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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010**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****, 2010, and ending****, 20****G** Check all that apply:☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation

SAMUEL L. PHILLIPS FAMILY FDN

A Employer identification number

56-2225556

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

1525 WEST WT HARRIS BLVD

(336) 747-8002

City or town, state, and ZIP code

CHARLOTTE, NC 28288-5709

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**J** Accounting method ☒ Cash ☐ Accrual

of year (from Part II, col. (c), line

☐ Other (specify) _____

16) ▶ \$ 13,168,453.

(Part I, column (d) must be on cash basis.)

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 ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	338,983.	337,608.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	269,333.			
b Gross sales price for all assets on line 6a	3,072,890.			
7 Capital gain net income (from Part IV, line 2)		269,333.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	4,354.	60,306.		STMT 8
12 Total. Add lines 1 through 11	612,670.	667,247.		
13 Compensation of officers, directors, trustees, etc.	20,000.	NONE		20,000.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans; employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	114,564.	82,941.		31,623.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	6,757.	4,452.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT. 11	18.	18.		
24 Total operating and administrative expenses. Add lines 13 through 23	141,339.	87,411.	NONE	51,623.
25 Contributions, gifts, grants paid	553,500.			553,500.
26 Total expenses and disbursements. Add lines 24 and 25	694,839.	87,411.	NONE	605,123.
27 Subtract line 26 from line 12	-82,169.			
a Excess of revenue over expenses and disbursements		579,836.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

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ENVELOPE
POSTMARK DATE MAY 12 2011

SCANNED MAY 18 2011

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
Assets	1	Cash - non-interest-bearing		NONE		
	2	Savings and temporary cash investments		1,551,455.	523,988.	523,988.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE	NONE		
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) STMT 12		NONE	968,421.	983,032.
	b	Investments - corporate stock (attach schedule) STMT 14		NONE	2,848,511.	3,393,828.
	c	Investments - corporate bonds (attach schedule) STMT 18		NONE	7,844,818.	7,937,929.
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶		NONE			
12	Investments - mortgage loans		NONE			
13	Investments - other (attach schedule) STMT 19		11,131,053.	300,000.	329,676.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)		NONE			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		12,682,508.	12,485,738.	13,168,453.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds		12,682,508.	12,485,738.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds		NONE			
30	Total net assets or fund balances (see page 17 of the instructions)		12,682,508.	12,485,738.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		12,682,508.	12,485,738.		

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	12,682,508.
2	Enter amount from Part I, line 27a	2	-82,169.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	12,600,339.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 20	5	114,601.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,485,738.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	269,333.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).					
If (loss), enter -0- in Part I, line 8.					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	543,000.	12,162,259.	0.04464631118
2008	536,778.	13,199,733.	0.04066582256
2007	716,110.	15,365,553.	0.04660489603
2006	603,055.	13,065,351.	0.04615681584
2005	249,929.	5,784,838.	0.04320414850
2 Total of line 1, column (d)			2 0.22127799411
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.04425559882
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 12,511,317.
5 Multiply line 4 by line 3			5 553,696.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,798.
7 Add lines 5 and 6			7 559,494.
8 Enter qualifying distributions from Part XII, line 4			8 605,123.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	5,798.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	5,798.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	5,798.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	3,912.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,912.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is required	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,886.	
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	11		

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Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) STMT 21		
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 on page 27)? 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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>WELLS FARGO, NA</u> Telephone no <u>(336) 747-8002</u>			
Located at <u>1 W 4TH STREET D4000-062, WINSTON SALEM, NC</u> ZIP + 4 <u>27101-3818</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No	
If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)		2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)		3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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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 page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 22		20,000.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services **NONE****Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,561,482.
b	Average of monthly cash balances	1b	1,140,363.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	12,701,845.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	12,701,845.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	190,528.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,511,317.
6	Minimum investment return. Enter 5% of line 5	6	625,566.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	625,566.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	5,798.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,798.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	619,768.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	619,768.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	619,768.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	605,123.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	605,123.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	5,798.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	599,325.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				619,768.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			281,746.	
b Total for prior years 20 <u>08</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2010.				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ <u>605,123.</u>				
a Applied to 2009, but not more than line 2a			281,746.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				323,377.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				296,391.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	NONE			

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 32				
Total			3a	553,500.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

NOT APPLICABLE

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

		Part III	
		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

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

b If "Yes," complete the following schedule

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

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

**Sign
Here**

Signature of officer or trustee GINA A.

05/09/2011

PRESIDENT

Signature of officer or trustee GINA A. PHILLIPS

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date

PTIN

**Paid
Preparer
Use Only**

DAVID F APPLE

ANK, N.A.

~~05/09/2011~~

Check ☐ if self-employed

P00055584

Firm's name ► WELLS FARGO BANK, N.A.

Firm's EIN ▶	94-3080771
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Firm's address ► 1525 W W.T. HARRIS BLVD. D1114-044
CHARLOTTE, NC 28288

28288-1161

Phone no

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2010

Name of estate or trust

SAMUEL L. PHILLIPS FAMILY FDN

Employer identification number

56-2225556

Note: Form 5227 filers need to complete *only* Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			47,745.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b **1b** 76,883.**2** Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 **2****3** Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts **3****4** Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss
Carryover Worksheet **4** ()**5** **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13,
column (3) on the back ▶ **5** 124,628.**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			28,075.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b **6b** 116,630.**7** Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 **7****8** Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts **8****9** Capital gain distributions **9****10** Gain from Form 4797, Part I **10****11** Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss
Carryover Worksheet **11** ()**12** **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a,
column (3) on the back ▶ **12** 144,705.

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Schedule D (Form 1041) 2010

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Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			124,628.
14 Net long-term gain or (loss):				
a Total for year	14a			144,705.
b Unrecaptured section 1250 gain (see line 18 of the wrkst.)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a	15			269,333.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16 ()
a The loss on line 15, column (3) or b \$3,000	

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the worksheet on page 8 of the instructions if:	
• Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.	
17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19
20 Add lines 18 and 19	20
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21
22 Subtract line 21 from line 20. If zero or less, enter -0-	22
23 Subtract line 22 from line 17. If zero or less, enter -0-	23
24 Enter the smaller of the amount on line 17 or \$2,300	24
25 Is the amount on line 23 equal to or more than the amount on line 24?	25
☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box.	
☐ No. Enter the amount from line 23	
26 Subtract line 25 from line 24	26
27 Are the amounts on lines 22 and 26 the same?	27
☐ Yes. Skip lines 27 thru 30, go to line 31	
☐ No. Enter the smaller of line 17 or line 22	
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28
29 Subtract line 28 from line 27	29
30 Multiply line 29 by 15% (.15)	30
31 Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31
32 Add lines 30 and 31	32
33 Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust

SAMUEL L. PHILLIPS FAMILY FDN

Employer identification number

56-2225556

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 287. BROADCOM CORP COM	10/28/2009	01/05/2010	9,076.00	7,861.00	1,215.00
78. FREEPORT MCMORAN COPPER & GOLD CL B W/RTS AT	05/07/2009	01/05/2010	6,563.00	3,864.00	2,699.00
373. DOW CHEM CO COM	12/11/2009	01/07/2010	11,564.00	9,881.00	1,683.00
129. GAMESTOP CORP CL A COM	05/20/2009	01/07/2010	2,670.00	3,460.00	-790.00
50. SCHWAB CHARLES CORP NEW COM	09/15/2009	01/12/2010	951.00	889.00	62.00
39. CVS CORP COM	04/21/2009	01/13/2010	1,322.00	1,191.00	131.00
7000. CONOCOPHILLIPS 5.750% 2/01/19	07/22/2009	01/13/2010	7,705.00	7,554.00	151.00
7000. MORGAN STANLEY 5.300% 3/01/13	09/23/2009	01/13/2010	7,473.00	7,354.00	119.00
197. UNITED STATES STEEL CORP COM	08/07/2009	01/14/2010	12,426.00	8,850.00	3,576.00
214. CHEVRONTXACO CORP COM	10/29/2009	01/15/2010	16,795.00	16,487.00	308.00
7000. GENERAL ELEC CAP CORP SR UNSECD DTD 01/09/09	08/03/2009	01/15/2010	7,274.00	6,888.00	386.00
19. EXPEDITORS INTL WASH INC COM	05/20/2009	01/19/2010	654.00	640.00	14.00
7000. HONEYWELL INTL INC SR NT DTD 3/15/07 5.7	08/18/2009	01/19/2010	7,127.00	7,493.00	-366.00
5000. UNITED STATES TREAS NT DTD 9/15/2005 3.8	10/29/2009	01/19/2010	5,119.00	5,154.00	-35.00
165. EXXON MOBIL CORP COM	05/20/2009	01/20/2010	11,222.00	11,520.00	-298.00
100. FREEPORT MCMORAN COPPER & GOLD CL B W/RTS AT	05/07/2009	01/21/2010	7,780.00	4,954.00	2,826.00
230. HALLIBURTON CO COM W/RIGHTS EXP 12/15/2005	10/16/2009	01/21/2010	7,685.00	6,713.00	972.00
3511.53 UNITED STATES TREAS INFLATION-INDEX BD DT	09/22/2009	01/21/2010	3,757.00	4,205.00	-448.00
137. UNITED STATES STEEL CORP COM	08/07/2009	01/22/2010	7,508.00	6,154.00	1,354.00
2011.26 FNMA POOL #893234 5.500% 8/01/39	08/12/2009	01/25/2010	2,011.00	2,076.00	-65.00
1220.56 FNMA POOL #900295 6.000% 9/01/36	08/11/2009	01/25/2010	1,221.00	1,278.00	-57.00
3844.09 FNMA POOL #AA0835 5.000% 1/01/39	08/12/2009	01/25/2010	3,844.00	3,907.00	-63.00
421.38 FNMA POOL #AA9117 4.500% 7/01/39	08/11/2009	01/25/2010	421.00	419.00	2.00
1023.24 FNMA POOL #AC1847 4.500% 9/01/24	07/17/2009	01/25/2010	1,023.00	1,043.00	-20.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust

SAMUEL L. PHILLIPS FAMILY FDN

Employer identification number

56-2225556

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 12. PRECISION CASTPARTS CORP COM W/RIGHTS ATTACHED	05/20/2009	01/25/2010	1,240.00	996.00	244.00
164. HARSCO CORP COM	12/08/2009	01/27/2010	5,038.00	4,908.00	130.00
60. MONSANTO CO NEW COM	05/20/2009	01/27/2010	4,621.00	5,581.00	-960.00
7000. CREDIT SUISSE NEW YO 6.000% 2/15/18	09/22/2009	01/28/2010	7,350.00	7,373.00	-23.00
675. ACTIVISION BLIZZARD INC	10/01/2009	02/02/2010	6,898.00	8,103.00	-1,205.00
127. BP PLC SPONSORED ADR	11/10/2009	02/03/2010	7,015.00	7,496.00	-481.00
67. INTERCONTINENTALEXCHAN GE INC	07/09/2009	02/04/2010	6,399.00	6,537.00	-138.00
340. LAM RESH CORP COM	09/11/2009	02/04/2010	10,984.00	11,759.00	-775.00
403. SCHWAB CHARLES CORP NEW COM	09/15/2009	02/05/2010	7,137.00	7,160.00	-23.00
132. BP PLC SPONSORED ADR	12/03/2009	02/08/2010	6,965.00	7,704.00	-739.00
122. ACTIVISION BLIZZARD INC	05/20/2009	02/09/2010	1,235.00	1,404.00	-169.00
902. BANK AMER CORP COM	10/19/2009	02/09/2010	13,034.00	13,611.00	-577.00
418. EXPEDITORS INTL WASH INC COM	07/07/2009	02/09/2010	14,113.00	13,166.00	947.00
1038. JANUS CAP GROUP INC	08/21/2009	02/09/2010	12,316.00	13,057.00	-741.00
194. MOSAIC CO	01/08/2010	02/19/2010	11,723.00	12,843.00	-1,120.00
356. ADOBE SYS INC COM	02/02/2010	02/22/2010	11,976.00	11,241.00	735.00
202. AIR PRODS & CHEMICALS INC COM W/ RTS TO PURCHASE	02/05/2010	02/22/2010	14,120.00	14,417.00	-297.00
514. ALBERTO-CULVER CO	01/08/2010	02/22/2010	14,464.00	13,413.00	1,051.00
68. AMAZON COM INC COM	01/28/2010	02/22/2010	8,022.00	8,594.00	-572.00
291. AMERICAN TOWER CORP CL A	08/07/2009	02/22/2010	12,715.00	9,126.00	3,589.00
336. AMGEN INC COM W/RTS ATTACHED EXP 03/21/2007	06/26/2009	02/22/2010	19,125.00	17,751.00	1,374.00
327. AMPHENOL CORP NEW CL A	01/27/2010	02/22/2010	13,632.00	11,973.00	1,659.00
200. APACHE CORP COM RTS EXP 01/31/2006	11/04/2009	02/22/2010	20,777.00	16,027.00	4,750.00
29. APPLE COMPUTER INC COM	12/03/2009	02/22/2010	5,807.00	5,757.00	50.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust

SAMUEL L. PHILLIPS FAMILY FDN

Employer identification number

56-2225556

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 89. C R BARD INC COM W/RTS EXP 10/23/2005	05/20/2009	02/22/2010	7,447.00	6,425.00	1,022.00
244. BAXTER INTL INC COM W/RIGHTS ATTACHED EXP 3/23/	11/12/2009	02/22/2010	14,074.00	12,726.00	1,348.00
228. BEST BUY INC COM	01/19/2010	02/22/2010	8,324.00	8,901.00	-577.00
253. CAMERON INT'L CORP COM	01/20/2010	02/22/2010	10,598.00	8,604.00	1,994.00
303. COGNIZANT TECH SOLUTIONS CRP COM	12/30/2009	02/22/2010	14,332.00	11,157.00	3,175.00
269. COLGATE-PALMOLIVE CO COM	12/14/2009	02/22/2010	22,060.00	20,061.00	1,999.00
215. DANAHER CORP COM	05/20/2009	02/22/2010	16,273.00	13,182.00	3,091.00
115. DEERE & CO COM	05/20/2009	02/22/2010	6,517.00	5,147.00	1,370.00
271. DISNEY (WALT) COMPANY HOLDING COMPANY COM	05/20/2009	02/22/2010	8,420.00	6,455.00	1,965.00
452. THE DIRECTV GROUP	07/22/2009	02/22/2010	15,214.00	10,495.00	4,719.00
202. EXPRESS SCRIPTS INC CL A W/RIGHTS ATTACHED EXP	01/07/2010	02/22/2010	18,004.00	13,239.00	4,765.00
83. GILEAD SCIENCES INC COM	07/22/2009	02/22/2010	3,961.00	3,962.00	-1.00
7. GOOGLE INC CL A	04/29/2009	02/22/2010	3,795.00	2,747.00	1,048.00
167. W W GRAINGER INC COM W/RIGHTS ATTACHED EXP 5/15/	02/17/2010	02/22/2010	17,289.00	16,553.00	736.00
219. HARSCO CORP COM	12/08/2009	02/22/2010	6,725.00	6,215.00	510.00
123. HEWLETT-PACKARD CO COM	03/26/2009	02/22/2010	6,218.00	3,675.00	2,543.00
66. INTERCONTINENTALEXCHAN GE INC	07/09/2009	02/22/2010	6,771.00	5,686.00	1,085.00
940. INTERNATIONAL GAME TECHNOLOGY COM	02/09/2010	02/22/2010	16,882.00	16,995.00	-113.00
977. JEFFERIES GRP INC NEW COM	02/16/2010	02/22/2010	25,091.00	25,051.00	40.00
400. LOWES COS INC COM W/RIGHTS ATTACHED EXPIRING	09/21/2009	02/22/2010	9,208.00	7,949.00	1,259.00
348. MCCORMICK & CO INC COM	02/05/2010	02/22/2010	13,015.00	11,333.00	1,682.00
423. MICROCHIP TECHNOLOGY INC COM W/RTS ATTACHED EXP	02/04/2010	02/22/2010	11,442.00	10,703.00	739.00
48. MONSANTO CO NEW COM	05/20/2009	02/22/2010	3,681.00	4,465.00	-784.00
174. NATIONAL FUEL GAS CO NJ COM W/RTS ATTACHED	01/11/2010	02/22/2010	8,764.00	8,903.00	-139.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust

SAMUEL L. PHILLIPS FAMILY FDN

Employer identification number

56-2225556

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 195. NIKE INC CL B COM	12/30/2009	02/22/2010	12,523.00	11,366.00	1,157.00
216. ORACLE CORP COM	03/30/2009	02/22/2010	5,348.00	3,437.00	1,911.00
29. PEABODY ENERGY CORP COM	05/20/2009	02/22/2010	1,351.00	952.00	399.00
519. T ROWE PRICE GRP INC COM	02/18/2010	02/22/2010	25,970.00	25,536.00	434.00
102. QUALCOMM INC COM W/RTS ATTACHED	07/23/2009	02/22/2010	3,973.00	4,818.00	-845.00
310. ROPER INDS INC NEW COM W/RTS ATTACHED EXP 01/0	12/24/2009	02/22/2010	17,068.00	14,812.00	2,256.00
472. SCHWAB CHARLES CORP NEW COM	06/18/2009	02/22/2010	8,803.00	8,349.00	454.00
115. SYSCO CORP COM RTS EXP 05/31/2006	01/13/2010	02/22/2010	3,332.00	3,214.00	118.00
131. TECHNE CORP COM	12/10/2009	02/22/2010	8,223.00	8,496.00	-273.00
21. UNITED TECHNOLOGIES CORP COM	12/14/2009	02/22/2010	1,435.00	1,469.00	-34.00
79. VISA INC-CLASS A SHRS	05/20/2009	02/22/2010	6,865.00	5,184.00	1,681.00
87. WAL MART STORES INC COM	10/20/2009	02/22/2010	4,674.00	4,508.00	166.00
493. WESTERN UNION CO/THE	09/08/2009	02/22/2010	7,957.00	8,789.00	-832.00
301. BP PLC SPONSORED ADR	12/03/2009	02/24/2010	16,117.00	17,407.00	-1,290.00
5000. UNITED STATES TREAS NT DTD 9/15/2005 3.8	10/29/2009	02/24/2010	5,101.00	5,154.00	-53.00
6000. BHP BILLITON FIN USA 6.500% 4/01/19	07/30/2009	02/25/2010	6,863.00	6,781.00	82.00
11896.55 FNMA POOL #893234 5.500% 8/01/39	08/12/2009	02/25/2010	11,897.00	12,281.00	-384.00
2923.78 FNMA POOL #900295 6.000% 9/01/36	08/11/2009	02/25/2010	2,924.00	3,061.00	-137.00
3130. FNMA POOL #AA0835 5.000% 1/01/39	08/12/2009	02/25/2010	3,130.00	3,181.00	-51.00
125.47 FNMA POOL #AA9117 4.500% 7/01/39	08/11/2009	02/25/2010	125.00	125.00	
1174.44 FNMA POOL #AC1847 4.500% 9/01/24	07/17/2009	02/25/2010	1,174.00	1,197.00	-23.00
336. STAPLES INC COM W/INVISIBLE RTS TO PUR SHS	04/24/2009	03/02/2010	7,815.00	7,353.00	462.00
76. APACHE CORP COM RTS EXP 01/31/2006	10/21/2009	03/03/2010	8,070.00	7,997.00	73.00
79. THE DIRECTV GROUP	11/20/2009	03/03/2010	2,702.00	2,490.00	212.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust

SAMUEL L. PHILLIPS FAMILY FDN

Employer identification number

56-2225556

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 118. CLIFFS NAT RES INC	02/23/2010	03/05/2010	7,056.00	6,370.00	686.00
42. BECTON DICKINSON & CO COM	12/31/2009	03/08/2010	3,276.00	3,335.00	-59.00
168. BECTON DICKINSON & CO COM	12/31/2009	03/08/2010	13,103.00	13,342.00	-239.00 *
7000. CITIGROUP INC SR NT DTD 08/19/08 6.5% 08	09/23/2009	03/10/2010	7,543.00	7,361.00	182.00
7000. CAPITAL ONE FINANCIAL CORP SE NT DTD 05	07/20/2009	03/16/2010	8,000.00	7,339.00	661.00
187. STATE STR CORP COM	12/15/2009	03/23/2010	8,554.00	7,459.00	1,095.00
5743.48 FNMA POOL #893234 5.500% 8/01/39	08/12/2009	03/25/2010	5,743.00	5,929.00	-186.00
4544.23 FNMA POOL #900295 6.000% 9/01/36	08/11/2009	03/25/2010	4,544.00	4,758.00	-214.00
2967.04 FNMA POOL #AA0835 5.000% 1/01/39	08/12/2009	03/25/2010	2,967.00	3,015.00	-48.00
101.99 FNMA POOL #AA9117 4.500% 7/01/39	08/11/2009	03/25/2010	102.00	101.00	1.00
659.36 FNMA POOL #AC1847 4.500% 9/01/24	07/17/2009	03/25/2010	659.00	672.00	-13.00
159. APACHE CORP COM RTS EXP 01/31/2006	10/08/2009	03/26/2010	15,617.00	15,868.00	-251.00
17. BOEING CO COM	11/17/2009	04/06/2010	1,234.00	895.00	339.00
66. CLIFFS NAT RES INC	02/23/2010	04/07/2010	4,761.00	3,563.00	1,198.00
9000. GOLDMAN SACHS GROUP INC SUB NT DTD 01/10/07 5.6	03/15/2010	04/20/2010	9,058.00	9,107.00	-49.00
8058.19 FNMA POOL #893234 5.500% 8/01/39	08/12/2009	04/26/2010	8,058.00	8,319.00	-261.00
1977.73 FNMA POOL #900295 6.000% 9/01/36	08/11/2009	04/26/2010	1,978.00	2,071.00	-93.00
3067. FNMA POOL #AA0835 5.000% 1/01/39	08/12/2009	04/26/2010	3,067.00	3,117.00	-50.00
112.21 FNMA POOL #AA9117 4.500% 7/01/39	08/11/2009	04/26/2010	112.00	111.00	1.00
986.04 FNMA POOL #AC1847 4.500% 9/01/24	07/17/2009	04/26/2010	986.00	1,005.00	-19.00
534. CISCO SYS INC COM W/RIGHTS ATTACHED EXPIRING	09/30/2009	04/29/2010	14,504.00	12,677.00	1,827.00
555. KRAFT FOODS INC-A COM	02/16/2010	04/29/2010	16,641.00	16,050.00	591.00
488. ORACLE CORP COM	12/28/2009	04/29/2010	12,609.00	12,161.00	448.00
175. CLIFFS NAT RES INC	02/23/2010	04/30/2010	11,210.00	8,007.00	3,203.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

SCHEDULE D-1
(Form 1041)Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D**
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust

SAMUEL L. PHILLIPS FAMILY FDN

Employer identification number

56-2225556

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 141. ANADARKO PETE CORP COM W/RIGHTS ATTACHED EXPIR	04/16/2010	05/03/2010	8,669.00	10,358.00	-1,689.00
256. THE DIRECTV GROUP	11/20/2009	05/03/2010	9,375.00	8,027.00	1,348.00
193. CLIFFS NAT RES INC	01/29/2010	05/04/2010	10,767.00	7,821.00	2,946.00
145. ANADARKO PETE CORP COM W/RIGHTS ATTACHED EXPIR	04/16/2010	05/05/2010	9,159.00	10,420.00	-1,261.00
206. ANADARKO PETE CORP COM W/RIGHTS ATTACHED EXPIR	03/26/2010	05/06/2010	12,811.00	14,159.00	-1,348.00
131. HESS CORP	01/05/2010	05/07/2010	7,455.00	8,330.00	-875.00
419. DOW CHEM CO COM	12/11/2009	05/10/2010	11,536.00	9,650.00	1,886.00
150. HESS CORP	12/23/2009	05/10/2010	8,782.00	8,882.00	-100.00
296. KRAFT FOODS INC-A COM	02/17/2010	05/11/2010	9,014.00	8,532.00	482.00
278. HESS CORP	01/27/2010	05/13/2010	16,336.00	16,285.00	51.00
546. COVIDIEN PLC	10/28/2009	05/24/2010	23,053.00	23,426.00	-373.00
86.11 FNMA POOL #893234 5.500% 8/01/39	08/12/2009	05/25/2010	86.00	89.00	-3.00
4036.09 FNMA POOL #900295 6.000% 9/01/36	08/11/2009	05/25/2010	4,036.00	4,226.00	-190.00
3957.87 FNMA POOL #AA0835 5.000% 1/01/39	08/12/2009	05/25/2010	3,958.00	4,022.00	-64.00
104.22 FNMA POOL #AA9117 4.500% 7/01/39	08/11/2009	05/25/2010	104.00	104.00	
450.8 FNMA POOL #AC1847 4.500% 9/01/24	07/17/2009	05/25/2010	451.00	460.00	-9.00
463. SCHLUMBERGER LTD COM	03/08/2010	06/01/2010	24,396.00	27,071.00	-2,675.00
147. EOG RES INC COM	05/13/2010	06/14/2010	16,154.00	14,844.00	1,310.00
20000. UNITED STATES TREAS BDS DTD 8/15/93 6.25% 08/15	06/08/2010	06/14/2010	25,231.00	25,421.00	-190.00
3000. UNITED STATES TREAS NT DTD 9/15/2005 3.8	10/29/2009	06/14/2010	3,028.00	3,092.00	-64.00
27000. US TREASURY NOTE 1.875% 4/30/14	11/18/2009	06/14/2010	27,219.00	26,879.00	340.00
4000. BANK OF AMERICA CORP 3.125% 6/15/12	09/28/2009	06/15/2010	4,172.00	4,162.00	10.00
22000. UNITED STATES TREAS INFLATION-INDEX BD DTD 01/1	08/26/2009	06/15/2010	27,520.00	30,020.00	-2,500.00
210. BED BATH & BEYOND INC COM	04/05/2010	06/17/2010	8,822.00	9,401.00	-579.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust

SAMUEL L. PHILLIPS FAMILY FDN

Employer identification number

56-2225556

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 8. EOG RES INC COM	02/24/2010	06/17/2010	881.00	739.00	142.00
370. SUNTRUST BKS INC COM	02/03/2010	06/18/2010	9,709.00	8,518.00	1,191.00
434. THE DIRECTV GROUP	10/09/2009	06/22/2010	15,819.00	11,920.00	3,899.00
515. GENERAL ELEC CO COM	04/23/2010	06/22/2010	8,209.00	9,760.00	-1,551.00
154. HALLIBURTON CO COM W/RIGHTS EXP 12/15/2005	04/30/2010	06/23/2010	3,955.00	4,563.00	-608.00
71. HALLIBURTON CO COM W/RIGHTS EXP 12/15/2005	04/30/2010	06/23/2010	1,823.00	2,104.00	-281.00 *
425. E M C CORP MASS COM	04/30/2010	06/25/2010	7,985.00	8,233.00	-248.00
84.46 FNMA POOL #893234 5.500% 8/01/39	08/12/2009	06/25/2010	84.00	87.00	-3.00
79.77 FNMA POOL #900295 6.000% 9/01/36	08/11/2009	06/25/2010	80.00	84.00	-4.00
5389.62 FNMA POOL #AA0835 5.000% 1/01/39	08/12/2009	06/25/2010	5,390.00	5,477.00	-87.00
109.88 FNMA POOL #AA9117 4.500% 7/01/39	08/11/2009	06/25/2010	110.00	109.00	1.00
430.45 FNMA POOL #AC1847 4.500% 9/01/24	07/17/2009	06/25/2010	430.00	439.00	-9.00
70. RANGE RES CORP COM	01/15/2010	06/25/2010	3,039.00	3,655.00	-616.00
95. HALLIBURTON CO COM W/RIGHTS EXP 12/15/2005	04/30/2010	06/30/2010	2,379.00	2,815.00	-436.00
187. HALLIBURTON CO COM W/RIGHTS EXP 12/15/2005	10/12/2009	06/30/2010	4,682.00	5,161.00	-479.00 *
24.99989 OCCIDENTAL PETE CORP COM	06/01/2010	07/01/2010	1,917.00	2,054.00	-137.00
85.00011 OCCIDENTAL PETE CORP COM	06/01/2010	07/01/2010	6,517.00	7,553.00	-1,036.00 *
186. BED BATH & BEYOND INC COM	04/05/2010	07/02/2010	6,793.00	8,327.00	-1,534.00
365. STAPLES INC COM W/INVISIBLE RTS TO PUR SHS	05/03/2010	07/12/2010	7,152.00	8,672.00	-1,520.00
295. QUALCOMM INC COM W/RTS ATTACHED	10/09/2009	07/19/2010	10,711.00	12,056.00	-1,345.00
228. BROADCOM CORP COM	02/04/2010	07/23/2010	8,516.00	6,388.00	2,128.00
1765.28 FNMA POOL #893234 5.500% 8/01/39	08/12/2009	07/25/2010	1,765.00	1,822.00	-57.00
2612.14 FNMA POOL #900295 6.000% 9/01/36	08/11/2009	07/25/2010	2,612.00	2,735.00	-123.00
4363.88 FNMA POOL #AA0835 5.000% 1/01/39	08/12/2009	07/25/2010	4,364.00	4,435.00	-71.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust

SAMUEL L. PHILLIPS FAMILY FDN

Employer identification number

56-2225556

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 758.75 FNMA POOL #AA9117 4.500% 7/01/39	08/11/2009	07/25/2010	759.00	754.00	5.00
14000. AT&T INC 5.800% 2/15/19	01/19/2010	07/29/2010	16,014.00	14,965.00	1,049.00
7000. ORACLE CORP 5.750% 4/15/18	10/19/2009	07/29/2010	8,125.00	7,673.00	452.00
6000. UNITED TECHNOLOGIES CORP NT DTD 5/16/08	09/23/2009	07/29/2010	7,007.00	6,846.00	161.00
274. JOHNSON CTLS INC COM W/RTS ATTACHED EXP 11/30/20	05/18/2010	08/12/2010	7,681.00	8,148.00	-467.00
155. AFLAC INC COM	06/16/2010	08/13/2010	7,462.00	6,863.00	599.00
191. EMERSON ELEC CO COM W/RTS ATTACHED EXP 11/01/20	11/17/2009	08/17/2010	9,339.00	8,140.00	1,199.00
171. EATON CORP COM W/RTS EXP 07/12/2005	05/04/2010	08/19/2010	12,771.00	13,052.00	-281.00
6000. CAPITAL ONE FINANCIA 6.750% 9/15/17	03/16/2010	09/01/2010	7,098.00	6,633.00	465.00
50000. US TREASURY NOTE 1.875% 4/30/14	11/18/2009	09/02/2010	51,582.00	49,775.00	1,807.00
17000. UNITED STATES TREAS NT DTD 9/15/2005 3.8	10/29/2009	09/10/2010	17,003.00	17,523.00	-520.00
217. BROADCOM CORP COM	10/28/2009	09/14/2010	7,742.00	5,855.00	1,887.00
15000. GENERAL ELEC CAP COR 5.500% 1/08/20	01/15/2010	09/14/2010	16,337.00	14,987.00	1,350.00
10000. UNITED STATES TREAS NT DTD 9/15/2005 3.8	10/29/2009	09/15/2010	10,000.00	10,307.00	-307.00
250. ARCHER DANIELS MIDLAND CO COM	05/12/2010	09/21/2010	8,178.00	6,860.00	1,318.00
3000. U S TREASURY NOTES 4.625% 2/15/17	03/01/2010	09/27/2010	3,525.00	3,312.00	213.00
548. CBS CORP CL B COM	03/08/2010	09/28/2010	8,808.00	7,832.00	976.00
10000. FED NATL MTG ASSN 2.375% 7/28/15	06/14/2010	10/04/2010	10,420.00	9,964.00	456.00
175. AIR PRODS & CHEMICALS INC COM W/ RTS TO PURCHASE	03/08/2010	10/12/2010	14,440.00	12,970.00	1,470.00
266. MOSAIC CO	07/20/2010	10/12/2010	18,008.00	12,282.00	5,726.00
239. RANGE RES CORP COM	01/15/2010	10/13/2010	8,627.00	12,478.00	-3,851.00
1313. BANK AMER CORP COM	02/22/2010	10/20/2010	15,322.00	21,310.00	-5,988.00
284. FLUOR CORP NEW COM	02/22/2010	10/20/2010	14,203.00	13,155.00	1,048.00
302. ORACLE CORP COM	12/28/2009	10/22/2010	8,743.00	7,298.00	1,445.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

2010

SAMUEL L. PHILLIPS FAMILY FDN

56-2225556

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1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	76,883.00
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Schedule D-1 (Form 1041) 2010

JSA
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* INDICATES WASH SALE.

