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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

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

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

Name of foundation: D.R. & VIRGINIA PULLIAM CHARITABLE TRUST

A Employer identification number: 84-6245618

Number and street (or P O box number if mail is not delivered to street address): 100 FEDERAL STREET, 37TH FLOOR

Room/suite:

B Telephone number (see page 10 of the instructions): ( ) -

City or town, state, and ZIP code: BOSTON, MA 02110

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 5,989,333.

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	211,205.	211,205.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	229,595.			
	b Gross sales price for all assets on line 6a 3,715,712.				
	7 Capital gain net income (from Part IV, line 2)		229,595.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total** Add lines 1 through 11	440,800.	440,800.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 1	83,540.	62,656.		20,886.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 2	3,165.	3,165.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 3	882.	662.		221.
	24 **Total operating and administrative expenses** Add lines 13 through 23	87,587.	66,483.		21,107.
	25 Contributions, gifts, grants paid	268,286.			268,286.
	26 **Total expenses and disbursements** Add lines 24 and 25	355,873.	66,483.		289,393.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	84,927.			
	b **Net investment income** (if negative, enter -0-)		374,317.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (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	529,172.	120,455.	120,455.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) STMT 4	797,753.	4,580,725.	4,850,370.
	c Investments - corporate bonds (attach schedule) STMT 7	4,230,488.	954,173.	1,018,508.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ STMT 8)	2,080.		
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	5,559,493.	5,655,353.	5,989,333.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	5,559,493.	5,655,353.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	5,559,493.	5,655,353.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,559,493.	5,655,353.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,559,493.
2	Enter amount from Part I, line 27a	2	84,927.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	13,013.
4	Add lines 1, 2, and 3	4	5,657,433.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	2,080.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,655,353.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	229,595.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	278,152.	5,093,461.	0.05460962595
2008	291,161.	6,015,186.	0.04840432199
2007	368,402.	6,826,080.	0.05396977475
2006	269,425.	7,355,471.	0.03662919750
2005			

2 **Total** of line 1, column (d)	2	0.19361292019
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	0.04840323005
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,723,455.
5 Multiply line 4 by line 3	5	277,034.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,743.
7 Add lines 5 and 6	7	280,777.
8 Enter qualifying distributions from Part XII, line 4	8	289,393.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	3,743.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	3,743.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	3,743.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 1,752.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,752.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,991.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 11			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ATLANTIC TRUST COMPANY Telephone no ▶ (702)765-3664

Located at ▶ 100 FEDERAL STREET, 37TH FL, BOSTON, MA ZIP + 4 ▶ 02110

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ________ , ________ , ________ , ________				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________ , ________ , ________ , ________				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*	☐ Yes ☐ No			
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? *If "Yes" to 6b, file Form 8870*		6b		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions)

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
		-0-	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,810,614.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	5,810,614.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,810,614.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	87,159.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,723,455.
6	**Minimum investment return.** Enter 5% of line 5	6	286,173.

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	286,173.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,743.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,743.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	282,430.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	282,430.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	282,430.

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes.		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	289,393.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	289,393.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	3,743.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	285,650.

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

84-6245618

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				282,430.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			220,428.	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2010				
a From 2005 ..... NONE				
b From 2006 ..... NONE				
c From 2007 ..... NONE				
d From 2008 ..... NONE				
e From 2009 ..... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 289,393.				
a Applied to 2009, but not more than line 2a			220,428.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				68,965.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				213,465.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2011** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2006 ... NONE				
b Excess from 2007 ... NONE				
c Excess from 2008 ... NONE				
d Excess from 2009 ... NONE				
e Excess from 2010 ... NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 14				
Total . . . . . ▶ 3a				268,286.
b *Approved for future payment*				
Total . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	211,205.	
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	229,595.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				440,800.	

13 **Total** Add line 12, columns (b), (d), and (e) . . . 13 440,800.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee | Date 05/12/2011 | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SHERRY L WATSON	Sherry L. Watson	05/12/2011		P00408289

Firm's name ▶ MARSHALL & ILSLEY TRUST COMPANY NA — Firm's EIN ▶ 39-1186267

Firm's address ▶ 11270 WEST PARK PLACE MILWAUKEE, WI 53224 — Phone no 414-815-3500

