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**CHANGE IN ACCOUNTING PERIOD**  
**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 5/01, 2010, and ending 12/31, 2010

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

PHILIP E. AND HARRIET J. KLEIN  
 FOUNDATION, INC.  
 11299 OWINGS MILLS BOULEVARD #200  
 OWINGS MILLS, MD 21117

A Employer identification number

52-2046127

B Telephone number (see the instructions)

410-902-5994

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)  
 ▶ \$ 6,842,638.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))		(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 (att sch)				
2	Ch ▶ <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	44,413.	44,413.	44,413.	
4	Dividends and interest from securities	63,136.	63,136.	63,136.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	235,130.			
b	Gross sales price for all assets on line 6a	1,494,231.			
7	Capital gain net income (from Part IV, line 2)		235,130.		
8	Net short-term capital gain			235,130.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less cost of goods sold				
11	Gross profit/(loss) (att sch)				
12	Other income (attach schedule)				
13	<b>Total. Add lines 1 through 11</b>	192,194.	192,194.	192,194.	
14	Compensation of officers, directors, trustees, etc	0.			
15	Other employee salaries and wages				
16	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) SEE ST 2	13,500.	13,500.	13,500.	13,500.
c	Other prof fees (attach sch)				
17	Interest	265.	265.	265.	265.
18	Taxes (attach schedule X see instr) SEE STM 3	3,033.	3,033.	3,033.	3,033.
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) SEE STATEMENT 4	6,449.	6,449.	6,449.	6,449.
24	<b>Total operating and administrative expenses. Add lines 13 through 23</b>	23,247.	23,247.	23,247.	23,247.
25	Contributions, gifts, grants paid PART XV	133,250.			133,250.
26	<b>Total expenses and disbursements. Add lines 24 and 25</b>	156,497.	23,247.	23,247.	156,497.
27	Subtract line 26 from line 12:				
a	<b>Excess of revenue over expenses and disbursements</b>	35,697.			
b	Net investment income (if negative, enter -0-)		168,947.		
c	<b>Adjusted net income (if negative, enter -0-)</b>			168,947.	

614

80

**Part II Balance Sheets**

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

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

<b>ASSETS</b>	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	54,381.	55,589.	55,589.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch) 18,106.	STATEMENT 5		
		Less: allowance for doubtful accounts	23,351.	18,106.	18,106.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) STATEMENT 6	4,085,340.	3,573,285.	3,633,897.
	c	Investments — corporate bonds (attach schedule) STATEMENT 7	85,000.	85,000.	85,000.
	<b>LIABILITIES</b>	11	Investments — land, buildings, and equipment basis		
		Less: accumulated depreciation (attach schedule)			
12		Investments — mortgage loans			
13		Investments — other (attach schedule) STATEMENT 8	992,291.	3,151,096.	3,048,046.
14		Land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)			
15		Other assets (describe SEE STATEMENT 9)		2,000.	2,000.
16		<b>Total assets</b> (to be completed by all filers — see instructions. Also, see page 1, item I)	5,240,363.	6,885,076.	6,842,638.
<b>NET ASSETS OR FUND BALANCES</b>	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe SEE STATEMENT 10)		152,500.	
	23	<b>Total liabilities</b> (add lines 17 through 22)	0.	152,500.	
<b>NET ASSETS OR FUND BALANCES</b>		<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>	<input type="checkbox"/>		
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>	<input checked="" type="checkbox"/>		
	27	Capital stock, trust principal, or current funds	5,240,363.	6,732,576.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see the instructions)	5,240,363.	6,732,576.	
	31	<b>Total liabilities and net assets/fund balances</b> (see the instructions)	5,240,363.	6,885,076.	

**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	5,240,363.
2	Enter amount from Part I, line 27a	2	35,697.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 11	3	1,456,581.
4	Add lines 1, 2, and 3	4	6,732,641.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 12	5	65.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	6,732,576.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<b>1a</b> SEE STATEMENT 13				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than 0) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 ] —	<b>2</b>	235,130.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	— [ If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 ] —	<b>3</b>	235,130.

**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.

<b>1</b> Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	338,191.	5,544,203.	0.060999
2008	356,882.	4,535,436.	0.078687
2007	349,845.	5,198,380.	0.067299
2006	261,101.	4,243,913.	0.061524
2005	256,205.	3,890,785.	0.065849
<b>2</b> Total of line 1, column (d)		<b>2</b>	0.334358
<b>3</b> 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		<b>3</b>	0.066872
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		<b>4</b>	6,762,923.
<b>5</b> Multiply line 4 by line 3		<b>5</b>	452,250.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)		<b>6</b>	1,689.
<b>7</b> Add lines 5 and 6		<b>7</b>	453,939.
<b>8</b> Enter qualifying distributions from Part XII, line 4		<b>8</b>	156,497.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	3,379.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	3,379.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	3,379.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	2,396.	
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	2,396.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed. SEE STATEMENT 14	9	1,031	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2011 estimated tax. Refunded	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file <b>Form 1120-POL</b> 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
4 a 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 <b>Form 990-T</b> for this year?	N/A	
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, column (c), and Part XIV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) MD		
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>DANIEL J. KLEIN</u> Telephone no <u>410-902-5994</u> Located at <u>11299 OWINGS MILLS BOULEVARD SUITE 200 OWIN</u> ZIP + 4 <u>21117</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 <u>N/A</u>	15		N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>			X

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

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

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

5b N/A

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 (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JEFFREY F. KLEIN 150 BLADES LANE SUITE E GLEN BURNIE, MD 21060	TRUSTEE/VP 0	0.	0.	0
MICHAEL F. KLEIN 2307 HIDDEN GLEN DRIVE OWINGS MILLS, MD 21117	TRUSTEE/PRES 0	0.	0.	0.
DANIEL J. KLEIN 11299 OWINGS MILLS BLVD #200 OWINGS MILLS, MD 21117	TRUSTEE/TR, SY 0	0.	0.	0.

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

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

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

0

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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE'.

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total</b> number of others receiving over \$50,000 for professional services		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
<b>Total.</b> Add lines 1 through 3	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	3,944,502.
b	Average of monthly cash balances	1b	16,297.
c	Fair market value of all other assets (see instructions)	1c	2,905,113.
d	<b>Total</b> (add lines 1a, b, and c)	1d	6,865,912.
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	6,865,912.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	102,989.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,762,923.
6	<b>Minimum investment return.</b> Enter 5% of line 5. SHORT YEAR MODIFIED PERCENTAGE 3 3562 %	6	226,977.

**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	226,977.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,379.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,379.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	223,598.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	223,598.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	223,598.

**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	156,497.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	156,497.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	156,497.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				223,598.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	68,304.			
b From 2006	56,671.			
c From 2007	96,210.			
d From 2008	132,216.			
e From 2009	62,085.			
f Total of lines 3a through e	415,486.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 156,497.				
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				156,497.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	67,101.			67,101.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	348,385.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	1,203.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	347,182.			
10 Analysis of line 9				
a Excess from 2006	56,671.			
b Excess from 2007	96,210.			
c Excess from 2008	132,216.			
d Excess from 2009	62,085.			
e Excess from 2010				

N/A

(4) Gross investment income

[illegible]

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year SEE STATEMENT 15				
<b>Total</b>			<b>3a</b>	133,250.
<b>b</b> Approved for future payment				
<b>Total</b>			<b>3b</b>	





2010

## FEDERAL STATEMENTS

PAGE 1

PHILIP E. AND HARRIET J. KLEIN  
FOUNDATION, INC.

52-2046127

STATEMENT 1  
FORM 990-PF, PART I, LINE 11  
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PASS-THRU K-1 ENTITIES	\$ -150,485.	\$ -150,485.	\$ -150,485.
TOTAL	<u>\$ -150,485.</u>	<u>\$ -150,485.</u>	<u>\$ -150,485.</u>

STATEMENT 2  
FORM 990-PF, PART I, LINE 16B  
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FELDMAN, BLUM & ASSOCIATES, LLC	\$ 13,500.	\$ 13,500.	\$ 13,500.	\$ 13,500.
TOTAL	<u>\$ 13,500.</u>	<u>\$ 13,500.</u>	<u>\$ 13,500.</u>	<u>\$ 13,500.</u>

STATEMENT 3  
FORM 990-PF, PART I, LINE 18  
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD-VARIOUS	\$ 3,033.	\$ 3,033.	\$ 3,033.	\$ 3,033.
TOTAL	<u>\$ 3,033.</u>	<u>\$ 3,033.</u>	<u>\$ 3,033.</u>	<u>\$ 3,033.</u>

STATEMENT 4  
FORM 990-PF, PART I, LINE 23  
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	\$ 80.	\$ 80.	\$ 80.	\$ 80.
DEUTSCHE BANK SERVICE FEE	6,342.	6,342.	6,342.	6,342.
OFFICE	27.	27.	27.	27.
TOTAL	<u>\$ 6,449.</u>	<u>\$ 6,449.</u>	<u>\$ 6,449.</u>	<u>\$ 6,449.</u>

**STATEMENT 5**  
**FORM 990-PF, PART II, LINE 7**  
**OTHER NOTES AND LOANS RECEIVABLE**

<u>NOTES AND LOANS REPORTED SEPARATELY</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>	<u>DOUBTFUL ACCOUNTS ALLOWANCE</u>
BORROWER'S NAME: GERN BLANDSTEN			
BORROWER'S TITLE:			
DATE OF NOTE: 12/01/2006			
MATURITY DATE: 5/01/2012			
REPAYMENT TERMS: 5 YEARS			
INTEREST RATE: 8.25%			
SECURITY PROVIDED:			
PURPOSE OF LOAN:			
BORROWER RELATIONSHIP:			
CONSIDERATION:			
CONSIDERATION FMV:			
ORIGINAL AMOUNT: \$ 50,000.			
BALANCE DUE:	\$ 18,106.	\$ 18,106.	\$ 0.
DOUBTFUL ACCT. ALLOW.:			
TOTAL	\$ 18,106.	\$ 18,106.	
ALLOWANCE FOR DOUBTFUL ACCOUNTS \$ 0.			
NET OTHER NOTES/LOANS REC. - BOOK VALUE \$ 18,106.			

**STATEMENT 6**  
**FORM 990-PF, PART II, LINE 10B**  
**INVESTMENTS - CORPORATE STOCKS**

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
SEE ATTACHED EXHIBIT C	COST	\$ 3,573,285.	\$ 3,633,897.
	TOTAL	\$ 3,573,285.	\$ 3,633,897.

**STATEMENT 7**  
**FORM 990-PF, PART II, LINE 10C**  
**INVESTMENTS - CORPORATE BONDS**

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
STATE OF ISRAEL 5.60% DUE 09/01/13	COST	\$ 30,000.	\$ 30,000.
STATE OF ISRAEL 6.55% DUE 11/01/11	COST	25,000.	25,000.
STATE OF ISRAEL 2.45% DUE 06/01/12	COST	30,000.	30,000.
	TOTAL	\$ 85,000.	\$ 85,000.



**STATEMENT 8**  
**FORM 990-PF, PART II, LINE 13**  
**INVESTMENTS - OTHER**

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER INVESTMENTS</u>			
MDK BURWOOD LLC	COST	\$ 407,826.	\$ 407,826.
MDK DEER PARK LLC	COST	183,705.	183,705.
TAX LIEN FUND - CRTI EXEMPT INVESTORS	COST	114,506.	11,456.
BOIII CUMBERLAND, LLC	COST	508,278.	508,278.
BROADFIN HEALTHCARE OFFSHORE FUND, LTD	COST	500,000.	500,000.
DB PRIVATE EQUITY GLOBAL SELECT FUND II	COST	341,529.	341,529.
DB PRIVATE EQUITY GLOBAL SELECT FUND IV	COST	310,630.	310,630.
DB PRIVATE EQUITY ASIA SELECT	COST	422,688.	422,688.
DB PRIVATE EQUITY GLOBAL SELECT FUND	COST	361,934.	361,934.
	TOTAL	\$ 3,151,096.	\$ 3,048,046.

**STATEMENT 9**  
**FORM 990-PF, PART II, LINE 15**  
**OTHER ASSETS**

	BOOK VALUE	FAIR MARKET VALUE
DUE FROM IRS	\$ 2,000.	\$ 2,000.
TOTAL	\$ 2,000.	\$ 2,000.

**STATEMENT 10**  
**FORM 990-PF, PART II, LINE 22**  
**OTHER LIABILITIES**

DUE TO THE ESTATE OF PHILIP E. KLEIN	\$ 152,500.
TOTAL	\$ 152,500.

**STATEMENT 11**  
**FORM 990-PF, PART III, LINE 3**  
**OTHER INCREASES**

TRANSFER OF PARTNERSHIP INTEREST	\$ 1,456,581.
TOTAL	\$ 1,456,581.

2010

## FEDERAL STATEMENTS

PAGE 4

PHILIP E. AND HARRIET J. KLEIN  
FOUNDATION, INC.

