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

OMB No 1545-0052

**2010**

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

For calendar year 2010, or tax year beginning , 2010, and ending , 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return  
☐ Amended return ☐ Address change ☐ Name change

Name of foundation

HENRY G. SIMS & HENRY U. SIMS MEM FD C/O  
REGIONS BANK 1055000183

A Employer identification number

63-6114412

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

P O BOX 2886

Room/suite

B Telephone number (see page 10 of the instructions)

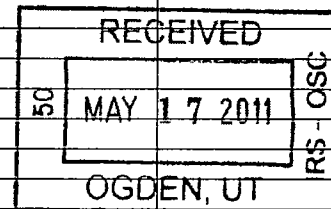
(205) 326-5382

City or town, state, and ZIP code

MOBILE, AL 36652-2886

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,080,954.  
J Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis.)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 . . . . . ☐**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)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
3 Interest on savings and temporary cash investments . . . . .	4.	4.		STMT 1
4 Dividends and interest from securities . . . . .	31,502.	31,502.		STMT 2
5a Gross rents . . . . .				
b Net rental income or (loss) . . . . .				
6a Net gain or (loss) from sale of assets not on line 10 . . . . .	3,020.			
b Gross sales price for all assets on line 6a . . . . .	251,454.			
7 Capital gain net income (from Part IV, line 2) . . . . .		3,020.		
8 Net short-term capital gain . . . . .				
9 Income modifications . . . . .				
10 a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .				
c Gross profit or (loss) (attach schedule) . . . . .				
11 Other income (attach schedule) . . . . .	92.			STMT 3
12 Total. Add lines 1 through 11 . . . . .	34,618.	34,526.		
13 Compensation of officers, directors, trustees, etc. . . . .	13,699.	9,589.		4,110.
14 Other employee salaries and wages . . . . .		NONE	NONE	
15 Pension plans, employee benefits . . . . .		NONE	NONE	
16a Legal fees (attach schedule) . . . . .				
b Accounting fees (attach schedule) STMT 4 . . . . .	800.	NONE	NONE	800.
c Other professional fees (attach schedule) . . . . .				
17 Interest . . . . .				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5 . . . . .	208.	208.		
19 Depreciation (attach schedule) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .		NONE	NONE	
22 Printing and publications . . . . .		NONE	NONE	
23 Other expenses (attach schedule) . . . . .				
24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	14,707.	9,797.	NONE	4,910.
25 Contributions, gifts, grants paid . . . . .	48,400.			48,400.
26 Total expenses and disbursements. Add lines 24 and 25 . . . . .	63,107.	9,797.	NONE	53,310.
27 Subtract line 26 from line 12 . . . . .	-28,489.			
a Excess of revenue over expenses and disbursements . . . . .		24,729.		
b Net investment income (if negative, enter -0-) . . . . .				
c Adjusted net income (if negative, enter -0-) . . . . .				



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

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .				
	2	Savings and temporary cash investments . . . . .		4,376.	5,359.	5,359.
	3	Accounts receivable ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	4	Pledges receivable ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .	NONE			
	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) . . . . .	STMT 6	730,087.	629,162.	772,253.
	c	Investments - corporate bonds (attach schedule) . . . . .	STMT 9	215,117.	286,570.	303,342.
	11	Investments - land, buildings, and equipment basis (attach schedule) . . . . .				
	Less: accumulated depreciation (attach schedule) ▶ . . . . .					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) . . . . .					
14	Land, buildings, and equipment basis (attach schedule) . . . . .					
	Less: accumulated depreciation (attach schedule) ▶ . . . . .					
15	Other assets (describe ▶ . . . . .)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		949,580.	921,091.	1,080,954.	
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ . . . . .)				
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .					
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .		949,580.	921,091.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .		949,580.	921,091.	
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .		949,580.	921,091.		

### 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	949,580.
2	Enter amount from Part I, line 27a . . . . .	2	-28,489.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	921,091.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	921,091.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	3,020.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. . . . .			3		

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	47,711.	902,979.	0.05283733066
2008	47,375.	1,083,159.	0.04373780765
2007	66,727.	1,300,368.	0.05131393575
2006	66,695.	1,222,694.	0.05454758100
2005	65,068.	1,103,028.	0.05899034295
2 Total of line 1, column (d) . . . . .			2 0.26142699801
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 0.05228539960
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 . . . . .			4 1,017,106.
5 Multiply line 4 by line 3 . . . . .			5 53,180.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			6 247.
7 Add lines 5 and 6 . . . . .			7 53,427.
8 Enter qualifying distributions from Part XII, line 4 . . . . . 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.			8 53,310.

