



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

Form 990-PF

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

2011

For calendar year 2011 or tax year beginning 10/1/2011, and ending 12/31/2011

Name of foundation: THE ROBERT McELDOWNEY JR. FAMILY FOUNDATION
A Employer identification number: 22-1536568
B Telephone number: (908) 362-9225
C If exemption application is pending, check here
D 1. Foreign organizations, check here
D 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: [X] Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year: 1,290,424
J Accounting method: [X] Accrual

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

Operating and Administrative Expenses 2012 OCT 02 2012

RECEIVED SEP 11 2012 IRS-OES

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	122,264	119,781	119,781
	2 Savings and temporary cash investments			
	3 Accounts receivable	0		
	Less allowance for doubtful accounts	0	0	0
	4 Pledges receivable	0		
	Less allowance for doubtful accounts	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule)	0		
	Less allowance for doubtful accounts	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	0	0	0
	c Investments—corporate bonds (attach schedule)	1,101,069	1,170,643	1,170,643
	11 Investments—land, buildings, and equipment basis	0		
Less accumulated depreciation (attach schedule)	0	0	0	
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	0	0	0	
14 Land, buildings, and equipment basis	0			
Less accumulated depreciation (attach schedule)	0	0	0	
15 Other assets (describe )	0	0	0	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,223,333	1,290,424	1,290,424	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	0		
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe )	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,223,333	1,290,424	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	1,223,333	1,290,424		
31 Total liabilities and net assets/fund balances (see instructions)	1,223,333	1,290,424		

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	1,223,333
2 Enter amount from Part I, line 27a	2	-601
3 Other increases not included in line 2 (itemize) See Attached Statement	3	67,692
4 Add lines 1, 2, and 3	4	1,290,424
5 Decreases not included in line 2 (itemize) UNREALIZED LOSSES ON SECURITIES	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	1,290,424

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE SCHEDULE ATTACHED		P Purchase	VARIOUS	VARIOUS
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 5,120	0	0	5,120	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a 0	0	0	5,120	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
2 Capital gain net income or (net capital loss) <span style="font-size: small;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>		2	5,120	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	0	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	52,619	1,223,333	0.043013
2009	31,885	1,417,797	0.022489
2008	9,910	1,446,023	0.006853
2007			0.000000
2006			0.000000
2 Total of line 1, column (d)			2 0.072355
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 0.024118
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 0
5 Multiply line 4 by line 3			5 0
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 180
7 Add lines 5 and 6			7 180
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 13,500

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

1	a Exempt operating foundations described in section 4940(d)(2), check here <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	180
	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	180
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	180
6	Credits/Payments		
	a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	0
	b Exempt foreign organizations—tax withheld at source	6b	
	c Tax paid with application for extension of time to file (Form 8868)	6c	0
	d Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	0
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	180
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	X		
14	The books are in care of ► FOUNDATION Telephone no ► Located at ► 5 WHITEBRIDGE ROAD PITTSTOWN NJ ZIP+4 ► 08867			
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	
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 ►		Yes	No
		16		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"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	
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? <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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

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

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

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

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

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

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

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
If "Yes" to 6b, file Form 8870 **6b** X

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No **7b** X

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0
		0	0	0
		0	0	0
		0	0	0
		0	0	0

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

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

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

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

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

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

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 HUNTERDON MEDICAL CENTER FOUNDATION	13,500
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
3 All other program-related investments. See instructions	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0



**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	
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	0
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	0
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	0
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	0
6	Minimum investment return. Enter 5% of line 5	6	0

**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	0
2a	Tax on investment income for 2011 from Part VI, line 5	2a	180
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	180
3	Distributable amount before adjustments Subtract line 2c from line 1	3	-180
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	-180
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	-180

**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	13,500
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	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	13,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	180
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,320

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
<b>1</b> Distributable amount for 2011 from Part XI, line 7				-180
<b>2</b> Undistributed income, if any, as of the end of 2011.				
<b>a</b> Enter amount for 2010 only			0	
<b>b</b> Total for prior years 20 07, 20 08, 20 09		72,084		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006	0			
<b>b</b> From 2007	0			
<b>c</b> From 2008	0			
<b>d</b> From 2009	0			
<b>e</b> From 2010	21,134			
<b>f</b> Total of lines 3a through e	21,134			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 13,500				
<b>a</b> Applied to 2010, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)	0			
<b>d</b> Applied to 2011 distributable amount				0
<b>e</b> Remaining amount distributed out of corpus	13,500			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	34,634			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		72,084		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions		72,084		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	180			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	34,454			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007	0			
<b>b</b> Excess from 2008	0			
<b>c</b> Excess from 2009	0			
<b>d</b> Excess from 2010	21,134			
<b>e</b> Excess from 2011	13,500			

**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 <i>Paid during the year</i> HUNTERDON MEDICAL CENTER FOUNDATION			GENERAL PURPOSE	13,500
<b>Total</b>				▶ 3a 13,500
b <i>Approved for future payment</i>				
<b>Total</b>				▶ 3b 0



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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All entries in column (b) are 0.

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... [ ] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are empty.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: H. Clay McDowney, Date: 9/6/12, Title: [blank]. May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only Print/Type preparer's name: Frederick Butcher, Preparer's signature: [Signature], Date: 8/31/12, Check [ ] if self-employed, PTIN: P01265594, Firm's name: Frederick Butcher & Co, Firm's EIN: 22-3411198, Firm's address: P.O. Box 284, Blairstown, NJ 07825, Phone no: (908) 362-9225

**Line 18 (990-PF) - Taxes**

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income				
3	Income tax				
4	FOREIGN TAXES	100	100		
5					
6					
7					
8					
9					
10					

**Line 23 (990-PF) - Other Expenses**

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		5,874	5,874	0	0
1	Fund Raising				
2	MANAGEMENT FEES	3,511	3,511		
3	MEETING EXPENSE	2,000	2,000		
4	MISC FEES	363	363		
5					
6					
7					
8					
9					

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

					1,101,069	1,170,643	1,101,069	1,170,643
	Description	Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	
1				1,101,069	1,170,643	1,101,069	1,170,643	
2								
3								
4								
5								
6								
7								
8								
9								
10								



