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

2010

Department of the Treasury
Internal Revenue Service

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 **OCT 1, 2010**, and ending **SEP 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 LUCY & EMILY BEASLEY CHARITABLE TRUST V15913003 / 6800230400		A Employer identification number 34-1350747
Number and street (or P O box number if mail is not delivered to street address) C/O JPMORGAN CHASE BANK, NA; PO BOX 3038		B Telephone number (414) 977-1210
City or town, state, and ZIP code MILWAUKEE, WI 53201		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 7,227,526.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	18,848.	18,848.		STATEMENT 1
4 Dividends and interest from securities	173,887.	173,857.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	277,487.			
b Gross sales price for all assets on line 6a 2,945,193.				
7 Capital gain net income (from Part IV, line 2)		277,487.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	1,074.	1,074.		STATEMENT 3
12 Total. Add lines 1 through 11	471,296.	471,266.		
13 Compensation of officers, directors, trustees, etc	148,271.	103,703.		34,568.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 4	825.	0.		825.
c Other professional fees				
17 Interest STMT 5	5,037.	1,435.		0.
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications STMT 6	202.	2.		200.
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	154,335.	105,140.		35,593.
25 Contributions, gifts, grants paid	333,000.			333,000.
26 Total expenses and disbursements Add lines 24 and 25	487,335.	105,140.		368,593.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	<16,039.>			
b Net investment income (if negative, enter -0-)		366,126.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED APR 26 2012

Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	371,232.	289,382.	289,382.
	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			
	7 Other notes and loans receivable			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	4,094,268.	4,372,442.	4,127,563.
	c Investments - corporate bonds STMT 9	2,825,693.	2,612,331.	2,810,581.
11 Investments - land, buildings, and equipment basis				
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis				
Less accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers)	7,291,193.	7,274,155.	7,227,526.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	7,291,193.	7,274,155.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	7,291,193.	7,274,155.		
31 Total liabilities and net assets/fund balances	7,291,193.	7,274,155.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,291,193.
2 Enter amount from Part I, line 27a	2	<16,039.>
3 Other increases not included in line 2 (itemize) SEE STATEMENT 7	3	1,103.
4 Add lines 1, 2, and 3	4	7,276,257.
5 Decreases not included in line 2 (itemize) MUTUAL FUND TIMING DIFFERENCE	5	2,102.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,274,155.

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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)
1a PUBLICLY TRADED SECURITIES				
b CAPITAL GAINS DIVIDENDS				
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 2,943,859.		2,667,706.	276,153.	
b 1,334.			1,334.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) 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			276,153.	
b			1,334.	
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		277,487.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	354,073.	7,577,067.	.046730
2008	435,435.	6,876,054.	.063326
2007	443,714.	8,969,674.	.049468
2006	432,998.	9,572,462.	.045234
2005	403,719.	8,926,054.	.045229
2 Total of line 1, column (d)			.249987
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			.049997
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		8,036,376.	
5 Multiply line 4 by line 3			401,795.
6 Enter 1% of net investment income (1% of Part I, line 27b)			3,661.
7 Add lines 5 and 6			405,456.
8 Enter qualifying distributions from Part XII, line 4			368,593.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		}	1	7,323.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b				
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	7,323.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			5	7,323.
6 Credits/Payments				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,520.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	6,643.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	9,163.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			10	1,840.
11 Enter the amount of line 10 to be credited to 2011 estimated tax. 1,840. Refunded <input type="checkbox"/>			11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>		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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OH		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ JPMORGAN CHASE BANK, NA Telephone no ▶ (414) 977-1210 Located at ▶ 2200 ROSS AVE, FLOOR 5, DALLAS, TX ZIP+4 ▶ 75201			
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? <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 ▶ <input type="checkbox"/> N/A	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? 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 instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870. X

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No
 N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		148,271.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
	0.
2	
All other program-related investments See instructions	
3 N/A	
	0.
Total. Add lines 1 through 3 ▶	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	7,531,753.
b Average of monthly cash balances	1b	627,004.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	8,158,757.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	8,158,757.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	122,381.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,036,376.
6 Minimum investment return. Enter 5% of line 5	6	401,819.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1 Minimum investment return from Part X, line 6		1	401,819.
2a Tax on investment income for 2010 from Part VI, line 5	2a	7,323.	
b Income tax for 2010 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c	7,323.	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	394,496.	
4 Recoveries of amounts treated as qualifying distributions	4	0.	
5 Add lines 3 and 4	5	394,496.	
6 Deduction from distributable amount (see instructions)	6	0.	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	394,496.	

