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 06/01 **, 2010, and ending** 05/31, 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
39-407052574028 J.A. & H.G. WOODRUFF JR.
CHARITABLE TRUST

A Employer identification number 65-6246750

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)* ▶ $ 5,533,865.

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 ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	113,581.	129,255.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	92,486.			
	b Gross sales price for all assets on line 6a 2,732,100.				
	7 Capital gain net income (from Part IV, line 2)		101,080.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	206,067.	230,335.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	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) STMT 2	49,472.	24,736.		24,736.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	4,904.	2,022.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 4	265.	265.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	54,641.	27,023.		24,736.
	25 Contributions, gifts, grants paid	227,500.			227,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	282,141.	27,023.		252,236.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-76,074.			
	b **Net investment income** (if negative, enter -0-)		203,312.		
	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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	248,099.	75,634.	75,634.
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			
10 a	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 5	4,399,704.	4,527,522.	5,458,231.
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)	4,647,803.	4,603,156.	5,533,865.
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	4,647,803.	4,603,156.	
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)	4,647,803.	4,603,156.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,647,803.	4,603,156.	

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	4,647,803.
2	Enter amount from Part I, line 27a	2	-76,074.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	32,555.
4	Add lines 1, 2, and 3	4	4,604,284.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	1,128.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,603,156.

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 } 2 101,080.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).
If (loss), enter -0- in Part I, line 8 3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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	231,590.	4,864,352.	0.04760963022
2008	274,505.	4,587,388.	0.05983906310
2007	278,962.	5,653,301.	0.04934497562
2006	272,699.	5,521,548.	0.04938814260
2005	256,880.	5,450,421.	0.04713030425

2	**Total** of line 1, column (d)	2	0.25331211579
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	0.05066242316
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,231,528.
5	Multiply line 4 by line 3	5	265,042.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,033.
7	Add lines 5 and 6	7	267,075.
8	Enter qualifying distributions from Part XII, line 4	8	252,236.

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	4,066.
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	4,066.
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	4,066.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 1,682.		
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	1,682.
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** ▶ * Paid By EFTPS	9	2,384.
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 8			
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 9 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	N/A	
	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 ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **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 ☒ 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 ☒ 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 10		-0-	-0-	-0-

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		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
SEE STATEMENT 12		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 N/A	
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	5,082,702.
b	Average of monthly cash balances	1b	228,494.
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	5,311,196.
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	5,311,196.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	79,668.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,231,528.
6	**Minimum investment return.** Enter 5% of line 5	6	261,576.

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	261,576.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,066.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,066.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	257,510.
4	Recoveries of amounts treated as qualifying distributions			4	10,000.
5	Add lines 3 and 4			5	267,510.
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	267,510.

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	252,236.
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	252,236.
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	252,236.

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				267,510.
2	Undistributed income, if any, as of the end of 2010:				
a	Enter amount for 2009 only			214,749.	
b	Total for prior years: 20___,20___,20___		NONE		
3	Excess distributions carryover, if any, to 2010:				
a	From 2005 ... NONE				
b	From 2006 ... NONE				
c	From 2007 ... NONE				
d	From 2008 ... NONE				
e	From 2009 ... NONE				
f	Total of lines 3a through e	NONE			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 252,236.				
a	Applied to 2009, but not more than line 2a			214,749.	
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				37,487.
e	Remaining amount distributed out of corpus	NONE			
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	NONE			
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				230,023.
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	NONE			
10	Analysis of line 9:				
a	Excess from 2006 ... NONE				
b	Excess from 2007 ... NONE				
c	Excess from 2008 ... NONE				
d	Excess from 2009 ... NONE				
e	Excess from 2010 ... NONE				

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 (a) 2010	Prior 3 years (b) 2009	(c) 2008	(d) 2007	(e) Total
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 13				
Total . . . . ▶ 3a				227,500.
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	113,581.	
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	92,486.	
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)				206,067.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . . 13 206,067.

(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 | Date 9/27/11 | Title Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN	Jeffrey E Kuhlin	09/21/2011		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					396.	
		50. MURPHY OIL CORP					11/03/2008	06/02/2010
		PROPERTY TYPE: SECURITIES						
2,547.00		2,588.00					-41.00	
		75. QUALCOMM INC					10/07/2008	06/02/2010
		PROPERTY TYPE: SECURITIES						
2,674.00		3,081.00					-407.00	
		410. BP AMOCO PLC-SPONS ADR					02/28/2008	06/09/2010
		PROPERTY TYPE: SECURITIES						
13,818.00		26,868.00					-13,050.00	
		130. AMGEN INC					06/30/2006	06/10/2010
		PROPERTY TYPE: SECURITIES						
7,008.00		8,571.00					-1,563.00	
		140. QUALCOMM INC					10/17/2008	06/10/2010
		PROPERTY TYPE: SECURITIES						
4,857.00		5,569.00					-712.00	
		90. ROCHE HOLDINGS LTD-SPONSORED ADR					02/03/2010	06/11/2010
		PROPERTY TYPE: SECURITIES						
3,079.00		3,792.00					-713.00	
		.5 HONG KONG & CHINA GAS-SP ADR					08/08/2006	06/14/2010
		PROPERTY TYPE: SECURITIES						
1.00		1.00						
		127000. U S TREAS BILLS 8/0					05/20/2010	06/17/2010
		PROPERTY TYPE: SECURITIES						
126,972.00		126,960.00					12.00	
		95. QUALCOMM INC					10/17/2008	06/21/2010
		PROPERTY TYPE: SECURITIES						
3,397.00		3,627.00					-230.00	
		145. MARRIOTT INTERNATIONAL-CL A					03/24/2009	06/25/2010
		PROPERTY TYPE: SECURITIES						
4,668.00		2,495.00					2,173.00	

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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)	
		101. ROBERT HALF INTL INC PROPERTY TYPE: SECURITIES					09/24/2008	06/25/2010
2,546.00		2,622.00					-76.00	
		34. ROBERT HALF INTL INC PROPERTY TYPE: SECURITIES					11/04/2008	06/28/2010
851.00		727.00					124.00	
		200. ANADARKO PETE CORP PROPERTY TYPE: SECURITIES					06/30/2006	07/01/2010
7,369.00		9,582.00					-2,213.00	
		119000. U.S. TREASURY NOTES 4.750% 5/1 PROPERTY TYPE: SECURITIES					03/25/2010	07/08/2010
134,024.00		131,216.00					2,808.00	
		185. QUALCOMM INC PROPERTY TYPE: SECURITIES					02/19/2009	07/12/2010
6,485.00		6,361.00					124.00	
		25. ROCHE HOLDINGS LTD-SPONSORED ADR PROPERTY TYPE: SECURITIES					02/03/2010	07/23/2010
812.00		1,053.00					-241.00	
		165. ROCHE HOLDINGS LTD-SPONSORED ADR PROPERTY TYPE: SECURITIES					09/23/2008	07/23/2010
5,359.00		6,806.00					-1,447.00	
		.5 BABCOCK & WILCOX CO NEW PROPERTY TYPE: SECURITIES					09/15/2008	08/10/2010
12.00		14.00					-2.00	
		177000. FEDL NATL MTG ASSN 2.125% 1/2 PROPERTY TYPE: SECURITIES					03/24/2010	08/11/2010
178,415.00		178,022.00					393.00	
		190. CITRIX SYS INC PROPERTY TYPE: SECURITIES					12/19/2008	08/19/2010
11,046.00		4,794.00					6,252.00	
		315. INTEL CORP PROPERTY TYPE: SECURITIES					08/08/2006	08/19/2010
5,981.00		5,640.00					341.00	

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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)	
		97000. U S TREASURY NOTES 4.875% 8/15 PROPERTY TYPE: SECURITIES					03/29/2010	08/20/2010
114,919.00		107,174.00					7,745.00	
		32000. U S TREASURY NOTES 4.875% 8/15 PROPERTY TYPE: SECURITIES					08/04/2009	08/20/2010
37,911.00		33,434.00					4,477.00	
		80. STATE ST CORP PROPERTY TYPE: SECURITIES					03/12/2008	08/24/2010
2,826.00		6,293.00					-3,467.00	
		335. STATE ST CORP PROPERTY TYPE: SECURITIES					04/08/2009	08/27/2010
11,843.00		22,287.00					-10,444.00	
		32. STATE ST CORP PROPERTY TYPE: SECURITIES					04/08/2009	08/30/2010
1,124.00		987.00					137.00	
		43. STATE ST CORP PROPERTY TYPE: SECURITIES					04/08/2009	08/31/2010
1,493.00		1,326.00					167.00	
		300. LASALLE HOTEL PPTYS PROPERTY TYPE: SECURITIES					04/01/2009	09/01/2010
6,359.00		2,581.00					3,778.00	
		80. STATE ST CORP PROPERTY TYPE: SECURITIES					04/08/2009	09/01/2010
2,856.00		2,468.00					388.00	
		99. LASALLE HOTEL PPTYS PROPERTY TYPE: SECURITIES					03/30/2009	09/02/2010
2,099.00		540.00					1,559.00	
		80. STATE ST CORP PROPERTY TYPE: SECURITIES					04/08/2009	09/02/2010
2,884.00		2,468.00					416.00	
		.7827 WEYERHAEUSER CO PROPERTY TYPE: SECURITIES					04/29/2008	09/02/2010
12.00		12.00						

