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

OMB No 1545-0052

2010Department of the Treasury
Internal Revenue Service

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

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

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

THE HAROLD EDELSTEIN FOUNDATION
100 W. BROADWAY #600
GLENDALE, CA 91210

A Employer identification number

95-4814292

B Telephone number (see the instructions)

818-409-3034

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

▶ \$ 17,665,824.

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)	25,000.			
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	5,198.	5,198.		
4 Dividends and interest from securities	1,578,922.	1,578,922.		
5a Gross rents				
b Net rental income or loss				
6a Net gain/(loss) from sale of assets not on line 10	-5,785.			
b Gross sales price for assets on line 6a	517,040.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) SEE STATEMENT 1	5,585.	5,585.		
12 Total. Add lines 1 through 11	1,608,920.	1,589,705.	0.	
13 Compensation of officers, directors, trustees, etc	242,723.	121,362.		121,361.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 2	17,050.	15,050.		2,000.
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instr) SEE STM 3	56,138.	1,635.		192.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 4	121,565.	60,784.		60,781.
24 Total operating and administrative expenses. Add lines 13 through 23	437,476.	198,831.		184,334.
25 Contributions, gifts, grants paid PART XV	1,231,494.			1,231,494.
26 Total expenses and disbursements. Add lines 24 and 25	1,668,970.	198,831.	0.	1,415,828.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-60,050.			
b Net investment income (if negative, enter -0-)		1,390,874.		
c Adjusted net income (if negative, enter -0-)			0.	

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ADMINISTRATIVE AND OPERATING EXPENSES

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1. Cash — non-interest-bearing			
	2. Savings and temporary cash investments	1,625,330.	502,968.	502,968.
	3. Accounts receivable			
	Less: allowance for doubtful accounts			
	4. Pledges receivable			
	Less: allowance for doubtful accounts			
	5. Grants receivable			
	6. Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7. Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8. Inventories for sale or use			
	9. Prepaid expenses and deferred charges			
	10a. Investments — U.S. and state government obligations (attach schedule)			
	b. Investments — corporate stock (attach schedule)	322,797.	243,488.	260,954.
	c. Investments — corporate bonds (attach schedule)	5,830,818.	6,500,699.	6,481,328.
	11. Investments — land, buildings, and equipment basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12. Investments — mortgage loans			
	13. Investments — other (attach schedule) STATEMENT 5	10,023,294.	10,493,662.	10,417,699.
	14. Land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
	15. Other assets (describe SEE STATEMENT 6)	1,503.	2,875.	2,875.
	16. Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	17,803,742.	17,743,692.	17,665,824.
	17. Accounts payable and accrued expenses			
	18. Grants payable			
	19. Deferred revenue			
NET FUND ASSET BALANCES	20. Loans from officers, directors, trustees, & other disqualified persons			
	21. Mortgages and other notes payable (attach schedule)			
	22. Other liabilities (describe)			
	23. Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24. Unrestricted			
	25. Temporarily restricted			
	26. Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. X			
	27. Capital stock, trust principal, or current funds	17,803,742.	17,743,692.	
	28. Paid-in or capital surplus, or land, building, and equipment fund			
	29. Retained earnings, accumulated income, endowment, or other funds			
	30. Total net assets or fund balances (see the instructions)	17,803,742.	17,743,692.	
	31. Total liabilities and net assets/fund balances (see the instructions)	17,803,742.	17,743,692.	

Part III Analysis of Changes in Net Assets or Fund Balances

1. Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	17,803,742.
2. Enter amount from Part I, line 27a	2	-60,050.
3. Other increases not included in line 2 (itemize)	3	
4. Add lines 1, 2, and 3	4	17,743,692.
5. Decreases not included in line 2 (itemize)	5	
6. Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	17,743,692.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1 a SEE STATEMENT 7			
b			
c			
d			
e			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-5,785.
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 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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	1,177,486.	16,949,160.	0.069472
2008	1,261,321.	17,462,793.	0.072229
2007	1,166,157.	18,239,387.	0.063936
2006	1,144,733.	18,302,049.	0.062547
2005	1,125,875.	18,156,076.	0.062011

2 Total of line 1, column (d)	2	0.330195
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	0.066039
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	17,683,695.
5 Multiply line 4 by line 3	5	1,167,814.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,909.
7 Add lines 5 and 6	7	1,181,723.
8 Enter qualifying distributions from Part XII, line 4	8	1,415,828.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b .		1	13,909.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	13,909.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	13,909.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	9,200.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	19,200.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,291.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax 5,291. 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 the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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, column (c), and Part XIV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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)? 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

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Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.GUIDESTAR.ORG</u>	13	X	
14	The books are in care of <u>FREDERICK SIMMONS</u> Telephone no <u>818-409-3034</u> Located at <u>100 W. BROADWAY #600 GLENDALE CA</u> ZIP + 4 <u>91210</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

5b

N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6b

X

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FREDERICK L. SIMMONS 100 W. BROADWAY #600 GLENDALE, CA 91210	DIRECTOR 17.00	107,223.	0.	0.
MARVIN G. BURNS 10390 WILSHIRE BLVD, 4TH FLOOR LOS ANGELES, CA 90025	DIRECTOR 10.00	77,752.	0.	0.
MARVIN ROTHENBERG P.O. BOX 15867 BEVERLY HILLS, CA 90209	DIRECTOR 9.00	57,748.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a Average monthly fair market value of securities	1a	17,090,747.
b Average of monthly cash balances	1b	862,243.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	17,952,990.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	17,952,990.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	269,295.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,683,695.
6 Minimum investment return. Enter 5% of line 5	6	884,185.

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

1 Minimum investment return from Part X, line 6		1	884,185.
2a Tax on investment income for 2010 from Part VI, line 5	2a	13,909.	
b Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	13,909.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	870,276.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	870,276.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	870,276.

Part XIII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	1,415,828.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,415,828.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	13,909.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,401,919.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				870,276.
2 Undistributed income, if any, as of the end of 2010:			0.	
a Enter amount for 2009 only		0.		
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005	240,459.			
b From 2006	241,079.			
c From 2007	267,400.			
d From 2008	400,123.			
e From 2009	348,050.			
f Total of lines 3a through e	1,497,111.			
4 Qualifying distributions for 2010 from Part XII, line 4: \$ 1,415,828.			0.	
a Applied to 2009, but not more than line 2a		0.		
b Applied to undistributed income of prior years (Election required — see instructions)	0.			
c Treated as distributions out of corpus (Election required — see instructions)				870,276.
d Applied to 2010 distributable amount	545,552.			
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	2,042,663.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions.		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	240,459.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,802,204.			
10 Analysis of line 9.				
a Excess from 2006	241,079.			
b Excess from 2007	267,400.			
c Excess from 2008	400,123.			
d Excess from 2009	348,050.			
e Excess from 2010	545,552.			

BAA

Form 990-PF (2010)

Part XIV Private Operating Foundations (see 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)

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

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

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year — see 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 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	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 Paid during the year SEE STATEMENT 8				
Total			3a	1,231,494.
b Approved for future payment				
Total			3b	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

2010

Name of the organization

THE HAROLD EDELSTEIN FOUNDATION

Employer identification number

95-4814292

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

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

Form 990-PF

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

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

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

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

THE HAROLD EDELSTEIN FOUNDATION

95-4814292

Part I Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	H. EDELSTEIN ADMINISTRATIVE TR 100 W. BROADWAY #600 GLENDALE, CA 91210	\$ 25,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

THE HAROLD EDELSTEIN FOUNDATION

Employer identification number

95-4814292

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

THE HAROLD EDELSTEIN FOUNDATION

95-4814292

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete cols (a) through (e) and the following line entryFor organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions.)

