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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 , 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

A Employer identification number

65-0754688

B Telephone number (see page 10 of the instructions)

NEEDLES FAMILY FOUNDATION

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

Room/suite

10178 FRESH MEADOW

City or town, state, and ZIP code

BOCA RATON**FL 33498**H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at

J Accounting method ☒ Cash ☐ Accrual

end of year (from Part II, col (c),

☐ Other (specify)line 16) **\$ 438,631** (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)

Revenue

- 1 Contributions, gifts, grants, etc., received (attach schedule)
- 2 Check ☒ if the foundation is not required to attach Sch B
- 3 Interest on savings and temporary cash investments
- 4 Dividends and interest from securities
- 5a Gross rents
- b Net rental income or (loss)
- 6a Net gain or (loss) from sale of assets not on line 10 **STMT 1**
- b Gross sales price for all assets on line 6a **336,299**
- 7 Capital gain net income (from Part IV, line 2)
- 8 Net short-term capital gain
- 9 Income modifications
- 10a Gross sales less returns & allowances **RECEIVED**
- b Less Cost of goods sold **MAY 16 2011**
- c Gross profit or (loss) (attach schedule)
- 11 Other income (attach schedule)
- 12 Total Add lines 1 through 11

7
16,050**7****16,050****16,050****5,298****0****0****21,355****16,057****16,057****15,000****15,000****15,000**

Operating and Administrative Expenses

- 13 Compensation of officers, directors, trustees, etc.
- 14 Other employee salaries and wages
- 15 Pension plans, employee benefits
- 16a Legal fees (attach schedule)
- b Accounting fees (attach schedule) **STMT 2**
- c Other professional fees (attach schedule) **STMT 3**
- 17 Interest
- 18 Taxes (attach schedule) (see page 14 of the instructions) **STMT 4**
- 19 Depreciation (attach schedule) and depletion
- 20 Occupancy
- 21 Travel conferences, and meetings
- 22 Printing and publications
- 23 Other expenses (attach schedule)
- 24 Total operating and administrative expenses.
- Add lines 13 through 23
- 25 Contributions, gifts, grants paid
- 26 Total expenses and disbursements. Add lines 24 and 25

1,900**1,900****1,900****3,757****3,757****3,757****426****426****426****170****170****170****21,253****21,253****21,253****50,708****21,253****21,253****71,961****21,253****21,253**

27 Subtract line 26 from line 12

-50,606

a Excess of revenue over expenses and disbursements

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

0

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

0

24

SCANNED MAY 18 2011

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	14,383	11,571	11,571
	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 ▶	0		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) SEE STMT 5	604,722	427,060	427,060
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	619,105	438,631	438,631
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	619,105	438,631	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	619,105	438,631	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	619,105	438,631	

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	619,105
2	Enter amount from Part I, line 27a	2	-50,606
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	568,499
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	129,868
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	438,631

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 N/A				
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)			2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	
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				

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	58,160	550,993	0.105555
2008	67,645	853,075	0.079295
2007	53,460	1,133,373	0.047169
2006	56,129	1,012,552	0.055433
2005	50,516	1,043,909	0.048391
2 Total of line 1, column (d)			2 0.335843
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 0.067169
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 563,917
5 Multiply line 4 by line 3			5 37,878
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7 37,878
8 Enter qualifying distributions from Part XII, line 4			8 50,708
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	
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	
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	0
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	989
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	989
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	989
11	Enter the amount of line 10 to be Credited to 2011 estimated tax 989 Refunded	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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? Website address ► N/A	13	X	
14	The books are in care of ► SALLIE NEEDLES 10178 FRESH MEADOW LANE Located at ► BOCA RATON FL ZIP+4 ► 33498 Telephone no ► 215-635-6200			
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		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No 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?	☐ Yes	☒ No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?	N/A	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes	☒ No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions)	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 ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No **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? ☐ Yes ☒ No **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 (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
SALLIE NEEDLES 10178 FRESH MEADOWS LA BOCA RATON FL 33498	PRESIDENT 10.00	0	0	0
BETH OST 1414 WILLOW AVENUE ELKINS PARK PA 19027	SECRETARY 5.00	5,000	0	0
RANDY NEEDLES 1414 WILLOW AVENUE ELKINS PARK PA 19027	TREASURER 5.00	5,000	0	0
JAY NEEDLES 1414 WILLOW AVENUE ELKINS PARK PA 19027	VICE-PRESIDE 5.00	5,000	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				

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 CHARITABLE GIVING TO JEWISH FEDERATION OF PHILADELPHIA	
2 ABRAMSON CENTER FOR JEWISH LIFE	
3 JEWISH FEDERATION OF SO. PALM BEACH	
4 AMERICAN ASSOCIATION OF BEN GURION UNIVERSITY	

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

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

	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total Add lines 1 through 3 ▶	

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	559,730
b	Average of monthly cash balances	1b	11,834
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	571,564
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	571,564
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	7,647
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	563,917
6	Minimum investment return. Enter 5% of line 5	6	28,196

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

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	50,708
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	50,708
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	50,708

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008	62,554			
e From 2009				
f Total of lines 3a through e	62,554			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ _____				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	62,554			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	62,554			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008	62,554			
d Excess from 2009				
e Excess from 2010				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling					N/A
b	Check box to indicate whether the foundation is a private operating foundation described in section	☐ 4942(j)(3) or ☒ 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed	50,708	58,160	67,645	53,460	229,973
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	50,708	58,160	67,645	53,460	229,973
	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	18,797	18,367	28,436	37,779	103,379
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 RANDY NEEDLES 1414 WILLOW AVENUE ELKINS PARK PA 19027
b	The form in which applications should be submitted and information and materials they should include SEE STATEMENT 8
c	Any submission deadlines JANUARY 31 OF THE FOLLOWING YEAR
d	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors AS DETERMINED BY THE DIRECTORS

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

Recipient	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
Name and address (home or business)				
a Paid during the year SEE STATEMENT 9				50,708
Total			▶ 3a	50,708
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

† Net gross amounts unless otherwise indicated

Part XVI-A Analysis of Income-Producing Activities		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
Enter gross amounts unless otherwise indicated						
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			25	7	
4	Dividends and interest from securities			25	16,050	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					5,298
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		16,057	5,298
13	Total. Add line 12, columns (b), (d), and (e)				13	21,355

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

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

[illegible]

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	PURCHASE				
BERNSTEIN GLOBAL WEALTH MGT	VARIOUS	VARIOUS	VARIOUS	\$ 164,206	\$ PURCHASE	157,318	\$	\$	6,888
BERNSTEIN GLOBAL WEALTH MGT	VARIOUS	VARIOUS	VARIOUS	172,093	PURCHASE	173,683			-1,590
TOTAL				\$ 336,299	\$	331,001	\$ 0	0	5,298

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 1,900	\$ 1,900	\$ 1,900	\$
TOTAL	\$ 1,900	\$ 1,900	\$ 1,900	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT FEES	\$ 3,757	\$ 3,757	\$ 3,757	\$
TOTAL	\$ 3,757	\$ 3,757	\$ 3,757	\$ 0

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Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PAID TO FOREIGN COUNTRIES ON DIV	\$ 365	365	365	\$
FLORIDA DEPT OF STATE	61	61	61	
TOTAL	\$ 426	\$ 426	\$ 426	\$ 0

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
	\$ 604,722	\$ 427,060	MARKET	\$ 427,060
TOTAL	<u>\$ 604,722</u>	<u>\$ 427,060</u>		<u>\$ 427,060</u>

Statement 6 - Form 990-PF, Part III, Line 5 - Other Decreases

<u>Description</u>	<u>Amount</u>
DECREASE IN MARKET VALUE	\$ 129,868
TOTAL	<u>\$ 129,868</u>

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Statement 7 - Form 990-PF, Part VII-A, Line 8b - Not Filing with Attorney General
Explanation

Description

NOT REQUIRED

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Statement 8 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

WRITTEN REQUEST SHOWING SPECIFIC USE TO WHICH FUNDS WILL
BE PUT.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

JANUARY 31 OF THE FOLLOWING YEAR

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

AS DETERMINED BY THE DIRECTORS

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Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name	Address	Relationship	Status	Purpose	Amount
ABRAMSON CTR JEWISH LIFE	1425 HORSHAM RD			CHARITY	6,386
NORTH WALES PA 19454					
ADL	605 THIRD AVE			CHARITY	1,000
NEW YORK NY 10158					
AFMDA-ARMDDI	19979 BACK NINE DR			CHARITY	1,000
BOCA RATON FL 33498					
AMER.BEN GURION UNIV	261 OLD YORK RD			CHARITY	5,750
JENKINTOWN PA 19046					
AMERICAN DIABETES	1701 N BEAUREGARD ST			CHARITY	200
ALEXANDRIA VA 22311					
AMERICAN LUNG ASSOC	PO BOX 7000			CHARITY	250
ALBERTLEA MN 56007					
BOCA LAGO CANCER				CHARITY	57
BOCA RATON FL 33498					
FOX CHASE CANCER CENTER	333 COTTMAN AVE			CHARITY	500
PHILADELPHIA PA 19111					
HAR ZION TEMPLE	1500 HAGYS FORD RD			CHARITY	2,260
PENN VALLEY PA 19072					
HAVERFORD SCHOOL ANNUAL F	450 LANCASTER AVE			CHARITY	250
HAVERFORD PA 19041					
HOSPICE BY THE SEA				CHARITY	645
JEWISH FED SO. PALM BEACH					
PALM BEACH FL				CHARITY	5,000
JEWISH FEDERATION OF PHIL	2100 ARCH ST			CHARITY	7,500
PHILADELPHIA PA 19103					
MARCH OF DIMES	PO BOX 8659			CHARITY	200
PHILADELPHIA PA 19101					
MISCELLANEOUS				CHARITY	215
MOSS REHABILITATION	5501 OLD YORK RD			CHARITY	5,000
PHILADELPHIA PA 19141					
OLD YORK RD TEMPLE BETH A	971 OLD YORK RD			CHARITY	4,150
ABINGTON PA 19001					
PHILA MURAL ARTS	1727 MT. VERNON ST			CHARITY	1,000
PHILADELPHIA PA 19130					

