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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

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

FIELD MEMORIAL TUW

A Employer identification number

31-1493045

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

Room/suite

101 N. MAIN STREET 2ND FLOOR

City or town, state, and ZIP code

B Telephone number (see page 10 of the instructions)

VERSAILLES, KY 40383

(800) 724-7974

Check type of organization:  Section 501(c)(3) exempt private foundationC If exemption application is pending, check here ►  Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationD 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 380,447. J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	9,560.	9,553.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	10,506.			
b Gross sales price for all assets on line 6a	148,509.			
7 Capital gain net income (from Part IV, line 2)		10,506.		
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	20,066.	20,059.		
13 Compensation of officers, directors, trustees, etc	5,455.	5,455.		
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)	3,184.	3,184.		
b Accounting fees (attach schedule)	770.	770.		
c Other professional fees (attach schedule)				
17 Interest	256.	38.		
18 Taxes (attach schedule) (see page 14 of the instructions)				
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)	850.	850.		
24 Total operating and administrative expenses	10,515.	10,297.		
Add lines 13 through 23				
25 Contributions, gifts, grants paid	19,600.			19,600.
26 Total expenses and disbursements Add lines 24 and 25	30,115.	10,297.		19,600.
27 Subtract line 26 from line 12:	-10,049.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		9,762.		
c Adjusted net income (if negative, enter -0-)				

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing . . . . .		17,425.	2,538.	2,538.
	2 Savings and temporary cash investments . . . . .				
	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) . . . . .	153,230.	157,352.	216,722.	
	c Investments - corporate bonds (attach schedule) . . . . .	156,642.	158,327.	161,187.	
	11 Investments - land, buildings, and equipment basis ►				
	Less: accumulated depreciation ►				
	(attach schedule)				
	12 Investments - mortgage loans . . . . .				
	13 Investments - other (attach schedule) . . . . .				
	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) . . . . .	327,297.	318,217.	380,447.	
	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) . . . . .				
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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. ► <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds . . . . .	327,297.	318,217.		
	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) . . . . .	327,297.	318,217.		
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	327,297.	318,217.		

## 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	327,297.
2 Enter amount from Part I, line 27a . . . . .	2	-10,049.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 6	3	1,000.
4 Add lines 1, 2, and 3 . . . . .	4	318,248.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 7	5	31.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	318,217.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a SEE PART IV DETAIL</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
<b>(i) F.M.V. as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col. (i) over col. (j), if any</b>	<b>(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))</b>		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>	<b>{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</b>		<b>2</b>	<b>10,506.</b>	
<b>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. . . . .</b>			<b>3</b>		

**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	107,098.	409,865.	0.26130067217
2008			
2007			
2006			
2005			
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.26130067217
<b>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</b>			<b>3</b> 0.26130067217
<b>4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5</b>			<b>4</b> 368,484.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 96,285.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 98.
<b>7 Add lines 5 and 6</b>			<b>7</b> 96,383.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 19,600.
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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . . Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	195.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	2	
3	Add lines 1 and 2 . . . . .	3	195.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	195.
6	<b>Credits/Payments:</b>		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 . . . . .	6a	
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	NONE
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> ► . . . . .	9	195.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> ► . . . . .	10	
11	Enter the amount of line 10 to be: <b>Credited to 2011 estimated tax</b> ► <input type="checkbox"/> <b>Refunded</b> ► <input type="checkbox"/> 11	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
1b	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
<i>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.</i>			
1c	Did the foundation file <b>Form 1120-POL</b> 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? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	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 <b>Form 990-T</b> for this year? . . . . .	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV</i> . . . . .	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► _____ <b>STMT 8</b>		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of <b>Form 990-PF</b> to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . . . .	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)? <i>If "Yes," complete Part XIV</i> . . . . .	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	10	X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) . . . . .	11	X	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
14	Website address ► N/A			
14	The books are in care of ► SEE STATEMENT 9	Telephone no ►		
	Located at ►	ZIP + 4 ►		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .	15	<input type="checkbox"/>	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16	Yes	No
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►			X

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a	During the year did the foundation (either directly or indirectly).		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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). . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 . . . . . ► <input type="checkbox"/>		
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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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))? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did <b>any</b> 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 . . . . . ► <input type="checkbox"/>				
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? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .				

