Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 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: 31-447092457105 COURTNEY KNIGHT GAINES FOUNDATION

A Employer identification number: 58-2398209

Number and street (or P O box number if mail is not delivered to street address): PO BOX 16024

Room/suite:

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

City or town, state, and ZIP code: SAVANNAH, GA 31416

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 8,749,402.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ____________ *(Part I, column (d) must be on cash basis)*

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	900.			
	2 Check ▶ [X] if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	167,313.	168,305.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	268,474.			
	b Gross sales price for all assets on line 6a 3,930,919.				
	7 Capital gain net income (from Part IV, line 2)		268,649.		
	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)				
	12 **Total.** Add lines 1 through 11	436,687.	436,954.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 2	55,808.	27,904.		27,904.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	4,681.	3,215.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	695.			695.
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 4	3,333.	411.		2,922.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	64,517.	31,530.		31,521.
	25 Contributions, gifts, grants paid	406,367.			406,367.
	26 **Total expenses and disbursements** Add lines 24 and 25	470,884.	31,530.		437,888.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-34,197.			
	b **Net investment income** (if negative, enter -0-)		405,424.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	438,838.	347,021.	347,021.
	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 ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 5	6,850,560.	6,922,592.	8,402,381.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	7,289,398.	7,269,613.	8,749,402.
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	7,266,152.	7,269,613.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	23,246.		
	30 Total net assets or fund balances (see page 17 of the instructions)	7,289,398.	7,269,613.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,289,398.	7,269,613.	

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	7,289,398.
2	Enter amount from Part I, line 27a	2	-34,197.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	49,480.
4	Add lines 1, 2, and 3	4	7,304,681.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	35,068.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,269,613.

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)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	4,054.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	4,054.
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	4,054.
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,699.		
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	2,699.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	1,355.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶$ __________ (2) On foundation managers. ▶ $ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 8			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ COURTNEY KNIGHT GAINES Telephone no ▶ (912) 233-9700
Located at ▶ PO BOX 16024, SAVANNAH, GA ZIP + 4 ▶ 31416

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16		

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	N/A	
	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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ▶ ____, ____, ____, ____	☐ Yes ☒ No			
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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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)?		5b	N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

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 9		-0-	-0-	-0-

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

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

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

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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,707,187.
b	Average of monthly cash balances	1b	487,562.
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	8,194,749.
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	8,194,749.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	122,921.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,071,828.
6	**Minimum investment return.** Enter 5% of line 5	6	403,591.

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	403,591.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,054.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,054.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	399,537.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	399,537.
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	399,537.

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	437,888.
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	437,888.
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	4,054.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	433,834.

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				399,537.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			NONE	
b	Total for prior years. 20____,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2010.				
a	From 2005 ...... NONE				
b	From 2006 ...... 180,186.				
c	From 2007 ...... 4,566.				
d	From 2008 ...... 33,113.				
e	From 2009 ...... NONE				
f	**Total** of lines 3a through e	217,865.			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 437,888.				
a	Applied to 2009, but not more than line 2a			NONE	
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				399,537.
e	Remaining amount distributed out of corpus	38,351.			
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	256,216.			
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			NONE	
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				NONE
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	256,216.			
10	Analysis of line 9				
a	Excess from 2006 ... 180,186.				
b	Excess from 2007 ... 4,566.				
c	Excess from 2008 ... 33,113.				
d	Excess from 2009 ... NONE				
e	Excess from 2010 ... 38,351.				

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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 11				
Total . . . . . . ▶ **3a**				406,367.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	167,313.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	268,474.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				435,787.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 435,787.

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee — Date: 5/10/2011 — Title: Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN	Jeffrey E Kuhlin	05/04/2011		P00353001

Firm's name ▶ KPMG LLP — Firm's EIN ▶ 13-5565207

Firm's address ▶ 100 WESTMINSTER ST, 6TH FL, SUITE A PROVIDENCE, RI 02903-2321 — Phone no. 800-770-8444

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 LONG-TERM CAPITAL GAIN DIVIDENDS					1,786.	
		23000. XTO ENERGY INC 5.900% 8/01 PROPERTY TYPE: SECURITIES					04/22/2008	01/06/2010
25,257.00		23,933.00					1,324.00	
		200. AKAMAI TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					07/14/2009	01/12/2010
5,214.00		3,770.00					1,444.00	
		100. BED BATH & BEYOND INC COM PROPERTY TYPE: SECURITIES					11/08/2005	01/12/2010
4,123.00		4,182.00					-59.00	
		200. BROADCOM CORP-CL A PROPERTY TYPE: SECURITIES					11/07/2007	01/12/2010
5,996.00		6,565.00					-569.00	
		200. CABLEVISION SYS CORP PROPERTY TYPE: SECURITIES					01/28/2008	01/12/2010
5,184.00		4,360.00					824.00	
		50. FREEPORT MCMORAN COPPER & GOLD PROPERTY TYPE: SECURITIES					01/20/2009	01/12/2010
4,246.00		1,185.00					3,061.00	
		250. GENERAL ELEC CO. PROPERTY TYPE: SECURITIES					06/25/2007	01/12/2010
4,190.00		9,500.00					-5,310.00	
		293. ING GROEP N.V. PROPERTY TYPE: SECURITIES					12/17/2009	01/12/2010
3,153.00		2,943.00					210.00	
		775. ING GROEP N.V. PROPERTY TYPE: SECURITIES					01/14/2008	01/12/2010
8,341.00		8,341.00						
		100. JUNIPER NETWORK INC PROPERTY TYPE: SECURITIES					02/19/2009	01/12/2010
2,589.00		1,492.00					1,097.00	

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)	
		200. LIBERTY MEDIA HLDG CORP PROPERTY TYPE: SECURITIES					08/05/2004	01/12/2010
2,295.00		3,247.00					-952.00	
		100. LIBERTY MEDIA HLDG CORP PROPERTY TYPE: SECURITIES					09/01/2004	01/12/2010
2,449.00		1,000.00					1,449.00	
		250. NVIDIA CORP 00 PROPERTY TYPE: SECURITIES					06/02/2008	01/12/2010
4,410.00		6,147.00					-1,737.00	
		200. SANDISK CORP PROPERTY TYPE: SECURITIES					02/04/2004	01/12/2010
5,823.00		4,999.00					824.00	
		100. NABORS INDUSTRIES LTD SHS PROPERTY TYPE: SECURITIES					09/09/2008	01/12/2010
2,539.00		2,935.00					-396.00	
		300. SEAGATE TECHNOLOGY PROPERTY TYPE: SECURITIES					06/22/2006	01/12/2010
5,304.00		6,344.00					-1,040.00	
		100. ASML HOLDING NV-UY REG SHS PROPERTY TYPE: SECURITIES					09/19/2008	01/12/2010
3,278.00		2,119.00					1,159.00	
		95. AMAZON COM INC PROPERTY TYPE: SECURITIES					04/28/2005	01/13/2010
12,139.00		3,086.00					9,053.00	
		40000. PROCTER & GAMBLE CO 4.700% 2/15 PROPERTY TYPE: SECURITIES					12/30/2009	01/13/2010
41,428.00		40,752.00					676.00	
		1113.19 FHLMCG POOL #G13255 5.000% 7/0 PROPERTY TYPE: SECURITIES					09/19/2008	01/15/2010
1,113.00		1,118.00					-5.00	
		1048.88 FHLMC POOL #G18309 4.500% 5/0 PROPERTY TYPE: SECURITIES					09/09/2009	01/15/2010
1,049.00		1,081.00					-32.00	

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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)	
		2095. INTEL CORP PROPERTY TYPE: SECURITIES					04/08/2008	01/15/2010
43,979.00		44,156.00					-177.00	
		1305. SAFEWAY INC NEW PROPERTY TYPE: SECURITIES					04/11/2008	01/21/2010
29,707.00		37,529.00					-7,822.00	
		500. ASML HOLDING NV-UY REG SHS PROPERTY TYPE: SECURITIES					09/19/2008	01/21/2010
16,857.00		10,594.00					6,263.00	
		380. BERKSHIRE HATHAWAY INC PROPERTY TYPE: SECURITIES					03/20/2002	01/27/2010
26,885.00		18,685.00					8,200.00	
		470. TOYOTA MTR CORP 00 PROPERTY TYPE: SECURITIES					04/10/2008	01/28/2010
36,211.00		44,814.00					-8,603.00	
		766.51 FHLMCG POOL #G13255 5.000% 7/01 PROPERTY TYPE: SECURITIES					09/19/2008	02/15/2010
767.00		770.00					-3.00	
		700.27 FHLMC POOL #G18309 4.500% 5/01 PROPERTY TYPE: SECURITIES					09/09/2009	02/15/2010
700.00		722.00					-22.00	
		755. DEAN FOODS CO PROPERTY TYPE: SECURITIES					04/21/2008	02/18/2010
10,948.00		16,764.00					-5,816.00	
		300. WILLIAMS COS INC. DEL PROPERTY TYPE: SECURITIES					09/16/2009	02/19/2010
6,631.00		5,598.00					1,033.00	
		350. WILLIAMS COS INC. DEL PROPERTY TYPE: SECURITIES					04/14/2008	02/19/2010
7,736.00		12,288.00					-4,552.00	
		1040. VALERO ENERGY CORP COM NEW PROPERTY TYPE: SECURITIES					05/07/2009	02/22/2010
18,475.00		23,483.00					-5,008.00	

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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)	
		1435. GENERAL ELEC CO. PROPERTY TYPE: SECURITIES					06/25/2007	02/23/2010
22,890.00		48,501.00					-25,611.00	
		355. DEAN FOODS CO PROPERTY TYPE: SECURITIES					06/03/2008	02/24/2010
5,240.00		7,615.00					-2,375.00	
		240. NABORS INDUSTRIES LTD SHS PROPERTY TYPE: SECURITIES					09/22/2009	02/24/2010
5,253.00		5,021.00					232.00	
		200. NABORS INDUSTRIES LTD SHS PROPERTY TYPE: SECURITIES					09/09/2008	02/24/2010
4,377.00		5,870.00					-1,493.00	
		61. CREE INC PROPERTY TYPE: SECURITIES					06/26/2003	03/05/2010
4,216.00		1,063.00					3,153.00	
		410. MCDONALDS CORP PROPERTY TYPE: SECURITIES					10/16/2009	03/05/2010
26,030.00		24,069.00					1,961.00	
		7000. GEN ELEC CAP CORP 6.125% 2/22/ PROPERTY TYPE: SECURITIES					12/30/2009	03/09/2010
7,366.00		7,408.00					-42.00	
		32000. GEN ELEC CAP CORP 6.125% 2/22 PROPERTY TYPE: SECURITIES					01/18/2006	03/09/2010
33,672.00		34,464.00					-792.00	
		200. AKAMAI TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					07/10/2009	03/10/2010
6,240.00		3,688.00					2,552.00	
		865. AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES					03/09/2009	03/10/2010
34,216.00		9,367.00					24,849.00	
		125. AUTODESK INC PROPERTY TYPE: SECURITIES					02/27/2008	03/10/2010
3,646.00		4,125.00					-479.00	

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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)	
		100. DIRECTV COM USD0.01 CLASS 'A' PROPERTY TYPE: SECURITIES					04/25/2003	03/10/2010
3,497.00		1,261.00					2,236.00	
		200. JUNIPER NETWORK INC PROPERTY TYPE: SECURITIES					02/19/2009	03/10/2010
6,082.00		2,983.00					3,099.00	
		200. LIBERTY MEDIA HLDG CORP PROPERTY TYPE: SECURITIES					09/25/2003	03/10/2010
2,754.00		3,180.00					-426.00	
		100. LIBERTY MEDIA HLDG CORP PROPERTY TYPE: SECURITIES					08/05/2004	03/10/2010
3,299.00		973.00					2,326.00	
		100. SANDISK CORP PROPERTY TYPE: SECURITIES					02/04/2004	03/10/2010
3,397.00		2,500.00					897.00	
		270. SOUTHWEST AIRLS CO PROPERTY TYPE: SECURITIES					04/14/2008	03/10/2010
3,459.00		3,449.00					10.00	
		100. WAL-MART DE MEXICO SA-SP ADR PROPERTY TYPE: SECURITIES					10/30/2007	03/10/2010
4,869.00		4,100.00					769.00	
		300. SEAGATE TECHNOLOGY PROPERTY TYPE: SECURITIES					08/07/2008	03/10/2010
5,745.00		5,408.00					337.00	
		639.56 FHLMCG POOL #G13255 5.000% 7/01 PROPERTY TYPE: SECURITIES					09/19/2008	03/15/2010
640.00		642.00					-2.00	
		500.75 FHLMC POOL #G18309 4.500% 5/01 PROPERTY TYPE: SECURITIES					09/09/2009	03/15/2010
501.00		516.00					-15.00	
		250. MERCK & CO INC NEW PROPERTY TYPE: SECURITIES					11/25/2009	03/15/2010
9,341.00		9,097.00					244.00	

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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)	
		3000. BP CAPITAL MARKETS 5.250% 11/07/ PROPERTY TYPE: SECURITIES					09/24/2009	03/19/2010
3,312.00		3,288.00					24.00	
		27000. BP CAPITAL MARKETS 5.250% 11/07 PROPERTY TYPE: SECURITIES					11/19/2008	03/19/2010
29,810.00		27,218.00					2,592.00	
		23000. DISNEY WALT CO NEW 6.375% 3/01 PROPERTY TYPE: SECURITIES					05/25/2007	03/19/2010
25,255.00		24,037.00					1,218.00	
		75. WILLIAMS COS INC. DEL PROPERTY TYPE: SECURITIES					09/16/2009	03/22/2010
1,689.00		1,400.00					289.00	
		850. WILLIAMS COS INC. DEL PROPERTY TYPE: SECURITIES					03/11/2009	03/22/2010
19,145.00		10,282.00					8,863.00	
		1160. VALERO ENERGY CORP COM NEW PROPERTY TYPE: SECURITIES					07/09/2009	03/25/2010
23,591.00		22,818.00					773.00	
		115. BOEING CO PROPERTY TYPE: SECURITIES					04/29/2008	03/31/2010
8,336.00		9,839.00					-1,503.00	
		265. COMCAST CORP NEW CL A SPL PROPERTY TYPE: SECURITIES					07/11/2003	03/31/2010
4,751.00		5,415.00					-664.00	
		50. FREEPORT MCMORAN COPPER & GOLD PROPERTY TYPE: SECURITIES					01/20/2009	03/31/2010
4,172.00		1,185.00					2,987.00	
		250. JUNIPER NETWORK INC PROPERTY TYPE: SECURITIES					02/19/2009	03/31/2010
7,661.00		3,729.00					3,932.00	
		100. LIBERTY MEDIA HLDG CORP PROPERTY TYPE: SECURITIES					02/12/2009	03/31/2010
3,626.00		734.00					2,892.00	

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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)	
		100. SANDISK CORP PROPERTY TYPE: SECURITIES					02/04/2004	03/31/2010
3,459.00		2,500.00					959.00	
		100. SEAGATE TECHNOLOGY PROPERTY TYPE: SECURITIES					08/07/2008	03/31/2010
1,823.00		1,491.00					332.00	
		63. CREE INC PROPERTY TYPE: SECURITIES					06/26/2003	04/12/2010
5,024.00		1,098.00					3,926.00	
		80. COACH INC PROPERTY TYPE: SECURITIES					04/07/2009	04/14/2010
3,370.00		1,359.00					2,011.00	
		265. COACH INC PROPERTY TYPE: SECURITIES					04/07/2009	04/15/2010
11,274.00		4,503.00					6,771.00	
		748.43 FHLMCG POOL #G13255 5.000% 7/01 PROPERTY TYPE: SECURITIES					09/19/2008	04/15/2010
748.00		752.00					-4.00	
		24652.48 FHLMCG POOL #G13255 5.000% 7/ PROPERTY TYPE: SECURITIES					09/19/2008	04/15/2010
26,001.00		24,756.00					1,245.00	
		548.59 FHLMC POOL #G18309 4.500% 5/01 PROPERTY TYPE: SECURITIES					09/09/2009	04/15/2010
549.00		565.00					-16.00	
		170. BOEING CO PROPERTY TYPE: SECURITIES					04/30/2008	04/16/2010
12,004.00		14,539.00					-2,535.00	
		300. WALT DISNEY CO. PROPERTY TYPE: SECURITIES					06/21/2005	04/16/2010
10,770.00		7,944.00					2,826.00	
		350. SOUTHWEST AIRLS CO PROPERTY TYPE: SECURITIES					04/14/2008	04/16/2010
4,690.00		4,471.00					219.00	

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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)	
		50. THERMO ELECTRON CORP PROPERTY TYPE: SECURITIES					05/14/2009	04/16/2010
2,662.00		1,782.00					880.00	
		145. WELLS FARGO & COMPANY (NEW) PROPERTY TYPE: SECURITIES					11/14/2008	04/20/2010
4,846.00		4,137.00					709.00	
		445. VODAFONE GROUP SPD ADR REP 10 ORD S PROPERTY TYPE: SECURITIES					12/04/1998	04/21/2010
10,345.00		14,443.00					-4,098.00	
		225. ABERCROMBIE & FITCH CO PROPERTY TYPE: SECURITIES					02/19/2010	04/23/2010
11,025.00		8,040.00					2,985.00	
		300. AKAMAI TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					08/18/2009	04/23/2010
10,386.00		5,236.00					5,150.00	
		100. ALCOA INC PROPERTY TYPE: SECURITIES					10/21/2008	04/23/2010
1,399.00		2,144.00					-745.00	
		100. ALLSTATE CORP PROPERTY TYPE: SECURITIES					05/06/2009	04/23/2010
3,497.00		2,577.00					920.00	
		125. AMAZON COM INC PROPERTY TYPE: SECURITIES					04/28/2005	04/23/2010
18,334.00		4,060.00					14,274.00	
		470. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					08/24/2009	04/23/2010
8,659.00		8,482.00					177.00	
		400. BED BATH & BEYOND INC COM PROPERTY TYPE: SECURITIES					03/10/2010	04/23/2010
18,897.00		16,680.00					2,217.00	
		315. BERKSHIRE HATHAWAY INC PROPERTY TYPE: SECURITIES					03/20/2002	04/23/2010
.24,765.00		15,489.00					9,276.00	

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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)	
		300. BIOGEN IDEC INC PROPERTY TYPE: SECURITIES					10/05/2005	04/23/2010
15,742.00		11,611.00					4,131.00	
		130. BOEING CO PROPERTY TYPE: SECURITIES					04/30/2008	04/23/2010
9,751.00		11,090.00					-1,339.00	
		150. BROADCOM CORP-CL A PROPERTY TYPE: SECURITIES					07/20/2006	04/23/2010
5,313.00		3,993.00					1,320.00	
		140. CIT GROUP INC PROPERTY TYPE: SECURITIES					02/22/2010	04/23/2010
5,573.00		4,620.00					953.00	
		200. CVS CORPORATION (DEL) PROPERTY TYPE: SECURITIES					12/01/2009	04/23/2010
7,354.00		6,234.00					1,120.00	
		185. CATERPILLAR INC. PROPERTY TYPE: SECURITIES					08/27/2009	04/23/2010
12,680.00		8,725.00					3,955.00	
		130. CELGENE CORP 00 PROPERTY TYPE: SECURITIES					10/12/2009	04/23/2010
7,712.00		7,166.00					546.00	
		505. CISCO SYS INC PROPERTY TYPE: SECURITIES					05/14/2001	04/23/2010
13,818.00		9,332.00					4,486.00	
		100. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					04/14/2008	04/23/2010
5,735.00		8,016.00					-2,281.00	
		375. DEAN FOODS CO PROPERTY TYPE: SECURITIES					02/23/2009	04/23/2010
5,997.00		7,440.00					-1,443.00	
		500. DELL INC PROPERTY TYPE: SECURITIES					04/08/2008	04/23/2010
8,721.00		9,554.00					-833.00	

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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)	
		400. WALT DISNEY CO. PROPERTY TYPE: SECURITIES					10/05/2005	04/23/2010
14,676.00		10,215.00					4,461.00	
		50. DIRECTV COM USD0.01 CLASS 'A' PROPERTY TYPE: SECURITIES					04/25/2003	04/23/2010
1,817.00		631.00					1,186.00	
		155. DOLBY LABORATORIES INC PROPERTY TYPE: SECURITIES					10/31/2008	04/23/2010
9,519.00		4,834.00					4,685.00	
		200. DOW CHEM CO PROPERTY TYPE: SECURITIES					04/15/2008	04/23/2010
6,178.00		7,573.00					-1,395.00	
		500. EBAY INC PROPERTY TYPE: SECURITIES					03/15/2007	04/23/2010
12,291.00		15,808.00					-3,517.00	
		1000. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					10/05/2005	04/23/2010
19,803.00		60,865.00					-41,062.00	
		460. EXPEDIA INC DEL PROPERTY TYPE: SECURITIES					08/07/2008	04/23/2010
11,262.00		8,412.00					2,850.00	
		100. FIRST SOLAR INC PROPERTY TYPE: SECURITIES					03/31/2010	04/23/2010
13,277.00		12,226.00					1,051.00	
		50. FREEPORT MCMORAN COPPER & GOLD PROPERTY TYPE: SECURITIES					01/20/2009	04/23/2010
3,991.00		1,185.00					2,806.00	
		315. GENERAL ELEC CO. PROPERTY TYPE: SECURITIES					07/29/2002	04/23/2010
5,973.00		9,359.00					-3,386.00	
		250. HOME DEPOT INC PROPERTY TYPE: SECURITIES					09/15/1998	04/23/2010
9,023.00		6,854.00					2,169.00	

