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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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation **CHESTER KITCHINGS FAMILY FOUNDATION A.K.A.
CHESTER W. KITCHINGS FOUNDATION**

A Employer identification number

06-6044228

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

Room/suite

B Telephone number (see instructions)

P.O. BOX 309

City or town, state, and ZIP code

ESSEX, CT 06426

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) ▶ \$ 48,601,524.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

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 ☐**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)

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

1,605,042.

1,591,502.

STMT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

160,186.

b Gross sales price for all assets on line 6a

10,890,277.

7 Capital gain net income (from Part IV, line 2)

162,749.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less: Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

1,765,228.

1,754,251.

13 Compensation of officers, directors, trustees, etc.

175,309.

87,655.

87,654.

14 Other employee salaries and wages

NONE

NONE

15 Pension plans, employee benefits

NONE

NONE

16a Legal fees (attach schedule)

b Accounting fees (attach schedule) STMT. 2

2,500.

NONE

NONE

2,500.

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see instructions) STMT. 3

40,734.

4,565.

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

NONE

NONE

22 Printing and publications

NONE

NONE

23 Other expenses (attach schedule) STMT. 4

115.

115.

24 Total operating and administrative expenses.

Add lines 13 through 23

218,658.

92,335.

NONE

90,154.

25 Contributions, gifts, grants paid

2,345,000.

2,345,000.

26 Total expenses and disbursements Add lines 24 and 25

2,563,658.

92,335.

NONE

2,435,154.

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

-798,430.

b Net investment income (if negative, enter -0-)

1,661,916.

c Adjusted net income (if negative, enter -0-)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		1,694.	1,832.	1,832.
	2	Savings and temporary cash investments		1,190,140.	1,052,851.	1,052,851.
	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) ▶				
		Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)	STMT 5	500,000.	500,000.	568,425.
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)	STMT 6	5,451,839.	4,649,294.	5,181,469.
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 7	27,963,140.	28,104,406.	41,796,947.	
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		35,106,813.	34,308,383.	48,601,524.	
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		34,357,746.	33,778,074.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		749,067.	530,309.	
	30	Total net assets or fund balances (see instructions)		35,106,813.	34,308,383.	
31	Total liabilities and net assets/fund balances (see instructions)		35,106,813.	34,308,383.		

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	35,106,813.
2	Enter amount from Part I, line 27a	2	-798,430.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	34,308,383.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	34,308,383.

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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 10,716,931.		10,727,528.	-10,597.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
(i) 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			
a			-10,597.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	162,749.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	2,437,922.	45,175,818.	0.05396519881
2009	1,997,972.	40,966,986.	0.04877029518
2008	2,098,165.	49,018,862.	0.04280321726
2007	1,473,907.	46,124,869.	0.03195471406
2006	1,356,017.	21,478,927.	0.06313243674
2 Total of line 1, column (d)			2 0.24062586205
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 0.04812517241
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 48,454,317.
5 Multiply line 4 by line 3			5 2,331,872.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 16,619.
7 Add lines 5 and 6			7 2,348,491.
8 Enter qualifying distributions from Part XII, line 4			8 2,435,154.

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)		1	16,619.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	16,619.
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	16,619.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	52,353.	
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	52,353.	
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	35,734.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 16,620. Refunded ☐	11	19,114.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ _____ (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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 <u>N/A</u>				
14	The books are in care of <u>SUNTRUST BANK</u> Telephone no <u>(404) 827-6486</u> Located at <u>PO BOX 4418, ATLANTA, GA</u> ZIP + 4 <u>30302</u>			
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 <u>15</u>			
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	Yes	No 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 <u></u>				

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	N/A
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 <u></u>		
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
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	N/A
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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 8		175,309.	-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
NONE		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
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	48,444,976.
b	Average of monthly cash balances	1b	747,224.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	49,192,200.
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	49,192,200.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	737,883.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	48,454,317.
6	Minimum investment return. Enter 5% of line 5	6	2,422,716.

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	2,422,716.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	16,619.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	16,619.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,406,097.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	2,406,097.
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	2,406,097.

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	2,435,154.
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	2,435,154.
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	16,619.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,418,535.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,406,097.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			NONE	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	319,806.			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	208,271.			
f Total of lines 3a through e	528,077.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 2,435,154.				
a Applied to 2010, but not more than line 2a			NONE	
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				2,406,097.
e Remaining amount distributed out of corpus	29,057.			
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	557,134.			
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			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				NONE
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)	319,806.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	237,328.			
10 Analysis of line 9:				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	208,271.			
e Excess from 2011	29,057.			

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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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).)

CHESTER W. KITCHINGS, JR.

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 9				
Total			▶ 3a	2,345,000.
b Approved for future payment				
Total			▶ 3b	

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

- | | | | |
|--|--|-----|----|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | | Yes | No |
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[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: Christa Rutledge Date: 4/28/12 Title: Edm mgr

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

JEFFREY E. KUHLIN

Preparer's signature

Jeffrey E. Kuchler

Date

04/26/2012

Check		if
-------	--	----

2. self-employed

PTIN

P00353001

Firm's name ► KPMG LLP

Firm's address ► 100 WESTMINSTER ST, 6TH FL, SUITE A

PROVIDENCE, RI

02903-9605

Firm's EIN ► 13-5565207

Phone no. 888-942-3272

Form **990-PF** (2011)

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				171,757.	
56,119.00		2000. AT&T INC PROPERTY TYPE: SECURITIES 75,760.00				03/24/2008 -19,641.00	01/12/2011
57,379.00		2000. AT&T INC PROPERTY TYPE: SECURITIES 72,312.00				01/25/2008 -14,933.00	10/26/2011
13,389.00		1152.237 ABERDEEN EQUITY LONG SHORT-I PROPERTY TYPE: SECURITIES 13,274.00				10/25/2010 115.00	02/22/2011
209,280.00		18135.189 ABERDEEN EQUITY LONG SHORT-I PROPERTY TYPE: SECURITIES 197,130.00				10/29/2009 12,150.00	07/18/2011
25,201.00		2183.787 ABERDEEN EQUITY LONG SHORT-I PROPERTY TYPE: SECURITIES 25,157.00				10/25/2010 44.00	07/18/2011
470,563.00		42278.788 ABERDEEN EQUITY LONG SHORT-I PROPERTY TYPE: SECURITIES 459,128.00				05/24/2010 11,435.00	08/17/2011
259,859.00		760. APPLE COMPUTER INC COM PROPERTY TYPE: SECURITIES 132,187.00				11/26/2007 127,672.00	02/23/2011
57,708.00		2500. BARCLAYS BANK PLC 8.125% PFD SER 5 PROPERTY TYPE: SECURITIES 60,975.00				09/03/2008 -3,267.00	12/08/2011
181,577.00		2000. CHEVRONTExACO CORP COM PROPERTY TYPE: SECURITIES 87,136.00				02/12/2004 94,441.00	01/07/2011
107,708.00		1000. CHEVRONTExACO CORP COM PROPERTY TYPE: SECURITIES 43,310.00				01/06/2004 64,398.00	04/20/2011

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
61,249.00		3500. CISCO SYSTEMS COM STK PROPERTY TYPE: SECURITIES 77,054.00				10/25/2010 -15,805.00	04/11/2011
192,496.00		11000. CISCO SYSTEMS COM STK PROPERTY TYPE: SECURITIES 220,450.00				12/08/2008 -27,954.00	04/11/2011
128,018.00		2000. THE COCA COLA COMPANY COMMON STO PROPERTY TYPE: SECURITIES 453.00				07/12/1949 127,565.00	02/09/2011
90,266.00		4000. CONAGRA INC COM PROPERTY TYPE: SECURITIES 70,596.00				02/04/2009 19,670.00	01/03/2011
300,000.00		300000. CREDIT SUISSE USA IN 5.500% 8/1 PROPERTY TYPE: SECURITIES 303,420.00				01/19/2007 -3,420.00	08/16/2011
278,543.00		3500. DEVON ENERGY CORP COM PROPERTY TYPE: SECURITIES 240,948.00				02/02/2010 37,595.00	07/06/2011
57,099.00		1000. EMERSON ELEC CO COM PROPERTY TYPE: SECURITIES 32,570.00				07/19/2005 24,529.00	01/05/2011
116,300.00		2000. EMERSON ELEC CO COM PROPERTY TYPE: SECURITIES 64,362.00				07/15/2005 51,938.00	01/12/2011
29,029.00		500. EMERSON ELEC CO COM PROPERTY TYPE: SECURITIES 16,091.00				07/15/2005 12,938.00	04/20/2011
85,429.00		1000. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 41,250.00				01/06/2004 44,179.00	04/20/2011
30,761.00		300. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES 45,705.00				04/20/2011 -14,944.00	10/26/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
71,775.00		700. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES 114,770.00					02/19/2010 -42,995.00	10/26/2011
87,949.00		5000. HARTFORD FINANCIAL SVCS GROUP IN PROPERTY TYPE: SECURITIES 144,639.00					05/03/2010 -56,690.00	09/21/2011
38,102.00		2000. HARTFORD FINANCIAL SVCS GROUP IN PROPERTY TYPE: SECURITIES 54,267.00					07/05/2011 -16,165.00	10/24/2011
19,051.00		1000. HARTFORD FINANCIAL SVCS GROUP IN PROPERTY TYPE: SECURITIES 23,995.00					07/06/2010 -4,944.00	10/24/2011
17,470.00		500. HEWLETT PACKARD COM PROPERTY TYPE: SECURITIES 21,251.00					02/08/2007 -3,781.00	06/27/2011
52,409.00		1500. HEWLETT PACKARD COM PROPERTY TYPE: SECURITIES 67,755.00					07/23/2010 -15,346.00	06/27/2011
36,640.00		1000. HEWLETT PACKARD COM PROPERTY TYPE: SECURITIES 41,441.00					04/03/2007 -4,801.00	06/30/2011
162,448.00		4500. HEWLETT PACKARD COM PROPERTY TYPE: SECURITIES 183,022.00					04/03/2007 -20,574.00	07/06/2011
18,050.00		500. HEWLETT PACKARD COM PROPERTY TYPE: SECURITIES 19,300.00					08/31/2010 -1,250.00	07/06/2011
98,964.00		5000. INTEL CORP COM PROPERTY TYPE: SECURITIES 97,004.00					04/03/2007 1,960.00	04/19/2011
29,689.00		1500. INTEL CORP COM PROPERTY TYPE: SECURITIES 31,310.00					07/23/2010 -1,621.00	04/19/2011

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
21,920.00		1000. INTEL CORP COM PROPERTY TYPE: SECURITIES 19,310.00				04/03/2007 2,610.00	04/25/2011
47,260.00		2000. INTEL CORP COM PROPERTY TYPE: SECURITIES 38,620.00				04/03/2007 8,640.00	05/05/2011
43,539.00		2000. INTEL CORP COM PROPERTY TYPE: SECURITIES 38,379.00				09/25/2008 5,160.00	06/09/2011
509,614.00		5256. ISHARES TR S&P MIDCAP 400 INDEX ET PROPERTY TYPE: SECURITIES 512,355.00				02/22/2011 -2,741.00	07/18/2011
95,818.00		3000. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 135,285.00				01/25/2008 -39,467.00	09/21/2011
15,954.00		641.25 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 12,754.00				10/29/2009 3,200.00	02/22/2011
44,514.00		1789.136 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 41,168.00				10/25/2010 3,346.00	02/22/2011
104,912.00		1755. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 111,311.00				05/15/2007 -6,399.00	04/11/2011
107,186.00		2500. KOHL'S CORP COM STK PROPERTY TYPE: SECURITIES 130,774.00				07/23/2010 -23,588.00	09/12/2011
91,603.00		10200.78 MANNING & NAPIER WORLD OPPTYS-A PROPERTY TYPE: SECURITIES 88,441.00				10/25/2010 3,162.00	02/22/2011
1037833.00		148899.974 MANNING & NAPIER WORLD OPPTYS PROPERTY TYPE: SECURITIES 1310581.00				07/18/2011 -272748.00	09/30/2011

