Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation
JOYCE SWAN FOUNDATION SONYA SWAN WILLIAMS,
TTEE - C/O LOWRY HILL 11126100

A Employer identification number
41-1925861

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
90 S. 7TH STREET, SUITE 5300

B Telephone number (see page 10 of the instructions)
(612) 343-6561

City or town, state, and ZIP code
MINNEAPOLIS, MN 55402

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,165,228.

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

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				
4	Dividends and interest from securities	25,616.	25,616.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	15,632.			
b	Gross sales price for all assets on line 6a 461,038.				
7	Capital gain net income (from Part IV, line 2)		15,632.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	2.			STMT 2
12	**Total.** Add lines 1 through 11	41,250.	41,248.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	825.	NONE	NONE	825.
c	Other professional fees (attach schedule) STMT 4	10,362.	7,253.		3,109.
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) STMT 5	939.	861.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 6	64.	39.		25.
24	**Total operating and administrative expenses.** Add lines 13 through 23	12,190.	8,153.	NONE	3,959.
25	Contributions, gifts, grants paid	42,600.			42,600.
26	**Total expenses and disbursements** Add lines 24 and 25	54,790.	8,153.	NONE	46,559.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-13,540.			
b	**Net investment income** (if negative, enter -0-)		33,095.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	98,029.	71,064.	71,064.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 7	802,047.	815,804.	993,887.
	c	Investments - corporate bonds (attach schedule) STMT 11	94,352.	93,890.	100,277.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ STMT 12)	1.		
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	994,429.	980,758.	1,165,228.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	994,429.	980,758.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	994,429.	980,758.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	994,429.	980,758.	

Part III Analysis of Changes in Net Assets or Fund Balances

	Description	Line	Amount
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	994,429.
2	Enter amount from Part I, line 27a	2	-13,540.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	980,889.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	131.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	980,758.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

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	15,632.
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	55,172.	984,529.	0.05603897904
2008	70,616.	1,227,017.	0.05755095488
2007	72,751.	1,455,489.	0.04998388858
2006	55,347.	1,346,471.	0.04110522989
2005	70,618.	1,296,432.	0.05447104052

2	**Total** of line 1, column (d)	2	0.25915009291
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	0.05183001858
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,082,983.
5	Multiply line 4 by line 3	5	56,131.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	331.
7	Add lines 5 and 6	7	56,462.
8	Enter qualifying distributions from Part XII, line 4	8	46,559.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of ruling letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	662.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	662.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	NONE
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-			5	662.
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	176.		
b	Exempt foreign organizations-tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	176.
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	486.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ Refunded ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 14			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS DBA LOWRY HILL Telephone no ▶ (612)316-3901

Located at ▶ 90 S. 7TH STREET, STE 5300, MINNEAPOLIS, MN ZIP + 4 ▶ 55402

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

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

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		-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
SEE STATEMENT 18		NONE	NONE	NONE

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 19		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	985,374.
b	Average of monthly cash balances	1b	114,101.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,099,475.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,099,475.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	16,492.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,082,983.
6	**Minimum investment return.** Enter 5% of line 5	6	54,149.

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	54,149.
2a	Tax on investment income for 2010 from Part VI, line 5 . . . 2a 662.		
b	Income tax for 2010 (This does not include the tax from Part VI) . . . 2b		
c	Add lines 2a and 2b	2c	662.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	53,487.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	53,487.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	53,487.

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	46,559.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	46,559.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	46,559.

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				53,487.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			42,083.	
b	Total for prior years 20____,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2010.				
a	From 2005 ...... NONE				
b	From 2006 ...... NONE				
c	From 2007 ...... NONE				
d	From 2008 ...... NONE				
e	From 2009 ...... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 46,559.				
a	Applied to 2009, but not more than line 2a			42,083.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d	Applied to 2010 distributable amount				4,476.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				49,011.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9:				
a	Excess from 2006 ... NONE				
b	Excess from 2007 ... NONE				
c	Excess from 2008 ... NONE				
d	Excess from 2009 ... NONE				
e	Excess from 2010 ... NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 24				
Total . . . . . . ▶ 3a				42,600.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	25,616.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	15,632.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b NONDIVIDEND DISTRI			1	2.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				41,250.	

13 Total Add line 12, columns (b), (d), and (e) . . . 13 41,250.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

▶ [signature] May 14, 2011 ▶ President

Signature of officer or trustee Date Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN	[signature]	04/08/2011		P00353001

Firm's name ▶ KPMG LLP | Firm's EIN ▶ 13-5565207

Firm's address ▶ 2020 N CENTRAL AVE, STE 700 PHOENIX, AZ 85004 | Phone no 602-776-4738

