LAYFOUND

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

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

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

Name of foundation
LAY FAMILY FOUNDATION
A CORPORATION C/O TOD MOSES CPA

Number and street (or P O box number if mail is not delivered to street address): 10135 MANCHESTER ROAD
Room/suite: 206

City or town, state, and ZIP code: WARSON WOODS MO 63122

A Employer identification number: 43-1510405

B Telephone number (see page 10 of the instructions): 314-965-9775

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) ▶ $ 18,224,535

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	9,141	9,141		
	4	Dividends and interest from securities	304,964	304,964		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	122,424			
	b	Gross sales price for all assets on line 6a 5,655,857				
	7	Capital gain net income (from Part IV, line 2)		1,513		
	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	-373,635	-373,635		
	12	**Total.** Add lines 1 through 11	62,894	-58,017	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)				
	b	Accounting fees (attach schedule) STMT 3	6,487	6,487		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 4	9,607	9,607		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 5	90,325	87,725		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	106,419	103,819	0	0
	25	Contributions, gifts, grants paid	2,120,747			2,120,747
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,227,166	103,819	0	2,120,747
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-2,164,272			
	b	**Net investment income** (if negative, enter -0-)		0		
	c	**Adjusted net income** (if negative, enter -0-)			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)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,289,631	385,118	385,118
	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 (att schedule) ▶ SEE WRK 285,250 Less allowance for doubtful accounts ▶ 0		285,250	285,250
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	20,000	17,936	17,936
	10a	Investments—U.S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) SEE STMT 6	10,578,830	9,723,946	10,379,435
	c	Investments—corporate bonds (attach schedule) SEE STMT 7	2,356,673	1,986,192	2,101,312
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) SEE STATEMENT 8	5,063,625	5,055,484	5,055,484
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	19,308,759	17,453,926	18,224,535
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)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	300,500	300,500	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	18,434,301	18,434,301	
	29	Retained earnings, accumulated income, endowment, or other funds	573,958	-1,280,875	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	19,308,759	17,453,926	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	19,308,759	17,453,926	

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	19,308,759
2	Enter amount from Part I, line 27a	2	-2,164,272
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	309,439
4	Add lines 1, 2, and 3	4	17,453,926
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	17,453,926

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	BERNSTEIN FUNDS			
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	1,513			1,513
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				1,513
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	1,513
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	1,093,772	17,309,645	0.063189
2008	975,337	21,418,562	0.045537
2007	113,998	23,945,559	0.004761
2006	284,702	18,906,323	0.015059
2005	616,724	16,949,229	0.036387

2 **Total** of line 1, column (d)	2	0.164933
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	0.032987
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	17,799,019
5 Multiply line 4 by line 3	5	587,136
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	587,136
8 Enter qualifying distributions from Part XII, line 4	8	2,120,747

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 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	
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	
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	0
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	17,936		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	17,936
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	17,936
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax ▶** 17,936 **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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ MO			
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 STMT 10	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) SEE STATEMENT 11	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 ▶ TOD M MOSES CPA Telephone no ▶ 314-965-9775
10135 MANCHESTER RD
Located at ▶ WARSON WOODS MO ZIP+4 ▶ 63122

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

			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.

				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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	N/A	1c		
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 ▶ 20 , 20 , 20 , 20				
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	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 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	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)? N/A **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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? 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
LOUIS J GARR, JR. 7250 MARYLAND AVENUE	ST LOUIS MO 63130	PRESIDENT 3.00	0	0	0
JOHN E DOOLING, JR 1896 DOUGHERTY TERRACE	MANCHESTER MO 63021	CHAIRMAN 1.00	0	0	0
CHARLES B LUBER 307 SAGE LANE	BENTON KY 42025	CEO 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

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 ▶	

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	368,743
b	Average of monthly cash balances	1b	12,645,843
c	Fair market value of all other assets (see page 25 of the instructions)	1c	5,055,484
d	**Total** (add lines 1a, b, and c)	1d	18,070,070
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	18,070,070
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	271,051
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,799,019
6	**Minimum investment return.** Enter 5% of line 5	6	889,951

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	889,951
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	889,951
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	889,951
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	889,951

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	2,120,747
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	2,120,747
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	2,120,747

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				889,951
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			647,680	
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 ▶ $ 2,120,747				
a Applied to 2009, but not more than line 2a			647,680	
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				889,951
e Remaining amount distributed out of corpus	583,116			
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	583,116			
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				0
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	583,116			
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 583,116				

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 ▶ [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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 12				2,120,747
Total			▶ 3a	2,120,747
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (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			14	9,141	
4 Dividends and interest from securities			14	304,964	
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			14	482	
8 Gain or (loss) from sales of assets other than inventory			14	1,513	120,911
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ANTONIA-EDENS LP			16	9,603	
c ANTONIA-BRADLEY LP			16	-378,372	
d ANTONIA-BRADLEY PER LP			16	-5,348	
e					
12 Subtotal Add columns (b), (d), and (e)		0		-58,017	120,911
13 Total. Add line 12, columns (b), (d), and (e)				13	62,894

(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)
N/A	

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee — Date 8/11/11 — Title President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
TOD M MOSES	TOD M MOSES	08/04/11	

Firm's name ▶ TOD M. MOSES, CPA, PC — PTIN P01232055

Firm's address ▶ 10135 MANCHESTER ROAD SUITE 206 WARSON WOODS, MO 63122 — Firm's EIN ▶ 43-1350838 — Phone no 314-965-9775

Forms 990 / 990-PF

Other Notes and Loans Receivable

2010

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

Name	Employer Identification Number
LAY FAMILY FOUNDATION A CORPORATION C/O TOD MOSES CPA	43-1510405

FORM 990-PF, PART II, LINE 7 - ADDITIONAL INFORMATION

	Name of borrower	Relationship to disqualified person
(1)	ANTOPNIA EDENS LP	MAJORITY OWNED PASSIVE ACTIVITY
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

	Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1)	285,520	08/30/10		DEMAND-INTEREST QUARTERLY	0.530
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

	Security provided by borrower	Purpose of loan
(1)	INT IN PARTNERSHIP DISTRIBUTIONS	CASH FLOW
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

	Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year	Fair market value (990-PF only)
(1)			285,250	285,250
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
Totals			285,250	285,250

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
150-HESS CORP	7/26/10	12/31/10	PURCHASE	$ 11,433	$ 7,883	$	$	$ 3,550
50-PEPSICO INC	3/29/10	12/30/10	PURCHASE	3,261	3,321			-60
450-CABLEVISION SYS CORP	5/07/10	12/29/10	PURCHASE	15,257	10,929			4,328
150-HESS CORP	7/26/10	12/28/10	PURCHASE	11,283	7,883			3,400
75-COVIDIEN PLC	5/11/10	12/22/10	PURCHASE	3,423	3,351			72
50-HEWLETT-PACKARD CO	6/01/10	12/17/10	PURCHASE	2,098	2,309			-211
40-HEWLETT-PACKARD CO	5/03/10	12/17/10	PURCHASE	1,678	2,113			-435
300-RAYTHEON COMPANY	7/29/10	12/10/10	PURCHASE	13,729	14,249			-520
50-ARCHER-DANIELS-MIDLAND CO	11/26/10	12/07/10	PURCHASE	1,508	1,466			42
500-ARCHER-DANIELS-MIDLAND CO	11/19/10	12/07/10	PURCHASE	15,079	14,906			173
75-EATON CORP	11/03/10	12/07/10	PURCHASE	7,558	6,825			733
80-LIMITED BRANDS INC	11/02/10	12/07/10	PURCHASE	2,521	2,383			138
200-CENTURYLINK INC	10/21/10	12/07/10	PURCHASE	8,719	8,130			589
200-ALTRIA GROUP INC	9/30/10	12/07/10	PURCHASE	4,798	4,811			-13
50-CITRIX SYSTEMS INC	9/23/10	12/07/10	PURCHASE	3,549	3,435			114
125-CF INDUSTRIES HOLDINGS INC	8/30/10	12/07/10	PURCHASE	15,343	11,422			3,921
75-JUNIPER NETWORKS INC	8/24/10	12/07/10	PURCHASE	2,566	2,028			538

Federal Statements

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

Whom Sold (Description)	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
75-UNITED PARCEL SERVICE-CL B	8/13/10	12/07/10	PURCHASE $ 5,397	$ 4,844	$	$	$ 553
150-HESS CORP	7/26/10	12/07/10	PURCHASE 11,351	7,883			3,468
10-FREEPORT-MCMORAN COPPER	7/16/10	12/07/10	PURCHASE 1,112	618			494
75-LEAR CORP	6/28/10	12/07/10	PURCHASE 7,038	5,300			1,738
200-JOHNSON & JOHNSON	6/24/10	12/07/10	PURCHASE 12,481	11,901			580
125-NEWS CORP	6/23/10	12/07/10	PURCHASE 1,796	1,675			121
75-COMCAST CORP-CL A	5/04/10	12/07/10	PURCHASE 1,556	1,489			67
100-COMCAST CORP-CL A	5/03/10	12/07/10	PURCHASE 2,075	2,040			35
10-HEWLETT-PACKARD CO	5/03/10	12/07/10	PURCHASE 422	528			-106
50-HEWLETT-PACKARD CO	4/29/10	12/07/10	PURCHASE 2,111	2,642			-531
600-ALTRIA GROUP INC	3/26/10	12/07/10	PURCHASE 14,394	12,345			2,049
150-INGERSOLL-RAND PLC	3/22/10	12/07/10	PURCHASE 6,555	5,337			1,218
100-NEWFIELD EXPLORATION CO	2/18/10	12/07/10	PURCHASE 7,165	5,098			2,067
75-MICROSOFT CORP	2/16/10	12/07/10	PURCHASE 2,019	2,120			-101
200-GENERAL ELECTRIC CO	2/10/10	12/07/10	PURCHASE 3,423	3,151			272
75-DOW CHEMICAL	2/04/10	12/07/10	PURCHASE 2,534	1,994			540
40-NOBLE ENERGY INC	2/02/10	12/07/10	PURCHASE 3,407	3,071			336

Federal Statements

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

Description (Whom Sold)	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
300-FORD MOTOR CO	2/01/10	12/07/10	PURCHASE $ 5,008	$ 3,328	$	$	$ 1,680
50-NOBLE ENERGY INC	1/29/10	12/07/10	PURCHASE 4,259	3,734			525
75-COVIDIEN PLC	1/27/10	12/07/10	PURCHASE 3,221	3,806			-585
250-ROYAL CARIBBEAN CRUISES LTD	1/20/10	12/07/10	PURCHASE 10,766	6,707			4,059
40-MICROSOFT CORP	12/23/09	12/07/10	PURCHASE 1,077	1,233			-156
900-GENERAL ELECTRIC CO	12/17/09	12/07/10	PURCHASE 15,403	14,246			1,157
400-GAP INC/THE	3/03/10	12/01/10	PURCHASE 8,593	8,698			-105
1700-MOTOROLA INC	2/04/10	12/01/10	PURCHASE 13,681	10,875			2,806
400-BANK OF AMERICA CORP	7/02/10	11/23/10	PURCHASE 4,459	5,527			-1,068
200-PROCTER & GAMBLE CO	6/29/10	11/23/10	PURCHASE 12,511	12,057			454
150-PROCTER & GAMBLE CO	6/28/10	11/23/10	PURCHASE 9,383	9,045			338
1100-BANK OF AMERICA CORP	6/15/10	11/23/10	PURCHASE 12,263	17,158			-4,895
400-BANK OF AMERICA CORP	5/19/10	11/23/10	PURCHASE 4,459	6,388			-1,929
175-BANK OF AMERICA CORP	4/13/10	11/23/10	PURCHASE 1,951	3,251			-1,300
575-BANK OF AMERICA CORP	4/01/10	11/23/10	PURCHASE 6,410	10,367			-3,957
425-BANK OF AMERICA CORP	2/23/10	11/23/10	PURCHASE 4,738	6,745			-2,007
400-BANK OF AMERICA CORP	1/27/10	11/23/10	PURCHASE 4,459	6,008			-1,549

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
275-BANK OF AMERICA CORP	1/25/10	11/23/10	PURCHASE $ 3,066	$ 4,141	$	$	$ -1,075
600-FORD MOTOR CO	12/03/09	11/23/10	PURCHASE 9,482	5,404			4,078
50-PROCTER & GAMBLE CO	6/28/10	11/16/10	PURCHASE 3,184	3,015			169
100-PROCTER & GAMBLE CO	6/25/10	11/16/10	PURCHASE 6,368	6,024			344
300-PROCTER & GAMBLE CO	6/24/10	11/16/10	PURCHASE 19,103	18,342			761
550-ROWAN COMPANIES INC	3/26/10	11/11/10	PURCHASE 17,697	14,802			2,895
1800-PEPCO HOLDINGS INC	3/15/10	11/11/10	PURCHASE 34,028	30,727			3,301
175-FORD MOTOR CO	2/01/10	11/11/10	PURCHASE 2,868	1,941			927
50-POLO RALPH LAUREN CORP	6/24/10	11/08/10	PURCHASE 5,024	3,841			1,183
225-GARMIN LTD	12/03/09	11/08/10	PURCHASE 6,876	6,831			45
25-POLO RALPH LAUREN CORP	6/24/10	11/04/10	PURCHASE 2,477	1,921			556
50-DOVER CORP	4/26/10	11/04/10	PURCHASE 2,764	2,686			78
25-DOVER CORP	4/22/10	11/04/10	PURCHASE 1,382	1,241			141
100-FREEPORT-MCMORAN COPPER	7/09/10	11/02/10	PURCHASE 9,771	6,546			3,225
170-FREEPORT-MCMORAN COPPER	7/08/10	11/02/10	PURCHASE 16,610	10,722			5,888
125-COMCAST CORP-CL A	5/03/10	11/02/10	PURCHASE 2,577	2,550			27
30-FREEPORT-MCMORAN COPPER	2/22/10	11/02/10	PURCHASE 2,931	2,309			622