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					16,159.	
		260. AT&T INC PROPERTY TYPE: SECURITIES					07/17/2009	03/24/2010
6,819.00		6,207.00					612.00	
		30. ADVANCE AUTO PTS INC COM PROPERTY TYPE: SECURITIES					07/17/2009	05/21/2010
1,467.00		1,358.00					109.00	
		80. ADVANCE AUTO PTS INC COM PROPERTY TYPE: SECURITIES					VAR	05/21/2010
3,911.00		2,605.00					1,306.00	
		85. ADVANCE AUTO PTS INC COM PROPERTY TYPE: SECURITIES					07/17/2009	07/08/2010
4,274.00		3,847.00					427.00	
		115. ADVANCE AUTO PTS INC COM PROPERTY TYPE: SECURITIES					09/14/2009	10/28/2010
7,302.00		4,526.00					2,776.00	
		145. AETNA INC-NEW PROPERTY TYPE: SECURITIES					VAR	01/12/2010
4,448.00		6,381.00					-1,933.00	
		95. ANADARKO PETROLEUM CORP PROPERTY TYPE: SECURITIES					VAR	07/13/2010
4,456.00		6,125.00					-1,669.00	
		100. ANADARKO PETROLEUM CORP PROPERTY TYPE: SECURITIES					VAR	11/12/2010
6,374.00		5,971.00					403.00	
		160. BANK NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES					VAR	05/03/2010
4,987.00		7,029.00					-2,042.00	
		165. BEST BUY COMPANY INC PROPERTY TYPE: SECURITIES					VAR	11/05/2010
7,416.00		6,339.00					1,077.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		20. CME GROUP INC COM PROPERTY TYPE: SECURITIES					07/17/2009	01/07/2010
6,780.00		5,534.00					1,246.00	
		12. CME GROUP INC COM PROPERTY TYPE: SECURITIES					VAR	01/07/2010
4,068.00		2,252.00					1,816.00	
		20. CME GROUP INC COM PROPERTY TYPE: SECURITIES					08/09/2010	12/17/2010
6,408.00		5,435.00					973.00	
		20. CVS CORPORATION PROPERTY TYPE: SECURITIES					07/17/2009	06/22/2010
633.00		650.00					-17.00	
		135. CVS CORPORATION PROPERTY TYPE: SECURITIES					VAR	06/22/2010
4,276.00		4,826.00					-550.00	
		110. CAPITAL ONE FINANCIAL CORP PROPERTY TYPE: SECURITIES					04/15/2010	07/22/2010
4,580.00		5,048.00					-468.00	
		130. DARDEN RESTAURANTS INC PROPERTY TYPE: SECURITIES					07/17/2009	02/16/2010
5,248.00		4,375.00					873.00	
		125. DARDEN RESTAURANTS INC PROPERTY TYPE: SECURITIES					VAR	02/16/2010
5,046.00		3,082.00					1,964.00	
		100. DEVON ENERGY CORPORATION NEW PROPERTY TYPE: SECURITIES					07/17/2009	03/08/2010
6,941.00		5,589.00					1,352.00	
		100. DEVON ENERGY CORPORATION NEW PROPERTY TYPE: SECURITIES					VAR	03/08/2010
6,941.00		6,370.00					571.00	
		3554.924 DODGE & COX INTERNATIONAL STOCK PROPERTY TYPE: SECURITIES					VAR	06/09/2010
99,925.00		152,749.00					-52,824.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		657.534 DODGE & COX STOCK FUND PROPERTY TYPE: SECURITIES					06/09/2010	07/16/2010
59,950.00		59,470.00					480.00	
		392.842 DODGE & COX STOCK FUND PROPERTY TYPE: SECURITIES					06/09/2010	11/30/2010
39,331.00		35,530.00					3,801.00	
		1262.311 DODGE & COX STOCK FUND PROPERTY TYPE: SECURITIES					07/16/2009	11/30/2010
126,382.00		100,000.00					26,382.00	
		120. EQT CORP COM PROPERTY TYPE: SECURITIES					02/27/2007	12/17/2010
5,199.00		5,068.00					131.00	
		180. EXELON CORPORATION PROPERTY TYPE: SECURITIES					VAR	02/10/2010
7,911.00		8,666.00					-755.00	
		20. EXPRESS SCRIPTS INC- CL A PROPERTY TYPE: SECURITIES					08/10/2009	02/19/2010
1,796.00		1,364.00					432.00	
		60. EXPRESS SCRIPTS INC- CL A PROPERTY TYPE: SECURITIES					02/27/2007	02/19/2010
5,388.00		2,328.00					3,060.00	
		45. EXPRESS SCRIPTS INC- CL A PROPERTY TYPE: SECURITIES					VAR	03/05/2010
4,445.00		3,060.00					1,385.00	
		15. EXPRESS SCRIPTS INC- CL A PROPERTY TYPE: SECURITIES					07/17/2009	05/21/2010
1,504.00		993.00					511.00	
		35. EXPRESS SCRIPTS INC- CL A PROPERTY TYPE: SECURITIES					04/02/2009	05/21/2010
3,509.00		1,758.00					1,751.00	
		.52 EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					07/24/2008	06/29/2010
30.00							30.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		45. FPL GROUP INC. PROPERTY TYPE: SECURITIES					07/17/2009	05/11/2010
2,371.00		2,556.00					-185.00	
		130. FPL GROUP INC. PROPERTY TYPE: SECURITIES					VAR	05/11/2010
6,849.00		7,873.00					-1,024.00	
		307. FIDELITY NATL INFORMATION SVCS INC PROPERTY TYPE: SECURITIES					VAR	08/09/2010
8,893.00		5,830.00					3,063.00	
		6397.134 JP MORGAN MID CAP VALUE FUND CL PROPERTY TYPE: SECURITIES					VAR	07/16/2010
124,950.00		163,567.00					-38,617.00	
		3681.885 HARBOR INTERNATIONAL FD PROPERTY TYPE: SECURITIES					VAR	06/09/2010
174,925.00		229,131.00					-54,206.00	
		16127.566 LAZARD EMERGING MARKETS PORTFO PROPERTY TYPE: SECURITIES					11/30/2010	11/30/2010
