Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 10/01 **, 2010, and ending** 09/30, **20** 11

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: FLORENCE C. GREGORY CHARITABLE TR(T) 000001598004

A Employer identification number: 36-7338985

Number and street (or P.O box number if mail is not delivered to street address): 111 WEST MONROE STREET TAX DIV 16W — Room/suite:

B Telephone number (see page 10 of the instructions): (312) 461-7271

City or town, state, and ZIP code: CHICAGO, IL 60603

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 ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 15,576,433.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ______ *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	479,020.	479,257.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	640,206.			
	b Gross sales price for all assets on line 6a 10,483,959.				
	7 Capital gain net income (from Part IV, line 2)		640,206.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	282.	282.		STMT 1
	12 **Total.** Add lines 1 through 11	1,119,508.	1,119,745.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	140,407.	126,367.		14,041.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	9,985.	2,532.		
	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) STMT 2	15.			15.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	150,407.	128,899.	NONE	14,056.
	25 Contributions, gifts, grants paid	288,067.			288,067.
	26 **Total expenses and disbursements** Add lines 24 and 25	438,474.	128,899.	NONE	302,123.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	681,034.			
	b **Net investment income** (if negative, enter -0-)		990,846.		
	c **Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments			
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)			
b Investments - corporate stock (attach schedule)			
c Investments - corporate bonds (attach schedule)			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)	14,700,490.	15,380,599.	15,576,433.
14 Land, buildings, and equipment. basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	14,700,490.	15,380,599.	15,576,433.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27 Capital stock, trust principal, or current funds	14,700,490.	15,380,599.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see page 17 of the instructions)	14,700,490.	15,380,599.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	14,700,490.	15,380,599.	

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	14,700,490.
2 Enter amount from Part I, line 27a	2	681,034.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 3	3	7,851.
4 Add lines 1, 2, and 3	4	15,389,375.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5	8,776.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,380,599.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	640,206.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	557,732.	15,189,373.	0.03671856633
2008	696,400.	15,288,035.	0.04555196270
2007			
2006			
2005			

2	**Total** of line 1, column (d)	2	0.08227052903
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.04113526452
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	16,726,424.
5	Multiply line 4 by line 3	5	688,046.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,908.
7	Add lines 5 and 6	7	697,954.
8	Enter qualifying distributions from Part XII, line 4	8	302,123.

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.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	19,817.
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	19,817.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	19,817.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 4,552.		
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	4,552.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	99.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	15,364.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ **Refunded** ▶	11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ ______ (2) On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 5			
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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BMO HARRIS BANK N.A. Telephone no. ▶ (312)461-7271
Located at ▶ 111 WEST MONROE STREET, CHICAGO, IL ZIP + 4 ▶ 60603

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

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

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 6		140,407.	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	16,526,679.
b	Average of monthly cash balances	1b	454,462.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	16,981,141.
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	16,981,141.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	254,717.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,726,424.
6	**Minimum investment return.** Enter 5% of line 5	6	836,321.

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	836,321.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	19,817.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	19,817.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	816,504.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	816,504.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	816,504.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	302,123.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	302,123.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	302,123.

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				816,504.
2	Undistributed income, if any, as of the end of 2010:				
a	Enter amount for 2009 only			161,764.	
b	Total for prior years: 20 08 ,20 ____ ,20 ____		NONE		
3	Excess distributions carryover, if any, to 2010:				
a	From 2005 ...... NONE				
b	From 2006 ...... NONE				
c	From 2007 ...... NONE				
d	From 2008 ...... NONE				
e	From 2009 ...... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 302,123.				
a	Applied to 2009, but not more than line 2a			161,764.	
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				140,359.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	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				676,145.
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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 9				
Total . . . . . . ▶ **3a**				288,067.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	479,020.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	640,206.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b			14	282.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,119,508.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,119,508.

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

Part XVI-B Relationship 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.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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 Here

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.

Signature of officer or trustee — Date: 01/20/2012 — Title: VP & Tax Mgr

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WESLEY HIRSCHBERG	Wesley Hirschberg	01/20/2012		P00162244

Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING) — Firm's EIN ▶ 75-1297386

Firm's address ▶ ONE NORTH DEARBORN ST., 5TH FL. CHICAGO, IL 60602 — Phone no. 312-873-6900

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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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					914.	
		1644. AT&T INC PROPERTY TYPE: SECURITIES					05/19/2008	02/18/2011
46,559.00		64,422.00					-17,863.00	
		50000. ABBOTT LABORATORIES 5.125% 4/01 PROPERTY TYPE: SECURITIES					02/27/2009	07/14/2011
55,945.00		49,606.00					6,339.00	
		855. ADVANCED AUTO PARTS INC PROPERTY TYPE: SECURITIES					12/17/2010	03/18/2011
55,386.00		57,353.00					-1,967.00	
		883. AMERICA MOVIL SPONSORED ADR SER L PROPERTY TYPE: SECURITIES					07/21/2010	05/20/2011
44,140.00		43,655.00					485.00	
		769. AMERICAN EXPRESS COMPANY CAPITAL ST PROPERTY TYPE: SECURITIES					06/25/2010	10/22/2010
30,268.00		31,842.00					-1,574.00	
		630. AMERICAN EXPRESS COMPANY CAPITAL ST PROPERTY TYPE: SECURITIES					07/21/2010	02/18/2011
28,604.00		26,465.00					2,139.00	
		1065. AMERICAN EXPRESS COMPANY CAPITAL S PROPERTY TYPE: SECURITIES					06/25/2010	06/21/2011
52,782.00		44,099.00					8,683.00	
		120. APPLE COMPUTER INC COMMON STOCK PROPERTY TYPE: SECURITIES					02/13/2008	09/15/2011
47,140.00		15,316.00					31,824.00	
		50000. BB&T CORP 6.500% 8/01 PROPERTY TYPE: SECURITIES					04/20/2007	01/04/2011
51,500.00		52,454.00					-954.00	
		590. BJ'S WHOLESALE CLUB INC COMMON STOC PROPERTY TYPE: SECURITIES					07/21/2010	04/27/2011
29,410.00		26,300.00					3,110.00	

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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)	
		1023. BJ'S WHOLESALE CLUB INC COMMON STO PROPERTY TYPE: SECURITIES					07/21/2010	07/21/2011
51,528.00		45,601.00					5,927.00	
		55000. BANK OF NY MTN 4.950% 11/01 PROPERTY TYPE: SECURITIES					12/09/2008	06/15/2011
58,193.00		55,090.00					3,103.00	
		1180. CIT GROUP INC PROPERTY TYPE: SECURITIES					01/21/2011	04/27/2011
49,807.00		56,019.00					-6,212.00	
		1075. CIT GROUP INC PROPERTY TYPE: SECURITIES					02/18/2011	05/20/2011
44,863.00		49,205.00					-4,342.00	
		50000. CATERPILLAR INC 5.700% 8/15 PROPERTY TYPE: SECURITIES					09/18/2007	03/21/2011
57,586.00		50,271.00					7,315.00	
		923. CIMAREX ENERGY CO PROPERTY TYPE: SECURITIES					03/18/2011	07/21/2011
84,142.00		78,189.00					5,953.00	
		3688. CISCO SYSTEMS INC COMMON STOCK PROPERTY TYPE: SECURITIES					12/14/2009	02/18/2011
69,247.00		91,067.00					-21,820.00	
		60000. CITIGROUP INC SENIOR NOTES PROPERTY TYPE: SECURITIES					03/12/2007	01/18/2011
60,000.00		63,256.00					-3,256.00	
		2528. COCA COLA ENTERPRISES INC COMMON S PROPERTY TYPE: SECURITIES					07/21/2010	10/04/2010
81,098.00		71,053.00					10,045.00	
		1200. COLGATE-PALMOLIVE COMPANY COMMON S PROPERTY TYPE: SECURITIES					07/21/2010	11/19/2010
94,007.00		100,708.00					-6,701.00	
		50000. JOHN DEERE CAPITAL CORP NOTES PROPERTY TYPE: SECURITIES					03/26/2009	06/15/2011
52,386.00		53,125.00					-739.00	

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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)	
		10832. DEL MONTE FOODS COMPANY COMMON ST PROPERTY TYPE: SECURITIES					07/21/2010	12/17/2010
202,338.00		156,750.00					45,588.00	
		55000. DIAGEO CAP PLC 5.125% 1/30 PROPERTY TYPE: SECURITIES					03/01/2007	01/04/2011
57,474.00		55,108.00					2,366.00	
		1235. WALT DISNEY COMPANY COMMON STOCK PROPERTY TYPE: SECURITIES					07/21/2010	09/15/2011
40,347.00		41,270.00					-923.00	
		400. DOLLAR TREE INC PROPERTY TYPE: SECURITIES					07/21/2010	12/17/2010
22,711.00		17,030.00					5,681.00	
		905. DOLLAR TREE INC PROPERTY TYPE: SECURITIES					07/21/2010	01/21/2011
46,840.00		38,531.00					8,309.00	
		491. DOMTAR CORPORATION PROPERTY TYPE: SECURITIES					08/27/2010	03/18/2011
42,338.00		29,007.00					13,331.00	
		47000. DUPONT EI NEMOUR 5.875% 1/15 PROPERTY TYPE: SECURITIES					12/09/2008	10/21/2010
54,125.00		46,780.00					7,345.00	
		8000. DUPONT EI NEMOUR 5.875% 1/15/ PROPERTY TYPE: SECURITIES					12/09/2008	03/21/2011
8,933.00		7,962.00					971.00	
		100000. FHLMC 3.250% 3/1 PROPERTY TYPE: SECURITIES					03/11/2009	03/18/2011
100,000.00		99,830.00					170.00	
		110000. FHLMC 2.750% 4/2 PROPERTY TYPE: SECURITIES					04/17/2009	04/29/2011
110,000.00		109,725.00					275.00	
		41.2 FHLMC POOL #E01007 DTD 08/01/01 6.0 PROPERTY TYPE: SECURITIES					08/15/2002	10/15/2010
41.00		42.00					-1.00	