**Part III (990-PF) - Changes in Net Assets or Fund Balances**

---

**Line 3 - Other increases not included in Part III, Line 2**

1	REALIZED GAINS ON SALE OF SECURITIES	1	5,120	✓
2	UNREALIZED GAINS ON SECURITIES	2	62,572	✓
3	Total	3	67,692	✓

---

Quantity	Description 1	Symbol	Open Date	Close Date	Cost Amount	Close Amt	Realized	Term
1	GOOGLE INC CL A	GOOG	7/27/2010	10/3/2011	494.43	508.36	13.93	LONG
12	SCHLUMBERGER LTD	SLB	9/16/2010	10/3/2011	697.49	708.33	10.84	LONG
2	RED HAT INC	RHT	10/7/2010	10/4/2011	76.49	78.58	2.09	SHORT
3	RED HAT INC	RHT	10/15/2010	10/4/2011	120.02	117.89	-2.13	SHORT
4	SCHLUMBERGER LTD	SLB	9/16/2010	10/4/2011	232.5	228	-4.5	LONG
3	SCHLUMBERGER LTD	SLB	9/16/2010	10/4/2011	174.38	165.55	-8.83	LONG
3	RED HAT INC	RHT	10/18/2010	10/5/2011	118.09	119.77	1.68	SHORT
6	VODAFONE GROUP SPONS ADR	VOD	11/5/2009	10/7/2011	137	159.99	22.99	LONG
19	VODAFONE GROUP SPONS ADR	VOD	9/16/2010	10/7/2011	478	506.63	28.63	LONG
9	VODAFONE GROUP SPONS ADR	VOD	9/16/2010	10/7/2011	225.95	239.98	14.03	LONG
1	VODAFONE GROUP SPONS ADR	VOD	10/28/2010	10/7/2011	27.36	26.66	-0.7	SHORT
3	VODAFONE GROUP SPONS ADR	VOD	8/4/2011	10/7/2011	83.13	80.01	-3.12	SHORT
2,000	BK AMER 3.125% 06/15/12		10/26/2010	10/11/2011	2,067.24	2,038.94	-48.3	SHORT
1,000	UST NTS 2.625% 11/15/20		1/13/2011	10/11/2011	939.03	1,047.70	104.71	SHORT
1,000	UST NTS 0.625% 07/31/12		7/19/2011	10/11/2011	1,004.22	1,003.95	-0.27	SHORT
1,000	U S TREAS 4.375% 2/15/38		12/30/2010	10/11/2011	993.87	1,236.88	243.01	SHORT
5	AMGEN INC	AMGN	3/28/2011	10/12/2011	264.47	285.32	20.85	SHORT
24	AMGEN INC	AMGN	3/28/2011	10/13/2011	1,269.43	1,369.42	99.99	SHORT
2	FRANKLIN RESOURCES	BEN	8/11/2011	10/13/2011	223.83	190.51	-33.32	SHORT
2	FRANKLIN RESOURCES	BEN	8/11/2011	10/13/2011	223.83	192.29	-31.54	SHORT
120	AERCAP HLDGS NV	AER	9/16/2010	10/17/2011	1,374.91	1,312.57	-62.34	LONG
6	AERCAP HLDGS NV	AER	3/2/2011	10/17/2011	81.04	65.62	-15.42	SHORT
18	AERCAP HLDGS NV	AER	4/4/2011	10/17/2011	225.13	196.89	-28.24	SHORT
10	AERCAP HLDGS NV	AER	6/2/2011	10/17/2011	130.8	109.38	-21.42	SHORT
14	AERCAP HLDGS NV	AER	8/4/2011	10/17/2011	154.7	153.14	-1.56	SHORT
5	AERCAP HLDGS NV	AER	8/10/2011	10/17/2011	51.4	54.7	3.3	SHORT
28	ALLIED WORLD ASSURANCE	AWH	9/16/2010	10/17/2011	1,535.08	1,545.84	10.76	LONG
2	ALLIED WORLD ASSURANCE	AWH	10/28/2010	10/17/2011	114.66	110.42	-4.24	SHORT
1	ALLIED WORLD ASSURANCE	AWH	4/4/2011	10/17/2011	63.5	55.21	-8.29	SHORT
2	ALLIED WORLD ASSURANCE	AWH	6/2/2011	10/17/2011	120.72	110.42	-10.3	SHORT
2	ALLIED WORLD ASSURANCE	AWH	8/4/2011	10/17/2011	104.96	110.42	5.46	SHORT
42	AMERICA MOVIL SERIES L	AMX	10/27/2009	10/17/2011	943.62	989.5	45.88	LONG
16	AMERICA MOVIL SERIES L	AMX	5/26/2010	10/17/2011	361.28	376.95	-4.33	LONG
17	AMERICA MOVIL SERIES L	AMX	9/16/2010	10/17/2011	424.32	400.52	-23.8	LONG
4	ASTRAZENECA PLC SPON ADR	AZN	4/6/2009	10/17/2011	143.48	187.59	44.11	LONG
2	ASTRAZENECA PLC SPON ADR	AZN	5/27/2009	10/17/2011	81.99	93.79	11.8	LONG

Information contained on this page is believed to be reliable. It has not been verified for accuracy or completeness by Wells Fargo Advisors, LLC or any of its employees.

7	ASTRAZENECA PLC SPON ADR	AZN	7/6/2009	10/17/2011	305.94	328.29	22.35	LONG
11	ASTRAZENECA PLC SPON ADR	AZN	8/10/2009	10/17/2011	506.46	515.89	9.44	LONG
7	ASTRAZENECA PLC SPON ADR	AZN	8/31/2009	10/17/2011	327.49	328.3	0.81	LONG
12	ASTRAZENECA PLC SPON ADR	AZN	3/23/2010	10/17/2011	540.53	562.6	22.27	LONG
44	ASML HOLDING NV-NY	ASML	3/11/2011	10/17/2011	1,790.44	1,733.12	-57.32	SHORT
3	ASML HOLDING NV-NY	ASML	5/3/2011	10/17/2011	124.41	118.17	-6.24	SHORT
3	ASML HOLDING NV-NY	ASML	6/2/2011	10/17/2011	115.35	118.17	2.82	SHORT
4	ASML HOLDING NV-NY	ASML	8/4/2011	10/17/2011	133.56	157.56	24	SHORT
23	AUTOLIV INC	ALV	11/4/2010	10/17/2011	1,726.81	1,300.39	-426.42	SHORT
2	AUTOLIV INC	ALV	3/2/2011	10/17/2011	148.88	113.07	-35.81	SHORT
1	AUTOLIV INC	ALV	4/4/2011	10/17/2011	74.94	56.54	-18.4	SHORT
1	AUTOLIV INC	ALV	6/2/2011	10/17/2011	73.34	56.54	-16.8	SHORT
6	AUTOLIV INC	ALV	8/4/2011	10/17/2011	342.54	339.24	-3.3	SHORT
1	AUTOLIV INC	ALV	8/10/2011	10/17/2011	52.63	56.54	3.91	SHORT
6	BASF SE SPONSORED ADR	BASFY	9/8/2010	10/17/2011	327.32	423.77	96.45	LONG
14	BASF SE SPONSORED ADR	BASFY	9/16/2010	10/17/2011	827.96	988.79	160.83	LONG
3	BASF SE SPONSORED ADR	BASFY	6/2/2011	10/17/2011	268.23	211.89	-56.34	SHORT
1	BASF SE SPONSORED ADR	BASFY	8/4/2011	10/17/2011	79.41	70.63	-8.78	SHORT
1	BASF SE SPONSORED ADR	BASFY	8/10/2011	10/17/2011	71.44	70.63	-0.81	SHORT
13	BAIDU INC ADR	BIDU	9/16/2010	10/17/2011	1,116.17	1,772.78	656.61	LONG
23	BAYER AG SPONSORED ADR	BAYRY	6/17/2011	10/17/2011	1,851.75	1,400.50	-451.25	SHORT
3	BAYER AG SPONSORED ADR	BAYRY	8/4/2011	10/17/2011	214.14	182.67	-31.47	SHORT
3	BAYER AG SPONSORED ADR	BAYRY	8/10/2011	10/17/2011	183.24	182.69	-0.55	SHORT
26	CANADIAN NATLRY CO F	CNI	7/20/2011	10/17/2011	2,025.19	1,891.98	-133.21	SHORT
31	CHECK POINT SOFTWARE F	CHKP	9/16/2010	10/17/2011	1,106.08	1,823.38	717.3	LONG
2	CHECK POINT SOFTWARE F	CHKP	9/28/2010	10/17/2011	70.9	117.64	46.74	LONG
1	CHECK POINT SOFTWARE F	CHKP	1/31/2011	10/17/2011	44.49	58.82	14.33	SHORT
2	CHECK POINT SOFTWARE F	CHKP	8/10/2011	10/17/2011	100.3	117.64	17.34	SHORT
44	CHICAGO BRIDGE & IRON NY	CBI	9/16/2010	10/17/2011	1,030.08	1,450.65	420.57	LONG
3	CHICAGO BRIDGE & IRON NY	CBI	10/28/2010	10/17/2011	74.76	98.91	24.15	SHORT
2	CHICAGO BRIDGE & IRON NY	CBI	5/3/2011	10/17/2011	78.68	65.94	-12.74	SHORT
2	CHICAGO BRIDGE & IRON NY	CBI	6/2/2011	10/17/2011	74.44	65.94	-8.5	SHORT
4	CHICAGO BRIDGE & IRON NY	CBI	8/10/2011	10/17/2011	129.36	131.88	2.52	SHORT
16	CHINA PETROLEUM & CHEM	SNP	11/29/2010	10/17/2011	1,523.31	1,495.96	-27.35	SHORT
2	CHINA PETROLEUM & CHEM	SNP	3/2/2011	10/17/2011	200.3	187	-13.3	SHORT
1	CHINA PETROLEUM & CHEM	SNP	4/4/2011	10/17/2011	101.86	93.5	-8.36	SHORT
1	CHINA PETROLEUM & CHEM	SNP	5/3/2011	10/17/2011	98.28	93.5	-4.78	SHORT

Information contained on this page is believed to be reliable. It has not been verified for accuracy or completeness by Wells Fargo Advisors, LLC or any of its employees.

