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Form **990-PF**

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

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , 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 CAIN, CLEMENT CHARITABLE FDN 354320		A Employer identification number 93-6270973
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 <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line) \$ 912,125	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input checked="" type="checkbox"/> 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	30,711	30,711		
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	4,422			
b Gross sales price for all assets on line 6a	319,601			
7 Capital gain net income (from Part IV, line 2)		4,422		
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	35,133	35,133	0	
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	960	0	0	960
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	1,143	307	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)	11,628	8,611	0	3,017
24 Total operating and administrative expenses. Add lines 13 through 23	13,731	8,918	0	3,977
25 Contributions, gifts, grants paid	30,092			30,092
26 Total expenses and disbursements. Add lines 24 and 25	43,823	8,918	0	34,069
27 Subtract line 26 from line 12	-8,690			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		26,215		
c Adjusted net income (if negative, enter -0-)			0	

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

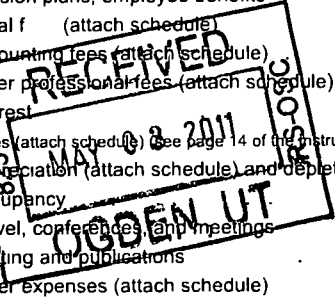
Form **990-PF** (2010)

(HTA)

APR 29 2011

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		665	665
	2	Savings and temporary cash investments	22,698	29,370	29,370
	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		
		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)	274,172	66,015	87,435
	c	Investments—corporate bonds (attach schedule)	429,081	177,929	186,567
	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)	116,794	563,965	608,088	
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)	842,745	837,944	912,125	
Liabilities	17	Accounts payable and accrued expenses		0	
	18	Grants payable			
	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		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	842,745	837,944	
	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)	842,745	837,944		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	842,745	837,944		

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	842,745
2	Enter amount from Part I, line 27a	2	-8,690
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	3	5,286
4	Add lines 1, 2, and 3	4	839,341
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	5	1,397
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	837,944

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	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	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	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	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	4,422
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.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	30,786	776,169	0.039664
2008			0.000000
2007			0.000000
2006			0.000000
2005			0.000000
2 Total of line 1, column (d)			2 0.039664
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 0.039664
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 863,118
5 Multiply line 4 by line 3			5 34,235
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 262
7 Add lines 5 and 6			7 34,497
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 34,069

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	1	524
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> 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	524
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	524
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	418
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	418
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	106
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> OR b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business hold)	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
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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. PO Box 53456 MAC S4101-22G PHOENIX AZ :	Trustee	4.00 11,194	0	0
.....		.00 0	0	0
.....		.00 0	0	0
.....		.00 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 ▶ 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	846,243
b	Average of monthly cash balances	1b	30,019
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	876,262
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	876,262
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	13,144
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4.	5	863,118
6	Minimum investment return. Enter 5% of line 5	6	43,156

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	43,156
2a	Tax on investment income for 2010 from Part VI, line 5	2a	524
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	524
3	Distributable amount before adjustments Subtract line 2c from line 1	3	42,632
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	42,632
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	42,632

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	34,069
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	34,069
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	34,069

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				42,632
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			7,604	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 34,069				
a Applied to 2009, but not more than line 2a			7,604	
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				26,465
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				16,167
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 XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **N/A**

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

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

	Tax year				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	30,092
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
Shrners Hospitals for Children Attn: Trust & Invest Acctg Manager

Street
PO Box 31356

City Tampa	State FL	Zip Code 33631	Foreign Country
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Relationship None	Foundation Status 501(c)(3) Public Charity
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Purpose of grant/contribution General Support Grant	Amount 15,046
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Name
Oregon Health Science Foundation

Street
1121 SW Salmon Street, 2nd Fl

City Portland	State OR	Zip Code 97205	Foreign Country
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Relationship None	Foundation Status 501(c)(3) Public Charity
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Purpose of grant/contribution General Support Grant	Amount 15,046
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount 0
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount 0
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount 0
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount 0
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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	Net Gain or Loss
									Gross Sales Price	Cost or Other Basis			
		Long Term CG Distributions	Amount						319,601	0	315,179	4,422	
		Short Term CG Distributions	0						0	0	0	0	
1	X	MORGAN STANLEY	617446448			4/23/2009		12/8/2010	772	657		115	
2	X	MORGAN STANLEY	617446448			7/21/2010		12/8/2010	129	136		-7	
3	X	NESTLE SA REGISTERED SH	641069406			5/16/2007		2/4/2010	470	385		85	
4	X	NESTLE SA REGISTERED SH	641069406			5/16/2007		5/3/2010	973	770		203	
5	X	NESTLE SA REGISTERED SH	641069406			7/27/2010		12/8/2010	280	249		31	
6	X	NESTLE SA REGISTERED SH	641069406			5/16/2007		12/8/2010	168	116		52	
7	X	NOVARTIS AG - ADR	66987V109			6/18/2007		2/4/2010	272	279		-7	
8	X	NOVARTIS AG - ADR	66987V109			6/18/2007		5/3/2010	506	558		-52	
9	X	PETROLEO BRASILEIRO SA -	71654V408			6/18/2007		2/4/2010	202	152		50	
10	X	PETROLEO BRASILEIRO SA -	71654V408			6/18/2007		5/3/2010	206	152		54	
11	X	JPMORGAN CHASE & CO	46625H100			1/25/2010		5/3/2010	1,088	993		95	
12	X	JOHNSON & JOHNSON	478160104			8/6/2002		2/4/2010	317	260		57	
13	X	PETROLEO BRASILEIRO SA -	71654V408			6/18/2007		1/4/2010	534	457		77	
14	X	PETROLEO BRASILEIRO SA -	71654V408			2/10/2009		1/4/2010	178	145		33	
15	X	Pfizer Inc	717081103			7/21/2005		2/4/2010	366	533		-167	
16	X	Pfizer Inc	717081103			7/21/2005		4/20/2010	1,142	1,142		-670	
17	X	Pfizer Inc	717081103			2/7/2008		4/20/2010	84	114		-30	
18	X	Pfizer Inc	717081103			2/10/2009		4/20/2010	336	283		53	
19	X	ABBOTT LABS	002824100			4/7/2004		2/4/2010	273	202		71	
20	X	ABBOTT LABS	002824100			4/7/2004		5/3/2010	762	605		157	
21	X	APACHE CORP	037411105			10/16/2009		5/3/2010	525	472		53	
22	X	APOLLO GROUP INC CL A	037604105			4/20/2010		12/8/2010	935	1,628		-693	
23	X	APPLE INC	037833100			10/2/2008		5/3/2010	1,068	430		638	
24	X	APPLE INC	037833100			2/10/2009		5/3/2010	267	98		169	
25	X	APPLE INC	037833100			2/10/2009		9/27/2010	588	196		392	
26	X	BAKER HUGHES INC COM	057224107			5/16/2007		2/4/2010	463	800		-337	
27	X	AFLAC INC	001055102			6/18/2007		2/4/2010	504	529		-25	
28	X	AFLAC INC	001055102			6/18/2007		5/3/2010	773	793		-20	
29	X	BAKER HUGHES INC COM	057224107			5/16/2007		5/3/2010	509	800		-291	
30	X	BANK NEW YORK MELLON CO	064058100			11/11/2004		2/4/2010	283	352		-69	
31	X	BANK NEW YORK MELLON CO	064058100			11/11/2004		5/3/2010	625	704		-79	
32	X	BERKSHIRE HATHAWAY INC	084670702			11/4/2009		2/4/2010	1,843	1,690		153	
33	X	BERKSHIRE HATHAWAY INC	084670702			11/4/2009		5/3/2010	392	338		54	
34	X	CVS/CAREMARK CORPORATI	126650100			2/12/2003		2/4/2010	483	190		293	
35	X	CVS/CAREMARK CORPORATI	126650100			2/12/2003		5/3/2010	743	254		489	
36	X	CAPITAL ONE FINANCIAL CO	14040H105			2/7/2008		2/4/2010	361	489		-128	
37	X	CAPITAL ONE FINANCIAL CO	14040H105			2/7/2008		5/3/2010	462	489		-27	
38	X	CARNIVAL CORP	143658300			8/6/2002		2/4/2010	424	244		94	
39	X	CARNIVAL CORP	143658300			8/6/2002		5/3/2010	424	244		180	
40	X	CARNIVAL CORP	143658300			8/6/2002		5/14/2010	309	196		113	
41	X	CARNIVAL CORP	143658300			2/12/2003		5/14/2010	77	45		32	
42	X	CHEVRON CORP	166764100			10/1/2002		2/4/2010	362	177		185	
43	X	CHEVRON CORP	166764100			10/1/2002		5/3/2010	415	177		238	
44	X	COMCAST CORP CLASS A	20030N101			1/22/2007		2/4/2010	394	744		-350	
45	X	COMCAST CORP CLASS A	20030N101			1/22/2007		3/23/2010	497	833		-336	
46	X	COMCAST CORP CLASS A	20030N101			1/22/2007		5/3/2010	715	1,041		-326	
47	X	COMCAST CORP CLASS A	20030N101			1/22/2007		5/14/2010	372	625		-253	
48	X	CONOCOPHILLIPS	20825C104			2/7/2008		2/4/2010	247	365		-118	
49	X	CONOCOPHILLIPS	20825C104			2/7/2008		5/3/2010	600	730		-130	
50	X	CREDIT SUISSE COMM RT ST	22544R305			10/18/2010		11/26/2010	2,000	1,998		2	

