Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: CAPEWELL,G JR UW HTFD HS ET#2-AE

A Employer identification number: 06-6030604

Number and street (or P O box number if mail is not delivered to street address): P O BOX 1802

Room/suite:

B Telephone number (see instructions): (888) 866-3275

City or town, state, and ZIP code: PROVIDENCE, RI 02901-1802

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

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 *(from Part II, col. (c), line 16)* ▶ $ 49,153,594.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ____________ *(Part I, column (d) must be on cash basis.)*

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,657,433.	1,654,716.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	600,659.			
	b	Gross sales price for all assets on line 6a 11,121,693.				
	7	Capital gain net income (from Part IV, line 2)		600,659.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-5,798.	-6,417.		STMT 11
	12	**Total.** Add lines 1 through 11	2,252,294.	2,248,958.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	253,182.	151,909.		101,273.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 12	533.	NONE	NONE	533.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 13	68,823.	20,823.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 14	848.			848.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	323,386.	172,732.	NONE	102,654.
	25	Contributions, gifts, grants paid	2,296,876.			2,296,876.
	26	**Total expenses and disbursements** Add lines 24 and 25	2,620,262.	172,732.	NONE	2,399,530.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-367,968.			
	b	**Net investment income** (if negative, enter -0-)		2,076,226.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	NONE	NONE	
	2	Savings and temporary cash investments	840,107.	759,148.	759,148.
	3	Accounts receivable ▶			
		Less. allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ *		* NONE	
		Less. allowance for doubtful accounts ▶	NONE	NONE	NONE
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	NONE	NONE	NONE
	b	Investments - corporate stock (attach schedule)	44,232,839.	42,101,109.	48,394,446.
	c	Investments - corporate bonds (attach schedule)	NONE	NONE	NONE
	11	Investments - land, buildings, and equipment basis ▶ NONE			
		Less accumulated depreciation (attach schedule) ▶	NONE	NONE	
	12	Investments - mortgage loans	NONE	NONE	
	13	Investments - other (attach schedule)	NONE	NONE	NONE
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	NONE	NONE	NONE
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	45,072,946.	42,860,257.	49,153,594.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	45,072,946.	42,860,257.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
	30	**Total net assets or fund balances** (see instructions)	45,072,946.	42,860,257.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	45,072,946.	42,860,257.	

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	45,072,946.
2	Enter amount from Part I, line 27a	2	-367,968.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 15	3	62,067.
4	Add lines 1, 2, and 3	4	44,767,045.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 16	5	1,906,788.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	42,860,257.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
b				
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	9,722,202.		9,430,736.	291,466.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				291,466.
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	600,659.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	2,186,084.	46,092,601.	0.047428
2009	1,803,359.	42,128,743.	0.042806
2008	2,113,769.	47,332,611.	0.044658
2007			
2006			

2 **Total** of line 1, column (d)	2	0.134892
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.044964
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	49,097,993.
5 Multiply line 4 by line 3	5	2,207,642.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,762.
7 Add lines 5 and 6	7	2,228,404.
8 Enter qualifying distributions from Part XII, line 4	8	2,399,530.

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 ▶ ☐ 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			1	20,762.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	20,762.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	20,762.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	71,092.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	71,092.
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	50,330.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 20,764. **Refunded** ▶			11	29,566.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ____________ (2) On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ US TRUST FIDUCIARY TAX SERVICES Telephone no ▶ (888)866-3275

Located at ▶ PO BOX 1802, PROVIDENCE, RI ZIP + 4 ▶ 02901-1802

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☒

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	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? ☐ Yes ☒ No			
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)*	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 2011?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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

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

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

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 17		253,182.	-0-	-0-

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 18		NONE	NONE	NONE

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 19		NONE

Total number of others receiving over $50,000 for professional services . . . . ▶ NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	48,926,254.
b	Average of monthly cash balances	1b	919,424.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	49,845,678.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	49,845,678.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	747,685.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	49,097,993.
6	**Minimum investment return.** Enter 5% of line 5	6	2,454,900.

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	2,454,900.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	20,762.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	20,762.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,434,138.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	2,434,138.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,434,138.

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	2,399,530.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,399,530.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	20,762.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,378,768.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					2,434,138.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				563,434.	
b Total for prior years 20_____, 20_____, 20_____			NONE		
3 Excess distributions carryover, if any, to 2011					
a From 2006	NONE				
b From 2007	NONE				
c From 2008	NONE				
d From 2009	NONE				
e From 2010	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 2,399,530.					
a Applied to 2010, but not more than line 2a				563,434.	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2011 distributable amount					1,836,096.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		NONE			
b Prior years' undistributed income Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					598,042.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9					
a Excess from 2007	NONE				
b Excess from 2008	NONE				
c Excess from 2009	NONE				
d Excess from 2010	NONE				
e Excess from 2011	NONE				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test - enter **(1)** Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT 22				
Total . . . . ▶ **3a**				2,296,876.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,657,433.	
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			1	-6,417.	
8 Gain or (loss) from sales of assets other than inventory			18	600,659.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b FEDERAL TAX REFUND			1	619.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,252,294.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 2,252,294.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
SEE STATEMENT 23		

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) is based on all information of which preparer has any knowledge

Signature of officer or trustee

Date 11/07/2012

Title ▶SVP Tax

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AOL TIME WARNER INC DEB	3,813.	3,813.
AT&T INC	35,592.	35,592.
ABBOTT LABORATORIES	9,866.	9,866.
AIR PRODUCTS AND CHEMICALS INC	3,049.	3,049.
ALTRIA GROUP INC	11,121.	11,121.
AMERADA HESS CORP NT	4,380.	4,380.
AMERICA MOVIL S A B DE C V GTD SR NT	4,500.	4,500.
AMERICAN ELECTRIC POWER CO	2,825.	2,825.
AMERICAN ELEC PWR INC SR NT SER D	5,513.	5,513.
AMERICAN EXPRESS CR ACCOUNT MASTER TR 20	786.	786.
AMERICAN EXPRESS CR CORP UNSCD MTN SER C	4,994.	4,994.
AMGEN INC COM	1,106.	1,106.
ANHEUSER BUSCH INBEV WORLDWIDE INC CO GT	2,273.	2,273.
ARCELORMITTAL SA LUXEMBOURG SR UNSECD NT	5,910.	5,910.
AUTOMATIC DATA PROCESSING INC	5,651.	5,651.
BB&T CORP SR MEDIUM TERM NT C3/28/14 @10	428.	428.
BMW VEH LEASE TR 2010-1 ASSET BACKED NT	492.	492.
BNSF FDG TR I GTD TR PFD SECS C1/15/26 @	5,290.	5,290.
BARCLAYS BANK PLC SR NT UNITED KINGDOM	3,120.	3,120.
BEAR STEARNS COML MTG SECS SER 2002-TOP8	4,339.	4,339.
BEAR STEARNS COMMERCIAL MTG SECS TR MTG	5,461.	5,461.
BEAR STEARNS COML MTG SECS TR 2007-PWR16	8,692.	8,692.
BEAR STEARNS COML MTG SECS TR 2007-TOP28	2,169.	2,169.
BEAR STEARNS COML MTG SECS TR 2007-TOP28	506.	506.
BERKSHIRE HATHAWAY INC DEL SR UNSECD NT	1,349.	1,349.
BEST BUY INC SR UNSECD NT C12/15/20 @100	2,173.	2,173.
BHP BILLITON LIMITED ADR	3,294.	3,294.
BLACKROCK INC CL A	3,025.	3,025.
BMW VEH LEASE TR 2009-1 ASSET BACKED NT	203.	203.
BOEING CO SR NT	677.	677.
BOSTON PROPERTIES INC SR NT	1,000.	1,000.
BRANDYWINE OPER PARTNERSHIP LP CO GTD NT	7,068.	7,068.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BRISTOL MYERS SQUIBB CO COM	23,220.	23,220.
BRITISH TELECOMMUNICATIONS PLC SR NT UNI	7,735.	7,735.
CD 2007-CD4 COML MTG TR MTG PASSTHRU CTF	6,138.	6,138.
CD 2007-CD5 MTG TR COML MTG PASSTHRU CTF	3,532.	3,532.
CME GROUP INC COM	1,806.	1,806.
CNA FINL CORP SR UNSECD NT	2,301.	2,301.
CNA FINL CORP SR UNSECD NT	2,940.	2,940.
SMALL CAP CTF	28,566.	28,566.
INTERNATIONAL EQUITY CTF	82,463.	82,463.
CNH EQUIP TR 2010-C ASSET BACKED NT CL A	1,505.	1,505.
CVS CAREMARK CORP SR UNSECD NT	5,359.	5,359.
CALIFORNIA ST GO BDS-TAXBL	4,908.	4,908.
CANADIAN NAT RES LTD NT CANADA	5,415.	5,415.
CAPITAL ONE FINL CORP SUB NT	5,197.	5,197.
CHEVRONTEXACO CORP COM	14,511.	14,511.
CHRYSLER FINL AUTO SECURITIZA- TION TR 2	1,866.	1,866.
CHUBB CORPORATION	2,766.	2,766.
CITIGROUP INC	2,922.	205.
CITIGROUP INC SR NT	10,725.	10,725.
CITIGROUP INC SR UNSECD NT	5,046.	5,046.
CITIBANK CR CARD ISSUANCE TR 2004-C1 NT	834.	834.
COBALT CMBS COML MTG TR 2007-C2 COML MTG	411.	411.
COCA COLA CO COM	5,498.	5,498.
COMCAST CORP NEW SR UNSECD NT	5,200.	5,200.
COMCAST CORP NEW CO GUAR	885.	885.
COMERICA INC SR UNSECD NT	4,347.	4,347.
COMMERCIAL MTG TR 2007-GG9 MTG PASSTHRU	2,699.	2,699.
COMMONWEALTH EDISON CO 1ST MTG	2,678.	2,678.
COMMONWEALTH EDISON CO 1ST MTG SER 106	5,843.	5,843.
CONAGRA FOODS INC BD	135.	135.
CONOCO INC NT	5,560.	5,560.
CONOCOPHILLIPS COM	6,814.	6,814.
CREDIT SUISSE FIRST BOSTON MTG 2002-CKN2	4,227.	4,227.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CREDIT SUISSE FIRST BOSTON MTG SECS CORP	7,341.	7,341.
CREDIT SUISSE 1ST BOSTON MTG SECS CORP 2	5,434.	5,434.
CREDIT SUISSE COML MTG TR SER 2006-C3 CC	958.	958.
DAIMLERCHRYSLER AUTO TR 2007-A ASSET BAC	2,863.	2,863.
DEERE & COMPANY	3,816.	3,816.
DEERE JOHN CAP CORP SR MTN	6,975.	6,975.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	7,266.	7,266.
DIAGEO CAP PLC GTD NT UNITED KINGDOM	5,720.	5,720.
DIGITAL RLTY TR INC REITS	4,005.	4,005.
DIRECTV HLDGS LLC / DIRECTV FING INC SR	2,698.	2,698.
DISCOVER CARD EXECUTION NT TR DISCOVERSE	748.	748.
DISNEY WALT CO	862.	862.
DISNEY WALT CO GLOBAL SR NT	1,575.	1,575.
DISCOVER FINL SVCS COM	73.	73.
DISCOVER FINL SVCS NT	8,200.	8,200.
DOVER CORPORATION	3,438.	3,438.
DOW CHEM CO NT	7,021.	7,021.
DUPONT E I DE NEMOURS & CO COM	9,391.	9,391.
ERP OPER LTD PARTNERSHIP SR NT	5,375.	5,375.
EATON VANCE CORP COM NON VTG	2,781.	2,781.
EMBRAER OVERSEAS LTD SR UNSECD GTD NT CA	5,738.	5,738.
ENCANA CORP COM	3,630.	3,630.
ENTERGY CORP NEW COM	3,596.	3,596.
EXELON CORP COM	1,029.	1,029.
EXPRESS SCRIPTS INC SR UNSECD NT	7,250.	7,250.
EXXON MOBIL CORPORATION	18,806.	18,806.
FPL GROUP CAP INC CO GTD NT	6,000.	6,000.
FEDERAL NATL MTG ASSN POOL #E80870	63.	63.
FGLMC GOLD #E81076 DTD 7/1/2000 8.00% DU	231.	231.
FEDERAL HOME LN MTG CORP POOL #1J1035	836.	836.
FEDERAL HOME LN MTG CORP POOL #E00881	291.	291.
FEDERAL HOME LN MTG CORP POOL #Q00032	1,310.	1,310.
FEDERAL HOME LN MTG CORP POOL #Q01318	597.	597.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL NATL MTG ASSN POOL #517793	338.	338.
FNMA POOL #534000 DTD 4/1/2000 8.00% DUE	240.	240.
FNMA POOL #547048 DTD 7/1/2000 7.50% DUE	118.	118.
FEDERAL NATL MTG ASSN POOL #AH0943	21,921.	21,921.
FEDERAL NATL MTG ASSN POOL #AI1162	4,281.	4,281.
FEDERAL HOME LN MTG CORP SER 3217 CL PD	3,903.	3,903.
FEDERAL NATL MTG ASSN NT CALL 4/19/11 @1	1,050.	1,050.
FEDERAL NATL MTG ASSN MTN	17,558.	17,558.
FEDERAL HOME LN MTG CORP SER 3536 CL PC	6,672.	6,672.
FEDERAL HOME LN MTG CORP SER 3565 CL XA	4,566.	4,566.
FEDERAL NATL MTG ASSN POOL #889072	1,948.	1,948.
FEDERAL NATL MTG ASSN POOL #890200	10,094.	10,094.
FEDERAL NATL MTG ASSN POOL #974781	1,131.	1,131.
FEDERAL NATL MTG ASSN POOL #995200	4,605.	4,605.
FEDERAL NATL MTG ASSN POOL #AB2644	2,258.	2,258.
FEDERAL NATL MTG ASSN POOL #AB3739	836.	836.
FEDERATED INVS INC PA CL B	3,392.	3,392.
FIDELITY INSTITUTIONAL MONEY MARKET #59	1,685.	1,685.
FIFTH THIRD BANCORP DEPOSITARY SH RESTG	5,950.	5,950.
FIFTH THIRD BANCORP SR UNSCED NT	2,719.	2,719.
FORD CR AUTO OWNER TR 2007-B ASSET BKD N	22.	22.
FORD CR AUTO LEASE TR 2011-A NT CL A-3	549.	549.
FRANKLIN AUTO TR AUTO LN NT TR SER 2008-	2,270.	2,270.
GE CAP CR CARD MASTER NT TR 2009-2 ASSET	4,797.	4,797.
GNMA POOL #510962 DTD 5/15/99 7.00% DUE	287.	287.
GNMA POOL #780921 DTD 11/1/98 7.00% DUE	261.	261.
GS MTG SECS TR 2006-GG8 MTG PASSTHRU CTF	6,394.	6,394.
GENERAL ELEC CO	11,874.	11,874.
GENERAL ELEC CAP CORP SR UNSECD MTN	4,469.	4,469.
GENERAL MILLS INC	3,531.	3,531.
GLAXOSMITHKLINE CAP INC GTD NT	3,323.	3,323.
GOLDMAN SACHS GROUP INC NT	4,893.	4,893.
GREENWICH CAP COML FDG CORP SERIES 2005-	3,839.	3,839.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HARBOR INTERNATIONAL FUND INSTL CL	37,926.	37,926.
HARRIS CORP DEL COM	3,873.	3,873.
HEALTH CARE PPTY INVS INC MTN	6,300.	6,300.
HEINZ H J CO	7,699.	7,699.
HOME DEPOT INC	7,537.	7,537.
HONEYWELL INTERNATIONAL INC	3,292.	3,292.
HUNTINGTON BANKSHARES INC SUB	5,551.	5,551.
ILLINOIS ST GO BDS-TAXBL	2,325.	2,325.
ILLINOIS TOOL WORKS INCORPORATED	2,760.	2,760.
INGERSOLL-RAND GLOBAL HLDG CO LTD CO GTD	7,125.	7,125.
INTEL CORPORATION	14,511.	14,511.
INTERNATIONAL BUSINESS MACHS	9,413.	9,413.
INTERNATIONAL BUSINESS MACHS CORP NT	8,450.	8,450.
INTERNATIONAL FLAVORS & FRAGRANCES COM	2,615.	2,615.
J P MORGAN CHASE & CO COM	6,594.	6,594.
JPMORGAN CHASE & CO GLOBAL SUB HLDG CO N	7,431.	7,431.
J P MORGAN CHASE COML MTG SECS CORP 2005	8,894.	8,894.
J P MORGAN CHASE COML MTG SECS CORP 2005	3,888.	3,888.
J P MORGAN CHASE COML MTG SEC TR 2006-CB	8,242.	8,242.
J P MORGAN CHASE COML MTG SECS TR 2007-C	4,656.	4,656.
JOHNSON & JOHNSON	12,263.	12,263.
JPMORGAN CHASE CAP XVIII CAP SECS SER	2,433.	2,433.
KENTUCKY ASSET / LIABILITY COM FDG NTS-T	5,035.	5,035.
KEYCORP SR UNSECD MEDIUM TERM SR NT SER	4,875.	4,875.
KIMBERLY CLARK CORP COM	10,104.	10,104.
KINDER MORGAN ENERGY PARTNERS L P SR NT	3,384.	3,384.
KINDER MORGAN INC DEL COM	2,100.	2,100.
KRAFT FOODS INC SR UNSECD NT	5,200.	5,200.
KRAFT FOODS INC SR UNSECD NT	1,300.	1,300.
KROGER CO SR NT	4,125.	4,125.
KROGER CO NT	2,925.	2,925.
LB-UBS CMBS TR 2007-C7 CL A3	5,255.	5,255.
LIBERTY PPTY LTD PARTNERSHIP SR NT	7,063.	7,063.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LIMITED BRANDS INC COM	9,775.	9,775.
LINCOLN NATL CORP IND UNSECD SR NT	4,813.	4,813.
LINEAR TECHNOLOGY CORP	2,231.	2,231.
LLOYDS TSB BK PLC BK GTD NT UNITED KINGD	2,207.	2,207.
LUBRIZOL CORP SR NT	5,500.	5,500.
MARTIN MARIETTA MATLS INC DTD 3/30/2001	3,438.	3,438.
MATTEL INC	3,531.	3,531.
MCDONALDS CORP	21,274.	21,274.
MCDONALDS CORP SR UNSECD MTN	3,500.	3,500.
MCGRAW HILL INCORPORATED	2,090.	2,090.
MERCK & CO INC NEW COM	8,351.	8,351.
MERRILL LYNCH MTG TR 2007-C1 COML MTG PA	1,360.	1,360.
METLIFE INC	3,463.	3,463.
METLIFE INC NT	6,467.	6,467.
METLIFE INC SR UNSECD NT	3,038.	3,038.
METROPOLITAN TRANSN AUTH N Y R REV BDS-T	5,684.	5,684.
MICROSOFT CORPORATION	11,180.	11,180.
MIDAMERICAN ENERGY HLDGS CO NEW SR BD	3,981.	3,981.
MORGAN STANLEY DEAN WITTER DISCOVER & CO	168.	168.
MORGAN STANLEY CAP I TR 2006-IQ- 11 MTG	3,480.	3,480.
MORGAN STANLEY DEAN WITTER CAP I TR 2003	10,086.	10,086.
MORGAN STANLEY SER 2002-TOP7 CL A2 DTD 6	3,734.	3,734.
MORGAN STANLEY SR UNSECD MTN	5,110.	5,110.
MORGAN STANLEY CAP TR I 2007- HQ11 MTG P	4,630.	4,630.
MURPHY OIL CORP COM	1,632.	1,632.
NATIONAL CITY CORP SUB DEB	4,126.	4,126.
NATIONAL CITY CORP SR NT	2,450.	2,450.
NATIONAL FUEL GAS CO	3,665.	3,665.
NATIONAL RURAL UTILS COOP FIN CORP MTN S	11,253.	11,253.
NEW JERSEY ST TPK AUTH TPK REV REV BDS-T	3,093.	3,093.
NEWS AMER INC GTD SR NT	4,913.	4,913.
NEXEN INC NT CANADA	4,994.	4,994.
NEXTERA ENERGY INC COM	3,430.	3,430.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORDSTROM INCORPORATED	2,645.	2,645.
NORFOLK SOUTHERN CORP	2,546.	2,546.
NORTHERN TRUST CORPORATION	4,200.	4,200.
NORTHERN TR CO MEDIUM TERM SR BK NTS	5,045.	5,045.
NUCOR CORP	6,199.	6,199.
NUCOR CORP NT	1,126.	1,126.
OCCIDENTAL PETROLEUM CORPORATION	4,893.	4,893.
ONCOR ELEC DELIVERY CO SR SECD NT	6,375.	6,375.
ONEOK PARTNERS L P UNIT LTD PARTNERSHIP	5,138.	5,138.
ONTARIO HYDRO CDN$	7,823.	7,823.
ONTARIO PROV CDA US$ GLOBAL BD CANADA	3,713.	3,713.
ORACLE CORP SR UNSECD NT	3,250.	3,250.
P G & E CORPORATION	3,311.	3,311.
PNC BK CORP	3,685.	3,685.
PACIFIC GAS & ELEC CO FIRST MTG	4,840.	4,840.
PARKER HANNIFIN CORPORATION	2,955.	2,955.
PENN WEST PETE LTD NEW COM	3,401.	3,401.
PEPSICO INCORPORATED	2,875.	2,875.
PEPSICO INC SR NT	4,500.	4,500.
PETROBAS INTL FIN CO GLOBAL NT CAYMAN IS	5,551.	5,551.
PFIZER INC	17,408.	17,408.
PHILIP MORRIS INTL INC COM	14,429.	14,429.
PLAINS ALL AMERN PIPELINE L P / PAA FIN	4,655.	4,655.
PRICE T ROWE GROUP INC COM	1,675.	1,675.
PRINCIPAL LIFE INCOME FUNDINGS TRS SECD	6,890.	6,890.
PROCTER & GAMBLE CO COM	9,476.	9,476.
PRUDENTIAL FINL INC MTN SER D	3,300.	3,300.
PRUDENTIAL FINL INC SR MTN	5,163.	5,163.
PUBLIC SERVICE ENTERPRISE GROUP INC	4,450.	4,450.
PUBLIC STORAGE INC	1,551.	1,551.
QUEBEC PROV CDA BD CANADA	3,700.	3,700.
RPM INCORPORATED OHIO	3,533.	3,533.
RAYTHEON CO COM NEW	5,803.	5,803.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
REGIONS FINL CORP NEW SR NT	6,568.	6,568.
RESOLUTION FDG CORP FED BOOK ENTRY DTD 7	7,789.	7,789.
REYNOLDS AMERICAN INC COM	3,568.	3,568.
ROCKWELL COLLINS INC DEL SR UNSECD NT	2,100.	2,100.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	9,479.	9,479.
S&P DEPOSITARY RECEIPTS SERIES 1	12,029.	12,029.
SCHLUMBERGER LIMITED	2,875.	2,875.
SEMPRA ENERGY	5,050.	5,050.
SEMPRA ENERGY SR UNSECD NT	7,150.	7,150.
SHERWIN WILLIAMS COMPANY	6,460.	6,460.
SMUCKER J M CO COM NEW	2,994.	2,994.
SONOCO PRODUCTS CO	4,273.	4,273.
SOUTHERN CO	9,811.	9,811.
STAPLES INCORPORATED	823.	823.
TJX COMPANIES INCORPORATED NEW	1,651.	1,651.
TARGET CORP	4,805.	4,805.
TELECOM ITALIA CAP CO GTY LUXEMBOURG	6,480.	6,480.
TELEFONICA EMISIONES S A U SR NT SPAIN	3,441.	3,441.
TEXAS INSTRS INC	2,030.	2,030.
TIME WARNER COMPANIES DTD 1/12/98 6.95%	695.	695.
TIME WARNER INC NEW COM	6,651.	6,651.
TIME WARNER CABLE INC CO GTD NT	6,750.	6,750.
TRANSCANADA PIPELINES LTD JR SUB NT CANA	5,398.	5,398.
TYCO INTL LTD / TYCO INTL FIN S A NT BER	7,906.	7,906.
US BANCORP DEL COM NEW	4,818.	4,818.
U S BK NATL ASSN MINNEAPOLIS MN MEDIUM T	6,865.	6,865.
UNITED STATES TREAS BD STRIPPED PRIN PMT	14,646.	14,646.
UNITED STATES TREAS BD STRIPPED PRIN PMT	8,749.	8,749.
UNITED STATES TREAS BD DTD 02/15/10 4.62	19,418.	19,418.
UNITED STATES TREAS NTS	6,518.	6,518.
UNITED STATES TREAS NT INFLATION INDEX	1,784.	1,784.
UNITED STATES TREAS NT INFLATION INDEX	7,309.	7,309.
UNITED STATES TREAS NT DTD 06/30/10 0.62	4,049.	4,049.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNITED STATES TREAS NT DTD 08/16/10 2.62	19,250.	19,250.
UNITED STATES TREAS NT DTD 08/16/10 0.75	738.	738.
UNITED STATES TREAS BD DTD 11/15/10 2.62	1,751.	1,751.
UNITED STATES TREAS NT DTD 02/28/11 2.12	578.	578.
UNITED STATES TREAS NT DTD 05/16/11 3.12	960.	960.
UNITED STATES TREAS NT DTD 05/31/11 1.75	663.	663.
UNITED STATES TREAS NT DTD 08/31/11 1.00	41.	41.
UNITED TECHNOLOGIES CORP	6,643.	6,643.
UNITED TECHNOLOGIES CORP NT	862.	862.
UNUMPROVIDENT CORP	6,608.	6,608.
UNUM GROUP SR NT	5,700.	5,700.
UTAH ST TAXABLE GO BDS-TAXBL	5,237.	5,237.
VALE OVERSEAS LTD NT CAYMAN ISLANDS	6,875.	6,875.
VANGUARD MSCI EMERGING MKTS ETF	34,550.	34,550.
VERIZON COMMUNICATIONS	37,978.	37,978.
VERIZON COMMUNICATIONS INC NT	3,850.	3,850.
VOLKSWAGEN AUTO LN ENHANCED TR SER 2008-	599.	599.
WACHOVIA BK COML MTG TR 2005-C20 MTG PAS	4,606.	4,606.
WACHOVIA BK COML MTG TR 2005-C22 COML MT	2,671.	2,671.
WACHOVIA BK COML MTG TR 2005-C22 COML MT	4,630.	4,630.
WACHOVIA BK COML MTG TR SER 2006 -C27 MT	2,306.	2,306.
WACHOVIA CAP TR I BD C 3/15/11 @100 STEP	4,424.	4,424.
WAL-MART STORES INCORPORATED	4,798.	4,798.
WASTE MANAGEMENT INC	7,388.	7,388.
WEATHERFORD INTL LTD GTD SR NT BERMUDA	4,500.	4,500.
WELLS FARGO COMPANY	3,693.	3,693.
WELLS FARGO & CO NEW 11/06/2002 5% 11/15	6,250.	6,250.
WELLS FARGO & CO NEW SR UNSECD NT STEP U	1,025.	1,025.
WINDSTREAM CORP COM	3,177.	3,177.
XEROX CORP SR UNSECD NT	5,906.	5,906.
ACCENTURE PLC CL A COM	4,950.	4,950.
ACE LTD COM	4,473.	4,473.
TRANSOCEAN LTD COM	6,518.	6,518.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	TOTAL	1,657,433.	1,654,716.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SMALL CAP CTF	-284.	-284.
INTERNATIONAL EQUITY CTF	-6,328.	-6,328.
WACHOVIA CAP TR I BD C 3/15/11 @100 STEP	195.	195.
FEDERAL TAX REFUND	619.	
TOTALS	-5,798.	-6,417.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	533.			533.
TOTALS	533.	NONE	NONE	533.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	11,820.	11,820.
FEDERAL ESTIMATES - PRINCIPAL	48,000.	
FOREIGN TAXES ON QUALIFIED FOR	7,470.	7,470.
FOREIGN TAXES ON NONQUALIFIED	1,533.	1,533.
TOTALS	68,823.	20,823.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	424.	424.
OTHER ALLOCABLE EXPENSE-INCOME	424.	424.
TOTALS	848.	848.