52-2046127

STATEMENT 12  
FORM 990-PF, PART III, LINE 5  
OTHER DECREASES

NON-DEDUCTIBLE EXPENSES

	\$	65.
TOTAL	\$	<u>65.</u>

STATEMENT 13  
FORM 990-PF, PART IV, LINE 1  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	SEE ATTACHED EXHIBIT A	PURCHASED	VARIOUS	VARIOUS
2	SEE ATTACHED EXHIBIT B	PURCHASED	VARIOUS	VARIOUS
3	K-1: THE TOPIARY SELECT FUND I, L.P.	PURCHASED	VARIOUS	VARIOUS
4	K-1: THE TOPIARY SELECT FUND I, L.P.	PURCHASED	VARIOUS	VARIOUS
5	K-1 : DEUTSCHE BANK GLOBAL SELECT FUNDS	PURCHASED	VARIOUS	VARIOUS
6	K-1 : DEUTSCHE BANK GLOBAL SELECT FUNDS	PURCHASED	VARIOUS	VARIOUS

  

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	230,296.		230,984.	-688.				\$ -688.
2	1160300.		1025497.	134,803.				134,803
3	0.		787.	-787.				-787.
4	0.		1,833.	-1,833.				-1,833.
5	6,321.		0.	6,321.				6,321.
6	97,314.		0.	97,314.				97,314.
							TOTAL	<u>\$ 235,130.</u>

STATEMENT 14  
FORM 990-PF, PART VI, LINE 9  
TAX DUE

TAX DUE	\$	983.
LATE PAYMENT PENALTY		29.
LATE INTEREST		19.
TOTAL	\$	<u>1,031.</u>

STATEMENT 15  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
AMERICAN TECHNION SOCIETY	N/A	EDUC.	GENERAL SUPPORT	\$ 36,000.

2010

## FEDERAL STATEMENTS

PAGE 5

PHILIP E. AND HARRIET J. KLEIN  
FOUNDATION, INC.

52-2046127

STATEMENT 15 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UNIVERSITY OF BALTIMORE ,	N/A	EDUC.	GENERAL SUPPORT	\$ 7,500.
UNITED NEGRO COLLEGE FUND ,	N/A	PUBLIC	GENERAL SUPPORT	2,000.
THE ASSOCIATED ,	N/A	PUBLIC	GENERAL SUPPORT	50,000.
PARK SCHOOL ,	N/A	EDUC.	GENERAL SUPPORT	12,500.
BAR ILLAN ,	N/A	PUBLIC	GENERAL SUPPORT	2,750.
SHORESH ,	N/A	RELIG.	GENERAL SUPPORT	1,000.
JEWISH NATIONAL FUND ,	N/A	PUBLIC	GENERAL SUPPORT	1,500.
AMERICAN VISIONARY ART MUSEUM ,	N/A	PUBLIC	GENERAL SUPPORT	5,000.
BALTIMORE MUSEUM OF ART ,	N/A	PUBLIC	GENERAL SUPPORT	1,500.
TEMPLE OHEB SHALOM ,	N/A	RELIG.	GENERAL SUPPORT	2,000.
LIFEBRIDGE HEALTH ,	N/A	PUBLIC	GENERAL SUPPORT	2,000.
HADASSAH ,	N/A	PUBLIC	GENERAL SUPPORT	2,000.
MICA ,	N/A	EDUC.	GENERAL SUPPORT	7,500.
TOTAL				\$ 133,250.

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service► **File a separate application for each return.**

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

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

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

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns*

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	PHILIP E. AND HARRIET J. KLEIN FOUNDATION, INC.	52-2046127
	Number, street, and room or suite number. If a P.O. box, see instructions. 11299 OWINGS MILLS BOULEVARD #200	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. OWINGS MILLS, MD 21117	

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

**04**

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

- The books are in the care of ► DANIEL J. KLEIN

Telephone No. ► 410-902-5994 FAX No. ► \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 11, to file the exempt organization return for the organization named above.

The extension is for the organization's return for

- ☐ calendar year 20\_\_\_\_ or
- ☒ tax year beginning 5/01, 20 10, and ending 12/31, 20 10

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return  
☒ Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b> \$	4,396.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b> \$	4,396.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b> \$	0.

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

**BAA For Paperwork Reduction Act Notice, see Instructions.**

Form 8868 (Rev. 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Type or print	Name of exempt organization	Employer identification number
	PHILIP E. AND HARRIET J. KLEIN FOUNDATION, INC.	52-2046127
	Number, street, and room or suite number. If a P.O. box, see instructions	
	FELDMAN, BLUM & ASSOCIATES, LLC 3723 OLD COURT ROAD, SUITE 200	
File by the extended due date for filing the return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	BALTIMORE, MD 21208	

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

04

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

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in care of DANIEL J. KLEIN  
Telephone No 410-902-5994 FAX No
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)  If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 11/15, 20 11
- 5 For calendar year , or other tax year beginning 5/01, 20 10, and ending 12/31, 20 10
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☒ Change in accounting period
- 7 State in detail why you need the extension TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	4,396.
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	4,396.
8c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	0.

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature D. J. Klein

Title TRTEE/TR, SY

Date 11/4/11

BAA

FIFZ0502L 11/15/10

Form 8868 (Rev 1-2011)

# Application To Adopt, Change, or Retain a Tax Year

OMB No 1545-0134

Attachment  
Sequence No **148**

► See separate instructions.

## Part I General Information

**Important.** All filers must complete Part I and sign below. See instructions.

Type or Print	Name of filer (if a joint return is filed, also enter spouse's name) (see instructions) PHILIP E. AND HARRIET J. KLEIN FOUNDATION, INC.	Filer's identifying number 52-2046127
	Number, street, and room or suite no. (if a P.O. box, see instructions) 11299 OWINGS MILLS BOULEVARD SUITE 200	Service Center where income tax return will be filed OGDEN, UT
	City or town, state, and ZIP code OWINGS MILLS, MARYLAND 21117	Filer's area code and telephone number/Fax number 410-902-5994
	Name of applicant, if different than the filer (see instructions)	Applicant's identifying number (see instructions)
	Name of person to contact (if not the applicant or filer, attach a power of attorney) MICHAEL F. KLEIN	Contact person's area code and telephone number/Fax number 410-902-0290

### 1 Check the appropriate box(es) to indicate the type of applicant (see instructions)

<input type="checkbox"/> Individual	<input type="checkbox"/> Cooperative (sec. 1381(a))	<input type="checkbox"/> Passive foreign investment company (PFIC) (sec. 1297)
<input type="checkbox"/> Partnership	<input type="checkbox"/> Controlled foreign corporation (CFC) (sec. 957)	<input type="checkbox"/> Other foreign corporation
<input type="checkbox"/> Estate	<input type="checkbox"/> Foreign sales corporation (FSC) or interest-charge domestic international sales corporation (IC-DISC)	<input checked="" type="checkbox"/> Tax-exempt organization
<input type="checkbox"/> Domestic corporation	<input type="checkbox"/> Specified foreign corporation (SFC) (sec. 898)	<input type="checkbox"/> Homeowners Association (sec. 528)
<input type="checkbox"/> S corporation	<input type="checkbox"/> 10/50 corporation (sec. 904(d)(2)(E))	<input type="checkbox"/> Other _____ (Specify entity and applicable Code section)
<input type="checkbox"/> Personal service corporation (PSC)	<input type="checkbox"/> Trust	

### 2 a Approval is requested to (check one) (see instructions)

☐ Adopt a tax year ending ► \_\_\_\_\_ (Partnerships and PSCs: Go to Part II after completing Part I.)

☒ Change to a tax year ending ► DECEMBER 31 ☐ Retain a tax year ending ► \_\_\_\_\_

b If changing a tax year, indicate the date the present tax year ends ► APRIL 30

c If adopting or changing a tax year, the first return or short period return will be filed for the tax year beginning ► MAY 1, 2010, and ending ► DECEMBER 31, 2010

3 Is the applicant's present tax year, as stated on line 2b above, also its current financial reporting year? ► ☒ Yes ☐ No

If "No," attach an explanation

### 4 Indicate the applicant's present overall method of accounting

☒ Cash receipts and disbursements method ☐ Accrual method

☐ Other method (specify) ► \_\_\_\_\_

### 5 State the nature of the applicant's business or principal source of income

PRIVATE FOUNDATION

### Signature - All Filers (See Who Must Sign in the instructions)

Under penalties of perjury, I declare that I have examined this application, 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 filer) is based on all information of which preparer has any knowledge.

Filer\*

Preparer (other than filer)

Signature and date

Signature of individual preparing the application and date

MICHAEL F. KLEIN, PRESIDENT  
Name and title (print or type)

MICHAEL J. FELDMAN, CPA  
Name of individual preparing the application

\*If the application is filed on behalf of a controlled foreign corporation or a 10/50 corporation by a controlling domestic shareholder, see instructions.

FELDMAN, BLUM & ASSOCIATES, LLC  
Name of firm preparing the application

**Part II Automatic Approval Request** (see instructions)

- Identify the revenue procedure under which this automatic approval request is filed ▶ . . . . .

**Section A - Corporations (Other Than S Corporations or Personal Service Corporations) (Rev. Proc. 2006-45, or its successor)**

	Yes	No
1 Is the applicant a corporation (including a homeowners association (section 528)) that is requesting a change in tax year <b>and</b> is not precluded from using the automatic approval rules under section 4 of Rev Proc 2006-45 (or its successor)? (see instructions) ▶		
2 Does the corporation intend to elect to be an S corporation for the tax year immediately following the short period? If "Yes" and the corporation is electing to change to a permitted tax year, file Form 1128 as an attachment to Form 2553		
3 Is the applicant a corporation requesting a concurrent change for a CFC, FSC or E-DISC? (see instructions) . . . . . ▶		

**Section B - Partnerships, S Corporations, Personal Service Corporations (PSCs), and Trusts (Rev. Proc. 2006-46, or its successor)**

4 Is the applicant a partnership, S corporation, PSC, or trust that is requesting a tax year <b>and</b> is not precluded from using the automatic approval rules under section 4 of Rev Proc 2006-46 (or its successor)? (see instructions) . . . . . ▶		
5 Is the partnership, S corporation, PSC, or trust requesting to change to its required tax year or a partnership, S corporation, or PSC that wants to change to a 52-53 week tax year ending with reference to such tax year? . . . . . ▶		
6 Is the partnership, S corporation, or PSC (other than a member of a tiered structure) requesting a tax year that coincides with its natural business year described in section 4 01(2) of Rev Proc 2006-46 (or its successor)? Attach a statement showing gross receipts for the most recent 47 months (See instructions for information required to be submitted) . . . . . ▶		
7 Is the S corporation requesting an ownership tax year? (see instructions) . . . . . ▶		
8 Is the applicant a partnership requesting a concurrent change pursuant to section 6 09 of Rev Proc 2006-45 (or its successor) or section 5 04(8) of Rev Proc 2002-39 (or its successor)? (see instructions) . . . . . ▶		

**Section C - Individuals (Rev. Proc. 2003-62, or its successor) (see instructions)**

9 Is the applicant an individual requesting a change from a fiscal year to a calendar year? . . . . . ▶		
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**Section D - Tax-Exempt Organizations (Rev. Proc. 76-10 or 85-58) (see instructions)**

10 Is the applicant a tax-exempt organization requesting a change? . . . . . ▶	X	
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**Part III Ruling Request** (All applicants requesting a ruling must complete Section A and any other section that applies to the entity See instructions ) (Rev. Proc. 2002-39, or its successor)**Section A - General Information**

	Yes	No
1 Is the applicant a partnership, S corporation, personal service corporation, or trust that is under examination by the IRS, before an appeals office, or a Federal court? . . . . . ▶ If "Yes," see the instructions for information that must be included on an attached explanation		
2 Has the applicant changed its annual accounting period at any time within the most recent 48-month period ending with the last month of the requested tax year? . . . . . ▶ If "Yes" and a letter ruling was issued granting approval to make the change, attach a copy of the letter ruling, or if not available, an explanation including the date approval was granted If a letter ruling was not issued, indicate when and explain how the change was implemented		
3 Within the most recent 48-month period, has any accounting period application been withdrawn, not perfected, denied, or not implemented? . . . . . ▶ If "Yes," attach an explanation		
4 a Is the applicant requesting to establish a business purpose under section 5 02(1) of Rev Proc 2002-39 (or its successor)? . . . . . ▶ If "Yes," attach an explanation of the legal basis supporting the requested tax year (see instructions) b If your business purpose is based on one of the natural business year tests under section 5 03, check the applicable box. <input type="checkbox"/> Annual business cycle test <input type="checkbox"/> Seasonal business test <input type="checkbox"/> 25-percent gross receipts test Attach a statement showing gross receipts from sales and services (and inventory cost if applicable) for the test period (see instructions)		
5 Enter the taxable income or (loss) for the 3 tax years immediately preceding the year of change and for the short period If necessary, estimate the amount for the short period Short period      \$ _____ First preceding year      \$ _____ Second preceding year      \$ _____ Third preceding year      \$ _____ <b>Note:</b> Individuals, enter adjusted gross income Partnerships and S corporations, enter ordinary income Section 501(c) organizations, enter unrelated business taxable income Estates, enter adjusted total income All other applicants, enter taxable income before net operating loss deduction and special deductions		

