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

2010

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

For calendar year 2010, or tax year beginning, SEP 1, 2010 and ending AUG 31, 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 THE STILLWAGON FAMILY FOUNDATION		A Employer identification number 34-1784044	
Number and street (or P O box number if mail is not delivered to street address) 8295 MAPLEVALE DRIVE		Room/suite	
City or town, state, and ZIP code CANFIELD, OH 44406		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 331,661. (Part I, column (d) must be on cash basis.)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
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))		(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		N/A
	2 Check ► <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B		
	3 Interest on savings and temporary cash investments		
	4 Dividends and interest from securities	7,209.	7,209.
	5a Gross rents		
	b Net rental income or (loss)		
	6a Net gain or (loss) from sale of assets not on line 10	16,051.	
	b Gross sales price for all assets on line 6a	91,046.	
	7 Capital gain net income (from Part IV, line 2)		16,051.
	8 Net short-term capital gain		
	9 Income modifications Gross sales less returns and allowances		
	10a		
b Less Cost of goods sold			
c Gross profit or (loss)			
11 Other income			
12 Total Add lines 1 through 11	23,260.	23,260.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.
	14 Other employee salaries and wages		
	15 Pension plans, employee benefits		
	16a Legal fees		
	b Accounting fees	1,475.	0.
	c Other professional fees		
	17 Interest		
	18 Taxes	100.	100.
	19 Depreciation and depletion		
	20 Occupancy		
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses	5,248.	5,248.	
24 Total operating and administrative expenses. Add lines 13 through 23	6,823.	5,348.	
25 Contributions, gifts, grants paid	15,459.		
26 Total expenses and disbursements. Add lines 24 and 25	22,282.	5,348.	
27 Subtract line 26 from line 12:	978.		
a Excess of revenue over expenses and disbursements			
b Net investment income (if negative, enter -0-)		17,912.	
c Adjusted net income (if negative, enter -0-)		N/A	

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year
			(a) Book Value	(b) Book Value
			(c) Fair Market Value	
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments		9,432.	3,743.
3	Accounts receivable ►			3,743.
	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			
7	Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations	STMT 5	8,376.	6,285.
b	Investments - corporate stock	STMT 6	269,579.	278,296.
c	Investments - corporate bonds	STMT 7	17,707.	17,748.
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other			
14	Land, buildings, and equipment: basis ►			
	Less accumulated depreciation ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers)		305,094.	306,072.
				331,661.
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			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>		
	and complete lines 24 through 26 and lines 30 and 31.			
	25	Unrestricted		
26	Temporarily restricted			
27	Permanently restricted			
28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
29	and complete lines 27 through 31.			
30	Capital stock, trust principal, or current funds		305,094.	306,072.
31	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
32	Retained earnings, accumulated income, endowment, or other funds		0.	0.
33	Total net assets or fund balances		305,094.	306,072.
34	Total liabilities and net assets/fund balances		305,094.	306,072.

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	305,094.
2	Enter amount from Part I, line 27a	2	978.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	306,072.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	306,072.

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 LONG TERM CAPITAL GAINS - SEE ATTACHED					
b SCHEDULE			P	VARIOUS	VARIOUS
c SHORT TERM CAPITAL GAINS - SEE ATTACHED					
d SCHEDULE			P	VARIOUS	VARIOUS
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	72,455.	58,632.	13,823.		
c					
d	18,591.	16,363.	2,228.		
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b			13,823.		
c					
d			2,228.		
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	16,051.	
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). If (loss), enter -0- in Part I, line 8			3	N/A	

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 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	13,954.	310,955.	.044875
2008	22,481.	286,259.	.078534
2007	23,755.	445,213.	.053356
2006	21,000.	493,177.	.042581
2005	21,176.	425,035.	.049822

2 Total of line 1, column (d)	2	.269168
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	.053834
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	344,933.
5 Multiply line 4 by line 3	5	18,569.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	179.
7 Add lines 5 and 6	7	18,748.
8 Enter qualifying distributions from Part XII, line 4	8	15,459.

