



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

OMB No 1545 0052

2010

Department of the Treasury  
Internal Revenue Service

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

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

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

JUNE G. OUTHWAITE CHARITABLE TRUST  
 JS POUCHER, KL ENGLERT & CM COONEY CO-TR  
 1206 COAST VILLAGE CIRCLE, SUITE #A  
 SANTA BARBARA, CA 93108-2710

A Employer identification number

77-6154307

B Telephone number (see the instructions)

805 560 0841

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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, column (c), line 16)

► \$ 20,499,468.

J Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis)

## 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 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 (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	16,421.	16,421.	N/A	
	4 Dividends and interest from securities	463,065.	463,065.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	244,786.			
	b Gross sales price for all assets on line 6a	3,698,297.			
	7 Capital gain net income (from Part IV, line 2)		244,786.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
SEE STATEMENT 1	11,474.				
12 Total. Add lines 1 through 11	735,746.	724,272.			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	296,142.	248,759.		47,383.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 2	14,486.	13,037.		1,449.
	c Other prof fees (attach sch) SEE ST 3	67,621.	67,621.		
	17 Interest	1,867.	1,867.		
	18 Taxes (attach schedule) (see instr) SEE STM 4	6,049.	6,049.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	9,371.	3,748.		5,623.
	21 Travel, conferences, and meetings	649.	649.		
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 5	19,557.	6,405.		13,152.
	24 Total operating and administrative expenses. Add lines 13 through 23	415,742.	348,135.		67,607.
	25 Contributions, gifts, grants paid PART XV	1,024,202.			1,024,202.
26 Total expenses and disbursements. Add lines 24 and 25	1,439,944.	348,135.		1,091,809.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-704,198.				
b Net investment income (if negative, enter -0-)		376,137.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	1,170,052.	475,125.	475,125.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch) 538,262. STATEMENT 6			
	Less allowance for doubtful accounts	179,508.	538,262.	538,262.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) STATEMENT 7	10,961,270.	10,135,956.	11,202,142.
	c Investments — corporate bonds (attach schedule) STATEMENT 8	2,521,095.	2,978,430.	3,773,673.
	11 Investments — land, buildings, and equipment basis			
LIABILITIES	Less accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) STATEMENT 9	2,733,381.	2,733,335.	4,510,266.
	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 instructions. Also, see page 1, item I)	17,565,306.	16,861,108.	20,499,468.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
NET ASSET BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe SEE STATEMENT 10 )		1.	
	23 Total liabilities (add lines 17 through 22)	0.	1.	
NET ASSET BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	17,565,306.	16,861,107.	
	30 Total net assets or fund balances (see the instructions)	17,565,306.	16,861,107.	
	31 Total liabilities and net assets/fund balances (see the instructions)	17,565,306.	16,861,108.	

## 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	17,565,306.
2 Enter amount from Part I, line 27a	2	-704,198.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	16,861,108.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	16,861,108.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 11				
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		2	244,786.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0-            in Part I, line 8         </div>		3	0.

**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 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 (column (b) divided by column (c))
2009	1,118,948.	18,316,492.	0.061090
2008	1,263,399.	22,682,879.	0.055698
2007	1,172,091.	25,414,678.	0.046119
2006	1,145,631.	23,836,358.	0.048062
2005	1,164,562.	23,368,848.	0.049834

2 Total of line 1, column (d)	2	0.260803
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	0.052161
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	19,369,559.
5 Multiply line 4 by line 3	5	1,010,336.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,761.
7 Add lines 5 and 6	7	1,014,097.
8 Enter qualifying distributions from Part XII, line 4	8	1,469,997.

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 the instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,761.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	3,761.
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	3,761.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	1,600.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	7,600.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	45.	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,794.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see 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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

BAA

Form 990-PF (2010)

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW. OUTHWAITEFOUNDATION.ORG</u>	13	X	
14	The books are in care of <u>KENT L. ENGLERT, CO-TRUSTEE</u> Telephone no <u>805 695 8355</u> Located at <u>1206 COAST VILLAGE CIRCLE, SUITE A SB CA</u> ZIP + 4 <u>93108-2710</u>			
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	N/A	N/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is <b>not</b> 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 the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

BAA

Form 990-PF (2010)

**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 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 instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
KENT L. ENGLERT 26 W. ANAPAMU SANTA BARBARA, CA 93101-3144	TRUSTEE 10.00	98,714.	0.	0.
JOHN S. POUCHER 26 W. ANAPAMU SANTA BARBARA, CA 93101-3144	TRUSTEE 6.50	98,714.	0.	0.
C. MICHAEL COONEY 26 W. ANAPAMU SANTA BARBARA, CA 93101-3144	TRUSTEE 7.90	98,714.	0.	0.

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

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

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

0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 GIRLS INCORPORATED OF CARPINTERIA LOAN TO FINANCE CLUB FACILITIES	182,827.
2 SANTA YNEZ VALLEY PEOPLE HELPING PEOPLE LOAN	195,361.
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	378,188.

BAA

Form 990-PF (2010)



**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	19,109,976.
b	Average of monthly cash balances	1b	554,551.
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	19,664,527.
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	19,664,527.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	294,968.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,369,559.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	968,478.

**Part XIII** 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	968,478.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,761.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,761.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	964,717.
4	Recoveries of amounts treated as qualifying distributions	4	19,435.
5	Add lines 3 and 4	5	984,152.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	984,152.

**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	1,091,809.
b	Program-related investments — total from Part IX-B	1b	378,188.
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	<b>Qualifying distributions</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,469,997.
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 instructions)	5	3,761.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	1,466,236.

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				984,152.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			1,318,151.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 1,469,997.				
a Applied to 2009, but not more than line 2a			1,318,151.	
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				151,846.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				832,306.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

BAA

Form 990-PF (2010)

---

N/A

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

(4) Gross investment income

[illegible]

SEE STATEMENT FOR LINE 2A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> SEE STATEMENT 13				
<b>Total</b>			<b>3a</b>	<b>1,024,202.</b>
<i>b Approved for future payment</i>				
<b>Total</b>			<b>3b</b>	

## 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 the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion 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			14	16,421.	
4	Dividends and interest from securities			14	463,065.	
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	244,786.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	TAX REFUNDS 2008			1	6,597.	
b	TAX REFUNDS 2009			1	4,877.	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				735,746.	
13	Total. Add line 12, columns (b), (d), and (e)					735,746.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



2010

## FEDERAL STATEMENTS

PAGE 1

CLIENT 6400

JUNE G. OUTHWAITE CHARITABLE TRUST  
JS POUCHER, KL ENGLERT & CM COONEY CO-TR

77-6154307

11/10/11

02 28PM

STATEMENT 1  
FORM 990-PF, PART I, LINE 11  
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
TAX REFUNDS 2008	\$ 6,597.		
TAX REFUNDS 2009	4,877.		
TOTAL	\$ 11,474.	\$ 0.	0.

STATEMENT 2  
FORM 990-PF, PART I, LINE 16B  
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DAWSON & DOBBS, LLP	\$ 1,000.			\$ 1,000.
PAULETTE LIBERATORE	13,486.	\$ 13,037.		449.
TOTAL	\$ 14,486.	\$ 13,037.		\$ 1,449.

STATEMENT 3  
FORM 990-PF, PART I, LINE 16C  
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHARLES SCHWAB	\$ 25.	\$ 25.		
MORGAN STANLEY #22726 (GS)	9,109.	9,109.		
STONEBRIDGE MGMT FEES	18,487.	18,487.		
WURTS ANNUAL FEES	40,000.	40,000.		
TOTAL	\$ 67,621.	\$ 67,621.		\$ 0.

STATEMENT 4  
FORM 990-PF, PART I, LINE 18  
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX - CHARLES SCHWAB	\$ 6,041.	\$ 6,041.		
FOREIGN TAX - MS #017565 (STONE)	8.	8.		
TOTAL	\$ 6,049.	\$ 6,049.		\$ 0.

2010

## FEDERAL STATEMENTS

PAGE 2

CLIENT 6400

JUNE G. OUTHWAITE CHARITABLE TRUST  
JS POUCHER, KL ENGLERT & CM COONEY CO-TR

77-6154307

11/10/11

02 28PM

STATEMENT 5  
FORM 990-PF, PART I, LINE 23  
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER MAINTENANCE & SUPPLIES	\$ 858.	\$ 429.		\$ 429.
FILING FEES CA ATTORNEY GENERAL RRF-1				
	85.			85.
INSURANCE- OFFICE	500.	250.		250.
JEAN VOLMAR	9,268.			9,268.
MEMBERSHIP DUES	990.	495.		495.
POSTAGE	145.			145.
SUPPLIES	750.			750.
TELEPHONE	1,666.	166.		1,500.
WEB DESIGNS	230.			230.
WEST COAST OPPORTUNITY FUND	5,065.	5,065.		
TOTAL	\$ 19,557.	\$ 6,405.		\$ 13,152.

STATEMENT 6  
FORM 990-PF, PART II, LINE 7  
OTHER NOTES AND LOANS RECEIVABLE

OTHER NOTES AND LOANS	BOOK VALUE	FAIR MARKET VALUE	DOUBTFUL ACCOUNTS ALLOWANCE
CARPINTERIA GIRLS CLUB/PRI	\$ 0.	\$ 0.	\$ 0.
CARPINTERIA GIRLS CLUB/NEW	342,901.	342,901.	0.
S Y V PEOPLE HELPING PEOPLE	195,361.	195,361.	0.
TOTAL	\$ 538,262.	\$ 538,262.	
ALLOWANCE FOR DOUBTFUL ACCOUNTS			\$ 0.
NET OTHER NOTES/LOANS REC. - BOOK VALUE			\$ 538,262.

STATEMENT 7  
FORM 990-PF, PART II, LINE 10B  
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACCT #064328 MAIN CORPORATE STOCKS	MKT VAL	\$ 1,598,383.	\$ 1,847,861.
ACCT #022726 GOLDMAN CORPORATE STOCKS	MKT VAL	389,537.	477,330.
ACCT #023514 WURTS CORPORATE STOCKS	MKT VAL	3,890,496.	4,061,672.
ACCT #017565 STONEBRIDGE CORP STOCKS	MKT VAL	1,590,657.	1,825,671.
ACCT #017567 CASH/CHECKING	MKT VAL	0.	0.
CHARLES SCHWAB EQUITY FUNDS	MKT VAL	2,666,883.	2,989,608.
TOTAL		\$ 10,135,956.	\$ 11,202,142.



2010

## FEDERAL STATEMENTS

PAGE 3

CLIENT 6400

JUNE G. OUTHWAITE CHARITABLE TRUST  
JS POUCHER, KL ENGLERT & CM COONEY CO-TR

77-6154307

11/10/11

02 28PM

STATEMENT 8  
FORM 990-PF, PART II, LINE 10C  
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB BOND FUNDS	MKT VAL	\$ 2,978,430.	\$ 3,773,673.
	TOTAL	\$ 2,978,430.	\$ 3,773,673.

STATEMENT 9  
FORM 990-PF, PART II, LINE 13  
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STAFFORD FUND	MKT VAL	\$ 2,268,231.	\$ 4,222,323.
WEST COAST OPPORTUNITY FUND, LLC	MKT VAL	465,104.	287,943.
	TOTAL	\$ 2,733,335.	\$ 4,510,266.

STATEMENT 10  
FORM 990-PF, PART II, LINE 22  
OTHER LIABILITIES

ROUNDING	1.
TOTAL	\$ 1.

STATEMENT 11  
FORM 990-PF, PART IV, LINE 1  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	675 SPDR TRUST SERIES 1/MS # 17567	PURCHASED	5/20/2009	7/08/2010
2	MORGAN STANLEY # 064328	PURCHASED	VARIOUS	VARIOUS
3	MORGAN STANLEY # 17565	PURCHASED	VARIOUS	VARIOUS
4	MORGAN STANLEY # 22726	PURCHASED	VARIOUS	VARIOUS
5	MORGAN STANLEY # 23514	PURCHASED	VARIOUS	VARIOUS
6	20202 ALGER SMID CAP GROWTH FD/CHARLES SCHWAB	PURCHASED	5/20/2009	11/30/2010
7	WEST COAST OPPORTUNITY FUND PASSTHRU	PURCHASED	VARIOUS	VARIOUS
8	GAINS FROM SETTLEMENTS	PURCHASED	VARIOUS	VARIOUS

  

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	71,246.		62,530.	8,716.				\$ 8,716.
2	315,620.		377,469.	-61,849.				-61,849.
3	1829195.		1537649.	291,546.				291,546.

2010

## FEDERAL STATEMENTS

PAGE 4

CLIENT 6400

JUNE G. OUTHWAITE CHARITABLE TRUST  
JS POUCHER, KL ENGLERT & CM COONEY CO-TR

77-6154307

11/10/11

02 28PM

## STATEMENT 11 (CONTINUED)

FORM 990-PF, PART IV, LINE 1

## CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
4	762,083.		663,080.	99,003.				\$ 99,003.
5	450,634.		613,187.	-162,553.				-162,553.
6	300,000.		199,596.	100,404.				100,404.
7	-30,806.		0.	-30,806.				-30,806.
8	325.		0.	325.				325.
							TOTAL	\$ 244,786.