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
886,728.00		127220.715 MANNING & NAPIER WORLD OPPTYS PROPERTY TYPE: SECURITIES 982,548.00				05/24/2010 -95,820.00	09/30/2011
99,511.00		3000. MERCK & CO INC COM PROPERTY TYPE: SECURITIES 140,748.00				03/24/2008 -41,237.00	10/26/2011
57,799.00		4000. MORGAN STANLEY DEAN WITTER DISCO PROPERTY TYPE: SECURITIES 112,172.00				09/04/2009 -54,373.00	09/21/2011
120,013.00		3500. NUCOR CORP COM PROPERTY TYPE: SECURITIES 158,261.00				02/19/2010 -38,248.00	08/17/2011
51,434.00		1500. NUCOR CORP COM PROPERTY TYPE: SECURITIES 61,706.00				07/05/2011 -10,272.00	08/17/2011
24,153.00		500. OMNICOM GROUP COM PROPERTY TYPE: SECURITIES 18,470.00				08/25/2010 5,683.00	02/23/2011
241,534.00		5000. OMNICOM GROUP COM PROPERTY TYPE: SECURITIES 188,113.00				02/02/2010 53,421.00	02/23/2011
5,910.00		175.527 OPPENHEIMER DEVELOPING MKTS INST PROPERTY TYPE: SECURITIES 6,045.00				10/25/2010 -135.00	02/22/2011
383,162.00		13449. OPPENHEIMER DEVELOPING MKTS INSTL PROPERTY TYPE: SECURITIES 463,339.00				07/18/2011 -80,177.00	09/30/2011
99,778.00		2000. PNC BANK CORPORATION COM PROPERTY TYPE: SECURITIES 126,452.00				06/02/2010 -26,674.00	09/21/2011
24,945.00		500. PNC BANK CORPORATION COM PROPERTY TYPE: SECURITIES 31,820.00				04/11/2011 -6,875.00	09/21/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
37,212.00		3967.165 PIMCO COMMODITY REALRTN STRATEG PROPERTY TYPE: SECURITIES 57,802.00					04/09/2007 -20,590.00	02/22/2011
220,023.00		27468.5 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 393,877.00					09/07/2007 -173854.00	11/11/2011
129,698.00		2000. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 73,057.00					08/21/2003 56,641.00	01/12/2011
31,815.00		500. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 16,244.00					08/21/2003 15,571.00	04/20/2011
346,761.00		27674.454 RIDGEWORTH FD-MIDCAP VAL EQTY PROPERTY TYPE: SECURITIES 209,219.00					05/18/2009 137,542.00	02/22/2011
44,591.00		3558.747 RIDGEWORTH FD-MIDCAP VAL EQTY # PROPERTY TYPE: SECURITIES 40,285.00					10/25/2010 4,306.00	02/22/2011
406,338.00		33805.162 RIDGEWORTH FD-MIDCAP VAL EQTY PROPERTY TYPE: SECURITIES 224,559.00					05/18/2009 181,779.00	07/18/2011
24,762.00		3275.396 RIDGEWORTH FD-INTL 130/30 #RGD1 PROPERTY TYPE: SECURITIES 23,485.00					10/25/2010 1,277.00	02/22/2011
253,524.00		34681.862 RIDGEWORTH FD-INTL 130/30 #RGD PROPERTY TYPE: SECURITIES 143,787.00					02/18/2009 109,737.00	04/18/2011
23,689.00		3240.643 RIDGEWORTH FD-INTL 130/30 #RGD1 PROPERTY TYPE: SECURITIES 23,235.00					10/25/2010 454.00	04/18/2011
300,000.00		34682.081 RIDGEWORTH FD-SEIX FLT HGH INC PROPERTY TYPE: SECURITIES 345,607.00					06/27/2007 -45,607.00	10/24/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
33,976.00		500. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 44,545.00					07/06/2011 -10,569.00	10/26/2011
93,030.00		11088.248 SENTINEL SMALL CO-I PROPERTY TYPE: SECURITIES 66,640.00					10/29/2009 26,390.00	02/22/2011
18,593.00		2216.044 SENTINEL SMALL CO-I PROPERTY TYPE: SECURITIES 16,022.00					10/25/2010 2,571.00	02/22/2011
49,209.00		1000. TARGET CORP COM PROPERTY TYPE: SECURITIES 53,930.00					03/24/2008 -4,721.00	04/11/2011
189,213.00		4000. TARGET CORP COM PROPERTY TYPE: SECURITIES 193,371.00					11/27/2009 -4,158.00	06/09/2011
140,118.00		3500. TEVA PHARMACEUTICAL INDS LTD SPONS PROPERTY TYPE: SECURITIES 205,246.00					05/03/2010 -65,128.00	09/07/2011
19,705.00		500. TEVA PHARMACEUTICAL INDS LTD SPONS PROPERTY TYPE: SECURITIES 27,839.00					06/02/2010 -8,134.00	10/24/2011
43,214.00		500. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 27,473.00					11/03/2008 15,741.00	04/20/2011
127,658.00		5000. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES 144,792.00					04/28/2005 -17,134.00	10/26/2011
541,550.00		500000. WELLS FARGO & CO 5.125% 9/1 PROPERTY TYPE: SECURITIES 499,125.00					05/22/2008 42,425.00	06/10/2011
67,550.00		2500. WELLS FARGO CAP XIV ENH TRUPS PFD PROPERTY TYPE: SECURITIES 63,375.00					09/08/2008 4,175.00	07/06/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
19,062.00		1000. INVESCO LTD BERMUDA COM PROPERTY TYPE: SECURITIES 27,339.00					06/10/2008 -8,277.00	10/26/2011
TOTAL GAIN (LOSS)							----- 162,749. =====	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	1,605,042.	1,591,502.
	-----	-----
TOTAL	1,605,042.	1,591,502.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREP FEES	2,500.			2,500.
TOTALS	2,500.	NONE	NONE	2,500.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	583.	4,565.
FEDERAL ESTIMATES	40,151.	
	-----	-----
TOTALS	40,734.	4,565.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR FOREIGN FEES	115.	115.
TOTALS	----- 115. =====	----- 115. =====

CHESTER KITCHINGS FAMILY FOUNDATION A.K.A.

06-6044228

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

SEE ATTACHED STATEMENT

500,000.

568,425.

TOTALS

500,000.

568,425.

CHESTER KITCHINGS FAMILY FOUNDATION A.K.A.

06-6044228

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED STATEMENT	4,649,294.	5,181,469.
	-----	-----
TOTALS	4,649,294.	5,181,469.
	=====	=====

CHESTER KITCHINGS FAMILY FOUNDATION A.K.A.

06-6044228

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----		ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED STATEMENT		C	28,104,406.	41,796,947.
			-----	-----
TOTALS			28,104,406.	41,796,947.
			=====	=====

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

=====

OFFICER NAME:

CHESTER W. KITCHINGS, JR.

ADDRESS:

P.O. BOX 1310

NEW LONDON, CT 06320

TITLE:

FUND MGR, AS REQ'D

OFFICER NAME:

SUNTRUST BANK

ADDRESS:

50 HURT PLAZA

ATLANTA, GA 30303

TITLE:

AGENT FOR TRUSTEE, AS REQ'D

COMPENSATION	175,309.
--------------------	----------

TOTAL COMPENSATION:	175,309.
---------------------	----------

=====

CHESTER KITCHINGS FAMILY FOUNDATION A.K.A. 06-6044228
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:

SEE ATTACHED STATEMENT

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID2,345,000.

TOTAL GRANTS PAID:

2,345,000.

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**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

CHESTER KITCHINGS FAMILY FOUNDATION A.K.A.

Employer identification number

06-6044228

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 -427,690.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 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 -427,690.

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					171,757.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 417,093.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9 1,589.
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					12 590,439.

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

Schedule D (Form 1041) 2011

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		-427,690.
14 Net long-term gain or (loss):			
a Total for year	14a		590,439.
b Unrecaptured section 1250 gain (see line 18 of the wrkst.)	14b		
c 28% rate gain	14c		2,571.
15 Total net gain or (loss). Combine lines 13 and 14a	15		162,749.

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

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 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

Department of the Treasury
Internal Revenue Service

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

Name of estate or trust

Employer identification number

CHESTER KITCHINGS FAMILY FOUNDATION A.K.A.

06-6044228

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 1152.237 ABERDEEN EQUITY L	10/25/2010	02/22/2011	13,389.00	13,274.00	115.00
2183.787 ABERDEEN EQUITY L	10/25/2010	07/18/2011	25,201.00	25,157.00	44.00
3500. CISCO SYSTEMS COM ST	10/25/2010	04/11/2011	61,249.00	77,054.00	-15,805.00
300. GOLDMAN SACHS GROUP I	04/20/2011	10/26/2011	30,761.00	45,705.00	-14,944.00
2000. HARTFORD FINANCIAL S COM	07/05/2011	10/24/2011	38,102.00	54,267.00	-16,165.00
1500. HEWLETT PACKARD COM	07/23/2010	06/27/2011	52,409.00	67,755.00	-15,346.00
500. HEWLETT PACKARD COM	08/31/2010	07/06/2011	18,050.00	19,300.00	-1,250.00
1500. INTEL CORP COM	07/23/2010	04/19/2011	29,689.00	31,310.00	-1,621.00
5256. ISHARES TR S&P MIDCA ETF	02/22/2011	07/18/2011	509,614.00	512,355.00	-2,741.00
1789.136 JANUS PERKINS SMA VALUE-I	10/25/2010	02/22/2011	44,514.00	41,168.00	3,346.00
10200.78 MANNING & NAPIER OPPTYS-A	10/25/2010	02/22/2011	91,603.00	88,441.00	3,162.00
148899.974 MANNING & NAPIER OPPTYS-A	07/18/2011	09/30/2011	1,037,833.00	1,310,581.00	-272,748.00
1500. NUCOR CORP COM	07/05/2011	08/17/2011	51,434.00	61,706.00	-10,272.00
500. OMNICOM GROUP COM	08/25/2010	02/23/2011	24,153.00	18,470.00	5,683.00
175.527 OPPENHEIMER DEVELO INSTL-Y	10/25/2010	02/22/2011	5,910.00	6,045.00	-135.00
13449. OPPENHEIMER DEVELO INSTL-Y	07/18/2011	09/30/2011	383,162.00	463,339.00	-80,177.00
500. PNC BANK CORPORATION	04/11/2011	09/21/2011	24,945.00	31,820.00	-6,875.00
3558.747 RIDGEWORTH FD-MID #RGD5	10/25/2010	02/22/2011	44,591.00	40,285.00	4,306.00
3275.396 RIDGEWORTH FD-INT #RGD1	10/25/2010	02/22/2011	24,762.00	23,485.00	1,277.00
3240.643 RIDGEWORTH FD-INT #RGD1	10/25/2010	04/18/2011	23,689.00	23,235.00	454.00
500. SCHLUMBERGER LTD COM	07/06/2011	10/26/2011	33,976.00	44,545.00	-10,569.00
2216.044 SENTINEL SMALL CO	10/25/2010	02/22/2011	18,593.00	16,022.00	2,571.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b -427,690.00

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

CHESTER KITCHINGS FAMILY FOUNDATION A.K.A.

