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 07/01 **, 2010, and ending** 06/30, **20**11

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

Name of foundation
JOHN C. MARKEY CHARITABLE FUND

A Employer identification number
34-6572724

Number and street (or P O box number if mail is not delivered to street address)
1227 PRINCETON AVE

Room/suite

B Telephone number (see page 10 of the instructions)
(704) 343-0077

City or town, state, and ZIP code
CHARLOTTE, NC 28209

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 3,308,549.

J Accounting method ☒ 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)	0.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	14.	14.		ATCH 1
	4 Dividends and interest from securities	94,819.	94,819.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,469.			
	b Gross sales price for all assets on line 6a 196,750.				
	7 Capital gain net income (from Part IV, line 2)		1,469.		
	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	96,302.	96,302.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	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) *	21,639.	21,639.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	374.	374.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	3,400.	850.		2,550.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	609.			609.
	24 **Total operating and administrative expenses** Add lines 13 through 23	26,022.	22,863.		3,159.
	25 Contributions, gifts, grants paid	150,500.			150,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	176,522.	22,863.		153,659.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-80,220.			
	b **Net investment income** (if negative, enter -0-)		73,439.		
	c **Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions *ATCH 3 JSA ** ATCH 4 Form **990-PF** (2010)

15

		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		11,019.	11,019.
	2	Savings and temporary cash investments	75,509.	11,114.	11,114.
	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) **	77,575.	77,575.	85,102.
	b	Investments - corporate stock (attach schedule) ATCH 7	1,505,237.	1,547,429.	2,163,812.
	c	Investments - corporate bonds (attach schedule) ATCH 8	1,043,885.	974,257.	1,036,910.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 9)		592.	592.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,702,206.	2,621,986.	3,308,549.
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)		0.	
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. ▶ ☒			
	27	Capital stock, trust principal, or current funds	3,397,383.	3,397,383.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-695,177.	-775,397.	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,702,206.	2,621,986.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,702,206.	2,621,986.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,702,206.
2	Enter amount from Part I, line 27a	2	-80,220.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,621,986.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,621,986.

**ATCH 6

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 SCHEDULE			
b				
c				
d				
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(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	
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	1,469.
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	189,061.	3,043,952.	0.062110
2008	176,286.	3,004,672.	0.058671
2007	153,563.	3,768,496.	0.040749
2006	163,048.	3,681,129.	0.044293
2005	160,830.	3,532,169.	0.045533

2 **Total** of line 1, column (d)	2	0.251356
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	0.050271
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,204,088.
5 Multiply line 4 by line 3	5	161,073.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	734.
7 Add lines 5 and 6	7	161,807.
8 Enter qualifying distributions from Part XII, line 4	8	153,659.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b . . .			1	1,469.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			2	
3	Add lines 1 and 2 . . .			3	1,469.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	0.
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0- . . .			5	1,469.
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010 . . .	6a	668.		
b	Exempt foreign organizations-tax withheld at source . . .	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	0.		
d	Backup withholding erroneously withheld . . .	6d			
7	Total credits and payments Add lines 6a through 6d . . .			7	668.
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** . . . ▶			9	801.
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** ▶ 0. **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		X
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) ▶ OH,			
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 ▶ JOHN C. MARKEY II Telephone no ▶ 704-343-0077

Located at ▶ 1227 PRINCETON AVE. CHARLOTTE, NC ZIP + 4 ▶ 28209

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

			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		
	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		
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		
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 -

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 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

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
ATTACHMENT 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
NONE				

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

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
N/A		
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	3,195,133.
b	Average of monthly cash balances	1b	57,748.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	3,252,881.
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	0.
3	Subtract line 2 from line 1d	3	3,252,881.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	48,793.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,204,088.
6	**Minimum investment return.** Enter 5% of line 5	6	160,204.

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	160,204.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,469.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,469.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	158,735.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	158,735.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	158,735.

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	153,659.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	153,659.
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	153,659.

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					158,735.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				104,650.	
b Total for prior years 20 08 ,20 07 ,20 06					
3 Excess distributions carryover, if any, to 2010					
a From 2005					
b From 2006					
c From 2007					
d From 2008					
e From 2009	0.				
f Total of lines 3a through e		0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 153,659.					
a Applied to 2009, but not more than line 2a				104,650.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d Applied to 2010 distributable amount					49,009.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a))*		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions					
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					109,726.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008					
d Excess from 2009					
e Excess from 2010	0.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2010	(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))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

ATTACHMENT 11

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

LETTER OF REQUEST AND COPY OF IRS TAX EXEMPT LETTER

c Any submission deadlines

NONE

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

ATTACHMENT 12

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* ATTACHMENT 13				
Total . . . . ▶ **3a**				150,500.
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			14	14.	
4 Dividends and interest from securities			14	94,819.	
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	1,469.	
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)				96,302.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 96,302.

(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)

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		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

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 11-15-11

Title Secretary

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
CHERI H. OHMER	Cheri H. Ohmer	11/10/2011		P00788993

Firm's name ▶ HARLOW & OHMER LLC
Firm's EIN ▶ 27-4407903
Firm's address ▶ 1300 RALEIGH RD.
DAYTON, OH 45419
Phone no 937-395-1479

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PNC CHECKING	12.	12.
MSSB CHECKING	2.	2.
TOTAL	14.	14.

