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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

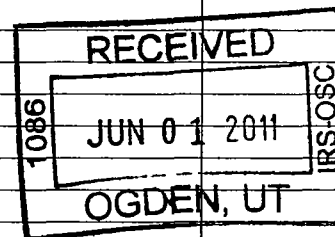
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

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 ENGELHARDT FAMILY FOUNDATION		A Employer identification number 43-6926810
Number and street (or P.O. box number if mail is not delivered to street address) 901 KENT RD	Room/suite	B Telephone number 314-997-5395
City or town, state, and ZIP code ST. LOUIS, MO 63124		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,513,578.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		947,025.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		24,007.	24,007.		STATEMENT 1
4 Dividends and interest from securities		36,109.	36,109.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-152,789.			
b Gross sales price for all assets on line 6a 3,106,248.					
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		854,352.	60,116.		
13 Compensation of officers, directors, trustees, etc		35,000.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		3,400.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		5,748.	2,845.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		22,533.	22,533.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		66,681.	25,378.		0.
25 Contributions, gifts, grants paid		1,052,100.			1,052,100.
26 Total expenses and disbursements. Add lines 24 and 25		1,118,781.	25,378.		1,052,100.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-264,429.			
b Net investment income (if negative, enter -0-)			34,738.		
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	88,003.	576,514.	576,514.	
	2 Savings and temporary cash investments	89,498.	80,088.	80,088.	
	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 STMT 6	536,786.	401,336.	404,772.	
	b Investments - corporate stock STMT 7	3,489,547.	2,905,785.	3,338,919.	
	c Investments - corporate bonds STMT 8	118,354.	104,551.	108,396.	
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 9	4,824.	4,889.	4,889.	
	14 Land, buildings, and equipment; basis ▶				
	Less accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	4,327,012.	4,073,163.	4,513,578.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶ STATEMENT 10)	0.	10,580.		
23 Total liabilities (add lines 17 through 22)	0.	10,580.			
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒	27 Capital stock, trust principal, or current funds	0.	0.	
		28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
		29 Retained earnings, accumulated income, endowment, or other funds	4,327,012.	4,062,583.	
		30 Total net assets or fund balances	4,327,012.	4,062,583.	
	31 Total liabilities and net assets/fund balances	4,327,012.	4,073,163.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,327,012.
2 Enter amount from Part I, line 27a	2	-264,429.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,062,583.
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	4,062,583.

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			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 3,106,248.		3,259,037.	-152,789.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			-152,789.

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	-152,789.
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.)

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	555,400.	3,987,872.	.139272
2008	1,069,140.	3,037,825.	.351943
2007	134,099.	3,926,238.	.034155
2006	529,819.	1,809,816.	.292747
2005	0.	2,112,845.	.000000

2 Total of line 1, column (d)	2	.818117
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	.163623
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,873,192.
5 Multiply line 4 by line 3	5	633,743.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	347.
7 Add lines 5 and 6	7	634,090.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,052,100.

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 ☐ 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	347.
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	347.
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	347.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,777.	
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	1,777.	
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	1,430.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☒ 1,430. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NONE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>IRL AND SUE ENGELHARDT</u> Telephone no. ► <u>314-997-5395</u> Located at ► <u>901 KENT RD, ST. LOUIS, MO</u> ZIP+4 ► <u>63124</u>			
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 <u>N/A</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ► _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	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? ☐ 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.) <u>N/A</u>	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

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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)?

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

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.

(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
IRL ENGELHARDT 901 KENT RD ST LOUIS, MO 63124	TRUSTEE 5.00	0.	0.	0.
SUE ENGELHARDT 901 KENT RD ST LOUIS, MO 63124	TRUSTEE 5.00	0.	0.	0.
ERIN ENGELHARDT 901 KENT RD ST LOUIS, MO 63124	MANAGING DIRECTOR 25.00	35,000.	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

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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	3,852,087.
b	Average of monthly cash balances	1b	80,088.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,932,175.
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	3,932,175.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	58,983.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,873,192.
6	Minimum investment return. Enter 5% of line 5	6	193,660.

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	193,660.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	347.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	347.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	193,313.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	193,313.
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	193,313.

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	1,052,100.
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	1,052,100.
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	347.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,051,753.

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.

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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				193,313.
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	369,700.			
c From 2007				
d From 2008	918,313.			
e From 2009	357,414.			
f Total of lines 3a through e	1,645,427.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$	1,052,100.			
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)	0.			
d Applied to 2010 distributable amount				193,313.
e Remaining amount distributed out of corpus	858,787.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	2,504,214.			
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	2,504,214.			
10 Analysis of line 9:				
a Excess from 2006	369,700.			
b Excess from 2007				
c Excess from 2008	918,313.			
d Excess from 2009	357,414.			
e Excess from 2010	858,787.			

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
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N/A

- 1 a** 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)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 12				
Total			▶ 3a	1052100.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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. | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature _____

Date

Check ☐ if
self-employed

PTIN

JACOB POTTER

Firm's name ► **SWINK, FIEHLER & COMPANY, P.C.**

3890 S. LINDBERGH BLVD., STE. 200

Firm's address ► **SUNSET HILLS, MO 63127**

Firm's EIN ▶

Phone no.	314-842-2001
-----------	--------------

Form **990-PF** (2010)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

Employer identification number

ENGELHARDT FAMILY FOUNDATION**43-6926810**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

ENGELHARDT FAMILY FOUNDATION

43-6926810

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	IRL F. ENGELHARDT 901 KENT ROAD ST LOUIS, MO 63124	\$ 947,025.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

ENGELHARDT FAMILY FOUNDATION

43-6926810

Part II Noncash Property (see instructions)[illegible]

Name of organization

Employer identification number

ENGELHARDT FAMILY FOUNDATION**43-6926810****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	STATEMENT A	P	VARIOUS	VARIOUS
b	STATEMENT A	P	VARIOUS	VARIOUS
c	STATEMENT B	P	VARIOUS	VARIOUS
d	STATEMENT B	P	VARIOUS	VARIOUS
e	STATEMENT C	P	VARIOUS	VARIOUS
f	STATEMENT C	P	VARIOUS	VARIOUS
g	STATEMENT D	P	VARIOUS	VARIOUS
h	STATEMENT D	P	VARIOUS	VARIOUS
i	STATEMENT E	P	VARIOUS	VARIOUS
j	STATEMENT E	P	VARIOUS	VARIOUS
k	STATEMENT F	P	VARIOUS	VARIOUS
l	STATEMENT F	P	VARIOUS	VARIOUS
m	STATEMENT G	P	VARIOUS	VARIOUS
n	STATEMENT G	P	VARIOUS	VARIOUS
o	16000 SH UNITED STATES TREAS BILL DUE 7/29/10	P	08/13/09	VARIOUS

(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	773,015.	770,386.	2,629.
b	51,499.	52,335.	-836.
c	149,200.	204,053.	-54,853.
d	59,095.	58,204.	891.
e	18,206.	13,228.	4,978.
f	38,615.	24,639.	13,976.
g	153,475.	132,239.	21,236.
h	82,617.	71,045.	11,572.
i	84,421.	88,643.	-4,222.
j	201,095.	196,486.	4,609.
k	16,397.	16,405.	-8.
l	48,254.	51,117.	-2,863.
m	58,052.	51,568.	6,484.
n	27,018.	20,512.	6,506.
o	15,994.	15,934.	60.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			2,629.
b			-836.
c			-54,853.
d			891.
e			4,978.
f			13,976.
g			21,236.
h			11,572.
i			-4,222.
j			4,609.
k			-8.
l			-2,863.
m			6,484.
n			6,506.
o			60.

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
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

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	13500 SH PEABODY ENERGY CORP	D	VARIOUS	08/24/10
b	4100 SH PEABODY ENERGY CORP	D	VARIOUS	09/30/10
c	2000 SH PEABODY ENERGY CORP	D	VARIOUS	10/01/10
d	5000 SH PEABODY ENERGY CORP	D	VARIOUS	10/20/10
e	3400 SH PEABODY ENERGY CORP	D	VARIOUS	11/02/10
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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	588,420.		719,474.	-131,054.
b	200,075.		218,507.	-18,432.
c	100,590.		106,589.	-5,999.
d	258,940.		266,472.	-7,532.
e	181,270.		181,201.	69.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-131,054.
b			-18,432.
c			-5,999.
d			-7,532.
e			69.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	-152,789.
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

Account Number MR 95449 JE
 Your Financial Advisor or Contact
 JOEL F. ENGELHARDT
 314-721-6666/800-631-6666

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UBS Financial Services Inc.