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					607.	
		110. AMB PPTY CORP PROPERTY TYPE: SECURITIES				P	03/24/2010	09/21/2010
2,849.00		3,163.00					-314.00	
		50. AT & T INC PROPERTY TYPE: SECURITIES				P	04/02/2009	01/27/2010
1,264.00		1,348.00					-84.00	
		400. AT & T INC PROPERTY TYPE: SECURITIES				P	05/12/2008	01/27/2010
10,116.00		15,064.00					-4,948.00	
		35. ATC TECHNOLOGY CORPORATION PROPERTY TYPE: SECURITIES				P	10/25/2006	07/23/2010
844.00		653.00					191.00	
		36. ATC TECHNOLOGY CORPORATION PROPERTY TYPE: SECURITIES				P	10/25/2006	07/23/2010
868.00		464.00					404.00	
		8. ATC TECHNOLOGY CORPORATION PROPERTY TYPE: SECURITIES				P	03/11/2003	07/29/2010
193.00		95.00					98.00	
		15. ATC TECHNOLOGY CORPORATION PROPERTY TYPE: SECURITIES				P	03/11/2003	07/30/2010
360.00		178.00					182.00	
		23. ATC TECHNOLOGY CORPORATION PROPERTY TYPE: SECURITIES				P	03/11/2003	08/02/2010
551.00		260.00					291.00	
		400. ALLSTATE CORP PROPERTY TYPE: SECURITIES				P	08/14/2009	09/07/2010
11,544.00		11,023.00					521.00	
		5. AMERICAN CAMPUS CMNTYS INC PROPERTY TYPE: SECURITIES				P	10/07/2009	01/13/2010
133.00		131.00					2.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		11. AMERICAN CAMPUS CMNTYS INC PROPERTY TYPE: SECURITIES				P	10/07/2009	01/14/2010
296.00		289.00					7.00	
		31. AMERICAN CAMPUS CMNTYS INC PROPERTY TYPE: SECURITIES				P	10/07/2009	01/15/2010
841.00		814.00					27.00	
		18. AMERICAN CAMPUS CMNTYS INC PROPERTY TYPE: SECURITIES				P	10/07/2009	01/19/2010
493.00		472.00					21.00	
		27. AMERICAN CAMPUS CMNTYS INC PROPERTY TYPE: SECURITIES				P	10/07/2009	01/22/2010
710.00		709.00					1.00	
		8. AMERICAN CAMPUS CMNTYS INC PROPERTY TYPE: SECURITIES				P	10/07/2009	01/25/2010
208.00		210.00					-2.00	
		100. AMERICAN CAMPUS CMNTYS INC PROPERTY TYPE: SECURITIES				P	10/07/2009	01/29/2010
2,584.00		2,161.00					423.00	
		21. ARBITRON INC PROPERTY TYPE: SECURITIES				P	10/25/2006	02/02/2010
529.00		865.00					-336.00	
		2. ARBITRON INC PROPERTY TYPE: SECURITIES				P	02/21/2002	02/02/2010
51.00		60.00					-9.00	
		22. ARBITRON INC PROPERTY TYPE: SECURITIES				P	02/22/2002	02/03/2010
552.00		648.00					-96.00	
		40. ARBITRON INC PROPERTY TYPE: SECURITIES				P	10/23/2001	12/09/2010
1,432.00		1,126.00					306.00	
		120. BP PLC - ADR PROPERTY TYPE: SECURITIES				P	04/17/2009	05/03/2010
5,823.00		4,840.00					983.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		45. BP PLC - ADR PROPERTY TYPE: SECURITIES				P	09/18/2009	06/10/2010
1,464.00		2,468.00					-1,004.00	
		80. BP PLC - ADR PROPERTY TYPE: SECURITIES				P	04/17/2009	06/10/2010
2,603.00		3,227.00					-624.00	
		45. BARRICK GOLD CORP COM PROPERTY TYPE: SECURITIES				P	10/15/2009	05/06/2010
1,959.00		1,770.00					189.00	
		109. BARRICK GOLD CORP COM PROPERTY TYPE: SECURITIES				P	03/24/2010	09/21/2010
4,896.00		3,958.00					938.00	
		85. C H ROBINSON WORLDWIDE INC PROPERTY TYPE: SECURITIES				P	07/02/2008	10/26/2010
6,158.00		4,571.00					1,587.00	
		20. COCA COLA CO PROPERTY TYPE: SECURITIES				P	02/22/2008	01/27/2010
1,083.00		1,154.00					-71.00	
		230. COCA COLA CO PROPERTY TYPE: SECURITIES				P	09/03/2008	07/07/2010
11,726.00		11,536.00					190.00	
		70. COMPASS MINERALS INTL INC PROPERTY TYPE: SECURITIES				P	03/25/2010	09/21/2010
5,107.00		4,904.00					203.00	
		5. COMPASS MINERALS INTL INC PROPERTY TYPE: SECURITIES				P	09/03/2009	09/21/2010
365.00		277.00					88.00	
		51. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/07/2008	09/27/2010
890.00		863.00					27.00	
		4. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/07/2008	09/28/2010
69.00		68.00					1.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		22. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/07/2008	09/29/2010
381.00		372.00					9.00	
		64. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	08/13/2008	10/01/2010
1,092.00		1,034.00					58.00	
		60. DIGITAL RLTY TR INC PROPERTY TYPE: SECURITIES				P	10/07/2009	02/25/2010
3,029.00		2,344.00					685.00	
		.666 EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES				P	07/10/2008	07/02/2010
37.00		56.00					-19.00	
		35. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES				P	07/10/2008	12/06/2010
2,488.00		2,921.00					-433.00	
		20. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES				P	07/16/2007	02/18/2010
1,095.00		848.00					247.00	
		25. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES				P	07/16/2007	03/09/2010
1,521.00		1,060.00					461.00	
		40. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES				P	07/16/2007	12/13/2010
3,540.00		1,696.00					1,844.00	
		25. FEDERAL RLTY INVT TR SH BEN INT PROPERTY TYPE: SECURITIES				P	10/07/2009	02/08/2010
1,597.00		1,516.00					81.00	
		20. FEDERAL RLTY INVT TR SH BEN INT PROPERTY TYPE: SECURITIES				P	07/12/2007	02/08/2010
1,278.00		1,560.00					-282.00	
		40. FEDERAL RLTY INVT TR SH BEN INT PROPERTY TYPE: SECURITIES				P	10/07/2009	03/11/2010
2,861.00		2,426.00					435.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		75. FREEPORT-MCMORAN COPPER & GOLD INC PROPERTY TYPE: SECURITIES				P	06/04/2010	09/21/2010
6,079.00		5,229.00					850.00	
		157. GAMESTOP CORP NEW PROPERTY TYPE: SECURITIES				P	07/17/2009	09/28/2010
3,106.00		3,810.00					-704.00	
		5. HARTE-HANKS COMMUNICATIONS INC PROPERTY TYPE: SECURITIES				P	10/23/2001	09/28/2010
57.00		77.00					-20.00	
		55. ILLINOIS TOOL WORKS INC PROPERTY TYPE: SECURITIES				P	01/24/2007	03/26/2010
2,599.00		2,611.00					-12.00	
		100. INTERNATIONAL BUSINESS MACHS CORP PROPERTY TYPE: SECURITIES				P	01/27/2010	09/07/2010
12,641.00		12,333.00					308.00	
		591. ISHARES DOW JONES SELECT DIVIDEND F PROPERTY TYPE: SECURITIES				P	09/07/2010	12/09/2010
29,070.00		26,954.00					2,116.00	
		10. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	05/01/2009	01/21/2010
835.00		838.00					-3.00	
		11. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	07/16/2009	05/14/2010
921.00		922.00					-1.00	
		4. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	05/01/2009	05/14/2010
335.00		335.00						
		10. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	08/21/2009	06/01/2010
838.00		838.00						
		5. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	06/11/2009	06/16/2010
419.00		416.00					3.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		15. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	02/03/2010	07/29/2010
1,262.00		1,254.00					8.00	
		10. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	06/11/2009	07/29/2010
841.00		832.00					9.00	
		15. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	09/17/2010	09/23/2010
1,265.00		1,264.00					1.00	
		10. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	08/06/2009	09/23/2010
843.00		834.00					9.00	
