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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 10/01, 2010, and ending 09/30, 2011

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

Name of foundation: GEORGE W.P. MAGEE TRUST A Employer identification number: 04-6011097

Number and street (or P.O. box number if mail is not delivered to street address): P O BOX 1802 Room/suite: ()
 B Telephone number (see page 10 of the instructions): () -

City or town, state, and ZIP code: PROVIDENCE, RI 02901-1802

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) ▶ \$ 6,183,366. J Accounting method: Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis.)

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

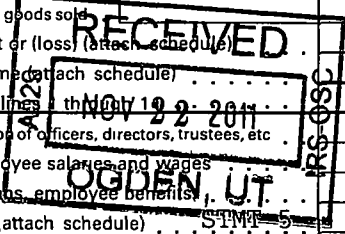
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
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	206,867.	206,469.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-207,983.			
b Gross sales price for all assets on line 6a	2,338,232.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	-1,116.	206,469.		
13 Compensation of officers, directors, trustees, etc.	53,747.	32,248.		21,499.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	976.	NONE	NONE	976.
b Accounting fees (attach schedule)	1,255.	455.	NONE	800.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	4,427.	2,297.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	4,571.			4,571.
24 Total operating and administrative expenses. Add lines 13 through 23	64,976.	35,000.	NONE	27,846.
25 Contributions, gifts, grants paid	330,618.			330,618.
26 Total expenses and disbursements. Add lines 24 and 25	395,594.	35,000.	NONE	358,464.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-396,710.			
b Net investment income (if negative, enter -0-)		171,469.		
c Adjusted net income (if negative, enter -0-)				

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SCANNED NOV 25 2011
 Revenue

Operating and Administrative Expenses



2 NE 6 P

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	NONE	NONE	
	2 Savings and temporary cash investments	216,804.	427,278.	427,278.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ *		*	NONE
	Less: allowance for doubtful accounts ▶	NONE	NONE	NONE
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)	NONE	128,397.	154,522.
	b Investments - corporate stock (attach schedule)	6,836,880.	5,730,062.	5,188,797.
	c Investments - corporate bonds (attach schedule)	NONE	390,601.	412,769.
	11 Investments - land, buildings, and equipment basis (attach schedule) ▶	NONE		
Less: accumulated depreciation (attach schedule) ▶	NONE	NONE		
12 Investments - mortgage loans	NONE	NONE		
13 Investments - other (attach schedule)	NONE	NONE	NONE	
14 Land, buildings, and equipment basis (attach schedule) ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)	NONE	NONE	NONE	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,053,684.	6,676,338.	6,183,366.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	7,053,684.	6,676,338.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds	NONE	NONE		
30 Total net assets or fund balances (see page 17 of the instructions)	7,053,684.	6,676,338.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,053,684.	6,676,338.		

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	7,053,684.
2 Enter amount from Part I, line 27a	2	-396,710.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	49,051.
4 Add lines 1, 2, and 3	4	6,706,025.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	29,687.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,676,338.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-207,983.	
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	312,875.	6,408,606.	0.04882106967
2008	365,328.	5,656,864.	0.06458136522
2007			
2006			
2005			

2 Total of line 1, column (d)	2	0.11340243489
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	0.05670121745
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	6,895,547.
5 Multiply line 4 by line 3	5	390,986.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,715.
7 Add lines 5 and 6	7	392,701.
8 Enter qualifying distributions from Part XII, line 4 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.	8	358,464.

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

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Add lines 1 and 2', 'Subtitle A (income) tax', 'Tax based on investment income', 'Credits/Payments', and 'Total credits and payments'. Total tax due is 987.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, expenditures, IRS reporting, and state registration. Includes checkboxes for 'Yes' and 'No'.

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 page 20 of the instructions) 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of PRIVATE BANK TAX SERVICES Telephone no. (401) 278-6825
Located at P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 02901-1802
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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 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.

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? X 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 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)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? Yes 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 page 22 of the instructions.) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes 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.) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? 4b X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 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? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		53,747.	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

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

2	

3	

4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	

2	

All other program-related investments. See page 24 of the instructions.	
3 NONE	

Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,761,872.
b	Average of monthly cash balances	1b	238,683.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	7,000,555.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	7,000,555.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	105,008.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,895,547.
6	Minimum investment return. Enter 5% of line 5	6	344,777.

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	344,777.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,429.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,429.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	341,348.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	341,348.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	341,348.

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	358,464.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	358,464.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	358,464.

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				341,348.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	80,018.			
e From 2009	NONE			
f Total of lines 3a through e	80,018.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 358,464.				
a Applied to 2009, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				341,348.
e Remaining amount distributed out of corpus	17,116.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	97,134.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	97,134.			
10 Analysis of line 9:				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	80,018.			
d Excess from 2009	NONE			
e Excess from 2010	17,116.			

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

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

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

	Tax year				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 15</p>				
Total				330,618.
b <i>Approved for future payment</i>				
Total				3b