2010 Consolidated Form 1099

P08G045898-X

Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
FNMA NTS	Trade	7,000,000		02/01/10	04/08/10	6,987.54	7,015.40	(27.86)		Y
02.825 % DUE 112014	Trade	2,000,000		02/01/10	06/23/10	2,053.65	2,004.40	49.25		Y
DTD 102609 FC 11202009	Trade	3,000,000		02/01/10	08/10/10	3,140.73	3,006.60	134.13		Y
	Trade	1,000,000		02/09/10	08/10/10	1,046.91	1,005.00	41.91		Y
	Trade	2,000,000		02/09/10	09/24/10	2,100.68	2,010.00	90.68		Y
Sub-Total:		15,000,000				15,329.51	15,041.40	288.11		
FNMA NTS	Trade	59,000,000		04/30/09	02/09/10	64,368.41	64,956.05	(587.64)		Y
04.875 % DUE 121516										
DTD 111706 FC 12152006										
FREDDIE MAC MED TERM NTS	Trade	4,000,000		01/07/10	04/12/10	4,020.00	4,063.80	(43.80)		Y
03.250 % DUE 071610	Redemption	21,000,000		01/07/10	07/16/10	21,000.00	21,334.95	(334.95)		Y
DTD 071808 FC 01162009										
Sub-Total:		25,000,000				25,020.00	25,398.75	(378.75)		
FREDDIE MAC NTS	Trade	7,000,000		05/21/09	01/29/10	6,933.36	6,941.44	(8.08)		Y
03.750 % DUE 032719	Trade	8,000,000		05/21/09	02/09/10	7,902.40	7,933.07	(30.67)		Y
DTD 032709 FC 09272009										
Sub-Total:		15,000,000				14,835.76	14,874.51	(38.75)		
FREDDIE MAC BOND	Trade	8,000,000		02/09/10	04/08/10	8,029.96	8,082.56	(52.60)		Y
02.875 % DUE 020915	Trade	2,000,000		02/09/10	06/23/10	2,068.56	2,020.64	47.92		Y
DTD 010710 FC 08092010	Trade	5,000,000		02/09/10	08/10/10	5,275.91	5,051.80	224.31		Y
Sub-Total:		15,000,000				15,374.43	15,154.80	219.63		
US TSY BOND 9.00000%	Trade	7,000,000		04/30/09	01/07/10	9,848.16	10,291.64	(443.48)		Y
DUE 11/15/18										
DTD 11/15/88 FC 05/15/89										
US TSY NOTE 02.750 %	Trade	2,000,000		05/01/09	04/08/10	2,053.28	2,074.38	(21.10)		Y
DUE 10/31/13										
DTD 10/31/08 FC 04/30/09										
US TSY NOTE 03.750 %	Trade	13,000,000		04/30/09	01/29/10	13,274.17	13,685.04	(410.87)		Y
DUE 11/15/18										
DTD 11/15/08 FC 05/15/09										

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Account Number MR 95449 JE
Your Financial Advisor or Contact
JOEL F. ENGELHARDT
314-721-6666/800-631-6666

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UBS Financial Services Inc.

2010 Consolidated Form 1099

P08G045887-X

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
US TSY NOTE 01.750 % DUE 11/15/11 DTD 11/15/08 FC 05/15/09	Trade	63,000.000		08/12/09	01/29/10	64,166.48	63,598.00	568.48		Y
US TSY NOTE 00.875 % DUE 12/31/10 DTD 12/31/08 FC 06/30/09	Trade	9,000.000		04/30/09	04/01/10	9,034.83	9,011.25	23.58		Y
	Trade	2,000.000		04/30/09	04/08/10	2,007.73	2,002.50	5.23		Y
	Sub-Total:	11,000.000				11,042.56	11,013.75	28.81		
US TSY NOTE 01.125 % DUE 01/15/12 DTD 01/15/09 FC 07/15/09	Trade	17,000.000		04/30/09	02/09/10	17,098.26	16,942.89	155.37		Y
US TSY NOTE 01.375 % DUE 04/15/12 DTD 04/15/09 FC 10/15/09	Trade	8,000.000		06/30/09	02/09/10	8,075.04	7,972.50	102.54		Y
	Trade	4,000.000		06/30/09	04/08/10	4,023.28	3,986.25	37.03		Y
	Trade	1,000.000		06/30/09	06/23/10	1,014.34	996.58	17.78		Y
	Sub-Total:	13,000.000				13,112.66	12,955.31	157.35		
US TSY NOTE 03.125 % DUE 05/15/19 DTD 05/15/09 FC 11/15/09	Trade	6,000.000		06/30/09	01/07/10	5,693.44	5,812.50	(119.06)		Y
	Trade	6,000.000		01/04/10	01/07/10	5,693.44	5,687.35	6.09		Y
	Sub-Total:	12,000.000				11,386.88	11,499.85	(112.97)		
US TSY NOTE 01.875 % DUE 06/15/12 DTD 06/15/09 FC 12/15/09	Trade	2,000.000		10/01/09	04/08/10	2,029.61	2,035.94	(6.33)		Y
	Trade	2,000.000		10/01/09	08/10/10	2,050.00	2,035.94	14.06		Y
	Sub-Total:	4,000.000				4,079.61	4,071.88	7.73		
US TSY NOTE 01.125 % DUE 08/30/11 DTD 06/30/09 FC 12/31/09	Trade	4,000.000		06/30/09	04/08/10	4,026.72	4,000.31	26.41		Y
US TSY NOTE 03.625 % DUE 08/15/19 DTD 08/15/09 FC 02/15/10	Trade	7,000.000		10/30/09	01/07/10	6,895.82	7,137.81	(241.99)		Y

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UBS Financial Services Inc.
2010 Consolidated Form 1099

Account Number MR 95449 JE Page 20 of 23
Your Financial Advisor or Contact
JOEL F. ENGELHARDT
314-721-6866/800-631-6866

P08G045888-X

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1098-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
US TSY NOTE 01.125 % DUE 12/15/12 DTD 12/15/09 FC 06/15/10	Trade	30,000.000		12/02/10	12/29/10	30,226.20	30,339.84	(113.64)		Y
US TSY NOTE 02.250 % DUE 01/31/15 DTD 01/31/10 FC 07/31/10	Trade	28,000.000		01/29/10	04/08/10	25,626.25	25,884.22	(257.97)		Y
	Trade	94,000.000		01/29/10	05/27/10	94,712.34	93,581.42	1,130.92		Y
	Trade	16,000.000		02/09/10	05/27/10	16,121.25	15,947.50	173.75		Y
	Trade	12,000.000		03/01/10	05/27/10	12,090.94	12,005.16	85.78		Y
Sub-Total:		148,000.000				148,550.78	147,418.30	1,132.48		
US TSY NOTE 03.625 % DUE 02/15/20 DTD 02/15/10 FC 08/15/10	Trade	1,000.000		04/01/10	04/08/10	978.59	980.94	(2.35)		Y
	Trade	4,000.000		04/01/10	06/11/10	4,125.48	3,923.75	201.73		Y
	Trade	3,000.000		04/06/10	06/11/10	3,094.11	2,917.03	177.08		Y
	Trade	3,000.000		05/05/10	06/11/10	3,094.11	3,027.18	66.93		Y
	Trade	1,000.000		05/05/10	06/23/10	1,043.13	1,009.06	34.07		Y
	Trade	3,000.000		05/11/10	08/10/10	3,205.08	3,019.68	185.40		Y
	Trade	17,000.000		05/11/10	09/08/10	18,460.98	17,111.52	1,349.46		Y
Sub-Total:		32,000.000				34,001.48	31,989.16	2,012.32		
US TSY NOTE 03.500 % DUE 05/15/20 DTD 05/15/10 FC 11/15/10	Trade	3,000.000		07/30/10	08/10/10	3,169.22	3,151.98	17.24		Y
	Trade	16,000.000		07/30/10	12/02/10	16,811.25	16,810.56	.69		Y
Sub-Total:		19,000.000				19,980.47	19,962.54	17.93		
US TSY NOTE 00.625 % DUE 06/30/12 DTD 06/30/10 FC 12/31/10	Trade	4,000.000		07/30/10	08/10/10	4,006.09	4,008.44	(2.35)		Y
	Trade	1,000.000		07/30/10	09/24/10	1,003.52	1,002.11	1.41		Y
	Trade	29,000.000		07/30/10	12/02/10	29,075.90	29,061.19	14.71		Y
Sub-Total:		34,000.000				34,085.51	34,071.74	13.77		
US TSY NOTE 01.250 % DUE 07/15/20 FACTOR 1.003660000000	Trade	1,000.000		09/08/10	09/24/10	1,043.56	1,026.08	17.48		Y
US TSY NOTE 02.625 % DUE 08/15/20 DTD 08/15/10 FC 02/15/11	Trade	6,000.000		10/01/10	12/29/10	5,599.22	6,057.89	(458.67)		Y

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Account Number MR 95449 JE
Your Financial Advisor or Contact
JOEL F. ENGELHARDT
314-721-6666/800-631-6666

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UBS Financial Services Inc.