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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)	
		45.94 FHLMC POOL #E01007 DTD 08/01/01 6. PROPERTY TYPE: SECURITIES					08/15/2002	11/15/2010
46.00		47.00					-1.00	
		49.34 FHLMC POOL #E01007 DTD 08/01/01 6. PROPERTY TYPE: SECURITIES					08/15/2002	12/15/2010
49.00		51.00					-2.00	
		43.02 FHLMC POOL #E01007 DTD 08/01/01 6. PROPERTY TYPE: SECURITIES					08/15/2002	01/15/2011
43.00		44.00					-1.00	
		29.76 FHLMC POOL #E01007 DTD 08/01/01 6. PROPERTY TYPE: SECURITIES					08/15/2002	02/15/2011
30.00		30.00						
		31.82 FHLMC POOL #E01007 DTD 08/01/01 6. PROPERTY TYPE: SECURITIES					08/15/2002	03/15/2011
32.00		33.00					-1.00	
		1253.44 FHLMC POOL #E01007 DTD 08/01/01 PROPERTY TYPE: SECURITIES					08/15/2002	03/21/2011
1,322.00		1,284.00					38.00	
		200000. FFCB 2.900% 3/2 PROPERTY TYPE: SECURITIES					03/22/2011	06/29/2011
200,000.00		200,000.00						
		200000. FHLB 1.250% 12/2 PROPERTY TYPE: SECURITIES					03/22/2011	05/10/2011
200,000.00		200,000.00						
		150000. FHLB 2.250% 12/3 PROPERTY TYPE: SECURITIES					04/27/2011	06/30/2011
150,000.00		150,000.00						
		200000. FHLB V-A 2.000% 10/2 PROPERTY TYPE: SECURITIES					04/28/2011	07/28/2011
200,000.00		200,000.00						
		200000. FHLB 1.100% 11/1 PROPERTY TYPE: SECURITIES					05/04/2011	08/18/2011
200,000.00		200,000.00						

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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)	
		125000. FEDERAL HOME LOAN MTG CORP DEBEN PROPERTY TYPE: SECURITIES					10/14/2009	03/15/2011
125,000.00		132,214.00					-7,214.00	
		30000. FHLMC 6.000% 6/15 PROPERTY TYPE: SECURITIES					10/19/2004	06/15/2011
30,000.00		33,397.00					-3,397.00	
		40000. FHLMC 5.500% 9/15 PROPERTY TYPE: SECURITIES					10/28/2005	09/15/2011
40,000.00		41,394.00					-1,394.00	
		150000. FHLMC 2.250% 12/2 PROPERTY TYPE: SECURITIES					03/22/2011	06/23/2011
150,000.00		150,000.00						
		100000. FHLMC 1.000% 12/0 PROPERTY TYPE: SECURITIES					04/28/2011	09/09/2011
100,000.00		100,000.00						
		535000. FNMA DTD 11/23/01 5.375% DUE 11/ PROPERTY TYPE: SECURITIES					08/12/2009	03/21/2011
552,735.00		577,121.00					-24,386.00	
		480000. FNMA 4.625% 10/1 PROPERTY TYPE: SECURITIES					12/01/2009	03/21/2011
522,960.00		499,619.00					23,341.00	
		313.75 FNMA POOL #254088 DTD 11/01/01 5. PROPERTY TYPE: SECURITIES					08/15/2002	10/25/2010
314.00		320.00					-6.00	
		316.99 FNMA POOL #254088 DTD 11/01/01 5. PROPERTY TYPE: SECURITIES					08/15/2002	11/25/2010
317.00		323.00					-6.00	
		252.58 FNMA POOL #254088 DTD 11/01/01 5. PROPERTY TYPE: SECURITIES					08/15/2002	12/25/2010
253.00		258.00					-5.00	
		253.13 FNMA POOL #254088 DTD 11/01/01 5. PROPERTY TYPE: SECURITIES					08/15/2002	01/25/2011
253.00		258.00					-5.00	

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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)	
		334.47 FNMA POOL #254088 DTD 11/01/01 5.					08/15/2002	02/25/2011
		PROPERTY TYPE: SECURITIES						
334.00		341.00					-7.00	
		8813.01 FNMA POOL #254088 DTD 11/01/01 5					08/15/2002	03/21/2011
		PROPERTY TYPE: SECURITIES						
9,408.00		8,987.00					421.00	
		243.25 FNMA POOL #254088 DTD 11/01/01 5.					08/15/2002	03/25/2011
		PROPERTY TYPE: SECURITIES						
243.00		248.00					-5.00	
		230000. FHLMC 2.500% 1/0					10/21/2009	03/21/2011
		PROPERTY TYPE: SECURITIES						
238,280.00		229,732.00					8,548.00	
		100000. FHLMC 3.750% 3/2					05/18/2009	07/14/2011
		PROPERTY TYPE: SECURITIES						
107,701.00		100,677.00					7,024.00	
		120000. FHLMC SER 2941 CMO 5.000% 12/1					02/25/2008	03/21/2011
		PROPERTY TYPE: SECURITIES						
122,100.00		120,563.00					1,537.00	
		1238.01 FHLMC SER 3089 CMO 5.500% 12/1					01/23/2006	10/15/2010
		PROPERTY TYPE: SECURITIES						
1,238.00		1,251.00					-13.00	
		1231.58 FHLMC SER 3089 CMO 5.500% 12/1					01/23/2006	11/15/2010
		PROPERTY TYPE: SECURITIES						
1,232.00		1,245.00					-13.00	
		1225.19 FHLMC SER 3089 CMO 5.500% 12/1					01/23/2006	12/15/2010
		PROPERTY TYPE: SECURITIES						
1,225.00		1,238.00					-13.00	
		1744.44 FHLMC SER 3089 CMO 5.500% 12/1					01/23/2006	01/15/2011
		PROPERTY TYPE: SECURITIES						
1,744.00		1,763.00					-19.00	
		2978.21 FHLMC SER 3089 CMO 5.500% 12/1					01/23/2006	02/15/2011
		PROPERTY TYPE: SECURITIES						
2,978.00		3,010.00					-32.00	

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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)	
		2163.85 FHLMC SER 3089 CMO 5.500% 12/1 PROPERTY TYPE: SECURITIES					01/23/2006	03/15/2011
2,164.00		2,187.00					-23.00	
		29265.86 FHLMC SER 3089 CMO 5.500% 12/ PROPERTY TYPE: SECURITIES					01/23/2006	03/21/2011
29,559.00		29,581.00					-22.00	
		2074.08 FHLMC SER R009 CMO 5.750% 12/1 PROPERTY TYPE: SECURITIES					07/19/2007	10/15/2010
2,074.00		2,063.00					11.00	
		1542.34 FHLMC SER R009 CMO 5.750% 12/1 PROPERTY TYPE: SECURITIES					07/19/2007	11/15/2010
1,542.00		1,534.00					8.00	
		1921.07 FHLMC SER R009 CMO 5.750% 12/1 PROPERTY TYPE: SECURITIES					07/19/2007	12/15/2010
1,921.00		1,911.00					10.00	
		1475.74 FHLMC SER R009 CMO 5.750% 12/1 PROPERTY TYPE: SECURITIES					07/19/2007	01/15/2011
1,476.00		1,468.00					8.00	
		1604.5 FHLMC SER R009 CMO 5.750% 12/15 PROPERTY TYPE: SECURITIES					07/19/2007	02/15/2011
1,605.00		1,596.00					9.00	
		1308.61 FHLMC SER R009 CMO 5.750% 12/1 PROPERTY TYPE: SECURITIES					07/19/2007	03/15/2011
1,309.00		1,302.00					7.00	
		19836.51 FHLMC SER R009 CMO 5.750% 12/ PROPERTY TYPE: SECURITIES					07/19/2007	03/21/2011
20,109.00		19,734.00					375.00	
		1080.63 FHLMC SER R011 CMO 5.500% 12/1 PROPERTY TYPE: SECURITIES					04/18/2007	10/15/2010
1,081.00		1,079.00					2.00	
		1075.94 FHLMC SER R011 CMO 5.500% 12/1 PROPERTY TYPE: SECURITIES					04/18/2007	11/15/2010
1,076.00		1,075.00					1.00	

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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)	
		1279.77 FHLMC SER R011 CMO 5.500% 12/1 PROPERTY TYPE: SECURITIES					04/18/2007	12/15/2010
1,280.00		1,278.00					2.00	
		1173.1 FHLMC SER R011 CMO 5.500% 12/15 PROPERTY TYPE: SECURITIES					04/18/2007	01/15/2011
1,173.00		1,172.00					1.00	
		893.72 FHLMC SER R011 CMO 5.500% 12/15 PROPERTY TYPE: SECURITIES					04/18/2007	02/15/2011
894.00		893.00					1.00	
		703.88 FHLMC SER R011 CMO 5.500% 12/15 PROPERTY TYPE: SECURITIES					04/18/2007	03/15/2011
704.00		703.00					1.00	
		18397.14 FHLMC SER R011 CMO 5.500% 12/ PROPERTY TYPE: SECURITIES					04/18/2007	03/21/2011
18,765.00		18,376.00					389.00	
		2268.32 FHLMC SER R012 CMO 5.500% 12/1 PROPERTY TYPE: SECURITIES					07/19/2007	10/15/2010
2,268.00		2,227.00					41.00	
		2360.43 FHLMC SER R012 CMO 5.500% 12/1 PROPERTY TYPE: SECURITIES					07/19/2007	11/15/2010
2,360.00		2,318.00					42.00	
		2666.28 FHLMC SER R012 CMO 5.500% 12/1 PROPERTY TYPE: SECURITIES					07/19/2007	12/15/2010
2,666.00		2,618.00					48.00	
		2325.41 FHLMC SER R012 CMO 5.500% 12/1 PROPERTY TYPE: SECURITIES					07/19/2007	01/15/2011
2,325.00		2,283.00					42.00	
		1725.31 FHLMC SER R012 CMO 5.500% 12/1 PROPERTY TYPE: SECURITIES					07/19/2007	02/15/2011
1,725.00		1,694.00					31.00	
		1638.14 FHLMC SER R012 CMO 5.500% 12/1 PROPERTY TYPE: SECURITIES					07/19/2007	03/15/2011
1,638.00		1,608.00					30.00	