Federal Statements

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

Description (Whom Sold)	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
150-ROYAL CARIBBEAN CRUISES LTD	1/20/10	11/02/10	PURCHASE	$ 5,930	$ 4,024	$	$	$ 1,906
25-COVIDIEN PLC	1/27/10	11/01/10	PURCHASE	991	1,269			-278
75-COVIDIEN PLC	1/25/10	11/01/10	PURCHASE	2,972	3,856			-884
125-KLA-TENCOR CORPORATION	5/04/10	10/29/10	PURCHASE	4,471	4,177			294
150-COMCAST CORP-CL A	5/03/10	10/29/10	PURCHASE	3,096	3,060			36
50-HEWLETT-PACKARD CO	3/22/10	10/27/10	PURCHASE	2,104	2,643			-539
50-FEDEX CORP	8/06/10	10/25/10	PURCHASE	4,479	4,250			229
25-KLA-TENCOR CORPORATION	5/04/10	10/22/10	PURCHASE	902	835			67
75-KLA-TENCOR CORPORATION	5/03/10	10/22/10	PURCHASE	2,706	2,655			51
125-COMCAST CORP-CL A	5/03/10	10/21/10	PURCHASE	2,452	2,550			-98
50-COMCAST CORP-CL A	4/29/10	10/21/10	PURCHASE	981	995			-14
1600-MOTOROLA INC	2/04/10	10/21/10	PURCHASE	12,472	10,236			2,236
200-MOTOROLA INC	2/01/10	10/21/10	PURCHASE	1,559	1,260			299
950-BANK OF AMERICA CORP	1/25/10	10/21/10	PURCHASE	11,117	14,305			-3,188
200-SPRINT NEXTEL CORP	11/03/09	10/21/10	PURCHASE	950	582			368
4400-SPRINT NEXTEL CORP	11/02/09	10/21/10	PURCHASE	20,900	13,103			7,797
120-FREEPORT-MCMORAN COPPER	2/22/10	10/20/10	PURCHASE	11,455	9,238			2,217

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received: Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
30-FREEPORT-MCMORAN COPPER			PURCHASE				
	2/09/10	10/20/10	$ 2,864	$ 2,161	$	$	$ 703
50-DOVER CORP			PURCHASE				
	4/22/10	10/19/10	2,637	2,482			155
25-DOVER CORP			PURCHASE				
	2/19/10	10/19/10	1,318	1,150			168
50-DOVER CORP			PURCHASE				
	2/19/10	10/18/10	2,670	2,300			370
100-JUNIPER NETWORKS INC			PURCHASE				
	8/24/10	10/15/10	3,154	2,704			450
325-FORD MOTOR CO			PURCHASE				
	2/01/10	10/15/10	4,462	3,605			857
25-DOVER CORP			PURCHASE				
	2/19/10	10/14/10	1,366	1,150			216
25-DOVER CORP			PURCHASE				
	2/09/10	10/14/10	1,366	1,050			316
145-FREEPORT-MCMORAN COPPER			PURCHASE				
	2/09/10	10/14/10	14,409	10,444			3,965
50-DOVER CORP			PURCHASE				
	2/09/10	10/12/10	2,687	2,101			586
25-DOVER CORP			PURCHASE				
	1/22/10	10/12/10	1,344	1,106			238
50-TARGET CORP			PURCHASE				
	10/08/09	10/08/10	2,710	2,459			251
150-HYATT HOTELS CORP - CL A			PURCHASE				
	5/20/10	10/07/10	5,878	5,602			276
50-VISA INC - CLASS A SHRS			PURCHASE				
	7/16/10	10/01/10	3,670	3,642			28
25-KLA-TENCOR CORPORATION			PURCHASE				
	5/03/10	10/01/10	875	885			-10
75-KLA-TENCOR CORPORATION			PURCHASE				
	4/26/10	10/01/10	2,624	2,606			18
25-FRANKLIN RESOURCES INC			PURCHASE				
	12/17/09	10/01/10	2,681	2,603			78

Federal Statements

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

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
50-ROSS STORES INC	3/10/10	9/28/10	PURCHASE $ 2,788	$ 2,599	$	$	$ 189
250-ROSS STORES INC	3/09/10	9/28/10	PURCHASE 13,942	12,854			1,088
300-ROSS STORES INC	3/01/10	9/28/10	PURCHASE 16,730	14,757			1,973
200-COMCAST CORP-CL A	4/29/10	9/27/10	PURCHASE 3,673	3,981			-308
100-PROCTER & GAMBLE CO	6/24/10	9/23/10	PURCHASE 6,123	6,114			9
425-PROCTER & GAMBLE CO	5/20/10	9/23/10	PURCHASE 26,022	26,454			-432
475-PROCTER & GAMBLE CO	5/17/10	9/23/10	PURCHASE 29,084	30,003			-919
70-VISA INC - CLASS A SHRS	7/16/10	9/22/10	PURCHASE 4,914	5,099			-185
600-SARA LEE CORP	5/03/10	9/22/10	PURCHASE 8,448	8,480			-32
1200-SARA LEE CORP	4/01/10	9/22/10	PURCHASE 16,896	16,970			-74
400-COMMUNITY HEALTH SYSTEMS INC	4/21/10	9/17/10	PURCHASE 12,304	16,468			-4,164
100-WELLS FARGO & COMPANY	4/19/10	9/17/10	PURCHASE 2,594	3,257			-663
7-WELLS FARGO & COMPANY	4/16/10	9/17/10	PURCHASE 182	228			-46
400-COMMUNITY HEALTH SYSTEMS INC	4/15/10	9/17/10	PURCHASE 12,304	15,771			-3,467
100-COMCAST CORP-CL A	4/29/10	9/15/10	PURCHASE 1,795	1,991			-196
50-COMCAST CORP-CL A	12/17/09	9/15/10	PURCHASE 898	856			42
255-WELLS FARGO & COMPANY	4/16/10	9/13/10	PURCHASE 6,724	8,300			-1,576

Federal Statements

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

Description Whom Sold	Date Acquired	Date Sold	How Received Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
25-FEDEX CORP	5/03/10	9/03/10	PURCHASE $ 2,076	$ 2,298	$	$	$ -222
50-FEDEX CORP	5/03/10	9/03/10	PURCHASE 4,152	4,596			-444
5-FRANKLIN RESOURCES INC	12/17/09	9/03/10	PURCHASE 511	521			-10
70-FRANKLIN RESOURCES INC	11/09/09	9/03/10	PURCHASE 7,148	7,919			-771
50-GOLDMAN SACHS GROUP INC	1/22/10	9/01/10	PURCHASE 6,975	7,836			-861
100-GOLDMAN SACHS GROUP INC	11/06/09	9/01/10	PURCHASE 13,950	17,247			-3,297
675-BANK OF AMERICA CORP	1/25/10	8/27/10	PURCHASE 8,504	10,164			-1,660
1200-BANK OF AMERICA CORP	12/10/09	8/27/10	PURCHASE 15,119	18,259			-3,140
1800-BANK OF AMERICA CORP	12/07/09	8/27/10	PURCHASE 22,678	29,097			-6,419
275-BANK OF AMERICA CORP	8/28/09	8/27/10	PURCHASE 3,465	4,962			-1,497
50-BANK OF AMERICA CORP	8/28/09	8/27/10	PURCHASE 630	902			-272
900-DEAN FOODS CO	10/09/09	8/24/10	PURCHASE 8,993	17,250			-8,257
700-TEXTRON INC	5/07/10	8/17/10	PURCHASE 12,746	15,368			-2,622
75-ARCELORMITTAL-NY REGISTERED	9/17/09	8/12/10	PURCHASE 2,273	3,042			-769
150-CVS/CAREMARK CORP	3/29/10	8/06/10	PURCHASE 4,444	5,548			-1,104
725-PRINCIPAL FINANCIAL GROUP	4/05/10	8/05/10	PURCHASE 17,763	21,675			-3,912
320-PRINCIPAL FINANCIAL GROUP	4/01/10	8/05/10	PURCHASE 7,840	9,438			-1,598

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
25-COVIDIEN PLC	1/25/10	8/05/10	PURCHASE $ 953	$ 1,285	$	$	$ -332
300-COMCAST CORP-CL A	12/17/09	8/05/10	PURCHASE 5,701	5,136			565
125-COVIDIEN PLC	12/07/09	8/05/10	PURCHASE 4,766	5,919			-1,153
66-PRINCIPAL FINANCIAL GROUP	10/16/09	8/05/10	PURCHASE 1,617	1,897			-280
1-PRINCIPAL FINANCIAL GROUP	10/16/09	8/05/10	PURCHASE 25	29			-4
200-CIMAREX ENERGY CO	9/24/09	8/04/10	PURCHASE 14,494	8,263			6,231
50-CIMAREX ENERGY CO	8/26/09	8/04/10	PURCHASE 3,624	1,973			1,651
1200-HUNTSMAN CORP	2/17/10	7/30/10	PURCHASE 12,602	14,730			-2,128
225-TRANSOCEAN LTD	4/27/10	7/27/10	PURCHASE 10,526	19,059			-8,533
75-TRANSOCEAN LTD	3/02/10	7/27/10	PURCHASE 3,509	6,119			-2,610
800-MOTOROLA INC	2/01/10	7/26/10	PURCHASE 6,276	5,039			1,237
2000-MOTOROLA INC	1/13/10	7/26/10	PURCHASE 15,689	15,244			445
1625-MOTOROLA INC	1/06/10	7/26/10	PURCHASE 12,747	12,899			-152
305-AOL INC	2/17/10	7/23/10	PURCHASE 6,317	7,363			-1,046
1000-VALERO ENERGY CORP	8/21/09	7/22/10	PURCHASE 17,261	18,482			-1,221
500-VALERO ENERGY CORP	8/11/09	7/22/10	PURCHASE 8,631	9,129			-498
175-CAPITAL ONE FINANCIAL CORP	5/04/10	7/19/10	PURCHASE 7,239	7,886			-647

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
100-INTEL CORP	7/17/09	7/15/10	PURCHASE $ 2,130	$ 1,867	$	$	$ 263
450-NOKIA CORP-SPON ADR	3/31/10	7/13/10	PURCHASE 3,850	6,989			-3,139
175-KLA-TENCOR CORPORATION	9/11/09	7/12/10	PURCHASE 5,163	5,975			-812
300-RELIANCE STEEL & ALUMINUM	4/22/10	7/07/10	PURCHASE 10,905	15,082			-4,177
850-AK STEEL HOLDING CORP	8/21/09	6/30/10	PURCHASE 10,408	17,672			-7,264
950-SUPERVALU INC	12/17/09	6/28/10	PURCHASE 11,393	12,208			-815
450-EXXON MOBIL CORP	5/20/10	6/25/10	PURCHASE 26,787	27,514			-727
200-GENERAL ELECTRIC CO	12/17/09	6/25/10	PURCHASE 2,995	3,166			-171
650-GENERAL ELECTRIC CO	12/03/09	6/25/10	PURCHASE 9,734	10,506			-772
800-FORD MOTOR CO	11/09/09	6/25/10	PURCHASE 8,471	6,461			2,010
175-CONOCOPHILLIPS	10/05/09	6/25/10	PURCHASE 9,114	8,347			767
25-EXXON MOBIL CORP	5/20/10	6/23/10	PURCHASE 1,534	1,529			5
425-EXXON MOBIL CORP	5/13/10	6/23/10	PURCHASE 26,076	27,515			-1,439
75-NOBLE ENERGY INC	1/19/10	6/23/10	PURCHASE 4,685	5,912			-1,227
250-GENERAL ELECTRIC CO	12/03/09	6/23/10	PURCHASE 3,889	4,041			-152
650-FORD MOTOR CO	11/09/09	6/23/10	PURCHASE 7,193	5,250			1,943
600-GENERAL ELECTRIC CO	10/16/09	6/23/10	PURCHASE 9,334	9,693			-359

