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

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 B RUDY JR T/W FIVE CHARITIES

A Employer identification number

23-6708045

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

ONE M &amp; T PLAZA, 8TH FLOOR

(716) 842-5506

City or town, state, and ZIP code

BUFFALO, NY 14203

C If exemption application is pending, check here . . . . . D 1 Foreign organizations, check here . 2 Foreign organizations meeting the 85% test, check here and attach computation . . . . . E If private foundation status was terminated under section 507(b)(1)(A), check here . F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . H Check type of organization:  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16)  Cash  Accrual  
16) ► \$ 6,168,214.  Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis.)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .				
2 Check ► <input 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 . . . . .	182,693.	183,285.		
5a Gross rents . . . . .				
5b Net rental income or (loss) . . . . .				
6a Net gain or (loss) from sale of assets not on line 10 . . . . .	360,331.			
6b Gross sales price for all assets on line 6a . . . . .	1,861,137.			
7 Capital gain net income (from Part IV, line 2) . . . . .		360,331.		
8 Net short-term capital gain . . . . .				
9 Income modifications . . . . .				
10a Gross sales less returns and allowances . . . . .				
10b Less Cost of goods sold . . . . .				
10c Gross profit or (loss) (attach schedule) . . . . .				
11 Other income (attach schedule) . . . . .	8,141.			STMT 1
12 Total Add lines 1 through 11 . . . . .	551,165.	543,616.		
13 Compensation of officers, directors, trustees, etc . . . . .	43,330.	43,330.		
14 Other employee salaries and wages . . . . .		NONE	NONE	
15 Pension plans, employee benefits . . . . .		NONE	NONE	
16a Legal fees (attach schedule) . . . . .				
16b Accounting fees (attach schedule) . . . . .				
16c Other professional fees (attach schedule) . . . . .				
17 Interest . . . . .				
18 Taxes (attach schedule) (see page 14 of the instructions) . . . . .	4,817.	2,295.		
19 Depreciation (attach schedule) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .		NONE	NONE	
22 Printing and publications . . . . .		NONE	NONE	
23 Other expenses (attach schedule) . . . . .	3,289.	3,289.		
24 Total operating and administrative expenses . . . . .	51,436.	48,914.		
Add lines 13 through 23 . . . . .			NONE	
25 Contributions, gifts, grants paid . . . . .	402,790.			402,790.
26 Total expenses and disbursements Add lines 24 and 25 . . . . .	454,226.	48,914.		NONE 402,790.
27 Subtract line 26 from line 12 . . . . .				
a Excess of revenue over expenses and disbursements . . . . .	96,939.			
b Net investment income (if negative, enter -0-) . . . . .		494,702.		
c Adjusted net income (if negative, enter -0-) . . . . .				

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	<b>Beginning of year</b>	<b>End of year</b>	
			<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>Assets</b>	1	Cash - non-interest-bearing	65,292.		
	2	Savings and temporary cash investments		238,428.	238,428.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less: allowance for doubtful accounts ►	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	STMT 4	451,871.	115,942.
	b	Investments - corporate stock (attach schedule)	STMT 5	1,665,254.	1,731,316.
	c	Investments - corporate bonds (attach schedule)	STMT 8	933,217.	604,618.
	11	Investments - land, buildings, and equipment basis	►		
		Less: accumulated depreciation ►	(attach schedule)		
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	STMT 9	2,423,273.	2,945,373.
	14	Land, buildings, and equipment basis	►		
		Less accumulated depreciation ►	(attach schedule)		
	15	Other assets (describe ►)			
	16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)		5,538,907.	5,635,677.
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22)		5,538,907.	5,635,677.
	<b>Foundations that follow SFAS 117, check here ►</b> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
<b>Net Assets or Fund Balances</b>	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ►</b> <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds		5,538,907.	5,635,677.
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)		5,538,907.	5,635,677.
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)		5,538,907.	5,635,677.

**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	5,538,907.
2	Enter amount from Part I, line 27a	2	96,939.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 10	3	2.
4	Add lines 1, 2, and 3	4	5,635,848.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 11	5	171.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	5,635,677.

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**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.)
<b>1a SEE PART IV DETAIL</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69</b>					
<b>(i) F.M.V. as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col. (i) over col. (j), if any</b>	<b>(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))</b>		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>	<b>{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</b>		<b>2</b>	<b>360,331.</b>	
<b>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. . . . .</b>	<b>{ 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. . . . .</b>		<b>3</b>		

**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	380,329.	6,384,606.	0.05956968997
2008	251,700.	5,617,420.	0.04480704665
2007	365,835.	7,269,179.	0.05032686635
2006	380,860.	7,387,061.	0.05155771693
2005	356,390.	6,974,105.	0.05110189766
<b>2 Total of line 1, column (d) . . . . .</b>		<b>2</b>	<b>0.25736321756</b>
<b>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 . . . . .</b>		<b>3</b>	<b>0.05147264351</b>
<b>4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 . . . . .</b>		<b>4</b>	<b>6,875,353.</b>
<b>5 Multiply line 4 by line 3 . . . . .</b>		<b>5</b>	<b>353,893.</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .</b>		<b>6</b>	<b>4,947.</b>
<b>7 Add lines 5 and 6 . . . . .</b>		<b>7</b>	<b>358,840.</b>
<b>8 Enter qualifying distributions from Part XII, line 4 . . . . .</b> 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.		<b>8</b>	<b>402,790.</b>

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . . Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	4,947.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2 . . . . .	3	4,947.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	4,947.
6	<b>Credits/Payments:</b>		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 . . . . .	6a	5,044.
b	Exempt foreign organizations-tax withheld at source . . . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments Add lines 6a through 6d . . . . .	7	5,044.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . ► 9	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . ► 10	10	97.
11	Enter the amount of line 10 to be: <b>Credited to 2011 estimated tax</b> ► 97. Refunded ► 11	11	

**Part VII-A Statements Regarding Activities**

1a	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .

1c Did the foundation file Form 1120-POL for this year? . . . . .

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:  
(1) On the foundation ► \$ \_\_\_\_\_ (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.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .

b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .  
If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:  
• By language in the governing instrument, or  
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV . . . . .

8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► \_\_\_\_\_  
STMT 12

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . . . .

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ► <b>MANUFACTURERS &amp; TRADERS TRUST</b> Telephone no ► <b>(716) 842-5506</b> Located at ► <b>ONE M &amp; T PLAZA, 8TH FLOOR, BUFFALO, NY</b> ZIP + 4 ► <b>14203</b>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . ► <b>15</b>		
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.

1a	During the year did the foundation (either directly or indirectly):	Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> 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)? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> 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) . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> 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	
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? . . . . . If "Yes," list the years ►	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
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? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> 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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			5b	
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.			6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		43,330.	-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

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**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
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services . . . . . ►</b>		<b>NONE</b>

**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 . . . . . ►**

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**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	6,980,054.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	<b>Total</b> (add lines 1a, b, and c)	1d	6,980,054.
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	6,980,054.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	104,701.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,875,353.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	343,768.

**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	343,768.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,947.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,947.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	338,821.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	338,821.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	338,821.

**Part XII Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	402,790.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	NONE
3	Amounts set aside for specific charitable projects that satisfy the:	3b	NONE
a	Suitability test (prior IRS approval required)	4	402,790.
b	Cash distribution test (attach the required schedule)	5	4,947.
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	397,843.
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)		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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 . . . . .				338,821.
2 Undistributed income, if any, as of the end of 2010			71,999.	
a Enter amount for 2009 only . . . . .				
b Total for prior years: 20 08, 20 08, 20 08		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 . . . . .	NONE			
b From 2006 . . . . .	NONE			
c From 2007 . . . . .	NONE			
d From 2008 . . . . .	NONE			
e From 2009 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 402,790.			71,999.	
a Applied to 2009, but not more than line 2a . . . . .				
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 . . . . .				330,791.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2010 . . . . . <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .		NONE		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 . . . . .				8,030.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
9 Excess distributions carryover to 2011.				
Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9:				
a Excess from 2006 . . . . .	NONE			
b Excess from 2007 . . . . .	NONE			
c Excess from 2008 . . . . .	NONE			
d Excess from 2009 . . . . .	NONE			
e Excess from 2010 . . . . .	NONE			

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

**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:

### 6 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 15				
<b>Total</b> . . . . .			► 3a	402,790.
<i>b Approved for future payment</i>				
<b>Total</b> . . . . .			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue						
a						
b						
c						
d						
e						
f						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments						
<b>4</b> Dividends and interest from securities . . . . .				14	182,693.	
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property .						
<b>7</b> Other investment income . . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory				18	360,331.	
<b>9</b> Net income or (loss) from special events . . .						
<b>10</b> Gross profit or (loss) from sales of inventory . .						
<b>11</b> Other revenue: a						
b				14	8,141.	
c						
d						
e						
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . .					551,165.	
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .				13		551,165.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

**Part XVI-B Relationships of Activities to the Accomplishment of Exempt Purposes**

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

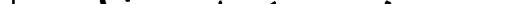
**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

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

**b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Sign Here  Signature of officer or trustee M & T TRUST COMPANY

12/02/2011

Date

Asst. V.P.

**Title**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	MICHELE L DORE		12/02/2011		
	Firm's name ► THOMSON REUTERS (TAX & ACCOUNTING)	Firm's EIN ►			
Firm's address ► 9711 FARRAR COURT, SUITE 110 RICHMOND, VA	23236	Phone no 804-727-3150			