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	3,232.	3,232.
ABBOTT LABORATORIES	506.	506.
AMERICAN EXPRESS CO	295.	295.
AMGEN INC COM	227.	227.
ARTIO GLOBAL HIGH INCOME FUND CL I	9,526.	9,526.
AVON PRODUCTS INC	1,051.	1,051.
BAXTER INTERNATIONAL INC	817.	817.
BEST BUY INCORPORATED	225.	225.
BOFA GOVERNMENT RESERVES CAPITAL CLASS -	3.	3.
BRISTOL MYERS SQUIBB CO COM	1,081.	1,081.
CIGNA CORPORATION	15.	15.
CSX CORP	361.	361.
CARNIVAL CORP PAIRED CTF 1 COM	348.	348.
CENTURYTEL INC	420.	420.
CISCO SYSTEMS INCORPORATED	308.	308.
CITIGROUP INC NEW COM	5.	5.
COCA COLA CO COM	1,583.	1,583.
COCA COLA ENTERPRISES INC DEB	1,633.	1,633.
COLUMBIA ACORN FUND CLASS Z SHARES	1,035.	1,035.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	2,812.	2,812.
COLUMBIA MARSICO INT'L OPPORTUNITIES FD	5,276.	5,276.
COLUMBIA INTERNATIONAL STOCK FUND CLASS	10,113.	10,113.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	3,150.	3,150.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	1,688.	1,688.
COSTCO WHOLESALE CORP	378.	378.
CULLEN FROST BANKERS INC COM	490.	490.
DARDEN RESTAURANTS INC	660.	660.
DEUTSCHE TELEKOM INTL FIN B V GTD NT NET	438.	438.
DEVON ENERGY CORPORATION	211.	211.
DISCOVER FINL SVCS COM	50.	50.
DUN & BRADSTREET CORP DEL NEW COM	307.	307.
EATON VANCE LARGE-CAP VALUE FUND CL I	1,998.	1,998.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EATON CORPORATION	786.	786.
ENERGY CORP NEW COM	681.	681.
EXELON CORP COM	1,082.	1,082.
EXXON MOBIL CORPORATION	4,313.	4,313.
FEDERAL HOME LN MTG CORP MTN CALL 10/18/	500.	500.
FEDERAL HOME LN MTG CORP NT	1,188.	1,188.
FNMA POOL #500982 DTD 6/1/99 6.00% DUE 6	357.	357.
FIRSTENERGY CORP	462.	462.
MORTGAGE-BACKED CTF	15,048.	15,048.
FREERPORT-MCMORAN COPPER & GOLD INC COM	1,197.	1,197.
GENERAL ELEC CO	2,552.	2,552.
GENERAL ELEC CAP CORP MTN SER A	1,350.	1,350.
GENERAL MILLS INC	1,363.	1,363.
GOLDMAN SACHS GROUP INC	420.	420.
GOLDMAN SACHS GROUP INC SR UNSUB NT	660.	660.
GOLDMAN SACHS GROUP INC NT	12,875.	12,875.
HEINZ H J CO	778.	778.
HEWLETT PACKARD CO COM	590.	590.
HOME DEPOT INC	416.	416.
HONEYWELL INTERNATIONAL INC	436.	436.
HUMANA INC	85.	85.
ISHARES MSCI EMERGING MKTS INDEX FUND	2,736.	2,736.
J P MORGAN CHASE & CO COM	1,062.	1,062.
JOHNSON & JOHNSON	2,886.	2,886.
JOHNSON CONTROLS INCORPORATED	393.	393.
KIMBERLY CLARK CORP COM	884.	884.
KROGER CO	311.	311.
L-3 COMMUNICATIONS HLDGS INC COM	236.	236.
LOCKHEED MARTIN CORPORATION	1,181.	1,181.
LORILLARD INC COM	1,457.	1,457.
MCDONALDS CORP	933.	933.
MCKESSON HBOC INC	315.	315.
MERCK & CO INC NEW COM	1,687.	1,687.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MICROSOFT CORPORATION	2,147.	2,147.
MOLSON COORS BREWING CO CL B	330.	330.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	984.	865.
NEWS CORP CL A	309.	309.
NEXTERA ENERGY INC COM	920.	920.
NOKIA CORPORATION SPONSORED ADR	743.	743.
NORDSTROM INCORPORATED	503.	503.
NUCOR CORP	413.	413.
OCCIDENTAL PETROLEUM CORPORATION	1,176.	1,176.
OLD MUTUAL TS&W MID CAP VALUE FUND CL I	1,263.	1,263.
ORACLE SYS CORP	540.	540.
PIMCO TOTAL RETURN FUND INSTL	36,656.	36,656.
PNC BK CORP	446.	446.
PNC FDG CORP SR MEDIUM TERM SUB NT	128.	128.
PACKAGING CORP OF AMERICA	406.	406.
PEPSICO INCORPORATED	1,045.	1,045.
PETROLEO BRASILEIRO SA PETROBRAS ADR	488.	488.
PIMCO COMMODITY REALRETURN STRATEGY FUND	18,833.	18,833.
PRAXAIR INCORPORATED	471.	471.
PRICE T ROWE GROUP INC COM	204.	204.
PROCTER & GAMBLE CO COM	826.	826.
PRUDENTIAL FINL INC COM	265.	265.
PRUDENTIAL FINL INC MTN SER B	713.	713.
PUBLIC SERVICE ENTERPRISE GROUP INC	524.	524.
QUALCOMM INC	632.	632.
QUEBEC PROV CDA GLOBAL DEB CANADA	750.	750.
QWEST COMMUNICATIONS INTL INC	558.	279.
REPUBLIC SERVICES INC CL A	762.	762.
ROCKWELL COLLINS COM	216.	216.
SCHLUMBERGER LIMITED	547.	547.
SCHWAB CHARLES CORP NEW COM	166.	166.
SMUCKER J M CO COM NEW	100.	100.
SONY CORP/AMER SHARES NEW/	120.	120.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
STARWOOD HOTELS & RESORTS WORLDWIDE INC	98.	98.
STATE STREET CORP	127.	127.
TCF FINANCIAL CORPORATION	146.	146.
TARGET CORP	819.	819.
TARGET CORP DTD 10/31/2002 6.35% DUE 11/	1,905.	1,905.
TEXAS INSTRS INC	598.	598.
US BANCORP DEL COM NEW	406.	406.
UNION PAC CORP COM	368.	368.
UNITED STATES TREAS BD DTD 02/15/01 5.37	1,881.	1,881.
UNITED STATES TREAS NT DTD 02/15/01 5.00	375.	375.
UNITED STATES TREAS NT DTD 02/15/05 4.00	2,400.	2,400.
UNITED STATES TREAS NT DTD 11/15/05 4.50	900.	900.
UNITED STATES TREAS NT DTD 12/15/05 4.37	328.	328.
UNITED TECHNOLOGIES CORP	1,231.	1,231.
UNUMPROVIDENT CORP	296.	296.
VALE S A ADR	1,007.	1,007.
VALERO ENERGY CORP - NEW	124.	124.
VERIZON COMMUNICATIONS	1,706.	1,706.
VIACOM INC CL B COM	424.	424.
VODAFONE GROUP PLC NEW NT UNITED KINGDOM	269.	269.
WAL-MART STORES INCORPORATED	1,090.	1,090.
WAL-MART STORES INC GLOBAL NT	2,025.	2,025.
WELLS FARGO COMPANY	1,006.	1,006.
INVESCO LTD COM	342.	342.
ACE LTD COM	704.	704.
NOBLE CORP COM	315.	315.
GAINS FROM MORTGAGE BACKED SECURITIES	331.	331.
	-----	-----
TOTAL	206,867.	206,469.
	=====	=====

