Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 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
THE CLIVE CUSSLER FOUNDATION
C/O THE KREISMAN GROUP, PC

A Employer identification number
71-0906976

Number and street (or P O box number if mail is not delivered to street address) Room/suite
4401 SOUTH QUEBEC STREET 100

B Telephone number
303-741-5666

City or town, state, and ZIP code
DENVER, CO 80237-2644

C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 681,303.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	17.	17.		STATEMENT 1
	4 Dividends and interest from securities	21,089.	21,089.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	14,787.			
	b Gross sales price for all assets on line 6a 244,147.				
	7 Capital gain net income (from Part IV, line 2)		14,787.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	35,893.	35,893.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 3	3,814.	3,814.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	3,814.	3,814.		0.
	25 Contributions, gifts, grants paid	119,225.			119,225.
	26 **Total expenses and disbursements.** Add lines 24 and 25	123,039.	3,814.		119,225.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<87,146.>			
	b **Net investment income** (if negative, enter -0-)		32,079.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	49,737.	30,953.	30,953.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 4	55,200.	54,812.	73,755.
	b Investments - corporate stock STMT 5	304,826.	264,079.	324,380.
	c Investments - corporate bonds STMT 6	262,386.	235,159.	252,215.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 2,285.			
	Less accumulated depreciation STMT 7 ▶ 2,285.			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	672,149.	585,003.	681,303.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	672,149.	585,003.	
	30 **Total net assets or fund balances**	672,149.	585,003.	
	31 **Total liabilities and net assets/fund balances**	672,149.	585,003.	

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	672,149.
2	Enter amount from Part I, line 27a	2	<87,146.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	585,003.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	585,003.

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	CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS
b	SEE ATTACHED SCHEDULE A	P	VARIOUS	VARIOUS
c	SEE ATTACHED SCHEDULE A	P	VARIOUS	VARIOUS
d	SEE ATTACHED SCHEDULE A	P	VARIOUS	VARIOUS
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	4,813.			4,813.
b	28,572.		29,084.	<512.>
c	209,501.		199,363.	10,138.
d	1,261.		913.	348.
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				4,813.
b				<512.>
c				10,138.
d				348.
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 — 14,787.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	150.	662,470.	.000226
2008	141,710.	773,989.	.183090
2007	52,471.	934,335.	.056159
2006	104,975.	919,929.	.114112
2005	99,708.	1,001,650.	.099544

2	**Total** of line 1, column (d)	2	.453131
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	.090626
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	668,943.
5	Multiply line 4 by line 3	5	60,624.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	321.
7	Add lines 5 and 6	7	60,945.
8	Enter qualifying distributions from Part XII, line 4	8	119,225.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] 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 ▶ [X] and enter 1% of Part I, line 27b	1	321.
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	321.
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	321.
6 Credits/Payments:		
a 2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a		
b Exempt foreign organizations - tax withheld at source — 6b		
c Tax paid with application for extension of time to file (Form 8868) — 6c		
d *Backup withholding erroneously withheld* — 6d		
7 Total credits and payments. Add lines 6a through 6d	7	0.
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	321.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) *On the foundation.* ▶ $ 0. (2) *On foundation managers.* ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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? N/A	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 instructions) ▶ CO			
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)? *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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ THE KREISMAN GROUP PC Telephone no. ▶ 303-741-5666
Located at ▶ 4401 SOUTH QUEBEC STREET, SUITE 100, DENVER, CO ZIP+4 ▶ 80237-2644

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶

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

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

				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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CLIVE E. CUSSLER C/O THE KREISMAN GROUP 4401 S QUEBEC SUITE DENVER, CO 802372644	PRESIDENT 1.00	0.	0.	0.
DAYNA G. CUSSLER C/O THE KREISMAN GROUP 4401 S QUEBEC SUITE DENVER, CO 802372644	SECRETARY 0.50	0.	0.	0.
TERI L. TOFT C/O THE KREISMAN GROUP 4401 S QUEBEC SUITE DENVER, CO 802372644	TREASURER 0.50	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. 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 ▶		0

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

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 instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	637,378.
b	Average of monthly cash balances	1b	41,752.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	679,130.
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	679,130.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,187.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	668,943.
6	**Minimum investment return.** Enter 5% of line 5	6	33,447.

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

1	Minimum investment return from Part X, line 6	1	33,447.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 321.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	321.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	33,126.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	33,126.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	33,126.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	119,225.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	***Qualifying distributions.*** *Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4*	4	119,225.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	321.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	118,904.