**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		5,455.	-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

**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
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services . . . . . ►</b>		<b>NONE</b>

**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 . . . . . ►**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.	
a	Average monthly fair market value of securities	356,972.
b	Average of monthly cash balances	17,123.
c	Fair market value of all other assets (see page 25 of the instructions)	NONE
d	<b>Total</b> (add lines 1a, b, and c)	374,095.
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	NONE
3	Subtract line 2 from line 1d	374,095.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	5,611.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	368,484.
6	<b>Minimum investment return.</b> Enter 5% of line 5	18,424.

**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	18,424.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	195.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	195.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18,229.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	18,229.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	18,229.

**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
b	Program-related investments - total from Part IX-B	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4
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
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7 . . . . .				18,229.
2 Undistributed income, if any, as of the end of 2010			NONE	
a Enter amount for 2009 only . . . . .				
b Total for prior years 20____, 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 . . . . .	NONE			
e From 2009 . . . . .	86,872.			
f Total of lines 3a through e . . . . .	86,872.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 19,600.			NONE	
a Applied to 2009, but not more than line 2a . . . . .				
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 . . . . .			18,229.	
e Remaining amount distributed out of corpus . . . . .	1,371.			
5 Excess distributions carryover applied to 2010 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	88,243.			
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. . . . .				NONE
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 . . . . .	88,243.			
10 Analysis of line 9:				
a Excess from 2006 . . . . .	NONE			
b Excess from 2007 . . . . .	NONE			
c Excess from 2008 . . . . .	NONE			
d Excess from 2009 . . . . .	86,872.			
e Excess from 2010 . . . . .	1,371.			

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

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

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

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

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

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

## 1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

- a The name, address, and telephone number of the person to whom applications should be addressed  
SEE STATEMENT 11
  - b The form in which applications should be submitted and information and materials they should include.  
SEE ATTACHED STATEMENT FOR LINE 2
  - c Any submission deadlines:  
SEE ATTACHED STATEMENT FOR LINE 2
  - d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 13				
<b>Total</b> .....			► 3a	<b>19,600.</b>
<i>b Approved for future payment</i>				
<b>Total</b> .....			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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	
<b>1 Program service revenue</b>						
a						
b						
c						
d						
e						
f						
<b>g Fees and contracts from government agencies</b>						
<b>2 Membership dues and assessments</b>	.....					
<b>3 Interest on savings and temporary cash investments</b>				14	4,619.	
<b>4 Dividends and interest from securities</b>	.....			14	4,941.	
<b>5 Net rental income or (loss) from real estate</b>						
a Debt-financed property	.....					
b Not debt-financed property	.....					
<b>6 Net rental income or (loss) from personal property</b>	.....					
<b>7 Other investment income</b>	.....					
<b>8 Gain or (loss) from sales of assets other than inventory</b>				18	10,506.	
<b>9 Net income or (loss) from special events</b>	.....					
<b>10 Gross profit or (loss) from sales of inventory</b>	.....					
<b>11 Other revenue a</b>						
b						
c						
d						
e						
<b>12 Subtotal Add columns (b), (d), and (e)</b>	.....				20,066.	
<b>13 Total Add line 12, columns (b), (d), and (e)</b>	.....				13	20,066.

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

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

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 ANDY D. WATERS

05/12/2013

Date

► Senior Vice Pre

➤ **Title**

Pre

**Paid  
Preparer  
Use Only**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<i>Randy E. Lawrence</i>		05/12/2011		P00541305
	Firm's name ► THOMSON REUTERS (TAX & ACCOUNTING)	Firm's EIN ► 75-1297386			
Firm's address ► 9711 FARRAR COURT, STE 110 RICHMOND, VA 23236				Phone no 804-727-3152	

