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Form **990-PF**

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

OMB No 1545-0052

2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

THE DUBOSE & DOROTHY HEYWARD MEM FD#

A Employer identification number

13-6840999

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

Room/suite

B Telephone number (see instructions)

BNY Mellon, N A - P O Box 185

(212) 922-6636

City or town, state, and ZIP code

Pittsburgh

PA

15230-0185

C If exemption application is pending, check here ☐

G Check all that apply

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE 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 ☐I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 10,676,477**J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____

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

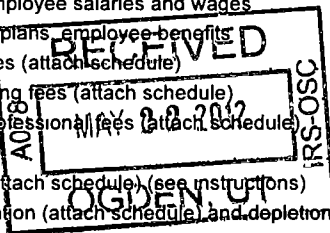
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	0	0		
4 Dividends and interest from securities	239,222	226,084		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	42,638			
b Gross sales price for all assets on line 6a	2,155,135			
7 Capital gain net income (from Part IV, line 2)		42,638		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	585,218	585,218	0	
12 Total. Add lines 1 through 11	867,078	853,940	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	67,932	30,569		37,363
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	111,838	78,287	0	33,551
b Accounting fees (attach schedule)	0	0	0	0
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see instructions)	27,345	6,516	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	1,194	444	0	750
24 Total operating and administrative expenses. Add lines 13 through 23	208,309	115,816	0	71,664
25 Contributions, gifts, grants paid	447,500			447,500
26 Total expenses and disbursements. Add lines 24 and 25	655,809	115,816	0	519,164
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	211,269			
b Net investment income (if negative, enter -0-)		738,124		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

SCANNED JUN 04 2012



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		0	0	
	2	Savings and temporary cash investments		358,088	298,265	1,898,265
	3	Accounts receivable	0			
		Less allowance for doubtful accounts	0	0	0	0
	4	Pledges receivable	0			
		Less allowance for doubtful accounts	0	0	0	0
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		0	0	0
	7	Other notes and loans receivable (attach schedule)	0			
		Less allowance for doubtful accounts	0	0	0	0
	8	Inventories for sale or use		0	0	
	9	Prepaid expenses and deferred charges			0	
	10 a	Investments—U S and state government obligations (attach schedule)		0	0	0
	b	Investments—corporate stock (attach schedule)		6,912,350	6,107,648	6,584,413
	c	Investments—corporate bonds (attach schedule)		1,105,580	2,171,258	2,193,799
	11	Investments—land, buildings, and equipment basis	0			
	Less accumulated depreciation (attach schedule)	0	0	0	0	
12	Investments—mortgage loans					
13	Investments—other (attach schedule)		0	0	0	
14	Land, buildings, and equipment basis	0				
	Less accumulated depreciation (attach schedule)	0	0	0	0	
15	Other assets (describe)		0	0	0	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		8,376,018	8,577,171	10,676,477	
Liabilities	17	Accounts payable and accrued expenses		0	0	
	18	Grants payable				
	19	Deferred revenue		0	0	
	20	Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21	Mortgages and other notes payable (attach schedule)		0	0	
	22	Other liabilities (describe)		0	0	
	23	Total liabilities (add lines 17 through 22)		0	0	
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		8,376,018	8,577,171	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)		8,376,018	8,577,171		
31	Total liabilities and net assets/fund balances (see instructions)		8,376,018	8,577,171		

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	8,376,018
2	Enter amount from Part I, line 27a	2	211,269
3	Other increases not included in line 2 (itemize)	3	0
4	Add lines 1, 2, and 3	4	8,587,287
5	Decreases not included in line 2 (itemize) ISHARE PARTNERSHIP INCOME ADJUSTMENT	5	10,116
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,577,171

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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 See Attached Statement				
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 0	0	0	0
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a 0	0	0	0
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	42,638
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	0

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	698,180	9,559,614	0.073034
2009	1,079,336	8,246,317	0.130887
2008	579,601	9,363,141	0.061902
2007	597,901	10,569,030	0.056571
2006	1,428,193	11,097,760	0.128692

2 Total of line 1, column (d)	2	0.451086
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	0.090217
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	11,053,763
5 Multiply line 4 by line 3	5	997,237
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,381
7 Add lines 5 and 6	7	1,004,618
8 Enter qualifying distributions from Part XII, line 4 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.	8	519,164

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

1 a 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	14,762
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	0
3 Add lines 1 and 2		3	14,762
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	14,762
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 14,317		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 0		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	14,317	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	445	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 0 Refunded ☐	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
4 a 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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY AG REG#03-93-21		
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? Website address ► N/A	13	X	
14	The books are in care of ► BNY MELLON, N A Telephone no ► (212) 922-6636 Located at ► P.O. BOX 185, PITTSBURGH, PA ZIP+4 ► 15230-0185			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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 ► 20____, 20____, 20____, 20____		
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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b**

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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
BNY Mellon, N A P O Box 185 Pittsburgh PA 15230-0185	TRUSTEE SEE ATTACHED	124,118	NONE	NONE
BNY Mellon, N A P O Box 185 Pittsburgh PA 15230-0185	TRUSTEE FEE REIMBURSEMENT	-56,186	N/A	N/A
	00	0	0	0
	00	0	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				

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

NONE

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0

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	0
Total. Add lines 1 through 3	▶ NONE

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	10,791,821
b	Average of monthly cash balances	1b	430,273
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	11,222,094
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	NONE
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	11,222,094
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	168,331
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,053,763
6	Minimum investment return. Enter 5% of line 5	6	552,688

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	552,688
2a	Tax on investment income for 2011 from Part VI, line 5	2a	14,762
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	14,762
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	537,926
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	537,926
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	537,926

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	519,164
b	Program-related investments—total from Part IX-B	1b	NONE
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	519,164
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	519,164

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				537,926
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years 20 ____, 20 ____, 20 ____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	890,673			
b From 2007	86,953			
c From 2008	138,286			
d From 2009	683,094			
e From 2010	224,632			
f Total of lines 3a through e	2,023,638			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 519,164				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount				519,164
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	18,762			18,762
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,004,876			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	871,911			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,132,965			
10 Analysis of line 9				
a Excess from 2007	86,953			
b Excess from 2008	138,286			
c Excess from 2009	683,094			
d Excess from 2010	224,632			
e Excess from 2011	0			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**N/A****1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling**b** Check box to indicate whether the foundation is a private operating foundation described in section☐ 4942(j)(3) or ☐ 4942(j)(5)**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed**b** 85% of line 2a**c** Qualifying distributions from Part XII, line 4 for each year listed**d** Amounts included in line 2c not used directly for active conduct of exempt activities**e** Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c**3** Complete 3a, b, or c for the alternative test relied upon**a** "Assets" alternative test—enter**(1)** Value of all assets**(2)** Value of assets qualifying under section 4942(j)(3)(B)(i)**b** "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed**c** "Support" alternative test—enter**(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)**(2)** Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)**(3)** Largest amount of support from an exempt organization**(4)** Gross investment income

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0				0
0	0	0	0	0
0				0
				0
0	0	0	0	0
				0
0				0
				0
				0
				0
				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:****a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d**a** The name, address, and telephone number of the person to whom applications should be addressed.