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)	
		500. INTEL CORP PROPERTY TYPE: SECURITIES					07/17/1998	04/23/2010
11,996.00		10,406.00					1,590.00	
		100. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					09/16/2005	04/23/2010
6,440.00		6,451.00					-11.00	
		100. JUNIPER NETWORK INC PROPERTY TYPE: SECURITIES					02/19/2009	04/23/2010
2,948.00		1,492.00					1,456.00	
		200. LIBERTY MEDIA HLDG CORP PROPERTY TYPE: SECURITIES					01/28/2008	04/23/2010
3,289.00		3,058.00					231.00	
		100. LIBERTY MEDIA HLDG CORP PROPERTY TYPE: SECURITIES					02/12/2009	04/23/2010
4,422.00		530.00					3,892.00	
		500. MICROSOFT CORP PROPERTY TYPE: SECURITIES					06/13/2005	04/23/2010
15,511.00		12,691.00					2,820.00	
		190. MORGAN STANLEY, DEAN WITTER, PROPERTY TYPE: SECURITIES					10/05/2009	04/23/2010
6,092.00		5,638.00					454.00	
		375. NASDAQ OMX GROUP INC PROPERTY TYPE: SECURITIES					05/13/2008	04/23/2010
8,405.00		14,195.00					-5,790.00	
		250. NVIDIA CORP 00 PROPERTY TYPE: SECURITIES					06/02/2008	04/23/2010
4,095.00		6,117.00					-2,022.00	
		130. PACCAR INC PROPERTY TYPE: SECURITIES					03/22/2010	04/23/2010
6,189.00		5,625.00					564.00	
		250. PROCTOR & GAMBLE CO PROPERTY TYPE: SECURITIES					04/28/2003	04/23/2010
15,880.00		7,949.00					7,931.00	

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)	
		85. QUALCOMM INC PROPERTY TYPE: SECURITIES					10/06/2009	04/23/2010
3,273.00		3,652.00					-379.00	
		50. SANDISK CORP PROPERTY TYPE: SECURITIES					02/04/2004	04/23/2010
2,198.00		1,250.00					948.00	
		300. SCHWAB CHARLES CORP NEW PROPERTY TYPE: SECURITIES					01/29/2009	04/23/2010
5,899.00		4,194.00					1,705.00	
		85. SEARS HLDGS CORP PROPERTY TYPE: SECURITIES					11/20/2008	04/23/2010
9,959.00		2,453.00					7,506.00	
		350. SOUTHWEST AIRLS CO PROPERTY TYPE: SECURITIES					04/14/2008	04/23/2010
4,792.00		4,471.00					321.00	
		600. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES					10/01/1998	04/23/2010
15,733.00		7,500.00					8,233.00	
		115. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					08/07/2003	04/23/2010
3,534.00		2,877.00					657.00	
		100. WAL MART STORES INC PROPERTY TYPE: SECURITIES					04/11/2008	04/23/2010
5,431.00		5,509.00					-78.00	
		55. WELLS FARGO &. COMPANY (NEW) PROPERTY TYPE: SECURITIES					11/14/2008	04/23/2010
1,852.00		1,569.00					283.00	
		300. YAHOO INC PROPERTY TYPE: SECURITIES					12/02/2009	04/23/2010
5,332.00		4,599.00					733.00	
		200. YAHOO INC PROPERTY TYPE: SECURITIES					03/20/2009	04/23/2010
3,554.00		2,733.00					821.00	

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)	
		150. COVIDIEN PLC USD0.20 PROPERTY TYPE: SECURITIES					10/24/2007	04/23/2010
7,415.00		6,019.00					1,396.00	
		100. SEAGATE TECHNOLOGY PROPERTY TYPE: SECURITIES					08/07/2008	04/23/2010
2,045.00		1,491.00					554.00	
		7000. HEWLETT PACKARD CO 5.500% 3/01/ PROPERTY TYPE: SECURITIES					12/17/2009	04/26/2010
7,718.00		7,686.00					32.00	
		26000. HEWLETT PACKARD CO 5.500% 3/01 PROPERTY TYPE: SECURITIES					01/21/2009	04/26/2010
28,667.00		27,396.00					1,271.00	
		205. TRANSOCEAN INC COM USD0.01 'REGISTE PROPERTY TYPE: SECURITIES					04/14/2008	04/26/2010
18,144.00		30,958.00					-12,814.00	
		100. AKAMAI TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					07/30/2009	04/27/2010
3,373.00		1,651.00					1,722.00	
		100. BED BATH & BEYOND INC COM PROPERTY TYPE: SECURITIES					02/15/2005	04/27/2010
4,637.00		4,015.00					622.00	
		250. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					06/09/2006	04/27/2010
4,961.00		11,871.00					-6,910.00	
		500. GENERAL ELEC CO. PROPERTY TYPE: SECURITIES					07/08/2008	04/27/2010
9,367.00		13,853.00					-4,486.00	
		250. HOME DEPOT INC PROPERTY TYPE: SECURITIES					09/15/1998	04/27/2010
8,825.00		6,854.00					1,971.00	
		200. INTEL CORP PROPERTY TYPE: SECURITIES					07/17/1998	04/27/2010
4,683.00		4,163.00					520.00	

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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)	
		200. LIBERTY MEDIA HLDG CORP PROPERTY TYPE: SECURITIES					01/28/2008	04/27/2010
3,084.00		3,058.00					26.00	
		100. LIBERTY MEDIA HLDG CORP PROPERTY TYPE: SECURITIES					02/12/2009	04/27/2010
4,252.00		530.00					3,722.00	
		200. MICROSOFT CORP PROPERTY TYPE: SECURITIES					06/13/2005	04/27/2010
6,184.00		5,066.00					1,118.00	
		200. NASDAQ OMX GROUP INC PROPERTY TYPE: SECURITIES					05/13/2008	04/27/2010
4,375.00		7,530.00					-3,155.00	
		300. SCHWAB CHARLES CORP NEW PROPERTY TYPE: SECURITIES					01/29/2009	04/27/2010
5,689.00		4,194.00					1,495.00	
		2500. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES					10/01/1998	04/27/2010
66,599.00		31,250.00					35,349.00	
		395. ABERCROMBIE & FITCH CO PROPERTY TYPE: SECURITIES					02/19/2010	04/29/2010
18,310.00		14,058.00					4,252.00	
		100. AKAMAI TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					07/30/2009	04/29/2010
3,986.00		1,651.00					2,335.00	
		50. AMAZON COM INC PROPERTY TYPE: SECURITIES					04/28/2005	04/29/2010
7,082.00		1,624.00					5,458.00	
		250. CVS CORPORATION (DEL) PROPERTY TYPE: SECURITIES					12/01/2009	04/29/2010
9,341.00		7,792.00					1,549.00	
		425. DOW CHEM CO PROPERTY TYPE: SECURITIES					04/15/2008	04/29/2010
13,552.00		16,092.00					-2,540.00	

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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)	
		43000. FED NATL MTG ASSN 1.875% 10/29 PROPERTY TYPE: SECURITIES					03/30/2010	04/29/2010
43,133.00		42,902.00					231.00	
		250. INTEL CORP PROPERTY TYPE: SECURITIES					07/17/1998	04/29/2010
5,856.00		5,203.00					653.00	
		195. MCDONALDS CORP PROPERTY TYPE: SECURITIES					07/01/2009	04/29/2010
13,859.00		11,319.00					2,540.00	
		250. PROCTOR & GAMBLE CO PROPERTY TYPE: SECURITIES					04/28/2003	04/29/2010
15,585.00		7,949.00					7,636.00	
		150. CVS CORPORATION (DEL) PROPERTY TYPE: SECURITIES					12/01/2009	05/04/2010
5,463.00		4,584.00					879.00	
		400. COMCAST CORP NEW CL A SPL PROPERTY TYPE: SECURITIES					07/11/2003	05/04/2010
7,528.00		7,901.00					-373.00	
		150. WALT DISNEY CO. PROPERTY TYPE: SECURITIES					10/05/2005	05/04/2010
5,457.00		3,595.00					1,862.00	
		250. GENERAL ELEC CO. PROPERTY TYPE: SECURITIES					07/08/2008	05/04/2010
4,608.00		6,926.00					-2,318.00	
		1500. NATIONAL BANK OF GREECE ADR PROPERTY TYPE: SECURITIES					04/16/2009	05/04/2010
4,235.00		10,380.00					-6,145.00	
		250. PFIZER INC. PROPERTY TYPE: SECURITIES					06/13/2005	05/04/2010
4,321.00		6,958.00					-2,637.00	
		250. YAHOO INC PROPERTY TYPE: SECURITIES					03/20/2009	05/04/2010
4,068.00		3,416.00					652.00	

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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)	
		650. WALT DISNEY CO. PROPERTY TYPE: SECURITIES					10/05/2005	05/06/2010
22,756.00		10,923.00					11,833.00	
		130. MCDONALDS CORP PROPERTY TYPE: SECURITIES					05/22/2009	05/06/2010
9,021.00		7,483.00					1,538.00	
		100. ALLSTATE CORP PROPERTY TYPE: SECURITIES					05/06/2009	05/07/2010
3,175.00		2,577.00					598.00	
		250. ANNALY CAPITOL MGMT INC PROPERTY TYPE: SECURITIES					04/27/2010	05/07/2010
3,940.00		4,222.00					-282.00	
		100. BIOGEN IDEC INC PROPERTY TYPE: SECURITIES					03/22/2005	05/07/2010
5,039.00		3,827.00					1,212.00	
		100. BRISTOL MYERS SQUIBB CO PROPERTY TYPE: SECURITIES					04/08/2008	05/07/2010
2,428.00		2,181.00					247.00	
		250. GENERAL ELEC CO. PROPERTY TYPE: SECURITIES					07/08/2008	05/07/2010
4,200.00		6,926.00					-2,726.00	
		250. HOME DEPOT INC PROPERTY TYPE: SECURITIES					09/15/1998	05/07/2010
8,363.00		6,854.00					1,509.00	
		140. MCDONALDS CORP PROPERTY TYPE: SECURITIES					09/17/2009	05/07/2010
9,639.00		8,005.00					1,634.00	
		250. PROCTOR & GAMBLE CO PROPERTY TYPE: SECURITIES					04/28/2003	05/07/2010
15,048.00		7,689.00					7,359.00	
		100. WAL MART STORES INC PROPERTY TYPE: SECURITIES					04/11/2008	05/07/2010
5,237.00		5,509.00					-272.00	

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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)	
		1240. DEAN FOODS CO PROPERTY TYPE: SECURITIES					12/09/2009	05/10/2010
13,356.00		22,434.00					-9,078.00	
		790. DEAN FOODS CO PROPERTY TYPE: SECURITIES					02/23/2009	05/10/2010
8,509.00		15,388.00					-6,879.00	
		1110. FIDELITY NATL INFORMATION SVCS INC PROPERTY TYPE: SECURITIES					04/29/2010	05/12/2010
33,014.00		28,417.00					4,597.00	
		750. NIPPON TELEGRAPH & TELEPHONE CORP PROPERTY TYPE: SECURITIES					11/07/2007	05/12/2010
15,288.00		13,215.00					2,073.00	
		385. EXPEDIA INC DEL PROPERTY TYPE: SECURITIES					08/07/2008	05/13/2010
9,061.00		7,010.00					2,051.00	
		5000. WYETH 5.500% 2/01/ PROPERTY TYPE: SECURITIES					09/24/2009	05/13/2010
5,549.00		5,468.00					81.00	
		29000. WYETH 5.500% 2/01 PROPERTY TYPE: SECURITIES					05/25/2007	05/13/2010
32,182.00		28,887.00					3,295.00	
		654.93 FHLMC POOL #G18309 4.500% 5/01 PROPERTY TYPE: SECURITIES					09/09/2009	05/15/2010
655.00		675.00					-20.00	
		15. BERKSHIRE HATHAWAY INC PROPERTY TYPE: SECURITIES					03/20/2002	05/17/2010
1,144.00		738.00					406.00	
		100. COCA COLA COMPANY PROPERTY TYPE: SECURITIES					08/24/1998	05/17/2010
5,334.00		7,981.00					-2,647.00	
		100. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					09/16/2005	05/17/2010
6,386.00		6,451.00					-65.00	

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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)	
		150. JUNIPER NETWORK INC PROPERTY TYPE: SECURITIES					02/19/2009	05/17/2010
4,194.00		2,238.00					1,956.00	
		55. NEWMONT MNG CORP PROPERTY TYPE: SECURITIES					02/03/2010	05/17/2010
3,144.00		2,520.00					624.00	
		250. PFIZER INC. PROPERTY TYPE: SECURITIES					06/13/2005	05/17/2010
4,016.00		6,958.00					-2,942.00	
		100. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					08/07/2003	05/17/2010
3,041.00		2,502.00					539.00	
		150. TYCO ELECTRONICS LTD COM CHF2.60 PROPERTY TYPE: SECURITIES					07/24/2007	05/17/2010
4,391.00		5,762.00					-1,371.00	
		40. AMERISOURCEBERGEN CORP PROPERTY TYPE: SECURITIES					04/27/2010	05/19/2010
1,258.00		1,239.00					19.00	
		35000. U S TREAS NTS 2.750% 10/31 PROPERTY TYPE: SECURITIES					11/18/2009	05/20/2010
36,583.00		36,356.00					227.00	
		280. AGCO CORP PROPERTY TYPE: SECURITIES					05/17/2010	05/21/2010
8,077.00		9,005.00					-928.00	
		230. BERKSHIRE HATHAWAY INC PROPERTY TYPE: SECURITIES					03/20/2002	05/21/2010
16,617.00		11,309.00					5,308.00	
		295. HOME DEPOT INC PROPERTY TYPE: SECURITIES					09/15/1998	05/21/2010
9,715.00		8,088.00					1,627.00	
		530. PEPSICO INC PROPERTY TYPE: SECURITIES					07/17/1998	05/21/2010
33,376.00		20,836.00					12,540.00	

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		140. PETROHAWK ENERGY CORP PROPERTY TYPE: SECURITIES					04/23/2010	05/21/2010
2,514.00		2,514.00						
		1450. CHIMERA INVT CORP PROPERTY TYPE: SECURITIES					05/17/2010	05/25/2010
5,439.00		5,903.00					-464.00	
		100. FAMILY DLR STORES INC PROPERTY TYPE: SECURITIES					04/23/2010	05/25/2010
4,104.00		4,017.00					87.00	
		392.75 FNMA POOL #932359 4.000% 1/01 PROPERTY TYPE: SECURITIES					04/15/2010	05/25/2010
393.00		398.00					-5.00	
		850. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					08/03/2009	05/26/2010
8,525.00		8,525.00						
		650. SOUTHWEST AIRLS CO PROPERTY TYPE: SECURITIES					06/02/2009	05/26/2010
8,094.00		7,963.00					131.00	
		100. SOUTHWEST AIRLS CO PROPERTY TYPE: SECURITIES					04/14/2008	05/26/2010
1,245.00		1,277.00					-32.00	
		275. WAL MART STORES INC PROPERTY TYPE: SECURITIES					04/11/2008	05/26/2010
13,895.00		15,150.00					-1,255.00	
		60. COACH INC PROPERTY TYPE: SECURITIES					04/07/2009	05/27/2010
2,445.00		1,020.00					1,425.00	
		1000. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					09/16/2005	05/27/2010
59,057.00		44,247.00					14,810.00	
		25. PFIZER INC. PROPERTY TYPE: SECURITIES					06/13/2005	05/27/2010
384.00		696.00					-312.00	

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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)	
		95. THERMO ELECTRON CORP PROPERTY TYPE: SECURITIES					05/14/2009	05/27/2010
4,957.00		3,386.00					1,571.00	
		470. QUALCOMM INC PROPERTY TYPE: SECURITIES					10/06/2009	06/02/2010
16,756.00		20,195.00					-3,439.00	
		115. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					07/23/1998	06/04/2010
6,732.00		4,420.00					2,312.00	
		200. ANNTAYLOR STORES CORP COM PROPERTY TYPE: SECURITIES					05/04/2010	06/09/2010
4,101.00		4,945.00					-844.00	
		205. BP AMOCO PLC-SPONS ADR PROPERTY TYPE: SECURITIES					05/14/2010	06/09/2010
6,440.00		9,797.00					-3,357.00	
		200. BP AMOCO PLC-SPONS ADR PROPERTY TYPE: SECURITIES					04/22/2008	06/09/2010
6,283.00		8,147.00					-1,864.00	
		495. AMGEN INC PROPERTY TYPE: SECURITIES					03/11/2009	06/10/2010
26,683.00		22,804.00					3,879.00	
		30. QUALCOMM INC PROPERTY TYPE: SECURITIES					10/06/2009	06/10/2010
1,041.00		1,289.00					-248.00	
		315. QUALCOMM INC PROPERTY TYPE: SECURITIES					10/17/2008	06/10/2010
10,928.00		12,641.00					-1,713.00	
		150. SEARS HLDGS CORP PROPERTY TYPE: SECURITIES					11/20/2008	06/10/2010
11,639.00		4,328.00					7,311.00	
		505. ROCHE HOLDINGS LTD-SPONSORED ADR PROPERTY TYPE: SECURITIES					02/03/2010	06/11/2010
17,274.00		21,275.00					-4,001.00	

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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)	
		150. ROCHE HOLDINGS LTD-SPONSORED ADR PROPERTY TYPE: SECURITIES					09/16/2008	06/11/2010
5,131.00		6,236.00					-1,105.00	
		50. BROADCOM CORP-CL A PROPERTY TYPE: SECURITIES					07/20/2006	06/15/2010
1,790.00		1,331.00					459.00	
		50. CHUBB CORP. PROPERTY TYPE: SECURITIES					09/17/2008	06/15/2010
2,616.00		2,693.00					-77.00	
		100. DIRECTV COM USD0.01 CLASS 'A' PROPERTY TYPE: SECURITIES					08/05/2004	06/15/2010
3,910.00		1,254.00					2,656.00	
		492.75 FHLMC POOL #G18309 4.500% 5/01 PROPERTY TYPE: SECURITIES					09/09/2009	06/15/2010
493.00		508.00					-15.00	
		50. NEWMONT MNG CORP PROPERTY TYPE: SECURITIES					02/03/2010	06/15/2010
2,808.00		2,291.00					517.00	
		150. PROCTOR & GAMBLE CO PROPERTY TYPE: SECURITIES					10/18/2001	06/15/2010
9,250.00		4,586.00					4,664.00	
		100. SANDISK CORP PROPERTY TYPE: SECURITIES					03/14/2008	06/15/2010
4,850.00		2,353.00					2,497.00	
		1370. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					05/17/2010	06/16/2010
12,015.00		19,498.00					-7,483.00	
		40. VERISIGN INC PROPERTY TYPE: SECURITIES					04/23/2010	06/16/2010
1,179.00		1,091.00					88.00	
		195. COACH INC PROPERTY TYPE: SECURITIES					04/07/2009	06/17/2010
8,406.00		3,314.00					5,092.00	

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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)	
		170. BOEING CO PROPERTY TYPE: SECURITIES					09/03/2008	06/21/2010
11,727.00		11,362.00					365.00	
		225. QUALCOMM INC PROPERTY TYPE: SECURITIES					10/17/2008	06/21/2010
8,046.00		8,939.00					-893.00	
		40. SEARS HLDGS CORP PROPERTY TYPE: SECURITIES					11/20/2008	06/21/2010
3,012.00		1,154.00					1,858.00	
		20. AGNICO EAGLE MINES LTD PROPERTY TYPE: SECURITIES					04/27/2010	06/23/2010
1,234.00		1,228.00					6.00	
		3000. ANADARKO PETE CORP 5.950% 9/15/ PROPERTY TYPE: SECURITIES					12/30/2009	06/25/2010
2,573.00		3,265.00					-692.00	
		31000. ANADARKO PETE CORP 5.950% 9/15 PROPERTY TYPE: SECURITIES					04/21/2009	06/25/2010
26,583.00		27,331.00					-748.00	
		424.3 FNMA POOL #932117 4.00001% 11/01/ PROPERTY TYPE: SECURITIES					05/20/2010	06/25/2010
424.00		438.00					-14.00	
		361.87 FNMA POOL #932359 4.000% 1/01 PROPERTY TYPE: SECURITIES					04/15/2010	06/25/2010
362.00		367.00					-5.00	
		110. SEARS HLDGS CORP PROPERTY TYPE: SECURITIES					11/20/2008	06/30/2010
7,279.00		3,174.00					4,105.00	
		1350. SOUTHWEST AIRLS CO PROPERTY TYPE: SECURITIES					06/02/2009	07/08/2010
15,450.00		16,538.00					-1,088.00	
		460. QUALCOMM INC PROPERTY TYPE: SECURITIES					10/17/2008	07/12/2010
16,124.00		17,795.00					-1,671.00	

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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)	
		5000. CONOCO FUNDING 6.350% 10/15/ PROPERTY TYPE: SECURITIES					12/17/2009	07/15/2010
5,335.00		5,485.00					-150.00	
		28000. CONOCO FUNDING 6.350% 10/15 PROPERTY TYPE: SECURITIES					10/10/2007	07/15/2010
29,877.00		29,409.00					468.00	
		696.93 FHLMC POOL #G18309 4.500% 5/01 PROPERTY TYPE: SECURITIES					09/09/2009	07/15/2010
697.00		718.00					-21.00	
		85. FIDELITY NATL INFORMATION SVCS INC PROPERTY TYPE: SECURITIES					01/21/2010	07/19/2010
2,337.00		2,073.00					264.00	
		70. SHIRE PHARMACEUTICALS GR-ADR PROPERTY TYPE: SECURITIES					03/05/2008	07/19/2010
4,692.00		4,137.00					555.00	
		40. XILINX INC PROPERTY TYPE: SECURITIES					04/30/2010	07/19/2010
1,123.00		1,049.00					74.00	
		30. LAM RESH CORP PROPERTY TYPE: SECURITIES					04/29/2010	07/20/2010
1,207.00		1,270.00					-63.00	
		55. QUANTA SERVICES INC PROPERTY TYPE: SECURITIES					04/23/2010	07/20/2010
1,154.00		1,112.00					42.00	
		505. JUNIPER NETWORK INC PROPERTY TYPE: SECURITIES					02/19/2009	07/23/2010
13,977.00		7,334.00					6,643.00	
		455. ROCHE HOLDINGS LTD-SPONSORED ADR PROPERTY TYPE: SECURITIES					03/27/2009	07/23/2010
14,778.00		17,112.00					-2,334.00	
		488.76 FNMA POOL #932117 4.00001% 11/01 PROPERTY TYPE: SECURITIES					05/20/2010	07/25/2010
489.00		504.00					-15.00	

