



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**

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

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 Melling Family Foundation		A Employer identification number 87-0663843
Number and street (or P.O. box number if mail is not delivered to street address) 3081 Whitewater Drive	Room/suite	B Telephone number (see page 10 of the instructions) 801-277-9118
City or town, state, and ZIP code Salt Lake City, UT 84121-1562		C If exemption application is pending, 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		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 636,371	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(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)	150,000			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	210	210		
	4 Dividends and interest from securities	11,682	11,682		
	5a Gross rents	0			
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	22,522			
	b Gross sales price for all assets on line 6a 259,825				
	7 Capital gain net income (from Part IV, line 2)		22,522		
	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)	0				
11 Other income (attach schedule)	1,102	1,102			
12 Total. Add lines 1 through 11	185,516	35,516			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages	0			
	15 Pension plans, employee benefits	0			
	16a Legal fees (attach schedule)	0			
	b Accounting fees (attach schedule)	0			
	c Other professional fees (attach schedule)	4,482	4,482		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	368	368		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8	8		
	24 Total operating and administrative expenses. Add lines 13 through 23	4,858	4,858		
	25 Contributions, gifts, grants paid	22,500			
26 Total expenses and disbursements. Add lines 24 and 25	27,358	4,858			
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	158,158				
b Net investment income (if negative, enter -0-)		30,658			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	31,756	177,567	177,567
	2 Savings and temporary cash investments			
	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			
	10a Investments—U.S. and state government obligations (attach schedule)	64,511	66,574	66,574
	b Investments—corporate stock (attach schedule)	284,865	327,418	327,418
	c Investments—corporate bonds (attach schedule)	90,165	64,812	64,812
	11 Investments—land, buildings, and equipment: basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item i)	471,297	636,371	636,371
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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)			
	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	471,297	636,371	
Net Assets or Fund Balances	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)	471,297	636,371	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	471,297	636,371	

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	471,297
2 Enter amount from Part I, line 27a	2	158,158
3 Other increases not included in line 2 (itemize) ▶ see attachment	3	56,329
4 Add lines 1, 2, and 3	4	685,784
5 Decreases not included in line 2 (itemize) ▶ see attachment	5	(49,413)
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	636,371

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 attachment			
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	22,522
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.

(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			
2008			
2007			
2006			
2005			

2	Total of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	613
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	613
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	613
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	591
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	591
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	22
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?		✓
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)?		✓
<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>		
c Did the foundation file Form 1120-POL for this year?		✓
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? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ <u>Utah</u>		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
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)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	✓	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ none	13	✓	
14	The books are in care of ▶ Nancy N Melling Telephone no. ▶ 801-277-9118 Located at ▶ 3081 Whitewater Drive, Salt Lake City, UT ZIP+4 ▶ 84121-1562			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No ✓

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . ☐ Yes ☒ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	
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	✓
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 ▶ 20____, 20____, 20____, 20____		
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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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)? Organizations relying on a current notice regarding disaster assistance check here ☐ **5b**
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☒
- 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? **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
George D Melling Holladay, UT	Trustee, 12 hrs/yr	0	0	0
Nancy N Melling Holladay, UT	Trustee, 1.5 hrs/wk	0	0	0
Thomas G Melling Sammamish, WA	Trustee, 8 hrs/yr	0	0	0
Amy M Christiansen Lakewood, CO	Trustee, 8 hrs/yr	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				
Total number of other employees paid over \$50,000 ☐				

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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	445,107
b	Average of monthly cash balances	1b	41,131
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	486,238
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	486,238
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	7,294
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	478,944
6	Minimum investment return. Enter 5% of line 5	6	23,947

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	23,947
2a	Tax on investment income for 2010 from Part VI, line 5	2a	613
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	613
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	23,334
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	23,334

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

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

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

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

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

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007	
85% of line 2a				
Qualifying distributions from Part XII, line 4 for each year listed				
Amounts included in line 2c not used directly for active conduct of exempt activities				
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 $\frac{2}{3}$ 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:

Nancy N Melling 3081 Whitewater Dr Holladay, UT 84121-1562 801-277-9118

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

Preliminary letter stating purpose of the organization and the grant being sought. Further information may be requested.

- c** Any submission deadlines:

May 1: the Board of Trustees meets only once a year

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

No religious organizations or affiliations; support for environment, education and women's issues

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

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
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					
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)					
13	Total. Add line 12, columns (b), (d), and (e)					

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

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

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)	✓
	(2) Other assets	1a(2)	✓
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	✓
	(3) Rental of facilities, equipment, or other assets	1b(3)	✓
	(4) Reimbursement arrangements	1b(4)	✓
	(5) Loans or loan guarantees	1b(5)	✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
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.		

[illegible]

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 _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EN ►

Firm's address ►

Phone no.

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

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

OMB No 1545-0047

2010

Name of the organization

Employer identification number

Melling Family Foundation

87-0663843

Organization type (check one):

Filers of:**Section:**

Form 990 or 990-EZ

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

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

Special Rules

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

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

Name of organization Melling Family Foundation	Employer identification number 87-0663843
---	--

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Dianne and Thomas Melling 1307 E. Beaver Lake Dr., SE Sammamish, WA 98075-7917	\$ 150,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Other Income (Part I, line 11)

Capital gains distributions	\$1,097
Partial redemption of stock	\$5
Total	\$1,102

Other Professional Fees (Part I, line 16 c)

RBC -TAG Consulting Solutions Fees	\$1,348
Investment Expenses	\$0
RBC - Total Portfolio	
Total Portfolio Program Fee	\$3,131
Misc Agency Processing Fees	\$3
Total	\$4,482

Taxes (Part I, line 18)

United States Treasury	\$209
Foreign taxes	\$159
Total	\$368

Other Expenses (Part I, line 23)

Mailing tax return	\$8
--------------------	-----

Other Increases (Part III, line 3)

Increased value of gov't bonds	\$2,062
Increased value of corp stock	\$42,554
Proceeds less expenditures	\$11,713
Part I, 6a (if negative)	
Total	\$56,329

Decreases not included in line 2 (Part III, line 5)

Decreased value of corp bonds	\$25,353
Proceeds less expenditures	
Part I, 6a (if positive)	\$22,522
Capital gains distributions reported on 1099 but made in 2011	\$492
Dividends reported on 1099 but paid in 2011 and/or classified differently	\$971
Foreign tax paid reported on 1099 but paid in 2011	\$2
Interest on US treasury obligations reported on 1099 but paid in 2011	\$17
Taxes withheld	\$26
Adjustment for difference in account summaries and 2010 Form 1099	\$30
Total	\$49,413

