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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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

Name of foundation
WOODRUFF FOUNDATION
co DINGUS AND DAGA INC

A Employer identification number
23-7425631

Number and street (or P O box number if mail is not delivered to street address) 20600 CHAGRIN BLVD
Room/suite

B Telephone number (see page 10 of the instructions)
(216) 561-9200

City or town, state, and ZIP code
SHAKER HEIGHTS, OH 44122

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 10,278,585

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	379,630	379,630	379,630	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-19,934			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	252			
	12	**Total.** Add lines 1 through 11	359,948	379,630	379,630	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	6,700	3,350		3,350
	c	Other professional fees (attach schedule)	25,716	25,716		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	40,821	40,821		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	6,614			6,614
	22	Printing and publications	840			840
	23	Other expenses (attach schedule)	95,039			95,039
	24	**Total operating and administrative expenses.** Add lines 13 through 23	175,730	69,887		105,843
	25	Contributions, gifts, grants paid	437,099			437,099
	26	**Total expenses and disbursements.** Add lines 24 and 25	612,829	69,887		542,942
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-252,881			
	b	**Net investment income** (if negative, enter -0-)		309,743		
	c	**Adjusted net income** (if negative, enter -0-)			379,630	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	3,145	6,489	6,489
2	Savings and temporary cash investments	11,405,461		
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶	14,835		
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	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 (attach schedule)			
b	Investments—corporate stock (attach schedule)		10,272,096	10,272,096
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	11,423,441	10,278,585	10,278,585
Liabilities				
17	Accounts payable and accrued expenses	6,400	6,700	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	6,400	6,700	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	11,417,041	10,271,885	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	11,417,041	10,271,885	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	11,423,441	10,278,585	

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	11,417,041
2	Enter amount from Part I, line 27a	2	-252,881
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,164,160
5	Decreases not included in line 2 (itemize) ▶	5	892,275
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,271,885

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			

	(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				

	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				

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	555,569	10,393,091	0 05346
2009	558,866	9,315,496	0 05999
2008	632,583	11,916,324	0 05309
2007	853,842	13,674,954	0 06244
2006	738,737	12,862,225	0 05744

2	**Total** of line 1, column (d)	2	0 28641
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 05728
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,879,247
5	Multiply line 4 by line 3	5	623,174
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,097
7	Add lines 5 and 6	7	626,271
8	Enter qualifying distributions from Part XII, line 4	8	542,942

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	6,195
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	6,195
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	6,195
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	10,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	10,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	72
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	3,733
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶		**Refunded** ▶	11	3,733

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	If the answer is "Yes" to ***1a*** *or* ***1b,*** *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

			Yes	No
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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶Cathy Starkey Telephone no ▶(216) 621-2901

Located at ▶627 Hanna Building Suite 966 Cleveland OH ZIP+4 ▶44115

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		**No**
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☑ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		**No**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
ALLIANCE BERSTEIN 1345 Avenue of the Americas New York, NY 10105	Investment Advisory	19,141
NORTHERN TRUST 200 Public Square Suite 1950 CLEVELAND, OH 44114	Investment Advisory	6,575
FOUNDATION MANAGEMENT SERVICES 627 HANNA BUILDING CLEVELAND, OH 44115	FOUNDATION MGMT	90,125

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

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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	11,044,921
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	11,044,921
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	
3	Subtract line 2 from line 1d	3	11,044,921
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	165,674
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,879,247
6	**Minimum investment return.** Enter 5% of line 5	6	543,962

Part XI Distributable Amount (see page 25 of the 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	543,962
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 6,195		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	6,195
3	Distributable amount before adjustments Subtract line 2c from line 1	3	537,767
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	537,767
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	537,767

Part XII Qualifying Distributions (see page 25 of the 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	542,942
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
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	542,942
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	542,942

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				537,767
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007. 41,850				
c From 2008. 42,371				
d From 2009. 95,414				
e From 2010. 81,511				
f **Total** of lines 3a through e.	261,146			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 542,942				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				537,767
e Remaining amount distributed out of corpus	5,175			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	266,321			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	266,321			
10 Analysis of line 9				
a Excess from 2007. . . . 41,850				
b Excess from 2008. . . . 42,371				
c Excess from 2009. . . . 95,414				
d Excess from 2010. . . . 81,511				
e Excess from 2011. . . . 5,175				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the 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))

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

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 page 28 of the 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

WOODRUFF FOUNDATION
1422 EUCLID AVENUE SUITE 966
CLEVELAND,OH 441151901
(216) 566-1853

b The form in which applications should be submitted and information and materials they should include

NO SPECIFIC APPLICATION OR PROPOSAL FORM IS USED APPLICANTS SHOULD SUBMIT PROPOSALS THAT SHOULD INCLUDE ITEMS SUCH AS 1 PURPOSE OF THE PROPOSAL2 A BRIEF HISTORY AND PURPOSE OF THE ORGANIZATION3 A PROFILE OF CLIENTS SERVED, A SUMMARY OF TEH SERVICES OFFERED ALONG WITH THE SERVICE AREA AND APPLICABLE STATISTICS4 AN EXPLANANTION OF SPECIFIC GRANT REQUEST INCLUDING OBJECTIVES, TIME FRAME AND BUDGET5 A STATEMENT OF INCOME AND EXPENSES FOR THE PRECEDING YEAR AND A CURRENT BUDGET6 A LIST OF THE BOARD OF TRUSTEES7 A COPY OF THE LATEST AUDITED FINANCIAL STATEMENTS8 A COPY OF THE MOST RECENT ANNUAL REPORT

c Any submission deadlines

NONE

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

NONE

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED LIST SEE LIST SEE LIST,OH 44115	*	***SEE ATTACHED STAT	***SEE ATTACHED STATEMENT 10* NONE OF THE RECIPIENTS IS AN INDIVIDUAL** NONE OF THE RECIPIENTS IS A PRIVATE FOUNDATION*** THE GRANTS ARE TO ASSIST THE PUBLIC CHARITIES IN THEIR DAY TO DAY OPERATIONS IN PURSUIT OF THEIR EXEMPT PURPOSES	437,099
Total **3a**				437,099
b *Approved for future payment*				
Total **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					379,630
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					-19,934
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a Miscellaneous					252
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					359,948

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 359,948

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

******	2012-11-07	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
SOOKRAM PHALGOO			

Firm's name	Dingus & Daga Inc	Firm's EIN
Firm's address	20600 Chagrin Blvd Ste 701 Cleveland, OH 44122	Phone no (216) 561-9200

May the IRS discuss this return with the preparer shown above? See instructions ☑ Yes ☐ No

TY 2011 Accounting Fees Schedule

Name: WOODRUFF FOUNDATION
co DINGUS AND DAGA INC
EIN: 23-7425631
Software ID: 11000144
Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	6,700	3,350	0	3,350

TY 2011 Contractor Compensation Explanation

Name: WOODRUFF FOUNDATION
co DINGUS AND DAGA INC

EIN: 23-7425631

Software ID: 11000144

Software Version: 2011v1.2

Contractor	Explanation
NORTHERN TRUST	INVESTMENT ADVISORY FEES
FOUNDATION MANAGEMENT SERVICES	FOUNDATION MANAGEMENT SERVICES INC. PROVIDES VARIOUS SERVICES RELATING TO THE MANAGEMENT AND TRACKING OF THE FOUNDATION ACTIVITIES. ITS COMPENSATION IS BASED ON AN ANNUAL CONTRACT THAT IS APPROVED BY THE WOODRUFF BOARD OF TRUSTEES
ALLIANCE BERSTEIN	INVESTMENT ADVISORY FEES

TY 2011 Other Decreases Schedule

Name: WOODRUFF FOUNDATION
co DINGUS AND DAGA INC

EIN: 23-7425631

Software ID: 11000144

Software Version: 2011v1.2

Description	Amount
UNREALIZED LOSS	892,275

TY 2011 Other Expenses Schedule

Name: WOODRUFF FOUNDATION
co DINGUS AND DAGA INC

EIN: 23-7425631

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
State Registration	200			200
Miscellaneous	916			916
Membership dues	2,173			2,173
Management Fee	90,125			90,125
Insurance	1,625			1,625

TY 2011 Other Income Schedule

Name: WOODRUFF FOUNDATION
co DINGUS AND DAGA INC

EIN: 23-7425631

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Miscellaneous	252		

TY 2011 Other Professional Fees Schedule

Name: WOODRUFF FOUNDATION
co DINGUS AND DAGA INC

EIN: 23-7425631

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KeyTrust - Inv Management Fees	25,716	25,716	0	0

TY 2011 Taxes Schedule

Name: WOODRUFF FOUNDATION
co DINGUS AND DAGA INC

EIN: 23-7425631

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IRS Refund	1,644	-1,644		
Excise Taxes	42,465	42,465		

Woodruff Foundation
Page 1, Part I, Line 6 - Detail of Realized Gains/(Losses)
12/31/2011

Summary of Realized Gains/(Loss)

	Symbol	Date Purchased	Date Sold	Sales Price	Cost	Gain/ (Loss)
Bernstein activity - per attached		Various	Various	2,431,991	2,377,913	54,078
Northern Trust activity:						
MFB Northern FDS Mult-Mgr Emerging Mkts	NMMEX	1/4/11 & 5/12/11	12/20/2011	463,664	455,000	8,664
MFB Northern FDS BD Index FD	NOBOX	1/4/11 & 5/12/11	12/20/2011	1,447,020	1,440,000	7,020
MFB Northern FDS Mult-Mgr Small Cap Fund	NMMSX	1/4/11 & 5/12/11	12/20/2011	185,645	185,000	645
KeyCorp activity:						
Realized Loss on Austin		Various 2008/09	12/31/2011	-	480	(480)
Realized Loss on Austin		Various 2008/09	12/31/2011	-	560	(560)
Austin write-off		Various 2008/09	12/31/2011	-	89,300	(89,300)
Total - Page 1, Part I, Line 6						(19,934)

BERNSTEIN
Global Wealth Management

Capital Gains

Account: WOODRUFF FOUNDATION (888-60125)
01/01/2011 - 12/31/2011

Summary

Description	Amount
Short-Term	($19,935 66)
Cash in Lieu[1]	$12 66
LT Cap Gains Distribution from Bernstein Funds	$74,012 88
Total	**$54,089 88**

Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	01/05/2011	12/22/2011	109	LOWE'S COS INC	$25 77	$24 72	$2,808 82	$2,695 00	$113 82
888-60125	06/30/2011	12/21/2011	5	UNITEDHEALTH GROUP INC	$49 90	$51 77	$249.52	$258.84	($9 32)
888-60125	06/24/2011	12/21/2011	75	UNITEDHEALTH GROUP INC	$49 90	$50 48	$3,742 75	$3,786 29	($43 54)
888-60125	06/17/2011	12/21/2011	20	UNITEDHEALTH GROUP INC	$49 90	$50 09	$998.07	$1,001 79	($3 72)
888-60125	01/05/2011	12/21/2011	35	ACCENTURE PLC-CL A	$51 49	$48 29	$1,802 00	$1,690 01	$111 99
888-60125	01/05/2011	12/21/2011	75	EMC CORP/MASS	$21.44	$23.32	$1,608 08	$1,749 04	($140.96)
888-60125	06/02/2011	12/15/2011	60	RIVERBED TECHNOLOGY INC	$23 29	$37 84	$1,397.56	$2,270 69	($873 13)
888-60125	04/25/2011	12/15/2011	45	METLIFE INC	$30 54	$44 16	$1,374 49	$1,987 42	($612 93)
888-60125	04/08/2011	12/15/2011	50	METLIFE INC	$30 54	$44 60	$1,527 22	$2,230 21	($702 99)
888-60125	03/07/2011	12/15/2011	75	METLIFE INC	$30 54	$45 90	$2,290 82	$3,442 18	($1,151 36)
888-60125	01/05/2011	12/15/2011	35	ACCENTURE PLC-CL A	$56 32	$48 29	$1,971 32	$1,690 01	$281 31
888-60125	01/05/2011	12/15/2011	5	GOOGLE INC-CL A	$620 73	$606 97	$3,103 63	$3,034.86	$68 77
888-60125	09/22/2011	12/14/2011	25	PEPSICO INC	$64.27	$60.25	$1,606 75	$1,506.18	$100 57
888-60125	03/30/2011	12/14/2011	40	CELGENE CORP	$63.24	$56.70	$2,529.42	$2,267 96	$261.46
888-60125	01/21/2011	12/14/2011	89	COMCAST CORP-CL A	$23 15	$23 63	$2,060 38	$2,103.48	($43 10)
888-60125	02/16/2011	12/09/2011	35	CELGENE CORP	$63 41	$53 77	$2,219 35	$1,881.95	$337 40
888-60125	01/05/2011	12/08/2011	353.357	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$14 15	$13 66	$5,000 00	$4,826.86	$173 14
888-60125	06/07/2011	12/07/2011	30	CONOCOPHILLIPS	$72.27	$71.60	$2,167 96	$2,147.89	$20 07
888-60125	06/02/2011	12/07/2011	15	RIVERBED TECHNOLOGY INC	$26.57	$37.84	$398 60	$567.67	($169.07)
888-60125	05/11/2011	12/07/2011	70	RIVERBED TECHNOLOGY INC	$26 57	$35 93	$1,860.12	$2,514.75	($654.63)
888-60125	04/13/2011	12/07/2011	75	CONOCOPHILLIPS	$72 27	$77 48	$5,419 91	$5,810.96	($391 05)

Capital Gains

BERNSTEIN
Global Wealth Management

Account: WOODRUFF FOUNDATION (888-60125)
01/01/2011 - 12/31/2011

Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	01/05/2011	12/07/2011	75	CONOCOPHILLIPS	$72.27	$67.74	$5,419 90	$5,080 39	$339.51
888-60125	08/25/2011	12/06/2011	45	LAS VEGAS SANDS CORP	$45.56	$43.09	$2,050 18	$1,939 03	$111.15
888-60125	01/05/2011	12/06/2011	15	GOODRICH CORP	$122.31	$89.67	$1,834 69	$1,345 07	$489.62
888-60125	03/07/2011	12/05/2011	50	WELLPOINT INC	$69.15	$67.84	$3,457 71	$3,392 00	$65.71
888-60125	01/05/2011	12/05/2011	50	JPMORGAN CHASE & CO	$33 73	$44.74	$1,686 70	$2,236.79	($550 09)
888-60125	01/28/2011	12/02/2011	25	MONSANTO CO	$70 87	$72 32	$1,771 75	$1,807.96	($36.21)
888-60125	02/25/2011	11/29/2011	10	DEVON ENERGY CORPORATION	$62.03	$90 20	$620 29	$901 95	($281 66)
888-60125	01/26/2011	11/29/2011	20	DEVON ENERGY CORPORATION	$62 03	$83 91	$1,240 57	$1,678.18	($437.61)
888-60125	01/07/2011	11/23/2011	50	DOW CHEMICAL	$24 87	$34 99	$1,243.27	$1,749 44	($506.17)
888-60125	01/07/2011	11/23/2011	99	GILEAD SCIENCES INC	$39.46	$37.54	$3,906 71	$3,716 47	$190 24
888-60125	01/06/2011	11/23/2011	76	GILEAD SCIENCES INC	$39.46	$37.59	$2,999 09	$2,856 77	$142 32
888-60125	01/05/2011	11/23/2011	23	DOW CHEMICAL	$24.87	$34.68	$571.91	$797.61	($225 70)
888-60125	01/05/2011	11/23/2011	41	GILEAD SCIENCES INC	$39.46	$37.22	$1,617 93	$1,525 98	$91 95
888-60125	01/05/2011	11/23/2011	75	JOHNSON CONTROLS INC	$27 96	$40.34	$2,096 68	$3,025 29	($928 61)
888-60125	03/07/2011	11/17/2011	50	METLIFE INC	$30.70	$45 90	$1,535 22	$2,294 78	($759 56)
888-60125	01/05/2011	11/17/2011	25	GOLDMAN SACHS GROUP INC	$92 56	$173 63	$2,314 05	$4,340.82	($2,026 77)
888-60125	01/05/2011	11/17/2011	50	JPMORGAN CHASE & CO	$30 60	$44 74	$1,529 76	$2,236.79	($707 03)
888-60125	01/05/2011	11/16/2011	840 336	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	$11 90	$11.88	$10,000.00	$9,983.19	$16.81
888-60125	01/05/2011	11/16/2011	50	LIMITED BRANDS INC	$43 71	$29 73	$2,185 57	$1,486.36	$699 21
888-60125	01/05/2011	11/16/2011	125	MARATHON PETROLEUM CORP	$33 99	$29 29	$4,248 44	$3,661.31	$587 13
888-60125	01/05/2011	11/16/2011	20	NOBLE ENERGY INC	$95 82	$83 85	$1,916.36	$1,676.92	$239 44
888-60125	07/26/2011	11/15/2011	80	ARUBA NETWORKS INC	$23 51	$24.74	$1,880.65	$1,978 99	($98 34)
888-60125	04/28/2011	11/15/2011	5	PROCTER & GAMBLE CO	$63.25	$64.29	$316.23	$321.45	($5.22)
888-60125	04/07/2011	11/15/2011	25	PROCTER & GAMBLE CO	$63.25	$61 93	$1,581 13	$1,548 19	$32.94
888-60125	08/25/2011	11/14/2011	10	LAS VEGAS SANDS CORP	$47 11	$43 09	$471 10	$430 89	$40 21
888-60125	08/24/2011	11/14/2011	45	LAS VEGAS SANDS CORP	$47 11	$43 61	$2,119.93	$1,962 29	$157 64
888-60125	01/25/2011	11/14/2011	5	DEVON ENERGY CORPORATION	$66 82	$83 91	$334 08	$419 55	($85 47)
888-60125	01/05/2011	11/14/2011	25	DEVON ENERGY CORPORATION	$66 82	$78 24	$1,670.38	$1,956 02	($285 64)
888-60125	01/05/2011	11/11/2011	125	COMCAST CORP-CL A	$22 51	$22.57	$2,813 19	$2,820.89	($7 70)

BERNSTEIN
Global Wealth Management

Capital Gains

Account: WOODRUFF FOUNDATION (888-60125)
01/01/2011 - 12/31/2011

Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	01/05/2011	11/11/2011	75	JPMORGAN CHASE & CO	$33 38	$44 74	$2,503 73	$3,355 19	($851 46)
888-60125	07/26/2011	11/10/2011	80	ARUBA NETWORKS INC	$23.13	$24 74	$1,850 36	$1,978 99	($128 63)
888-60125	06/28/2011	11/10/2011	45	ROVI CORP	$28.38	$57 21	$1,277 15	$2,574 48	($1,297 33)
888-60125	01/24/2011	11/10/2011	65	ROVI CORP	$28.38	$63 58	$1,844 78	$4,132 88	($2,288 10)
888-60125	01/05/2011	11/09/2011	86	COMCAST CORP-CL A	$21.87	$22 57	$1,880.90	$1,940 77	($59 87)
888-60125	01/05/2011	11/09/2011	150	SMITHFIELD FOODS INC	$22.58	$19 93	$3,387 21	$2,989 94	$397.27
888-60125	01/05/2011	11/04/2011	25	MONSANTO CO	$71.46	$68 90	$1,786 42	$1,722 43	$63 99
888-60125	04/07/2011	11/01/2011	10	PROCTER & GAMBLE CO	$63 04	$61 93	$630.36	$619 27	$11.09
888-60125	04/05/2011	11/01/2011	20	PROCTER & GAMBLE CO	$63 04	$61.99	$1,260.73	$1,239.88	$20.85
888-60125	03/07/2011	11/01/2011	50	METLIFE INC	$33 33	$45.90	$1,666.56	$2,294.79	($628.23)
888-60125	01/05/2011	11/01/2011	25	GOLDMAN SACHS GROUP INC	$104.82	$173 63	$2,620.42	$4,340.83	($1,720 41)
888-60125	01/05/2011	11/01/2011	50	JOHNSON CONTROLS INC	$31 51	$40 34	$1,575.67	$2,016.86	($441 19)
888-60125	01/05/2011	11/01/2011	58	JPMORGAN CHASE & CO	$32 84	$44 74	$1,904 91	$2,594 68	($689 77)
888-60125	01/05/2011	10/31/2011	30	ALLERGAN INC	$84 34	$69 84	$2,530 29	$2,095 14	$435 15
888-60125	04/05/2011	10/28/2011	15	PROCTER & GAMBLE CO	$64 66	$61 99	$969 93	$929 91	$40 02
888-60125	03/15/2011	10/28/2011	20	PROCTER & GAMBLE CO	$64 66	$60 54	$1,293 25	$1,210 83	$82 42
888-60125	01/05/2011	10/28/2011	25	CITRIX SYSTEMS INC	$72 95	$68 01	$1,823.81	$1,700 20	$123 61
888-60125	01/05/2011	10/28/2011	100	CONOCOPHILLIPS	$71 90	$67.74	$7,190.15	$6,773.85	$416.30
888-60125	01/05/2011	10/28/2011	20	FLOWSERVE CORPORATION	$94.07	$117.45	$1,881 48	$2,348 95	($467 47)
888-60125	01/05/2011	10/28/2011	15	GOODRICH CORP	$122.74	$89 67	$1,841 08	$1,345 08	$496 00
888-60125	01/05/2011	10/28/2011	50	LIMITED BRANDS INC	$43 79	$29 73	$2,189 35	$1,486 36	$702 99
888-60125	01/05/2011	10/28/2011	75	STARBUCKS CORP	$42 51	$32 38	$3,188 34	$2,428 36	$759.98
888-60125	09/13/2011	10/27/2011	90	WELLS FARGO & COMPANY	$27 17	$24 41	$2,445.17	$2,196.46	$248 71
888-60125	07/20/2011	10/27/2011	21	ANADARKO PETROLEUM CORP	$82 31	$82 88	$1,728.58	$1,740.50	($11 92)
888-60125	05/17/2011	10/27/2011	1495 327	AB BOND INFLATION STRATEGY CLASS 1	$10 70	$10 60	$16,000.00	$15,850.47	$149 53
888-60125	02/14/2011	10/27/2011	30	BORGWARNER INC	$75 07	$79.29	$2,252 12	$2,378 59	($126 47)
888-60125	01/06/2011	10/27/2011	7	WELLS FARGO & COMPANY	$27 17	$32.24	$190 18	$225 71	($35 53)
888-60125	01/05/2011	10/27/2011	2351 931	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$13 98	$13.66	$32,880 00	$32,127 38	$752 62