EDWIN LAYING C/O BNY MELLON 1290 AVE OF THE AMERICAS NEW YORK NY 10024

b The form in which applications should be submitted and information and materials they should include**LETTER FORM****c** Any submission deadlines

NONE

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

THEATRE, MUSIC PROGRAMS

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			▶ 3a	447,500
b Approved for future payment NONE				
Total			▶ 3b	NONE

Form **990-PF** (2011)

THE DUBOSE & DOROTHY HEYWARD MEM FD#

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

BROOKLYN ACADEMY OF MUSIC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

Name

NEW YORK CITY CENTER INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 15,000

Name

COLUMBIA UNIVERSITY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

Name

GLIMMERGLASS OPERA THEATER INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 35,000

Name

LINCOLN CENTER FOR THE PERFORMING ARTS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 15,000

Name

LINCOLN CENTER THEATER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 15,000

THE DUBOSE & DOROTHY HEYWARD MEM FD#

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

LYRIC THEATER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 10,000

Name

THE MACDOWELL COLONY INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 70,000

Name

MCCARTER THEATRE CENTRE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 10,000

Name

THE METROPOLITAN OPERA ASSOCIATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 10,000

Name

NEW YORK CITY BALLET

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

Name

NEW YORK PHILHARMONIC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

THE DUBOSE & DOROTHY HEYWARD MEM FD#

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

THE PEARL THEATRE COMPANY, INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 15,000

Name

PUBLIC THEATER/NEW YORK SHAKESPEARE FESTIVAL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 20,000

Name

SPANISH THEATER REPERTORY CO LTD

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 10,000

Name

TEATRO GRATTACIELO

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 15,000

Name

YALE UNIVERSITY VIVIAN PERLIS FUND

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

Name

THIRTEEN WNET NY-GREAT PERFORMANCES

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

THE DUBOSE & DOROTHY HEYWARD MEM FD#

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

JAZZ AT LINCOLN CENTER INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

Name

GEORGE STREET PLAYHOUSE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

Name

CONCERT ARTISTS GUILD

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

Name

CHARLESTON STAGE COMPANY INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

Name

CHARLESTON BALLET THEATRE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

Name

ARTS CONNECTION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

THE DUBOSE & DOROTHY HEYWARD MEM FD#

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SPOLETO FESTIVAL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 10,000

Name

GOTHAM CHAMBER OPERA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 10,000

Name

THEATER FOR A NEW AUDIENCE 4TH

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 20,000

Name

AMERICAN REPERTORY THEATER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 20,000

Name

NATIONAL DANCE INSTITUTE OF NEW MEXICO

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 2,500

Name

HOSPITAL AUDIENCES INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 15,000

THE DUBOSE & DOROTHY HEYWARD MEM FD#

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

FRIENDS OF KAREN

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 10,000

Name

THE BONE MARROW FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

Name

BREAST CANCER ACTION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

Name

NATIONAL WOMEN'S HEALTH NETWORK

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

Name

THE JACKSON LABORATORY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

Name

COKER COLLEGE MUSIC DEPARTMENT

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 20,000

THE DUBOSE & DOROTHY HEYWARD MEM FD#

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

THALIA SPANISH THEATER INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

Name

EMERGING ARTISTS THEATRE CO INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

Name

IRISH ARTS CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

Name

IRONDALE ENSEMBLE PROJECT

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

**Attachment to Form 990-PF Part VIII, Column (b) Title and average hours
per week devoted to position**

As Trustee, BNY Mellon, N.A. provides administrative services such as acting as investment manager for the named organization. These services require numerous individual bank employees' involvement in the activities of the organization and thus cannot be quantified on an hourly basis. Therefore, the Trustee's fees are not based upon an hourly basis but are calculated based upon factors such as the market value of the account and in accordance with our agreement with the client.