2010 Consolidated Form 1099

P08G045899-X

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
US TSY NOTE 04.875 % DUE 02/15/12 DTD 02/15/02 FC 08/15/02	Trade	1,000.000		05/05/10	08/10/10	1,067.15	1,073.36	(6.21)		Y
US TSY NOTE 02.625 % DUE 11/15/20 DTD 11/15/10 FC 05/15/11	Trade	17,000.000		12/02/10	12/29/10	15,781.44	16,490.00	(708.56)		Y
US TSY NOTE 04.250 % DUE 11/15/13 DTD 11/15/03 FC 05/15/04	Trade	4,000.000		04/30/09	04/08/10	4,321.88	4,419.53	(97.65)		Y
US TSY NOTE 04.250 % DUE 08/15/15 DTD 08/15/05 FC 02/15/06	Trade	5,000.000		05/27/10	06/11/10	5,523.85	5,496.09	27.76		Y
	Trade	4,000.000		05/27/10	06/23/10	4,443.75	4,396.87	46.88		Y
	Trade	40,000.000		05/27/10	07/30/10	45,131.20	43,968.75	1,162.45		Y
	Trade	8,000.000		05/27/10	08/10/10	9,036.88	8,793.75	243.13		Y
	Trade	1,000.000		05/27/10	09/24/10	1,138.20	1,099.22	38.98		Y
	Trade	37,000.000		05/27/10	10/01/10	42,323.08	40,871.09	1,451.99		Y
Sub-Total:		95,000.000				107,596.96	104,425.77	3,171.19		
US TSY NOTE 04.375 % DUE 12/15/10 DTD 12/15/05 FC 08/15/06	Trade	13,000.000		04/30/09	01/04/10	13,476.32	13,754.10	(277.78)		Y
US TSY NOTE 04.750 % DUE 03/31/11 DTD 03/31/06 FC 09/30/06	Trade	4,000.000		04/30/09	04/08/10	4,166.72	4,298.25	(129.53)		Y
US TSY NOTE 04.750 % DUE 08/15/17 DTD 08/15/07 FC 02/15/08	Trade	18,000.000		04/30/09	01/29/10	19,892.18	20,411.71	(519.55)		Y
US TSY NOTE 04.250 % DUE 11/15/17 DTD 11/15/07 FC 05/15/08	Trade	25,000.000		04/30/09	01/29/10	26,714.75	27,450.20	(735.45)		Y

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P08G045900-X

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
US TSY NOTE 02.750 %	Trade	7,000.000		08/31/09	04/08/10	7,232.15	7,251.56	(19.41)		Y
DUE 02/28/13	Trade	1,000.000		08/31/09	06/23/10	1,047.77	1,035.94	11.83		Y
DTD 02/29/08 FC 08/31/08	Trade	6,000.000		08/31/09	08/10/10	6,317.34	6,215.83	101.71		Y
Sub-Total:		14,000.000				14,597.26	14,503.13	94.13		
Total Short-Term Gain/Loss						773,014.57	770,385.97	2,628.60		

Long-Term Gain/Loss

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
US TSY NOTE 02.750 %	Trade	2,000.000		05/01/09	08/10/10	2,116.72	2,074.38	42.34		Y
DUE 10/31/13										
DTD 10/31/08 FC 04/30/09										
US TSY NOTE 00.875 %	Trade	1,000.000		04/30/09	06/23/10	1,003.28	1,001.25	2.03		Y
DUE 12/31/10	Trade	1,000.000		04/30/09	08/10/10	1,002.58	1,001.25	1.33		Y
DTD 12/31/08 FC 06/30/09	Trade	12,000.000		04/30/09	10/29/10	12,013.56	12,015.00	(1.44)		Y
Sub-Total:		14,000.000				14,019.42	14,017.50	1.92		
US TSY NOTE 01.375 %	Trade	2,000.000		06/30/09	08/10/10	2,030.47	1,993.13	37.34		Y
DUE 04/15/12	Trade	1,000.000		06/30/09	09/24/10	1,015.66	996.56	19.10		Y
DTD 04/15/09 FC 10/15/09										
Sub-Total:		3,000.000				3,046.13	2,989.69	56.44		
US TSY NOTE 01.125 %	Trade	1,000.000		06/30/09	08/10/10	1,007.54	1,000.08	7.46		Y
DUE 06/30/11										
DTD 06/30/09 FC 12/31/09										
US TSY NOTE 04.250 %	Trade	2,000.000		04/30/09	08/10/10	2,217.11	2,209.77	7.34		Y
DUE 11/15/13										
DTD 11/15/03 FC 05/15/04										
US TSY NOTE 04.750 %	Trade	26,000.000		04/30/09	05/11/10	26,993.20	27,925.64	(932.44)		Y
DUE 03/31/11										
DTD 03/31/06 FC 09/30/06										



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UBS Financial Services Inc.

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P08G045901-X

Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
US TSY NOTE 04.625 % DUE 08/31/11 DTD 08/31/08 FC 02/28/07	Trade	1,000.000		04/30/09	08/10/10	1,045.31	1,081.64	(36.33)		Y
US TSY NOTE 02.750 % DUE 02/28/13 DTD 02/29/08 FC 08/31/08	Trade	1,000.000		08/31/09	09/24/10	1,053.55	1,035.94	17.61		Y
Total Long-Term Gain/Loss						51,498.98	52,334.64	(835.66)		

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UBS Financial Services Inc.

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Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
BLACKROCK PACIFIC FUND	Trade	7.513		03/02/09	01/08/10	149.73	242.44	(92.71)	Y	Y
INC A	Trade	1,772.421		03/02/09	01/08/10	35,323.46	50,000.00	(14,676.54)	Y	Y
	Trade	5,526.898		03/02/09	01/08/10	110,148.30	150,000.01	(39,851.71)	Y	Y
	Trade	42.127		03/02/09	01/08/10	839.57	1,188.38	(348.81)	Y	Y
	Trade	18.977		07/23/09	01/08/10	378.20	332.10	46.10	Y	Y
	Trade	118.449		12/14/09	01/08/10	2,360.63	2,289.62	71.01	Y	Y
Sub-Total:		7,486.385				149,199.89	204,052.55	(54,852.66)		
Total Short-Term Gain/Loss						149,199.89	204,052.55	(54,852.66)		

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UBS Financial Services Inc.

2010 Consolidated Form 1099

P08L488719-X

Long-Term Gain/Loss

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
BLACKROCK PACIFIC FUND INC A	Trade	1,030.247		12/19/07	01/08/10	20,532.31	28,506.93	(7,974.62)†		Y
	Trade	301.083		07/18/08	01/08/10	6,000.43	7,084.48	(1,084.05)†		Y
	Trade	1,633.893		12/16/08	01/08/10	32,562.67	22,613.08	9,949.59 †		Y
	Sub-Total:	2,965.223				59,095.41	58,204.49	890.92		

Total Long-Term Gain/Loss

890.92

58,204.49

59,095.41



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UBS Financial Services Inc.
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P08L498875-X

Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
AFFILIATED MANAGERS GROUP	Trade	12.000		03/30/09	03/18/10	924.58	501.22	423.36		Y
AMPHENOL CORP NEW CL A	Trade	11.000		03/30/09	01/12/10	486.59	308.55	178.04		Y
	Trade	25.000		03/30/09	01/15/10	1,100.68	701.25	399.43		Y
	Sub-Total:	36.000				1,587.27	1,009.80	577.47		
BORG WARNER INC	Trade	14.000		02/17/10	08/18/10	659.12	524.15	134.97		Y
COLUMBIA SPORTSWEAR CO	Trade	25.000		08/24/09	04/16/10	1,441.43	922.11	519.32		Y

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UBS Financial Services Inc.

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P08L498876-X

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
DOLBY LABORATORIES INC CL A	Trade	23,000		12/09/09	04/28/10	1,422.92	1,043.40	379.52		Y
FAIR ISAAC CORP	Trade	29,000		03/30/09	03/02/10	688.05	385.70	302.35		Y
	Trade	20,000		03/30/09	03/03/10	477.01	266.00	211.01		Y
	Sub-Total:	49,000				1,165.06	651.70	513.36		
MATTHEWS INTL CORP CL A	Trade	14,000		03/30/09	03/02/10	473.21	389.78	83.43		Y
	Trade	14,000		06/09/09	04/23/10	504.25	430.62	73.63		Y
	Trade	6,000		06/09/09	04/29/10	213.31	184.55	28.76		Y
	Trade	3,000		08/09/09	04/30/10	107.44	92.27	15.17		Y
	Trade	6,000		08/13/09	04/30/10	214.87	210.06	4.81		Y
	Sub-Total:	43,000				1,513.08	1,307.28	205.80		
MOHAWK INDUSTRIES INC	Trade	35,000		03/30/09	01/15/10	1,638.75	1,045.10	593.65		Y
SONIC CORP	Trade	71,000		03/30/09	02/16/10	595.23	677.18	(77.95)		Y
	Trade	58,000		03/30/09	02/17/10	478.21	534.12	(55.91)		Y
	Trade	61,000		03/30/09	02/18/10	518.92	581.81	(62.89)		Y
	Sub-Total:	188,000				1,596.36	1,793.11	(196.75)		
TIFFANY & CO NEW	Trade	50,000		03/30/09	01/15/10	2,265.22	1,052.95	1,212.27		Y
TOTAL SYSTEM SERVICES INC	Trade	18,000		03/30/09	02/16/10	257.88	245.88	12.00		Y
	Trade	27,000		03/30/09	02/17/10	387.80	368.82	18.98		Y
	Trade	59,000		03/30/09	03/02/10	850.67	805.94	44.73		Y
	Trade	86,000		03/30/09	03/03/10	1,252.83	1,174.76	78.07		Y
	Sub-Total:	190,000				2,749.18	2,595.40	153.78		
VARIAN MEDICAL SYSTEMS INC	Trade	26,000		03/30/09	01/12/10	1,243.25	782.08	461.17		Y
Total Short-Term Gain/Loss						18,206.22	13,228.30	4,977.92		



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UBS Financial Services Inc.

