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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**

OMB No 1545-0052

2010

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

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 WILLIAMS FAMILY FUND		A Employer identification number 38-2837463
Number and street (or P O box number if mail is not delivered to street address) 380 N OLD WOODWARD AVENUE		B Telephone number (see page 10 of the instructions) 248-642-0333
City or town, state, and ZIP code BIRMINGHAM MI 48009		C If exemption application is pending, check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,693,711 (Part I, column (d) must be on cash basis)	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	2 Foreign organizations meeting the 85% test, check here and attach computation ☐
		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

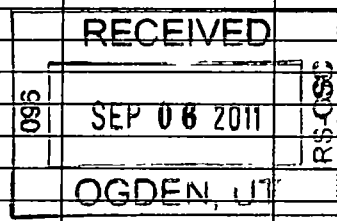
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	20,149	20,149		
	4 Dividends and interest from securities	80,710	80,710		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Stmt 1	-2,958			
	b Gross sales price for all assets on line 6a 1,727,212				
	7 Capital gain net income (from Part IV, line 2)		26,397		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) Stmt 2	-65,092				
12 Total. Add lines 1 through 11	32,809	127,256	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See Stmt 3	15,127			
	b Accounting fees (attach schedule) Stmt 4	4,815			
	c Other professional fees (attach schedule)				
	17 Interest	425			
	18 Taxes (attach schedule) (see page 14 of the instructions) Stmt 5	1,998			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) Stmt 6	59,743	27,381		
	24 Total operating and administrative expenses. Add lines 13 through 23	82,108	27,381	0	0
	25 Contributions, gifts, grants paid	223,000			223,000
26 Total expenses and disbursements. Add lines 24 and 25	305,108	27,381	0	223,000	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-272,299				
b Net investment income (if negative, enter -0-)		99,875			
c Adjusted net income (if negative, enter -0-)			0		

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

DAA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments		746,960	174,988	174,988
	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) ▶	0			
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule) See Stmt 7	856,624	1,269,343	1,512,684	
	c	Investments—corporate bonds (attach schedule) See Stmt 8	204,576	153,646	159,042	
	Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶				
12		Investments—mortgage loans				
13		Investments—other (attach schedule) See Statement 9	2,698,699	2,638,581	2,844,773	
14		Land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach sch) ▶				
15		Other assets (describe ▶ See Statement 10)	4,222	2,224	2,224	
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,511,081	4,238,782	4,693,711	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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)	0	0		
		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					
28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds	4,511,081	4,238,782			
30	Total net assets or fund balances (see page 17 of the instructions)	4,511,081	4,238,782			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,511,081	4,238,782			

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	4,511,081
2	Enter amount from Part I, line 27a	2	-272,299
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,238,782
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,238,782

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 CAPITAL GAINS DISTRIBUTIONS				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 26,397			26,397	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			26,397	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]			2	26,397
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 []			3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	289,274	4,472,120	0.064684
2008	310,783	5,815,576	0.053440
2007	312,446	6,626,025	0.047154
2006	266,630	6,221,130	0.042859
2005	293,160	5,900,095	0.049687
2 Total of line 1, column (d)			2 0.257824
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.051565
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 4,623,559
5 Multiply line 4 by line 3			5 238,414
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 999
7 Add lines 5 and 6			7 239,413
8 Enter qualifying distributions from Part XII, line 4 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.			8 223,000

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	1	1,998
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	0
3	Add lines 1 and 2	3	1,998
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,998
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,319
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,500
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	5,819
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	3,821
11	Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ 3,821 Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?	N/A	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	N/A	X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?		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	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ None		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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? Website address ► N/A	13	X	
14	The books are in care of ► R JAMISON WILLIAMS JR 380 N OLD WOODWARD Located at ► BIRMINGHAM MI ZIP+4 ► 48009	Telephone no ► 248-642-0333		
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		
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? 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 ►	16	Yes	No 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?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?	N/A	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes	☒ No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No **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 6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ 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 (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
R JAMISON WILLIAMS JR 380 N OLD WOODWARD SUITE 300 BIRMINGHAM MI 48009	PRES/DIR 2.00	0	0	0
WENDY J LYNCH 3544 FRANKLIN RD BLOOMFIELD HILLS MI 48302	DIRECTOR 1.00	0	0	0

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

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

Total number of other employees paid over \$50,000

0

Form 990-PF (2010) **THE WILLIAMS FAMILY FUND****38-2837463**Page **7****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		

Total number of others receiving over \$50,000 for professional services

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 (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 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	
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	1a	3,234,869
b	Average of monthly cash balances	1b	168,289
c	Fair market value of all other assets (see page 25 of the instructions)	1c	1,290,811
d	Total (add lines 1a, b, and c)	1d	4,693,969
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	4,693,969
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	70,410
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,623,559
6	Minimum investment return. Enter 5% of line 5	6	231,178

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	231,178
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,998
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,998
3	Distributable amount before adjustments Subtract line 2c from line 1	3	229,180
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	229,180
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	229,180

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	223,000
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	223,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	223,000

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				229,180
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			221,791	
b Total for prior years 20____, 20____, 20____				
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				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 223,000				
a Applied to 2009, but not more than line 2a			221,791	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				1,209
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				227,971
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				
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 page 27 of the instructions and Part VII-A, question 9)

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
**R JAMISON WILLIAMS 248-642-0333
380 N OLD WOODWARD AVENUE BIRMINGHAM MI 48009**

b The form in which applications should be submitted and information and materials they should include
See Statement 11

c Any submission deadlines
See Statement 12

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

ALL APPLICATIONS ARE REVIEWED BY THE BOARD OF TRUSTEES

Form 990-PF (2010) **THE WILLIAMS FAMILY FUND****38-2837463**Page **11****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 13				223,000
Total			▶ 3a	223,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Part XVI-A Analysis of Income-Producing Activities		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
Enter gross amounts unless otherwise indicated		(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					20,149
4	Dividends and interest from securities					80,710
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					-2,958
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	STRENGTH CAPITAL	523000	-1,358			
c	STRENGTH CAPITAL II	523000	-63,465			
d	UBS QUARANGLE	523000	-269			
e						
12	Subtotal. Add columns (b), (d), and (e)		-65,092		0	97,901
13	Total. Add line 12, columns (b), (d), and (e)					32,809

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

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

[illegible]

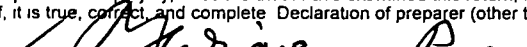
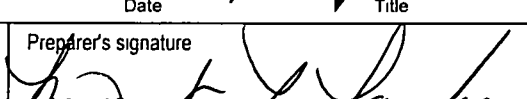
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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.		

[illegible]

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		8/24/11 Date		
			PRESIDENT Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check ☒ if self-employed
	MARGARET I TANGHE CPA			08/19/11	
	Firm's name ▶ MARGARET I TANGHE, CPA		PTIN P00706712		
	Firm's address ▶ 2064 KRISTIN DR TROY, MI 48084-1134		Firm's EIN ▶		
			Phone no 248-649-4795		

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase				
50000-Bank One 5.9%	4/04/06	12/22/10	\$	Purchase 52,105	\$ 50,930	\$		1,175
1977.85-MFB Northern Emerging	8/22/07	12/20/10		Purchase 25,000	23,655			1,345
1724.14-MFB Northern High Yield Fixe	8/22/07	12/20/10		Purchase 12,500	13,569			-1,069
2214.84-PIMCO Pac Invt Mgmt Ser Comm	2/02/09	12/20/10		Purchase 20,000	13,798			6,202
1156.34-MFB Northern High Yield Oppo	1/11/10	12/20/10		Purchase 12,500	12,014			486
50-MFC Spdr Gold TR Gold shs	1/13/10	12/22/10		Purchase 6,698	5,578			1,120
25882.11-North Multig Intl	Various	1/11/10		Purchase 241,097	272,141			-31,044
Forest Labratories	10/01/04	12/14/10		Purchase 22				22
Select Medical Corp	8/11/04	6/02/10		Purchase 22				22
3088.326-Diamond Hill Long-Short	Various	12/15/10		Purchase 50,000	57,064			-7,064
620.139-Franklin Strategic Income Fun	Various	12/15/10		Purchase 6,264	6,313			-49
10972.041-Franklin Strategic Income F	Various	12/15/10		Purchase 113,599	110,782			2,817
5000-Highland Credit Strategic Fund	Various	12/15/10		Purchase 37,107	56,530			-19,423
13.48-Pimco Managers Bond Fund	Various	12/15/10		Purchase 146	143			3
3988.397-Quaker Invt Trust Strategic	10/28/09	12/15/10		Purchase 65,290	55,000			10,290
417.581-Templeton Global Bond Fund	Various	12/15/10		Purchase 5,604	5,534			70
9431.45-Templeton Global Bond Fund	Various	12/15/10		Purchase 126,570	110,936			15,634

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
Delta		1/06/94	12/23/10	\$	Purchase 375	\$		\$	375
60-3M Co		8/24/07	1/12/10		Purchase 5,021				-303
10-3M Co		4/21/05	1/12/10		Purchase 837	759			78
350-ALCOA INC COM STK	PURCHASED 1	10/27/08	7/27/10		Purchase 3,920	3,769			151
800-ALCOA INC		10/27/08	1/12/10		Purchase 12,744	8,614			4,130
100-ALCOA INC COM STK	PURCHASED 100	10/27/08	7/27/10		Purchase 1,120	1,079			41
115-ALLSTATE CORP		3/05/08	1/12/10		Purchase 3,612	5,572			-1,960
270-ALLSTATE CORP		12/05/08	1/12/10		Purchase 8,481	6,193			2,288
45-ALLSTATE CORP		3/27/09	8/25/10		Purchase 1,235	912			323
20-ALLSTATE CORP		3/27/09	8/25/10		Purchase 552	405			147
250-AMERICAN EXPRESS CO.		8/13/08	1/12/10		Purchase 10,532	9,486			1,046
105-AMERICAN EXPRESS CO.		8/13/08	3/03/10		Purchase 4,050	3,984			66
100-Analog Devices		8/31/06	1/12/10		Purchase 1,804	2,977			-1,173
60-Analog Devices		8/24/07	1/12/10		Purchase 3,006	2,569			437
25-Analog Devices		9/28/07	12/17/10		Purchase 937	927			10
50-Analog Devices		9/28/07	1/12/10		Purchase 1,503	1,854			-351
35-Analog Devices		12/14/07	12/17/10		Purchase 1,312	1,121			191

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
84-AT&T		8/24/07	1/12/10	\$	Purchase 2,270	\$ 3,267	\$	\$	-997
61-AT&T (form SBC Com)		11/22/04	1/12/10		Purchase 1,648	1,616			32
150-Baker Hughes Inc		3/05/09	1/12/10		Purchase 6,939	4,068			2,871
60-Baker Hughes Inc		3/05/09	12/17/10		Purchase 3,373	1,627			1,746
100-Baker Hughes Inc		3/05/09	1/12/10		Purchase 4,626	2,721			1,905
230-BANK NEW YORK MELLON CORP		10/15/08	1/12/10		Purchase 6,698	6,140			558
325-BB&T Corp		9/22/09	1/12/10		Purchase 8,980	9,392			-412
60-BLACK & DECKER CORP		5/12/08	2/18/10		Purchase 4,275	4,115			160
70-BLACK & DECKER CORP		5/12/08	1/12/10		Purchase 4,985	4,800			185
40-BOEING CO COM		7/08/08	1/12/10		Purchase 2,416	2,623			-207
75-BOEING CO COM		8/15/08	1/12/10		Purchase 6,343	6,925			-582
155-Bristol Myers Squibb		10/18/06	1/12/10		Purchase 3,858	3,805			53
180-Bristol Myers Squibb Co		8/24/07	10/19/10		Purchase 4,843	5,084			-241
135-Bristol Myers Squibb Co		8/24/07	1/12/10		Purchase 3,360	3,813			-453
75-Bristol Myers Squibb Co		9/28/07	10/19/10		Purchase 2,018	2,147			-129
85-Chevron Corp		3/12/09	1/12/10		Purchase 6,802	5,031			1,771
75-Chubb Corp		6/05/09	11/19/10		Purchase 4,306	3,073			1,233