GEORGE W.P. MAGEE TRUST

04-6011097

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES- CHARITABLE PURPOSE	976.			976.
TOTALS	976.	NONE	NONE	976.

GEORGE W.P. MAGEE TRUST

04-6011097

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT & ACCOUNTING FEES (ALLOC	455.	455.		800.
TAX PREPARATION FEE (NON-ALLOC	800.			
TOTALS	1,255.	455.	NONE	800.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	321.	321.
FEDERAL ESTIMATES - PRINCIPAL	2,130.	
FOREIGN TAXES ON QUALIFIED FOR	1,901.	1,901.
FOREIGN TAXES ON NONQUALIFIED	75.	75.
TOTALS	4,427.	2,297.

GEORGE W.P. MAGEE TRUST

04-6011097

FORM 990PF, PART I - OTHER EXPENSES

=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER ALLOCABLE EXPENSE-PRINCI
OTHER ALLOCABLE EXPENSE-INCOME

4,101.
470.

4,101.
470.

TOTALS

4,571.
=====

4,571.
=====

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

DESCRIPTION -----	AMOUNT -----
10-11 TYE SALES ADJ	49,051.
TOTAL	----- 49,051. =====

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

DESCRIPTION -----	AMOUNT -----
10-11 TYE INC ADJ	29,526.
ADJ CARRYING VALUE	161.

TOTAL	29,687.
	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

MA

GEORGE W.P. MAGEE TRUST

04-6011097

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

=====

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

100 FEDERAL STREET

BOSTON, MA 02110

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 53,747.

TOTAL COMPENSATION: 53,747.

=====

RECIPIENT NAME:
WESTERN MA COUNCIL
CHESTERFIELD
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
AMOUNT OF GRANT PAID 31,000.

RECIPIENT NAME:
ANNAWON COUNCIL
ADDRESS:
BOY SCOUTS OF AMERICA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
AMOUNT OF GRANT PAID 6,818.

RECIPIENT NAME:
BOSTON MINUTEMAN
COUNCIL
ADDRESS:
BOY SCOUTS OF AMERICA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:
KNOX TRAIL COUNCIL
ADDRESS:
BOY SCOUTS OF AMERICA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
AMOUNT OF GRANT PAID 35,850.

RECIPIENT NAME:
NASHUA VALLEY COUNCIL
ADDRESS:
BOY SCOUTS OF AMERICA

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
AMOUNT OF GRANT PAID 30,500.

RECIPIENT NAME:
MOHEGAN COUNCIL
ADDRESS:
BOY SCOUTS OF AMERICA

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
OLD COLONY COUNCIL
ADDRESS:
BOY SCOUTS OF AMERICA

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
AMOUNT OF GRANT PAID 40,000.

RECIPIENT NAME:
YANKEE CLIPPER COUNCIL
ADDRESS:
BOY SCOUTS OF AMERICA

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
AMOUNT OF GRANT PAID 47,200.

RECIPIENT NAME:
CAPE COD & THE ISLANDS
COUNCIL
ADDRESS:
BOY SCOUTS OF AMERICA

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
AMOUNT OF GRANT PAID 37,500.

RECIPIENT NAME:
NARRAGANSETT COUNCIL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
AMOUNT OF GRANT PAID 41,750.

TOTAL GRANTS PAID: 330,618.
=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No. 1545-0092

2010

Name of estate or trust GEORGE W.P. MAGEE TRUST	Employer identification number 04-6011097
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Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b 6,620.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3 9,608.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶					5 16,228.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			27,448.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b -257,425.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8 5,766.
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶					12 -224,211.

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

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		16,228.
14	Net long-term gain or (loss):			
a	Total for year	14a		-224,211.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		-207,983.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	(3,000)
-----------	---	-----------	-----------

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31. <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)			30
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31
32	Add lines 30 and 31			32
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side
GEORGE W. P. MAGEE TRUST

