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, 2011

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
WILLIAM & MARY MITCHELL FDN
PNC BANK NA

A Employer identification number
35-6536740

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO BOX 94651

B Telephone number (see page 10 of the instructions)
(216) 257-4699

City or town, state, and ZIP code
CLEVELAND, OH 44101

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)* ▶ $ 17,391,776.

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	458,098.	458,098.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	825,648.			
	b Gross sales price for all assets on line 6a 8,035,318.				
	7 Capital gain net income (from Part IV, line 2)		825,648.		
	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)	5,233.	5,233.		
	12 **Total.** Add lines 1 through 11	1,288,979.	1,288,979.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	98,374.	49,187.		49,187.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	700.	NONE	NONE	700.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 2	5,725.	4,225.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 3	10.	10.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	104,809.	53,422.	NONE	49,887.
	25 Contributions, gifts, grants paid	731,928.			731,928.
	26 **Total expenses and disbursements.** Add lines 24 and 25	836,737.	53,422.	NONE	781,815.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	452,242.			
	b **Net investment income** (if negative, enter -0-)		1,235,557.		
	c **Adjusted net income** (if negative, enter -0-)				

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

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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	124,908.	299,584.	299,584.
	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)	981,313.	724,312.	793,853.
	b Investments - corporate stock (attach schedule)	9,074,255.	9,346,736.	11,481,865.
	c Investments - corporate bonds (attach schedule)	4,587,294.	4,204,928.	4,431,766.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)		381,350.	384,708.
	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)	14,767,770.	14,956,910.	17,391,776.
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	14,767,770.	14,956,910.	
	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)	14,767,770.	14,956,910.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	14,767,770.	14,956,910.	

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	14,767,770.
2 Enter amount from Part I, line 27a	2	452,242.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4	3	4,044.
4 Add lines 1, 2, and 3	4	15,224,056.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	267,146.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,956,910.

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	825,648.
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	732,340.	15,621,854.	0.04687919885
2008	982,445.	14,701,116.	0.06682791973
2007	885,662.	19,398,946.	0.04565516085
2006	793,297.	18,855,676.	0.04207205300
2005	438,297.	17,382,672.	0.02521459302

2	**Total** of line 1, column (d)	2	0.22664892545
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	0.04532978509
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	16,823,931.
5	Multiply line 4 by line 3	5	762,625.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,356.
7	Add lines 5 and 6	7	774,981.
8	Enter qualifying distributions from Part XII, line 4	8	781,815.

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	12,356.
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	12,356.
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	12,356.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 4,018.		
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	4,018.
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	8,338.
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		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 6			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶ N/A

14 The books are in care of ▶ PNC BANK NA Telephone no. ▶ (216)257-4699

Located at ▶ P O BOX 94651, CLEVELAND, OH ZIP + 4 ▶ 44101-4651

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		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions.)	2b	X	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)*	3b		
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** 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**

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 7		98,374.	-0-	-0-

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

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

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

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	17,080,133.
b	Average of monthly cash balances	1b	NONE
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	17,080,133.
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	17,080,133.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	256,202.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,823,931.
6	**Minimum investment return.** Enter 5% of line 5	6	841,197.

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	841,197.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	12,356.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	12,356.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	828,841.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	828,841.
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	828,841.

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	781,815.
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	781,815.
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	12,356.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	769,459.

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				828,841.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			739,331.	
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: ▶ $ 781,815.				
a Applied to 2009, but not more than line 2a			739,331.	
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				42,484.
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				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				786,357.
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	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 9				
Total . . . . . . ▶ 3a				731,928.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
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	458,098.	
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			15	5,233.	
8 Gain or (loss) from sales of assets other than inventory			18	825,648.	
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)				1,288,979.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,288,979.

(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

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

Jacklynn Ann Barras | 11/02/2011 | TAX DIRECTOR

Signature of officer or trustee JACKLYNN ANN BARRAS | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no.

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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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					26,733.	
		500. AT&T INC PROPERTY TYPE: SECURITIES					10/27/2008	06/30/2011
15,675.00		12,467.00					3,208.00	
		1600. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					11/26/2008	06/30/2011
83,982.00		81,782.00					2,200.00	
		55000. ALCOA INC DTD 05-23-01 6.50% DUE PROPERTY TYPE: SECURITIES					08/12/2002	09/27/2010
57,268.00		60,166.00					-2,898.00	
		780. ALLERGAN INC COM PROPERTY TYPE: SECURITIES					08/02/2007	06/30/2011
65,113.00		48,968.00					16,145.00	
		570. AMAZON.COM INC COM PROPERTY TYPE: SECURITIES					02/03/2011	05/31/2011
111,394.00		98,226.00					13,168.00	
		2825. AMERICAN ELECTRIC POWER COMPANY PROPERTY TYPE: SECURITIES					08/25/2010	02/03/2011
100,209.00		99,894.00					315.00	
		1550. AMERICAN TOWER CORP CL A PROPERTY TYPE: SECURITIES					06/17/2009	07/15/2010
70,557.00		45,536.00					25,021.00	
		1500. AMGEN PROPERTY TYPE: SECURITIES					06/15/2004	06/30/2011
87,239.00		82,574.00					4,665.00	
		2241. BAKER HUGHES INC. PROPERTY TYPE: SECURITIES					07/19/2005	12/08/2010
119,701.00		135,477.00					-15,776.00	
		50000. BANK OF AMERICA CORP DTD 01-23-01 PROPERTY TYPE: SECURITIES					VAR	01/15/2011
50,000.00		58,064.00					-8,064.00	

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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)	
		1700. BAXTER INTERNATIONAL, INC PROPERTY TYPE: SECURITIES					01/28/2009	08/25/2010
75,105.00		99,539.00					-24,434.00	
		100000. BEAR STEARNS GLOBAL EQUITY NOTE PROPERTY TYPE: SECURITIES					06/22/2007	06/27/2011
100,000.00		100,000.00						
		2800. BEST BUY INC COM PROPERTY TYPE: SECURITIES					06/17/2009	02/03/2011
97,292.00		101,273.00					-3,981.00	
		3420. BRISTOL MYERS SQUIBB CO. PROPERTY TYPE: SECURITIES					06/08/2007	06/30/2011
98,768.00		99,659.00					-891.00	
		50000. CATERPILLAR FIN SERV CORP NOTES PROPERTY TYPE: SECURITIES					02/10/2006	12/01/2010
50,000.00		49,933.00					67.00	
		1575. CELGENE CORP COM PROPERTY TYPE: SECURITIES					11/26/2008	06/30/2011
94,675.00		81,616.00					13,059.00	
		375. CENTURYTEL INC COM PROPERTY TYPE: SECURITIES					07/15/2010	06/30/2011
15,150.00		13,095.00					2,055.00	
		2800. CHESAPEAKE ENERGY CORP COM PROPERTY TYPE: SECURITIES					05/03/2007	12/08/2010
64,063.00		99,651.00					-35,588.00	
		11250. CISCO SYS INC PROPERTY TYPE: SECURITIES					VAR	05/31/2011
187,889.00		252,684.00					-64,795.00	
		1900. COACH INC COM PROPERTY TYPE: SECURITIES					02/03/2011	05/31/2011
120,277.00		103,490.00					16,787.00	
		1000. COGNIZANT TECHNOLOGY SOLUTIO CL A PROPERTY TYPE: SECURITIES					02/08/2006	08/25/2010
58,216.00		25,262.00					32,954.00	