Federal Statements

38-2837463

FYE: 12/31/2010

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
80-Chubb Corp		6/05/09	1/12/10	\$	Purchase 3,950	\$ 3,278	\$	\$	672
60-COCA COLA CO		10/16/08	1/12/10		Purchase 3,410	2,793			617
10-COCA COLA CO		10/16/08	12/17/10		Purchase 655	466			189
65-Deere & Co		2/06/09	6/14/10		Purchase 3,748	2,305			1,443
10-Deere & Co		2/06/09	1/12/10		Purchase 1,143	709			434
100-Deere & Co		2/06/09	1/12/10		Purchase 5,822	3,547			2,275
265-Dow Chemical		8/07/06	1/12/10		Purchase 8,146	9,259			-1,113
95-Dow Chemical		8/24/07	1/12/10		Purchase 2,920	3,968			-1,048
45-Dow Chemical		8/24/07	12/17/10		Purchase 1,534	1,880			-346
110-Cenovus Energy		6/05/09	1/12/10		Purchase 2,790	3,036			-246
70-Cenovus Energy		6/23/09	6/14/10		Purchase 2,016	1,715			301
45-Cenovus Energy		6/23/09	1/12/10		Purchase 1,141	1,103			38
75-Cenovus Energy		12/09/09	6/14/10		Purchase 2,160	1,928			232
25-Cenovus Energy		12/09/09	1/12/10		Purchase 726	643			83
110-Encana Corp		6/05/09	1/12/10		Purchase 3,770	3,290			480
65-Encana Corp		6/23/09	1/12/10		Purchase 2,228	1,726			502
15-Encana Corp		6/23/09	11/08/10		Purchase 442	398			44

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description		Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
	Date Acquired								
35-Encana Corp	6/23/09		8/03/10	Purchase	\$ 1,082	\$ 929	\$	\$	153
100-Encana Corp	12/09/09		11/08/10	Purchase	2,948	2,786			162
10-ERICSSON L M TEL CO ADR CL B	7/08/08		8/26/10	Purchase	98	109			-11
425-ERICSSON L M TEL CO ADR CL B	3/05/08		1/12/10	Purchase	4,127	4,603			-476
95-ERICSSON L M TEL CO ADR CL B	7/08/08		8/26/10	Purchase	928	1,036			-108
125-ERICSSON L M TEL CO ADR CL B	7/08/08		1/12/10	Purchase	1,214	1,364			-150
510-ERICSSON L M TEL CO ADR CL B SEK	7/08/08		8/25/10	Purchase	4,973	5,564			-591
75-EXXON MOBIL CORP	10/27/08		1/12/10	Purchase	5,240	5,070			170
55-EXXON MOBIL CORP	2/27/09		1/12/10	Purchase	3,843	3,930			-87
20-EXXON MOBIL CORP	2/27/09		12/17/10	Purchase	1,446	1,429			17
215-GAP INC	12/15/08		8/25/10	Purchase	3,609	2,941			668
145-GAP INC	12/15/08		1/12/10	Purchase	2,887	1,984			903
40-General Electric Co	4/16/08		8/25/10	Purchase	576	1,297			-721
110-General Electric Co	4/16/08		1/12/10	Purchase	1,833	3,566			-1,733
100-General Electric Co	2/03/04		1/12/10	Purchase	1,666	3,387			-1,721
125-General Electric Co	9/23/05		1/12/10	Purchase	2,082	4,271			-2,189
110-General Electric Co	4/26/07		1/12/10	Purchase	1,833	3,837			-2,004

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase				
215-General Electric Co	8/24/07	1/12/10	\$	Purchase 3,582	8,287	\$	\$	-4,705
185-General Electric Co	11/28/08	8/25/10		Purchase 2,662	2,852			-190
40-GOLDMAN SACHS GROUP INC	12/19/08	1/12/10		Purchase 6,763	2,774			3,989
20-HARTFORD FINL SVCS	7/28/08	8/25/10		Purchase 385	1,290			-905
60-HARTFORD FINL SVCS	7/28/08	1/12/10		Purchase 1,681	3,870			-2,189
80-HARTFORD FINL SVCS	7/28/08	8/25/10		Purchase 1,539	5,138			-3,599
275-Home Depot	8/24/07	1/12/10		Purchase 7,755	9,446			-1,691
75-Home Depot	9/28/07	10/08/10		Purchase 2,384	2,469			-85
35-Home Depot	11/16/07	10/08/10		Purchase 1,112	1,001			111
20-Home Depot	11/16/07	11/13/07		Purchase 703	572			131
1-Hudson City Bsnrcorp	4/01/09	8/26/10		Purchase 12	12			
314-Hudson City Bsnrcorp	4/01/09	8/25/10		Purchase 3,635	3,780			-145
350-Hudson City Bsnrcorp	4/01/09	1/12/10		Purchase 4,903	4,213			690
85-Intel Corp	2/02/07	1/12/10		Purchase 1,749	1,784			-35
60-Intel Corp	8/24/07	3/03/10		Purchase 1,236	1,436			-200
415-Intel Corp	8/24/07	1/12/10		Purchase 8,541	9,935			-1,394
55-INTEL CORP	1/23/08	12/17/10		Purchase 1,179	1,104			75

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
15-INTEL CORP		1/23/08	3/03/10	\$	Purchase 309 \$	301 \$		\$	8
25-INTERNATIONAL BUSINESS MACHS CORP		10/27/08	1/12/10		Purchase 3,264	2,052			1,212
5-INTERNATIONAL BUSINESS MACHS CORP		10/27/08	12/17/10		Purchase 725	410			315
15-Johnson & Johnson		5/29/07	1/12/10		Purchase 967	961			6
80-Johnson & Johnson		8/24/07	1/12/10		Purchase 5,159	4,939			220
120-Kraft Foods		8/24/07	1/12/10		Purchase 3,479	3,803			-324
55-Lockheed Martin		2/25/09	1/12/10		Purchase 4,164	4,274			-110
17-Lockheed Martin		2/25/10	10/12/10		Purchase 1,190	1,321			-131
45-MCGRAW HILL COMPANIES INC		3/31/08	1/12/10		Purchase 1,501	1,715			-214
65-MCGRAW HILL COMPANIES INC		3/31/08	1/12/10		Purchase 2,167	2,485			-318
105-MCGRAW HILL COMPANIES INC		3/27/08	1/12/10		Purchase 3,501	4,031			-530
35-MCGRAW HILL COMPANIES INC		3/28/10	1/12/10		Purchase 1,167	1,341			-174
66-MCGRAW HILL COMPANIES INC		3/28/08	11/01/10		Purchase 2,465	2,529			-64
4-MCGRAW HILL COMPANIES INC		3/28/08	11/01/10		Purchase 151	153			-2
93-Medtronic Inc		5/01/09	1/12/10		Purchase 4,208	2,857			1,351
57-Medtronic Inc		5/01/10	1/12/10		Purchase 2,579	1,747			832
160-Metlife Inc		4/01/09	1/12/10		Purchase 6,242	3,996			2,246

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
55-Metlife Inc		4/22/09	1/12/10	\$	Purchase 2,146	1,528	\$	\$	618
70-Metlife Inc		4/22/09	6/29/10		Purchase 2,727	1,945			782
50-MICROSOFT CORP		11/19/08	3/03/10		Purchase 1,422	1,008			414
45-MICROSOFT CORP		11/19/08	12/17/10		Purchase 1,260	908			352
15-MICROSOFT CORP		10/16/08	3/03/10		Purchase 427	363			64
390-MICROSOFT CORP		10/16/08	1/12/10		Purchase 11,836	9,429			2,407
120-New York Community Bancorp		11/15/06	1/12/10		Purchase 1,751	1,933			-182
25-New York Community Bancorp		2/16/07	1/12/10		Purchase 365	426			-61
265-New York Community Bancorp		2/16/07	1/12/10		Purchase 3,866	4,498			-632
115-New York Community Bancorp		2/20/07	1/12/10		Purchase 1,678	1,980			-302
20-New York Community Bancorp		8/24/07	7/27/10		Purchase 348	364			-16
295-New York Community Bancorp		8/24/07	1/12/10		Purchase 4,304	5,363			-1,059
110-New York Community Bancorp		8/24/07	2/23/10		Purchase 1,706	2,000			-294
135-New York Community Bancorp		3/27/09	7/27/10		Purchase 2,349	1,537			812
10-Omnicom Group Inc		1/30/09	12/17/10		Purchase 465	268			197
195-Omnicom Group Inc		1/30/09	1/12/10		Purchase 7,591	5,224			2,367
25-Omnicom Group Inc		5/07/09	12/17/10		Purchase 1,162	800			362

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase				
10-PENNEY J.C. CO. INC.	4/04/08	1/12/10	\$	Purchase 258 \$	403 \$	\$		-145
115-PENNEY J.C. CO. INC.	4/04/08	1/12/10		Purchase 2,962	4,625			-1,663
90-PENNEY J.C. CO. INC.	4/04/08	3/03/10		Purchase 2,607	3,614			-1,007
95-PENNEY J.C. CO. INC.	4/04/08	1/12/10		Purchase 2,447	3,814			-1,367
40-PENNEY J.C. CO. INC.	11/28/08	3/03/10		Purchase 1,159	681			478
125-PENNEY J.C. CO. INC.	11/28/08	7/22/10		Purchase 3,078	2,129			949
65-PEPSICO INC	6/16/08	1/12/10		Purchase 3,816	4,405			-589
35-PEPSICO INC	7/02/08	1/12/10		Purchase 1,723	1,613			110
125-Pfizer Inc	1/13/06	1/12/10		Purchase 2,347	3,041			-694
285-Pfizer Inc	3/03/06	1/12/10		Purchase 5,397	7,543			-2,146
125-PHILIP MORRIS INTL INC	10/15/08	1/12/10		Purchase 6,116	5,485			631
110-Proctor & Gamble	3/05/09	5/27/10		Purchase 6,679	5,211			1,468
75-Proctor & Gamble	3/05/09	1/12/10		Purchase 4,570	3,553			1,017
160-Sanofi-Aventis Spon Adr	9/05/07	1/12/10		Purchase 6,489	6,595			-106
10-Sanofi-Aventis Spon Adr	9/07/10	1/12/10		Purchase 406	409			-3
120-SCHLUMBERGER LTD	12/22/08	1/12/10		Purchase 8,411	4,880			3,531
5-SCHLUMBERGER LTD	1/14/09	1/12/10		Purchase 350	210			140

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
		Date Acquired	Date Sold				
Whom Sold							
10-SCHLUMBERGER LTD		1/14/09	12/17/10	\$			
				Purchase			
				815	\$		394
110-Verizon Communications		8/28/06	1/12/10				
				Purchase			
				3,499			-170
70-Verizon Communications		11/22/06	1/12/10				
				Purchase			
				2,227			-191
40-Verizon Communications		11/22/06	12/17/10				
				Purchase			
				1,380			85
62-Frontier Communications		11/22/06	7/09/10				
				Purchase			
				454			-109
0.41-Frontier Communications		11/22/06	7/02/10				
				Purchase			
				3			-1
15-Vulcan Materials		8/18/09	10/14/10				
				Purchase			
				545			-189
75-Vulcan Materials		8/18/09	1/12/10				
				Purchase			
				3,633			209
50-Vulcan Materials		8/19/09	10/14/10				
				Purchase			
				1,816			-616
180-WELLS FARGO & CO		2/13/08	1/12/10				
				Purchase			
				5,094			-323
135-WELLS FARGO & CO		3/17/08	1/12/10				
				Purchase			
				3,820			-201
20-WELLS FARGO & CO		3/17/08	12/17/10				
				Purchase			
				602			6
90-TRANSOCEAN LTD		3/05/10	5/06/10				
				Purchase			
				6,296			-955
15-BAXTER INTL INC		5/28/10	12/17/10				
				Purchase			
				770			152
25-ENSCO PLC SPON ADR		7/02/10	12/17/10				
				Purchase			
				1,326			378
15-CONOCOPHILLIPS		8/03/10	12/17/10				
				Purchase			
				978			158
65-APPLIED MATERIALS INC.		9/03/10	12/17/10				
				Purchase			
				888			202