		45. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	10/04/2010	10/07/2010
3,799.00		3,792.00					7.00	
		40. ISHARES MSCI EAFE PROPERTY TYPE: SECURITIES				P	07/17/2008	04/30/2010
2,175.00		2,880.00					-705.00	
		30. ISHARES BARCLAYS SHORT TREASUR BD FD PROPERTY TYPE: SECURITIES				P	02/25/2010	03/24/2010
3,306.00		3,307.00					-1.00	
		95. ISHARES BARCLAYS SHORT TREASUR BD FD PROPERTY TYPE: SECURITIES				P	03/11/2010	03/25/2010
10,467.00		10,469.00					-2.00	
		200. KELLOGG CO PROPERTY TYPE: SECURITIES				P	08/13/2007	08/05/2010
9,885.00		10,679.00					-794.00	
		60. MCDONALDS CORP PROPERTY TYPE: SECURITIES				P	01/29/2009	09/15/2010
4,475.00		3,513.00					962.00	
		23. MENS WEARHOUSE INC COM PROPERTY TYPE: SECURITIES				P	01/07/2008	09/14/2010
540.00		576.00					-36.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		49. MENS WEARHOUSE INC COM PROPERTY TYPE: SECURITIES				P	03/14/2008	09/15/2010
1,137.00		1,036.00					101.00	
		47. MENS WEARHOUSE INC COM PROPERTY TYPE: SECURITIES				P	03/14/2008	09/16/2010
1,086.00		989.00					97.00	
		5. METTLER-TOLEDO INTL INC PROPERTY TYPE: SECURITIES				P	10/24/2008	09/28/2010
618.00		364.00					254.00	
		15. MIDDLEBY CORP PROPERTY TYPE: SECURITIES				P	05/12/2008	04/06/2010
861.00		891.00					-30.00	
		15. MIDDLEBY CORP PROPERTY TYPE: SECURITIES				P	05/12/2008	10/21/2010
1,093.00		828.00					265.00	
		17. MIDDLEBY CORP PROPERTY TYPE: SECURITIES				P	02/27/2009	12/01/2010
1,391.00		668.00					723.00	
		17. MIDDLEBY CORP PROPERTY TYPE: SECURITIES				P	03/02/2009	12/02/2010
1,392.00		363.00					1,029.00	
		10. MIDDLEBY CORP PROPERTY TYPE: SECURITIES				P	03/02/2009	12/03/2010
811.00		209.00					602.00	
		110. MONSANTO CO NEW PROPERTY TYPE: SECURITIES				P	05/27/2010	09/21/2010
5,936.00		7,437.00					-1,501.00	
		85. MOSAIC CO PROPERTY TYPE: SECURITIES				P	03/12/2009	01/08/2010
5,652.00		3,624.00					2,028.00	
		65. MOSAIC CO PROPERTY TYPE: SECURITIES				P	03/12/2009	04/15/2010
3,582.00		2,771.00					811.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5. NEUTRAL TANDEM INC PROPERTY TYPE: SECURITIES				P	12/15/2009	09/28/2010
62.00		108.00					-46.00	
		45. NIKE INC CL B PROPERTY TYPE: SECURITIES				P	12/30/2008	03/16/2010
3,164.00		2,212.00					952.00	
		30. NIKE INC CL B PROPERTY TYPE: SECURITIES				P	12/30/2008	03/16/2010
2,109.00		1,475.00					634.00	
		20. NIKE INC CL B PROPERTY TYPE: SECURITIES				P	12/30/2008	03/26/2010
1,482.00		983.00					499.00	
		40. NIKE INC CL B PROPERTY TYPE: SECURITIES				P	12/30/2008	12/16/2010
3,524.00		1,967.00					1,557.00	
		125. NINTENDO CO., LTD. - ADR PROPERTY TYPE: SECURITIES				P	09/16/2009	03/29/2010
5,260.00		4,310.00					950.00	
		16. NINTENDO CO., LTD. - ADR PROPERTY TYPE: SECURITIES				P	09/15/2009	09/29/2010
532.00		545.00					-13.00	
		149. NINTENDO CO., LTD. - ADR PROPERTY TYPE: SECURITIES				P	09/16/2009	09/30/2010
4,675.00		4,956.00					-281.00	
		105. NINTENDO CO., LTD. - ADR PROPERTY TYPE: SECURITIES				P	06/15/2009	10/01/2010
3,300.00		3,380.00					-80.00	
		345. NOKIA CORPORATION - ADR PROPERTY TYPE: SECURITIES				P	03/29/2010	06/25/2010
2,839.00		5,315.00					-2,476.00	
		532. NOKIA CORPORATION - ADR PROPERTY TYPE: SECURITIES				P	02/25/2008	06/25/2010
4,379.00		9,900.00					-5,521.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		22. NUVASIVE INC PROPERTY TYPE: SECURITIES				P	02/03/2010	04/06/2010
986.00		627.00					359.00	
		23. NUVASIVE INC PROPERTY TYPE: SECURITIES				P	02/03/2010	04/07/2010
1,018.00		654.00					364.00	
		6. NUVASIVE INC PROPERTY TYPE: SECURITIES				P	02/02/2010	04/08/2010
259.00		170.00					89.00	
		24. NUVASIVE INC PROPERTY TYPE: SECURITIES				P	02/01/2010	04/09/2010
1,043.00		678.00					365.00	
		75. OCCIDENTAL PETE CORP PROPERTY TYPE: SECURITIES				P	03/24/2010	09/21/2010
5,701.00		6,192.00					-491.00	
		30. OCEANEERING INTL INC PROPERTY TYPE: SECURITIES				P	11/25/2008	11/10/2010
2,099.00		667.00					1,432.00	
		175. OMNICOM GROUP PROPERTY TYPE: SECURITIES				P	11/03/2008	01/27/2010
6,299.00		7,991.00					-1,692.00	
		100. OMNICOM GROUP PROPERTY TYPE: SECURITIES				P	04/02/2009	01/27/2010
3,590.00		2,670.00					920.00	
		20. OMNICOM GROUP PROPERTY TYPE: SECURITIES				P	11/03/2008	01/27/2010
718.00		586.00					132.00	
		60. PHARMACEUTICAL PROD DEV INC COM PROPERTY TYPE: SECURITIES				P	04/22/2009	02/01/2010
1,393.00		1,115.00					278.00	
		50. PHARMACEUTICAL PROD DEV INC COM PROPERTY TYPE: SECURITIES				P	04/22/2009	02/02/2010
1,162.00		929.00					233.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		15. PLUM CREEK TIMBER CO INC PROPERTY TYPE: SECURITIES				P	10/25/2006	03/24/2010
585.00		469.00					116.00	
		46. PUBLIC STORAGE INC COM PROPERTY TYPE: SECURITIES				P	10/07/2009	03/05/2010
4,019.00		3,301.00					718.00	
		15. PUBLIC STORAGE INC COM PROPERTY TYPE: SECURITIES				P	03/03/2009	03/05/2010
1,310.00		745.00					565.00	
		9. PUBLIC STORAGE INC COM PROPERTY TYPE: SECURITIES				P	10/07/2009	03/08/2010
785.00		646.00					139.00	
		55. QUALCOMM INC PROPERTY TYPE: SECURITIES				P	06/16/2006	09/30/2010
2,506.00		2,409.00					97.00	
		26. QUEST DIAGNOSTICS INC PROPERTY TYPE: SECURITIES				P	01/12/2010	08/17/2010
1,242.00		1,539.00					-297.00	
		61. QUEST DIAGNOSTICS INC PROPERTY TYPE: SECURITIES				P	01/12/2010	08/17/2010
2,912.00		3,569.00					-657.00	
		61. QUEST DIAGNOSTICS INC PROPERTY TYPE: SECURITIES				P	11/20/2009	08/18/2010
2,907.00		3,548.00					-641.00	
		96. QUEST DIAGNOSTICS INC PROPERTY TYPE: SECURITIES				P	11/19/2009	08/19/2010
4,449.00		5,567.00					-1,118.00	
		20. ROFIN SINAR TECHNOLOGIES INC COM PROPERTY TYPE: SECURITIES				P	07/12/2007	09/24/2010
492.00		724.00					-232.00	
		48. ROFIN SINAR TECHNOLOGIES INC COM PROPERTY TYPE: SECURITIES				P	12/20/2006	09/27/2010
1,175.00		1,408.00					-233.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		17. ROFIN SINAR TECHNOLOGIES INC COM PROPERTY TYPE: SECURITIES				P	12/14/2006	09/28/2010
424.00		494.00					-70.00	
		15. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	12/15/2009	01/08/2010
1,713.00		1,672.00					41.00	
		30. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	12/04/2008	01/08/2010
3,425.00		2,597.00					828.00	
		30. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	12/15/2009	01/12/2010
3,407.00		3,344.00					63.00	
		25. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	12/15/2009	02/05/2010
2,663.00		2,773.00					-110.00	
		64. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	02/22/2010	03/09/2010
7,324.00		7,115.00					209.00	
		25. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	04/15/2010	04/29/2010
3,011.00		3,032.00					-21.00	
		35. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	04/15/2010	05/07/2010
3,901.00		4,171.00					-270.00	