Part IV Capital Gains and Losses for Tax on Investment Income



MELLING FAMILY FOUNDATION
3081 WHITEWATER DR

Account number:
311-26215
Page 16 of 49

SALES

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
01/26/10	AT&T INC SOLICITED VS 09/24/09	-19,000	\$25.350	\$481.64	\$512.80	-\$31.16	
01/26/10	ACE LIMITED SOLICITED VS 07/29/09	-12,000	\$48.780	\$585.35	\$577.87	\$7.48	
01/26/10	CALDWELL & ORKIN MARKET OPPORTUNITY FUND SOLICITED VS 05/22/09	-57,970	\$19.360	\$1,122.30	\$1,252.73	-\$130.43	
01/26/10	CROWN CASTLE INTL CORP SOLICITED WE MAKE A MKT IN THIS SECURITY VS 09/09/09	-28,000	\$37.700	\$1,055.58	\$799.62	\$255.96	
01/26/10	COMMUNITY HEALTH SYSTEM INC NEW SOLICITED VS 08/17/09	-5,000	\$34.140	\$170.69	\$153.70	\$16.99	
01/26/10	CHINA MOBILE LIMITED SPONSORED ADR RPSTG 5 ORD SHS SOLICITED VS 09/29/09	-12,000	\$47.820	\$573.83	\$592.85	-\$19.02	
01/26/10	CONOCOPHILLIPS SOLICITED VS 12/18/08	-22,000	\$50.530	\$1,111.64	\$1,173.67	-\$62.03	
01/26/10	DELL INC SOLICITED WE MAKE A MKT IN THIS SECURITY VS 09/24/09	-33,000	\$13.670	\$451.10	\$521.04	-\$69.94	
01/26/10	EXXON MOBIL CORP SOLICITED VS 01/06/10	-5,000	\$66.170	\$330.84	\$350.70	-\$19.86	
01/26/10	EAGLE SER MID CAP STK FD CL I SOLICITED	-992,146	\$22.550	\$22,372.89	\$17,670.11	\$4,702.78	
01/26/10	FISERV INC SOLICITED WE MAKE A MKT IN THIS SECURITY VS 12/17/09	-3,000	\$45.730	\$137.18	\$141.49	-\$4.31	



RBC Wealth Management

A Division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC



RBC TOTAL PORTFOLIO ACCOUNT STATEMENT 2010 ANNUAL STATEMENT

Account number:
311-26215
Page 17 of 49

SALES (continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
01/26/10	FISERV INC SOLICITED WE MAKE A MKT IN THIS SECURITY VS 06/09/09	-4.000	\$45.730	\$182.91	\$184.77	-\$1.86	
01/26/10	ING GROEP NV-SPONSORED ADR SOLICITED VS 12/15/09	-15.000	\$9.530	\$142.94	\$142.62	\$0.32	
01/26/10	LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS Y SOLICITED VS 08/07/09	-26.044	\$11.870	\$309.14	\$288.57	\$20.57	
01/26/10	LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS Y SOLICITED VS 11/10/09	-39.066	\$11.870	\$463.71	\$457.07	\$6.64	
01/26/10	LEAP WIRELESS INTL INC NEW SOLICITED WE MAKE A MKT IN THIS SECURITY VS 08/18/09	-41.000	\$13.110	\$537.50	\$682.20	-\$144.70	
01/26/10	ELI LILLY & CO SOLICITED VS 05/22/09	-1.000	\$36.160	\$36.15	\$34.52	\$1.63	
01/26/10	MASTERS SELECT INTERNATIONAL FUND SOLICITED VS 05/22/09	-16.164	\$12.650	\$204.48	\$174.09	\$30.39	
01/26/10	MARATHON OIL CORP SOLICITED VS 09/15/09	-5.000	\$30.490	\$152.44	\$164.09	-\$11.65	
01/26/10	mitsubishi UFJ FINL GROUP INC SPONSORED ADR SOLICITED VS 08/07/09	-21.000	\$5.243	\$110.08	\$132.24	-\$22.16	
01/26/10	mitsubishi UFJ FINL GROUP INC SPONSORED ADR SOLICITED VS 05/22/09	-231.000	\$5.243	\$1,211.02	\$1,485.33	-\$274.31	

Part IV Capital Gains and Losses for Tax on Investment Income



MELLING FAMILY FOUNDATION
3081 WHITEWATER DR

Account number:
311-26215
Page 18 of 49

SALES
(continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
01/26/10	MICROSOFT CORP SOLICITED WE MAKE A MKT IN THIS SECURITY VS 02/28/08	-6.000	\$29.660	\$177.95	\$169.20	\$8.75	
01/26/10	NCR CORP NEW SOLICITED VS 08/18/09	-55.000	\$12.170	\$669.34	\$755.77	-\$86.43	
01/26/10	RYDEX SGI MANAGED FUTURES STRATEGY CL H SOLICITED VS 05/22/09	-80.461	\$26.010	\$2,092.80	\$2,175.67	-\$82.87	
01/26/10	THORNBURG INTL VALUE FUND CL I SOLICITED VS 05/22/09	-22.143	\$24.630	\$545.38	\$464.78	\$80.60	
01/26/10	THERMO FISHER SCIENTIFIC INC SOLICITED VS 10/29/09	-3.000	\$46.670	\$140.00	\$137.58	\$2.42	
01/27/10 as of 01/26/10	ADVISORS INNER CIRCLE CHAMPLAIN SMALL CO FD SOLICITED	-1,335.543	\$11.510	\$15,372.10	\$12,424.70	\$2,947.40	
02/01/10	MITSUBISHI UFJ FINL GROUP INC SPONSORED ADR SOLICITED VS 08/07/09	-36.000	\$5.253	\$189.08	\$226.69	-\$37.61	
02/01/10	MICROSOFT CORP SOLICITED WE MAKE A MKT IN THIS SECURITY VS 02/28/08	-38.000	\$28.330	\$1,076.52	\$1,071.60	\$4.92	
02/09/10	FIFTH THIRD BANCORP SOLICITED WE MAKE A MKT IN THIS SECURITY VS 05/22/09	-95.000	\$11.580	\$1,100.08	\$652.90	\$447.18	
02/09/10	GAZPROM O A O SPONSORED ADR SOLICITED VS 06/12/09	-13.000	\$23.071	\$299.91	\$302.51	-\$2.60	