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
	Date Acquired	Date Sold	Sale Price	Purchase Price				
20-ARCELORMITTAL SA LUXEMBOURG	10/04/10	12/17/10	\$	Purchase 771	668	\$	\$	103
10-PRUDENTIAL FINL INC	11/24/10	12/17/10		Purchase 581	536			45
General Motors	2/03/04	5/27/10		Purchase 140				140
General Motors	2/03/04	11/24/10		Purchase 16				16
Merrill Lynch	10/16/06	6/14/10		Purchase 306				306
90-AARON RENTS INC CL B	9/05/07	9/20/10		Purchase 1,541	1,502			39
0.5-AARON RENTS INC CL B	9/05/07	4/16/10		Purchase 11	8			3
10-AFFILIATED MANAGERS GROUP INC	12/12/08	11/30/10		Purchase 873	339			534
15-AFFILIATED MANAGERS GROUP INC	12/12/08	11/11/10		Purchase 1,349	509			840
15-AFFILIATED MANAGERS GROUP INC	12/12/08	2/09/10		Purchase 938	509			429
5-ALBERTO-CULVER CO	10/03/08	10/22/10		Purchase 187	137			50
110-ALBERTO-CULVER CO NEW	9/05/07	10/22/10		Purchase 4,110	2,590			1,520
20-ALBERTO-CULVER CO NEW	5/27/08	10/22/10		Purchase 747	513			234
45-AMBASSADORS GROUP INC	11/19/07	5/26/10		Purchase 514	778			-264
21-AMBASSADORS GROUP INC	11/19/07	5/25/10		Purchase 234	363			-129
34-AMBASSADORS GROUP INC	11/19/07	5/24/10		Purchase 383	588			-205
15-ANSYS INC	9/05/07	10/22/10		Purchase 680	495			185

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
15-ANSYS INC		9/05/07	5/27/10	\$	Purchase 662	\$ 495	\$	\$	167
15-ANSYS INC		9/05/07	2/09/10		Purchase 616	495			121
20-ANSYS INC		9/05/07	1/15/10		Purchase 864	659			205
25-ANSYS INC		10/27/08	10/22/10		Purchase 1,133	716			417
10-APTARGROUP INC		9/05/07	10/22/10		Purchase 450	360			90
10-APTARGROUP INC		8/19/08	10/22/10		Purchase 450	403			47
BALCHEM CORP		11/06/08	2/02/10		Purchase 10	9			1
5-BLACKBAUD INC		10/15/08	10/26/10		Purchase 51	73			-22
30-BLACKBAUD INC		8/11/08	10/26/10		Purchase 710	595			115
10-BLACKBAUD INC		8/11/08	9/14/10		Purchase 228	202			26
5-BLACKBAUD INC		8/20/08	10/26/10		Purchase 254	113			141
15-BLACKBAUD INC		8/20/08	9/13/10		Purchase 344	338			6
15-BLUE NILE INC		3/03/08	4/23/10		Purchase 830	643			187
15-BLUE NILE INC		3/10/09	4/23/10		Purchase 830	336			494
25-CASEYS GEN STORES INC		9/05/07	4/21/10		Purchase 981	710			271
5-CHATTEM INC		10/15/08	1/20/10		Purchase 467	326			141
20-CHATTEM INC		6/26/08	1/20/10		Purchase 1,866	1,233			633

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
5-COLUMBIA SPORTSWEAR CO		9/01/09	4/23/10	\$	Purchase 299	199	\$	\$	100
5-COLUMBIA SPORTSWEAR CO		12/22/09	4/23/10		Purchase 299	207			92
5-DRIL-QUIP INC		8/31/09	11/03/10		Purchase 348	220			128
30-FACTSET RESEARCH SYSTEMS		9/05/07	10/22/10		Purchase 2,647	1,764			883
5-FACTSET RESEARCH SYSTEMS		9/05/07	5/27/10		Purchase 343	294			49
5-FACTSET RESEARCH SYSTEMS		9/05/07	4/21/10		Purchase 379	294			85
5-FACTSET RESEARCH SYSTEMS		9/05/07	2/09/10		Purchase 315	294			21
35-FAIR ISAAC CORPORATION		9/05/07	3/15/10		Purchase 883	1,279			-396
100-FINANCIAL FED CORP		9/05/07	2/01/10		Purchase 2,685	2,999			-314
10-FINANCIAL FED CORP		1/30/08	2/01/10		Purchase 269	230			39
15-FINANCIAL FED CORP		6/23/08	2/01/10		Purchase 403	376			27
15-FINANCIAL FED CORP		8/19/08	2/01/10		Purchase 403	361			42
35-HIBBETT SPORTS INC		1/30/08	4/12/10		Purchase 903	564			339
20-ICU MED INC		9/05/07	5/24/10		Purchase 638	762			-124
25-IDEXX LABS INC		10/30/08	3/01/10		Purchase 1,350	768			582
15-IDEXX LABS INC		12/12/08	3/01/10		Purchase 810	463			347
9-INTERNATIONAL SPEEDWAY CORP		1/30/08	12/20/10		Purchase 229	364			-135

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
	Date Acquired	Date Sold	Sale Price	Purchase				
26-INTERNATIONAL SPEEDWAY CORP	1/30/08	12/17/10	\$	Purchase 661	1,052	\$	\$	-391
10-INTERNATIONAL SPEEDWAY CORP CL A	8/19/08	12/20/10		Purchase 255	390			-135
40-INTERNATIONAL SPEEDWAY CORP CL A	9/05/07	12/17/10		Purchase 1,016	1,885			-869
10-JONES LANG LASALLE INC	12/17/08	10/22/10		Purchase 844	259			585
5-JONES LANG LASALLE INC	12/17/08	4/12/10		Purchase 385	129			256
10-JONES LANG LASALLE INC	12/12/08	4/12/10		Purchase 770	263			507
20-LKQ CORP	7/08/08	3/25/10		Purchase 399	363			36
30-MATTHEWS INTL CORP CL A	9/05/07	7/12/10		Purchase 888	1,284			-396
25-MATTHEWS INTL CORP CL A	9/05/07	5/13/10		Purchase 851	1,070			-219
25-MATTHEWS INTL CORP CL A	6/19/09	7/12/10		Purchase 740	768			-28
0.5-OWENS & MINOR INC	9/05/07	4/01/10		Purchase 15	13			2
30-PEETS COFFEE & TEA INC	10/24/07	3/16/10		Purchase 1,203	836			367
25-POOL CORP	12/29/08	12/14/10		Purchase 567	425			142
10-POOL CORP	12/29/08	12/13/10		Purchase 227	170			57
20-POOL CORP	5/04/10	4/29/10		Purchase 454	507			-53
40-SONIC CORP	9/05/07	3/08/10		Purchase 347	855			-508
40-SONIC CORP	9/05/07	5/24/10		Purchase 435	855			-420

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase				
40-SONIC CORP	8/14/08	5/24/10	\$	Purchase 435 \$	596 \$	\$		-161
35-SONIC CORP	8/14/08	3/08/10		Purchase 304	558			-254
125-SONIC CORP	8/19/09	5/24/10		Purchase 1,359	1,216			143
2-YOUNG INNOVATIONS INC	1/30/08	5/18/10		Purchase 50	55			-5
18-YOUNG INNOVATIONS INC	1/30/08	5/17/10		Purchase 449	498			-49
15-Accenture PLC	1/15/10	12/22/10		Purchase 754	638			116
15-AKZO NOBEL N V SPONSORED ADR	10/14/10	12/22/10		Purchase 897	930			-33
215-Alcatel Lucent	1/15/10	12/22/10		Purchase 643	785			-142
25-ANHEUSER BUSCH INBEV SA/NV SPON	1/15/10	6/25/10		Purchase 1,256	1,274			-18
5-ANHEUSER BUSCH INBEV SA/NV SPON	1/15/10	12/22/10		Purchase 287	255			32
35-ANTOFAGASTA P L C SPONSORED ADR	1/15/10	11/16/10		Purchase 1,584	1,153			431
10-ARCELORMITTAL SA	8/04/10	12/22/10		Purchase 386	306			80
195-ARCELORMITTAL SA	1/15/10	4/19/10		Purchase 9,071	9,062			9
110-BAE SYS PLC SPONSORED ADR	1/15/10	10/15/10		Purchase 2,443	2,611			-168
175-BAE SYS PLC SPONSORED ADR	1/15/10	10/26/10		Purchase 3,908	4,155			-247
205-BANCO SANTANDER S.A.	1/15/10	5/13/10		Purchase 2,293	2,823			-530
225-BANCO SANTANDER S.A.	1/15/10	4/28/10		Purchase 2,827	3,827			-1,000

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
BANK CHINA LTD ADR rights		2/05/10	12/13/10	\$	Purchase 170 \$	170 \$		\$	
BANK CHINA LTD ADR rights		3/05/10	12/13/10		Purchase 34	34			
195-BARCLAYS PLC		1/15/10	7/27/10		Purchase 3,538	3,962			-424
50-BARCLAYS PLC		1/15/10	3/15/10		Purchase 1,035	1,016			19
90-BARCLAYS PLC		1/15/10	5/11/10		Purchase 1,531	1,829			-298
65-BARCLAYS PLC		1/15/10	6/29/10		Purchase 1,114	1,321			-207
110-BARRICK GOLD CORP		1/15/10	3/15/10		Purchase 4,258	4,447			-189
20-BASF AKTIENGESELLSCHAFT		1/15/10	7/30/10		Purchase 1,163	1,213			-50
5-BASF AKTIENGESELLSCHAFT		1/15/10	12/22/10		Purchase 402	303			99
5-BG PLC ADR		11/09/10	12/22/10		Purchase 515	522			-7
105-BHP BILLITON LTD SPONSORED		1/15/10	11/16/10		Purchase 9,398	8,265			1,133
150-BP P L C SPONSORED ADR		1/15/10	5/04/10		Purchase 7,879	9,194			-1,315
10-Bunzl PLC		1/15/10	12/22/10		Purchase 562	591			-29
270-CAMECO CORP		1/15/10	5/06/10		Purchase 6,656	8,429			-1,773
10-CANADIAN NAT RES LTD		5/05/10	12/22/10		Purchase 426	386			40
25-CANON INC ADR		1/15/10	4/07/10		Purchase 1,167	1,067			100
10-CANON INC ADR		1/15/10	12/22/10		Purchase 494	427			67

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
	Date Acquired	Date Sold	Sale Price	Purchase Price				
15-CENOVUS ENERGY INC	4/28/10	12/22/10	\$	Purchase 466 \$	436 \$	\$	\$	30
250-CHANGYOU COM LTD ADS	1/15/10	12/07/10		Purchase 7,696	8,270			-574
5-CHANGYOU COM LTD ADS	11/09/10	12/07/10		Purchase 154	165			-11
5-CHINA MOBILE LTD	1/15/10	12/22/10		Purchase 246	245			1
15-CORUS ENTMT INC CL B	1/27/10	12/22/10		Purchase 324	275			49
25-CREDIT SUISSE GROUP SPONSORED ADR	1/15/10	5/11/10		Purchase 976	1,322			-346
75-DEUTSCHE BOERSE ADR	1/15/10	12/22/10		Purchase 509	599			-90
20-DIAGEO PLC SPONSORED ADR	1/15/10	4/30/10		Purchase 1,381	1,365			16
25-ELDORADO GOLD CORP	3/17/10	12/22/10		Purchase 451	332			119
55-ELDORADO GOLD CORP	3/17/10	11/18/10		Purchase 943	731			212
150-ELDORADO GOLD CORP	6/25/10	11/18/10		Purchase 2,572	2,718			-146
80-EXPERIAN PLC	1/15/10	12/22/10		Purchase 1,003	779			224
3-FRESENIUS MEDICAL CARE AG AND CO.K	1/15/10	7/27/10		Purchase 160	159			1
32-FRESENIUS MEDICAL CARE AG AND CO.	1/15/10	7/28/10		Purchase 1,691	1,696			-5
15-FUJITSU LTD ADR	5/06/10	12/22/10		Purchase 504	528			-24
35-GIVAUDAN SA ADR	1/15/10	12/22/10		Purchase 737	645			92
80-HSBC HLDGS PLC SPONSORED ADR	1/15/10	2/12/10		Purchase 4,115	4,700			-585

