSITY 5050 AVE MARIA BLVD AVE MARIA, FL 34142	NONE ROSARY SCHOLARSHIP	PUBLIC CHARITY	10,000.
BOYS & GIRLS CLUB OF COLLIER COUNTY PO BOX 8896 NAPLES, FL 34101	NONE GENERAL PURPOSES	PUBLIC CHARITY	10,000.
CASA FOR KIDS 317 SHELBY ST SUITE 206 KINGSPORT, TN 37660	NONE $25,000/COMPUTER UPGRADES; $25,000/OFFICE SPACE	PUBLIC CHARITY	50,000.
FREESTORE FOODBANK 1250 TENNESSEE AVE CINCINNATI, OH 45229	NONE GENERAL PUPOSES	PUBLIC CHARITY	10,000.
FURMAN UNIVERSITY 3300 POINSETT HIGHWAY GREENVILLE, SC 29613	NONE GENERAL PUPOSES	PUBLIC CHARITY	6,000.
GREATER CHICAGO FOOD DEPOSITORY 4100 W ANN LURIE PLACE CHICAGO, IL 60632	NONE GENERAL PUPOSES	PUBLIC CHARITY	10,000.
HARRY CHAPIN FOOD BANK 3760 FOWLER STREET FT MYERS, FL 33901	NONE GENERAL PUPOSES	PUBLIC CHARITY	10,000.

HOUSE OF GOOD SHEPHERD 1114 W GRACE STREET CHICAGO, IL 60613	NONE GENERAL PUPOSES	PUBLIC CHARITY	25,000.
HUMANE SOCIETY OF NAPLES 370 AIRPORT-PULLING ROAD NAPLES, FL 34104	NONE GENERAL PUPOSES	PUBLIC CHARITY	5,000.
KENTUCKY GATEWAY MUSEUM CENTER 215 SUTTON STREET MAYSVILLE, KY 41056	NONE READ ON PROGRAM	PUBLIC CHARITY	10,000.
MAYSVILLE PLAYERS PO BOX 537 MAYSVILLE, KY 41056	NONE TECHNOLOGY UPGRADE AND SUMMER YOUTH PROGRAM	PUBLIC CHARITY	32,000.
MERCY HOME FOR BOYS & GIRLS 1140 W JACKSON BLVD CHICAGO, IL 60607	NONE CONTRIBUTION FOR NEW KITCHEN, DINING HALL AND LEARING CENTER	PUBLIC CHARITY	60,000.
OSCEOLA ELEMENTARY SCHOOL 5770 OSCEOLA TRAIL NAPLES, FL 34109	NONE EXPANSION OF READING PROGRAM TO 4 GRADE LEVELS	PUBLIC CHARITY	10,000.
SALVATION ARMY 114 E CENTRAL PARKWAY CINCINNATI, OH 45201	NONE EMERGENCY ASSISTANCE PROGRAM	PUBLIC CHARITY	25,000.
SECOND HARVEST FOOD BANK OF NE TENNESSEE PO BOX 3327 JOHNSON CITY, TN 37602	NONE GENERAL PUPOSES	PUBLIC CHARITY	10,000.
RETIRED SISTERS OF PROVIDENCE FUND 1 SISTERS OF PROVIDENCE ST MARY OF THE WOODS, IN 47834	NONE FOR THE BENEFIT OF RETIRED SISTERS	PUBLIC CHARITY	10,000.
ST PATRICK CHURCH 110 SECOND STREET MAYSVILLE, KY 41056	NONE RECTORY RENOVATION	PUBLIC CHARITY	40,000.

ST PATRICK SCHOOOL 318 LIMESTONE STREET MAYSVILLE, KY 41056	NONE FOR TEXTBOOKS AND CLASSROOM SUPPLIES	PUBLIC CHARITY	50,000.
HOLY NAME CATHEDRAL 730 N. WABASH AVENUE CHICAGO, IL 60611	NONE RENOVATION LYNE RECTORY	PUBLIC CHARITY	10,000.
LIMESTONE MINISTERIES 18 EAST THIRD STREET MAYSVILLE, KY 41056	NONE GENERAL PURPOSES OF MASON COUNTY FOOD PANTRY	PUBLIC CHARITY	20,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			433,000.