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Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
PHILADELPHIA PAL					
PHILADELPHIA PA				CHARITY	1,000
RALLY FOR CURE - BREAST C	PO BOX 1834			CHARITY	100
MERRIFIELD VA 22116				CHARITY	100
S. KOMEN BREAST CANCER	5005 LBJ FREEWAY			CHARITY	195
DALLAS TX 75244				CHARITY	100
SOUTH PALM BEACH PARK	PO BOX 880145			CHARITY	100
BOCA RATON FL 33488				CHARITY	100
ST. JUDE HOSPITAL	PO BOX 50			CHARITY	200
MEMPHIS TN 38101				CHARITY	100
TEMPLE UNIV SCHOOL OF MED	1330 W. BERKS ST			CHARITY	200
PHILADELPHIA PA 19122				CHARITY	100
UNICEF	PO BOX 27780			CHARITY	550
NEWARK NJ 07101				CHARITY	1,000
WOMENS AMERICAN ORT	75 MAIDIN LANE			CHARITY	100
NEW YORK NY 10038				CHARITY	550
WORLD JEWISH CONGRESS	501 MADISON AVE			CHARITY	1,000
NEW YORK NY 10022				CHARITY	100
U.S. OLYMPIC COMM				CHARITY	500
GEORGETOWN UNIVERSITY				CHARITY	250
WASHINGTON DC				CHARITY	200
TUFTS UNIV HILLEL HOUSE	220 PACKARD AVE			CHARITY	100
MEDFORD MA 02155				CHARITY	2,500
PLATT CADDIE SCHOLARSHIP				CHARITY	1,000
EASTER SEALS	PO BOX 53249			CHARITY	250
PHILADELPHIA PA 19105				CHARITY	100
BOYS TOWN OF JERUSALEM				CHARITY	1,000
AMERICAN RED CROSS				CHARITY	250
MEMORIAL SLOAN KETTERING				CHARITY	100
MADD				CHARITY	

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Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
GRATZ COLLEGE				CHARITY	500
SPECIAL OLYMPICS				CHARITY	500
TOTAL					<u>50,708</u>

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Taxable Interest on Investments

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
SANFORD BERNSTEIN	\$ 7		25	FL	
TOTAL	\$ 7				

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
SANFORD BERNSTEIN - STOCKS	\$ 16,050		25	FL	
TOTAL	\$ 16,050				

Capital Gains Report

THE NEEDLES FAMILY FOUNDATION INC (Account 888-20752)

January 1, 2010 through December 31, 2010

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT - TERM								
05/06/2009	01/11/2010	13	VISA INC - CLASS A SHRS	87 64	66 91	1,139 29	869 79	269 50
02/10/2009	01/13/2010	15	HOME DEPOT INC	28 12	22 46	421 85	336 94	84 91
02/25/2009	01/13/2010	45	HOME DEPOT INC	28 12	20 35	1,265 53	915 67	349 86
08/13/2009	01/13/2010	130	MICRON TECHNOLOGY INC	10 33	6 83	1,342 48	888 00	454 48
06/19/2009	01/14/2010	9	OCCIDENTAL PETROLEUM CORP	79 91	64 54	719 15	580 83	138 32
05/18/2009	01/19/2010	20	US BANCORP	24 48	18 96	489 65	379 16	110 49
05/21/2009	01/19/2010	15	US BANCORP	24 48	18 00	367 23	269 96	97 27
04/03/2009	01/21/2010	10	ACE LTD	48 23	42 16	482 33	421 62	60 71
02/03/2009	01/26/2010	18	OCCIDENTAL PETROLEUM CORP	77 12	55 26	1,388 14	994 61	393 53
06/19/2009	01/26/2010	5	OCCIDENTAL PETROLEUM CORP	77 12	64 54	385 59	322 69	62 90
06/19/2009	01/26/2010	2	OCCIDENTAL PETROLEUM CORP	77 12	64 53	154 24	129 07	25 17
06/19/2009	01/26/2010	1	OCCIDENTAL PETROLEUM CORP	77 12	64 54	77 12	64 54	12 58
02/18/2009	01/27/2010	45	LOWE'S COS INC	22 17	16 90	997 85	760 50	237 35
02/09/2009	01/28/2010	15	BUNGE LTD	60 38	52 40	905 72	785 95	119 77
03/19/2009	01/28/2010	2	WAL-MART STORES INC	52 68	50 69	105 35	101 39	3 96
06/19/2009	01/29/2010	1	OCCIDENTAL PETROLEUM CORP	78 73	64 54	78 73	64 54	14 19
07/17/2009	01/29/2010	7	OCCIDENTAL PETROLEUM CORP	78 73	67 66	551 14	473 62	77 52
07/23/2009	01/29/2010	3	OCCIDENTAL PETROLEUM CORP	78 73	71 57	236 20	214 72	21 48
09/21/2009	02/01/2010	20	LOWE'S COS INC	21 91	21 81	438 18	436 18	2 00
09/15/2009	02/01/2010	15	UNITED PARCEL SERVICE-CL B	57 82	59 26	867 33	888 84	-21 51
05/27/2009	02/02/2010	25	NATIONAL - OILWELL INC	42 55	37 19	1,063 84	929 67	134 17
08/04/2009	02/04/2010	7	FEDEX CORP	79 54	68 11	556 77	476 76	80 01
07/23/2009	02/04/2010	8	OCCIDENTAL PETROLEUM CORP	76 98	71 57	615 84	572 58	43 26
04/20/2009	02/05/2010	25	BANK OF NEW YORK MELLON CORP	26 61	29 91	665 24	747 82	-82 58
09/30/2009	02/09/2010	10	CORNING INC	17 82	15 28	178 22	152 77	25 45
06/05/2009	02/09/2010	8	INGERSOLL-RAND PLC	33 76	22 84	270 06	182 73	87 33
10/26/2009	02/09/2010	25	INGERSOLL-RAND PLC	33 76	34 02	843 95	850 46	-6 51
02/24/2009	02/09/2010	20	SYMANTEC CORP	17 04	14 14	340 82	282 71	58 11
05/28/2009	02/12/2010	40	TYCO ELECTRONICS LTD	25 07	16 78	1,002 68	671 07	331 61
05/28/2009	02/12/2010	5	TYCO ELECTRONICS LTD	25 07	16 78	125 34	83 88	41 46
05/04/2009	02/16/2010	5	DU PONT (E I) DE NEMOURS	32 54	29 22	162 72	146 09	16 63
05/15/2009	02/16/2010	15	DU PONT (E I) DE NEMOURS	32 54	26 99	488 16	404 91	83 25
05/27/2009	02/16/2010	15	DU PONT (E I) DE NEMOURS	32 54	27 78	488 15	416 73	71 42
03/26/2009	02/17/2010	10	NORTHROP GRUMMAN CORP	59 66	44 54	596 64	445 36	151 28
04/03/2009	02/17/2010	7	NORTHROP GRUMMAN CORP	59 66	45 58	417 64	319 04	98 60
11/05/2009	02/18/2010	5	AIR PRODUCTS & CHEMICALS INC	70 00	79 26	349 98	396 28	-46 30
11/20/2009	02/18/2010	1	AIR PRODUCTS & CHEMICALS INC	70 00	81 69	70 00	81 69	-11 69
11/27/2009	02/18/2010	15	VALE SA-SP ADR	28 31	28 82	424 58	432 31	-7 73
02/24/2009	02/22/2010	15	SYMANTEC CORP	16 93	14 14	253 93	212 03	41 90
03/13/2009	02/22/2010	45	SYMANTEC CORP	16 93	13 67	761 80	615 04	146 76
03/17/2009	02/22/2010	10	SYMANTEC CORP	16 93	13 43	169 29	134 34	34 95
05/29/2009	02/23/2010	80	MASCO CORP	13 27	10 22	1,061 67	817 43	244 24
09/30/2009	02/26/2010	25	CORNING INC	17 61	15 28	440 37	381 92	58 45
11/20/2009	03/01/2010	4	AIR PRODUCTS & CHEMICALS INC	68 84	81 69	275 35	326 77	-51 42
11/27/2009	03/01/2010	7	AIR PRODUCTS & CHEMICALS INC	68 84	82 23	481 87	575 58	-93 71
12/23/2009	03/01/2010	3	AIR PRODUCTS & CHEMICALS INC	68 84	81 16	206 52	243 49	-36 97

Capital Gains Report

THE NEEDLES FAMILY FOUNDATION INC (Account 888-20752)

