Form **990-PF**
Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 04/01 , **2010, and ending** 03/31,20 11

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

Name of foundation
THERESE PLUNKETT FOUNDATION CITIGROUP TRUST - DELAWARE, N.A.

A Employer identification number
20-1078653

Number and street (or P O box number if mail is not delivered to street address) Room/suite
ONE COURT SQUARE - 29TH FLOOR

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

City or town, state, and ZIP code
LONG ISLAND CITY, NY 11120

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: [X] 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, col. (c), line 16) ▶ $ 3,264,823.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify) ______
(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 page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	72,279.	71,734.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	30,530.			
	b Gross sales price for all assets on line 6a 1,464,231.				
	7 Capital gain net income (from Part IV, line 2)		29,356.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	102,809.	101,090.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	32,220.	16,110.		16,110.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 2	1,193.	705.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 3	135.	100.		35.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	33,548.	16,915.		16,145.
	25 Contributions, gifts, grants paid	147,000.			147,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	180,548.	16,915.		163,145.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-77,739.			
	b **Net investment income** (if negative, enter -0-)		84,175.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	139,776.	180,981.	180,981.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule)			
c Investments - corporate bonds (attach schedule)			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) STMT 4	2,768,116.	2,648,978.	3,083,842.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,907,892.	2,829,959.	3,264,823.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27 Capital stock, trust principal, or current funds	2,907,892.	2,829,959.	
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)	2,907,892.	2,829,959.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,907,892.	2,829,959.	

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	2,907,892.
2 Enter amount from Part I, line 27a	2	-77,739.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	2,830,153.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	194.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,829,959.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7	2	29,356.
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	none

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	169,676.	2,925,445.	0.05800006495
2008	191,219.	3,011,577.	0.06349464085
2007	233,149.	3,911,463.	0.05960659733
2006	296,381.	3,906,602.	0.07586669950
2005	241,916.	3,572,807.	0.06771034651

2	**Total** of line 1, column (d)	2	0.32467834914
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	0.06493566983
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,066,788.
5	Multiply line 4 by line 3	5	199,144.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	842.
7	Add lines 5 and 6	7	199,986.
8	Enter qualifying distributions from Part XII, line 4	8	163,145.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,684.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	1,684.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,684.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 486.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	486.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** X Paid By EFTPS ▶	9	1,198.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 7 Telephone no ▶

Located at ▶ ZIP + 4 ▶

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

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)*	3b	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 [X] 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 [X] No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		**5b**	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?	[ ] 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 [X] No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	No: 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 [X] No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**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
SEE STATEMENT 8		32,220.	-0-	-0-

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

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

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

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,920,941.
b	Average of monthly cash balances	1b	192,549.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,113,490.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,113,490.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	46,702.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,066,788.
6	**Minimum investment return.** Enter 5% of line 5	6	153,339.

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	153,339.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,684.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,684.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	151,655.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	151,655.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	151,655.

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	163,145.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	163,145.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	163,145.

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				151,655.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			NONE	
b Total for prior years 20 08 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 . . . NONE				
b From 2006 . . . 52,764.				
c From 2007 . . . 41,598.				
d From 2008 . . . 41,606.				
e From 2009 . . . 24,376.				
f Total of lines 3a through e	160,344.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 163,145.				
a Applied to 2009, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				151,655.
e Remaining amount distributed out of corpus	11,490.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	171,834.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	171,834.			
10 Analysis of line 9:				
a Excess from 2006 . . . 52,764.				
b Excess from 2007 . . . 41,598.				
c Excess from 2008 . . . 41,606.				
d Excess from 2009 . . . 24,376.				
e Excess from 2010 . . . 11,490.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here ▶ [X] 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 *Paid during the year*				
SEE STATEMENT 12				
Total ▶ 3a				147,000.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	72,279.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	30,530.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				102,809.	

13 Total Add line 12, columns (b), (d), and (e) . . . 13 102,809.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 07/25/2011 Title: TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN	[signature]			P00353001

Firm's name ▶ KPMG LLP — Firm's EIN ▶ 13-5565207

Firm's address ▶ 100 WESTMINSTER ST, 6TH FL, SUITE A PROVIDENCE, RI 02903-2321 — Phone no 800-770-8444