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101 -

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

SAMUEL L. PHILLIPS FAMILY FDN

56-2225556

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 241. CVS CORP COM	09/12/2008	01/06/2010	7,823.00	9,066.00	-1,243.00
40. GAMESTOP CORP CL A COM	09/25/2006	01/07/2010	828.00	933.00	-105.00
217. GAMESTOP CORP CL A COM	09/25/2006	01/07/2010	4,444.00	5,060.00	-616.00
61. EXXON MOBIL CORP COM	05/08/2008	01/08/2010	4,222.00	5,279.00	-1,057.00
64. PEPSICO INC COM	05/30/2007	01/08/2010	3,876.00	4,399.00	-523.00
14. DEERE & CO COM	05/14/2008	01/12/2010	802.00	1,139.00	-337.00
50. MICROSOFT CORP COM	08/24/2005	01/12/2010	1,497.00	1,360.00	137.00
49. ORACLE CORP COM	09/29/2006	01/12/2010	1,194.00	875.00	319.00
11. VISA INC-CLASS A SHRS	09/23/2008	01/12/2010	946.00	726.00	220.00
234. CVS CORP COM	10/15/2008	01/13/2010	7,935.00	7,856.00	79.00
122. EXPEDITORS INTL WASH INC COM	03/05/2008	01/19/2010	4,198.00	5,105.00	-907.00
65. EXXON MOBIL CORP COM	08/06/2007	01/19/2010	4,486.00	5,381.00	-895.00
29. EXXON MOBIL CORP COM	08/06/2007	01/20/2010	1,972.00	2,384.00	-412.00
39. PRECISION CASTPARTS CORP COM W/RIGHTS ATTACHED	02/22/2006	01/25/2010	4,030.00	2,157.00	1,873.00
101. GILEAD SCIENCES INC COM	09/12/2008	01/27/2010	4,847.00	4,857.00	-10.00
6. EOG RES INC COM	09/26/2008	02/01/2010	549.00	553.00	-4.00
78. EOG RES INC COM	09/26/2008	02/01/2010	7,138.00	7,192.00	-54.00 *
636. ACTIVISION BLIZZARD INC	12/18/2006	02/09/2010	6,439.00	5,379.00	1,060.00
566. BANK AMER CORP COM	12/31/2008	02/09/2010	8,179.00	13,901.00	-5,722.00
48. EXPEDITORS INTL WASH INC COM	11/12/2008	02/09/2010	1,621.00	1,549.00	72.00
722. JANUS CAP GROUP INC	12/31/2008	02/09/2010	8,567.00	12,058.00	-3,491.00
275. UNILEVER N V NEW YORK SHS NEW	09/26/2008	02/16/2010	8,245.00	7,964.00	281.00
166. ADOBE SYS INC COM	06/26/2008	02/22/2010	5,584.00	6,781.00	-1,197.00
200. AIR PRODS & CHEMICALS INC COM W/ RTS TO PURCHASE	05/15/2006	02/22/2010	13,980.00	13,502.00	478.00
412. ALBERTO-CULVER CO	12/13/2007	02/22/2010	11,594.00	10,310.00	1,284.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					

Schedule D-1 (Form 1041) 2010

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

SAMUEL L. PHILLIPS FAMILY FDN

56-2225556

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 374. AMERICAN TOWER CORP CL A	10/10/2008	02/22/2010	16,341.00	14,183.00	2,158.00
307. AMPHENOL CORP NEW CL A	11/06/2008	02/22/2010	12,799.00	9,963.00	2,836.00
253. APACHE CORP COM RTS EXP 01/31/2006	11/30/2006	02/22/2010	26,283.00	17,146.00	9,137.00
12. APPLE COMPUTER INC COM	09/12/2008	02/22/2010	2,403.00	1,791.00	612.00
177. C R BARD INC COM W/RTS EXP 10/23/2005	08/31/2005	02/22/2010	14,811.00	11,399.00	3,412.00
85. BAXTER INTL INC COM W/RIGHTS ATTACHED EXP 3/23/	11/17/2008	02/22/2010	4,903.00	5,032.00	-129.00
217. BOEING CO COM	09/26/2008	02/22/2010	13,887.00	13,309.00	578.00
386. CAMERON INT'L CORP COM	11/27/2006	02/22/2010	16,169.00	10,231.00	5,938.00
1110. CISCO SYS INC COM W/RIGHTS ATTACHED EXPIRING	09/12/2008	02/22/2010	26,906.00	25,646.00	1,260.00
272. COGNIZANT TECH SOLUTIONS CRP COM	11/15/2005	02/22/2010	12,865.00	6,504.00	6,361.00
444. DANAHER CORP COM	03/14/2008	02/22/2010	33,606.00	25,463.00	8,143.00
227. DEERE & CO COM	02/10/2009	02/22/2010	12,864.00	12,707.00	157.00
492. DELL INC	11/01/2007	02/22/2010	6,558.00	13,083.00	-6,525.00
720. DISNEY (WALT) COMPANY HOLDING COMPANY COM	05/08/2006	02/22/2010	22,370.00	19,940.00	2,430.00
229. THE DIRECTV GROUP	01/14/2009	02/22/2010	7,708.00	5,275.00	2,433.00
143. EXPRESS SCRIPTS INC CL A W/RIGHTS ATTACHED EXP	01/15/2009	02/22/2010	12,745.00	7,912.00	4,833.00
392. GILEAD SCIENCES INC COM	10/10/2008	02/22/2010	18,706.00	11,399.00	7,307.00
73. GOOGLE INC CL A	12/26/2008	02/22/2010	39,576.00	32,875.00	6,701.00
179. HARSCO CORP COM	12/22/2008	02/22/2010	5,497.00	4,417.00	1,080.00
647. HEWLETT-PACKARD CO COM	12/12/2008	02/22/2010	32,708.00	28,945.00	3,763.00
113. INTERCONTINENTALEXCHA NGE INC	01/20/2009	02/22/2010	11,593.00	7,041.00	4,552.00
191. INTL BUSINESS MACHINES CORP COM	10/02/2008	02/22/2010	24,199.00	21,997.00	2,202.00
358. LOWES COS INC COM W/RIGHTS ATTACHED EXPIRING	02/13/2009	02/22/2010	8,241.00	6,408.00	1,833.00
280. MCCORMICK & CO INC COM	02/12/2009	02/22/2010	10,472.00	8,494.00	1,978.00
63. MEDTRONIC INC COM W/RTS ATTACHED EXP 10/26/20	02/02/2007	02/22/2010	2,746.00	3,387.00	-641.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2010

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Employer identification number

SAMUEL L. PHILLIPS FAMILY FDN

56-2225556

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 863. MICROSOFT CORP COM	09/21/2005	02/22/2010	24,733.00	23,259.00	1,474.00
218. MICROCHIP TECHNOLOGY INC COM W/RTS ATTACHED EXP	09/21/2005	02/22/2010	5,897.00	6,502.00	-605.00
193. MICROCHIP TECHNOLOGY INC COM W/RTS ATTACHED EXP	08/31/2005	02/22/2010	5,221.00	6,084.00	-863.00 *
227. MONSANTO CO NEW COM	04/10/2006	02/22/2010	17,406.00	9,725.00	7,681.00
209. NIKE INC CL B COM	01/17/2008	02/22/2010	13,422.00	13,212.00	210.00
1327. ORACLE CORP COM	12/22/2008	02/22/2010	32,856.00	21,991.00	10,865.00
74. PEABODY ENERGY CORP COM	09/27/2006	02/22/2010	3,448.00	2,544.00	904.00
147. PRECISION CASTPARTS CORP COM W/RIGHTS ATTACHED	02/24/2006	02/22/2010	16,687.00	8,065.00	8,622.00
192. QUALCOMM INC COM W/RTS ATTACHED	09/22/2008	02/22/2010	7,478.00	8,471.00	-993.00
275. ROPER INDS INC NEW COM W/RTS ATTACHED EXP 01/0	10/31/2007	02/22/2010	15,141.00	16,564.00	-1,423.00
235. SYSCO CORP COM RTS EXP 05/31/2006	10/31/2006	02/22/2010	6,808.00	8,145.00	-1,337.00
45. TARGET CORP COM	01/11/2007	02/22/2010	2,277.00	2,676.00	-399.00
123. TECHNE CORP COM	02/03/2009	02/22/2010	7,721.00	7,027.00	694.00
153. VISA INC-CLASS A SHRS	12/24/2008	02/22/2010	13,296.00	9,210.00	4,086.00
219. WAL MART STORES INC COM	11/11/2008	02/22/2010	11,767.00	12,945.00	-1,178.00
626. WESTERN UNION CO/THE	01/07/2008	02/22/2010	10,104.00	14,033.00	-3,929.00
275. JOHNSON & JOHNSON COM	09/26/2008	02/23/2010	17,473.00	18,771.00	-1,298.00 *
46. TARGET CORP COM	01/11/2007	02/23/2010	2,262.00	2,735.00	-473.00
41. JP MORGAN CHASE & CO COM	05/01/2008	03/09/2010	1,734.00	2,021.00	-287.00 *
71. INVESCO LIMITED	05/01/2008	03/09/2010	1,425.00	1,923.00	-498.00
315. HEWLETT-PACKARD CO COM	05/01/2008	03/22/2010	16,605.00	14,975.00	1,630.00
267. TARGET CORP COM	09/26/2008	03/24/2010	14,259.00	14,184.00	75.00
88. FRANKLIN RES INC COM	10/22/2008	03/26/2010	9,857.00	5,574.00	4,283.00
200. HEWLETT-PACKARD CO COM	05/01/2008	03/31/2010	10,659.00	9,508.00	1,151.00
119. BOEING CO COM	09/26/2008	04/06/2010	8,636.00	6,931.00	1,705.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					

Schedule D-1 (Form 1041) 2010

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SAMUEL L. PHILLIPS FAMILY FDN

56-2225556

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 186. TRAVELERS COMPANIES, INC	09/26/2008	04/08/2010	9,748.00	8,305.00	1,443.00
137. EXXON MOBIL CORP COM	01/20/2009	04/13/2010	9,361.00	10,602.00	-1,241.00
251. EXXON MOBIL CORP COM	10/06/2008	04/16/2010	17,128.00	18,938.00	-1,810.00
73. FRANKLIN RES INC COM	11/19/2008	04/20/2010	8,699.00	4,059.00	4,640.00
333. HEWLETT-PACKARD CO COM	04/07/2009	04/29/2010	17,596.00	11,489.00	6,107.00
143. JOHNSON & JOHNSON COM	10/27/2008	05/18/2010	9,031.00	9,446.00	-415.00
318. PHILIP MORRIS INTERNATIONAL IN	05/01/2008	06/15/2010	14,574.00	12,175.00	2,399.00
165. PRUDENTIAL FINANCIAL INC COM	09/26/2008	06/16/2010	9,680.00	12,623.00	-2,943.00
59. EOG RES INC COM	09/26/2008	06/17/2010	6,495.00	5,440.00	1,055.00
200. HONEYWELL INTL INC COM	09/26/2008	06/24/2010	8,303.00	8,570.00	-267.00
65. EOG RES INC COM	09/26/2008	06/29/2010	6,652.00	5,814.00	838.00
562. VIACOM INC NEW	10/16/2008	07/02/2010	17,246.00	10,926.00	6,320.00
62. STAPLES INC COM W/INVISIBLE RTS TO PUR SHS	04/24/2009	07/12/2010	1,215.00	1,357.00	-142.00
1476. SPRINT CORP COM W/RTS ATTACHED EXP (FON GRO	06/12/2008	07/23/2010	6,935.00	11,868.00	-4,933.00
707.98 FNMA POOL #AC1847 4.500% 9/01/24	07/17/2009	07/25/2010	708.00	722.00	-14.00
161. EOG RES INC COM	07/02/2009	08/16/2010	14,972.00	10,778.00	4,194.00
32. EMERSON ELEC CO COM W/RTS ATTACHED EXP 11/01/20	04/21/2009	08/17/2010	1,565.00	1,036.00	529.00
8040.96 FNMA POOL #893234 5.500% 8/01/39	08/12/2009	08/25/2010	8,041.00	8,301.00	-260.00
73.85 FNMA POOL #900295 6.000% 9/01/36	08/11/2009	08/25/2010	74.00	77.00	-3.00
3315.84 FNMA POOL #AA0835 5.000% 1/01/39	08/12/2009	08/25/2010	3,316.00	3,370.00	-54.00
993.89 FNMA POOL #AA9117 4.500% 7/01/39	08/11/2009	08/25/2010	994.00	987.00	7.00
722.08 FNMA POOL #AC1847 4.500% 9/01/24	07/17/2009	08/25/2010	722.00	736.00	-14.00
358. TJX COS INC NEW COM	04/09/2009	09/14/2010	15,078.00	9,957.00	5,121.00
6818.7 FNMA POOL #893234 5.500% 8/01/39	08/12/2009	09/25/2010	6,819.00	7,039.00	-220.00
3349.97 FNMA POOL #900295 6.000% 9/01/36	08/11/2009	09/25/2010	3,350.00	3,508.00	-158.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

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SAMUEL L. PHILLIPS FAMILY FDN

56-2225556

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 4410.25 FNMA POOL #AA0835 5.000% 1/01/39	08/12/2009	09/25/2010	4,410.00	4,482.00	-72.00
426.8 FNMA POOL #AA9117 4.500% 7/01/39	08/11/2009	09/25/2010	427.00	424.00	3.00
568.37 FNMA POOL #AC1847 4.500% 9/01/24	07/17/2009	09/25/2010	568.00	579.00	-11.00
17000. U S TREASURY NOTES 4.625% 2/15/17	07/21/2009	09/27/2010	19,972.00	18,658.00	1,314.00
160. EMERSON ELEC CO COM W/RTS ATTACHED EXP 11/01/20	07/10/2009	09/28/2010	8,433.00	4,977.00	3,456.00
559. FIRSTENERGY CORP COM 12/01/2004	09/26/2008	10/12/2010	21,426.00	40,917.00	-19,491.00
4000. INGERSOLL-RAND GL HLD CO GTD SR NT DTD 04/03/	08/18/2009	10/13/2010	4,960.00	4,688.00	272.00
48. MICROSOFT CORP COM	09/21/2005	10/20/2010	1,210.00	1,229.00	-19.00
277. PEABODY ENERGY CORP COM	05/20/2009	10/20/2010	14,430.00	7,210.00	7,220.00
119. AFLAC INC COM	08/26/2009	10/25/2010	6,608.00	4,889.00	1,719.00
66.87 FNMA POOL #893234 5.500% 8/01/39	08/12/2009	10/25/2010	67.00	69.00	-2.00
1571.88 FNMA POOL #900295 6.000% 9/01/36	08/11/2009	10/25/2010	1,572.00	1,646.00	-74.00
4365.34 FNMA POOL #AA0835 5.000% 1/01/39	08/12/2009	10/25/2010	4,365.00	4,436.00	-71.00
841.19 FNMA POOL #AA9117 4.500% 7/01/39	08/11/2009	10/25/2010	841.00	836.00	5.00
1605.5 FNMA POOL #AC1847 4.500% 9/01/24	07/17/2009	10/25/2010	1,606.00	1,637.00	-31.00
278. HALLIBURTON CO COM W/RIGHTS EXP 12/15/2005	10/01/2009	11/01/2010	8,999.00	7,366.00	1,633.00
613. STAPLES INC COM W/INVISIBLE RTS TO PUR SHS	08/17/2009	11/05/2010	12,721.00	13,169.00	-448.00
205. JOHNSON & JOHNSON COM	10/27/2008	11/15/2010	13,161.00	12,706.00	455.00
7000. CVS CAREMARK CORP SR UNSECURED DTD 9/11/2009 6.1	09/23/2009	11/17/2010	7,536.00	7,059.00	477.00
820. CISCO SYS INC COM W/RIGHTS ATTACHED EXPIRING	09/30/2009	11/18/2010	16,129.00	18,231.00	-2,102.00
104. HONEYWELL INTL INC COM	09/18/2008	11/18/2010	5,169.00	4,408.00	761.00
5000. TELEFONICA EMIS SR NTS DTD 7/2/2007 5.85	08/03/2009	11/18/2010	5,421.00	5,388.00	33.00
7000. TIME WARNER CABLE SR UNSECD DTD 06/19/08	08/18/2009	11/18/2010	7,827.00	7,642.00	185.00
6000. ABBOTT LABORATORIES NTS DTD 11/9/2007 5.	10/29/2009	11/24/2010	7,011.00	6,590.00	421.00
73.4 FNMA POOL #893234 5.500% 8/01/39	08/12/2009	11/25/2010	73.00	76.00	-3.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2010

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis	Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS				47,745.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				28,075.	
9,076.00		287. BROADCOM CORP COM PROPERTY TYPE: SECURITIES 7,861.00				10/28/2009 1,215.00	01/05/2010
6,563.00		78. FREEPORT MCMORAN COPPER & GOLD CL B PROPERTY TYPE: SECURITIES 3,864.00				05/07/2009 2,699.00	01/05/2010
7,823.00		241. CVS CORP COM PROPERTY TYPE: SECURITIES 9,066.00				09/12/2008 -1,243.00	01/06/2010
11,564.00		373. DOW CHEM CO COM PROPERTY TYPE: SECURITIES 9,881.00				12/11/2009 1,683.00	01/07/2010
2,670.00		129. GAMESTOP CORP CL A COM PROPERTY TYPE: SECURITIES 3,460.00				05/20/2009 -790.00	01/07/2010
828.00		40. GAMESTOP CORP CL A COM PROPERTY TYPE: SECURITIES 933.00				09/25/2006 -105.00	01/07/2010
4,444.00		217. GAMESTOP CORP CL A COM PROPERTY TYPE: SECURITIES 5,060.00				09/25/2006 -616.00	01/07/2010
4,222.00		61. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 5,279.00				05/08/2008 -1,057.00	01/08/2010
3,876.00		64. PEPSICO INC COM PROPERTY TYPE: SECURITIES 4,399.00				05/30/2007 -523.00	01/08/2010
802.00		14. DEERE & CO COM PROPERTY TYPE: SECURITIES 1,139.00				05/14/2008 -337.00	01/12/2010

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1,497.00		50. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 1,360.00				08/24/2005 137.00	01/12/2010
1,194.00		49. ORACLE CORP COM PROPERTY TYPE: SECURITIES 875.00				09/29/2006 319.00	01/12/2010
951.00		50. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 889.00				09/15/2009 62.00	01/12/2010
946.00		11. VISA INC-CLASS A SHRS PROPERTY TYPE: SECURITIES 726.00				09/23/2008 220.00	01/12/2010
1,322.00		39. CVS CORP COM PROPERTY TYPE: SECURITIES 1,191.00				04/21/2009 131.00	01/13/2010
7,935.00		234. CVS CORP COM PROPERTY TYPE: SECURITIES 7,856.00				10/15/2008 79.00	01/13/2010
7,705.00		7000. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 7,554.00		5.750% 2/01/		07/22/2009 151.00	01/13/2010
7,473.00		7000. MORGAN STANLEY PROPERTY TYPE: SECURITIES 7,354.00		5.300% 3/01/		09/23/2009 119.00	01/13/2010
12,426.00		197. UNITED STATES STEEL CORP PROPERTY TYPE: SECURITIES 8,850.00			CO	08/07/2009 3,576.00	01/14/2010
16,795.00		214. CHEVRONTXACO CORP COM PROPERTY TYPE: SECURITIES 16,487.00				10/29/2009 308.00	01/15/2010
7,274.00		7000. GENERAL ELEC CAP CORP SR UNSECD DT PROPERTY TYPE: SECURITIES 6,888.00				08/03/2009 386.00	01/15/2010