		20. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	04/05/2010	05/12/2010
2,335.00		2,377.00					-42.00	
		25. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	04/05/2010	09/20/2010
2,840.00		2,971.00					-131.00	
		10. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	09/15/2010	09/27/2010
1,145.00		1,158.00					-13.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		75. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	09/15/2010	09/30/2010
8,603.00		8,433.00					170.00	
		26. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	10/26/2010	11/26/2010
3,105.00		3,083.00					22.00	
		25. SCHOOL SPECIALTY INC COM PROPERTY TYPE: SECURITIES				P	01/24/2006	09/24/2010
321.00		909.00					-588.00	
		13. SCHOOL SPECIALTY INC COM PROPERTY TYPE: SECURITIES				P	10/26/2005	09/27/2010
167.00		443.00					-276.00	
		47. SCHOOL SPECIALTY INC COM PROPERTY TYPE: SECURITIES				P	10/26/2005	09/28/2010
599.00		973.00					-374.00	
		16. SCHOOL SPECIALTY INC COM PROPERTY TYPE: SECURITIES				P	03/04/2003	09/29/2010
202.00		297.00					-95.00	
		95. SCIENTIFIC GAMES CORP-A PROPERTY TYPE: SECURITIES				P	01/18/2008	05/14/2010
1,034.00		1,789.00					-755.00	
		10. SCIENTIFIC GAMES CORP-A PROPERTY TYPE: SECURITIES				P	01/18/2008	05/14/2010
110.00		185.00					-75.00	
		37. SCIENTIFIC GAMES CORP-A PROPERTY TYPE: SECURITIES				P	11/02/2009	05/17/2010
394.00		526.00					-132.00	
		65. SCIENTIFIC GAMES CORP-A PROPERTY TYPE: SECURITIES				P	01/18/2008	05/17/2010
693.00		1,187.00					-494.00	
		38. SCIENTIFIC GAMES CORP-A PROPERTY TYPE: SECURITIES				P	11/02/2009	05/17/2010
405.00		534.00					-129.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		125. SOUTHWESTERN ENERGY CO COM PROPERTY TYPE: SECURITIES				P	03/24/2010	09/21/2010
3,959.00		5,370.00					-1,411.00	
		40. SOUTHWESTERN ENERGY CO COM PROPERTY TYPE: SECURITIES				P	09/17/2009	09/21/2010
1,267.00		1,802.00					-535.00	
		10. STERICYCLE INC COM PROPERTY TYPE: SECURITIES				P	05/01/2009	09/28/2010
685.00		477.00					208.00	
		50. TARGET CORP PROPERTY TYPE: SECURITIES				P	10/16/2001	03/26/2010
2,697.00		1,578.00					1,119.00	
		161. TARGET CORP PROPERTY TYPE: SECURITIES				P	10/16/2001	04/05/2010
8,649.00		5,081.00					3,568.00	
		14. TARGET CORP PROPERTY TYPE: SECURITIES				P	10/16/2001	04/06/2010
754.00		442.00					312.00	
		55. TECK RESOURCES LIMITED PROPERTY TYPE: SECURITIES				P	10/07/2009	03/24/2010
2,232.00		1,561.00					671.00	
		70. TECK RESOURCES LIMITED PROPERTY TYPE: SECURITIES				P	10/07/2009	09/21/2010
2,604.00		1,987.00					617.00	
		80. TECK RESOURCES LIMITED PROPERTY TYPE: SECURITIES				P	09/17/2009	09/21/2010
2,976.00		2,206.00					770.00	
		20. TEJON RANCH CO PROPERTY TYPE: SECURITIES				P	03/25/2010	09/09/2010
448.00		616.00					-168.00	
		14. TEJON RANCH CO PROPERTY TYPE: SECURITIES				P	01/22/2010	09/10/2010
307.00		425.00					-118.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		9. TEJON RANCH CO PROPERTY TYPE: SECURITIES				P	01/15/2010	09/13/2010
198.00		273.00					-75.00	
		13. TEJON RANCH CO PROPERTY TYPE: SECURITIES				P	01/15/2010	09/14/2010
285.00		394.00					-109.00	
		9. TEJON RANCH CO PROPERTY TYPE: SECURITIES				P	01/25/2010	09/15/2010
196.00		272.00					-76.00	
		13. TEJON RANCH CO PROPERTY TYPE: SECURITIES				P	01/20/2010	09/16/2010
282.00		391.00					-109.00	
		14. TEJON RANCH CO PROPERTY TYPE: SECURITIES				P	01/21/2010	09/17/2010
307.00		419.00					-112.00	
		16. TEJON RANCH CO PROPERTY TYPE: SECURITIES				P	06/25/2010	09/20/2010
349.00		408.00					-59.00	
		8. TEJON RANCH CO PROPERTY TYPE: SECURITIES				P	06/25/2010	09/21/2010
177.00		184.00					-7.00	
		120. THERMO FISHER SCIENTIFIC INC PROPERTY TYPE: SECURITIES				P	07/25/2008	02/22/2010
5,685.00		7,063.00					-1,378.00	
		466. THOMPSON CREEK METALS CO INC PROPERTY TYPE: SECURITIES				P	06/04/2010	09/21/2010
4,994.00		5,793.00					-799.00	
		64. THOMPSON CREEK METALS CO INC PROPERTY TYPE: SECURITIES				P	06/04/2010	09/22/2010
691.00		597.00					94.00	
		258. TOTAL S.A. - ADR PROPERTY TYPE: SECURITIES				P	02/25/2008	03/29/2010
14,785.00		14,523.00					262.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		195. UNION PACIFIC CORP PROPERTY TYPE: SECURITIES				P	01/14/2009	07/07/2010
13,550.00		8,005.00					5,545.00	
		65. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES				P	12/30/2008	03/09/2010
4,681.00		3,420.00					1,261.00	
		45. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES				P	12/30/2008	03/26/2010
3,324.00		2,368.00					956.00	
		455. WILLIAMS COS INC PROPERTY TYPE: SECURITIES				P	07/08/2010	09/07/2010
8,641.00		8,604.00					37.00	
		45. XTO ENERGY INC PROPERTY TYPE: SECURITIES				P	07/10/2008	03/09/2010
2,124.00		2,666.00					-542.00	
		450. XCEL ENERGY INC PROPERTY TYPE: SECURITIES				P	02/04/2009	07/07/2010
9,539.00		8,167.00					1,372.00	
		20. ZEBRA TECHNOLOGIES CORP CL A PROPERTY TYPE: SECURITIES				P	03/14/2005	09/28/2010
646.00		996.00					-350.00	
		70. ACCENTURE PLC PROPERTY TYPE: SECURITIES				P	12/30/2008	03/09/2010
2,947.00		2,264.00					683.00	
		325. TYCO INTERNATIONAL LTD NEW PROPERTY TYPE: SECURITIES				P	05/04/2010	09/07/2010
12,594.00		12,060.00					534.00	
		2. CORE LABORATORIES N V COM PROPERTY TYPE: SECURITIES				P	09/22/2008	02/01/2010
238.00		229.00					9.00	
		8. CORE LABORATORIES N V COM PROPERTY TYPE: SECURITIES				P	09/23/2008	02/02/2010
958.00		901.00					57.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5. CORE LABORATORIES N V COM PROPERTY TYPE: SECURITIES				P	09/23/2008	06/16/2010
751.00		547.00					204.00	
		10. CORE LABORATORIES N V COM PROPERTY TYPE: SECURITIES				P	09/18/2008	09/28/2010
874.00		538.00					336.00	
		170. VITERRA INC NPV PROPERTY TYPE: SECURITIES				P	03/26/2010	05/27/2010
1,236.00		1,626.00					-390.00	
		170. VITERRA INC NPV PROPERTY TYPE: SECURITIES				P	03/26/2010	06/04/2010
1,198.00		1,590.00					-392.00	
TOTAL GAIN(LOSS)							15,632.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US GOVERNMENT INT REPORTED AS NONQUALIFI	52.	52.
FOREIGN DIVIDENDS	7,750.	7,750.
DOMESTIC DIVIDENDS	11,044.	11,044.
CORPORATE INTEREST	5,058.	5,058.
NONQUALIFIED FOREIGN DIVIDENDS	796.	796.
NONQUALIFIED DOMESTIC DIVIDENDS	916.	916.
TOTAL	25,616.	25,616.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
NONDIVIDEND DISTRIBUTIONS		2.
	TOTALS	2.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	825.			825.
TOTALS	825.	NONE	NONE	825.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAN & MANAGEMENT FEES (A	10,362.	7,253.	3,109.
TOTALS	10,362.	7,253.	3,109.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX PAID	861.	861.
FED TAX CURR YR	78.	
TOTALS	939.	861.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MINN ST FILING FEE	25.		25.
MISC INVEST FEES	39.	39.	
TOTALS	64.	39.	25.

