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FEDERAL BUREAU OF INVESTIGATIONForm **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 10/1/2010, and ending 9/30/2011

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 ANN & ROBERT BENSON FOUNDATION INC		A Employer identification number 22-3696348
Number and street (or P O box number if mail is not delivered to street address) P O. Box 1501 NJ2-130-03-31	Room/suite	B Telephone number (see page 10 of the instructions) (609) 274-6834
City or town, state, and ZIP code PENNINGTON NJ 08534-1501		C If exemption application is pending, check here ☐
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 408,234	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	9,868	9,755		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	25,979			
	b Gross sales price for all assets on line 6a	177,738			
	7 Capital gain net income (from Part IV, line 2)		25,979		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	0	0	0		
12 Total. Add lines 1 through 11	35,847	35,734	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				295
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	1,500	0	0	1,500
	c Other professional fees (attach schedule)	3,618	2,171	0	1,447
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	127	4	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	0	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	5,245	2,175	0	3,242
	25 Contributions, gifts, grants paid	26,000			26,000
26 Total expenses and disbursements. Add lines 24 and 25	31,245	2,175	0	29,242	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	4,602				
b Net investment income (if negative, enter -0-)		33,559			
c Adjusted net income (if negative, enter -0-)			0		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	89	69	69
	2 Savings and temporary cash investments	16,008	18,858	18,858
	3 Accounts receivable ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	4 Pledges receivable ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	8 Inventories for sale or use		0	
	9 Prepaid expenses and deferred charges		0	
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	400,832	402,397	389,307
	c Investments—corporate bonds (attach schedule)	0	0	0
	11 Investments—land, buildings, and equipment basis ▶ 0			
Less: accumulated depreciation (attach schedule) ▶ 0	0	0	0	
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	0	0	0	
14 Land, buildings, and equipment basis ▶ 0				
Less: accumulated depreciation (attach schedule) ▶ 0	0	0	0	
15 Other assets (describe ▶)	0	0	0	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	416,929	421,324	408,234	
Liabilities	17 Accounts payable and accrued expenses		0	
	18 Grants payable			
	19 Deferred revenue		0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	416,929	421,324	
28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see page 17 of the instructions)	416,929	421,324		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	416,929	421,324		

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	416,929
2 Enter amount from Part I, line 27a	2	4,602
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1, 2, and 3	4	421,531
5 Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	207
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	421,324

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 Attached Statement				
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 0	0	0	0
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a 0	0	0	0
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

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	25,979
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	0

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			0.000000
2008			0.000000
2007			0.000000
2006			0.000000
2005			0.000000

2 Total of line 1, column (d)	2	0.000000
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	0.000000
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	0
5 Multiply line 4 by line 3	5	0
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	0
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	0

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	671	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3 Add lines 1 and 2		3	671	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	671	
6 Credits/Payments				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	128		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	0		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	128		
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	543		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0		
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ 0 Refunded ☐	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ NJ		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N.A. Telephone no ▶ (609) 274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501			
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? 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 ▶	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b** N/A

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 **N/A**

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 **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** X

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
ANN T BENSON 304 BERKSHIRE AVE NEW MILFORD NJ 0764	PRESIDENT 2.00	0	0	0
RYAN D BENSON 304 BERKSHIRE AVE NEW MILFORD NJ 0764	VICE PRESIDENT 2.00	0	0	0
SAMANTHA A BENSON 304 BERKSHIRE AVE NEW MILFORD NJ 0764	SECRETARY 2.00	0	0	0
	.00	0	0	0

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 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	0
Total. Add lines 1 through 3	0

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	458,541
b	Average of monthly cash balances	1b	16,868
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	475,409
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	
3	Subtract line 2 from line 1d	3	475,409
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	7,131
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	468,278
6	Minimum investment return. Enter 5% of line 5	6	23,414

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	23,414
2a	Tax on investment income for 2010 from Part VI, line 5	2a	671
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	671
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	22,743
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	22,743
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	22,743

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	29,242
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	29,242
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	29,242

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				22,743
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			17,947	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 29,242				
a Applied to 2009, but not more than line 2a			17,947	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2010 distributable amount				11,295
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				11,448
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	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	0			
b Excess from 2007	0			
c Excess from 2008	0			
d Excess from 2009	0			
e Excess from 2010	0			

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

N/A

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) ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007	
0				0
0	0	0	0	0
0				0
				0
0	0	0	0	0

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))

ROBERT D BENSON

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

NONE

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

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

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

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

- c** Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	26,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

ANN & ROBERT BENSON FDN

Account Number:

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

September 01, 2011 September 30, 2011

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss) Annual	Estimated Current Income	Yield%
L-3 COMMNCTNS HLDGS	LLL	08/22/07	30	98.1560	2,944.68	61.9700	1,859.10	(1,085.58)	54	2.90
		10/08/07	5	106.1460	530.73	61.9700	309.85	(220.88)	9	2.90
		10/09/07	35	106.9868	3,744.54	61.9700	2,168.95	(1,575.59)	63	2.90
		10/10/07	15	106.8833	1,603.25	61.9700	929.55	(673.70)	27	2.90
Subtotal			85		8,823.20		5,267.45	(3,555.75)	153	2.90
LIMITED BRANDS INC	LTD	06/01/10	91	25.4040	2,311.77	38.5100	3,504.41	1,192.64	73	2.07
		06/02/10	133	25.5344	3,396.08	38.5100	5,121.83	1,725.75	107	2.07
		06/03/10	41	26.5626	1,089.07	38.5100	1,578.91	489.84	33	2.07
Subtotal			265		6,796.92		10,205.15	3,408.23	213	2.07
LOCKHEED MARTIN CORP	LMT	11/25/05	17	60.7258	1,032.34	72.6400	1,234.88	202.54	68	5.50
		01/11/07	5	94.9900	474.95	72.6400	363.20	(111.75)	20	5.50
		08/18/08	15	114.8520	1,722.78	72.6400	1,089.60	(633.18)	60	5.50
		08/19/08	16	115.2781	1,844.45	72.6400	1,162.24	(682.21)	64	5.50
		08/20/08	4	113.7075	454.83	72.6400	290.56	(164.27)	16	5.50
		04/04/11	26	80.9446	2,104.56	72.6400	1,888.64	(215.92)	104	5.50
		04/05/11	19	81.3300	1,545.27	72.6400	1,380.16	(165.11)	76	5.50
		04/06/11	12	81.4075	976.89	72.6400	871.68	(105.21)	48	5.50
Subtotal			114		10,156.07		8,280.96	(1,875.11)	456	5.50
LYONDELLBASELL INDUSTRIE	LYB	08/08/11	73	29.7367	2,170.78	24.4300	1,783.39	(387.39)	22	1.22
		08/09/11	69	30.6466	2,114.62	24.4300	1,685.67	(428.95)	21	1.22
		09/06/11	79	31.5440	2,491.98	24.4300	1,929.97	(562.01)	24	1.22
Subtotal			221		6,777.38		5,399.03	(1,378.35)	67	1.22
MARATHON OIL CORP	MRO	07/06/09	126	16.8437	2,122.31	21.5800	2,719.08	596.77	76	2.78
		08/15/11	136	27.3633	3,721.42	21.5800	2,934.88	(786.54)	82	2.78
		08/22/11	79	25.5488	2,018.36	21.5800	1,704.82	(313.54)	48	2.78
Subtotal			341		7,862.09		7,358.78	(503.31)	206	2.78



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ANN & ROBERT BENSON FDN

Account Number. .