1	CHINA PETROLEUM & CHEM	SNP	8/10/2011	10/17/2011	84.53	93.5	8.97	SHORT
26	CHINA MOBILE LTD SPN ADR	CHL	9/16/2010	10/17/2011	1,304.24	1,259.41	-44.83	LONG
3	CHINA MOBILE LTD SPN ADR	CHL	10/28/2010	10/17/2011	152.73	145.32	-7.41	SHORT
6	CHINA MOBILE LTD SPN ADR	CHL	3/2/2011	10/17/2011	284.2	290.64	6.44	SHORT
2	CHINA MOBILE LTD SPN ADR	CHL	3/9/2011	10/17/2011	97.04	96.88	-0.16	SHORT
24	COMPANHIA ENERGETICA	CIG	6/29/2011	10/17/2011	491.06	363.83	-127.23	SHORT
75	COMPANHIA ENERGETICA	CIG	7/20/2011	10/17/2011	1,498.83	1,136.98	-361.85	SHORT
65	COMPANHIA PARANAENSE DE	ELP	9/23/2010	10/17/2011	1,476.75	1,244.72	-232.03	LONG
3	COMPANHIA PARANAENSE DE	ELP	9/28/2010	10/17/2011	67.17	57.45	-9.72	LONG
1	COMPANHIA PARANAENSE DE	ELP	10/28/2010	10/17/2011	23.52	19.15	-4.37	SHORT
6	COMPANHIA PARANAENSE DE	ELP	5/3/2011	10/17/2011	164.2	114.9	-49.3	SHORT
2	COMPANHIA PARANAENSE DE	ELP	6/2/2011	10/17/2011	52.64	38.3	-14.34	SHORT
3	COMPANHIA PARANAENSE DE	ELP	8/4/2011	10/17/2011	70.26	57.45	-12.81	SHORT
6	CNOOC LTD-ADR	CEO	9/16/2010	10/17/2011	1,125.70	1,044.34	-81.36	LONG
1	CNOOC LTD-ADR	CEO	9/28/2010	10/17/2011	191.18	174.05	-17.13	LONG
1	CNOOC LTD-ADR	CEO	5/3/2011	10/17/2011	244.95	174.06	-70.89	SHORT
1	CNOOC LTD-ADR	CEO	8/4/2011	10/17/2011	205.76	174.06	-31.7	SHORT
1	CNOOC LTD-ADR	CEO	8/10/2011	10/17/2011	187.21	174.06	-13.15	SHORT
54	COMPANHIA DE BEBIDAS F	ABV	9/16/2010	10/17/2011	1,290.30	1,781.96	491.66	LONG
3	COMPANHIA DE BEBIDAS F	ABV	3/2/2011	10/17/2011	84.86	99	14.14	SHORT
1	COMPANHIA DE BEBIDAS F	ABV	4/4/2011	10/17/2011	29.1	33	3.9	SHORT
2	COMPANHIA DE BEBIDAS F	ABV	6/2/2011	10/17/2011	62.68	66	3.32	SHORT
33	DBS GROUP HOLDINGS F	DBSDY	9/16/2010	10/17/2011	1,381.51	1,270.47	-111.04	LONG
1	DBS GROUP HOLDINGS F	DBSDY	9/28/2010	10/17/2011	42.95	38.5	-4.45	LONG
2	DBS GROUP HOLDINGS F	DBSDY	10/28/2010	10/17/2011	86.4	77	-9.4	SHORT
2	DBS GROUP HOLDINGS F	DBSDY	3/2/2011	10/17/2011	89.66	77	-12.66	SHORT
2	DBS GROUP HOLDINGS F	DBSDY	8/10/2011	10/17/2011	89.26	77	-12.26	SHORT
8	DELHAIZE GROUP-SPONS ADR	DEG	9/7/2010	10/17/2011	551.31	517.75	-33.56	LONG
13	DELHAIZE GROUP-SPONS ADR	DEG	9/16/2010	10/17/2011	920.04	841.34	-78.7	LONG
3	DELHAIZE GROUP-SPONS ADR	DEG	10/28/2010	10/17/2011	210.12	194.16	-15.96	SHORT
1	DELHAIZE GROUP-SPONS ADR	DEG	6/2/2011	10/17/2011	80.53	64.72	-15.81	SHORT
3	DELHAIZE GROUP-SPONS ADR	DEG	8/4/2011	10/17/2011	198.93	194.16	-4.77	SHORT
18	DOMTAR CORP NEW	UFS	9/16/2010	10/17/2011	1,152.72	1,367.07	214.35	LONG
1	DOMTAR CORP NEW	UFS	9/28/2010	10/17/2011	64.04	75.94	11.9	LONG
1	DOMTAR CORP NEW	UFS	3/2/2011	10/17/2011	87.16	75.95	-11.21	SHORT
6	DOMTAR CORP NEW	UFS	8/4/2011	10/17/2011	431.76	455.7	23.94	SHORT
18	ENERSIS S A SPONSRD ADR	ENI	9/23/2010	10/17/2011	424.21	327.23	-96.98	LONG

Information contained on this page is believed to be reliable. It has not been verified for accuracy or completeness by Wells Fargo Advisors, LLC or any of its employees.

