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

2010

Department of the Treasury
Internal Revenue Service

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

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

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

Name of foundation WILLIAM BIRDWELL CHARITABLE TRUST		A Employer identification number 43-6900293
Number and street (or P O box number if mail is not delivered to street address) 1114 STATE STREET, SUITE 271	Room/suite	B Telephone number (805) 962-0101
City or town, state, and ZIP code SANTA BARBARA, CA 93101		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 729,600. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	825.	825.		STATEMENT 1
	4 Dividends and interest from securities	10,035.	10,035.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<4,923.>			
	b Gross sales price for all assets on line 6a 38,120.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	5,937.	10,860.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	8,672.	4,336.		4,336.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	2,150.	1,075.		1,075.
	c Other professional fees STMT 4	5,395.	5,395.		0.
	17 Interest				
	18 Taxes STMT 5	91.	56.		35.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	110.	0.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	16,418.	10,862.		5,446.
	25 Contributions, gifts, grants paid	50,000.			50,000.
26 Total expenses and disbursements. Add lines 24 and 25	66,418.	10,862.		55,446.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<60,481.>				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	261.	124.	124.
	2 Savings and temporary cash investments	192,334.	251,500.	251,500.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	502,670.	225,558.	251,967.
	c Investments - corporate bonds	63,090.		
Liabilities	11 Investments - land, buildings and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	0.	220,692.	226,009.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	758,355.	697,874.	729,600.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	758,355.	697,874.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	758,355.	697,874.		
31 Total liabilities and net assets/fund balances	758,355.	697,874.		

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	758,355.
2 Enter amount from Part I, line 27a	2	<60,481.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	697,874.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	697,874.

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 SETTLEMENT OF FOUR CLASS ACTION LAWSUITS			
b S/T PUBLICLY TRADED SECURITITES			
c S/T PUBLICLY TRADED SECURITITES			
d S/T PUBLICLY TRADED SECURITITES			
e CAPITAL GAINS DIVIDENDS			

(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 59.			59.
b 16,583.		15,431.	1,152.
c 6.		10.	<4.>
d 21,015.		27,602.	<6,587.>
e 457.			457.

(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			59.
b			1,152.
c			<4.>
d			<6,587.>
e			457.

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	<4,923.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009			
2008			
2007			
2006			
2005			

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

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: <u>02/10/04</u> (attach copy of letter if necessary-see instructions)	1	N/A
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
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	
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	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X		
14	The books are in care of ► MR. STEPHEN T. FRANK Telephone no. ► (805) 962-0101 Located at ► 1114 STATE STREET, SUITE 271, SANTA BARBARA, CA ZIP+4 ► 93101			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 ►		Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010) 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)? Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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? Yes 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? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MR. STEPHEN T. FRANK 1114 STATE STREET, SUITE 271 SANTA BARBARA, CA 93101	TRUSTEE 1.00	8,672.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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. 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 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
SEE STATEMENT 9	55,446.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	357,813.
b	Average of monthly cash balances	1b	451,322.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	809,135.
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	809,135.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,137.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	796,998.
6	Minimum investment return. Enter 5% of line 5	6	39,850.

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

1	Minimum investment return from Part X, line 6	1	39,850.
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	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	39,850.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	39,850.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	39,850.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	55,446.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	55,446.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	55,446.

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 instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				39,850.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010.				
a From 2005				
b From 2006				
c From 2007				22,801.
d From 2008				31,898.
e From 2009				31,824.
f Total of lines 3a through e	86,523.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 55,446.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	55,446.			
d Applied to 2010 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	39,850.			39,850.
6 Enter the net total of each column as indicated below.	102,119.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	102,119.			
10 Analysis of line 9.				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				14,849.
d Excess from 2009				31,824.
e Excess from 2010				55,446.