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		Cost, Other Basis and Expenses	Net Gain or Loss
									Gross Sales Price	Cost or Other Basis		
									319,601	0	315,179	4,422
									0	0	0	0
51	X	DIAGEO PLC - ADR	252430205			3/19/2008		2/4/2010	328	408		-80
52	X	DIAGEO PLC - ADR	252430205			3/19/2008		5/3/2010	474	571		-97
53	X	DIAGEO PLC - ADR	252430205			8/31/2009		5/3/2010	203	186		17
54	X	WALT DISNEY CO	254687106			1/22/2007		2/4/2010	302	350		-48
55	X	WALT DISNEY CO	254687106			1/22/2007		4/20/2010	655	630		25
56	X	WALT DISNEY CO	254687106			1/22/2007		5/3/2010	753	700		53
57	X	E M C CORP MASS	268648102			7/6/2004		2/4/2010	252	153		99
58	X	E M C CORP MASS	268648102			7/6/2004		5/3/2010	581	306		275
59	X	ECOLAB INC	278865100			11/19/2008		2/4/2010	220	171		49
60	X	ECOLAB INC	278865100			3/23/2010		5/3/2010	493	432		61
61	X	FPL GROUP INC	302571104			3/28/2007		2/4/2010	244	309		-65
62	X	FPL GROUP INC	302571104			3/28/2007		5/3/2010	524	617		-93
63	X	FISERV INC	337738108			2/10/2009		2/4/2010	232	175		57
64	X	FISERV INC	337738108			2/10/2009		5/3/2010	518	351		167
65	X	GENERAL ELECTRIC CO	369604103			10/1/2002		2/4/2010	82	124		-42
66	X	GENERAL ELECTRIC CO	369604103			10/1/2002		2/4/2010	344	473		-129
67	X	GENERAL ELECTRIC CO	369604103			2/12/2003		3/23/2010	363	449		-86
68	X	GENERAL ELECTRIC CO	369604103			2/10/2009		3/23/2010	181	116		65
69	X	HARSCO CORP	415864107			6/18/2007		2/4/2010	151	262		-111
70	X	HARSCO CORP	415864107			6/18/2007		5/3/2010	303	523		-220
71	X	HARSCO CORP	415864107			6/18/2007		8/25/2010	404	1,047		-643
72	X	HARSCO CORP	415864107			2/10/2009		8/25/2010	101	122		-21
73	X	HARSCO CORP	415864107			5/8/2009		2/4/2010	101	148		-47
74	X	HEWLETT PACKARD CO	428236103			5/20/2008		2/4/2010	241	233		8
75	X	HEWLETT PACKARD CO	428236103			5/20/2008		5/3/2010	634	559		75
76	X	HEWLETT PACKARD CO	428236103			10/14/2008		5/3/2010	159	127		32
77	X	PFIZER INC	717081103			5/8/2009		4/20/2010	168	144		24
78	X	POWERSHARES DB COMM	739355105			10/14/2009		2/4/2010	811	826		-15
79	X	POWERSHARES DB COMM	739355105			10/14/2009		5/3/2010	982	944		38
80	X	POWERSHARES DB COMM	739355105			2/10/2009		10/14/2010	21,080	16,708		4,372
81	X	POWERSHARES DB COMM	739355105			5/8/2009		10/14/2010	2,903	2,477		426
82	X	POWERSHARES DB COMM	739355105			7/20/2009		10/14/2010	5,049	4,406		643
83	X	POWERSHARES DB COMM	739355105			10/14/2009		10/14/2010	2,398	2,241		157
84	X	POWERSHARES DB COMM	739355105			7/27/2010		10/14/2010	2,272	2,027		245
85	X	PROCTER & GAMBLE CO	742718109			3/23/2010		5/3/2010	627	639		-12
86	X	QUEST DIAGNOSTICS INC	748341100			12/16/2002		2/4/2010	280	147		133
87	X	QUEST DIAGNOSTICS INC	748341100			12/16/2002		5/3/2010	570	295		275
88	X	QUEST DIAGNOSTICS INC	748341100			12/16/2002		6/4/2010	1,148	649		499
89	X	RIDGEMOUTH SEIX HY BD-1#	766281645			5/7/2007		2/4/2010	800	944		-144
90	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/16/2007		5/3/2010	716	1,396		-680
91	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/16/2007		10/14/2010	1,836	3,142		-1,306
92	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/16/2007		11/26/2010	115	209		-94
93	X	SPDR DJ WILSHIRE INTERNA	78463X863			9/25/2007		1/26/2010	462	744		-282
94	X	SCHLUMBERGER LTD	806857108			10/14/2008		2/4/2010	324	338		-14
95	X	SCHLUMBERGER LTD	806857108			10/14/2008		5/3/2010	358	338		20
96	X	SYSCO CORP	871829107			5/16/2007		1/25/2010	583	696		-113
97	X	MICROSOFT CORP	594918104			8/6/2002		5/3/2010	772	580		192
98	X	MICROSOFT CORP	594918104			8/6/2002		6/4/2010	731	649		82
99	X	MORGAN STANLEY	617446448			4/23/2009		2/4/2010	275	219		56
100	X	MORGAN STANLEY	617446448			4/23/2009		5/3/2010	304	219		85
101	X	HUSSMAN STRATEGIC GROV	448108100			2/11/2008		7/27/2010	2,675	3,170		-501