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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)	
		665.75 FNMA POOL #932359 4.000% 1/01 PROPERTY TYPE: SECURITIES					04/15/2010	07/25/2010
666.00		675.00					-9.00	
		230. CHUBB CORP. PROPERTY TYPE: SECURITIES					01/12/2010	07/26/2010
12,163.00		11,442.00					721.00	
		520. CHUBB CORP. PROPERTY TYPE: SECURITIES					09/17/2008	07/26/2010
27,500.00		28,005.00					-505.00	
		565. AXIS CAPITAL HOLDINGS PROPERTY TYPE: SECURITIES					04/04/2008	07/27/2010
17,643.00		19,973.00					-2,330.00	
		125. BOEING CO PROPERTY TYPE: SECURITIES					08/13/2009	07/30/2010
8,467.00		5,845.00					2,622.00	
		125. BOEING CO PROPERTY TYPE: SECURITIES					09/03/2008	07/30/2010
8,467.00		8,131.00					336.00	
		135. MCDONALDS CORP PROPERTY TYPE: SECURITIES					09/17/2009	07/30/2010
9,383.00		7,611.00					1,772.00	
		160. NABORS INDUSTRIES LTD SHS PROPERTY TYPE: SECURITIES					09/22/2009	07/30/2010
2,964.00		3,347.00					-383.00	
		520. NABORS INDUSTRIES LTD SHS PROPERTY TYPE: SECURITIES					02/12/2009	07/30/2010
9,631.00		5,557.00					4,074.00	
		20. BUCYRUS INTL INC PROPERTY TYPE: SECURITIES					06/25/2010	08/04/2010
1,265.00		1,040.00					225.00	
		60. ROCKWOOD HLDGS INC PROPERTY TYPE: SECURITIES					04/23/2010	08/04/2010
1,824.00		1,606.00					218.00	

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		125. CTRIP COM INTL LTD AMER DEP SHS PROPERTY TYPE: SECURITIES					06/23/2010	08/05/2010
5,265.00		5,045.00					220.00	
		465. WAL MART STORES INC PROPERTY TYPE: SECURITIES					11/03/2009	08/06/2010
23,855.00		23,104.00					751.00	
		25. WAL MART STORES INC PROPERTY TYPE: SECURITIES					04/11/2008	08/06/2010
1,283.00		1,377.00					-94.00	
		285. EATON CORP PROPERTY TYPE: SECURITIES					03/05/2010	08/09/2010
22,496.00		20,837.00					1,659.00	
		145. FIDELITY NATL INFORMATION SVCS INC PROPERTY TYPE: SECURITIES					01/21/2010	08/09/2010
4,205.00		3,536.00					669.00	
		680. NABORS INDUSTRIES LTD SHS PROPERTY TYPE: SECURITIES					02/12/2009	08/09/2010
12,495.00		7,266.00					5,229.00	
		42000. FEDL NATL MTG ASSN 2.000% 4/15 PROPERTY TYPE: SECURITIES					04/29/2010	08/10/2010
42,424.00		42,080.00					344.00	
		820. FOREST LABS INC PROPERTY TYPE: SECURITIES					01/11/2005	08/10/2010
23,312.00		42,754.00					-19,442.00	
		480. STATE ST CORP PROPERTY TYPE: SECURITIES					04/14/2010	08/10/2010
18,774.00		21,547.00					-2,773.00	
		620. DELL INC PROPERTY TYPE: SECURITIES					04/08/2008	08/13/2010
7,458.00		11,847.00					-4,389.00	
		849.75 FHLMC POOL #G18309 4.500% 5/01 PROPERTY TYPE: SECURITIES					09/09/2009	08/15/2010
850.00		876.00					-26.00	

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		470. CIT GROUP INC PROPERTY TYPE: SECURITIES					02/22/2010	08/17/2010
17,712.00		15,509.00					2,203.00	
		1400. ALCOA INC PROPERTY TYPE: SECURITIES					11/20/2008	08/18/2010
15,350.00		13,408.00					1,942.00	
		170. CATERPILLAR INC. PROPERTY TYPE: SECURITIES					08/27/2009	08/18/2010
11,838.00		8,017.00					3,821.00	
		1090. DELL INC PROPERTY TYPE: SECURITIES					03/05/2009	08/18/2010
13,184.00		20,195.00					-7,011.00	
		145. FIDELITY NATL INFORMATION SVCS INC PROPERTY TYPE: SECURITIES					01/21/2010	08/18/2010
3,877.00		3,536.00					341.00	
		335. FOREST LABS INC PROPERTY TYPE: SECURITIES					10/19/2007	08/18/2010
9,392.00		12,847.00					-3,455.00	
		250. CATERPILLAR INC. PROPERTY TYPE: SECURITIES					12/15/2008	08/19/2010
17,167.00		10,548.00					6,619.00	
		295. FOREST LABS INC PROPERTY TYPE: SECURITIES					07/30/2009	08/19/2010
8,179.00		10,512.00					-2,333.00	
		770. INTEL CORP PROPERTY TYPE: SECURITIES					07/17/1998	08/19/2010
14,619.00		16,026.00					-1,407.00	
		739.29 FNMA POOL #932117 4.00001% 11/01 PROPERTY TYPE: SECURITIES					05/20/2010	08/25/2010
739.00		763.00					-24.00	
		614.76 FNMA POOL #932359 4.000% 1/01 PROPERTY TYPE: SECURITIES					04/15/2010	08/25/2010
615.00		624.00					-9.00	

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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)	
		125. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					03/25/2010	08/25/2010
17,988.00		21,533.00					-3,545.00	
		50. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					03/13/2009	08/25/2010
7,195.00		6,427.00					768.00	
		35. OCEANEERING INTL INC PROPERTY TYPE: SECURITIES					04/23/2010	09/02/2010
1,807.00		2,313.00					-506.00	
		90. NOBLE CORP COM PROPERTY TYPE: SECURITIES					04/23/2010	09/02/2010
2,949.00		3,867.00					-918.00	
		75. CASEYS GEN STORES INC PROPERTY TYPE: SECURITIES					04/27/2010	09/07/2010
3,179.00		2,922.00					257.00	
		35000. CREDIT SUISSE FIRST 5.500% 8/15 PROPERTY TYPE: SECURITIES					06/10/2009	09/08/2010
38,702.00		35,013.00					3,689.00	
		39000. GENERAL ELEC CAP CP 5.000% 11/15 PROPERTY TYPE: SECURITIES					03/09/2010	09/10/2010
40,886.00		41,299.00					-413.00	
		1513.04 FHLMC POOL #G18309 4.500% 5/0 PROPERTY TYPE: SECURITIES					09/09/2009	09/15/2010
1,513.00		1,559.00					-46.00	
		80. AKAMAI TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					08/06/2010	09/16/2010
4,192.00		3,159.00					1,033.00	
		130. ATLAS COPCO AB PROPERTY TYPE: SECURITIES					05/12/2010	09/16/2010
2,076.00		1,809.00					267.00	
		60. BERKSHIRE HATHAWAY INC PROPERTY TYPE: SECURITIES					03/20/2002	09/16/2010
4,985.00		2,950.00					2,035.00	

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		200. BIOGEN IDEC INC PROPERTY TYPE: SECURITIES					03/22/2005	09/16/2010
11,507.00		7,639.00					3,868.00	
		130. EBAY INC PROPERTY TYPE: SECURITIES					03/14/2007	09/16/2010
3,107.00		4,032.00					-925.00	
		115. EXPEDIA INC DEL PROPERTY TYPE: SECURITIES					08/07/2008	09/16/2010
3,166.00		2,094.00					1,072.00	
		50. GENZYME CORP PROPERTY TYPE: SECURITIES					08/03/2009	09/16/2010
3,519.00		2,505.00					1,014.00	
		400. ING GROEP N.V. PROPERTY TYPE: SECURITIES					12/17/2009	09/16/2010
4,037.00		6,388.00					-2,351.00	
		90. PACCAR INC PROPERTY TYPE: SECURITIES					03/22/2010	09/16/2010
4,069.00		3,894.00					175.00	
		185. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					04/14/2008	09/17/2010
10,246.00		13,779.00					-3,533.00	
		285. VERISIGN INC PROPERTY TYPE: SECURITIES					05/04/2010	09/20/2010
9,076.00		7,701.00					1,375.00	
		30. CASEYS GEN STORES INC PROPERTY TYPE: SECURITIES					06/23/2010	09/21/2010
1,295.00		1,153.00					142.00	
		6000. FED NATL MTG ASSN 5.375% 11/15/ PROPERTY TYPE: SECURITIES					03/30/2010	09/23/2010
6,341.00		6,444.00					-103.00	
		74000. FED NATL MTG ASSN 5.375% 11/15 PROPERTY TYPE: SECURITIES					09/18/2009	09/23/2010
78,203.00		76,791.00					1,412.00	

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		753.67 FNMA POOL #932117 4.00001% 11/01 PROPERTY TYPE: SECURITIES					05/20/2010	09/25/2010
754.00		778.00					-24.00	
		1044.52 FNMA POOL #932359 4.000% 1/0 PROPERTY TYPE: SECURITIES					04/15/2010	09/25/2010
1,045.00		1,059.00					-14.00	
		1040. DELL INC PROPERTY TYPE: SECURITIES					03/05/2009	09/28/2010
13,177.00		8,902.00					4,275.00	
		495. ROCHE HOLDINGS LTD-SPONSORED ADR PROPERTY TYPE: SECURITIES					03/27/2009	09/28/2010
16,423.00		16,216.00					207.00	
		45. MICROS SYS INC COM PROPERTY TYPE: SECURITIES					04/29/2010	10/05/2010
1,957.00		1,557.00					400.00	
		110. TRUSTMARK CORP PROPERTY TYPE: SECURITIES					05/17/2010	10/06/2010
2,413.00		2,761.00					-348.00	
		135. WAL MART STORES INC PROPERTY TYPE: SECURITIES					11/03/2009	10/08/2010
7,329.00		6,708.00					621.00	
		70. WAL MART STORES INC PROPERTY TYPE: SECURITIES					06/14/2006	10/08/2010
3,800.00		3,329.00					471.00	
		210. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES					05/12/2010	10/11/2010
8,648.00		8,648.00						
		15. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES					08/10/2009	10/11/2010
618.00		618.00						
		265. PACCAR INC PROPERTY TYPE: SECURITIES					05/20/2010	10/12/2010
13,191.00		11,361.00					1,830.00	

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		675. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					08/19/2009	10/13/2010
11,220.00		28,310.00					-17,090.00	
		20559.21 FNMA POOL #932117 4.00001% 11/ PROPERTY TYPE: SECURITIES					05/20/2010	10/14/2010
21,549.00		21,221.00					328.00	
		28000. CONOCOPHILLIPS 4.600% 1/15 PROPERTY TYPE: SECURITIES					07/15/2010	10/15/2010
31,460.00		30,759.00					701.00	
		120. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					08/19/2009	10/15/2010
1,915.00		2,290.00					-375.00	
		1370.89 FHLMC POOL #G18309 4.500% 5/0 PROPERTY TYPE: SECURITIES					09/09/2009	10/15/2010
1,371.00		1,412.00					-41.00	
		35. ROCKWOOD HLDGS INC PROPERTY TYPE: SECURITIES					04/23/2010	10/15/2010
1,221.00		937.00					284.00	
		210. AMAZON COM INC PROPERTY TYPE: SECURITIES					04/28/2005	10/18/2010
34,273.00		6,821.00					27,452.00	
		200. BABCOCK & WILCOX CO NEW PROPERTY TYPE: SECURITIES					05/17/2010	10/19/2010
4,322.00		4,975.00					-653.00	
		80. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					12/01/2009	10/20/2010
1,231.00		1,361.00					-130.00	
		215. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					08/19/2009	10/20/2010
3,309.00		4,104.00					-795.00	
		65. CHECK POINT SOFTWARE TECH LTD ORD 00 PROPERTY TYPE: SECURITIES					04/23/2010	10/20/2010
2,664.00		2,343.00					321.00	

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		130. MCDERMOTT INTL INC PROPERTY TYPE: SECURITIES					05/04/2010	10/21/2010
1,941.00		1,699.00					242.00	
		15. PARKER HANNIFIN CORP PROPERTY TYPE: SECURITIES					05/04/2010	10/21/2010
1,126.00		1,017.00					109.00	
		375. ABERCROMBIE & FITCH CO PROPERTY TYPE: SECURITIES					02/18/2010	10/22/2010
15,832.00		13,283.00					2,549.00	
		45. FREEPORT MCMORAN COPPER & GOLD PROPERTY TYPE: SECURITIES					01/20/2009	10/22/2010
4,247.00		1,067.00					3,180.00	
		255. U R S CORP NEW PROPERTY TYPE: SECURITIES					01/07/2010	10/22/2010
10,021.00		12,052.00					-2,031.00	
		598.43 FNMA POOL #932117 4.00001% 11/01 PROPERTY TYPE: SECURITIES					05/20/2010	10/25/2010
598.00		618.00					-20.00	
		1208.67 FNMA POOL #932359 4.000% 1/0 PROPERTY TYPE: SECURITIES					04/15/2010	10/25/2010
1,209.00		1,226.00					-17.00	
		45. AGNICO EAGLE MINES LTD PROPERTY TYPE: SECURITIES					04/27/2010	10/26/2010
3,225.00		2,763.00					462.00	
		50. BRISTOW GROUP INC PROPERTY TYPE: SECURITIES					04/23/2010	10/26/2010
1,921.00		1,914.00					7.00	
		75. DISCOVER FINL SVCS PROPERTY TYPE: SECURITIES					04/23/2010	10/26/2010
1,315.00		1,219.00					96.00	
		200. OLD NATL BANCORP IND COM PROPERTY TYPE: SECURITIES					05/12/2010	10/26/2010
1,964.00		2,746.00					-782.00	

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)	
		35. ROCKWOOD HLDGS INC PROPERTY TYPE: SECURITIES					04/23/2010	10/26/2010
1,200.00		937.00					263.00	
		224. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					12/01/2009	10/28/2010
3,502.00		3,812.00					-310.00	
		30. CHECK POINT SOFTWARE TECH LTD ORD 00 PROPERTY TYPE: SECURITIES					04/23/2010	10/29/2010
1,291.00		1,081.00					210.00	
		202. TOYOTA MTR CORP 00 PROPERTY TYPE: SECURITIES					04/10/2008	11/02/2010
14,197.00		19,260.00					-5,063.00	
		304. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					12/01/2009	11/03/2010
4,697.00		5,173.00					-476.00	
		66. FREEPORT MCMORAN COPPER & GOLD PROPERTY TYPE: SECURITIES					01/20/2009	11/04/2010
6,721.00		1,565.00					5,156.00	
		270. MCDERMOTT INTL INC PROPERTY TYPE: SECURITIES					05/17/2010	11/04/2010
4,309.00		3,295.00					1,014.00	
		72. OCEANEERING INTL INC PROPERTY TYPE: SECURITIES					04/23/2010	11/04/2010
4,813.00		4,759.00					54.00	
		24. PEABODY ENERGY CORP PROPERTY TYPE: SECURITIES					08/25/2010	11/04/2010
1,356.00		994.00					362.00	
		125. PETROHAWK ENERGY CORP PROPERTY TYPE: SECURITIES					04/29/2010	11/04/2010
2,100.00		2,762.00					-662.00	
		143.75 VODAFONE GROUP SPD ADR REP 10 ORD PROPERTY TYPE: SECURITIES					08/10/2010	11/04/2010
4,056.00		3,509.00					547.00	

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)	
		336.25 VODAFONE GROUP SPD ADR REP 10 ORD PROPERTY TYPE: SECURITIES					03/19/2008	11/04/2010
9,487.00		10,035.00					-548.00	
		42. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					12/01/2009	11/05/2010
673.00		715.00					-42.00	
		262. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					01/22/2009	11/05/2010
4,199.00		4,349.00					-150.00	
		100. GENZYME CORP PROPERTY TYPE: SECURITIES					08/03/2009	11/05/2010
7,147.00		5,010.00					2,137.00	
		250. ING GROEP N.V. PROPERTY TYPE: SECURITIES					12/17/2009	11/05/2010
2,781.00		3,993.00					-1,212.00	
		65. RIO TINTO PLC SPN ADR PROPERTY TYPE: SECURITIES					06/09/2010	11/05/2010
4,590.00		2,957.00					1,633.00	
		300. SEAGATE TECHNOLOGY PLC PROPERTY TYPE: SECURITIES					08/07/2008	11/05/2010
4,552.00		4,472.00					80.00	
		230. BRISTOW GROUP INC PROPERTY TYPE: SECURITIES					05/10/2010	11/08/2010
9,570.00		8,519.00					1,051.00	
		35000. GENERAL ELEC CAP COR 3.500% 6/29 PROPERTY TYPE: SECURITIES					09/10/2010	11/08/2010
37,076.00		36,173.00					903.00	
		289. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					01/22/2009	11/10/2010
4,675.00		4,780.00					-105.00	
		258. HONEYWELL INTERNATIONAL INC PROPERTY TYPE: SECURITIES					08/24/2010	11/11/2010
12,403.00		10,157.00					2,246.00	

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)	
		290. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					12/15/2008	11/15/2010
4,562.00		4,715.00					-153.00	
		1916.39 FHLMC POOL #G18309 4.500% 5/0 PROPERTY TYPE: SECURITIES					09/09/2009	11/15/2010
1,916.00		1,974.00					-58.00	
		249. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					12/15/2008	11/16/2010
3,848.00		4,048.00					-200.00	
		387. HONEYWELL INTERNATIONAL INC PROPERTY TYPE: SECURITIES					08/24/2010	11/16/2010
18,655.00		15,236.00					3,419.00	
		9. OCEANEERING INTL INC PROPERTY TYPE: SECURITIES					04/23/2010	11/19/2010
621.00		595.00					26.00	
		68. BUCYRUS INTL INC PROPERTY TYPE: SECURITIES					06/25/2010	11/22/2010
6,061.00		3,315.00					2,746.00	
		75. MICROS SYS INC COM PROPERTY TYPE: SECURITIES					04/29/2010	11/22/2010
3,289.00		2,594.00					695.00	
		157. ONYX PHARMACEUTICALS INC DEL PROPERTY TYPE: SECURITIES					04/23/2010	11/22/2010
4,689.00		4,786.00					-97.00	
		409. ANNALY CAPITOL MGMT INC PROPERTY TYPE: SECURITIES					07/26/2010	11/24/2010
7,362.00		7,391.00					-29.00	
		62. BUCYRUS INTL INC PROPERTY TYPE: SECURITIES					05/25/2010	11/24/2010
5,524.00		2,905.00					2,619.00	
		1193.13 FNMA POOL #932359 4.000% 1/0 PROPERTY TYPE: SECURITIES					04/15/2010	11/25/2010
1,193.00		1,210.00					-17.00	

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)	
		158.85 FNMA POOL #AE5487 3.500% 10/01 PROPERTY TYPE: SECURITIES					10/14/2010	11/25/2010
159.00		165.00					-6.00	
		120. MICROS SYS INC COM PROPERTY TYPE: SECURITIES					06/15/2010	11/29/2010
5,291.00		4,110.00					1,181.00	
		438. ION GEOPHYSICAL CORP PROPERTY TYPE: SECURITIES					04/23/2010	12/01/2010
3,277.00		2,658.00					619.00	
		45. J CREW GROUP INC PROPERTY TYPE: SECURITIES					08/05/2010	12/01/2010
1,971.00		1,593.00					378.00	
		30. ROSS STORES INC PROPERTY TYPE: SECURITIES					06/23/2010	12/01/2010
1,971.00		1,663.00					308.00	
		25. CHILDRENS PL RETAIL STORES INC PROPERTY TYPE: SECURITIES					04/23/2010	12/02/2010
1,288.00		1,228.00					60.00	
		30. J CREW GROUP INC PROPERTY TYPE: SECURITIES					08/05/2010	12/02/2010
1,317.00		1,062.00					255.00	
		34. ROCKWOOD HLDGS INC PROPERTY TYPE: SECURITIES					04/23/2010	12/02/2010
1,319.00		910.00					409.00	
		120. TRACTOR SUPPLY CO PROPERTY TYPE: SECURITIES					04/23/2010	12/02/2010
5,401.00		4,170.00					1,231.00	
		58. WESTERN DIGITAL CORP PROPERTY TYPE: SECURITIES					09/20/2010	12/02/2010
1,990.00		1,559.00					431.00	
		17. PARTNERRE LTD PROPERTY TYPE: SECURITIES					05/04/2010	12/02/2010
1,327.00		1,286.00					41.00	

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)	
		62. CHECK POINT SOFTWARE TECH LTD ORD 00 PROPERTY TYPE: SECURITIES					05/12/2010	12/02/2010
2,751.00		2,201.00					550.00	
		244. COCA COLA COMPANY PROPERTY TYPE: SECURITIES					09/01/1999	12/06/2010
15,685.00		15,022.00					663.00	
		23. AGNICO EAGLE MINES LTD PROPERTY TYPE: SECURITIES					04/27/2010	12/07/2010
1,969.00		1,412.00					557.00	
		59. BERKSHIRE HATHAWAY INC PROPERTY TYPE: SECURITIES					03/20/2002	12/07/2010
4,728.00		2,901.00					1,827.00	
		86. CELANESE CORP DEL PROPERTY TYPE: SECURITIES					04/29/2010	12/07/2010
3,390.00		2,890.00					500.00	
		1150. ALLSTATE CORP PROPERTY TYPE: SECURITIES					05/06/2009	12/08/2010
34,857.00		27,517.00					7,340.00	
		57. AUTODESK INC PROPERTY TYPE: SECURITIES					05/20/2010	12/08/2010
2,138.00		1,651.00					487.00	
		215. AUTODESK INC PROPERTY TYPE: SECURITIES					02/27/2008	12/08/2010
8,065.00		6,935.00					1,130.00	
		63. CROWN HLDGS INC PROPERTY TYPE: SECURITIES					08/13/2010	12/08/2010
2,025.00		1,783.00					242.00	
		65. J CREW GROUP INC PROPERTY TYPE: SECURITIES					08/05/2010	12/08/2010
2,846.00		2,301.00					545.00	
		66. JARDEN CORP PROPERTY TYPE: SECURITIES					04/23/2010	12/08/2010
2,029.00		2,237.00					-208.00	

