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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning OCT 1, 2010, and ending SEP 30, 2011

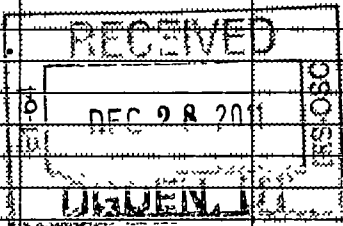
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation M.E. DAVENPORT FUND A PRIVATE FOUNDATION, INC.		A Employer identification number 38-2646809
Number and street (or P.O. box number if mail is not delivered to street address) 433 EAST FULTON	Room/suite	B Telephone number (616) 234-6280
City or town, state, and ZIP code GRAND RAPIDS, MI 49503		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 15,340,689. (Part I, column (d) must be on cash basis.)	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	4,000.		N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	783.	783.		STATEMENT 1
4	Dividends and interest from securities	507,688.	507,688.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	175,718.			
b	Gross sales price for all assets on line 6a	18,159,329.			
7	Capital gain net income (from Part IV, line 2)		175,718.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	688,189.	684,189.		
13	Compensation of officers, directors, trustees, etc.	74,038.	13,865.		60,173.
14	Other employee salaries and wages	6,374.	0.		6,374.
15	Pension plans, employee benefits	24,343.	5,619.		18,724.
16a	Legal fees STMT 3	4,093.	0.		4,093.
b	Accounting fees STMT 4	34,706.	34,706.		0.
c	Other professional fees STMT 5	75,196.	73,502.		1,694.
17	Interest				
18	Taxes STMT 6	-14,188.	-14,188.		0.
19	Depreciation and depletion	1,649.	1,649.		
20	Occupancy	2,460.	2,214.		246.
21	Travel, conferences, and meetings	5,026.	1,005.		4,021.
22	Printing and publications				
23	Other expenses STMT 7	5,799.	5,219.		580.
24	Total operating and administrative expenses. Add lines 13 through 23	219,496.	123,591.		95,905.
25	Contributions, gifts, grants paid	734,171.			734,171.
26	Total expenses and disbursements. Add lines 24 and 25	953,667.	123,591.		830,076.
27	Subtract line 26 from line 12	-265,478.			
a	Excess of revenue over expenses and disbursements		560,598.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)			N/A	

SCANNED JAN 05 2011

Operating and Administrative Expenses



17P

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		88,378.	86,140.	86,140.
	2	Savings and temporary cash investments		627,492.	353,933.	353,933.
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 8	1,653,812.	1,247,034.	1,247,034.	
	b	Investments - corporate stock STMT 9	10,601,312.	9,861,230.	9,861,230.	
	c	Investments - corporate bonds STMT 10	3,921,319.	3,645,227.	3,645,227.	
11	Investments - land, buildings, and equipment basis	65,000.				
	Less accumulated depreciation		65,000.	65,000.	65,000.	
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis	14,031.				
	Less accumulated depreciation	11,851.	3,829.	2,180.	2,180.	
15	Other assets (describe STATEMENT 11)	68,453.	79,945.	79,945.		
16	Total assets (to be completed by all filers)	17,029,595.	15,340,689.	15,340,689.		
Liabilities	17	Accounts payable and accrued expenses	36,357.	18,809.		
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)	36,357.	18,809.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	16,993,238.	15,321,880.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	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	16,993,238.	15,321,880.			
31	Total liabilities and net assets/fund balances	17,029,595.	15,340,689.			

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	16,993,238.
2	Enter amount from Part I, line 27a	2	-265,478.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	16,727,760.
5	Decreases not included in line 2 (itemize) UNREALIZED LOSS ON INVESTMENTS	5	1,405,880.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,321,880.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED STATEMENT	P		
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 18,159,329.		17,983,611.	175,718.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			175,718.
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	175,718.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	770,236.	16,344,671.	.047125
2008	627,745.	15,575,472.	.040303
2007	719,184.	14,549,402.	.049430
2006	658,440.	14,859,913.	.044310
2005	639,970.	14,191,192.	.045096

2 Total of line 1, column (d)	2	.226264
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	.045253
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	16,730,301.
5 Multiply line 4 by line 3	5	757,096.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,606.
7 Add lines 5 and 6	7	762,702.
8 Enter qualifying distributions from Part XII, line 4	8	830,076.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	5,606.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,606.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	5,606.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	5,400.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,400.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	206.	
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MS. MARGARET MOCERI Telephone no ► (616) 234-6280 Located at ► 433 E. FULTON STREET, GRAND RAPIDS, MI ZIP+4 ► 49503			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No N/A

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		76,338.	5,728.	0.

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

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

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

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 DAVENPORT UNIVERSITY	
	432,143.
2 GRAND RAPIDS COMMUNITY COLLEGE	
	50,000.
3 INNER CITY CHRISTIAN FEDERATION	
	35,000.
4 FAMILY PROMISE/PARTNERS IN HOUSING	
	33,300.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	15,969,719.
b	Average of monthly cash balances	1b	950,358.
c	Fair market value of all other assets	1c	65,000.
d	Total (add lines 1a, b, and c)	1d	16,985,077.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	16,985,077.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	254,776.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,730,301.
6	Minimum investment return. Enter 5% of line 5	6	836,515.

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

1	Minimum investment return from Part X, line 6	1	836,515.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	5,606.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,606.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	830,909.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	830,909.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	830,909.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	830,076.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	830,076.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	5,606.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	824,470.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				830,909.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			734,168.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 830,076.				
a Applied to 2009, but not more than line 2a			734,168.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				95,908.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				735,001.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 13

- 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE STATEMENT 14				
Total			▶ 3a	734,171.
b <i>Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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)

023621
12-07-10

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

<p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p>		Yes	No
	1a(1)		X
	1a(2)		X
	1b(1)		X
	1b(2)		X
	1b(3)		X
	1b(4)		X
	1b(5)		X
	1b(6)		X
	1c		X

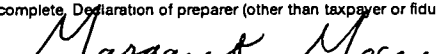
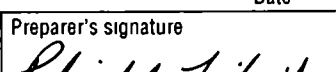
[illegible]

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
N/A		

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		12/23/11 Date	PRESIDENT Title	
Paid Preparer Use Only	Print/type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	PATRICK J LEIKERT		12/4/11		80111319
	Firm's name ▶ DOLINKA, VANNOORD & COMPANY, PLLP			Firm's EIN ▶	
	Firm's address ▶ 360 EAST BELTLINE NE STE 200 GRAND RAPIDS, MI 49506-1208			Phone no (616) 459-2233	

Form **990-PF** (2010)