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

DESCRIPTION	AMOUNT
CTF ADJUSTMENT	51,753.
INCOME ADJUST	4,019.
ACCRUED INTEREST	6,295.
TOTAL	62,067.

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

DESCRIPTION	AMOUNT
TYE SALES ADJ	2,720.
SECURITIES ADJ	1,892,051.
PRIOR YR BALANCE DUE WITH EXT	12,000.
ROUNDING	17.
TOTAL	1,906,788.

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

OFFICER NAME:
BANK OF AMERICA
ADDRESS:
777 MAIN STREET
HARTFORD, CT 06115
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 253,182.
COMPENSATION EXPLANATION:
SEE ATTACHED FOOTNOTE

TOTAL COMPENSATION: 253,182.
==============

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES
==

EMPLOYEE NAME:
NONE

STATEMENT 18

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

===

NAME:
NONE

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

RECIPIENT NAME:
ST FRANCIS HOSPITAL
ADDRESS:
DONNA GILBERT DIR OF ACCOUNTING
HARTFORD, CT 06105-1208
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 382,754.

RECIPIENT NAME:
CONNECTICUT HUMANE SOCIETY
ATTN: DEVELOPMENT
ADDRESS:
701 RUSSELL RD
NEWINGTON, CT 06111-1527
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20.

RECIPIENT NAME:
VILLAGE FOR FAMILIES & CHILDREN
ADDRESS:
ED HACKETT CFO
HARTFORD, CT 06105-1001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 382,756.

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

RECIPIENT NAME:
CT INSTITUTE FOR THE BLIND
ADDRESS:
JAMES T JONES VP FINAN & ADMIN
HARTFORD, CT 06112-1529
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 191,379.

RECIPIENT NAME:
CONN CHILDRENS MEDICAL CENTER
ADDRESS:
PATRICK J. GARVEY CONTROLLER
HARTFORD, CT 06106-3322
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 382,756.

RECIPIENT NAME:
HARTFORD HOSPITAL
ADDRESS:
THOMAS MARCHOZZI CFO
HARTFORD, CT 06115-2701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 765,509.

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

RECIPIENT NAME:
HTFD HOSPITAL JEFFERSON HOUSE
ADDRESS:
THOMAS MARCHOZZI CFO
HARTFORD, CT 06115-2701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 191,377.

RECIPIENT NAME:
TRINITY EPISCOPAL CHURCH OF
ADDRESS:
HARTFORD
HARTFORD, CT 06105-2755
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 325.

TOTAL GRANTS PAID: 2,296,876.
==============

FORM 990PF, PART XVII, LINE 2b - INFORMATION REGARDING TRANSFERS
===

NAME OF ORGANIZATION:
  G CAPEWELL TR 1
TYPE OF ORGANIZATION:
  4947(A)(1)
DESCRIPTION OF RELATIONSHIP:
  COMMON DIRECTORS

NAME OF ORGANIZATION:
  G CAPEWELL TR 3
TYPE OF ORGANIZATION:
  4947(A)(1)
DESCRIPTION OF RELATIONSHIP:
  COMMON DIRECTORS

NAME OF ORGANIZATION:
  G CAPEWELL TR 4
TYPE OF ORGANIZATION:
  4947(A)(1)
DESCRIPTION OF RELATIONSHIP:
  COMMON DIRECTORS

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2011

Name of estate or trust	Employer identification number
CAPEWELL,G JR UW HTFD HS ET#2-AE	06-6030604

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-34,792.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	58,394.
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	23,602.