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)	
		445. KOHLS CORP PROPERTY TYPE: SECURITIES					03/05/2009	12/08/2010
24,052.00		17,976.00					6,076.00	
		13. LAM RESH CORP PROPERTY TYPE: SECURITIES					04/29/2010	12/08/2010
651.00		551.00					100.00	
		42. MEDNAX INC PROPERTY TYPE: SECURITIES					04/23/2010	12/08/2010
2,686.00		2,377.00					309.00	
		59. MONSTER WORLDWIDE INC PROPERTY TYPE: SECURITIES					10/29/2010	12/08/2010
1,410.00		1,065.00					345.00	
		15. PARKER HANNIFIN CORP PROPERTY TYPE: SECURITIES					05/04/2010	12/08/2010
1,280.00		1,017.00					263.00	
		37. PETROHAWK ENERGY CORP PROPERTY TYPE: SECURITIES					04/29/2010	12/08/2010
691.00		793.00					-102.00	
		200. SHAW GROUP INC PROPERTY TYPE: SECURITIES					04/26/2010	12/08/2010
6,803.00		7,953.00					-1,150.00	
		252. WESTERN DIGITAL CORP PROPERTY TYPE: SECURITIES					09/20/2010	12/08/2010
8,732.00		6,773.00					1,959.00	
		270. AMGEN INC PROPERTY TYPE: SECURITIES					07/07/1999	12/10/2010
14,455.00		8,319.00					6,136.00	
		100. VERTEX PHARMACEUTICALS INC PROPERTY TYPE: SECURITIES					04/27/2010	12/10/2010
3,445.00		3,885.00					-440.00	
		777. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					08/24/2009	12/13/2010
56,108.00		57,416.00					-1,308.00	

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)	
		233. AMGEN INC PROPERTY TYPE: SECURITIES					07/07/1999	12/14/2010
13,052.00		7,179.00					5,873.00	
		1207. BRISTOL MYERS SQUIBB CO PROPERTY TYPE: SECURITIES					04/08/2008	12/14/2010
31,744.00		26,325.00					5,419.00	
		830. CHESAPEAKE ENERGY CORP 00 PROPERTY TYPE: SECURITIES					12/01/2009	12/14/2010
19,022.00		23,113.00					-4,091.00	
		1840.78 FHLMC POOL #G18309 4.500% 5/0 PROPERTY TYPE: SECURITIES					09/09/2009	12/15/2010
1,841.00		1,897.00					-56.00	
		175. ION GEOPHYSICAL CORP PROPERTY TYPE: SECURITIES					05/10/2010	12/15/2010
1,405.00		1,027.00					378.00	
		4000. U S TREAS NTS 2.750% 10/31/ PROPERTY TYPE: SECURITIES					03/30/2010	12/15/2010
4,202.00		4,109.00					93.00	
		27000. U S TREAS NTS 2.750% 10/31 PROPERTY TYPE: SECURITIES					11/18/2009	12/15/2010
28,361.00		28,046.00					315.00	
		46. CYMER INC 00 PROPERTY TYPE: SECURITIES					04/23/2010	12/16/2010
2,069.00		1,664.00					405.00	
		39. ONYX PHARMACEUTICALS INC DEL PROPERTY TYPE: SECURITIES					04/23/2010	12/16/2010
1,362.00		1,189.00					173.00	
		42. SIGNATURE BK NEW YORK N Y PROPERTY TYPE: SECURITIES					04/23/2010	12/16/2010
2,051.00		1,693.00					358.00	
		162. BOEING CO PROPERTY TYPE: SECURITIES					08/13/2009	12/20/2010
10,238.00		7,443.00					2,795.00	

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)	
		114. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					09/08/2005	12/20/2010
7,515.00		7,234.00					281.00	
		197. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES					08/10/2009	12/20/2010
8,277.00		8,593.00					-316.00	
		70. U R S CORP NEW PROPERTY TYPE: SECURITIES					09/17/2010	12/20/2010
2,900.00		2,571.00					329.00	
		390. U R S CORP NEW PROPERTY TYPE: SECURITIES					11/19/2009	12/20/2010
16,159.00		17,521.00					-1,362.00	
		120. ALLIANT TECHSYSTEMS INC PROPERTY TYPE: SECURITIES					07/23/2010	12/21/2010
8,927.00		7,861.00					1,066.00	
		425. CIGNA CORP PROPERTY TYPE: SECURITIES					08/10/2010	12/21/2010
15,788.00		14,734.00					1,054.00	
		510. DISCOVER FINL SVCS PROPERTY TYPE: SECURITIES					05/21/2010	12/21/2010
9,284.00		7,487.00					1,797.00	
		617. INTEL CORP PROPERTY TYPE: SECURITIES					07/17/1998	12/21/2010
13,069.00		12,841.00					228.00	
		835. AXIS CAPITAL HOLDINGS PROPERTY TYPE: SECURITIES					04/04/2008	12/23/2010
29,945.00		29,518.00					427.00	
		1390.74 FNMA POOL #932359 4.000% 1/0 PROPERTY TYPE: SECURITIES					04/15/2010	12/25/2010
1,391.00		1,411.00					-20.00	
		202.15 FNMA POOL #AE5487 3.500% 10/01 PROPERTY TYPE: SECURITIES					10/14/2010	12/25/2010
202.00		211.00					-9.00	

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)	
		597. LINCOLN NATL CORP IND PROPERTY TYPE: SECURITIES					10/11/2010	12/28/2010
16,637.00		15,032.00					1,605.00	
		384. STATE ST CORP PROPERTY TYPE: SECURITIES					12/02/2009	12/28/2010
17,938.00		16,448.00					1,490.00	
		116. WAL MART STORES INC PROPERTY TYPE: SECURITIES					06/14/2006	12/28/2010
6,216.00		5,516.00					700.00	
		1615.71 FHLMC POOL #G18309 4.500% 5/0 PROPERTY TYPE: SECURITIES					09/09/2009	12/31/2010
1,616.00		1,665.00					-49.00	
		1399.54 FNMA POOL #932359 4.000% 1/0 PROPERTY TYPE: SECURITIES					04/15/2010	12/31/2010
1,400.00		1,419.00					-19.00	
		236.52 FNMA POOL #AE5487 3.500% 10/01 PROPERTY TYPE: SECURITIES					10/14/2010	12/31/2010
237.00		246.00					-9.00	
TOTAL GAIN(LOSS)		....					---------- 268,649. ==========	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		167,313.	168,305.
	TOTAL	167,313.	168,305.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	55,808.	27,904.	27,904.
TOTALS	55,808.	27,904.	27,904.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	3,215.	3,215.
FEDERAL EXCISE TAX	1,466.	
TOTALS	4,681.	3,215.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADR FOREIGN FEES	411.	411.	
ASSOCIATION OF SMALL FOUNDATIO	495.		495.
PROPERTY TAXES	1,607.		1,607.
POSTAGE	121.		121.
MAINTENANCE	392.		392.
PROPERTY INSURANCE	307.		307.
TOTALS	3,333.	411.	2,922.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	6,850,560.	6,922,592.	8,402,381.
TOTALS		6,850,560.	6,922,592.	8,402,381.

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

DESCRIPTION	AMOUNT
ING GROEP ADJ	24,316.
NOKIA CORP ADJ	14,779.
SOUTHWEST AIR ADJ	10,385.
TOTAL	49,480.

STATEMENT 6

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

DESCRIPTION	AMOUNT
PURCHASE ACCRUED INTEREST	155.
BRISTOL MYERS ADJ	22.
WYETH ADJ	51.
WASH SALES	34,840.
TOTAL	35,068.

STATEMENT 7

STATE(S) WHERE THE FOUNDATION IS REGISTERED

GA

STATEMENT 8

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

OFFICER NAME:
COURTNEY KNIGHT GAINES
ADDRESS:
70 SHIPWATCH ROAD
SAVANNAH, GA 31410-3212
TITLE:
PRESIDENT

OFFICER NAME:
CHRISTOPHER E. KLEIN
ADDRESS:
ELLIS, PAINTER, RATTERREE & BART
SAVANNAH, GA 31412
TITLE:
SECRETARY

OFFICER NAME:
EZEKIEL BALDWIN GAINES III
ADDRESS:
313 MONTAUK DRIVE
RICHMOND HILL, GA 31324
TITLE:
TRUSTEE

OFFICER NAME:
COURTNEY GAINES FETZ
ADDRESS:
7 OLD BARN ROAD
SAVANNAH, GA 31419
TITLE:
TRUSTEE

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

OFFICER NAME:
GRACE GAINES GATTIS
ADDRESS:
233 ANDOVER DRIVE
SAVANNAH, GA 31419
TITLE:
TRUSTEE

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
PLEASE SEE ATTACHED
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 406,367.

TOTAL GRANTS PAID: 406,367.

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: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	64,826.
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	64,826.

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			1,786.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	202,009.
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	28.
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	203,823.

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			64,826.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			203,823.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			28.
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			268,649.

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:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

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? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22	27	
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: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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 200. AKAMAI TECHNOLOGIES INC	07/14/2009	01/12/2010	5,214.00	3,770.00	1,444.00
50. FREEPORT MCMORAN COPPER & GOLD	01/20/2009	01/12/2010	4,246.00	1,185.00	3,061.00
293. ING GROEP N.V.	12/17/2009	01/12/2010	3,153.00	2,943.00	210.00
100. JUNIPER NETWORK INC	02/19/2009	01/12/2010	2,589.00	1,492.00	1,097.00
40000. PROCTER & GAMBLE CO 4.700% 2/15/19	12/30/2009	01/13/2010	41,428.00	40,752.00	676.00
1048.88 FHLMC POOL #G18309 4.500% 5/01/24	09/09/2009	01/15/2010	1,049.00	1,081.00	-32.00
700.27 FHLMC POOL #G18309 4.500% 5/01/24	09/09/2009	02/15/2010	700.00	722.00	-22.00
300. WILLIAMS COS INC. DEL	09/16/2009	02/19/2010	6,631.00	5,598.00	1,033.00
1040. VALERO ENERGY CORP COM NEW	05/07/2009	02/22/2010	18,475.00	23,483.00	-5,008.00
240. NABORS INDUSTRIES LTD SHS	09/22/2009	02/24/2010	5,253.00	5,021.00	232.00
410. MCDONALDS CORP	10/16/2009	03/05/2010	26,030.00	24,069.00	1,961.00
7000. GEN ELEC CAP CORP 6.125% 2/22/11 00	12/30/2009	03/09/2010	7,366.00	7,408.00	-42.00
200. AKAMAI TECHNOLOGIES INC	07/10/2009	03/10/2010	6,240.00	3,688.00	2,552.00
500.75 FHLMC POOL #G18309 4.500% 5/01/24	09/09/2009	03/15/2010	501.00	516.00	-15.00
250. MERCK & CO INC NEW	11/25/2009	03/15/2010	9,341.00	9,097.00	244.00
3000. BP CAPITAL MARKETS 5.250% 11/07/13	09/24/2009	03/19/2010	3,312.00	3,288.00	24.00
75. WILLIAMS COS INC. DEL	09/16/2009	03/22/2010	1,689.00	1,400.00	289.00
1160. VALERO ENERGY CORP COM NEW	07/09/2009	03/25/2010	23,591.00	22,818.00	773.00
548.59 FHLMC POOL #G18309 4.500% 5/01/24	09/09/2009	04/15/2010	549.00	565.00	-16.00
50. THERMO ELECTRON CORP	05/14/2009	04/16/2010	2,662.00	1,782.00	880.00
225. ABERCROMBIE & FITCH CO	02/19/2010	04/23/2010	11,025.00	8,040.00	2,985.00
300. AKAMAI TECHNOLOGIES INC	08/18/2009	04/23/2010	10,386.00	5,236.00	5,150.00
100. ALLSTATE CORP	05/06/2009	04/23/2010	3,497.00	2,577.00	920.00
470. BANK OF AMERICA CORP	08/24/2009	04/23/2010	8,659.00	8,482.00	177.00

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

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: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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 400. BED BATH & BEYOND INC COM	03/10/2010	04/23/2010	18,897.00	16,680.00	2,217.00
140. CIT GROUP INC	02/22/2010	04/23/2010	5,573.00	4,620.00	953.00
200. CVS CORPORATION (DEL)	12/01/2009	04/23/2010	7,354.00	6,234.00	1,120.00
185. CATERPILLAR INC.	08/27/2009	04/23/2010	12,680.00	8,725.00	3,955.00
130. CELGENE CORP 00	10/12/2009	04/23/2010	7,712.00	7,166.00	546.00
100. FIRST SOLAR INC	03/31/2010	04/23/2010	13,277.00	12,226.00	1,051.00
190. MORGAN STANLEY, DEAN WITTER,	10/05/2009	04/23/2010	6,092.00	5,638.00	454.00
130. PACCAR INC	03/22/2010	04/23/2010	6,189.00	5,625.00	564.00
85. QUALCOMM INC	10/06/2009	04/23/2010	3,273.00	3,652.00	-379.00
300. YAHOO INC	12/02/2009	04/23/2010	5,332.00	4,599.00	733.00
7000. HEWLETT PACKARD CO 5.500% 3/01/18	12/17/2009	04/26/2010	7,718.00	7,686.00	32.00
100. AKAMAI TECHNOLOGIES INC	07/30/2009	04/27/2010	3,373.00	1,651.00	1,722.00
395. ABERCROMBIE & FITCH CO	02/19/2010	04/29/2010	18,310.00	14,058.00	4,252.00
100. AKAMAI TECHNOLOGIES INC	07/30/2009	04/29/2010	3,986.00	1,651.00	2,335.00
250. CVS CORPORATION (DEL)	12/01/2009	04/29/2010	9,341.00	7,792.00	1,549.00
43000. FED NATL MTG ASSN 1.875% 10/29/12	03/30/2010	04/29/2010	43,133.00	42,902.00	231.00
195. MCDONALDS CORP	07/01/2009	04/29/2010	13,859.00	11,319.00	2,540.00
150. CVS CORPORATION (DEL)	12/01/2009	05/04/2010	5,463.00	4,584.00	879.00
130. MCDONALDS CORP	05/22/2009	05/06/2010	9,021.00	7,483.00	1,538.00
250. ANNALY CAPITOL MGMT INC	04/27/2010	05/07/2010	3,940.00	4,222.00	-282.00
140. MCDONALDS CORP	09/17/2009	05/07/2010	9,639.00	8,005.00	1,634.00
1240. DEAN FOODS CO	12/09/2009	05/10/2010	13,356.00	22,434.00	-9,078.00
1110. FIDELITY NATL INFORMATION SVCS INC	04/29/2010	05/12/2010	33,014.00	28,417.00	4,597.00
5000. WYETH 5.500% 2/01/14	09/24/2009	05/13/2010	5,549.00	5,468.00	81.00

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

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: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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 654.93 FHLMC POOL #G18309 4.500% 5/01/24	09/09/2009	05/15/2010	655.00	675.00	-20.00
55. NEWMONT MNG CORP	02/03/2010	05/17/2010	3,144.00	2,520.00	624.00
40. AMERISOURCEBERGEN CORP	04/27/2010	05/19/2010	1,258.00	1,239.00	19.00
35000. U S TREAS NTS 2.750% 10/31/13	11/18/2009	05/20/2010	36,583.00	36,356.00	227.00
280. AGCO CORP	05/17/2010	05/21/2010	8,077.00	9,005.00	-928.00
140. PETROHAWK ENERGY CORP	04/23/2010	05/21/2010	2,514.00	2,514.00	
1450. CHIMERA INVT CORP	05/17/2010	05/25/2010	5,439.00	5,903.00	-464.00
100. FAMILY DLR STORES INC	04/23/2010	05/25/2010	4,104.00	4,017.00	87.00
392.75 FNMA POOL #932359 4.000% 1/01/25	04/15/2010	05/25/2010	393.00	398.00	-5.00
850. NOKIA CORP SPONSORED ADR	08/03/2009	05/26/2010	8,525.00	8,525.00	
650. SOUTHWEST AIRLS CO	06/02/2009	05/26/2010	8,094.00	7,963.00	131.00
470. QUALCOMM INC	10/06/2009	06/02/2010	16,756.00	20,195.00	-3,439.00
200. ANNTAYLOR STORES CORP COM	05/04/2010	06/09/2010	4,101.00	4,945.00	-844.00
205. BP AMOCO PLC-SPONS ADR	05/14/2010	06/09/2010	6,440.00	9,797.00	-3,357.00
30. QUALCOMM INC	10/06/2009	06/10/2010	1,041.00	1,289.00	-248.00
505. ROCHE HOLDINGS LTD-SPONSORED ADR	02/03/2010	06/11/2010	17,274.00	21,275.00	-4,001.00
492.75 FHLMC POOL #G18309 4.500% 5/01/24	09/09/2009	06/15/2010	493.00	508.00	-15.00
50. NEWMONT MNG CORP	02/03/2010	06/15/2010	2,808.00	2,291.00	517.00
1370. NOKIA CORP SPONSORED ADR	05/17/2010	06/16/2010	12,015.00	19,498.00	-7,483.00
40. VERISIGN INC	04/23/2010	06/16/2010	1,179.00	1,091.00	88.00
20. AGNICO EAGLE MINES LTD	04/27/2010	06/23/2010	1,234.00	1,228.00	6.00
3000. ANADARKO PETE CORP 5.950% 9/15/16	12/30/2009	06/25/2010	2,573.00	3,265.00	-692.00
424.3 FNMA POOL #932117 4.00001% 11/01/24	05/20/2010	06/25/2010	424.00	438.00	-14.00
361.87 FNMA POOL #932359 4.000% 1/01/25	04/15/2010	06/25/2010	362.00	367.00	-5.00

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

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: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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 5000. CONOCO FUNDING 6.350% 10/15/11	12/17/2009	07/15/2010	5,335.00	5,485.00	-150.00
696.93 FHLMC POOL #G18309 4.500% 5/01/24	09/09/2009	07/15/2010	697.00	718.00	-21.00
85. FIDELITY NATL INFORMATION SVCS INC	01/21/2010	07/19/2010	2,337.00	2,073.00	264.00
40. XILINX INC	04/30/2010	07/19/2010	1,123.00	1,049.00	74.00
30. LAM RESH CORP	04/29/2010	07/20/2010	1,207.00	1,270.00	-63.00
55. QUANTA SERVICES INC	04/23/2010	07/20/2010	1,154.00	1,112.00	42.00
488.76 FNMA POOL #932117 4.00001% 11/01/24	05/20/2010	07/25/2010	489.00	504.00	-15.00
665.75 FNMA POOL #932359 4.000% 1/01/25	04/15/2010	07/25/2010	666.00	675.00	-9.00
230. CHUBB CORP.	01/12/2010	07/26/2010	12,163.00	11,442.00	721.00
125. BOEING CO	08/13/2009	07/30/2010	8,467.00	5,845.00	2,622.00
135. MCDONALDS CORP	09/17/2009	07/30/2010	9,383.00	7,611.00	1,772.00
160. NABORS INDUSTRIES LTD SHS	09/22/2009	07/30/2010	2,964.00	3,347.00	-383.00
20. BUCYRUS INTL INC	06/25/2010	08/04/2010	1,265.00	1,040.00	225.00
60. ROCKWOOD HLDGS INC	04/23/2010	08/04/2010	1,824.00	1,606.00	218.00
125. CTRIP COM INTL LTD AMER DEP SHS	06/23/2010	08/05/2010	5,265.00	5,045.00	220.00
465. WAL MART STORES INC	11/03/2009	08/06/2010	23,855.00	23,104.00	751.00
285. EATON CORP	03/05/2010	08/09/2010	22,496.00	20,837.00	1,659.00
145. FIDELITY NATL INFORMATION SVCS INC	01/21/2010	08/09/2010	4,205.00	3,536.00	669.00
42000. FEDL NATL MTG ASSN 2.000% 4/15/13	04/29/2010	08/10/2010	42,424.00	42,080.00	344.00
480. STATE ST CORP	04/14/2010	08/10/2010	18,774.00	21,547.00	-2,773.00
849.75 FHLMC POOL #G18309 4.500% 5/01/24	09/09/2009	08/15/2010	850.00	876.00	-26.00
470. CIT GROUP INC	02/22/2010	08/17/2010	17,712.00	15,509.00	2,203.00
170. CATERPILLAR INC.	08/27/2009	08/18/2010	11,838.00	8,017.00	3,821.00
145. FIDELITY NATL INFORMATION SVCS INC	01/21/2010	08/18/2010	3,877.00	3,536.00	341.00

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

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: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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 739.29 FNMA POOL #932117 4.00001% 11/01/24	05/20/2010	08/25/2010	739.00	763.00	-24.00
614.76 FNMA POOL #932359 4.000% 1/01/25	04/15/2010	08/25/2010	615.00	624.00	-9.00
125. GOLDMAN SACHS GROUP INC	03/25/2010	08/25/2010	17,988.00	21,533.00	-3,545.00
35. OCEANEERING INTL INC	04/23/2010	09/02/2010	1,807.00	2,313.00	-506.00
90. NOBLE CORP COM	04/23/2010	09/02/2010	2,949.00	3,867.00	-918.00
75. CASEYS GEN STORES INC	04/27/2010	09/07/2010	3,179.00	2,922.00	257.00
39000. GENERAL ELEC CAP CP 5.000% 11/15/11	03/09/2010	09/10/2010	40,886.00	41,299.00	-413.00
80. AKAMAI TECHNOLOGIES INC	08/06/2010	09/16/2010	4,192.00	3,159.00	1,033.00
130. ATLAS COPCO AB	05/12/2010	09/16/2010	2,076.00	1,809.00	267.00
400. ING GROEP N.V.	12/17/2009	09/16/2010	4,037.00	6,388.00	-2,351.00
90. PACCAR INC	03/22/2010	09/16/2010	4,069.00	3,894.00	175.00
285. VERISIGN INC	05/04/2010	09/20/2010	9,076.00	7,701.00	1,375.00
30. CASEYS GEN STORES INC	06/23/2010	09/21/2010	1,295.00	1,153.00	142.00
6000. FED NATL MTG ASSN 5.375% 11/15/11	03/30/2010	09/23/2010	6,341.00	6,444.00	-103.00
753.67 FNMA POOL #932117 4.00001% 11/01/24	05/20/2010	09/25/2010	754.00	778.00	-24.00
1044.52 FNMA POOL #932359 4.000% 1/01/25	04/15/2010	09/25/2010	1,045.00	1,059.00	-14.00
45. MICROS SYS INC COM	04/29/2010	10/05/2010	1,957.00	1,557.00	400.00
110. TRUSTMARK CORP	05/17/2010	10/06/2010	2,413.00	2,761.00	-348.00
135. WAL MART STORES INC	11/03/2009	10/08/2010	7,329.00	6,708.00	621.00
210. HEWLETT PACKARD CO	05/12/2010	10/11/2010	8,648.00	8,648.00	
265. PACCAR INC	05/20/2010	10/12/2010	13,191.00	11,361.00	1,830.00
20559.21 FNMA POOL #932117 4.00001% 11/01/24	05/20/2010	10/14/2010	21,549.00	21,221.00	328.00
28000. CONOCOPHILLIPS 4.600% 1/15/15	07/15/2010	10/15/2010	31,460.00	30,759.00	701.00
35. ROCKWOOD HLDGS INC	04/23/2010	10/15/2010	1,221.00	937.00	284.00

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

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).

