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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation CHARLES L. READ FOUNDATION C/O SAUL EISENBERG, TREASURER		A Employer identification number 22-6053510
Number and street (or P O box number if mail is not delivered to street address) 111 WOHSEEPPEE DRIVE	Room/suite	B Telephone number 973-373-5850
City or town, state, and ZIP code BAYSHORE, NY 11706		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2947724. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		100916.	100916.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<83792.>			
b Gross sales price for all assets on line 6a 2070727.					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		6366.	6366.		STATEMENT 2
12 Total Add lines 1 through 11		23490.	107282.		
13 Compensation of officers, directors, trustees, etc.		48000.	16001.		31759.
14 Other employee salaries and wages					
15 Pension plans and employee benefits					
16a Legal fees					
b Accounting fees		4500.	4500.		4500.
c Other professional fees					
17 Interest					
18 Taxes		261.	0.		0.
19 Depreciation and depletion					
20 Occupancy		3780.	3780.		3780.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		21714.	21083.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		78255.	45364.		40039.
25 Contributions, gifts, grants paid		135000.			135000.
26 Total expenses and disbursements. Add lines 24 and 25		213255.	45364.		175039.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<189765.>			
b Net investment income (if negative, enter -0-)			61918.		
c Adjusted net income (if negative, enter -0-)				N/A	

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CHARLES L. READ FOUNDATION

Form 990-PF (2011)

C/O SAUL EISENBERG, TREASURER

22-6053510

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	107559.	102259.	102259.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock	3064666.	2845465.	2845465.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	3172225.	2947724.	2947724.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3172225.	2947724.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	3172225.	2947724.		
31 Total liabilities and net assets/fund balances	3172225.	2947724.		

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	3172225.
2 Enter amount from Part I, line 27a	2	<189765.>
3 Other increases not included in line 2 (itemize) ▶	3	<34736.>
4 Add lines 1, 2, and 3	4	2947724.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2947724.

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Form 990-PF (2011)

CHARLES L. READ FOUNDATION

Form 990-PF (2011)

C/O SAUL EISENBERG, TREASURER

22-6053510

Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 2070727.		2154519.	<83792.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			
b			
c			
d			
e			<83792.>

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	<83792.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	186980.	3058119.	.061142
2009	188098.	3079398.	.061083
2008	212322.	3262943.	.065071
2007	221621.	3828429.	.057888
2006	205819.	4431584.	.046444

2 Total of line 1, column (d)	2	.291628
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	.058326
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3117410.
5 Multiply line 4 by line 3	5	181826.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	619.
7 Add lines 5 and 6	7	182445.
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	175039.

CHARLES L. READ FOUNDATION

Form 990-PF (2011)

C/O SAUL EISENBERG, TREASURER

22-6053510

Page 4

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1238.
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	1238.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	5	1238.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1941.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	1452.
7	Total credits and payments. Add lines 6a through 6d	7	3393.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2155.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6		X
7	X	
8a		
8b	X	
9		X
10		X

N/A

Form 990-PF (2011)

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 ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>SAUL EISENBERG</u> Telephone no. ▶ <u>631-666-6915</u> Located at ▶ <u>111 WOHSEEPEE DRIVE, BAYSHORE, NY</u> ZIP+4 ▶ <u>11706</u>	15	N/A	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 propoganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** **5b**

Organizations relying on a current notice regarding disaster assistance check here

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(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
KATHRYN GALTON 249 MILLBURN AVENUE MILLBURN, NJ 07041	SECY 5.00	12000.	0.	0.
RODGER K. HERRIGEL 249 MILLBURN AVENUE MILLBURN, NJ 07041	PRES 5.00	12000.	0.	0.
SAUL EISENBERG 249 MILLBURN AVENUE MILLBURN, NJ 07041	TREAS 5.00	12000.	0.	0.
RICHARD EISENBERG 249 MILLBURN AVENUE MILLBURN, NJ 07041	V.P 5.00	12000.	0.	0.

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

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

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

CHARLES L. READ FOUNDATION

Form 990-PF (2011)

C/O SAUL EISENBERG, TREASURER

22-6053510

Page 7

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3059974.
b	Average of monthly cash balances	1b	104909.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3164883.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3164883.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	47473.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3117410.
6	Minimum investment return. Enter 5% of line 5	6	155871.

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	155871.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1238.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1238.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	154633.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	154633.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	154633.

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	175039.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	175039.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	175039.

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				154633.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	40816.			
c From 2008	50609.			
d From 2009	35010.			
e From 2010	36192.			
f Total of lines 3a through e	162627.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 175039.				
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				154633.
e Remaining amount distributed out of corpus	20406.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	183033.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	183033.			
10 Analysis of line 9:				
a Excess from 2007	40816.			
b Excess from 2008	50609.			
c Excess from 2009	35010.			
d Excess from 2010	36192.			
e Excess from 2011	20406.			

CHARLES L. READ FOUNDATION

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)

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

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

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

NONE

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

NONE

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

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

SEE STATEMENT 6

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:

CHARLES L. READ FOUNDATION

Form 990-PF (2011)

C/O SAUL EISENBERG, TREASURER

22-6053510 Page 11

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
<p>a Paid during the year</p> <p>SEE ATTACHED SCHEDULE 249 MILLBURN AVENUE MILLBURN, NJ 07041</p>	<p>NONE</p>	<p>PUBLIC</p>	<p>FOR PURCHASE OF CAPITAL ITEMS</p>	
Total			▶ 3a	0.
<p>b Approved for future payment</p> <p>NONE</p>				
Total			▶ 3b	0.

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 .756 AMER INTL CW 21 WARRANT	P	01/20/11	01/28/11
b PNC BANK AC # 21-42-001-2004535			
c SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
d SANFORD BERNSTEIN AC 888-0872			
e SEE ATTACHED SCHEDULE ST NON COVERED	P	VARIOUS	VARIOUS
f SANFORD BERNSTEIN AC 888-0872			
g SEE ATTACHED SCHEDULE LT NON COVERED	P	VARIOUS	VARIOUS
h MORGAN STANLEY SEE ATTACHED			
i AC #AAA 317 0611389	P	VARIOUS	VARIOUS
j MORGAN STANLEY SEE ATTACHED			
k AC #AAA 317 0611389	P	VARIOUS	VARIOUS
l CAPITAL GAIN DIV	P	VARIOUS	VARIOUS
m			
n			
o			

(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 11.		13.	<2.>
b			0.
c 23211.		11685.	11526.
d			0.
e 439033.		410575.	28458.
f			0.
g 402169.		360059.	42110.
h			0.
i 208356.		281806.	<73450.>
j			0.
k 996768.		1090381.	<93613.>
l 1179.			1179.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			<2.>
b			0.
c			11526.
d			0.
e			28458.
f			0.
g			42110.
h			0.
i			<73450.>
j			0.
k			<93613.>
l			1179.
m			
n			
o			

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	<83792.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
CAPITAL GAIN DIV SANFORD BERNSTEIN	17937.	0.	17937.	
DIVIDEND INCOME PNC BANK AS CUSTODIAN	24768.	0.	24768.	
EQUITY DIVIDENDS S. BERNSTEIN	40921.	0.	40921.	
INTEREST INCOME PNC BANK AS CUSTODIAN	1305.	0.	1305.	
INTEREST INCOME SANFORD BERNSTEIN	11.	0.	11.	
MORGAN STANEY SMITH BARNEY INTEREST	130.	0.	130.	
MORGAN STANEY SMITH BARNEY ORD. DIV	15844.	0.	15844.	
TOTAL TO FM 990-PF, PART I, LN 4	100916.	0.	100916.	

FORM 990-PF	OTHER INCOME			STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
LIMITED PARTNERSHIP INCOME	6366.	6366.			
TOTAL TO FORM 990-PF, PART I, LINE 11	6366.	6366.			

FORM 990-PF	ACCOUNTING FEES				STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ACCOUNTING	4500.	0.			0.	
TO FORM 990-PF, PG 1, LN 16B	4500.	0.			0.	

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NJ EMPLOYMENT TAX	261.	0.		0.
TO FORM 990-PF, PG 1, LN 18	261.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PNC BANK CUSTODIAL FEE	3542.	0.		0.
BANK CHARGES	386.	0.		0.
SANFORD C BERNSTEIN MGT FEES	10083.	0.		0.
OFFICE EXPENSE	245.	0.		0.
MORGAN STANLEY ADVISORY FEE	7458.	0.		0.
TO FORM 990-PF, PG 1, LN 23	21714.	0.		0.

FORM 990-PF

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

STATEMENT 6

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

RODGER K HERRIGEL
249 MILLBURN AVENUE
MILLBURN , NJ 07041

TELEPHONE NUMBER

973- 379-5850

FORM AND CONTENT OF APPLICATIONS

APPLICANTS SHOULD SUBMIT A BRIEF RESUME OF ACTIVITIES FOR WHICH THE GRANT IS DESIRED. THE LATEST FINANCIAL STATEMENT AND COPY OF IRS EXEMPTION LETTER SHOULD BE SENT AT THE SAME TIME.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

Statement of Shareholder Receiving a Distribution of Stock

CHARLES L READ FOUNDATION (Account: 888-08702)

Statement of Shareowner
Receiving a Distribution of Stock
of Huntington Ingalls Industries, Inc
Filed Pursuant to Treasury Regulation Section 1 355-5(b)

1. The undersigned, a shareholder owning common stock of Northrop Grumman Corporation as of March 30 2011, the record date, received a distribution on March 31 2011, from Northrop Grumman Corporation shares of common stock of Huntington Ingalls Industries, Inc, a corporation controlled by Northrop Grumman Corporation to which Section 355 of the Internal Revenue code of 1986, as amended (the "Code"), applies

2. The names and addresses of the corporations involved are.

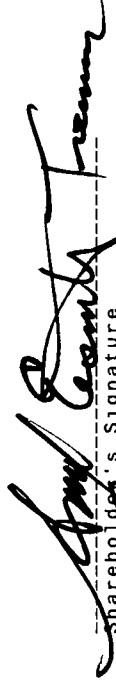
(a) Northrop Grumman Corporation
1840 Century Park East
Los Angeles, CA 90067

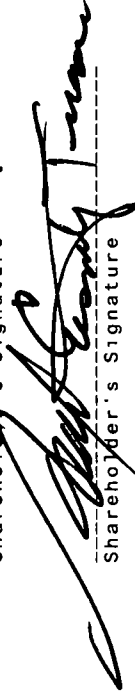
(b) Huntington Ingalls Industries, Inc
4101 Washington Avenue
Newport News, VA 23607

3. The undersigned surrendered no stock or securities of Northrop Grumman Corporation in the distribution

4. The undersigned received 18 shares of common stock of Huntington Ingalls Industries, Inc. in the distribution

5. Northrop Grumman Corporation has received a private letter ruling from the Internal Revenue Service to the effect that the distribution of shares of Huntington Ingalls Industries, Inc common stock qualifies as a tax-free distribution under section 355 of the Code


Shareholder's Signature


Shareholder's Signature

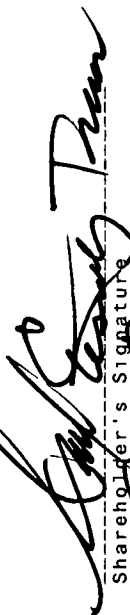
*** ATTACH TO YOUR U S FEDERAL INCOME TAX RETURN FOR THE TAX PERIOD 2011 ***

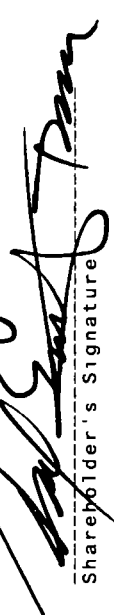
Statement of Shareholder Receiving a Distribution of Stock

CHARLES L. READ FOUNDATION (Account: 888-08702)

Statement of Shareowner
Receiving a Distribution of Stock
of Marathon Petroleum Corporation
Filed Pursuant to Treasury Regulation Section 1 355-5(b)

1. The undersigned, a shareholder owning common stock of Marathon Oil Corporation as of June 27 2011, the record date, received a distribution on July 01 2011, from Marathon Oil Corporation shares of common stock of Marathon Petroleum Corporation, a corporation controlled by Marathon Oil Corporation to which Section 355 of the Internal Revenue code of 1986, as amended (the "Code"), applies
2. The names and addresses of the corporations involved are.
 - (a) Marathon Oil Corporation
5555 San Felipe Road
Houston, TX 77056
 - (b) Marathon Petroleum Corporation
539 South Main Street
Findlay, OH 45840
3. The undersigned surrendered no stock or securities of Marathon Oil Corporation in the distribution
4. The undersigned received 95 shares of common stock of Marathon Petroleum Corporation in the distribution
5. Marathon Oil Corporation has received a private letter ruling from the Internal Revenue Service to the effect that the distribution of shares of Marathon Petroleum Corporation common stock qualifies as a tax-free distribution under section 355 of the Code


Shareholder's Signature


Shareholder's Signature

*** ATTACH TO YOUR U S FEDERAL INCOME TAX RETURN FOR THE TAX PERIOD 2011 ***

The Charles Read Foundation
 Schedule of Contributions to Exempt Organizations
 For the Year 2011