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	(attach copy of letter if necessary-see instructions)	1	358.
1b	Date of ruling or determination letter: _____			
1c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
1d	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	358.	
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	358.	
6	Credits/Payments:	6a 6b 6c 6d	486.	
6a	a 2010 estimated tax payments and 2009 overpayment credited to 2010			
6b	b Exempt foreign organizations - tax withheld at source			
6c	c Tax paid with application for extension of time to file (Form 8868)			
6d	d Backup withholding erroneously withheld			
7	Total credits and payments. Add lines 6a through 6d	7	486.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	128.	
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/>	11	0.	

Part VII-A | Statements Regarding Activities

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?	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.	Yes	No			
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?						
1c	Did the foundation file Form 1120-POL for this year?						
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>						
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>						
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.	N/A	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						
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?						
b	If "Yes," has it filed a tax return on Form 990-T for this year?						
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.						
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?						
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.						
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>OH</u>						
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						
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)? If "Yes," complete Part XIV						
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses						

Part VII-A Statements Regarding Activities (continued)

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 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 ► **FREDERICK J. STILLWAGON** Telephone no. ► **330-533-0559**
Located at ► **8295 MAPLEVALE DRIVE, CANFIELD, OH** ZIP+4 ► **44406**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► **15** **N/A**

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 Yes No 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 X No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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? 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 X 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 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.
► _____, _____, _____, _____, _____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X 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

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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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 Yes No Yes No Yes No 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 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

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.

(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
FREDERICK J. STILLWAGON 8295 MAPLEVALE CANFIELD, OH 44406	TRUSTEE 0.00	0.	0.	0.
NANCY CARSTENSEN 1465 LAKE ROGER DR. KENT, OH 44240	TRUSTEE 0.00	0.	0.	0.
PAUL K. STILLWAGON 119 HAWTHORNE DR. WINCHESTER, VA 22601	TRUSTEE 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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

►

0

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	
		0.
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.
Amount

1	NONE		
			0.
2			
3			
Total. Add lines 1 through 3			► 0.

Form 990-PF (2010)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	337,832.
b	Average of monthly cash balances	1b	12,354.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	350,186.
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	350,186.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,253.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	344,933.
6	Minimum investment return. Enter 5% of line 5	6	17,247.

Part XI Distributable Amount (see 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	17,247.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	358.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	358.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	16,889.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	16,889.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	16,889.

Part XII Qualifying Distributions (see 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	15,459.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	15,459.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,459.

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 instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				16,889.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			15,458.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 15,459.			15,458.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount	0.			1.
e Remaining amount distributed out of corpus	0.			0.
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				16,888.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 8				
Total			► 3a	15,459.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income	
		(a) Business code	(b) Amount		
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
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					
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.	0.	23,260.
13 Total. Add line 12, columns (b), (d), and (e)				13	23,260.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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.		

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		

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.

**Sign
Here**

Signature of officer or trustee

Date _____

TRUSTEE

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JAMES DASCENZO	JAMES DASCENZO	11/30/11		
	Firm's name ► HILL, BARTH & KING LLC			Firm's EIN ►	
Firm's address ► 514 CITY CENTRE ONE YOUNGSTOWN, OH 44503-1887			Phone no. (330) 747-1903		

THE STILLWAGON FAMILY FOUNDATION

34-1784044

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS FROM SECURITIES	7,209.	0.	7,209.
TOTAL TO FM 990-PF, PART I, LN 4	7,209.	0.	7,209.

FORM 990-PF	ACCOUNTING FEES	STATEMENT 2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,475.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,475.	0.		0.