Employer identification number
04-6011097

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 20000. FEDERAL HOME LN MTG CORP MTN CALL 10/18/06 @100	10/18/2005	10/18/2010	20,000.00	19,923.00	77.00
4744.5 FNMA POOL #500982 DTD 6/1/99 6.00% DUE 6/1/20	03/09/2000	10/31/2010	4,745.00	4,745.00	
15000. COCA COLA ENTERPRISES INC DEB	02/13/2006	11/22/2010	19,576.00	16,999.00	2,577.00
30000. COCA COLA ENTERPRISES INC DEB	02/17/2006	11/22/2010	39,152.00	34,356.00	4,796.00
20.58 FNMA POOL #500982 DTD 6/1/99 6.00% DUE 6/1/20	03/09/2000	11/30/2010	21.00	21.00	
5000. PNC FDG CORP SR MEDIUM TERM SUB NT	12/07/2005	12/14/2010	5,000.00	4,998.00	2.00
15000. UNITED STATES TREAS NT DTD 12/15/05 4.375% DUE	12/21/2005	12/15/2010	15,000.00	14,968.00	32.00
20.69 FNMA POOL #500982 DTD 6/1/99 6.00% DUE 6/1/20	03/09/2000	12/31/2010	21.00	19.00	2.00
50000. FEDERAL HOME LN MTG CORP NT	02/23/2006	01/18/2011	50,000.00	49,583.00	417.00
20.81 FNMA POOL #500982 DTD 6/1/99 6.00% DUE 6/1/20	03/09/2000	01/31/2011	21.00	19.00	2.00
5000. UNITED STATES TREAS NT DTD 02/15/01 5.000% DUE	05/26/2005	02/15/2011	5,000.00	5,287.00	-287.00
10000. UNITED STATES TREAS NT DTD 02/15/01 5.000% DUE	06/01/2005	02/15/2011	10,000.00	10,693.00	-693.00
20.93 FNMA POOL #500982 DTD 6/1/99 6.00% DUE 6/1/20	03/09/2000	02/28/2011	21.00	20.00	1.00
21.05 FNMA POOL #500982 DTD 6/1/99 6.00% DUE 6/1/20	03/09/2000	03/31/2011	21.00	20.00	1.00
.904 CENTURYTEL INC	08/03/2007	04/22/2011	36.00	45.00	-9.00
21.17 FNMA POOL #500982 DTD 6/1/99 6.00% DUE 6/1/20	03/09/2000	04/30/2011	21.00	20.00	1.00
21.28 FNMA POOL #500982 DTD 6/1/99 6.00% DUE 6/1/20	03/09/2000	05/31/2011	21.00	20.00	1.00
21.41 FNMA POOL #500982 DTD 6/1/99 6.00% DUE 6/1/20	03/09/2000	06/30/2011	21.00	20.00	1.00
21.53 FNMA POOL #500982 DTD 6/1/99 6.00% DUE 6/1/20	03/09/2000	07/31/2011	22.00	20.00	2.00
870. AT&T INC	09/29/2006	08/22/2011	24,764.00	28,247.00	-3,483.00
270. AT&T INC	12/24/2007	08/22/2011	7,686.00	11,199.00	-3,513.00
250. AT&T INC	03/24/2008	08/22/2011	7,116.00	9,436.00	-2,320.00
500. AT&T INC	06/23/2008	08/22/2011	14,232.00	17,214.00	-2,982.00
275. ABBOTT LABORATORIES	07/18/2006	08/22/2011	13,623.00	12,314.00	1,309.00
60. ADOBE SYS INC	03/22/2007	08/22/2011	1,390.00	2,582.00	-1,192.00

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

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side
GEORGE W.P. MAGEE TRUST Employer identification number
04-6011097

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example. 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 200. ADOBE SYS INC	03/29/2007	08/22/2011	4,633.00	8,270.00	-3,637.00
370. ADOBE SYS INC	04/24/2007	08/22/2011	8,571.00	15,736.00	-7,165.00
455. AKAMAI TECHNOLOGIES INC	08/11/2006	08/22/2011	9,130.00	17,126.00	-7,996.00
410. AMERICAN EXPRESS CO	08/09/2006	08/22/2011	18,374.00	21,376.00	-3,002.00
180. AUTODESK INC (DEL)	01/24/2007	08/22/2011	4,413.00	7,767.00	-3,354.00
260. AUTODESK INC (DEL)	04/24/2007	08/22/2011	6,374.00	10,675.00	-4,301.00
600. AVON PRODUCTS INC	11/09/2006	08/22/2011	12,433.00	19,853.00	-7,420.00
290. AVON PRODUCTS INC	12/18/2006	08/22/2011	6,009.00	9,624.00	-3,615.00
265. AVON PRODUCTS INC	05/31/2007	08/22/2011	5,491.00	10,189.00	-4,698.00
250. BAXTER INTERNATIONAL INC	02/28/2008	08/22/2011	12,984.00	15,004.00	-2,020.00
245. BAXTER INTERNATIONAL INC	03/07/2008	08/22/2011	12,725.00	14,116.00	-1,391.00
175. BAXTER INTERNATIONAL INC	03/24/2008	08/22/2011	9,089.00	10,137.00	-1,048.00
375. BEST BUY INCORPORATED	05/09/2008	08/22/2011	9,039.00	15,835.00	-6,796.00
450. BRISTOL MYERS SQUIBB CO COM	10/16/2007	08/22/2011	12,623.00	13,242.00	-619.00
375. BRISTOL MYERS SQUIBB CO COM	10/29/2007	08/22/2011	10,519.00	11,201.00	-682.00
675. CSX CORP	02/28/2008	08/22/2011	13,665.00	11,287.00	2,378.00
555. CSX CORP	05/09/2008	08/22/2011	11,236.00	11,712.00	-476.00
370. CARNIVAL CORP PAIRED CTF 1 COM	02/28/2008	08/22/2011	11,087.00	15,172.00	-4,085.00
210. CARNIVAL CORP PAIRED CTF 1 COM	03/07/2008	08/22/2011	6,293.00	8,202.00	-1,909.00
405.944 CENTURYTEL INC	08/03/2007	08/22/2011	13,831.00	20,203.00	-6,372.00
173.056 CENTURYTEL INC	09/20/2007	08/22/2011	5,896.00	9,470.00	-3,574.00
385. CISCO SYSTEMS INCORPORATED	12/20/2004	08/22/2011	5,770.00	7,430.00	-1,660.00
160. CISCO SYSTEMS INCORPORATED	11/02/2005	08/22/2011	2,398.00	2,830.00	-432.00
120. CISCO SYSTEMS INCORPORATED	02/17/2006	08/22/2011	1,798.00	2,385.00	-587.00
860. CISCO SYSTEMS INCORPORATED	04/21/2006	08/22/2011	12,888.00	17,885.00	-4,997.00