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
150-MICROSOFT CORP			PURCHASE				
	10/16/09	6/23/10	$ 3,808	$ 3,967	$	$	$ -159
250-CONOCOPHILLIPS			PURCHASE				
	10/05/09	6/23/10	13,444	11,925			1,519
30-FRANKLIN RESOURCES INC			PURCHASE				
	11/09/09	6/22/10	2,828	3,394			-566
100-DOVER CORP			PURCHASE				
	1/22/10	6/17/10	4,592	4,425			167
200-NEWFIELD EXPLORATION CO			PURCHASE				
	2/18/10	6/15/10	11,218	10,196			1,022
1500-GENERAL ELECTRIC CO			PURCHASE				
	10/16/09	6/14/10	23,367	24,233			-866
600-US BANCORP			PURCHASE				
	8/31/09	6/14/10	13,832	13,531			301
250-TRANSOCEAN LTD			PURCHASE				
	3/02/10	6/09/10	11,637	20,396			-8,759
900-STEEL DYNAMICS INC			PURCHASE				
	12/17/09	6/09/10	12,658	15,591			-2,933
100-ARCELORMITTAL-NY REGISTERED			PURCHASE				
	8/05/09	6/09/10	2,747	3,786			-1,039
175-INTEL CORP			PURCHASE				
	6/11/09	6/08/10	3,505	2,889			616
300-BB&T CORP			PURCHASE				
	9/14/09	6/01/10	9,042	8,057			985
175-CIMAREX ENERGY CO			PURCHASE				
	8/26/09	6/01/10	13,024	6,906			6,118
75-RESEARCH IN MOTION			PURCHASE				
	3/16/10	5/26/10	4,529	5,617			-1,088
350-NOBLE CORP			PURCHASE				
	2/19/10	5/25/10	10,656	15,017			-4,361
1200-SPRINT NEXTEL CORP			PURCHASE				
	8/05/09	5/25/10	5,905	4,819			1,086
325-AMERIPRISE FINANCIAL INC			PURCHASE				
	10/30/09	5/20/10	12,680	11,263			1,417

Federal Statements

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

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
50-ROWAN COMPANIES INC	3/26/10	5/19/10	PURCHASE $ 1,192	$ 1,346	$	$	$ -154
600-ROWAN COMPANIES INC	2/23/10	5/19/10	PURCHASE 14,298	14,731			-433
175-CIMAREX ENERGY CO	8/26/09	5/19/10	PURCHASE 11,700	6,906			4,794
700-ROYAL CARIBBEAN CRUISES LTD	1/20/10	5/17/10	PURCHASE 21,632	18,779			2,853
2100-SPRINT NEXTEL CORP	8/05/09	5/14/10	PURCHASE 8,970	8,434			536
125-FREEPORT-MCMORAN COPPER	2/09/10	5/12/10	PURCHASE 9,057	9,003			54
200-FREEPORT-MCMORAN COPPER	2/04/10	5/12/10	PURCHASE 14,492	13,530			962
225-AMERIPRISE FINANCIAL INC	10/30/09	5/12/10	PURCHASE 10,400	7,797			2,603
200-AMERIPRISE FINANCIAL INC	10/29/09	5/12/10	PURCHASE 9,245	7,030			2,215
25-FREEPORT-MCMORAN COPPER	8/05/09	5/12/10	PURCHASE 1,811	1,611			200
158-PRINCIPAL FINANCIAL GROUP	10/16/09	5/11/10	PURCHASE 4,776	4,541			235
1400-SPRINT NEXTEL CORP	8/05/09	5/10/10	PURCHASE 5,733	5,622			111
100-SPRINT NEXTEL CORP	7/30/09	5/10/10	PURCHASE 409	402			7
50-BAXTER INTERNATIONAL INC	2/26/10	5/07/10	PURCHASE 2,252	2,856			-604
300-AETNA INC	10/09/09	5/05/10	PURCHASE 8,765	7,814			951
1100-AETNA INC	9/29/09	5/05/10	PURCHASE 32,137	31,325			812
475-XL CAPITAL LTD -CLASS A	5/21/09	5/04/10	PURCHASE 8,132	4,611			3,521

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
350-ARCHER-DANIELS-MIDLAND CO			PURCHASE				
	9/24/09	5/03/10	$ 9,716	$ 9,982	$	$	$ -266
15-GOLDMAN SACHS GROUP INC			PURCHASE				
	1/19/10	4/30/10	2,188	2,495			-307
50-GOLDMAN SACHS GROUP INC			PURCHASE				
	10/23/09	4/30/10	7,292	9,111			-1,819
275-QUANTA SERVICES INC			PURCHASE				
	8/21/09	4/30/10	5,566	6,310			-744
800-DELL INC			PURCHASE				
	8/12/09	4/30/10	13,184	11,088			2,096
1430-DELL INC			PURCHASE				
	7/20/09	4/30/10	23,566	18,377			5,189
200-GOLDMAN SACHS GROUP INC			PURCHASE				
	5/11/09	4/30/10	29,170	27,516			1,654
75-JPMORGAN CHASE & CO			PURCHASE				
	4/28/09	4/28/10	3,220	2,464			756
850-DU PONT (E.I.) DE NEMOURS			PURCHASE				
	6/24/09	4/26/10	34,518	21,154			13,364
25-DEUTSCHE BANK AG-REGISTERED			PURCHASE				
	5/11/09	4/19/10	1,836	1,420			416
375-J.C. PENNEY CO INC			PURCHASE				
	12/17/09	4/16/10	11,719	10,265			1,454
17-GOLDMAN SACHS GROUP INC			PURCHASE				
	8/31/09	4/16/10	2,749	2,777			-28
125-CREDIT SUISSE GROUP-SPON AD			PURCHASE				
	9/15/09	4/15/10	6,642	6,775			-133
225-CREDIT SUISSE GROUP-SPON AD			PURCHASE				
	5/06/09	4/15/10	11,955	8,685			3,270
2600-SPRINT NEXTEL CORP			PURCHASE				
	7/30/09	4/12/10	10,851	10,452			399
150-DU PONT (E.I.) DE NEMOURS			PURCHASE				
	6/24/09	4/12/10	5,838	3,733			2,105
400-DU PONT (E.I.) DE NEMOURS			PURCHASE				
	6/11/09	4/12/10	15,569	10,927			4,642

Federal Statements

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

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
150-DU PONT (E.I.) DE NEMOURS	6/01/09	4/12/10	PURCHASE $ 5,838	$ 4,476	$	$	$ 1,362
50-FREEPORT-MCMORAN COPPER	9/30/09	4/09/10	PURCHASE 4,258	3,477			781
50-TARGET CORP	4/29/09	4/09/10	PURCHASE 2,790	2,043			747
50-TARGET CORP	4/17/09	4/09/10	PURCHASE 2,790	2,012			778
75-AIR PRODUCTS & CHEMICALS INC	11/27/09	4/08/10	PURCHASE 5,546	6,167			-621
100-VALE SA-SP ADR	11/25/09	4/06/10	PURCHASE 3,305	2,954			351
75-FREEPORT-MCMORAN COPPER	8/05/09	4/01/10	PURCHASE 6,452	4,833			1,619
300-VALERO ENERGY CORP	8/11/09	3/30/10	PURCHASE 5,954	5,477			477
500-VALERO ENERGY CORP	8/07/09	3/30/10	PURCHASE 9,923	9,324			599
800-VALERO ENERGY CORP	7/27/09	3/30/10	PURCHASE 15,876	14,960			916
1500-RRI ENERGY INC	7/02/09	3/30/10	PURCHASE 5,705	7,490			-1,785
50-SUPERVALU INC	12/17/09	3/25/10	PURCHASE 830	643			187
900-SUPERVALU INC	11/06/09	3/25/10	PURCHASE 14,936	14,768			168
100-ANHEUSER-BUSH INBEV SPN ADR	11/20/09	3/19/10	PURCHASE 5,156	5,070			86
250-BB&T CORP	9/14/09	3/18/10	PURCHASE 7,996	6,714			1,282
600-SUPERVALU INC	11/06/09	3/17/10	PURCHASE 10,501	9,845			656
375-LOWE'S COS INC	7/13/09	3/10/10	PURCHASE 9,031	7,217			1,814

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
300-SYMANTEC CORP	3/12/09	3/09/10	PURCHASE $ 5,135	$ 4,078	$	$	$ 1,057
100-AT&T INC	4/17/09	3/08/10	PURCHASE 2,522	2,610			-88
525-LOWE'S COS INC	7/13/09	3/05/10	PURCHASE 12,604	10,104			2,500
100-LOWE'S COS INC	5/26/09	3/05/10	PURCHASE 2,401	2,002			399
75-AIR PRODUCTS & CHEMICALS INC	11/10/09	2/26/10	PURCHASE 5,160	6,142			-982
25-AIR PRODUCTS & CHEMICALS INC	3/31/09	2/26/10	PURCHASE 1,720	1,407			313
100-CORNING INC	10/06/09	2/22/10	PURCHASE 1,781	1,569			212
300-CORNING INC	9/30/09	2/22/10	PURCHASE 5,343	4,583			760
200-AMERIPRISE FINANCIAL INC	10/29/09	2/19/10	PURCHASE 7,934	7,030			904
25-AIR PRODUCTS & CHEMICALS INC	3/31/09	2/19/10	PURCHASE 1,742	1,407			335
100-VALE SA-SP ADR	11/25/09	2/18/10	PURCHASE 2,831	2,954			-123
75-NORTHROP GRUMMAN CORP	4/17/09	2/18/10	PURCHASE 4,532	3,598			934
235-NORTHROP GRUMMAN CORP	4/02/09	2/18/10	PURCHASE 14,201	10,829			3,372
1000-MASCO CORP	5/14/09	2/16/10	PURCHASE 13,972	9,485			4,487
150-DU PONT (E.I.) DE NEMOURS	6/01/09	2/12/10	PURCHASE 4,829	4,476			353
300-DU PONT (E.I.) DE NEMOURS	5/18/09	2/12/10	PURCHASE 9,658	8,403			1,255
200-DU PONT (E.I.) DE NEMOURS	5/04/09	2/12/10	PURCHASE 6,439	5,843			596

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
300-CORNING INC	9/30/09	2/09/10	PURCHASE	$ 5,347	$ 4,583	$	$	$ 764
200-CORNING INC	3/06/09	2/09/10	PURCHASE	3,564	1,979			1,585
750-TYCO ELECTRONICS LTD	4/28/09	2/08/10	PURCHASE	18,509	12,429			6,080
50-TYCO ELECTRONICS LTD	4/28/09	2/08/10	PURCHASE	1,234	829			405
75-INGERSOLL-RAND PLC	10/21/09	2/05/10	PURCHASE	2,404	2,624			-220
100-FEDEX CORP	8/11/09	2/04/10	PURCHASE	7,954	6,626			1,328
400-VALERO ENERGY CORP	7/27/09	2/03/10	PURCHASE	7,595	7,480			115
100-UNITED PARCEL SERVICE-CL B	9/15/09	1/29/10	PURCHASE	5,831	5,926			-95
75-OCCIDENTAL PETROLEUM CORP	7/30/09	1/29/10	PURCHASE	5,905	5,341			564
100-INGERSOLL-RAND PLC	10/21/09	1/28/10	PURCHASE	3,331	3,498			-167
40-INGERSOLL-RAND PLC	6/05/09	1/28/10	PURCHASE	1,332	914			418
25-LOWE'S COS INC	5/26/09	1/26/10	PURCHASE	552	501			51
900-LOWE'S COS INC	2/10/09	1/26/10	PURCHASE	19,886	16,605			3,281
175-CHEVRON CORP	4/14/09	1/22/10	PURCHASE	13,182	11,648			1,534
450-US BANCORP	5/26/09	1/19/10	PURCHASE	11,017	8,482			2,535
400-US BANCORP	5/14/09	1/19/10	PURCHASE	9,793	7,115			2,678
34-OCCIDENTAL PETROLEUM CORP	7/30/09	1/15/10	PURCHASE	2,682	2,421			261

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received: Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
125-OCCIDENTAL PETROLEUM CORP			PURCHASE				
	6/26/09	1/15/10	$ 9,861	$ 8,030	$	$	$ 1,831
200-CATERPILLAR INC			PURCHASE				
	7/28/09	1/14/10	12,423	8,561			3,862
75-CATERPILLAR INC			PURCHASE				
	7/15/09	1/14/10	4,659	2,518			2,141
350-AK STEEL HOLDING CORP			PURCHASE				
	8/21/09	1/12/10	8,516	7,312			1,204
700-HOME DEPOT INC			PURCHASE				
	2/25/09	1/12/10	19,623	14,244			5,379
200-HOME DEPOT INC			PURCHASE				
	2/10/09	1/12/10	5,607	4,492			1,115
17-ALCON INC			PURCHASE				
	7/28/09	12/30/10	2,780	2,193			587
175-CONOCOPHILLIPS			PURCHASE				
	11/03/09	12/28/10	11,770	8,843			2,927
275-CONOCOPHILLIPS			PURCHASE				
	10/05/09	12/28/10	18,496	13,117			5,379
550-AT&T INC			PURCHASE				
	6/23/09	12/22/10	15,961	13,540			2,421
19-ALCON INC			PURCHASE				
	7/28/09	12/20/10	3,072	2,451			621
300-AT&T INC			PURCHASE				
	6/23/09	12/08/10	8,569	7,385			1,184
800-AT&T INC			PURCHASE				
	4/17/09	12/08/10	22,851	20,883			1,968
600-FORD MOTOR CO			PURCHASE				
	12/03/09	12/07/10	10,016	5,404			4,612
100-BROADCOM CORP-CL A			PURCHASE				
	11/11/09	12/07/10	4,545	2,862			1,683
600-INGERSOLL-RAND PLC			PURCHASE				
	11/10/09	12/07/10	26,220	21,100			5,120
175-VERTEX PHARMACEUTICALS INC			PURCHASE				
	11/09/09	12/07/10	5,790	6,954			-1,164