RBC Wealth Management

A division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC



RBC TOTAL PORTFOLIO ACCOUNT STATEMENT 2010 ANNUAL STATEMENT

Account number:
311-26215
Page 19 of 49

SALES (continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
02/09/10	GAZPROM O A O SPONSORED ADR SOLICITED VS 05/22/09	-46.000	\$23.071	\$1,061.25	\$1,035.00	\$26.25	
02/09/10	KEYCORP NEW SOLICITED VS 12/10/09	-79.000	\$6.921	\$546.75	\$470.72	\$76.03	
02/09/10	KEYCORP NEW SOLICITED VS 08/03/09	-132.000	\$6.921	\$913.56	\$855.36	\$58.20	
02/09/10	ELI LILLY & CO SOLICITED VS 05/22/09	-18.000	\$35.200	\$633.59	\$621.36	\$12.23	
02/09/10	UNITED STATES STL CORP NEW SOLICITED VS 09/01/09	-5.000	\$46.250	\$231.24	\$210.80	\$20.44	
02/11/10	ING GROEP NV-SPONSORED ADR SOLICITED VS 12/15/09	-159.000	\$8.778	\$1,395.68	\$1,511.79	-\$116.11	
02/11/10	SMITH INTERNATIONAL INC SOLICITED VS 11/19/09	-14.000	\$32.240	\$451.35	\$375.86	\$75.49	
02/24/10	REED ELSEVIER N V SPONSORED ADR NEW SOLICITED	-1.000	\$22.810	\$22.80	\$39.65	-\$16.85	
02/24/10	SIGNET JEWELERS LIMITED SOLICITED	-1.000	\$28.990	\$28.98	\$48.21	-\$19.23	
02/24/10	TNT N V SPONSORED ADR SOLICITED	-1.000	\$25.750	\$25.74	\$36.79	-\$11.05	
03/02/10	PAYCHEX INC SOLICITED WE MAKE A MKT IN THIS SECURITY VS 05/22/09	-26.000	\$30.070	\$781.81	\$699.40	\$82.41	
03/16/10	COCA COLA CO SOLICITED WE MAKE A MKT IN THIS SECURITY VS 05/22/09	-3.000	\$53.712	\$161.12	\$142.02	\$19.10	

Part IV Capital Gains and Losses for Tax on Investment Income



MELLING FAMILY FOUNDATION
3081 WHITEWATER DR

Account number:
311-26215
Page 20 of 49

SALES
(continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
03/16/10	COCA COLA CO SOLICITED WE MAKE A MKT IN THIS SECURITY VS 01/20/09	-14.000	\$53.712	\$751.95	\$604.96	\$146.99	
03/16/10	VARIAN MEDICAL SYSTEMS INC SOLICITED VS 03/03/09	-21.000	\$52.880	\$1,110.46	\$622.67	\$487.79	
03/31/10	ON SEMICONDUCTOR CORP SOLICITED WE MAKE A MKT IN THIS SECURITY VS 01/26/10	-37.000	\$8.090	\$299.32	\$293.00	\$6.32	
04/05/10	DISH NETWORK CORP CL A SOLICITED WE MAKE A MKT IN THIS SECURITY VS 05/22/09	-12.000	\$21.121	\$253.44	\$203.16	\$50.28	
04/05/10	DISH NETWORK CORP CL A SOLICITED WE MAKE A MKT IN THIS SECURITY VS 08/17/09	-33.000	\$21.121	\$696.97	\$559.78	\$137.19	
04/05/10	THERMO FISHER SCIENTIFIC INC SOLICITED VS 06/11/09	-2.000	\$51.733	\$103.46	\$84.38	\$19.08	
04/05/10	THERMO FISHER SCIENTIFIC INC SOLICITED VS 10/29/09	-12.000	\$51.733	\$620.77	\$550.30	\$70.47	
04/12/10	UNITED STATES STL CORP NEW SOLICITED VS 09/01/09	-19.000	\$63.764	\$1,211.48	\$801.05	\$410.43	
04/21/10	ARENA RESOURCES INC SOLICITED VS 04/12/10	-9.000	\$35.484	\$319.35	\$332.63	-\$13.28	
04/21/10	AT&T INC SOLICITED VS 09/24/09	-1.000	\$26.180	\$26.17	\$26.99	-\$0.82	
04/21/10	AT&T INC SOLICITED VS 01/20/09	-29.000	\$26.180	\$759.20	\$730.79	\$28.41	



RBC Wealth Management

A Division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC



RBC TOTAL PORTFOLIO ACCOUNT STATEMENT 2010 ANNUAL STATEMENT

Account number:
311-26215
Page 21 of 49

SALES (continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
04/21/10	CALDWELL & ORKIN MARKET OPPORTUNITY FUND SOLICITED	-814.410	\$19.650	\$16,003.16	\$17,599.40	-\$1,596.24	
04/21/10	COMMUNITY HEALTH SYSTEM INC NEW SOLICITED VS 08/17/09	-1.000	\$40.710	\$40.70	\$30.74	\$9.96	
04/21/10	EXXON MOBIL CORP SOLICITED WE MAKE A MKT IN THIS SECURITY VS 04/16/10	-2.000	\$68.730	\$137.45	\$136.46	\$0.99	
04/21/10	HARTFORD FINANCIAL SERVICES GROUP INC SOLICITED VS 05/22/09	-32.000	\$28.290	\$905.26	\$485.74	\$419.52	
04/21/10	INVERNESS MEDICAL INNOVATIONS INC SOLICITED VS 02/12/10	-8.000	\$38.370	\$306.95	\$327.17	-\$20.22	
04/21/10	IVY FDS INC ASSET STRATEGY FD CL I SOLICITED VS 01/26/10	-6.967	\$23.120	\$161.07	\$151.81	\$9.26	
04/21/10	LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS Y SOLICITED VS 05/22/09	-394.027	\$12.180	\$4,799.25	\$4,090.00	\$709.25	
04/21/10	LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS Y SOLICITED VS 06/09/09	-52.869	\$12.180	\$643.95	\$554.59	\$89.36	
04/21/10	LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS Y SOLICITED VS 08/07/09	-9.975	\$12.180	\$121.50	\$110.52	\$10.98	
04/21/10	LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS Y SOLICITED VS 03/16/10	-31.921	\$12.180	\$388.80	\$384.64	\$4.16	

Part IV Capital Gains and Losses for Tax on Investment Income



MELLING FAMILY FOUNDATION
3081 WHITEWATER DR

Account number:
311-26215
Page 22 of 49

SALES
(continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
04/21/10	LEAP WIRELESS INTL INC NEW SOLICITED WE MAKE A MKT IN THIS SECURITY VS 08/18/09	-3.000	\$18.011	\$54.02	\$49.92	\$4.10	
04/21/10	MASTERS SELECT INTERNATIONAL FUND SOLICITED	-1,113.846	\$13.530	\$15,070.34	\$11,996.13	\$3,074.21	
04/21/10	MONSANTO CO NEW SOLICITED VS 11/05/09	-15.000	\$66.120	\$991.78	\$1,044.75	-\$52.97	
04/21/10	MARATHON OIL CORP SOLICITED WE MAKE A MKT IN THIS SECURITY VS 01/20/09	-6.000	\$32.320	\$193.91	\$160.84	\$33.07	
04/21/10	MARATHON OIL CORP SOLICITED WE MAKE A MKT IN THIS SECURITY VS 09/15/09	-21.000	\$32.320	\$678.70	\$689.20	-\$10.50	
04/21/10	mitsubishi UFJ FINL GROUP INC SPONSORED ADR SOLICITED VS 03/16/10	-52.000	\$5.491	\$285.52	\$276.55	\$8.97	
04/21/10	MICROSOFT CORP SOLICITED WE MAKE A MKT IN THIS SECURITY VS 02/28/08	-13.000	\$31.290	\$406.76	\$366.60	\$40.16	
04/21/10	RYDEX SGI MANAGED FUTURES STRATEGY CL H SOLICITED VS 05/22/09	-82.032	\$25.480	\$2,090.18	\$2,218.15	-\$127.97	
04/21/10	ROCHE HOLDING LTD SPONSORED ADR REPSTG ORD SOLICITED VS 12/15/09	-6.000	\$40.750	\$244.49	\$245.10	-\$0.61	
04/21/10	SANDRIDGE ENERGY INC SOLICITED WE MAKE A MKT IN THIS SECURITY VS 03/16/10	-23.000	\$7.230	\$166.28	\$181.63	-\$15.35	