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)	
		27356.74 FHLMC SER R012 CMO 5.500% 12/ PROPERTY TYPE: SECURITIES					07/19/2007	03/21/2011
27,767.00		26,861.00					906.00	
		95000. FNMA 4.875% 5/18 PROPERTY TYPE: SECURITIES					01/16/2009	06/15/2011
99,047.00		104,182.00					-5,135.00	
		55000. GEORGIA POWER CO 5.700% 6/01 PROPERTY TYPE: SECURITIES					12/09/2008	01/04/2011
62,354.00		53,860.00					8,494.00	
		150. GOLDMAN SACHS GROUP INC COMMON STOC PROPERTY TYPE: SECURITIES					01/15/2010	02/18/2011
25,177.00		25,753.00					-576.00	
		225. GOLDMAN SACHS GROUP INC COMMON STOC PROPERTY TYPE: SECURITIES					08/14/2009	04/27/2011
34,418.00		34,760.00					-342.00	
		50000. HSBC FINANCE 6.750% 5/15 PROPERTY TYPE: SECURITIES					03/12/2007	05/15/2011
50,000.00		55,170.00					-5,170.00	
		853. HEWLETT PACKARD COMPANY COMMON STOC PROPERTY TYPE: SECURITIES					03/11/2010	05/20/2011
30,844.00		34,094.00					-3,250.00	
		1020. HUMANA INC COMMON STOCK PROPERTY TYPE: SECURITIES					10/22/2010	11/19/2010
57,211.00		54,497.00					2,714.00	
		1180. HUMANA INC COMMON STOCK PROPERTY TYPE: SECURITIES					07/21/2010	09/15/2011
91,426.00		54,634.00					36,792.00	
		.3322 HUNTINGTON INGALLS INDUSTRIES PROPERTY TYPE: SECURITIES					04/21/2010	04/19/2011
13.00		13.00						
		79.833 HUNTINGTON INGALLS INDUSTRIES PROPERTY TYPE: SECURITIES					07/21/2010	04/27/2011
3,170.00		2,639.00					531.00	

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)	
		201.167 HUNTINGTON INGALLS INDUSTRIES PROPERTY TYPE: SECURITIES					04/21/2010	04/27/2011
7,987.00		7,947.00					40.00	
		370. INTERNATIONAL BUSINESS MACHINES CAP PROPERTY TYPE: SECURITIES					07/21/2010	12/17/2010
53,702.00		46,739.00					6,963.00	
		3766. ISHARES S&P MID CAP 400/BARRA GROW PROPERTY TYPE: SECURITIES					07/21/2010	03/08/2011
402,685.00		303,366.00					99,319.00	
		2638. ISHARES S&P MID CAP 400/BARRA GROW PROPERTY TYPE: SECURITIES					07/21/2010	09/22/2011
241,416.00		212,501.00					28,915.00	
		5126. ISHARES TRUST RUSSELL 2000 VALUE I PROPERTY TYPE: SECURITIES					07/21/2010	09/22/2011
291,562.00		298,157.00					-6,595.00	
		4772. ISHARES TR S&P MIDCAP 400/BARRA VA PROPERTY TYPE: SECURITIES					07/21/2010	03/08/2011
403,781.00		318,223.00					85,558.00	
		2925. ISHARES TR S&P MIDCAP 400/BARRA VA PROPERTY TYPE: SECURITIES					07/21/2010	09/22/2011
193,854.00		195,055.00					-1,201.00	
		10192. ISHARES TR S&P SMALL-CAP 600/ PROPERTY TYPE: SECURITIES					07/21/2010	01/04/2011
750,689.00		598,423.00					152,266.00	
		720. J P MORGAN CHASE & COCOMMON STOCK PROPERTY TYPE: SECURITIES					11/02/2005	06/21/2011
29,613.00		26,846.00					2,767.00	
		1228. JOHNSON & JOHNSON COMMON STOCK PROPERTY TYPE: SECURITIES					04/21/2009	10/22/2010
78,277.00		72,831.00					5,446.00	
		1210. LAM RESEARCH CORPORATION COMMON ST PROPERTY TYPE: SECURITIES					02/18/2011	09/15/2011
47,897.00		66,259.00					-18,362.00	

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)	
		483. LORILLARD, INC PROPERTY TYPE: SECURITIES					07/21/2010	01/21/2011
35,901.00		36,222.00					-321.00	
		344. LUBRIZOL CORPORATION COMMON STOCK PROPERTY TYPE: SECURITIES					06/22/2010	03/18/2011
46,095.00		30,496.00					15,599.00	
		1150. MARATHON OIL CORPORATION COMMON ST PROPERTY TYPE: SECURITIES					04/27/2011	09/15/2011
28,991.00		36,378.00					-7,387.00	
		575. MARATHON PETROLEUM CORPORATION PROPERTY TYPE: SECURITIES					04/27/2011	07/21/2011
22,936.00		23,638.00					-702.00	
		50000. NATL RURAL UTIL MTN 7.250% 3/01 PROPERTY TYPE: SECURITIES					08/11/2006	03/21/2011
53,035.00		53,969.00					-934.00	
		1105. ORACLE CORPORATION COMMON STOCK PROPERTY TYPE: SECURITIES					03/11/2010	12/17/2010
35,227.00		27,748.00					7,479.00	
		1105. OSHKOSH TRUCK CORPORATION COMMON S PROPERTY TYPE: SECURITIES					06/22/2010	05/20/2011
30,814.00		39,728.00					-8,914.00	
		1383. OSHKOSH TRUCK CORPORATION COMMON S PROPERTY TYPE: SECURITIES					06/22/2010	07/21/2011
41,904.00		48,278.00					-6,374.00	
		620. PETSMART INC COMMON STOCK PROPERTY TYPE: SECURITIES					07/21/2010	11/19/2010
23,237.00		19,722.00					3,515.00	
		590. RAYTHEON COMPANY COMMON STOCK PROPERTY TYPE: SECURITIES					07/21/2010	12/17/2010
26,510.00		28,770.00					-2,260.00	
		5593. SPDR DOW JONES REIT ETF PROPERTY TYPE: SECURITIES					07/21/2010	01/04/2011
347,297.00		296,784.00					50,513.00	

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)	
		168. SCHLUMBERGER LTD COMMON STOCK PROPERTY TYPE: SECURITIES					07/21/2010	11/19/2010
12,602.00		10,139.00					2,463.00	
		292. SCHLUMBERGER LTD COMMON STOCK PROPERTY TYPE: SECURITIES					10/15/2009	11/19/2010
21,903.00		19,637.00					2,266.00	
		870. SECTOR SPDR TR SHS BEN INT-BASIC IN PROPERTY TYPE: SECURITIES					03/18/2011	04/27/2011
34,765.00		35,098.00					-333.00	
		880. SECTOR SPDR TR SHS BEN INT-BASIC IN PROPERTY TYPE: SECURITIES					03/18/2011	05/20/2011
33,624.00		33,651.00					-27.00	
		1017. SECTOR SPDR TR SHS BEN INT-BASIC I PROPERTY TYPE: SECURITIES					03/18/2011	06/21/2011
38,462.00		36,309.00					2,153.00	
		398. SECTOR SPDR TR SHS BEN INT-BASIC IN PROPERTY TYPE: SECURITIES					06/16/2010	06/21/2011
15,052.00		12,410.00					2,642.00	
		1610. SECTOR SPDR TR SHS BEN INT-BASIC I PROPERTY TYPE: SECURITIES					06/16/2010	09/15/2011
55,013.00		50,200.00					4,813.00	
		840. SECTOR SPDR TR SHS BEN INT-UTILITIE PROPERTY TYPE: SECURITIES					08/27/2010	02/18/2011
26,770.00		25,823.00					947.00	
		60000. SIMON PROP GRP LP 5.250% 12/01 PROPERTY TYPE: SECURITIES					03/12/2007	01/04/2011
65,148.00		59,117.00					6,031.00	
		1093. TEVA PHARMACEUTICAL ADR PROPERTY TYPE: SECURITIES					07/21/2010	06/21/2011
51,606.00		59,069.00					-7,463.00	
		755. TRAVELERS COMPANIES INC PROPERTY TYPE: SECURITIES					07/21/2010	01/21/2011
41,481.00		38,845.00					2,636.00	

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)	
		50000. TRAVELERS COS 5.800% 5/15 PROPERTY TYPE: SECURITIES					08/28/2009	01/04/2011
56,079.00		54,338.00					1,741.00	
		630. URS CORPORATION NEW COMMON STOCK PROPERTY TYPE: SECURITIES					06/25/2010	03/18/2011
28,463.00		25,720.00					2,743.00	
		992. URS CORPORATION NEW COMMON STOCK PROPERTY TYPE: SECURITIES					06/25/2010	09/15/2011
32,498.00		40,498.00					-8,000.00	
		105000. U.S. TREASURY NOTES 4.000% 2/1 PROPERTY TYPE: SECURITIES					06/12/2009	03/21/2011
114,068.00		111,079.00					2,989.00	
		240000. U.S. TREASURY BONDS 5.125% 5/1 PROPERTY TYPE: SECURITIES					06/12/2009	03/21/2011
276,252.00		269,813.00					6,439.00	
		25000. U.S. TREASURY NOTES 4.875% 8/15 PROPERTY TYPE: SECURITIES					09/06/2006	03/21/2011
28,505.00		25,151.00					3,354.00	
		105000. U.S. TREASURY NOTES 4.625% 2/1 PROPERTY TYPE: SECURITIES					06/12/2009	03/21/2011
118,424.00		112,863.00					5,561.00	
		160000. U.S. TREASURY NOTES 3.875% 5/1 PROPERTY TYPE: SECURITIES					09/15/2008	03/21/2011
172,212.00		165,519.00					6,693.00	
		55000. UNITED TECH CORP 6.125% 2/01 PROPERTY TYPE: SECURITIES					12/15/2008	07/14/2011
65,624.00		55,376.00					10,248.00	
		4656.457 VANGUARD 500 INDEX FUND-SIGN PROPERTY TYPE: SECURITIES					01/04/2011	03/08/2011
469,930.00		450,000.00					19,930.00	
		669. WELLS FARGO & COMPANY NEW COMMON ST PROPERTY TYPE: SECURITIES					06/02/2010	05/20/2011
18,952.00		19,354.00					-402.00	

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)	
		1481. WELLS FARGO & COMPANY NEW COMMON S PROPERTY TYPE: SECURITIES					03/11/2010	05/20/2011
41,956.00		43,897.00					-1,941.00	
		1170. NOBLE CORP PROPERTY TYPE: SECURITIES					07/21/2010	03/18/2011
51,701.00		37,558.00					14,143.00	
		1136. NOBLE CORP PROPERTY TYPE: SECURITIES					07/21/2010	04/27/2011
46,780.00		36,467.00					10,313.00	
TOTAL GAIN(LOSS)							640,206.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTALS	282.	282.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
IL AG FEE		15.	15.
	TOTALS	15.	15.