333,003.00		333,064.00					-61.00	
		9329.499 LAZARD EMERGING MARKETS PORTFOL PROPERTY TYPE: SECURITIES					08/31/2009	11/30/2010
192,636.00		150,000.00					42,636.00	
		60. LIBERTY GLOBAL INC COM SER A PROPERTY TYPE: SECURITIES					10/16/2009	07/08/2010
1,621.00		1,371.00					250.00	
		105. LIBERTY GLOBAL INC COM SER A PROPERTY TYPE: SECURITIES					02/27/2007	07/08/2010
2,836.00		3,108.00					-272.00	
		375. LOWE'S COMPANIES PROPERTY TYPE: SECURITIES					VAR	12/17/2010
9,565.00		9,898.00					-333.00	
		75000. MBNA CR CARD MASTER NT TR 2005 6 PROPERTY TYPE: SECURITIES					04/17/2006	08/16/2010
73,497.00		72,658.00					839.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		10620.221 MANAGERS AMG FUNDS - TIMESSQUA PROPERTY TYPE: SECURITIES					04/16/2006	07/16/2010
124,950.00		128,037.00					-3,087.00	
		19610.295 MANAGERS AMG FUNDS - TIMESSQUA PROPERTY TYPE: SECURITIES					VAR	11/30/2010
262,532.00		178,821.00					83,711.00	
		175. NALCO HLDG CO COM PROPERTY TYPE: SECURITIES					02/27/2007	11/08/2010
5,226.00		4,203.00					1,023.00	
		180. NALCO HLDG CO COM PROPERTY TYPE: SECURITIES					02/27/2007	12/17/2010
5,754.00		4,323.00					1,431.00	
		145. PG & E CORPORATION PROPERTY TYPE: SECURITIES					VAR	08/09/2010
6,617.00		6,303.00					314.00	
		150. PG & E CORPORATION PROPERTY TYPE: SECURITIES					VAR	09/10/2010
6,704.00		6,186.00					518.00	
		95. PEABODY ENERGY CORP PROPERTY TYPE: SECURITIES					07/17/2009	03/05/2010
4,645.00		3,157.00					1,488.00	
		115. PEABODY ENERGY CORP PROPERTY TYPE: SECURITIES					VAR	07/27/2010
5,116.00		3,366.00					1,750.00	
		49869.23 PECO ENERGY TRANSITION TRUST 6. PROPERTY TYPE: SECURITIES					04/13/2006	03/01/2010
49,869.00		51,923.00					-2,054.00	
		50130.77 PECO ENERGY TRANSITION TRUST 6. PROPERTY TYPE: SECURITIES					04/13/2006	09/01/2010
50,131.00		52,196.00					-2,065.00	
		460.475 PFIZER INC PROPERTY TYPE: SECURITIES					VAR	01/19/2010
9,097.00		7,527.00					1,570.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		54.525 PFIZER INC PROPERTY TYPE: SECURITIES					10/10/2008	01/19/2010
1,077.00		825.00					252.00	
		410. PFIZER INC PROPERTY TYPE: SECURITIES					05/21/2010	08/23/2010
6,600.00		6,260.00					340.00	
		486. PFIZER INC PROPERTY TYPE: SECURITIES					VAR	08/23/2010
7,824.00		7,220.00					604.00	
		11792.382 PIMCO COMMODITY REALRETURN STR PROPERTY TYPE: SECURITIES					01/14/2010	12/16/2010
104,939.00		99,130.00					5,809.00	
		31207.618 PIMCO COMMODITY REALRETURN STR PROPERTY TYPE: SECURITIES					VAR	12/16/2010
277,712.00		199,975.00					77,737.00	
		41876.047 PIMCO INVESTMENT GRADE CORP BO PROPERTY TYPE: SECURITIES					VAR	10/19/2010
499,950.00		410,876.00					89,074.00	
		34748.05 PIMCO INVESTMENT GRADE CORP BON PROPERTY TYPE: SECURITIES					11/30/2010	11/30/2010
405,131.00		405,207.00					-76.00	
		21592.551 PIMCO INVESTMENT GRADE CORP BO PROPERTY TYPE: SECURITIES					VAR	11/30/2010
251,750.00		204,174.00					47,576.00	
		100. PRAXAIR INC PROPERTY TYPE: SECURITIES					07/17/2009	08/09/2010
8,842.00		7,105.00					1,737.00	
		75. PROCTER & GAMBLE PROPERTY TYPE: SECURITIES					VAR	06/22/2010
4,597.00		4,305.00					292.00	
		315. QUESTAR CORPORATION PROPERTY TYPE: SECURITIES					VAR	07/23/2010
5,277.00		3,224.00					2,053.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		4898.279 T ROWE PRICE EQUITY INCOME FUND PROPERTY TYPE: SECURITIES					02/04/2008	06/09/2010
98,772.00		128,105.00					-29,333.00	
		285. TD AMERITRADE HLDG CORP COM PROPERTY TYPE: SECURITIES					01/07/2010	12/21/2010
5,353.00		5,324.00					29.00	
		480. TD AMERITRADE HLDG CORP COM PROPERTY TYPE: SECURITIES					VAR	12/21/2010
9,016.00		9,532.00					-516.00	
		90. TIME WARNER CABLE INC COM PROPERTY TYPE: SECURITIES					03/24/2010	12/17/2010
5,819.00		4,518.00					1,301.00	
		6134.969 TURNER LARGE GROWTH FD INST PROPERTY TYPE: SECURITIES					VAR	07/16/2010
59,950.00		78,577.00					-18,627.00	
		215. VENTAS INC COM PROPERTY TYPE: SECURITIES					VAR	07/23/2010
10,591.00		6,209.00					4,382.00	
		170. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					07/17/2009	03/24/2010
5,172.00		5,005.00					167.00	
		175. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					VAR	03/24/2010
5,324.00		6,405.00					-1,081.00	
		140. CHECK POINT SOFTWARE TECH PROPERTY TYPE: SECURITIES					10/20/2009	11/04/2010
6,018.00		4,208.00					1,810.00	
		20. BUCKHORN DITCH RIGHTS WATER SHARES L PROPERTY TYPE: SECURITIES					06/30/2008	03/29/2010
300.00		300.00						