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Account. WOODRUFF FOUNDATION (888-60125)
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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	01/05/2011	10/27/2011	1613 858	BERNSTEIN INTERNATIONAL PORTFOLIO	$14.36	$15 67	$23,175 00	$25,289.15	($2,114.15)
888-60125	01/05/2011	10/27/2011	30	CELGENE CORP	$65.19	$58 87	$1,955.68	$1,766 24	$189 44
888-60125	01/05/2011	10/27/2011	15	CELGENE CORP	$65.19	$58 87	$977 84	$883 12	$94 72
888-60125	01/05/2011	10/27/2011	40	CITRIX SYSTEMS INC	$75.25	$68 01	$3,010.18	$2,720 32	$289.86
888-60125	01/05/2011	10/27/2011	153	WELLS FARGO & COMPANY	$27.17	$32 19	$4,156 78	$4,925 01	($768 23)
888-60125	04/05/2011	10/26/2011	75	AT&T INC	$28 55	$30.92	$2,141 12	$2,319 37	($178.25)
888-60125	01/26/2011	10/26/2011	5	NVR INC	$630 74	$779.70	$3,153.70	$3,898 49	($744.79)
888-60125	01/05/2011	10/24/2011	20	NOBLE ENERGY INC	$89 77	$83.85	$1,795.35	$1,676 91	$118 44
888-60125	01/05/2011	10/24/2011	55	NORTHROP GRUMMAN CORP	$56 42	$59 44	$3,103.23	$3,269 20	($165.97)
888-60125	01/28/2011	10/21/2011	150	DELL INC	$15 20	$13 35	$2,280.41	$2,002 65	$277 76
888-60125	01/05/2011	10/21/2011	25	CELGENE CORP	$66 45	$58 87	$1,661 22	$1,471 87	$189 35
888-60125	01/05/2011	10/21/2011	75	DELL INC	$15 20	$13 76	$1,140 20	$1,031 96	$108.24
888-60125	05/11/2011	10/20/2011	5	RIVERBED TECHNOLOGY INC	$24 67	$35 93	$123 34	$179 63	($56 29)
888-60125	04/28/2011	10/20/2011	75	RIVERBED TECHNOLOGY INC	$24 67	$34 84	$1,850 04	$2,613 34	($763.30)
888-60125	07/22/2011	10/19/2011	45	UNITED TECHNOLOGIES CORP	$73 68	$87 90	$3,315.82	$3,955.37	($639 55)
888-60125	02/25/2011	10/19/2011	40	JUNIPER NETWORKS INC	$20 86	$43 85	$834 56	$1,754.09	($919 53)
888-60125	01/24/2011	10/19/2011	65	JUNIPER NETWORKS INC	$20.86	$34.59	$1,356 15	$2,248.63	($892 48)
888-60125	01/05/2011	10/17/2011	25	MONSANTO CO	$72 73	$68 90	$1,818 28	$1,722 43	$95 85
888-60125	08/25/2011	10/14/2011	15	DIRECTV-CLASS A	$46 90	$42 29	$703 55	$634.32	$69 23
888-60125	08/25/2011	10/14/2011	75	DIRECTV-CLASS A	$46 90	$42 29	$3,517.73	$3,171.57	$346 16
888-60125	01/05/2011	10/14/2011	60.214	OVERLAY A PORTFOLIO CLASS 2	$11 17	$11 56	$672 59	$696.07	($23.48)
888-60125	01/05/2011	10/14/2011	100	THE WALT DISNEY CO	$34 08	$39 65	$3,408.17	$3,964 66	($556 49)
888-60125	01/05/2011	10/12/2011	55	NORTHROP GRUMMAN CORP	$55.52	$59 44	$3,053 37	$3,269 20	($215 83)
888-60125	01/05/2011	10/10/2011	50	BUNGE LTD	$56.46	$66.27	$2,823 15	$3,313 57	($490 42)
888-60125	01/05/2011	10/07/2011	30	ACCENTURE PLC-CL A	$56 04	$48 29	$1,681 16	$1,448 58	$232 58
888-60125	01/05/2011	10/07/2011	50	LIMITED BRANDS INC	$40 68	$29 73	$2,034 07	$1,486 36	$547 71
888-60125	01/05/2011	10/06/2011	300	ALCOA INC	$9 86	$16.43	$2,958 75	$4,927.83	($1,969.08)
888-60125	01/05/2011	10/06/2011	45	BUNGE LTD	$57 53	$66 27	$2,588.66	$2,982.21	($393 55)
888-60125	07/08/2011	10/05/2011	39	ANADARKO PETROLEUM CORP	$63 34	$78 92	$2,470.27	$3,078 04	($607.77)

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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	01/05/2011	10/05/2011	9238 462	OVERLAY A PORTFOLIO CLASS 2	$11 05	$11 56	$102,085 00	$106,796 62	($4,711 62)
888-60125	01/05/2011	10/05/2011	1234 013	OVERLAY B PORTFOLIO CLASS 2	$10 79	$10 65	$13,315 00	$13,142 24	$172.76
888-60125	04/11/2011	10/04/2011	20	OCCIDENTAL PETROLEUM CORP	$68 67	$101 58	$1,373 32	$2,031 59	($658 27)
888-60125	01/05/2011	10/04/2011	10	INGERSOLL-RAND PLC	$26 34	$47 34	$263.40	$473 40	($210 00)
888-60125	01/05/2011	10/04/2011	50	INGERSOLL-RAND PLC	$26 34	$47 34	$1,317.01	$2,366 99	($1,049 98)
888-60125	07/13/2011	09/30/2011	25	STANLEY BLACK & DECKER INC	$49 54	$71 50	$1,238 40	$1,787.44	($549 04)
888-60125	01/05/2011	09/30/2011	175	ALCOA INC	$9 80	$16 43	$1,714.41	$2,874 57	($1,160 16)
888-60125	01/05/2011	09/29/2011	5	APPLE INC	$401 26	$333 57	$2,006.28	$1,667 83	$338 45
888-60125	01/06/2011	09/27/2011	38	GILEAD SCIENCES INC	$40.02	$37 59	$1,520 68	$1,428.38	$92 30
888-60125	01/05/2011	09/27/2011	5	APPLE INC	$405.52	$333 56	$2,027 58	$1,667.82	$359 76
888-60125	05/09/2011	09/26/2011	30	STANLEY BLACK & DECKER INC	$51 43	$74.05	$1,542.93	$2,221 44	($678 51)
888-60125	04/07/2011	09/26/2011	25	STANLEY BLACK & DECKER INC	$51 43	$75 56	$1,285.78	$1,888 92	($603 14)
888-60125	01/05/2011	09/26/2011	25	NOBLE ENERGY INC	$71 23	$83 85	$1,780.66	$2,096 14	($315 48)
888-60125	01/05/2011	09/21/2011	5	APPLE INC	$419 09	$333 56	$2,095.45	$1,667 82	$427 63
888-60125	01/05/2011	09/20/2011	35	CELGENE CORP	$64 23	$58 87	$2,248 13	$2,060 62	$187 51
888-60125	01/05/2011	09/20/2011	25	NOBLE ENERGY INC	$83 72	$83 85	$2,093 09	$2,096 14	($3.05)
888-60125	06/17/2011	09/19/2011	50	UNITEDHEALTH GROUP INC	$49 70	$50 09	$2,485 01	$2,504 47	($19 46)
888-60125	08/25/2011	09/14/2011	5	DIRECTV-CLASS A	$42 96	$42 29	$214.80	$211 44	$3 36
888-60125	01/06/2011	09/14/2011	85	DIRECTV-CLASS A	$42.96	$41 11	$3,651 57	$3,494 68	$156.89
888-60125	01/05/2011	09/14/2011	15	GOLDMAN SACHS GROUP INC	$104 87	$173 63	$1,573 03	$2,604 49	($1,031.46)
888-60125	04/11/2011	09/12/2011	20	OCCIDENTAL PETROLEUM CORP	$79 17	$101 58	$1,583 49	$2,031 60	($448.11)
888-60125	04/07/2011	09/12/2011	5	STANLEY BLACK & DECKER INC	$53 51	$75 56	$267 56	$377 78	($110.22)
888-60125	01/28/2011	09/12/2011	35	STANLEY BLACK & DECKER INC	$53 51	$72 50	$1,872 94	$2,537 37	($664.43)
888-60125	01/05/2011	09/12/2011	125	GENERAL ELECTRIC CO	$14 98	$18 60	$1,871.88	$2,324.75	($452.87)
888-60125	01/05/2011	09/12/2011	425	NEXEN INC	$19 01	$22 95	$8,077.47	$9,755.54	($1,678.07)
888-60125	01/05/2011	09/08/2011	75	NORTHROP GRUMMAN CORP	$53.18	$59 44	$3,988.21	$4,458.00	($469.79)
888-60125	01/05/2011	09/08/2011	100	ORACLE CORP	$26 58	$31 18	$2,658 30	$3,118 14	($459 84)
888-60125	01/05/2011	09/02/2011	325	NEWS CORP	$16 46	$14.87	$5,347 94	$4,834.37	$513 57
888-60125	01/05/2011	09/01/2011	50	JOHNSON CONTROLS INC	$31 45	$40.34	$1,572 65	$2,016.86	($444 21)
888-60125	01/05/2011	08/31/2011	50	STARBUCKS CORP	$39 10	$32.38	$1,954 80	$1,618.90	$335 90