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
10585992950	DUBOSE & DOROTHY	G1151C101	ACCENTURE PLC-CL A	1,050 00	55,891 50	36,796 31
10585992950	DUBOSE & DOROTHY	G2554F113	COVIDEN PLC	1,010 00	45,460 10	39,917 37
10585992950	DUBOSE & DOROTHY	G491BT108	INVESCO LTD	2,590 00	52,033 10	43,820 98
10585992950	DUBOSE & DOROTHY	N6596X109	NXP SEMICONDUCTORS N V	2,480 00	38,117 60	74,989 44
10585992950	DUBOSE & DOROTHY	00206R102	AT&T INC	1,700 00	51,408 00	47,147 00
10585992950	DUBOSE & DOROTHY	00846U101	AGILENT TECHNOLOGIES INC	1,000 00	34,930 00	37,647 25
10585992950	DUBOSE & DOROTHY	9158106	AIR PRODS & CHEMS INC	670	57,077 30	67,971 50
10585992950	DUBOSE & DOROTHY	23135106	AMAZON COM INC	282	48,814 20	55,264 00
10585992950	DUBOSE & DOROTHY	37389103	A O N CORP	1,020 00	47,736 00	48,825 90
10585992950	DUBOSE & DOROTHY	37833100	APPLE INC	490	198,450 00	122,200 70
10585992950	DUBOSE & DOROTHY	54937107	B B & T CORPORATION	2,950 00	74,251 50	75,987 03
10585992950	DUBOSE & DOROTHY	05569M301	BNY MELLON INCOME STOCK-M	30,821 91	201,575 35	180,000 00
10585992950	DUBOSE & DOROTHY	05569M491	BNY MELLON MUNI OPPORT-M	23,682 00	301,235 15	283,000 00
10585992950	DUBOSE & DOROTHY	05569M509	BNY MELLON MID CAP STOCK-M	35,977 69	388,199 29	335,000 00
10585992950	DUBOSE & DOROTHY	05569M566	BNY MELLON INTERNAT APPREC-M	57,177 74	578,066 97	590,000 00
10585992950	DUBOSE & DOROTHY	05569M780	BNY MELLON S/T US GOV SECS-M	20,177 56	247,175 15	250,000 00
10585992950	DUBOSE & DOROTHY	05569M806	BNY MELLON SMALL CAP STK-M	27,361 52	283,191 83	295,346 19
10585992950	DUBOSE & DOROTHY	05569M830	BNY MELLON BOND FUND-M	48,341 87	643,913 80	636,114 21
10585992950	DUBOSE & DOROTHY	05569M855	BNY MELLON EMERGING MKTS-M	71,698 80	634,534 42	650,000 00
10585992950	DUBOSE & DOROTHY	56752108	BAIDU, INC	250	29,117 50	33,115 95
10585992950	DUBOSE & DOROTHY	060505AU8	BANK AMER CORP 5 125%	150,000 00	149,332 50	148,641 00
10585992950	DUBOSE & DOROTHY	13342B105	CAMERON INTERNATIONAL CORP	810	39,843 90	40,558 28
10585992950	DUBOSE & DOROTHY	143658300	CARNIVAL CORP	1,470 00	47,980 80	45,700 24
10585992950	DUBOSE & DOROTHY	149123101	CATERPILLAR INC	680	61,608 00	25,010 15
10585992950	DUBOSE & DOROTHY	150870103	CELANESE CORP -SER A	1,140 00	50,467 80	28,049 13
10585992950	DUBOSE & DOROTHY	15189T107	CENTERPOINT ENERGY INC	2,040 00	40,983 60	39,988 48
10585992950	DUBOSE & DOROTHY	166764100	CHEVRON CORPORATION	590	62,776 00	39,953 80
10585992950	DUBOSE & DOROTHY	172967424	CITIGROUP INC	2,255 00	59,329 05	90,499 06
10585992950	DUBOSE & DOROTHY	191216100	COCA - COLA CO	1,230 00	86,063 10	74,887 82
10585992950	DUBOSE & DOROTHY	22160K105	COSTCO WHSL CORP NEW	600	49,992 00	32,791 92
10585992950	DUBOSE & DOROTHY	244199105	DEERE & CO	640	49,504 00	35,411 01
10585992950	DUBOSE & DOROTHY	254687106	WALT DISNEY CO/THE	1,940 00	72,750 00	60,988 36
10585992950	DUBOSE & DOROTHY	260003108	DOVER CORP	930	53,986 50	57,708 36
10585992950	DUBOSE & DOROTHY	261967830	DREYFUS INFLTN ADJ SEC-INST	19,455 25	269,455 25	250,000 00
10585992950	DUBOSE & DOROTHY	261980494	DREYFUS EMG MKT DEBT LOC C-I	6,103 03	80,315 98	92,400 00
10585992950	DUBOSE & DOROTHY	261980759	DREYFUS HIGH YIELD-I	28,597 48	177,876 35	208,940 06
10585992950	DUBOSE & DOROTHY	261986582	DREYFUS GLOBAL REAL ES SEC-I	37,070 58	250,226 46	399,991 62
10585992950	DUBOSE & DOROTHY	26441C105	DUKE ENERGY CORP	1,890 00	41,580 00	38,005 44
10585992950	DUBOSE & DOROTHY	268648102	E M C CORP MASS	3,050 00	65,597 00	81,439 60
10585992950	DUBOSE & DOROTHY	278058102	EATON CORP	1,020 00	44,400 60	32,648 98
10585992950	DUBOSE & DOROTHY	302182100	EXPRESS SCRIPTS INC	1,180 00	52,734 20	55,043 81
10585992950	DUBOSE & DOROTHY	30231G102	EXXON MOBIL CORP	1,400 00	118,664 00	16,399 62
10585992950	DUBOSE & DOROTHY	35671D857	FREEMPORT MCMORAN COPPER & GO	860	31,639 40	7,735 70
10585992950	DUBOSE & DOROTHY	369604103	GENERAL ELECTRIC COMPANY	2,440 00	43,700 40	9,099 17

10585992950	DUBOSE & DOROTHY	37558103	GILEAD SCIENCES INC	1,050 00	42,976 50	42,733 85
10585992950	DUBOSE & DOROTHY	38143UAB7	GOLDMAN SACHS GROUP 5 15%	150,000 00	152,854 50	151,996 50
10585992950	DUBOSE & DOROTHY	406216101	HALLIBURTON CO	1,460 00	50,384 60	41,226 07
10585992950	DUBOSE & DOROTHY	437076102	HOME DEPOT INC	1,420 00	59,696 80	48,190 48
10585992950	DUBOSE & DOROTHY	438516106	HONEYWELL INTL INC	1,050 00	57,067 50	39,880 36
10585992950	DUBOSE & DOROTHY	459200101	INTERNATIONAL BUSINESS MACHI	640	117,583 20	68,688 45
10585992950	DUBOSE & DOROTHY	46428R107	ISHARES S&P GSCI COMMODITY-I	1,700 00	56,066 00	51,289 00
10585992950	DUBOSE & DOROTHY	46625H100	JP MORGAN CHASE & CO	1,750 00	58,187 50	63,557 55
10585992950	DUBOSE & DOROTHY	478160104	JOHNSON & JOHNSON	940	61,645 20	60,121 93
10585992950	DUBOSE & DOROTHY	478366107	JOHNSON CONTROLS INC	1,940 00	60,644 40	52,727 65
10585992950	DUBOSE & DOROTHY	48121A670	HIGHBRIDGE DYNAMIC COMM STRA	4,442 46	76,099 49	100,000 00
10585992950	DUBOSE & DOROTHY	50075N104	KRAFT FOODS INC CL A	1,990 00	74,346 40	53,363 12
10585992950	DUBOSE & DOROTHY	517834107	LAS VEGAS SANDS CORP	1,150 00	49,139 50	50,683 61
10585992950	DUBOSE & DOROTHY	565849106	MARATHON OIL CORP	1,140 00	33,367 80	32,234 33
10585992950	DUBOSE & DOROTHY	582839106	MEAD JOHNSON NUTRITION	560	38,488 80	39,506 47
10585992950	DUBOSE & DOROTHY	58933Y105	MERCK & CO INC	1,490 00	56,173 00	53,791 68
10585992950	DUBOSE & DOROTHY	59156R108	METLIFE INC	1,350 00	42,093 00	45,771 08
10585992950	DUBOSE & DOROTHY	63872T885	ASG GLOBAL ALTERNATIVES FUND	17,500 00	180,950 00	183,750 00
10585992950	DUBOSE & DOROTHY	693475105	PNC FINANCIAL SERVICES GROUP	1,300 00	74,971 00	73,031 98
10585992950	DUBOSE & DOROTHY	713448108	PEPSICO INC	690	45,781 50	34,803 60
10585992950	DUBOSE & DOROTHY	717081103	PFIZER INC	4,345 00	94,025 80	107,700 36
10585992950	DUBOSE & DOROTHY	718172109	PHILIP MORRIS INTERNAT-W/I	720	56,505 60	33,613 00
10585992950	DUBOSE & DOROTHY	726505100	PLAINS EXPLORATION & PR-W/I	1,070 00	39,290 40	22,303 62
10585992950	DUBOSE & DOROTHY	742718109	PROCTER & GAMBLE CO	1,390 00	92,726 90	77,984 88
10585992950	DUBOSE & DOROTHY	74733V100	QEP RESOURCES INC	1,120 00	32,816 00	32,924 57
10585992950	DUBOSE & DOROTHY	747525103	QUALCOMM INC	940	51,418 00	51,492 99
10585992950	DUBOSE & DOROTHY	779376102	ROVI CORP	1,090 00	26,792 20	54,984 88
10585992950	DUBOSE & DOROTHY	78356A160	RYDEX MANAGED FUTURES STRATE	697 4	16,786 51	18,000 00
10585992950	DUBOSE & DOROTHY	79466L302	SALESFORCE COM INC	490	49,715 40	43,247 69
10585992950	DUBOSE & DOROTHY	806857108	SCHLUMBERGER LTD	760	51,915 60	31,865 38
10585992950	DUBOSE & DOROTHY	816851109	SEMPRA ENERGY	960	52,800 00	44,687 90
10585992950	DUBOSE & DOROTHY	82481R106	SHIRE PLC	420	43,638 00	36,397 14
10585992950	DUBOSE & DOROTHY	857477103	STATE STREET CORP	1,580 00	63,689 80	53,274 09
10585992950	DUBOSE & DOROTHY	88076W103	TERADATA CORPORATION	1,420 00	68,884 20	47,898 46
10585992950	DUBOSE & DOROTHY	882508104	TEXAS INSTRUMENTS INC	1,290 00	37,551 90	41,161 32
10585992950	DUBOSE & DOROTHY	902973304	US BANCORP	1,940 00	52,477 00	43,124 46
10585992950	DUBOSE & DOROTHY	907818108	UNION PAC CORP	440	46,613 60	30,857 38
10585992950	DUBOSE & DOROTHY	913017109	UNITED TECHNOLOGIES CORP	820	59,933 80	36,093 53
10585992950	DUBOSE & DOROTHY	91913Y100	VALERO ENERGY CORP NEW	2,510 00	52,835 50	46,991 37
10585992950	DUBOSE & DOROTHY	92343VAC8	VERIZON COMMUNICATION 5 55%	150,000 00	171,640 50	150,166 50
10585992950	DUBOSE & DOROTHY	92343V104	VERIZON COMMUNICATIONS INC	1,120 00	44,934 40	36,149 67
10585992950	DUBOSE & DOROTHY	942683103	WATSON PHARMACEUTICALS INC	680	41,031 20	32,220 64
10585992950	DUBOSE & DOROTHY	949746101	WELLS FARGO & COMPANY	2,170 00	59,805 20	55,074 38
10585992950	DUBOSE & DOROTHY	988498101	YUM! BRANDS INC	1,130 00	66,681 30	48,808 09
10585992950	DUBOSE & DOROTHY	991061052	CRA (BNY MELLON, N A , MEMBE	30,173 53	30,173 53	30,173 53
10585992950	DUBOSE & DOROTHY	991061052	CRA (BNY MELLON, N A , MEMBE	73,625 39	73,625 39	73,625 39

