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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 **THOMAS P. RALEY FOUNDATION** A Employer identification number **68-0358149**

Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number (see page 10 of the instructions)
P.O. BOX 15618 **(916) 224-1111**

City or town, state, and ZIP code C If exemption application is pending, check here ☐
SACRAMENTO, CA 95852 D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 6,037,095.** J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis) 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)	500,000.			
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	156,955.	156,955.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	49,665.			
b Gross sales price for all assets on line 6a 2,279,676.				
7 Capital gain net income (from Part IV, line 2)		49,665.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	706,620.	206,620.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	4,000.			4,000.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	10.			10.
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 3	55,240.	55,240.		
24 Total operating and administrative expenses. Add lines 13 through 23	59,250.	55,240.		4,010.
25 Contributions, gifts, grants paid	575,000.			575,000.
26 Total expenses and disbursements Add lines 24 and 25	634,250.	55,240.		579,010.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	72,370.			
b Net investment income (if negative, enter -0-)		151,380.		
c Adjusted net income (if negative, enter -0-)				

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

JSA ** ATCH 2

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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	210,449.	208,612.	208,612.	
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) * *	300,727.	200,797.	200,798.	
	b	Investments - corporate stock (attach schedule) ATCH 5	5,198,753.	5,165,398.	5,627,685.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule)				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule)				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	5,709,929.	5,574,807.	6,037,095.		
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	Total liabilities (add lines 17 through 22)		0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	5,709,929.	5,574,807.		
30	Total net assets or fund balances (see page 17 of the instructions)	5,709,929.	5,574,807.			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,709,929.	5,574,807.			

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	5,709,929.
2	Enter amount from Part I, line 27a	2	72,370.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,782,299.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 6	5	207,492.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,574,807.

** ATCH 4

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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 SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	49,665.	
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	530,030.	4,602,870.	0.115152
2008	900,836.	5,911,423.	0.152389
2007	852,985.	7,352,459.	0.116014
2006	343,973.	6,040,570.	0.056944
2005	31,510.	4,818,489.	0.006539
2 Total of line 1, column (d)			2 0.447038
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 0.089408
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 5,370,918.
5 Multiply line 4 by line 3			5 480,203.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,514.
7 Add lines 5 and 6			7 481,717.
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.			8 579,010.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	1,514.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2	3	1,514.
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	1,514.
6 Credits/Payments		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	13,225.
b Exempt foreign organizations-tax withheld at source	6b	0.
c Tax paid with application for extension of time to file (Form 8868)	6c	0.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	13,225.
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	11,711.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ 11,711. Refunded ☐	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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	1b		X
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA,			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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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 ☐ N/A				
14	The books are in care of ☐ NEIL DOERHOFF, RALEY'S Telephone no ☐ 916-373-3333			
Located at ☐ 500 W. CAPITOL AVE. WEST SACRAMENTO, CA ZIP + 4 ☐ 95852				
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?	16	Yes	No
				X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐	1b	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? ☐	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No		
If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions) ☐	2b	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 ☐		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010) ☐	3b	X
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)? ☐ Yes ☒ No
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? ☐ Yes ☒ No
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? ☐ Yes ☒ No

5b

6b

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
ATTACHMENT 7		0.	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		0.	0.	0.

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

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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		0.
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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 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	5,279,529.
b	Average of monthly cash balances	1b	173,180.
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	5,452,709.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,452,709.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	81,791.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,370,918.
6	Minimum investment return. Enter 5% of line 5	6	268,546.

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	268,546.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,514.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,514.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	267,032.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	267,032.
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	267,032.

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	579,010.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	579,010.
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	1,514.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	577,496.

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				267,032.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years 20 08, 20 07, 20 06		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				0.
b From 2006				53,947.
c From 2007				496,852.
d From 2008				605,833.
e From 2009				299,886.
f Total of lines 3a through e	1,456,518.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 579,010.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		0.		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	0.			
d Applied to 2010 distributable amount				267,032.
e Remaining amount distributed out of corpus	311,978.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,768,496.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0.		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0.	
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)	0.			
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	1,768,496.			
10 Analysis of line 9				
a Excess from 2006				53,947.
b Excess from 2007				496,852.
c Excess from 2008				605,833.
d Excess from 2009				299,886.
e Excess from 2010				311,978.

Form 990-PF (2010)

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

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

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

4942(j)(3) or

4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see 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))

NONE

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

ATTACHMENT 8

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

N/A

c Any submission deadlines

N/A

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

N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ATTACHMENT 9				
Total			▶ 3a	575,000.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Form **990-PF** (2010)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	156,955.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	49,665.	
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)				206,620.	
13	Total. Add line 12, columns (b), (d), and (e)					206,620.