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
654.00		19. EXPEDITORS INTL WASH INC COM PROPERTY TYPE: SECURITIES 640.00				05/20/2009 14.00	01/19/2010
4,198.00		122. EXPEDITORS INTL WASH INC COM PROPERTY TYPE: SECURITIES 5,105.00				03/05/2008 -907.00	01/19/2010
4,486.00		65. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 5,381.00				08/06/2007 -895.00	01/19/2010
7,127.00		7000. HONEYWELL INTL INC SR NT DTD 3/15/ PROPERTY TYPE: SECURITIES 7,493.00				08/18/2009 -366.00	01/19/2010
5,119.00		5000. UNITED STATES TREAS NT DTD 9/15/20 PROPERTY TYPE: SECURITIES 5,154.00				10/29/2009 -35.00	01/19/2010
11,222.00		165. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 11,520.00				05/20/2009 -298.00	01/20/2010
1,972.00		29. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 2,384.00				08/06/2007 -412.00	01/20/2010
7,780.00		100. FREEPORT MCMORAN COPPER & GOLD CL B PROPERTY TYPE: SECURITIES 4,954.00				05/07/2009 2,826.00	01/21/2010
7,685.00		230. HALLIBURTON CO COM W/RIGHTS EXP 12/ PROPERTY TYPE: SECURITIES 6,713.00				10/16/2009 972.00	01/21/2010
3,757.00		3511.53 UNITED STATES TREAS INFLATION-IN PROPERTY TYPE: SECURITIES 4,205.00				09/22/2009 -448.00	01/21/2010
7,508.00		137. UNITED STATES STEEL CORP PROPERTY TYPE: SECURITIES 6,154.00			CO	08/07/2009 1,354.00	01/22/2010

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj. basis	Gain or (loss)	
2,011.00		2011.26 FNMA POOL #893234 PROPERTY TYPE: SECURITIES 2,076.00		5.500%	8/0	08/12/2009 -65.00	01/25/2010
1,221.00		1220.56 FNMA POOL #900295 PROPERTY TYPE: SECURITIES 1,278.00		6.000%	9/0	08/11/2009 -57.00	01/25/2010
3,844.00		3844.09 FNMA POOL #AA0835 PROPERTY TYPE: SECURITIES 3,907.00		5.000%	1/0	08/12/2009 -63.00	01/25/2010
421.00		421.38 FNMA POOL #AA9117 PROPERTY TYPE: SECURITIES 419.00		4.500%	7/01	08/11/2009 2.00	01/25/2010
1,023.00		1023.24 FNMA POOL #AC1847 PROPERTY TYPE: SECURITIES 1,043.00		4.500%	9/0	07/17/2009 -20.00	01/25/2010
1,240.00		12. PRECISION CASTPARTS CORP COM W/RIGHT PROPERTY TYPE: SECURITIES 996.00				05/20/2009 244.00	01/25/2010
4,030.00		39. PRECISION CASTPARTS CORP COM W/RIGHT PROPERTY TYPE: SECURITIES 2,157.00				02/22/2006 1,873.00	01/25/2010
4,847.00		101. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 4,857.00				09/12/2008 -10.00	01/27/2010
5,038.00		164. HARSCO CORP COM PROPERTY TYPE: SECURITIES 4,908.00				12/08/2009 130.00	01/27/2010
4,621.00		60. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 5,581.00				05/20/2009 -960.00	01/27/2010
7,350.00		7000. CREDIT SUISSE NEW YO PROPERTY TYPE: SECURITIES 7,373.00		6.000%	2/15/	09/22/2009 -23.00	01/28/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
549.00		6. EOG RES INC COM PROPERTY TYPE: SECURITIES 553.00				09/26/2008 -4.00	02/01/2010
7,138.00		78. EOG RES INC COM PROPERTY TYPE: SECURITIES 7,192.00				09/26/2008 -54.00	02/01/2010
6,898.00		675. ACTIVISION BLIZZARD INC PROPERTY TYPE: SECURITIES 8,103.00				10/01/2009 -1,205.00	02/02/2010
7,015.00		127. BP PLC SPONSORED ADR PROPERTY TYPE: SECURITIES 7,496.00				11/10/2009 -481.00	02/03/2010
6,399.00		67. INTERCONTINENTALEXCHANGE INC PROPERTY TYPE: SECURITIES 6,537.00				07/09/2009 -138.00	02/04/2010
10,984.00		340. LAM RESH CORP COM PROPERTY TYPE: SECURITIES 11,759.00				09/11/2009 -775.00	02/04/2010
7,137.00		403. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 7,160.00				09/15/2009 -23.00	02/05/2010
6,965.00		132. BP PLC SPONSORED ADR PROPERTY TYPE: SECURITIES 7,704.00				12/03/2009 -739.00	02/08/2010
1,235.00		122. ACTIVISION BLIZZARD INC PROPERTY TYPE: SECURITIES 1,404.00				05/20/2009 -169.00	02/09/2010
6,439.00		636. ACTIVISION BLIZZARD INC PROPERTY TYPE: SECURITIES 5,379.00				12/18/2006 1,060.00	02/09/2010
13,034.00		902. BANK AMER CORP COM PROPERTY TYPE: SECURITIES 13,611.00				10/19/2009 -577.00	02/09/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
8,179.00		566. BANK AMER CORP COM PROPERTY TYPE: SECURITIES 13,901.00				12/31/2008 -5,722.00	02/09/2010
14,113.00		418. EXPEDITORS INTL WASH INC COM PROPERTY TYPE: SECURITIES 13,166.00				07/07/2009 947.00	02/09/2010
1,621.00		48. EXPEDITORS INTL WASH INC COM PROPERTY TYPE: SECURITIES 1,549.00				11/12/2008 72.00	02/09/2010
12,316.00		1038. JANUS CAP GROUP INC PROPERTY TYPE: SECURITIES 13,057.00				08/21/2009 -741.00	02/09/2010
8,567.00		722. JANUS CAP GROUP INC PROPERTY TYPE: SECURITIES 12,058.00				12/31/2008 -3,491.00	02/09/2010
8,245.00		275. UNILEVER N V NEW YORK SHS NEW PROPERTY TYPE: SECURITIES 7,964.00				09/26/2008 281.00	02/16/2010
11,723.00		194. MOSAIC CO PROPERTY TYPE: SECURITIES 12,843.00				01/08/2010 -1,120.00	02/19/2010
11,976.00		356. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES 11,241.00				02/02/2010 735.00	02/22/2010
5,584.00		166. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES 6,781.00				06/26/2008 -1,197.00	02/22/2010
14,120.00		202. AIR PRODS & CHEMICALS INC COM W/ RT PROPERTY TYPE: SECURITIES 14,417.00				02/05/2010 -297.00	02/22/2010
13,980.00		200. AIR PRODS & CHEMICALS INC COM W/ RT PROPERTY TYPE: SECURITIES 13,502.00				05/15/2006 478.00	02/22/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
14,464.00		514. ALBERTO-CULVER CO PROPERTY TYPE: SECURITIES 13,413.00				01/08/2010 1,051.00	02/22/2010
11,594.00		412. ALBERTO-CULVER CO PROPERTY TYPE: SECURITIES 10,310.00				12/13/2007 1,284.00	02/22/2010
8,022.00		68. AMAZON COM INC COM PROPERTY TYPE: SECURITIES 8,594.00				01/28/2010 -572.00	02/22/2010
12,715.00		291. AMERICAN TOWER CORP CL A PROPERTY TYPE: SECURITIES 9,126.00				08/07/2009 3,589.00	02/22/2010
16,341.00		374. AMERICAN TOWER CORP CL A PROPERTY TYPE: SECURITIES 14,183.00				10/10/2008 2,158.00	02/22/2010
19,125.00		336. AMGEN INC COM W/RTS ATTACHED EXP 03 PROPERTY TYPE: SECURITIES 17,751.00				06/26/2009 1,374.00	02/22/2010
13,632.00		327. AMPHENOL CORP NEW CL A PROPERTY TYPE: SECURITIES 11,973.00				01/27/2010 1,659.00	02/22/2010
12,799.00		307. AMPHENOL CORP NEW CL A PROPERTY TYPE: SECURITIES 9,963.00				11/06/2008 2,836.00	02/22/2010
20,777.00		200. APACHE CORP COM RTS EXP 01/31/2006 PROPERTY TYPE: SECURITIES 16,027.00				11/04/2009 4,750.00	02/22/2010
26,283.00		253. APACHE CORP COM RTS EXP 01/31/2006 PROPERTY TYPE: SECURITIES 17,146.00				11/30/2006 9,137.00	02/22/2010
5,807.00		29. APPLE COMPUTER INC COM PROPERTY TYPE: SECURITIES 5,757.00				12/03/2009 50.00	02/22/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
2,403.00		12. APPLE COMPUTER INC COM PROPERTY TYPE: SECURITIES 1,791.00				09/12/2008 612.00	02/22/2010
7,447.00		89. C R BARD INC COM W/RTS EXP 10/23/200 PROPERTY TYPE: SECURITIES 6,425.00				05/20/2009 1,022.00	02/22/2010
14,811.00		177. C R BARD INC COM W/RTS EXP 10/23/20 PROPERTY TYPE: SECURITIES 11,399.00				08/31/2005 3,412.00	02/22/2010
14,074.00		244. BAXTER INTL INC COM W/RIGHTS ATTACH PROPERTY TYPE: SECURITIES 12,726.00				11/12/2009 1,348.00	02/22/2010
4,903.00		85. BAXTER INTL INC COM W/RIGHTS ATTACHE PROPERTY TYPE: SECURITIES 5,032.00				11/17/2008 -129.00	02/22/2010
8,324.00		228. BEST BUY INC COM PROPERTY TYPE: SECURITIES 8,901.00				01/19/2010 -577.00	02/22/2010
13,887.00		217. BOEING CO COM PROPERTY TYPE: SECURITIES 13,309.00				09/26/2008 578.00	02/22/2010
10,598.00		253. CAMERON INT'L CORP COM PROPERTY TYPE: SECURITIES 8,604.00				01/20/2010 1,994.00	02/22/2010
16,169.00		386. CAMERON INT'L CORP COM PROPERTY TYPE: SECURITIES 10,231.00				11/27/2006 5,938.00	02/22/2010
26,906.00		1110. CISCO SYS INC COM W/RIGHTS ATTACHE PROPERTY TYPE: SECURITIES 25,646.00				09/12/2008 1,260.00	02/22/2010
14,332.00		303. COGNIZANT TECH SOLUTIONS CRP COM PROPERTY TYPE: SECURITIES 11,157.00				12/30/2009 3,175.00	02/22/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
12,865.00		272. COGNIZANT TECH SOLUTIONS CRP COM PROPERTY TYPE: SECURITIES 6,504.00				11/15/2005 6,361.00	02/22/2010
22,060.00		269. COLGATE-PALMOLIVE CO COM PROPERTY TYPE: SECURITIES 20,061.00				12/14/2009 1,999.00	02/22/2010
16,273.00		215. DANAHER CORP COM PROPERTY TYPE: SECURITIES 13,182.00				05/20/2009 3,091.00	02/22/2010
33,606.00		444. DANAHER CORP COM PROPERTY TYPE: SECURITIES 25,463.00				03/14/2008 8,143.00	02/22/2010
6,517.00		115. DEERE & CO COM PROPERTY TYPE: SECURITIES 5,147.00				05/20/2009 1,370.00	02/22/2010
12,864.00		227. DEERE & CO COM PROPERTY TYPE: SECURITIES 12,707.00				02/10/2009 157.00	02/22/2010
6,558.00		492. DELL INC PROPERTY TYPE: SECURITIES 13,083.00				11/01/2007 -6,525.00	02/22/2010
8,420.00		271. DISNEY (WALT) COMPANY HOLDING COMPA PROPERTY TYPE: SECURITIES 6,455.00				05/20/2009 1,965.00	02/22/2010
22,370.00		720. DISNEY (WALT) COMPANY HOLDING COMPA PROPERTY TYPE: SECURITIES 19,940.00				05/08/2006 2,430.00	02/22/2010
15,214.00		452. THE DIRECTV GROUP PROPERTY TYPE: SECURITIES 10,495.00				07/22/2009 4,719.00	02/22/2010
7,708.00		229. THE DIRECTV GROUP PROPERTY TYPE: SECURITIES 5,275.00				01/14/2009 2,433.00	02/22/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
18,004.00		202. EXPRESS SCRIPTS INC CL A W/RIGHTS A PROPERTY TYPE: SECURITIES 13,239.00				01/07/2010 4,765.00	02/22/2010
12,745.00		143. EXPRESS SCRIPTS INC CL A W/RIGHTS A PROPERTY TYPE: SECURITIES 7,912.00				01/15/2009 4,833.00	02/22/2010
3,961.00		83. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 3,962.00				07/22/2009 -1.00	02/22/2010
18,706.00		392. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 11,399.00				10/10/2008 7,307.00	02/22/2010
3,795.00		7. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 2,747.00				04/29/2009 1,048.00	02/22/2010
39,576.00		73. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 32,875.00				12/26/2008 6,701.00	02/22/2010
17,289.00		167. W W GRAINGER INC COM W/RIGHTS ATTAC PROPERTY TYPE: SECURITIES 16,553.00				02/17/2010 736.00	02/22/2010
6,725.00		219. HARSCO CORP COM PROPERTY TYPE: SECURITIES 6,215.00				12/08/2009 510.00	02/22/2010
5,497.00		179. HARSCO CORP COM PROPERTY TYPE: SECURITIES 4,417.00				12/22/2008 1,080.00	02/22/2010
6,218.00		123. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES 3,675.00				03/26/2009 2,543.00	02/22/2010
32,708.00		647. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES 28,945.00				12/12/2008 3,763.00	02/22/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
6,771.00		66. INTERCONTINENTALEXCHANGE INC PROPERTY TYPE: SECURITIES 5,686.00				07/09/2009 1,085.00	02/22/2010
11,593.00		113. INTERCONTINENTALEXCHANGE INC PROPERTY TYPE: SECURITIES 7,041.00				01/20/2009 4,552.00	02/22/2010
24,199.00		191. INTL BUSINESS MACHINES CORP COM PROPERTY TYPE: SECURITIES 21,997.00				10/02/2008 2,202.00	02/22/2010
16,882.00		940. INTERNATIONAL GAME TECHNOLOGY COM PROPERTY TYPE: SECURITIES 16,995.00				02/09/2010 -113.00	02/22/2010
25,091.00		977. JEFFERIES GRP INC NEW COM PROPERTY TYPE: SECURITIES 25,051.00				02/16/2010 40.00	02/22/2010
9,208.00		400. LOWES COS INC COM W/RIGHTS ATTACHED PROPERTY TYPE: SECURITIES 7,949.00				09/21/2009 1,259.00	02/22/2010
8,241.00		358. LOWES COS INC COM W/RIGHTS ATTACHED PROPERTY TYPE: SECURITIES 6,408.00				02/13/2009 1,833.00	02/22/2010
13,015.00		348. MCCORMICK & CO INC COM PROPERTY TYPE: SECURITIES 11,333.00				02/05/2010 1,682.00	02/22/2010
10,472.00		280. MCCORMICK & CO INC COM PROPERTY TYPE: SECURITIES 8,494.00				02/12/2009 1,978.00	02/22/2010
2,746.00		63. MEDTRONIC INC COM W/RTS ATTACHED EXP PROPERTY TYPE: SECURITIES 3,387.00				02/02/2007 -641.00	02/22/2010
24,733.00		863. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 23,259.00				09/21/2005 1,474.00	02/22/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
11,442.00		423. MICROCHIP TECHNOLOGY INC COM W/RTS PROPERTY TYPE: SECURITIES 10,703.00				02/04/2010 739.00	02/22/2010
5,897.00		218. MICROCHIP TECHNOLOGY INC COM W/RTS PROPERTY TYPE: SECURITIES 6,502.00				09/21/2005 -605.00	02/22/2010
5,221.00		193. MICROCHIP TECHNOLOGY INC COM W/RTS PROPERTY TYPE: SECURITIES 6,084.00				08/31/2005 -863.00	02/22/2010
3,681.00		48. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 4,465.00				05/20/2009 -784.00	02/22/2010
17,406.00		227. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 9,725.00				04/10/2006 7,681.00	02/22/2010
8,764.00		174. NATIONAL FUEL GAS CO NJ COM W/RTS A PROPERTY TYPE: SECURITIES 8,903.00				01/11/2010 -139.00	02/22/2010
12,523.00		195. NIKE INC CL B COM PROPERTY TYPE: SECURITIES 11,366.00				12/30/2009 1,157.00	02/22/2010
13,422.00		209. NIKE INC CL B COM PROPERTY TYPE: SECURITIES 13,212.00				01/17/2008 210.00	02/22/2010
5,348.00		216. ORACLE CORP COM PROPERTY TYPE: SECURITIES 3,437.00				03/30/2009 1,911.00	02/22/2010
32,856.00		1327. ORACLE CORP COM PROPERTY TYPE: SECURITIES 21,991.00				12/22/2008 10,865.00	02/22/2010
1,351.00		29. PEABODY ENERGY CORP COM PROPERTY TYPE: SECURITIES 952.00				05/20/2009 399.00	02/22/2010