JOYCE SWAN FOUNDATION SONYA SWAN WILLIAMS, 41-1925861

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BHP BILLITON LIMITED	9,092.	20,164.
ROCK-TENN CO	5,132.	5,395.
STEEL DYNAMICS INC	4,014.	4,941.
ABB LTD	7,094.	11,786.
ALEXANDER & BALDWIN INC	4,923.	4,844.
C H ROBINSON WORLDWIDE INC	6,175.	9,222.
CSX CORP	11,986.	15,829.
GRACO INC	5,241.	5,641.
ILLINOIS TOOL WORKS INC	9,257.	10,413.
IRON MOUNTAIN INC	3,453.	4,252.
NORTHROP GRUMMAN CORP	11,899.	13,928.
ORBITAL SCIENCES CORP	4,520.	5,310.
PRECISION CASTPARTS CORP	11,544.	12,529.
REPUBLIC SERVICES INC	18,301.	17,916.
STERICYCLE INC	931.	4,046.
UNITED TECHNOLOGIES CORP	9,997.	14,957.
3M CO	12,025.	14,930.
NEUTRAL TANDEM INC	4,686.	3,726.
TELEFONICA SA - ADR	14,398.	14,642.
ARBITRON INC	2,408.	5,605.
HARTE-HANKS COMMUNICATIONS	3,430.	3,256.
LOWES COS INC	10,559.	10,032.
MCDONALDS CORP	10,911.	13,817.
MORNINGSTAR INC	2,467.	3,928.
NIKE INC	5,654.	9,823.
NORDSTROM INC	11,170.	12,290.
WILEY JOHN & SONS INC	3,683.	4,976.
COLGATE PALMOLIVE CO	12,649.	15,270.
DIAGEO PLC - ADR	17,035.	18,583.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HEINZ H J CO	7,745.	7,716.
NESTLE S A REG SHS	21,747.	32,351.
PEPSICO INC	8,951.	9,800.
WAL MART STORES INC	14,820.	15,046.
APACHE CORP	7,280.	11,923.
CHEVRON CORP	14,211.	16,973.
CNOOC - CHINA NATL OFFSHOR	9,160.	13,110.
CORE LABORATORIES	1,497.	3,206.
EXXON MOBIL CORP	13,675.	13,527.
FMC TECHNOLOGIES INC	4,732.	8,891.
NOBLE CORPORATION	7,579.	8,406.
OCEANEERING INTL INC	1,823.	3,976.
TRANSOCEAN LTD	17,158.	14,945.
AFLAC INC	14,578.	18,565.
AMERICAN EXPRESS CO	13,260.	13,734.
BANK NEW YORK MELLON CORP	13,357.	12,835.
GOLDMAN SACHS GROUP INC	11,798.	11,771.
HSBC - ADR	8,843.	8,268.
MARKEL HOLDINGS	4,066.	6,050.
PLUM CREEK TIMBER CO	14,373.	15,804.
SCHWAB CHARLES CORP	9,085.	10,180.
TCF FINANCIAL	3,868.	4,147.
WRIGHT EXPRESS CORP	2,754.	5,888.
ABBOTT LABS	13,494.	13,750.
DENTSPLY INTL INC	2,575.	2,699.
JOHNSON & JOHNSON	13,946.	14,844.
MEDCO HEALTH SOLUTIONS INC	11,993.	15,318.
MEDNAX INC	4,169.	6,460.
THERMO FISHER SCIENTIFIC	14,331.	14,560.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VCA ANTECH INC	6,079.	5,473.
ACCENTURE PLC	9,058.	13,577.
ANSYS INC	2,994.	5,467.
APPLE INC	11,577.	16,128.
CISCO SYSTEMS INC	15,069.	11,127.
GLOBAL PMTS INC	4,607.	4,852.
HEWLETT PACKARD CO	14,456.	12,209.
METTLER-TOLEDO INTL INC	2,032.	4,536.
NEUSTAR INC	3,789.	4,715.
QUALCOMM INC	8,543.	9,651.
SAP AG - ADR	7,241.	10,881.
TAIWAN SEMICONDUCTOR MFG	9,900.	15,675.
ZEBRA TECHNOLOGIES CORP	4,143.	5,129.
EDISON INTL	13,126.	16,675.
UGI CORP	3,508.	4,958.
KOMATSU JPY	11,449.	19,570.
RECKITT BENCKISER PLC	8,837.	18,599.
TESCO PLC	8,781.	13,694.
AMEX ENERGY SELECT SPDR	12,383.	13,309.
AMEX MATERIALS SPDR	11,947.	12,675.
AMEX UTILITIES SPDR	22,517.	22,408.
ISHARES DOW JONES SELECT DIV	21,947.	24,132.
ISHARES MSCI ALL CTRY ASIA	16,168.	17,836.
ISHARES MSCI BRAZIL	8,942.	9,752.
ISHARES MSCI EAFE	6,594.	5,764.
ISHARES MSCI JAPAN	16,508.	17,249.
SPDR BARCLAYS CAPITAL CONV	11,829.	11,905.
SPDR S&P 500 ETF TRUST	6,586.	7,419.
VANGUARD EMERG MKTS ETF	13,692.	31,728.

JOYCE SWAN FOUNDATION SONYA SWAN WILLIAMS, 41-1925861

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TOTALS	815,804.	993,887.

JOYCE SWAN FOUNDATION SONYA SWAN WILLIAMS, 41-1925861

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS GROUP INC	85,829.	92,215.
ISHARES BARCLAYS 1-3 YEAR TREA	8,061.	8,062.
TOTALS	93,890.	100,277.