(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]

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

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

OMB No 1545-0047

2010**Name of the organization**

THOMAS P. RALEY FOUNDATION

Employer identification number

68-0358149

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

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Name of organization THOMAS P. RALEY FOUNDATION

Employer identification number
68-0358149**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	RALEY'S P.O. BOX 15618 SACRAMENTO, CA 95852	\$ 500,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

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 CAPITAL GAIN DISTRIBUTIONS					140.	
		FOREIGN STOCK PORTFOLIO -SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS -17,838.	VARIOUS
		FOREIGN STOCK PORTFOLIO - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS -5,984.	VARIOUS
		BLACKROCK LARGE CAP PORTFOLIO - SEE ATTA PROPERTY TYPE: SECURITIES				P	VARIOUS 2,597.	VARIOUS
		BLACKROCK LARGE CAP PORTFOLIO - SEE ATTA PROPERTY TYPE: SECURITIES				P	VARIOUS 64,193.	VARIOUS
		MET WEST LARGE CAP - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS 9,052.	VARIOUS
		MET WEST LARGE CAP - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS -2,495.	VARIOUS
TOTAL GAIN (LOSS)							<u>49,665.</u>	

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust

THOMAS P. RALEY FOUNDATION

Employer identification number

68-0358149

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-6,189.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	5	-6,189.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	55,714.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	140.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	55,854.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		-6,189.
14	Net long-term gain or (loss):			
a	Total for year	14a		55,854.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14	15		49,665.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet** necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the worksheet on page 8 of the instructions if • Either line 14b, col (2) or line 14c, col (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.	

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2010

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2010

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

THOMAS P. RALEY FOUNDATION

Employer identification number

68-0358149

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b		-6,189.
--	--	---------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

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Employer identification number

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	55,714.
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ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
UBS FINANCIAL SERVICES INC	156,955.	156,955.
TOTAL	<u>156,955.</u>	<u>156,955.</u>

ATTACHMENT 2

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
STATE FILING FEE	10.	10.
TOTALS	<u>10.</u>	<u>10.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
COMMISSIONS	55,240.	55,240.
TOTALS	<u>55,240.</u>	<u>55,240.</u>

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

ATTACHMENT 4

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

MUTUAL FUND

200,797. 200,798.

US OBLIGATIONS TOTAL

200,797. 200,798.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
UBS FINANCIAL SERVICES INC	5,165,398.	5,627,685.
TOTALS	<u>5,165,398.</u>	<u>5,627,685.</u>

ATTACHMENT 6FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
COST BASIS ADJUSTMENT TO FUND ASSETS	207,492.
TOTAL	<u>207,492.</u>

THOMAS P. RALEY FOUNDATION

68-0358149

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

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOYCE TEEL P.O. BOX 15618 SACRAMENTO, CA 95852	CHAIRMAN 1.00	0.	0.	0.
JIM TEEL P.O. BOX 15618 SACRAMENTO, CA 95852	VICE PRESIDENT 1.00	0.	0.	0.
NEIL DOERHOFF P.O. BOX 15618 SACRAMENTO, CA 95852	TREASURER/SECRETARY 2.00	0.	0.	0.
CLAUDIA DOERHOFF P.O. BOX 15618 SACRAMENTO, CA 95852	DIRECTOR	0.	0.	0.
DIANE PERRY P.O. BOX 15618 SACRAMENTO, CA 95852	DIRECTOR	0.	0.	0.
MIKE TEEL P.O. BOX 15618 SACRAMENTO, CA 95852	DIRECTOR	0.	0.	0.

THOMAS P. RALEY FOUNDATION

68-0358149

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

ATTACHMENT 7 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LISA DAVIDSON P.O. BOX 15618 SACRAMENTO, CA 95852	DIRECTOR	0.	0.	0.
LAURIE STRUCK P.O. BOX 15618 SACRAMENTO, CA 95852	DIRECTOR	0.	0.	0.
GRAND TOTALS		0.	0.	0.

ATTACHMENT 8

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

N/A

THOMAS P RALEY FOUNDATION

68-0358149

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

ATTACHMENT 9

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SALVATION ARMY
315 16TH ST
SACRAMENTO, CA 95814

N/A
PUBLIC CHARITY

FURTHER EXEMPT PURPOSE

500,000

THE CENTER FOR VIOLENCE-FREE RELATIONSHIPS

344 PLACERVILLE DR , SUITE 11
PLACERVILLE, CA 95667

N/A
PUBLIC CHARITY

FURTHER EXEMPT PURPOSE

75,000

TOTAL CONTRIBUTIONS PAID

575,000

Account Number Y3 02448 JJ
 Your Financial Advisor or Contact
 TRABERT/ASIANO
 415-963-5200/888-660-5750

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UBS Financial Services Inc.