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain/Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
25-HSBC HLDGS PLC SPONSORED ADR	1/15/10	5/11/10	\$	Purchase	1,469	\$	\$	-326
55-HSBC HLDGS PLC SPONSORED ADR	1/15/10	9/29/10		Purchase	3,231			-339
5-KDDI CORP ADR	1/22/10	12/22/10		Purchase	282			13
50-KONINKLIJKE AHOLD NV SPONSORED ADR	1/15/10	12/22/10		Purchase	673			-44
25-LINDE AG-SPONSORED ADR	1/21/10	12/22/10		Purchase	309			62
10-MAKITA CORP.	5/11/10	12/22/10		Purchase	307			94
35-MTN GROUP LTD SPONSORED ADR	3/29/10	12/22/10		Purchase	592			60
15-NESTLE S A SPONSORED ADR	10/28/10	12/22/10		Purchase	822			46
254-NET SERVICOS DE COMUNICAO S A	4/28/10	10/15/10		Purchase	3,081			415
151-NET SERVICOS DE COMUNICAO S A	4/27/10	10/15/10		Purchase	1,849			229
140-NINTENDO LTD ADR	1/15/10	3/19/10		Purchase	4,960			198
45-NINTENDO LTD ADR	1/15/10	2/01/10		Purchase	1,594			12
25-NINTENDO LTD ADR	1/15/10	2/22/10		Purchase	886			-38
155-NOBEL BIO CARE ADR	3/18/10	8/11/10		Purchase	2,105			-719
395-NOBEL BIO CARE ADR	1/15/10	8/11/10		Purchase	6,454			-2,921
30-NOVARTIS AG	1/15/10	4/30/10		Purchase	1,584			-26
10-NOVARTIS AG	1/15/10	12/22/10		Purchase	528			59

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase				
30-NOVO-NORDISK A S ADR	1/15/10	7/27/10	\$	Purchase 2,569	\$ 2,013	\$		556
10-NOVO-NORDISK A S ADR	1/15/10	8/02/10		Purchase 860	671			189
5-NOVO-NORDISK A S ADR	1/15/10	12/22/10		Purchase 550	336			214
115-PETROLEO BRASILEIRO SA PETROBRAS	1/15/10	11/04/10		Purchase 3,934	5,400			-1,466
90-PETROLEO BRASILEIRO SA PETROBRAS	1/15/10	1/28/10		Purchase 3,698	4,226			-528
13-POTASH CORP SASK INC	1/15/10	8/20/10		Purchase 1,828	1,527			301
5-POTASH CORP SASK INC	1/15/10	12/22/10		Purchase 699	587			112
110-Publicis SA	1/15/10	5/10/10		Purchase 2,305	2,334			-29
80-Publicis SA	1/15/10	4/28/10		Purchase 1,806	1,698			108
15-ROCHE HLDG LTD SPONSORED ADR	1/15/10	12/22/10		Purchase 535	655			-120
10-SAP AG SPONSORED ADR	1/15/10	12/22/10		Purchase 500	495			5
60-Seven & Holdings Co Ltd	1/15/10	7/28/10		Purchase 2,805	2,645			160
210-SGS SA	1/19/10	8/04/10		Purchase 2,915	2,875			40
5-SIEMENS AG	1/15/10	12/22/10		Purchase 611	478			133
15-SILVER WHEATON CORP	1/15/10	12/22/10		Purchase 567	255			312
5-SMITH & NEPHEW P L C SPONSORED ADR	1/15/10	12/22/10		Purchase 255	261			-6
20-SOCIEDAD QUIMICA Y MINERA DE CHIL	1/15/10	12/22/10		Purchase 1,054	855			199

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase				
370-SOCIETE GENERALE FRANCE SPONSORE	1/15/10	3/23/10	\$	Purchase 4,479	\$ 5,528	\$	\$	-1,049
15-SODEXO	1/15/10	12/22/10		Purchase 1,041	874			167
160-STERLITE INDS INDIA LTD ADS	1/15/10	12/03/10		Purchase 2,251	2,994			-743
190-STERLITE INDS INDIA LTD ADS	1/15/10	2/19/10		Purchase 3,183	3,555			-372
115-STERLITE INDS INDIA LTD ADS	1/15/10	5/24/10		Purchase 1,573	2,152			-579
290-SWEDBANK A B SPONSORED ADR	1/19/10	7/27/10		Purchase 3,116	2,958			158
30-SWEDBANK A B SPONSORED ADR	1/19/10	12/22/10		Purchase 416	306			110
215-TALISMAN ENERGY INC	1/15/10	4/28/10		Purchase 3,661	3,960			-299
200-TALISMAN ENERGY INC	1/15/10	3/26/10		Purchase 3,366	3,684			-318
5-TECK RESOURCES LIMITED	12/03/10	12/22/10		Purchase 287	246			41
15-TESCO PLC SPONSORED ADR	1/15/10	12/22/10		Purchase 303	308			-5
20-TNT N V SPONSORED ADR	1/15/10	12/22/10		Purchase 504	622			-118
80-TOYOTA MTR CORP SPONSORED ADR	1/15/10	2/02/10		Purchase 6,155	7,122			-967
64-ULTRAPAR PARTICIPACOE S A SPONSO	1/15/10	12/07/10		Purchase 3,869	3,132			737
33-ULTRAPAR PARTICIPACOE S A SPONSO	1/15/10	2/23/10		Purchase 1,482	1,615			-133
72-ULTRAPAR PARTICIPACOE S A SPONSO	1/15/10	2/24/10		Purchase 3,247	3,524			-277
15-ULTRAPAR PARTICIPACOE S A SPONSO	1/15/10	2/25/10		Purchase 678	734			-56

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
	Date Acquired	Date Sold	Sale Price	Purchase Price				
66-ULTRAPAR PARTICIPACOE S A SPONSO	1/15/10	12/03/10	\$	Purchase 3,922	\$		\$	692
25-UNILEVER N V NEW YORK	1/15/10	12/22/10		Purchase 779				-18
220-UNITED OVERSEAS BK LTD SPONSORED	1/15/10	3/11/10		Purchase 5,632				-601
70-UNITED OVERSEAS BK LTD SPONSORED	1/15/10	3/10/10		Purchase 1,783				-200
70-VODAFONE GROUP PLC NEW SPONSORED	1/15/10	4/20/10		Purchase 1,658				93
50-VODAFONE GROUP PLC NEW SPONSORED	1/15/10	12/22/10		Purchase 1,336				218
20-WILLIS GROUP HOLDINGS COM	1/15/10	12/22/10		Purchase 680				133
205-ACTIVISION BLIZZARD INC	1/22/10	1/26/10		Purchase 2,164				-48
20-RESEARCH IN MOTION LTD	1/22/10	2/03/10		Purchase 1,305				2
15-FREEPORT-MCMORAN COPPER & GOLD IN	1/22/10	2/04/10		Purchase 1,069				-183
180-ABB LTD SPONSORED	1/22/10	2/12/10		Purchase 3,246				-289
45-QUALCOMM INC	1/22/10	2/12/10		Purchase 1,711				-523
15-PROCTER & GAMBLE	1/22/10	2/17/10		Purchase 930				8
90-JPMORGAN CHASE & CO	1/22/10	2/19/10		Purchase 3,601				-299
50-BAXTER INTL INC	1/22/10	2/22/10		Purchase 2,878				-196
30-WAL-MART STORES INC.	1/22/10	2/23/10		Purchase 1,595				-23
5-CME GROUP INC	1/02/10	2/26/10		Purchase 1,388				-314

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
6-CME GROUP INC		1/22/10	3/01/10	\$	Purchase 1,706	2,043	\$	\$	-337
15-WAL-MART STORES INC.		1/22/10	3/12/10		Purchase 814	809			5
5-APPLE INC		1/22/10	3/17/10		Purchase 1,130	1,058			72
8-ALCON INC		1/22/10	3/31/10		Purchase 1,282	1,224			58
4-APPLE INC		1/22/10	3/31/10		Purchase 920	847			73
50-WAL-MART STORES INC.		1/22/10	3/31/10		Purchase 2,776	2,696			80
11-ALCON INC		1/22/10	4/06/10		Purchase 1,774	1,683			91
11-ALCON INC		1/22/10	4/07/10		Purchase 1,775	1,683			92
25-JOHNSON & JOHNSON		1/22/10	4/07/10		Purchase 1,637	1,637			
85-FOREST LABORATORIES INC		1/22/10	4/13/10		Purchase 2,464	2,663			-199
22-RESEARCH IN MOTION LTD		1/22/10	4/14/10		Purchase 1,543	1,433			110
40-PEABODY ENERGY CORP		1/22/10	4/15/10		Purchase 1,927	1,913			14
18-RESEARCH IN MOTION LTD		1/22/10	4/15/10		Purchase 1,265	1,173			92
20-GILEAD SCIENCES INC		1/22/10	4/16/10		Purchase 925	922			3
20-MONSANTO CO		1/22/10	4/16/10		Purchase 1,352	1,623			-271
20-TRANSOCEAN LTD		1/22/10	4/16/10		Purchase 1,693	1,837			-144
40-UNITEDHEALTH GROUP INC		1/22/10	4/19/10		Purchase 1,249	1,404			-155

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
20-GOLDMAN SACHS GROUP INC	1/22/10	4/22/10	Purchase 3,200 \$		3,335 \$		\$	-135
6-GOLDMAN SACHS GROUP INC	3/19/10	4/22/10	Purchase 960		1,051			-91
6-APPLE INC	1/22/10	4/27/10	Purchase 1,591		1,270			321
15-COVIDIEN	1/22/10	4/27/10	Purchase 736		749			-13
2-GOOGLE INC CL A	1/22/10	4/27/10	Purchase 1,089		1,162			-73
4-BLACKROCK INC	1/22/10	4/28/10	Purchase 842		955			-113
20-MOSAIC STOCK	1/22/10	4/28/10	Purchase 1,071		1,243			-172
35-MONSANTO CO	1/22/10	4/29/10	Purchase 2,293		2,841			-548
60-UNITEDHEALTH GROUP INC	1/22/10	4/30/10	Purchase 1,814		2,106			-292
40-TRANSOCEAN LTD	1/22/10	5/04/10	Purchase 3,194		3,674			-480
65-MOSAIC STOCK	1/22/10	5/06/10	Purchase 3,311		4,039			-728
40-ADOBE SYS INC	1/22/10	5/12/10	Purchase 1,301		1,468			-167
7-AIR PRODUCTS AND CHEMICALS INC.	1/22/10	5/12/10	Purchase 504		578			-74
28-MCKESSON CORP	1/22/10	5/12/10	Purchase 1,812		1,760			52
15-BHP BILLITON LTD SPONSORED	1/22/10	5/13/10	Purchase 1,057		1,210			-153
27-MCKESSON CORP	1/22/10	5/13/10	Purchase 1,781		1,697			84
30-AVON PRODUCTS INC	1/22/10	5/18/10	Purchase 865		982			-117

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How		Date	Date	Cost	Expense	Depreciation	Net Gain / Loss
		Whom Sold	Date Acquired	Sold	Price				
70-KOHL'S CORP			1/22/10	5/26/10	\$ 3,610	\$ 3,616	\$	\$	-6
70-MICROSOFT CORP			1/22/10	6/02/10	Purchase 1,817	2,182			-365
3-GOOGLE INC CL A			1/22/10	6/10/10	Purchase 1,480	1,744			-264
5-BLACKROCK INC			1/22/10	6/11/10	Purchase 765	1,193			-428
20-GILEAD SCIENCES INC			1/22/10	6/11/10	Purchase 666	922			-256
55-GILEAD SCIENCES INC			1/22/10	6/18/10	Purchase 1,924	2,536			-612
20-MICROSOFT CORP			1/22/10	6/18/10	Purchase 531	623			-92
40-MICROSOFT CORP			1/22/10	6/18/10	Purchase 1,040	1,247			-207
70-CISCO SYSTEMS INC			1/22/10	6/29/10	Purchase 1,585	1,733			-148
4-GOOGLE INC CL A			1/22/10	6/29/10	Purchase 1,908	2,325			-417
5-MASTERCARD INC CL A			1/22/10	6/29/10	Purchase 1,079	1,344			-265
40-ORACLE CORPORATION			1/22/10	6/29/10	Purchase 895	1,017			-122
55-ADOBE SYS INC			1/22/10	7/07/10	Purchase 1,452	2,019			-567
5-BLACKROCK INC			1/22/10	7/07/10	Purchase 703	1,193			-490
15-FEDEX CORP			1/22/10	7/07/10	Purchase 1,058	1,289			-231
20-NATIONAL OILWELL VARCO			1/22/10	7/07/10	Purchase 650	927			-277
50-ORACLE CORPORATION			1/22/10	7/07/10	Purchase 1,072	1,271			-199