Exhibit C

Donee Organization	Location	Amount
Advocates for Victims of Assault	Frisco, CO	1,500
Alford Fire Department	Alford, MA	2,000
America's Grow a Row	Pittstown, NJ	500
Baptist Bible College	Clarks Summit, PA	1,000
Barrington Stage Co.	Pittsfield, MA	1,500
Berkshire Theatre Festival	Stockridge, MA	2,000
Chatham Emergency Squad	Chatham, NJ	500
Chatham United Methodist Church	Chatham, NJ	1,000
Cheshire Homes Inc.	Florham Park, NJ	1,000
Continental Divide Land Trust	Breckenridge, CO	500
Creativity for Peace	Santa Fe, NM	500
Deborah Hospital	Brown Mills, NJ	1,000
Discovery Eye Foundation	Los Angeles, CA	500
Drew University	Madison, NJ	4,000
E-Town	Boulder, CO	1,000
Fairview Hospital	Great Barrington, MA	2,500
Food Allergy & Anaphylaxis	Fairfax, VA	500
Freedom House	Glen Gardner, NJ	1,000
Grow it Green	Morristown, NJ	500
Independent College Fund of NJ	New Jersey	1,000
Interfaith Food Pantry	Morristown, NJ	2,500
International Rescue Committee	New York, NY	500
Liberty Science Center	Jersey City, NJ	2,000
Library of Chathams	Chatham, NJ	1,000
Little Sisters of the Poor	Totowa, NJ	1,000
Louise Adelia Read Memorial Library	Hancock, NY	7,500
Lovers of Fresh Ideas Arts Coalition	Boulder, CO	500
Madison Volunteer Ambulance Squad	Madison, NJ	500
Madison Public Library	Madison, NJ	500
Mahaiwe Performing Arts Center	Great Barrington, MA	2,000
Maine's First Ship	Phippsburg, ME	500
Maine's Island Trail	Rockland, ME	3,000
Maine Maritime Museum	Bath, ME	1,500
Mornstown Memorial Hospital FDN	Morristown, NJ	1,500
Mountain Top Museum	Breckenridge, CO	1,000
Museum of Early Trades & Crafts	Madison, NJ	2,500
Nat'l Jewish Hospital/Research Center	Denver, CO	2,000
Nevei Kodesh'	Boulder, CO	3,500
New Eyes for the Needy	Millburn, NJ	1,000
Overlook Hospital Foundation	Summit, NY	2,000
Papermill Playhouse	Millburn, NJ	500

The accompanying accountant's compilation letter is an integral part of this statement.

Thomas F. Howell
 Certified Public Accountant

The Charles Read Foundation
 Schedule of Contributions to Exempt Organizations
 For the Year 2011

Exhibit C

(continued)

Donee Organization	Location	Amount
PCCI	Newark, NJ	1,000
Philadelphia Bible University	Liberty Corner, NJ	500
Phippsburg Land Trust	Phippsburg, ME	500
Phippsburg Fire Department	Phippsburg, ME	1,500
Pine Tree Society	Bath, ME	1,000
Relay for Life	Needham, MA	500
Seeing Eye Inc.	Morristown, NJ	1,500
Senior Services of the Chathams	Chatham, NJ	1,000
Shakespeare Festival	Lenox, MA	2,500
Small Point Baptist Church	Small Point, ME	1,000
Small Point Summer School	Small Point, ME	1,500
South Huntington Jewish Center	South Huntington, NY	500
Southside Hospital	Bayshore, NY	4,000
St. Paul the Apostle Church	Hancock, NY	2,500
Sultana Projects Inc.	Chestertown, MD	1,000
Summit Foundation	Breckenridge, CO	4,500
Tanglewood	Lenox, MA	5,000
Teach Me	Hancock, NY	2,000
Totman Wallace Scholarship Fund	Phippsburg, ME	1,500
Trinity United Methodist Church	Newark, NJ	1,500
Trust & Agency Fund - Hancock Central School	Hancock, NY	32,000
UCC	Phippsburg, ME	1,000
United Methodist Church	Madison, NJ	1,500
United Methodist Church of Brunswick	Brunswick, ME	500
University of Virginia Law Foundation	Charlottesville, VA	2,000
Volunteers in Medicine	Great Barrington, MA	500
Wise Fool	Santa Fe, NM	500
Worton United Methodist Church	Worton, MD	1,000
		<u>135,000</u>
		<u>135,000</u>

The accompanying accountant's compilation letter is an integral part of this statement

Thomas F Howell
 Certified Public Accountant

Capital Gains Report

CHARLES L READ FOUNDATION (Account: 888-08702)

January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM NON-COVERED								
07/16/2010	01/03/2011	5	FREEMPORT-MCMORAN COPPER	122 01	61 77	610 04	308 87	301 17
08/19/2010	01/03/2011	2	FREEMPORT-MCMORAN COPPER	122 01	72 84	244 01	145 69	98 32
05/11/2010	01/05/2011	22	HEWLETT-PACKARD CO	43 77	49 15	963 03	1,081 26	-118 23
06/29/2010	01/11/2011	30	AT&T INC	27 88	24 54	836 51	736 31	100 20
07/19/2010	01/11/2011	45	AT&T INC	27 88	24 84	1,254 77	1,117 60	137 17
06/28/2010	01/11/2011	10	LEAR CORP	108 57	70 67	1,085 72	706 73	378 99
06/29/2010	01/14/2011	65	MICROSOFT CORP	28 05	23 52	1,823 44	1,528 88	294 56
10/20/2010	01/14/2011	35	SOUTHWESTERN ENERGY	39 34	34 61	1,376 95	1,211 32	165 63
05/04/2010	01/19/2011	35	COMCAST CORP-CL A	23 03	19 85	806 02	694 77	111 25
06/02/2010	01/19/2011	15	COMCAST CORP-CL A	23 03	18 34	345 44	275 06	70 38
08/19/2010	01/20/2011	6	FREEMPORT-MCMORAN COPPER	109 80	72 84	658 79	437 07	221 72
06/22/2010	01/20/2011	28	OVERLAY A PORTFOLIO	11 52	10 29	332 69	297 16	35 53
879 CLASS 1								
05/07/2010	01/25/2011	5	CABLEVISION SYS CORP	34 36	24 29	171 79	121 44	50 35
05/11/2010	01/25/2011	35	CABLEVISION SYS CORP	34 36	24 62	1,202 55	861 84	340 71
08/19/2010	01/25/2011	7	FREEMPORT-MCMORAN COPPER	105 46	72 84	738 20	509 91	228 29
10/26/2010	01/26/2011	95	NVIDIA CORP	24 66	11 94	2,342 97	1,134 54	1,208 43
09/27/2010	01/27/2011	18	AGRIUM INC	88 93	78 11	1,600 70	1,405 99	194 71
11/17/2010	01/27/2011	17	AGRIUM INC	88 93	78 95	1,511 78	1,342 15	169 63
03/23/2010	01/27/2011	45	GAP INC/THE	19 50	23 26	877 55	1,046 87	-169 32
03/31/2010	01/27/2011	30	GAP INC/THE	19 50	23 14	585 03	694 24	-109 21
12/16/2010	01/28/2011	6	POTASH CORP OF SASKATCHEWAN	174 41	139 04	1,046 46	834 24	212 22
10/20/2010	01/28/2011	25	SOUTHWESTERN ENERGY	39 24	34 61	981 11	865 23	115 88
05/10/2010	01/28/2011	20	TARGET CORP	54 46	56 67	1,089 15	1,133 42	-44 27
03/25/2010	02/01/2011	85	ALTRIA GROUP INC	23 59	20 56	2,005 43	1,747 35	258 08
09/02/2010	02/01/2011	23	CF INDUSTRIES HOLDINGS INC	137 39	93 53	3,160 06	2,151 26	1,008 80
02/03/2010	02/01/2011	45	FORD MOTOR CO	16 15	11 53	726 69	518 97	207 72
04/06/2010	02/01/2011	50	MICROSOFT CORP	27 92	29 33	1,396 13	1,466 41	-70 28
06/02/2010	02/07/2011	26	COMCAST CORP-CL A	23 47	18 34	610 09	476 78	133 31
09/20/2010	02/07/2011	15	DEERE & CO	94 33	73 31	1,414 89	1,099 58	315 31
04/23/2010	02/10/2011	25	FORD MOTOR CO	15 98	14 15	399 55	353 87	45 68
10/26/2010	02/10/2011	25	NVIDIA CORP	22 95	11 94	573 80	298 56	275 24
01/04/2011	02/10/2011	20	NVIDIA CORP	22 95	15 51	459 04	310 20	148 84
01/04/2011	02/14/2011	35	NVIDIA CORP	23 23	15 51	812 99	542 86	270 13
03/12/2010	02/14/2011	11	PEPSICO INC	63 28	65 07	696 06	715 75	-19 69
09/20/2010	02/15/2011	1	DEERE & CO	93 45	73 30	93 45	73 30	20 15
10/01/2010	02/15/2011	13	DEERE & CO	93 45	68 74	1,214 84	893 58	321 26
05/03/2010	02/16/2011	15	CAPITAL ONE FINANCIAL CORP	52 13	44 81	781 89	672 22	109 67
10/01/2010	02/16/2011	6	DEERE & CO	95 61	68 74	573 66	412 42	161 24
11/12/2010	02/16/2011	2	DEERE & CO	95 61	77 00	1,434 14	1,155 05	279 09
07/19/2010	02/17/2011	25	HONEYWELL INTERNATIONAL INC	57 42	40 17	1,435 54	1,004 16	431 38
06/29/2010	02/18/2011	45	MICROSOFT CORP	27 11	23 52	1,220 02	1,058 46	161 56
10/15/2010	02/18/2011	35	MICROSOFT CORP	27 11	25 32	948 91	886 25	62 66
11/09/2010	02/23/2011	12	EATON CORP	105 97	93 17	1,271 62	1,118 02	153 60
05/19/2010	02/23/2011	35	VERTEX PHARMACEUTICALS INC	43 92	37 19	1,537 07	1,301 69	235 38

Capital Gains Report

CHARLES L. READ FOUNDATION (Account: 888-08702)

January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
10/11/2010	02/23/2011	20	VERTEX PHARMACEUTICALS INC	43.92	34.92	878.32	698.36	179.96
04/23/2010	02/24/2011	50	FORD MOTOR CO	14.63	14.15	731.66	707.75	23.91
04/29/2010	02/24/2011	20	FORD MOTOR CO	14.63	13.58	292.66	271.55	21.11
05/24/2010	02/24/2011	50	SARA LEE CORP	17.10	14.38	855.00	719.20	135.80
06/16/2010	02/24/2011	150	SARA LEE CORP	17.10	14.77	2,565.00	2,216.03	348.97
11/09/2010	02/25/2011	14	EATON CORP	107.04	93.17	1,498.60	1,304.36	194.24
03/25/2010	03/01/2011	200	SAFEWAY INC	21.72	24.43	4,343.12	4,885.04	-541.92
03/30/2010	03/01/2011	50	SAFEWAY INC	21.72	24.95	1,085.78	1,247.44	-161.66
07/09/2010	03/03/2011	6	AMAZON COM INC	173.44	116.39	1,040.62	698.37	342.25
07/13/2010	03/03/2011	1	AMAZON COM INC	173.44	122.82	173.44	122.82	50.62
05/13/2010	03/03/2011	20	**ASTRAZENECA PLC-SPONS ADR	48.47	43.12	969.40	862.33	107.07
03/25/2010	03/03/2011	15	ALTRIA GROUP INC	25.47	20.56	381.98	308.36	73.62
09/27/2010	03/03/2011	30	ALTRIA GROUP INC	25.47	24.05	763.96	721.54	42.42
10/05/2010	03/03/2011	30	**ACCENTURE PLC-CL A	52.73	44.58	1,581.90	1,337.51	244.39
11/19/2010	03/03/2011	15	ALLERGAN INC	73.00	68.51	1,095.00	1,027.68	67.32
01/03/2011	03/03/2011	25	AON CORP	51.97	46.18	1,299.24	1,154.51	144.73
01/05/2011	03/03/2011	20	ARCHER-DANIELS-MIDLAND CO	37.20	30.48	744.00	609.64	134.36
05/04/2010	03/03/2011	30	BROADCOM CORP-CL A	42.32	33.41	846.45	668.26	178.19
05/25/2010	03/03/2011	30	**BUNGE LTD	72.14	46.14	2,164.21	1,384.17	780.04
09/24/2010	03/03/2011	20	CITRIX SYSTEMS INC	70.63	70.38	1,412.58	1,407.68	4.90
10/12/2010	03/03/2011	5	CITRIX SYSTEMS INC	70.63	57.10	353.14	285.52	67.62
05/06/2010	03/03/2011	90	CONSTELLATION ENERGY GROUP	30.67	34.81	2,760.22	3,133.30	-373.08
04/22/2010	03/03/2011	12	COSTCO WHOLESALE CORP	72.37	59.73	868.40	716.82	151.58
10/13/2010	03/03/2011	15	CENTURYLINK INC	40.55	40.11	608.25	601.58	6.67
05/12/2010	03/03/2011	1	CME GROUP INC	310.94	330.71	310.94	330.71	-19.77
05/12/2010	03/03/2011	3	CME GROUP INC	310.94	330.71	932.82	992.13	-59.31
08/27/2010	03/03/2011	1	CME GROUP INC	310.94	254.73	310.94	254.73	56.21
05/03/2010	03/03/2011	15	CAPITAL ONE FINANCIAL CORP	49.00	44.81	734.96	672.21	62.75
08/31/2010	03/03/2011	5	CAPITAL ONE FINANCIAL CORP	49.00	38.15	244.99	190.76	54.23
08/31/2010	03/03/2011	10	CAPITAL ONE FINANCIAL CORP	49.00	38.15	489.98	381.52	108.46
05/06/2010	03/03/2011	10	CELGENE CORP	54.01	59.92	540.10	599.18	-59.08
05/05/2010	03/03/2011	25	COMERICA INC	38.85	42.39	971.25	1,059.77	-88.52
09/03/2010	03/03/2011	25	DELL INC	15.73	12.54	393.27	313.48	79.79
04/06/2010	03/03/2011	95	DELTA AIR LINES INC	10.31	14.55	978.98	1,382.54	-403.56
04/06/2010	03/03/2011	80	DELTA AIR LINES INC	10.31	14.55	824.40	1,164.25	-339.85
04/27/2010	03/03/2011	25	DIRECTV-CLASS A	46.48	36.35	1,161.93	908.69	253.24
11/12/2010	03/03/2011	8	DEERE & CO	93.01	77.70	744.11	621.61	122.50
05/04/2010	03/03/2011	20	DOW CHEMICAL	37.83	29.73	756.56	594.59	161.97
12/22/2010	03/03/2011	40	DOW CHEMICAL	37.83	34.15	1,513.11	1,366.08	147.03
12/07/2010	03/03/2011	20	EDISON INTERNATIONAL	37.89	38.59	757.80	771.84	-14.04
05/04/2010	03/03/2011	18	EOG RESOURCES INC	110.91	109.42	1,996.32	1,969.55	26.77
02/01/2011	03/03/2011	10	EMERSON ELECTRIC CO	60.50	59.37	604.97	593.66	11.31
10/06/2010	03/03/2011	6	FLOWERVE CORPORATION	129.96	109.97	779.76	659.80	119.96
04/20/2010	03/03/2011	25	FORD MOTOR CO	14.80	13.85	369.97	346.32	23.65
04/20/2010	03/03/2011	115	FORD MOTOR CO	14.80	13.85	1,701.86	1,593.04	108.82
04/29/2010	03/03/2011	45	FORD MOTOR CO	14.80	13.58	665.95	610.99	54.96
04/29/2010	03/03/2011	10	FORD MOTOR CO	14.80	13.58	147.99	135.77	12.22
05/10/2010	03/03/2011	20	FORD MOTOR CO	14.80	12.20	295.97	243.99	51.98
05/10/2010	03/03/2011	55	FORD MOTOR CO	14.80	12.20	813.93	670.99	142.94