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TOTAL FOR AC CT#10585992950		8,879,010 07		8,382,704 37	
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ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	
10570483200	DUBOSE & DOROTH	9D9995617	COPYRIGHT-DUBOSE HEYWARD	1	466,706 00
10570483200	DUBOSE & DOROTH	9D9995625	COPYRIGHT-DUBOSE HEYWARD	1	53,801 00
10570483200	DUBOSE & DOROTH	9D9995641	COPYRIGHT-DUBOSE HEYWARD	1	449
10570483200	DUBOSE & DOROTH	9D9995757	COPYRIGHT-DUBOSE HEYWARD	1	385,539 00
10570483200	DUBOSE & DOROTH	9D9995765	COPYRIGHT-DUBOSE HEYWARD	1	693,505 00
10570483200	DUBOSE & DOROTH	991061052	CRA (BNY MELLON, N.A., MEMBE	194,466 26	194,466 26
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TOTAL FOR AC CT#10570483200		1,794,466 26		194,466 26	

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Totals					
Short Term CG Distributions										37,363		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
										0		2,144,638		2,112,497		32,141	
										0		10,497		0		10,497	
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Cost, Other Basis and Expenses		Net Gain or Loss				
											Valuation Method	Expense of Sale and Cost of Improvements		Depreciation			
1	X	AT & T INC	00206R102			5/29/2008		1/1/2011	4,750	6,687			-1,937				
2	X	ACME PACKET INC	004764106			6/10/2011		9/27/2011	11,537	16,188			-4,651				
3	X	ACME PACKET INC	004764106			6/10/2011		11/30/2011	9,910	20,236			-10,326				
4	X	ACME PACKET INC	004764106			6/23/2011		11/30/2011	6,607	13,051			-6,444				
5	X	ACME PACKET INC	004764106			8/1/2011		11/30/2011	6,277	9,982			-3,705				
6	X	AGILENT TECHNOLOGIES INC	00846U101			12/9/2010		3/1/2011	12,778	11,000			1,778				
7	X	ALLSTATE CORP	020002101			2/3/2011		8/12/2011	9,146	11,261			-2,115				
8	X	ALLSTATE CORP	020002101			1/1/2011		11/8/2011	36,748	43,437			-6,689				
9	X	ALLSTATE CORP	020002101			2/3/2011		11/8/2011	8,460	10,010			-1,550				
10	X	AMERICAN EXPRESS CO	025816109			7/2/2010		8/12/2011	56,128	48,980			7,148				
11	X	AMGEN INC	031162100			8/12/2010		3/1/2011	35,978	36,662			-684				
12	X	APPLE INC	037833100			7/2/2010		8/19/2011	11,287	7,731			3,556				
13	X	AVON PRODUCTS INC	054303102			2/7/2006		1/1/2011	4,944	4,609			335				
14	X	AVON PRODUCTS INC	054303102			2/7/2006		3/23/2011	17,122	17,350			-228				
15	X	AVON PRODUCTS INC	054303102			2/7/2006		8/9/2011	16,742	21,688			-4,946				
16	X	BNY MELLON BOND FUND-M	05569M830			6/30/1986		8/23/2011	20,000	20,018			-18				
17	X	BAIDU, INC	056752108			7/15/2011		10/27/2011	15,124	15,850			-726				
18	X	BAIDU, INC	056752108			6/27/2011		10/27/2011	5,087	4,901			186				
19	X	BAXTER INTERNATIONAL INC	071813109			7/23/2010		10/28/2011	12,164	9,703			2,461				
20	X	BAXTER INTERNATIONAL INC	071813109			7/23/2010		12/15/2011	41,225	37,491			3,734				
21	X	CAMERON INTERNATIONAL C	13342B105			1/27/2011		9/28/2011	8,093	9,504			-1,411				
22	X	CAMERON INTERNATIONAL C	13342B105			1/28/2011		9/28/2011	2,743	3,195			-452				
23	X	CAMERON INTERNATIONAL C	13342B105			1/31/2011		9/28/2011	3,777	4,445			-668				
24	X	CAMERON INTERNATIONAL C	13342B105			2/1/2011		9/28/2011	5,845	7,039			-1,194				
25	X	CAMERON INTERNATIONAL C	13342B105			1/24/2011		9/28/2011	5,170	5,893			-723				
26	X	CARDINAL HEALTH INC	14149Y108			7/2/2010		10/20/2011	11,842	9,519			2,323				
27	X	CARDINAL HEALTH INC	14149Y108			7/2/2010		10/28/2011	44,039	32,976			11,063				
28	X	CATERPILLAR INC	149123101			4/5/2005		9/29/2011	9,006	5,379			3,627				
29	X	DREYFUS HIGH YIELD-I	261980759			12/21/2004		8/10/2011	55	67			-12				
30	X	DREYFUS HIGH YIELD-I	261980759			7/21/2005		8/10/2011	342	406			-64				
31	X	DREYFUS HIGH YIELD-I	261980759			7/21/2005		8/10/2011	636	754			-118				
32	X	DREYFUS HIGH YIELD-I	261980759			5/28/2004		8/10/2011	146,567	171,063			-24,496				
33	X	EMERSON ELECTRIC CO	291011104			5/29/2008		7/27/2011	56,398	65,370			-8,972				
34	X	EXXON MOBIL CORP	30231G102			9/14/1995		5/9/2011	26,593	6,165			20,428				
35	X	EXXON MOBIL CORP	30231G102			9/14/1995		10/26/2011	30,079	7,244			22,835				
36	X	EXXON MOBIL CORP	30231G102			3/2/1990		10/26/2011	3,520	515			3,005				
37	X	GENERAL ELECTRIC COMPAN	369604103			11/20/2008		9/29/2011	5,366	4,505			861				
38	X	GENERAL ELECTRIC COMPAN	369604103			11/10/1988		9/29/2011	4,103	970			3,133				
39	X	AFLAC INC	001055102			7/2/2010		2/1/2011	17,600	13,519			4,081				
40	X	AFLAC INC	001055102			7/2/2010		4/26/2011	45,245	36,632			8,613				
41	X	GOOGLE INC - CL A	38259P508			4/13/2007		3/24/2011	11,106	8,874			2,232				
42	X	GOOGLE INC - CL A	38259P508			4/13/2007		5/2/2011	18,350	15,879			2,471				
43	X	GOOGLE INC - CL A	38259P508			7/2/2010		6/27/2011	37,402	34,179			3,223				
44	X	HALLIBURTON CO	406216101			7/2/2010		2/3/2011	10,594	5,823			4,771				