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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)	
		4. TUTOR PERINI CORP PROPERTY TYPE: SECURITIES					09/18/2008	09/03/2010
79.00		92.00					-13.00	
		25000. FEDERAL HOME LN MTG 4.125% 9/27 PROPERTY TYPE: SECURITIES					12/15/2009	09/10/2010
27,264.00		26,944.00					320.00	
		137000. FEDERAL HOME LN MTG 4.125% 9/2 PROPERTY TYPE: SECURITIES					06/05/2009	09/10/2010
149,404.00		143,313.00					6,091.00	
		83. TUTOR PERINI CORP PROPERTY TYPE: SECURITIES					10/06/2008	09/10/2010
1,648.00		1,806.00					-158.00	
		15. AGCO CORP PROPERTY TYPE: SECURITIES					12/03/2009	09/21/2010
602.00		484.00					118.00	
		37. AGCO CORP PROPERTY TYPE: SECURITIES					12/03/2009	09/22/2010
1,474.00		1,193.00					281.00	
		28. AGCO CORP PROPERTY TYPE: SECURITIES					12/03/2009	09/23/2010
1,109.00		903.00					206.00	
		37. TUTOR PERINI CORP PROPERTY TYPE: SECURITIES					10/06/2008	09/23/2010
743.00		775.00					-32.00	
		95. AGCO CORP PROPERTY TYPE: SECURITIES					12/04/2009	09/24/2010
3,791.00		3,060.00					731.00	
		37. TUTOR PERINI CORP PROPERTY TYPE: SECURITIES					06/23/2009	09/24/2010
735.00		698.00					37.00	
		241000. U S TREAS NTS 1.875% 6/1 PROPERTY TYPE: SECURITIES					09/10/2010	09/24/2010
247,091.00		246,695.00					396.00	

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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)	
		42. TUTOR PERINI CORP PROPERTY TYPE: SECURITIES					06/24/2009	09/27/2010
834.00		756.00					78.00	
		205. ROCHE HOLDINGS LTD-SPONSORED ADR PROPERTY TYPE: SECURITIES					03/27/2009	09/28/2010
6,802.00		7,411.00					-609.00	
		40. TUTOR PERINI CORP PROPERTY TYPE: SECURITIES					06/24/2009	09/28/2010
794.00		719.00					75.00	
		27. TUTOR PERINI CORP PROPERTY TYPE: SECURITIES					06/25/2009	09/29/2010
537.00		485.00					52.00	
		195. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					02/28/2008	10/13/2010
3,241.00		9,081.00					-5,840.00	
		490. CHARMING SHOPPES INC PROPERTY TYPE: SECURITIES					06/30/2006	10/15/2010
1,716.00		5,522.00					-3,806.00	
		57. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					06/30/2006	10/15/2010
910.00		2,467.00					-1,557.00	
		55. AMAZON COM INC PROPERTY TYPE: SECURITIES					08/01/2006	10/18/2010
8,976.00		1,433.00					7,543.00	
		1155. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					12/10/2008	10/19/2010
13,654.00		21,834.00					-8,180.00	
		103. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					06/30/2006	10/20/2010
1,585.00		4,457.00					-2,872.00	
		70. NOVO NORDISK A S ADR PROPERTY TYPE: SECURITIES					06/30/2006	10/26/2010
7,066.00		2,227.00					4,839.00	

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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)	
		110. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					07/11/2006	10/28/2010
1,719.00		4,753.00					-3,034.00	
		110. BED BATH & BEYOND INC COM PROPERTY TYPE: SECURITIES					06/30/2006	11/02/2010
4,881.00		3,677.00					1,204.00	
		130. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					10/23/2008	11/03/2010
2,009.00		3,934.00					-1,925.00	
		105. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					11/04/2008	11/05/2010
1,683.00		2,642.00					-959.00	
		140. WAL-MART DE MEXICO SA-SP ADR PROPERTY TYPE: SECURITIES					08/08/2006	11/05/2010
3,802.00		2,275.00					1,527.00	
		140. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					11/21/2008	11/10/2010
2,264.00		3,010.00					-746.00	
		105. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					02/11/2009	11/15/2010
1,652.00		1,838.00					-186.00	
		105. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					02/11/2009	11/16/2010
1,623.00		1,783.00					-160.00	
		81000. U S TREASURY NOTES 3.625% 2/15 PROPERTY TYPE: SECURITIES					07/26/2010	11/16/2010
86,835.00		85,036.00					1,799.00	
		85. COCA COLA COMPANY PROPERTY TYPE: SECURITIES					07/11/2006	12/06/2010
5,464.00		3,693.00					1,771.00	
		340. JUNIPER NETWORK INC PROPERTY TYPE: SECURITIES					12/08/2008	12/06/2010
11,595.00		6,121.00					5,474.00	

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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)	
		280000. FEDL HOME LN MTG DISC 9/0					12/07/2010	12/09/2010
		PROPERTY TYPE: SECURITIES						
279,269.00		279,275.00					-6.00	
		175. ABBOTT LABS					08/17/2007	12/10/2010
		PROPERTY TYPE: SECURITIES						
8,305.00		7,941.00					364.00	
		386. WEATHERFORD INT LTD COM USD1.00					06/30/2006	12/10/2010
		PROPERTY TYPE: SECURITIES						
7,990.00		9,610.00					-1,620.00	
		1054. WEATHERFORD INT LTD COM USD1.00					10/17/2008	12/13/2010
		PROPERTY TYPE: SECURITIES						
21,850.00		22,894.00					-1,044.00	
		95. AMGEN INC					06/30/2006	12/14/2010
		PROPERTY TYPE: SECURITIES						
5,322.00		6,263.00					-941.00	
		355. INTEL CORP					08/08/2006	01/06/2011
		PROPERTY TYPE: SECURITIES						
7,342.00		6,163.00					1,179.00	
		115. SCHLUMBERGER LTD					08/24/2010	01/13/2011
		PROPERTY TYPE: SECURITIES						
9,730.00		6,560.00					3,170.00	
		9000. FEDERAL HOME LN MTG 4.125% 9/27/					12/08/2010	01/14/2011
		PROPERTY TYPE: SECURITIES						
9,746.00		9,753.00					-7.00	
		119000. FEDERAL HOME LN MTG 4.125% 9/2					11/13/2008	01/14/2011
		PROPERTY TYPE: SECURITIES						
128,864.00		121,757.00					7,107.00	
		35. APACHE CORP					11/29/2010	01/28/2011
		PROPERTY TYPE: SECURITIES						
3,915.00		3,692.00					223.00	
		55. NESTLE S A SPONSORED ADR REPSTG REG					06/30/2006	01/28/2011
		PROPERTY TYPE: SECURITIES						
2,995.00		1,720.00					1,275.00	

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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)	
		40. BERKSHIRE HATHAWAY INC-CL B PROPERTY TYPE: SECURITIES					03/05/2009	02/02/2011
3,313.00		1,846.00					1,467.00	
		215. DIRECTV COM USD0.01 CLASS 'A' PROPERTY TYPE: SECURITIES					04/24/2007	02/10/2011
9,353.00		4,767.00					4,586.00	
		660. NVIDIA CORP 00 PROPERTY TYPE: SECURITIES					07/09/2008	02/10/2011
15,087.00		13,153.00					1,934.00	
		405. GENZYME CORP PROPERTY TYPE: SECURITIES					05/13/2008	02/17/2011
30,501.00		25,065.00					5,436.00	
		95. BERKSHIRE HATHAWAY INC-CL B PROPERTY TYPE: SECURITIES					03/05/2009	02/24/2011
7,903.00		4,385.00					3,518.00	
		20. FIRST SOLAR INC PROPERTY TYPE: SECURITIES					11/18/2010	02/25/2011
3,167.00		2,481.00					686.00	
		140. JUNIPER NETWORK INC PROPERTY TYPE: SECURITIES					12/08/2008	02/25/2011
6,126.00		2,395.00					3,731.00	
		45. METTLER-TOLEDO INTL INC PROPERTY TYPE: SECURITIES					06/30/2006	02/28/2011
7,726.00		2,740.00					4,986.00	
		735. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES					07/23/2008	03/07/2011
26,115.00		21,119.00					4,996.00	
		70. BED BATH & BEYOND INC COM PROPERTY TYPE: SECURITIES					06/30/2006	03/10/2011
3,208.00		2,340.00					868.00	
		65. JUNIPER NETWORK INC PROPERTY TYPE: SECURITIES					12/08/2008	03/10/2011
2,734.00		1,112.00					1,622.00	

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)	
		1040. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES					11/24/2008	03/10/2011
35,811.00		20,091.00					15,720.00	
		73. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES					09/03/2010	03/11/2011
2,119.00		1,893.00					226.00	
		223. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES					09/03/2010	03/14/2011
6,422.00		5,544.00					878.00	
		229. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES					08/30/2010	03/15/2011
6,595.00		5,598.00					997.00	
		1055. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					10/31/2006	03/16/2011
8,365.00		20,674.00					-12,309.00	
		41. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES					08/26/2010	03/17/2011
1,181.00		993.00					188.00	
		110. NASDAQ OMX GROUP INC PROPERTY TYPE: SECURITIES					05/08/2008	03/17/2011
2,705.00		4,352.00					-1,647.00	
		324. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES					08/31/2010	03/18/2011
9,378.00		7,832.00					1,546.00	
		170. TEVA PHARMACEUTICAL INDS ADR PROPERTY TYPE: SECURITIES					08/04/2005	03/25/2011
8,537.00		6,412.00					2,125.00	
		25. FIRST SOLAR INC PROPERTY TYPE: SECURITIES					11/18/2010	03/28/2011
3,851.00		3,101.00					750.00	
		29000. FEDERAL HOME LN MTG CORP DTD 01 PROPERTY TYPE: SECURITIES					03/10/2011	03/30/2011
30,245.00		30,718.00					-473.00	