44	ENERSIS S A SPONSRD ADR	ENI	9/24/2010	10/17/2011	1,043.88	799.9	-243.98	LONG
1	ENERSIS S A SPONSRD ADR	ENI	9/28/2010	10/17/2011	23.61	18.18	-5.43	LONG
6	ENERSIS S A SPONSRD ADR	ENI	10/28/2010	10/17/2011	138.06	109.08	-28.98	SHORT
21	ENERSIS S A SPONSRD ADR	ENI	3/2/2011	10/17/2011	417.61	381.78	-35.83	SHORT
1	ENERSIS S A SPONSRD ADR	ENI	5/3/2011	10/17/2011	21.49	18.18	-3.31	SHORT
1	ENERSIS S A SPONSRD ADR	ENI	8/4/2011	10/17/2011	20.3	18.18	-2.12	SHORT
3	ENERSIS S A SPONSRD ADR	ENI	8/10/2011	10/17/2011	57.03	54.54	-2.49	SHORT
235	FLEXTRONICS INTL	FLEX	9/16/2010	10/17/2011	1,339.50	1,494.62	155.12	LONG
31	FLEXTRONICS INTL	FLEX	4/4/2011	10/17/2011	224.75	197.16	-27.59	SHORT
19	FLEXTRONICS INTL	FLEX	5/3/2011	10/17/2011	130.47	120.84	-9.63	SHORT
34	FLEXTRONICS INTL	FLEX	6/4/2011	10/17/2011	198.76	216.24	17.48	SHORT
21	FLEXTRONICS INTL	FLEX	8/10/2011	10/17/2011	110.25	133.57	23.32	SHORT
25	FOMENTO ECONOMICO MEX SA	FMX	9/16/2010	10/17/2011	1,303.93	1,716.71	412.78	LONG
1	FOMENTO ECONOMICO MEX SA	FMX	9/28/2010	10/17/2011	51.3	68.67	17.37	LONG
1	FOMENTO ECONOMICO MEX SA	FMX	10/28/2010	10/17/2011	53.22	68.67	15.45	SHORT
1	FOMENTO ECONOMICO MEX SA	FMX	3/2/2011	10/17/2011	56.25	68.67	12.42	SHORT
1	FOMENTO ECONOMICO MEX SA	FMX	8/10/2011	10/17/2011	62.16	68.67	6.51	SHORT
22	GAZPROM O A O	OGZPY	3/22/2010	10/17/2011	248.22	228.33	-19.89	LONG
2	GAZPROM O A O	OGZPY	10/28/2010	10/17/2011	21.91	20.75	-1.16	SHORT
2	GAZPROM O A O	OGZPY	4/4/2011	10/17/2011	33.75	20.75	-13	SHORT
121	GAZPROM O A O	OGZPY	4/28/2011	10/17/2011	2,040.18	1,255.86	-784.32	SHORT
5	GAZPROM O A O	OGZPY	5/3/2011	10/17/2011	81	51.89	-29.11	SHORT
8	GAZPROM O A O	OGZPY	6/2/2011	10/17/2011	115.6	83.04	-32.56	SHORT
79	GROUPE CGI INC	GIB	9/16/2010	10/17/2011	1,117.07	1,546.00	428.93	LONG
4	GROUPE CGI INC	GIB	10/28/2010	10/17/2011	60.88	78.28	17.4	SHORT
3	GROUPE CGI INC	GIB	5/3/2011	10/17/2011	63.86	58.71	-5.15	SHORT
5	GROUPE CGI INC	GIB	8/4/2011	10/17/2011	102.15	97.85	-4.3	SHORT
28	HERBALIFE LTD	HLF	9/16/2010	10/17/2011	826.21	1,610.52	784.31	LONG
2	HERBALIFE LTD	HLF	9/28/2010	10/17/2011	59.72	115.04	55.32	LONG
2	HERBALIFE LTD	HLF	4/4/2011	10/17/2011	80.85	115.04	34.19	SHORT
1	HERBALIFE LTD	HLF	8/10/2011	10/17/2011	54.27	57.52	3.25	SHORT
32	HITACHI LTD ADR	HTHIY	5/3/2011	10/17/2011	1,780.16	1,674.21	-105.95	SHORT
1	HITACHI LTD ADR	HTHIY	8/10/2011	10/17/2011	54.81	52.32	-2.49	SHORT
19	BAE SYSTEMS PLACE	BAESY	1/14/2010	10/17/2011	465.89	340.09	-125.8	LONG
31	BAE SYSTEMS PLACE	BAESY	2/5/2010	10/17/2011	678.75	554.88	-123.87	LONG
26	BAE SYSTEMS PLACE	BAESY	5/11/2010	10/17/2011	529.66	465.39	-64.27	LONG
1	BAE SYSTEMS PLACE	BAESY	9/28/2010	10/17/2011	21.38	17.9	-3.48	LONG

Information contained on this page is believed to be reliable. It has not been verified for accuracy or completeness by Wells Fargo Advisors, LLC or any of its employees.

3	BAE SYSTEMS PLACE	BAESY	10/28/2010	10/17/2011	66.57	53.7	-12.87	SHORT
12	BAE SYSTEMS PLACE	BAESY	3/2/2011	10/17/2011	251.52	214.8	-36.72	SHORT
2	BAE SYSTEMS PLACE	BAESY	4/4/2011	10/17/2011	42.86	35.8	-7.06	SHORT
12	BAE SYSTEMS PLACE	BAESY	8/4/2011	10/17/2011	212.16	214.8	2.64	SHORT
5	BAE SYSTEMS PLACE	BAESY	8/10/2011	10/17/2011	80.95	89.5	8.55	SHORT
57	KOMATSU LTD F	KMTUY	11/26/2010	10/17/2011	1,625.64	1,308.12	-317.52	SHORT
10	KOMATSU LTD F	KMTUY	6/2/2011	10/17/2011	299.9	229.5	-70.4	SHORT
2	KOMATSU LTD F	KMTUY	8/10/2011	10/17/2011	52.18	45.9	-6.28	SHORT
57	LVMH MOET HENNESSY	LVMUY	8/17/2011	10/17/2011	1,870.80	1,789.19	-81.61	SHORT
245	KINGFISHER PLC-SPONS	KGFHY	7/21/2011	10/17/2011	2,127.68	2,018.76	-108.92	SHORT
6	KINGFISHER PLC-SPONS	KGFHY	8/4/2011	10/17/2011	45.06	49.44	4.38	SHORT
4	MITSUJ & CO LTD ADR	MITSY	3/29/2011	10/17/2011	1,439.16	1,184.37	-254.79	SHORT
1	MITSUJ & CO LTD ADR	MITSY	4/4/2011	10/17/2011	362.06	296.1	-65.96	SHORT
39	NIPPON TELE & TELE CORP	NTT	6/13/2008	10/17/2011	890.33	979.27	88.94	LONG
19	NIPPON TELE & TELE CORP	NTT	8/31/2009	10/17/2011	421.76	477.08	55.32	LONG
14	NIPPON TELE & TELE CORP	NTT	12/9/2009	10/17/2011	301.21	351.54	50.33	LONG
11	NISSAN MTR LTD SPONS-ADR	NSANY	6/13/2008	10/17/2011	198.62	206.73	10.11	LONG
42	NISSAN MTR LTD SPONS-ADR	NSANY	8/31/2009	10/17/2011	585.06	789.33	204.27	LONG
27	NISSAN MTR LTD SPONS-ADR	NSANY	7/27/2010	10/17/2011	395.55	507.43	111.88	LONG
5	NISSAN MTR LTD SPONS-ADR	NSANY	10/28/2010	10/17/2011	89.65	93.97	4.32	SHORT
1	NISSAN MTR LTD SPONS-ADR	NSANY	11/16/2010	10/17/2011	18.65	18.8	0.15	SHORT
42	PAN AMERICAN SILVER CRP	PAAS	1/31/2011	10/17/2011	1,373.13	1,201.17	-171.96	SHORT
4	PAN AMERICAN SILVER CRP	PAAS	3/2/2011	10/17/2011	158.6	114.4	-44.2	SHORT
3	PAN AMERICAN SILVER CRP	PAAS	4/4/2011	10/17/2011	115.62	85.8	-29.82	SHORT
8	PAN AMERICAN SILVER CRP	PAAS	5/3/2011	10/17/2011	269.95	228.8	-41.15	SHORT
2	PAN AMERICAN SILVER CRP	PAAS	6/2/2011	10/17/2011	64.98	57.2	-7.78	SHORT
2	PAN AMERICAN SILVER CRP	PAAS	8/4/2011	10/17/2011	59.46	57.2	-2.26	SHORT
86	PARTNER COMMUNICATIONS	PTNR	9/16/2010	10/17/2011	1,469.79	949.42	-520.37	LONG
18	PARTNER COMMUNICATIONS	PTNR	3/2/2011	10/17/2011	330.16	198.71	-131.45	SHORT
4	PARTNER COMMUNICATIONS	PTNR	5/3/2011	10/17/2011	75.21	44.15	-31.06	SHORT
14	PARTNER COMMUNICATIONS	PTNR	6/2/2011	10/17/2011	231.49	154.56	-76.93	SHORT
21	PARTNER COMMUNICATIONS	PTNR	8/4/2011	10/17/2011	273.13	231.84	-41.29	SHORT
32	PARTNER COMMUNICATIONS	PTNR	8/10/2011	10/17/2011	328.64	353.28	24.64	SHORT
7	RIO TINTO PLC	RIO	2/5/2010	10/17/2011	332.43	371.48	39.05	LONG
8	RIO TINTO PLC	RIO	3/19/2010	10/17/2011	445.86	424.55	-21.31	LONG
6	RIO TINTO PLC	RIO	5/26/2010	10/17/2011	269.9	318.41	48.51	LONG
5	RIO TINTO PLC	RIO	6/18/2010	10/17/2011	247.03	265.35	18.32	LONG

Information contained on this page is believed to be reliable. It has not been verified for accuracy or completeness by Wells Fargo Advisors, LLC or any of its employees.