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

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

GEORGE W.P. MAGEE TRUST

04-6011097

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 430. CISCO SYSTEMS INCORPORATED	05/01/2006	08/22/2011	6,444.00	9,119.00	-2,675.00
610. CISCO SYSTEMS INCORPORATED	06/06/2006	08/22/2011	9,142.00	12,377.00	-3,235.00
505. CITRIX SYSTEMS INC	06/23/2008	08/22/2011	26,354.00	15,786.00	10,568.00
70. COCA COLA CO COM	11/02/2005	08/22/2011	4,721.00	2,983.00	1,738.00
190. COCA COLA CO COM	11/22/2005	08/22/2011	12,813.00	8,014.00	4,799.00
80. COCA COLA CO COM	02/17/2006	08/22/2011	5,395.00	3,333.00	2,062.00
230. COCA COLA CO COM	03/20/2006	08/22/2011	15,511.00	9,846.00	5,665.00
300. COCA COLA CO COM	04/12/2006	08/22/2011	20,231.00	12,350.00	7,881.00
2141.745 COLUMBIA ACORN FUND CLASS Z SHARES	10/24/2005	08/22/2011	55,000.00	59,284.00	-4,284.00
360. CULLEN FROST BANKERS INC COM	12/24/2007	08/22/2011	16,796.00	18,654.00	-1,858.00
260. DEVON ENERGY CORPORATION	09/08/2006	08/22/2011	16,486.00	17,678.00	-1,192.00
170. DEVON ENERGY CORPORATION	11/09/2006	08/22/2011	10,779.00	12,134.00	-1,355.00
685. DIRECTV CL A COM	06/23/2008	08/22/2011	28,862.00	19,123.00	9,739.00
430. EATON CORPORATION	03/12/2007	08/22/2011	16,338.00	17,786.00	-1,448.00
170. EATON CORPORATION	06/23/2008	08/22/2011	6,459.00	7,992.00	-1,533.00
205. ENTERGY CORP NEW COM	04/12/2006	08/22/2011	12,633.00	13,375.00	-742.00
255. EXELON CORP COM	12/24/2007	08/22/2011	10,594.00	20,958.00	-10,364.00
260. EXELON CORP COM	01/25/2008	08/22/2011	10,802.00	19,404.00	-8,602.00
380. EXPRESS SCRIPTS INC CL A	04/12/2007	08/22/2011	17,270.00	8,198.00	9,072.00
280. EXPRESS SCRIPTS INC CL A	11/13/2007	08/22/2011	12,725.00	8,943.00	3,782.00
210. FIRSTENERGY CORP	06/23/2008	08/22/2011	8,666.00	17,110.00	-8,444.00
310. FREEPORT-MCMORAN COPPER & GOLD INC COM	04/23/2008	08/22/2011	12,972.00	18,600.00	-5,628.00
320. FREEPORT-MCMORAN COPPER & GOLD INC COM	06/23/2008	08/22/2011	13,390.00	18,689.00	-5,299.00
510. GENERAL MILLS INC	04/23/2008	08/22/2011	18,466.00	15,799.00	2,667.00
680. GENERAL MILLS INC	05/09/2008	08/22/2011	24,621.00	20,780.00	3,841.00

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 GEORGE W.P. MAGEE TRUST

Employer identification number
 04-6011097

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 425. HEINZ H J CO	05/09/2008	08/22/2011	22,088.00	20,284.00	1,804.00
565. HOME DEPOT INC	03/24/2008	08/22/2011	18,314.00	16,704.00	1,610.00
65. HONEYWELL INTERNATIONAL INC	08/11/2006	08/22/2011	2,733.00	2,423.00	310.00
270. HONEYWELL INTERNATIONAL INC	10/20/2006	08/22/2011	11,352.00	11,317.00	35.00
340. HUMANA INC	03/24/2008	08/22/2011	23,831.00	15,762.00	8,069.00
330. JOHNSON CONTROLS INCORPORATED	02/28/2008	08/22/2011	9,567.00	11,361.00	-1,794.00
315. JOHNSON CONTROLS INCORPORATED	05/09/2008	08/22/2011	9,133.00	10,619.00	-1,486.00
740. KROGER CO	05/15/2007	08/22/2011	16,935.00	21,610.00	-4,675.00
135. L-3 COMMUNICATIONS HLDGS INC COM	06/23/2008	08/22/2011	8,634.00	12,827.00	-4,193.00
170. LABORATORY CORP AMER HLDGS COM NEW	10/24/2006	08/22/2011	13,169.00	11,687.00	1,482.00
120. LABORATORY CORP AMER HLDGS COM NEW	11/09/2006	08/22/2011	9,296.00	8,090.00	1,206.00
445. LOCKHEED MARTIN CORPORATION	02/28/2008	08/22/2011	31,115.00	46,911.00	-15,796.00
80. LOCKHEED MARTIN CORPORATION	04/23/2008	08/22/2011	5,594.00	8,453.00	-2,859.00
230. MCDONALDS CORP	04/21/2006	08/22/2011	20,155.00	8,028.00	12,127.00
280. MCDONALDS CORP	06/06/2006	08/22/2011	24,537.00	9,255.00	15,282.00
375. MOLSON COORS BREWING CO CL B	05/09/2008	08/22/2011	16,136.00	20,755.00	-4,619.00
810. NEWS CORP CL A	11/16/2007	08/22/2011	12,651.00	16,777.00	-4,126.00
415. NEWS CORP CL A	01/22/2008	08/22/2011	6,482.00	7,457.00	-975.00
835. NEWS CORP CL A	03/07/2008	08/22/2011	13,041.00	15,295.00	-2,254.00
10. NEXTERA ENERGY INC COM	12/18/2006	08/22/2011	541.00	547.00	-6.00
565. NEXTERA ENERGY INC COM	01/18/2007	08/22/2011	30,545.00	30,898.00	-353.00
380. NOKIA CORPORATION SPONSORED ADR	06/15/2007	08/22/2011	2,225.00	11,011.00	-8,786.00
535. NOKIA CORPORATION SPONSORED ADR	07/11/2007	08/22/2011	3,132.00	15,406.00	-12,274.00
385. NOKIA CORPORATION SPONSORED ADR	03/24/2008	08/22/2011	2,254.00	11,749.00	-9,495.00
130. NUCOR CORP	05/14/2007	08/22/2011	4,117.00	8,680.00	-4,563.00
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Employer identification number
04-6011097