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)	
		157000. FEDERAL HOME LN MTG CORP DTD 0 PROPERTY TYPE: SECURITIES					12/15/2009	03/30/2011
163,738.00		162,986.00					752.00	
		175. GLAXO WELLCOME PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					02/02/2010	03/31/2011
6,768.00		8,905.00					-2,137.00	
		130. LIBERTY GLOBAL INC COM SER A PROPERTY TYPE: SECURITIES					06/30/2006	03/31/2011
5,376.00		2,773.00					2,603.00	
		470. NEWS CORP PROPERTY TYPE: SECURITIES					09/14/2006	03/31/2011
8,730.00		9,287.00					-557.00	
		120. SAP AG-SPONSORED ADR PROPERTY TYPE: SECURITIES					10/17/2006	03/31/2011
7,373.00		6,199.00					1,174.00	
		300. MADISON SQUARE GARDEN COMPANY PROPERTY TYPE: SECURITIES					11/12/2008	04/01/2011
8,133.00		4,164.00					3,969.00	
		13. FIRST SOLAR INC PROPERTY TYPE: SECURITIES					12/01/2008	04/05/2011
1,998.00		1,493.00					505.00	
		7. FIRST SOLAR INC PROPERTY TYPE: SECURITIES					12/01/2008	04/06/2011
1,054.00		804.00					250.00	
		30. AMAZON COM INC PROPERTY TYPE: SECURITIES					08/01/2006	04/26/2011
5,491.00		781.00					4,710.00	
		1040. LAWSON SOFTWARE INC NEW PROPERTY TYPE: SECURITIES					01/07/2009	04/26/2011
11,551.00		5,976.00					5,575.00	
		80. FIRST SOLAR INC PROPERTY TYPE: SECURITIES					12/01/2008	04/29/2011
11,305.00		9,186.00					2,119.00	

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

Kind of Property Gross sale price less expenses of sale	Depreciation allowed/ allowable	Description Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	P or D	Date acquired Gain or (loss)	Date sold
		183000. FED HOME LN MTG CORP 4.500% 1/1 PROPERTY TYPE: SECURITIES					04/08/2011	05/05/2011
195,287.00		199,015.00					-3,728.00	
		1. BAKER HUGHES INC PROPERTY TYPE: SECURITIES					06/30/2006	05/13/2011
70.00		82.00					-12.00	
		88. HALLIBURTON CO PROPERTY TYPE: SECURITIES					08/12/2008	05/13/2011
4,050.00		3,784.00					266.00	
		130. AKAMAI TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					03/18/2011	05/17/2011
4,168.00		4,686.00					-518.00	
		95. AKAMAI TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					08/18/2009	05/17/2011
3,046.00		1,669.00					1,377.00	
		95. BERKSHIRE HATHAWAY INC-CL B PROPERTY TYPE: SECURITIES					03/05/2009	05/17/2011
7,503.00		4,385.00					3,118.00	
		350. NVIDIA CORP 00 PROPERTY TYPE: SECURITIES					10/24/2008	05/17/2011
6,071.00		4,146.00					1,925.00	
		85. CARNIVAL CORP PAIRED CTF 1 COM CARNI PROPERTY TYPE: SECURITIES					06/29/2010	05/18/2011
3,417.00		2,708.00					709.00	
		375. CARNIVAL CORP PAIRED CTF 1 COM CARN PROPERTY TYPE: SECURITIES					04/20/2009	05/18/2011
15,075.00		9,347.00					5,728.00	
		717. HALLIBURTON CO PROPERTY TYPE: SECURITIES					12/31/2009	05/18/2011
33,752.00		17,138.00					16,614.00	
		177000. U S TREAS NTS 3.000% 2/2 PROPERTY TYPE: SECURITIES					09/10/2010	05/25/2011
186,085.00		188,726.00					-2,641.00	

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)	
		115. COCA COLA COMPANY PROPERTY TYPE: SECURITIES					06/30/2006	05/26/2011
7,662.00		4,991.00					2,671.00	
		110. LIBERTY MEDIA CORP NEW PROPERTY TYPE: SECURITIES					06/15/2007	05/31/2011
8,402.00		2,474.00					5,928.00	
TOTAL GAIN(LOSS)							101,080.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		113,581.	129,255.
	TOTAL	113,581.	129,255.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CITI TRUST IM FEES	49,472.	24,736.	24,736.
TOTALS	49,472.	24,736.	24,736.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2,022.	2,022.
FED EXCISE TAX BD	1,762.	
FED EXCISE TAX EST	1,120.	
TOTALS	4,904.	2,022.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADR FOREIGN FEES	265.	265.
TOTALS	265.	265.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENTS	C	4,399,704.	4,527,522.	5,458,231.
TOTALS		4,399,704.	4,527,522.	5,458,231.

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

DESCRIPTION	AMOUNT
CARRYING VALUE ADJ/TEVA PHARMACEUTICALS	6,412.
CARRYING VALUE ADJ/WEYERHAEUSER CO	16,143.
RECOVERY/GERALD ADAMS SCHOOL-THE SUNSHINE FD	10,000.
TOTAL	32,555.

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

DESCRIPTION		AMOUNT
ADJ/ACCRUED INTEREST		1,090.
WASH SALE/WEYERHAEUSER CO		38.
	TOTAL	1,128.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
FL

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

NAME: CITIBANK, 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:
JAMES WOODRUFF III
ADDRESS:
711 SHORE ROAD
VERO BEACH, FL 32963
TITLE:
TRUSTEE, AS REQ'D

OFFICER NAME:
THOMAS WOODRUFF
ADDRESS:
620 SOUTHARD STREET
KEY WEST, FL 33040
TITLE:
TRUSTEE, AS REQ'D

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES
==

EMPLOYEE NAME:
NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

NAME:
NONE

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

RECIPIENT NAME:
SEE ATTACHED STATEMENTS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 227,500.

TOTAL GRANTS PAID: 227,500.

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: 39-407052574028 J.A. & H.G. WOODRUFF JR.

Employer identification number: 65-6246750

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**	15,855.
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**	15,855.

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			396.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	**6b**	84,829.
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**	85,225.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

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			15,855.
14 **Net long-term gain or (loss):**				
a Total for year	14a			85,225.
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			101,080.

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: 39-407052574028 J.A. & H.G. WOODRUFF JR.

Employer identification number: 65-6246750

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 90. ROCHE HOLDINGS LTD-SPONSORED ADR	02/03/2010	06/11/2010	3,079.00	3,792.00	-713.00
127000. U S TREAS BILLS 8/05/10	05/20/2010	06/17/2010	126,972.00	126,960.00	12.00
119000. U.S. TREASURY NOTES 4.750% 5/15/14	03/25/2010	07/08/2010	134,024.00	131,216.00	2,808.00
25. ROCHE HOLDINGS LTD-SPONSORED ADR	02/03/2010	07/23/2010	812.00	1,053.00	-241.00
177000. FEDL NATL MTG ASSN 2.125% 1/25/13	03/24/2010	08/11/2010	178,415.00	178,022.00	393.00
97000. U S TREASURY NOTES 4.875% 8/15/16	03/29/2010	08/20/2010	114,919.00	107,174.00	7,745.00
25000. FEDERAL HOME LN MTG 4.125% 9/27/13	12/15/2009	09/10/2010	27,264.00	26,944.00	320.00
15. AGCO CORP	12/03/2009	09/21/2010	602.00	484.00	118.00
37. AGCO CORP	12/03/2009	09/22/2010	1,474.00	1,193.00	281.00
28. AGCO CORP	12/03/2009	09/23/2010	1,109.00	903.00	206.00
95. AGCO CORP	12/04/2009	09/24/2010	3,791.00	3,060.00	731.00
241000. U S TREAS NTS 1.875% 6/15/12	09/10/2010	09/24/2010	247,091.00	246,695.00	396.00
81000. U S TREASURY NOTES 3.625% 2/15/20	07/26/2010	11/16/2010	86,835.00	85,036.00	1,799.00
280000. FEDL HOME LN MTG DISC 9/08/11	12/07/2010	12/09/2010	279,269.00	279,275.00	-6.00
115. SCHLUMBERGER LTD	08/24/2010	01/13/2011	9,730.00	6,560.00	3,170.00
9000. FEDERAL HOME LN MTG 4.125% 9/27/13	12/08/2010	01/14/2011	9,746.00	9,753.00	-7.00
35. APACHE CORP	11/29/2010	01/28/2011	3,915.00	3,692.00	223.00
20. FIRST SOLAR INC	11/18/2010	02/25/2011	3,167.00	2,481.00	686.00
73. BANK OF NEW YORK MELLON CORP	09/03/2010	03/11/2011	2,119.00	1,893.00	226.00
223. BANK OF NEW YORK MELLON CORP	09/03/2010	03/14/2011	6,422.00	5,544.00	878.00
229. BANK OF NEW YORK MELLON CORP	08/30/2010	03/15/2011	6,595.00	5,598.00	997.00
41. BANK OF NEW YORK MELLON CORP	08/26/2010	03/17/2011	1,181.00	993.00	188.00
324. BANK OF NEW YORK MELLON CORP	08/31/2010	03/18/2011	9,378.00	7,832.00	1,546.00
25. FIRST SOLAR INC	11/18/2010	03/28/2011	3,851.00	3,101.00	750.00

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: 39-407052574028 J.A. & H.G. WOODRUFF JR.