**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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	495.
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	495.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	495.
6	<b>Credits/Payments</b>		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	164.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	<b>Total credits and payments.</b> Add lines 6a through 6d	7	164.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	331.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	
11	Enter the amount of line 10 to be <b>Credited to 2011 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file <b>Form 1120-POL</b> 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 type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
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 <b>Form 990-T</b> for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> STMT 10		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) . . . . .	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address <input type="text"/> N/A				
14	The books are in care of <input type="text"/> SEE STATEMENT 11 Telephone no. <input type="text"/>			
Located at <input type="text"/> ZIP + 4 <input type="text"/>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .	15		<input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year . . . . . <input type="text"/>				
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <input type="text"/>				X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? . . . . . <input type="checkbox"/>	1b	X
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? . . . . . <input type="checkbox"/>	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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="text"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions.) . . . . .	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="text"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **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** ☒
- 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 12		13,699.	-0-	-0-

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

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

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

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services . . . . .		NONE

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 NONE	
2	
3	
4	

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,032,595.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,032,595.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,032,595.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	15,489.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,017,106.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	50,855.

**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	50,855.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	495.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	495.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	50,360.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	50,360.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	50,360.

**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	53,310.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	53,310.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	53,310.

**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
<b>1</b> Distributable amount for 2010 from Part XI, line 7 . . . . .				50,360.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only . . . . .			NONE	
<b>b</b> Total for prior years 20 <u>08</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2010.				
<b>a</b> From 2005 . . . . .	NONE			
<b>b</b> From 2006 . . . . .	NONE			
<b>c</b> From 2007 . . . . .	NONE			
<b>d</b> From 2008 . . . . .	NONE			
<b>e</b> From 2009 . . . . .	972.			
<b>f</b> Total of lines 3a through e . . . . .	972.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>53,310.</u>				
<b>a</b> Applied to 2009, but not more than line 2a . . . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .	NONE			
<b>d</b> Applied to 2010 distributable amount . . . . .				50,360.
<b>e</b> Remaining amount distributed out of corpus . . . . .	2,950.			
<b>5</b> Excess distributions carryover applied to 2010 . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	3,922.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 . . . . .				NONE
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	3,922.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006 . . . . .	NONE			
<b>b</b> Excess from 2007 . . . . .	NONE			
<b>c</b> Excess from 2008 . . . . .	NONE			
<b>d</b> Excess from 2009 . . . . .	972.			
<b>e</b> Excess from 2010 . . . . .	2,950.			

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

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

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

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

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

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

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

N/A

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

N/A

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

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

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

SEE STATEMENT 14

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<b>a Paid during the year</b>  SEE STATEMENT 19				
<b>Total</b> . . . . . ▶ <b>3a</b>				48,400.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . . ▶ <b>3b</b>				

Form 990-PF (2010)

**1 Program service revenue**

Unrelated business income

Excluded by section 512, 513, or 514
--------------------------------------

(e)  
Related or exempt  
function income  
(See page 28 of  
the instructions.)

a \_\_\_\_\_

b \_\_\_\_\_

c \_\_\_\_\_

d \_\_\_\_\_

e \_\_\_\_\_

f \_\_\_\_\_

**g Fees and contracts from government agencies**

2 Membership dues and assessments . . . . .

### 3 Interest on savings and temporary cash investments

4 Dividends and interest from securities . . . . .

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 inventor

**9 Net income or (loss) from special events . . . . .**

**10** Gross profit or (loss) from sales of inventory . .

11 Other revenue a

b FEDERAL TAX REFUND

3

\_\_\_\_\_

\_\_\_\_\_

12 Subtotal Add columns (b), (d), and (e) . . . . .

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

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

13

34,618.

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

Line No.

▼

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

NOT APPLICABLE



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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					5,153.	
1,260.00		50. AT&T INC PROPERTY TYPE: SECURITIES 1,323.00				P	01/14/2010	02/04/2010
							-63.00	
7,765.00		308. AT&T INC PROPERTY TYPE: SECURITIES 12,612.00				P	08/29/2007	02/04/2010
							-4,847.00	
410.00		5. AIR PRODS & CHEMICALS INC COM W/ RTS PROPERTY TYPE: SECURITIES 309.00				P	07/17/2006	01/14/2010
							101.00	
9,535.00		133. AIR PRODS & CHEMICALS INC COM W/ RT PROPERTY TYPE: SECURITIES 8,015.00				P	01/09/2009	03/04/2010
							1,520.00	
1,272.00		18. ALLERGAN INC PROPERTY TYPE: SECURITIES 631.00				P	04/12/2005	12/14/2010
							641.00	
1,072.00		10. APACHE CORP COM PROPERTY TYPE: SECURITIES 1,067.00				P	01/11/2010	01/14/2010
							5.00	
9,223.00		630. ARTISAN FDS INC SMALL CAP VALUE FUN PROPERTY TYPE: SECURITIES 9,110.00				P	04/18/2008	01/15/2010
							113.00	
8,236.00		455. ARTISAN FDS INC MID CAP VALUE FD IN PROPERTY TYPE: SECURITIES 8,431.00				P	04/18/2008	01/15/2010
							-195.00	
2,526.00		65. AUTO DESK INC PROPERTY TYPE: SECURITIES 1,783.00				P	08/24/2010	12/14/2010
							743.00	
1,848.00		110. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES 1,686.00				P	12/10/2009	01/14/2010
							162.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,180.00		30. BEST BUY INC PROPERTY TYPE: SECURITIES 843.00				P	01/09/2009 337.00	01/14/2010
8,595.00		240. BEST BUY INC PROPERTY TYPE: SECURITIES 6,744.00				P	01/09/2009 1,851.00	02/04/2010
2,220.00		145. BRANDES INSTL INTL EQUITY FD PROPERTY TYPE: SECURITIES 1,892.00				P	07/16/2009 328.00	01/15/2010
27,091.00		1907.835 BRANDES INSTL INTL EQUITY FD PROPERTY TYPE: SECURITIES 24,897.00				P	07/16/2009 2,194.00	02/26/2010
8,456.00		375. BUFFALO SMALL CAP FUND PROPERTY TYPE: SECURITIES 8,078.00				P	12/16/2009 378.00	01/15/2010
1,943.00		21. CATERPILLAR INC PROPERTY TYPE: SECURITIES 1,095.00				P	02/04/2010 848.00	12/14/2010
3,575.00		45. CHEVRONTExaco Corp Com PROPERTY TYPE: SECURITIES 2,534.00				P	04/12/2005 1,041.00	01/14/2010
2,872.00		115. CISCO SYSTEMS COM STK PROPERTY TYPE: SECURITIES 2,100.00				P	04/12/2005 772.00	01/14/2010
2,779.00		65. CITRIX SYSTEM INC PROPERTY TYPE: SECURITIES 1,975.00				P	08/08/2008 804.00	01/14/2010
7,935.00		190. CITRIX SYSTEM INC PROPERTY TYPE: SECURITIES 4,712.00				P	01/09/2009 3,223.00	02/04/2010
2,849.00		80. DARDEN RESTAURANTS INC PROPERTY TYPE: SECURITIES 2,923.00				P	05/08/2008 -74.00	01/14/2010