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

September 01, 2011 - September 30, 2011

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Current Yield%
MCKESSON CORPORATION COM	MCK	01/04/06 07/06/07 03/09/09	24 5 42	53.5770 59.6600 39.0111	1,285.85 298.30 1,638.47	72.7000 72.7000 72.7000	1,744.80 363.50 3,053.40	458.95 65.20 1,414.93	20 4 34	1.10 1.10 1.10
Subtotal			71		3,222.62		5,161.70	1,939.08	58	1.10
MICROSOFT CORP	MSFT	07/02/03 11/09/09 11/16/09 11/17/09 12/29/09 12/30/09 12/31/09 01/04/10 01/11/10	23 118 116 20 45 25 26 21 86	26.8400 28.8649 29.6860 29.9140 31.4477 31.0744 30.7884 31.0419 30.4077	617.32 3,406.06 3,443.58 598.28 1,415.15 776.86 800.50 651.88 2,615.07	24.8900 24.8900 24.8900 24.8900 24.8900 24.8900 24.8900 24.8900 24.8900	572.47 2,937.02 2,887.24 497.80 1,120.05 622.25 647.14 522.69 2,140.54	(44.85) (469.04) (556.34) (100.48) (295.10) (154.61) (153.36) (129.19) (474.53)	19 95 93 16 36 20 21 17 69	3.21 3.21 3.21 3.21 3.21 3.21 3.21 3.21 3.21
Subtotal			480		14,324.70		11,947.20	(2,377.50)	386	3.21
MOTOROLA SOLUTIONS INC	MSI	09/13/10 09/14/10 10/25/10 01/31/11 02/01/11	96 14 40 47 43	33.3186 33.6407 32.3530 38.5955 39.1013	3,198.59 470.97 1,294.12 1,813.99 1,681.36	41.9000 41.9000 41.9000 41.9000 41.9000	4,022.40 586.60 1,676.00 1,969.30 1,801.70	823.81 115.63 381.88 155.31 120.34	85 13 36 42 38	2.10 2.10 2.10 2.10 2.10
Subtotal			240		8,459.03		10,056.00	1,596.97	214	2.10
MURPHY OIL CORP	MUR	03/14/11 03/15/11	36 26	69.9266 68.9457	2,517.36 1,792.59	44.1600 44.1600	1,589.76 1,148.16	(927.60) (644.43)	40 29	2.49 2.49
Subtotal			62		4,309.95		2,737.92	(1,572.03)	69	2.49
NABORS INDUSTRIES LTD	NBR	11/23/09 11/24/09 11/25/09	56 130 32	20.6825 20.5745 21.1290	1,158.22 2,674.69 676.13	12.2600 12.2600 12.2600	686.56 1,593.80 392.32	(471.66) (1,080.89) (283.81)	40 29 29	2.49 2.49 2.49
Subtotal			218		4,509.04		2,672.68	(1,836.36)		

ANN & ROBERT BENSON FDN

Account Number:

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

September 01, 2011 - September 30, 2011

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss) Annual	Estimated Current Income	Yield%
NEWS CORP CL A	NWSA	08/30/10 08/31/10	204 149	12.4483 12.4732	2,539.47 1,858.52	15.4800 15.4800	3,157.92 2,306.52	618.45 448.00	39 29	1.22 1.22
Subtotal			353		4,397.99		5,464.44	1,066.45	68	1.22
NORTHROP GRUMMAN CORP	NOC	08/04/09 08/05/09	62 21	42.1420 42.1404	2,612.81 884.95	52.1700 52.1700	3,234.54 1,095.57	621.73 210.62	124 42	3.83 3.83
Subtotal			83		3,497.76		4,330.11	832.35	166	3.83
NRG ENERGY INC	NRG	12/26/07 12/27/07 08/10/09 08/11/09	33 65 97 25	43.1433 43.3476 28.5661 28.8372	1,423.73 2,817.60 2,770.92 720.93	21.2100 21.2100 21.2100 21.2100	699.93 1,378.65 2,057.37 530.25	(723.80) (1,438.95) (713.55) (190.68)		
Subtotal			220		7,733.18		4,666.20	(3,066.98)		
OCCIDENTAL PETE CORP CAL	OXY	10/17/05 07/06/07 02/12/08 07/08/08	63 5 15 5	37.4909 59.8500 69.7900 79.9900	2,361.93 299.25 1,046.85 399.95	71.5000 71.5000 71.5000 71.5000	4,504.50 357.50 1,072.50 357.50	2,142.57 58.25 25.65 (42.45)	116 10 28 10	2.57 2.57 2.57 2.57
Subtotal			88		4,107.98		6,292.00	2,184.02	164	2.57
PRUDENTIAL FINANCIAL INC	PRU	05/24/10 05/25/10	19 49	55.7384 54.2167	1,059.03 2,656.62	46.8600 46.8600	890.34 2,296.14	(168.69) (360.48)	22 57	2.45 2.45
Subtotal			68		3,715.65		3,186.48	(529.17)	79	2.45
RAYTHEON CO DELAWARE NEW	RTN	05/03/06 05/04/06 05/30/06 05/31/06 01/11/07 07/06/07 07/08/08	10 25 60 10 5 5 5	46.0700 46.1396 45.2720 45.6880 52.2000 54.6600 57.2700	460.70 1,153.49 2,716.32 456.88 261.00 273.30 286.35	40.8700 40.8700 40.8700 40.8700 40.8700 40.8700 40.8700	408.70 1,021.75 2,452.20 408.70 204.35 204.35 204.35	(52.00) (131.74) (264.12) (48.18) (56.65) (68.95) (82.00)	18 43 104 18 9 9 9	4.20 4.20 4.20 4.20 4.20 4.20 4.20
Subtotal			120		5,608.04		4,904.40	(703.64)	210	4.20

ANN & ROBERT BENSON FDN

Account Number: -----

September 01, 2011 - September 30, 2011

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

EQUITIES (continued)	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Current Yield%
ROSS STORES INC COM	ROST	10/21/08	1	30.0700	30.07	78.6900	78.69	48.62	1	1.11
		05/04/09	26	38.7134	1,006.55	78.6900	2,045.94	1,039.39	23	1.11
		05/05/09	38	38.4344	1,460.51	78.6900	2,990.22	1,529.71	34	1.11
Subtotal			65		2,497.13		5,114.85	2,617.72	58	1.11
SAFEWAY INC NEW	SWY	01/10/06	12	24.5050	294.06	16.6300	199.56	(94.50)	7	3.48
		01/11/06	96	24.3611	2,338.67	16.6300	1,596.48	(742.19)	56	3.48
		04/11/06	40	24.7400	989.60	16.6300	665.20	(324.40)	24	3.48
		01/11/07	10	33.8500	338.50	16.6300	166.30	(172.20)	6	3.48
		07/06/07	10	34.6200	346.20	16.6300	166.30	(179.90)	6	3.48
Subtotal			168		4,307.03		2,793.84	(1,513.19)	99	3.48
SARA LEE CORP COM	SLE	06/21/10	67	14.8186	992.85	16.3500	1,095.45	102.60	31	2.81
		06/22/10	216	14.9761	3,234.84	16.3500	3,531.60	296.76	100	2.81
		06/23/10	24	14.8650	356.76	16.3500	392.40	35.64	12	2.81
Subtotal			307		4,584.45		5,019.45	435.00	143	2.81
SPRINT NEXTEL CORP COM	SOT	11/11/11	979	5.4987	5,383.23	3.0400	2,976.16	(2,407.07)		
SYMANTEC CORP COM	SYMC	09/27/10	279	15.5031	4,325.39	16.3000	4,547.70	222.31		
		11/01/10	117	16.4595	1,925.77	16.3000	1,907.10	(18.67)		
		11/02/10	110	16.7509	1,842.60	16.3000	1,793.00	(49.60)		
Subtotal			506		8,093.76		8,247.80	154.04		
TARGET CORP COM	TGT	03/03/10	19	51.7426	983.11	49.0400	931.76	(51.35)	23	2.44
		04/05/10	48	53.7520	2,580.10	49.0400	2,353.92	(226.18)	58	2.44
		04/06/10	33	53.8366	1,776.61	49.0400	1,618.32	(158.29)	40	2.44
		04/07/10	14	54.2535	759.55	49.0400	686.56	(72.99)	17	2.44
Subtotal			114		6,099.37		5,590.56	(508.81)	138	2.44
TEXAS INSTRUMENTS	TXN	10/05/09	87	22.7691	1,980.92	26.6500	2,318.55	337.63	60	2.55
		10/06/09	106	23.1080	2,449.45	26.6500	2,824.90	375.45	73	2.55
		02/28/11	68	35.5598	2,418.07	26.6500	1,812.20	(605.87)	47	2.55
Subtotal			261		6,848.44		6,955.65	107.21	180	2.55

