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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.

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

HEALY FOUNDATION

C/O MR. EDMUND HEALY

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

P.O. BOX 760

A Employer identification number

03-0466977

City or town, state, and ZIP code

TAOS, NM 87571

G Check all that apply

Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► Foreign organizations meeting the 85% test,  
2 check here and attach computation ► 

H Check type of organization:

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year

J Accounting method:  Cash  Accrual

(from Part II, col (c), line 16)

 Other (specify) \_\_\_\_\_

► \$ 15,543,167. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses		(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	1,003,643.		N/A	
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
	3 Dividends and interest from securities	293,023.	293,023.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)	203,033.			
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		203,033.		
	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	1,499,699.	496,056.		
	13 Compensation of officers, directors, trustees, etc	86,741.	86,741.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 2 1,275.	1,275.		0.
	c Other professional fees	STMT 3 33,542.	33,542.		0.
	17 Interest				
	18 Taxes	STMT 4 15,251.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 5 5,389.	5,389.		0.
	24 Total operating and administrative expenses Add lines 13 through 23	142,198.	126,947.		0.
	25 Contributions, gifts, grants paid	711,500.			711,500.
	26 Total expenses and disbursements Add lines 24 and 25	853,698.	126,947.		711,500.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	646,001.			
	b Net investment income (if negative, enter -0-)		369,109.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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**HEALY FOUNDATION**  
**C/O MR. EDMUND HEALY**

Form 990-PF (2011)

03-0466977

Page 2

<b>Part II</b>	<b>Balance Sheets</b>	Attached schedules and amounts in the description column should be for end-of-year amounts only	<b>Beginning of year</b>	<b>End of year</b>	
			<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		679,171.	146,032.	146,032.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 8	9,570,493.	9,820,635.	15,397,135.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ► )				
	16 Total assets (to be completed by all filers)		10,249,664.	9,966,667.	15,543,167.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ► )				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31				
	27 Capital stock, trust principal, or current funds		10,249,664.	9,966,667.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
	30 Total net assets or fund balances		10,249,664.	9,966,667.	
	31 Total liabilities and net assets/fund balances		10,249,664.	9,966,667.	

**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	10,249,664.
2 Enter amount from Part I, line 27a	2	646,001.
3 Other increases not included in line 2 (itemize) ►	3	90,952.
4 Add lines 1, 2, and 3	4	10,986,617.
5 Decreases not included in line 2 (itemize) ►	5	1,019,950.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,966,667.

Form 990-PF (2011)

123511  
12-02-11

09300430 758259 058704-000

2011.03050 HEALY FOUNDATION C/O MR. ED 058704-1

## HEALY FOUNDATION

Form 990-PF (2011)

C/O MR. EDMUND HEALY

03-0466977

Page 3

**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.)
a SEE ATTACHED					
b POWERSHARES DB COMMODITY FROM K-1					
c POWERSHARES DB COMMODITY FROM K-1					
d POWERSHARES DB COMMODITY FROM K-1					
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				193,253.	
b				<2,667.>	
c				8,179.	
d				4,268.	
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) 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		(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				193,253.	
b				<2,667.>	
c				8,179.	
d				4,268.	
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		203,033.
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	{ 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))
2010	513,500.	14,372,666.	.035728
2009	753,563.	10,834,389.	.069553
2008	803,040.	14,612,121.	.054957
2007	668,884.	16,776,154.	.039871
2006	563,008.	14,485,822.	.038866

2 Total of line 1, column (d)

2 .238975

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 .047795

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 15,396,086.

5 Multiply line 4 by line 3

5 735,856.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 3,691.

7 Add lines 5 and 6

7 739,547.

8 Enter qualifying distributions from Part XII, line 4

8 711,500.

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

## HEALY FOUNDATION

Form 990-PF (2011)

C/O MR. EDMUND HEALY

03-0466977

Page 4

**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 ►  and enter "N/A" on line 1.

Date of ruling or determination letter: \_\_\_\_\_ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2011 estimated tax payments and 2010 overpayment credited to 2011

6a 8,000.

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 8,000.

8 Enter any **penalty** for underpayment of estimated tax. Check here  if Form 2220 is attached

8

9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed**

9

10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

10 618.

11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ►

11 Refunded

618.

11 0.

**Part VII-A Statements Regarding Activities**

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?

Yes

No

b 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.*

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

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 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*

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

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

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

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

*If "Yes," attach the statement required by General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year?

*If "Yes," complete Part II, col. (c), and Part XV*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

**NM**

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)

of each state as required by General Instruction G? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV

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

**N/A**

Yes

No

Form 990-PF (2011)

HEALY FOUNDATION  
Form 990-PF (2011) C/O MR. EDMUND HEALY

03-0466977

Page 5

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

11	<input type="checkbox"/>	<input checked="" type="checkbox"/>
12	<input type="checkbox"/>	<input checked="" type="checkbox"/>
13	<input type="checkbox"/>	<input checked="" type="checkbox"/>
14	<input type="checkbox"/>	<input type="checkbox"/>
15	<input type="checkbox"/>	<input type="checkbox"/>
16	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12  X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **NONE** 13  X

14 The books are in care of ► **WILMINGTON TRUST COMPANY** Telephone no. ► **302-651-1942**  
Located at ► **1100 NORTH MARKET ST DE3-C070, WILMINGTON, DE** ZIP+4 ► **19890-0001**

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 2011, 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 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**

	<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>	<b>Yes</b>	<b>No</b>
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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(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)? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(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.) <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <b>1b</b> <span style="float: right;"><input type="checkbox"/> X</span>		
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 2011? <span style="float: right;">1c <input type="checkbox"/> X</span>		
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)): At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
	If "Yes," list the years ► <span style="float: right;">2b <input type="checkbox"/> N/A</span>		
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.) <span style="float: right;">2b <input type="checkbox"/> N/A</span>		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <span style="float: right;">3b <input type="checkbox"/> N/A</span>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
b	If "Yes," did it have excess business holdings in 2011 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 2011) <span style="float: right;">3b <input type="checkbox"/> N/A</span>		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <span style="float: right;">4a <input type="checkbox"/> X</span>		
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 2011? <span style="float: right;">4b <input type="checkbox"/> X</span>		

Form 990-PF (2011)

**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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)-(5), did <b>any</b> 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)?	N/A ► <input type="checkbox"/>		
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?	N/A		
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<i>If "Yes" to 6b, file Form 8870.</i>			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	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
WILMINGTON TRUST COMPANY	ADVISOR			
1100 NORTH MARKET STREET	2.00	86,741.	0.	0.
WILMINGTON, DE 19890				
MR. EDMUND HEALY	ADVISOR			
P.O. BOX 767	2.00	0.	0.	0.
TAOS, NM 87571				

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

Form 990-PF (2011)

**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

1	N/A	Expenses
2		
3		
4		

**Part IX-B** Summary of Program-Related Investments

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

1	N/A	Amount
2		
3		
Total. Add lines 1 through 3		► 0.

Form 990-PF (2011)

**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 15,049,996.
b	Average of monthly cash balances	1b 580,548.
c	Fair market value of all other assets	1c
d	<b>Total</b> (add lines 1a, b, and c)	1d 15,630,544.
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 15,630,544.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 234,458.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5 15,396,086.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6 769,804.

**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	1 769,804.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 7,382.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 7,382.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 762,422.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 762,422.
6	Deduction from distributable amount (see instructions)	6 0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 762,422.

**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 711,500.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 711,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5 0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6 711,500.

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				762,422.
2 Undistributed income, if any, as of the end of 2011			709,110.	
a Enter amount for 2010 only		0.		
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 711,500.			709,110.	
a Applied to 2010, but not more than line 2a				
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 2011 distributable amount				2,390.
e Remaining amount distributed out of corpus		0.		0.
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.		0.		
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012		0.		0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				760,032.
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

## HEALY FOUNDATION

Form 990-PF (2011)

C/O MR. EDMUND HEALY

03-0466977

Page 10

**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 2011, 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)

**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 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:

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:

HEALY FOUNDATION  
C/O MR. EDMUND HEALY

03-0466977 Page 11

**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
<b>a Paid during the year</b>				
CHESAPEAKE WILDLIFE HERITAGE 46 PENNSYLVANIA AVE PO BOX 1745 EASTON, MD 21601	NONE	CHARITY	GENERAL SUPPORT	25,000.
CIMARRON MAVERICK CLUB P O BOX 81 CIMARRON, NM 87714	NONE	CHARITY	GENERAL SUPPORT	50,000.
DREAMS COME TRUE 6803 SOUTHPPOINT PARKWAY JACKSONVILLE, FL 32216	NONE	CHARITY	SUPPORT FOR SPECIAL TIMES PROGRAM THROUGH THE ANGEL LOVE CARSON PATTON BENEFIT.	2,500.
DELMARVA NESTING FOUNDATION 6480 LOCUST GROVE ROAD EASTON, MD 21601	NONE	CHARITY	GENERAL SUPPORT	10,000.
DESERT ACADEMY 313 CAMINO ALIRE SANTA FE, NM 87501	NONE	CHARITY	GENERAL SUPPORT	25,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 711,500.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