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

SOURCE	AMOUNT
FOUNDERS BANK	783.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	783.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	254,352.	0.	254,352.
INTEREST	253,336.	0.	253,336.
TOTAL TO FM 990-PF, PART I, LN 4	507,688.	0.	507,688.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	4,093.	0.		4,093.
TO FM 990-PF, PG 1, LN 16A	4,093.	0.		4,093.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	34,706.	34,706.		0.
TO FORM 990-PF, PG 1, LN 16B	34,706.	34,706.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	73,502.	73,502.		0.
OTHER FEES FOR WEBSITE	1,694.	0.		1,694.
TO FORM 990-PF, PG 1, LN 16C	75,196.	73,502.		1,694.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROPERTY TAXES	1,111.	1,111.		0.
FOREIGN INVESTMENT TAXES	1,501.	1,501.		0.
FEDERAL EXCISE TAXES	-16,800.	-16,800.		0.
TO FORM 990-PF, PG 1, LN 18	-14,188.	-14,188.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	2,237.	2,013.		224.
OFFICE SUPPLIES	2,647.	2,382.		265.
DUES & FEES	555.	500.		55.
BANK FEES	360.	324.		36.
TO FORM 990-PF, PG 1, LN 23	5,799.	5,219.		580.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATION	X		1,247,034.	1,247,034.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,247,034.	1,247,034.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,247,034.	1,247,034.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	9,861,230.	9,861,230.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,861,230.	9,861,230.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	3,645,227.	3,645,227.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,645,227.	3,645,227.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAIDS AND ACCRUALS	68,453.	79,945.	79,945.
TO FORM 990-PF, PART II, LINE 15	68,453.	79,945.	79,945.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARGARET E. MOCERI 433 EAST FULTON GRAND RAPIDS, MI 49503	TRUSTEE/PRES 30.00	43,077.	5,728.	0.
MARCIA A. SNEDEN 433 EAST FULTON GRAND RAPIDS, MI 49503	TRUSTEE 3.00	575.	0.	0.
MARY P. SULLIVAN 433 EAST FULTON GRAND RAPIDS, MI 49503	TRUSTEE/SECR 8.00	575.	0.	0.
GREGORY C. MOCERI 433 EAST FULTON GRAND RAPIDS, MI 49503	TRUSTEE/V.P.-TREASURER 8.00	575.	0.	0.
DONALD MAINE 433 EAST FULTON GRAND RAPIDS, MI 49503	TRUSTEE/INTERIM EXECUTIVE DIRECTOR 20.00	30,961.	0.	0.
WILLIAM SULLIVAN 433 EAST FULTON GRAND RAPIDS, MI 49503	TRUSTEE 1.00	575.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		76,338.	5,728.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARGARET MOCERI
433 EAST FULTON
GRAND RAPIDS, MI 49503

TELEPHONE NUMBER

616-234-6280

FORM AND CONTENT OF APPLICATIONS

NO SPECIFIC APPLICATION FORMAT BUT MUST SPECIFY TYPE OF ORGANIZATION AND PURPOSE OF REQUEST. ALSO, MUST SUBMIT A BUDGET AND SCHEDULE OF FINANCIAL SUPPORT.

ANY SUBMISSION DEADLINES

ANNUALLY BY JUNE 30

RESTRICTIONS AND LIMITATIONS ON AWARDS

AWARDS CONCENTRATED IN MICHIGAN AND PRIMARILY FOR EDUCATIONAL PROGRAMS.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CEDAR TREE INSTITUTE 403 E MICHIGAN ST MARQUETTE, MI 49855	CHARITABLE/OPERATIONAL SUPPORT		4,700.
COUNCIL OF MICHIGAN FOUNDATIONS 1 SOUTH HARBOR AVE, STE 3 GRAND HAVEN, MI 49417	CHARITABLE/OPERATIONAL SUPPORT		2,500.
DAVENPORT UNIVERSITY 6191 KRAFT AVE SE GRAND RAPIDS, MI 49512	EDUCATIONAL/FACILITY SUPPORT & PRESERVATION		432,143.
GROW 25 SHELDON BOULEVARD SE SUITE 210 GRAND RAPIDS, MI 49503	EDUCATIONAL/PROGRAMMIN SUPPORT		10,000.
INNER CITY CHRISTIAN FEDERATION 920 CHERRY SE GRAND RAPIDS, MI 49506	CHARITABLE/OPERATIONAL SUPPORT		35,000.
MEIJER GREAT CHOICES FILM FESTIVAL C/O VAN SINGEL FINE ARTS CENTER - 8500 BURLINGAME SW BYRON CENTER, MI 49315	EDUCATIONAL/STUDENT VIDEO PROGRAMS		7,500.
MR. B'S BASKETBALL CAMP 6191 KRAFT AVE SE GRAND RAPIDS, MI 49512	EDUCATIONAL/SUMMER SPORTS & READING CAMP		1,000.
PINE REST/OTTAWA HILLS PARTNERSHIP 300 68TH ST SE GRAND RAPIDS, MI 49501	EDUCATIONAL/IN-SCHOOL COUNSELOR		20,000.

POTTER'S HOUSE SCHOOL 810 VAN RAALTE DR SW GRAND RAPIDS, MI 49509	EDUCATIONAL/RENEW 2ND/3RD GRADE LITERACY	26,000.
UPPER PENINSULA CHILDREN'S MUSEUM 123 W. BARAGA AVE MARQUETTE, MI 49855	EDUCATIONAL/KID BUSINESS PGM/MUSEUM STORE	29,028.
INDIAN TRAILS CAMP 0-1859 LAKE MICHIGAN DRIVE GRAND RAPIDS, MI 49534	EDUCATIONAL/COMMUNITY INTEGRATED SKILLS	10,000.
GRAND RAPIDS COMMUNITY COLLEGE 143 BOSTWICK AVE NE GRAND RAPIDS, MI 49503	EDUCATIONAL/FACILITY RENOVATION	50,000.
LITERACY CENTER OF WEST MICHIGAN 1120 MONROE AVE NW, SUITE 240 GRAND RAPIDS, MI 49503	EDUCATIONAL/LITERACY CAMPAIGN	10,000.
WEST MICHIGAN STRATEGIC ALLIANCE 951 WEALTHY STREET SE GRAND RAPIDS, MI 49506	EDUCATIONAL/WEST MICHIGAN INTERNSHIP INITIATIVE	5,000.
NEIGHBORHOOD VENTURES 1514 WEALTHY STREET SE, SUITE 214 GRAND RAPIDS, MI 49506	CHARITABLE/RESTORE BUSINESS RECRUITMENT PGM	28,000.
HONOR FLIGHT NETWORK 300 E. AUBURN AVE SPRINGFIELD , OH 45505	CHARITABLE/FREE FLIGHT FOR WWII VETS	1,500.
FAMILY PROMISE OF GRAND RAPIDS 906 S. DIVISION AVE, SUITE 205 GRAND RAPIDS, MI 49507	CHARITABLE/HOUSING PROGRAM SUPPORT	33,300.
MIDTOWN NEIGHBORHOOD ASSOCIATION FARMERS MARKET 1147 EAST FULTON ST GRAND RAPIDS, MI 49503	CHARITABLE/RECONSTRUCT CAPITAL CAMPAIGN	5,000.

KIDS FOOD BASKET		5,000.
2055 OAK INDUSTRIAL DRIVE, SUITE	CHARITABLE/NEW	
C GRAND RAPIDS, MI 49505	FACILITY SUPPORT	
PROJECT COOL		12,500.
1628 OLSON ST NE GRAND RAPIDS,	CHARITABLE/SUMMER	
MI 49503	YOUTH EMPLOYMENT	
SCHOOL2CAREER PROGRESSIONS		6,000.
1422 MADISON AVE SE GRAND	EDUCATIONAL/CAPACITY	
RAPIDS, MI 49507	SUPPORT	
TOTAL TO FORM 990-PF, PART XV, LINE 3A		734,171.