ANN & ROBERT BENSON FDN

Account Number: 1

September 01, 2011 September 30, 2011

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
TRAVELERS COS INC	TRV	09/28/05	2	44.0400	88.08	48.7300	97.46	9.38	4	3.36
		04/11/06	20	41.2400	824.80	48.7300	974.60	149.80	33	3.36
		01/11/07	5	51.6400	258.20	48.7300	243.65	(14.55)	9	3.36
		01/22/07	85	51.7410	4,397.99	48.7300	4,142.05	(255.94)	140	3.36
		07/06/07	5	54.5600	272.80	48.7300	243.65	(29.15)	9	3.36
		07/08/08	10	43.5300	435.30	48.7300	487.30	52.00	17	3.36
		08/12/09	4	46.7275	186.91	48.7300	194.92	8.01	7	3.36
Subtotal			131		6,464.08		6,383.63	(80.45)	219	3.36
UNITEDHEALTH GROUP INC	UNH	12/13/10	79	37.1487	2,934.75	46.1200	3,643.48	708.73	52	1.40
		12/14/10	61	36.7647	2,242.65	46.1200	2,813.32	570.67	40	1.40
		01/03/11	95	37.0227	3,517.16	46.1200	4,381.40	864.24	62	1.40
Subtotal			235		8,694.56		10,838.20	2,143.64	154	1.40
UNUM GROUP	UNM	10/14/08	23	19.8295	456.08	20.9600	482.08	26.00	10	2.00
		10/20/08	132	17.4822	2,307.66	20.9600	2,766.72	459.06	56	2.00
		10/21/08	83	17.9801	1,492.35	20.9600	1,739.68	247.33	35	2.00
		11/03/08	82	16.6481	1,365.15	20.9600	1,718.72	353.57	35	2.00
		11/04/08	17	18.1611	308.74	20.9600	356.32	47.58	8	2.00
Subtotal			337		5,929.98		7,063.52	1,133.54	144	2.00
VERIZON COMMUNICATIONS COM	VZ	04/06/09	82	30.7045	2,517.77	36.8000	3,017.60	499.83	164	5.43
		07/28/09	65	29.2658	1,902.28	36.8000	2,392.00	489.72	130	5.43
Subtotal			147		4,420.05		5,409.60	989.55	294	5.43
WELLPOINT INC	WLP	10/27/03	54	35.3190	1,907.23	65.2800	3,525.12	1,617.89	54	1.53
		07/06/07	5	82.5800	412.90	65.2800	326.40	(86.50)	5	1.53
		02/12/08	10	76.1100	761.10	65.2800	652.80	(108.30)	10	1.53
		10/27/08	56	40.0221	2,241.24	65.2800	3,655.68	1,414.44	56	1.53
Subtotal			125		5,322.47		8,160.00	2,837.53	125	1.53



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ANN & ROBERT BENSON FDN

Account Number

September 01, 2011 - September 30, 2011

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

EQUITIES (continued)		Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
WESTERN UN CO		WU	06/13/11	90	19.8517	1,786.66	15.2900	1,376.10	(410.56)	29	2.09
			06/14/11	119	20.1067	2,392.70	15.2900	1,819.51	(573.19)	39	2.09
			06/15/11	175	19.8608	3,475.64	15.2900	2,675.75	(799.89)	56	2.09
			06/16/11	67	19.6900	1,319.23	15.2900	1,024.43	(294.80)	22	2.09
Subtotal				451		8,974.23		6,895.79	(2,078.44)	146	2.09
WSTN DIGITAL CORP DEL		WDC	02/20/08	40	30.3085	1,212.34	25.7200	1,028.80	(183.54)		
			02/21/08	152	31.6457	4,810.16	25.7200	3,909.44	(900.72)		
Subtotal				192		6,022.50		4,938.24	(1,084.26)		
TOTAL						402,397.27		389,307.08	(13,090.19)	8,870	2.28
TOTAL PRINCIPAL INVESTMENTS						413,700.03		400,609.84	(13,090.19)	8,870	2.21

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS		Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH		68.70	68.70		68.70		
BIF MONEY FUND		7,556.00	7,556.00	1.0000	7,556.00		
TOTAL			7,624.70		7,624.70		
TOTAL INCOME INVESTMENTS			7,624.70		7,624.70		

ANN & ROBERT BENSON FDN

Account Number:

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

September 01, 2011 - September 30, 2011

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
	421,324.73	408,234.54	(13,090.19)		8,870	2.17
TOTAL PRINCIPAL/INCOME INVESTMENTS						

YOUR TRUST MANAGEMENT ACCOUNT TRANSACTIONS

DIVIDENDS/INTEREST INCOME TRANSACTIONS		Income		Principal	Income	
Date	Transaction Type	Quantity	Description	Cash	Year To Date	Income
09/01	Dividend		ALTERA CORP COM			
			DIVIDEND			
			HOLDING 227.0000	18.16		
			PAY DATE 09/01/2011			
09/01	Dividend		CONOCOPHILLIPS			119.46
			DIVIDEND			
			HOLDING 181.0000			
			PAY DATE 09/01/2011			
09/01	Dividend		CLIFFS NATURAL RESOURCES			24.64
			INC			
			DIVIDEND			
			HOLDING 88.0000			
			PAY DATE 09/01/2011			
09/01	Dividend		CONAGRA FOODS INC			46.92
			DIVIDEND			
			HOLDING 204.0000			
			PAY DATE 09/01/2011			
09/01	Dividend		KROGER CO			42.32
			DIVIDEND			
			HOLDING 403.0000			
			PAY DATE 09/01/2011			



Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ENGLEWOOD HOSPITAL AND MEDICAL CENTER

Street

City	State	Zip Code	Foreign Country
ENGLEWOOD	NJ		
Relationship	Foundation Status		
NONE	501(C)(3)		
Purpose of grant/contribution			Amount
GENERAL/OPERATING			5,000

Name

RESPONSIBILITY

Street

City	State	Zip Code	Foreign Country
SAN YSIDRO	CA		
Relationship	Foundation Status		
NONE	501(C)(3)		
Purpose of grant/contribution			Amount
GENERAL/OPERATING			15,000

Name

MUSTARD SEED COMMUNITIES

Street

City	State	Zip Code	Foreign Country
MEDFIELD	MA		
Relationship	Foundation Status		
NONE	501(C)(3)		
Purpose of grant/contribution			Amount
GENERAL/OPERATING			3,000

Name

CANINE COMPANIONS FOR INDEPENDENCE

Street

City	State	Zip Code	Foreign Country
MEDFORD	NY		
Relationship	Foundation Status		
NONE	501(C)(3)		
Purpose of grant/contribution			Amount
GENERAL/OPERATING			3,000