JOYCE SWAN FOUNDATION SONYA SWAN WILLIAMS, 41-1925861

FORM 990PF, PART II - OTHER ASSETS
==================================

DESCRIPTION
CORPORATE DOCUMENTS
TOTALS

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

DESCRIPTION		AMOUNT
MUTUAL FUND TIMING DIFF		131.
	TOTAL	131.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
MN

STATEMENT 14

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT
==

This question does not apply. The foundation does not have any undistributed income from prior years

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

OFFICER NAME:
Sonya Swan Williams
ADDRESS:
P O BOX 975
Mercer Island, WA 98040
TITLE:
President
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
Robert D. Williams
ADDRESS:
P O BOX 975
Mercer Island, WA 98040
TITLE:
Vice President
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
Dan Alan Williams
ADDRESS:
18313 60th Avenue West
Lynnwood, WA 98037
TITLE:
Secretary
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
Aimee Joie Coombs
ADDRESS:
2915 Radney Lane
Wichita Falls, TX 76309
TITLE:
Treasurer
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

OFFICER NAME:
Wendy Kae Perkins
ADDRESS:
644 Hutchinson Street
Vista, CA 92083
TITLE:
Director
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
Paula Kathleen Pardini
ADDRESS:
369 Carmel Avenue
Pacifica, CA 94044
TITLE:
Director
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES
===

EMPLOYEE NAME:
NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
==

NAME:
NONE

RECIPIENT NAME:
THE CREATION MUSEUM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
NATIONAL WASP WWII MUSEUM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
MERCER ISLAND COVENANT
CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 4,600.

RECIPIENT NAME:
NORTH COAST CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 4,000.

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

RECIPIENT NAME:
ASSEMBLIES OF GOD WORLD
MISSIONS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 6,290.

RECIPIENT NAME:
ROTARY FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
INSTITUTE OF CREATION
RESEARCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
WESTGATE CHAPEL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 3,100.

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

RECIPIENT NAME:
THE SALVATION ARMY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
CALVARY CHAPEL NORTH BEND
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
JOYCE MEYER MINISTRIES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
DYNAMIC CHURCH PLANTING INTL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 1,360.

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

RECIPIENT NAME:
COASTSIDE COMMUNITY
CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,400.

RECIPIENT NAME:
COVENANT SHORES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
TEAM
FBO ANDERBERG FAMILY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,350.

RECIPIENT NAME:
LEGACY INSTITUTE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,000.

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

RECIPIENT NAME:
MERCER ISLAND POLICE DEPT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,000.

TOTAL GRANTS PAID: 42,600.

JOYCE SWAN FOUNDATION SONYA SWAN WILLIAMS, 41-1925861
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
110. AMB PPTY CORP	03/24/2010	09/21/2010	2,849.00	3,163.00	-314.00
50. AT & T INC	04/02/2009	01/27/2010	1,264.00	1,348.00	-84.00
5. AMERICAN CAMPUS CMNTYS	10/07/2009	01/13/2010	133.00	131.00	2.00
11. AMERICAN CAMPUS CMNTYS	10/07/2009	01/14/2010	296.00	289.00	7.00
31. AMERICAN CAMPUS CMNTYS	10/07/2009	01/15/2010	841.00	814.00	27.00
18. AMERICAN CAMPUS CMNTYS	10/07/2009	01/19/2010	493.00	472.00	21.00
27. AMERICAN CAMPUS CMNTYS	10/07/2009	01/22/2010	710.00	709.00	1.00
8. AMERICAN CAMPUS CMNTYS	10/07/2009	01/25/2010	208.00	210.00	-2.00
100. AMERICAN CAMPUS	10/07/2009	01/29/2010	2,584.00	2,161.00	423.00
45. BP PLC - ADR	09/18/2009	06/10/2010	1,464.00	2,468.00	-1,004.00
45. BARRICK GOLD CORP COM	10/15/2009	05/06/2010	1,959.00	1,770.00	189.00
109. BARRICK GOLD CORP COM	03/24/2010	09/21/2010	4,896.00	3,958.00	938.00
70. COMPASS MINERALS INTL	03/25/2010	09/21/2010	5,107.00	4,904.00	203.00
60. DIGITAL RLTY TR INC	10/07/2009	02/25/2010	3,029.00	2,344.00	685.00
25. FEDERAL RLTY INVT TR	10/07/2009	02/08/2010	1,597.00	1,516.00	81.00
40. FEDERAL RLTY INVT TR	10/07/2009	03/11/2010	2,861.00	2,426.00	435.00
75. FREEPORT-MCMORAN	06/04/2010	09/21/2010	6,079.00	5,229.00	850.00
100. INTERNATIONAL	01/27/2010	09/07/2010	12,641.00	12,333.00	308.00
591. ISHARES DOW JONES	09/07/2010	12/09/2010	29,070.00	26,954.00	2,116.00
10. ISHARES BARCLAYS 1-3	05/01/2009	01/21/2010	835.00	838.00	-3.00
11. ISHARES BARCLAYS 1-3	07/16/2009	05/14/2010	921.00	922.00	-1.00
10. ISHARES BARCLAYS 1-3	08/21/2009	06/01/2010	838.00	838.00	
15. ISHARES BARCLAYS 1-3	02/03/2010	07/29/2010	1,262.00	1,254.00	8.00
15. ISHARES BARCLAYS 1-3	09/17/2010	09/23/2010	1,265.00	1,264.00	1.00
45. ISHARES BARCLAYS 1-3	10/04/2010	10/07/2010	3,799.00	3,792.00	7.00
30. ISHARES BARCLAYS SHORT	02/25/2010	03/24/2010	3,306.00	3,307.00	-1.00
95. ISHARES BARCLAYS SHORT	03/11/2010	03/25/2010	10,467.00	10,469.00	-2.00
110. MONSANTO CO NEW	05/27/2010	09/21/2010	5,936.00	7,437.00	-1,501.00
85. MOSAIC CO	03/12/2009	01/08/2010	5,652.00	3,624.00	2,028.00
5. NEUTRAL TANDEM INC	12/15/2009	09/28/2010	62.00	108.00	-46.00
125. NINTENDO CO., LTD. -	09/16/2009	03/29/2010	5,260.00	4,310.00	950.00
345. NOKIA CORPORATION -	03/29/2010	06/25/2010	2,839.00	5,315.00	-2,476.00
Totals					