FORM 990-PF	TAXES	STATEMENT 3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES PAID	100.	100.		0.
TO FORM 990-PF, PG 1, LN 18	100.	100.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	5,248.	5,248.		0.
TO FORM 990-PF, PG 1, LN 23	5,248.	5,248.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	5
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT BONDS - SEE ATTACHED SCHEDULE	X		6,285.	7,055.
TOTAL U.S. GOVERNMENT OBLIGATIONS			6,285.	7,055.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			6,285.	7,055.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHED SCHEDULE	278,296.	302,477.
TOTAL TO FORM 990-PF, PART II, LINE 10B	278,296.	302,477.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED SCHEDULE	17,748.	18,386.
TOTAL TO FORM 990-PF, PART II, LINE 10C	17,748.	18,386.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BLUE RIDGE HOSPICE DEVELOPMENT 333 WEST CORK ST. WINCHESTER, VA 22601	N/A GENERAL	EXEMPT	500.
BRADDOCK ST UMC 115 WOLFE STREET WINCHESTER, VA 22601	N/A GENERAL	EXEMPT	697.
CANFIELD PRESBY CHURCH 140 WEST MAIN STREET CANFIELD, OH 44406	N/A GENERAL	EXEMPT	697.
FREMONT STREET NURSERY 533 FREMONT STREET WINCHESTER, VA 22601	N/A GENERAL	EXEMPT	500.
LAKE ERIE COLLEGEN/A 391 WEST WASHINGTON STREET PAINESVILLE, OH 44077	GENERAL	EXEMPT	2,697.
SALVATION ARMY YOUNGSTOWN, OHIO 10 SOUTH FRUIT STREET YOUNGSTOWN, OH 44511	N/A GENERAL	EXEMPT	2,000.
WINCHESTER MEDICAL CENTER 1840 AMHERST ST WINCHESTER, VA 22601	N/A GENERAL	EXEMPT	1,000.
ZION LUTH CHURCH 2215 BRANDYWINE LANE YORK, PA 17404	N/A GENERAL	EXEMPT	7,368.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			15,459.

The Stillwagon Family Foundation
FORM 990-PF - PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME
09/01/09 - 08/31/10

