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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 07/01/10 **, and ending** 06/30/11

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
WILLIAM MCCARROLL TUW
FBO PENNYROYAL AREA MUSEUM

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
P.O. BOX 1570

City or town, state, and ZIP code
HOPKINSVILLE KY 42241

A Employer identification number
61-1280844

B Telephone number (see page 10 of the instructions)
270-881-1719

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) ◆ $ 2,859,952

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)				
	2	Check ◆ ☒ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	25,166	25,166		
	4	Dividends and interest from securities	33,868	33,868		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	31,646			
	b	Gross sales price for all assets on line 6a 570,195				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & 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	90,680	59,034	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	11,814	11,814		
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) Stmt 2	1,600			
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) Stmt 3	939	939		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	14,353	12,753	0	0
	25	Contributions, gifts, grants paid	129,132			129,132
	26	**Total expenses and disbursements.** Add lines 24 and 25	143,485	12,753	0	129,132
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-52,805			
	b	**Net investment income** (if negative, enter -0-)		46,281		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	25	519	519
	2	Savings and temporary cash investments	809,795	517,046	521,993
	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 (att schedule) ◆			
		Less allowance for doubtful accounts ◆ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule) Stmt 4	125,000	329,013	325,316
	b	Investments—corporate stock (attach schedule) See Stmt 5	1,601,548	1,584,190	1,907,735
	c	Investments—corporate bonds (attach schedule) See Stmt 6	50,000	103,091	104,389
	11	Investments—land, buildings, and equipment basis ◆			
		Less accumulated depreciation (attach sch) ◆			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ◆			
		Less accumulated depreciation (attach sch) ◆			
	15	Other assets (describe ◆)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,586,368	2,533,859	2,859,952
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	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ◆ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	2,586,368	2,533,859	
	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,586,368	2,533,859	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,586,368	2,533,859	

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	2,586,368
2	Enter amount from Part I, line 27a	2	-52,805
3	Other increases not included in line 2 (itemize) ◆ See Statement 7	3	296
4	Add lines 1, 2, and 3	4	2,533,859
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	2,533,859

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	N/A			
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

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	145,000	2,632,834	0.055074
2008	152,247	2,893,671	0.052614
2007	149,462	3,147,056	0.047493
2006	148,550	3,156,160	0.047067
2005	157,843	3,055,866	0.051652

2	Total of line 1, column (d)	2	0.253900
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	0.050780
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,760,451
5	Multiply line 4 by line 3	5	140,176
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	463
7	Add lines 5 and 6	7	140,639
8	Enter qualifying distributions from Part XII, line 4	8	129,132

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 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	926
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	0
3	Add lines 1 and 2	3	926
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	926
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	27
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ◆	9	953
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? N/A	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) ◆ KY			
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 ◆ WWW.HOPTOWN.ORG/MUSEUM			
14	The books are in care of ◆ PLANTERS BANK TRUST P.O. BOX 1570 Telephone no ◆ 270-881-1719			
	Located at ◆ HOPKINSVILLE KY ZIP+4 ◆ 42240			
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			
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)?	N/A	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?	N/A	1c		
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 ◆ 20 , 20 , 20 , 20				
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)	N/A	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 ◆ 20 , 20 , 20 , 20				
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)	N/A	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

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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)?	N/A	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?	N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
PLANTERS BANK PO BOX 1570	HOPKINSVILLE KY 42241	TRUSTEE 5.00	11,814	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 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see 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		

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

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 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,705,849
b	Average of monthly cash balances	1b	96,639
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	2,802,488
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,802,488
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	42,037
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,760,451
6	**Minimum investment return.** Enter 5% of line 5	6	138,023

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	138,023
2a	Tax on investment income for 2010 from Part VI, line 5	2a	926		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	926
3	Distributable amount before adjustments Subtract line 2c from line 1			3	137,097
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	137,097
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	137,097

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	129,132
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	129,132
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	129,132

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				137,097
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			129,132	
b Total for prior years 20____ , 20____ , 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ◆ $ 129,132				
a Applied to 2009, but not more than line 2a			129,132	
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				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				137,097
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				
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				

DAA

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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			
	(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))

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 ◆ ☒ 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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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				
PENNYROYAL AREA MUSEUM 217 EAST 9TH STREET HOPKINSVILLE KY 42240	NONE	CITY-CO MUSEUM	- AGENCY ACTIVITIES	129,132
Total			◆ 3a	129,132
b Approved for future payment				
N/A				
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	25,166	
4 Dividends and interest from securities			14	33,868	
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	31,646	
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)		0		90,680	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 90,680

(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)
	N/A - INVESTMENT INCOME ONLY, USED FOR BENEVOLENCE.