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount
			0

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount
			0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals														
Gross Sales														
177,738														
0														
Cost, Other Basis and Expenses														
151,759														
0														
Net Gain or Loss														
25,979														
0														
Securities														
Other sales														
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
1	X	CONOCOPHILLIPS	20825C104			6/3/2008		7/20/2011	830	1,168				-338
2	X	DARDEN RESTAURANTS INC	23719A105			4/21/2009		5/9/2011	918	738				180
3	X	DARDEN RESTAURANTS INC	23719A105			4/21/2009		5/10/2011	1,167	932				235
4	X	DARDEN RESTAURANTS INC	23719A105			6/15/2009		5/10/2011	875	607				268
5	X	DARDEN RESTAURANTS INC	23719A105			6/15/2009		5/11/2011	1,757	1,213				544
6	X	DELL INC	24702R101			2/28/2011		7/20/2011	1,139	1,024				115
7	X	DISCOVER FINL SVCS	254709108			5/16/2011		7/20/2011	779	754				25
8	X	DISH NETWORK CORPATION	25470M109			7/18/2011		7/21/2011	449	430				19
9	X	DOVER CORP	260003108			5/14/2008		7/20/2011	266	217				49
10	X	DR PEPPER SNAPPLE GROUP	26138E109			7/12/2010		7/20/2011	528	347				181
11	X	EATON CORP	278058102			2/9/2010		7/20/2011	356	223				133
12	X	EATON CORP	278058102			2/9/2010		8/8/2011	1,623	1,308				315
13	X	EATON CORP	278058102			2/10/2010		8/8/2011	554	447				107
14	X	EATON CORP	278058102			4/5/2010		8/8/2011	40	39				1
15	X	EATON CORP	278058102			4/5/2010		8/9/2011	1,138	1,119				19
16	X	EATON CORP	278058102			4/6/2010		8/9/2011	628	619				9
17	X	EATON CORP	278058102			4/7/2010		8/9/2011	314	314				0
18	X	EXXON MOBIL CORP COM	30231G102			9/21/2006		7/20/2011	167	130				37
19	X	EXXON MOBIL CORP COM	30231G102			10/16/2006		7/20/2011	418	71				71
20	X	FLUOR CORP NEW DEL COM	343412102			5/9/2011		7/20/2011	588	649				-61
21	X	FOREST LABS INC	345838106			1/11/2007		7/20/2011	462	633				-171
22	X	FREEMT-MCMRAN CPR & GL	35671D857			4/14/2010		7/20/2011	393	300				93
23	X	GAP INC DELAWARE	364760108			4/14/2008		3/14/2011	2,070	1,765				305
24	X	GAP INC DELAWARE	364760108			4/15/2008		3/14/2011	566	490				76
25	X	GAP INC DELAWARE	364760108			4/16/2008		3/14/2011	327	284				43
26	X	GAP INC DELAWARE	364760108			4/16/2008		3/15/2011	970	853				117
27	X	GAP INC DELAWARE	364760108			4/17/2008		3/15/2011	754	668				86
28	X	GAP INC DELAWARE	364760108			4/17/2008		7/20/2011	134	134				0
29	X	GAP INC DELAWARE	364760108			10/26/2009		7/20/2011	172	203				-31
30	X	HERSHEY COMPANY	427866108			10/11/2010		7/20/2011	396	345				51
31	X	HONEYWELL INTL INC DEL	438516106			6/26/2007		7/20/2011	286	281				5
32	X	HUNTINGTON INGALLS INDS	446413106			8/4/2009		4/4/2011	443	298				145
33	X	HUNTINGTON INGALLS INDS	446413106			8/5/2009		4/4/2011	121	81				40
34	X	INTL BUSINESS MACHINES	459200101			2/12/2007		1/3/2011	3,693	2,470				1,223
35	X	INTL BUSINESS MACHINES	459200101			2/12/2007		2/28/2011	5,669	3,458				2,211
36	X	INTL BUSINESS MACHINES	459200101			2/12/2008		2/28/2011	810	535				275
37	X	INTL BUSINESS MACHINES	459200101			5/26/2009		2/28/2011	3,239	2,093				1,146
38	X	INTL PAPER CO	460146103			9/6/2007		1/31/2011	1,696	2,106				-410
39	X	INTL PAPER CO	460146103			9/6/2007		2/1/2011	206	250				-44
40	X	INTL PAPER CO	460146103			9/7/2007		2/1/2011	1,386	1,648				-262
41	X	INTL PAPER CO	460146103			9/7/2007		7/20/2011	359	421				-62
42	X	JOHNSON AND JOHNSON CO	478160104			11/15/2000		7/20/2011	663	477				186
43	X	KROGER CO	501044101			12/13/2006		7/20/2011	535	504				31
44	X	L-3 COMMUNCTS HLDGS	502424104			8/21/2007		7/20/2011	494	584				-90
45	X	LAUDER ESTEE COS INC A	518439104			1/14/2010		12/13/2010	615	400				215
46	X	LAUDER ESTEE COS INC A	518439104			1/25/2010		12/13/2010	1,767	1,227				540
47	X	LAUDER ESTEE COS INC A	518439104			1/26/2010		12/13/2010	999	699				300
48	X	LAUDER ESTEE COS INC A	518439104			1/26/2010		12/14/2010	2,282	1,558				724
49	X	LIMITED BRANDS INC	532716107			6/1/2010		7/20/2011	361	229				132
50	X	LOCKHEED MARTIN CORP	539830109			11/25/2005		7/20/2011	548	426				122