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

DESCRIPTION		AMOUNT
ACCRUED DISCOUNT		1,835.
INTRA-PERIOD G/L ADJ		6,008.
ROUNDING		8.
	TOTAL	7,851.

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

DESCRIPTION		AMOUNT
ACCRUED INTEREST		8,776.
	TOTAL	8,776.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
IL

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

OFFICER NAME:
BMO HARRIS BANK N.A.
ADDRESS:
111 WEST MONROE
CHICAGO, IL 60603
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
COMPENSATION .... 140,407.

TOTAL COMPENSATION: 140,407.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SAINT ANTHONY MEDICAL CENTER
ADDRESS:
5666 E. STATE STREET
ROCKFORD, IL 61108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 43,210.

RECIPIENT NAME:
CLAY COUNTY HOSPITAL
ADDRESS:
P.O. BOX 280
FLORA, IL 62839
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 43,210.

RECIPIENT NAME:
EAA AVIATION FOUNDATION
ADDRESS:
P.O. BOX 3065
OSHKOSH, WI 54903
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 43,210.

RECIPIENT NAME:
SWEDISH AMERICAN HOSPITAL
ADDRESS:
1400 CHARLES STREET
ROCKFORD, IL 61104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 43,210.

RECIPIENT NAME:
SALVATION ARMY OF ROCKFORD
ADDRESS:
416 S. MADISON
ROCKFORD, IL 61104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 43,210.

RECIPIENT NAME:
ROCKFORD MEMORIAL HOSPITAL
ADDRESS:
2400 N. ROCKTON AVENUE
ROCKFORD, IL 61103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 43,210.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
YMCA
ATTN: BOARD OF DIRECTORS
ADDRESS:
200 Y BLVD.
ROCKFORD, IL 61107
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 28,807.

TOTAL GRANTS PAID: 288,067.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No. 1545-0092

2010

Name of estate or trust	Employer identification number
FLORENCE C. GREGORY CHARITABLE TR(T)	36-7338985

Note: *Form 5227 filers need to complete **only** Parts I and II.*

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

(a) Description of property (Example. 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	522,069.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	522,069.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					914.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	116,174.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	1,049.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	118,137.

Part III Summary of Parts I and II
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			522,069.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			118,137.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			640,206.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No. 1545-0092

2010

Name of estate or trust: FLORENCE C. GREGORY CHARITABLE TR(T)

Employer identification number: 36-7338985

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

(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 855. ADVANCED AUTO PARTS INC	12/17/2010	03/18/2011	55,386.00	57,353.00	-1,967.00
883. AMERICA MOVIL SPONSORED ADR SER L	07/21/2010	05/20/2011	44,140.00	43,655.00	485.00
769. AMERICAN EXPRESS COMPANY CAPITAL STOCK	06/25/2010	10/22/2010	30,268.00	31,842.00	-1,574.00
630. AMERICAN EXPRESS COMPANY CAPITAL STOCK	07/21/2010	02/18/2011	28,604.00	26,465.00	2,139.00
1065. AMERICAN EXPRESS COMPANY CAPITAL STOCK	06/25/2010	06/21/2011	52,782.00	44,099.00	8,683.00
590. BJ'S WHOLESALE CLUB INC COMMON STOCK	07/21/2010	04/27/2011	29,410.00	26,300.00	3,110.00
1023. BJ'S WHOLESALE CLUB INC COMMON STOCK	07/21/2010	07/21/2011	51,528.00	45,601.00	5,927.00
1180. CIT GROUP INC	01/21/2011	04/27/2011	49,807.00	56,019.00	-6,212.00
1075. CIT GROUP INC	02/18/2011	05/20/2011	44,863.00	49,205.00	-4,342.00
923. CIMAREX ENERGY CO	03/18/2011	07/21/2011	84,142.00	78,189.00	5,953.00
2528. COCA COLA ENTERPRISES INC COMMON STOC	07/21/2010	10/04/2010	81,098.00	71,053.00	10,045.00
1200. COLGATE-PALMOLIVE COMPANY COMMON STOCK	07/21/2010	11/19/2010	94,007.00	100,708.00	-6,701.00
10832. DEL MONTE FOODS COMPANY COMMON STOCK	07/21/2010	12/17/2010	202,338.00	156,750.00	45,588.00
400. DOLLAR TREE INC	07/21/2010	12/17/2010	22,711.00	17,030.00	5,681.00
905. DOLLAR TREE INC	07/21/2010	01/21/2011	46,840.00	38,531.00	8,309.00
491. DOMTAR CORPORATION	08/27/2010	03/18/2011	42,338.00	29,007.00	13,331.00
200000. FFCB 2.900% 3/29/17	03/22/2011	06/29/2011	200,000.00	200,000.00	
200000. FHLB 1.250% 12/23/13	03/22/2011	05/10/2011	200,000.00	200,000.00	
150000. FHLB 2.250% 12/30/15	04/27/2011	06/30/2011	150,000.00	150,000.00	
200000. FHLB V-A 2.000% 10/28/16	04/28/2011	07/28/2011	200,000.00	200,000.00	
200000. FHLB 1.100% 11/18/13	05/04/2011	08/18/2011	200,000.00	200,000.00	
150000. FHLMC 2.250% 12/23/15	03/22/2011	06/23/2011	150,000.00	150,000.00	
100000. FHLMC 1.000% 12/09/13	04/28/2011	09/09/2011	100,000.00	100,000.00	
1020. HUMANA INC COMMON STOCK	10/22/2010	11/19/2010	57,211.00	54,497.00	2,714.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2010

Name of estate or trust: FLORENCE C. GREGORY CHARITABLE TR(T)

Employer identification number: 36-7338985

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

(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 .3322 HUNTINGTON INGALLS INDUSTRIES	04/21/2010	04/19/2011	13.00	13.00	
79.833 HUNTINGTON INGALLS INDUSTRIES	07/21/2010	04/27/2011	3,170.00	2,639.00	531.00
370. INTERNATIONAL BUSINESS MACHINES CAPITAL S	07/21/2010	12/17/2010	53,702.00	46,739.00	6,963.00
3766. ISHARES S&P MID CAP 400/BARRA GROWTH	07/21/2010	03/08/2011	402,685.00	303,366.00	99,319.00
4772. ISHARES TR S&P MIDCAP 400/BARRA VALUE INDE	07/21/2010	03/08/2011	403,781.00	318,223.00	85,558.00
10192. ISHARES TR S&P SMALL-CAP 600/	07/21/2010	01/04/2011	750,689.00	598,423.00	152,266.00
1210. LAM RESEARCH CORPORATION COMMON STOCK	02/18/2011	09/15/2011	47,897.00	66,259.00	-18,362.00
483. LORILLARD, INC	07/21/2010	01/21/2011	35,901.00	36,222.00	-321.00
344. LUBRIZOL CORPORATION COMMON STOCK	06/22/2010	03/18/2011	46,095.00	30,496.00	15,599.00
1150. MARATHON OIL CORPORATION COMMON STOCK	04/27/2011	09/15/2011	28,991.00	36,378.00	-7,387.00
575. MARATHON PETROLEUM CORPORATION	04/27/2011	07/21/2011	22,936.00	23,638.00	-702.00
1105. ORACLE CORPORATION COMMON STOCK	03/11/2010	12/17/2010	35,227.00	27,748.00	7,479.00
1105. OSHKOSH TRUCK CORPORATION COMMON STOCK CL	06/22/2010	05/20/2011	30,814.00	39,728.00	-8,914.00
620. PETSMART INC COMMON STOCK	07/21/2010	11/19/2010	23,237.00	19,722.00	3,515.00
590. RAYTHEON COMPANY COMMON STOCK	07/21/2010	12/17/2010	26,510.00	28,770.00	-2,260.00
5593. SPDR DOW JONES REIT ETF	07/21/2010	01/04/2011	347,297.00	296,784.00	50,513.00
168. SCHLUMBERGER LTD COMMON STOCK	07/21/2010	11/19/2010	12,602.00	10,139.00	2,463.00
870. SECTOR SPDR TR SHS BEN INT-BASIC INDUSTRIES	03/18/2011	04/27/2011	34,765.00	35,098.00	-333.00
880. SECTOR SPDR TR SHS BEN INT-BASIC INDUSTRIES	03/18/2011	05/20/2011	33,624.00	33,651.00	-27.00
1017. SECTOR SPDR TR SHS BEN INT-BASIC INDUSTRIES	03/18/2011	06/21/2011	38,462.00	36,309.00	2,153.00
840. SECTOR SPDR TR SHS BEN INT-UTILITIES	08/27/2010	02/18/2011	26,770.00	25,823.00	947.00
1093. TEVA PHARMACEUTICAL ADR	07/21/2010	06/21/2011	51,606.00	59,069.00	-7,463.00
755. TRAVELERS COMPANIES INC	07/21/2010	01/21/2011	41,481.00	38,845.00	2,636.00
630. URS CORPORATION NEW COMMON STOCK	06/25/2010	03/18/2011	28,463.00	25,720.00	2,743.00