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Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis	Gain or (loss)	
3,448.00		74. PEABODY ENERGY CORP COM PROPERTY TYPE: SECURITIES 2,544.00				09/27/2006 904.00	02/22/2010
16,687.00		147. PRECISION CASTPARTS CORP COM W/RIGH PROPERTY TYPE: SECURITIES 8,065.00				02/24/2006 8,622.00	02/22/2010
25,970.00		519. T ROWE PRICE GRP INC COM PROPERTY TYPE: SECURITIES 25,536.00				02/18/2010 434.00	02/22/2010
3,973.00		102. QUALCOMM INC COM W/RTS ATTACHED PROPERTY TYPE: SECURITIES 4,818.00				07/23/2009 -845.00	02/22/2010
7,478.00		192. QUALCOMM INC COM W/RTS ATTACHED PROPERTY TYPE: SECURITIES 8,471.00				09/22/2008 -993.00	02/22/2010
17,068.00		310. ROPER INDS INC NEW COM W/RTS ATTACH PROPERTY TYPE: SECURITIES 14,812.00				12/24/2009 2,256.00	02/22/2010
15,141.00		275. ROPER INDS INC NEW COM W/RTS ATTACH PROPERTY TYPE: SECURITIES 16,564.00				10/31/2007 -1,423.00	02/22/2010
8,803.00		472. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 8,349.00				06/18/2009 454.00	02/22/2010
3,332.00		115. SYSCO CORP COM RTS EXP 05/31/2006 PROPERTY TYPE: SECURITIES 3,214.00				01/13/2010 118.00	02/22/2010
6,808.00		235. SYSCO CORP COM RTS EXP 05/31/2006 PROPERTY TYPE: SECURITIES 8,145.00				10/31/2006 -1,337.00	02/22/2010
2,277.00		45. TARGET CORP COM PROPERTY TYPE: SECURITIES 2,676.00				01/11/2007 -399.00	02/22/2010

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Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
8,223.00		131. TECHNE CORP COM PROPERTY TYPE: SECURITIES 8,496.00				12/10/2009 -273.00	02/22/2010
7,721.00		123. TECHNE CORP COM PROPERTY TYPE: SECURITIES 7,027.00				02/03/2009 694.00	02/22/2010
1,435.00		21. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 1,469.00				12/14/2009 -34.00	02/22/2010
6,865.00		79. VISA INC-CLASS A SHRS PROPERTY TYPE: SECURITIES 5,184.00				05/20/2009 1,681.00	02/22/2010
13,296.00		153. VISA INC-CLASS A SHRS PROPERTY TYPE: SECURITIES 9,210.00				12/24/2008 4,086.00	02/22/2010
4,674.00		87. WAL MART STORES INC COM PROPERTY TYPE: SECURITIES 4,508.00				10/20/2009 166.00	02/22/2010
11,767.00		219. WAL MART STORES INC COM PROPERTY TYPE: SECURITIES 12,945.00				11/11/2008 -1,178.00	02/22/2010
7,957.00		493. WESTERN UNION CO/THE PROPERTY TYPE: SECURITIES 8,789.00				09/08/2009 -832.00	02/22/2010
10,104.00		626. WESTERN UNION CO/THE PROPERTY TYPE: SECURITIES 14,033.00				01/07/2008 -3,929.00	02/22/2010
17,473.00		275. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 18,771.00				09/26/2008 -1,298.00	02/23/2010
2,262.00		46. TARGET CORP COM PROPERTY TYPE: SECURITIES 2,735.00				01/11/2007 -473.00	02/23/2010

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16,117.00		301. BP PLC SPONSORED ADR PROPERTY TYPE: SECURITIES 17,407.00				12/03/2009 -1,290.00	02/24/2010
5,101.00		5000. UNITED STATES TREAS NT DTD 9/15/20 PROPERTY TYPE: SECURITIES 5,154.00				10/29/2009 -53.00	02/24/2010
6,863.00		6000. BHP BILLITON FIN USA 6.500% 4/01/ PROPERTY TYPE: SECURITIES 6,781.00				07/30/2009 82.00	02/25/2010
11,897.00		11896.55 FNMA POOL #893234 5.500% 8/ PROPERTY TYPE: SECURITIES 12,281.00				08/12/2009 -384.00	02/25/2010
2,924.00		2923.78 FNMA POOL #900295 6.000% 9/0 PROPERTY TYPE: SECURITIES 3,061.00				08/11/2009 -137.00	02/25/2010
3,130.00		3130. FNMA POOL #AA0835 5.000% 1/01/ PROPERTY TYPE: SECURITIES 3,181.00				08/12/2009 -51.00	02/25/2010
125.00		125.47 FNMA POOL #AA9117 4.500% 7/01 PROPERTY TYPE: SECURITIES 125.00				08/11/2009	02/25/2010
1,174.00		1174.44 FNMA POOL #AC1847 4.500% 9/0 PROPERTY TYPE: SECURITIES 1,197.00				07/17/2009 -23.00	02/25/2010
7,815.00		336. STAPLES INC COM W/INVISIBLE RTS TO PROPERTY TYPE: SECURITIES 7,353.00				04/24/2009 462.00	03/02/2010
8,070.00		76. APACHE CORP COM RTS EXP 01/31/2006 PROPERTY TYPE: SECURITIES 7,997.00				10/21/2009 73.00	03/03/2010
2,702.00		79. THE DIRECTV GROUP PROPERTY TYPE: SECURITIES 2,490.00				11/20/2009 212.00	03/03/2010

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Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
7,056.00		118. CLIFFS NAT RES INC PROPERTY TYPE: SECURITIES 6,370.00				02/23/2010 686.00	03/05/2010
3,276.00		42. BECTON DICKINSON & CO COM PROPERTY TYPE: SECURITIES 3,335.00				12/31/2009 -59.00	03/08/2010
13,103.00		168. BECTON DICKINSON & CO COM PROPERTY TYPE: SECURITIES 13,342.00				12/31/2009 -239.00	03/08/2010
1,734.00		41. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 2,021.00				05/01/2008 -287.00	03/09/2010
1,425.00		71. INVESCO LIMITED PROPERTY TYPE: SECURITIES 1,923.00				05/01/2008 -498.00	03/09/2010
7,543.00		7000. CITIGROUP INC SR NT DTD 08/19/08 6 PROPERTY TYPE: SECURITIES 7,361.00				09/23/2009 182.00	03/10/2010
8,000.00		7000. CAPITAL ONE FINANCIAL CORP SE NT D PROPERTY TYPE: SECURITIES 7,339.00				07/20/2009 661.00	03/16/2010
16,605.00		315. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES 14,975.00				05/01/2008 1,630.00	03/22/2010
8,554.00		187. STATE STR CORP COM PROPERTY TYPE: SECURITIES 7,459.00				12/15/2009 1,095.00	03/23/2010
14,259.00		267. TARGET CORP COM PROPERTY TYPE: SECURITIES 14,184.00				09/26/2008 75.00	03/24/2010
5,743.00		5743.48 FNMA POOL #893234 PROPERTY TYPE: SECURITIES 5,929.00		5.500%	8/0	08/12/2009 -186.00	03/25/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
4,544.00		4544.23 FNMA POOL #900295 PROPERTY TYPE: SECURITIES 4,758.00		6.000% 9/0		08/11/2009 -214.00	03/25/2010
2,967.00		2967.04 FNMA POOL #AA0835 PROPERTY TYPE: SECURITIES 3,015.00		5.000% 1/0		08/12/2009 -48.00	03/25/2010
102.00		101.99 FNMA POOL #AA9117 PROPERTY TYPE: SECURITIES 101.00		4.500% 7/01		08/11/2009 1.00	03/25/2010
659.00		659.36 FNMA POOL #AC1847 PROPERTY TYPE: SECURITIES 672.00		4.500% 9/01		07/17/2009 -13.00	03/25/2010
15,617.00		159. APACHE CORP COM RTS EXP 01/31/2006 PROPERTY TYPE: SECURITIES 15,868.00				10/08/2009 -251.00	03/26/2010
9,857.00		88. FRANKLIN RES INC COM PROPERTY TYPE: SECURITIES 5,574.00				10/22/2008 4,283.00	03/26/2010
10,659.00		200. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES 9,508.00				05/01/2008 1,151.00	03/31/2010
1,234.00		17. BOEING CO COM PROPERTY TYPE: SECURITIES 895.00				11/17/2009 339.00	04/06/2010
8,636.00		119. BOEING CO COM PROPERTY TYPE: SECURITIES 6,931.00				09/26/2008 1,705.00	04/06/2010
4,761.00		66. CLIFFS NAT RES INC PROPERTY TYPE: SECURITIES 3,563.00				02/23/2010 1,198.00	04/07/2010
9,748.00		186. TRAVELERS COMPANIES, INC PROPERTY TYPE: SECURITIES 8,305.00				09/26/2008 1,443.00	04/08/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
9,361.00		137. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 10,602.00				01/20/2009 -1,241.00	04/13/2010
17,128.00		251. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 18,938.00				10/06/2008 -1,810.00	04/16/2010
8,699.00		73. FRANKLIN RES INC COM PROPERTY TYPE: SECURITIES 4,059.00				11/19/2008 4,640.00	04/20/2010
9,058.00		9000. GOLDMAN SACHS GROUP INC SUB NT DTD PROPERTY TYPE: SECURITIES 9,107.00				03/15/2010 -49.00	04/20/2010
8,058.00		8058.19 FNMA POOL #893234 PROPERTY TYPE: SECURITIES 8,319.00		5.500% 8/0		08/12/2009 -261.00	04/26/2010
1,978.00		1977.73 FNMA POOL #900295 PROPERTY TYPE: SECURITIES 2,071.00		6.000% 9/0		08/11/2009 -93.00	04/26/2010
3,067.00		3067. FNMA POOL #AA0835 PROPERTY TYPE: SECURITIES 3,117.00		5.000% 1/01/		08/12/2009 -50.00	04/26/2010
112.00		112.21 FNMA POOL #AA9117 PROPERTY TYPE: SECURITIES 111.00		4.500% 7/01		08/11/2009 1.00	04/26/2010
986.00		986.04 FNMA POOL #AC1847 PROPERTY TYPE: SECURITIES 1,005.00		4.500% 9/01		07/17/2009 -19.00	04/26/2010
14,504.00		534. CISCO SYS INC COM W/RIGHTS ATTACHED PROPERTY TYPE: SECURITIES 12,677.00				09/30/2009 1,827.00	04/29/2010
17,596.00		333. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES 11,489.00				04/07/2009 6,107.00	04/29/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
16,641.00		555. KRAFT FOODS INC-A COM PROPERTY TYPE: SECURITIES 16,050.00				02/16/2010 591.00	04/29/2010
12,609.00		488. ORACLE CORP COM PROPERTY TYPE: SECURITIES 12,161.00				12/28/2009 448.00	04/29/2010
11,210.00		175. CLIFFS NAT RES INC PROPERTY TYPE: SECURITIES 8,007.00				02/23/2010 3,203.00	04/30/2010
8,669.00		141. ANADARKO PETE CORP COM W/RIGHTS ATT PROPERTY TYPE: SECURITIES 10,358.00				04/16/2010 -1,689.00	05/03/2010
9,375.00		256. THE DIRECTV GROUP PROPERTY TYPE: SECURITIES 8,027.00				11/20/2009 1,348.00	05/03/2010
10,767.00		193. CLIFFS NAT RES INC PROPERTY TYPE: SECURITIES 7,821.00				01/29/2010 2,946.00	05/04/2010
9,159.00		145. ANADARKO PETE CORP COM W/RIGHTS ATT PROPERTY TYPE: SECURITIES 10,420.00				04/16/2010 -1,261.00	05/05/2010
12,811.00		206. ANADARKO PETE CORP COM W/RIGHTS ATT PROPERTY TYPE: SECURITIES 14,159.00				03/26/2010 -1,348.00	05/06/2010
7,455.00		131. HESS CORP PROPERTY TYPE: SECURITIES 8,330.00				01/05/2010 -875.00	05/07/2010
11,536.00		419. DOW CHEM CO COM PROPERTY TYPE: SECURITIES 9,650.00				12/11/2009 1,886.00	05/10/2010
8,782.00		150. HESS CORP PROPERTY TYPE: SECURITIES 8,882.00				12/23/2009 -100.00	05/10/2010

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
9,014.00		296. KRAFT FOODS INC-A COM PROPERTY TYPE: SECURITIES 8,532.00					02/17/2010 482.00	05/11/2010
16,336.00		278. HESS CORP PROPERTY TYPE: SECURITIES 16,285.00					01/27/2010 51.00	05/13/2010
9,031.00		143. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 9,446.00					10/27/2008 -415.00	05/18/2010
23,053.00		546. COVIDIEN PLC PROPERTY TYPE: SECURITIES 23,426.00					10/28/2009 -373.00	05/24/2010
86.00		86.11 FNMA POOL #893234 PROPERTY TYPE: SECURITIES 89.00		5.500%	8/01/		08/12/2009 -3.00	05/25/2010
4,036.00		4036.09 FNMA POOL #900295 PROPERTY TYPE: SECURITIES 4,226.00		6.000%	9/0		08/11/2009 -190.00	05/25/2010
3,958.00		3957.87 FNMA POOL #AA0835 PROPERTY TYPE: SECURITIES 4,022.00		5.000%	1/0		08/12/2009 -64.00	05/25/2010
104.00		104.22 FNMA POOL #AA9117 PROPERTY TYPE: SECURITIES 104.00		4.500%	7/01		08/11/2009 05/25/2010	
451.00		450.8 FNMA POOL #AC1847 PROPERTY TYPE: SECURITIES 460.00		4.500%	9/01/		07/17/2009 -9.00	05/25/2010
24,396.00		463. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 27,071.00					03/08/2010 -2,675.00	06/01/2010
16,154.00		147. EOG RES INC COM PROPERTY TYPE: SECURITIES 14,844.00					05/13/2010 1,310.00	06/14/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
25,231.00		20000. UNITED STATES TREAS BDS DTD 8/15/ PROPERTY TYPE: SECURITIES 25,421.00				06/08/2010 -190.00	06/14/2010
3,028.00		3000. UNITED STATES TREAS NT DTD 9/15/20 PROPERTY TYPE: SECURITIES 3,092.00				10/29/2009 -64.00	06/14/2010
27,219.00		27000. US TREASURY NOTE 1.875% 4/30 PROPERTY TYPE: SECURITIES 26,879.00				11/18/2009 340.00	06/14/2010
4,172.00		4000. BANK OF AMERICA CORP 3.125% 6/15/ PROPERTY TYPE: SECURITIES 4,162.00				09/28/2009 10.00	06/15/2010
14,574.00		318. PHILIP MORRIS INTERNATIONAL IN PROPERTY TYPE: SECURITIES 12,175.00				05/01/2008 2,399.00	06/15/2010
27,520.00		22000. UNITED STATES TREAS INFLATION-IND PROPERTY TYPE: SECURITIES 30,020.00				08/26/2009 -2,500.00	06/15/2010
9,680.00		165. PRUDENTIAL FINANCIAL INC CO PROPERTY TYPE: SECURITIES 12,623.00				09/26/2008 -2,943.00	06/16/2010
8,822.00		210. BED BATH & BEYOND INC COM PROPERTY TYPE: SECURITIES 9,401.00				04/05/2010 -579.00	06/17/2010
881.00		8. EOG RES INC COM PROPERTY TYPE: SECURITIES 739.00				02/24/2010 142.00	06/17/2010
6,495.00		59. EOG RES INC COM PROPERTY TYPE: SECURITIES 5,440.00				09/26/2008 1,055.00	06/17/2010
9,709.00		370. SUNTRUST BKS INC COM PROPERTY TYPE: SECURITIES 8,518.00				02/03/2010 1,191.00	06/18/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis	Gain or (loss)	
15,819.00		434. THE DIRECTV GROUP PROPERTY TYPE: SECURITIES 11,920.00				10/09/2009 3,899.00	06/22/2010
8,209.00		515. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 9,760.00				04/23/2010 -1,551.00	06/22/2010
3,955.00		154. HALLIBURTON CO COM W/RIGHTS EXP 12/ PROPERTY TYPE: SECURITIES 4,563.00				04/30/2010 -608.00	06/23/2010
1,823.00		71. HALLIBURTON CO COM W/RIGHTS EXP 12/1 PROPERTY TYPE: SECURITIES 2,104.00				04/30/2010 -281.00	06/23/2010
8,303.00		200. HONEYWELL INTL INC COM PROPERTY TYPE: SECURITIES 8,570.00				09/26/2008 -267.00	06/24/2010
7,985.00		425. E M C CORP MASS COM PROPERTY TYPE: SECURITIES 8,233.00				04/30/2010 -248.00	06/25/2010
84.00		84.46 FNMA POOL #893234 PROPERTY TYPE: SECURITIES 87.00		5.500%	8/01/	08/12/2009 -3.00	06/25/2010
80.00		79.77 FNMA POOL #900295 PROPERTY TYPE: SECURITIES 84.00		6.000%	9/01/	08/11/2009 -4.00	06/25/2010
5,390.00		5389.62 FNMA POOL #AA0835 PROPERTY TYPE: SECURITIES 5,477.00		5.000%	1/0	08/12/2009 -87.00	06/25/2010
110.00		109.88 FNMA POOL #AA9117 PROPERTY TYPE: SECURITIES 109.00		4.500%	7/01	08/11/2009 1.00	06/25/2010
430.00		430.45 FNMA POOL #AC1847 PROPERTY TYPE: SECURITIES 439.00		4.500%	9/01	07/17/2009 -9.00	06/25/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
3,039.00		70. RANGE RES CORP COM PROPERTY TYPE: SECURITIES 3,655.00				01/15/2010 -616.00	06/25/2010
6,652.00		65. EOG RES INC COM PROPERTY TYPE: SECURITIES 5,814.00				09/26/2008 838.00	06/29/2010
2,379.00		95. HALLIBURTON CO COM W/RIGHTS EXP 12/1 PROPERTY TYPE: SECURITIES 2,815.00				04/30/2010 -436.00	06/30/2010
4,682.00		187. HALLIBURTON CO COM W/RIGHTS EXP 12/ PROPERTY TYPE: SECURITIES 5,161.00				10/12/2009 -479.00	06/30/2010
1,917.00		24.99989 OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES 2,054.00				06/01/2010 -137.00	07/01/2010
6,517.00		85.00011 OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES 7,553.00				06/01/2010 -1,036.00	07/01/2010
6,793.00		186. BED BATH & BEYOND INC COM PROPERTY TYPE: SECURITIES 8,327.00				04/05/2010 -1,534.00	07/02/2010
17,246.00		562. VIACOM INC NEW PROPERTY TYPE: SECURITIES 10,926.00				10/16/2008 6,320.00	07/02/2010
7,152.00		365. STAPLES INC COM W/INVISIBLE RTS TO PROPERTY TYPE: SECURITIES 8,672.00				05/03/2010 -1,520.00	07/12/2010
1,215.00		62. STAPLES INC COM W/INVISIBLE RTS TO P PROPERTY TYPE: SECURITIES 1,357.00				04/24/2009 -142.00	07/12/2010
10,711.00		295. QUALCOMM INC COM W/RTS ATTACHED PROPERTY TYPE: SECURITIES 12,056.00				10/09/2009 -1,345.00	07/19/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
8,516.00		228. BROADCOM CORP COM PROPERTY TYPE: SECURITIES 6,388.00					02/04/2010 2,128.00	07/23/2010
6,935.00		1476. SPRINT CORP COM W/RTS ATTACHED EXP PROPERTY TYPE: SECURITIES 11,868.00					06/12/2008 -4,933.00	07/23/2010
1,765.00		1765.28 FNMA POOL #893234 PROPERTY TYPE: SECURITIES 1,822.00		5.500%	8/0		08/12/2009 -57.00	07/25/2010
2,612.00		2612.14 FNMA POOL #900295 PROPERTY TYPE: SECURITIES 2,735.00		6.000%	9/0		08/11/2009 -123.00	07/25/2010
4,364.00		4363.88 FNMA POOL #AA0835 PROPERTY TYPE: SECURITIES 4,435.00		5.000%	1/0		08/12/2009 -71.00	07/25/2010
759.00		758.75 FNMA POOL #AA9117 PROPERTY TYPE: SECURITIES 754.00		4.500%	7/01		08/11/2009 5.00	07/25/2010
708.00		707.98 FNMA POOL #AC1847 PROPERTY TYPE: SECURITIES 722.00		4.500%	9/01		07/17/2009 -14.00	07/25/2010
16,014.00		14000. AT&T INC PROPERTY TYPE: SECURITIES 14,965.00		5.800%	2/15		01/19/2010 1,049.00	07/29/2010
8,125.00		7000. ORACLE CORP PROPERTY TYPE: SECURITIES 7,673.00		5.750%	4/15/		10/19/2009 452.00	07/29/2010
7,007.00		6000. UNITED TECHNOLOGIES CORP NT DTD 5/ PROPERTY TYPE: SECURITIES 6,846.00					09/23/2009 161.00	07/29/2010
7,681.00		274. JOHNSON CTLS INC COM W/RTS ATTACHED PROPERTY TYPE: SECURITIES 8,148.00					05/18/2010 -467.00	08/12/2010