January 1, 2010 through December 31, 2010

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
12/28/2009	03/05/2010	20	FORTUNE BRANDS INC	45 84	43 00	916 86	860 07	56 79
06/05/2009	03/05/2010	9	FREEMPORT-MCMORAN COPPER	80 33	57 50	722 93	517 46	205 47
07/09/2009	03/05/2010	25	LOWE'S COS INC	24 01	18 88	600 20	472 06	128 14
07/09/2009	03/09/2010	20	LOWE'S COS INC	23 99	18 88	479 83	377 55	102 18
07/06/2009	03/09/2010	1	NVR INC	750 73	491 19	750 73	491 19	259 54
03/17/2009	03/09/2010	45	SYMANTEC CORP	17 12	13 43	770 26	604 51	165 75
11/17/2009	03/16/2010	9	***ANHEUSER-BUSH INBEV SPN ADR	51 11	50 76	460 02	456 82	3 20
05/27/2009	03/16/2010	11	JPMORGAN CHASE & CO	42 89	36 29	471 75	399 17	72 58
10/23/2009	03/16/2010	30	SUPERVALU INC	17 28	16 61	518 30	498 19	20 11
10/07/2009	03/16/2010	30	SYMANTEC CORP	17 25	16 43	517 48	492 89	24 59
04/20/2009	03/16/2010	15	TARGET CORP	53 32	39 64	799 81	594 65	205 16
09/25/2009	03/22/2010	45	AETNA INC	34 60	29 02	1,556 98	1,306 01	250 97
11/17/2009	03/23/2010	7	***ANHEUSER-BUSH INBEV SPN ADR	51 82	50 76	362 77	355 31	7 46
11/17/2009	03/23/2010	1	***ANHEUSER-BUSH INBEV SPN ADR	51 82	50 76	51 82	50 76	1 06
05/27/2009	03/23/2010	10	DU PONT (E I) DE NEMOURS	38 02	27 78	380 15	277 81	102 34
08/28/2009	03/23/2010	40	QUANTA SERVICES INC	20 01	22 94	800 50	917 76	-117 26
07/28/2009	03/24/2010	45	VALERO ENERGY CORP	20 37	18 13	916 68	815 66	101 02
08/05/2009	03/26/2010	40	VALERO ENERGY CORP	19 71	18 74	788 21	749 73	38 48
07/06/2009	03/29/2010	155	RRI ENERGY INC	3 80	4 83	588 52	749 05	-160 53
08/06/2009	04/05/2010	9	FREEMPORT-MCMORAN COPPER	87 56	64 18	788 03	577 64	210 39
11/27/2009	04/06/2010	15	***VALE SA-SP ADR	33 05	28 82	495 77	432 31	63 46
12/23/2009	04/08/2010	2	AIR PRODUCTS & CHEMICALS INC	73 95	81 16	147 89	162 33	-14 44
12/24/2009	04/08/2010	10	AIR PRODUCTS & CHEMICALS INC	73 95	81 73	739 47	817 28	-77 81
10/23/2009	04/08/2010	35	SUPERVALU INC	16 36	16 61	572 54	581 23	-8 69
08/06/2009	04/09/2010	6	FREEMPORT-MCMORAN COPPER	85 16	64 18	510 98	385 10	125 88
09/10/2009	04/12/2010	15	BB&T CORP	33 88	26 92	508 14	403 80	104 34
05/27/2009	04/12/2010	5	DU PONT (E I) DE NEMOURS	38 92	27 78	194 61	138 91	55 70
06/19/2009	04/12/2010	30	DU PONT (E I) DE NEMOURS	38 92	24 94	1,167 68	748 07	419 61
12/22/2009	04/12/2010	25	J C PENNEY CO INC	31 24	27 83	780 94	695 68	85 26
07/13/2009	04/12/2010	15	SPX CORP	68 20	48 04	1,022 93	720 57	302 36
08/07/2009	04/12/2010	75	SPRINT NEXTEL CORP	4 17	3 83	313 01	287 13	25 88
02/12/2010	04/13/2010	1	FREEMPORT-MCMORAN COPPER	84 17	73 18	757 49	658 59	98 90
05/26/2009	04/13/2010	20	***NEXEN INC	25 47	22 24	84 17	75 37	8 80
05/06/2009	04/15/2010	35	***CREDIT SUISSE GROUP-SPON AD	53 13	38 60	509 47	444 82	64 65
09/15/2009	04/15/2010	10	***CREDIT SUISSE GROUP-SPON AD	53 13	54 20	1,859 68	1,351 02	508 66
09/22/2009	04/15/2010	10	***CREDIT SUISSE GROUP-SPON AD	53 13	56 89	531 34	542 01	-10 67
09/25/2009	04/16/2010	25	AETNA INC	31 16	29 02	531 34	568 95	-37 61
10/09/2009	04/16/2010	15	AETNA INC	31 16	26 05	778 93	725 56	53 37
05/08/2009	04/19/2010	8	***DEUTSCHE BANK AG-REGISTERED	73 46	57 28	467 35	390 68	76 67
08/25/2009	04/28/2010	65	AK STEEL HOLDING CORP	17 51	21 11	587 64	458 28	129 36
05/26/2009	04/28/2010	25	***NEXEN INC	24 91	22 24	1,137 83	1,372 11	-234 28
01/27/2010	04/30/2010	8	BAXTER INTERNATIONAL INC	47 87	58 23	622 82	556 03	66 79
05/07/2009	04/30/2010	10	GOLDMAN SACHS GROUP INC	145 85	137 34	382 92	465 87	-82 95
05/11/2009	04/30/2010	14	GOLDMAN SACHS GROUP INC	145 85	137 58	1,458 48	1,373 39	85 09
06/05/2009	04/30/2010	5	GOLDMAN SACHS GROUP INC	145 85	149 78	2,041 88	1,926 10	115 78
11/30/2009	04/30/2010	4	GOLDMAN SACHS GROUP INC	145 85	166 46	729 24	748 88	-19 64
02/16/2010	04/30/2010	5	GOLDMAN SACHS GROUP INC	145 85	156 10	583 39	665 83	-82 44
02/23/2010	05/03/2010	30	BANK OF AMERICA CORP	18 09	15 87	729 24	780 48	-51 24
						542 69	476 11	66 58

Capital Gains Report

THE NEEDLES FAMILY FOUNDATION INC (Account 888-20752)

January 1, 2010 through December 31, 2010

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03/29/2010	05/03/2010	43	BANK OF AMERICA CORP	18 09	18 01	777 86	774 51	3 35
04/09/2010	05/03/2010	25	BANK OF AMERICA CORP	18 09	18 62	452 25	465 45	-13 20
07/15/2009	05/03/2010	125	DELL INC	16 36	12 28	2,044 47	1,535 58	508 89
08/19/2009	05/03/2010	20	DELL INC	16 36	14 03	327 12	280 60	46 52
01/27/2010	05/07/2010	10	BAXTER INTERNATIONAL INC	45 05	58 23	450 48	582 34	-131 86
06/19/2009	05/10/2010	10	DU PONT (E I) DE NEMOURS	38 06	24 94	380 57	249 36	131 21
06/24/2009	05/10/2010	35	DU PONT (E I) DE NEMOURS	38 06	24 89	1,332 00	871 04	460 96
11/05/2009	05/11/2010	10	AMERIPRISE FINANCIAL INC	46 57	37 08	465 67	370 80	94 87
08/28/2009	05/11/2010	25	BANK OF AMERICA CORP	17 21	18 04	430 29	451 11	-20 82
10/05/2009	05/11/2010	10	CONOCOPHILLIPS	57 70	47 70	576 99	476 99	100 00
10/14/2009	05/11/2010	25	GENERAL ELECTRIC CO	18 04	16 79	451 03	419 70	31 33
05/27/2009	05/11/2010	10	JPMORGAN CHASE & CO	41 64	36 29	416 43	362 88	53 55
10/22/2009	05/11/2010	24	PRINCIPAL FINANCIAL GROUP	30 23	28 57	725 44	685 80	39 64
03/16/2010	05/11/2010	20	RELIAANCE STEEL & ALUMINUM	47 76	48 19	955 25	963 75	-8 50
08/07/2009	05/11/2010	100	SPRINT NEXTEL CORP	4 13	3 83	413 04	382 84	30 20
08/06/2009	05/12/2010	4	FREEMPORT-MCMORAN COPPER	72 46	64 18	289 83	256 73	33 10
02/16/2010	05/12/2010	12	FREEMPORT-MCMORAN COPPER	72 46	75 37	869 50	904 49	-34 99
08/07/2009	05/14/2010	90	SPRINT NEXTEL CORP	4 27	3 83	384 41	344 56	39 85
02/18/2010	05/17/2010	20	***NOBLE CORP	34 13	42 34	682 58	846 78	-164 20
02/23/2010	05/18/2010	35	ROWAN COMPANIES INC	24 98	24 55	874 27	859 31	14 96
07/27/2009	05/19/2010	11	CIMAREX ENERGY CO	66 86	35 50	735 41	390 46	344 95
01/21/2010	05/19/2010	25	***ROYAL CARIBBEAN CRUISES LTD	29 93	26 73	748 36	668 28	80 08
11/05/2009	05/20/2010	20	AMERIPRISE FINANCIAL INC	39 02	37 08	780 34	741 61	38 73
11/05/2009	05/20/2010	15	AMERIPRISE FINANCIAL INC	39 02	37 08	585 25	556 20	29 05
08/07/2009	05/25/2010	70	SPRINT NEXTEL CORP	4 92	3 83	344 48	267 99	76 49
03/08/2010	05/26/2010	11	***RESEARCH IN MOTION	60 39	73 12	664 24	804 27	-140 03
08/05/2009	06/09/2010	25	***ARCELORMITTAL-NY REGISTERED	27 47	37 86	686 79	946 41	-259 62
11/24/2009	06/09/2010	50	STEEL DYNAMICS INC	14 06	16 39	703 23	819 48	-116 25
10/14/2009	06/11/2010	70	GENERAL ELECTRIC CO	15 45	16 79	1,081 31	1,175 17	-93 86
10/22/2009	06/11/2010	1	PRINCIPAL FINANCIAL GROUP	25 80	28 57	25 80	28 57	-2 77
04/01/2010	06/11/2010	60	PRINCIPAL FINANCIAL GROUP	25 80	29 49	1,547 74	1,769 62	-221 88
03/02/2010	06/11/2010	15	***TRANSOCEAN LTD	46 36	81 59	695 47	1,223 78	-528 31
07/27/2009	06/14/2010	14	CIMAREX ENERGY CO	80 28	35 50	1,123 90	496 95	626 95
03/01/2010	06/14/2010	13	NEWFIELD EXPLORATION CO	54 65	52 18	710 50	678 37	32 13
08/31/2009	06/14/2010	25	US BANCORP	23 05	22 55	576 34	563 79	12 55
01/21/2010	06/18/2010	15	DOVER CORP	45 69	45 01	685 39	675 19	10 20
05/17/2010	06/23/2010	18	EXXON MOBIL CORP	61 35	63 44	1,104 38	1,141 85	-37 47
05/18/2010	06/23/2010	6	EXXON MOBIL CORP	61 35	63 29	368 12	379 77	-11 65
11/13/2009	06/23/2010	40	FORD MOTOR CO	11 07	8 36	442 64	334 38	108 26
10/14/2009	06/23/2010	25	GENERAL ELECTRIC CO	15 56	16 79	388 94	419 71	-30 77
11/06/2009	06/23/2010	25	GENERAL ELECTRIC CO	15 56	15 33	388 93	383 15	5 78
10/30/2009	06/23/2010	25	MICROSOFT CORP	25 39	27 95	634 63	698 73	-64 10
01/22/2010	06/23/2010	8	NOBLE ENERGY INC	62 46	77 25	499 71	618 04	-118 33
01/29/2010	06/23/2010	4	NOBLE ENERGY INC	62 46	74 68	249 86	298 73	-48 87
10/05/2009	06/25/2010	13	CONOCOPHILLIPS	52 08	47 70	677 02	620 09	56 93
05/18/2010	06/25/2010	1	EXXON MOBIL CORP	59 53	63 29	59 53	63 29	-3 76
05/20/2010	06/25/2010	25	EXXON MOBIL CORP	59 53	61 14	1,488 17	1,528 53	-40 36
11/13/2009	06/25/2010	45	FORD MOTOR CO	10 59	8 36	476 49	376 18	100 31
11/06/2009	06/25/2010	40	GENERAL ELECTRIC CO	14 97	15 33	599 00	613 03	-14 03