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 Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss	
									Securities	Other sales							
								Amount		319,601		315,179		4,422			
								Long Term CG Distributions		0		0		0		0	
								Short Term CG Distributions		0		0		0		0	
102	X	INTEL CORP	458140100			3/11/2004		2/4/2010		156	218				-62		
103	X	INTEL CORP	458140100			6/21/2002		2/4/2010		234	230				4		
104	X	INTEL CORP	458140100			6/21/2002		5/3/2010		582	480				102		
105	X	IRON MOUNTAIN INC	462846106			2/2/2007		2/4/2010		342	427				-85		
106	X	IRON MOUNTAIN INC	462846106			2/2/2007		5/3/2010		505	570				-65		
107	X	ISHARES S & P 500 INDEX FU	464287200			6/18/2007		10/14/2010		1,772	2,313				-541		
108	X	ISHARES S & P 500 INDEX FU	464287200			6/18/2007		11/26/2010		7,443	9,561				-2,118		
109	X	ISHARES S & P 500 INDEX FU	464287200			2/7/2008		11/26/2010		4,802	5,297				-495		
110	X	ISHARES S & P 500 INDEX FU	464287200			5/3/2010		5/3/2010		2,761	2,783				-22		
111	X	ISHARES MSCI EAFE	464287465			8/15/2006		5/3/2010		4,666	5,679				-1,013		
112	X	ISHARES MSCI EAFE	464287465			8/15/2006		10/14/2010		4,444	5,145				-701		
113	X	ISHARES MSCI EAFE	464287465			6/2/2006		10/14/2010		173	200				-27		
114	X	ISHARES TR S & P MIDCAP 40	464287507			6/30/2006		2/4/2010		6,388	6,867				-479		
115	X	ISHARES TR S & P MIDCAP 40	464287507			8/15/2006		2/4/2010		3,549	3,674				-125		
116	X	ISHARES TR S & P MIDCAP 40	464287507			9/5/2006		2/4/2010		3,549	3,775				-226		
117	X	ISHARES TR S & P MIDCAP 40	464287507			11/26/2007		2/4/2010		3,904	5,012				-1,108		
118	X	ISHARES TR S & P MIDCAP 40	464287507			11/26/2007		2/4/2010		355	416				-61		
119	X	ISHARES TR S & P MIDCAP 40	464287507			2/7/2008		2/4/2010		1,774	1,949				-175		
120	X	ISHARES TR S & P MIDCAP 40	464287507			7/21/2008		2/4/2010		710	802				-92		
121	X	ISHARES TR S & P MIDCAP 40	464287507			10/14/2008		2/4/2010		1,065	943				122		
122	X	ISHARES TR S & P MIDCAP 40	464287507			2/10/2009		2/4/2010		7,807	5,583				2,224		
123	X	ISHARES TR S & P MIDCAP 40	464287507			5/8/2009		2/4/2010		1,065	863				202		
124	X	ISHARES TR S & P MIDCAP 40	464287507			7/20/2009		2/4/2010		2,129	1,783				346		
125	X	ISHARES S&P MIDCAP 400 GF	464287606			2/4/2010		5/3/2010		2,684	2,269				415		
126	X	ISHARES S&P MIDCAP 400 GF	464287606			7/27/2010		10/14/2010		451	424				27		
127	X	ISHARES S&P MIDCAP 400 GF	464287606			2/4/2010		10/14/2010		451	378				73		
128	X	ISHARES S&P MIDCAP 400 GF	464287606			2/4/2010		11/26/2010		962	756				206		
129	X	ISHARES S&P MIDCAP 400 VA	464287705			2/4/2010		5/3/2010		1,897	1,628				269		
130	X	ISHARES S&P MIDCAP 400 VA	464287705			7/27/2010		10/14/2010		365	353				12		
131	X	ISHARES S&P MIDCAP 400 VA	464287705			2/4/2010		11/26/2010		752	651				101		
132	X	ISHARES TR SMALLCAP 600 I	464287804			6/18/2007		2/4/2010		532	730				-198		
133	X	ISHARES TR SMALLCAP 600 I	464287804			6/18/2007		5/3/2010		3,916	4,456				-540		
134	X	ISHARES TR SMALLCAP 600 I	464287804			11/26/2007		5/3/2010		642	642				0		
135	X	ISHARES TR SMALLCAP 600 I	464287804			9/5/2006		5/3/2010		578	553				25		
136	X	ISHARES TR SMALLCAP 600 I	464287804			9/5/2006		10/14/2010		309	307				2		
137	X	ISHARES TR SMALLCAP 600 I	464287804			9/5/2006		11/26/2010		1,682	1,596				86		
138	X	ISHARES TR SMALLCAP 600 I	464287804			7/21/2008		11/26/2010		906	846				60		
139	X	JPMORGAN CHASE & CO	46625H100			10/14/2008		5/3/2010		218	217				1		
140	X	JOHNSON & JOHNSON	476160104			8/6/2002		5/3/2010		653	520				133		
141	X	KRAFT FOODS INC	50075N104			3/23/2010		5/3/2010		448	448				0		
142	X	L-3 COMMUNICATIONS CORP	502424104			6/18/2007		2/4/2010		430	495				-65		
143	X	L-3 COMMUNICATIONS CORP	502424104			6/18/2007		5/3/2010		954	990				-36		
144	X	L-3 COMMUNICATIONS CORP	502424104			6/18/2007		12/15/2010		1,050	1,484				-434		
145	X	L-3 COMMUNICATIONS CORP	502424104			2/10/2009		12/15/2010		700	776				-76		
146	X	L-3 COMMUNICATIONS CORP	502424104			7/27/2010		12/15/2010		350	350				-25		
147	X	MERGER FD SH BEN INT #260	589503108			5/5/2010		7/27/2010		900	895				5		
148	X	MICROSOFT CORP	594918104			8/6/2002		2/4/2010		566	464				102		
149	X	SYSCO CORP	871829107			5/16/2007		2/4/2010		248	298				-50		
150	X	SYSCO CORP	871829107			3/19/2008		2/4/2010		28	29				-1		
151	X	SYSCO CORP	871829107			3/19/2008		3/10/2010		687	701				-14		
152	X	SYSCO CORP	871829107			2/10/2009		3/10/2010		286	234				52		

Line 16b (990-PF) - Accounting Fees

		960	0	0	960
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	960			960
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		1,143	307	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	418			
2	ESTIMATED EXCISE TAX PAID	418			
3	FOREIGN TAX WITHHELD	307	307		
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
		11,628	8,611	0	3,017
1	Amortization. See attached statement	0	0	0	0
2	TRUSTEE FEES	11,194	8,396		2,798
3	ADR FEES	2	2		
4	STATE AG FEES	219			219
5	PARTNERSHIP EXPENSES	213	213		
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				429,081	177,929	440,800	186,567
2							
3							
4							
5							
6							
7							
8							
9							
10							

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

			116,794	563,965	608,088
			Book Value	Book Value	FMV
			Beg. of Year	End of Year	End of Year
	Item or Category	Basis of Valuation	116,794	563,965	608,088
1					
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	405
2	PARTNERSHIP INCOME ADJ	2	4,881
3	Total	3	5,286