Security	Quantity		How Acquired	Date Acquired	Date Sold	Cost or Basis	Sale Amount	Realized
	Sold							Gain/(Loss)
Hussman Strategic Growth Fund	103,841	Purchase	Various	3/2/11		1,352,870	1,251,252	(101,617)
Pimco All Asset All Authority FD CL I	22,548	Purchase	Various	3/1/11		250,635	242,134	(8,501)
Fairholme Funds Inc	42,269	Purchase	Various	6/15/11		1,432,983	1,310,721	(122,262)
Amgen Inc	20	Purchase	Various	7/8/11		1,150	1,137	(13)
Acom Co LTD Spon Adr	1,900	Purchase	Various	10/29/10		24,608	5,384	(19,224)
Deutsche Bank AG RTS EXP 10/5/10	230	Purchase	Various	10/5/10		948	-	(948)
Nec Corp	3,950	Purchase	Various	10/26/10		19,937	11,246	(8,691)
Portugal Telecom SGPS-SP Adr	400	Purchase	Various	10/15/10		3,780	5,606	1,826
Swisscom AG	275	Purchase	Various	12/8/10		9,086	11,511	2,425
Telecom Argentina SA-SP	560	Purchase	Various	12/15/10		13,843	13,890	47
Fuji Heavy Inds LTD ADR	315	Purchase	Various	1/14/11		14,600	26,246	11,646
Repsol Ypf S A	305	Purchase	Various	1/27/11		5,763	9,577	3,814
Aegon N V Ord Amer Reg	3,459	Purchase	Various	2/1/11		34,463	26,955	(7,508)
Akzo Nobel N V	185	Purchase	Various	2/1/11		7,024	11,868	4,844
Alcatel-Lucent Adr	4,460	Purchase	Various	2/1/11		64,259	15,347	(48,912)
Astellas Pharma-Unso Adr	490	Purchase	Various	2/1/11		16,666	18,914	2,248
Astrazeneca PLC Spon Adr	705	Purchase	Various	2/1/11		37,520	34,702	(2,819)
Banco Do Brasil Sa Adr	700	Purchase	Various	2/1/11		12,994	12,852	(143)
Barclays Plc Adr	960	Purchase	Various	2/1/11		29,185	18,646	(10,539)
BP Plc Spons Adr	70	Purchase	Various	2/1/11		3,159	3,354	195
Brasil Telecom S A	12	Purchase	Various	2/1/11		577	122	(456)
Brasil Telecom SA-ADR	22	Purchase	Various	2/1/11		963	521	(442)
Canon Inc Adr	725	Purchase	Various	2/1/11		25,420	35,628	10,208
Carrefour SA-Unspon ADR	3,990	Purchase	Various	2/1/11		33,924	39,899	5,975
Cemex SAB DE CVAdr	2,137	Purchase	Various	2/1/11		23,835	20,393	(3,442)
Centrais Electricas Co Adr	2,060	Purchase	Various	2/1/11		21,847	28,536	6,689
CRH PLC Adr	565	Purchase	Various	2/1/11		9,804	12,533	2,729
Dai Nippon Print-Unspon ADR	845	Purchase	Various	2/1/11		14,406	11,771	(2,635)
Deutsche Bank AG	345	Purchase	Various	2/1/11		20,357	21,026	669
Deutsche Telekom AG 1 Ord 1Ads	3,675	Purchase	Various	2/1/11		69,551	50,053	(19,498)
Eni S P A	885	Purchase	Various	2/1/11		38,697	44,164	5,467
Ericsson Tel-Sp Adr	2,780	Purchase	Various	2/1/11		46,661	35,337	(11,325)
First Pac Ltd Sp Adr	1,300	Purchase	Various	2/1/11		6,606	5,759	(847)
Flextronics Intl	1,455	Purchase	Various	2/1/11		13,727	11,658	(2,069)
France Telecom	1,819	Purchase	Various	2/1/11		44,045	40,727	(3,318)
Fuji Film Hldgs Corp Adr	820	Purchase	Various	2/1/11		26,300	30,216	3,916
Glaxosmithkline PLC Ads	905	Purchase	Various	2/1/11		44,489	33,837	(10,651)
H Lundbeck A/S Unspon Adr	875	Purchase	Various	2/1/11		20,151	18,313	(1,838)
Italcementi Spa Unspon	1,805	Purchase	Various	2/1/11		15,529	15,505	(24)
Intesa Sanpaolo Spon Adr	710	Purchase	Various	2/1/11		32,047	14,661	(17,386)
J Sainsbury Plc Spon Adr	956	Purchase	Various	2/1/11		25,040	23,775	(1,264)
Kingfisher Plc-Spons Adr	3,965	Purchase	Various	2/1/11		34,939	32,314	(2,625)
Koninklijke Ahold NV Ads	2,622	Purchase	Various	2/1/11		15,023	36,183	21,160
Korea Electric Power Corp Ads	1,320	Purchase	Various	2/1/11		16,351	17,187	836
KT Corp Spon Adr	555	Purchase	Various	2/1/11		12,219	11,035	(1,184)
Marks & Spencer Grp PLC Adr	3,548	Purchase	Various	2/1/11		42,073	41,014	(1,059)
Mitsubishi UFJ Financial Adr	5,035	Purchase	Various	2/1/11		54,069	26,357	(27,712)
MS&AD Ins Group Holdings Inc	2,430	Purchase	Various	2/1/11		47,495	29,354	(18,141)
Mizuho Financial Grp	4,220	Purchase	Various	2/1/11		44,262	16,565	(27,697)
Nippon Telegraph &Telephone Ads	1,960	Purchase	Various	2/1/11		45,225	45,986	762
Nissan Mtr Ltd Spons-Adr	1,425	Purchase	Various	2/1/11		22,711	29,297	6,587
Nokia Corp Sponsored Adr	2,425	Purchase	Various	2/1/11		35,662	26,311	(9,351)
Petroleo Brasileiro SA Sponsored	725	Purchase	Various	2/1/11		23,522	24,485	963
Portugal Telecom Sgpps SA	2,181	Purchase	Various	2/1/11		20,622	25,824	5,202
Promise Co LTD	1,670	Purchase	Various	2/1/11		43,154	7,264	(35,889)
Sanofi Aventis Ads	1,080	Purchase	Various	2/1/11		45,910	38,245	(7,665)
Seiko Epson Corp	2,080	Purchase	Various	2/1/11		28,131	16,848	(11,284)
Seven & I Holdings ADR	465	Purchase	Various	2/1/11		22,968	24,459	1,490
SK Telecommunications Co Lmt Spon	1,700	Purchase	Various	2/1/11		38,039	29,789	(8,250)
Sony Corp ADR 1974 New	770	Purchase	Various	2/1/11		22,988	26,813	3,825
STMicroelectronics NV	1,570	Purchase	Various	2/1/11		22,778	19,488	(3,291)
Sumitomo Mitsui Finl Group Inc	3,265	Purchase	Various	2/1/11		49,083	22,400	(26,683)
Swiss Reins Co Sponsored Adr	615	Purchase	Various	2/1/11		36,346	36,081	(265)
Swisscom Ag	730	Purchase	Various	2/1/11		24,508	32,981	8,472
Takeda Pharmaceutical Co LTD ADR	860	Purchase	Various	2/1/11		22,991	20,992	(1,999)
TDK Corp Adr	370	Purchase	Various	2/1/11		22,681	25,474	2,793
Tele Norte Leste Participacoes S A Spon Adr	90	Purchase	Various	2/1/11		-	1,427	1,427
Telecom Cp NZ Ltd Ads	597	Purchase	Various	2/1/11		13,608	5,314	(8,293)
Telecom Italia S P A Ads (New)	3,053	Purchase	Various	2/1/11		88,004	44,964	(43,040)
Telefonica SA Adr	588	Purchase	Various	2/1/11		7,635	15,037	7,401
Telefonos De Mx Sa De Cv ADR	605	Purchase	Various	2/1/11		4,545	10,632	6,087
Tim Participacoes SA	16	Purchase	Various	2/1/11		933	603	(330)
Tokio Marine Holding Adr	785	Purchase	Various	2/1/11		21,406	23,597	2,191
Total SA Spons ADR	710	Purchase	Various	2/1/11		38,793	43,183	4,390
Toyota Mtr Corp	425	Purchase	Various	2/1/11		31,749	35,234	3,485
Tyco Electronics Ltd Switzerland Shs	1,067	Purchase	Various	2/1/11		29,572	39,597	10,026
Unilever NV NY SH New	1,043	Purchase	Various	2/1/11		22,521	31,397	8,876
Vivo Participacoes	27	Purchase	Various	2/1/11		3,778	921	(2,857)
Vodafone Group Plc	545	Purchase	Various	2/1/11		12,269	15,768	3,499
Wolseley PLC Jersey	845	Purchase	Various	2/1/11		7,378	2,907	(4,471)
Wolters Kluwer NV Spon Adr	773	Purchase	Various	2/1/11		14,127	18,111	3,984
3M CO	126	Purchase	Various	10/14/10		9,708	11,188	1,480
AAR CORPORATION	225	Purchase	Various	10/14/10		4,414	4,863	449
AAR CORPORATION	56	Purchase	Various	10/14/10		1,099	1,210	112