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
12/17/2009	06/25/2010	5	GENERAL ELECTRIC CO	14 97	15 83	74 87	79 14	-4 27
02/24/2010	07/06/2010	20	AOL INC	20 26	24 93	405 17	498 58	-93 41
03/29/2010	07/08/2010	40	***NOKIA CORP-SPON ADR	8 60	15 39	343 88	615 72	-271 84
10/23/2009	07/08/2010	10	SUPERVALU INC	11 10	16 61	110 96	166 06	-55 10
12/02/2009	07/08/2010	45	SUPERVALU INC	11 10	14 28	499 33	642 48	-143 15
09/16/2009	07/12/2010	25	KLA-TENCOR CORPORATION	29 50	35 34	737 58	883 43	-145 85
10/01/2009	07/12/2010	5	KLA-TENCOR CORPORATION	29 50	34 37	147 51	171 84	-24 33
05/03/2010	07/13/2010	10	CAPITAL ONE FINANCIAL CORP	44 11	44 81	441 10	448 14	-7 04
07/14/2009	07/13/2010	3	DEVON ENERGY CORPORATION	63 54	52 53	190 62	157 58	33 04
07/22/2009	07/16/2010	2	***ALCON INC	151 67	120 01	303 33	240 02	63 31
10/30/2009	07/20/2010	5	MICROSOFT CORP	24 91	27 95	124 56	139 75	-15 19
11/06/2009	07/20/2010	20	MICROSOFT CORP	24 91	28 42	498 26	568 37	-70 11
03/16/2010	07/20/2010	15	RELIANCE STEEL & ALUMINUM	36 33	48 19	545 00	722 82	-177 82
01/07/2010	07/26/2010	150	MOTOROLA INC	7 84	8 07	1,176 67	1,210 55	-33 88
01/29/2010	07/26/2010	75	MOTOROLA INC	7 84	6 20	588 34	465 14	123 20
03/02/2010	07/26/2010	3	***TRANSCOCEAN LTD	45 46	81 58	136 37	244 75	-108 38
03/22/2010	07/26/2010	5	***TRANSCOCEAN LTD	45 46	82 02	227 28	410 11	-182 83
04/21/2010	07/26/2010	7	***TRANSCOCEAN LTD	45 46	90 26	318 20	631 85	-313 65
04/30/2010	07/26/2010	5	***TRANSCOCEAN LTD	45 46	74 05	227 28	370 27	-142 99
12/17/2009	08/03/2010	25	COMCAST CORP-CL A	19 21	17 12	480 34	427 97	52 37
08/05/2009	08/03/2010	30	VALERO ENERGY CORP	17 64	18 74	529 28	562 29	-33 01
08/31/2009	08/03/2010	55	VALERO ENERGY CORP	17 64	18 57	970 34	1,021 52	-51 18
12/17/2009	08/05/2010	25	COMCAST CORP-CL A	19 00	17 12	475 07	427 96	47 11
05/05/2010	08/05/2010	5	COMCAST CORP-CL A	19 00	19 76	95 01	98 79	-3 78
02/08/2010	08/05/2010	15	MICROSOFT CORP	25 27	27 96	379 12	419 40	-40 28
03/25/2010	08/06/2010	20	CVS/CAREMARK CORP	29 63	36 44	592 53	728 82	-136 29
11/30/2009	08/12/2010	10	CIMAREX ENERGY CO	66 15	46 47	661 52	464 74	196 78
12/08/2009	08/13/2010	10	***COVIDIEN PLC	38 08	47 10	380 79	471 00	-90 21
12/09/2009	08/13/2010	5	***COVIDIEN PLC	38 08	46 92	190 39	234 62	-44 23
10/07/2009	08/17/2010	50	DEAN FOODS CO	10 24	18 54	511 88	926 81	-414 93
02/08/2010	08/17/2010	10	MICROSOFT CORP	24 81	27 96	248 13	279 60	-31 47
02/16/2010	08/17/2010	5	MICROSOFT CORP	24 81	28 27	124 07	141 35	-17 28
08/28/2009	08/26/2010	15	BANK OF AMERICA CORP	12 54	15 46	188 08	270 67	-82 59
12/09/2009	08/26/2010	158	BANK OF AMERICA CORP	12 54	15 46	1,981 13	2,442 11	-460 98
12/09/2009	08/26/2010	2	BANK OF AMERICA CORP	12 54	15 45	25 08	30 91	-5 83
01/27/2010	08/26/2010	25	BANK OF AMERICA CORP	12 54	15 02	313 47	375 49	-62 02
05/03/2010	08/30/2010	2	VISA INC - CLASS A SHRS	70 11	89 93	140 23	179 86	-39 63
08/31/2009	08/31/2010	6	GOLDMAN SACHS GROUP INC	137 20	163 34	823 19	980 05	-156 86
11/06/2009	08/31/2010	3	GOLDMAN SACHS GROUP INC	137 20	172 47	411 60	517 40	-105 80
04/09/2010	09/02/2010	25	COMMUNITY HEALTH SYSTEMS INC	27 62	39 22	690 45	980 51	-290 06
04/29/2010	09/02/2010	20	COMMUNITY HEALTH SYSTEMS INC	27 62	41 50	552 36	829 91	-277 55
04/21/2010	09/02/2010	2	FRANKLIN RESOURCES INC	100 81	118 16	201 61	236 32	-34 71
05/03/2010	09/03/2010	10	FEDEX CORP	83 05	91 92	830 46	919 21	-88 75
08/04/2010	09/03/2010	2	FEDEX CORP	83 05	84 58	166 09	169 17	-3 08
08/04/2010	09/03/2010	1	FEDEX CORP	83 05	84 59	83 05	84 59	-1 54
09/17/2009	09/03/2010	2	TARGET CORP	52 85	48 70	105 71	97 40	8 31
04/16/2010	09/09/2010	13	WELLS FARGO & COMPANY	25 73	32 55	334 49	423 13	-88 64
06/04/2010	09/13/2010	20	HYATT HOTELS CORP - CL A	39 55	38 54	791 06	770 73	20 33
04/16/2010	09/13/2010	35	WELLS FARGO & COMPANY	26 37	32 55	922 97	1,139 18	-216 21

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
01/28/2010	09/14/2010	25	BANK OF AMERICA CORP	13 78	15 14	344 50	378 44	-33 94
09/17/2009	09/14/2010	7	TARGET CORP	53 98	48 70	377 84	340 89	36 95
05/05/2010	09/15/2010	20	COMCAST CORP-CL A	17 95	19 76	359 04	395 15	-36 11
01/15/2010	09/16/2010	75	HUNTSMAN CORP	10 45	12 32	783 77	923 95	-140 18
04/19/2010	09/17/2010	15	WELLS FARGO & COMPANY	25 94	32 57	389 06	488 57	-99 51
05/03/2010	09/22/2010	3	VISA INC - CLASS A SHRS	70 20	89 93	210 59	269 79	-59 20
07/16/2010	09/22/2010	8	VISA INC - CLASS A SHRS	70 20	72 84	561 56	582 69	-21 13
05/18/2010	09/24/2010	25	PROCTER & GAMBLE CO	61 59	63 40	1,539 82	1,584 91	-45 09
05/20/2010	09/24/2010	25	PROCTER & GAMBLE CO	61 59	62 24	1,539 82	1,556 12	-16 30
06/15/2010	09/24/2010	5	PROCTER & GAMBLE CO	61 59	61 51	307 96	307 55	0 41
05/05/2010	09/27/2010	30	COMCAST CORP-CL A	18 36	19 76	550 88	592 72	-41 84
03/01/2010	09/28/2010	15	ROSS STORES INC	55 77	49 19	836 51	737 85	98 66
03/11/2010	09/28/2010	10	ROSS STORES INC	55 77	52 42	557 67	524 19	33 48
03/16/2010	09/28/2010	10	ROSS STORES INC	55 77	53 89	557 67	538 87	18 80
04/21/2010	10/01/2010	5	FRANKLIN RESOURCES INC	107 25	118 16	536 26	590 81	-54 55
10/01/2009	10/01/2010	10	KLA-TENCOR CORPORATION	34 98	34 37	349 81	343 67	6 14
11/20/2009	10/01/2010	3	TARGET CORP	53 46	47 44	160 38	142 31	18 07
07/16/2010	10/01/2010	6	VISA INC - CLASS A SHRS	73 39	72 84	440 36	437 02	3 34
04/28/2010	10/04/2010	100	SARA LEE CORP	14 63	13 91	1,462 88	1,391 29	71 59
05/10/2010	10/04/2010	5	SARA LEE CORP	14 63	13 85	73 14	69 23	3 91
11/13/2009	10/07/2010	5	FREEMPORT-MCMORAN COPPER	91 31	74 95	456 55	374 77	81 78
11/20/2009	10/08/2010	9	TARGET CORP	54 20	47 44	487 79	426 93	60 86
01/21/2010	10/11/2010	5	DOVER CORP	54 10	45 01	270 51	225 06	45 45
02/10/2010	10/11/2010	7	DOVER CORP	54 10	42 17	378 72	295 16	83 56
02/22/2010	10/14/2010	10	FREEMPORT-MCMORAN COPPER	99 37	76 98	993 72	769 80	223 92
02/10/2010	10/15/2010	13	DOVER CORP	53 92	42 17	700 93	548 16	152 77
02/22/2010	10/15/2010	3	DOVER CORP	53 92	45 97	161 75	137 90	23 85
02/01/2010	10/15/2010	25	FORD MOTOR CO	13 73	11 09	343 19	277 34	65 85
10/15/2009	10/15/2010	4	FREEMPORT-MCMORAN COPPER	98 00	75 77	392 02	303 10	88 92
02/22/2010	10/15/2010	5	FREEMPORT-MCMORAN COPPER	98 00	76 98	490 02	384 90	105 12
06/28/2010	10/15/2010	4	FREEMPORT-MCMORAN COPPER	98 00	65 15	392 02	260 61	131 41
08/23/2010	10/15/2010	15	JUNIPER NETWORKS INC	31 54	27 23	473 05	408 51	64 54
02/22/2010	10/19/2010	7	DOVER CORP	52 74	45 97	369 15	321 76	47 39
04/26/2010	10/19/2010	2	DOVER CORP	52 74	53 72	105 47	107 44	-1 97
01/28/2010	10/21/2010	40	BANK OF AMERICA CORP	11 70	15 14	468 09	605 50	-137 41
01/29/2010	10/21/2010	15	BANK OF AMERICA CORP	11 70	15 35	175 54	230 26	-54 72
05/05/2010	10/21/2010	25	COMCAST CORP-CL A	19 61	19 76	490 31	493 93	-3 62
02/03/2010	10/22/2010	100	MOTOROLA INC	7 86	6 70	786 04	669 56	116 48
11/06/2009	10/22/2010	150	SPRINT NEXTEL CORP	4 82	2 85	722 41	427 14	295 27
05/05/2010	10/25/2010	25	COMCAST CORP-CL A	19 80	19 76	495 00	493 94	1 06
04/26/2010	10/25/2010	13	DOVER CORP	53 53	53 72	695 87	698 36	-2 49
08/04/2010	10/25/2010	8	FEDEX CORP	89 60	84 58	716 84	676 68	40 16
06/14/2010	10/25/2010	35	FIFTH THIRD BANCORP	12 66	13 60	443 05	475 85	-32 80
08/04/2010	10/25/2010	10	HESS CORP	62 81	55 86	628 09	558 62	69 47
08/23/2010	10/25/2010	15	JUNIPER NETWORKS INC	32 01	27 23	480 16	480 50	71 66
06/16/2010	10/25/2010	12	JOHNSON & JOHNSON	63 97	59 03	767 58	708 39	59 19
06/17/2010	10/25/2010	3	JOHNSON & JOHNSON	63 97	59 03	191 90	177 08	14 82
12/22/2009	10/25/2010	20	VERTEX PHARMACEUTICALS INC	37 23	42 34	744 60	846 76	-102 16
02/16/2010	10/28/2010	3	FREEMPORT-MCMORAN COPPER	96 04	75 37	288 13	226 12	62 01