6 Corporations only, enter the losses or credits, if any, that were generated or that expired in the short period		Yes	No
	Generated		
Net operating loss . . . . .	\$ _____		
Capital loss . . . . .	\$ _____		
Unused credits . . . . .	\$ _____		
7 Enter the amount of deferral, if any, resulting from the change (see section 5 05(1), (2), (3) and 6 01(7) of Rev Proc 2002-39, or its successor) . . . . . ▶ \$ _____			
8 a Is the applicant a U S shareholder in a CFC? . . . . . ▶			
If "Yes," attach a statement for each CFC providing the name, address, identifying number, tax year, the percentage of total combined voting power of the applicant, and the amount of income included in the gross income of the applicant under section 951 for the 3 tax years immediately before the short period and for the short period			
b Will each CFC concurrently change its tax year? . . . . . ▶			
If "Yes" to line 8b, go to Part II, line 3			
If "No," attach a statement explaining why the CFC will not be conforming to the tax year requested by the U S shareholder			
9 a Is the applicant a U S shareholder in a PFIC as defined in section 1297? . . . . . ▶			
If "Yes," attach a statement providing the name, address, identifying number, and tax year of the PFIC, the percentage of interest owned by the applicant, and the amount of distributions or ordinary earnings and net capital gain from the PFIC included in the income of the applicant			
b Did the applicant elect under section 1295 to treat the PFIC as a qualified electing fund? . . . . . ▶			
10 a Is the applicant a member of a partnership, a beneficiary of a trust or estate, a shareholder of an S corporation, a shareholder of an IC-DISC, or a shareholder of an FSC? . . . . . ▶			
If "Yes," attach a statement providing the name, address, identifying number, type of entity (partnership, trust, estate, S corporation, IC-DISC, or FSC), tax year, percentage of interest in capital and profits, or percentage of interest of each IC-DISC or FSC and the amount of income received from each entity for the first preceding year and for the short period. Indicate the percentage of gross income of the applicant represented by each amount			
b Will any partnership concurrently change its tax year to conform with the tax year requested? . . . . . ▶			
c If "Yes" to line 10b, has any Form 1128 been filed for such partnership? . . . . . ▶			
11 Does the applicant or any related entity currently have any accounting method, tax year, ruling, or technical advice request pending with the IRS National Office? . . . . . ▶			
If "Yes," attach a statement explaining the type of request (method, tax year, etc ) and the specific issues involved in each request			
12 Is Form 2848, Power of Attorney and Declaration of Representative, attached to this application? . . . . . ▶			
13 Does the applicant request a conference of right (in person or by telephone) with the IRS National Office, if the IRS proposes to disapprove the application? . . . . . ▶			
14 Enter amount of <b>user fee</b> attached to this application (see instructions) . . . . . ▶ \$ _____			
<b>Section B - Corporations (other than S corporations and controlled foreign corporations) (see instructions)</b>			
15 Enter the date of incorporation ▶ _____			
16 a Does the corporation intend to elect to be an S corporation for the tax year immediately following the short period? . . . . . ▶		Yes	No
b If "Yes," will the corporation be going to a permitted S corporation tax year? . . . . . ▶			
If "No" to line 16b, attach an explanation			
17 Is the corporation a member of an affiliated group filing a consolidated return? . . . . . ▶			
If "Yes," attach a statement providing (a) the name, address, identifying number used on the consolidated return, tax year, and Service Center where the applicant files the return, (b) the name, address, and identifying number of each member of the affiliated group, (c) the taxable income (loss) of each member for the 3 years immediately before the short period and for the short period, and (d) the name of the parent corporation			
18 a Personal service corporations (PSCs) Attach a statement providing each shareholder's name, type of entity (individual, partnership, corporation, etc ), address, identifying number, tax year, percentage of ownership, and amount of income received from the PSC for the first preceding year and the short period			
b If the PSC is using a tax year other than the required tax year, indicate how it obtained its tax year			
<input type="checkbox"/> Grandfathered (attach copy of letter ruling) <input type="checkbox"/> Section 444 election (date of election _____)			
<input type="checkbox"/> Letter ruling (date of letter ruling _____ (attach copy))			



**Section C - S Corporations** (see instructions)

<b>19</b>	Enter the date of the S corporation election ►	Yes	No
<b>20</b>	Is any shareholder applying for a corresponding change in tax year? . . . . . ► If "Yes," each shareholder requesting a corresponding change in tax year must file a separate Form 1128 to get advance approval to change its tax year		
<b>21</b>	If the corporation is using a tax year other than the required tax year, indicate how it obtained its tax year <input type="checkbox"/> Grandfathered (attach copy of letter ruling) <input type="checkbox"/> Section 444 election (date of election _____) <input type="checkbox"/> Letter ruling (date of letter ruling _____ (attach copy))		
<b>22</b>	Attach a statement providing each shareholder's name, type of shareholder (individual, estate, qualified subchapter S Trust, electing small business trust, other trust, or exempt organization), address, identifying number, tax year, percentage of ownership, and the amount of income each shareholder received from the S corporation for the first preceding year and for the short period		

**Section D - Partnerships** (see instructions)

<b>23</b>	Enter the date the partnership's business began ►	Yes	No
<b>24</b>	Is any partner applying for a corresponding change in tax year? . . . . . ►		
<b>25</b>	Attach a statement providing each partner's name, type of partner (individual, partnership, estate, trust, corporation, S corporation, IC-DISC, etc.), address, identifying number, tax year, and the percentage of interest in capital and profits		
<b>26</b>	Is any partner a shareholder of a PSC as defined in Regulations section 1.441-3(c)? . . . . . ► If "Yes," attach a statement providing the name, address, identifying number, tax year, percentage of interest in capital and profits, and the amount of income received from each PSC for the first preceding year and for the short period		
<b>27</b>	If the partnership is using a tax year other than the required tax year, indicate how it obtained its tax year <input type="checkbox"/> Grandfathered (attach copy of letter ruling) <input type="checkbox"/> Section 444 election (date of election _____) <input type="checkbox"/> Letter ruling (date of letter ruling _____ (attach copy))		

**Section E - Controlled Foreign Corporations (CFC)**

<b>28</b>	Attach a statement for each U.S. shareholder (as defined in section 951(b)) providing the name, address, identifying number, tax year, percentage of total value and percentage of total voting power, and the amount of income included in gross income under section 951 for the 3 tax years immediately before the short period and for the short period		
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**Section F - Tax-Exempt Organizations**

<b>29</b>	Type of organization <input type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Other (specify) ►	Yes	No
<b>30</b>	Date of organization ►		
<b>31</b>	Code section under which the organization is exempt ►		
<b>32</b>	Is the organization required to file an annual return on Form 990, 1120-C, 990-PF, 990-T, 1120-H, or 1120-POL? ►		
<b>33</b>	Enter the date the tax exemption was granted ► _____ Attach a copy of the letter ruling granting exemption. If a copy of the letter ruling is not available, attach an explanation		
<b>34</b>	If the organization is a private foundation, is the foundation terminating its status under section 507? . . . . . ►		

**Section G - Estates**

<b>35</b>	Enter the date the estate was created ►
<b>36 a</b>	Attach a statement providing the name, identifying number, address, and tax year of each beneficiary and each person who is an interested party of any portion of the estate
<b>b</b>	Based on the adjusted total income of the estate entered in Part III, Section A, line 5, attach a statement showing the distribution deduction and the taxable amounts distributed to each beneficiary for the 2 tax years immediately before the short period and for the short period

**Section H - Passive Foreign Investment Companies**

<b>37</b>	If the applicant is a passive foreign investment company, attach a statement providing each U.S. shareholder's name, address, identifying number, and percentage of interest owned
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DEUTSCHE 5XF-008505  
SCHEDULE OF SHORT TERM GAINS & LOSSES ON A FIFO BASIS  
FOR TAX PURPOSES FROM 05/01/2010 TO 12/31/2010

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PAR VALUE SHARES</u>	<u>PROCEEDS</u>	<u>TAX COST BASIS</u>	<u>GAIN(LOSS)</u>
CAPITAL INCOME BUILDER FUND	VARIOUS	11/16/2010	112 082	5,634 36	5,290 05	344 31
EUROPACIFIC GROWTH FUND	12/28/2009	11/16/2010	86 117	3,571 27	3,308 60	262 67
GROWTH FUND OF AMERICA (A)	12/22/2009	11/16/2010	85 259	<u>2,539 01</u>	<u>2,314 79</u>	<u>224 22</u>
OVERALL TOTALS				<u>11,744 64</u>	<u>10,913 44</u>	<u>831 20</u>

DEUTSCHE 5XZ - 946876  
SCHEDULE OF SHORT TERM GAINS & LOSSES ON A FIFO BASIS  
FOR TAX PURPOSES FROM 05/01/2010 TO 12/31/2010

DESCRIPTION	DATE ACQUIRED	DATE SOLD	PAR VALUE SHARES	PROCEEDS	TAX COST BASIS	GAIN(LOSS)
CAMERON INTL CORP	VARIOUS	5/4/2010	17	688 89	681 74	7 15
UNITED THERAPEUTICS CORP	2/5/2010	5/5/2010	20	1,132 18	1,205 76	(73 58)
GUESS INC	3/17/2010	5/11/2010	9	367 12	407 61	(40 49)
RIO TINTO PLC	VARIOUS	5/11/2010	64	2,990 39	2,750 73	239 66
WEATHERFORD INTL LTD	VARIOUS	5/13/2010	85	1,353 40	1,657 41	(304 01)
ABB LTD	3/12/2010	5/13/2010	53	977 40	1,110 78	(133 38)
AVON PRODUCTS INC	VARIOUS	5/13/2010	32	943 72	935 80	7 92
CABLEVISION SYS CORP	VARIOUS	5/13/2010	43	1,044 96	958 01	86 95
BLACKROCK INC	VARIOUS	5/14/2010	6	1,027 48	1,247 87	(220 39)
GOOGLE, INC	1/15/2010	5/14/2010	1	516 38	594 07	(77 69)
MILLICOM INTL CELLULAR	10/26/2009	5/18/2010	12	1,079 50	865 32	214 18
JP MORGAN CHASE & CO	1/6/2010	6/7/2010	45	1,750 02	1,966 42	(216 40)
SCHLUMBERGER LTD COM	VARIOUS	6/7/2010	81	4,461 55	5,387 55	(926 00)
MICRON TECHNOLOGY INC	10/28/2009	6/8/2010	52	489 41	358 71	130 70
SCHWAB CHARLES CORP	6/18/2009	6/8/2010	88	1,475 90	1,544 74	(68 84)
TEVA PHARMACEUTICAL	3/19/2010	6/8/2010	10	547 70	630 10	(82 40)
VISA, INC	VARIOUS	6/8/2010	6	432 06	561 21	(129 15)
ABB LTD	VARIOUS	6/9/2010	79	1,321 73	1,660 56	(338 83)
CVS CAREFIRST CORP	6/3/2010	6/10/2010	15	459 32	527 10	(67 78)
FREEPORT MCMORAN COPPER	VARIOUS	6/10/2010	35	2,166 88	2,557 28	(390 40)
STRYKER CORP	VARIOUS	6/14/2010	35	1,776 21	2,033 85	(257 64)
HARLEY DAVIDSON INC	VARIOUS	6/15/2010	66	1,763 62	1,813 56	(49 94)
MANPOWER INC	VARIOUS	6/15/2010	43	1,833 13	2,415 81	(582 68)
WATERS CORP	VARIOUS	6/15/2010	24	1,643 54	1,405 44	238 10
WELLS FARGO & CO	4/21/2010	6/21/2010	36	1,006 61	1,194 84	(188 23)
ASML HOLDING N V	6/24/2009	6/23/2010	39	1,207 48	810 34	397 14
ALPHA NAT RES INC	VARIOUS	6/23/2010	41	1,553 95	1,941 66	(387 71)
CONTINENTAL RES INC	5/10/2010	6/23/2010	11	559 34	516 65	42 69
JP MORGAN CHASE & CO	1/6/2010	6/23/2010	39	1,516 75	1,704 22	(187 47)
JOHNSON CONTROLS INC	4/26/2010	6/23/2010	45	1,300 56	1,571 31	(270 75)
SCHWAB CHARLES CORP	VARIOUS	6/23/2010	145	2,240 49	2,737 78	(497 29)
SIRONA DENTAL SYS INC	5/3/2010	6/23/2010	9	329 12	383 29	(54 17)
MARVELL TECHNOLOGY GROUP	4/23/2010	6/24/2010	62	1,187 39	1,363 19	(175 80)
AMAZON COM INC	5/6/2010	6/29/2010	5	587 74	654 30	(66 56)
CERNER CORP	10/30/2009	6/29/2010	7	540 39	543 13	(2 74)
LAS VEGAS SANDS CORP	11/18/2009	7/2/2010	35	803 30	638 68	164 62
ALPHA NAT RES INC	VARIOUS	7/9/2010	10	337 99	487 96	(149 97)
CONTINENTAL RES INC	VARIOUS	7/9/2010	32	1,370 59	1,435 50	(64 91)
ALPHA NAT RES INC	VARIOUS	7/21/2010	33	1,149 43	1,490 27	(340 84)
SIRONA DENTAL SYS INC	VARIOUS	7/23/2010	37	1,171 47	1,479 98	(308 51)
WELLS FARGO & CO	VARIOUS	7/23/2010	109	2,804 67	3,608 90	(804 23)
EASTMAN CHEMICAL CO	5/13/2010	7/27/2010	29	1,670 43	1,880 65	(210 22)
AMAZON COM INC	5/11/2010	7/28/2010	4	447 43	523 44	(76 01)
JOHNSON CONTROLS INC	VARIOUS	7/30/2010	55	1,546 02	1,770 73	(224 71)
SOUTHWESTERN ENERGY CO	VARIOUS	7/30/2010	21	781 64	887 69	(106 05)
MICRON TECHNOLOGY INC	VARIOUS	8/3/2010	79	615 48	577 36	38 12
ENBRIDGE INC	5/13/2010	8/4/2010	14	685 18	666 12	19 06
CB RICHARD ELLIS GROUP	6/21/2010	8/5/2010	31	543 17	490 36	52 81
PRUDENTIAL FINANCIAL INC	4/13/2010	8/5/2010	10	580 69	624 18	(43 49)
THERMO FISHER SCIENTIFIC INC	7/27/2010	8/5/2010	34	1,531 39	1,706 74	(175 35)
DAVITA INC	VARIOUS	8/6/2010	24	1,444 82	1,556 52	(111 70)
QUANTA SVCS INC	6/24/2010	8/9/2010	55	1,108 33	1,269 85	(161 52)
LOWES COMPANIES INC	VARIOUS	8/10/2010	68	1,421 99	1,754 54	(332 55)
SYSCO CORP	6/10/2010	8/12/2010	109	3,357 35	3,225 10	132 25
JP MORGAN CHASE & CO	VARIOUS	8/13/2010	51	2,005 38	2,199 26	(193 88)
LEAR CORP	2/5/2010	8/13/2010	4	320 63	281 86	38 77
SOUTHWESTERN ENERGY CO	VARIOUS	8/17/2010	30	1,037 74	1,237 66	(199 92)
CISCO SYSTEMS, INC	VARIOUS	8/18/2010	272	5,804 75	6,470 81	(666 06)
MCKESSON CORP	VARIOUS	8/19/2010	31	1,896 91	1,933 23	(36 32)
WHIRLPOOL CORP	VARIOUS	8/19/2010	24	1,852 33	1,992 82	(140 49)
INTEL CORP	8/18/2010	9/14/2010	236	4,243 50	4,568 66	(325 16)
CREE INC	VARIOUS	9/15/2010	22	1,073 84	1,407 86	(334 02)
CB RICHARD ELLIS GROUP	6/21/2010	9/16/2010	37	677 89	585 27	92 62
PRUDENTIAL FINANCIAL INC	VARIOUS	9/16/2010	57	3,128 78	3,691 45	(562 67)
CLIFFS NAT RES INC	7/30/2010	9/17/2010	8	510 23	444 14	66 09
LEAR CORP	VARIOUS	9/17/2010	20	1,457 83	1,418 29	39 54