## STATEMENT 12

FORM 990-PF, PART XV, LINE 2A-D

## APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME:

CARE OF:

STREET ADDRESS:

CITY, STATE, ZIP CODE:

TELEPHONE:

FORM AND CONTENT:

OUTHWAITE FOUNDATION

MRS. JEAN VOLMAR

26 W. ANAPAMU

SANTA BARBARA, CA 93101-3114

805.560.0841

APPLICATIONS MUST BE IN WRITING AND INCLUDE:

1) MISSION STATEMENT INDICATING DIRECT INVOLVEMENT IN ONE OR MORE OF THE DESIGNED CATEGORIES.

2) THE SPECIFIC PURPOSE TO WHICH THE PROPOSED GRANT WILL BE DEVOTED.

3) AN INDICATION OF THE DIRECT BENEFIT TO THE COMMUNITIES THE CHARITY SERVES.

4) EVIDENCE OF QUALIFICATION UNDER CALIFORNIA AND FEDERAL LAW AS A PUBLIC CHARITY BENEFIT CORPORATION IN GOOD STANDING.

5) COPIES OF CURRENT FINANCIAL STATEMENTS.

6) LIST OF THE BOARD OF DIRECTORS.

SUBMISSION DEADLINES:

RESTRICTIONS ON AWARDS:

JULY 31 OF EACH YEAR

TRUSTEES GIVE CONSIDERATION TO ORGANIZATIONS WHO FUNCTION

-----  
IN THE FOLLOWING AREAS IN SANTA BARBARA COUNTY  
-----

- 1) MEDICAL CARE, SUPPORT AND RESEARCH
- 2) GENERAL ASSISTANCE TO THE DISABLED, ELDERLY AND CHILDREN
- 3) SUPPORT TO ABUSED WOMEN AND CHILDREN
- 4) PREVENTION OF CRUELTY TO ANIMALS
- 5) PRESERVATION OF WILDLIFE AND NATURAL RESOURCES
- 6) HISTORIC PRESERVATION
- 7) SUPPORT OF EDUCATION INSTITUTIONS AND MUSEUMS

2010

## FEDERAL STATEMENTS

PAGE 5

CLIENT 6400

JUNE G. OUTHWAITE CHARITABLE TRUST  
JS POUCHER, KL ENGLERT & CM COONEY CO-TR

77-6154307

11/10/11

02 28PM

STATEMENT 13  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CANCER CENTER OF SANTA BARBARA 300 WEST PUEBLO STREET SANTA BARBARA, CA 93105	NONE	PUBLIC	PATIENT ASSISTANCE PROGRAM	\$ 20,000.
AMERICAN DREAM FOUNDATION 2955 CHANDLER DRIVE LOMPOC, CA 93436	NONE	PUBLIC	VOUCHERS IMPROVE PERFORMANCE IN CARPINTERIA SCHOOL DISTRICT	10,000.
S B SPECIAL OLYMPICS SOUTHERN CALIFORNIA 423 W. VICTORIA STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	PROGRAM SUPPORT	10,000.
DOMESTIC VIOLENCE SOLUTIONS FOR SBCOUNTY P.O. BOX 1536 SANTA BARBARA, CA 93102	NONE	PUBLIC	OPERATING EXPENSES FOR SOUTH SANTA BARBARA COUNTY	10,000.
EASY LIFT 53 CASS PLACE, SUITE D GOLETA, CA 93117	NONE	PUBLIC	DIAL-A-RIDE SERVICE	10,000.
CASA ESPERANZA HOMELESS CENTER P.O. BOX 24116 SANTA BARBARA, CA 93121	NONE	PUBLIC	MEDICAL CLINIC AND RESPITE CARE PROGRAM	20,000.
FAMILY SERVICE AGENCY OF SB 123 W. GUTIERREZ STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	OPERATIONAL SUPPORT	35,000.
COURT APPOINTED SP ADVOCATES OF SB COUNT 118 EAST FIGUEROA STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	FOSTER YOUTH ADVOCACY	7,500.
GIRLS, INC. OF GREATER SANTA BARBARA P.O. BOX 236 SANTA BARBARA, CA 93102	NONE	PUBLIC	SCHOLARSHIPS	10,000.
SANTA BARBARA MARITIME MUSEUM 113 HARBOR WAY, SUITE 190 SANTA BARBARA, CA 93109	NONE	PUBLIC	PERMANENT AND TRAVELING EXHIBITS-2011	30,000.

2010

## FEDERAL STATEMENTS

PAGE 6

CLIENT 6400

JUNE G. OUTHWAITE CHARITABLE TRUST  
JS POUCHER, KL ENGLERT & CM COONEY CO-TR

77-6154307

11/10/11

02 28PM

STATEMENT 13 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
SB TRUST FOR HISTORIC PRESERV 123 EAST CANON PERDIDO STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	EDUCATION & OUTREACH PROGRAMS	\$ 30,000.
JODI HOUSE BRAIN INJURY SUPPORT CENTER 625 CHAPALA STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	PROGRAM SUPPORT	12,500.
AIDS HOUSING OF SANTA BARBARA P.O. BOX 20031 SANTA BARBARA, CA 93120	NONE	PUBLIC	SARAH HOUSE	5,000.
FOODBANK OF SANTA BARBARA COUNTY 4554 HOLLISTER AVE. SANTA BARBARA, CA 93110	NONE	PUBLIC	PRODUCE INITIATIVE IN SOUTH COUNTY	15,000.
CASA SERENA 1515 BATH STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	PROGRAM SUPPORT SALARIES	20,000.
VILLA MAJELLA OF SANTA BARBARA P.O. BOX 60029 SANTA BARBARA, CA 93160	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
COMMUNITY ENVIRONMENTAL COUNCIL 26 W. ANAPAMU ST. 2ND FL SANTA BARBARA, CA 93101	NONE	PUBLIC	GENERAL SUPPORT	17,500.
SB CENTER FOR PERFORMING ARTS 1216 STATE STREET, SUITE 201 SANTA BARBARA, CA 93101	NONE	PUBLIC	GRANADA RESTORATION PROJECT	50,000.
SANTA BARBARA WILDLIFE CARE NETWORK P.O. BOX 6594 SANTA BARBARA, CA 93160	NONE	PUBLIC	WALK-IN FREEZER	9,000.
FAMILY THERAPY INSTITUTE OF SB 111 EAST ARRELLAGA STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	ACADEMY OF HEALING ARTS FOR TEENS	15,000.

2010

## FEDERAL STATEMENTS

PAGE 7

CLIENT 6400

JUNE G. OUTHWAITE CHARITABLE TRUST  
JS POUCHER, KL ENGLERT & CM COONEY CO-TR

77-6154307

11/10/11

02 28PM

STATEMENT 13 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ASSOCIATION OF SMALL FOUNDATIONS P.O. BOX 247 WINOOSKI, VT 05404	NONE	PUBLIC	GENERAL OPERATING EXPENSES	\$ 500.
CARPINTERIA EDUCATION FOUNDATION INC P.O. BOX 9 CARPINTERIA, CA 93014	NONE	PUBLIC	ALISO SUMMER ACADEMY	8,208.
CHANNEL ISLANDS YMCA-YOUTH SERVICES 55 HITCHCOCK WAY, SUITE 101 SANTA BARBARA, CA 93105	NONE	PUBLIC	NOAH'S ANCHORAGE	7,500.
COUNCIL ON ALCOHOLISM AND DRUG ABUSE P.O. BOX 28 SANTA BARBARA, CA 93102	NONE	PUBLIC	DANIEL BRYANT YOUTH AND FAMILY TREATMENT CENTER	17,500.
FRIENDSHIP ADULT DAY CARE CENTER 89 EUCALYPTUS LANE SANTA BARBARA, CA 93108	NONE	PUBLIC	TRANSPORTATION PROGRAM	10,000.
HILLSIDE HOUSE 1235 VERONICA SPRINGS ROAD SANTA BARBARA, CA 93105	NONE	PUBLIC	BEDROOM MAKEOVER PROJECT	10,000.
LEGAL AID FOUNDATION OF SB COUNTY 301 EAST CANON PERDIDO ST SANTA BARBARA, CA 93101	NONE	PUBLIC	ELDER LAW IN SOUTH SANTA BARBARA COUNTY	7,500.
SB COTTAGE HOSPITAL FOUNDATION P.O. BOX 689 SANTA BARBARA, CA 93102	NONE	PUBLIC	REPLACEMENT HOSPITAL PROJECT	50,000.
SB COUNTY EDUCATION OFFICE P.O. BOX 6307 SANTA BARBARA, CA 93160	NONE	PUBLIC	TEACHER'S NETWORK	1,000.
STORYTELLER CHILDREN'S CENTER 2115 STATE STREET SANTA BARBARA, CA 93105	NONE	PUBLIC	CAMPAIGN FOR THE FUTURE, CHILDREN'S CENTER	25,000.
TRANSITION HOUSE 425 EAST COTA STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	PROGRAM SUPPORT	20,000.

2010

## FEDERAL STATEMENTS

PAGE 8

CLIENT 6400

JUNE G. OUTHWAITE CHARITABLE TRUST  
JS POUCHER, KL ENGLERT & CM COONEY CO-TR

77-6154307

11/10/11

02 28PM

STATEMENT 13 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UNITY SHOPPE, INC 1236 CHAPALA STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	HUMAN SERVICES	\$ 15,000.
PATH POINT 315 WEST HALEY STREET, #102 SANTA BARBARA, CA 93101	NONE	PUBLIC	GENERAL SUPPORT	12,500.
PLANNED PARENTHOOD OF SANTA BARBARA 518 GARDEN STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	YOUTH PROGRAMS	5,000.
ELINGS PARK FOUNDATION 1298 LAS POSITAS ROAD SANTA BARBARA, CA 93105	NONE	PUBLIC	BASEBALL FIELD COMPLEX IMPROVEMENT PROJECT	7,500.
SCHOLARSHIP FOUNDATION OF SANTA BARBARA P.O. BOX 3620 SANTA BARBARA, CA 93130	NONE	PUBLIC	JUNE G. OUTHWAITE ENDOWED SCHOLARSHIP FUND	5,000.
COMMUNITY ACTION COMMISSION 5638 HOLLISTER AVENUE, SUITE 230 SANTA BARBARA, CA 93117	NONE	PUBLIC	SENIOR NUTRITION PROGRAM-SOUTH COUNTY	5,000.
SANTA BARBARA SCHOOL DISTRICT/HIPPY 721 EAST COTA STREET SANTA BARBARA, CA 93103	NONE	PUBLIC	HOME INSTRUCTION FOR PARENTS OF PRESCHOOL YOUNGSTERS	10,000.
SANTA BARBARA RAPE CRISIS CENTER 433 EAST CANON PERDIDO STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	TEEN SACE	5,000.
SANTA BARBARA RESCUE MISSION 535 YANONALI STREET SANTA BARBARA, CA 93103	NONE	PUBLIC	GENERAL OPERATIONS	30,000.
SPIRIT OF '76 FOUNDATION 225 EAST CARRILLO STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	GENERAL SUPPORT	5,000.

CLIENT 6400

JUNE G. OUTHWAITE CHARITABLE TRUST  
JS POUCHER, KL ENGLERT & CM COONEY CO-TR

77-6154307

11/10/11

02 28PM

STATEMENT 13 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
TRUST FOR PUBLIC LAND P.O. BOX 1244 GOLETA, CA 93116	NONE	PUBLIC	LAND CONSERVATION WORK ON SOUTH COAST SANTA BARBARA COUNTY	\$ 20,000.
UNITED BOYS & GIRLS CLUBS 5638 HOLLISTER AVENUE SANTA BARBARA, CA 93117	NONE	PUBLIC	CARPINTERIA'S LEARNING CARE PROGRAM	10,000.
CARPINTERIA EDUCATION FOUNDATION P.O. BOX 9 CARPINTERIA, CA 93014	NONE	PUBLIC	PROFESSIONAL TEACHING KITCHEN AT CARPINTERIA HIGH SCHOOL	25,000.
ANGELS BEARING GIFTS P.O. BOX 41721 SANTA BARBARA, CA 93140	NONE	PUBLIC	FUNDRAISING	2,500.
CASA DEL HERRERO FOUNDATION 1387 EAST VALLEY ROAD SANTA BARBARA, CA 93108	NONE	PUBLIC	GENERAL SUPPORT	5,000.
HABITAT FOR HUMANITY P.O. BOX 176 SANTA BARBARA, CA 93116	NONE	PUBLIC	CONSTRUCTION OF FOUR LOW INCOME HOMES	15,000.
ORFALEA FOUNDATION 1283 COAST VILLAGE CIRCLE SANTA BARBARA, CA 93108	NONE	PUBLIC	AWARE & PREPARE PROGRAM	15,000.
PEOPLES' SELF-HELP HOUSING 26 EAST VICTORIA STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	YOUTH EDUCATION ENHANCEMENT PROGRAM	7,500.
AIDS HOUSING SANTA BARBARA P.O. BOX 20031 SANTA BARBARA, CA 93120	NONE	PUBLIC	THE BOARD OF DIRECTORS BELIEVES TO BE MOST COMPELLING	5,000.
SANTA BARBARA FAMILY YMCA 36 HITCHCOCK WAY SANTA BARBARA, CA 93105	NONE	PUBLIC	FINANCIAL ASSISTANCE FOR LOW INCOME FAMILIES	2,500.
BOYS & GIRLS CLUBS OF SANTA BARBARA 632 EAST CANON PERDIDO STREET SANTA BARBARA, CA 93103	NONE	PUBLIC	YOUTH PROGRAMS	5,000.