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
08/19/2010	10/28/2010	1	FREEMPORT-MCMORAN COPPER	96 04	72 85	96 04	72 85	23 19
05/04/2010	10/28/2010	15	KLA-TENCOR CORPORATION	35 75	33 41	536 32	501 20	35 12
03/18/2010	10/29/2010	95	PEPCO HOLDINGS INC	19 26	17 23	1,830 03	1,636 64	193 39
11/20/2009	10/29/2010	8	TARGET CORP	52 10	47 44	416 83	379 49	37 34
11/27/2009	10/29/2010	2	TARGET CORP	52 10	47 69	104 21	95 39	8 82
12/09/2009	11/01/2010	5	...COVIDIEN PLC	39 63	46 92	198 13	234 62	-36 49
01/26/2010	11/01/2010	10	...COVIDIEN PLC	39 63	51 04	396 26	510 37	-114 11
06/28/2010	11/01/2010	8	FREEMPORT-MCMORAN COPPER	95 93	65 15	767 42	521 21	246 21
07/02/2010	11/01/2010	10	FREEMPORT-MCMORAN COPPER	95 93	59 08	959 27	590 81	368 46
05/05/2010	11/02/2010	25	COMCAST CORP-CL A	20 62	19 76	515 47	493 93	21 54
01/21/2010	11/02/2010	10	...ROYAL CARIBBEAN CRUISES LTD	39 53	26 73	395 32	267 31	128 01
06/24/2010	11/05/2010	5	POLO RALPH LAUREN CORP	99 06	76 83	495 32	384 13	111 19
06/24/2010	11/05/2010	7	POLO RALPH LAUREN CORP	99 74	76 83	698 19	537 78	160 41
11/16/2009	11/09/2010	15	...GARMIN LTD	29 98	31 50	449 77	472 44	-22 67
02/01/2010	11/11/2010	40	FORD MOTOR CO	16 39	11 09	655 54	443 74	211 80
08/06/2010	11/12/2010	7	MONSANTO CO	61 60	60 42	431 17	422 93	8 24
02/16/2010	11/12/2010	15	MICROSOFT CORP	26 31	28 27	394 63	424 04	-29 41
03/01/2010	11/12/2010	10	MICROSOFT CORP	26 31	28 84	263 09	288 45	-25 36
06/15/2010	11/17/2010	10	PROCTER & GAMBLE CO	63 38	61 51	633 84	615 10	18 74
06/23/2010	11/17/2010	10	PROCTER & GAMBLE CO	63 38	60 98	633 83	609 78	24 05
06/28/2010	11/17/2010	11	PROCTER & GAMBLE CO	63 38	60 30	697 22	663 31	33 91
03/30/2010	11/19/2010	30	ROWAN COMPANIES INC	31 56	27 86	946 81	835 81	111 00
11/27/2009	11/19/2010	6	TARGET CORP	55 33	47 69	332 00	286 16	45 84
01/29/2010	11/22/2010	10	BANK OF AMERICA CORP	11 28	15 35	112 83	153 51	-40 68
02/23/2010	11/22/2010	5	BANK OF AMERICA CORP	11 28	15 87	56 41	79 35	-22 94
03/11/2010	11/22/2010	27	BANK OF AMERICA CORP	11 28	17 17	304 63	463 54	-158 91
04/26/2010	11/22/2010	53	BANK OF AMERICA CORP	11 28	18 29	597 98	969 44	-371 46
05/07/2010	11/22/2010	25	BANK OF AMERICA CORP	11 28	16 31	282 07	407 73	-125 66
06/08/2010	11/22/2010	25	BANK OF AMERICA CORP	11 28	14 98	282 07	374 51	-92 44
06/14/2010	11/22/2010	50	BANK OF AMERICA CORP	11 28	15 70	564 13	785 23	-221 10
07/02/2010	11/22/2010	25	BANK OF AMERICA CORP	11 28	13 82	282 07	345 47	-63 40
06/28/2010	11/23/2010	9	PROCTER & GAMBLE CO	62 56	60 30	563 00	542 70	20 30
06/30/2010	11/23/2010	10	PROCTER & GAMBLE CO	62 56	60 16	625 56	601 62	23 94
02/03/2010	12/03/2010	25	MOTOROLA INC	8 08	6 70	202 03	167 39	34 64
02/10/2010	12/03/2010	75	MOTOROLA INC	8 08	6 65	606 10	498 96	107 14
05/12/2010	12/06/2010	8	CELGENE CORP	55 14	59 64	441 11	477 13	-36 02
07/21/2010	12/06/2010	15	CELGENE CORP	55 14	51 90	827 09	778 44	48 65
04/22/2010	12/07/2010	10	ILLINOIS TOOL WORKS	50 71	51 48	507 14	514 79	-7 65
08/13/2010	12/08/2010	5	CF INDUSTRIES HOLDINGS INC	121 93	83 82	609 63	419 09	190 54
05/05/2010	12/10/2010	20	COMCAST CORP-CL A	21 25	19 76	425 02	395 15	29 87
01/26/2010	12/15/2010	5	...COVIDIEN PLC	45 32	51 04	226 62	255 19	-28 57
01/27/2010	12/15/2010	5	...COVIDIEN PLC	45 32	50 75	226 61	253 75	-27 14
05/20/2010	12/15/2010	15	VERTEX PHARMACEUTICALS INC	34 46	36 31	516 83	544 72	-27 89
03/18/2010	12/17/2010	20	GAP INC/THE	21 18	23 26	423 60	465 17	-41 57
04/29/2010	12/17/2010	5	HEWLETT-PACKARD CO	41 95	52 84	209 77	264 20	-54 43
05/11/2010	12/17/2010	10	HEWLETT-PACKARD CO	41 95	49 15	419 55	491 48	-71 93
06/23/2010	12/20/2010	50	NEWS CORP	14 45	13 40	722 37	669 85	52 52
01/27/2010	12/22/2010	10	...COVIDIEN PLC	45 64	50 75	456 39	507 49	-51 10
04/28/2010	12/23/2010	25	CABLEVISION SYS CORP	33 92	26 26	848 01	656 41	191 60

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
08/04/2010	12/23/2010	17	HESS CORP	75 77	55 86	1 288 12	949 66	338 46
03/17/2010	12/30/2010	4	PEPSICO INC	65 22	66 36	260 87	265 46	-4 59
SUBTOTAL FOR SHORT-TERM						164,205 82	157,318 38	6,887 44
LONG-TERM								
06/18/2008	01/05/2010	50	SPRINT NEXTEL CORP	4 10	8 26	205 22	412 79	-207 57
09/04/2008	01/05/2010	100	SPRINT NEXTEL CORP	4 10	8 49	410 43	849 50	-439 07
09/16/2008	01/05/2010	50	SPRINT NEXTEL CORP	4 10	6 52	205 21	325 77	-120 56
11/26/2007	01/11/2010	15	CELGENE CORP	57 39	61 75	860 86	926 20	-65 34
11/26/2007	01/13/2010	5	CELGENE CORP	57 55	61 75	287 77	308 73	-20 96
05/05/2008	01/13/2010	8	CELGENE CORP	57 55	65 13	460 42	521 01	-60 59
01/14/2009	01/19/2010	90	NEWS CORP	13 37	8 18	1,203 03	735 85	467 18
01/14/2009	01/19/2010	5	NEWS CORP	13 37	8 18	66 84	40 88	25 96
07/03/2008	01/25/2010	30	MERCK & CO INC	39 30	19 52	1,178 89	585 54	593 35
04/25/2007	01/26/2010	50	PFIZER INC	18 76	26 11	937 96	1,305 49	-367 53
05/04/2007	01/26/2010	20	PFIZER INC	18 76	27 08	375 18	541 67	-166 49
01/27/2009	01/28/2010	5	BUNGE LTD	60 38	45 29	301 91	226 45	75 46
06/25/2004	01/28/2010	15	TIME WARNER INC	26 79	35 60	401 88	534 04	-132 16
06/25/2004	01/28/2010	19	TIME WARNER INC	26 79	35 60	509 05	676 46	-167 41
05/29/2008	01/28/2010	6	TIME WARNER INC	26 79	33 27	160 75	199 60	-38 85
10/09/2008	01/28/2010	15	WAL-MART STORES INC	52 68	54 58	790 16	818 73	-28 57
02/20/2008	02/04/2010	2	CME GROUP INC	268 68	512 50	537 36	1,025 01	-487 65
08/05/2008	02/05/2010	20	QUALCOMM INC	37 81	53 98	756 24	1,079 63	-323 39
11/26/2008	02/09/2010	10	CORNING INC	17 82	9 05	178 22	90 47	87 75
09/02/2008	02/09/2010	15	WESTERN DIGITAL CORP	40 45	27 06	606 72	405 87	200 85
11/15/2007	02/11/2010	12	AIR PRODUCTS & CHEMICALS INC	68 39	96 25	820 68	1,155 00	-334 32
01/14/2009	02/11/2010	5	NEWS CORP	12 81	8 18	64 06	40 88	23 18
02/04/2009	02/11/2010	50	NEWS CORP	12 81	6 64	640 63	332 14	308 49
05/29/2008	02/11/2010	19	TIME WARNER INC	27 23	33 27	517 28	632 08	-114 80
05/30/2008	02/11/2010	1	TIME WARNER INC	27 23	34 27	27 23	34 27	-7 04
08/05/2008	02/12/2010	30	QUALCOMM INC	38 73	53 98	1,161 88	1,619 44	-457 56
11/15/2007	02/18/2010	1	AIR PRODUCTS & CHEMICALS INC	70 00	96 25	70 00	96 25	-26 25
01/13/2009	02/19/2010	25	METLIFE INC	35 00	28 99	875 12	724 69	150 43
10/29/2007	02/23/2010	40	AT&T INC	24 88	41 70	995 10	1,667 94	-672 84
11/01/2007	02/23/2010	10	AT&T INC	24 88	41 09	248 77	410 86	-162 09
08/05/2008	02/24/2010	10	QUALCOMM INC	37 92	53 98	379 19	539 81	-160 62
10/21/2008	02/24/2010	10	QUALCOMM INC	37 92	38 96	379 18	389 61	-10 43
09/02/2008	02/24/2010	20	WESTERN DIGITAL CORP	40 08	27 06	801 68	541 16	260 52
10/24/2008	03/01/2010	30	J C PENNEY CO INC	27 81	18 87	834 17	565 96	268 21
09/16/2008	03/05/2010	2	DEVON ENERGY CORPORATION	69 86	90 80	139 73	181 61	-41 88
01/28/2009	03/05/2010	15	DEVON ENERGY CORPORATION	69 86	64 32	1,047 96	964 73	83 23
02/12/2009	03/05/2010	3	DEVON ENERGY CORPORATION	69 86	51 11	209 59	153 34	56 25
02/18/2009	03/05/2010	10	LOWE'S COS INC	24 01	16 90	240 08	169 00	71 08
11/01/2007	03/11/2010	15	AT&T INC	25 42	41 09	381 28	616 28	-235 00
03/05/2008	03/11/2010	50	AT&T INC	25 42	35 28	1,270 94	1,763 96	-493 02
01/15/2008	03/11/2010	3	JPMORGAN CHASE & CO	42 90	39 34	128 70	118 01	10 69

