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

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

Name of foundation SAMUEL C - MYRA POWELL FDN		A Employer identification number 87-6163275
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A PO Box 53456 MAC S4101-22G	Room/suite	B Telephone number (see page 10 of the instructions) (888) 730-4933
City or town, state, and ZIP code Phoenix AZ 85072-3456		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) \$ 4,254,648	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	
		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	0	0		
4	Dividends and interest from securities	115,117	115,117		
5 a	Gross rents		0		
b	Net rental income or (loss)	0			
6 a	Net gain or (loss) from sale of assets not on line 10	234,881			
b	Gross sales price for all assets on line 6a	2,064,029			
7	Capital gain net income (from Part IV, line 2)		234,881		
8	Net short-term capital gain			0	
9	Income modifications				
10 a	Gross sales less returns and allowances	0			
b	Less Cost of goods sold	0			
c	Gross profit or (loss) (attach schedule)	0			
11	Other income (attach schedule)	0	0	0	
12	Total. Add lines 1 through 11	349,998	349,998	0	
13	Compensation of officers, directors, trustees, etc.	50,800	10,160		40,640
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal f (attach schedule)	0	0	0	0
b	Accounting fees (attach schedule)	0	0	0	0
c	Other professional fees (attach schedule)	0	0	0	0
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	3,958	116	0	0
19	Depreciation (attach schedule) and depletion	0	0	0	
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	16,165	7,937	0	8,228
24	Total operating and administrative expenses. Add lines 13 through 23	70,923	18,213	0	48,868
25	Contributions, gifts, grants paid	160,400			160,400
26	Total expenses and disbursements Add lines 24 and 25	231,323	18,213	0	209,268
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	118,675			
b	Net investment income (if negative, enter -0-)		331,785		
c	Adjusted net income (if negative, enter -0-)			0	

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

Form 990-PF (2010)

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Form 990-PF (2010) SAMUEL C - MYRA POWELL FDN

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing				0	
	2	Savings and temporary cash investments	95,840	135,868	135,868		
	3	Accounts receivable	0				
		Less allowance for doubtful accounts	0	0	0		
	4	Pledges receivable	0				
		Less allowance for doubtful accounts	0	0	0		
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0		
	7	Other notes and loans receivable (attach schedule)	0	0	0		
		Less allowance for doubtful accounts	0	0	0		
	8	Inventories for sale or use		0			
	9	Prepaid expenses and deferred charges		0			
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0		
	b	Investments—corporate stock (attach schedule)	2,116,606	2,272,175	2,630,119		
	c	Investments—corporate bonds (attach schedule)	1,491,928	1,294,559	1,356,672		
	Liabilities	11	Investments—land, buildings, and equipment basis	0			
		Less accumulated depreciation (attach schedule)	0	0	0		
12		Investments—mortgage loans					
13		Investments—other (attach schedule)	0	120,034	131,989		
14		Land, buildings, and equipment basis	0				
		Less accumulated depreciation (attach schedule)	0	0	0		
15		Other assets (describe)	0	0	0		
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,704,374	3,822,636	4,254,648		
17		Accounts payable and accrued expenses		0			
18		Grants payable					
Net Assets or Fund Balances	19	Deferred revenue		0			
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0			
	21	Mortgages and other notes payable (attach schedule)	0	0			
	22	Other liabilities (describe)	0	0			
	23	Total liabilities (add lines 17 through 22)	0	0			
	24	Foundations that follow SFAS 117, check here . and complete lines 24 through 26 and lines 30 and 31.					
25	Unrestricted						
26	Temporarily restricted						
27	Permanently restricted						
28	Foundations that do not follow SFAS 117, check here . and complete lines 27 through 31.						
29	Capital stock, trust principal, or current funds	3,704,374	3,822,636				
30	Paid-in or capital surplus, or land, bldg , and equipment fund						
31	Retained earnings, accumulated income, endowment, or other funds						
32	Total net assets or fund balances (see page 17 of the instructions)	3,704,374	3,822,636				
33	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,704,374	3,822,636				

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	3,704,374
2	Enter amount from Part I, line 27a	2	118,675
3	Other increases not included in line 2 (itemize) MUTUAL FUND & CTF INCOME ADDITIONS	3	11
4	Add lines 1, 2, and 3	4	3,823,060
5	Decreases not included in line 2 (itemize) See Attached Statement	5	424
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,822,636

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 Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
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	234,881
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	0

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

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

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

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

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

(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	165,409	3,846,323	0.043004
2008	231,879	4,640,491	0.049969
2007	257,966	5,211,954	0.049495
2006	238,111	4,874,659	0.048847
2005	270,117	4,810,571	0.056151
2 Total of line 1, column (d)			2 0.247466
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 0.049493
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 4,040,386
5 Multiply line 4 by line 3			5 199,971
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,318
7 Add lines 5 and 6			7 203,289
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			8 209,268

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

1	a 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)	1	3,318
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	3,318
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	3,318
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,636
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,636
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	682
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ UT		
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		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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N.A. Telephone no ► 888-730-4933 Located at ► PO Box 53456 MAC S4101-22G Phoenix AZ ZIP+4 ► 85072-3456			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ► ☐ and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No

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

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

N/A

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b N/A

6b X

7b N/A

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
Wells Fargo Bank, N A	Trustee	4 00	0	0
		.00	0	0
		00	0	0
		00	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 ☐

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
.....		0
.....		0
.....		0
.....		0
.....		0
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 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	
.....	0
Total. Add lines 1 through 3	0

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	122,231
b	Average of monthly cash balances	1b	3,979,684
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,101,915
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	
3	Subtract line 2 from line 1d	3	4,101,915
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	61,529
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,040,386
6	Minimum investment return. Enter 5% of line 5	6	202,019

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	202,019
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,318
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	3,318
3	Distributable amount before adjustments Subtract line 2c from line 1	3	198,701
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	198,701
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	198,701

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	209,268
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	209,268
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	3,318
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	205,950

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				198,701
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			29,139	
b Total f				
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	0			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ <u>209,268</u>				
a Applied to 2009, but not more than line 2a			29,139	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2010 distributable amount				180,129
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions	—	0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				18,572
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)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2006	0			
b Excess from 2007	0			
c Excess from 2008	0			
d Excess from 2009	0			
e Excess from 2010	0			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	160,400
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
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	115,117	
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	234,881	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____		0		0	0
b _____		0		0	0
c _____		0		0	0
d _____		0		0	0
e _____		0		0	0
12 Subtotal. Add columns (b), (d), and (e)		0		349,998	0
13 Total. Add line 12, columns (b), (d), and (e)				13	349,998