► \$ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

THE HAROLD EDELSTEIN FOUNDATION

95-4814292

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
TAX REFUND	\$ 5,585.	\$ 5,585.	
TOTAL	\$ 5,585.	\$ 5,585.	0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GELLER EPERTHENER & MCCONNELL	\$ 17,050.	\$ 15,050.		\$ 2,000.
TOTAL	\$ 17,050.	\$ 15,050.	\$ 0.	\$ 2,000.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
990PF	\$ 512.			
FOREIGN TAX PAID	26.	\$ 26.		
FORM 109	1,416.	1,416.		
FORM 990T	53,799.			
TAXES AND LICENSES	385.	193.		\$ 192.
TOTAL	\$ 56,138.	\$ 1,635.	\$ 0.	\$ 192.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	\$ 495.	\$ 248.		\$ 247.
INSURANCE	2,200.	1,100.		1,100.
MISCELLANEOUS	657.	329.		328.
OFFICE EXPENSE	67.	34.		33.
OFFICE RENT AND ADMINISTRATIVE SUPPORT	118,146.	59,073.		59,073.
TOTAL	\$ 121,565.	\$ 60,784.	\$ 0.	\$ 60,781.

THE HAROLD EDELSTEIN FOUNDATION

95-4814292

STATEMENT 5
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER INVESTMENTS</u>			
KWK PARTNERS LP	MKT VAL	\$ 9,893,662.	\$ 9,893,662.
TRANSAMERICA ANNUITY	MKT VAL	500,000.	424,037.
ALLIANZ ANNUITY	MKT VAL	100,000.	100,000.
	TOTAL	<u>\$ 10,493,662.</u>	<u>\$ 10,417,699.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	\$ 2,875.	\$ 2,875.
TOTAL	<u>\$ 2,875.</u>	<u>\$ 2,875.</u>

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	SEE ATTACHED - WF (#1723) SHORT TERM	PURCHASED	VARIOUS	VARIOUS
2	SEE ATTACHED - WF (#1723) LONG TERM	PURCHASED	VARIOUS	VARIOUS
3	SEE ATTACHED - WF (#1084) SHORT TERM	PURCHASED	VARIOUS	VARIOUS
4	\$100,000 NATIONAL CITY CORP 4% 2/1/11	PURCHASED	6/08/2009	1/19/2010
5	\$100,000 GTE NORTH INC 6.375%	PURCHASED	8/02/2006	1/29/2010
6	\$2,000 ALLIANZ SE 8.375%	PURCHASED	6/04/2008	1/29/2010
7	\$100,000 HARTFORD LIFE 5%	PURCHASED	11/02/2005	2/02/2010
8	\$100,000 DAIMLERCHRYSLER 5.875%	PURCHASED	6/02/2006	2/04/2010
9	SEE ATTACHED - MS (#142307) SHORT TERM	PURCHASED	VARIOUS	VARIOUS
10	36.5 SHS FREEPORT MCMORAN CO & GOLD	PURCHASED	VARIOUS	12/31/2010
11	SEE ATTACHED - WF (#1723) LONG TERM	PURCHASED	VARIOUS	VARIOUS
12	PRINCIPAL DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS
13	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	2320148.		2255254.	64,894.				\$ 64,894.
2	834,107.		810,737.	23,370.				23,370.
3	2113570.		2184962.	-71,392.				-71,392.
4	101,395.		98,005.	3,390.				3,390.
5	99,995.		102,942.	-2,947.				-2,947.
6	49,654.		50,000.	-346.				-346.
7	99,995.		100,000.	-5.				-5.
8	103,793.		100,000.	3,793.				3,793.
9	511,206.		536,530.	-25,324.				-25,324.

THE HAROLD EDELSTEIN FOUNDATION

95-4814292

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
10	3,138.		4,527.	-1,389.				\$ -1,389.
11	277,833.		279,760.	-1,927.				-1,927.
12	108.		108.	0.				0.
13								2,098.
							TOTAL	\$ -5,785.

STATEMENT 8
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
JEWISH FAMILY SERVICE OF LA 3580 WILSHIRE BLVD, #700 LOS ANGELES, CA 90010	NONE	PAID	SOCIAL SERVICES	\$ 86,850.
JEWISH HOME FOR THE AGING 1640 S. SEPULVEDA BL, #210 LOS ANGELES, CA 90025	NONE	PAID	SOCIAL SERVICES	95,000.
JEWISH COMMUNITY FOUNDATION 5700 WILSHIRE BLVD, #2000 LOS ANGELES, CA 90036	NONE	PAID	SOCIAL SERVICES	210,000.
COVENANT HOUSE 1325 NORTH WESTERN AVE HOLLYWOOD, CA 90027	NONE	PAID	SOCIAL SERVICES	2,500.
ISRAEL HUMANITARIAN FOUNDATION 276 E. 5TH AVENUE, SUITE 901 NEW YORK, NY 10001	NONE	PAID	SOCIAL SERVICES	10,000.
ST VINCENT MEALS ON WHEELS 2131 W. 3RD STREET LOS ANGELES, CA 90057	NONE	PAID	SOCIAL SERVICES	28,500.
CHILDRENS' HOSPITAL 4650 SUNSET BLVD LOS ANGELES, CA 90027	NONE	PAID	SOCIAL SERVICES	66,000.
LAS FAMILIAS DEL PUEBLO 307 E. SEVENTH STREET LOS ANGELES, CA 90014	NONE	PAID	SOCIAL SERVICES	27,000.

THE HAROLD EDELSTEIN FOUNDATION

95-4814292

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
EL NIDO 10200 SEPULVEDA BLVD, #350 MISSION HILLS, CA 91345	NONE	PAID	SOCIAL SERVICES	\$ 80,000.
ONE GENERATION 17400 VICTORY BLVD VAN NUYS, CA 91406	NONE	PAID	SOCIAL SERVICES	165,000.
VENICE FAMILY CLINIC 604 ROSE AVENUE VENICE, CA 90291	NONE	PAID	SOCIAL SERVICES	11,000.
COMMUNITIES IN SCHOOLS 8695 MARTINIQUE BAY LAS VEGAS, NV 89147	NONE	PAID	SOCIAL SERVICES	10,000.
FOOTHILL FAMILY SHELTER 1501 W. NINTH ST. #D UPLAND, CA 91786	NONE	PAID	SOCIAL SERVICES	110,000.
RAINBOW SERVICES 453 W. 7TH ST SAN PEDRO, CA 90731	NONE	PAID	SOCIAL SERVICES	12,000.
RAFT, INC. PO BOX 83328 LOS ANGELES, CA 90083	NONE	PAID	SOCIAL SERVICES	8,000.
LAKE AVENUE COMMUNITY 712 E. VILLA PASADENA, CA 91101	NONE	PAID	SOCIAL SERVICES	2,644.
UPWARD BOUND HOUSE 1104 WASHINGTON AVENUE SANTA MONICA, CA 90403	NONE	PAID	SOCIAL SERVICES	4,000.
MY FRIENDS PLACE 5850 HOLLYWOOD BLVD HOLLYWOOD, CA 90028	NONE	PAID	SOCIAL SERVICES	13,000.
HABITAT FOR HUMANITY 21031 VENTURA BLVD WOODLAND HILLS, CA 91364	NONE	PAID	SOCIAL SERVICE	10,000.
JEWISH LIFE TELEVISION 16501 VENTURA BLVD. STE 504 ENCINO, CA 91436	NONE	PAID	SOCIAL SERVICES	10,000.
NATIONAL HEALTH FOUNDATION 515 S. FIGUEROA STREET, STE 1300 LOS ANGELES, CA 90071	NONE	PAID	SOCIAL SERVICES	155,000.

THE HAROLD EDELSTEIN FOUNDATION

95-4814292

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ASSISTANCE LEAGUE P.O. BOX 927 UPLAND, CA 91785	NONE	PAID	SOCIAL SERVICES	\$ 5,000.
AVIVA 7120 FRANKLIN AVENUE LOS ANGELES, CA 90046	NONE	PAID	SOCIAL SERVICES	8,000.
FAMILY PROMISE OF ESG 10153 1/2 RIVERSIDE DRIVE #470 TOLUCA LAKE, CA 91602	NONE	PAID	SOCIAL SERVICES	40,000.
HAVEN HILLS, INC. P.O. BOX 260 CANOGA PARK, CA 91305	NONE	PAID	SOCIAL SERVICES	20,000.
MANY MANSIONS 1459 E. THOUSAND OAKS BLVD BLDG D THOUSAND OAKS, CA 91362	NONE	PAID	SOCIAL SERVICES	16,000.
REACH OUT 1126 W. FOOTHILL BLVD, SUITE 150 UPLAND, CA 91786	NONE	PAID	SOCIAL SERVICES	20,000.
THE SALVATION ARMY 320 WEST WINDSOR ROAD GLENDALE, CA 91204	NONE	PAID	SOCIAL SERVICES	6,000.