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	Sale Price	How Received	Cost	Expense	Depreciation	Net Gain / Loss
100-ILLINOIS TOOL WORKS	10/27/09	12/07/10	$ 5,060	PURCHASE	$ 4,727	$	$	$ 333
75-ILLINOIS TOOL WORKS	10/23/09	12/07/10	3,795	PURCHASE	3,593			202
5-CME GROUP INC	10/08/09	12/07/10	1,574	PURCHASE	1,457			117
75-COOPER INDUSTRIES PLC	10/07/09	12/07/10	4,272	PURCHASE	2,840			1,432
20-FREEPORT-MCMORAN COPPER	9/30/09	12/07/10	2,223	PURCHASE	1,391			832
50-EMC CORP/MASS	9/23/09	12/07/10	1,095	PURCHASE	863			232
150-EMC CORP/MASS	9/21/09	12/07/10	3,284	PURCHASE	2,510			774
50-GOLDMAN SACHS GROUP INC	8/31/09	12/07/10	8,137	PURCHASE	8,167			-30
125-JOHNSON CONTROLS INC	8/28/09	12/07/10	4,879	PURCHASE	3,150			1,729
200-ALTRIA GROUP INC	8/12/09	12/07/10	4,798	PURCHASE	3,528			1,270
75-EMC CORP/MASS	7/29/09	12/07/10	1,642	PURCHASE	1,136			506
49-ALCON INC	7/28/09	12/07/10	7,866	PURCHASE	6,321			1,545
200-DEVON ENERGY CORPORATION	7/17/09	12/07/10	14,817	PURCHASE	11,125			3,692
20-ALCON INC	7/16/09	12/07/10	3,211	PURCHASE	2,453			758
150-INGERSOLL-RAND PLC	6/11/09	12/07/10	6,555	PURCHASE	3,429			3,126
150-XL GROUP PLC	6/03/09	12/07/10	3,098	PURCHASE	1,495			1,603
400-XL GROUP PLC	5/21/09	12/07/10	8,261	PURCHASE	3,883			4,378

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

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
40-DANAHER CORP	5/14/09	12/07/10	$ PURCHASE 1,817	$ 1,171	$	$	$ 646
1498-WELLS FARGO & COMPANY	5/08/09	12/07/10	PURCHASE 42,878	32,956			9,922
91-JPMORGAN CHASE & CO	5/07/09	12/07/10	PURCHASE 3,589	3,392			197
94-JPMORGAN CHASE & CO	4/28/09	12/07/10	PURCHASE 3,707	3,089			618
467-TIME WARNER INC	4/17/09	12/07/10	PURCHASE 14,601	10,122			4,479
89-TIME WARNER CABLE	4/02/09	12/07/10	PURCHASE 5,801	2,261			3,540
50-DANAHER CORP	3/31/09	12/07/10	PURCHASE 2,271	1,362			909
83-TIME WARNER CABLE	3/24/09	12/07/10	PURCHASE 5,410	2,245			3,165
8-TIME WARNER INC	3/24/09	12/07/10	PURCHASE 250	142			108
75-THE WALT DISNEY CO.	3/19/09	12/07/10	PURCHASE 2,807	1,336			1,471
200-NEWS CORP	2/18/09	12/07/10	PURCHASE 2,873	1,212			1,661
100-KOHLS CORP	1/21/09	12/07/10	PURCHASE 5,439	3,645			1,794
375-NEWS CORP	12/23/08	12/07/10	PURCHASE 5,387	3,066			2,321
325-NEWS CORP	12/23/08	12/07/10	PURCHASE 4,668	2,658			2,010
150-BUNGE LTD	12/17/08	12/07/10	PURCHASE 9,610	7,107			2,503
28-TIME WARNER CABLE	12/17/08	12/07/10	PURCHASE 1,825	928			897
15-CME GROUP INC	10/03/08	12/07/10	PURCHASE 4,721	5,930			-1,209

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

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
45-KOHLS CORP	8/25/08	12/07/10	PURCHASE $ 2,448	$ 2,190	$	$	$ 258
75-TEVA PHARMACEUTICAL-SP ADR	4/04/08	12/07/10	PURCHASE 3,650	3,531			119
350-TRAVELERS COS INC/THE	4/01/08	12/07/10	PURCHASE 19,276	17,346			1,930
33-APPLE INC	3/27/08	12/07/10	PURCHASE 10,538	4,703			5,835
25-CELGENE CORP	3/20/08	12/07/10	PURCHASE 1,409	1,433			-24
50-CELGENE CORP	3/03/08	12/07/10	PURCHASE 2,819	2,832			-13
170-CISCO SYSTEMS INC	10/30/07	12/07/10	PURCHASE 3,302	5,531			-2,229
65-SCHLUMBERGER LTD	10/30/07	12/07/10	PURCHASE 5,293	6,321			-1,028
25-SCHLUMBERGER LTD	8/21/07	12/07/10	PURCHASE 2,036	2,241			-205
75-TRAVELERS COS INC/THE	6/26/07	12/07/10	PURCHASE 4,131	3,969			162
18-GOOGLE INC-CL A	3/14/07	12/07/10	PURCHASE 10,592	7,937			2,655
30-CISCO SYSTEMS INC	1/25/07	12/07/10	PURCHASE 583	796			-213
195-GILEAD SCIENCES INC	11/02/06	12/07/10	PURCHASE 7,268	6,565			703
6173.97-BERNSTEIN INTERNATIONAL PORT	6/09/06	12/07/10	PURCHASE 94,400	154,164			-59,764
200-TYCO ELECTRONICS LTD	6/03/09	12/03/10	PURCHASE 6,577	3,669			2,908
75-DANAHER CORP	3/31/09	12/01/10	PURCHASE 3,308	2,043			1,265
1400-PULTE GROUP INC	8/06/09	11/26/10	PURCHASE 8,682	16,794			-8,112

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

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
450-FORD MOTOR CO			PURCHASE				
	11/09/09	11/23/10	$ 7,112	$ 3,635	$	$	$ 3,477
25-ILLINOIS TOOL WORKS			PURCHASE				
	10/23/09	11/22/10	1,181	1,198			-17
75-ILLINOIS TOOL WORKS			PURCHASE				
	9/18/09	11/22/10	3,544	3,344			200
200-ALTRIA GROUP INC			PURCHASE				
	8/12/09	11/22/10	4,883	3,528			1,355
1000-ALTRIA GROUP INC			PURCHASE				
	7/14/09	11/22/10	24,416	16,620			7,796
1400-D R HORTON INC			PURCHASE				
	7/07/09	11/22/10	14,535	11,963			2,572
25-DANAHER CORP			PURCHASE				
	3/31/09	11/22/10	1,081	681			400
75-DANAHER CORP			PURCHASE				
	2/27/09	11/22/10	3,243	1,904			1,339
50-TARGET CORP			PURCHASE				
	10/27/09	11/19/10	2,767	2,420			347
50-COSTCO WHOLESALE CORP			PURCHASE				
	3/19/09	11/19/10	3,326	2,228			1,098
50-PEPSICO INC			PURCHASE				
	7/08/09	11/17/10	3,195	2,756			439
88-TIME WARNER CABLE			PURCHASE				
	12/17/08	11/15/10	5,549	2,916			2,633
12-TIME WARNER CABLE			PURCHASE				
	12/03/08	11/15/10	757	333			424
1200-CBS CORP-CLASS B NON VOTING			PURCHASE				
	2/06/09	11/11/10	20,400	7,755			12,645
400-CBS CORP-CLASS B NON VOTING			PURCHASE				
	12/09/08	11/11/10	6,800	3,045			3,755
113-TIME WARNER CABLE			PURCHASE				
	12/03/08	11/11/10	7,059	3,134			3,925
251-TIME WARNER CABLE			PURCHASE				
	11/05/08	11/11/10	15,679	8,565			7,114

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

Description: Whom Sold	Date Acquired	Date Sold	Sale Price	How Received	Cost	Expense	Depreciation	Net Gain / Loss
8573.24-BERNSTEIN INTERNATIONAL PORT	6/09/06	11/11/10	$ 135,200	PURCHASE	$ 214,074	$	$	$ -78,874
116-TIME WARNER CABLE	8/05/04	11/11/10	7,246	PURCHASE	6,139			1,107
120-TIME WARNER CABLE	3/22/04	11/11/10	7,496	PURCHASE	6,078			1,418
50-ILLINOIS TOOL WORKS	8/21/09	11/09/10	2,416	PURCHASE	2,114			302
25-PEPSICO INC	7/08/09	11/08/10	1,627	PURCHASE	1,378			249
50-PEPSICO INC	2/23/09	11/08/10	3,254	PURCHASE	2,572			682
75-ILLINOIS TOOL WORKS	8/21/09	11/03/10	3,466	PURCHASE	3,171			295
4-APPLE INC	3/27/08	11/02/10	1,240	PURCHASE	570			670
7-APPLE INC	2/21/08	11/02/10	2,170	PURCHASE	861			1,309
25-TARGET CORP	10/27/09	10/28/10	1,308	PURCHASE	1,210			98
25-TARGET CORP	10/08/09	10/28/10	1,308	PURCHASE	1,230			78
25-TEVA PHARMACEUTICAL-SP ADR	4/04/08	10/28/10	1,302	PURCHASE	1,177			125
75-TEVA PHARMACEUTICAL-SP ADR	3/03/08	10/28/10	3,906	PURCHASE	3,655			251
2-GOOGLE INC-CL A	3/14/07	10/28/10	1,232	PURCHASE	882			350
2-GOOGLE INC-CL A	1/08/07	10/28/10	1,232	PURCHASE	971			261
75-COSTCO WHOLESALE CORP	12/18/08	10/27/10	4,708	PURCHASE	4,055			653
75-HEWLETT-PACKARD CO	7/10/08	10/27/10	3,157	PURCHASE	3,140			17

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

Description (Whom Sold)	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
5-ALCON INC	7/16/09	10/22/10	PURCHASE	$ 837	$ 613	$	$	$ 224
50-PEPSICO INC	2/23/09	10/22/10	PURCHASE	3,254	2,572			682
16-ALCON INC	4/21/06	10/22/10	PURCHASE	2,677	1,743			934
1800-SPRINT NEXTEL CORP	8/12/09	10/21/10	PURCHASE	8,550	6,675			1,875
800-SPRINT NEXTEL CORP	8/05/09	10/21/10	PURCHASE	3,800	3,213			587
25-FREEPORT-MCMORAN COPPER	9/30/09	10/20/10	PURCHASE	2,386	1,738			648
75-ILLINOIS TOOL WORKS	8/21/09	10/20/10	PURCHASE	3,505	3,171			334
75-PEPSICO INC	5/02/07	10/20/10	PURCHASE	4,894	5,000			-106
11-FREEPORT-MCMORAN COPPER	9/30/09	10/14/10	PURCHASE	1,093	765			328
25-TARGET CORP	5/13/09	10/08/10	PURCHASE	1,355	1,013			342
44-FREEPORT-MCMORAN COPPER	9/30/09	10/07/10	PURCHASE	4,018	3,060			958
125-EMC CORP/MASS	7/29/09	10/07/10	PURCHASE	2,445	1,893			552
125-HEWLETT-PACKARD CO	7/10/08	10/06/10	PURCHASE	5,089	5,234			-145
40-GILEAD SCIENCES INC	11/02/06	10/04/10	PURCHASE	1,414	1,347			67
35-GILEAD SCIENCES INC	2/28/06	10/04/10	PURCHASE	1,237	1,101			136
50-TARGET CORP	5/13/09	10/01/10	PURCHASE	2,673	2,026			647
100-INTEL CORP	8/31/09	9/30/10	PURCHASE	1,926	2,018			-92

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

Description Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
100-INTEL CORP	7/17/09	9/30/10	PURCHASE $ 1,926	$ 1,867	$	$	$ 59
325-TIME WARNER INC	3/24/09	9/29/10	PURCHASE 9,979	5,771			4,208
466-TIME WARNER INC	12/17/08	9/29/10	PURCHASE 14,308	10,123			4,185
209-TIME WARNER INC	12/03/08	9/29/10	PURCHASE 6,417	3,817			2,600
50-ILLINOIS TOOL WORKS	6/26/09	9/24/10	PURCHASE 2,341	1,872			469
5-VISA INC - CLASS A SHRS	5/06/09	9/22/10	PURCHASE 351	335			16
50-COSTCO WHOLESALE CORP	12/18/08	9/22/10	PURCHASE 3,102	2,703			399
75-GILEAD SCIENCES INC	2/28/06	9/22/10	PURCHASE 2,705	2,359			346
275-SPX CORP	6/29/09	9/21/10	PURCHASE 17,640	13,467			4,173
75-HEWLETT-PACKARD CO	7/02/08	9/17/10	PURCHASE 2,960	3,303			-343
25-HEWLETT-PACKARD CO	7/02/08	9/15/10	PURCHASE 995	1,101			-106
112-HEWLETT-PACKARD CO	6/17/08	9/15/10	PURCHASE 4,459	5,332			-873
250-ALTRIA GROUP INC	7/14/09	9/14/10	PURCHASE 5,839	4,155			1,684
50-TARGET CORP	4/29/09	9/14/10	PURCHASE 2,699	2,043			656
50-ALTRIA GROUP INC	4/13/09	9/14/10	PURCHASE 1,168	825			343
13-GOOGLE INC-CL A	1/08/07	9/09/10	PURCHASE 6,233	6,312			-79
50-TARGET CORP	4/29/09	9/03/10	PURCHASE 2,643	2,043			600