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	368,593.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	368,593.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	368,593.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				394,496.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			332,557.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 368,593.				
a Applied to 2009, but not more than line 2a			332,557.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				36,036.
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		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				358,460.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV Private Operating Foundations (see 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)

	Tax year				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see 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))

NONE

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 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
 JPMORGAN CHASE BANK, NA, (216) 781-2204
 1300 EAST 9TH STREET, CLEVELAND, OH 44114

b The form in which applications should be submitted and information and materials they should include
 BY LETTER - DESCRIPTION OF ORGANIZATION AND NEED

c Any submission deadlines
 NO DEADLINE - ANYTIME DURING THE YEAR

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 NO RESTRICTIONS OF ANY KIND

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MONEY MARKET FUNDS	18,848.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	18,848.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS & INTEREST	175,191.	1,334.	173,857.
MUNICIPAL INCOME	30.	0.	30.
TOTAL TO FM 990-PF, PART I, LN 4	175,221.	1,334.	173,887.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACCRETION	1,074.	1,074.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,074.	1,074.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	825.	0.		825.
TO FORM 990-PF, PG 1, LN 16B	825.	0.		825.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	1,435.	1,435.		0.
EXCISE TAXES PAID	1,082.	0.		0.
ESTIMATED TAXES PAID	2,520.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,037.	1,435.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OHIO AG REGISTRATION FEE	200.	0.		200.
ADR FEE	2.	2.		0.
TO FORM 990-PF, PG 1, LN 23	202.	2.		200.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
ADJUSTMENT - RETURN OF CAPITAL	1,012.
CHECK FROM PROBATE COURT	90.
ADJUSTMENT - MISC	1.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,103.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABORATORIES - 270 SHS	13,453.	13,808.
AMAZON COM INC - 160 SHS	23,425.	34,597.
AMERICAN EXPRESS CO - 100 SHS	4,228.	4,490.
ANADARKO PETROLEUM CORP - 110 SHS	8,116.	6,936.
APPLE INC. - 190 SHS	37,387.	72,451.

AUTOZONE INC - 30 SHS	8,630.	9,576.
CVS CAREMARK CORPORATION - 490 SHS	12,997.	13,100.
CAMPBELL SOUP COMPANY - 325 SHS	11,551.	10,520.
CAPITAL ONE FINANCIAL CORP - 98 SHS	4,232.	3,884.
CARDINAL HEALTH INC - 410 SHS	13,247.	17,171.
CELGENE CORPORATION - 250 SHS	12,774.	15,478.
CISCO SYSTEMS INC - 1086 SHS	23,767.	18,848.
CITRIX SYSTEMS INC - 0 SHS	5,773.	5,453.
COLGATE PALMOLIVE CO - 180 SHS	14,525.	15,962.
E I DU PONT DE NEMOURS & CO - 823 SHS	26,932.	27,300.
E M C CORP MASS - 500 SHS	10,232.	10,495.
EMERSON ELECTRIC CO - 241 SHS	13,037.	9,956.
FREEMPORT-MCMORAN COPPER & GOLD INC CL B - 298 SHS	4,944.	4,202.
GENERAL ELECTRIC CO - 710 SHS	11,549.	10,806.
GENERAL MILLS INC - 300 SHS	7,939.	11,547.
HOME DEPOT INC - 0 SHS	6,757.	6,574.
HUMANA INC - 150 SHS	11,097.	10,910.
JOHNSON & JOHNSON - 370 SHS	23,298.	23,565.
JOHNSON CONTROLS INC - 800 SHS	22,977.	21,096.
KELLOGG CO - 125 SHS	6,101.	6,649.
THE ESTEE LAUDER COMPANIES INC CL A - 40 SHS	4,031.	3,514.
LENNAR CORP - 0 SHS	2,762.	2,708.
LOWES COMPANIES INC - 824 SHS	21,084.	18,837.
MICROSOFT CORP - 1986 SHS	51,620.	49,432.
MORGAN STANLEY - 409 SHS	7,902.	5,526.
NIKE INC B - 175 SHS	12,407.	14,964.
NORFOLK SOUTHERN CORP - 585 SHS	28,509.	35,697.
NOVELLUS SYSTEMS INC - 235 SHS	7,472.	6,406.
OCCIDENTAL PETROLEUM CORP - 318 SHS	26,217.	22,737.
ORACLE CORP - 800 SHS	18,476.	22,992.
PACCAR INC - 450 SHS	15,517.	15,219.
PFIZER INC - 1510 SHS	24,288.	26,697.
PIONEER NATURAL RESOURCES CO - 60 SHS	4,465.	3,946.
PROCTER & GAMBLE CO - 455 SHS	30,371.	28,747.
PUBLIC SERVICE ENTERPRISE GROUP - 171 SHS	5,474.	5,706.
QUALCOMM INC - 370 SHS	17,685.	20,425.
ST JUDE MEDICAL INC - 150 SHS	7,427.	5,429.
SCHLUMBERGER LTD - 418 SHS	34,866.	24,967.
SOUTHWESTERN ENERGY CO - 113 SHS	4,459.	3,766.
SPRINT NEXTEL CORP - 2000 SHS	5,764.	3,952.
UNITED TECHNOLOGIES CORP - 390 SHS	27,727.	27,440.
WILLIAMS COMPANIES INC - 489 SHS	14,764.	11,902.
XILINX CORP - 299 SHS	9,126.	8,205.
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A - 258 SHS	14,226.	16,177.
SEMPRA ENERGY - 125 SHS	6,442.	6,438.
WELLS FARGO & CO - 1354 SHS	33,082.	32,658.
JPM REALTY INCOME FD - INSTL FUND 1372 - 6371.28 SHS	67,217.	56,322.
BANK OF AMERICA CORP - 1368 SHS	21,998.	8,372.
GOLDMAN SACHS GROUP INC - 130 SHS	13,662.	12,292.
DEVON ENERGY CORP - 80 SHS	5,578.	4,435.
EOG RESOURCES INC - 110 SHS	11,180.	7,811.