RBC Wealth Management

A Division of RBC Capital Markets, LLC, Member NYSE / FINRA / SIPC



RBC TOTAL PORTFOLIO ACCOUNT STATEMENT 2010 ANNUAL STATEMENT

Account number:
311-26215
Page 23 of 49

SALES (continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
04/21/10	SMITH INTERNATIONAL INC SOLICITED WE MAKE A MKT IN THIS SECURITY VS 11/19/09	-5.000	\$45.640	\$228.19	\$134.24	\$93.95	
04/21/10	THORNBURG INTL VALUE FUND CL I SOLICITED VS 05/22/09	-11.021	\$26.070	\$287.32	\$231.33	\$55.99	
04/21/10	VISA INC CL A COMMON STOCK SOLICITED VS 10/29/09	-6.000	\$92.930	\$557.57	\$458.81	\$98.76	
04/22/10	COMMUNITY HEALTH SYSTEM INC NEW SOLICITED VS 08/17/09	-6.000	\$40.950	\$245.69	\$184.44	\$61.25	
04/22/10	DODGE & COX INCOME FUND as of SOLICITED VS 05/22/09	-233.467	\$13.170	\$3,074.76	\$2,850.63	\$224.13	
04/22/10	DODGE & COX INCOME FUND as of SOLICITED VS 06/09/09	-55.872	\$13.170	\$735.84	\$690.01	\$45.83	
04/22/10	DODGE & COX INCOME FUND as of SOLICITED VS 07/07/09	-57.868	\$13.170	\$762.12	\$716.40	\$45.72	
04/22/10	DODGE & COX INCOME FUND as of SOLICITED VS 03/31/10	-45.895	\$13.170	\$604.44	\$600.77	\$3.67	
05/04/10	EXXON MOBIL CORP SOLICITED WE MAKE A MKT IN THIS SECURITY VS 04/16/10	-11.000	\$66.200	\$728.18	\$750.53	-\$22.35	
05/04/10	TRANSOCEAN LTD US LISTED SOLICITED WE MAKE A MKT IN THIS SECURITY VS 02/24/10	-10.000	\$72.470	\$724.68	\$803.14	-\$78.46	

Part IV Capital Gains and Losses for Tax on Investment Income



MELLING FAMILY FOUNDATION
3081 WHITEWATER DR

Account number:
311-26215
Page 24 of 49

SALES
(continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
05/04/10	TRANSOCEAN LTD US LISTED SOLICITED WE MAKE A MKT IN THIS SECURITY VS 03/16/10	-12.000	\$72.470	\$869.62	\$1,027.08	-\$157.46	
05/12/10	MONSANTO CO NEW SOLICITED VS 11/05/09	-14.000	\$56.825	\$795.53	\$975.10	-\$179.57	
05/12/10	MEMC ELECTRONIC MATERIALS INC SOLICITED WE MAKE A MKT IN THIS SECURITY VS 03/16/10	-19.000	\$12.370	\$235.02	\$267.90	-\$32.88	
05/12/10	SANDRIDGE ENERGY INC SOLICITED WE MAKE A MKT IN THIS SECURITY VS 03/16/10	-51.000	\$6.962	\$355.03	\$402.76	-\$47.73	
06/02/10	CROWN CASTLE INTL CORP SOLICITED WE MAKE A MKT IN THIS SECURITY VS 05/22/09	-40.000	\$36.722	\$1,468.83	\$911.60	\$557.23	
06/02/10	CONOCOPHILLIPS SOLICITED WE MAKE A MKT IN THIS SECURITY VS 12/18/08	-1.000	\$52.210	\$52.20	\$53.35	-\$1.15	
06/02/10	CONOCOPHILLIPS SOLICITED WE MAKE A MKT IN THIS SECURITY VS 01/20/09	-1.000	\$52.210	\$52.20	\$46.33	\$5.87	
06/02/10	CONOCOPHILLIPS SOLICITED WE MAKE A MKT IN THIS SECURITY VS 04/21/10	-14.000	\$52.210	\$730.92	\$793.66	-\$62.74	
06/02/10	ECLIPSYS CORP SOLICITED WE MAKE A MKT IN THIS SECURITY VS 05/22/09	-21.000	\$19.160	\$402.35	\$286.86	\$115.49	



RBC Wealth Management

A division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC



RBC TOTAL PORTFOLIO ACCOUNT STATEMENT 2010 ANNUAL STATEMENT

Account number:
311-26215
Page 25 of 49

SALES (continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
06/02/10	EXXON MOBIL CORP SOLICITED WE MAKE A MKT IN THIS SECURITY VS 04/16/10	-16.000	\$60.490	\$967.82	\$1,091.68	-\$123.86	
06/02/10	EXXON MOBIL CORP SOLICITED WE MAKE A MKT IN THIS SECURITY VS 01/06/10	-18.000	\$60.490	\$1,088.80	\$1,262.50	-\$173.70	
06/02/10	ENERGY CORP NEW SOLICITED WE MAKE A MKT IN THIS SECURITY VS 05/22/09	-28.000	\$73.994	\$2,071.79	\$2,034.20	\$37.59	
06/02/10	HARTFORD FINANCIAL SERVICES GROUP INC SOLICITED VS 05/22/09	-30.000	\$25.240	\$757.18	\$455.39	\$301.79	
06/02/10	INVERNESS MEDICAL INNOVATIONS INC SOLICITED VS 02/12/10	-19.000	\$34.200	\$649.78	\$777.02	-\$127.24	
06/02/10	SWISS REINSURANCE CO SPONSORED ADR SOLICITED VS 05/22/09	-52.000	\$41.200	\$2,142.36	\$1,783.08	\$359.28	
06/02/10	THERMO FISHER SCIENTIFIC INC SOLICITED VS 05/22/09	-17.000	\$51.633	\$877.73	\$619.99	\$257.74	
06/02/10	US BANCORP DEL COM NEW SOLICITED VS 05/22/09	-42.000	\$23.813	\$1,000.11	\$760.20	\$239.91	
06/04/10	ANSYS INC SOLICITED WE MAKE A MKT IN THIS SECURITY VS 05/22/09	-5.000	\$42.990	\$214.94	\$141.25	\$73.69	
06/04/10	AMDOCS LIMITED SOLICITED VS 05/22/09	-8.000	\$27.710	\$221.67	\$170.38	\$51.29	