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

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
100-TYCO ELECTRONICS LTD			PURCHASE				
	6/03/09	9/02/10	$ 2,541	$ 1,835	$	$	$ 706
900-TYCO ELECTRONICS LTD			PURCHASE				
	4/28/09	9/02/10	22,869	15,347			7,522
106-GOLDMAN SACHS GROUP INC			PURCHASE				
	8/31/09	9/01/10	14,787	17,314			-2,527
50-VISA INC - CLASS A SHRS			PURCHASE				
	5/06/09	8/30/10	3,506	3,345			161
50-TARGET CORP			PURCHASE				
	4/29/09	8/30/10	2,555	2,043			512
375-INTEL CORP			PURCHASE				
	7/17/09	8/27/10	6,865	7,001			-136
13960.674-BERNSTEIN INTM DUR INSTL P			PURCHASE				
	6/12/06	8/25/10	223,650	206,618			17,032
1387.047-BERNSTEIN EMERG MARKETS VAL			PURCHASE				
	6/09/06	8/25/10	38,600	49,457			-10,857
2407.681-BERNSTEIN INTL VALUE II POR			PURCHASE				
	6/09/06	8/25/10	32,600	60,120			-27,520
75-COSTCO WHOLESALE CORP			PURCHASE				
	12/18/08	8/24/10	4,095	4,055			40
150-GILEAD SCIENCES INC			PURCHASE				
	2/28/06	8/24/10	4,838	4,719			119
75-DANAHER CORP			PURCHASE				
	2/27/09	8/20/10	2,721	1,904			817
50-ILLINOIS TOOL WORKS			PURCHASE				
	6/26/09	8/18/10	2,141	1,872			269
25-ILLINOIS TOOL WORKS			PURCHASE				
	5/29/09	8/18/10	1,071	806			265
500-MERCK & CO. INC.			PURCHASE				
	4/30/09	8/13/10	17,441	11,531			5,910
75-ARCELORMITTAL-NY REGISTERED			PURCHASE				
	8/05/09	8/12/10	2,273	2,839			-566
175-INTEL CORP			PURCHASE				
	7/17/09	8/12/10	3,413	3,267			146

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

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
5740.391-BERNSTEIN INTER. DURATION I	6/12/06	8/05/10	PURCHASE $ 91,100	$ 84,958	$	$	$ 6,142
7264.543-BERNSTEIN INTERNATIONAL POR	6/09/06	8/05/10	PURCHASE 104,900	181,396			-76,496
135-CAMERON INTERNATIONAL CORP	4/14/08	7/27/10	PURCHASE 5,231	6,194			-963
40-CAMERON INTERNATIONAL CORP	11/23/07	7/27/10	PURCHASE 1,550	1,868			-318
12698.413-BERNSTEIN INTER. DURATION	6/12/06	7/27/10	PURCHASE 200,000	187,937			12,063
1675-MOTOROLA INC	12/04/08	7/26/10	PURCHASE 13,140	7,265			5,875
25-HEWLETT-PACKARD CO	5/05/08	7/26/10	PURCHASE 1,156	1,206			-50
50-HEWLETT-PACKARD CO	5/02/08	7/26/10	PURCHASE 2,311	2,402			-91
52-AOL INC	4/17/09	7/23/10	PURCHASE 1,077	905			172
30-AOL INC	3/24/09	7/23/10	PURCHASE 621	435			186
42-AOL INC	12/17/08	7/23/10	PURCHASE 870	746			124
46-AOL INC	12/03/08	7/23/10	PURCHASE 953	673			280
91-AOL INC	11/05/08	7/23/10	PURCHASE 1,885	1,662			223
42-AOL INC	8/05/04	7/23/10	PURCHASE 870	1,191			-321
42-AOL INC	3/22/04	7/23/10	PURCHASE 870	1,179			-309
50-HEWLETT-PACKARD CO	5/02/08	7/16/10	PURCHASE 2,323	2,402			-79
50-HEWLETT-PACKARD CO	1/10/08	7/16/10	PURCHASE 2,323	2,254			69

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

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
75-PEPSICO INC	4/19/07	7/16/10	PURCHASE $ 4,687	$ 4,942	$	$	$ -255
175-INTEL CORP	6/26/09	7/15/10	PURCHASE 3,727	2,833			894
25-COSTCO WHOLESALE CORP	12/18/08	7/15/10	PURCHASE 1,404	1,352			52
50-COSTCO WHOLESALE CORP	6/17/08	7/15/10	PURCHASE 2,807	3,534			-727
75-SCHLUMBERGER LTD	8/21/07	7/15/10	PURCHASE 4,330	6,723			-2,393
35-ALCON INC	4/21/06	7/15/10	PURCHASE 5,415	3,812			1,603
700-NOKIA CORP-SPON ADR	3/03/09	7/13/10	PURCHASE 5,990	6,473			-483
250-NOKIA CORP-SPON ADR	2/20/09	7/13/10	PURCHASE 2,139	2,547			-408
125-INTEL CORP	6/26/09	7/08/10	PURCHASE 2,504	2,024			480
175-INTEL CORP	6/11/09	7/08/10	PURCHASE 3,506	2,889			617
150-DEVON ENERGY CORPORATION	3/27/09	7/08/10	PURCHASE 9,423	6,821			2,602
400-INGERSOLL-RAND PLC	6/11/09	6/28/10	PURCHASE 15,018	9,143			5,875
400-INGERSOLL-RAND PLC	6/05/09	6/28/10	PURCHASE 15,018	9,137			5,881
600-MACY'S INC	5/28/08	6/23/10	PURCHASE 12,039	13,885			-1,846
17-APPLE INC	2/21/08	6/23/10	PURCHASE 4,605	2,091			2,514
50-MACY'S INC	7/05/07	6/23/10	PURCHASE 1,003	1,989			-986
20-FRANKLIN RESOURCES INC	11/13/07	6/22/10	PURCHASE 1,886	2,427			-541

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

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
150-ILLINOIS TOOL WORKS	5/29/09	6/18/10	PURCHASE	$ 6,847	$ 4,834	$	$	$ 2,013
100-MORGAN STANLEY	10/08/07	6/15/10	PURCHASE	2,544	6,824			-4,280
400-MORGAN STANLEY	10/04/07	6/15/10	PURCHASE	10,175	26,744			-16,569
100-MORGAN STANLEY	9/04/07	6/15/10	PURCHASE	2,544	6,412			-3,868
650-US BANCORP	5/26/09	6/14/10	PURCHASE	14,985	12,252			2,733
25-INTEL CORP	3/31/09	6/08/10	PURCHASE	501	379			122
700-LIMITED BRANDS INC	1/12/09	6/07/10	PURCHASE	16,959	6,289			10,670
14-APPLE INC	2/21/08	6/01/10	PURCHASE	3,691	1,722			1,969
307-MERCK & CO. INC.	4/30/09	5/28/10	PURCHASE	10,445	7,080			3,365
500-MERCK & CO. INC.	3/23/09	5/28/10	PURCHASE	17,012	12,003			5,009
293-MERCK & CO. INC.	3/23/09	5/28/10	PURCHASE	9,969	7,034			2,935
50-DEVON ENERGY CORPORATION	3/27/09	5/26/10	PURCHASE	3,065	2,274			791
150-DEVON ENERGY CORPORATION	2/26/09	5/26/10	PURCHASE	9,195	7,030			2,165
350-NOKIA CORP-SPON ADR	2/20/09	5/21/10	PURCHASE	3,528	3,566			-38
900-NOKIA CORP-SPON ADR	2/06/09	5/21/10	PURCHASE	9,071	12,045			-2,974
1300-NOKIA CORP-SPON ADR	2/04/09	5/21/10	PURCHASE	13,102	16,505			-3,403
250-NOKIA CORP-SPON ADR	1/22/09	5/21/10	PURCHASE	2,520	3,055			-535

Federal Statements

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

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
300-DEUTSCHE BANK AG-REGISTERED			PURCHASE				
	5/11/09	5/18/10	$ 18,552	$ 17,037	$	$	$ 1,515
950-UNUM GROUP			PURCHASE				
	4/28/09	5/18/10	21,263	14,550			6,713
250-INTEL CORP			PURCHASE				
	3/31/09	5/18/10	5,395	3,785			1,610
350-MACY'S INC			PURCHASE				
	7/05/07	5/17/10	7,797	13,922			-6,125
500-MACY'S INC			PURCHASE				
	6/26/07	5/17/10	11,139	20,161			-9,022
175-MACY'S INC			PURCHASE				
	5/09/07	5/17/10	3,899	7,670			-3,771
2025-MOTOROLA INC			PURCHASE				
	12/04/08	5/14/10	13,704	8,783			4,921
1075-MOTOROLA INC			PURCHASE				
	9/26/08	5/14/10	7,275	8,073			-798
900-NEWS CORP			PURCHASE				
	12/23/08	5/12/10	13,035	7,359			5,676
106-JPMORGAN CHASE & CO			PURCHASE				
	1/14/09	5/10/10	4,505	2,707			1,798
100-JPMORGAN CHASE & CO			PURCHASE				
	4/28/09	5/07/10	4,036	3,286			750
215-JPMORGAN CHASE & CO			PURCHASE				
	1/14/09	5/07/10	8,678	5,491			3,187
225-XL CAPITAL LTD -CLASS A			PURCHASE				
	6/09/06	5/04/10	3,852	14,411			-10,559
500-ARCHER-DANIELS-MIDLAND CO			PURCHASE				
	1/14/09	5/03/10	13,881	12,138			1,743
500-ARCHER-DANIELS-MIDLAND CO			PURCHASE				
	1/12/09	5/03/10	13,881	13,589			292
20-ARCHER-DANIELS-MIDLAND CO			PURCHASE				
	12/17/08	5/03/10	555	578			-23
100-MEDCO HEALTH SOLUTIONS INC			PURCHASE				
	3/20/08	5/03/10	5,785	4,452			1,333

Federal Statements

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

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
50-MEDCO HEALTH SOLUTIONS INC	3/04/08	5/03/10	PURCHASE $ 2,892	$ 2,114	$	$	$ 778
25-GOLDMAN SACHS GROUP INC	4/22/09	4/30/10	PURCHASE 3,646	2,963			683
75-BAXTER INTERNATIONAL INC	4/01/09	4/30/10	PURCHASE 3,590	3,779			-189
50-GOLDMAN SACHS GROUP INC	1/21/09	4/30/10	PURCHASE 7,292	3,261			4,031
5-GOLDMAN SACHS GROUP INC	11/04/08	4/30/10	PURCHASE 729	445			284
75-BAXTER INTERNATIONAL INC	10/15/08	4/30/10	PURCHASE 3,590	4,538			-948
50-WAL-MART STORES INC	10/09/08	4/30/10	PURCHASE 2,696	2,729			-33
100-QUALCOMM INC	3/25/09	4/28/10	PURCHASE 3,823	3,841			-18
100-QUALCOMM INC	3/19/09	4/28/10	PURCHASE 3,823	3,782			41
25-QUALCOMM INC	11/13/08	4/28/10	PURCHASE 956	821			135
21-APPLE INC	2/21/08	4/23/10	PURCHASE 5,675	2,583			3,092
40-GOLDMAN SACHS GROUP INC	11/04/08	4/21/10	PURCHASE 6,404	3,562			2,842
24-ALCON INC	4/21/06	4/21/10	PURCHASE 3,808	2,614			1,194
23-APPLE INC	2/21/08	4/20/10	PURCHASE 5,642	2,829			2,813
300-DEUTSCHE BANK AG-REGISTERED	3/03/09	4/19/10	PURCHASE 22,037	7,417			14,620
75-DEUTSCHE BANK AG-REGISTERED	3/14/08	4/19/10	PURCHASE 5,509	8,158			-2,649
150-GOLDMAN SACHS GROUP INC	1/27/09	4/16/10	PURCHASE 24,258	11,550			12,708

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
125-J.C. PENNEY CO INC			PURCHASE				
	11/05/08	4/16/10	$ 3,906	$ 2,841	$	$	$ 1,065
40-GOLDMAN SACHS GROUP INC			PURCHASE				
	11/04/08	4/16/10	6,469	3,562			2,907
13-GOLDMAN SACHS GROUP INC			PURCHASE				
	9/09/08	4/16/10	2,102	2,111			-9
1-GOLDMAN SACHS GROUP INC			PURCHASE				
	9/09/08	4/16/10	162	162			
94-GOLDMAN SACHS GROUP INC			PURCHASE				
	9/09/08	4/16/10	15,202	15,261			-59
10-GOOGLE INC-CL A			PURCHASE				
	9/06/06	4/15/10	5,951	3,818			2,133
400-SPRINT NEXTEL CORP			PURCHASE				
	9/22/08	4/12/10	1,669	2,697			-1,028
245-MERCK & CO. INC.			PURCHASE				
	3/23/09	4/01/10	9,245	5,881			3,364
500-CBS CORP-CLASS B			PURCHASE				
	12/09/08	4/01/10	7,055	3,806			3,249
700-MERCK & CO. INC.			PURCHASE				
	9/04/08	4/01/10	26,414	24,190			2,224
105-MERCK & CO. INC.			PURCHASE				
	7/08/08	4/01/10	3,962	3,900			62
500-CBS CORP-CLASS B			PURCHASE				
	6/09/06	4/01/10	7,055	13,151			-6,096
1300-RRI ENERGY INC			PURCHASE				
	9/04/08	3/30/10	4,945	20,342			-15,397
225-QUALCOMM INC			PURCHASE				
	11/13/08	3/26/10	9,410	7,385			2,025
400-CONOCOPHILLIPS			PURCHASE				
	1/23/08	3/25/10	20,866	28,483			-7,617
200-CONOCOPHILLIPS			PURCHASE				
	10/04/07	3/25/10	10,433	16,635			-6,202
400-CONOCOPHILLIPS			PURCHASE				
	10/02/07	3/25/10	20,866	34,136			-13,270