06-6044228

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 2000. AT&T INC	03/24/2008	01/12/2011	56,119.00	75,760.00	-19,641.00
2000. AT&T INC	01/25/2008	10/26/2011	57,379.00	72,312.00	-14,933.00
18135.189 ABERDEEN EQUITY	10/29/2009	07/18/2011	209,280.00	197,130.00	12,150.00
42278.788 ABERDEEN EQUITY	05/24/2010	08/17/2011	470,563.00	459,128.00	11,435.00
760. APPLE COMPUTER INC CO	11/26/2007	02/23/2011	259,859.00	132,187.00	127,672.00
2500. BARCLAYS BANK PLC 8. 5	09/03/2008	12/08/2011	57,708.00	60,975.00	-3,267.00
2000. CHEVRONTExACO CORP C	02/12/2004	01/07/2011	181,577.00	87,136.00	94,441.00
1000. CHEVRONTExACO CORP C	01/06/2004	04/20/2011	107,708.00	43,310.00	64,398.00
11000. CISCO SYSTEMS COM S	12/08/2008	04/11/2011	192,496.00	220,450.00	-27,954.00
2000. THE COCA COLA COMPAN STOCK	07/12/1949	02/09/2011	128,018.00	453.00	127,565.00
4000. CONAGRA INC COM	02/04/2009	01/03/2011	90,266.00	70,596.00	19,670.00
300000. CREDIT SUISSE USA 8/16/11	01/19/2007	08/16/2011	300,000.00	303,420.00	-3,420.00
3500. DEVON ENERGY CORP CO	02/02/2010	07/06/2011	278,543.00	240,948.00	37,595.00
1000. EMERSON ELEC CO COM	07/19/2005	01/05/2011	57,099.00	32,570.00	24,529.00
2000. EMERSON ELEC CO COM	07/15/2005	01/12/2011	116,300.00	64,362.00	51,938.00
500. EMERSON ELEC CO COM	07/15/2005	04/20/2011	29,029.00	16,091.00	12,938.00
1000. EXXON MOBIL CORP	01/06/2004	04/20/2011	85,429.00	41,250.00	44,179.00
700. GOLDMAN SACHS GROUP I	02/19/2010	10/26/2011	71,775.00	114,770.00	-42,995.00
5000. HARTFORD FINANCIAL S COM	05/03/2010	09/21/2011	87,949.00	144,639.00	-56,690.00
1000. HARTFORD FINANCIAL S COM	07/06/2010	10/24/2011	19,051.00	23,995.00	-4,944.00
500. HEWLETT PACKARD COM	02/08/2007	06/27/2011	17,470.00	21,251.00	-3,781.00
1000. HEWLETT PACKARD COM	04/03/2007	06/30/2011	36,640.00	41,441.00	-4,801.00
4500. HEWLETT PACKARD COM	04/03/2007	07/06/2011	162,448.00	183,022.00	-20,574.00
5000. INTEL CORP COM	04/03/2007	04/19/2011	98,964.00	97,004.00	1,960.00
1000. INTEL CORP COM	04/03/2007	04/25/2011	21,920.00	19,310.00	2,610.00

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

CHESTER KITCHINGS FAMILY FOUNDATION A.K.A.

06-6044228

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 2000. INTEL CORP COM	04/03/2007	05/05/2011	47,260.00	38,620.00	8,640.00
2000. INTEL CORP COM	09/25/2008	06/09/2011	43,539.00	38,379.00	5,160.00
3000. J P MORGAN CHASE & C	01/25/2008	09/21/2011	95,818.00	135,285.00	-39,467.00
641.25 JANUS PERKINS SMALL	10/29/2009	02/22/2011	15,954.00	12,754.00	3,200.00
1755. JOHNSON & JOHNSON CO	05/15/2007	04/11/2011	104,912.00	111,311.00	-6,399.00
2500. KOHL'S CORP COM STK	07/23/2010	09/12/2011	107,186.00	130,774.00	-23,588.00
127220.715 MANNING & NAPIE OPPTYS-A	05/24/2010	09/30/2011	886,728.00	982,548.00	-95,820.00
3000. MERCK & CO INC COM	03/24/2008	10/26/2011	99,511.00	140,748.00	-41,237.00
4000. MORGAN STANLEY DEAN DISCOVER & CO	09/04/2009	09/21/2011	57,799.00	112,172.00	-54,373.00
3500. NUCOR CORP COM	02/19/2010	08/17/2011	120,013.00	158,261.00	-38,248.00
5000. OMNICOM GROUP COM	02/02/2010	02/23/2011	241,534.00	188,113.00	53,421.00
2000. PNC BANK CORPORATION	06/02/2010	09/21/2011	99,778.00	126,452.00	-26,674.00
3967.165 PIMCO COMMODITY R STRATEGY-I	04/09/2007	02/22/2011	37,212.00	57,802.00	-20,590.00
27468.5 PIMCO COMMODITY RE STRATEGY-I	09/07/2007	11/11/2011	220,023.00	393,877.00	-173,854.00
2000. PROCTER & GAMBLE CO	08/21/2003	01/12/2011	129,698.00	73,057.00	56,641.00
500. PROCTER & GAMBLE CO C	08/21/2003	04/20/2011	31,815.00	16,244.00	15,571.00
27674.454 RIDGEWORTH FD-MI EQTY #RGD5	05/18/2009	02/22/2011	346,761.00	209,219.00	137,542.00
33805.162 RIDGEWORTH FD-MI EQTY #RGD5	05/18/2009	07/18/2011	406,338.00	224,559.00	181,779.00
34681.862 RIDGEWORTH FD-IN #RGD1	02/18/2009	04/18/2011	253,524.00	143,787.00	109,737.00
34682.081 RIDGEWORTH FD-SE INCM#RG CJ	06/27/2007	10/24/2011	300,000.00	345,607.00	-45,607.00
11088.248 SENTINEL SMALL C	10/29/2009	02/22/2011	93,030.00	66,640.00	26,390.00
1000. TARGET CORP COM	03/24/2008	04/11/2011	49,209.00	53,930.00	-4,721.00
4000. TARGET CORP COM	11/27/2009	06/09/2011	189,213.00	193,371.00	-4,158.00
3500. TEVA PHARMACEUTICAL SPONS ADR	05/03/2010	09/07/2011	140,118.00	205,246.00	-65,128.00
500. TEVA PHARMACEUTICAL I SPONS ADR	06/02/2010	10/24/2011	19,705.00	27,839.00	-8,134.00

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

Schedule D-1 (Form 1041) 2011

FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

28% RATE CAPITAL GAIN DIVIDENDS

IVA WORLDWIDE-I	2,571.00
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TOTAL 28% RATE CAPITAL GAIN DIVIDENDS

2,571.00

15% RATE CAPITAL GAIN DIVIDENDS

DFA EMERGING MKTS VALUE-I	4,891.00
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FORUM ABSOLUTE STRATEGIES-I	2,271.00
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IVA WORLDWIDE-I	15,426.00
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JANUS PERKINS SMALL CAP VALUE-I	55,698.00
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MANNING & NAPIER WORLD OPPTYS-A	5,136.00
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PIMCO COMMODITY REALRTN STRATEGY-I	1,851.00
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PIMCO INVT GRADE CORP BD-I	11,733.00
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SCHRODER US SMALL/MID CAP OPPTY-I	3,106.00
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SENTINEL SMALL CO-I	50,978.00
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TEMPLETON GLOBAL BD-ADV	9,362.00
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UNIFIED IRON STRATEGIC INCM-I	8,735.00
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TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

169,186.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

171,757.00

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311 CASE CONTRIBUTIONS
SEE ATTACHED STATEMENT - SEEATTACHED

01/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: JAZZREACH PERFORMING ART AND EDUCATION ASS'N TR TRAN#=IN000242000001 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	1101000014 **CHANGED** 05/24/11 BJB
01/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: TRIBUTARY MILL CONSERVANCY TR TRAN#=IN000242000002 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	1101000015 **CHANGED** 05/24/11 BJB
01/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: YOUNG AUDIENCES OF CT. TR TRAN#=IN000242000003 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	1101000016 **CHANGED** 05/24/11 BJB
01/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: FIRST CONGREGATIONAL CHURCH TR TRAN#=IN000242000004 TR CD=105 REG=0 PORT=INC	-16000.00	-16000.00	1101000017 **CHANGED** 05/24/11 BJB
01/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: CT. SPORTS FDN AGAINSTO CANCER TR TRAN#=IN000242000005 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	1101000018 **CHANGED** 05/24/11 BJB
01/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: CT. RIVER FOUNDATION TR TRAN#=IN000242000006 TR CD=105 REG=0 PORT=INC	-60000.00	-60000.00	1101000019 **CHANGED** 05/24/11 BJB
01/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: ESSEX ELEMENTARY SCHOOL FOUNDATION TR TRAN#=IN000242000007 TR CD=105 REG=0 PORT=INC	-20000.00	-20000.00	1101000020 **CHANGED** 05/24/11 BJB
01/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: ESSEX WINTER SERIES TR TRAN#=IN000242000008 TR CD=105 REG=0 PORT=INC	-15000.00	-15000.00	1101000021 **CHANGED** 05/24/11 BJB
01/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: GARDE ARTS CENTER TR TRAN#=IN000242000009 TR CD=105 REG=0 PORT=INC	-50000.00	-50000.00	1101000022 **CHANGED** 05/24/11 BJB
01/04/11	CASH DISBURSEMENT	-75000.00	-75000.00	1101000023

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)				
BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: MYSTIC SEAPORT MUSEUM TR TRAN#=IN000242000010 TR CD=105 REG=0 PORT=INC			**CHANGED** 05/24/11 BJB	
01/04/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: MIDDLESEX COUNTY COMMUNITY FDN TR TRAN#=IN000242000011 TR CD=105 REG=0 PORT=INC	-70000.00	-70000.00	**CHANGED** 05/24/11 BJB	1101000024
01/04/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: ESSEX LIBRARY ASSOCIATION TR TRAN#=IN000242000012 TR CD=105 REG=0 PORT=INC	-20000.00	-20000.00	**CHANGED** 05/24/11 BJB	1101000025
01/04/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: MUSICAL MASTERWORKS TR TRAN#=IN000242000013 TR CD=105 REG=0 PORT=INC	-18000.00	-18000.00	**CHANGED** 05/24/11 BJB	1101000026
01/04/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: NEW LONDON MARITIME SOCIETY TR TRAN#=IN000242000014 TR CD=105 REG=0 PORT=INC	-25000.00	-25000.00	**CHANGED** 05/24/11 BJB	1101000027
01/04/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: CT. LEAGUE OF CONSERVATION VOTERS TR TRAN#=IN000242000015 TR CD=105 REG=0 PORT=INC	-12000.00	-12000.00	**CHANGED** 05/24/11 BJB	1101000028
01/04/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: COMMUNITY FDN OF S.E. CT. TR TRAN#=IN000242000016 TR CD=105 REG=0 PORT=INC	-70000.00	-70000.00	**CHANGED** 05/24/11 BJB	1101000029
01/04/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: ESSEX ROTARY FDN TR TRAN#=IN000242000017 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 05/24/11 BJB	1101000030
01/04/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: ESSEX ROTARY SCHOLARSHIP FDN TR TRAN#=IN000242000018 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 05/24/11 BJB	1101000031
01/18/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: GOODSPEED OPERA HOUSE TR TRAN#=IN001703000003 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 05/24/11 BJB	1101000061
01/18/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: MARTIN LUTHER KING SCH. FDN TR TRAN#=IN001703000004 TR CD=105 REG=0 PORT=INC	-25000.00	-25000.00	**CHANGED** 05/24/11 BJB	1101000062
01/18/11 CASH DISBURSEMENT	-12000.00	-12000.00		1101000063