45	X	HEWLETT PACKARD CO	428236103			11/11/2010		4/7/2011	17,293	18,008			-715				
46	X	HEWLETT PACKARD CO	428236103			7/2/2010		4/19/2011	32,924	35,537			-2,613				
47	X	GOOGLE INC - CL A	38259P508			4/13/2007		6/23/2011	11,471	11,209			262				
48	X	GOOGLE INC - CL A	38259P508			7/2/2010		6/23/2011	956	876			80				
49	X	HEWLETT PACKARD CO	428236103			11/11/2010		4/19/2011	1,190	1,286			-96				
50	X	HOME DEPOT INC	437076102			5/24/2004		7/5/2011	8,780	8,328			452				
51	X	HOSPIRA INC	441060100			2/15/2011		10/20/2011	23,373	45,038			-21,665				

			Amount		Totals									
Long Term CG Distributions			37,363		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss					
Short Term CG Distributions			0		10,497		2,112,497		32,141					
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
52	X	HOSPIRA INC	441060100			5/20/2011		10/20/2011	6,841	13,244				-6,403
53	X	INTEL CORP	458140100			10/29/2010		2/7/2011	11,085	10,460				625
54	X	INTEL CORP	458140100			10/29/2010		11/4/2011	9,950	8,614				1,336
55	X	INTEL CORP	458140100			8/11/2011		11/4/2011	10,661	9,348				1,313
56	X	INTEL CORP	458140100			7/2/2010		11/4/2011	18,952	15,374				3,578
57	X	INTEL CORP	458140100			4/14/2003		11/22/2011	20,916	15,327				5,589
58	X	INTEL CORP	458140100			7/2/2010		11/22/2011	6,507	5,381				1,126
59	X	INTERNATIONAL BUSINESS M	459200101			9/20/2010		5/12/2011	13,947	10,768				3,179
60	X	INTERNATIONAL GAME TECH	459902102			7/2/2010		7/5/2011	20,331	18,086				2,245
61	X	INTERNATIONAL GAME TECH	459902102			7/2/2010		7/6/2011	20,751	18,401				2,350
62	X	JP MORGAN CHASE & CO	46625H100			2/11/2011		11/8/2011	21,553	29,430				-7,877
63	X	JP MORGAN CHASE & CO	46625H100			7/2/2010		11/8/2011	6,842	7,264				-422
64	X	JUNIPER NETWORKS INC	48203R104			10/20/2010		2/7/2011	16,412	12,800				3,612
65	X	JUNIPER NETWORKS INC	48203R104			7/2/2010		2/7/2011	5,204	3,113				2,091
66	X	JUNIPER NETWORKS INC	48203R104			6/10/2011		6/10/2011	36,620	28,259				8,361
67	X	MERCK & CO INC	58933Y105			5/29/2008		2/15/2011	34,934	21,421				13,513
68	X	MICROSOFT CORPORATION	594918104			4/14/2003		4/1/2011	35,591	34,496				1,095
69	X	MORGAN STANLEY	617446448			7/20/2000		6/20/2011	33,602	115,016				-81,414
70	X	MORGAN STANLEY	617446448			7/2/2010		6/20/2011	10,529	10,804				-275
71	X	NEWFIELD EXPL CO	651290108			7/20/2011		12/21/2011	9,244	17,947				-8,703
72	X	NEWFIELD EXPL CO	651290108			6/21/2011		12/22/2011	20,557	36,087				-15,530
73	X	NEWFIELD EXPL CO	651290108			7/20/2011		12/22/2011	1,495	2,871				-1,376
74	X	OCCIDENTAL PETROLEUM C	674599105			7/2/2010		3/24/2011	10,605	8,191				2,414
75	X	OCCIDENTAL PETROLEUM C	674599105			7/2/2010		6/21/2011	35,388	26,583				8,805
76	X	PEPSICO INC	713448108			11/29/2004		3/1/2011	17,789	14,123				3,666
77	X	PHILIP MORRIS INTERNAT-W	718172109			11/20/2008		5/13/2011	33,063	18,593				14,470
78	X	PLAINS EXPLORATION & PR	726505100			7/2/2010		2/11/2011	11,169	6,253				4,916
79	X	QUESTAR CORP	748356102			7/2/2010		1/24/2011	14,074	12,062				2,012
80	X	QUESTAR CORP	748356102			7/2/2010		1/25/2011	16,305	14,199				2,106
81	X	SCHLUMBERGER LTD	806857108			5/24/2004		2/3/2011	10,627	3,495				7,132
82	X	SHIRE PLC	82481R106			3/14/2011		12/15/2011	12,803	11,322				1,481
83	X	QUESTAR CORP	748356102			7/2/2010		1/26/2011	2,974	2,596				378
84	X	QUESTAR CORP	748356102			7/2/2010		1/27/2011	1,747	1,527				220
85	X	SOUTHWESTERN ENERGY C	845467109			7/2/2010		7/20/2011	20,917	16,871				4,046
86	X	SOUTHWESTERN ENERGY C	845467109			7/2/2010		9/28/2011	16,585	18,021				-1,436
87	X	SOUTHWESTERN ENERGY C	845467109			9/22/2010		9/26/2011	15,879	14,492				1,387
88	X	QUESTAR CORP	748356102			7/2/2010		1/27/2011	1,223	1,065				158
89	X	TAIWAN SEMICONDUCTOR M	874039100			10/13/2010		5/5/2011	13,730	10,572				3,158
90	X	TAIWAN SEMICONDUCTOR M	874039100			10/13/2010		7/15/2011	15,527	13,398				2,129
91	X	TAIWAN SEMICONDUCTOR M	874039100			10/13/2010		7/19/2011	21,794	18,736				3,058
92	X	TARGET CORP	87612E106			7/2/2010		6/1/2011	44,990	45,733				-743
93	X	TARGET CORP	87612E106			2/25/2011		6/1/2011	9,780	10,499				-719
94	X	QUESTAR CORP	748356102			7/2/2010		1/28/2011	1,434	1,248				186
95	X	TARGET CORP 6.35% 1	87612EAC0			8/17/2001		1/15/2011	150,000	152,362				-2,362
96	X	TERADATA CORPORATION	88076W103			4/19/2011		5/2/2011	17,774	16,282				1,492
97	X	UNION PAC CORP	907818108			7/2/2010		9/28/2011	16,847	14,027				2,820
98	X	WAL MART STORES INC	931142103			5/29/2008		1/11/2011	23,801	25,139				-1,338
99	X	QUESTAR CORP	748356102			7/2/2010		1/31/2011	9,722	8,493				1,229
100	X	WAL MART STORES INC	931142103			7/2/2010		1/11/2011	8,114	7,226				888
101	X	WALGREEN CO	931422109			1/11/2011		10/28/2011	34,462	42,295				-7,833
102	X	WALGREEN CO	931422109			3/23/2011		10/28/2011	14,866	17,329				-2,463