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.*

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Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				32,805.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 17,852.				
b From 2006 59,745.				
c From 2007 6,312.				
d From 2008 103,731.				
e From 2009				
f **Total** of lines 3a through e	187,640.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 119,225.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				32,805.
e Remaining amount distributed out of corpus	86,420.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	274,060.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	17,852.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	256,208.			
10 Analysis of line 9:				
a Excess from 2006 59,745.				
b Excess from 2007 6,312.				
c Excess from 2008 103,731.				
d Excess from 2009				
e Excess from 2010 86,420.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

CLIVE E. CUSSLER

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 8				
Total			▶ 3a	119,225.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

023611 12-07-10

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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					17.
4 Dividends and interest from securities					21,089.
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					14,787.
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.		0.	35,893.
13 Total. Add line 12, columns (b), (d), and (e)				13	35,893.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
3, 4 & 8	THE INVESTMENT INCOME WAS EARNED ON THE INVESTMENTS ENDOWED TO THE FOUNDATION AND WAS USED TO MAKE QUALIFYING DISTRIBUTIONS TO THE PRESELECTED CHARITABLE ORGANIZATIONS WHICH COMPLIES WITH THE FOUNDATION'S EXEMPT PURPOSE.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Clive Cussler | 7-25-11 | President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEVEN N. KREISMAN, CPA	S. N. Kreisman, CPA	6-30-11		

Firm's name ▶ THE KREISMAN GROUP, PC 4401 SOUTH QUEBEC ST #100 — Firm's EIN ▶

Firm's address ▶ DENVER, CO 80237-2644 — Phone no. 303-741-5666

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
NORTHERN TRUST BANK NA - NOW ACCOUNT	17.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	17.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST BANK NA	21,089.	0.	21,089.
TOTAL TO FM 990-PF, PART I, LN 4	21,089.	0.	21,089.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	3,754.	3,754.		0.
OFFICE EXPENSES	60.	60.		0.
TO FORM 990-PF, PG 1, LN 23	3,814.	3,814.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 4

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST-GOVT BONDS	X		54,812.	73,755.
TOTAL U.S. GOVERNMENT OBLIGATIONS			54,812.	73,755.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			54,812.	73,755.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST-COMMON STOCK	264,079.	324,380.
TOTAL TO FORM 990-PF, PART II, LINE 10B	264,079.	324,380.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST-CORPORATE BONDS	235,159.	252,215.
TOTAL TO FORM 990-PF, PART II, LINE 10C	235,159.	252,215.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 7

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
DELL COMPUTER	2,285.	2,285.	0.
TOTAL TO FM 990-PF, PART II, LN 14	2,285.	2,285.	0.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
HUMANE SOCIETY OF FOUR CORNERS 215 W MAIN STREET FARMINGTON, NM 87401	NONE PROGRAM TO CARE FOR ABUSED AND ABANDONED ANIMALS	PUBLIC	10,000.
ALTERED TAILS 950 W. HATCHER ROAD PHOENIX, AZ 85021	NONE ASSISTS PUBLIC WITH THEIR RESPONSIBILITY FOR ANIMALS	PUBLIC	10,000.
IRON OVERLOAD DISEASES 525 MAYFLOWER ROAD WEST PALM BEACH, FL 33405	NONE SUPPORT RESEARCH FOR UNDIAGNOSED IRON OVERLOAD	PUBLIC	5,000.
ARIZONA STATE UNIVERSITY FOUNDATION WOMEN AND PHILANTHROPY - PO BOX 2260 TEMPE , AZ 85280	NONE GIVES OPPORTUNITIES FOR WOMEN TO INFLUENCE THE FUTURE	PUBLIC	1,000.
SUSAN G. KOMEN FOR THE CURE 5005 LBJ FREEWAY, SUITE 250 DALLAS, TX 75244	NONE ELIMINATE CANCER AS HEALTH PROBLEM THRU RESEARCH	PUBLIC	1,000.
HOSPICE OF THE VALLEY 1510 E. FLOWER STREET PHOENIX, AZ 85014	NONE PROVIDES CARE FOR PEOPLE NEAR THE END OF THEIR LIFE	PUBLIC	20,000.
PHOENIX ART MUSEUM 1625 NORTH CENTRAL AVENUE PHOENIX, AZ 85004	NONE PROVIDES THE WORLD OF ART THROUGH EXHIBITION AND EDUCATION	PUBLIC	20,000.
AUBURN CORD DUESENBERG MUSEUM 1600 SOUTH WAYNE STREET AUBURN, IN 46706	NONE PROVIDE PUBLIC WITH EDUCATION ON CLASSIC AUTOMOBILES	PUBLIC	2,500.

ARIZONA KIDNEY FOUNDATION 4203 E. INDIAN SCHOOL ROAD, #140 PHOENIX, AZ 85018	NONE PROVIDES SUPPORT FOR THOSE THAT SUFFER CHRONIC KIDNEY FAILURE	PUBLIC	20,000.
AMERICAN CANCER SOCIETY 4550 EAST BELL ROAD, STE 126 PHOENIX, AZ 85032	NONE ELIMINATE CANCER AS HEALTH PROBLEM THRU RESEARCH	PUBLIC	10,225.
GABRIEL'S ANGELS 1550 E. MARYLAND AVENUE, SUITE 1 PHOENIX, AZ 85014	NONE PROVIDES THERAPY FOR ABUSED, NEGLECTED AND AT-RISK CHILDREN	PUBLIC	1,000.
HOMEWARD BOUND 2302 W. COLTER STREET PHOENIX, AZ 85015	NONE TRANSITIONAL HOUSING PROGRAM FOR HOMELESS WITH CHILD	PUBLIC	10,000.
GREEN FARMS ACADEMY 35 BEACHSIDE AVENUE GREEN FARMS, CT 06838	NONE PROVIDES EDUCATION FOR K-12TH GRADE STUDENTS	PUBLIC	1,000.
BOYS AND GIRL HARBOR 8100 WASHINGTON AVENUE, SUITE 220 HOUSTON, TX 77007	NONE PROVIDES HEALTHY, COMPREHENSIVE CARE FOR CHILDREN AND FAMILIES IN CRISIS	PUBLIC	5,000.
FRIENDS FOR PETS FOUNDATION 11117 FLEETWOOD STREET SUN VALLEY , CA 91352	NONE PROVIDES VETERINARY CARES AND ADOPTIVE HOMES FOR DOGS	PUBLIC	2,500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			119,225.