ATTACHMENT 1

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MSSB #400-021149-123 DIVIDENDS	36,237.	36,237.
MSSB #400-021149-123 INTEREST	58,582.	58,582.
TOTAL	94,819.	94,819.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES & BANK FEES	21,639.	21,639.
TOTALS	21,639.	21,639.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX WITHHELD ON DIV	374.	374.
TOTALS	374.	374.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
PHONE	324.	324.
POSTAGE	110.	110.
OHIO ANNUAL FILING FEE	200.	200.
BANK FEE REVERSED	-25.	-25.
TOTALS	609.	609.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 6

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FEDERAL HOME LOAN BK	77,575.	77,575.	85,102.
US OBLIGATIONS TOTAL	77,575.	77,575.	85,102.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
STOCKS		1,157,470.	1,109,136.	1,601,390.
MUTUAL FUNDS		347,767.	438,293.	562,422.
	TOTALS	1,505,237.	1,547,429.	2,163,812.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS	1,018,645.	949,017.	1,013,210.
FIXED RATE CAPITAL SECURITIES	25,240.	25,240.	23,700.
TOTALS	1,043,885.	974,257.	1,036,910.

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PURCHASED INTEREST RECEIVABLE	592.	592.
TOTALS	592.	592.

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					6,231.	
		SALE OF MARKETABLE SECURITIES					VAR	VAR
9,524.		9,615.					-91.	
		SALE OF MARKETABLE SECURITIES					VAR	VAR
187,226.		191,897.					-4,671.	
TOTAL GAIN(LOSS)		....					1,469.	

JOHN C. MARKEY CHARITABLE FUND 34-6572724

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CARL T. ANDERSON 515 S FLOWER ST. 25TH FLOOR LOS ANGELES, CA 90071	PRESIDENT/SECRETARY	0.	0.	0.
PHILIP LISLE 5 VISPERA IRVINE, CA 92620	VICE PRESIDENT	0.	0.	0.
JOHN CLIFTON MARKEY II 1227 PRINCETON AVE. CHARLOTTE, NC 28209	TREASURER	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

ATTACHMENT 11

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

JOHN C. MARKEY II
1800 CAMDEN RD.
CHARLOTTE, NC 28203

ATTACHMENT 12

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

AS SET FORTH IN BY-LAWS: RELIGIOUS, CHARITABLE, EDUCATIONAL, LITERARY, OR SCIENTIFIC

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FOP LODGE # 181 103 N BEECH ST BRYAN, OH 43506	NONE 509(A)(1)	CIVIC	3,000.
WESLEY UNITED METHODIST CHURCH 930 CENTER ST BRYAN, OH 43506	NONE 509(A)(1)	RELIGIOUS	13,000.
GRAND TRAVERSE REGIONAL LAND CONSERVANCY 3960 N LONG LAKE RD. TRAVERSE CITY, MI 49684-9601	NONE 509(A)(1)	CONSERVATION	4,000.
MARLBOROUGH SCHOOL 350 S ROSSMORE AVE. LOS ANGELES, CA 90004	NONE 509(A)(1)	EDUCATIONAL	5,000.
EPISCOPAL SCHOOL OF LOS ANGELES PO BOX 691404 LOS ANGELES, CA 90069	NONE 509(A)(1)	EDUCATIONAL	1,000.
CHOATE ROSEMARY HALL 333 CHRISTIAN ST WALLINGFORD, CT 06492	NONE 509(A)(1)	EDUCATIONAL	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BERKELEY DIVINITY SCHOOL 409 PROSPECT ST. NEW HAVEN, CT 06511	NONE 509(A)(1)	EDUCATIONAL	15,000.
BRYAN AREA FOUNDATION 516 E HIGH ST. BRYAN, OH 43506	NONE 509(A)(1)	CIVIC	50,000
LIBRARY FOUNDATION OF LOS ANGELES 830 W FIFTH ST. LOS ANGELES, CA 90071	NONE 509(A)(1)	CIVIC	10,000.
DEKALB COUNTY COMMUNITY FOUNDATION 650 W NORTH ST. PO BOX 285 AUBURN, IN 46706	NONE 509(A)(1)	CIVIC	10,000.
SARAH'S HOUSE PO BOX 907 BRYAN, OH 43506	NONE 509(A)(1)	CIVIC	3,000.
LEG TO STAND ON 267 FIFTH AVE. SUITE 301 NEW YORK, NY 10016	NONE 509(A)(1)	HUMANITARIAN	4,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOLEDO SYMPHONY 1838 PARKWOOD AVE #310 TOLEDO, OH 43624	NONE 509(A)(1)	ARTS	1,000
WILLIAMS COUNTY YMCA ONE FABER DRIVE BRYAN, OH 43506	NONE 509(A)(1)	CIVIC	5,000.
CRISIS ASSISTANCE MINISTRY 500-A SPRATT STREET CHARLOTTE, NC 28206	NONE 509(A)(1)	RELIGIOUS	3,000
FAMILIES THROUGH INTERNATIONAL ADOPTION 401 SE 6TH ST. SUITE 202 EVANSVILLE, IN 47713	NONE 509(A)(2)	RELIGIOUS	5,000.
FRIENDS OF MAITI NEPAL 63 COMMERCIAL WHARF BOSTON, MA 02110	NONE 509(A)(2)	HUMANITARIAN	3,500.
		TOTAL CONTRIBUTIONS PAID	150,500.

Holdings

The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the period shown above which may not reflect the value that could actually be obtained in the market See "Pricing of Securities" in the Disclosures section at the end of this statement

Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosure section

New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns Please refer to the Disclosures section of this statement for additional information.