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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)	
		1000. COGNIZANT TECHNOLOGY SOLUTIO CL A PROPERTY TYPE: SECURITIES					02/08/2006	12/08/2010
69,829.00		25,262.00					44,567.00	
		2700. COGNIZANT TECHNOLOGY SOLUTIO CL A PROPERTY TYPE: SECURITIES					02/08/2006	05/31/2011
204,630.00		68,209.00					136,421.00	
		2635. COLGATE PALMOLIVE COMPANY PROPERTY TYPE: SECURITIES					VAR	06/30/2011
229,715.00		133,836.00					95,879.00	
		2490. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					VAR	12/08/2010
160,876.00		151,689.00					9,187.00	
		3110. EQT CORPORATION PROPERTY TYPE: SECURITIES					06/15/2004	08/25/2010
102,331.00		76,532.00					25,799.00	
		2200. EXELON CORP COM PROPERTY TYPE: SECURITIES					07/19/2005	12/08/2010
87,053.00		115,060.00					-28,007.00	
		250000. FEDERAL NATL MTG ASSN NTS PROPERTY TYPE: SECURITIES					VAR	12/15/2010
250,000.00		249,422.00					578.00	
		20.81 FEDERAL NATL MTG ASSN POOL 357275 PROPERTY TYPE: SECURITIES					10/07/2002	07/31/2010
21.00		22.00					-1.00	
		449.12 FEDERAL NATL MTG ASSN POOL 35727 PROPERTY TYPE: SECURITIES					10/07/2002	08/31/2010
449.00		465.00					-16.00	
		265.11 FEDERAL NATL MTG ASSN POOL 35727 PROPERTY TYPE: SECURITIES					10/07/2002	09/30/2010
265.00		275.00					-10.00	
		21.21 FEDERAL NATL MTG ASSN POOL 357275 PROPERTY TYPE: SECURITIES					10/07/2002	10/31/2010
21.00		22.00					-1.00	

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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)	
		396.62 FEDERAL NATL MTG ASSN POOL 35727 PROPERTY TYPE: SECURITIES					10/07/2002	11/30/2010
397.00		411.00					-14.00	
		632.69 FEDERAL NATL MTG ASSN POOL 35727 PROPERTY TYPE: SECURITIES					10/07/2002	12/31/2010
633.00		656.00					-23.00	
		17.03 FEDERAL NATL MTG ASSN POOL 357275 PROPERTY TYPE: SECURITIES					10/07/2002	01/31/2011
17.00		18.00					-1.00	
		17.82 FEDERAL NATL MTG ASSN POOL 357275 PROPERTY TYPE: SECURITIES					10/07/2002	02/28/2011
18.00		18.00						
		15.89 FEDERAL NATL MTG ASSN POOL 357275 PROPERTY TYPE: SECURITIES					10/07/2002	03/31/2011
16.00		16.00						
		18.07 FEDERAL NATL MTG ASSN POOL 357275 PROPERTY TYPE: SECURITIES					10/07/2002	04/30/2011
18.00		19.00					-1.00	
		16.62 FEDERAL NATL MTG ASSN POOL 357275 PROPERTY TYPE: SECURITIES					10/07/2002	05/31/2011
17.00		17.00						
		16.18 FEDERAL NATL MTG ASSN POOL 357275 PROPERTY TYPE: SECURITIES					10/07/2002	06/30/2011
16.00		17.00					-1.00	
		372.31 FEDERAL NATL MTG ASSN POOL 55527 PROPERTY TYPE: SECURITIES					09/03/2003	07/31/2010
372.00		377.00					-5.00	
		505.88 FEDERAL NATL MTG ASSN POOL 55527 PROPERTY TYPE: SECURITIES					09/03/2003	08/31/2010
506.00		512.00					-6.00	
		492.36 FEDERAL NATL MTG ASSN POOL 55527 PROPERTY TYPE: SECURITIES					09/03/2003	09/30/2010
492.00		498.00					-6.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		533.09 FEDERAL NATL MTG ASSN POOL 55527 PROPERTY TYPE: SECURITIES					09/03/2003	10/31/2010
533.00		539.00					-6.00	
		486.3 FEDERAL NATL MTG ASSN POOL 555272 PROPERTY TYPE: SECURITIES					09/03/2003	11/30/2010
486.00		492.00					-6.00	
		596.71 FEDERAL NATL MTG ASSN POOL 55527 PROPERTY TYPE: SECURITIES					09/03/2003	12/31/2010
597.00		604.00					-7.00	
		409.23 FEDERAL NATL MTG ASSN POOL 55527 PROPERTY TYPE: SECURITIES					09/03/2003	01/31/2011
409.00		414.00					-5.00	
		456.44 FEDERAL NATL MTG ASSN POOL 55527 PROPERTY TYPE: SECURITIES					09/03/2003	02/28/2011
456.00		462.00					-6.00	
		466.44 FEDERAL NATL MTG ASSN POOL 55527 PROPERTY TYPE: SECURITIES					09/03/2003	03/31/2011
466.00		472.00					-6.00	
		364.01 FEDERAL NATL MTG ASSN POOL 55527 PROPERTY TYPE: SECURITIES					09/03/2003	04/30/2011
364.00		368.00					-4.00	
		308.22 FEDERAL NATL MTG ASSN POOL 55527 PROPERTY TYPE: SECURITIES					09/03/2003	05/31/2011
308.00		312.00					-4.00	
		316.15 FEDERAL NATL MTG ASSN POOL 55527 PROPERTY TYPE: SECURITIES					09/03/2003	06/30/2011
316.00		320.00					-4.00	
		1250. FIRST ENERGYCORP PROPERTY TYPE: SECURITIES					VAR	12/08/2010
44,537.00		67,372.00					-22,835.00	
		8900. FORD MTR CO DEL COM PAR $0.01 PROPERTY TYPE: SECURITIES					08/25/2010	02/03/2011
135,633.00		101,255.00					34,378.00	