EXHIBIT A  
P 3 OF 6

MONSANTO CO	VARIOUS	10/1/2010	40	1,956 44	2,331 16	(374 72)
LAS VEGAS SANDS CORP	11/23/2009	10/5/2010	18	633 42	328 47	304 95
AMERICAN EXPRESS COMPANY	VARIOUS	10/12/2010	106	4,052 43	4,378 72	(326 29)
MICRON TECHNOLOGY INC	VARIOUS	10/12/2010	120	823 32	1,018 55	(195 23)
UNIVERSAL HEALTH SVCS	6/21/2010	10/12/2010	6	225 17	247 97	(22 80)
DOLLAR TREE INC	VARIOUS	10/14/2010	26	1,281 04	1,101 33	179 71
LAS VEGAS SANDS CORP	VARIOUS	10/14/2001	32	1,205 47	593 22	612 25
SPRINT NEXTEL CORP	5/19/2010	10/14/2010	200	894 31	947 62	(53 31)
DEERE & CO	6/4/2010	10/15/2010	12	893 26	702 58	190 68
MOTOROLA INC	8/13/2010	10/15/2010	191	1,568 30	1,491 39	76 91
DELTA AIRLINES INC	VARIOUS	10/18/2010	112	1,285 98	1,582 09	(296 11)
FIDELITY NATL INFORMATION	6/18/2010	10/18/2010	45	1,251 96	1,251 36	0 60
DIRECTV COM	VARIOUS	10/20/2010	48	2,047 73	1,879 65	168 08
WHOLE FOODS MKT INC	VARIOUS	10/20/2010	27	1,030 89	778 54	252 35
PULTE GROUP INC	VARIOUS	10/21/2010	64	517 18	589 62	(72 44)
HUMAN GENOME SCIENCES INC	8/2/2010	10/27/2010	22	580 61	578 78	1 83
CONOCOPHILLIPS COM	VARIOUS	10/28/2010	38	2,340 45	1,986 76	353 69
FACTSET RESEARCH SYSTEMS	7/20/2010	10/28/2010	26	2,287 75	1,818 65	469 10
MEAD JOHNSON NUTRITION	1/6/2010	10/29/2010	13	743 84	585 00	158 84
SPRINT NEXTEL CORP	VARIOUS	10/29/2010	154	729 94	750 84	(20 90)
CELGENE CORP	VARIOUS	VARIOUS	24	1,459 90	1,308 14	151 76
HALLIBURTON CO	VARIOUS	11/2/2010	140	4,323 39	3,820 39	503 00
LAS VEGAS SANDS CORP	VARIOUS	11/2/2010	9	403 73	171 13	232 60
FIDELITY NATL INFORMATION	VARIOUS	11/5/2010	60	1,653 08	1,654 62	(1 54)
CONOCOPHILLIPS COM	VARIOUS	11/9/2010	30	1,806 02	1,641 75	164 27
WHOLE FOODS MKT INC	2/16/2010	11/9/2010	5	231 09	151 09	80 00
ABBOTT LABORATORIES	8/2/2010	11/10/2010	10	507 39	498 58	8 81
URBAN OUTFITTERS, INC	6/24/2010	10/10/2010	25	800 03	851 45	(51 42)
LAS VEGAS SANDS CORP	3/10/2010	11/12/2010	25	1,317 02	484 71	832 31
SANDISK CORP	VARIOUS	11/15/2010	22	852 37	862 88	(10 51)
HEALTH CARE REIT INC	9/22/2010	11/16/2010	19	917 91	891 25	26 66
HOTEL HOTELS & RESORTS	VARIOUS	11/16/2010	127	2,056 26	1,874 62	181 64
HUMAN GENOME SCIENCES INC	8/2/2010	11/16/2010	28	665 31	736 63	(71 32)
SIMON PPTY GROUP, INC	5/10/2010	11/16/2010	7	712 65	626 36	86 29
CERNER CORP	VARIOUS	11/16/2010	16	1,389 57	1,231 21	158 36
QEP RES INC	VARIOUS	11/17/2010	42	1,370 68	1,281 29	89 39
STARBUCKS CORP	6/3/2010	11/22/2010	14	416 77	375 31	41 46
VMWARE INC	4/23/2010	11/22/2010	5	383 39	305 35	78 04
ABBOTT LABORATORIES	VARIOUS	11/27/2010	63	2,951 62	3,149 56	(197 94)
NATIONAL OILWELL VARCO INC	9/27/2010	11/27/2010	9	540 62	398 14	142 48
VMWARE INC	VARIOUS	11/27/2010	15	1,213 02	911 15	301 87
AMERICAN TOWER CORP	10/26/2010	11/30/2010	33	1,698 87	1,675 02	23 85
DEERE & CO	6/4/2010	12/6/2010	22	1,658 59	1,288 06	370 53
GUESS, INC	8/5/2010	12/6/2010	16	754 54	590 05	164 49
SPRINT NEXTEL CORP	VARIOUS	12/7/2010	282	1,097 35	1,263 70	(166 35)
OCCIDENTAL PETROLEUM	1/26/2010	12/8/2010	11	996 17	846 89	149 28
PRICELINE COM INC	9/9/2010	12/8/2010	4	1,623 73	1,319 64	304 09
PRICE T ROWE GROUP INC	VARIOUS	12/13/2010	20	1,235 21	1,108 70	126 51
DIGITAL RLTY TR INC	VARIOUS	12/15/2010	32	1,695 71	1,889 71	(194 00)
CITIGROUP INC	VARIOUS	12/20/2010	199	915 86	803 94	111 92
FIRST SOLAR INC	VARIOUS	12/22/2010	12	1,606 41	1,535 13	71 28
MASTERCARD INC	VARIOUS	12/22/2010	14	3,093 66	3,432 31	(338 65)
ENDO PHARMACEUTICALS	VARIOUS	12/23/2010	33	1,148 44	1,149 99	(1 55)
MSCI INC	9/14/2010	12/27/2010	36	1,364 08	1,234 80	129 28
OVERALL TOTALS				<u>162,863 42</u>	<u>167,309 87</u>	<u>(4,446 45)</u>

DEUTSCHE 5XZ - 946884  
SCHEDULE OF SHORT TERM GAINS & LOSSES ON A FIFO BASIS  
FOR TAX PURPOSES FROM 05/01/2010 TO 12/31/2010

<u>DESCRIPTION</u>	<u>DATE</u> <u>ACQUIRED</u>	<u>DATE</u> <u>SOLD</u>	<u>PAR VALUE</u> <u>SHARES</u>	<u>PROCEEDS</u>	<u>TAX COST</u> <u>BASIS</u>	<u>GAIN(LOSS)</u>
AMERICAN EAGLE OUTFITTERS	VARIOUS	5/17/2010	380	6,071 45	5,448 51	622 94
NUCOR CORP	11/5/2009	9/21/2010	75	2,923 87	2,888 05	35 82
EATON CORP	5/12/2010	12/13/2010	20	<u>1,991 36</u>	<u>1,540 97</u>	<u>450 39</u>
OVERALL TOTALS				<u>10,986 68</u>	<u>9,877 53</u>	<u>1,109 15</u>

DEUTSCHE 5XZ - 946892  
SCHEDULE OF SHORT TERM GAINS & LOSSES ON A FIFO BASIS  
FOR TAX PURPOSES FROM 05/01/2010 TO 12/31/2010

DESCRIPTION	DATE ACQUIRED	DATE SOLD	PAR VALUE SHARES	PROCEEDS	TAX COST BASIS	GAIN(LOSS)
CA INC	VARIOUS	5/12/2010	125	2,559 57	2,729 33	(169 76)
BAXTER INTERNATIONAL INC	3/5/2010	5/25/2010	60	2,497 39	3,509 64	(1,012 25)
BLACKROCK INC	VARIOUS	5/27/2010	15	2,479 18	3,060 44	(581 26)
SYSCO CORP	7/23/2009	6/15/2010	25	765 52	571 37	194 15
GENERAL ELECTRIC CO	9/18/2009	7/12/2010	130	1,883 68	2,164 47	(280 79)
DEVON ENERGY CORP	11/30/2009	7/19/2010	10	634 70	674 74	(40 04)
DOMINION RES INC	12/3/2009	7/19/2010	45	1,858 03	1,712 81	145 22
METLIFE INC	9/9/2009	7/19/2010	25	996 36	950 00	46 36
WESTERN DIGITAL CORP	VARIOUS	7/28/2010	140	3,915 07	5,726 91	(1,811 84)
CUMMINS ENGINE INC	8/11/2009	7/29/2010	15	1,174 30	677 99	496 31
FEDEX CORP	9/16/2009	8/4/2010	10	823 21	779 22	43 99
HONEYWELL INTL INC	9/24/2009	8/4/2010	45	1,920 27	1,786 45	133 82
NATIONAL OILWELL VARCO INC	4/22/2010	8/4/2010	15	583 81	637 87	(54 06)
CUMMINS ENGINE INC	8/14/2009	8/10/2010	35	2,850 91	1,581 99	1,268 92
DU PONT E I DE NEMOURS & CO	8/14/2009	8/10/2010	20	844 61	650 87	193 74
GENERAL ELECTRIC CO	VARIOUS	8/25/2010	35	523 99	585 25	(61 26)
CORNING, INC	10/5/2009	9/1/2010	80	1,267 98	1,199 72	68 26
GENERAL ELECTRIC CO	VARIOUS	9/1/2010	135	1,984 46	2,104 05	(119 59)
GENERAL ELECTRIC CO	VARIOUS	9/9/2010	170	2,617 95	2,937 17	(319 22)
CUMMINS ENGINE INC	VARIOUS	10/12/2010	35	3,242 00	2,061 98	1,180 02
NIKE, INC	2/26/2010	10/20/2010	10	819 73	672 58	147 15
NATIONAL OILWELL VARCO INC	4/19/2010	11/4/2010	15	816 60	637 88	178 72
NUCOR CORP	11/10/2009	11/10/2010	10	399 72	397 16	2 56
OVERALL TOTALS				37,459 04	37,809 89	(350 85)

DEUTSCHE 5XZ-947015  
SCHEDULE OF SHORT TERM GAINS & LOSSES ON A FIFO BASIS  
FOR TAX PURPOSES FROM 05/01/2010 TO 12/31/2010

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PAR VALUE SHARES</u>	<u>PROCEEDS</u>	<u>TAX COST BASIS</u>	<u>GAIN/(LOSS)</u>
DU PONT E I DENEMOURS	1/5/2010	12/6/2010	150	<u>7,241 98</u>	<u>5,072 87</u>	<u>2,169 11</u>
OVERALL TOTALS				<u>7,241 98</u>	<u>5,072 87</u>	<u>2,169 11</u>
GRAND TOTALS - SHORT TERM GAINS(LOSSES)				<u>230,295 76</u>	<u>230,983 60</u>	<u>(687 84)</u>

DEUTSCHE 5XF - 008505  
SCHEDULE OF LONG TERM GAINS & LOSSES ON A FIFO BASIS  
FOR TAX PURPOSES FROM 05/01/2010 TO 12/31/2010