(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]

SAMUEL C - MYRA POWELL FDN - 027450
EIN 87-6163275

DECEMBER YEAR END STATEMENT

Security Category	CUSIP	Asset Name	FMV	Units	Fed Cost
Invest - Corp Bonds	912828JZ4	US TREASURY NOTE 1 750% 1/31/14	102,094	100000 0000	99,848
Invest - Corp Bonds	9128276T4	US TREASURY NOTE 5 000% 2/15/11	251,408	250000 0000	246,285
Invest - Corp Bonds	3134A4QD9	FED HOME LN MTG CORP 5.125% 7/15/12	106,909	100000.0000	100,738
Invest - Corp Bonds	912828MP2	US TREASURY NOTE 3 625% 2/15/20	51,891	50000 0000	49,776
Invest - Corp Bonds	31359MPF4	FED NATL MTG ASSN 4 375% 9/15/12	53,176	50000 0000	50,551
Invest - Corp Bonds	912828BH2	U S TREASURY NOTE 4 250% 8/15/13	81,656	75000.0000	74,974
Invest - Corp Bonds	912828CJ7	U S TREASURY NOTES 4 750% 5/15/14	44,678	40000 0000	40,117
Invest - Corp Bonds	912828DV9	U S TREASURY NOTE 4.125% 5/15/15	110,117	100000.0000	103,906
Invest - Corp Bonds	912828FD7	U S TREASURY NOTES 4 875% 4/30/11	101,512	100000 0000	99,316
Invest - Corp Bonds	912828GF1	U S TREASURY NOTES 4.750% 1/31/12	209,406	200000 0000	200,539
Invest - Corp Bonds	912828JH4	US TREASURY NOTE 4 000% 8/15/18	243,826	225000.0000	228,508
Total Invest - Corp Bonds			1,356,672	-	1,294,559
Invest - Corp Stock	002824100	ABBOTT LABS	13,894	290.0000	11,273
Invest - Corp Stock	020002101	ALLSTATE CORP	19,925	625 0000	24,663
Invest - Corp Stock	110122108	BRISTOL MYERS SQUIBB CO	31,114	1175 0000	28,405
Invest - Corp Stock	263534109	DU PONT E I DE NEMOURS & CO	39,655	795.0000	19,058
Invest - Corp Stock	291011104	EMERSON ELECTRIC CO	39,447	690.0000	17,518
Invest - Corp Stock	369604103	GENERAL ELECTRIC CO	91,450	5000.0000	12,122
Invest - Corp Stock	428236103	HEWLETT PACKARD CO	39,574	940.0000	18,903
Invest - Corp Stock	458140100	INTEL CORP	34,805	1655.0000	42,298
Invest - Corp Stock	459200101	INTERNATIONAL BUSINESS MACHS CORP	46,963	320 0000	28,896
Invest - Corp Stock	478160104	JOHNSON & JOHNSON	39,275	635.0000	24,281
Invest - Corp Stock	580135101	MCDONALDS CORP	33,007	430.0000	9,998
Invest - Corp Stock	594918104	MICROSOFT CORP	42,842	1535.0000	41,658
Invest - Corp Stock	68389X105	ORACLE CORPORATION	33,022	1055.0000	22,877
Invest - Corp Stock	717081103	PFIZER INC	41,726	2383 0000	28,605
Invest - Corp Stock	742718109	PROCTER & GAMBLE CO	39,563	615 0000	30,326
Invest - Corp Stock	913017109	UNITED TECHNOLOGIES CORP	36,998	470.0000	29,972
Invest - Corp Stock	172967101	CITIGROUP INC	45,692	9660 0000	135,510
Invest - Corp Stock	949746101	WELLS FARGO & CO	101,027	3260 0000	61,610
Invest - Corp Stock	060505104	BANK OF AMERICA CORP	27,587	2068.0000	41,611
Invest - Corp Stock	30231G102	EXXON MOBIL CORPORATION	64,857	887.0000	32,260
Invest - Corp Stock	92343V104	VERIZON COMMUNICATIONS	27,014	755 0000	25,351
Invest - Corp Stock	46625H100	JPMORGAN CHASE & CO	54,298	1280.0000	42,758

Invest - Corp Stock	902973304	US BANCORP DEL NEW	48,007	1780.0000	44,063
Invest - Corp Stock	166764100	CHEVRON CORP	46,081	505.0000	18,786
Invest - Corp Stock	58933Y105	MERCK & CO INC NEW	24,327	675.0000	18,957
Invest - Corp Stock	20825C104	CONOCOPHILLIPS	39,158	575.0000	16,367
Invest - Corp Stock	00206R102	AT & T INC	39,369	1340.0000	31,882
Invest - Corp Stock	191216100	COCA COLA CO	28,939	440.0000	23,874
Invest - Corp Stock	17275R102	CISCO SYSTEMS INC	27,715	1370.0000	37,049
Invest - Corp Stock	911312106	UNITED PARCEL SERVICE-CL B	35,201	485.0000	32,978
Invest - Corp Stock	00724F101	ADOBE SYS INC	10,927	355.0000	12,570
Invest - Corp Stock	G1151C101	ACCENTURE PLC	27,639	570.0000	24,927
Invest - Corp Stock	674599105	OCCIDENTAL PETE CORP	32,864	335.0000	28,282
Invest - Corp Stock	548661107	LOWES COS INC	23,826	950.0000	25,505
Invest - Corp Stock	052769106	AUTODESK INC	33,425	875.0000	28,690
Invest - Corp Stock	023135106	AMAZON COM INC COM	32,400	180.0000	26,726
Invest - Corp Stock	032511107	ANADARKO PETROLEUM CORP	46,077	605.0000	43,817
Invest - Corp Stock	037411105	APACHE CORP	23,250	195.0000	20,859
Invest - Corp Stock	037833100	APPLE INC	70,963	220.0000	56,922
Invest - Corp Stock	054937107	B B & T CORP COM	35,097	1335.0000	45,022
Invest - Corp Stock	088606108	BHP BILLITON LIMITED - ADR	25,088	270.0000	20,952
Invest - Corp Stock	097023105	BOEING CO	39,482	605.0000	45,518
Invest - Corp Stock	38141G104	GOLDMAN SACHS GROUP INC	40,358	240.0000	37,728
Invest - Corp Stock	38259P508	GOOGLE INC	47,518	80.0000	43,579
Invest - Corp Stock	617446448	MORGAN STANLEY	27,618	1015.0000	31,859
Invest - Corp Stock	931142103	WAL MART STORES INC	36,672	680.0000	36,898
Invest - Corp Stock	907818108	UNION PACIFIC CORP	35,211	380.0000	29,031
Invest - Corp Stock	693475105	PNC FINANCIAL SERVICES GROUP	48,272	795.0000	53,842
Invest - Corp Stock	912909108	UNITED STS STL CORP NEW	28,918	495.0000	28,842
Invest - Corp Stock	74144T108	T ROWE PRICE GROUP INC	66,154	1025.0000	59,841
Invest - Corp Stock	254687106	WALT DISNEY CO	48,763	1300.0000	47,342
Invest - Corp Stock	494368103	KIMBERLY CLARK CORP COM	32,781	520.0000	32,250
Invest - Corp Stock	149123101	CATERPILLAR INC	56,196	600.0000	40,050
Invest - Corp Stock	881624209	TEVA PHARMACEUTICAL INDUSTRIES - ADR	27,108	520.0000	31,817
Invest - Corp Stock	806857108	SCHLUMBERGER LTD	38,828	465.0000	31,539
Invest - Corp Stock	001055102	AFLAC INC	21,726	385.0000	20,795
Invest - Corp Stock	35671D857	FREEMPORT-MCMORAN COPPER & GOLD INC	25,819	215.0000	17,050
Invest - Corp Stock	500255104	KOHL'S CORP	23,910	440.0000	25,485
Invest - Corp Stock	92553P201	VIACOM INC NEW	31,292	790.0000	28,441
Invest - Corp Stock	73755L107	POTASH CORP SASK	37,159	240.0000	30,137
Invest - Corp Stock	001765106	AMR CORP DEL	25,318	3250.0000	25,713
Invest - Corp Stock	526057104	LENNAR CORPORATION CLASS A COMMON	23,063	1230.0000	25,495