CASH, DEPOSITS AND MONEY MARKET FUNDS

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	**$9,740.36**			
MORGAN STANLEY BANK N.A. #	**1,373.87**	2.00	—	0.120

	Percentage of Assets %	Market Value	Estimated Annual Income Accrued Interest
CASH, DEPOSITS AND MONEY MARKET FUNDS	**0.3%**	**$11,114.23**	**$2.00** **$0.00**

 # Bank deposits are at Morgan Stanley Bank, N A. and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley Smith Barney

Cash holdings shown exclude cash holdings in custody at another firm for which you receive a separate statement

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
3M COMPANY (MMM)	11/16/09	200 000	$77.780	$15,556.00	**$18,970.00**	$3,414.00 LT	$440 00	2.31
Share Price. $94.850, Next Dividend Payable 09/11								
ABBOTT LABORATORIES (ABT)	7/27/99	600 000	40.693	24,415.93	31,572.00	7,156.07 LT 2		
	2/19/03	200.000	33.939	6,787 75	10,524.00	3,736.25 LT 2		
	Total	800 000		31,203 68	**42,096.00**	10,892.32 LT	1,536 00	3.64
Share Price $52 620, Next Dividend Payable 08/11								
ACE LTD (ACE)	4/19/02	500 000	43.630	21,815.00	32,910 00	11,095.00 LT 2		
	2/23/07	200.000	58.205	11,641 00	13,164 00	1,523.00 LT 2		