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase				
25-QUALCOMM INC	1/22/10	7/07/10	\$	Purchase 806 \$	1,241 \$	\$		-435
45-SCHWAB CHARLES CORP	1/22/10	7/07/10		Purchase 621	871			-250
30-HEWLETT PACKARD CO	1/22/10	7/08/10		Purchase 1,349	1,576			-227
11-INTERNATIONAL BUSINESS MACHS CORP	1/22/10	7/08/10		Purchase 1,397	1,462			-65
210-SCHWAB CHARLES CORP	1/22/10	7/21/10		Purchase 3,196	4,066			-870
25-ACCENTURE PLC	1/22/10	7/23/10		Purchase 958	1,085			-127
20-ROCKWELL COLLINS INC	1/22/10	7/26/10		Purchase 1,083	1,142			-59
55-ACCENTURE PLC	1/22/10	7/28/10		Purchase 2,199	2,388			-189
75-JOHNSON & JOHNSON	1/22/10	7/28/10		Purchase 4,297	4,912			-615
30-ACCENTURE PLC	4/19/10	7/28/10		Purchase 1,200	1,295			-95
15-MEDCO HEALTH SOLUTIONS INC	2/09/10	8/03/10		Purchase 734	921			-187
10-MEDCO HEALTH SOLUTIONS INC	2/26/10	8/03/10		Purchase 489	627			-138
5-CERNER CORP	4/19/10	8/03/10		Purchase 382	442			-60
5-CERNER CORP	1/22/10	8/04/10		Purchase 382	441			-59
35-TEVA PHARMACEUTICAL INDS	1/22/10	8/05/10		Purchase 1,758	2,045			-287
15-SHAW GROUP INC	2/23/10	8/05/10		Purchase 497	526			-29
15-SHAW GROUP INC	3/31/10	8/05/10		Purchase 497	529			-32

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase				
10-SHAW GROUP INC	5/11/10	8/05/10	\$	Purchase 331	\$ 353	\$		\$ -22
5-MASTERCARD INC CL A	1/22/10	8/06/10		Purchase 1,006	1,344			-338
25-COVIDIEN	1/22/10	8/10/10		Purchase 952	1,221			-269
75-MEDTRONIC INC.	1/22/10	8/10/10		Purchase 2,835	3,479			-644
10-PROCTER & GAMBLE	1/22/10	8/13/10		Purchase 610	615			-5
55-PROCTER & GAMBLE	1/22/10	8/17/10		Purchase 3,304	3,381			-77
20-HEWLETT PACKARD CO	1/22/10	8/19/10		Purchase 811	1,050			-239
10-SHAW GROUP INC	2/23/10	8/19/10		Purchase 314	350			-36
10-SHAW GROUP INC	3/03/10	8/19/10		Purchase 314	346			-32
20-QUANTA SVCS INC	3/24/10	8/19/10		Purchase 374	391			-17
5-NORDSTROM INC.	5/26/10	8/19/10		Purchase 152	192			-40
23-SHAW GROUP INC	5/26/10	8/19/10		Purchase 721	755			-34
2-SHAW GROUP INC	5/26/10	8/19/10		Purchase 63	66			-3
25-NORDSTROM INC.	6/01/10	8/19/10		Purchase 761	973			-212
35-QUANTA SVCS INC	7/16/10	8/19/10		Purchase 655	752			-97
65-CISCO SYSTEMS INC	1/22/10	8/23/10		Purchase 1,458	1,609			-151
40-QUANTA SVCS INC	3/03/10	8/26/10		Purchase 752	761			-9

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase				
25-QUANTA SVCS INC	3/24/10	8/26/10	\$	Purchase 470 \$	488 \$	\$		-18
50-MICROSOFT CORP	1/22/10	8/31/10		Purchase 1,220	1,559			-339
45-QUANTA SVCS INC	2/23/10	8/31/10		Purchase 811	807			4
5-QUANTA SVCS INC	3/02/10	8/31/10		Purchase 90	94			-4
15-QUANTA SVCS INC	5/10/10	8/31/10		Purchase 270	285			-15
11-BLACKROCK INC	1/22/10	9/02/10		Purchase 1,562	2,625			-1,063
4-BLACKROCK INC	4/07/10	9/02/10		Purchase 568	832			-264
60-ORACLE CORPORATION	1/22/10	9/07/10		Purchase 1,346	1,525			-179
25-SUNCOR ENERGY INC	5/05/10	9/07/10		Purchase 777	864			-87
45-ORACLE CORPORATION	1/22/10	9/10/10		Purchase 1,104	1,144			-40
30-EMC CORP	4/22/10	9/10/10		Purchase 590	576			14
45-EMC CORP	7/30/10	9/10/10		Purchase 886	920			-34
55-CISCO SYSTEMS INC	1/22/10	9/13/10		Purchase 1,140	1,362			-222
3-GOOGLE INC CL A	1/22/10	9/13/10		Purchase 1,405	1,744			-339
10-LIFE TECHNOLOGIES CORP	3/05/10	9/13/10		Purchase 454	521			-67
10-LIFE TECHNOLOGIES CORP	4/30/10	9/13/10		Purchase 454	516			-62
6-LULULEMON ATHLETICA INC	7/08/10	9/15/10		Purchase 238	217			21

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase				
14-LULULEMON ATHLETICA INC	7/09/10	9/15/10	\$	Purchase 555 \$	507 \$	\$		48
25-LULULEMON ATHLETICA INC	7/21/10	9/15/10		Purchase 991	950			41
20-LULULEMON ATHLETICA INC	9/02/10	9/15/10		Purchase 793	662			131
5-RED HAT INC COM	4/27/10	9/28/10		Purchase 203	157			46
15-RED HAT INC	8/10/10	9/28/10		Purchase 608	501			107
5-AMAZON COM INC	1/22/10	10/12/10		Purchase 774	631			143
5-APPLE INC	1/22/10	10/12/10		Purchase 1,440	1,058			382
5-BHP BILLITON LTD SPONSORED	1/22/10	10/12/10		Purchase 400	403			-3
15-COSTCO WHOLESALE CORP	1/22/10	10/12/10		Purchase 975	887			88
10-FREEPORT-MCMORAN COPPER & GOLD IN	1/22/10	10/12/10		Purchase 931	835			96
80-HEWLETT PACKARD CO	1/22/10	10/12/10		Purchase 3,358	4,202			-844
1-INTUITIVE SURGICAL INC	1/22/10	10/12/10		Purchase 274	315			-41
40-TALISMAN ENERGY INC	1/22/10	10/12/10		Purchase 710	734			-24
10-WALT DISNEY CO	1/22/10	10/12/10		Purchase 335	309			26
10-TIFFANY & CO	4/12/10	10/12/10		Purchase 474	488			-14
5-NORDSTROM INC.	5/20/10	10/12/10		Purchase 373	385			-12
10-BOEING CO COM	6/01/10	10/12/10		Purchase 685	647			38

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase Price				
15-NETAPP INC	7/30/10	10/12/10	\$	Purchase 711 \$	659 \$	\$	\$	52
3-INTUITIVE SURGICAL INC	8/10/10	10/12/10		Purchase 821	1,002			-181
8-F5 NETWORKS INC	7/21/10	11/01/10		Purchase 918	616			302
5-F5 NETWORKS INC	8/05/10	11/01/10		Purchase 574	438			136
40-3M CO	6/01/10	11/09/10		Purchase 3,489	3,215			274
55-AVON PRODUCTS INC	1/22/10	11/10/10		Purchase 1,623	1,800			-177
25-NETAPP INC	8/10/10	11/22/10		Purchase 1,363	1,096			267
20-ABBOTT LABORATORIES	1/22/10	11/23/10		Purchase 946	1,125			-179
65-AVON PRODUCTS INC	1/22/10	11/23/10		Purchase 1,909	2,127			-218
50-CISCO SYSTEMS INC	1/22/10	11/23/10		Purchase 977	1,238			-261
5-INTUITIVE SURGICAL INC	1/22/10	11/23/10		Purchase 1,321	1,576			-255
20-FEDEX CORP	1/22/10	11/26/10		Purchase 1,743	1,719			24
10-FEDEX CORP	1/25/10	11/26/10		Purchase 872	836			36
5-TJX COS INC	3/31/10	11/26/10		Purchase 230	216			14
15-TJX COS INC	4/19/10	11/26/10		Purchase 690	693			-3
15-FEDEX CORP	6/01/10	11/26/10		Purchase 1,307	1,234			73
40-TJX COS INC	3/12/10	12/10/10		Purchase 1,800	1,671			129

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase				
15-TJX COS INC	3/31/10	12/10/10	\$	Purchase 675 \$	649 \$	\$		26
25-TJX COS INC	4/07/10	12/10/10		Purchase 1,125	1,067			58
7-F5 NETWORKS INC	7/21/10	12/15/10		Purchase 980	539			441
19-TITANIUM METALS CORP	8/09/10	12/21/10		Purchase 327	379			-52
5-ABBOTT LABORATORIES	1/22/10	12/22/10		Purchase 241	281			-40
45-ADOBE SYS INC	1/22/10	12/22/10		Purchase 1,376	1,652			-276
5-AIR PRODUCTS AND CHEMICALS INC.	1/22/10	12/22/10		Purchase 446	413			33
5-AMAZON COM INC	1/22/10	12/22/10		Purchase 889	631			258
5-APACHE CORP.	1/22/10	12/22/10		Purchase 580	538			42
3-APPLE INC	1/22/10	12/22/10		Purchase 963	635			328
5-BHP BILLITON LTD SPONSORED	1/22/10	12/22/10		Purchase 446	403			43
5-COSTCO WHOLESALE CORP	1/22/10	12/22/10		Purchase 360	296			64
5-CUMMINS INC	1/22/10	12/22/10		Purchase 464	351			113
15-DANAHER CORP.	1/22/10	12/22/10		Purchase 702	575			127
5-FREEPORT-MCMORAN COPPER & GOLD INC	1/22/10	12/22/10		Purchase 568	417			151
10-MASTERCARD INC CL A	1/22/10	12/22/10		Purchase 2,219	2,687			-468
5-NIKE INC CL B CL B	1/22/10	12/22/10		Purchase 451	323			128

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How		Cost	Expense	Depreciation	Net Gain / Loss
		Date Acquired	Date Sold				
Whom Sold							
20-ORACLE CORPORATION		1/22/10	12/22/10	\$			
				Purchase			
				633 \$			
10-QUALCOMM INC		1/22/10	12/22/10				
				Purchase			
				496			
5-UNITED TECHNOLOGIES CORP		1/22/10	12/22/10				
				Purchase			
				394			
10-JOHNSON CONTROLS INC.		3/31/10	12/22/10				
				Purchase			
				389			
15-JUNIPER NETWORKS INC		4/19/10	12/22/10				
				Purchase			
				552			
15-RED HAT INC COM		4/27/10	12/22/10				
				Purchase			
				725			
35-AMERICAN EXPRESS CO.		4/29/10	12/22/10				
				Purchase			
				1,539			
10-SUNCOR ENERGY INC		4/30/10	12/22/10				
				Purchase			
				360			
10-AMERICAN EXPRESS CO.		5/05/10	12/22/10				
				Purchase			
				440			
5-ALEXION PHARMACEUTICALS INC		5/05/10	12/22/10				
				Purchase			
				415			
10-CUMMINS INC		5/07/10	12/22/10				
				Purchase			
				1,080			
20-AUTODESK INC.		5/07/10	12/22/10				
				Purchase			
				785			
5-DOLBY LABORATORIES INC		6/29/10	12/22/10				
				Purchase			
				337			
15-KANSAS CITY SOUTHN		7/16/10	12/22/10				
				Purchase			
				720			
25-STARBUCKS CORP		7/16/10	12/22/10				
				Purchase			
				822			
25-WHOLE FOODS MKT INC		8/09/10	12/22/10				
				Purchase			
				1,265			
6-TITANIUM METALS CORP		8/09/10	12/22/10				
				Purchase			
				106			