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Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
7,462.00		155. AFLAC INC COM PROPERTY TYPE: SECURITIES 6,863.00				06/16/2010 599.00	08/13/2010
14,972.00		161. EOG RES INC COM PROPERTY TYPE: SECURITIES 10,778.00				07/02/2009 4,194.00	08/16/2010
9,339.00		191. EMERSON ELEC CO COM W/RTS ATTACHED PROPERTY TYPE: SECURITIES 8,140.00				11/17/2009 1,199.00	08/17/2010
1,565.00		32. EMERSON ELEC CO COM W/RTS ATTACHED E PROPERTY TYPE: SECURITIES 1,036.00				04/21/2009 529.00	08/17/2010
12,771.00		171. EATON CORP COM W/RTS EXP 07/12/2005 PROPERTY TYPE: SECURITIES 13,052.00				05/04/2010 -281.00	08/19/2010
8,041.00		8040.96 FNMA POOL #893234 PROPERTY TYPE: SECURITIES 8,301.00		5.500%	8/0	08/12/2009 -260.00	08/25/2010
74.00		73.85 FNMA POOL #900295 PROPERTY TYPE: SECURITIES 77.00		6.000%	9/01/	08/11/2009 -3.00	08/25/2010
3,316.00		3315.84 FNMA POOL #AA0835 PROPERTY TYPE: SECURITIES 3,370.00		5.000%	1/0	08/12/2009 -54.00	08/25/2010
994.00		993.89 FNMA POOL #AA9117 PROPERTY TYPE: SECURITIES 987.00		4.500%	7/01	08/11/2009 7.00	08/25/2010
722.00		722.08 FNMA POOL #AC1847 PROPERTY TYPE: SECURITIES 736.00		4.500%	9/01	07/17/2009 -14.00	08/25/2010
7,098.00		6000. CAPITAL ONE FINANCIA PROPERTY TYPE: SECURITIES 6,633.00		6.750%	9/15/	03/16/2010 465.00	09/01/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
51,582.00		50000. US TREASURY NOTE 1.875% 4/30 PROPERTY TYPE: SECURITIES 49,775.00				11/18/2009 1,807.00	09/02/2010
17,003.00		17000. UNITED STATES TREAS NT DTD 9/15/2 PROPERTY TYPE: SECURITIES 17,523.00				10/29/2009 -520.00	09/10/2010
7,742.00		217. BROADCOM CORP COM PROPERTY TYPE: SECURITIES 5,855.00				10/28/2009 1,887.00	09/14/2010
16,337.00		15000. GENERAL ELEC CAP COR 5.500% 1/08 PROPERTY TYPE: SECURITIES 14,987.00				01/15/2010 1,350.00	09/14/2010
15,078.00		358. TJX COS INC NEW COM PROPERTY TYPE: SECURITIES 9,957.00				04/09/2009 5,121.00	09/14/2010
10,000.00		10000. UNITED STATES TREAS NT DTD 9/15/2 PROPERTY TYPE: SECURITIES 10,307.00				10/29/2009 -307.00	09/15/2010
8,178.00		250. ARCHER DANIELS MIDLAND CO COM PROPERTY TYPE: SECURITIES 6,860.00				05/12/2010 1,318.00	09/21/2010
6,819.00		6818.7 FNMA POOL #893234 5.500% 8/01 PROPERTY TYPE: SECURITIES 7,039.00				08/12/2009 -220.00	09/25/2010
3,350.00		3349.97 FNMA POOL #900295 6.000% 9/0 PROPERTY TYPE: SECURITIES 3,508.00				08/11/2009 -158.00	09/25/2010
4,410.00		4410.25 FNMA POOL #AA0835 5.000% 1/0 PROPERTY TYPE: SECURITIES 4,482.00				08/12/2009 -72.00	09/25/2010
427.00		426.8 FNMA POOL #AA9117 4.500% 7/01/ PROPERTY TYPE: SECURITIES 424.00				08/11/2009 3.00	09/25/2010

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
568.00		568.37 FNMA POOL #AC1847 PROPERTY TYPE: SECURITIES 579.00		4.500%	9/01		07/17/2009	09/25/2010
							-11.00	
3,525.00		3000. U S TREASURY NOTES PROPERTY TYPE: SECURITIES 3,312.00		4.625%	2/15/		03/01/2010	09/27/2010
							213.00	
19,972.00		17000. U S TREASURY NOTES PROPERTY TYPE: SECURITIES 18,658.00		4.625%	2/15		07/21/2009	09/27/2010
							1,314.00	
8,808.00		548. CBS CORP CL B COM PROPERTY TYPE: SECURITIES 7,832.00					03/08/2010	09/28/2010
							976.00	
8,433.00		160. EMERSON ELEC CO COM W/RTS ATTACHED PROPERTY TYPE: SECURITIES 4,977.00					07/10/2009	09/28/2010
							3,456.00	
10,420.00		10000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 9,964.00		2.375%	7/28		06/14/2010	10/04/2010
							456.00	
14,440.00		175. AIR PRODS & CHEMICALS INC COM W/ RT PROPERTY TYPE: SECURITIES 12,970.00					03/08/2010	10/12/2010
							1,470.00	
21,426.00		559. FIRSTENERGY CORP COM 12/01/2004 PROPERTY TYPE: SECURITIES 40,917.00					09/26/2008	10/12/2010
							-19,491.00	
18,008.00		266. MOSAIC CO PROPERTY TYPE: SECURITIES 12,282.00					07/20/2010	10/12/2010
							5,726.00	
4,960.00		4000. INGERSOLL-RAND GL HLD CO GTD SR NT PROPERTY TYPE: SECURITIES 4,688.00					08/18/2009	10/13/2010
							272.00	
8,627.00		239. RANGE RES CORP COM PROPERTY TYPE: SECURITIES 12,478.00					01/15/2010	10/13/2010
							-3,851.00	

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
15,322.00		1313. BANK AMER CORP COM PROPERTY TYPE: SECURITIES 21,310.00				02/22/2010 -5,988.00	10/20/2010
14,203.00		284. FLUOR CORP NEW COM PROPERTY TYPE: SECURITIES 13,155.00				02/22/2010 1,048.00	10/20/2010
1,210.00		48. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 1,229.00				09/21/2005 -19.00	10/20/2010
14,430.00		277. PEABODY ENERGY CORP COM PROPERTY TYPE: SECURITIES 7,210.00				05/20/2009 7,220.00	10/20/2010
8,743.00		302. ORACLE CORP COM PROPERTY TYPE: SECURITIES 7,298.00				12/28/2009 1,445.00	10/22/2010
12,096.00		449. PPL CORP COM PROPERTY TYPE: SECURITIES 11,838.00				07/08/2010 258.00	10/22/2010
1,666.00		30. AFLAC INC COM PROPERTY TYPE: SECURITIES 1,328.00				06/16/2010 338.00	10/25/2010
6,608.00		119. AFLAC INC COM PROPERTY TYPE: SECURITIES 4,889.00				08/26/2009 1,719.00	10/25/2010
67.00		66.87 FNMA POOL #893234 PROPERTY TYPE: SECURITIES 69.00		5.500%	8/01/	08/12/2009 -2.00	10/25/2010
1,572.00		1571.88 FNMA POOL #900295 PROPERTY TYPE: SECURITIES 1,646.00		6.000%	9/0	08/11/2009 -74.00	10/25/2010
4,365.00		4365.34 FNMA POOL #AA0835 PROPERTY TYPE: SECURITIES 4,436.00		5.000%	1/0	08/12/2009 -71.00	10/25/2010

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis	Gain or (loss)	
841.00		841.19 FNMA POOL #AA9117 PROPERTY TYPE: SECURITIES 836.00		4.500% 7/01		08/11/2009 5.00	10/25/2010
1,606.00		1605.5 FNMA POOL #AC1847 PROPERTY TYPE: SECURITIES 1,637.00		4.500% 9/01		07/17/2009 -31.00	10/25/2010
10,735.00		244. BMC SOFTWARE INC COM RTS EXP 05/12/ PROPERTY TYPE: SECURITIES 9,795.00				04/29/2010 940.00	10/26/2010
8,999.00		278. HALLIBURTON CO COM W/RIGHTS EXP 12/ PROPERTY TYPE: SECURITIES 7,366.00				10/01/2009 1,633.00	11/01/2010
12,721.00		613. STAPLES INC COM W/INVISIBLE RTS TO PROPERTY TYPE: SECURITIES 13,169.00				08/17/2009 -448.00	11/05/2010
12,258.00		225. AMGEN INC COM W/RTS ATTACHED EXP 03 PROPERTY TYPE: SECURITIES 12,184.00				08/18/2010 74.00	11/12/2010
13,161.00		205. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 12,706.00				10/27/2008 455.00	11/15/2010
7,536.00		7000. CVS CAREMARK CORP SR UNSECURED DTD PROPERTY TYPE: SECURITIES 7,059.00				09/23/2009 477.00	11/17/2010
16,129.00		820. CISCO SYS INC COM W/RIGHTS ATTACHED PROPERTY TYPE: SECURITIES 18,231.00				09/30/2009 -2,102.00	11/18/2010
5,666.00		114. HONEYWELL INTL INC COM PROPERTY TYPE: SECURITIES 4,804.00				03/09/2010 862.00	11/18/2010
5,169.00		104. HONEYWELL INTL INC COM PROPERTY TYPE: SECURITIES 4,408.00				09/18/2008 761.00	11/18/2010

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
9,683.00		275. MERCK & CO INC NEW PROPERTY TYPE: SECURITIES 10,407.00				12/16/2009 -724.00	11/18/2010
5,421.00		5000. TELEFONICA EMIS SR NTS DTD 7/2/200 PROPERTY TYPE: SECURITIES 5,388.00				08/03/2009 33.00	11/18/2010
7,827.00		7000. TIME WARNER CABLE SR UNSECD DTD 06 PROPERTY TYPE: SECURITIES 7,642.00				08/18/2009 185.00	11/18/2010
10,119.00		198. DIGITAL RLTY TR INC PROPERTY TYPE: SECURITIES 11,804.00				07/08/2010 -1,685.00	11/19/2010
7,011.00		6000. ABBOTT LABORATORIES NTS DTD 11/9/2 PROPERTY TYPE: SECURITIES 6,590.00				10/29/2009 421.00	11/24/2010
73.00		73.4 FNMA POOL #893234 5.500% 8/01/3 PROPERTY TYPE: SECURITIES 76.00				08/12/2009 -3.00	11/25/2010
2,810.00		2810.2 FNMA POOL #900295 6.000% 9/01 PROPERTY TYPE: SECURITIES 2,942.00				08/11/2009 -132.00	11/25/2010
3,754.00		3754. FNMA POOL #AA0835 5.000% 1/01/ PROPERTY TYPE: SECURITIES 3,815.00				08/12/2009 -61.00	11/25/2010
360.00		360.02 FNMA POOL #AA9117 4.500% 7/01 PROPERTY TYPE: SECURITIES 358.00				08/11/2009 2.00	11/25/2010
690.00		690.3 FNMA POOL #AC1847 4.500% 9/01/ PROPERTY TYPE: SECURITIES 704.00				07/17/2009 -14.00	11/25/2010
9,513.00		265. AMERICAN ELEC PWR CO INC COM PROPERTY TYPE: SECURITIES 8,789.00				06/15/2010 724.00	12/03/2010

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
12,074.00		12000. US TREASURY NOTE 1.000% 10/31 PROPERTY TYPE: SECURITIES 12,092.00				09/29/2010 -18.00	12/09/2010
6,833.00		162. RANGE RES CORP COM PROPERTY TYPE: SECURITIES 8,255.00				02/25/2010 -1,422.00	12/10/2010
7,934.00		272. BANK NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES 8,013.00				10/23/2009 -79.00	12/13/2010
15,749.00		255. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 15,069.00				06/25/2010 680.00	12/13/2010
7,843.00		127. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 7,841.00				07/02/2007 2.00	12/13/2010
7,074.00		4003.9 US TREASURY TIPS BD DTD 4/15/99 () PROPERTY TYPE: SECURITIES 8,254.00				12/17/2009 -1,180.00	12/14/2010
3,527.00		1996.1 US TREASURY TIPS BD DTD 4/15/99 () PROPERTY TYPE: SECURITIES 4,116.00				12/01/2009 -589.00	12/14/2010
10,340.00		258. HALLIBURTON CO COM W/RIGHTS EXP 12/ PROPERTY TYPE: SECURITIES 5,994.00				06/02/2010 4,346.00	12/21/2010
15,471.00		386. HALLIBURTON CO COM W/RIGHTS EXP 12/ PROPERTY TYPE: SECURITIES 10,109.00				09/11/2009 5,362.00	12/21/2010
9,195.00		159. EMERSON ELEC CO COM W/RTS ATTACHED PROPERTY TYPE: SECURITIES 4,664.00				07/10/2009 4,531.00	12/23/2010
133.00		132.75 FNMA POOL #893234 5.500% 8/01 PROPERTY TYPE: SECURITIES 137.00				08/12/2009 -4.00	12/25/2010