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

1	COST BASIS ADJ	1	481
2	MUTUAL FUND & CTF INCOME SUBTRACTION	2	916
3	Total	3	1,397

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

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals		Gross Sales Price	319,601	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	4,422	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	4,422
						Amount	0											
1	MORGAN STANLEY	617446448		4/23/2009	12/8/2010	772	0	772	315,179	0	657	115	4,422	0	0	0	0	4,422
2	MORGAN STANLEY	617446448		7/27/2010	12/8/2010	129	0	129	136	0	0	-7	0	0	0	0	0	-7
3	NESTLE S A REGISTERED SHARES - A	641069406		5/16/2007	2/4/2010	470	0	470	385	0	0	85	0	0	0	0	0	85
4	NESTLE S A REGISTERED SHARES - A	641069406		5/16/2007	5/3/2010	973	0	973	770	0	0	203	0	0	0	0	0	203
5	NESTLE S A REGISTERED SHARES - A	641069406		7/27/2010	12/8/2010	280	0	280	249	0	0	31	0	0	0	0	0	31
6	NESTLE S A REGISTERED SHARES - A	641069406		5/16/2007	12/8/2010	168	0	168	116	0	0	52	0	0	0	0	0	52
7	NOVARTIS AG - ADR	66987V109		6/18/2007	2/4/2010	272	0	272	279	0	0	-7	0	0	0	0	0	-7
8	NOVARTIS AG - ADR	66987V109		6/18/2007	5/3/2010	506	0	506	558	0	0	-52	0	0	0	0	0	-52
9	PETROLEO BRASILEIRO S.A. - COMM - A	71654V408		6/18/2007	2/4/2010	202	0	202	152	0	0	50	0	0	0	0	0	50
10	PETROLEO BRASILEIRO S.A. - COMM - A	71654V408		6/18/2007	5/3/2010	206	0	206	152	0	0	54	0	0	0	0	0	54
11	JPMORGAN CHASE & CO	46625H100		1/25/2010	5/3/2010	1,088	0	1,088	993	0	0	95	0	0	0	0	0	95
12	JOHNSON & JOHNSON	478160104		6/18/2007	2/4/2010	317	0	317	260	0	0	57	0	0	0	0	0	57
13	PETROLEO BRASILEIRO S.A. - COMM - A	71654V408		2/10/2009	11/4/2010	534	0	534	457	0	0	77	0	0	0	0	0	77
14	PETROLEO BRASILEIRO S.A. - COMM - A	71654V408		7/21/2005	2/4/2010	366	0	366	145	0	0	33	0	0	0	0	0	33
15	PFIZER INC	717081103		7/21/2005	4/20/2010	1,142	0	1,142	1,812	0	0	-670	0	0	0	0	0	-670
16	PFIZER INC	717081103		2/17/2008	4/20/2010	84	0	84	114	0	0	-30	0	0	0	0	0	-30
17	PFIZER INC	717081103		2/10/2009	4/20/2010	336	0	336	283	0	0	53	0	0	0	0	0	53
18	PFIZER INC	717081103		4/17/2004	2/4/2010	273	0	273	202	0	0	71	0	0	0	0	0	71
19	ABBOTT LABS	002824100		4/7/2004	5/3/2010	762	0	762	605	0	0	157	0	0	0	0	0	157
20	ABBOTT LABS	002824100		10/6/2009	5/3/2010	525	0	525	472	0	0	53	0	0	0	0	0	53
21	APACHE CORP	037411105		4/20/2010	12/8/2010	935	0	935	1,628	0	0	-693	0	0	0	0	0	-693
22	APOLLO GROUP INC CL A	037604105		10/2/2008	5/3/2010	1,068	0	1,068	430	0	0	638	0	0	0	0	0	638
23	APPLE INC	037833100		2/10/2009	5/3/2010	267	0	267	98	0	0	169	0	0	0	0	0	169
24	APPLE INC	037833100		2/10/2009	9/27/2010	588	0	588	196	0	0	392	0	0	0	0	0	392
25	APPLE INC	037833100		5/16/2007	2/4/2010	463	0	463	800	0	0	-337	0	0	0	0	0	-337
26	BAKER HUGHES INC COM	057224107		6/18/2007	2/4/2010	504	0	504	529	0	0	-25	0	0	0	0	0	-25
27	AFLAC INC	001055102		6/18/2007	5/3/2010	773	0	773	793	0	0	-20	0	0	0	0	0	-20
28	AFLAC INC	001055102		5/16/2007	5/3/2010	509	0	509	800	0	0	-291	0	0	0	0	0	-291
29	BAKER HUGHES INC COM	057224107		11/11/2004	2/4/2010	283	0	283	352	0	0	-69	0	0	0	0	0	-69
30	BANK NEW YORK MELLON CORP COM	064058100		11/11/2004	5/3/2010	625	0	625	704	0	0	-79	0	0	0	0	0	-79
31	BANK NEW YORK MELLON CORP COM	064058100		11/11/2004	5/3/2010	1,843	0	1,843	1,690	0	0	153	0	0	0	0	0	153
32	BERKSHIRE HATHAWAY INC	084670702		11/4/2009	5/3/2010	392	0	392	338	0	0	54	0	0	0	0	0	54
33	BERKSHIRE HATHAWAY INC	084670702		2/12/2003	2/4/2010	483	0	483	190	0	0	293	0	0	0	0	0	293
34	CVS/CAREMARK CORPORATION	126650100		2/17/2008	5/3/2010	743	0	743	254	0	0	489	0	0	0	0	0	489
35	CVS/CAREMARK CORPORATION	126650100		2/17/2008	2/4/2010	361	0	361	489	0	0	-128	0	0	0	0	0	-128
36	CAPITAL ONE FINANCIAL CORP	14040H105		2/17/2008	5/3/2010	462	0	462	489	0	0	-27	0	0	0	0	0	-27
37	CAPITAL ONE FINANCIAL CORP	14040H105		8/6/2002	2/4/2010	424	0	424	244	0	0	94	0	0	0	0	0	94
38	CARNIVAL CORP	143658300		8/6/2002	5/3/2010	424	0	424	244	0	0	180	0	0	0	0	0	180
39	CARNIVAL CORP	143658300		8/6/2002	5/3/2010	309	0	309	196	0	0	113	0	0	0	0	0	113
40	CARNIVAL CORP	143658300		2/12/2007	5/14/2010	77	0	77	45	0	0	32	0	0	0	0	0	32
41	CARNIVAL CORP	143658300		10/1/2002	2/4/2010	362	0	362	177	0	0	185	0	0	0	0	0	185
42	CHEVRON CORP	166764100		10/1/2002	5/3/2010	415	0	415	177	0	0	238	0	0	0	0	0	238
43	CHEVRON CORP	166764100		1/22/2007	2/4/2010	394	0	394	744	0	0	-350	0	0	0	0	0	-350
44	COMCAST CORP CLASS A	20030N101		1/22/2007	3/23/2010	497	0	497	833	0	0	-336	0	0	0	0	0	-336
45	COMCAST CORP CLASS A	20030N101		1/22/2007	5/3/2010	715	0	715	1,041	0	0	-326	0	0	0	0	0	-326
46	COMCAST CORP CLASS A	20030N101		1/22/2007	5/14/2010	372	0	372	625	0	0	-253	0	0	0	0	0	-253
47	COMCAST CORP CLASS A	20030N101		2/17/2008	2/4/2010	247	0	247	365	0	0	-118	0	0	0	0	0	-118
48	CONOCOPHILLIPS	20825C104		2/17/2008	5/3/2010	600	0	600	730	0	0	-130	0	0	0	0	0	-130
49	CONOCOPHILLIPS	20825C104		10/18/2010	11/26/2010	2,000	0	2,000	1,998	0	0	2	0	0	0	0	0	2
50	CREDIT SUISSE COMM RT ST CO	#215622544R305		3/19/2008	2/4/2010	328	0	328	408	0	0	-80	0	0	0	0	0	-80
51	DIAGEO PLC - ADR	25243Q205		3/19/2008	5/3/2010	474	0	474	571	0	0	-97	0	0	0	0	0	-97
52	DIAGEO PLC - ADR	25243Q205		8/31/2009	5/3/2010	203	0	203	186	0	0	17	0	0	0	0	0	17
53	DIAGEO PLC - ADR	25243Q205		1/22/2007	2/4/2010	302	0	302	350	0	0	-48	0	0	0	0	0	-48
54	WALT DISNEY CO	254687106		1/22/2007	4/20/2010	655	0	655	630	0	0	25	0	0	0	0	0	25
55	WALT DISNEY CO	254687106		1/22/2007	5/3/2010	753	0	753	700	0	0	53	0	0	0	0	0	53
56	WALT DISNEY CO	254687106		7/6/2004	2/4/2010	252	0	252	153	0	0	99	0	0	0	0	0	99
57	E M C CORP MASS	268648102					0			0	0		0	0	0	0	0	