TOTAL \$ 1,231,494.

THE HAROLD EDELSTEIN FOUNDATION

95-4814292

EXCEPTIONS TO SELF-DEALING (FORM 990-PF, PART VII-B):

- 1.A.(4) THERE WAS COMPENSATION PAID TO THREE DIRECTORS OF
THE CHARITABLE FOUNDATION FOR DIRECTOR AND LEGAL SERVICES.
THEIR COMPENSATION WAS BASED ON THEIR STANDARD BILLING RATE
AND WAS REASONABLE AND NECESSARY.

Capital Gains

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain
SHORT TERM							
Wells Fargo (1723-1271)	Stancorp Finl Grp 6.9% 6/1/67	60,000.000	1/29/10	4/5/10	51,227.20	49,055.25	2,171.95
Wells Fargo (1723-1271)	Stanley Works 5.902% 12/1/45	100,000.000	10/26/09	4/7/10	91,834.00	89,005.25	2,828.75
Wells Fargo (1723-1271)	Stanley Works 5.902% 12/1/45	100,000.000	2/2/10	4/15/10	96,025.00	95,005.25	1,019.75
Wells Fargo (1723-1271)	TransCanada Pipe 6.35% 5/15/67	100,000.000	2/4/10	4/20/10	94,416.00	97,505.25	-3,089.25
Wells Fargo (1723-1271)	CA ST Pub WKS 8% 3/1/35	100,000.000	4/5/10	4/27/10	102,212.00	98,392.00	3,820.00
Wells Fargo (1723-1271)	CA ST GO BE 4.85% 10/01/14	100,000.000	1/19/10	4/28/10	102,675.00	102,297.67	377.33
Wells Fargo (1723-1271)	CA ST GO BE 6.2% 10/01/19	100,000.000	12/22/09	5/5/10	103,821.00	99,520.10	4,300.90
Wells Fargo (1723-1271)	CA ST GO BE 6.2% 10/01/19	100,000.000	12/22/09	5/10/10	103,495.00	99,520.10	3,974.90
Wells Fargo (1723-1271)	Morgan Stanley 5.95% 12/17/28	100,000.000	6/26/09	6/7/10	99,104.00	97,688.25	1,415.75
Wells Fargo (1723-1271)	Lexmark Intl Inc 5.9% 1/1/13	100,000.000	10/5/09	8/3/10	107,008.00	101,259.25	5,748.75
Wells Fargo (1723-1271)	Ishare Iboxx Invest GR COR FD	225.000	12/1/09	8/17/10	24,873.62	24,538.50	335.12
Wells Fargo (1723-1271)	Ishare Iboxx Invest GR COR FD	150.000	12/14/09	8/17/10	16,582.41	16,231.50	350.91
Wells Fargo (1723-1271)	Ishare Iboxx Invest GR COR FD	125.000	12/22/09	8/17/10	13,818.68	13,308.75	509.93
Wells Fargo (1723-1271)	Nisource Fin Corp 5.2% 9/15/17	100,000.000	1/5/10	8/27/10	104,495.00	100,450.25	4,044.75
Wells Fargo (1723-1271)	Nisource Fin Corp 6.4% 3/15/18	100,000.000	12/1/09	9/8/10	111,095.00	106,436.25	4,658.75
Wells Fargo (1723-1271)	Union Bk Cali 5.95% 5/11/16	100,000.000	11/6/09	9/14/10	106,495.00	102,296.25	4,198.75
Wells Fargo (1723-1271)	Goldman Sachs 5.625% 1/15/17	100,000.000	5/5/10	9/22/10	104,753.00	99,995.00	4,758.00
Wells Fargo (1723-1271)	Transocean Inc 1.5% 12/15/37	100,000.000	5/26/10	9/28/10	96,272.00	94,005.00	2,267.00
Wells Fargo (1723-1271)	LLoyds BKG GRP 7.75% 7/15/50	2,000.000	6/30/10	9/29/10	52,128.58	50,000.00	2,128.58
Wells Fargo (1723-1271)	LEV Curve CD 7% 10/9/19	50,000.000	10/13/09	10/12/10	50,000.00	49,446.68	553.32
Wells Fargo (1723-1271)	Anadarko Petroleum 8.7% 3/20/19	100,000.000	6/10/10	10/26/10	121,325.00	95,944.00	25,381.00
Wells Fargo (1723-1271)	Blackrock Build America 8/26/1	2,500.000	8/27/10	10/29/10	48,193.09	50,000.00	-1,806.91
Wells Fargo (1723-1271)	Fidelity NATL FIN 6.6% 5/15/17	100,000.000	5/10/10	11/1/10	101,971.50	101,456.00	515.50
Wells Fargo (1723-1271)	Fidelity NATL FIN 6.6% 5/15/17	50,000.000	8/3/10	11/1/10	50,985.75	51,618.00	-632.25
Wells Fargo (1723-1271)	Fidelity NATL FIN 6.6% 5/15/17	50,000.000	8/3/10	11/1/10	50,985.75	51,616.50	-630.75
Wells Fargo (1723-1271)	Blackrock Build America 8/26/1	1,400.000	8/27/10	11/3/10	27,486.12	28,000.00	-513.88
Wells Fargo (1723-1271)	Blackrock Build America 8/26/1	1,100.000	8/27/10	11/3/10	21,586.15	22,000.00	-413.85
Wells Fargo (1723-1271)	South Gate CA CTFS 7% 9/1/24	50,000.000	4/28/10	11/9/10	50,317.00	51,102.50	-785.50
Wells Fargo (1723-1271)	Lazard Group LLC 7.125% 5/15/15	100,000.000	1/4/10	11/30/10	107,405.00	107,191.25	213.75
Wells Fargo (1723-1271)	Ishare Iboxx Invest GR COR FD	300.000	12/22/09	12/3/10	32,433.29	31,941.00	492.29
Wells Fargo (1723-1271)	Ishare Iboxx Invest GR COR FD	200.000	1/8/10	12/3/10	21,622.19	21,495.00	127.19
Wells Fargo (1723-1271)	Ishare Iboxx Invest GR COR FD	500.000	11/5/10	12/22/10	53,507.09	56,932.70	-3,425.61
TOTAL SHORT TERM					2,320,148.42	2,255,253.50	64,894.92
LONG TERM							
Wells Fargo (1723-1271)	Ishare Iboxx Invest GR COR FD	500.000	4/22/08	4/29/10	52,748.34	52,745.00	3.34
Wells Fargo (1723-1271)	Daimlerchrysler 5.90% 8/15/11	100,000.000	8/18/06	5/26/10	103,231.00	100,000.00	3,231.00
Wells Fargo (1723-1271)	Ford Capital BV 9.5% 06/01/10	100,000.000	11/3/06	6/1/10	100,000.00	99,005.00	995.00
Wells Fargo (1723-1271)	Goldman Sachs GP 5.5% 11/15/14	100,000.000	3/18/08	6/14/10	103,340.00	101,820.25	1,519.75
Wells Fargo (1723-1271)	CA ST GO BAB BE 5.65% 4/1/39	100,000.000	6/11/09	8/10/10	104,612.00	101,610.50	3,001.50
Wells Fargo (1723-1271)	LEV Curve CD 9% 8/31/19	50,000.000	8/13/09	8/31/10	50,000.00	48,785.03	1,214.97
Wells Fargo (1723-1271)	Verizon NJ Inc 5.875% 1/17/12	100,000.000	4/26/07	9/8/10	105,348.00	103,278.50	2,069.50