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)				
BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: READ TO GROW TR TRAN#=IN001703000005 TR CD=105 REG=0 PORT=INC			**CHANGED** 05/24/11 BJB	
01/18/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: AMERICAN MUSEUM OF NATURAL HISTORY TR TRAN#=IN001703000001 TR CD=105 REG=0 PORT=INC	-15000.00	-15000.00	1101000059 **CHANGED** 05/24/11 BJB	
01/18/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: EASTERN CT. SYMPHONY ORCH. TR TRAN#=IN001703000002 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	1101000060 **CHANGED** 05/24/11 BJB	
01/18/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: ALBANO BALLET CO. TR TRAN#=IN001703000006 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	1101000064 **CHANGED** 05/24/11 BJB	
01/18/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: AMERICAN BOY CHOIR TR TRAN#=IN001703000007 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	1101000065 **CHANGED** 05/24/11 BJB	
01/18/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: EUGENE O'NEILL THEATER CTR TR TRAN#=IN001703000008 TR CD=105 REG=0 PORT=INC	-25000.00	-25000.00	1101000066 **CHANGED** 05/24/11 BJB	
01/18/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: NEW LONDON MAIN STREET TR TRAN#=IN001703000009 TR CD=105 REG=0 PORT=INC	-12000.00	-12000.00	1101000067 **CHANGED** 05/24/11 BJB	
01/18/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: PLANNED PARENTHOOD OF S.E.N.E. TR TRAN#=IN001703000010 TR CD=105 REG=0 PORT=INC	-25000.00	-25000.00	1101000068 **CHANGED** 05/24/11 BJB	
01/18/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: BIG BROTHERS, BIG SISTERS TR TRAN#=IN001703000011 TR CD=105 REG=0 PORT=INC	-12000.00	-12000.00	1101000069 **CHANGED** 05/24/11 BJB	
01/18/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: JUDY BWORKIN PERFORMANCE PROJECT, INC TR TRAN#=IN001703000012 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	1101000070 **CHANGED** 05/24/11 BJB	
01/18/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: COVENANT SHELTER OF N.L. CITY TR TRAN#=IN001703000013 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	1101000071 **CHANGED** 05/24/11 BJB	
01/18/11 CASH DISBURSEMENT	-25000.00	-25000.00	1101000072	

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311 CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)				
BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: OCEAN REEF COMM FDN TR TRAN#=IN001703000014 TR CD=105 REG=0 PORT=INC			**CHANGED** 05/24/11 BJB	
01/18/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: CAPPELLA CANTORUM TR TRAN#=IN001703000015 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	1101000073 **CHANGED** 05/24/11 BJB	
01/18/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: CHILD ADOPTION RESOURCE ASS'N TR TRAN#=IN001703000016 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	1101000074 **CHANGED** 05/24/11 BJB	
01/18/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: NEW LONDON PUBLIC LIBRARY TR TRAN#=IN001703000018 TR CD=105 REG=0 PORT=INC	-15000.00	-15000.00	1101000076 **CHANGED** 05/24/11 BJB	
01/18/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: NEW LONDON COUNTY HIST. SOCIETY TR TRAN#=IN001703000019 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	1101000077 **CHANGED** 05/24/11 BJB	
01/18/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: HYGENIC ART CENTER TR TRAN#=IN001703000017 TR CD=105 REG=0 PORT=INC	-12000.00	-12000.00	1101000075 **CHANGED** 05/24/11 BJB	
02/01/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: LYMAN ALLYN ART MUSEUM TR TRAN#=IN000088000001 TR CD=105 REG=0 PORT=INC	-25000.00	-25000.00	1102000011 **CHANGED** 05/24/11 BJB	
02/01/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: MYSTIC AQUARIUM TR TRAN#=IN000088000002 TR CD=105 REG=0 PORT=INC	-25000.00	-25000.00	1102000012 **CHANGED** 05/24/11 BJB	
02/01/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: VALLEY SHORE YMCA TR TRAN#=IN000088000003 TR CD=105 REG=0 PORT=INC	-20000.00	-20000.00	1102000013 **CHANGED** 05/24/11 BJB	
02/01/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: MADONNA PLACE TR TRAN#=IN000088000009 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	1102000019 **CHANGED** 05/24/11 BJB	
02/01/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: SALT MARSH OPERA CO. TR TRAN#=IN000088000010 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	1102000020 **CHANGED** 05/24/11 BJB	
02/01/11 CASH DISBURSEMENT	-15000.00	-15000.00	1102000021	

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311 CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)				
BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: VISITING NURSES OF S.E. CT TR TRAN#=IN000088000011 TR CD=105 REG=0 PORT=INC			**CHANGED** 05/24/11 BJB	
02/01/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: CT. RIVER WATERSHED COUNCIL TR TRAN#=IN000088000012 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	**CHANGED** 05/24/11 BJB	1102000022
02/01/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: COMMUNITY FDN OF S.E. CT. TR TRAN#=IN000088000004 TR CD=105 REG=0 PORT=INC	-50000.00	-50000.00	**CHANGED** 05/24/11 BJB	1102000014
02/01/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: CHILDREN'S MUSEUM TR TRAN#=IN000088000005 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 05/24/11 BJB	1102000015
02/01/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: AVERY-COPP HOUSE MUSEUM TR TRAN#=IN000088000006 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	**CHANGED** 05/24/11 BJB	1102000016
02/01/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: LAWRENCE & MEMORIAL HOSPITAL TR TRAN#=IN000088000007 TR CD=105 REG=0 PORT=INC	-30000.00	-30000.00	**CHANGED** 05/24/11 BJB	1102000017
02/01/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: LYME ACADEMY OF FINE ARTS TR TRAN#=IN000088000008 TR CD=105 REG=0 PORT=INC	-20000.00	-20000.00	**CHANGED** 05/24/11 BJB	1102000018
02/01/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: EMORY UNIVERSITY TR TRAN#=IN000088000013 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	**CHANGED** 05/24/11 BJB	1102000023
02/01/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: EVERGLADES FOUNDATION TR TRAN#=IN000088000014 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 05/24/11 BJB	1102000024
02/01/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: HOSPICE OF S.E. CT TR TRAN#=IN000088000015 TR CD=105 REG=0 PORT=INC	-25000.00	-25000.00	**CHANGED** 05/24/11 BJB	1102000025
02/01/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: MYSTIC SEAPORT TR TRAN#=IN000088000016 TR CD=105 REG=0 PORT=INC	-50000.00	-50000.00	**CHANGED** 05/24/11 BJB	1102000026
02/01/11 CASH DISBURSEMENT	-20000.00	-20000.00		1102000027

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311 CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)				
BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: FLORENCE GRISWOLD MUSEUM TR TRAN#=IN000088000017 TR CD=105 REG=0 PORT=INC			**CHANGED** 05/24/11 BJB	
02/01/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: QUEBEC LABRADOR FDN TR TRAN#=IN000088000018 TR CD=105 REG=0 PORT=INC	-30000.00	-30000.00	1102000028 **CHANGED** 05/24/11 BJB	
03/17/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: PEQUOT CHAPEL TR TRAN#=IN002075000001 TR CD=105 REG=0 PORT=INC	-25000.00	-25000.00	1103000044 **CHANGED** 05/24/11 BJB	
03/17/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: MARTIN LUTHER KING SCH. FDN TR TRAN#=IN002075000009 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	1103000052 **CHANGED** 05/24/11 BJB	
03/17/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: THREE RIVERS COMMUNITY COLLEGE TR TRAN#=IN002075000010 TR CD=105 REG=0 PORT=INC	-20000.00	-20000.00	1103000053 **CHANGED** 05/24/11 BJB	
03/17/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: PINE POINT SCHOOL TR TRAN#=IN002075000003 TR CD=105 REG=0 PORT=INC	-50000.00	-50000.00	1103000046 **CHANGED** 05/24/11 BJB	
03/17/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: IVORYTON PLAYHOUSE FDN TR TRAN#=IN002075000002 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	1103000045 **CHANGED** 05/24/11 BJB	
03/17/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: COLGATE UNIVERSITY TR TRAN#=IN002075000004 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	1103000047 **CHANGED** 05/24/11 BJB	
03/17/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: HABITAT FOR HUMANITY OF SE CT. TR TRAN#=IN002075000005 TR CD=105 REG=0 PORT=INC	-15000.00	-15000.00	1103000048 **CHANGED** 05/24/11 BJB	
03/17/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: COMMUNITY MUSIC SCHOOL TR TRAN#=IN002075000006 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	1103000049 **CHANGED** 05/24/11 BJB	
03/17/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: CT. AUDUBON SOCIETY TR TRAN#=IN002075000007 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	1103000050 **CHANGED** 05/24/11 BJB	
03/17/11 CASH DISBURSEMENT	-20000.00	-20000.00	1103000051	

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311 CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)				
BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: INTERDISTRICT SCHOOL FOR ARTS AND COMMUNICATION TR TRAN#-IN002075000008 TR CD=105 REG=0 PORT=INC			**CHANGED** 05/24/11 BJB	
03/17/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: ARC OF N.L. COUNTY TR TRAN#-IN002075000011 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	1103000054 **CHANGED** 05/24/11 BJB	
03/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: UNIVERSITY OF CONNECTICUT TR TRAN#-IN003223000001 TR CD=105 REG=0 PORT=PRIN	-25000.00	-25000.00	1103000068 **CHANGED** 05/24/11 BJB	
03/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: CHILD & FAMILY AGENCY TR TRAN#-IN003223000003 TR CD=105 REG=0 PORT=PRIN	-50000.00	-50000.00	1103000070 **CHANGED** 05/24/11 BJB	
03/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: MITCHELL COLLEGE TR TRAN#-IN003223000004 TR CD=105 REG=0 PORT=PRIN	-20000.00	-20000.00	1103000071 **CHANGED** 05/24/11 BJB	
03/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: WATERFORD COUNTRY SCHOOL TR TRAN#-IN003223000005 TR CD=105 REG=0 PORT=PRIN	-10000.00	-10000.00	1103000072 **CHANGED** 05/24/11 BJB	
03/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: HIGH HOPES THERAPUDIC RIDING TR TRAN#-IN003223000006 TR CD=105 REG=0 PORT=PRIN	-15000.00	-15000.00	1103000073 **CHANGED** 05/24/11 BJB	
03/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: WILLIAMS SCHOOL TR TRAN#-IN003223000002 TR CD=105 REG=0 PORT=PRIN	-15000.00	-15000.00	1103000069 **CHANGED** 05/24/11 BJB	
03/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: PROJECT OCEANOLOGY TR TRAN#-IN003223000008 TR CD=105 REG=0 PORT=PRIN	-10000.00	-10000.00	1103000075 **CHANGED** 05/24/11 BJB	
03/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: NAUTCHAUG HOSPITAL TR TRAN#-IN003223000009 TR CD=105 REG=0 PORT=PRIN	-10000.00	-10000.00	1103000076 **CHANGED** 05/24/11 BJB	
03/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: TERRI BRODEUR BREAST CANCER FDN TR TRAN#-IN003223000010 TR CD=105 REG=0 PORT=PRIN	-10000.00	-10000.00	1103000077 **CHANGED** 05/24/11 BJB	