2010 Consolidated Form 1099

Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
CONOCOPHILLIPS	Trade	700.000		10/30/09	05/18/10	38,591.53	34,967.59	3,623.94		Y

Continued on page 15

2010 1099 / Y3 02448 JJ

Account Number Y3 02448 JJ
Your Financial Advisor or Contact
TRABERT/ASIANO
415-963-5200/888-660-5750

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UBS Financial Services Inc.

2010 Consolidated Form 1099

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Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
DU PONT DE NEMOURS	Trade	950.000		01/05/10	05/18/10	35,529.39	32,224.29	3,305.10		Y
HALLIBURTON CO (HOLDING COMPANY)	Trade	230.000		05/18/10	11/02/10	7,140.50	6,398.60	741.90		Y
INTEL CORP	Trade	1,150.000		11/25/09	05/18/10	24,728.49	22,250.43	2,478.06		Y
NUCOR CORP	Trade	150.000		05/18/10	10/21/10	5,665.61	6,762.98	(1,097.37)		Y
Total Short-Term Gain/Loss						111,655.52	102,603.89	9,051.63		

Long-Term Gain/Loss

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
AT&T INC	Trade	1,500.000		03/15/06	05/18/10	38,059.60	40,950.00	(2,890.40)	1	Y
BP PLC SPON ADR	Trade	590.000		02/13/04	05/18/10	27,100.31	28,290.50	(1,190.19)	1	Y
	Trade	80.000		10/22/04	05/18/10	2,755.98	3,570.80	(814.84)	1	Y
	Trade	120.000		10/28/05	05/18/10	5,511.93	7,944.00	(2,432.07)	1	Y
	Trade	180.000		10/28/05	06/09/10	5,399.16	11,916.00	(6,516.84)	1	Y
Sub-Total:		950.000				40,767.36	51,721.10	(10,953.74)		
BRISTOL MYERS SQUIBB CO	Trade	970.000		02/13/04	05/18/10	22,983.76	28,042.70	(5,058.94)	1	Y
	Trade	680.000		10/22/04	05/18/10	16,112.33	15,857.60	254.73	1	Y
	Trade	805.000		10/28/05	05/18/10	19,074.15	16,929.15	2,145.00	1	Y
Sub-Total:		2,455.000				58,170.24	60,829.45	(2,659.21)		
CHEVRON CORP	Trade	240.000		02/13/04	05/18/10	18,554.92	10,377.60	8,177.32	1	Y
	Trade	110.000		10/22/04	05/18/10	8,504.34	5,905.90	2,598.44	1	Y
	Trade	80.000		10/28/05	05/18/10	6,184.97	4,538.95	1,646.02	1	Y
Sub-Total:		430.000				33,244.23	20,822.45	12,421.78		
DIAGEO PLC NEW GB SPON ADR	Trade	510.000		02/13/04	05/18/10	32,497.97	27,835.80	4,662.17	1	Y
	Trade	240.000		10/22/04	05/18/10	15,293.16	12,772.52	2,520.64	1	Y
	Trade	70.000		10/28/05	05/18/10	4,460.51	4,148.20	312.31	1	Y
Sub-Total:		820.000				52,251.64	44,756.52	7,495.12		