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Planters Bank By: Scott C. Hancock — 11/10/11 — TRUST OFFICER

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Chris Johns, CPA	Chris Johns CPA	11/04/11	

Firm's name ▶ Thurman Campbell Group, PLC — PTIN P00970108

Firm's address ▶ 117 West Ninth Street, Hopkinsville, KY 42240-2139 — Firm's EIN ▶ 26-3683574

Phone no 270-885-8481

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	Sale Price	How Received	Cost	Expense	Depreciation	Net Gain / Loss
SEE ATTACHED WORKSHEET	Various	Various	$ 215,211	Purchase	$ 209,683	$	$	$ 5,528
SEE ATTACHED WORKSHEET	Various	Various	345,551	Purchase	322,683			22,868
SEE ATTACHED WORKSHEET	Various	Various	9,433	Purchase	6,183			3,250
Total			$ 570,195		$ 538,549	$ 0	$ 0	$ 31,646

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees	$ 1,600	$	$	$
Total	$ 1,600	$ 0	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Taxes/Licenses	$ 939	$ 939	$	$
Total	$ 939	$ 939	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US GOVT AGENCIES	$ 125,000	$ 150,000	Cost	$ 150,076
STATE AGENCIES		179,013	Cost	175,240
Total	$ 125,000	$ 329,013		$ 325,316

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE STOCKS	$ 884,566	$ 895,474	Cost	$ 1,122,716
MUTUAL FUNDS	716,982	688,716	Cost	785,019
Total	$ 1,601,548	$ 1,584,190		$ 1,907,735

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE BONDS	$ 50,000	$ 103,091	Cost	$ 104,389
Total	$ 50,000	$ 103,091		$ 104,389

Federal Statements

Statement 7 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
LEDGER ADJUSTMENTS	$ 296
Total	$ 296

Planters Bank TRUST SERVICES

WILLIAM MCCARROLL TUW FBO PENNYROYAL AREA MUSEUM

Account: 3711 Tax Worksheet: From 7/1/2010 to 6/30/2011

Trust Category:	Charitable Trust	Admin Officer:	Scott Hancock
Dates Open:	9/20/2004 to Present	Invest Officer:	
Trust Year End:	December	Tax State:	
Date Printed:	07/06/2011	Tax ID:	61-1280844

Capital Gains and Losses

Individual Transactions

Short-Term

Description of Security	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Gain/Loss	Description of Transaction
Frontier Communications	35906A108	0 020900	07/21/2010	07/21/2010	0	0 00	0 15	0 00	0 15	Sold 0 0209 shares @ $7 2431
Federal Farm Credit Bank 2 35% Due 6/2/2014	31331JPS6	50,000 000000	05/24/2010	09/02/2010	101	0 00	50,000 00	-50,000 00	0 00	Bond Called
Federal Home Loan Bank 2 65% Due 3/17/2015	3133XYQJ7	25,000 000000	05/25/2010	09/17/2010	115	0 00	25,000 00	-25,000 00	0 00	Bond Called
American Century Small Cap Value	025076852	467.547000	01/26/2010	12/22/2010	330	0 00	4,250 00	-3,413 10	836 90	Automatically Generated Sale
Columbia Small Cap Growth	19765P596	69 074000	08/10/2010	12/22/2010	134	0 00	2,200 00	-1,742 04	457 96	Automatically Generated Sale
American Century Small Cap Value	025076852	445 783000	01/26/2010	01/07/2011	346	0 00	4,012 05	-3,254 21	757 84	Automatically Generated Sale
Columbia Small Cap Growth	19765P596	10 436000	08/25/2010	01/07/2011	135	0 00	334 47	-248 79	85 68	Automatically Generated Sale
Columbia Small Cap Growth	19765P596	52 239000	08/10/2010	01/07/2011	150	0 00	1,674 25	-1,317 47	356 78	Automatically Generated Sale
Frontier Communications	35906A108	126 000000	07/21/2010	03/21/2011	243	0 00	1,012 00	-1,063 91	-51 91	Sold 126 shares @ $8 0619
Blackrock Large Value Dv-instl Instl Cl	09251M504	276 751000	05/17/2010	04/25/2011	343	0 00	5,180 78	-4,364 36	816 42	Sold 276 751 shares @ $18 7200
Janus Inv Large Growth & Income Fd #40	471023200	173 139000	01/07/2011	04/25/2011	108	0 00	5,685 89	-5,329 22	356 67	Sold 173 139 shares @ $32 8400
Janus Inv Large Growth & Income Fd #40	471023200	169 934000	12/22/2010	04/25/2011	124	0 00	5,580 63	-5,200 00	380 63	Sold 169 934 shares @ $32 8400
Janus Inv Large Growth & Income Fd #40	471023200	313 059000	05/17/2010	04/25/2011	343	0 00	10,280 86	-8,750 00	1,530 86	Sold 313 059 shares @ $32 8400
Federal Home Loan Bank 2 30% Due 8/4/2015	313372EE0	100,000 000000	02/15/2011	05/17/2011	91	0 00	100,000 00	-100,000 00	0 00	Bond Called
				Short-Term Total		0 00	215,211 08	-209,683 10	5,527.98	