HONEYWELL INTERNATIONAL INC - 316 SHS	14,068.	13,876.
TARGET CORP - 225 SHS	10,633.	11,034.
UNITEDHEALTH GROUP INC - 290 SHS	12,068.	13,375.
VERIZON COMMUNICATIONS INC - 681 SHS	23,435.	25,061.
COACH INC - 200 SHS	4,667.	5,701.
FLUOR CORP - 0 SHS	0.	0.
GLOBAL PAYMENTS INC - 125 SHS	6,062.	5,049.
US BANCORP DEL - 500 SHS	11,434.	11,770.
ISHARES RUSSELL MIDCAP GROWTH INDEX FUND - 3404 SHS	189,061.	168,975.
ISHARES RUSSELL MIDCAP INDEX FUND - 831 SHS	71,316.	73,336.
YUM BRANDS INC - 400 SHS	13,939.	19,756.
CENTERPOINT ENERGY INC - 872 SHS	14,823.	17,109.
COMCAST CORP CL A - 400 SHS	8,936.	10,460.
CARNIVAL CORPORATION - 355 SHS	12,783.	10,757.
JPM INTREPID AMERICA FD - SEL FUND 1206 - 8228.98 SHS	192,147.	170,011.
JPM INTREPID GROWTH FD - SEL FUND 1202 - 12743.28 SHS	275,000.	266,462.
JPM INTREPID VALUE FD - SEL FUND 1136 - 6459.95 SHS	155,620.	129,974.
JPM EM MKTS 3 FD - SEL FUND 1235 - 6805.34 SHS	164,825.	129,574.
JPM ASIA 3 FD - SEL FUND 1134 - 6537.44 SHS	242,420.	179,779.
VANGUARD MSCI EMERGING MARKETS ETF - 3436 SHS	166,310.	123,112.
AT&T INC - 573 SHS	20,597.	16,342.
CBS CORP CLASS B W/I - 508 SHS	14,350.	10,353.
JPM TR I GROWTH ADVANTAGE FD - SEL FUND 1567 - 34766.12 SHS	275,000.	270,133.
CAMERON INTERNATIONAL CORPORATION - 115 SHS	6,106.	4,777.
SPECTRA ENERGY CORPORATION W/I - 230 SHS	5,602.	5,642.
T. ROWE PRICE OVERSEAS STOCK FUND - 37166.48 SHS	324,835.	263,139.
IVY GLOBAL NATURAL RESOURCE-I - 2171.82 SHS	90,000.	32,925.
INVESCO LTD - 410 SHS	7,772.	6,359.
NETAPP INC - 120 SHS	4,277.	4,072.
SPDR GOLD TRUST - 970 SHS	91,112.	153,318.
ACE LTD NEW - 200 SHS	10,060.	12,120.
ARTIO INTERNATIONAL 3 II - I - 30447 SHS	230,179.	292,596.
TYCO INTERNATIONAL LTD - 300 SHS	11,138.	12,225.
TIME WARNER INC NEW - 1066 SHS	28,217.	31,948.
MERCK AND CO INC - 1102 SHS	38,001.	36,035.
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL - 5293.18 SHS	81,303.	97,765.
NEXTERA ENERGY INC - 200 SHS	9,997.	10,804.
JPM TR I MIDCAP CORE - SEL - 12477.73 SHS	215,116.	176,310.
TE CONNECTIVITY LTD - 150 SHS	5,165.	4,221.
COVIDIEN PLC NEW - 311 SHS	12,856.	13,715.
CITIGROUP INC NEW - 450 SHS	17,594.	11,527.
HOLLYFRONTIER CORPORATION - 122 SHS	0.	0.
BROADCOM CORP CL A - 270 SHS	9,436.	8,988.
JUNIPER NETWORKS INC - 585 SHS	14,110.	10,097.
EXXON MOBIL CORP - 470 SHS	31,556.	34,136.
METLIFE INC - 510 SHS	22,403.	17,086.
DENDREON CORP - 225 SHS	7,997.	2,025.
MONSANTO CO - 159 SHS	11,343.	9,546.