** SEE STATEMENT 10

Form 990-PF (2010)

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 <i>Paid during the year</i> COTTAGE HEALTH SYSTEM PO BOX 689 SANTA BARBARA, CA 93102	NONE		ANNUAL DONATION	25,000.
SANSUM DIABETES RESERACH INST. 2219 BATH STREET SANTA BARBARA, CA 93105	NONE		2008 INTERN PROGRAM	25,000.
Total				50,000.
b <i>Approved for future payment</i>				
NONE				
Total				0.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MERRILL LYNCH-ML BANK DEPOSIT PROGRAM	373.
MSSB INTEREST	452.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	825.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
M/L LESS TO INT ON SAVINGS/TEMP	<373.>	0.	<373.>
MERRILL LYNCH-CAP GAINS DIS	457.	457.	0.
MERRILL LYNCH-DIVIDENDS	4,330.	0.	4,330.
MERRILL LYNCH-INTEREST	1,443.	0.	1,443.
MERRILL LYNCH-NON-DIVIDEND	1.	0.	1.
MORGAN STANLEY-SMITH BARNEY DIVIDEND	4,626.	0.	4,626.
MORGAN STANLEY-SMITH BARNEY INTEREST	452.	0.	452.
MORGAN STANLEY-SMITH BARNEY NON-DIVIDEND	8.	0.	8.
MSSB LESS TO INT ON SAVINGS/TEMP	<452.>	0.	<452.>
TOTAL TO FM 990-PF, PART I, LN 4	10,492.	457.	10,035.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MF&CO	2,150.	1,075.		1,075.
TO FORM 990-PF, PG 1, LN 16B	2,150.	1,075.		1,075.

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT CONSULTING FEES	5,395.	5,395.			0.
TO FORM 990-PF, PG 1, LN 16C	5,395.	5,395.			0.

FORM 990-PF		TAXES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID M/L A/C	42.	42.			0.
FOREIGN TAXES PAID-MSSB A/C	14.	14.			0.
CA STATE ATTORNEY GENERAL REG OF TRUSTS	25.	0.			25.
CA FRANCHISE TAX BOARD	10.	0.			10.
TO FORM 990-PF, PG 1, LN 18	91.	56.			35.

FORM 990-PF		OTHER EXPENSES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER	110.	0.			0.
TO FORM 990-PF, PG 1, LN 23	110.	0.			0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	225,558.	251,967.
TOTAL TO FORM 990-PF, PART II, LINE 10B	225,558.	251,967.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	213,904.	219,629.
CLOSED END FUNDS	COST	6,788.	6,380.
TOTAL TO FORM 990-PF, PART II, LINE 13		220,692.	226,009.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 9

ACTIVITY ONE

THE FOUNDATION'S PURPOSE IS TO PROVIDE FUNDING FOR THE MEDICAL RESEARCH PROGRAMS OF THREE SANTA BARBARA, CA HOSPITAL FOUNDATIONS, ALL PUBLIC CHARITIES UNDER IRC SECTION 509(A)(3)

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	55,446.

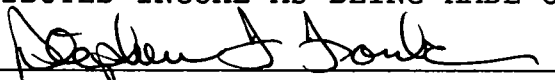
FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 10

SECTION 49(H)(2) ELECTION AS TO THE TREATMENT OF QUALIFYING
DISTRIBUTIONS:

PURSUANT TO IRC SECTION 4942 (H) (2) AND REGULATION 53.4942 (A) -3
(D)(2), THE FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING
DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S
UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.

SIGNED: 

DATE: 6-6-11

STEPHEN FRANK TTEE

Account Number 68Q-10839

24-Hour Assistance: (800) MERRILL
Access Code 39-684-10839

YOUR CMA FOR TRUST BANK DEPOSIT INTEREST SUMMARY

December 01, 2010 - December 31, 2010

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield%	Interest on Deposits	Closing Balance
FIA Card Services, N.A.	101,354	101,354	10	8.20	101,383
Bank of America RI, N.A.	43,767	43,767	10	3.54	43,770
TOTAL ML Bank Deposit Program	145,121			11.74	145,133

YOUR CMA FOR TRUST ASSETS

CASH/MONEY ACCOUNTS- Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est Annual Yield%
CASH	1.13	1.13		1.13		
ML BANK DEPOSIT PROGRAM	145,133.00	145,133.00	1.0000	145,133.00	145	10
TOTAL		145,134.13		145,134.13	145	10

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Current Income	Estimated Current Yield%
FRAC MARRIOTT INTL INC NEW A		12/16/09	67,518	0.0002	18.22	0.0004	27.01	8.79		
TOTAL					18.22		27.01	8.79		