Invest - Corp Stock	71654V408	PETROLEO BRASILEIRO S.A.- COMM - ADR	20,244	535.0000	19,423
Invest - Corp Stock	910047109	UNITED CONTINENTAL HOLDINGS, INC	16,150	678.0000	13,763
Invest - Corp Stock	37045V100	GENERAL MOTORS CO	51,604	1400.0000	46,200
Invest - Corp Stock	91324P102	UNITEDHEALTH GROUP INC	24,555	680.0000	24,918
Invest - Corp Stock	747525103	QUALCOMM INC	25,487	515.0000	25,296
Invest - Corp Stock	989701107	ZIONS BANCORP	26,774	1105.0000	25,486
Invest - Corp Stock	704549104	PEABODY ENERGY CORPORATION	19,514	305.0000	18,815
Invest - Corp Stock	931422109	WALGREEN CO	26,493	680.0000	24,621
Invest - Corp Stock	963320106	WHIRLPOOL CORP	19,543	220.0000	18,842
Invest - Corp Stock	50075N104	KRAFT FOODS INC	25,050	795.0000	24,666
Invest - Corp Stock	172908105	CINTAS CORP	18,454	660.0000	18,711
Total Invest - Corp Stock			2,630,119	-	2,272,176
Invest - Other	94975G488	WF ADV SMALL CAP OPPOR FD-ADMIN #84	15,323	447.6580	13,000
Invest - Other	29476L107	EQUITY RESIDENTIAL PPTYS TR SH BEN	45,716	880.0000	38,122
Invest - Other	78464A888	SPDR SERIES TRUST	22,155	1274.0000	24,209
Invest - Other	816636203	SEMICONDUCTOR HOLDRS TR	48,795	1500.0000	44,703
Total Invest - Other			131,989	-	120,034
Savings & Temp Inv	VP7000046	WF ADV CASH INVT MM FD-INSTL #451	134,030	134030.1600	134,030
Savings & Temp Inv	VP7000046	WF ADV CASH INVT MM FD-INSTL #451	1,838	1838.4300	1,838
Total Savings & Temp Inv			135,869	-	135,869
Total			4,254,649	-	3,822,637

Statement A

SAMUEL C - MYRA POWELL FDN

EIN: 87-6163275

Utah Attorney General does not require and prefers that we do not furnish a copy of Form 990 to their office

SAMUEL C. - MYRA G. POWELL FOUNDATION

ACCOUNT # 027450

ORGANIZATION		AMOUNT	ADDRESS			
	Boys & Girls Clubs of Weber-Davis County	\$ 5,750 00	127 24th Street Suite 3	Ogden	UT	84401
	McKay-Dee Hospital Foundation	\$ 61,650 00	4401 Harrison Blvd	Ogden	UT	84403
	Ogden School Foundation	\$ 10,000 00	1950 Monroe Blvd	Ogden	UT	84401
	Ogden Weber Applied Technology College Foundation	\$ 81,000 00	200 North Washington Blvd	Ogden	UT	84404
	Treehouse Children's Museum	\$ 1,000 00	347 22nd Street	Ogden	UT	84401
	Weber School District Foundation	\$ 1,000 00	5320 Adams Avenue	Ogden	UT	84405
	TOTAL	\$ 160,400 00				