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

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					62,920.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	235,960.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	278,174.
9	Capital gain distributions	9	3.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	577,057.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2011**

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Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			23,602.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			577,057.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			3.
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			600,659.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of.

a The loss on line 15, column (3) **or** b $3,000 16 ( )

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if·*

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust	Employer identification number
CAPEWELL,G JR UW HTFD HS ET#2-AE	06-6030604

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 7286.15 BEAR STEARNS SER 2 A2 DTD 5/1/2001 6.48% DUE 2	09/30/2009	07/13/2011	7,286.00	7,568.00	-282.00
165.55 BEAR STEARNS SER 20 A2 DTD 5/1/2001 6.48% DUE 2	09/30/2009	07/13/2011	166.00	172.00	-6.00
167.58 BEAR STEARNS SER 20 A2 DTD 5/1/2001 6.48% DUE 2	09/30/2009	07/13/2011	168.00	174.00	-6.00
148.5 BEAR STEARNS SER 200 DTD 5/1/2001 6.48% DUE 2/15	09/30/2009	07/13/2011	149.00	154.00	-5.00
4353.05 BEAR STEARNS SER 2 A2 DTD 5/1/2001 6.48% DUE 2	09/30/2009	07/13/2011	4,353.00	4,521.00	-168.00
2184.13 BMW VEH LEASE TR 2 BACKED NT CL A-3	05/10/2010	01/14/2011	2,184.00	2,216.00	-32.00
1855.28 BMW VEH LEASE TR 2 BACKED NT CL A-3	05/10/2010	02/15/2011	1,855.00	1,882.00	-27.00
1990.79 BMW VEH LEASE TR 2 BACKED NT CL A-3	05/10/2010	03/15/2011	1,991.00	2,020.00	-29.00
3167.49 BMW VEH LEASE TR 2 BACKED NT CL A-3	05/10/2010	04/14/2011	3,167.00	3,214.00	-47.00
400. CITIGROUP INC	03/09/2011	12/12/2011	32,671.00	51,445.00	-18,774.00
105000. COMMERCIAL MTG TR PASSTHRU CTF CL A-4	12/14/2010	06/02/2011	112,891.00	108,872.00	4,019.00
227.7 CREDIT SUISSE FIRST 2002-CKN2 MTG PASSTHRU CTF	03/24/2011	04/15/2011	228.00	235.00	-7.00
829.71 CREDIT SUISSE FIRST 2002-CKN2 MTG PASSTHRU CTF	03/24/2011	05/17/2011	830.00	856.00	-26.00
1899.32 CREDIT SUISSE FIRS 2002-CKN2 MTG PASSTHRU CTF	03/24/2011	06/17/2011	1,899.00	1,959.00	-60.00
2193.13 CREDIT SUISSE FIRS 2002-CKN2 MTG PASSTHRU CTF	03/24/2011	07/15/2011	2,193.00	2,262.00	-69.00
8771. CREDIT SUISSE FIRST 2002-CKN2 MTG PASSTHRU CTF	03/24/2011	08/17/2011	8,771.00	9,046.00	-275.00
10806.83 CREDIT SUISSE FIR MTG 2002-CKN2 MTG PASSTHRU	03/24/2011	09/16/2011	10,807.00	11,145.00	-338.00
24208.15 CREDIT SUISSE FIR MTG 2002-CKN2 MTG PASSTHRU	03/24/2011	10/17/2011	24,208.00	24,967.00	-759.00
13701.85 CREDIT SUISSE FIR MTG 2002-CKN2 MTG PASSTHRU	03/24/2011	11/18/2011	13,702.00	14,131.00	-429.00
14742.93 CREDIT SUISSE FIR MTG 2002-CKN2 MTG PASSTHRU	03/24/2011	12/16/2011	14,743.00	15,205.00	-462.00
6687.78 DAIMLERCHRYSLER AU ASSET BACKED NT CL A-4A	07/16/2010	01/07/2011	6,688.00	6,946.00	-258.00
6826.44 DAIMLERCHRYSLER AU ASSET BACKED NT CL A-4A	07/16/2010	02/07/2011	6,826.00	7,090.00	-264.00
6502.56 DAIMLERCHRYSLER AU ASSET BACKED NT CL A-4A	07/16/2010	03/08/2011	6,503.00	6,754.00	-251.00
7569.36 DAIMLERCHRYSLER AU ASSET BACKED NT CL A-4A	07/16/2010	04/08/2011	7,569.00	7,861.00	-292.00

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

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

Schedule D-1 (Form 1041) 2011

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust	Employer identification number
CAPEWELL,G JR UW HTFD HS ET#2-AE	06-6030604

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 6339.1 DAIMLERCHRYSLER AUT ASSET BACKED NT CL A-4A	07/16/2010	05/09/2011	6,339.00	6,584.00	-245.00
6419.52 DAIMLERCHRYSLER AU ASSET BACKED NT CL A-4A	07/16/2010	06/08/2011	6,420.00	6,667.00	-247.00
5953.05 DAIMLERCHRYSLER AU ASSET BACKED NT CL A-4A	07/16/2010	07/08/2011	5,953.00	6,183.00	-230.00
106.94 FEDERAL HOME LN MTG #Q00032	08/19/2011	08/31/2011	107.00	114.00	-7.00
114.44 FEDERAL HOME LN MTG #Q00032	08/19/2011	09/30/2011	114.00	122.00	-8.00
1837.32 FEDERAL HOME LN MT #Q00032	08/19/2011	10/31/2011	1,837.00	1,965.00	-128.00
4161.76 FEDERAL HOME LN MT #Q00032	08/19/2011	11/30/2011	4,162.00	4,451.00	-289.00
108.93 FEDERAL HOME LN MTG #Q00032	08/19/2011	12/31/2011	109.00	117.00	-8.00
47.64 FEDERAL HOME LN MTG #Q01318	08/19/2011	08/31/2011	48.00	51.00	-3.00
49.38 FEDERAL HOME LN MTG #Q01318	08/19/2011	09/30/2011	49.00	53.00	-4.00
1384.63 FEDERAL HOME LN MT #Q01318	08/19/2011	10/31/2011	1,385.00	1,481.00	-96.00
46.81 FEDERAL HOME LN MTG #Q01318	08/19/2011	11/30/2011	47.00	50.00	-3.00
1173.21 FEDERAL HOME LN MT #Q01318	08/19/2011	12/31/2011	1,173.00	1,255.00	-82.00
1267.72 FEDERAL NATL MTG A #AH0943	12/07/2010	01/31/2011	1,268.00	1,268.00	
1462.88 FEDERAL NATL MTG A #AH0943	12/07/2010	02/28/2011	1,463.00	1,463.00	
1800.02 FEDERAL NATL MTG A #AH0943	12/07/2010	03/31/2011	1,800.00	1,800.00	
1841.98 FEDERAL NATL MTG A #AH0943	12/07/2010	04/30/2011	1,842.00	1,842.00	
1761.96 FEDERAL NATL MTG A #AH0943	12/07/2010	05/31/2011	1,762.00	1,762.00	
2786.37 FEDERAL NATL MTG A #AH0943	12/07/2010	06/30/2011	2,786.00	2,786.00	
3504.37 FEDERAL NATL MTG A #AH0943	12/07/2010	07/31/2011	3,504.00	3,504.00	
2840.31 FEDERAL NATL MTG A #AH0943	12/07/2010	08/31/2011	2,840.00	2,840.00	
2296.89 FEDERAL NATL MTG A #AH0943	12/07/2010	09/30/2011	2,297.00	2,297.00	
4005.15 FEDERAL NATL MTG A #AH0943	12/07/2010	10/31/2011	4,005.00	4,005.00	
4332.34 FEDERAL NATL MTG A #AI1162	08/19/2011	08/31/2011	4,332.00	4,638.00	-306.00

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

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

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust	Employer identification number
CAPEWELL,G JR UW HTFD HS ET#2-AE	06-6030604

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

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	3752.41 FEDERAL NATL MTG A #AI1162	08/19/2011	09/30/2011	3,752.00	4,017.00	-265.00
	376.62 FEDERAL NATL MTG AS #AI1162	08/19/2011	10/31/2011	377.00	403.00	-26.00
	373.9 FEDERAL NATL MTG ASS #AI1162	08/19/2011	11/30/2011	374.00	400.00	-26.00
	368.83 FEDERAL NATL MTG AS #AI1162	08/19/2011	12/31/2011	369.00	395.00	-26.00
	300000. FEDERAL NATL MTG A 4/19/11 @100	09/22/2010	04/19/2011	300,000.00	300,000.00	
	5776.3 FEDERAL HOME LN MTG 3536 CL PC	10/20/2009	07/11/2011	5,776.00	5,992.00	-216.00
	3715.68 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	07/11/2011	3,716.00	3,854.00	-138.00
	1400.64 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	07/11/2011	1,401.00	1,453.00	-52.00
	7338.7 FEDERAL HOME LN MTG 3536 CL PC	10/20/2009	07/11/2011	7,339.00	7,612.00	-273.00
	5990.98 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	07/11/2011	5,991.00	6,214.00	-223.00
	5199.08 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	07/11/2011	5,199.00	5,393.00	-194.00
	1240.26 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	07/11/2011	1,240.00	1,273.00	-33.00
	1837.05 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	07/11/2011	1,837.00	1,885.00	-48.00
	2251.42 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	07/11/2011	2,251.00	2,310.00	-59.00
	2251.46 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	07/11/2011	2,251.00	2,310.00	-59.00
	2637.41 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	07/11/2011	2,637.00	2,706.00	-69.00
	1290.51 FEDERAL NATL MTG A #889072	05/26/2011	06/30/2011	1,291.00	1,460.00	-169.00
	1039.47 FEDERAL NATL MTG A #889072	05/26/2011	07/31/2011	1,039.00	1,176.00	-137.00
	1319.8 FEDERAL NATL MTG AS #889072	05/26/2011	08/31/2011	1,320.00	1,493.00	-173.00
	1130.22 FEDERAL NATL MTG A #889072	05/26/2011	09/30/2011	1,130.00	1,279.00	-149.00
	973.15 FEDERAL NATL MTG AS #889072	05/26/2011	10/31/2011	973.00	1,101.00	-128.00
	975.74 FEDERAL NATL MTG AS #889072	05/26/2011	11/30/2011	976.00	1,104.00	-128.00
	1047.78 FEDERAL NATL MTG A #889072	05/26/2011	12/31/2011	1,048.00	1,186.00	-138.00
	5811.56 FEDERAL NATL MTG A #890200	02/25/2010	01/31/2011	5,812.00	6,218.00	-406.00

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

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

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust	Employer identification number
CAPEWELL,G JR UW HTFD HS ET#2-AE	06-6030604

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

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	816.13 FEDERAL NATL MTG AS #995200	05/26/2011	06/30/2011	816.00	924.00	-108.00
	5817.31 FEDERAL NATL MTG A #995200	05/26/2011	07/31/2011	5,817.00	6,585.00	-768.00
	1751.46 FEDERAL NATL MTG A #995200	05/26/2011	08/31/2011	1,751.00	1,983.00	-232.00
	3734.59 FEDERAL NATL MTG A #995200	05/26/2011	09/30/2011	3,735.00	4,228.00	-493.00
	2326.46 FEDERAL NATL MTG A #995200	05/26/2011	10/31/2011	2,326.00	2,634.00	-308.00
	4483.69 FEDERAL NATL MTG A #995200	05/26/2011	11/30/2011	4,484.00	5,076.00	-592.00
	1588.71 FEDERAL NATL MTG A #995200	05/26/2011	12/31/2011	1,589.00	1,798.00	-209.00
	194.09 FEDERAL NATL MTG AS #AB2644	08/17/2011	08/31/2011	194.00	208.00	-14.00
	4339.46 FEDERAL NATL MTG A #AB2644	08/17/2011	09/30/2011	4,339.00	4,647.00	-308.00
	254.93 FEDERAL NATL MTG AS #AB2644	08/17/2011	10/31/2011	255.00	273.00	-18.00
	2462.63 FEDERAL NATL MTG A #AB2644	08/17/2011	11/30/2011	2,463.00	2,637.00	-174.00
	2545.93 FEDERAL NATL MTG A #AB2644	08/17/2011	12/31/2011	2,546.00	2,727.00	-181.00
	890.95 FEDERAL NATL MTG AS #AB3739	10/12/2011	11/30/2011	891.00	900.00	-9.00
	1236.87 FEDERAL NATL MTG A #AB3739	10/12/2011	12/31/2011	1,237.00	1,249.00	-12.00
	40000. J P MORGAN CHASE CO CORP 2005-LDP4 MTG PASSTHRU	01/27/2011	10/05/2011	39,705.00	41,334.00	-1,629.00
	50. MATTEL INC	11/18/2010	10/25/2011	1,397.00	1,263.00	134.00
	996. MORGAN STANLEY DEAN W DISCOVER & CO	04/16/2010	03/22/2011	27,651.00	29,094.00	-1,443.00
	56. MORGAN STANLEY DEAN WI DISCOVER & CO	04/16/2010	03/22/2011	1,557.00	1,636.00	-79.00
	2298. MORGAN STANLEY DEAN DISCOVER & CO	04/16/2010	03/23/2011	62,933.00	67,126.00	-4,193.00
	45000. UNITED STATES TREAS 02/15/10 4.625% DUE 02/15/4	07/19/2010	01/04/2011	46,540.00	50,101.00	-3,561.00
	17000. UNITED STATES TREAS 02/15/10 4.625% DUE 02/15/4	07/08/2010	01/04/2011	17,582.00	18,830.00	-1,248.00
	75000. UNITED STATES TREAS 06/30/10 0.625% DUE 06/30/1	04/14/2011	06/29/2011	75,290.00	75,246.00	44.00
	115000. UNITED STATES TREA 06/30/10 0.625% DUE 06/30/1	07/08/2010	06/29/2011	115,445.00	115,000.00	445.00
	5000. UNITED STATES TREAS 08/16/10 2.625% DUE 08/15/2	10/12/2010	01/20/2011	4,682.00	5,126.00	-444.00

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

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

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust	Employer identification number
CAPEWELL,G JR UW HTFD HS ET#2-AE	06-6030604

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 36000. UNITED STATES TREAS 08/16/10 2.625% DUE 08/15/2	10/06/2010	01/20/2011	33,708.00	36,715.00	-3,007.00
34000. UNITED STATES TREAS 08/16/10 2.625% DUE 08/15/2	10/06/2010	01/20/2011	31,840.00	34,675.00	-2,835.00
165000. UNITED STATES TREA 08/16/10 2.625% DUE 08/15/2	10/06/2010	08/19/2011	174,442.00	168,275.00	6,167.00
150000. UNITED STATES TREA 08/16/10 0.750% DUE 08/15/1	12/15/2010	06/29/2011	150,756.00	149,423.00	1,333.00
105000. UNITED STATES TREA 05/31/11 1.750% DUE 05/31/1	06/02/2011	10/12/2011	108,195.00	105,455.00	2,740.00
75000. UNITED STATES TREAS 08/31/11 1.000% DUE 08/31/1	09/26/2011	10/12/2011	74,484.00	75,416.00	-932.00
2427.71 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	01/20/2011	2,428.00	2,522.00	-94.00
2012.31 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	02/22/2011	2,012.00	2,091.00	-79.00
1882.08 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	03/21/2011	1,882.00	1,955.00	-73.00
2001.07 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	04/20/2011	2,001.00	2,079.00	-78.00
29773. WACHOVIA BK COML MT 2005-C22 COML MTG PASSTHRU	11/18/2010	10/05/2011	29,242.00	29,606.00	-364.00
5000. WELLS FARGO & CO NEW NT STEP UP 2/11	02/11/2011	10/21/2011	5,230.00	5,065.00	165.00
5000. WELLS FARGO & CO NEW NT STEP UP 2/11	02/10/2011	10/21/2011	5,230.00	5,058.00	172.00
5000. WELLS FARGO & CO NEW NT STEP UP 2/11	02/10/2011	10/21/2011	5,230.00	5,057.00	173.00
5000. WELLS FARGO & CO NEW NT STEP UP 2/11	02/10/2011	10/21/2011	5,230.00	5,046.00	184.00
5000. WELLS FARGO & CO NEW NT STEP UP 2/11	02/10/2011	10/21/2011	5,230.00	5,044.00	186.00
15000. WELLS FARGO & CO NE NT STEP UP 2/11	02/10/2011	10/21/2011	15,689.00	15,101.00	588.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -34,792.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	**Employer identification number**
CAPEWELL,G JR UW HTFD HS ET#2-AE	06-6030604

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 93. AT&T INC	01/22/1996	10/25/2011	2,676.00	2,035.00	641.00
48. ABBOTT LABORATORIES	09/14/2007	10/25/2011	2,564.00	2,494.00	70.00
765. AIR PRODUCTS AND CHEM	06/23/2003	06/22/2011	71,193.00	31,847.00	39,346.00
10687.81 BEAR STEARNS SER A2 DTD 5/1/2001 6.48% DUE 2	09/30/2009	07/13/2011	10,688.00	11,101.00	-413.00
41987.56 BEAR STEARNS SER A2 DTD 5/1/2001 6.48% DUE 2	09/30/2009	07/14/2011	42,407.00	43,611.00	-1,204.00
8276.96 BEAR STEARNS SER 2 A2 DTD 5/1/2001 6.48% DUE 2	09/30/2009	07/15/2011	8,277.00	8,597.00	-320.00
18.39 BEAR STEARNS COML MT 2002-TOP8 CLASS A2 DTD 10/1	07/23/2008	10/17/2011	18.00	18.00	
1950.95 BEAR STEARNS COML 2002-TOP8 CLASS A2 DTD 10/1	07/23/2008	11/15/2011	1,951.00	1,896.00	55.00
711.61 BEAR STEARNS COML M 2002-TOP8 CLASS A2 DTD 10/1	07/23/2008	11/30/2011	712.00	692.00	20.00
1984.45 BEAR STEARNS COML 2007-TOP26 PASSTHRU CTF CL	10/24/2008	07/13/2011	1,984.00	1,834.00	150.00
1480.63 BEAR STEARNS COML 2007-TOP26 PASSTHRU CTF CL	10/24/2008	07/13/2011	1,481.00	1,368.00	113.00
1676.05 BEAR STEARNS COML 2007-TOP26 PASSTHRU CTF CL	10/24/2008	07/13/2011	1,676.00	1,549.00	127.00
1495.71 BEAR STEARNS COML 2007-TOP26 PASSTHRU CTF CL	10/24/2008	07/13/2011	1,496.00	1,382.00	114.00
1503.18 BEAR STEARNS COML 2007-TOP26 PASSTHRU CTF CL	10/24/2008	07/13/2011	1,503.00	1,389.00	114.00
1698. BEAR STEARNS COML MT 2007-TOP26 PASSTHRU CTF CL	10/24/2008	07/13/2011	1,698.00	1,569.00	129.00
59379.66 BEAR STEARNS COML 2007-TOP26 PASSTHRU CTF CL	10/24/2008	07/14/2011	61,361.00	54,864.00	6,497.00
18933.22 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	01/13/2011	18,933.00	18,980.00	-47.00
1697.1 BEAR STEARNS COML M 2007-TOP28 PASSTHRU CTF CL	10/11/2007	02/11/2011	1,697.00	1,701.00	-4.00
3445.35 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	03/11/2011	3,445.00	3,454.00	-9.00
1729.91 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	04/11/2011	1,730.00	1,734.00	-4.00
1940.99 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	05/13/2011	1,941.00	1,946.00	-5.00
52989.25 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	06/13/2011	52,989.00	53,120.00	-131.00
1805.2 BEAR STEARNS COML M 2007-TOP28 PASSTHRU CTF CL	10/11/2007	06/30/2011	1,805.00	1,810.00	-5.00
1631.9 BEAR STEARNS COML M 2007-TOP28 PASSTHRU CTF CL	10/11/2007	07/11/2011	1,632.00	1,636.00	-4.00
1492.46 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	07/11/2011	1,492.00	1,496.00	-4.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: CAPEWELL,G JR UW HTFD HS ET#2-AE