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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
1,776.00		37. DARDEN RESTAURANTS INC PROPERTY TYPE: SECURITIES 1,352.00				P	05/08/2008 424.00	12/14/2010
2,057.00		140. DELL INC PROPERTY TYPE: SECURITIES 4,126.00				P	11/08/2005 -2,069.00	01/14/2010
6,255.00		544. DELL INC PROPERTY TYPE: SECURITIES 10,826.00				P	01/09/2009 -4,571.00	08/24/2010
2,947.00		40. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES 3,602.00				P	01/14/2008 -655.00	01/14/2010
2,619.00		40. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES 2,244.00				P	07/16/2009 375.00	03/24/2010
5,893.00		90. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES 7,614.00				P	01/09/2009 -1,721.00	03/24/2010
1,394.00		45. WALT DISNEY CO COM PROPERTY TYPE: SECURITIES 1,131.00				P	01/30/2006 263.00	01/14/2010
9,913.00		305. WALT DISNEY CO COM PROPERTY TYPE: SECURITIES 7,667.00				P	01/30/2006 2,246.00	08/24/2010
3,435.00		190. E M C CORP MASS COM PROPERTY TYPE: SECURITIES 2,336.00				P	09/19/2006 1,099.00	01/14/2010
2,065.00		30. EATON CORP PROPERTY TYPE: SECURITIES 2,881.00				P	06/13/2008 -816.00	01/14/2010
2,977.00		30. EATON CORP PROPERTY TYPE: SECURITIES 2,881.00				P	06/13/2008 96.00	12/14/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,702.00		95. AMERICAN EUROPACIFIC GRTH-F2 PROPERTY TYPE: SECURITIES 4,484.00				P	02/29/2008 -782.00	01/15/2010
4,632.00		115. EXELON CORP PROPERTY TYPE: SECURITIES 5,650.00				P	01/14/2010 -1,018.00	08/24/2010
5,518.00		137. EXELON CORP PROPERTY TYPE: SECURITIES 9,779.00				P	08/29/2007 -4,261.00	08/24/2010
695.00		10. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 745.00				P	01/24/2007 -50.00	01/14/2010
		.012 FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES				P	04/16/2008	07/08/2010
91.00		12.002 FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES 97.00				P	01/14/2010 -6.00	07/30/2010
454.00		59.998 FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES 483.00				P	04/16/2008 -29.00	07/30/2010
1,015.00		6. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES 1,060.00				P	04/03/2008 -45.00	12/14/2010
9,810.00		770. GOLDMAN SACHS S/M CAP GTH-IS PROPERTY TYPE: SECURITIES 8,166.00				P	12/16/2009 1,644.00	01/15/2010
3,241.00		95. HALLIBURTON CO PROPERTY TYPE: SECURITIES 4,481.00				P	05/08/2008 -1,240.00	01/14/2010
1,867.00		45. HALLIBURTON CO PROPERTY TYPE: SECURITIES 2,123.00				P	05/08/2008 -256.00	12/14/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,146.00		50. HESS CORPORATION PROPERTY TYPE: SECURITIES 3,061.00				P	05/21/2009 85.00	01/14/2010
743.00		10. HESS CORPORATION PROPERTY TYPE: SECURITIES 612.00				P	05/21/2009 131.00	12/14/2010
2,033.00		95. INTEL CORP COM PROPERTY TYPE: SECURITIES 1,993.00				P	10/11/2006 40.00	01/14/2010
2,889.00		65. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 2,243.00				P	04/12/2005 646.00	01/14/2010
1,187.00		45. JUNIPER NETWORKS PROPERTY TYPE: SECURITIES 1,188.00				P	02/15/2008 -1.00	01/14/2010
3,658.00		250. MFS RESH INTL FD CL I PROPERTY TYPE: SECURITIES 4,578.00				P	02/29/2008 -920.00	01/15/2010
3,100.00		100. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 2,501.00				P	04/12/2005 599.00	01/14/2010
