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Return of Private Foundation

OMB No 1545-0052

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

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning

, and ending

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

ROBERT W. AND ELISE B. LYKINS CHARITABLE
FOUNDATION, INC. C/O MELANIE LYKINS

A Employer identification number

61-1356911

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

2401 GREY FOX ROAD

Room/suite

B Telephone number

(502) 456-4950

City or town, state, and ZIP code

LOUISVILLE, KY 40205

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 ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated
under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 1,143,958. (Part I, column (d) must be on cash basis.)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a))(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch B3 Interest on savings and temporary
cash investments

4 Dividends and interest from securities

32,660.

32,660.

STATEMENT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

28,833.

b Gross sales price for all
assets on line 6a

450,762.

7 Capital gain net income (from Part IV, line 2)

28,833.

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)

11 Other income

12 Total Add lines 1 through 11

61,493.

61,493.

13 Compensation of officers, directors, trustees, etc.

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 2

1,150.

575.

575.

c Other professional fees

STMT 3

13,050.

13,050.

0.

17 Interest

18 Taxes

STMT 4

9.

9.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative

expenses. Add lines 13 through 23

14,209.

13,634.

575.

25 Contributions, gifts, grants paid

48,844.

48,844.

26 Total expenses and disbursements.

Add lines 24 and 25

63,053.

13,634.

49,419.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-1,560.

b Net investment income (if negative, enter -0-)

47,859.

c Adjusted net income (if negative, enter -0-)

N/A

SCANNED MAR 30 2011

Operating and Administrative Expenses

3

**ROBERT W. AND ELISE B. LYKINS CHARITABLE
FOUNDATION, INC. C/O MELANIE LYKINS**

Form 990-PF (2010)

61-1356911

Page 2

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only | | Beginning of year | End of year | |
|-----------------------------|---|---|------------|-------------------|----------------|-----------------------|
| | | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | | 15,489. | 36,348. | 36,348. |
| | 2 | Savings and temporary cash investments | | | | |
| | 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 | | | | |
| | 7 | Other notes and loans receivable ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10a | Investments - U.S. and state government obligations | | | | |
| | b | Investments - corporate stock | STMT 5 | 603,137. | 624,023. | 749,481. |
| | c | Investments - corporate bonds | STMT 6 | 387,167. | 343,862. | 358,129. |
| 11 | Investments - land, buildings, and equipment basis ▶ | | | | | |
| | Less: accumulated depreciation ▶ | | | | | |
| 12 | Investments - mortgage loans | | | | | |
| 13 | Investments - other | | | | | |
| 14 | Land, buildings, and equipment basis ▶ | | | | | |
| | Less: accumulated depreciation ▶ | | | | | |
| 15 | Other assets (describe ▶) | | | | | |
| 16 | Total assets (to be completed by all filers) | | 1,005,793. | 1,004,233. | 1,143,958. | |
| 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 | | | | |
| | 22 | Other liabilities (describe ▶) | | | | |
| 23 | Total liabilities (add lines 17 through 22) | | 0. | 0. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | | | | | |
| | 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 ▶ <input checked="" type="checkbox"/> | | | | | |
| | and complete lines 27 through 31. | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | 0. | 0. | |
| 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | 0. | 0. | | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | | 1,005,793. | 1,004,233. | | |
| 30 | Total net assets or fund balances | | 1,005,793. | 1,004,233. | | |
| 31 | Total liabilities and net assets/fund balances | | 1,005,793. | 1,004,233. | | |

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 | 1,005,793. |
| 2 | Enter amount from Part I, line 27a | 2 | -1,560. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 1,004,233. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 1,004,233. |

Form 990-PF (2010)

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 ATTACHED SCHEDULE | P | VARIOUS | VARIOUS |
| b HUSSMAN INVESTMENT TRUST STRAT GRWTH | P | VARIOUS | VARIOUS |
| c CAPITAL GAINS DIVIDENDS | | | |
| 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 448,953. | | 421,929. | 27,024. |
| b 952. | | | 952. |
| c 857. | | | 857. |
| 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 | | | 27,024. |
| b | | | 952. |
| c | | | 857. |
| d | | | |
| e | | | |

| | | |
|--|----------|----------------|
| 2 Capital gain net income or (net capital loss) | 2 | 28,833. |
| 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). If (loss), enter -0- in Part I, line 8 | 3 | N/A |