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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)	
		1000. FRANKLIN RESOURCES INC PROPERTY TYPE: SECURITIES					06/15/2006	12/08/2010
118,840.00		83,940.00					34,900.00	
		720. FRONTIER COMMUNICATIONS CO PROPERTY TYPE: SECURITIES					02/12/2009	07/15/2010
5,256.00		5,643.00					-387.00	
		.12 FRONTIER COMMUNICATIONS CO PROPERTY TYPE: SECURITIES					02/12/2009	07/16/2010
1.00		1.00						
		1600. GENZYME CORP COM PROPERTY TYPE: SECURITIES					03/29/2007	12/08/2010
112,094.00		95,812.00					16,282.00	
		600. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES					VAR	12/08/2010
99,562.00		53,967.00					45,595.00	
		3300. HOME DEPOT PROPERTY TYPE: SECURITIES					11/26/2008	12/08/2010
112,223.00		76,317.00					35,906.00	
		1435. ISHARES RUSSELL 2000 VALUE INDEX F PROPERTY TYPE: SECURITIES					05/29/2008	02/03/2011
102,945.00		101,426.00					1,519.00	
		1250. ISHARES TR RUSSELL 2000 GROWTH PROPERTY TYPE: SECURITIES					05/29/2008	02/03/2011
110,160.00		101,200.00					8,960.00	
		6000. KBR INC PROPERTY TYPE: SECURITIES					03/28/2007	12/08/2010
176,038.00		121,419.00					54,619.00	
		1370. LOCKHEED MARTIN CORP PROPERTY TYPE: SECURITIES					VAR	08/25/2010
98,377.00		118,041.00					-19,664.00	
		20610.979 MANAGERS FUNDS INTERMEDIATE DU PROPERTY TYPE: SECURITIES					07/21/2005	08/25/2010
234,141.00		218,889.00					15,252.00	

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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)	
		1750. MCDONALDS CORP PROPERTY TYPE: SECURITIES					06/17/2009	05/31/2011
142,855.00		100,849.00					42,006.00	
		3375. MCGRAW-HILL COMPANIES INC COM PROPERTY TYPE: SECURITIES					06/17/2009	08/25/2010
94,081.00		100,845.00					-6,764.00	
		150000. MORGAN STANLEY NOTES PROPERTY TYPE: SECURITIES					06/25/2007	01/21/2011
150,000.00		147,362.00					2,638.00	
		1500. NEWFIELD EXPLORATION CO PROPERTY TYPE: SECURITIES					12/08/2010	05/31/2011
111,387.00		105,195.00					6,192.00	
		1300. NIKE INC CL B PROPERTY TYPE: SECURITIES					11/03/2008	02/03/2011
108,653.00		73,686.00					34,967.00	
		2700. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					05/01/2008	08/25/2010
23,463.00		81,055.00					-57,592.00	
		2750. NOVARTIS AG-ADR PROPERTY TYPE: SECURITIES					02/08/2006	06/30/2011
167,421.00		150,535.00					16,886.00	
		1351. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES					07/19/2005	08/25/2010
98,472.00		53,399.00					45,073.00	
		900. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES					07/19/2005	05/31/2011
97,153.00		35,573.00					61,580.00	
		2900. OMNICOM GROUP INC PROPERTY TYPE: SECURITIES					11/26/2008	02/03/2011
133,837.00		75,675.00					58,162.00	
		18165.304 PACIFIC INVESTMENT MANAGEMENT PROPERTY TYPE: SECURITIES					07/21/2005	06/23/2011
200,000.00		194,187.00					5,813.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		22315.898 PNC INTERMEDIATE BOND FUND CLA PROPERTY TYPE: SECURITIES					01/20/2005	12/08/2010
255,740.00		241,235.00					14,505.00	
		19464.054 PNC GOVERNMENT MRTG FD CLASS I PROPERTY TYPE: SECURITIES					07/21/2005	06/23/2011
188,412.00		180,043.00					8,369.00	
		3000. PEPSICO INC PROPERTY TYPE: SECURITIES					VAR	06/30/2011
210,396.00		161,824.00					48,572.00	
		1600. PRICE T ROWE GROUP INC COM PROPERTY TYPE: SECURITIES					12/08/2010	06/30/2011
96,174.00		99,184.00					-3,010.00	
		6575. QUANTA SVCS INC COM PROPERTY TYPE: SECURITIES					VAR	08/25/2010
118,479.00		156,622.00					-38,143.00	
		4072.135 T ROWE PRICE NEW HORIZONS FUND PROPERTY TYPE: SECURITIES					VAR	02/03/2011
140,000.00		137,739.00					2,261.00	
		1576.328 T ROWE PRICE NEW HORIZONS FUND PROPERTY TYPE: SECURITIES					05/29/2008	06/23/2011
57,000.00		46,517.00					10,483.00	
		8553.315 T ROWE PRICE EMERGING MARKETS S PROPERTY TYPE: SECURITIES					07/19/2005	07/15/2010
253,520.00		188,344.00					65,176.00	
		7457.121 ROYCE FD TOTAL RETURN PROPERTY TYPE: SECURITIES					07/19/2005	02/03/2011
100,000.00		95,078.00					4,922.00	
		3714.711 ROYCE FD TOTAL RETURN PROPERTY TYPE: SECURITIES					07/19/2005	06/23/2011
50,000.00		47,363.00					2,637.00	
		7000. SECTOR SPDR TR SBI BASIC INDS PROPERTY TYPE: SECURITIES					11/03/2008	08/25/2010
213,426.00		182,140.00					31,286.00	

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)	
		5315. STAPLES INC. PROPERTY TYPE: SECURITIES					VAR	08/25/2010
96,731.00		117,698.00					-20,967.00	
		3355. STARBUCKS CORP PROPERTY TYPE: SECURITIES					12/08/2010	05/31/2011
122,716.00		109,428.00					13,288.00	
		2500. TEVA PHARMACEUTICAL IND ADR PROPERTY TYPE: SECURITIES					07/19/2005	06/30/2011
120,376.00		76,525.00					43,851.00	
		3180. TEXAS INSTRUMENTS PROPERTY TYPE: SECURITIES					08/23/2004	08/25/2010
77,336.00		65,241.00					12,095.00	
		1200. 3M COMPANY COM PROPERTY TYPE: SECURITIES					08/25/2010	12/08/2010
101,710.00		97,137.00					4,573.00	
		3000. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES					02/12/2009	07/15/2010
80,309.00		83,723.00					-3,414.00	
		25000. WELLS FARGO & CO SUB NTS DTD 2-06 PROPERTY TYPE: SECURITIES					08/22/2002	02/01/2011
25,000.00		27,239.00					-2,239.00	
		3200. INVESCO LTD ISIN BMG491BT1088 SEDO PROPERTY TYPE: SECURITIES					09/12/2008	12/08/2010
73,791.00		79,108.00					-5,317.00	
		2660. NABORS INDUSTRIES LTD SHS PROPERTY TYPE: SECURITIES					06/15/2006	08/25/2010
42,407.00		84,907.00					-42,500.00	
		3400. FOSTER WHEELER AG SEDOL B4Y5TZ6 PROPERTY TYPE: SECURITIES					11/30/2006	08/25/2010
73,446.00		92,240.00					-18,794.00	

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)	
TOTAL GAIN(LOSS)							825,648.	

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PNC BANK, NA	700.			700.
TOTALS	700.	NONE	NONE	700.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,160.	1,160.
FEDERAL ESTIMATES - PRINCIPAL	1,500.	
FOREIGN TAXES ON QUALIFIED FOR	2,301.	2,301.
FOREIGN TAXES ON NONQUALIFIED	764.	764.
TOTALS	5,725.	4,225.

WILLIAM & MARY MITCHELL FDN 35-6536740

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADR SERVICE FEES	10.	10.
TOTALS	10.	10.

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

DESCRIPTION	AMOUNT
POSTED CURR YR FOR PR YR	4,036.
ROUNDING ADJUSTMENT	8.
TOTAL	4,044.