ABB LTD -SPONS ADR F	83	Purchase	Various	10/14/10	1,680	1,868	188
ABB LTD -SPONS ADR F	50	Purchase	Various	10/14/10	1,012	1,125	113
ABB LTD -SPONS ADR F	80	Purchase	Various	10/14/10	1,619	1,800	181
ABB LTD -SPONS ADR F	104	Purchase	Various	10/14/10	2,104	2,340	236
ABERCROMBIE & FITCH CO	54	Purchase	Various	10/14/10	2,245	2,414	169
ACERGY SA-SPON ADR	172	Purchase	Various	10/14/10	2,159	3,440	1,281
ACME PACKET INC	66	Purchase	Various	10/14/10	2,123	2,429	307
ACME PACKET INC	19	Purchase	Various	10/14/10	611	699	88
ACTUANT CORP-CL A	130	Purchase	Various	10/15/10	3,085	3,014	(71)
ADOBE SYSTEMS INC	54	Purchase	Various	10/14/10	1,522	1,485	(37)
ADOBE SYSTEMS INC	100	Purchase	Various	10/14/10	2,818	2,749	(69)
AECOM TECHNLOGY CORP	133	Purchase	Various	10/14/10	3,089	3,365	276
AECOM TECHNLOGY CORP	21	Purchase	Various	10/14/10	488	531	43
AECOM TECHNLOGY CORP	27	Purchase	Various	10/14/10	627	683	56
AFFILIATED MANAGERS	20	Purchase	Various	10/14/10	1,343	1,704	361
AFFILIATED MANAGERS-	21	Purchase	Various	10/14/10	1,410	1,789	379
AFFILIATED MANAGERS	13	Purchase	Various	10/14/10	873	1,107	235
AGRIUM INC	28	Purchase	Various	10/14/10	1,381	2,410	1,030
ALBEMARLE CORP	20	Purchase	Various	10/14/10	938	968	30
ALBEMARLE CORP	35	Purchase	Various	10/14/10	1,641	1,695	54
ALBEMARLE CORP	16	Purchase	Various	10/14/10	750	775	24
ALBEMARLE CORP	24	Purchase	Various	10/14/10	1,126	1,162	36
ALCATEL-LUCENT ADR	628	Purchase	Various	10/14/10	2,474	2,301	(173)
ALCATEL-LUCENT ADR	1,239	Purchase	Various	10/14/10	4,888	4,540	(348)
ALEXION PHARMACEUTICALS	57	Purchase	Various	10/14/10	2,207	3,832	1,624
ALEXION PHARMACEUTICALS	58	Purchase	Various	10/14/10	2,245	3,899	1,653
ALIGN TECH INC	75	Purchase	Various	10/14/10	1,198	1,556	358
ALIGN TECH INC	56	Purchase	Various	10/14/10	894	1,162	267
ALLEGHENY TECHNOLOGIES	21	Purchase	Various	10/14/10	976	1,019	42
ALLEGHENY TECHNOLOGIES	20	Purchase	Various	10/14/10	930	970	40
ALLEGHENY TECHNOLOGIES	12	Purchase	Various	10/14/10	558	582	24
ALLEGHENY TECHNOLOGIES	20	Purchase	Various	10/14/10	930	970	40
ALLEGHENY TECHNOLOGIES	149	Purchase	Various	10/14/10	6,927	7,227	300
ALLEGHENY TECHNOLOGIES	27	Purchase	Various	10/14/10	1,255	1,310	54
ALLEGHENY TECHNOLOGIES	16	Purchase	Various	10/14/10	744	776	32
ALLEGHENY TECHNOLOGIES	11	Purchase	Various	10/14/10	511	534	22
ALLEGHENY TECHNOLOGIES	11	Purchase	Various	10/14/10	511	534	22
ALLEGHENY TECHNOLOGIES	9	Purchase	Various	10/14/10	418	437	18
ALLEGHENY TECHNOLOGIES	10	Purchase	Various	10/14/10	465	485	20
ALLEGHENY TECHNOLOGIES	2	Purchase	Various	10/14/10	92	97	5
ALLERGAN INC	15	Purchase	Various	10/14/10	863	1,027	164
ALLERGAN INC	46	Purchase	Various	10/14/10	2,647	3,151	504
ALLERGAN INC	20	Purchase	Various	10/14/10	1,151	1,370	219
ALLIANZ SE-ADR	357	Purchase	Various	10/14/10	3,575	4,359	784
ALTERA CORPORATION	69	Purchase	Various	10/14/10	1,229	2,038	809
ALUMINA LTD SPONSORED	112	Purchase	Various	10/11/10	619	897	278
ALUMINA LTD SPONSORED	554	Purchase	Various	10/14/10	3,062	4,452	1,390
AMAZON COM INC	57	Purchase	Various	10/14/10	3,877	8,870	4,993
AMAZON COM INC	89	Purchase	Various	10/14/10	6,054	13,850	7,796
AMAZON COM INC	21	Purchase	Various	10/14/10	1,428	3,268	1,839
AMAZON COM INC	15	Purchase	Various	10/14/10	1,020	2,334	1,314
AMAZON COM INC	8	Purchase	Various	10/14/10	544	1,245	701
AMERICAN TOWER CORP CL A	189	Purchase	Various	10/14/10	8,031	9,725	1,695
AMERICAN TOWER CORP CL A	60	Purchase	Various	10/14/10	2,549	3,087	538
AMERICAN WATER WORKS CO	145	Purchase	Various	10/14/10	3,072	3,405	333
AMERICAN WATER WORKS CO	55	Purchase	Various	10/14/10	1,165	1,292	126
AMERICAN WATER WORKS CO	40	Purchase	Various	10/14/10	848	939	92
AMERICAN WATER WORKS CO	85	Purchase	Various	10/14/10	1,801	1,996	195
AMERICAN WATER WORKS CO	38	Purchase	Various	10/14/10	805	892	87
AMERICAN WATER WORKS CO	84	Purchase	Various	10/14/10	1,780	1,973	193
AMERIGROUP CORP	85	Purchase	Various	10/14/10	2,441	3,683	1,243
AMERIGROUP CORP	28	Purchase	Various	10/14/10	804	1,213	409
AMERIGROUP CORP	21	Purchase	Various	10/14/10	603	910	307
AMERIGROUP CORP	18	Purchase	Various	10/14/10	517	780	263
AMETEK INC	76	Purchase	Various	10/14/10	2,426	3,752	1,326
AMETEK INC	58	Purchase	Various	10/14/10	1,852	2,863	1,011
AMGEN INC	36	Purchase	Various	10/14/10	1,980	1,973	(7)
AMGEN INC	48	Purchase	Various	10/14/10	2,640	2,631	(9)
AMGEN INC	36	Purchase	Various	10/14/10	1,980	1,973	(7)
AMPHENOL CORP NEW	47	Purchase	Various	10/14/10	1,434	2,310	875
ANGLO AMERICAN PLC ADR	79	Purchase	Various	10/14/10	1,145	1,796	650
ANGLO AMERICAN PLC ADR	102	Purchase	Various	10/14/10	1,479	2,318	840
ANGLOGOLD ASHANTI LTD	152	Purchase	Various	10/14/10	4,186	7,200	3,014
ANGLOGOLD ASHANTI LTD	24	Purchase	Various	10/14/10	661	1,135	474
ANGLOGOLD ASHANTI LTD	32	Purchase	Various	10/14/10	881	1,499	618
ANGLOGOLD ASHANTI LTD	0	Purchase	Various	10/20/10	-	13	13
ANNTAYLOR STORES CORP	167	Purchase	Various	10/14/10	2,810	3,549	739
ANNTAYLOR STORES CORP	69	Purchase	Various	10/14/10	1,161	1,466	305
ANNTAYLOR STORES CORP	34	Purchase	Various	10/14/10	572	723	150
ANNTAYLOR STORES CORP	45	Purchase	Various	10/14/10	757	956	199
ANNTAYLOR STORES CORP	68	Purchase	Various	10/14/10	1,144	1,445	301
ANSYS INC	30	Purchase	Various	10/4/10	982	1,240	259
ANSYS INC	9	Purchase	Various	10/5/10	294	382	87
ANSYS INC	28	Purchase	Various	10/5/10	916	1,187	271
ANSYS INC	15	Purchase	Various	10/13/10	491	666	176
ANSYS INC	53	Purchase	Various	10/14/10	1,734	2,383	649
ANSYS INC	64	Purchase	Various	10/14/10	2,094	2,878	784
APACHE CORP COMMON	36	Purchase	Various	10/14/10	3,031	3,701	670
APACHE CORP COMMON	14	Purchase	Various	10/14/10	1,179	1,439	261
APACHE CORP COMMON	16	Purchase	Various	10/14/10	1,347	1,645	298
APPLE INC	7	Purchase	Various	10/14/10	885	2,107	1,222