KRAFT FOODS INC CLASS A - 579 SHS	19,990.	19,443.
PRUDENTIAL FINANCIAL INC - 270 SHS	12,682.	12,652.
CONOCOPHILLIPS - 438 SHS	23,869.	27,734.
BIOGEN IDEC INC - 163 SHS	10,604.	15,183.
VERIFONE SYSTEMS, INC. - 100 SHS	5,240.	3,502.
BAIDU INC SPONS ADR - 85 SHS	5,070.	5,880.
INTERCONTINENTAL EXCHANGE INC - 38 SHS	4,241.	4,494.
TD AMERITRADE HOLDING CORPORATION - 385 SHS	6,129.	5,661.
MASTERCARD INC - CLASS A - 30 SHS	5,484.	9,515.
GENERAL MOTORS CO - 460 SHS	15,698.	9,283.
JPM BREN EAFE 09/26/12 INITIAL LEVEL-09/09/11 - 75000 SHS	75,000.	73,748.
JPM CONT BUFF EQ SPX 10/17/12 INITIAL LEVEL-09/30/11 - 110000 SHS	108,000.	108,000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,372,442.	4,127,563.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JPM INTL CURRENCY INCOME FD 1.36% - 14157 SHS	154,453.	156,293.
BARC 93% PPN BRIC BASKET 9/19/13 ,UNCAPPED 9/16/11 - 55000 SHS	55,029.	52,322.
NORFOLK SOUTHERN CORP NOTES 7.70% MAY 15 2017 DTD 5/19/97 - 5000 SHS	5,582.	6,285.
U S A BOND STRIPPED PRIN PMT ZERO CPN MAY 15 2017 DTD 05/16/87 - 35000 SHS	28,335.	32,821.
U S A BONDS 7 1/4% MAY 15 2016 DTD 5/15/86 - 50000 SHS	58,979.	64,559.
GNMA POOL NO 462816 7% JUN 15 2028 DTD 6/1/98 - 1567.22 SHS	1,598.	1,825.
HOUSEHOLD FINANCE CORP NOTES 7% MAY 15 2012 DTD 5/22/2002 - 5000 SHS	4,450.	5,148.
SBC COMMUNICATIONS INC NOTES 5 7/8% AUG 15 2012 DTD 8/19/2002 - 10000 SHS	10,268.	10,419.
VERIZON GLOBAL FUNDING CORP NOTES 7 3/8% SEP 1 2012 DTD 8/26/2002 - 5000 SHS	5,456.	5,286.
WELLPOINT HEALTH NETWORK NOTES 6 3/8% JAN 15 2012 DTD 1/16/2002 - 5000 SHS	5,127.	5,079.
WELLS FARGO COMPANY NOTES 5% NOV 15 2014 DTD 11/6/2002 - 25000 SHS	24,144.	26,255.
U S A BONDS 3 7/8% FEB 15 2013 DTD 2/15/2003 - 50000 SHS	50,237.	52,477.
GOLDMAN SACHS GROUP INC NOTES 5 1/4% APR 1 2013 DTD 3/31/2003 - 25000 SHS	25,348.	25,812.
FANNIE MAE SER 2002-12 CL PG 6% MAR 25 2017 DTD 2/1/2002 - 6901.77 SHS	6,992.	7,423.
DEUTSCHE TELEKOM INT FIN NOTES 5 1/4% JUL 22 2013 DTD 7/22/2003 - 10000 SHS	9,540.	10,561.

AMERICAN EXPRESS NOTES 4 7/8% JUL 15 2013 DTD 7/24/2003 - 20000 SHS	20,067.	21,005.
DAIMLERCHRYSLER NA HOLDINGS NOTES 6 1/2% NOV 15 2013 DTD 11/6/2003 -5000 SHS	5,219.	5,490.
METLIFE INC NOTES 5% NOV 24 2013 DTD 11/24/2003 - 10000 SHS	10,182.	10,682.
MORGAN STANLEY NOTES 4 3/4% APR 1 2014 DTD 3/30/2004 - 20000 SHS	20,086.	19,006.
U S A NOTES 4 1/4% AUG 15 2014 DTD 8/15/2004 - 30000 SHS	28,570.	33,277.
FED NAT'L MGT ASSN REMIC CTF 4 1/4% AUG 25 2023 DTD 11/1/2004 - 5680.67 SHS	5,437.	5,802.
U S A NOTES 4% FEB 15 2015 DTD 2/15/2005 - 50000 SHS	51,005.	55,770.
MERCK & CO 4 3/4% MAR 1 2015 DTD 2/17/2005 - 5000 SHS	5,058.	5,616.
EXELON CORP NOTES 4.9% JUN 15 2015 DTD 6/9/2005 - 10000 SHS	9,370.	10,824.
KIMBERLY-CLARK CORPORATION 4 7/8% AUG 15 2015 DTD 8/11/2005 - 15000 SHS	14,924.	16,911.
U S A NOTES 4 1/4% AUG 15 2015 DTD 8/15/2005 - 45000 SHS	50,089.	51,152.
CITIGROUP INC SENIOR NOTES 5.3% JAN 7 2016 DTD 12/8/2005 - 25000 SHS	24,926.	25,983.
CISCO SYSTEMS NOTES 5 1/2% FEB 22 2016 DTD 2/22/2006 - 15000 SHS	14,624.	17,295.
COMCAST CORP 6 1/2% JAN 15 2017 DTD 7/14/2006 - 10000 SHS	10,801.	11,745.
FEDERAL HOME LOAN BANK 5% DEC 21 2015 DTD 11/4/2005 - 25000 SHS	24,242.	28,952.
BHP BILLITON FINANCE USA 5 1/4% DEC 15 2015 DTD 12/12/2005 - 15000 SHS	14,668.	17,181.
OHIO POWER COMPANY 4.85% JAN 15 2014 DTD 7/11/2003 - 10000 SHS	9,979.	10,720.
FANNIE MAE SER 2004-70 CL DN 4% DEC 25 2029 DTD 9/1/2004 - 3606 SHS	3,419.	3,649.
FNMA REMIC TR 5% SER 2003-55 CL CD JUN 25 2023 DTD 05/01/2003 - 20016.86 SHS	19,160.	21,467.
TIAA RE CDO LTD SER 2007-C4 6.086332% AUG 15 2039 DTD 07/10/2007-25000 SHS	27,122.	27,030.
SUNTRUST BANKS SR NOTES 6% SEP 11 2017 DTD 09/10/2007 - 5000 SHS	5,000.	5,524.
G E CAP CORP MEDIUM TERM NOTES 5 5/8% SEP 15 2017 DTD 09/24/2007 - 25000 SHS	24,235.	27,424.
DIAGEO CAPITAL PLC NOTES 5 3/4% OCT 23 2017 DTD 10/26/2007 - 15000 SHS	15,469.	17,521.
HONEYWELL INTERNATIONAL 5.3% MAR 01 2018 DTD 02/29/2008 - 5000 SHS	5,369.	5,879.
ORACLE CORP 5 3/4% APR 15 2018 DTD 04/09/2008 - 5000 SHS	4,998.	5,957.
ALLSTATE LF GLB FN TRST MED TERM 5 3/8% APR 30 2013 DTD 04/30/2008 -5000 SHS	4,934.	5,299.
BANK OF AMERICA NA NOTES 4.90% MAY 01 2013 DTD 05/02/2008 - 10000 SHS	10,155.	9,917.