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311 CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)				
03/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: LITERACY VOLUNTEERS OF S E. CT. TR TRAN#=IN003223000007 TR CD=105 REG=0 PORT=PRIN	-15000.00		-15000.00 **CHANGED** 05/24/11 BJB	1103000074
03/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: THAMES RIVER FAMILY PROGRAM TR TRAN#=IN003223000012 TR CD=105 REG=0 PORT=PRIN	-10000.00		-10000.00 **CHANGED** 05/24/11 BJB	1103000079
03/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: AMISTAD AMERICA, INC. TR TRAN#=IN003223000013 TR CD=105 REG=0 PORT=PRIN	-50000.00		-50000.00 **CHANGED** 05/24/11 BJB	1103000080
03/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: HOSPICE OF S.E. CT. TR TRAN#=IN003223000014 TR CD=105 REG=0 PORT=PRIN	-50000.00		-50000.00 **CHANGED** 05/24/11 BJB	1103000081
03/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: LAWRENCE & MEMORIAL HOSPITAL TR TRAN#=IN003223000015 TR CD=105 REG=0 PORT=PRIN	-5000.00		-5000.00 **CHANGED** 05/24/11 BJB	1103000082
03/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: MARTIN HOUSE TR TRAN#=IN003223000011 TR CD=105 REG=0 PORT=PRIN	-10000.00		-10000.00 **CHANGED** 05/24/11 BJB	1103000078
04/06/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: MITCHELL COLLEGE TR TRAN#=IN000570000004 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	-5000.00 **CHANGED** 05/24/11 BJB	1104000019
04/06/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: LYME ART ASS'N TR TRAN#=IN000570000005 TR CD=105 REG=0 PORT=INC	-12000.00	-12000.00	-12000.00 **CHANGED** 05/24/11 BJB	1104000020
04/12/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: AVALONIA LAND TRUST TR TRAN#=IN001242000001 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	-10000.00 **CHANGED** 05/24/11 BJB	1104000026
04/12/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: GROTON OPEN SPACE ASS'N TR TRAN#=IN001242000002 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	-10000.00 **CHANGED** 05/24/11 BJB	1104000027
04/12/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: DENNISON PEQ. NATURE CENTER TR TRAN#=IN001242000005 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	-10000.00 **CHANGED** 05/24/11 BJB	1104000030

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311 CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)				
04/12/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: MYSTIC SEAPORT TR TRAN#=IN001242000006 TR CD=105 REG=0 PORT=INC	-35000.00	-35000.00	**CHANGED** 05/24/11 BJB	1104000031
04/12/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: CENTRAL PARK CONSERVANCY TR TRAN#=IN001242000007 TR CD=105 REG=0 PORT=INC	-20000.00	-20000.00	**CHANGED** 05/24/11 BJB	1104000032
04/12/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: MYSTIC ART ASS'N TR TRAN#=IN001242000004 TR CD=105 REG=0 PORT=INC	-10000 00	-10000.00	**CHANGED** 05/24/11 BJB	1104000029
04/12/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: FRIENDS OF HARKNESS TR TRAN#=IN001242000009 TR CD=105 REG=0 PORT=INC	-20000.00	-20000 00	**CHANGED** 05/24/11 BJB	1104000034
04/12/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: CT, FUND FOR THE ENVIRONMENT TR TRAN#=IN001242000010 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 05/24/11 BJB	1104000035
04/12/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: FRIENDS OF FT. TRUMBULL ST. PK TR TRAN#=IN001242000008 TR CD=105 REG=0 PORT=INC	-5000.00	-5000 00	**CHANGED** 05/24/11 BJB	1104000033
04/12/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: LYME'S YOUTH SERVICE BUREAU TR TRAN#=IN001247000007 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 05/24/11 BJB	1104000044
04/12/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: SUBMARINE MUSEUM TR TRAN#=IN001242000011 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 05/24/11 BJB	1104000036
04/12/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: ESSEX LAND CONSERVATION TRUST TR TRAN#=IN001242000012 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 05/24/11 BJB	1104000037
04/12/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: EASTERN CONNECTICUT STATE UNIVERSITY TR TRAN#=IN001247000001 TR CD=105 REG=0 PORT=INC	-12000.00	-12000.00	**CHANGED** 05/24/11 BJB	1104000038
04/12/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: WRITERS BLOCK TR TRAN#=IN001247000002 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	**CHANGED** 05/24/11 BJB	1104000039

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)				
04/12/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: OLD LYME LIBRARY TR TRAN#=IN001247000003 TR CD=105 REG=0 PORT=INC	-15000.00	-15000.00	**CHANGED** 05/24/11 BJB	1104000040
04/12/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: OLD LYME DAY CARE TR TRAN#=IN001247000004 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 05/24/11 BJB	1104000041
04/12/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: LYRIC HALL FOUNDATION TR TRAN#=IN001247000005 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 05/24/11 BJB	1104000042
04/12/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: LYME-OLD LYME EDUCATION FDN TR TRAN#=IN001247000006 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 05/24/11 BJB	1104000043
04/12/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: LYME LAND TRUST TR TRAN#=IN001247000009 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	**CHANGED** 05/24/11 BJB	1104000046
04/12/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: OLD LYME CONSERVATION TRUST TR TRAN#=IN001247000010 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 05/24/11 BJB	1104000047
04/12/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: SHILOH DEVELOPMENT CORPORATION TR TRAN#=IN001247000011 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	**CHANGED** 05/24/11 BJB	1104000048
04/12/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: GLENN HANSEN ORCH. TR TRAN#=IN001247000012 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	**CHANGED** 05/24/11 BJB	1104000049
05/13/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: APPALACHIAN MOUNTAIN CLUB TR TRAN#=IN001665000004 TR CD=105 REG=0 PORT=INC	-7000.00	-7000.00	**CHANGED** 06/20/11 BJB	1105000033
05/13/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: LONG ISLAND SOUND FOUNDATION TR TRAN#=IN001665000006 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	**CHANGED** 06/20/11 BJB	1105000035
05/13/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: WEST FARMS LAND TRUST TR TRAN#=IN001665000007 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	**CHANGED** 06/20/11 BJB	1105000036

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)				
05/13/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: FLOCK THEATER TR TRAN#-IN001665000008 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	**CHANGED** 06/20/11 BJB	1105000037
05/13/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: BOSTON ANTHEAUM TR TRAN#-IN001665000003 TR CD=105 REG=0 PORT=INC	-7000.00	-7000.00	**CHANGED** 06/20/11 BJB	1105000032
05/13/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: CONNECTICUT LEGAL SERVICES TR TRAN#-IN001665000005 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 06/20/11 BJB	1105000034
05/13/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: COMMUNITY FDN OF S.E. CT TR TRAN#-IN001665000009 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 06/20/11 BJB	1105000038
05/13/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: NEW LONDON PUBLIC LIBRARY TR TRAN#-IN001665000011 TR CD=105 REG=0 PORT=INC	-20000.00	-20000.00	**CHANGED** 06/20/11 BJB	1105000040
05/13/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: COAST GUARD FOUNDATION TR TRAN#-IN001665000012 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 06/20/11 BJB	1105000041
05/13/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: OCEAN COMMUNITY YMCA TR TRAN#-IN001665000010 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	**CHANGED** 06/20/11 BJB	1105000039
05/27/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: BOY SCOUTS OF AMERICA, CT. RIVERS COUNCIL TR TRAN#-IN003298000001 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 06/20/11 BJB	1105000053
05/27/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: FORGOTTEN FELINES TR TRAN#-IN003298000002 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	**CHANGED** 06/20/11 BJB	1105000054
05/27/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: AMERICAN SAIL TRAINING ASS'N TR TRAN#-IN003298000003 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	**CHANGED** 06/20/11 BJB	1105000055
05/27/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: SALISBURY SCHOOL TR TRAN#-IN003298000004 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 06/20/11 BJB	1105000056

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)				
06/06/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: COMMUNITY FDN OF S.E. CT TR TRAN#=IN000629000003 TR CD=105 REG=0 PORT=INC	-50000.00	-50000.00	**CHANGED** 01/06/12 BJB	1106000022
06/06/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: FRIENDS OF CHRIST IN INDIA TR TRAN#=IN000629000004 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	**CHANGED** 01/06/12 BJB	1106000023
06/06/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: WOMEN'S CTR. OF S.E. CT. TR TRAN#=IN000629000005 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 01/06/12 BJB	1106000024
06/13/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: NEW ENGLAND AQUARIUM TR TRAN#=IN001362000001 TR CD=105 REG=0 PORT=INC	-2500.00	-2500.00	**CHANGED** 01/06/12 BJB	1106000040
06/13/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: PLANNED PARENTHOOD OF MASS. TR TRAN#=IN001362000003 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	**CHANGED** 01/06/12 BJB	1106000042
06/13/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: WELLESLEY HISTORICAL SOCIETY TR TRAN#=IN001362000004 TR CD=105 REG=0 PORT=INC	-3000.00	-3000.00	**CHANGED** 01/06/12 BJB	1106000043
06/13/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: ANIMAL RESCUE LEAGUE TR TRAN#=IN001362000005 TR CD=105 REG=0 PORT=INC	-3000.00	-3000.00	**CHANGED** 01/06/12 BJB	1106000044
06/13/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: MIDDLESEX COUNTY COMMUNITY FDN TR TRAN#=IN001362000002 TR CD=105 REG=0 PORT=INC	-1500.00	-1500.00	**CHANGED** 01/06/12 BJB	1106000041
07/21/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: EASTERN CONNECTICUT BALLET TR TRAN#=IN002272000005 TR CD=105 REG=0 PORT=INC	-12000.00	-12000.00	**CHANGED** 01/06/12 BJB	1107000055
07/21/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: OCEAN COMMUNITY YMCA TR TRAN#=IN002272000006 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	**CHANGED** 01/06/12 BJB	1107000056
07/21/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: FLA. KEYS TROPICAL RESEARCH ECOLOGICAL EXCHANGE INST.	-5000.00	-5000.00	**CHANGED** 01/06/12 BJB	1107000057

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)				
TR TRAN#=IN002272000007 TR CD=105 REG=0 PORT=INC				
07/21/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: SHORELINE FOOD KITCHEN & PANTRIES TR TRAN#=IN002272000009 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 01/06/12 BJB	1107000059
07/21/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: GEORGE FLYNN CLASSICAL CONCERTS TR TRAN#=IN002272000008 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	**CHANGED** 01/06/12 BJB	1107000058
08/09/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: THE ARTISTS COLLECTIVE, INC TR TRAN#=IN001025000008 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 01/06/12 BJB	1108000028
08/09/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: WORLD OCEAN SCHOOL TR TRAN#=IN001025000009 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 01/06/12 BJB	1108000029
08/09/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: GARDE ARTS CENTER TR TRAN#=IN001025000004 TR CD=105 REG=0 PORT=INC	-20000.00	-20000.00	**CHANGED** 01/06/12 BJB	1108000024
08/09/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: NEW LUNDON MUSIC FESTIVAL TR TRAN#=IN001025000005 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 01/06/12 BJB	1108000025
08/09/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: BRING THE MUSIC BACK, INC TR TRAN#=IN001025000006 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 01/06/12 BJB	1108000026
08/09/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: STONINGTOPN LIBRARY TR TRAN#=IN001025000007 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 01/06/12 BJB	1108000027
08/09/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: COMMUNITY FDN OF S.E.CT. TR TRAN#=IN001025000011 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 01/06/12 BJB	1108000031
08/09/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: CT. EARLY MUSIC FESTIVAL TR TRAN#=IN001025000012 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	**CHANGED** 01/06/12 BJB	1108000032
08/09/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: AMISTAD AMERICA, INC	-50000.00	-50000.00	**CHANGED** 01/06/12 BJB	1108000033