1	RIO TINTO PLC	RIO	9/16/2010	10/17/2011	55.74	53.07	-2.67	LONG
1	RIO TINTO PLC	RIO	3/2/2011	10/17/2011	69.99	53.07	-16.92	SHORT
1	RIO TINTO PLC	RIO	5/3/2011	10/17/2011	69.8	53.07	-16.73	SHORT
1	RIO TINTO PLC	RIO	8/4/2011	10/17/2011	61.77	53.07	-8.7	SHORT
2	RIO TINTO PLC	RIO	8/10/2011	10/17/2011	113.06	106.14	-6.92	SHORT
24	SOHU.COM INC	SOHU	6/17/2011	10/17/2011	1,583.62	1,427.97	-155.65	SHORT
29	ROYAL DUTCH SHL ADR CL A	RDSA	8/19/2011	10/17/2011	1,805.34	2,011.11	205.77	SHORT
20	SHIRE PLC	SHPG	9/16/2010	10/17/2011	1,417.81	1,913.96	496.15	LONG
39	SIGNET JEWELERS LTD	SIG	9/16/2010	10/17/2011	1,128.38	1,526.82	398.44	LONG
1	SIGNET JEWELERS LTD	SIG	4/4/2011	10/17/2011	45.67	39.14	-6.53	SHORT
4	SIGNET JEWELERS LTD	SIG	5/3/2011	10/17/2011	168.28	156.6	-11.68	SHORT
8	SIGNET JEWELERS LTD	SIG	8/4/2011	10/17/2011	289.52	313.2	23.68	SHORT
3	SIGNET JEWELERS LTD	SIG	8/10/2011	10/17/2011	97.71	117.45	19.74	SHORT
14	SIEMENS A G - ADR	SI	9/16/2010	10/17/2011	1,426.51	1,441.96	15.45	LONG
1	SIEMENS A G - ADR	SI	6/2/2011	10/17/2011	130.87	103	-27.87	SHORT
2	SIEMENS A G - ADR	SI	8/4/2011	10/17/2011	220.08	206	-14.06	SHORT
1	SIEMENS A G - ADR	SI	8/10/2011	10/17/2011	101.23	103	1.77	SHORT
66	STATOIL ASA	STO	9/16/2010	10/17/2011	1,355.86	1,614.32	258.46	LONG
16	STATOIL ASA	STO	9/16/2010	10/17/2011	329.44	391.36	61.92	LONG
2,1395	TELEFONICA BRASIL SA	VIV	12/27/2010	10/17/2011	43.83	58.94	15.11	SHORT
56,7907	TELEFONICA BRASIL SA	VIV	12/28/2010	10/17/2011	1,187.79	1,564.56	376.77	SHORT
3,0698	TELEFONICA BRASIL SA	VIV	5/3/2011	10/17/2011	80.59	84.57	3.98	SHORT
2	TELEFONICA BRASIL SA	VIV	8/10/2011	10/17/2011	55.52	55.1	-0.42	SHORT
34	TELENOR ASA-ADS	TELNY	9/16/2010	10/17/2011	1,540.20	1,692.61	152.41	LONG
2	TELENOR ASA-ADS	TELNY	10/28/2010	10/17/2011	95.2	99.56	4.36	SHORT
2	TELENOR ASA-ADS	TELNY	3/2/2011	10/17/2011	98.84	99.57	0.73	SHORT
1	TELENOR ASA-ADS	TELNY	4/4/2011	10/17/2011	50.16	49.78	-0.38	SHORT
1	TELENOR ASA-ADS	TELNY	8/10/2011	10/17/2011	45.12	49.79	4.67	SHORT
65	TIM PARTICIPACOES SA	TSU	11/29/2010	10/17/2011	1,242.34	1,600.92	358.58	SHORT
76	WARNER CHILCOTT PLC CL A	WCRX	3/11/2011	10/17/2011	1,750.90	1,214.45	-536.45	SHORT
4	WARNER CHILCOTT PLC CL A	WCRX	4/4/2011	10/17/2011	95.48	63.92	-31.56	SHORT
6	WARNER CHILCOTT PLC CL A	WCRX	5/3/2011	10/17/2011	136	95.88	-40.12	SHORT
14	WARNER CHILCOTT PLC CL A	WCRX	8/4/2011	10/17/2011	262.5	223.72	-38.78	SHORT
7	WARNER CHILCOTT PLC CL A	WCRX	8/10/2011	10/17/2011	116.76	111.86	-4.9	SHORT
59	VALEO SPONSORED ADR	VLEXY	11/26/2010	10/17/2011	1,695.10	1,450.28	-244.82	SHORT
2	VALEO SPONSORED ADR	VLEXY	3/2/2011	10/17/2011	60.54	49.16	-11.38	SHORT
3	VALEO SPONSORED ADR	VLEXY	4/4/2011	10/17/2011	90.6	73.74	-16.86	SHORT

Information contained on this page is believed to be reliable. It has not been verified for accuracy or completeness by Wells Fargo Advisors, LLC or any of its employees.