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)							229,595.	

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FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TRUSTEE/EXECUTOR FEES-PRINCIPA	56,770.	42,578.	14,193.
TRUSTEE/EXECUTOR FEES-INCOME (	26,770.	20,078.	6,693.
TOTALS	83,540.	62,656.	20,886.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES ON QUALIFIED FOR	2,868.	2,868.
FOREIGN TAXES ON NONQUALIFIED	297.	297.
TOTALS	3,165.	3,165.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	882.	662.	221.
TOTALS	882.	662.	221.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DREYFUS EMERGING MARKETS DEBT	401,987.	411,615.
RIDGEWORTH CLASSIC SEIX FLOAT	300,000.	302,606.
NALCO HLDG CO COM	9,110.	15,651.
PRAXAIR INC COM	14,731.	20,526.
DANAHER CORP COM	7,573.	11,321.
GENERAL DYNAMICS CORP COM	12,413.	13,482.
GENERAL ELEC CO COM	34,759.	30,087.
NORFOLK SOUTHN CORP COM	8,294.	11,622.
REPUBLIC SVCS INC COM	10,179.	10,600.
UNITED TECHNOLOGIES CORP COM	14,592.	22,042.
FAIRPOINT COMMUNICATIONS INC	42.	
BEST BUY INC COM	12,041.	11,659.
COMCAST CORP CL A	13,764.	18,345.
LIBERTY GLOBAL INC COM SER A	6,305.	10,968.
NIKE INC CL B	9,320.	14,949.
TJX COS INC NEW COM	14,703.	15,093.
TARGET CORP COM	15,746.	20,144.
TIME WARNER CABLE INC COM	5,521.	7,263.
VF CORP COM	11,030.	15,082.
CVS CAREMARK CORP COM	13,487.	14,430.
HEINZ HJ CO COM	19,339.	26,214.
PEPSICO INC COM	30,901.	32,992.
PROCTER & GAMBLE CO COM	16,203.	18,656.
WALGREEN CO COM	24,852.	32,142.
ANADARKO PETE CORP COM	7,262.	9,520.
APACHE CORP COM	13,554.	17,885.
EXXON MOBIL CORP COM	18,554.	22,740.
QEP RES INC COM	6,286.	11,438.
SPECTRA ENERGY CORP COM	6,937.	8,871.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WILLIAMS COS INC COM	16,903.	20,394.
BANK OF AMERICA CORP COM	28,457.	18,876.
BANK NEW YORK MELLON CORP COM	19,033.	19,177.
BLACKROCK INC COM	23,048.	24,775.
CME GROUP INC COM	8,153.	9,653.
JPMORGAN CHASE & CO	19,960.	22,907.
WELLS FARGO & CO NEW COM	17,084.	20,298.
ABBOTT LABORATORIES COM	14,877.	14,852.
AETNA INC NEW COM	10,352.	11,746.
EXPRESS SCRIPTS INC COM	4,965.	8,108.
LABORATORY CORP AMER HLDGS COM	10,299.	12,309.
MEDTRONIC INC COM	16,394.	15,207.
MERCK & CO INC NEW COM	15,987.	19,966.
STRYKER CORP COM	14,483.	19,869.
UNITEDHEALTH GROUP INC COM	16,493.	23,472.
ACCENTURE PLC CLASS A ORDINARY	15,046.	19,881.
CHECK POINT SOFTWARE TECH COM	4,655.	6,708.
ALLIANCE DATA SYSTEMS CORP COM	14,162.	17,758.
APPLE INC COM	16,070.	16,128.
AUTOMATIC DATA PROCESSING INC	51,285.	24,991.
BMC SOFTWARE INC COM	10,468.	10,135.
CISCO SYS INC COM	22,145.	22,051.
FIDELITY NATL INFORMATION SVCS	13,008.	14,818.
FISERV INC COM	15,049.	17,275.
GOOGLE INC CL A	10,610.	10,691.
HEWLETT PACKARD CO COM	19,617.	22,103.
INTERNATIONAL BUSINESS MACHS	20,956.	26,417.
ORACLE CORP COM	17,697.	28,953.
VISA INC COM CL A	8,137.	8,446.