Long-Term

Description of Security	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Gain/Loss	Description of Transaction

WILLIAM MCCARROLL TUW FBO PENNYROYAL AREA MUSEUM

Account #: 11113711 | Tax Worksheet:From 7/1/2010 to 6/30/2011

Trust Category. Charitable Trust
Dates Open: 9/20/2004 to Present
Trust Year End: December
Date Printed: 07/06/2011

Admin Officer: Scott Hancock
Invest Officer:
Tax State:
Tax ID: 61-1280844

Capital Gains and Losses

Individual Transactions

Long-Term

Description of Security	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Gain/Loss	Description of Transaction
Umb Scout Small Cap Growth	81063U305	238 280000	05/02/2007	08/09/2010	1,195	0 00	3,059 51	-4,417 71	-1,358 20	Sold 238 28 shares @ $12 8400
Discover Financial Services, Riverwoods II Common	254709108	175 000000	07/02/2007	08/09/2010	1,134	0 00	2,716 95	-4,032 98	-1,316 03	Sold 175 shares @ $15 6400
Umb Scout Small Cap Growth	81063U305	238 280000	05/02/2007	08/16/2010	1,202	0 00	2,866 51	-4,417 71	-1,551 20	Sold 238 28 shares @ $12 0300
Umb Scout Small Cap Growth	81063U305	235 898000	05/02/2007	08/24/2010	1,210	0 00	2,757 65	-4,373 55	-1,615 90	Sold 235 898 shares @ $11 6900
Umb Scout Small Cap Growth	81063U305	239 472000	05/02/2007	08/31/2010	1,217	0 00	2,811 40	-4,439 81	-1,628 41	Sold 239 472 shares @ $11 7400
Umb Scout Small Cap Growth	81063U305	157 033000	05/02/2007	09/08/2010	1,225	0 00	1,942 50	-2,911 39	-968 89	Sold 157 033 shares @ $12 3700
Umb Scout Small Cap Growth	81063U305	36 101000	10/01/2008	09/08/2010	707	0 00	446 57	-500 00	-53 43	Sold 36 101 shares @ $12 3700
Umb Scout Small Cap Growth	81063U305	46 339000	10/15/2008	09/08/2010	693	0 00	573 21	-500 00	73 21	Sold 46 339 shares @ $12 3700
Federal Home Loan Bank 3 0% Due 10/6/2014	3133XUVH3	25,000 000000	09/18/2009	10/18/2010	395	0 00	25,000 00	-25,000 00	0 00	Bond Called
Federal Home Loan Bank 3 03% Due 10/28/2014	3133XVAG6	25,000 000000	09/30/2009	10/29/2010	394	0 00	25,000 00	-25,000 00	0 00	Bond Called
Fidelity Low-Priced Mid Blend Fund #316	316345305	2 868000	01/16/2007	12/22/2010	1,436	0 00	109 47	-124 73	-15 26	Automatically Generated Sale
Fidelity Low-Priced Mid Blend Fund #316	316345305	164 803000	12/05/2006	12/22/2010	1,478	0 00	6,290 53	-7,211 78	-921 25	Automatically Generated Sale
Goldman Sachs Mid Cap Value Cl I Fund #864	38141W398	138 007000	12/05/2006	12/22/2010	1,478	0 00	5,000 00	-5,710 73	-710 73	Automatically Generated Sale
Fidelity Low-Priced Mid Blend Fund #316	316345305	171 347000	01/16/2007	01/07/2011	1,452	0 00	6,595 13	-7,451 88	-856 75	Automatically Generated Sale
Goldman Sachs Mid Cap Value Cl I Fund #864	38141W398	130 058000	12/05/2006	01/07/2011	1,494	0 00	4,753 61	-5,381 80	-628 19	Automatically Generated Sale
Vanguard Energy ETF	92204A306	13 000000	04/02/2008	01/19/2011	1,022	0 00	1,333 76	-1,439 80	-106 04	Sold 13 shares @ $102 7352
Vanguard Energy ETF	92204A306	17 000000	03/17/2008	01/19/2011	1,038	0 00	1,744 16	-1,797 40	-53 24	Sold 17 shares @ $102 7352
Vanguard Energy ETF	92204A306	8 000000	03/05/2008	01/19/2011	1,050	0 00	820 77	-885 01	-64 24	Sold 8 shares @ $102 7352