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OMB No 1545-0092

2010

Name of estate or trust: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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 200. BABCOCK & WILCOX CO NEW	05/17/2010	10/19/2010	4,322.00	4,975.00	-653.00
80. ELECTRONIC ARTS	12/01/2009	10/20/2010	1,231.00	1,361.00	-130.00
65. CHECK POINT SOFTWARE TECH LTD ORD 00	04/23/2010	10/20/2010	2,664.00	2,343.00	321.00
130. MCDERMOTT INTL INC	05/04/2010	10/21/2010	1,941.00	1,699.00	242.00
15. PARKER HANNIFIN CORP	05/04/2010	10/21/2010	1,126.00	1,017.00	109.00
375. ABERCROMBIE & FITCH CO	02/18/2010	10/22/2010	15,832.00	13,283.00	2,549.00
255. U R S CORP NEW	01/07/2010	10/22/2010	10,021.00	12,052.00	-2,031.00
598.43 FNMA POOL #932117 4.00001% 11/01/24	05/20/2010	10/25/2010	598.00	618.00	-20.00
1208.67 FNMA POOL #932359 4.000% 1/01/25	04/15/2010	10/25/2010	1,209.00	1,226.00	-17.00
45. AGNICO EAGLE MINES LTD	04/27/2010	10/26/2010	3,225.00	2,763.00	462.00
50. BRISTOW GROUP INC	04/23/2010	10/26/2010	1,921.00	1,914.00	7.00
75. DISCOVER FINL SVCS	04/23/2010	10/26/2010	1,315.00	1,219.00	96.00
200. OLD NATL BANCORP IND COM	05/12/2010	10/26/2010	1,964.00	2,746.00	-782.00
35. ROCKWOOD HLDGS INC	04/23/2010	10/26/2010	1,200.00	937.00	263.00
224. ELECTRONIC ARTS	12/01/2009	10/28/2010	3,502.00	3,812.00	-310.00
30. CHECK POINT SOFTWARE TECH LTD ORD 00	04/23/2010	10/29/2010	1,291.00	1,081.00	210.00
304. ELECTRONIC ARTS	12/01/2009	11/03/2010	4,697.00	5,173.00	-476.00
270. MCDERMOTT INTL INC	05/17/2010	11/04/2010	4,309.00	3,295.00	1,014.00
72. OCEANEERING INTL INC	04/23/2010	11/04/2010	4,813.00	4,759.00	54.00
24. PEABODY ENERGY CORP	08/25/2010	11/04/2010	1,356.00	994.00	362.00
125. PETROHAWK ENERGY CORP	04/29/2010	11/04/2010	2,100.00	2,762.00	-662.00
143.75 VODAFONE GROUP SPD ADR REP 10 ORD SH	08/10/2010	11/04/2010	4,056.00	3,509.00	547.00
42. ELECTRONIC ARTS	12/01/2009	11/05/2010	673.00	715.00	-42.00
250. ING GROEP N.V.	12/17/2009	11/05/2010	2,781.00	3,993.00	-1,212.00

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

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: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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 65. RIO TINTO PLC SPN ADR	06/09/2010	11/05/2010	4,590.00	2,957.00	1,633.00
230. BRISTOW GROUP INC	05/10/2010	11/08/2010	9,570.00	8,519.00	1,051.00
35000. GENERAL ELEC CAP COR 3.500% 6/29/15	09/10/2010	11/08/2010	37,076.00	36,173.00	903.00
258. HONEYWELL INTERNATIONAL INC	08/24/2010	11/11/2010	12,403.00	10,157.00	2,246.00
387. HONEYWELL INTERNATIONAL INC	08/24/2010	11/16/2010	18,655.00	15,236.00	3,419.00
9. OCEANEERING INTL INC	04/23/2010	11/19/2010	621.00	595.00	26.00
68. BUCYRUS INTL INC	06/25/2010	11/22/2010	6,061.00	3,315.00	2,746.00
75. MICROS SYS INC COM	04/29/2010	11/22/2010	3,289.00	2,594.00	695.00
157. ONYX PHARMACEUTICALS INC DEL	04/23/2010	11/22/2010	4,689.00	4,786.00	-97.00
409. ANNALY CAPITOL MGMT INC	07/26/2010	11/24/2010	7,362.00	7,391.00	-29.00
62. BUCYRUS INTL INC	05/25/2010	11/24/2010	5,524.00	2,905.00	2,619.00
1193.13 FNMA POOL #932359 4.000% 1/01/25	04/15/2010	11/25/2010	1,193.00	1,210.00	-17.00
158.85 FNMA POOL #AE5487 3.500% 10/01/25	10/14/2010	11/25/2010	159.00	165.00	-6.00
120. MICROS SYS INC COM	06/15/2010	11/29/2010	5,291.00	4,110.00	1,181.00
438. ION GEOPHYSICAL CORP	04/23/2010	12/01/2010	3,277.00	2,658.00	619.00
45. J CREW GROUP INC	08/05/2010	12/01/2010	1,971.00	1,593.00	378.00
30. ROSS STORES INC	06/23/2010	12/01/2010	1,971.00	1,663.00	308.00
25. CHILDRENS PL RETAIL STORES INC	04/23/2010	12/02/2010	1,288.00	1,228.00	60.00
30. J CREW GROUP INC	08/05/2010	12/02/2010	1,317.00	1,062.00	255.00
34. ROCKWOOD HLDGS INC	04/23/2010	12/02/2010	1,319.00	910.00	409.00
120. TRACTOR SUPPLY CO	04/23/2010	12/02/2010	5,401.00	4,170.00	1,231.00
58. WESTERN DIGITAL CORP	09/20/2010	12/02/2010	1,990.00	1,559.00	431.00
17. PARTNERRE LTD	05/04/2010	12/02/2010	1,327.00	1,286.00	41.00
62. CHECK POINT SOFTWARE TECH LTD ORD 00	05/12/2010	12/02/2010	2,751.00	2,201.00	550.00

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

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: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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 23. AGNICO EAGLE MINES LTD	04/27/2010	12/07/2010	1,969.00	1,412.00	557.00
86. CELANESE CORP DEL	04/29/2010	12/07/2010	3,390.00	2,890.00	500.00
57. AUTODESK INC	05/20/2010	12/08/2010	2,138.00	1,651.00	487.00
63. CROWN HLDGS INC	08/13/2010	12/08/2010	2,025.00	1,783.00	242.00
65. J CREW GROUP INC	08/05/2010	12/08/2010	2,846.00	2,301.00	545.00
66. JARDEN CORP	04/23/2010	12/08/2010	2,029.00	2,237.00	-208.00
13. LAM RESH CORP	04/29/2010	12/08/2010	651.00	551.00	100.00
42. MEDNAX INC	04/23/2010	12/08/2010	2,686.00	2,377.00	309.00
59. MONSTER WORLDWIDE INC	10/29/2010	12/08/2010	1,410.00	1,065.00	345.00
15. PARKER HANNIFIN CORP	05/04/2010	12/08/2010	1,280.00	1,017.00	263.00
37. PETROHAWK ENERGY CORP	04/29/2010	12/08/2010	691.00	793.00	-102.00
200. SHAW GROUP INC	04/26/2010	12/08/2010	6,803.00	7,953.00	-1,150.00
252. WESTERN DIGITAL CORP	09/20/2010	12/08/2010	8,732.00	6,773.00	1,959.00
100. VERTEX PHARMACEUTICAL S INC	04/27/2010	12/10/2010	3,445.00	3,885.00	-440.00
175. ION GEOPHYSICAL CORP	05/10/2010	12/15/2010	1,405.00	1,027.00	378.00
4000. U S TREAS NTS 2.750% 10/31/13	03/30/2010	12/15/2010	4,202.00	4,109.00	93.00
46. CYMER INC 00	04/23/2010	12/16/2010	2,069.00	1,664.00	405.00
39. ONYX PHARMACEUTICALS INC DEL	04/23/2010	12/16/2010	1,362.00	1,189.00	173.00
42. SIGNATURE BK NEW YORK N Y	04/23/2010	12/16/2010	2,051.00	1,693.00	358.00
70. U R S CORP NEW	09/17/2010	12/20/2010	2,900.00	2,571.00	329.00
120. ALLIANT TECHSYSTEMS INC	07/23/2010	12/21/2010	8,927.00	7,861.00	1,066.00
425. CIGNA CORP	08/10/2010	12/21/2010	15,788.00	14,734.00	1,054.00
510. DISCOVER FINL SVCS	05/21/2010	12/21/2010	9,284.00	7,487.00	1,797.00
1390.74 FNMA POOL #932359 4.000% 1/01/25	04/15/2010	12/25/2010	1,391.00	1,411.00	-20.00

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

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: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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 202.15 FNMA POOL #AE5487 3.500% 10/01/25	10/14/2010	12/25/2010	202.00	211.00	-9.00
597. LINCOLN NATL CORP IND	10/11/2010	12/28/2010	16,637.00	15,032.00	1,605.00
1399.54 FNMA POOL #932359 4.000% 1/01/25	04/15/2010	12/31/2010	1,400.00	1,419.00	-19.00
236.52 FNMA POOL #AE5487 3.500% 10/01/25	10/14/2010	12/31/2010	237.00	246.00	-9.00

1b **Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b 64,826.00

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

31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number

58-2398209

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 23000. XTO ENERGY INC 5.900% 8/01/12	04/22/2008	01/06/2010	25,257.00	23,933.00	1,324.00
100. BED BATH & BEYOND INC COM	11/08/2005	01/12/2010	4,123.00	4,182.00	-59.00
200. BROADCOM CORP-CL A	11/07/2007	01/12/2010	5,996.00	6,565.00	-569.00
200. CABLEVISION SYS CORP	01/28/2008	01/12/2010	5,184.00	4,360.00	824.00
250. GENERAL ELEC CO.	06/25/2007	01/12/2010	4,190.00	9,500.00	-5,310.00
775. ING GROEP N.V.	01/14/2008	01/12/2010	8,341.00	8,341.00	
200. LIBERTY MEDIA HLDG CORP	08/05/2004	01/12/2010	2,295.00	3,247.00	-952.00
100. LIBERTY MEDIA HLDG CORP	09/01/2004	01/12/2010	2,449.00	1,000.00	1,449.00
250. NVIDIA CORP 00	06/02/2008	01/12/2010	4,410.00	6,147.00	-1,737.00
200. SANDISK CORP	02/04/2004	01/12/2010	5,823.00	4,999.00	824.00
100. NABORS INDUSTRIES LTD SHS	09/09/2008	01/12/2010	2,539.00	2,935.00	-396.00
300. SEAGATE TECHNOLOGY	06/22/2006	01/12/2010	5,304.00	6,344.00	-1,040.00
100. ASML HOLDING NV-UY REG SHS	09/19/2008	01/12/2010	3,278.00	2,119.00	1,159.00
95. AMAZON COM INC	04/28/2005	01/13/2010	12,139.00	3,086.00	9,053.00
1113.19 FHLMCG POOL #G13255 5.000% 7/01/23	09/19/2008	01/15/2010	1,113.00	1,118.00	-5.00
2095. INTEL CORP	04/08/2008	01/15/2010	43,979.00	44,156.00	-177.00
1305. SAFEWAY INC NEW	04/11/2008	01/21/2010	29,707.00	37,529.00	-7,822.00
500. ASML HOLDING NV-UY REG SHS	09/19/2008	01/21/2010	16,857.00	10,594.00	6,263.00
380. BERKSHIRE HATHAWAY INC	03/20/2002	01/27/2010	26,885.00	18,685.00	8,200.00
470. TOYOTA MTR CORP 00	04/10/2008	01/28/2010	36,211.00	44,814.00	-8,603.00
766.51 FHLMCG POOL #G13255 5.000% 7/01/23	09/19/2008	02/15/2010	767.00	770.00	-3.00
755. DEAN FOODS CO	04/21/2008	02/18/2010	10,948.00	16,764.00	-5,816.00
350. WILLIAMS COS INC. DEL	04/14/2008	02/19/2010	7,736.00	12,288.00	-4,552.00
1435. GENERAL ELEC CO.	06/25/2007	02/23/2010	22,890.00	48,501.00	-25,611.00
355. DEAN FOODS CO	06/03/2008	02/24/2010	5,240.00	7,615.00	-2,375.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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 200. NABORS INDUSTRIES LTD SHS	09/09/2008	02/24/2010	4,377.00	5,870.00	-1,493.00
61. CREE INC	06/26/2003	03/05/2010	4,216.00	1,063.00	3,153.00
32000. GEN ELEC CAP CORP 6.125% 2/22/11 00	01/18/2006	03/09/2010	33,672.00	34,464.00	-792.00
865. AMERICAN EXPRESS CO	03/09/2009	03/10/2010	34,216.00	9,367.00	24,849.00
125. AUTODESK INC	02/27/2008	03/10/2010	3,646.00	4,125.00	-479.00
100. DIRECTV COM USD0.01 CLASS 'A'	04/25/2003	03/10/2010	3,497.00	1,261.00	2,236.00
200. JUNIPER NETWORK INC	02/19/2009	03/10/2010	6,082.00	2,983.00	3,099.00
200. LIBERTY MEDIA HLDG CORP	09/25/2003	03/10/2010	2,754.00	3,180.00	-426.00
100. LIBERTY MEDIA HLDG CORP	08/05/2004	03/10/2010	3,299.00	973.00	2,326.00
100. SANDISK CORP	02/04/2004	03/10/2010	3,397.00	2,500.00	897.00
270. SOUTHWEST AIRLS CO	04/14/2008	03/10/2010	3,459.00	3,449.00	10.00
100. WAL-MART DE MEXICO SA-SP ADR	10/30/2007	03/10/2010	4,869.00	4,100.00	769.00
300. SEAGATE TECHNOLOGY	08/07/2008	03/10/2010	5,745.00	5,408.00	337.00
639.56 FHLMCG POOL #G13255 5.000% 7/01/23	09/19/2008	03/15/2010	640.00	642.00	-2.00
27000. BP CAPITAL MARKETS 5.250% 11/07/13	11/19/2008	03/19/2010	29,810.00	27,218.00	2,592.00
23000. DISNEY WALT CO NEW 6.375% 3/01/12	05/25/2007	03/19/2010	25,255.00	24,037.00	1,218.00
850. WILLIAMS COS INC. DEL	03/11/2009	03/22/2010	19,145.00	10,282.00	8,863.00
115. BOEING CO	04/29/2008	03/31/2010	8,336.00	9,839.00	-1,503.00
265. COMCAST CORP NEW CL A SPL	07/11/2003	03/31/2010	4,751.00	5,415.00	-664.00
50. FREEPORT MCMORAN COPPER & GOLD	01/20/2009	03/31/2010	4,172.00	1,185.00	2,987.00
250. JUNIPER NETWORK INC	02/19/2009	03/31/2010	7,661.00	3,729.00	3,932.00
100. LIBERTY MEDIA HLDG CORP	02/12/2009	03/31/2010	3,626.00	734.00	2,892.00
100. SANDISK CORP	02/04/2004	03/31/2010	3,459.00	2,500.00	959.00
100. SEAGATE TECHNOLOGY	08/07/2008	03/31/2010	1,823.00	1,491.00	332.00
63. CREE INC	06/26/2003	04/12/2010	5,024.00	1,098.00	3,926.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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 80. COACH INC	04/07/2009	04/14/2010	3,370.00	1,359.00	2,011.00
265. COACH INC	04/07/2009	04/15/2010	11,274.00	4,503.00	6,771.00
748.43 FHLMCG POOL #G13255 5.000% 7/01/23	09/19/2008	04/15/2010	748.00	752.00	-4.00
24652.48 FHLMCG POOL #G13255 5.000% 7/01/23	09/19/2008	04/15/2010	26,001.00	24,756.00	1,245.00
170. BOEING CO	04/30/2008	04/16/2010	12,004.00	14,539.00	-2,535.00
300. WALT DISNEY CO.	06/21/2005	04/16/2010	10,770.00	7,944.00	2,826.00
350. SOUTHWEST AIRLS CO	04/14/2008	04/16/2010	4,690.00	4,471.00	219.00
145. WELLS FARGO & COMPANY (NEW)	11/14/2008	04/20/2010	4,846.00	4,137.00	709.00
445. VODAFONE GROUP SPD ADR REP 10 ORD SH	12/04/1998	04/21/2010	10,345.00	14,443.00	-4,098.00
100. ALCOA INC	10/21/2008	04/23/2010	1,399.00	2,144.00	-745.00
125. AMAZON COM INC	04/28/2005	04/23/2010	18,334.00	4,060.00	14,274.00
315. BERKSHIRE HATHAWAY INC	03/20/2002	04/23/2010	24,765.00	15,489.00	9,276.00
300. BIOGEN IDEC INC	10/05/2005	04/23/2010	15,742.00	11,611.00	4,131.00
130. BOEING CO	04/30/2008	04/23/2010	9,751.00	11,090.00	-1,339.00
150. BROADCOM CORP-CL A	07/20/2006	04/23/2010	5,313.00	3,993.00	1,320.00
505. CISCO SYS INC	05/14/2001	04/23/2010	13,818.00	9,332.00	4,486.00
100. CONOCOPHILLIPS	04/14/2008	04/23/2010	5,735.00	8,016.00	-2,281.00
375. DEAN FOODS CO	02/23/2009	04/23/2010	5,997.00	7,440.00	-1,443.00
500. DELL INC	04/08/2008	04/23/2010	8,721.00	9,554.00	-833.00
400. WALT DISNEY CO.	10/05/2005	04/23/2010	14,676.00	10,215.00	4,461.00
50. DIRECTV COM USD0.01 CLASS 'A'	04/25/2003	04/23/2010	1,817.00	631.00	1,186.00
155. DOLBY LABORATORIES INC	10/31/2008	04/23/2010	9,519.00	4,834.00	4,685.00
200. DOW CHEM CO	04/15/2008	04/23/2010	6,178.00	7,573.00	-1,395.00
500. EBAY INC	03/15/2007	04/23/2010	12,291.00	15,808.00	-3,517.00
1000. ELECTRONIC ARTS	10/05/2005	04/23/2010	19,803.00	60,865.00	-41,062.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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 460. EXPEDIA INC DEL	08/07/2008	04/23/2010	11,262.00	8,412.00	2,850.00
50. FREEPORT MCMORAN COPPER & GOLD	01/20/2009	04/23/2010	3,991.00	1,185.00	2,806.00
315. GENERAL ELEC CO.	07/29/2002	04/23/2010	5,973.00	9,359.00	-3,386.00
250. HOME DEPOT INC	09/15/1998	04/23/2010	9,023.00	6,854.00	2,169.00
500. INTEL CORP	07/17/1998	04/23/2010	11,996.00	10,406.00	1,590.00
100. JOHNSON & JOHNSON	09/16/2005	04/23/2010	6,440.00	6,451.00	-11.00
100. JUNIPER NETWORK INC	02/19/2009	04/23/2010	2,948.00	1,492.00	1,456.00
200. LIBERTY MEDIA HLDG CORP	01/28/2008	04/23/2010	3,289.00	3,058.00	231.00
100. LIBERTY MEDIA HLDG CORP	02/12/2009	04/23/2010	4,422.00	530.00	3,892.00
500. MICROSOFT CORP	06/13/2005	04/23/2010	15,511.00	12,691.00	2,820.00
375. NASDAQ OMX GROUP INC	05/13/2008	04/23/2010	8,405.00	14,195.00	-5,790.00
250. NVIDIA CORP 00	06/02/2008	04/23/2010	4,095.00	6,117.00	-2,022.00
250. PROCTOR & GAMBLE CO	04/28/2003	04/23/2010	15,880.00	7,949.00	7,931.00
50. SANDISK CORP	02/04/2004	04/23/2010	2,198.00	1,250.00	948.00
300. SCHWAB CHARLES CORP NEW	01/29/2009	04/23/2010	5,899.00	4,194.00	1,705.00
85. SEARS HLDGS CORP	11/20/2008	04/23/2010	9,959.00	2,453.00	7,506.00
350. SOUTHWEST AIRLS CO	04/14/2008	04/23/2010	4,792.00	4,471.00	321.00
600. TEXAS INSTRS INC	10/01/1998	04/23/2010	15,733.00	7,500.00	8,233.00
115. UNITEDHEALTH GROUP INC	08/07/2003	04/23/2010	3,534.00	2,877.00	657.00
100. WAL MART STORES INC	04/11/2008	04/23/2010	5,431.00	5,509.00	-78.00
55. WELLS FARGO & COMPANY (NEW)	11/14/2008	04/23/2010	1,852.00	1,569.00	283.00
200. YAHOO INC	03/20/2009	04/23/2010	3,554.00	2,733.00	821.00
150. COVIDIEN PLC USD0.20	10/24/2007	04/23/2010	7,415.00	6,019.00	1,396.00
100. SEAGATE TECHNOLOGY	08/07/2008	04/23/2010	2,045.00	1,491.00	554.00
26000. HEWLETT PACKARD CO 5.500% 3/01/18	01/21/2009	04/26/2010	28,667.00	27,396.00	1,271.00