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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	01/05/2011	08/30/2011	25	MONSANTO CO	$70.18	$68.90	$1,754.46	$1,722.43	$32.03
888-60125	01/06/2011	08/30/2011	120	ROYAL CARIBBEAN CRUISES LTD	$25.89	$48.52	$3,106.78	$5,821.98	($2,715.20)
888-60125	01/06/2011	08/26/2011	35	BUNGE LTD	$61.44	$66.27	$2,150.30	$2,319.50	($169.20)
888-60125	01/05/2011	08/26/2011	5	BUNGE LTD	$61.44	$66.27	$307.19	$331.36	($24.17)
888-60125	01/05/2011	08/25/2011	5	GOOGLE INC-CL A	$520.98	$606.97	$2,604.89	$3,034.86	($429.97)
888-60125	01/25/2011	08/24/2011	100	DOW CHEMICAL	$26.51	$35.05	$2,651.34	$3,505.38	($854.04)
888-60125	01/06/2011	08/24/2011	30	STANLEY BLACK & DECKER INC	$58.91	$67.27	$1,767.43	$2,018.06	($250.63)
888-60125	01/05/2011	08/24/2011	50	ACCENTURE PLC-CL A	$50.31	$48.29	$2,515.38	$2,414.29	$101.09
888-60125	01/05/2011	08/24/2011	102	DOW CHEMICAL	$26.51	$34.68	$2,704.37	$3,537.23	($832.86)
888-60125	01/05/2011	08/24/2011	25	JOHNSON & JOHNSON	$65.18	$63.40	$1,629.59	$1,585.09	$44.50
888-60125	04/07/2011	08/23/2011	70	RIVERBED TECHNOLOGY INC	$21.32	$33.11	$1,492.64	$2,317.95	($825.31)
888-60125	02/16/2011	08/23/2011	30	RIVERBED TECHNOLOGY INC	$21.32	$41.89	$639.70	$1,256.82	($617.12)
888-60125	01/05/2011	08/19/2011	245	NEWS CORP	$15.72	$14.87	$3,851.91	$3,644.37	$207.54
888-60125	04/11/2011	08/17/2011	40	RAYTHEON COMPANY	$41.31	$50.67	$1,652.48	$2,026.98	($374.50)
888-60125	03/09/2011	08/17/2011	60	RAYTHEON COMPANY	$41.31	$52.48	$2,478.71	$3,148.85	($670.14)
888-60125	03/29/2011	08/16/2011	115	NABORS INDUSTRIES LTD	$19.26	$29.67	$2,215.10	$3,411.92	($1,196.82)
888-60125	02/16/2011	08/16/2011	160	NABORS INDUSTRIES LTD	$19.26	$26.61	$3,081.87	$4,258.13	($1,176.26)
888-60125	01/05/2011	08/15/2011	50	NORTHROP GRUMMAN CORP	$53.03	$59.44	$2,651.55	$2,972.00	($320.45)
888-60125	05/19/2011	08/11/2011	70	HESS CORP	$55.39	$77.83	$3,877.16	$5,448.05	($1,570.89)
888-60125	04/20/2011	08/11/2011	25	HESS CORP	$55.39	$80.55	$1,384.70	$2,013.84	($629.14)
888-60125	04/11/2011	08/11/2011	7	OCCIDENTAL PETROLEUM CORP	$84.64	$101.58	$592.51	$711.06	($118.55)
888-60125	01/05/2011	08/11/2011	65	BUNGE LTD	$60.30	$66.27	$3,919.47	$4,307.64	($388.17)
888-60125	01/05/2011	08/11/2011	85	HESS CORP	$55.39	$79.31	$4,707.98	$6,741.15	($2,033.17)
888-60125	01/05/2011	08/11/2011	105	NEWS CORP	$16.20	$14.87	$1,700.52	$1,561.87	$138.65
888-60125	01/05/2011	08/11/2011	13	OCCIDENTAL PETROLEUM CORP	$84.64	$96.88	$1,100.37	$1,259.46	($159.09)
888-60125	05/02/2011	08/09/2011	700	SPRINT NEXTEL CORP	$3.20	$5.25	$2,242.38	$3,675.35	($1,432.97)
888-60125	02/15/2011	08/09/2011	175	TESORO CORPORATION	$19.33	$23.53	$3,382.49	$4,117.52	($735.03)
888-60125	01/05/2011	08/05/2011	40	DEVON ENERGY CORPORATION	$70.13	$78.24	$2,805.36	$3,129.64	($324.28)
888-60125	01/05/2011	08/05/2011	115	WELLS FARGO & COMPANY	$25.66	$32.19	$2,950.84	$3,701.80	($750.96)
888-60125	01/05/2011	08/04/2011	125	DELL INC	$15.16	$13.76	$1,895.03	$1,719.94	$175.09

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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	01/05/2011	08/04/2011	145	GAP INC/THE	$17 11	$21 94	$2,481 05	$3,181 24	($700 19)
888-60125	05/31/2011	08/03/2011	35	NETAPP INC	$45 74	$54 58	$1,600 83	$1,910 38	($309 55)
888-60125	05/19/2011	08/03/2011	80	HCA HOLDINGS INC	$23 85	$34 91	$1,908 02	$2,792 84	($884 82)
888-60125	04/12/2011	08/03/2011	65	HCA HOLDINGS INC	$23 85	$31 73	$1,550 26	$2,062.38	($512 12)
888-60125	01/19/2011	08/03/2011	75	KROGER CO	$23 99	$21.46	$1,798.97	$1,609.24	$189.73
888-60125	01/05/2011	08/03/2011	35	COOPER INDUSTRIES PLC	$51 29	$58.46	$1,795 08	$2,046.24	($251.16)
888-60125	01/05/2011	08/03/2011	35	COOPER INDUSTRIES PLC	$51 29	$58.46	$1,795.08	$2,046.25	($251.17)
888-60125	01/05/2011	08/03/2011	30	COOPER INDUSTRIES PLC	$51 29	$58.46	$1,538 64	$1,753 92	($215 28)
888-60125	01/05/2011	08/03/2011	20	GOODRICH CORP	$92.71	$89 67	$1,854 26	$1,793 44	$60 82
888-60125	01/05/2011	08/03/2011	276	LOWE'S COS INC	$20 39	$24 72	$5,627 09	$6,824 05	($1,196 96)
888-60125	01/05/2011	08/01/2011	25	MONSANTO CO	$71 99	$68 90	$1,799.74	$1,722 43	$77 31
888-60125	05/16/2011	07/28/2011	75	NETAPP INC	$48 12	$53 57	$3,609.35	$4,017 74	($408 39)
888-60125	04/05/2011	07/28/2011	100	AT&T INC	$29 32	$30 92	$2,931.61	$3,092 49	($160 88)
888-60125	04/04/2011	07/28/2011	75	AT&T INC	$29 32	$30 72	$2,198.71	$2,304 11	($105 40)
888-60125	01/05/2011	07/28/2011	85	DEVON ENERGY CORPORATION	$80 54	$78 24	$6,845.81	$6,650 47	$195 34
888-60125	01/05/2011	07/28/2011	50	OCCIDENTAL PETROLEUM CORP	$101 13	$96 88	$5,056.62	$4,844 09	$212 53
888-60125	01/05/2011	07/26/2011	250	COMMERCIAL METALS CO	$14 66	$16.90	$3,665 45	$4,225.53	($560 08)
888-60125	01/05/2011	07/26/2011	65	SOUTHWESTERN ENERGY	$48.39	$37.22	$3,145 04	$2,419 07	$725.97
888-60125	03/21/2011	07/25/2011	74	LOWE'S COS INC	$22 55	$26 32	$1,668.37	$1,947.48	($279 11)
888-60125	01/05/2011	07/25/2011	225	DELL INC	$17 17	$13 76	$3,862.62	$3,095.89	$766 73
888-60125	01/05/2011	07/25/2011	25	MONSANTO CO	$76 78	$68 90	$1,919 43	$1,722.43	$197 00
888-60125	04/11/2011	07/22/2011	400	SPRINT NEXTEL CORP	$5 20	$4 73	$2,080 00	$1,891.28	$188 72
888-60125	03/31/2011	07/21/2011	100	AT&T INC	$30 30	$30.70	$3,030 18	$3,070 04	($39 86)
888-60125	03/16/2011	07/21/2011	50	AT&T INC	$30.30	$27.63	$1,515.09	$1,381 49	$133.60
888-60125	02/16/2011	07/21/2011	15	RIVERBED TECHNOLOGY INC	$31.30	$41.89	$469.49	$628 41	($158.92)
888-60125	02/04/2011	07/21/2011	60	RIVERBED TECHNOLOGY INC	$31.30	$36 96	$1,877 94	$2,217 75	($339 81)
888-60125	01/05/2011	07/21/2011	150	EXPRESS SCRIPTS INC	$55 46	$56 03	$8,319 48	$8,404 79	($85 31)
888-60125	01/05/2011	07/21/2011	25	GOODRICH CORP	$98 08	$89 67	$2,451 92	$2,241 80	$210 12
888-60125	03/16/2011	07/19/2011	10	AT&T INC	$30.08	$27 63	$300 84	$276 30	$24 54
888-60125	03/15/2011	07/19/2011	45	PROCTER & GAMBLE CO	$64.51	$60 54	$2,902 78	$2,724.37	$178 41