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Estimated Current Yield%
ALLIANZ NFJ DIVIDEND VALUE CL C SYMBOL PNECX Initial Purchase 01, 29 10 Equity 100% 97.40 Fractional Share	1,021	10,259.36	11.3900	11,629.19	1,369.83	9,955	1,633	224	1.92
ALLIANZ RCM LARGE CAP GROWTH FD CL C SYMBOL RCLGX Initial Purchase 01, 29 10	916	9,989.75	12.6000	11,724.80	1,735.05	9,989	1,735	1	



STEPHEN FRANK TTEE

Account Number 68Q-10839

24-Hour Assistance. (800) MERRILL
Access Code 39-684-10839

YOUR CMA FOR TRUST ASSETS

December 01, 2010 December 31 2010

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued)	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%
3230 Fractional Share		3.55	10.1300	3.37	(0.18)			1	2.64
PIMCO UNCONSTRAINED BOND FUND CL C	2,304	25,662.56	11.1000	25,574.40	(88.16)	25,462	112	380	1.48
SYMBOL: PUBCX Initial Purchase 01/29/10 Fixed Income 10.1%									
3060 Fractional Share		3.39	11.1000	3.40	0.01			1	1.48
PIMCO TOTAL RETURN FD CL C	1,450	15,895.54	10.8500	15,732.50	(163.04)	14,832	899	317	2.00
SYMBOL: PTTCX Initial Purchase 01/29/10 Fixed Income 100%									
2010 Fractional Share		2.17	10.8500	2.18	0.01			1	2.00
Subtotal (Fixed Income)				84,119.03					
Subtotal (Equities)				57,017.09					
TOTAL		133,903.83		141,136.12	7,232.29		9,727	1,958	1.39

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.
Cumulative Investment Return: Estimated Market Value minus Total Client Investment of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.
Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.



017

Ref 00005888 00046925

Morgan Stanley
Smith Barney

Reserved
Client Statement
December 1 - December 31, 2010

Page 3 of 1

MR STEPHEN T FRANK TTEE

Account number 418-71884-14 53:

Gain/loss summary	This period	This year
Realized gain or (loss)	(\$ 1,195.65)	\$ 0.00 LT (\$ 6,598.79) ST
Unrealized gain or (loss) to date	24,484.49	

PORTFOLIO DETAILS

Your holdings are valued using the most current prices available to Citigroup Global Markets Inc. (CGMI). In most cases, these values are as of 12/31/10, but in some cases CGMI's sources are unable to provide timely information. To see the date of the most recent price update, please view your account online at www.smithbarney.com. Securities purchased or sold are included or excluded in this section as of the trade-date. This section may include securities that have not settled as of this statement closing date. Please see the "Unsettled Purchases/Sales" section for more information. Dividend yield is the estimated annual income, assuming the current dividend, divided by the security's market price at the end of the statement period. We do not guarantee the accuracy of the prices reflected on the statement nor do these prices represent levels at which securities can be bought or sold. Please Note: unrealized gain/(loss) is being shown for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Bank Deposit ProgramSM

The Federal Deposit Insurance Corporation (FDIC) provides insurance on deposits up to \$250,000 per account owner, per bank. However, the Smith Barney Bank Deposit Program (BDP) applies certain limits to the maximum deposit amount permitted in certain banks, which may be below the maximum FDIC insurance limits for certain types of accounts. In those instances where an account type exceeds the maximum FDIC insurance limits, those deposits will be uninsured. Balances maintained in Deposit Accounts at each Affiliated Program Bank are not protected by the Securities Investor Protection Corporation ("SIPC") or any excess-SIPC coverage provided by Citigroup Global Markets Inc. For complete details please refer to the "Bank Deposit Program Disclosure Statement."

Principal	Description	Current value	Accrued interest	Annualized % return	Anticipated income (annualized)
131,365.78	CITIBANK NA SOUTH DAKOTA BANK DEPOSIT PROGRAM	\$ 131,365.78		15%	\$ 167.04
Total Bank Deposit Program		\$ 131,365.78	\$ 0.00	15%	\$ 167.04

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Incom (annualized)
100	AGRIUM INC USD	AGU	02/19/10	\$ 6,581.10	\$ 65.811	\$ 91.75	\$ 9,175.00	\$ 2,593.90 ST		
30			04/01/10	2,123.08	70.768	91.75	2,752.50	629.44 ST		
130				8,704.18	66.855		11,927.50	3,223.34	119	14.30