2010

## FEDERAL STATEMENTS

PAGE 10

CLIENT 6400

JUNE G. OUTHWAITE CHARITABLE TRUST  
JS POUCHER, KL ENGLERT & CM COONEY CO-TR

77-6154307

11/10/11

02 28PM

STATEMENT 13 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UNITY SHOPPE, INC 1236 CHAPALA STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	MORTGAGE DEBT REDUCTION	\$ 40,000.
YOUNG AMERICA'S FOUNDATION 217 STATE STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	SANTA BARBARA:COLD WAR NERVE CENTER EXHIBIT	25,000.
HOSPICE OF SANTA BARBARA 2050 ALAMEDA PADRE SERRA, SUITE 100 SANTA BARBARA, CA 93103	NONE	PUBLIC	CHILDREN'S AND FAMILY SERVICES PROGRAM	10,000.
FIRST TEE CENTRAL COAST P.O.BOX 1611 SUMMERLAND, CA 93067	NONE	PUBLIC	CORE VALUES EDUCATION PROGRAM IN SOUTH SANTA BARBARA COUNTY	5,000.
FOOD FROM THE HEART P.O.BOX 3908 SANTA BARBARA, CA 93130	NONE	PUBLIC	WEEKLY MEAL SERVICE DELIVERY PROGRAM	5,000.
HELP OF CARPINTERIA 1069 CASITAS PASS ROAD CARPINTERIA, CA 93013	NONE	PUBLIC	VEHICLE PURCHASE	3,000.
ALZHEIMER'S ASSOCIATION 1528 CHAPALA STREET, SUITE 204 SANTA BARBARA, CA 93101	NONE	PUBLIC	FAMILY SERVICES PROGRAM	5,000.
CHILD ABUSE LISTENING & MEDIATION P.O.BOX 90754 SANTA BARBARA, CA 93190	NONE	PUBLIC	CHILDREN'S PROJECT AT MAIN SCHOOL	10,000.
S B COUNTY GENEALOGICAL SOCIETY P.O.BOX 1303 GOLETA, CA 93116	NONE	PUBLIC	BOOKSHELVES AND COMPUTER DESKS	3,000.
ALL FOR ONE YOUTH AND MENTORING PROGRAM 1028-B COAST VILLAGE ROAD SANTA BARBARA, CA 93108	NONE	PUBLIC	HOW THE BOARD OF DIRECTORES BELIEVES TO BE MOST COMPELLING	20,000.
ALL FOR ONE YOUTH AND MENTORING PROGRAM 1028-B COAST VILLAGE ROAD SANTA BARBARA, CA 93108	NONE	PUBLIC	GENERAL SUPPORT	20,000.



CLIENT 6400

JUNE G. OUTHWAITE CHARITABLE TRUST  
JS POUCHER, KL ENGLERT & CM COONEY CO-TR

77-6154307

11/10/11

02 28PM

STATEMENT 13 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
DOS PUEBLOS ENGINEERING ACADEMY FOUND P.O.BOX 313 GOLETA, CA 93116	NONE	PUBLIC	CAPITAL CAMPAIGN	\$ 25,000.
FRIENDS OF SANTA BARBARA PUBLIC LIBRARY P.O. BOX 1019 SANTA BARBARA, CA 93102	NONE	PUBLIC	CHILDREN'S CULTURAL AND ARTS PROGRAM	3,000.
HEARTS THERAPEUTIC EQUESTRIAN CENTER P.O. BOX 30662 SANTA BARBARA, CA 93130	NONE	PUBLIC	TRACTOR PURCHASE	3,000.
HOUSING TRUST FUND OF S B COUNTY P.O. BOX 60909 SANTA BARBARA, CA 93160	NONE	PUBLIC	AFFORDABLE AND WORKFORCE HOUSING INITIATIVES	7,500.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 14 VALERIO STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	TECHNOLOGY UPGRADE	4,464.
NONPROFIT SUPPORT CENTER 5638 HOLLISTER AVENUE, SUITE 200 SANTA BARBARA, CA 93117	NONE	PUBLIC	GENERAL SUPPORT	3,000.
PEOPLES' SELF-HELP HOUSING 26 EAST VICTORIA STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	CARPINTERIA CAPITAL CAMPAIGN	15,000.
SANTA BARBARA ATHLETIC ROUND TABLE P.O. BOX 3813 SANTA BARBARA, CA 93130	NONE	PUBLIC	HALL OF FAME BANQUET	5,000.
SANTA BARBARA FOUNDATION P.O. BOX 60157 SANTA BARBARA, CA 93160	NONE	PUBLIC	PARTNERSHIP FOR EXCELLENCE SPONSORSHIPS	130.
SANTA BARBARA FOUNDATION P.O. BOX 60157 SANTA BARBARA, CA 93160	NONE	PUBLIC	RESERVE ACCOUNT FOR FOUNDATION ROUNDTABLE	900.
S B COURTHOUSE LEGACY FOUNDATION 1100 ANACAPA STREET, EAST WING SANTA BARBARA, CA 93101	NONE	PUBLIC	SPIRIT OF THE OCEAN FOUNTAIN	25,000.

2010

## FEDERAL STATEMENTS

PAGE 12

CLIENT 6400

JUNE G. OUTHWAITE CHARITABLE TRUST  
JS POUCHER, KL ENGLERT & CM COONEY CO-TR

77-6154307

11/10/11

02 28PM

STATEMENT 13 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
S B HIGH SCHOOL EDUCATION FOUNDATION P.O. BOX 158 SANTA BARBARA, CA 93102	NONE	PUBLIC	GYMNASIUM RENOVATION	\$ 20,000.
SOROPTIMIST INTERNATIONAL SUNRISE S B P.O. BOX 792 SUMMERLAND, CA 93067	NONE	PUBLIC	KOMFORT KITS	2,500.
TEDDY BEAR CANCER FOUNDATION 133 EAST DE LA GUERRA STREET, #163 SANTA BARBARA, CA 93103	NONE	PUBLIC	FINANCIAL ASSISTANCE PROGRAM	10,000.
REGENTS OF THE UNIVERSITY OF CALIF-UCSB 4219A-CHEADLE HALL SANTA BARBARA, CA 93106	NONE	PUBLIC	PROJECT EXCEL	5,000.
WESTMONT COLLEGE 955 LA PAZ ROAD SANTA BARBARA, CA 93108	NONE	PUBLIC	PHASE ONE CONSTRUCTION	30,000.
SANTA BARBARA YOUNG LIFE 123 WEST PADRE STREET, SUITE 3 SANTA BARBARA, CA 93105	NONE	PUBLIC	PROGRAM SUPPORT	7,500.

TOTAL \$ 1,024,202.

2010

## FEDERAL SUPPORTING DETAIL

PAGE 1

CLIENT 6400

JUNE G. OUTHWAITE CHARITABLE TRUST  
JS POUCHER, KL ENGLERT & CM COONEY CO-TR

77-6154307

11/10/11

02 28PM

OTHER INCOME PRODUCING ACTIVITIES  
INTEREST ON SAVINGS & CASH INVESTMENTS

TAXABLE INTEREST FROM MORGAN STANLEY	\$	947.
GIRLS INCORPORATED OF CARPINTERIA		9,678.
WEST COAST OPPORTUNITY FUND		5,796.
TOTAL	\$	<u>16,421.</u>

OTHER INCOME PRODUCING ACTIVITIES  
DIVIDENDS/INTEREST FROM SECURITIES.

MORGAN STANLEY DIVIDENDS	\$	211,306.
WEST COAST OPPORTUNITY FUND		12,005.
CHARLES SCHWAB		219,863.
STAFFORD FUND		19,891.
TOTAL	\$	<u>463,065.</u>

OPERATING & ADMINISTRATIVE EXP. (990-PF)  
INTEREST

WEST COAST OPPORTUNITY FUND	\$	1,867.
TOTAL	\$	<u>1,867.</u>

OPERATING & ADMINISTRATIVE EXP. (990-PF)  
TRAVEL, CONFERENCES, ETC.

BUSINESS MEALS	\$	649.
LODGING		0.
PARKING		0.
MILEAGE		0.
AUTO/CABS		0.
AIRFARE		0.
CONFERENCES		0.
MISCELLANEOUS		0.
TOTAL	\$	<u>649.</u>

OPERATING & ADMINISTRATIVE EXP. (990-PF)  
INTEREST

WEST COAST OPPORTUNITY FUND	\$	1,867.
TOTAL	\$	<u>1,867.</u>

BALANCE SHEET - INVESTMENTS  
END OF YEAR AMOUNT  
ACCT #064328 MAIN CORPORATE STOCKS

MORGAN STANLEY #064328	\$	1,598,383.
TOTAL	\$	<u>1,598,383.</u>

2010

## FEDERAL SUPPORTING DETAIL

PAGE 2

CLIENT 6400

JUNE G. OUTHWAITE CHARITABLE TRUST  
JS POUCHER, KL ENGLERT & CM COONEY CO-TR

77-6154307

11/10/11

02 28PM

**BALANCE SHEET - INVESTMENTS  
END OF YEAR AMOUNT  
CHARLES SCHWAB BOND FUNDS**

ALGER SMID CAP GROWTH FD	\$	300,404.
AMERICAN FD EUROPACIFIC		1,147,055.
DODGE & COX INTL STOCK		1,314,399.
PIMCO COMMODITY REAL		216,572.
TOTAL	\$	<u>2,978,430.</u>

**BALANCE SHEET - INVESTMENTS  
FAIR MARKET VALUE AT END OF YEAR (FORM 990-PF)  
CHARLES SCHWAB BOND FUNDS**

ALGER SMID CAP GROWTH FD	\$	482,532.
AMERICAN FD EUROPACIFIC		1,474,815.
DODGE & COX INTL STOCK		1,540,348.
PIMCO COMMODITY REAL		275,978.
TOTAL	\$	<u>3,773,673.</u>

**BALANCE SHEET - INVESTMENTS  
END OF YEAR AMOUNT  
CHARLES SCHWAB EQUITY FUNDS**

DODGE & COX INCOME FUND	\$	1,316,426.
WESTERN ASSET CORE PLUS		1,350,457.
TOTAL	\$	<u>2,666,883.</u>

**BALANCE SHEET - INVESTMENTS  
FAIR MARKET VALUE AT END OF YEAR (FORM 990-PF)  
CHARLES SCHWAB EQUITY FUNDS**

DODGE & COX INCOME FUND	\$	1,416,740.
WESTERN ASSET CORE PLUS		1,572,868.
TOTAL	\$	<u>2,989,608.</u>

**JUNE G OUTHWAITE CHARITABLE TRUST****77-6154307****Fair Market Value as of December 31, 2010****Part II, 10b. Corporate Stock****Morgan Stanley Account #064328****Page 1 of 2**

Name	Quantity	Date Acquired	Market Value	Total Cost	Unrealized Gain/Loss
3M COMPANY	500	1/4/2010	43,150	41,825	1,325
AMERICA MOVIL SA DE CV ADR L	700	6/12/2008	40,138	40,094	44
AMERICAN ELECTRIC POWER CO	1,000 00	10/15/2009	35,980	31,140	4,840
AMERICAN TOWER CP CLASS A	600	5/18/2007	30,984	25,013	5,971
APACHE CORP	290	1/4/2010	34,577	30,956	3,621
APPLE INC	250	5/29/2009	80,640	34,098	46,542
APPLIED MATERIALS INC	1,000 00	3/19/1998	14,050	8,528	5,522
AT&T INC	1,230.00	7/26/2007	36,137	49,918	(13,781)
BANK OF NEW YORK MELLON CORP	753.882	9/27/2006	22,767	28,895	(6,128)
BANK OF NEW YORK MELLON CORP	47 118	9/27/2006	1,423	1,808	(385)
BERKSHIRE HATHAWAY CL-B NEW	650	1/4/2010	52,071	43,334	8,737
CHEVRON CORP	620	1/4/2010	56,575	49,403	7,172
CISCO SYS INC	672	10/6/1997	13,595	6,065	7,531
CISCO SYS INC	1,560.00	3/19/1998	31,559	16,872	14,687
CONOCOPHILLIPS	20	5/24/2007	1,362	1,554	(192)
CONOCOPHILLIPS	300	5/24/2007	20,430	23,318	(2,888)
CONOCOPHILLIPS	445	5/27/2008	30,305	40,531	(10,226)
COVIDIEN PLC NEW	750	8/21/2009	34,245	30,280	3,965
DEERE & CO	450	12/14/1998	37,372	7,121	30,251
DOLLAR GEN CORP NEW COM	1,200 00	6/15/2010	36,804	36,132	672
EXXON MOBIL CORP	675	1/4/2010	49,356	47,048	2,308
GENERAL ELECTRIC CO	285	11/17/1997	5,213	6,902	(1,689)
GENERAL ELECTRIC CO	555	7/31/1998	10,151	16,832	(6,681)
GENERAL ELECTRIC CO	600	3/20/2001	10,974	24,989	(14,015)
HONEYWELL INTERNATIONAL INC	700	9/23/2010	37,212	30,609	6,603
INTEL CORP	1,750 00	7/17/2009	36,803	32,704	4,099
INTL BUSINESS MACHINES CORP	300	1/4/2010	44,028	40,127	3,901
ISHARES NASDAQ BIOTECH FUND	390	9/3/2009	36,434	30,304	6,130
JOHNSON & JOHNSON	900	1/4/2010	55,665	58,802	(3,137)
JOHNSON CONTROLS INCORPORATED	1,000 00	1/4/2010	38,200	28,030	10,170
JPMORGAN CHASE & CO	277	10/21/1997	11,750	9,237	2,513
JPMORGAN CHASE & CO	273	6/21/2001	11,581	13,028	(1,447)
JPMORGAN CHASE & CO	570	7/22/2008	24,179	22,988	1,191
MICROSOFT CORP	1,000 00	12/10/2009	27,910	30,185	(2,275)
NORFOLK SOUTHERN CORP	80	7/16/2007	5,026	4,594	432
NORFOLK SOUTHERN CORP	400	7/16/2007	25,128	22,975	2,153
NORTHERN TRUST CORP	600	1/20/2000	33,246	32,513	734
OCCIDENTAL PETROLEUM CORP DE	425	2/10/2010	41,693	33,879	7,814
ORACLE CORP	1,900 00	8/14/2008	59,470	44,513	14,957
PEPSICO INC NC	500	9/17/2004	32,665	25,040	7,625
PIONEER NATURAL RESOURCES CO	670	1/4/2010	58,169	34,336	23,833
PNC FINL SVCS GP	400	1/3/2007	24,288	30,368	(6,080)
PNC FINL SVCS GP	50	1/3/2007	3,036	3,796	(760)