Employer identification number: 06-6030604

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 4583.18 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	07/11/2011	4,583.00	4,595.00	-12.00
1522.26 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	07/11/2011	1,522.00	1,526.00	-4.00
5760.31 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	07/11/2011	5,760.00	5,775.00	-15.00
8149.13 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	07/11/2011	8,149.00	8,169.00	-20.00
1670.09 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	07/11/2011	1,670.00	1,674.00	-4.00
1883.1 BEAR STEARNS COML M 2007-TOP28 PASSTHRU CTF CL	10/11/2007	07/11/2011	1,883.00	1,888.00	-5.00
1608.32 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	08/12/2011	1,608.00	1,612.00	-4.00
1616.7 BEAR STEARNS COML M 2007-TOP28 PASSTHRU CTF CL	10/11/2007	08/31/2011	1,617.00	1,621.00	-4.00
1830.59 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	10/14/2011	1,831.00	1,835.00	-4.00
1634.68 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	11/14/2011	1,635.00	1,639.00	-4.00
1848.08 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	11/30/2011	1,848.00	1,853.00	-5.00
25000. BEAR STEARNS COML M 2007-TOP28 PASSTHRU CTF CL	01/23/2009	04/05/2011	27,387.00	18,821.00	8,566.00
165000. BERKSHIRE HATHAWAY UNSECD NT	02/04/2010	12/15/2011	165,687.00	165,000.00	687.00
67. BHP BILLITON LIMITED A	03/17/2009	06/22/2011	6,075.00	2,767.00	3,308.00
3007.99 BMW VEH LEASE TR 2 BACKED NT CL A-3	05/10/2010	05/14/2011	3,008.00	3,052.00	-44.00
3499.54 BMW VEH LEASE TR 2 BACKED NT CL A-3	05/10/2010	06/14/2011	3,500.00	3,550.00	-50.00
3304.21 BMW VEH LEASE TR 2 BACKED NT CL A-3	05/10/2010	07/15/2011	3,304.00	3,352.00	-48.00
100000. BOEING CO SR NT	11/17/2009	03/25/2011	101,645.00	99,597.00	2,048.00
19. BRISTOL MYERS SQUIBB C	12/08/2008	10/25/2011	617.00	417.00	200.00
37030.572 SMALL CAP CTF	05/31/1990	06/17/2011	700,000.00	702,649.00	-2,649.00
14837.75 INTERNATIONAL EQU	09/30/2007	06/17/2011	300,000.00	387,649.00	-87,649.00
4718.75 CNH EQUIP TR 2010- BACKED NT CL A-3	11/10/2010	11/14/2011	4,719.00	4,719.00	
5861.49 CNH EQUIP TR 2010- BACKED NT CL A-3	11/10/2010	12/14/2011	5,861.00	5,861.00	
60000. CVS CAREMARK CORP S	01/12/2010	03/25/2011	61,247.00	60,652.00	595.00
3802.9 CAPITAL ONE PRIME A ABLES TR 2007-2 NT CL A3	09/25/2007	07/12/2011	3,803.00	3,803.00	

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
CAPEWELL,G JR UW HTFD HS ET#2-AE	06-6030604

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 3643.96 CAPITAL ONE PRIME ABLES TR 2007-2 NT CL A3	09/25/2007	07/12/2011	3,644.00	3,644.00	
3504.03 CAPITAL ONE PRIME ABLES TR 2007-2 NT CL A3	09/25/2007	07/12/2011	3,504.00	3,504.00	
3579.25 CAPITAL ONE PRIME ABLES TR 2007-2 NT CL A3	09/25/2007	07/12/2011	3,579.00	3,579.00	
3377.18 CAPITAL ONE PRIME ABLES TR 2007-2 NT CL A3	09/25/2007	07/12/2011	3,377.00	3,377.00	
131.95 CAPITAL ONE PRIME A ABLES TR 2007-2 NT CL A3	09/25/2007	07/13/2011	132.00	132.00	
160000. CITIBANK CR CARD I 2004-C1 NT CL C1	09/28/2009	07/15/2011	160,000.00	152,981.00	7,019.00
30000. COBALT CMBS COML MT COML MTG PASSTHRU CTF CL A-	01/15/2010	01/27/2011	31,416.00	24,989.00	6,427.00
15000. COBALT CMBS COML MT COML MTG PASSTHRU CTF CL A-	01/15/2010	01/27/2011	15,708.00	12,459.00	3,249.00
2000. CONAGRA FOODS INC BD	04/19/2007	09/15/2011	2,000.00	2,114.00	-114.00
81. CONOCOPHILLIPS COM	03/26/2009	10/25/2011	5,829.00	3,240.00	2,589.00
117.81 CREDIT SUISSE FIRST SECS CORP 2002-CKS4 PASSTHR	12/21/2009	03/17/2011	118.00	123.00	-5.00
3539.16 CREDIT SUISSE FIRS SECS CORP 2002-CKS4 PASSTHR	12/21/2009	04/15/2011	3,539.00	3,687.00	-148.00
2121.91 CREDIT SUISSE FIRS SECS CORP 2002-CKS4 PASSTHR	12/21/2009	04/30/2011	2,122.00	2,211.00	-89.00
3242.36 CREDIT SUISSE FIRS SECS CORP 2002-CKS4 PASSTHR	12/21/2009	05/31/2011	3,242.00	3,378.00	-136.00
411.4 CREDIT SUISSE FIRST SECS CORP 2002-CKS4 PASSTHR	12/21/2009	07/15/2011	411.00	429.00	-18.00
380.15 CREDIT SUISSE FIRST SECS CORP 2002-CKS4 PASSTHR	12/21/2009	08/17/2011	380.00	396.00	-16.00
1855.58 CREDIT SUISSE FIRS SECS CORP 2002-CKS4 PASSTHR	12/21/2009	09/16/2011	1,856.00	1,933.00	-77.00
1330.01 CREDIT SUISSE FIRS SECS CORP 2002-CKS4 PASSTHR	12/21/2009	10/17/2011	1,330.00	1,386.00	-56.00
6058.52 CREDIT SUISSE FIRS SECS CORP 2002-CKS4 PASSTHR	12/21/2009	11/18/2011	6,059.00	6,312.00	-253.00
11039.75 CREDIT SUISSE FIR MTG SECS CORP 2002-CKS4 PAS	12/21/2009	12/16/2011	11,040.00	11,502.00	-462.00
5578.94 DAIMLERCHRYSLER AU ASSET BACKED NT CL A-4A	07/16/2010	08/08/2011	5,579.00	5,794.00	-215.00
5860.46 DAIMLERCHRYSLER AU ASSET BACKED NT CL A-4A	07/16/2010	09/08/2011	5,860.00	6,087.00	-227.00
5324.41 DAIMLERCHRYSLER AU ASSET BACKED NT CL A-4A	07/16/2010	10/07/2011	5,324.00	5,530.00	-206.00
5084.97 DAIMLERCHRYSLER AU ASSET BACKED NT CL A-4A	07/16/2010	11/08/2011	5,085.00	5,281.00	-196.00
4577.37 DAIMLERCHRYSLER AU ASSET BACKED NT CL A-4A	07/16/2010	12/08/2011	4,577.00	4,754.00	-177.00

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

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
CAPEWELL,G JR UW HTFD HS ET#2-AE	06-6030604

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

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	240. DEERE & COMPANY	04/05/2007	06/22/2011	19,789.00	12,953.00	6,836.00
	55. DISNEY WALT CO	05/01/2002	06/22/2011	2,116.00	1,317.00	799.00
	120000. DISNEY WALT CO GLO	12/17/2008	03/25/2011	130,171.00	118,831.00	11,340.00
	3639. DISCOVER FINL SVCS C	12/10/2007	03/24/2011	86,497.00	62,931.00	23,566.00
	18. DOVER CORPORATION	05/29/2009	10/25/2011	964.00	559.00	405.00
	20000. DOW CHEM CO NT	07/15/2009	03/23/2011	25,555.00	20,510.00	5,045.00
	35. DUPONT E I DE NEMOURS	11/16/2006	10/25/2011	1,639.00	1,668.00	-29.00
	233. EATON VANCE CORP COM	05/29/2009	08/02/2011	6,041.00	6,157.00	-116.00
	722. EATON VANCE CORP COM	05/29/2009	08/02/2011	18,577.00	19,080.00	-503.00
	839. EATON VANCE CORP COM	05/29/2009	08/03/2011	21,291.00	22,172.00	-881.00
	59. EATON VANCE CORP COM N	05/29/2009	08/04/2011	1,425.00	1,559.00	-134.00
	1283. EATON VANCE CORP COM	03/26/2009	08/04/2011	30,988.00	29,041.00	1,947.00
	2014. EATON VANCE CORP COM	03/26/2009	08/05/2011	46,353.00	45,587.00	766.00
	436. ENCANA CORP COM	12/15/2009	10/19/2011	8,824.00	13,328.00	-4,504.00
	1076. ENCANA CORP COM	12/15/2009	10/19/2011	21,776.00	32,864.00	-11,088.00
	721. ENCANA CORP COM	12/15/2009	10/20/2011	14,162.00	22,022.00	-7,860.00
	619. ENCANA CORP COM	12/15/2009	10/20/2011	12,158.00	18,804.00	-6,646.00
	1496. ENCANA CORP COM	12/15/2009	10/20/2011	29,384.00	45,430.00	-16,046.00
	1702. ENCANA CORP COM	03/17/2009	10/20/2011	33,430.00	35,774.00	-2,344.00
	1960. EXELON CORP COM	04/05/2007	03/04/2011	80,359.00	140,457.00	-60,098.00
	222. EXXON MOBIL CORPORATI	05/05/1992	10/25/2011	17,715.00	2,662.00	15,053.00
	14.82 FEDERAL NATL MTG ASS #E80870	08/17/2000	01/15/2011	15.00	15.00	
	14.92 FEDERAL NATL MTG ASS #E80870	08/17/2000	02/15/2011	15.00	15.00	
	15.02 FEDERAL NATL MTG ASS #E80870	08/17/2000	03/15/2011	15.00	15.00	
	15.28 FEDERAL NATL MTG ASS #E80870	08/17/2000	04/15/2011	15.00	15.00	

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CAPEWELL,G JR UW HTFD HS ET#2-AE

Employer identification number
06-6030604

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 15.26 FEDERAL NATL MTG ASS #E80870	08/17/2000	05/15/2011	15.00	15.00	
15.36 FEDERAL NATL MTG ASS #E80870	08/17/2000	06/15/2011	15.00	15.00	
15.47 FEDERAL NATL MTG ASS #E80870	08/17/2000	06/30/2011	15.00	15.00	
14.09 FEDERAL NATL MTG ASS #E80870	08/17/2000	07/11/2011	14.00	14.00	
14.15 FEDERAL NATL MTG ASS #E80870	08/17/2000	07/11/2011	14.00	14.00	
14.31 FEDERAL NATL MTG ASS #E80870	08/17/2000	07/11/2011	14.00	14.00	
14.38 FEDERAL NATL MTG ASS #E80870	08/17/2000	07/11/2011	14.00	14.00	
14.43 FEDERAL NATL MTG ASS #E80870	08/17/2000	07/11/2011	14.00	14.00	
14.61 FEDERAL NATL MTG ASS #E80870	08/17/2000	07/11/2011	15.00	15.00	
14.66 FEDERAL NATL MTG ASS #E80870	08/17/2000	07/11/2011	15.00	15.00	
14.76 FEDERAL NATL MTG ASS #E80870	08/17/2000	07/11/2011	15.00	15.00	
15.57 FEDERAL NATL MTG ASS #E80870	08/17/2000	07/31/2011	16.00	16.00	
15.67 FEDERAL NATL MTG ASS #E80870	08/17/2000	08/31/2011	16.00	16.00	
15.73 FEDERAL NATL MTG ASS #E80870	08/17/2000	09/30/2011	16.00	16.00	
15.93 FEDERAL NATL MTG ASS #E80870	08/17/2000	10/31/2011	16.00	16.00	
15.99 FEDERAL NATL MTG ASS #E80870	08/17/2000	11/30/2011	16.00	16.00	
16.09 FEDERAL NATL MTG ASS #E80870	08/17/2000	12/31/2011	16.00	16.00	
85.1 FGLMC GOLD #E81076 DT 8.00% DUE 7/1/2015	06/21/2000	01/15/2011	85.00	86.00	-1.00
57.54 FGLMC GOLD #E81076 D 8.00% DUE 7/1/2015	06/21/2000	02/15/2011	58.00	58.00	
99.75 FGLMC GOLD #E81076 D 8.00% DUE 7/1/2015	06/21/2000	03/15/2011	100.00	101.00	-1.00
84.3 FGLMC GOLD #E81076 DT 8.00% DUE 7/1/2015	06/21/2000	04/15/2011	84.00	85.00	-1.00
74.11 FGLMC GOLD #E81076 D 8.00% DUE 7/1/2015	06/21/2000	05/15/2011	74.00	75.00	-1.00
59.01 FGLMC GOLD #E81076 D 8.00% DUE 7/1/2015	06/21/2000	06/15/2011	59.00	60.00	-1.00
73.66 FGLMC GOLD #E81076 D 8.00% DUE 7/1/2015	06/21/2000	06/30/2011	74.00	74.00	
72.28 FGLMC GOLD #E81076 D 8.00% DUE 7/1/2015	06/21/2000	07/11/2011	72.00	73.00	-1.00

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

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CAPEWELL,G JR UW HTFD HS ET#2-AE

Employer identification number
06-6030604

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 92.86 FGLMC GOLD #E81076 D 8.00% DUE 7/1/2015	06/21/2000	07/11/2011	93.00	94.00	-1.00
80.42 FGLMC GOLD #E81076 D 8.00% DUE 7/1/2015	06/21/2000	07/11/2011	80.00	81.00	-1.00
59.86 FGLMC GOLD #E81076 D 8.00% DUE 7/1/2015	06/21/2000	07/11/2011	60.00	60.00	
59.42 FGLMC GOLD #E81076 D 8.00% DUE 7/1/2015	06/21/2000	07/11/2011	59.00	60.00	-1.00
59.47 FGLMC GOLD #E81076 D 8.00% DUE 7/1/2015	06/21/2000	07/11/2011	59.00	60.00	-1.00
175.19 FGLMC GOLD #E81076 8.00% DUE 7/1/2015	06/21/2000	07/11/2011	175.00	177.00	-2.00
92.27 FGLMC GOLD #E81076 D 8.00% DUE 7/1/2015	06/21/2000	07/11/2011	92.00	93.00	-1.00
61.35 FGLMC GOLD #E81076 D 8.00% DUE 7/1/2015	06/21/2000	07/31/2011	61.00	62.00	-1.00
104.24 FGLMC GOLD #E81076 8.00% DUE 7/1/2015	06/21/2000	08/31/2011	104.00	105.00	-1.00
103.81 FGLMC GOLD #E81076 8.00% DUE 7/1/2015	06/21/2000	09/30/2011	104.00	105.00	-1.00
55.73 FGLMC GOLD #E81076 D 8.00% DUE 7/1/2015	06/21/2000	10/31/2011	56.00	56.00	
55.82 FGLMC GOLD #E81076 D 8.00% DUE 7/1/2015	06/21/2000	11/30/2011	56.00	56.00	
59.23 FGLMC GOLD #E81076 D 8.00% DUE 7/1/2015	06/21/2000	12/31/2011	59.00	60.00	-1.00
953.73 FEDERAL HOME LN MTG #1J1035	04/04/2008	01/15/2011	954.00	964.00	-10.00
116592.46 FEDERAL HOME LN POOL #1J1035	04/04/2008	02/10/2011	124,025.00	117,790.00	6,235.00
2122.35 FEDERAL HOME LN MT #1J1035	04/04/2008	02/15/2011	2,122.00	2,144.00	-22.00
1746.69 FEDERAL HOME LN MT #1J1035	04/04/2008	03/15/2011	1,747.00	1,765.00	-18.00
2379.64 FEDERAL HOME LN MT #1J1035	04/04/2008	07/13/2011	2,380.00	2,404.00	-24.00
6104.45 FEDERAL HOME LN MT #1J1035	04/04/2008	07/13/2011	6,104.00	6,167.00	-63.00
5474.52 FEDERAL HOME LN MT #1J1035	04/04/2008	07/13/2011	5,475.00	5,531.00	-56.00
4982.2 FEDERAL HOME LN MTG #1J1035	04/04/2008	07/13/2011	4,982.00	5,033.00	-51.00
4300.2 FEDERAL HOME LN MTG #1J1035	04/04/2008	07/13/2011	4,300.00	4,344.00	-44.00
3092.77 FEDERAL HOME LN MT #1J1035	04/04/2008	07/13/2011	3,093.00	3,125.00	-32.00
4462.14 FEDERAL HOME LN MT #1J1035	04/04/2008	07/13/2011	4,462.00	4,508.00	-46.00
4269.46 FEDERAL HOME LN MT #1J1035	04/04/2008	07/13/2011	4,269.00	4,313.00	-44.00