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

CUSIP #	Kind(s) of Property Sold	Amount		How Acquired	Date Acquired	Date Sold	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
		Long Term CG Distributions	Short Term CG Distributions											
58	E M C CORP MASS	0	0	Acquired	7/6/2004	5/3/2010	581	0	306	275	0	0	0	4,422
59	ECOLAB INC	0	0	Acquired	11/19/2008	2/4/2010	220	0	171	49	0	0	0	275
60	ECOLAB INC	0	0	Acquired	3/23/2010	5/3/2010	493	0	432	61	0	0	0	49
61	FPL GROUP INC	0	0	Acquired	3/28/2007	2/4/2010	244	0	309	-65	0	0	0	61
62	FPL GROUP INC	0	0	Acquired	3/28/2007	5/3/2010	524	0	617	-93	0	0	0	-65
63	FISERV INC	0	0	Acquired	2/10/2009	2/4/2010	232	0	175	57	0	0	0	57
64	FISERV INC	0	0	Acquired	2/10/2009	5/3/2010	518	0	351	167	0	0	0	167
65	GENERAL ELECTRIC CO	0	0	Acquired	10/1/2002	2/4/2010	82	0	124	-42	0	0	0	-42
66	GENERAL ELECTRIC CO	0	0	Acquired	10/1/2002	3/23/2010	344	0	473	-129	0	0	0	-129
67	GENERAL ELECTRIC CO	0	0	Acquired	2/12/2003	3/23/2010	363	0	449	-86	0	0	0	-86
68	GENERAL ELECTRIC CO	0	0	Acquired	2/10/2009	3/23/2010	181	0	116	65	0	0	0	65
69	HARSCO CORP	0	0	Acquired	6/18/2007	2/4/2010	151	0	262	-111	0	0	0	-111
70	HARSCO CORP	0	0	Acquired	6/18/2007	5/3/2010	303	0	523	-220	0	0	0	-220
71	HARSCO CORP	0	0	Acquired	6/18/2007	8/25/2010	404	0	1,047	-643	0	0	0	-643
72	HARSCO CORP	0	0	Acquired	2/10/2009	8/25/2010	101	0	122	-21	0	0	0	-21
73	HARSCO CORP	0	0	Acquired	5/8/2009	8/25/2010	101	0	148	-47	0	0	0	-47
74	HEWLETT PACKARD CO	0	0	Acquired	5/20/2008	2/4/2010	241	0	233	8	0	0	0	8
75	HEWLETT PACKARD CO	0	0	Acquired	5/20/2008	5/3/2010	634	0	559	75	0	0	0	75
76	HEWLETT PACKARD CO	0	0	Acquired	10/14/2008	5/3/2010	159	0	127	32	0	0	0	32
77	PFIZER INC	0	0	Acquired	5/8/2009	4/20/2010	168	0	144	24	0	0	0	24
78	POWERSHARES DB COMMODITY INDE	0	0	Acquired	10/14/2009	2/4/2010	811	0	826	-15	0	0	0	-15
79	POWERSHARES DB COMMODITY INDE	0	0	Acquired	10/14/2009	5/3/2010	982	0	944	38	0	0	0	38
80	POWERSHARES DB COMMODITY INDE	0	0	Acquired	2/10/2009	10/14/2010	2,108	0	16,708	4,372	0	0	0	4,372
81	POWERSHARES DB COMMODITY INDE	0	0	Acquired	5/8/2009	10/14/2010	2,903	0	2,477	426	0	0	0	426
82	POWERSHARES DB COMMODITY INDE	0	0	Acquired	7/20/2009	10/14/2010	5,049	0	4,406	643	0	0	0	643
83	POWERSHARES DB COMMODITY INDE	0	0	Acquired	10/14/2009	10/14/2010	2,398	0	2,241	157	0	0	0	157
84	POWERSHARES DB COMMODITY INDE	0	0	Acquired	7/27/2010	10/14/2010	2,272	0	2,027	245	0	0	0	245
85	PROCTER & GAMBLE CO	0	0	Acquired	3/23/2010	5/3/2010	627	0	639	-12	0	0	0	-12
86	QUEST DIAGNOSTICS INC	0	0	Acquired	12/16/2002	2/4/2010	280	0	147	133	0	0	0	133
87	QUEST DIAGNOSTICS INC	0	0	Acquired	12/16/2002	5/3/2010	570	0	295	275	0	0	0	275
88	QUEST DIAGNOSTICS INC	0	0	Acquired	12/16/2002	6/4/2010	1,148	0	649	499	0	0	0	499
89	RIDGEMOUNT SEIX HY BD-I #855	0	0	Acquired	5/7/2007	2/4/2010	800	0	944	-144	0	0	0	-144
90	SPDR DJ WILSHIRE INTERNATIONAL RE	0	0	Acquired	5/16/2007	5/3/2010	716	0	1,396	-680	0	0	0	-680
91	SPDR DJ WILSHIRE INTERNATIONAL RE	0	0	Acquired	5/16/2007	10/14/2010	1,836	0	3,142	-1,306	0	0	0	-1,306
92	SPDR DJ WILSHIRE INTERNATIONAL RE	0	0	Acquired	9/25/2007	11/26/2010	462	0	209	-94	0	0	0	-94
93	SPDR DJ WILSHIRE INTERNATIONAL RE	0	0	Acquired	10/14/2008	11/26/2010	462	0	744	-282	0	0	0	-282
94	SCHLUMBERGER LTD	0	0	Acquired	10/14/2008	2/4/2010	324	0	338	-14	0	0	0	-14
95	SCHLUMBERGER LTD	0	0	Acquired	10/14/2008	5/3/2010	358	0	338	20	0	0	0	20
96	SYSCO CORP	0	0	Acquired	5/16/2007	1/25/2010	583	0	696	-113	0	0	0	-113
97	MICROSOFT CORP	0	0	Acquired	8/6/2002	5/3/2010	772	0	580	192	0	0	0	192
98	MICROSOFT CORP	0	0	Acquired	8/6/2002	6/4/2010	731	0	649	82	0	0	0	82
99	MORGAN STANLEY	0	0	Acquired	4/23/2009	2/4/2010	275	0	219	56	0	0	0	56
100	MORGAN STANLEY	0	0	Acquired	4/23/2009	5/3/2010	304	0	219	85	0	0	0	85
101	HUSSMAN STRATEGIC GROWTH FUND	0	0	Acquired	4/23/2008	7/27/2010	2,675	0	3,176	-501	0	0	0	-501
102	INTEL CORP	0	0	Acquired	3/11/2004	2/4/2010	156	0	218	-62	0	0	0	-62
103	INTEL CORP	0	0	Acquired	6/21/2002	2/4/2010	234	0	230	4	0	0	0	4
104	INTEL CORP	0	0	Acquired	6/21/2002	5/3/2010	582	0	480	102	0	0	0	102
105	IRON MOUNTAIN INC	0	0	Acquired	2/2/2007	2/4/2010	342	0	427	-85	0	0	0	-85
106	IRON MOUNTAIN INC	0	0	Acquired	2/2/2007	5/3/2010	505	0	570	-65	0	0	0	-65
107	ISHARES S & P 500 INDEX FUND	0	0	Acquired	6/18/2007	10/14/2010	1,772	0	2,313	-541	0	0	0	-541
108	ISHARES S & P 500 INDEX FUND	0	0	Acquired	6/18/2007	11/26/2010	7,443	0	9,561	-2,118	0	0	0	-2,118
109	ISHARES S & P 500 INDEX FUND	0	0	Acquired	2/7/2008	11/26/2010	4,802	0	5,297	-495	0	0	0	-495
110	ISHARES S & P 500 INDEX FUND	0	0	Acquired	5/3/2010	11/26/2010	2,761	0	2,783	-22	0	0	0	-22
111	ISHARES MSCI LEAF	0	0	Acquired	8/15/2006	5/3/2010	4,666	0	5,679	-1,013	0	0	0	-1,013
112	ISHARES MSCI LEAF	0	0	Acquired	6/15/2006	10/14/2010	4,444	0	5,145	-701	0	0	0	-701
113	ISHARES MSCI LEAF	0	0	Acquired	6/2/2006	10/14/2010	173	0	200	-27	0	0	0	-27
114	ISHARES TR S & P MIDCAP 400 ID FD	0	0	Acquired	6/30/2006	2/4/2010	6,388	0	6,867	-479	0	0	0	-479