1,320.00		25. NORFOLK SOUTHN CORP COM W/RIGHTS ATT PROPERTY TYPE: SECURITIES 1,546.00				P	05/08/2008 -226.00	01/14/2010
1,064.00		17. NORFOLK SOUTHN CORP COM W/RIGHTS ATT PROPERTY TYPE: SECURITIES 1,051.00				P	05/08/2008 13.00	12/14/2010
2,153.00		85. ORACLE CORPORATION COM PROPERTY TYPE: SECURITIES 1,941.00				P	10/11/2007 212.00	01/14/2010
743.00		15. PHILIP MORRIS INTERNATIONAL INC PROPERTY TYPE: SECURITIES 641.00				P	10/23/2008 102.00	01/14/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
887.00		15. PHILIP MORRIS INTERNATIONAL INC PROPERTY TYPE: SECURITIES 641.00				P	10/23/2008	12/14/2010
							246.00	
1,886.00		35. PRUDENTIAL FINANCIAL INC PROPERTY TYPE: SECURITIES 3,237.00			COM	P	04/16/2007	01/14/2010
							-1,351.00	
736.00		13. PRUDENTIAL FINANCIAL INC PROPERTY TYPE: SECURITIES 1,202.00			COM	P	04/16/2007	12/14/2010
							-466.00	
968.00		20. QUALCOMM INC PROPERTY TYPE: SECURITIES 685.00				P	04/12/2005	01/14/2010
							283.00	
1,439.00		50. ROBERT HALF INTL INC COM PROPERTY TYPE: SECURITIES 1,184.00				P	05/07/2009	01/14/2010
							255.00	
2,502.00		35. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 1,523.00				P	01/09/2009	01/14/2010
							979.00	
1,227.00		15. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 653.00				P	01/09/2009	12/14/2010
							574.00	
279.00		5. STRYKER CORP PROPERTY TYPE: SECURITIES 227.00				P	04/12/2005	01/14/2010
							52.00	
1,271.00		23. THERMO ELECTRON CORP PROPERTY TYPE: SECURITIES 1,157.00				P	10/02/2008	12/14/2010
							114.00	
1,671.00		20. 3M CO COM PROPERTY TYPE: SECURITIES 1,652.00				P	01/08/2008	01/14/2010
							19.00	
2,721.00		60. TIFFANY & CO PROPERTY TYPE: SECURITIES 2,556.00				P	05/08/2008	01/14/2010
							165.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,902.00		30. TIFFANY & CO PROPERTY TYPE: SECURITIES 1,278.00				P	05/08/2008 624.00	12/14/2010
2,214.00		45. TRAVELERS COMPANIES, INC. PROPERTY TYPE: SECURITIES 1,578.00				P	04/12/2005 636.00	01/14/2010
556.00		10. TRAVELERS COMPANIES, INC. PROPERTY TYPE: SECURITIES 351.00				P	04/12/2005 205.00	12/14/2010
1,817.00		25. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 1,288.00				P	11/08/2005 529.00	01/14/2010
1,196.00		25. XTO ENERGY CORP PROPERTY TYPE: SECURITIES 942.00				P	07/16/2009 254.00	01/11/2010
9,808.00		205. XTO ENERGY CORP PROPERTY TYPE: SECURITIES 10,867.00				P	01/09/2009 -1,059.00	01/11/2010
6,112.00		112. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES 9,570.00				P	11/19/2009 -3,458.00	08/18/2010
75.00		. SECURITIES LITIGATION SETTLEMENT PROCE PROPERTY TYPE: SECURITIES					75.00	06/24/2010
TOTAL GAIN(LOSS) .....							----- 3,020. =====	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INTEREST	4.	4.
	-----	-----
TOTAL	4.	4.
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US GOVERNMENT INT REPORTED AS NONQUALIFI	816.	816.
FOREIGN DIVIDENDS	1,545.	1,545.
DOMESTIC DIVIDENDS	10,107.	10,107.
NONQUALIFIED FOREIGN DIVIDENDS	1,294.	1,294.
NONQUALIFIED DOMESTIC DIVIDENDS	17,740.	17,740.
TOTAL	31,502.	31,502.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND	92.
	-----
TOTALS	92.
	=====