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis	Gain or (loss)	
753.00		752.53 FNMA POOL #900295 PROPERTY TYPE: SECURITIES 788.00		6.000% 9/01		08/11/2009 -35.00	12/25/2010
4,244.00		4244.19 FNMA POOL #AA0835 PROPERTY TYPE: SECURITIES 4,313.00		5.000% 1/0		08/12/2009 -69.00	12/25/2010
2,497.00		2497.48 FNMA POOL #AA9117 PROPERTY TYPE: SECURITIES 2,481.00		4.500% 7/0		08/11/2009 16.00	12/25/2010
1,909.00		1908.66 FNMA POOL #AC1847 PROPERTY TYPE: SECURITIES 1,946.00		4.500% 9/0		07/17/2009 -37.00	12/25/2010
4,647.00		4647.39 FNMA POOL #893234 PROPERTY TYPE: SECURITIES 4,798.00		5.500% 8/0		08/12/2009 -151.00	12/31/2010
2,129.00		2129.13 FNMA POOL #900295 PROPERTY TYPE: SECURITIES 2,229.00		6.000% 9/0		08/11/2009 -100.00	12/31/2010
3,604.00		3604.23 FNMA POOL #AA0835 PROPERTY TYPE: SECURITIES 3,663.00		5.000% 1/0		08/12/2009 -59.00	12/31/2010
108.00		108.29 FNMA POOL #AA9117 PROPERTY TYPE: SECURITIES 108.00		4.500% 7/01		08/11/2009	12/31/2010
1,074.00		1073.72 FNMA POOL #AC1847 PROPERTY TYPE: SECURITIES 1,095.00		4.500% 9/0		07/17/2009 -21.00	12/31/2010
20,831.00		387. WAL MART STORES INC COM PROPERTY TYPE: SECURITIES 22,810.00				05/01/2008 -1,979.00	12/31/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
TOTAL GAIN (LOSS)							----- 269,333. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AFLAC INC COM	725.	725.
AT&T INC	541.	541.
AT&T INC	13.	13.
AT&T WIRELESS NT	716.	716.
ABBOTT LABORATORIES NTS DTD 11/9/2007 5.	336.	336.
ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/	1,352.	1,352.
ACE INA HOLDING	350.	350.
AIR PRODS & CHEMICALS INC COM W/ RTS TO	391.	391.
ALBERTO-CULVER CO	79.	79.
ALLSTATE CORP COM W/RIGHTS ATTACHED EXP	80.	80.
ALTRIA GROUP INC	1,861.	1,861.
AMERICAN ELEC PWR CO INC COM	1,182.	1,182.
AMERICAN EXPRESS CO COM	120.	120.
AMERICAN EXPRESS CO	508.	508.
AMPHENOL CORP NEW CL A	8.	8.
APACHE CORP COM RTS EXP 01/31/2006	103.	103.
ARCHER DANIELS MIDLAND CO COM	307.	307.
ARTIO INTERNATIONAL EQ FD 3# 1529	5,217.	5,217.
AUTOMATIC DATA PROCESSING INC COM	426.	426.
AUTOZONE INC SR UNSEC DTD 07/02/09 5.75	282.	282.
BHP BILLITON FIN USA 6.500% 4/01/19	164.	164.
BP PLC SPONSORED ADR	253.	253.
BANK AMER CORP COM	213.	213.
BANK OF AMERICA CORP 3.125% 6/15/12	876.	876.
BANK NEW YORK MELLON CORP COM	266.	266.
C R BARD INC COM W/RTS EXP 10/23/2005	45.	45.
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	1,045.	1,045.
BEAR STEARNS CO INC 7.250% 2/01/18	725.	725.
BECTON DICKINSON & CO COM	333.	333.
BOEING CO COM	818.	818.
BROADCOM CORP COM	89.	89.
BURLINGTON NORTHERN SANTA FE SR UNSEC D	396.	396.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
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CBS CORP CL B COM	221.	221.
CIGNA CORP	16.	16.
CVS CORP COM	179.	179.
CVS CAREMARK CORP SR UNSECURED DTD 9/11/	493.	493.
CAPITAL ONE FINANCIA 6.750% 9/15/17	189.	189.
CAPITAL ONE FINANCIAL CORP SE NT DTD 05/	166.	166.
CATERPILLAR INC COM W/RTS EXP 12/11/2006	387.	387.
CATERPILLAR FIN SERV 5.450% 4/15/18	545.	545.
CHEVRONTXACO CORP COM	1,521.	1,521.
CHICAGO ILL MET WTR 5.720% 12/01/38	361.	361.
CITIGROUP INC SR NT DTD 05/12/08 6.125%	371.	371.
CITIGROUP INC SR NT DTD 08/19/08 6.5% 08	211.	211.
CLIFFS NAT RES INC	26.	26.
COCA-COLA CO COM	2,195.	2,195.
COLGATE-PALMOLIVE CO COM	118.	118.
COMCAST CORP NEW CL A	261.	261.
COMCAST CORP	180.	180.
CONOCOPHILLIPS COM	1,759.	1,759.
CONOCOPHILLIPS	188.	188.
CREDIT SUISSE NEW YO 6.000% 2/15/18	148.	148.
CRED SUIS NY SUB NTS DTD 1/14/2010 5.4%	189.	189.
DANAHER CORP COM	26.	26.
DEERE & CO COM	100.	100.
DIGITAL RLTY TR INC	105.	105.
DISNEY (WALT) COMPANY HOLDING COMPANY CO	347.	347.
DOW CHEM CO COM	676.	676.
DOW CHEMICAL NT DTD 5/13/09 8.55% 05/15/	418.	418.
DREYFUS/THE BOSTON CA S/C - I #6944	1,514.	1,514.
EOG RES INC COM	135.	135.
EATON CORP COM W/RTS EXP 07/12/2005	185.	185.
EMERSON ELEC CO COM W/RTS ATTACHED EXP 1	941.	941.
ENTERGY CORP NEW COM	1,309.	1,309.
EXELON CORP	294.	294.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
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EXXON MOBIL CORP COM	2,338.	2,338.
FED HOME LN MTG CORP 5.000% 7/15/14	235.	235.
FED HOME LN MTG CORP 3.750% 3/27/19	563.	563.
FED NATL MTG ASSN 2.375% 7/28/15	271.	271.
FNMA POOL #893234 5.500% 8/01/39	3,601.	3,601.
FNMA POOL #900295 6.000% 9/01/36	3,800.	3,800.
FNMA POOL #AA0835 5.000% 1/01/39	4,784.	4,784.
FNMA POOL #AA9117 4.500% 7/01/39	3,288.	3,288.
FNMA POOL #AC1847 4.500% 9/01/24	2,109.	2,109.
FIRSTENERGY CORP COM 12/01/2004	922.	922.
FLUOR CORP NEW COM	107.	107.
FOMENTO ECONOMICO MEXICANO SP ADR COM	259.	259.
FRANKLIN RES INC COM	278.	278.
FREEMPORT MCMORAN COPPER & GOLD CL B W/RT	678.	678.
GENERAL DYNAMICS CORP COM	301.	301.
GENERAL ELEC CO COM	1,760.	1,760.
GENERAL ELEC CAP CORP SR UNSECD DTD 01/0	222.	222.
GENERAL ELEC CAP COR 5.500% 1/08/20	539.	539.
GENERAL MILLS INC COM W/RTS EXP 02/01/20	931.	931.
GOLDMAN SACHS GROUP 6.000% 6/15/20	161.	161.
GOLDMAN SACHS GROUP INC SUB NT DTD 01/10	276.	276.
W W GRAINGER INC COM W/RIGHTS ATTACHED E	61.	61.
HSBC HLDGS PLC SPONSORED ADR NEW	636.	636.
HALLIBURTON CO COM W/RIGHTS EXP 12/15/20	569.	569.
HARBOR FD INTL FD	18,021.	18,021.
HARSCO CORP COM	115.	115.
HARTFORD FINL SVCS GRP COM	63.	63.
HESS CORP	56.	56.
HEWLETT-PACKARD CO COM	197.	197.
HONEYWELL INTL INC COM	1,298.	1,298.
HONEYWELL INTL INC SR NT DTD 3/15/07 5.7	141.	141.
ILLINOIS TOOL WORKS INC COM	95.	95.
INGERSOLL-RAND GL HLD CO GTD SR NT DTD 0	383.	383.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
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INTEL CORP COM	1,019.	1,019.
INTL BUSINESS MACHINES CORP COM	773.	773.
ISHARES MIDCAP INDEX FD	6,282.	6,282.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	3,267.	3,267.
JP MORGAN CHASE & CO COM	517.	517.
JEFFERIES GRP INC NEW COM	62.	62.
JOHNSON & JOHNSON COM	3,105.	3,105.
JOHNSON CTLS INC COM W/RTS ATTACHED EXP	332.	332.
JP MORGAN CHASE & CO 3.125% 12/01/11	375.	375.
JPMORGAN TR I PRIME MONEY MKT FD INSTL C	409.	409.
KIMBERLY-CLARK 6.125% 8/01/17	429.	429.
KINDER MORGAN ENER 5.850% 9/15/12	585.	585.
KRAFT FOODS INC-A COM	247.	247.
LAKE COUNTY ILL FST 5.900% 12/15/32	257.	257.
LAUDER ESTEE COS INC CL A	221.	221.
LOWES COS INC COM W/RIGHTS ATTACHED EXP I	68.	68.
MARSH & MCLENNAN COS INC COM	408.	408.
MCCORMICK & CO INC COM	128.	128.
MCDONALDS CORP COM	1,819.	1,819.
MCGRW HILL COS INC	347.	347.
MEDTRONIC INC COM W/RTS ATTACHED EXP 10/	269.	269.
MERCK & CO INC NEW	2,508.	2,508.
MERRILL LYNCH & CO 6.400% 8/28/17	628.	628.
METLIFE INC JR SUB DTD 12/21/06 6.4% 12/	292.	292.
MICROSOFT CORP COM	934.	934.
MICROCHIP TECHNOLOGY INC COM W/RTS ATTAC	828.	22.
MIDAMERICAN ENERGY 6.125% 4/01/36	551.	551.
MONSANTO CO NEW COM	89.	89.
MORGAN STANLEY 5.300% 3/01/13	114.	114.
MORGAN STANLEY 4.750% 4/01/14	233.	233.
MOSAIC CO	23.	23.
NESTLE S A SPONSORED ADR REPSTG REG SH	1,479.	1,479.
NEW YORK N Y CITY MU 6.011% 6/15/42	223.	

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
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NEWELL RUBBERMAID INC COM	208.	208.
NEWS CORP CL A	288.	288.
NEXTERA ENERGY INC	116.	116.
NIKE INC CL B COM	84.	84.
NOVO-NORDIST A S ADR	394.	394.
OCCIDENTAL PETE CORP COM	1,590.	1,590.
ORACLE CORP COM	263.	263.
ORACLE CORP	314.	314.
ORACLE CORP	78.	78.
PG&E CORP COM W/RIGHTS ATTACHED EXP 12/2	162.	162.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	41,726.	41,726.
PIMCO FDS PAC INVT MGMT SER HIGH YLD FD	6,886.	6,886.
PNC FINL SVCS GROUP INC COM W/RIGHTS ATT	24.	24.
PPL CORP COM	157.	157.
PEABODY ENERGY CORP COM	65.	65.
PEPSICO INC COM	1,564.	1,564.
PHILIP MORRIS INTERNATIONAL IN	3,640.	3,640.
PIMCO FOREIGN BOND (UNHEDGED) #1853	53,563.	53,563.
PRAXAIR INC COM	607.	607.
PROCTER & GAMBLE CO COM	1,582.	1,582.
PRUDENTIAL FINANCIAL INC	980.	980.
QUALCOMM INC COM W/RTS ATTACHED	512.	512.
RANGE RES CORP COM	92.	92.
ROCHE HLDG LTD SPONSORED ADR	855.	855.
ROPER INDS INC NEW COM W/RTS ATTACHED EX	56.	56.
ROYAL DUTCH SHELL PLC SPONSORED	1,769.	1,769.
SCHLUMBERGER LTD COM	351.	351.
SCHWAB CHARLES CORP NEW COM	28.	28.
STAPLES INC COM W/INVISIBLE RTS TO PUR S	293.	293.
STATE STR CORP COM	17.	17.
SUNTRUST BKS INC COM	20.	20.
SYSCO CORP COM RTS EXP 05/31/2006	492.	492.
TJX COS INC NEW COM	150.	150.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
TARGET CORP COM	454.	454.
TECHNE CORP COM	66.	66.
TELECOM ITALIA CAPITAL NT DTD 06/18/09 6	432.	432.
TELEFONICA EMIS SR NTS DTD 7/2/2007 5.85	380.	380.
TEXAS INSTRS INC COM	450.	450.
TIME WARNER CABLE SR UNSECD DTD 06/19/08	545.	545.
TOTAL FINA ELF S A SPONSORED ADR	1,967.	1,967.
TRAVELERS COMPANIES, INC	713.	713.
US BANCORP DEL COM NEW W/RIGHTS ATTACHED	142.	142.
UNILEVER N V NEW YORK SHS NEW	612.	612.
UNITED STATES TREAS BDS DTD 8/15/93 6.25	430.	430.
US TREASURY TIPS BD DTD 4/15/99 (INFLATI	401.	401.
US TREAS INFL INDE 1.750% 1/15/28	6.	6.
UNITED STATES TREAS INFLATION-INDEX BD D	658.	658.
UNITED STATES TREAS NT DTD 9/15/2005 3.8	1,285.	1,285.
U S TREASURY NOTES 4.625% 2/15/17	2,949.	2,949.
US TREAS INFL IND 1.62 1/15/18	815.	815.
US TREASURY NOTE 2.750% 2/15/19	10.	10.
US TREASURY NOTE 1.875% 4/30/14	1,030.	1,030.
US TREASURY NOTE 1.000% 10/31/11	74.	74.
US TREAS INFL IND NT 0.500% 4/15/15	114.	114.
UNITED TECHNOLOGIES CORP COM	655.	655.
UNITED TECHNOLOGIES CORP NT DTD 5/16/08	312.	312.
VANGUARD TOTL BD MARKET IND SGN 1351	82,578.	82,578.
VANGUARD MSCI EMERGING MARKETS EFT	4,679.	4,679.
VERIZON COMMUNICATIO 6.350% 4/01/19	445.	445.
VIACOM INC NEW	84.	84.
VISA INC-CLASS A SHRS	29.	29.
WAL MART STORES INC COM	1,306.	1,306.
WALGREEN CO COM W/RTS ATTACHED EXP 08/21	486.	486.
XEROX CORP SR NTS DTD 4/28/2008 6.35% 05	318.	318.
COVIDIEN PLC	197.	197.
EVEREST REINSURANCE GROUP LTD SHS	605.	605.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
INVESTCO LIMITED	443.	443.
FEDERATED PRIME OBLIGATION #10	7.	7.
JP MORGAN PRIME MM INSTL #829	907.	907.
	-----	-----
TOTAL	338,983.	337,608.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
US TAX REFUND	4,354.	
RICI LINKED - PAM ADVISORS FUND, LLC		60,306.
	-----	-----
TOTALS	4,354.	60,306.
	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
PROFESSIONAL FEES	98,544.	66,921.	31,623.
OUTSIDE INVESTMENT FEE	16,020.	16,020.	
	-----	-----	-----
TOTALS	114,564.	82,941.	31,623.
	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	1,309.	1,309.
FEDERAL ESTIMATES - PRINCIPAL	2,305.	
FOREIGN TAXES ON QUALIFIED FOR	2,808.	2,808.
FOREIGN TAXES ON NONQUALIFIED	335.	335.
	-----	-----
TOTALS	6,757.	4,452.
	=====	=====

SAMUEL L. PHILLIPS FAMILY FDN

56-2225556

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR FEES	18.	18.
TOTALS	----- 18. =====	----- 18. =====

SAMUEL L. PHILLIPS FAMILY FDN

56-22255556

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
3134A4UU6SUB FEDHOME LN MTG	13,281.	13,450.
3137EACA5SUB FED HOME LN MTG	14,903.	15,528.
31398AU34SUB FED NATL MTG ASSN	69,749.	70,990.
31416H4V4SUB FED NATL MTG ASSN	65,052.	67,348.
31416TDX4SUB FED NATL MTG ASSN	62,269.	64,402.
31417LBR5SUB FED NATL MTG ASSN	38,104.	39,202.
31410PLP6SUB FED NATL MTG ASSN	45,128.	46,791.
31410XGC4SUB FED NATL MTG ASSN	48,803.	50,808.
912828HN3SUB US TREASURY INFL	32,102.	33,603.
912828GH7SUB US TREASURY NOTES	68,667.	69,803.
912810EQ7SUB US TREASURY BOND	47,622.	45,248.
912810PV4SUB US TREASURY INFLA	9,491.	9,610.
912828MY3SUB US TREASURY INFL	20,264.	20,669.
912828KD1SUB US TREASURY NOTE	22,789.	21,716.
912828NP1SUB US TREASURY NOTE	49,835.	48,843.
912828LT5SUB US TREASURY NOTE	50,378.	50,293.
167560PL9SUB CHICAGO ILL MET	5,000.	5,164.
508354RR0SUB LAKE COUNTY ILL	5,007.	5,085.
64972FL20SUB NEW YORK N Y CITY	5,000.	5,100.
00440EAJ6SUB ACE INA HOLDING	7,596.	7,675.
025816BA6SUB AMERICAN EXPRESS	7,919.	7,975.
03523TAN8SUB ANHEUSER-BUSCH IN	6,694.	6,502.
00206RAS1SUB AT&T INC	6,817.	6,531.
00209AAG1SUB AT&T WIRELESS SVC	10,247.	9,831.
053332AK8SUB AUTOZONE INC	7,485.	7,702.
06050BAA9SUB BANK OF AMERICA C	27,000.	26,929.
073902RU4SUB BEAR STEARNS CO	10,932.	11,851.
12189TAY0SUB BURLINGTON NORTH	7,434.	7,802.
14912L3U3SUB CATERPILLAR FIN S	10,209.	10,974.