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
11,789.00		66. AMAZON.COM INCORPORATED PROPERTY TYPE: SECURITIES 5,209.00				05/27/2009	03/30/2011	
100,000.00		100000. AM EX CR PROPERTY TYPE: SECURITIES 100,380.00	5.000% 12/0			01/12/2006	12/02/2010	
9,763.00		28. APPLE COMPUTER INC COMMON PROPERTY TYPE: SECURITIES 1,628.00				06/21/2006	03/30/2011	
14,376.00		36. APPLE COMPUTER INC COMMON PROPERTY TYPE: SECURITIES 2,876.00				11/02/2009	09/16/2011	
22,151.00		818. ARM HOLDINGS PLC PROPERTY TYPE: SECURITIES 7,583.00				02/25/2010	03/30/2011	
1,159.00		111.236 ARTIO GLOBAL HIGH INC FD - I PROPERTY TYPE: SECURITIES 1,126.00				02/25/2010	03/30/2011	
13,809.00		162. BERKSHIRE HATHAWAY INC DEL CL B PROPERTY TYPE: SECURITIES 9,965.00				05/01/2009	03/30/2011	
423.00		16. BRISTOL MYERS SQUIBB COMMON ~ PROPERTY TYPE: SECURITIES 309.00				05/01/2009	03/30/2011	
1,631.00		24. BROWN FORMAN CORP CL B PROPERTY TYPE: SECURITIES 1,018.00				07/13/2009	03/30/2011	
4,925.00		86. CAMERON INTERNATIONAL CORP PROPERTY TYPE: SECURITIES 5,306.00				03/09/2011	03/30/2011	
2,660.00		24. CATERPILLAR INC COMMON PROPERTY TYPE: SECURITIES 2,621.00				03/29/2011	03/30/2011	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
33,623.00		597. CELGENE CORPORATION PROPERTY TYPE: SECURITIES 26,208.00				08/07/2009	03/30/2011	7,415.00
13,996.00		130. CHEVRONTEXACO CORPORATION PROPERTY TYPE: SECURITIES 3,643.00				05/06/1996	03/30/2011	10,353.00
5,142.00		72. CITRIX SYSTEMS INCORPORATED PROPERTY TYPE: SECURITIES 5,046.00				09/27/2010	03/30/2011	96.00
15,500.00		234. COCA COLA CO COMMON ~ PROPERTY TYPE: SECURITIES 10,019.00				05/01/2009	03/30/2011	5,481.00
8,470.00		104. COGNIZANT TECH SOL CORP PROPERTY TYPE: SECURITIES 2,559.00				05/01/2009	03/30/2011	5,911.00
12,720.00		160. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 6,629.00				05/01/2009	03/30/2011	6,091.00
3,689.00		86. CREE RESEARCH INC COMMON PROPERTY TYPE: SECURITIES 5,492.00				06/11/2010	03/24/2011	-1,803.00
11,583.00		270. CREE RESEARCH INC COMMON PROPERTY TYPE: SECURITIES 14,906.00				12/23/2009	03/24/2011	-3,323.00
6,092.00		142. CREE RESEARCH INC COMMON PROPERTY TYPE: SECURITIES 7,395.00				09/27/2010	03/24/2011	-1,303.00
29,089.00		524. DOLLAR TREE INC PROPERTY TYPE: SECURITIES 25,603.00				09/27/2010	03/30/2011	3,486.00
5,690.00		314. DUKE ENERGY CORP PROPERTY TYPE: SECURITIES 4,377.00				05/01/2009	03/30/2011	1,313.00

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
29,702.00			1110. EMC CORPORATION COMMON PROPERTY TYPE: SECURITIES 13,563.00			05/01/2009	03/30/2011	
13,673.00			276. EXPEDITORS INTL WASH INC PROPERTY TYPE: SECURITIES 9,586.00			05/01/2009	03/30/2011	
5,287.00			98. EXPRESS SCRIPTS INC PROPERTY TYPE: SECURITIES 4,681.00			02/25/2010	03/09/2011	
3,760.00			68. EXPRESS SCRIPTS INC PROPERTY TYPE: SECURITIES 3,248.00			02/25/2010	03/30/2011	
100,000.00			100000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 99,210.00	5.125% 4/1		05/16/2006	04/15/2011	
41,911.00			386. F5 NETWORKS INC PROPERTY TYPE: SECURITIES 18,177.00			10/27/2009	03/17/2011	
2,375.00			306. FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES 2,191.00			02/25/2010	03/30/2011	
8,879.00			228.315 GUINNESS ATKINSON - CHINA & HK F PROPERTY TYPE: SECURITIES 4,875.00			05/01/2009	03/30/2011	
44,665.00			707.059 HARBOR INTERNATIONAL FUND #11 PROPERTY TYPE: SECURITIES 15,244.00			09/28/1993	03/30/2011	
10,752.00			196. HERSHEY FOODS CORP COMMON ~ PROPERTY TYPE: SECURITIES 9,237.00			05/20/2010	03/30/2011	
6,571.00			114. HERSHEY FOODS CORP COMMON ~ PROPERTY TYPE: SECURITIES 5,373.00			05/20/2010	09/02/2011	