Capital Gains Report

CHARLES L. READ FOUNDATION (Account. 888-08702)

January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/14/2010	03/03/2011	225	FIFTH THIRD BANCORP	14 08	13 60	3,168 88	3,059 05	109 83
07/16/2010	03/03/2011	9	GOLDMAN SACHS GROUP INC	164 84	150 08	1,483 54	1,350 73	132 81
07/21/2010	03/03/2011	7	GOLDMAN SACHS GROUP INC	164 84	149 57	1,153 87	1,047 00	106 87
07/27/2010	03/03/2011	7	GOLDMAN SACHS GROUP INC	164 84	147 77	1,153 86	1,034 39	119 47
08/04/2010	03/03/2011	1	GOLDMAN SACHS GROUP INC	164 84	153 97	164 84	153 97	10 87
03/31/2010	03/03/2011	20	GAP INC/THE	21 75	23 14	435 00	462.82	-27 82
07/07/2010	03/03/2011	25	GAP INC/THE	21 75	19 40	543 75	484 93	58 82
04/08/2010	03/03/2011	10	GOODRICH CORP	87 26	70 26	872 56	702 63	169 93
07/19/2010	03/03/2011	5	HONEYWELL INTERNATIONAL INC	57 36	40 17	286 79	200 83	85 96
11/29/2010	03/03/2011	25	HONEYWELL INTERNATIONAL INC	57 36	49 52	1,433 92	1,237 98	195 94
07/26/2010	03/03/2011	20	HESS CORP	84 90	52 55	1,697 98	1,051 10	646 88
05/11/2010	03/03/2011	3	HEWLETT-PACKARD CO	43 21	49 15	129 64	147.44	-17 80
05/26/2010	03/03/2011	16	HEWLETT-PACKARD CO	43 21	46 25	691 42	740.02	-48 60
08/25/2010	03/03/2011	20	JUNIPER NETWORKS INC	43 67	26 49	873 33	529 71	343 62
06/21/2010	03/03/2011	40	JOHNSON & JOHNSON	61 13	59 41	2,445 32	2,376 24	69 08
06/29/2010	03/03/2011	10	JOHNSON & JOHNSON	61 13	59 10	611 33	591 02	20 31
07/30/2010	03/03/2011	35	KIMBERLY-CLARK CORP	65.26	63 97	2,284.03	2,238 96	45 07
10/01/2010	03/03/2011	10	KIMBERLY-CLARK CORP	65.26	65 08	652 58	650 81	1 77
11/03/2010	03/03/2011	35	LIMITED BRANDS INC	32 06	29 65	1,122 10	1,037 67	84 43
04/21/2010	03/03/2011	45	LOWE'S COS INC	26 27	26 67	1,182 25	1,200 19	-17 94
05/05/2010	03/03/2011	50	LOWE'S COS INC	26 27	26 79	1,313 61	1,339 56	-25 95
08/06/2010	03/03/2011	25	MONSANTO CO	71 84	60 42	1,796 00	1,510 47	285 53
05/20/2010	03/03/2011	35	MARATHON OIL CORP	52 06	31 72	1,822 02	1,110 20	711 82
04/06/2010	03/03/2011	15	NOBLE ENERGY INC	92 43	76 19	1,386 47	1,142 89	243 58
06/24/2010	03/03/2011	45	NEWS CORP	17 67	12 94	795 34	582 10	213 24
03/23/2010	03/03/2011	10	NEWFIELD EXPLORATION CO	70 23	50 51	702 31	505 08	197.23
07/29/2010	03/03/2011	8	NORTHROP GRUMMAN CORP	67 63	59 28	541 05	474 23	66 82
06/10/2010	03/03/2011	4	OCCIDENTAL PETROLEUM CORP	103 27	82 53	413 09	330 11	82 98
09/23/2010	03/03/2011	45	ORACLE CORP	32 99	27 35	1,484 74	1,230 85	253 89
09/28/2010	03/03/2011	30	ORACLE CORP	32 99	27 04	989 83	178 72	811 11
08/17/2010	03/03/2011	5	PARKER HANNIFIN CORP	89 66	65 41	2,689 71	1,962 32	727 39
08/19/2010	03/03/2011	5	PARKER HANNIFIN CORP	89 66	63 76	448 28	318 79	129 49
08/19/2010	03/03/2011	5	PARKER HANNIFIN CORP	89 66	63 76	448 28	318 79	129 49
12/07/2010	03/03/2011	13	PARKER HANNIFIN CORP	89 66	85 28	1,165 54	1,108 62	56 92
12/07/2010	03/03/2011	3	PARKER HANNIFIN CORP	89 66	85 28	268 97	255 84	13 13
01/27/2011	03/03/2011	20	QUALCOMM INC	58 73	54 96	1,174 58	1,099 20	75 38
01/10/2011	03/03/2011	11	RELIANCE STEEL & ALUMINUM	56 09	53 24	616 99	585 67	31 32
12/23/2010	03/03/2011	13	STANLEY BLACK & DECKER INC	75 78	67 13	985 15	872 68	112 47
10/20/2010	03/03/2011	5	SOUTHWESTERN ENERGY	37 87	34 61	189 36	173 04	16 32
11/10/2010	03/03/2011	20	SOUTHWESTERN ENERGY	37 87	37 92	757 43	758 46	-1 03
09/07/2010	03/03/2011	45	STARBUCKS CORP	33 03	24 81	1,486 22	1,116 44	369 78
10/07/2010	03/03/2011	5	STARBUCKS CORP	33 03	26 00	165 13	129 99	35 14
08/13/2010	03/03/2011	30	UNITED PARCEL SERVICE-CL B	73 59	64 59	2,207 72	1,937 57	270 15
12/10/2010	03/03/2011	20	VIACOM INC-CLASS B	45 97	39 36	919 40	787 21	132 19
06/14/2010	03/03/2011	25	VODAFONE GROUP PLC-SP ADR	29 52	20 89	737 94	522.18	215.76
04/16/2010	03/03/2011	35	WELLS FARGO & COMPANY	32 44	32 55	1,135.50	1,139 19	-3 69
06/22/2010	03/03/2011	8,929	OVERLAY A PORTFOLIO	11 86	10 29	105,900.00	91,881 20	14,018 80
		174	CLASS 1					
06/22/2010	03/03/2011	1,462	OVERLAY B PORTFOLIO	10 77	10 34	15,750 00	15,121 17	628.83

Capital Gains Report

CHARLES L. READ FOUNDATION (Account: 888-08702)

January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
		396	CLASS 1					
04/08/2010	03/11/2011	8	GOODRICH CORP	83.65	70.26	669.18	562.11	107.07
04/09/2010	03/11/2011	1	GOODRICH CORP	83.65	70.97	83.65	70.97	12.68
12/16/2010	03/11/2011	18	***POTASH CORP OF SASKATCHEWAN	54.26	46.35	976.64	834.23	142.41
12/20/2010	03/11/2011	3	***POTASH CORP OF SASKATCHEWAN	54.26	46.50	162.77	139.51	23.26
08/27/2010	03/17/2011	1	CME GROUP INC	286.88	254.73	286.88	254.73	32.15
10/28/2010	03/17/2011	2	CME GROUP INC	286.88	286.36	573.76	572.72	1.04
10/28/2010	03/17/2011	2	CME GROUP INC	286.88	286.36	573.76	572.72	1.04
10/04/2010	03/17/2011	45	CISCO SYSTEMS INC	17.00	21.67	765.01	975.06	-210.05
06/14/2010	03/17/2011	80	***VODAFONE GROUP PLC-SP ADR	27.73	20.89	2,218.42	1,670.98	547.44
04/22/2010	03/18/2011	13	COSTCO WHOLESALE CORP	70.47	59.74	916.07	776.56	139.51
01/19/2011	03/18/2011	30	KROGER CO	23.55	21.46	706.64	643.70	62.94
03/23/2010	03/18/2011	7	NEWFIELD EXPLORATION CO	72.06	50.51	504.42	353.55	150.87
05/12/2010	03/22/2011	6	***ALCON INC	164.51	151.50	987.08	909.02	78.06
07/26/2010	03/23/2011	5	HESS CORP	81.28	52.56	406.42	262.78	143.64
11/18/2010	03/23/2011	13	HESS CORP	81.28	70.15	1,056.70	911.95	144.75
03/23/2010	03/23/2011	13	NEWFIELD EXPLORATION CO	73.66	50.51	957.54	656.60	300.94
09/27/2010	03/23/2011	4	NEWFIELD EXPLORATION CO	73.66	55.82	294.63	223.28	71.35
09/03/2010	03/24/2011	55	DELL INC	15.20	12.54	836.16	689.66	146.50
04/06/2010	03/24/2011	25	DELTA AIR LINES INC	9.99	14.55	249.83	363.83	-114.00
11/09/2010	03/24/2011	110	DELTA AIR LINES INC	9.99	13.87	1,099.27	1,526.08	-426.81
10/11/2010	03/24/2011	34	KOHL'S CORP	52.62	53.97	1,789.01	1,835.12	-46.11
10/13/2010	03/24/2011	5	KOHL'S CORP	52.62	53.22	263.09	266.09	-3.00
06/10/2010	03/24/2011	7	OCCIDENTAL PETROLEUM CORP	99.80	82.53	698.61	577.68	120.93
07/09/2010	03/24/2011	4	OCCIDENTAL PETROLEUM CORP	99.80	81.16	399.20	324.65	74.55
02/01/2011	03/28/2011	20	EMERSON ELECTRIC CO	57.50	59.37	1,150.02	1,187.32	-37.30
02/08/2011	03/28/2011	30	EMERSON ELECTRIC CO	57.50	61.31	1,725.03	1,839.37	-114.34
02/18/2011	03/28/2011	15	EMERSON ELECTRIC CO	57.50	61.89	862.52	928.30	-65.78
02/17/2011	03/28/2011	8	MCKESSON CORP	79.79	79.89	638.33	639.12	-0.79
08/31/2010	03/29/2011	25	CAPITAL ONE FINANCIAL CORP	51.47	38.15	1,286.75	953.79	332.96
11/09/2010	04/01/2011	65	ALCOA INC	17.48	14.05	1,136.41	913.13	223.28
10/04/2010	04/04/2011	5	CISCO SYSTEMS INC	17.04	21.67	85.21	108.34	-23.13
10/08/2010	04/04/2011	25	CISCO SYSTEMS INC	17.04	22.42	426.07	560.39	-134.32
02/17/2011	04/05/2011	13	MCKESSON CORP	78.96	79.89	1,026.43	1,038.56	-12.13
05/05/2010	04/06/2011	20	COMERICA INC	37.30	42.39	746.09	847.82	-101.73
05/07/2010	04/06/2011	25	COMERICA INC	37.30	40.26	932.62	1,006.56	-73.94
11/09/2010	04/06/2011	8	EATON CORP	55.40	46.58	443.22	372.68	70.54
11/24/2010	04/06/2011	20	EATON CORP	55.40	48.93	1,108.06	978.58	129.48
12/10/2010	04/07/2011	14	HONEYWELL INTERNATIONAL INC	58.70	51.85	821.83	725.93	95.90
10/19/2010	04/11/2011	25	***CARNIVAL CORP	37.70	39.27	942.44	981.66	-39.22
10/19/2010	04/11/2011	10	***CARNIVAL CORP	37.70	39.27	376.98	392.67	-15.69
10/29/2010	04/11/2011	5	***CARNIVAL CORP	37.70	42.86	188.49	214.29	-25.80
10/29/2010	04/11/2011	20	***CARNIVAL CORP	37.70	42.86	753.95	857.16	-103.21
12/13/2010	04/11/2011	5	***CARNIVAL CORP	37.70	43.60	188.49	217.99	-29.50
12/13/2010	04/11/2011	15	***CARNIVAL CORP	37.70	43.60	565.46	653.96	-88.50
12/10/2010	04/12/2011	6	HONEYWELL INTERNATIONAL INC	57.49	51.85	344.97	311.11	33.86
01/27/2011	04/12/2011	15	HONEYWELL INTERNATIONAL INC	57.49	55.67	862.42	835.01	27.41
01/03/2011	04/13/2011	10	AON CORP	52.45	46.18	524.53	461.81	62.72
02/14/2011	04/13/2011	5	AON CORP	52.45	50.26	262.27	251.30	10.97