2010 Tax Information Statement

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☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
THE CLIVE CUSSLER FOUNDATION
ATTN: MR. STEVEN HUTCHINS
6720 N 65TH PL
PARADISE VALLEY , AZ 85253-4365

NORTHERN TRUST, NA
P.O. BOX 803878
CHICAGO, IL 60680

2010 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
30 0000	500255104	KOHLS CORP	01/27/2009	01/12/2010	1,543 68	1,127.17	416.51	0 00
10 0000	38141G104	GOLDMAN SACHS GROUP INC	04/02/2009	02/04/2010	1 521 85	1,140.92	380 93	0 00
5 0000	021441100	ALTERA CORP COM	03/20/2009	03/05/2010	124 60	87 48	37.12	0 00
5 0000	088606108	BHP LTD SPONSORED ADR	02/22/2010	03/05/2010	394 19	376 49	17 70	0 00
5 0000	31428X106	FEDEX CORP	12/08/2009	03/05/2010	434 74	449 78	-15 04	0 00
5 0000	38141G104	GOLDMAN SACHS GROUP INC	03/16/2009	03/05/2010	831.88	489 22	342.66	0 00
5 0000	58155Q103	MCKESSON HBOC INC	12/08/2009	03/05/2010	308 85	305 71	3 14	0 00
9 0000	78463V107	MFC SPDR GOLD TR GOLD SHS	02/01/2010	03/05/2010	999.71	966 24	33 47	0 00
5 0000	89417E109	THE TRAVELERS COMPANIES INC	11/10/2009	03/05/2010	267.90	269 05	-1 15	0 00
50 0000	61945A107	MOSAIC CO COM	VARIOUS	04/26/2010	2,646 78	2,908 83	-262 05	0 00
45 0000	747525103	QUALCOMM INC	09/02/2009	04/26/2010	1 718 57	2,048 77	-330 20	0 00
75 0000	000375204	ABB LTD SPONSORED ADR	10/23/2009	05/05/2010	1 367 85	1,609 40	-241 55	0 00
10 0000	060505104	BK AMER CORP COM	04/08/2010	05/06/2010	168 70	186 31	-17 61	0 00
5 0000	126650100	CVS CORP	08/13/2009	05/06/2010	178 60	174 26	4 34	0 00
5 0000	194162103	COLGATE PALMOLIVE CO	02/04/2010	05/06/2010	415.74	400 73	15 01	0 00
5 0000	231021106	CUMMINS ENGINE INC	09/02/2009	05/06/2010	342.54	224 97	117 57	0 00

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6720 N 65TH PL
PARADISE VALLEY , AZ 85253-4365

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
5 0000	464287176	MFC ISHARES TR BARCLAYS TIPS BD FD PROTECTED SECS FD	03/05/2010	05/06/2010	530 39	519 55	10 84	0 00
10 0000	478366107	JOHNSON CONTROLS INC	01/12/2010	05/06/2010	310.89	297 20	13 69	0 00
5 0000	58155Q103	MCKESSON HBOC INC	12/08/2009	05/06/2010	336.72	305 71	31 01	0.00
5 0000	654106103	NIKE INC CLASS B	03/30/2010	05/06/2010	375 20	370 13	5 07	0 00
5.0000	89417E109	THE TRAVELERS COMPANIES INC	11/10/2009	05/06/2010	254.40	269 05	-14 65	0 00
10 0000	91324P102	UNITEDHEALTH GROUP INC	02/04/2010	05/06/2010	300.09	327 30	-27 21	0.00
373 1800	22544R305	MFO CREDIT SUISSE COMMODITY-RETURN PLUS STRATEGY FD COM CL	06/22/2009	05/07/2010	2,977 97	2 948 13	29 84	0 00
35 0000	126650100	CVS CORP	08/13/2009	06/11/2010	1,102 43	1,219 79	-117 36	0 00
5 0000	025816109	AMERICAN EXPRESS CO	04/26/2010	07/15/2010	214 92	237 34	-22 42	0.00
15 0000	060505104	BK AMER CORP COM	04/08/2010	07/15/2010	227 99	279 47	-51 48	0 00
5.0000	231021106	CUMMINS ENGINE INC	09/02/2009	07/15/2010	363.34	224 98	138 36	0.00
10 0000	263534109	E I DU PONT DE NEMOURS & CO	04/26/2010	07/15/2010	368 64	406 66	-38 02	0 00
20 0000	268648102	EMC CORP MASS	05/03/2010	07/15/2010	408.80	387 82	20.98	0.00
5 0000	31428X106	FEDEX CORP	12/08/2009	07/15/2010	385.04	449 77	-64 73	0.00
10 0000	478366107	JOHNSON CONTROLS INC	01/12/2010	07/15/2010	295.21	297 19	-1 98	0.00
10 0000	548661107	LOWES COMPANIES INC	04/26/2010	07/15/2010	207.69	284 45	-76 76	0 00
5 0000	654106103	NIKE INC CLASS B	03/30/2010	07/15/2010	351 02	370 13	-19 11	0.00
10 0000	66987V109	ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098	02/04/2010	07/15/2010	509 09	542 26	-33 17	0 00