Ref: 00005888 00048926

MR STEPHEN T FRANK TTEE

Account number 418-71884-14 533

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
110	ALLERGAN INC	AGN	03/05/10	\$ 6,802.40	\$ 61.84	\$ 68.67	\$ 7,553.70	\$ 751.30 ST		
25			09/20/10	1,845.38	65.814	68.67	1,718.75	71.39 ST		
135				8,447.76	62.576		8,270.45	822.88	291	27.00
15	APPLE INC	AAPL	09/20/10	4,218.80	281.12	322.56	4,838.40	621.60 ST		
200	CVS CAREMARK CORP	CVS	02/18/10	6,871.20	33.358	34.77	6,954.00	282.80 ST		
45			04/09/10	1,668.22	37.027	34.77	1,564.85	(101.57) ST		
65			08/25/10	1,818.10	27.97	34.77	2,260.05	441.95 ST		
310				10,155.52	32.76		10,778.70	623.18	1,006	108.50
90	CHEVRON CORP	CVX	03/08/10	6,893.93	74.377	91.25	8,212.50	1,518.57 ST		
20			10/06/10	1,678.56	83.828	91.25	1,825.00	148.44 ST		
110				8,370.49	78.095		10,037.50	1,667.01	3,156	318.80
255	CISCO SYS INC	CSCO	03/18/10	6,700.89	28.278	20.23	5,159.65	(1,542.24) ST		
85			04/09/10	2,258.49	28.548	20.23	1,719.55	(538.94) ST		
340				8,957.38	26.345		8,878.20	(2,079.18)		
110	COCA-COLA CO	KO	10/21/10	8,764.78	61.498	65.77	7,234.70	469.92 ST	2,875	193.60
85	COLGATE PALMOLIVE CO	CL	06/07/10	6,666.02	78.423	80.37	6,831.45	165.43 ST		
30			08/31/10	2,231.34	74.378	80.37	2,411.10	179.76 ST		
115				8,897.36	77.368		8,242.55	345.19	2,637	243.80
150	COSTCO WHOLESALE CORP NEW	COST	02/18/10	9,074.67	60.497	72.21	10,831.50	1,756.83 ST	1,126	123.00
70	DEERE & CO	DE	04/26/10	4,415.39	63.077	83.05	5,813.50	1,398.11 ST		
80			05/05/10	4,594.40	57.43	83.05	6,644.00	2,049.60 ST		
150				9,009.79	60.065		12,457.50	3,447.71	1,685	210.00
95	DIAGEO PLC SPON ADR-NEW	DEO	09/10/10	6,439.35	67.782	74.33	7,081.35	622.00 ST	3,18	224.58
185	E I DU PONT DE NEMOURS & CO	DD	09/05/10	6,795.36	34.848	49.88	8,726.60	2,931.24 ST	3,287	319.80
480	FORD MOTOR COMPANY	F	10/26/10	6,921.60	14.42	18.78	8,059.20	1,137.60 ST		
190	GENERAL MILLS INC	GIS	05/14/10	6,901.45	38.323	35.59	6,762.10	(139.35) ST		
50			08/31/10	1,804.40	36.088	35.59	1,779.50	(24.90) ST		
240				8,705.85	36.274		8,541.60	(164.25)	3,148	268.80
9	GOOGLE INC	GOOG	07/14/10	4,429.49	482.168	593.97	5,345.73	916.24 ST		
10	CLASS A		07/16/10	4,701.26	470.126	593.97	5,939.70	1,238.44 ST		
19				9,130.75	480.568		11,285.43	2,154.68		
160	HONEYWELL INTL INC	HON	03/10/10	6,767.52	42.297	53.18	8,505.60	1,738.08 ST	2,276	183.60