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount				
Short Term CG Distributions										149	0			
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals					
									Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
51	X	CITIGROUP INC COM NEW	172967424			7/26/2010		5/23/2011	2,056	2,125				-69
52	X	CITIGROUP INC COM NEW	172967424			7/26/2010		5/24/2011	881	917				-36
53	X	CLIFFS NATURAL RESOURCE	18683K101			5/31/2011		7/20/2011	298	271				27
54	X	CLIFFS NATURAL RESOURCE	18683K101			5/31/2011		9/6/2011	2,234	2,706				-472
55	X	COMPUTER SCIENCE CRP	205363104			3/3/2009		6/13/2011	980	892				88
56	X	COMPUTER SCIENCE CRP	205363104			3/3/2009		6/14/2011	731	79				79
57	X	COMPUTER SCIENCE CRP	205363104			3/4/2009		6/14/2011	231	216				15
58	X	COMPUTER SCIENCE CRP	205363104			3/4/2009		6/15/2011	152	144				8
59	X	COMPUTER SCIENCE CRP	205363104			3/9/2009		6/15/2011	1,258	1,069				189
60	X	COMPUTER SCIENCE CRP	205363104			3/9/2009		6/16/2011	578	486				92
61	X	CONAGRA FOODS INC	205887102			6/22/2009		7/20/2011	289	210				79
62	X	CONAGRA FOODS INC	205887102			6/23/2009		7/20/2011	53	40				13
63	X	NORTHROP GRUMMAN CORP	666807102			8/4/2009		10/18/2010	185	140				45
64	X	NORTHROP GRUMMAN CORP	666807102			8/4/2009		10/19/2010	849	654				195
65	X	NORTHROP GRUMMAN CORP	666807102			8/4/2009		7/20/2011	259	169				90
66	X	OCCIDENTAL PETE CORP CA	674599105			10/17/2005		7/20/2011	531	188				343
67	X	PRUDENTIAL FINANCIAL INC	744320102			5/24/2010		7/20/2011	243	223				20
68	X	RAYTHEON CO DELAWARE N	755111507			5/3/2006		7/20/2011	602	600				2
69	X	RAYTHEON CO DELAWARE N	755111507			5/3/2006		8/22/2011	1,806	2,076				-270
70	X	ROSS STORES INC COM	778296103			10/20/2008		11/8/2010	2,221	1,034				1,187
71	X	ROSS STORES INC COM	778296103			10/20/2008		11/9/2010	253	118				135
72	X	ROSS STORES INC COM	778296103			10/20/2008		6/13/2011	1,376	532				844
73	X	ROSS STORES INC COM	778296103			10/20/2008		6/14/2011	1,383	532				851
74	X	ROSS STORES INC COM	778296103			10/20/2008		6/15/2011	228	89				139
75	X	ROSS STORES INC COM	778296103			10/21/2008		6/15/2011	1,670	663				1,007
76	X	ROSS STORES INC COM	778296103			10/21/2008		6/16/2011	751	301				450
77	X	ROSS STORES INC COM	778296103			10/21/2008		7/20/2011	308	121				187
78	X	SAFEWAY INC NEW	786514208			1/10/2006		7/20/2011	308	319				-11
79	X	SANDISK CORP INC	80004C101			8/9/2010		3/28/2011	3,233	3,280				-47
80	X	SANDISK CORP INC	80004C101			8/9/2010		7/20/2011	291	323				-32
81	X	SANDISK CORP INC	80004C101			8/9/2010		8/15/2011	343	416				-73
82	X	SANDISK CORP INC	80004C101			8/10/2010		8/15/2011	2,020	2,412				-392
83	X	SANDISK CORP INC	80004C101			8/16/2010		8/15/2011	1,867	2,082				-215
84	X	SARA LEE CORP COM	803111103			6/21/2010		7/20/2011	350	268				82
85	X	SPRINT NEXTEL CORP	852061100			7/11/2011		7/20/2011	312	334				-22
86	X	SYMANTEC CORP COM	871503108			9/27/2010		7/20/2011	400	327				73
87	X	TJX COS INC NEW	872540109			12/14/2009		2/28/2011	1,746	1,331				415
88	X	NORTHROP GRUMMAN CORP	666807102			8/3/2009		10/18/2010	3,515	2,608				907
89	X	TJX COS INC NEW	872540109			12/14/2009		3/1/2011	1,995	1,521				474
90	X	TJX COS INC NEW	872540109			12/14/2009		5/31/2011	529	380				149
91	X	TJX COS INC NEW	872540109			12/15/2009		5/31/2011	2,063	1,490				573
92	X	TJX COS INC NEW	872540109			12/21/2009		5/31/2011	1,693	1,193				500
93	X	TJX COS INC NEW	872540109			12/21/2009		6/1/2011	1,569	1,119				450
94	X	TARGET CORP COM	87612E106			3/2/2010		8/1/2011	1,373	1,401				-28
95	X	TARGET CORP COM	87612E106			3/2/2010		8/2/2011	199	208				-9
96	X	TARGET CORP COM	87612E106			3/3/2010		8/2/2011	100	104				-4
97	X	TEXAS INSTRUMENTS	882508104			10/5/2009		7/20/2011	436	320				116
98	X	TRAVELERS COS INC	89417E109			9/28/2005		7/20/2011	456	353				103
99	X	UNITEDHEALTH GROUP INC	91324P102			12/13/2010		7/20/2011	714	521				193
100	X	UNUM GROUP	91529Y106			10/14/2008		7/20/2011	380	298				82
101	X	VERIZON COMMUNICATIONS CO	92343V104			4/6/2009		7/20/2011	596	492				104
Securities									177,738	0		151,759		25,979
Other sales									0	0		0		0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Totals			
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Depreciation	Net Gain or Loss	
Short Term CG Distributions										149		177,738			
										0		0			
										0		151,759			
										25,979		0			
102	X	WAL-MART STORES INC	931142103			7/29/2008		2/28/2011	1,563	1,698				-135	
103	X	WAL-MART STORES INC	931142103			7/29/2008		2/28/2011	2,761	3,030				-269	
104	X	WALGREEN CO	931422109			6/2/2010		10/11/2010	909	878				31	
105	X	WALGREEN CO	931422109			6/3/2010		10/11/2010	269	259				10	
106	X	WALGREEN CO	931422109			6/3/2010		10/12/2010	339	324				15	
107	X	WALGREEN CO	931422109			6/14/2010		10/12/2010	881	777				104	
108	X	WALGREEN CO	931422109			6/14/2010		10/13/2010	1,042	896				146	
109	X	WALGREEN CO	931422109			6/15/2010		10/13/2010	1,390	1,204				186	
110	X	WALGREEN CO	931422109			6/15/2010		10/14/2010	1,169	1,023				146	
111	X	WELLPOINT INC	94973V107			10/27/2003		7/20/2011	365	177				188	
112	X	WSTN DIGITAL CORP DEL	958102105			2/20/2008		7/20/2011	337	273				64	
113	X	WESTERN UN CO	959802109			6/13/2011		7/20/2011	558	577				-19	
114	X	WILLIAMS COMPANIES DEL	969457100			8/30/2010		1/18/2011	1,735	1,226				509	
115	X	WILLIAMS COMPANIES DEL	969457100			8/30/2010		1/19/2011	1,459	1,040				419	
116	X	WILLIAMS COMPANIES DEL	969457100			8/31/2010		1/19/2011	261	183				78	
117	X	WILLIAMS COMPANIES DEL	969457100			8/31/2010		1/20/2011	1,641	1,152				489	
118	X	WILLIAMS COMPANIES DEL	969457100			8/31/2010		7/18/2011	180	110				70	
119	X	WILLIAMS COMPANIES DEL	969457100			9/7/2010		7/18/2011	1,681	1,065				616	
120	X	WILLIAMS COMPANIES DEL	969457100			9/7/2010		7/19/2011	2,432	1,522				910	
121	X	WILLIAMS COMPANIES DEL	969457100			9/7/2010		7/20/2011	1,708	1,065				643	
122	X	XILINX INC	983919101			8/11/2008		11/8/2010	2,022	1,986				36	
123	X	XILINX INC	983919101			8/12/2008		11/8/2010	2,604	2,594				10	
124	X	MARATHON PETROLEUM CO	56585A102			7/6/2009		7/6/2011	754	411				343	
125	X	MARATHON PETROLEUM CO	56585A102			7/6/2009		7/7/2011	757	411				346	
126	X	MARATHON PETROLEUM CO	56585A102			7/6/2009		7/8/2011	747	411				336	
127	X	MARATHON PETROLEUM CO	56585A102			7/6/2009		7/11/2011	360	206				154	
128	X	MCKESSON CORPORATION	58155Q103			12/13/2005		11/1/2010	2,020	1,578				442	
129	X	MCKESSON CORPORATION	58155Q103			12/13/2005		11/2/2010	67	53				14	
130	X	MCKESSON CORPORATION	58155Q103			1/4/2006		11/2/2010	1,882	1,502				380	
131	X	MCKESSON CORPORATION	58155Q103			1/4/2006		7/20/2011	247	161				86	
132	X	MICROSOFT CORP	594918104			2/14/2001		10/25/2010	480	673				-193	
133	X	MICROSOFT CORP	594918104			7/2/2003		10/25/2010	1,818	1,937				-119	
134	X	MICROSOFT CORP	594918104			7/2/2003		7/20/2011	541	538				3	
135	X	MOTOROLA SOLUTIONS INC	620076307			9/13/2010		7/20/2011	658	501				157	
136	X	MOTOROLA MOBILITY	620097105			9/13/2010		1/11/2011	2,828	2,457				371	
137	X	MOTOROLA MOBILITY	620097105			9/13/2010		1/12/2011	290	251				39	
138	X	MOTOROLA MOBILITY	620097105			9/14/2010		1/12/2011	418	366				52	
139	X	MOTOROLA MOBILITY	620097105			10/25/2010		1/12/2011	1,094	921				173	
140	X	MURPHY OIL CORP	626717102			3/14/2011		7/20/2011	550	550				-10	
141	X	NRG ENERGY INC	629377508			12/26/2007		7/20/2011	545	950				-405	
142	X	NEWS CORP CL A	65248E104			8/30/2010		7/20/2011	429	338				91	
143	X	XILINX INC	983919101			8/12/2008		11/9/2010	495	497				-2	
144	X	NABORS INDUSTRIES LTD	G6359F103			11/23/2009		7/20/2011	295	228				67	
145	X	ACE LIMITED	H0023R105			5/11/2009		3/21/2011	1,486	1,024				462	
146	X	ACE LIMITED	H0023R105			6/28/2010		3/21/2011	1,114	961				153	
147	X	ACE LIMITED	H0023R105			6/28/2010		3/22/2011	372	320				52	
148	X	ACE LIMITED	H0023R105			6/29/2010		3/22/2011	1,488	1,246				242	
149	X	ACE LIMITED	H0023R105			6/30/2010		3/22/2011	1,426	1,194				232	
150	X	TARGET CORP COM	87612E106			3/1/2010		7/20/2011	407	417				-10	
151	X	TARGET CORP COM	87612E106			3/1/2010		8/1/2011	763	783				-20	
152	X	AETNA INC NEW	00817Y108			11/29/2004		7/20/2011	259	178				81	