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Form 990-PF (2011)

**Part XV. Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
EASTERN NEW MEXICO UNIVERSITY 1500 S AVE K PORTALES, NM 88130	NONE	CHARITY	GENERAL SUPPORT	15,000.
ECHO HILL CHAMPERSHIP FUND PO BOX 5923 BETHESDA, MD 20824	NONE	CHARITY	GENERAL SUPPORT	5,000.
ENCHANTMENT LEGACY PO BOX 957 ESTANCIA, NM 87016	NONE	CHARITY	GENERAL SUPPORT	15,000.
FAMILY NUTURING CENTER OF FLORIDA 2759 BARTLEY CIRCLE JACKSONVILLE, FL 32207	NONE	CHARITY	SUPPORT FOR SUPERVISED VISITATION AND EXCHANGE SERVICES.	3,000.
HABITAT FOR HUMANITY OF TALBOT & DORCHESTER COUNTIES P. O. BOX 2366, 218 NORTH WASHINGTON STREET, SUITE 109 EASTON, MD 21601	NONE	CHARITY	GENERAL SUPPORT	10,000.
HANDS ON JACKSONVILLE, INC. 6817 SOUTHPOINT PKWY. SUITE 1902 JACKSONVILLE, FL 32216	NONE	CHARITY	GENERAL SUPPORT	45,000.
HEROES, INC 666 ELEVENTH STREET, N.W. WASHINGTON, DC 20001	NONE	CHARITY	GENERAL SUPPORT	5,000.
HUMANE SOCIETY OF DORCHESTER COUNTY CAMBRIDGE, MD 21613	NONE	CHARITY	GENERAL SUPPORT	20,000.
JACKSONVILLE UNIVERSITY LIBRARY 2800 UNIVERSITY BLVD N JACKSONVILLE, FL 32211	NONE	CHARITY	GENERAL SUPPORT	17,000.
LA JICARITA NEWS BOX 6 EL VALLE ROUTE CHAMISAL, NM 87521	NONE	CHARITY	GRANT PAYMENT FOR MONTHLY PUBLICATION ON BEHALF OF RURAL COMMUNITIES OF NORTHERN NEW MEXICO.	4,000.
<b>Total from continuation sheets</b>				<b>599,000.</b>

**Part XV. Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
LANDON SCHOOL 6101 WILSON LN <u>BETHESDA, MD 20817</u>	NONE	CHARITY	GENERAL SUPPORT	30,000.
LEADERSHIP NEW MEXICO P.O. BOX 35696 <u>ALBUQUERQUE, NM 871765696</u>	NONE	CHARITY	GENERAL SUPPORT	55,500.
MILlicENT ROGERS MUSEUM POST OFFICE BOX 1210 <u>TAOS, NM 87571</u>	NONE	CHARITY	GENERAL SUPPORT	53,000.
MUSIC FROM ANGEL FIRE PO BOX 502 <u>ANGEL FIRE, NM 87710</u>	NONE	CHARITY	GENERAL SUPPORT FOR THE YOUNG ARTISTS IN OUR SCHOOLS PROGRAM.	3,000.
NANCY FLOYD HAYWORTH FOUNDATION P.O. BOX 36107 <u>ALBUQUERQUE, NM 87176</u>	NONE	CHARITY	GRANT TO PROVIDE BREAST CANCER EDUCATION AND SUPPORT TO NEW MEXICANS.	5,000.
STATE OF THE RE.UNION 2109 HERSCHEL STREET <u>ALBUQUERQUE, NM 87176</u>	NONE	CHARITY	GENERAL SUPPORT	5,000.
NEW MEXICO BUREAU OF GEOLOGY AND MINERAL RESOURCES	NONE	CHARITY	GENERAL SUPPORT	50,000.
PACE 1010 SE 4TH AVENUE <u>GAINESVILLE, FL 32601</u>	NONE	CHARITY	GENERAL SUPPORT	45,000.
POTOMAC CONSERVANCY 8601 GEORGIA AVENUE, SUITE 612 <u>SILVER SPRING, MD 20910</u>	NONE	CHARITY	GENERAL SUPPORT	15,000.
ROCKY MOUNTAIN YOUTH CORPS 1021 SALAZAR RD <u>TAOS, NM 87571</u>	NONE	CHARITY	GENERAL SUPPORT	5,000.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
ST ANDREW'S EPISCOPAL SCHOOL 505 N PENNSYLVANIA AVE ROSWELL, NM 882014736	NONE	CHARITY	GENERAL SUPPORT	10,000.
TAOS COMMUNITY FOUNDATION PO BOX 1925 TAOS, NM 87571	NONE	CHARITY	GENERAL SUPPORT	35,000.
TAOS COUNTY ECONOMIC DEVELOPMENT CORP 1021 SALAZAR RD., P.O. 1389 TAOS, NM 87571	NONE	CHARITY	GENERAL OPERATING FUNDS FOR SUPPORTING FOOD, LAND AND CULTURE OF THE PEOPLE OF NORTHERN NEW MEXICO.	20,000.
VOICES FOR AMERICA'S CHILDREN 1000 VERMONT AVE NW SUITE 700 WASHINGTON, DC 20005	NONE	CHARITY	GENERAL SUPPORT	12,500.
WORKING CLASS THEATRE 1335 GUSDORF RD SUITE L TAOS, NM 87571	NONE	CHARITY	OPERATING FUNDS FOR PRODUCTION SUPPORT AND YOUTH OUTREACH.	5,000.
FRACTURED ATLAS 248 W 35TH STREET, 10TH FL NEW YORK, NY 10001	NONE	CHARITY	GRANT PAYMENT FOR PO' PAY SPEAKS PROJECT.	55,000.
PUEBLO OF JEMEZ 7413 HWY 4 JEMEZ PUEBLO, NM 87024	NONE	FEDERALLY RECOGNIZED TRIBE	TO ASSIST NATIVE AMERICAN ATHLETES TO PARTICIPATE IN THE N AMERICAN INDIGENOUS GAMES IN WI	15,000.
LORE OF THE LAND 7 AVENIDA VISTA GRANDE B-7 #119 SANTA FE, NM 87508	NONE	CHARITY	GRANT PAYMENT FOR FILM SERIES - ACEQUIAS: UNITING THE PAST WITH THE FUTURE	12,000.
CENTER OF SOUTHWEST CULTURE 500 COPPER AVENUE NW ALBUQUERQUE, NM 87102	NONE	CHARITY	GRANT PAYMENT FOR THE "CULTURAL MAPPING OF THE ACEQUIA RIO CHIQUITO, TAOS, NM" PROJECT.	8,000.
HORSIN' AROUND THERAPEUTIC RIDING CENTER PQ BOX 713 BELEN, NM 87002	NONE	CHARITY	PROGRAMS FOR THOSE WITH DISABLING MENTAL, PHYSICAL, EMOTIONAL AND LEARNING CONDITIONS.	5,000.
<b>Total from continuation sheets</b>				

HEALY FOUNDATION  
C/O MR. EDMUND HEALY

03-0466977

## Part XV. Supplementary Information

### 3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

## 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
	(a) Business code	(b) Amount	(c) Exclu- sion 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	293,023.	
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	203,033.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		496,056.	0.
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)			13		496,056.

## Relationship of Activities to the Accomplishment of Exempt Purposes



**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

**2011**

Name of the organization

**HEALY FOUNDATION  
C/O MR. EDMUND HEALY**

Employer identification number

**03-0466977**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

HEALY FOUNDATION  
C/O MR. EDMUND HEALY

Employer identification number

03-0466977

## Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARTHA ANNE HEALY 8101 CONNECTICUT AVENUE #C-308 CHEVY CHASE, MD 208152806	\$ 1,003,643.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

HEALY FOUNDATION  
C/O MR. EDMUND HEALY

Employer identification number

03-0466977

**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	60,790 SH GENERAL ELECTRIC COMMON STOCK	\$ 1,003,643.	12/13/11
		\$	
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

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Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Schedule B.(Form 990, 990-EZ, or 990-PF) (2011)

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Name of organization

**Employer identification number**

HEALY FOUNDATION

C/O MR. EDMUND HEALY

03-0466977

### Part III

**Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively religious, charitable, etc.* contributions of \$1,000 or less for the year. (Enter this information once) ► \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE INTEREST	506.	0.	506.
DOMESTIC DIVIDENDS	218,527.	0.	218,527.
FOREIGN DIVIDENDS	48,867.	0.	48,867.
NONQUALIFIED DOMESTIC DIVIDENDS	3,980.	0.	3,980.
NONQUALIFIED FOREIGN DIVIDENDS	44.	0.	44.
POWERSHARES DB COMMODITY FROM K-1	361.	0.	361.
US GOV INTEREST	20,738.	0.	20,738.
TOTAL TO FM 990-PF, PART I, LN 4	293,023.	0.	293,023.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	1,275.	1,275.		0.
TO FORM 990-PF, PG 1, LN 16B	1,275.	1,275.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEE	33,542.	33,542.		0.
TO FORM 990-PF, PG 1, LN 16C	33,542.	33,542.		0.