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 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 | 59,600. | 993,170. | .060010 |
| 2008 | 67,314. | 1,205,140. | .055856 |
| 2007 | 19,342. | 1,393,620. | .013879 |
| 2006 | 1,133. | 1,321,342. | .000857 |
| 2005 | | | |

| | | |
|---|----------|-------------------|
| 2 Total of line 1, column (d) | 2 | .130602 |
| 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 | .032651 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | 4 | 1,075,251. |
| 5 Multiply line 4 by line 3 | 5 | 35,108. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 479. |
| 7 Add lines 5 and 6 | 7 | 35,587. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 49,419. |

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

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

| | | | |
|--|----|------|------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 479. |
| 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 | 0. |
| 3 Add lines 1 and 2 | | 3 | 479. |
| 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 | 479. |
| 6 Credits/Payments: | | | |
| a 2010 estimated tax payments and 2009 overpayment credited to 2010 | 6a | 242. | |
| 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 | 242. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 237. | |
| 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 <input type="checkbox"/> Refunded <input checked="" type="checkbox"/> | 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? | | X |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. | | X |
| 1c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | | X |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> KY | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

Part VII-A
Statements Regarding Activities
(continued)

11
At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)

11
X

12
Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?

12
X

13
Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

13
X

Website address
N/A

14
The books are in care of
MELANIE LYKINS
Telephone no.
(502) 456-4950

Located at
2401 GREY FOX ROAD, LOUISVILLE, KY
ZIP+4
40205

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

15
N/A

16
At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

16
Yes
No
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.

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
X No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
Yes
X No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
Yes
X No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
Yes
X 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
X 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
X 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)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

c
Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?

1c
X

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

a
At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?
Yes
X 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 instructions.)

N/A

c
If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

3a
Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
Yes
X 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)

N/A

4a
Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

4a
X

b
Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?

4b
X

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023541
 12-07-10

6

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

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

N/A

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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

| (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 |
|-------------------------------|---|---|---|---------------------------------------|
| MELANIE LYKINS | PRES. / SEC. / TREAS | | | |
| 2401 GREY FOX ROAD | | | | |
| LOUISVILLE, KY 40205 | 1.00 | 0. | 0. | 0. |
| ANDREA LAINHART | VICE PRESIDENT | | | |
| 2401 GREY FOX ROAD | | | | |
| LOUISVILLE, KY 40205 | 1.00 | 0. | 0. | 0. |
| VICTORIA D. BUSTER | DIRECTOR | | | |
| 462 S. FOURTH ST., SUITE 2000 | | | | |
| LOUISVILLE, KY 40202 | 1.00 | 0. | 0. | 0. |
| | | | | |
| | | | | |

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

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

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

0

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0.

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

| | | | |
|----------|---|-----------|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 1,060,600. |
| b | Average of monthly cash balances | 1b | 31,025. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 1,091,625. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 1,091,625. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 16,374. |
| 5 | Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1,075,251. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 53,763. |

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

| | | | |
|-----------|---|-----------|---------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 53,763. |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 2a | 479. |
| b | Income tax for 2010. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 479. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 53,284. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 53,284. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 53,284. |

Part XII Qualifying Distributions (see instructions)

| | | | |
|----------|---|-----------|---------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 49,419. |
| 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 | |
| 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 | 49,419. |
| 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 | 5 | 479. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 48,940. |

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

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2009 | (c) 2009 | (d) 2010 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7 | | | | 53,284. |
| 2 Undistributed income, if any, as of the end of 2010 | | | | |
| a Enter amount for 2009 only | | | 48,844. | |
| b Total for prior years: | | 0. | | |
| 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 | 0. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 49,419. | | | | |
| a Applied to 2009, but not more than line 2a | | | 48,844. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2010 distributable amount | | | | 575. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 | | | | 52,709. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 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 | | | | |

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

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

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

| | Tax year | Prior 3 years | | | (e) Total |
|---|----------|---------------|----------|----------|-----------|
| | (a) 2010 | (b) 2009 | (c) 2008 | (d) 2007 | |
| 2 a 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 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).)