KEYCORP MEDIUM TERM NOTES 6 1/2% MAY 14 2013 DTD 05/14/2008 - 5000 SHS	4,979.	5,333.
KRAFT FOODS INC NOTES 6 1/8% AUG 23 2018 DTD 05/22/2008 - 5000 SHS	5,775.	5,894.
TIME WARNER CABLE INC 6.2% JUL 01 2013 DTD 06/19/2008 - 5000 SHS	4,989.	5,401.
RIO TINTO FIN USA LTD NOTES 6 1/2% JUL 15 2018 DTD 06/27/2008 - 5000 SHS	5,892.	6,000.
E.I. DU PONT DE NEMOURS SR NOTES 6% JUL 15 2018 DTD 07/28/2008 - 10000 SHS	10,160.	12,185.
FANNIE MAE SER 2004-45 CL ZL 6% OCT 15 2032 DTD 05/01/2004 - 31020.11 SHS	29,776.	35,533.
NATIONAL CITY CORP 4.9% JAN 15 2015 DTD 01/12/2005 - 5000 SHS	4,439.	5,425.
PEPSICO INC 7.9% NOV 01 2018 DTD 10/24/2008 - 5000 SHS	5,774.	6,653.
NATIONAL RURAL UTIL CORP 10 3/8% NOV 01 2018 DTD 10/30/2008 - 5000 SHS	6,738.	7,184.
SEMPRA ENERGY 9.8% FEB 15 2019 DTD 11/20/2008 - 5000 SHS	5,327.	6,997.
AMERPRISE FINANCIAL INC 5.65% NOV 15 2015 DTD 11/23/2005 - 5000 SHS	5,733.	5,645.
FREDDIE MAC 4.5% SER 2717 CL AE 4.5% DEC 15 2033 DTD 12/01/2003 - 25000 SHS	25,969.	27,702.
TYCO INTERNATIONAL FINAN 8 1/2% JAN 15 2019 DTD 01/09/2009 - 5000 SHS	6,397.	6,527.
PRINCIPAL LIFE INC FDG MED NOTE 5.3% APR 24 2013 DTD 04/24/2008 - 10000 SHS	9,849.	10,602.
FANNIE MAE SER 1998-37 CL VZ 6% JUN 17 2028 DTD 06/01/1998 - 12011.9 SHS	12,252.	13,473.
MIDAMERICAN ENERGY CO 5.3% MAR 15 2018 DTD 03/25/2008 - 10000 SHS	9,972.	11,574.
CRH AMERICA INC 6% SEP 30 2016 DTD 09/14/2006 - 5000 SHS	5,379.	5,355.
WYETH 5.45% APR 01 2017 DTD 03/27/2007 - 5000 SHS	5,062.	5,839.
EATON CORP 6.95% MAR 20 2019 DTD 3/16/2009 - 5000 SHS	5,190.	6,455.
PROGRESS ENERGY INC 6.05% MAR 15 2014 DTD 03/19/2009 - 5000 SHS	4,986.	5,504.
ATOMS ENERGY CORP 8 1/2% MAR 15 2019 DTD 03/26/2009 - 5000 SHS	4,991.	6,752.
TRANS-CANADA PIPELINES 4% JUN 15 2013 DTD 06/12/2003 - 5000 SHS	4,680.	5,233.
HRPT PROPERTIES TRUST 5 3/4% FEB 15 2014 DTD 10/30/2003 - 5000 SHS	4,829.	5,101.
BANK OF AMERICA CORP SR NOTES 7 5/8% JUN 01 2019 DTD 06/02/2009 - 15000 SHS	17,560.	15,756.
ACE INA HOLDINGS 5.9% JUN 15 2019 DTD 06/08/2009 - 10000 SHS	10,850.	11,666.
ERP OPERATING LP 5 3/4% JUN 15 2017 DTD 06/04/2007 - 5000 SHS	4,958.	5,585.
FORD CREDIT TRUST CL A4A 4.95% MAR 15 2013 DTD 04/22/2008 - 17199.61 SHS	17,060.	17,413.