FORM 990-PF

TAXES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	3,697.	0.		0.
2011 FEDERAL ESTIMATED				
EXCISE TAX	8,000.	0.		0.
2010 FEDERAL TAX DUE	3,554.	0.		0.
TO FORM 990-PF, PG 1, LN 18	15,251.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEES PAID TO CT CORP	365.	365.		0.
OTHER NON ALLOCABLE EXPENSES	190.	190.		0.
FROM K-1 POWERSHARES DB COMMODITY INDEX TRACKING FUND	4,834.	4,834.		0.
TO FORM 990-PF, PG 1, LN 23	5,389.	5,389.		0.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT

6

DESCRIPTION	AMOUNT
NONDIVIDEND DISTRIBUTIONS	2,328.
TIMING DIFFERENCE	1,601.
ADJUSTMENT OF CARRYING VALUE	87,023.
TOTAL TO FORM 990-PF, PART III, LINE 3	90,952.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
POWERSHARES BASIS ADJUSTMENT	5,307.
TAX COST TO FMV ADJUSTMENT OF DONATED STOCK	1,003,643.
REISSUE OF PRIOR YEARS UNCASHED CHECK CONTRIBUTIONS	11,000.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,019,950.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK AND CONVERTIBLES	4,862,506.	9,349,586.
MUTUAL FUND	4,958,129.	6,047,549.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,820,635.	15,397,135.

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

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

Kind of Property	Depreciation allowed/allowable	Description				P or D	Date acquired	Date sold
		Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
Gross sale price less expenses of sale								
1,201.00		3. APPLE INC PROPERTY TYPE. SECURITIES 908.00				11/01/2010	07/27/2011	
2,325.00		6. APPLE INC PROPERTY TYPE: SECURITIES 2,443.00				VAR	12/20/2011	
6,145.00		200. ARCHER-DANIELS-MIDLAND COMPANY COMM PROPERTY TYPE: SECURITIES 5,447.00				VAR	06/21/2011	
9,499.00		380. ARM HOLDINGS PLC PROPERTY TYPE: SECURITIES 6,339.00				11/04/2010	01/25/2011	
2,127.00		115. CBRE GROUP INC PROPERTY TYPE: SECURITIES 2,127.00				04/15/2011	10/31/2011	
16,671.00		1115. CBRE GROUP INC PROPERTY TYPE: SECURITIES 28,916.00				VAR	12/15/2011	
7,578.00		200. CVS/CAREMARK CORPORATION PROPERTY TYPE: SECURITIES 7,323.00				VAR	06/21/2011	
3,327.00		61. CAMERON INTERNATIONAL CORPORATION PROPERTY TYPE: SECURITIES 3,614.00				03/10/2011	07/29/2011	
2,176.00		43 CAMERON INTERNATIONAL CORPORATION PROPERTY TYPE: SECURITIES 2,298.00				VAR	10/31/2011	
25,090.00		495 CELGENE CORP COMMON PROPERTY TYPE: SECURITIES 30,459.00				11/01/2010	02/09/2011	
32,209.00		300. CHEVRON CORP COMMON PROPERTY TYPE: SECURITIES 20,841.00				VAR	04/20/2011	

JSA  
1E1730 1000

**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			
2,433.00			33. COGNIZANT TECHNOLOGY SOLUTIONS CORP PROPERTY TYPE: SECURITIES 2,208.00		225.00		11/01/2010	01/25/2011
15,214.00			200. COLGATE PALMOLIVE COMPANY COMMON PROPERTY TYPE: SECURITIES 14,289.00		925.00		06/30/2009	02/04/2011
5,328.00			70. COLGATE PALMOLIVE COMPANY COMMON PROPERTY TYPE: SECURITIES 5,001.00		327.00		06/30/2009	02/04/2011
7,611.00			100. COLGATE PALMOLIVE COMPANY COMMON PROPERTY TYPE: SECURITIES 7,144.00		467.00		06/30/2009	02/04/2011
7,932.00			100. CONOCOPHILLIPS COMMON PROPERTY TYPE: SECURITIES 5,283.00		2,649.00		03/18/2010	03/07/2011
15,865.00			200. CONOCOPHILLIPS COMMON PROPERTY TYPE: SECURITIES 8,848.00		7,017.00			
7,781.00			100 CONOCOPHILLIPS COMMON PROPERTY TYPE: SECURITIES 4,335.00		VAR		03/08/2011	
1,536.00			30. CREE INC COMMON PROPERTY TYPE: SECURITIES 1,547.00		3,446.00		11/01/2010	01/25/2011
18,611.00			419. CREE INC COMMON PROPERTY TYPE: SECURITIES 21,613.00		-11.00		11/01/2010	03/25/2011
22,269.00			449. DOLLAR TREE INC PROPERTY TYPE: SECURITIES 23,138.00		-3,002.00		11/01/2010	02/09/2011
9,642.00			200. EMERSON ELECTRIC COMPANY COMMON PROPERTY TYPE: SECURITIES 9,264.00		-869.00		08/12/2011	11/22/2011
					378.00			

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10

**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			
18,942.00		400. EMERSON ELECTRIC COMPANY COMMON PROPERTY TYPE: SECURITIES 18,507.00			435.00	VAR	11/23/2011	
4,788.00		100. EMERSON ELECTRIC COMPANY COMMON PROPERTY TYPE: SECURITIES 4,611.00			177.00	08/12/2011	11/23/2011	
4,748.00		100. EMERSON ELECTRIC COMPANY COMMON PROPERTY TYPE: SECURITIES 4,611.00			137.00	08/12/2011	11/25/2011	
9,843.00		200. EMERSON ELECTRIC COMPANY COMMON PROPERTY TYPE: SECURITIES 9,111.00			732.00	VAR	11/28/2011	
9,925.00		200. EMERSON ELECTRIC COMPANY COMMON PROPERTY TYPE: SECURITIES 9,000.00			925.00	08/11/2011	11/29/2011	
5,166.00		100 EMERSON ELECTRIC COMPANY COMMON PROPERTY TYPE: SECURITIES 4,500.00			666.00	08/11/2011	11/30/2011	
9,382.00		176. EXPEDITORS INTL OF WASHINGTON COMMO PROPERTY TYPE: SECURITIES 8,718.00			664.00	11/01/2010	01/25/2011	
4,692.00		88. EXPRESS SCRIPTS INC COMMON PROPERTY TYPE: SECURITIES 4,276.00			416.00	11/01/2010	03/10/2011	
3,727.00		90. EXPRESS SCRIPTS INC COMMON PROPERTY TYPE: SECURITIES 4,373.00			-646.00	11/01/2010	09/20/2011	
22,221.00		212. F5 NETWORKS INC COMMON PROPERTY TYPE: SECURITIES 25,057.00			-2,836.00	VAR	03/18/2011	
1,153.00		11. F5 NETWORKS INC COMMON PROPERTY TYPE: SECURITIES 1,153.00				01/25/2011	03/18/2011	

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11

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

Kind of Property	Depreciation allowed/allowable	Description				IP or D	Date acquired	Date sold
		Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis			
5,857.00		121. FREEPORT-MCMORAN COPPER & GOLD INC PROPERTY TYPE: SECURITIES 6,748.00				01/27/2011	05/16/2011	
9,893.00		314. FREEPORT-MCMORAN COPPER & GOLD INC PROPERTY TYPE: SECURITIES 9,893.00				VAR	09/23/2011	
92,733.00		4638. GENERAL ELECTRIC CO COMMON PROPERTY TYPE: SECURITIES 73,234.00				01/01/2000	01/25/2011	
17,194.00		403. ILLUMINA INC COMMON PROPERTY TYPE: SECURITIES 28,430.00				VAR	09/27/2011	
4,116.00		200. INTEL CORP COMMON PROPERTY TYPE: SECURITIES 3,752.00				-11,236.00	08/21/2009	01/06/2011
4,116.00		200. INTEL CORP COMMON PROPERTY TYPE: SECURITIES 4,214.00				364.00	01/20/2010	01/06/2011
8,244.00		400. INTEL CORP COMMON PROPERTY TYPE: SECURITIES 7,285.00				-98.00	VAR	01/06/2011
8,248.00		400. INTEL CORP COMMON PROPERTY TYPE: SECURITIES 6,632.00				959.00	06/30/2009	01/06/2011
10,318.00		500. INTEL CORP COMMON PROPERTY TYPE: SECURITIES 8,290.00				1,616.00	06/30/2009	01/06/2011
10,279.00		500. INTEL CORP COMMON PROPERTY TYPE: SECURITIES 8,290.00				2,028.00	06/30/2009	01/07/2011
4,117.00		200. INTEL CORP COMMON PROPERTY TYPE: SECURITIES 3,316.00				1,989.00	06/30/2009	01/10/2011
						801.00		