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

DESCRIPTION	AMOUNT
POSTED SUBSEQ YR FOR CURR YR	4,222.
TRADE DATE/SETTLEMENT DATE	242,627.
CARRY VALUE ADJUSTMENT	15,064.
ACCRUED MARKET DISCOUNT INTEREST ADJUSTMENT	5,233.
TOTAL	267,146.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
IN

STATEMENT 6

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

OFFICER NAME:
PNC BANK NA
ADDRESS:
P O BOX 94651
CLEVELAND, OH 44101-4651
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 8
COMPENSATION .... 98,374.

TOTAL COMPENSATION: 98,374.

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

RECIPIENT NAME:
MUHLENBERG HOSPITAL FNDTN
ADDRESS:
98 JAMES ST., STE 400
EDISON, NJ 08820
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 121,988.

RECIPIENT NAME:
PEACE MEMORIAL
PRESBYTERIAN CHURCH
ADDRESS:
110 S FORT HARRISON AVE
CLEARWATER, FL 33756
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 121,988.

RECIPIENT NAME:
THE FLORIDA ORCHESTRA INC
ADDRESS:
101 SOUTH HOOVER BLVD.,
TAMPA, FL 33609
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 121,988.

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

RECIPIENT NAME:
FROST VALLEY YMCA
ADDRESS:
298 CLAREMONT AVENUE
MONTCLAIR, NJ 07042-2893
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 121,988.

RECIPIENT NAME:
MARY E WILSON MEMORIAL
UNION CHURCH
ADDRESS:
7 VALLEY RD
WATCHUNG, NJ 07060
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 121,988.

RECIPIENT NAME:
MORTON PLANT MEASE
FOUNDATION
ADDRESS:
1200 DRUID RD SOUTH
CLEARWATER, FL 33756
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 121,988.

TOTAL GRANTS PAID: 731,928.

STATEMENT 9

Summary

Portfolio value

Income		Principal		Total	
Income on June 30	$38,391.68	Principal on June 30	$17,353,385.55	Total portfolio value on June 30	$17,391,777.23
Income on June 1	10,029.29	Principal on June 1	17,548,138.52	Total portfolio value on June 1	17,558,167.81
Change in value	$28,362.39	Change in value	- $194,752.97	Total change in value	- $166,390.58

Portfolio value by asset class

Income	Value Jun. 30	Value Jun 1	Change in value	Tax cost*
Cash and cash equivalents	$38,391.68	$10,029.29	$28,362.39	$38,391.68

Principal	Value Jun 30	Value Jun. 1	Change in value	Tax cost*
Cash and cash equivalents	$261,192.72	$102,843.42	$158,349.30	$261,192.72
Fixed income	5,225,619.06	5,240,434.70	- 14,815.64	4,929,240.51
Equities	11,481,865.30	11,923,640.40	- 441,775.10	9,346,735.51
Alternative investments	384,708.47	281,220.00	103,488.47	381,350.00
Total	$17,391,777.23	$17,558,167.81	- $166,390.58	$14,956,910.42

* *We use tax cost to calculate the cost of your portfolio When this information is not available for all assets, your portfolio's tax cost may be understated. To determine if we have tax cost information for all your assets, call Jocy Muya your Account Advisor*

Detail

Portfolio - income

Cash and cash equivalents

Mutual funds - money market

Description	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
PNC MONEY MARKET FUND FUND #417	$10,029 29 38,391 680	$38,391.68 $1 0000	0 23 %	$38,391 68 $1 00		0 06 %	$19 20	$1 15

Portfolio - principal

Cash and cash equivalents

Mutual funds - money market

Description	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
PNC MONEY MARKET FUND FUND #417	$102,843 42 261,192.720	$261,192 72 $1 0000	1 51 %	$261,192 72 $1 00		0 06 %	$130 61	$6 84

Fixed income

Corporate bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ALLSTATE CORP NTS 05 000% DUE 08/15/2014 RATING A3 (020002AR2)	$110,513 00 100,000	$110,256.00 $110 2560	0.64 %	$98,477.00 $98 48	$11,779 00	4 54 %	$5,000 00	$1,888 89

Detail

Fixed income
Corporate bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
AMERICAN INTL GROUP NTS 05 600% DUE 10/18/2016 RATING· BAA1 (02687QBC1)	159,996 00 150,000	156,738.00 104 4920	0 91 %	151,406 00 100 94	5,332 00	5.36 %	8,400 00	1,703.33
ANHUESER-BUSCH COS INC NTS 04.700% DUE 04/15/2012 RATING. BAA1 (035229CX9)	77,660.25 75,000	77,324 25 103 0990	0.45 %	71,492 25 95 32	5,832.00	4 56 %	3,525.00	744 17
BP CAPITAL MARKETS PKC ISIN US05565QBL14 03 625% DUE 05/08/2014 RATING A2 (05565QBL1)	78,966 75 75,000	78,762 00 105 0160	0 46 %	77,224 50 102 97	1,537.50	3 46 %	2,718 75	400 26
BOEING CAPITAL CORP NOTES 06.50% DUE 02/15/2012 RATING A2 (097014AG9)	52,091 50 50,000	51,838 00 103 6760	0 30 %	53,043 00 106 09	- 1,205.00	6.27 %	3,250 00	1,227 78
CREDIT SUISSE FB USA INC NTS 06.500% DUE 01/15/2012 RATING. AA1 (22541LAC7)	134,686 50 130,000	134,037 80 103 1060	0.78 %	136,374 90 104 90	- 2,337.10	6 31 %	8,450 00	3,896 39
JOHN DEERE CAPITAL CORP BDS 05.100% DUE 01/15/2013 RATING: A2 (244217BK0)	26,750 50 25,000	26,622 50 106 4900	0 16 %	24,959 00 99 84	1,663 50	4 79 %	1,275 00	587.92

Detail

Fixed income

Corporate bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
EI DUPONT DE NEMOURS NTS 04 750% DUE 11/15/2012 RATING A2 (263534BK4)	121,802 25 115,000	121,430 80 105 5920	0.70 %	112,687 80 97 99	8,743 00	4 50 %	5,462 50	697.99
GENERAL ELEC CAP CORP NTS 6 0% DUE 06/15/2012 RATING AA2 (36962GYY4)	79,242 00 75,000	78,848 25 105 1310	0 46 %	78,126 75 104 17	721 50	5.71 %	4,500 00	200.00
GENERAL ELEC CAP CORP NOTES SER MTNA 05.450% DUE 01/15/2013 RATING AA2 (36962GZY3)	171,000.00 160,000	170,220.80 106 3880	0 98 %	158,626 60 99.14	11,594 20	5 13 %	8,720 00	4,020 89
GOLDMAN SACHS GROUP INC SR NTS 05 750% DUE 10/01/2016 RATING: A1 (38141GER1)	109,886 00 100,000	108,827 00 108 8270	0 63 %	101,982 00 101.98	6,845.00	5.29 %	5,750.00	1,437.50
HOUSEHOLD FINANCE CO CONS NTS 06 375% DUE 10/15/2011 RATING: A3 (441812JW5)	56,157 20 55,000	55,877 25 101.5950	0.33 %	55,481.25 100 88	396 00	6 28 %	3,506.25	740.21
IBM CORP BDS 04.750% DUE 11/29/2012 RATING AA3 (459200BA8)	159,457 50 150,000	158,713 50 105 8090	0.92 %	143,992 50 96.00	14,721 00	4 49 %	7,125 00	633 33