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase				
5-NETAPP INC	8/10/10	12/22/10	\$	Purchase 269	219	\$	\$	50
23-TITANIUM METALS CORP	8/10/10	12/22/10		Purchase 407	459			-52
60-TITANIUM METALS CORP	8/16/10	12/22/10		Purchase 1,063	1,161			-98
10-COGNIZANT TECHNOLOGY SOLUTIONS CO	9/03/10	12/22/10		Purchase 724	579			145
17-TITANIUM METALS CORP	9/09/10	12/22/10		Purchase 301	332			-31
23-TITANIUM METALS CORP	9/10/10	12/22/10		Purchase 407	449			-42
5-EXXON MOBIL CORP	9/29/10	12/22/10		Purchase 362	309			53
10-DEERE & CO.	10/05/10	12/22/10		Purchase 816	699			117
18-TITANIUM METALS CORP	10/22/10	12/22/10		Purchase 319	343			-24
1-GOOGLE INC CL A	11/09/10	12/22/10		Purchase 591	628			-37
15-RIVERBED TECHNOLOGY INC	11/15/10	12/22/10		Purchase 541	435			106
25-EMC CORP	11/19/10	12/22/10		Purchase 576	533			43
5-INTERCONTINENTALEXCHANGE INC	11/26/10	12/22/10		Purchase 597	567			30
15-SCHLUMBERGER LTD	11/29/10	12/22/10		Purchase 1,223	1,123			100
15-TIFFANY & CO	11/29/10	12/22/10		Purchase 975	867			108
10-NATIONAL OILWELL VARCO	12/01/10	12/22/10		Purchase 637	620			17
10-NETAPP INC	8/10/10	12/23/10		Purchase 550	439			111

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
		Date Acquired	Date Sold				
20-NETAPP INC		8/17/10	12/23/10	\$ 1,101	\$ 769	\$	332
				Purchase			
20-ABBOTT LABORATORIES		1/22/10	12/31/10	949	1,125		-176
				Purchase			
PSI		Various	8/12/10	236			236
				Purchase			
Total				\$ 1,700,815	\$ 1,730,170	\$ 0	\$ -29,355

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
STRENGTH CAPITAL	\$ -1,358	\$	\$
STRENGTH CAPITAL II	-63,465		
UBS QUARANGLE	-269		
Total	\$ -65,092	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Williams, Williams, Rattner & 380 N Old Woodward Ave Ste 300 Birmingham, MI 48009	\$ 15,127	\$	\$	\$
Total	\$ 15,127	\$ 0	\$ 0	\$ 0

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Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MARGARET I TANGHE CPA	\$ 4,815	\$	\$	\$
2064 KRISTIN				
TROY, MI 48084				
Total	\$ 4,815	\$ 0	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXCISE TAX ON INVESTMENT INCOME	\$ 1,998	\$	\$	\$
Total	\$ 1,998	\$ 0	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
INVESTMENT MANAGEMENT FEES	27,381	27,381		
INVESTMENT EXPENSES (K-1)	20,298			
PORTFOLIO EXPENSES (K-1)	11,457			
OTHER K-1 ITEMS	607			
Total	\$ 59,743	\$ 27,381	\$ 0	\$ 0

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Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
3M CO-140 SHS	\$ 12,295		Cost	\$
3M Co-70 SHS		6,212	Cost	6,041
AAON INC-75 SHS		1,863	Cost	2,116
AARON RENTS INC CL B-162 SHS		2,191	Cost	3,201
AARON RENTS INC-160 SHS	3,556		Cost	
ABBOTT LABORATORIES-80 SHS		4,444	Cost	3,833
ACCENTURE PLC-70 SHS		2,976	Cost	3,394
ACME PACKET INC-35 SHS		1,878	Cost	1,861
ACUITY BRANDS INC-65 SHS		2,673	Cost	3,749
ADVISORY BRD CO-90 SHS	3,024	3,024	Cost	4,287
AFFILIATED MANAGERS GROUP INC-70 SHS		2,567	Cost	6,945
AFFILIATED MANAGERS-105 SHS	3,562		Cost	
AIR PRODUCTS & CHEMICALS INC.-38 S		3,138	Cost	3,456
AKZO NOBEL N V SPONSORED ADR-135 SHS		7,596	Cost	8,388
ALBERTO-CULVER CO-135 SHS	3,240		Cost	
ALCATEL LUCENT-2725 SHS		8,842	Cost	8,066
ALCOA INC-1,250 SHS	13,461		Cost	
ALEXION PHARMACEUTICALS INC-50 SHS		2,616	Cost	4,028
ALLSTATE CORP-245 SHS		4,962	Cost	7,811
ALLSTATE CORP-695 SHS	18,044		Cost	
AMAZON COM INC-50 SHS		6,243	Cost	9,000
AMBASSADORS GROUP INC-100 SHS	1,729		Cost	
AMERICAN EXPRESS CO.-375 SHS		11,596	Cost	14,378
AMERICAN EXPRESS-565 SHS	19,682		Cost	
AMERICAN TOWER CORP-40 SHS		2,041	Cost	3,615
ANALOG DEVICES-190 SHS		6,088	Cost	7,157
ANALOG DEVICES-460 SHS	15,536		Cost	
ANHEUSER BUSCH INBEV SA/NV SPON-100		5,096	Cost	5,709
ANSYS INC-120 SHS	3,707		Cost	
ANSYS INC-30 SHS		848	Cost	1,562
ANTOFAGASTA P L C SPONSORED ADR-145		4,775	Cost	7,378
APACHE CORP.-50 SHS		5,375	Cost	5,962
APPLE INC-57 SHS		12,063	Cost	18,386
APPLIED MATERIALS INC.-415 SHS		4,381	Cost	5,831
APTARGROUP INC-105 SHS		3,812	Cost	4,995
APTARGROUP INC-115 SHS	4,178		Cost	
ARCELORMITTAL SA-250 SHS		8,052	Cost	9,533

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Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ASAHI KASEI CORP ADR-220 SHS		2,634	Cost	\$ 2,871
AT&T CORP-311 SHS	11,340		Cost	
AT&T INC-351 SHS		11,249	Cost	10,312
AUTODESK INC-95 SHS		2,841	Cost	3,629
BAKER HUGHES INC-175 SHS		6,702	Cost	10,005
BAKER HUGHES INC-420 SHS	12,311		Cost	
BALCHEM CORP-65 SHS	1,688		Cost	
BALCHEM CORP-97 SHS		1,679	Cost	3,280
BANCO SANTANDER BRASIL S A-400 SHS		4,800	Cost	5,440
BANK CHINA LTD ADR-450 SHS		5,339	Cost	5,886
BANK NEW YORK MELLON CORP-300 SHS		7,953	Cost	9,060
BANK OF NEW YORK MELLON-460 SHS	12,281		Cost	
BASF AKTIENGESSELLSCHAFT-95 SHS		5,680	Cost	7,596
BAXTER INTL INC-155 SHS		6,386	Cost	7,846
BB&T Corp-430 SHS		11,390	Cost	11,305
BB&T CORP-665 SHS	18,689		Cost	
BEIJING ENTERPRISES HLDGS LTD SPONSO		2,519	Cost	2,181
BG PLC ADR-74 SHS		6,956	Cost	7,548
BHP BILLITON LTD SPONSORED-50 SHS		4,034	Cost	4,646
BIO RAD LABS INC-50 SHS	4,122	4,122	Cost	5,193
BIRMINGHAM BLOOMFIELD BANC-5000 SHS	50,000	50,000	Cost	16,250
BLACK & DECKER-130 SHS	8,915		Cost	
BLACKBAUD INC-190 SHS		2,580	Cost	4,921
BLACKBAUD INC-255 SHS	3,900		Cost	
BLACKROCK INC-44 SHS		7,033	Cost	8,386
BLUE NILE INC-30 SHS	979		Cost	
BNP PARIBAS SPONSORED ADR-225 SHS		7,276	Cost	7,189
BOEING CO-265 SHS		13,894	Cost	17,294
BOEING CO-305 SHS	16,980		Cost	
BRADY CORP CL A-75 SHS		2,900	Cost	2,446
BRADY CORP-75 SHSS	2,900		Cost	
BRISTOL MYERS SQUIBB-545 SHS	14,850		Cost	
BUNZL PLC-95 SHS		5,313	Cost	5,428
CANADIAN NAT RES LTD-120 SHS		4,629	Cost	5,330
CANON INC ADR-135 SHS		5,760	Cost	6,931
CARLISLE COMPANIES-55 SHS		1,840	Cost	2,186
CARLISLE COS-50 SHS	1,645		Cost	

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Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CASEYS GEN STORES INC-50 SHS	\$ 1,420		Cost	\$
CASEYS GEN STORES INC-50 SHS		1,752	Cost	2,126
CELGENE CORP-75 SHS		4,447	Cost	4,436
CENOVUS ENERGY INC-195 SHS		5,650	Cost	6,482
CERNER CORP-60 SHS		5,294	Cost	5,684
CHATTEM INC-25 SHS	1,559		Cost	
CHEVRON CORP-140 SHS		9,599	Cost	12,775
CHEVRON CORP-180 SHS	11,075		Cost	
CHINA INFORMATION SEC TECHNOLOGY INC		5,596	Cost	4,376
CHINA MOBILE LTD-160 SHS		7,836	Cost	7,939
CHOICE HOTELS INTL INC-80 SHS	1,881	1,881	Cost	3,062
CHUBB CORP-155 SHS	6,351		Cost	
CISCO SYSTEMS INC-190 SHS		4,704	Cost	3,844
CITRIX SYS INC-165 SHS		8,070	Cost	11,288
CITY NATIONAL CORP-65 SHS	3,058	3,058	Cost	3,988
CLARCOR INC-60 SHS		2,068	Cost	2,573
CNOOC LTD-47 SHS		7,805	Cost	11,203
COCA COLA CO-135 SHS	6,285		Cost	
COCA COLA CO-65 SHS		3,026	Cost	4,275
COGNIZANT TECHNOLOGY SOLUTIONS CORP-		5,785	Cost	8,428
COLUMBIA SPORTSWEAR CO-40 SHS		1,585	Cost	2,412
COLUMBIA SPORTSWEAR CO-45 SHS	1,784		Cost	
CONOCOPHILLIPS-85 SHS		4,646	Cost	5,789
CORUS ENTMT INC CL B-245 SHS		4,475	Cost	5,476
COSTCO WHOLESALE CORP-50 SHS		2,958	Cost	3,611
COVIDIEN-85 SHS		4,150	Cost	3,881
CREDIT SUISSE GROUP SPONSORED-165 SH		8,083	Cost	6,668
CUMMINS INC-65 SHS		3,615	Cost	7,151
DAKTRONICS INC-210 SHS	1,750	1,750	Cost	3,343
DANAHER CORP.-125 SHS		4,790	Cost	5,896
DEERE & CO-185 SHS	6,561		Cost	
DEERE & CO.-95 SHS		6,093	Cost	7,890
DEUTSCHE BOERSE ADR-1340 SHS		10,594	Cost	9,219
DIAGEO PLC SPONSORED ADR-70 SHS		4,776	Cost	5,203
DIAMOND FOODS INC-65 SHS		2,568	Cost	3,457
DOLBY LABORATORIES INC-50 SHS		3,237	Cost	3,335
DOW CHEMICAL-245 SHS		6,701	Cost	8,364