**JUNE G OUTHWAITE CHARITABLE TRUST****77-6154307****Fair Market Value as of December 31, 2010****Part II, 10b. Corporate Stock****Morgan Stanley Account #064328****Page 1 of 2**

<b>Name</b>	<b>Quantity</b>	<b>Date Acquired</b>	<b>Market Value</b>	<b>Total Cost</b>	<b>Unrealized Gain/Loss</b>
PNC FINL SVCS GP	50	1/3/2007	3,036	3,797	(761)
PNC FINL SVCS GP	100	1/3/2007	6,072	7,598	(1,526)
POWERSHARES QQQ TR	1,000 00	4/30/2007	54,460	46,470	7,990
POWERSHARES QQQ TR	325	3/18/2009	17,699	9,763	7,936
PROCTER & GAMBLE	565	1/4/2010	36,346	34,803	1,543
PUBLIC SERVICE ENTERPRISE GP	900	8/8/2007	28,629	40,140	(11,511)
QUALCOMM INC	900	1/11/2010	44,541	44,532	9
QUEST DIAGNOSTICS INC	800	10/10/2002	43,176	23,455	19,721
SCHLUMBERGER LTD	443	2/6/1998	36,991	15,447	21,544
SPDR S&P MIDCAP 400 ETF TRUST	150	10/15/2002	24,702	11,733	12,969
SPDR S&P MIDCAP 400 ETF TRUST	50	10/15/2002	8,234	3,910	4,324
TARGET CORPORATION	184	10/6/1997	11,064	2,906	8,158
TARGET CORPORATION	600	6/30/1998	36,078	14,859	21,219
TARGET CORPORATION	16	6/30/1998	962	396	566
UNITED TECHNOLOGIES CORP	665	1/4/2010	52,349	48,138	4,211
WAL MART STORES INC	650	4/10/2008	35,054	36,113	(1,059)
WEATHERFORD INTERNATIONAL LTD	1,550 00	9/19/2007	35,340	53,132	(17,792)
WISCONSIN ENERGY CORP	625	12/11/2009	36,787	30,507	6,281
<b>Total unrealized gain</b>			<b>1,847,861</b>	<b>1,598,383</b>	<b>249,478</b>

**JUNE G OUTHWAITE CHARITABLE TRUST****77-6154307****Fair Market Value as of December 31, 2010****Part II, 10b, Corporate Stock****Morgan Stanley Account #022726****Page 1 of 4**

Name	Quantity	Date Acquired	Market Value	Total Cost	Unrealized Gain/Loss
ADOBE SYSTEMS	160	11/3/2010	4,925	4,599	326
AETNA INC (NEW)(CT)	40	7/15/2009	1,220	1,045	175
AETNA INC (NEW)(CT)	153	7/20/2009	4,668	3,953	715
ALEXANDRIA REAL ESTATE EQ INC	55	3/19/2009	4,029	2,075	1,954
ALEXANDRIA REAL ESTATE EQ INC	16	5/19/2009	1,172	546	626
ALPHA NATURAL RESOURCES INC	99	10/19/2010	5,943	4,417	1,526
AMPHENOL CORP NEW CL A	63	12/16/2008	3,325	1,381	1,944
BE AEROSPACE INC	96	8/28/2009	3,555	1,760	1,795
BERKLEY W R CORP	52	9/9/2008	1,424	1,218	206
BERKLEY W R CORP	52	7/23/2009	1,424	1,268	156
BERKLEY W R CORP	135	10/28/2009	3,696	3,369	327
BIOGEN IDEC INC	55	3/17/2010	3,688	3,272	416
BIOGEN IDEC INC	68	5/12/2010	4,559	3,527	1,032
BMC SOFTWARE	111	4/29/2010	5,233	4,444	789
BOSTON PROPERTIES INC	3	4/17/2009	258	142	116
BOSTON PROPERTIES INC	51	5/15/2009	4,391	2,304	2,087
BOSTON SCIENTIFIC CORP	512	12/16/2010	3,876	3,577	299
C R BARD INC NJ	24	8/6/2009	2,202	1,770	432
C R BARD INC NJ	39	12/22/2009	3,579	3,084	495
CAMERON INTNL CORP	49	10/26/2010	2,486	2,174	312
CAMERON INTNL CORP	86	11/12/2010	4,363	3,774	589
CBS CORP NEW CL B SHRS	133	2/11/2010	2,534	1,720	814
CBS CORP NEW CL B SHRS	209	3/16/2010	3,981	3,083	898
CBS CORP NEW CL B SHRS	82	12/7/2010	1,562	1,472	90
CELANESE CORP SERIES A COM STK	94	4/28/2010	3,870	3,063	807
CENTURYLINK INC	70	5/9/2008	3,232	2,230	1,002
CENTURYLINK INC	85	8/12/2010	3,924	3,064	860
CHECK POINT SOFTWARE TECH LTD	79	8/26/2010	3,655	2,754	902
CLEARWIRE CORP CLASS A	429	1/6/2010	2,209	3,190	(981)
CLIFFS NATURAL RESOURCES INC	52	6/2/2010	4,057	2,813	1,244
CMS ENERGY CP	117	8/18/2009	2,176	1,530	646
CMS ENERGY CP	213	1/15/2010	3,962	3,309	653
COMERICA INC	12	9/29/2009	507	360	147
COMERICA INC	95	10/21/2009	4,013	3,028	985
CONAGRA FOODS INC	85	5/13/2010	1,919	2,112	(193)
CONAGRA FOODS INC	147	9/8/2010	3,319	3,223	96
COOPER INDUSTRIES PLC CL A	27	1/11/2007	1,574	1,228	346
COOPER INDUSTRIES PLC CL A	65	9/21/2010	3,789	3,145	645
DISH NETWORK CORP CLASS A	155	3/27/2009	3,047	1,829	1,218
DISH NETWORK CORP CLASS A	196	9/28/2009	3,853	3,802	51
DOUGLAS EMMETT INC	205	5/12/2010	3,403	3,473	(70)
EATON CORPORATION	3	8/28/2009	305	165	140
EATON CORPORATION	44	4/30/2010	4,466	3,454	1,012

**JUNE G OUTHWAITE CHARITABLE TRUST****77-6154307****Fair Market Value as of December 31, 2010****Part II, 10b, Corporate Stock****Morgan Stanley Account #022726****Page 2 of 4**

Name	Quantity	Date	Market	Total	Unrealized
		Acquired	Value	Cost	Gain/Loss
EDISON INTERNATIONAL	24	2/27/2007	926	1,120	(194)
EDISON INTERNATIONAL	132	1/2/2008	5,095	6,996	(1,901)
ENERGIZER HLDGS INC	50	11/23/2010	3,645	3,444	201
EQUITY RESIDENTAL	69	10/28/2010	3,585	3,357	228
EQUITY RESIDENTAL	84	12/8/2010	4,364	4,315	49
EVEREST RE GROUP LTD	15	1/11/2007	1,272	1,475	(203)
EVEREST RE GROUP LTD	11	2/14/2007	933	1,066	(133)
EVEREST RE GROUP LTD	31	4/2/2008	2,629	2,873	(244)
EVEREST RE GROUP LTD	42	7/27/2010	3,562	3,130	432
FIFTH 3RD BANCORP OHIO	88	1/29/2010	1,292	1,092	200
FIFTH 3RD BANCORP OHIO	238	2/9/2010	3,494	2,772	722
FIFTH 3RD BANCORP OHIO	183	12/17/2010	2,686	2,587	99
FOREST OIL CP 0.01	64	1/15/2010	2,430	1,737	693
FOREST OIL CP 0.01	121	4/6/2010	4,594	3,342	1,252
GENWORTH FINANCIAL INC CL A	246	11/16/2009	3,232	2,819	413
GUESS INC	77	5/27/2010	3,644	2,918	726
H J HEINZ CO	95	8/19/2010	4,699	4,420	279
HANSEN NATURAL CORP	73	5/19/2010	3,816	2,904	912
HARTFORD FIN SERS GRP INC	178	7/24/2009	4,715	2,591	2,124
HARTFORD FIN SERS GRP INC	95	10/29/2009	2,517	2,414	103
HOLOGIC INC	167	3/16/2010	3,143	3,254	(111)
HOST HOTEL & RESORTS INC	279	5/24/2010	4,986	3,944	1,042
HUNTSMAN CORP	297	9/28/2010	4,636	3,423	1,213
HUNTSMAN CORP	243	10/27/2010	3,793	3,402	391
INVESCO LTD	169	5/13/2009	4,066	2,534	1,532
INVESCO LTD	171	5/28/2009	4,114	2,582	1,532
JANUS CAPITAL GROUP INC	255	5/13/2009	3,307	2,380	927
JETBLUE AIRWAYS CORP	550	5/10/2010	3,636	3,100	536
KANSAS CY SOUTHN IND NEW	98	10/1/2009	4,690	2,560	2,130
KINETIC CONCEPTS INC	48	5/6/2010	2,010	1,947	63
KINETIC CONCEPTS INC	86	6/30/2010	3,602	3,194	408
LAZARD CLA A COM STK	92	6/8/2010	3,633	2,852	781
LEAR CORP	12	8/12/2010	1,185	933	252
LEAR CORP	70	10/26/2010	6,909	6,005	904
LEGG MASON INC	103	11/2/2010	3,736	3,270	466
LIBERTY MEDIA HLDG SR A INTER	194	9/1/2009	3,059	1,821	1,238
LIBERTY MEDIA HLDG SR A INTER	201	3/26/2010	3,170	3,040	130
M&T BANK CORP	47	6/29/2009	4,091	2,419	1,672
MARSH & MCLENNAN COS INC	59	3/16/2009	1,613	1,146	467
MARSH & MCLENNAN COS INC	114	8/6/2009	3,117	2,583	534
MFA FINANCIAL INC	414	6/24/2010	3,378	3,119	259
NEWELL RUBBERMAID INC	183	8/17/2009	3,327	2,430	897
NEWELL RUBBERMAID INC	196	10/8/2009	3,563	2,948	615