DESCRIPTION	DATE ACQUIRED	DATE SOLD	PAR VALUE SHARES	PROCEEDS	TAX COST BASIS	GAIN/(LOSS)
CAPITAL INCOME BUILDER FUND	12/29/2008	5/11/2010	191 980	9,000 00	7,813 59	1,186 41
CAPITAL WORLD GROWTH & INC	12/29/2008	5/11/2010	367 985	12,000 00	9,501 37	2,498 63
EUROPACIFIC GROWTH FUND	12/29/2008	5/11/2010	327 422	12,000 00	8,977 91	3,022 09
GROWTH FUND OF AMERICA (A)	12/29/2008	5/11/2010	537 634	15,000 00	10,677 41	4,322 59
INCOME FUND OF AMERICA (A)	12/29/2008	5/11/2010	449 006	7,000 00	5,729 32	1,270 68
INTERMEDIATE BOND FUND OF AMERICA	12/29/2008	5/11/2010	676 183	9,000 00	8,601 05	398 95
PIMCO TOTAL RETURN (A)	9/23/2008	5/11/2010	1,981 982	22,000 00	20,989 19	1,010 81
WASHINGTON MUTUAL INVESTORS	12/29/2008	5/11/2010	553 797	14,000 00	11,419 29	2,580 71
CAPITAL INCOME BUILDER FUND	12/29/2008	6/25/2010	526 822	23,923 00	21,441 65	2,481 35
CAPITAL WORLD GROWTH & INC	12/29/2008	6/25/2010	943 928	29,224 00	24,372 22	4,851 78
EUROPACIFIC GROWTH FUND	12/29/2008	6/25/2010	893 722	31,888 00	24,505 86	7,382 14
GROWTH FUND OF AMERICA (A)	12/29/2008	6/25/2010	1,353 085	35,965 00	26,872 27	9,092 73
INCOME FUND OF AMERICA (A)	12/29/2008	6/25/2010	1,089 589	16,431 00	13,903 15	2,527 85
INTERMEDIATE BOND FUND OF AMERICA	12/29/2008	6/25/2010	1,715 746	22,991 00	21,824 29	1,166 71
PIMCO TOTAL RETURN (A)	9/23/2008	6/25/2010	4,888 304	54,749 00	51,767 14	2,981 86
WASHINGTON MUTUAL INVESTORS	12/29/2008	6/25/2010	1,456 145	34,831 00	30,025 71	4,805 29
JP MORGAN CHASE & CO	10/25/2007	10/29/2010	150,000 000	99,426 93	150,000 00	(50,573 07)
CAPITAL INCOME BUILDER FUND	VARIOUS	11/16/2010	2,182 819	109,730 31	88,884 47	20,845 84
EUROPACIFIC GROWTH FUND	12/29/2008	11/16/2010	3,711 354	153,909 85	101,765 32	52,144 53
GROWTH FUND OF AMERICA (A)	12/29/2008	11/16/2010	5,637 229	167,876 68	111,955 37	55,921 31
CAPITAL WORLD GROWTH & INC	12/29/2008	12/17/2010	982 318	35,000 00	25,363 45	9,636 55
PIMCO TOTAL RETURN (A)	9/23/2008	12/21/2010	6,529 851	70,000 00	69,151 12	848 88
PIMCO TOTAL RETURN (A)	9/23/2008	12/29/2010	324 977	3,500 00	3,441 51	58 49
WASHINGTON MUTUAL INVESTORS	12/29/2008	12/29/2010	128 724	3,500 00	2,654 29	845 71
OVERALL TOTALS				<u>992,945 77</u>	<u>851,636 95</u>	<u>141,308 82</u>



DEUTSCHE 5XZ - 946876  
SCHEDULE OF LONG TERM GAINS & LOSSES ON A FIFO BASIS  
FOR TAX PURPOSES FROM 05/01/2010 to 12/31/2010

DESCRIPTION	DATE ACQUIRED	DATE SOLD	PAR VALUE SHARES	PROCEEDS	TAX COST BASIS	GAIN(LOSS)
CAMERON INTL CORP	VARIOUS	5/4/2010	67	2,715 01	2,517 99	197 02
TEVA PHARMACEUTICAL IND LTD	3/24/2009	5/4/2010	9	526 13	408 76	117 37
APPLE INC	9/2/2008	5/6/2010	2	528 83	330 92	197 91
GOOGLE, INC	7/18/2007	5/10/2010	1	509 18	552 53	(43 35)
GUESS INC	9/2/2008	5/11/2010	27	1,101 36	1,008 72	92 64
WEATHERFORD INTL LTD	VARIOUS	5/13/2010	74	1,178 26	759 06	419 20
AVON PRODUCTS INC	5/11/2009	5/13/2010	7	206 44	164 49	41 95
CABLEVISION SYS CORP	VARIOUS	5/13/2010	67	1,628 20	1,352 49	275 71
BLACKROCK INC	VARIOUS	5/14/2010	14	2,397 46	1,651 23	746 23
GOOGLE, INC	VARIOUS	5/14/2010	9	4,647 33	4,413 93	233 40
MILLICOM INTL CELLULAR	4/16/2009	5/18/2010	12	1,079 50	534 58	544 92
APPLE INC	9/2/2008	5/25/2010	1	241 00	165 46	75 54
COLGATE PALMOLIVE CO	1/15/2009	6/8/2010	33	2,585 56	2,068 37	517 19
TEVA PHARMACEUTICAL IND LTD	VARIOUS	6/8/2010	13	712 02	594 28	117 74
VISA INC	VARIOUS	6/8/2010	40	2,880 43	2,033 02	847 41
APPLE INC	9/2/2008	6/9/2010	3	780 58	496 38	284 20
CVS CAREMARK CORP	VARIOUS	6/10/2010	77	2,357 84	2,637 22	(279 38)
WHOLE FOODS MKT INC	VARIOUS	6/10/2010	16	614 89	287 06	327 83
PRICE T ROWE GROUP INC	9/2/2008	6/22/2010	23	1,126 56	1,346 88	(220 32)
LOWES COS INC	VARIOUS	6/23/2010	58	1,330 60	1,114 93	215 67
INTERCONTINENTAL EXCH ANGE	1/20/2009	6/24/2010	4	495 67	216 51	279 16
SOUTHWESTERN ENERGY CO	9/2/2008	7/22/2010	38	1,382 86	1,367 21	15 65
EXPRESS SCRIPTS INC	VARIOUS	7/23/2010	19	866 80	557 76	309 04
ENBRIDGE, INC	VARIOUS	8/4/2010	38	1,859 75	1,394 18	465 57
OCCIDENTAL PETROLEUM	12/4/2008	8/5/2010	9	722 05	417 94	304 11
LOWES COS INC	VARIOUS	8/10/2010	19	397 32	361 27	36 05
ASML HOLDING NV	6/24/2009	8/17/2010	18	511 94	374 01	137 93
WHOLE FOODS MKT INC	VARIOUS	8/18/2010	17	612 69	319 55	293 14
QEP RES INC	3/23/2009	9/28/2010	24	703 25	534 19	169 06
SALESFORCE COM	2/4/2009	10/5/2010	8	913 98	240 30	673 68
LAM RESEARCH CORP	9/2/2008	10/14/2010	17	681 54	611 66	69 88
PEPSICO INC	9/17/2008	10/14/2010	25	1,638 02	1,810 88	(172 86)
PULTE GROUP INC	VARIOUS	10/14/2010	155	1,264 95	2,007 02	(742 07)
CUMMINS ENGINE INC	4/8/2009	10/15/2010	8	733 82	219 74	514 08
ALEXION PHARMACEUTICALS	4/23/2009	10/18/2010	11	754 80	363 31	391 49
WHOLE FOODS MKT INC	4/24/2009	10/20/2010	5	190 90	96 29	94 61
PULTE GROUP INC	VARIOUS	10/21/2010	47	379 80	515 13	(135 33)
CUMMINS ENGINE INC	VARIOUS	10/22/2010	8	713 74	225 37	488 37
AMERICA MOVIL SAB	8/6/2009	10/29/2010	14	812 82	642 29	170 53
F5 NETWORKS INC	9/12/2008	11/1/2010	5	576 24	161 53	414 71
ALLERGAN INC	2/11/2009	11/3/2010	13	939 88	550 27	389 61
PEPSICO INC	9/17/2008	11/10/2010	36	2,348 96	2,607 67	(258 71)
QEP RES INC	VARIOUS	11/17/2010	13	424 26	263 93	160 33
OCCIDENTAL PETROLEUM	VARIOUS	12/8/2010	34	3,079 05	1,733 96	1,345 09
PRICE T ROWE GROUP INC	VARIOUS	12/13/2010	38	2,346 91	2,051 80	295 11
INTUITIVE SURGICAL INC	9/2/2008	12/15/2010	4	1,038 10	1,176 60	(138 50)
LAM RESEARCH CORP	VARIOUS	12/23/2010	57	2,964 05	1,595 69	1,368 36
OVERALL TOTALS				58,501 33	46,854 36	11,646 97

DEUTSCHE 5XZ - 946884  
SCHEDULE OF LONG TERM GAINS & LOSSES ON A FIFO BASIS  
FOR TAX PURPOSES FROM 05/01/2010 TO 12/31/2010

<u>DESCRIPTION</u>	<u>DATE</u> <u>ACQUIRED</u>	<u>DATE</u> <u>SOLD</u>	<u>PAR VALUE</u> <u>SHARES</u>	<u>PROCEEDS</u>	<u>TAX COST</u> <u>BASIS</u>	<u>GAIN(LOSS)</u>
UNUM GROUP	7/19/2004	5/10/2010	405	9,580 11	6,301 80	3,278 31
TRANSOCEAN LTD ZUG NAMEN	VARIOUS	6/7/2010	100	4,790 55	4,977 68	(187 13)
HERCULES OFFSHORE INC	7/23/2007	6/24/2010	165	508 54	5,113 88	(4,605 34)
COMMUNITY HEALTH SYS INC	6/28/2007	7/1/2010	145	4,959 01	5,713 77	(754 76)
HERCULES OFFSHORE INC	VARIOUS	7/1/2010	500	1,334 97	10,995 81	(9,660 84)
OMNICARE, INC	VARIOUS	8/16/2010	260	5,178 30	9,082 14	(3,903 84)
BANK OF AMERICA COM	VARIOUS	10/20/2010	710	8,498 12	19,055 94	(10,557 82)
AGILENT TECHNOLOGIES	5/17/2007	11/5/2010	55	1,925 03	2,084 80	(159 77)
DU PONT E I DE NEMOURS	7/26/2006	11/5/2010	30	1,418 71	1,208 70	210 01
EATON CORP	VARIOUS	VARIOUS	45	4,294 37	2,473 58	1,820 79
WESCO INTERNATIONAL INC	2/4/2008	11/24/2010	50	2,368 01	2,018 73	349 28
EATON CORP	8/12/2009	12/13/2010	10	995 68	549 69	445 99
COMMUNITY HEALTH SYS INC	6/28/2007	12/15/2010	55	2,049 70	2,167 29	(117 59)
WESCO INTERNATIONAL INC	2/4/2008	12/16/2010	65	3,250 85	2,624 35	626 50
DU PONT E I DE NEMOURS	7/26/2006	12/31/2010	60	3,002 34	2,417 40	584 94
OVERALL TOTALS				<u>54,154 29</u>	<u>76,785 56</u>	<u>(22,631 27)</u>

DEUTSCHE 5XZ - 946892  
SCHEDULE OF LONG TERM GAINS & LOSSES ON A FIFO BASIS  
FOR TAX PURPOSES FROM 05/01/2010 TO 12/31/2010

DESCRIPTION	DATE <u>ACQUIRED</u>	DATE <u>SOLD</u>	PAR VALUE <u>SHARES</u>	<u>PROCEEDS</u>	TAX COST <u>BASIS</u>	<u>GAIN(LOSS)</u>
PHILIP MORRIS INTL INC	12/24/2001	5/12/010	30	1,385 69	733 47	652 22
ANADARKO PETE CORP	3/16/2009	5/17/2010	20	1,146 25	748 09	398 16
DIRECTV GROUP INC	5/15/2009	6/15/2010	30	1,156 53	709 22	447 31
ACE LIMITED	9/3/2008	7/15/2010	20	1,103 00	1,033 98	69 02
DEERE & CO	6/23/2009	7/15/2010	35	2,003 84	1,366 70	637 14
AT&T INC	9/3/2008	7/16/2010	65	1,625 62	2,099 99	(474 37)
ORACLE CORP	9/3/2008	7/16/2010	55	1,309 05	1,159 84	149 21
DEVON ENERGY CORP	10/22/2008	7/19/2010	10	634 70	678 94	(44 24)
TRAVELERS COS INC	12/9/2008	7/19/2010	25	1,282 31	1,071 44	210 87
EXXON MOBILE CORP	9/3/2008	8/12/2010	25	1,562 75	1,939 23	(376 48)
NIKE, INC	5/15/2009	8/19/2010	15	1,067 10	763 97	303 13
CORNING, INC	8/13/2009	9/1/2010	55	871 73	899 25	(27 52)
DEERE & CO	VARIOUS	9/9/2010	50	3,433 07	2,203 73	1,229 34
FEDEX CORP	9/21/2009	9/22/2010	30	2,459 35	2,337 67	121 68
BANK OF AMERICA COM	VARIOUS	10/1/2010	155	2,042 86	2,612 27	(569 41)
BRISTOL MYERS SQUIBB	8/10/2009	10/20/2010	130	3,564 72	2,845 70	719 02
NIKE, INC	5/12/2009	10/20/2010	25	2,049 31	1,273 28	776 03
EBAY INC	8/10/2009	11/10/2010	140	4,306 78	3,155 60	1,151 18
NUCOR CORP	VARIOUS	11/10/2010	70	2,798 03	3,337 07	(539 04)
AMERIPRISE FINANCIAL INC	10/2/2009	12/28/2010	20	1,155 01	751 46	403 55
OVERALL TOTALS				<u>36,957 70</u>	<u>31,720 90</u>	<u>5,236 80</u>

DEUTSCHE 5XZ-947015  
SCHEDULE OF LONG TERM GAINS & LOSSES ON A FIFO BASIS  
FOR TAX PURPOSES FROM 05/01/2010 TO 12/31/2010