Capital Gains Report

CHARLES L. READ FOUNDATION (Account: 888-08702)

January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
11/03/2010	04/13/2011	15	LIMITED BRANDS INC	37.77	29.65	566.55	444.72	121.83
11/10/2010	04/13/2011	15	LIMITED BRANDS INC	37.77	31.65	566.54	474.81	91.73
06/22/2010	04/13/2011	22	OVERLAY A PORTFOLIO	11.75	10.29	266.05	233.00	33.05
		643	CLASS 1					
09/22/2010	04/15/2011	70	DELL INC	14.96	12.58	1,046.95	880.86	166.09
05/07/2010	04/15/2011	25	TIME WARNER INC	35.95	30.76	898.86	768.94	129.92
04/27/2010	04/19/2011	15	DIRECTV-CLASS A	45.97	36.35	689.54	545.22	144.32
12/15/2010	04/20/2011	21	ROVI CORP	49.60	56.51	1,041.63	1,186.78	-145.15
01/31/2011	04/20/2011	5	ROVI CORP	49.60	62.13	248.01	310.65	-62.64
10/13/2010	04/21/2011	35	KOHL'S CORP	52.00	53.22	1,820.01	1,862.59	-42.58
01/20/2011	04/21/2011	9	ROCKWELL AUTOMATION INC	95.09	74.75	855.77	672.75	183.02
02/14/2011	04/25/2011	25	AON CORP	52.22	50.26	1,305.47	1,256.49	48.98
02/18/2011	04/25/2011	18	AON CORP	52.22	52.61	939.93	947.01	-7.08
04/27/2010	04/25/2011	15	DIRECTV-CLASS A	47.14	36.35	707.15	545.21	161.94
04/07/2011	04/28/2011	35	HCA HOLDINGS INC	32.63	33.49	1,142.19	1,172.20	-30.01
01/20/2011	04/28/2011	12	ROCKWELL AUTOMATION INC	89.48	74.75	1,073.71	897.00	176.71
02/01/2011	04/28/2011	9	ROCKWELL AUTOMATION INC	89.48	81.67	805.29	735.02	70.27
07/02/2010	05/03/2011	25	WELLS FARGO & COMPANY	29.35	25.09	733.68	627.16	106.52
06/28/2010	05/04/2011	18	LEAR CORP	50.71	35.34	912.85	636.05	276.80
10/28/2010	05/04/2011	8	LEAR CORP	50.71	44.02	405.71	352.20	53.51
06/29/2010	05/05/2011	10	JOHNSON & JOHNSON	64.97	59.10	649.75	591.02	58.73
07/02/2010	05/05/2011	25	WELLS FARGO & COMPANY	27.89	25.09	697.15	627.15	70.00
07/07/2010	05/05/2011	20	WELLS FARGO & COMPANY	27.89	25.73	557.72	514.61	43.11
11/19/2010	05/11/2011	15	ALLERGAN INC	81.39	68.51	1,220.82	1,027.67	193.15
05/26/2010	05/11/2011	20	HEWLETT-PACKARD CO	41.10	46.25	821.95	925.02	-103.07
08/04/2010	05/12/2011	6	GOLDMAN SACHS GROUP INC	141.93	153.97	851.57	923.83	-72.26
08/25/2010	05/12/2011	4	GOLDMAN SACHS GROUP INC	141.93	143.63	567.72	574.52	-6.80
02/02/2011	05/12/2011	25	JUNIPER NETWORKS INC	39.70	37.62	992.51	940.43	52.08
02/18/2011	05/12/2011	15	JUNIPER NETWORKS INC	39.70	44.01	595.51	660.12	-64.61
11/26/2010	05/12/2011	35	MORGAN STANLEY	24.47	24.76	856.58	866.44	-9.86
08/25/2010	05/17/2011	6	GOLDMAN SACHS GROUP INC	140.32	143.63	841.91	861.78	-19.87
06/04/2010	05/18/2011	30	DOW CHEMICAL	36.88	25.43	1,106.53	762.78	343.75
06/09/2010	05/18/2011	5	DOW CHEMICAL	36.88	26.05	184.42	130.25	54.17
06/09/2010	05/18/2011	15	DOW CHEMICAL	36.88	26.05	553.27	390.74	162.53
06/09/2010	05/18/2011	5	DOW CHEMICAL	36.88	26.05	184.42	130.25	54.17
01/04/2011	05/18/2011	45	DOW CHEMICAL	36.88	34.77	1,659.80	1,564.51	95.29
01/05/2011	05/19/2011	30	ARCHER-DANIELS-MIDLAND CO	31.49	30.48	944.82	914.45	30.37
02/22/2011	05/19/2011	30	ARCHER-DANIELS-MIDLAND CO	31.49	37.35	944.81	1,120.39	-175.58
06/02/2010	05/19/2011	9	COMCAST CORP-CL A	25.26	18.34	227.33	165.04	62.29
07/07/2010	05/19/2011	30	WELLS FARGO & COMPANY	28.58	25.73	857.39	771.91	85.48
03/28/2011	05/19/2011	10	WELLS FARGO & COMPANY	28.58	31.77	285.80	317.69	-31.89
12/07/2010	05/20/2011	35	EDISON INTERNATIONAL	39.51	38.59	1,382.73	1,350.73	32.00
03/02/2011	05/20/2011	25	EDISON INTERNATIONAL	39.51	37.53	987.67	938.20	49.47
02/18/2011	05/26/2011	12	AON CORP	51.87	52.61	622.42	631.34	-8.92
11/22/2010	05/27/2011	20	SOUTHWESTERN ENERGY	43.27	37.52	865.42	750.40	115.02
02/25/2011	05/31/2011	2	COMCAST CORP-CL A	25.06	25.06	50.13	50.13	0.00
09/27/2010	05/31/2011	100	DELL INC	16.02	12.69	1,601.51	1,268.53	332.98
07/07/2010	06/06/2011	40	TIME WARNER INC	35.16	28.36	1,406.36	1,134.22	272.14
11/19/2010	06/07/2011	15	DEVON ENERGY CORPORATION	80.74	72.59	1,211.07	1,088.85	122.22

Capital Gains Report

CHARLES L. READ FOUNDATION (Account: 888-08702)

January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03/11/2011	06/08/2011	20	DTE ENERGY COMPANY	49.77	48.86	995.40	977.21	18.19
03/15/2011	06/08/2011	5	DTE ENERGY COMPANY	49.77	48.14	248.85	240.71	8.14
09/15/2010	06/10/2011	9	GOLDMAN SACHS GROUP INC	133.97	151.22	1,205.76	1,361.00	-155.24
12/07/2010	06/16/2011	14	PARKER HANIFIN CORP	86.32	85.28	1,208.50	1,193.90	14.60
07/29/2010	06/20/2011	1	HUNTINGTON INGALLS INDUST-WI	36.00	27.51	36.00	27.51	8.49
11/26/2010	06/20/2011	10	HUNTINGTON INGALLS INDUST-WI	36.00	34.57	360.01	345.66	14.35
12/08/2010	06/20/2011	7	HUNTINGTON INGALLS INDUST-WI	36.00	38.39	252.01	268.72	-16.71
10/07/2010	06/21/2011	15	***ACCENTURE PLC-CL A	54.81	45.48	822.20	682.13	140.07
09/27/2010	06/21/2011	16	NEWFIELD EXPLORATION CO	64.74	55.82	1,035.86	893.13	142.73
03/14/2011	06/23/2011	125	SPRINT NEXTEL CORP	5.06	5.02	632.05	627.55	4.50
01/11/2011	07/01/2011	80	STEEL DYNAMICS INC	16.38	18.79	1,310.30	1,502.98	-192.68
03/25/2011	07/13/2011	25	MOTOROLA SOLUTIONS INC	44.31	44.22	1,107.76	1,105.48	2.28
03/25/2011	07/13/2011	30	MOTOROLA SOLUTIONS INC	44.31	44.22	1,329.31	1,326.58	2.73
03/10/2011	07/14/2011	50	AT&T INC	30.58	28.60	1,528.80	1,430.22	98.58
10/04/2010	07/18/2011	15	NEWS CORP	14.95	13.02	224.21	195.25	28.96
10/04/2010	07/18/2011	20	NEWS CORP	14.95	13.02	298.94	260.33	38.61
10/04/2010	07/18/2011	5	NEWS CORP	14.95	13.02	74.74	65.08	9.66
10/04/2010	07/18/2011	10	NEWS CORP	14.95	13.02	149.47	130.17	19.30
03/10/2011	07/19/2011	30	AT&T INC	30.08	28.60	902.54	858.14	44.40
01/10/2011	07/19/2011	19	RELIANCE STEEL & ALUMINUM	49.54	53.24	941.17	1,011.61	-70.44
03/10/2011	07/21/2011	35	AT&T INC	30.30	28.60	1,060.56	1,001.16	59.40
10/26/2010	07/21/2011	85	DELL INC	17.25	14.52	1,466.25	1,234.03	232.22
03/14/2011	07/22/2011	125	SPRINT NEXTEL CORP	5.20	5.02	650.00	627.55	22.45
03/29/2011	07/25/2011	11	LOWE'S COS INC	22.55	26.84	248.00	295.25	-47.25
12/10/2010	07/27/2011	20	SOUTHWESTERN ENERGY	47.71	35.65	954.20	712.96	241.24
03/10/2011	07/28/2011	10	AT&T INC	29.32	28.60	293.16	286.04	7.12
03/30/2011	07/28/2011	35	AT&T INC	29.32	30.78	1,026.07	1,077.40	-51.33
03/31/2011	07/28/2011	20	AT&T INC	29.32	30.70	586.32	614.01	-27.69
04/07/2011	07/28/2011	15	AT&T INC	29.32	30.48	439.74	457.23	-17.49
11/19/2010	07/28/2011	10	DEVON ENERGY CORPORATION	80.54	72.59	805.39	725.90	79.49
12/28/2010	07/28/2011	20	DEVON ENERGY CORPORATION	80.54	77.62	1,610.78	1,552.31	58.47
05/13/2011	07/28/2011	22	NETAPP INC	48.12	54.01	1,058.74	1,188.28	-129.54
08/30/2010	08/01/2011	10	MONSANTO CO	71.99	56.54	719.89	565.43	154.46
04/12/2011	08/03/2011	20	HCA HOLDINGS INC	23.85	31.73	477.00	634.58	-157.58
05/19/2011	08/03/2011	30	HCA HOLDINGS INC	23.85	34.91	715.51	1,047.32	-331.81
12/13/2010	08/03/2011	64	LOWE'S COS INC	20.39	25.07	1,304.83	1,604.43	-299.60
05/27/2011	08/03/2011	13	NETAPP INC	45.74	55.21	594.59	717.78	-123.19
10/29/2010	08/03/2011	6	OCCIDENTAL PETROLEUM CORP	93.55	78.80	561.30	472.78	88.52
03/10/2011	08/03/2011	30	RAYTHEON COMPANY	42.95	51.99	1,288.63	1,559.76	-271.13
12/28/2010	08/05/2011	20	DEVON ENERGY CORPORATION	70.13	77.62	1,402.68	1,552.31	-149.63
03/28/2011	08/08/2011	25	WELLS FARGO & COMPANY	23.64	31.77	591.10	794.23	-203.13
10/29/2010	08/09/2011	9	OCCIDENTAL PETROLEUM CORP	81.06	78.80	729.54	709.18	20.36
04/18/2011	08/09/2011	125	SPRINT NEXTEL CORP	3.20	4.70	400.43	587.55	-187.12
04/29/2011	08/09/2011	150	SPRINT NEXTEL CORP	3.20	5.31	480.51	795.96	-315.45
02/17/2011	08/10/2011	60	TESORO CORPORATION	19.30	25.07	1,158.23	1,504.20	-345.97
11/18/2010	08/11/2011	22	HESS CORP	55.39	70.15	1,218.54	1,543.30	-324.76
05/20/2011	08/11/2011	43	HESS CORP	55.39	77.77	2,381.68	3,344.11	-962.43
02/22/2011	08/11/2011	55	***NABORS INDUSTRIES LTD	18.85	28.05	1,036.85	1,543.01	-506.16
03/24/2011	08/11/2011	30	***NABORS INDUSTRIES LTD	18.85	28.42	565.55	852.60	-287.05