9	VALEO SPONSORED ADR	VLEEEY	8/4/2011	10/17/2011	230.58	221.23	-9.35	SHORT
4	VALEO SPONSORED ADR	VLEEEY	8/10/2011	10/17/2011	93.24	98.33	5.09	SHORT
58	VALE S A ADR	VALE	3/29/2011	10/17/2011	1,903.66	1,414.01	-489.65	SHORT
1	VALE S A ADR	VALE	4/4/2011	10/17/2011	33.71	24.38	-9.33	SHORT
4	VALE S A ADR	VALE	5/3/2011	10/17/2011	128.2	97.52	-30.68	SHORT
4	VALE S A ADR	VALE	6/29/2011	10/17/2011	126.57	97.52	-29.05	SHORT
57	VOLKSWAGEN A G SPONS ADR	VLKAY	12/27/2010	10/17/2011	1,592.65	1,618.36	25.71	SHORT
2	VOLKSWAGEN A G SPONS ADR	VLKAY	6/2/2011	10/17/2011	68.08	56.78	-11.3	SHORT
1	VOLKSWAGEN A G SPONS ADR	VLKAY	8/10/2011	10/17/2011	29.45	28.4	-1.05	SHORT
1	YANZHOU COAL MNG CO LTD	YZC	5/26/2010	10/17/2011	21.13	26.21	5.08	LONG
44	YANZHOU COAL MNG CO LTD	YZC	9/16/2010	10/17/2011	957.85	1,153.66	195.81	LONG
2	YANZHOU COAL MNG CO LTD	YZC	3/2/2011	10/17/2011	61.4	52.44	-8.96	SHORT
2	YANZHOU COAL MNG CO LTD	YZC	5/3/2011	10/17/2011	74.9	52.44	-22.46	SHORT
2	YANZHOU COAL MNG CO LTD	YZC	8/4/2011	10/17/2011	173.85	131.1	-42.75	SHORT
5	YANZHOU COAL MNG CO LTD	YZC	8/10/2011	10/17/2011	151.7	131.1	-20.6	SHORT
5	YANZHOU COAL MNG CO LTD	YZC	8/10/2011	10/17/2011	117.11	132.03	14.92	LONG
4	AGILENT TECH INC	A	2/11/2010	10/18/2011	30.41	33.01	2.6	LONG
1	AGILENT TECH INC	A	2/25/2010	10/18/2011	193.59	254.59	61	LONG
3	ALLERGAN INC	AGN	9/16/2010	10/18/2011	121.51	139.15	17.64	LONG
4	ALTERA CORPORATION	ALTR	9/29/2010	10/18/2011	589.72	962.3	372.58	LONG
4	AMAZON COM INC	AMZN	9/16/2010	10/18/2011	230.34	229.01	-1.33	SHORT
5	AMERICAN EXPRESS CO	AXP	1/14/2011	10/18/2011	92.68	91.61	-1.07	SHORT
2	AMERICAN EXPRESS CO	AXP	1/18/2011	10/18/2011	368.99	385.51	16.52	SHORT
7	AMERICAN TOWER CORP CL A	APC	2/24/2011	10/18/2011	152.08	153.44	1.36	SHORT
2	ANADARKO PETROLEUM CORP	AAPL	5/24/2011	10/18/2011	816.42	1,263.31	446.89	LONG
3	APPLE INC	ARMH	9/16/2010	10/18/2011	87	84.22	-2.78	SHORT
3	ARM HOLDINGS PLC	AVGO	4/14/2011	10/18/2011	163.97	177.65	13.68	SHORT
5	AVAGO TECHNOLOGIES LTD	BIDU	2/11/2011	10/18/2011	1,287.88	1,962.92	675.04	LONG
15	BAIDU INC ADR	BBBY	9/16/2010	10/18/2011	48.31	60.72	12.41	SHORT
1	BED BATH & BEYOND INC	BBBY	1/21/2011	10/18/2011	96.94	121.45	24.51	SHORT
2	BED BATH & BEYOND INC	BBBY	1/24/2011	10/18/2011	189.3	189.53	0.23	LONG
3	BOEING CO	BA	9/16/2010	10/18/2011	148.64	141.41	-7.23	SHORT
2	BORG WARNER INC	BWA	2/23/2011	10/18/2011	153.57	141.41	-12.16	SHORT
2	BORG WARNER INC	BWA	2/28/2011	10/18/2011	189.84	194.47	4.63	SHORT
6	BRISTOL MYERS SQUIBB	BMY	10/3/2011	10/18/2011	70.42	76.25	6.53	LONG
2	BROADCOM CORP	BRCM	9/16/2010	10/18/2011	75.56	77.1	1.54	SHORT
2	BURBERRY GROUP PLC ADR	BURBY	4/18/2011	10/18/2011	174.08	154.2	-19.88	SHORT
2	BURBERRY GROUP PLC ADR	BURBY	4/27/2011	10/18/2011	174.08	154.2	-19.88	SHORT

Information contained on this page is believed to be reliable. It has not been verified for accuracy or completeness by Wells Fargo Advisors, LLC or any of its employees.



5	CELGENE CORP	CELG	9/16/2010	10/18/2011	273.8	324.86	51.06	LONG
1	CHIPOTLE MEXICAN GRILL	CMG	1/14/2011	10/18/2011	234	316.73	82.73	SHORT
8	COACH INC	COH	9/22/2009	10/18/2011	263.78	482.1	218.32	LONG
3	COSTCO WHSL CORP NEW	COST	6/12/2008	10/18/2011	201.92	249.82	47.9	LONG
1	COSTCO WHSL CORP NEW	COST	9/16/2010	10/18/2011	61.12	83.28	22.16	LONG
2	COGNIZANT TECHNOLOGY	CTSH	12/22/2010	10/18/2011	145.84	140.94	-4.9	SHORT
2	CONCHO RESOURCES INC	CXO	8/4/2011	10/18/2011	176.24	166	-10.24	SHORT
3	DEERE & CO	DE	10/25/2010	10/18/2011	232.79	210.36	-22.43	SHORT
8	DISNEY WALT COMPANY	DIS	9/16/2010	10/18/2011	271.83	267.75	-4.08	LONG
3	DU PNT EI DE NEMOURS & CO	DD	1/28/2011	10/18/2011	150.85	132.49	-18.36	SHORT
2	DU PNT EI DE NEMOURS & CO	DD	1/31/2011	10/18/2011	101.31	88.34	-12.97	SHORT
2	EMC CORP	EMC	2/8/2011	10/18/2011	52.24	47.71	-4.53	SHORT
3	EXPRESS SCRIPTS INC		10/15/2009	10/18/2011	122.6	121.06	-1.54	LONG
3	EXPRESS SCRIPTS INC		9/16/2010	10/18/2011	138.79	121.08	-17.71	LONG
1	GOOGLE INC CL A	GOOG	7/27/2010	10/18/2011	494.43	588.03	93.6	LONG
2	GREEN MOUNTAIN COFFEE	GMC	6/20/2011	10/18/2011	158.56	161.75	3.19	SHORT
5	HARLEY DAVIDSON INC	HOG	7/26/2011	10/18/2011	227.14	172.02	-55.12	SHORT
3	ILLUMINA INC	ILMN	9/16/2010	10/18/2011	145.88	79.6	-66.28	LONG
3	INTL BUSINESS MACH CORP	IBM	9/16/2010	10/18/2011	389.16	532.93	143.77	LONG
2	INTL BUSINESS MACH CORP	IBM	9/16/2010	10/18/2011	259.74	355.3	95.56	LONG
4	JOHNSON & JOHNSON	JNJ	7/14/2011	10/18/2011	271.06	255.3	-15.76	SHORT
4	JUNIPER NETWORK INC	JNPR	9/16/2010	10/18/2011	118.1	82.68	-35.42	LONG
2	LAUDER ESTEE COS INC CLA	EL	11/26/2010	10/18/2011	152	189.95	37.95	SHORT
1	LAUDER ESTEE COS INC CLA	EL	11/29/2010	10/18/2011	74.21	94.98	20.77	SHORT
1	NETAPP INC	NTAP	7/7/2010	10/18/2011	39.29	38.54	-0.75	LONG
3	NETAPP INC	NTAP	9/16/2010	10/18/2011	145.69	115.64	-30.05	LONG
4	LULULEMON ATHLETICA INC	LULU	6/13/2011	10/18/2011	175.46	203.49	28.03	SHORT
12	MAINSTAY HI YLD CORP-I	MHYX	9/16/2010	10/18/2011	69.96	68.4	-1.53	LONG
1	MASTERCARD INC CL A	MA	9/16/2010	10/18/2011	211.19	338.13	126.94	LONG
4	MCDONALDS CORP	MCD	6/28/2011	10/18/2011	334.4	354.87	20.47	SHORT
3	MEAD JOHNSON NUTRITN	MJN	12/16/2009	10/18/2011	127.68	216.84	91.16	LONG
4	MONSANTO CO NEW	MON	12/17/2010	10/18/2011	257.56	294.24	36.68	SHORT
2	NATIONAL OILWELL VARCO	NOV	5/26/2011	10/18/2011	143.68	129.29	-14.39	SHORT
4	NIKE INC CLASS B	NKE	6/12/2008	10/18/2011	269.16	363.37	94.21	LONG
2	NOVO NORDISK A S ADR	NVO	2/10/2011	10/18/2011	234.88	195.36	-39.52	SHORT
15	ORACLE CORP	ORCL	9/16/2010	10/18/2011	379.04	473.69	94.65	LONG
2	PRECISION CASTPARTS CORP	PCP	4/26/2010	10/18/2011	270	328.57	58.57	LONG

Information contained on this page is believed to be reliable. It has not been verified for accuracy or completeness by Wells Fargo Advisors, LLC or any of its employees.