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					327.	
		32. CREE INC PROPERTY TYPE: SECURITIES					08/23/2005	04/12/2010
2,552.00		751.00					1,801.00	
		95. AKAMAI TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					07/13/2009	04/14/2010
3,242.00		1,776.00					1,466.00	
		50. AUTODESK INC PROPERTY TYPE: SECURITIES					03/17/2004	04/14/2010
1,580.00		712.00					868.00	
		20. BASF AKTIENGESELLSCHAFT-LEVEL 1 PROPERTY TYPE: SECURITIES					03/17/2004	04/14/2010
1,276.00		521.00					755.00	
		60. BOEING CO PROPERTY TYPE: SECURITIES					04/29/2008	04/14/2010
4,298.00		5,134.00					-836.00	
		25. CANON INC ADR REPSTG 5 SHS PROPERTY TYPE: SECURITIES					05/12/2004	04/14/2010
1,183.00		845.00					338.00	
		30. CATERPILLAR INC. PROPERTY TYPE: SECURITIES					08/27/2009	04/14/2010
2,017.00		1,415.00					602.00	
		35. COACH INC PROPERTY TYPE: SECURITIES					04/15/2009	04/14/2010
1,474.00		627.00					847.00	
		28. CREE INC PROPERTY TYPE: SECURITIES					04/28/2004	04/14/2010
2,310.00		559.00					1,751.00	
		200. DELL INC PROPERTY TYPE: SECURITIES					03/06/2008	04/14/2010
3,332.00		3,913.00					-581.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100. DIRECTV COM USD0.01 CLASS 'A' PROPERTY TYPE: SECURITIES					03/27/2008	04/14/2010
3,621.00		1,959.00					1,662.00	
		35. FREEPORT MCMORAN COPPER & GOLD PROPERTY TYPE: SECURITIES					01/20/2009	04/14/2010
2,990.00		830.00					2,160.00	
		60. HOME DEPOT INC PROPERTY TYPE: SECURITIES					04/29/2004	04/14/2010
2,101.00		2,167.00					-66.00	
		383. HONG KONG & CHINA GAS-SP ADR PROPERTY TYPE: SECURITIES					05/26/2004	04/14/2010
1,007.00		503.00					504.00	
		218. ING GROEP N.V. PROPERTY TYPE: SECURITIES					01/22/2008	04/14/2010
2,318.00		4,768.00					-2,450.00	
		150. JUNIPER NETWORK INC PROPERTY TYPE: SECURITIES					10/23/2008	04/14/2010
4,769.00		2,653.00					2,116.00	
		136. LIBERTY GLOBAL INC COM SER A PROPERTY TYPE: SECURITIES					04/03/2006	04/14/2010
4,046.00		2,726.00					1,320.00	
		400. LIBERTY MEDIA HLDG CORP PROPERTY TYPE: SECURITIES					08/22/2005	04/14/2010
6,685.00		7,484.00					-799.00	
		191. LIBERTY MEDIA HLDG CORP PROPERTY TYPE: SECURITIES					06/26/2008	04/14/2010
8,030.00		2,864.00					5,166.00	
		20. METTLER-TOLEDO INTL INC PROPERTY TYPE: SECURITIES					03/17/2004	04/14/2010
2,336.00		849.00					1,487.00	
		30. NESTLE S A SPONSORED ADR REPSTG REG PROPERTY TYPE: SECURITIES					03/17/2004	04/14/2010
1,521.00		771.00					750.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		45. NEWS CORP PROPERTY TYPE: SECURITIES					07/20/2005	04/14/2010
822.00		785.00					37.00	
		150. NVIDIA CORP 00 PROPERTY TYPE: SECURITIES					06/02/2008	04/14/2010
2,673.00		3,688.00					-1,015.00	
		50. PALL CORP PROPERTY TYPE: SECURITIES					03/17/2004	04/14/2010
1,985.00		1,161.00					824.00	
		150. PFIZER INC. PROPERTY TYPE: SECURITIES					11/14/2005	04/14/2010
2,554.00		3,329.00					-775.00	
		45. PROCTOR & GAMBLE CO PROPERTY TYPE: SECURITIES					08/25/2004	04/14/2010
2,839.00		1,940.00					899.00	
		5. RIO TINTO PLC SPN ADR PROPERTY TYPE: SECURITIES					09/01/2009	04/14/2010
1,231.00		775.00					456.00	
		152. SANDISK CORP PROPERTY TYPE: SECURITIES					05/11/2005	04/14/2010
5,767.00		4,007.00					1,760.00	
		150. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES					04/13/2004	04/14/2010
4,025.00		4,399.00					-374.00	
		50. UNITED OVERSEAS BK LTDADR PROPERTY TYPE: SECURITIES					12/13/2004	04/14/2010
1,514.00		804.00					710.00	
		25. WAL-MART DE MEXICO SA-SP ADR PROPERTY TYPE: SECURITIES					05/11/2004	04/14/2010
1,269.00		358.00					911.00	
		50. WELLS FARGO & COMPANY (NEW) PROPERTY TYPE: SECURITIES					11/14/2008	04/14/2010
1,658.00		1,426.00					232.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		38. COVIDIEN PLC USD0.20 PROPERTY TYPE: SECURITIES					04/28/2005	04/14/2010
1,960.00		1,569.00					391.00	
		600. SEAGATE TECHNOLOGY PROPERTY TYPE: SECURITIES					03/06/2008	04/14/2010
11,623.00		13,770.00					-2,147.00	
		95. COACH INC PROPERTY TYPE: SECURITIES					04/15/2009	04/15/2010
4,042.00		1,701.00					2,341.00	
		55. BOEING CO PROPERTY TYPE: SECURITIES					04/30/2008	04/16/2010
3,884.00		4,702.00					-818.00	
		105. WALT DISNEY CO. PROPERTY TYPE: SECURITIES					07/20/2005	04/16/2010
3,770.00		2,660.00					1,110.00	
		270. SOUTHWEST AIRLS CO PROPERTY TYPE: SECURITIES					02/29/2008	04/16/2010
3,618.00		3,364.00					254.00	
		30. THERMO ELECTRON CORP PROPERTY TYPE: SECURITIES					05/14/2009	04/16/2010
1,597.00		1,069.00					528.00	
		45. WELLS FARGO & COMPANY (NEW) PROPERTY TYPE: SECURITIES					11/14/2008	04/20/2010
1,504.00		1,284.00					220.00	
		95. VODAFONE GROUP SPD ADR REP 10 ORD SH PROPERTY TYPE: SECURITIES					03/17/2004	04/21/2010
2,208.00		2,643.00					-435.00	
		75. TRANSOCEAN INC COM USD0.01 'REGISTER PROPERTY TYPE: SECURITIES					02/29/2008	04/26/2010
6,638.00		10,516.00					-3,878.00	
		21000. WYETH 5.500% 2/01 PROPERTY TYPE: SECURITIES					09/24/2009	04/27/2010
23,298.00		22,472.00					826.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		85. ABERCROMBIE & FITCH CO PROPERTY TYPE: SECURITIES					02/18/2010	04/29/2010
3,940.00		3,023.00					917.00	
		115. DOW CHEM CO PROPERTY TYPE: SECURITIES					03/03/2008	04/29/2010
3,667.00		4,339.00					-672.00	
		312. NATIONAL BANK OF GREECE ADR PROPERTY TYPE: SECURITIES					07/27/2005	05/04/2010
881.00		2,220.00					-1,339.00	
		225. WALT DISNEY CO. PROPERTY TYPE: SECURITIES					07/20/2005	05/06/2010
7,877.00		5,691.00					2,186.00	
		85. MCDONALDS CORP PROPERTY TYPE: SECURITIES					10/16/2009	05/06/2010
5,898.00		5,016.00					882.00	
		60. MCDONALDS CORP PROPERTY TYPE: SECURITIES					10/16/2009	05/07/2010
4,131.00		3,526.00					605.00	
		395. DEAN FOODS CO PROPERTY TYPE: SECURITIES					12/09/2009	05/10/2010
4,255.00		6,742.00					-2,487.00	
		495. DEAN FOODS CO PROPERTY TYPE: SECURITIES					02/23/2009	05/10/2010
5,332.00		8,868.00					-3,536.00	
		440. FIDELITY NATL INFORMATION SVCS INC PROPERTY TYPE: SECURITIES					04/29/2010	05/12/2010
13,086.00		11,006.00					2,080.00	
		225. NIPPON TELEGRAPH & TELEPHONE CORP PROPERTY TYPE: SECURITIES					04/05/2006	05/12/2010
4,586.00		5,381.00					-795.00	
		60. EXPEDIA INC DEL PROPERTY TYPE: SECURITIES					11/10/2004	05/13/2010
1,412.00		1,270.00					142.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		23000. PEPSICO INC 3.100% 1/15 PROPERTY TYPE: SECURITIES					01/14/2010	05/13/2010
23,469.00		23,199.00					270.00	
		115. BERKSHIRE HATHAWAY INC-CL B PROPERTY TYPE: SECURITIES					03/05/2009	05/21/2010
8,308.00		5,308.00					3,000.00	
		140. HOME DEPOT INC PROPERTY TYPE: SECURITIES					04/29/2004	05/21/2010
4,611.00		5,055.00					-444.00	
		60. PEPSICO INC PROPERTY TYPE: SECURITIES					07/13/2005	05/21/2010
3,778.00		3,295.00					483.00	
		310. SOUTHWEST AIRLS CO PROPERTY TYPE: SECURITIES					02/29/2008	05/26/2010
3,860.00		3,862.00					-2.00	
		40. WAL MART STORES INC PROPERTY TYPE: SECURITIES					11/12/2009	05/26/2010
2,021.00		2,134.00					-113.00	
		5. COACH INC PROPERTY TYPE: SECURITIES					04/15/2009	05/27/2010
204.00		90.00					114.00	
		310. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					07/20/2005	05/27/2010
18,308.00		19,016.00					-708.00	
		75. PFIZER INC. PROPERTY TYPE: SECURITIES					11/14/2005	05/27/2010
1,153.00		1,665.00					-512.00	
		10. THERMO ELECTRON CORP PROPERTY TYPE: SECURITIES					05/14/2009	05/27/2010
522.00		356.00					166.00	
		70. QUALCOMM INC PROPERTY TYPE: SECURITIES					10/06/2009	06/02/2010
2,496.00		3,008.00					-512.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		45. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					06/21/2004	06/04/2010
2,634.00		2,476.00					158.00	
		170. BP AMOCO PLC-SPONS ADR PROPERTY TYPE: SECURITIES					03/24/2004	06/09/2010
5,340.00		5,340.00						
		185. AMGEN INC PROPERTY TYPE: SECURITIES					03/23/2004	06/10/2010
9,972.00		10,893.00					-921.00	
		80. QUALCOMM INC PROPERTY TYPE: SECURITIES					10/06/2009	06/10/2010
2,775.00		3,437.00					-662.00	
		75. QUALCOMM INC PROPERTY TYPE: SECURITIES					10/07/2008	06/10/2010
2,602.00		3,021.00					-419.00	
		60. SEARS HLDGS CORP PROPERTY TYPE: SECURITIES					03/14/2008	06/10/2010
4,656.00		5,682.00					-1,026.00	
		114. ROCHE HOLDINGS LTD-SPONSORED ADR PROPERTY TYPE: SECURITIES					04/14/2010	06/11/2010
3,899.00		4,680.00					-781.00	
		46. ROCHE HOLDINGS LTD-SPONSORED ADR PROPERTY TYPE: SECURITIES					09/15/2008	06/11/2010
1,573.00		1,917.00					-344.00	
		520. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					07/14/2008	06/16/2010
4,560.00		13,011.00					-8,451.00	
		85. COACH INC PROPERTY TYPE: SECURITIES					04/15/2009	06/17/2010
3,664.00		1,522.00					2,142.00	
		75. BOEING CO PROPERTY TYPE: SECURITIES					09/03/2008	06/21/2010
5,174.00		5,790.00					-616.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		95. QUALCOMM INC PROPERTY TYPE: SECURITIES					10/17/2008	06/21/2010
3,397.00		3,776.00					-379.00	
		22. SEARS HLDGS CORP PROPERTY TYPE: SECURITIES					05/22/2008	06/21/2010
1,657.00		1,982.00					-325.00	
		2000. GLAXOSMITHKLINE CAP 4.850% 5/15/ PROPERTY TYPE: SECURITIES					03/23/2010	06/24/2010
2,177.00		2,174.00					3.00	
		16000. GLAXOSMITHKLINE CAP 4.850% 5/15 PROPERTY TYPE: SECURITIES					06/15/2009	06/24/2010
17,415.00		16,800.00					615.00	
		48. SEARS HLDGS CORP PROPERTY TYPE: SECURITIES					05/22/2008	06/30/2010
3,176.00		4,315.00					-1,139.00	
		585. SOUTHWEST AIRLS CO PROPERTY TYPE: SECURITIES					02/29/2008	07/08/2010
6,695.00		7,289.00					-594.00	
		210. QUALCOMM INC PROPERTY TYPE: SECURITIES					11/12/2008	07/12/2010
7,361.00		7,907.00					-546.00	
		3000. CONOCO FUNDING 6.350% 10/15/ PROPERTY TYPE: SECURITIES					03/24/2010	07/15/2010
3,201.00		3,271.00					-70.00	
		19000. CONOCO FUNDING 6.350% 10/15 PROPERTY TYPE: SECURITIES					02/15/2007	07/15/2010
20,274.00		19,908.00					366.00	
		71. ROCHE HOLDINGS LTD-SPONSORED ADR PROPERTY TYPE: SECURITIES					04/14/2010	07/23/2010
2,306.00		2,915.00					-609.00	
		134. ROCHE HOLDINGS LTD-SPONSORED ADR PROPERTY TYPE: SECURITIES					09/24/2008	07/23/2010
4,352.00		5,472.00					-1,120.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		70. CHUBB CORP. PROPERTY TYPE: SECURITIES					09/23/2008	07/26/2010
3,702.00		3,788.00					-86.00	
		245. AXIS CAPITAL HOLDINGS PROPERTY TYPE: SECURITIES					03/04/2008	07/27/2010
7,650.00		8,890.00					-1,240.00	
		35. BOEING CO PROPERTY TYPE: SECURITIES					08/13/2009	07/30/2010
2,371.00		1,637.00					734.00	
		70. BOEING CO PROPERTY TYPE: SECURITIES					09/03/2008	07/30/2010
4,741.00		4,554.00					187.00	
		60. MCDONALDS CORP PROPERTY TYPE: SECURITIES					05/22/2009	07/30/2010
4,170.00		3,454.00					716.00	
		220. NABORS INDUSTRIES LTD SHS PROPERTY TYPE: SECURITIES					09/09/2008	07/30/2010
4,075.00		7,489.00					-3,414.00	
		25. WAL MART STORES INC PROPERTY TYPE: SECURITIES					11/12/2009	08/06/2010
1,283.00		1,334.00					-51.00	
		185. WAL MART STORES INC PROPERTY TYPE: SECURITIES					02/28/2008	08/06/2010
9,491.00		9,422.00					69.00	
		105. EATON CORP PROPERTY TYPE: SECURITIES					03/05/2010	08/09/2010
8,288.00		7,677.00					611.00	
		200. NABORS INDUSTRIES LTD SHS PROPERTY TYPE: SECURITIES					09/22/2009	08/09/2010
3,675.00		4,184.00					-509.00	
		90. NABORS INDUSTRIES LTD SHS PROPERTY TYPE: SECURITIES					09/09/2008	08/09/2010
1,654.00		2,642.00					-988.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		280. FOREST LABS INC PROPERTY TYPE: SECURITIES					07/20/2005	08/10/2010
7,960.00		14,717.00					-6,757.00	
		130. STATE ST CORP PROPERTY TYPE: SECURITIES					04/14/2010	08/10/2010
5,085.00		5,901.00					-816.00	
		52000. FEDL NATL MTG ASSN 2.125% 1/25 PROPERTY TYPE: SECURITIES					03/24/2010	08/11/2010
52,416.00		52,331.00					85.00	
		4000. U S TREASURY NOTES 4.000% 11/15/ PROPERTY TYPE: SECURITIES					05/05/2009	08/11/2010
4,312.00		4,340.00					-28.00	
		4000. U S TREASURY NOTES 4.250% 8/15/ PROPERTY TYPE: SECURITIES					05/05/2009	08/11/2010
4,420.00		4,411.00					9.00	
		6000. U S TREASURY NOTES 3.375% 11/15/ PROPERTY TYPE: SECURITIES					12/10/2009	08/11/2010
6,375.00		5,956.00					419.00	
		535. DELL INC PROPERTY TYPE: SECURITIES					03/06/2008	08/13/2010
6,436.00		10,468.00					-4,032.00	
		225. CIT GROUP INC PROPERTY TYPE: SECURITIES					02/22/2010	08/17/2010
8,479.00		7,424.00					1,055.00	
		500. ALCOA INC PROPERTY TYPE: SECURITIES					09/02/2008	08/18/2010
5,482.00		16,835.00					-11,353.00	
		55. CATERPILLAR INC. PROPERTY TYPE: SECURITIES					08/27/2009	08/18/2010
3,830.00		2,594.00					1,236.00	
		40. CATERPILLAR INC. PROPERTY TYPE: SECURITIES					01/07/2009	08/18/2010
2,785.00		1,807.00					978.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		465. DELL INC PROPERTY TYPE: SECURITIES					03/06/2008	08/18/2010
5,624.00		9,098.00					-3,474.00	
		140. FOREST LABS INC PROPERTY TYPE: SECURITIES					07/30/2009	08/18/2010
3,925.00		4,702.00					-777.00	
		105. CATERPILLAR INC. PROPERTY TYPE: SECURITIES					01/07/2009	08/19/2010
7,210.00		4,744.00					2,466.00	
		120. FOREST LABS INC PROPERTY TYPE: SECURITIES					08/04/2009	08/19/2010
3,327.00		3,190.00					137.00	
		390. INTEL CORP PROPERTY TYPE: SECURITIES					08/23/2005	08/19/2010
7,405.00		10,402.00					-2,997.00	
		10. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					03/13/2009	08/25/2010
1,439.00		971.00					468.00	
		8000. FED HOME LN MTG CORP 5.000% 1/30/ PROPERTY TYPE: SECURITIES					10/14/2009	09/15/2010
9,008.00		8,844.00					164.00	
		16000. FED HOME LN MTG CORP 5.000% 1/30 PROPERTY TYPE: SECURITIES					05/05/2009	09/15/2010
18,015.00		17,656.00					359.00	
		28000. U S TREASURY NOTES 4.000% 11/15 PROPERTY TYPE: SECURITIES					03/29/2010	09/22/2010
30,146.00		29,952.00					194.00	
		60000. U S TREASURY NOTES 4.000% 11/15 PROPERTY TYPE: SECURITIES					08/20/2009	09/22/2010
64,598.00		64,889.00					-291.00	
		1000. CREDIT SUISSE FIRST 5.500% 8/15/ PROPERTY TYPE: SECURITIES					03/24/2010	09/24/2010
1,110.00		1,095.00					15.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		21000. CREDIT SUISSE FIRST 5.500% 8/15 PROPERTY TYPE: SECURITIES					09/22/2009	09/24/2010
23,300.00		21,631.00					1,669.00	
		450. DELL INC PROPERTY TYPE: SECURITIES					03/05/2009	09/28/2010
5,701.00		3,852.00					1,849.00	
		220. ROCHE HOLDINGS LTD-SPONSORED ADR PROPERTY TYPE: SECURITIES					04/22/2009	09/28/2010
7,299.00		7,632.00					-333.00	
		85. WAL MART STORES INC PROPERTY TYPE: SECURITIES					02/28/2008	10/08/2010
4,615.00		4,194.00					421.00	
		155. PACCAR INC PROPERTY TYPE: SECURITIES					04/14/2010	10/12/2010
7,715.00		7,178.00					537.00	
		170. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					09/09/2005	10/13/2010
2,826.00		9,516.00					-6,690.00	
		20000. CONOCOPHILLIPS 4.600% 1/15 PROPERTY TYPE: SECURITIES					07/15/2010	10/14/2010
22,476.00		21,971.00					505.00	
		55. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					09/09/2005	10/15/2010
878.00		3,079.00					-2,201.00	
		60. AMAZON COM INC PROPERTY TYPE: SECURITIES					04/28/2005	10/18/2010
9,792.00		1,949.00					7,843.00	
		18000. TRANSOCEAN INC 6.000% 3/15 PROPERTY TYPE: SECURITIES					09/22/2010	10/19/2010
19,492.00		19,424.00					68.00	
		125. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					03/01/2006	10/20/2010
1,924.00		6,795.00					-4,871.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		26. NOVO NORDISK A S ADR PROPERTY TYPE: SECURITIES					03/17/2004	10/20/2010
2,618.00		597.00					2,021.00	
		160. ABERCROMBIE & FITCH CO PROPERTY TYPE: SECURITIES					02/18/2010	10/22/2010
6,755.00		5,680.00					1,075.00	
		20. FREEPORT MCMORAN COPPER & GOLD PROPERTY TYPE: SECURITIES					01/20/2009	10/22/2010
1,888.00		474.00					1,414.00	
		110. U R S CORP NEW PROPERTY TYPE: SECURITIES					04/14/2010	10/22/2010
4,323.00		5,386.00					-1,063.00	
		2000. RIO TINTO FINANCE PL 8.950% 5/01/ PROPERTY TYPE: SECURITIES					03/22/2010	10/25/2010
2,486.00		2,428.00					58.00	
		18000. RIO TINTO FINANCE PL 8.950% 5/01 PROPERTY TYPE: SECURITIES					05/07/2009	10/25/2010
22,370.00		19,554.00					2,816.00	
		102. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					02/06/2007	10/28/2010
1,594.00		5,150.00					-3,556.00	
		62. TOYOTA MTR CORP 00 PROPERTY TYPE: SECURITIES					02/27/2008	11/02/2010
4,357.00		6,980.00					-2,623.00	
		144. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					02/06/2007	11/03/2010
2,225.00		6,327.00					-4,102.00	
		19. FREEPORT MCMORAN COPPER & GOLD PROPERTY TYPE: SECURITIES					01/20/2009	11/04/2010
1,935.00		450.00					1,485.00	
		36. VODAFONE GROUP SPD ADR REP 10 ORD SH PROPERTY TYPE: SECURITIES					08/10/2010	11/04/2010
1,016.00		879.00					137.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		145. VODAFONE GROUP SPD ADR REP 10 ORD S PROPERTY TYPE: SECURITIES					07/05/2005	11/04/2010
4,091.00		4,010.00					81.00	
		55. ATLAS COPCO AB PROPERTY TYPE: SECURITIES					09/24/2009	11/05/2010
1,094.00		644.00					450.00	
		35. BROADCOM CORP-CL A PROPERTY TYPE: SECURITIES					07/12/2006	11/05/2010
1,477.00		961.00					516.00	
		40. CABLEVISION SYS CORP PROPERTY TYPE: SECURITIES					04/09/2008	11/05/2010
1,147.00		786.00					361.00	
		10. DIAGEO PLC-SPONSORED ADR (NEW) PROPERTY TYPE: SECURITIES					03/17/2004	11/05/2010
752.00		543.00					209.00	
		50. DIRECTV COM USD0.01 CLASS 'A' PROPERTY TYPE: SECURITIES					04/13/2004	11/05/2010
2,132.00		667.00					1,465.00	
		149. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					11/21/2008	11/05/2010
2,388.00		2,732.00					-344.00	
		16. FREEPORT MCMORAN COPPER & GOLD PROPERTY TYPE: SECURITIES					01/20/2009	11/05/2010
1,668.00		379.00					1,289.00	
		40. GENZYME CORP PROPERTY TYPE: SECURITIES					03/17/2004	11/05/2010
2,857.00		1,889.00					968.00	
		25. GRUPO TELEVISA SA DE CV GLOBAL PROPERTY TYPE: SECURITIES					05/11/2004	11/05/2010
578.00		252.00					326.00	
		390. HONG KONG & CHINA GAS-SP ADR PROPERTY TYPE: SECURITIES					05/26/2004	11/05/2010
936.00		466.00					470.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		63. ING GROEP N.V. PROPERTY TYPE: SECURITIES					12/17/2009	11/05/2010
700.00		654.00					46.00	
		12. ING GROEP N.V. PROPERTY TYPE: SECURITIES					05/11/2004	11/05/2010
133.00		207.00					-74.00	
		75. JUNIPER NETWORK INC PROPERTY TYPE: SECURITIES					10/23/2008	11/05/2010
2,579.00		1,327.00					1,252.00	
		100. LIBERTY MEDIA HLDG CORP PROPERTY TYPE: SECURITIES					08/22/2005	11/05/2010
1,524.00		1,871.00					-347.00	
		75. LIBERTY MEDIA HLDG CORP PROPERTY TYPE: SECURITIES					06/27/2008	11/05/2010
4,424.00		1,109.00					3,315.00	
		10. METTLER-TOLEDO INTL INC PROPERTY TYPE: SECURITIES					03/17/2004	11/05/2010
1,410.00		425.00					985.00	
		25. NATIONAL-OILWELL INC PROPERTY TYPE: SECURITIES					02/27/2006	11/05/2010
1,464.00		1,872.00					-408.00	
		15. NESTLE S A SPONSORED ADR REPSTG REG PROPERTY TYPE: SECURITIES					03/17/2004	11/05/2010
871.00		386.00					485.00	
		25. PALL CORP PROPERTY TYPE: SECURITIES					03/17/2004	11/05/2010
1,116.00		580.00					536.00	
		20. SHIRE PHARMACEUTICALS GR-ADR PROPERTY TYPE: SECURITIES					03/05/2008	11/05/2010
1,461.00		1,182.00					279.00	
		85. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					03/17/2004	11/05/2010
3,120.00		2,695.00					425.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		50. WAL-MART DE MEXICO SA-SP ADR PROPERTY TYPE: SECURITIES					05/11/2004	11/05/2010
1,366.00		358.00					1,008.00	
		250. SEAGATE TECHNOLOGY PLC PROPERTY TYPE: SECURITIES					03/06/2008	11/05/2010
3,796.00		5,591.00					-1,795.00	
		100. WEATHERFORD INT LTD COM USD1.00 PROPERTY TYPE: SECURITIES					07/20/2005	11/05/2010
1,895.00		1,482.00					413.00	
		131. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					11/21/2008	11/10/2010
2,119.00		2,314.00					-195.00	
		119. HONEYWELL INTERNATIONAL INC PROPERTY TYPE: SECURITIES					08/24/2010	11/11/2010
5,721.00		4,685.00					1,036.00	
		118. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					02/11/2009	11/15/2010
1,856.00		2,053.00					-197.00	
		106. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					02/11/2009	11/16/2010
1,638.00		1,800.00					-162.00	
		156. HONEYWELL INTERNATIONAL INC PROPERTY TYPE: SECURITIES					08/24/2010	11/16/2010
7,520.00		6,142.00					1,378.00	
		222. ANNALY CAPITOL MGMT INC PROPERTY TYPE: SECURITIES					07/26/2010	11/24/2010
3,996.00		4,012.00					-16.00	
		28. AMAZON COM INC PROPERTY TYPE: SECURITIES					04/28/2005	12/06/2010
4,915.00		909.00					4,006.00	
		66. BERKSHIRE HATHAWAY INC-CL B PROPERTY TYPE: SECURITIES					03/05/2009	12/07/2010
5,288.00		3,046.00					2,242.00	