D.R. & VIRGINIA PULLIAM CHARITABLE TRUST 84-6245618

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WESTERN UN CO COM	20,744.	25,070.
EQT CORP COM	12,911.	16,142.
NEXTERA ENERGY INC COM	9,886.	9,618.
NORTHEAST UTILITIES COM	8,904.	12,433.
PG&E CORP COM	8,200.	9,568.
JP MORGAN MID CAP VALUE	96,433.	94,913.
CRM MID CAP VALUE FD	131,577.	125,183.
ASTON MONTAG & CALDWELL GTH FD	459,832.	479,839.
INVESCO DISCIPLINED EQUITY FD	303,511.	326,980.
TURNER CORE GROWTH FUND	147,713.	138,695.
DODGE & COX INTERNATIONAL	287,593.	297,380.
HARBOR FD INTL FD	220,869.	251,673.
LAZARD EMERGING MARKETS	491,936.	580,044.
PIMCO INVESTMENT GRADE CORP	444,793.	404,415.
PIMCO COMMODITY REALRETURN STR	400,945.	412,510.
PRIOR YEAR		
TOTALS	4,580,725.	4,850,370.

D.R. & VIRGINIA PULLIAM CHARITABLE TRUST 84-6245618

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FEDERAL HOME LN MTG 4.875%	56,135.	55,460.
FEDERAL NATL MTG ASSN 2.875%	26,523.	26,299.
US TREASURY NOTE DUE 7/15/2018	57,399.	64,213.
US TREASURY NOTE DUE 1/15/2020	50,628.	52,622.
ABBOTT LABS NTS	51,800.	57,166.
BANK AMER CORP SR NT	50,383.	52,104.
BELLSOUTH CORP	53,947.	53,335.
BERKSHIRE HATHAWAY FIN CORP	53,226.	54,853.
CATEPILLAR INC NT 5.70%	50,935.	57,663.
GENERAL ELEC CAP CORP MED TERM	52,116.	54,825.
GOLDMAN SACHS GROUP INC	48,855.	53,719.
MORAGAN STANLEY GLOBAL SUB NT	46,559.	51,202.
NATIONAL RURAL UTILS COOP FIN	51,106.	55,134.
ORACLE CORP / OZARK HLDG INC	47,864.	56,214.
PSE&G TRANSITION FDG LLC	52,408.	54,238.
WACHOVIA BK NATL ASSN	49,134.	54,405.
WAL-MART STORES INC NT	51,865.	56,523.
WELLS FARGO & CO NEW SR	51,490.	55,359.
HSBC HLDGS PLC SUB NT	51,800.	53,174.
PRIOR YEAR		
TOTALS	954,173.	1,018,508.