Gross Sales	Cost, Other Basis and Expenses		Net Gain or Loss		
2,144,638	2,112,497		32,141		
10,497	0		10,497		
Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Depreciation	Net Gain or Loss
28,298	44,600				-16,302
12,439	10,005				2,434
622	475				147
8,411	5,686				2,725
10,965	8,599				2,366
35,270	36,121				-851
15,193	14,508				685
10,533	7,993				2,540
1,198	799				399
11,981	4,650				7,331
9,587	7,674				1,913
43,793	37,112				6,681
577					577
9,920					9,920

Line 11 (990-PF) - Other Income

		585,218	585,218	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	ROYALTY INCOME	585,218	585,218	
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 16a (990-PF) - Legal Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	111,838	78,287		33,551
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	6,516	6,516		
2	PRIOR YEAR EXCISE TAX DUE	9,963			
3	ESTIMATED EXCISE PAYMENTS	10,866			
4					
5					
6					
7					
8					
9					
10					
		27,345	6,516	0	0

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	1,194	444	0	750
1	STATE AG FEES	750				750
2	OTHER MISC FEES	8		8		0
3	ISHARES K-1 FEES	436		436		
4						
5						
6						
7						
8						
9						

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		1,105,580		2,171,258		1,138,454		2,193,799	
		Book Value		Book Value		FMV		FMV	
		Beg. of Year		End of Year		Beg. of Year		End of Year	
		1,105,580		2,171,258		1,138,454		2,193,799	
1	CORPORATE BONDS								
2									
3									
4									
5									
6									
7									
8									
9									
10									