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6720 N 65TH PL
PARADISE VALLEY , AZ 85253-4365

NORTHERN TRUST, NA
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
10 0000	74251V102	PRINCIPAL FINANCIAL GROUP INC	05/10/2010	07/15/2010	249 81	299 61	-49 80	0 00
5 0000	871829107	SYSCO CORP	06/11/2010	07/15/2010	150 63	153 85	-3 22	0 00
5 0000	89417E109	THE TRAVELERS COMPANIES INC	11/10/2009	07/15/2010	251 85	269 05	-17 20	0 00
5 0000	91324P102	UNITEDHEALTH GROUP INC	02/04/2010	07/15/2010	153 30	163 65	-10 35	0 00
5 0000	966837106	WHOLE FOODS MKT INC	06/02/2010	07/15/2010	192 10	199 67	-7 57	0 00
50 0000	478366107	JOHNSON CONTROLS INC	VARIOUS	07/23/2010	1 417 19	1,346.67	70.52	0 00
5 0000	58155Q103	MCKESSON HBOC INC	12/08/2009	11/19/2010	329.69	305 71	23 98	0 00
55 0000	871829107	SYSCO CORP	06/11/2010	11/23/2010	1,594 37	1,692 29	-97 92	0 00
125 0000	060505104	BK AMER CORP COM	VARIOUS	12/03/2010	1 447 37	2,151 57	-704 20	0 00
Total Short Term Sales					**28,572 32**	**29,084 33**	**-512 01**	**0 00**
Long Term 15% Sales								
50 0000	450911102	ITT INDS INC	VARIOUS	01/12/2010	2 494 34	1,445 35	1,048 99	0 00
75 0000	46625H100	J P MORGAN CHASE & CO	VARIOUS	01/12/2010	3 262 21	3,425.15	-162.94	0 00
25 0000	58405U102	MEDCO HEALTH SOLUTIONS INC	02/08/2008	02/04/2010	1 542 83	1,244 50	298.33	0 00
55 0000	808513105	SCHWAB CHARLES CORP COMMON STOCK NEW	09/04/2008	02/04/2010	979 75	1 305 30	-325 55	0 00
30.0000	931142103	WAL MART STORES INC	09/04/2008	02/04/2010	1 602 71	1,815 61	-212.90	0 00
40 0000	009158106	AIR PRODUCTS & CHEMICALS INC COM	01/25/2008	02/22/2010	2,790 09	3 602 80	-812 71	0 00
5 0000	22160K105	COSTCO WHSL CORP NEW	02/08/2008	03/05/2010	302 60	324 65	-22 05	0 00

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6720 N. 65TH PL.
PARADISE VALLEY , AZ 85253-4365

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
10 0000	254687106	WALT DISNEY CO	02/08/2008	03/05/2010	328 90	321 20	7 70	0 00
5.0000	302571104	FPL GROUP INC	07/28/2008	03/05/2010	237.10	319 42	-82 32	0 00
10 0000	459200101	INTL BUSINESS MACHINES CORP	VARIOUS	03/05/2010	1,272 32	1,275 69	-3.37	0.00
5 0000	58405U102	MEDCO HEALTH SOLUTIONS INC	02/08/2008	03/05/2010	317 20	248 90	68 30	0 00
10 0000	594918104	MICROSOFT CORP COM	06/05/2003	03/05/2010	284 30	244 80	39.50	0 00
492 5100	665162475	MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD	11/19/2008	03/05/2010	8,151 00	4,925 10	3 225 90	0 00
183 9200	665162483	MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD	11/19/2008	03/05/2010	3 717 00	1,839 20	1,877 80	0 00
261 2000	665162558	MFB NORTHN MULTI-MANAGER INTL EQTY FD FD	02/13/2008	03/05/2010	2 343 00	2 888 87	-545 87	0 00
100 6900	665162566	MFB NRTHN MULTIMGR SMALL 'FOR NMMSX FD	02/13/2008	03/05/2010	879 00	942 46	-63 46	0 00
160 0200	665162574	MFB NORTHN MULTI-MANAGER MID CAP FD MID FOR NMMCX	02/13/2008	03/05/2010	1,581 00	1,677 01	-96 01	0 00
514 4700	665162699	MFB NORTHN HI YIELD FXD INC FD	02/13/2008	03/05/2010	3,591 00	3,812 22	-221 22	0 00
1276 0600	665162756	MFB NORTHN SHORT INTERMEDIATE US GOVT	VARIOUS	03/05/2010	13,271 00	13 165 83	105 17	0 00
1236 2900	665162806	MFB NORTHERN FDS FIXED INCOME FD	02/13/2008	03/05/2010	12,672 00	12,152.72	519.28	0 00
5 0000	713448108	PEPSICO INC	04/08/2003	03/05/2010	319 85	196 25	123.60	0 00
95 3400	722005667	PIMCO COMMODITY REALRETURN STRATEGY FUND	02/13/2009	03/05/2010	778 00	586 35	191 65	0 00
5 0000	742718109	PROCTER & GAMBLE CO	04/08/2003	03/05/2010	316.65	224 90	91 75	0 00