Capital Gains

1/1/10 Through 12/31/10

11/11/11

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain
Wells Fargo (1723-1271)	Embarq Corp 6.738% 01/2013	100,000.000	6/18/09	10/21/10	108,245.00	102,763.25	5,481.75
Wells Fargo (1723-1271)	AMEX 6.15% 08/28/17	50,000.000	3/20/08	10/27/10	56,331.50	50,162.25	6,169.25
Wells Fargo (1723-1271)	Gen Elec Cap 5.72%, 8/22/11	50,000.000	9/12/06	10/27/10	50,251.50	50,567.70	-316.20
TOTAL LONG TERM					834,107.34	810,737.48	23,369.86
SUPER LONG TERM							
Wells Fargo (1723-1271)	Genl Motors Acc 8.00% 6/15/10	100,000.000	6/6/05	6/15/10	100,000.00	100,000.00	0.00
Wells Fargo (1723-1271)	Hertz Corp 6.35% 6/15/10	100,000.000	3/2/05	6/15/10	100,000.00	100,610.00	-610.00
Wells Fargo (1723-1271)	Develop Div Rity 7.5%	1,675.000	5/7/04	9/16/10	40,383.56	41,875.00	-1,491.44
Wells Fargo (1723-1271)	Develop Div Rity 7.5%	225.000	5/7/04	9/16/10	5,424.67	5,625.00	-200.33
Wells Fargo (1723-1271)	Develop Div Rity 7.5%	100.000	5/7/04	9/16/10	2,406.95	2,500.00	-93.05
Wells Fargo (1723-1271)	Commonwealth Reit 8.75%	1,166.000	9/12/02	10/21/10	29,617.61	29,150.00	467.61
TOTAL SUPER LONG TERM					277,832.79	279,760.00	-1,927.21
OVERALL TOTAL					3,432,088.55	3,345,750.98	86,337.57

Capital Gains

1/1/10 Through 12/31/10

11/11/11

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain
SHORT TERM							
Wells Fargo (1084-0931)	BCE Inc	1,000.000	3/2/10	3/10/10	29,888.92	26,979.52	2,909.40
Wells Fargo (1084-0931)	Legacy Reserves LP UTS REP	400.000	3/2/10	3/10/10	8,869.79	8,195.34	674.45
Wells Fargo (1084-0931)	Legacy Reserves LP UTS REP	100.000	3/2/10	3/10/10	2,218.32	2,048.84	169.48
Wells Fargo (1084-0931)	American Capital Agency	700.000	3/2/10	3/11/10	18,280.30	19,202.59	-922.29
Wells Fargo (1084-0931)	American Capital Agency	300.000	3/2/10	3/11/10	7,837.59	8,229.68	-392.09
Wells Fargo (1084-0931)	Annaly Capital Management Inc	1,400.000	3/2/10	3/11/10	24,844.33	25,864.00	-1,019.67
Wells Fargo (1084-0931)	Interoil Corp	300.000	3/2/10	3/12/10	20,609.19	18,789.87	1,819.32
Wells Fargo (1084-0931)	Rogers Comm Inc	400.000	3/2/10	3/15/10	13,420.99	12,831.78	589.21
Wells Fargo (1084-0931)	Legacy Reserves LP UTS REP	600.000	3/2/10	3/16/10	13,427.56	12,293.01	1,134.55
Wells Fargo (1084-0931)	Legacy Reserves LP UTS REP	400.000	3/2/10	3/16/10	8,959.36	8,195.34	764.02
Wells Fargo (1084-0931)	PDL Biopharma Inc	2,500.000	3/2/10	3/17/10	16,209.58	16,930.23	-720.65
Wells Fargo (1084-0931)	Quicksilver Resources Inc	1,000.000	3/17/10	3/19/10	14,167.17	16,187.70	-2,020.53
Wells Fargo (1084-0931)	Lukoil Oil CO	300.000	3/12/10	3/23/10	16,769.78	16,651.22	118.56
Wells Fargo (1084-0931)	Ishare Iboxx \$ H/Y Corp BND	200.000	3/2/10	3/24/10	17,495.53	17,925.67	-430.14
Wells Fargo (1084-0931)	Chevron Corp	300.000	3/2/10	3/25/10	22,009.01	24,365.10	-2,356.09
Wells Fargo (1084-0931)	Tenaris S.A.	500.000	3/2/10	3/26/10	21,382.53	23,493.13	-2,110.60
Wells Fargo (1084-0931)	Internap Network Services	1,900.000	3/11/10	4/5/10	10,342.07	12,043.08	-1,701.01
Wells Fargo (1084-0931)	Internap Network Services	400.000	3/11/10	4/5/10	2,176.15	2,535.39	-359.24
Wells Fargo (1084-0931)	Internap Network Services	100.000	3/11/10	4/5/10	539.03	633.85	-94.82
Wells Fargo (1084-0931)	Internap Network Services	100.000	3/11/10	4/5/10	544.51	633.85	-89.34
Wells Fargo (1084-0931)	Copano Energy, LLC	800.000	3/19/10	4/6/10	19,913.90	19,249.23	664.67
Wells Fargo (1084-0931)	Copano Energy, LLC	200.000	3/19/10	4/6/10	4,978.47	4,819.38	159.09
Wells Fargo (1084-0931)	JP Morgan Chase & Co	400.000	3/12/10	4/7/10	17,899.70	17,640.57	259.13
Wells Fargo (1084-0931)	JP Morgan Chase & Co	100.000	3/12/10	4/7/10	4,474.92	4,415.46	59.46
Wells Fargo (1084-0931)	American Eagle Outfitters Inc	1,000.000	3/11/10	4/8/10	17,457.89	18,556.29	-1,098.40
Wells Fargo (1084-0931)	Citigroup Inc	3,000.000	3/11/10	4/9/10	13,220.10	12,511.02	709.08
Wells Fargo (1084-0931)	Arch Coal Inc	600.000	3/23/10	4/12/10	15,359.20	14,536.46	822.74
Wells Fargo (1084-0931)	Arch Coal Inc	100.000	3/23/10	4/12/10	2,554.54	2,422.74	131.80
Wells Fargo (1084-0931)	Tellabs Inc	1,700.000	3/15/10	4/12/10	13,364.66	13,121.87	242.79
Wells Fargo (1084-0931)	Tellabs Inc	300.000	3/15/10	4/12/10	2,358.47	2,321.51	36.96
Wells Fargo (1084-0931)	DR Pepper Snapple Group Inc	400.000	3/16/10	4/13/10	13,695.15	14,517.65	-822.50
Wells Fargo (1084-0931)	Linn Energy LLC UTS REP LTD LI	500.000	3/24/10	4/14/10	12,904.60	12,716.39	188.21
Wells Fargo (1084-0931)	Linn Energy LLC UTS REP LTD LI	500.000	3/24/10	4/14/10	12,904.60	12,716.48	188.12
Wells Fargo (1084-0931)	Quicksilver Inc	1,200.000	4/6/10	4/15/10	6,276.22	7,090.22	-814.00
Wells Fargo (1084-0931)	Quicksilver Inc	300.000	4/6/10	4/15/10	1,571.30	1,772.55	-201.25
Wells Fargo (1084-0931)	Titanium Metals Corp New	1,000.000	4/14/10	4/15/10	16,738.21	17,593.61	-855.40
Wells Fargo (1084-0931)	Freeport McMoran CO & Gold	200.000	3/2/10	4/19/10	15,590.61	24,806.71	-9,216.10
Wells Fargo (1084-0931)	Freeport McMoran CO & Gold	200.000	4/5/10	4/19/10	15,590.61	17,688.52	-2,097.91
Wells Fargo (1084-0931)	E M C Corp Mass	900.000	3/10/10	4/21/10	17,457.33	17,159.72	297.61
Wells Fargo (1084-0931)	E M C Corp Mass	100.000	3/10/10	4/21/10	1,934.63	1,906.64	27.99
Wells Fargo (1084-0931)	Netflix.com Inc	200.000	4/13/10	4/22/10	19,820.10	17,166.84	2,653.26
Wells Fargo (1084-0931)	SPDR Barclays Capital High YIE	500.000	3/2/10	4/23/10	19,707.50	20,429.71	-722.21
Wells Fargo (1084-0931)	Allscripts Misys Healthcare	500.000	4/12/10	4/23/10	10,531.36	11,449.14	-917.78
Wells Fargo (1084-0931)	Carnival Corp	400.000	4/12/10	4/26/10	16,987.95	15,883.09	1,104.86