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 155. NUCOR CORP	12/24/2007	08/22/2011	4,909.00	9,410.00	-4,501.00
190. PACKAGING CORP OF AMERICA	10/20/2006	08/22/2011	4,331.00	4,245.00	86.00
390. PACKAGING CORP OF AMERICA	01/24/2007	08/22/2011	8,890.00	8,943.00	-53.00
390. PETROLEO BRASILEIRO SA PETROBRAS ADR	12/24/2007	08/22/2011	10,610.00	22,400.00	-11,790.00
325. PRAXAIR INCORPORATED	11/15/2006	08/22/2011	29,165.00	20,458.00	8,707.00
510. PUBLIC SERVICE ENTERPRISE GROUP INC	11/09/2006	08/22/2011	16,210.00	16,111.00	99.00
712. REPUBLIC SERVICES INC CL A	01/09/2007	08/22/2011	19,968.00	19,717.00	251.00
240. REPUBLIC SERVICES INC CL A	06/23/2008	08/22/2011	6,731.00	7,509.00	-778.00
225. ROCKWELL COLLINS COM	05/15/2007	08/22/2011	10,319.00	15,208.00	-4,889.00
690. SCHWAB CHARLES CORP NEW COM	06/23/2008	08/22/2011	7,849.00	14,902.00	-7,053.00
57. SMUCKER J M CO COM NEW	02/06/2007	08/22/2011	3,860.00	2,256.00	1,604.00
235. SONY CORP/AMER SHARES NEW/	04/27/2007	08/22/2011	4,878.00	12,604.00	-7,726.00
160. SONY CORP/AMER SHARES NEW/	05/18/2007	08/22/2011	3,321.00	8,909.00	-5,588.00
100. STARWOOD HOTELS & RESORTS WORLDWIDE INC COM	08/25/2006	08/22/2011	3,838.00	5,112.00	-1,274.00
225. STARWOOD HOTELS & RESORTS WORLDWIDE INC COM	10/24/2006	08/22/2011	8,636.00	13,818.00	-5,182.00
205. STATE STREET CORP	12/18/2006	08/22/2011	6,557.00	13,757.00	-7,200.00
130. STATE STREET CORP	10/29/2007	08/22/2011	4,158.00	10,274.00	-6,116.00
730. TCF FINANCIAL CORPORATION	03/12/2007	08/22/2011	6,909.00	19,521.00	-12,612.00
235. US BANCORP DEL COM NEW	08/09/2006	08/22/2011	4,821.00	7,579.00	-2,758.00
360. US BANCORP DEL COM NEW	09/08/2006	08/22/2011	7,385.00	11,538.00	-4,153.00
565. US BANCORP DEL COM NEW	06/25/2007	08/22/2011	11,591.00	18,920.00	-7,329.00
235. UNION PAC CORP COM	06/23/2008	08/22/2011	20,399.00	18,076.00	2,323.00
70. UNUMPROVIDENT CORP	11/02/2005	08/22/2011	1,529.00	1,510.00	19.00
95. UNUMPROVIDENT CORP	02/17/2006	08/22/2011	2,075.00	2,018.00	57.00
610. UNUMPROVIDENT CORP	04/12/2006	08/22/2011	13,320.00	11,784.00	1,536.00

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GEORGE W.P. MAGEE TRUST Employer identification number
04-6011097

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 680. VALE S A ADR	03/12/2007	08/22/2011	17,513.00	12,103.00	5,410.00
620. VALERO ENERGY CORP - NEW	06/23/2008	08/22/2011	11,892.00	26,927.00	-15,035.00
395. WAL-MART STORES INCORPORATED	04/23/2008	08/22/2011	20,696.00	22,352.00	-1,656.00
385. WAL-MART STORES INCORPORATED	06/23/2008	08/22/2011	20,172.00	21,759.00	-1,587.00
250. WATERS CORP	10/24/2006	08/22/2011	18,249.00	12,117.00	6,132.00
205. WATERS CORP	03/26/2007	08/22/2011	14,965.00	11,806.00	3,159.00
390. INVESCO LTD COM	04/23/2008	08/22/2011	6,263.00	8,981.00	-2,718.00
345. INVESCO LTD COM	05/09/2008	08/22/2011	5,541.00	9,494.00	-3,953.00
425. NABORS INDUSTRIES INC COM	04/23/2008	08/22/2011	7,087.00	16,361.00	-9,274.00
55. ACE LTD COM	04/12/2006	08/22/2011	3,307.00	2,805.00	502.00
150. ACE LTD COM	07/18/2006	08/22/2011	9,019.00	7,605.00	1,414.00
215. ACE LTD COM	09/08/2006	08/22/2011	12,927.00	11,741.00	1,186.00
105. ACE LTD COM	03/07/2007	08/22/2011	6,313.00	5,785.00	528.00
280. NOBLE CORP COM	08/30/2006	08/22/2011	8,272.00	8,966.00	-694.00
260. NOBLE CORP COM	09/08/2006	08/22/2011	7,682.00	8,624.00	-942.00
21.65 FNMA POOL #500982 DTD 6/1/99 6.00% DUE 6/1/20	03/09/2000	08/31/2011	22.00	20.00	2.00
456.621 COLUMBIA ACORN FUND CLASS Z SHARES	10/24/2005	09/28/2011	12,000.00	12,639.00	-639.00
475. DARDEN RESTAURANTS INC	01/22/2008	09/28/2011	20,922.00	10,102.00	10,820.00
125. EXXON MOBIL CORPORATION	10/16/2007	09/28/2011	9,186.00	11,851.00	-2,665.00
1215. EXXON MOBIL CORPORATION	04/23/2008	09/28/2011	89,285.00	114,223.00	-24,938.00
200. EXXON MOBIL CORPORATION	07/13/2007	09/28/2011	14,697.00	18,119.00	-3,422.00
110. EXXON MOBIL CORPORATION	07/11/2007	09/28/2011	8,083.00	9,560.00	-1,477.00
255. EXXON MOBIL CORPORATION	06/19/2007	09/28/2011	18,739.00	21,985.00	-3,246.00
146.396 EXXON MOBIL CORPORATION	11/09/2007	09/28/2011	10,758.00	10,483.00	275.00
318.604 EXXON MOBIL CORPORATION	10/16/2006	09/28/2011	23,413.00	15,965.00	7,448.00