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		520. ALLSTATE CORP PROPERTY TYPE: SECURITIES					05/06/2009	12/08/2010
15,761.00		12,553.00					3,208.00	
		25. KOHLS CORP PROPERTY TYPE: SECURITIES					09/17/2010	12/08/2010
1,351.00		1,263.00					88.00	
		160. KOHLS CORP PROPERTY TYPE: SECURITIES					03/05/2009	12/08/2010
8,648.00		6,353.00					2,295.00	
		81. SHAW GROUP INC PROPERTY TYPE: SECURITIES					04/26/2010	12/08/2010
2,755.00		3,221.00					-466.00	
		151. AMGEN INC PROPERTY TYPE: SECURITIES					05/04/2010	12/10/2010
8,084.00		8,560.00					-476.00	
		5. AMGEN INC PROPERTY TYPE: SECURITIES					03/23/2004	12/10/2010
268.00		294.00					-26.00	
		96000. FEDL HOME LN MTG DISC 9/08 PROPERTY TYPE: SECURITIES					09/22/2010	12/10/2010
95,742.00		95,739.00					3.00	
		342. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					09/28/2009	12/13/2010
24,696.00		25,194.00					-498.00	
		102. AMGEN INC PROPERTY TYPE: SECURITIES					05/04/2010	12/14/2010
5,714.00		5,783.00					-69.00	
		353. BRISTOL MYERS SQUIBB CO PROPERTY TYPE: SECURITIES					03/05/2008	12/14/2010
9,284.00		7,790.00					1,494.00	
		65. CHESAPEAKE ENERGY CORP 00 PROPERTY TYPE: SECURITIES					08/17/2010	12/14/2010
1,490.00		1,383.00					107.00	

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		275. CHESAPEAKE ENERGY CORP 00 PROPERTY TYPE: SECURITIES					09/21/2009	12/14/2010
6,302.00		7,447.00					-1,145.00	
		75. BOEING CO PROPERTY TYPE: SECURITIES					08/13/2009	12/20/2010
4,740.00		3,450.00					1,290.00	
		93. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES					05/12/2010	12/20/2010
3,907.00		4,614.00					-707.00	
		65. U R S CORP NEW PROPERTY TYPE: SECURITIES					09/17/2010	12/20/2010
2,693.00		2,387.00					306.00	
		130. U R S CORP NEW PROPERTY TYPE: SECURITIES					11/19/2009	12/20/2010
5,386.00		5,834.00					-448.00	
		182. CIGNA CORP PROPERTY TYPE: SECURITIES					08/10/2010	12/21/2010
6,761.00		6,310.00					451.00	
		326. INTEL CORP PROPERTY TYPE: SECURITIES					08/23/2005	12/21/2010
6,905.00		8,217.00					-1,312.00	
		355. AXIS CAPITAL HOLDINGS PROPERTY TYPE: SECURITIES					07/23/2008	12/23/2010
12,731.00		12,426.00					305.00	
		263. LINCOLN NATL CORP IND PROPERTY TYPE: SECURITIES					10/11/2010	12/28/2010
7,329.00		6,615.00					714.00	
		168. STATE ST CORP PROPERTY TYPE: SECURITIES					12/02/2009	12/28/2010
7,848.00		7,204.00					644.00	
		72. WAL MART STORES INC PROPERTY TYPE: SECURITIES					07/21/2006	12/28/2010
3,858.00		3,378.00					480.00	

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		345. INTEL CORP PROPERTY TYPE: SECURITIES					04/13/2005	01/06/2011
7,135.00		7,650.00					-515.00	
		2000. JPMORGAN CHASE & CO 4.650% 6/01/ PROPERTY TYPE: SECURITIES					03/22/2010	01/19/2011
2,143.00		2,126.00					17.00	
		21000. JPMORGAN CHASE & CO 4.650% 6/01 PROPERTY TYPE: SECURITIES					06/15/2009	01/19/2011
22,501.00		20,928.00					1,573.00	
		2000. FEDL NATL MTG ASSN 3.625% 8/15/ PROPERTY TYPE: SECURITIES					03/30/2010	01/20/2011
2,038.00		2,079.00					-41.00	
		52000. FEDL NATL MTG ASSN 3.625% 8/15 PROPERTY TYPE: SECURITIES					09/17/2009	01/20/2011
52,995.00		54,535.00					-1,540.00	
		73. INTERNATIONAL BUSINESS MACHS CORP PROPERTY TYPE: SECURITIES					05/12/2010	01/20/2011
11,309.00		9,573.00					1,736.00	
		968. MARSHALL & ILSLEY CORP NEW PROPERTY TYPE: SECURITIES					12/15/2010	01/20/2011
6,876.00		5,612.00					1,264.00	
		2000. CISCO SYSTEMS INC 4.950% 2/15/ PROPERTY TYPE: SECURITIES					03/23/2010	01/25/2011
2,167.00		2,104.00					63.00	
		21000. CISCO SYSTEMS INC 4.950% 2/15 PROPERTY TYPE: SECURITIES					06/09/2009	01/25/2011
22,754.00		21,053.00					1,701.00	
		42. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES					05/12/2010	01/25/2011
1,975.00		2,084.00					-109.00	
		75. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES					08/10/2009	01/25/2011
3,527.00		3,271.00					256.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		34. APACHE CORP PROPERTY TYPE: SECURITIES					11/29/2010	01/28/2011
3,803.00		3,541.00					262.00	
		45. BERKSHIRE HATHAWAY INC-CL B PROPERTY TYPE: SECURITIES					03/05/2009	02/02/2011
3,728.00		2,077.00					1,651.00	
		54. TRANSOCEAN INC COM USD0.01 'REGISTER PROPERTY TYPE: SECURITIES					03/05/2009	02/04/2011
4,327.00		4,186.00					141.00	
		23000. GEN ELEC CAP CORP 5.500% 1/08 PROPERTY TYPE: SECURITIES					03/29/2010	02/09/2011
24,285.00		23,474.00					811.00	
		303. NVIDIA CORP 00 PROPERTY TYPE: SECURITIES					06/02/2008	02/10/2011
6,926.00		7,424.00					-498.00	
		374. EXPEDIA INC DEL PROPERTY TYPE: SECURITIES					06/25/2008	02/11/2011
7,997.00		7,418.00					579.00	
		150. GENZYME CORP PROPERTY TYPE: SECURITIES					04/13/2004	02/17/2011
11,297.00		7,005.00					4,292.00	
		50. BERKSHIRE HATHAWAY INC-CL B PROPERTY TYPE: SECURITIES					03/05/2009	02/24/2011
4,159.00		2,308.00					1,851.00	
		153. CIGNA CORP PROPERTY TYPE: SECURITIES					08/19/2010	02/24/2011
6,352.00		5,086.00					1,266.00	
		163. EXPEDIA INC DEL PROPERTY TYPE: SECURITIES					06/13/2006	02/24/2011
3,286.00		2,491.00					795.00	
		283. EXPEDIA INC DEL PROPERTY TYPE: SECURITIES					06/13/2006	02/25/2011
5,673.00		4,242.00					1,431.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		28. FIRST SOLAR INC PROPERTY TYPE: SECURITIES					04/14/2010	02/25/2011
4,434.00		3,686.00					748.00	
		137. JUNIPER NETWORK INC PROPERTY TYPE: SECURITIES					10/24/2008	02/25/2011
5,994.00		2,312.00					3,682.00	
		13. METTLER-TOLEDO INTL INC PROPERTY TYPE: SECURITIES					03/17/2004	02/28/2011
2,232.00		552.00					1,680.00	
		35. LIBERTY MEDIA CORP NEW PROPERTY TYPE: SECURITIES					03/27/2008	03/02/2011
2,553.00		576.00					1,977.00	
		125. ABERCROMBIE & FITCH CO PROPERTY TYPE: SECURITIES					02/16/2010	03/09/2011
7,054.00		4,396.00					2,658.00	
		150. DONNELLEY R R & SONS CO PROPERTY TYPE: SECURITIES					09/17/2010	03/10/2011
2,845.00		2,512.00					333.00	
		117. DONNELLEY R R & SONS CO PROPERTY TYPE: SECURITIES					08/12/2009	03/10/2011
2,219.00		1,875.00					344.00	
		69. JUNIPER NETWORK INC PROPERTY TYPE: SECURITIES					02/19/2009	03/10/2011
2,902.00		1,064.00					1,838.00	
		129. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES					04/13/2004	03/10/2011
4,442.00		3,747.00					695.00	
		480. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					07/16/2004	03/16/2011
3,806.00		6,381.00					-2,575.00	
		219. SHAW GROUP INC PROPERTY TYPE: SECURITIES					04/30/2010	03/16/2011
7,246.00		8,224.00					-978.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		173. NASDAQ OMX GROUP INC PROPERTY TYPE: SECURITIES					05/05/2008	03/17/2011
4,254.00		6,567.00					-2,313.00	
		230. ING GROEP N.V. PROPERTY TYPE: SECURITIES					12/17/2009	03/24/2011
3,040.00		2,389.00					651.00	
		6. METTLER-TOLEDO INTL INC PROPERTY TYPE: SECURITIES					03/17/2004	03/24/2011
1,020.00		255.00					765.00	
		12. SHIRE PHARMACEUTICALS GR-ADR PROPERTY TYPE: SECURITIES					03/05/2008	03/24/2011
1,060.00		709.00					351.00	
		22. FIRST SOLAR INC PROPERTY TYPE: SECURITIES					04/14/2010	03/28/2011
3,389.00		2,896.00					493.00	
		2. FIRST SOLAR INC PROPERTY TYPE: SECURITIES					12/03/2008	03/28/2011
308.00		247.00					61.00	
		95. GLAXO WELLCOME PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					03/17/2004	03/31/2011
3,674.00		3,755.00					-81.00	
TOTAL GAIN(LOSS)							29,356.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST & DIVIDENDS		72,279.	71,734.
	TOTAL	72,279.	71,734.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	705.	705.
FED EXCISE TAX BALANCE DUE	2.	
FED EXCISE TAX ESTIMATE	486.	
TOTALS	1,193.	705.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADR FOREIGN FEES	100.	100.	
STATE FILING FEES	35.		35.
TOTALS	135.	100.	35.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENTS	C	2,768,116.	2,648,978.	3,083,842.
TOTALS		2,768,116.	2,648,978.	3,083,842.