1	PRECISION CASTPARTS CORP	PCP	4/27/2010	10/18/2011	131.96	164.29	32.33	LONG
1	PRECISION CASTPARTS CORP	PCP	4/28/2010	10/18/2011	130.76	164.29	33.53	LONG
2	PRECISION CASTPARTS CORP	PCP	4/29/2010	10/18/2011	264.63	328.58	63.95	LONG
7	QUALCOMM INC	QCOM	9/16/2010	10/18/2011	294.13	377.1	82.97	LONG
3	RALPH LAUREN CORP CLA	RL	9/16/2010	10/18/2011	258.09	434.69	176.6	LONG
1	RED HAT INC	RHT	10/18/2010	10/18/2011	39.36	46.26	6.9	SHORT
3	RED HAT INC	RHT	10/19/2010	10/18/2011	117.38	138.78	21.4	SHORT
2	RED HAT INC	RHT	10/20/2010	10/18/2011	77.55	92.53	14.98	SHORT
4	SALESFORCE.COM	CRM	2/25/2010	10/18/2011	265.4	506.69	241.29	LONG
5	SCHLUMBERGER LTD	SLB	9/16/2010	10/18/2011	290.62	344.14	53.52	LONG
1	SHIRE PLC	SHPG	10/4/2010	10/18/2011	66.68	95.53	28.85	LONG
2	SHIRE PLC	SHPG	10/7/2010	10/18/2011	135.72	191.07	55.35	LONG
11	STARBUCKS CORP	SBUX	9/16/2010	10/18/2011	282.79	457.52	174.73	LONG
1	TESLA MOTORS INC	TSLA	9/21/2011	10/18/2011	26.4	27.4	-1	SHORT
2	TIFFANY & CO NEW	TIF	9/16/2010	10/18/2011	87.78	142.95	55.17	LONG
2	UNION PACIFIC CORP	UNP	9/16/2010	10/18/2011	158.7	183.67	24.97	LONG
3	UNITED TECHNOLOGIES CORP	UTX	6/12/2008	10/18/2011	205.74	220.95	15.21	LONG
1	VMWARE INC CLASS A	VMW	9/16/2010	10/18/2011	84.85	94.5	9.65	LONG
1	VERTEX PHARM INC	VRTX	9/16/2010	10/18/2011	36.81	41.26	4.45	LONG
4	WHOLE FOODS MARKET INC	WFM	9/16/2010	10/18/2011	144.87	271.82	126.95	LONG
1,000	UST NTS 0.625% 07/31/12		7/19/2011	10/18/2011	1,004.22	1,003.87	-0.35	SHORT
1	AMAZON COM INC	AMZN	9/16/2010	10/19/2011	147.43	231.78	84.35	LONG
5	GREEN MOUNTAIN COFFEE	GMC	6/20/2011	10/20/2011	396.37	336.29	-60.08	SHORT
2	GREEN MOUNTAIN COFFEE	GMC	6/22/2011	10/20/2011	168.83	134.51	-34.32	SHORT
2	GREEN MOUNTAIN COFFEE	GMC	6/29/2011	10/20/2011	174.59	134.52	-40.07	SHORT
2	GREEN MOUNTAIN COFFEE	GMC	7/21/2011	10/20/2011	188.7	134.52	-54.18	SHORT
2	GREEN MOUNTAIN COFFEE	GMC	7/21/2011	10/20/2011	186.73	134.52	-52.21	SHORT
3	GREEN MOUNTAIN COFFEE	GMC	7/26/2011	10/20/2011	276.33	204.26	-72.07	SHORT
2	GREEN MOUNTAIN COFFEE	GMC	7/26/2011	10/20/2011	184.56	136.17	-48.39	SHORT
4	GREEN MOUNTAIN COFFEE	GMC	8/2/2011	10/20/2011	427.24	272.35	-154.89	SHORT
4	GREEN MOUNTAIN COFFEE	GMC	8/3/2011	10/20/2011	426.37	272.35	-154.02	SHORT
17	JUNIPER NETWORK INC	JNPR	9/16/2010	10/21/2011	501.92	360.75	-141.17	LONG
13	JUNIPER NETWORK INC	JNPR	9/16/2010	10/21/2011	383.82	274.81	-109.01	LONG
10	MOTOROLA SOLUTIONS INC	MSI	3/28/2011	10/24/2011	441	464.94	23.94	SHORT
12	MOTOROLA SOLUTIONS INC	MSI	3/28/2011	10/26/2011	529.2	550.17	20.97	SHORT
1,000	AUTOZONE 5.75% 01/15/15		12/30/2010	10/27/2011	1,097.60	1,102.11	4.51	SHORT
6,000	UST NTS 2.625% 11/15/20		1/13/2011	11/2/2011	5,634.13	6,364.45	704.63	SHORT

Information contained on this page is believed to be reliable. It has not been verified for accuracy or completeness by Wells Fargo Advisors, LLC or any of its employees.

1,000	UST NTS 2.625% 11/15/20	10/21/2011	11/2/2011	1,045.47	1,060.75	15.28	SHORT
5,000	UST BONDS 6.25% 08/15/23	9/29/2010	11/2/2011	6,797.46	7,047.85	250.39	LONG
1,000	UST BONDS 6.25% 08/15/23	5/3/2011	11/2/2011	1,260.31	1,409.57	149.26	SHORT
30	ESPRIT HLDGS SPONRD ADR	12/9/2009	11/4/2011	411.6	82.93	-328.67	LONG
18	AMGEN INC	3/28/2011	11/7/2011	952.08	1,049.03	96.95	SHORT
2	DEERE & CO	10/25/2010	11/7/2011	155.19	149.79	-5.4	LONG
3	DEERE & CO	10/25/2010	11/7/2011	232.75	224.7	-8.05	LONG
9	ESPRIT HLDGS SPONRD ADR	12/9/2009	11/7/2011	123.48	24.33	-99.15	LONG
11	ESPRIT HLDGS SPONRD ADR	1/14/2010	11/7/2011	163.85	29.74	-134.11	LONG
2	DEERE & CO	10/25/2010	11/8/2011	155.16	150.16	-5	LONG
3	DEERE & CO	11/26/2010	11/8/2011	227.97	225.24	-2.73	SHORT
1	DEERE & CO	11/26/2010	11/8/2011	75.98	75.61	-0.37	SHORT
3	DEERE & CO	12/8/2010	11/8/2011	241.4	226.83	-14.57	SHORT
1	DEERE & CO	1/6/2011	11/8/2011	84.02	75.61	-8.41	SHORT
3	DEERE & CO	1/6/2011	11/8/2011	252.05	226.29	-25.76	SHORT
2	DEERE & CO	8/4/2011	11/8/2011	147.4	150.86	3.46	SHORT
5	ESPRIT HLDGS SPONRD ADR	1/14/2010	11/8/2011	74.48	13.44	-61.04	LONG
17	ESPRIT HLDGS SPONRD ADR	1/14/2010	11/9/2011	253.21	44.93	-208.28	LONG
3	ESPRIT HLDGS SPONRD ADR	5/11/2010	11/9/2011	40.76	7.93	-32.83	LONG
38	ESPRIT HLDGS SPONRD ADR	5/11/2010	11/10/2011	516.16	92.46	-423.7	LONG
4	ESPRIT HLDGS SPONRD ADR	10/28/2010	11/10/2011	42.6	9.73	-32.87	LONG
4	ESPRIT HLDGS SPONRD ADR	5/3/2011	11/10/2011	33.52	9.74	-23.78	SHORT
4	ESPRIT HLDGS SPONRD ADR	8/10/2011	11/10/2011	18.96	9.74	-9.22	SHORT
6	ESPRIT HLDGS SPONRD ADR	8/10/2011	11/11/2011	28.44	15	-13.44	SHORT
4	BHP BILLITON LTD	9/16/2010	11/15/2011	292.95	305.26	12.31	LONG
22	CHEUNG KONG HOLDINGS ADR	9/16/2010	11/16/2011	291.61	255.12	-36.49	LONG
5	EXPRESS SCRIPTS INC	9/16/2010	11/16/2011	231.31	230.12	-1.19	LONG
7	IMPERIAL TOB GROUP PLC F	6/14/2010	11/16/2011	396.32	517.51	121.19	LONG
4	INTL BUSINESS MACH CORP	9/16/2010	11/16/2011	519.47	755.5	236.03	LONG
4	SEVEN & I HOLDINGS ADR	9/16/2010	11/16/2011	183.48	216.52	33.04	LONG
6	SWISSCOM AG F	9/16/2010	11/16/2011	232.9	226.36	-6.54	LONG
3	AMERICAN EXPRESS CO	1/18/2011	11/17/2011	139.01	139.3	0.29	SHORT
4	EXPRESS SCRIPTS INC	9/16/2010	11/17/2011	185.04	178.33	-6.71	LONG
5	EXPRESS SCRIPTS INC	9/16/2010	11/18/2011	231.3	220.54	-10.76	LONG
2	EMC CORP	2/8/2011	11/22/2011	52.23	45.16	-7.07	SHORT
7	EMC CORP	2/8/2011	11/22/2011	183.08	158.09	-24.99	SHORT
2	EMC CORP	2/9/2011	11/22/2011	53.2	45.17	-8.03	SHORT