D.R. & VIRGINIA PULLIAM CHARITABLE TRUST 84-6245618

FORM 990PF, PART II - OTHER ASSETS
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DESCRIPTION

PRIOR YEAR

TOTALS

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
BASIS ADJUSTMENT ON WATER RIGHTS	299.
TIMING ADJUSTMENT/ACCRUALS	12,714.
TOTAL	13,013.

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

DESCRIPTION		AMOUNT
REMOVAL OF OTHER ASSETS		2,080.
	TOTAL	2,080.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
CO

FORM 990PF, PART XV - LINES 2a - 2d

====================================

RECIPIENT NAME:
  ATLANTIC TRUST
FORM, INFORMATION AND MATERIALS:
  LETTER OF REQUEST WITH PROOF OF TAX EXEMPT
SUBMISSION DEADLINES:
  NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  PREFERENCE GIVEN TO ORGANIZATIONS IN AND
  AROUND LOVELAND, BERTHOUD, AND ESTES PARK,
  COLORADO.

RECIPIENT NAME:
The Center of Loveland, Inc
the Pulliam Community Building
ADDRESS:
545 N CLEVELAND
Loveland, CO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RESTORATION OF COMMUNITY BUILDING
FOUNDATION STATUS OF RECIPIENT:
501 (C)(3)
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
COLORADO STATE UNIVERSITY
ADDRESS:
410 UNIVERSITY SERVICES C
FORT COLLINS, CO 80523-0001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CSU D.R. & GINNY PULLIAM SCHOLAR PROGRAM
FOUNDATION STATUS OF RECIPIENT:
509 (A)(1)
AMOUNT OF GRANT PAID .... 64,286.

RECIPIENT NAME:
BOYS AND GIRLS CLUB OF
LARIMER COUNTY
ADDRESS:
1010 W. 10TH STREET
LOVELAND, CO 80537
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PULLIAM YOUTH CENTER
FOUNDATION STATUS OF RECIPIENT:
501 (C)(3)
AMOUNT OF GRANT PAID .... 115,000.

RECIPIENT NAME:
THOMPSON R2-J EDUCATION FUND
ADDRESS:
800 SOUTH TAFT AVENUE
LOVELAND, CO 80537-6347
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
THOMPSON SCHOOL DIST. BINOCULAR PROGRAM
FOUNDATION STATUS OF RECIPIENT:
509 (A)(1)
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
CITY OF FOR COLLINS
NATURAL AREAS PROGRAM
ADDRESS:
P.O. BOX 580
FORT COLLINS, CO 80522
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CITY OF FORT COLLINS BOBCAT RIDGE PROGRAM
FOUNDATION STATUS OF RECIPIENT:
509 (A)(1)
AMOUNT OF GRANT PAID .... 24,000.

TOTAL GRANTS PAID: 268,286.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2010

Name of estate or trust	Employer identification number
D.R. & VIRGINIA PULLIAM CHARITABLE TRUST	84-6245618

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	22,236.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	22,236.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			16,159.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	191,193.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	7.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	207,359.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041 **Schedule D (Form 1041) 2010**

Part III Summary of Parts I and II
Caution: *Read the instructions before completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			22,236.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			207,359.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			7.
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			229,595.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*
- *Either line 14b, col (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