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				Expense of Sale and Cost of Improvements	Valuation Method	Depreciation	Net Gain or Loss
									Amount							
									Long Term CG Distributions	Short Term CG Distributions	Gross Sales	Cost or Other Basis	Cost, Other Basis and Expenses	Gross Sales	Net Gain or Loss	
1	X	AOL INC	00184X105			8/22/2005		4/22/2010	1,138	0	1,138	1,229	1,829,148			234,881
2	X	AT & T INC	00206R102			6/6/2007		4/22/2010	20,979		20,979	32,554				-11,575
3	X	AT & T INC	00206R102			11/26/2007		4/22/2010	6,385		6,385	9,178				-2,793
4	X	AT & T INC	00206R102			11/26/2007		12/9/2010	3,009		3,009	3,933				-924
5	X	AT & T INC	00206R102			1/3/2007		12/9/2010	5,016		5,016	6,206				-1,190
6	X	ABBOTT LABS	002824100			9/12/2005		4/22/2010	17,280		17,280	15,402				1,878
7	X	ABBOTT LABS	002824100			7/22/2003		4/22/2010	20,837		20,837	15,937				4,900
8	X	AIR PRODS & CHEMS INC CO	009158106			10/28/2003		4/22/2010	38,192		38,192	22,245				15,947
9	X	ALLSTATE CORP	020002101			9/27/2004		4/22/2010	4,857		4,857	6,682				-1,825
10	X	ALLSTATE CORP	020002101			10/28/2003		4/22/2010	867		867	986				-119
11	X	AMAZON COM INC COM	023135106			4/22/2010		4/26/2010	12,432		12,432	12,621				-189
12	X	AMERICAN EXPRESS CO	025816109			6/10/1999		4/22/2010	47,429		47,429	37,143				10,286
13	X	AMERICAN EXPRESS CO	025816109			9/12/2005		4/22/2010	9,165		9,165	10,260				-1,095
14	X	AMERIPRISE FINL INC	03076C106			6/10/1999		4/22/2010	9,958		9,958	5,292				4,666
15	X	AMERIPRISE FINL INC	03076C106			9/12/2005		4/22/2010	1,924		1,924	1,462				462
16	X	AMERIPRISE FINL INC	03076C106			6/1/2009		4/22/2010	20,444		20,444	12,929				7,515
17	X	BANK OF AMERICA CORP	060505104			5/20/2005		4/22/2010	10,148		10,148	26,041				-15,893
18	X	BANK OF AMERICA CORP	060505104			1/3/2007		4/22/2010	1,087		1,087	3,235				-2,148
19	X	BANK OF AMERICA CORP	060505104			6/6/2007		4/22/2010	5,672		5,672	32,895				-27,223
20	X	BANK OF AMERICA CORP	060505104			11/1/1999		4/22/2010	1,395		1,395	2,481				-1,086
21	X	BANK NEW YORK MELLON CO	064058100			6/6/2007		4/22/2010	24,441		24,441	31,940				-1,170
22	X	BANK NEW YORK MELLON CO	064058100			8/19/2008		4/22/2010	12,956		12,956	14,126				-1,229
23	X	BANK NEW YORK MELLON CO	064058100			6/1/2009		4/22/2010	12,476		12,476	10,727				1,749
24	X	BAXTER INTL INC	071813109			4/22/2010		4/26/2010	20,298		20,298	21,527				-1,229
25	X	BECTON DICKINSON & CO	075887109			7/22/2003		4/22/2010	38,610		38,610	19,325				19,285
26	X	BHP BILLITON LIMITED - ADR	088608108			4/22/2010		11/9/2010	6,853		6,853	5,820				1,033
27	X	BRISTOL MYERS SQUIBB CO	110122108			11/26/2007		4/22/2010	1,949		1,949	2,247				-298
28	X	CVS/CAREMARK CORPORAT	126650100			6/1/2009		4/22/2010	32,625		32,625	27,167				5,458
29	X	CHESAPEAKE ENERGY CORP	165167107			8/19/2008		4/22/2010	16,138		16,138	31,990				-15,852
30	X	CHEVRON CORP	166764100			3/31/2004		4/22/2010	15,352		15,352	8,267				7,085
31	X	CHEVRON CORP	166764100			11/14/2003		4/22/2010	31,917		31,917	14,694				17,223
32	X	CISCO SYSTEMS INC	17275R102			4/22/2010		12/9/2010	13,211		13,211	18,119				-4,908
33	X	COLGATE PALMOLIVE CO	194162103			4/22/2010		8/3/2010	1,170		1,170	1,258				-88
34	X	COLGATE PALMOLIVE CO	194162103			9/12/2005		8/3/2010	7,802		7,802	5,311				2,491
35	X	COLGATE PALMOLIVE CO	194162103			9/12/2005		12/9/2010	22,261		22,261	15,137				7,124
36	X	CONOCOPHILLIPS	20825C104			6/1/2009		4/22/2010	5,332		5,332	4,548				784
37	X	CONOCOPHILLIPS	20825C104			10/28/2003		4/22/2010	18,242		18,242	9,251				8,991
38	X	CONTINENTAL AIRLS INC CL	210795308			4/22/2010		8/3/2010	13,193		13,193	11,510				1,683
39	X	DOMINION RES INC VA	25746U109			11/14/2003		4/22/2010	16,418		16,418	12,190				4,228
40	X	DOMINION RES INC VA	25746U109			9/27/2004		4/22/2010	14,366		14,366	11,373				2,993
41	X	DOMINION RES INC VA	25746U109			1/3/2007		4/22/2010	7,798		7,798	7,939				-141
42	X	DU PONT E I DE NEMOURS &	263534109			9/27/2004		4/22/2010	7,803		7,803	8,346				-543
43	X	DU PONT E I DE NEMOURS &	263534109			7/6/2005		4/22/2010	5,853		5,853	6,385				-532
44	X	DU PONT E I DE NEMOURS &	263534109			4/10/1992		4/22/2010	7,998		7,998	4,914				3,084
45	X	EMERSON ELECTRIC CO	291011104			3/31/2004		4/22/2010	1,802		1,802	1,048				754
46	X	EMERSON ELECTRIC CO	291011104			7/22/2003		4/22/2010	15,957		15,957	7,870				8,087
47	X	EXELON CORPORATION	30161N101			1/3/2007		4/22/2010	11,325		11,325	16,335				-5,010
48	X	EXXON MOBIL CORPORATION	30231G102			9/27/1999		4/22/2010	32,259		32,259	17,552				14,707
49	X	EXXON MOBIL CORPORATION	30231G102			11/1/1999		4/22/2010	9,093		9,093	4,905				4,188
50	X	FPL GROUP INC	302571104			11/14/2003		4/22/2010	30,204		30,204	19,587				10,617