**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)	
							677.	
							546.	
659.00		658.89 FHLMC GD PL #G12991 PROPERTY TYPE: SECURITIES	4.500%	1/01 678.00		07/08/2009	01/15/2010	
623.00		622.88 FHLMC GD PL #B11936 PROPERTY TYPE: SECURITIES	4.500%	1/01 647.00		07/16/2009	01/15/2010	
981.00		981.3 GNMA SER 14 CMO PROPERTY TYPE: SECURITIES	5.500%	10/20/ 1,019.00		07/09/2009	01/20/2010	
564.00		564.4 FHLMC GD PL #G12991 PROPERTY TYPE: SECURITIES	4.500%	1/01/ 581.00		07/08/2009	02/15/2010	
347.00		347.38 FHLMC GD PL #B11936 PROPERTY TYPE: SECURITIES	4.500%	1/01 361.00		07/16/2009	02/15/2010	
563.00		562.87 GNMA SER 14 CMO PROPERTY TYPE: SECURITIES	5.500%	10/20 585.00		07/09/2009	02/20/2010	
750.00		749.82 FHLMC GD PL #G12991 PROPERTY TYPE: SECURITIES	4.500%	1/01 772.00		07/08/2009	03/15/2010	
670.00		669.63 FHLMC GD PL #B11936 PROPERTY TYPE: SECURITIES	4.500%	1/01 695.00		07/16/2009	03/15/2010	
520.00		519.71 GNMA SER 14 CMO PROPERTY TYPE: SECURITIES	5.500%	10/20 540.00		07/09/2009	03/20/2010	
273.00		11.796 DIAMOND HILL SMALL CAP FD-I PROPERTY TYPE: SECURITIES				07/07/2009	03/29/2010	
							77.00	

**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)	
2,509.00		79.065 GOLDMAN SACHS M/C VALUE-INST #864 PROPERTY TYPE: SECURITIES 1,721.00				11/26/2008	03/29/2010	788.00
1,171.00		21.284 HARBOR INTERNATIONAL FUND #11 PROPERTY TYPE: SECURITIES 1,292.00				01/25/2008	03/29/2010	-121.00
4,034.00		445.304 NEUBERGER BERMAN HI IN B-INS PROPERTY TYPE: SECURITIES 3,883.00				10/27/2009	03/29/2010	151.00
2,528.00		49.127 T ROWE PRICE MID CAP GROWTH FUND PROPERTY TYPE: SECURITIES 2,296.00				11/16/2009	03/29/2010	232.00
1,450.00		83.479 VANGUARD INTERNATIONAL GROWTH #81 PROPERTY TYPE: SECURITIES 1,680.00				08/26/2008	03/29/2010	-230.00
1,607.00		18.007 VANGUARD 500 INDEX FUND-SIGN PROPERTY TYPE: SECURITIES 875.00				07/24/1996	03/29/2010	732.00
8,981.00		839.381 VANGUARD S/T INVEST GR-INV PROPERTY TYPE: SECURITIES 8,868.00				01/15/2010	03/30/2010	113.00
3,874.00		362.021 VANGUARD S/T INVEST GR-INV PROPERTY TYPE: SECURITIES 3,837.00				05/21/2008	03/30/2010	37.00
4,183.00		458.705 NEUBERGER BERMAN HI IN B-INS PROPERTY TYPE: SECURITIES 4,000.00				10/27/2009	04/12/2010	183.00
547.00		546.69 FHLMC GD PL #G12991 4.500% 1/01 PROPERTY TYPE: SECURITIES 563.00				07/08/2009	04/15/2010	-16.00
476.00		476.16 FHLMC GD PL #B11936 4.500% 1/01 PROPERTY TYPE: SECURITIES 494.00				07/16/2009	04/15/2010	-18.00

**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)	
480.00		479.77 GNMA SER 14 CMO PROPERTY TYPE: SECURITIES 498.00		5.500% 10/20		07/09/2009	04/20/2010	-18.00
536.00		535.73 FHLMC GD PL #G12991 PROPERTY TYPE: SECURITIES 551.00		4.500% 1/01		07/08/2009	05/15/2010	-15.00
511.00		510.78 FHLMC GD PL #B11936 PROPERTY TYPE: SECURITIES 530.00		4.500% 1/01		07/16/2009	05/15/2010	-19.00
482.00		482.4 GNMA SER 14 CMO PROPERTY TYPE: SECURITIES 501.00		5.500% 10/20/		07/09/2009	05/20/2010	-19.00
613.00		612.55 FHLMC GD PL #G12991 PROPERTY TYPE: SECURITIES 631.00		4.500% 1/01		07/08/2009	06/15/2010	-18.00
265.00		264.5 FHLMC GD PL #B11936 PROPERTY TYPE: SECURITIES 275.00		4.500% 1/01/		07/16/2009	06/15/2010	-10.00
558.00		558.01 GNMA SER 14 CMO PROPERTY TYPE: SECURITIES 579.00		5.500% 10/20		07/09/2009	06/20/2010	-21.00
5,836.00		117.714 T ROWE PRICE MID CAP GROWTH FUND PROPERTY TYPE: SECURITIES 5,501.00				11/16/2009	06/25/2010	335.00
490.00		489.81 FHLMC GD PL #G12991 PROPERTY TYPE: SECURITIES 504.00		4.500% 1/01		07/08/2009	07/15/2010	-14.00
453.00		452.96 FHLMC GD PL #B11936 PROPERTY TYPE: SECURITIES 470.00		4.500% 1/01		07/16/2009	07/15/2010	-17.00
474.00		474.33 GNMA SER 14 CMO PROPERTY TYPE: SECURITIES 493.00		5.500% 10/20		07/09/2009	07/20/2010	-19.00