Short Term Capital Gains

(a) Description	(c) Date Acquired	(d) Date sold	(e) Gross sales prnce	(h) Cost or other basis	(g) Gain or (loss)
35 MERCK & CO INC NEW	MRK	02/22/2010	02/08/2011 1,160.88	1,296.27	-135.39
34 MERCK & CO INC NEW	MRK	08/13/2010	02/08/2011 1,127.72	1,190.16	-62.44
3 MERCK & CO INC NEW	MRK	01/10/2011	02/08/2011 99.51	112.23	-12.72
3 DICKS SPORTING GOODS	DKS	06/14/2010	02/16/2011 113.19	86.68	26.51
4 ISHARES S&P MIDCAP 400	IJH	03/26/2010	02/16/2011 390.47	314.69	75.78
4 JEFFERIES GROUP	JEF	07/14/2010	02/16/2011 103.92	95.01	8.91
3 POWERSHARES S&P CSMR E PSCD		08/11/2010	02/16/2011 84.66	66.54	18.12
3 POWERSHARES S&P UTIL ETI PSCU		08/11/2010	02/16/2011 86.04	76.42	9.62
3 POWERSHARES S&P FNCL E1PSCF		08/11/2010	02/16/2011 83.52	70.31	13.21
3 POWERSHARES S&P INFT ETI PSCT		08/11/2010	02/16/2011 95.67	67.69	27.98
3 POWERSHARES S&P HLTH E1PSCH		04/28/2010	02/16/2011 88.95	75.99	12.96
3 SKYWORKS SOLUTIONS INC	SWKS	03/19/2010	02/16/2011 110.34	46.13	64.21
9 KNIGHT TRANSPORTATION	KNX	02/26/2010	02/17/2011 173.48	178.53	-5.05
16 KNIGHT TRANSPORTATION	KNX	03/01/2010	02/17/2011 308.41	319.11	-10.70
4 KNIGHT TRANSPORTATION	KNX	03/01/2010	02/18/2011 76.42	79.77	-3.35
20 KNIGHT TRANSPORTATION	KNX	03/02/2010	02/18/2011 382.10	397.81	-15.71
1 KNIGHT TRANSPORTATION	KNX	03/03/2010	02/18/2011 19.11	19.88	-0.77
23 KNIGHT TRANSPORTATION	KNX	03/03/2010	02/22/2011 429.45	457.02	-27.57
3 KNIGHT TRANSPORTATION	KNX	01/10/2011	02/22/2011 56.02	57.90	-1.88
3 DANAHER CORP	DHR	01/10/2011	03/17/2011 149.86	139.02	10.84
1 DOLBY LABORATORIES INC-A DLB		03/22/2010	03/17/2011 48.20	58.40	-10.20
2 SKYWORKS SOLUTIONS INC	SWKS	03/19/2010	03/17/2011 60.98	30.75	30.23
15 SKYWORKS SOLUTIONS INC	SWKS	03/22/2010	03/17/2011 457.40	233.95	223.45
20 SKYWORKS SOLUTIONS INC	SWKS	03/23/2010	03/17/2011 609.87	323.78	286.09
6 SKYWORKS SOLUTIONS INC	SWKS	03/24/2010	03/17/2011 182.97	96.81	86.16
4 DOLBY LABORATORIES INC-A DLB		03/22/2010	03/18/2011 191.55	233.60	-42.05
11 DOLBY LABORATORIES INC-A DLB		03/23/2010	03/18/2011 526.79	652.51	-125.72
3 MATERIALS SECTOR SPDR	XLB	01/10/2011	03/24/2011 116.88	114.24	2.64
3 URBAN OUTFITTERS INC	URBN	01/10/2011	04/29/2011 95.22	107.07	-11.85
15 ISHARES S&P MIDCAP 400	IJH	08/09/2010	06/03/2011 1,448.16	1,165.54	282.62
39 NALCO HOLDING CO	NLC	08/10/2010	07/20/2011 1,392.24	948.46	443.78
3 NALCO HOLDING CO	NLC	01/10/2011	07/20/2011 107.10	87.99	19.11
25 JOY GLOBAL INC (WMS)	JOYG	01/15/2010	10/22/2010 1,732.70	1,458.75	273.95
63 UTILITIES SECTOR SPDR	XLU	08/27/2010	11/23/2010 1,945.88	1,950.15	-4.27
3 ALTERA CORPORATION	ALTR	11/23/2010	12/16/2010 109.92	102.54	7.38
6 CMS ENERGY CORP	CMS	11/23/2010	12/16/2010 113.34	107.28	6.06
9 DICKS SPORTING GOODS	DKS	06/14/2010	12/16/2010 331.74	260.03	71.71
4 DONALDSON COMPANY INC	DCI	02/26/2010	12/16/2010 234.27	164.23	70.04
6 ISHARES S&P MIDCAP 400	IJH	02/09/2010	12/16/2010 539.92	420.35	119.57
4 ISHARES S&P MIDCAP 400	IJH	03/26/2010	12/16/2010 359.96	314.69	45.27
7 JEFFERIES GROUP	JEF	07/14/2010	12/16/2010 183.54	166.27	17.27
6 KNIGHT TRANSPORTATION	KNX	02/26/2010	12/16/2010 116.28	119.03	-2.75
4 MERCK & CO INC NEW	MRK	02/22/2010	12/16/2010 146.88	148.15	-1.27
5 NALCO HOLDING CO	NLC	01/22/2010	12/16/2010 159.95	123.03	36.92
9 POWERSHARES S&P CSMR E PSCD		08/11/2010	12/16/2010 252.45	199.61	52.84
11 POWERSHARES S&P UTIL ETI PSCU		08/11/2010	12/16/2010 315.25	280.20	35.05
17 POWERSHARES S&P FNCL E1PSCF		08/11/2010	12/16/2010 451.35	398.39	52.96
8 POWERSHARES S&P INFT ETI PSCT		08/11/2010	12/16/2010 231.60	180.50	51.10
7 POWERSHARES S&P INDS ET PSCI		08/11/2010	12/16/2010 205.45	163.08	42.37
12 POWERSHARES S&P HLTH E1PSCH		04/28/2010	12/16/2010 333.36	303.94	29.42
10 SKYWORKS SOLUTIONS INC	SWKS	03/19/2010	12/16/2010 276.40	153.76	122.64
5 VERIZON COMMUNICATIONS	VZ	08/27/2010	12/16/2010 173.80	149.05	24.75

Short Term Realized Transactions

18,591 16,363 2,228

The Stillwagon Family Foundation

FORM 990-PF - PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME
09/01/09 - 08/31/10