CONTINUED

Holdings

Portfolio Management Active Assets Account
400-021149-123

THE JOHN C. MARKEY CHARITABLE FUND
ATTENTION: JOHN C MARKEY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	700 000		33,456.00	**46,074.00**	12,618.00 LT	980.00	2.12
Share Price: $65.820; Next Dividend Payable 07/21/11								
AMERICAN ELECTRIC POWER CO (AEP)	1/21/10	200.000	36.438	7,287.60	**7,536.00**	248.40 LT	368.00	4.88
Share Price· $37 680, Next Dividend Payable 09/11								
AMGEN INC (AMGN)	1/21/10	100,000	56.822	5,682 19	5,835.00	152 81 LT		
	2/23/10	100.000	56 437	5,643.73	5,835.00	191.27 LT		
	Total	200 000		11,325.92	**11,670.00**	344.08 LT	—	—
Share Price· $58 350								
AT&T INC (T)	11/15/96	500 000	21.070	10,534.77	15,705.00	5,170 23 LT 2		
	10/8/08	200,000	25.578	5,115 50	6,282.00	1,166 50 LT 2		
	11/16/09	300,000	26.310	7,892 97	9,423.00	1,530 03 LT		
	Total	1,000.000		23,543.24	**31,410.00**	7,866.76 LT	1,720.00	5.47
Share Price· $31 410, Next Dividend Payable 08/11								
BANK OF AMERICA CORP (BAC)	1/21/10	400 000	15.910	6,364 00	**4,384.00**	(1,980 00) LT	16 00	0.36
Share Price $10.960; Next Dividend Payable 09/11								
BAXTER INTL INC (BAX)	2/23/10	100,000	57.099	5,709.85	**5,969.00**	259.15 LT	124.00	2.07
Share Price $59 690; Next Dividend Payable 07/01/11								
CHEVRON CORP (CVX)	1/21/10	100,000	76.938	7,693 80	**10,284.00**	2,590.20 LT	312.00	3.03
Share Price $102 840, Next Dividend Payable 09/11								
CISCO SYS INC (CSCO)	10/25/99	1,000.000	33.063	33,062.50	**15,610.00**	(17,452.50) LT 2	240.00	1.53
Share Price: $15 610; Next Dividend Payable 07/11								
COCA COLA CO (KO)	11/16/09	200.000	56.808	11,361.60	**13,458.00**	2,096.40 LT	376.00	2.79
Share Price $67 290; Next Dividend Payable 07/01/11								
COLGATE PALMOLIVE CO (CL)	3/23/04	300.000	53.307	15,992.01	**26,223.00**	10,230.99 LT 2	696.00	2.65
Share Price $87 410, Next Dividend Payable 08/11								
CONOCOPHILLIPS (COP)	6/7/01	511 440	31.765	16,245 70	38,455.17	22,209.47 LT 2		
	4/19/02	288 560	29 436	8,494 00	21,696.83	13,202.83 LT 2		
	Total	800.000		24,739.70	**60,152.00**	35,412.30 LT	2,112 00	3 51
Share Price $75 190, Next Dividend Payable 09/11								
COVIDIEN PLC NEW (COV)	2/23/10	100 000	50 016	5,001 63	**5,323.00**	321.37 LT	80 00	1.50
Share Price $53 230, Next Dividend Payable 08/11								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CVS CAREMARK CORP (CVS)	2/19/03	500.000	10.366	5,182.95	**18,790.00**	13,607 05 LT 2	250.00	1.33
Share Price· $37.580, Next Dividend Payable 08/11								
DOMINION RES INC (NEW) (D)	2/19/03	800.000	27.555	22,044.00	**38,616.00**	16,572.00 LT 2	1,576.00	4.08
Share Price: $48.270, Next Dividend Payable 09/11								
DU PONT EI DE NEMOURS & CO (DD)	2/19/03	400.000	37.470	14,988.00	**21,620.00**	6,632.00 LT 2	656.00	3.03
Share Price· $54 050, Next Dividend Payable 09/11								
EXELON CORP (EXC)	3/23/04	600.000	33.158	19,894 50	**25,704.00**	5,809 50 LT 2	1,260.00	4.90
Share Price· $42 840; Next Dividend Payable 09/11								
EXXON MOBIL CORP (XOM)	11/16/09	200.000	74.217	14,843.42	**16,276.00**	1,432 58 LT	376.00	2.31
Share Price $81 380; Next Dividend Payable 09/11								
GENERAL ELECTRIC CO (GE)	2/23/10	200.000	15.966	3,193.24	**3,772.00**	578.76 LT	120.00	3.18
Share Price $18 860, Next Dividend Payable 07/25/11								
HONEYWELL INTERNATIONAL INC (HON)	8/22/03	500.000	29.640	14,820.00	**29,795.00**	14,975.00 LT 2	665.00	2 23
Share Price $59 590; Next Dividend Payable 09/11								
ISHARES COHEN&STEERS RL MJR FD (ICF)	1/21/10	96.000	51.710	4,964.16	**6,960.96**	1,996 80 LT	189 02	2.71
Share Price $72 510, Next Dividend Payable 09/11								
ISHARES MSCI GROWTH INDX FD (EFG)	11/16/09	60 000	56.406	3,384 36	3,783 60	399.24 LT		
	1/21/10	165.000	55.362	9,134 81	10,404.90	1,270.09 LT		
	Total	225.000		12,519.17	**14,188.50**	1,669.33 LT	274.73	1.93
Share Price. $63 060, Next Dividend Payable 12/11								
ISHARES MSCI VALUE INDX FD (EFV)	11/16/09	46.000	53.173	2,445 95	2,408.10	(37.85) LT		
	1/21/10	200.000	50.660	10,132.00	10,470.00	338.00 LT		
	Total	246 000		12,577.95	**12,878.10**	300.15 LT	470.11	3.65
Share Price $52 350, Next Dividend Payable 12/11								
ISHARES NASDAQ BIOTECH FUND (IBB)	2/23/10	100 000	84.510	8,451 00	**10,666.00**	2,215.00 LT	51.00	0.47
Share Price $106 660, Next Dividend Payable 09/11								
ISHARES RUSSELL 2000 INDEX FD (IWM)	10/8/08	500.000	56.100	28,050.00	41,400.00	13,350.00 LT 2		
	11/4/09	280 000	57.516	16,104.48	23,184.00	7,079.52 LT		
	Total	780.000		44,154.48	**64,584.00**	20,429.52 LT	694.98	1.07
Share Price $82 800								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ISHARES S&P GSCI COMMODITY (GSG)	1/21/10	160 000	31.268	5,002.80	**5,457.60**	454.80 LT	—	—
Share Price $34 110								
JACOBS ENGINEERING GROUP INC (JEC)	2/19/03	600.000	18 565	11,139.00	**25,950.00**	14,811.00 LT 2	—	—
Share Price· $43.250								
JOHNSON & JOHNSON (JNJ)	11/16/09	200.000	62.087	12,417.42	13,304.00	886.58 LT		
	2/23/10	100 000	63.557	6,355.71	6,652.00	296.29 LT		
	Total	300 000		18,773.13	**19,956.00**	1,182 87 LT	684.00	3.42
Share Price $66 520, Next Dividend Payable 09/11								
JOHNSON CONTROLS INCORPORATED (JCI)	7/1/08	400 000	29.062	11,624.80	**16,664.00**	5,039.20 LT 2	256 00	1.53
Share Price $41 660, Next Dividend Payable 07/05/11								
JOY GLOBAL INC (JOYG)	9/13/07	400.000	44.644	17,857.53	38,096 00	20,238.47 LT 2		
	10/8/08	100 000	32.576	3,257 60	9,524.00	6,266 40 LT 2		
	Total	500.000		21,115.13	**47,620.00**	26,504.87 LT	350.00	0.73
Share Price· $95 240, Next Dividend Payable 09/11								
JPMORGAN CHASE & CO (JPM)	3/23/04	800.000	41.290	33,032.00	32,752.00	(280.00) LT 2		
	11/21/07	100.000	40 860	4,086 00	4,094 00	8.00 LT 2		