Capital Gains Report

CHARLES L. READ FOUNDATION (Account: 888-08702)

January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
04/12/2011	08/11/2011	11	OCCIDENTAL PETROLEUM CORP	84.64	98.14	931.09	1,079.54	-148.45
10/04/2010	08/12/2011	38	NEWS CORP	16.44	13.02	624.84	494.63	130.21
03/10/2011	08/16/2011	15	RAYTHEON COMPANY	41.06	51.99	615.91	779.88	-163.97
05/23/2011	08/16/2011	15	RAYTHEON COMPANY	41.06	49.26	615.91	738.94	-123.03
02/07/2011	08/16/2011	45	RIVERBED TECHNOLOGY INC	25.15	38.22	1,131.76	1,720.10	-588.34
09/27/2010	08/24/2011	25	ALTRIA GROUP INC	26.45	24.05	661.33	601.28	60.05
01/04/2011	08/26/2011	26	DOW CHEMICAL	26.40	34.77	686.35	903.93	-217.58
01/28/2011	08/26/2011	40	DOW CHEMICAL	26.40	35.25	1,055.93	1,410.07	-354.14
08/30/2010	08/30/2011	15	MONSANTO CO	70.18	56.54	1,052.67	848.14	204.53
10/07/2010	08/30/2011	20	STARBUCKS CORP	38.55	26.00	771.05	519.96	251.09
11/26/2010	09/01/2011	20	NORTROP GRUMMAN CORP	53.58	56.30	1,071.66	1,126.09	-54.43
10/04/2010	09/02/2011	47	NEWS CORP	16.46	13.02	773.39	611.79	161.60
01/07/2011	09/08/2011	25	DIRECTV-CLASS A	42.50	42.00	1,062.46	1,050.04	12.42
12/23/2010	09/08/2011	10	STANLEY BLACK & DECKER INC	57.10	67.13	571.04	671.30	-100.26
01/19/2011	09/15/2011	12	STANLEY BLACK & DECKER INC	56.99	66.83	683.83	801.91	-118.08
03/30/2011	09/15/2011	3	STANLEY BLACK & DECKER INC	56.99	76.95	170.96	230.86	-59.90
06/17/2011	09/19/2011	25	UNITEDHEALTH GROUP INC	49.70	50.09	1,242.51	1,252.23	-9.72
11/05/2010	09/21/2011	15	**ACCENTURE PLC-CL A	54.36	45.59	815.38	683.83	131.55
03/30/2011	09/27/2011	10	STANLEY BLACK & DECKER INC	54.05	76.95	540.51	769.52	-229.01
05/19/2011	09/27/2011	10	STANLEY BLACK & DECKER INC	54.05	75.50	540.51	754.96	-214.45
10/12/2010	09/30/2011	15	CITRIX SYSTEMS INC	56.45	57.10	846.69	856.57	-9.88
11/09/2010	10/03/2011	40	ALCOA INC	9.21	14.05	368.39	561.93	-193.54
12/03/2010	10/03/2011	45	ALCOA INC	9.21	14.18	414.44	638.25	-223.81
06/10/2011	10/04/2011	2	ANADARKO PETROLEUM CORP	59.75	73.24	119.50	146.49	-26.99
07/01/2011	10/04/2011	15	ANADARKO PETROLEUM CORP	59.75	77.54	896.25	1,163.03	-266.78
04/25/2011	10/04/2011	10	OCCIDENTAL PETROLEUM CORP	68.67	100.20	686.66	1,002.02	-315.36
12/03/2010	10/06/2011	50	ALCOA INC	9.86	14.18	493.13	709.16	-216.03
08/30/2011	10/06/2011	60	ALCOA INC	9.86	12.25	591.75	735.20	-143.45
11/10/2010	10/06/2011	10	LIMITED BRANDS INC	40.44	31.65	404.40	316.54	87.86
11/22/2010	10/06/2011	5	LIMITED BRANDS INC	40.44	33.06	202.20	165.28	36.92
05/17/2011	10/14/2011	30	**NEXEN INC	16.83	22.22	504.79	666.63	-161.84
11/26/2010	10/18/2011	25	NORTROP GRUMMAN CORP	54.33	56.30	1,358.21	1,407.62	-49.41
07/22/2011	10/19/2011	30	ARUBA NETWORKS INC	22.98	24.63	689.36	738.82	-49.46
11/05/2010	10/19/2011	10	**ACCENTURE PLC-CL A	57.53	45.59	575.30	455.89	119.41
02/18/2011	10/19/2011	15	JUNIPER NETWORKS INC	20.86	44.01	312.96	660.11	-347.15
04/26/2011	10/19/2011	20	JUNIPER NETWORKS INC	20.86	39.25	417.28	785.00	-367.72
07/25/2011	10/19/2011	14	UNITED TECHNOLOGIES CORP	73.83	87.66	1,033.62	1,227.27	-193.65
02/16/2011	10/20/2011	20	RIVERBED TECHNOLOGY INC	24.67	41.89	493.35	837.88	-344.53
04/26/2011	10/20/2011	20	RIVERBED TECHNOLOGY INC	24.67	35.53	493.34	710.70	-217.36
11/26/2010	10/24/2011	15	NORTROP GRUMMAN CORP	56.42	56.30	846.34	844.57	1.77
12/08/2010	10/24/2011	5	NORTROP GRUMMAN CORP	56.42	58.36	282.11	291.81	-9.70
10/27/2010	10/27/2011	10	CITRIX SYSTEMS INC	75.25	64.26	752.55	642.60	109.95
03/28/2011	10/27/2011	25	WELLS FARGO & COMPANY	27.17	31.77	679.21	794.23	-115.02
04/05/2011	10/27/2011	35	WELLS FARGO & COMPANY	27.17	31.91	950.90	1,117.02	-166.12
09/02/2011	10/27/2011	25	WELLS FARGO & COMPANY	27.17	24.31	679.21	607.72	71.49
11/22/2010	10/28/2011	15	LIMITED BRANDS INC	43.79	33.05	656.81	495.82	160.99
12/23/2010	10/28/2011	5	LIMITED BRANDS INC	43.79	30.89	218.94	154.46	64.48
03/14/2011	10/28/2011	19	PROCTER & GAMBLE CO	64.66	60.97	1,228.58	1,158.52	70.06
11/01/2010	10/28/2011	20	STARBUCKS CORP	42.51	28.72	850.22	574.36	275.86

Capital Gains Report

CHARLES L. READ FOUNDATION (Account: 888-08702)

January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss	
05/17/2011	10/31/2011	30	SMITHFIELD FOODS INC	23.05	20.30	691.60	609.08	82.52	
04/13/2011	11/01/2011	11	PROCTER & GAMBLE CO	63.04	62.98	693.40	692.76	0.64	
03/25/2011	11/02/2011	20	MOODY'S CORP	34.58	32.82	691.53	656.46	35.07	
07/18/2011	11/10/2011	5	ANADARKO PETROLEUM CORP	79.03	78.96	395.15	394.79	0.36	
02/24/2011	11/10/2011	10	CELGENE CORP	64.32	52.73	643.23	527.32	115.91	
01/31/2011	11/10/2011	24	ROVI CORP	28.38	62.13	681.15	1,491.14	-809.99	
06/29/2011	11/10/2011	16	ROVI CORP	28.38	56.61	454.10	905.73	-451.63	
08/18/2011	11/11/2011	15	LAS VEGAS SANDS CORP	45.24	41.73	678.66	625.98	52.68	
04/14/2011	11/14/2011	10	PROCTER & GAMBLE CO	63.32	63.20	633.17	631.99	1.18	
07/22/2011	11/15/2011	23	ARUBA NETWORKS INC	23.51	24.63	587.71	615.68	-27.97	
10/03/2011	11/15/2011	25	ARUBA NETWORKS INC	23.51	20.85	587.70	521.16	66.54	
10/07/2011	11/18/2011	5	ESTEE LAUDER COMPANIES-CL A	113.06	91.88	565.32	459.39	105.93	
08/08/2011	11/22/2011	9	GILEAD SCIENCES INC	38.54	36.86	346.89	331.70	15.19	
01/31/2011	12/02/2011	10	MONSANTO CO	70.87	72.88	708.70	728.80	-20.10	
02/17/2011	12/02/2011	5	MONSANTO CO	70.87	73.85	354.35	369.24	-14.89	
03/14/2011	12/05/2011	20	WELLPOINT INC	69.15	67.19	1,383.08	1,343.72	39.36	
01/27/2011	12/06/2011	10	GOODRICH CORP	122.31	92.15	1,223.13	1,221.54	301.59	
08/18/2011	12/06/2011	15	LAS VEGAS SANDS CORP	45.56	41.73	683.39	625.97	57.42	
01/12/2011	12/09/2011	18	COMCAST CORP-CL A	22.71	22.65	408.69	407.75	0.94	
01/28/2011	12/09/2011	41	COMCAST CORP-CL A	22.71	23.37	930.91	958.34	-27.43	
04/18/2011	12/13/2011	10	CONOCOPHILLIPS	70.94	77.54	709.43	775.40	-65.97	
05/10/2011	12/13/2011	10	CONOCOPHILLIPS	70.94	74.15	709.43	741.48	-32.05	
06/07/2011	12/13/2011	25	CONOCOPHILLIPS	70.94	71.60	1,773.58	1,789.91	-16.33	
07/15/2011	12/13/2011	25	CONOCOPHILLIPS	70.94	76.44	1,773.58	1,910.97	-137.39	
02/24/2011	12/13/2011	15	CELGENE CORP	64.00	52.73	959.94	790.98	168.96	
05/11/2011	12/15/2011	25	RIVERBED TECHNOLOGY INC	23.29	35.93	582.32	898.13	-315.81	
05/27/2011	12/15/2011	20	RIVERBED TECHNOLOGY INC	23.29	37.90	465.85	757.92	-292.07	
09/21/2011	12/19/2011	10	PEPSICO INC	64.48	61.50	644.79	615.00	29.79	
09/22/2011	12/19/2011	9	PEPSICO INC	64.48	60.25	580.31	542.22	38.09	
01/19/2011	12/20/2011	75	DELTA AIR LINES INC	8.60	11.76	644.93	882.19	-237.26	
02/09/2011	12/21/2011	15	ACCENTURE PLC-CL A	51.49	52.51	772.29	787.59	-15.30	
02/14/2011	12/21/2011	10	BORGWARNER INC	63.96	79.29	639.58	792.86	-153.28	
02/03/2011	12/21/2011	7	LOWE'S COS INC	25.64	24.52	179.46	171.67	7.79	
06/17/2011	12/21/2011	20	UNITEDHEALTH GROUP INC	49.90	50.09	998.07	1,001.79	-3.72	
06/22/2011	12/21/2011	20	UNITEDHEALTH GROUP INC	49.90	52.26	998.07	1,045.25	-47.18	
SUBTOTAL FOR SHORT-TERM NON-COVERED								439,032.56	28,456.86
LONG-TERM NON-COVERED								1,305.60	183.47
09/24/2009	01/06/2011	8	ALCON INC	163.20	140.27	1,305.60	1,122.13	183.47	
11/05/2009	01/06/2011	600	SPRINT NEXTEL CORP	4.63	2.90	2,778.96	1,739.94	1,039.02	
11/06/2009	01/06/2011	100	SPRINT NEXTEL CORP	4.63	2.85	463.16	284.76	178.40	
10/09/2009	01/10/2011	6	ALCON INC	162.50	142.07	974.99	852.43	122.56	
08/14/2009	01/11/2011	25	AT&T INC	27.88	25.25	697.09	631.30	65.79	
10/09/2009	01/18/2011	4	ALCON INC	163.51	142.07	654.03	568.28	85.75	
10/29/2009	01/18/2011	10	ALCON INC	163.51	145.15	1,635.08	1,451.55	183.53	
01/11/2010	01/18/2011	2	ALCON INC	163.51	154.88	327.02	309.77	17.25	

Capital Gains Report

CHARLES L. READ FOUNDATION (Account: 888-08702)