Long Term Capital Gains

(a) Description		(c)	(d)	(e)	(h)	(g)
		Date Acquired	Date sold	Gross sales price	Cost or other basis	Gain or (loss)
28 VANGUARD EMRG MKTS ETF	VWO	01/17/2007	01/12/2011	1,359.94	1,060.96	298.98
10 VANGUARD EMRG MKTS ETF	VWO	09/21/2007	01/12/2011	485.69	503.49	-17.80
20 VANGUARD EMRG MKTS ETF	VWO	09/24/2007	01/12/2011	971.39	1,018.59	-47.20
6 VANGUARD EMRG MKTS ETF	VWO	02/25/2008	01/12/2011	291.41	295.87	-4.46
40 VANGUARD EMRG MKTS ETF	VWO	03/31/2009	01/12/2011	1,942.79	949.85	992.94
42 VANGUARD EMRG MKTS ETF	VWO	04/01/2009	01/12/2011	2,039.94	1,018.00	1,021.94
3 VANGUARD EMRG MKTS ETF	VWO	06/26/2009	01/12/2011	145.71	95.92	49.79
4 AT & T INC	T	09/09/2008	02/16/2011	112.48	130.64	-18.16
10 ISHARES MSCI EAFE INDEX	EFA	02/24/2006	02/16/2011	611.39	627.22	-15.83
7 ISHARES S&P SMALLCAP 600	IJR	11/26/2008	02/16/2011	503.99	283.14	220.85
3 INTEL CORP	INTC	10/14/2009	02/16/2011	64.77	62.99	1.78
4 INTL PAPER CO	IP	12/09/2009	02/16/2011	121.00	103.83	17.17
3 JPMORGAN CHASE & CO	JPM	09/24/2009	02/16/2011	143.82	135.36	8.46
3 NALCO HOLDING CO	NLC	01/22/2010	02/16/2011	79.89	73.82	6.07
7 POWERSHARES DB COMMD ETF	DBC	11/21/2007	02/16/2011	199.92	216.10	-16.18
3 MATERIALS SECTOR SPDR	XLB	05/06/2009	02/16/2011	120.69	81.38	39.31
3 SPDR S&P 500 TRUST ETF	SPY	09/17/2008	02/16/2011	401.27	354.90	46.37
3 SPDR BRCL CP H/Y BND ETF	JNK	08/05/2009	02/16/2011	121.71	109.16	12.55
11 VANGUARD EMRG MKTS ETF	VWO	06/26/2009	02/16/2011	508.74	351.70	157.04
3 VANGUARD REIT ETF	VNQ	08/24/2009	02/16/2011	176.49	116.94	59.55
9 VANGUARD EUROPE PAC ETF	VEA	05/15/2009	02/16/2011	341.55	243.34	98.21
29 DANAHER CORP	DHR	08/01/2008	03/17/2011	1,448.61	1,168.35	280.26
6 DANAHER CORP	DHR	02/03/2009	03/17/2011	299.71	166.83	132.88
12 DANAHER CORP	DHR	04/21/2009	03/17/2011	599.43	323.03	276.40
10 DANAHER CORP	DHR	06/26/2009	03/17/2011	499.53	311.40	188.13
14 DOLBY LABORATORIES INC-A	DLB	04/06/2009	03/17/2011	674.67	501.76	172.91
49 MATERIALS SECTOR SPDR	XLB	05/06/2009	03/24/2011	1,908.86	1,329.05	579.81
2 MATERIALS SECTOR SPDR	XLB	08/05/2009	03/24/2011	77.91	59.96	17.95
34 URBAN OUTFITTERS INC	URBN	08/15/2008	04/29/2011	1,079.14	1,214.61	-135.47