Employer identification number: 65-6246750

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 29000. FEDERAL HOME LN MTG CORP DTD 01/14/02	03/10/2011	03/30/2011	30,245.00	30,718.00	-473.00
183000. FED HOME LN MTG CORP 4.500% 1/15/13	04/08/2011	05/05/2011	195,287.00	199,015.00	-3,728.00
130. AKAMAI TECHNOLOGIES INC	03/18/2011	05/17/2011	4,168.00	4,686.00	-518.00
85. CARNIVAL CORP PAIRED CTF 1 COM CARNI	06/29/2010	05/18/2011	3,417.00	2,708.00	709.00
177000. U S TREAS NTS 3.000% 2/28/17	09/10/2010	05/25/2011	186,085.00	188,726.00	-2,641.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 15,855.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
39-407052574028 J.A. & H.G. WOODRUFF JR.

Employer identification number
65-6246750

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. MURPHY OIL CORP	11/03/2008	06/02/2010	2,547.00	2,588.00	-41.00
75. QUALCOMM INC	10/07/2008	06/02/2010	2,674.00	3,081.00	-407.00
410. BP AMOCO PLC-SPONS ADR	02/28/2008	06/09/2010	13,818.00	26,868.00	-13,050.00
130. AMGEN INC	06/30/2006	06/10/2010	7,008.00	8,571.00	-1,563.00
140. QUALCOMM INC	10/17/2008	06/10/2010	4,857.00	5,569.00	-712.00
.5 HONG KONG & CHINA GAS-SP ADR	08/08/2006	06/14/2010	1.00	1.00	
95. QUALCOMM INC	10/17/2008	06/21/2010	3,397.00	3,627.00	-230.00
145. MARRIOTT INTERNATIONAL-CL A	03/24/2009	06/25/2010	4,668.00	2,495.00	2,173.00
101. ROBERT HALF INTL INC	09/24/2008	06/25/2010	2,546.00	2,622.00	-76.00
34. ROBERT HALF INTL INC	11/04/2008	06/28/2010	851.00	727.00	124.00
200. ANADARKO PETE CORP	06/30/2006	07/01/2010	7,369.00	9,582.00	-2,213.00
185. QUALCOMM INC	02/19/2009	07/12/2010	6,485.00	6,361.00	124.00
165. ROCHE HOLDINGS LTD-SPONSORED ADR	09/23/2008	07/23/2010	5,359.00	6,806.00	-1,447.00
.5 BABCOCK & WILCOX CO NEW	09/15/2008	08/10/2010	12.00	14.00	-2.00
190. CITRIX SYS INC	12/19/2008	08/19/2010	11,046.00	4,794.00	6,252.00
315. INTEL CORP	08/08/2006	08/19/2010	5,981.00	5,640.00	341.00
32000. U S TREASURY NOTES 4.875% 8/15/16	08/04/2009	08/20/2010	37,911.00	33,434.00	4,477.00
80. STATE ST CORP	03/12/2008	08/24/2010	2,826.00	6,293.00	-3,467.00
335. STATE ST CORP	04/08/2009	08/27/2010	11,843.00	22,287.00	-10,444.00
32. STATE ST CORP	04/08/2009	08/30/2010	1,124.00	987.00	137.00
43. STATE ST CORP	04/08/2009	08/31/2010	1,493.00	1,326.00	167.00
300. LASALLE HOTEL PPTYS	04/01/2009	09/01/2010	6,359.00	2,581.00	3,778.00
80. STATE ST CORP	04/08/2009	09/01/2010	2,856.00	2,468.00	388.00
99. LASALLE HOTEL PPTYS	03/30/2009	09/02/2010	2,099.00	540.00	1,559.00
80. STATE ST CORP	04/08/2009	09/02/2010	2,884.00	2,468.00	416.00

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: 39-407052574028 J.A. & H.G. WOODRUFF JR.

Employer identification number: 65-6246750

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 .7827 WEYERHAEUSER CO	04/29/2008	09/02/2010	12.00	12.00	
4. TUTOR PERINI CORP	09/18/2008	09/03/2010	79.00	92.00	-13.00
137000. FEDERAL HOME LN MTG 4.125% 9/27/13	06/05/2009	09/10/2010	149,404.00	143,313.00	6,091.00
83. TUTOR PERINI CORP	10/06/2008	09/10/2010	1,648.00	1,806.00	-158.00
37. TUTOR PERINI CORP	10/06/2008	09/23/2010	743.00	775.00	-32.00
37. TUTOR PERINI CORP	06/23/2009	09/24/2010	735.00	698.00	37.00
42. TUTOR PERINI CORP	06/24/2009	09/27/2010	834.00	756.00	78.00
205. ROCHE HOLDINGS LTD-SPONSORED ADR	03/27/2009	09/28/2010	6,802.00	7,411.00	-609.00
40. TUTOR PERINI CORP	06/24/2009	09/28/2010	794.00	719.00	75.00
27. TUTOR PERINI CORP	06/25/2009	09/29/2010	537.00	485.00	52.00
195. ELECTRONIC ARTS	02/28/2008	10/13/2010	3,241.00	9,081.00	-5,840.00
490. CHARMING SHOPPES INC	06/30/2006	10/15/2010	1,716.00	5,522.00	-3,806.00
57. ELECTRONIC ARTS	06/30/2006	10/15/2010	910.00	2,467.00	-1,557.00
55. AMAZON COM INC	08/01/2006	10/18/2010	8,976.00	1,433.00	7,543.00
1155. BANK OF AMERICA CORP	12/10/2008	10/19/2010	13,654.00	21,834.00	-8,180.00
103. ELECTRONIC ARTS	06/30/2006	10/20/2010	1,585.00	4,457.00	-2,872.00
70. NOVO NORDISK A S ADR	06/30/2006	10/26/2010	7,066.00	2,227.00	4,839.00
110. ELECTRONIC ARTS	07/11/2006	10/28/2010	1,719.00	4,753.00	-3,034.00
110. BED BATH & BEYOND INC COM	06/30/2006	11/02/2010	4,881.00	3,677.00	1,204.00
130. ELECTRONIC ARTS	10/23/2008	11/03/2010	2,009.00	3,934.00	-1,925.00
105. ELECTRONIC ARTS	11/04/2008	11/05/2010	1,683.00	2,642.00	-959.00
140. WAL-MART DE MEXICO SA-SP ADR	08/08/2006	11/05/2010	3,802.00	2,275.00	1,527.00
140. ELECTRONIC ARTS	11/21/2008	11/10/2010	2,264.00	3,010.00	-746.00
105. ELECTRONIC ARTS	02/11/2009	11/15/2010	1,652.00	1,838.00	-186.00
105. ELECTRONIC ARTS	02/11/2009	11/16/2010	1,623.00	1,783.00	-160.00

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
39-407052574028 J.A. & H.G. WOODRUFF JR.	65-6246750

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 85. COCA COLA COMPANY	07/11/2006	12/06/2010	5,464.00	3,693.00	1,771.00
340. JUNIPER NETWORK INC	12/08/2008	12/06/2010	11,595.00	6,121.00	5,474.00
175. ABBOTT LABS	08/17/2007	12/10/2010	8,305.00	7,941.00	364.00
386. WEATHERFORD INT LTD COM USD1.00	06/30/2006	12/10/2010	7,990.00	9,610.00	-1,620.00
1054. WEATHERFORD INT LTD COM USD1.00	10/17/2008	12/13/2010	21,850.00	22,894.00	-1,044.00
95. AMGEN INC	06/30/2006	12/14/2010	5,322.00	6,263.00	-941.00
355. INTEL CORP	08/08/2006	01/06/2011	7,342.00	6,163.00	1,179.00
119000. FEDERAL HOME LN MTG 4.125% 9/27/13	11/13/2008	01/14/2011	128,864.00	121,757.00	7,107.00
55. NESTLE S A SPONSORED ADR REPSTG REG SH	06/30/2006	01/28/2011	2,995.00	1,720.00	1,275.00
40. BERKSHIRE HATHAWAY INC-CL B	03/05/2009	02/02/2011	3,313.00	1,846.00	1,467.00
215. DIRECTV COM USD0.01 CLASS 'A'	04/24/2007	02/10/2011	9,353.00	4,767.00	4,586.00
660. NVIDIA CORP 00	07/09/2008	02/10/2011	15,087.00	13,153.00	1,934.00
405. GENZYME CORP	05/13/2008	02/17/2011	30,501.00	25,065.00	5,436.00
95. BERKSHIRE HATHAWAY INC-CL B	03/05/2009	02/24/2011	7,903.00	4,385.00	3,518.00
140. JUNIPER NETWORK INC	12/08/2008	02/25/2011	6,126.00	2,395.00	3,731.00
45. METTLER-TOLEDO INTL INC	06/30/2006	02/28/2011	7,726.00	2,740.00	4,986.00
735. TEXAS INSTRS INC	07/23/2008	03/07/2011	26,115.00	21,119.00	4,996.00
70. BED BATH & BEYOND INC COM	06/30/2006	03/10/2011	3,208.00	2,340.00	868.00
65. JUNIPER NETWORK INC	12/08/2008	03/10/2011	2,734.00	1,112.00	1,622.00
1040. TEXAS INSTRS INC	11/24/2008	03/10/2011	35,811.00	20,091.00	15,720.00
1055. NOKIA CORP SPONSORED ADR	10/31/2006	03/16/2011	8,365.00	20,674.00	-12,309.00
110. NASDAQ OMX GROUP INC	05/08/2008	03/17/2011	2,705.00	4,352.00	-1,647.00
170. TEVA PHARMACEUTICAL INDS ADR	08/04/2005	03/25/2011	8,537.00	6,412.00	2,125.00
157000. FEDERAL HOME LN MTG CORP DTD 01/14/02	12/15/2009	03/30/2011	163,738.00	162,986.00	752.00
175. GLAXO WELLCOME PLC SPONSORED ADR	02/02/2010	03/31/2011	6,768.00	8,905.00	-2,137.00

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: 39-407052574028 J.A. & H.G. WOODRUFF JR.