Long Term CG Distributions	149
Short Term CG Distributions	0

Long Term CG Distributions	149
Short Term CG Distributions	0

Line 16b (990-PF) - Accounting Fees

		1,500	0	0	1,500
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,500			1,500
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16c (990-PF) - Other Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	CUSTODIAL FEES				
2		3,618	2,171	0	1,447
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		127	4	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX				
2	ESTIMATED EXCISE TAX PAID	123			
3	FOREIGN TAX WITHHELD	4	4		
4					
5					
6					
7					
8					
9					
10					

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Amount		Totals														0		151,759		25,830		0		0		25,830	
Short Term CG Distributions		0		149		0		Totals		177,589		0		151,759		25,830		0		0		25,830							
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses																
1	CONOCOPHILLIPS	20825C104		6/3/2008	7/20/2011	830	0	1,168	-338			0	-338																
2	DARDEN RESTAURANTS INC	237194105		4/21/2009	5/9/2011	918	0	738	180			0	180																
3	DARDEN RESTAURANTS INC	237194105		4/21/2009	5/10/2011	1,167	0	932	235			0	235																
4	DARDEN RESTAURANTS INC	237194105		6/15/2009	5/10/2011	875	0	607	268			0	268																
5	DARDEN RESTAURANTS INC	237194105		6/15/2009	5/11/2011	1,757	0	1,213	544			0	544																
6	DELL INC	24702R101		2/28/2011	7/20/2011	1,139	0	1,024	115			0	115																
7	DISCOVER FINL SVCS	254709108		5/16/2011	7/20/2011	779	0	754	25			0	25																
8	DISH NETWORK CORPORATION	25470M109		7/18/2011	7/21/2011	449	0	430	19			0	19																
9	DOVER CORP	260003108		5/14/2008	7/20/2011	266	0	217	49			0	49																
10	DR PEPPER SNAPPLE GROUP	26138E109		7/12/2010	7/20/2011	528	0	347	181			0	181																
11	EATON CORP	278058102		2/9/2010	7/20/2011	356	0	223	133			0	133																
12	EATON CORP	278058102		2/9/2010	8/8/2011	1,623	0	1,308	315			0	315																
13	EATON CORP	278058102		2/10/2010	8/8/2011	554	0	447	107			0	107																
14	EATON CORP	278058102		4/5/2010	8/8/2011	40	0	39	1			0	1																
15	EATON CORP	278058102		4/5/2010	8/9/2011	1,138	0	1,119	19			0	19																
16	EATON CORP	278058102		4/6/2010	8/9/2011	628	0	619	9			0	9																
17	EATON CORP	278058102		4/7/2010	8/9/2011	314	0	314	0			0	0																
18	EXXON MOBIL CORP COM	30231G102		9/21/2006	7/20/2011	167	0	130	37			0	37																
19	EXXON MOBIL CORP COM	30231G102		10/16/2006	7/20/2011	418	0	347	71			0	71																
20	FLUOR CORP NEW DEL COM	343412102		5/9/2011	7/20/2011	588	0	649	-61			0	-61																
21	FOREST LABS INC	345838106		1/11/2007	7/20/2011	462	0	633	-171			0	-171																
22	FREEPRT-MCMRAN CPR & GLD	35671D857		4/14/2010	7/20/2011	393	0	300	93			0	93																
23	GAP INC DELAWARE	364760108		4/14/2008	3/14/2011	2,070	0	1,765	305			0	305																
24	GAP INC DELAWARE	364760108		4/15/2008	3/14/2011	566	0	490	76			0	76																
25	GAP INC DELAWARE	364760108		4/16/2008	3/14/2011	327	0	284	43			0	43																
26	GAP INC DELAWARE	364760108		4/16/2008	3/15/2011	970	0	853	117			0	117																
27	GAP INC DELAWARE	364760108		4/17/2008	3/15/2011	754	0	668	86			0	86																
28	GAP INC DELAWARE	364760108		4/17/2008	7/20/2011	134	0	134	0			0	0																
29	GAP INC DELAWARE	364760108		10/26/2009	7/20/2011	172	0	203	-31			0	-31																
30	HERSHEY COMPANY	427866108		10/11/2010	7/20/2011	396	0	345	51			0	51																
31	HONEYWELL INTL INC DEL	438516106		6/26/2007	7/20/2011	286	0	281	5			0	5																
32	HUNTINGTON INGALLS INDS	446413106		8/4/2009	4/4/2011	443	0	298	145			0	145																
33	HUNTINGTON INGALLS INDS	446413106		8/5/2009	4/4/2011	121	0	81	40			0	40																
34	INTL BUSINESS MACHINES	459200101		2/12/2007	1/3/2011	3,693	0	2,470	1,223			0	1,223																
35	INTL BUSINESS MACHINES	459200101		2/12/2007	2/28/2011	5,669	0	3,458	2,211			0	2,211																
36	INTL BUSINESS MACHINES	459200101		2/12/2008	2/28/2011	810	0	535	275			0	275																
37	INTL BUSINESS MACHINES	459200101		5/26/2009	2/28/2011	3,239	0	2,093	1,146			0	1,146																
38	INTL PAPER CO	460146103		9/6/2007	1/31/2011	1,696	0	2,106	-410			0	-410																
39	INTL PAPER CO	460146103		9/6/2007	2/1/2011	206	0	250	-44			0	-44																
40	INTL PAPER CO	460146103		9/7/2007	2/1/2011	1,386	0	1,648	-262			0	-262																
41	INTL PAPER CO	460146103		9/7/2007	7/20/2011	359	0	421	-62			0	-62																
42	JOHNSON AND JOHNSON COM	478160104		11/15/2000	7/20/2011	663	0	477	186			0	186																
43	KROGER CO	501044101		12/13/2006	7/20/2011	535	0	504	31			0	31																
44	L-3 COMMCTNS HLDGS	502424104		8/21/2007	7/20/2011	494	0	584	-90			0	-90																
45	LAUDER ESTEE COS INC A	518439104		1/14/2010	12/13/2010	615	0	400	215			0	215																
46	LAUDER ESTEE COS INC A	518439104		1/25/2010	12/13/2010	1,767	0	1,227	540			0	540																
47	LAUDER ESTEE COS INC A	518439104		1/26/2010	12/13/2010	999	0	699	300			0	300																
48	LAUDER ESTEE COS INC A	518439104		1/26/2010	12/14/2010	2,282	0	1,558	724			0	724																
49	LIMITED BRANDS INC	532716107		6/1/2010	7/20/2011	361	0	229	132			0	132																
50	LOCKHEED MARTIN CORP	539830109		11/25/2005	7/20/2011	548	0	426	122			0	122																
51	CITIGROUP INC COM NEW	172967424		7/26/2010	5/23/2011	2,056	0	2,125	-69			0	-69																
52	CITIGROUP INC COM NEW	172967424		7/26/2010	5/24/2011	881	0	917	-36			0	-36																
53	CLIFFS NATURAL RESOURCES	18683K101		5/31/2011	7/20/2011	298	0	271	27			0	27																
54	CLIFFS NATURAL RESOURCES	18683K101		5/31/2011	9/6/2011	2,234	0	2,706	-472			0	-472																
55	COMPUTER SCIENCE CRP	205363104		3/3/2009	6/13/2011	980	0	892	88			0	88																
56	COMPUTER SCIENCE CRP	205363104		3/3/2009	6/14/2011	731	0	652	79			0	79																
57	COMPUTER SCIENCE CRP	205363104		3/4/2009	6/14/2011	231	0	216	15			0	15																