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				Net Gain or Loss								
									Amount												
									Long Term CG Distributions	Short Term CG Distributions	0	0									
Totals																					
									Securities	Other sales	0	0	234,881								
									Gross Sales	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Net Gain or Loss								
									Price												
51	X	FPL GROUP INC	302571104			9/27/2004		4/22/2010	9,564	6,459			3,105								
52	X	FORTUNE BRANDS INC	349631101			9/10/2003		4/22/2010	38,668	39,233			-565								
53	X	FREEMONT-MCMORAN COPP	35671D857			4/22/2010		11/9/2010	16,068	11,895			4,173								
54	X	GENERAL MILLS INC	370334104			4/22/2010		12/9/2010	35,180	34,646			534								
55	X	GILEAD SCIENCES INC	375558103			4/22/2010		4/26/2010	13,031	13,165			-134								
56	X	GOLDMAN SACHS GROUP INC	38141G104			4/22/2010		12/9/2010	9,986	9,432			554								
57	X	HALLIBURTON CO	406216101			1/3/2007		4/22/2010	58,254	52,402			5,852								
58	X	HEWLETT PACKARD CO	428236103			10/28/2003		4/22/2010	16,305	6,680			9,625								
59	X	HEWLETT PACKARD CO	428236103			9/10/2003		4/22/2010	3,156	1,207			1,949								
60	X	HOMER DEPOT INC	437076102			6/12/2009		4/22/2010	22,622	15,491			7,131								
61	X	HONEYWELL INTERNATIONAL	438516106			7/22/2003		4/22/2010	27,936	17,250			10,686								
62	X	HONEYWELL INTERNATIONAL	438516106			11/14/2003		4/22/2010	22,116	14,153			7,963								
63	X	INTEL CORP	458140100			5/20/2005		12/9/2010	12,522	15,082			-2,560								
64	X	INTERNATIONAL BUSINESS M	459200101			11/14/2003		4/22/2010	19,888	13,996			5,892								
65	X	JPMORGAN CHASE & CO	46625H100			8/19/2008		4/22/2010	14,227	11,366			2,861								
66	X	JPMORGAN CHASE & CO	46625H100			6/1/2009		4/22/2010	11,559	9,528			2,031								
67	X	JPMORGAN CHASE & CO	46625H100			11/14/2003		4/22/2010	26,898	21,429			5,469								
68	X	JOHNSON & JOHNSON	478160104			7/21/1998		4/22/2010	2,896	1,721			1,175								
69	X	MARATHON OIL CORP	565849106			6/6/2007		4/22/2010	19,266	37,545			-18,279								
70	X	MARATHON OIL CORP	565849106			6/12/2009		4/22/2010	8,028	8,339			-311								
71	X	MCDONALDS CORP	580135101			9/10/2003		4/22/2010	23,589	7,789			15,800								
72	X	MCDONALDS CORP	580135101			9/10/2003		12/9/2010	19,057	5,696			13,361								
73	X	MEDTRONIC INC	585055106			8/19/2008		4/22/2010	33,326	41,325			-7,999								
74	X	METLIFE INC	59156R108			10/28/2003		4/22/2010	16,011	10,762			5,249								
75	X	METLIFE INC	59156R108			11/14/2003		4/22/2010	17,155	11,310			5,845								
76	X	MICROSOFT CORP	594918104			7/21/1998		11/18/2010	11,249	12,771			-1,522								
77	X	MICROSOFT CORP	594918104			9/27/2004		11/18/2010	1,681	1,778			-97								
78	X	NOKIA CORPORATION - ADR	654902204			11/14/2003		4/22/2010	10,394	14,320			-3,926								
79	X	NOKIA CORPORATION - ADR	654902204			5/20/2005		4/22/2010	9,939	13,380			-3,441								
80	X	ORACLE CORPORATION	68389X105			4/22/2010		4/26/2010	15,051	14,841			210								
81	X	PEPSICO INC	713448108			5/9/1988		4/22/2010	48,500	3,925			44,575								
82	X	PFIZER INC	717081103			9/12/2005		4/22/2010	819	1,319			-500								
83	X	POTASH CORP SASK	73755L107			4/22/2010		8/17/2010	4,931	3,792			1,139								
84	X	POTASH CORP SASK	73755L107			4/22/2010		8/23/2010	6,879	4,875			2,004								
85	X	PROCTER & GAMBLE CO	742718109			11/1/1999		4/22/2010	15,837	13,053			2,784								
86	X	METLIFE INC	59156R108			5/20/2005		4/22/2010	4,575	4,360			215								
87	X	PROCTER & GAMBLE CO	742718109			9/27/1999		4/22/2010	11,719	9,149			2,570								
88	X	METLIFE INC	59156R108			6/12/2009		4/22/2010	17,841	12,231			5,610								
89	X	PUBLIC SVC ENTERPRISE GR	744573106			9/10/2003		4/22/2010	33,202	22,934			10,268								
90	X	ROCKWELL AUTOMATION INC	773903109			11/26/2007		4/22/2010	23,326	25,224			-1,898								
91	X	ROCKWELL COLLINS	774341101			4/22/2010		12/9/2010	5,494	6,406			-912								
92	X	ROCKWELL COLLINS	774341101			4/22/2010		12/9/2010	19,101	22,253			-3,152								
93	X	STATE STREET CORP	857477103			11/26/2007		4/22/2010	17,947	31,118			-13,171								
94	X	STATE STREET CORP	857477103			8/19/2008		4/22/2010	2,845	4,243			-1,398								
95	X	SYSCO CORP	871829107			6/12/2006		4/22/2010	18,963	19,129			-166								
96	X	SYSCO CORP	871829107			8/16/2006		4/22/2010	9,709	9,245			464								
97	X	TARGET CORP	87612E106			9/10/2003		4/22/2010	23,161	15,710			7,451								
98	X	TARGET CORP	87612E106			11/14/2003		4/22/2010	45,750	30,999			14,751								
99	X	3M CO	88579Y101			9/10/2003		4/22/2010	39,131	31,435			7,696								
100	X	MICROSOFT CORP	594918104			7/21/1998		4/22/2010	2,020	1,908			112								
101	X	TIME WARNER INC	887317303			8/22/2005		4/22/2010	14,789	17,103			-2,314								

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
									Securities	Other sales	Price	Gross Sales	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
		Long Term CG Distributions	Amount													
		Short Term CG Distributions	0													
102	X	TIME WARNER CABLE INC	88732J207			8/22/2005		4/22/2010			5,978					-45
103	X	TRAVELERS COMPANIES, INC	89417E109			7/22/2003		4/22/2010			52,912					17,763
104	X	TRAVELERS COMPANIES, INC	89417E109			11/14/2003		4/22/2010			17,196					5,213
105	X	TRAVELERS COMPANIES, INC	89417E109			11/22/2005		4/22/2010			529					68
106	X	US BANCORP DEL NEW	902973304			10/28/2003		4/22/2010			8,842					196
107	X	UNITED CONTINENTAL HOLD	910047109			4/22/2010		10/8/2010			6					1
108	X	UNITED CONTINENTAL HOLD	910047109			4/22/2010		11/18/2010			6,436					1,767
109	X	U S TREASURY NOTE 4 000	912828DP2			5/16/2005		3/15/2010			50,000					-379
110	X	U S TREASURY NOTES 4 25	912828EJ5			2/16/2006		10/15/2010			200,000					3,234
111	X	UNITED TECHNOLOGIES COR	913017109			8/19/2008		4/22/2010			1,899					272
112	X	UNITED TECHNOLOGIES COR	913017109			8/19/2008		12/9/2010			10,839					1,728
113	X	VERIZON COMMUNICATIONS	92343V104			3/31/1986		4/22/2010			14,576					7,505
114	X	VERIZON COMMUNICATIONS	92343V104			7/22/2003		4/22/2010			20,407					-3,591
115	X	VERIZON COMMUNICATIONS	92343V104			11/14/2003		4/22/2010			7,288					-524
116	X	WELLPOINT INC	94973V107			8/3/2010		4/22/2010			24,246					1,301
117	X	TRANSOCEAN LTD	H8817H100			4/22/2010		12/9/2010			13,089					-7,520
118	X	TOLL BROS INC	889478103			4/22/2010		12/9/2010			22,158					-4,215
119	X	LT CAP GAIN DIVS				1/1/2008		8/1/2010			1,408					1,408
120	X	UNRECAPTURED SECTION 12									163					163