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

DESCRIPTION	AMOUNT
PURCHASED ACCRUED INTEREST	179.
ADJUSTMENT FOR ADDED TRANSACTION/IRS INTEREST	15.
TOTAL	194.

STATE(S) WHERE THE FOUNDATION IS REGISTERED

===

CA

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: CITIGROUP TRUST-DELAWARE, N.A.

ADDRESS: ONE COURT SQUARE - 29TH FLOOR
LONG ISLAND CITY, NY 11120

TELEPHONE NUMBER: (800)770-8444

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
CITIGROUP TRUST, N.A.
ADDRESS:
ONE COURT SQUARE - 29TH FLOOR
LONG ISLAND CITY, NY 11120
TITLE:
TRUSTEE
COMPENSATION .... 32,220.

TOTAL COMPENSATION: 32,220.

RECIPIENT NAME:
ASSISTANCE LEAGUE OF
HUNTINGTON BEACH
ADDRESS:
N/A

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOOL BELL PROGRAM
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 11,000.

RECIPIENT NAME:
BOYS & GIRLS CLUB OF
HUNTINGTON BEACH
ADDRESS:
N/A

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAMS OFFERED IN HUNTINGTON BEACH
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CHILDREN'S BUREAU OF
SOUTHERN CA
ADDRESS:
N/A

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT FOR HB SUMMER DAY CAMP
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
HUNTINGTON BEACH
ART CENTER
ADDRESS:
N/A

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
BEACH PARTNERS IN ART PROGRAM
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
COMMUNITY SERVICE PROGRAMS, INC.
ADDRESS:
N/A

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HUNTINGTON BEACH YOUTH SHELTER EXPS BEACH
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
PROJECT SELF - SUFFICIENCY
FOUNDATION
ADDRESS:
N/A

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HB SUMMER CAMP & CHILD CARE PROGRAM
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 8,000.

RECIPIENT NAME:
HUNTINTON BEACH EDUCATIONAL
FOUNDATION
ADDRESS:
N/A

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ARTS ADVANTAGE PROGRAM
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 8,000.

RECIPIENT NAME:
ALTA MED (CCHOC)
ADDRESS:
N/A

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT FOR PEDIATRIC SUPPLIES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
COLETTE'S CHILDREN'S HOME
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 30,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
EL VIENTO FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
RASHI ACADEMY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

TOTAL GRANTS PAID: 147,000.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2010

Name of estate or trust: THERESE PLUNKETT FOUNDATION CITIGROUP TRUST -

Employer identification number: 20-1078653

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	19,303.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	19,303.

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

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			327.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	9,726.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	10,053.

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

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			19,303.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			10,053.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			29,356.

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

Part IV **Capital Loss Limitation**

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

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

Part V **Tax Computation Using Maximum Capital Gains Rates**

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

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

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

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2010

Name of estate or trust: THERESE PLUNKETT FOUNDATION CITIGROUP TRUST -

Employer identification number: 20-1078653

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 95. AKAMAI TECHNOLOGIES INC	07/13/2009	04/14/2010	3,242.00	1,776.00	1,466.00
30. CATERPILLAR INC.	08/27/2009	04/14/2010	2,017.00	1,415.00	602.00
35. COACH INC	04/15/2009	04/14/2010	1,474.00	627.00	847.00
5. RIO TINTO PLC SPN ADR	09/01/2009	04/14/2010	1,231.00	775.00	456.00
95. COACH INC	04/15/2009	04/15/2010	4,042.00	1,701.00	2,341.00
30. THERMO ELECTRON CORP	05/14/2009	04/16/2010	1,597.00	1,069.00	528.00
21000. WYETH 5.500% 2/01/14	09/24/2009	04/27/2010	23,298.00	22,472.00	826.00
85. ABERCROMBIE & FITCH CO	02/18/2010	04/29/2010	3,940.00	3,023.00	917.00
85. MCDONALDS CORP	10/16/2009	05/06/2010	5,898.00	5,016.00	882.00
60. MCDONALDS CORP	10/16/2009	05/07/2010	4,131.00	3,526.00	605.00
395. DEAN FOODS CO	12/09/2009	05/10/2010	4,255.00	6,742.00	-2,487.00
440. FIDELITY NATL INFORMATION SVCS INC	04/29/2010	05/12/2010	13,086.00	11,006.00	2,080.00
23000. PEPSICO INC 3.100% 1/15/15	01/14/2010	05/13/2010	23,469.00	23,199.00	270.00
40. WAL MART STORES INC	11/12/2009	05/26/2010	2,021.00	2,134.00	-113.00
70. QUALCOMM INC	10/06/2009	06/02/2010	2,496.00	3,008.00	-512.00
80. QUALCOMM INC	10/06/2009	06/10/2010	2,775.00	3,437.00	-662.00
114. ROCHE HOLDINGS LTD-SPONSORED ADR	04/14/2010	06/11/2010	3,899.00	4,680.00	-781.00
2000. GLAXOSMITHKLINE CAP 4.850% 5/15/13	03/23/2010	06/24/2010	2,177.00	2,174.00	3.00
3000. CONOCO FUNDING 6.350% 10/15/11	03/24/2010	07/15/2010	3,201.00	3,271.00	-70.00
71. ROCHE HOLDINGS LTD-SPONSORED ADR	04/14/2010	07/23/2010	2,306.00	2,915.00	-609.00
35. BOEING CO	08/13/2009	07/30/2010	2,371.00	1,637.00	734.00
25. WAL MART STORES INC	11/12/2009	08/06/2010	1,283.00	1,334.00	-51.00
105. EATON CORP	03/05/2010	08/09/2010	8,288.00	7,677.00	611.00
200. NABORS INDUSTRIES LTD SHS	09/22/2009	08/09/2010	3,675.00	4,184.00	-509.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2010

Name of estate or trust: THERESE PLUNKETT FOUNDATION CITIGROUP TRUST -

Employer identification number: 20-1078653

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 130. STATE ST CORP	04/14/2010	08/10/2010	5,085.00	5,901.00	-816.00
52000. FEDL NATL MTG ASSN 2.125% 1/25/13	03/24/2010	08/11/2010	52,416.00	52,331.00	85.00
6000. U S TREASURY NOTES 3.375% 11/15/19	12/10/2009	08/11/2010	6,375.00	5,956.00	419.00
225. CIT GROUP INC	02/22/2010	08/17/2010	8,479.00	7,424.00	1,055.00
55. CATERPILLAR INC.	08/27/2009	08/18/2010	3,830.00	2,594.00	1,236.00
8000. FED HOME LN MTG CORP 5.000% 1/30/14	10/14/2009	09/15/2010	9,008.00	8,844.00	164.00
28000. U S TREASURY NOTES 4.000% 11/15/12	03/29/2010	09/22/2010	30,146.00	29,952.00	194.00
1000. CREDIT SUISSE FIRST 5.500% 8/15/13	03/24/2010	09/24/2010	1,110.00	1,095.00	15.00
155. PACCAR INC	04/14/2010	10/12/2010	7,715.00	7,178.00	537.00
20000. CONOCOPHILLIPS 4.600% 1/15/15	07/15/2010	10/14/2010	22,476.00	21,971.00	505.00
18000. TRANSOCEAN INC 6.000% 3/15/18	09/22/2010	10/19/2010	19,492.00	19,424.00	68.00
160. ABERCROMBIE & FITCH CO	02/18/2010	10/22/2010	6,755.00	5,680.00	1,075.00
110. U R S CORP NEW	04/14/2010	10/22/2010	4,323.00	5,386.00	-1,063.00
2000. RIO TINTO FINANCE PL 8.950% 5/01/14	03/22/2010	10/25/2010	2,486.00	2,428.00	58.00
36. VODAFONE GROUP SPD ADR REP 10 ORD SH	08/10/2010	11/04/2010	1,016.00	879.00	137.00
63. ING GROEP N.V.	12/17/2009	11/05/2010	700.00	654.00	46.00
119. HONEYWELL INTERNATION AL INC	08/24/2010	11/11/2010	5,721.00	4,685.00	1,036.00
156. HONEYWELL INTERNATION AL INC	08/24/2010	11/16/2010	7,520.00	6,142.00	1,378.00
222. ANNALY CAPITOL MGMT INC	07/26/2010	11/24/2010	3,996.00	4,012.00	-16.00
25. KOHLS CORP	09/17/2010	12/08/2010	1,351.00	1,263.00	88.00
81. SHAW GROUP INC	04/26/2010	12/08/2010	2,755.00	3,221.00	-466.00
151. AMGEN INC	05/04/2010	12/10/2010	8,084.00	8,560.00	-476.00
96000. FEDL HOME LN MTG DISC 9/08/11	09/22/2010	12/10/2010	95,742.00	95,739.00	3.00
102. AMGEN INC	05/04/2010	12/14/2010	5,714.00	5,783.00	-69.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2010

Name of estate or trust: THERESE PLUNKETT FOUNDATION CITIGROUP TRUST -

Employer identification number: 20-1078653

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 65. CHESAPEAKE ENERGY CORP 00	08/17/2010	12/14/2010	1,490.00	1,383.00	107.00
93. HEWLETT PACKARD CO	05/12/2010	12/20/2010	3,907.00	4,614.00	-707.00
65. U R S CORP NEW	09/17/2010	12/20/2010	2,693.00	2,387.00	306.00
182. CIGNA CORP	08/10/2010	12/21/2010	6,761.00	6,310.00	451.00
263. LINCOLN NATL CORP IND	10/11/2010	12/28/2010	7,329.00	6,615.00	714.00
2000. JPMORGAN CHASE & CO 4.650% 6/01/14	03/22/2010	01/19/2011	2,143.00	2,126.00	17.00
2000. FEDL NATL MTG ASSN 3.625% 8/15/11	03/30/2010	01/20/2011	2,038.00	2,079.00	-41.00
73. INTERNATIONAL BUSINESS MACHS CORP	05/12/2010	01/20/2011	11,309.00	9,573.00	1,736.00
968. MARSHALL & ILSLEY CORP NEW	12/15/2010	01/20/2011	6,876.00	5,612.00	1,264.00
2000. CISCO SYSTEMS INC 4.950% 2/15/19	03/23/2010	01/25/2011	2,167.00	2,104.00	63.00
42. HEWLETT PACKARD CO	05/12/2010	01/25/2011	1,975.00	2,084.00	-109.00
34. APACHE CORP	11/29/2010	01/28/2011	3,803.00	3,541.00	262.00
23000. GEN ELEC CAP CORP 5.500% 1/08/20	03/29/2010	02/09/2011	24,285.00	23,474.00	811.00
153. CIGNA CORP	08/19/2010	02/24/2011	6,352.00	5,086.00	1,266.00
28. FIRST SOLAR INC	04/14/2010	02/25/2011	4,434.00	3,686.00	748.00
150. DONNELLEY R R & SONS CO	09/17/2010	03/10/2011	2,845.00	2,512.00	333.00
219. SHAW GROUP INC	04/30/2010	03/16/2011	7,246.00	8,224.00	-978.00
22. FIRST SOLAR INC	04/14/2010	03/28/2011	3,389.00	2,896.00	493.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 19,303.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
THERESE PLUNKETT FOUNDATION CITIGROUP TRUST -