NONE

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 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:

MELANIE LYKINS, (502) 456-4950
2401 GREY FOX ROAD, LOUISVILLE, KY 40205

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

NO PRESCRIBED FORM

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:

NO RESTRICTIONS AT PRESENT TIME

3 Grants and Contributions Paid During the Year or Approved for Future Payment

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| 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.

Melanie Lykins
Signature of officer or trustee

125 Mar 2011
Date

Pres
Title

**Paid
Preparer
Use Only**

Print/Type preparer's name
VICTORIA D. BUSTER.

Preparer's signature Victor D. Bush

Date
3-11-11

Check ☒ if self-employed

| | |
|------|--|
| PTIN | |
|------|--|

Firm's name ► MOUNTJOY CHILTON MEDLEY LLP

Firm's EIN ▶

Firm's address ► 462 S. FOURTH ST., 2000 MEIDINGER TOWER
LOUISVILLE, KY 40202-3445

Phone no. (502) 749-1900

| | | | |
|-------------|--|-----------|---|
| FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT | 1 |
|-------------|--|-----------|---|

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| REGIONS MORGAN KEEGAN | 33,517. | 857. | 32,660. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 33,517. | 857. | 32,660. |

| | | | |
|-------------|-----------------|-----------|---|
| FORM 990-PF | ACCOUNTING FEES | STATEMENT | 2 |
|-------------|-----------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES | 1,150. | 575. | | 575. |
| TO FORM 990-PF, PG 1, LN 16B | 1,150. | 575. | | 575. |

| | | | |
|-------------|-------------------------|-----------|---|
| FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT | 3 |
|-------------|-------------------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ADVISORY FEES | 13,050. | 13,050. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 13,050. | 13,050. | | 0. |

| | | | |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 4 |
|-------------|-------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAX EXPENSE | 9. | 9. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 9. | 9. | | 0. |

| | | | |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 5 |
|-------------|-----------------|-----------|---|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| EQUITIES & MUTUAL FUNDS | 624,023. | 749,481. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 624,023. | 749,481. |

| | | | |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE BONDS | STATEMENT | 6 |
|-------------|-----------------|-----------|---|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| CORPORATE OBLIGATIONS | 343,862. | 358,129. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 343,862. | 358,129. |

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 7

| RECIPIENT NAME AND ADDRESS | RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT | RECIPIENT STATUS | AMOUNT |
|--|--|---------------------|--------|
| ALZHEIMER'S ASSOCIATION - MIDDLE TENNESSEE CHAPTER 4205 HILLSBORO PIKE NASHVILLE, TN 37215 | CHARITABLE | PUBLIC CHARITY | 274. |
| AMERICAN CANCER SOCIETY P.O. BOX 22718 OKLAHOMA CITY, OK 73123-1718 | CHARITABLE | PUBLIC CHARITY | 1,500. |
| ASPIRNaUT INITIATIVE VANDERBILT UMC, CCC3322 MCN, 1161 21ST AVE. S. NASHVILLE, TN 37232 | CHARITABLE | PUBLIC CHARITY | 274. |
| BRIGHTSIDE 400 SOUTH FIRST STREET LOUISVILLE, KY 40202 | CHARITABLE | PUBLIC CHARITY | 500. |
| CHICAGO PUBLIC RADIO/WBEZ 848 EAST GRAND AVE., NAVY PIER CHICAGO, IL 60611 | CHARITABLE | PUBLIC CHARITY | 275. |
| THE COMMUNITY FOUNDATION OF MIDDLE TENNESSEE 3833 CLEGHORN AVENUE, #400 NASHVILLE, TN 37215 | CHARITABLE | PUBLIC CHARITY | 5,000. |
| DARE TO CARE FOOD BANK P.O. BOX 35458 LOUISVILLE, KY 40232 | CHARITABLE | PUBLIC CHARITY | 500. |
| GEORGIA INSTITUTE OF TECHNOLOGY ATLANTA, GA 30332 | CHARITABLE | PUBLIC CHARITY | 500. |