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

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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 205. TRANSOCEAN INC COM USD0.01 'REGISTER	04/14/2008	04/26/2010	18,144.00	30,958.00	-12,814.00
100. BED BATH & BEYOND INC COM	02/15/2005	04/27/2010	4,637.00	4,015.00	622.00
250. ELECTRONIC ARTS	06/09/2006	04/27/2010	4,961.00	11,871.00	-6,910.00
500. GENERAL ELEC CO.	07/08/2008	04/27/2010	9,367.00	13,853.00	-4,486.00
250. HOME DEPOT INC	09/15/1998	04/27/2010	8,825.00	6,854.00	1,971.00
200. INTEL CORP	07/17/1998	04/27/2010	4,683.00	4,163.00	520.00
200. LIBERTY MEDIA HLDG CORP	01/28/2008	04/27/2010	3,084.00	3,058.00	26.00
100. LIBERTY MEDIA HLDG CORP	02/12/2009	04/27/2010	4,252.00	530.00	3,722.00
200. MICROSOFT CORP	06/13/2005	04/27/2010	6,184.00	5,066.00	1,118.00
200. NASDAQ OMX GROUP INC	05/13/2008	04/27/2010	4,375.00	7,530.00	-3,155.00
300. SCHWAB CHARLES CORP NEW	01/29/2009	04/27/2010	5,689.00	4,194.00	1,495.00
2500. TEXAS INSTRS INC	10/01/1998	04/27/2010	66,599.00	31,250.00	35,349.00
50. AMAZON COM INC	04/28/2005	04/29/2010	7,082.00	1,624.00	5,458.00
425. DOW CHEM CO	04/15/2008	04/29/2010	13,552.00	16,092.00	-2,540.00
250. INTEL CORP	07/17/1998	04/29/2010	5,856.00	5,203.00	653.00
250. PROCTOR & GAMBLE CO	04/28/2003	04/29/2010	15,585.00	7,949.00	7,636.00
400. COMCAST CORP NEW CL A SPL	07/11/2003	05/04/2010	7,528.00	7,901.00	-373.00
150. WALT DISNEY CO.	10/05/2005	05/04/2010	5,457.00	3,595.00	1,862.00
250. GENERAL ELEC CO.	07/08/2008	05/04/2010	4,608.00	6,926.00	-2,318.00
1500. NATIONAL BANK OF GREECE ADR	04/16/2009	05/04/2010	4,235.00	10,380.00	-6,145.00
250. PFIZER INC.	06/13/2005	05/04/2010	4,321.00	6,958.00	-2,637.00
250. YAHOO INC	03/20/2009	05/04/2010	4,068.00	3,416.00	652.00
650. WALT DISNEY CO.	10/05/2005	05/06/2010	22,756.00	10,923.00	11,833.00
100. ALLSTATE CORP	05/06/2009	05/07/2010	3,175.00	2,577.00	598.00
100. BIOGEN IDEC INC	03/22/2005	05/07/2010	5,039.00	3,827.00	1,212.00

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31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number

58-2398209

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 100. BRISTOL MYERS SQUIBB CO	04/08/2008	05/07/2010	2,428.00	2,181.00	247.00
250. GENERAL ELEC CO.	07/08/2008	05/07/2010	4,200.00	6,926.00	-2,726.00
250. HOME DEPOT INC	09/15/1998	05/07/2010	8,363.00	6,854.00	1,509.00
250. PROCTOR & GAMBLE CO	04/28/2003	05/07/2010	15,048.00	7,689.00	7,359.00
100. WAL MART STORES INC	04/11/2008	05/07/2010	5,237.00	5,509.00	-272.00
790. DEAN FOODS CO	02/23/2009	05/10/2010	8,509.00	15,388.00	-6,879.00
750. NIPPON TELEGRAPH & TELEPHONE CORP	11/07/2007	05/12/2010	15,288.00	13,215.00	2,073.00
385. EXPEDIA INC DEL	08/07/2008	05/13/2010	9,061.00	7,010.00	2,051.00
29000. WYETH 5.500% 2/01/14	05/25/2007	05/13/2010	32,182.00	28,887.00	3,295.00
15. BERKSHIRE HATHAWAY INC	03/20/2002	05/17/2010	1,144.00	738.00	406.00
100. COCA COLA COMPANY	08/24/1998	05/17/2010	5,334.00	7,981.00	-2,647.00
100. JOHNSON & JOHNSON	09/16/2005	05/17/2010	6,386.00	6,451.00	-65.00
150. JUNIPER NETWORK INC	02/19/2009	05/17/2010	4,194.00	2,238.00	1,956.00
250. PFIZER INC.	06/13/2005	05/17/2010	4,016.00	6,958.00	-2,942.00
100. UNITEDHEALTH GROUP INC	08/07/2003	05/17/2010	3,041.00	2,502.00	539.00
150. TYCO ELECTRONICS LTD COM CHF2.60	07/24/2007	05/17/2010	4,391.00	5,762.00	-1,371.00
230. BERKSHIRE HATHAWAY INC	03/20/2002	05/21/2010	16,617.00	11,309.00	5,308.00
295. HOME DEPOT INC	09/15/1998	05/21/2010	9,715.00	8,088.00	1,627.00
530. PEPSICO INC	07/17/1998	05/21/2010	33,376.00	20,836.00	12,540.00
100. SOUTHWEST AIRLS CO	04/14/2008	05/26/2010	1,245.00	1,277.00	-32.00
275. WAL MART STORES INC	04/11/2008	05/26/2010	13,895.00	15,150.00	-1,255.00
60. COACH INC	04/07/2009	05/27/2010	2,445.00	1,020.00	1,425.00
1000. JOHNSON & JOHNSON	09/16/2005	05/27/2010	59,057.00	44,247.00	14,810.00
25. PFIZER INC.	06/13/2005	05/27/2010	384.00	696.00	-312.00
95. THERMO ELECTRON CORP	05/14/2009	05/27/2010	4,957.00	3,386.00	1,571.00

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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
31-447092457105 COURTNEY KNIGHT GAINES	58-2398209

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 115. JOHNSON & JOHNSON	07/23/1998	06/04/2010	6,732.00	4,420.00	2,312.00
200. BP AMOCO PLC-SPONS ADR	04/22/2008	06/09/2010	6,283.00	8,147.00	-1,864.00
495. AMGEN INC	03/11/2009	06/10/2010	26,683.00	22,804.00	3,879.00
315. QUALCOMM INC	10/17/2008	06/10/2010	10,928.00	12,641.00	-1,713.00
150. SEARS HLDGS CORP	11/20/2008	06/10/2010	11,639.00	4,328.00	7,311.00
150. ROCHE HOLDINGS LTD-SPONSORED ADR	09/16/2008	06/11/2010	5,131.00	6,236.00	-1,105.00
50. BROADCOM CORP-CL A	07/20/2006	06/15/2010	1,790.00	1,331.00	459.00
50. CHUBB CORP.	09/17/2008	06/15/2010	2,616.00	2,693.00	-77.00
100. DIRECTV COM USD0.01 CLASS 'A'	08/05/2004	06/15/2010	3,910.00	1,254.00	2,656.00
150. PROCTOR & GAMBLE CO	10/18/2001	06/15/2010	9,250.00	4,586.00	4,664.00
100. SANDISK CORP	03/14/2008	06/15/2010	4,850.00	2,353.00	2,497.00
195. COACH INC	04/07/2009	06/17/2010	8,406.00	3,314.00	5,092.00
170. BOEING CO	09/03/2008	06/21/2010	11,727.00	11,362.00	365.00
225. QUALCOMM INC	10/17/2008	06/21/2010	8,046.00	8,939.00	-893.00
40. SEARS HLDGS CORP	11/20/2008	06/21/2010	3,012.00	1,154.00	1,858.00
31000. ANADARKO PETE CORP 5.950% 9/15/16	04/21/2009	06/25/2010	26,583.00	27,331.00	-748.00
110. SEARS HLDGS CORP	11/20/2008	06/30/2010	7,279.00	3,174.00	4,105.00
1350. SOUTHWEST AIRLS CO	06/02/2009	07/08/2010	15,450.00	16,538.00	-1,088.00
460. QUALCOMM INC	10/17/2008	07/12/2010	16,124.00	17,795.00	-1,671.00
28000. CONOCO FUNDING 6.350% 10/15/11	10/10/2007	07/15/2010	29,877.00	29,409.00	468.00
70. SHIRE PHARMACEUTICALS GR-ADR	03/05/2008	07/19/2010	4,692.00	4,137.00	555.00
505. JUNIPER NETWORK INC	02/19/2009	07/23/2010	13,977.00	7,334.00	6,643.00
455. ROCHE HOLDINGS LTD-SPONSORED ADR	03/27/2009	07/23/2010	14,778.00	17,112.00	-2,334.00
520. CHUBB CORP.	09/17/2008	07/26/2010	27,500.00	28,005.00	-505.00
565. AXIS CAPITAL HOLDINGS	04/04/2008	07/27/2010	17,643.00	19,973.00	-2,330.00

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Employer identification number: 58-2398209

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 125. BOEING CO	09/03/2008	07/30/2010	8,467.00	8,131.00	336.00
520. NABORS INDUSTRIES LTD SHS	02/12/2009	07/30/2010	9,631.00	5,557.00	4,074.00
25. WAL MART STORES INC	04/11/2008	08/06/2010	1,283.00	1,377.00	-94.00
680. NABORS INDUSTRIES LTD SHS	02/12/2009	08/09/2010	12,495.00	7,266.00	5,229.00
820. FOREST LABS INC	01/11/2005	08/10/2010	23,312.00	42,754.00	-19,442.00
620. DELL INC	04/08/2008	08/13/2010	7,458.00	11,847.00	-4,389.00
1400. ALCOA INC	11/20/2008	08/18/2010	15,350.00	13,408.00	1,942.00
1090. DELL INC	03/05/2009	08/18/2010	13,184.00	20,195.00	-7,011.00
335. FOREST LABS INC	10/19/2007	08/18/2010	9,392.00	12,847.00	-3,455.00
250. CATERPILLAR INC.	12/15/2008	08/19/2010	17,167.00	10,548.00	6,619.00
295. FOREST LABS INC	07/30/2009	08/19/2010	8,179.00	10,512.00	-2,333.00
770. INTEL CORP	07/17/1998	08/19/2010	14,619.00	16,026.00	-1,407.00
50. GOLDMAN SACHS GROUP INC	03/13/2009	08/25/2010	7,195.00	6,427.00	768.00
35000. CREDIT SUISSE FIRST 5.500% 8/15/13	06/10/2009	09/08/2010	38,702.00	35,013.00	3,689.00
1513.04 FHLMC POOL #G18309 4.500% 5/01/24	09/09/2009	09/15/2010	1,513.00	1,559.00	-46.00
60. BERKSHIRE HATHAWAY INC	03/20/2002	09/16/2010	4,985.00	2,950.00	2,035.00
200. BIOGEN IDEC INC	03/22/2005	09/16/2010	11,507.00	7,639.00	3,868.00
130. EBAY INC	03/14/2007	09/16/2010	3,107.00	4,032.00	-925.00
115. EXPEDIA INC DEL	08/07/2008	09/16/2010	3,166.00	2,094.00	1,072.00
50. GENZYME CORP	08/03/2009	09/16/2010	3,519.00	2,505.00	1,014.00
185. CONOCOPHILLIPS	04/14/2008	09/17/2010	10,246.00	13,779.00	-3,533.00
74000. FED NATL MTG ASSN 5.375% 11/15/11	09/18/2009	09/23/2010	78,203.00	76,791.00	1,412.00
1040. DELL INC	03/05/2009	09/28/2010	13,177.00	8,902.00	4,275.00
495. ROCHE HOLDINGS LTD-SPONSORED ADR	03/27/2009	09/28/2010	16,423.00	16,216.00	207.00
70. WAL MART STORES INC	06/14/2006	10/08/2010	3,800.00	3,329.00	471.00

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Employer identification number: 58-2398209

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 15. HEWLETT PACKARD CO	08/10/2009	10/11/2010	618.00	618.00	
675. ELECTRONIC ARTS	08/19/2009	10/13/2010	11,220.00	28,310.00	-17,090.00
120. ELECTRONIC ARTS	08/19/2009	10/15/2010	1,915.00	2,290.00	-375.00
1370.89 FHLMC POOL #G18309 4.500% 5/01/24	09/09/2009	10/15/2010	1,371.00	1,412.00	-41.00
210. AMAZON COM INC	04/28/2005	10/18/2010	34,273.00	6,821.00	27,452.00
215. ELECTRONIC ARTS	08/19/2009	10/20/2010	3,309.00	4,104.00	-795.00
45. FREEPORT MCMORAN COPPER & GOLD	01/20/2009	10/22/2010	4,247.00	1,067.00	3,180.00
202. TOYOTA MTR CORP 00	04/10/2008	11/02/2010	14,197.00	19,260.00	-5,063.00
66. FREEPORT MCMORAN COPPER & GOLD	01/20/2009	11/04/2010	6,721.00	1,565.00	5,156.00
336.25 VODAFONE GROUP SPD ADR REP 10 ORD SH	03/19/2008	11/04/2010	9,487.00	10,035.00	-548.00
262. ELECTRONIC ARTS	01/22/2009	11/05/2010	4,199.00	4,349.00	-150.00
100. GENZYME CORP	08/03/2009	11/05/2010	7,147.00	5,010.00	2,137.00
300. SEAGATE TECHNOLOGY PLC	08/07/2008	11/05/2010	4,552.00	4,472.00	80.00
289. ELECTRONIC ARTS	01/22/2009	11/10/2010	4,675.00	4,780.00	-105.00
290. ELECTRONIC ARTS	12/15/2008	11/15/2010	4,562.00	4,715.00	-153.00
1916.39 FHLMC POOL #G18309 4.500% 5/01/24	09/09/2009	11/15/2010	1,916.00	1,974.00	-58.00
249. ELECTRONIC ARTS	12/15/2008	11/16/2010	3,848.00	4,048.00	-200.00
244. COCA COLA COMPANY	09/01/1999	12/06/2010	15,685.00	15,022.00	663.00
59. BERKSHIRE HATHAWAY INC	03/20/2002	12/07/2010	4,728.00	2,901.00	1,827.00
1150. ALLSTATE CORP	05/06/2009	12/08/2010	34,857.00	27,517.00	7,340.00
215. AUTODESK INC	02/27/2008	12/08/2010	8,065.00	6,935.00	1,130.00
445. KOHLS CORP	03/05/2009	12/08/2010	24,052.00	17,976.00	6,076.00
270. AMGEN INC	07/07/1999	12/10/2010	14,455.00	8,319.00	6,136.00
777. EXXON MOBIL CORP	08/24/2009	12/13/2010	56,108.00	57,416.00	-1,308.00
233. AMGEN INC	07/07/1999	12/14/2010	13,052.00	7,179.00	5,873.00

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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 1207. BRISTOL MYERS SQUIBB CO	04/08/2008	12/14/2010	31,744.00	26,325.00	5,419.00
830. CHESAPEAKE ENERGY CORP 00	12/01/2009	12/14/2010	19,022.00	23,113.00	-4,091.00
1840.78 FHLMC POOL #G18309 4.500% 5/01/24	09/09/2009	12/15/2010	1,841.00	1,897.00	-56.00
27000. U S TREAS NTS 2.750% 10/31/13	11/18/2009	12/15/2010	28,361.00	28,046.00	315.00
162. BOEING CO	08/13/2009	12/20/2010	10,238.00	7,443.00	2,795.00
114. CONOCOPHILLIPS	09/08/2005	12/20/2010	7,515.00	7,234.00	281.00
197. HEWLETT PACKARD CO	08/10/2009	12/20/2010	8,277.00	8,593.00	-316.00
390. U R S CORP NEW	11/19/2009	12/20/2010	16,159.00	17,521.00	-1,362.00
617. INTEL CORP	07/17/1998	12/21/2010	13,069.00	12,841.00	228.00
835. AXIS CAPITAL HOLDINGS	04/04/2008	12/23/2010	29,945.00	29,518.00	427.00
384. STATE ST CORP	12/02/2009	12/28/2010	17,938.00	16,448.00	1,490.00
116. WAL MART STORES INC	06/14/2006	12/28/2010	6,216.00	5,516.00	700.00
1615.71 FHLMC POOL #G18309 4.500% 5/01/24	09/09/2009	12/31/2010	1,616.00	1,665.00	-49.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 202,009.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ANNALY CAPITOL MGMT INC	258.00	
CHIRON CORP.	629.00	
HEALTH CARE REIT INC	3.00	
CLASS ACTION PROCEEDS	896.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		1,786.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		1,786.00

SUPPLEMENTARY INFORMATION

Grants and Contributions Paid During the Year

Name & Address	Relationship	Foundation Status of Recipients	Purpose of Grants/Contribution	Amounts
ALZHEIMER'S ASSN OF COAS	None	N/A	General Charitable Purposes	$ 15,000 00
AMERICAN CANCER SOCIETY	None	N/A	General Charitable Purposes	$ 12,500 00
AMERICAN TRADITIONS	None	N/A	General Charitable Purposes	$ 10,000 00
AMERICA'S SECOND HAVEST	None	N/A	General Charitable Purposes	$ 15,000 00
ARMSTRONG ATLANTIC STATE	None	N/A	General Charitable Purposes	$ 5,000 00
CHATHAM-SAVANNAH CITIZEN	None	N/A	General Charitable Purposes	$ 10,000 00
CARETTA RESEARCH PROJECT	None	N/A	General Charitable Purposes	$ 5,000 00
CENTER FOR A SUSTAINABLE	None	N/A	General Charitable Purposes	$ 2,500 00
CLEAN COAST, INC	None	N/A	General Charitable Purposes	$ 2,500 00
COMMUNITY HEALTH MISSION	None	N/A	General Charitable Purposes	$ 5,000 00
CONGREGATION MICKVE ISRAEL	None	N/A	General Charitable Purposes	$ 10,000 00
EPWORTH BY THE SEA	None	N/A	General Charitable Purposes	$ 5,000 00
FRESH AIR HOME	None	N/A	General Charitable Purposes	$ 2,500 00
GEORGIA ALZHEIMER'S ASSOCIATION	None	N/A	General Charitable Purposes	$ 5,000 00
GEORGIA PUBLIC BROADCASTING	None	N/A	General Charitable Purposes	$ 10,000 00
HOSPICE SAVANNAH	None	N/A	General Charitable Purposes	$ 69,500 00
LAKE JUNALUSKA ASSEMBLY	None	N/A	General Charitable Purposes	$ 25,000 00
LEUKEMIA SOCIETY	None	N/A	General Charitable Purposes	$ 15,000 00
MATTHEW REARDON CENTER	None	N/A	General Charitable Purposes	$ 1,000 00
MIGHTY EIGHTH AIR FORCE	None	N/A	General Charitable Purposes	$ 5,000 00
NATIONAL PARKS CONSERVATION	None	N/A	General Charitable Purposes	$ 4,500 00
OATLAND ISLAND EDUCATION	None	N/A	General Charitable Purposes	$ 1,000 00
OSSABAW ISLAND FOUNDATION	None	N/A	General Charitable Purposes	$ 20,000 00
PERFORMANCE INITIATIVES 1	None	N/A	General Charitable Purposes	$ 12,500 00
PINE WOODS SAVANNAH	None	N/A	General Charitable Purposes	$ 25,000 00
RONALD MCDONALD HOUSE	None	N/A	General Charitable Purposes	$ 2,500 00
SAVANNAH BOOK FESTIVAL	None	N/A	General Charitable Purposes	$ 5,000 00
SAVANNAH CHRISTIAN PREP	None	N/A	General Charitable Purposes	$ 8,000 00
SAVANNAH COUNTRY DAY SCHOOL	None	N/A	General Charitable Purposes	$ 10,000 00
SAVANNAH MUSIC FESTIVAL	None	N/A	General Charitable Purposes	$ 15,000 00
SAVANNAH OPTIMIST CLUB	None	N/A	General Charitable Purposes	$ 1,000 00
SAVANNAH TREE FOUNDATION	None	N/A	General Charitable Purposes	$ 4,000 00
TELFAIR MUSEUM	None	N/A	General Charitable Purposes	$ 8,333 33
THE SALVATION ARMY	None	N/A	General Charitable Purposes	$ 7,500 00
UNION MISSION	None	N/A	General Charitable Purposes	$ 5,000 00
URBAN HOPE, INC	None	N/A	General Charitable Purposes	$ 4,700 00
WESLEYAN COLLEGE	None	N/A	General Charitable Purposes	$ 8,333 33
WESLEY COMMUNITY CENTERS	None	N/A	General Charitable Purposes	$ 5,000 00
WESLEY MONUMENTAL UNITED	None	N/A	General Charitable Purposes	$ 26,000 00
YMCA	None	N/A	General Charitable Purposes	$ 2,500 00
				$ 406,366 66

990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years.

Citi Trust

citi
Citigroup Trust - Delaware, N.A.
222 Delaware Avenue - 14th Floor
Wilmington, DE 19801

Account Summary Section

1966 4 9D.

Statement of Value and Activity

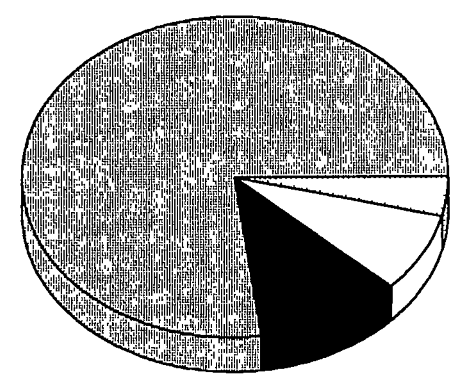
December 1, 2010 - December 31, 2010

Market Value Reconciliation

	This Period	1/1/10 to 12/31/10
Beginning Market Value	**$8,348,399.32**	**$8,248,090.16**
Additions and Contributions	$0.00	$0.00
Other Receipts	$41,988.83	$164,456.09
Interest and Dividends	$14,977.74	$167,075.84
Distributions To and For Beneficiaries	-$50,000.00	-$400,000.00
Trust Taxes	-$1,025.30	-$4,680.59
Fees	$0.00	-$55,807.54
Other Expenses/Disbursements	-$42,024.30	-$163,288.37
Corporate Actions/Non-Cash Transactions	$0.00	$10,471.50
Change in Market Value	$422,866.81	$768,866.01
Ending Market Value	**$8,735,183.10**	**$8,735,183.10**
Net Realized Gains/Losses (Included in Total Above)	$49,663.90	$232,080.63

Asset Allocation Summary

	Asset Class	Balance
77%	Common Equity Securities	$6,684,972.32
11%	U.S. Treasuries and Agencies	$994,195.36
8%	Corporate and Foreign Bonds	$703,300.31
4%	Cash Equivalents	$332,802.63
0%	Preferred Equity Securities	$19,912.48
100%	**Total Assets Value**	**$8,735,183.10**

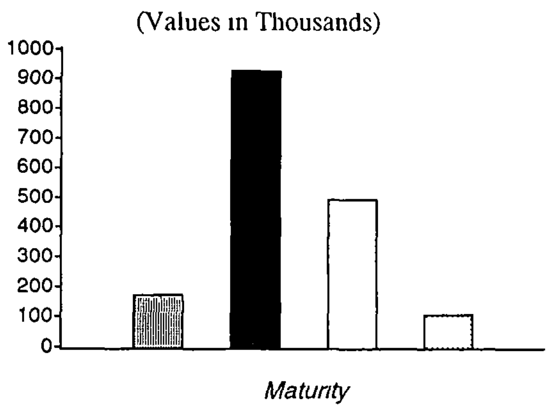


Investment Objective: Growth - Portfolio positioned to maximize returns.

Statement of Value and Activity

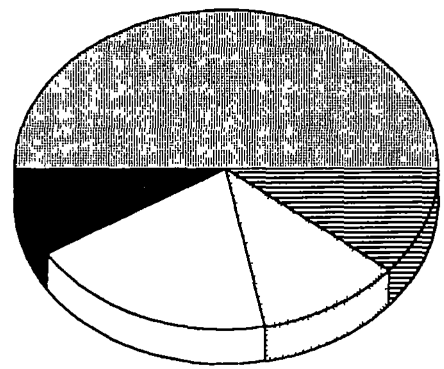
December 1, 2010 - December 31, 2010

Bond Maturity Schedule



	Bond Maturity	Market Value
10%	Less than 1 year	$173,866.72
54%	1 to 5 years	$921,079.60
29%	5 to 10 years	$491,473.24
7%	10 to 15 years	$111,076.11
0%	15 to 20 years	$0.00
0%	20 + years	$0.00
100%	**Total**	**$1,697,495.67**

Bond Quality Ratings



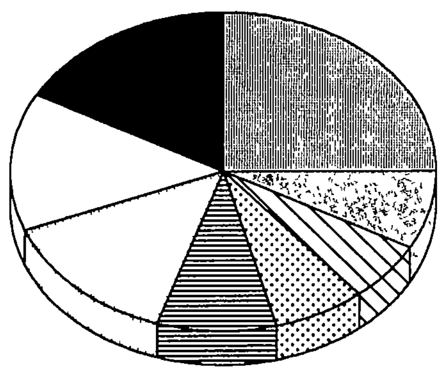
	Quality Rating	Market Value
50%	AAA	$849,106.25
9%	AA	$152,649.51
19%	A	$319,926.59
11%	BBB	$194,948.40
0%	BB	$0.00
11%	Other	$180,864.92
0%	Non Rated	$0.00
100%	**Total**	**$1,697,495.67**

Bond Quality Ratings are based on S&P index.

Statement of Value and Activity

December 1, 2010 - December 31, 2010

Equity Industry Diversification



	Industry Sector	Market Value
25%	Industrials	$1,690,014.49
17%	Information Technology	$1,156,829.64
14%	Consumer Discretionary	$947,085.26
14%	Financials	$906,373.76
9%	Healthcare	$586,423.59
7%	Energy	$490,166.39
6%	Consumer Staples	$385,990.49
8%	Other	$542,001.18
100%	**Total**	**$6,704,884.80**

Statement of Value and Activity

December 1, 2010 - December 31, 2010

Asset Detail

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
U.S. Treasuries and Agencies						
U S. Treasury Bonds and Notes						
U S Treas Nts 1.750% 11/15/11 CUSIP: 912828JU5	86,000.00	$87,068.12	$87,233.29	-$165.17	$1,505.00	1 00%
U S Treasury Notes 4.000% 11/15/12 CUSIP: 912828AP5	141,000.00	$150,110.01	$149,622.90	$487.11	$5,640.00	1 72%
U.S. Treasury Notes 4.250% 8/15/14 CUSIP: 912828CT5	126,000.00	$138,994 38	$137,912.01	$1,082.37	$5,355.00	1.59%
U S Treas Nts 2.375% 2/28/15 CUSIP: 912828MR8	85,000.00	$87,603.55	$89,098.45	-$1,494.90	$2,018.75	1 00%
U S Treas Nts 1.375% 11/30/15 CUSIP: 912828PJ3	35,000 00	$34,013.00	$33,940.45	$72.55	$481.25	0 39%
U S Treasury Notes 3.375% 11/15/19 CUSIP: 912828LY4	111,000 00	$113,315 46	$109,890 69	$3,424.77	$3,746.25	1 30%
		$611,104.52	$607,697.79	$3,406.73	$18,746.25	7.00%
Government Agency Bonds/Notes						
Fed Natl Mtg Assn 6.000% 5/15/11 CUSIP: 31359MJH7	85,000 00	$86,798.60	$87,645 71	-$847.11	$5,100.00	0.99%
Federal Home Ln Mtg 4.375% 7/17/15 CUSIP: 3134A4VC5	88,000.00	$97,065.76	$91,895.21	$5,170.55	$3,850.00	1 11%
Fed Natl Mtg Assn 5.250% 9/15/16 CUSIP: 31359MW41	77,000.00	$88,150.37	$79,459.40	$8,690.97	$4,042.50	1 01%
		$272,014.73	$259,000.32	$13,014.41	$12,992.50	3 11%

Statement of Value and Activity

December 1, 2010 - December 31, 2010

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
GNMA, FNMA, FHLMC Pools						
FHLMC Pool #G18309 4.500% 5/01/24 CUSIP: 3128MMKX0	29,473 40	$30,799.70	$30,366.82	$432.88	$1,326.30	0 35%
FNMA Pool #932359 4.000% 1/01/25 CUSIP: 31412QZY8	46,873.41	$48,345.70	$47,539.90	$805.80	$1,874.94	0 55%
FNMA Pool #Ae5487 3 500% 10/01/25 CUSIP: 31419GCZ5	31,639.00	$31,930.71	$32,949 04	-$1,018.33	$1,107.36	0.37%
		$111,076.11	$110,855.76	$220.35	$4,308 60	1 27%
Total U.S. Treasuries and Agencies		$994,195.36	$977,553.87	$16,641.49	$36,047 35	11.38%
Corporate and Foreign Bonds						
U.S. Corporate Bonds & Notes						
Merrill Lynch & Co 6.150% 4/25/13 CUSIP: 59018YN56	26,000 00	$27,898 26	$24,622.26	$3,276.00	$1,599.00	0 32%
Verizon Global Fdg 4.375% 6/01/13 CUSIP: 92344GAV8	34,000 00	$36,346.68	$31,590.08	$4,756.60	$1,487.50	0 42%
Comcast Corp New 5.300% 1/15/14 CUSIP: 20030NAE1	32,000.00	$34,859.52	$31,592.43	$3,267.09	$1,696.00	0.40%
Time Warner Cable In 7.500% 4/01/14 CUSIP: 88732JAR9	32,000.00	$36,697 92	$35,425.52	$1,272.40	$2,400.00	0 42%
Goldman Sachs Grp In 6.000% 5/01/14 CUSIP: 38141EA33	21,000 00	$23,134.44	$23,292.36	-$157.92	$1,260.00	0.26%
American Express Co 7.250% 5/20/14 CUSIP· 025816BA6	23,000.00	$26,202.29	$23,984.11	$2,218.18	$1,667.50	0.30%
JPMorgan Chase & Co 4.650% 6/01/14 CUSIP· 46625HHN3	39,000 00	$41,628.21	$39,282.94	$2,345.27	$1,813.50	0.48%

Statement of Value and Activity

December 1, 2010 - December 31, 2010

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Kinder Morgan Energy 5.125% 11/15/14 CUSIP: 494550AS5	23,000.00	$24,954.31	$24,442.33	$511.98	$1,178.75	0 29%
PNC Funding Corp 4 250% 9/21/15 CUSIP: 693476BG7	39,000.00	$40,936.74	$40,448.07	$488.67	$1,657.50	0 47%
Genl Elec Cap Corp 2.250% 11/09/15 CUSIP: 36962G4T8	43,000.00	$41,338.05	$42,885.19	-$1,547.14	$967.50	0 47%
CVS Caremark Corp 5.750% 6/01/17 CUSIP: 126650BH2	33,000 00	$36,717.45	$36,546.15	$171.30	$1,897 50	0 42%
Wachovia Corp 5.750% 2/01/18 CUSIP: 92976WBH8	32,000.00	$35,529.60	$32,727.56	$2,802.04	$1,840.00	0.41%
At & T Inc 5.600% 5/15/18 CUSIP: 00206RAM4	27,000 00	$30,124.98	$27,392.26	$2,732.72	$1,512 00	0.34%
BB&T Corporation 6.850% 4/30/19 CUSIP: 05531FAB9	29,000.00	$33,407.71	$32,757.24	$650.47	$1,986.50	0 38%
Trustees of Dartmout 4.750% 6/01/19 CUSIP· 89837RAA0	37,000 00	$39,922.26	$38,517.37	$1,404 89	$1,757 50	0 46%
Pepsico Inc 4.500% 1/15/20 CUSIP: 713448BN7	41,000.00	$43,012.69	$40,973.35	$2,039.34	$1,845.00	0 49%
Kraft Foods Inc 5.375% 2/10/20 CUSIP: 50075NBA1	33,000 00	$35,516 91	$34,083 06	$1,433.85	$1,773.75	0 41%
		$588,228.02	$560,562.28	$27,665.74	$28,339.50	6 74%
Foreign Corporate Bonds						
Total Capital SA 3.125% 10/02/15 CUSIP: 89152UAA0	35,000.00	$35,859.60	$37,053.80	-$1,194.20	$1,093.75	0 41%
		$35,859.60	$37,053.80	-$1,194.20	$1,093.75	0.41%

Statement of Value and Activity

December 1, 2010 - December 31, 2010

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Foreign Government Bonds						
Royal Bk of Scotland 3.400% 8/23/13 CUSIP: 78010XAD3	43,000.00	$43,436.88	$43,709.77	-$272.89	$1,462.00	0 50%
		$43,436.88	$43,709.77	-$272.89	$1,462.00	0 50%
Corporate Cmos and Remics						
U S T Nts Infl Ind 1 69162% 1/15/18 CUSIP: 912828HN3	32,000.00	$35,775.81	$30,673.96	$5,101.85	$541.32	0.41%
		$35,775.81	$30,673.96	$5,101.85	$541.32	0 41%
Total Corporate and Foreign Bonds		$703,300.31	$671,999.81	$31,300.50	$31,436.57	8.06%
Common Equity Securities						
Domestic Common Stocks						
Abercrombie & Fitch Co CL A CUSIP: 002896207	865.00	$49,849.95	$30,310.92	$19,539 03	$605.50	0.57%
Aecom Technology Corp Delawacom CUSIP: 00766T100	423.00	$11,831.31	$11,933 48	-$102.17	$0.00	0.14%
Akamai Technologies Inc CUSIP: 00971T101	1,000 00	$47,050.00	$21,108.82	$25,941.18	$0.00	0 54%
Allegheny Technologies Inc CUSIP: 01741R102	195.00	$10,760.10	$9,726.53	$1,033.57	$140.40	0.12%
Allegiant Travel Co CUSIP: 01748X102	145 00	$7,139.80	$7,095.39	$44.41	$0.00	0.08%
Amazon Com Inc CUSIP: 023135106	540.00	$97,200.00	$15,406.74	$81,793.26	$0 00	1 11%

Statement of Value and Activity

December 1, 2010 - December 31, 2010

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Amerisourcebergen Corp CUSIP: 03073E105	345 00	$11,771.40	$10,681.66	$1,089.74	$138.00	0.13%
AMGEN Inc Com CUSIP: 031162100	1,302.00	$71,479.80	$40,117.88	$31,361.92	$0.00	0.82%
Anadarko Petroleum Corp CUSIP: 032511107	830 00	$63,212.80	$33,513.90	$29,698.90	$298 80	0.72%
Apache Corp CUSIP: 037411105	323 00	$38,511.29	$30,760.41	$7,750.88	$193.80	0 44%
AT & T Inc CUSIP: 00206R102	1,430.00	$42,013.40	$37,999.44	$4,013.96	$2,459.60	0 48%
Autodesk Inc CUSIP: 052769106	908 00	$34,685.60	$11,395.28	$23,290.32	$0.00	0.40%
Avnet Inc CUSIP: 053807103	485 00	$16,019 55	$12,970.93	$3,048.62	$0.00	0.18%
Bally Technologies Inc Com CUSIP: 05874B107	250.00	$10,547 50	$10,018 47	$529.03	$0.00	0.12%
Bank of America Corp CUSIP: 060505104	4,715 00	$62,898.10	$74,665 97	-$11,767.87	$188.60	0 72%
Bank of New York Mellon Corp CUSIP: 064058100	458.00	$13,831.60	$13,904.56	-$72.96	$164.88	0 16%
Bed Bath & Beyond Inc Com CUSIP: 075896100	1,200 00	$58,980.00	$46,680.56	$12,299.44	$0.00	0.68%
Berkshire Hathaway Inc CUSIP: 084670702	441.00	$35,328.51	$21,683.97	$13,644.54	$0.00	0 40%
Biogen IDEC Inc CUSIP: 09062X103	1,600.00	$107,280.00	$57,141.98	$50,138.02	$0.00	1.23%
Blackboard Inc CUSIP: 091935502	310.00	$12,803.00	$12,321.72	$481.28	$0.00	0 15%

Statement of Value and Activity

December 1, 2010 - December 31, 2010

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Blackrock Inc CUSIP: 09247X101	245 00	$46,692.10	$31,937.57	$14,754.53	$980.00	0.53%
Boeing Company Com CUSIP: 097023105	218.00	$14,226.68	$9,947.03	$4,279.65	$366 24	0 16%
Bristol Myers Squibb Co Com CUSIP: 110122108	893.00	$23,646 64	$18,599.45	$5,047.19	$1,178.76	0 27%
Broadcom Corp Com CUSIP· 111320107	800.00	$34,840.00	$16,287.17	$18,552.83	$256 00	0 40%
Cablevision Sys Corp CUSIP: 12686C109	1,300 00	$43,992.00	$13,838.12	$30,153.88	$650.00	0 50%
Caseys Gen Stores Inc CUSIP· 147528103	125.00	$5,313.75	$4,482.00	$831.75	$67.50	0.06%
Celanese Corp DEL CUSIP: 150870103	224 00	$9,222.08	$6,590.57	$2,631.51	$44.80	0.11%
Celgene Corp CUSIP: 151020104	1,100.00	$65,054.00	$54,599.55	$10,454.45	$0.00	0 74%
Chevron Corp CUSIP: 166764100	635.00	$57,943.75	$51,318.76	$6,624.99	$1,828.80	0.66%
Childrens PL Retail Stores Inc CUSIP: 168905107	100.00	$4,964.00	$4,596.80	$367.20	$0 00	0.06%
CIGNA Corp CUSIP: 125509109	370.00	$13,564.20	$12,309.14	$1,255 06	$14.80	0 16%
CISCO Systems Inc Com CUSIP: 17275R102	3,985.00	$80,616.55	$63,426.03	$17,190.52	$0.00	0.92%
CITRIX Sys Inc Com CUSIP: 177376100	280.00	$19,154.80	$16,530.11	$2,624.69	$0 00	0 22%

Statement of Value and Activity

December 1, 2010 - December 31, 2010

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Cliffs Natural Resources Inc Com CUSIP: 18683K101	475 00	$37,054.75	$25,860.14	$11,194.61	$266 00	0.42%
Coca Cola Co Com CUSIP: 191216100	1,256.00	$82,607.12	$56,034.00	$26,573.12	$2,210 56	0 95%
Comcast Corp New CL A Spl CUSIP: 20030N200	3,100.00	$64,511.00	$52,566.83	$11,944.17	$1,171.80	0.74%
Comerica CUSIP: 200340107	245.00	$10,348.80	$9,157.50	$1,191.30	$98.00	0 12%
Complete Prodtn Svcs Inc CUSIP: 20453E109	207.00	$6,116 85	$5,419.22	$697.63	$0.00	0.07%
ConocoPhillips CUSIP: 20825C104	1,001.00	$68,168.10	$48,911.33	$19,256.77	$2,202.20	0 78%
Cree Inc CUSIP: 225447101	576.00	$37,952.64	$10,040.20	$27,912.44	$0.00	0 43%
Crown Hldgs Inc CUSIP. 228368106	362 00	$12,083 56	$8,840.14	$3,243.42	$0.00	0.14%
Cvs/Caremark Corp CUSIP: 126650100	1,757 00	$61,090.89	$50,399.81	$10,691 08	$614.95	0 70%
Cymer Inc CUSIP: 232572107	204 00	$9,194.28	$7,091.83	$2,102.45	$0 00	0 11%
DirecTV Com Usd0 01 Class 'a' CUSIP: 25490A101	500 00	$19,965.00	$6,035.08	$13,929.92	$0.00	0.23%
Dolby Laboratories Inc CUSIP: 25659T107	300.00	$20,010.00	$8,926.55	$11,083.45	$0.00	0 23%
Donnelley R R & Sons Co Com CUSIP: 257867101	1,590.00	$27,777.30	$25,380.19	$2,397.11	$1,653.60	0 32%
Dow Chem Company Com CUSIP: 260543103	575.00	$19,630.50	$13,392.44	$6,238.06	$345.00	0 22%

Statement of Value and Activity

December 1, 2010 - December 31, 2010

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Ebay Inc CUSIP: 278642103	2,300 00	$64,009.00	$62,056.08	$1,952.92	$0.00	0.73%
Enersys CUSIP: 29275Y102	379.00	$12,173 48	$10,285 49	$1,887.99	$0.00	0 14%
Expedia Inc DEL CUSIP: 30212P105	1,700 00	$42,653.00	$26,618.08	$16,034.92	$476.00	0.49%
Exxon Mobil Corp CUSIP: 30231G102	528.00	$38,607.36	$36,637.95	$1,969.41	$929.28	0.44%
First Horizon Natl CP CUSIP. 320517105	773.00	$9,105.94	$9,080.97	$24 97	$0.00	0.10%
First Solar Inc CUSIP: 336433107	355.00	$46,199.70	$41,562.26	$4,637.44	$0.00	0 53%
Fluor Corp New CUSIP: 343412102	500.00	$33,130 00	$15,910.81	$17,219.19	$250.00	0 38%
Forest Labs Inc CL A Com CUSIP: 345838106	1,420 00	$45,411.60	$36,819.74	$8,591.86	$0.00	0 52%
Freeport McMoran Copper B CUSIP: 35671D857	289.00	$34,706.01	$6,851.61	$27,854.40	$578.00	0.40%
Gap Inc Com CUSIP: 364760108	1,990.00	$44,058.60	$35,820.10	$8,238.50	$796.00	0 50%
General Electric Corp Com CUSIP. 369604103	4,493 00	$82,176 97	$100,210.15	-$18,033.18	$2,516.08	0.94%
Genzyme Corp Com CUSIP: 372917104	600.00	$42,720 00	$26,948 60	$15,771.40	$0.00	0 49%
Global Pmts Inc CUSIP: 37940X102	200 00	$9,242.00	$8,804.75	$437 25	$16.00	0.11%

Statement of Value and Activity

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Goldman Sachs Group Inc CUSIP 38141G104	180.00	$30,268.80	$17,472.89	$12,795.91	$252.00	0.35%
Google Inc CUSIP: 38259P508	125.00	$74,246.25	$44,498.47	$29,747.78	$0 00	0.85%
Great Plains Energy Inc CUSIP: 391164100	550 00	$10,664.50	$10,287.68	$376.82	$456.50	0.12%
Hartford Finl Svcs Group Inc CUSIP: 416515104	882 00	$23,364.18	$23,547.99	-$183 81	$176.40	0.27%
Hewlett-Packard Co Com CUSIP: 428236103	908.00	$38,226.80	$38,756.86	-$530 06	$290 56	0 44%
Home Depot Inc Com CUSIP. 437076102	1,745 00	$61,179.70	$48,062.57	$13,117.13	$1,649.03	0 70%
IBM Corporation Com CUSIP· 459200101	410.00	$60,171.60	$52,548.36	$7,623.24	$1,066.00	0 69%
Immunogen Inc CUSIP· 45253H101	1,009 00	$9,343.34	$7,858 03	$1,485.31	$0.00	0.11%
Intel Corp Com CUSIP: 458140100	2,863 00	$60,208.89	$58,379 94	$1,828.95	$1,803.69	0.69%
International Paper Com CUSIP: 460146103	1,431.00	$38,980 44	$35,254 51	$3,725.93	$715.50	0.45%
Ion Geophysical Corp CUSIP: 462044108	527 00	$4,468.96	$2,854.58	$1,614.38	$0.00	0 05%
Isis Pharmaceuticals CUSIP: 464330109	860.00	$8,703.20	$8,021.59	$681 61	$0.00	0.10%
J Crew Group Inc CUSIP: 46612H402	130.00	$5,608.20	$4,542.34	$1,065.86	$0.00	0 06%
Jarden Corp CUSIP: 471109108	374.00	$11,545.38	$11,620.75	-$75 37	$123.42	0 13%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Johnson & Johnson Com CUSIP: 478160104	1,549.00	$95,805.65	$73,206.14	$22,599.51	$3,345.84	1.10%
Jos A Bank Clothiers Inc CUSIP· 480838101	206.00	$8,305.92	$8,690.98	-$385.06	$0.00	0 10%
JPMorgan Chase & Co CUSIP· 46625H100	2,220 00	$94,172.40	$77,465.07	$16,707.33	$444.00	1.08%
Juniper Networks Inc CUSIP· 48203R104	1,495.00	$55,195 40	$21,390.46	$33,804.94	$0.00	0 63%
L-3 Communications Hldgs Inc CUSIP: 502424104	585.00	$41,236.65	$34,295.32	$6,941.33	$936.00	0.47%
Lam Resh Corp CUSIP: 512807108	107 00	$5,540.46	$4,353.38	$1,187.08	$0 00	0.06%
Liberty Media Corp New CUSIP: 53071M708	100 00	$6,648.00	$1,371.90	$5,276.10	$0.00	0 08%
Liberty Media Hldg Corp CUSIP: 53071M104	1,200.00	$18,924.00	$11,258.64	$7,665.36	$0.00	0.22%
Liberty Media Hldg Corp CUSIP: 53071M302	500.00	$31,280.00	$2,647 95	$28,632.05	$0.00	0 36%
Lincoln Natl Corp Ind Com CUSIP: 534187109	848.00	$23,582.88	$20,956.55	$2,626.33	$169.60	0.27%
Madison Square Garden Inc CUSIP: 55826P100	325.00	$8,378.50	$2,846.37	$5,532.13	$0.00	0.10%
Magellan Health Svcs Inc CUSIP: 559079207	200 00	$9,456.00	$8,318.70	$1,137.30	$0.00	0.11%
Marshall & Ilsley Corp New CUSIP· 571837103	2,385.00	$16,504.20	$13,827.99	$2,676.21	$95.40	0 19%
McDonalds Corp Com CUSIP. 580135101	380 00	$29,168.80	$21,422 46	$7,746.34	$927.20	0 33%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Mednax Inc CUSIP: 58502B106	183.00	$12,314.07	$10,083.78	$2,230.29	$0.00	0 14%
Merck & Co Inc New CUSIP: 58933Y105	1,950 00	$70,278.00	$68,911.37	$1,366.63	$2,964.00	0.80%
Metlife Inc CUSIP: 59156R108	860.00	$38,218.40	$35,521.87	$2,696.53	$636.40	0.44%
Mettler-Toledo Intl Inc Com CUSIP: 592688105	350.00	$52,923.50	$21,051.36	$31,872.14	$0 00	0 61%
Microchip Technology Inc CUSIP: 595017104	300.00	$10,263.00	$8,582.56	$1,680.44	$414.00	0.12%
Micron Technology Inc Com CUSIP. 595112103	1,695.00	$13,593.90	$13,273.04	$320.86	$0 00	0 16%
Microsoft Corp Com CUSIP: 594918104	3,135.00	$87,497.85	$78,914.72	$8,583 13	$2,006.40	1 00%
Mohawk Inds Inc CUSIP: 608190104	170.00	$9,649.20	$9,992 10	-$342.90	$0.00	0 11%
Monsanto Co New CUSIP: 61166W101	500.00	$34,820 00	$38,692 07	-$3,872.07	$560.00	0.40%
Monster Worldwide Inc CUSIP: 611742107	236.00	$5,576.68	$4,259.33	$1,317.35	$0.00	0 06%
Morgan Stanley CUSIP: 617446448	1,600 00	$43,536.00	$47,440.48	-$3,904 48	$320 00	0 50%
Nasdaq Omx Group Inc CUSIP. 631103108	1,800.00	$42,714 00	$54,558.64	-$11,844.64	$0.00	0.49%
Nat'l Oilwell Varco CUSIP: 637071101	420.00	$28,245.00	$13,920.56	$14,324.44	$184.80	0.32%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Newmont Mining Corp Com CUSIP: 651639106	550.00	$33,786 50	$24,700.79	$9,085 71	$330.00	0 39%
News Corp CUSIP: 65248E203	2,200.00	$36,124.00	$30,893.65	$5,230 35	$330.00	0.41%
Northern Oil & Gas Inc Nev CUSIP: 665531109	258.00	$7,020 18	$5,317.87	$1,702.31	$0.00	0 08%
Northwest Bancshares Inc CUSIP: 667340103	210 00	$2,473.28	$2,679.03	-$205.75	$84.00	0.03%
NRG Energy Inc CUSIP· 629377508	380.00	$7,425.20	$8,651.66	-$1,226.46	$0 00	0 09%
Nucor Corp CUSIP: 670346105	495.00	$21,690.90	$21,247.22	$443.68	$717.75	0 25%
NVIDIA Corp CUSIP: 67066G104	4,000.00	$61,600.00	$61,394.54	$205.46	$0.00	0 71%
Oceaneering Intl Inc CUSIP: 675232102	74 00	$5,448.62	$4,313.95	$1,134.67	$0.00	0.06%
Oil Sts Intl Inc CUSIP: 678026105	102.00	$6,537.18	$5,422.47	$1,114.71	$0.00	0 07%
Onyx Pharmaceuticals Inc DEL CUSIP: 683399109	254 00	$9,364.98	$6,445.98	$2,919 00	$0.00	0.11%
Oracle Corporation Com CUSIP: 68389X105	977.00	$30,580.10	$27,370.57	$3,209.53	$195.40	0.35%
Paccar Inc CUSIP: 693718108	735.00	$42,144.90	$28,929.52	$13,215.38	$352.80	0 48%
Pall Corp Com CUSIP. 696429307	745 00	$36,937.10	$17,318.02	$19,619.08	$476.80	0 42%
Pantry Inc CUSIP: 698657103	545.00	$10,823 70	$9,156.33	$1,667.37	$0 00	0.12%

Statement of Value and Activity

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Parker Hannifin Corp CUSIP: 701094104	120.00	$10,356.00	$7,772.10	$2,583.90	$139.20	0 12%
Peabody Energy Corp CUSIP: 704549104	156.00	$9,980 88	$5,582.23	$4,398.65	$53.04	0.11%
Peoples United Financial Inc CUSIP. 712704105	660.00	$9,246.60	$9,833.54	-$586.94	$409 20	0.11%
Pepsico Inc Com CUSIP: 713448108	1,131.00	$73,888.23	$53,837.82	$20,050.41	$2,171.52	0.85%
Petrohawk Energy Corp CUSIP: 716495106	298.00	$5,438.50	$6,300.68	-$862.18	$0.00	0 06%
Pfizer Inc Com CUSIP. 717081103	2,475.00	$43,337.25	$53,460.68	-$10,123.43	$1,980.00	0 50%
PNC Financial Services Group Inc CUSIP: 693475105	309.00	$18,762 48	$18,525.72	$236.76	$123.60	0 21%
Procter & Gamble Company Com CUSIP: 742718109	1,100.00	$70,763.00	$33,631.80	$37,131.20	$2,119.70	0 81%
Quanta Svcs Inc CUSIP. 74762E102	445.00	$8,864 40	$8,894.41	-$30.01	$0.00	0.10%
Quest Software Inc CUSIP: 74834T103	197.00	$5,464.78	$5,525.44	-$60.66	$0.00	0.06%
Rockwood Hldgs Inc CUSIP: 774415103	221.00	$8,645.52	$5,496.56	$3,148.96	$0.00	0 10%
Ross Stores Inc Com CUSIP: 778296103	170.00	$10,752.50	$9,374.96	$1,377.54	$108.80	0.12%
Sandisk Corp CUSIP: 80004C101	660.00	$32,907.60	$17,838.89	$15,068.71	$0.00	0.38%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Schwab Charles Corp New CUSIP: 808513105	2,348.00	$40,174.28	$32,003.13	$8,171.15	$563.52	0 46%
Sempra Energy CUSIP: 816851109	150.00	$7,872.00	$7,251.00	$621.00	$234.00	0.09%
Shaw Group Inc CUSIP. 820280105	800.00	$27,384.00	$30,259.32	-$2,875.32	$0 00	0.31%
Signature Bk New York N Y CUSIP: 82669G104	183 00	$9,160.98	$6,984 38	$2,176.60	$0.00	0 10%
State Street Corp CUSIP: 857477103	296.00	$13,716.64	$12,637.34	$1,079.30	$11.84	0.16%
SunTrust Bks Inc CUSIP: 867914103	341.00	$10,062.91	$9,004.79	$1,058.12	$13.64	0 12%
Target Corp Com CUSIP: 87612E106	313.00	$18,820.69	$18,523.72	$296.97	$313.00	0 22%
TD Ameritrade Hldg Corp CUSIP: 87236Y108	600 00	$11,394 00	$11,266.55	$127.45	$120 00	0.13%
Texas Instruments Com CUSIP: 882508104	2,535.00	$82,387.50	$65,952.62	$16,434.88	$1,318.20	0 94%
The Travelers Companies Inc CUSIP: 89417E109	337.00	$18,774.27	$18,525.73	$248.54	$485.28	0 21%
Thermo Fisher Corp CUSIP: 883556102	695.00	$38,475.20	$28,416.56	$10,058.64	$0.00	0 44%
Tractor Supply Co CUSIP: 892356106	120.00	$5,818.80	$4,090.25	$1,728.55	$33.60	0.07%
UnitedHealth Group Inc CUSIP: 91324P102	2,000.00	$72,220.00	$46,145.31	$26,074.69	$1,000.00	0 83%
Valmont Inds Inc CUSIP: 920253101	75.00	$6,654 75	$6,181.15	$473.60	$49.50	0.08%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Varian Semiconductor Equiptment CUSIP· 922207105	180 00	$6,654 60	$5,939.78	$714.82	$0.00	0.08%
Vertex Pharmaceuticals Inc CUSIP: 92532F100	500.00	$17,515.00	$14,280.56	$3,234 44	$0.00	0.20%
Visa Inc-Class A Shares CUSIP: 92826C839	576.00	$40,538.88	$45,099.81	-$4,560.93	$345.60	0.46%
WalMart Stores Inc Com CUSIP: 931142103	714 00	$38,506.02	$32,226.62	$6,279.40	$863.94	0.44%
Walt Disney Company Com CUSIP: 254687106	1,500.00	$56,265.00	$21,983.55	$34,281.45	$600.00	0 64%
Wells Fargo & Co New Com CUSIP. 949746101	1,238.00	$38,365.62	$35,699.84	$2,665.78	$247.60	0 44%
Whirlpool Corporation Com CUSIP: 963320106	103.00	$9,149.49	$8,223.28	$926.21	$177.16	0 10%
XILINX Inc Com CUSIP: 983919101	290 00	$8,404 20	$7,516.06	$888.14	$185 60	0 10%
YAHOO Inc CUSIP: 984332106	2,250.00	$37,417.50	$30,241.31	$7,176.19	$0.00	0 43%
3M Company CUSIP: 88579Y101	434.00	$37,454.20	$37,100.67	$353.53	$911.40	0 43%
		$4,807,488.32	$3,655,992.87	$1,151,495.45	$60,302.38	55 05%
ADRs						
Ace LTD CUSIP: H0023R105	464.00	$28,884 00	$28,606.76	$277.24	$612.48	0 33%
Agnico Eagle Mines Ltd CUSIP: 008474108	102.00	$7,823.40	$5,983.67	$1,839.73	$65.28	0 09%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
AMDOCS Ltd CUSIP: G02602103	341.00	$9,367.27	$9,457.15	-$89.88	$0.00	0.11%
Anheuser Busch Inbev Sa/Nv CUSIP: 03524A108	307.00	$17,526.63	$17,713.93	-$187.30	$118.50	0.20%
Arch Capital Group Ltd Com) CUSIP: G0450A105	125.00	$11,006.25	$9,385.15	$1,621.10	$0.00	0 13%
ASML Holding Nv-Uy Reg SHS CUSIP: N07059186	1,150.00	$44,091.00	$26,381 04	$17,709.96	$262.20	0 50%
Atlas Copco AB CUSIP: 049255805	1,650 00	$37,174.50	$20,190.35	$16,984.15	$450 45	0 43%
AXA S.A SPD ADR CUSIP: 054536107	2,250 00	$37,462.50	$52,052.65	-$14,590.15	$1,316.25	0 43%
BASF Aktiengesllschaft-Level I CUSIP: 055262505	481.00	$38,460.76	$20,692.11	$17,768.65	$777.78	0 44%
BP PLC ADR CUSIP: 055622104	1,089 00	$48,101.13	$44,846 37	$3,254.76	$0 00	0.55%
Canon Inc ADR Repstg 5 SHS CUSIP: 138006309	800.00	$41,072 00	$24,697.67	$16,374 33	$954.40	0 47%
Check Point Software Tech Ltd Ord CUSIP: M22465104	203.00	$9,390.78	$6,740.84	$2,649.94	$0 00	0.11%
Covidien PLC Usd0 20 CUSIP: G2554F105	350.00	$15,981.00	$12,967.55	$3,013.45	$280 00	0.18%
CRH PLC CUSIP· 12626K203	2,000.00	$41,600.00	$45,669.60	-$4,069.60	$1,612.00	0.48%
Danone CUSIP: 23636T100	2,150.00	$27,197.50	$22,790.87	$4,406.63	$434.30	0 31%
Diageo PLC Spns ADR CUSIP: 25243Q205	350.00	$26,015.50	$17,749.90	$8,265 60	$827.40	0 30%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Elan PLC ADR CUSIP: 284131208	950.00	$5,443.50	$6,057.42	-$613.92	$0.00	0.06%
Glaxo Smithkline CUSIP: 37733W105	500.00	$19,610 00	$20,880.20	-$1,270 20	$999.50	0.22%
Grupo Televisa SA-Sponsored ADR CUSIP: 40049J206	1,300.00	$33,709.00	$23,030.25	$10,678.75	$1,515.80	0 39%
Honda Mtr Ltd ADR New CUSIP: 438128308	1,100 00	$43,450.00	$30,303.18	$13,146 82	$532.40	0.50%
Hong Kong & China Gas Ltd CUSIP: 438550303	11,900.00	$27,727.00	$14,611.14	$13,115.86	$499.80	0.32%
HSBC Hldgs PLC Sponsored ADR New CUSIP: 404280406	350.00	$17,864.00	$19,279 28	-$1,415.28	$595.00	0.20%
Hutchinson Whampoa Ltd ADR CUSIP: 448415208	750.00	$38,557.50	$34,147.50	$4,410.00	$803 25	0 44%
Icon Pub Ltd Co CUSIP: 45103T107	1,300.00	$28,470.00	$33,194.48	-$4,724 48	$0 00	0 33%
ING Groep N V Sponsored ADR CUSIP: 456837103	3,750.00	$36,712 50	$37,213.52	-$501.02	$0.00	0.42%
Invesco Ltd CUSIP: G491BT108	500.00	$12,030.00	$9,928.16	$2,101.84	$220.00	0.14%
Koninklijke Philips Electrs N V CUSIP: 500472303	750.00	$23,025 00	$19,901.07	$3,123.93	$594.75	0.26%
Mitsubishi UFJ Finl Group Apd ADR CUSIP: 606822104	7,000.00	$37,870.00	$49,277.50	-$11,407.50	$889.00	0 43%
Nestle SA Spon ADR Repstg Reg CUSIP: 641069406	775.00	$45,585.50	$17,981.25	$27,604.25	$695.18	0 52%
Noble Corp Com CUSIP: H5833N103	145.00	$5,186 65	$5,373.40	-$186.75	$50.46	0.06%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Nokia Corp Spnsd ADR CUSIP: 654902204	2,680.00	$27,657.60	$26,127.20	$1,530.40	$940.68	0.32%
Nomura Hldgs Inc SPD ADR CUSIP: 65535H208	4,950.00	$31,581.00	$38,011.44	-$6,430.44	$415.80	0.36%
Novartis AG Spons ADR CUSIP. 66987V109	500.00	$29,475 00	$22,485.46	$6,989.54	$826 50	0.34%
Novo-Nordisk A S CUSIP: 670100205	300.00	$33,771.00	$5,779.50	$27,991.50	$293.70	0.39%
Orix Corp Spnd ADR CUSIP: 686330101	800.00	$38,918.40	$47,130.09	-$8,211.69	$297.60	0.45%
Partnerre Ltd CUSIP. G6852T105	113.00	$9,079.55	$8,322.08	$757.47	$248.60	0.10%
Petroleo Brasileiro SA Petrobras CUSIP: 71654V408	700 00	$26,488.00	$22,942.56	$3,545 44	$105.00	0.30%
Rio Tinto PLC Spn ADR CUSIP. 767204100	700.00	$50,162.00	$25,351.43	$24,810.57	$618 80	0 57%
Sap AG CUSIP: 803054204	700.00	$35,427.00	$33,572.40	$1,854.60	$294.00	0 41%
Schlumberger Ltd CUSIP: 806857108	440.00	$36,740.00	$24,893.84	$11,846 16	$369.60	0.42%
Seagate Technology PLC CUSIP: G7945M107	2,852.00	$42,865.56	$38,241.23	$4,624.33	$0 00	0 49%
Shire PLC CUSIP: 82481R106	530.00	$38,361.40	$30,232.78	$8,128.62	$182.85	0.44%
Smith & Nephew P L C SPD ADR New CUSIP· 83175M205	520.00	$27,326.00	$26,354.43	$971.57	$372.32	0.31%
Suncor Energy Inc CUSIP· 867224107	745.00	$28,526.05	$23,254.07	$5,271 98	$295.02	0 33%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Telefonica S A CUSIP: 879382208	400.00	$27,368 00	$24,428.21	$2,939.79	$1,670.40	0.31%
Tesco PLC Sponsored ADR CUSIP: 881575302	1,300.00	$26,234.00	$22,066 75	$4,167.25	$754.00	0.30%
Total S.A. ADR CUSIP: 89151E109	490.00	$26,205.20	$19,266.67	$6,938.53	$1,216.67	0 30%
Toyota Mtr Corp CUSIP: 892331307	328.00	$25,790.64	$31,274.37	-$5,483.73	$312.26	0 30%
Transocean Inc Com Usd0.01 'register CUSIP: H8817H100	420.00	$29,194.20	$25,843.28	$3,350.92	$0.00	0.33%
Trend Micro Inc ADR CUSIP: 89486M206	800 00	$26,536 00	$26,354.86	$181.14	$708.80	0.30%
Tyco Electronics Ltd Com Chf2.60 CUSIP: H8912P106	1,150.00	$40,710.00	$38,970.93	$1,739.07	$736.00	0 47%
Tyco International Com Usd0.80 CUSIP: H89128104	1,048.00	$43,429.12	$47,397.01	-$3,967.89	$880.32	0.50%
UBS AG CUSIP: H89231338	1,725.00	$28,410 75	$36,485.05	-$8,074.30	$0.00	0 33%
United Overseas Bk Ltdadr CUSIP: 911271302	1,280.00	$36,300.80	$26,969.28	$9,331.52	$1,080.32	0.42%
Uti Worldwide Inc CUSIP: G87210103	444 00	$9,412.80	$9,267.42	$145.38	$26.64	0.11%
Vestas Wind Sys A/S CUSIP: 925458101	2,400.00	$25,272 00	$36,248.79	-$10,976.79	$0.00	0 29%
Vodafone Group SPD ADR Rep 10 Ord SH CUSIP: 92857W209	2,885.00	$76,279.40	$65,140.48	$11,138.92	$3,762.04	0 87%

Statement of Value and Activity

December 1, 2010 - December 31, 2010

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Wal-Mart DE Mexico S A B DE C V CUSIP. 93114W107	1,000 00	$28,580.00	$12,042.50	$16,537.50	$573.00	0.33%
Warner Chilcott PLC Ireland CUSIP: G94368100	442.00	$9,971.52	$8,881.41	$1,090.11	$0.00	0.11%
Weatherford Int Ltd Com Usd1.00 CUSIP: H27013103	2,500.00	$57,000 00	$26,112.56	$30,887.44	$0.00	0.65%
XL Group PLC CUSIP. G98290102	475.00	$10,364.50	$8,705.24	$1,659.26	$190.00	0.12%
		$1,799,832.36	$1,525,257.28	$274,575.08	$32,277.10	20.62%
Closely Held Common Stock						
Regeneron Pharmaceuticals Inc CUSIP: 75886F107	240.00	$7,879.20	$6,076.86	$1,802.34	$0 00	0.09%
		$7,879.20	$6,076.86	$1,802.34	$0.00	0.09%
Real Estate Investment Trusts						
Alexandria Real Estate Equities Inc CUSIP: 015271109	110.00	$8,058.60	$7,251.50	$807.10	$343.20	0 09%
Annaly Capitol Mgmt Inc CUSIP: 035710409	2,046.00	$36,664.32	$36,003.45	$660.87	$6,138.00	0 42%
Chimera Invt Corp CUSIP· 16934Q109	4,472.00	$18,379.92	$18,070.01	$309 91	$2,862.08	0 21%
Health Care REIT Inc CUSIP: 42217K106	140 00	$6,669.60	$6,103.25	$566.35	$380.80	0 08%
		$69,772.44	$67,428.21	$2,344.23	$9,724.08	0 80%
Total Common Equity Securities		$6,684,972.32	$5,254,755.22	$1,430,217.10	$102,303.56	76.56%

Statement of Value and Activity

December 1, 2010 - December 31, 2010

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Preferred Equity Securities						
Convertible Preferred Stocks						
General Mtrs Co Jr PFD Cnv Srb CUSIP: 37045V209	368 00	$19,912.48	$18,282.90	$1,629.58	$0.00	0.23%
Total Preferred Equity Securities		$19,912.48	$18,282.90	$1,629.58	$0.00	0.23%
Cash Equivalents						
Invested Cash						
Citibank M.D.A. (L) CUSIP: 9900CST72	604 46	$604.46	$604.46	$0.00	$1.51	0.01%(
Citibank M.D A (L) CUSIP: 9900CST72	332,198.17	$332,198.17	$332,198.17	$0 00	$830.50	3.76%
Total Cash Equivalents		$332,802.63	$332,802.63	$0.00	$832.01	3.77%
Total All Assets		**$8,735,183.10**	**$7,255,394.43**	**$1,479,788.67**	**$170,619.49**	**100.00%**

PORTFOLIO DETAILS

Your holdings are valued using the most current prices available to Citigroup Global Markets Inc. (CGMI). In most cases, these values are as of 12/31/10, but in some cases CGMI's sources are unable to provide timely information. To see the date of the most recent price update, please view your account online at www.smithbarney.com.

Securities purchased or sold are included or excluded in this section as of the trade-date This section may include securities that have not settled as of this statement closing date. Please see the "Unsettled Purchases/Sales" section for more information. Dividend yield is the estimated annual income, assuming the current dividend, divided by the security's market price at the end of the statement period. We do not guarantee the accuracy of the prices reflected on the statement nor do these prices represent levels at which securities can be bought or sold

Please Note: *unrealized gain/(loss) is being shown for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor*

Money fund

An investment in a money market fund is neither insured nor guaranteed by the FDIC or any other government agency. Although money market funds seek to preserve the value of your investment at $1 00 per share, there can be no assurance that will occur and it is possible to lose money should the fund value per share fall Moreover, in some circumstances money market funds may be forced to cease operations when the value of a fund drops below $1 00 per share. In that event, the fund's holdings would be liquidated and distributed to the fund's shareholders This liquidation process could take up to one month or more. During that time, these funds would not be available to you to support purchases, withdrawals, and if applicable, check writing or ATM debits from your account.

Number of shares	Description	Current value	Accrued dividends	Annualized % dividend yield	Anticipated Income (annualized)
14,218 42	WESTERN ASSET MONEY MARKET FUND CLASS A	$ 14,218.42		08%	$ 8 53
Total money fund		$ 14,218 42	$ 0.00	05%	$ 8.53