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)				
TR TRAN#=IN001025000013 TR CD=105 REG=0 PORT=INC				
09/22/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: UNITED WAY OF SOUTHEASTERN CT. TR TRAN#=CR000675000001 TR CD=105 REG=0 PORT=PRIN	-25000.00		-25000.00 **CHANGED** 01/06/12 BJB	1109000060
09/22/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: MYSTIC SEAPORT MUSEUM TR TRAN#=CR000675000002 TR CD=105 REG=0 PORT=PRIN	-6000.00		-6000.00 **CHANGED** 01/06/12 BJB	1109000061
09/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: ARTS CAFE MYSTIC TR TRAN#=MA000333000004 TR CD=105 REG=0 PORT=PRIN	-5000.00		-5000.00 **CHANGED** 01/06/12 BJB	1109000071
11/01/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: MARVELWOOD SCHOOL TR TRAN#=CR000024000001 TR CD=105 REG=0 PORT=PRIN	-5000.00		-5000.00 **CHANGED** 01/06/12 BJB	1111000011
11/01/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: HART SCHOOL OF MUSIC TR TRAN#=CR000024000002 TR CD=105 REG=0 PORT=PRIN	-5000.00		-5000.00 **CHANGED** 01/06/12 BJB	1111000012
11/01/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: INTERDISTRICT SCHOOL FOR ARTS AND COMMUNICATION TR TRAN#=CR000024000004 TR CD=105 REG=0 PORT=PRIN	-25000.00		-25000.00 **CHANGED** 01/06/12 BJB	1111000014
11/01/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: ST. JUDE'S CHILDREN HOSPITAL TR TRAN#=CR000024000003 TR CD=105 REG=0 PORT=PRIN	-10000.00		-10000.00 **CHANGED** 01/06/12 BJB	1111000013
11/10/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: MSPCA ANGEL TR TRAN#=CR000322000001 TR CD=105 REG=0 PORT=PRIN	-3000.00		-3000.00 **CHANGED** 01/06/12 BJB	1111000032
11/10/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: WELLESLEY HISTORICAL SOCIETY TR TRAN#=CR000322000002 TR CD=105 REG=0 PORT=PRIN	-2000.00		-2000.00 **CHANGED** 01/06/12 BJB	1111000033
11/10/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: MAINE ISLAND TRAIL ASSOCIATION TR TRAN#=MA000163000001 TR CD=105 REG=0 PORT=PRIN	-5000.00		-5000.00 **CHANGED** 01/06/12 BJB	1111000025
11/10/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO:	-5000.00		-5000.00 **CHANGED** 01/06/12 BJB	1111000031

TAX
 CODE/DATE TRANSACTIONS

TAXABLE

INCOME

PRINCIPAL

EDIT
 NUMBER

311 CASH CONTRIBUTIONS (CONTINUED)
 SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)

RAY OF LIGHT FARM
 TR TRAN#-MA000163000007 TR CD=105 REG=0 PORT=PRIN

11/10/11 CASH DISBURSEMENT -5000.00 -5000.00 1111000026
 BENEFICIARY CHARITABLE GIFT **CHANGED** 01/06/12 BJB
 2011 GRANT CONTRIBUTION
 FOR: SEEATTACHED
 PAID TO:

JUST FOOD, INC
 TR TRAN#-MA000163000002 TR CD=105 REG=0 PORT=PRIN

11/10/11 CASH DISBURSEMENT -5000.00 -5000.00 1111000027
 BENEFICIARY CHARITABLE GIFT **CHANGED** 01/06/12 BJB
 2011 GRANT CONTRIBUTION
 FOR: SEEATTACHED
 PAID TO:

MYSTIC & NOANK LIBRARY
 TR TRAN#-MA000163000003 TR CD=105 REG=0 PORT=PRIN

11/10/11 CASH DISBURSEMENT -5000.00 -5000.00 1111000028
 BENEFICIARY CHARITABLE GIFT **CHANGED** 01/06/12 BJB
 2011 GRANT CONTRIBUTION
 FOR: SEEATTACHED
 PAID TO:

DROP IN LEARNING CENTER
 TR TRAN#-MA000163000004 TR CD=105 REG=0 PORT=PRIN

11/10/11 CASH DISBURSEMENT -10000.00 -10000.00 1111000029
 BENEFICIARY CHARITABLE GIFT **CHANGED** 01/06/12 BJB
 2011 GRANT CONTRIBUTION
 FOR: SEEATTACHED
 PAID TO:

NEW ORLEANS AREA HABITAT FOR
 HUMANITY
 TR TRAN#-MA000163000005 TR CD=105 REG=0 PORT=PRIN

11/10/11 CASH DISBURSEMENT -5000.00 -5000.00 1111000030
 BENEFICIARY CHARITABLE GIFT **CHANGED** 01/06/12 BJB
 2011 GRANT CONTRIBUTION
 FOR: SEEATTACHED
 PAID TO:

TALL SHIPS AMERICA
 TR TRAN#-MA000163000006 TR CD=105 REG=0 PORT=PRIN

TOTAL CODE 311 - CASH CONTRIBUTIONS

-2345000.00 -1914000.00 -431000.00
 =====



A CHESTER KITCHINGS FAMILY FDN
ACCOUNT NO. 1129409

PORTFOLIO SUMMARY

AS OF 12/31/11

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MAJOR INVESTMENT CLASS

PRINCIPAL PORTFOLIO

PRINCIPAL CASH

TIF & MONEY MARKET FUNDS

CORPORATE OBLIGATIONS

MUNICIPAL OBLIGATIONS

EQUITY SECURITIES

REFERRED SECURITIES

UTILITY FUNDS

PROPRIETARY FUNDS

ISCELLANEOUS ASSETS

PRINCIPAL PORTFOLIO TOTAL

INCOME PORTFOLIO

INCOME CASH

	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (SEE TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL CASH	528,477.25	1.09 %	528,477.25			
TIF & MONEY MARKET FUNDS	1,052,851.35	2.17 %	1,052,851.35	0.00	118	0.01 %
CORPORATE OBLIGATIONS	5,181,469.00	10.66 %	4,649,294.00	532,175.00	246,100	4.75 %
MUNICIPAL OBLIGATIONS	568,425.00	1.17 %	500,000.00	68,425.00	28,000	4.93 %
EQUITY SECURITIES	30,972,238.62	63.73 %	17,415,030.11	13,557,208.51	762,033	2.46 %
REFERRED SECURITIES	287,705.00	0.59 %	261,275.50	26,429.50	20,664	7.18 %
UTILITY FUNDS	8,080,229.79	16.63 %	8,100,700.45	20,470.66	334,631	4.14 %
PROPRIETARY FUNDS	2,456,773.33	5.05 %	2,327,400.04	129,373.29	176,648	7.19 %
ISCELLANEOUS ASSETS	0.00	0.00 %	0.00	0.00	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL	48,071,214.84	98.91 %	33,778,074.20	14,293,140.64	1,568,194	3.23 %
INCOME PORTFOLIO						
INCOME CASH	530,308.76	1.09 %	530,308.76			



A CHESTER KITCHINGS FAMILY FDN
ACCOUNT NO. 1129409

PORTFOLIO DETAIL

AS OF 12/31/11

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AR VALUE R SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE X OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>PRINCIPAL PORTFOLIO</u>						
PRINCIPAL CASH						
		528,477.25-	528,477.25-			
		1.09-%				
1,052,851.35	FEDERATED MONEY MKT OBLIGS TR					
	TRSY OBLIGS INSTL CL #68	1,052,851.35	1,052,851.35	0.00	118	0.01 %
	CUSIP: 60934N500	1.000	1.00			0.00 %
		2.17 %				
<u>CORPORATE OBLIGATIONS</u>						
500,000	AMERICAN EXPRESS CO					
	SR NTS	551,100.00	506,280.00	44,820.00	27,500	4.99 %
	DTD 09/12/06 5.500% DUE 09/12/16	110.220	101.26			3.14 %
	CUSIP: 025816AW9	1.13 %				
	MOODY'S RATING: A3					
500,000	CISCO SYSTEMS INC					
	GLOBAL SR UNSEC'D BDS	579,615.00	493,746.00	85,869.00	24,750	4.27 %
	DTD 02/17/09 4.950% DUE 02/15/19	115.923	98.75			2.50 %
	CUSIP: 17275RAE2	1.19 %				
	MOODY'S RATING: A1					
500,000	DELL INC					
	SR UNSEC'D NTS GLOBAL	579,250.00	509,620.00	69,630.00	28,250	4.88 %
	DTD 10/15/08 5.650% DUE 04/15/18	115.850	101.92			2.88 %
	CUSIP: 24702RAE1	1.19 %				
	MOODY'S RATING: A2					



1 CHESTER KITCHINGS FAMILY FDN
COUNT NO. 1129409

PORTFOLIO DETAIL
AS OF 12/31/11

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NR VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
500,000	GENERAL ELEC CAP CORP GLOBAL SR UNSEC MTN SER A DTD 01/09/06 5.000% DUE 01/08/16 CUSIP: 36962GU69 MOODY'S RATING: AA2	547,065.00 109.413 1.13 %	500,000.00 100.00	47,065.00	25,000	4.57 % 2.52 %
300,000	GOLDMAN SACHS GROUP INC SR NTS DTD 08/27/02 5.700% DUE 09/01/12 CUSIP: 38141GCG7 MOODY'S RATING: A1	305,283.00 101.761 0.63 %	304,980.00 101.66	303.00	17,100	5.60 % 3.02 %
500,000	GOLDMAN SACHS GROUP INC GLOBAL NT DTD 01/18/08 5.950% DUE 01/18/18 CUSIP: 38141GFG4 MOODY'S RATING: A1	512,110.00 102.422 1.05 %	522,750.00 104.55	10,640.00-	29,750	5.81 % 5.47 %
500,000	HONEYWELL INTL SR UNSEC BDS DTD 02/20/09 5.000% DUE 02/15/19 CALLABLE CUSIP: 438516AZ9 MOODY'S RATING: A2	581,945.00 116.389 1.20 %	497,285.00 99.46	84,660.00	25,000	4.30 % 2.48 %
500,000	LILLY ELI & CO NT DTD 03/14/07 5.200% DUE 03/15/17 CONTINUOUSLY CALLABLE CUSIP: 532457BB3 MOODY'S RATING: A2	577,575.00 115.515 1.19 %	502,400.00 100.48	75,175.00	26,000	4.50 % 2.04 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FEED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
600,000	UNITED TECHNOLOGIES CORP SR UNSECD NT DTD 12/07/07 5.375% DUE 12/15/17 CONTINUOUSLY CALLABLE CUSIP: 913017BM0 MOODY'S RATING: A2	709,758.00 118.293 1.46 %	609,385.00 101.56	100,373.00	32,250	4.54 % 2.09 %
200,000	WALGREEN CO GLOBAL NTS DTD 01/13/09 5.250% DUE 01/15/19 CALLABLE CUSIP: 931422AE9 MOODY'S RATING: A2	237,768.00 118.884 0.49 %	202,848.00 101.42	34,920.00	10,500	4.42 % 2.33 %
TOTAL CORPORATE OBLIGATIONS		5,181,469.00	4,649,294.00	532,175.00	246,100	4.75 %
MUNICIPAL OBLIGATIONS						
500,000	LYON CNTY NEV SCH DIST BUILD AMER BDS DIRECT PAY TAXABLE DTD 07/21/09 5.600% DUE 06/01/20 CALLABLE SCH IMPT SER A CUSIP: 552002NFO MOODY'S RATING: N/R	568,425.00 113.685 1.17 %	500,000.00 100.00	68,425.00	28,000	4.93 % 3.69 %