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

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2010

Name of estate or trust: FLORENCE C. GREGORY CHARITABLE TR(T)

Employer identification number: 36-7338985

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

(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 4656.457 VANGUARD 500 INDEX FUND-SIGN	01/04/2011	03/08/2011	469,930.00	450,000.00	19,930.00
669. WELLS FARGO & COMPANY NEW COMMON STOCK	06/02/2010	05/20/2011	18,952.00	19,354.00	-402.00
1170. NOBLE CORP	07/21/2010	03/18/2011	51,701.00	37,558.00	14,143.00
1136. NOBLE CORP	07/21/2010	04/27/2011	46,780.00	36,467.00	10,313.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 522,069.00

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

FLORENCE C. GREGORY CHARITABLE TR(T)

Employer identification number 36-7338985

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 1644. AT&T INC	05/19/2008	02/18/2011	46,559.00	64,422.00	-17,863.00
50000. ABBOTT LABORATORIES 5.125% 4/01/19	02/27/2009	07/14/2011	55,945.00	49,606.00	6,339.00
120. APPLE COMPUTER INC COMMON STOCK	02/13/2008	09/15/2011	47,140.00	15,316.00	31,824.00
50000. BB&T CORP 6.500% 8/01/11	04/20/2007	01/04/2011	51,500.00	52,454.00	-954.00
55000. BANK OF NY MTN 4.950% 11/01/12	12/09/2008	06/15/2011	58,193.00	55,090.00	3,103.00
50000. CATERPILLAR INC 5.700% 8/15/16	09/18/2007	03/21/2011	57,586.00	50,271.00	7,315.00
3688. CISCO SYSTEMS INC COMMON STOCK	12/14/2009	02/18/2011	69,247.00	91,067.00	-21,820.00
60000. CITIGROUP INC SENIOR NOTES	03/12/2007	01/18/2011	60,000.00	63,256.00	-3,256.00
50000. JOHN DEERE CAPITAL CORP NOTES	03/26/2009	06/15/2011	52,386.00	53,125.00	-739.00
55000. DIAGEO CAP PLC 5.125% 1/30/12	03/01/2007	01/04/2011	57,474.00	55,108.00	2,366.00
1235. WALT DISNEY COMPANY COMMON STOCK	07/21/2010	09/15/2011	40,347.00	41,270.00	-923.00
47000. DUPONT EI NEMOUR 5.875% 1/15/14	12/09/2008	10/21/2010	54,125.00	46,780.00	7,345.00
8000. DUPONT EI NEMOUR 5.875% 1/15/14	12/09/2008	03/21/2011	8,933.00	7,962.00	971.00
100000. FHLMC 3.250% 3/18/14	03/11/2009	03/18/2011	100,000.00	99,830.00	170.00
110000. FHLMC 2.750% 4/29/14	04/17/2009	04/29/2011	110,000.00	109,725.00	275.00
41.2 FHLMC POOL #E01007 DTD 08/01/01 6.000% DUE 08/	08/15/2002	10/15/2010	41.00	42.00	-1.00
45.94 FHLMC POOL #E01007 DTD 08/01/01 6.000% DUE 08/	08/15/2002	11/15/2010	46.00	47.00	-1.00
49.34 FHLMC POOL #E01007 DTD 08/01/01 6.000% DUE 08/	08/15/2002	12/15/2010	49.00	51.00	-2.00
43.02 FHLMC POOL #E01007 DTD 08/01/01 6.000% DUE 08/	08/15/2002	01/15/2011	43.00	44.00	-1.00
29.76 FHLMC POOL #E01007 DTD 08/01/01 6.000% DUE 08/	08/15/2002	02/15/2011	30.00	30.00	
31.82 FHLMC POOL #E01007 DTD 08/01/01 6.000% DUE 08/	08/15/2002	03/15/2011	32.00	33.00	-1.00
1253.44 FHLMC POOL #E01007 DTD 08/01/01 6.000% DUE 08/	08/15/2002	03/21/2011	1,322.00	1,284.00	38.00
125000. FEDERAL HOME LOAN MTG CORP DEBENTURES	10/14/2009	03/15/2011	125,000.00	132,214.00	-7,214.00
30000. FHLMC 6.000% 6/15/11	10/19/2004	06/15/2011	30,000.00	33,397.00	-3,397.00
40000. FHLMC 5.500% 9/15/11	10/28/2005	09/15/2011	40,000.00	41,394.00	-1,394.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
FLORENCE C. GREGORY CHARITABLE TR(T)	36-7338985

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 535000. FNMA DTD 11/23/01 5.375% DUE 11/15/2011	08/12/2009	03/21/2011	552,735.00	577,121.00	-24,386.00
480000. FNMA 4.625% 10/15/13	12/01/2009	03/21/2011	522,960.00	499,619.00	23,341.00
313.75 FNMA POOL #254088 DTD 11/01/01 5.500% DUE 12/	08/15/2002	10/25/2010	314.00	320.00	-6.00
316.99 FNMA POOL #254088 DTD 11/01/01 5.500% DUE 12/	08/15/2002	11/25/2010	317.00	323.00	-6.00
252.58 FNMA POOL #254088 DTD 11/01/01 5.500% DUE 12/	08/15/2002	12/25/2010	253.00	258.00	-5.00
253.13 FNMA POOL #254088 DTD 11/01/01 5.500% DUE 12/	08/15/2002	01/25/2011	253.00	258.00	-5.00
334.47 FNMA POOL #254088 DTD 11/01/01 5.500% DUE 12/	08/15/2002	02/25/2011	334.00	341.00	-7.00
8813.01 FNMA POOL #254088 DTD 11/01/01 5.500% DUE 12/	08/15/2002	03/21/2011	9,408.00	8,987.00	421.00
243.25 FNMA POOL #254088 DTD 11/01/01 5.500% DUE 12/	08/15/2002	03/25/2011	243.00	248.00	-5.00
230000. FHLMC 2.500% 1/07/14	10/21/2009	03/21/2011	238,280.00	229,732.00	8,548.00
100000. FHLMC 3.750% 3/27/19	05/18/2009	07/14/2011	107,701.00	100,677.00	7,024.00
120000. FHLMC SER 2941 CMO 5.000% 12/15/30	02/25/2008	03/21/2011	122,100.00	120,563.00	1,537.00
1238.01 FHLMC SER 3089 CMO 5.500% 12/15/29	01/23/2006	10/15/2010	1,238.00	1,251.00	-13.00
1231.58 FHLMC SER 3089 CMO 5.500% 12/15/29	01/23/2006	11/15/2010	1,232.00	1,245.00	-13.00
1225.19 FHLMC SER 3089 CMO 5.500% 12/15/29	01/23/2006	12/15/2010	1,225.00	1,238.00	-13.00
1744.44 FHLMC SER 3089 CMO 5.500% 12/15/29	01/23/2006	01/15/2011	1,744.00	1,763.00	-19.00
2978.21 FHLMC SER 3089 CMO 5.500% 12/15/29	01/23/2006	02/15/2011	2,978.00	3,010.00	-32.00
2163.85 FHLMC SER 3089 CMO 5.500% 12/15/29	01/23/2006	03/15/2011	2,164.00	2,187.00	-23.00
29265.86 FHLMC SER 3089 CMO 5.500% 12/15/29	01/23/2006	03/21/2011	29,559.00	29,581.00	-22.00
2074.08 FHLMC SER R009 CMO 5.750% 12/15/18	07/19/2007	10/15/2010	2,074.00	2,063.00	11.00
1542.34 FHLMC SER R009 CMO 5.750% 12/15/18	07/19/2007	11/15/2010	1,542.00	1,534.00	8.00
1921.07 FHLMC SER R009 CMO 5.750% 12/15/18	07/19/2007	12/15/2010	1,921.00	1,911.00	10.00
1475.74 FHLMC SER R009 CMO 5.750% 12/15/18	07/19/2007	01/15/2011	1,476.00	1,468.00	8.00
1604.5 FHLMC SER R009 CMO 5.750% 12/15/18	07/19/2007	02/15/2011	1,605.00	1,596.00	9.00
1308.61 FHLMC SER R009 CMO 5.750% 12/15/18	07/19/2007	03/15/2011	1,309.00	1,302.00	7.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
FLORENCE C. GREGORY CHARITABLE TR(T)	36-7338985