<u>DESCRIPTION</u>	<u>DATE</u> <u>ACQUIRED</u>	<u>DATE</u> <u>SOLD</u>	<u>PAR VALUE</u> <u>SHARES</u>	<u>PROCEEDS</u>	<u>TAX COST</u> <u>BASIS</u>	<u>GAIN/(LOSS)</u>
BP PLC SPONS ADR AVERAGE	1/14/2009	6/15/2010	26	8,195 22	11,141 00	(2,945 78)
FRONTIER COMMUNICATIONS	1/14/2009	7/8/2010	1	5 78	6 46	(0 68)
FRONTIER COMMUNICATIONS	1/14/2009	7/26/2010	88	647 86	697 86	(50 00)
DIAGEO PLC SPONSORED	1/14/2009	12/6/2010	70	5,027 49	3,750 91	1,276 58
GENUINE PARTS CO	1/14/2009	12/6/2010	80	3,864 91	2,902 87	962 04
OVERALL TOTALS				<u>17,741 26</u>	<u>18,499 10</u>	<u>(757 84)</u>
GRAND TOTALS - LONG TERM GAINS(LOSSES)				<u>1,160,300 35</u>	<u>1,025,496 87</u>	<u>134,803 48</u>

**INVESTMENTS-CORPORATE STOCKS**  
**Deutsche Bank Alex Brown Balance on Hand 12/31/2010**

EXHIBIT C  
P 1 OF 7

Philip E. & Harriet J  
Klein Foundation, Inc.  
52-2046127

<u>No. of Shares</u>	<u>Description</u>	<u>Purchase Date</u>	<u>Cost Basis</u>	<u>Fair Market Value as of 12/31/2010</u>
2,784 473	Capital World Growth & Income	12/29/2008	71,895 10	99,461 38
338 011	Capital World Growth & Income (Reinvestments)	Various	10,088 95	12,073 75
80,000	DB Energy Select Fund (US) L P	Various	63,351 00	76,397 00
25,000	DB Energy Select Fund (US) L P	11/19/2009	25,000 00	23,874 00
15,000	DB Energy Select Fund (US) L P	6/10/2010	15,000 00	14,325 00
20,000	DB Energy Select Fund US LP Cap Call	12/17/2010	20,000 00	20,000 00
150,000	Deutsche Bank AG Lkd To DBLCI MR PLUS	9/21/2007	150,000 00	183,840 00
250,000	Deutsche Bank AG Lkd DBLCI-MR PLUS Total	7/28/2008	250,000 00	205,075 00
75,000	Deutsche Bank Private Equity Global Select fund V	Various	275,625 00	67,394 48
60,000	Deutsche Bank Private Equity Global Select fund V	11/26/2007	60,000 00	53,915 52
35,000	Deutsche Bank Private Equity Global Select fund V	8/5/2008	35,000 00	31,450 72
50,000	Deutsche Bank Private Equity Global Select fund V	7/9/2009	50,000 00	44,929 60
45,000	Deutsche Bank Private Equity Global Select fund V	8/10/2010	45,000 00	45,000 00
45,000	Deutsche Bank Private Equity Global Select fund V	8/24/2010	45,000 00	45,000 00
40,000	Deutsche Bank Private Equity Global Select fund V	9/22/2010	40,000 00	35,943 68
4,155 492	The Income Fund of America Class A	12/29/2008	53,024 08	68,773 39
673 151	The Income Fund of America Class A (Reinvestments)	Various	9,478 07	11,140 65
6,822 412	Intermediate Bond Fund of America	12/29/2008	86,781 07	91,625 00
694 543	Intermediate Bond Fund of America (Reinvestments)	Various	9,051 16	9,327 71
200,000	JP Morgan Chase & Co Index	9/23/2008	200,000 00	186,400 00
9,917 595	Pimco Total Return Class A	9/23/2008	105,027 33	107,605 91
5,726 566	Pimco Total Return Class A (Reinvestments)	Various	59,824 88	62,133 24
270,000	Titan Masters Intl Fund LTD	3/28/2007	270,000 00	303,530 85
250,000	Titan Masters Intl Fund LTD	7/30/2007	250,000 00	281,047 08
130,000	Titan Masters Intl Fund LTD	2/25/2009	130,000 00	146,144 49
311,000	Topiary Select Funds	11/26/2003	107,108 95	41,297 02
5,584 544	Washington Mutual Investors Fund	12/29/2008	115,153 30	151,955 45
576 314	Washington Mutual Investors Fund (Reinvestments)	Various	12,797 59	15,681 50
	<b>Deutsche Bank Alex. Brown - #5XF-008505</b>		<u>2,564,206 48</u>	<u>2,435,342 42</u>

31	Aflac Inc	10/8/2010	1,666 19	1,749 33
9	Aflac Inc	12/8/2010	493 29	507 87
11	Aflac Inc	12/16/2010	604 67	620 73
11	Aflac Inc	12/17/2010	605 00	620 73
35	Agilent Technologies Inc	12/17/2010	1,424 78	1,450 05
4	Alexion Pharmaceuticals Inc	4/23/2009	132 11	322 20
6	Alexion Pharmaceuticals Inc	5/21/2009	201 12	483 30
3	Alexion Pharmaceuticals Inc	3/24/2010	160 62	241 65
6	Alexion Pharmaceuticals Inc	6/17/2010	321 18	483 30
4	Allergan Inc	2/11/2009	169 31	274 68
3	Allergan Inc	2/24/2009	120 66	206 01
6	Allergan Inc	3/24/2010	384 30	412 02
8	Allergan Inc	4/27/2010	495 36	549 36
7	Allergan Inc	4/29/2010	433 93	480 69
8	Allergan Inc	11/18/2010	548 32	549 36
13	Allergan Inc	12/10/2010	895 31	892 71
11	Amazon Com Inc	5/6/2010	1,439 46	1,980 00
9	Amazon Com Inc	5/21/2010	1,069 29	1,620 00
27	America Movil Sab De C V Sponsored	8/11/2009	1,238 71	1,548 18
14	America Movil Sab De C V Sponsored	1/29/2010	596 40	802 76
14	America Movil Sab De C V Sponsored	5/10/2010	706 44	802 76
34 5	Ametek Inc	12/1/2010	1,401 12	1,354 13
10 5	Ametek Inc	12/17/2010	421 05	412 12
27	Anadarko Pete Corp	10/25/2010	1,679 62	2,056 32
9	Anadarko Pete Corp	10/28/2010	555 21	685 44
14	Anadarko Pete Corp	11/4/2010	915 18	1,066 24
10	Anadarko Pete Corp	12/3/2010	695 10	761 60
25	Apple Inc	9/2/2008	4,136 50	8,064 00
3	Apple Inc	4/2/2009	336 60	967 68
4	Apple Inc	9/23/2009	742 28	1,290 24
7	Apple Inc	8/16/2010	1,744 61	2,257 92
8	ASML Holdings N V Holding N V NY	6/24/2009	166 22	306 72
48	ASML Holdings N V Holding N V NY	12/2/2009	1,470 15	1,840 32
24	ASML Holdings N V Holding N V NY	5/7/2010	708 96	920 16
45	Archer Daniels Midland Co	6/18/2010	1,229 76	1,353 60
8	Archer Daniels Midland Co	8/6/2010	242 24	240 64
11	Archer Daniels Midland Co	8/10/2010	335 39	330 88
43	Archer Daniels Midland Co	8/16/2010	1,292 93	1,293 44

No. of Shares	Description	Purchase Date	Cost Basis	Fair Market	EXHIBIT C P 2 OF 7
				Value as of 12/31/2010	
32	Archer Daniels Midland Co	11/9/2010	988 10	962 56	
19	Archer Daniels Midland Co	11/17/2010	559 93	571 52	
17	Baidu Com Inc	6/10/2010	1,192 69	1,641 01	
15	Biogen Idec Inc	10/28/2010	951 45	1,005 75	
11	Biogen Idec Inc	11/17/2010	709 39	737 55	
7	Biogen Idec Inc	11/22/2010	453 67	469 35	
14	Borgwarner Inc	10/28/2010	774 90	1,013 04	
79	Broadcom Corp Class A	9/2/2008	1,885 73	3,440 45	
11	Broadcom Corp Class A	1/20/2010	336 38	479 05	
12	CB Richard Ellis Group Inc	6/16/2010	189 82	245 76	
18	CB Richard Ellis Group Inc	6/21/2010	287 43	368 64	
30	CB Richard Ellis Group Inc	6/24/2010	436 14	614 40	
43	CB Richard Ellis Group Inc	7/20/2010	598 91	880 64	
34	CB Richard Ellis Group Inc	12/20/2010	701 02	696 32	
12	CF Inds Hldgs Inc	10/11/2010	1,323 72	1,621 80	
31	Caterpillar, Inc	8/10/2009	1,467 80	2,903 46	
10	Caterpillar, Inc	2/23/2010	583 00	936 60	
4	Caterpillar, Inc	5/10/2010	263 36	374 64	
38	Celanese Corp	10/22/2010	1,274 45	1,564 46	
10	Celanese Corp	10/25/2010	346 00	411 70	
19	Cimarex Energy Co	6/3/2010	1,483 86	1,682 07	
8	Cimarex Energy Co	8/2/2010	563 76	708 24	
12	Cimarex Energy Co	12/21/2010	1,074 60	1,062 36	
109	Citigroup Inc	8/11/2010	431 38	515 57	
171	Citigroup Inc	9/13/2010	684 00	808 83	
132	Citigroup Inc	9/21/2010	529 00	624 36	
137	Citigroup Inc	9/22/2010	535 34	648 01	
198	Citigroup Inc	11/1/2010	829 62	936 54	
21	Cliffs Nat Res Inc	7/27/2010	1,165 88	1,638 21	
3	Cliffs Nat Res Inc	8/2/2010	180 42	234 03	
31	Coach, Inc	6/23/2009	787 34	1,714 61	
12	Coach, Inc	3/17/2010	456 36	663 72	
9	Coach, Inc	7/23/2010	332 73	497 79	
15	Companhia Brasileira De Dist	10/29/2010	589 65	629 70	
19	Companhia Brasileira De Dist	11/9/2010	751 22	797 62	
27	Concho Res Inc	6/4/2010	1,546 24	2,367 09	
6	Concho Res Inc	12/16/2010	497 88	526 02	
7	Concho Res Inc	12/20/2010	600 67	613 69	
13	Cummins Engine Inc	4/23/2009	393 61	1,430 13	
4	Cummins Engine Inc	2/4/2010	186 96	440 04	
8	Cummins Engine Inc	5/10/2010	570 00	880 08	
4	Cummins Engine Inc	5/11/2010	285 48	440 04	
19	Devon Energy Corp	11/9/2010	1,359 41	1,491 69	
18	Devon Energy Corp	11/22/2010	1,299 78	1,413 18	
9	Devon Energy Corp	12/1/2010	644 40	706 59	
11	Devon Energy Corp	12/3/2010	808 28	863.61	
9	Express Scripts Inc	4/7/2009	217 44	486 45	
20	Express Scripts Inc	5/5/2009	651 90	1,081 00	
8	Express Scripts Inc	5/6/2009	255 52	432 40	
14	Express Scripts Inc	12/10/2010	762 86	756 70	
24	Fastenal Co	5/11/2010	1,286 16	1,437 84	
5	Fastenal Co	5/21/2010	246 20	299 55	
35	Fedex Corp	10/12/2010	3,059 28	3,255 35	
6	Fedex Corp	11/22/2010	520 92	558 06	
11	Fedex Corp	11/30/2010	1,017 06	1,023 11	
23	F5 Networks Inc	9/12/2008	743 06	2,993 68	
3	F5 Networks Inc	10/12/2010	284 34	390 48	
28	General Mtrs Co	11/19/2010	947 24	1,032 08	
22	General Mtrs Co	12/1/2010	766 44	810 92	
44	Goldcorp Inc	6/7/2010	1,854 96	2,023 12	
12	Goldcorp Inc	6/17/2010	539 40	551 76	
8	Goldcorp Inc	9/22/2010	358 16	367 84	
7	Google Inc Class A	10/11/2010	3,794 00	4,157 79	
4	Google Inc Class A	10/15/2010	2,376 24	2,375 88	
8	Guess Inc	8/5/2010	295 02	378 56	
7	Guess Inc	8/13/2010	261 59	331.24	
11	Guess Inc	10/28/2010	433 95	520 52	
8	HDFC BL LTD	7/29/2010	1,287 92	1,336 88	
1	HDFC BL LTD	9/13/2010	174 23	167 11	
3	HDFC BL LTD	12/8/2010	538 56	501 33	
4	HDFC BL LTD	12/21/2010	664 08	668 44	
15	Hospira Inc	3/24/2010	850 47	835 35	
9	Hospira Inc	5/5/2010	496 53	501 21	
5	Hospira Inc	11/17/2010	286 40	278 45	
8	Hospira Inc	11/22/2010	459 76	445 52	