Part IV Capital Gains and Losses for Tax on Investment Income



MELLING FAMILY FOUNDATION
3081 WHITEWATER DR

Account number:
311-26215
Page 26 of 49

SALES
(continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
06/04/10	ARBITRAGE FDS CLASS R SOLICITED VS 04/21/10	-49.314	\$12.470	\$614.95	\$639.11	-\$24.16	
06/04/10	AT&T INC SOLICITED VS 06/02/10	-18.000	\$24.130	\$434.33	\$444.60	-\$10.27	
06/04/10	ACE LIMITED SOLICITED VS 05/22/09	-2.000	\$48.460	\$96.91	\$88.76	\$8.15	
06/04/10	ADOBE SYSTEMS INC SOLICITED WE MAKE A MKT IN THIS SECURITY VS 06/02/10	-6.000	\$31.700	\$190.19	\$196.79	-\$6.60	
06/04/10	BLACKROCK GLOBAL ALLOCATION FD INC INSTL CL SOLICITED VS 01/26/10	-63.046	\$17.190	\$1,083.76	\$1,119.07	-\$35.31	
06/04/10	BOEING CO SOLICITED VS 05/22/09	-10.000	\$61.350	\$613.48	\$432.45	\$181.03	
06/04/10	COMMUNITY HEALTH SYSTEM INC NEW SOLICITED VS 05/22/09	-11.000	\$38.670	\$425.36	\$279.07	\$146.29	
06/04/10	COMCAST CORPORATION NEW SPL CLASS A SOLICITED WE MAKE A MKT IN THIS SECURITY VS 05/22/09	-37.000	\$17.011	\$629.39	\$498.00	\$131.39	
06/04/10	CORNING INC SOLICITED WE MAKE A MKT IN THIS SECURITY VS 05/22/09	-33.000	\$16.280	\$537.23	\$470.91	\$66.32	
06/04/10	DELL INC SOLICITED WE MAKE A MKT IN THIS SECURITY VS 05/22/09	-15.000	\$13.251	\$198.76	\$164.98	\$33.78	



RBC Wealth Management

A Division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC



Account number:
311-26215
Page 27 of 49

RBC TOTAL PORTFOLIO ACCOUNT STATEMENT 2010 ANNUAL STATEMENT

SALES (continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
06/04/10	DISH NETWORK CORP CL A SOLICITED WE MAKE A MKT IN THIS SECURITY VS 05/22/09	-2.000	\$20.460	\$40.91	\$33.86	\$7.05	
06/04/10	DIRECTV CLASS A NEW SOLICITED WE MAKE A MKT IN THIS SECURITY VS 05/22/09	-16.000	\$38.051	\$608.79	\$377.60	\$231.19	
06/04/10	EVERGREEN EQUITY TRUST ASSET ALLOCATION FUND CL I SOLICITED VS 01/26/10	-84.457	\$10.820	\$913.83	\$956.90	-\$43.07	
06/04/10	ENSCO PLC SPONSORED ADR SOLICITED WE MAKE A MKT IN THIS SECURITY VS 06/02/10	-4.000	\$35.340	\$141.35	\$144.68	-\$3.33	
06/04/10	FEDERATED EQUITY FDS PRUDENT BEAR FD CL A SHS SOLICITED VS 01/26/10	-411.336	\$5.440	\$2,237.67	\$2,258.23	-\$20.56	
06/04/10	ING GROEP NV-SPONSORED ADR SOLICITED VS 06/02/10	-12.000	\$7.390	\$88.67	\$95.14	-\$6.47	
06/04/10	IVY FDS INC ASSET STRATEGY FD CL I SOLICITED VS 05/22/09	-35.777	\$20.710	\$740.95	\$687.63	\$53.32	
06/04/10	IVY FDS INC ASSET STRATEGY FD CL I SOLICITED VS 01/26/10	-9.200	\$20.710	\$190.53	N/A	N/A	
06/04/10	ISHARES MSCI ACWI EX US INDEX FUND SOLICITED VS 04/21/10	-15.000	\$35.560	\$533.39	\$630.37	-\$96.98	

Part IV Capital Gains and Losses for Tax on Investment Income



MELLING FAMILY FOUNDATION
3081 WHITEWATER DR

Account number:
311-26215
Page 28 of 49

SALES
(continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
06/04/10	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO SOLICITED VS 02/09/10	-1.000	\$37.970	\$37.96	\$38.59	-\$0.63	
06/04/10	LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS Y SOLICITED VS 05/22/09	-225.810	\$11.890	\$2,684.88	\$2,343.91	\$340.97	
06/04/10	LIFE TIME FITNESS INC SOLICITED WE MAKE A MKT IN THIS SECURITY VS 05/22/09	-14.000	\$35.770	\$500.77	\$233.24	\$267.53	
06/04/10	ELI LILLY & CO SOLICITED VS 06/02/10	-7.000	\$32.370	\$226.58	\$231.84	-\$5.26	
06/04/10	RITE AID CORP SOLICITED WE MAKE A MKT IN THIS SECURITY VS 05/22/09	-37.000	\$1.110	\$41.06	\$37.74	\$3.32	
06/04/10	ROCHE HOLDING LTD SPONSORED ADR REPSTG ORD SOLICITED VS 12/15/09	-14.000	\$34.650	\$485.09	\$571.89	-\$86.80	
06/04/10	SMITH INTERNATIONAL INC SOLICITED WE MAKE A MKT IN THIS SECURITY VS 11/19/09	-13.000	\$37.480	\$487.23	\$349.01	\$138.22	
06/04/10	THORNBURG INTL VALUE FUND CLI SOLICITED VS 05/22/09	-71.502	\$23.310	\$1,666.70	\$1,500.83	\$165.87	
06/04/10	TOYOTA MOTOR CORP-ADR NEW REPSTG 2 COM SOLICITED VS 06/02/10	-1.000	\$71.020	\$71.01	\$71.87	-\$0.86	
06/04/10	TRANSATLANTIC HOLDINGS INC SOLICITED VS 06/09/09	-5.000	\$45.510	\$227.54	\$220.30	\$7.24	