Detail

Fixed income
Corporate bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
JP MORGAN CHASE & CO SUB NTS 05 750% DUE 01/02/2013 RATING· A1 (46625HAT7)	21,381.40 20,000	21,274 60 106 3730	0 13 %	19,966 20 99 83	1,308 40	5 41 %	1,150 00	571 81
LOWES COMPANIES INC NOTES 05 000% DUE 10/15/2015 RATING. A1 (548661CH8)	169,408 50 150,000	168,411 00 112 2740	0 97 %	141,384 00 94 26	27,027.00	4.46 %	7,500 00	1,583 33
PEPSICO INC SR NOTES 05 000% DUE 06/01/2018 RATING. AA3 (713448BH0)	83,640 75 75,000	83,352.00 111 1360	0 48 %	82,806 75 110 41	545 25	4.50 %	3,750 00	312.50
PFIZER INC SR UNSEC 06.200% DUE 03/15/2019 RATING: A1 (717081DB6)	176,686 50 150,000	175,558 50 117 0390	1.01 %	153,609 00 102.41	21,949 50	5.30 %	9,300.00	2,738.33
SBC COMMUNICATIONS INC GLOBAL NT 05 875% DUE 02/01/2012 RATING. A2 (78387GAH6)	113,776 30 110,000	113,327 50 103 0250	0 66 %	112,474 70 102 25	852 80	5.71 %	6,462 50	2,692 71
WACHOVIA CORP NTS 05.700% DUE 08/01/2013 RATING A1 (92976WBA3)	164,122 50 150,000	162,790.50 108 5270	0 94 %	149,833.50 99 89	12,957 00	5 26 %	8,550 00	3,562 50

Detail

Fixed income

Corporate bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
WAL-MART STORES INC NTS 05 375% DUE 04/05/2017 RATING. AA2 (931142CG6)	114,817.00 100,000	114,262.00 114 2620	0.66 %	100,109 00 100 11	14,153 00	4 71 %	5,375 00	1,284 03
Total corporate bonds		**$2,168,472.25**	**12.47 %**	**$2,024,056.70**	**$144,415.55**	**5.06 %**	**$109,770.00**	**$30,923.87**

Treasury bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
USA TREASURY NOTES 04.625% DUE 02/15/2017 RATING AAA (912828GH7)	$286,600.00 250,000	$285,037 50 $114 0150	1.64 %	$251,826 17 $100 73	$33,211.33	4 06 %	$11,562 50	$4,343.92

Agency bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
FEDERAL HOME LOAN BANK BDS 05 125% DUE 08/14/2013 RATING AAA (3133XGVF8)	$164,730 00 150,000	$164,239 50 $109.4930	0.95 %	$152,388 00 $101.59	$11,851 50	4.69 %	$7,687 50	$2,925.52
FEDERAL HOME LOAN MTG CORP NTS 05 750% DUE 01/15/2012 RATING AAA (3134A4JT2)	93,119 40 90,000	92,700 90 103 0010	0 54 %	95,354 30 105 95	- 2,653 40	5 59 %	5,175.00	2,386 25

Detail

Agency bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
FEDERAL NATL MTG ASSN NTS SERIES $ 05 000% DUE 04/15/2015 RATING. AAA (31359MA45)	227,084 00 200,000	226,524.00 113 2620	1 31 %	201,649 20 100.83	24,874 80	4 42 %	10,000 00	2,111 11
FEDERAL NATL MTG ASSN POOL #357275 06 500% DUE 05/01/2032 NOT RATED (31376J2G3)	7,522 10 6,531.450	7,447.68 114 0280	0 05 %	6,768 21 103 63	679 47	5 71 %	424.54	36 56
FEDERAL NATL MTG ASSN POOL #555272 6.00% DUE 03/01/2033 NOT RATED (31385W2D0)	18,411.45 16,135.270	17,903 05 110 9560	0.11 %	16,326 24 101 18	1,576 81	5 41 %	968 12	83 37
Total agency bonds		**$508,815.13**	**2.93 %**	**$472,485.95**	**$36,329.18**	**4.77 %**	**$24,255.16**	**$7,542.81**

Etf - fixed income

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ISHARES BARCLAYS TR U S TIP (TIP) ETF	$288,236.00 2,600	$287,664 00 $110 6400	1 66 %	$248,556 88 $95 60	$39,107 12	3 62 %	$10,394.80	
POWERSHARES BUILD AMERICA (BAB) BOND PORTFOLIO ETF	173,160 00 6,500	168,935 00 25 9900	0 98 %	161,519 15 24.85	7,415 85	5 65 %	9,542 00	
Total etf - fixed income		**$456,599.00**	**2.63 %**	**$410,076.03**	**$46,522.97**	**4.37 %**	**$19,936.80**	

Detail

Mutual funds - fixed income

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
DODGE & COX INCOME FUND (DODIX)	$208,483 64 15,529 796	$207,633 37 $13 3700	1.20 %	$206,684 95 $13.31	$948.42	4.77 %	$9,892 48	
EATON VANCE FLOATING RATE (EIBLX) FUND CLASS I FUND #924	107,080 64 17,368 713	156,839 48 9 0300	0.91 %	153,268 99 8 82	3,570 49	3 95 %	6,193.97	372 53
FIDELITY ADVISOR FLOATING HIGH (FFRIX) INCOME FUND I FUND #279	106,005 49 15,882.323	155,805 59 9.8100	0 90 %	152,762 32 9 62	3,043 27	2 70 %	4,196.23	258 62
PIMCO FDS (PTTRX) TOTAL RETURN BD FUND INSTL CLASS, FD #35	987,000 03 71,075 205	781,116 50 10 9900	4 50 %	755,812 90 10 63	25,303.60	3 43 %	26,792.17	2,562 08
PNC GOVERNMENT MRTG FD (PTGIX) CLASS I FUND #406	188,217.40	 9.6300	0 01 %					536 86
T ROWE PRICE SHORT TERM BOND FD (PRWBX) FD #55	202,742 15 41,704 128	202,682 06 4 8600	1 17 %	202,266 50 4 85	415 56	2 12 %	4,291 05	370 14
TEMPLETON GLOBAL BOND FUND AD (TGBAX) FUND #616	 21,818.182	302,618 18 13 8700	1 75 %	300,000 00 13.75	2,618 18	5 54 %	16,756 36	
Total mutual funds - fixed income		**$1,806,695.18**	**10.39 %**	**$1,770,795.66**	**$35,899.52**	**3.77 %**	**$68,122.26**	**$4,100.23**
Total fixed income		**$5,225,619.06**	**30.05 %**	**$4,929,240.51**	**$296,378.55**	**4.47 %**	**$233,646.72**	**$46,910.83**