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ENERGY						
3,000	APACHE CORP COM CUSIP: 037411105	271,740.00 90.580 0.56 %	250,926.85 83.64	20,813.15	1,800	0.66 % 0.00 %
15,000	CHEVRON CORP COM CUSIP: 166764100	1,596,000.00 106.400 3.28 %	648,839.20 43.26	947,160.80	48,600	3.05 % 0.00 %
17,000	EXXON MOBIL CORP COM CUSIP: 302316102	1,440,920.00 84.760 2.96 %	663,734.77 39.04	777,185.23	31,960	2.22 % 0.00 %
3,500	NATIONAL OILWELL VARCO INC COM CUSIP: 637071101	237,965.00 67.990 0.49 %	250,967.45 71.70	13,002.45-	1,680	0.71 % 0.00 %
4,500	OCCIDENTAL PETE CORP COM CUSIP: 674599105	421,650.00 93.700 0.87 %	366,590.67 81.46	55,059.33	8,280	1.96 % 0.00 %
4,500	SCHLUMBERGER LTD COM CUSIP: 806857108	307,395.00 68.310 0.63 %	347,938.03 77.32	40,543.03-	4,500	1.46 % 0.00 %
9,000	WILLIAMS COS INC COM CUSIP: 969457100	297,180.00 33.020 0.61 %	206,215.05 22.91	90,964.95	9,000	3.03 % 0.00 %
TOTAL ENERGY			2,735,212.02	1,837,637.98	105,820	2.31 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
MATERIALS						
5,200	FREEPORT-MCMORAN COPPER & GOLD INC COM CUSIP: 35671D857	191,308.00 36.790 0.39 %	125,456.18 24.13	65,851.82	5,200	2.72 % 0.00 %
2,300	PRAXAIR INC COM CUSIP: 74005P104	245,870.00 106.900 0.51 %	164,851.67 71.67	81,018.33	4,600	1.87 % 0.00 %
TOTAL MATERIALS			290,307.85	146,870.15	9,800	2.24 %
INDUSTRIALS						
12,000	ABB LTD SWITZERLAND SPONS ADR CUSIP: 000375204	225,960.00 18.830 0.46 %	243,717.90 20.31	17,757.90-	8,076	3.57 % 0.00 %
5,000	BE AEROSPACE INC COM CUSIP: 073302101	193,550.00 38.710 0.40 %	189,213.55 37.84	4,336.45	0	0.00 % 0.00 %
9,500	EMERSON ELEC CO COM CUSIP: 291011104	442,605.00 46.590 0.91 %	276,223.50 29.08	166,381.50	15,200	3.43 % 0.00 %
2,000	FLOWERVE CORP COM CUSIP: 34354P105	198,640.00 99.320 0.41 %	175,163.04 87.58	23,476.96	2,560	1.29 % 0.00 %
6,000	FLUOR CORP COM NEW CUSIP: 343412102	301,500.00 50.250 0.62 %	286,320.75 47.72	15,179.25	3,000	1.00 % 0.00 %



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20,000	GENERAL ELEC CO COM CUSIP: 369604103	358,200.00 17.910 0.74 %	220,425.88 11.02	137,774.12	13,600	3.80 % 0.00 %
4,000	HUNT J B TRANS SVCS INC COM CUSIP: 445658107	180,280.00 45.070 0.37 %	136,763.52 34.19	43,516.48	2,080	1.15 % 0.00 %
3,000	PARKER HANNIFIN CORP COM CUSIP: 701094104	228,750.00 76.250 0.47 %	164,037.90 54.68	64,712.10	4,440	1.94 % 0.00 %
4,000	UNION PACIFIC CORP COM CUSIP: 907818108	423,760.00 105.940 0.87 %	206,431.80 51.61	217,328.20	9,600	2.27 % 0.00 %
3,500	UNITED PARCEL SVC INC CL B COM CUSIP: 911312106	256,165.00 73.190 0.53 %	189,804.25 54.23	66,360.75	7,280	2.84 % 0.00 %
8,500	UNITED TECHNOLOGIES CORP COM CUSIP: 913017109	621,265.00 73.090 1.28 %	378,815.45 44.57	242,449.55	16,320	2.63 % 0.00 %
TOTAL INDUSTRIALS		3,430,675.00	2,466,917.54	963,757.46	82,156	2.39 %



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PAR VALUE PR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>CONSUMER DISCRETIONARY</u>						
1,200	AMAZON INC COM CUSIP: 023135106	207,720.00 173.100 0.43 %	143,737.78 119.78	63,982.22	0	0.00 % 0.00 %
3,700	COACH INC COM CUSIP: 189754104	225,848.00 61.040 0.46 %	144,256.94 38.99	81,591.06	3,330	1.47 % 0.00 %
3,500	DARDEN RESTAURANTS INC COM CUSIP: 237194105	159,530.00 45.580 0.33 %	157,470.35 44.99	2,059.65	6,020	3.77 % 0.00 %
10,500	HOME DEPOT INC COM CUSIP: 437076102	441,420.00 42.040 0.91 %	272,932.15 25.99	168,487.85	12,180	2.76 % 0.00 %
4,250	MACY'S INC COM CUSIP: 55616P104	136,765.00 32.180 0.28 %	106,648.22 25.09	30,116.78	1,700	1.24 % 0.00 %
5,000	MCDONALDS CORP COM CUSIP: 580135101	501,650.00 100.330 1.03 %	215,806.42 43.16	285,843.58	14,000	2.79 % 0.00 %
10,500	WALT DISNEY CO COM CUSIP: 254687106	393,750.00 37.500 0.81 %	346,597.79 33.01	47,152.21	6,300	1.60 % 0.00 %
2,200	WHIRLPOOL CORP COM CUSIP: 963320106	104,390.00 47.450 0.21 %	186,684.66 84.86	82,294.66	4,400	4.21 % 0.00 %
TOTAL CONSUMER DISCRETIONARY		2,171,073.00	1,574,134.31	596,938.69	47,930	2.21 %



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INSURER STAPLES						
98,000	COCA-COLA CO COM CUSIP: 191216100	6,857,060.00 69.970 14.11 %	21,730.66 0.22	6,835,329.34	184,240	2.69 % 0.00 %
8,000	CVS CAREMARK CORP COM CUSIP: 126650100	326,240.00 40.780 0.67 %	253,887.18 31.74	72,352.82	5,200	1.59 % 0.00 %
9,000	GENERAL MILLS INC COM CUSIP: 370334104	363,690.00 40.410 0.75 %	269,450.87 29.94	94,239.13	10,980	3.02 % 0.00 %
3,800	HEINZ H J CO COM CUSIP: 423074103	205,352.00 54.040 0.42 %	123,842.00 32.59	81,510.00	7,296	3.55 % 0.00 %
1,147	KIMBERLY CLARK CORP COM CUSIP: 494368103	84,373.32 73.560 0.17 %	71,289.65 62.15	13,083.67	3,212	3.81 % 0.00 %
6,000	KRAFT FOODS INC CL A COM CUSIP: 50075N104	224,160.00 37.360 0.46 %	162,356.50 27.06	61,803.50	6,960	3.10 % 0.00 %
11,500	PROCTER & GAMBLE CO COM CUSIP: 742718109	767,165.00 66.710 1.58 %	133,849.90 11.64	633,315.10	24,150	3.15 % 0.00 %
4,000	WAL-MART STORES INC COM CUSIP: 931142103	239,040.00 59.760 0.49 %	229,941.00 57.49	9,099.00	5,840	2.44 % 0.00 %
TOTAL CONSUMER STAPLES		9,067,080.32	1,266,347.76	7,800,732.56	247,878	2.73 %



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7,500	ABBOTT LABS COM CUSIP: 002824100	421,725.00 56.230 0.87 %	190,398.55 25.39	231,326.45	14,400	3.41 % 0.00 %
2,500	AMGEN INC COM CUSIP: 031162100	160,525.00 64.210 0.33 %	142,807.74 57.12	17,717.26	3,600	2.24 % 0.00 %
6,000	BAXTER INTL INC COM CUSIP: 071813109	296,880.00 49.480 0.61 %	337,501.32 56.25	40,621.32-	8,040	2.71 % 0.00 %
12,000	BRISTOL MYERS SQUIBB CO COM CUSIP: 110122108	422,880.00 35.240 0.87 %	268,661.60 22.39	154,218.40	16,320	3.86 % 0.00 %
7,000	EXPRESS SCRIPTS INC COM CUSIP: 302182100	312,830.00 44.690 0.64 %	287,202.20 41.03	25,627.80	0	0.00 % 0.00 %
6,000	JOHNSON & JOHNSON COM CUSIP: 478160104	393,480.00 65.580 0.81 %	168,856.30 28.14	224,623.70	13,680	3.48 % 0.00 %
7,500	MERCK & CO INC COM NEW CUSIP: 58933V105	282,750.00 37.700 0.58 %	247,494.30 33.00	35,255.70	12,600	4.46 % 0.00 %
11,000	PFIZER INC COM CUSIP: 717081103	238,040.00 21.640 0.49 %	209,283.80 19.03	28,756.20	9,680	4.07 % 0.00 %

HEALTH CARE



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4,000	TEVA PHARMACEUTICAL INDS LTD SPONS ADR CUSIP: 881624209	161,440.00 40.360 0.33 %	201,501.75 50.38	40,061.75-	3,140	1.94 % 0.00 %
3,500	THERMO FISHER SCIENTIFIC INC COM CUSIP: 883556102	157,395.00 44.970 0.32 %	167,858.25 47.96	10,463.25-	0	0.00 % 0.00 %
TOTAL HEALTH CARE		2,847,945.00	2,221,565.81	626,379.19	81,460	2.86 %
NANCIALS						
10,000	BANK OF AMERICA CORP COM CUSIP: 060505104	55,600.00 5.560 0.11 %	65,500.00 6.55	9,900.00-	400	0.72 % 0.00 %
9,000	BB&T CORP COM CUSIP: 054937107	226,530.00 25.170 0.47 %	204,967.30 22.77	21,562.70	5,760	2.54 % 0.00 %
6,000	CAPITAL ONE FINL CORP COM CUSIP: 14040H105	253,740.00 42.290 0.52 %	261,132.05 43.52	7,392.05-	1,200	0.47 % 0.00 %
1,700	GOLDMAN SACHS GROUP INC COM CUSIP: 38141G104	153,731.00 90.430 0.32 %	195,853.77 115.21	42,122.77-	2,380	1.55 % 0.00 %
9,000	INVESCO LTD USDO.2 BERMUDA COM CUSIP: G491BT108	180,810.00 20.090 0.37 %	170,787.05 18.98	10,022.95	4,410	2.44 % 0.00 %
12,500	JP MORGAN CHASE & CO COM CUSIP: 46625H100	415,625.00 33.250 0.86 %	490,608.22 39.25	74,983.22-	12,500	3.01 % 0.00 %