Employer identification number
20-1078653

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 32. CREE INC	08/23/2005	04/12/2010	2,552.00	751.00	1,801.00
50. AUTODESK INC	03/17/2004	04/14/2010	1,580.00	712.00	868.00
20. BASF AKTIENGESELLSCHAFT-LEVEL 1	03/17/2004	04/14/2010	1,276.00	521.00	755.00
60. BOEING CO	04/29/2008	04/14/2010	4,298.00	5,134.00	-836.00
25. CANON INC ADR REPSTG 5 SHS	05/12/2004	04/14/2010	1,183.00	845.00	338.00
28. CREE INC	04/28/2004	04/14/2010	2,310.00	559.00	1,751.00
200. DELL INC	03/06/2008	04/14/2010	3,332.00	3,913.00	-581.00
100. DIRECTV COM USD0.01 CLASS 'A'	03/27/2008	04/14/2010	3,621.00	1,959.00	1,662.00
35. FREEPORT MCMORAN COPPER & GOLD	01/20/2009	04/14/2010	2,990.00	830.00	2,160.00
60. HOME DEPOT INC	04/29/2004	04/14/2010	2,101.00	2,167.00	-66.00
383. HONG KONG & CHINA GAS-SP ADR	05/26/2004	04/14/2010	1,007.00	503.00	504.00
218. ING GROEP N.V.	01/22/2008	04/14/2010	2,318.00	4,768.00	-2,450.00
150. JUNIPER NETWORK INC	10/23/2008	04/14/2010	4,769.00	2,653.00	2,116.00
136. LIBERTY GLOBAL INC COM SER A	04/03/2006	04/14/2010	4,046.00	2,726.00	1,320.00
400. LIBERTY MEDIA HLDG CORP	08/22/2005	04/14/2010	6,685.00	7,484.00	-799.00
191. LIBERTY MEDIA HLDG CORP	06/26/2008	04/14/2010	8,030.00	2,864.00	5,166.00
20. METTLER-TOLEDO INTL INC	03/17/2004	04/14/2010	2,336.00	849.00	1,487.00
30. NESTLE S A SPONSORED ADR REPSTG REG SH	03/17/2004	04/14/2010	1,521.00	771.00	750.00
45. NEWS CORP	07/20/2005	04/14/2010	822.00	785.00	37.00
150. NVIDIA CORP 00	06/02/2008	04/14/2010	2,673.00	3,688.00	-1,015.00
50. PALL CORP	03/17/2004	04/14/2010	1,985.00	1,161.00	824.00
150. PFIZER INC.	11/14/2005	04/14/2010	2,554.00	3,329.00	-775.00
45. PROCTOR & GAMBLE CO	08/25/2004	04/14/2010	2,839.00	1,940.00	899.00
152. SANDISK CORP	05/11/2005	04/14/2010	5,767.00	4,007.00	1,760.00
150. TEXAS INSTRS INC	04/13/2004	04/14/2010	4,025.00	4,399.00	-374.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

THERESE PLUNKETT FOUNDATION CITIGROUP TRUST -

Employer identification number

20-1078653

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 50. UNITED OVERSEAS BK LTDADR	12/13/2004	04/14/2010	1,514.00	804.00	710.00
25. WAL-MART DE MEXICO SA-SP ADR	05/11/2004	04/14/2010	1,269.00	358.00	911.00
50. WELLS FARGO & COMPANY (NEW)	11/14/2008	04/14/2010	1,658.00	1,426.00	232.00
38. COVIDIEN PLC USD0.20	04/28/2005	04/14/2010	1,960.00	1,569.00	391.00
600. SEAGATE TECHNOLOGY	03/06/2008	04/14/2010	11,623.00	13,770.00	-2,147.00
55. BOEING CO	04/30/2008	04/16/2010	3,884.00	4,702.00	-818.00
105. WALT DISNEY CO.	07/20/2005	04/16/2010	3,770.00	2,660.00	1,110.00
270. SOUTHWEST AIRLS CO	02/29/2008	04/16/2010	3,618.00	3,364.00	254.00
45. WELLS FARGO & COMPANY (NEW)	11/14/2008	04/20/2010	1,504.00	1,284.00	220.00
95. VODAFONE GROUP SPD ADR REP 10 ORD SH	03/17/2004	04/21/2010	2,208.00	2,643.00	-435.00
75. TRANSOCEAN INC COM USD0.01 'REGISTER	02/29/2008	04/26/2010	6,638.00	10,516.00	-3,878.00
115. DOW CHEM CO	03/03/2008	04/29/2010	3,667.00	4,339.00	-672.00
312. NATIONAL BANK OF GREECE ADR	07/27/2005	05/04/2010	881.00	2,220.00	-1,339.00
225. WALT DISNEY CO.	07/20/2005	05/06/2010	7,877.00	5,691.00	2,186.00
495. DEAN FOODS CO	02/23/2009	05/10/2010	5,332.00	8,868.00	-3,536.00
225. NIPPON TELEGRAPH & TELEPHONE CORP	04/05/2006	05/12/2010	4,586.00	5,381.00	-795.00
60. EXPEDIA INC DEL	11/10/2004	05/13/2010	1,412.00	1,270.00	142.00
115. BERKSHIRE HATHAWAY INC-CL B	03/05/2009	05/21/2010	8,308.00	5,308.00	3,000.00
140. HOME DEPOT INC	04/29/2004	05/21/2010	4,611.00	5,055.00	-444.00
60. PEPSICO INC	07/13/2005	05/21/2010	3,778.00	3,295.00	483.00
310. SOUTHWEST AIRLS CO	02/29/2008	05/26/2010	3,860.00	3,862.00	-2.00
5. COACH INC	04/15/2009	05/27/2010	204.00	90.00	114.00
310. JOHNSON & JOHNSON	07/20/2005	05/27/2010	18,308.00	19,016.00	-708.00
75. PFIZER INC.	11/14/2005	05/27/2010	1,153.00	1,665.00	-512.00
10. THERMO ELECTRON CORP	05/14/2009	05/27/2010	522.00	356.00	166.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

THERESE PLUNKETT FOUNDATION CITIGROUP TRUST -

Employer identification number

20-1078653

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 45. JOHNSON & JOHNSON	06/21/2004	06/04/2010	2,634.00	2,476.00	158.00
170. BP AMOCO PLC-SPONS ADR	03/24/2004	06/09/2010	5,340.00	5,340.00	
185. AMGEN INC	03/23/2004	06/10/2010	9,972.00	10,893.00	-921.00
75. QUALCOMM INC	10/07/2008	06/10/2010	2,602.00	3,021.00	-419.00
60. SEARS HLDGS CORP	03/14/2008	06/10/2010	4,656.00	5,682.00	-1,026.00
46. ROCHE HOLDINGS LTD-SPONSORED ADR	09/15/2008	06/11/2010	1,573.00	1,917.00	-344.00
520. NOKIA CORP SPONSORED ADR	07/14/2008	06/16/2010	4,560.00	13,011.00	-8,451.00
85. COACH INC	04/15/2009	06/17/2010	3,664.00	1,522.00	2,142.00
75. BOEING CO	09/03/2008	06/21/2010	5,174.00	5,790.00	-616.00
95. QUALCOMM INC	10/17/2008	06/21/2010	3,397.00	3,776.00	-379.00
22. SEARS HLDGS CORP	05/22/2008	06/21/2010	1,657.00	1,982.00	-325.00
16000. GLAXOSMITHKLINE CAP 4.850% 5/15/13	06/15/2009	06/24/2010	17,415.00	16,800.00	615.00
48. SEARS HLDGS CORP	05/22/2008	06/30/2010	3,176.00	4,315.00	-1,139.00
585. SOUTHWEST AIRLS CO	02/29/2008	07/08/2010	6,695.00	7,289.00	-594.00
210. QUALCOMM INC	11/12/2008	07/12/2010	7,361.00	7,907.00	-546.00
19000. CONOCO FUNDING 6.350% 10/15/11	02/15/2007	07/15/2010	20,274.00	19,908.00	366.00
134. ROCHE HOLDINGS LTD-SPONSORED ADR	09/24/2008	07/23/2010	4,352.00	5,472.00	-1,120.00
70. CHUBB CORP.	09/23/2008	07/26/2010	3,702.00	3,788.00	-86.00
245. AXIS CAPITAL HOLDINGS	03/04/2008	07/27/2010	7,650.00	8,890.00	-1,240.00
70. BOEING CO	09/03/2008	07/30/2010	4,741.00	4,554.00	187.00
60. MCDONALDS CORP	05/22/2009	07/30/2010	4,170.00	3,454.00	716.00
220. NABORS INDUSTRIES LTD SHS	09/09/2008	07/30/2010	4,075.00	7,489.00	-3,414.00
185. WAL MART STORES INC	02/28/2008	08/06/2010	9,491.00	9,422.00	69.00
90. NABORS INDUSTRIES LTD SHS	09/09/2008	08/09/2010	1,654.00	2,642.00	-988.00
280. FOREST LABS INC	07/20/2005	08/10/2010	7,960.00	14,717.00	-6,757.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
THERESE PLUNKETT FOUNDATION CITIGROUP TRUST -	20-1078653

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 4000. U S TREASURY NOTES 4.000% 11/15/12	05/05/2009	08/11/2010	4,312.00	4,340.00	-28.00
4000. U S TREASURY NOTES 4.250% 8/15/13	05/05/2009	08/11/2010	4,420.00	4,411.00	9.00
535. DELL INC	03/06/2008	08/13/2010	6,436.00	10,468.00	-4,032.00
500. ALCOA INC	09/02/2008	08/18/2010	5,482.00	16,835.00	-11,353.00
40. CATERPILLAR INC.	01/07/2009	08/18/2010	2,785.00	1,807.00	978.00
465. DELL INC	03/06/2008	08/18/2010	5,624.00	9,098.00	-3,474.00
140. FOREST LABS INC	07/30/2009	08/18/2010	3,925.00	4,702.00	-777.00
105. CATERPILLAR INC.	01/07/2009	08/19/2010	7,210.00	4,744.00	2,466.00
120. FOREST LABS INC	08/04/2009	08/19/2010	3,327.00	3,190.00	137.00
390. INTEL CORP	08/23/2005	08/19/2010	7,405.00	10,402.00	-2,997.00
10. GOLDMAN SACHS GROUP INC	03/13/2009	08/25/2010	1,439.00	971.00	468.00
16000. FED HOME LN MTG CORP 5.000% 1/30/14	05/05/2009	09/15/2010	18,015.00	17,656.00	359.00
60000. U S TREASURY NOTES 4.000% 11/15/12	08/20/2009	09/22/2010	64,598.00	64,889.00	-291.00
21000. CREDIT SUISSE FIRST 5.500% 8/15/13	09/22/2009	09/24/2010	23,300.00	21,631.00	1,669.00
450. DELL INC	03/05/2009	09/28/2010	5,701.00	3,852.00	1,849.00
220. ROCHE HOLDINGS LTD-SPONSORED ADR	04/22/2009	09/28/2010	7,299.00	7,632.00	-333.00
85. WAL MART STORES INC	02/28/2008	10/08/2010	4,615.00	4,194.00	421.00
170. ELECTRONIC ARTS	09/09/2005	10/13/2010	2,826.00	9,516.00	-6,690.00
55. ELECTRONIC ARTS	09/09/2005	10/15/2010	878.00	3,079.00	-2,201.00
60. AMAZON COM INC	04/28/2005	10/18/2010	9,792.00	1,949.00	7,843.00
125. ELECTRONIC ARTS	03/01/2006	10/20/2010	1,924.00	6,795.00	-4,871.00
26. NOVO NORDISK A S ADR	03/17/2004	10/20/2010	2,618.00	597.00	2,021.00
20. FREEPORT MCMORAN COPPER & GOLD	01/20/2009	10/22/2010	1,888.00	474.00	1,414.00
18000. RIO TINTO FINANCE PL 8.950% 5/01/14	05/07/2009	10/25/2010	22,370.00	19,554.00	2,816.00
102. ELECTRONIC ARTS	02/06/2007	10/28/2010	1,594.00	5,150.00	-3,556.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: THERESE PLUNKETT FOUNDATION CITIGROUP TRUST -