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POBL488877-X

Long-Term Gain/Loss

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
AARONS INC **EXCHANGE EFF 12/10**	Trade	7,000		03/30/09	08/25/10	118.67	118.02	.65		Y
	Trade	32,000		03/30/09	08/27/10	538.50	539.51	(1.01)		Y
	Trade	13,000		03/30/09	08/31/10	212.54	219.18	(6.64)		Y
	Trade	18,000		03/30/09	09/01/10	298.37	303.47	(5.10)		Y
	Trade	19,000		03/30/09	09/02/10	316.72	320.33	(3.61)		Y
	Trade	14,000		03/30/09	09/03/10	238.00	236.04	1.96		Y
	Sub-Total:	103,000				1,722.80	1,736.55	(13.75)		
ALBERTO CULVER CO NEW	Trade	72,000		03/30/09	10/04/10	2,722.11	1,596.24	1,125.87		Y
	Trade	78,000		03/30/09	10/25/10	2,914.14	1,729.26	1,184.88		Y
	Sub-Total:	150,000				5,636.25	3,325.50	2,310.75		
BLACKBAUD INC	Trade	47,000		03/30/09	08/26/10	997.32	490.21	507.11		Y
	Trade	19,000		03/30/09	08/30/10	404.96	198.17	206.79		Y
	Trade	37,000		03/30/09	10/05/10	900.29	385.91	514.38		Y
	Trade	14,000		03/30/09	10/06/10	337.93	146.02	191.91		Y
	Sub-Total:	117,000				2,640.50	1,220.31	1,420.19		
CARMAX INC	Trade	42,000		03/30/09	11/17/10	1,350.58	519.08	831.50		Y
	Trade	24,000		03/30/09	12/06/10	825.99	296.62	529.37		Y
	Sub-Total:	66,000				2,176.57	815.70	1,360.87		
CITY NATIONAL CORP	Trade	18,000		03/30/09	05/21/10	1,021.36	589.86	431.50		Y
COPART INC	Trade	29,000		12/11/08	04/16/10	1,016.71	757.51	259.20		Y
	Trade	7,000		12/11/08	04/19/10	240.76	182.85	57.91		Y
	Trade	2,000		03/30/09	04/19/10	68.79	60.61	8.18		Y
	Sub-Total:	38,000				1,326.26	1,000.97	325.29		
FMC TECHNOLOGIES INC	Trade	12,000		03/30/09	04/16/10	798.31	375.12	423.19		Y
	Trade	36,000		03/30/09	04/19/10	2,339.53	1,125.36	1,214.17		Y
	Sub-Total:	48,000				3,137.84	1,500.48	1,637.36		
FOREST CITY ENTERPRISES INC CL A	Trade	59,000		03/30/09	04/22/10	926.11	205.20	720.91		Y
LANDSTAR SYSTEMS INC	Trade	58,000		09/29/08	12/01/10	2,145.98	2,412.79	(266.81)		Y
	Trade	34,000		10/02/08	12/01/10	1,257.99	1,318.69	(60.70)		Y

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UBS Financial Services Inc.

2010 Consolidated Form 1099

P08L488876-X

Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
LANDSTAR SYSTEMS INC	Trade	10,000		03/30/09	12/01/10	370.00	327.10	42.90		Y
	Sub-Total:	102,000				3,773.97	4,058.58	(284.61)		
MATTHEWS INTL CORP CL A	Trade	40,000		03/30/09	04/23/10	1,439.25	1,113.65	325.60		Y
	Trade	26,000		03/30/09	04/23/10	936.46	723.87	212.59		Y
	Sub-Total:	66,000				2,375.71	1,837.52	538.19		
METTLER-TOLEDO INTL	Trade	13,000		03/30/09	07/06/10	1,442.13	650.52	791.61		Y
NATL INSTRUMENTS CORP	Trade	15,000		03/30/09	07/06/10	465.81	277.35	188.46		Y
	Trade	85,000		03/30/09	07/07/10	2,015.33	1,201.85	813.48		Y
	Sub-Total:	80,000				2,481.14	1,479.20	1,001.94		
O REILLY AUTOMOTIVE INC	Trade	11,000		03/30/09	05/04/10	527.81	372.63	155.18		Y
**NAME CHANGE: 01/	Trade	20,000		03/30/09	11/17/10	1,167.22	677.51	489.71		Y
2011**	Trade	12,000		03/30/09	12/06/10	736.42	406.51	329.91		Y
	Sub-Total:	43,000				2,431.45	1,456.65	974.80		
SEI INVESTMENTS CO	Trade	59,000		03/30/09	05/13/10	1,339.59	716.20	623.39		Y
	Trade	55,000		03/30/09	08/19/10	1,046.55	667.65	378.90		Y
	Sub-Total:	114,000				2,386.14	1,383.85	1,002.29		
SONIC CORP	Trade	124,000		03/30/09	05/11/10	1,440.52	1,182.69	257.83		Y
	Trade	19,000		03/30/09	05/13/10	223.33	181.22	42.11		Y
	Trade	72,000		03/30/09	05/20/10	799.09	686.72	112.37		Y
	Trade	32,000		03/30/09	05/21/10	348.54	305.21	43.33		Y
	Sub-Total:	247,000				2,811.48	2,355.84	455.64		
VARIAN MEDICAL SYSTEMS	Trade	24,000		03/30/09	12/02/10	1,635.56	721.92	913.64		Y
INC	Trade	10,000		03/30/09	12/06/10	689.46	300.80	388.66		Y
	Sub-Total:	34,000				2,325.02	1,022.72	1,302.30		
Total Long-Term Gain/Loss						38,614.73	24,639.45	13,975.28		

2010 1099 / MR 95278 JE



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UBS Financial Services Inc.

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Corrected 02/27/11

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Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
ABB LTD SPON ADR	Trade	575.000		05/08/09	02/11/10	10,338.02	9,540.40	797.62		Y
APACHE CORP	Trade	3.000		07/07/10	09/24/10	294.89	259.74	35.15		Y
BANK OF NEW YORK MELLON CORP	Trade	20.000		11/13/09	09/24/10	520.39	549.03	(28.64)		Y
BAXTER INTL INC	Trade	90.000		05/18/10	12/20/10	4,577.05	3,915.51	661.54		Y
BERKSHIRE HATHAWAY INC NEW CL B	Trade	75.000		05/08/09	03/24/10	6,097.26	4,644.71	1,452.55		Y

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UBS Financial Services Inc.

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Corrected 02/27/11

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Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
CHEVRON CORP	Trade	10 000		03/24/10	09/24/10	800.60	739.70	60.90		Y
CISCO SYSTEMS INC	Trade	140 000		05/08/09	04/26/10	3,864.08	2,621.70	1,242.38		Y
COVANCE INC	Trade	53 000		05/08/09	03/26/10	3,217.86	2,124.75	1,093.11		Y
	Trade	152 000		05/08/09	03/29/10	9,223.49	6,093.63	3,129.86		Y
Sub-Total:		205 000				12,441.35	8,218.38	4,222.97		
EMC CORP MASS	Trade	1,015 000		05/08/09	01/19/10	18,336.75	12,868.37	5,468.38		Y
FRANKLIN RESOURCES INC	Trade	6 000		02/24/10	09/24/10	639.52	608.27	31.25		Y
INTEL CORP	Trade	45 000		01/19/10	09/24/10	872.08	947.02	(74.94)		Y
JACOBS ENGINEERING GROUP INC	Trade	65 000		05/08/09	03/24/10	2,969.58	2,758.48	213.12		Y
	Trade	80 000		05/08/09	04/23/10	3,924.48	3,392.56	531.92		Y
Sub-Total:		145 000				6,894.06	6,149.02	745.04		
NOBLE CORP CHF	Trade	15 000		12/17/09	09/24/10	515.14	614.70	(99.56)		Y
QUALCOMM INC	Trade	170 000		04/27/10	09/24/10	7,574.93	6,552.24	1,022.69		Y
QUEST DIAGNOSTICS INC	Trade	55 000		06/11/10	10/27/10	2,715.54	2,893.48	(177.94)		Y
SOWSTN ENERGY CO	Trade	15 000		11/20/09	09/24/10	493.79	618.79	(125.00)		Y
ST JUDE MEDICAL INC	Trade	15 000		10/06/09	09/24/10	570.17	509.90	60.27		Y
STATE STREET CORP	Trade	220 000		05/08/09	02/24/10	9,943.21	9,460.00	483.21		Y
	Trade	90 000		12/21/09	02/24/10	4,067.68	3,792.20	275.48		Y
Sub-Total:		310 000				14,010.89	13,252.20	758.69		
UNITEDHEALTH GROUP INC	Trade	20 000		10/26/09	09/24/10	715.02	508.69	206.33		Y
VISA INC CL A	Trade	5 000		08/16/10	09/24/10	360.39	384.93	(4.54)		Y
WAL MART STORES INC	Trade	340 000		10/16/09	08/16/10	17,127.58	17,367.47	(239.89)		Y