	Total	900.000		37,118 00	**36,846.00**	(272 00) LT	900 00	2.44
Share Price· $40 940, Next Dividend Payable 07/11								
KELLOGG CO (K)	1/21/10	100 000	53.753	5,375.28	**5,532.00**	156.72 LT	162.00	2.92
Share Price. $55.320, Next Dividend Payable 09/11								
KOHLS CORPORATION WISC (KSS)	3/23/04	500 000	48.617	24,308.55	**25,005.00**	696.45 LT 2	500 00	1.99
Share Price. $50 010, Next Dividend Payable 09/11								
KROGER CO (KR)	2/27/08	500 000	25.816	12,908.10	**12,400.00**	(508.10) LT 2	210 00	1.69
Share Price $24 800; Next Dividend Payable 09/11								
MATERIALS SEL SECT SPDR FD (XLB)	11/21/07	300 000	39.050	11,715.00	**11,811.00**	96.00 LT 2	389.40	3 29
Share Price. $39.370								
MC DONALDS CORP (MCD)	11/16/09	200 000	64.508	12,901 60	**16,864.00**	3,962.40 LT	488.00	2.89
Share Price $84 320, Next Dividend Payable 09/11								
MC GRAW HILL COS INC (MHP)	7/27/99	300 000	28 315	8,494.50	**12,573.00**	4,078 50 LT 2	300 00	2.38
Share Price $41 910, Next Dividend Payable 09/11								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
MEDCO HEALTH SOLUTIONS INC (MHS)	3/24/04	800.000	16.395	13,116.00	**45,216.00**	32,100.00 LT 2	—	—
Share Price· $56 520								
METLIFE INCORPORATED (MET)	10/8/08	200.000	31.290	6,258.00	**8,774.00**	2,516.00 LT 2	148.00	1.68
Share Price. $43 870, Next Dividend Payable 12/11								
MICROCHIP TECHNOLOGY INC (MCHP)	2/23/07	400.000	35.671	14,268.50	**15,164.00**	895.50 LT 2	553.60	3.65
Share Price $37 910, Next Dividend Payable 09/11								
MICROSOFT CORP (MSFT)	7/27/99	400 000	44.438	17,775.00	10,400 00	(7,375.00) LT 2		
	6/7/01	600.000	36.400	21,840.00	15,600.00	(6,240.00) LT 2		
	Total	1,000.000		39,615.00	**26,000.00**	(13,615.00) LT	640.00	2.46
Share Price $26 000, Next Dividend Payable 09/11								
NABORS INDUSTRIES LTD NEW (NBR)	6/28/02	800.000	30.050	24,040.00	**19,712.00**	(4,328.00) LT 2	—	—
Share Price· $24.640								
NIKE INC B (NKE)	1/21/10	100.000	63.304	6,330.40	**8,998.00**	2,667.60 LT	124 00	1.37
Share Price. $89 980; Next Dividend Payable 07/01/11								
NORFOLK SOUTHERN CORP (NSC)	11/16/09	200.000	51.539	10,307.88	**14,986.00**	4,678.12 LT	320.00	2.13
Share Price· $74 930, Next Dividend Payable 09/11								
OCCIDENTAL PETROLEUM CORP DE (OXY)	3/23/04	800 000	22.425	17,940 00	**83,232.00**	65,292.00 LT 2	1,472 00	1.76
Share Price· $104 040, Next Dividend Payable 07/15/11								
ORACLE CORP (ORCL)	2/16/01	1,000.000	23.813	23,812.50	32,910.00	9,097.50 LT 2		
	2/19/03	2,000.000	12.320	24,640.00	65,820.00	41,180 00 LT 2		
	Total	3,000.000		48,452.50	**98,730.00**	50,277.50 LT	720.00	0.72
Share Price $32 910; Next Dividend Payable 08/11								
PEPSICO INC NC (PEP)	12/12/05	600.000	59.760	35,856.00	**42,258.00**	6,402.00 LT 2	1,236 00	2 92
Share Price $70.430, Next Dividend Payable 09/11								
PHILIP MORRIS INTL INC (PM)	4/29/08	300 000	51.808	15,542.40	20,031.00	4,488.60 LT 2		
	7/1/08	100.000	49.260	4,926.00	6,677.00	1,751.00 LT 2		
	Total	400 000		20,468.40	**26,708.00**	6,239 60 LT	1,024 00	3.83
Share Price $66 770, Next Dividend Payable 07/11/11								
PROCTER & GAMBLE (PG)	10/25/99	200 000	49.240	9,848 04	12,714.00	2,865 96 LT 2		
	2/22/00	500 000	45.024	22,511 85	31,785 00	9,273.15 LT 2		
	Total	700.000		32,359 89	**44,499.00**	12,139.11 LT	1,470.00	3 30
Share Price $63 570, Next Dividend Payable 08/11								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
SPDR GOLD TR GOLD SHS (GLD)	1/21/10	46.000	107.200	4,931.20	6,716.05	1,784.85 LT		
	6/8/10	154.000	121.686	18,739.64	22,484.15	3,744.51 LT		
	Total	200.000		23,670.84	**29,200.20**	5,529.36 LT	—	—
Share Price: $146 001								
STATE STREET CORP (STT)	10/8/08	300.000	41.820	12,546.00	**13,527.00**	981.00 LT 2	216.00	1 59
Share Price: $45 090, Next Dividend Payable 07/18/11								
TAIWAN SMCNDCTR MFG CO LTD ADR (TSM)	3/23/04	2,000.000	7.930	15,859.68	**25,220.00**	9,360.32 LT 2	1,576.00	6.24
Share Price $12 610; Next Dividend Payable 07/25/11								
TEVA PHARMACEUTICALS ADR (TEVA)	3/23/04	600.000	30.770	18,462.00	**28,932.00**	10,470.00 LT 2	454.20	1 56
Share Price. $48.220, Next Dividend Payable 09/11								
TEXAS INSTRUMENTS (TXN)	2/19/03	1,000 000	16.400	16,400.00	**32,830.00**	16,430.00 LT 2	520.00	1.58
Share Price $32.830, Next Dividend Payable 08/11								
TRAVELERS COMPANIES INC COM (TRV)	11/15/10	100.000	56.868	5,686 79	**5,838.00**	151.21 ST	164 00	2 80
Share Price $58 380; Next Dividend Payable 09/11								
VANGUARD MSCI EMERGING MARKETS (VWO)	10/8/08	234.000	27.020	6,322.68	11,377 08	5,054 40 LT 2		
	11/4/09	1,895 000	39.240	74,359.61	92,134.90	17,775 29 LT		
	Total	2,129.000		80,682.29	**103,511.98**	22,829.69 LT	1,735.14	1 67
Share Price· $48 620; Next Dividend Payable 12/11								
VARIAN MEDICAL SYS INC (VAR)	3/23/04	600.000	42.458	25,475.01	**42,012.00**	16,536.99 LT 2	—	—
Share Price $70 020								
WAL MART STORES INC (WMT)	11/16/09	200.000	53.049	10,609.78	10,628.00	18.22 LT		
	2/23/10	100 000	53.706	5,370 60	5,314.00	(56.60) LT		
	Total	300 000		15,980.38	**15,942.00**	(38.38) LT	438.00	2.74
Share Price· $53.140, Next Dividend Payable 09/11								
WALGREEN CO (WAG)	10/13/10	100.000	34 469	3,446 90	**4,246.00**	799 10 ST	70.00	1.64
Share Price. $42 460, Next Dividend Payable 09/11								
WEATHERFORD INTERNATIONAL LTD (WFT)	3/23/04	800.000	10.555	8,444 00	**15,000.00**	6,556 00 LT 2	—	—
Share Price $18 750								
WELLS FARGO & CO NEW (WFC)	11/15/96	1,600.000	10.926	17,482 00	**44,896.00**	27,414.00 LT 2	768.00	1.71
Share Price $28 060, Next Dividend Payable 09/11								
WISCONSIN ENERGY CORP (WEC)	2/23/10	200 000	24.569	4,913.80	**6,270.00**	1,356 20 LT	208.00	3.31
Share Price $31 350, Next Dividend Payable 09/11								