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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	03/11/2011	07/19/2011	90	AT&T INC	$30 08	$28 36	$2,707 61	$2,552 45	$155 16
888-60125	03/10/2011	07/19/2011	25	AT&T INC	$30 08	$28 60	$752 11	$715 11	$37 00
888-60125	01/05/2011	07/19/2011	10	APPLE INC	$375 02	$333 57	$3,750 17	$3,335 65	$414 52
888-60125	01/05/2011	07/19/2011	145	ENSCO PLC- SPON ADR	$51 70	$51 36	$7,496 43	$7,447 59	$48 84
888-60125	01/05/2011	07/19/2011	125	NEWS CORP	$16 00	$14 88	$2,000 00	$1,859 38	$140 62
888-60125	01/19/2011	07/18/2011	75	KROGER CO	$25 20	$21.46	$1,889.77	$1,609 24	$280 53
888-60125	01/05/2011	07/18/2011	250	NEWS CORP	$14 95	$14 88	$3,736 78	$3,718 75	$18 03
888-60125	01/05/2011	07/18/2011	25	NEWS CORP	$14 95	$14.88	$373.68	$371 88	$1 80
888-60125	01/05/2011	07/18/2011	50	NEWS CORP	$14.95	$14.88	$747.36	$743.75	$3 61
888-60125	03/10/2011	07/15/2011	65	AT&T INC	$30.40	$28 60	$1,976 00	$1,859.30	$116 70
888-60125	01/05/2011	07/15/2011	44 564	OVERLAY A PORTFOLIO CLASS 2	$11 67	$11 56	$520 06	$515 16	$4.90
888-60125	03/25/2011	07/08/2011	65	MOTOROLA SOLUTIONS INC	$45 21	$44 22	$2,938 36	$2,874 25	$64 11
888-60125	01/19/2011	07/07/2011	80	RELIANCE STEEL & ALUMINUM	$49 64	$52 88	$3,970 84	$4,230 18	($259 34)
888-60125	01/05/2011	07/05/2011	50	INGERSOLL-RAND PLC	$46 06	$47 34	$2,302 80	$2,367 00	($64.20)
888-60125	03/16/2011	06/30/2011	95	MOTOROLA SOLUTIONS INC	$46 04	$40 78	$4,373 58	$3,874 07	$499 51
888-60125	01/12/2011	06/29/2011	225	STEEL DYNAMICS INC	$16 37	$19 01	$3,682 71	$4,277 36	($594.65)
888-60125	01/05/2011	06/27/2011	45	COOPER INDUSTRIES PLC	$58 53	$58 46	$2,633 95	$2,630 89	$3 06
888-60125	04/11/2011	06/24/2011	25	SPRINT NEXTEL CORP	$5 01	$4.73	$125.13	$118 21	$6 92
888-60125	03/15/2011	06/24/2011	375	SPRINT NEXTEL CORP	$5 01	$4 96	$1,876 95	$1,859.59	$17.36
888-60125	01/05/2011	06/24/2011	1569 187	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$14 02	$13 66	$22,000 00	$21,435 09	$564.91
888-60125	01/05/2011	06/24/2011	3185 413	OVERLAY A PORTFOLIO CLASS 2	$11 38	$11 56	$36,250 00	$36,823 37	($573 37)
888-60125	01/05/2011	06/24/2011	532.407	OVERLAY B PORTFOLIO CLASS 2	$10 80	$10.65	$5,750 00	$5,670 13	$79 87
888-60125	01/05/2011	06/23/2011	170	SMITHFIELD FOODS INC	$21.55	$19.93	$3,663.04	$3,388.59	$274 45
888-60125	01/05/2011	06/20/2011	58	HUNTINGTON INGALLS INDUST-WI	$36.00	$36 70	$2,088 06	$2,128.66	($40 60)
888-60125	01/05/2011	06/20/2011	50	NEWFIELD EXPLORATION CO	$63 24	$71 88	$3,162 12	$3,594 24	($432 12)
888-60125	01/05/2011	06/20/2011	110	TIME WARNER CABLE	$74 37	$67 23	$8,180 73	$7,395 20	$785.53
888-60125	01/05/2011	06/16/2011	45	PARKER HANNIFIN CORP	$86 32	$87 72	$3,884.45	$3,947 18	($62 73)
888-60125	03/16/2011	06/15/2011	5	DTE ENERGY COMPANY	$49 38	$47 94	$246 91	$239.69	$7 22
888-60125	03/04/2011	06/15/2011	50	DTE ENERGY COMPANY	$49 38	$47.36	$2,469 11	$2,367 82	$101 29

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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	01/05/2011	06/10/2011	15	GOLDMAN SACHS GROUP INC	$133 97	$173.63	$2,009 60	$2,604 49	($594.89)
888-60125	01/05/2011	06/07/2011	75	DEVON ENERGY CORPORATION	$80.74	$78.24	$6,055 34	$5,868 07	$187 27
888-60125	01/05/2011	06/02/2011	55	SOUTHWESTERN ENERGY	$42.40	$37.22	$2,332 18	$2,046 90	$285 28
888-60125	01/05/2011	05/27/2011	95	TIME WARNER INC	$36.10	$33.02	$3,429 40	$3,136 80	$292.60
888-60125	02/14/2011	05/26/2011	40	AON CORP	$51.87	$50.26	$2,074 74	$2,010 39	$64.35
888-60125	01/14/2011	05/26/2011	40	CAMERON INTERNATIONAL CORP	$47 76	$51 17	$1,910 42	$2,046 93	($136 51)
888-60125	01/05/2011	05/26/2011	75	CAMERON INTERNATIONAL CORP	$47 76	$49 12	$3,582 04	$3,683 81	($101 77)
888-60125	01/05/2011	05/26/2011	30	COOPER INDUSTRIES PLC	$61 57	$58 46	$1,847 07	$1,753 93	$93.14
888-60125	03/21/2011	05/17/2011	100	COMCAST CORP-CL A	$24 71	$24 09	$2,470 60	$2,409 36	$61.24
888-60125	03/15/2011	05/17/2011	400	SPRINT NEXTEL CORP	$5 10	$4 96	$2,038 00	$1,983 56	$54.44
888-60125	03/09/2011	05/17/2011	10	RAYTHEON COMPANY	$48 68	$52 48	$486 77	$524 81	($38 04)
888-60125	03/07/2011	05/17/2011	185	AT&T INC	$31 09	$28 00	$5,750 89	$5,179.74	$571 15
888-60125	03/04/2011	05/17/2011	35	DTE ENERGY COMPANY	$51 86	$47 36	$1,815.14	$1,657 48	$157 66
888-60125	02/16/2011	05/17/2011	95	ARCHER-DANIELS-MIDLAND CO	$31 91	$37.11	$3,031.56	$3,525 81	($494 25)
888-60125	02/14/2011	05/17/2011	25	BORGWARNER INC	$70 48	$79.29	$1,761.96	$1,982 15	($220 19)
888-60125	02/10/2011	05/17/2011	20	ROCKWELL AUTOMATION INC	$80.02	$86.73	$1,600.34	$1,734 52	($134 18)
888-60125	02/04/2011	05/17/2011	50	RIVERBED TECHNOLOGY INC	$36 40	$36 96	$1,820 14	$1,848 13	($27 99)
888-60125	01/27/2011	05/17/2011	75	QUALCOMM INC	$56 12	$54 96	$4,208 96	$4,121 99	$86 97
888-60125	01/21/2011	05/17/2011	248.588	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	$9.30	$8 85	$2,311 87	$2,200 00	$111 87
888-60125	01/20/2011	05/17/2011	25	ROCKWELL AUTOMATION INC	$80.02	$74.75	$2,000 43	$1,868 75	$131 68
888-60125	01/07/2011	05/17/2011	75	DOW CHEMICAL	$36.56	$34.99	$2,741 96	$2,624 15	$117 81
888-60125	01/06/2011	05/17/2011	45	INTUIT INC	$54 60	$48 31	$2,456 87	$2,173 96	$282 91
888-60125	01/06/2011	05/17/2011	60	ROVI CORP	$57.02	$64 75	$3,421 15	$3,885 29	($464.14)
888-60125	01/06/2011	05/17/2011	30	STANLEY BLACK & DECKER INC	$73.06	$67 27	$2,191 80	$2,018 06	$173 74
888-60125	01/05/2011	05/17/2011	50	ALLERGAN INC	$81.23	$69 84	$4,061.51	$3,491 89	$569.62
888-60125	01/05/2011	05/17/2011	44364.454	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	$9 30	$8 89	$412,589.42	$394,400 00	$18,189.42
888-60125	01/05/2011	05/17/2011	125	ALTRIA GROUP INC	$27.78	$24.46	$3,472 34	$3,058.02	$414 32
888-60125	01/05/2011	05/17/2011	10	AMAZON.COM INC	$193.25	$186.30	$1,932 49	$1,863.01	$69 48