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Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
WALT DISNEY CO (HOLDING CO) DISNEY COM	Trade	135.000		05/08/09	04/26/10	4,998.42	3,427.41	1,571.01		Y
WEATHERFORD INTL LTD CHF	Trade	340.000		12/17/09	08/03/10	4,827.46	5,687.62	(1,060.16)		Y
	Trade	450.000		12/17/09	07/07/10	6,308.67	7,527.74	(1,219.07)		Y
	Trade	180.000		02/01/10	07/07/10	2,523.47	2,934.88	(411.41)		Y
Sub-Total:		970.000				13,459.60	16,150.24	(2,690.64)		
WELLS FARGO & CO NEW	Trade	135.000		05/08/09	03/24/10	4,156.81	3,639.36	517.45		Y
YUMI BRANDS INC	Trade	100.000		11/02/09	04/26/10	4,396.13	3,304.58	1,091.55		Y
	Trade	125.000		11/02/09	08/23/10	5,283.70	4,130.73	1,152.97		Y
	Trade	10.000		11/02/09	09/24/10	464.89	330.48	134.43		Y
	Trade	95.000		11/02/09	10/25/10	4,731.00	3,139.35	1,591.65		Y
	Trade	125.000		12/21/09	10/25/10	6,224.99	4,373.08	1,851.91		Y
Sub-Total:		455.000				21,100.71	15,278.20	5,822.51		
Total Short-Term Gain/Loss						153,475.04	132,239.46	21,235.58		

Long-Term Gain/Loss

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
BAXTER INTL INC	Trade	115.000		05/08/09	09/24/10	5,538.74	5,787.95	(249.21)		Y
	Trade	105.000		05/08/09	12/20/10	5,339.89	5,284.65	55.24		Y
	Trade	65.000		06/04/09	12/20/10	3,305.65	3,040.59	265.06		Y
Sub-Total:		285.000				14,184.28	14,113.19	71.09		
BERKSHIRE HATHAWAY INC NEW CL B	Trade	90.000		05/08/09	07/07/10	7,117.20	5,573.65	1,543.55		Y
CISCO SYSTEMS INC	Trade	35.000		05/08/09	09/24/10	774.65	655.42	119.23		Y
COCA COLA CO COM	Trade	10.000		05/08/09	09/24/10	586.39	428.10	158.29		Y
COSTCO WHOLESALE CORP	Trade	10.000		05/08/09	09/24/10	640.48	465.88	174.60		Y
	Trade	70.000		05/08/09	10/01/10	4,539.78	3,261.15	1,278.63		Y
Sub-Total:		80.000				5,180.26	3,727.03	1,453.23		

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Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
DENTSPLY INTL INC	Trade	120,000		05/08/09	05/18/10	4,179.34	3,570.94	608.40		Y
	Trade	210,000		05/08/09	06/11/10	6,532.46	6,249.14	283.32		Y
	Sub-Total:	330,000				10,711.80	9,820.08	891.72		
DIAGEO PLC NEW GB SPON ADR	Trade	10,000		12/20/08	09/24/10	896.08	776.40	(80.32)	1	Y
GOOGLE INC CL A	Trade	1,000		05/08/09	09/24/10	524.84	408.63	116.21		Y
	Trade	13,000		05/08/09	10/27/10	7,995.25	5,312.19	2,683.06		Y
	Sub-Total:	14,000				8,520.09	5,720.82	2,799.27		
INTL BUSINESS MACH	Trade	6,000		08/12/09	09/24/10	803.38	718.00	85.38		Y
JACOBS ENGINEERING GROUP INC	Trade	10,000		05/08/09	09/24/10	373.99	424.07	(50.08)		Y
JOHNSON & JOHNSON COM	Trade	15,000		10/10/08	09/24/10	929.86	840.42	89.44	1	Y
MARKEL CORP (HOLDING CO)	Trade	2,000		05/08/09	09/24/10	688.10	567.98	120.12		Y
MICROSOFT CORP	Trade	40,000		04/21/09	09/24/10	988.38	753.83	234.55		Y
NOVARTIS AG SPON ADR	Trade	15,000		05/08/09	09/24/10	863.08	573.74	289.34		Y
	Trade	90,000		05/08/09	10/13/10	5,359.85	3,442.46	1,917.39		Y
	Sub-Total:	105,000				6,222.93	4,016.20	2,206.73		
PEPSICO INC	Trade	10,000		06/04/09	09/24/10	662.28	545.38	116.90		Y
QUEST DIAGNOSTICS INC	Trade	15,000		05/08/09	09/24/10	738.83	780.14	(43.51)		Y
	Trade	170,000		05/08/09	10/27/10	8,393.49	8,841.53	(448.04)		Y
	Trade	80,000		09/25/09	10/27/10	3,949.88	4,173.94	(224.06)		Y
	Sub-Total:	265,000				13,080.00	13,795.61	(715.61)		
SCHLUMBERGER LTD	Trade	15,000		05/08/09	09/24/10	911.26	848.99	62.27		Y
NETHERLANDS ANTILLES	Trade	75,000		05/08/09	12/01/10	6,019.67	4,244.97	1,774.70		Y
	Sub-Total:	90,000				6,930.93	5,093.96	1,836.97		
TARGET CORP	Trade	15,000		05/08/09	09/24/10	825.31	656.52	168.79		Y

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Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
WALGREEN CO	Trade	20,000		05/08/09	09/24/10	607.82	629.19	(21.37)		Y
WALT DISNEY CO (HOLDING CO) DISNEY COM	Trade	10,000		05/08/09	09/24/10	334.99	253.88	81.11		Y
WASTE MGMT INC NEW	Trade	25,000		05/08/09	09/24/10	892.03	675.74	216.29		Y
WELLS FARGO & CO NEW	Trade	25,000		05/08/09	09/24/10	636.23	673.96	(37.73)		Y
3M CO	Trade	10,000		01/07/09	09/24/10	869.98	585.98	284.00		Y
Total Long-Term Gain/Loss							71,045.41	11,571.55		



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Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
APPLIED MATERIALS INC	Trade	1,004.000		01/26/10	09/10/10	10,629.97	12,921.28	(2,291.31)		Y
DEERE AND CO	Trade	45.000		03/19/10	08/19/10	2,947.18	2,670.92	276.26		Y
DR PEPPER SNAPPLE GROUP INC	Trade	65.000		03/10/10	05/27/10	2,452.19	2,182.29	269.90		Y
EXPEDITORS INTL WASH INC	Trade	19.000		03/09/09	01/25/10	652.87	467.21	185.66		Y
HOSPIRA INC	Trade	215.000		06/25/10	07/30/10	11,107.46	12,283.94	(1,176.48)		Y
ITT CORP	Trade	185.000		10/28/09	08/26/10	7,942.46	9,934.50	(1,992.04)		Y

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Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
ITT CORP	Trade	65,000		03/16/10	08/28/10	2,790.60	3,446.09	(855.49)		Y
	Sub-Total:	250,000				10,733.06	13,380.59	(2,647.53)		
MONSANTO CO NEW	Trade	35,000		09/15/09	05/28/10	1,737.39	2,806.30	(1,068.91)		Y
NIKE INC CL B	Trade	35,000		03/08/09	01/25/10	2,224.25	1,388.80	835.45		Y
NTHN TRUST CORP	Trade	30,000		09/15/09	08/23/10	1,451.60	1,792.40	(340.80)		Y
NUCOR CORP	Trade	65,000		03/09/09	02/26/10	2,670.61	2,080.00	590.61		Y
QUEST DIAGNOSTICS INC	Trade	220,000		08/31/09	04/20/10	13,158.30	11,842.78	1,315.52		Y
TRANSOCEAN LTD CHF	Trade	145,000		09/21/09	04/29/10	11,785.47	12,275.18	(489.71)		Y
VODAFONE GROUP PLC NEW SPON ADR	Trade	555,000		10/27/09	04/20/10	12,870.67	12,551.27	319.40		Y
Total Short-Term Gain/Loss						84,421.02	88,642.96	(4,221.94)		

Long-Term Gain/Loss

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
AMAZON.COM INC	Trade	104,000		08/11/08	03/18/10	13,718.52	8,987.29	4,731.23	1	Y
APACHE CORP	Trade	155,000		03/09/09	06/04/10	13,669.29	8,312.65	5,356.64		Y
APPLE INC	Trade	20,000		09/23/08	08/19/10	5,002.91	2,699.46	2,303.45	1	Y
CDN NATL RAILWAY CO CAD	Trade	45,000		06/18/09	08/19/10	2,732.82	1,890.49	842.33		Y
ECOLAB INC	Trade	77,000		03/27/07	03/18/10	3,337.08	3,292.52	44.56	1	Y
	Trade	40,000		06/28/07	03/18/10	1,733.55	1,720.18	13.37	1	Y
	Trade	75,000		04/18/08	03/18/10	3,250.40	3,579.00	(328.60)	1	Y
	Trade	90,000		04/24/08	03/18/10	3,900.49	4,230.00	(329.51)	1	Y
Sub-Total:		282,000				12,221.52	12,821.70	(600.18)		