11 URBAN OUTFITTERS INC	URBN	09/18/2008	04/29/2011	349.13	376.37	-27.24
5 URBAN OUTFITTERS INC	URBN	08/05/2009	04/29/2011	158.70	122.60	36.10
17 APACHE CORP COMMON	APA	12/10/2008	05/24/2011	2,084.48	1,246.38	838.10
1 APACHE CORP COMMON	APA	08/05/2009	05/24/2011	122.61	87.02	35.59
7 APACHE CORP COMMON	APA	05/12/2010	05/24/2011	858.33	687.32	171.01
21 ISHARES S&P MIDCAP 400	IJH	03/26/2010	06/03/2011	2,027.40	1,652.09	375.31
1 ISHARES S&P SMALLCAP 600	IJR	11/26/2008	06/03/2011	71.53	40.44	31.09
20 ISHARES S&P SMALLCAP 600	IJR	11/28/2008	06/03/2011	1,430.72	827.29	603.43
21 ISHARES S&P SMALLCAP 600	IJR	12/01/2008	06/03/2011	1,502.26	826.27	675.99
7 ISHARES S&P SMALLCAP 600	IJR	07/21/2009	06/03/2011	500.76	322.80	177.96
2 NALCO HOLDING CO	NLC	01/22/2010	07/20/2011	71.39	49.21	22.18
15 NALCO HOLDING CO	NLC	01/25/2010	07/20/2011	535.47	369.52	165.95
20 NALCO HOLDING CO	NLC	01/26/2010	07/20/2011	713.96	500.51	213.45
5 ISHARES INV GR BOND ETF	LQD	08/05/2009	08/05/2011	565.10	515.09	50.01
10 ISHARES INV GR BOND ETF	LQD	04/06/2010	08/05/2011	1,130.20	1,049.63	80.57
1 ISHARES INV GR BOND ETF	LQD	04/07/2010	08/05/2011	113.03	105.20	7.83
2,000 UST NOTES 4 25% 11/15/17	UST	08/06/2009	08/05/2011	2,323.28	2,091.49	231.79
9 ISHARES S&P SMALLCAP 600	IJR	11/05/2008	10/06/2010	539.90	420.59	119.31
51 ISHARES S&P SMALLCAP 600	IJR	11/06/2008	10/06/2010	3,059.49	2,283.23	776.26
63 ISHARES MSCI EAFE INDEX	EFA	02/24/2006	11/04/2010	3,734.20	3,951.45	-217.25
55 ISHARES S&P SMALLCAP 600	IJR	11/06/2008	11/04/2010	3,514.03	2,462.29	1,051.74
15 SPDR S&P 500 TRUST ETF	SPY	08/05/2008	11/04/2010	1,822.78	1,906.72	-83.94
15 SPDR S&P 500 TRUST ETF	SPY	08/12/2008	11/04/2010	1,822.80	1,947.60	-124.80
23 ALLERGAN INC	AGN	08/05/2009	11/15/2010	1,595.77	1,274.89	320.88
32 CISCO SYS INC	CSCO	12/13/2007	11/23/2010	616.18	938.45	-322.27
37 CISCO SYS INC	CSCO	03/12/2008	11/23/2010	712.46	939.15	-226.69
4 DOMINION RES INC VA NEW	D	03/20/1998	12/10/2010	165.99	73.35	92.64
36 DOMINION RES INC VA NEW	D	07/25/2006	12/10/2010	1,493.99	1,396.24	97.75
4 DOMINION RES INC VA NEW	D	08/05/2009	12/10/2010	166.00	134.19	31.81
11 AT & T INC	T	09/09/2008	12/16/2010	321.75	359.25	-37.50