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

CUSIP #	Kind(s) of Property Sold	Amount		Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other 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
		Long Term CG Distributions	Short Term CG Distributions										
0	0	0	0	Totals		319,601	0	315,179	4,422	0	0	0	4,422
115	SHARES TR S & P MIDCAP 400 ID FD			8/15/2006	2/4/2010	3,549	0	3,674	-125				-125
116	SHARES TR S & P MIDCAP 400 ID FD			9/5/2006	2/4/2010	3,549	0	3,775	-226				-226
117	SHARES TR S & P MIDCAP 400 ID FD			6/18/2007	2/4/2010	3,904	0	5,012	-1,108				-1,108
118	SHARES TR S & P MIDCAP 400 ID FD			11/26/2007	2/4/2010	355	0	416	-61				-61
119	SHARES TR S & P MIDCAP 400 ID FD			2/7/2008	2/4/2010	1,774	0	1,949	-175				-175
120	SHARES TR S & P MIDCAP 400 ID FD			7/21/2008	2/4/2010	710	0	802	-92				-92
121	SHARES TR S & P MIDCAP 400 ID FD			10/14/2008	2/4/2010	1,065	0	943	122				122
122	SHARES TR S & P MIDCAP 400 ID FD			2/10/2009	2/4/2010	7,807	0	5,583	2,224				2,224
123	SHARES TR S & P MIDCAP 400 ID FD			5/8/2009	2/4/2010	1,065	0	863	202				202
124	SHARES TR S & P MIDCAP 400 ID FD			7/20/2009	2/4/2010	2,129	0	1,783	346				346
125	SHARES S&P MIDCAP 400 GROWTH			2/4/2010	5/3/2010	2,684	0	2,269	415				415
126	SHARES S&P MIDCAP 400 GROWTH			7/27/2010	10/14/2010	451	0	424	27				27
127	SHARES S&P MIDCAP 400 GROWTH			2/4/2010	10/14/2010	451	0	378	73				73
128	SHARES S&P MIDCAP 400 GROWTH			2/4/2010	11/26/2010	962	0	756	206				206
129	SHARES S&P MIDCAP 400 VALUE			2/4/2010	5/3/2010	1,897	0	1,628	269				269
130	SHARES S&P MIDCAP 400 VALUE			7/27/2010	10/14/2010	365	0	353	12				12
131	SHARES S&P MIDCAP 400 VALUE			2/4/2010	11/26/2010	752	0	651	101				101
132	SHARES TR SMALLCAP 600 INDEX FD			6/18/2007	2/4/2010	532	0	730	-198				-198
133	SHARES TR SMALLCAP 600 INDEX FD			11/26/2007	5/3/2010	3,916	0	4,456	-540				-540
134	SHARES TR SMALLCAP 600 INDEX FD			6/18/2007	5/3/2010	642	0	642	0				0
135	SHARES TR SMALLCAP 600 INDEX FD			9/5/2006	5/3/2010	578	0	553	25				25
136	SHARES TR SMALLCAP 600 INDEX FD			9/5/2006	10/14/2010	309	0	307	2				2
137	SHARES TR SMALLCAP 600 INDEX FD			9/5/2006	11/26/2010	1,682	0	1,596	86				86
138	SHARES TR SMALLCAP 600 INDEX FD			7/21/2008	11/26/2010	906	0	846	60				60
139	JPMORGAN CHASE & CO			10/14/2008	5/3/2010	218	0	217	1				1
140	JOHNSON & JOHNSON			8/6/2002	5/3/2010	653	0	520	133				133
141	KRAFT FOODS INC			3/23/2010	5/3/2010	448	0	448	0				0
142	L-3 COMMUNICATIONS CORP COM			6/18/2007	2/4/2010	430	0	495	-65				-65
143	L-3 COMMUNICATIONS CORP COM			6/18/2007	5/3/2010	954	0	990	-36				-36
144	L-3 COMMUNICATIONS CORP COM			6/18/2007	12/15/2010	1,050	0	1,484	-434				-434
145	L-3 COMMUNICATIONS CORP COM			2/10/2009	12/15/2010	700	0	776	-76				-76
146	L-3 COMMUNICATIONS CORP COM			7/27/2010	12/15/2010	350	0	375	-25				-25
147	MERGER FD SH BEN INT #260			5/5/2010	7/27/2010	900	0	895	5				5
148	MICROSOFT CORP			8/6/2002	2/4/2010	566	0	464	102				102
149	SYSCO CORP			5/16/2002	2/4/2010	248	0	298	-50				-50
150	SYSCO CORP			8/18/2007	2/4/2010	28	0	29	-1				-1
151	SYSCO CORP			3/19/2008	2/4/2010	687	0	701	-14				-14
152	SYSCO CORP			2/10/2009	3/10/2010	286	0	234	52				52
153	SYSCO CORP			5/8/2009	3/10/2010	286	0	239	47				47
154	TARGET CORP			11/26/2007	2/4/2010	245	0	279	-34				-34
155	TARGET CORP			2/7/2008	2/4/2010	245	0	257	-12				-12
156	TARGET CORP			5/8/2009	4/20/2010	282	0	219	63				63
157	TARGET CORP			7/15/2002	4/20/2010	282	0	175	107				107
158	TARGET CORP			7/15/2002	5/3/2010	171	0	105	66				66
159	TARGET CORP			12/16/2002	5/3/2010	399	0	221	178				178
160	TEMPLETON GLOBAL BOND FD-ADV #6			8/80208400	7/27/2010	3,740	0	3,380	360				360
161	TEMPLETON GLOBAL BOND FD-ADV #6			880208400	7/22/2009	20,572	0	18,685	1,887				1,887
162	TEMPLETON GLOBAL BOND FD-ADV #6			880208400	10/14/2009	12,962	0	12,500	462				462
163	TEMPLETON GLOBAL BOND FD-ADV #6			880208400	2/4/2010	470	0	450	20				20
164	TEMPLETON GLOBAL BOND FD-ADV #6			880208400	11/27/2007	16,586	0	14,687	1,899				1,899
165	TEMPLETON GLOBAL BOND FD-ADV #6			880208400	11/27/2007	19,706	0	16,606	3,100				3,100
166	TEVA PHARMACEUTICAL INDUSTRIES			881624209	11/4/2009	288	0	253	35				35
167	TEVA PHARMACEUTICAL INDUSTRIES			881624209	4/20/2010	300	0	314	-14				-14
168	THERMO FISHER SCIENTIFIC INC			883556102	7/9/2009	240	0	190	50				50
169	THERMO FISHER SCIENTIFIC INC			883556102	7/9/2009	277	0	190	87				87
170	TRACTOR SUPPLY CO COM			892356106	4/25/2008	260	0	178	82				82
171	TRACTOR SUPPLY CO COM			892356106	4/25/2008	687	0	355	332				332