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Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
EMERSON ELECTRIC CO	Trade	95,000		12/01/06	05/24/10	4,331.99	4,060.30	271.69	1	Y
	Trade	25,000		12/20/06	05/24/10	1,140.00	1,103.50	36.50	1	Y
	Trade	15,000		03/27/07	05/24/10	684.00	641.40	42.60	1	Y
	Trade	30,000		04/18/08	05/24/10	1,368.00	1,590.60	(222.60)	1	Y
	Trade	90,000		04/24/08	05/24/10	4,103.99	4,816.80	(712.81)	1	Y
	Trade	76,000		03/09/09	05/24/10	3,465.59	1,919.76	1,545.83		Y
	Sub-Total:	331,000				15,093.57	14,132.36	961.21		
EXPEDITORS INTL WASH INC	Trade	110,000		12/01/06	01/25/10	3,779.79	4,890.60	(1,110.81)	1	Y
	Trade	40,000		12/20/06	01/25/10	1,374.47	1,636.00	(261.53)	1	Y
	Trade	15,000		03/27/07	01/25/10	515.43	631.95	(116.52)	1	Y
	Trade	45,000		04/18/08	01/25/10	1,546.28	2,189.70	(643.42)	1	Y
	Trade	110,000		04/24/08	01/25/10	3,779.79	5,076.71	(1,296.92)	1	Y
	Sub-Total:	320,000				10,995.76	14,424.96	(3,429.20)		
GILEAD SCIENCES INC	Trade	64,000		10/30/07	09/30/10	2,278.62	2,904.06	(625.44)	1	Y
	Trade	30,000		04/18/08	09/30/10	1,068.10	1,550.70	(482.60)	1	Y
	Trade	95,000		04/24/08	09/30/10	3,382.33	4,861.15	(1,478.82)	1	Y
	Trade	20,000		09/15/09	09/30/10	712.07	926.60	(214.53)		Y
	Sub-Total:	209,000				7,441.12	10,242.51	(2,801.39)		
GOOGLE INC CL A	Trade	28,000		02/04/09	07/09/10	13,054.73	9,799.81	3,254.92	1	Y
INTERCONTINENTAL EXCHANGE INC	Trade	120,000		08/03/09	08/17/10	11,981.92	11,238.06	743.86		Y
JOHNSON & JOHNSON COM	Trade	72,000		05/08/07	06/18/10	4,261.72	4,576.11	(314.39)	1	Y
	Trade	35,000		04/18/08	06/18/10	2,071.67	2,324.70	(253.03)	1	Y
	Trade	70,000		04/24/08	06/18/10	4,143.34	4,704.00	(560.66)	1	Y
	Sub-Total:	177,000				10,476.73	11,604.81	(1,128.08)		
LOWES COMPANIES INC	Trade	450,000		12/12/08	10/18/10	9,474.54	9,792.14	(317.60)	1	Y
	Trade	148,000		03/09/09	10/18/10	3,116.07	2,068.71	1,047.36		Y
	Sub-Total:	598,000				12,590.61	11,860.85	729.76		
MICROSOFT CORP	Trade	435,000		10/20/08	04/07/10	12,806.27	10,368.23	2,438.04	1	Y
	Trade	106,000		03/09/09	04/07/10	3,120.61	1,627.93	1,492.68		Y
	Sub-Total:	541,000				15,926.88	11,996.16	3,930.72		

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Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
MONSANTO CO NEW	Trade	36,000		12/01/06	05/28/10	1,787.03	1,725.48	61.55	1	Y
	Trade	20,000		12/20/06	05/28/10	992.80	1,039.80	(47.00)	1	Y
	Trade	13,000		04/18/08	05/28/10	845.32	1,881.27	(1,015.95)	1	Y
	Trade	45,000		04/24/08	05/28/10	2,233.79	5,463.00	(3,229.21)	1	Y
	Sub-Total:	114,000				5,658.94	9,889.55	(4,230.61)		
NIKE INC CL B	Trade	55,000		12/01/08	01/25/10	3,495.26	2,691.70	803.56	1	Y
	Trade	30,000		12/20/08	01/25/10	1,906.50	1,484.70	421.80	1	Y
	Trade	90,000		04/24/08	01/25/10	5,719.51	6,108.50	(388.99)	1	Y
	Sub-Total:	175,000				11,121.27	10,282.90	838.37		
	Trade	170,000		09/05/08	08/23/10	8,225.71	13,127.72	(4,902.01)	1	Y
NTHN TRUST CORP	Trade	3,000		03/09/09	06/23/10	145.16	143.91	1.25		Y
	Sub-Total:	173,000				8,370.87	13,271.63	(4,900.76)		
	Trade	110,000		02/19/08	02/28/10	4,519.49	7,019.60	(2,500.11)	1	Y
	Trade	25,000		04/18/08	02/28/10	1,027.16	1,844.50	(817.34)	1	Y
	Trade	60,000		04/24/08	02/26/10	2,465.18	4,441.80	(1,976.62)	1	Y
PRICE T ROWE GROUP INC	Sub-Total:	195,000				8,011.83	13,305.90	(5,294.07)		
	Trade	95,000		08/04/08	03/18/10	5,086.52	5,580.69	(494.17)	1	Y
	Trade	50,000		08/04/08	10/01/10	2,513.15	2,937.20	(424.05)	1	Y
	Sub-Total:	145,000				7,599.67	8,517.89	(918.22)		
	Trade	45,000		12/01/06	08/19/10	3,077.49	2,876.40	201.09	1	Y
UNTD TECHNOLOGIES CORP	Trade	167,000		03/09/09	08/09/10	12,348.86	8,331.10	4,017.76		Y
	Sub-Total:	167,000				201,095.31	196,486.48	4,608.83		
	Trade	167,000		03/09/09	08/09/10	12,348.86	8,331.10	4,017.76		Y
	Sub-Total:	167,000				201,095.31	196,486.48	4,608.83		
	Trade	167,000		03/09/09	08/09/10	12,348.86	8,331.10	4,017.76		Y
Total Long-Term Gain/Loss						201,095.31	196,486.48	4,608.83		

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Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
US TSY NOTE 03.125 % DUE 05/15/19 DTD 05/15/09 FC 11/15/09	Trade	5,000.000		12/23/09	05/20/10	4,990.02	4,779.51	210.51		Y
US TSY NOTE 05.000 % DUE 08/15/11 DTD 08/15/01 FC 02/15/02	Trade	1,000.000 5,000.000		05/26/10 05/26/10	08/10/10 12/15/10	1,047.61 5,156.82	1,054.30 5,271.50	(6.69) (114.68)		Y Y
	Sub-Total:	6,000.000				6,204.43	6,325.80	(121.37)		
WALT DISNEY CO 05.700% 071511 DTD071806 FC011507 CALL@M/W + 12.5BP	Trade	5,000.000		03/23/10	08/10/10	5,202.35	5,300.10	(97.75)		Y
Total Short-Term Gain/Loss						16,396.80	16,405.41	(8.61)		

2010 1099 / MR 95273 JE



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Your Financial Advisor or Contact
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Long-Term Gain/Loss

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
BP CAPITAL PLC B/E 03.875% 031015 DTD031009 FC091009	Trade	1,000.000		03/10/09	06/17/10	865.00	986.17	(121.17)		Y
	Trade	1,000.000		03/10/09	08/17/10	862.50	986.17	(123.67)		Y
	Sub-Total:	2,000.000				1,727.50	1,972.34	(244.84)		
CISCO SYSTEMS INC MW 05.250% 022211 DTD022206 FC082206 + 15BP NTS	Trade	5,000.000		05/02/08	08/10/10	5,119.80	5,164.90	(45.10)		Y
CONOCO FUNDING CO 06.350% 101511 DTD101101 FC041502 CALL@M/W + 30BP	Redemption	5,000.000		05/02/08	08/03/10	5,345.08	5,350.55	(5.47)		Y
FHLMC 05.500 % DUE 091511 DTD 092501 FC 03152002	Trade	5,000.000		05/02/08	08/10/10	5,277.98	5,330.70	(52.72)		Y
FNMA 04.375 % DUE 031513 DTD 032803 FC 09152003	Trade	2,000.000		05/02/08	08/10/10	2,182.54	2,058.33	124.21		Y
TARGET CORP NTS 07.500% 081510 DTD081000 FC021501 MW + 20BP	Redemption	5,000.000		05/08/08	01/25/10	5,197.77	5,424.40	(226.63)		Y
US TSY NOTE 04.000 % DUE 03/15/10 DTD 03/15/05 FC 09/15/05	Redemption	13,000.000		05/12/08	03/15/10	13,000.00	15,756.25	(2,756.25)		Y
WACHOVIA CORP 2ND NEW 05.250% 080114 DTD072204 FC020105 NTS B/E	Trade	5,000.000		05/08/08	10/27/10	5,403.70	4,889.75	513.95		Y
WAL MART STORES INC 04.750% 081510 DTD081505 FC021506SENIOR NTS	Redemption	5,000.000		05/07/08	08/15/10	5,000.00	5,169.82	(169.82)		Y
Total Long-Term Gain/Loss						48,254.37	51,117.04	(2,862.67)		