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**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,859.00			726. ING CLARION GLOBAL R/E INCOME FD PROPERTY TYPE: SECURITIES 4,724.00			02/25/2010	03/30/2011	
100,000.00			100000. INTL LEASE FIN CORP 5.125% 11/0 PROPERTY TYPE: SECURITIES 99,270.00			01/30/2007	11/01/2010	
4,721.00			14. INTUITIVE SURGICAL INC PROPERTY TYPE: SECURITIES 2,016.00			05/01/2009	03/30/2011	
3,120.00			52. ISHARES MSCI EAFE INDEX FD PROPERTY TYPE: SECURITIES 2,692.00			02/25/2010	03/30/2011	
23,293.00			768. JOHNSON CONTROLS INC COMMON ~ PROPERTY TYPE: SECURITIES 31,995.00			03/30/2011	09/16/2011	
6,055.00			148. JUNIPER NETWORKS INCORPORATED PROPERTY TYPE: SECURITIES 3,189.00			05/01/2009	03/30/2011	
15.00			.241 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 13.00			02/25/2010	11/17/2010	
9.00			.1404 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 7.00			02/25/2010	02/23/2011	
5,333.00			82. KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 2,924.00			05/01/2009	03/30/2011	
45.00			.74 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 39.00			02/25/2010	05/23/2011	
26.00			.4171 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 21.00			02/25/2010	08/18/2011	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
15,468.00		720.795 LAZARD EMERGING MARKETS PORTFOLI PROPERTY TYPE: SECURITIES 17,933.00				09/11/2008	03/30/2011	
24,394.00		905. LOWES COS INC COMMON PROPERTY TYPE: SECURITIES 20,264.00				08/07/2009	03/30/2011	
17,269.00		666. LOWES COS INC COMMON PROPERTY TYPE: SECURITIES 15,249.00				09/04/2009	05/03/2011	
43,027.00		2660.917 MTB MID CAP GRWTH-INST I-FD #40 PROPERTY TYPE: SECURITIES 21,375.00				11/01/1995	03/30/2011	
51,787.00		5497.531 MTB INTL EQ-INST I-FD #270 PROPERTY TYPE: SECURITIES 43,650.00				02/25/2010	03/30/2011	
5,225.00		335.825 MAINSTAY EPOCH GLOBAL EQ YLD FD- PROPERTY TYPE: SECURITIES 4,181.00				05/20/2010	03/30/2011	
34,516.00		134. MASTERCARD INC CL A PROPERTY TYPE: SECURITIES 23,136.00				11/02/2009	03/30/2011	
23,358.00		1467.185 MASTERS SELECT INTERNATIONAL FD PROPERTY TYPE: SECURITIES 30,914.00				08/16/2007	03/30/2011	
21,418.00		836. MICROSOFT CORP COMMON PROPERTY TYPE: SECURITIES 19,929.00				07/15/2009	03/30/2011	
46,253.00		194. NETFLIX.COM INC PROPERTY TYPE: SECURITIES 19,122.00				08/03/2010	03/30/2011	
24,940.00		158. NEWMARKET CORPORATION PROPERTY TYPE: SECURITIES 14,930.00				11/02/2009	03/30/2011	
							10,010.00	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
6,305.00		310. PFIZER INC COMMON ~ PROPERTY TYPE: SECURITIES 7,605.00				08/16/2006	03/30/2011	
7,188.00		110. PHILIP MORRIS INTL INC PROPERTY TYPE: SECURITIES 4,016.00				05/01/2009	03/30/2011	
33,356.00		807.465 RS GLOBAL NATURAL RESOURCES FD-Y PROPERTY TYPE: SECURITIES 23,780.00				02/25/2010	03/30/2011	
26,244.00		412. ROCKWELL COLLINS PROPERTY TYPE: SECURITIES 23,627.00				09/27/2010	03/30/2011	
6,148.00		66. SCHLUMBERGER LTD COMMON ~ PROPERTY TYPE: SECURITIES 1,499.00				10/20/1998	03/30/2011	
677.00		42. SCHWAB CHARLES CORPORATION PROPERTY TYPE: SECURITIES 590.00				09/27/2010	06/09/2011	
20,694.00		1283. SCHWAB CHARLES CORPORATION PROPERTY TYPE: SECURITIES 22,656.00				10/27/2009	06/09/2011	
2,484.00		154. SCHWAB CHARLES CORPORATION PROPERTY TYPE: SECURITIES 2,807.00				03/30/2011	06/09/2011	
8,263.00		756. SERVICE CORP INTERNATIONAL PROPERTY TYPE: SECURITIES 3,440.00				05/01/2009	03/30/2011	
48,650.00		5026. SERVICE CORP INTERNATIONAL PROPERTY TYPE: SECURITIES 31,151.00				02/25/2010	09/02/2011	
38,136.00		772. TARGET CORPORATION PROPERTY TYPE: SECURITIES 29,276.00				11/02/2009	03/29/2011	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
23,190.00		464. TEVA PHARMACEUTICAL INDS LTD PROPERTY TYPE: SECURITIES 22,253.00				11/02/2009	03/30/2011	937.00
8,832.00		368. UDR INC REIT PROPERTY TYPE: SECURITIES 3,686.00				05/01/2009	03/30/2011	5,146.00
10,596.00		114. UNION PACIFIC CORP COMMON ~ PROPERTY TYPE: SECURITIES 5,558.00				05/01/2009	03/17/2011	5,038.00
3,351.00		34. UNION PACIFIC CORP COMMON ~ PROPERTY TYPE: SECURITIES 1,658.00				05/01/2009	03/30/2011	1,693.00
251,374.00		251374. US TREASURY INFLATN 3.500% 1/1 PROPERTY TYPE: SECURITIES 241,637.00				04/04/2002	01/15/2011	9,737.00
8,452.00		218. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 5,375.00				03/30/1993	03/30/2011	3,077.00
127,936.00		125000. VERIZON NEW ENG NT 6.500% 9/1 PROPERTY TYPE: SECURITIES 128,949.00				10/10/2001	04/27/2011	-1,013.00
2,866.00		76. VULCAN MATERIAL COM PROPERTY TYPE: SECURITIES 3,365.00				02/25/2010	10/05/2010	-499.00
5,920.00		157. VULCAN MATERIAL COM PROPERTY TYPE: SECURITIES 7,302.00				05/01/2009	10/05/2010	-1,382.00
17,837.00		473. VULCAN MATERIAL COM PROPERTY TYPE: SECURITIES 21,205.00				08/03/2010	10/05/2010	-3,368.00
11,372.00		369.348 CRM MID CAP VALUE FD-INSTL #32 PROPERTY TYPE: SECURITIES 10,726.00				09/01/2006	03/30/2011	646.00

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS) .....							360,331.	

## FORM 990PF, PART I - OTHER INCOME

=====

## DESCRIPTION

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TOTALS

REVENUE  
AND  
EXPENSES  
PER BOOKS

-----

8,141.

=====

STATEMENT 1

## FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	20.	20.
FEDERAL ESTIMATED TAX DEPOSITS	2,522.	
FOREIGN TAXES ON QUALIFIED FOR	2,206.	2,206.
FOREIGN TAXES ON NONQUALIFIED	69.	69.
TOTALS	4,817.	2,295.

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER ALLOCABLE EXPENSES - 2%	3,289.	3,289.
TOTALS	3,289.	3,289.

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STATEMENT 3

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BOOK VALUE	ENDING FMV
TREAS INFLATION SERIES IX 3.5%	115,942.	127,570.
TREAS INFLATION SERIES IX 1.875		
FNMA 5.125% 4/15/11		
TOTALS	115,942.	127,570.