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

Line	Kind(s) of Property Sold	CUSIP #	How Acquired	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 or Losses
				Date Acquired	Date Sold								
	Long Term CG Distributions	0				319,601		0	4,422	0	0	0	4,422
	Short Term CG Distributions	0											
172	TRACTOR SUPPLY CO COM	892356106		4/25/2008	5/3/2010	679	0	355	324	324	0	0	324
173	TRACTOR SUPPLY CO COM	892356106		4/25/2008	8/26/2010	679	0	355	324	324	0	0	324
174	TRACTOR SUPPLY CO COM	892356106		2/10/2009	8/26/2010	679	0	342	337	337	0	0	337
175	TRACTOR SUPPLY CO COM	892356106		7/27/2010	8/26/2010	339	0	352	-13	0	0	0	-13
176	TRAVELERS COMPANIES, INC	89417E109		2/10/2009	2/4/2010	251	0	198	53	53	0	0	53
177	TRAVELERS COMPANIES, INC	89417E109		5/6/2009	2/4/2010	251	0	192	59	59	0	0	59
178	TRAVELERS COMPANIES, INC	89417E109		12/15/2004	5/3/2010	256	0	186	70	70	0	0	70
179	TRAVELERS COMPANIES, INC	89417E109		12/15/2004	7/2/2010	1,462	0	1,116	346	346	0	0	346
180	UNITEDHEALTH GROUP INC	91324P102		8/23/2007	2/4/2010	330	0	487	-157	0	0	0	-157
181	UNITEDHEALTH GROUP INC	91324P102		8/23/2007	5/3/2010	455	0	730	-275	0	0	0	-275
182	VANGUARD INTERMEDIATE TERM B	921937819		1/16/2009	7/2/2010	1,677	0	1,581	96	96	0	0	96
183	VANGUARD INTERMEDIATE TERM B	921937819		1/16/2009	10/14/2010	6,970	0	6,324	646	646	0	0	646
184	VANGUARD INTERMEDIATE TERM B	921937819		4/23/2008	10/14/2010	1,743	0	1,570	173	173	0	0	173
185	VANGUARD BD INDEX FD INC	921937827		10/14/2009	10/14/2010	9,812	0	9,592	220	220	0	0	220
186	VANGUARD BD INDEX FD INC	921937827		5/3/2010	10/14/2010	7,359	0	7,203	156	156	0	0	156
187	VANGUARD BD INDEX FD INC	921937827		5/8/2009	10/14/2010	23,713	0	22,903	810	810	0	0	810
188	VANGUARD EMERGING MARKETS ETF	922042858		4/23/2008	5/3/2010	1,906	0	2,288	-382	0	0	0	-382
189	VANGUARD EMERGING MARKETS ETF	922042858		4/23/2008	11/26/2010	1,375	0	1,525	-150	0	0	0	-150
190	VANGUARD REIT VIPER	922908553		9/25/2007	2/4/2010	637	0	1,037	-400	0	0	0	-400
191	VANGUARD REIT VIPER	922908553		8/15/2006	2/4/2010	1,274	0	2,006	-732	0	0	0	-732
192	VANGUARD REIT VIPER	922908553		8/15/2006	5/3/2010	1,838	0	2,274	-436	0	0	0	-436
193	VANGUARD REIT VIPER	922908553		1/26/2007	5/3/2010	2,973	0	3,350	-377	0	0	0	-377
194	VANGUARD REIT VIPER	922908553		2/7/2008	5/3/2010	1,135	0	1,223	-88	0	0	0	-88
195	VANGUARD REIT VIPER	922908553		2/7/2008	10/14/2010	2,990	0	3,173	-183	0	0	0	-183
196	VISA INC-CLASS A SHRS	92826C839		2/10/2009	2/4/2010	425	0	272	153	153	0	0	153
197	VISA INC-CLASS A SHRS	92826C839		2/10/2009	5/3/2010	447	0	272	175	175	0	0	175
198	VODAFONE GROUP PLC NEW ADP	92857W209		3/28/2007	2/4/2010	223	0	279	-56	0	0	0	-56
199	VODAFONE GROUP PLC NEW ADP	92857W209		3/28/2007	5/3/2010	451	0	557	-106	0	0	0	-106
200	COOPER INDUSTRIES PLC NEW IRELAN	G24140108		4/4/2008	2/4/2010	437	0	430	7	7	0	0	7
201	COOPER INDUSTRIES PLC NEW IRELAN	G24140108		4/4/2008	5/3/2010	513	0	430	83	83	0	0	83
202	LT CAP GAIN DIVS			1/1/2008	8/1/2010	500	0	0	500	500	0	0	500
203	POWERSHARES SECTION 1256 LOSS					0	0	1,354	-1,354	0	0	0	-1,354
204	POWERSHARES ST LOSS			1/1/2010	8/1/2010	0	0	1	-1	0	0	0	-1
205	POWERSHARES LT GAIN			1/1/2008	8/1/2010	290	0	0	290	290	0	0	290
206	POWERSHARES FINAL YEAR K1 ADJ					0	0	3,630	-3,630	0	0	0	-3,630

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

	Date	1	Amount
1 Credit from prior year return		1	
2 First quarter estimated tax payment	5/12/2010	2	418
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	0
7 Total		7	418

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	7,604
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	7,604