FORM 990PF, PART I - ACCOUNTING FEES  
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	800.			800.
TOTALS	800.	NONE	NONE	800.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	12.	12.
FOREIGN TAXES ON QUALIFIED FOR	158.	158.
FOREIGN TAXES ON NONQUALIFIED	38.	38.
TOTALS	208.	208.

HENRY G. SIMS & HENRY U. SIMS MEM FD C/O

63-6114412

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
AIR PRODS & CHEMS INC.	8,324.		
ALLERGAN INC	5,538.	5,511.	10,301.
BANK OF AMERICA CORP	9,735.	8,048.	7,004.
CHEVRON CORP	8,667.	6,133.	9,399.
CISCO SYSTEMS INC	7,920.	5,820.	6,494.
DELL INC	14,951.		
DISNEY WALT CO	8,798.		
E M C CORP MASS	7,303.		
GENERAL ELECTRIC CO		4,966.	10,191.
INTEL CORP	9,673.	8,614.	8,395.
J P MORGAN CHASE & CO	8,449.	7,680.	7,970.
JOHNSON & JOHNSON	7,917.	6,207.	8,272.
MICROSOFT CORP	8,979.	9,872.	9,772.
PEPSICO INC	6,217.	6,478.	7,229.
PROCTOR & GAMBLE CO	6,503.	7,788.	9,277.
QUALCOMM INC	6,405.	8,042.	9,199.
SCHLUMBERGER	7,614.	5,720.	8,265.
STRYKER CORP	8,404.	5,438.	10,855.
TIFFANY & CO	9,275.	8,176.	9,827.
3M CO	10,984.	5,442.	11,209.
UNITED TECHNOLOGIES CORP	9,004.	9,332.	11,305.
VERIZON COMMUNICATIONS	7,783.	7,717.	11,729.
WAL MART STORES INC	6,244.	8,775.	10,734.
WALGREEN CO	9,758.	7,604.	8,629.
AT&T INC	12,612.	9,758.	9,000.
CVS/CAREMARK	7,865.		
EXXON MOBILE CORP	9,236.	9,567.	8,936.
EXELON CORP	9,779.	8,491.	8,555.
ABBOTT LABS	8,619.	9,727.	8,815.

## FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
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ORACLE CORPORATION	9,249.	7,308.	10,016.
PRUDENTIAL FINANCIAL INC	14,291.	9,852.	11,155.
TRAVELERS COMPANIES, INC.	7,891.	5,962.	9,471.
CTXS CITRIX SYSTEM INC	6,687.		
DARDEN RESTAURANTS INC	12,482.	8,208.	10,681.
DEVON ENERGY CORP	13,461.		
EATON CORP	13,458.	7,695.	13,196.
GOLDMAN SACHS GROUP INC	7,859.	7,648.	10,090.
HALLIBURTON CO	11,986.	5,382.	10,616.
JUNIPER NETWORKS INC	9,186.	7,998.	11,261.
NORFOLK SOUTHERN CORP	12,221.	9,623.	11,936.
PHILLIP MORRIS INTERNATIONAL I	9,397.	8,115.	11,121.
THERMO FISHER SCIENTIFIC, INC.	8,474.	8,770.	10,518.
XTO ENERGY CORP	11,809.		
BEST BUY INC.	7,587.		
HESS CORP	11,363.	7,689.	10,716.
MONSANTO CO NEW	9,030.	9,854.	9,262.
ROBERT HALF INTL INC	10,100.	8,917.	11,781.
STATE STREET CORP	8,444.	8,444.	9,361.
TRANSOCEAN LTD	9,570.		
TEVA PHARMACEUTICAL	6,663.	8,143.	9,123.
ARTISAN FDS INC SM CAP VALUE	41,494.	32,384.	41,929.
ARTISAN FDS INC MID CAP VALUE	44,763.	36,332.	40,195.
BUFFALO SM CAP FUND	32,160.	24,083.	41,868.
GOLDMAN SACHS S/M CAP GTH-IS	35,521.	27,356.	42,607.
ARTISTAN FDS INC INTERNATIONAL		26,802.	32,066.
AMERICAN EUROPAFIC GRTH-F2	39,364.	34,880.	30,611.
MSCI EMERGING MKT IN	15,420.	17,642.	25,727.
MFS RESH INTL FD CL I	40,811.	36,234.	31,087.

HENRY G. SIMS & HENRY U. SIMS MEM FD C/O

63-6114412

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
AMERICAN EXPRESS CO		8,743.	8,799.
APACHE CORP		9,600.	10,731.
AUTO DESK INC		8,229.	11,460.
CATERPILLAR INC		7,824.	14,049.
MATTEL INC		6,178.	6,968.
MCGRAW HILL INC		7,882.	8,301.
MERCK & CO INC		6,184.	6,487.
NEXTERA ENERGY INC		10,165.	9,618.
VF CORP		8,596.	10,342.
VISA INC CL A SHRS		9,534.	7,742.
BRANDES INSTL INTL EQUITY FD	26,790.		
TOTALS	730,087.	629,162.	772,253.

HENRY G. SIMS & HENRY U. SIMS MEM FD C/O

63-6114412

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
GOLDMAN SACHS HIGH YIELD-INS	10,981.	13,314.	15,662.
PIMCO TOTAL RETURN INSTL #35	182,740.	245,745.	256,056.
TEMPLETON GLOBAL BOND FUND ADV	21,396.	27,511.	31,624.
	-----	-----	-----
TOTALS	215,117.	286,570.	303,342.
	=====	=====	=====

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

AL

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: REGIONS BANK  
TRUST DEPARTMENT  
ADDRESS: 1901 6TH AVENUE N.  
BIRMINGHAM, AL 35203  
  
TELEPHONE NUMBER: (205)326-5382



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

=====

OFFICER NAME:

REGIONS BANK

ADDRESS:

1901 6TH AVENUE NORTH

BIRMINGHAM, AL 35203

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 13,699.