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NORTHERN TRUST, NA
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CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
5.0000	913017109	UNITED TECHNOLOGIES CORP	02/08/2008	03/05/2010	354.80	359 35	-4 55	0 00
20 0000	826552101	SIGMA ALDRICH CORP	01/25/2008	03/22/2010	1,084 47	971 80	112.67	0.00
12.0000	826552101	SIGMA ALDRICH CORP	01/25/2008	03/23/2010	647.36	583 08	64 28	0 00
3 0000	826552101	SIGMA ALDRICH CORP	01/25/2008	03/24/2010	161 15	145 77	15.38	0.00
35 0000	302571104	FPL GROUP INC	07/28/2008	03/30/2010	1 673 40	2,235.95	-562 55	0 00
45 0000	902973304	US BANCORP DEL NEW	04/25/2008	04/08/2010	1,204 67	1,554 60	-349 93	0.00
20 0000	931142103	WAL MART STORES INC	09/04/2008	04/08/2010	1 108 48	1,210 40	-101 92	0 00
717 8200	22544R305	MFO CREDIT SUISSE COMMODITY-RETURN PLUS STRATEGY FD COM CL	VARIOUS	04/26/2010	6,044 00	7,494 82	-1,450 82	0 00
166 9400	665162483	MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD	04/13/2009	04/26/2010	3 606 00	2,255 37	1 350 63	0 00
810.0000	722005667	PIMCO COMMODITY REALRETURN STRATEGY FUND	VARIOUS	04/26/2010	6 561 00	5,148 28	1 412 72	0 00
10 0000	38141G104	GOLDMAN SACHS GROUP INC	03/16/2009	05/03/2010	1,487 56	978 43	509 13	0 00
20 0000	H8817H100	TRANSOCEAN LTD	02/08/2008	05/03/2010	1,399 96	2,491 40	-1 091 44	0 00
10 0000	00724F101	ADOBE SYS INC	02/08/2008	05/06/2010	336.59	330 30	6 29	0 00
5 0000	166764100	CHEVRONTEXACO CORP COM	11/13/2008	05/06/2010	397 74	348 42	49.32	0 00
20 0000	17275R102	CISCO SYS INC	04/23/2003	05/06/2010	523.59	290 66	232 93	0 00
5 0000	235851102	DANAHER CORP	10/20/2008	05/06/2010	408 74	282 87	125 87	0 00
5 0000	291011104	EMERSON ELECTRIC CO	02/08/2008	05/06/2010	244.40	253 40	-9 00	0 00
10 0000	30231G102	EXXON MOBIL CORP COM	02/08/2008	05/06/2010	656.39	818 40	-162 01	0 00

This is important tax information and is being furnished to you

SCHEDULE "A"
71-0906976

2010 Tax Information Statement

Account Number: 23-18423
Recipient's Tax ID Number: XX-XXX6976

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
THE CLIVE CUSSLER FOUNDATION
ATTN: MR. STEVEN HUTCHINS
6720 N 65TH PL.
PARADISE VALLEY, AZ 85253-4365