Employer identification number: 65-6246750

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 130. LIBERTY GLOBAL INC COM SER A	06/30/2006	03/31/2011	5,376.00	2,773.00	2,603.00
470. NEWS CORP	09/14/2006	03/31/2011	8,730.00	9,287.00	-557.00
120. SAP AG-SPONSORED ADR	10/17/2006	03/31/2011	7,373.00	6,199.00	1,174.00
300. MADISON SQUARE GARDEN COMPANY	11/12/2008	04/01/2011	8,133.00	4,164.00	3,969.00
13. FIRST SOLAR INC	12/01/2008	04/05/2011	1,998.00	1,493.00	505.00
7. FIRST SOLAR INC	12/01/2008	04/06/2011	1,054.00	804.00	250.00
30. AMAZON COM INC	08/01/2006	04/26/2011	5,491.00	781.00	4,710.00
1040. LAWSON SOFTWARE INC NEW	01/07/2009	04/26/2011	11,551.00	5,976.00	5,575.00
80. FIRST SOLAR INC	12/01/2008	04/29/2011	11,305.00	9,186.00	2,119.00
1. BAKER HUGHES INC	06/30/2006	05/13/2011	70.00	82.00	-12.00
88. HALLIBURTON CO	08/12/2008	05/13/2011	4,050.00	3,784.00	266.00
95. AKAMAI TECHNOLOGIES INC	08/18/2009	05/17/2011	3,046.00	1,669.00	1,377.00
95. BERKSHIRE HATHAWAY INC-CL B	03/05/2009	05/17/2011	7,503.00	4,385.00	3,118.00
350. NVIDIA CORP 00	10/24/2008	05/17/2011	6,071.00	4,146.00	1,925.00
375. CARNIVAL CORP PAIRED CTF 1 COM CARNI	04/20/2009	05/18/2011	15,075.00	9,347.00	5,728.00
717. HALLIBURTON CO	12/31/2009	05/18/2011	33,752.00	17,138.00	16,614.00
115. COCA COLA COMPANY	06/30/2006	05/26/2011	7,662.00	4,991.00	2,671.00
110. LIBERTY MEDIA CORP NEW	06/15/2007	05/31/2011	8,402.00	2,474.00	5,928.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 84,829.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
WEYERHAEUSER CO	396.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		396.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		396.00

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.

102 CHARITABLE DEDUCTION - CURRENT INCOME

06/04/10 CASH DISBURSEMENT 10000 00 1006000019
CHARITABLE DIST FROM PRIN **REVERSAL STOP**
9 GRANT-WOODRUFF FDTN- 5K FOR THE SUNSHINE FUND **CHANGED** 09/20/11 CXG
STOP PAYMENT
CHECK NEVER RECEIVED
FOR 65-6246750
PAID TO·
GERALD ADAMS SCHOOL
TR TRAN#=ES000120000001 TR CD=071 REG=0 PORT=PRIN
I **RECOVERY FROM 5/5/2010. (CXG 09/20/11)**

06/07/10 CASH DISBURSEMENT -10000 00 1006000023
CHARITABLE DIST FROM PRIN **REVERSAL STOP**
9 GRANT - WOODRUFF FDTN-5K FOR THE SUNSHINE FUND **CHANGED** 01/13/11 CXG
5K FOR THE GRACE KEY WILLIS PRINCIPAL AWARD
PROGRAM
FOR 65-6246750
PAID TO.
GERALD ADAMS SCHOOL
TR TRAN#=ES000136000010 TR CD=071 REG=0 PORT=PRIN

07/01/10 CASH DISBURSEMENT 10000 00 1007000003
CHARITABLE DIST FROM PRIN **REVERSAL STOP**
9 GRANT - WOODRUFF FDTN-5K FOR THE SUNSHINE FUND **CHANGED** 01/13/11 CXG
STOP PAYMENT
NOT RECEIVED
FOR: 65-6246750
PAID TO:
GERALD ADAMS SCHOOL
TR TRAN#=ES000031000003 TR CD=071 REG=0 PORT=PRIN

07/02/10 CASH DISBURSEMENT -10000 00 -10000 00 1007000009
CHARITABLE DIST FROM PRIN **CHANGED** 01/13/11 CXG
9 GRANT - WOODRUFF FDTN-5K FOR THE SUNSHINE FUND
5K FOR THE GRACE KEY WILLIS PRINCIPAL AWARD
PROGRAM
FOR. 65-6246750
PAID TO:
GERALD ADAMS SCHOOL
TR TRAN#=ES000038000007 TR CD=071 REG=0 PORT=PRIN

10/13/10 CASH DISBURSEMENT -5000 00 -5000 00 1010000023

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102	**CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)** CHARITABLE DIST FROM PRIN 9 GRANT-WOODRUFF FDTN FUNDING FOR JEBEL BARKAL DIG NOV 4TH FOR· 65-6246750 PAID TO JEBEL BARKLE FUND, MNCAAA TR TRAN#=ES000217000004 TR CD=071 REG=0 PORT=PRIN				**CHANGED** 01/13/11 CXG
02/16/11	CASH DISBURSEMENT CHARITABLE DIST FROM INCO 9 GRANT FOR NORTH AMERICA GOODPITCH PER REQUEST DATED 2/16/11 FOR 65-6246750 PAID TO· WORKING FILMS 802 S FIFTH AVENUE WILMINGTON, NC 28401 TR TRAN#=ES000346000001 TR CD=072 REG=0 PORT=INC	-25000 00	-25000 00		1102000044 **CHANGED** 05/25/11 CXG
03/21/11	CASH DISBURSEMENT CHARITABLE DIST FROM INCO 9 GRANT FOR THE BULLY PROJECT PER REQUEST DTD 3/21 FOR 65-6246750 PAID TO BECAUSE FOUNDATION 730 W RANDOLPH ST #300 CHICAGO, IL 60661 TR TRAN#=ES000417000018 TR CD=072 REG=0 PORT=INC	-10000 00	-10000 00		1103000064 **CHANGED** 05/25/11 CXG
04/29/11	CASH DISBURSEMENT CHARITABLE DIST FROM INCO 9 GRANT FOR ARTS & CRAFTS SUPPLIES & EQUIPMENT FOR. 65-6246750 PAID TO M A R C INC P O BOX 428 KEY WEST, FL 33040 TR TRAN#=ES000600000020 TR CD=072 REG=0 PORT=INC	-5000 00	-5000 00		1104000062 **CHANGED** 05/25/11 CXG
04/29/11	CASH DISBURSEMENT CHARITABLE DIST FROM INCO 9 GRANT FOR ARTS & CRAFTS SUPPLIES & SPORTS EQUIPMENT FOR 65-6246750 PAID TO CAMP BOGGY CREEK 30500 BRANTLEY BRANCH ROAD EUSTIS, FL 32736 TR TRAN#=ES000600000021 TR CD=072 REG=0 PORT=INC	-5000 00	-5000 00		1104000063 **CHANGED** 05/25/11 CXG
04/29/11	CASH DISBURSEMENT CHARITABLE DIST FROM INCO 9 A GIFT FROM PEARL EPSTEIN MADE POSSIBLE BY THE J A AND H G WOODRUFF CHARITABLE TRUST FOR 65-6246750 PAID TO MORIKAMI MUSEUM & GARDEN 4000 MORIKAMI PARK ROAD DELRAY BEACH, FL 33446 TR TRAN#=ES000600000023 TR CD=072 REG=0 PORT=INC	-5000 00	-5000 00		1104000064 **CHANGED** 05/25/11 CXG
04/29/11	CASH DISBURSEMENT CHARITABLE DIST FROM INCO 9 GRANT FOR FUNDING OF ONGOING PROJECTS FOR 65-6246750 PAID TO UNDERSTANDING GOVERNMENT 1312 18TH STREET NW #510 WASHINGTON, DC 20036 TR TRAN#=ES000600000019 TR CD=072 REG=0 PORT=INC	-10000 00	-10000 00		1104000061 **CHANGED** 05/25/11 CXG
04/29/11	CASH DISBURSEMENT CHARITABLE DIST FROM INCO 9 GRANT FOR MAINTAINING PROGRAMS THE J A AND H.G WOODRUFF CHARITABLE TRUST FOR 65-6246750 PAID TO BOYS & GIRLS CLUBS OF ATHENS 705 FOURTH STREET ATHENS, GA 30601 TR TRAN#=ES000600000025 TR CD=072 REG=0 PORT=INC	-5000 00	-5000 00		1104000065 **CHANGED** 05/25/11 CXG
05/10/11	CASH DISBURSEMENT CHARITABLE DIST FROM INCO 9 CHALLENGE GRANT FOR SPRING DRIVE FOR. 65-6246750 PAID TO WITNESS 80 HANSON PLACE 5TH FLOOR BROOKLYN, NY 11217 TR TRAN#=ES000179000026 TR CD=072 REG=0 PORT=INC	-40000 00	-40000 00		1105000030