BURLINGTN NORTH SANTA FE 4.7% OCT 01 2019 DTD 09/24/2009 - 5000 SHS	4,991.	5,571.
THOMSON REUTERS CORP NOTES 4.7% OCT 15 2019 DTD 09/29/2009 - 5000 SHS	4,982.	5,425.
FED HOME LN MTG CORP CTFS GP NBR G1-1040 7.50% DUE 09/01/2015 - 1108.69 SHS	1,143.	1,206.
FED HOME LN MTG CORP CTFS GP NBR C76970 5.50% DUE 02/01/2033 - 2280.08 SHS	2,368.	2,484.
FED HOME LN MTG CORP CTFS GP NBR C01435 6.00% DUE 12/01/2032 - 10887.64 SHS	11,197.	12,077.
FED HOME LN MTG CORP CTFS GP NBR B1-7378 4.50% DUE 12/01/2019 - 12032.63 SHS	11,999.	13,013.
FED HOME LN MTG CORP CTFS CL 1591-PK 6.350% DUE 10/15/2023 - 10585.84 SHS	10,915.	11,782.
FED NATL MTG ASSN REMIC CTF TR G61 CL Z 7.00% DUE 10/25/2022 - 13413.8 SHS	13,984.	16,664.
FED NATL MTG ASSN GTD CTF POOL NBR 251760 6.00% DUE 06/01/2013 - 624.26 SHS	616.	677.
FED NATL MTG ASSN GTD CTF POOL NBR 254915 4.50% SEP 01 2023 - 43416.29 SHS	45,926.	46,946.
FED NATL MTG ASSN GTD CTF POOL NBR 0486831 5.50% DUE 03/01/14 - 6407.63 SHS	6,286.	6,949.
FED NATL MTG ASSN GTD CTF POOL NBR 0630225 6.50% DUE 03/01/32 - 4824.76 SHS	4,836.	5,429.
FED NATL MTG ASSN GTD CTF TR 2002-5 CL-B DUE 5.50% DUE 02/25/17 -8004.15 SHS	7,994.	8,562.
FED NATL MTG ASSN GTD CTF TR 2002-62 CL-ZE 5.50% DUE 11/25/17 - 27087.94 SHS	25,381.	29,074.
FED NATL MTG ASSN GTD CTF TR 2002-71 CL-UC 5.00% DUE 11/25/2017 -16311.2 SHS	15,465.	17,563.
FED NATL MTG ASSN GTD CTF TR 2003-28 CL 28-TC 5.50% DUE 04/25/2023-25000 SHS	24,278.	28,201.
FED NATL MTG ASSN GTD TR 2003-32 CL-NG 5.00% DUE 05/25/2018 - 25000 SHS	24,211.	28,094.
FED NATL MTG ASSN GTD TR 2003-46 CL-HB 4.00% DUE 06/25/23 - 11317.19 SHS	10,497.	11,776.
FED NATL MTG ASSN GTD TR 2003-1 CL HA 4.50% DUE 11/25/2016 - 27.87 SHS	27.	28.
FED HOME LN MTG CORP CTFS GTD CL XA 5.000% DUE 03/15/2017 - 1315.42 SHS	1,304.	1,323.
FED HOME LN MTG CORP CTFS GTD CL QH 5.00% DUE 06/15/2033 - 25000 SHS	23,258.	28,392.
FED NATL MTG ASSN GTD TR 2004-17 CL-LC 3.75% DUE 01/25/2034 - 17371.95 SHS	15,157.	18,394.
FED NATL MTG ASSN GTD TR 2005-1 CL-GE 5.00% DUE 07/25/2033 - 25000 SHS	23,688.	27,189.
FED HOME LN MTG CORP CTFS GTD CL OD 5.00% DUE 12/15/2017 - 12498.52 SHS	12,405.	12,829.
FED HOME LN MTG CORP CTFS GTD CL UD 5.50% DUE 07/15/2032 - 15000 SHS	14,733.	15,985.
FED HOME LN MTG CORP CTFS GTD CL 2744-TU 5.50% DUE 05/15/2032 - 24274.16 SHS	24,031.	25,725.
FED HOME LN MTG CORP CTFS GTD CL 2785-VD 4.50% DUE 05/15/2015 - 5790.59 SHS	5,631.	6,089.