APPLE INC	28	Purchase	Various	10/14/10	3,540	8,428	4,888
APPLE INC	55	Purchase	Various	10/14/10	6,954	16,555	9,602
APPLE INC	48	Purchase	Various	10/14/10	6,069	14,448	8,380
APPLE INC	16	Purchase	Various	10/14/10	2,023	4,816	2,793
APPLE INC	8	Purchase	Various	10/14/10	1,011	2,408	1,397
APPLE INC	12	Purchase	Various	10/14/10	1,517	3,612	2,095
APPLE INC	6	Purchase	Various	10/14/10	759	1,806	1,047
APPLE INC	12	Purchase	Various	10/14/10	1,517	3,612	2,095
APPLE INC	6	Purchase	Various	10/14/10	759	1,806	1,047
APPLE INC	2	Purchase	Various	10/14/10	253	602	349
APPLIED MICRO CIRCUITS	255	Purchase	Various	10/14/10	2,689	2,446	(243)
APPLIED MICRO CIRCUITS	101	Purchase	Various	10/14/10	1,065	969	(96)
ARCELORMITTAL-NY	73	Purchase	Various	10/14/10	2,372	2,565	193
ARCELORMITTAL-NY	39	Purchase	Various	10/14/10	1,268	1,370	103
ARCELORMITTAL-NY	36	Purchase	Various	10/14/10	1,170	1,265	95
ARM HOLDINGS PLC	80	Purchase	Various	10/14/10	1,275	1,498	223
ARM HOLDINGS PLC	61	Purchase	Various	10/14/10	972	1,142	170
ASML HOLDING NV-NY	71	Purchase	Various	10/14/10	2,110	2,298	188
ASML HOLDING NV-NY	35	Purchase	Various	10/14/10	1,040	1,133	93
ASML HOLDING NV-NY	43	Purchase	Various	10/14/10	1,278	1,392	114
ASSURED GUARANTY LTD	80	Purchase	Various	10/14/10	1,262	1,711	448
ASSURED GUARANTY LTD	91	Purchase	Various	10/14/10	1,436	1,946	510
ASSURED GUARANTY LTD	177	Purchase	Various	10/14/10	2,793	3,785	992
ASSURED GUARANTY LTD	166	Purchase	Various	10/14/10	2,619	3,550	930
ASSURED GUARANTY LTD	33	Purchase	Various	10/14/10	521	706	185
ASSURED GUARANTY LTD	67	Purchase	Various	10/14/10	1,057	1,433	375
ASSURED GUARANTY LTD	64	Purchase	Various	10/14/10	1,010	1,369	359
ASSURED GUARANTY LTD	55	Purchase	Various	10/14/10	868	1,176	308
ASSURED GUARANTY LTD	47	Purchase	Various	10/14/10	742	1,005	263
ASSURED GUARANTY LTD	41	Purchase	Various	10/14/10	647	877	230
ASSURED GUARANTY LTD	89	Purchase	Various	10/14/10	1,404	1,903	499
ASSURED GUARANTY LTD	106	Purchase	Various	10/14/10	1,673	2,267	594
ASSURED GUARANTY LTD	110	Purchase	Various	10/14/10	1,736	2,352	616
ASSURED GUARANTY LTD	20	Purchase	Various	10/14/10	316	428	112
ASTRAZENECA PLC SPON ADR	70	Purchase	Various	10/14/10	3,324	3,723	400
ASTRAZENECA PLC SPON ADR	46	Purchase	Various	10/14/10	2,184	2,447	263
ASTRAZENECA PLC SPON ADR	40	Purchase	Various	10/14/10	1,899	2,128	229
ATHEROS COMMUNICATIONS	157	Purchase	Various	10/14/10	3,836	4,247	412
ATHEROS COMMUNICATIONS	84	Purchase	Various	10/14/10	2,053	2,272	220
AUXILIUM PHARM INC	101	Purchase	Various	10/14/10	2,847	2,742	(105)
AUXILIUM PHARM INC	17	Purchase	Various	10/14/10	479	462	(18)
AUXILIUM PHARM INC	30	Purchase	Various	10/14/10	846	815	(31)
AUXILIUM PHARM INC	28	Purchase	Various	10/14/10	789	760	(29)
AVERY DENNISON CORP	37	Purchase	Various	10/14/10	1,286	1,408	122
AVERY DENNISON CORP	25	Purchase	Various	10/14/10	869	951	82
AVERY DENNISON CORP	18	Purchase	Various	10/14/10	626	685	59
AVON PRODUCTS INC	60	Purchase	Various	10/14/10	1,883	2,075	192
AVON PRODUCTS INC	20	Purchase	Various	10/14/10	628	692	64
AVON PRODUCTS INC	39	Purchase	Various	10/14/10	1,224	1,349	125
AVON PRODUCTS INC	15	Purchase	Various	10/14/10	471	519	48
AVON PRODUCTS INC	38	Purchase	Various	10/14/10	1,193	1,314	122
AXA-ADR	70	Purchase	Various	10/14/10	2,019	1,361	(657)
AXA-ADR	55	Purchase	Various	10/14/10	1,586	1,070	(516)
AXIS CAPITAL HLDGS LTD	148	Purchase	Various	10/14/10	4,378	5,004	626
AXIS CAPITAL HLDGS LTD	82	Purchase	Various	10/14/10	2,426	2,773	347
BABCOCK & WILCOX CO	46	Purchase	Various	10/14/10	1,058	1,015	(43)
BAE SYSTEMS PLACE	85	Purchase	Various	10/14/10	2,431	1,980	(451)
BAE SYSTEMS PLACE	140	Purchase	Various	10/14/10	4,004	3,262	(742)
BAE SYSTEMS PLACE	20	Purchase	Various	10/14/10	572	466	(106)
BAIDU INC ADR	70	Purchase	Various	10/14/10	955	6,879	5,923
BANCO BILBAO VIZCAYA ADR	279	Purchase	Various	10/14/10	3,771	3,817	46
BARNES GROUP INC	136	Purchase	Various	10/14/10	2,332	2,385	52
BARRICK GOLD CORP	105	Purchase	Various	10/14/10	3,449	5,098	1,649
BARRICK GOLD CORP	104	Purchase	Various	10/14/10	3,416	5,050	1,633
BARRICK GOLD CORP	69	Purchase	Various	10/14/10	2,267	3,350	1,084
BARRICK GOLD CORP	42	Purchase	Various	10/14/10	1,380	2,039	660
BARRICK GOLD CORP	53	Purchase	Various	10/14/10	1,741	2,573	832
BARRICK GOLD CORP	37	Purchase	Various	10/14/10	1,216	1,796	581
BASF SE SPONSORED ADR	60	Purchase	Various	10/14/10	2,803	4,215	1,412
BASF SE SPONSORED ADR	130	Purchase	Various	10/14/10	6,074	9,132	3,059
BE AEROSPACE INC	135	Purchase	Various	10/14/10	2,394	4,462	2,068
BE AEROSPACE INC	29	Purchase	Various	10/14/10	515	958	444
BERKSHIRE HATHAWAY INC B	35	Purchase	Various	10/14/10	2,461	2,916	455
BERKSHIRE HATHAWAY INC B	50	Purchase	Various	10/14/10	3,516	4,166	650
BERKSHIRE HATHAWAY INC B	40	Purchase	Various	10/14/10	2,813	3,333	520
BHP BILLITON LTD	144	Purchase	Various	10/14/10	7,430	11,842	4,412
BHP BILLITON LTD	96	Purchase	Various	10/14/10	4,953	7,895	2,942
BOEING CO	76	Purchase	Various	10/14/10	4,872	5,420	547
BOEING CO	76	Purchase	Various	10/14/10	4,872	5,420	547
BOEING CO	32	Purchase	Various	10/14/10	2,053	2,282	229
BOISE INC	1,728	Purchase	Various	10/14/10	11,726	11,716	(10)
BORG WARNER INC	201	Purchase	Various	10/14/10	8,635	10,802	2,167
BP PLC SPONS ADR	150	Purchase	Various	10/14/10	5,454	6,158	704
BRISTOL MYERS SQUIBB	520	Purchase	Various	10/14/10	12,941	14,302	1,360
BRITISH AMERN TOB PLC	155	Purchase	Various	10/14/10	9,237	11,959	2,722
BROOKFIELD ASSET MANGMNT	225	Purchase	Various	10/14/10	5,013	6,708	1,695
BROOKLINE BANCORP INC	271	Purchase	Various	10/14/10	2,907	2,692	(215)
BRUKER CORPORATION	579	Purchase	Various	10/14/10	6,696	8,611	1,915
BUCYRUS INTERNATIONAL INC	129	Purchase	Various	10/14/10	5,594	9,574	3,980
CAL DIVE INTERNATIONAL	407	Purchase	Various	10/14/10	3,226	2,203	(1,024)
CAMECO CORP	373	Purchase	Various	10/14/10	8,451	11,352	2,901