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 19836.51 FHLMC SER R009 CMO 5.750% 12/15/18	07/19/2007	03/21/2011	20,109.00	19,734.00	375.00
1080.63 FHLMC SER R011 CMO 5.500% 12/15/20	04/18/2007	10/15/2010	1,081.00	1,079.00	2.00
1075.94 FHLMC SER R011 CMO 5.500% 12/15/20	04/18/2007	11/15/2010	1,076.00	1,075.00	1.00
1279.77 FHLMC SER R011 CMO 5.500% 12/15/20	04/18/2007	12/15/2010	1,280.00	1,278.00	2.00
1173.1 FHLMC SER R011 CMO 5.500% 12/15/20	04/18/2007	01/15/2011	1,173.00	1,172.00	1.00
893.72 FHLMC SER R011 CMO 5.500% 12/15/20	04/18/2007	02/15/2011	894.00	893.00	1.00
703.88 FHLMC SER R011 CMO 5.500% 12/15/20	04/18/2007	03/15/2011	704.00	703.00	1.00
18397.14 FHLMC SER R011 CMO 5.500% 12/15/20	04/18/2007	03/21/2011	18,765.00	18,376.00	389.00
2268.32 FHLMC SER R012 CMO 5.500% 12/15/20	07/19/2007	10/15/2010	2,268.00	2,227.00	41.00
2360.43 FHLMC SER R012 CMO 5.500% 12/15/20	07/19/2007	11/15/2010	2,360.00	2,318.00	42.00
2666.28 FHLMC SER R012 CMO 5.500% 12/15/20	07/19/2007	12/15/2010	2,666.00	2,618.00	48.00
2325.41 FHLMC SER R012 CMO 5.500% 12/15/20	07/19/2007	01/15/2011	2,325.00	2,283.00	42.00
1725.31 FHLMC SER R012 CMO 5.500% 12/15/20	07/19/2007	02/15/2011	1,725.00	1,694.00	31.00
1638.14 FHLMC SER R012 CMO 5.500% 12/15/20	07/19/2007	03/15/2011	1,638.00	1,608.00	30.00
27356.74 FHLMC SER R012 CMO 5.500% 12/15/20	07/19/2007	03/21/2011	27,767.00	26,861.00	906.00
95000. FNMA 4.875% 5/18/12	01/16/2009	06/15/2011	99,047.00	104,182.00	-5,135.00
55000. GEORGIA POWER CO 5.700% 6/01/17	12/09/2008	01/04/2011	62,354.00	53,860.00	8,494.00
150. GOLDMAN SACHS GROUP INC COMMON STOCK	01/15/2010	02/18/2011	25,177.00	25,753.00	-576.00
225. GOLDMAN SACHS GROUP INC COMMON STOCK	08/14/2009	04/27/2011	34,418.00	34,760.00	-342.00
50000. HSBC FINANCE 6.750% 5/15/11	03/12/2007	05/15/2011	50,000.00	55,170.00	-5,170.00
853. HEWLETT PACKARD COMPANY COMMON STOCK	03/11/2010	05/20/2011	30,844.00	34,094.00	-3,250.00
1180. HUMANA INC COMMON STOCK	07/21/2010	09/15/2011	91,426.00	54,634.00	36,792.00
201.167 HUNTINGTON INGALLS INDUSTRIES	04/21/2010	04/27/2011	7,987.00	7,947.00	40.00
2638. ISHARES S&P MID CAP 400/BARRA GROWTH	07/21/2010	09/22/2011	241,416.00	212,501.00	28,915.00
5126. ISHARES TRUST RUSSELL 2000 VALUE INDEX FU	07/21/2010	09/22/2011	291,562.00	298,157.00	-6,595.00

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

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

FLORENCE C. GREGORY CHARITABLE TR(T)

Employer identification number 36-7338985

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 2925. ISHARES TR S&P MIDCAP 400/BARRA VALUE INDE	07/21/2010	09/22/2011	193,854.00	195,055.00	-1,201.00
720. J P MORGAN CHASE & COCOMMON STOCK	11/02/2005	06/21/2011	29,613.00	26,846.00	2,767.00
1228. JOHNSON & JOHNSON COMMON STOCK	04/21/2009	10/22/2010	78,277.00	72,831.00	5,446.00
50000. NATL RURAL UTIL MTN 7.250% 3/01/12	08/11/2006	03/21/2011	53,035.00	53,969.00	-934.00
1383. OSHKOSH TRUCK CORPORATION COMMON STOCK CL	06/22/2010	07/21/2011	41,904.00	48,278.00	-6,374.00
292. SCHLUMBERGER LTD COMMON STOCK	10/15/2009	11/19/2010	21,903.00	19,637.00	2,266.00
398. SECTOR SPDR TR SHS BEN INT-BASIC INDUSTRIES	06/16/2010	06/21/2011	15,052.00	12,410.00	2,642.00
1610. SECTOR SPDR TR SHS BEN INT-BASIC INDUSTRIES	06/16/2010	09/15/2011	55,013.00	50,200.00	4,813.00
60000. SIMON PROP GRP LP 5.250% 12/01/16	03/12/2007	01/04/2011	65,148.00	59,117.00	6,031.00
50000. TRAVELERS COS 5.800% 5/15/18	08/28/2009	01/04/2011	56,079.00	54,338.00	1,741.00
992. URS CORPORATION NEW COMMON STOCK	06/25/2010	09/15/2011	32,498.00	40,498.00	-8,000.00
105000. U.S. TREASURY NOTES 4.000% 2/15/14	06/12/2009	03/21/2011	114,068.00	111,079.00	2,989.00
240000. U.S. TREASURY BONDS 5.125% 5/15/16	06/12/2009	03/21/2011	276,252.00	269,813.00	6,439.00
25000. U.S. TREASURY NOTES 4.875% 8/15/16	09/06/2006	03/21/2011	28,505.00	25,151.00	3,354.00
105000. U.S. TREASURY NOTES 4.625% 2/15/17	06/12/2009	03/21/2011	118,424.00	112,863.00	5,561.00
160000. U.S. TREASURY NOTES 3.875% 5/15/18	09/15/2008	03/21/2011	172,212.00	165,519.00	6,693.00
55000. UNITED TECH CORP 6.125% 2/01/19	12/15/2008	07/14/2011	65,624.00	55,376.00	10,248.00
1481. WELLS FARGO & COMPANY NEW COMMON STOCK	03/11/2010	05/20/2011	41,956.00	43,897.00	-1,941.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 116,174.00