January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
08/25/2008	01/18/2011	25	KOHL'S CORP	51.49	48.67	1,287.32	1,216.81	70.51
09/17/2009	01/19/2011	10	EMC CORP/MASS	24.18	17.00	241.80	169.99	71.81
09/21/2009	01/19/2011	40	EMC CORP/MASS	24.18	16.74	967.18	669.42	297.76
04/29/2008	01/28/2011	3	CME GROUP INC	305.19	470.50	915.56	1,411.49	-495.93
05/20/2008	01/28/2011	3	CME GROUP INC	305.19	482.09	915.56	1,446.28	-530.72
10/29/2009	01/28/2011	1	TARGET CORP	54.46	49.36	54.46	49.36	5.10
01/11/2010	01/31/2011	9	***ALCON INC	163.30	154.89	1,469.70	1,393.98	75.72
10/12/2009	01/31/2011	17	***COOPER INDUSTRIES PLC	61.36	39.51	1,043.18	671.65	371.53
05/18/2009	02/01/2011	10	***TYCO ELECTRONICS LTD	37.07	17.27	370.74	172.72	198.02
09/04/2009	02/01/2011	10	***TYCO ELECTRONICS LTD	37.07	22.56	370.74	225.57	145.17
09/04/2009	02/01/2011	15	***TYCO ELECTRONICS LTD	37.07	22.56	556.10	338.36	217.74
09/04/2009	02/01/2011	10	***TYCO ELECTRONICS LTD	37.07	22.56	370.71	225.57	145.14
04/12/2007	02/03/2011	28	GILEAD SCIENCES INC	38.92	39.35	1,089.73	1,101.91	-12.18
03/20/2008	02/03/2011	5	GILEAD SCIENCES INC	38.92	47.89	194.59	239.46	-44.87
08/25/2008	02/07/2011	9	KOHL'S CORP	51.77	48.67	465.97	438.05	27.92
01/26/2009	02/07/2011	9	KOHL'S CORP	51.77	38.90	465.97	350.09	115.88
04/04/2008	02/09/2011	2	APPLE INC	357.61	152.48	715.21	304.96	410.25
01/11/2010	02/10/2011	4	***ALCON INC	164.15	154.89	656.59	619.55	37.04
01/15/2010	02/10/2011	2	***ALCON INC	164.15	153.60	328.30	307.20	21.10
02/03/2010	02/10/2011	50	FORD MOTOR CO	15.98	11.53	799.09	576.63	222.46
10/29/2007	02/11/2011	40	CISCO SYSTEMS INC	18.78	32.32	751.10	1,292.61	-541.51
10/09/2008	02/11/2011	30	CISCO SYSTEMS INC	18.78	18.56	563.33	556.67	6.66
10/09/2008	02/14/2011	45	CISCO SYSTEMS INC	18.82	18.56	846.98	835.00	11.98
05/04/2009	02/14/2011	2	TIME WARNER CABLE	70.37	34.77	140.73	69.54	71.19
07/02/2009	02/14/2011	7	TIME WARNER CABLE	70.37	30.73	492.56	215.08	277.48
10/09/2008	02/16/2011	25	CISCO SYSTEMS INC	18.63	18.56	465.66	463.89	1.77
03/31/2009	02/16/2011	45	CISCO SYSTEMS INC	18.63	16.57	838.20	745.59	92.61
01/15/2010	02/17/2011	4	***ALCON INC	164.83	153.60	659.32	614.41	44.91
03/20/2008	02/17/2011	20	GILEAD SCIENCES INC	39.32	47.89	786.37	957.83	-171.46
03/19/2009	02/17/2011	20	GILEAD SCIENCES INC	39.32	44.78	786.37	895.62	-109.25
03/19/2009	02/17/2011	10	GILEAD SCIENCES INC	39.32	44.78	393.19	447.81	-54.62
01/19/2010	02/17/2011	5	GILEAD SCIENCES INC	39.32	46.44	196.59	232.18	-35.59
12/17/2009	02/18/2011	75	WELLS FARGO & COMPANY	32.65	25.99	2,448.56	1,949.07	499.49
12/21/2009	02/18/2011	5	WELLS FARGO & COMPANY	32.65	27.36	163.24	136.82	26.42
10/14/2009	02/23/2011	20	***SUNCOR ENERGY INC	47.00	38.99	940.08	779.79	160.29
03/31/2009	02/24/2011	20	CISCO SYSTEMS INC	18.29	16.57	365.89	331.37	34.52
09/22/2009	02/24/2011	45	CISCO SYSTEMS INC	18.29	23.39	823.27	1,052.50	-229.23
09/30/2009	02/24/2011	5	CISCO SYSTEMS INC	18.29	23.74	91.47	118.70	-27.23
01/26/2009	02/28/2011	15	KOHL'S CORP	53.44	38.90	801.67	583.48	218.19
12/21/2009	02/28/2011	22	WELLS FARGO & COMPANY	32.29	27.36	710.29	602.00	108.29
06/07/2007	03/01/2011	10	SCHLUMBERGER LTD	92.70	78.79	927.05	787.88	139.17
08/13/2007	03/01/2011	4	SCHLUMBERGER LTD	92.70	91.09	370.82	364.35	6.47
01/15/2010	03/03/2011	4	***ALCON INC	166.07	153.60	664.28	614.40	49.88
02/08/2010	03/03/2011	4	***ALCON INC	166.07	156.39	664.28	625.55	38.73
02/08/2010	03/03/2011	4	***ALCON INC	166.07	156.39	664.28	625.55	38.73
04/04/2008	03/03/2011	6	APPLE INC	359.22	152.48	2,155.29	914.86	1,240.43
09/24/2008	03/03/2011	10	APPLE INC	359.22	127.03	3,592.16	1,270.33	2,321.83
11/10/2009	03/03/2011	10	BROADCOM CORP-CL A	42.32	25.00	423.22	250.05	173.17
06/05/2009	03/03/2011	5	COSTCO WHOLESALE CORP	72.37	47.72	361.83	238.60	123.23

Capital Gains Report

CHARLES L. READ FOUNDATION (Account: 888-08702)

January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
05/20/2008	03/03/2011	2	CHE GROUP INC	310.94	482.09	621.88	964.18	-342.30
10/12/2009	03/03/2011	13	***COOPER INDUSTRIES PLC	64.96	39.51	844.45	513.61	330.84
10/27/2009	03/03/2011	15	***COOPER INDUSTRIES PLC	64.96	40.35	974.36	605.21	369.15
07/01/2008	03/03/2011	10	CELGENE CORP	54.01	66.02	540.11	660.17	-120.06
08/28/2009	03/03/2011	10	DEVON ENERGY CORPORATION	89.86	62.68	898.62	626.81	271.81
11/18/2009	03/03/2011	15	DEVON ENERGY CORPORATION	89.86	70.87	1,347.94	1,063.09	284.85
12/04/2009	03/03/2011	5	DEVON ENERGY CORPORATION	89.86	66.49	449.31	332.44	116.87
12/14/2009	03/03/2011	75	DELL INC	15.73	13.13	1,179.80	984.87	194.93
05/27/2009	03/03/2011	10	DANAHER CORP	51.23	30.54	512.30	305.45	206.85
09/10/2009	03/03/2011	25	DANAHER CORP	51.23	33.48	1,280.75	837.11	443.64
02/23/2009	03/03/2011	60	THE WALT DISNEY CO	44.08	17.67	2,644.73	1,060.22	1,584.51
02/05/2010	03/03/2011	25	DOW CHEMICAL	37.83	26.35	945.69	658.65	287.04
09/21/2009	03/03/2011	35	EMC CORP/MASS	27.30	16.74	955.50	585.74	369.76
11/27/2009	03/03/2011	25	EMC CORP/MASS	27.30	16.75	682.50	418.77	263.73
02/12/2010	03/03/2011	15	***ENSCO PLC - SPON ADR	57.43	40.28	861.41	604.19	257.22
01/22/2010	03/03/2011	4	GOLDMAN SACHS GROUP INC	164.84	156.72	659.35	626.90	32.45
01/22/2010	03/03/2011	1	GOLDMAN SACHS GROUP INC	164.84	156.73	164.84	156.73	8.11
01/12/2007	03/03/2011	1	GOOGLE INC-CL A	610.10	502.21	610.10	502.21	107.89
04/12/2007	03/03/2011	6	GOOGLE INC-CL A	610.10	464.86	3,660.60	2,789.16	871.44
11/09/2009	03/03/2011	15	***GARMIN LTD	34.15	28.15	512.18	422.20	89.98
01/08/2010	03/03/2011	35	***GARMIN LTD	34.15	33.29	1,195.07	1,165.27	29.80
02/02/2010	03/03/2011	10	***GARMIN LTD	34.15	33.16	341.45	331.62	9.83
02/17/2010	03/03/2011	115	GENERAL ELECTRIC CO	20.80	16.19	2,392.00	1,862.30	529.70
04/12/2007	03/03/2011	27	GILEAD SCIENCES INC	39.79	39.35	1,074.34	1,062.56	11.78
01/19/2010	03/03/2011	15	GILEAD SCIENCES INC	39.79	46.44	596.85	696.53	-99.68
02/08/2010	03/03/2011	20	GILEAD SCIENCES INC	39.79	46.24	795.81	924.72	-128.91
11/10/2009	03/03/2011	35	***INGERSOLL-RAND PLC	45.36	33.33	1,587.72	1,166.49	421.23
04/22/2008	03/03/2011	10	HEWLETT-PACKARD CO	43.21	48.14	432.14	481.45	-49.31
06/05/2008	03/03/2011	6	HEWLETT-PACKARD CO	43.21	48.04	259.28	288.24	-28.96
09/17/2009	03/03/2011	30	INTEL CORP	21.77	19.39	653.20	581.61	71.59
05/07/2009	03/03/2011	36	JPMORGAN CHASE & CO	46.21	37.28	1,663.67	1,342.00	321.67
05/14/2009	03/03/2011	39	JPMORGAN CHASE & CO	46.21	35.06	1,802.31	1,367.25	435.06
05/27/2009	03/03/2011	22	JPMORGAN CHASE & CO	46.21	36.29	1,016.69	798.34	218.35
06/11/2009	03/03/2011	25	JPMORGAN CHASE & CO	46.21	35.03	1,155.33	875.66	279.67
06/12/2009	03/03/2011	25	JPMORGAN CHASE & CO	46.21	34.99	1,155.32	874.71	280.61
12/09/2009	03/03/2011	3	JPMORGAN CHASE & CO	46.21	41.18	138.64	123.53	15.11
08/07/2009	03/03/2011	10	JOHNSON CONTROLS INC	40.56	26.97	405.62	269.72	135.90
11/16/2009	03/03/2011	25	JOHNSON CONTROLS INC	40.56	27.91	1,014.06	697.85	316.21
01/26/2009	03/03/2011	21	KOHL'S CORP	54.34	38.90	1,141.05	816.87	324.18
09/24/2009	03/03/2011	25	MORGAN STANLEY	29.39	31.84	734.66	796.11	-61.45
02/03/2010	03/03/2011	10	NOBLE ENERGY INC	92.43	76.74	924.31	767.43	156.88
05/28/2009	03/03/2011	10	***NEXEN INC	27.03	23.98	270.25	239.85	30.40
08/27/2009	03/03/2011	40	***NEXEN INC	27.03	19.98	1,081.02	799.08	281.94
01/27/2010	03/03/2011	25	***NEXEN INC	27.03	21.47	675.63	536.79	138.84
06/30/2009	03/03/2011	1	NVR INC	748.09	501.25	748.09	501.25	246.84
08/20/2009	03/03/2011	22	NORTHROP GRUMMAN CORP	67.63	47.56	1,487.90	1,046.40	441.50
09/22/2009	03/03/2011	11	OCCIDENTAL PETROLEUM CORP	103.27	78.51	1,135.99	863.61	272.38
04/13/2007	03/03/2011	70	PFIZER INC	19.72	26.73	1,380.61	1,871.34	-490.73
05/03/2007	03/03/2011	5	PFIZER INC	19.72	26.85	98.62	134.27	-35.65

Capital Gains Report

CHARLES L. READ FOUNDATION (Account. 888-08702)