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Employer identification number

GEORGE W. P. MAGEE TRUST

04-6011097

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 190. GENERAL ELEC CO	12/21/2006	09/28/2011	2,991.00	7,189.00	-4,198.00
855. GENERAL ELEC CO	01/09/2007	09/28/2011	13,458.00	32,334.00	-18,876.00
675. GENERAL ELEC CO	12/24/2007	09/28/2011	10,624.00	25,447.00	-14,823.00
520. GENERAL ELEC CO	04/25/2007	09/28/2011	8,185.00	18,262.00	-10,077.00
100. GENERAL ELEC CO	02/28/2008	09/28/2011	1,574.00	3,382.00	-1,808.00
215. HEWLETT PACKARD CO COM	06/23/2008	09/28/2011	5,064.00	9,831.00	-4,767.00
280. HEWLETT PACKARD CO COM	02/28/2007	09/28/2011	6,595.00	10,863.00	-4,268.00
95. HEWLETT PACKARD CO COM	02/17/2006	09/28/2011	2,238.00	3,202.00	-964.00
280. HEWLETT PACKARD CO COM	01/27/2006	09/28/2011	6,595.00	8,903.00	-2,308.00
100. HEWLETT PACKARD CO COM	11/02/2005	09/28/2011	2,355.00	2,881.00	-526.00
250. HEWLETT PACKARD CO COM	09/15/2005	09/28/2011	5,889.00	6,958.00	-1,069.00
420. HEWLETT PACKARD CO COM	08/02/2005	09/28/2011	9,893.00	10,327.00	-434.00
205. JOHNSON & JOHNSON	10/20/2006	09/28/2011	13,085.00	14,077.00	-992.00
400. JOHNSON & JOHNSON	03/02/2005	09/28/2011	25,531.00	26,631.00	-1,100.00
375. JOHNSON & JOHNSON	11/07/2007	09/28/2011	23,935.00	24,107.00	-172.00
80. JOHNSON & JOHNSON	11/02/2005	09/28/2011	5,106.00	4,898.00	208.00
120. JOHNSON & JOHNSON	12/08/2005	09/28/2011	7,659.00	7,247.00	412.00
70. JOHNSON & JOHNSON	02/17/2006	09/28/2011	4,468.00	4,148.00	320.00
50. JOHNSON & JOHNSON	06/08/2004	09/28/2011	3,191.00	2,851.00	340.00
805. ORACLE SYS CORP	11/07/2007	09/28/2011	24,069.00	18,223.00	5,846.00
475. ORACLE SYS CORP	11/13/2007	09/28/2011	14,202.00	9,605.00	4,597.00
450. ORACLE SYS CORP	01/22/2008	09/28/2011	13,455.00	9,080.00	4,375.00
725. ORACLE SYS CORP	02/28/2008	09/28/2011	21,677.00	13,875.00	7,802.00
405. QUALCOMM INC	11/13/2007	09/28/2011	20,981.00	15,586.00	5,395.00
375. QUALCOMM INC	09/07/2007	09/28/2011	19,427.00	14,185.00	5,242.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					-257,425.00

FEDERAL CAPITAL GAIN DIVIDENDS
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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ARTIO GLOBAL HIGH INCOME FUND CL I	1,069.00
GALAXY GROWTH FUND II	294.00
COLUMBIA ACORN FUND CLASS Z SHARES	12,170.00
COLUMBIA INTERNATIONAL EQUITY CL Z	915.00
COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARE	485.00
COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z	3,637.00
HARTFORD FINANCIAL SVCS GRP	32.00
PIMCO TOTAL RETURN FUND INSTL	8,642.00
ROYAL DUTCH PETROLEUM CO	32.00
U S WEST INC	72.00
VERITAS SOFTWARE	31.00
CLASS ACTIONS SETTLEMENT FOR AIG INC (SEC) (2	29.00
QWEST COMMUNICATIONS INTL INC COM	40.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS 27,448.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS 27,448.00

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GAINS AND LOSSES FROM PASS-THRU ENTITIES
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NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 9,608.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED) 9,608.00
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NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 5,766.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED) 5,766.00
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GEORGE W.P. MAGEE TRUST
04-6011097
Balance Sheet
09/30/2011