• Details of assets in your account

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CASH & SHORT-TERM							
INVESCO STIT-GOVERN TAXADVANT	288,059 240	1 0000	288,059 24	288,059 24	0 00	57 83	0 02%
INVESCO STIT-GOVERN TAXADVANT (INCOME INVESTMENT)	91,382 300	1 0000	91,382 30	91,382 30	0 00	18 34	0 02%
TOTAL CASH & SHORT-TERM			**$379,441 54**	**$379,441 54**	**$0 00**	**$76 17**	**02%**
FIXED INCOME/LOW VOLATILITY							
U S government bonds							
FEDERAL FARM CREDIT BANK DTD 11/07/2006 5 000% 11/07/2016 NON CALLABLE MOODYS AAA S&P AA+	100,000 000	116 7280	116,728 00	115,369 00	1,359 00	5,000 00	4 28%
FEDERAL FARM CREDIT BANK DTD 12/12/2007 4 625% 12/15/2017 NON CALLABLE MOODYS AAA S&P AA+	100,000 000	116 6930	116,693 00	110,200 00	6,493 00	4,625 00	3 96%
FEDERAL FARM CREDIT BANK DTD 03/28/2011 3 400% 03/28/2018 CALLABLE MOODYS AAA S&P AA+	150,000 000	101.2780	151,917 00	150,000 00	1,917.00	5,100 00	3 36%
FEDERAL FARM CREDIT BANK DTD 12/29/2000 6 125% 12/29/2015 NON CALLABLE MOODYS AAA S&P AA+	100,000 000	120 7720	120,772 00	121,019 00	-247 00	6,125 00	5 07%
FEDERAL HOME LOAN BANK DTD 11/26/2008 4 000% 12/13/2013 NON CALLABLE MOODYS AAA S&P AA+	100,000 000	107 6670	107 667 00	108,000 00	-333 00	4,000 00	3 71%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
FEDERAL HOME LOAN BANK DTD 11/13/2009 4 125% 12/13/2019 NON CALLABLE MOODYS AAA S&P AA+	100 000 000	114 3140	114,314 00	114,350 00	-36 00	4,125 00	3 61%
FEDERAL HOME LOAN BANK DTD 06/21/2011 3 700% 06/21/2021 CALLABLE MOODYS N/A S&P AA+	175,000 000	101 2980	177,271 50	175,000 00	2,271 50	6,475 00	3 65%
FEDERAL HOME LOAN MORTGAGE CORP DTD 03/27/2009 3 750% 03/27/2019 NON CALLABLE MOODYS AAA S&P AA+	165,000 000	112 9710	186 402 15	164,224 89	22,177 26	6,187 50	3 32%
FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #E01007-15 YR GTD MTGE DTD 08/01/2001 6 000% 08/01/2016 NON CALLABLE MOODYS N/A S&P N/A	0 020	106 8510	0 02	0 02	0 00	0 00	0 00%
FEDERAL HOME LOAN MORTGAGE CORP DTD 06/29/2010 1 100% 12/27/2012 NON CALLABLE MOODYS AAA S&P AA+	200 000 000	100 9540	201 908 00	201,632 00	276 00	2,200 00	1 09%
FEDERAL HOME LOAN MORTGAGE CORP MEDIUM TERM NOTE DTD 04/14/2011 1 800% 10/14/2014 CALLABLE MOODYS AAA S&P AA+	150,000 000	100 0420	150,063 00	150,000 00	63.00	2,700 00	1.80%
FEDERAL HOME LOAN MORTGAGE CORP DTD 12/09/2009 2 520% 12/09/2014 NON CALLABLE MOODYS AAA S&P AA+	150,000 000	105.5770	158,365 50	157,111 50	1,254 00	3,780 00	2 39%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
UNITED STATES TREASURY TIPS TREASURY INFLATION INDEX DTD 01/17/2006 2 000% 01/15/2016 NON CALLABLE MOODYS AAA S&P N/A	227 648 000	111 1410	253,010 26	252,435 99	574 27	4,552 96	1 80%
Total U S government bonds			**$1,855,111 43**	**$1,819,342 40**	**$35,769 03**	**$54,870 46**	**2 96%**
Corporate and other taxable							
Corporate							
AMGEN INC DTD 11/18/2004 4 850% 11/18/2014 NON CALLABLE MOODYS A3 S&P A+	100,000 000	111 4410	111,441 00	110,000 00	1,441 00	4,850 00	4 35%
AT&T INC DTD 05/13/2008 5 600% 05/15/2018 NON CALLABLE MOODYS A2 S&P A-	55,000 000	115 6260	63,594 30	54,953 80	8,640 50	3,080 00	4 84%
BANK OF AMERICA CORP DTD 08/23/2007 6 000% 09/01/2017 NON CALLABLE MOODYS BAA1 S&P A	100,000 000	96 2100	96,210 00	108,459 00	-12,249 00	6,000 00	6 24%
BANK OF AMERICA CORPORATION DTD 11/07/2002 5 125% 11/15/2014 MOODYS BAA1 S&P A	50,000 000	97 9640	48,982 00	50,962 05	-1,980 05	2,562 50	5 23%
CISCO SYSTEMS INC DTD 02/22/2006 5 500% 02/22/2016 CALLABLE MOODYS A1 S&P A-	50,000 000	115 2970	57,648 50	48,471 00	9,177 50	2,750 00	4 77%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CITIGROUP INC DTD 05/12/2008 6 125% 05/15/2018 NON CALLABLE MOODYS A3 S&P A	100,000 000	107 2600	107,260 00	109,780 00	-2,520.00	6,125 00	5 71%
COMCAST CORP DTD 03/01/2010 5 150% 03/01/2020 NON CALLABLE MOODYS BAA1 S&P BBB+	150 000 000	112.8700	169,305 00	157,785 00	11,520 00	7,725 00	4 56%
CONAGRA FOODS INC DTD 04/14/2009 7 000% 04/15/2019 NON CALLABLE MOODYS BAA2 S&P BBB	100 000 000	120 4290	120,429 00	115,950 00	4,479 00	7,000 00	5 81%
CONAGRA FOODS INC DTD 06/15/2007 5 819% 06/15/2017 NON CALLABLE MOODYS BAA2 S&P BBB	100,000 000	109 7190	109,719 00	110,738 00	-1,019 00	5,819 00	5 30%
CONOCOPHILLIPS DTD 02/03/2009 4 750% 02/01/2014 NON CALLABLE MOODYS A1 S&P A	50,000 000	108 8170	54,408 50	50,930 00	3,478 50	2,375 00	4 36%
CREDIT SUISSE FB USA INC DTD 01/09/2004 5 125% 01/15/2014 NON-CALLABLE MOODYS AA1 S&P A+	50,000 000	104 7800	52,390 00	50,799 45	1,590 55	2,562 50	4 89%
EATON CORP DTD 05/20/2008 5 600% 05/15/2018 NON CALLABLE MOODYS A3 S&P A-	55,000 000	118 8020	65,341 10	53,927.50	11,413 60	3,080 00	4 71%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
EXELON GENERATION CO LLC DTD 09/23/2009 5 200% 10/01/2019 NON CALLABLE MOODYS A3 S&P BBB	100,000 000	107 9380	107,938 00	103,580 00	4,358 00	5,200 00	4 82%
GENERAL ELECTRIC CAP CORPORTION MEDIUM TERM NOTES SER A DTD 02/15/2002 5 875% 02/15/2012 MOODYS AA2 S&P AA+	55,000 000	101 9100	56,050 50	55,135 85	914 65	3,231 25	5 76%
GOLDMAN SACHS GROUP INC DTD 01/18/2008 5 950% 01/18/2018 NON CALLABLE MOODYS A1 S&P A	50,000 000	102 9540	51,477 00	50,613 50	863 50	2,975 00	5 78%
JPMORGAN CHASE & CO DTD 02/25/2005 4 750% 03/01/2015 NON CALLABLE MOODYS AA3 S&P A+	50,000 000	105 9220	52,961 00	48,132 00	4,829 00	2,375 00	4 48%
KROGER CO DTD 01/16/2008 6 150% 01/15/2020 NON CALLABLE MOODYS BAA2 S&P BBB	100,000 000	120 0260	120,026 00	114,926 00	5,100 00	6,150 00	5 12%
MERRILL LYNCH & CO DTD 08/28/2007 6 400% 08/28/2017 NON CALLABLE MOODYS BAA1 S&P A	250,000 000	96 9540	242,385 00	276,902 50	-34,517 50	16,000 00	6.60%
MORGAN STANLEY DTD 02/26/2003 5 300% 03/01/2013 MOODYS A2 S&P A	30,000 000	100 8350	30,250 50	30,640.20	-389 70	1,590 00	5 26%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
ORACLE CORP DTD 04/09/2008 4 950% 04/15/2013 NON CALLABLE MOODYS A1 S&P A	55,000 000	106 4210	58,531 55	56,118 15	2,413 40	2,722 50	4 65%
PHILIP MORRIS INTL INC DTD 03/26/2010 4 500% 03/26/2020 NON CALLABLE MOODYS A2 S&P A	100,000 000	111.2460	111,246 00	103,886 00	7,360 00	4,500 00	4 04%
RYDER SYSTEM INC MEDIUM TERM NOTE DTD 11/01/2006 5 850% 11/01/2016 NON CALLABLE MOODYS BAA1 S&P BBB+	150,000 000	115 4100	173,115 00	166,875 00	6,240 00	8,775 00	5 07%
TARGET CORP DTD 07/16/2010 3 875% 07/15/2020 NON CALLABLE MOODYS A2 S&P A+	100,000 000	108 4090	108,409 00	99,542 00	8,867 00	3,875 00	3 57%
VERIZON GLOBAL FDG CORP DTD 09/13/2005 4 900% 09/15/2015 NON CALLABLE MOODYS A3 S&P A-	50,000 000	112 1650	56,082 50	48,301 00	7,781 50	2,450 00	4 37%
WALT DISNEY COMPANY MEDIUM TERM NOTE DTD 12/22/2008 4 500% 12/15/2013 NON CALLABLE MOODYS A2 S&P. A	55,000 000	108 0230	59,412 65	56,505 90	2,906 75	2,475 00	4 17%
WELLS FARGO COMPANY DTD 12/10/2007 5 625% 12/11/2017 NON CALLABLE MOODYS A2 S&P AA-	55,000 000	113 0940	62,201 70	52,432 05	9,769 65	3,093 75	4 97%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
International								
ROYAL BK OF SCOTLAND PLC DTD 01/11/2011 6 125% 01/11/2021 NON CALLABLE MOODYS AA3 S&P A+		100,000 000	98 8570	98,857 00	102,511 00	-3,654 00	6,125 00	6 20%
TEVA PHARMA FIN II/III DTD 06/18/2010 3 000% 06/15/2015 NON CALLABLE MOODYS A3 S&P A-		150,000 000	104 8250	157,237 50	152,397 00	4,840 50	4,500 00	2 86%
TOTAL CAPITAL SA DTD 01/28/2011 4 125% 01/28/2021 NON CALLABLE MOODYS AA1 S&P AA-		100,000 000	108 8420	108 842 00	100,450 00	8,392 00	4,125 00	3 79%
Taxable funds								
ISHARES BARCLAYS TIPS BOND FUND	TIP	3,286 000	114 3000	375,589 80	366,106 68	9,483 12	15,910 81	4 24%
ISHARES BARCLAYS 1-3 YEAR CREDIT BOND FUND	CSJ	3 840 000	103 9800	399,283 20	399,897 07	-613 87	8,225 28	2 06%
POWERSHARES PREFERRED PORTFOLIO	PGX	7,022 000	13 5800	95,358 76	100,449 71	-5,090 95	6,684 94	7 01%
VANGUARD TOTAL BOND MARKET INDEX FUND	VBTSX	26,978 417	11 0300	297,571 94	300,000 00	-2,428 06	9,577 34	3 22%
Other								
CASA GRANDE ARIZONA GENERAL OBLIGATION DTD 08/20/2009 4 050% 04/01/2013 NON CALLABLE MOODYS N/R S&P AA		100,000 000	103 6990	103 699 00	104,477 00	-778 00	4,050 00	3 91%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CLARK CNTY NEVADA REVENUE BOND DTD 12/08/2010 5 000% 07/01/2019 NON CALLABLE MOODYS AA1 S&P AA+		175 000.000	111 5400	195,195 00	193,978.75	1,216 25	8,750 00	4 48%
KENTUCKY ASSET / LIABILITY COMMN FACILITIES REVENUE DTD 03/03/2011 3 928% 04/01/2016 NON CALLABLE MOODYS AA3 S&P A+		150,000 000	106 1770	159,265 50	158,413 50	852 00	5,892 00	3 70%
KENTUCKY STATE FACILITIES REVENUE DTD 07/07/2011 1 270% 08/01/2013 NON CALLABLE MOODYS AA3 S&P A+		125,000 000	100 1410	125,176 25	125,172 50	3 75	1,587 50	1 27%
MET GOVT NASHVILLE TENNESSEE REVENUE BOND DTD 04/21/2010 5 817% 07/01/2021 NON CALLABLE MOODYS AA2 S&P A		100,000 000	115 0710	115,071 00	112,060 00	3,011 00	5,817 00	5 05%
Total Corporate and other taxable				**$4,577,961 75**	**$4,502,259 16**	**$75,702 59**	**$200,586 37**	**4 38%**
Alternatives-Low Volatility								
Opportunistic low volatility								
PIMCO HIGH YIELD FUND INSTL CL	PHIYX	13,903 743	8.6100	119,711 23	130,000.00	-10,288 77	9,593 58	8 01%
SPDR BARCLAYS CAPITAL HIGH YIELD BOND FUND	JNK	9,192 000	36 1900	332,658 48	365,930.68	-33,272 20	29,101 87	8.75%
Total Alternatives-Low Volatility				**$452,369 71**	**$495,930 68**	**-$43,560 97**	**$38,695 45**	**8 55%**
TOTAL FIXED INCOME/LOW VOLATILITY				**$6,885,442 89**	**$6,817,532 24**	**$67,910 65**	**$294,152 28**	**4 27%**