**JUNE G OUTHWAITE CHARITABLE TRUST**  
**77-6154307**

**Fair Market Value as of December 31, 2010**

**Part II, 10b, Corporate Stock**

**Morgan Stanley Account #022726**

**Page 3 of 4**

Name	Quantity	Date	Market	Total	Unrealized
		Acquired	Value	Cost	Gain/Loss
NEWFIELD EXPL CO	56	6/29/2009	4,038	1,806	2,232
NEWFIELD EXPL CO	63	7/14/2009	4,543	2,039	2,504
NEWFIELD EXPL CO	57	12/15/2009	4,110	2,594	1,516
NORTHEAST UTILITIES	160	1/21/2010	5,101	4,169	932
NV ENERGY INC COM	350	6/16/2010	4,918	4,394	524
NVR INCORPORATED NEW	6	8/13/2008	4,146	3,376	770
ON SEMICONDUCTOR CORP	171	7/15/2009	1,689	1,258	431
ON SEMICONDUCTOR CORP	370	2/25/2010	3,656	2,942	714
OWENS ILLINOIS COM NEW	127	8/23/2010	3,899	3,403	496
PARAMETRIC TECH CORP NEW	195	6/14/2010	4,393	3,168	1,225
PARKER HANNIFIN CORP	2	5/19/2009	173	91	82
PARKER HANNIFIN CORP	60	1/26/2010	5,178	3,399	1,779
PENTAIR INC	52	10/6/2009	1,899	1,537	362
PENTAIR INC	105	9/23/2010	3,834	3,405	429
PINNACLE WEST CAPITAL CORP	95	5/20/2010	3,938	3,395	543
POLYCOM INC	93	11/16/2010	3,625	3,278	347
PPL CORPORATION	23	6/23/2005	605	685	(80)
PPL CORPORATION	179	1/11/2007	4,711	6,381	(1,670)
PRINCIPAL FINL GROUP INC	117	10/1/2009	3,810	3,077	733
PRINCIPAL FINL GROUP INC	106	12/23/2009	3,451	2,701	750
PRINCIPAL FINL GROUP INC	134	8/18/2010	4,363	3,096	1,267
PROGRESS ENERGY INC	79	7/1/2010	3,435	3,085	350
QEP RESOURCES INC	30	1/25/2010	1,089	892	197
QEP RESOURCES INC	63	7/6/2010	2,288	1,814	474
QEP RESOURCES INC	109	7/14/2010	3,958	3,317	641
RANGE RESOURCES CORP	84	8/27/2010	3,778	2,837	941
REPUBLIC SERVICES INC	135	4/4/2008	4,031	3,277	754
RYDER SYSTEMS INC	72	8/7/2009	3,790	2,763	1,027
SCANA CORP NEW	83	10/15/2009	3,370	2,916	454
SCANA CORP NEW	80	8/18/2010	3,248	3,118	130
SEMPRA ENERGY	62	6/30/2010	3,254	2,930	324
SLM CORPORATION	134	8/4/2009	1,687	1,168	519
SLM CORPORATION	308	10/14/2009	3,878	2,861	1,017
SMUCKER JM CO COM NEW	31	4/20/2009	2,035	1,193	842
SMUCKER JM CO COM NEW	78	8/19/2010	5,122	4,538	584
SPRINT NEXTEL CORP	825	10/14/2009	3,490	2,873	617
SPRINT NEXTEL CORP	666	10/25/2010	2,817	3,217	(400)
STEEL DYNAMICS INC	127	11/12/2010	2,324	2,023	301
SUNTRUST BKS	130	6/2/2009	3,836	1,964	1,872
SUNTRUST BKS	110	9/17/2009	3,247	2,648	599
TANGER FACTORY OUTLET CENTERS	72	12/14/2010	3,686	3,569	117
TEMPLE INLAND INC	160	9/16/2010	3,398	3,189	209
TEXTRON INC	156	10/28/2010	3,688	3,227	461

**JUNE G OUTHWAITE CHARITABLE TRUST****77-6154307****Fair Market Value as of December 31, 2010****Part II, 10b, Corporate Stock****Morgan Stanley Account #022726****Page 4 of 4**

Name	Quantity	Date Acquired	Market Value	Total Cost	Unrealized Gain/Loss
THOMPSON CREEK METALS CO INC	266	12/15/2010	3,916	3,598	318
TRW AUTOMOTIVE HOLDING CORP	111	4/7/2010	5,850	3,423	2,428
UNUMPROVIDENT CORP	150	12/16/2010	3,634	3,568	66
URBAN OUTFITTERS INC	103	10/8/2010	3,688	3,241	447
VENTAS INC	61	7/6/2010	3,201	2,870	331
VENTAS INC	61	9/8/2010	3,201	3,222	(21)
WEATHERFORD INTERNATIONAL LTD	91	3/1/2010	2,076	1,510	566
WEATHERFORD INTERNATIONAL LTD	224	5/28/2010	5,107	3,149	1,958
WYNDHAM WORLDWIDE CORP	118	12/9/2010	3,535	3,555	(20)
XCEL ENERGY INC	28	8/18/2009	659	539	120
XCEL ENERGY INC	211	8/4/2010	4,969	4,583	386
XCEL ENERGY INC	134	10/26/2010	3,156	3,216	(60)
XL GROUP PLC NEW	254	7/24/2009	5,542	3,451	2,091
<b>Total unrealized gain</b>			<b>477,330</b>	<b>389,538</b>	<b>87,792</b>

77-6154307

Fair Market Value as of December 31, 2010

Part II, 10b, Corporate Stock

Morgan Stanley Account #023514

Page 1 of 1

Name	Quantity	Date Acquired	Market Value	Total Cost	Unrealized Gain/Loss
ISHARES BARCLAYS TIPS BD FD	735.000	4/28/2006	79,027	73,037	5,990
ISHARES BARCLAYS TIPS BD FD	5,000.000	5/1/2006	537,600	494,897	42,703
ISHARES BARCLAYS TIPS BD FD	2,343.000	1/12/2007	251,919	229,182	22,737
ISHARES BARCLAYS TIPS BD FD	368.000	3/12/2007	39,567	36,881	2,686
ISHARES BARCLAYS TIPS BD FD	2,283.045	12/31/2010	245,473	235,445	10,028
ISHARES BARCLAYS TIPS BD FD	315.860	12/31/2010	33,961	33,599	362
VANGUARD EMRG MKTS ETF	1,000.00	4/27/2006	48,146	36,256	11,890
VANGUARD EMRG MKTS ETF	4,000.00	4/28/2006	192,584	145,715	46,869
VANGUARD EMRG MKTS ETF	4,000.00	5/1/2006	192,584	146,830	45,754
VANGUARD EMRG MKTS ETF	2,000.00	5/1/2006	96,292	73,060	23,232
VANGUARD EMRG MKTS ETF	3,900.00	5/4/2006	187,769	146,285	41,484
VANGUARD EMRG MKTS ETF	2,700.00	1/11/2007	129,994	101,222	28,772
VANGUARD EMRG MKTS ETF	30	1/18/2007	1,444	1,138	306
VANGUARD EMRG MKTS ETF	2,600.00	1/18/2007	125,180	98,656	26,524
VANGUARD EMRG MKTS ETF	380	3/12/2007	18,295	14,600	3,695
VANGUARD EMRG MKTS ETF	1,570.19	12/31/2010	75,599	52,068	23,531
VANGUARD EMRG MKTS ETF	687.225	12/29/2010	33,087	30,407	2,680
PIMCO COMM REAL RET STRAT INST	30,797.61	8/28/2006	286,110	458,576	(172,466)
PIMCO COMM REAL RET STRAT INST	44,785.87	9/21/2006	416,061	380,219	35,842
PIMCO COMM REAL RET STRAT INST	8,670.88	3/18/2010	80,552	67,663	12,889
T ROWE PRICE INTL DISCOVERY	16,246.24	8/31/2006	713,210	750,576	(37,366)
T ROWE PRICE INTL DISCOVERY	6,004.46	12/19/2006	263,597	270,833	(7,236)
T ROWE PRICE INTL DISCOVERY	310.259	12/16/2010	13,621	13,350	271
MORGAN STANLEY BANK			4,448		
<b>Total unrealized gain</b>			<b>4,066,120</b>	<b>3,890,496</b>	<b>171,177</b>
LESS: CASH			4,448		
			<u>4,061,672</u>		

**JUNE G OUTHWAITE CHARITABLE TRUST****77-6154307****Fair Market Value as of December 31, 2010****Part II, 10b, Corporate Stock****Morgan Stanley Account #017565****Page 1 of 1**

<b>Name</b>	<b>Quantity</b>	<b>Date Acquired</b>	<b>Market Value</b>	<b>Total Cost</b>	<b>Unrealized Gain/Loss</b>
Alter CP	450	5/22/2009	16,011	7,133	8,878
Apollo Group Inc A	1,525	7/28/2009	60,222	71,739	(11,517)
Applied Materials Inc	5,600	8/9/2010	78,680	65,415	13,265
Caterpillar Inc	425	7/1/2009	39,805	14,501	25,304
Celgene Corp	900	4/27/2009	53,226	40,740	12,486
Cisco Sys	3,875	7/24/2008	78,391	80,421	(2,030)
Costco Wholesale Corp new	500	1/4/10	36,105	29,991	6,114
Dentsply International Inc	2,075	7/27/08	70,903	73,998	(3,095)
Diamond Offshore Drilling Inc	1,125	6/18/11	75,229	71,334	3,895
Electronic Arts Inc	4,575	12/10/09	74,938	73,704	1,234
Exxon Mobil Corp	975	3/23/00	71,292	51,683	19,609
Fluor Corp new	700	7/13/09	46,382	33,520	12,862
General Electric Co	3,725	8/23/10	68,130	57,436	10,694
Gilead Science	1,625	4/30/09	58,890	68,557	(9,667)
Google Inc-CI A	100	7/16/10	59,397	46,950	12,447
International Game Tech	3,750	1/28/10	66,338	60,280	6,058
Intl Business Machines Corp	350	9/17/10	51,366	46,870	4,496
Invesco LTD	3,075	11/19/09	73,985	66,046	7,939
JPMorgan Chase & Co	500	11/30/10	21,210	18,875	2,335
3 Communications Holding Inc	900	3/6/09	63,441	59,258	4,183
Laboratory CP Amer Hldgs New	400	5/22/09	35,168	28,460	6,708
Lowes Companies Inc	2,900	6/17/10	72,732	64,679	8,053
Medtronic	1,500	10/7/10	55,635	50,282	5,353
Microsoft Corp	2,475	6/29/10	69,077	59,206	9,871
Nuance Communication Inc	2,125	11/9/10	38,632	35,550	3,082
Oracle Corp	1,775	8/24/05	55,558	23,328	32,230
Pepsico inc NC	1,025	1/4/10	66,963	63,664	3,299
Potash Cp of Saskatchewan Inc	325	12/20/2010	50,320	45,464	4,856
Procter & Gamble	1,125	1/4/2010	72,371	69,443	2,928
Qualcomm Inc	1,500	1/14/2009	74,235	56,710	17,525
Stryker Cor	975	10/28/2005	52,358	42,297	10,061
Tiffany & Company New	300	6/17/2010	18,681	13,123	5,558
<b>Total unrealized gain</b>			<b>1,825,671</b>	<b>1,590,657</b>	<b>235,014</b>

## JUNE G. OUTHWAITE CHARITABLE TRUST

77-6154307

Realized Capital Gains and Losses for Year Ended 12/31/10

Part IV, Capital Gains and Losses

Morgan Stanley Account #064328

Page 1 of 1

Security	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized Gain/Loss
ADOBE SYSTEMS	1,000.00	7/15/2008	9/23/2010	26,009	40,470	(14,462)
ALCOA INC	745	3/21/2007	11/29/2010	9,619	25,373	(15,755)
BANK OF AMERICA CORP	2,000.00	8/4/2009	11/29/2010	22,264	32,194	(9,930)
DEVON ENERGY CORP NEW	500	12/20/2007	2/10/2010	32,922	44,640	(11,718)
DOLLAR TREE INC	600	4/7/2009	6/15/2010	37,725	26,653	11,072
GILEAD SCIENCE	500	5/10/2006	11/29/2010	18,185	14,653	3,532
ITT CORP	900	3/20/2008	1/11/2010	45,202	47,861	(2,659)
LOCKHEED MARTIN CORP	385	1/29/2009	11/29/2010	25,850	32,143	(6,293)
METLIFE INCORPORATED	915	6/10/2009	11/29/2010	34,020	30,516	3,504
MONSANTO CO/NEW	525	12/23/2008	11/29/2010	30,498	35,191	(4,693)
NORFOLK SOUTHERN CORP	400	7/16/2007	11/29/2010	23,796	22,975	821
PENNEY J C CO	300	2/27/2007	11/29/2010	9,532	24,800	(15,268)
Total realized losses				<b>315,620</b>	<b>377,469</b>	<b>(61,849)</b>