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CAPEWELL,G JR UW HTFD HS ET#2-AE	06-6030604

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 72.97 FEDERAL HOME LN MTG #E00881	08/17/2000	01/15/2011	73.00	74.00	-1.00
72.98 FEDERAL HOME LN MTG #E00881	08/17/2000	02/15/2011	73.00	74.00	-1.00
76.08 FEDERAL HOME LN MTG #E00881	08/17/2000	03/15/2011	76.00	77.00	-1.00
217.7 FEDERAL HOME LN MTG #E00881	08/17/2000	04/15/2011	218.00	221.00	-3.00
72.7 FEDERAL HOME LN MTG C #E00881	08/17/2000	05/15/2011	73.00	74.00	-1.00
71.88 FEDERAL HOME LN MTG #E00881	08/17/2000	06/15/2011	72.00	73.00	-1.00
73.39 FEDERAL HOME LN MTG #E00881	08/17/2000	06/30/2011	73.00	74.00	-1.00
96.71 FEDERAL HOME LN MTG #E00881	08/17/2000	07/11/2011	97.00	98.00	-1.00
216.01 FEDERAL HOME LN MTG #E00881	08/17/2000	07/11/2011	216.00	219.00	-3.00
97.28 FEDERAL HOME LN MTG #E00881	08/17/2000	07/11/2011	97.00	99.00	-2.00
73.32 FEDERAL HOME LN MTG #E00881	08/17/2000	07/11/2011	73.00	74.00	-1.00
147.32 FEDERAL HOME LN MTG #E00881	08/17/2000	07/11/2011	147.00	149.00	-2.00
74.04 FEDERAL HOME LN MTG #E00881	08/17/2000	07/11/2011	74.00	75.00	-1.00
74.75 FEDERAL HOME LN MTG #E00881	08/17/2000	07/11/2011	75.00	76.00	-1.00
127.27 FEDERAL HOME LN MTG #E00881	08/17/2000	07/11/2011	127.00	129.00	-2.00
75.07 FEDERAL HOME LN MTG #E00881	08/17/2000	07/31/2011	75.00	76.00	-1.00
74.45 FEDERAL HOME LN MTG #E00881	08/17/2000	08/31/2011	74.00	76.00	-2.00
75.36 FEDERAL HOME LN MTG #E00881	08/17/2000	09/30/2011	75.00	76.00	-1.00
74.76 FEDERAL HOME LN MTG #E00881	08/17/2000	10/31/2011	75.00	76.00	-1.00
78.68 FEDERAL HOME LN MTG #E00881	08/17/2000	11/30/2011	79.00	80.00	-1.00
73.76 FEDERAL HOME LN MTG #E00881	08/17/2000	12/31/2011	74.00	75.00	-1.00
12.19 FEDERAL NATL MTG ASS #517793	10/27/1999	01/25/2011	12.00	12.00	
12.27 FEDERAL NATL MTG ASS #517793	10/27/1999	02/25/2011	12.00	12.00	
824.53 FEDERAL NATL MTG AS #517793	10/27/1999	03/25/2011	825.00	819.00	6.00
11.29 FEDERAL NATL MTG ASS #517793	10/27/1999	04/25/2011	11.00	11.00	

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CAPEWELL,G JR UW HTFD HS ET#2-AE

Employer identification number
06-6030604

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 11.36 FEDERAL NATL MTG ASS #517793	10/27/1999	05/25/2011	11.00	11.00	
11.43 FEDERAL NATL MTG ASS #517793	10/27/1999	06/25/2011	11.00	11.00	
11.5 FEDERAL NATL MTG ASSN #517793	10/27/1999	06/30/2011	12.00	11.00	1.00
11.95 FEDERAL NATL MTG ASS #517793	10/27/1999	07/11/2011	12.00	12.00	
11.67 FEDERAL NATL MTG ASS #517793	10/27/1999	07/11/2011	12.00	12.00	
11.74 FEDERAL NATL MTG ASS #517793	10/27/1999	07/11/2011	12.00	12.00	
11.82 FEDERAL NATL MTG ASS #517793	10/27/1999	07/11/2011	12.00	12.00	
24.04 FEDERAL NATL MTG ASS #517793	10/27/1999	07/11/2011	24.00	24.00	
12.01 FEDERAL NATL MTG ASS #517793	10/27/1999	07/11/2011	12.00	12.00	
12.02 FEDERAL NATL MTG ASS #517793	10/27/1999	07/11/2011	12.00	12.00	
12.11 FEDERAL NATL MTG ASS #517793	10/27/1999	07/11/2011	12.00	12.00	
11.65 FEDERAL NATL MTG ASS #517793	10/27/1999	07/11/2011	12.00	12.00	
11.57 FEDERAL NATL MTG ASS #517793	10/27/1999	07/31/2011	12.00	12.00	
11.64 FEDERAL NATL MTG ASS #517793	10/27/1999	08/31/2011	12.00	12.00	
11.71 FEDERAL NATL MTG ASS #517793	10/27/1999	09/30/2011	12.00	12.00	
804.57 FEDERAL NATL MTG AS #517793	10/27/1999	10/31/2011	805.00	800.00	5.00
10.22 FEDERAL NATL MTG ASS #517793	10/27/1999	11/30/2011	10.00	10.00	
305.55 FEDERAL NATL MTG AS #517793	10/27/1999	12/31/2011	306.00	304.00	2.00
6.67 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	01/25/2011	7.00	7.00	
6.72 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	02/25/2011	7.00	7.00	
6.77 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	03/25/2011	7.00	7.00	
6.82 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	04/25/2011	7.00	7.00	
13.51 FNMA POOL #534000 DT 8.00% DUE 4/1/2030	03/09/2000	05/25/2011	14.00	14.00	
6.95 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	06/25/2011	7.00	7.00	
7. FNMA POOL #534000 DTD 4 8.00% DUE 4/1/2030	03/09/2000	06/30/2011	7.00	7.00	

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
CAPEWELL,G JR UW HTFD HS ET#2-AE	06-6030604

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 6.18 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	07/11/2011	6.00	6.00	
12.91 FNMA POOL #534000 DT 8.00% DUE 4/1/2030	03/09/2000	07/11/2011	13.00	13.00	
6.31 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	07/11/2011	6.00	6.00	
6.36 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	07/11/2011	6.00	6.00	
6.4 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	07/11/2011	6.00	6.00	
6.44 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	07/11/2011	6.00	6.00	
6.49 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	07/11/2011	6.00	7.00	-1.00
13.25 FNMA POOL #534000 DT 8.00% DUE 4/1/2030	03/09/2000	07/11/2011	13.00	13.00	
6.63 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	07/11/2011	7.00	7.00	
7.05 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	07/31/2011	7.00	7.00	
7.1 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	08/31/2011	7.00	7.00	
13.8 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	09/30/2011	14.00	14.00	
7.24 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	10/31/2011	7.00	7.00	
7.29 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	11/30/2011	7.00	7.00	
7.35 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	12/31/2011	7.00	7.00	
444.48 FNMA POOL #547048 D 7.50% DUE 7/1/2015	07/07/2000	01/31/2011	444.00	38,808.00	-38,364.00
40.81 FNMA POOL #547048 DT 7.50% DUE 7/1/2015	07/07/2000	02/28/2011	41.00	3,563.00	-3,522.00
38.52 FNMA POOL #547048 DT 7.50% DUE 7/1/2015	07/07/2000	03/31/2011	39.00	3,363.00	-3,324.00
39.46 FNMA POOL #547048 DT 7.50% DUE 7/1/2015	07/07/2000	04/30/2011	39.00	3,445.00	-3,406.00
39.38 FNMA POOL #547048 DT 7.50% DUE 7/1/2015	07/07/2000	05/31/2011	39.00	3,438.00	-3,399.00
39.65 FNMA POOL #547048 DT 7.50% DUE 7/1/2015	07/07/2000	06/30/2011	40.00	3,462.00	-3,422.00
40.25 FNMA POOL #547048 DT 7.50% DUE 7/1/2015	07/07/2000	07/31/2011	40.00	3,514.00	-3,474.00
39.85 FNMA POOL #547048 DT 7.50% DUE 7/1/2015	07/07/2000	08/31/2011	40.00	3,479.00	-3,439.00
115.83 FNMA POOL #547048 D 7.50% DUE 7/1/2015	07/07/2000	09/30/2011	116.00	10,113.00	-9,997.00
38.44 FNMA POOL #547048 DT 7.50% DUE 7/1/2015	07/07/2000	10/31/2011	38.00	3,356.00	-3,318.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
CAPEWELL,G JR UW HTFD HS ET#2-AE	06-6030604

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 38.7 FNMA POOL #547048 DTD 7.50% DUE 7/1/2015	07/07/2000	11/30/2011	39.00	3,379.00	-3,340.00
38.96 FNMA POOL #547048 DT 7.50% DUE 7/1/2015	07/07/2000	12/31/2011	39.00	3,402.00	-3,363.00
3692.36 FEDERAL NATL MTG A #AH0943	12/07/2010	11/30/2011	3,692.00	3,692.00	
2672.86 FEDERAL NATL MTG A #AH0943	12/07/2010	12/31/2011	2,673.00	2,673.00	
105000. FEDERAL HOME LN MT 3217 CL PD	11/03/2006	07/11/2011	115,631.00	106,046.00	9,585.00
200000. FEDERAL NATL MTG A	08/25/2008	02/03/2011	226,971.00	213,516.00	13,455.00
130000. FEDERAL NATL MTG A	08/25/2008	06/15/2011	152,738.00	138,785.00	13,953.00
120000. FEDERAL NATL MTG A	07/16/2008	06/15/2011	140,989.00	125,789.00	15,200.00
4936.3 FEDERAL HOME LN MTG 3536 CL PC	10/20/2009	01/15/2011	4,936.00	5,120.00	-184.00
2541.97 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	02/15/2011	2,542.00	2,637.00	-95.00
4966.79 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	03/15/2011	4,967.00	5,152.00	-185.00
3359.96 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	04/15/2011	3,360.00	3,485.00	-125.00
4098.95 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	05/15/2011	4,099.00	4,252.00	-153.00
3074.77 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	06/15/2011	3,075.00	3,189.00	-114.00
3192.22 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	06/30/2011	3,192.00	3,311.00	-119.00
8728.2 FEDERAL HOME LN MTG 3536 CL PC	10/20/2009	07/11/2011	8,728.00	9,053.00	-325.00
5034.22 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	07/11/2011	5,034.00	5,222.00	-188.00
3956.4 FEDERAL HOME LN MTG 3536 CL PC	10/20/2009	07/31/2011	3,956.00	4,104.00	-148.00
3137.53 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	08/31/2011	3,138.00	3,254.00	-116.00
4023.22 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	09/30/2011	4,023.00	4,173.00	-150.00
3370.52 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	10/31/2011	3,371.00	3,496.00	-125.00
6912.32 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	11/30/2011	6,912.00	7,170.00	-258.00
3744.38 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	01/15/2011	3,744.00	3,842.00	-98.00
2841.49 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	02/15/2011	2,841.00	2,916.00	-75.00
2125.95 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	03/15/2011	2,126.00	2,182.00	-56.00

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1444.5 FEDERAL HOME LN MTG 3565 CL XA	09/21/2009	04/15/2011	1,445.00	1,482.00	-37.00
2818.41 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	05/15/2011	2,818.00	2,892.00	-74.00
2090.44 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	06/15/2011	2,090.00	2,145.00	-55.00
1956.62 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	06/30/2011	1,957.00	2,008.00	-51.00
3660.16 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	07/11/2011	3,660.00	3,756.00	-96.00
3958.64 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	07/11/2011	3,959.00	4,062.00	-103.00
3781.59 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	07/11/2011	3,782.00	3,880.00	-98.00
2899.56 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	07/31/2011	2,900.00	2,975.00	-75.00
3851.14 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	08/31/2011	3,851.00	3,952.00	-101.00
3511.8 FEDERAL HOME LN MTG 3565 CL XA	09/21/2009	09/30/2011	3,512.00	3,604.00	-92.00
5443.03 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	10/31/2011	5,443.00	5,585.00	-142.00
2978.05 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	11/30/2011	2,978.00	3,056.00	-78.00
5161.95 FEDERAL NATL MTG A #890200	02/25/2010	02/28/2011	5,162.00	5,523.00	-361.00
4421.47 FEDERAL NATL MTG A #890200	02/25/2010	03/31/2011	4,421.00	4,731.00	-310.00
4896.1 FEDERAL NATL MTG AS #890200	02/25/2010	04/30/2011	4,896.00	5,239.00	-343.00
4209.49 FEDERAL NATL MTG A #890200	02/25/2010	05/31/2011	4,209.00	4,504.00	-295.00
2834.23 FEDERAL NATL MTG A #890200	02/25/2010	06/30/2011	2,834.00	3,033.00	-199.00
2968.85 FEDERAL NATL MTG A #890200	02/25/2010	07/31/2011	2,969.00	3,177.00	-208.00
2635.33 FEDERAL NATL MTG A #890200	02/25/2010	08/31/2011	2,635.00	2,820.00	-185.00
2529.55 FEDERAL NATL MTG A #890200	02/25/2010	09/30/2011	2,530.00	2,707.00	-177.00
5525.1 FEDERAL NATL MTG AS #890200	02/25/2010	10/31/2011	5,525.00	5,912.00	-387.00
3527.01 FEDERAL NATL MTG A #890200	02/25/2010	11/30/2011	3,527.00	3,774.00	-247.00
2826.03 FEDERAL NATL MTG A #890200	02/25/2010	12/31/2011	2,826.00	3,024.00	-198.00
2839.37 FEDERAL NATL MTG A #974781	04/04/2008	01/25/2011	2,839.00	2,875.00	-36.00
904.73 FEDERAL NATL MTG AS #974781	04/04/2008	02/25/2011	905.00	916.00	-11.00

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CAPEWELL,G JR UW HTFD HS ET#2-AE	06-6030604

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 559.86 FEDERAL NATL MTG AS #974781	04/04/2008	03/25/2011	560.00	567.00	-7.00
73989.64 FEDERAL NATL MTG #974781	04/04/2008	04/14/2011	78,990.00	74,917.00	4,073.00
2823.56 FEDERAL NATL MTG A #974781	04/04/2008	04/25/2011	2,824.00	2,859.00	-35.00
2905.72 FEDERAL NATL MTG A #974781	04/04/2008	07/13/2011	2,906.00	2,942.00	-36.00
2687.94 FEDERAL NATL MTG A #974781	04/04/2008	07/13/2011	2,688.00	2,722.00	-34.00
1499.9 FEDERAL NATL MTG AS #974781	04/04/2008	07/13/2011	1,500.00	1,519.00	-19.00
6854.03 FEDERAL NATL MTG A #974781	04/04/2008	07/13/2011	6,854.00	6,940.00	-86.00
3512.28 FEDERAL NATL MTG A #974781	04/04/2008	07/13/2011	3,512.00	3,556.00	-44.00
76.86 FEDERAL NATL MTG ASS #974781	04/04/2008	07/13/2011	77.00	78.00	-1.00
78.63 FEDERAL NATL MTG ASS #974781	04/04/2008	07/13/2011	79.00	80.00	-1.00
1293.82 FEDERAL NATL MTG A #974781	04/04/2008	07/13/2011	1,294.00	1,310.00	-16.00
1139.29 FEDERAL NATL MTG A #974781	04/04/2008	07/13/2011	1,139.00	1,154.00	-15.00
5061. FEDERATED INVS INC P	04/05/2007	07/22/2011	112,428.00	188,168.00	-75,740.00
103. FEDERATED INVS INC PA	02/09/2007	07/22/2011	2,288.00	3,637.00	-1,349.00
1902. FEDERATED INVS INC P	02/09/2007	07/22/2011	42,150.00	67,164.00	-25,014.00
1440. FIRSTENERGY CORP	11/15/2007	02/04/2011	56,966.00	97,086.00	-40,120.00
576. FIRSTENERGY CORP	01/11/2010	02/04/2011	22,786.00	26,780.00	-3,994.00
4045.06 FORD CR AUTO OWNER ASSET BKD NT CL A-3A	10/10/2007	01/18/2011	4,045.00	4,045.00	
579.91 FORD CR AUTO OWNER ASSET BKD NT CL A-3A	10/10/2007	02/15/2011	580.00	580.00	
6004.53 FORD CR AUTO OWNER ASSET BKD NT CL A-3A	10/10/2007	07/12/2011	6,005.00	6,004.00	1.00
5306.55 FORD CR AUTO OWNER ASSET BKD NT CL A-3A	10/10/2007	07/12/2011	5,307.00	5,306.00	1.00
5751.17 FORD CR AUTO OWNER ASSET BKD NT CL A-3A	10/10/2007	07/12/2011	5,751.00	5,751.00	
5316.73 FORD CR AUTO OWNER ASSET BKD NT CL A-3A	10/10/2007	07/12/2011	5,317.00	5,316.00	1.00
5150.64 FORD CR AUTO OWNER ASSET BKD NT CL A-3A	10/10/2007	07/12/2011	5,151.00	5,150.00	1.00
4718.49 FORD CR AUTO OWNER ASSET BKD NT CL A-3A	10/10/2007	07/12/2011	4,718.00	4,718.00	