TOTAL COMPENSATION: 13,699.

=====

## AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	995,030.		
FEBRUARY	1,014,783.		
MARCH	1,061,045.		
APRIL	1,067,036.		
MAY	997,165.		
JUNE	964,288.		
JULY	1,018,362.		
AUGUST	980,624.		
SEPTEMBER	1,052,700.		
OCTOBER	1,080,599.		
NOVEMBER	1,078,553.		
DECEMBER	1,080,950.		
	-----	-----	-----
TOTAL	12,391,135.		
	=====	=====	=====
AVERAGE FMV	1,032,595.		
	=====	=====	=====

HENRY G. SIMS & HENRY U. SIMS MEM FD C/O  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

63-6114412

RECIPIENT NAME:

CARLA GALE; REGIONS BANK

ADDRESS:

1901 6TH AVENUE NORTH  
BIRMINGHAM, AL 35203

RECIPIENT'S PHONE NUMBER: 205 326-5382

FORM, INFORMATION AND MATERIALS:

APPLICATIONS IN LETTER FORM WITH LATEST  
COPY OF IRS DETERMINATION LETTER

SUBMISSION DEADLINES:

APRIL 15TH

RESTRICTIONS OR LIMITATIONS ON AWARDS:

LIMITED TO ALABAMA CHARITABLE ORGANIZATIONS -  
LEGAL INSTITUTIONS OR FOR THE BLIND. NO GRANTS  
MADE TO INDIVIDUALS.

STATEMENT 14

RECIPIENT NAME:  
BIRMINGHAM YWCA  
ADDRESS:  
309 N. 23RD ST.  
BIRMINGHAM, AL 35203  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
TO SUPPORT YWCA COURT ADVOCACY PROGRAM  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
BIRMINGHAM YMCA  
ADDRESS:  
2101 4TH AVE. N.  
BIRMINGHAM, AL 35203  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT YOUTH CENTER AND PROVIDE MEMBERSHIPS  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT  
AMOUNT OF GRANT PAID ..... 6,250.

RECIPIENT NAME:  
UNIVERSITY OF ALABAMA  
SCHOOL OF LAW FOUNDATION  
ADDRESS:  
203 ROSE ADMINISTRATION  
TUSCALOOSA, AL 35487-0100  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
TO SUPPORT SUMMER INTERNSHIP PROGRAM  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT  
AMOUNT OF GRANT PAID ..... 9,000.

RECIPIENT NAME:  
CUMBERLAND SCHOOL OF LAW  
ADDRESS:  
800 LAKESHORE DRIVE  
BIRMINGHAM, AL 35229  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
TO SUPPORT PUBLIC INTEREST PROJECT  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT  
AMOUNT OF GRANT PAID ..... 9,000.

RECIPIENT NAME:  
KING'S RANCH AND HANNAH  
HOMES  
ADDRESS:  
P.O. BOX 162  
CHELSEA, AL 35054  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
TO SUPPORT EDUCATION PROGRAMS  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT  
AMOUNT OF GRANT PAID ..... 3,250.

RECIPIENT NAME:  
UAB SCHOOL OF MEDICINE  
CENTER OF LOW VISION REHAB  
ADDRESS:  
1801 UNIVERSITY BOULEVARD  
BIRMINGHAM, AL 35233  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
TO SUPPORT CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT  
AMOUNT OF GRANT PAID ..... 3,400.

RECIPIENT NAME:  
SIGHT SAVERS OF ALABAMA  
ADDRESS:  
500 ROBERT JEMISON RD  
BIRMINGHAM, AL 35209  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
TO SUPPORT CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT  
AMOUNT OF GRANT PAID ..... 3,350.

RECIPIENT NAME:  
GLENWOOD, INC.  
ADDRESS:  
150 GLENWOOD LANE  
BIRMINGHAM, AL 352425700  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
TO SUPPORT BOYS IN DANIEL HOUSE I & II  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT  
AMOUNT OF GRANT PAID ..... 3,250.

RECIPIENT NAME:  
GREATER BIRMINGHAM CHAPTER  
AL COUNCIL OF THE BLIND  
ADDRESS:  
P.O. BOX 12832  
BIRMINGHAM, AL 35282  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
TO SUPPORT CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT  
AMOUNT OF GRANT PAID ..... 2,400.

HENRY G. SIMS & HENRY U. SIMS MEM FD C/O 63-6114412  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:  
LAKESHORE FOUNDATION  
ADDRESS:  
4000 RIDGEWAY DR  
BIRMINGHAM, AL 35209  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
TO SUPPORT GOALBALL TEAM  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
ALABAMA APPLESEED CENTER  
FOR LAW & JUSTICE  
ADDRESS:  
P.O. BOX 4864  
MONTGOMERY, AL 36103-4864  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
ALABAMA CONSTITUTIONAL REFORM ADVOCACY  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
FOUNDATION FIGHTING BLINDNESS  
ADDRESS:  
7168 COLUMBIA GATEWAY DR, SUITE 100  
COLUMBIA, MD 21046-3256  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
TO SUPPORT CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT  
AMOUNT OF GRANT PAID ..... 1,000.