January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
01/21/2010	03/03/2011	10	***ROYAL CARIBBEAN CRUISES LTD	43 04	26 73	430 41	267 31	163 10
01/21/2010	03/03/2011	20	***ROYAL CARIBBEAN CRUISES LTD	43 04	26 73	860 81	534 62	326 19
08/13/2007	03/03/2011	2	SCHLUMBERGER LTD	92 63	91 08	185 25	182 17	3 08
08/13/2007	03/03/2011	9	SCHLUMBERGER LTD	92 63	91 09	833 64	819 79	13 85
11/06/2007	03/03/2011	40	SCHLUMBERGER LTD	92 63	98 25	3,705 08	3,930 15	-225 07
10/14/2009	03/03/2011	5	***SUNCOR ENERGY INC	46 75	38 99	233 77	194 95	38 82
11/16/2009	03/03/2011	15	***SUNCOR ENERGY INC	46 75	36 49	701 32	547 29	154 03
11/16/2009	03/03/2011	10	***SUNCOR ENERGY INC	46 75	36 49	467 55	364 86	102 69
07/08/2009	03/03/2011	40	SMITHFIELD FOODS INC	22 99	12 87	919 44	514 93	404 51
09/04/2009	03/03/2011	15	***TYCO ELECTRONICS LTD	36 89	22 56	553 37	338 36	215 01
11/17/2009	03/03/2011	10	***TYCO ELECTRONICS LTD	36 89	24 52	368 92	245 20	123 72
07/02/2009	03/03/2011	21	TIME WARNER CABLE	71 98	30 73	1,511 66	645 25	866 41
07/02/2008	03/03/2011	13	***TEVA PHARMACEUTICAL - SP ADR	50 76	46 81	659 91	608 49	51 42
06/17/2008	03/03/2011	30	***TOTAL SA - SPON ADR	61 42	81 47	1,842 60	2,443 98	-601 38
04/29/2009	03/03/2011	35	***VODAFONE GROUP PLC-SP ADR	29 52	18 57	1,033 11	383 04	650 07
06/04/2009	03/03/2011	50	***VODAFONE GROUP PLC-SP ADR	29 52	18 34	1,475 87	916 80	559 07
12/21/2009	03/03/2011	10	WELLS FARGO & COMPANY	32 44	27 36	324 43	273 63	50 80
01/20/2010	03/03/2011	75	WELLS FARGO & COMPANY	32 44	28 06	2,433 22	2,104 63	328 59
01/21/2010	03/03/2011	75	WELLS FARGO & COMPANY	32 44	27 58	2,433 22	2,068 86	364 36
07/23/2003	03/03/2011	3,108	BERNSTEIN INTERMEDIATE	13 68	13 31	42,518 70	41,368 71	1,149 99
04/13/2004	03/03/2011	092	DURATION PORTFOLIO	13 68	13 39	5,731 30	5,609 81	121 49
07/23/2003	03/03/2011	418	BERNSTEIN INTERMEDIATE	32 93	19 22	5,964 52	3,517 26	2,447 26
12/05/2003	03/03/2011	182	BERNSTEIN EMERGING MARKETS	32 93	23 62	592 32	429 14	163 18
12/10/2004	03/03/2011	169	BERNSTEIN EMERGING MARKETS	32 93	32 46	1,653 05	1,645 92	7 13
12/07/2005	03/03/2011	706	BERNSTEIN EMERGING MARKETS	32 93	34 32	3,890 11	4,095 28	-205 17
07/23/2003	03/03/2011	3,715	BERNSTEIN INTERNATIONAL	16 35	15 50	60,750 00	57,591 74	3,158 26
05/14/2009	03/09/2011	30	JPMORGAN CHASE & CO	46 63	35 06	1,398 94	1,051 73	347 21
02/12/2010	03/10/2011	20	***ENSCO PLC- SPON ADR	54 72	40 28	1,094 38	805 59	288 79
09/17/2009	03/11/2011	30	INTEL CORP	20 85	19 39	625 64	581 61	44 03
01/22/2010	03/16/2011	4	GOLDMAN SACHS GROUP INC	155 20	156 72	620 78	626 90	-6 12
01/27/2010	03/16/2011	3	GOLDMAN SACHS GROUP INC	155 20	149 55	465 59	448 65	16 94
09/30/2009	03/17/2011	45	CISCO SYSTEMS INC	17 00	23 74	765 01	1,068 27	-303 26
09/17/2009	03/17/2011	5	INTEL CORP	19 91	19 39	99 53	96 93	2 60
11/25/2009	03/17/2011	20	INTEL CORP	19 91	19 37	398 11	387 48	10 63
02/08/2010	03/22/2011	2	***ALCON INC	164 51	156 38	329 03	312 77	16 26
04/22/2008	03/24/2011	6	KOHL'S CORP	52 62	45 79	315 71	274 73	40 98
11/06/2007	03/28/2011	9	SCHLUMBERGER LTD	90 81	98 25	817 28	884 28	-67 00
03/31/2009	03/29/2011	20	KOHL'S CORP	52 82	41 29	1,056 31	825 89	230 42
05/29/2009	03/29/2011	7	KOHL'S CORP	52 82	41 98	369 71	293 86	75 85
11/17/2009	03/29/2011	40	***TE CONNECTIVITY LTD	34 34	24 52	1,373 58	980 80	392 78
02/02/2010	04/04/2011	35	***GARMIN LTD	33 76	33 16	1,181 52	1,160 67	20 85
11/25/2009	04/05/2011	30	INTEL CORP	19 75	19 37	592 49	581 21	11 28

Capital Gains Report

CHARLES L. READ FOUNDATION (Account: 888-08702)

January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
07/08/2009	04/05/2011	90	SMITHFIELD FOODS INC	23.99	12.87	2,158.86	1,158.60	1,000.26
05/29/2009	04/06/2011	18	KOHL'S CORP	54.34	41.98	978.15	755.63	222.52
01/27/2010	04/19/2011	7	GOLDMAN SACHS GROUP INC	151.76	149.55	1,062.33	1,046.85	15.48
02/08/2010	04/21/2011	30	GILEAD SCIENCES INC	39.26	46.24	1,177.87	1,387.07	-209.20
08/12/2008	04/21/2011	25	***TEVA PHARMACEUTICAL-SP ADR	45.97	46.54	1,149.37	1,163.52	-14.15
08/29/2008	04/21/2011	25	***TEVA PHARMACEUTICAL-SP ADR	45.97	47.40	1,149.36	1,185.02	-35.66
01/20/2010	04/21/2011	15	***TEVA PHARMACEUTICAL-SP ADR	45.97	57.98	689.62	869.64	-180.02
11/27/2009	04/26/2011	25	EMC CORP/MASS	28.20	16.75	705.02	418.77	286.25
12/21/2009	05/03/2011	13	WELLS FARGO & COMPANY	29.35	27.36	381.51	355.73	25.78
04/16/2010	05/03/2011	10	WELLS FARGO & COMPANY	29.35	32.55	293.47	325.48	-32.01
04/19/2010	05/03/2011	20	WELLS FARGO & COMPANY	29.35	32.57	586.94	651.42	-64.48
04/22/2010	05/03/2011	4	WELLS FARGO & COMPANY	29.35	33.50	117.39	134.00	-16.61
09/14/2009	05/09/2011	45	BB&T CORP	27.00	26.86	1,215.06	1,208.48	6.58
11/10/2009	05/09/2011	20	***INGERSOLL-RAND PLC	51.06	34.16	1,021.22	683.11	338.11
03/23/2010	05/09/2011	5	***INGERSOLL-RAND PLC	51.06	35.99	255.30	179.97	75.33
05/05/2010	05/11/2011	42	LOWE'S COS INC	25.69	26.79	1,079.09	1,125.23	-46.14
02/02/2010	05/12/2011	45	MORGAN STANLEY	24.47	27.68	1,101.31	1,245.44	-144.13
05/14/2009	05/16/2011	101	JPMORGAN CHASE & CO	43.17	35.06	4,360.48	3,540.84	819.64
12/09/2009	05/16/2011	46	JPMORGAN CHASE & CO	43.17	41.18	1,985.96	1,894.20	91.76
12/22/2009	05/16/2011	13	JPMORGAN CHASE & CO	43.17	41.94	561.25	545.22	16.03
05/04/2010	05/18/2011	10	DOW CHEMICAL	36.88	29.73	368.84	297.29	71.55
04/01/2010	05/19/2011	72	COMCAST CORP-CL A	25.26	18.91	1,818.64	1,361.69	456.95
04/29/2010	05/19/2011	10	COMCAST CORP-CL A	25.26	19.91	252.59	199.06	53.53
05/04/2010	05/19/2011	7	COMCAST CORP-CL A	25.26	19.85	176.81	138.95	37.86
03/23/2009	05/25/2011	20	CAMERON INTERNATIONAL CORP	47.76	23.64	955.14	472.87	482.27
05/03/2010	05/25/2011	5	CAMERON INTERNATIONAL CORP	47.76	38.53	238.78	192.65	46.13
05/03/2010	05/26/2011	20	CAMERON INTERNATIONAL CORP	47.76	38.53	955.21	770.62	184.59
10/27/2009	05/26/2011	10	***COOPER INDUSTRIES PLC	61.57	40.35	615.69	403.48	212.21
03/03/2010	05/31/2011	35	COMCAST CORP-CL A	25.06	16.86	877.25	590.25	287.00
04/01/2010	05/31/2011	3	COMCAST CORP-CL A	25.06	18.91	75.19	56.74	18.45
12/04/2009	06/07/2011	10	DEVON ENERGY CORPORATION	80.74	66.49	807.38	664.88	142.50
09/02/2009	06/16/2011	115	CONSTELLATION BRANDS INC-A	21.06	14.57	2,421.77	1,675.08	746.69
07/02/2009	06/22/2011	25	TIME WARNER CABLE	75.83	30.73	1,895.87	768.16	1,127.71
07/08/2009	06/30/2011	10	SMITHFIELD FOODS INC	21.96	12.87	219.62	128.73	90.89
05/06/2010	06/30/2011	60	SMITHFIELD FOODS INC	21.96	17.97	1,317.71	1,078.38	239.33
03/23/2010	07/05/2011	5	***INGERSOLL-RAND PLC	46.06	35.99	230.28	179.97	50.31
03/23/2010	07/05/2011	25	***INGERSOLL-RAND PLC	46.06	35.99	1,151.40	899.87	251.53
04/22/2010	07/14/2011	40	***ENSCO PLC- SPON ADR	51.57	50.10	2,062.80	2,003.90	58.90
05/24/2010	07/14/2011	25	***ENSCO PLC- SPON ADR	51.57	38.80	1,289.25	970.06	319.19
06/22/2010	07/15/2011	22	OVERLAY A PORTFOLIO	11.65	10.29	264.71	233.81	30.90
		722	CLASS 1					
06/24/2010	07/18/2011	90	NEWS CORP	14.95	12.94	1,345.24	1,164.20	181.04
02/25/2010	07/19/2011	25	***COOPER INDUSTRIES PLC	58.55	44.76	1,463.69	1,119.12	344.57
05/03/2010	07/21/2011	40	EXPRESS SCRIPTS INC	55.46	50.15	2,218.53	2,006.04	212.49
02/26/2010	08/01/2011	19	***COOPER INDUSTRIES PLC	52.55	45.17	998.38	858.32	140.06
02/26/2010	08/01/2011	11	***COOPER INDUSTRIES PLC	52.55	45.17	578.01	496.92	81.09
04/09/2010	08/03/2011	16	GOODRICH CORP	92.71	70.97	1,483.41	1,135.57	347.84
05/05/2010	08/03/2011	33	LOWE'S COS INC	20.39	26.79	672.81	884.11	-211.30
07/09/2010	08/03/2011	4	OCCIDENTAL PETROLEUM CORP	93.55	81.16	374.20	324.65	49.55

Capital Gains Report

CHARLES L. READ FOUNDATION (Account: 888-08702)

January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
04/21/2010	08/04/2011	140	COMMERCIAL METALS CO	12.88	15.38	1,803.27	2,153.21	-349.94
07/07/2010	08/05/2011	65	GAP INC/THE	16.67	19.40	1,083.69	1,260.82	-177.13
07/29/2010	08/05/2011	40	GAP INC/THE	16.67	17.92	666.89	716.69	-49.80
09/24/2009	08/10/2011	325	OFFICE DEPOT INC	2.52	6.20	819.00	2,014.74	-1,195.74
09/24/2008	08/12/2011	5	APPLE INC	377.94	127.03	1,889.71	635.16	1,254.55
04/12/2007	08/17/2011	1	GOOGLE INC-CL A	539.45	464.86	539.45	464.86	74.59
05/25/2010	08/18/2011	10	**BUNGE LTD	60.58	46.14	605.75	461.39	144.36
03/11/2009	08/19/2011	72	NEWS CORP	16.05	5.57	1,155.47	401.05	754.42
05/25/2010	08/24/2011	15	**BUNGE LTD	61.49	46.14	922.30	692.09	230.21
06/29/2010	08/24/2011	10	JOHNSON & JOHNSON	65.18	59.10	651.83	591.02	60.81
04/12/2007	08/26/2011	1	GOOGLE INC-CL A	527.94	464.86	527.94	464.86	63.08
01/21/2010	08/30/2011	25	**ROYAL CARIBBEAN CRUISES LTD	25.89	26.73	647.25	668.28	-21.03
11/16/2009	09/01/2011	10	JOHNSON CONTROLS INC	31.45	27.91	314.53	279.14	35.39
12/22/2009	09/01/2011	15	JOHNSON CONTROLS INC	31.45	27.73	471.79	416.02	55.77
07/29/2010	09/01/2011	5	NORTHROP GRUMMAN CORP	53.58	53.78	267.91	268.89	-0.98
03/11/2009	09/02/2011	73	NEWS CORP	16.46	5.57	1,201.23	406.63	794.60
02/17/2010	09/14/2011	85	GENERAL ELECTRIC CO	15.33	16.19	1,303.13	1,376.48	-73.35
09/15/2010	09/16/2011	5	GOLDMAN SACHS GROUP INC	106.83	151.22	534.17	756.11	-221.94
05/06/2010	09/20/2011	20	CELGENE CORP	64.23	59.92	1,284.65	1,198.36	86.29
04/12/2007	09/28/2011	15	GILEAD SCIENCES INC	39.85	39.35	597.79	590.31	7.48
06/29/2010	09/30/2011	10	**BUNGE LTD	58.67	50.06	586.69	500.60	86.09
04/13/2004	10/06/2011	1,725	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	14.08	13.39	24,295.00	23,104.41	1,190.59
06/29/2010	10/10/2011	10	**BUNGE LTD	56.46	50.06	564.63	500.60	64.03
07/30/2010	10/10/2011	15	**BUNGE LTD	56.46	48.95	846.95	734.23	112.72
04/06/2010	10/10/2011	10	NOBLE ENERGY INC	77.88	76.19	778.80	771.93	6.87
05/07/2010	10/12/2011	20	THE WALT DISNEY CO	33.16	33.58	663.17	671.52	-8.35
06/22/2010	10/12/2011	22	OVERLAY A PORTFOLIO	11.10	10.29	250.18	231.93	18.25
		539	CLASS 1					
01/27/2010	10/14/2011	60	**NEXEN INC	16.83	21.47	1,009.58	1,288.30	-278.72
05/10/2010	10/14/2011	50	**NEXEN INC	16.83	22.93	841.31	1,146.61	-305.30
08/09/2010	10/26/2011	15	CELGENE CORP	66.43	56.91	996.43	853.69	142.74
10/26/2010	10/27/2011	85	DELL INC	16.32	14.52	1,387.29	1,234.03	153.26
11/13/2009	10/28/2011	40	CONOCOPHILLIPS	71.90	52.81	2,876.06	2,112.47	763.59
05/06/2010	10/31/2011	25	SMITHFIELD FOODS INC	23.05	17.97	576.34	449.33	127.01
05/14/2009	11/01/2011	4	JPMORGAN CHASE & CO	32.84	35.06	131.37	140.23	-8.86
06/05/2009	11/01/2011	15	JPMORGAN CHASE & CO	32.84	34.88	492.65	523.26	-30.61
07/15/2010	11/09/2011	31	COMCAST CORP-CL A	21.87	19.09	678.00	591.90	86.10
05/14/2009	11/11/2011	16	JPMORGAN CHASE & CO	33.38	35.06	534.13	560.93	-26.80
06/05/2009	11/11/2011	1	JPMORGAN CHASE & CO	33.38	34.88	33.38	34.88	-1.50
06/05/2009	11/11/2011	3	JPMORGAN CHASE & CO	33.38	34.88	100.15	104.65	-4.50
07/15/2010	11/15/2011	41	COMCAST CORP-CL A	22.07	19.09	905.01	782.83	122.18
05/20/2010	11/16/2011	43	MARATHON PETROLEUM CORP	33.99	24.64	1,461.46	1,059.44	402.02
08/24/2009	11/16/2011	1	NVR INC	641.71	671.63	641.71	671.63	-29.92
09/15/2010	11/17/2011	10	GOLDMAN SACHS GROUP INC	92.56	151.22	925.62	1,512.23	-586.61
10/18/2010	11/17/2011	5	GOLDMAN SACHS GROUP INC	92.56	152.85	462.81	764.27	-301.46
10/20/2010	11/17/2011	5	GOLDMAN SACHS GROUP INC	92.56	156.73	462.81	783.66	-320.85
12/22/2009	11/17/2011	35	JOHNSON CONTROLS INC	29.80	27.73	1,042.91	970.70	72.21
06/09/2010	11/18/2011	30	DOW CHEMICAL	26.07	26.05	782.14	781.47	0.67