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain
Wells Fargo (1084-0931)	UAL Corp	500.000	4/15/10	4/26/10	10,944.47	12,067.41	-1,122.94
Wells Fargo (1084-0931)	Ford Motor Co DEL	1,600.000	4/23/10	4/28/10	8,453.15	10,101.86	-1,648.71
Wells Fargo (1084-0931)	Ford Motor Co DEL	390.000	4/23/10	4/28/10	2,056.65	2,462.33	-405.68
Wells Fargo (1084-0931)	Ford Motor Co DEL	10.000	4/23/10	4/28/10	47.92	63.14	-15.22
Wells Fargo (1084-0931)	Apple Inc	50.000	3/26/10	4/30/10	13,156.77	11,577.23	1,579.54
Wells Fargo (1084-0931)	Expedia Inc	500.000	4/14/10	4/30/10	11,627.32	13,026.68	-1,399.36
Wells Fargo (1084-0931)	Teck Resources LTD	500.000	4/20/10	4/30/10	19,356.40	21,941.26	-2,584.86
Wells Fargo (1084-0931)	Encore Energy Partners LP	800.000	4/6/10	5/3/10	14,683.80	16,968.54	-2,284.74
Wells Fargo (1084-0931)	Encore Energy Partners LP	200.000	4/6/10	5/3/10	3,664.77	4,242.14	-577.37
Wells Fargo (1084-0931)	Weatherford International LTD	600.000	4/27/10	5/3/10	10,308.42	11,356.31	-1,047.89
Wells Fargo (1084-0931)	Weatherford International LTD	400.000	4/27/10	5/3/10	6,872.28	7,566.11	-693.83
Wells Fargo (1084-0931)	Discovery Communications Inc	400.000	4/12/10	5/4/10	15,210.27	14,165.18	1,045.09
Wells Fargo (1084-0931)	Apple Inc	100.000	3/26/10	5/6/10	25,631.06	23,154.47	2,476.59
Wells Fargo (1084-0931)	Group 1 Automotive Inc	500.000	5/4/10	5/6/10	13,775.29	15,906.13	-2,130.84
Wells Fargo (1084-0931)	Royal Caribbean Cruises LTD	400.000	4/26/10	5/6/10	12,174.52	15,407.35	-3,232.83
Wells Fargo (1084-0931)	Cooper Tire & Rubber Co	500.000	4/30/10	5/7/10	9,716.03	11,186.05	-1,470.02
Wells Fargo (1084-0931)	Cooper Tire & Rubber Co	500.000	5/4/10	5/7/10	9,716.03	11,172.45	-1,456.42
Wells Fargo (1084-0931)	Walter Invnt Mgmt CRP	400.000	4/23/10	5/7/10	6,677.56	7,008.27	-330.71
Wells Fargo (1084-0931)	Walter Invnt Mgmt CRP	400.000	4/23/10	5/7/10	6,677.56	7,027.80	-350.24
Wells Fargo (1084-0931)	Walter Invnt Mgmt CRP	200.000	4/23/10	5/7/10	3,338.78	3,509.81	-171.03
Wells Fargo (1084-0931)	Walter Invnt Mgmt CRP	500.000	4/21/10	5/10/10	8,096.39	9,205.91	-1,109.52
Wells Fargo (1084-0931)	Ciena Corp	500.000	5/7/10	5/12/10	15,346.22	14,698.63	647.59
Wells Fargo (1084-0931)	Martin Midstream Partner LP	900.000	4/8/10	5/13/10	17,647.75	16,956.95	690.80
Wells Fargo (1084-0931)	Westport Innovations Inc	500.000	4/22/10	5/14/10	7,954.34	8,874.20	-919.86
Wells Fargo (1084-0931)	Ciena Corp	150.000	4/5/10	5/14/10	11,362.70	14,115.95	-2,753.25
Wells Fargo (1084-0931)	Visa Inc Class A	200.000	5/12/10	5/17/10	7,336.05	8,398.35	-1,062.30
Wells Fargo (1084-0931)	Lululemon Athletica Inc	200.000	4/26/10	5/17/10	10,149.49	11,698.78	-1,549.29
Wells Fargo (1084-0931)	Newfield Exploration Company	150.000	5/7/10	5/17/10	11,009.10	12,464.90	-1,455.80
Wells Fargo (1084-0931)	Visa Inc Class A	500.000	5/3/10	5/19/10	7,510.75	9,861.86	-2,351.11
Wells Fargo (1084-0931)	Ciena Corp	100.000	4/26/10	5/19/10	4,908.93	5,849.39	-940.46
Wells Fargo (1084-0931)	Newfield Exploration Company	200.000	5/3/10	5/19/10	9,817.86	12,021.36	-2,203.50
Wells Fargo (1084-0931)	Newfield Exploration Company	374.000	4/20/10	5/20/10	5,570.88	6,315.58	-744.70
Wells Fargo (1084-0931)	Monster Worldwide Inc	126.000	4/20/10	5/20/10	1,873.04	2,127.71	-254.67
Wells Fargo (1084-0931)	Monster Worldwide Inc	200.000	5/19/10	5/21/10	6,683.28	6,125.02	558.26
Wells Fargo (1084-0931)	Barclays Bank PLC PFD S&P 500	100.000	5/19/10	5/21/10	3,341.64	3,060.00	281.64
Wells Fargo (1084-0931)	Barclays Bank PLC PFD S&P 500	100.000	5/12/10	5/21/10	3,576.33	4,206.96	-630.63
Wells Fargo (1084-0931)	Lululemon Athletica Inc	200.000	5/13/10	5/21/10	7,152.67	8,840.41	-1,687.74
Wells Fargo (1084-0931)	Lululemon Athletica Inc	400.000	4/21/10	5/21/10	5,688.65	6,962.83	-1,274.18
Wells Fargo (1084-0931)	Monster Worldwide Inc	100.000	4/21/10	5/21/10	1,417.23	1,740.71	-323.48
Wells Fargo (1084-0931)	Corning Inc	300.000	5/6/10	5/25/10	4,808.19	5,368.62	-560.43
Wells Fargo (1084-0931)	Corning Inc	200.000	5/6/10	5/25/10	3,205.46	3,575.91	-370.45
Wells Fargo (1084-0931)	Petrohawk Energy Corporation	300.000	5/10/10	5/25/10	5,029.34	6,017.61	-988.27
Wells Fargo (1084-0931)	Petrohawk Energy Corporation	200.000	5/10/10	5/25/10	3,352.90	4,017.44	-664.54
Wells Fargo (1084-0931)	Qualcomm Inc	300.000	4/29/10	5/25/10	10,290.65	11,937.92	-1,647.27
Wells Fargo (1084-0931)	I Shares Silver Trust	500.000	5/12/10	5/27/10	8,765.96	9,866.73	-1,100.77
Wells Fargo (1084-0931)	Legacy Reserves LP UTS REP	500.000	5/20/10	5/27/10	10,738.79	9,860.54	878.25
Wells Fargo (1084-0931)	Linn Energy LLC UTS REP LTD LI	500.000	5/20/10	5/27/10	12,082.87	11,725.56	357.31