MorganStanley
SmithBarney

Reserved
Client Statement
December 1 - December 31, 2010

Ref: 00005668 00048927

MR STEPHEN T FRANK TTEE

Account number 418-71884-14 53C

Common stocks & options *continued*

Quantity	Description	S/mbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Incon (annualized)
325	INTEL CORP	INTC	02/16/10	\$ 8,740.31	\$ 20.739	\$ 21.03	\$ 6,834.75	\$ 84.44 ST		
20			10/20/10	393.32	19.665	21.03	420.60	27.28 ST		
345				7,133.83	20.677		7,255.35	121.72	2.985	217.35
105	JOHNSON & JOHNSON	JNJ	02/16/10	6,655.74	63.388	61.85	6,494.25	(161.49) ST		
35			03/09/10	2,253.20	64.38	61.85	2,164.75	(88.55) ST		
10			07/27/10	580.27	58.027	61.85	618.50	38.23 ST		
150				9,489.31	63.262		9,277.50	(211.81)	3.492	324.00
135	KIMBERLY CLARK CORP	KMB	08/31/10	8,696.52	64.418	63.04	8,510.40	(186.12) ST	4.187	356.40
120	MARRIOTT INTL INC NEW CL A	MAR	04/26/10	4,536.97	37.808	41.54	4,984.80	447.83 ST	842	42.00
285	PFIZER INC	PFE	03/11/10	6,788.87	17.167	17.51	8,916.45	127.58 ST	4.568	318.00
175	QUALCOMM INC	QCOM	03/08/10	6,817.98	38.959	49.49	8,680.75	1,862.77 ST	1.535	133.00
100	ROYAL DUTCH SHELL PLC ADR CL A	RDSA	11/02/10	8,738.84	87.388	66.78	6,678.00	(60.84) ST	4.276	265.60
120	SYNGENTA AG ADR	SYT	12/10/10	8,952.92	57.941	58.78	7,053.60	(100.68) ST	1.529	107.88
80	3M COMPANY	MMM	04/14/10	6,736.57	84.207	86.30	6,904.00	167.43 ST	2.433	168.00
60	UNION PACIFIC CORP	UNP	07/13/10	4,320.68	72.011	92.68	5,559.60	1,238.94 ST		
40			12/21/10	3,687.56	91.888	92.68	3,706.40	38.84 ST		
100				7,698.22	78.882		9,268.00	1,277.78	1.64	152.00
95	UNITED PARCEL SERVICE CL B	UPS	12/03/10	6,810.36	71.688	72.58	6,895.10	84.74 ST	2.59	178.60
125	UNITEDHEALTH GROUP INC	UNH	10/21/10	4,548.84	38.389	36.11	4,513.75	(34.89) ST	1.384	62.50
230	VERIZON COMMUNICATIONS	VZ	02/11/10	6,271.47	27.267	35.78	8,229.40	1,957.93 ST		
10			05/25/10	253.69	25.369	35.78	357.80	103.91 ST		
55			08/09/10	1,644.98	29.908	35.78	1,987.90	322.92 ST		
285				8,170.34	27.698		10,555.10	2,384.76	5.449	575.25
200	WALGREEN CO NEW	WAG	02/16/10	8,771.88	33.859	38.68	7,782.00	(1,020.02) ST	1.796	140.00
Total common stocks and options				\$ 225,840.18			\$ 251,639.68	\$ 26,399.39 ST	2.10	\$ 5,302.38

Ref. 00005888 00048928

MR STEPHEN T FRANK TTEE

Account number 418-71884-14 533

Exchange traded & closed end funds

Citi Investment Research & Analysis (CIRA) ratings may be shown for certain closed-end funds. All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance. Because the research report contains more complete information regarding the analyst's opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating. CIRA closed-end fund recommendations include an investment rating and a risk rating. The investment rating code (1, 2, 3) is based upon CIRA's expectation of the security's performance relative to its peer group of closed-end funds. The Risk Rating (L, M, H or S) represents the fund's expected risk, taking into account the quality and liquidity of the underlying securities, financial leverage and foreign currency exposure. Please refer to the end of this statement for a guide describing CIRA ratings.

Closed end investment companies are grouped below by portfolio designations. Gain/Loss is provided to assist in tax preparation. It is not intended to calculate investment returns or performance.

Consulting Group Research (CGR) conducts on-going research on a wide variety of exchange-traded funds for certain investment advisory programs. Your individual exchange-traded fund holdings in your brokerage account may or may not be covered by CGR. Please contact your Financial Advisor for further information regarding whether your exchange-traded fund holdings are covered by CGR.