Planters Bank TRUST SERVICES

WILLIAM MCCARROLL TUW FBO . ENNYROYAL AREA MUSEUM

Account: ...3711 Tax Worksheet:From 7/1/2010 to 6/30/2011

Trust Category: Charitable Trust
Dates Open: 9/20/2004 to Present
Trust Year End: December
Date Printed: 07/06/2011

Admin Officer: Scott Hancock
Invest Officer:
Tax State:
Tax ID: 61-1280844

Capital Gains and Losses

Individual Transactions

Long-Term

Description of Security	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Gain/Loss	Description of Transaction
Vanguard Energy ETF	92204A306	57 000000	12/13/2007	01/19/2011	1,133	0 00	5,848 03	-6,375 15	-527 12	Sold 57 shares @ $102 7352
Vanguard Energy ETF	92204A306	52 000000	11/27/2007	01/19/2011	1,149	0 00	5,335 06	-5,338 46	-3 40	Sold 52 shares @ $102 7352
Vanguard Healthcare ETF	92204A504	39 000000	03/05/2008	01/19/2011	1,050	0 00	2,230 42	-2,194 37	36 05	Sold 39 shares @ $57 2678
Vanguard Healthcare ETF	92204A504	109 000000	12/13/2007	01/19/2011	1,133	0 00	6,233 72	-6,800 18	-566 46	Sold 109 shares @ $57 2678
Vanguard Healthcare ETF	92204A504	113 000000	11/27/2007	01/19/2011	1,149	0 00	6,462 47	-6,926 43	-463 96	Sold 113 shares @ $57 2678
Vanguard Information Technology ETF	92204A702	134 000000	12/13/2007	01/19/2011	1,133	0 00	8,585 91	-8,139 25	446 66	Sold 134 shares @ $64 1178
Vanguard Information Technology ETF	92204A702	101 000000	11/27/2007	01/19/2011	1,149	0 00	6,471 48	-5,882 76	588 72	Sold 101 shares @ $64 1178
Genzyme Corp Common	372917104	100 000000	05/30/2006	03/21/2011	1,756	0 00	7,545 85	-6,049 00	1,496 85	Sold 100 shares @ $75 6600
Medtronic Inc Common	585055106	100 000000	12/10/2002	03/21/2011	3,023	0 00	3,795 80	-4,624 00	-828 20	Sold 100 shares @ $37 9920
Pepsico Inc Common	713448108	100 000000	11/25/1991	03/21/2011	7,056	0 00	6,386 89	-1,507 08	4,879 81	Sold 100 shares @ $64 0701
Wal-mart Stores Inc Common	931142103	100 000000	01/25/1991	03/21/2011	7,360	0 00	5,167 17	-1,304 60	3,862 57	Sold 100 shares @ $51 8727
Blackrock Large Value Dv-instl Instl Cl	09251M504	2,171 216000	03/15/2010	04/25/2011	406	0 00	40,645 17	-35,000 00	5,645 17	Sold 2,171 216 shares @ $18 7200
Blackrock Large Value Dv-instl Instl Cl	09251M504	216 491000	10/15/2008	04/25/2011	922	0 00	4,052 71	-2,875 00	1,177 71	Sold 216 491 shares @ $18 7200
Blackrock Large Value Dv-instl Instl Cl	09251M504	172 569000	10/01/2008	04/25/2011	936	0 00	3,230 49	-2,875 00	355 49	Sold 172 569 shares @ $18 7200
Blackrock Large Value Dv-instl Instl Cl	09251M504	738 771000	05/30/2006	04/25/2011	1,791	0 00	13,829 79	-12,500 00	1,329 79	Sold 738 771 shares @ $18 7200
Fidelity Low-Priced Mid Blend Fund #316	316345305	147 304000	01/22/2007	04/25/2011	1,554	0 00	6,157 31	-6,384 16	-226 85	Sold 147 304 shares @ $41 8000
Fidelity Low-Priced Mid Blend Fund #316	316345305	400 630000	01/16/2007	04/25/2011	1,560	0 00	16,746 33	-17,423 39	-677 06	Sold 400 63 shares @ $41 8000
Harbor International Fund #011	411511306	506 696000	06/22/2005	04/25/2011	2,133	0 00	33,315 26	-22,026 09	11,289 17	Sold 506 696 shares @ $65 7500