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P16L080144-X

Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
FPL GROUP INC **NAME CHANGE 2010**	Trade	555.000		02/20/09	05/18/10	29,242.73	27,027.00	2,215.73	1	Y
FRONTIER COMMUNICATIONS CORP	Cash in lieu Trade	.032 198.000		10/28/05 10/28/05	07/02/10 07/13/10	.24 1,431.51	.26 1,622	(.02) (190)		Y Y
	Sub-Total:	198.032				1,431.75	1,622	(190)		
GENL ELECTRIC CO	Trade	380.000		04/19/07	05/18/10	6,609.42	13,313.79	(6,704.37)	1	Y
	Trade	780.000		04/20/07	05/18/10	13,566.69	27,323.94	(13,757.25)	1	Y
	Sub-Total:	1,160.000				20,176.11	40,637.73	(20,461.62)		
JOHNSON & JOHNSON COM	Trade	355.000		10/10/08	05/18/10	22,386.49	19,722.03	2,664.46	1	Y
KIMBERLY CLARK CORP	Trade	270.000		04/23/07	05/18/10	16,764.88	19,192.73	(2,427.85)	1	Y
	Trade	520.000		04/24/07	05/18/10	32,287.92	36,699.31	(4,411.39)	1	Y
	Sub-Total:	790.000				49,052.80	55,892.04	(6,839.24)		
PHILIP MORRIS INTL INC	Trade	510.000		02/13/04	05/18/10	23,419.62	14,720.32	8,699.30	1	Y
	Trade	290.000		10/22/04	05/18/10	13,317.04	7,229.87	6,087.17	1	Y
	Trade	5.000		10/28/05	05/18/10	229.60	198.10	31.50	1	Y
	Sub-Total:	805.000				36,966.26	22,148.29	14,817.97		
TRAVELERS COS INC/THE	Trade	200.000		03/30/09	05/18/10	10,036.47	7,871.14	2,165.33	1	Y
UNILEVER NV N Y SHS NEW NETHERLANDS SPON ADR	Trade	1,890.000		07/22/05	05/18/10	52,336.23	42,109.20	10,227.03	1	Y
	Trade	40.000		10/28/05	05/18/10	1,107.65	932.00	175.65	1	Y
	Sub-Total:	1,930.000				53,443.88	43,041.20	10,402.68		
VERIZON COMMUNICATIONS INC	Trade	740.000		02/13/04	05/18/10	21,179.62	26,140	(4,961)	1	Y
	Trade	260.000		10/22/04	05/18/10	7,441.49	9,528	(2,087)	1	Y
	Trade	125.000		10/28/05	05/18/10	3,577.64	3,717	(140)	1	Y
	Sub-Total:	1,125.000				32,198.75	39,385	(7,186)		
VODAFONE GROUP PLC NEW SPON ADR	Trade	260.000		04/19/07	05/18/10	5,127.63	7,321.18	(2,193.55)	1	Y
	Trade	720.000		04/20/07	05/18/10	14,199.60	20,659.54	(6,459.94)	1	Y
	Trade	1,000.000		04/23/07	05/18/10	19,721.67	28,587.60	(8,865.93)	1	Y
	Trade	240.000		04/24/07	05/18/10	4,733.20	6,812.57	(2,079.37)	1	Y
	Sub-Total:	2,220.000				43,782.10	63,380.89	(19,598.79)		

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Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
3M CO	Trade	605.000		01/05/09	05/18/10	51,444.34	35,341.88	16,102.66	1	Y
Total Long-Term Gain/Loss						572,654.75	575,150	(2,495)		

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Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
ACCENTURE PLC IRELAND CL A	Trade	420.000		11/19/09	11/03/10	18,970.86	18,897.10	2,273.76		Y
AGRIUM INC (CANADA) CAD	Trade	120.000		11/19/09	08/18/10	8,323.37	6,746.82	1,576.55		Y
	Trade	65.000		11/19/09	10/22/10	5,670.44	3,654.53	2,015.91		Y
	Sub-Total:	185.000				13,993.81	10,401.35	3,592.46		
AMCOR LTD NEW AU ADR	Trade	215.000		11/20/09	05/19/10	4,864.69	4,497.69	167.00		Y
	Trade	220.000		11/20/09	05/20/10	4,553.70	4,602.29	(48.59)		Y
	Trade	220.000		11/20/09	05/20/10	4,419.87	4,602.29	(182.42)		Y
	Trade	260.000		11/20/09	05/21/10	5,147.13	5,439.07	(291.94)		Y
	Trade	290.000		11/20/09	05/21/10	5,774.38	6,066.66	(292.28)		Y

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Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
AMCOR LTD NEW AU ADR	Trade	300,000		11/20/09	05/24/10	8,012.81	6,275.85	(263.24)		Y
	Trade	170,000		11/20/09	05/24/10	3,350.74	3,558.32	(205.58)		Y
	Sub-Total:	1,675,000				33,923.12	35,040.17	(1,117.05)		
AUSTRALIA & NEW ZEALAND BKG GRP LTD SPONSRD ADR AUSTRALIA ADR	Trade	115,000		11/19/09	09/22/10	2,609.68	2,319.55	290.13		Y
AXA ADR	Trade	135,000		11/19/09	05/03/10	2,682.22	3,470.43	(808.21)		Y
	Trade	140,000		11/19/09	05/05/10	2,430.74	3,598.97	(1,168.23)		Y
	Trade	150,000		11/19/09	05/06/10	2,374.27	3,858.04	(1,481.77)		Y
	Trade	1,565,000		11/19/09	05/06/10	25,838.18	40,231.30	(14,393.12)		Y
	Trade	120,000		04/09/10	05/06/10	1,981.20	2,745.88	(764.66)		Y
	Trade	20,000		04/09/10	05/07/10	309.50	457.64	(148.14)		Y
	Trade	270,000		04/14/10	05/07/10	4,178.20	6,471.25	(2,293.05)		Y
	Sub-Total:	2,400,000				39,774.31	60,831.49	(21,057.18)		
BANCO BILBAO VIZCAYA ARGENTARIA S.A. SPON ADR	Trade	1,420,000		11/19/09	11/11/10	16,132.62	27,255.48	(11,122.86)		Y
	Trade	1,255,000		05/10/10	11/30/10	11,564.25	15,481.18	(3,916.93)		Y
	Redemption			12/03/10	12/03/10	580		580		
	Sub-Total:	2,675,000				28,277	42,737	(14,460)		
BANCOLOMBIA S.A. ADR	Trade	30,000		11/19/09	04/09/10	1,435.47	1,290.15	145.32		Y
	Trade	10,000		11/19/09	04/13/10	480.63	430.05	50.58		Y
	Trade	20,000		11/19/09	04/14/10	973.89	860.10	113.79		Y
	Trade	100,000		11/19/09	07/16/10	5,556.57	4,300.51	1,256.06		Y
	Trade	35,000		11/19/09	07/19/10	1,946.50	1,505.18	441.32		Y
	Trade	290,000		11/19/09	07/30/10	16,949.54	12,471.48	4,478.06		Y
	Trade	330,000		11/19/09	08/02/10	19,534.11	14,191.68	5,342.43		Y
	Sub-Total:	815,000				46,876.71	35,049.15	11,827.56		
BRITISH AMER TOBACCO PLC GB SPON ADR	Trade	50,000		11/19/09	07/16/10	3,452.12	3,220.05	232.07		Y
CANADIAN PAC RAILWAY LTD CAD	Trade	435,000		11/19/09	02/24/10	21,124.81	21,243.66	(118.85)		Y
	Trade	285,000		11/19/09	02/25/10	13,533.93	13,918.26	(384.33)		Y
	Sub-Total:	720,000				34,658.74	35,161.92	(503.18)		