Equities

Stocks

Consumer discretionary

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
BORG WARNER INC. (BWA)	 1,350	$109,066 50 $80 7900	0 63 %	$97,157 75 $71 97	$11,908 75	0 60 %	$648 00	
DISNEY WALT CO (DIS)	 3,060	119,462 40 39 0400	0 69 %	127,642 09 41 71	- 8,179 69	1 03 %	1,224 00	

Detail

Equities

Stocks

Consumer discretionary

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
DOLLAR TREE INC (DLTR)	120,468.60 1,890	125,911 80 66 6200	0.73 %	92,687 87 49 04	33,223.93			
LIMITED BRANDS INC (LTD)	3,680	141,496.00 38 4500	0 82 %	147,514 64 40 09	- 6,018 64	2 09 %	2,944 00	3,680.00
MACY'S INC (M)	4,630	135,381 20 29 2400	0 78 %	133,940 81 28 93	1,440 39	1 37 %	1,852 00	463.00
MATTEL INC (MAT)	113,498.50 4,300	118,207 00 27 4900	0 68 %	107,988.48 25 11	10,218 52	3.35 %	3,956 00	
TIFFANY & CO NEW (TIF)	130,891 80 1,730	135,839 60 78.5200	0.79 %	103,986 67 60 11	31,852.93	1 48 %	2,006 80	501 70
VIACOM INC CLASS B WI (VIAB)	146,189.00 2,900	147,900 00 51 0000	0.86 %	90,578 89 31 23	57,321 11	1 97 %	2,900 00	725 00
Total consumer discretionary		**$1,033,264.50**	**5.94 %**	**$901,497.20**	**$131,767.30**	**1.50 %**	**$15,530.80**	**$5,369.70**

Consumer staples

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
COLGATE-PALMOLIVE CO (CL)	$230,641.55 2,635	$230,325 35 $87.4100	1 33 %	$133,836 44 $50 79	$96,488 91	2 66 %	$6,113 20	
PEPSICO INC (PEP)	213,360 00 3,000	211,290 00 70 4300	1 22 %	161,824 32 53 94	49,465.68	2.93 %	6,180 00	
PROCTER & GAMBLE CO (PG)	189,610 00 2,830	179,903 10 63 5700	1 04 %	155,225 50 54 85	24,677.60	3 31 %	5,943 00	
WAL-MART STORES INC (WMT)	286,315 70 5,185	275,530 90 53 1400	1 59 %	290,348 00 56 00	- 14,817.10	2 75 %	7,570 10	
Total consumer staples		**$897,049.35**	**5.16 %**	**$741,234.26**	**$155,815.09**	**2.88 %**	**$25,806.30**	

Detail

Energy

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
APACHE CORPORATION (APA)	$121,485 00 975	$120,305 25 $123 3900	0 70 %	$110,925 75 $113 77	$9,379 50	0.49 %	$585.00	
BAKER HUGHES INC (BHI)	 1,270	92,151.20 72 5600	0.53 %	94,366 21 74 30	- 2,215 01	0 83 %	762 00	
CHEVRON CORPORATION (CVX)	173,626 05 1,655	170,200.20 102 8400	0 98 %	126,341 60 76 34	43,858 60	3 04 %	5,163 60	
EXXON MOBIL CORP (XOM)	241,562 18 2,894	235,513 72 81 3800	1.36 %	145,527 62 50 29	89,986 10	2 32 %	5,440 72	
HESS CORPORATION (HES)	 970	72,517 20 74 7600	0 42 %	76,484 31 78 85	- 3,967.11	0 54 %	388 00	
NATIONAL OILWELL VARCO INC (NOV)	130,644 00 1,800	140,778 00 78 2100	0 81 %	104,275 42 57 93	36,502 58	0 57 %	792 00	
OCCIDENTAL PETROLEUM CORP (OXY)	214,513 65 1,089	113,299.56 104 0400	0 66 %	43,043 16 39 53	70,256.40	1 77 %	2,003 76	500.94
Total energy		**$944,765.13**	**5.43 %**	**$700,964.07**	**$243,801.06**	**1.60 %**	**$15,135.08**	**$500.94**

Financial

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ACE LIMITED (ACE) ISIN CH0044328745 SEDOL B3BQMF6	$137,640 00 2,000	$131,640.00 $65.8200	0 76 %	$106,381 33 $53 19	$25,258 67	2.13 %	$2,800 00	$700 00
AMERICAN EXPRESS CO (AXP)	86,430 00 1,675	86,597 50 51 7000	0 50 %	76,497 25 45 67	10,100 25	1 40 %	1,206 00	301 50
AMERIPRISE FINANCIAL INC (AMP)	111,744.75 1,825	105,266.00 57.6800	0 61 %	101,123 25 55 41	4,142 75	1 60 %	1,679 00	
CAPITAL ONE FINANCIAL CORP (COF)	105,691 30 1,945	100,498 15 51.6700	0 58 %	78,960 00 40 60	21,538 15	0 39 %	389 00	
CHUBB CORP (CB)	163,975 00 2,500	156,525 00 62.6100	0.90 %	100,598 25 40.24	55,926 75	2 50 %	3,900 00	975.00
EQUITY RESIDENTIAL (EQR) SH BEN INT REIT	136,026 00 2,200	132,000 00 60 0000	0 76 %	100,089 44 45 50	31,910 56	2 26 %	2,970 00	742 50

Detail

Financial

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
JPMORGAN CHASE & CO (JPM)	221,605 00 5,125	209,817 50 40.9400	1 21 %	127,483 59 24 88	82,333 91	2 45 %	5,125 00	
PRICE T ROWE GROUP INC (TROW)	101,280 00 1,600	96,544.00 60.3400	0.56 %	99,184 00 61 99	- 2,640 00	2 06 %	1,984 00	
WELLS FARGO & COMPANY (WFC)	96,458.00 3,400	95,404 00 28.0600	0 55 %	100,476.29 29 55	- 5,072 29	1 72 %	1,632 00	
Total financial		**$1,114,292.15**	**6.41 %**	**$890,793.40**	**$223,498.75**	**1.95 %**	**$21,685.00**	**$2,719.00**

Health care

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ABBOTT LABORATORIES INC (ABT)	$83,600 00 1,600	$84,192 00 $52 6200	0 49 %	$81,782 24 $51 11	$2,409.76	3 65 %	$3,072 00	
ALLERGAN INC (AGN)	192,760 90 2,330	193,972.50 83 2500	1 12 %	145,354 82 62.38	48,617 68	0 25 %	466 00	
AMERISOURCEBERGEN CORP (ABC)	140,148 00 3,400	140,760 00 41 4000	0 81 %	107,916 00 31 74	32,844.00	1 12 %	1,564 00	
AMGEN INC (AMGN)	90,810 00 1,500	87,525 00 58 3500	0 51 %	82,573 65 55.05	4,951 35			
BRISTOL MYERS SQUIBB CO (BMY)	98,359 20 3,420	99,043 20 28 9600	0 57 %	99,658 80 29 14	- 615 60	4 56 %	4,514.40	1,128 60
CELGENE CORP (CELG)	95,933.25 1,575	95,004.00 60 3200	0.55 %	81,616 34 51 82	13,387.66			
NOVARTIS AG (NVS) SPONSORED ADR	177,430.00 2,750	168,052 50 61.1100	0 97 %	150,535 28 54 74	17,517 22	3 29 %	5,513 75	
TEVA PHARMACEUTICAL INDS LTD (TEVA) ADR	127,250 00 2,500	120,550 00 48 2200	0 70 %	76,524 75 30 61	44,025.25	1 57 %	1,892.50	
Total health care		**$989,099.20**	**5.69 %**	**$825,961.88**	**$163,137.32**	**1.72 %**	**$17,022.65**	**$1,128.60**