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STATEMENT 4

## FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BOOK VALUE	ENDING FMV
JOHNSON & JOHNSON	20,573.	43,691.
WELLS FARGO & COMPANY	32,004.	41,318.
CHEVRON CORP	23,458.	46,573.
SCHLUMBERGER LIMITED	19,366.	30,821.
INTERNATIONAL BUSINESS MACHINC	35,350.	57,882.
MICROSOFT CORP	57,129.	52,817.
VERIZON COMMUNICATIONS	28,449.	39,008.
THE HERSHEY CO	21,397.	26,895.
TARGET CORP	30,751.	25,974.
LOWES COMPANIES INC	38,076.	35,236.
PFIZER INC W/RTS	23,980.	20,414.
MONSANTO CO	17,309.	19,389.
CHIPOTLE MEXICAN GRILL	37,528.	26,026.
OCCIDENTAL PETE CORP	9,304.	61,011.
APPLE COMPUTER INC	16,131.	23,351.
ALBEMARLE CORP	37,871.	36,924.
EATON VANCE	24,313.	13,703.
FREERPORT-MCMORAN COPPER AND AU		
NEWMARKET CORP	30,768.	51,788.
POTASH CORP OF SASKATCHEWAN	33,784.	25,240.
VULCAN MATERIAL	37,245.	24,832.
ALEX & BALDWIN INC	19,764.	24,548.
EXPEDITORS INTL WASH INC	20,332.	22,667.
FEDEX CORP	17,376.	19,695.
UNION PACIFIC	13,116.	21,969.
AMAZON.COM INC	14,455.	36,110.
CAMERON INT'L CORP	41,705.	28,081.
SERVICE CORP INTL		
ALTRIA GROUP	21,033.	32,172.

## FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BROWN-FORMAN CORP	17,769.	28,056.
COCA COLA	32,426.	45,941.
PHILLIP MORRIS INTL	16,387.	25,888.
WALMART STORES	36,616.	37,576.
CONOCO PHILLIPS	22,498.	32,610.
KINDER MORGAN MGMT	22,699.	38,090.
BERKSHIRE HATHAWAY	42,105.	45,324.
CB RICHARD ELLIS GROUP	22,913.	11,279.
ILLUMINA INC	21,182.	12,685.
LULULEMON ATHLETICA	15,410.	17,723.
SCHWAB CHARLES		
WHITE MOUNTAINS INSURANCE	28,902.	44,633.
ALLERGAN INC	29,018.	43,909.
BIOGEN IDEC	18,996.	19,003.
BRISTOL MYERS SQUIBB	20,441.	31,631.
CELGENE CORP		
STARWOOD HOTELS	29,327.	19,643.
INTUITIVE SURGICAL INC	11,519.	29,142.
TEVA PHARMACEUTICALS		
COGNIZANT TECHNOLOGY SOLUTIONS	27,241.	48,154.
DELL INC	24,477.	25,904.
EMC CORP MASS	68,849.	66,119.
GOOGLE INC	26,548.	33,993.
INTEL CORP	36,809.	42,670.
JUNIPER NETWORKS	23,078.	17,053.
MASTERCARD		
QUALCOMM INC	35,856.	40,606.
DUKE ENERGY	39,576.	52,454.
ALEXION PHARMACEUTICAL	34,498.	44,330.

## FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HATTERAS FINANCIAL CORP	23,490.	24,254.
UDR INC	17,086.	31,594.
FRONTIER COMMUNICATIONS CORP		
DOLLAR TREE INC	20,085.	19,837.
EXPRESS SCRIPTS INC	27,424.	20,759.
PERRIGO COMPANY	29,218.	45,447.
ARM HOLDINGS PLC	7,657.	21,063.
CITRIX SYSTEMS INC	36,306.	28,246.
CREE RESEARCH INC		
FS NETWORKS INC	22,384.	35,058.
NETFLIX.COM INC	42,380.	30,798.
PRICELINE.COM INC	20,749.	14,030.
MEADWESTVACO CORP	14,519.	13,904.
CATERPILLAR INC	42,311.	48,346.
POLYPORE INT'L		
VISA		
TOTALS	1,731,316.	2,075,887.

## FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BOOK VALUE	ENDING FMV
GENERAL ELECTRIC CAP CORP 5%	100,112.	100,514.
INTL LEASE FINANCE CORP 5.125	99,894.	104,637.
INTERNATIONAL BUS MACH 4.75%	103,545.	103,928.
CONOCOPHILLIPPA 4.75% 10/15/1		
VERIZON NEW ENGLAND 6.5%		
AMERICAN EXPRESS CRDIT		
MCDONALDS CORP	102,103.	105,067.
JP MORGAN CHASE 4.75% 5/1/13	99,954.	105,136.
GENERAL DYNAMICS 4.25% 5/15/13	99,010.	105,620.
TOTALS	604,618.	624,902.

## FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV --
HARBOR INTERNATIONAL FUND	C	264,474.	435,428.
LITMAN GREGORY MASTERS	C	132,431.	110,074.
MTB MID CAP GROWTH #401	C	105,046.	143,533.
CRM MID CAP VALUE FD #32	C	78,672.	68,230.
PIMCO TOTAL RETURN	C	521,681.	516,327.
RIDGEWORTH SEIX FLOATING	C	271,784.	268,623.
LAZARD EMERGING MKTS PORT	C	118,320.	159,695.
MFS EMERGING MARKETS	C	142,657.	142,001.
MTB SHORT TERM CORP BD	C	178,212.	178,899.
MTB SM CAP GRWTH #555	C	165,374.	140,120.
ALPINE GLOBAL PREMIER	C	84,529.	82,406.
GUINNESS ATKINSON CHINA & HK	C	52,307.	53,210.
ARTIO GLOBAL HIGH INCOME FUNDD	C	71,880.	65,377.
CBRE CLARION GLOBAL RE FD	C	57,039.	58,645.
ISHARES MSCI EAFE INDEX FD	C	30,720.	28,477.
MAINSTAY EPOCH	C	29,637.	33,447.
MTB INTL EQUITY-INST FD #270	C	152,348.	144,631.
RS GLOBAL NATURAL RESOURCES FD	C	102,581.	109,861.
SPDR S&P DIVIDEND ETF	C	75,146.	77,292.
DREYFUS INT'L BD FD	C	210,861.	218,750.
GUINNESS ATKINSON GLOBAL ENRG	C	99,674.	66,401.
TOTALS		2,945,373.	3,101,427.

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

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DESCRIPTION

AMOUNT

-----

ROUNDING

2.

TOTAL

2.

=====

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

=====

DESCRIPTION

AMOUNT

-----

BASIS ADJUSTED FOR RTN OF CAPITAL IN 2010	42 .
BASIS ADJUSTED FOR RTN OF CAPITAL IN 2009	42 .
SPDR S&P DIV -ROC FOR 2010	87 .

TOTAL

171 .

=====

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

PA

STATEMENT 12

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

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

=====

OFFICER NAME:

M & T TRUST CO

ADDRESS:

ONE M & T PLAZA, 8TH FLOOR  
BUFFALO, NY 14203

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION ..... 43,330.

TOTAL COMPENSATION: 43,330.

=====

STATEMENT 13

GEORGE B RUDY JR T/W FIVE CHARITIES  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

23-6708045

=====

RECIPIENT NAME:

THE SALVATION ARMY  
C/O RICHARD D. ALLEN, ASST CORP SECR

ADDRESS:

440 WEST NYACK ROAD  
WEST NYACK, NY 10994

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 80,558.

RECIPIENT NAME:

ST MARKS LUTHERAN CHURCH

ADDRESS:

700 E. MARKET ST.  
YORK, PA 17402

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 80,558.

RECIPIENT NAME:

YOUNG MENS CHRISTIAN ASSOCIATION

ATTN: JOHN CAMPBELL

ADDRESS:

ATTN: JOHN CAMPBELL  
YORK, PA 17401-1008

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 80,558.

GEORGE B RUDY JR T/W FIVE CHARITIES  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

23-6708045

=====

RECIPIENT NAME:

YORK COLLEGE OF PA

ADDRESS:

COUNTRY CLUB RD  
YORK, PA 17403-3426

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 80,558.

RECIPIENT NAME:

VISITING NURSE ASSOC OF YORK COUNTY  
ATTN: JOE MCCOY; WELLSPAN HEALTH

ADDRESS:

3350 WHITEFORD ROAD  
YORK, PA 17402

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 80,558.

TOTAL GRANTS PAID:

402,790.

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STATEMENT 15

**SCHEDULE D**  
**(Form 1041)**Department of the Treasury  
Internal Revenue Service

OMB No 1545-0092

**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).

**2010**

Name of estate or trust

GEORGE B RUDY JR T/W FIVE CHARITIES

Employer identification number

23-6708045

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)
<b>1a</b> SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			14,653.
<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .				<b>1b</b>	19,567.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .				<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .				<b>3</b>	
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet . . . . .				<b>4</b> ( )	
<b>5</b> 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 . . . . . ►				<b>5</b>	34,220.

**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)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			9,317.
<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .				<b>6b</b>	316,787.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .				<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .				<b>8</b>	
<b>9</b> Capital gain distributions . . . . .				<b>9</b>	7.
<b>10</b> Gain from Form 4797, Part I . . . . .				<b>10</b>	
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet . . . . .				<b>11</b> ( )	
<b>12</b> 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 . . . . . ►				<b>12</b>	326,111.

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

Schedule D (Form 1041) 2010

<b>Part III Summary of Parts I and II</b>		<b>(1) Beneficiaries' (see instr.)</b>	<b>(2) Estate's or trust's</b>	<b>(3) Total</b>
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b> Net short-term gain or (loss) . . . . .	<b>13</b>			<b>34,220.</b>
<b>14</b> Net long-term gain or (loss):				
a Total for year . . . . .	<b>14a</b>			<b>326,111.</b>
b Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	<b>14b</b>			<b>7.</b>
c 28% rate gain . . . . .	<b>14c</b>			
<b>15</b> Total net gain or (loss). Combine lines 13 and 14a ►	<b>15</b>			<b>360,331.</b>

**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

<b>16</b> 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:	<b>16</b> ( )
a The loss on line 15, column (3) or b \$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.

<b>17</b> Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b> Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b> 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) . . . . .	<b>19</b>		
<b>20</b> Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b> If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ►	<b>21</b>		
<b>22</b> Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b> Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b> Enter the smaller of the amount on line 17 or \$2,300 . . . . .	<b>24</b>		
<b>25</b> 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 . . . . .	<b>25</b>		
<b>26</b> Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b> 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	<b>27</b>		
<b>28</b> Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b> Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b> Multiply line 29 by 15% (15) . . . . .	<b>30</b>		
<b>31</b> 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) . . . . .	<b>31</b>		
<b>32</b> Add lines 30 and 31 . . . . .	<b>32</b>		
<b>33</b> 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) . . . . .	<b>33</b>		
<b>34</b> 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) . . . . .	<b>34</b>		

Department of the Treasury  
Internal Revenue Service

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**Name of estate or trust**

- See instructions for Schedule D (Form 1041).
- Attach to Schedule D to list additional transactions for lines 1a and 6a.