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12

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

Kind of Property	Depreciation allowed/allowable	Description				P or D	Date acquired	Date sold
		Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis			
Gross sale price less expenses of sale								
2,061.00		100. INTEL CORP COMMON PROPERTY TYPE: SECURITIES 1,658.00			403.00		06/30/2009	01/10/2011
4,124.00		200. INTEL CORP COMMON PROPERTY TYPE: SECURITIES 3,316.00			808.00		06/30/2009	01/10/2011
15,425.00		100. INTERNATIONAL BUSINESS MACHINES COR PROPERTY TYPE: SECURITIES 10,583.00			4,842.00		06/30/2009	03/16/2011
15,407.00		100. INTERNATIONAL BUSINESS MACHINES COR PROPERTY TYPE: SECURITIES 10,583.00			4,824.00		06/30/2009	03/17/2011
7,828.00		50. INTERNATIONAL BUSINESS MACHINES CORP PROPERTY TYPE: SECURITIES 5,292.00			2,536.00		06/30/2009	03/18/2011
6,842.00		19. INTUITIVE SURGICAL INC COMMON PROPERTY TYPE: SECURITIES 5,021.00			1,821.00		11/01/2010	07/14/2011
22,455.00		56. INTUITIVE SURGICAL INC COMMON PROPERTY TYPE: SECURITIES 14,799.00			7,656.00		11/01/2010	07/25/2011
18,656.00		306. JOHNSON & JOHNSON COMMON PROPERTY TYPE: SECURITIES 19,034.00			-378.00		12/27/2010	01/25/2011
6,491.00		100. JOHNSON & JOHNSON COMMON PROPERTY TYPE: SECURITIES 6,122.00			369.00		08/21/2009	08/25/2011
21,946.00		744. JOHNSON CONTROLS COMMON PROPERTY TYPE: SECURITIES 29,371.00			VAR			09/19/2011
9,997.00		426. JUNIPER NETWORKS INC COMMON PROPERTY TYPE: SECURITIES 13,838.00			-7,425.00		11/01/2010	07/29/2011

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13

**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			
469.00			20. JUNIPER NETWORKS INC COMMON PROPERTY TYPE: SECURITIES 802.00			02/09/2011	07/29/2011	
3,011.00			136. JUNIPER NETWORKS INC COMMON PROPERTY TYPE: SECURITIES 4,193.00			07/25/2011	08/17/2011	
11,179.00			505. JUNIPER NETWORKS INC COMMON PROPERTY TYPE: SECURITIES 16,404.00			11/01/2010	08/17/2011	
5,402.00			100. KOHLS CORP COMMON PROPERTY TYPE: SECURITIES 5,780.00			04/15/2010	11/22/2011	
10,565.00			200. KOHLS CORP COMMON PROPERTY TYPE: SECURITIES 11,552.00			04/15/2010	11/23/2011	
5,263.00			100. KOHLS CORP COMMON PROPERTY TYPE: SECURITIES 5,776.00			04/15/2010	11/28/2011	
3,048.00			50. LULULEMON ATHLETICA INC W/I PROPERTY TYPE: SECURITIES 2,770.00			08/17/2011	09/20/2011	
9,233.00			200. MARATHON OIL CORPORATION COMMON PROPERTY TYPE: SECURITIES 6,631.00			VAR	02/10/2011	
13,805.00			300. MARATHON OIL CORPORATION COMMON PROPERTY TYPE: SECURITIES 9,533.00			08/21/2009	02/10/2011	
8,099.00			100. MCKESSON CORPORATION COMMON PROPERTY TYPE: SECURITIES 6,435.00			VAR	12/06/2011	
19,157.00			684. MICROSOFT CORP COMMON PROPERTY TYPE: SECURITIES 18,408.00			11/01/2010	01/14/2011	

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14

**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)	
7,864.00		100. NATIONAL OILWELL VARCO INC PROPERTY TYPE: SECURITIES 3,367.00				06/30/2009	02/10/2011	4,497.00
8,109.00		100. NATIONAL OILWELL VARCO INC PROPERTY TYPE: SECURITIES 3,367.00				06/30/2009	03/04/2011	4,742.00
24,301.00		300. NATIONAL OILWELL VARCO INC PROPERTY TYPE: SECURITIES 10,100.00				06/30/2009	03/30/2011	14,201.00
8,109.00		100. NATIONAL OILWELL VARCO INC PROPERTY TYPE: SECURITIES 3,367.00				06/30/2009	03/30/2011	4,742.00
24,018.00		300. NATIONAL OILWELL VARCO INC PROPERTY TYPE: SECURITIES 10,100.00				06/30/2009	03/31/2011	13,918.00
25,435.00		135. NETFLIX INC COMMON PROPERTY TYPE: SECURITIES 23,493.00				11/01/2010	01/13/2011	1,942.00
6,001.00		59. OCCIDENTAL PETROLEUM CORP COMMON PROPERTY TYPE: SECURITIES 5,722.00				VAR	05/16/2011	
5,997.00		200. ORACLE CORP COMMON PROPERTY TYPE: SECURITIES 6,608.00				02/10/2011	09/28/2011	-611.00
3,259.00		100. ORACLE CORP COMMON PROPERTY TYPE: SECURITIES 2,737.00				08/12/2011	11/03/2011	522.00
3,250.00		100. ORACLE CORP COMMON PROPERTY TYPE: SECURITIES 2,767.00				08/11/2011	11/03/2011	483.00
12,716.00		200. PNC FINANCIAL SERVICES GROUP COMMON PROPERTY TYPE: SECURITIES 11,247.00				03/09/2010	02/10/2011	1,469.00

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15 -

**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			
6,038.00		100. PNC FINANCIAL SERVICES GROUP COMMON PROPERTY TYPE: SECURITIES 5,619.00				03/09/2010	03/02/2011	419.00
12,173.00		200. PNC FINANCIAL SERVICES GROUP COMMON PROPERTY TYPE: SECURITIES 11,221.00				03/09/2010	03/03/2011	952.00
18,261.00		300. PNC FINANCIAL SERVICES GROUP COMMON PROPERTY TYPE: SECURITIES 16,840.00				VAR	03/03/2011	1,421.00
9,193.00		100. PPG INDUSTRIES COMMON PROPERTY TYPE: SECURITIES 4,912.00				VAR	07/08/2011	4,281.00
9,028.00		100. PPG INDUSTRIES COMMON PROPERTY TYPE: SECURITIES 4,411.00				06/30/2009	07/12/2011	4,617.00
9,049.00		100. PPG INDUSTRIES COMMON PROPERTY TYPE: SECURITIES 4,411.00				06/30/2009	07/13/2011	4,638.00
18,112.00		200. PPG INDUSTRIES COMMON PROPERTY TYPE: SECURITIES 8,822.00				06/30/2009	07/13/2011	9,290.00
5,216.00		200. PPL CORPORATION COMMON PROPERTY TYPE: SECURITIES 6,259.00				12/09/2009	08/11/2011	-1,043.00
2,627.00		100. PPL CORPORATION COMMON PROPERTY TYPE: SECURITIES 3,114.00				10/21/2009	08/11/2011	-487.00
10,329.00		400. PPL CORPORATION COMMON PROPERTY TYPE: SECURITIES 12,457.00				10/21/2009	08/11/2011	-2,128.00
15,367.00		600. PPL CORPORATION COMMON PROPERTY TYPE: SECURITIES 18,469.00				10/20/2009	08/11/2011	-3,102.00

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16

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

Kind of Property	Depreciation allowed/allowable	Description				P or D	Date acquired	Date sold
		Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis			
Gross sale price less expenses of sale								
7,844.00		300. PPL CORPORATION COMMON PROPERTY TYPE: SECURITIES 9,343.00				10/21/2009	08/12/2011	
7,952.00		300. PPL CORPORATION COMMON PROPERTY TYPE: SECURITIES 9,235.00				10/20/2009	08/15/2011	
10,524.00		400. PPL CORPORATION COMMON PROPERTY TYPE: SECURITIES 10,612.00				VAR	08/15/2011	
13,799.00		200. PEPSICO INCORPORATED COMMON PROPERTY TYPE: SECURITIES 13,175.00				VAR	06/21/2011	
7,016.00		100. PEPSICO INCORPORATED COMMON PROPERTY TYPE: SECURITIES 6,298.00				02/11/2011	07/01/2011	
28,066.00		400. PEPSICO INCORPORATED COMMON PROPERTY TYPE: SECURITIES 26,151.00				718.00	07/01/2011	
14,015.00		200. PEPSICO INCORPORATED COMMON PROPERTY TYPE: SECURITIES 13,165.00				1,915.00	07/01/2011	
14,053.00		200. PEPSICO INCORPORATED COMMON PROPERTY TYPE: SECURITIES 12,307.00				VAR	07/05/2011	
4,734.00		53. PERRIGO CO COMMON PROPERTY TYPE: SECURITIES 3,739.00				1,746.00	01/25/2011	10/31/2011
3,964.00		200. PFIZER COMMON PROPERTY TYPE: SECURITIES 3,532.00				995.00	10/16/2009	07/20/2011
1,998.00		31. POLYPORE INTERNATIONAL INC PROPERTY TYPE: SECURITIES 1,858.00				432.00	06/13/2011	09/19/2011
						140.00		