**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			
224.00		9.679 DIAMOND HILL SMALL CAP FD-I PROPERTY TYPE: SECURITIES 160.00				07/07/2009	08/02/2010	64.00
235.00		7.499 GOLDMAN SACHS M/C VALUE-INST #864 PROPERTY TYPE: SECURITIES 162.00				12/26/2008	08/02/2010	73.00
307.00		14.306 GOLDMAN SACHS GRTH OPPOR-INS PROPERTY TYPE: SECURITIES 293.00				06/28/2010	08/02/2010	14.00
2,013.00		36.704 HARBOR INTERNATIONAL FUND #11 PROPERTY TYPE: SECURITIES 2,084.00				09/22/2006	08/02/2010	-71.00
510.00		29.46 VANGUARD INTERNATIONAL GROWTH #81 PROPERTY TYPE: SECURITIES 517.00				11/16/2009	08/02/2010	-7.00
1,492.00		86.13 VANGUARD INTERNATIONAL GROWTH #81 PROPERTY TYPE: SECURITIES 1,733.00				08/26/2008	08/02/2010	-241.00
8,115.00		94.648 VANGUARD 500 INDEX FUND-SIGN PROPERTY TYPE: SECURITIES 4,599.00				07/24/1996	08/02/2010	3,516.00
17,741.00		16771.18 FHLMC GD PL #G12991 4.500% 1/ PROPERTY TYPE: SECURITIES 17,264.00				07/08/2009	08/13/2010	477.00
722.00		722.02 FHLMC GD PL #G12991 4.500% 1/01 PROPERTY TYPE: SECURITIES 743.00				07/08/2009	08/15/2010	-21.00
405.00		405.23 FHLMC GD PL #B11936 4.500% 1/01 PROPERTY TYPE: SECURITIES 421.00				07/16/2009	08/15/2010	-16.00
515.00		514.93 GNMA SER 14 CMO 5.500% 10/20 PROPERTY TYPE: SECURITIES 535.00				07/09/2009	08/20/2010	-20.00

**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)	
1,942.00		62.46 GOLDMAN SACHS M/C VALUE-INST #864 PROPERTY TYPE: SECURITIES 1,322.00				12/26/2008	09/10/2010	620.00
1,993.00		92.8 GOLDMAN SACHS GRTH OPPOR-INS PROPERTY TYPE: SECURITIES 1,898.00				06/28/2010	09/10/2010	95.00
1,911.00		35.594 HARBOR INTERNATIONAL FUND #11 PROPERTY TYPE: SECURITIES 2,021.00				09/22/2006	09/10/2010	-110.00
1,716.00		99.79 VANGUARD INTERNATIONAL GROWTH #81 PROPERTY TYPE: SECURITIES 1,748.00				04/29/2010	09/10/2010	-32.00
376.00		21.855 VANGUARD INTERNATIONAL GROWTH #81 PROPERTY TYPE: SECURITIES 275.00				11/26/2008	09/10/2010	101.00
9,668.00		896.813 VANGUARD BOND INDEX FUND #84 PROPERTY TYPE: SECURITIES 9,450.00				08/02/2010	09/10/2010	218.00
2,971.00		275.569 VANGUARD BOND INDEX FUND #84 PROPERTY TYPE: SECURITIES 2,684.00				01/13/2006	09/10/2010	287.00
4,272.00		401.094 VANGUARD S/T BOND INDEX-SIG PROPERTY TYPE: SECURITIES 4,205.00				03/30/2010	09/10/2010	67.00
4,125.00		387.336 VANGUARD S/T BOND INDEX-SIG PROPERTY TYPE: SECURITIES 3,956.00				12/29/2008	09/10/2010	169.00
655.00		654.5 FHLMC GD PL #B11936 4.500% 1/01/ PROPERTY TYPE: SECURITIES 679.00				07/16/2009	09/15/2010	-24.00
547.00		547.21 GNMA SER 14 CMO 5.500% 10/20 PROPERTY TYPE: SECURITIES 568.00				07/09/2009	09/20/2010	-21.00