FED HOME LN MTG CORP CTFS GTD CL JL 4.50% DUE 05/15/2019 - 30000 SHS	29,597.	32,374.
FED HOME LN MTG CORP CTFS GTD CL JT 5.00% DUE 02/15/2022 - 23156.74 SHS	22,343.	23,532.
FED HOME LN MTG CORP CTFS GTD CL 2982-BN 5.00% DUE 01/15/2019 - 30000 SHS	30,108.	31,416.
FED HOME LN MTG CORP CTFS GTD CL 2973-EB 5.50% DUE 04/15/2035 - 15919.79 SHS	15,686.	17,672.
FED HOME LN MTG CORP CTFS GTD CL EH 5.50% DUE 12/15/2034 - 8994.76 SHS	8,974.	9,811.
FED HOME LN MTG CORP CTFS GTD CL MC 5.50% DUE 03/15/2026 - 25000 SHS	25,070.	27,807.
FED NATL MTG ASSN GTD CTF POOL NBR 688980 5.50% DUE 05/01/33 - 18668.78 SHS	18,873.	20,604.
FED NATL MTG ASSN GTD CTF POOL NBR 697953 4.50% DUE 01/01/19 - 7556.35 SHS	7,690.	8,198.
FED NATL MTG ASSN GTD CTF POOL NBR 756207 5.00% DUE 12/01/33 - 17028.79 SHS	16,965.	18,404.
FED NATL MTG ASSN GTD CTF POOL NBR 761534 5.00% DUE 07/01/2019 - 7632.69 SHS	7,787.	8,287.
FED NATL MTG ASSN GTD CTF POOL NBR 767298 5.50% DUE 01/01/34 - 18354.84 SHS	18,155.	20,062.
FED NATL MTG ASSN GTD CTF POOL NBR 790734 5.00% DUE 09/01/19 - 10954.01 SHS	10,856.	11,893.
FED NATL MTG ASSN GTD CTF POOL NBR 805119 5.50% DUE 01/01/20 - 10989.23 SHS	10,933.	12,021.
FED NATL MTG ASSN GTD CTF POOL NBR 822435 4.50% DUE 04/01/2020 - 8974.84 SHS	8,923.	9,664.
FED NATL MTG ASSN GTD CTF POOL NBR 888656 6.50% DUE 04/01/25 - 19927.9 SHS	20,522.	21,976.
GNMA GTD PASS THRU CTF POOL NBR 465268 6.00% DUE 03/15/2014 - 4986.03 SHS	4,935.	5,445.
GNMA GTD PASS THRU CTF POOL NBR 486942X 6.00% DUE 02/15/2014 - 1755.75 SHS	1,767.	1,917.
GNMA GTD PASS THRU CTF POOL NBR 782040 6.00% DUE 06/15/2020 - 9990.83 SHS	10,241.	10,849.
NAT'L SEMICONDUCTOR CORP 2017 DTD 06/18/07 6.60% DUE 06/15/17 - 5000 SHS	5,952.	5,965.
TEXTRON INC NT DTD 12/04/2007 5.60% DUE 12/01/2017 - 5000 SHS	5,236.	5,274.
BANK OF NEW YORK MELLON NOTES 4.6% JAN 15 2020 DTD 11/16/2009 - 5000 SHS	4,990.	5,483.
U S A NOTES 3 3/8% NOV 15 2019 DTD 11/16/2009 - 80000 SHS	82,883.	90,725.
WESTPAC BANKING CORP NOTES 4 7/8% NOV 19 2019 DTD 11/19/2009 - 12000 SHS	11,991.	12,570.
FREDDIE MAC SER 2886 CL BE 4.5% NOV 15 2019 DTD 11/01/2004 - 25000 SHS	25,625.	27,699.
BLACKROCK INC 5% DEC 10 2019 DTD 12/10/2009 - 5000 SHS	4,975.	5,482.
SHELL INTERNATIONAL FIN 3.1% JUN 28 2015 DTD 06/28/2010 - 4000 SHS	3,997.	4,247.
CNA FINANCIAL CORP 5 7/8% AUG 15 2020 DTD 08/10/2010 - 2000 SHS	1,994.	2,055.

AON CORP SR NOTES 3 1/2% SEP 30 2015 DTD 09/10/2010 - 2000 SHS	1,990.	2,064.
FREDDIE MAC SER 3329 CL BE 5.5% JUN 15 2037 DTD 06/01/2007 - 19000 SHS	20,698.	21,292.
GNMA II SER 2009-55 CL NP 4.5% FEB 20 2038 DTD 07/01/2009 - 19140.38 SHS	19,858.	20,876.
TOTAL CAPITAL SA 2.3% MAR 15 2016 DTD 09/15/2010 - 5000 SHS	5,054.	5,133.
U S A NOTES 2 5/8% NOV 15 2020 DTD 11/15/2010 - 65000 SHS	62,051.	69,510.
FANNIE MAE SER 1998-17 CL Z 6.5% APR 18 2028 DTD 03/01/1998 - 22504.52 SHS	24,860.	25,648.
NOMURA HOLDINGS INC MED NOTE 4 1/8% JAN 19 2016 DTD 01/19/2011 - 5000 SHS	4,987.	5,074.
DIRECTV HLDG FIN INC 5% MAR 01 2021 DTD 03/10/2011 - 5000 SHS	5,007.	5,289.
BP CAPITAL MARKETS PLC 4.742% MAR 11 2021 DTD 03/11/2011 - 5000 SHS	5,000.	5,488.
FNMA 6.00% JAN 01 2027 DTD 12/01/2006 POOL NO 256556 - 43993.67 SHS	48,063.	48,396.
FNMA SER G92-35 CL E 7.5% JUL 25 2022 DTD 07/01/1992 - 33893.45 SHS	38,257.	37,463.
FHLMC SER 2569 CL LD 5.5% FEB 15 2033 DTD 02/01/2003 - 25000 SHS	27,781.	28,536.
TOYOTA MOTOR CREDIT CORP MTN 3.4% SEP 15 2021 DTD 09/15/2011 - 5000 SHS	4,987.	5,043.
HEWLETT PACKARD CO SR NOTES 4 3/8% SEP 15 2021 DTD 09/19/2011 - 4000 SHS	3,993.	4,064.
U S A NOTES 4% FEB 15 2014 DTD 2/17/2004 - 60000 SHS	57,447.	65,147.
CAPITAL ONE FINCL CO SUB NOTES 6.15% SEP 1 2016 DTD 8/29/2006 - 10000 SHS	9,999.	10,593.
INTUIT INC 5 3/4% MAR 15 2017 DTD 3/12/2007 - 5000 SHS	5,671.	5,620.
U S A NOTES 4 3/4% AUG 15 2017 DTD 08/15/2007 - 35000 SHS	38,721.	42,142.
U S A NOTES 3 7/8% MAY 15 2018 DTD 05/15/2008 - 90000 SHS	95,474.	104,533.
U S A NOTES 3 3/8% JUL 31 2013 DTD 07/31/2008 - 30000 SHS	31,922.	31,696.
U S A NOTES 3 3/4% NOV 15 2018 DTD 11/17/2008 - 35000 SHS	35,726.	40,488.
DOW CHEMICAL COMPANY 5.7% MAY 15 2018 DTD 05/06/2008 - 5000 SHS	5,519.	5,564.
ANADARKO PETROLEUM CORP NOTES 8.7% MAR 15 2019 DTD 03/05/2009 - 5000 SHS	4,945.	6,306.
SIMON PROPERTY GRP LP SR NOTES 10.35% APR 01 2019 DTD 03/25/2009 - 5000 SHS	6,972.	6,688.
AFLAC INC SR NOTES 8 1/2% MAY 15 2019 DTD 05/21/2009 - 5000 SHS	6,384.	6,086.
U S A NOTES 3 1/4% MAY 31 2016 DTD 06/01/2009 - 65000 SHS	65,414.	72,110.
VODAFONE GROUP PLC 4.15% JUN 10 2014 DTD 06/10/2009 - 10000 SHS	9,993.	10,743.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ACCESS P O BOX 1007 AKRON, OH 44309	NONE PROGRAM SUPPORT	CHARITABLE	20,000.
AKRON BOARD OF EDUCATION 70 NORTH BROADWAY AKRON, OH 44308	NONE PROGRAM SUPPORT	CHARITABLE	1,000.
AKRON ROTARY FOUNDATION 4460 REX LAKE DRIVE AKRON, OH 44319	NONE PROGRAM SUPPORT	CHARITABLE	25,000.
AKRON ZOO 500 EDGEWOOD AVE AKRON, OH 44307	NONE PROGRAM SUPPORT	CHARITABLE	5,000.
AKRON-SUMMIT COUNTY PUBLIC LIBRARY 60 S HIGH ST AKRON, OH 44326	NONE PROGRAM SUPPORT	CHARITABLE	1,000.
ARDMORE FOUNDATION 981 E. MARKET STREET AKRON, OH 44305	NONE PROGRAM SUPPORT	CHARITABLE	5,000.
BATTERED WOMAN'S SHELTER 759 W.MARKET STREET AKRON, OH 44303	NONE PROGRAM SUPPORT	CHARITABLE	25,000.
BELMONT UNIVERSITY 1900 BELMONT BLVD. NASHVILLE, TN 37212	NONE PROGRAM SUPPORT	CHARITABLE	1,000.