RBC Wealth Management

A Division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC



RBC TOTAL PORTFOLIO ACCOUNT STATEMENT 2010 ANNUAL STATEMENT

Account number:
311-26215
Page 29 of 49

SALES (continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
06/04/10	US BANCORP DEL COM NEW SOLICITED VS 05/22/09	-4.000	\$22.930	\$91.71	\$72.40	\$19.31	
06/04/10	VISA INC CL A COMMON STOCK SOLICITED VS 05/22/09	-6.000	\$72.310	\$433.85	\$397.49	\$36.36	
06/07/10 as of 06/04/10	DODGE & COX INCOME FUND SOLICITED VS 05/22/09	-224.150	\$13.240	\$2,967.75	\$2,736.87	\$230.88	
06/07/10 as of 06/04/10	HUSSMAN INVT TR STRATEGIC GROWTH FUND SOLICITED VS 04/21/10 TRADE REDUCED BY \$6.02 FOR OTHER FEE	-31.833	\$13.380	\$419.90	\$401.10	\$18.80	
06/07/10 as of 06/04/10	RYDEX SGI MANAGED FUTURES STRATEGY CL H SOLICITED VS 05/22/09	-40.968	\$25.530	\$1,045.91	\$1,107.77	-\$61.86	
06/08/10	DIRECTV CLASS A NEW SOLICITED WE MAKE A MKT IN THIS SECURITY VS 05/22/09	-28.000	\$37.656	\$1,054.34	\$660.80	\$393.54	
06/14/10	COMMUNITY HEALTH SYSTEM INC NEW SOLICITED VS 05/22/09	-17.000	\$37.929	\$644.77	\$431.29	\$213.48	
06/14/10	SMITH INTERNATIONAL INC SOLICITED WE MAKE A MKT IN THIS SECURITY VS 11/19/09	-31.000	\$39.930	\$1,237.80	\$832.26	\$405.54	
06/14/10	TRANSATLANTIC HOLDINGS INC SOLICITED VS 06/09/09	-16.000	\$47.390	\$758.22	\$704.97	\$53.25	
07/01/10	ARENA RESOURCES INC SOLICITED VS 06/02/10	-11.000	\$32.470	\$357.16	\$374.00	-\$16.84	

Part IV Capital Gains and Losses for Tax on Investment Income



MELLING FAMILY FOUNDATION
3081 WHITEWATER DR

Account number
311-26215
Page 30 of 49

SALES
(continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
07/01/10	BOEING CO SOLICITED VS 05/22/09	-10.000	\$62.128	\$621.26	\$432.45	\$188.81	
07/01/10	BOEING CO SOLICITED VS 06/26/09	-11.000	\$62.128	\$683.39	\$463.72	\$219.67	
07/01/10	COMMUNITY HEALTH SYSTEM INC NEW SOLICITED VS 08/17/09	-1.000	\$32.240	\$32.23	\$30.74	\$1.49	
07/01/10	DIRECTV CLASS A NEW SOLICITED WE MAKE A MKT IN THIS SECURITY VS 06/11/09	-12.000	\$34.180	\$410.15	\$282.70	\$127.45	
07/01/10	ELI LILLY & CO SOLICITED VS 06/02/10	-51.000	\$33.070	\$1,686.54	\$1,689.11	-\$2.57	
07/01/10	TRANSOCEAN LTD US LISTED SOLICITED WE MAKE A MKT IN THIS SECURITY VS 06/08/10	-16.000	\$48.660	\$778.54	\$741.12	\$37.42	
07/01/10	VISA INC CL A COMMON STOCK SOLICITED VS 05/22/09	-10.000	\$72.440	\$724.38	\$662.49	\$61.89	
07/07/10	ADOBE SYSTEMS INC SOLICITED WE MAKE A MKT IN THIS SECURITY VS 06/02/10	-46.000	\$26.571	\$1,222.24	\$1,508.71	-\$286.47	
07/07/10	COMPUTER SCIENCES CORP SOLICITED VS 04/05/10	-11.000	\$44.980	\$494.77	\$596.82	-\$102.05	
07/07/10	COMPUTER SCIENCES CORP SOLICITED VS 04/21/10	-13.000	\$44.980	\$584.73	\$715.78	-\$131.05	



RBC Wealth Management

A division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC.



RBC TOTAL PORTFOLIO ACCOUNT STATEMENT 2010 ANNUAL STATEMENT

Account number:
311-26215
Page 31 of 49

SALES (continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
07/07/10	COMPUTER SCIENCES CORP SOLICITED VS 06/02/10	-15.000	\$44.980	\$674.68	\$739.18	-\$64.50	
07/07/10	GOOGLE INC CL A SOLICITED WE MAKE A MKT IN THIS SECURITY VS 02/09/10	-1.000	\$447.350	\$447.34	\$537.85	-\$90.51	
07/07/10	GOOGLE INC CL A SOLICITED WE MAKE A MKT IN THIS SECURITY VS 02/01/10	-3.000	\$447.350	\$1,342.02	\$1,598.05	-\$256.03	
07/07/10	LEVEL 3 COMMUNICATIONS INC SOLICITED WE MAKE A MKT IN THIS SECURITY VS 11/10/09	-596.000	\$1.011	\$602.56	\$739.04	-\$136.48	
07/07/10	LEAP WIRELESS INTL INC NEW SOLICITED WE MAKE A MKT IN THIS SECURITY VS 08/18/09	-1.000	\$12.420	\$12.41	\$16.64	-\$4.23	
07/07/10	LEAP WIRELESS INTL INC NEW SOLICITED WE MAKE A MKT IN THIS SECURITY VS 06/04/10	-11.000	\$12.420	\$136.61	\$163.35	-\$26.74	
07/07/10	LEAP WIRELESS INTL INC NEW SOLICITED WE MAKE A MKT IN THIS SECURITY VS 03/16/10	-44.000	\$12.420	\$546.47	\$703.56	-\$157.09	
07/07/10	TOYOTA MOTOR CORP-ADR NEW REPSTG 2 COM SOLICITED VS 04/16/10	-1.000	\$70.830	\$70.82	\$79.54	-\$8.72	
07/07/10	TOYOTA MOTOR CORP-ADR NEW REPSTG 2 COM SOLICITED VS 04/21/10	-8.000	\$70.830	\$566.63	\$623.76	-\$57.13	

Part IV Capital Gains and Losses for Tax on Investment Income



MELLING FAMILY FOUNDATION
3081 WHITEWATER DR

Account number:
311-26215
Page 32 of 49

SALES
(continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
07/07/10	UNITED STATES STL CORP NEW SOLICITED VS 06/14/10	-7.000	\$40.190	\$281.32	\$314.16	-\$32.84	
07/22/10	ARENA RESOURCES INC CASH FOR MERGED SHRS CASH MGR	-10.000	\$0.000	\$45.00	N/A	N/A	G/L BASED ON CASH/STOCK RECVD
07/27/10	ROCHE HOLDING LTD SPONSORED ADR REPSTG ORD SOLICITED VS 07/07/10	-34.000	\$31.760	\$1,079.82	\$1,199.86	-\$120.04	
07/30/10	TOYOTA MOTOR CORP-ADR NEW REPSTG 2 COM SOLICITED VS 06/02/10	-28.000	\$70.065	\$1,961.77	\$2,012.36	-\$50.59	
08/12/10	ANSYS INC SOLICITED WE MAKE A MKT IN THIS SECURITY VS 05/22/09	-6.000	\$41.600	\$249.59	\$169.50	\$80.09	
08/12/10	ANSYS INC SOLICITED WE MAKE A MKT IN THIS SECURITY VS 07/07/09	-11.000	\$41.600	\$457.59	\$325.71	\$131.88	
08/12/10	ALERE INC SOLICITED VS 07/07/10	-38.000	\$28.130	\$1,068.92	\$997.50	\$71.42	
08/12/10	EXXON MOBIL CORP SOLICITED WE MAKE A MKT IN THIS SECURITY VS 07/07/10	-29.000	\$60.150	\$1,744.32	\$1,680.55	\$63.77	
08/12/10	ING GROEP NV-SPONSORED ADR SOLICITED VS 05/12/10	-21.000	\$9.230	\$193.82	\$186.89	\$6.93	
08/12/10	ING GROEP NV-SPONSORED ADR SOLICITED VS 06/02/10	-22.000	\$9.230	\$203.05	\$174.43	\$28.62	
08/24/10	AT&T INC SOLICITED VS 01/20/09	-4.000	\$26.810	\$107.23	\$100.80	\$6.43	