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
400	SELECT SECTOR SPDR TR FINANCIAL EQUITY portfolio	XLF	04/14/10	\$ 6,787.84	\$ 16.969	\$ 15.95	\$ 6,380.00	(\$ 407.84) ST	.078%	\$ 82.40
Total closed end fund equity allocation							\$ 6,380.00			
Total exchange traded funds and closed end funds:				\$ 6,787.84			\$ 6,380.00	(\$ 407.84) ST	.07	\$ 82.40

Mutual funds

An investment in a money market fund is neither insured nor guaranteed by the FDIC or any other government agency. Although money market funds seek to preserve the value of your investment at \$1.00 per share, there can be no assurance that will occur and it is possible to lose money should the fund value per share fall. Moreover, in some circumstances money market funds may be forced to cease operations when the value of a fund drops below \$1.00 per share. In that event, the fund's holdings would be liquidated and distributed to the fund's shareholders. This liquidation process could take up to one month or more. During that time, these funds would not be available to you to support purchases, withdrawals, and if applicable, check writing or ATM debits from your account.

Certain mutual funds may not be transferable to other broker dealers. For further information, please refer to the fund's Prospectus or call your Financial Advisor. Consulting Group Research (CGR) conducts on-going research on a wide variety of mutual funds for certain investment advisory programs. Your individual mutual fund holdings in your brokerage account may or may not be covered by CGR. Please contact your Financial Advisor for further information regarding whether your mutual fund holdings are covered by CGR.

Yield is the current distribution annualized, divided by the fund's net asset value at the end of the statement period. Distributions may consist of income, capital gains or the return of capital. Distributions and current dividend for funds are based upon information provided by an outside vendor and are not verified by us. "Tax-Based Cost vs Current Value" is being provided for information purposes only. "Cash Distributions (since Inception)" when shown, may reflect distributions on positions no longer held in the account, and may not reflect all distributions received in cash due to but not limited to the following: investments made prior to 1/1/89, asset transfers, recent activity and certain adjustments made in your account. "Total Purchases vs Current Value" is provided to assist you in comparing your "Total purchases" excluding reinvested distributions, with the current value of the fund's shares in your account. "Fund Value Increase/Decrease" reflects the difference between your total purchases and the current value of the fund's shares, plus cash distributions since inception.



Morgan Stanley
Smith Barney

Reserved
Client Statement
December 1 - December 31, 2010

Ref 00005688 00048929

MR STEPHEN T FRANK TTEE

Account number 418-71884-14 533

Mutual funds <i>continued</i>											
Number of shares	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/loss	Net Value Increase/Decrease	Yield	Anticipated income (annualized)
3,603.604	DOUBLELINE TOTAL RETURN FUND	DBLTX	10/08/10	\$ 40,000.00	\$ 11.10	\$ 10.93	\$ 39,387.39	(\$ 612.61)	ST		
3,577.818	CL I		11/09/10	40,000.00	11.18	10.93	39,105.55	(894.45)	ST		
7,181.422				80,000.00	11.14		78,492.94	(1,507.06)		8.09%	8,355.55
	Cash distributions (since inception)									903.74	
	Total Purchases vs Current Value			80,000.00			78,492.94	(1,507.06)			
	Fund Value Increase/Decrease							(803.32)			
Total mutual funds (Tax based)				\$ 80,000.00			\$ 78,492.94	(\$ 1,507.06)	ST	8.09%	
Total Fund Value Increase/Decrease								(\$ 603.32)	LT		\$ 6,355.65
Total portfolio value				\$ 443,693.61			\$ 468,178.30	\$ 24,484.69	ST	2.54%	\$ 11,817.35

TRANSACTION DETAILS *All transactions appearing are based on trade-date*

Investment activity					
Date	Activity	Description	Quantity	Price	Amount
12/03/10	Bought	UNITED PARCEL SERVICE CL B MorganStanley SmithBarney LLC acted as your agent in this transaction	95	\$ 71.688	\$ -8,810.38
12/10/10	Bought	SYNGENTA AG ADR MorganStanley SmithBarney LLC acted as your agent in this transaction	120	57.941	6,952.92
12/14/10	Sold	HEWLETT PACKARD CO MorganStanley SmithBarney LLC acted as your agent in this transaction	-135	41.5801	5,613.21
12/21/10	Bought	UNION PACIFIC CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	40	91.6889	-3,667.56
Total securities bought and other subtractions					\$ -17,430.84
Total securities sold and other additions					\$ 5,613.21