NORTHERN TRUST, NA
P.O BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
10 0000	428236103	HEWLETT PACKARD CO COM	01/14/2009	05/06/2010	495.89	353 11	142.78	0.00
10 0000	46625H100	J P MORGAN CHASE & CO	02/08/2008	05/06/2010	418.09	445.00	-26.91	0 00
5 0000	478160104	JOHNSON & JOHNSON	10/15/2003	05/06/2010	322 94	254 05	68.89	0.00
5 0000	487836108	KELLOGG CO	02/08/2008	05/06/2010	272 80	248 05	24.75	0 00
10 0000	594918104	MICROSOFT CORP COM	06/05/2003	05/06/2010	296 89	244 80	52.09	0.00
5 0000	637071101	NATIONAL-OILWELL INC	04/07/2006	05/06/2010	209 80	157 54	52.26	0 00
124 0400	665162475	MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD	11/19/2008	05/06/2010	2,033 00	1 240 40	792 60	0 00
855 8700	665162699	MFB NORTHN HI YIELD FXD INC FD	VARIOUS	05/06/2010	6,051 00	6,301 18	-250.18	0 00
779 6200	665162756	MFB NORTHN SHORT INTERMEDIATE US GOVT	04/03/2008	05/06/2010	8,147 00	8,037 89	109 11	0.00
689 4900	665162806	MFB NORTHERN FDS FIXED INCOME FD	VARIOUS	05/06/2010	7,150 00	6,769 30	380.70	0.00
5 0000	69331C108	PG&E CORP	02/08/2008	05/06/2010	219.35	199 65	19 70	0 00
5.0000	713448108	PEPSICO INC	04/08/2003	05/06/2010	329.54	196 25	133.29	0.00
5 0000	742718109	PROCTER & GAMBLE CO	04/08/2003	05/06/2010	311 69	224 90	86.79	0 00
10 0000	808513105	SCHWAB CHARLES CORP COMMON STOCK NEW	05/15/2008	05/06/2010	185 40	224 89	-39 49	0 00
10 0000	847560109	SPECTRA ENERGY CORP COM STK	08/13/2008	05/06/2010	220 80	259 79	-38 99	0.00
5 0000	872540109	TJX COS INC NEW	04/25/2008	05/06/2010	226.25	162.41	63 84	0 00
5 0000	902973304	US BANCORP DEL NEW	04/25/2008	05/06/2010	130.00	172 73	-42 73	0 00
5 0000	92343V104	VERIZON COMMUNICATIONS	10/15/2003	05/06/2010	143.00	153 94	-10 94	0 00

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2010 Tax Information Statement

Account Number: 23-18423
Recipient's Tax ID Number: XX-XXX6976

☐ Corrected ☐ 2nd TIN notice

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THE CLIVE CUSSLER FOUNDATION
ATTN: MR. STEVEN HUTCHINS
6720 N 65TH PL.
PARADISE VALLEY , AZ 85253-4365

NORTHERN TRUST, NA
P.O BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
10 0000	949746101	WELLS FARGO & CO NEW	09/21/2007	05/06/2010	319.29	364 60	-45 31	0 00
5 0000	G2554F105	COVIDIEN PLC	10/01/2008	05/06/2010	230 20	258 90	-28 70	0 00
488 6000	22544R305	MFO CREDIT SUISSE COMMODITY-RETURN PLUS STRATEGY FD COM CL	04/13/2009	05/07/2010	3,899 03	3,635 20	263 83	0 00
20 0000	428236103	HEWLETT PACKARD CO COM	VARIOUS	05/10/2010	984 10	574 71	409.39	0 00
2197 6100	665162558	MFB NORTHN MULTI-MANAGER INTL EQTY FD FD	02/13/2008	05/10/2010	19,295 00	24,305 57	-5 010 57	0 00
25 0000	881624209	TEVA PHARMACEUTICALS INDS LTD ADR	02/10/2009	05/10/2010	1,468 77	1 065 43	403 34	0 00
20.0000	002824100	ABBOTT LABORATORIES	VARIOUS	06/02/2010	935.64	1,127 39	-191 75	0 00
10 0000	088606108	BHP LTD SPONSORED ADR	05/14/2009	06/02/2010	637 40	498 16	139 24	0 00
20 0000	00724F101	ADOBE SYS INC	02/08/2008	06/11/2010	628 72	660 60	-31 88	0 00
10 0000	487836108	KELLOGG CO	02/08/2008	06/11/2010	536 06	496 10	39 96	0 00
25 0000	594918104	MICROSOFT CORP COM	06/05/2003	06/11/2010	634 97	612 00	22 97	0 00
4000	35906A108	FRONTIER COMMUNICATIONS CORP COM	10/15/2003	07/02/2010	2 88	3 24	-0 36	0 00
5 0000	00724F101	ADOBE SYS INC	02/08/2008	07/15/2010	140 28	165 15	-24 87	0 00
10 0000	021441100	ALTERA CORP COM	03/20/2009	07/15/2010	279 52	174 96	104.56	0 00
5 0000	037833100	APPLE COMPUTER INC	05/27/2009	07/15/2010	1 243 84	667 81	576.03	0 00
5 0000	088606108	BHP LTD SPONSORED ADR	05/14/2009	07/15/2010	332 79	249 08	83 71	0 00
5 0000	166764100	CHEVRONTEXACO CORP COM	11/13/2008	07/15/2010	361.65	348 41	13 24	0 00

2010 Tax Information Statement

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6720 N 65TH PL.
PARADISE VALLEY , AZ 85253-4365