Capital Gains Report

CHARLES L. READ FOUNDATION (Account: 888-08702)

January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03/19/2010	11/22/2011	6	GILEAD SCIENCES INC	38.54	47.77	231.26	286.60	-55.34
04/13/2010	11/22/2011	35	GILEAD SCIENCES INC	38.54	46.39	1,349.00	1,623.82	-274.82
04/14/2010	11/22/2011	24	GILEAD SCIENCES INC	38.54	45.91	925.03	1,101.79	-176.76
04/14/2010	11/22/2011	16	GILEAD SCIENCES INC	38.54	45.91	616.68	734.53	-117.85
04/12/2010	11/22/2011	10	NOBLE ENERGY INC	90.35	77.03	903.50	770.31	133.19
06/05/2009	11/25/2011	16	JPMORGAN CHASE & CO	28.65	34.88	458.38	558.14	-99.76
06/18/2009	11/25/2011	5	JPMORGAN CHASE & CO	28.65	33.50	143.24	167.51	-24.27
06/22/2010	11/30/2011	1,585	OVERLAY A PORTFOLIO	11.10	10.29	17,600.00	16,315.68	1,284.32
		586	CLASS 1					
06/22/2010	11/30/2011	862	OVERLAY B PORTFOLIO	10.90	10.34	9,400.00	8,917.06	482.94
		385	CLASS 1					
04/13/2004	11/30/2011	710	BERNSTEIN INTERMEDIATE	14.08	13.39	10,000.00	9,509.94	490.06
		227	DURATION PORTFOLIO					
02/02/2010	12/13/2011	25	CONOCOPHILLIPS	70.94	49.22	1,773.58	1,230.50	543.08
11/09/2010	12/20/2011	15	DELTA AIR LINES INC	8.60	13.87	128.99	208.10	-79.11
11/27/2009	12/21/2011	25	EMC CORP/MASS	21.44	16.75	536.03	418.76	117.27
12/13/2010	12/21/2011	33	LOWE'S COS INC	25.64	25.07	846.00	827.28	18.72
			SUBTOTAL FOR LONG-TERM NON-COVERED			402,168.53	360,059.32	42,109.21
			CASH IN LIEU COVERED					
	04/18/2011		HUNTINGTON INGALLS INDUST-WI			12.66		12.66
			SUBTOTAL FOR CASH IN LIEU COVERED			12.66	0.00	12.66
			TOTAL			841,213.75	770,635.02	70,578.73
			** ACCOUNT TOTALS **					
			CURRENT PERIOD - G/L				70,578.73	
			SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B)			0.00		
			SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)			28,456.86		
			SHORT TERM TOTAL				28,456.86	
			LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B)			0.00		
			LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)			42,109.21		
			LONG TERM TOTAL				42,109.21	
			CIL - COVERED				12.66	

Morgan Stanley Smith Barney Holdings LLC
One New York Plaza
12th Floor
New York, NY 10004
Identification Number 26-4310632
Taxpayer ID Number 22-6053510
Account Number 317 061389 498

CHARLES L READ FOUNDATION
ATTN RODGER HERRIGEL, ESQ.
249 MILLBURN AVE.
MILLBURN NJ 07041-1735

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

OMB NO. 1545-0715

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Noncovered Securities*

DESCRIPTION (Box 9)	CUSIP	NONCOVERED SECURITY (Box 6)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	FEDERAL INCOME TAX WITHHELD (Box 4)
AGNICO EAGLE MINES LTD	008474108	Y	700 000	07/26/2011		\$43,751.39			\$0.00
AGNICO EAGLE MINES LTD	008474108	Y	700 000	10/28/2011		\$30,064.28			\$0.00
AMER INTL GP INC NEW	026874784	Y	37 000	03/18/2011		\$1,330.86			\$0.00
ANCESTRY COM	032803108	Y	590 000	09/28/2011		\$14,760.98			\$0.00
APPLE INC	037833100	Y	84 000	09/22/2011		\$33,683.35			\$0.00
APPLE INC	037833100	Y	20 000	09/30/2011		\$7,690.48			\$0.00
APPLE INC	037833100	Y	200 000	10/17/2011		\$83,659.11			\$0.00
AVENUE INCOME CREDIT	05358E106	Y	2,000 000	12/23/2011		\$30,604.41			\$0.00
BANK OF AMERICA CORP	060505104	Y	1,500 000	03/18/2011		\$21,287.14			\$0.00
BERKSHIRE HATHAWAY CL-B NEW	084670702	Y	650 000	03/14/2011		\$54,520.95			\$0.00
CELGENE CORP	151020104	Y	335 000	09/22/2011		\$20,633.59			\$0.00
CHARTER COMMUNICATIONS INC	16117M305	Y	195 000	10/24/2011		\$9,752.93			\$0.00
CHESAPEAKE ENERGY CORP	165167107	Y	1,000 000	09/30/2011		\$25,890.50			\$0.00
CONAGRA FOODS INC	205887102	Y	2,500 000	03/09/2011		\$58,353.87			\$0.00
CONOCOPHILLIPS	20825C104	Y	1,870 000	03/09/2011		\$146,754.78			\$0.00
DR PEPPER SNAPPLE GROUP INC	26138E109	Y	1,000 000	12/23/2011		\$39,842.03			\$0.00
FRONTIER COMMUNICATIONS	35906A108	Y	240 000	03/28/2011		\$1,966.26			\$0.00
GENERAL MTRS CO	37045V100	Y	2,000 000	08/03/2011		\$53,669.16			\$0.00
GENON ENERGY INC COM	37244E107	Y	76 000	03/18/2011		\$287.27			\$0.00
GOOGLE INC-CL A	38259P508	Y	115 000	08/03/2011		\$67,554.31			\$0.00
HANESBRANDS INC	410345102	Y	250 000	03/09/2011		\$6,431.37			\$0.00
HECKMANN CORP	422680108	Y	3,000 000	07/19/2011		\$18,316.14			\$0.00
HIGHWOOD PPTY 8 00% CUM	431284306	Y	567 000	03/09/2011		\$14,344.82			\$0.00
LOUISIANA PACIFIC CORP	546347105	Y	4,000 000	09/30/2011		\$21,533.58			\$0.00
MAGNUM HUNTER RESOURCES	55973B102	Y	1,750 000	09/22/2011		\$7,003.89			\$0.00
MAGNUM HUNTER RESOURCES	55973B102	Y	1,750 000	09/30/2011		\$5,929.41			\$0.00
MARKET VECTORS AGRIBUS ETF	57060U605	Y	500 000	08/04/2011		\$24,944.52			\$0.00
MEMC ELECTRONIC MATERIALS	552715104	Y	1,430 000	09/30/2011		\$7,496.63			\$0.00

CONTINUED ON NEXT PAGE

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley Smith Barney Holdings LLC
One New York Plaza
12th Floor
New York, NY 10004
Identification Number 26-4310632

CHARLES L READ FOUNDATION
ATTN RODGER HERRIGEL, ESQ.
249 MILLBURN AVE
MILLBURN NJ 07041-1735

Taxpayer ID Number 22-6053510
Account Number 317 061389 498

Customer Service: 866-324-6088

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OMB NO. 1545-0715

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

Noncovered Securities* (Continued)

DESCRIPTION (Box 9)	CUSIP	NONCOVERED SECURITY (Box 6)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	FEDERAL INCOME TAX WITHHELD (Box 4)
MICROSOFT CORP	594918104	Y	1,000,000	03/09/2011	03/09/2011	\$25,871.50			\$0.00
ML PFD CAPITAL TR 7120 *28JN30	59021G204	Y	4,000,000	03/09/2011	03/09/2011	\$98,121.41			\$0.00
MOTOROLA MOBILITY HLDGS INC	620097105	Y	187,000	03/09/2011	03/09/2011	\$4,983.86			\$0.00
MOTOROLA SOLUTIONS INC	620076307	Y	214,000	03/09/2011	03/09/2011	\$8,862.46			\$0.00
NOKIA CP ADR	654902204	Y	1,000,000	03/09/2011	03/09/2011	\$8,622.23			\$0.00
SARA LEE CORP	803111103	Y	2,000,000	03/09/2011	03/09/2011	\$33,971.34			\$0.00
SPDR DJ WILSHRE GLOBAL REA	78463X749	Y	1,500,000	09/22/2011	09/22/2011	\$48,595.61			\$0.00
TE CONNECTIVITY LTD NEW	H84989104	Y	1,200,000	08/04/2011	08/04/2011	\$37,743.23			\$0.00
VALEANT PHARMACEUTIC INTL	91911K102	Y	460,000	09/22/2011	09/22/2011	\$16,761.29			\$0.00
VERIZON COMMUNICATIONS	92343V104	Y	1,000,000	03/09/2011	03/09/2011	\$36,509.29			\$0.00
WEIGHT WATCHERS INTL INC	948626106	Y	200,000	09/22/2011	09/22/2011	\$10,418.09			\$0.00
WELLS FARGO & CO NEW	949746101	Y	398,000	03/09/2011	03/09/2011	\$12,936.70			\$0.00
WEST COAST BANCORP COM	952145209	Y	600,000	10/24/2011	10/24/2011	\$9,669.47			\$0.00
Total Noncovered						\$1,205,124.49			\$0.00

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2)	\$1,205,124.49
Total Cost or Other Basis (Box 3)	\$0.00
Total Wash Sale Loss Disallowed (Box 5)	\$0.00
Total Fed Tax Withheld (Box 4)	\$0.00

*Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS.

Activity

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
AVENUE INCOME CREDIT	03/25/11	12/23/11	2,000,000	\$30,604.41	\$38,875.60	\$(8,271.19)	
DR PEPPER SNAPPLE GROUP INC	03/24/11	12/23/11	1,000,000	39,842.03	37,925.10	1,916.93	
Short-Term This Period				\$70,446.44	\$76,800.70	\$(6,354.26)	
Short-Term Year to Date				\$669,968.38	\$743,417.88	\$(73,449.50)	
Net Realized Gain/(Loss) This Period				\$70,446.44	\$76,800.70	\$(6,354.26)	
Net Realized Gain/(Loss) Year to Date				\$1,205,124.49	\$1,371,900.14	\$(167,062.92)	

New Treasury regulations require that we report your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. This section may not reflect all of the basis adjustments we are required to make for tax reporting purposes. The information in this section is provided for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Disclosures section of this statement for additional information.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. CHARLES L. READ FOUNDATION C/O SAUL EISENBERG, TREASURER	Employer identification number (EIN) or <input checked="" type="checkbox"/> 22-6053510
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P O box, see instructions. 111 WOHSEEPEE DRIVE	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BAYSHORE, NY 11706	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

SAUL EISENBERG

- The books are in the care of ▶ **111 WOHSEEPEE DRIVE - BAYSHORE, NY 11706**
Telephone No ▶ **631-666-6915** FAX No ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2011** or
▶ tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	1238.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	3393.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)