**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)	
25,542.00		25000. FHLB PROPERTY TYPE: SECURITIES 24,917.00		5.000% 3/11		05/29/2007	09/21/2010	625.00
628.00		628.28 FHLMC GD PL #B11936 PROPERTY TYPE: SECURITIES 652.00		4.500% 1/01		07/16/2009	10/15/2010	-24.00
493.00		492.8 GNMA SER 14 CMO PROPERTY TYPE: SECURITIES 512.00		5.500% 10/20/		07/09/2009	10/20/2010	-19.00
868.00		86.653 FEDERATED MORTGAGE FUND-INST PROPERTY TYPE: SECURITIES 866.00				09/13/2010	10/26/2010	2.00
1,854.00		31.139 HARBOR INTERNATIONAL FUND #11 PROPERTY TYPE: SECURITIES 1,749.00				04/29/2010	10/26/2010	105.00
416.00		6.98 HARBOR INTERNATIONAL FUND #11 PROPERTY TYPE: SECURITIES 396.00				09/22/2006	10/26/2010	20.00
329.00		27.848 PIMCO REAL RETURN FUND-INST PROPERTY TYPE: SECURITIES 318.00				09/13/2010	10/26/2010	11.00
2,214.00		116.64 VANGUARD INTERNATIONAL GROWTH #81 PROPERTY TYPE: SECURITIES 1,467.00				11/26/2008	10/26/2010	747.00
100.00		9.183 VANGUARD BOND INDEX FUND #84 PROPERTY TYPE: SECURITIES 88.00				06/13/2000	10/26/2010	12.00
455.00		41.781 VANGUARD S/T INVEST GR-INV PROPERTY TYPE: SECURITIES 452.00				09/13/2010	10/26/2010	3.00
1,844.00		20.433 VANGUARD 500 INDEX FUND-SIGN PROPERTY TYPE: SECURITIES 993.00				07/24/1996	10/26/2010	851.00

**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)	
533.00		532.51 FHLMC GD PL #B11936	4.500%	1/01		07/16/2009	11/15/2010	
		PROPERTY TYPE: SECURITIES					-20.00	
		553.00						
467.00		467.49 GNMA SER 14 CMO	5.500%	10/20		07/09/2009	11/20/2010	
		PROPERTY TYPE: SECURITIES					-18.00	
		485.00						
581.00		581.4 FHLMC GD PL #B11936	4.500%	1/01/		07/16/2009	12/15/2010	
		PROPERTY TYPE: SECURITIES					-23.00	
		604.00						
499.00		499.25 GNMA SER 14 CMO	5.500%	10/20		07/09/2009	12/20/2010	
		PROPERTY TYPE: SECURITIES					-19.00	
		518.00						
TOTAL GAIN (LOSS) .....							10,506.	
							=====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FHLMC GD PL #G12991 4.500% 1/01/23	543.	543.
FHLMC GD PL #B11936 4.500% 1/01/19	786.	786.
FHLB 5.000% 3/11/11	1,288.	1,288.
FEDERATED MORTGAGE FUND-INST	121.	121.
GOLDMAN SACHS FS TAX-FREE MM #477	7.	
GOLDMAN SACHS FS GOV'T MM FD #465	10.	10.
GOLDMAN SACHS M/C VALUE-INST #864	32.	32.
GNMA SER 14 CMO 5.500% 10/20/36	789.	789.
HARBOR INTERNATIONAL FUND #11	173.	173.
METROPOLITAN WEST T/R BOND-I	1,579.	1,579.
NEUBERGER BERMAN HI IN B-INS	301.	301.
OPENHEIMER DEVELOPING MKT-Y	21.	21.
PIMCO REAL RETURN FUND-INST	62.	62.
T ROWE PRICE GROWTH STOCK FUND #40	40.	40.
VANGUARD INTERNATIONAL GROWTH #81	176.	176.
VANGUARD BOND INDEX FUND #84	459.	459.
VANGUARD SHORT TERM BOND INDEX #132	24.	24.
VANGUARD S/T BOND INDEX-SIG	96.	96.
VANGUARD WINDSOR II FD #73	1,289.	1,289.
VANGUARD S/T INVEST GR-INV	1,173.	1,173.
VANGUARD 500 INDEX FUND-SIGN	589.	589.
VANGUARD GROWTH INDEX FD #9	2.	2.
TOTAL	9,560.	9,553.

## FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	3,184.	3,184.	3,184.	---
TOTALS	3,184.	3,184.	3,184.	NONE

## FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	770.	770.		
TOTALS	770.	770.		NONE

## FORM 90PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	218.	35.
FOREIGN TAXES ON QUALIFIED FOR	35.	3.
FOREIGN TAXES ON NONQUALIFIED	3.	3.
TOTALS	256.	38.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NON-ALLOCABLE EXPENSE -	850.	850.
TOTALS	850.	850.

OTHER NON-ALLOCABLE EXPENSE - 850.

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

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJ-REFUND OF UNUSED AWARD	1,000.
TOTAL	1,000.

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

=====

DESCRIPTION AMOUNT

-----

MUTUAL FUND ADJUSTMENT 31.

TOTAL 31.

=====

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

KY

STATEMENT 8

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: COMMUNITY TRUST AND INVESTMENT COMPANY

ADDRESS: 100 EAST VINE STREET, SUITE 501  
LEXINGTON, KY 40507

TELEPHONE NUMBER: (800) 724-7974

STATEMENT 9

FIELD MEMORIAL TUW

31-1493045

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

=====

OFFICER NAME:

COMMUNITY TRUST AND INVESTMENT CO

ADDRESS:

100 EAST VINE STREET, SUITE 501  
LEXINGTON, KY 40507

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION ..... 5,455.

TOTAL COMPENSATION: 5,455.

=====

STATEMENT 10

RECIPIENT NAME:

NONE

FORM, INFORMATION AND MATERIALS:

NONE

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

ORGANIZATIONS MUST EITHER BE LOCATED IN OR CARRY OUT A PORTION OF  
THEIR TAX EXEMPT FUNCTION WITHIN THE CONFINES OF BOYD COUNTY, KENTUCKY

STATEMENT 11

FIELD MEMORIAL TUW  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

31-1493045

RECIPIENT NAME:  
HIGHLANDS MUSEUM

ADDRESS:  
1620 WINCHESTER AVENUE  
ASHLAND, KY 41101

RELATIONSHIP:  
NONE

PURPOSE OF GRANT:  
SUPPORT

FOUNDATION STATUS OF RECIPIENT:  
NONE

AMOUNT OF GRANT PAID ..... 3,500.

RECIPIENT NAME:  
HOPE'S PLACE, INC.

ADDRESS:  
1100 GREENUP AVENUE  
ASHLAND, KY 41101

RELATIONSHIP:  
NONE

PURPOSE OF GRANT:  
SUPPORT

FOUNDATION STATUS OF RECIPIENT:  
NONE

AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
LEGAL AID OF THE BLUEGRASS

ADDRESS:  
1401 WINCHESTER AVENUE  
ASHLAND, KY 41101-7587

RELATIONSHIP:  
NONE

PURPOSE OF GRANT:  
SUPPORT

FOUNDATION STATUS OF RECIPIENT:  
NONE

AMOUNT OF GRANT PAID ..... 2,100.

STATEMENT 12

FIELD MEMORIAL TUW  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

31-1493045

=====

RECIPIENT NAME:

NEIGHBORS HELPING NEIGHBORS

ADDRESS:

P O BOX 1703

ASHLAND, KY 41105-1703

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 10,000.

TOTAL GRANTS PAID:

19,600.

=====

STATEMENT 13

Department of the Treasury  
Internal Revenue Service

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

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**Name of estate or trust**

**Employer identification number**

FIELD MEMORIAL TUW

31-1493045

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS	STMT 1				677.

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

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

Schedule D (Form 1041) 2019

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
13 Net short-term gain or (loss) . . . . .	13			1,872.
14 Net long-term gain or (loss):				
a Total for year . . . . .	14a			8,634.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	14b			
c 28% rate gain . . . . .	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ►	15			10,506.