NORTHERN TRUST, NA
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
15 0000	17275R102	CISCO SYS INC	04/23/2003	07/15/2010	357.15	217 99	139.16	0 00
5 0000	22160K105	COSTCO WHSL CORP NEW	02/08/2008	07/15/2010	281.37	324 65	-43 28	0 00
10 0000	235851102	DANAHER CORP	10/20/2008	07/15/2010	380.95	282 87	98 08	0 00
20 0000	254687106	WALT DISNEY CO	02/08/2008	07/15/2010	676 78	642 40	34.38	0 00
10 0000	291011104	EMERSON ELECTRIC CO	02/08/2008	07/15/2010	462.59	506 80	-44 21	0 00
5 0000	30231G102	EXXON MOBIL CORP COM	02/08/2008	07/15/2010	294 21	409 20	-114 99	0 00
40 0000	369604103	GENERAL ELEC CO COM	04/08/2003	07/15/2010	599.42	1,129 20	-529 78	0 00
5.0000	428236103	HEWLETT PACKARD CO COM	03/17/2004	07/15/2010	235.92	110 80	125 12	0 00
5.0000	459200101	INTL BUSINESS MACHINES CORP	06/13/2008	07/15/2010	649.84	630 01	19.83	0 00
10 0000	46625H100	J P MORGAN CHASE & CO	02/08/2008	07/15/2010	401.10	445 00	-43 90	0 00
5.0000	478160104	JOHNSON & JOHNSON	10/15/2003	07/15/2010	300.79	254 05	46 74	0 00
5 0000	487836108	KELLOGG CO	02/08/2008	07/15/2010	258.09	248 05	10 04	0 00
5.0000	58405U102	MEDCO HEALTH SOLUTIONS INC	02/08/2008	07/15/2010	285 26	248 90	36.36	0 00
10 0000	594918104	MICROSOFT CORP COM	06/05/2003	07/15/2010	253.73	244 80	8.93	0 00
5.0000	637071101	NATIONAL-OILWELL INC	05/14/2009	07/15/2010	176 88	169 80	7 08	0 00
5 0000	655044105	NOBLE ENERGY INC COM	04/17/2009	07/15/2010	331.27	308 94	22.33	0 00
5 0000	69331C108	PG&E CORP	02/08/2008	07/15/2010	216.46	199 65	16.81	0 00
5 0000	808513105	SCHWAB CHARLES CORP COMMON STOCK NEW	05/15/2008	07/15/2010	71 82	112 44	-40 62	0 00
15 0000	847560109	SPECTRA ENERGY CORP COM STK	08/13/2008	07/15/2010	316.63	389 68	-73 05	0 00

This is important tax information and is being furnished to you

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2010 Tax Information Statement

Account Number: 23-18423
Recipient's Tax ID Number: XX-XXX6976

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
THE CLIVE CUSSLER FOUNDATION
ATTN: MR. STEVEN HUTCHINS
6720 N 65TH PL
PARADISE VALLEY , AZ 85253-4365

NORTHERN TRUST, NA
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
10 0000	867224107	SUNCOR ENERGY INC NEW COM STK	02/08/2008	07/15/2010	311 69	474 05	-162 36	0 00
5 0000	872540109	TJX COS INC NEW	04/25/2008	07/15/2010	213 81	162 42	51 39	0 00
5 0000	881624209	TEVA PHARMACEUTICALS INDS LTD ADR	02/10/2009	07/15/2010	278 78	213 09	65 69	0.00
5 0000	902973304	US BANCORP DEL NEW	04/25/2008	07/15/2010	120 55	172 73	-52 18	0 00
5 0000	913017109	UNITED TECHNOLOGIES CORP	02/08/2008	07/15/2010	339 03	359 35	-20 32	0 00
5 0000	92343V104	VERIZON COMMUNICATIONS	10/15/2003	07/15/2010	133 57	144 22	-10 65	0 00
5 0000	931142103	WAL MART STORES INC	09/04/2008	07/15/2010	250 78	302 60	-51 82	0 00
10 0000	949746101	WELLS FARGO & CO NEW	09/21/2007	07/15/2010	274 78	364 60	-89 82	0 00
5 0000	037833100	APPLE COMPUTER INC	05/27/2009	07/20/2010	1,243 93	667 80	576.13	0 00
55 0000	92343V104	VERIZON COMMUNICATIONS	10/15/2003	07/20/2010	1 461 92	1,586 39	-124.47	0 00
20 0000	478160104	JOHNSON & JOHNSON	10/15/2003	07/23/2010	1 145 81	1,016 20	129.61	0 00
14 0000	35906A108	FRONTIER COMMUNICATIONS CORP COM	10/15/2003	07/28/2010	107 71	113 41	-5 70	0 00
18 0000	487836108	KELLOGG CO	02/08/2008	08/18/2010	916 25	892 98	23 27	0 00
11 0000	487836108	KELLOGG CO	02/08/2008	08/19/2010	548.47	545 71	2 76	0 00
11 0000	487836108	KELLOGG CO	02/08/2008	08/20/2010	546 13	545 71	0 42	0 00
3 0000	231021106	CUMMINS ENGINE INC	09/02/2009	09/09/2010	245 07	134 98	110 09	0 00
4 0000	231021106	CUMMINS ENGINE INC	09/02/2009	09/10/2010	328 46	179 98	148 48	0 00
8 0000	231021106	CUMMINS ENGINE INC	09/02/2009	09/13/2010	673 89	359 96	313 93	0 00
50 0000	69331C108	PG&E CORP	VARIOUS	09/13/2010	2,186 91	1,927 99	258.92	0 00