## JUNE G OUTHWAITE CHARITABLE TRUST

77-6154307

1/3

Realized Capital Gains and Losses for Year Ended 12/31/10

Part IV, Capital Gains and Losses

Morgan Stanley Account #017565

Page 1 of 3

Name	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized Gains
APPLIED MATERIALS INC	1,150	8/9/2010	11/26/2010	14,384	13,790	594
CONS STAPLES SEL SECT SPDR FD	6,600	12/16/2009	1/4/2010	175,617	178,271	(2,654)
COSTCO WHOLESALE CORP NEW	500	1/4/2010	10/6/2010	32,498	29,991	2,507
COSTCO WHOLESALE CORP NEW	100	1/4/2010	11/26/2010	6,629	5,998	631
DIAMOND OFFSHORE DRILLING INC	200	6/18/2010	11/26/2010	13,119	12,709	410
ELECTRONIC ARTS INC	75	12/10/2009	11/26/2010	1,119	1,241	(122)
FIRST SOLAR, INC.	200	8/25/2009	8/9/2010	25,814	25,440	374
FIRST SOLAR, INC.	100	3/26/2010	8/9/2010	12,907	11,749	1,158
GENERAL ELECTRIC CO	775	8/23/2010	11/26/2010	12,136	11,666	470
GENZYME CORP	225	7/28/2009	7/26/2010	14,967	12,300	2,667
GOOGLE INC-CL A	55	7/16/2010	10/15/2010	32,756	25,822	6,934
ILLUMINA INC	1,000	8/24/2009	1/13/2010	39,925	35,439	4,486
ILLUMINA INC	450	9/3/2009	6/17/2010	19,962	15,986	3,976
ILLUMINA INC	150	11/18/2009	6/17/2010	6,654	4,398	2,256
ILLUMINA INC	600	11/18/2009	10/7/2010	29,652	17,592	12,059
INTERNATIONAL GAME TECH	1,550	1/28/2010	11/9/2010	25,263	29,157	(3,894)
INTERNATIONAL GAME TECH	775	1/28/2010	11/26/2010	11,895	14,579	(2,683)
INTL BUSINESS MACHINES CORP	100	9/17/2010	11/26/2010	14,366	13,054	1,312
INTUIT INC	525	1/4/2010	4/26/2010	18,899	16,328	2,571
INTUIT INC	975	1/4/2010	6/29/2010	34,148	30,323	3,826
INTUIT INC	400	1/4/2010	8/20/2010	17,686	12,440	5,246
INTUIT INC	100	1/4/2010	11/26/2010	4,468	3,110	1,358
INTUIT INC	500	1/4/2010	12/20/2010	24,675	15,550	9,125
INVESCO LTD	600	11/19/2009	9/17/2010	12,467	13,445	(977)
LOWES COMPANIES INC	600	6/17/2010	11/26/2010	13,282	13,686	(404)
MEDTRONIC INC	300	10/7/2010	11/26/2010	10,087	10,056	30
MEMC ELECTRONIC MATERIALS INC	1,400	5/12/2009	4/13/2010	22,522	23,227	(705)
MEMC ELECTRONIC MATERIALS INC	100	5/12/2009	4/26/2010	1,609	1,659	(50)
MEMC ELECTRONIC MATERIALS INC	700	9/3/2009	4/26/2010	11,264	11,365	(101)
MEMC ELECTRONIC MATERIALS INC	300	11/25/2009	4/26/2010	4,828	3,690	1,137
MEMC ELECTRONIC MATERIALS INC	2,000	11/25/2009	6/1/2010	21,658	24,603	(2,945)
MERRILL LYNCH SOFTWARE HLDS TR	1,900	12/16/2009	1/4/2010	80,888	78,817	2,070
MICROSOFT CORP	525	6/29/2010	11/26/2010	13,220	12,559	661
NUANCE COMMUNICATIONS INC	450	11/9/2010	11/26/2010	7,977	7,528	449
PEPSICO INC NC	225	1/4/2010	11/26/2010	14,329	13,773	556

POTASH CP OF SASKATCHEWAN INC	300	4/13/2010	8/17/2010	42,027	33,720	8,308
POTASH CP OF SASKATCHEWAN INC	75	4/13/2010	8/30/2010	10,983	8,430	2,553
POTASH CP OF SASKATCHEWAN INC	175	6/1/2010	8/30/2010	25,627	17,265	8,361
PROCTER & GAMBLE	200	1/4/2010	11/26/2010	12,383	12,263	120
SALESFORCE.COM, INC.	550	5/22/2009	3/11/2010	41,176	20,086	21,090
TIFFANY & COMPANY NEW	100	6/17/2010	11/30/2010	6,198	4,374	1,823
VARIAN MEDICAL SYS INC	450	6/18/2009	3/26/2010	24,788	16,660	8,128
VARIAN MEDICAL SYS INC	350	6/18/2009	6/17/2010	18,068	12,958	5,110
ALTERA CP	950	1/7/2009	6/29/2010	23,715	16,000	7,715
ALTERA CP	425	1/7/2009	7/16/2010	11,698	7,158	4,541
ALTERA CP	225	1/7/2009	11/26/2010	7,875	3,789	4,085
ALTERA CP	350	1/7/2009	12/8/2010	13,206	5,895	7,311
ALTERA CP	300	5/22/2009	12/8/2010	11,319	4,756	6,564
APOLLO GROUP INC A	425	7/20/2009	9/17/2010	21,085	28,616	(7,531)
APOLLO GROUP INC A	300	7/20/2009	11/26/2010	10,132	20,200	(10,067)
APOLLO GROUP INC A	25	7/28/2009	11/26/2010	844	1,683	(838)
CATERPILLAR INC	350	1/14/2009	6/29/2010	21,484	13,851	7,633
CATERPILLAR INC	325	1/14/2009	8/2/2010	22,989	12,862	10,127
CATERPILLAR INC	100	1/14/2009	11/26/2010	8,275	3,957	4,318
CELGENE CORP	250	4/27/2009	6/18/2010	13,799	10,298	3,501
CELGENE CORP	150	4/27/2009	11/26/2010	9,064	6,179	2,885
CISCO SYS INC	525	7/24/2008	11/26/2010	10,222	11,530	(1,308)
CISCO SYS INC	100	7/24/2008	11/26/2010	1,948	2,196	(248)
DENTSPLY INTERNATIONAL INC	425	7/24/2008	11/26/2010	13,209	17,030	(3,821)
ELECTRONIC ARTS INC	2,250	1/7/2009	8/9/2010	38,311	40,032	(1,721)
ELECTRONIC ARTS INC	250	1/7/2009	11/26/2010	3,730	4,448	(718)
ELECTRONIC ARTS INC	600	8/25/2009	11/26/2010	8,952	11,381	(2,429)
EXXON MOBIL CORP	200	3/23/2000	11/26/2010	13,754	7,577	6,177
FIRST SOLAR, INC.	150	3/6/2009	7/16/2010	19,243	16,232	3,011
FIRST SOLAR, INC.	150	7/1/2009	7/16/2010	19,243	23,383	(4,139)
FLUOR CORP NEW	350	7/13/2009	11/8/2010	19,407	16,476	2,931
FLUOR CORP NEW	200	7/13/2009	11/26/2010	11,359	9,415	1,944
FLUOR CORP NEW	250	7/13/2009	12/20/2010	15,832	11,769	4,064
GENZYME CORP	125	1/8/2009	6/29/2010	6,460	8,198	(1,738)
GENZYME CORP	475	1/8/2009	7/26/2010	31,598	31,152	445
GENZYME CORP	125	3/24/2009	7/26/2010	8,315	7,196	1,119
GENZYME CORP	325	4/13/2009	7/26/2010	21,619	18,102	3,518
GILEAD SCIENCE	200	4/30/2009	6/29/2010	6,976	9,312	(2,336)
GILEAD SCIENCE	300	4/30/2009	10/22/2010	11,545	13,968	(2,423)
GILEAD SCIENCE	325	4/30/2009	11/26/2010	12,021	15,132	(3,111)
INVESCO LTD	625	11/19/2009	11/26/2010	13,445	14,005	(560)

L-3 COMMUNICATIONS HOLDING INC	200	3/6/2009	11/26/2010	14,301	11,729	2,572
LABORATORY CP AMER HLDGS NEW	450	1/8/2009	6/17/2010	35,989	27,167	8,822
LABORATORY CP AMER HLDGS NEW	125	1/8/2009	11/26/2010	10,048	7,547	2,502
LABORATORY CP AMER HLDGS NEW	175	1/8/2009	12/20/2010	15,348	10,565	4,783
LABORATORY CP AMER HLDGS NEW	50	5/22/2009	12/20/2010	4,385	3,044	1,341
MEMC ELECTRONIC MATERIALS INC	750	12/31/2008	3/26/2010	10,836	10,869	(33)
MEMC ELECTRONIC MATERIALS INC	750	12/31/2008	4/13/2010	12,065	10,869	1,196
NETAPP INC COM	725	7/9/2009	7/16/2010	29,207	13,753	15,454
NETAPP INC COM	300	7/9/2009	9/17/2010	14,523	5,691	8,832
NETAPP INC COM	600	7/9/2009	11/4/2010	32,904	11,382	21,522
ORACLE CORP	151	7/9/2004	9/17/2010	4,047	1,676	2,370
ORACLE CORP	699	7/9/2004	9/17/2010	18,732	7,759	10,973
ORACLE CORP	150	7/9/2004	11/26/2010	4,083	1,665	2,418
ORACLE CORP	225	8/24/2005	11/26/2010	6,125	2,957	3,168
QUALCOMM INC	325	1/14/2009	9/17/2010	13,683	11,071	2,612
QUALCOMM INC	325	1/14/2009	11/26/2010	15,410	11,071	4,339
STRYKER CORP	250	10/28/2005	3/26/2010	14,091	10,418	3,672
STRYKER CORP	650	10/28/2005	6/18/2010	33,611	27,088	6,524
STRYKER CORP	200	10/28/2005	11/26/2010	10,204	8,335	1,869
TIFFANY & COMPANY NEW	500	6/18/2009	10/22/2010	25,122	12,781	12,341
TIFFANY & COMPANY NEW	150	6/18/2009	11/26/2010	9,036	3,834	5,201
TIFFANY & COMPANY NEW	250	6/18/2009	11/30/2010	15,494	6,390	9,104
VARIAN MEDICAL SYS INC	150	6/18/2009	10/7/2010	9,244	5,553	3,690
VARIAN MEDICAL SYS INC	375	7/29/2009	10/7/2010	23,109	13,560	9,550

Total realized gains

<b>1,829,195</b>	<b>1,537,649</b>	<b>291,546</b>
------------------	------------------	----------------



## JUNE G OUTHWAITE CHARITABLE TRUST

77-6154307

Realized Capital Gains and Losses for Year Ended 12/31/10

Part IV, Capital Gains and Losses

Morgan Stanley Account #022726

Page 1 of 8

Name	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized Gain/Los
ABERCROMBIE & FITCH CO	108	4/6/2010	5/28/2010	3,826	5,152	(1,326)
ADOBE SYSTEMS	84	11/3/2010	11/29/2010	2,359	2,414	(56)
ALBERTO CULVER CO NEW	158	7/27/2010	10/25/2010	5,906	4,870	1,037
ALPHA NATURAL RESOURCES INC	57	10/19/2010	11/29/2010	2,849	2,543	306
ANNALY CAPITAL MNGMT INC	265	8/24/2010	10/21/2010	4,830	4,652	179
ARCH CAPITAL GROUP LTD	74	4/28/2009	1/29/2010	5,306	4,268	1,038
ATLAS ENERGY INC COM	153	10/27/2009	2/12/2010	4,614	4,399	215
AVALONBAY COMM INC	67	12/30/2009	5/25/2010	6,363	5,656	707
BIOGEN IDEC INC	58	1/25/2010	11/29/2010	3,712	3,054	658
BIOGEN IDEC INC	4	3/17/2010	11/29/2010	256	238	18
BJ'S WHOLESALE CLUB	123	9/24/2009	5/5/2010	4,705	4,420	285
BMC SOFTWARE	62	4/29/2010	11/29/2010	2,737	2,482	255
CAMDEN PROPERTY TRUST	100	5/14/2010	7/1/2010	3,999	5,118	(1,119)
CAMERON INTNL CORP	69	10/26/2010	11/29/2010	3,299	3,062	237
CBS CORP NEW CL B SHRS	243	9/16/2009	5/17/2010	3,707	3,108	599
CBS CORP NEW CL B SHRS	103	9/16/2009	8/26/2010	1,398	1,317	81
CBS CORP NEW CL B SHRS	168	11/10/2009	8/26/2010	2,281	2,200	81
CBS CORP NEW CL B SHRS	74	2/11/2010	11/29/2010	1,200	957	243
CELANESE CORP SERIES A COM STK	69	4/28/2010	11/2/2010	2,503	2,248	255
CELANESE CORP SERIES A COM STK	50	4/28/2010	11/29/2010	1,807	1,629	178
CF INDUSTRIES HOLDINGS,INC	47	6/28/2010	9/14/2010	4,556	3,130	1,426
CF INDUSTRIES HOLDINGS,INC	23	6/28/2010	10/20/2010	2,644	1,532	1,113
CF INDUSTRIES HOLDINGS,INC	10	8/13/2010	10/20/2010	1,150	842	308
CF INDUSTRIES HOLDINGS,INC	5	8/13/2010	11/2/2010	612	421	191
CF INDUSTRIES HOLDINGS,INC	30	9/1/2010	11/2/2010	3,669	2,755	914
CHECK POINT SOFTWARE TECH LTD	53	8/26/2010	11/29/2010	2,262	1,847	415
CLEARWIRE CORP CLASS A	210	1/6/2010	11/29/2010	1,451	1,561	(110)
CLIFFS NATURAL RESOURCES INC	34	7/24/2009	3/11/2010	2,044	927	1,117
CLIFFS NATURAL RESOURCES INC	77	9/14/2009	3/11/2010	4,630	2,291	2,339