**Employer identification number**  
23-6708045

Name of estate or trust GEORGE B RUDY JR T/W FIVE CHARITIES					Employer identification number 23-6708045
<b>Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less</b>					
(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)
1a 3454. ACTIVISION BLIZZARD INC	10/05/2010	09/02/2011	39,066.00	39,168.00	-102.00
248. ACTIVISION BLIZZARD INC	03/30/2011	09/02/2011	2,805.00	2,738.00	67.00
44. ALEXION PHARMACEUTICALS INC	03/09/2011	03/30/2011	4,349.00	4,387.00	-38.00
.2024 ALPINE GLOBAL PREMIER PPTYS	01/28/2011	02/17/2011	1.00	1.00	
86. CAMERON INTERNATIONAL CORP	03/09/2011	03/30/2011	4,925.00	5,306.00	-381.00
24. CATERPILLAR INC COMMON	03/29/2011	03/30/2011	2,660.00	2,621.00	39.00
72. CITRIX SYSTEMS INCORPORATED	09/27/2010	03/30/2011	5,142.00	5,046.00	96.00
86. CREE RESEARCH INC COMMON	06/11/2010	03/24/2011	3,689.00	5,492.00	-1,803.00
142. CREE RESEARCH INC COMMON	09/27/2010	03/24/2011	6,092.00	7,395.00	-1,303.00
524. DOLLAR TREE INC	09/27/2010	03/30/2011	29,089.00	25,603.00	3,486.00
196. HERSHEY FOODS CORP COMMON ~	05/20/2010	03/30/2011	10,752.00	9,237.00	1,515.00
768. JOHNSON CONTROLS INC COMMON ~	03/30/2011	09/16/2011	23,293.00	31,995.00	-8,702.00
.241 KINDER MORGAN MANAGEMENT LLC	02/25/2010	11/17/2010	15.00	13.00	2.00
.1404 KINDER MORGAN MANAGEMENT LLC	02/25/2010	02/23/2011	9.00	7.00	2.00
335.825 MAINSTAY EPOCH GLOBAL EQ YLD FD-I	05/20/2010	03/30/2011	5,225.00	4,181.00	1,044.00
194. NETFLIX.COM INC	08/03/2010	03/30/2011	46,253.00	19,122.00	27,131.00
412. ROCKWELL COLLINS	09/27/2010	03/30/2011	26,244.00	23,627.00	2,617.00
42. SCHWAB CHARLES CORPORATION	09/27/2010	06/09/2011	677.00	590.00	87.00
154. SCHWAB CHARLES CORPORATION	03/30/2011	06/09/2011	2,484.00	2,807.00	-323.00
76. VULCAN MATERIAL COM	02/25/2010	10/05/2010	2,866.00	3,365.00	-499.00
473. VULCAN MATERIAL COM	08/03/2010	10/05/2010	17,837.00	21,205.00	-3,368.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . . 19,567.00

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

**Schedule D-1 (Form 1041) 2010**

JSA  
0E1221 3 000

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 B RUDY JR T/W FIVE CHARITIES					23-6708045

**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. ALEX & BALDWIN INC	05/01/2009	10/05/2010	7,084.00	4,971.00	2,113.00
250. ALEX & BALDWIN INC	05/01/2009	03/30/2011	11,382.00	6,214.00	5,168.00
366. ALEX & BALDWIN INC	07/13/2009	05/03/2011	19,105.00	9,132.00	9,973.00
78. ALLERGAN INC COMMON	05/01/2009	03/30/2011	5,539.00	3,553.00	1,986.00
1840. ALPINE GLOBAL PREMIER PPTYS	05/01/2009	03/30/2011	12,717.00	7,318.00	5,399.00
510. ALTRIA GROUP INC	05/01/2009	03/30/2011	13,255.00	8,307.00	4,948.00
66. AMAZON.COM INCORPORATE D	05/27/2009	03/30/2011	11,789.00	5,209.00	6,580.00
100000. AM EX CR 5.000% 12/02/10	01/12/2006	12/02/2010	100,000.00	100,380.00	-380.00
28. APPLE COMPUTER INC COMMON	06/21/2006	03/30/2011	9,763.00	1,628.00	8,135.00
36. APPLE COMPUTER INC COMMON	11/02/2009	09/16/2011	14,376.00	2,876.00	11,500.00
818. ARM HOLDINGS PLC	02/25/2010	03/30/2011	22,151.00	7,583.00	14,568.00
111.236 ARTIO GLOBAL HIGH INC FD - I	02/25/2010	03/30/2011	1,159.00	1,126.00	33.00
162. BERKSHIRE HATHAWAY INC DEL CL B	05/01/2009	03/30/2011	13,809.00	9,965.00	3,844.00
16. BRISTOL MYERS SQUIBB COMMON ~	05/01/2009	03/30/2011	423.00	309.00	114.00
24. BROWN FORMAN CORP CL B	07/13/2009	03/30/2011	1,631.00	1,018.00	613.00
597. CELGENE CORPORATION	08/07/2009	03/30/2011	33,623.00	26,208.00	7,415.00
130. CHEVRONTEXACO CORPORATION	05/06/1996	03/30/2011	13,996.00	3,643.00	10,353.00
234. COCA COLA CO COMMON ~	05/01/2009	03/30/2011	15,500.00	10,019.00	5,481.00
104. COGNIZANT TECH SOL CORP	05/01/2009	03/30/2011	8,470.00	2,559.00	5,911.00
160. CONOCOPHILLIPS	05/01/2009	03/30/2011	12,720.00	6,629.00	6,091.00
270. CREE RESEARCH INC COMMON	12/23/2009	03/24/2011	11,583.00	14,906.00	-3,323.00
314. DUKE ENERGY CORP	05/01/2009	03/30/2011	5,690.00	4,377.00	1,313.00
1110. EMC CORPORATION COMMON	05/01/2009	03/30/2011	29,702.00	13,563.00	16,139.00
276. EXPEDITORS INTL WASH INC	05/01/2009	03/30/2011	13,673.00	9,586.00	4,087.00
98. EXPRESS SCRIPTS INC	02/25/2010	03/09/2011	5,287.00	4,681.00	606.00