JAMFOUND THE WILLIAMS FAMILY FUND

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Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
DOW CHEMICAL-650 SHS	\$ 21,807		Cost	\$
DRIL-QUIP INC-90 SHS		1,994	Cost	6,995
DRIL-QUIP INC-95 SHS	2,214		Cost	
ECOLAB INC-75 SHS		3,477	Cost	3,782
ELDORADO GOLD CORP-180 SHS		3,787	Cost	5,292
EMC CORP-280 SHS		5,304	Cost	6,412
ENCANA CORP-325 SHS	17,556		Cost	
ENSCO PLC SPON ADR-155 SHS		5,879	Cost	8,274
ERICSSON L M TEL CO-1165 SHS	12,675		Cost	
EXPERIAN PLC-970 SHS		9,448	Cost	12,047
EXPONENT INC-80 SHS	2,177	2,177	Cost	3,002
EXXON MOBIL CORP-235 SHS		15,522	Cost	17,183
EXXON MOBIL CORP-290 SHS	20,195		Cost	
F5 NETWORKS INC-25 SHS		1,697	Cost	3,254
FACTSET RESEARCH SYSTEMS-15 SHS		882	Cost	1,406
FACTSET RESEARCH SYSTEMS-60 SHS	3,528		Cost	
FAIR ISAAC CORPORATION-145 SHS		3,217	Cost	3,389
FAIR ISSAC CORP-180 SHS	4,496		Cost	
FINANCIAL FED CORP-140 SHS	3,965		Cost	
FOREST CITY ENTERPRISES INC CL A-365	2,231	2,231	Cost	6,092
FORWARD AIR CORP-100 SHS	3,441		Cost	
FORWARD AIR CORP-130 SHS		4,302	Cost	3,689
FREEPORT-MCMORAN COPPER & GOLD INC-4		3,520	Cost	5,404
FRESENIUS MEDICAL CARE AG AND CO.KGA		6,889	Cost	7,500
FUJITSU LTD ADR-140 SHS		4,392	Cost	4,903
GAFISA S A SPONSORED ADR-335 SHS		4,516	Cost	4,868
GAP INC-360 SHS	4,925		Cost	
GENERAL ELECTRIC-510 SHS		5,837	Cost	9,328
GENERAL ELECTRIC-1395 SHS	33,334		Cost	
GIVAUDAN SA ADR-440 SHS		7,791	Cost	9,552
GOLDMAN SACHS GROUP INC-49 SHS		4,228	Cost	8,240
GOLDMAN SACHS-77 SHS	5,339		Cost	
GOOGLE INC CL A-18 SHS		10,588	Cost	10,691
GRACQ INC-85 SHS		2,516	Cost	3,353
GRAN TIERRA ENERGY INC-515 SHS		3,992	Cost	4,146
GREEN MTN COFFEE ROASTERS-120 SHS		4,126	Cost	3,943
HARTFORD FINANCIAL SERVICES-160 SHS	10,297		Cost	

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Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
HCC INS HLDG INC-90 SHS	\$ 1,919	1,919	Cost	\$ 2,605
HENRY JACK & ASSOC INC-165 SHS	4,226	4,226	Cost	4,810
HIBBETT SPORTS INC-55 SHS		886	Cost	2,030
HIBBETT SPORTS INC-90 SHS	1,449		Cost	
HITTITE MICROWAVE CORP-35			Cost	
HOME DEPOT-215 SHS		1,944	Cost	2,136
HOME DEPOT-620 SHS		6,148	Cost	7,538
HSBC HLDGS PLC SPONSORED ADR-95 SHS	19,636		Cost	
HUDSON CITY BANCORP-665 SHS	8,005	5,581	Cost	4,849
IBM-55 SHS	4,515		Cost	
IBM-79 SHS		9,232	Cost	11,594
ICU MEDICAL INC-20 SHS	762		Cost	
IDEXX LABS INC-40 SHS	1,231		Cost	
II-VI INC-45 SHS		1,846	Cost	2,086
INTEL CORP-1050 SHS	22,987		Cost	
INTEL CORP-530 SHS		10,458	Cost	11,146
INTERCONTINENTALEXCHANGE INC-44 SHS		4,704	Cost	5,243
INTERNATIONAL SPEEDWAY-85 SHS			Cost	
INTUITIVE SURGICAL INC-15 SHS	3,691	4,691	Cost	3,866
INVESCO LTD-350 SHS		6,832	Cost	8,421
J & J SNACK FOODS CORP-45 SHS		1,936	Cost	2,171
JOHNSON & JOHNSON-115 SHS		7,271	Cost	7,113
JOHNSON & JOHNSON-210 SHS	13,171		Cost	
JOHNSON CONTROLS INC.-230 SHS		6,871	Cost	8,786
JONES LANG LASALLE INC-75 SHS	1,691		Cost	
JONES LANG LASALLE INC-50 SHS		1,040	Cost	4,196
JUNIPER NETWORKS INC-152 SHS		4,396	Cost	5,612
JUPITER TELECOMMUNICATION CO LTD ADR		9,996	Cost	10,982
KANSAS CITY SOUTHN-85 SHS		3,018	Cost	5,265
KAO Corp-145 SHS		3,500	Cost	3,899
KDDI CORP ADR-155 SHS		8,748	Cost	8,899
KELLOGG CO.-100 SHS		4,992	Cost	5,108
KIRBY CORP-145 SHS	4,416	4,416	Cost	6,387
KNIGHT TRANSN INC-135 SHS		2,711	Cost	2,565
KONINKLIJKE AHOLD NV SPONSORED ADR-7		9,617	Cost	9,431
KRAFT FOODS INC-235 SHS	7,447		Cost	
Kraft Foods-115 SHS		3,644	Cost	3,624

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Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
LANDAUER INC-30 SHS	\$ 1,531	1,531	Cost	\$ 1,799
LIFE TECHNOLOGIES CORP-75 SHS		3,719	Cost	4,163
LINDE AG-SPONSORED ADR-500 SHS		6,027	Cost	7,575
LKQ CORP-230 SHS		3,429	Cost	5,226
LKQ CORP-250 SHS	3,793		Cost	
LOCKHEED MARTIN-125 SHS	9,714		Cost	
LOCKHEED MARTIN-53 SHS		4,119	Cost	3,705
LVMH MOET HENNESSY LOUIS VUITTON ADR		2,226	Cost	3,315
MAKITA CORP.-145 SHS		4,370	Cost	5,915
MANHATTAN ASSOC INC-150 SHS	3,154	3,154	Cost	4,581
MASCO CORP.-460 SHS		5,545	Cost	5,824
MASTERCARD INC CL A-15 SHS		4,031	Cost	3,362
MATTHEWS INTL CORP-80 SHS	3,122		Cost	
MC DONALDS CORP.-110 SHS		7,214	Cost	8,444
MCGRATH RENTCORP-100 SHS	3,179	3,179	Cost	2,622
MCGRAW HILL CO-515 SHS	19,116		Cost	
MCGRAW HILL COMPANIES INC-195		6,860	Cost	7,100
MEDTRONIC INC.-235 SHS		7,250	Cost	8,716
MEDTRONIC INC-330 SHS	10,070		Cost	
MERCK & CO INC NEW-100 SHS		3,690	Cost	3,604
MERIDIAN BIOSCIENCE INC-125 SHS		2,742	Cost	2,895
METLIFE INC-170 SHS		4,723	Cost	7,555
METLIFE INC-455 SHS	12,192		Cost	
MICHELIN COMPAGNIE GENERALE DES ETAB		3,992	Cost	3,944
MICROSOFT CORP-510	17,959	12,031	Cost	14,239
MICROSOFT-810 SHS			Cost	
MONRO MUFFLER BRAKE INC-60 SHS		1,996	Cost	2,075
MOOG INC CL A-80 SHS		3,092	Cost	3,184
MORNINGSTAR INC-140 SHS	5,736	5,736	Cost	7,431
MTN GROUP LTD SPONSORED ADR-455		6,721	Cost	9,400
NATIONAL INSTRS CORP-75 SHS	2,380	2,380	Cost	2,823
NATIONAL OILWELL VARCO-115 SHS		5,640	Cost	7,734
NESTLE S A SPONSORED ADR-180 SHS		8,763	Cost	10,588
NETAPP INC-115 SHS		3,961	Cost	6,320
NEW GOLD INC-605 SHS		5,454	Cost	5,905
NEW YORK COMMUNITY BANCORP-415 SHS		4,636	Cost	7,823
NEW YORK COMMUNITY BANCORP-1500 SHS	22,738		Cost	

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Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
NIKE INC CL B CL B-95 SHS	\$	6,133	Cost	\$ 8,115
NORDSTROM INC.-70 SHS		2,675	Cost	2,967
NOVARTIS AG-85 SHS		4,488	Cost	5,011
NOVO-NORDISK A S ADR-105 SHS		7,046	Cost	11,820
OMNICOM GROUP INC-205 SHS	11,301	6,785	Cost	9,389
OMNICOM GROUP INC-385 SHS			Cost	
ORACLE CORPORATION-90		2,287	Cost	2,817
OWENS & MINOR INC-35 SHS	1,406		Cost	
OWENS & MINOR INC-82 SHS		2,315	Cost	2,413
PEETS COFFEE & TEA INC-45		1,125	Cost	1,878
PEETS COFFEE & TEA INC-75 SHS	1,961		Cost	
PENNEY, J C CO-475 SHS	15,267		Cost	
PENSKE AUTO GROUP INC-3,224 SHS	16,335	16,335	Cost	56,162
PEPSICO INC-195 SHS	12,792		Cost	
PEPSICO INC-225 SHS		14,240	Cost	14,699
Pfizer Inc-395 SHS		7,934	Cost	6,916
PFIZER INC-805 SHS	18,518		Cost	
PHILIP MORRIS INTL INC COM PURCHASE		6,362	Cost	8,487
PHILIP MORRIS INTL INC-270 S	11,847		Cost	
PINNACLE FINL PARTNERS INC-120		1,810	Cost	1,630
POLARIS INDS INC-30 SHS	787	787	Cost	2,341
POOL CORP-30 SHS	595		Cost	
POTASH CORP SASK INC-32		3,758	Cost	4,955
POWER INTEGRATIONS INC-50 SHS	1,326		Cost	
POWER INTEGRATIONS INC-60 SHS		1,326	Cost	2,408
PRECISION CASTPARTS CORP-27 SHS		3,280	Cost	3,759
PRICELINE COM INC-3 SHS		1,185	Cost	1,199
PROCTOR & GAMBLE CO-185 SHS	8,763		Cost	
PRUDENTIAL FINL INC-130 SHS		6,968	Cost	7,632
PSS WORLD MED INC-75 SHS	1,336	1,336	Cost	1,695
QUALCOMM INC-395 SHS		16,269	Cost	19,549
RAVEN INDS INC-100 SHS	3,589	3,589	Cost	4,769
RED HAT INC-70 SHS		2,139	Cost	3,196
REED ELSEVIER P L C SPONSORED ADR-23		7,453	Cost	7,719
RIO TINTO PLC SPONSORED-135 SHS		9,460	Cost	9,674
RIVERBED TECHNOLOGY INC-105 SHS		2,763	Cost	3,693
RLI CORP-40 SHS	2,388		Cost	

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Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
RLI CORP-50 SHS		2,967	Cost	\$ 2,629
ROCHE HLDG LTD SPONS ADR-415 SHS		16,547	Cost	15,210
ROCKWELL COLLINS INC-60 SHS		3,427	Cost	3,496
ROFIN SINAR TECHNOLOGIES INC-40 SHS	969		Cost	
ROFIN SINAR TECHNOLOGIES-70 SHS		1,690	Cost	2,481
ROYAL DUTCH SHELL PLC-80 SHS		5,253	Cost	5,342
RUDDICK CORP-60 SHS	1,962	1,962	Cost	2,210
Sage Corp-310 SHS		4,593	Cost	5,335
SALESFORCE COM INC-45 SHS		3,279	Cost	5,940
SALLY BEAUTY HLDGS INC-225 SHS	1,930		Cost	
SALLY BEAUTY HLDGS INC-235 SHS		2,054	Cost	3,415
SANOFI-AVENTIS SPON ADR-200 SHS		8,190	Cost	6,446
SANOFI-AVENTIS SPON ADR-370 SHS	15,194		Cost	
SAP AG SPONSORED ADR-140 SHS		6,925	Cost	7,085
SCANSOURCE INC-65 SHS	1,791	1,791	Cost	2,074
SCHLUMBERGER LTD-220 SHS		12,556	Cost	18,370
SCHLUMBERGER LTD-235 SHS	9,718		Cost	
SCHNEIDER ELEC SA-690 SHS		8,015	Cost	10,585
SGS SA-555 SHS		7,598	Cost	9,346
SIEMENS AG-75 SHS		7,176	Cost	9,319
SILVER WHEATON CORP-375 SHS		6,256	Cost	14,640
SIMPSON MFG INC-60 SHS	2,135		Cost	
SIMPSON MFG INC-65 SHS		2,135	Cost	2,009
SMITH & NEPHEW P L C SPONSORED ADR N		6,791	Cost	6,832
SOCIEDAD QUIMICA Y MINERA DE CHILE S		8,548	Cost	11,684
SODEXO-110 SHS		6,412	Cost	7,662
SONIC CORP-280 SHS	4,081		Cost	
SONY CORP-80 SHS		2,641	Cost	2,857
STARBUCKS CORP-175 SHS		4,379	Cost	5,623
SUN HUNG KAI PROP LTD-315 SHS		4,693	Cost	5,194
SUNCOR ENERGY INC-100 SHS		3,401	Cost	3,829
SWEDBANK A B SPONSORED ADR-305 SHS		3,111	Cost	4,288
SYSCO CORP-205 SHS		5,821	Cost	6,027
TALISMAN ENERGY INC-175 SHS		3,210	Cost	3,883
TECHNE CORP-45 SHS		2,814	Cost	2,955
TECK RESOURCES LIMITED-75 SHS		3,695	Cost	4,637
TERADATA CORP-95 SHS		3,661	Cost	3,910