ROBERT W. AND ELISE B. LYKINS CHARITABLE

61-1356911

| | | |
|---|-------------------|--------|
| HABITAT FOR HUMANITY 1006 8TH AVE. S. NASHVILLE, TN CHARITABLE 37203 | PUBLIC CHARITY | 1,000. |
| HARPETH HALL SCHOOL 3801 HOBBS RD. NASHVILLE, TN CHARITABLE 37215 | PUBLIC CHARITY | 500. |
| HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR CHARITABLE 72202 | PUBLIC CHARITY | 500. |
| HOSPARUS 3532 EPHRAIM MCDOWELL DR CHARITABLE LOUISVILLE, KY 40205 | PUBLIC CHARITY | 1,000. |
| KOSAIR CHARITIES P.O. BO 37370 LOUISVILLE, KY CHARITABLE 40233 | PUBLIC CHARITY | 3,000. |
| LIVING LANDS & WATERS 17624 ROUTE 84 N. EAST MOLINE, IL CHARITABLE 61244 | PUBLIC CHARITY | 275. |
| LOUISVILLE VISUAL ART ASSOCIATION CHARITABLE 3005 RIVER RD LOUISVILLE, KY 40207 | PUBLIC CHARITY | 6,000. |
| MAKE-A-WISH FOUNDATION 9502 WILLIAMSBURG PLAZA, SUITE CHARITABLE 100 LOUISVILLE, KY 40222 | PUBLIC CHARITY | 422. |
| NPT/NASHVILLE PUBLIC TELEVISION 161 RAINS AVE. NASHVILLE, TN CHARITABLE 37203 | PUBLIC CHARITY | 274. |
| OLMSTED PARKS CONSERVANCY 1229 TREVILIAN WAY LOUISVILLE, KY CHARITABLE 40213 | PUBLIC CHARITY | 5,000. |

ROBERT W. AND ELISE B. LYKINS CHARITABLE

61-1356911

| | | | |
|---|------------|-------------------|--------|
| SALVATION ARMY - NASHVILLE FOOT RELIEF P.O. BOX 78625 NASHVILLE, TN 37207 | CHARITABLE | PUBLIC CHARITY | 5,000. |
| SMILE TRAIN P.O. BOX 96231 WASHINGTON, DC 20090 | CHARITABLE | PUBLIC CHARITY | 1,000. |
| ST. JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105 | CHARITABLE | PUBLIC CHARITY | 1,000. |
| STAND UP TO CANCER FILE 1224, 1801 W. OLYMPIC BLVD. PASADENA, CA 91199 | CHARITABLE | PUBLIC CHARITY | 500. |
| LAND TRUST FOR TENNESSEE P.O. BOX 23473 NASHVILLE, TN 37202 | CHARITABLE | PUBLIC CHARITY | 275. |
| VANDERBILT UNIVERSITY 2201 WEST END AVE. NASHVILLE, TN 372140 | CHARITABLE | PUBLIC CHARITY | 5,000. |
| UNICEF/HAITI RELIEF 125 MAIDEN LN NEW YORK, NY 10038 | CHARITABLE | PUBLIC CHARITY | 1,500. |
| WESTMINSTER PRESBYTERIAN CHURCH 3900 W. END AVE. NASHVILLE, TN 37205 | CHARITABLE | PUBLIC CHARITY | 4,000. |
| WPLN/NASHVILLE PUBLIC RADIO 630 MAINSTREAM DR NASHVILLE, TN 37228 | CHARITABLE | PUBLIC CHARITY | 275. |
| YMCA SAFE PLACE 545 SOUTH SECOND STREET LOUISVILLE, KY 40202 | CHARITABLE | PUBLIC CHARITY | 2,000. |

ROBERT W. AND ELISE B. LYKINS CHARITABLE

61-1356911

ALZHEIMER'S ASSOCIATION -
GREATER KY/SOUTHERN IN CHAPTER CHARITABLE
6100 DUTCHMANS LANE, SUITE 601
LOUISVILLE, KY 40205

PUBLIC
CHARITY 1,500.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

48,844.