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CAPEWELL,G JR UW HTFD HS ET#2-AE

Employer identification number
06-6030604

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 4266.19 FORD CR AUTO OWNER ASSET BKD NT CL A-3A	10/10/2007	07/12/2011	4,266.00	4,266.00	
4221.82 FORD CR AUTO OWNER ASSET BKD NT CL A-3A	10/10/2007	07/12/2011	4,222.00	4,221.00	1.00
6223.33 FRANKLIN AUTO TR A SER 2008-A CL A4A	06/06/2008	03/20/2011	6,223.00	6,223.00	
8638.13 FRANKLIN AUTO TR A SER 2008-A CL A4A	06/06/2008	04/20/2011	8,638.00	8,638.00	
7797.57 FRANKLIN AUTO TR A SER 2008-A CL A4A	06/06/2008	05/20/2011	7,798.00	7,797.00	1.00
7486.19 FRANKLIN AUTO TR A SER 2008-A CL A4A	06/06/2008	06/20/2011	7,486.00	7,486.00	
7329.38 FRANKLIN AUTO TR A SER 2008-A CL A4A	06/06/2008	07/20/2011	7,329.00	7,329.00	
7256.78 FRANKLIN AUTO TR A SER 2008-A CL A4A	06/06/2008	08/22/2011	7,257.00	7,257.00	
7046.69 FRANKLIN AUTO TR A SER 2008-A CL A4A	06/06/2008	09/19/2011	7,047.00	7,047.00	
7015.1 FRANKLIN AUTO TR AU SER 2008-A CL A4A	06/06/2008	10/19/2011	7,015.00	7,015.00	
6446.9 FRANKLIN AUTO TR AU SER 2008-A CL A4A	06/06/2008	11/21/2011	6,447.00	6,447.00	
4759.93 FRANKLIN AUTO TR A SER 2008-A CL A4A	06/06/2008	12/20/2011	4,760.00	4,760.00	
923.662 FRONTIER COMMUNICA COM	05/27/1997	01/11/2011	8,657.00	7,905.00	752.00
1297.175 FRONTIER COMMUNIC COM	01/17/2006	01/11/2011	12,157.00	9,977.00	2,180.00
1941.921 FRONTIER COMMUNIC COM	01/25/2006	01/11/2011	18,200.00	14,861.00	3,339.00
720.407 FRONTIER COMMUNICA COM	02/15/1989	01/11/2011	6,752.00	2,535.00	4,217.00
743.835 FRONTIER COMMUNICA COM	01/19/1989	01/11/2011	6,971.00	2,472.00	4,499.00
18.61 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	01/15/2011	19.00	18.00	1.00
18.75 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	02/15/2011	19.00	18.00	1.00
11.39 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	03/15/2011	11.00	11.00	
16.25 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	04/15/2011	16.00	16.00	
13.95 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	05/15/2011	14.00	14.00	
11.62 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	06/15/2011	12.00	11.00	1.00
14.1 GNMA POOL #510962 DTD 7.00% DUE 5/15/2029	06/30/1999	06/30/2011	14.00	14.00	
14.61 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	07/11/2011	15.00	14.00	1.00

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CAPEWELL,G JR UW HTFD HS ET#2-AE	06-6030604

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 17.94 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	07/11/2011	18.00	18.00	
14.88 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	07/11/2011	15.00	15.00	
13.89 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	07/11/2011	14.00	14.00	
14.99 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	07/11/2011	15.00	15.00	
10.84 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	07/11/2011	11.00	11.00	
21.63 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	07/11/2011	22.00	21.00	1.00
14.32 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	07/11/2011	14.00	14.00	
17.46 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	07/31/2011	17.00	17.00	
11.91 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	08/31/2011	12.00	12.00	
14.35 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	09/30/2011	14.00	14.00	
14.46 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	10/31/2011	14.00	14.00	
12.14 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	11/30/2011	12.00	12.00	
12.2 GNMA POOL #510962 DTD 7.00% DUE 5/15/2029	06/30/1999	12/31/2011	12.00	12.00	
287.37 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	01/15/2011	287.00	296.00	-9.00
224.99 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	02/15/2011	225.00	232.00	-7.00
189.07 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	03/15/2011	189.00	195.00	-6.00
277.41 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	04/15/2011	277.00	286.00	-9.00
228.07 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	05/15/2011	228.00	235.00	-7.00
246.2 GNMA POOL #780921 DT 7.00% DUE 11/15/2013	12/18/1998	06/15/2011	246.00	253.00	-7.00
198.86 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	06/30/2011	199.00	205.00	-6.00
257.62 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	07/11/2011	258.00	265.00	-7.00
352.44 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	07/11/2011	352.00	363.00	-11.00
292.32 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	07/11/2011	292.00	301.00	-9.00
261.56 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	07/11/2011	262.00	269.00	-7.00
359.33 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	07/11/2011	359.00	370.00	-11.00

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

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CAPEWELL,G JR UW HTFD HS ET#2-AE	06-6030604

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 267.76 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	07/11/2011	268.00	276.00	-8.00
216.1 GNMA POOL #780921 DT 7.00% DUE 11/15/2013	12/18/1998	07/11/2011	216.00	222.00	-6.00
290.83 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	07/11/2011	291.00	299.00	-8.00
197.06 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	07/31/2011	197.00	203.00	-6.00
231.5 GNMA POOL #780921 DT 7.00% DUE 11/15/2013	12/18/1998	08/31/2011	232.00	238.00	-6.00
250.88 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	09/30/2011	251.00	258.00	-7.00
189.73 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	10/31/2011	190.00	195.00	-5.00
171.33 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	11/30/2011	171.00	176.00	-5.00
187.31 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	12/31/2011	187.00	193.00	-6.00
22. GENERAL ELEC CO	04/04/2002	10/25/2011	360.00	822.00	-462.00
864. GENERAL ELEC CO	04/04/2002	12/01/2011	13,726.00	32,267.00	-18,541.00
5000. GENERAL ELEC CO	07/21/2005	12/01/2011	79,431.00	175,392.00	-95,961.00
2236. GENERAL ELEC CO	07/21/2005	12/01/2011	35,522.00	78,430.00	-42,908.00
18. GENERAL MILLS INC	09/14/2007	10/25/2011	707.00	522.00	185.00
35000. GLAXOSMITHKLINE CAP	05/06/2008	04/04/2011	39,396.00	34,979.00	4,417.00
73. HARRIS CORP DEL COM	11/03/1999	10/25/2011	2,748.00	716.00	2,032.00
65. HOME DEPOT INC	06/19/2007	10/25/2011	2,377.00	2,489.00	-112.00
4. HONEYWELL INTERNATIONAL	10/08/1997	10/25/2011	205.00	143.00	62.00
4484.37 HYUNDAI AUTO RECEI 2007-A CL A-3A	09/19/2007	07/12/2011	4,484.00	4,484.00	
4159.73 HYUNDAI AUTO RECEI 2007-A CL A-3A	09/19/2007	07/12/2011	4,160.00	4,160.00	
4226.11 HYUNDAI AUTO RECEI 2007-A CL A-3A	09/19/2007	07/12/2011	4,226.00	4,226.00	
4085.59 HYUNDAI AUTO RECEI 2007-A CL A-3A	09/19/2007	07/12/2011	4,086.00	4,085.00	1.00
4077.19 HYUNDAI AUTO RECEI 2007-A CL A-3A	09/19/2007	07/12/2011	4,077.00	4,077.00	
3665.7 HYUNDAI AUTO RECEIV 2007-A CL A-3A	09/19/2007	07/12/2011	3,666.00	3,666.00	
1080.45 HYUNDAI AUTO RECEI 2007-A CL A-3A	09/19/2007	07/13/2011	1,080.00	1,080.00	
6b **Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b					

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CAPEWELL,G JR UW HTFD HS ET#2-AE

Employer identification number
06-6030604

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 28. INTERNATIONAL BUSINESS	10/06/2006	10/25/2011	5,096.00	2,326.00	2,770.00
35. INTERNATIONAL FLAVORS COM	03/26/2009	10/25/2011	2,117.00	1,105.00	1,012.00
9439.26 J P MORGAN CHASE C CORP 2005-LDP2 MTG PASSTHRU	06/10/2005	02/15/2011	9,439.00	9,486.00	-47.00
799.61 J P MORGAN CHASE CO CORP 2005-LDP2 MTG PASSTHRU	06/10/2005	04/15/2011	800.00	804.00	-4.00
1342.29 J P MORGAN CHASE C CORP 2005-LDP2 MTG PASSTHRU	06/10/2005	04/30/2011	1,342.00	1,349.00	-7.00
1172.02 J P MORGAN CHASE C CORP 2005-LDP2 MTG PASSTHRU	06/10/2005	05/31/2011	1,172.00	1,178.00	-6.00
306.35 J P MORGAN CHASE CO CORP 2005-LDP2 MTG PASSTHRU	06/10/2005	07/31/2011	306.00	308.00	-2.00
1114.73 J P MORGAN CHASE C CORP 2005-LDP2 MTG PASSTHRU	06/10/2005	08/31/2011	1,115.00	1,120.00	-5.00
1088.29 J P MORGAN CHASE C CORP 2005-LDP2 MTG PASSTHRU	06/10/2005	09/30/2011	1,088.00	1,094.00	-6.00
3662.81 J P MORGAN CHASE C CORP 2005-LDP2 MTG PASSTHRU	06/10/2005	10/31/2011	3,663.00	3,681.00	-18.00
120.17 J P MORGAN CHASE CO CORP 2005-LDP2 MTG PASSTHRU	06/10/2005	11/30/2011	120.00	121.00	-1.00
.61 J P MORGAN CHASE COML 2006-CB15 MTG PASSTHRU CL A	02/23/2010	03/31/2011	1.00	1.00	
2477.34 J P MORGAN CHASE C TR 2006-CB15 MTG PASSTHRU C	02/23/2010	04/30/2011	2,477.00	2,601.00	-124.00
2190.8 J P MORGAN CHASE CO TR 2006-CB15 MTG PASSTHRU C	02/23/2010	05/31/2011	2,191.00	2,300.00	-109.00
2674.49 J P MORGAN CHASE C TR 2006-CB15 MTG PASSTHRU C	02/23/2010	06/30/2011	2,674.00	2,808.00	-134.00
2349.69 J P MORGAN CHASE C TR 2006-CB15 MTG PASSTHRU C	02/23/2010	08/12/2011	2,350.00	2,467.00	-117.00
2362.06 J P MORGAN CHASE C TR 2006-CB15 MTG PASSTHRU C	02/23/2010	09/12/2011	2,362.00	2,480.00	-118.00
2611.86 J P MORGAN CHASE C TR 2006-CB15 MTG PASSTHRU C	02/23/2010	09/30/2011	2,612.00	2,742.00	-130.00
2309.09 J P MORGAN CHASE C TR 2006-CB15 MTG PASSTHRU C	02/23/2010	11/14/2011	2,309.00	2,425.00	-116.00
2633.5 J P MORGAN CHASE CO TR 2006-CB15 MTG PASSTHRU C	02/23/2010	11/30/2011	2,634.00	2,765.00	-131.00
3692.62 J P MORGAN CHASE C TR 2007 CIBC20 PASSTHRU CL	09/25/2007	07/13/2011	3,693.00	3,702.00	-9.00
1718.46 J P MORGAN CHASE C TR 2007 CIBC20 PASSTHRU CL	09/25/2007	07/13/2011	1,718.00	1,723.00	-5.00
2065.27 J P MORGAN CHASE C TR 2007 CIBC20 PASSTHRU CL	09/25/2007	07/13/2011	2,065.00	2,070.00	-5.00
1902.98 J P MORGAN CHASE C TR 2007 CIBC20 PASSTHRU CL	09/25/2007	07/13/2011	1,903.00	1,908.00	-5.00
2055.66 J P MORGAN CHASE C TR 2007 CIBC20 PASSTHRU CL	09/25/2007	07/13/2011	2,056.00	2,061.00	-5.00

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CAPEWELL,G JR UW HTFD HS ET#2-AE

Employer identification number

06-6030604

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2507.34 J P MORGAN CHASE C TR 2007 CIBC20 PASSTHRU CL	09/25/2007	07/13/2011	2,507.00	2,514.00	-7.00
32667.13 J P MORGAN CHASE SECS TR 2007 CIBC20 PASSTHR	09/25/2007	07/14/2011	33,162.00	32,748.00	414.00
67. JOHNSON & JOHNSON	02/17/2000	10/25/2011	4,328.00	2,692.00	1,636.00
161. KIMBERLY CLARK CORP C	03/18/2003	10/25/2011	11,228.00	7,202.00	4,026.00
75000. LB-UBS CMBS TR 2007	03/24/2010	09/26/2011	79,113.00	75,354.00	3,759.00
100000. MARTIN MARIETTA MA 3/30/2001 6.875% DUE 4/1/20	03/27/2001	04/01/2011	100,000.00	99,885.00	115.00
1077. MCDONALDS CORP	04/05/2007	06/22/2011	89,201.00	49,181.00	40,020.00
400. MCDONALDS CORP	04/05/2007	10/25/2011	36,720.00	18,266.00	18,454.00
20. MCGRAW HILL INCORPORAT	01/24/2007	10/25/2011	890.00	1,369.00	-479.00
19. MERCK & CO INC NEW COM	02/08/2005	10/25/2011	635.00	544.00	91.00
140000. MERRILL LYNCH MTG COML MTG PASSTHRU CTF CL A-	07/14/2008	01/27/2011	150,883.00	136,194.00	14,689.00
35. METLIFE INC	09/28/2007	10/25/2011	1,185.00	2,457.00	-1,272.00
70000. METLIFE INC NT	02/11/2009	10/21/2011	86,747.00	70,245.00	16,502.00
1118.62 MORGAN STANLEY SER CL A2 DTD 6/1/2002 5.98% DU	09/05/2008	01/18/2011	1,119.00	1,132.00	-13.00
159.8 MORGAN STANLEY SER 2 A2 DTD 6/1/2002 5.98% DUE	09/05/2008	02/15/2011	160.00	162.00	-2.00
207.23 MORGAN STANLEY SER A2 DTD 6/1/2002 5.98% DUE	09/05/2008	02/28/2011	207.00	210.00	-3.00
261.16 MORGAN STANLEY SER A2 DTD 6/1/2002 5.98% DUE	09/05/2008	03/31/2011	261.00	264.00	-3.00
477.58 MORGAN STANLEY SER A2 DTD 6/1/2002 5.98% DUE	09/05/2008	05/16/2011	478.00	483.00	-5.00
163.09 MORGAN STANLEY SER A2 DTD 6/1/2002 5.98% DUE	09/05/2008	06/15/2011	163.00	165.00	-2.00
179.36 MORGAN STANLEY SER A2 DTD 6/1/2002 5.98% DUE	09/05/2008	06/30/2011	179.00	181.00	-2.00
2678.22 MORGAN STANLEY SER CL A2 DTD 6/1/2002 5.98% DU	09/05/2008	08/15/2011	2,678.00	2,710.00	-32.00
2071.97 MORGAN STANLEY SER CL A2 DTD 6/1/2002 5.98% DU	09/05/2008	08/31/2011	2,072.00	2,097.00	-25.00
4701.42 MORGAN STANLEY SER CL A2 DTD 6/1/2002 5.98% DU	09/05/2008	09/30/2011	4,701.00	4,757.00	-56.00
7857.68 MORGAN STANLEY SER CL A2 DTD 6/1/2002 5.98% DU	09/05/2008	10/31/2011	7,858.00	7,951.00	-93.00
11301.79 MORGAN STANLEY SE CL A2 DTD 6/1/2002 5.98% DU	09/05/2008	11/30/2011	11,302.00	11,436.00	-134.00