CAIN, CLEMENT CHARITABLE FDN - 354320

EIN 93-6270973

DECEMBER YEAR END STATEMENT

Security Category	CUSIP	Asset Name	FMV	Units	Fed Cost
Total Cash			665		665
Invest - Corp Bonds	36962GXS8	GEN ELEC CAP CORP 5 875% 2/15/12	26,298	25000 0000	25,208
Invest - Corp Bonds	171232AF8	CHUBB CORP 6 000% 11/15/11	26,161	25000.0000	25,687
Invest - Corp Bonds	07385TAJ5	BEAR STEARNS & CO 5 700% 11/15/14	27,469	25000 0000	25,759
Invest - Corp Bonds	31359MRG0	FED NATL MTG ASSN 4.375% 3/15/13	26,938	25000.0000	25,208
Invest - Corp Bonds	931142BT9	WAL-MART STORES 4.550% 5/01/13	27,004	25000 0000	25,733
Invest - Corp Bonds	38141GDK7	GOLDMAN SACHS GROUP 4.750% 7/15/13	26,632	25000.0000	25,301
Invest - Corp Bonds	40428EJQ3	HSBC BK USA NEW YORK 4 625% 4/01/14	26,066	25000.0000	25,033
Total Invest - Corp Bonds			186,567		177,929
Invest - Corp Stock	001055102	AFLAC INC	3,047	54.0000	2,457
Invest - Corp Stock	002824100	ABBOTT LABS	1,868	39.0000	1,619
Invest - Corp Stock	037411105	APACHE CORP	1,908	16.0000	1,512
Invest - Corp Stock	037833100	APPLE INC	3,871	12.0000	1,050
Invest - Corp Stock	057224107	BAKER HUGHES INC COM	2,287	40.0000	2,135
Invest - Corp Stock	126650100	CVS/CAREMARK CORPORATION	2,469	71.0000	994
Invest - Corp Stock	14040H105	CAPITAL ONE FINANCIAL CORP	1,532	36.0000	1,202
Invest - Corp Stock	25243Q205	DIAGEO PLC - ADR	2,379	32 0000	1,681
Invest - Corp Stock	254687106	WALT DISNEY CO	2,026	54 0000	1,483
Invest - Corp Stock	268648102	E M C CORP MASS	2,084	91.0000	980
Invest - Corp Stock	278865100	ECOLAB INC	1,916	38.0000	1,308
Invest - Corp Stock	337738108	FISERV INC	1,757	30.0000	1,052
Invest - Corp Stock	428236103	HEWLETT PACKARD CO	1,852	44 0000	1,669
Invest - Corp Stock	458140100	INTEL CORP	1,851	88 0000	1,416
Invest - Corp Stock	478160104	JOHNSON & JOHNSON	2,165	35.0000	1,809
Invest - Corp Stock	594918104	MICROSOFT CORP	1,870	67 0000	1,440
Invest - Corp Stock	641069406	NESTLE S.A REGISTERED SHARES - ADR	2,470	42.0000	1,544
Invest - Corp Stock	66987V109	NOVARTIS AG - ADR	1,710	29.0000	1,457
Invest - Corp Stock	742718109	PROCTER & GAMBLE CO	1,287	20.0000	1,271
Invest - Corp Stock	806857108	SCHLUMBERGER LTD	2,088	25.0000	1,752
Invest - Corp Stock	881624209	TEVA PHARMACEUTICAL INDUSTRIES - ADR	1,929	37.0000	2,035
Invest - Corp Stock	883556102	THERMO FISHER SCIENTIFIC INC	1,163	21 0000	797
Invest - Corp Stock	87612E106	TARGET CORP	2,285	38.0000	1,229
Invest - Corp Stock	462846106	IRON MOUNTAIN INC	1,651	66 0000	1,713

Invest - Corp Stock	91324P102	UNITEDHEALTH GROUP INC	1,914	53 0000	1,863
Invest - Corp Stock	46625H100	JPMORGAN CHASE & CO	2,503	59.0000	1,635
Invest - Corp Stock	50075N104	KRAFT FOODS INC	1,229	39.0000	1,165
Invest - Corp Stock	G24140108	COOPER INDUSTRIES PLC NEW IRELAND	2,623	45 0000	1,796
Invest - Corp Stock	166764100	CHEVRON CORP	2,373	26 0000	902
Invest - Corp Stock	084670702	BERKSHIRE HATHAWAY INC	1,602	20 0000	1,352
Invest - Corp Stock	20825C104	CONOCOPHILLIPS	2,043	30 0000	1,833
Invest - Corp Stock	20030N101	COMCAST CORP CLASS A	1,911	87 0000	1,688
Invest - Corp Stock	143658300	CARNIVAL CORP	1,291	28 0000	602
Invest - Corp Stock	92857W209	VODAFONE GROUP PLC NEW ADR	1,613	61 0000	1,502
Invest - Corp Stock	064058100	BANK NEW YORK MELLON CORP COM	1,691	56.0000	1,611
Invest - Corp Stock	92826C839	VISA INC-CLASS A SHRS	1,337	19.0000	1,032
Invest - Corp Stock	907818108	UNION PACIFIC CORP	2,780	30 0000	2,221
Invest - Corp Stock	65339F101	NEXTERA ENERGY INC	1,456	28 0000	1,603
Invest - Corp Stock	68389X105	ORACLE CORPORATION	2,629	84.0000	1,915
Invest - Corp Stock	008252108	AFFILIATED MANAGERS GROUP, INC COM	2,481	25.0000	1,517
Invest - Corp Stock	500255104	KOHL'S CORP	1,956	36.0000	1,714
Invest - Corp Stock	38141G104	GOLDMAN SACHS GROUP INC	1,177	7 0000	1,133
Invest - Corp Stock	088606108	BHP BILLITON LIMITED - ADR	1,208	13 0000	1,158
Invest - Corp Stock	88579Y101	3M CO	2,158	25 0000	2,164
Total Invest - Corp Stock			87,435	-	66,015

Invest - Other	464287804	ISHARES TR SMALLCAP 600 INDEX FD	32,934	481.0000	23,634
Invest - Other	464287705	ISHARES S&P MIDCAP 400 VALUE	14,303	180 0000	11,725
Invest - Other	464287200	ISHARES S & P 500 INDEX FUND	29,921	237 0000	24,684
Invest - Other	464287606	ISHARES S&P MIDCAP 400 GROWTH	18,633	185 0000	13,993
Invest - Other	464287465	ISHARES MSCI EAFE	73,474	1262.0000	73,581
Invest - Other	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	26,338	2143.0160	30,572
Invest - Other	922908553	VANGUARD REIT VIPER	42,303	764.0000	26,113
Invest - Other	922042858	VANGUARD EMERGING MARKETS ETF	22,629	470 0000	14,702
Invest - Other	921937827	VANGUARD BD INDEX FD INC	62,759	780.0000	60,956
Invest - Other	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	17,635	453.0000	17,665
Invest - Other	921937819	VANGUARD INTERMEDIATE TERM B	28,047	340.0000	26,445
Invest - Other	76628T645	RIDGEWORTH SEIX HY BD-1 #5855	55,300	5625 5850	54,980
Invest - Other	589509108	MERGER FD SH BEN INT #260	27,019	1712 2460	26,855
Invest - Other	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	107,105	9084 3650	108,560
Invest - Other	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	19,243	1330.7530	20,000
Invest - Other	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	30,448	3259 9120	29,502
Total Invest - Other			608,088	-	563,965

Savings & Temp Inv	VP7000046	WF ADV CASH INVT MM FD-INSTL #451	26,449	26448 9400	26,449
Savings & Temp Inv	VP7000046	WF ADV CASH INVT MM FD-INSTL #451	2,921	2921.0100	2,921
Total Savings & Temp Inv			29,370	-	29,370
Total			912,126	-	837,943