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Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
CIA PARANAENSE ENERGI SPON ADR	Trade	210.000		11/19/09	05/10/10	4,310.91	4,126.06	184.85		Y
	Trade	105.000		11/19/09	05/11/10	2,145.29	2,063.03	82.26		Y
	Sub-Total:	315.000				6,456.20	6,189.09	267.11		
COCA COLA FEMSA S.A.B. DE C.V. (MEXICO) SPON ADR	Trade	110.000		11/19/09	04/12/10	7,241.61	6,156.92	1,084.69		Y
	Trade	110.000		11/19/09	05/11/10	7,557.39	6,156.92	1,400.47		Y
	Trade	30.000		11/19/09	06/14/10	2,105.49	1,879.16	426.33		Y
	Trade	85.000		11/19/09	07/26/10	5,689.92	4,757.62	932.00		Y
	Trade	75.000		11/19/09	07/27/10	5,040.99	4,197.90	843.09		Y
	Trade	15.000		11/19/09	08/02/10	1,043.38	839.58	203.80		Y
	Sub-Total:	425.000				28,678.48	23,788.10	4,890.38		
COMPANHIA DE SANEAMENTO BASICO DO ESTADO DE SAO PAULO ADS SPON ADR	Trade	85.000		11/19/09	06/14/10	3,282.84	3,228.84	54.00		Y
	Trade	90.000		11/19/09	06/15/10	3,489.28	3,418.78	70.50		Y
	Sub-Total:	175.000				6,772.12	6,647.62	124.50		
COMPASS GROUP PLC GBP	Trade	460.000		11/20/09	04/09/10	3,781.54	3,110.52	671.02		Y
CRH PLC IRELAND SPON ADR	Trade	240.000		11/19/09	11/12/10	4,315.82	8,280.71	(1,944.89)		Y
	Trade	195.000		11/19/09	11/15/10	3,612.54	5,086.83	(1,474.29)		Y
	Trade	375.000		11/19/09	11/17/10	7,031.06	9,782.36	(2,751.30)		Y
	Trade	210.000		11/19/09	11/18/10	4,133.76	5,478.12	(1,344.36)		Y
	Trade	95.000		07/19/10	12/08/10	1,852.72	1,939.24	(86.52)		Y
	Trade	170.000		07/19/10	12/07/10	3,412.21	3,470.21	(58.00)		Y
	Trade	65.000		07/19/10	12/08/10	1,282.76	1,326.85	(44.09)		Y
	Trade	35.000		09/21/10	12/08/10	690.72	604.27	86.45		Y
	Trade	110.000		09/21/10	12/09/10	2,186.50	1,899.13	287.37		Y
	Trade	250.000		09/21/10	12/10/10	4,925.56	4,316.20	609.36		Y
	Sub-Total:	1,745.000				33,443.65	40,163.92	(6,720.27)		
FORTIS NL SPON ADR	Trade	210.000		11/19/09	01/21/10	740.81	881.79	(140.98)		Y
*NAME CHANGE-EFF-05/2010	Trade	7,990.000		11/19/09	01/22/10	28,420.86	33,550.01	(5,129.15)		Y
	Sub-Total:	8,200.000				29,161.67	34,431.80	(5,270.13)		
INTL POWER PLC ADR	Trade	360.000		11/19/09	08/13/10	20,511.59	16,282.80	4,228.79		Y