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 40000. MORGAN STANLEY SR U	05/08/2009	07/20/2011	45,529.00	40,768.00	4,761.00
20000. MORGAN STANLEY SR U	05/08/2009	07/20/2011	22,764.00	20,366.00	2,398.00
40000. MORGAN STANLEY SR U	05/08/2009	07/20/2011	45,529.00	40,680.00	4,849.00
918. MURPHY OIL CORP COM	03/26/2009	12/05/2011	50,803.00	45,945.00	4,858.00
566. MURPHY OIL CORP COM	03/26/2009	12/06/2011	31,079.00	28,328.00	2,751.00
65000. NATIONAL CITY CORP	01/20/2009	07/21/2011	75,252.00	60,160.00	15,092.00
25000. NATIONAL RURAL UTIL CORP MTN SER C	02/28/2002	08/19/2011	25,921.00	24,993.00	928.00
25000. NATIONAL RURAL UTIL CORP MTN SER C	02/28/2002	10/21/2011	25,626.00	24,995.00	631.00
12. NORFOLK SOUTHERN CORP	05/29/2009	10/25/2011	835.00	435.00	400.00
155000. NORTHERN TR CO MED BK NTS	02/28/2001	03/07/2011	155,000.00	154,544.00	456.00
55000. NUCOR CORP NT	05/28/2008	04/04/2011	62,481.00	55,062.00	7,419.00
330. OCCIDENTAL PETROLEUM	09/14/2007	12/05/2011	32,368.00	20,334.00	12,034.00
22. PARKER HANNIFIN CORPOR	03/26/2009	10/25/2011	1,724.00	788.00	936.00
1949. PEPSICO INCORPORATED	06/01/1993	07/28/2011	124,954.00	33,260.00	91,694.00
95000. PETROBAS INTL FIN C CAYMAN ISLANDS	10/31/2007	08/04/2011	106,495.00	94,258.00	12,237.00
.675 PFIZER INC	12/29/2005	10/25/2011	13.00	17.00	-4.00
104.325 PFIZER INC	01/17/2006	10/25/2011	2,012.00	2,540.00	-528.00
107. PROCTER & GAMBLE CO C	02/08/2005	10/25/2011	6,968.00	5,430.00	1,538.00
31. RPM INCORPORATED OHIO	05/29/2009	10/25/2011	680.00	472.00	208.00
927. REYNOLDS AMERICAN INC	11/15/2007	06/22/2011	34,945.00	29,273.00	5,672.00
375. REYNOLDS AMERICAN INC	11/15/2007	07/06/2011	14,238.00	11,842.00	2,396.00
1000. REYNOLDS AMERICAN IN	11/15/2007	07/22/2011	36,743.00	31,578.00	5,165.00
3878. S&P DEPOSITARY RECEI	05/29/2009	06/22/2011	502,211.00	353,225.00	148,986.00
200. S&P DEPOSITARY RECEIP	05/29/2009	07/22/2011	26,898.00	18,217.00	8,681.00
105. SCHLUMBERGER LIMITED	01/07/2010	10/25/2011	7,381.00	4,520.00	2,861.00

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(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 33. SHERWIN WILLIAMS COMPA	12/08/2008	10/25/2011	2,683.00	1,880.00	803.00
37. SMUCKER J M CO COM NEW	03/26/2009	10/25/2011	2,857.00	1,345.00	1,512.00
17. SMUCKER J M CO COM NEW	03/26/2009	11/29/2011	1,262.00	618.00	644.00
321. SMUCKER J M CO COM NE	03/26/2009	11/29/2011	23,826.00	11,673.00	12,153.00
514. SMUCKER J M CO COM NE	03/26/2009	11/30/2011	38,822.00	18,691.00	20,131.00
32. SMUCKER J M CO COM NEW	03/26/2009	11/30/2011	2,417.00	1,164.00	1,253.00
165. SMUCKER J M CO COM NE	03/26/2009	12/01/2011	12,403.00	6,000.00	6,403.00
551. SMUCKER J M CO COM NE	03/26/2009	12/01/2011	41,647.00	20,037.00	21,610.00
21. SONOCO PRODUCTS CO	05/29/2009	10/25/2011	654.00	512.00	142.00
53. SOUTHERN CO	03/19/2004	10/25/2011	2,295.00	1,615.00	680.00
2891. STAPLES INCORPORATED	10/08/2008	06/09/2011	43,739.00	53,425.00	-9,686.00
1438. STAPLES INCORPORATED	12/08/2008	06/09/2011	21,756.00	26,329.00	-4,573.00
25. TJX COMPANIES INCORPOR	11/15/2007	10/25/2011	1,492.00	737.00	755.00
25. TARGET CORP	08/02/2010	10/25/2011	1,363.00	1,293.00	70.00
115000. TELEFONICA EMISION NT SPAIN	06/09/2006	06/20/2011	115,000.00	115,000.00	
100. TIME WARNER INC NEW C	03/19/2004	10/25/2011	3,466.00	3,575.00	-109.00
37. US BANCORP DEL COM NEW	09/29/2006	10/25/2011	932.00	1,233.00	-301.00
5304.18 USAA AUTO OWNER TR ASSET BACKED NT CL A-3	09/24/2007	07/12/2011	5,304.00	5,303.00	1.00
4617.24 USAA AUTO OWNER TR ASSET BACKED NT CL A-3	09/24/2007	07/12/2011	4,617.00	4,617.00	
4930.14 USAA AUTO OWNER TR ASSET BACKED NT CL A-3	09/24/2007	07/12/2011	4,930.00	4,929.00	1.00
3729.02 USAA AUTO OWNER TR ASSET BACKED NT CL A-3	09/24/2007	07/13/2011	3,729.00	3,729.00	
100000. U S BK NATL ASSN M MN MEDIUM TERM SUB BK NT	07/19/2001	08/01/2011	100,000.00	100,000.00	
200000. UNITED STATES TREA 02/15/10 4.625% DUE 02/15/4	07/08/2010	08/22/2011	245,188.00	221,531.00	23,657.00
50000. UNITED STATES TREAS 02/15/10 4.625% DUE 02/15/4	07/08/2010	10/18/2011	64,648.00	55,383.00	9,265.00
45000. UNITED STATES TREAS 02/15/10 4.625% DUE 02/15/4	07/08/2010	11/08/2011	57,929.00	49,845.00	8,084.00

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6a	112554. UNITED STATES TREA	01/23/2009	06/29/2011	117,496.00	115,264.00	2,232.00
	260000. UNITED STATES TREA 06/30/10 0.625% DUE 06/30/1	07/08/2010	08/31/2011	261,107.00	260,000.00	1,107.00
	50000. UNITED STATES TREAS 06/30/10 0.625% DUE 06/30/1	07/08/2010	09/30/2011	50,176.00	50,000.00	176.00
	50000. UNITED STATES TREAS 06/30/10 0.625% DUE 06/30/1	07/08/2010	10/03/2011	50,174.00	50,000.00	174.00
	650000. UNITED STATES TREA 06/30/10 0.625% DUE 06/30/1	07/08/2010	12/30/2011	651,803.00	650,000.00	1,803.00
	85000. UNITED STATES TREAS 08/16/10 2.625% DUE 08/15/2	10/06/2010	12/02/2011	90,505.00	86,687.00	3,818.00
	16. UNITED TECHNOLOGIES CO	09/19/1995	10/25/2011	1,205.00	169.00	1,036.00
	55000. UNITED TECHNOLOGIES	04/18/2008	03/25/2011	61,730.00	56,195.00	5,535.00
	993. UNUMPROVIDENT CORP	01/25/2006	10/25/2011	23,910.00	22,660.00	1,250.00
	3848. VERIZON COMMUNICATIO	05/27/1997	01/07/2011	136,787.00	120,900.00	15,887.00
	1594. VERIZON COMMUNICATIO	01/17/2006	01/07/2011	56,663.00	45,159.00	11,504.00
	500. VERIZON COMMUNICATION	01/17/2006	10/25/2011	18,435.00	14,165.00	4,270.00
	2304.52 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	05/19/2011	2,305.00	2,394.00	-89.00
	1907.56 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	06/20/2011	1,908.00	1,982.00	-74.00
	1755.88 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	07/20/2011	1,756.00	1,824.00	-68.00
	2242.23 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	08/22/2011	2,242.00	2,329.00	-87.00
	1617.83 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	09/20/2011	1,618.00	1,681.00	-63.00
	1909.26 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	10/20/2011	1,909.00	1,983.00	-74.00
	1392.12 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	11/21/2011	1,392.00	1,446.00	-54.00
	761.24 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	12/20/2011	761.00	791.00	-30.00
	35000. WACHOVIA CAP TR I B @100 STEP UP 3/11	09/11/2006	03/15/2011	35,018.00	34,904.00	114.00
	30000. WACHOVIA CAP TR I B @100 STEP UP 3/11	09/12/2006	03/15/2011	30,015.00	29,910.00	105.00
	45. WAL-MART STORES INCORP	06/01/2007	06/22/2011	2,392.00	2,231.00	161.00
	43. WASTE MANAGEMENT INC	10/29/1999	10/25/2011	1,459.00	792.00	667.00
	25. WELLS FARGO COMPANY	10/07/2009	10/25/2011	652.00	724.00	-72.00

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6a 6354. WINDSTREAM CORP COM	11/15/2007	06/22/2011	84,157.00	85,028.00	-871.00
595. ACE LTD COM	05/23/2002	06/22/2011	38,755.00	20,285.00	18,470.00
200. ACE LTD COM	05/23/2002	10/25/2011	14,011.00	6,818.00	7,193.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 235,960.00

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Cusip	Asset	Units	Basis	Market Value
00184AAC9	AOL TIME WARNER INC	50000 000	46,480 00	64,544 00
00206R102	AT&T INC	20600 000	417,116 87	622,944.00
002824100	ABBOTT LABS	5200 000	248,295.35	292,396.00
009158106	AIR PRODS & CHEMS INC	1000 000	41,630.20	85,190 00
02209S103	ALTRIA GROUP INC	7175.000	118,336 57	212,738 75
023551AJ3	AMERADA HESS CORP	60000.000	65,681 40	76,994 40
02364WAN5	AMERICA MOVIL S A B DE C V	80000.000	79,706 40	91,963 20
025537101	AMERICAN ELEC PWR INC	1527.000	69,497.13	63,080 37
025537AE1	AMERICAN ELEC PWR INC	105000 000	101,205.55	114,958.20
02582JDT4	AMERICAN EXPRESS CR ACCOUNT	155000.000	148,515.43	154,711.70
0258M0CW7	AMERICAN EXPRESS CR CORP	85000 000	84,708.45	89,347.75
031162100	AMGEN INC	1975 000	106,492 79	126,814.75
03523TBB3	ANHEUSER BUSCH INBEV	100000 000	99,418 00	111,456.00
03938LAM6	ARCELORMITTAL SA LUXEMBOURG	60000.000	58,513 20	66,733 20
053015103	AUTOMATIC DATA PROCESSING INC	3924 000	155,078.19	211,935 24
05531FAJ2	BB&T CORP	90000.000	90,076 50	88,881 30
055669AC9	BMW VEH LEASE TR 2010-1	60000.000	59,990.63	59,989 20
05567SAA0	BNSF FDG TR I	80000.000	76,000.00	82,400 00
06739FFZ9	BARCLAYS BANK PLC	60000.000	59,929.80	61,849 20
07383FPW2	BEAR STEARNS COML MTG SECS SER	87319.050	84,852.97	88,564 22
07388PAE1	BEAR STEARNS COMMERCIAL MTG	105000.000	98,375.39	115,229 10
07388YAE2	BEAR STEARNS COML MTG SECS TR	150000.000	133,593.75	164,221 50
073945AA5	BEAR STEARNS COML MTG SECS TR	1187.960	1,190.90	1,186.87
086516AL5	BEST BUY INC	90000.000	89,362.80	86,092 20
088606108	BHP BILLITON LTD	1600.000	66,084 00	113,008.00
09247X101	BLACKROCK INC	1100.000	207,447 35	196,064.00
097023105	BOEING CO	1440 000	100,592 25	105,624.00
10112RAB0	BOSTON PROPERTIES INC	16000 000	15,800 00	16,628 64
105340AK9	BRANDYWINE OPER PARTNERSHIP LP	115000 000	117,267 80	126,105 55
110122108	BRISTOL MYERS SQUIBB CO	17572.000	372,100 56	619,237 28
11102AAA9	BRITISH TELECOMMUNICATIONS PLC	130000.000	134,700 80	143,660 40
12513YAF7	CD 2007-CD4 COML MTG TR	120000 000	122,203 13	127,278 00
12514AAE1	CD 2007-CD5 MTG TR	60000.000	61,101 56	66,500 40
12572Q105	CME GROUP INC	430.000	126,853 65	104,778 10

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126117AL4	CNA FINL CORP	40000 000	40,016.40	42,148 40
126117AP5	CNA FINL CORP	40000.000	41,375.75	44,580 00
1261291Q8	SMALL CAP CTF	160939.758	3,107,288.65	2,965,556 45
1261292H7	INTERNATIONAL EQUITY CTF	86760 388	2,254,814.57	1,508,155 82
12619SAC0	CNH EQUIP TR 2010-C	118419 760	118,414 16	118,489 63
126650BR0	CVS CAREMARK CORP	55000 000	55,597 30	66,928 40
13063A5G5	CALIFORNIA ST	65000 000	60,305 70	79,476.80
136385AK7	CANADIAN NAT RES LTD	95000 000	95,742 90	112,324.20
14040HAN5	CAPITAL ONE FINL CORP	90000.000	98,291.70	93,647.70
166764100	CHEVRON CORP	4696 000	274,848 90	499,654.40
17121DAC3	CHRYSLER FINL AUTO SECURITIZA-	205000.000	204,992.23	205,116.85
171232101	CHUBB CORP	1796.000	69,928 34	124,319.12
172967EU1	CITIGROUP INC	165000.000	157,068.45	171,758.40
172967FH9	CITIGROUP INC	110000 000	112,560 06	110,704.00
191216100	COCA COLA CO	2930.000	137,666.04	205,012 10
19765P232	COLUMBIA MID CAP GROWTH FUND	56938.119	1,450,000.00	1,404,094.01
19765Y688	COLUMBIA SELECT LARGE CAP	118685.754	1,400,000.00	1,426,602.76
20030NAK7	COMCAST CORP	80000.000	77,588.45	96,430.40
20030NAL5	COMCAST CORP	15000.000	15,324.15	17,168 85
200340AN7	COMERICA INC	145000.000	145,434.10	148,121.85
202795HN3	COMMONWEALTH EDISON CO	45000.000	44,937.90	52,497 45
202795HS2	COMMONWEALTH EDISON CO	95000.000	95,917.70	112,813.45
208251AE8	CONOCO INC	80000 000	80,739.20	109,064.00
20825C104	CONOCOPHILLIPS	2500.000	100,003.25	182,175.00
22540VP22	CREDIT SUISSE FIRST BOSTON MTG	44867 930	46,273 56	44,985.48
22541NMR7	CREDIT SUISSE FIRST BOSTON MTG	134852.130	140,272.74	136,393.49
22541NUJ6	CREDIT SUISSE 1ST BOSTON MTG	110000 000	114,907.03	112,211.00
22545DAD9	CREDIT SUISSE COML MTG TR SER	25000 000	27,197 27	27,808.00
233882AF6	DAIMLERCHRYSLER AUTO TR 2007-A	17266 890	17,933 28	17,283.81
244199105	DEERE & CO	2400 000	117,563 66	185,640 00
24422EQQ5	DEERE JOHN CAP CORP	155000 000	154,155 25	162,398 15
25243Q205	DIAGEO PLC	2800.000	156,305.34	244,776 00
25243YAL3	DIAGEO CAP	110000.000	111,358 50	115,192 00
253868103	DIGITAL RLTY TR INC	1925.000	102,396.79	128,339 75