CAMERON INTERNATNL CRP	145	Purchase	Various	10/14/10	5,414	6,206	792
CANADIAN NATL RY CO F	175	Purchase	Various	10/14/10	7,478	11,657	4,179
CANADIAN PACIFIC RAILWAY	190	Purchase	Various	10/14/10	8,953	12,517	3,565
CARMAX INC	104	Purchase	Various	10/14/10	2,250	3,031	781
CARNIVAL CORP	62	Purchase	Various	10/14/10	2,057	2,451	394
CARREFOUR SA-UNSPON ADR	824	Purchase	Various	10/14/10	7,401	9,212	1,811
CARTER HOLDINGS INC	115	Purchase	Various	10/14/10	3,707	3,144	(563)
CATERPILLAR INC	109	Purchase	Various	10/14/10	7,487	8,715	1,228
CB RICHARD ELLIS GROUP	1,020	Purchase	Various	10/14/10	11,413	19,901	8,488
CDA NATURAL RES LTD	416	Purchase	Various	10/14/10	11,382	15,512	4,130
CELGENE CORP	133	Purchase	Various	10/14/10	7,933	7,690	(243)
CENTRAIS ELC BRZ COM ADR	179	Purchase	Various	10/14/10	2,282	2,767	485
CHECK POINT SOFTWARE F	222	Purchase	Various	10/14/10	7,503	8,698	1,195
CHURCH & DWIGHT INC	73	Purchase	Various	10/14/10	4,028	5,094	1,066
CIRRUS LOGIC INC	129	Purchase	Various	10/14/10	2,172	2,126	(46)
CISCO SYS INC	1,041	Purchase	Various	10/14/10	22,381	23,853	1,472
CITRIX SYSTEMS INC	259	Purchase	Various	10/4/10	11,370	15,396	4,026
CLARCOR INC	87	Purchase	Various	10/14/10	2,761	3,496	735
CLEAN HARBORS INC	124	Purchase	Various	10/14/10	8,194	8,625	431
CLIFFS NATURAL RESOURCES	37	Purchase	Various	10/14/10	1,719	2,509	790
CME GROUP INC	11	Purchase	Various	10/14/10	3,042	2,882	(160)
CNOOC LTD-ADR	26	Purchase	Various	10/14/10	4,881	5,535	655
COACH INC	240	Purchase	Various	10/14/10	6,805	10,619	3,814
COCA COLA COMPANY	257	Purchase	Various	10/14/10	14,213	15,391	1,179
COGNIZANT TECHNOLOGY	176	Purchase	Various	10/14/10	5,561	11,455	5,893
COLDWATER CREEK INC	659	Purchase	Various	10/14/10	4,372	3,654	(719)
COLGATE PALMOLIVE CO	96	Purchase	Various	10/14/10	7,728	7,286	(442)
COMMUNITY HEALTH SYS	174	Purchase	Various	10/14/10	4,457	5,526	1,069
COMPASS MINERALS INTL	57	Purchase	Various	10/14/10	3,781	4,447	666
CONCHO RESOURCES INC	45	Purchase	Various	10/14/10	2,395	3,114	719
CONCUR TECHNOLOGIES INC	101	Purchase	Various	10/14/10	3,528	4,934	1,405
COOPER INDUSTRIES PLC A	150	Purchase	Various	10/14/10	5,909	7,548	1,639
CORE LABORATORIES INC	108	Purchase	Various	10/14/10	6,186	9,615	3,429
CORNING INC	408	Purchase	Various	10/14/10	7,081	7,496	415
COVIDIEN PLC SHS	133	Purchase	Various	10/14/10	6,665	5,407	(1,258)
CROWN HOLDINGS INC	297	Purchase	Various	10/14/10	7,725	8,780	1,055
CSX CORP	226	Purchase	Various	10/14/10	12,215	13,463	1,248
CUMMINS INC	157	Purchase	Various	10/14/10	7,204	14,703	7,499
DAI NIPPON PRINT-UNSPON	851	Purchase	Various	10/14/10	9,059	10,910	1,850
DAIWA HOUSE IND LTD	55	Purchase	Various	10/14/10	5,123	6,130	1,007
DANA HOLDING CORP	480	Purchase	Various	10/14/10	4,763	6,424	1,661
DANAHER CORP	140	Purchase	Various	10/14/10	4,806	5,847	1,041
DARDEN RESTAURANTS	121	Purchase	Various	10/14/10	4,138	5,407	1,269
DENBURY RESOURCES INC	881	Purchase	Various	10/14/10	11,684	15,968	4,284
DIAGEO PLC	105	Purchase	Various	10/14/10	6,632	7,609	977
DIGITAL REALTY TRUST INC	35	Purchase	Various	10/1/10	1,617	2,129	511
DIRECTV CLASS A COM	136	Purchase	Various	10/14/10	2,819	5,824	3,005
DISCOVERY COMMUNICATN A	109	Purchase	Various	10/14/10	1,861	4,689	2,828
DISH NETWORK CORP CL A	503	Purchase	Various	10/13/10	9,703	9,659	(44)
DISNEY WALT COMPANY	102	Purchase	Various	10/14/10	3,372	3,533	160
DOCTOR REDDY'S LAB F	95	Purchase	Various	10/14/10	1,773	3,486	1,713
DOLLAR TREE STORES INC	151	Purchase	Various	10/14/10	4,361	7,493	3,131
DOVER CORP COMMON	47	Purchase	Various	10/14/10	2,477	2,525	49
DOW CHEMICAL COMPANY	136	Purchase	Various	10/14/10	3,174	3,976	801
DREAMWORKS ANIMATION SKG	46	Purchase	Various	10/14/10	1,676	1,499	(177)
DUPONT FABROS TECHNOLOGY	146	Purchase	Various	10/14/10	3,732	3,513	(219)
EARTHLINK INC	3,192	Purchase	Various	10/14/10	26,703	27,657	954
EATON CORP	41	Purchase	Various	10/14/10	3,245	3,421	176
EBAY INC	132	Purchase	Various	10/13/10	3,075	3,325	251
EDF - UNSPON ADR	392	Purchase	Various	10/14/10	4,057	3,387	(670)
EMBRAER AIRCRAFT CORP	260	Purchase	Various	10/14/10	5,453	7,241	1,788
EMC CORP	530	Purchase	Various	10/14/10	7,895	11,206	3,311
EMERGENCY MED SER A	92	Purchase	Various	10/14/10	5,070	5,059	(11)
EMERSON ELECTRIC CO	119	Purchase	Various	10/14/10	4,118	6,395	2,277
ENSIGN ENERGY SERVICES	165	Purchase	Various	10/14/10	2,521	2,125	(396)
EOG RESOURCES INC	81	Purchase	Various	10/14/10	7,988	7,974	(15)
ETFS PALLADIUM TRUST ETF	47	Purchase	Various	10/14/10	2,740	2,804	65
ETFS PLATINUM TRUST ETF	14	Purchase	Various	10/14/10	2,296	2,376	80
EXPEDIA INC	195	Purchase	Various	10/14/10	3,397	5,386	1,989
EXPEDITORS INTL WASH INC	77	Purchase	Various	10/14/10	3,379	3,775	397
EXPRESS SCRIPTS INC	267	Purchase	Various	10/14/10	13,539	12,697	(842)
F5 NETWORKS INC	98	Purchase	Various	10/14/10	6,312	9,332	3,020
FAST RETAILING CO LTD	535	Purchase	Various	10/14/10	7,660	7,142	(518)
FINISAR CORPORATION	225	Purchase	Various	10/14/10	3,545	4,701	1,157
FINMECCANICA SPA-UNS ADR	660	Purchase	Various	10/14/10	3,840	4,145	305
FIRST SOLAR INC	15	Purchase	Various	10/14/10	2,431	2,143	(288)
FLUOR CORP (NEW)	97	Purchase	Various	10/14/10	4,435	5,050	615
FMC TECHNOLOGIES INC	67	Purchase	Various	10/14/10	4,072	4,796	724
FOCUS MEDIA HOLDING ADR	191	Purchase	Various	10/14/10	3,953	4,619	666
FOREST LABS INC	445	Purchase	Various	10/14/10	12,470	14,775	2,305
FRANKLIN RESOURCES	43	Purchase	Various	10/14/10	4,470	4,973	503
FRPRT-MCMRN CPPR & GLD B	96	Purchase	Various	10/14/10	8,573	9,496	923
FTI CONSULTING INC	121	Purchase	Various	10/14/10	6,750	8,717	1,967
FUJIFILM HLDGS CORP ADR	245	Purchase	Various	10/14/10	6,288	8,391	2,103
GAMMON GOLD INC	375	Purchase	Various	10/14/10	3,809	2,769	(1,041)
GAP INC	276	Purchase	Various	10/14/10	5,199	5,253	54
GAYLORD ENTMT CO CL A	179	Purchase	Various	10/14/10	3,470	5,723	2,252
GENESEE & WYOMING INC	129	Purchase	Various	10/14/10	3,677	5,801	2,124
GEN-PROBE INC	46	Purchase	Various	10/14/10	2,313	2,176	(137)
GEO GROUP INC	301	Purchase	Various	10/13/10	5,226	7,583	2,357
GIVAUDAN-UNSPON-ADR	207	Purchase	Various	10/14/10	2,096	4,368	2,272

