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

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
WARREN P. AND JOANNE C. POWERS CHARITABLE FOUNDATION, INC.

A Employer identification number
59-3156041

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1050 TALLEYRAND AVENUE

B Telephone number (see page 10 of the instructions)
(904) 353-5353

City or town, state, and ZIP code
JACKSONVILLE, FL 32206

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)* $ 1,176,405.

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)	90,000.			
	2 Check [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	30,735.	30,735.	0.	ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	108,084.			
	b Gross sales price for all assets on line 6a 950,158.				
	7 Capital gain net income (from Part IV, line 2)		108,084.		
	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)	338.	0.	0.	ATCH 2
	12 **Total.** Add lines 1 through 11	229,157.	138,819.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	64,597.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	29,935.	0.	0.	0.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	2,550.	1,275.	0.	0.
	c Other professional fees (attach schedule) *	11,379.	10,784.	0.	0.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	108,461.	12,059.	0.	0.
	25 Contributions, gifts, grants paid	261,899.			261,899.
	26 **Total expenses and disbursements.** Add lines 24 and 25	370,360.	12,059.	0.	261,899.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-141,203.			
	b **Net investment income** (if negative, enter -0-)		126,760.		
	c **Adjusted net income** (if negative, enter -0-)			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	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	34,722.	16,310.	16,310.
	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) **	50,947.	6,989.	6,989.
	b Investments - corporate stock (attach schedule) ATCH 6	835,810.	974,774.	974,774.
	c Investments - corporate bonds (attach schedule) ATCH 7	135,285.	178,332.	178,332.
	11 Investments - land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	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)	1,056,764.	1,176,405.	1,176,405.
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 ATCH 8)	0.	1,006.	
	23 **Total liabilities** (add lines 17 through 22)	0.	1,006.	
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	814,755.	814,755.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	242,009.	360,644.	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	1,056,764.	1,175,399.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,056,764.	1,176,405.	

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	1,056,764.
2	Enter amount from Part I, line 27a	2	-141,203.
3	Other increases not included in line 2 (itemize) ATTACHMENT 9	3	259,838.
4	Add lines 1, 2, and 3	4	1,175,399.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,175,399.

**ATCH 5

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo , day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 — **2** 108,084.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).
If (loss), enter -0- in Part I, line 8 — **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	289,104.	1,016,977.	0.284278
2008	270,415.	841,833.	0.321222
2007	205,081.	1,091,800.	0.187838
2006	311,232.	1,075,959.	0.289260
2005	164,905.	1,025,776.	0.160761

2	**Total** of line 1, column (d)	2	1.243359
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.248672
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,063,754.
5	Multiply line 4 by line 3	5	264,526.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,268.
7	Add lines 5 and 6	7	265,794.
8	Enter qualifying distributions from Part XII, line 4	8	261,899.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here [ ] and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here [ ] and enter 1% of Part I, line 27b	1	2,535.
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	2,535.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	2,535.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 394.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	394.
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	2,141.
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** 0. **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		X
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) FL,			
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 NANCY POWERS Telephone no. 904-353-5353

Located at 1050 TALLEYRAND AVE, JACKSONVILLE, FL ZIP + 4 32206

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 |

			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?	16		X
	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			

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

			Yes	No
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ☒			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).

a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No

If "Yes," list the years ________ , ________ , ________ , ________

			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		

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

			Yes	No
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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)*

		Yes	No
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**	
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**	X

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
ATTACHMENT 11		64,597.	29,935.	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				

Total number of other employees paid over $50,000

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		
Total number of others receiving over $50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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

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	996,596.
b	Average of monthly cash balances	1b	83,357.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	1,079,953.
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	0.
3	Subtract line 2 from line 1d	3	1,079,953.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	16,199.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,063,754.
6	**Minimum investment return.** Enter 5% of line 5	6	53,188.

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	53,188.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,535.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,535.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	50,653.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	50,653.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	50,653.

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	261,899.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	261,899.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	261,899.

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				50,653.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only				
b	Total for prior years 20 08 ,20 07 ,20 06				
3	Excess distributions carryover, if any, to 2010.				
a	From 2005 115,578.				
b	From 2006 259,484.				
c	From 2007 153,069.				
d	From 2008 228,503.				
e	From 2009 238,635.				
f	**Total** of lines 3a through e	995,269.			
4	Qualifying distributions for 2010 from Part XII, line 4 $ 261,899.				
a	Applied to 2009, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2010 distributable amount				50,653.
e	Remaining amount distributed out of corpus	211,246.			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,206,515.			
b	Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
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)				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	115,578.			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	1,090,937.			
10	Analysis of line 9				
a	Excess from 2006 259,484.				
b	Excess from 2007 153,069.				
c	Excess from 2008 228,503.				
d	Excess from 2009 238,635.				
e	Excess from 2010 211,246.				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	**(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).)

WARREN P. POWERS

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

NONE

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

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

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

N/A

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

LETTER FORM. AMOUNT OF GRANT REQUESTED; PURPOSE OF GRANTEE.

c Any submission deadlines:

NONE

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

SEE ATTACHED STATEMENT

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*				
ATTACHMENT 12				
Total			3a	261,899.
b *Approved for future payment*				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
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	30,735.	
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	108,084.	
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)				138,819.	

13 Total. Add line 12, columns (b), (d), and (e) 13 138,819.

(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)

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		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

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

Nancy [signature] 5/12/11

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
J. A. HEINZ	[signature]	5/5/11		P00745632
Firm's name	HEINZ & COMPANY, LLP.		Firm's EIN	20-3903040
Firm's address	7545 CENTURION PARKWAY, SUITE 206 JACKSONVILLE, FL 32256		Phone no	904-652-2230

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

Schedule of Contributors

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

OMB No 1545-0047

Name of the organization
WARREN P. AND JOANNE C. POWERS CHARITABLE FOUNDATION, INC.

Employer identification number
59-3156041

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	[ ] 501(c)( ) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[X] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

[ ] For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year $ ____________

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

Name of organization WARREN P. AND JOANNE C. POWERS CHARITABLE FOUNDATION, INC.

Employer identification number 59-3156041

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	UNIT INTERNATIONAL 644 CESERY BLVD., SUITE 200 JACKSONVILLE, FL 32211	$ 60,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	WARREN & JOANNE POWERS 1050 TALLEYRAND AVENUE JACKSONVILLE, FL 32206	$ 30,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

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

Name of estate or trust: WARREN P. AND JOANNE C. POWERS CHARITABLE FOUNDATION, INC.

Employer identification number: 59-3156041

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	147,027.
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	147,027.

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					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-38,943.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	-38,943.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2010**

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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			147,027.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-38,943.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a	15			108,084.

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

Name of estate or trust: WARREN P. AND JOANNE C. POWERS CHARITABLE

Employer identification number: 59-3156041

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 (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a VARIOUS SHORT TERM - SEE STMT			12,386.	10,185.	2,201.
VARIOUS SHORT TERM - SEE STMT			697,480.	552,654.	144,826.
1b **Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 1b					147,027.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2010**

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

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 (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a VARIOUS LONG TERM - SEE STMT			37,067.	37,395.	-328.
VARIOUS LONG TERM - SEE STMT			203,225.	241,840.	-38,615.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b -38,943.

WARREN & JOANNE POWERS CHARITABLE FOUNDATION
REALIZED GAINS & LOSSES - ACCOUNT 7481

Description	Purchased	Sold	Quantity	Proceeds	Cost	ST	LT	Total Gain
SEMPRA ENERGY	9/1/2009	6/18/2010	40.00	$ 1,991.99	$ 2,006.51	$ (14.52)		$ (14.52)
SANDRIDGE ENERGY	4/5/2010	7/26/2010	0.25	$ 1.52	$ 1.71	$ (0.19)		$ (0.19)
SPECTRUM BRANDS 12XXX	3/4/2010	3/11/2010	662.00	$ -	$ -	$ -		$ -
SUSSER HOLDINGS CORP	2/11/2010	2/26/2010	175.00	$ 1,503.15	$ 1,480.23	$ 22.92		$ 22.92
RCN	5/7/2010	8/27/2010	180.00	$ 2,700.00	$ 2,597.19	$ 102.81		$ 102.81
SEMPRA ENERGY	9/9/2009	9/2/2010	30.00	$ 1,590.78	$ 1,474.99	$ 115.79		$ 115.79
ADFITECH INC	3/15/2010	6/25/2010	391.00	$ 298.89	$ -	$ 298.89		$ 298.89
CHUBB CORP FLOATING	6/4/2009	3/30/2010	2000.00	$ 2,000.50	$ 1,641.94	$ 358.56		$ 358.56
CRYSTAL RIVER CAPITAL	12/29/2009	4/16/2010	1600.00	$ 1,112.43	$ 628.79	$ 483.64		$ 483.64
HUNTSMAN	1/6/2009	1/6/2010	100.00	$ 1,186.83	$ 353.32	$ 833.51		$ 833.51
				$ 12,386.09	$ 10,184.68	$ 2,201.41		$ 2,201.41
Q E P CO INC	7/12/2001	3/29/2010	150.00	$ 1,903.51	$ 581.19		$ 1,322.32	$ 1,322.32
LIBERTY MEDIA CP A WI	5/25/2004	4/9/2010	25.00	$ 1,002.08	$ 1,902.63		$ (900.55)	$ (900.55)
RCN	10/31/2005	3/5/2010	120.00	$ 1,805.36	$ 2,407.84		$ (602.48)	$ (602.48)
JUPITER TELECOMM ORD F	6/26/2006	4/21/2010	1.00	$ 1,483.95	$ 683.51		$ 800.44	$ 800.44
GENERAL COMMUNICATIONS	5/31/2007	11/29/2010	200.00	$ 2,342.29	$ 2,647.25		$ (304.96)	$ (304.96)
GENERAL COMMUNICATIONS	5/31/2007	12/7/2010	100.00	$ 1,196.93	$ 1,323.62		$ (126.69)	$ (126.69)
MCCLATCHY CO HLDG CL A	9/25/2007	4/22/2010	25.00	$ 151.45	$ 493.98		$ (342.53)	$ (342.53)
RCN	9/25/2007	3/5/2010	80.00	$ 1,203.57	$ 1,006.09		$ 197.48	$ 197.48
ISTAR FINANCIAL	11/8/2007	4/8/2010	50.00	$ 265.60	$ 1,417.86		$ (1,152.26)	$ (1,152.26)
MCCLATCHY CO HLDG CL A	11/19/2007	4/22/2010	100.00	$ 605.78	$ 1,550.95		$ (945.17)	$ (945.17)
ISTAR FINANCIAL	12/31/2007	4/8/2010	75.00	$ 398.40	$ 1,959.07		$ (1,560.67)	$ (1,560.67)
ISTAR FINANCIAL	3/4/2008	4/8/2010	75.00	$ 398.40	$ 1,301.16		$ (902.76)	$ (902.76)
THORNBURG	3/10/2008	10/13/2010	5000.00	$ 201.25	$ 1,453.12		$ (1,251.87)	$ (1,251.87)
Y R C WORLDWIDE	4/18/2008	1/4/2010	0.72	$ 0.64	$ 8.03		$ (7.39)	$ (7.39)
Y R C WORLDWIDE	4/18/2008	1/6/2010	234.00	$ 176.50	$ 2,610.66		$ (2,434.16)	$ (2,434.16)
Y R C WORLDWIDE	4/18/2008	2/19/2010	0.56	$ 0.20	$ 0.25		$ (0.05)	$ (0.05)
Y R C WORLDWIDE	4/18/2008	10/6/2010	0.88	$ 4.46	$ 9.69		$ (5.23)	$ (5.23)
Y R C WORLDWIDE	4/18/2008	11/15/2010	237.00	$ 938.15	$ 2,608.75		$ (1,670.60)	$ (1,670.60)
CRYSTAL RIVER CAPITAL	7/8/2008	4/16/2010	300.00	$ 208.59	$ 757.13		$ (548.54)	$ (548.54)

ISTAR FINANCIAL	7/24/2008	4/8/2010	200.00	$ 1,062.41	$ 1,283.31	$ (220.90)	$ (220.90)
NEWCASTLE INVESTMENT CORP	8/14/2008	4/6/2010	320.00	$ 1,105.04	$ 1,266.67	$ (161.63)	$ (161.63)
NEWCASTLE INVST CLASS D	8/14/2008	4/13/2010	22.00	$ 339.08	$ 137.49	$ 201.59	$ 201.59
LIBERTY MEDIA CP A WI	9/19/2008	4/9/2010	40.00	$ 1,603.33	$ 571.32	$ 1,032.01	$ 1,032.01
BLACKROCK LTD DURATION	9/23/2008	7/28/2010	200.00	$ 3,364.65	$ 2,629.05	$ 735.60	$ 735.60
HUNTSMAN	9/30/2008	1/6/2010	50.00	$ 593.41	$ 586.32	$ 7.09	$ 7.09
BLACKROCK PRFD & EQUITY TRUST	10/10/2008	9/13/2010	150.00	$ 1,970.05	$ 852.25	$ 1,117.80	$ 1,117.80
WESTRN ASSET VARBL RAXXX	12/10/2008	6/1/2010	30.00	$ 466.15	$ 308.96	$ 157.19	$ 157.19
PROLOGIS TRUST	12/16/2008	3/9/2010	3000.00	$ 2,903.75	$ 1,010.00	$ 1,893.75	$ 1,893.75
NEWCASTLE INVESTMENT CORP	1/28/2009	4/6/2010	750.00	$ 2,589.96	$ 614.69	$ 1,975.27	$ 1,975.27
XL CAPITAL LTD CL A	2/20/2009	9/29/2010	150.00	$ 3,247.91	$ 489.21	$ 2,758.70	$ 2,758.70
MFS CHARTER INC TRUST	3/10/2009	4/8/2010	150.00	$ 1,395.55	$ 1,036.58	$ 358.97	$ 358.97
SEMPRA ENERGY	9/1/2009	9/2/2010	5.00	$ 265.12	$ 250.81	$ 14.31	$ 14.31
EDISON INTL	10/2/2009	11/19/2010	50.00	$ 1,873.10	$ 1,635.36	$ 237.74	$ 237.74
				$ 37,066.62	$ 37,394.80	$ (328.18)	$ (328.18)

Description	Acquired	Date Sold	Quantity	Proceeds	Cost	Gains	Gains	Gains
PROSHARES ULTRASHORT S&P 500	6/30/2010	8/2/2010	1,514.00	$ 47,421.20	$ 57,181.16	$ (9,759.96)		$ (9,759.96)
VANGUARD TOTAL STOCK MARKET	4/5/2010	5/20/2010	1,091.00	$ 60,099.29	$ 66,036.64	$ (5,937.35)		$ (5,937.35)
VANGUARD TOTAL STOCK MARKET	6/15/2010	6/29/2010	1,090.00	$ 57,842.88	$ 62,444.40	$ (4,601.52)		$ (4,601.52)
I SHARES S&P 500 GROWTH	12/23/2009	1/28/2010	147.00	$ 8,185.48	$ 8,601.44	$ (415.96)		$ (415.96)
PROSHARES S&P SHORT	1/28/2010	3/2/2010	150.00	$ 7,741.04	$ 8,127.45	$ (386.41)		$ (386.41)
BRANDYWINE BLUE FUND	12/30/2009	1/29/2010	2.67	$ 54.53	$ 58.06	$ (3.53)		$ (3.53)
ROYCE TOTAL RETURN	3/11/2010	8/19/2010	4.64	$ 50.61	$ 53.20	$ (2.59)		$ (2.59)
LOOMIS SAYLES GLOBAL BND	1/26/2010	2/12/2010	7.30	$ 115.65	$ 117.41	$ (1.76)		$ (1.76)
LOOMIS SAYLES GLOBAL BND	11/24/2009	1/13/2010	9.76	$ 158.43	$ 160.18	$ (1.75)		$ (1.75)
VANGUARD GNMA	11/30/2009	1/14/2010	5.65	$ 60.30	$ 61.55	$ (1.25)		$ (1.25)
ROYCE TOTAL RETURN	6/10/2010	8/19/2010	6.91	$ 75.29	$ 76.23	$ (0.94)		$ (0.94)
VANGUARD GNMA	10/30/2009	1/14/2010	6.07	$ 64.86	$ 65.48	$ (0.62)		$ (0.62)
ROYCE TOTAL RETURN	3/11/2010	8/19/2010	1.11	$ 12.06	$ 12.67	$ (0.61)		$ (0.61)
VANGUARD GNMA	9/30/2009	1/14/2010	6.66	$ 71.10	$ 71.57	$ (0.47)		$ (0.47)
ROYCE TOTAL RETURN	6/10/2010	8/19/2010	1.65	$ 17.93	$ 18.16	$ (0.23)		$ (0.23)
VANGUARD GNMA	8/31/2009	1/14/2010	7.30	$ 77.90	$ 78.06	$ (0.16)		$ (0.16)
BRANDYWINE BLUE FUND	10/29/2009	1/29/2010	6.55	$ 134.01	$ 134.06	$ (0.05)		$ (0.05)
VANGUARD GNMA	3/31/2009	1/14/2010	7.83	$ 83.60	$ 83.54	$ 0.06		$ 0.06
VANGUARD GNMA	7/31/2009	1/14/2010	7.48	$ 79.83	$ 79.77	$ 0.06		$ 0.06
VANGUARD GNMA	4/30/2009	1/14/2010	7.92	$ 84.61	$ 84.54	$ 0.07		$ 0.07
VANGUARD GNMA	12/30/2009	1/14/2010	4.20	$ 44.85	$ 44.77	$ 0.08		$ 0.08
VANGUARD GNMA	12/30/2009	1/14/2010	10.92	$ 116.60	$ 116.41	$ 0.19		$ 0.19
VANGUARD GNMA	5/29/2009	1/14/2010	7.75	$ 82.76	$ 82.55	$ 0.21		$ 0.21
VANGUARD GNMA	12/31/2009	1/14/2010	5.41	$ 57.73	$ 57.52	$ 0.21		$ 0.21
ROYCE TOTAL RETURN	12/9/2009	8/19/2010	1.08	$ 11.78	$ 11.30	$ 0.48		$ 0.48
VANGUARD GNMA	6/30/2009	1/14/2010	7.73	$ 82.48	$ 81.96	$ 0.52		$ 0.52
VANGUARD GNMA	1/30/2009	1/14/2010	4.69	$ 50.11	$ 49.42	$ 0.69		$ 0.69
LOOMIS SAYLES GLOBAL BND	10/27/2009	1/13/2010	10.49	$ 170.44	$ 169.68	$ 0.76		$ 0.76
ROYCE TOTAL RETURN	9/9/2009	8/19/2010	1.07	$ 11.66	$ 10.80	$ 0.86		$ 0.86
VANGUARD GNMA	2/27/2009	1/14/2010	6.80	$ 72.62	$ 71.68	$ 0.94		$ 0.94
ROYCE TOTAL RETURN	9/9/2010	11/4/2010	1.14	$ 14.28	$ 12.77	$ 1.51		$ 1.51
LOOMIS SAYLES GLOBAL BND	12/11/2009	1/13/2010	19.42	$ 315.32	$ 313.36	$ 1.96		$ 1.96
ROYCE TOTAL RETURN	9/9/2009	8/19/2010	2.93	$ 31.91	$ 29.53	$ 2.38		$ 2.38
ROYCE TOTAL RETURN	12/9/2009	8/19/2010	5.34	$ 58.27	$ 55.84	$ 2.43		$ 2.43
LOOMIS SAYLES GLOBAL BND	9/22/2009	1/13/2010	10.14	$ 164.76	$ 162.31	$ 2.45		$ 2.45
LOOMIS SAYLES GLOBAL BND	8/25/2009	1/13/2010	5.23	$ 85.01	$ 81.60	$ 3.41		$ 3.41

LOOMIS SAYLES GLOBAL BND	6/23/2009	1/13/2010	3.10	$ 50.37	$ 45.43	$ 4.94	$ 4.94
LOOMIS SAYLES BOND FND	12/11/2009	1/13/2010	13.23	$ 180.09	$ 174.97	$ 5.12	$ 5.12
LOOMIS SAYLES BOND FND	11/24/2009	1/13/2010	13.73	$ 186.93	$ 181.34	$ 5.59	$ 5.59
LOOMIS SAYLES GLOBAL BND	4/28/2009	1/13/2010	3.03	$ 49.18	$ 40.64	$ 8.54	$ 8.54
BLACKROCK US OPPORTUNITY	12/4/2009	1/13/2010	5.12	$ 177.13	$ 166.90	$ 10.23	$ 10.23
LOOMIS SAYLES GLOBAL BND	7/28/2009	1/13/2010	11.49	$ 186.64	$ 173.42	$ 13.22	$ 13.22
LOOMIS SAYLES GLOBAL BND	5/27/2009	1/13/2010	6.70	$ 108.81	$ 95.34	$ 13.47	$ 13.47
LOOMIS SAYLES GLOBAL BND	3/24/2009	2/12/2010	5.72	$ 90.60	$ 74.77	$ 15.83	$ 15.83
ISHARES S&P MIDCAP 400/BARRA VALUE	10/30/2009	2/17/2010	3.00	$ 200.09	$ 179.72	$ 20.37	$ 20.37
PIMCO COMMODITY REAL RETURN	6/17/2010	11/4/2010	17.34	$ 157.15	$ 130.40	$ 26.75	$ 26.75
PIMCO COMMODITY REAL RETURN	12/9/2009	11/4/2010	34.80	$ 315.40	$ 280.50	$ 34.90	$ 34.90
PIMCO COMMODITY REAL RETURN	12/30/2009	11/4/2010	69.55	$ 630.37	$ 577.99	$ 52.38	$ 52.38
VANGUARD GNMA	2/10/2009	1/14/2010	944.14	$ 10,081.43	$ 10,000.00	$ 81.43	$ 81.43
PIMCO COMMODITY REAL RETURN	3/18/2010	11/4/2010	72.72	$ 659.10	$ 576.70	$ 82.40	$ 82.40
PIMCO COMMODITY REAL RETURN	9/16/2010	11/4/2010	89.19	$ 808.31	$ 709.93	$ 98.38	$ 98.38
SSGA EMERGING MARKETS	10/23/2009	10/1/2010	59.97	$ 1,294.73	$ 1,126.22	$ 168.51	$ 168.51
ARTIO INTL EQUITY I	12/29/2009	1/13/2010	235.42	$ 6,884.13	$ 6,690.56	$ 193.57	$ 193.57
PERRIGO CO.	6/3/2010	7/22/2010	6.00	$ 335.97	$ -	$ 335.97	$ 335.97
PROSHARES ULTRASHORT S&P 500	5/20/2010	6/8/2010	1,825.00	$ 65,666.55	$ 65,090.84	$ 575.71	$ 575.71
ROYCE TOTAL RETURN	10/30/2009	8/19/2010	796.81	$ 8,688.16	$ 8,000.00	$ 688.16	$ 688.16
LOOMIS SAYLES GLOBAL BND	3/19/2009	1/13/2010	230.36	$ 3,741.33	$ 3,052.26	$ 689.07	$ 689.07
VALUE LINE EMERGING OPPORTUNITIES	10/30/2009	5/25/2010	461.60	$ 11,881.67	$ 11,000.00	$ 881.67	$ 881.67
ARTIO INTL EQUITY I	3/19/2009	1/13/2010	105.53	$ 3,085.96	$ 2,169.72	$ 916.24	$ 916.24
LOOMIS SAYLES GLOBAL BND	5/21/2009	1/13/2010	488.31	$ 7,930.83	$ 7,000.00	$ 930.83	$ 930.83
CHURCH & DWIGHT	5/28/2010	8/19/2010	46.00	$ 2,835.40	$ 1,870.82	$ 964.58	$ 964.58
BLACKROCK US OPPORTUNITY	10/30/2009	1/13/2010	254.25	$ 8,795.95	$ 7,777.64	$ 1,018.31	$ 1,018.31
CHURCH & DWIGHT	5/28/2010	8/19/2010	54.00	$ 3,328.51	$ 2,196.18	$ 1,132.33	$ 1,132.33
BRANDYWINE BLUE FUND	2/10/2009	1/29/2010	798.03	$ 16,329.85	$ 15,000.00	$ 1,329.85	$ 1,329.85
ISHARES S&P MIDCAP 400/BARRA VALUE	10/30/2009	2/17/2010	197.00	$ 13,141.72	$ 11,801.61	$ 1,340.11	$ 1,340.11
ISHARES S&P MIDCAP 400/BARRA VALUE	10/30/2009	2/17/2010	200.00	$ 13,340.86	$ 11,981.34	$ 1,359.52	$ 1,359.52
LOOMIS SAYLES BOND FND	2/10/2009	1/13/2010	492.81	$ 6,710.98	$ 5,223.37	$ 1,487.61	$ 1,487.61
BLACKROCK US OPPORTUNITY	10/30/2009	3/26/2010	301.47	$ 10,724.38	$ 9,222.36	$ 1,502.02	$ 1,502.02
FAIRHOLME FUND	8/19/2010	11/4/2010	487.11	$ 16,955.00	$ 15,380.05	$ 1,574.95	$ 1,574.95
PROSHARES ULTRASHORT TREASURY	10/21/2010	12/1/2010	651.00	$ 23,232.86	$ 21,576.58	$ 1,656.28	$ 1,656.28
CHURCH & DWIGHT	5/28/2010	8/19/2010	100.00	$ 6,163.91	$ 4,067.00	$ 2,096.91	$ 2,096.91
CHURCH & DWIGHT	5/28/2010	8/19/2010	100.00	$ 6,163.91	$ 4,067.00	$ 2,096.91	$ 2,096.91
CHURCH & DWIGHT	5/28/2010	8/19/2010	100.00	$ 6,163.91	$ 4,067.00	$ 2,096.91	$ 2,096.91

CHURCH & DWIGHT	5/28/2010	8/19/2010	100.00	$ 6,163.91	$ 4,067.00	$ 2,096.91		$ 2,096.91
CHURCH & DWIGHT	5/28/2010	8/19/2010	114.00	$ 7,026.85	$ 4,636.38	$ 2,390.47		$ 2,390.47
LOOMIS SAYLES GLOBAL BND	3/19/2009	2/12/2010	2,197.17	$ 34,822.24	$ 29,112.48	$ 5,709.76		$ 5,709.76
CHURCH & DWIGHT	5/28/2010	8/19/2010	300.00	$ 18,491.73	$ 12,201.00	$ 6,290.73		$ 6,290.73
ADOBE SYSTEMS	6/1/2010	8/19/2010	1,000.00	$ 27,461.58	$ 20,650.00	$ 6,811.58		$ 6,811.58
PRAXAIR	6/1/2010	8/19/2010	200.00	$ 17,552.54	$ 7,915.44	$ 9,637.10		$ 9,637.10
PRAXAIR	6/1/2010	8/19/2010	244.00	$ 21,414.09	$ 9,656.84	$ 11,757.25		$ 11,757.25
PRAXAIR	6/1/2010	8/19/2010	300.00	$ 26,328.80	$ 11,873.16	$ 14,455.64		$ 14,455.64
FREEPORT MCMORAN COPPER	5/28/2010	8/19/2010	677.00	$ 48,813.94	$ 15,875.85	$ 32,938.09		$ 32,938.09
PERRIGO CO.	5/28/2010	7/22/2010	863.00	$ 48,325.06	$ -	$ 48,325.06		$ 48,325.06
				$ 697,480.09	$ 552,653.82	$ 144,826.27		$ 144,826.27
ACADIAN EMERGING MARKETS	12/30/2004	11/4/2010	3.76	$ 77.04	$ 75.63		$ 1.41	$ 1.41
ACADIAN EMERGING MARKETS	10/27/2005	11/4/2010	72.46	$ 1,484.71	$ 1,457.42		$ 27.29	$ 27.29
ACADIAN EMERGING MARKETS	12/15/2005	11/4/2010	80.34	$ 1,646.23	$ 1,615.98		$ 30.25	$ 30.25
ACADIAN EMERGING MARKETS	12/14/2006	11/4/2010	6.96	$ 142.51	$ 139.89		$ 2.62	$ 2.62
ACADIAN EMERGING MARKETS	12/13/2007	11/4/2010	25.49	$ 522.33	$ 811.15		$ (288.82)	$ (288.82)
ACADIAN EMERGING MARKETS	12/13/2007	11/4/2010	38.01	$ 778.81	$ 1,209.45		$ (430.64)	$ (430.64)
ACADIAN EMERGING MARKETS	12/28/2007	11/4/2010	17.00	$ 348.37	$ 533.19		$ (184.82)	$ (184.82)
ARTIO INTL EQUITY I	3/19/2009	11/4/2010	321.85	$ 9,970.09	$ 6,617.32		$ 3,352.77	$ 3,352.77
BLACKROCK US OPPORTUNITY	2/13/2009	3/26/2010	34.85	$ 1,239.73	$ 821.28		$ 418.45	$ 418.45
BRANDYWINE BLUE FUND	11/30/2007	1/29/2010	1,681.88	$ 34,415.79	$ 59,000.00		$ (24,584.21)	$ (24,584.21)
BRANDYWINE BLUE FUND	12/28/2007	1/29/2010	9.82	$ 200.90	$ 349.41		$ (148.51)	$ (148.51)
BRANDYWINE BLUE FUND	12/28/2007	1/29/2010	13.29	$ 272.01	$ 473.10		$ (201.09)	$ (201.09)
BRANDYWINE BLUE FUND	6/11/2008	1/29/2010	364.72	$ 7,463.20	$ 12,200.00		$ (4,736.80)	$ (4,736.80)
DODGE & COX INTERNATIONAL	11/30/2007	1/13/2010	272.89	$ 8,973.08	$ 13,401.11		$ (4,428.03)	$ (4,428.03)
DODGE & COX INTERNATIONAL	11/30/2007	3/26/2010	400.15	$ 13,032.07	$ 19,650.15		$ (6,618.08)	$ (6,618.08)
DODGE & COX INTERNATIONAL	12/28/2007	3/26/2010	13.47	$ 438.60	$ 621.64		$ (183.04)	$ (183.04)
DODGE & COX INTERNATIONAL	12/28/2007	3/26/2010	45.47	$ 1,480.75	$ 2,098.70		$ (617.95)	$ (617.95)
DODGE & COX INTERNATIONAL	12/28/2007	3/26/2010	49.47	$ 1,611.19	$ 2,283.56		$ (672.37)	$ (672.37)
DODGE & COX INTERNATIONAL	6/11/2008	3/26/2010	42.75	$ 1,392.39	$ 1,804.44		$ (412.05)	$ (412.05)
ISHARES TIPS BOND	11/3/2008	10/21/2010	64.00	$ 7,159.12	$ 5,937.50		$ 1,221.62	$ 1,221.62
ISHARES TIPS BOND	2/10/2009	10/21/2010	130.00	$ 14,541.96	$ 13,136.95		$ 1,405.01	$ 1,405.01
NEUBERGER HIGH INCOME	8/26/2004	1/14/2010	349.60	$ 3,188.34	$ 3,275.74		$ (87.40)	$ (87.40)
NEUBERGER HIGH INCOME	6/30/2005	1/14/2010	14.39	$ 131.23	$ 133.67		$ (2.44)	$ (2.44)
NEUBERGER HIGH INCOME	7/29/2005	1/14/2010	13.80	$ 125.89	$ 128.65		$ (2.76)	$ (2.76)

NEUBERGER HIGH INCOME	8/22/2005	1/14/2010	199.41	$ 1,818.59	$ 1,850.49	$	(31.90)	$	(31.90)
NEUBERGER HIGH INCOME	8/31/2005	1/14/2010	16.15	$ 147.32	$ 149.90	$	(2.58)	$	(2.58)
NEUBERGER HIGH INCOME	2/28/2007	1/14/2010	21.94	$ 200.11	$ 204.06	$	(3.95)	$	(3.95)
NEUBERGER HIGH INCOME	3/30/2007	1/14/2010	20.62	$ 188.05	$ 191.56	$	(3.51)	$	(3.51)
NEUBERGER HIGH INCOME	4/30/2007	1/14/2010	21.98	$ 200.47	$ 205.96	$	(5.49)	$	(5.49)
PIMCO COMMODITY REAL RETURN	9/17/2009	11/4/2010	44.98	$ 407.67	$ 348.15	$	59.52	$	59.52
ROYCE TOTAL RETURN	3/10/2006	1/14/2010	0.69	$ 7.64	$ 9.15	$	(1.51)	$	(1.51)
ROYCE TOTAL RETURN	3/10/2006	1/14/2010	2.24	$ 24.82	$ 29.73	$	(4.91)	$	(4.91)
ROYCE TOTAL RETURN	9/11/2006	1/14/2010	0.94	$ 10.39	$ 12.27	$	(1.88)	$	(1.88)
ROYCE TOTAL RETURN	9/11/2006	1/14/2010	1.51	$ 16.68	$ 19.69	$	(3.01)	$	(3.01)
ROYCE TOTAL RETURN	12/5/2006	1/14/2010	0.13	$ 1.43	$ 1.78	$	(0.35)	$	(0.35)
ROYCE TOTAL RETURN	12/5/2006	1/14/2010	0.21	$ 2.29	$ 2.86	$	(0.57)	$	(0.57)
ROYCE TOTAL RETURN	12/5/2006	1/14/2010	0.79	$ 8.77	$ 10.98	$	(2.21)	$	(2.21)
ROYCE TOTAL RETURN	12/5/2006	1/14/2010	1.27	$ 14.09	$ 17.63	$	(3.54)	$	(3.54)
ROYCE TOTAL RETURN	12/5/2006	1/14/2010	11.39	$ 125.90	$ 157.57	$	(31.67)	$	(31.67)
ROYCE TOTAL RETURN	12/5/2006	1/14/2010	18.27	$ 202.07	$ 252.90	$	(50.83)	$	(50.83)
ROYCE TOTAL RETURN	3/9/2007	1/14/2010	0.92	$ 10.19	$ 12.80	$	(2.61)	$	(2.61)
ROYCE TOTAL RETURN	3/9/2007	1/14/2010	1.48	$ 16.36	$ 20.54	$	(4.18)	$	(4.18)
ROYCE TOTAL RETURN	6/11/2007	1/14/2010	1.08	$ 11.96	$ 16.04	$	(4.08)	$	(4.08)
ROYCE TOTAL RETURN	6/11/2007	1/14/2010	1.74	$ 19.20	$ 25.75	$	(6.55)	$	(6.55)
ROYCE TOTAL RETURN	9/11/2007	1/14/2010	1.15	$ 12.68	$ 16.10	$	(3.42)	$	(3.42)
ROYCE TOTAL RETURN	9/11/2007	1/14/2010	1.56	$ 17.24	$ 21.90	$	(4.66)	$	(4.66)
ROYCE TOTAL RETURN	12/7/2007	1/14/2010	0.86	$ 9.48	$ 11.31	$	(1.83)	$	(1.83)
ROYCE TOTAL RETURN	12/7/2007	1/14/2010	1.17	$ 12.89	$ 15.38	$	(2.49)	$	(2.49)
ROYCE TOTAL RETURN	12/7/2007	1/14/2010	2.34	$ 25.90	$ 30.89	$	(4.99)	$	(4.99)
ROYCE TOTAL RETURN	12/7/2007	1/14/2010	3.19	$ 35.23	$ 42.02	$	(6.79)	$	(6.79)
ROYCE TOTAL RETURN	12/7/2007	1/14/2010	22.07	$ 244.02	$ 291.05	$	(47.03)	$	(47.03)
ROYCE TOTAL RETURN	12/7/2007	1/14/2010	30.02	$ 331.92	$ 395.90	$	(63.98)	$	(63.98)
ROYCE TOTAL RETURN	6/9/2008	1/14/2010	164.30	$ 1,816.85	$ 2,139.95	$	(323.10)	$	(323.10)
ROYCE TOTAL RETURN	8/22/2005	8/19/2010	66.90	$ 729.43	$ 849.46	$	(120.03)	$	(120.03)
ROYCE TOTAL RETURN	9/9/2005	8/19/2010	0.90	$ 9.79	$ 11.63	$	(1.84)	$	(1.84)
ROYCE TOTAL RETURN	9/9/2005	8/19/2010	2.92	$ 31.80	$ 37.80	$	(6.00)	$	(6.00)
ROYCE TOTAL RETURN	12/2/2005	8/19/2010	0.80	$ 8.72	$ 10.20	$	(1.48)	$	(1.48)
ROYCE TOTAL RETURN	12/2/2005	8/19/2010	1.27	$ 13.80	$ 16.15	$	(2.35)	$	(2.35)
ROYCE TOTAL RETURN	12/2/2005	8/19/2010	2.60	$ 28.35	$ 33.18	$	(4.83)	$	(4.83)
ROYCE TOTAL RETURN	12/2/2005	8/19/2010	4.12	$ 44.88	$ 52.52	$	(7.64)	$	(7.64)
ROYCE TOTAL RETURN	12/2/2005	8/19/2010	11.22	$ 122.29	$ 143.10	$	(20.81)	$	(20.81)

ROYCE TOTAL RETURN	12/2/2005	8/19/2010	36.46	$ 397.57	$ 465.25	$ (67.68)	$ (67.68)
ROYCE TOTAL RETURN	6/9/2006	8/19/2010	1.18	$ 12.81	$ 15.28	$ (2.47)	$ (2.47)
ROYCE TOTAL RETURN	6/9/2006	8/19/2010	1.89	$ 20.57	$ 24.52	$ (3.95)	$ (3.95)
ROYCE TOTAL RETURN	3/11/2008	8/19/2010	1.30	$ 14.22	$ 15.68	$ (1.46)	$ (1.46)
ROYCE TOTAL RETURN	3/11/2008	8/19/2010	1.77	$ 19.34	$ 21.32	$ (1.98)	$ (1.98)
ROYCE TOTAL RETURN	6/9/2008	8/19/2010	27.64	$ 301.42	$ 360.05	$ (58.63)	$ (58.63)
ROYCE TOTAL RETURN	6/10/2008	8/19/2010	1.23	$ 13.36	$ 15.74	$ (2.38)	$ (2.38)
ROYCE TOTAL RETURN	6/10/2008	8/19/2010	2.34	$ 25.49	$ 30.04	$ (4.55)	$ (4.55)
ROYCE TOTAL RETURN	6/11/2008	8/19/2010	370.39	$ 4,038.59	$ 4,700.00	$ (661.41)	$ (661.41)
ROYCE TOTAL RETURN	9/9/2008	8/19/2010	1.48	$ 16.13	$ 17.54	$ (1.41)	$ (1.41)
ROYCE TOTAL RETURN	9/9/2008	8/19/2010	1.91	$ 20.84	$ 22.67	$ (1.83)	$ (1.83)
ROYCE TOTAL RETURN	12/9/2008	8/19/2010	0.18	$ 1.91	$ 1.44	$ 0.47	$ 0.47
ROYCE TOTAL RETURN	12/9/2008	8/19/2010	0.23	$ 2.48	$ 1.87	$ 0.61	$ 0.61
ROYCE TOTAL RETURN	12/9/2008	8/19/2010	3.80	$ 41.41	$ 31.22	$ 10.19	$ 10.19
ROYCE TOTAL RETURN	12/9/2008	8/19/2010	4.91	$ 53.49	$ 40.33	$ 13.16	$ 13.16
ROYCE TOTAL RETURN	2/10/2009	8/19/2010	157.49	$ 1,717.17	$ 1,255.59	$ 461.58	$ 461.58
ROYCE TOTAL RETURN	6/10/2009	8/19/2010	1.36	$ 14.84	$ 12.55	$ 2.29	$ 2.29
ROYCE TOTAL RETURN	6/10/2009	8/19/2010	3.72	$ 40.58	$ 34.32	$ 6.26	$ 6.26
ROYCE TOTAL RETURN	2/10/2009	11/4/2010	356.77	$ 4,484.53	$ 2,844.41	$ 1,640.12	$ 1,640.12
ROYCE TOTAL RETURN	3/11/2009	11/4/2010	2.14	$ 26.85	$ 14.25	$ 12.60	$ 12.60
ROYCE TOTAL RETURN	3/11/2009	11/4/2010	5.84	$ 73.46	$ 38.98	$ 34.48	$ 34.48
RS GLOBAL NATURAL RESOURCES	11/16/2006	1/13/2010	3.00	$ 93.33	$ 102.67	$ (9.34)	$ (9.34)
RS GLOBAL NATURAL RESOURCES	12/14/2006	1/13/2010	33.82	$ 1,053.43	$ 1,088.26	$ (34.83)	$ (34.83)
RS GLOBAL NATURAL RESOURCES	12/14/2006	1/13/2010	123.70	$ 3,853.24	$ 3,980.66	$ (127.42)	$ (127.42)
SSGA EMERGING MARKETS	11/16/2006	1/13/2010	588.15	$ 11,611.57	$ 12,839.31	$ (1,227.74)	$ (1,227.74)
SSGA EMERGING MARKETS	12/15/2006	1/13/2010	7.31	$ 144.36	$ 167.07	$ (22.71)	$ (22.71)
SSGA EMERGING MARKETS	7/26/2007	1/13/2010	102.11	$ 2,015.90	$ 3,000.00	$ (984.10)	$ (984.10)
SSGA EMERGING MARKETS	10/19/2007	1/13/2010	12.29	$ 242.61	$ 387.10	$ (144.49)	$ (144.49)
SSGA EMERGING MARKETS	10/19/2007	1/13/2010	17.82	$ 351.71	$ 561.16	$ (209.45)	$ (209.45)
SSGA EMERGING MARKETS	10/19/2007	1/13/2010	39.59	$ 781.66	$ 1,247.17	$ (465.51)	$ (465.51)
SSGA EMERGING MARKETS	12/14/2007	1/13/2010	5.51	$ 108.84	$ 163.56	$ (54.72)	$ (54.72)
SSGA EMERGING MARKETS	12/14/2007	1/13/2010	11.72	$ 231.34	$ 347.67	$ (116.33)	$ (116.33)
SSGA EMERGING MARKETS	12/14/2007	1/13/2010	15.50	$ 306.01	$ 459.89	$ (153.88)	$ (153.88)
SSGA EMERGING MARKETS	11/18/2005	10/1/2010	72.84	$ 1,572.64	$ 1,277.81	$ 294.83	$ 294.83
SSGA EMERGING MARKETS	12/16/2005	10/1/2010	0.78	$ 16.84	$ 14.31	$ 2.53	$ 2.53
SSGA EMERGING MARKETS	12/16/2005	10/1/2010	1.70	$ 36.64	$ 31.12	$ 5.52	$ 5.52
SSGA EMERGING MARKETS	12/23/2005	10/1/2010	159.00	$ 3,432.72	$ 3,000.00	$ 432.72	$ 432.72

SSGA EMERGING MARKETS	10/20/2006	10/1/2010	1.36	$ 29.36	$ 28.28	$ 1.08	$ 1.08
SSGA EMERGING MARKETS	10/20/2006	10/1/2010	5.91	$ 127.60	$ 122.87	$ 4.73	$ 4.73
SSGA EMERGING MARKETS	10/20/2006	10/1/2010	15.49	$ 334.39	$ 321.99	$ 12.40	$ 12.40
SSGA EMERGING MARKETS	11/16/2006	10/1/2010	98.98	$ 2,136.94	$ 2,160.69	$ (23.75)	$ (23.75)
SSGA EMERGING MARKETS	10/17/2008	10/1/2010	164.33	$ 3,547.94	$ 1,925.98	$ 1,621.96	$ 1,621.96
SSGA EMERGING MARKETS	2/10/2009	10/1/2010	114.41	$ 2,470.20	$ 1,258.55	$ 1,211.65	$ 1,211.65
THIRD AVENUE REAL ESTATE VALUE	6/14/2004	1/13/2010	165.77	$ 3,378.00	$ 3,653.64	$ (275.64)	$ (275.64)
VALUE LINE EMERGING OPPORTUNITIES	11/16/2006	1/14/2010	130.14	$ 3,456.47	$ 4,094.14	$ (637.67)	$ (637.67)
VALUE LINE EMERGING OPPORTUNITIES	12/18/2007	1/14/2010	20.46	$ 543.53	$ 683.49	$ (139.96)	$ (139.96)
VALUE LINE EMERGING OPPORTUNITIES	6/6/2005	5/25/2010	45.61	$ 1,174.10	$ 1,193.72	$ (19.62)	$ (19.62)
VALUE LINE EMERGING OPPORTUNITIES	8/22/2005	5/25/2010	331.49	$ 8,532.60	$ 9,000.00	$ (467.40)	$ (467.40)
VALUE LINE EMERGING OPPORTUNITIES	9/26/2005	5/25/2010	145.99	$ 3,757.65	$ 4,000.00	$ (242.35)	$ (242.35)
VALUE LINE EMERGING OPPORTUNITIES	11/18/2005	5/25/2010	56.24	$ 1,447.59	$ 1,600.00	$ (152.41)	$ (152.41)
VALUE LINE EMERGING OPPORTUNITIES	12/20/2005	5/25/2010	25.47	$ 655.55	$ 715.41	$ (59.86)	$ (59.86)
VALUE LINE EMERGING OPPORTUNITIES	11/16/2006	5/25/2010	117.80	$ 3,032.07	$ 3,705.86	$ (673.79)	$ (673.79)
VALUE LINE EMERGING OPPORTUNITIES	12/19/2006	5/25/2010	20.81	$ 535.62	$ 643.84	$ (108.22)	$ (108.22)
VALUE LINE EMERGING OPPORTUNITIES	12/23/2008	5/25/2010	10.36	$ 266.72	$ 202.89	$ 63.83	$ 63.83
VANGUARD GNMA	6/11/2008	1/14/2010	124.41	$ 1,328.45	$ 1,272.09	$ 56.36	$ 56.36
VANGUARD GNMA	6/30/2008	1/14/2010	12.53	$ 133.79	$ 128.55	$ 5.24	$ 5.24
VANGUARD GNMA	8/29/2008	1/14/2010	13.77	$ 147.06	$ 141.58	$ 5.48	$ 5.48
VANGUARD GNMA	9/30/2008	1/14/2010	12.71	$ 135.68	$ 130.88	$ 4.80	$ 4.80
VANGUARD GNMA	11/28/2008	1/14/2010	5.06	$ 54.08	$ 52.87	$ 1.21	$ 1.21
VANGUARD GNMA	12/31/2008	1/14/2010	4.80	$ 51.28	$ 50.80	$ 0.48	$ 0.48
VANGUARD GNMA	6/11/2008	1/22/2010	1,013.18	$ 10,848.89	$ 10,359.76	$ 489.13	$ 489.13
VANGUARD GNMA	7/31/2008	1/22/2010	19.80	$ 211.99	$ 202.34	$ 9.65	$ 9.65
VANGUARD GNMA	10/31/2008	1/22/2010	12.36	$ 132.32	$ 124.82	$ 7.50	$ 7.50
				$ 203,225.38	$ 241,840.13	$ (38,614.75)	$ (38,614.75)

FEDERAL FOOTNOTES

FORM 990-PF, PART XV, LINE 2D

PURPOSES AND RESTRICTIONS. THE PURPOSES OF THE CORPORATION AND RESTRICTIONS ON ITS OPERATIONS ARE AS FOLLOWS:

(A) THIS CORPORATION IS ORGANIZED AND OPERATED FOR THE PURPOSE OF SUPPORTING THE PROPAGATION, MORAL DEVELOPMENT AND HUMANITARIAN MINISTRIES OF THE ROMAN CATHOLIC CHURCH AND TO ASSIST HUMANITARIAN SERVICES TO THE PHYSICALLY, MENTALLY OR ECONOMICALLY DISADVANTAGED CONSISTENT WITH THE REQUIREMENTS FOR QUALIFICATION AS AN EXEMPT ORGANIZATION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW, HEREINAFTER "CODE").

(B) THE CORPORATION SHALL RESTRICT ITS OPERATIONS TO THE PROMOTION OF RELIGIOUS, CHARITABLE, EDUCATIONAL AND HUMANITARIAN PURPOSES AS DESCRIBED ABOVE WITHIN THE MEANING OF SECTION 501 (C)(3) OF THE CODE. NOTWITHSTANDING ANY PROVISION OF THESE ARTICLES OF INCORPORATION TO THE CONTRARY, THE CORPORATION SHALL TAKE NO ACTION INCONSISTENT WITH THE PROVISION OF THE FLORIDA NOT FOR PROFIT CORPORATION ACT.

(C) NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH THEREIN.

(D) TO DO ANY AND ALL THINGS AND EXERCISE ANY AND ALL POWERS, RIGHTS AND PRIVILEGES PROVIDED HEREIN AND IN THE BYLAWS CONSISTENT WITH ITS PURPOSES AND WITH THE PROVISIONS OF SECTION 501 (C)(3) OF THE CODE AND THE FLORIDA NOT FOR PROFIT CORPORATION ACT.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDEND AND INTEREST INCOME		30,735.	30,735.	0.
	TOTAL	30,735.	30,735.	0.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
FEDERAL TAX REFUND	338.	0.	0.
TOTALS	338.	0.	0.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		2,550.	1,275.	0.	0.
	TOTALS	2,550.	1,275.	0.	0.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PORTFOLIO MANAGEMNET	10,654.	10,654.	0.	0.
401K MANAGEMENT FEES	595.	0.	0.	0.
MISC PORTFOLIO FEES	130.	130.	0.	0.
TOTALS	11,379.	10,784.	0.	0.

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

ATTACHMENT 5

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ISHARES TIPS BOND	26,910.	6,989.	6,989.
VANGUARD GNMA	24,037.	0.	0.
US OBLIGATIONS TOTAL	50,947.	6,989.	6,989.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE STOCK - VARIOUS	835,810.	974,774.	974,774.
TOTALS	835,810.	974,774.	974,774.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
LOOMIS SAYLES BOND FUND	36,252.	33,299.	33,299.
PIMCO TOTAL RETURN INSTL	33,827.	36,813.	36,813.
LOOMIS SAYLES GLOBAL	47,955.	0.	0.
T. ROWE PRICE INTERNATIONAL	17,251.	53,183.	53,183.
PIMCO DEVELOPING LOCAL E	0.	32,441.	32,441.
JPM STRATEGIC INCOME	0.	22,596.	22,596.
TOTALS	135,285.	178,332.	178,332.

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
PAYROLL LIABILITIES	0.	1,006.
TOTALS	0.	1,006.

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

DESCRIPTION		AMOUNT
UNREALIZED GAINS		259,838.
	TOTAL	259,838.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WARREN P. POWERS 1050 TALLEYRAND AVENUE JACKSONVILLE, FL 32206	DIRECTOR			
JOANNE C. POWERS 1050 TALLEYRAND AVENUE JACKSONVILLE, FL 32206	DIRECTOR			
PATRICK D. POWERS 8141 EAST KAISER BOULEVARD SUITE 300 ANAHEIM HILLS, CA 92808	SECRETARY			
NANCY POWERS 1050 TALLEYRAND AVENUE JACKSONVILLE, FL 32206	EXECUTIVE			
JANE COLLINS 1050 TALLEYRAND AVENUE JACKSONVILLE, FL 32206	EXECUTIVE DIRECTOR 20.00	64,597.	29,935.	0.
	GRAND TOTALS	64,597.	29,935.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHRIST THE KING CATHOLIC CHURCH 742 ARLINGOTN ROAD NORTH JACKSONVILLE, FL 32211	N/A 501(C)(3)	GENERAL FUNDS, DAY CARE PROGRAM AND OTHER MISC.	21,200.
E.O.H.S.J. 2955 RIDGELAKE DRIVE SUITE 205 MATAIRIE, LA 70002-4962	N/A 501(C)(3)	GENERAL FUND	1,200.
EMERGENCY PREGNANCY SERVICE 1637 KING STREET JACKSONVILLE, FL 32204	N/A 501(C)(3)	GENERAL FUND	24,000.
HOLY SPIRIT CATHOLIC CHURCH 11665 FORT CAROLINE ROAD JACKSONVILLE, FL 32225	N/A 501(C)(3)	GENERAL FUND	18,000.
IMMACULATE CONCEPTION CATHOLIC CHURCH 121 EAST DUVAL STREET JACKSONVILLE, FL 32202	N/A 501(C)(3)	GENERAL FUND	2,300.
S.M.O.M. - FEDERAL ASSOCIATION 1730 M STREET, NW SUITE 4 WASHONGTON, DC 20036	N/A 501(C)(3)	GENERAL FUND	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EWTN 5817 OLD LEEDS ROAD IRONDALE, AL 35210-9948	N/A 501(C)(3)	GENERAL FUND	1,200.
ST. BENEDICT'S ABBEY 1020 NORTH 2ND STREET ATCHISON, KS 66002-1499	N/A 501(C)(3)	GENERAL FUND	1,000.
ASSOCIATION OF ST. LAWRENCE 1050 TALLEYRAND AVENUE JACKSONVILLE, FL 32206	501(C)(3)	GENERAL FUND	19,671.
CATHOLIC CHARITIES BUREAU, INC. PO BOX 543 ST. AUGUSTINE, FL 32085	501(C)(3)	GENERAL FUND	1,000.
L'ARCHE HARBOR HOUSE 700 ARLINGTON ROAD JACKSONVILLE, FL 32211-7306	501(C)(3)	GENERAL FUND	600.
LUMEN ENTERTAINMENT, INC. PO BOX 24374 JACKSONVILLE, FL 32241-4374	501(C)(3)	GENERAL FUND	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PROJECT S.O.S. 6850 BELFORT OAKS PLACE JACKSONVILLE, FL 32216	501(C)(3)	GENERAL FUND	100.
ST. VINCENT DEPAUL SOCIETY, PHX 420 W. WATKINS ROAD PHOENIX, AZ 85003	501(C)(3)	TO PURCHASE DISHWASHER	15,000.
DIOCESE OF ST. AUGUSTINE 11626 OLD ST. AUGUSTINE ROAD JACKSONVILLE, FL 32259-2060	501(C)(3)	GENERAL FUNDS	750.
QUEEN OF PEACE RADIO PO BOX 51585 JACKSONVILLE BEACH, FL 32240	501(C)(3)	GENERAL FUND	2,000.
ACOSTA-RUA FOUNDATION 2323 OAK STREET JACKSONVILLE, FL 32204	501(C)(3)	GENERAL FUND	1,000.
ALL SAINTS CATHOLIC NURSING HOME 5888 BLANDING BLVD JACKSONVILLE, FL 32244	501 (C)(3)	GENERAL FUND	78.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMUNITY HOSPICE FOUNDATION 4266 SUNBEAM ROAD JACKSONVILLE, FL 32257	501(C)(3)	GENERAL FUND	1,000.
CRUDEM FOUNDATION PO BOX 804 LUDLOW, MA 01056	501(C)(3)	HAITI RELIEF	35,000.
DIOCESE OF PHOENIX 400 EAST MONROE PHOENIX, AZ 85004-2336	501(C)(3)	GENERAL FUND	1,000.
LIFE TEEN, INC. 25 FALLS DRIVE TIGER, GA 30576	501(C)(3)	GENERAL FUND	30,000.
LIFE TEEN TEPEYAC 2222 S. DOBSON ROAD MESA, AZ 85202	501(C)(3)	GENERAL FUND	30,000.
MAUR HILL - MOUNT ACADEMY 1000 GREEN STREET ATCHISON, KS 66002	501(C)(3)	GENERAL FUND	35,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PRIESTS FOR LIFE PO BOX 141172 STATEN ISLAND, NY 10314	501(C)(3)	GENERAL FUND	100.
THE GUARDIAN CATHOLIC SCHOOLS 4920 BRENTWOOD AVENUE JACKSONVILLE, FL 32206	501(C)(3)	GENERAL FUND	700.
		TOTAL CONTRIBUTIONS PAID	261,899.

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)	
		VARIOUS SHORT TERM - SEE STMT					VAR	VAR
12,386.		10,185.					2,201.	
		VARIOUS LONG TERM - SEE STMT					VAR	VAR
37,067.		37,395.					-328.	
		VARIOUS SHORT TERM - SEE STMT					VAR	VAR
697,480.		552,654.					144,826.	
		VARIOUS LONG TERM - SEE STMT					VAR	VAR
203,225.		241,840.					-38,615.	
TOTAL GAIN(LOSS)							108,084.	