Cusip	Asset	Units	Basis	Market Value
023135106	AMAZON COM INC	120 000	7,581.69	25,947 60
031162100	AMGEN INC	810 000	35,304.38	44,517.60
037833100	APPLE INC	320.000	32,201.90	122,022 40
04315J860	ARTIO GLOBAL HIGH INCOME FUND	9526 293	99,300 00	87,832.42
125509109	CIGNA CORP	370.000	11,341.22	15,517 80
172967424	CITIGROUP INC	237 000	83,916 94	6,070.76
197199409	COLUMBIA ACORN FUND	8067 211	216,462 35	207,085.31
197199813	COLUMBIA ACORN INTERNATIONAL	1993 865	65,000 00	67,053 68
19765H636	COLUMBIA MARSICO INTERNATIONAL	23950.396	284,530.70	226,810 25
19765H677	COLUMBIA MULTI-ADVISOR INTL	22825 103	369,105.40	224,599.01
19765N245	COLUMBIA DIVIDEND INCOME FUND	39872.408	500,000.00	485,247.21
19765N567	COLUMBIA SMALL CAP VALUE I FUND	3158 265	125,474 14	120,329 90
19765P596	COLUMBIA SMALL CAP GROWTH I	4587 646	118,544.78	121,526.74
19765Y688	COLUMBIA SELECT LARGE CAP	55148.541	645,000.00	625,935.94
22160K105	COSTCO WHSL CORP NEW	425.000	28,499 21	34,905 25
237194105	DARDEN RESTAURANTS INC	475.000	10,102 06	20,306 25
25156PAC7	DEUTSCHE TELEKOM INTL FIN B V	5000 000	6,390.85	6,669 05
254709108	DISCOVER FINL SVCS	310 000	8,705.76	7,111 40
26483E100	DUN & BRADSTREET CORP DEL NEW	215.600	17,114 76	13,170 90
268648102	EMC CORP	1305.000	22,486 84	27,391.95
277905642	EATON VANCE LARGE-CAP VALUE	7835 005	130,000 00	121,755.98
30231G102	EXXON MOBIL CORP	2370 000	202,184 62	172,133.10
31383ERB9	FNMA POOL #500982 DTD 6/1/99	5026 950	4,683 00	5,583.38
369604103	GENERAL ELEC CO	4640 000	162,217.85	70,620 80
36962GXZ2	GENERAL ELEC CAP CORP	20000 000	19,296.60	22,831 40
375558103	GILEAD SCIENCES INC	620 000	29,540.29	24,056 00
38141G104	GOLDMAN SACHS GROUP INC	300 000	54,936.45	28,365 00
38141GBU7	GOLDMAN SACHS GROUP INC	10000 000	10,184 70	10,143 70
38143UAB7	GOLDMAN SACHS GROUP INC	250000.000	253,151 00	258,842 50
38259P508	GOOGLE INC	65 000	31,078 77	33,477 60
428236103	HEWLETT PACKARD CO	1640 000	52,965 38	36,818.00
464287234	ISHARES MSCI EMERGING MKTS INDEX	4685 000	196,048.25	164,420.08
46625H100	J P MORGAN CHASE & CO	1770 000	79,740 33	53,312 40
47803W406	JOHN HANCOCK FDS III DISCIPLINED	21521 522	215,000 00	214,354 36

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Cusip	Asset	Units	Basis	Market Value
478160104	JOHNSON & JOHNSON	1300 000	83,958.66	82,797 00
494368103	KIMBERLY CLARK CORP	325.000	18,858 89	23,078 25
512807108	LAM RESEARCH CORP	400.000	16,899.00	15,192 00
544147101	LORILLARD INC	290 000	24,571 71	32,103 00
58155Q103	MCKESSON CORP	425.000	24,283 40	30,897 50
58933Y105	MERCK & CO INC	1110.000	50,918 21	36,297.00
594918104	MICROSOFT CORP	3355 000	90,697.22	83,505 95
63872W409	NATIXIS FDS TR IV AEW REAL	6176 294	92,839.11	91,409.15
655664100	NORDSTROM INC	565 000	30,109.31	25,809.20
674599105	OCCIDENTAL PETE CORP DEL	700 000	46,087 02	50,050 00
68389X105	ORACLE CORP	2455.000	50,782.26	70,556.70
693390700	PIMCO TOTAL RETURN FUND	61589.129	705,000 00	664,546 70
693475105	PNC FINL SVCS GROUP INC	495.000	32,555.16	23,854.05
713448108	PEPSICO INC	525 000	34,618 03	32,497.50
722005667	PIMCO COMMODITY REALRETURN	20247.980	164,500 00	149,632 57
74144T108	PRICE T ROWE GROUP INC	170.000	10,183 03	8,120 90
742718109	PROCTER & GAMBLE CO	410.000	26,518.80	25,903.80
744320102	PRUDENTIAL FINL INC	230 000	22,682 03	10,777 80
74432QAD7	PRUDENTIAL FINL INC	15000.000	14,952 75	15,647.70
747525103	QUALCOMM INC	780 000	29,771.53	37,931.40
748148QR7	QUEBEC PROV CDA	10000 000	9,736.40	15,296.40
806857108	SCHLUMBERGER LTD	595 000	58,241 83	35,539 35
87612E106	TARGET CORP	780.000	39,151 87	38,251 20
87612EAK2	TARGET CORP DTD 10/31/2002 6 35%	30000 000	33,780 60	37,034 40
882508104	TEXAS INSTRS INC	1150.000	33,772 63	30,647.50
883556102	THERMO FISHER SCIENTIFIC CORP	475 000	26,581.51	24,054 00
912810FP8	UNITED STATES TREAS BD	35000 000	39,902.34	49,235 20
912828DM9	UNITED STATES TREAS NT	60000 000	58,674 61	66,923 40
912828EN6	UNITED STATES TREAS NT	20000 000	20,083 59	23,067 20
913017109	UNITED TECHNOLOGIES CORP	680 000	38,968 95	47,844 80
92343V104	VERIZON COMMUNICATIONS INC	875 000	28,517 95	32,200 00
92553P201	VIACOM INC	605 000	24,799 79	23,437 70
92857WAD2	VODAFONE GROUP PLC	5000.000	5,214 45	5,565 10
931142BY8	WAL-MART STORES INC	45000 000	42,947.10	50,451 75

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<u>Cusip</u>	<u>Asset</u>	<u>Units</u>	<u>Basis</u>	<u>Market Value</u>
949746101	WELLS FARGO & CO	2453 000	89,810.09	59,166.36
	Cash/Cash Equivalent	427278.030	427,278.03	427,278.03
		Totals:	6,676,338 08	6,183,366.27