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
09/26/2008	03/11/2010	11	JPMORGAN CHASE & CO	42 90	40 50	471 89	445 50	26 39
09/26/2008	03/11/2010	12	JPMORGAN CHASE & CO	42 90	40 50	514 79	486 00	28 79
12/21/2007	03/11/2010	5	MORGAN STANLEY	29 89	53 90	149 43	269 52	-120 09
12/26/2007	03/11/2010	20	MORGAN STANLEY	29 89	54 63	597 71	1,092 53	-494 82
02/20/2008	03/12/2010	3	APPLE INC	226 79	122 88	680 36	368 64	311 72
02/12/2009	03/12/2010	7	DEVON ENERGY CORPORATION	71 89	51 11	503 22	357 80	145 42
03/11/2009	03/12/2010	3	DEVON ENERGY CORPORATION	71 89	41 91	215 67	125 74	89 93
06/02/2005	03/16/2010	10	TRAVELERS COS INC/THE	52 77	38 30	527 68	383 00	144 68
10/21/2008	03/24/2010	5	QUALCOMM INC	40 22	38 96	201 10	194 81	6 29
11/28/2008	03/24/2010	15	QUALCOMM INC	40 22	33 22	603 30	498 24	105 06
07/03/2008	03/26/2010	11	MERCK & CO INC	37 74	19 52	415 10	214 70	200 40
07/07/2008	03/26/2010	35	MERCK & CO INC	37 74	36 79	1,320 76	1,287 58	33 18
09/04/2008	03/26/2010	14	MERCK & CO INC	37 74	34 56	528 31	483 80	44 51
01/15/2009	03/26/2010	15	QUALCOMM INC	41 82	33 92	627 30	508 80	118 50
11/05/2007	03/30/2010	5	CONOCOPHILLIPS	51 21	84 07	256 07	420 35	-164 28
01/23/2008	03/30/2010	30	CONOCOPHILLIPS	51 21	71 21	1,536 44	2,136 22	-599 78
01/23/2008	03/30/2010	10	CONOCOPHILLIPS	51 21	71 21	512 15	712 07	-199 92
01/29/2008	03/30/2010	25	CONOCOPHILLIPS	51 21	77 99	1,280 36	1,949 78	-669 42
08/03/2006	04/06/2010	40	CBS CORP-CLASS B NON VOTING	14 79	26 01	591 62	1,040 28	-448 66
10/24/2008	04/12/2010	5	J C PENNEY CO INC	31 24	18 87	156 19	94 33	61 86
09/16/2008	04/12/2010	150	SPRINT NEXTEL CORP	4 17	6 52	626 03	977 31	-351 28
09/06/2006	04/15/2010	1	GOOGLE INC-CL A	595 13	381 81	595 13	381 81	213 32
06/29/2004	04/16/2010	1	GOLDMAN SACHS GROUP INC	161 72	94 06	161 72	94 06	67 66
06/19/2007	04/16/2010	4	GOLDMAN SACHS GROUP INC	161 72	226 58	646 87	906 33	-259 46
09/12/2008	04/16/2010	3	GOLDMAN SACHS GROUP INC	161 72	157 36	485 16	472 09	13 07
09/16/2008	04/16/2010	11	GOLDMAN SACHS GROUP INC	161 72	130 10	1,778 90	1,431 05	347 85
11/07/2008	04/16/2010	3	GOLDMAN SACHS GROUP INC	161 72	79 43	485 16	238 30	246 86
06/06/2008	04/19/2010	10	***DEUTSCHE BANK AG-REGISTERED	73 46	101 06	734 56	1,010 62	-276 06
05/26/2006	04/20/2010	4	***ALCON INC	159 26	105 76	637 04	423 04	214 00
02/20/2008	04/20/2010	4	APPLE INC	245 29	122 88	981 14	491 53	489 61
04/22/2008	04/20/2010	9	***TEVA PHARMACEUTICAL-SP ADR	62 23	46 81	560 04	421 29	138 75
11/07/2008	04/21/2010	4	GOLDMAN SACHS GROUP INC	160 10	79 43	640 38	317 73	322 65
12/18/2008	04/21/2010	2	GOLDMAN SACHS GROUP INC	160 10	79 47	320 19	158 95	161 24
03/05/2008	04/23/2010	3	APPLE INC	270 25	123 60	810 76	370 79	439 97
01/15/2008	04/28/2010	1	JPMORGAN CHASE & CO	42 93	39 34	42 93	39 34	3 59
09/26/2008	04/28/2010	12	JPMORGAN CHASE & CO	42 93	40 50	515 12	486 00	29 12
01/15/2009	04/28/2010	10	QUALCOMM INC	38 23	33 92	382 30	339 20	43 10
03/19/2009	04/28/2010	25	QUALCOMM INC	38 23	37 82	955 76	945 58	10 18
12/22/2008	04/29/2010	15	VIACOM INC-CLASS B	36 22	17 14	543 29	257 03	286 26
10/06/2008	04/30/2010	2	BAXTER INTERNATIONAL INC	47 87	66 10	95 73	132 21	-36 48
02/23/2009	04/30/2010	10	BAXTER INTERNATIONAL INC	47 87	58 08	478 65	580 77	-102 12
03/31/2009	04/30/2010	10	BAXTER INTERNATIONAL INC	47 87	51 06	478 65	510 62	-31 97
12/18/2008	04/30/2010	8	GOLDMAN SACHS GROUP INC	145 85	79 48	1,166 78	635 81	530 97
01/22/2009	04/30/2010	6	GOLDMAN SACHS GROUP INC	145 85	67 77	875 09	406 63	468 46
03/19/2009	04/30/2010	8	WAL-MART STORES INC	53 92	50 69	431 37	405 55	25 82
04/24/2008	05/03/2010	17	MEDCO HEALTH SOLUTIONS INC	57 85	50 27	983 40	854 59	128 81
06/02/2005	05/03/2010	25	XL CAPITAL LTD -CLASS A	17 74	75 53	443 45	1,888 33	-1,444 88
09/04/2008	05/04/2010	25	MERCK & CO INC	35 97	34 56	899 25	863 94	35 31
09/29/2008	05/11/2010	75	MOTOROLA INC	7 04	7 08	528 04	531 10	-3 06