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888-60125	01/05/2011	05/17/2011	20	APPLE INC	$332 17	$333.57	$6,643.32	$6,671 30	($27 98)
888-60125	01/05/2011	05/17/2011	130	ARCHER-DANIELS-MIDLAND CO	$31.91	$30.48	$4,148 46	$3,962 63	$185.83
888-60125	01/05/2011	05/17/2011	300	BB&T CORP	$26.93	$27.48	$8,080 14	$8,242 59	($162.45)
888-60125	01/05/2011	05/17/2011	12962.109	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$13.99	$13.66	$181,200 00	$176,925.81	$4,274 19
888-60125	01/05/2011	05/17/2011	4694.049	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	$11 93	$11 88	$56,000.00	$55,765.30	$234 70
888-60125	01/05/2011	05/17/2011	45	CELGENE CORP	$60 16	$58 87	$2,707 24	$2,649 36	$57 88
888-60125	01/05/2011	05/17/2011	35	CITRIX SYSTEMS INC	$80 92	$68 01	$2,832 34	$2,380 28	$452 06
888-60125	01/05/2011	05/17/2011	75	COMCAST CORP-CL A	$24 71	$22.57	$1,852.95	$1,692.53	$160 42
888-60125	01/05/2011	05/17/2011	30	COOPER INDUSTRIES PLC	$61.71	$58.46	$1,851 29	$1,753.92	$97.37
888-60125	01/05/2011	05/17/2011	125	CORNING INC	$20.18	$19.02	$2,522.68	$2,377.40	$145.28
888-60125	01/05/2011	05/17/2011	45	DANAHER CORP	$53 40	$47 00	$2,403 07	$2,114 95	$288 12
888-60125	01/05/2011	05/17/2011	350	DELL INC	$16 01	$13 76	$5,604 52	$4,815 82	$788 70
888-60125	01/05/2011	05/17/2011	50	DEVON ENERGY CORPORATION	$81 69	$78 24	$4,084 62	$3,912 05	$172 57
888-60125	01/05/2011	05/17/2011	115	DIRECTV-CLASS A	$49 01	$41 22	$5,636 55	$4,740 39	$896 16
888-60125	01/05/2011	05/17/2011	50	DOW CHEMICAL	$36 56	$34 68	$1,827 98	$1,733 93	$94 05
888-60125	01/05/2011	05/17/2011	150	EMC CORP/MASS	$27 35	$23 32	$4,102 85	$3,498.08	$604 77
888-60125	01/05/2011	05/17/2011	25	EOG RESOURCES INC	$105.80	$92 55	$2,645.01	$2,313 68	$331.33
888-60125	01/05/2011	05/17/2011	250	GAP INC/THE	$22.93	$21.94	$5,733.00	$5,484 90	$248.10
888-60125	01/05/2011	05/17/2011	50	GOLDMAN SACHS GROUP INC	$140.41	$173 63	$7,020 57	$8,681 65	($1,661.08)
888-60125	01/05/2011	05/17/2011	10	GOOGLE INC-CL A	$528 24	$606 97	$5,282 40	$6,069 73	($787 33)
888-60125	01/05/2011	05/17/2011	125	HEWLETT-PACKARD CO	$36 62	$43.87	$4,577 51	$5,483 74	($906 23)
888-60125	01/05/2011	05/17/2011	125	INGERSOLL-RAND PLC	$48 33	$47.34	$6,041 13	$5,917 49	$123 64
888-60125	01/05/2011	05/17/2011	100	JOHNSON & JOHNSON	$66 15	$63.40	$6,614 67	$6,340.37	$274 30
888-60125	01/05/2011	05/17/2011	75	JOHNSON CONTROLS INC	$38.08	$40.34	$2,856.21	$3,025.29	($169.08)
888-60125	01/05/2011	05/17/2011	125	JPMORGAN CHASE & CO	$43 65	$44.74	$5,456 36	$5,591 98	($135 62)
888-60125	01/05/2011	05/17/2011	200	JPMORGAN CHASE & CO	$43 65	$44.74	$8,730 18	$8,947 16	($216 98)
888-60125	01/05/2011	05/17/2011	75	LIMITED BRANDS INC	$41 36	$29.73	$3,101.72	$2,229 54	$872 18
888-60125	01/05/2011	05/17/2011	100	LOWE'S COS INC	$24.77	$24 72	$2,477.00	$2,472 48	$4 52

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Account No	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	01/05/2011	05/17/2011	150	NEWS CORP	$17.03	$14 88	$2,554 61	$2,231 25	$323.36
888-60125	01/05/2011	05/17/2011	170	ORACLE CORP	$33.79	$31 18	$5,744 78	$5,300 84	$443.94
888-60125	01/05/2011	05/17/2011	16024 816	OVERLAY B PORTFOLIO CLASS 2	$10.88	$10 65	$174,350 00	$170,664 29	$3,685.71
888-60125	01/05/2011	05/17/2011	85	RAYTHEON COMPANY	$48 68	$47 68	$4,137 54	$4,052 78	$84 76
888-60125	01/05/2011	05/17/2011	55	SCHLUMBERGER LTD	$81 52	$82 38	$4,483 78	$4,531 15	($47 37)
888-60125	01/05/2011	05/17/2011	75	THE WALT DISNEY CO.	$40 83	$39 65	$3,062 32	$2,973 50	$88 82
888-60125	01/05/2011	05/17/2011	155	TIME WARNER INC	$35 55	$33 02	$5,510 06	$5,117 95	$392 11
888-60125	01/05/2011	05/17/2011	65	UNITED PARCEL SERVICE-CL B	$73.24	$72 70	$4,760 39	$4,725 80	$34 59
888-60125	01/05/2011	05/17/2011	150	WELLS FARGO & COMPANY	$28 67	$32 19	$4,300 28	$4,828 44	($528 16)
888-60125	03/01/2011	05/16/2011	125	COMCAST CORP-CL A	$24 87	$25.62	$3,108 15	$3,203 01	($94 86)
888-60125	01/07/2011	05/16/2011	125	DOW CHEMICAL	$38 19	$34 99	$4,773 34	$4,373 59	$399 75
888-60125	01/05/2011	05/16/2011	200	COMCAST CORP-CL A	$24 87	$22 57	$4,973.04	$4,513 42	$459 62
888-60125	01/05/2011	05/16/2011	175	DOW CHEMICAL	$38.19	$34 68	$6,682 67	$6,068 78	$613.89
888-60125	01/05/2011	05/16/2011	55	GILEAD SCIENCES INC	$41 02	$37 22	$2,255 97	$2,047 05	$208.92
888-60125	01/05/2011	05/16/2011	290	JPMORGAN CHASE & CO	$43 17	$44 74	$12,520 20	$12,973 38	($453 18)
888-60125	01/05/2011	05/16/2011	200	JPMORGAN CHASE & CO	$43 17	$44 74	$8,634 62	$8,947 16	($312 54)
888-60125	03/03/2011	05/13/2011	50	EDISON INTERNATIONAL	$39 49	$37 91	$1,974 62	$1,895 57	$79 05
888-60125	01/05/2011	05/13/2011	150	EDISON INTERNATIONAL	$39.49	$38.64	$5,923 86	$5,795 63	$128 23
888-60125	01/05/2011	05/12/2011	39	GOLDMAN SACHS GROUP INC	$141 93	$173.63	$5,535 22	$6,771 68	($1,236 46)
888-60125	01/05/2011	05/12/2011	275	MORGAN STANLEY	$24 47	$28 53	$6,730.24	$7,846.55	($1,116.31)
888-60125	01/05/2011	05/09/2011	70	CAMERON INTERNATIONAL CORP	$49 13	$49 12	$3,439.19	$3,438 23	$0.96
888-60125	01/24/2011	05/06/2011	90	JUNIPER NETWORKS INC	$37 50	$34 59	$3,374 69	$3,113 49	$261 20
888-60125	01/24/2011	05/06/2011	5	JUNIPER NETWORKS INC	$37 50	$34 59	$187 48	$172 97	$14 51
888-60125	01/05/2011	05/06/2011	125	DELL INC	$16.14	$13 76	$2,017 38	$1,719 94	$297 44
888-60125	01/05/2011	05/06/2011	190	LOWE'S COS INC	$25.70	$24 72	$4,883 10	$4,697 71	$185 39
888-60125	01/05/2011	05/05/2011	50	JOHNSON & JOHNSON	$64 97	$63.40	$3,248 74	$3,170 19	$78 55
888-60125	01/05/2011	05/05/2011	125	WELLS FARGO & COMPANY	$27 89	$32 19	$3,485 75	$4,023.70	($537 95)
888-60125	01/05/2011	05/03/2011	115	GARMIN LTD	$33 75	$31 64	$3,881.34	$3,638.11	$243.23
888-60125	01/05/2011	05/03/2011	16	GOLDMAN SACHS GROUP INC	$151 90	$173 63	$2,430 33	$2,778 12	($347.79)
888-60125	01/05/2011	05/02/2011	265	WELLS FARGO & COMPANY	$29 13	$32 19	$7,720 64	$8,530 25	($809 61)

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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	04/12/2011	04/28/2011	5	HCA HOLDINGS INC	$32.63	$31 73	$163 17	$158 65	$4 52
888-60125	03/25/2011	04/28/2011	85	HCA HOLDINGS INC	$32.63	$32 92	$2,773 88	$2,798 48	($24.60)
888-60125	01/05/2011	04/25/2011	125	EMC CORP/MASS	$28.10	$23 32	$3,512 33	$2,915.06	$597 27
888-60125	01/05/2011	04/25/2011	110	TE CONNECTIVITY LTD	$35.15	$35.44	$3,865.95	$3,898.25	($32 30)
888-60125	01/20/2011	04/21/2011	30	ROCKWELL AUTOMATION INC	$95 09	$74.75	$2,852.56	$2,242.50	$610.06
888-60125	01/05/2011	04/21/2011	200	TEVA PHARMACEUTICAL-SP ADR	$45 97	$52.28	$9,194.92	$10,455 34	($1,260.42)
888-60125	01/05/2011	04/20/2011	500	DELL INC	$15 19	$13.76	$7,592.65	$6,879.75	$712 90
888-60125	01/05/2011	04/20/2011	125	NEWS CORP	$17 30	$14.87	$2,162.66	$1,859 37	$303.29
888-60125	02/14/2011	04/19/2011	65	AON CORP	$51.55	$50 26	$3,350 49	$3,266 88	$83.61
888-60125	01/06/2011	04/19/2011	90	AON CORP	$51.55	$44 80	$4,639 14	$4,031 67	$607.47
888-60125	01/05/2011	04/19/2011	75	WELLS FARGO & COMPANY	$29 75	$32 19	$2,231 51	$2,414 22	($182 71)
888-60125	01/05/2011	04/18/2011	75	DIRECTV-CLASS A	$45 85	$41 22	$3,439 04	$3,091 56	$347.48
888-60125	01/05/2011	04/18/2011	96 308	OVERLAY A PORTFOLIO CLASS 2	$11 70	$11 56	$1,126 80	$1,113 32	$13 48
888-60125	01/05/2011	04/15/2011	80	CAPITAL ONE FINANCIAL CORP	$49 98	$44 84	$3,998 47	$3,586 83	$411 64
888-60125	01/05/2011	04/14/2011	75	LIMITED BRANDS INC	$37 66	$29 73	$2,824 41	$2,229.54	$594 87
888-60125	01/27/2011	04/13/2011	35	HONEYWELL INTERNATIONAL INC	$57 40	$55 67	$2,009 17	$1,948 36	$60 81
888-60125	01/05/2011	04/12/2011	110	KOHLS CORP	$54 38	$53.95	$5,982 17	$5,934 82	$47.35
888-60125	01/05/2011	04/11/2011	50	CARNIVAL CORP	$37.70	$47.58	$1,884 88	$2,378.77	($493 89)
888-60125	01/05/2011	04/08/2011	35	HONEYWELL INTERNATIONAL INC	$58 25	$54 25	$2,038.84	$1,898.85	$139 99
888-60125	01/05/2011	04/07/2011	55	HONEYWELL INTERNATIONAL INC	$58 70	$54 25	$3,228.62	$2,983.92	$244 70
888-60125	02/24/2011	04/06/2011	40	MCKESSON CORP	$78 98	$78 38	$3,159.25	$3,135.28	$23 97
888-60125	01/06/2011	04/06/2011	40	SUNCOR ENERGY INC	$44 72	$37 48	$1,788.71	$1,499 08	$289.63
888-60125	01/05/2011	04/06/2011	110	CARNIVAL CORP	$38 84	$47.58	$4,272 11	$5,233.30	($961 19)
888-60125	01/05/2011	04/06/2011	45	CARNIVAL CORP	$38.84	$47.58	$1,747 68	$2,140 89	($393.21)
888-60125	01/05/2011	04/06/2011	20	CARNIVAL CORP	$38.84	$47.58	$776.75	$951 51	($174.76)
888-60125	01/05/2011	04/06/2011	60	KOHLS CORP	$54.34	$53 95	$3,260 49	$3,237 18	$23 31
888-60125	01/05/2011	04/06/2011	115	KOHLS CORP	$54 34	$53.95	$6,249 27	$6,204 58	$44 69
888-60125	01/05/2011	04/05/2011	70	EATON CORP	$55 73	$52.01	$3,900 89	$3,640 54	$260 35
888-60125	01/05/2011	04/05/2011	90	INTEL CORP	$19 75	$21.08	$1,777 46	$1,897 18	($119 72)
888-60125	01/05/2011	04/05/2011	80	SMITHFIELD FOODS INC	$23 99	$19.93	$1,918 98	$1,594.63	$324.35