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AR VALUE R SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
3,800	PNC FINL SVCS GROUP INC COM CUSIP: 693475105	219,146.00 57.670 0.45 %	195,362.63 51.41	23,783.37	5,320	2.43 % 0.00 %
5,000	TRAVELERS COS INC/THE COM CUSIP: 89417E109	295,850.00 59.170 0.61 %	247,755.48 49.55	48,094.52	8,200	2.77 % 0.00 %
15,000	WELLS FARGO & CO COM NEW CUSIP: 949746101	413,400.00 27.560 0.85 %	405,123.00 27.01	8,277.00	7,200	1.74 % 0.00 %
TOTAL FINANCIALS		2,214,432.00	2,237,089.50	22,657.50-	47,370	2.14 %
INFORMATION TECHNOLOGY						
840	APPLE INC COM CUSIP: 037833100	340,200.00 405.000 0.70 %	125,714.90 149.66	214,485.10	0	0.00 % 0.00 %
7,500	AUTODESK INC COM CUSIP: 052769106	227,475.00 30.330 0.47 %	205,606.60 27.41	21,868.40	0	0.00 % 0.00 %
13,000	EMC CORP MASS COM CUSIP: 268648102	280,020.00 21.540 0.58 %	238,708.45 18.36	41,311.55	0	0.00 % 0.00 %
650	GOOGLE INC CL A COM CUSIP: 38259P508	419,835.00 645.900 0.86 %	294,741.50 453.45	125,093.50	0	0.00 % 0.00 %
4,000	INTEL CORP COM CUSIP: 458140100	97,000.00 24.250 0.20 %	69,149.47 17.29	27,850.53	3,360	3.46 % 0.00 %



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5,500	INTERNATIONAL BUSINESS MACHS CORP COM CUSIP: 459200101	1,011,340.00 183.880 2.08 %	399,047.90 72.55	612,292.10	16,500	1.63 % 0.00 %
4,000	INTUIT INC COM CUSIP: 461202103	210,360.00 52.590 0.43 %	189,406.90 47.35	20,953.10	2,400	1.14 % 0.00 %
11,000	ORACLE CORP COM CUSIP: 68389X105	282,150.00 25.650 0.58 %	228,414.10 20.76	53,735.90	2,640	0.94 % 0.00 %
4,000	QUALCOMM CORP COM CUSIP: 747525103	218,800.00 54.700 0.45 %	234,205.20 58.55	15,405.20	3,440	1.57 % 0.00 %
4,000	TERADATA CORP DEL COM CUSIP: 88076W103	194,040.00 48.510 0.40 %	205,642.88 51.41	11,602.88	0	0.00 % 0.00 %
8,000	TEXAS INSTRS INC COM CUSIP: 882508104	232,880.00 29.110 0.48 %	218,312.42 27.29	14,567.58	5,440	2.34 % 0.00 %
2,500	VISA INC CL A COM CUSIP: 92826C839	253,825.00 101.530 0.52 %	178,766.95 71.51	75,058.05	2,200	0.87 % 0.00 %
TOTAL INFORMATION TECHNOLOGY		3,767,925.00	2,587,717.27	1,180,207.73	35,980	0.95 %



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AR VALUE R SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>TELECOMMUNICATION SERVICES</u>						
3,000	AT & T INC COM CUSIP: 00206R102	90,720.00 30.240 0.19 %	89,405.66 29.80	1,314.34	5,280	5.82 % 0.00 %
10,000	VERIZON COMMUNICATIONS COM CUSIP: 92343V104	401,200.00 40.120 0.83 %	328,999.05 32.90	72,200.95	20,000	4.99 % 0.00 %
TOTAL TELECOMMUNICATION SERVICES		491,920.00	418,404.71	73,515.29	25,280	5.14 %
<u>UTILITIES</u>						
2,000	DOMINION RES INC VA NEW COM CUSIP: 25746U109	106,160.00 53.080 0.22 %	81,176.00 40.59	24,984.00	3,940	3.71 % 0.00 %
9,000	SOUTHERN CO COM CUSIP: 842587107	416,610.00 46.290 0.86 %	269,429.12 29.94	147,180.88	17,010	4.08 % 0.00 %
TOTAL UTILITIES		522,770.00	350,605.12	172,164.88	20,950	4.01 %



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MUTUAL FUNDS-EQUITY						
1,813	ISHARES TR MSCI EMERGING MKTS INDEX ETF CUSIP: 464287234	68,785.22 37.940 0.14 %	64,996.05 35.85	3,789.17	1,465	2.13 % 0.00 %
16,800	ISHARES INC MSCI PACIFIC EX-JAPAN INDEX FD CUSIP: 464286665	654,024.00 38.930 1.35 %	501,687.20 29.86	152,336.80	28,846	4.41 % 0.00 %
8,260	ISHARES TR MSCI EAFE INDEX ETF CUSIP: 464287465	409,117.80 49.530 0.84 %	400,018.58 48.43	9,099.22	14,125	3.45 % 0.00 %
TOTAL MUTUAL FUNDS-EQUITY		1,131,927.02	966,701.83	165,225.19	44,435	3.93 %
MUTUAL FUNDS-FIXED INCOME						
2,712	ISHARES TR US TRSY INFLN PROTECTED SECS BD ETF CUSIP: 464287176	316,463.28 116.690 0.65 %	300,026.39 110.63	16,436.89	12,974	4.10 % 0.00 %
TOTAL EQUITY SECURITIES		30,972,238.62	17,415,030.11	13,557,208.51	762,033	2.46 %



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NR VALUE R SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO Maturity
<u>REFERRED SECURITIES</u>						
<u>REFERRED</u>						
2,000	CORTS TR BRISTOL-MYERS SQUIBB CORP BKD TR SECS CL A PERP PFD 6.80% DUE 08/01/2097 CALLABLE CUSIP: 22082B209	54,980.00 27.490 0.11 %	47,299.50 23.65	7,680.50	3,400	6.18 % 0.00 %
1,000	CORTS TR VI IBM DEB TR CTFS 6.375% PFD SER VI DUE 12/01/96 CALLABLE CUSIP: 22080F202	26,670.00 26.670 0.05 %	23,971.00 23.97	2,699.00	1,594	5.98 % 0.00 %
4,000	JPMORGAN & CHASE & CO PERP NON-CUML PFD SER J 8.625% RPSTG 1/400TH INT CALLABLE CUSIP: 46625H621	110,400.00 27.600 0.23 %	99,720.00 24.93	10,680.00	8,624	7.81 % 0.00 %
3,500	US BANCORP DEL PFD RPSTG 1/1000TH PERP NON-CUML-D CALLABLE CUSIP: 902973882	95,655.00 27.330 0.20 %	90,285.00 25.80	5,370.00	7,046	7.37 % 0.00 %
TOTAL PREFERRED			261,275.50	26,429.50	20,664	7.18 %
TOTAL PREFERRED SECURITIES			261,275.50	26,429.50	20,664	7.18 %



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IR VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
12,670.565	DFA INVT DIMENSIONS GROUP EMERGING MKTS VALUE FD INSTL CUSIP: 233203587	328,927.87 25.960 0.68 %	325,000.00 25.65	3,927.87	7,843	2.38 % 0.00 %
94,917.33	DFA INVT DIMENSIONS GROUP LARGE CAP INTL FD INSTL CUSIP: 233203868	1,604,102.88 16.900 3.30 %	1,550,000.00 16.33	54,102.88	58,754	3.66 % 0.00 %
114,469.439	FEDERATED EQUITY FDS STRATEGIC VALUE FD CL INSTL CUSIP: 314172560	556,321.47 4.860 1.14 %	500,000.00 4.37	56,321.47	21,062	3.79 % 0.00 %
45,106.865	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 34984T600	498,430.86 11.050 1.03 %	486,408.31 10.78	12,022.55	1,669	0.33 % 0.00 %
30,030.03	IVA FIDUCIARY TR WORLDWIDE FD CL I CUSIP: 45070A206	461,261.26 15.360 0.95 %	500,000.00 16.65	38,738.74-	0	0.00 % 0.00 %
29,315.108	JANUS FDS PERKINS SMALL CAP VALUE FD CL I CUSIP: 47103C183	598,028.20 20.400 1.23 %	613,488.69 20.93	15,460.49-	3,430	0.57 % 0.00 %
14,757.406	OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	427,522.05 28.970 0.88 %	393,186.44 26.64	34,335.61	9,961	2.33 % 0.00 %
53,382.721	PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL CUSIP: 722005667	349,123.00 6.540 0.72 %	396,217.52 7.42	47,094.52-	106,338	30.46 % 0.00 %



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VAR VALUE IR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FEED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
52,099.168	PIMCO FDS PAC INVT MGMT SER INVT GRADE CORP BD FD INSTL CL CUSIP: 722005816	539,226.39 10.350 1.11 %	579,264.54 11.12	40,038.15-	28,498	5.28 % 0.00 %
19,694.762	SCHRODER FDS US SMALL & MIDCAP OPPORTUNITES FD IV CUSIP: 80809R204	225,701.97 11.460 0.46 %	242,872.00 12.33	17,170.03-	0	0.00 % 0.00 %
73,691.774	SENTINEL FDS SMALL CO FD INSTL CL CUSIP: 81728B825	549,003.72 7.450 1.13 %	433,262.95 5.88	115,740.77	0	0.00 % 0.00 %
118,502.201	TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL CUSIP: 880208400	1,465,872.23 12.370 3.02 %	1,581,000.00 13.34	115,127.77-	75,130	5.13 % 0.00 %
43,455.596	UNIFIED SER TR IRON STRATEGIC INCOME FD INSTL CL CUSIP: 90470K446	476,707.89 10.970 0.98 %	500,000.00 11.51	23,292.11-	21,945	4.60 % 0.00 %
TOTAL MUTUAL FUNDS			8,100,700.45	20,470.66-	334,631	4.14 %
PROPRIETARY FUNDS						
78,301.1	RIDGEWORTH FD-SEIX FLTG RT HIGH INCM I SHS #RGCJ CUSIP: 76628T678	677,304.52 8.650 1.39 %	727,400.04 9.29	50,095.52-	38,602	5.70 % 0.00 %
189,104.018	RIDGEWORTH FD-SEIX HIGH YIELD I SHS #RGCL CUSIP: 76628T645	1,779,468.81 9.410 3.66 %	1,600,000.00 8.46	179,468.81	138,046	7.76 % 0.00 %



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IR VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
TOTAL PROPRIETARY FUNDS		2,456,773.33	2,327,400.04	129,373.29	176,648	7.19 %
SCCELLANEOUS ASSETS						
1	CLASS ACTION PENDING BANK OF AMERICA CORP ON RCPT OF FINAL PMT CUSIP: 997001LP5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING DELL INC ON RCPT OF FINAL PMT CUSIP: 997001HY1	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING FANNIE MAE ON RCPT OF FINAL PMT CUSIP: 997000SS4	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
TOTAL MISCELLANEOUS ASSETS		0.00	0.00	0.00	0	0.00 %
INCIPAL PORTFOLIO TOTAL		48,071,214.84	33,778,074.20	14,293,140.64	1,568,194	3.23 %
INCOME PORTFOLIO						
INCOME CASH		530,308.76 1.09 %	530,308.76			



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AR VALUE	ASSET DESCRIPTION	MARKET VALUE	FED TAX COST	UNREALIZED	ESTIMATED	INCOME
R SHARES		MARKET PRICE	COST PER UNIT	GAIN/LOSS	ANNUAL	YIELD AT
		% OF MARKET		(FED TO MKT)	INCOME	MARKET/
						YIELD TO
						MATURITY

TOTAL ASSETS

48,601,525.61 5,658,302.57 14,233,160.64 5,568,192.33