Line 18 (990-PF) - Taxes

		3,958	116	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	1,206			
2	ESTIMATED EXCISE TAX PAID	2,636			
3	FOREIGN TAX WITHHELD	116	116		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		16,165	7,937	0	8,228
1	Amortization. See attached statement	0	0	0	0
2	TRUSTEE FEES	15,388	7,694		7,694
3	MISC EXPENSES	153	153		
4	ADR FEES	90	90		
5	OTHER EXPENSE	534			534
6					
7					
8					
9					
10					
11					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		2,116,606		2,272,175		2,443,669		2,630,119	
		Book Value		Book Value		FMV		FMV	
		Beg. of Year		End of Year		Beg. of Year		End of Year	
		2,116,606		2,272,175		2,443,669		2,630,119	
1	Description								
2									
3									
4									
5									
6									
7									
8									
9									
10									

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1				1,491,928	1,294,559	1,559,972	1,356,672
2							
3							
4							
5							
6							
7							
8							
9							
10							

Part II, Line 13 (990-PF) - Investments - Other

	Item or Category	Basis of Valuation	Book Value Beg. of Year	0	Book Value End of Year	120,034	FMV End of Year	131,989
1				0		120,034	131,989	
2								
3								
4								
5								
6								
7								
8								
9								
10								

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	MUTUAL FUND & CTF INCOME ADDITIONS	1	11
2	Total	2	11

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJ	1	233
2	MUTUAL FUND & CTF INCOME SUBTRACTION	2	191
3	Total	3	424

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Long Term CG Distributions Short Term CG Distributions	Amount		Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
		0	0									
1	AOL INC	00184X105	8/12/2005	4/22/2010	1,138	0	1,229	-91				234,881
2	AT & T INC	00206R102	6/6/2007	4/22/2010	20,979	0	32,554	-11,575				-11,575
3	AT & T INC	00206R102	11/26/2007	12/9/2010	6,385	0	9,178	-2,793				-2,793
4	AT & T INC	00206R102	11/26/2007	12/9/2010	3,009	0	3,933	-924				-924
5	AT & T INC	00206R102	1/3/2007	12/9/2010	5,016	0	6,206	-1,190				-1,190
6	ABBOTT LABS	002824100	7/22/2003	4/22/2010	17,280	0	15,402	1,878				1,878
7	ABBOTT LABS	002824100	7/22/2003	4/22/2010	20,837	0	15,937	4,900				4,900
8	AIR PRODS & CHEMS INC COM	009158106	10/28/2003	4/22/2010	38,192	0	22,245	15,947				15,947
9	ALLSTATE CORP	020002101	9/27/2004	4/22/2010	4,857	0	6,682	-1,825				-1,825
10	ALLSTATE CORP	020002101	10/28/2003	4/22/2010	867	0	986	-119				-119
11	AMAZON COM INC COM	023135106	4/22/2010	4/26/2010	12,432	0	12,621	-189				-189
12	AMERICAN EXPRESS CO	025816109	6/10/1999	4/22/2010	47,429	0	37,143	10,286				10,286
13	AMERICAN EXPRESS CO	025816109	9/12/2005	4/22/2010	9,165	0	10,260	-1,095				-1,095
14	AMERIPRISE FINL INC	03076C106	6/10/1999	4/22/2010	9,958	0	5,292	4,666				4,666
15	AMERIPRISE FINL INC	03076C106	9/12/2005	4/22/2010	1,924	0	1,462	462				462
16	AMERIPRISE FINL INC	03076C106	6/1/2009	4/22/2010	20,444	0	12,929	7,515				7,515
17	BANK OF AMERICA CORP	060503104	5/20/2005	4/22/2010	10,148	0	26,041	-15,893				-15,893
18	BANK OF AMERICA CORP	060503104	1/3/2007	4/22/2010	1,087	0	3,235	-2,148				-2,148
19	BANK OF AMERICA CORP	060503104	6/6/2007	4/22/2010	5,672	0	32,895	-27,223				-27,223
20	BANK OF AMERICA CORP	060503104	11/1/1999	4/22/2010	1,395	0	2,481	-1,086				-1,086
21	BANK NEW YORK MELLON CORP COM	064058100	6/6/2007	4/22/2010	24,441	0	31,940	-7,499				-7,499
22	BANK NEW YORK MELLON CORP COM	064058100	8/19/2008	4/22/2010	12,956	0	14,126	-1,170				-1,170
23	BANK NEW YORK MELLON CORP COM	064058100	6/1/2009	4/22/2010	12,476	0	10,727	1,749				1,749
24	BAXTER INTL INC	071813109	4/22/2010	4/26/2010	20,298	0	21,527	-1,229				-1,229
25	BECTON DICKINSON & CO	075887109	7/22/2003	4/22/2010	38,610	0	19,325	19,285				19,285
26	BHP BILLITON LIMITED - ADR	088608108	4/22/2010	1/19/2010	6,853	0	5,820	1,033				1,033
27	BRISTOL MYERS SQUIBB CO	110122108	11/26/2007	4/22/2010	1,949	0	2,247	-298				-298
28	CYS/CAREMARK CORPORATION	126650100	6/1/2009	4/22/2010	32,625	0	27,167	5,458				5,458
29	CHESAPEAKE ENERGY CORP COM	165167107	8/19/2008	4/22/2010	16,138	0	31,990	-15,852				-15,852
30	CHEVRON CORP	166764100	3/31/2004	4/22/2010	15,352	0	8,267	7,085				7,085
31	CHEVRON CORP	166764100	11/14/2003	4/22/2010	31,917	0	14,694	17,223				17,223
32	CISCO SYSTEMS INC	17275R102	4/22/2010	12/9/2010	13,211	0	18,119	-4,908				-4,908
33	COLGATE PALMOLIVE CO	194162103	4/22/2010	8/3/2010	1,170	0	1,258	-88				-88
34	COLGATE PALMOLIVE CO	194162103	9/12/2005	8/3/2010	7,802	0	5,311	2,491				2,491
35	COLGATE PALMOLIVE CO	194162103	9/12/2005	12/9/2010	22,261	0	15,137	7,124				7,124
36	CONOCOPHILLIPS	20825C104	6/1/2009	4/22/2010	5,332	0	4,548	784				784
37	CONOCOPHILLIPS	20825C104	10/28/2003	4/22/2010	18,242	0	9,251	8,991				8,991
38	CONTINENTAL AIRLIS INC CL B	210795308	4/22/2010	8/3/2010	13,193	0	11,510	1,683				1,683
39	DOMINION RES INC VA	25746U109	7/16/2005	4/22/2010	5,853	0	3,385	-532				-532
40	DOMINION RES INC VA	25746U109	4/10/1992	4/22/2010	7,998	0	4,914	3,084				3,084
41	DOMINION RES INC VA	25746U109	3/31/2004	4/22/2010	1,802	0	1,048	754				754
42	DUPONT E I DE NEMOURS & CO	263534109	9/27/2004	4/22/2010	7,803	0	8,346	-543				-543
43	DUPONT E I DE NEMOURS & CO	263534109	7/16/2005	4/22/2010	5,853	0	3,385	-532				-532
44	DUPONT E I DE NEMOURS & CO	263534109	4/10/1992	4/22/2010	7,998	0	4,914	3,084				3,084
45	EMERSON ELECTRIC CO	291011104	3/31/2004	4/22/2010	1,802	0	1,048	754				754
46	EMERSON ELECTRIC CO	291011104	7/22/2003	4/22/2010	11,957	0	7,870	8,087				8,087
47	EXELON CORPORATION	30161N101	1/3/2007	4/22/2010	11,325	0	16,335	-5,010				-5,010
48	EXXON MOBIL CORPORATION	30231G102	9/27/1999	4/22/2010	32,259	0	17,552	14,707				14,707
49	EXXON MOBIL CORPORATION	30231G102	11/1/1999	4/22/2010	9,093	0	4,905	4,188				4,188
50	FPL GROUP INC	302571104	11/14/2003	4/22/2010	30,204	0	19,587	10,617				10,617
51	FPL GROUP INC	302571104	9/27/2004	4/22/2010	9,564	0	6,459	3,105				3,105
52	FORTUNE BRANDS INC	349631101	9/10/2003	4/22/2010	38,668	0	39,233	-565				-565
53	FREEMONT-MCMORAN COPPER & GOLD	35671D857	4/22/2010	1/19/2010	16,068	0	11,895	4,173				4,173
54	GENERAL MILLS INC	370334104	4/22/2010	12/9/2010	35,180	0	34,646	534				534
55	GILEAD SCIENCES INC	375558103	4/22/2010	4/26/2010	13,031	0	13,165	-134				-134
56	GOLDMAN SACHS GROUP INC	38141G104	4/22/2010	12/9/2010	9,986	0	9,432	554				554
57	HALLIBURTON CO	406216101	1/3/2007	4/22/2010	58,254	0	52,402	5,852				5,852