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888-60125	02/08/2011	04/04/2011	100	CISCO SYSTEMS INC	$17 04	$21 90	$1,704 26	$2,190 43	($486.17)
888-60125	01/05/2011	04/04/2011	5	CISCO SYSTEMS INC	$17.04	$20 81	$85 21	$104 03	($18 82)
888-60125	01/05/2011	04/04/2011	85	KIMBERLY-CLARK CORP	$65.76	$63 06	$5,589 96	$5,359 88	$230 08
888-60125	01/05/2011	04/01/2011	135	COMERICA INC	$37.05	$43 28	$5,002 29	$5,842 53	($840 24)
888-60125	01/05/2011	03/30/2011	56	JPMORGAN CHASE & CO	$46.58	$44 74	$2,608 32	$2,505 21	$103 11
888-60125	01/05/2011	03/30/2011	70	KOHLS CORP	$52.95	$53 95	$3,706 36	$3,776 70	($70 34)
888-60125	02/17/2011	03/28/2011	65	EMERSON ELECTRIC CO	$57.50	$61 85	$3,737 57	$4,020 31	($282 74)
888-60125	02/07/2011	03/28/2011	45	EMERSON ELECTRIC CO	$57.50	$60 79	$2,587 55	$2,735 53	($147 98)
888-60125	02/02/2011	03/28/2011	75	EMERSON ELECTRIC CO	$57.50	$59 83	$4,312 58	$4,487 36	($174 78)
888-60125	01/05/2011	03/28/2011	30	SCHLUMBERGER LTD	$90.81	$82 38	$2,724 25	$2,471 54	$252.71
888-60125	01/05/2011	03/25/2011	65	ENSCO PLC- SPON ADR	$58 17	$51 36	$3,780.95	$3,338 58	$442.37
888-60125	01/05/2011	03/25/2011	135	GARMIN LTD	$34.04	$31.64	$4,595.72	$4,270.82	$324.90
888-60125	01/06/2011	03/24/2011	50	GILEAD SCIENCES INC	$42.06	$37 59	$2,102 87	$1,879 45	$223 42
888-60125	01/05/2011	03/24/2011	375	DELTA AIR LINES INC	$9 99	$13 05	$3,747 49	$4,894 50	($1,147.01)
888-60125	01/05/2011	03/24/2011	60	NEWFIELD EXPLORATION CO	$72.90	$71 88	$4,373 79	$4,313 08	$60.71
888-60125	01/05/2011	03/24/2011	22	OCCIDENTAL PETROLEUM CORP	$99.80	$96 88	$2,195 63	$2,131 40	$64.23
888-60125	01/05/2011	03/18/2011	7	CME GROUP INC	$286.43	$314 03	$2,005 00	$2,198 24	($193 24)
888-60125	01/05/2011	03/18/2011	11	CME GROUP INC	$286.43	$314 04	$3,150 72	$3,454 39	($303 67)
888-60125	01/05/2011	03/18/2011	45	COSTCO WHOLESALE CORP	$70.47	$71 69	$3,171 02	$3,225 86	($54 84)
888-60125	01/05/2011	03/17/2011	195	CISCO SYSTEMS INC	$17 00	$20.81	$3,315.04	$4,057.07	($742 03)
888-60125	01/05/2011	03/17/2011	160	INTEL CORP	$19.91	$21.08	$3,184.91	$3,372.77	($187 86)
888-60125	01/05/2011	03/16/2011	20	GOLDMAN SACHS GROUP INC	$155.20	$173 63	$3,103 90	$3,472 66	($368 76)
888-60125	01/05/2011	03/16/2011	40	GOODRICH CORP	$81.38	$89 67	$3,255 39	$3,586 88	($331 49)
888-60125	01/05/2011	03/16/2011	55	THE WALT DISNEY CO	$40.87	$39 65	$2,248 00	$2,180 56	$67 44
888-60125	01/05/2011	03/16/2011	50	TYCO ELECTRONICS LTD	$32.35	$35 44	$1,617.62	$1,771 93	($154.31)
888-60125	01/05/2011	03/15/2011	175	VODAFONE GROUP PLC-SP ADR	$27.76	$27 28	$4,858 63	$4,773 91	$84 72
888-60125	01/05/2011	03/15/2011	275	VODAFONE GROUP PLC-SP ADR	$27 76	$27 28	$7,634 99	$7,501 87	$133 12
888-60125	01/05/2011	03/14/2011	30	COOPER INDUSTRIES PLC	$61.37	$58.46	$1,840.95	$1,753.92	$87 03
888-60125	01/05/2011	03/14/2011	30	HONEYWELL INTERNATIONAL INC	$55.51	$54.25	$1,665.38	$1,627 59	$37.79
888-60125	01/05/2011	03/14/2011	35	KOHLS CORP	$53.82	$53 95	$1,883.54	$1,888 35	($4.81)

BERNSTEIN
Global Wealth Management

Capital Gains

Account: WOODRUFF FOUNDATION (888-60125)
01/01/2011 - 12/31/2011

Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	01/05/2011	03/11/2011	55	GILEAD SCIENCES INC	$40 93	$37 22	$2,251 05	$2,047.05	$204.00
888-60125	01/05/2011	03/11/2011	36	POTASH CORP OF SASKATCHEWAN	$54 26	$53 76	$1,953 27	$1,935.34	$17 93
888-60125	01/05/2011	03/10/2011	50	WELLS FARGO & COMPANY	$32 29	$32 19	$1,614 56	$1,609.48	$5 08
888-60125	01/05/2011	03/09/2011	54	JPMORGAN CHASE & CO	$46 63	$44 74	$2,518 09	$2,415.73	$102 36
888-60125	01/05/2011	03/09/2011	30	OCCIDENTAL PETROLEUM CORP	$101 53	$96 88	$3,045 94	$2,906.45	$139 49
888-60125	01/05/2011	03/09/2011	35	SCHLUMBERGER LTD	$88.76	$82 38	$3,106 44	$2,883 46	$222 98
888-60125	01/05/2011	03/08/2011	60	CAPITAL ONE FINANCIAL CORP	$49 23	$44.84	$2,953 82	$2,690 12	$263 70
888-60125	01/05/2011	03/04/2011	6	CME GROUP INC	$303 23	$314.04	$1,819 40	$1,884 21	($64 81)
888-60125	01/05/2011	03/04/2011	30	COSTCO WHOLESALE CORP	$72 61	$71 69	$2,178.18	$2,150.57	$27.61
888-60125	01/05/2011	03/04/2011	90	ENSCO PLC- SPON ADR	$56 97	$51 36	$5,127 72	$4,622.64	$505.08
888-60125	01/05/2011	03/04/2011	360	FORD MOTOR CO	$14 46	$17 92	$5,204 52	$6,452.96	($1,248 44)
888-60125	01/05/2011	03/04/2011	320	FORD MOTOR CO	$14 46	$17 92	$4,626 24	$5,735.97	($1,109 73)
888-60125	01/06/2011	03/03/2011	65	SUNCOR ENERGY INC	$46 72	$37 48	$3,036 70	$2,436 01	$600 69
888-60125	01/05/2011	03/02/2011	220	DELTA AIR LINES INC	$10 16	$13 05	$2,234 19	$2,871 44	($637 25)
888-60125	01/05/2011	03/02/2011	50	PARKER HANNIFIN CORP	$86 63	$87 72	$4,331 68	$4,385 76	($54 08)
888-60125	01/05/2011	03/02/2011	40	PARKER HANNIFIN CORP	$86.63	$87 72	$3,465 34	$3,508 61	($43.27)
888-60125	01/05/2011	03/02/2011	45	PARKER HANNIFIN CORP	$86.63	$87.72	$3,898 51	$3,947.19	($48 68)
888-60125	01/05/2011	03/01/2011	40	SCHLUMBERGER LTD	$92 70	$82 38	$3,708.20	$3,295 38	$412.82
888-60125	01/05/2011	02/28/2011	40	KOHLS CORP	$53 44	$53 95	$2,137 78	$2,158 12	($20.34)
888-60125	01/05/2011	02/25/2011	25	TIME WARNER CABLE	$71 43	$67 23	$1,785 76	$1,680 73	$105 03
888-60125	01/05/2011	02/24/2011	175	CISCO SYSTEMS INC	$18 29	$20 81	$3,201 57	$3,640 96	($439 39)
888-60125	01/05/2011	02/24/2011	40	EATON CORP	$104 80	$104 02	$4,191 80	$4,160 61	$31 19
888-60125	01/05/2011	02/24/2011	40	EATON CORP	$104.80	$104 02	$4,191 80	$4,160 61	$31 19
888-60125	01/05/2011	02/24/2011	180	FORD MOTOR CO	$14.63	$17.92	$2,633 98	$3,226.48	($592 50)
888-60125	01/13/2011	02/23/2011	110	VERTEX PHARMACEUTICALS INC	$43 92	$38.07	$4,830.78	$4,187 22	$643.56
888-60125	01/05/2011	02/22/2011	67	WELLS FARGO & COMPANY	$31 59	$32 19	$2,116 42	$2,156 70	($40.28)
888-60125	01/25/2011	02/18/2011	8	NETFLIX INC	$232 10	$184 25	$1,856 79	$1,474 00	$382.79
888-60125	01/05/2011	02/18/2011	5	APPLE INC	$353 27	$333 56	$1,766 37	$1,667 82	$98.55
888-60125	01/25/2011	02/17/2011	9	NETFLIX INC	$235.76	$184 25	$2,121 80	$1,658 25	$463.55