Detail

Industrials

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
CUMMINS INC (CMI)	$99,451.80 945	$97,798.05 $103 4900	0 57 %	$99,376.20 $105 16	- $1,578 15	1 02 %	$992.25	
DEERE & CO (DE)	164,412 80 1,910	157,479 50 82 4500	0 91 %	70,092 22 36 70	87,387 28	1 99 %	3,132 40	783 10
DOVER CORP (DOV)	114,291 00 1,700	115,260 00 67 8000	0 67 %	75,309 83 44 30	39,950.17	1 63 %	1,870 00	
EATON CORP (ETN)	153,976 60 2,980	153,321 00 51.4500	0 89 %	148,540 04 49 85	4,780 96	2 65 %	4,052 80	
GENERAL ELECTRIC CO (GE)	135,516.00 6,900	130,134 00 18 8600	0.75 %	101,085 00 14 65	29,049 00	3 19 %	4,140 00	1,035 00
UNION PACIFIC CORP (UNP)	146,958 00 1,400	146,160 00 104 4000	0 85 %	101,318 00 72 37	44,842.00	1 82 %	2,660 00	665.00
UNITED TECHNOLOGIES CORP (UTX)	111,906 75 1,275	112,850 25 88 5100	0 65 %	99,144 00 77.76	13,706.25	2 17 %	2,448 00	
Total Industrials		**$913,002.80**	**5.25 %**	**$694,865.29**	**$218,137.51**	**2.11 %**	**$19,295.45**	**$2,483.10**

Information technology

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
APPLE INC (AAPL)	$372,178.10 1,070	$359,166 90 $335.6700	2 07 %	$179,868 04 $168.10	$179,298 86			
EMC CORP (EMC)	3,525	97,113 75 27 5500	0 56 %	99,703.22 28.29	- 2,589 47			
EBAY INC (EBAY)	2,610	84,224.70 32 2700	0 49 %	81,241 47 31 13	2,983 23			
GOOGLE INC-CL A (GOOG)	145,480.50 275	139,254 50 506 3800	0 81 %	131,292 07 477 43	7,962 43			
INTERNATIONAL BUSINESS MACHS (IBM) CORP	1,030	176,696 50 171 5500	1 02 %	173,389 99 168 34	3,306.51	1 75 %	3,090 00	
MICROSOFT CORP (MSFT)	307,748 05 12,305	319,930 00 26.0000	1 84 %	327,082 22 26.58	- 7,152 22	2 47 %	7,875 20	

Detail

Information technology

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ORACLE CORP (ORCL)	246,212.90	236,787 45	1 37 %	100,730 00	136,057 45	0 73 %	1,726 80	
	7,195	32 9100		14 00				
QUALCOMM INC (QCOM)	205,065 00	198,765 00	1 15 %	144,305 00	54,460.00	1 52 %	3,010 00	
	3,500	56 7900		41 23				
Total information technology		**$1,611,938.80**	**9.27 %**	**$1,237,612.01**	**$374,326.79**	**0.97 %**	**$15,702.00**	

Materials

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
CELANESE CORP-SERIES A (CE)	$156,270 00	$159,930 00	0 92 %	$78,547 20	$81,382 80	0.38 %	$600 00	
	3,000	$53 3100		$26 18				
DUPONT E I DE NEMOURS & CO (DD)	101,270 00	102,695 00	0 60 %	75,581 81	27,113 19	3 04 %	3,116 00	
	1,900	54 0500		39 78				
PPG INDUSTRIES INC (PPG)	106,440.00	108,948 00	0 63 %	78,359 88	30,588 12	2.52 %	2,736 00	
	1,200	90 7900		65 30				
Total materials		**$371,573.00**	**2.14 %**	**$232,488.89**	**$139,084.11**	**1.74 %**	**$6,452.00**	

Telecommunication services

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
AT&T INC (T)	$116,772 00	$116,217.00	0 67 %	$92,253.95	$23,963 05	5 48 %	$6,364 00	
	3,700	$31 4100		$24 93				
CENTURYLINK INC (CTL)	129,570 00	121,290 00	0 70 %	104,760.00	16,530 00	7 18 %	8,700.00	
	3,000	40 4300		34 92				
Total telecommunication services		**$237,507.00**	**1.37 %**	**$197,013.95**	**$40,493.05**	**6.34 %**	**$15,064.00**	

Detail

Utilities

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
NORTHEAST UTILITIES (NU)	$82,109 20 2,330	$81,946.10 $35 1700	0 48 %	$78,504 92 $33 69	$3,441.18	3.13 %	$2,563.00	
WISCONSIN ENERGY CORP (WEC)	134,461 00 4,300	134,805 00 31 3500	0 78 %	126,150 18 29 34	8,654 82	3 32 %	4,472 00	
Total utilities		**$216,751.10**	**1.25 %**	**$204,655.10**	**$12,096.00**	**3.25 %**	**$7,035.00**	
Total stocks		**$8,329,243.03**	**47.89 %**	**$6,627,086.05**	**$1,702,156.98**	**1.91 %**	**$158,728.28**	**$12,201.34**

Etf - equity

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ISHARES TR RUSSELL MIDCAP (IWS) VALUE INDEX FD ETF	$259,859.00 5,300	$253,075 00 $47.7500	1 46 %	$150,202 00 $28 34	$102,873.00	1 95 %	$4,918.40	
ISHARES RUSSELL MIDCAP GROWTH (IWP) INDEX FUND ETF	264,180 00 4,200	259,686 00 61.8300	1.50 %	150,654 00 35 87	109,032.00	0 81 %	2,087 40	
VANGUARD MSCI EMERGING MARKETS (VWO) ETF	283,610 25 5,775	280,780 50 48 6200	1 62 %	269,043 13 46 59	11,737 37	1 68 %	4,706.63	
Total etf - equity		**$793,541.50**	**4.56 %**	**$569,899.13**	**$223,642.37**	**1.48 %**	**$11,712.43**	

Mutual funds - equity

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ARTIO GLOBAL INVT FDS INTL (JETIX) EQUITY FD II CL I FUND #1529	$79,504 64 6,191.950	$78,575 85 $12 6900	0.46 %	$100,000 00 $16.15	- $21,424 15	4.56 %	$3,582 54	
DODGE & COX INTERNATIONAL (DODFX) STOCK FUND	561,893 79 14,951 937	549,932 24 36 7800	3 17 %	474,424 95 31 73	75,507.29	1.19 %	6,519.04	