Federal Statements

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

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
100-CONOCOPHILLIPS			PURCHASE				
	8/31/07	3/25/10	$ 5,217	$ 8,224	$	$	$ -3,007
25-TEVA PHARMACEUTICAL-SP ADR			PURCHASE				
	3/03/08	3/18/10	1,554	1,218			336
50-TEVA PHARMACEUTICAL-SP ADR			PURCHASE				
	1/18/08	3/18/10	3,108	2,406			702
500-SYMANTEC CORP			PURCHASE				
	3/13/09	3/17/10	8,554	6,834			1,720
300-SYMANTEC CORP			PURCHASE				
	3/12/09	3/17/10	5,133	4,078			1,055
131-JPMORGAN CHASE & CO			PURCHASE				
	9/26/08	3/17/10	5,704	5,306			398
24-JPMORGAN CHASE & CO			PURCHASE				
	9/26/08	3/17/10	1,045	972			73
216-JPMORGAN CHASE & CO			PURCHASE				
	1/15/08	3/17/10	9,404	8,497			907
14-JPMORGAN CHASE & CO			PURCHASE				
	1/15/08	3/17/10	610	551			59
175-TRAVELERS COS INC/THE			PURCHASE				
	6/26/07	3/17/10	9,289	9,262			27
18-APPLE INC			PURCHASE				
	2/21/08	3/12/10	4,082	2,214			1,868
200-SYMANTEC CORP			PURCHASE				
	11/13/08	3/09/10	3,423	2,375			1,048
230-JPMORGAN CHASE & CO			PURCHASE				
	1/15/08	3/09/10	9,739	9,047			692
1050-AT&T INC			PURCHASE				
	3/31/08	3/08/10	26,480	40,255			-13,775
50-DEVON ENERGY CORPORATION			PURCHASE				
	2/26/09	3/05/10	3,493	2,343			1,150
200-DEVON ENERGY CORPORATION			PURCHASE				
	2/04/09	3/05/10	13,973	11,815			2,158
140-DEVON ENERGY CORPORATION			PURCHASE				
	1/30/09	3/05/10	9,781	8,650			1,131

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
700-J.C. PENNEY CO INC	11/05/08	3/01/10	PURCHASE $ 19,464	$ 15,912	$	$	$ 3,552
1400-SYMANTEC CORP	11/13/08	2/26/10	PURCHASE 23,187	16,622			6,565
50-QUALCOMM INC	11/13/08	2/24/10	PURCHASE 1,896	1,641			255
100-QUALCOMM INC	10/21/08	2/24/10	PURCHASE 3,792	3,896			-104
105-HEWLETT-PACKARD CO	1/10/08	2/24/10	PURCHASE 5,346	4,734			612
350-WESTERN DIGITAL CORP	9/04/08	2/23/10	PURCHASE 14,356	9,091			5,265
20-CME GROUP INC	5/20/08	2/23/10	PURCHASE 5,571	9,642			-4,071
425-METLIFE INC	1/20/09	2/22/10	PURCHASE 14,893	11,174			3,719
835-AT&T INC	3/31/08	2/19/10	PURCHASE 20,968	32,012			-11,044
25-AIR PRODUCTS & CHEMICALS INC	11/07/07	2/19/10	PURCHASE 1,742	2,480			-738
50-SCHLUMBERGER LTD	6/11/07	2/19/10	PURCHASE 3,180	4,012			-832
100-QUALCOMM INC	8/15/08	2/12/10	PURCHASE 3,873	5,632			-1,759
50-QUALCOMM INC	7/28/08	2/12/10	PURCHASE 1,936	2,721			-785
900-NEWS CORP	12/23/08	2/11/10	PURCHASE 11,531	7,359			4,172
291-TIME WARNER INC	12/03/08	2/11/10	PURCHASE 7,923	5,315			2,608
25-TIME WARNER INC	11/05/08	2/11/10	PURCHASE 681	564			117
50-AIR PRODUCTS & CHEMICALS INC	11/07/07	2/11/10	PURCHASE 3,419	4,961			-1,542

Federal Statements

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

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
25-AIR PRODUCTS & CHEMICALS INC	10/30/07	2/11/10	PURCHASE $ 1,710	$ 2,448	$	$	$ -738
150-WESTERN DIGITAL CORP	9/04/08	2/09/10	PURCHASE 6,067	3,896			2,171
130-WESTERN DIGITAL CORP	8/21/08	2/09/10	PURCHASE 5,258	3,682			1,576
100-QUALCOMM INC	7/28/08	2/05/10	PURCHASE 3,781	5,442			-1,661
40-QUALCOMM INC	7/15/08	2/05/10	PURCHASE 1,512	1,915			-403
30-FRANKLIN RESOURCES INC	11/13/07	2/03/10	PURCHASE 3,053	3,641			-588
20-FRANKLIN RESOURCES INC	1/08/07	2/03/10	PURCHASE 2,036	2,269			-233
125-BUNGE LTD	12/17/08	1/29/10	PURCHASE 7,516	5,922			1,594
525-TIME WARNER INC	11/05/08	1/28/10	PURCHASE 14,066	11,845			2,221
9-TIME WARNER INC	11/05/08	1/28/10	PURCHASE 241	203			38
75-WAL-MART STORES INC	10/09/08	1/28/10	PURCHASE 3,951	4,094			-143
600-PFIZER INC	6/09/06	1/26/10	PURCHASE 11,255	14,141			-2,886
300-PFIZER INC	5/08/06	1/26/10	PURCHASE 5,628	7,663			-2,035
420-MERCK & CO. INC.	7/08/08	1/25/10	PURCHASE 16,504	15,599			905
375-TIME WARNER INC	11/05/08	1/22/10	PURCHASE 10,293	8,461			1,832
100-NEWS CORP	12/23/08	1/21/10	PURCHASE 1,311	818			493
2000-NEWS CORP	12/23/08	1/21/10	PURCHASE 26,221	16,354			9,867

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

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
1200-SPRINT NEXTEL CORP			PURCHASE				
	9/22/08	1/13/10	$ 4,805	$ 8,091	$	$	$ -3,286
1000-SPRINT NEXTEL CORP			PURCHASE				
	4/09/08	1/13/10	4,004	6,571			-2,567
50-CELGENE CORP			PURCHASE				
	3/03/08	1/13/10	2,878	2,832			46
65-CELGENE CORP			PURCHASE				
	11/06/07	1/13/10	3,741	4,211			-470
123.109 BERN SH DUR PLUS PORTFOLIO			PURCHASE				
	11/24/09	8/25/10	1,465	1,447			18
337.358 BERN INTERMEDIATE DUR PORTFO			PURCHASE				
	11/24/09	8/25/10	4,750	4,497			253
525-IDEXX LABORATORIES INC			PURCHASE				
	3/10/08	1/25/10	29,632	26,105			3,527
450-LABORATORY CORP OF AMER H			PURCHASE				
	4/23/07	3/24/10	33,266	33,359			-93
75-LABORATORY CORP OF AMER H			PURCHASE				
	11/06/07	3/24/10	5,544	5,190			354
850-GEN PROBE INC NEW			PURCHASE				
	3/03/08	5/11/10	38,606	41,708			-3,102
250-GEN PROBE INC NEW			PURCHASE				
	3/03/08	5/27/10	11,045	12,267			-1,222
575-GEN PROBE INC NEW			PURCHASE				
	3/20/08	5/27/10	25,404	27,142			-1,738
300-LABORATORY CORP OF AMER H			PURCHASE				
	10/30/07	7/09/10	22,210	20,526			1,684
325-LABORATORY CORP OF AMER H			PURCHASE				
	11/06/07	7/09/10	24,061	22,488			1,573
325-NEW ORIENTAL EDUC			PURCHASE				
	2/23/09	7/13/10	32,379	14,463			17,916
62-STRAYER ED INC			PURCHASE				
	7/07/05	8/31/10	8,794	5,403			3,391
150-STRAYER ED INC			PURCHASE				
	2/26/09	8/31/10	21,276	25,076			-3,800

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
163-STRAYER ED INC	9/03/09	8/31/10	PURCHASE	$ 23,119	$ 33,398	$	$	$ -10,279
188-STRAYER ED INC	7/07/05	9/16/10	PURCHASE	29,206	16,382			12,824
650-LABORATORY CORP OF AMER H	10/30/07	10/14/10	PURCHASE	51,079	44,473			6,606
0.6496-KRAFT FOODS INC-A	VARIOUS	3/22/10	PURCHASE	19	25			-6
656-KRAFT FOODS INC-A	VARIOUS	3/26/10	PURCHASE	19,979	25,580			-5,601
800-QUEST DIAGNOSTICS INC	VARIOUS	5/14/10	PURCHASE	43,771	43,136			635
1000-COVIDIEN PLC	VARIOUS	6/30/10	PURCHASE	40,375	44,033			-3,658
0.0437-FRONTIER COMMUNICATIONS CORP	VARIOUS	7/02/10	PURCHASE					
264-FRONTIER COMMUNICATIONS CORP	VARIOUS	7/07/10	PURCHASE	1,831	2,129			-298
750-ZIMMER HOLDINGS INC	VARIOUS	9/29/10	PURCHASE	38,769	40,205			-1,436
700-STATE STREET CORP	VARIOUS	9/29/10	PURCHASE	25,945	46,031			-20,086
900-ILLINOIS TOOL WORKS INC	VARIOUS	9/29/10	PURCHASE	42,045	28,224			13,821
375-FEDEX CORP	VARIOUS	10/29/10	PURCHASE	33,151	31,070			2,081
600-PEABODY ENERGY CORP	VARIOUS	12/17/10	PURCHASE	36,285	31,051			5,234
200-MASTERCARD INC-A	VARIOUS	12/17/10	PURCHASE	44,114	40,662			3,452

Federal Statements

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

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
TOTAL			$ 5,654,344	$ 5,533,433	$ 0	$ 0	$ 120,911

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
LITIGATION PROCEEDS	$ 482	$ 482	$
ANTONIA-EDENS LP	9,603		
ANTONIA-BRADLEY LP	-378,372		
ANTONIA-BRADLEY PER LP	-5,348		
TOTAL	$ -373,635	$ 482	$ 0

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TOD M MOSES, C.P.A., PC	$ 6,487	$ 6,487	$	$
TOTAL	$ 6,487	$ 6,487	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES - BERNSTEIN # 888-	$ 7,208	$ 7,208	$	$
FOREIGN TAXES - WELLS FARGO #502	335	335		
2009 FEDERAL EXCISE TAX	2,064	2,064		
TOTAL	$ 9,607	$ 9,607	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
TUITION STIPENDS	13,000	10,400		
OFFICE EXPENSES	217	217		
ASSET MANAGEMENT FEES EATON V	14,782	14,782		
ASSET MANAGEMENT FEES CORTLAN	16,905	16,905		
ASSET MANAGEMENT FEES BERNSTE	45,421	45,421		
TOTAL	$ 90,325	$ 87,725	$ 0	$ 0

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CLSLY HELD STK-ANT. HOLDINGS I INC	$ 138,647	$ 138,951	COST	$ 138,591
ANTONIA INVESTMENTS LTD	87,936	91,181	COST	91,181
73 CME GROUP INC	14,869		COST	
575 AIR PRODUCTS & CHEMICALS INC	24,587		COST	
1000 EMERSON ELECTRIC CO	26,515		COST	
700 UNITED TECHNOLOGIES CORP	27,604		COST	
900 ILLINOIS TOOL WORKS INC	28,224		COST	
750 EXXON MOBIL CORP	28,733		COST	
375 CHEVRON CORP	29,591		COST	
1600 ECOLAB INC	29,760		COST	
600 FRANKLIN RESOURCES	29,772		COST	
425 INTERCONTINTALEXCHANGE	30,208		COST	
475 SCHLUMBERGER LTD	30,455		COST	
375 FEDEX CORP	31,070		COST	
900 HEWLETT PACKARD INC	31,616		COST	
550 APACHE CORP	31,774		COST	
700 PEPSICO INC	32,698		COST	
900 OMNICOM GROUP INC	33,166		COST	
625 NORTHERN TRUST CORP	33,573		COST	
1100 VERIZON COMMUNICATIONS INC	33,723		COST	
1400 WELLS FARGO & CO	34,115		COST	
982 PROCTER & GAMBLE CO	34,244		COST	
1500 NESTLE SA SPONSORED ADR	35,400		COST	
2825 EBAY INC	36,489		COST	
109 GOOGLE INC CL A	37,672		COST	
875 CH ROBINSON WORLDWIDE INC	37,955		COST	
1000 METLIFE INC	38,285		COST	
386 AVALONBAY COMMUNITIES INC	38,317		COST	
1900 ATHEROS COMMUNICATIONS	38,944		COST	
1000 PACCAR INC	39,270		COST	
800 CATERPILLAR INC	39,837		COST	
750 ZIMMER HOLDINGS INC	40,205		COST	
200 MASTERCARD INC A	40,662		COST	
675 COSTCO WHOLESALE CORP	40,750		COST	
650 ANADARKO PETROLEUM CORP	41,526		COST	
1500 ANALOG DEVICES INC	42,075		COST	
1300 DISNEY (THE WALT) COMPANY DEL	42,182		COST	