AB BERNSTEIN
Global Wealth Management

Capital Gains

Account: WOODRUFF FOUNDATION (888-60125)
01/01/2011 - 12/31/2011

Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	01/07/2011	02/17/2011	75	DOW CHEMICAL	$38.72	$34.99	$2,903 85	$2,624 15	$279.70
888-60125	01/05/2011	02/17/2011	40	CAPITAL ONE FINANCIAL CORP	$52.10	$44.84	$2,084 09	$1,793 42	$290.67
888-60125	01/05/2011	02/17/2011	500	CISCO SYSTEMS INC	$18 70	$20.81	$9,351 65	$10,402 75	($1,051 10)
888-60125	01/05/2011	02/17/2011	7	CME GROUP INC	$301 77	$314.03	$2,112 41	$2,198 24	($85 83)
888-60125	01/05/2011	02/17/2011	20	DEERE & CO	$95 26	$83.91	$1,905 16	$1,678 22	$226.94
888-60125	01/05/2011	02/17/2011	180	DELTA AIR LINES INC	$11 63	$13.05	$2,093 40	$2,349 36	($255 96)
888-60125	01/05/2011	02/17/2011	525	FIFTH THIRD BANCORP	$15 05	$14.96	$7,902 88	$7,851 90	$50.98
888-60125	01/05/2011	02/17/2011	45	GILEAD SCIENCES INC	$39 45	$37.22	$1,775 07	$1,674 86	$100.21
888-60125	01/05/2011	02/17/2011	65	HESS CORP	$84 27	$79 31	$5,477 36	$5,154 99	$322.37
888-60125	01/05/2011	02/17/2011	70	HONEYWELL INTERNATIONAL INC	$57 29	$54 25	$4,010 30	$3,797 71	$212 59
888-60125	01/05/2011	02/17/2011	40	KIMBERLY-CLARK CORP	$65 22	$63.06	$2,608.70	$2,522.30	$86 40
888-60125	01/05/2011	02/17/2011	130	MICROSOFT CORP	$27 16	$27 86	$3,530 85	$3,621 53	($90.68)
888-60125	01/05/2011	02/17/2011	80	MICROSOFT CORP	$27.16	$27 86	$2,172 83	$2,228 63	($55 80)
888-60125	01/05/2011	02/17/2011	125	NEWS CORP	$17 34	$14 88	$2,167 19	$1,859 38	$307 81
888-60125	01/05/2011	02/17/2011	184 409	OVERLAY A PORTFOLIO CLASS 2	$11 93	$11 56	$2,200 00	$2,131 77	$68 23
888-60125	01/05/2011	02/17/2011	75	STARBUCKS CORP	$33 53	$32 38	$2,514 47	$2,428 36	$86 11
888-60125	01/05/2011	02/17/2011	75	TYCO ELECTRONICS LTD	$37 85	$35 44	$2,838 52	$2,657 90	$180 62
888-60125	01/05/2011	02/17/2011	40	TYCO ELECTRONICS LTD	$37 85	$35 44	$1,513 88	$1,417 54	$96 34
888-60125	01/25/2011	02/16/2011	18	NETFLIX INC	$239 42	$184.25	$4,309.62	$3,316 51	$993 11
888-60125	01/05/2011	02/16/2011	55	DEERE & CO	$95.61	$83.91	$5,258.52	$4,615.09	$643.43
888-60125	01/05/2011	02/15/2011	35	DEERE & CO	$93.45	$83 91	$3,270 72	$2,936 88	$333.84
888-60125	01/05/2011	02/15/2011	25	SCHLUMBERGER LTD	$91 90	$82 38	$2,297.60	$2,059 61	$237 99
888-60125	01/05/2011	02/14/2011	85	NVIDIA CORP	$23 23	$16 47	$1,974.41	$1,399 85	$574 56
888-60125	01/05/2011	02/11/2011	135	FORD MOTOR CO	$16 08	$17 92	$2,171.43	$2,419 86	($248 43)
888-60125	01/05/2011	02/11/2011	155	GILEAD SCIENCES INC	$38 14	$37 22	$5,912.34	$5,768 96	$143 38
888-60125	01/05/2011	02/10/2011	115	NVIDIA CORP	$22 95	$16 47	$2,639.49	$1,893 91	$745 58
888-60125	01/05/2011	02/09/2011	5	APPLE INC	$357 61	$333.56	$1,788.04	$1,667.82	$120.22
888-60125	01/05/2011	02/07/2011	40	DEERE & CO	$94.33	$83.91	$3,773.04	$3,356.43	$416.61
888-60125	01/05/2011	02/07/2011	70	KOHLS CORP	$51 77	$53 95	$3,624.21	$3,776.70	($152 49)
888-60125	01/05/2011	02/02/2011	65	SOUTHWESTERN ENERGY	$39 01	$37 22	$2,535 38	$2,419.06	$116 32

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Global Wealth Management

Capital Gains

Account: WOODRUFF FOUNDATION (888-60125)
01/01/2011 - 12/31/2011

Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	01/06/2011	02/01/2011	140	MICROSOFT CORP	$27 92	$28 44	$3,909 16	$3,981 08	($71 92)
888-60125	01/05/2011	02/01/2011	85	AGRIUM INC	$90 52	$92 36	$7,693 78	$7,850.43	($156 65)
888-60125	01/05/2011	02/01/2011	40	COOPER INDUSTRIES PLC	$62 07	$58 46	$2,482 71	$2,338.56	$144.15
888-60125	01/05/2011	02/01/2011	130	FORD MOTOR CO	$16 15	$17 92	$2,099 32	$2,330.24	($230.92)
888-60125	01/05/2011	01/28/2011	23	POTASH CORP OF SASKATCHEWAN	$174 41	$161 28	$4,011.44	$3,709.41	$302.03
888-60125	01/05/2011	01/27/2011	9	CME GROUP INC	$310 40	$314 04	$2,793.62	$2,826 32	($32 70)
888-60125	01/10/2011	01/26/2011	35	FREEPORT-MCMORAN COPPER	$106 70	$118 10	$3,734 37	$4,133 66	($399 29)
888-60125	01/05/2011	01/26/2011	200	NVIDIA CORP	$24 66	$16 47	$4,932 56	$3,293 76	$1,638 80
888-60125	01/05/2011	01/25/2011	225	ALTRIA GROUP INC	$24 34	$24 46	$5,475 69	$5,504 42	($28 73)
888-60125	01/05/2011	01/25/2011	155	GAP INC/THE	$19 98	$21.94	$3,097 52	$3,400 64	($303 12)
888-60125	01/05/2011	01/24/2011	115	CABLEVISION SYS CORP	$33 98	$34.74	$3,907 88	$3,995 45	($87 57)
888-60125	01/05/2011	01/24/2011	7	GOOGLE INC-CL A	$607.63	$606.97	$4,253 44	$4,248 81	$4 63
888-60125	01/05/2011	01/24/2011	450	SARA LEE CORP	$18.51	$17 36	$8,329 64	$7,812 54	$517.10
888-60125	01/05/2011	01/21/2011	275	AT&T INC	$28.38	$30 05	$7,804 89	$8,262 57	($457 68)
888-60125	01/05/2011	01/21/2011	140	MICROSOFT CORP	$28.10	$27 86	$3,934 53	$3,900 11	$34.42
888-60125	01/05/2011	01/21/2011	140	SOUTHWESTERN ENERGY	$38 15	$37 22	$5,341.55	$5,210 30	$131.25
						Total	1 $2,357,977.71	$2,377,913 37 2	($19,935.66)

Cash in Lieu Capital Gains[1]

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	//	04/18/2011	0	HUNTINGTON INGALLS INDUST-WI	$0.00	$0.00	$12.66	$0 00	$12.66
						Total	$12.66	$0.00	$12.66

LT Cap Gains Distribution from Bernstein Funds

Account No.	Income Date	Description	Amount
888-60125	12/28/2011	ALLIANCEBERNSTEIN SMALL/MID CAP VALUE FUND LONG CAPITAL GAIN ADV CLASS	$5,440 80
888-60125	12/19/2011	BERNSTEIN EMERGING MARKETS PORTFOLIO LONG CAPITAL GAIN	$7,584.65
888-60125	12/19/2011	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO LONG CAPITAL GAIN	$9,062.16

TOTAL PROCEEDS = Σ 1's = 2,431,991
TOTAL COST = Σ 2's = 2,377,913
GAIN = 54,078

BERNSTEIN
Global Wealth Management

Capital Gains

Account WOODRUFF FOUNDATION (888-60125)
01/01/2011 - 12/31/2011

LT Cap Gains Distribution from Bernstein Funds

Account No	Income Date	Description	Amount
888-60125	12/16/2011	OVERLAY A PORTFOLIO CLASS 2 LONG CAPITAL GAIN	$51,052 22
888-60125	12/16/2011	OVERLAY B PORTFOLIO CLASS 2 LONG CAPITAL GAIN	$873 05
			Total 17 $74,012 88

1 Cash in Lieu Cash representing the value of fractional stock shares, generally paid out as the result of corporate mergers

The information above reflects the total gains and losses of the accounts in your relationship and therefore may include nontaxable accounts To simplify your tax planning process, we encourage you to customize this page with a Personalized Account Analysis that aligns with your tax obligations or contact your Bernstein Advisor Please note that prior to 2008, long-term capital gains distributions from mutual funds can be found on the Income report Please see your Year-End Tax Report for your official tax record. You should verify the accuracy of all calculations with your tax advisor

Additional Data

Software ID: 11000144
Software Version: 2011v1.2
EIN: 23-7425631
Name: WOODRUFF FOUNDATION
co DINGUS AND DAGA INC

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 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
ROBERT J RONIS 1427 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115	Trustee 1 00	0		
MARYELLEN DAVIS MD 1427 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115	Trustee 0 00	0		
ELLA HOLT THOMAS 1422 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115	Trustee 0 00	0		
RICHARD A PAULSON 1427 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115	President 1 00	0		
FRANK FECSER 1427 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115	Trustee 1 00	0		
VALERIE RAINES 1422 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115	SEC/TREAS 1 00	0		
MARK BONHARD 1427 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115	Trustee 2 00	0		
VALERIA BRADLEY HICKS 1422 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115	Trustee 1 00	0		
FRANK HICKMAN 1427 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115	Trustee 1 00	0		