No. of Shares	Description	Purchase Date	Cost Basis	Fair Market Value as of	EXHIBIT C P 3 OF 7
				12/31/2010	
5	Hospira Inc	12/6/2010	280 90	278 45	
13	Illumina Inc	11/23/2010	782 47	823 42	
9	Illumina Inc	12/10/2010	567 45	570 06	
3	Intercontinental Exchange Inc	1/20/2009	162 38	357 45	
4	Intercontinental Exchange Inc	2/4/2009	239 96	476 60	
1	Intercontinental Exchange Inc	7/17/2009	87 49	119 15	
3	Intercontinental Exchange Inc	12/29/2009	327 15	357 45	
4	Intercontinental Exchange Inc	2/25/2010	412 48	476 60	
1	Intercontinental Exchange Inc	3/24/2010	109 87	119 15	
5	Intercontinental Exchange Inc	4/1/2010	558 75	595 75	
2	Intercontinental Exchange Inc	5/17/2010	236 34	238 30	
6	Intercontinental Exchange Inc	12/15/2010	707 52	714 90	
2	Intuitive Surgical Inc	10/29/2009	519 78	515 50	
2	Intuitive Surgical Inc	11/27/2009	563 80	515 50	
73	Invesco LTD	10/11/2010	1,637 98	1,756 38	
23	Invesco LTD	11/11/2010	511 48	553 38	
27	Invesco LTD	11/22/2010	581 80	649 62	
27	Invesco LTD	12/15/2010	615 28	649 62	
48	Itau Unibanco Hldg	10/22/2010	1,219 11	1,152 48	
56	Itau Unibanco Hldg	10/26/2010	1,410 61	1,344 56	
26	Itau Unibanco Hldg	12/8/2010	602 89	624 26	
19	Itau Unibanco Hldg	12/15/2010	434 30	456 19	
41	Juniper Networks Inc	10/6/2010	1,275 84	1,513 72	
3	Lam Research Corp	11/13/2008	52 55	155 34	
10	Lam Research Corp	2/9/2009	216 68	517 80	
12	Lam Research Corp	4/28/2010	507 12	621 36	
10	Lam Research Corp	5/5/2010	398 50	517 80	
16	Las Vegas Sands Corp	3/10/2010	310 21	735 20	
18	Las Vegas Sands Corp	5/27/2010	421 53	827 10	
6	Las Vegas Sands Corp	12/20/2010	278 22	275 70	
17	Manpower Inc	10/19/2010	957 07	1,066 92	
7	Manpower Inc	10/26/2010	387 94	439 32	
1	Mead Johnson Nutrition Co	1/11/2010	45 00	62 25	
13	Mead Johnson Nutrition Co	2/1/2010	570 44	809 25	
6	Mead Johnson Nutrition Co	2/9/2010	276 54	373 50	
7	Mead Johnson Nutrition Co	2/16/2010	322 35	435 75	
6	Mead Johnson Nutrition Co	6/18/2010	324 06	373 50	
16	Mead Johnson Nutrition Co	8/18/2010	856 45	996 00	
40	NII Hldgs Inc	8/2/2010	1,593 52	1,786 40	
10	NII Hldgs Inc	8/12/2010	382 70	446 60	
25	NII Hldgs Inc	8/18/2010	988 20	1,116 50	
20	National Oilwell Varco Inc	9/27/2010	884 76	1,345 00	
26	Netapp Inc	9/9/2010	1,219 87	1,428 96	
125	Oracle Corp	10/28/2010	3,584 74	3,912 50	
5	Pepsico Inc	9/17/2008	362 18	326 65	
14	Pepsico Inc	12/31/2008	769 56	914 62	
5	Pepsico Inc	8/19/2009	282 90	326 65	
25	Pepsico Inc	6/3/2010	1,589 95	1,633 25	
15	Pepsico Inc	12/20/2010	993.75	979 95	
10	Precision Castparts Corp	11/5/2010	1,434 00	1,392 10	
99	Qualcomm Inc	9/30/2010	4,511 33	4,899 51	
26	Questar Corp	3/23/2009	274 85	452 66	
11	Questar Corp	7/15/2009	104 21	191 51	
31	Questar Corp	5/10/2010	457 46	539 71	
11	Questar Corp	5/21/2010	151 07	191 51	
14	Questar Corp	8/2/2010	234 78	243 74	
36	Questar Corp	9/20/2010	627 77	626 76	
32	Royal Caribbean Cruises LTD	11/5/2010	1,359 62	1,504 00	
5	Salesforce Com Inc	2/4/2009	150 19	660 00	
10	Salesforce Com Inc	2/9/2009	294 18	1,320 00	
7	Salesforce Com Inc	1/20/2010	486 78	924 00	
7	Salesforce Com Inc	10/12/2010	719 74	924 00	
3	Sandisk Corp	8/30/2010	102 45	149 58	
10	Sandisk Corp	9/21/2010	361 70	498 60	
21	Sandisk Corp	10/12/2010	832 61	1,047 06	
57	Schlumberger LTD Com	10/28/2010	3,952 84	4,759 50	
10	Schlumberger LTD Com	12/15/2010	811 80	835 00	
9	Schlumberger LTD Com	12/20/2010	740 16	751 50	
87	Schwab Charles Corp	12/6/2010	1,410 97	1,488 57	
46	Schwab Charles Corp	12/8/2010	769 03	787.06	
34	Schwab Charles Corp	12/20/2010	571 14	581 74	
10	Simon Pty Group Inc	5/10/2010	894 80	994 90	
11	Simon Pty Group Inc	6/2/2010	933 57	1,094 39	
6	Simon Pty Group Inc	12/20/2010	580 68	596 94	
31	Starbucks Corp	6/3/2010	831 05	996 03	

No. of Shares	Description	Purchase Date	Cost Basis	Fair Market Value as of 12/31/2010	EXHIBIT C P 4 OF 7
32	Starbucks Corp	6/18/2010	901 70	1,028 16	
25	Starbucks Corp	6/29/2010	631 70	803 25	
25	Starwood Hotels & Resorts Worldwide	10/21/2009	857 47	1,519 50	
8	Starwood Hotels & Resorts Worldwide	2/5/2010	278 88	486 24	
8	Starwood Hotels & Resorts Worldwide	7/23/2010	372 40	486 24	
22	Time Warner Cable Inc	12/3/2010	1,436 12	1,452 66	
26	United Sts Stl Corp	8/4/2010	1,250 81	1,518 92	
31	Universal Health Svcs Inc	6/21/2010	1,281 17	1,346 02	
13	Universal Health Svcs Inc	8/18/2010	463 84	564 46	
14	Walter Energy Inc	11/8/2010	1,364 44	1,789 76	
116	Western Un Co	11/10/2010	2,137 66	2,154 12	
33	Western Un Co	11/22/2010	594 60	612 81	
19	Whole Foods Mkt Inc	2/19/2010	574 15	961 21	
	<b>Deutsche Bank Alex. Brown - #5XZ-946876</b>		<b>159,286 96</b>	<b>197,526 36</b>	
270	Agilent Technologies Inc	5/17/2007	10,234 49	11,186 10	
165	Alcoa Inc	7/19/2007	5,355 90	2,539 35	
165	Alcoa Inc	8/1/2007	6,060 55	2,539 35	
70	Alcoa Inc	10/8/2008	1,019 11	1,077 30	
190	Alcoa Inc	10/16/2008	2,119 68	2,924 10	
90	Allstate Corp	1/30/2009	1,979 19	2,869 20	
210	Allstate Corp	3/26/2009	4,232 36	6,694 80	
90	Amgen Inc	1/17/2008	4,279 64	4,941 00	
65	Amgen Inc	1/17/2008	3,110 78	3,568 50	
115	Archer Daniels Midland Co	11/30/2010	3,328 25	3,459 20	
125	Archer Daniels Midland Co	12/23/2010	3,806 56	3,760 00	
95	Avery Dennison Corp	4/15/2010	3,547 33	4,022 30	
60	Avery Dennison Corp	5/5/2010	2,288 86	2,540 40	
95	Avery Dennison Corp	5/12/2010	3,560 77	4,022 30	
165	Bancorpsouth Inc	11/8/2010	2,282 27	2,631 75	
110	Bank of New York Mellon Corp	2/1/2010	3,259 87	3,322 00	
100	Bank of New York Mellon Corp	3/1/2010	2,859 49	3,020 00	
100	Bank of New York Mellon Corp	5/5/2010	3,118 95	3,020 00	
60	Boeing Co	11/5/2009	2,887 15	3,915 60	
50	Boeing Co	1/7/2010	2,798 77	3,263 00	
25	Boeing Co	6/2/2010	1,594 70	1,631 50	
145	Chesapeake Energy Corp	10/6/2010	3,275 55	3,756 95	
135	Chesapeake Energy Corp	11/4/2010	2,960 55	3,497 85	
125	Cisco Systems Inc	2/12/2010	2,967 50	2,528 75	
125	Cisco Systems Inc	6/2/2010	2,895 90	2,528 75	
135	Cisco Systems Inc	8/12/2010	2,902 28	2,731 05	
125	Community Health Sys Inc	6/28/2007	4,925 66	4,671 25	
60	Community Health Sys Inc	10/30/2008	1,140 02	2,242 20	
115	Conocophillips Com	7/5/2006	7,685 44	7,831 50	
5	Conocophillips Com	10/10/2008	245 32	340 50	
140	Du Pont E I De Nemours & Company	7/26/2006	5,640 60	9,976 00	
10	Eaton Corp	5/12/2010	770 48	1,015 10	
30	Eaton Corp	7/21/2010	2,190 26	3,045 30	
540	Gap Inc	1/11/2006	9,669 19	11,955 60	
295	General Electric Co	5/15/2006	10,149 89	5,395 55	
15	General Electric Co	9/21/2007	619 95	274 35	
20	General Electric Co	1/28/2008	686 00	365 80	
170	General Electric Co	10/24/2008	3,009 00	3,109 30	
310	Health Net Inc	7/19/2004	8,060 00	8,459 90	
75	Health Net Inc	5/5/2008	2,191 65	2,046 75	
30	Health Net Inc	10/20/2008	554 52	818 70	
130	International Paper Co	12/1/2010	3,299 67	3,541 20	
75	JP Morgan Chase & Co Com	11/7/2003	2,723 26	3,181 50	
215	JP Morgan Chase & Co Com	3/17/2008	8,596 52	9,120 30	
35	JP Morgan Chase & Co Com	10/15/2010	1,307 23	1,484 70	
115	Lifepoint Hosps Inc	9/17/2009	2,960 90	4,226 25	
85	Lifepoint Hosps Inc	11/2/2009	2,450 11	3,123 75	
60	Lifepoint Hosps Inc	3/30/2010	2,245 60	2,205 00	
135	Lowes Cos Inc	8/25/2009	2,741 93	3,385 80	
140	Lowes Cos Inc	9/25/2009	2,938 60	3,511 20	
185	Macys Inc	8/25/2009	2,717 08	4,680 50	
140	Macys Inc	11/10/2009	2,526 68	3,542 00	
125	Marathon Oil Corp	7/19/2004	2,341 25	4,628 75	
60	Marathon Oil Corp	2/11/2008	2,948 69	2,221 80	
60	Marathon Oil Corp	7/23/2008	2,599 83	2,221.80	
50	Marathon Oil Corp	10/10/2008	1,297 58	1,851 50	
80	Medtronic Inc	5/26/2009	2,578 25	2,967 20	
75	Medtronic Inc	10/13/2009	2,719 50	2,781 75	
55	Medtronic Inc	1/7/2010	2,417 05	2,039 95	
95	Metlife Inc	12/19/2008	3,488 02	4,221 80	



No. of Shares	Description	Purchase Date	Cost Basis	Fair Market Value as of	EXHIBIT C
				12/31/2010	P 5 OF 7
50	Mettlife Inc	1/8/2009	1,646 27	2,222 00	
80	Mettlife Inc	1/14/2009	2,165 41	3,555 20	
240	Nokia Corp Sponsored ADR	1/7/2010	3,214 97	2,476 80	
215	Nokia Corp Sponsored ADR	2/17/2010	2,794 05	2,218 80	
375	Patterson Utl Energy Inc	11/30/2006	10,277 03	8,081 25	
105	Patterson Utl Energy Inc	1/4/2007	2,297 40	2,262 75	
45	Patterson Utl Energy Inc	10/17/2008	598 48	969 75	
275	Pfizer Inc	11/3/2004	8,249 15	4,815 25	
255	Pfizer Inc	9/21/2007	6,303 60	4,465 05	
70	PNC Finl Svcs Group Inc	6/25/2009	2,758 81	4,250 40	
45	PNC Finl Svcs Group Inc	11/2/2009	2,242 71	2,732 40	
35	PNC Finl Svcs Group Inc	10/15/2010	1,794 83	2,125 20	
70	Prudential Finl Inc	6/25/2009	2,541 71	4,109 70	
45	Prudential Finl Inc	10/13/2009	2,233 61	2,641 95	
80	Prudential Finl Inc	11/13/2009	3,796 47	4,696 80	
110	Rehabcare Group Inc	11/2/2010	2,526 63	2,607 00	
45	Rehabcare Group Inc	11/3/2010	939 07	1,066 50	
145	Safeway Inc	8/3/2009	2,750 93	3,261 05	
130	Safeway Inc	10/22/2009	3,048 86	2,923 70	
165	Terex Corp	2/11/2010	2,999 17	5,121 60	
65	Terex Corp	5/5/2010	1,683 26	2,017 60	
180	Terex Corp	6/7/2010	3,673 12	5,587 20	
140	Texas Instruments Inc	10/10/2008	2,613 00	4,550 00	
35	Texas Instruments Inc	2/5/2009	595 00	1,137 50	
180	Texas Instruments Inc	4/21/2009	3,063 83	5,850 00	
115	True Religion Apparel Inc	12/28/2010	2,643 70	2,559 90	
210	Unitedhealth Group Inc	7/23/2008	5,813 33	7,583 10	
110	Unitedhealth Group Inc	9/18/2008	2,759 71	3,972 10	
180	Valero Energy Corporation	4/15/2010	3,535 76	4,161 60	
140	Valero Energy Corporation	5/5/2010	2,824 05	3,236 80	
150	Valero Energy Corporation	6/28/2010	2,778 00	3,468 00	
110	WellsFargo & Co	10/14/2008	3,605 83	3,408 90	
95	WellsFargo & Co	10/28/2008	2,963 49	2,944 05	
30	WellsFargo & Co	11/7/2008	810 00	929 70	
30	WellsFargo & Co	2/4/2009	565 99	929 70	
75	Wesco Intl Inc	2/4/2008	3,028 09	3,960 00	
	<b>Deutsche Bank Alex. Brown - #5XZ-946884</b>		<b>309,297 50</b>	<b>341,374 95</b>	
105	Abbott Labs	10/15/2010	5,593 11	5,030 55	
85	Ace Limited Shs	9/3/2008	4,394 43	5,291 25	
10	Ace Limited Shs	12/1/2009	501 79	622 50	
105	Aflac Inc	9/3/2010	5,332 33	5,925 15	
150	American Electric Power Co	7/9/2010	5,212 19	5,397 00	
45	Ameriprise Financial Inc	10/6/2009	1,690 78	2,589 75	
25	Ameriprise Financial Inc	10/27/2009	943 87	1,438 75	
35	Ameriprise Financial Inc	7/30/2010	1,484 07	2,014 25	
10	Anadarko Pete Corp	3/16/2009	374 04	761 60	
50	Anadarko Pete Corp	5/7/2009	2,381 55	3,808 00	
25	Anadarko Pete Corp	6/10/2010	952 46	1,904 00	
15	Anadarko Pete Corp	9/9/2010	800 98	1,142 40	
15	Apache Corp	9/3/2008	1,590 44	1,788 45	
40	Apache Corp	7/23/2009	3,055 71	4,769 20	
135	AT&T Inc	9/3/2008	4,361 52	3,966 30	
25	AT&T Inc	8/3/2009	646 25	734 50	
50	AT&T Inc	8/31/2009	1,329 50	1,469 00	
85	AT&T Inc	10/6/2010	2,419 95	2,497 30	
25	Bank of America Com	8/24/2009	423 84	333 50	
15	Bank of America Com	10/26/2009	254 51	200 10	
25	Bank of America Com	11/6/2009	361 00	333 50	
25	Bank of America Com	11/27/2009	405 25	333 50	
90	Bank of America Com	12/8/2009	1,457 10	1,200 60	
70	Bank of America Com	1/12/2010	1,195 60	933 80	
60	Bank of America Com	4/13/2010	1,128 60	800 40	
110	Bank of America Com	7/23/2010	1,505 90	1,467 40	
75	Bank of America Com	11/1/2010	866 25	1,000 50	
55	Boeing Co	1/12/2010	3,409 63	3,589 30	
25	Boeing Co	8/20/2010	1,611 62	1,631 50	
15	Bristol Myers Squibb CO	8/13/2009	328 35	397 20	
90	Bristol Myers Squibb CO	5/20/2010	2,085 30	2,383 20	
40	Caterpillar, Inc	7/12/2010	2,565 87	3,746 40	
75	Chevron Corp Com	11/28/2008	5,907 69	6,843 75	
20	Chevron Corp Com	3/12/2009	1,233 80	1,825 00	
5	Chevron Corp Com	5/1/2009	334 05	456 25	