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions														Amount		
Short Term CG Distributions														37,363		
														0		
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	0	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses	5,275
1	AT & T INC	00206R102		5/29/2008	1/11/2011	4,750	0	6,687	-1,937			0			-1,937	
2	ACME PACKET INC	004764106		6/10/2011	9/27/2011	11,537	0	16,188	-4,651			0			-4,651	
3	ACME PACKET INC	004764106		6/10/2011	11/30/2011	9,910	0	20,236	-10,326			0			-10,326	
4	ACME PACKET INC	004764106		6/23/2011	11/30/2011	6,607	0	13,051	-6,444			0			-6,444	
5	ACME PACKET INC	004764106		8/11/2011	11/30/2011	6,277	0	9,982	-3,705			0			-3,705	
6	AGILENT TECHNOLOGIES INC	00846U101		12/9/2010	3/11/2011	12,778	0	11,000	1,778			0			1,778	
7	ALLSTATE CORP	020002101		2/3/2011	8/12/2011	9,146	0	11,261	-2,115			0			-2,115	
8	ALLSTATE CORP	020002101		1/11/2011	11/8/2011	36,748	0	43,437	-6,689			0			-6,689	
9	ALLSTATE CORP	020002101		2/3/2011	11/8/2011	8,460	0	10,010	-1,550			0			-1,550	
10	AMERICAN EXPRESS CO	025816109		7/2/2010	8/12/2011	56,128	0	48,980	7,148			0			7,148	
11	AMGEN INC	031162100		8/12/2010	3/11/2011	35,978	0	36,662	-684			0			-684	
12	APPLE INC	037833100		7/2/2010	8/19/2011	11,287	0	7,731	3,556			0			3,556	
13	AVON PRODUCTS INC	054303102		2/7/2006	11/11/2011	4,944	0	4,609	335			0			335	
14	AVON PRODUCTS INC	054303102		2/7/2006	3/23/2011	17,122	0	17,350	-228			0			-228	
15	AVON PRODUCTS INC	054303102		2/7/2006	8/9/2011	16,742	0	21,688	-4,946			0			-4,946	
16	BNY MELLON BOND FUND-M	05569M830		6/30/1986	8/23/2011	20,000	0	20,018	-18			0			-18	
17	BAIDU INC	056752108		7/15/2011	10/27/2011	15,124	0	15,850	-726			0			-726	
18	BAIDU INC	056752108		6/27/2011	10/27/2011	5,087	0	4,901	186			0			186	
19	BAXTER INTERNATIONAL INC	071813109		7/23/2010	10/28/2011	12,164	0	9,703	2,461			0			2,461	
20	BAXTER INTERNATIONAL INC	071813109		7/23/2010	12/15/2011	41,225	0	37,491	3,734			0			3,734	
21	CAMERON INTERNATIONAL CORP	13342B105		1/27/2011	9/28/2011	8,093	0	9,504	-1,411			0			-1,411	
22	CAMERON INTERNATIONAL CORP	13342B105		1/28/2011	9/28/2011	2,743	0	3,195	-452			0			-452	
23	CAMERON INTERNATIONAL CORP	13342B105		1/31/2011	9/28/2011	3,777	0	4,445	-668			0			-668	
24	CAMERON INTERNATIONAL CORP	13342B105		2/1/2011	9/28/2011	5,845	0	7,039	-1,194			0			-1,194	
25	CAMERON INTERNATIONAL CORP	13342B105		1/24/2011	9/28/2011	5,170	0	5,893	-723			0			-723	
26	CARDINAL HEALTH INC	14149Y108		7/2/2010	10/20/2011	11,842	0	9,519	2,323			0			2,323	
27	CARDINAL HEALTH INC	14149Y108		7/2/2010	10/28/2011	44,039	0	32,976	11,063			0			11,063	
28	CATERPILLAR INC	149123101		4/5/2005	9/29/2011	9,006	0	5,379	3,627			0			3,627	
29	DREYFUS HIGH YIELD-I	261980759		12/21/2004	8/10/2011	55	0	67	-12			0			-12	
30	DREYFUS HIGH YIELD-I	261980759		7/21/2005	8/10/2011	342	0	406	-64			0			-64	
31	DREYFUS HIGH YIELD-I	261980759		7/21/2005	8/10/2011	636	0	754	-118			0			-118	
32	DREYFUS HIGH YIELD-I	261980759		5/28/2004	8/10/2011	146,567	0	171,063	-24,496			0			-24,496	
33	EMERSON ELECTRIC CO	291011104		5/29/2008	7/27/2011	56,398	0	65,370	-8,972			0			-8,972	
34	EXXON MOBIL CORP	30231G102		9/14/1995	5/9/2011	26,593	0	6,165	20,428			0			20,428	
35	EXXON MOBIL CORP	30231G102		9/14/1995	10/26/2011	30,079	0	7,244	22,835			0			22,835	
36	EXXON MOBIL CORP	30231G102		3/21/1990	10/26/2011	3,520	0	515	3,005			0			3,005	
37	GENERAL ELECTRIC COMPANY	369604103		11/20/2008	9/29/2011	5,366	0	4,505	861			0			861	
38	GENERAL ELECTRIC COMPANY	369604103		11/10/1988	9/29/2011	4,103	0	970	3,133			0			3,133	
39	AFLAC INC	001055102		7/2/2010	2/11/2011	17,600	0	13,519	4,081			0			4,081	
40	AFLAC INC	001055102		7/2/2010	4/26/2011	45,245	0	36,632	8,613			0			8,613	
41	GOOGLE INC - CL A	38259P508		4/13/2007	3/24/2011	11,106	0	8,874	2,232			0			2,232	
42	GOOGLE INC - CL A	38259P508		4/13/2007	5/2/2011	18,350	0	15,879	2,471			0			2,471	
43	GOOGLE INC - CL A	38259P508		7/2/2010	6/27/2011	37,402	0	34,179	3,223			0			3,223	
44	HALLIBURTON CO	406216101		7/2/2010	2/3/2011	10,594	0	5,823	4,771			0			4,771	
45	HEWLETT PACKARD CO	428236103		11/11/2010	4/7/2011	17,293	0	18,008	-715			0			-715	
46	HEWLETT PACKARD CO	428236103		7/2/2010	4/19/2011	32,924	0	35,537	-2,613			0			-2,613	
47	GOOGLE INC - CL A	38259P508		4/13/2007	6/23/2011	11,471	0	11,209	262			0			262	
48	GOOGLE INC - CL A	38259P508		7/2/2010	6/23/2011	956	0	876	80			0			80	
49	HEWLETT PACKARD CO	428236103		11/11/2010	4/19/2011	1,190	0	1,286	-96			0			-96	
50	HOME DEPOT INC	437076102		5/24/2004	7/5/2011	8,780	0	8,328	452			0			452	
51	HOSPIRA INC	441060100		2/15/2011	10/20/2011	23,373	0	45,038	-21,665			0			-21,665	
52	HOSPIRA INC	441060100		5/20/2011	10/20/2011	6,841	0	13,244	-6,403			0			-6,403	
53	INTEL CORP	458140100		10/29/2010	2/7/2011	11,085	0	10,460	625			0			625	
54	INTEL CORP	458140100		10/29/2010	11/4/2011	9,950	0	8,614	1,336			0			1,336	
55	INTEL CORP	458140100		8/11/2011	11/4/2011	10,661	0	9,348	1,313			0			1,313	
56	INTEL CORP	458140100		7/2/2010	11/4/2011	18,952	0	15,374	3,578			0			3,578	
57	INTEL CORP	458140100		4/14/2003	11/22/2011	20,916	0	15,327	5,589			0			5,589	
58	INTEL CORP	458140100		7/2/2010	11/22/2011	6,507	0	5,381	1,126			0			1,126	