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

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2010

Name of estate or trust: D.R. & VIRGINIA PULLIAM CHARITABLE TRUST

Employer identification number: 84-6245618

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 260. AT&T INC	07/17/2009	03/24/2010	6,819.00	6,207.00	612.00
30. ADVANCE AUTO PTS INC COM	07/17/2009	05/21/2010	1,467.00	1,358.00	109.00
85. ADVANCE AUTO PTS INC COM	07/17/2009	07/08/2010	4,274.00	3,847.00	427.00
95. ANADARKO PETROLEUM CORP	VAR	07/13/2010	4,456.00	6,125.00	-1,669.00
100. ANADARKO PETROLEUM CORP	VAR	11/12/2010	6,374.00	5,971.00	403.00
165. BEST BUY COMPANY INC	VAR	11/05/2010	7,416.00	6,339.00	1,077.00
20. CME GROUP INC COM	07/17/2009	01/07/2010	6,780.00	5,534.00	1,246.00
20. CME GROUP INC COM	08/09/2010	12/17/2010	6,408.00	5,435.00	973.00
20. CVS CORPORATION	07/17/2009	06/22/2010	633.00	650.00	-17.00
110. CAPITAL ONE FINANCIAL CORP	04/15/2010	07/22/2010	4,580.00	5,048.00	-468.00
130. DARDEN RESTAURANTS INC	07/17/2009	02/16/2010	5,248.00	4,375.00	873.00
100. DEVON ENERGY CORPORATION NEW	07/17/2009	03/08/2010	6,941.00	5,589.00	1,352.00
657.534 DODGE & COX STOCK FUND	06/09/2010	07/16/2010	59,950.00	59,470.00	480.00
392.842 DODGE & COX STOCK FUND	06/09/2010	11/30/2010	39,331.00	35,530.00	3,801.00
180. EXELON CORPORATION	VAR	02/10/2010	7,911.00	8,666.00	-755.00
20. EXPRESS SCRIPTS INC-CL A	08/10/2009	02/19/2010	1,796.00	1,364.00	432.00
45. EXPRESS SCRIPTS INC-CL A	VAR	03/05/2010	4,445.00	3,060.00	1,385.00
15. EXPRESS SCRIPTS INC-CL A	07/17/2009	05/21/2010	1,504.00	993.00	511.00
45. FPL GROUP INC.	07/17/2009	05/11/2010	2,371.00	2,556.00	-185.00
16127.566 LAZARD EMERGING MARKETS PORTFOLIO - IN #638	11/30/2010	11/30/2010	333,003.00	333,064.00	-61.00
60. LIBERTY GLOBAL INC COM SER A	10/16/2009	07/08/2010	1,621.00	1,371.00	250.00
145. PG & E CORPORATION	VAR	08/09/2010	6,617.00	6,303.00	314.00
150. PG & E CORPORATION	VAR	09/10/2010	6,704.00	6,186.00	518.00
95. PEABODY ENERGY CORP	07/17/2009	03/05/2010	4,645.00	3,157.00	1,488.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2010

Name of estate or trust: D.R. & VIRGINIA PULLIAM CHARITABLE TRUST

Employer identification number: 84-6245618

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 460.475 PFIZER INC	VAR	01/19/2010	9,097.00	7,527.00	1,570.00
410. PFIZER INC	05/21/2010	08/23/2010	6,600.00	6,260.00	340.00
11792.382 PIMCO COMMODITY REALRETURN STRATEGY FD INS	01/14/2010	12/16/2010	104,939.00	99,130.00	5,809.00
34748.05 PIMCO INVESTMENT GRADE CORP BOND FUND CLASS	11/30/2010	11/30/2010	405,131.00	405,207.00	-76.00
285. TD AMERITRADE HLDG CORP COM	01/07/2010	12/21/2010	5,353.00	5,324.00	29.00
90. TIME WARNER CABLE INC COM	03/24/2010	12/17/2010	5,819.00	4,518.00	1,301.00
170. VERIZON COMMUNICATION S	07/17/2009	03/24/2010	5,172.00	5,005.00	167.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 22,236.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: D.R. & VIRGINIA PULLIAM CHARITABLE TRUST