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02/04/2009	05/11/2010	50	NEWS CORP	14 49	6 64	724 32	332 14	392 18
12/02/2008	05/11/2010	35	***NOKIA CORP-SPON ADR	10 97	13 36	383 99	467 55	-83 56
02/05/2009	05/11/2010	15	***NOKIA CORP-SPON ADR	10 97	13 00	164 57	195 02	-30 45
06/25/2004	05/11/2010	7	TIME WARNER CABLE	50 55	51 61	353 85	361 27	-7 42
05/29/2008	05/11/2010	3	TIME WARNER CABLE	50 55	52 63	151 65	157 88	-6 23
04/30/2009	05/14/2010	40	UNUM GROUP	22 85	16 31	913 94	652 27	261 67
05/08/2009	05/17/2010	17	***DEUTSCHE BANK AG-REGISTERED	60 73	57 28	1,032 40	973 84	58 56
05/23/2007	05/17/2010	20	MACY'S INC	22 28	39 11	445 55	782 16	-336 61
06/05/2007	05/17/2010	15	MACY'S INC	22 28	40 08	334 17	601 16	-266 99
09/29/2008	05/17/2010	95	MOTOROLA INC	6 79	7 08	645 14	672 72	-27 58
09/17/2008	05/18/2010	55	INTEL CORP	21 58	19 13	1,186 84	1,052 18	134 66
01/12/2009	05/19/2010	40	LIMITED BRANDS INC	24 61	8 98	984 42	359 39	625 03
02/05/2009	05/19/2010	60	***NOKIA CORP-SPON ADR	10 08	13 00	604 68	780 08	-175 40
02/09/2009	05/19/2010	50	***NOKIA CORP-SPON ADR	10 08	13 30	503 90	664 80	-160 90
02/20/2009	05/19/2010	10	***NOKIA CORP-SPON ADR	10 08	10 19	100 78	101 88	-1 10
03/05/2008	06/01/2010	3	APPLE INC	263 63	123 60	790 88	370 79	420 09
09/17/2008	06/08/2010	20	INTEL CORP	20 03	19 13	400 55	382 61	17 94
04/30/2009	06/08/2010	10	INTEL CORP	20 03	15 79	200 27	157 88	42 39
03/11/2009	06/09/2010	7	DEVON ENERGY CORPORATION	65 23	41 91	456 63	293 38	163 25
03/30/2009	06/09/2010	3	DEVON ENERGY CORPORATION	65 23	44 06	195 70	132 19	63 51
06/05/2007	06/10/2010	35	MACY'S INC	21 27	40 08	744 39	1,402 70	-658 31
05/21/2009	06/14/2010	45	US BANCORP	23 05	18 00	1,037 41	809 87	227 54
01/12/2009	06/16/2010	35	LIMITED BRANDS INC	25 34	8 98	886 77	314 47	572 30
05/27/2009	06/18/2010	25	ILLINOIS TOOL WORKS	45 65	33 57	1,141 15	839 23	301 92
09/04/2008	06/24/2010	11	MERCK & CO INC	35 55	34 56	391 07	380 13	10 94
03/23/2009	06/24/2010	4	MERCK & CO INC	35 55	24 43	142 21	97 72	44 49
03/23/2009	06/24/2010	20	MERCK & CO INC	35 55	24 43	711 04	488 59	222 45
03/05/2008	06/25/2010	2	APPLE INC	267 91	123 59	535 81	247 19	288 62
06/02/2005	06/25/2010	10	XL CAPITAL LTD -CLASS A	17 06	75 53	170 59	755 33	-584 74
09/16/2008	06/25/2010	15	XL CAPITAL LTD -CLASS A	17 06	16 55	255 89	248 20	7 69
06/05/2009	07/01/2010	40	***INGERSOLL-RAND PLC	33 55	22 84	1,341 90	913 67	428 23
06/25/2004	07/06/2010	4	AOL INC	20 26	32 12	81 03	128 48	-47 45
05/29/2008	07/06/2010	2	AOL INC	20 26	30 63	40 52	61 25	-20 73
05/30/2008	07/06/2010	1	AOL INC	20 26	20 19	20 26	20 19	0 07
10/06/2008	07/06/2010	2	AOL INC	20 26	21 34	40 52	42 69	-2 17
12/03/2008	07/06/2010	3	AOL INC	20 26	11 21	60 77	33 63	27 14
02/13/2009	07/06/2010	3	AOL INC	20 26	14 70	60 77	44 11	16 66
04/30/2009	07/08/2010	40	INTEL CORP	20 03	15 79	801 40	631 53	169 87
02/20/2009	07/08/2010	40	***NOKIA CORP-SPON ADR	8 60	10 19	343 88	407 50	-63 62
03/30/2009	07/13/2010	7	DEVON ENERGY CORPORATION	63 54	44 06	444 78	308 44	136 34
04/30/2009	07/15/2010	40	INTEL CORP	21 30	15 79	851 96	631 52	220 44
06/15/2009	07/15/2010	5	INTEL CORP	21 30	15 97	106 49	79 85	26 64
01/30/2007	07/15/2010	15	SCHLUMBERGER LTD	57 73	62 75	865 97	941 24	-75 27
05/15/2007	07/15/2010	1	SCHLUMBERGER LTD	57 73	75 87	57 73	75 87	-18 14
05/26/2006	07/16/2010	4	***ALCON INC	151 67	105 76	606 67	423 04	183 63
04/22/2008	07/16/2010	10	HEWLETT-PACKARD CO	46 45	48 15	464 53	481 46	-16 93
11/15/2007	07/16/2010	5	PEPSICO INC	62 49	74 14	312 43	370 70	-58 27
11/23/2007	07/16/2010	7	PEPSICO INC	62 49	75 23	437 41	526 58	-89 17
09/06/2006	07/20/2010	2	GOOGLE INC-CL A	472 97	381 81	945 94	763 62	182 32

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Proceeds	Total Cost	Gain or Loss
04/22/2008	07/26/2010	10	HEWLETT-PACKARD CO	46 22	48 14	462 22	481 45	-19 23
09/29/2008	07/26/2010	130	MOTOROLA INC	7 84	7 08	1,019 79	920 57	99 22
11/23/2007	07/30/2010	8	FRANKLIN RESOURCES INC	101 10	118 73	808 78	949 84	-141 06
01/27/2009	08/03/2010	10	CAMERON INTERNATIONAL CORP	39 86	23 49	398 56	234 92	163 64
03/31/2009	08/03/2010	10	CAMERON INTERNATIONAL CORP	39 86	22 30	398 56	222 97	175 59
03/23/2009	08/03/2010	10	MERCK & CO INC	34 95	24 43	349 52	244 29	105 23
05/04/2009	08/03/2010	5	MERCK & CO INC	34 95	23 18	174 76	115 92	58 84
04/29/2008	08/06/2010	15	COSTCO WHOLESALE CORP	56 21	71 01	843 18	1,065 15	-221 97
05/28/2009	08/06/2010	10	ENSCO PLC- SPON ADR	44 33	37 51	443 30	375 15	68 15
05/04/2009	08/06/2010	15	MERCK & CO INC	34 72	23 18	520 83	347 76	173 07
08/05/2009	08/12/2010	25	ARCELORMITTAL-NY REGISTERED	30 31	37 86	757 64	946 40	-188 76
06/15/2009	08/12/2010	25	INTEL CORP	19 50	15 97	487 57	399 26	88 31
08/13/2009	08/18/2010	10	ILLINOIS TOOL WORKS	42 83	41 35	428 25	413 51	14 74
03/03/2009	08/20/2010	10	DANAHER CORP	36 28	24 72	362 75	247 22	115 53
07/17/2009	08/20/2010	45	TEXTRON INC	17 70	10 16	796 42	457 28	339 14
09/06/2006	08/24/2010	20	GILEAD SCIENCES INC	32 25	30 95	645 01	619 03	25 98
07/15/2009	08/27/2010	30	INTEL CORP	18 31	17 82	549 24	534 57	14 67
07/17/2009	08/27/2010	30	INTEL CORP	18 31	18 67	549 23	560 06	-10 83
05/28/2009	08/27/2010	50	TYCO ELECTRONICS LTD	25 01	17 13	1,250 44	856 55	393 89
04/30/2009	08/30/2010	10	TARGET CORP	51 11	40 98	511 08	409 84	101 24
06/16/2009	08/30/2010	3	TARGET CORP	51 11	39 55	153 33	118 66	34 67
05/06/2009	08/30/2010	5	VISA INC - CLASS A SHRS	70 11	66 91	350 56	334 54	16 02
09/16/2008	08/31/2010	4	GOLDMAN SACHS GROUP INC	137 20	130 09	548 80	520 38	28 42
01/22/2009	08/31/2010	2	GOLDMAN SACHS GROUP INC	137 20	67 77	274 40	135 54	138 86
06/16/2009	08/31/2010	3	GOLDMAN SACHS GROUP INC	137 20	144 24	411 60	432 73	-21 13
11/23/2007	09/02/2010	5	FRANKLIN RESOURCES INC	100 81	118 73	504 04	593 65	-89 61
05/05/2008	09/02/2010	16	HEWLETT-PACKARD CO	39 32	48 22	629 10	771 52	-142 42
06/19/2008	09/03/2010	10	HEWLETT-PACKARD CO	40 24	46 53	402 40	465 29	-62 89
06/16/2009	09/03/2010	7	TARGET CORP	52 85	39 55	369 97	276 87	93 10
06/19/2008	09/15/2010	12	HEWLETT-PACKARD CO	39 81	46 53	477 77	558 35	-80 58
07/08/2008	09/17/2010	10	HEWLETT-PACKARD CO	39 47	43 38	394 71	433 82	-39 11
09/06/2006	09/22/2010	7	COSTCO WHOLESALE CORP	62 04	53 81	434 28	376 70	57 58
08/13/2009	09/24/2010	4	GILEAD SCIENCES INC	36 06	30 95	144 25	123 80	20 45
11/08/2006	09/22/2010	11	GILEAD SCIENCES INC	36 06	34 40	396 68	378 36	18 32
07/17/2009	09/30/2010	25	INTEL CORP	46 82	41 35	468 22	413 51	54 71
07/08/2008	10/01/2010	10	HEWLETT-PACKARD CO	19 26	18 67	481 39	466 72	14 67
09/17/2009	10/01/2010	6	TARGET CORP	40 56	43 38	405 63	433 83	-28 20
05/30/2008	10/01/2010	7	TIME WARNER INC	53 46	48 70	320 76	292 19	28 57
10/06/2008	10/01/2010	25	TIME WARNER INC	30 67	34 27	214 66	239 86	-25 20
12/03/2008	10/01/2010	3	TIME WARNER INC	30 67	23 19	766 65	579 66	186 99
11/08/2006	10/04/2010	10	GILEAD SCIENCES INC	35 35	34 40	92 00	54 79	37 21
12/17/2008	10/06/2010	7	COSTCO WHOLESALE CORP	63 80	53 81	353 54	343 97	9 57
07/08/2008	10/06/2010	5	HEWLETT-PACKARD CO	40 71	43 38	446 59	376 70	69 89
07/21/2008	10/06/2010	5	HEWLETT-PACKARD CO	40 71	43 36	203 55	216 91	-13 36
09/27/2007	10/07/2010	637	ALLIANCEBERNSTEIN GLOBAL	8 99	17 37	203 55	216 80	-13 25
		375	REAL ESTATE INVT FD II CL I			5 730 00	11,071 20	-5,341 20
		30	EMC CORP/MASS					
07/29/2009	10/07/2010	1	FREEMPORT-MCMORAN COPPER	19 56	15 14	586 86	454 33	132 53
08/06/2009	10/07/2010			91 31	64 18	91 31	64 18	27 13