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6720 N 65TH PL.
PARADISE VALLEY , AZ 85253-4365

NORTHERN TRUST, NA
P.O BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
50 0000	00724F101	ADOBE SYS INC	02/08/2008	10/04/2010	1,289 30	1,651 50	-362 20	0 00
45 0000	428236103	HEWLETT PACKARD CO COM	03/17/2004	10/04/2010	1,823 93	997 20	826 73	0 00
54 0000	808513105	SCHWAB CHARLES CORP COMMON STOCK NEW	VARIOUS	11/02/2010	830 83	1,201 33	-370 50	0 00
16 0000	808513105	SCHWAB CHARLES CORP COMMON STOCK NEW	10/07/2008	11/03/2010	244 58	351 12	-106 54	0 00
392 2600	22544R305	MFO CREDIT SUISSE COMMODITY-RETURN PLUS STRATEGY FD COM CL	06/22/2009	11/19/2010	3,522 68	3 098 87	423 81	0 00
128 4300	665162475	MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD	11/19/2008	11/19/2010	2 390 00	1 284 30	1,105 70	0 00
189 5900	665162483	MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD	10/06/2009	11/19/2010	4 607 00	3 763 34	843 66	0 00
200 8200	665162558	MFB NORTHN MULTI-MANAGER INTL EQTY FD FD	02/13/2008	11/19/2010	1,966 00	2,221 07	-255 07	0 00
74 4500	665162566	MFB NRTHN MULTIMGR SMALL"FOR NMMSX FD	02/13/2008	11/19/2010	705 00	696 85	8 15	0 00
97 4600	665162574	MFB NORTHN MULTI-MANAGER MID CAP FD MID FOR NMMCX	02/13/2008	11/19/2010	1,072 00	1,021 38	50 62	0 00
1373 7700	665162699	MFB NORTHN HI YIELD FXD INC FD	VARIOUS	11/19/2010	10,056 00	9,731 01	324.99	0 00
5 0000	713448108	PEPSICO INC	10/01/2009	11/19/2010	322.35	294 45	27 90	0 00
5 0000	742718109	PROCTER & GAMBLE CO	04/08/2003	11/19/2010	318 29	224 90	93 39	0 00
10 0000	023135106	AMAZON COM INC	04/17/2009	11/23/2010	1,674 24	780 80	893 44	0 00
70.0000	17275R102	CISCO SYS INC	VARIOUS	11/23/2010	1,342 60	966 16	376.44	0 00

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SCHEDULE "A"
71-0906976

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NORTHERN TRUST, NA
P.O BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
583 3200	665162566	MFB NRTHN MULTIMGR SMALL 'FOR NMMSX FD	VARIOUS	12/16/2010	5,944 00	5,211 56	732 44	0 00
10 0000	231021106	CUMMINS ENGINE INC	09/02/2009	12/20/2010	1,082 28	449 95	632 33	0 00
55 0000	872540109	TJX COS INC NEW	04/25/2008	12/20/2010	2,404 62	1,786.56	618 06	0 00
Total Long Term 15% Sales					**209,501 23**	**199,362 52**	**10,138 71**	**0 00**
Long Term 28% Sales								
60 0000	78463V107	MFC SPDR GOLD TR GOLD SHS		01/07/2010	2 17	0 00	2.17	0 00
60 0000	78463V107	MFC SPDR GOLD TR GOLD SHS		02/03/2010	2.15	0 00	2 15	0 00
134 0000	78463V107	MFC SPDR GOLD TR GOLD SHS		03/03/2010	4 13	0 00	4 13	0 00
125 0000	78463V107	MFC SPDR GOLD TR GOLD SHS		04/08/2010	4 34	0 00	4 34	0 00
10 0000	78463V107	MFC SPDR GOLD TR GOLD SHS	03/13/2009	05/06/2010	1,166 28	913 16	253 12	0 00
125 0000	78463V107	MFC SPDR GOLD TR GOLD SHS		05/07/2010	4 12	0 00	4 12	0 00
260 0000	78463V107	MFC SPDR GOLD TR GOLD SHS		06/04/2010	10 40	0 00	10 40	0 00
260 0000	78463V107	MFC SPDR GOLD TR GOLD SHS		07/08/2010	10.27	0 00	10 27	0 00
260 0000	78463V107	MFC SPDR GOLD TR GOLD SHS		08/04/2010	10 59	0 00	10 59	0 00
260 0000	78463V107	MFC SPDR GOLD TR GOLD SHS		09/03/2010	11 35	0 00	11.35	0 00
260 0000	78463V107	MFC SPDR GOLD TR GOLD SHS		10/04/2010	11 08	0 00	11 08	0 00
260 0000	78463V107	MFC SPDR GOLD TR GOLD SHS		11/05/2010	11.61	0 00	11 61	0 00
290 0000	78463V107	MFC SPDR GOLD TR GOLD SHS		12/03/2010	12.77	0 00	12.77	0 00
Total Long Term 28% Sales					**1.261.26**	**913 16**	**348 10**	**0 00**

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