CLIFFS NATURAL RESOURCES INC	12	9/14/2009	4/29/2010	769	357	412
CLIFFS NATURAL RESOURCES INC	84	12/4/2009	4/29/2010	5,385	3,607	1,779
CLIFFS NATURAL RESOURCES INC	46	2/23/2010	4/29/2010	2,949	2,455	494
CLIFFS NATURAL RESOURCES INC	34	6/2/2010	11/29/2010	2,328	1,839	489
COMERICA INC	77	9/29/2009	4/27/2010	3,281	2,309	972
COMMSCOPE INC	76	8/5/2009	5/5/2010	2,346	1,952	394
COMMSCOPE INC	35	8/5/2009	6/14/2010	907	899	8
COMMSCOPE INC	89	9/11/2009	6/14/2010	2,307	2,638	(331)
COMMSCOPE INC	81	10/14/2009	6/14/2010	2,099	2,366	(267)
CONAGRA FOODS INC	123	5/13/2010	11/29/2010	2,659	3,056	(397)
CONCHO RES INC	119	11/2/2009	5/11/2010	6,450	4,478	1,972
CORE LABORATORIES N V	44	8/13/2009	1/15/2010	5,449	4,088	1,361
CORRECTIONS CORP OF AMER NEW	185	10/14/2009	1/27/2010	3,586	4,441	(855)
CUMMINS INC	35	6/29/2009	5/10/2010	2,490	1,275	1,215
CUMMINS INC	67	6/29/2009	6/18/2010	5,002	2,441	2,562
DEL MONTE FOODS COMPANY	386	10/7/2010	11/26/2010	7,237	5,192	2,046
DIGITAL REALTY TRUST INC	54	10/6/2009	6/9/2010	3,292	2,455	836
DIGITAL REALTY TRUST INC	59	3/23/2010	11/19/2010	3,014	3,266	(252)
DOUGLAS EMMETT INC	92	5/12/2010	11/29/2010	1,536	1,540	(4)
DRILL-QUIP INC	61	2/23/2010	6/2/2010	2,561	3,408	(846)
ENERGIZER HLDGS INC	27	11/23/2010	11/29/2010	1,846	1,860	(13)
EQUIFAX INC	138	3/26/2010	9/13/2010	4,161	4,978	(817)
EQUITY RESIDENTAL	37	10/28/2010	11/29/2010	1,831	1,800	31
ESSEX PROPERTY TRUST INC	60	1/4/2010	5/11/2010	6,610	4,942	1,668
EXCO RESOURCES INC	213	12/21/2009	3/24/2010	3,956	4,598	(642)
FEDL RLTY INVT TRUST S B I	74	3/17/2009	1/4/2010	4,925	3,219	1,706
FIFTH 3RD BANCORP OHIO	235	1/29/2010	5/12/2010	3,475	2,915	560
FIFTH 3RD BANCORP OHIO	158	1/29/2010	11/29/2010	1,880	1,960	(80)
FIRST HORIZON NATL CORP	0	11/18/2009	1/1/2010	5	-	5
FIRST HORIZON NATL CORP	0	11/18/2009	4/1/2010	5	-	5
FIRST HORIZON NATL CORP	0	11/18/2009	7/1/2010	9	-	9
FIRST HORIZON NATL CORP	0	11/18/2009	10/1/2010	2	-	2
FLUOR CORP NEW	100	5/5/2010	5/24/2010	4,590	5,094	(504)
FMC CORP NEW	55	9/9/2009	6/18/2010	3,434	2,833	602
FMC CORP NEW	27	9/9/2009	8/18/2010	1,686	1,391	296
FMC CORP NEW	52	10/8/2009	8/18/2010	3,247	2,840	407
FOREST OIL CP 0.01	114	1/15/2010	11/29/2010	3,918	3,094	825
FOSSIL INC	136	2/8/2010	10/15/2010	7,380	4,416	2,964
GUESS INC	71	3/17/2010	11/22/2010	3,191	3,300	(109)

GUESS INC	37	3/17/2010	11/29/2010	1,790	1,720	71
GUESS INC	4	5/27/2010	11/29/2010	194	152	42
H J HEINZ CO	41	8/19/2010	11/29/2010	1,972	1,907	65
HANESBRANDS INC	77	6/30/2010	11/29/2010	2,114	1,860	254
HANESBRANDS INC	111	6/30/2010	12/9/2010	2,911	2,682	229
HANSEN NATURAL CORP	50	5/19/2010	11/29/2010	2,660	1,989	671
HARLEY DAVIDSON INC	75	11/23/2009	7/12/2010	1,782	2,149	(368)
HARLEY DAVIDSON INC	79	11/23/2009	8/12/2010	2,022	2,264	(243)
HARLEY DAVIDSON INC	118	12/10/2009	8/12/2010	3,019	3,242	(222)
HELMERICH & PAYNE	49	6/3/2010	11/29/2010	2,208	1,942	266
HELMERICH & PAYNE	73	6/3/2010	11/30/2010	3,308	2,893	414
HOLOGIC INC	88	3/16/2010	11/29/2010	1,440	1,715	(275)
HORMEL FOODS CORPORATION	116	5/21/2010	9/2/2010	5,065	4,622	443
HOST HOTEL & RESORTS INC	234	9/11/2009	4/16/2010	3,461	2,434	1,027
HOST HOTEL & RESORTS INC	182	9/11/2009	5/20/2010	2,487	1,893	594
HOST HOTEL & RESORTS INC	246	12/30/2009	5/20/2010	3,361	2,929	432
HOST HOTEL & RESORTS INC	168	5/24/2010	11/29/2010	2,727	2,375	352
HUNTSMAN CORP	344	9/25/2009	1/15/2010	4,230	3,078	1,151
HUNTSMAN CORP	142	9/25/2009	3/4/2010	1,900	1,271	629
HUNTSMAN CORP	68	11/10/2009	3/4/2010	910	566	344
HUNTSMAN CORP	189	11/10/2009	3/30/2010	2,318	1,574	744
HUNTSMAN CORP	123	11/10/2009	4/28/2010	1,384	1,024	360
HUNTSMAN CORP	287	1/27/2010	4/28/2010	3,230	3,590	(360)
HUNTSMAN CORP	285	9/28/2010	11/29/2010	4,061	3,284	777
IAC INTERACTIVECORP COM	141	7/13/2009	3/2/2010	3,260	2,274	986
IAC INTERACTIVECORP COM	208	10/19/2009	8/12/2010	5,011	3,966	1,045
INTERCONTINENTALEXCHANGE, INC	46	9/14/2010	11/5/2010	5,354	4,927	428
INTERNATIONAL PAPER CO	187	10/16/2009	9/3/2010	4,242	4,536	(294)
JETBLUE AIRWAYS CORP	297	5/10/2010	11/29/2010	2,023	1,674	348
JOHNSON CONTROLS INCORPORATED	44	3/31/2009	2/3/2010	1,309	524	786
KEY ENERGY SVC INC	508	5/6/2010	10/27/2010	5,082	5,078	4
KINETIC CONCEPTS INC	76	5/6/2010	11/29/2010	2,991	3,082	(91)
LAZARD CLA A COM STK	55	6/8/2010	11/29/2010	1,982	1,705	277
LEAR CORP	48	8/12/2010	11/29/2010	4,231	3,732	499
LEGG MASON INC	62	11/2/2010	11/29/2010	2,018	1,968	50
LINCOLN NTL CORP IND	179	1/15/2010	8/27/2010	4,138	4,809	(671)
MARSHALL & ILSLEY CORP NEW	323	2/8/2010	4/27/2010	3,074	2,062	1,012
MARSHALL & ILSLEY CORP NEW	369	2/8/2010	8/23/2010	2,348	2,356	(7)
MCAFFEE INC	144	7/8/2010	8/19/2010	6,806	4,586	2,220
MFA FINANCIAL INC	219	6/24/2010	11/29/2010	1,783	1,650	132
MOLSON COORS BREWING CO	82	7/8/2009	6/2/2010	3,391	3,530	(139)
MOLSON COORS BREWING CO	63	10/2/2009	6/2/2010	2,606	3,006	(400)

NBTY INC	130	5/5/2010	7/15/2010	6,984	5,119	1,864
NORTHEAST UTILITIES	84	1/21/2010	11/29/2010	2,598	2,189	409
NV ENERGY INC COM	403	11/3/2009	1/21/2010	4,955	4,543	412
NV ENERGY INC COM	181	6/16/2010	11/29/2010	2,460	2,272	188
OCEANEERING INTL INC	82	4/16/2010	5/28/2010	3,799	5,223	(1,424)
OIL STATES INTL INC	83	9/10/2009	1/15/2010	3,345	2,626	719
OIL STATES INTL INC	54	9/10/2009	2/9/2010	1,890	1,708	182
OIL STATES INTL INC	73	10/12/2009	2/9/2010	2,555	2,682	(126)
OWENS ILLINOIS COM NEW	47	8/23/2010	11/29/2010	1,266	1,259	6
PACTIV CORP	152	7/30/2009	6/30/2010	4,273	3,923	349
PARAMETRIC TECH CORP NEW	304	6/23/2009	5/5/2010	5,457	3,620	1,838
PARAMETRIC TECH CORP NEW	180	7/30/2009	5/5/2010	3,231	2,333	899
PARAMETRIC TECH CORP NEW	99	6/14/2010	11/29/2010	2,124	1,609	515
PENN NATIONAL GAMING	183	3/26/2010	7/20/2010	4,230	5,052	(823)
PENNEY J C CO	86	10/6/2009	7/2/2010	1,815	3,015	(1,200)
PENNEY J C CO	111	3/1/2010	7/2/2010	2,342	3,095	(753)
PINNACLE WEST CAPITAL CORP	41	5/20/2010	11/29/2010	1,644	1,465	178
POLYCOM INC	57	11/16/2010	11/29/2010	2,087	2,009	78
PROGRESS ENERGY INC	35	7/1/2010	11/29/2010	1,527	1,367	160
QEP RESOURCES INC	41	1/21/2010	11/29/2010	1,424	1,253	171
QEP RESOURCES INC	70	1/25/2010	11/29/2010	2,432	2,082	350
QLOGIC CORP	247	12/16/2009	3/12/2010	4,905	4,606	299
QUESTAR CORP	106	1/6/2010	4/22/2010	5,252	4,726	526
QUESTAR CORP	27	1/21/2010	4/22/2010	1,338	1,225	113
QUESTAR CORP	41	1/21/2010	7/6/2010	628	606	22
QUESTAR CORP	100	1/25/2010	7/6/2010	1,532	1,438	94
RANGE RESOURCES CORP	7	1/19/2010	10/6/2010	267	372	(105)
RANGE RESOURCES CORP	54	1/19/2010	10/13/2010	1,957	2,867	(910)
RANGE RESOURCES CORP	26	2/24/2010	10/13/2010	942	1,304	(362)
RANGE RESOURCES CORP	42	2/24/2010	11/29/2010	1,767	2,106	(339)
RANGE RESOURCES CORP	26	5/13/2010	11/29/2010	1,094	1,277	(183)
RANGE RESOURCES CORP	36	5/13/2010	12/10/2010	1,525	1,768	(243)
RANGE RESOURCES CORP	2	8/27/2010	12/10/2010	85	68	17
RAYMOND JAMES FINCL INC	179	10/30/2009	4/7/2010	5,043	4,295	748
SAFEWAY INC COM NEW	188	2/26/2010	8/20/2010	3,709	4,683	(974)
SAFEWAY INC COM NEW	143	3/19/2010	8/20/2010	2,821	3,479	(657)
SEMPRA ENERGY	33	6/30/2010	11/29/2010	1,639	1,560	79
SHERWIN WILLIAMS COMPANY OHIO	65	4/28/2010	10/26/2010	4,643	5,163	(520)
STARWOOD HTLS & RSTS WW INC	167	5/1/2009	2/16/2010	6,204	3,389	2,815
STEEL DYNAMICS INC	175	2/22/2010	11/29/2010	2,728	2,952	(223)
STEEL DYNAMICS INC	104	2/22/2010	12/13/2010	1,771	1,754	17
STEEL DYNAMICS INC	90	11/12/2010	12/13/2010	1,532	1,434	99

TEMPLE INLAND INC	89	9/16/2010	11/29/2010	1,873	1,774	99
TERRA INDUSTRIES INCORPORATED	141	3/18/2009	2/19/2010	5,816	3,810	2,006
TEXTRON INC	96	10/28/2010	11/29/2010	2,119	1,986	133
TRW AUTOMOTIVE HOLDING CORP	58	4/7/2010	11/29/2010	2,704	1,788	916
UNITED STS STL CP (NEW)	90	8/7/2009	1/13/2010	5,671	4,071	1,600
UNITED STS STL CP (NEW)	3	8/17/2009	1/13/2010	189	129	60
UNITED STS STL CP (NEW)	100	8/17/2009	1/25/2010	5,660	4,294	1,366
UNITED STS STL CP (NEW)	85	3/8/2010	6/24/2010	3,617	5,188	(1,571)
URBAN OUTFITTERS INC	177	5/5/2009	3/17/2010	6,375	3,710	2,664
URBAN OUTFITTERS INC	60	10/8/2010	11/29/2010	2,282	1,888	394
VENTAS INC	60	7/6/2010	11/29/2010	3,065	2,823	241
VULCAN MATERIALS CO	54	8/3/2009	6/30/2010	2,399	2,602	(202)
WASHINGTON POST COMPANY CL B	4	4/28/2010	11/29/2010	1,529	2,074	(545)
WASHINGTON POST COMPANY CL B	2	4/28/2010	12/9/2010	799	1,037	(238)
WASHINGTON POST COMPANY CL B	7	5/6/2010	12/9/2010	2,797	3,501	(704)
WEATHERFORD INTERNATIONAL LTD	192	3/1/2010	11/29/2010	3,826	3,186	641
WHITING PETROLEUM CORP	51	6/15/2009	5/10/2010	4,247	2,157	2,090
WHITING PETROLEUM CORP	39	6/15/2009	5/19/2010	3,060	1,649	1,411
WHITING PETROLEUM CORP	56	7/20/2009	7/8/2010	4,408	2,213	2,194
AETNA INC (NEW)(CT)	99	7/15/2009	11/29/2010	2,949	2,587	362
ALEXANDRIA REAL ESTATE EQ INC	28	3/19/2009	11/29/2010	1,885	1,047	838
AMPHENOL CORP NEW CL A	42	12/16/2008	11/29/2010	2,105	921	1,184
ARCH CAPITAL GROUP LTD	19	11/3/2008	1/29/2010	1,362	1,281	81
BE AEROSPACE INC	89	8/28/2009	11/2/2010	3,259	1,632	1,627
BE AEROSPACE INC	46	8/28/2009	11/29/2010	1,609	843	766
BERKLEY W R CORP	127	9/9/2008	11/2/2010	3,484	2,974	509
BERKLEY W R CORP	116	9/9/2008	11/29/2010	3,124	2,717	407
BIOGEN IDEC INC	56	4/1/2009	11/22/2010	3,630	2,877	753
BIOGEN IDEC INC	6	4/1/2009	11/29/2010	384	308	76
BOSTON PROPERTIES INC	41	4/17/2009	10/26/2010	3,694	1,902	1,792
BOSTON PROPERTIES INC	31	4/17/2009	11/29/2010	2,580	1,438	1,142
C R BARD INC NJ	31	8/6/2009	11/29/2010	2,634	2,286	347
CBS CORP NEW CL B SHRS	81	11/10/2009	11/29/2010	1,314	1,061	253
CENTURYLINK INC	98	5/9/2008	11/29/2010	4,153	3,122	1,031
CLOROX CO DE	41	2/15/2007	1/27/2010	2,431	2,737	(306)
CLOROX CO DE	33	2/27/2007	1/27/2010	1,956	2,090	(134)
CLOROX CO DE	29	4/30/2007	1/27/2010	1,719	1,952	(233)