Detail

Mutual funds - equity

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
GOLDMAN SACHS GRTH OPPOR (GGOIX) INSTIT CLASS FD #1132	104,761 91 4,001 601	101,600 65 25 3900	0 59 %	100,000 00 24.99	1,600.65			
HARBOR INTERNATIONAL FUND (HAINX) CLASS INS	105,233 58 1,605.394	104,174 02 64 8900	0 60 %	100,000 00 62.29	4,174 02	1 59 %	1,653 56	
HARDING LOEVNEREMERG MKTS (HLEMX)	298,228 14 5,813 414	296,077.18 50 9300	1 71 %	210,000 00 36 12	86,077 18	0 04 %	116.27	
PERKINS MID CAP VALUE FUND CLASS (JMCVX) T SHARES INVESTOR CLASS # 67	104,079 00 4,293 688	101,760 41 23 7000	0.59 %	100,000 00 23 29	1,760.41	1 02 %	1,030 49	
T ROWE PRICE NEW HORIZONS FD INC (PRNHX) FD #42	207,844 28 3,922 198	147,082 43 37 5000	0 85 %	115,744 04 29 51	31,338 39	0 14 %	196 11	
ROYCE TOTAL RETURN FUND INV (RYTRX) FUND #267	198,548 89 10,396 795	143,683.71 13 8200	0 83 %	132,559 14 12 75	11,124 57	0.80 %	1,143.65	
VANGUARD INTERNATIONAL VALUE (VTRIX) FUND #46	456,393.54 13,644.052	450,117 28 32 9900	2 59 %	437,701 20 32 08	12,416.08	0.91 %	4,093 22	
Total mutual funds - equity		**$1,973,003.77**	**11.34 %**	**$1,770,429.33**	**$202,574.44**	**0.93 %**	**$18,334.88**	

Other equity

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
CREDIT SUISSE GLOBAL EQUITY NOTE 20% BUFFER; 110% PARTICIPATION MATURITY 9/27/11 ISSUED 9/20/07 RATING AA1 (22546EAH7)	$71,812 50 75,000	$71,940 00 $95 9200	0 42 %	$75,000 00 $100 00	- $3,060 00			
JPMORGAN GLOBAL EQUITY NOTE 20% BUFFER 128% PARTICIPATION MATURITY 4/30/13 ISSUED 4/25/08 RATING. AA3 (48123MH47)	95,760.00 100,000	95,720 00 95 7200	0 56 %	100,000 00 100 00	- 4,280 00			

Detail

Other equity

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
JPMORGAN GLOBAL EQUITY NOTE 20% BUFFER 130%PARTIC 163 5% CAP MATURITY 2/8/12 ISSUED 2/1/08 RATING· AA3 (48123MMT6)	97,650.00 100,000	96,640 00 96 6400	0 56 %	100,000 00 100 00	- 3,360 00			
SUNTRUST GLOBAL EQUITY LINKED CD PRINC PROT;115 25% PART, 30% CAP MATURITY 2/20/13 ISSUE 2/13/09 RATING. BAA1 (86789VGF8)	122,078 00 100,000	121,777.00 121 7770	0 71 %	104,321 00 104 32	17,456 00			
Total other equity		**$386,077.00**	**2.22 %**	**$379,321.00**	**$6,756.00**			
Total equities		**$11,481,865.30**	**66.02 %**	**$9,346,735.51**	**$2,135,129.79**	**1.64 %**	**$188,775.59**	**$12,201.34**

Alternative investments

Natural resources

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
BARCLAYS COMMODITY NOTE 20% BUFFER, 125% PARTICIPATION MATURITY 3/5/13 ISSUED 2/29/08 RATING AA3 (06738G7N4)	$206,400 00 200,000	$203,900.00 $101 9500	1 18 %	$201,350.00 $100.68	$2,550.00			

Mutual funds - alternative invest

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
VAN ECK GLOBAL HARD ASSETS (GHAIX) FUND CLASS I FD # 408	1,921 599	$104,400 47 $54 3300	0 61 %	$100,000 00 $52 04	$4,400 47			

Detail

Other alternative investments

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
CREDIT SUISSE ABSOLUTE RET. NOTE 0% BUFFER 325% PARTICIPATION MATURITY 7/19/12 ISSUED 6/27/08 RATING: AA1 (22546EBS2)	$41,324 00 40,000	$40,720 00 $101 8000	0.24 %	$40,000.00 $100 00	$720 00			
JPMORGAN ABSOLUTE RETURN NOTE 0% BUFFER 260% PARTICIPATION MATURITY 7/2/13 ISSUED 6/27/08 (48123M6K3) RATING AA3	33,496 00 40,000	35,688.00 89.2200	0 21 %	40,000 00 100 00	- 4,312.00			
Total other alternative investments		**$76,408.00**	**0.44 %**	**$80,000.00**	**- $3,592.00**			
Total alternative investments		**$384,708.47**	**2.21 %**	**$381,350.00**	**$3,358.47**			
Total portfolio		**$17,391,777.23**	**100.00 %**	**$14,956,910.42**	**$2,434,866.81**	**2.43 %**	**$422,572.12**	**$59,120.16**

Pending Trades

Purchases

Description	Trade date	Settle date	Quantity	Price per unit	Cash
COVIDIEN PLC ISIN IE00B68SQD29 SEDOL B68SQD2	06/30/11	07/06/11	2,590	$53 0654	- $137,439 39
BANK OF AMERICA CORP	06/30/11	07/06/11	5,690	11 0000	- 62,590.00
CHEVRON CORPORATION	06/30/11	07/06/11	150	102 2681	- 15,340 22
COCA COLA CO	06/30/11	07/06/11	1,720	67 1500	- 115,498 00
JOHNSON & JOHNSON	06/30/11	07/06/11	2,780	66.4100	- 184,619.80

PNC Bank, NA
Trust Tax Services
P O Box 94551
B7-YB17-03-8
Cleveland, OH 44101-4551

11/9/2011

Department of the Treasury
Internal Revenue Service
Ogden Utah 84201

Enclosed please find Form 990-PF, Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation showing a balance due which was paid electronically

ACCOUNT	NAME	EIN	Prep	Amt	T/Y
21750699452389	WILLIAM & MARY MITCHELL FDN	35-6536740	727	$8,338 00	6/30/2011

Please acknowledge receipt by
signing and returning the enclosed copy of this spreadsheet

Date ____________________

Signature ________________

PNC Bank, NA
Trust Tax Services
P O Box 94551
B7-YB17-03-8
Cleveland, OH 44101-4551

11/9/2011

Department of the Treasury					
Internal Revenue Service					
Ogden Utah 84201					
Enclosed please find Form 990-PF, Return of Private Foundation or Section 4947(a)(1)					
Nonexempt Charitable Trust Treated as a Private Foundation showing a balance due					
which was paid electronically.					
ACCOUNT	**NAME**	**EIN**	**Prep**	**Amt**	**T/Y**
21750699452389	WILLIAM & MARY MITCHELL FDN	35-6536740	727	$8,338 00	6/30/2011

Date ____________________

Please acknowledge receipt by
signing and returning the enclosed copy of this spreadsheet

Signature ________________