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25459HAV7	DIRECTV HLDGS LLC / DIRECTV FING	105000.000	107,521 05	106,363 95
254683AD7	DISCOVER CARD EXECUTION NT TR	115000.000	112,349 61	115,317 40
254687106	DISNEY WALT CO	2100.000	42,160.17	78,750 00
254709AE8	DISCOVER FINL SVCS	80000.000	94,854.10	97,516 80
260003108	DOVER CORP	2900 000	89,947.71	168,345.00
260543BX0	DOW CHEM CO	75000.000	76,914.00	98,124 75
26138EAN9	DR PEPPER SNAPPLE INC	75000.000	74,614.05	74,571 00
263534109	DU PONT E I DE NEMOURS & CO	5700 000	271,670.55	260,946.00
26884AAU7	ERP OPER LTD PARTNERSHIP	100000 000	96,012.50	108,795 00
29081YAC0	EMBRAER OVERSEAS LTD	90000.000	89,437.15	96,075 00
292505AK0	ENCANA CORP	45000.000	44,822.70	45,939.60
29364G103	ENTERGY CORP NEW	1083.000	103,515.88	79,113.15
302182AE0	EXPRESS SCRIPTS INC	100000.000	103,073.30	119,167.00
30231G102	EXXON MOBIL CORP	10000.000	119,891.68	847,600 00
302570BD7	FPL GROUP CAP INC	100000.000	102,084.00	116,578 00
3128GG6F5	FEDERAL NATL MTG ASSN	753.450	754.65	755 65
3128GHFR7	FGLMC GOLD #E81076 DTD 7/1/2000	2484.100	2,505.85	2,683 35
31294J6S2	FEDERAL HOME LN MTG CORP	3190 960	3,235.84	3,452 36
3132GDA93	FEDERAL HOME LN MTG CORP	78351.190	83,805.17	83,053 04
3132GEPB0	FEDERAL HOME LN MTG CORP	36833.050	39,396 97	39,043 40
31384AGA0	FEDERAL NATL MTG ASSN	3642.950	3,620 19	4,343 67
31384UGH1	FNMA POOL #534000 DTD 4/1/2000	2953.020	2,959 53	3,563.35
31385KWH4	FNMA POOL #547048 DTD 7/1/2000	1262 600	110,239.51	1,344.10
3138A2BM0	FEDERAL NATL MTG ASSN	551434 030	551,434 03	582,981.57
3138AEJG9	FEDERAL NATL MTG ASSN	267834 290	286,708.24	285,238.16
31398ADM1	FEDERAL NATL MTG ASSN	170000 000	178,200.80	205,399.10
31398CTX6	FEDERAL HOME LN MTG CORP	121615.710	126,147.79	129,455 06
31398EZN7	FEDERAL HOME LN MTG CORP	93278.160	95,715.79	96,257 46
31410GW90	FEDERAL NATL MTG ASSN	48142 200	54,472.16	53,890 86
31410K7M0	FEDERAL NATL MTG ASSN	134822 390	144,259.95	150,921.53
31416BRV2	FEDERAL NATL MTG ASSN	111269 820	125,960 91	125,344.34
31416X5E6	FEDERAL NATL MTG ASSN	136662 190	146,356.67	145,542 50
31417AEM7	FEDERAL NATL MTG ASSN	182683 170	184,452.91	188,044.92
316773209	FIFTH THIRD BANCORP	700 000	104,187.55	99,456 00

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316773CK4	FIFTH THIRD BANCORP	150000 000	150,117.00	152,188 50
34529QAC7	FORD CR AUTO LEASE TR 2011-A	120000 000	119,996 10	119,954 40
36159JBM2	GE CAP CR CARD MASTER NT TR	130000 000	135,194.92	132,047 50
36211ETT5	GNMA POOL #510962 DTD 5/15/99	4019 290	3,949.24	4,692 12
36225BAW8	GNMA POOL #780921 DTD 11/1/98	2564 940	2,640.29	2,682 67
362332AE8	GS MTG SECS TR	115000 000	113,670.31	126,258 50
369604103	GENERAL ELEC CO	12350 000	80,427.20	221,188 50
36962G4B7	GENERAL ELEC CAP CORP	65000 000	58,659.90	77,871 95
370334104	GENERAL MLS INC	3000 000	85,351.10	121,230 00
37733W105	GLAXOSMITHKLINE PLC	4425.000	195,324.22	201,912 75
377372AD9	GLAXOSMITHKLINE CAP INC	45000 000	44,972.55	54,162 45
38143UAB7	GOLDMAN SACHS GROUP INC	95000.000	94,639.95	96,807 85
396789JU4	GREENWICH CAP COML FDG CORP	80000.000	85,012.50	85,923 20
411511306	HARBOR INTERNATIONAL FUND	25439.904	1,500,000.00	1,334,322 96
413875105	HARRIS CORP DEL	3600.000	35,299.11	129,744 00
421915EG0	HEALTH CARE PPTY INVS INC	100000.000	99,869.40	109,718 00
423074103	HEINZ H J CO	4139.000	194,593.38	223,671 56
428236BV4	HEWLETT PACKARD CO	80000.000	81,091.20	84,406.40
437076102	HOME DEPOT INC	7200 000	237,393 22	302,688.00
438516106	HONEYWELL INTL INC	2400 000	68,556.05	130,440.00
446150AG9	HUNTINGTON BANKSHARES INC	80000.000	80,637 50	90,666.40
4521518T3	ILLINOIS ST	70000.000	70,000.00	71,177.40
452308109	ILLINOIS TOOL WKS INC	2000.000	103,806.20	93,420.00
45687AAE2	INGERSOLL-RAND GLOBAL HLDG CO	75000.000	87,585 60	87,177 75
458140100	INTEL CORP	18547.000	374,786 73	449,764 75
459200101	INTERNATIONAL BUSINESS MACHS	3225.000	68,090.45	593,013 00
459200GN5	INTERNATIONAL BUSINESS MACHS	130000.000	130,799.50	143,364.00
459506101	INTERNATIONAL FLAVORS&FRAGRANC	2300.000	71,313.45	120,566 00
46625H100	J P MORGAN CHASE & CO	8242 000	150,981.11	274,046.50
46625HBV1	JPMORGAN CHASE & CO	145000 000	158,809 80	152,873 50
46625YNB5	J P MORGAN CHASE COML MTG SECS	180954.470	181,850 04	182,333 34
46625YUC5	J P MORGAN CHASE COML MTG SECS	60000.000	62,001.56	63,121 20
46627QBB3	J P MORGAN CHASE COML MTG SEC	128390.560	134,810.10	136,313.54
46630VAD4	J P MORGAN CHASE COML MTG SECS	80000.000	82,840.62	86,555.20

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478160104	JOHNSON & JOHNSON	5400 000	217,005.75	354,132 00
481227AA4	JPMORGAN CHASE CAP XVIII	35000 000	35,258.70	35,131.25
491189FC5	KENTUCKY ASSET / LIABILITY COM	145000 000	145,000.00	148,710.55
49326EEB5	KEYCORP SR	75000 000	68,721.60	79,349.25
494368103	KIMBERLY CLARK CORP	3500.000	156,569.90	257,460.00
494550BF2	KINDER MORGAN ENERGY PARTNERS	75000 000	79,938.75	84,015.75
49456B101	KINDER MORGAN INC DEL	7000.000	197,906.85	225,190.00
50075NAS3	KRAFT FOODS INC	80000.000	80,858.05	95,165 60
50075NAZ7	KRAFT FOODS INC	20000.000	19,807.20	26,018.80
501044BZ3	KROGER CO	55000.000	58,125.10	71,747.50
501044CM1	KROGER CO	75000.000	76,513.50	80,622 00
52108HXM1	LB-UBS COML MTG TR SER 2003-C8	85000.000	89,382.81	89,352 00
52109RBM2	LB-UBS CMBS TR	30000 000	30,141.80	32,904 30
53117CAH5	LIBERTY PPTY LTD PARTNERSHIP	125000.000	129,241.25	133,225 00
532716107	LIMITED BRANDS INC	2875 000	104,858.44	116,006 25
534187AX7	LINCOLN NATL CORP IND	55000 000	55,813.30	66,899 80
535678106	LINEAR TECHNOLOGY CORP	3098 000	108,557.26	93,032 94
539473AG3	LLOYDS TSB BK PLC	100000 000	99,615.00	97,458 00
549271AE4	LUBRIZOL CORP	100000 000	92,931.00	111,383 00
577081102	MATTEL INC	3800 000	95,972.37	105,488 00
580135101	MCDONALDS CORP	7600.000	256,098.03	762,508 00
58013MEG5	MCDONALDS CORP	70000.000	71,153.60	83,062 70
580645109	MCGRAW HILL COS INC	2075.000	142,031.88	93,312 75
58933Y105	MERCK & CO INC	5475 000	29,974 41	206,407 50
59156R108	METLIFE INC	4680.000	262,915.30	145,922.40
59156RAU2	METLIFE INC	45000.000	44,975.70	51,841.80
59259YDC0	METROPOLITAN TRANSN AUTH N Y R	85000.000	85,751.40	104,360.45
594918104	MICROSOFT CORP	17140.000	366,652.12	444,954.40
59562VAM9	MIDAMERICAN ENERGY HLDGS CO	65000 000	63,418 55	77,632 75
617453AT2	MORGAN STANLEY CAP I TR 2006-IQ-	60000 000	62,943 75	66,250 80
61746WD49	MORGAN STANLEY DEAN WITTER CAP	205000 000	210,885.16	210,959 35
61746WPF1	MORGAN STANLEY SER 2002-TOP7 CL	36039.100	36,467.07	36,301.46
61751NAF9	MORGAN STANLEY CAP TR I 2007-	85000 000	90,365.63	92,982.35
635405AQ6	NATIONAL CITY CORP	50000 000	41,937.50	54,031.50

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636180101	NATIONAL FUEL GAS CO N J	2618 000	78,856 25	145,508 44
637432CU7	NATIONAL RURAL UTILS COOP FIN	100000.000	99,603 00	101,051 00
646139X83	NEW JERSEY ST TPK AUTH TPK REV	80000.000	81,894.40	109,524 80
652482BC3	NEWS AMER INC	75000.000	63,525 75	81,668 25
65334HAE2	NEXEN INC	85000.000	78,511.95	86,738 25
65339F101	NEXTERA ENERGY INC	1559.000	92,236.30	94,911.92
655664100	NORDSTROM INC	2875.000	83,678.31	142,916.25
655844108	NORFOLK SOUTHERN CORP	1525 000	49,736 61	111,111.50
665859104	NORTHERN TR CORP	3750 000	180,031.51	148,725.00
670346105	NUCOR CORP	4275 000	183,972.54	169,161.75
674599105	OCCIDENTAL PETE CORP DEL	2450 000	149,136 38	229,565.00
68233DAL1	ONCOR ELEC DELIVERY CO	100000 000	111,346.00	114,268 00
68268NAD5	ONEOK PARTNERS L P	75000.000	76,686 75	91,062.00
683078FY0	ONTARIO HYDRO	105000.000	117,686 10	113,298.15
683234YU6	ONTARIO PROV CDA	75000.000	86,646 00	86,215 50
68389XAG0	ORACLE CORP	65000.000	65,897.65	76,635 00
69331C108	PG&E CORP	1819 000	87,341.01	74,979 18
693475105	PNC FINL SVCS GROUP INC	3250 000	199,578 33	187,427 50
694308GE1	PACIFIC GAS & ELEC CO	80000 000	77,433.50	99,027.20
701094104	PARKER HANNIFIN CORP	2050 000	73,431 21	156,312.50
707887105	PENN WEST PETE LTD	4110.000	102,185 12	81,378.00
713448BN7	PEPSICO INC	100000.000	100,480 60	113,279.00
717081103	PFIZER INC	25000.000	517,742.47	541,000 00
718172109	PHILIP MORRIS INTL INC	5364 000	205,691.79	420,966.72
72650RAR3	PLAINS ALL AMERN PIPELINE L P /	70000 000	68,637.80	83,409 20
74144T108	PRICE T ROWE GROUP INC	1351.000	47,868.09	76,939.45
74254PYE6	PRINCIPAL LIFE INCOME FUNDINGS	130000.000	118,950 00	136,393 40
742718109	PROCTER & GAMBLE CO	4500.000	208,010 92	300,195 00
74432QBC8	PRUDENTIAL FINL INC	55000 000	54,645.80	61,169 35
74432QBG9	PRUDENTIAL FINL INC	70000 000	69,997 90	82,744.20
744573106	PUBLIC SVC ENTERPRISE GROUP	3248.000	138,726 79	107,216.48
74460D109	PUBLIC STORAGE INC	830.000	94,714 75	111,601 80
748148RT2	QUEBEC PROV CDA	80000 000	78,456.00	91,983 20
749685103	RPM INTL INC	4150 000	63,243.51	101,882 50

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755111507	RAYTHEON CO	3485 000	160,399.16	168,604 30
7591EPAF7	REGIONS FINL CORP	85000.000	84,504.40	85,425.00
76116FAG2	RESOLUTION FDG CORP FED BOOK	495000.000	372,965.35	404,132 85
774341AB7	ROCKWELL COLLINS INC DEL	40000 000	40,758.00	46,544 00
780259206	ROYAL DUTCH SHELL PLC	2821 000	150,992.96	206,186 89
78462F103	SPDR S&P 500 ETF TR	2800 000	255,036.04	351,400 00
786514BU2	SAFEWAY INC	80000 000	81,094.72	81,948 80
806857108	SCHLUMBERGER LTD	2890 000	124,401.34	197,415 90
816851109	SEMPRA ENERGY	2945 000	148,565.47	161,975 00
816851AN9	SEMPRA ENERGY	110000 000	111,221.50	128,315 00
824348106	SHERWIN WILLIAMS CO	4400.000	125,147.74	392,788.00
828807CG0	SIMON PPTY GROUP L P	85000 000	86,473.90	88,881 95
835495102	SONOCO PRODS CO	3700 000	90,197.86	121,952.00
842587107	SOUTHERN CO	5200.000	154,317.28	240,708.00
872540109	TJX COS INC NEW	2275 000	67,082.24	146,851.25
87612E106	TARGET CORP	4350 000	223,685.70	222,807.00
87927VAR9	TELECOM ITALIA CAP	90000.000	88,614.00	74,335.50
882508104	TEXAS INSTRS INC	3625.000	87,390.00	105,523.75
887315BM0	TIME WARNER COMPANIES	10000.000	9,548.90	12,078.10
887317303	TIME WARNER INC	7000.000	184,705.72	252,980 00
88732JAU2	TIME WARNER CABLE INC	100000.000	107,093.00	118,172 00
89352HAC3	TRANSCANADA PIPELINES LTD JR SUB	85000.000	84,847.85	85,286 45
9021EQAD6	TYCO INTL LTD / TYCO INTL FIN	115000.000	122,424 65	142,681 65
902973304	US BANCORP DEL	11300 000	376,434 64	305,665.00
912803CH4	UNITED STATES TREAS BD	815000 000	384,797 48	492,716.40
912803DJ9	UNITED STATES TREAS BD	742000.000	199,470.31	319,876.20
912810QE1	UNITED STATES TREAS BD	108000 000	114,930.69	145,665.00
912828CP3	UNITED STATES TREAS NT	222234 950	242,579.49	239,440 38
912828HN3	UNITED STATES TREAS NT	145916 100	128,954.80	166,161 96
912828NS5	UNITED STATES TREAS NT	650000.000	650,000.00	651,800 50
912828NT3	UNITED STATES TREAS NT	531000.000	537,746 21	572,694 12
912828PC8	UNITED STATES TREAS BD	145000 000	138,356 64	156,101.20
912828QJ2	UNITED STATES TREAS NT	65000 000	64,857 81	68,961 10
912828QN3	UNITED STATES TREAS NT	100000.000	101,765 63	111,656 00

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912828QR4	UNITED STATES TREAS NT	95000.000	96,688 48	98,243 30
912828RC6	UNITED STATES TREAS NT	275000.000	272,765 63	282,048 25
913017109	UNITED TECHNOLOGIES CORP	3550.000	37,468 03	259,469 50
91529Y106	UNUM GROUP	16000.000	333,534 66	337,120 00
91529YAG1	UNUM GROUP	80000.000	84,718 40	91,288 80
917542QR6	UTAH ST	115000.000	116,388 05	132,129 25
91911TAG8	VALE OVERSEAS LTD	110000.000	115,702 40	123,961 20
922042858	VANGUARD MSCI EMERGING MKTS	33680.000	1,526,273.74	1,286,912 80
92343V104	VERIZON COMMUNICATIONS INC	17500.000	401,901 63	702,100.00
92343VAG9	VERIZON COMMUNICATIONS INC	70000.000	69,167.85	81,043.90
9297664Q3	WACHOVIA BK COML MTG TR	90000.000	92,896.88	98,669.70
92976BBN1	WACHOVIA BK COML MTG TR	50000.000	54,765.63	55,019.00
92976BBQ4	WACHOVIA BK COML MTG TR 2005-C22	60227.000	59,888.22	61,312.29
92977QAD0	WACHOVIA BK COML MTG TR SER	40000.000	36,187.50	44,260.00
92978AAA0	WACHOVIA CAP TR I	65000.000	64,813.80	54,437.50
931142103	WAL-MART STORES INC	3400.000	160,188.23	203,184 00
94106L109	WASTE MGMT INC DEL	5400.000	99,500.94	176,634 00
947075AD9	WEATHERFORD INTL LTD	75000.000	66,911.10	83,448 00
949746101	WELLS FARGO & CO	7675 000	130,251.04	211,523.00
949746CR0	WELLS FARGO & CO NEW	125000.000	116,913.75	133,753.75
984121CA9	XEROX CORP	105000 000	117,989 55	114,699.90
G1151C101	ACCENTURE PLC	4400.000	202,900 73	234,212.00
H0023R105	ACE LTD	2800.000	95,457.88	196,336.00
H8817H100	TRANSOCEAN LTD	2750.000	228,331 40	105,572.50
	Cash/Cash Equivalent	759148.440	759,148.44	759,148 44
		Totals	42,860,257.21	49,153,594.25