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

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

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

<b>Part V Tax Computation Using Maximum Capital Gains Rates</b>	
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**Form 1041 filers.** Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

**Form 990-T trusts.** Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

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

Schedule D (Form 1041) 2010

Continuation Sheet for Schedule D  
(Form 1041)

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

2010

Name of estate or trust

FIELD MEMORIAL TUW

Employer identification number

31-1493045

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co )	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 658.89 FHLMC GD PL #G12991 4.500% 1/01/23	07/08/2009	01/15/2010	659.00	678.00	-19.00
622.88 FHLMC GD PL #B11936 4.500% 1/01/19	07/16/2009	01/15/2010	623.00	647.00	-24.00
981.3 GNMA SER 14 CMO 5.500% 10/20/36	07/09/2009	01/20/2010	981.00	1,019.00	-38.00
564.4 FHLMC GD PL #G12991 4.500% 1/01/23	07/08/2009	02/15/2010	564.00	581.00	-17.00
347.38 FHLMC GD PL #B11936 4.500% 1/01/19	07/16/2009	02/15/2010	347.00	361.00	-14.00
562.87 GNMA SER 14 CMO 5.500% 10/20/36	07/09/2009	02/20/2010	563.00	585.00	-22.00
749.82 FHLMC GD PL #G12991 4.500% 1/01/23	07/08/2009	03/15/2010	750.00	772.00	-22.00
669.63 FHLMC GD PL #B11936 4.500% 1/01/19	07/16/2009	03/15/2010	670.00	695.00	-25.00
519.71 GNMA SER 14 CMO 5.500% 10/20/36	07/09/2009	03/20/2010	520.00	540.00	-20.00
11.796 DIAMOND HILL SMALL CAP FD-I	07/07/2009	03/29/2010	273.00	196.00	77.00
445.304 NEUBERGER BERMAN HI IN B-INS	10/27/2009	03/29/2010	4,034.00	3,883.00	151.00
49.127 T ROWE PRICE MID CAP GROWTH FUND #64	11/16/2009	03/29/2010	2,528.00	2,296.00	232.00
839.381 VANGUARD S/T INVEST GR-INV	01/15/2010	03/30/2010	8,981.00	8,868.00	113.00
458.705 NEUBERGER BERMAN HI IN B-INS	10/27/2009	04/12/2010	4,183.00	4,000.00	183.00
546.69 FHLMC GD PL #G12991 4.500% 1/01/23	07/08/2009	04/15/2010	547.00	563.00	-16.00
476.16 FHLMC GD PL #B11936 4.500% 1/01/19	07/16/2009	04/15/2010	476.00	494.00	-18.00
479.77 GNMA SER 14 CMO 5.500% 10/20/36	07/09/2009	04/20/2010	480.00	498.00	-18.00
535.73 FHLMC GD PL #G12991 4.500% 1/01/23	07/08/2009	05/15/2010	536.00	551.00	-15.00
510.78 FHLMC GD PL #B11936 4.500% 1/01/19	07/16/2009	05/15/2010	511.00	530.00	-19.00
482.4 GNMA SER 14 CMO 5.500% 10/20/36	07/09/2009	05/20/2010	482.00	501.00	-19.00
612.55 FHLMC GD PL #G12991 4.500% 1/01/23	07/08/2009	06/15/2010	613.00	631.00	-18.00
264.5 FHLMC GD PL #B11936 4.500% 1/01/19	07/16/2009	06/15/2010	265.00	275.00	-10.00
558.01 GNMA SER 14 CMO 5.500% 10/20/36	07/09/2009	06/20/2010	558.00	579.00	-21.00
117.714 T ROWE PRICE MID CAP GROWTH FUND #64	11/16/2009	06/25/2010	5,836.00	5,501.00	335.00