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102	**CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)**				
05/10/11	CASH DISBURSEMENT CHARITABLE DIST FROM INCO 9 GRANT FOR CAPITAL CAMPAIGN ARRANGED BY DANA & MICHAEL MCCLURE FOR 65-6246750 PAID TO. THE STUDIOS OF KEY WEST 600 WHITE STREET KEY WEST, FL 33040 TR TRAN#=ES000179000029 TR CD=072 REG=0 PORT=INC	-5000 00	-5000 00		1105000032
05/10/11	CASH DISBURSEMENT CHARITABLE DIST FROM INCO 9 GRANT FOR ANNUAL ART COMPETITION FOR 65-6246750 PAID TO FRIENDS OF THE STATE BOTANICAL GARDEN OF GEORGIA 2450 S MILLEDGE AVENUE ATHENS, GA 30605 TR TRAN#=ES000179000031 TR CD=072 REG=0 PORT=INC	-6000 00	-6000 00		1105000033
05/10/11	CASH DISBURSEMENT CHARITABLE DIST FROM INCO 9 GRANT FOR ARTWORKS PROGRAM ARRANGED BY ARLEEN RICHETER & JULIE MEYER FOR 65-6246750 PAID TO LEARNING LEADERS, INC 80 MADIDEN LANE 11TH FLOOR # 1100 NEW YORK, NY 10038 TR TRAN#=ES000179000027 TR CD=072 REG=0 PORT=INC	-5000 00	-5000 00		1105000031
05/10/11	CASH DISBURSEMENT CHARITABLE DIST FROM INCO 9 GRANT FOR ONGOING PROGRAMS GIFT ARRANGED BY R BRESLIN & P PECORARO FOR 65-6246750 PAID TO SOBE INSTITUTE OF THE ARTS 2100 WASHINGTON AVENUE MIAMI BEACH, FL 33139 TR TRAN#=ES000179000032 TR CD=072 REG=0 PORT=INC	-1500 00	-1500 00		1105000034
05/10/11	CASH DISBURSEMENT CHARITABLE DIST FROM INCO 9 GRANT FOR VOLUNTEER SUPPORT ($15000) D F P ($15000) AND HUMAN RIGHTS PANEL ($10000) FOR 65-6246750 PAID TO. SUNDANCE INSTITUTE P O. BOX 684429 PARK CITY, UT 84068 TR TRAN#=ES000179000035 TR CD=072 REG=0 PORT=INC	-40000 00	-40000 00		1105000035
05/10/11	CASH DISBURSEMENT CHARITABLE DIST FROM INCO 9 GRANT FOR RICKS CURRICULUM DEVELOPMENT FOR 65-6246750 PAID TO UNIVERSITY OF DENVER 2040 S YORK STREET DENVER, CO 80208 TR TRAN#=ES000179000037 TR CD=072 REG=0 PORT=INC	-45000 00	-45000 00		1105000036
05/10/11	CASH DISBURSEMENT CHARITABLE DIST FROM INCO 9 A GIFT ARRANGED BY TONY SZWED FOR 65-6246750 PAID TO HOLCOMBE-JIMISON FARMSTEAD 1605 DANIEL BRAY HWY LAMBERTVILLE, NJ 08530 TR TRAN#=ES000179000038 TR CD=072 REG=0 PORT=INC .	-2500 00	-2500 00		1105000037
05/10/11	CASH DISBURSEMENT CHARITABLE DIST FROM INCO 9 A GIFT ARRANGED BY TONY SZWED FOR· 65-6246750 PAID TO· FISHERMAN'S MARK 89 N MAIN STREET LAMBERTVILLE, NJ 08530 TR TRAN#=ES000179000039 TR CD=072 REG=0 PORT=INC	-2500 00	-2500 00		1105000038

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102	**CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)**				
	TOTAL CODE 102 - CHARITABLE DEDUCTION - CURRENT INCOME	-227500.00	-212500.00	-5000 00	

Statement of Value and Activity

May 1, 2011 - May 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	289,000.00	$293,470.83	$293,174.04	$296.79	$3,973.75	5.30%
U S Treasury Notes 4.875% 8/15/16 CUSIP: 912828FQ8	130,000.00	$150,464.60	$134,212.86	$16,251.74	$6,337.50	2.72%
U S Treas Nts 3.000% 2/28/17 CUSIP: 912828MS6	91,000.00	$96,182.45	$94,841.29	$1,341.16	$2,730.00	1.74%
U S Treasury Nts 3.750% 11/15/18 CUSIP: 912828JR2	282,000.00	$307,004.94	$295,312.32	$11,692.62	$10,575.00	5.55%
United States Treas 2.625% 11/15/20 CUSIP: 912828PC8	125,000.00	$121,221.25	$121,517.69	-$296.44	$3,281.25	2.19%
		$968,344.07	$939,058.20	$29,285.87	$26,897.50	17.50%
Government Agency Bonds/Notes						
Fedl Natl Mtg Assn 2.750% 2/05/14 CUSIP: 31398AVD1	265,000.00	$278,557.40	$267,456.48	$11,100.92	$7,287.50	5.03%
Fedl Home Ln Mtg Cor 1.375% 2/25/14 CUSIP: 3137EACR8	234,000.00	$237,175.38	$234,509.46	$2,665.92	$3,217.50	4.29%
Fedl Natl Mtg Assn 1.625% 10/26/15 CUSIP: 31398A4M1	328,000.00	$328,478.88	$324,274.78	$4,204.10	$5,330.00	5.92%
		$844,211.66	$826,240.72	$17,970.94	$15,835.00	15.24%

Statement of Value and Activity

May 1, 2011 - May 31, 2011

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Discount Govt Agency Bnds/Nts						
Fedl Home Ln Mtg Corp Disc 2/07/12 CUSIP: 313396SU8	197,000.00	$196,820.73	$196,803.00	$17.73	$259.58	3.56%
		$196,820.73	$196,803.00	$17.73	$259.58	3.56%
Total U.S. Treasuries and Agencies		$2,009,376.46	$1,962,101.92	$47,274.54	$42,992.08	36.30%
Common Equity Securities						
Domestic Common Stocks						
Abbott Labs Inc Com CUSIP: 002824100	315.00	$16,458.75	$13,647.25	$2,811.50	$604.80	0.30%
Akamai Technologies Inc CUSIP: 00971T101	405.00	$13,743.68	$6,688.17	$7,055.51	$0.00	0.25%
Amazon Com Inc CUSIP: 023135106	195.00	$38,354.55	$5,079.53	$33,275.02	$0.00	0.69%
AMGEN Inc Com CUSIP: 031162100	395.00	$23,913.30	$22,714.86	$1,198.44	$0.00	0.43%
Anadarko Petroleum Corp CUSIP: 032511107	625.00	$49,700.00	$25,779.25	$23,920.75	$225.00	0.90%
Apache Corp CUSIP: 037411105	130.00	$16,198.00	$12,624.32	$3,573.68	$78.00	0.29%
Applied Materials Com CUSIP: 038222105	2,475.00	$34,105.50	$38,057.56	-$3,952.06	$792.00	0.62%
AT & T Inc CUSIP: 00206R102	650.00	$20,514.00	$16,176.03	$4,337.97	$1,118.00	0.37%
Autodesk Inc CUSIP: 052769106	470.00	$20,200.60	$11,931.21	$8,269.39	$0.00	0.37%