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

Kind of Property		Description				IP 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			
4,533.00		88. POTASH CORP SASKATCHEWAN COMMON PROPERTY TYPE: SECURITIES 4,106.00			427.00		12/09/2010	05/16/2011
3,400.00		66. POTASH CORP SASKATCHEWAN COMMON PROPERTY TYPE: SECURITIES 4,030.00			-630.00		02/09/2011	05/16/2011
16,667.00		425. POTASH CORP SASKATCHEWAN COMMON PROPERTY TYPE: SECURITIES 19,754.00			VAR			12/15/2011
1,526.00		3. PRICELINE COM INC NEW COMMON PROPERTY TYPE: SECURITIES 1,143.00			383.00		11/01/2010	08/08/2011
2,034.00		4. PRICELINE COM INC NEW COMMON PROPERTY TYPE: SECURITIES 1,682.00			352.00		01/25/2011	08/08/2011
3,888.00		8. PRICELINE COM INC NEW COMMON PROPERTY TYPE: SECURITIES 3,994.00			-106.00		08/17/2011	11/21/2011
7,775.00		16. PRICELINE COM INC NEW COMMON PROPERTY TYPE: SECURITIES 6,098.00			1,677.00		11/01/2010	11/21/2011
4,541.00		86. QUALCOMM COMMON PROPERTY TYPE: SECURITIES 4,815.00			-274.00		02/09/2011	04/15/2011
475.00		9. QUALCOMM COMMON PROPERTY TYPE: SECURITIES 410.00			65.00		11/01/2010	04/15/2011
5,146.00		100. ST JUDE MEDICAL COMMON PROPERTY TYPE: SECURITIES 4,204.00			942.00		02/04/2011	03/30/2011
10,293.00		200. ST JUDE MEDICAL COMMON PROPERTY TYPE: SECURITIES 8,267.00			2,026.00		06/30/2009	03/30/2011

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18

**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			
23,069.00		1441. SCHWAB CHARLES CORP NEW COMMON PROPERTY TYPE: SECURITIES 22,847.00				VAR	06/10/2011	
28,279.00		574. TARGET CORP COMMON PROPERTY TYPE: SECURITIES 30,027.00				11/01/2010	03/30/2011	
5,649.00		100. TRAVELERS COS INC/THE PROPERTY TYPE: SECURITIES 4,881.00				08/21/2009	10/25/2011	
5,650.00		100. TRAVELERS COS INC/THE PROPERTY TYPE: SECURITIES 4,483.00				VAR	10/25/2011	
11,381.00		200. TRAVELERS COS INC/THE PROPERTY TYPE: SECURITIES 8,170.00				06/30/2009	10/26/2011	
5,691.00		100. TRAVELERS COS INC/THE PROPERTY TYPE: SECURITIES 4,085.00				3,211.00		
5,515.00		100. TRAVELERS COS INC/THE PROPERTY TYPE: SECURITIES 4,085.00				06/30/2009	12/01/2011	
5,538.00		100. TRAVELERS COS INC/THE PROPERTY TYPE: SECURITIES 4,085.00				1,430.00		
27,803.00		500. TRAVELERS COS INC/THE PROPERTY TYPE: SECURITIES 20,370.00				06/30/2009	12/02/2011	
8,375.00		89. UNION PACIFIC CORP COMMON PROPERTY TYPE: SECURITIES 8,318.00				7,433.00		
10,309.00		108. UNION PACIFIC CORP COMMON PROPERTY TYPE: SECURITIES 9,594.00				12/09/2010	01/25/2011	
						57.00		
						VAR	03/18/2011	
						715.00		

**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 (loss)	
7,027.00		100. UNITED TECHNOLOGIES CORP COMMON PROPERTY TYPE: SECURITIES 6,621.00			406.00	02/05/2010	08/11/2011	
20,776.00		300. UNITED TECHNOLOGIES CORP COMMON PROPERTY TYPE: SECURITIES 19,896.00			880.00	VAR	08/11/2011	
13,964.00		200. UNITED TECHNOLOGIES CORP COMMON PROPERTY TYPE: SECURITIES 13,241.00			723.00	02/05/2010	08/11/2011	
14,035.00		200. UNITED TECHNOLOGIES CORP COMMON PROPERTY TYPE: SECURITIES 13,172.00			863.00	VAR	08/12/2011	
15,422.00		300. UNITEDHEALTH GROUP INC COMMON PROPERTY TYPE: SECURITIES 8,297.00			7,125.00	VAR	06/20/2011	
9,701.00		200. UNITEDHEALTH GROUP INC COMMON PROPERTY TYPE: SECURITIES 5,052.00			4,649.00	06/30/2009	09/28/2011	
4,851.00		100. UNITEDHEALTH GROUP INC COMMON PROPERTY TYPE: SECURITIES 4,336.00			515.00	08/11/2011	09/28/2011	
11,710.00		100. V F CORP COMMON PROPERTY TYPE: SECURITIES 8,332.00			3,378.00	10/28/2010	08/30/2011	
12,608.00		100. V F CORP COMMON PROPERTY TYPE: SECURITIES 8,019.00			4,589.00	11/12/2010	09/20/2011	
13,152.00		100. V F CORP COMMON PROPERTY TYPE: SECURITIES 5,622.00			7,530.00	06/30/2009	09/27/2011	
14,266.00		500. WELLS FARGO & CO NEW COMMON PROPERTY TYPE: SECURITIES 16,757.00			-2,491.00	VAR	04/21/2011	

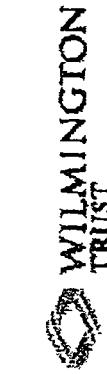
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**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

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)	
-28.00			8. GENERAL ELECTRIC CO CALL MAY 21 EXPIR PROPERTY TYPE: SECURITIES -332.00			03/15/2011	05/16/2011	304.00
			8. GENERAL ELECTRIC CO CALL JUN 22.5 EXP PROPERTY TYPE: SECURITIES -332.00			02/02/2011	06/20/2011	332.00
-128.00			17. GENERAL ELECTRIC CO CALL SEP 20 EXPI PROPERTY TYPE: SECURITIES -535.00			06/21/2011	08/02/2011	407.00
-188.00			25 GENERAL ELECTRIC CO CALL OCT 21 EXPI PROPERTY TYPE: SECURITIES -555.00			VAR	08/02/2011	367.00
			8. GENERAL ELECTRIC CO CALL DEC 19 EXPIR PROPERTY TYPE: SECURITIES -172.00			08/17/2011	12/19/2011	172.00
-44.00			8. GENERAL ELECTRIC CO CALL JAN 19 EXPIR PROPERTY TYPE: SECURITIES -236.00			08/17/2011	11/25/2011	192.00
			16. GENERAL ELECTRIC CO CALL DEC 18 EXPI PROPERTY TYPE: SECURITIES -472.00			VAR	12/19/2011	472.00
-1,011.00			16. GENERAL ELECTRIC CO CALL MAR 19 EXPI PROPERTY TYPE: SECURITIES -501.00			VAR	03/15/2011	-510.00
-28.00			8. GENERAL ELECTRIC CO CALL JUN 19 EXPIR PROPERTY TYPE: SECURITIES -348.00			12/08/2010	06/15/2011	320.00
-2,828.00			8. GENERAL ELECTRIC CO CALL FEB 18 EXPIR PROPERTY TYPE: SECURITIES -220.00			12/08/2010	02/17/2011	-2,608.00
-417.00			17. GENERAL ELECTRIC CO CALL APR 20 EXPI PROPERTY TYPE: SECURITIES -433.00			12/23/2010	04/15/2011	16.00