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Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
LAN AIRLINES SA SPON ADR	Trade	170.000		11/19/09	01/20/10	2,820.26	2,476.37	343.89		Y
	Trade	200.000		11/19/09	01/25/10	3,261.91	2,913.38	348.53		Y
	Trade	315.000		11/19/09	01/28/10	5,060.12	4,588.57	471.55		Y
	Trade	465.000		11/19/09	01/27/10	7,508.67	6,773.61	735.06		Y
Sub-Total:		1,150.000				18,650.96	16,751.93	1,899.03		
mitsui & co LTD ADR JAPAN ADR	Trade	15.000		11/20/09	10/22/10	4,738.56	3,853.46	885.10		Y
PEARSON PLC SPON ADR	Trade	25.000		11/19/09	07/16/10	354.50	352.13	2.37		Y
	Trade	95.000		11/19/09	07/19/10	1,330.06	1,338.10	(8.04)		Y
	Trade	1,010.000		11/19/09	08/12/10	15,453.94	14,226.15	1,227.79		Y
	Trade	400.000		11/19/09	08/18/10	6,069.45	5,634.12	435.33		Y
Sub-Total:		1,530.000				23,207.95	21,550.50	1,657.45		
PRUDENTIAL PLC ADR UNITED KINGDOM	Trade	305.000		01/20/10	06/03/10	5,004.75	6,084.26	(1,079.51)		Y
	Trade	315.000		01/20/10	06/04/10	5,124.46	6,283.75	(1,159.29)		Y
	Trade	25.000		01/20/10	06/07/10	391.67	498.71	(107.04)		Y
	Trade	205.000		01/20/10	08/07/10	3,211.66	4,096.72	(885.06)		Y
	Trade	15.000		01/20/10	06/07/10	229.41	299.23	(69.82)		Y
	Trade	540.000		02/08/10	06/07/10	8,459.98	9,457.40	(997.42)		Y
	Trade	435.000		02/10/10	06/07/10	6,814.98	7,923.00	(1,108.02)		Y
Sub-Total:		1,840.000				29,236.91	34,643.07	(5,406.16)		
RENAISSANCE HOLDINGS LTD	Trade	50.000		11/19/09	07/16/10	2,809.53	2,708.54	100.99		Y
SAP AG SPON ADR	Trade	365.000		11/19/09	07/19/10	17,594.01	17,502.59	91.42		Y
SASOL LTD SPON ADR	Trade	105.000		11/19/09	10/22/10	4,802.83	4,140.56	662.27		Y
SIEMENS A G SPON ADR	Trade	33.000		11/19/09	10/22/10	3,824.40	3,206.00	618.40		Y
SILICONWARE PRECISION INDS CO LTD ADR	Trade	1,000.000		11/19/09	11/12/10	5,132.81	7,102.00	(1,969.19)		Y
	Trade	485.000		11/19/09	11/15/10	2,496.97	3,444.47	(947.50)		Y
	Trade	890.000		11/19/09	11/16/10	4,539.37	6,320.78	(1,781.41)		Y
	Trade	465.000		10/26/10	11/16/10	2,371.69	2,551.73	(180.04)		Y
	Trade	535.000		10/26/10	11/17/10	2,731.34	2,935.87	(204.53)		Y
Sub-Total:		3,375.000				17,272.18	22,354.85	(5,082.67)		

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Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
SVENSKA CELLULOSA AB (SCA) SPON ADR	Trade	75,000		05/18/10	08/20/10	1,012.11	859.59	152.52		Y
	Trade	225,000		05/19/10	08/20/10	3,036.32	2,493.85	542.87		Y
Sub-Total:		300,000				4,048.43	3,353.24	695.19		
TECHNIP SA NEW SPON ADR	Trade	280,000		11/19/09	09/23/10	21,580.25	20,034.00	1,526.25		Y
	Trade	45,000		11/19/09	09/24/10	3,538.94	3,219.75	317.19		Y
	Trade	155,000		11/19/09	09/27/10	12,142.55	11,090.25	1,052.30		Y
Sub-Total:		480,000				37,239.74	34,344.00	2,895.74		
TEVA PHARMACEUTICALS IND LTD ISRAEL ADR	Trade	40,000		11/19/09	04/08/10	2,521.62	2,119.98	401.64		Y
TORONTO DOMINION BK NEW CANADA CAD	Trade	60,000		11/19/09	04/08/10	4,432.32	3,825.88	606.44		Y
TRANSCANADA CORP (HOLDING CO) CAD	Trade	155,000		11/19/09	07/16/10	5,306.03	4,771.41	534.62		Y
	Trade	140,000		11/19/09	07/21/10	4,846.99	4,309.86	537.33		Y
	Trade	240,000		11/19/09	07/22/10	8,505.81	7,387.99	1,117.82		Y
	Trade	125,000		11/19/09	07/23/10	4,401.43	3,847.91	553.52		Y
	Trade	15,000		11/19/09	07/28/10	532.91	461.75	71.16		Y
	Trade	10,000		11/19/09	08/02/10	360.40	307.83	52.57		Y
Sub-Total:		685,000				23,953.57	21,086.55	2,867.02		
Total Short-Term Gain/Loss						545,674	563,512.44	(17,838)		