Statement of Value and Activity

May 1, 2011 - May 31, 2011

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Babcock & Wilcox Co New CUSIP: 05615F102	472.00	$13,239.60	$11,177.27	$2,062.33	$0.00	0.24%
Baker Hughes Inc Com CUSIP: 057224107	579.00	$42,805.47	$29,242.42	$13,563.05	$347.40	0.77%
Bank of America Corp CUSIP: 060505104	1,020.00	$11,985.00	$15,858.65	-$3,873.65	$40.80	0.22%
Bed Bath & Beyond Inc Com CUSIP: 075896100	420.00	$22,633.80	$11,939.16	$10,694.64	$0.00	0.41%
Biogen IDEC Inc CUSIP: 09062X103	1,125.00	$106,571.25	$50,469.22	$56,102.03	$0.00	1.93%
Blackrock Inc CUSIP: 09247X101	190.00	$39,056.40	$28,485.23	$10,571.17	$1,045.00	0.71%
Broadcom Corp Com CUSIP: 111320107	740.00	$26,625.20	$17,554.84	$9,070.36	$266.40	0.48%
Cablevision Sys Corp CUSIP: 12686C109	1,050.00	$37,296.00	$17,496.80	$19,799.20	$630.00	0.67%
Celgene Corp CUSIP: 151020104	370.00	$22,536.70	$18,685.11	$3,851.59	$0.00	0.41%
Chubb Corp Com CUSIP: 171232101	650.00	$42,633.50	$17,288.19	$25,345.31	$1,014.00	0.77%
CISCO Systems Inc Com CUSIP: 17275R102	2,475.00	$41,580.00	$46,495.84	-$4,915.84	$594.00	0.75%
CITRIX Sys Inc Com CUSIP: 177376100	170.00	$14,895.40	$9,969.19	$4,926.21	$0.00	0.27%
Cme Group Inc CUSIP: 12572Q105	40.00	$11,430.40	$12,135.23	-$704.83	$224.00	0.21%
Coca Cola Co Com CUSIP: 191216100	405.00	$27,058.05	$17,577.00	$9,481.05	$761.40	0.49%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Comcast Corp New CL A Spl CUSIP: 20030N200	2,200.00	$51,810.00	$46,303.58	$5,506.42	$990.00	0.94%
ConocoPhillips CUSIP: 20825C104	365.00	$26,725.30	$18,289.75	$8,435.55	$963.60	0.48%
Cree Inc CUSIP: 225447101	425.00	$18,653.25	$15,306.91	$3,346.34	$0.00	0.34%
Cvs/Caremark Corp CUSIP: 126650100	715.00	$27,663.35	$20,061.30	$7,602.05	$357.50	0.50%
Deere & Co. CUSIP: 244199105	425.00	$36,584.00	$23,199.07	$13,384.93	$697.00	0.66%
Devon Energy Corporation New CUSIP: 25179M103	340.00	$28,583.80	$21,457.67	$7,126.13	$231.20	0.52%
DirecTV Com Usd0.01 Class 'a' CUSIP: 25490A101	510.00	$25,632.60	$9,083.74	$16,548.86	$0.00	0.46%
Dolby Laboratories Inc CUSIP: 25659T107	250.00	$11,685.00	$7,435.92	$4,249.08	$0.00	0.21%
Ebay Inc CUSIP: 278642103	2,415.00	$75,275.55	$61,864.64	$13,410.91	$0.00	1.36%
Emcor Group Inc CUSIP: 29084Q100	78.00	$2,368.86	$1,829.04	$539.82	$0.00	0.04%
Emerson Electric Com CUSIP: 291011104	490.00	$26,729.50	$17,689.16	$9,040.34	$676.20	0.48%
Fluor Corp New CUSIP: 343412102	600.00	$41,358.00	$22,846.86	$18,511.14	$300.00	0.75%
Forest Labs Inc CL A Com CUSIP: 345838106	950.00	$34,219.00	$34,246.11	-$27.11	$0.00	0.62%
Franklin RES Inc Com CUSIP: 354613101	165.00	$21,380.70	$10,265.35	$11,115.35	$165.00	0.39%

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
Gap Inc Com CUSIP: 364760108	590.00	$11,446.00	$9,613.53	$1,832.47	$265.50	0.21%
General Electric Corp Com CUSIP: 369604103	1,255.00	$24,648.20	$44,489.19	-$19,840.99	$753.00	0.45%
Google Inc CUSIP: 38259P508	55.00	$29,096.10	$19,972.91	$9,123.19	$0.00	0.53%
Hess Corp CUSIP: 42809H107	455.00	$35,958.65	$24,352.09	$11,606.56	$182.00	0.65%
Home Depot Inc Com CUSIP: 437076102	1,350.00	$48,978.00	$43,972.49	$5,005.51	$1,350.00	0.89%
Honeywell Intl Inc CUSIP: 438516106	670.00	$39,898.50	$28,501.05	$11,397.45	$891.10	0.72%
Human Genome Sciences Inc CUSIP: 444903108	215.00	$5,884.55	$5,374.89	$509.66	$0.00	0.11%
Immunogen Inc CUSIP: 45253H101	660.00	$8,025.60	$5,105.99	$2,919.61	$0.00	0.15%
Isis Pharmaceuticals CUSIP: 464330109	550.00	$5,076.50	$4,923.27	$153.23	$0.00	0.09%
Jacobs Engr Group Inc CUSIP: 469814107	125.00	$5,757.50	$5,853.39	-$95.89	$0.00	0.10%
Johnson & Johnson Com CUSIP: 478160104	800.00	$53,832.00	$38,046.97	$15,785.03	$1,824.00	0.97%
Jones Lang Lasalle Inc CUSIP: 48020Q107	240.00	$23,316.00	$8,024.36	$15,291.64	$72.00	0.42%
JPMorgan Chase & Co CUSIP: 46625H100	1,110.00	$47,996.40	$45,751.73	$2,244.67	$1,110.00	0.87%
Juniper Networks Inc CUSIP: 48203R104	555.00	$20,318.55	$8,633.85	$11,684.70	$0.00	0.37%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Key Corp CUSIP: 493267108	1,875.00	$15,881.25	$10,610.95	$5,270.30	$225.00	0.29%
Liberty Media Corp New CUSIP: 53071M708	110.00	$8,389.70	$2,474.16	$5,915.54	$0.00	0.15%
Liberty Media Hldg Corp CUSIP: 53071M104	1,700.00	$30,957.00	$30,201.90	$755.10	$0.00	0.56%
Liberty Media Hldg Corp CUSIP: 53071M302	500.00	$45,570.00	$3,306.38	$42,263.62	$0.00	0.82%
Masco Corp. CUSIP: 574599106	235.00	$3,348.75	$3,060.08	$288.67	$70.50	0.06%
Mattel Inc Com CUSIP: 577081102	785.00	$20,720.08	$17,121.94	$3,598.14	$722.20	0.37%
Merck & Co Inc New CUSIP: 58933Y105	1,000.00	$36,750.00	$27,024.46	$9,725.54	$1,520.00	0.66%
Mettler-Toledo Intl Inc Com CUSIP: 592688105	155.00	$25,942.35	$9,437.95	$16,504.40	$0.00	0.47%
Microsoft Corp Com CUSIP: 594918104	1,865.00	$46,643.65	$47,926.92	-$1,283.27	$1,193.60	0.84%
Morgan Stanley CUSIP: 617446448	1,210.00	$29,233.60	$33,900.95	-$4,667.35	$242.00	0.53%
Nasdaq Omx Group Inc CUSIP: 631103108	605.00	$15,439.60	$18,625.27	-$3,185.67	$0.00	0.28%
Nat'l Oilwell Varco CUSIP: 637071101	320.00	$23,225.60	$13,625.70	$9,599.90	$140.80	0.42%
Netapp Inc CUSIP: 64110D104	245.00	$13,418.65	$12,199.88	$1,218.77	$0.00	0.24%
News Corp CUSIP: 65248E203	1,080.00	$20,368.80	$15,833.45	$4,535.35	$162.00	0.37%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Noble Energy Inc CUSIP: 655044105	180.00	$16,776.00	$11,041.29	$5,734.71	$129.60	0.30%
Nucor Corp CUSIP: 670346105	430.00	$18,206.20	$18,492.38	-$286.18	$623.50	0.33%
NVIDIA Corp CUSIP: 67066G104	665.00	$13,326.60	$4,297.55	$9,029.05	$0.00	0.24%
Oracle Corporation Com CUSIP: 68389X105	395.00	$13,516.90	$11,066.46	$2,450.44	$94.80	0.24%
Pall Corp Com CUSIP: 696429307	435.00	$24,403.50	$12,112.05	$12,291.45	$304.50	0.44%
Parker Hannifin Corp CUSIP: 701094104	230.00	$20,435.50	$9,782.34	$10,653.16	$340.40	0.37%
Pebblebrook Hotel TR CUSIP: 70509V100	35.00	$760.90	$601.46	$159.44	$16.80	0.01%
Pepsico Inc Com CUSIP: 713448108	370.00	$26,314.40	$22,587.82	$3,726.58	$762.20	0.48%
Procter & Gamble Company Com CUSIP: 742718109	495.00	$33,165.00	$27,269.00	$5,896.00	$1,039.50	0.60%
Safeway Stores Inc Com New CUSIP: 786514208	1,665.00	$41,125.50	$33,364.27	$7,761.23	$965.70	0.74%
Sandisk Corp CUSIP: 80004C101	575.00	$27,324.00	$14,763.87	$12,560.13	$0.00	0.49%
Schwab Charles Corp New CUSIP: 808513105	970.00	$17,469.70	$13,297.81	$4,171.89	$232.80	0.32%
Symantec Corp Com CUSIP: 871503108	365.00	$7,135.75	$6,574.96	$560.79	$0.00	0.13%
Target Corp Com CUSIP: 87612E106	500.00	$24,765.00	$24,386.19	$378.81	$500.00	0.45%