**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			
-188.00								
			8. GENERAL ELECTRIC CO CALL MAY 20 EXPIR PROPERTY TYPE: SECURITIES -1,508.00			02/17/2011	05/16/2011	
-168.00			16. GENERAL ELECTRIC CO CALL DEC 21 EXPIR PROPERTY TYPE: SECURITIES -600.00			VAR	08/10/2011	
			8. GENERAL ELECTRIC CO CALL JUN 21 EXPIR PROPERTY TYPE: SECURITIES -260.00			01/04/2011	06/20/2011	
-111.00			17. GENERAL ELECTRIC CO CALL SEP 22.5 EX PROPERTY TYPE: SECURITIES -654.00			04/15/2011	06/07/2011	
-20.00			8. GENERAL ELECTRIC CO CALL JUL 22 EXPIR PROPERTY TYPE: SECURITIES -172.00			04/29/2011	06/21/2011	
TOTAL GAIN(LOSS) .....						----- 193,253. =====		
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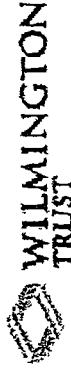
## Investment Detail

Across Account(s) separate Principal and Income  
As of December 31, 2011

Page 1

Base Currency - U.S. Dollar	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM	Market
<b>Principal Portfolios - U S Dollar</b>											
<i>Common Stocks And Convertibles</i>											
<i>Energy</i>											
CAMERON INTERNATIONAL CORPORATION	664,000.00	32,662.16	21	49.1900	30,173.97	45,4427	2,488.19	0.0			
CHEVRON CORP COMMON	700,000.00	74,480.00	48	106.4000	49,731.68	71,0453	24,748.32	2,268.00	3.05		
CONOCOPHILLIPS COMMON	850,000.00	61,939.50	40	72.8700	35,846.94	42,1729	26,092.56	2,244.00	3.62		
CORE LABORATORIES N V COMMON	300,000.00	34,185.00	22	113.5000	12,416.50	41,3883	21,768.50	300.00	88		
DIAMOND OFFSHORE DRILLING INC COMMON	850,000.00	46,971.00	30	55.5600	59,791.14	70,3425	(12,820.14)	425.00	90		
EXXON MOBIL CORPORATION COMMON	800,000.00	67,808.00	44	84.7600	63,175.26	78,9691	4,632.74	1,504.00	2.22		
MARATHON OIL CORPORATION COMMON	2,000,000.00	58,540.00	38	29.2700	42,370.77	21,1854	16,169.23	1,920.00	3.28		
MARATHON PETROLEUM CORPORATION	950,000.00	31,625.50	20	33.2900	26,631.36	28,0330	4,994.14	950.00	3.00		
MURPHY OIL CORP COMMON	1,000,000.00	55,740.00	36	55.7400	69,417.27	69,4173	(13,677.27)	1,100.00	1.97		
NABORS INDUSTRIES LTD COMMON	4,075,000.00	79,660.50	46	17.3400	63,399.99	15,5583	7,260.51	0.0			
NOBLE CORPORATION	2,750,000.00	83,105.00	54	30.2200	83,098.85	30,2178	6.15	1,628.00	1.96		
OXIDENTAL PETROLEUM CORP COMMON	293,000.00	27,454.10	18	93.7000	24,326.32	83,0250	3,127.78	539.12	1.96		
SCHLUMBERGER LIMITED COMMON	1,775,000.00	121,250.25	79	68.3100	102,779.29	57,9038	18,470.96	1,775.00	1.46		
SUNCOR ENERGY INC	2,350,000.00	67,750.50	44	28.8300	63,454.03	27,8528	2,296.47	0.0			
TRANSOCEAN LTD	1,175,000.00	45,108.25	29	38.3900	82,906.90	70,5591	(37,798.65)	0.0			
WEATHERFORD INTERNATIONAL LTD	3,550,000.00	51,972.00	34	14.6400	65,997.68	18,5909	(14,025.68)	0.0			
<b>TOTAL Energy</b>	<b>24,082.0000</b>	<b>931,251.76</b>	<b>6.03</b>		<b>877,517.95</b>		<b>53,733.81</b>	<b>14,653.12</b>			
<i>Consumer Staples</i>											
ARCHER DANIELS-MIDLAND COMPANY COMMON	1,050,000.00	30,030.00	19	28.6000	27,516.14	26,2058	2,513.86	735.00	2.45		
BRITISH AMERICAN TOBACCO PLC SPONSORED ADR	500,000.00	47,440.00	31	94.8800	28,313.76	56,6275	19,126.24	1,921.00	4.05		
CVS/CAREMARK CORPORATION	1,800,000.00	73,404.00	48	40.7800	58,843.45	32,6998	14,560.55	1,170.00	1.59		
DIAGEO PLC SPONSORED ADR NEW	575,000.00	50,266.50	33	87.4200	33,331.75	57,9683	16,934.75	1,492.13	2.97		
KIMBERLY CLARK CORP COMMON	980,000.00	72,088.80	47	73.5600	53,479.29	54,5707	18,609.51	2,744.00	3.81		
NESTLE S A SPONSORED ADR REPRESENTING REGISTERED SHARES	1,025,000.00	59,191.70	38	57,7480	39,373.00	38,4127	19,818.70	1,811.18	3.06		
SYSCO CORP COMMON	1,300,000.00	38,129.00	25	29.3300	37,712.89	29,0099	416.11	1,040.00	3.68		
UNILEVER N V Y SHARES COMMON	1,200,000.00	41,244.00	27	34.3700	29,865.00	24,8875	11,379.00	1,264.80	3.07		
<b>TOTAL Consumer Staples</b>	<b>8,430.0000</b>	<b>411,794.00</b>	<b>2.67</b>		<b>308,435.28</b>		<b>103,358.72</b>	<b>12,542.11</b>			

## Investment Detail

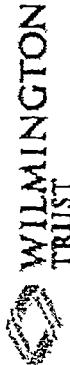


Across Account(s) separate Principal and Income  
As of December 31, 2011

Page 2

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM Market
<b>Health Care</b>										
ALEXION PHARMACEUTICALS INC COMMON	568,000	40,612.00	26	71,500.00	23,429.99	41,250.00	17,182.01	.00		
ALLERGAN COMMON	517,000	45,361.58	29	87,740.00	37,576.85	72,682.5	7,784.73	103.40	23	
BIOGEN IDEC INC COMMON	193,000	21,239.65	14	110,050.00	18,194.59	94,272.5	3,045.06	.00		
EXPRESS SCRIPTS INC COMMON	447,000	19,976.43	13	44,690.00	21,726.85	48,592.5	(1,744.42)	.00		
JOHNSON & JOHNSON COMMON	910,000	59,677.80	39	65,580.00	52,357.88	57,515.3	7,338.92	2,074.80	3.48	
LILLY ELI & COMPANY COMMON	1,600,000	66,496.00	43	41,560.00	55,859.32	34,912.1	10,636.68	3,136.00	4.72	
MCKESSON CORPORATION COMMON	650,000	50,641.50	33	77,910.00	32,629.28	50,198.9	18,012.22	520.00	1.03	
MERCK & CO	1,900,000	71,630.00	46	37,700.00	66,962.61	35,243.5	4,667.39	3,192.00	4.46	
NOVARTIS AG SPONSORED ADR	650,000	37,160.50	24	57,170.00	26,420.50	40,646.9	10,740.00	1,303.25	3.51	
PERRIGO CO COMMON	3,97,000	38,628.10	25	97,300.00	26,559.46	96,877.7	12,077.64	127.04	33	
PFIZER COMMON	3,500,000	75,740.00	49	21,640.00	55,052.68	15,729.3	20,687.32	3,080.00	4.07	
ST JUDE MEDICAL COMMON	1,700,000	58,310.00	38	34,300.00	65,846.04	38,733.0	(7,536.04)	1,428.00	2.45	
UNITEDHEALTH GROUP INC COMMON	1,100,000	55,748.00	36	50,680.00	27,639.58	25,126.9	28,108.42	715.00	1.28	
<b>TOTAL Health Care</b>	<b>14,132,000</b>	<b>641,221.56</b>	<b>4.15</b>	<b>510,221.63</b>		<b>130,999.93</b>	<b>15,679.49</b>			
<b>Consumer Discretionary</b>										
AMAZON COM INC COMMON	172,000	29,773.20	19	173,100.00	29,553.25	171,821.2	219.95	.00		
BEST BUY CO COMMON	1,300,000	30,381.00	.20	23,370.00	50,527.15	38,867.0	(20,146.15)	832.00	2.74	
CHIPOTLE MEXICAN GRILL - CL A	89,000	30,058.86	19	33,740.00	22,748.03	25,595.8	7,310.83	.00		
COMCAST CORPORATION COMMON CLASS A	2,700,000	64,017.00	41	23,710.00	49,963.14	18,504.9	14,053.86	1,215.00	1.90	
DOLLAR TREE INC	325,000	27,010.75	17	83,110.00	24,690.74	75,971.5	2,320.01	.00		
FINNING INTERNATIONAL INC	150,000	3,247.50	02	21,650.00	4,040.95	26,939.7	(793.45)	76.65	2.36	
KOHL'S CORP COMMON	610,000	30,103.50	19	49,350.00	33,025.22	54,139.7	(2,921.72)	610.00	2.03	
LULULEMON ATHLETICA INC W/I	437,000	20,390.42	13	46,660.00	20,997.85	48,050.0	(607.43)	.00		
STAPLES COMMON	2,400,000	33,336.00	22	13,890.00	33,636.45	14,015.2	(300.45)	960.00	2.88	
STARWOOD HOTELS & RESORTS WORLDWIDE INC	575,000	27,582.75	18	47,970.00	30,973.56	53,867.1	(3,390.81)	287.50	1.04	
V F CORP COMMON	400,000	50,796.00	33	126,990.00	22,488.12	56,220.3	28,307.88	1,152.00	2.27	
<b>TOTAL Consumer Discretionary</b>	<b>9,158,000</b>	<b>346,696.98</b>	<b>2.25</b>	<b>322,644.46</b>		<b>24,052.52</b>	<b>5,133.15</b>			
<b>Industrials</b>										
CANADIAN NATIONAL RAILWAY CO COMMON	725,000	56,956.00	37	78,560.00	31,178.68	43,005.1	25,777.32	527.80	.93	
CANADIAN PACIFIC RAILWAY LIMITED COMMON	1,150,000	77,820.50	.50	67,670.00	48,898.42	42,520.4	28,922.08	456.55	.59	
CATERPILLAR COMMON	301,000	27,270.60	18	90,600.00	31,310.73	104,022.4	(4,040.13)	553.84	2.03	
COOPER INDUSTRIES PLC CL A	1,075,000	58,211.25	38	54,150.00	32,372.78	30,114.2	25,838.47	1,247.00	2.14	
DANAHER CORP COMMON	1,600,000	75,264.00	49	47,040.00	58,886.92	36,804.3	16,377.08	160.00	.21	