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Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
AEGON NV ADR N Y SHS NETHERLANDS ADR	Trade	332.000		01/20/10	05/21/10	1,932.41	2,173.77	(241.36)		Y
ALUMINA LTD SPON ADR	Trade	110.000		05/19/10	10/11/10	880.78	608.12	272.66		Y
ASTRAZENECA PLC SPON ADR	Trade	20.000		01/11/10	07/01/10	937.93	954.19	(16.26)		Y
BARRICK GOLD CORP CAD	Trade	48.000		05/12/09	05/07/10	2,065.13	1,671.23	393.90		Y
BELGACOM SA ADR	Trade	146.000		09/21/09	04/15/10	1,121.77	1,161.14	(39.37)		Y
	Trade	731.000		01/20/10	04/15/10	5,816.54	5,394.78	221.76		Y
Sub-Total:		877.000				6,738.31	6,555.92	182.39		

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Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
BP PLC SPON ADR	Trade	85,000		01/20/10	05/21/10	3,748.43	5,179.77	(1,433.34)		Y
	Trade	21,000		04/30/10	05/21/10	925.59	1,112.39	(186.80)		Y
	Trade	28,000		06/18/10	07/15/10	961.37	837.57	123.80		Y
	Trade	46,000		06/18/10	08/04/10	1,481.51	1,481.85	330.66		Y
	Trade	39,000		06/18/10	11/03/10	1,645.15	1,256.35	388.80		Y
	Trade	41,000		06/18/10	11/09/10	1,775.04	1,320.78	454.26		Y
	Trade	41,000		06/18/10	11/10/10	1,762.60	1,320.78	441.82		Y
	Sub-Total:	299,000				12,628.69	12,509.49	119.20		
CAMECO CORP CANADA CAD	Trade	40,000		01/20/10	12/01/10	1,494.30	1,196.40	297.90		Y
EMBRAER AIRCRAFT CORP	Trade	25,000		10/30/09	07/30/10	650.66	551.06	99.60		Y
**NAME CHANGE:	Trade	3,000		11/03/09	07/30/10	78.08	60.43	17.65		Y
12/2010** ADR	Trade	13,000		01/20/10	12/07/10	387.13	290.00	97.13		Y
	Sub-Total:	41,000				1,115.87	901.49	214.38		
IVANHOE MINES LTD CAD	Trade	77,000		01/20/10	11/08/10	2,007.79	1,243.09	764.70		Y
MAGNA INTL INC CLA SUB	Trade	4,000		05/12/09	05/07/10	282.54	138.48	144.06		Y
VTG CANADA ORD CAD	Trade	16,000		05/12/09	05/10/10	1,157.88	553.92	603.96		Y
	Trade	10,000		01/20/10	09/27/10	794.47	581.40	213.07		Y
	Trade	11,000		01/20/10	10/15/10	962.91	639.54	323.37		Y
	Trade	24,000		01/20/10	12/10/10	1,208.86	697.68	511.18		Y
	Trade	2,000		01/20/10	12/13/10	100.87	58.14	42.73		Y
	Sub-Total:	67,000				4,507.53	2,669.16	1,838.37		
NINTENDO LTD ADR NEW	Trade	16,000		08/03/09	03/24/10	668.47	543.20	125.27		Y
JAPAN ADR	Trade	1,000		08/20/09	03/24/10	41.78	32.37	9.41		Y
	Trade	6,000		08/20/09	03/25/10	247.31	194.22	53.09		Y
	Sub-Total:	23,000				957.56	769.79	187.77		
NOVARTIS AG SPON ADR	Trade	16,000		05/12/09	01/08/10	833.59	619.35	214.24		Y
	Trade	11,000		05/12/09	01/12/10	576.01	425.80	150.21		Y
	Trade	11,000		05/12/09	01/14/10	583.67	425.80	157.87		Y
	Trade	23,000		05/12/09	01/20/10	1,230.31	890.32	339.99		Y
	Sub-Total:	61,000				3,223.58	2,361.27	862.31		
REXAM PLC SPON ADR	Trade	25,000		10/27/09	06/04/10	582.71	568.33	14.38		Y

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Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
REXAM PLC SPON ADR	Trade	106,000		01/20/10	06/04/10	2,470.71	2,609.72	(139.01)		Y
Sub-Total:		131,000				3,053.42	3,178.05	(124.63)		
SEGA SAMMY HLDG INC SPON ADR	Trade	997,000		01/20/10	10/27/10	3,916.24	3,050.82	865.42		Y
SEVEN & I HLDGS CO LTD ADR	Trade	42,000		05/12/09	05/12/10	2,123.73	2,005.50	118.23		Y
	Trade	20,000		05/13/09	05/12/10	1,011.30	976.62	34.68		Y
	Trade	5,000		08/20/09	05/12/10	252.82	234.23	18.59		Y
Sub-Total:		67,000				3,387.85	3,216.35	171.50		
SOCIETE GENERALE FRANCE SPONS ADR ADR	Trade	23,000		01/20/10	08/10/10	272.68	305.90	(33.22)		Y
TDK CORP ADR JAPAN ADR	Trade	19,000		05/12/09	05/06/10	1,232.12	883.53	348.59		Y
	Trade	32,000		01/20/10	05/06/10	2,075.14	2,030.72	44.42		Y
Sub-Total:		51,000				3,307.26	2,914.25	393.01		
TECHNIP SA NEW SPON ADR	Trade	9,000		05/12/09	02/23/10	649.11	400.93	248.18		Y
	Trade	9,000		05/12/09	02/24/10	643.21	400.93	242.28		Y
Sub-Total:		18,000				1,292.32	801.86	490.46		
UNITED UTILITIES GROUP ADR	Trade	271,000		01/20/10	06/18/10	4,332.51	4,486.38	(153.87)		Y
Total Short-Term Gain/Loss						58,052.16	51,567.53	6,484.63		

Long-Term Gain/Loss

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
AEGON NV ADR N Y SHS NETHERLANDS ADR	Trade	164,000		05/12/09	05/21/10	954.56	972.26	(17.70)		Y
ANGLOGOLD ASHANTI LTD NEW SPON ADR	Trade	40,000		05/12/09	05/28/10	1,672.71	1,488.00	184.71		Y
BARRICK GOLD CORP CAD	Trade	31,000		05/12/09	12/06/10	1,892.50	1,079.34	813.16		Y

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Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
BP PLC SPON ADR	Trade	49,000		05/12/09	05/21/10	2,159.71	2,321.60	(161.89)		Y
CAMECO CORP CANADA CAD	Trade	40,000		06/29/09	12/01/10	1,494.30	1,042.58	451.72		Y
EMBRAER AIRCRAFT CORP	Trade	13,000		11/03/09	12/06/10	387.51	261.88	125.63		Y
**NAME CHANGE.	Trade	14,000		11/03/09	12/07/10	416.90	282.03	134.87		Y
12/2010** ADR										
Sub-Total:		27,000				804.41	543.91	260.50		
IVANHOE MINES LTD CAD	Trade	11,000		05/12/09	09/24/10	256.85	74.17	182.68		Y
	Trade	34,000		05/12/09	09/24/10	802.38	229.26	573.12		Y
	Trade	28,000		05/12/09	11/08/10	730.11	188.80	541.31		Y
Sub-Total:		73,000				1,789.34	492.23	1,297.11		
KINROSS GOLD CORP NEW CAD	Trade	39,000		07/07/09	09/29/10	741.13	721.30	19.83		Y
	Trade	16,000		07/07/09	10/01/10	303.78	295.92	7.86		Y
	Trade	24,000		07/09/09	10/01/10	455.66	430.99	24.67		Y
Sub-Total:		79,000				1,500.57	1,448.21	52.36		
MAGNA INTL INC CL A SUB VTG CANADA ORD CAD	Trade	14,000		05/12/09	09/14/10	1,106.89	484.68	622.21		Y
NEWCREST MINING LTD SPON AUSTRALIA ADR	Trade	37,000		08/10/09	10/27/10	1,418.13	929.23	488.90		Y
ROYAL DUTCH SHELL PLC ADS REPSTG 2 CL B ORD SHS SPON ADR	Trade	27,000		05/12/09	10/05/10	1,607.34	1,322.50	284.84		Y
SEGA SAMMY HLDG INC SPON ADR	Trade	365,000		05/12/09	07/02/10	1,316.93	930.75	386.18		Y
	Trade	235,000		05/12/09	10/27/10	923.09	599.25	323.84		Y
Sub-Total:		600,000				2,240.02	1,530.00	710.02		
SHISEIDO CO LTD SPONS ADR JAPAN	Trade	98,000		05/12/09	07/16/10	2,185.40	1,708.97	476.43		Y
SIEMENS A G SPON ADR	Trade	9,000		05/12/09	11/11/10	1,051.82	627.73	424.09		Y