BOYS & GIRLS CLUB OF THE WESTERN RESERVE INC 889 JONATHAN AVE AKRON, OH 44306	NONE PROGRAM SUPPORT	CHARITABLE	25,000.
CUMBERLAND COLLEGE 816 WALNUT STREET WILLIAMSBURG, KY 40769	NONE PROGRAM SUPPORT	CHARITABLE	1,000.
GENNESARET P O BOX 4933 AKRON, OH 44310	NONE PROGRAM SUPPORT	CHARITABLE	25,000.
GOODWILL INDUSTRIES 570 E. WATERLOO ROAD AKRON, OH 44319	NONE PROGRAM SUPPORT	CHARITABLE	40,000.
GUARDIAN SUPPORT SERVICES, INC 4200 MUNSON ST NW CANTON, OH 44718	NONE PROGRAM SUPPORT	CHARITABLE	1,000.
H M LIFE OPPORTUNITIES SERVICES P O BOX 8174 AKRON, OH 44320	NONE PROGRAM SUPPORT	CHARITABLE	10,000.
HUMANE SOCIETY OF GREATER AKRON 4904 QUICK ROAD PENINSULA, OH 44264	NONE PROGRAM SUPPORT	CHARITABLE	5,000.
INTERVAL BROTHERHOOD HOME 3445 S.MAIN STREET AKRON, OH 44319	NONE PROGRAM SUPPORT	CHARITABLE	
KENT STATE UNIVERSITY FOUNDATION PO BOX 5190 KENT, OH 44242	NONE PROGRAM SUPPORT	CHARITABLE	45,000.
PROJECT LEARN OF SUMMIT COUNTY 1040 E. TALLMADGE AVE. AKRON, OH 44310	NONE PROGRAM SUPPORT	CHARITABLE	1,000.

LUCY & EMILY BEASLEY CHARITABLE TRUST V1

34-1350747

SALVATION ARMY 190 S. MAPLE STREET AKRON, OH 44302	NONE PROGRAM SUPPORT	CHARITABLE	45,000.
SUMMIT COUNTY COMMUNITY DRUG BOARD 725 E. MARKET ST AKRON, OH 44305	NONE PROGRAM SUPPORT	CHARITABLE	5,000.
UNIVERSITY OF AKRON FOUNDATION 105 FIR HILL AKRON, OH 44325	NONE PROGRAM SUPPORT	CHARITABLE	45,000.
VALLEY VIEW BAPTIST CHURCH 2442 EASTLAND AVE. NASHVILLE, TN 37206	NONE PROGRAM SUPPORT	CHARITABLE	1,000.
WEBB SCHOOL P O BOX 488 BELLE BUCKLE, TN 37020	NONE PROGRAM SUPPORT	CHARITABLE	1,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

333,000.