## Investment Detail

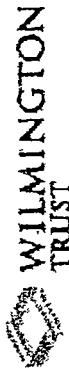


Across Account(s) separate Principal and Income  
As of December 31, 2011

Page 3

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM Market
DOVER CORP COMMON	1,200 0000	69,660.00	45	58 0500	62,729.15	52 2743	6,930.85	1,512.00	2.17	
EXPEDITORS INT'L OF WASHINGTON COMMON	539 0000	22,077.44	14	40 9600	26,698.02	49 5325	(4,620.58)	269.50	1.22	
GENERAL DYNAMICS CORP COMMON	1,000 0000	66,410.00	43	66 4100	60,159.63	60 1596	6,250.37	1,880.00	2.83	
GENERAL ELECTRIC CO CALL APR 19	(17 0000)	(1,003 00)	(01)	5900	(654 41)	3849	(348 59)	00		
EXPIRES 4/21/12										
GENERAL ELECTRIC CO CALL JUN 20	(8 0000)	(416 00)		5200	(259 95)	3249	(156 05)	00		
EXPIRES 6/16/12										
GENERAL ELECTRIC CO CALL MAR 19	(8 0000)	(328 00)		4100	(251 95)	3149	(76 05)	00		
EXPIRES 03/17/2012										
GENERAL ELECTRIC CO COMMON	236,890 0000	4,242,699.90	27 47	17 9100	255,276.10	1 0776	3,987,423.80	161,085.20	3.80	
POLYPORE INTERNATIONAL INC	375 0000	16,496.25	11	43 9900	21,850.81	58 2688	(5,354.56)	00		
POTASH CORP SASKATCHEWAN COMMON	2,025 0000	83,592.00	54	41 2800	59,496.46	29 3810	24,095.54	1,215.00	1.45	
UNION PACIFIC CORP COMMON	378 0000	40,045.32	26	105 9400	35,042.42	92.7048	5,002.90	907.20	2.27	
TOTAL Industrials	247,225.0000	4,834,756.26	31.31		722,733.81	4,112,022.45		169,814.09		
Information Technology										
APPLE INC	149 0000	60,345.00	39	405 0000	45,572.97	305 8589	14,772.03	00		
ARM HOLDINGS PLC	794 0000	21,969.98	.14	27 6700	13,245.83	16 6824	8,724.15	103.22	47	
CISCO SYSTEMS COMMON	3,890 0000	68,704.00	44	18 0800	78,309.62	20 6078	(9,605.62)	912.00	1.33	
CITRIX SYSTEMS INC COMMON	504 0000	30,602.88	20	60 7200	32,551.66	64 5866	(1,948.78)	00		
COGNIZANT TECHNOLOGY SOLUTIONS CORP	725 0000	46,624.75	30	64 3100	48,226.23	66 5189	(1,601.48)	00		
COMMON										
EMC CORP MASSACHUSETTS COMMON	1,104 0000	23,780.16	15	21 5400	30,373.68	27 5124	(6,593.52)	00		
GOOGLE INC CLASS A	74 0000	47,796.60	31	645 9000	45,232.23	611 2464	2,564.37	00		
HEWLETT-PACKARD CO COMMON	1,700 0000	43,792.00	28	25 7600	67,989.99	39 9941	(24,197.99)	816.00	1.86	
MARVELL TECHNOLOGY GROUP LTD COMMON	3,000 0000	41,550.00	27	13 8500	54,240.00	18 0800	(12,690.00)	00		
MICROSOFT CORP COMMON	2,600 0000	67,496.00	44	25 9600	71,809.99	27 6158	(4,304.97)	2,080.00	3.08	
MOTOROLA SOLUTIONS	1,100 0000	50,919.00	33	46 2900	49,891.68	45 3561	1,027.32	968.00	1.90	
ORACLE CORP COMMON	1,900 0000	48,735.00	32	25 6500	42,486.92	22 3615	6,248.08	456.00	94	
PRICELINE.COM INC NEW COMMON	53 0000	24,788.63	16	467 7100	20,200.02	381 1325	4,588.61	00		
QUALCOMM COMMON	698 0000	38,180.60	25	54 7000	31,795.65	45 5525	6,384.95	600.28	1.57	
TOTAL Information Technology	18,201 0000	615,284.60	3.98		631,917.47		(16,632.87)	5,935.50		
Materials										
AGRIUM INC COMMON	600 0000	40,266.00	26	67 1100	39,973.85	66 6231	292.15	270.00	67	
BASF SE	675 0000	47,220.98	31	69 9570	28,107.00	41 6400	19,113.98	1,547.78	3.28	
BHP BILLITON LTD SPONSORED ADR	1,250 0000	88,287.50	57	70,6300	66,208.98	52 9672	22,078.52	2,525.00	2.86	