No. of Shares	Description	Purchase Date	Cost Basis	Fair Market	EXHIBIT C P 6 OF 7
				Value as of 12/31/2010	
5	Chevron Corp Com	7/29/2009	342 14	456 25	
100	Cisco Systems Inc	9/3/2008	2,319 86	2,023 00	
120	Cisco Systems Inc	6/23/2009	2,284 80	2,427 60	
70	Cisco Systems Inc	11/12/2010	1,421 00	1,416 10	
10	Comcast Corp	9/11/2009	163 34	219 70	
150	Comcast Corp	10/5/2009	2,549 28	3,295 50	
45	Comcast Corp	10/26/2009	690 29	988 65	
65	Comcast Corp	7/23/2010	1,255 64	1,428 05	
160	Corning Inc	10/5/2009	2,399 44	3,091 20	
65	Covidien LTD	10/9/2008	2,989 91	2,967 90	
75	Covidien LTD	9/30/2010	3,025 42	3,424 50	
50	CVS Caremark Corp	9/3/2008	1,850 46	1,738 50	
25	CVS Caremark Corp	1/9/2009	642 25	869 25	
35	CVS Caremark Corp	11/10/2009	1,012 17	1,216 95	
65	CVS Caremark Corp	7/14/2010	1,990 28	2,260 05	
25	Deere & Co	8/7/2009	1,155 71	2,076 25	
15	Deere & Co	9/16/2009	652 10	1,245 75	
70	Directv Group Inc	5/15/2009	1,654 85	2,795 10	
60	Directv Group Inc	3/3/2010	2,029 20	2,395 80	
95	Disney Walt Co	9/11/2009	2,490 96	3,563 45	
20	Disney Walt Co	10/2/2009	563 80	750 20	
35	Disney Walt Co	7/13/2010	1,211 65	1,312 85	
45	Dominion Res Inc	12/8/2009	1,712 81	1,922 40	
85	Dominion Res Inc	2/22/2010	3,259 94	3,631 20	
90	Dow Chem Co	11/5/2010	2,919 59	3,072 60	
55	Du Pont E I De Nemours & Company	8/14/2009	1,789 90	2,743 40	
65	Du Pont E I De Nemours & Company	9/10/2009	2,033 18	3,242 20	
10	Du Pont E I De Nemours & Company	12/11/2009	317 00	498 80	
190	EMC Corp	9/3/2008	2,819 28	4,351 00	
70	EMC Corp	7/13/2010	1,400 00	1,603 00	
70	EQT Corporation	2/5/2010	3,225 07	3,138 80	
30	EQT Corporation	4/12/2010	1,301 49	1,345 20	
30	EQT Corporation	4/16/2010	1,337 61	1,345 20	
25	EQT Corporation	9/30/2010	900 47	1,121 00	
35	Exxon Mobile Corp	9/3/2008	2,714 91	2,559 20	
15	Exxon Mobile Corp	3/20/2009	1,028 10	1,096 80	
5	Exxon Mobile Corp	5/1/2009	337 69	365 60	
5	Exxon Mobile Corp	7/29/2009	359 60	365 60	
10	Exxon Mobile Corp	9/18/2009	698 00	731 20	
15	Exxon Mobile Corp	3/12/2010	1,007 10	1,096 80	
30	Franklin Resources Inc	1/7/2010	3,238 06	3,336 30	
20	Franklin Resources Inc	1/20/2010	2,225 47	2,224 20	
160	Gap Inc	7/2/2009	2,656 56	3,542 40	
75	Gap Inc	9/14/2009	1,618 96	1,660 50	
5	Gap Inc	12/1/2009	111 94	110 70	
45	Gap Inc	7/14/2010	835 14	996 30	
85	General Motors Co	11/22/2010	2,915 50	3,133 10	
20	Honeywell Intl Inc	9/24/2009	793 98	1,063 20	
25	Honeywell Intl Inc	10/5/2009	916 80	1,329 00	
80	Honeywell Intl Inc	12/9/2009	3,196 82	4,252 80	
160	Intel Corp	7/29/2009	2,880 00	3,364 80	
25	International Business Machs Corp	5/7/2009	2,649 91	3,669 00	
20	International Business Machs Corp	5/12/2010	2,638 56	2,935 20	
50	ITT Corp	3/20/2009	1,931 23	2,605 50	
15	ITT Corp	11/6/2009	764 97	781 65	
50	ITT Corp	12/22/2010	2,606 94	2,605 50	
80	Johnson & Johnson Com	9/3/2008	5,708 66	4,948 00	
10	Johnson & Johnson Com	9/23/2009	604 90	618 50	
50	Johnson & Johnson Com	7/30/2010	2,900 50	3,092 50	
60	JP Morgan Chase & Co	12/24/2001	2,155 80	2,545 20	
10	JP Morgan Chase & Co	9/3/2008	390 30	424 20	
80	JP Morgan Chase & Co	1/16/2009	1,779 20	3,393 60	
25	JP Morgan Chase & Co	5/1/2009	840 69	1,060 50	
15	JP Morgan Chase & Co	12/1/2009	632 08	636 30	
40	JP Morgan Chase & Co	11/30/2010	1,495 15	1,696 80	
105	Merck & Co Inc	8/14/2009	3,185 54	3,784 20	
15	Metlife Inc	9/14/2009	570 00	666 60	
20	Metlife Inc	10/2/2009	773 53	888 80	
10	Metlife Inc	11/6/2009	332 48	444 40	
90	Metlife Inc	12/18/2009	3,311.60	3,999 60	
115	Microsoft Corp	5/27/2009	2,255 15	3,210 80	
115	Microsoft Corp	1/12/2010	3,487 51	3,210 80	
340	Motorola Inc	8/5/2010	2,733 60	3,083 80	
55	National Oilwell Varco Inc	4/22/2010	2,338 87	3,698 75	
70	Occidental Petroleum Corp	9/3/2008	5,209 54	6,867 00	

<u>No. of Shares</u>	<u>Description</u>	<u>Purchase Date</u>	<u>Cost Basis</u>	<u>Fair Market Value as of 12/31/2010</u>
110	Oracle Corp	9/3/2008	2,319 68	3,443 00
255	Pfizer Inc	8/12/2009	4,118 25	4,465 05
45	Pfizer Inc	9/23/2009	751 05	787 95
35	Pfizer Inc	10/5/2009	580 30	612 85
65	Pfizer Inc	10/21/2009	1,157 00	1,138 15
85	Pfizer Inc	9/3/2010	1,398 25	1,488 35
20	Philip Morris Intl Inc	12/24/2001	488 98	1,170 60
30	Philip Morris Intl Inc	10/7/2004	755 06	1,755 90
15	Philip Morris Intl Inc	9/3/2008	813 90	877 95
10	Philip Morris Intl Inc	2/6/2009	367 80	585 30
30	Philip Morris Intl Inc	7/15/2010	1,498 77	1,755 90
25	Raytheon Co Com	2/6/2009	1,198 23	1,158 50
30	Raytheon Co Com	3/16/2009	1,040 26	1,390 20
10	Raytheon Co Com	3/29/2010	572 26	463 40
55	Sempra Energy	8/11/2010	2,829 59	2,886 40
45	Sempra Energy	8/27/2010	2,330 53	2,361 60
105	Sysco Corp	7/23/2009	2,399 77	3,087 00
45	Teva Pharmaceutical Industries LTD	2/3/2010	2,559 45	2,345 85
15	Teva Pharmaceutical Industries LTD	2/10/2010	846 57	781 95
85	TJX Companies Inc	3/5/2010	3,496 89	3,773 15
25	Travelers Cos Inc	12/9/2008	1,071 44	1,392 75
75	Travelers Cos Inc	2/6/2009	2,933 79	4,178 25
5	Travelers Cos Inc	5/15/2009	192 62	278 55
55	Union Pacific Corp	12/9/2008	2,546 58	5,096 30
15	Union Pacific Corp	7/23/2010	1,109 90	1,389 90
60	Wells Fargo & Co	9/3/2008	1,841 22	1,859 40
125	Wells Fargo & Co	1/16/2009	2,283 75	3,873 75
35	Wells Fargo & Co	1/23/2009	530 28	1,084 65
85	Wells Fargo & Co	8/16/2010	2,178 31	2,634 15
280	Xerox Corporation	5/7/2010	2,712 53	3,225 60
	<b>Deutsche Bank Alex. Brown - #5XZ-946892</b>		<b>253,604 57</b>	<b>302,041 30</b>
560	Altria Group Inc	1/14/2009	8,998 59	13,787 20
280	Astrazeneca Plc Sponsored	1/14/2009	11,067 44	12,933 20
450	AT&T Inc	1/14/2009	11,397 74	13,221 00
130	Boeing Co	5/15/2009	5,662 92	8,483 80
510	Bristol Myers Squibb Co	1/14/2009	11,322 00	13,504 80
150	Chevron Corp	1/14/2009	10,390 10	13,687 50
190	Conocophillips Com	11/4/2009	9,657 23	12,939 00
150	Diageo Plc Sponsored ADR	1/14/2009	8,037 65	11,149 50
240	Dominion Res Inc	7/21/2010	9,874 13	10,252 80
230	Du Pont E De Nemours & Co	1/8/2010	7,778 39	11,472 40
820	General Electric Co	1/14/2009	11,576 43	14,997 80
230	Genuine Parts Co	1/14/2009	8,345 74	11,808 20
300	HCP Inc	6/29/2010	9,799 32	11,037 00
200	HSBC Holdings Plc Spon ADR	6/4/2009	9,149 40	10,208 00
250	Health Care Reit Inc	1/14/2009	8,997.00	11,910 00
330	Heinz H J Company	1/14/2009	11,522 14	16,321 80
350	Intel Corp	11/25/2009	6,730 29	7,360 50
100	Johnson & Johnson	1/14/2009	5,760 80	6,185 00
90	Johnson & Johnson	5/17/2010	5,746 50	5,566 50
230	Kimberly Clark Corp	1/14/2009	11,803 60	14,499 20
400	Kraft Foods Inc	1/14/2009	11,196 00	12,604 00
310	Lilly Eli & Co	1/14/2009	11,584 70	10,862 40
170	Microsoft Corp	4/20/2009	3,183 29	4,746 40
120	Microsoft Corp	9/7/2010	2,879 38	3,350 40
190	Nextera Energy Inc	2/25/2009	9,142 14	9,878 10
670	Nokia Corp	1/14/2009	9,044 30	6,914 40
220	Philip Morris Intl Inc	1/14/2009	9,022 99	12,876 60
160	3M Co	1/14/2009	8,799 18	13,808 00
130	Travelers Cos Inc	3/26/2009	5,174 04	7,242 30
500	Unilever NV New York Shs	1/14/2009	11,323 00	15,700 00
370	Verizon Communications	1/14/2009	10,653 79	13,238 60
570	Vodafone Group Plc	1/14/2009	11,268 90	15,065 10
	<b>Deutsche Bank Alex. Brown - #5XZ-947015</b>		<b>286,889 12</b>	<b>357,611 50</b>
	<b>Deutsche Bank Alex. Brown Grand Totals</b>		<b>3,573,284 63</b>	<b>3,633,896 53</b>