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Long Term CG Distributions															Amount	
Short Term CG Distributions															149	0
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses	
58	COMPUTER SCIENCE CRP	205363104		3/4/2009	6/15/2011		152	0	144	8			0	0	25,830	
59	COMPUTER SCIENCE CRP	205363104		3/9/2009	6/15/2011		1,258	0	1,069	189			0	0	189	
60	COMPUTER SCIENCE CRP	205363104		3/9/2009	6/16/2011		578	0	486	92			0	0	92	
61	CONAGRA FOODS INC	205887102		6/22/2009	7/20/2011		289	0	210	79			0	0	79	
62	CONAGRA FOODS INC	205887102		6/23/2009	7/20/2011		53	0	40	13			0	0	13	
63	NORTHROP GRUMMAN CORP	666807102		8/4/2009	10/18/2010		185	0	140	45			0	0	45	
64	NORTHROP GRUMMAN CORP	666807102		8/4/2009	10/19/2010		849	0	654	195			0	0	195	
65	NORTHROP GRUMMAN CORP	666807102		8/4/2009	7/20/2011		259	0	169	90			0	0	90	
66	OCCIDENTAL PETE CORP CAL	674599105		10/17/2005	7/20/2011		531	0	188	343			0	0	343	
67	PRUDENTIAL FINANCIAL INC	744320102		5/24/2010	7/20/2011		243	0	223	20			0	0	20	
68	RAYTHEON CO DELAWARE NEW	755111507		5/3/2006	7/20/2011		602	0	600	2			0	0	2	
69	RAYTHEON CO DELAWARE NEW	755111507		5/3/2006	8/22/2011		1,806	0	2,076	-270			0	0	-270	
70	ROSS STORES INC COM	778296103		10/20/2008	11/8/2010		2,221	0	1,034	1,187			0	0	1,187	
71	ROSS STORES INC COM	778296103		10/20/2008	11/9/2010		253	0	118	135			0	0	135	
72	ROSS STORES INC COM	778296103		10/20/2008	6/13/2011		1,376	0	532	844			0	0	844	
73	ROSS STORES INC COM	778296103		10/20/2008	6/14/2011		1,383	0	532	851			0	0	851	
74	ROSS STORES INC COM	778296103		10/20/2008	6/15/2011		228	0	89	139			0	0	139	
75	ROSS STORES INC COM	778296103		10/21/2008	6/15/2011		1,670	0	663	1,007			0	0	1,007	
76	ROSS STORES INC COM	778296103		10/21/2008	6/16/2011		751	0	301	450			0	0	450	
77	ROSS STORES INC COM	778296103		10/21/2008	7/20/2011		308	0	121	187			0	0	187	
78	SAFEWAY INC NEW	786514208		1/10/2006	7/20/2011		308	0	319	-11			0	0	-11	
79	SANDISK CORP INC	80004C101		8/9/2010	3/28/2011		3,233	0	3,280	-47			0	0	-47	
80	SANDISK CORP INC	80004C101		8/9/2010	7/20/2011		291	0	323	-32			0	0	-32	
81	SANDISK CORP INC	80004C101		8/9/2010	8/15/2011		343	0	416	-73			0	0	-73	
82	SANDISK CORP INC	80004C101		8/10/2010	8/15/2011		2,020	0	2,412	-392			0	0	-392	
83	SANDISK CORP INC	80004C101		8/16/2010	8/15/2011		1,867	0	2,082	-215			0	0	-215	
84	SARA LEE CORP COM	803111103		6/21/2010	7/20/2011		350	0	268	82			0	0	82	
85	SPRINT NEXTEL CORP	852061100		7/11/2011	7/20/2011		312	0	334	-22			0	0	-22	
86	SYMANTEC CORP COM	871503108		9/27/2010	7/20/2011		400	0	327	73			0	0	73	
87	TJX COS INC NEW	872540109		12/14/2009	2/28/2011		1,746	0	1,331	415			0	0	415	
88	NORTHROP GRUMMAN CORP	666807102		8/3/2009	10/18/2010		3,515	0	2,608	907			0	0	907	
89	TJX COS INC NEW	872540109		12/14/2009	3/1/2011		1,995	0	1,521	474			0	0	474	
90	TJX COS INC NEW	872540109		12/14/2009	5/31/2011		529	0	380	149			0	0	149	
91	TJX COS INC NEW	872540109		12/15/2009	5/31/2011		2,063	0	1,490	573			0	0	573	
92	TJX COS INC NEW	872540109		12/21/2009	5/31/2011		1,693	0	1,193	500			0	0	500	
93	TJX COS INC NEW	872540109		12/21/2009	6/1/2011		1,569	0	1,119	450			0	0	450	
94	TARGET CORP COM	87612E106		3/2/2010	8/1/2011		1,373	0	1,401	-28			0	0	-28	
95	TARGET CORP COM	87612E106		3/2/2010	8/2/2011		199	0	208	-9			0	0	-9	
96	TARGET CORP COM	87612E106		3/3/2010	8/2/2011		100	0	104	-4			0	0	-4	
97	TEXAS INSTRUMENTS	882508104		10/5/2009	7/20/2011		436	0	320	116			0	0	116	
98	TRAVELERS COS INC	89417E109		9/28/2005	7/20/2011		456	0	353	103			0	0	103	
99	UNITEDHEALTH GROUP INC	91324P102		12/13/2010	7/20/2011		714	0	521	193			0	0	193	
100	UNUM GROUP	91529Y106		10/14/2008	7/20/2011		380	0	298	82			0	0	82	
101	VERIZON COMMUNICATIONS COM	92343V104		4/6/2009	7/20/2011		596	0	492	104			0	0	104	
102	WAL-MART STORES INC	931142103		7/28/2008	2/28/2011		1,563	0	1,698	-135			0	0	-135	
103	WAL-MART STORES INC	931142103		7/29/2008	2/28/2011		2,761	0	3,030	-269			0	0	-269	
104	WALGREEN CO	931422109		6/2/2010	10/11/2010		909	0	878	31			0	0	31	
105	WALGREEN CO	931422109		6/3/2010	10/11/2010		269	0	259	10			0	0	10	
106	WALGREEN CO	931422109		6/3/2010	10/12/2010		339	0	324	15			0	0	15	
107	WALGREEN CO	931422109		6/14/2010	10/12/2010		881	0	777	104			0	0	104	
108	WALGREEN CO	931422109		6/14/2010	10/13/2010		1,042	0	896	146			0	0	146	
109	WALGREEN CO	931422109		6/15/2010	10/13/2010		1,390	0	1,204	186			0	0	186	
110	WALGREEN CO	931422109		6/15/2010	10/14/2010		1,169	0	1,023	146			0	0	146	
111	WELLPOINT INC	94973V107		10/27/2003	7/20/2011		365	0	177	188			0	0	188	
112	WESTN DIGITAL CORP DEL	958102105		2/20/2008	7/20/2011		337	0	273	64			0	0	64	
113	WESTERN UN CO	959802109		6/13/2011	7/20/2011		558	0	577	-19			0	0	-19	
114	WILLIAMS COMPANIES DEL	969457100		8/30/2010	1/18/2011		1,735	0	1,226	509			0	0	509	