ROBERT W. AND ELISE B. LYKINS CHARITABLE FOUNDATION, INC.
GAINLOSS SCHEDULE
12/31/10

| # SHS | SECURITY | DATE ACQ'D | DATE SOLD | PROCEEDS | COST | GAIN/LOSS |
|-----------|---------------------------------------|------------|------------|-----------|-----------|------------|
| 400.000 | AT&T INC | Various | 2/24/2010 | 10,035.87 | 12,379.55 | (2,343.68) |
| 250.000 | AETNA INC | Various | 2/24/2010 | 7,309.90 | 6,132.05 | 1,177.85 |
| 30.000 | ALLERGAN INC | Various | 3/10/2010 | 1,850.37 | 1,747.20 | 103.17 |
| 465.839 | THE ARBITRAGE CLR | Various | 12/17/2010 | 5,869.57 | 5,897.52 | (27.95) |
| 75.000 | BANK OF AMERICA CORP | Various | 3/10/2010 | 1,245.74 | 1,184.25 | 61.49 |
| 100.000 | BEST BUY INC | Various | 2/24/2010 | 3,595.95 | 3,610.82 | (14.87) |
| 100.000 | CISCO SYSTEMS INC | Various | 2/24/2010 | 2,403.96 | 2,413.90 | (9.94) |
| 150.000 | CONOCOPHILLIPS | Various | 2/24/2010 | 7,270.40 | 4,797.37 | 2,473.03 |
| 100.000 | DARDEN RESTAURANTS INC | Various | 3/25/2010 | 4,389.45 | 3,169.82 | 1,219.63 |
| 500.000 | DELL INC | Various | 8/27/2010 | 5,765.60 | 6,970.00 | (1,204.40) |
| 100.000 | DEVON ENERGY CORP | Various | 3/26/2010 | 6,475.06 | 6,080.28 | 394.78 |
| 35.000 | WALT DISNEY CO | Various | 3/10/2010 | 1,151.48 | 1,237.85 | (86.37) |
| 215.000 | WALT DISNEY CO | Various | 8/27/2010 | 6,977.71 | 7,603.90 | (626.19) |
| 20.000 | EATON CORP | Various | 3/10/2010 | 1,455.58 | 866.09 | 589.49 |
| 1215.222 | AMERICAN FUNDS CL F | Various | 6/2/2010 | 41,013.74 | 39,688.20 | 1,325.54 |
| 40.000 | EXELON CORP | Various | 3/10/2010 | 1,808.77 | 2,990.00 | (1,181.23) |
| 160.000 | EXELON CORP | Various | 8/30/2010 | 6,413.56 | 9,868.73 | (3,455.17) |
| 100.000 | EXXON MOBIL CORP | Various | 2/24/2010 | 6,548.91 | 4,019.50 | 2,529.41 |
| 0.470 | EXXON MOBIL CORP | Various | 7/1/2010 | 27.61 | 21.81 | 5.80 |
| 0.010 | FRONTIER COMMUNICATIONS CORP | Various | 7/15/2010 | 0.07 | 0.08 | (0.01) |
| 60.000 | FRONTIER COMMUNICATIONS CORP | Various | 8/13/2010 | 459.59 | 451.83 | 7.76 |
| 15.000 | GOLDMAN SACHS GROUP | Various | 3/10/2010 | 2,505.26 | 1,606.58 | 898.68 |
| 25000.000 | HSBC FINANCE CORP | Various | 9/15/2010 | 25,000.00 | 24,710.00 | 290.00 |
| 476.190 | HUSSMAN INVESTMENT TRUST | Various | 12/17/2010 | 5,999.99 | 7,705.87 | (1,705.88) |
| 100.000 | INTEL CORP | Various | 3/10/2010 | 2,064.07 | 1,357.82 | 706.25 |
| 1570.897 | IVY ASSET STRATEGY FUND-I | Various | 12/17/2010 | 38,094.25 | 32,718.88 | 5,375.37 |
| 35.000 | JP MORGAN CHASE & CO | Various | 3/10/2010 | 1,484.68 | 1,837.50 | (352.82) |
| 35.000 | JOHNSON & JOHNSON | Various | 3/10/2010 | 2,231.57 | 2,406.60 | (175.03) |
| 50.000 | JUNIPER NETWORKS INC | Various | 3/10/2010 | 1,438.48 | 1,300.50 | 137.98 |
| 1452.827 | LOOMIS SAYLES BOND FD- INSTITUTIONAL | Various | 2/22/2010 | 19,555.05 | 20,804.48 | (1,249.43) |
| 2350.427 | LOOMIS SAYLES BOND FD - INSTITUTIONAL | Various | 12/17/2010 | 33,023.50 | 33,658.12 | (634.62) |
| 50.000 | MCGRAW HILL INC | Various | 3/10/2010 | 1,752.47 | 1,461.50 | 290.97 |
| 100.000 | NIKE INC CL B | Various | 2/24/2010 | 6,398.91 | 4,152.50 | 2,246.41 |
| 200.000 | NUCOR CORP | Various | 3/10/2010 | 8,858.04 | 4,502.50 | 4,355.54 |
| 100.000 | OCCIDENTAL PETE CORP | Various | 3/10/2010 | 8,152.99 | 5,581.10 | 2,571.89 |