Holdings

Portfolio Management Active Assets Account
400-021149-123

THE JOHN C MARKEY CHARITABLE FUND
ATTENTION: JOHN C MARKEY

Microchip Tech.

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	**48.4%**	**$1,108,468.55**	**$1,601,390.34**	**$491,971.48 LT**	**$33,679.18**	**2.10%**
				$950.31 ST	**$0.00**	

667.20

36 = 1,109,136.05

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
SLM CORP	2/23/07	75,000.000	$98.894	$74,170.50			$3,843.75	4.99
CUSIP 78442FAB4			$98 894	$74,170.50	**$76,956.00**	$2,785.50 LT 2	$1,313 28	
Unit Price· $102 608; Coupon Rate 5 125%; Matures 08/27/12; Int Semi-Annually Feb/Aug 27, Yield to Maturity 2.817%, Moody BA1 S&P BBB-; Issued 08/27/02								
GOLDMAN SACHS GROUP INC	2/23/07	100,000.000	99 840	99,840.00				
CUSIP 38141GDB7			99.840	99,840 00	105,948.00	6,108.00 LT 2		
	5/14/07	100,000.000	99.544	99,544.00				
			99 544	99,544.00	105,948.00	6,404.00 LT 2		
	Total	200,000.000		199,384.00			10,500 00	4.95
				199,384.00	**211,896.00**	12,512.00 LT	2,595.83	
Unit Price $105 948; Coupon Rate 5 250%; Matures 04/01/13, Int Semi-Annually Apr/Oct 01; Yield to Maturity 1 786%; Moody A1 S&P A; Issued 03/31/03								
BANK OF AMERICA	6/20/07	100,000.000	97.644	97,644 00			5,375 00	5.02
CUSIP 060505BM5			97.644	97,644.00	**106,987.00**	9,343.00 LT 2	223 95	
Unit Price. $106.987; Coupon Rate 5.375%; Matures 06/15/14; Int Semi-Annually Jun/Dec 15; Yield to Maturity 2 893%; Moody A2 (-) S&P A, Issued 06/08/04								
JP MORGAN CHASE & CO	11/4/09	50,000.000	105.431	52,715.50			2,625 00	4.86
CUSIP 46625HAX8			103.925	51,962.59	**53,978.50**	2,015.91 LT	430 20	
Unit Price· $107.957; Coupon Rate 5 250%, Matures 05/01/15, Int. Semi-Annually May/Nov 01; Yield to Maturity 3.036%; Moody A1 S&P A; Issued 04/24/03								
VERIZON COMMUNICATIONS	3/23/04	100,000.000	97.344	97,344.00			5,550.00	4 92
CUSIP 92343VAC8			97.344	97,344.00	**112,652.00**	15,308.00 LT 2	2,081.25	
Unit Price $112 652, Coupon Rate 5 550%, Matures 02/15/16, Int Semi-Annually Feb/Aug 15, Yield to Maturity 2 626%, Moody A3 S&P A-, Issued 02/15/06								
CISCO SYSTEMS INC	11/26/07	50,000.000	103.059	51,529.50			2,750.00	4.83
CUSIP 17275RAC6			101 875	50,937.57	**56,850.50**	5,912.93 LT 2	977.77	
Unit Price $113 701; Coupon Rate 5 500%, Matures 02/22/16, Int Semi-Annually Feb/Aug 22, Yield to Maturity 2 367%, Moody A1 S&P A+, Issued 02/22/06								
JOHNSON & JOHNSON	2/23/10	50,000.000	111 926	55,963.00			2,775 00	4 78
CUSIP 478160AQ7			110 008	55,004.03	**57,982.50**	2,978 47 LT	1,040 62	
Unit Price $115 965, Coupon Rate 5 550%, Matures 08/15/17, Int Semi-Annually Feb/Aug 15, Yield to Maturity 2 704%, Moody AAA S&P AAA, Issued 08/16/07								

CONTINUED

CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
ABBOTT LABORATORIES CUSIP 002819AB6	1/21/10	50,000.000	110.803 109.069	55,401.50 54,534.53	**57,945.00**	3,410.47 LT	2,800.00 233.33	4.83
Unit Price. $115 890, Coupon Rate 5.600%, Matures 11/30/17, Int Semi-Annually May/Nov 30, Yield to Maturity 2 870%, Moody A1 S&P AA; Issued 11/09/07								
AT&T INC CUSIP 00206RAJ1	11/4/09	50,000.000	104.619 103.834	52,309.50 51,916.75	**55,766.50**	3,849.75 LT	2,750.00 1,138.19	4.93
Unit Price. $111 533, Coupon Rate 5.500%, Matures 02/01/18, Int Semi-Annually Feb/Aug 01; Yield to Maturity 3 522%, Moody A2 (-) S&P A-, Issued 02/01/08								
CONOCOPHILLIPS CUSIP 20825CAN4	11/4/09	50,000.000	104.621 103.860	52,310.35 51,929 98	**56,090.00**	4,160.02 LT	2,600 00 325.00	4 63
Unit Price: $112 180, Coupon Rate 5.200%, Matures 05/15/18; Int Semi-Annually May/Nov 15, Yield to Maturity 3 211%; Moody A1 S&P A; Issued 05/08/08								
MCDONALD'S CORP CUSIP 58013MEG5	1/21/10	50,000.000	106.477 105.601	53,238.50 52,800.54	**55,566.00**	2,765.46 LT	2,500 00 1,034 72	4.49
Unit Price: $111.132, Coupon Rate 5.000%, Matures 02/01/19; Int Semi-Annually Feb/Aug 01, Yield to Maturity 3 327%, Moody A2 S&P A; Issued 01/16/09								
PROCTER & GAMBLE CO CUSIP 742718DN6	11/4/09	50,000.000	103.753 103.187	51,876.50 51,593.71	**55,177.00**	3,583.29 LT	2,350 00 881.25	4.25
Unit Price. $110 354, Coupon Rate 4.700%, Matures 02/15/19, Int Semi-Annually Feb/Aug 15, Yield to Maturity 3 161%; Moody AA3 S&P AA-; Issued 02/06/09								
GENERAL ELECTRIC CAPITAL CORP CUSIP 36962G4D3	4/13/11	50,000.000	110.259 110.050	55,129.50 55,024.83	**55,363.00**	338.17 ST	3,000.00 1,191.66	5 41
Unit Price: $110 726, Coupon Rate 6.000%, Matures 08/07/19; Int Semi-Annually Feb/Aug 07, Yield to Maturity 4 411%, Moody AA2 S&P AA+, Issued 08/07/09								
CORPORATE BONDS				**$949,016.35** **$944,247.03**	**$1,013,210.00**	**$68,624.80 LT** **$338.17 ST**	**$49,418.75** **$13,467.05**	**4.88%**