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0F0971 2 000

JOYCE SWAN FOUNDATION SONYA SWAN WILLIAMS, 41-1925861

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
22. NUVASIVE INC	02/03/2010	04/06/2010	986.00	627.00	359.00
23. NUVASIVE INC	02/03/2010	04/07/2010	1,018.00	654.00	364.00
6. NUVASIVE INC	02/02/2010	04/08/2010	259.00	170.00	89.00
24. NUVASIVE INC	02/01/2010	04/09/2010	1,043.00	678.00	365.00
75. OCCIDENTAL PETE CORP	03/24/2010	09/21/2010	5,701.00	6,192.00	-491.00
100. OMNICOM GROUP	04/02/2009	01/27/2010	3,590.00	2,670.00	920.00
60. PHARMACEUTICAL PROD	04/22/2009	02/01/2010	1,393.00	1,115.00	278.00
50. PHARMACEUTICAL PROD	04/22/2009	02/02/2010	1,162.00	929.00	233.00
46. PUBLIC STORAGE INC COM	10/07/2009	03/05/2010	4,019.00	3,301.00	718.00
9. PUBLIC STORAGE INC COM	10/07/2009	03/08/2010	785.00	646.00	139.00
26. QUEST DIAGNOSTICS INC	01/12/2010	08/17/2010	1,242.00	1,539.00	-297.00
61. QUEST DIAGNOSTICS INC	01/12/2010	08/17/2010	2,912.00	3,569.00	-657.00
61. QUEST DIAGNOSTICS INC	11/20/2009	08/18/2010	2,907.00	3,548.00	-641.00
96. QUEST DIAGNOSTICS INC	11/19/2009	08/19/2010	4,449.00	5,567.00	-1,118.00
15. SPDR S & P 500 ETF	12/15/2009	01/08/2010	1,713.00	1,672.00	41.00
30. SPDR S & P 500 ETF	12/15/2009	01/12/2010	3,407.00	3,344.00	63.00
25. SPDR S & P 500 ETF	12/15/2009	02/05/2010	2,663.00	2,773.00	-110.00
64. SPDR S & P 500 ETF	02/22/2010	03/09/2010	7,324.00	7,115.00	209.00
25. SPDR S & P 500 ETF	04/15/2010	04/29/2010	3,011.00	3,032.00	-21.00
35. SPDR S & P 500 ETF	04/15/2010	05/07/2010	3,901.00	4,171.00	-270.00
20. SPDR S & P 500 ETF	04/05/2010	05/12/2010	2,335.00	2,377.00	-42.00
25. SPDR S & P 500 ETF	04/05/2010	09/20/2010	2,840.00	2,971.00	-131.00
10. SPDR S & P 500 ETF	09/15/2010	09/27/2010	1,145.00	1,158.00	-13.00
75. SPDR S & P 500 ETF	09/15/2010	09/30/2010	8,603.00	8,433.00	170.00
26. SPDR S & P 500 ETF	10/26/2010	11/26/2010	3,105.00	3,083.00	22.00
37. SCIENTIFIC GAMES	11/02/2009	05/17/2010	394.00	526.00	-132.00
38. SCIENTIFIC GAMES	11/02/2009	05/17/2010	405.00	534.00	-129.00
125. SOUTHWESTERN ENERGY	03/24/2010	09/21/2010	3,959.00	5,370.00	-1,411.00
55. TECK RESOURCES LIMITED	10/07/2009	03/24/2010	2,232.00	1,561.00	671.00
70. TECK RESOURCES LIMITED	10/07/2009	09/21/2010	2,604.00	1,987.00	617.00
20. TEJON RANCH CO	03/25/2010	09/09/2010	448.00	616.00	-168.00
14. TEJON RANCH CO	01/22/2010	09/10/2010	307.00	425.00	-118.00
9. TEJON RANCH CO	01/15/2010	09/13/2010	198.00	273.00	-75.00
13. TEJON RANCH CO	01/15/2010	09/14/2010	285.00	394.00	-109.00
9. TEJON RANCH CO	01/25/2010	09/15/2010	196.00	272.00	-76.00
Totals					

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0F0971 2.000

JOYCE SWAN FOUNDATION SONYA SWAN WILLIAMS, 41-1925861

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
13. TEJON RANCH CO	01/20/2010	09/16/2010	282.00	391.00	-109.00
14. TEJON RANCH CO	01/21/2010	09/17/2010	307.00	419.00	-112.00
16. TEJON RANCH CO	06/25/2010	09/20/2010	349.00	408.00	-59.00
8. TEJON RANCH CO	06/25/2010	09/21/2010	177.00	184.00	-7.00
466. THOMPSON CREEK METALS	06/04/2010	09/21/2010	4,994.00	5,793.00	-799.00
64. THOMPSON CREEK METALS	06/04/2010	09/22/2010	691.00	597.00	94.00
455. WILLIAMS COS INC	07/08/2010	09/07/2010	8,641.00	8,604.00	37.00
325. TYCO INTERNATIONAL	05/04/2010	09/07/2010	12,594.00	12,060.00	534.00
170. VITERRA INC NPV	03/26/2010	05/27/2010	1,236.00	1,626.00	-390.00
170. VITERRA INC NPV	03/26/2010	06/04/2010	1,198.00	1,590.00	-392.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			233,533.00	231,641.00	1,892.00
Totals			233,533.00	231,641.00	1,892.00

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JOYCE SWAN FOUNDATION SONYA SWAN WILLIAMS, 41-1925861
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
400. AT & T INC	05/12/2008	01/27/2010	10,116.00	15,064.00	-4,948.00
35. ATC TECHNOLOGY	10/25/2006	07/23/2010	844.00	653.00	191.00
36. ATC TECHNOLOGY	10/25/2006	07/23/2010	868.00	464.00	404.00
8. ATC TECHNOLOGY	03/11/2003	07/29/2010	193.00	95.00	98.00
15. ATC TECHNOLOGY	03/11/2003	07/30/2010	360.00	178.00	182.00
23. ATC TECHNOLOGY	03/11/2003	08/02/2010	551.00	260.00	291.00
400. ALLSTATE CORP	08/14/2009	09/07/2010	11,544.00	11,023.00	521.00
21. ARBITRON INC	10/25/2006	02/02/2010	529.00	865.00	-336.00
2. ARBITRON INC	02/21/2002	02/02/2010	51.00	60.00	-9.00
22. ARBITRON INC	02/22/2002	02/03/2010	552.00	648.00	-96.00
40. ARBITRON INC	10/23/2001	12/09/2010	1,432.00	1,126.00	306.00
120. BP PLC - ADR	04/17/2009	05/03/2010	5,823.00	4,840.00	983.00
80. BP PLC - ADR	04/17/2009	06/10/2010	2,603.00	3,227.00	-624.00
85. C H ROBINSON WORLDWIDE	07/02/2008	10/26/2010	6,158.00	4,571.00	1,587.00
20. COCA COLA CO	02/22/2008	01/27/2010	1,083.00	1,154.00	-71.00
230. COCA COLA CO	09/03/2008	07/07/2010	11,726.00	11,536.00	190.00
5. COMPASS MINERALS INTL	09/03/2009	09/21/2010	365.00	277.00	88.00
51. DEALERTRACK HLDGS INC	03/07/2008	09/27/2010	890.00	863.00	27.00
4. DEALERTRACK HLDGS INC	03/07/2008	09/28/2010	69.00	68.00	1.00
22. DEALERTRACK HLDGS INC	03/07/2008	09/29/2010	381.00	372.00	9.00
64. DEALERTRACK HLDGS INC	08/13/2008	10/01/2010	1,092.00	1,034.00	58.00
.666 EXXON MOBIL	07/10/2008	07/02/2010	37.00	56.00	-19.00
35. EXXON MOBIL	07/10/2008	12/06/2010	2,488.00	2,921.00	-433.00
20. FMC TECHNOLOGIES INC	07/16/2007	02/18/2010	1,095.00	848.00	247.00
25. FMC TECHNOLOGIES INC	07/16/2007	03/09/2010	1,521.00	1,060.00	461.00
40. FMC TECHNOLOGIES INC	07/16/2007	12/13/2010	3,540.00	1,696.00	1,844.00
20. FEDERAL RLTY INVT TR	07/12/2007	02/08/2010	1,278.00	1,560.00	-282.00
157. GAMESTOP CORP NEW	07/17/2009	09/28/2010	3,106.00	3,810.00	-704.00
5. HARTE-HANKS COMMUNICATI	10/23/2001	09/28/2010	57.00	77.00	-20.00
55. ILLINOIS TOOL WORKS	01/24/2007	03/26/2010	2,599.00	2,611.00	-12.00
4. ISHARES BARCLAYS 1-3	05/01/2009	05/14/2010	335.00	335.00	
5. ISHARES BARCLAYS 1-3	06/11/2009	06/16/2010	419.00	416.00	3.00
Totals					