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals	Amount		Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
							Long Term CG Distributions	Short Term CG Distributions							
							37,363	0							
59	INTERNATIONAL BUSINESS MACHINES	459200101		9/20/2010	5/12/2011				13,947	0	10,768	3,179	0	0	3,179
60	INTERNATIONAL GAME TECHNOLOGY	45902102		7/2/2010	7/5/2011				20,331	0	18,086	2,245	0	0	2,245
61	INTERNATIONAL GAME TECHNOLOGY	45902102		7/2/2010	7/6/2011				20,751	0	18,401	2,350	0	0	2,350
62	JP MORGAN CHASE & CO	46625H100		2/11/2011	1/18/2011				21,553	0	29,430	-7,877	0	0	-7,877
63	JP MORGAN CHASE & CO	46625H100		7/2/2010	1/18/2011				6,842	0	7,264	-422	0	0	-422
64	JUNIPER NETWORKS INC	48203R104		10/20/2010	2/7/2011				16,412	0	12,800	3,612	0	0	3,612
65	JUNIPER NETWORKS INC	48203R104		7/2/2010	2/7/2011				5,204	0	3,113	2,091	0	0	2,091
66	JUNIPER NETWORKS INC	48203R104		7/2/2010	6/10/2011				36,620	0	28,259	8,361	0	0	8,361
67	MERCK & CO INC	58933Y105		5/29/2008	2/15/2011				34,934	0	21,421	13,513	0	0	13,513
68	MICROSOFT CORPORATION	594918104		4/14/2003	4/12/2011				35,591	0	34,496	1,095	0	0	1,095
69	MORGAN STANLEY	617446448		7/20/2000	6/20/2011				33,802	0	115,016	-81,414	0	0	-81,414
70	MORGAN STANLEY	617446448		7/2/2010	6/20/2011				10,529	0	10,804	-275	0	0	-275
71	NEWFIELD EXPL CO	651290108		7/20/2011	12/21/2011				9,244	0	17,947	-8,703	0	0	-8,703
72	NEWFIELD EXPL CO	651290108		6/21/2011	12/22/2011				20,557	0	36,087	-15,530	0	0	-15,530
73	NEWFIELD EXPL CO	651290108		7/20/2011	12/22/2011				1,495	0	2,871	-1,376	0	0	-1,376
74	OCCIDENTAL PETROLEUM CORP	674599105		7/2/2010	3/24/2011				10,605	0	8,191	2,414	0	0	2,414
75	OCCIDENTAL PETROLEUM CORP	674599105		7/2/2010	6/21/2011				35,388	0	26,583	8,805	0	0	8,805
76	PEPSICO INC	713448108		11/29/2004	3/12/2011				17,789	0	14,123	3,666	0	0	3,666
77	PHILIP MORRIS INTERNAT-W/I	718172109		11/20/2008	5/13/2011				33,063	0	18,593	14,470	0	0	14,470
78	PLAINS EXPLORATION & PR-W/I	726505100		7/2/2010	2/11/2011				11,169	0	6,253	4,916	0	0	4,916
79	QUESTAR CORP	748356102		7/2/2010	12/4/2011				14,074	0	12,062	2,012	0	0	2,012
80	QUESTAR CORP	748356102		7/2/2010	12/5/2011				16,305	0	14,199	2,106	0	0	2,106
81	SCHLUMBERGER LTD	806857108		5/24/2004	2/3/2011				10,627	0	3,495	7,132	0	0	7,132
82	SHIRE PLC	82481R106		3/14/2011	12/15/2011				12,803	0	11,322	1,481	0	0	1,481
83	QUESTAR CORP	748356102		7/2/2010	12/6/2011				2,974	0	2,596	378	0	0	378
84	QUESTAR CORP	748356102		7/2/2010	12/7/2011				1,747	0	1,527	220	0	0	220
85	SOUTHWESTERN ENERGY CO	845467109		7/2/2010	9/28/2011				20,917	0	16,871	4,046	0	0	4,046
86	SOUTHWESTERN ENERGY CO	845467109		7/2/2010	9/28/2011				16,585	0	18,021	-1,436	0	0	-1,436
87	SOUTHWESTERN ENERGY CO	845467109		9/22/2010	9/28/2011				15,879	0	14,492	1,387	0	0	1,387
88	QUESTAR CORP	748356102		7/2/2010	12/7/2011				1,223	0	1,065	158	0	0	158
89	TAIWAN SEMICONDUCTOR MFG CO AD	874039100		10/13/2010	5/5/2011				13,730	0	10,572	3,158	0	0	3,158
90	TAIWAN SEMICONDUCTOR MFG CO AD	874039100		10/13/2010	7/15/2011				15,527	0	13,398	2,129	0	0	2,129
91	TAIWAN SEMICONDUCTOR MFG CO AD	874039100		10/13/2010	7/19/2011				21,794	0	18,736	3,058	0	0	3,058
92	TARGET CORP	87612E106		7/2/2010	6/12/2011				44,990	0	45,733	-743	0	0	-743
93	TARGET CORP	87612E106		2/25/2011	6/12/2011				9,780	0	10,499	-719	0	0	-719
94	QUESTAR CORP	748356102		7/2/2010	12/8/2011				1,434	0	1,248	186	0	0	186
95	TARGET CORP 6.35% 1/15/11	87612EAC0		8/17/2001	1/15/2011				150,000	0	152,362	-2,362	0	0	-2,362
96	TERADATA CORPORATION	88076W103		4/19/2011	5/2/2011				17,774	0	16,282	1,492	0	0	1,492
97	UNION PAC CORP	907818108		7/2/2010	9/29/2011				16,847	0	14,027	2,820	0	0	2,820
98	WAL MART STORES INC	931142103		5/29/2008	1/11/2011				23,801	0	25,139	-1,338	0	0	-1,338
99	QUESTAR CORP	748356102		7/2/2010	1/31/2011				9,722	0	8,493	1,229	0	0	1,229
100	WAL MART STORES INC	931142103		7/2/2010	1/11/2011				8,114	0	7,226	888	0	0	888
101	WALGREEN CO	931422109		1/11/2011	10/28/2011				34,462	0	42,295	-7,833	0	0	-7,833
102	WALGREEN CO	931422109		3/23/2011	10/28/2011				14,866	0	17,329	-2,463	0	0	-2,463
103	RIVERBED TECHNOLOGY INC	768573107		2/7/2011	8/11/2011				28,298	0	44,600	-16,302	0	0	-16,302
104	WATSON PHARMACEUTICALS INC	942683103		11/11/2010	5/20/2011				12,439	0	10,005	2,434	0	0	2,434
105	WATSON PHARMACEUTICALS INC	942683103		10/18/2010	5/20/2011				622	0	475	147	0	0	147
106	WATSON PHARMACEUTICALS INC	942683103		10/18/2010	9/30/2011				8,411	0	5,686	2,725	0	0	2,725
107	YUM! BRANDS INC	988498101		7/2/2010	2/25/2011				10,965	0	8,599	2,366	0	0	2,366
108	ZIMMER HOLDINGS INC	98956P102		7/7/2010	9/30/2011				35,270	0	36,121	-851	0	0	-851
109	ZIMMER HOLDINGS INC	98956P102		10/26/2010	9/30/2011				15,193	0	14,508	685	0	0	685
110	ACCENTURE PLC-CL A	G1151C101		8/11/2010	2/7/2011				10,533	0	7,993	2,540	0	0	2,540
111	ACCENTURE PLC-CL A	G1151C101		8/11/2010	6/28/2011				1,198	0	799	399	0	0	399
112	ACCENTURE PLC-CL A	G1151C101		5/27/2005	6/28/2011				11,981	0	4,650	7,331	0	0	7,331
113	COVIDIEN PLC	G2554F105		10/26/2010	2/15/2011				9,587	0	7,674	1,913	0	0	1,913
114	ACE LTD	H0023R105		7/2/2010	1/11/2011				43,793	0	37,112	6,681	0	0	6,681
115	ISHARES	46428R107		1/1/2011	12/25/2011				577	0	0	577	0	0	577
116	ISHARES	46428R107		1/1/2010	12/25/2011				9,920	0	0	9,920	0	0	9,920

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount		Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
	Long Term CG Distributions	Short Term CG Distributions									
	37,363	0									5,275
Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold							

67,932

[illegible]

Part

	0	0	0
	Benefits	Expense Account	Explanation
1	NONE	NONE	
2	N/A	N/A	
3			
4			
5			
6			
7			
8			
9			
10			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return		1	3,451
2 First quarter estimated tax payment	5/10/2011	2	5,400
3 Second quarter estimated tax payment	6/9/2011	3	4,500
4 Third quarter estimated tax payment	9/12/2011	4	966
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	0
7 Total		7	14,317