Employer identification number: 20-1078653

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 62. TOYOTA MTR CORP 00	02/27/2008	11/02/2010	4,357.00	6,980.00	-2,623.00
144. ELECTRONIC ARTS	02/06/2007	11/03/2010	2,225.00	6,327.00	-4,102.00
19. FREEPORT MCMORAN COPPER & GOLD	01/20/2009	11/04/2010	1,935.00	450.00	1,485.00
145. VODAFONE GROUP SPD ADR REP 10 ORD SH	07/05/2005	11/04/2010	4,091.00	4,010.00	81.00
55. ATLAS COPCO AB	09/24/2009	11/05/2010	1,094.00	644.00	450.00
35. BROADCOM CORP-CL A	07/12/2006	11/05/2010	1,477.00	961.00	516.00
40. CABLEVISION SYS CORP	04/09/2008	11/05/2010	1,147.00	786.00	361.00
10. DIAGEO PLC-SPONSORED ADR (NEW)	03/17/2004	11/05/2010	752.00	543.00	209.00
50. DIRECTV COM USD0.01 CLASS 'A'	04/13/2004	11/05/2010	2,132.00	667.00	1,465.00
149. ELECTRONIC ARTS	11/21/2008	11/05/2010	2,388.00	2,732.00	-344.00
16. FREEPORT MCMORAN COPPER & GOLD	01/20/2009	11/05/2010	1,668.00	379.00	1,289.00
40. GENZYME CORP	03/17/2004	11/05/2010	2,857.00	1,889.00	968.00
25. GRUPO TELEVISA SA DE CV GLOBAL	05/11/2004	11/05/2010	578.00	252.00	326.00
390. HONG KONG & CHINA GAS-SP ADR	05/26/2004	11/05/2010	936.00	466.00	470.00
12. ING GROEP N.V.	05/11/2004	11/05/2010	133.00	207.00	-74.00
75. JUNIPER NETWORK INC	10/23/2008	11/05/2010	2,579.00	1,327.00	1,252.00
100. LIBERTY MEDIA HLDG CORP	08/22/2005	11/05/2010	1,524.00	1,871.00	-347.00
75. LIBERTY MEDIA HLDG CORP	06/27/2008	11/05/2010	4,424.00	1,109.00	3,315.00
10. METTLER-TOLEDO INTL INC	03/17/2004	11/05/2010	1,410.00	425.00	985.00
25. NATIONAL-OILWELL INC	02/27/2006	11/05/2010	1,464.00	1,872.00	-408.00
15. NESTLE S A SPONSORED ADR REPSTG REG SH	03/17/2004	11/05/2010	871.00	386.00	485.00
25. PALL CORP	03/17/2004	11/05/2010	1,116.00	580.00	536.00
20. SHIRE PHARMACEUTICALS GR-ADR	03/05/2008	11/05/2010	1,461.00	1,182.00	279.00
85. UNITEDHEALTH GROUP INC	03/17/2004	11/05/2010	3,120.00	2,695.00	425.00
50. WAL-MART DE MEXICO SA-SP ADR	05/11/2004	11/05/2010	1,366.00	358.00	1,008.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
THERESE PLUNKETT FOUNDATION CITIGROUP TRUST -	20-1078653

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 250. SEAGATE TECHNOLOGY PLC	03/06/2008	11/05/2010	3,796.00	5,591.00	-1,795.00
100. WEATHERFORD INT LTD COM USD1.00	07/20/2005	11/05/2010	1,895.00	1,482.00	413.00
131. ELECTRONIC ARTS	11/21/2008	11/10/2010	2,119.00	2,314.00	-195.00
118. ELECTRONIC ARTS	02/11/2009	11/15/2010	1,856.00	2,053.00	-197.00
106. ELECTRONIC ARTS	02/11/2009	11/16/2010	1,638.00	1,800.00	-162.00
28. AMAZON COM INC	04/28/2005	12/06/2010	4,915.00	909.00	4,006.00
66. BERKSHIRE HATHAWAY INC-CL B	03/05/2009	12/07/2010	5,288.00	3,046.00	2,242.00
520. ALLSTATE CORP	05/06/2009	12/08/2010	15,761.00	12,553.00	3,208.00
160. KOHLS CORP	03/05/2009	12/08/2010	8,648.00	6,353.00	2,295.00
5. AMGEN INC	03/23/2004	12/10/2010	268.00	294.00	-26.00
342. EXXON MOBIL CORP	09/28/2009	12/13/2010	24,696.00	25,194.00	-498.00
353. BRISTOL MYERS SQUIBB CO	03/05/2008	12/14/2010	9,284.00	7,790.00	1,494.00
275. CHESAPEAKE ENERGY CORP 00	09/21/2009	12/14/2010	6,302.00	7,447.00	-1,145.00
75. BOEING CO	08/13/2009	12/20/2010	4,740.00	3,450.00	1,290.00
130. U R S CORP NEW	11/19/2009	12/20/2010	5,386.00	5,834.00	-448.00
326. INTEL CORP	08/23/2005	12/21/2010	6,905.00	8,217.00	-1,312.00
355. AXIS CAPITAL HOLDINGS	07/23/2008	12/23/2010	12,731.00	12,426.00	305.00
168. STATE ST CORP	12/02/2009	12/28/2010	7,848.00	7,204.00	644.00
72. WAL MART STORES INC	07/21/2006	12/28/2010	3,858.00	3,378.00	480.00
345. INTEL CORP	04/13/2005	01/06/2011	7,135.00	7,650.00	-515.00
21000. JPMORGAN CHASE & CO 4.650% 6/01/14	06/15/2009	01/19/2011	22,501.00	20,928.00	1,573.00
52000. FEDL NATL MTG ASSN 3.625% 8/15/11	09/17/2009	01/20/2011	52,995.00	54,535.00	-1,540.00
21000. CISCO SYSTEMS INC 4.950% 2/15/19	06/09/2009	01/25/2011	22,754.00	21,053.00	1,701.00
75. HEWLETT PACKARD CO	08/10/2009	01/25/2011	3,527.00	3,271.00	256.00
45. BERKSHIRE HATHAWAY INC-CL B	03/05/2009	02/02/2011	3,728.00	2,077.00	1,651.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: THERESE PLUNKETT FOUNDATION CITIGROUP TRUST -

Employer identification number: 20-1078653

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 54. TRANSOCEAN INC COM USD0.01 'REGISTER	03/05/2009	02/04/2011	4,327.00	4,186.00	141.00
303. NVIDIA CORP 00	06/02/2008	02/10/2011	6,926.00	7,424.00	-498.00
374. EXPEDIA INC DEL	06/25/2008	02/11/2011	7,997.00	7,418.00	579.00
150. GENZYME CORP	04/13/2004	02/17/2011	11,297.00	7,005.00	4,292.00
50. BERKSHIRE HATHAWAY INC-CL B	03/05/2009	02/24/2011	4,159.00	2,308.00	1,851.00
163. EXPEDIA INC DEL	06/13/2006	02/24/2011	3,286.00	2,491.00	795.00
283. EXPEDIA INC DEL	06/13/2006	02/25/2011	5,673.00	4,242.00	1,431.00
137. JUNIPER NETWORK INC	10/24/2008	02/25/2011	5,994.00	2,312.00	3,682.00
13. METTLER-TOLEDO INTL INC	03/17/2004	02/28/2011	2,232.00	552.00	1,680.00
35. LIBERTY MEDIA CORP NEW	03/27/2008	03/02/2011	2,553.00	576.00	1,977.00
125. ABERCROMBIE & FITCH CO	02/16/2010	03/09/2011	7,054.00	4,396.00	2,658.00
117. DONNELLEY R R & SONS CO	08/12/2009	03/10/2011	2,219.00	1,875.00	344.00
69. JUNIPER NETWORK INC	02/19/2009	03/10/2011	2,902.00	1,064.00	1,838.00
129. TEXAS INSTRS INC	04/13/2004	03/10/2011	4,442.00	3,747.00	695.00
480. NOKIA CORP SPONSORED ADR	07/16/2004	03/16/2011	3,806.00	6,381.00	-2,575.00
173. NASDAQ OMX GROUP INC	05/05/2008	03/17/2011	4,254.00	6,567.00	-2,313.00
230. ING GROEP N.V.	12/17/2009	03/24/2011	3,040.00	2,389.00	651.00
6. METTLER-TOLEDO INTL INC	03/17/2004	03/24/2011	1,020.00	255.00	765.00
12. SHIRE PHARMACEUTICALS GR-ADR	03/05/2008	03/24/2011	1,060.00	709.00	351.00
2. FIRST SOLAR INC	12/03/2008	03/28/2011	308.00	247.00	61.00
95. GLAXO WELLCOME PLC SPONSORED ADR	03/17/2004	03/31/2011	3,674.00	3,755.00	-81.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 9,726.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ANNALY CAPITOL MGMT INC	109.00	
CLASS ACTION PROCEEDS	218.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		327.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		327.00

990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years.

Citi Trust

Citigroup Trust - Delaware, N.A.
222 Delaware Avenue - 14th Floor
Wilmington, DE 19801

Account Summary Section

Statement of Value and Activity

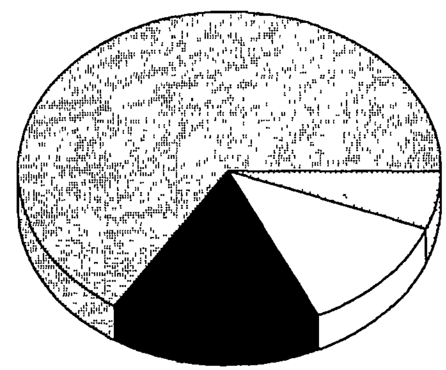
March 1, 2011 - March 31, 2011

Market Value Reconciliation

	This Period	1/1/11 to 3/31/11
Beginning Market Value	**$3,280,691.47**	**$3,180,780.91**
Additions and Contributions	$0.00	$0.00
Other Receipts	$0.00	$96.69
Interest and Dividends	$7,552.69	$21,096.06
Distributions To and For Beneficiaries	$0.00	$0.00
Trust Taxes	-$4.44	-$8.03
Fees	$0.00	-$8,236.56
Other Expenses/Disbursements	-$0.65	-$10.69
Corporate Actions/Non-Cash Transactions	$0.00	$0.00
Change in Market Value	-$23,415.55	$71,105.14
Ending Market Value	**$3,264,823.52**	**$3,264,823.52**
Net Realized Gains/Losses (Included in Total Above)	$15,751.21	$27,395.97

Asset Allocation Summary

	Asset Class	Balance
66%	Common Equity Securities	$2,154,671.81
16%	U.S. Treasuries and Agencies	$537,233.76
12%	Corporate and Foreign Bonds	$380,224.14
6%	Cash Equivalents	$180,981.21
0%	Preferred Equity Securities	$11,712.60
100%	**Total Assets Value**	**$3,264,823.52**



Investment Objective: Growth - Portfolio positioned to maximize returns.

Statement of Value and Activity

March 1, 2011 - March 31, 2011

Asset Detail

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
U.S. Treasuries and Agencies						
U.S. Treasury Bonds and Notes						
U S Treas Nts 1.375% 11/15/12 CUSIP 912828LX6	95,000.00	$96,165 65	$96,373 04	-$207.39	$1,306 25	2 95%
U S Treasury Notes 4.250% 8/15/13 CUSIP: 912828BH2	72,000 00	$77,563.44	$78,956.67	-$1,393.23	$3,060.00	2.38%
U S Treasury Notes 4.875% 8/15/16 CUSIP. 912828FQ8	81,000 00	$91,428 75	$93,939 37	-$2,510 62	$3,948 75	2.80%
U S Treasury Notes 3 375% 11/15/19 CUSIP: 912828LY4	46,000.00	$46,503 24	$45,668.89	$834.35	$1,552.50	1.42%
U S Treas Nts 2.625% 8/15/20 CUSIP: 912828NT3	24,000.00	$22,515 12	$23,868 86	-$1,353.74	$630.00	0 69%
		$334,176.20	$338,806.83	-$4,630.63	$10,497.50	10.24%
Government Agency Bonds/Notes						
Fed Natl Mtg Assn 4.375% 9/15/12 CUSIP: 31359MPF4	38,000.00	$40,064 54	$40,748.19	-$683.65	$1,662.50	1 23%
Federal Natl Mtg as 1.000% 9/23/13 CUSIP. 31398A2S0	57,000 00	$56,750.91	$56,944.14	-$193 23	$570.00	1.74%
Fed Home Ln Mtg Corp 5.000% 1/30/14 CUSIP: 3128X2TM7	42,000.00	$46,244.52	$46,361.24	-$116.72	$2,100.00	1 42%
Fed Natl Mtg Assn 5.250% 9/15/16 CUSIP: 31359MW41	53,000 00	$59,997 59	$59,576.85	$420 74	$2,782.50	1.84%
		$203,057.56	$203,630 42	-$572.86	$7,115.00	6.23%
Total U.S. Treasuries and Agencies		$537,233.76	$542,437.25	-$5,203.49	$17,612.50	16.47%