CMS ENERGY CP	1	6/23/2005	11/29/2010	18	15	3
CMS ENERGY CP	66	6/8/2006	11/29/2010	1,171	849	322
CMS ENERGY CP	54	1/11/2007	11/29/2010	958	873	86
CMS ENERGY CP	70	8/18/2009	11/29/2010	1,242	916	327
COMERICA INC	60	9/29/2009	11/29/2010	2,208	1,799	409
COMMSCOPE INC	39	7/21/2008	5/5/2010	1,204	1,956	(752)
COOPER INDUSTRIES PLC CL A	8	6/28/2006	11/29/2010	430	351	79
COOPER INDUSTRIES PLC CL A	51	1/11/2007	11/29/2010	2,744	2,320	424
DIGITAL REALTY TRUST INC	41	10/6/2009	11/19/2010	2,094	1,864	230
DISH NETWORK CORP CLASS A	59	2/2/2009	5/13/2010	1,303	771	533
DISH NETWORK CORP CLASS A	83	3/27/2009	5/13/2010	1,834	979	854
DISH NETWORK CORP CLASS A	193	3/27/2009	11/29/2010	3,557	2,277	1,280
DPL INC	49	1/11/2007	10/20/2010	1,340	1,378	(38)
DPL INC	87	1/25/2007	10/20/2010	2,379	2,483	(104)
DPL INC	101	1/25/2007	11/23/2010	2,582	2,882	(300)
DRILL-QUIP INC	48	5/6/2008	4/29/2010	3,136	2,831	304
DRILL-QUIP INC	10	5/6/2008	6/2/2010	420	590	(170)
DRILL-QUIP INC	60	5/22/2008	6/2/2010	2,519	3,696	(1,177)
EATON CORPORATION	57	6/22/2007	9/21/2010	4,677	5,295	(618)
EATON CORPORATION	20	8/22/2007	9/21/2010	1,641	1,862	(221)
EATON CORPORATION	5	8/28/2009	9/21/2010	410	274	136
EATON CORPORATION	30	8/28/2009	11/12/2010	2,808	1,645	1,163
EATON CORPORATION	29	8/28/2009	11/29/2010	2,777	1,591	1,186
EDISON INTERNATIONAL	20	1/11/2007	11/29/2010	736	864	(128)
EDISON INTERNATIONAL	30	2/12/2007	11/29/2010	1,104	1,393	(289)
EDISON INTERNATIONAL	38	2/27/2007	11/29/2010	1,399	1,773	(374)
EDWARD LIFESCIENCES CORP	36	10/24/2007	1/25/2010	3,306	1,735	1,571
EDWARD LIFESCIENCES CORP	57	10/24/2007	3/1/2010	5,327	2,747	2,581
EVEREST RE GROUP LTD	23	6/23/2005	11/29/2010	1,901	2,094	(193)
EVEREST RE GROUP LTD	27	1/11/2007	11/29/2010	2,232	2,655	(424)
FIRST HORIZON NATL CORP	122	11/18/2009	11/29/2010	1,182	1,456	(274)
FIRST HORIZON NATL CORP	259	11/18/2009	12/17/2010	2,844	3,091	(247)
FIRSTENERGY CORP	16	3/27/2007	10/6/2010	617	1,056	(439)
FIRSTENERGY CORP	62	4/20/2007	10/6/2010	2,389	4,246	(1,856)
GENWORTH FINANCIAL INC CL A	144	11/16/2009	11/29/2010	1,665	1,650	15
HARTFORD FIN SERS GRP INC	134	7/24/2009	11/29/2010	3,012	1,951	1,062
IAC INTERACTIVECORP COM	78	7/13/2009	8/12/2010	1,879	1,258	621
INVESCO LTD	166	5/13/2009	11/29/2010	3,563	2,489	1,074
JANUS CAPITAL GROUP INC	117	5/13/2009	11/29/2010	1,233	1,092	141
JOHNSON CONTROLS INCORPORATED	23	6/26/2007	2/3/2010	684	871	(187)
JOHNSON CONTROLS INCORPORATED	39	7/27/2007	2/3/2010	1,161	1,437	(276)

## JOHNSON CONTROLS

INCORPORATED	154	3/31/2009	4/7/2010	4,990	1,833	3,157
KANSAS CY SOUTHN IND NEW	70	10/1/2009	11/29/2010	3,312	1,829	1,483
KINETIC CONCEPTS INC	35	6/9/2008	3/30/2010	1,684	1,547	137
KINETIC CONCEPTS INC	95	6/12/2008	3/30/2010	4,570	4,028	543
LIBERTY MEDIA HLDG SR A INTER	253	9/1/2009	11/29/2010	3,916	2,374	1,542
M&T BANK CORP	25	6/29/2009	11/29/2010	1,908	1,286	622
MARSH & MCLENNAN COS INC	60	10/17/2008	8/18/2010	1,431	1,558	(127)
MARSH & MCLENNAN COS INC	81	3/16/2009	8/18/2010	1,933	1,574	359
MARSH & MCLENNAN COS INC	77	3/16/2009	11/29/2010	1,909	1,496	413
NEWELL RUBBERMAID INC	177	12/27/2007	11/29/2010	3,002	4,624	(1,622)
NEWELL RUBBERMAID INC	30	8/17/2009	11/29/2010	509	398	110
NEWFIELD EXPL CO	49	8/14/2008	2/24/2010	2,398	2,174	224
NEWFIELD EXPL CO	29	9/4/2008	2/24/2010	1,419	1,182	238
NEWFIELD EXPL CO	53	9/4/2008	3/24/2010	2,675	2,160	516
NEWFIELD EXPL CO	79	9/4/2008	11/29/2010	5,234	3,219	2,015
NEWFIELD EXPL CO	26	6/29/2009	11/29/2010	1,722	839	884
NVR INCORPORATED NEW	3	8/13/2008	11/29/2010	1,860	1,688	172
ON SEMICONDUCTOR CORP	326	7/15/2009	11/29/2010	2,637	2,399	238
PARKER HANNIFIN CORP	41	11/2/2007	11/12/2010	3,243	3,199	44
PARKER HANNIFIN CORP	20	11/2/2007	11/29/2010	1,599	1,560	38
PARKER HANNIFIN CORP	17	5/19/2009	11/29/2010	1,359	771	588
PENNEY J C CO	88	5/7/2009	7/2/2010	1,857	2,671	(814)
PENTAIR INC	94	10/6/2009	11/29/2010	3,039	2,778	261
PPL CORPORATION	97	6/23/2005	11/29/2010	2,455	2,889	(434)
PRINCIPAL FINL GROUP INC	189	5/6/2009	11/29/2010	5,156	3,854	1,301
PRINCIPAL FINL GROUP INC	5	10/1/2009	11/29/2010	136	131	5
PROGRESSIVE CORP OHIO	78	7/10/2008	3/10/2010	1,329	1,474	(145)
PROGRESSIVE CORP OHIO	122	9/4/2008	3/10/2010	2,079	2,235	(156)
PROGRESSIVE CORP OHIO	93	9/4/2008	11/29/2010	1,899	1,704	195
PROGRESSIVE CORP OHIO	196	9/4/2008	12/13/2010	4,113	3,591	522
RANGE RESOURCES CORP	47	12/31/2008	6/25/2010	2,032	1,616	417
RANGE RESOURCES CORP	76	12/31/2008	10/6/2010	2,898	2,613	285
REPUBLIC SERVICES INC	32	2/19/2008	11/29/2010	894	755	139
REPUBLIC SERVICES INC	31	4/4/2008	11/29/2010	866	753	113
RYDER SYSTEMS INC	33	8/7/2009	11/29/2010	1,438	1,266	172
SCANA CORP NEW	90	10/15/2009	11/29/2010	3,656	3,162	494
SLM CORPORATION	18	8/22/2008	11/29/2010	207	249	(41)
SLM CORPORATION	205	8/4/2009	11/29/2010	2,360	1,788	572
SMUCKER JM CO COM NEW	55	4/20/2009	11/29/2010	3,441	2,116	1,325
SNAP-ON INC	106	4/28/2009	8/19/2010	4,415	3,421	994
SPRINT NEXTEL CORP	515	5/28/2009	7/26/2010	2,434	2,532	(99)
SPRINT NEXTEL CORP	703	5/28/2009	11/29/2010	2,721	3,457	(736)

8/8

SPRINT NEXTEL CORP	111	10/14/2009	11/29/2010	430	387	43
SUNTRUST BKS	123	6/2/2009	11/29/2010	2,900	1,858	1,042
TERADYNE INC	489	8/5/2009	9/3/2010	4,859	4,075	783
TJX COS INC NEW	166	6/30/2008	3/2/2010	6,828	5,246	1,582
VULCAN MATERIALS CO	25	5/19/2009	6/30/2010	1,111	1,098	13
WHITING PETROLEUM CORP	19	6/15/2009	7/8/2010	1,495	803	692
XCEL ENERGY INC	181	8/18/2009	11/29/2010	4,215	3,486	729
XL GROUP PLC NEW	133	7/24/2009	11/29/2010	2,616	1,807	809

Total realized gains

<b>762,083</b>	<b>663,080</b>	<b>99,003</b>
----------------	----------------	---------------



JUNE G OUTHWAITE CHARITABLE TRUST

77-6154307

Realized Capital Gains and Losses for Year Ended 12/31/10

Part IV, Capital Gains and Losses

Morgan Stanley Account #023514

Page 1 of 1

Name	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized Gain/Loss
ISHARES BARCLAYS TIPS BD FD	1,840	4/28/2006	11/29/2010	200,634	182,840	17,794
PIMCO COMM REAL RET STRAT INST	28,902	8/28/2006	11/29/2010	250,000	430,347	-180,347
Total realized losses				<b>450,634</b>	<b>613,187</b>	<b>-162,553</b>

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No 1545 1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns*

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	JUNE G. OUTHWAITE CHARITABLE TRUST JS POUCHER, KL ENGLERT & CM COONEY CO-TR	77-6154307
	Number, street, and room or suite number. If a P.O. box, see instructions.	
	1206 COAST VILLAGE CIRCLE, SUITE #A	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	SANTA BARBARA, CA 93108-2710	

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► KENT L. ENGLERT, CO-TRUSTEE

Telephone No ► 805 695 8355 FAX No ► 805 695 8366

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 11, to file the exempt organization return for the organization named above.

The extension is for the organization's return for

- ☒ calendar year 20 10 or  
► ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return  
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	9,759.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	3,759.
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	6,000.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

**BAA For Paperwork Reduction Act Notice, see Instructions.**

Form 8868 (Rev. 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print	Name of exempt organization	Employer identification number
	JUNE G. OUTHWAITE CHARITABLE TRUST JS POUCHER, KL ENGLERT & CM COONEY CO-TR	77-6154307
	Number, street, and room or suite number If a P O box, see instructions	
File by the extended due date for filing the return See instructions	1206 COAST VILLAGE CIRCLE, SUITE #A	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
SANTA BARBARA, CA 93108-2710		

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in care of KENT L. ENGLERT, CO-TRUSTEE  
Telephone No 805 695 8355 FAX No 805 695 8366
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15, 2011

5 For calendar year 2010, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME TO FILE IS NEEDED TO COMPLETE THE FINAL TAX RETURN PREPARATION AND REVIEW.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a \$	3,761.
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	7,600.
8c <b>Balance due.</b> Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$	0.

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature BAA Title CO-TRUSTEE Date \_\_\_\_\_

FIFZ0502L 11/15/10

Form 8868 (Rev 1-2011)