FIXED-RATE CAPITAL SECURITIES

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
MERRILL LYNCH CAPITAL TRUST I 6.45 EXTENDABLE TO 12/15/2086 CUSIP 590199204	5/14/07	1,000.000	$25.240 $25.240	$25,240 00 $25,240.00	**$23,700.00**	$(1,540 00) LT 2	$1,612.50 —	6.80
Unit Price. $23 700; Coupon Rate 6 450%, Matures 12/15/66, Interest Paid Quarterly Jun 15, Callable $25 00 on 12/15/11, Moody BAA3 S&P BB+								

	Percentage of Assets %	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
CORPORATE FIXED INCOME		**$974,256.35** **$969,487.03**	**$1,036,910.00**	**$67,084.80 LT** **$338.17 ST**	**$51,031.25** **$13,467.05**	**4.92%**
TOTAL CORPORATE FIXED INCOME (incl.accr.int.)	**31.7%**		**$1,050,377.05**			

Watchlist and CreditWatch Indicators (*) = developing/uncertain (+) = On Watchlist/CreditWatch Upgrade (-) = On Watchlist/CreditWatch Downgrade
For more information on Watchlist and CreditWatch Indicators, please go to our website at www morganstanley com/bondratings or contact your financial advisor

GOVERNMENT SECURITIES

FEDERAL AGENCIES

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
FED HOME LN BK CUSIP 3133XHZK1	2/28/08	75,000.000	$103.434 $102.277	$77,575.20 $76,707 97	**$85,101.75**	$8,393 78 LT 2	$3,562.50 $138 54	4.18

Unit Price· $113 469, Coupon Rate 4.750%; Matures 12/16/16, Int. Semi-Annually Jun/Dec 16; Yield to Maturity 2 125%; Moody AAA S&P AAA; Issued 12/01/06

	Percentage of Assets %	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
GOVERNMENT SECURITIES		**$77,575.20** **$76,707.97**	**$85,101.75**	**$8,393.78 LT**	**$3,562.50** **$138.54**	**4.19%**
TOTAL GOVERNMENT SECURITIES (incl.accr.int.)	**2.6%**		**$85,240.29**			

MUTUAL FUNDS

OTHER MUTUAL FUNDS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ALLIANCEBER GLOBAL BOND A (ANAGX)	3/2/11	5,988 000	$8.350	$49,999.80	**$50,299.20**	$299 40 ST	$1,884.00	3.74
Share Price· $8 400; Dividend Cash, Capital Gains Reinvest								
AMERICAN EUROPACIFIC GRW F (AEGFX)	11/4/09	801.711	37.410	29,992.00	34,481.59	4,489.59 LT		
	11/16/09	253 688	39.490	10,018.14	10,911.12	892.98 LT		
	1/21/10	241 429	37.460	9,043.92	10,383.86	1,339 94 LT		
	Purchases	1,296.828		49,054 06	**55,776.57**	6,722 51 LT		
Long Term Reinvestments		17 467		667.75	751 26	83 51 LT		

CONTINUED

MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Short Term Reinvestments		18 171		740 47	781.53	41.06 ST		
	Total	1,332.466		50,462.28	**57,309.36**	6,806.02 LT 41.06 ST	751.00	1.31
Market Value vs Total Purchases +				49,054.06	57,309.36			
Net Value Increase/(Decrease)					8,255.30			
Share Price $43 010, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
AMERICAN SMALLCAP WORLD F (SCWFX)	11/4/09	1,532.434	29.370	45,007.60	60,469.85	15,462.25 LT		
	Purchases	1,532.434		45,007.60	**60,469.85**	15,462.25 LT		
Long Term Reinvestments		10.940		341.89	431.69	89.80 LT		
Short Term Reinvestments		21.602		824.78	852.41	27 63 ST		
	Total	1,564.976		46,174.27	**61,753.95**	15,552.05 LT 27.63 ST	836.00	1.35
Market Value vs Total Purchases +				45,007.60	61,753.95			
Net Value Increase/(Decrease)					16,746.35			
Share Price $39.460, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
ARTIO INTL EQ II A (JETAX)	11/4/09	2,537.678	11.820	29,995.35	31,974.74	1,979 39 LT		
	11/16/09	793.286	12.600	9,995.40	9,995 40	0.00 LT		
	1/21/10	732.229	11.620	8,508.50	9,226.09	717.59 LT		
	Purchases	4,063.193		48,499.25	**51,196.23**	2,696.98 LT		
Long Term Reinvestments		156.679		1,847.25	1,974 16	126.91 LT		
Short Term Reinvestments		78.563		967.11	989.89	22.78 ST		
	Total	4,298.435		51,313.61	**54,160.28**	2,823.89 LT 22.78 ST	985.00	1.81
Market Value vs Total Purchases +				48,499.25	54,160.28			
Net Value Increase/(Decrease)					5,661 03			
Share Price $12 600, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
CALAMOS MARKET NEUTRAL INC A (CVSIX)	1/21/10	430 214	11.600	4,990 48	5,227.10	236.62 LT		