Statement of Value and Activity

March 1, 2011 - March 31, 2011

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Corporate and Foreign Bonds						
U.S. Corporate Bonds & Notes						
Goldman Sachs 3.250% 6/15/12 CUSIP: 38146FAA9	23,000.00	$23,761 07	$24,000.55	-$239 48	$747 50	0.73%
Bank of America Corp 3.125% 6/15/12 CUSIP: 06050BAA9	23,000.00	$23,715 76	$23,936.80	-$221.04	$718.75	0.73%
Merrill Lynch & Co 5.450% 2/05/13 CUSIP: 59018YM40	22,000.00	$23,321.32	$19,680.76	$3,640 56	$1,199.00	0.71%
Verizon Wireless Cap 5 550% 2/01/14 CUSIP. 92344SAP5	21,000 00	$23,073.96	$23,114.70	-$40.74	$1,165 50	0.71%
American Express Co 7 250% 5/20/14 CUSIP: 025816BA6	20,000 00	$22,748.80	$21,022 96	$1,725.84	$1,450.00	0 70%
Wachovia Corp New 5.250% 8/01/14 CUSIP: 929903AJ1	22,000.00	$23,528.34	$21,930.76	$1,597.58	$1,155 00	0.72%
Kraft Foods Inc 4.125% 2/09/16 CUSIP: 50075NBB9	21,000 00	$21,785 40	$21,986.32	-$200.92	$866.25	0.67%
BB&T Corporation 3.950% 4/29/16 CUSIP: 05531FAF0	24,000 00	$24,763 20	$24,159.36	$603.84	$948.00	0 76%
Time Warner Cable 5.850% 5/01/17 CUSIP: 88732JAH1	22,000 00	$24,061 40	$21,971 54	$2,089.86	$1,287.00	0.74%
At & T Inc 5.500% 2/01/18 CUSIP: 00206RAJ1	17,000 00	$18,557.20	$17,322.34	$1,234.86	$935 00	0 57%
Goldman Sachs 6 150% 4/01/18 CUSIP: 38141GFM1	18,000.00	$19,515.24	$19,602.80	-$87.56	$1,107.00	0.60%
Comcast Corp New 5 150% 3/01/20 CUSIP: 20030NBA8	18,000.00	$18,737.28	$18,098.46	$638.82	$927.00	0 57%

Statement of Value and Activity

March 1, 2011 - March 31, 2011

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
JP Morgan Chase & Co 4.400% 7/22/20 CUSIP: 46625HHS2	25,000.00	$24,158.75	$24,519.00	-$360.25	$1,100.00	0 74%
Enterprise Prods Ope 5.200% 9/01/20 CUSIP: 29379VAP8	17,000.00	$17,534.99	$18,719 21	-$1,184.22	$884.00	0 54%
General Elec Cap 5.300% 2/11/21 CUSIP: 369622SM8	24,000.00	$24,376 08	$24,216 72	$159.36	$1,272.00	0 75%
		$333,638.79	$324,282.28	$9,356 51	$15,762.00	10 24%
Foreign Corporate Bonds						
Shell International 3.100% 6/28/15 CUSIP 822582AQ5	23,000.00	$23,567.87	$24,393.34	-$825 47	$713.00	0 72%
Royal Bk of Scotland 3 950% 9/21/15 CUSIP: 78010XAG6	23,000.00	$23,017.48	$23,096.33	-$78 85	$908.50	0.71%
		$46,585.35	$47,489 67	-$904.32	$1,621.50	1.43%
Total Corporate and Foreign Bonds		$380,224.14	$371,771.95	$8,452.19	$17,383 50	11.67%
Common Equity Securities						
Domestic Common Stocks						
Abercrombie & Fitch Co CL A CUSIP. 002896207	245.00	$14,381 50	$8,568 22	$5,813.28	$171.50	0.44%
Akamai Technologies Inc CUSIP: 00971T101	637 00	$24,206 00	$13,497 78	$10,708.22	$0.00	0.74%
Amazon Com Inc CUSIP· 023135106	217 00	$39,088.21	$7,048.06	$32,040.15	$0.00	1.20%
AMGEN Inc Com CUSIP: 031162100	542 00	$28,969.90	$23,960.41	$5,009 49	$0.00	0.89%

Statement of Value and Activity

March 1, 2011 - March 31, 2011

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Anadarko Petroleum Corp CUSIP: 032511107	255.00	$20,889 60	$9,524.98	$11,364.62	$91.80	0 64%
Apache Corp CUSIP: 037411105	131.00	$17,150.52	$12,687.01	$4,463.51	$78.60	0.53%
Apple Incorporated CUSIP: 037833100	35.00	$12,197.76	$11,898.46	$299.30	$0 00	0 37%
AT & T Inc CUSIP: 00206R102	760.00	$23,263 60	$20,397.69	$2,865.91	$1,307.20	0 71%
Autodesk Inc CUSIP: 052769106	275.00	$12,130.25	$3,914.62	$8,215.63	$0.00	0.37%
Avnet Inc CUSIP: 053807103	205 00	$6,988.45	$5,482 75	$1,505.70	$0.00	0.21%
Bank of America Corp CUSIP: 060505104	1,917 00	$25,553 61	$30,522.86	-$4,969.25	$76.68	0.78%
Bank of New York Mellon Corp CUSIP: 064058100	187 00	$5,585.69	$5,677 19	-$91.50	$97.24	0 17%
Bed Bath & Beyond Inc Com CUSIP: 075896100	420.00	$20,273.40	$14,714.79	$5,558 61	$0 00	0.62%
Berkshire Hathaway Inc CUSIP: 084670702	94.00	$7,861.22	$4,338 62	$3,522.60	$0 00	0 24%
Best Buy Inc Com CUSIP: 086516101	113 00	$3,245.36	$3,790 21	-$544.85	$67 80	0.10%
Biogen IDEC Inc CUSIP: 09062X103	675.00	$49,592.25	$27,163.35	$22,428.90	$0.00	1 52%
Blackrock Inc CUSIP: 09247X101	110 00	$22,111.10	$16,300 47	$5,810.63	$605.00	0 68%
Boeing Company Com CUSIP: 097023105	90.00	$6,653 70	$4,106 57	$2,547 13	$151.20	0.20%

Statement of Value and Activity

March 1, 2011 - March 31, 2011

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Bristol Myers Squibb Co Com CUSIP· 110122108	362.00	$9,567.66	$7,839.98	$1,727.68	$477.84	0 29%
Broadcom Corp Com CUSIP. 111320107	225 00	$8,860.50	$6,160.00	$2,700.50	$81.00	0 27%
Cablevision Sys Corp CUSIP: 12686C109	450.00	$15,574 50	$6,048.04	$9,526 46	$225 00	0.48%
Celgene Corp CUSIP. 151020104	415 00	$23,893.63	$20,801.01	$3,092.62	$0.00	0.73%
Chevron Corp CUSIP: 166764100	260 00	$27,947.40	$20,942.73	$7,004.67	$748.80	0.86%
CISCO Systems Inc Com CUSIP: 17275R102	1,750 00	$30,012.50	$37,033 24	-$7,020 74	$420.00	0.92%
CITRIX Sys Inc Com CUSIP: 177376100	80.00	$5,876.80	$4,722.89	$1,153 91	$0.00	0 18%
Cliffs Natural Resources Inc Com CUSIP: 18683K101	200 00	$19,656.00	$10,888.48	$8,767.52	$112.00	0 60%
Cme Group Inc CUSIP: 12572Q105	39.00	$11,760.45	$11,839 80	-$79.35	$218.40	0 36%
Coca Cola Co Com CUSIP: 191216100	540.00	$35,823.60	$23,079.17	$12,744.43	$1,015.20	1.10%
Comcast Corp New CL A Spl CUSIP: 20030N200	1,125 00	$26,122 50	$21,707 20	$4,415.30	$506.25	0.80%
ConocoPhillips CUSIP: 20825C104	330.00	$26,353 80	$23,266.48	$3,087.32	$871.20	0 81%
Cree Inc CUSIP: 225447101	150.00	$6,924.00	$2,995 50	$3,928.50	$0.00	0.21%
Cvs/Caremark Corp CUSIP: 126650100	775 00	$26,598.00	$22,255 83	$4,342.17	$387 50	0 81%

Statement of Value and Activity

March 1, 2011 - March 31, 2011

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
DirecTV Com Usd0.01 Class 'a' CUSIP: 25490A101	200.00	$9,360.00	$2,560.98	$6,799.02	$0.00	0.29%
Dolby Laboratories Inc CUSIP: 25659T107	114.00	$5,609 94	$3,418 69	$2,191.25	$0.00	0.17%
Donnelley R R & Sons Co Com CUSIP: 257867101	408.00	$7,719 36	$6,450 15	$1,269.21	$424 32	0 24%
Dow Chem Company Com CUSIP: 260543103	245 00	$9,248 75	$9,244 80	$3 95	$147 00	0.28%
Ebay Inc CUSIP· 278642103	1,080 00	$33,523.20	$29,547 48	$3,975.72	$0.00	1.03%
Exxon Mobil Corp CUSIP: 30231G102	213.00	$17,919.69	$14,157 94	$3,761.75	$374.88	0 55%
Fifth Third Bancorp CUSIP: 316773100	275.00	$3,818.38	$3,902 58	-$84.20	$66.00	0 12%
First Horizon Natl CP CUSIP: 320517105	317.00	$3,553 57	$3,724 02	-$170.45	$12.68	0.11%
First Solar Inc CUSIP: 336433107	102 00	$16,405.68	$12,127 75	$4,277.93	$0 00	0.50%
Fluor Corp New CUSIP: 343412102	150 00	$11,049.00	$5,065.91	$5,983 09	$75.00	0.34%
Forest Labs Inc CL A Com CUSIP: 345838106	430 00	$13,889 00	$10,377.17	$3,511.83	$0 00	0.43%
Freeport McMoran Copper B CUSIP· 35671D857	140.00	$7,777.00	$1,659.56	$6,117.44	$140.00	0 24%
Gap Inc Com CUSIP. 364760108	840.00	$19,034 40	$15,119 52	$3,914.88	$378.00	0.58%

Statement of Value and Activity

March 1, 2011 - March 31, 2011

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
General Electric Corp Com CUSIP: 369604103	1,430 00	$28,671.50	$41,228.84	-$12,557.34	$800 80	0.88%
Goldman Sachs Group Inc CUSIP· 38141G104	80.00	$12,688.00	$7,765.72	$4,922.28	$112.00	0.39%
Google Inc CUSIP 38259P508	43.00	$25,230.68	$16,199.47	$9,031 21	$0.00	0.77%
Hartford Finl Svcs Group Inc CUSIP: 416515104	358 00	$9,640.94	$9,558.03	$82.91	$143 20	0 30%
Hewlett-Packard Co Com CUSIP: 428236103	250.00	$10,242.50	$10,904 20	-$661 70	$80.00	0 31%
Home Depot Inc Com CUSIP: 437076102	660.00	$24,459 60	$23,442.74	$1,016 86	$660.00	0 75%
Human Genome Sciences Inc CUSIP: 444903108	98.00	$2,690.10	$2,449.99	$240.11	$0 00	0.08%
IBM Corporation Com CUSIP: 459200101	102 00	$16,633.14	$12,954.52	$3,678 62	$265.20	0 51%
Immunogen Inc CUSIP: 45253H101	302.00	$2,739.14	$2,354.25	$384.89	$0.00	0.08%
Intel Corp Com CUSIP: 458140100	839.00	$16,931 02	$17,076.12	-$145 10	$608.28	0.52%
International Paper Com CUSIP. 460146103	581 00	$17,534.58	$14,250.02	$3,284.56	$610 05	0.54%
Isis Pharmaceuticals CUSIP: 464330109	260 00	$2,350 40	$2,436.62	-$86 22	$0.00	0.07%
Johnson & Johnson Com CUSIP: 478160104	645.00	$38,216.25	$35,357 81	$2,858.44	$1,393.20	1 17%
JPMorgan Chase & Co CUSIP. 46625H100	580.00	$26,738.00	$23,856.84	$2,881.16	$580.00	0.82%

Statement of Value and Activity

March 1, 2011 - March 31, 2011

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Juniper Networks Inc CUSIP. 48203R104	569 00	$23,943 52	$8,295.88	$15,647 64	$0.00	0.73%
L-3 Communications Hldgs Inc CUSIP· 502424104	110.00	$8,614.10	$5,919.10	$2,695.00	$198 00	0.26%
Liberty Media Hldg Corp CUSIP: 53071M104	600 00	$9,624.00	$10,581.74	-$957.74	$0 00	0.29%
Liberty Media Hldg Corp CUSIP: 53071M302	225.00	$16,575 75	$1,807.56	$14,768.19	$0.00	0 51%
Lincoln Natl Corp Ind Com CUSIP: 534187109	342.00	$10,273 68	$8,451.46	$1,822.22	$68 40	0.31%
Madison Square Garden Inc CUSIP: 55826P100	122.00	$3,292 78	$1,397.53	$1,895.25	$0.00	0.10%
McDonalds Corp Com CUSIP: 580135101	160.00	$12,174.40	$9,080.62	$3,093 78	$390 40	0.37%
Merck & Co Inc New CUSIP· 58933Y105	830 00	$27,398.30	$29,294.88	-$1,896.58	$1,261.60	0.84%
Metlife Inc CUSIP: 59156R108	451.00	$20,173.23	$18,826 03	$1,347 20	$333 74	0 62%
Mettler-Toledo Intl Inc Com CUSIP: 592688105	46 00	$7,912 00	$1,953 16	$5,958 84	$0 00	0 24%
Micron Technology Inc Com CUSIP: 595112103	1,233 00	$14,142 51	$10,536.43	$3,606.08	$0.00	0.43%
Microsoft Corp Com CUSIP. 594918104	1,390.00	$35,292.10	$35,414 36	-$122 26	$889.60	1.08%
Monsanto Co New CUSIP. 61166W101	235 00	$16,981.10	$16,071 60	$909.50	$263.20	0.52%
Morgan Stanley CUSIP. 617446448	650.00	$17,758 00	$19,868 52	-$2,110.52	$130 00	0.54%