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Long Term CG Distributions Short Term CG Distributions	Amount		Totals	Gross Sales Price	2,064,029	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
		0	0										
58	HEWLETT PACKARD CO	428236103		10/28/2003	4/22/2010	16,305	0	6,680	9,625			0	234,881
59	HEWLETT PACKARD CO	428236103		9/10/2003	4/22/2010	3,156	0	1,207	1,949			0	9,625
60	HOME DEPOT INC	437076102		6/17/2009	4/22/2010	22,622	0	15,491	7,131			0	1,949
61	HONEYWELL INTERNATIONAL INC	438516106		7/22/2003	4/22/2010	27,936	0	17,250	10,686			0	7,131
62	HONEYWELL INTERNATIONAL INC	438516106		11/14/2003	4/22/2010	22,116	0	14,153	7,963			0	10,686
63	INTEL CORP	458140100		5/20/2005	4/22/2010	12,522	0	15,082	-2,560			0	7,963
64	INTERNATIONAL BUSINESS MACHS CO	459200101		11/14/2003	4/22/2010	19,868	0	13,996	5,872			0	-2,560
65	JPMORGAN CHASE & CO	46625H100		8/19/2008	4/22/2010	14,227	0	11,366	2,861			0	5,872
66	JPMORGAN CHASE & CO	46625H100		6/17/2009	4/22/2010	11,559	0	9,528	2,031			0	2,861
67	JPMORGAN CHASE & CO	46625H100		11/14/2003	4/22/2010	26,898	0	21,429	5,469			0	2,031
68	JOHNSON & JOHNSON	478160104		7/21/1998	4/22/2010	2,896	0	1,721	1,175			0	5,469
69	MARATHON OIL CORP	565849106		6/6/2007	4/22/2010	19,266	0	37,545	-18,279			0	1,175
70	MARATHON OIL CORP	565849106		6/17/2009	4/22/2010	8,028	0	8,339	-311			0	-18,279
71	MCDONALDS CORP	580135101		9/10/2003	4/22/2010	23,589	0	7,789	15,800			0	-311
72	MCDONALDS CORP	580135101		9/10/2003	4/22/2010	19,057	0	5,696	13,361			0	15,800
73	MEDTRONIC INC	585055106		8/19/2008	4/22/2010	33,326	0	41,325	-7,999			0	13,361
74	METLIFE INC	59156R108		10/28/2003	4/22/2010	16,011	0	10,762	5,249			0	-7,999
75	METLIFE INC	59156R108		11/14/2003	4/22/2010	17,155	0	11,310	5,845			0	5,249
76	MICROSOFT CORP	594918104		7/21/1998	4/22/2010	11,249	0	12,771	-1,522			0	5,845
77	MICROSOFT CORP	594918104		9/27/2004	4/22/2010	1,681	0	1,778	-97			0	-1,522
78	NOKIA CORPORATION - ADR	654902204		11/14/2003	4/22/2010	10,394	0	14,320	-3,926			0	-97
79	NOKIA CORPORATION - ADR	654902204		5/20/2005	4/22/2010	9,939	0	13,380	-3,441			0	-3,926
80	ORACLE CORPORATION	68389X105		4/22/2010	4/26/2010	15,051	0	14,841	210			0	-3,441
81	PEPSICO INC	713448108		5/9/1988	4/22/2010	48,500	0	3,925	44,575			0	210
82	PFIZER INC	717081103		9/12/2005	4/22/2010	819	0	1,319	-500			0	44,575
83	POTASH CORP SASK	73755L107		4/22/2010	8/17/2010	4,931	0	3,792	1,139			0	-500
84	POTASH CORP SASK	73755L107		4/22/2010	8/23/2010	6,879	0	4,875	2,004			0	1,139
85	PROCTER & GAMBLE CO	742718109		11/11/1999	4/22/2010	15,837	0	13,053	2,784			0	2,004
86	PROCTER & GAMBLE CO	742718109		5/20/2005	4/22/2010	4,575	0	4,360	215			0	2,784
87	PROCTER & GAMBLE CO	742718109		9/27/1999	4/22/2010	11,719	0	9,149	2,570			0	215
88	METLIFE INC	59156R108		6/17/2009	4/22/2010	17,841	0	12,231	5,610			0	2,570
89	PUBLIC SVC ENTERPRISE GROUP INC	744573106		9/10/2003	4/22/2010	33,202	0	22,934	10,268			0	5,610
90	ROCKWELL AUTOMATION INC	773903109		11/26/2007	4/22/2010	23,326	0	25,224	-1,898			0	10,268
91	ROCKWELL COLLINS	774341101		4/22/2010	12/9/2010	5,494	0	6,406	-912			0	-1,898
92	ROCKWELL COLLINS	774341101		4/22/2010	12/9/2010	19,101	0	22,253	-3,152			0	-912
93	STATE STREET CORP	857477103		11/26/2007	4/22/2010	17,947	0	31,118	-13,171			0	-3,152
94	STATE STREET CORP	857477103		8/19/2008	4/22/2010	2,845	0	4,243	-1,398			0	-13,171
95	SYSCO CORP	871829107		6/12/2006	4/22/2010	18,963	0	19,129	-166			0	-1,398
96	SYSCO CORP	871829107		8/16/2006	4/22/2010	9,709	0	9,245	464			0	-166
97	TARGET CORP	87612E106		9/10/2003	4/22/2010	23,161	0	15,710	7,451			0	464
98	TARGET CORP	87612E106		11/14/2003	4/22/2010	45,750	0	30,999	14,751			0	7,451
99	3M CO	88579Y101		9/10/2003	4/22/2010	39,131	0	31,435	7,696			0	14,751
100	MICROSOFT CORP	594918104		7/21/1998	4/22/2010	2,020	0	1,908	112			0	7,696
101	TIME WARNER INC	887317303		8/22/2005	4/22/2010	14,789	0	17,103	-2,314			0	112
102	TIME WARNER CABLE INC	88732J207		8/22/2005	4/22/2010	5,978	0	6,023	-45			0	-2,314
103	TRAVELERS COMPANIES, INC	89417E109		7/12/2003	4/22/2010	52,912	0	35,149	17,763			0	-45
104	TRAVELERS COMPANIES, INC	89417E109		11/14/2003	4/22/2010	17,196	0	11,983	5,213			0	17,763
105	TRAVELERS COMPANIES, INC	89417E109		11/22/2005	4/22/2010	529	0	461	68			0	5,213
106	US BANCORP DEL NEW	902973304		10/28/2003	4/22/2010	8,842	0	8,646	196			0	68
107	UNITED CONTINENTAL HOLDINGS, INC	910047109		4/22/2010	10/8/2010	6	0	5	1			0	196
108	UNITED CONTINENTAL HOLDINGS, INC	910047109		4/22/2010	11/18/2010	6,436	0	4,669	1,767			0	1
109	U S TREASURY NOTE 4 000% 3/15/10	912828DP2		2/16/2006	3/15/2010	50,000	0	50,379	-379			0	1,767
110	U S TREASURY NOTES 4 250% 10/15/11	912828EJ5		2/16/2006	10/15/2010	200,000	0	196,766	3,234			0	-379
111	UNITED TECHNOLOGIES CORP	913017109		8/19/2008	4/22/2010	1,899	0	1,627	272			0	3,234
112	UNITED TECHNOLOGIES CORP	913017109		3/31/1986	4/22/2010	14,576	0	9,111	1,728			0	272
113	VERIZON COMMUNICATIONS	92343V104		7/22/2003	4/22/2010	20,407	0	23,998	-3,591			0	1,728
114	VERIZON COMMUNICATIONS	92343V104		7/22/2003	4/22/2010	20,407	0	23,998	-3,591			0	7,505