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Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Quantity/ Face value	Activity Type	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
SOCIETE GENERALE FRANCE SPONS ADR ADR	73.000	Trade		05/12/09	08/10/10	885.45	724.14	141.31		Y
SWISSCOM AG SPON ADR	33.000	Trade		05/12/09	07/21/10	1,217.07	898.57	318.50		Y
UNITED UTILITIES GROUP ADR	121.000	Trade		05/12/09	06/18/10	1,934.44	1,990.45	(56.01)		Y
VODAFONE GROUP PLC NEW SPON ADR	48.000	Trade		05/12/09	11/02/10	1,323.39	908.09	415.30		Y
Total Long-Term Gain/Loss						27,018.05	20,512.49	6,505.56		

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

SOURCE	AMOUNT
UBS	24,007.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	24,007.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UBS	36,109.	0.	36,109.
TOTAL TO FM 990-PF, PART I, LN 4	36,109.	0.	36,109.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,400.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	3,400.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	845.	845.		0.
ESTIMATED TAX & EXTENSION PAYMENTS	2,000.	2,000.		0.
PAYROLL TAXES	2,903.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,748.	2,845.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
WIRE TRANSFER FEE	372.	372.			0.
ADMINISTRATIVE FEES	22,161.	22,161.			0.
TO FORM 990-PF, PG 1, LN 23	22,533.	22,533.			0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
GOVERNMENT BONDS	X		401,336.	404,772.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			401,336.	404,772.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			401,336.	404,772.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
EQUITIES	2,905,785.		3,338,919.	
MUTUAL FUNDS	0.		0.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,905,785.		3,338,919.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	104,551.	108,396.
TOTAL TO FORM 990-PF, PART II, LINE 10C	104,551.	108,396.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	COST	4,889.	4,889.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,889.	4,889.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	0.	10,580.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	10,580.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	11
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NAME OF MANAGER

IRL ENGELHARDT
SUE ENGELHARDT

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
LANGFORD MEMORIAL FUND P.O. BOX 31158 ST LOUIS, MO 63131	TO SUPPORT CHILDREN'S EDUCATION		
ARTS AND EDUCATION COUNCIL 3547 OLIVE STREET ST LOUIS, MO 63103	PROVIDING ARTS PROGRAMS FOR INDIVIDUALS		3,000.
BLUE GAVEL SCHOLARSHIP FUND 700 FOURTEENTH AVENUE SOUTH NAPLES, FL 34102	TO PROVIDE SCHOLARSHIPS FOR STUDENTS IN COLLIER COUN		500.
CATHOLIC APPEAL 20 ARCHBISHOP MAY DRIVE ST LOUIS, MO 63119	TO PROVIDE FOR THE CHARITABLE NEEDS OF OTHERS IN LOC		1,100.
CENTER OF CREATIVE ARTS 524 TRINITY AVE. ST LOUIS, MO 63130	PROVIDING ARTS PROGRAMS FOR INDIVIDUALS		2,500.
CHANCELLOR INTERNATIONAL WILDLIFE FUND, INC P.O. BOX 5669 EVANSVILLE, IN 47716	INCREASE AWARENESS OF THREATENED SPECIES		5,000.
CHURCH OF THE ANNUNZIATA 9305 CLAYTON ROAD ST LOUIS, MO 63124	TO SUPPORT THE CHURCH AND ITS PROGRAMS		30,000.
CRISIS NURSERY 11710 ADMINISTRATION DRIVE #18 ST LOUIS, MO 63146	TO HELP PREVENT CHILD ABUSE		450.

EPWORTH CHILDREN & FAMILY SERVICES 110 N. ELM AVENUE ST. LOUIS, MO 63119	HELPS YOUTH OVERCOME CHALLENGES	25,000.
FRIENDS OF ST. LUKE'S 232 S. WOODS MILL ROAD CHESTERFIELD, MO 63017	PROVIDE SUPPORT FOR ROBERT PAINE, M.D. HEART INSTITUTE	500.
GATEWAY TO HOPE 845 NORTH NEW BALLAS COURT, SUITE 380 ST LOUIS, MO 63141	TO PROVIDE BREAST CANCER TREATMENT FOR WOMEN WHO CAN	10,000.
ILLINOIS HIGH SCHOOL BASKETBALL HALL OF FAME & MUSEUM 5 WEST JACKSON STREET P.O. BOX 1 PINCKNEYVILLE, IL 62274	TO HELP WITH MUSEUM FUNDING	75,000.
ILLINOIS RURAL HERITAGE FOUNDATION 3708 WOLVERINE ROAD PINCKNEYVILLE, IL 62274	TO HELP WITH MUSEUM FUNDING	205,000.
JOHN BURROUGHS SCHOOL 755 SOUTH PRICE ROAD ST LOUIS, MO 63124	CAPITAL EXPENDITURES FOR SCHOOL	285,000.
JOHN BURROUGHS SCHOOL 755 SOUTH PRICE ROAD ST LOUIS, MO 63124	DONATION FOR RAFFLE	1,750.
MATHEWS-DICKEY BOYS & GIRLS CLUB 4245 N. KINGSHIGHWAY BOULEVARD ST LOUIS, MO 63115	TO SUPPORT EDUCATIONAL, ATHLETIC, & CULTURAL PROGRAM	10,000.
MISSOURI BAPTIST HEALTHCARE FOUNDATION 3015 N. BALLAS ROAD ST. LOUIS, MO 63131	TO PROVIDE UNRESTRICTED GIFT FOR MAMMOGRAPHY	500.
NATIONAL CHILDREN'S CANCER SOCIETY ONE SOUTH MEMORIAL DRIVE, SUITE 800 ST LOUIS, MO 63102	TO IMPROVE QUALITY OF LIFE FOR CHILDREN WITH CANCER	125,000.

OPERA THEATER OF ST. LOUIS P.O. BOX 191910 ST LOUIS, MO 63119	MUSIC EDUCATION FOR YOUNG PEOPLE	45,000.
REND LAKE COLLEGE FOUNDATION 468 NORTH KEN GRAY PARKWAY INA, IL 62846	TO PROVIDE FUNDING FOR SCIENCE LAB ADDITION	25,000.
ROSSMAN SCHOOL 12660 CONWAY ROAD ST. LOUIS, MO 63141	TO PROVIDE FUNDING FOR IMPROVEMENTS TO SCHOOL	1,000.
SHELDON ARTS FOUNDATION 3648 WASHINGTON BLVD. ST LOUIS, MO 63108	MUSIC EDUCATION FOR YOUNG PEOPLE	86,000.
ST. ELIZABETH ANN SETON SCHOOL 2 SETON COURT ST. CHARLES, MO 63303	TO PROVIDE FUNDING TO BUILD HOMES FOR NEEDY FAMILIES	5,000.
ST. LOUIS ARC 1816 LACKLAND HILL PARKWAY, SUITE 200 ST LOUIS, MO 63146	TO SUPPORT PROGRAMS FOR PEOPLE WITH DEVELOPMENTAL DI	26,500.
ST. LOUIS CHILDREN'S HOSPITAL ONE CHILDREN'S PLACE ST LOUIS, MO 63110	TO SUPPORT HOLIDAY EVENT	5,300.
TEAM SMILE 2000 SWIFT AVENUE KANSAS CITY, MO 64116	TO PROVIDE LIFE-CHANGING DENTAL CARE FOR CHILDREN	10,000.
THE LEUKEMIA & LYMPHOMA SOCIETY 77 WEST PORT PLAZA, SUITE 101 ST. LOUIS, MO 63146	PROVIDE FUNDING FOR RESEARCH IN MISSOURI & ILLINOIS	500.
THE LINCOLN ACADEMY OF ILLINOIS ONE OLD STATE CAPITOL PLAZA SPRINGFIELD, IL 62701	PROVIDE FUNDING FOR CONVOCATION HONOREES	5,000.

ENGELHARDT FAMILY FOUNDATION

43-6926810

TOUCHPOINT AUTISM SERVICES
1101 OLIVETTE EXECUTIVE PARKWAY
ST. LOUIS, MO 63132

TO HELP CHILDREN &
ADULTS WITH AUTISM

10,000.

UNIVERSITY OF ILLINOIS
FOUNDATION
1305 WEST GREEN STREET URBANA,
IL 61801

TO SUPPORT EDUCATIONAL
MISSION OF UNIVERSITY

2,500.

UNIVERSITY OF MISSOURI-ST.LOUIS
ONE UNIVERSITY BOULEVARD ST.
LOUIS, MO 63121

TO PROVIDE FUNDING FOR
TOUHILL PERFORMING
ARTS CENTER

15,000.

VOICES FOR CHILDREN
920 N. VANDEVENTER ST LOUIS, MO
63108

TO SUPPORT ADVOCACY
PROGRAMS FOR ST. LOUIS
FOSTER CH

35,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

1,052,100.