SAMUEL L. PHILLIPS FAMILY FDN

56-2225556

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
125509BG3SUB CIGNA CORP	5,280.	5,215.
172967ES6SUB CITIGROUP INC	10,125.	10,955.
20030NBA8SUB COMCAST CORP	6,993.	7,352.
22546QAD9SUB CREDIT SUISSE	6,983.	7,149.
25459HAV7SUB DIRECTV HOLDINGS/	6,149.	5,920.
260543BX0SUB DOW CHEMICAL CO/T	7,146.	7,520.
30161NAD3SUB EXELON CORP	6,242.	6,399.
36962G4R2SUB GENERAL ELEC CAP	9,931.	9,842.
38141EA66SUB GOLDMAN SACHS GRO	7,470.	7,565.
437076AP7SUB HOME DEPOT INC	6,693.	6,724.
472319AA0SUB JEFFERIES GROUP		
472319AA0SUB JEFFERIES GROUP I	7,554.	7,483.
481247AA2SUB JPMORGAN CHASE &	12,449.	12,299.
494368BB8SUB KIMBERLY-CLARK	7,686.	8,169.
494550AX4SUB KIND MORGAN ENER	10,709.	10,723.
50075NBA1SUB KRAFT FOODS INC	6,644.	6,458.
59018YJ69SUB MERRILL LYNCH & C	11,114.	11,630.
59156RAP3SUB METLIFE INC	6,185.	6,580.
59562VAM9SUB MIDAMERICAN ENERG	9,651.	9,722.
61748AAE6SUB MORGAN STANLEY	7,145.	7,168.
68389XAE5SUB ORACLE CORP	6,929.	6,993.
843646AC4SUB SOUTHERN PWR CO	6,577.	6,451.
87927VAV8SUB TELECOM ITALIA CA	7,617.	7,444.
87938WAH6SUB TELEFONICA SA	6,655.	6,131.
92343VAV6SUB VERIZON COMMUNICA	7,608.	8,079.
984121BW2SUB XEROX CORPORATION	5,109.	5,636.
	-----	-----
TOTALS	968,421.	983,032.
	=====	=====

SAMUEL L. PHILLIPS FAMILY FDN

56-22255556

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
580135101SUB MCDONALDS CORP	49,112.	61,792.
580645109SUB MCGRAW-HILL COMPA	17,112.	17,914.
65248E104SUB NEWS CORP	25,947.	27,984.
87612E106SUB TARGET CORP	22,501.	28,141.
254687106SUB WALT DISNEY	13,208.	14,741.
02209S103SUB ALTRIA GROUP	34,942.	42,420.
191216100SUB COCA COLA CO	65,336.	82,015.
518439104SUB ESTEE LAUDER	17,411.	23,807.
50075N104SUB KRAFT FOOD	18,598.	18,370.
713448108SUB PEPSICO INC	39,209.	45,274.
718172109SUB PHILIP MORRIS INT	86,440.	101,725.
742718109SUB PROCTER & GAMBLE	45,648.	52,815.
871829107SUB SYSCO CORP	10,996.	13,142.
931142103SUB WAL MART STORES	31,208.	35,001.
931422109SUB WALGREEN CO	34,666.	38,843.
166764100SUB CHEVRON CORP	51,286.	64,240.
20825C104SUB CONOCOPHILLIPS	51,871.	72,595.
30231G102SUB EXXON MOBIL	107,662.	120,502.
406216101SUB HALLIBURTON CO	21,187.	27,887.
674599105SUB OCCIDENTAL PETE C	34,064.	41,791.
025816109SUB AMERICAN EXPRESS	8,638.	9,528.
354613101SUB FRANKLIN RESOURCE	12,961.	14,235.
46625H100SUB JPMORGAN CHASE	34,197.	36,990.
744320102SUB PRUDENTIAL FINL	8,739.	9,922.
002824100SUB ABBOTT LABS	39,102.	38,280.
075887109SUB BECTON SURGICAL	13,015.	14,199.
46120E602SUB INTUITIVE SURGI	8,676.	6,444.
478160104SUB JOHNSON & JOHNSON	67,955.	67,355.
585055106SUB MEDTRONIC INC	13,442.	11,053.

SAMUEL L. PHILLIPS FAMILY FDN

56-2225556

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
58933Y105SUB MERCK & CO	21,009.	25,048.
149123101SUB CATERPILLAR INC	17,293.	27,911.
369550108SUB GENERAL DYNAMICS	17,342.	16,959.
369604103SUB GENERAL ELECTRIC	26,163.	29,465.
913017109SUB UNITED TECHNOLOG	22,308.	29,914.
037833100SUB APPLE INC	23,737.	83,220.
053015103SUB AUTOMATIC DATA	17,380.	19,345.
17275R102SUB CISCO SYSTEMS	14,550.	14,424.
458140100SUB INTEL CORP	31,778.	35,099.
459200101SUB IBM	28,622.	40,653.
595017104SUB MICROCHIP TECH	6,758.	10,845.
594918104SUB MICROSOFT CORP	28,856.	40,777.
747525103SUB QUALCOMM INC	20,492.	27,121.
882508104SUB TEXAS INSTRUMENTS	24,762.	31,883.
009158106SUB AIR PRODS & CHEMS	9,219.	9,914.
35671D857SUB FREEPORT-MCMORAN	10,740.	27,020.
74005P104SUB PRAXAIR INC	25,914.	32,173.
124857202SUB CBS CORP	24,325.	28,480.
20030N101SUB COMCAST CORP	35,015.	42,863.
25470M109SUB DISH NETWORK	23,777.	30,630.
345370860SUB FORD MOTOR	11,633.	27,065.
37045V100SUB GENERAL MOTORS	17,083.	17,767.
478366107SUB JOHNSON CONTROLS	10,018.	21,812.
500255104SUB KOHLS CORP	13,545.	13,857.
651229106SUB NEWELL RUBBERMAID	16,239.	18,925.
731572103SUB POLO RALPH LAUR	10,342.	12,090.
039483102SUB ARCHER DANIELS MI	17,777.	19,943.
126650100SUB CVS/CAREMARK	27,056.	27,051.
370334104SUB GENERAL MILLS	39,007.	41,356.

SAMUEL L. PHILLIPS FAMILY FDN

56-22255556

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
713448108SUB PEPSICO INC	31,093.	32,600.
742718109SUB PROCTER & GAMBLE	16,164.	17,047.
931142103SUB WAL MART	22,810.	20,871.
651290108SUB NEWFIELD EXPL	32,050.	49,323.
674599105SUB OCCIDENTAL PETE	51,571.	77,205.
75281A109 RANGE RES CORP	15,484.	14,169.
001055102SUB AFLAC INC	19,709.	30,529.
020002101SUB ALLSTATE CORP	12,185.	12,752.
064058100SUB BANK NEW YORK MEL	13,176.	14,073.
060505104SUB BANK OF AMERICA C	47,147.	57,789.
354613101SUB FRANKLIN RESOUR	15,513.	24,021.
416515104SUB HARTFORD FINANCIA	21,207.	20,954.
46625H100SUB JPMORGAN CHASE &	79,383.	84,713.
571748102SUB MARSH & MCCLENNAN	11,633.	13,779.
693475105SUB PNC FINANCIAL SER	29,042.	32,424.
744320102SUB PRUDENTIAL FINL	34,399.	40,099.
78442P106SUB SLM CORP	30,273.	29,675.
857477103SUB STATE STEET CORP	18,019.	21,780.
867914103SUB SUNTRUST BANKS	25,852.	29,540.
89417E109SUB TRAVELERS COMPANI	18,867.	25,738.
902973304SUB US BANCORP DEL N	43,520.	48,600.
071813109SUB BAXTER INTL	50,220.	44,799.
09062X103SUB BIOGEN IDEC INC	27,791.	38,889.
58933Y105SUB MERCK & CO INC	50,456.	49,159.
94973V107SUB WELLPOINT INC	32,375.	36,390.
097023105SUB BOEING CO	25,405.	31,064.
291011104SUB EMERSON ELECTRI	7,068.	14,464.
369604103SUB GENERAL ELECTRIC	68,624.	76,233.
438516106SUB HONEYWELL INTER	28,946.	43,804.

SAMUEL L. PHILLIPS FAMILY FDN

56-2225556

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
452308109SUB ILLINOIS TOOL WOR	11,876.	14,952.
00724F101 ADOBE SYS INC	16,961.	18,222.
055921100SUB BMC SOFTWARE	11,912.	14,661.
268648102SUB E M C CORP MASS	32,086.	36,571.
38259P508SUB GOOGLE INC	17,586.	18,413.
68389X105SUB ORACLE CORP	8,997.	12,019.
882508104SUB TEXAS INSTRUMENTS	11,746.	15,925.
260543103SUB DOW CHEMICAL	24,301.	39,363.
35671D857SUB FREEPORT-MCMORAN	17,170.	21,736.
852061100SUB SPRINT NEXTEL	43,800.	29,195.
025537101SUB AMERICAN ELECTRIC	21,495.	26,337.
29364G103SUB ENTERGY CORP	38,801.	28,615.
65339F101SUB NEXTERA ENERGY IN	12,812.	12,010.
69331C108SUB PG&E CORP	35,791.	36,980.
G3223R108SUB EVEREST REGROUP	25,565.	26,718.
G491BT108SUB INVESCO LIMITED	24,324.	24,228.
N53745100SUB LYONDELLBASELL	14,213.	17,234.
806857108SUB SCHLUMBERGER LTD	21,224.	25,551.
	-----	-----
TOTALS	2,848,511.	3,393,828.
	=====	=====

SAMUEL L. PHILLIPS FAMILY FDN

56-22255556

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
693390841 PIMCO HIGH YIELD	250,000.	256,057.
693390700 PIMCO TOTAL RTN FD	1,304,696.	1,296,333.
921937868 VANGUARD TOTAL BD	2,243,758.	2,340,915.
722005220 PIMCO FOREIGN BD	775,951.	815,367.
26203E851 DREYFUS/THE BOSTON C	370,023.	334,707.
464287648 ISHARES RUSSELL 2000	440,829.	493,136.
464287499 ISHARES TR RUSSELL M	427,379.	432,438.
04315J837 ARTIO INTER. EQ	330,067.	237,219.
411511306 HARBOR INTER. FD	1,178,978.	1,086,562.
922042858 VANGUARD EMERGING M	200,400.	249,637.
31959T102 FIRST CITRUS BANCORP	1.	33,660.
344419106SUB FOMENTO ECONOMIC	17,447.	23,263.
404280406SUB HSBC - ADR	26,382.	24,959.
641069406SUB NESTLE S.A. REGIS	52,174.	63,055.
670100205SUB NOVRDISK A/S	20,842.	32,645.
767204100SUB RIO TINTO PLC	18,502.	20,638.
771195104SUB ROCHE HOLDINGS LT	25,942.	22,503.
780259206SUB ROYAL DUTCH	39,038.	46,880.
806857108SUB SCHLUMBERGER LTD	16,742.	22,712.
89151E109SUB TOTAL S.A. - ADR	38,972.	35,885.
881624209SUB TEVA PHARMACEUTIC	34,658.	35,709.
904784709SUB UNILEVER N.V.	13,959.	15,135.
H27013103SUB WEATHERFORD INTNT	18,078.	18,514.
	-----	-----
TOTALS	7,844,818.	7,937,929.
	=====	=====

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

DESCRIPTION -----	COST/ FMV C OR F -----		ENDING BOOK VALUE -----	ENDING FMV ---
RICI LINKED PAM TOTAL	C		300,000.	329,676.
			-----	-----
TOTALS			300,000.	329,676.
			=====	=====

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

DESCRIPTION -----	AMOUNT -----
CHANGE OF RECORD KEEPING FRM BOOK TO COST VALUE	110,065.
WASH SALES DISALLOWED	4,536.

TOTAL	114,601.
	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

NC

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

OFFICER NAME:

Gina A. Phillips

ADDRESS:

P.O. Box 400

Spruce Pine, NC 28777

TITLE:

President

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 25

COMPENSATION 5,000.

OFFICER NAME:

Fred L. Stout

ADDRESS:

P.O. Box 400

Spruce Pine, NC 28777

TITLE:

Vice-President

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 5,000.

OFFICER NAME:

G. Byron Phillips

ADDRESS:

P.O. Box 400

Spruce Pine, NC 28777

TITLE:

Treasurer

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

COMPENSATION 5,000.

OFFICER NAME:

Van Phillips

ADDRESS:

P.O. Box 400

Spruce Pine, NC 28777

TITLE:

Secretary

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 9

COMPENSATION 5,000.

TOTAL COMPENSATION:

20,000.

=====

RECIPIENT NAME:
Duke Eye Center
ADDRESS:
BOX 90581
Durham, NC 27708-0581
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
Mt Zion United Methodist Church
ADDRESS:
PO BOX 662
Spruce Pine, NC 28777
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
Walnut Grove Presbyterian Church
ADDRESS:
156 TWIN OAKS LANE
Newland, NC 28657
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
Salvation Army of Asheville
ADDRESS:
204 HAYWOOD
Asheville, NC 28801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
Broadway Cares Equity Fights AIDS
ADDRESS:
165 WEST 46TH STREET, SUITE 1300
New York, NY 1003
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
Carolina Theatre Preservation Assoc
ADDRESS:
PO BOX 1056
Spruce Pine, NC 28777
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
Toe Rive Valley Watch
ADDRESS:
PO BOX 252
Penlan, NC 28765-0252
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
Shriners Hospital
ADDRESS:
2900 ROCKY POINT DRIVE
Tampa, FL 33607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
Lily Branch Baptist Church
ADDRESS:
3125 SNOW CREEK ROAD
Bakersville, NC 28705
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
Mayo Clinic
ADDRESS:
200 FIRST STREET SW
Rochester, MN 55905
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
Camp Spring Creek, Inc
ADDRESS:
44 WALNUT AVENUE
Spruce Pine, NC 28777
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
Special Olympics Mitchell Country
ADDRESS:
144 GREENLEE LANE
Spruce Pine, NC 28777
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:

Duke Univ Comprehensive Cancer Center

ADDRESS:

DUMC-3828

Durham, NC 27710

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

Penland School of Crafts

ADDRESS:

PO BOX 37

Penland, NC 28765

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

Parkway Playhouse

ADDRESS:

PO BOX 1432

Burnville, NC 28714

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

RECIPIENT NAME:

Traditional Vocies Group

ADDRESS:

113 GREEN MOUNTAIN DRIVE

Burnsville, NC 28714

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:

Toe River Arts Council

ADDRESS:

PO BOX 882

Burnsville, NC 28714

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

Spruce Pine Main Street

ADDRESS:

PO BOX 189

Spruce Pine, NC 28777

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
Mission Healthcare Foundation
ADDRESS:
980 HENDERSONVILLE ROAD, SUITE C
Asheville, NC 28803
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 110,000.

RECIPIENT NAME:
Duke University Med Center
ADDRESS:
512 S MANGUM STREET, SUITE 400
Durham, NC 27701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
NC Stage Company
ADDRESS:
15 STAGE LANE
Asheville, NC 28801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 9,500.

RECIPIENT NAME:
Mitchell County Schools
ADDRESS:
72 LEDGER SCHOOL ROAD
Bakersville, NC 28705
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 18,500.

RECIPIENT NAME:
Mayland Community Colleg
ADDRESS:
PO BOX 547
Spruce Pine, NC 28777
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:
MANNA FoodBank
ADDRESS:
627 SWANNANOA ROAD
Asheville, NC 28805
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
 Hospice of Mitchell County
 ADDRESS:
 PO BOX 38
 Spruce Pine, NC 28777
 RELATIONSHIP:
 NONE
 PURPOSE OF GRANT:
 GENERAL
 FOUNDATION STATUS OF RECIPIENT:
 EXEMPT
 AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
 Mitchell Country Historical Society
 ADDRESS:
 PO BOX 651
 Bakerville, NC 28705
 RELATIONSHIP:
 NONE
 PURPOSE OF GRANT:
 GENERAL PURPOSE
 FOUNDATION STATUS OF RECIPIENT:
 EXEMPT
 AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:
 Blue Ridge Regional Hospital
 ADDRESS:
 PO DRAWER 9
 Spruce Pine, NC 28777
 RELATIONSHIP:
 NONE
 PURPOSE OF GRANT:
 GENERAL PURPOSE
 FOUNDATION STATUS OF RECIPIENT:
 EXEMPT
 AMOUNT OF GRANT PAID 145,000.

SAMUEL L. PHILLIPS FAMILY FDN 56-2225556
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:

Memorial Sloan-Kettering Cancer

ADDRESS:

633 THIRD AVENUE, 28TH FLOOR

New York, NY 10017

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID: 553,500.

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FEDERAL CAPITAL GAIN DIVIDENDS
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SHORT-TERM CAPITAL GAIN DIVIDENDS

PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	44,212.00
VANGUARD TOTL BD MARKET IND SGN 1351	3,533.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS	47,745.00
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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

	339.00
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	20,216.00
UNITEDHEALTH GRP INC COM	675.00
VANGUARD TOTL BD MARKET IND SGN 1351	6,846.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	28,075.00
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TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	28,075.00
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