RBC Wealth Management

A division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC



Account number:
311-26215
Page 33 of 49

RBC TOTAL PORTFOLIO ACCOUNT STATEMENT 2010 ANNUAL STATEMENT

SALES (continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
08/24/10	AT&T INC SOLICITED VS 06/26/09	-8.000	\$26.810	\$214.47	\$198.72	\$15.75	
08/24/10	AT&T INC SOLICITED VS 06/02/10	-54.000	\$26.810	\$1,447.71	\$1,333.79	\$113.92	
09/01/10	ELI LILLY & CO SOLICITED VS 05/22/09	-20.000	\$34.120	\$682.38	\$690.40	-\$8.02	
09/03/10	ACE LIMITED SOLICITED VS 05/22/09	-38.000	\$54.956	\$2,088.29	\$1,686.44	\$401.85	
09/03/10	ROCHE HOLDING LTD SPONSORED ADR REPSTG ORD SOLICITED VS 08/31/10	-8.000	\$34.823	\$278.58	\$271.20	\$7.38	
09/03/10	ROCHE HOLDING LTD SPONSORED ADR REPSTG ORD SOLICITED VS 05/22/09	-22.000	\$34.823	\$766.10	\$733.70	\$32.40	
09/28/10	ROCHE HOLDING LTD SPONSORED ADR REPSTG ORD SOLICITED VS 08/31/10	-2.000	\$33.310	\$66.61	\$67.80	-\$1.19	
09/28/10	ROCHE HOLDING LTD SPONSORED ADR REPSTG ORD SOLICITED VS 07/07/10	-8.000	\$33.310	\$266.47	\$282.32	-\$15.85	
09/30/10	COMMUNITY HEALTH SYSTEM INC NEW SOLICITED VS 09/03/10	-10.000	\$31.023	\$310.22	\$287.16	\$23.06	
09/30/10	EXXON MOBIL CORP SOLICITED WE MAKE A MKT IN THIS SECURITY VS 07/07/10	-15.000	\$61.963	\$929.42	\$869.25	\$60.17	

Part IV Capital Gains and Losses for Tax on Investment Income



MELLING FAMILY FOUNDATION
3081 WHITEWATER DR

Account number:
311-26215
Page 34 of 49

SALES
(continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
10/15/10	BANK OF AMERICA CORP SOLICITED WE MAKE A MKT IN THIS SECURITY VS 09/30/10	-53.000	\$11.920	\$631.74	\$694.83	-\$63.09	
10/15/10	BANK OF AMERICA CORP SOLICITED WE MAKE A MKT IN THIS SECURITY VS 08/24/10	-102.000	\$11.920	\$1,215.81	\$1,300.50	-\$84.69	
10/22/10	CHINA MOBILE LIMITED SPONSORED ADR RPSTG 5 ORD SHS SOLICITED VS 12/15/09	-4.000	\$51.940	\$207.75	\$185.20	\$22.55	
10/22/10	CHINA MOBILE LIMITED SPONSORED ADR RPSTG 5 ORD SHS SOLICITED VS 05/22/09	-5.000	\$51.940	\$259.69	\$235.70	\$23.99	
10/22/10	ENSCO PLC SPONSORED ADR SOLICITED WE MAKE A MKT IN THIS SECURITY VS 06/02/10	-41.000	\$46.191	\$1,893.81	\$1,482.93	\$410.88	
11/03/10	TALECRIS BIOTHERAPEUTICS HOLDINGS CORP SOLICITED WE MAKE A MKT IN THIS SECURITY VS 06/14/10	-47.000	\$23.718	\$1,114.73	\$1,026.95	\$87.78	
11/12/10	LOCKHEED MARTIN CORP SOLICITED VS 02/09/10	-4.000	\$69.670	\$278.67	\$303.00	-\$24.33	
11/18/10	COMPUTER SCIENCES CORP SOLICITED VS 10/22/10	-11.000	\$46.242	\$508.65	\$546.48	-\$37.83	
11/18/10	COMPUTER SCIENCES CORP SOLICITED VS 08/12/10	-23.000	\$46.242	\$1,063.54	\$979.34	\$84.20	



RBC Wealth Management

A Division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC



RBC TOTAL PORTFOLIO ACCOUNT STATEMENT 2010 ANNUAL STATEMENT

Account number:
311-26215
Page 35 of 49

SALES (continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
12/28/10	COMCAST CORPORATION NEW SPL CLASS A SOLICITED WE MAKE A MKT IN THIS SECURITY VS 05/22/09	-49.000	\$20.730	\$1,015.75	\$659.51	\$356.24	

TOTAL SALES

\$192,437.02 (Gain/loss totals can be found on the Schedule of Realized Gains and Losses at the end of this statement.)

OTHER ACTIVITY

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
07/16/10	ALERE INC RESULT OF NAME CHANGE	66.000	\$0.000	\$0.00	N/A	N/A	EXCHANGE
07/16/10	INVERNESS MEDICAL INNOVATIONS INC SURRENDERED - NAME CHANGE	-66.000	\$0.000	\$0.00	N/A	N/A	EXCHANGE
07/19/10	EVERGREEN EQUITY TRUST ASSET ALLOCATION FUND CL I	-1,296.611	\$0.000	\$0.00	N/A	N/A	EXCHANGE
07/19/10	WELLS FARGO ADVANTAGE FDS ASSET ALLOCATION FD ADMIN CL	1,296.611	\$0.000	\$0.00	N/A	N/A	EXCHANGE
07/22/10	SANDBRIDGE ENERGY INC SHRS RECEIVED THRU MERGER	47.000	\$0.000	\$0.00	N/A	N/A	EXCHANGE

TOTAL OTHER ACTIVITY

\$0.00 (Gain/loss totals can be found on the Schedule of Realized Gains and Losses at the end of this statement.)