Statement of Value and Activity

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Nasdaq Omx Group Inc CUSIP: 631103108	617.00	$15,943.28	$18,842 34	-$2,899 06	$0.00	0 49%
Nat'l Oilwell Varco CUSIP: 637071101	125.00	$9,908.75	$5,329.72	$4,579.03	$55.00	0.30%
Netapp Inc CUSIP: 64110D104	249.00	$11,988.73	$12,394.98	-$406 25	$0.00	0.37%
Newmont Mining Corp Com CUSIP. 651639106	245.00	$13,372 10	$12,540 83	$831 27	$147 00	0.41%
News Corp CUSIP: 65248E203	425.00	$7,913 50	$7,414.60	$498.90	$63.75	0 24%
Nucor Corp CUSIP: 670346105	175 00	$8,053 50	$7,101.93	$951 57	$253.75	0 25%
NVIDIA Corp CUSIP: 67066G104	1,047.00	$19,327 62	$15,746.67	$3,580 95	$0.00	0.59%
Oracle Corporation Com CUSIP: 68389X105	413.00	$13,807.62	$11,583.33	$2,224.29	$99.12	0.42%
Paccar Inc CUSIP: 693718108	315 00	$16,493.40	$13,800.00	$2,693.40	$151.20	0 51%
Pall Corp Com CUSIP: 696429307	225.00	$12,962.25	$5,222.25	$7,740 00	$157.50	0.40%
Pepsico Inc Com CUSIP: 713448108	615 00	$39,612 15	$35,094.08	$4,518.07	$1,180.80	1.21%
Pfizer Inc Com CUSIP· 717081103	1,075.00	$21,833.25	$23,700.16	-$1,866.91	$860.00	0 67%
PNC Financial Services Group Inc CUSIP: 693475105	125 00	$7,873 75	$7,494.23	$379.52	$50 00	0.24%

Statement of Value and Activity

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Procter & Gamble Company Com CUSIP· 742718109	425 00	$26,180 00	$16,822 59	$9,357 41	$818.98	0 80%
Radioshack Corp CUSIP: 750438103	414.00	$6,214 14	$6,009 43	$204 71	$103 50	0 19%
Sandisk Corp CUSIP: 80004C101	250.00	$11,522.50	$5,303 70	$6,218.80	$0.00	0 35%
Schwab Charles Corp New CUSIP: 808513105	925 00	$16,677.75	$12,416.48	$4,261 27	$222.00	0.51%
State Street Corp CUSIP: 857477103	122.00	$5,482 68	$5,208 63	$274 05	$87 84	0.17%
SunTrust Bks Inc CUSIP: 867914103	139 00	$4,008 76	$3,670 57	$338.19	$5.56	0 12%
Target Corp Com CUSIP: 87612E106	127.00	$6,351 27	$7,516.01	-$1,164.74	$127 00	0.19%
Texas Instruments Com CUSIP: 882508104	921.00	$31,829.76	$23,915.05	$7,914.71	$478.92	0.97%
The Travelers Companies Inc CUSIP: 89417E109	137.00	$8,148 76	$7,531 23	$617 53	$197 28	0 25%
Thermo Fisher Corp CUSIP: 883556102	315.00	$17,498 25	$12,960.41	$4,537.84	$0.00	0 54%
United Parcel Service Inc CUSIP: 911312106	110 00	$8,175 20	$7,973 43	$201.77	$228 80	0.25%
UnitedHealth Group Inc CUSIP: 91324P102	575.00	$25,990.00	$17,399.40	$8,590.60	$287.50	0.80%
Vertex Pharmaceuticals Inc CUSIP: 92532F100	140.00	$6,710.20	$3,775 41	$2,934 79	$0.00	0.21%

Statement of Value and Activity

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Visa Inc-Class A Shares CUSIP: 92826C839	322.00	$23,705.64	$24,939 33	-$1,233 69	$193.20	0.73%
WalMart Stores Inc Com CUSIP: 931142103	288 00	$14,990.40	$12,604.26	$2,386.14	$420 48	0.46%
Walt Disney Company Com CUSIP: 254687106	670 00	$28,870.30	$15,444.50	$13,425.80	$268.00	0.88%
Wells Fargo & Co New Com CUSIP. 949746101	503.00	$15,950.13	$14,537.47	$1,412.66	$100.60	0.49%
YAHOO Inc CUSIP· 984332106	910 00	$15,178.80	$13,003.90	$2,174 90	$0 00	0.46%
3M Company CUSIP. 88579Y101	177 00	$16,549.50	$15,124.18	$1,425 32	$389.40	0 51%
		$1,722,066.69	$1,360,286.08	$361,780.61	$25,062.94	52.72%
ADRs						
Ace LTD CUSIP: H0023R105	188 00	$12,163.60	$11,590.67	$572.93	$248.16	0.37%
Anheuser Busch Inbev Sa/Nv CUSIP: 03524A108	205.00	$11,719 85	$11,778.09	-$58 24	$79 13	0 36%
ASML Holding Nv-Uy Reg SHS CUSIP: N07059186	280.00	$12,460 00	$6,402.53	$6,057.47	$128.24	0.38%
Atlas Copco AB CUSIP: 049255805	300 00	$7,284.00	$3,513.06	$3,770.94	$131.10	0 22%
AXA S.A SPD ADR CUSIP: 054536107	280 00	$5,863 20	$6,372.84	-$509 64	$163.80	0.18%
Barclays PLC ADR CUSIP. 06738E204	238 00	$4,317.32	$4,375.53	-$58 21	$81.87	0 13%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
BASF Aktiengesellschaft-Level I CUSIP: 055262505	100 00	$8,680 00	$2,604.50	$6,075 50	$223 20	0 27%
BP PLC ADR CUSIP. 055622104	540 00	$23,835 60	$27,199.17	-$3,363.57	$907.20	0.73%
Canon Inc ADR Repstg 5 SHS CUSIP: 138006309	175.00	$7,586.25	$5,756.84	$1,829.41	$230 65	0 23%
Covidien PLC CUSIP: G2554F113	130 00	$6,752 20	$4,793 70	$1,958.50	$104.00	0.21%
CRH PLC CUSIP: 12626K203	325.00	$7,546.50	$6,604.31	$942.19	$279.83	0 23%
Danone CUSIP: 23636T100	380.00	$4,989.40	$3,128.35	$1,861.05	$92 34	0.15%
Diageo PLC Spns ADR CUSIP. 25243Q205	75 00	$5,716.50	$4,075 50	$1,641.00	$185 63	0 18%
Glaxo Smithkline CUSIP: 37733W105	95 00	$3,648 95	$3,755.35	-$106 40	$193.80	0.11%
Grupo Televisa SA-Sponsored ADR CUSIP: 40049J206	225 00	$5,519.25	$2,270.25	$3,249 00	$0.00	0 17%
Honda Mtr Ltd ADR New CUSIP: 438128308	185.00	$6,939.35	$4,437.00	$2,502.35	$101.38	0 21%
Hong Kong & China Gas Ltd CUSIP: 438550303	2,250 00	$5,332.50	$2,687 83	$2,644.67	$101 25	0 16%
HSBC Hldgs PLC Sponsored ADR New CUSIP: 404280406	83 00	$4,299.40	$5,288.12	-$988 72	$149.40	0.13%
Hutchinson Whampoa Ltd ADR CUSIP: 448415208	115.00	$6,796 50	$3,611 00	$3,185.50	$224 94	0 21%
Icon Pub Ltd Co CUSIP. 45103T107	203.00	$4,382.77	$5,264 75	-$881 98	$0.00	0.13%

Statement of Value and Activity

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
ING Groep N V Sponsored ADR CUSIP. 456837103	495.00	$6,291 45	$4,609.10	$1,682.35	$0 00	0.19%
Koninklijke Philips Electrs N V CUSIP· 500472303	165 00	$5,308.05	$4,443.87	$864.18	$142.56	0.16%
Mitsubishi UFJ Finl Group Apd ADR CUSIP. 606822104	700.00	$3,220.00	$5,947.93	-$2,727 93	$88.90	0 10%
Nestle SA Spon ADR Repstg Reg CUSIP: 641069406	135 00	$7,759.80	$3,469.50	$4,290.30	$168.48	0.24%
Nomura Hldgs Inc SPD ADR CUSIP: 65535H208	678.00	$3,525.60	$7,564 74	-$4,039 14	$56.95	0.11%
Novartis AG Spons ADR CUSIP: 66987V109	90 00	$4,891 50	$4,033.10	$858 40	$179 64	0.15%
Novo-Nordisk A S CUSIP: 670100205	49.00	$6,136.27	$1,125.77	$5,010.50	$66.54	0.19%
Orix Corp Spnd ADR CUSIP: 686330101	136.00	$6,333 52	$7,750 56	-$1,417 04	$50 59	0.19%
Petroleo Brasileiro SA Petrobras CUSIP: 71654V408	111.00	$4,487.73	$3,827.87	$659 86	$16 65	0.14%
Rio Tinto PLC Spn ADR CUSIP: 767204100	130 00	$9,245.60	$4,841 09	$4,404.51	$138.71	0.28%
Sap AG CUSIP: 803054204	175 00	$10,738 00	$6,900.75	$3,837.25	$176.23	0 33%
Schlumberger Ltd CUSIP: 806857108	195.00	$18,185 70	$11,036.79	$7,148 91	$195.00	0.56%
Seagate Technology PLC CUSIP: G7945M107	1,250.00	$18,006 25	$27,126 10	-$9,119 85	$0.00	0.55%
Shire PLC CUSIP: 82481R106	63.00	$5,482 89	$3,512 76	$1,970.13	$24.76	0 17%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Smith & Nephew P L C SPD ADR New CUSIP: 83175M205	100 00	$5,641.00	$4,955 06	$685.94	$76.10	0.17%
Suncor Energy Inc CUSIP: 867224107	135.00	$6,053 40	$4,140 90	$1,912.50	$55 08	0.19%
TE Connectivity Ltd CUSIP· H84989104	340 00	$11,838.80	$10,636.02	$1,202 78	$217 60	0 36%
Telefonica S A CUSIP· 879382208	150.00	$3,783 00	$2,217.31	$1,565 69	$208.80	0 12%
Tesco PLC Sponsored ADR CUSIP· 881575302	250.00	$4,625.00	$3,317.50	$1,307.50	$145.00	0 14%
Total S.A. ADR CUSIP: 89151E109	70.00	$4,267.90	$3,123.43	$1,144.47	$183.96	0.13%
Toyota Mtr Corp CUSIP. 892331307	138.00	$11,074.50	$15,535 96	-$4,461.46	$131 38	0 34%
Transocean Inc Com Usd0.01 'register CUSIP: H8817H100	126 00	$9,821 70	$6,728 00	$3,093.70	$0 00	0.30%
Trend Micro Inc ADR CUSIP: 89486M206	130 00	$3,480 10	$4,638 57	-$1,158 47	$100.36	0.11%
Tyco International Com Usd0 80 CUSIP: H89128104	320.00	$14,326 40	$13,538 21	$788.19	$320.00	0 44%
UBS AG CUSIP: H89231338	305.00	$5,505.25	$8,187 65	-$2,682 40	$0.00	0.17%
United Overseas Bk Ltdadr CUSIP· 911271302	211.00	$6,262.48	$3,394 25	$2,868.23	$178.08	0.19%
Vestas Wind Sys A/S CUSIP. 925458101	397.00	$5,796 20	$5,926.69	-$130.49	$0.00	0.18%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Vodafone Group SPD ADR Rep 10 Ord SH CUSIP. 92857W209	1,004.00	$28,865.00	$22,074 12	$6,790.88	$1,301.18	0 88%
Wal-Mart DE Mexico S.A.B DE C V CUSIP: 93114W107	200.00	$5,980 00	$1,430 00	$4,550.00	$63 80	0 18%
Weatherford Int Ltd Com Usd1.00 CUSIP: H27013103	800.00	$18,080.00	$8,950.00	$9,130.00	$0.00	0.55%
		$410,846.23	$340,492.99	$70,353.24	$7,912.27	12 57%
Real Estate Investment Trusts						
Annaly Capitol Mgmt Inc CUSIP: 035710409	833 00	$14,535.85	$14,633.88	-$98.03	$2,499 00	0.45%
Chimera Invt Corp CUSIP: 16934Q109	1,824.00	$7,223.04	$7,370 24	-$147.20	$1,167.36	0.22%
		$21,758.89	$22,004 12	-$245.23	$3,666.36	0.67%
Total Common Equity Securities		$2,154,671.81	$1,722,783.19	$431,888.62	$36,641.57	65.96%
Preferred Equity Securities						
Convertible Preferred Stocks						
General Mtrs Co Jr PFD Cnv Srb CUSIP: 37045V209	243 00	$11,712.60	$11,986 10	-$273.50	$577.13	0 36%
Total Preferred Equity Securities		$11,712.60	$11,986.10	-$273.50	$577.13	0.36%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Cash Equivalents						
Invested Cash						
Citibank M.D.A (L) CUSIP: 9900CST72	83,483.90	$83,483.90	$83,483.90	$0 00	$125.23	2.56%(I)
Citibank M.D.A. (L) CUSIP: 9900CST72	97,497 31	$97,497.31	$97,497 31	$0 00	$146 25	2 98%
Total Cash Equivalents		$180,981.21	$180,981.21	$0.00	$271.48	5 54%
Total All Assets		**$3,264,823.52**	**$2,829,959.70**	**$434,863.82**	**$72,486.18**	**100.00%**