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JOYCE SWAN FOUNDATION SONYA SWAN WILLIAMS, 41-1925861
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
10. ISHARES BARCLAYS 1-3	06/11/2009	07/29/2010	841.00	832.00	9.00
10. ISHARES BARCLAYS 1-3	08/06/2009	09/23/2010	843.00	834.00	9.00
40. ISHARES MSCI EAFE	07/17/2008	04/30/2010	2,175.00	2,880.00	-705.00
200. KELLOGG CO	08/13/2007	08/05/2010	9,885.00	10,679.00	-794.00
60. MCDONALDS CORP	01/29/2009	09/15/2010	4,475.00	3,513.00	962.00
23. MENS WEARHOUSE INC COM	01/07/2008	09/14/2010	540.00	576.00	-36.00
49. MENS WEARHOUSE INC COM	03/14/2008	09/15/2010	1,137.00	1,036.00	101.00
47. MENS WEARHOUSE INC COM	03/14/2008	09/16/2010	1,086.00	989.00	97.00
5. METTLER-TOLEDO INTL INC	10/24/2008	09/28/2010	618.00	364.00	254.00
15. MIDDLEBY CORP	05/12/2008	04/06/2010	861.00	891.00	-30.00
15. MIDDLEBY CORP	05/12/2008	10/21/2010	1,093.00	828.00	265.00
17. MIDDLEBY CORP	02/27/2009	12/01/2010	1,391.00	668.00	723.00
17. MIDDLEBY CORP	03/02/2009	12/02/2010	1,392.00	363.00	1,029.00
10. MIDDLEBY CORP	03/02/2009	12/03/2010	811.00	209.00	602.00
65. MOSAIC CO	03/12/2009	04/15/2010	3,582.00	2,771.00	811.00
45. NIKE INC CL B	12/30/2008	03/16/2010	3,164.00	2,212.00	952.00
30. NIKE INC CL B	12/30/2008	03/16/2010	2,109.00	1,475.00	634.00
20. NIKE INC CL B	12/30/2008	03/26/2010	1,482.00	983.00	499.00
40. NIKE INC CL B	12/30/2008	12/16/2010	3,524.00	1,967.00	1,557.00
16. NINTENDO CO., LTD. -	09/15/2009	09/29/2010	532.00	545.00	-13.00
149. NINTENDO CO., LTD. -	09/16/2009	09/30/2010	4,675.00	4,956.00	-281.00
105. NINTENDO CO., LTD. -	06/15/2009	10/01/2010	3,300.00	3,380.00	-80.00
532. NOKIA CORPORATION -	02/25/2008	06/25/2010	4,379.00	9,900.00	-5,521.00
30. OCEANEERING INTL INC	11/25/2008	11/10/2010	2,099.00	667.00	1,432.00
175. OMNICOM GROUP	11/03/2008	01/27/2010	6,299.00	7,991.00	-1,692.00
20. OMNICOM GROUP	11/03/2008	01/27/2010	718.00	586.00	132.00
15. PLUM CREEK TIMBER CO	10/25/2006	03/24/2010	585.00	469.00	116.00
15. PUBLIC STORAGE INC COM	03/03/2009	03/05/2010	1,310.00	745.00	565.00
55. QUALCOMM INC	06/16/2006	09/30/2010	2,506.00	2,409.00	97.00
20. ROFIN SINAR	07/12/2007	09/24/2010	492.00	724.00	-232.00
48. ROFIN SINAR	12/20/2006	09/27/2010	1,175.00	1,408.00	-233.00
17. ROFIN SINAR	12/14/2006	09/28/2010	424.00	494.00	-70.00
30. SPDR S & P 500 ETF	12/04/2008	01/08/2010	3,425.00	2,597.00	828.00
25. SCHOOL SPECIALTY INC	01/24/2006	09/24/2010	321.00	909.00	-588.00
13. SCHOOL SPECIALTY INC	10/26/2005	09/27/2010	167.00	443.00	-276.00
Totals					

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JOYCE SWAN FOUNDATION SONYA SWAN WILLIAMS, 41-1925861

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
47. SCHOOL SPECIALTY INC	10/26/2005	09/28/2010	599.00	973.00	-374.00
16. SCHOOL SPECIALTY INC	03/04/2003	09/29/2010	202.00	297.00	-95.00
95. SCIENTIFIC GAMES	01/18/2008	05/14/2010	1,034.00	1,789.00	-755.00
10. SCIENTIFIC GAMES	01/18/2008	05/14/2010	110.00	185.00	-75.00
65. SCIENTIFIC GAMES	01/18/2008	05/17/2010	693.00	1,187.00	-494.00
40. SOUTHWESTERN ENERGY CO	09/17/2009	09/21/2010	1,267.00	1,802.00	-535.00
10. STERICYCLE INC COM	05/01/2009	09/28/2010	685.00	477.00	208.00
50. TARGET CORP	10/16/2001	03/26/2010	2,697.00	1,578.00	1,119.00
161. TARGET CORP	10/16/2001	04/05/2010	8,649.00	5,081.00	3,568.00
14. TARGET CORP	10/16/2001	04/06/2010	754.00	442.00	312.00
80. TECK RESOURCES LIMITED	09/17/2009	09/21/2010	2,976.00	2,206.00	770.00
120. THERMO FISHER	07/25/2008	02/22/2010	5,685.00	7,063.00	-1,378.00
258. TOTAL S.A. - ADR	02/25/2008	03/29/2010	14,785.00	14,523.00	262.00
195. UNION PACIFIC CORP	01/14/2009	07/07/2010	13,550.00	8,005.00	5,545.00
65. UNITED TECHNOLOGIES	12/30/2008	03/09/2010	4,681.00	3,420.00	1,261.00
45. UNITED TECHNOLOGIES	12/30/2008	03/26/2010	3,324.00	2,368.00	956.00
45. XTO ENERGY INC	07/10/2008	03/09/2010	2,124.00	2,666.00	-542.00
450. XCEL ENERGY INC	02/04/2009	07/07/2010	9,539.00	8,167.00	1,372.00
20. ZEBRA TECHNOLOGIES	03/14/2005	09/28/2010	646.00	996.00	-350.00
70. ACCENTURE PLC	12/30/2008	03/09/2010	2,947.00	2,264.00	683.00
2. CORE LABORATORIES N V	09/22/2008	02/01/2010	238.00	229.00	9.00
8. CORE LABORATORIES N V	09/23/2008	02/02/2010	958.00	901.00	57.00
5. CORE LABORATORIES N V	09/23/2008	06/16/2010	751.00	547.00	204.00
10. CORE LABORATORIES N V	09/18/2008	09/28/2010	874.00	538.00	336.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			226,889.00	213,765.00	13,124.00
Totals			226,889.00	213,765.00	13,124.00

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FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
LONG-TERM 15% CAPITAL GAIN DIVIDENDS	607.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		607.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		607.00