Long-Term Gain/Loss

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
ASTRAZENECA PLC SPON ADR	Trade	175,000		05/24/07	07/16/10	8,590.30	9,380.63	(790.33)		Y
BANCO BILBAO VIZCAYA ARGENTARIA S.A. SPON ADR	Trade	325,000		11/19/09	11/30/10	2,994.73	6,238.05	(3,243.32)		Y
CRH PLC IRELAND SPON ADR	Trade	155,000		11/19/09	12/02/10	3,051.92	4,043.38	(991.46)		Y
	Trade	135,000		11/19/09	12/03/10	2,661.72	3,521.65	(859.93)		Y

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P18G049993-X

Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
CRH PLC IRELAND SPON ADR	Trade	15,000		11/19/09	12/06/10	292.53	391.29	(98.76)		Y
	Sub-Total:	305,000				6,006.17	7,956.32	(1,950.15)		
Total Long-Term Gain/Loss						17,591.20	23,575.00	(5,983.80)		

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P18L551183-X.



Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
ADOBE SYSTEMS INC (DELAWARE)	Trade	250.000		05/05/10	06/24/10	7,626.82	8,248.75	(621.93)		Y
CONAGRA FOOD INC	Trade	600.000		05/05/10	12/21/10	13,499.71	14,703.78	(1,204.07)		Y
DOMINION RESOURCES INC VA (NEW)	Trade	200.000		05/05/10	10/19/10	8,958.65	8,381.50	597.15		Y
GENTEX CORP	Trade	600.000		05/05/10	06/24/10	11,447.69	12,531.48	(1,083.79)		Y
HSBC HOLDINGS PLC NEW GB SPON ADR	Trade	920.000		06/02/09	05/05/10	45,365.90	41,229.16	4,136.74		Y

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Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
LOREAL CO ADR FRANCE ADR	Trade	600.000		05/05/10	08/17/10	12,087.34	11,861.78	225.58		Y
MOLEX INC CL A COM	Trade	100.000		12/17/09	03/08/10	1,812.35	1,801.45	10.90		Y
	Trade	550.000		12/17/09	12/18/10	10,443.94	9,907.98	535.96		Y
Sub-Total:		650.000				12,256.29	11,709.43	546.86		
Total Short-Term Gain/Loss						111,242.40	108,645.86	2,596.54		

Long-Term Gain/Loss

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
ADOBE SYSTEMS INC (DELAWARE)	Trade	600.000		02/12/09	02/18/10	19,707.64	12,537.09	7,170.55	1	Y
	Trade	700.000		02/12/09	06/24/10	21,355.10	14,628.80	6,726.30	1	Y
Sub-Total:		1,300.000				41,062.74	27,165.89	13,896.85		
AFLAC INC	Trade	300.000		12/04/06	02/09/10	14,127.48	13,346.89	780.59	1	Y
	Trade	400.000		12/04/06	02/19/10	19,668.59	17,795.86	1,872.73	1	Y
Sub-Total:		700.000				33,796.07	31,142.75	2,653.32		
AIR PROD & CHEMICAL INC	Trade	150.000		11/17/06	07/12/10	10,370.91	10,567.50	(196.59)	1	Y
	Trade	450.000		12/04/06	07/12/10	31,112.74	31,786	(673)		Y
Sub-Total:		600.000				41,483.65	42,354	(870)		
ALTRIA GROUP INC	Trade	510.000		02/13/04	05/05/10	10,816.92	6,460.17	4,356.75	1	Y
	Trade	290.000		10/22/04	05/05/10	6,150.80	3,172.89	2,977.91	1	Y
	Trade	40.000		10/28/05	05/05/10	848.39	695.48	152.91	1	Y
	Trade	1,910.000		04/07/08	05/05/10	40,510.41	41,863.38	(1,352.97)	1	Y
Sub-Total:		2,750.000				58,326.52	52,191.92	6,134.60		
APPLE INC	Trade	30.000		12/04/06	03/23/10	6,759.51	2,760.21	3,999.30	1	Y
	Trade	50.000		12/04/06	04/30/10	13,136.72	4,600.36	8,536.36	1	Y
	Trade	130.000		12/04/06	11/11/10	41,177.59	11,960.93	29,216.66	1	Y
Sub-Total:		-210.000				61,073.82	19,321.50	41,752.32		
ASTRAZENECA PLC SPON ADR	Trade	1,210.000		07/07/08	05/05/10	52,198.63	56,151.26	(3,952.63)	1	Y