WITHDRAWALS

Cash withdrawals

DATE	DESCRIPTION	AMOUNT	COMMENTS
06/09/10	TFR TO 311-14420 TRANSFER ASSETS OUT	-\$9,806.39	
06/09/10	TFR TO 311-14420 TRANSFER ASSETS OUT	-\$10,493.61	
Total cash withdrawals		-\$20,300.00	



RBC Wealth Management

A Division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC



CONSULTING SOLUTIONS ACCOUNT STATEMENT 2010 ANNUAL STATEMENT

 Account number:
311-14434
Page 7 of 11

PURCHASES (continued)

Regular Purchases

DATE	DESCRIPTION	QUANTITY	PRICE	ACCRUED INTEREST	NET COST/ NET PROCEEDS/ GAIN/LOSS*	COMMENTS
08/27/10	ISHARES SILVER TR ISHARES SOLICITED WE MAKE A MKT IN THIS SECURITY PROSPECTUS UNDER SEPARATE MAIL	160.000	\$18.640	-\$2,982.40		
10/06/10	SPDR INDEX SHARES FUNDS SPDR S&P EMERGING MARKETS SMALL CAP ETF SOLICITED PROSPECTUS UNDER SEPARATE MAIL	133.000	\$56.367	-\$7,496.76		
10/13/10	SPDR INDEX SHS FDS S&P INTERNATIONAL SMALL CAP ETF SOLICITED PROSPECTUS UNDER SEPARATE MAIL	281.000	\$29.169	\$8,196.55		
11/09/10	ISHARES S&P NORTH AMERICAN NATURAL RESOURCES SECTOR INDEX FD SOLICITED PROSPECTUS UNDER SEPARATE MAIL	108.000	\$38.766	-\$4,186.73		
11/09/10	MARKET VECTORS ETF TRUST GOLD MINERS ETF SOLICITED WE MAKE A MKT IN THIS SECURITY PROSPECTUS UNDER SEPARATE MAIL	88.000	\$61.218	-\$4,162.85		
Total regular purchases					-\$71,576.80	
TOTAL PURCHASES					-\$71,576.80	

SALES

DATE	DESCRIPTION	QUANTITY	PRICE	ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
03/01/10	SPDR SERIES TRUST SPDR BRCLYS INTERNATIONAL TREASURY BOND ETF SOLICITED	-240.000	\$55.603	\$13,344.60	\$13,011.84	\$332.76	

MELLING FAMILY FOUNDATION
3081 WHITEWATER DR

Account number:
311-14434
Page 8 of 11



SALES
(continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCURED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
05/18/10	BARCLAYS BK PLC IPATH DOW JONES-UBS COMMODITY INDEX SUB- INDEX TOTAL RET ETN 06/12/2036 SOLICITED SOLD PURSUANT TO REGISTRATION STATEMENT/PROSPECTUS REQUIRED	-172.000	\$38.046	\$6,543.84	\$6,898.92	-\$355.08	
07/27/10	SPDR SERIES TRUST SPDR DB INTL GOVERNMENT INFLATION PROTECTED BOND ETF SOLICITED	-124.000	\$53.792	\$6,670.10	\$6,798.49	-\$128.39	
08/19/10	ISHARES TRUST BARCLAYS 7-10 YEAR TREASURY BOND FD SOLICITED	-80.000	\$98.517	\$7,881.23	\$7,365.25	\$515.98	
08/27/10	ISHARES S&P NORTH AMERICAN NATURAL RESOURCES SECTOR INDEX FD SOLICITED	-66.000	\$31.930	\$2,107.31	\$1,887.59	\$219.72	
10/06/10	ISHARES TRUST RUSSELL 1000 VALUE INDEX FD SOLICITED WE MAKE A MKT IN THIS SECURITY	-124.000	\$60.142	\$7,457.52	\$7,399.64	\$57.88	
10/13/10	ISHARES TRUST IBOX \$ INVESTOP INVESTMENT GRADE CORP BOND FD SOLICITED	-70.000	\$112.993	\$7,909.37	\$6,778.79	\$1,130.58	
11/09/10	ISHARES SILVER TR ISHARES SOLICITED WE MAKE A MKT IN THIS SECURITY	-209.000	\$27.331	\$5,712.16	\$3,047.14	\$2,665.02	
11/09/10	ISHARES TR S&P U S PFD STK INDEX FD SOLICITED	-49.000	\$39.639	\$1,942.26	\$1,770.85	\$171.41	
11/17/10	ISHARES TRUST IBOX \$ INVESTOP INVESTMENT GRADE CORP BOND FD SOLICITED	-71.000	\$110.141	\$7,819.84	\$6,875.63	\$944.21	
TOTAL SALES						\$67,388.23	(Gain/loss totals can be found on the Schedule of Realized Gains and Losses at the end of this statement)

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2010
(PART XV, LINE 3a)

<u>Name & Address (home or business)</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
African Wildlife Federation 1400 Sixteenth Street, NW Suite 120 Washington, DC 20036-2240	Support the mission of ensuring the wildlife and wildlands of Africa will endure forever through increased scientific understanding of Africa's extraordinary ecosystems and the use of community conservation and conservation enterprise to demonstrate that wildlife can be conserved while people's well being is also improved.	\$3,000
Central Asian Institute P.O. Box 7209 Bozeman, MT 59771-7209	Support the mission to promote and support community-based education, especially for girls, in remote regions of Pakistan and Afghanistan.	\$2,000
Environmental Defense 257 Park Avenue South New York, NY 10010-7304	Support the work of supporting national environmental initiatives and programs benefiting air quality, water and habitat restoration.	\$2,500
Global Fund for Women 1375 Sutter Street, Suite 400 San Francisco, CA 94109-5467	Support granting small grants to women's groups worldwide that are working to transform their communities	\$3,000
HawkWatch International 2240 S 900 East Salt Lake City, UT 84106-2327	Support the vision of contributing to a greater public awareness of humanity's place in nature and of its responsibility to the rest of life by focusing on raptors as indicators of ecosystem health, by scientifically monitoring long-term trends in their populations and by working to promote conservation actions based on sound science.	\$500
Natural Heritage Land Trust 303 S. Patterson Street, Suite 6 Madison, WI 53703-4534	Support the mission to protect natural areas, wildlife habitat, working farms, healthy lakes and streams, and recreational land in the Dane County, Wisconsin region.	\$500
Natural Resources Defense Council 40 West 20th Street New York, NY 10019	Support the mission of programs to safeguard the earth: Its people, its plants and animals and the natural systems on which all life depends.	\$2,500

The Peregrine Fund World Center for Birds of Prey 5668 West Flying Hawk Lane Boise, ID 83709	Support the work of conserving birds of prey around the world	\$1,000
Planned Parenthood Federation of America 810 Seventh Avenue New York, NY 10019-5818	Support the programs and work of PPFA, providing reproductive healthcare and services.	\$1,500
Save Our Canyons P.O. Box 112017 Salt Lake City, UT 84147-2017	Support the effort to preserve all of the untouched natural areas of the Central Wasatch for the sake of wildlife, watershed, and for the health and well-being of the residents in the valley below	\$2,000
Wild Utah Project 68 South Main Street, Suite 400 Salt Lake City, UT 84101-1523	Support the mission of providing the scientific support needed to shape regional land use in a way that restores native wildlife, maintains ecological integrity, expands wilderness, protects biodiversity, and provides for ecosystem resilience in the face of climate change.	\$1,000
University of Colorado Foundation 1305 University Avenue Boulder, CO 80302-6213	Support RASEI, THE Renewable and Sustainable Energy Institute, under Director, Dr. Michael Knotek	\$3,000
	Total	\$22,500