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
Texas Instruments Com CUSIP: 882508104	675.00	$23,827.50	$2,648.89	$21,178.61	$351.00	0.43%
Thermo Fisher Corp CUSIP: 883556102	290.00	$18,980.50	$13,763.55	$5,216.95	$0.00	0.34%
Toll Bros Inc Com CUSIP: 889478103	170.00	$3,697.50	$3,316.99	$380.51	$0.00	0.07%
United Parcel Service Inc CUSIP: 911312106	205.00	$15,065.45	$14,839.13	$226.32	$426.40	0.27%
United Sts Stl Corp New CUSIP: 912909108	410.00	$18,905.10	$21,420.02	-$2,514.92	$82.00	0.34%
UnitedHealth Group Inc CUSIP: 91324P102	1,450.00	$70,977.50	$34,221.32	$36,756.18	$942.50	1.28%
US Bancorp DEL CUSIP: 902973304	1,160.00	$29,696.00	$30,453.70	-$757.70	$580.00	0.54%
Vertex Pharmaceuticals Inc CUSIP: 92532F100	280.00	$15,117.20	$7,498.47	$7,618.73	$0.00	0.27%
Visa Inc-Class A Shares CUSIP: 92826C839	315.00	$25,533.90	$24,313.43	$1,220.47	$189.00	0.46%
Walt Disney Company Com CUSIP: 254687106	830.00	$34,552.90	$24,272.35	$10,280.55	$332.00	0.62%
Weyerhaeuser Company Com CUSIP: 962166104	1,648.00	$35,497.92	$45,689.10	-$10,191.18	$988.80	0.64%
YAHOO Inc CUSIP: 984332106	885.00	$14,646.75	$11,931.03	$2,715.72	$0.00	0.26%
		$2,409,548.81	$1,748,922.56	$660,626.25	$31,746.50	43.55%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
ADRs						
Allied World Ass. Com Usd0.03 CUSIP: H01531104	389.00	$23,581.18	$16,562.33	$7,018.85	$311.20	0.43%
ASML Holding Nv-Uy Reg SHS CUSIP: N07059186	740.00	$28,867.40	$13,782.54	$15,084.86	$367.78	0.52%
Atlas Copco AB CUSIP: 049255805	975.00	$22,844.25	$11,863.41	$10,980.84	$440.70	0.41%
AXA S.A SPD ADR CUSIP: 054536107	1,150.00	$24,679.00	$29,799.35	-$5,120.35	$963.70	0.45%
Barclays PLC ADR CUSIP: 06738E204	715.00	$13,148.85	$13,144.99	$3.86	$251.68	0.24%
BASF Aktiengesllschaft-Level I CUSIP: 055262505	320.00	$29,750.40	$11,805.60	$17,944.80	$733.76	0.54%
BHP Billiton Ltd CUSIP: 088606108	160.00	$15,267.20	$10,566.02	$4,701.18	$291.20	0.28%
Canon Inc ADR Repstg 5 SHS CUSIP: 138006309	430.00	$20,631.40	$14,772.13	$5,859.27	$568.03	0.37%
Covidien PLC CUSIP: G2554F113	330.00	$18,150.00	$11,231.22	$6,918.78	$264.00	0.33%
CRH PLC CUSIP: 12626K203	570.00	$12,614.10	$19,187.95	-$6,573.85	$499.32	0.23%
Danone CUSIP: 23636T100	970.00	$14,317.20	$12,522.80	$1,794.40	$248.32	0.26%
Diageo PLC Spns ADR CUSIP: 25243Q205	150.00	$12,763.50	$7,284.23	$5,479.27	$373.05	0.23%
Ericsson (Lm)Tel Adr-Each Rep 10 Ord CUSIP: 294821608	2,420.00	$35,912.80	$22,937.14	$12,975.66	$624.36	0.65%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Glaxo Smithkline CUSIP: 37733W105	350.00	$15,211.00	$8,032.48	$7,178.52	$737.10	0.27%
Grupo Televisa SA-Sponsored ADR CUSIP: 40049J206	580.00	$13,647.40	$13,409.60	$237.80	$81.20	0.25%
Honda Mtr Ltd ADR New CUSIP: 438128308	395.00	$15,010.00	$11,570.88	$3,439.12	$216.46	0.27%
Hong Kong & China Gas Ltd CUSIP: 438550303	7,067.00	$15,830.08	$11,840.28	$3,989.80	$289.75	0.29%
HSBC Hldgs PLC Sponsored ADR New CUSIP: 404280406	145.00	$7,592.20	$11,189.59	-$3,597.39	$268.25	0.14%
Hutchinson Whampoa Ltd ADR CUSIP: 448415208	280.00	$16,125.20	$13,090.00	$3,035.20	$334.60	0.29%
Icon Pub Ltd Co CUSIP: 45103T107	373.00	$9,545.07	$10,146.95	-$601.88	$0.00	0.17%
ING Groep N V Sponsored ADR CUSIP: 456837103	1,717.00	$20,861.55	$24,693.14	-$3,831.59	$0.00	0.38%
Koninklijke Philips Electrs N V CUSIP: 500472303	530.00	$14,765.80	$13,340.40	$1,425.40	$501.38	0.27%
McDermott Intl Inc CUSIP: 580037109	945.00	$20,052.90	$11,234.87	$8,818.03	$0.00	0.36%
Mitsubishi UFJ Finl Group Apd ADR CUSIP: 606822104	1,555.00	$7,106.35	$17,564.30	-$10,457.95	$197.49	0.13%
Nestle SA Spon ADR Repstg Reg CUSIP: 641069406	365.00	$23,480.45	$10,838.56	$12,641.89	$644.96	0.42%
Nomura Hldgs Inc SPD ADR CUSIP: 65535H208	1,700.00	$8,483.00	$19,598.63	-$11,115.63	$151.30	0.15%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Novartis AG Spons ADR CUSIP: 66987V109	870.00	$56,132.40	$42,651.92	$13,480.48	$1,744.35	1.01%
Novo-Nordisk A S CUSIP: 670100205	125.00	$15,751.25	$3,976.25	$11,775.00	$169.75	0.28%
Orix Corp Spnd ADR CUSIP: 686330101	395.00	$18,849.40	$26,374.60	-$7,525.20	$146.94	0.34%
Petroleo Brasileiro SA Petrobras CUSIP: 71654V408	320.00	$11,081.60	$9,539.14	$1,542.46	$48.96	0.20%
Rio Tinto PLC Spn ADR CUSIP: 767204100	375.00	$26,295.00	$15,506.62	$10,788.38	$400.13	0.48%
Sap AG CUSIP: 803054204	330.00	$20,516.10	$16,079.80	$4,436.30	$338.25	0.37%
Schlumberger Ltd CUSIP: 806857108	490.00	$42,002.80	$25,422.56	$16,580.24	$490.00	0.76%
Seagate Technology PLC CUSIP: G7945M107	1,657.00	$27,837.60	$24,471.72	$3,365.88	$1,193.04	0.50%
Shire PLC CUSIP: 82481R106	260.00	$24,853.40	$14,000.53	$10,852.87	$102.18	0.45%
Smith & Nephew P L C SPD ADR New CUSIP: 83175M205	295.00	$16,543.60	$13,518.47	$3,025.13	$224.50	0.30%
Suncor Energy Inc CUSIP: 867224107	365.00	$15,293.50	$11,195.75	$4,097.75	$168.63	0.28%
TE Connectivity Ltd CUSIP: H84989104	840.00	$30,937.20	$24,114.74	$6,822.46	$604.80	0.56%
Telefonica S A CUSIP: 879382208	420.00	$10,218.60	$6,974.80	$3,243.80	$669.06	0.18%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Tesco PLC Sponsored ADR CUSIP: 881575302	610.00	$12,688.00	$13,816.50	-$1,128.50	$401.38	0.23%
TEVA Pharmaceutical Inds ADR CUSIP: 881624209	265.00	$13,488.50	$13,302.74	$185.76	$200.87	0.24%
Total S.A. ADR CUSIP: 89151E109	118.00	$6,795.62	$4,001.00	$2,794.62	$312.46	0.12%
Trend Micro Inc ADR CUSIP: 89486M206	420.00	$12,705.00	$13,363.27	-$658.27	$324.24	0.23%
Tyco International Com Usd0.80 CUSIP: H89128104	900.00	$44,415.00	$28,948.08	$15,466.92	$900.00	0.80%
UBS AG CUSIP: H89231338	950.00	$18,354.00	$18,767.26	-$413.26	$0.00	0.33%
Unilever PLC Spnsrd ADR New CUSIP: 904767704	990.00	$32,264.10	$29,006.75	$3,257.35	$1,170.18	0.58%
United Overseas Bk Ltdadr CUSIP: 911271302	620.00	$19,654.00	$12,431.00	$7,223.00	$553.66	0.36%
Vestas Wind Sys A/S CUSIP: 925458101	1,130.00	$11,322.60	$16,674.85	-$5,352.25	$0.00	0.20%
Vodafone Group SPD ADR Rep 10 Ord SH CUSIP: 92857W209	1,840.00	$51,575.20	$35,505.18	$16,070.02	$2,587.04	0.93%
Wal-Mart DE Mexico S.A.B DE C V CUSIP: 93114W107	465.00	$14,187.15	$7,556.25	$6,630.90	$152.99	0.26%
Weatherford Int Ltd Com Usd1.00 CUSIP: H27013103	1,280.00	$25,305.60	$17,287.97	$8,017.63	$0.00	0.46%
		$1,039,305.50	$816,497.14	$222,808.36	$22,263.00	18.78%
Total Common Equity Securities		**$3,448,854.31**	**$2,565,419.70**	**$883,434.61**	**$54,009.50**	**62.33%**

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Cash Equivalents						
Taxable Money Market Funds						
Western Asset/Citi Inst U S Treasury CUSIP: 52470G841	60,629.71	$60,629.71	$60,629.71	$0.00	$11.96	1.10%
Western Asset/Citi Inst U S Treasury CUSIP: 52470G841	15,004.67	$15,004.67	$15,004.67	$0.00	$2.96	0.27%(i)
Total Cash Equivalents		$75,634.38	$75,634.38	$0.00	$14.92	1.37%
Total All Assets		**$5,533,865.15**	**$4,603,156.00**	**$930,709.15**	**$97,016.50**	**100.00%**