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
398 IBM CORP	$ 42,284	$	COST	$
800 QUEST DIAGNOSTICS INC	43,136		COST	
1000 COVIDIEN PLC	44,033		COST	
750 JOHNSON & JOHNSON	44,195		COST	
700 STATE STREET CORP	46,031		COST	
800 FPL GROUP INC	47,184		COST	
600 GENERAL DYNAMICS CORP	47,611		COST	
1000 ABBOTT LABORATORIES	48,770		COST	
875 MCDONALDS CORP	49,000		COST	
876 CADBURY PLC-SP ADR	49,233		COST	
1150 NEW ORIENTAL EDUCATIO SP ADR	49,881		COST	
900 THERMO FISHER SCIENTIFIC INC	50,304		COST	
1900 CISCO SYSTEMS INC	50,616		COST	
1676 MICROSOFT CORP	51,502		COST	
2400 STAPLES INC	56,461		COST	
800 MONSANTO CO NEW	58,452		COST	
1350 PEABODY ENERGY CORP	58,609		COST	
1575 GLOBAL PAYMENTS INC	59,582		COST	
2000 INTEL CORP	65,720		COST	
1075 PRAXAIR INC	79,332		COST	
1850 IDEXX LABORATORIES	84,202		COST	
2025 QUALCOMM INC	84,656		COST	
1125 VISA INC CLASS A	88,324		COST	
563 STRAYER EDUCATION INC	95,410		COST	
3200 EXPRESS SCRIPTS INC CL A	141,528		COST	
3500 GEN-PROBE INC	152,236		COST	
2450 LABORATORY CORP OF AMER HLDGS	168,759		COST	
135824.749-BERNSTEIN INTERNATIONAL P	3,187,179		COST	
11821.446-BERNSTEIN EMERGING MARKETS	392,380		COST	
960-GOLDMAN SACHS GROUP INC	128,112		COST	
3600-JPMORGAN CHASE & CO	129,107		COST	
2600-CONOCOPHILLIPS	162,410		COST	
7100-PFIZER INC	182,107		COST	
4585-AT&T INC	140,640		COST	
3070-MERCK & CO. INC.	87,218		COST	
7500-NEWS CORP	59,230		COST	
1290-DEVON ENERGY CORPORATION	72,904		COST	

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
3100-WELLS FARGO & COMPANY	$ 72,188	$	COST	$
2800-TIME WARNER INC	58,529		COST	
1900-TIME WARNER CABLE	64,777		COST	
370-APPLE INC	50,111		COST	
125-GOOGLE INC-CL A	57,764		COST	
3100-TYCO ELECTRONICS LTD	57,395		COST	
2200-DU PONT (E.I.) DE NEMOURS	59,012		COST	
1765-INGERSOLL-RAND PLC	49,844		COST	
17200-SPRINT NEXTEL CORP	70,661		COST	
4100-GENERAL ELECTRIC CO	65,886		COST	
3500-VALERO ENERGY CORP	64,853		COST	
4030-DELL INC	54,087		COST	
350-ALCON INC	45,081		COST	
3325-BANK OF AMERICA CORP	53,220		COST	
700-DEUTSCHE BANK AG-REGISTERED	34,032		COST	
750-SCHLUMBERGER LTD	58,732		COST	
2700-SYMANTEC CORP	33,985		COST	
3750-NOKIA CORP-SPON ADR	44,191		COST	
2100-US BANCORP	41,381		COST	
2225-INTEL CORP	39,747		COST	
1925-LOWE'S COS INC	36,429		COST	
1400-AETNA INC	39,138		COST	
855-HEWLETT-PACKARD CO	38,912		COST	
785-NORTHROP GRUMMAN CORP	37,893		COST	
1370-ARCHER-DANIELS-MIDLAND CO	36,287		COST	
985-GILEAD SCIENCES INC	34,475		COST	
1400-MORGAN STANLEY	80,569		COST	
890-QUALCOMM INC	37,078		COST	
4775-MOTOROLA INC	24,121		COST	
950-AMERIPRISE FINANCIAL INC	33,120		COST	
2600-CBS CORP-CLASS B	27,757		COST	
750-ILLINOIS TOOL WORKS	30,702		COST	
1500-NEXEN INC	34,224		COST	
3500-FORD MOTOR CO	29,757		COST	
1900-XL CAPITAL LTD -CLASS A	30,880		COST	
1500-VODAFONE GROUP PLC-SP ADR	27,643		COST	
1700-ALTRIA GROUP INC	28,656		COST	

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
1700-CORNING INC	$ 25,269	$	COST	$
650-TRAVELERS COS INC/THE	33,055		COST	
1200-J.C. PENNEY CO INC	29,018		COST	
600-CIMAREX ENERGY CO-W/I	24,047		COST	
2500-SUPERVALU INC	37,464		COST	
550-TEVA PHARMACEUTICAL-SP ADR	25,715		COST	
1200-BB&T CORP	32,569		COST	
475-BUNGE LTD	22,505		COST	
525-KOHLS CORP	21,216		COST	
1675-MACY'S INC	57,627		COST	
630-WESTERN DIGITAL CORP	16,669		COST	
900-HOME DEPOT INC	18,736		COST	
1200-AK STEEL HOLDING CORP	25,069		COST	
309-OCCIDENTAL PETROLEUM CORP	21,440		COST	
35-NVR INC	18,949		COST	
1400-EMC CORP/MASS	23,766		COST	
325-DANAHER CORP	19,076		COST	
300-AIR PRODUCTS & CHEMICALS INC	25,013		COST	
500-TARGET CORP	21,753		COST	
400-COSTCO WHOLESALE CORP	21,268		COST	
200-FRANKLIN RESOURCES INC	22,775		COST	
250-FREEPORT-MCMORAN COPPER	16,875		COST	
830-CISCO SYSTEMS INC	24,202		COST	
650-MICROSOFT CORP	18,212		COST	
325-PEPSICO INC	19,220		COST	
1300-SMITHFIELD FOODS INC	16,641		COST	
475-ENSCO INTL PLC SPON ADR	16,200		COST	
950-UNUM GROUP	14,550		COST	
650-JOHNSON CONTROLS INC	17,234		COST	
1100-CONSTELLATION	16,022		COST	
2700-OFFICE DEPOT INC	16,738		COST	
350-CREDIT SUISSE GROUP-SPON AD	15,460		COST	
550-GARMIN LTD	16,699		COST	
50-CME GROUP INC	19,941		COST	
900-DEAN FOODS CO	17,250		COST	
2800-RRI ENERGY INC	27,832		COST	
375-COOPER INDUSTRIES PLC-CL A	14,904		COST	

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
900-STEEL DYNAMICS INC	$ 15,591	$	COST	$
275-CATERPILLAR INC	11,079		COST	
1400-D R HORTON INC	11,963		COST	
275-SPX CORP	13,467		COST	
425-METLIFE INC	11,174		COST	
265-CELGENE CORP	15,607		COST	
1400-PULTE HOMES INC	16,794		COST	
1000-MASCO CORP	9,485		COST	
325-CAMERON INTERNATIONAL CORP	11,608		COST	
175-CHEVRON CORP	11,648		COST	
700-LIMITED BRANDS INC	6,289		COST	
250-ARCELORMITTAL-NY REGISTERED	9,667		COST	
150-MEDCO HEALTH SOLUTIONS INC	6,566		COST	
150-BAXTER INTERNATIONAL INC	8,317		COST	
100-FEDEX CORP	6,626		COST	
345-AOL INC	6,790		COST	
175-VERTEX PHARMACEUTICALS INC	6,954		COST	
225-BROADCOM CORP-CL A	6,440		COST	
125-WAL-MART STORES INC	6,823		COST	
175-KLA-TENCOR CORPORATION	5,975		COST	
175-SUNCOR ENERGY INC	6,518		COST	
125-COVIDIEN PLC	5,919		COST	
185-THE WALT DISNEY CO.	3,295		COST	
350-COMCAST CORP-CL A	5,992		COST	
200-VALE SA-SP ADR	5,908		COST	
100-UNITED PARCEL SERVICE-CL B	5,926		COST	
275-QUANTA SERVICES INC	6,310		COST	
225-PRINCIPAL FINANCIAL GROUP	6,466		COST	
100-ANHEUSER-BUSH INBEV SPN ADR	5,070		COST	
55-VISA INC - CLASS A SHRS	3,680		COST	
1000 CARNIVAL CORP		38,630	COST	46,110
1300 DISNEY		42,182	COST	48,763
875 MCDONALDS		49,000	COST	67,165
900 OMNICOM GROUP INC		33,166	COST	41,220
2400 STAPLES INC		56,461	COST	54,648
675 COSTCO WHOLESALE CORP		40,750	COST	48,742
800 KELLOGG CO		43,050	COST	40,864

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
1500 NESTLE SA SPONSORED ADR	$	$ 35,400	COST	$ 88,230
700 PEPSICO INC		32,698	COST	45,731
982 PROCTOR & GAMBLE CO		34,244	COST	63,172
650 ANADARKO PETROLEUM CORP		41,526	COST	49,504
550 APACHE CORP		31,774	COST	65,577
375 CHEVRON CORP		29,591	COST	34,219
750 EXXON MOBIL CORP		28,733	COST	54,840
750 PEABODY ENERGY CORP		27,558	COST	47,985
475 SCHLUMBERGER		30,455	COST	39,663
486 AVALONBAY COMMUNITIES INC		47,148	COST	54,699
600 FRANKLIN RESOURCES		29,772	COST	66,726
1000 METLIFE INC		38,285	COST	44,440
625 NORTHERN TRUST CORP		33,573	COST	34,631
1400 WELLS FARGO & CO		34,115	COST	43,386
1000 ABBOTT LABORATORIES		48,770	COST	47,910
750 AMGEN INC		40,909	COST	41,175
750 JOHNSON & JOHNSON		44,195	COST	46,388
1100 MERCK & CO INC		38,909	COST	39,644
750 TEVA PHARM INDS ADR		42,558	COST	39,098
900 THERMO FISHER SCIENTIFIC INC		50,304	COST	49,824
800 CATERPILLAR INC		39,837	COST	74,928
1000 DANAHER CORP		41,324	COST	47,170
1000 EMERSON ELECTRIC CO		26,515	COST	57,170
600 GENERAL DYNAMICS CORP		47,611	COST	42,576
1000 PACCAR INC		39,270	COST	57,340
700 UNITED TECHNOLOGIES CORP		27,604	COST	55,104
1000 ACCENTURE PLC IRELAND		50,537	COST	48,490
1500 ANALOG DEVICES INC		42,075	COST	56,505
1900 ATHEROS COMMUNICATIONS		38,944	COST	68,248
1900 CISCO SYSTEMS INC		50,616	COST	38,437
900 HEWLETT PACKARD CO		31,616	COST	37,890
398 IMB CORP		42,284	COST	58,410
2000 INTEL CORP		65,720	COST	42,060
1675 MICROSOFT CORP		51,502	COST	46,749
1450 ORACLE CORP		45,717	COST	45,385
575 AIR PRODUCTS & CHEMICALS INC		24,587	COST	52,296
1600 ECOLAB INC		29,760	COST	80,672

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
1100 VERIZON COMMUNICATIONS INC	$	$ 31,593	COST	$ 39,358
800 NEXTERA ENERGY INC		47,184	COST	41,592
1000 SOUTHERN CO		37,902	COST	38,230
600 BAIDU INC ADR		36,683	COST	57,918
875 CH ROBINSON WORLDWIDE INC		37,955	COST	70,166
73 CME GROUP INC		14,869	COST	23,488
2075 DANAHER CORP		79,982	COST	97,878
2825 EBAY INC		36,489	COST	78,620
6400 EXPRESS SCRIPTS INC		141,528	COST	345,920
1875 GEN-PROBE INC		71,118	COST	109,406
1575 GLOBAL PAYMENTS INC		59,582	COST	72,781
109 GOOGLE INC CL A		37,672	COST	64,743
1325 IDEXX LABORATORIES INC		61,814	COST	91,717
675 INTERCONTINENTAL EXCHANGE		62,407	COST	80,426
650 LABORATORY CORP OF AMER HLDGS		42,916	COST	57,148
800 MONSANTO CO NEW		58,452	COST	55,712
825 NEW ORIENTAL EDUCATIO SP ADR		36,260	COST	86,815
1075 PRAXAIR INC		79,332	COST	102,630
2475 QUALCOMM INC		103,153	COST	122,488
975 UNITED PARCEL SERVICE B UPS		66,266	COST	70,766
1950 VISA INC CLASS A		161,102	COST	137,241
1475 WALGREEN COMPANY		50,777	COST	57,466
117061.135-BERNSTEIN INTERNATIONAL S		2,654,426	COST	1,828,495
10531.715-BERNSTEIN EMERGING MARKETS		346,115	COST	350,706
4415-JPMORGAN CHASE & CO		164,780	COST	187,284
1900-JOHNSON & JOHNSON		114,117	COST	117,515
3790-WELLS FARGO & COMPANY		104,274	COST	117,452
6600-PFIZER INC		167,161	COST	115,566
1300-NORTHROP GRUMMAN CORP		74,518	COST	84,214
1800-ASTRAZENECA PLC-SPONS ADR		77,519	COST	83,142
250-APPLE INC		36,824	COST	80,640
1000-DEVON ENERGY CORPORATION		69,704	COST	78,510
462-GOLDMAN SACHS GROUP INC		70,835	COST	77,690
5100-DELL INC		69,269	COST	69,105
1255-KOHLS CORP		60,736	COST	68,197
1000-TIME WARNER CABLE		32,178	COST	66,030
1700-MARATHON OIL CORP		54,365	COST	62,951