## Investment Detail

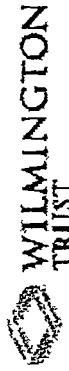


Across Account(s) separate Principal and Income  
As of December 31, 2011

Page 4

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	XTM Market
FREREPORT-MCMORAN COPPER & GOLD, INC COMMON STOCK	1,100,0000	47,827.00	31	36,7900	44,697.08	34,3824	3,129.92	1,300.00	2.72	
INTERNATIONAL PAPER COMPANY COMMON	2,000,0000	59,200.00	38	29,6000	58,118.93	29,0595	1,081.07	2,100.00	3.55	
MONSANTO COMPANY COMMON	429,0000	30,060.03	19	70,0700	31,866.85	74,281.7	(1,806.82)	514.80	1.71	
RIO TINTO PLC SPONSORED ADR	1,900,0000	92,948.00	60	48,9200	62,846.76	33,0772	30,101.24	2,219.20	2.39	
TENARIS SA SPONSORED ADR	2,900,0000	74,360.00	48	37,1800	52,041.50	26,0208	22,318.50	1,360.00	1.83	
VALE S.A.	2,800,0000	60,060.00	39	21,4500	47,500.00	16,9643	12,360.00	78.40	1.3	
YARA INTERNATIONAL ASA SPONSORED ADR	100,0000	4,921.50	03	40,2150	2,676.50	26,7650	1,345.00	83.40	2.07	
<b>TOTAL Materials</b>	<b>13,054,0000</b>	<b>544,251.01</b>	<b>3.52</b>		<b>434,037.45</b>		<b>110,213.56</b>	<b>11,998.58</b>		
<b>Financials</b>										
ALLSTATE CORP COMMON	2,650,0000	72,636.50	47	27,4100	68,158.24	25,7201	4,478.26	2,226.00	3.06	
AXA SPONSORED ADR	775,0000	10,106.00	07	13,0400	13,904.48	17,941.3	(3,798.48)	649.45	6.43	
BANK OF AMERICA CORP COMMON	5,700,0000	31,692.00	21	5,5600	71,099.23	12,473.5	(39,407.23)	228.00	72	
CAPITAL ONE FINANCIAL CORP COMMON	1,400,0000	59,206.00	38	42,2900	55,933.07	39,9522	3,272.93	280.00	47	
FIFTH THIRD BANCORP OHIO COMMON	5,200,0000	66,144.00	43	12,7200	69,982.95	13,5853	(3,838.95)	1,664.00	2.52	
GOLDMAN SACHS GROUP INC COMMON	400,0000	36,172.00	23	90,4300	61,805.70	154,5142	(25,633.70)	560.00	1.55	
JPMORGAN CHASE & COMPANY COMMON	2,450,0000	81,462.50	53	33,2500	87,765.22	35,8225	(6,302.72)	2,450.00	3.01	
MANULIFE FINANCIAL CORP COMMON	775,0000	8,230.50	05	10,6200	13,558.50	17,4948	(5,328.00)	611.48	7.43	
METLIFE INC COMMON	2,300,0000	71,714.00	46	31,1800	75,125.83	32,6634	(3,411.83)	1,702.00	2.37	
PARTNERRE LTD COMMON SHARES	200,0000	12,842.00	08	64,2100	12,868.00	64,3400	(26.00)	480.00	3.74	
STATE STREET CORPORATION COMMON	1,600,0000	64,496.00	42	40,3100	74,281.26	46,4258	(9,785.26)	1,152.00	1.79	
UBS AG-REG	2,175,0000	25,730.25	17	11,8300	28,378.37	13,0475	(2,648.12)	0.00		
VISA INC CLASS A SHARES	222,00000	22,539.66	15	101,5100	21,673.96	97,6305	865.70	195.36	87	
<b>TOTAL Financials</b>	<b>21,150,0000</b>	<b>59,254.00</b>	<b>38</b>		<b>27,5600</b>	<b>64,962.97</b>	<b>30,2153</b>	<b>(5,708.97)</b>	<b>1,032.00</b>	<b>1.74</b>
<b>Telecommunication Services</b>										
AT&T INC	2,000,0000	60,480.00	39	30,2400	50,504.40	25,2522	9,975.60	3,520.00	5.82	
VERIZON COMMUNICATIONS COMMON	1,800,0000	72,216.00	47	40,1200	52,619.83	29,2332	19,396.17	3,600.00	4.99	
<b>TOTAL Telecommunication Services</b>	<b>3,800,0000</b>	<b>132,696.00</b>	<b>.86</b>		<b>103,124.23</b>		<b>29,571.77</b>		<b>7,120.00</b>	
<b>Utilities</b>										
AMERICAN ELECTRIC POWER CO COMMON	1,800,0000	74,358.00	48	41,3100	57,174.71	31,7637	17,183.29	3,384.00	4.55	

## Investment Detail

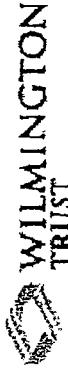


Across Account(s) separate Principal and Income  
As of December 31, 2011

Page 5

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM	Market
ENERGY CORP NEW COMMON	850,0000	62,092.50	40	73,0500	65,689.00	77,2812	(3,596.50)	2,822.00	4.54		
TOTAL Utilities	2,650,0000	136,450.50	.88		122,861.71		13,586.79	6,206.00			
<b>Miscellaneous</b>											
ACME PACKET INC	526,0000	16,258.66	11	30,9100	24,975.46	47,4819	(8,716.80)	00			
BROOKFIELD ASSET MANAGEMENT INC	825,0000	22,671.00	15	27,4800	13,791.52	16,7170	8,879.48	396.00	1.75		
CANADIAN NATURAL RESOURCES COM STK NPV	850,0000	31,764.50	21	37,3700	21,354.77	25,1233	10,409.73	247.35	78		
INGERSOLL-RAND PLC	1,625,0000	49,513.75	32	30,4700	35,572.25	21,8906	13,941.50	1,040.00	2.10		
TALISMAN ENERGY INC COMMON	1,000,0000	12,750.00	08	12,7500	13,818.22	13,8182	(1,068.22)	232.00	1.82		
TOTAL Miscellaneous	4,826,0000	132,957.91	.86		109,512.22		23,445.69	1,915.35			
TOTAL Common Stocks And Convertibles	373,555,0000	9,349,585.99	60.55		4,862,505.99		4,487,080.00	264,227.68			
<b>Mutual Funds</b>											
GABELLI SMALL CAP GROWTH FUND I	19,997,4220	636,117.99	412	31,8100	490,134.30	24,5099	145,983.69	00			
GROWTH FD AMER INC CLASS F	20,292,2080	579,545.46	375	28,5600	500,000.00	24,6400	79,545.46	4,383.12	76		
ISHARES BARCLAYS TIPS BOND FUND	4,700,0000	548,443.00	355	116,6900	475,230.59	101,1129	73,212.41	22,484.80	4.10		
ISHARES S&P 500 GROWTH INDEX FUND	25,200,0000	1,699,236.00	1100	67,4300	1,247,607.00	49,5082	451,629.00	27,468.00	1.62		
MFS INTERNATIONAL NEW DISCOVERY FUND I	9,772,2150	194,955.69	126	19,9500	195,053.41	19,9600	(97.72)	2,882.80	1.48		
POWERSHARES DB COMMODITY INDEX TRACKING FUND	19,700,0000	528,748.00	342	26,8400	550,273.25	27,9327	(21,525.25)	00			
T ROWE PRICE GROWTH STOCK FUND COMMON	16,666,6670	530,500.01	344	31,18300	400,000.00	24,0000	130,500.01	00			
VANGUARD MORGAN GROWTH FUND-AD	9,541,9850	516,799.91	335	54,1600	400,000.00	41,9200	116,793.91	3,730.92	72		
VANGUARD MSCIEAFE ETF	10,400,0000	318,552.00	206	30,6300	335,003.76	32,2119	(16,451.76)	10,878.40	3.41		
VANGUARD SMALL-CAP ETF	7,100,0000	494,657.00	320	69,6700	364,826.40	51,3840	129,830.60	6,674.00	1.35		
TOTAL	143,370,4970	6,047,549.06	3916		4,958,128.71		1,089,420.35	78,502.04			
TOTAL Mutual Funds	143,370,4970	6,047,549.06	3916		4,958,128.71		1,089,420.35	78,502.04			
<b>Short-Term Investments</b>											
WILMINGTON PRIME MM FUND W CLASS	103,945,4500	103,945.45	67	1,0000	103,945.45	1,0000	00	1135	.01		

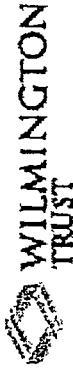
## Investment Detail



Across Account(s) separate Principal and Income  
As of December 31, 2011

Page 6

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM
WILMINGTON TRUST DEPOSIT SWEEP	82,938,2600	82,938,26	.54	1,0000	82,938,26	1,0000	00	248.84	.30	
<b>TOTAL</b>	<b>186,883,7100</b>	<b>186,883,71</b>	<b>1.21</b>	<b>186,883,71</b>			<b>.00</b>	<b>260.19</b>		
<b>TOTAL Short-Term Investments</b>	<b>186,883,7100</b>	<b>186,883,71</b>	<b>1.21</b>	<b>186,883,71</b>			<b>.00</b>	<b>260.19</b>		
 Cash										
US DOLLAR CURRENCY	(141,745,8800)	(141,745,88)	(.92)	1,0000	(141,745,88)	1,0000	00	00	00	
<b>TOTAL</b>	<b>(141,745,8800)</b>	<b>(141,745,88)</b>	<b>(.92)</b>		<b>(141,745,88)</b>		<b>.00</b>	<b>.00</b>		
TOTAL Cash										
TOTAL Principal Portfolios - U.S. Dollar	562,063,3270	15,442,272.88	100.00	9,865,772.53			5,576,500.35	342,989.91		

 WILMINGTON  
TRUST

Investment Detail

Across Account(s) separate Principal and Income  
As of December 31, 2011

Page 7

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM
Income Portfolios - U.S. Dollar										
<i>Short-Term Investments</i>										
<i>Income Portfolios - U.S. Dollar</i>										
WILMINGTON PRIME MM FUND W CLASS	37,137.7100	37,137.71	36.81	1,0000	37,137.71	1,0000	00	4.05	01	
WILMINGTON TRUST DEPOSIT SWEEP	63,757.0400	63,757.04	63.19	1,0000	63,757.04	1,0000	00	191.29	30	
<b>TOTAL</b>	<b>100,894.7500</b>	<b>100,894.75</b>	<b>100.00</b>		<b>100,894.75</b>		<b>.00</b>		<b>195.34</b>	
<i>TOTAL Short-Term Investments</i>										
TOTAL Income Portfolios - U.S. Dollar	100,894.7500	100,894.75	100.00		100,894.75		.00		195.34	
TOTAL Base Currency - U.S. Dollar	662,958.0770	15,543,167.63	100.00	9,966,667.28	5,576,500.35	343,185.25				

+ Unknown

^ Incomplete

\* A period end market value is unavailable. Last provided value is displayed

\*\*\* Only investments held as of the specified date appear on this report.\*\*\*