HENRY G. SIMS & HENRY U. SIMS MEM FD C/O 63-6114412  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:

SPECIALIZED ALTERNATIVES FOR  
FAMILIES & YOUTH (SAFY)

ADDRESS:

601 BEACON PARKWAY WEST, SUITE 204  
BIRMINGHAM, AL 35209

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT FOR CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID ..... 1,000.

TOTAL GRANTS PAID:

48,400.

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STATEMENT 19



63-6114412

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
50. AT&T INC	01/14/2010	02/04/2010	1,260.00	1,323.00	-63.00
10. APACHE CORP COM	01/11/2010	01/14/2010	1,072.00	1,067.00	5.00
65. AUTO DESK INC	08/24/2010	12/14/2010	2,526.00	1,783.00	743.00
110. BANK OF AMERICA CORP	12/10/2009	01/14/2010	1,848.00	1,686.00	162.00
145. BRANDES INSTL INTL	07/16/2009	01/15/2010	2,220.00	1,892.00	328.00
1907.835 BRANDES INSTL	07/16/2009	02/26/2010	27,091.00	24,897.00	2,194.00
375. BUFFALO SMALL CAP	12/16/2009	01/15/2010	8,456.00	8,078.00	378.00
21. CATERPILLAR INC	02/04/2010	12/14/2010	1,943.00	1,095.00	848.00
40. DEVON ENERGY	07/16/2009	03/24/2010	2,619.00	2,244.00	375.00
115. EXELON CORP	01/14/2010	08/24/2010	4,632.00	5,650.00	-1,018.00
12.002 FRONTIER	01/14/2010	07/30/2010	91.00	97.00	-6.00
770. GOLDMAN SACHS S/M CAP	12/16/2009	01/15/2010	9,810.00	8,166.00	1,644.00
50. HESS CORPORATION	05/21/2009	01/14/2010	3,146.00	3,061.00	85.00
50. ROBERT HALF INTL INC	05/07/2009	01/14/2010	1,439.00	1,184.00	255.00
25. XTO ENERGY CORP	07/16/2009	01/11/2010	1,196.00	942.00	254.00
112. TRANSOCEAN LTD	11/19/2009	08/18/2010	6,112.00	9,570.00	-3,458.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			75,461.00	72,735.00	2,726.00
Totals			75,461.00	72,735.00	2,726.00

HENRY G. SIMS & HENRY U. SIMS MEM FD C/O  
Schedule D Detail of Long-term Capital Gains and Losses

63-6114412

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
<b>CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES</b>					
308. AT&T INC	08/29/2007	02/04/2010	7,765.00	12,612.00	-4,847.00
5. AIR PRODS & CHEMICALS					
INC COM W/ RTS TO PURCHASE PFD SHS	<del>EXP</del> 17/2006	01/14/2010	410.00	309.00	101.00
133. AIR PRODS & CHEMICALS					
INC COM W/ RTS TO PURCHASE PFD SHS	<del>EXP</del> 09/2009	03/04/2010	9,535.00	8,015.00	1,520.00
18. ALLERGAN INC	04/12/2005	12/14/2010	1,272.00	631.00	641.00
630. ARTISAN FDS INC SMALL					
CAP VALUE FUND INV	04/18/2008	01/15/2010	9,223.00	9,110.00	113.00
455. ARTISAN FDS INC MID					
CAP VALUE FD INV SHS	04/18/2008	01/15/2010	8,236.00	8,431.00	-195.00
30. BEST BUY INC	01/09/2009	01/14/2010	1,180.00	843.00	337.00
240. BEST BUY INC	01/09/2009	02/04/2010	8,595.00	6,744.00	1,851.00
45. CHEVRONTXACO CORP COM	04/12/2005	01/14/2010	3,575.00	2,534.00	1,041.00
115. CISCO SYSTEMS COM STK	04/12/2005	01/14/2010	2,872.00	2,100.00	772.00
65. CITRIX SYSTEM INC	08/08/2008	01/14/2010	2,779.00	1,975.00	804.00
190. CITRIX SYSTEM INC	01/09/2009	02/04/2010	7,935.00	4,712.00	3,223.00
80. DARDEN RESTAURANTS INC	05/08/2008	01/14/2010	2,849.00	2,923.00	-74.00
37. DARDEN RESTAURANTS INC	05/08/2008	12/14/2010	1,776.00	1,352.00	424.00
140. DELL INC	11/08/2005	01/14/2010	2,057.00	4,126.00	-2,069.00
544. DELL INC	01/09/2009	08/24/2010	6,255.00	10,826.00	-4,571.00
40. DEVON ENERGY	01/14/2008	01/14/2010	2,947.00	3,602.00	-655.00
90. DEVON ENERGY	01/09/2009	03/24/2010	5,893.00	7,614.00	-1,721.00
45. WALT DISNEY CO COM	01/30/2006	01/14/2010	1,394.00	1,131.00	263.00
305. WALT DISNEY CO COM	01/30/2006	08/24/2010	9,913.00	7,667.00	2,246.00
190. E M C CORP MASS COM	09/19/2006	01/14/2010	3,435.00	2,336.00	1,099.00
30. EATON CORP	06/13/2008	01/14/2010	2,065.00	2,881.00	-816.00
30. EATON CORP	06/13/2008	12/14/2010	2,977.00	2,881.00	96.00
95. AMERICAN EUROPACIFIC	02/29/2008	01/15/2010	3,702.00	4,484.00	-782.00
137. EXELON CORP	08/29/2007	08/24/2010	5,518.00	9,779.00	-4,261.00
10. EXXON MOBIL CORP	01/24/2007	01/14/2010	695.00	745.00	-50.00
59.998 FRONTIER	04/16/2008	07/30/2010	454.00	483.00	-29.00
6. GOLDMAN SACHS GROUP INC	04/03/2008	12/14/2010	1,015.00	1,060.00	-45.00
<b>Totals</b>					