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

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

Schedule D-1 (Form 1041) 2010

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

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**Name of estate or trust**

FIELD MEMORIAL, TUN

**Employer identification number**  
31-1493045

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

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . . 1,195.00

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

**Schedule D-1 (Form 1041) 2010**

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

Employer identification number

FIELD MEMORIAL TUW  
31-1493045**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 79.065 GOLDMAN SACHS M/C VALUE-INST #864	11/26/2008	03/29/2010	2,509.00	1,721.00	788.00
21.284 HARBOR INTERNATIONA L FUND #11	01/25/2008	03/29/2010	1,171.00	1,292.00	-121.00
83.479 VANGUARD INTERNATIONAL GROWTH #81	08/26/2008	03/29/2010	1,450.00	1,680.00	-230.00
18.007 VANGUARD 500 INDEX FUND-SIGN	07/24/1996	03/29/2010	1,607.00	875.00	732.00
362.021 VANGUARD S/T INVEST GR-INV	05/21/2008	03/30/2010	3,874.00	3,837.00	37.00
489.81 FHLMC GD PL #G12991 4.500% 1/01/23	07/08/2009	07/15/2010	490.00	504.00	-14.00
474.33 GNMA SER 14 CMO 5.500% 10/20/36	07/09/2009	07/20/2010	474.00	493.00	-19.00
9.679 DIAMOND HILL SMALL CAP FD-I	07/07/2009	08/02/2010	224.00	160.00	64.00
7.499 GOLDMAN SACHS M/C VALUE-INST #864	12/26/2008	08/02/2010	235.00	162.00	73.00
36.704 HARBOR INTERNATIONA L FUND #11	09/22/2006	08/02/2010	2,013.00	2,084.00	-71.00
86.13 VANGUARD INTERNATION AL GROWTH #81	08/26/2008	08/02/2010	1,492.00	1,733.00	-241.00
94.648 VANGUARD 500 INDEX FUND-SIGN	07/24/1996	08/02/2010	8,115.00	4,599.00	3,516.00
16771.18 FHLMC GD PL #G12991 4.500% 1/01/23	07/08/2009	08/13/2010	17,741.00	17,264.00	477.00
722.02 FHLMC GD PL #G12991 4.500% 1/01/23	07/08/2009	08/15/2010	722.00	743.00	-21.00
405.23 FHLMC GD PL #B11936 4.500% 1/01/19	07/16/2009	08/15/2010	405.00	421.00	-16.00
514.93 GNMA SER 14 CMO 5.500% 10/20/36	07/09/2009	08/20/2010	515.00	535.00	-20.00
62.46 GOLDMAN SACHS M/C VALUE-INST #864	12/26/2008	09/10/2010	1,942.00	1,322.00	620.00
35.594 HARBOR INTERNATIONA L FUND #11	09/22/2006	09/10/2010	1,911.00	2,021.00	-110.00
21.855 VANGUARD INTERNATIONAL GROWTH #81	11/26/2008	09/10/2010	376.00	275.00	101.00
275.569 VANGUARD BOND INDEX FUND #84	01/13/2006	09/10/2010	2,971.00	2,684.00	287.00
387.336 VANGUARD S/T BOND INDEX-SIG	12/29/2008	09/10/2010	4,125.00	3,956.00	169.00
654.5 FHLMC GD PL #B11936 4.500% 1/01/19	07/16/2009	09/15/2010	655.00	679.00	-24.00
547.21 GNMA SER 14 CMO 5.500% 10/20/36	07/09/2009	09/20/2010	547.00	568.00	-21.00
25000. FHLB 5.000% 3/11/11	05/29/2007	09/21/2010	25,542.00	24,917.00	625.00
628.28 FHLMC GD PL #B11936 4.500% 1/01/19	07/16/2009	10/15/2010	628.00	652.00	-24.00

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

Schedule D-1 (Form 1041) 2010

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

**Employer identification number**

FIELD MEMORIAL TOW

31-1493045

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

**Schedule D-1 (Form 1041) 2010**

## FEDERAL CAPITAL GAIN DIVIDENDS

=====

## SHORT-TERM CAPITAL GAIN DIVIDENDS

GOLDMAN SACHS FS TAX-FREE MM #477	
METROPOLITAN WEST T/R BOND-I	663.00
VANGUARD BOND INDEX FUND #84	12.00
VANGUARD SHORT TERM BOND INDEX #132	
VANGUARD S/T BOND INDEX-SIG	1.00
	-----
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS	677.00
	=====

## LONG-TERM CAPITAL GAIN DIVIDENDS

## 15% RATE CAPITAL GAIN DIVIDENDS

DIAMOND HILL SMALL CAP FD-I	67.00
GOLDMAN SACHS FS TAX-FREE MM #477	
GOLDMAN SACHS GRTH OPPOR-INS	40.00
METROPOLITAN WEST T/R BOND-I	386.00
VANGUARD BOND INDEX FUND #84	24.00
VANGUARD SHORT TERM BOND INDEX #132	1.00
VANGUARD S/T BOND INDEX-SIG	2.00
VANGUARD S/T INVEST GR-INV	28.00
	-----
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	546.00
	-----
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	546.00
	=====