Employer identification number: 84-6245618

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 80. ADVANCE AUTO PTS INC COM	VAR	05/21/2010	3,911.00	2,605.00	1,306.00
115. ADVANCE AUTO PTS INC COM	09/14/2009	10/28/2010	7,302.00	4,526.00	2,776.00
145. AETNA INC-NEW	VAR	01/12/2010	4,448.00	6,381.00	-1,933.00
160. BANK NEW YORK MELLON CORP COM	VAR	05/03/2010	4,987.00	7,029.00	-2,042.00
12. CME GROUP INC COM	VAR	01/07/2010	4,068.00	2,252.00	1,816.00
135. CVS CORPORATION	VAR	06/22/2010	4,276.00	4,826.00	-550.00
125. DARDEN RESTAURANTS INC	VAR	02/16/2010	5,046.00	3,082.00	1,964.00
100. DEVON ENERGY CORPORATION NEW	VAR	03/08/2010	6,941.00	6,370.00	571.00
3554.924 DODGE & COX INTERNATIONAL STOCK FUND	VAR	06/09/2010	99,925.00	152,749.00	-52,824.00
1262.311 DODGE & COX STOCK FUND	07/16/2009	11/30/2010	126,382.00	100,000.00	26,382.00
120. EQT CORP COM	02/27/2007	12/17/2010	5,199.00	5,068.00	131.00
60. EXPRESS SCRIPTS INC-CL A	02/27/2007	02/19/2010	5,388.00	2,328.00	3,060.00
35. EXPRESS SCRIPTS INC-CL A	04/02/2009	05/21/2010	3,509.00	1,758.00	1,751.00
.52 EXXON MOBIL CORP	07/24/2008	06/29/2010	30.00		30.00
130. FPL GROUP INC.	VAR	05/11/2010	6,849.00	7,873.00	-1,024.00
307. FIDELITY NATL INFORMATION SVCS INC COM	VAR	08/09/2010	8,893.00	5,830.00	3,063.00
6397.134 JP MORGAN MID CAP VALUE FUND CL I #758	VAR	07/16/2010	124,950.00	163,567.00	-38,617.00
3681.885 HARBOR INTERNATIONAL FD	VAR	06/09/2010	174,925.00	229,131.00	-54,206.00
9329.499 LAZARD EMERGING MARKETS PORTFOLIO - IN #638	08/31/2009	11/30/2010	192,636.00	150,000.00	42,636.00
105. LIBERTY GLOBAL INC COM SER A	02/27/2007	07/08/2010	2,836.00	3,108.00	-272.00
375. LOWE'S COMPANIES	VAR	12/17/2010	9,565.00	9,898.00	-333.00
75000. MBNA CR CARD MASTER NT TR 2005 6 NT CL A FLTG R	04/17/2006	08/16/2010	73,497.00	72,658.00	839.00
10620.221 MANAGERS AMG FUNDS - TIMESSQUARE MID CAP	04/16/2006	07/16/2010	124,950.00	128,037.00	-3,087.00
19610.295 MANAGERS AMG FUNDS - TIMESSQUARE MID CAP	VAR	11/30/2010	262,532.00	178,821.00	83,711.00
175. NALCO HLDG CO COM	02/27/2007	11/08/2010	5,226.00	4,203.00	1,023.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: D.R. & VIRGINIA PULLIAM CHARITABLE TRUST

Employer identification number: 84-6245618

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 180. NALCO HLDG CO COM	02/27/2007	12/17/2010	5,754.00	4,323.00	1,431.00
115. PEABODY ENERGY CORP	VAR	07/27/2010	5,116.00	3,366.00	1,750.00
49869.23 PECO ENERGY TRANSITION TRUST 6.52% DUE	04/13/2006	03/01/2010	49,869.00	51,923.00	-2,054.00
50130.77 PECO ENERGY TRANSITION TRUST 6.52% DUE	04/13/2006	09/01/2010	50,131.00	52,196.00	-2,065.00
54.525 PFIZER INC	10/10/2008	01/19/2010	1,077.00	825.00	252.00
486. PFIZER INC	VAR	08/23/2010	7,824.00	7,220.00	604.00
31207.618 PIMCO COMMODITY REALRETURN STRATEGY FD INS	VAR	12/16/2010	277,712.00	199,975.00	77,737.00
41876.047 PIMCO INVESTMENT GRADE CORP BOND FUND CLASS	VAR	10/19/2010	499,950.00	410,876.00	89,074.00
21592.551 PIMCO INVESTMENT GRADE CORP BOND FUND CLASS	VAR	11/30/2010	251,750.00	204,174.00	47,576.00
100. PRAXAIR INC	07/17/2009	08/09/2010	8,842.00	7,105.00	1,737.00
75. PROCTER & GAMBLE	VAR	06/22/2010	4,597.00	4,305.00	292.00
315. QUESTAR CORPORATION	VAR	07/23/2010	5,277.00	3,224.00	2,053.00
4898.279 T ROWE PRICE EQUITY INCOME FUND	02/04/2008	06/09/2010	98,772.00	128,105.00	-29,333.00
480. TD AMERITRADE HLDG CORP COM	VAR	12/21/2010	9,016.00	9,532.00	-516.00
6134.969 TURNER LARGE GROWTH FD INST	VAR	07/16/2010	59,950.00	78,577.00	-18,627.00
215. VENTAS INC COM	VAR	07/23/2010	10,591.00	6,209.00	4,382.00
175. VERIZON COMMUNICATION S	VAR	03/24/2010	5,324.00	6,405.00	-1,081.00
140. CHECK POINT SOFTWARE TECH	10/20/2009	11/04/2010	6,018.00	4,208.00	1,810.00
20. BUCKHORN DITCH RIGHTS WATER SHARES LARIMER COUNTY	06/30/2008	03/29/2010	300.00	300.00	

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 191,193.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ASTON MONTAG & CALDWELL GTH FD CL I	805.00	
DREYFUS EMERGING MARKETS DEBT LOCAL CURRENCY	459.00	
PIMCO INVESTMENT GRADE CORP BOND FUND CLASS I	14,865.00	
VENTAS INC COM	8.00	
CLASS ACTION PROCEEDS RECEIVED	23.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		16,159.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		16,159.00

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