WILLIAM MCCARROLL TUW FBO PENNYROYAL AREA MUSEUM

Account #: 11113711 | Tax Worksheet:From 7/1/2010 to 6/30/2011

Trust Category: Charitable Trust
Dates Open. 9/20/2004 to Present
Trust Year End: December
Date Printed: 07/06/2011

Admin Officer. Scott Hancock
Invest Officer:
Tax State:
Tax ID: 61-1280844

Capital Gains and Losses

Individual Transactions

Long-Term

Description of Security	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Gain/Loss	Description of Transaction
Harbor International Fund #011	411511306	63 307000	10/08/2004	04/25/2011	2,390	0 00	4,162 44	-2,500 00	1,662 44	Sold 63 307 shares @ $65 7500
Janus Inv Large Growth & Income Fd #40	471023200	580 998000	03/15/2010	04/25/2011	406	0 00	19,079 97	-17,000 00	2,079 97	Sold 580 998 shares @ $32 8400
Janus Inv Large Growth & Income Fd #40	471023200	138 688000	10/15/2008	04/25/2011	922	0 00	4,554 51	-2,875 00	1,679 51	Sold 138 688 shares @ $32 8400
Janus Inv Large Growth & Income Fd #40	471023200	109 274000	10/01/2008	04/25/2011	936	0 00	3,588 56	-2,875 00	713 56	Sold 109 274 shares @ $32 8400
Medtronic Inc Common	585055106	100 000000	03/28/2007	05/31/2011	1,525	0 00	4,025 98	-4,870 00	-844 02	Sold 100 shares @ $40 3001
Medtronic Inc Common	585055106	100 000000	01/09/2004	05/31/2011	2,699	0 00	4,025 99	-4,815 00	-789 01	Sold 100 shares @ $40 3001
Medtronic Inc Common	585055106	200 000000	12/10/2002	05/31/2011	3,094	0 00	8,051 98	-9,248 00	-1,196 02	Sold 200 shares @ $40.3001
Genzyme Corp Common	372917104	100 000000	05/02/2007	06/01/2011	1,491	0 00	7,400 00	-6,651 00	749 00	Sold 100 shares @ $74 0000 - Mandatory Cash Merger
Genzyme Corp Common	372917104	100 000000	03/28/2007	06/01/2011	1,526	0 00	7,400 00	-5,978 86	1,421 14	Sold 100 shares @ $74 0000 - Mandatory Cash Merger
Genzyme Corp Common	372917104	100 000000	05/30/2006	06/01/2011	1,828	0 00	7,400 00	-6,049 00	1,351 00	Sold 100 shares @ $74 0000 - Mandatory Cash Merger
				Long-Term Total		0 00	345,551.02	-322,683.06	22,867.96	

Five-Year

Description of Security	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Gain/Loss	Description of Transaction
Automatic Data Processing Inc Common	053015103	100 000000	01/28/2003	01/19/2011	2,913	0 00	4,847 18	-2,775 72	2,071 46	Sold 100 shares @ $48 6727
Ingersoll-rand Plc, Dublin Shs	G47791101	100 000000	04/01/2004	01/19/2011	2,484	0 00	4,586 18	-3,407 00	1,179 18	Sold 100 shares @ $46 0627
				Five-Year Total		0 00	9,433.36	-6,182 72	3,250 64	
				Individual Transactions Total		0.00	570,195.46	-538,548 88	31,646 58	

Short Term Capital Gain Allocation

Description of Security	Cusip	Trade Date	Income	Principal	Gain/Loss	Description of Transaction	Qualified Amount