Capital Gains

1/1/10 Through 12/31/10

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain
Wells Fargo (1084-0931)	Sprint Nextel Corp	2,500.000	5/6/10	5/27/10	12,379.08	11,123.33	1,255.75
Wells Fargo (1084-0931)	Annaly Capital Management Inc	1,100.000	5/21/10	6/1/10	18,361.04	17,422.36	938.68
Wells Fargo (1084-0931)	Annaly Capital Management Inc	400.000	5/21/10	6/1/10	6,676.74	6,341.63	335.11
Wells Fargo (1084-0931)	Sprint Nextel Corp	800.000	5/25/10	6/3/10	3,795.56	4,276.10	-480.54
Wells Fargo (1084-0931)	Sprint Nextel Corp	200.000	5/25/10	6/3/10	943.18	1,069.03	-125.85
Wells Fargo (1084-0931)	Beazer Homes USA Inc	2,000.000	6/1/10	6/4/10	8,680.44	10,449.37	-1,768.93
Wells Fargo (1084-0931)	Boyd Gaming Corp	1,000.000	5/26/10	6/7/10	10,910.00	13,356.39	-2,446.39
Wells Fargo (1084-0931)	Dow Chemical Co	300.000	6/4/10	6/15/10	7,698.78	7,867.93	-169.15
Wells Fargo (1084-0931)	Barclays Bank PLC PFD S&P 500	300.000	6/4/10	6/15/10	7,835.02	9,189.53	-1,354.51
Wells Fargo (1084-0931)	Qualcomm Inc	300.000	4/30/10	6/21/10	10,541.60	11,910.04	-1,368.44
Wells Fargo (1084-0931)	Navios Maritime Partners LP	800.000	5/7/10	6/22/10	12,638.74	12,726.90	-88.16
Wells Fargo (1084-0931)	Navios Maritime Partners LP	200.000	5/7/10	6/22/10	3,153.70	3,181.72	-28.02
Wells Fargo (1084-0931)	Darden Restaurants	300.000	5/18/10	6/24/10	11,719.49	13,685.74	-1,966.25
Wells Fargo (1084-0931)	Caterpillar Inc	200.000	6/4/10	6/25/10	12,467.08	12,193.73	273.35
Wells Fargo (1084-0931)	General Electric Co	500.000	5/20/10	6/28/10	7,413.98	8,425.77	-1,011.79
Wells Fargo (1084-0931)	General Electric Co	500.000	5/25/10	6/28/10	7,413.98	8,016.63	-602.65
Wells Fargo (1084-0931)	Hewlett-Packard Company	400.000	4/7/10	6/29/10	17,655.06	21,761.91	-4,106.85
Wells Fargo (1084-0931)	Hewlett-Packard Company	200.000	5/27/10	6/29/10	8,827.53	9,571.36	-743.83
Wells Fargo (1084-0931)	Seadrill LTD	400.000	6/22/10	7/1/10	7,160.56	8,517.79	-1,357.23
Wells Fargo (1084-0931)	Seadrill LTD	400.000	6/22/10	7/1/10	7,169.48	8,517.79	-1,348.31
Wells Fargo (1084-0931)	Citigroup Inc	2,500.000	6/21/10	7/6/10	8,997.09	10,458.70	-1,461.61
Wells Fargo (1084-0931)	Discovery Communications Inc	200.000	4/30/10	7/7/10	6,986.37	7,919.91	-933.54
Wells Fargo (1084-0931)	Discovery Communications Inc	50.000	4/30/10	7/7/10	1,741.68	1,979.98	-238.30
Wells Fargo (1084-0931)	SPDR Gold TR	100.000	3/10/10	7/7/10	11,555.20	11,119.29	435.91
Wells Fargo (1084-0931)	SPDR Gold TR	100.000	3/10/10	7/7/10	11,555.20	11,115.40	439.80
Wells Fargo (1084-0931)	Sandisk Corporation	200.000	6/1/10	7/9/10	8,370.84	9,490.69	-1,119.85
Wells Fargo (1084-0931)	Southern Copper Corp	300.000	7/6/10	7/9/10	8,883.18	8,443.88	439.30
Wells Fargo (1084-0931)	Southern Copper Corp	200.000	7/6/10	7/9/10	5,922.12	5,634.87	287.25
Wells Fargo (1084-0931)	Cheniere Energy Partners LP	200.000	6/28/10	7/23/10	3,651.76	3,526.83	124.93
Wells Fargo (1084-0931)	Cheniere Energy Partners LP	600.000	6/28/10	7/23/10	10,950.89	10,580.49	370.40
Wells Fargo (1084-0931)	AEGON NV 7.25% 12/15/12	400.000	6/25/10	7/26/10	8,530.72	8,090.74	439.98
Wells Fargo (1084-0931)	AEGON NV 7.25% 12/15/12	100.000	6/25/10	7/26/10	2,132.68	2,023.48	109.20
Wells Fargo (1084-0931)	AEGON NV 7.25% 12/15/12	500.000	7/8/10	7/26/10	10,663.41	10,264.39	399.02
Wells Fargo (1084-0931)	Navios Maritime Partners LP	1,000.000	5/19/10	7/26/10	17,899.47	15,587.84	2,311.63
Wells Fargo (1084-0931)	Petrohawk Energy Corporation	400.000	5/17/10	7/26/10	6,500.91	7,789.71	-1,288.80
Wells Fargo (1084-0931)	Petrohawk Energy Corporation	100.000	5/17/10	7/26/10	1,620.20	1,947.43	-327.23
Wells Fargo (1084-0931)	Encore Energy Partners LP	400.000	6/30/10	7/28/10	7,564.41	7,101.68	462.73
Wells Fargo (1084-0931)	Encore Energy Partners LP	400.000	6/30/10	7/28/10	7,564.41	7,107.30	457.11
Wells Fargo (1084-0931)	Encore Energy Partners LP	100.000	6/30/10	7/28/10	1,891.10	1,776.21	114.89
Wells Fargo (1084-0931)	Encore Energy Partners LP	100.000	6/30/10	7/28/10	1,891.10	1,776.01	115.09
Wells Fargo (1084-0931)	Encore Energy Partners LP	300.000	7/8/10	7/28/10	5,673.30	5,534.03	139.27
Wells Fargo (1084-0931)	Encore Energy Partners LP	100.000	7/8/10	7/28/10	1,891.10	1,847.28	43.82
Wells Fargo (1084-0931)	Encore Energy Partners LP	100.000	7/8/10	7/28/10	1,889.04	1,847.28	41.76
Wells Fargo (1084-0931)	Coming Inc	500.000	5/10/10	8/2/10	9,328.90	9,395.81	-66.91
Wells Fargo (1084-0931)	SPDR Barclays Capital High YIE	500.000	6/3/10	8/2/10	19,256.22	19,025.31	230.91
Wells Fargo (1084-0931)	Interoil Corp	200.000	8/2/10	8/4/10	13,179.11	12,419.86	759.25
Wells Fargo (1084-0931)	Interoil Corp	100.000	8/2/10	8/4/10	6,589.55	6,208.41	381.14