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Long Term CG Distributions			Amount		Totals														177,589		0		151,759		25,830		0		0		25,830		0	
Short Term CG Distributions			149																															
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses																					
115	WILLIAMS COMPANIES DEL	969457100		8/30/2010	1/19/2011	1,459	0	1,040	419			0	419																					
116	WILLIAMS COMPANIES DEL	969457100		8/31/2010	1/19/2011	261	0	183	78			0	78																					
117	WILLIAMS COMPANIES DEL	969457100		8/31/2010	1/20/2011	1,641	0	1,152	489			0	489																					
118	WILLIAMS COMPANIES DEL	969457100		8/31/2010	7/18/2011	180	0	110	70			0	70																					
119	WILLIAMS COMPANIES DEL	969457100		9/7/2010	7/18/2011	1,681	0	1,065	616			0	616																					
120	WILLIAMS COMPANIES DEL	969457100		9/7/2010	7/19/2011	2,432	0	1,522	910			0	910																					
121	WILLIAMS COMPANIES DEL	969457100		9/7/2010	7/20/2011	1,708	0	1,065	643			0	643																					
122	XILINX INC	983919101		8/11/2008	1/18/2010	2,022	0	1,986	36			0	36																					
123	XILINX INC	983919101		8/12/2008	1/18/2010	2,604	0	2,594	10			0	10																					
124	MARATHON PETROLEUM CORP	56585A102		7/6/2009	7/6/2011	754	0	411	343			0	343																					
125	MARATHON PETROLEUM CORP	56585A102		7/6/2009	7/7/2011	757	0	411	346			0	346																					
126	MARATHON PETROLEUM CORP	56585A102		7/6/2009	7/8/2011	747	0	411	336			0	336																					
127	MARATHON PETROLEUM CORP	56585A102		7/6/2009	7/11/2011	360	0	206	154			0	154																					
128	MCKESSON CORPORATION COM	58155Q103		12/13/2005	1/1/2010	2,020	0	1,578	442			0	442																					
129	MCKESSON CORPORATION COM	58155Q103		12/13/2005	1/2/2010	67	0	53	14			0	14																					
130	MCKESSON CORPORATION COM	58155Q103		1/4/2006	1/12/2010	1,882	0	1,502	380			0	380																					
131	MCKESSON CORPORATION COM	58155Q103		1/4/2006	7/20/2011	247	0	161	86			0	86																					
132	MICROSOFT CORP	594918104		2/14/2001	10/25/2010	480	0	673	-193			0	-193																					
133	MICROSOFT CORP	594918104		7/2/2003	10/25/2010	1,818	0	1,937	-119			0	-119																					
134	MICROSOFT CORP	594918104		7/2/2003	7/20/2011	541	0	538	3			0	3																					
135	MOTOROLA SOLUTIONS INC	620076307		9/13/2010	7/20/2011	658	0	501	157			0	157																					
136	MOTOROLA MOBILITY	620097105		9/13/2010	1/11/2011	2,828	0	2,457	371			0	371																					
137	MOTOROLA MOBILITY	620097105		9/13/2010	1/12/2011	290	0	251	39			0	39																					
138	MOTOROLA MOBILITY	620097105		9/14/2010	1/12/2011	418	0	366	52			0	52																					
139	MOTOROLA MOBILITY	620097105		10/25/2010	1/12/2011	1,094	0	921	173			0	173																					
140	MURPHY OIL CORP	626717102		3/14/2011	7/20/2011	550	0	560	-10			0	-10																					
141	NRG ENERGY INC	629377508		12/26/2007	7/20/2011	545	0	950	-405			0	-405																					
142	NEWS CORP CL A	65248E104		8/30/2010	7/20/2011	429	0	338	91			0	91																					
143	XILINX INC	983919101		8/12/2008	1/19/2010	495	0	497	-2			0	-2																					
144	NABORS INDUSTRIES LTD	G6359F103		11/23/2009	7/20/2011	295	0	228	67			0	67																					
145	ACE LIMITED	H0023R105		5/11/2009	3/21/2011	1,486	0	1,024	462			0	462																					
146	ACE LIMITED	H0023R105		6/28/2010	3/21/2011	1,114	0	961	153			0	153																					
147	ACE LIMITED	H0023R105		6/28/2010	3/22/2011	372	0	320	52			0	52																					
148	ACE LIMITED	H0023R105		6/29/2010	3/22/2011	1,488	0	1,246	242			0	242																					
149	ACE LIMITED	H0023R105		6/30/2010	3/22/2011	1,426	0	1,194	232			0	232																					
150	TARGET CORP COM	87612E106		3/1/2010	7/20/2011	407	0	417	-10			0	-10																					
151	TARGET CORP COM	87612E106		3/1/2010	8/1/2011	763	0	783	-20			0	-20																					
152	AETNA INC NEW	00817Y108		11/29/2004	7/20/2011	259	0	178	81			0	81																					
153	AMERICAN INTERNATIONAL	026874784		3/21/2011	7/20/2011	421	0	549	-128			0	-128																					
154	AMERICAN INTERNATIONAL	026874784		3/21/2011	8/15/2011	1,396	0	2,124	-728			0	-728																					
155	AMERICAN INTERNATIONAL	026874784		3/22/2011	8/15/2011	2,238	0	3,446	-1,208			0	-1,208																					
156	AMGEN INC COM PV \$0.0001	031162100		11/3/2008	7/20/2011	606	0	675	-69			0	-69																					
157	ANALOG DEVICES INC COM	032654105		1/18/2011	7/20/2011	360	0	397	-37			0	-37																					
158	APPLE INC	037833100		5/3/2010	7/20/2011	387	0	266	121			0	121																					
159	CA INC	12673P105		9/19/2007	5/9/2011	896	0	952	-56			0	-56																					
160	CA INC	12673P105		9/19/2007	5/10/2011	1,574	0	1,646	-72			0	-72																					
161	CA INC	12673P105		9/19/2007	5/11/2011	1,586	0	1,672	-86			0	-86																					
162	CA INC	12673P105		9/19/2007	5/12/2011	620	0	643	-23			0	-23																					
163	CA INC	12673P105		9/19/2007	7/20/2011	286	0	334	-48			0	-48																					
164	CAPITAL ONE FINL	14040H105		3/29/2010	7/20/2011	591	0	511	80			0	80																					
165	CARDINAL HEALTH INC OHIO	14149Y108		3/1/2010	7/20/2011	591	0	455	136			0	136																					
166	CENTURYLINK INC SHS	156700106		1/31/2006	4/4/2011	1,493	0	1,355	138			0	138																					
167	CENTURYLINK INC SHS	156700106		1/31/2006	4/5/2011	844	0	769	75			0	75																					
168	CENTURYLINK INC SHS	156700106		7/6/2007	4/5/2011	201	0	291	-90			0	-90																					
169	CENTURYLINK INC SHS	156700106		7/8/2008	4/5/2011	482	0	275	207			0	207																					
170	CENTURYLINK INC SHS	156700106		7/8/2008	4/6/2011	81	0	46	35			0	35																					
171	CENTURYLINK INC SHS	156700106		3/23/2009	4/6/2011	809	0	445	364			0	364																					

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount		Totals		177,589		0		151,759		25,830		0		0		25,830	
		Long Term CG Distributions		Short Term CG Distributions		149		0											
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses						
172	CENTURYLINK INC SHS	156700106		3/23/2009	7/11/2011	2,846	0	1,601	1,245			0	1,245						
173	CENTURYLINK INC SHS	156700106		2/28/2011	7/11/2011	2,846	0	2,956	-110			0	-110						
174	CHEVRON CORP	166764100		4/30/2002	7/20/2011	1,070	0	436	634			0	634						
175	CHUBB CORP	171232101		2/26/2008	7/20/2011	185	0	162	23			0	23						
176	CHUBB CORP	171232101		2/27/2008	7/20/2011	185	0	164	21			0	21						
177	CITIGROUP INC COM NEW	172967424		6/28/2010	5/16/2011	3,601	0	3,531	70			0	70						
178	AT & T INC	00206R102		11/17/2008	7/20/2011	272	0	244	28			0	28						
179	CITIGROUP INC COM NEW	172967424		6/28/2010	5/17/2011	1,447	0	1,421	26			0	26						
180	CITIGROUP INC COM NEW	172967424		6/28/2010	5/23/2011	1,935	0	1,948	-13			0	-13						

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

[illegible]

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return		5
2 First quarter estimated tax payment		
3 Second quarter estimated tax payment		
4 Third quarter estimated tax payment		
5 Fourth quarter estimated tax payment		
6 Other payments	10/30/2011	123
7 Total		128

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2009 that remained undistributed at the beginning of the 2010 tax year	1	17,947
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	17,947