Bank New York Incorporated	2,547	Purchase	Various	11/8/10	94,874	64,092	(30,782)
Clorox Company Del	1,700	Purchase	Various	11/15/10	77,498	106,444	28,946
Becton Dickinson & Co	1,000	Purchase	Various	2/23/11	68,812	78,727	9,915
Intl Business Machines	200	Purchase	Various	2/10/11	18,191	32,935	14,744
March & McLennan Co Inc	3,000	Purchase	Various	2/10/11	90,466	85,272	(5,194)
Oracle Corporation	1,000	Purchase	Various	2/10/11	12,897	32,729	19,832
Medtronic, Inc	3,000	Purchase	Various	3/24/11	147,227	112,680	(34,547)
EMC Corp Mass	1,000	Purchase	Various	6/1/11	16,691	27,841	11,150
General Mills Inc	3,000	Purchase	Various	6/1/11	71,063	116,836	45,773
Research in Motion Ltd	1,500	Purchase	Various	6/22/11	95,912	44,525	(51,387)
Williams Companies	2,000	Purchase	Various	6/1/11	37,736	61,334	23,598
Adadarko Petroleum Corp	200	Purchase	Various	7/7/11	8,338	15,932	7,594
Abbott Laboratories	800	Purchase	Various	8/11/11	36,409	38,996	2,587
Newmont Mining Corp	500	Purchase	Various	8/11/11	17,415	28,465	11,050
Newmont Mining Corp	200	Purchase	Various	8/11/11	6,966	11,386	4,420
					17,983,611	18,159,329	175,718