The Stillwagon Family Foundation

FORM 990-PF - PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME
09/01/09 - 08/31/10

Long Term Capital Gains

(a) Description	(c) Date Acquired	(d) Date sold	(e) Gross sales prnce	(h) Cost or other basis	(g) Gain or (loss)	
2 ACE LIMITED	ACE	09/17/2008	12/16/2010	122.44	115.14	7.30
1 ACE LIMITED	ACE	10/30/2008	12/16/2010	61.22	56.45	4.77
3 CHEVRON CORPORATION	CVX	07/25/2006	12/16/2010	266.94	199.11	67.83
3 CHURCH & DWIGHT INC	CHD	02/24/2006	12/16/2010	202.17	103.89	98.28
6 CISCO SYS INC	CSCO	03/12/2008	12/16/2010	118.26	152.30	-34.04
3 DANAHER CORP	DHR	08/01/2008	12/16/2010	139.95	120.87	19.08
3 DOLBY LABORATORIES INC-A	DLB	04/06/2009	12/16/2010	198.75	107.52	91.23
3 EXPRESS SCRIPTS INC	ESRX	03/24/2008	12/16/2010	163.50	93.68	69.82
3 EXXON MOBIL CORP	XOM	10/16/2007	12/16/2010	216.60	284.64	-68.04
3 GRACO INCORPORATED COM	GGG	05/13/2009	12/16/2010	118.92	67.27	51.65
29 ISHARES MSCI EAFE INDEX	EFA	02/24/2006	12/16/2010	1,679.09	1,818.92	-139.83
7 ISHARES S&P SMALLCAP 600	IJR	11/06/2008	12/16/2010	476.97	313.38	163.59
12 ISHARES S&P SMALLCAP 600	IJR	11/26/2008	12/16/2010	817.67	485.37	332.30
3 ISHARES S&P PRD STOCK	PFF	08/24/2009	12/16/2010	115.92	106.28	9.64
3 ISHARES INV GR BOND ETF	LQD	08/05/2009	12/16/2010	320.33	309.06	11.27
9 INTEL CORP	INTC	10/14/2009	12/16/2010	191.79	188.95	2.84
5 INTL PAPER CO	IP	12/09/2009	12/16/2010	127.40	129.78	-2.38
3 MOHAWK INDs INC	MHK	08/15/2008	12/16/2010	181.11	216.77	-35.66
5 JPMORGAN CHASE & CO	JPM	09/24/2009	12/16/2010	202.10	225.59	-23.49
3 PEPSICO INCORPORATED	PEP	01/06/1997	12/16/2010	196.59	83.05	113.54
21 POWERSHARES DB COMMD ETF	DBC	11/21/2007	12/16/2010	552.93	648.30	-95.37
4 PROCTER & GAMBLE CO	PG	05/16/2007	12/16/2010	255.80	252.18	3.62
4 MATERIALS SECTOR SPDR	XLB	05/06/2009	12/16/2010	149.76	108.50	41.26
2 SPDR S&P 500 TRUST ETF	SPY	08/12/2008	12/16/2010	249.69	259.68	-9.99
1 SPDR S&P 500 TRUST ETF	SPY	09/17/2008	12/16/2010	124.85	118.30	6.55
9 SPDR BRCL CP H/Y BND ETF	JNK	08/05/2009	12/16/2010	359.27	327.48	31.79
3 TARGET CORP	TGT	06/13/2008	12/16/2010	177.36	159.72	17.64
4 TIFFANY & CO NEW	TIF	10/01/2009	12/16/2010	257.60	152.38	105.22
3 UNITED TECHNOLOGIES CORP	UTX	02/24/2006	12/16/2010	236.88	175.26	61.62
3 URBAN OUTFITTERS INC	URBN	08/15/2008	12/16/2010	109.92	107.18	2.74
32 VANGUARD EMRG MKTS ETF	VWO	10/16/2006	12/16/2010	1,511.01	1,118.12	392.89
26 VANGUARD EMRG MKTS ETF	VWO	01/17/2007	12/16/2010	1,227.70	985.19	242.51
7 VANGUARD REIT ETF	VNQ	08/24/2009	12/16/2010	372.18	272.85	99.33
27 VANGUARD EUROPE PAC ETF	VEA	05/15/2009	12/16/2010	985.75	730.01	255.74
9 DIGITAL REALTY TRUST INC	DLR	07/16/2008	12/17/2010	437.85	348.40	89.45
5 DIGITAL REALTY TRUST INC	DLR	10/17/2008	12/17/2010	243.25	175.41	67.84
5 DIGITAL REALTY TRUST INC	DLR	10/20/2008	12/17/2010	243.25	173.64	69.61
5 DIGITAL REALTY TRUST INC	DLR	12/11/2008	12/17/2010	243.25	136.05	107.20
6 DIGITAL REALTY TRUST INC	DLR	12/12/2008	12/17/2010	291.92	160.61	131.31
27 SL GREEN RLTY CORP	SLG	08/27/2009	12/17/2010	1,718.66	960.32	758.34
1,000 FORTUNE 6 375% 061514	FORT	08/06/2009	12/17/2010	1,071.25	1,015.13	56.12
1,000 GOLDMAN 6 15% 04/01/18	GOLD	08/06/2009	12/17/2010	1,081.67	1,069.02	12.65
1,000 RIO TINTO 5 875% 7/15/13	RIO	11/02/2009	12/17/2010	1,099.22	1,072.50	26.72
5 DIONEX CORP	DIO	10/22/2008	12/20/2010	591.04	262.00	329.04
4 DIONEX CORP	DIO	10/22/2008	12/21/2010	472.28	209.60	262.68
8 DIONEX CORP	DIO	07/31/2009	12/21/2010	944.56	533.85	410.71
adjustment				73	57	16
Long Term Realized Transactions				72,455	58,632	13,824