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

Schedule D-1 (Form 1041) 2010

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 B RUDY JR T/W FIVE CHARITIES					23-6708045
<b>Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year</b>					
(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 68. EXPRESS SCRIPTS INC	02/25/2010	03/30/2011	3,760.00	3,248.00	512.00
100000. FED NATL MTG ASSN 5.125% 4/15/11	05/16/2006	04/15/2011	100,000.00	99,210.00	790.00
386. F5 NETWORKS INC	10/27/2009	03/17/2011	41,911.00	18,177.00	23,734.00
306. FRONTIER COMMUNICATIONS CORP	02/25/2010	03/30/2011	2,375.00	2,191.00	184.00
228.315 GUINNESS ATKINSON - CHINA & HK FD	05/01/2009	03/30/2011	8,879.00	4,875.00	4,004.00
707.059 HARBOR INTERNATIONAL FUND #11	09/28/1993	03/30/2011	44,665.00	15,244.00	29,421.00
114. HERSHEY FOODS CORP COMMON ~	05/20/2010	09/02/2011	6,571.00	5,373.00	1,198.00
726. ING CLARION GLOBAL R/E INCOME FD	02/25/2010	03/30/2011	5,859.00	4,724.00	1,135.00
100000. INTL LEASE FIN CORP 5.125% 11/01/10	01/30/2007	11/01/2010	100,000.00	99,270.00	730.00
14. INTUITIVE SURGICAL INC	05/01/2009	03/30/2011	4,721.00	2,016.00	2,705.00
52. ISHARES MSCI EAFE INDEX FD	02/25/2010	03/30/2011	3,120.00	2,692.00	428.00
148. JUNIPER NETWORKS INCORPORATED	05/01/2009	03/30/2011	6,055.00	3,189.00	2,866.00
82. KINDER MORGAN MANAGEMENT LLC	05/01/2009	03/30/2011	5,333.00	2,924.00	2,409.00
.74 KINDER MORGAN MANAGEMENT LLC	02/25/2010	05/23/2011	45.00	39.00	6.00
.4171 KINDER MORGAN MANAGEMENT LLC	02/25/2010	08/18/2011	26.00	21.00	5.00
720.795 LAZARD EMERGING MARKETS PORTFOLIO-IN	09/11/2008	03/30/2011	15,468.00	17,933.00	-2,465.00
905. LOWES COS INC COMMON	08/07/2009	03/30/2011	24,394.00	20,264.00	4,130.00
666. LOWES COS INC COMMON	09/04/2009	05/03/2011	17,269.00	15,249.00	2,020.00
2660.917 MTB MID CAP GRWTH-INST I-FD #401	11/01/1995	03/30/2011	43,027.00	21,375.00	21,652.00
5497.531 MTB INTL EQ-INST I-FD #270	02/25/2010	03/30/2011	51,787.00	43,650.00	8,137.00
134. MASTERCARD INC CL A	11/02/2009	03/30/2011	34,516.00	23,136.00	11,380.00
1467.185 MASTERS SELECT INTERNATIONAL FD #306	08/16/2007	03/30/2011	23,358.00	30,914.00	-7,556.00
836. MICROSOFT CORP COMMON	07/15/2009	03/30/2011	21,418.00	19,929.00	1,489.00
158. NEWMARKET CORPORATION	11/02/2009	03/30/2011	24,940.00	14,930.00	10,010.00
310. PFIZER INC COMMON ~	08/16/2006	03/30/2011	6,305.00	7,605.00	-1,300.00
<b>6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .</b>					

**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 B RUDY JR T/W FIVE CHARITIES

23-6708045

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

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . 316,787.00

Schedule D-1 (Form 1041) 2010

## FEDERAL CAPITAL GAIN DIVIDENDS

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## SHORT-TERM CAPITAL GAIN DIVIDENDS

ARTIO GLOBAL HIGH INC FD - I	4.00
ARTIO GLOBAL HIGH INC FD - I	1,084.00
DREYFUS INTL BOND FD -I	3,718.00
MFS EMERGING MARKETS DEBT FD-CL I	2,283.00
PIMCO TOTAL RETURN FD-I #35	7,564.00
<b>TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS</b>	<b>14,653.00</b>

## LONG-TERM CAPITAL GAIN DIVIDENDS

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## 15% RATE CAPITAL GAIN DIVIDENDS

ARTIO GLOBAL HIGH INC FD - I	15.00
DREYFUS INTL BOND FD -I	736.00
GUINNESS ATKINSON - CHINA & HK FD	1,587.00
HATTERAS FINANCIAL CORP	3,017.00
MFS EMERGING MARKETS DEBT FD-CL I	75.00
MTB SH TERM CORP BD-INST I-#518	275.00
PIMCO TOTAL RETURN FD-I #35	145.00
UDR INC REIT	3,458.00
<b>TOTAL 15% RATE CAPITAL GAIN DIVIDENDS</b>	<b>8.00</b>
<b>TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS</b>	<b>9,317.00</b>