Capital Gains

1/1/10 Through 12/31/10

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain
Wells Fargo (1084-0931)	SPDR Barclays Capital High YIE	500.000	6/25/10	8/5/10	19,279.69	19,516.58	-236.89
Wells Fargo (1084-0931)	SPDR Gold TR	50.000	3/10/10	8/9/10	5,819.89	5,557.67	262.22
Wells Fargo (1084-0931)	SPDR Gold TR	150.000	5/6/10	8/9/10	17,459.67	17,595.05	-135.38
Wells Fargo (1084-0931)	Broadcom Corp CL A	500.000	7/28/10	8/11/10	16,491.61	19,440.83	-2,949.22
Wells Fargo (1084-0931)	Microsoft Corp	500.000	7/26/10	8/11/10	12,077.30	13,256.24	-1,178.94
Wells Fargo (1084-0931)	MGM Resorts International	1,000.000	7/27/10	8/13/10	9,832.95	11,557.12	-1,724.17
Wells Fargo (1084-0931)	Orient Express Hotels LTD	800.000	8/5/10	8/13/10	7,259.43	8,841.17	-1,581.74
Wells Fargo (1084-0931)	Orient Express Hotels LTD	200.000	8/5/10	8/13/10	1,814.86	2,215.99	-401.13
Wells Fargo (1084-0931)	Silver Wheaton Corp	500.000	7/26/10	8/18/10	10,469.06	9,688.51	780.55
Wells Fargo (1084-0931)	Silver Wheaton Corp	300.000	7/26/10	8/18/10	6,284.30	5,813.10	471.20
Wells Fargo (1084-0931)	Silver Wheaton Corp	100.000	7/26/10	8/18/10	2,094.82	1,937.70	157.12
Wells Fargo (1084-0931)	Silver Wheaton Corp	100.000	7/26/10	8/18/10	2,094.79	1,937.70	157.09
Wells Fargo (1084-0931)	Hewlett-Packard Company	500.000	8/9/10	8/20/10	19,500.08	21,758.14	-2,258.06
Wells Fargo (1084-0931)	Sandisk Corporation	100.000	6/1/10	8/20/10	4,014.59	4,745.35	-730.76
Wells Fargo (1084-0931)	Sandisk Corporation	200.000	6/21/10	8/20/10	8,029.18	9,916.45	-1,887.27
Wells Fargo (1084-0931)	Teck Resources LTD	200.000	7/9/10	8/24/10	6,100.76	7,046.25	-945.49
Wells Fargo (1084-0931)	Teck Resources LTD	100.000	7/9/10	8/24/10	3,046.36	3,523.13	-476.77
Wells Fargo (1084-0931)	Arch Coal Inc	500.000	8/2/10	8/25/10	10,364.04	12,524.74	-2,160.70
Wells Fargo (1084-0931)	Silver Wheaton Corp	500.000	8/13/10	8/31/10	11,377.75	10,126.14	1,251.61
Wells Fargo (1084-0931)	Silver Wheaton Corp	300.000	8/24/10	8/31/10	6,826.65	6,373.62	453.03
Wells Fargo (1084-0931)	Silver Wheaton Corp	200.000	8/24/10	8/31/10	4,551.10	4,254.88	296.22
Wells Fargo (1084-0931)	Nuveen Multi-Currency ST Inc	1,000.000	8/17/10	9/1/10	14,100.40	14,962.46	-862.06
Wells Fargo (1084-0931)	Acme Packet Inc	200.000	8/31/10	9/8/10	7,321.25	6,844.94	476.31
Wells Fargo (1084-0931)	Acme Packet Inc	200.000	8/31/10	9/8/10	7,319.67	6,844.94	474.73
Wells Fargo (1084-0931)	Acme Packet Inc	100.000	8/31/10	9/8/10	3,655.72	3,422.47	233.25
Wells Fargo (1084-0931)	Teck Resources LTD	100.000	7/9/10	9/8/10	3,754.03	3,523.13	230.90
Wells Fargo (1084-0931)	Teck Resources LTD	300.000	7/26/10	9/8/10	11,262.08	10,985.24	276.84
Wells Fargo (1084-0931)	Pioneer Nat Res CO	300.000	8/4/10	9/14/10	19,334.90	18,689.89	645.01
Wells Fargo (1084-0931)	Cameco Corporation	400.000	8/5/10	9/15/10	10,373.95	10,848.89	-474.94
Wells Fargo (1084-0931)	Windstream Corp	1,000.000	8/25/10	9/15/10	12,066.20	11,501.52	564.68
Wells Fargo (1084-0931)	Pimco Strategic Global Govt Fd	700.000	9/1/10	9/16/10	7,731.96	8,335.11	-603.15
Wells Fargo (1084-0931)	Pimco Strategic Global Govt Fd	400.000	9/1/10	9/16/10	4,418.26	4,763.42	-345.16
Wells Fargo (1084-0931)	Pimco Strategic Global Govt Fd	100.000	9/1/10	9/16/10	1,104.57	1,188.89	-84.32
Wells Fargo (1084-0931)	Seahawk Drilling Inc	1,400.000	9/14/10	9/21/10	12,059.36	10,991.25	1,068.11
Wells Fargo (1084-0931)	Seahawk Drilling Inc	200.000	9/14/10	9/21/10	1,722.77	1,574.43	148.34
Wells Fargo (1084-0931)	Seahawk Drilling Inc	400.000	9/14/10	9/21/10	3,439.04	3,148.85	290.19
Wells Fargo (1084-0931)	Martin Midstream Partner LP	500.000	8/13/10	9/22/10	15,665.52	14,873.97	791.55
Wells Fargo (1084-0931)	Martin Midstream Partner LP	500.000	8/24/10	9/22/10	15,665.52	15,101.22	564.30
Wells Fargo (1084-0931)	Hatteras Finl Corp Com	500.000	8/20/10	9/28/10	14,132.44	14,425.10	-292.66
Wells Fargo (1084-0931)	Breitburn Energy Partners LP	1,200.000	8/18/10	10/18/10	22,822.84	20,777.77	2,045.07
Wells Fargo (1084-0931)	Aruba Networks, Inc.	800.000	9/21/10	10/19/10	15,143.39	17,632.81	-2,489.42
Wells Fargo (1084-0931)	Silvercorp Metals Inc	1,400.000	9/10/10	10/26/10	12,565.95	11,244.70	1,321.25
Wells Fargo (1084-0931)	Silvercorp Metals Inc	600.000	9/10/10	10/26/10	5,385.41	4,826.49	558.92
Wells Fargo (1084-0931)	Southern Copper Corp	400.000	9/24/10	10/26/10	16,838.03	14,312.59	2,525.44
Wells Fargo (1084-0931)	Intel Corp	1,000.000	10/18/10	11/3/10	20,076.24	19,489.03	587.21
Wells Fargo (1084-0931)	Vmware, Inc.	100.000	9/24/10	11/4/10	7,715.38	8,959.85	-1,244.47
Wells Fargo (1084-0931)	Vmware, Inc.	100.000	9/24/10	11/4/10	7,721.79	8,959.85	-1,238.06