| | | | | | | |
|-----------|--|---------|------------|------------|------------|------------|
| 100.000 | ORACLE CORPORATION | Various | 2/24/2010 | 2,432.96 | 1,887.82 | 545.14 |
| 35.000 | PEPSICO INC | Various | 3/10/2010 | 2,236.82 | 2,307.90 | (71.08) |
| 4207.120 | PIMCO ALL ASSET FD INSL CL | Various | 12/17/2010 | 52,168.28 | 51,747.58 | 420.70 |
| 50.000 | ROBERT HALF INTL INC | Various | 2/24/2010 | 1,406.98 | 1,183.87 | 223.11 |
| 50.000 | ROBERT HALF INTL INC | Various | 3/10/2010 | 1,481.49 | 1,183.87 | 297.62 |
| 20.000 | SCHLUMBERGER LTD | Various | 3/10/2010 | 1,270.79 | 1,306.00 | (35.21) |
| 1511.089 | SENTINEL SMALL COMPANY | Various | 2/22/2010 | 9,595.42 | 7,192.78 | 2,402.64 |
| 400.000 | SPECTRA ENERGY CORP | Various | 3/10/2010 | 8,784.28 | 6,631.28 | 2,153.00 |
| 50.000 | STATE STREET CORP | Various | 2/24/2010 | 2,256.47 | 2,139.02 | 117.45 |
| 3310.901 | TEMPLETON GLOBAL BOND FD ADV | Various | 12/17/2010 | 44,332.96 | 39,312.50 | 5,020.46 |
| 35.000 | TEVA PHARMACEUTICAL INDS | Various | 3/10/2010 | 2,152.47 | 1,510.47 | 642.00 |
| 20.000 | 3M CO | Various | 3/10/2010 | 1,639.37 | 1,590.20 | 49.17 |
| 20.000 | TRAVELERS COMPANIES INC | Various | 3/10/2010 | 1,072.38 | 698.20 | 374.18 |
| 25000.000 | UNION PAC CORP 6.5% | Various | 3/22/2010 | 27,703.68 | 24,871.25 | 2,832.43 |
| 20.000 | UNITED TECHNOLOGIES | Various | 3/10/2010 | 1,416.78 | 956.00 | 460.78 |
| 50.000 | VERIZON COMMUNICATIONS | Various | 3/10/2010 | 1,452.48 | 1,457.50 | (5.02) |
| 50.000 | WALGREEN CO | Various | 3/10/2010 | 1,745.97 | 2,170.50 | (424.53) |
| 50.000 | XTO ENERGY CORP | Various | 3/10/2010 | 2,332.49 | 1,646.82 | 685.67 |
| 85.000 | TRANSOCEAN LTD | Various | 8/18/2010 | 4,634.67 | 7,200.35 | (2,565.68) |
| | MERRILL LYNCH & CO INC SECURITIES LITIGATION | Various | 6/21/2010 | 207.79 | - | 207.79 |
| | | | | 448,952.68 | 421,928.61 | 27,024.07 |