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Long Term CG Distributions	Short Term CG Distributions	Amount		Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis of Losses
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold								
115	VERIZON COMMUNICATIONS	92343V104		11/14/2003	4/22/2010	7,288		7,812	-524			0	-524
116	WELLPOINT INC.	94973V107		8/3/2010	12/9/2010	24,246		22,945	1,301			0	1,301
117	TRANSOCEAN LTD	H8817H100		4/22/2010	5/24/2010	13,089		20,609	-7,520			0	-7,520
118	TOLL BROS INC.	889478103		4/22/2010	12/9/2010	22,158		26,373	-4,215			0	-4,215
119	LT CAP GAIN DIVS			1/1/2008	8/1/2010	1,408		0	1,408			0	1,408
120	UNRECAPTURED SECTION 1250 GAIN					163		0	163			0	163

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1			PO Box 53456 MAC S4101-22G	PHOENIX	AZ	85072				15,388
2	REX CHILD		541 EAST 3550 NORTH	NORTH OGDEN	UT	84414			1	14,500
3	MARY L BARKER		2683 NORTH 950 EAST	NORTH OGDEN	UT	84414			1	14,500
4	CHARLES BARKER		976 EAST 2700 NORTH	NORTH OGDEN	UT	84414			1	14,500
5	JACK LAMPROS		5890 TRAILWINDS DRIVE #525	FORT MYERS	FL	33907			1	7,300
6										
7										
8										
9										
10										

66,188

Part

	0	0	
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return		1	
2 First quarter estimated tax payment	5/12/2010	2	659
3 Second quarter estimated tax payment	6/11/2010	3	659
4 Third quarter estimated tax payment	9/13/2010	4	659
5 Fourth quarter estimated tax payment	12/10/2010	5	659
6 Other payments		6	0
7 Total		7	2,636

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2009 that remained undistributed at the beginning of the 2010 tax year	1	29,139
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	29,139