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HENRY G. SIMS & HENRY U. SIMS MEM FD C/O  
Schedule D Detail of Long-term Capital Gains and Losses

63-6114412

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
95. HALLIBURTON CO	05/08/2008	01/14/2010	3,241.00	4,481.00	-1,240.00
45. HALLIBURTON CO	05/08/2008	12/14/2010	1,867.00	2,123.00	-256.00
10. HESS CORPORATION	05/21/2009	12/14/2010	743.00	612.00	131.00
95. INTEL CORP COM	10/11/2006	01/14/2010	2,033.00	1,993.00	40.00
65. JP MORGAN CHASE & CO	04/12/2005	01/14/2010	2,889.00	2,243.00	646.00
45. JUNIPER NETWORKS	02/15/2008	01/14/2010	1,187.00	1,188.00	-1.00
250. MFS RESH INTL FD CL I	02/29/2008	01/15/2010	3,658.00	4,578.00	-920.00
100. MICROSOFT CORP COM	04/12/2005	01/14/2010	3,100.00	2,501.00	599.00
25. NORFOLK SOUTHN CORP					
COM W/RIGHTS ATTACHED EXP 9/26/2010	05/08/2008	01/14/2010	1,320.00	1,546.00	-226.00
17. NORFOLK SOUTHN CORP					
COM W/RIGHTS ATTACHED EXP 9/26/2010	05/08/2008	12/14/2010	1,064.00	1,051.00	13.00
85. ORACLE CORPORATION	10/11/2007	01/14/2010	2,153.00	1,941.00	212.00
15. PHILIP MORRIS	10/23/2008	01/14/2010	743.00	641.00	102.00
15. PHILIP MORRIS	10/23/2008	12/14/2010	887.00	641.00	246.00
35. PRUDENTIAL FINANCIAL	04/16/2007	01/14/2010	1,886.00	3,237.00	-1,351.00
13. PRUDENTIAL FINANCIAL	04/16/2007	12/14/2010	736.00	1,202.00	-466.00
20. QUALCOMM INC	04/12/2005	01/14/2010	968.00	685.00	283.00
35. SCHLUMBERGER LTD COM	01/09/2009	01/14/2010	2,502.00	1,523.00	979.00
15. SCHLUMBERGER LTD COM	01/09/2009	12/14/2010	1,227.00	653.00	574.00
5. STRYKER CORP	04/12/2005	01/14/2010	279.00	227.00	52.00
23. THERMO ELECTRON CORP	10/02/2008	12/14/2010	1,271.00	1,157.00	114.00
20. 3M CO COM	01/08/2008	01/14/2010	1,671.00	1,652.00	19.00
60. TIFFANY & CO	05/08/2008	01/14/2010	2,721.00	2,556.00	165.00
30. TIFFANY & CO	05/08/2008	12/14/2010	1,902.00	1,278.00	624.00
45. TRAVELERS COMPANIES,	04/12/2005	01/14/2010	2,214.00	1,578.00	636.00
10. TRAVELERS COMPANIES,	04/12/2005	12/14/2010	556.00	351.00	205.00
25. UNITED TECHNOLOGIES	11/08/2005	01/14/2010	1,817.00	1,288.00	529.00
205. XTO ENERGY CORP	01/09/2009	01/11/2010	9,808.00	10,867.00	-1,059.00
. SECURITIES LITIGATION					
SETTLEMENT PROCEEDS		06/24/2010	75.00		75.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			170,840.00	175,699.00	-4,859.00
Totals			170,840.00	175,699.00	-4,859.00

JSA  
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FEDERAL CAPITAL GAIN DIVIDENDS  
=====LONG-TERM CAPITAL GAIN DIVIDENDS  
-----

## 15% RATE CAPITAL GAIN DIVIDENDS

LONG-TERM 15% CAPITAL GAIN DIVIDENDS

5,153.00  
-----

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

5,153.00  
-----

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

5,153.00  
=====