M.E. Davenport Foundation

#38-2646809

SCHEDULE FOR INFORMATION FOR FORM 990-PF

9/30/2011

OFFICE EQUIPMENT & DEPRECIATION SCHEUDLE

ITEM	DEPR EXPENSE	ACCUM DEPRE	BOOK VALUE
OFFICE FUNITURE & EQUIPMENT	1,649	(11,851)	14,031

M.E. DAVENPORT FOUNDATION
#38-2646809
9/30/11 FORM 990-PF

Page 2, Part II, Line 10, Investments

U.S. AND STATE GOVERNMENT OBLIGATIONS	VALUE
Federal Farm Cr Bk 4.75%	163,564
Federal Home Loan Bank 5% 11/17/17	180,000
Federal Home Loan Bank 5 375%	119,116
Federal Natl Mortgage 4 375% 10/15/15	113,386
FHLM - Ser 1643-E	15,297
FNMA - Ser 1993-149 M	22,131
FNMA - Ser 93122 M	14,167
GNMA - Pool #287226 9 50% 4/15/20	1,040
GNMA - Pool #392189 8 00% 5/15/24	4,128
GNMA - Pool #392400 8 00% 7/15/24	2,657
US Treasury Note 4 5% Due 11/30/11	15,105
US Treasury Notes 3.875% 5/15/18	174,375
US Treasury Notes 4 25% 08/15/15	170,555
US Treasury Notes 4 25% 11/15/17	118,047
US Treasury Notes 4 625% 11/15/16	118,203
US Treasury Notes 4 875% Due 02/15/12	15,263

TOTAL U.S. AND STATE GOVERNMENT OBLIGATIONS	1,247,034
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SECURITIES	VALUE
Delaware Group SMID Cap Growth Fund	446,835
Marsico Investment Fund Flexible Cap	1,075,125
Nuveen Tradewinds Global All-Cap	1,341,935
Oppenheimer Intl Diversified Fund CI A	579,661
Pimco Global Multi-Asset Fnd	482,348
Reynolds FDS Inc Blue Chip Growth Fund	1,215,863
Voyageur Mut Fds III Delaware Inc Select Growth	773,114
T. Rowe Price Equity Income	115,884
Aflac, Inc	59,415
AT&T Incorporated	119,784
Abbott Laboratories	127,850
Advance Auto Parts Inc	133,630
Aecom Technology Corp	86,583
Anadarko Pete Corporation	138,710
Apache Corp	60,180
Bank New York Incorporated	39,780
Bemis Co Inc	82,068
Capital One Financial	75,297
Chevron Corporation	83,331
Cisco Systems Incorporated	131,750
Coca Cola Company	108,096

Conagra Foods Incorporated	106,568
Dow Chemical Company	96,578
EMC Corporation Mass	125,940
Fedex Corporation	101,520
General Electric Company	82,188
Hewlett Packard Company	67,350
International Business Machines	148,640
Chase Manhattan Corp JP Morgan Chase	102,408
Keycorp Inc	59,300
Kohls Corporation	122,750
Morgan Stanley	48,636
Mylan Inc	74,756
Newmont Mining Corporation	94,425
Oracle Corporation	143,700
Parker Hannifin Corporation	110,478
Royal Dutch Shell PLC	167,535
Staples Incorporated	106,400
Stryker Corporation	80,121
Symantec Corporation	105,950
US Bancorp Del New	82,390
UnitedHealth Group Inc.	83,016
Verizon Corporation	136,160
Wal Mart Incorporated	134,940
Williams Companies Incorporated	73,020
3M Company	129,222

TOTAL SECURITIES

9,861,229

CORPORATE BONDS

VALUE

Abbott Laborator	108,969
AFLAC Inc 8.5%	185,708
Alabama Power Co.	104,686
Allstate Corp 6.75%	174,535
American Express	171,914
Amgen Inc	167,124
Bank of America	140,916
Citigroup Inc	101,748
Consolidated Edis	107,618
Credit Suisse 4 875%	157,158
John Deere Capital	105,697
E I Du Pont	183,305
General Electric Cap 5.0%	161,998
General Electric Co	104,824
Hewlett-Packard	110,709
Eli Lilly and Company	102,453
Metlife Inc	106,792
Oracle Corp	106,564
Pitney Bowes	103,250

Procter & Gamble	114,028
Target Corporation	178,202
Target Corporation	102,241
United Tech Crp 4.875%	168,464
Verizon Comms 5.5% Due 4/1/17	171,419
Wells Fargo & Co	156,712
Wisconsin Elec Power	105,651
Wyeth Notes	110,411
General Electric 5.0% Due 1/08/16	16,200
Shell Intl Finl 3 1% Due 6/28/15	<u>15,932</u>
TOTAL CORPORATE BONDS	<u><u>3,645,227</u></u>