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Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matche 1099-
BOEING COMPANY	Trade	50,000		11/13/08	05/05/10	3,552.20	4,308.61	(754.41) 1		
	Trade	100,000		11/17/08	05/05/10	7,104.41	9,022.00	(1,917.59) 1		
	Trade	250,000		12/04/08	05/05/10	17,761.02	22,641.79	(4,880.77) 1		
	Sub-Total:	400,000				28,417.63	35,970.40	(7,552.77)		
CONAGRA FOOD INC	Trade	2,100,000		06/05/08	12/21/10	47,248.99	50,670.33	(3,421.34) 1		
	Sub-Total:									
DOMINION RESOURCES INC VA (NEW)	Trade	500,000		01/10/07	10/19/10	22,396.62	20,488.50	1,908.12 1		
	Trade	800,000		01/16/07	10/19/10	35,834.59	32,280.00	3,554.59 1		
	Sub-Total:	1,300,000				58,231.21	52,768.50	5,462.71		
	Trade	1,600,000		10/10/08	06/24/10	30,527.16	17,871.77	12,655.39 1		
GENUINE PARTS CO	Trade	820,000		02/13/04	05/05/10	34,216.05	27,830.80	6,385.25 1		
	Trade	180,000		10/22/04	05/05/10	7,510.84	7,002.00	508.84 1		
	Trade	450,000		10/28/05	05/05/10	18,777.10	19,426.22	(649.12) 1		
	Sub-Total:	1,450,000				60,503.99	54,259.02	6,244.97		
HEALTH CARE REIT INC	Trade	300,000		04/19/07	05/05/10	13,057.88	13,319.79	(261.91) 1		
	Trade	430,000		04/20/07	05/05/10	18,716.29	19,224.01	(507.72) 1		
	Trade	410,000		04/23/07	05/05/10	17,845.77	18,489.40	(643.63) 1		
	Sub-Total:	1,140,000				49,619.94	51,033.20	(1,413.26)		
HEINZ H J CO	Trade	1,300,000		08/17/07	05/05/10	60,858.99	58,852.83	2,206.16 1		
KELLOGG CO	Trade	100,000		11/13/06	05/04/10	5,447.89	4,993.18	454.71 1		
	Trade	150,000		11/17/06	05/04/10	8,171.83	7,613.76	558.07 1		
	Trade	600,000		12/04/06	05/04/10	32,687.32	30,167.81	2,519.51 1		
	Sub-Total:	850,000				46,307.04	42,774.75	3,532.29		
KRAFT FOODS INC CL A	Trade	2,300,000		06/06/08	05/05/10	68,521.59	72,624.34	(4,102.75) 1		
LILLY ELI & CO	Trade	900,000		07/18/07	05/05/10	31,581.18	50,746.45	(19,165.27) 1		
	Trade	100,000		06/06/08	05/05/10	3,509.02	4,882.68	(1,373.66) 1		
	Sub-Total:	1,000,000				35,090.20	55,629.13	(20,538.93)		
	Trade	150,000		11/17/06	08/17/10	3,021.83	3,087	(65) 1		
LOREAL CO ADR FRANCE ADR	Trade	450,000		11/30/06	08/17/10	9,065.50	9,259	(194) 1		

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Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
LOREAL CO ADR FRANCE ADR	Trade	1,700.000		12/04/08	08/17/10	34,247.45	34,570.47	(323.02)		Y
	Sub-Total:	2,300.000				46,334.78	46,932	(581)		
M & T BANK CORP	Trade	90.000		03/20/09	05/20/10	7,313.11	3,554.33	3,758.78		Y
MICROSOFT CORP	Trade	780.000		04/22/09	05/05/10	23,267.39	14,726.40	8,540.99		Y
NOKIA CORP SPONS ADR FINLAND ADR	Trade	2,750.000		01/05/09	05/05/10	32,009.45	43,799.53	(11,790.08)		Y
NORTHROP GRUMMAN CORP	Trade	50.000		11/13/06	03/23/10	3,249.04	3,324.75	(75.71)		Y
	Trade	100.000		11/17/06	03/23/10	6,498.09	6,802.00	(303.91)		Y
	Sub-Total:	150.000				9,747.13	10,126.75	(379.62)		
PETROCHINA CO LTD SPON ADR	Trade	120.000		10/22/04	05/05/10	13,346.89	6,448.80	6,897.89		Y
	Trade	140.000		10/28/05	05/05/10	15,571.14	10,512.80	5,058.54		Y
	Sub-Total:	260.000				28,917.83	16,961.40	11,956.43		
Total Long-Term Gain/Loss						920,857.86	856,665	64,193		