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
EQUITY/HIGH VOLATILITY								
U S equity								
ACCENTURE PLC CL A AMERICAN DEPOSITORY RECEIPT Information technology	ACN	1,927 000	52 6800	101,514 36	74,669 52	26,844 84	2,601 45	2 56%
AMERIPRISE FINANCIAL INC Financials	AMP	1,170 000	39 3600	46,051 20	70,297 11	-24,245 91	1,076 40	2 34%
AMGEN INC Health care	AMGN	1,607 000	54 9600	88,320 72	88,946 05	-625 33	1,799 84	2 04%
APPLE INC Information technology	AAPL	633 000	381 3200	241,375 56	44,769 91	196,605 65	0 00	0 00%
ASTRAZENECA PLC AMERICAN DEPOSITORY RECEIPT Health care	AZN	2,687 000	44 3600	119,195 32	136,635 32	-17,440 00	7,254 90	6 09%
AUTOZONE INC Consumer discretionary	AZO	293 000	319 1900	93,522 67	60,747.69	32,774.98	0.00	0.00%
CBS CORPORATION CLASS B W/I Consumer discretionary	CBS	1,830 000	20 3800	37,295 40	43,149 75	-5,854 35	732.00	1 96%
CHUBB CORP Financials	CB	1,310 000	59 9900	78,586 90	67,775 86	10,811 04	2,043 60	2 60%
CLIFFS NATURAL RESOURCES INC Materials	CLF	545 000	51 1700	27,887 65	46,302 17	-18,414 52	610 40	2 19%
COCA COLA ENTERPRISES INC Consumer staples	CCE	2,528 000	24 8800	62,896 64	55,818 24	7,078 40	1,314 56	2 09%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY X	CURRENT UNIT VALUE =	CURRENT TOTAL MARKET VALUE -	FEDERAL TAX COST =	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
COMCAST CORP-CL A CL A COMMON STOCK Consumer discretionary	CMCSA	1 940 000	20 9200	40,584 80	47,491 20	-6,906.40	873.00	2.15%
CONOCOPHILLIPS Energy	COP	2,850 000	63 3200	180,462 00	154,871 27	25,590 73	7,524 00	4.17%
CORN PRODS INTL INC Consumer staples	CPO	2,595 000	39 2400	101 827 80	111,676 45	-9,848 65	1,660 80	1 63%
CUMMINS INC Industrials	CMI	885 000	81 6600	72,269 10	96,497 70	-24,228 60	1,416 00	1 96%
DOLLAR TREE INC Consumer discretionary	DLTR	785 000	75 1400	58,984 90	33,421 84	25,563 06	0 00	0 00%
DU PONT E I DE NEMOURS & CO Materials	DD	1,320 000	39 9700	52,760 40	72,547 20	-19,786 80	2,164 80	4 10%
ENDO PHARMACEUTICALS HLDGS INC Health care	ENDP	2,036 000	27 9900	56,987 64	57,203 45	-215 81	0 00	0 00%
EXXON MOBIL CORPORATION Energy	XOM	2,768 000	72 6300	201,039 84	206,660 87	-5,621 03	5,203 84	2 59%
GENERAL ELECTRIC CORP Industrials	GE	6,835 000	15 2200	104,028 70	103,276 85	751 85	4,101 00	3 94%
GLOBAL PAYMENTS INC Information technology	GPN	1,430 000	40 3900	57,757 70	75,627 41	-17,869 71	114 40	0 20%
GOOGLE INC-CL A COMMON STOCK CL A Information technology	GOOG	127 000	515 0400	65,410 08	75,709 83	-10,299 75	0 00	0 00%
INTERNATIONAL BUSINESS MACHINES CORP CAPITAL STOCK Information technology	IBM	1,192.000	174 8700	208,445 04	150,575 35	57,869 69	3,576 00	1.72%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
ISHARES DOW JONES U S. TELECOMMUNICATIONS SECTOR INDEX FUND Telecommunication services	IYZ	4,141 000	20.3900	84,434 99	81,142 90	3,292.09	2,728 92	3 23%
JP MORGAN CHASE & CO Financials	JPM	1,171 000	30.1200	35,270 52	38,169 45	-2,898 93	1,171 00	3 32%
KBR INC Industrials	KBR	4,110 000	23 6300	97,119 30	98,334 84	-1,215 54	822 00	0 85%
KROGER CO Consumer staples	KR	3,115 000	21 9600	68,405 40	79,308 68	-10,901 26	1,432 90	2 09%
LILLY ELI & CO Health care	LLY	3,600 000	36 9700	133,092 00	138,781 74	-5,689 74	7,056 00	5 30%
MACY'S INC Consumer discretionary	M	3,332 000	26 3200	87,698 24	62,854 18	24,844 06	1,332 80	1 52%
MATERIALS SELECT SPDR SECTOR INDEX FUND Materials	XLB	3,977 000	29 3550	116,744 84	123,076.08	-6,331.24	3,241 26	2.78%
MCKESSON CORP Health care	MCK	2 082 000	72 7000	151,361 40	102,447 13	48,914 27	1,665 60	1 10%
MICROSOFT CORP Information technology	MSFT	2 650 000	24 8900	65,958 50	71,205 24	-5,248 74	2,120 00	3 21%
NEXTERA ENERGY INC Utilities	NEE	957 000	54 0200	51,697 14	52,094 20	-397 06	2,105 40	4 07%
NORTHROP GRUMMAN CORPORATION Industrials	NOC	1,688 000	52 1700	88,062 96	98,977 05	-10,914 09	3,376.00	3 83%
NOVELLUS SYSTEMS INC Information technology	NVLS	4 803 000	27 2600	130,929.78	149,196 69	-18,266 91	0 00	0 00%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
OCCIDENTAL PETE CORP Energy	OXY	1,914 000	71 5000	136,851 00	160,706 77	-23,855.77	3,521.76	2 57%
ORACLE CORPORATION Information technology	ORCL	7,118 000	28 7400	204,571 32	130,210 82	74,360 50	1,708 32	0 83%
PETSMART INC Consumer discretionary	PETM	1,571 000	42 6500	67,003 15	49,973 04	17,030 11	879 76	1 31%
PFIZER INC Health care	PFE	3,110 000	17 6800	54,984 80	57,441 39	-2,456 59	2,488 00	4 52%
PROCTER & GAMBLE CO Consumer staples	PG	1,130 000	63 1800	71,393 40	70,353 69	1,039 71	2,373 00	3 32%
RAYTHEON COMPANY COMMON STOCK NEW Industrials	RTN	1,715 000	40 8700	70,092 05	83,627 86	-13,535.81	2,949 80	4 21%
SANDISK CORP Information technology	SNDK	1,190 000	40.3550	48,022.45	51,268 06	-3,245.61	0 00	0 00%
SCHLUMBERGER LTD Energy	SLB	1,241 000	59 7300	74,124 93	80,988 23	-6,863 30	1,241 00	1 67%
SEAGATE TECHNOLOGY PLC Information technology	STX	2,770 000	10 2750	28,461 75	37,012 46	-8,550 71	1,994 40	7 01%
SIEMENS A G SPONSORED AMERICAN DEPOSITORY RECEIPT Industrials	SI	790 000	89 7900	70,934 10	103,519 35	-32,585 25	2,129 84	3 00%
TJX COS INC Consumer discretionary	TJX	2,346 000	55 4700	130,132 62	103,559 71	26,572 91	1,782 96	1 37%
TRAVELERS COMPANIES INC Financials	TRV	2,432 000	48.7300	118,511 36	117,537 74	973 62	3,988 48	3 36%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
US BANCORP NEW Financials	USB	6,420 000	23 5400	151,126 80	165,530 00	-14,403 20	3,210 00	2 12%
UTILITIES SELECT SECTOR SPDR SHS BEN INT-UTILITIES Utilities	XLU	4,968 000	33.6200	167,024 16	147,382 29	19,641 87	6,711.77	4 02%
VERIZON COMMUNICATIONS Telecommunication services	VZ	1,580 000	36 8000	58,144 00	56,674 44	1,469 56	3,160 00	5 43%
WAL MART STORES INC Consumer staples	WMT	2,634 000	51 9000	136,704 60	130,055 57	6,649 03	3,845 64	2 81%
WALGREEN CO Consumer staples	WAG	3,625 000	32 8900	119,226 25	139,743 64	-20,517 39	3,262 50	2 74%
WATSON PHARMACEUTICALS INC Health care	WPI	2,138 000	68 2500	145,918 50	93,691 65	52,226 85	0 00	0 00%
WELLS FARGO & CO Financials	WFC	4,231 000	24.1200	102,051 72	114,438 98	-12,387 26	2,030 88	1 99%
Total U S equity				**$5,163,258 45**	**$4,863,972 89**	**$299,285 56**	**$118,396 98**	**2 29%**
U S equity funds								
ISHARES S&P MIDCAP 400 GROWTH INDEX Small cap growth	IJK	2,865 000	89 8400	257,391 60	230,786 64	26,604 96	1,839 33	0 71%
ISHARES S&P MIDCAP 400/BARRA VALUE INDEX FUND Small cap value	IJJ	3,520 000	66 0100	232,355 20	234,732 61	-2,377 41	4,660 48	2 01%
ISHARES TR RUSSEL 2000 VALUE INDEX Small cap value	IWN	6,865 000	57 0300	391,567 98	399,365 01	-7,797 03	9,468 21	2 42%
VANGUARD SMALL-CAP INDEX FUND Small cap diversified equity	VSISX	9 538 950	26 5000	252 782 18	299,999 99	-47,217 81	3,453 10	1 37%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Total U S equity funds				$1,134,096 96	$1,164,884 25	-$30,787 29	$19,421 12	1 71%
International								
ACE LIMITED Financials	ACE	2,210 000	60.6000	133,926 00	115,823 04	18,102 96	3,094 00	2.31%
ISHARES MSCI EAFE VALUE INDEX FUND Developed large cap	EFV	13,117 000	41 4900	544,224 33	583,903.26	-39,678 93	25,066 59	4 61%
ISHARES TR MSCI EAFE GROWTH INDEX Developed large cap	EFG	11,411 000	49 8400	568,724 24	585,856 72	-17,132 48	13,932 83	2 45%
VANGUARD MSCI EMERGING MARKETS ETF Emerging	VWO	9,078 000	35 8300	325,264 74	370,156 36	-44,891 62	7,398 57	2 27%
WISDOMTREE INTERNATIONAL SMALLCAP DIVIDEND FUND Developed small cap	DLS	4,604 000	43 5600	200,550 24	199,029 08	1,521 16	8,641 71	4 31%
Total International				$1,772,689 55	$1,854,768 46	-$82,078 91	$58,133 70	3 28%
Commodities								
PIMCO COMMODITY REALRETURN STRATEGY FUND Commodities	PCRIX	32,679 739	7 3900	241,503 27	300,000 00	-58,496 73	44,248 37	18 32%
Total Commodities				$241,503 27	$300,000 00	-$58,496 73	$44,248 37	18 32%
TOTAL EQUITY/HIGH VOLATILITY				$8,311,548 23	$8,183,625 60	$127,922 63	$240,200 17	2 89%
TOTAL ASSETS IN YOUR ACCOUNT				$15,576,432 66	$15,380,599 38	$195,833.28	$534,428 62	3 43%