Capital Gains

1/1/10 Through 12/31/10

11/11/11

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain
Wells Fargo (1084-0931)	Navios Maritime Partners LP	500.000	9/15/10	11/5/10	9,499.99	9,118.77	381.22
Wells Fargo (1084-0931)	Teekay Tankers LTD	600.000	9/8/10	11/8/10	7,409.90	7,665.15	-255.25
Wells Fargo (1084-0931)	Teekay Tankers LTD	400.000	9/8/10	11/8/10	4,939.93	5,116.73	-176.80
Wells Fargo (1084-0931)	Teekay Tankers LTD	800.000	9/16/10	11/8/10	2,469.87	10,585.05	-705.18
Wells Fargo (1084-0931)	Teekay Tankers LTD	200.000	9/16/10	11/8/10	2,469.97	2,652.06	-182.09
Wells Fargo (1084-0931)	Cohens&Steers Reit & PFD	697.000	9/16/10	11/10/10	9,789.75	9,215.87	573.88
Wells Fargo (1084-0931)	Cohens&Steers Reit & PFD	103.000	9/16/10	11/10/10	1,446.69	1,360.88	85.81
Wells Fargo (1084-0931)	Cohens&Steers Reit & PFD	200.000	9/16/10	11/10/10	2,802.23	2,642.49	159.74
Wells Fargo (1084-0931)	Cohens&Steers Reit & PFD	700.000	11/3/10	11/11/10	12,018.69	11,065.47	953.22
Wells Fargo (1084-0931)	Kelly Services Inc	207.000	11/3/10	11/11/10	3,554.10	3,280.11	273.99
Wells Fargo (1084-0931)	Kelly Services Inc	93.000	11/3/10	11/11/10	1,597.73	1,473.67	124.06
Wells Fargo (1084-0931)	Denison Mines Corporation	2,000.000	10/20/10	11/15/10	4,970.92	4,657.55	313.37
Wells Fargo (1084-0931)	Crude Carriers Corp	500.000	11/5/10	11/16/10	8,113.87	8,953.66	-839.79
Wells Fargo (1084-0931)	Crude Carriers Corp	500.000	11/5/10	11/16/10	8,113.87	9,130.58	-1,016.71
Wells Fargo (1084-0931)	Navios Maritime Partners LP	500.000	9/15/10	11/22/10	9,201.02	9,052.83	148.19
Wells Fargo (1084-0931)	Ebix, Inc.	700.000	9/24/10	11/29/10	14,240.58	16,950.03	-2,709.45
Wells Fargo (1084-0931)	Oxford Resource Partners LP	300.000	11/10/10	12/2/10	6,621.15	6,637.70	-16.55
Wells Fargo (1084-0931)	Oxford Resource Partners LP	300.000	11/10/10	12/2/10	6,621.15	6,635.76	-14.61
Wells Fargo (1084-0931)	Oxford Resource Partners LP	100.000	11/10/10	12/2/10	2,207.05	2,212.93	-5.88
Wells Fargo (1084-0931)	Oxford Resource Partners LP	700.000	11/1/10	12/3/10	7,713.32	7,537.48	175.84
Wells Fargo (1084-0931)	Powershares Zacks Micro CAP	300.000	11/1/10	12/3/10	3,305.71	3,225.80	79.91
Wells Fargo (1084-0931)	Powershares Zacks Micro CAP	900.000	11/4/10	12/7/10	15,611.06	13,420.89	2,190.17
Wells Fargo (1084-0931)	Patriot Coal Corp	100.000	11/4/10	12/7/10	1,729.25	1,491.21	238.04
Wells Fargo (1084-0931)	Patriot Coal Corp	400.000	10/25/10	12/8/10	13,472.72	12,514.84	957.88
Wells Fargo (1084-0931)	Seadrill LTD	100.000	10/25/10	12/8/10	3,368.18	3,128.48	239.70
Wells Fargo (1084-0931)	Seadrill LTD	1,500.000	12/2/10	12/9/10	18,362.18	17,896.49	465.69
Wells Fargo (1084-0931)	Bank of America Corp	300.000	11/16/10	12/13/10	8,183.91	6,831.74	1,352.17
Wells Fargo (1084-0931)	Skyworks Solutions Inc	100.000	11/16/10	12/13/10	2,722.55	2,277.25	445.30
Wells Fargo (1084-0931)	Skyworks Solutions Inc	300.000	10/26/10	12/13/10	10,192.44	9,948.09	244.35
Wells Fargo (1084-0931)	Vale S.A	100.000	10/26/10	12/13/10	3,397.48	3,321.17	76.31
Wells Fargo (1084-0931)	Vale S.A	100.000	11/16/10	12/14/10	2,629.26	2,277.25	352.01
Wells Fargo (1084-0931)	Skyworks Solutions Inc	300.000	11/17/10	12/14/10	7,887.77	7,036.43	851.34
Wells Fargo (1084-0931)	Skyworks Solutions Inc	250.000	11/15/10	12/15/10	18,761.81	20,298.13	-1,536.32
Wells Fargo (1084-0931)	Interoil Corp	1,500.000	12/3/10	12/17/10	13,141.46	13,022.15	119.31
Wells Fargo (1084-0931)	China Digital TV Holdings	600.000	12/3/10	12/20/10	11,108.12	12,023.58	-915.46
Wells Fargo (1084-0931)	Corning Inc	1,700.000	12/7/10	12/21/10	12,113.14	14,252.89	-2,139.75
Wells Fargo (1084-0931)	International Coal Group Inc.	800.000	12/14/10	12/22/10	5,532.34	5,819.25	-286.91
Wells Fargo (1084-0931)	International Coal Group Inc.	2,000.000	11/15/10	12/22/10	8,295.06	8,072.27	222.79
Wells Fargo (1084-0931)	Sprint Nextel Corp	1,000.000	12/9/10	12/22/10	4,147.53	4,358.44	-210.91
Wells Fargo (1084-0931)	Sprint Nextel Corp						
TOTAL SHORT TERM					2,113,570.54	2,184,961.49	-71,390.95
OVERALL TOTAL					2,113,570.54	2,184,961.49	-71,390.95

Capital Gains

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain
SHORT TERM							
MSDW (142307)	Amazon com Inc.	100.000	11/10/09	1/4/10	13,311.73	13,088.66	223.07
MSDW (142307)	Amazon com Inc.	100.000	12/1/09	1/4/10	13,296.02	14,080.44	-784.42
MSDW (142307)	National Oilwell Varco Inc	500.000	12/4/09	1/5/10	22,842.07	22,142.88	699.19
MSDW (142307)	PWR SH DB US \$ IND BULL F...	500.000	12/4/09	1/5/10	11,205.07	11,505.16	-300.09
MSDW (142307)	PWR SH DB US \$ IND BULL F...	500.000	12/9/09	1/5/10	11,205.07	11,556.88	-351.81
MSDW (142307)	Southern Peru Copper Corp	400.000	12/21/09	1/6/10	13,862.95	13,245.46	617.49
MSDW (142307)	Shaw Group Incorporated	400.000	11/23/09	1/7/10	12,705.31	11,958.02	747.29
MSDW (142307)	Teck Resources LTD	500.000	11/25/09	1/8/10	19,549.20	18,240.84	1,308.36
MSDW (142307)	Navios Maritime Partners LP	1,000.000	11/18/09	1/8/10	15,478.83	16,156.23	-677.40
MSDW (142307)	Freeport McMoran CO & Gold	163.500	10/23/09	1/11/10	14,058.62	13,692.81	365.81
MSDW (142307)	Rogers Comm Inc	500.000	12/15/09	1/13/10	15,166.73	14,821.79	344.94
MSDW (142307)	BCE Inc	1,000.000	12/18/09	1/14/10	26,915.16	26,494.23	420.93
MSDW (142307)	Nabors Industries Ltd	1,000.000	1/5/10	1/14/10	25,698.14	25,211.51	486.63
MSDW (142307)	Interoil Corp	250.000	1/11/10	1/19/10	17,518.54	20,405.40	-2,886.86
MSDW (142307)	China Unicom (Hong Kong) LTD	1,000.000	12/15/09	1/19/10	11,652.78	13,470.75	-1,817.97
MSDW (142307)	Starbucks Corp	500.000	12/11/09	1/21/10	11,831.49	11,347.84	483.65
MSDW (142307)	Starbucks Corp	500.000	12/14/09	1/21/10	11,831.49	11,475.62	355.87
MSDW (142307)	Southern Peru Copper Corp	100.000	12/21/09	1/22/10	2,979.35	3,311.37	-332.02
MSDW (142307)	Southern Peru Copper Corp	300.000	12/29/09	1/22/10	8,938.04	10,086.14	-1,148.10
MSDW (142307)	Southern Peru Copper Corp	300.000	1/8/10	1/22/10	8,938.04	11,037.28	-2,099.24
MSDW (142307)	Southern Peru Copper Corp	200.000	1/20/10	1/25/10	14,713.41	16,667.08	-1,953.67
MSDW (142307)	Freeport McMoran CO & Gold	100.000	12/18/09	1/26/10	11,728.92	12,959.71	-1,230.79
MSDW (142307)	Amazon com Inc.	100.000	1/11/10	1/26/10	11,728.92	13,198.71	-1,469.79
MSDW (142307)	Amazon com Inc.	300.000	1/4/10	1/27/10	13,327.38	15,052.59	-1,725.21
MSDW (142307)	CSX Corp	200.000	1/6/10	1/27/10	8,884.92	10,338.41	-1,453.49
MSDW (142307)	CSX Corp	200.000	1/19/10	1/28/10	18,366.69	21,088.34	-2,721.65
MSDW (142307)	Diamond Offshore Drilling Inc	1,500.000	1/29/10	2/3/10	21,981.99	21,304.97	677.02
MSDW (142307)	Masco Corp	1,500.000	1/19/10	2/5/10	14,349.01	16,958.41	-2,609.40
MSDW (142307)	El Paso Corporation	500.000	1/20/10	2/5/10	4,783.00	5,704.59	-921.59
MSDW (142307)	Patterson - UTI Energy Inc	1,000.000	1/22/10	2/5/10	14,776.61	17,557.83	-2,781.22
MSDW (142307)	Navios Maritime Partners LP	1,000.000	11/20/09	2/9/10	14,443.31	14,682.55	-239.24
MSDW (142307)	Textron Inc	1,000.000	1/29/10	2/11/10	18,535.12	20,067.71	-1,532.59
MSDW (142307)	Navios Maritime Partners LP	900.000	1/25/10	2/12/10	12,834.48	15,852.09	-3,017.61
MSDW (142307)	Active Assets Money Trust	22,977.950	11/30/09	2/28/10	22,977.95	22,977.95	0.00
MSDW (142307)	Active Assets Money Trust	18,789.820	1/31/10	2/28/10	18,789.82	18,789.82	0.00
TOTAL SHORT TERM					511,206.16	536,530.07	-25,323.91