CONTINUED

MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Purchases	430 214		4,990.48	**5,227.10**	236.62 LT		
Long Term Reinvestments		1.458		16.81	17.71	0.90 LT		
Short Term Reinvestments		7.388		87.65	89.76	2.11 ST		
	Total	439 060		5,094 94	**5,334.58**	237.52 LT 2.11 ST	84.00	1.57
Market Value vs Total Purchases + Net Value Increase/(Decrease)				4,990.48	5,334.58 344.10			
Share Price $12 150; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
IVY GLOB NATL RESOURCES A (IGNAX)	1/21/10	267 393	18.640	4,984 20	**5,823.82**	839.62 LT	—	—
Share Price· $21 780, Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
LAZARD EMERGING MARKETS OPEN (LZOEX)	11/4/09	4,527 710	17.740	80,321.58	100,017.11	19,695.53 LT		
	Purchases	4,527.710		80,321 58	**100,017.11**	19,695.53 LT		
Long Term Reinvestments		113.840		2,074 17	2,514.73	440.56 LT		
Short Term Reinvestments		44.478		964.95	982.52	17.57 ST		
	Total	4,686.028		83,360.70	**103,514.36**	20,136.09 LT 17.57 ST	860.00	0 83
Market Value vs Total Purchases + Net Value Increase/(Decrease)				80,321.58	103,514.36 23,192 78			
Share Price. $22.090; Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
OPPENHEIMER SR FLOATING RATE A (OOSAX)	3/2/11	4,796.000	8.420	40,382.32	**40,046.60**	(335.72) ST	2,076 00	5.18
Share Price $8 350, Dividend Cash, Capital Gains Reinvest								
RYDEX/SGI MANAGED FUT STR A (RYMTX)	1/21/10	191.087	26.210	5,008.40	**4,872.72**	(135.68) LT	—	—
Share Price $25 500, Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
T ROWE PRICE MID CAP GR (RPMGX)	2/20/03	2,028.397	29.580	60,000 00	127,505.03	67,505.03 LT A		
	Purchases	2,028.397		60,000.00	**127,505.03**	67,505.03 LT		
Long Term Reinvestments		716 782		35,281 20	45,056.91	9,775.71 LT		
Short Term Reinvestments		107.311		6,231.56	6,745.56	514.00 ST		
	Total	2,852.490		101,512.76	**179,307.52**	77,280.74 LT 514.00 ST	—	—
Market Value vs Total Purchases + Net Value Increase/(Decrease)				60,000 00	179,307 52 119,307 52			
Share Price $62 860; Enrolled In MS Dividend Reinvestment: Capital Gains Reinvest								

Holdings

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
MUTUAL FUNDS	17.0%	$438,293.28	$562,422.39	$123,540.25 LT $588.83 ST	$7,476.00 $0.00	1.33%

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page

For more information about the pricing of Money Market Funds, please see the Disclosures section of the statement.

+ Net Value Increase/(Decrease) compares your Total Purchases (excluding Dividend Reinvestments) with the Market Value of all shares you hold of the fund This calculation is for informational purposes only, does not reflect your total Unrealized Gain/(Loss) and should not be used for tax purposes

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$2,592,956.83	$3,296,938.71	$690,990.31 LT $1,877.31 ST	$95,750.93 $13,605.59	2.89%
TOTAL VALUE (includes accrued interest)			$3,310,544.30			

2 - You, or a third party, have provided the transaction details for this position

A - You executed this transaction elsewhere and later transferred the security to your Morgan Stanley Smith Barney Account. Another financial institution has provided Morgan Stanley Smith Barney the transaction detail for this position.

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: JOHN C. MARKEY CHARITABLE FUND

Employer identification number: 34-6572724

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	-91.
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	-91.

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			ATCH 1		6,231.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-4,671.
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	1,560.

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			-91.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			1,560.
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			1,469.

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 (Form 1041) 2010

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
JOHN C. MARKEY CHARITABLE FUND

Employer identification number
34-6572724

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 (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SALE OF MARKETABLE SECURITIES			9,524.	9,615.	-91.

1b **Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -91.

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

Schedule D-1 (Form 1041) 2010

JSA
0F1221 1 000

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**

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 (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SALE OF MARKETABLE SECURITIES			187,226.	191,897.	-4,671.
6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b					-4,671.

JSA
0F1222 1 000

Schedule D-1 (Form 1041) 2010

FEDERAL CAPITAL GAIN DIVIDENDS

ATTACHMENT 1

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
CAPITAL GAIN DIVIDENDS	6,231.	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		6,231.
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		6,231.

ESTIMATED TAX WORKSHEET FOR FORM 990-W

A	2011 Estimated Tax			A	
B	Enter 100 % of Line A	B			
C	Enter 100 % of tax on 2010 FORM 990-PF	C	1,469.		
D	Required Annual Payment (Smaller of lines B or C)			D	1,469.
E	Income tax withheld (if applicable)			E	0.
F	**Balance** (As rounded to the nearest multiple of 400)			F	1,600.

Record of Estimated Tax Payments

Payment number	(a) Date	(b) Amount	(c) 2010 overpayment credit applied	(d) Total amount paid and credited (add (b) and (c))
1	11/15/2011	1,600.		1,600.
2	12/15/2011			
3	03/15/2012			
4	06/15/2012			
Total		1,600.		1,600.

ESTIMATED PAYMENTS MUST BE MADE USING THE ELECTRONIC FEDERAL TAX PAYMENTS SYSTEM (EFTPS). THIS WORKSHEET MERELY PROVIDES THE AMOUNTS WHICH NEED TO BE PAID VIA THE ABOVE METHOD.