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
2825-COMCAST CORP-CL A	$	$ 50,953	COST	$ 62,065
1690-GILEAD SCIENCES INC		71,011	COST	61,246
1100-ENSCO PLC- SPON ADR		43,961	COST	58,718
2600-SAFEWAY INC		63,221	COST	58,474
650-PARKER HANNIFIN CORP		46,399	COST	56,095
90-GOOGLE INC-CL A		43,393	COST	53,457
635-SCHLUMBERGER LTD		45,808	COST	53,023
3600-NEWS CORP		32,567	COST	52,416
3100-FORD MOTOR CO		41,100	COST	52,049
2100-NEXEN INC		47,189	COST	48,090
1113-HEWLETT-PACKARD CO		50,364	COST	46,857
700-BUNGE LTD		33,934	COST	45,864
1625-MICROSOFT CORP		42,986	COST	45,370
2000-CONSTELLATION BRANDS INC-A		29,808	COST	44,300
2000-GAP INC/THE		42,207	COST	44,280
625-CONOCOPHILLIPS		32,700	COST	42,563
750-TRAVELERS COS INC/THE		39,431	COST	41,783
3300-DELTA AIR LINES INC		44,064	COST	41,580
1500-VODAFONE GROUP PLC-SP ADR		27,643	COST	39,645
239-ALCON INC		34,358	COST	39,053
1100-TYCO ELECTRONICS LTD		23,720	COST	38,940
375-EATON CORP		35,412	COST	38,066
1475-LOWE'S COS INC		37,102	COST	36,993
1500-ALTRIA GROUP INC		36,577	COST	36,930
2000-SARA LEE CORP		29,155	COST	35,020
1900-GENERAL ELECTRIC CO		31,288	COST	34,751
375-AGRIUM INC		28,116	COST	34,406
450-NEWFIELD EXPLORATION CO		23,252	COST	32,450
2100-ALCOA INC		28,551	COST	32,319
2100-FIFTH THIRD BANCORP		28,426	COST	30,828
400-HESS CORP		23,382	COST	30,616
975-GARMIN LTD		34,529	COST	30,215
1100-MORGAN STANLEY		48,088	COST	29,931
700-CAPITAL ONE FINANCIAL CORP		28,972	COST	29,792
400-UNITED PARCEL SERVICE-CL B		27,108	COST	29,032
600-INGERSOLL-RAND PLC		21,575	COST	28,254
950-AT&T INC		23,953	COST	27,911

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
700-VIACOM INC-CLASS B	$	$ 27,208	COST	$ 27,727
1200-EMC CORP/MASS		21,069	COST	27,480
275-LEAR CORP		22,042	COST	27,145
200-CF INDUSTRIES HOLDINGS INC		18,458	COST	27,030
1300-SMITHFIELD FOODS INC		16,641	COST	26,819
425-KIMBERLY-CLARK CORP		27,900	COST	26,792
775-DOW CHEMICAL		20,279	COST	26,459
1300-CISCO SYSTEMS INC		34,167	COST	26,299
1000-BB&T CORP		26,079	COST	26,290
550-CENTURYLINK INC		22,337	COST	25,394
535-DANAHER CORP		19,165	COST	25,236
1300-CORNING INC		21,555	COST	25,116
35-NVR INC		18,949	COST	24,186
750-ORACLE CORP		20,931	COST	23,475
550-COMERICA INC		23,195	COST	23,232
375-COOPER INDUSTRIES PLC		15,451	COST	21,859
550-EDISON INTERNATIONAL		21,167	COST	21,230
235-NOBLE ENERGY INC		16,883	COST	20,229
525-JOHNSON CONTROLS INC		14,084	COST	20,055
500-DIRECTV-CLASS A		19,220	COST	19,965
650-CONSTELLATION ENERGY GROUP		23,281	COST	19,910
1100-COMMERCIAL METALS CO		17,751	COST	18,249
1200-GANNETT CO		14,827	COST	18,108
475-THE WALT DISNEY CO.		14,799	COST	17,817
55-CME GROUP INC		16,307	COST	17,696
550-STARBUCKS CORP		14,569	COST	17,672
200-GOODRICH CORP		14,454	COST	17,614
400-BROADCOM CORP-CL A		12,858	COST	17,420
175-OCCIDENTAL PETROLEUM CORP		13,646	COST	17,168
250-CITRIX SYSTEMS INC		16,230	COST	17,103
175-EOG RESOURCES INC		17,845	COST	15,997
425-GENERAL MOTORS CO		14,450	COST	15,666
300-TEVA PHARMACEUTICAL-SP ADR		13,726	COST	15,639
400-SOUTHWESTERN ENERGY		14,034	COST	14,972
2700-OFFICE DEPOT INC		16,738	COST	14,580
300-ACCENTURE PLC-CL A		13,510	COST	14,547
175-DEERE & CO		12,691	COST	14,534

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
650-XL GROUP PLC	$	$ 6,480	COST	$ 14,183
300-ROYAL CARIBBEAN CRUISES LTD		8,955	COST	14,100
200-MONSANTO CO		11,696	COST	13,928
300-RAYTHEON COMPANY		14,249	COST	13,902
300-CARNIVAL CORP		12,142	COST	13,833
425-TIME WARNER INC		12,458	COST	13,672
500-HEALTH NET INC		13,990	COST	13,645
450-ARCHER-DANIELS-MIDLAND CO		13,195	COST	13,536
400-CABLEVISION SYS CORP		9,715	COST	13,536
75-AMAZON.COM INC		8,695	COST	13,500
225-CELGENE CORP		12,893	COST	13,307
225-EXPRESS SCRIPTS INC		11,314	COST	12,161
225-CAMERON INTERNATIONAL CORP		6,657	COST	11,414
150-COSTCO WHOLESALE CORP		7,822	COST	10,832
200-HONEYWELL INTERNATIONAL INC		8,212	COST	10,632
345-LIMITED BRANDS INC		10,866	COST	10,602
550-MARVELL TECHNOLOGY GROUP LT		10,555	COST	10,203
450-INTEL CORP		8,927	COST	9,464
600-NVIDIA CORP		6,637	COST	9,240
225-VERTEX PHARMACEUTICALS INC		8,333	COST	7,882
175-SUNCOR ENERGY INC		6,518	COST	6,701
100-ROVI CORP		5,886	COST	6,201
50-FLOWSERVE CORPORATION		5,408	COST	5,961
45-FREEPORT-MCMORAN COPPER		2,780	COST	5,404
75-ALLERGAN INC		5,102	COST	5,150
75-STANLEY BLACK & DECKER INC		5,042	COST	5,015
75-TARGET CORP		4,044	COST	4,510
50-PEPSICO INC		3,312	COST	3,267
TOTAL	$ 10,578,830	$ 9,723,946		$ 10,379,435

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
BERNSTEIN INT DUR BOND PORTFOLIO	$ 2,256,673	$ 1,887,601	COST	$ 2,000,342
BERNSTEIN - RESTRICTED ENDOWMENT	100,000	98,591	COST	100,970
TOTAL	$ 2,356,673	$ 1,986,192		$ 2,101,312

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
LIM PTNRSHP INT-ANTONIA BRADLEY LP	$ 10	$ 10	COST	$ 10
LIM PTNRSHP INT-ANTONIA BRDLY PER LP	300,262	293,978	COST	293,978
LIM PTNRSHP INT-ANTONIA EDENS LP	4,763,353	4,761,496	COST	4,761,496
TOTAL	$ 5,063,625	$ 5,055,484		$ 5,055,484

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Statement 9 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
DIFFERENCES BETWEEN CARRYING COSTS AND TAX BASIS OF PARTNERSHIP INTERESTS AND CAPITAL ASSETS AS ADJUSTED IN 2010	$ 309,439
TOTAL	$ 309,439

Federal Statements

Statement 10 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

Name	Address	City, State, Zip
ANTONIA INVESTMENTS	C/O TOD MOSES, CPA	WARSON WOODS MO 63122

Federal Statements

Statement 11 - Form 990-PF, Part VII-A, Line 11a - Controlled Entity Information

Name / Address	EIN	Description	Amount
TRANSFERS TO CONTROLLED ENTITIES			$
ANTONIA-EDENS LP 10135 MANCHESTER ROAD, #206 WARSON WOODS MO 63122	43-1524086	CASH FLOW LOAN	285,250
TRANSFERS FROM CONTROLLED ENTITIES			
ANTONIA INVESTMENTS, LTD 10135 MANCHESTER ROAD, SUTIE 206 WARSON WOODS MO 63122	43-1398510	DIVIDEND RECEIVED	30,000
TOTAL			$ 315,250

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
SCULPTURE PARK ST. LOUIS MO 63108	221 N. GRAND BLVD.	PUBLIC	LAY CENTER FOR EDU/ARTS ENDOWMENT	22,034
ST. JOSEPH'S ACADAMY ST. LOUIS MO 63131	1207 SOUTH LINDBERGH	PUBLIC	GENERAL SUPPORT	1,000
STL SCIENCE CENTER ST. LOUIS MO 63110	5050 OAKLAND AVE.	PUBLIC	SCIENCE EDUCATION	1,250
ST. LOUIS UNIVERSITY ST. LOUIS MO 63108	221 N. GRAND BLVD.	PUBLIC	GENERAL SUPPORT	28,900
UNIV OF CT FDN STORRS CT 06269	2390 ALUMI DRIVE	PUBLIC	GENERAL SCHOLARSHIP	9,600
SOUTH MARSHALL MIDDLE SCH BENTON KY 42025	85 SID DARNALL ROAD	PUBLIC	GENERAL SUPPORT	1,068
BENTON MIDDLE SCHOOL BENTON KY 42025	906 JOE CREASON DRIVE	PUBLIC	GENERAL SUPPORT	1,000
PADUCAH JUNIOR COLLEGE PADUCAH KY 42002	PO BOX 7380	PUBLIC	MIDDLE COLLEGE PROGRAM	226,261
OUR LADY OF LOURDES PARIS ST. LOUIS MO 63105	7148 FORSYTH BLVD.	PUBLIC	MATCHING GIFT	350
KIDS IN MOTION HANNIBAL MO 63401	711 GRAND AVENUE	PUBLIC	START-UP FUNDS FOR SUMMER PROGRAM	20,000
TWIN PIKE FAMILY YMCA LOUISIANA MO 63353	614 KELLY LANE	PUBLIC	AFTER SCHOOL PROGRAM	113,435
SKILLED CRAFT CENTER PACUCAH KY 42002	PO BOX 7380	PUBLIC	WEST KY COMMUNITY & TECHNICAL COLLEG	250,000
STL U-DR. ALDRIDGE PROJEC ST. LOUIS MO 63108	3700 WEST PINE MALL	PUBLIC	AMPHIBIAN POND SELECTION PROJECT	22,572
BLOCK YESHIVA HIGH SCHOOL ST. LOUIS MO 63132	1146 NORTH WARSON ROAD	PUBLIC	SCHOLARSHIP FUND	6,215
BISHOP DUBOURG HIGH SCH ST. LOUIS MO 63109	5850 EICHELBERGER AVE	PUBLIC	MATCHING GIFT	1,600
CARDINAL RITTER COLLEGE P ST. LOUIS MO 63108	701 NORTH SPRING AVE	PUBLIC	MATCHING GIFT	1,600
PIKE COUNTY COMMUNITY CAR BOWLING GREEN MO 63334	14516 HIGHWAY UU	PUBLIC	BACK TO SCHOOL FAIR DONATION	500
DUCHESNE HIGH SCHOOL ST. CHARLES MO 63301	2550 ELM STREET	PUBLIC	GENERAL SCHOLARSHIP	7,645

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
TODAY AND TOMORROW ED FOU ST. LOUIS MO 63119	20 ARCHBISHOP MAY DRIVE	PUBLIC	SCHOLARSHIP FUND	1,212,219
NORTHEASTERN IL UNIVERSIT CHICAGO IL 60625-4699	5500 NORTH ST. LOUIS AVE	PUBLIC	DEVELOPMENT PROGRAM	183,498
CAMP DAVID OF THE OZARKS ROLLA MO 65402	PO BOX 1607	PUBLIC	CAMP PROGRAM	10,000
TOTAL				2,120,747

LAYFOUND

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part** I and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www irs gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension-check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return See instructions	Name of exempt organization LAY FAMILY FOUNDATION A CORPORATION C/O TOD MOSES CPA	Employer identification number 43-1510405
	Number, street, and room or suite no If a P O box, see instructions 10135 MANCHESTER ROAD 206	
	City, town or post office, state, and ZIP code For a foreign address, see instructions WARSON WOODS MO 63122	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ TOD MOSES CPA PC 10135 MANCHESTER RD--ST LOUIS MO 63122
  Telephone No ▶ 314-965-9775 FAX No ▶ 314-965-8398
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/11 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 2010 or
▶ [ ] tax year beginning , and ending

2 If this tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 17,936
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions