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
MICHAEL FRANCIS ZALLA MEMORIAL FOUNDATION

A Employer identification number
61-1124767

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
3343 STONEWOOD DRIVE

B Telephone number (see page 10 of the instructions)
859-781-9500

City or town, state, and ZIP code
EDGEWOOD, KY 41018

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)* ▶ $ 1,260,197

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)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,017	3,017		
	4 Dividends and interest from securities	37,205	37,205		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	54,521			
	b Gross sales price for all assets on line 6a [illegible]453				
	7 Capital gain net income (from Part IV, line 2)		54,521		
	8 Net short-term capital gain			33,285	
	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)	-2,228	-2,228		
	12 **Total.** Add lines 1 through 11	92,515	92,515	33,285	
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)	1,760	1,760		
	c Other professional fees (attach schedule)	8,125	8,125		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	8	8		
	19 Depreciation (attach schedule) and depletion	2,415	2,415		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	4			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	12,312	12,308		
	25 Contributions, gifts, grants paid	73,000			73,000
	26 **Total expenses and disbursements** Add lines 24 and 25	85,312	12,308		73,000
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	7,203			
	b **Net investment income** (if negative, enter -0-)		80,207		
	c **Adjusted net income** (if negative, enter -0-)			33,285	

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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	154,950	400,728	400,728
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶		13,112	13,112
	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)	762,474	794,715	779,693
	c Investments - corporate bonds (attach schedule)	21,219	21,219	20,745
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	318,458	36,793	45,919
	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)	1,257,101	1,266,567	1,260,197
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue	3,415	5,678	
	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)	3,415	5,678	
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. ▶ X			
	27 Capital stock, trust principal, or current funds	1,042,563	1,042,563	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	211,123	218,326	
	30 Total net assets or fund balances (see page 17 of the instructions)	1,253,686	1,260,889	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,257,101	1,266,567	

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	1,253,686
2	Enter amount from Part I, line 27a	2	7,203
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,260,889
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	1,260,889

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	SMITH BARNEY COMMON STOCK AND STOCK OPTION TRANSACTIONS	P	VARIOUS	2010
b	ADJUSTMENT TO BASIS OF K-1 SALES	P	VARIOUS	2010
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	511,482		492,932	18,550
b	35,971		0	35,971
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				18,550
b				35,971
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** 54,521

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** 33,285

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	86,000	1,094,404	0.0786
2008	134,000	1,635,058	0.0820
2007	125,000	2,554,555	0.0489
2006	112,500	2,395,797	0.0470
2005	111,500	2,216,663	0.0503

2	**Total** of line 1, column (d)	2	0.3068
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	0.0614
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,184,810
5	Multiply line 4 by line 3	5	72,747
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	802
7	Add lines 5 and 6	7	73,549
8	Enter qualifying distributions from Part XII, line 4	8	73,000

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	1,604
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	1,604
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,604
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a		
b	Exempt foreign organizations-tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	
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	1,604
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		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) ▶ KENTUCKY			
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)*

		Line	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 ▶ A. MARTIN ZALLA Telephone no ▶ 859-781-9500

Located at ▶ 3343 STONEWOOD DRIVE EDGEWOOD, KY ZIP + 4 ▶ 41018

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

		Line	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.

				Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)					
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?			1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐					
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?			1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))					
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes	☒ No			
	If "Yes," list the years ▶ ________ , ________ , ________ , ________					
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see 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			
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**		

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 #2				

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
NO PAID EMPLOYEES				

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 ▶		

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	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	940,028
b	Average of monthly cash balances	1b	262,825
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,202,853
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	
3	Subtract line 2 from line 1d	3	1,202,853
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	18,043
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,184,810
6	**Minimum investment return.** Enter 5% of line 5	6	59,241

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	59,241
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,604		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,604
3	Distributable amount before adjustments Subtract line 2c from line 1			3	57,637
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	57,637
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	57,637

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	73,000
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	73,000
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	73,000

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				57,637
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			23,889	
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 73,000				
a Applied to 2009, but not more than line 2a			23,889	
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				49,111
e Remaining amount distributed out of corpus				
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				
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				8,526
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)				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

JSA
0E1480 1 000

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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))

A. MARTIN ZALLA

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

A. MARTIN ZALLA 3343 STONEWOOD DRIVE EDGEWOOD, KY 41018 (859) 781-9500

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

SEE STATEMENT #3

c Any submission deadlines.

SUBMISSION DEADLINES HAVE NOT BEEN ESTABLISHED

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

RESTRICTION AND LIMITATIONS HAVE NOT BEEN ESTABLISHED

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 #4				73,000
Total . . . . ▶ 3a				73,000
b *Approved for future payment*				
Total . . . . ▶ 3b				

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0E1491 1 000

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					3,017
4 Dividends and interest from securities					37,205
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					
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)					40,222

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 40,222

(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.)
	N/A

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0E1492 1.000

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 5/4/11 — Title President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
J. CARLYLE ACKLEY		5-3-11		P01232338

Firm's name ▶ BRAMEL & ACKLEY, P.S.C. — Firm's EIN ▶ 61-1166184

Firm's address ▶ 1885 DIXIE HWY, SUITE 310, FT. WRIGHT, KY 41011 — Phone no 859-341-6700

ATTACHMENT TO FORM 990-PF
2010

MICHAEL FRANCIS ZALLA MEMORIAL FOUNDATION
61-1124767

STATEMENT 1
PART II, LINE 10b, COLUMN C - INVESTMENTS - CORPORATE STOCK

QUANTITY	DESCRIPTION	SYMBOL	MARKET PRICE	MARKET VALUE
1000	AT&T INC	T	29 38	29,380 00
300	ALLIANCE RESOURCE PARTNERS LP	ARLP	65 760	19,728 00
500	ALLIANCEBERNSTEIN HLDG	AB	23 33	11,665 00
500	AMERICAN EXPRESS	AXP	42 92	21,460 00
500	CATERPILLAR INC	CAT	93 66	46,830 00
2,000	CISCO SYS INC	CSCO	20 23	40,460 00
700	CONOCOPHILLIPS	COP	68 10	47,670 00
500	CONSOLIDATED EDISON INC	ED	49 57	24,785 00
300	DIAGEO PLC SPON ADR-NEW	DEO	74 33	22,299 00
900	DOW CHEMICAL CO	DOW	34 14	30,726 00
400	ENERGY TRANSFER PARTNERS L P	ETP	51 82	20,728 00
800	EXELON CORP	EXC	41 64	33,312 00
2,000	GENERAL ELECTRIC CO	GE	18 29	36,580 00
400	HALLIBURTON CO HOLDINGS CO	HAL	40 83	16,332 00
800	HERSHEY COMPANY	HSY	47 15	37,720 00
800	HOME DEPOT INC	HD	35 06	28,048 00
800	JOHNSON & JOHNSON	JNJ	61 85	49,480 00
500	NATURAL RESOURCE PARTNERS	NRP	33 20	16,600 00
500	NORFOLK SOUTHERN CORP	NSC	62 82	31,410 00
500	PENN VA RESOURCE PARTNERS LP	TPP	28 32	14,160 00
400	PLAINS ALL AMERICAN PIPELINE	PAA	62 79	25,116 00
300	PROCTER & GAMBLE	PG	64 33	19,299 00
100	TERRA NITROGEN CO LP	TNH	108 11	10,811 00
500	UNITED PARCEL SERVICE CL B	UPS	72.58	36,290 00
1,000	VERIZON COMMUNICATIONS	VZ	35 78	35,780 00
500	WALGREEN CO NEW	WAG	38 96	19,480 00
500	WEYERHAEUSER CO	WY	18 93	25,574 00
300	AMERICAN ELECTRIC POWER	AEPPRA	27 84	8,352.00
1,000	AMERICAN FINANCIAL GROUP	AFE	24 95	24,950 00
300	NEXTERA ENERGY CAP HLDGS INC	FGE	26 15	7,845 00
	TOTAL - STOCKS			792,870.00
	LESS SHORT POSITION			13,177 00
	TOTAL ACCOUNT			779,693 00

PART II, LINE 10c, COLUMN C - INVESTMENTS - CORPORATE BONDS

10,000	BURLINGTON NORTHN SA	10,338 00
10,000	CONAGRA FOODS INC	10,407 00
		20,745 00

PART II, LINE 13, COLUMN C - INVESTMENTS - OTHER

1500	NFJ DIVIDEND INTEREST & PREM	NFJ	17.510	26,265 00
100	SPDR GOLD TR GOLD SHS	GLD	138.720	13,872.00
50	SPDR DOW JONES INDL AVG ETF	DIA	115.630	5,782 00
				45,919 00

PART VIII – LIST OF OFFICERS, DIRECTORS, TRUSTEES, ETC.
STATEMENT 2

NAME AND ADDRESS	TITLE	AVERAGE HOURS PER WEEK	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT	COMPEN SATION
A. MARTIN ZALLA 3343 STONEWOOD DR EDGEWOOD KY 41018	PRES/TREAS	0	0	0	0
SHEILA K. ZALLA 3343 STONEWOOD DR EDGEWOOD KY 41018	VP/TREAS	0	0	0	0
MARY ZALLA FORGIEL 513 GARRARD STREET COVINGTON KY 41011	TRUSTEE	0	0	0	0
K. ELLEN ENGELMAN 1990 POINT OF ROCK RD MONTEREY KY 40359	TRUSTEE	0	0	0	0
M. KATHRYN GARTNER 3353 STONEWOOD DR ERLANGER KY 41018	TRUSTEE	0	0	0	0

PART XV, LINE 2b – APPLICATIONS
STATEMENT 3

DESCRIPTION

THE FORM IN WHICH APPLICATIONS SHOULD BE SUBMITTED AND THE INFORMATION AND MATERIALS THEY SHOULD INCLUDE HAVE NOT BEEN DETERMINED.

PART XV, LINE 3a – GRANTS AND CONTRIBUTIONS
STATEMENT 4

PAID DURING 2010

RECIPIENT	PURPOSE	AMOUNT
N.K.U. HONORS PROGRAM LUCAS ADMINISTRATIVE CENTER NUNN DRIVE – SUITE 221 HIGHLAND HEIGHTS, KY 41099	EDUCATION	$ 10,000
THE POINT 104 W. PIKE STREET COVINGTON KY 41011	SOCIAL SERVICES	5,000
MERCY HEALTH SERVICES 301 ST. PAUL PLACE BALTIMORE, MD 21202	SOCIAL SERVICES	10,000
PARISH KITCHEN P.O. BOX 1234 COVINGTON, KY 41042	SOCIAL SERVICES	2,000
ST. CHARLES CARE CENTER DEVELOPMENT OFFICE 500 FERRELL DRIVE COVINGTON, KY 41011	SOCIAL SERVICES	2,000
ST. BARBARA CHURCH 4042 TURKEYFOOT RD ERLANGER, KY 41018	RELIGIOUS	20,000
COVINGTON LATIN SCHOOL 21 E. ELEVENTH STREET COVINGTON, KY 41011	EDUCATION	20,000
DIOCESAN CATHOLIC CHILDREN'S HOME 75 ORPHANAGE ROAD FT. MITCHELL, KY 41017	SOCIAL SERVICES	2,000
ST. JUDE MISSION 332 RIVERBEND ROAD LOUISA, KY 41230	SOCIAL SERVICES	2,000
TO PART XV, LINE 3a		$ 73,000

PART I, LINE 11 – OTHER INCOME
STATEMENT 5

INCOME (LOSS) FROM K-1'S	(5,951)
MISCELLANEOUS INCOME	1,557
ROYALTY INCOME	2,166
	$(2,228)

PART I, LINE 16c – OTHER PROFESSIONAL FEES
STATEMENT 6

INVESTMENT FEES	$8,125

PART I, LINE 23 – OTHER EXPENSES
STATEMENT 7

KENTUCKY ANNUAL FEE	$ 4

MICHAEL F. ZALLA MEMORIAL FOUN
Account Number 217-1031C-10 121

Details of Short Term Gain (Loss) 2010

This section shows your sales of securities during the year The "Sale Proceeds" column excludes any accrued income you may have received In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	-10	CALL T JAN 10 @ 29 00 AT&T INC 100 SHS	09/14/09	01/19/10	449 98			449 98
125000040	-5	CALL CAT AUG 10 @ 75 00 CATERPILLAR INC 100 SHS	01/14/10	08/23/10	749 99			749 99
125000050	-7	CALL COP MAY 10 @ 60 00 CONOCOPHILLIPS 100 SHS	11/30/09	05/24/10	909 97			909 97
125000060	-7	CALL COP NOV 10 @ 60 00 CONOCOPHILLIPS 100 SHS EXP 11/20/2010	05/24/10	11/19/10	909 98	910 00	(02)	
125000080	1,000	DOMINION RESOURCES INC VA NEW ACCOUNT ASSIGNED OCC CALL 01-16-10 81381210 OPTION PREMIUM -749 98	09/14/09	01/15/10	35,749.53	33,148.50		2,601 03
125000110	0397	FRONTIER COMMUNICATIONS CORP CASH IN LIEU OF 03973 RECORD 06/07/10 PAY 07/01/10 FROM· 92343V104000 (SPINOFF)	09/14/09	07/02/10	29	32	(03)	
125000120	240	FRONTIER COMMUNICATIONS CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	09/14/09	08/04/10	1,821 85	1,926 36	(104.51)	
125000130	1,000	GLOBAL HIGH INCOME FUND INC MorganStanley SmithBarney LLC acted as your agent in this transaction	08/03/10	11/18/10	14,004.46	12,985.20		1,019 26
125000160	500	NATURAL RESOURCE PARTNERS L P MorganStanley SmithBarney LLC acted as your agent in this transaction	04/13/10	11/22/10	15,720 43	12,525.20		3,195.23

2010 YEAR END SUMMARY

MICHAEL F. ZALLA MEMORIAL FOUN
Account Number 217-1031C-10 121

Details of Short Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000170	500	NORFOLK SOUTHERN CORP ACCOUNT ASSIGNED OCC CALL 01-16-10 87058300 OPTION PREMIUM -599.98	09/30/09	01/15/10	$ 25,599.66	$ 21,764.75		$ 3,834 91
125000180	750	PERMIAN BASIN ROYALTY TR UBI MorganStanley SmithBarney LLC acted as your agent In this transaction	09/14/09	06/29/10	13,829 76	9,879 00		3,950 76
125000220	200	PLAINS ALL AMERN PIPELINE L P MorganStanley SmithBarney LLC acted as your agent In this transaction	02/08/10	07/26/10	12,658 08	10,423.10		2,234.98
125000230	1,000	SAN JUAN BASIN ROYALTY TR UBI MorganStanley SmithBarney LLC acted as your agent In this transaction	09/14/09	05/05/10	23,844 59	18,438.10		5,406 49
125000240	250	TERRA NITROGEN CO L P COM UNIT MorganStanley SmithBarney LLC acted as your agent In this transaction	03/08/10	10/14/10	27,466 03	22,962 45		4,503 58
125000250	-10	CALL VZ JAN 10 @ 34 00 VERIZON COMMUNICATIONS 100 SHS	09/14/09	01/19/10	479 98			479 98
Total					$ 174,184.58	$ 144,962.98	($ 104 56)	$ 29,336 16

Net Gain $29,231.60
S-T K-1 Adj. 4,053.00
Total S-T Gain $33,284.60

Details of Long Term Gain (Loss) 2010

This section shows your sales of securities during the year The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000020	500	APPLIED MATERIALS INC DELAWARE MorganStanley SmithBarney LLC acted as your agent In this transaction	04/05/04	08/04/10	$ 5,921 44	$ 11,286 45	($ 5,365 01) c	

MICHAEL F. ZALLA MEMORIAL FOUN
Account Number 217-1031C-10 121

Details of Long Term Gain (Loss) 2010 *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000030	1,500	CALAMOS CONVERTIBLE OPPORTUNITIES AND INCOME FD MorganStanley SmithBarney LLC acted as your agent	11/11/09	11/18/10	$ 19,105 62	$ 18,087 54		$ 1,018 08
125000070	100	DIAMONDS TRUST SER 1 ACCOUNT ASSIGNED OCC CALL 01-16-10 86906840 OPTION PREMIUM -224 99	10/15/08	01/15/10	9,724 86	8,790 00		934 86
125000090	200	ENTERPRISE PRODS PARTNERS L P MorganStanley SmithBarney LLC acted as your agent In this transaction	02/13/06	10/14/10	8,310 03	5,849 89		2,460 14
125000100	668	ENTERPRISE PRODS PARTNERS L P MorganStanley SmithBarney LLC acted as your agent in this transaction	02/13/06	11/17/10	28,470 81	19,538 62		8,932.19
125000130	1,000	GLOBAL HIGH INCOME FUND INC MorganStanley SmithBarney LLC acted as your agent In this transaction	11/11/09	11/18/10	14,004 46	11,956 00		2,048.46
125000140	980	ISHARES TR S&P 500 INDEX FD MorganStanley SmithBarney LLC acted as your agent In this transaction	12/18/07	06/30/10	101,301 86	142,613 23	(41,311 37)	
125000150	400	KINDER MORGAN ENERGY PRTNRS LP MorganStanley SmithBarney LLC acted as your agent In this transaction	01/22/07	11/16/10	27,879 68	19,968 00		7,911 68
125000190	750	PERMIAN BASIN ROYALTY TR UBI MorganStanley SmithBarney LLC acted as your agent In this transaction.	09/14/09	10/25/10	15,827 73	9,879.00		5,948 73
125000200	2,308 42	PIMCO TOTAL RETURN FUND CL P CONFIRM #500002790166087 MorganStanley SmithBarney LLC acted as your agent	09/14/09	10/06/10	26,962 35	25,000 19		1,962.16

MICHAEL F. ZALLA MEMORIAL FOUN
Account Number 217-1031C-10 121

Details of Long Term Gain (Loss) 2010 *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000210	6,925 19	PIMCO TOTAL RETURN FUND CL P CONFIRM #500003220087430 MorganStanley SmithBarney LLC acted as your agent	09/14/09	11/18/10	$ 79,778 19	$ 74,999 81		$ 4,778 38
Total					$ 337,287 03	$ 347,968 73	($ 46,676 38)	$ 35,994 68

^c Based on information supplied by Client or other financial institution, not verified by us

Net Loss $(10,681.70)
K-1 adj. 31,918.00
Total L-T gain $21,236.30

Details of Deposits and Withdrawals 2010

This section reflects any deposits or withdrawals made to your account during the year

Deposits

Reference number	Date	Description	Amount
210000100	01/29/10	INVESTMENT AND MGMT SERVICES FROM 01/15/10 TO 03/31/10	$ 86.38
210000300	12/31/10	INVESTMENT AND MGMT SERVICES FROM 12/27/10 TO 12/31/10	4 37
210000200	03/31/10	INVESTMENT AND MGMT SERVICES FROM 03/08/10 TO 03/31/10	$ 2 07
Total			$ 92.82

Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	01/04/10	FROM 217-1031C-01 TO 217-12555-01		$ 22,000.00
220000300	01/07/10	FROM 217-1031C-01 TO 217-12555-01		20,000 00
220000500	01/15/10	INVESTMENT AND MGMT SERVICES FROM 01/01/10 TO 03/31/10		2,046 65
220000700	03/08/10	FROM 217-1031C-01 TO 217-12555-01		5,000.00
220000900	07/16/10	INVESTMENT AND MGMT SERVICES FROM 07/01/10 TO 09/30/10		1,981 43
220001100	10/18/10	FROM 217-1031C-01 TO 217-12555-01		1,760 00
220000200	01/05/10	FROM 217-1031C-01 TO 217-12555-01		$ 10,000 00
220000400	01/11/10	FROM 217-1031C-01 TO 217-12555-01		4,000 00
220000600	01/15/10	FROM 217-1031C-01 TO 217-12555-01		10,000.00
220000800	04/16/10	INVESTMENT AND MGMT SERVICES FROM 04/01/10 TO 06/30/10		2,036 78
220001000	10/15/10	INVESTMENT AND MGMT SERVICES FROM 10/01/10 TO 12/31/10		2,153 09
220001200	12/21/10	FROM 217-1031C-01 TO 217-12555-01		27,000.00

2010 YEAR END SUMMARY

	Sales	Cost	(Loss) Gain
Totals (Stocks)	$511,481.61	$492,931.71	$18,549.90
K-1 adj.	35,971.00	-	35,971.00
			54,520.90