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
TESCO PLC SPONSORED ADR-375 SHS		7,703	Cost	\$ 7,568
TEVA PHARMACEUTICAL INDS-150 SHS		8,304	Cost	7,820
TIFFANY & CO-115 SHS		5,449	Cost	7,161
TNT N V SPONSORED ADR-325 SHS		10,104	Cost	8,567
TURKIYE GARANTI BANKASI A S SPONS-95		4,921	Cost	4,893
ULTA SALON COSMETICS & FRAGRANCE INC		1,720	Cost	2,550
UMPUA HLDGS CORP-250 SHS		3,225	Cost	3,045
UNILEVER N V NEW YORK-385 SHS		12,270	Cost	12,089
UNITED TECHNOLOGIES CORP-65 SHS		4,724	Cost	5,117
UNIVERSAL HEALTH REALTY INC-50 SHS	1,720	1,720	Cost	1,827
VALEO SPONSORED-140 SHS		3,899	Cost	3,983
VERIZON COMMUNICATIONS-220 SHS		7,120	Cost	7,872
VERIZON COMMUNICATIONS-440 SHS	15,069		Cost	
VODAFONE GROUP PLC NEW SPONSORED ADR		13,187	Cost	15,594
VULCAN MATERIALS-135 SHS	6,589		Cost	
WAL-MART STORES INC.-140 SHS		7,067	Cost	7,550
WALT DISNEY CO-205 SHS		6,024	Cost	7,314
WELLS FARGO & CO-315 SHS		9,564	Cost	9,762
WELLS FARGO & CO-650 SHS	19,597		Cost	
WESTAMERICA BANCORPORATION-40 SHS	1,830	2,119	Cost	2,496
WESTAMERICA BANCORPORATION-45 SHS		3,479	Cost	4,806
WHOLE FOODS MKT INC-95 SHS		7,108	Cost	9,004
WILLIS GROUP HOLDINGS COM-260 SHS	1,407		Cost	
WOLVERINE WORLD WIDE INC-60 SHS		2,078	Cost	2,710
WOLVERINE WORLD WIDE INC-85 SHS		1,520	Cost	1,761
YOUNG INNOVATIONS INC-55 SHS			Cost	
YOUNG INNOVATIONS INC-75 SHS	2,073		Cost	
Total	\$ 856,624	\$ 1,269,343		\$ 1,512,684

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
\$100,000 BANK ON 5.9%	\$ 101,859	\$ 50,929	Cost	\$ 52,141
\$100,000 GENERAL ELECTRIC CO	102,717	102,717	Cost	106,901
Total	\$ 204,576	\$ 153,646		\$ 159,042

Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MUTUAL FUNDS	\$	\$		\$
BLACKROCK ALLOCATIONAL INS 11639.429	202,938	206,110	Cost	230,272
BLACKROCK ALLOCATIONAL INS 11808.809		100,000	Cost	101,864
CALMUS INVT 9319.664	106,334		Cost	
DIAMOND HILL LONG/SHORT 6178.554		49,290	Cost	50,761
DIAMOND HILL LONG/SHORT 3091.387		100,000	Cost	101,402
FRANKLIN CUSTODIAN FDS INCOME 46728.		50,000	Cost	50,164
FRANKLIN INV SEC TR FLOATING RATE 54	110,782		Cost	
FRANKLIN STRATEGIC	56,530		Cost	
HIGHLAND DISTRESSED	125,000	125,000	Cost	164,474
IVY FUNDS INC ASSET STRATEGY 6683.22	140		Cost	
MANAGERS FREEMONT	104,989		Cost	
MFB EMERGING MARKETS 8778.34		81,334	Cost	87,319
MFB EMERGING MATRKETS 6800.49	40,000		Cost	
MFB FDS GLOBAL REAL		50,000	Cost	65,841
MFB FDS GLOBAL REAL 3703.09	58,398		Cost	
MFB HIGH YIELD FIXED INCOME		69,829	Cost	67,323
MFB HIGH YIELD FIXED INCOME 9222.3	272,141		Cost	
MFB MULYIGT INTL EQUITY	25,000		Cost	
MFB MULTI-MGR EMERGING 1875.		195,000	Cost	229,576
MFB MULTI-MGR EMERGONG 9990.25		62,986	Cost	64,865
MFB NORTHERN HIGH YIELD 6062.14		33,130	Cost	41,616
MFC SPDR GLOBAL TRUST 300	62,200		Cost	
MFO PIMCO FDS PAC INVT 9983.95		98,402	Cost	126,502
MFO PIMCO FDS PAC INVT 13617.06	101,213		Cost	
PIMCO GLOBAL MULTI ASSET 8987.062		109,055	Cost	112,639
PIMCO GLOBAL MULTI ASSET 9685.245			Cost	

Federal Statements

Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
PIMCO UNCONSTRAINED BOND FD 9253.002	\$ 102,285		Cost	\$
PIMCO UNCONSTRAINED BOND FD 9272.968		102,507	Cost	102,930
3,988.397 QUAKER INVT TRUST STRATEG	55,000		Cost	
TEMPLETON GLOBAL BOND FUND	111,360		Cost	
TEMPLETON FDS INCOME TRUST GLOBAL B		100,000	Cost	101,345
PARTNERSHIPS:				
37,350 QUADRANGLE FUND LLC	164,280	163,297	Cost	203,239
STRENGTH CAPITAL	97,214	96,766	Cost	96,766
STRENGTH CAPITAL II	902,895	845,875	Cost	845,875
Total	\$ 2,698,699	\$ 2,638,581		\$ 2,844,773

Statement 10 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
REFUNDABLE TAXES	\$ 4,222	\$ 2,224	\$ 2,224
Total	\$ 4,222	\$ 2,224	\$ 2,224

Statement 11 - Form 990-PF, Part XV, Line 2b - Application Format and Required ContentsDescription

EXEMPT ORGANIZATIONS UNDER SEC 501(C)(3) OF INTERNAL REVENUE CODE SHOULD SUBMIT A DETAILED REQUEST, INCLUDING PROPOSED GRANT USE. A COPY OF THE APPLICANTS IRS DETERMINATION LETTER IS REQUIRED

Statement 12 - Form 990-PF, Part XV, Line 2c - Submission DeadlinesDescription

APPLICATIONS ACCEPTED AT ANYTIME NOTICE OF APPROVAL, REJECTION OR REQUESTS FOR ADDITIONAL INFORMATION USUALLY SENT OUT WITHIN TWO MONTHS.

Form 990-PF, Part XV, Line 2d - Award Restrictions or LimitationsDescription

ALL APPLICATIONS ARE REVIEWED BY THE BOARD OF TRUSTEES

JAMFOUND THE WILLIAMS FAMILY FUND

38-2837463

FYE: 12/31/2010

Federal Statements

Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name	Address	Relationship	Status	Purpose	Amount
AMERICAN ACADEMY IN ROME NEW YORK NY 10022	7 EAST 60TH ST		PUBLIC	GENERAL	25,000
ACCESS DALLAS TX 75229	4730 ROYAL LANE		PUBLIC	GENERAL	6,000
ARCHITECTURAL LEAGUE OF NY NEW YORK NY 10022	457 MADISON AVE		PUBLIC	GENERAL	25,000
BIRMINGHAM COMMUNITY HOUS BIRMINGHAM MI 48009	380 S BATES ST		PUBLIC	GENERAL	2,000
CATCH DETROIT MI 48202	301 WEST GRAND BLVD		PUBLIC	GENERAL	1,000
CROHNS & COLITIS FOUNDATI FARMINGTON HILLS MI 48334	31313 NORTHWESTERN HWY 20		PUBLIC	GENERAL	5,000
CHILD ABUSE & NEGLECT COU PONTIAC MI 48341	44765 WOODWARD AVE		PUBLIC	GENERAL	10,000
CITY MISSION DETROIT MI 48223	20405 SCHOOLCRAFT		PUBLIC	GENERAL	5,000
CRANBOOK EDUCATIONAL COMM BLOOMFIELD HILLS MI 48303	PO BOX 801		PUBLIC	CAPITAL	25,000
DETROIT SYMPHONY ORCHESTR DETROIT MI 48201	3711 WOODWARD AVE		PUBLIC	GENERAL	25,000
GRACE CENTER OF HOPE PONTIAC MI 48342	35 E HURON		PUBLIC	GENERAL	15,000
GRASS RIVER NATURAL AREA BELLAIRES MI 49615	P O BOX 231		PUBLIC	GENERAL	10,000
HENRY FORD HEALTH DETROIT MI 48202	1 FORD PLACE 5A		PUBLIC	GENERAL	10,000
ILLINOIS EDUCATIONAL FOUN CHICAGO IL 60614	1249 W WEBSTER		PUBLIC	GENERAL	2,500
MICHIGAN AIDS COALITION FERNDALLES MI 48220	429 LIVERNOIS		PUBLIC	GENERAL	5,000
MICHIGAN OPERA THEATRE DETROIT MI 48226	1526 BROADWAY		PUBLIC	GENERAL	15,000
PUBLIC ART FUND NEW YORK NY 10022	1 EAST 53RD ST		PUBLIC	GENERAL	25,000
SKY FOUNDATION BLOOMFIELD HILLS MI 48304	33 BLOOMFIELD PARKWAY		PUBLIC	GENERAL	10,000

Federal Statements

Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
UNIVERSITY OF MI ANN ARBOR MI 48109	1301 EAST ANN ST		PUBLIC	GENERAL	1,500
Total					223,000

Michigan Department of Licensing and Regulatory Affairs

Filing Endorsement

This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION

for

THE WILLIAMS FAMILY FUND

ID NUMBER: 757314

received by facsimile transmission on May 3, 2011 is hereby endorsed

Filed on May 3, 2011 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 3RD day of May, 2011.

Director

Bureau of Commercial Services

BCS/CD-515 (Rev. 08/10)

MICHIGAN DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES		
Date Received		
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
Name R. J. WILLIAMS, JR.		
Address 380 N. OLD WOODWARD, SUITE 300		
City BIRMINGHAM	State MI	ZIP Code 48009
EFFECTIVE DATE:		

Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is. THE JAMISON WILLIAMS FOUNDATION	
2. The identification number assigned by the Bureau is:	757314

3. Article <u>1</u> of the Articles of Incorporation is hereby amended to read as follows: THE NAME OF THE CORPORATION IS: THE WILLIAMS FAMILY FUND
--

6. Nonprofit corporation only: Member, shareholder, or board approval

The foregoing amendment to the Articles of Incorporation was duly adopted on the 2ND day of MAY, 2011 by the (check one of the following)

Member or shareholder approval for nonprofit corporations organized on a membership or share basis

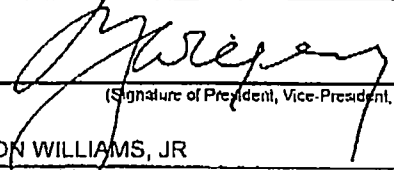
- ☐ members or shareholders at a meeting in accordance with Section 611(2) of the Act.
- ☐ written consent of the members or shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to members or shareholders who have consented in writing has been given. (Note: Written consent by less than all of the members or shareholders is permitted only if such provision appears in the Articles of Incorporation.)
- ☐ written consent of all the members or shareholders entitled to vote in accordance with section 407(3) of the Act.

Directors (Only if the Articles state that the corporation is organized on a directorship basis)

- ☐ directors at a meeting in accordance with Section 611(2) of the Act
- ☒ written consent of all directors pursuant to Section 525 of the Act.

Nonprofit Corporation

Signed this 2ND day of MAY, 2011

By 

(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

R. JAMISON WILLIAMS, JR

(Type or Print Name)

PRESIDENT

(Type or Print Title)