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
12/03/2008	10/08/2010	22	TIME WARNER INC	30 73	18 26	676 10	401 78	274 32
02/13/2009	10/08/2010	3	TIME WARNER INC	30 73	18 15	92 20	54 45	37 75
09/27/2007	10/18/2010	673	ALLIANCEBERNSTEIN GLOBAL	9 20	17 37	6,200 00	11,705 87	-5,505 87
		913	REAL ESTATE INVT FD II CL I					
		246	BERNSTEIN INTERMEDIATE	14 21	11 81	3,500 00	2,908 86	591 14
04/07/2009	10/18/2010	305	DURATION PORTFOLIO					
		10	ILLINOIS TOOL WORKS	46 73	41 35	467 30	413 51	53 79
08/13/2009	10/20/2010	8	PEPSICO INC	65 26	75 23	522 07	601 81	-79 74
11/23/2007	10/20/2010	3	PEPSICO INC	65 26	55 72	195 77	167 15	28 62
11/28/2008	10/20/2010	15	KLA-TENCOR CORPORATION	36 08	34 37	541 24	515 51	25 73
10/01/2009	10/22/2010	7	PEPSICO INC	65 08	55 72	455 59	390 03	65 56
11/28/2008	10/22/2010	165	SPRINT NEXTEL CORP	4 82	3 83	794 66	631 68	162 98
08/07/2009	10/22/2010	100	SPRINT NEXTEL CORP	4 82	3 81	481 61	380 78	100 83
08/17/2009	10/22/2010	327	ALLIANCEBERNSTEIN GLOBAL	9 15	17 37	3,000 00	5,695 09	-2,695 09
09/27/2007	10/25/2010	869	REAL ESTATE INVT FD II CL I					
		3	ALCON INC	167 63	120 01	502 88	360 04	142 84
07/22/2009	10/25/2010	10	ALTRIA GROUP INC	25 10	16 62	251 00	166 21	84 79
07/14/2009	10/25/2010	10	ALTRIA GROUP INC	25 10	17 05	251 00	170 52	80 48
07/16/2009	10/25/2010	14	GENERAL MILLS INC	37 50	28 79	525 00	403 13	121 87
02/13/2009	10/25/2010	12	INGERSOLL-RAND PLC	39 99	22 84	479 88	274 10	205 78
06/05/2009	10/25/2010	25	INGERSOLL-RAND PLC	39 99	30 56	999 75	763 95	235 80
09/25/2009	10/25/2010	9	HEWLETT-PACKARD CO	43 14	48 22	388 23	433 98	-45 75
05/05/2008	10/25/2010	3	HEWLETT-PACKARD CO	43 14	46 53	129 41	139 59	-10 18
06/19/2008	10/25/2010	20	HEWLETT-PACKARD CO	43 14	43 36	862 74	867 18	-4 44
07/21/2008	10/25/2010	15	ILLINOIS TOOL WORKS	47 05	41 35	705 79	620 26	85 53
08/13/2009	10/25/2010	25	JPMORGAN CHASE & CO	37 10	40 50	927 45	1,012 50	-85 05
09/26/2008	10/25/2010	15	KOHL'S CORP	52 91	47 48	793 65	712 13	81 52
09/25/2008	10/25/2010	35	NEWS CORP	14 34	6 64	501 90	232 50	269 40
02/04/2009	10/25/2010	15	SUNCOR ENERGY INC	32 90	37 39	493 45	560 92	-67 47
10/13/2009	10/25/2010	20	TYCO ELECTRONICS LTD	31 84	17 13	636 79	342 62	294 17
05/28/2009	10/25/2010	535	BERNSTEIN INTERMEDIATE	14 19	11 81	7,600 00	6,325 29	1,274 71
04/07/2009	10/25/2010	588	DURATION PORTFOLIO					
		349	BERNSTEIN INTERNATIONAL	15 75	16 81	5,500 00	5,870 15	-370 15
12/15/2000	10/25/2010	206	PORTFOLIO					
		1	FREEMONT-MCMORAN COPPER	96 04	75 77	96 04	75 77	20 27
10/15/2009	10/28/2010	5	KLA-TENCOR CORPORATION	35 75	34 37	178 77	171 84	6 93
10/01/2009	10/28/2010	2	GOOGLE INC-CL A	616 08	501 79	1,232 15	1,003 59	228 56
01/31/2007	10/29/2010	10	TEVA PHARMACEUTICAL-SP ADR	51 89	46 81	518 90	468 10	50 80
04/22/2008	10/29/2010	5	APPLE INC	310 03	123 60	1,550 13	617 99	932 14
03/05/2008	11/02/2010	14	PEPSICO INC	65 09	47 76	911 22	668 61	242 61
03/03/2009	11/08/2010	3	TIME WARNER CABLE	61 96	52 62	185 88	157 87	28 01
05/29/2008	11/08/2010	2	TIME WARNER CABLE	61 96	52 04	123 92	104 08	19 84
05/30/2008	11/08/2010	6	TIME WARNER CABLE	61 96	36 68	371 76	220 07	151 69
10/06/2008	11/08/2010	6	TIME WARNER CABLE	61 96	28 89	371 75	173 34	198 41
12/03/2008	11/08/2010	4	TIME WARNER CABLE	61 96	28 42	247 84	113 70	134 14
02/13/2009	11/08/2010	2	TIME WARNER CABLE	61 96	28 42	123 92	56 85	67 07
02/13/2009	11/08/2010	15	CBS CORP-CLASS B NON VOTING	16 74	26 01	251 17	390 11	-138 94
08/03/2006	11/10/2010	75	CBS CORP-CLASS B NON VOTING	16 74	6 24	1,255 82	468 21	787 61
01/27/2009	11/10/2010	15	DANAHER CORP	43 46	24 72	651 96	370 83	281 13

Capital Gains Report

THE NEEDLES FAMILY FOUNDATION INC (Account 888-20752)

January 1, 2010 through December 31, 2010.

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
05/15/2007	11/12/2010	10	SCHLUMBERGER LTD	73 56	75 87	735 59	758 71	-23 12
03/03/2009	11/17/2010	1	PEPSICO INC	63 90	47 76	63 90	47 76	16 14
07/08/2009	11/17/2010	5	PEPSICO INC	63 90	55 11	319 48	275 57	43 91
12/17/2008	11/19/2010	14	COSTCO WHOLESALE CORP	66 53	53 81	931 36	753 41	177 95
09/21/2009	11/22/2010	10	ILLINOIS TOOL WORKS	47 25	43 84	472 50	438 43	34 07
11/10/2009	11/22/2010	10	ILLINOIS TOOL WORKS	47 25	49 58	472 50	495 81	-23 31
11/13/2009	11/23/2010	55	FORD MOTOR CO	15 80	8 36	869 23	459 78	409 45
11/17/2009	11/23/2010	10	FORD MOTOR CO	15 80	8 91	158 04	89 13	68 91
07/16/2009	11/26/2010	25	ALTRIA GROUP INC	24 41	17 05	610 30	426 29	184 01
07/17/2009	11/26/2010	25	ALTRIA GROUP INC	24 41	17 29	610 29	432 26	178 03
07/20/2009	11/26/2010	10	ALTRIA GROUP INC	24 41	17 24	244 12	172 40	71 72
06/08/2009	11/26/2010	90	D R HORTON INC	9 93	9 54	894 03	858 69	35 34
07/27/2009	11/26/2010	85	PULTE GROUP INC	6 20	10 58	527 13	899 20	-372 07
03/05/2008	11/29/2010	2	APPLE INC	313 41	123 60	626 82	247 20	379 62
03/03/2009	12/01/2010	7	DANAHER CORP	44 10	24 72	308 74	173 06	135 68
03/19/2009	12/01/2010	3	DANAHER CORP	44 10	27 95	132 31	83 84	48 47
05/05/2008	12/06/2010	22	CELGENCE CORP	55 14	65 13	1,213 06	1,432 79	-219 73
02/13/2009	12/06/2010	3	TIME WARNER CABLE	65 98	28 42	131 97	56 84	75 13
04/03/2009	12/06/2010	3	TIME WARNER CABLE	65 98	26 14	197 95	78 42	119 53
11/10/2009	12/07/2010	5	ILLINOIS TOOL WORKS	50 71	49 58	253 57	247 91	5 66
11/16/2009	12/07/2010	10	ILLINOIS TOOL WORKS	50 71	50 94	507 15	509 38	-2 23
03/05/2008	12/09/2010	25	AT&T INC	28 73	35 28	718 28	881 98	-163 70
06/15/2009	12/09/2010	15	AT&T INC	28 73	24 54	430 96	363 53	67 43
06/16/2009	12/09/2010	20	ARCHER-DANIELS-MIDLAND CO	30 28	27 18	605 55	543 58	61 97
01/12/2009	12/09/2010	35	ARCHER-DANIELS-MIDLAND CO	30 28	27 31	1,059 72	955 81	103 91
12/17/2008	12/09/2010	5	COSTCO WHOLESALE CORP	70 57	53 81	352 84	269 07	83 77
01/22/2009	12/13/2010	15	KOHL'S CORP	53 45	37 41	801 78	561 22	240 56
04/22/2008	12/13/2010	6	***TEVA PHARMACEUTICAL-SP ADR	53 43	46 81	320 61	280 86	39 75
08/25/2008	12/13/2010	6	***TEVA PHARMACEUTICAL-SP ADR	53 43	46 61	320 60	279 68	40 92
07/22/2009	12/17/2010	7	***ALCON INC	162 14	120 01	1,134 98	840 09	294 89
11/10/2009	12/17/2010	20	BROADCOM CORP-CL A	44 10	28 49	881 93	569 71	312 22
03/14/2007	12/20/2010	18	GILEAD SCIENCES INC	37 24	34 47	670 37	620 55	49 82
07/22/2009	12/22/2010	4	***ALCON INC	162 03	120 01	648 13	480 05	168 08
06/16/2009	12/22/2010	10	AT&T INC	29 02	24 23	290 21	242 35	47 86
06/24/2009	12/22/2010	20	AT&T INC	29 02	24 81	580 41	496 29	84 12
10/05/2009	12/27/2010	7	CONOCOPHILLIPS	67 07	47 70	469 48	333 90	135 58
10/07/2009	12/27/2010	18	CONOCOPHILLIPS	67 07	48 96	1,207 25	881 21	326 04
07/08/2009	12/30/2010	5	PEPSICO INC	65 22	55 11	326 09	275 57	50 52
SUBTOTAL FOR LONG-TERM						172,093.14	173,683.05	-1,589.91
TOTAL						336,298.96	331,001.43	5,297.53

Capital Gains Report

THE NEEDLES FAMILY FOUNDATION INC (Account 888-20752)

January 1, 2010 through December 31, 2010

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
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.. ACCOUNT TOTALS ..
 CURRENT PERIOD - G/L 5.297 53
 SHORT TERM 6.887 44
 LONG TERM -1.589 91

Capital-Gains Distributions If you own shares of the Sanford C Bernstein Fund, Inc. you may have received an annual capital-gains distribution (different from the capital gains or losses on securities sold, which are listed in this report) Long-term capital-gains distributions are a separate item on the I R S forms, and appear on the Summary-of-Key-Items report

Zero-Cost Transactions If you transferred securities to Bernstein for which the purchase price was unavailable, the total capital-gains figure that appears on this report needs to be adjusted Any such transactions are segregated on the Capital-Gains report, with the cost entered as zero You will need to update the report data with the correct purchase information

This information should be reviewed by your tax advisor or accountant