Information contained on this page is believed to be reliable. It has not been verified for accuracy or completeness by Wells Fargo Advisors, LLC or any of its employees.

6	EMC CORP	EMC	2/9/2011	11/22/2011	159.59	134.71	-24.88	SHORT
4	EMC CORP	EMC	2/9/2011	11/22/2011	107.5	89.82	-17.68	SHORT
9	EXPRESS SCRIPTS INC		9/16/2010	11/22/2011	416.34	382.52	-33.82	LONG
6	EXPRESS SCRIPTS INC		9/16/2010	11/23/2011	277.56	250.88	-26.68	LONG
2	AMERICAN TOWER CORP CL A		2/24/2011	11/28/2011	105.42	114.01	8.59	SHORT
5	AMERICAN TOWER CORP CL A		2/24/2011	11/28/2011	262.29	285.05	22.76	SHORT
4	EXPRESS SCRIPTS INC		9/16/2010	11/28/2011	185.04	173.66	-11.38	LONG
9	PHILIP MORRIS INTL INC	PM	3/28/2011	11/30/2011	589.82	683.91	94.09	SHORT
4	AMERICAN TOWER CORP CL A		2/24/2011	12/5/2011	209.82	237.31	27.49	SHORT
1	AMERICAN TOWER CORP CL A		3/1/2011	12/5/2011	53	59.33	6.33	SHORT
2	COACH INC	COH	9/22/2009	12/5/2011	65.94	126.74	60.8	LONG
10	DISNEY WALT COMPANY	DIS	9/16/2010	12/5/2011	339.78	372.1	32.32	LONG
3	INTL BUSINESS MACH CORP	IBM	9/16/2010	12/5/2011	389.61	578.85	189.24	LONG
2	JOHNSON & JOHNSON	JNJ	7/14/2011	12/5/2011	135.53	127.75	-7.78	SHORT
3	JOHNSON & JOHNSON	JNJ	7/14/2011	12/5/2011	203.33	191.64	-11.69	SHORT
1	LAUDER ESTEE COS INC CL A	EL	11/29/2010	12/5/2011	74.21	116.53	42.32	LONG
1	MCDONALDS CORP	MCD	6/28/2011	12/5/2011	83.59	96.04	12.45	SHORT
4	MCDONALDS CORP	MCD	6/28/2011	12/5/2011	333.54	384.2	50.66	SHORT
1	MCDONALDS CORP	MCD	7/18/2011	12/5/2011	85.39	96.05	10.66	SHORT
5	MOTOROLA SOLUTIONS INC	MSI	3/28/2011	12/5/2011	220.5	234.94	14.44	SHORT
1	NIKE INC CLASS B	NKE	6/12/2008	12/5/2011	67.29	97.22	29.93	LONG
6	ORACLE CORP	ORCL	9/16/2010	12/5/2011	151.62	193.26	41.64	LONG
8	ORACLE CORP	ORCL	9/16/2010	12/6/2011	202.15	254.67	52.52	LONG
5	ORACLE CORP	ORCL	9/16/2010	12/6/2011	126.35	158.67	32.32	LONG
9	ORACLE CORP	ORCL	9/16/2010	12/7/2011	227.41	281.81	54.4	LONG
3	ORACLE CORP	ORCL	9/16/2010	12/7/2011	76.2	93.94	17.74	LONG
5	MOTOROLA SOLUTIONS INC	MSI	3/28/2011	12/8/2011	220.5	234.99	14.49	SHORT
21	MOTOROLA SOLUTIONS INC	MSI	3/28/2011	12/9/2011	926.1	986.85	60.75	SHORT
2	DU PNT EI DE NEMOURS & CO	DD	1/31/2011	12/13/2011	101.31	87.98	-13.33	SHORT
3	DU PNT EI DE NEMOURS & CO	DD	1/31/2011	12/13/2011	151.88	131.98	-19.9	SHORT
3	JOHNSON & JOHNSON	JNJ	7/14/2011	12/13/2011	203.32	191.16	-12.16	SHORT
1	JOHNSON & JOHNSON	JNJ	8/4/2011	12/13/2011	62.48	63.39	0.91	SHORT
2	JOHNSON & JOHNSON	JNJ	8/10/2011	12/13/2011	122.38	126.79	4.41	SHORT
4	UNITED TECHNOLOGIES CORP	UTX	6/12/2008	12/13/2011	274.32	303.57	29.25	LONG
82	8AMGEN INC		3/28/2011	12/14/2011	4,337.21	4,920.00	582.79	SHORT
1	CHIPOTLE MEXICAN GRILL	CMG	1/21/2011	12/14/2011	223.43	320.35	96.92	SHORT
1	CHIPOTLE MEXICAN GRILL	CMG	1/25/2011	12/14/2011	220	320.36	100.36	SHORT

Information contained on this page is believed to be reliable. It has not been verified for accuracy or completeness by Wells Fargo Advisors, LLC or any of its employees.

3	DU PNT EI DE NEMOURS &CO	DD	2/1/2011	12/14/2011	154.49	130.81	-23.68	SHORT
2	DU PNT EI DE NEMOURS &CO	DD	2/2/2011	12/14/2011	103.89	87.21	-16.68	SHORT
4	UNITED TECHNOLOGIES CORP	UTX	6/12/2008	12/14/2011	274.32	294.43	20.11	LONG
4	UNITED TECHNOLOGIES CORP	UTX	6/12/2008	12/14/2011	274.32	291.49	17.17	LONG
8	AMERICAN TOWER CORP CL A		3/1/2011	12/16/2011	423.98	466.25	42.27	SHORT
4	AVAGO TECHNOLOGIES LTD	AVGO	2/11/2011	12/16/2011	131.17	115.73	-15.44	SHORT
4	AVAGO TECHNOLOGIES LTD	AVGO	2/15/2011	12/16/2011	134.44	115.73	-18.71	SHORT
3	COGNIZANT TECHNOLOGY	CTSH	12/22/2010	12/16/2011	218.76	196.94	-21.82	SHORT
3	COGNIZANT TECHNOLOGY	CTSH	12/27/2010	12/16/2011	219.23	196.95	-22.28	SHORT
1	COGNIZANT TECHNOLOGY	CTSH	12/31/2010	12/16/2011	73.25	65.65	-7.6	SHORT
1	COGNIZANT TECHNOLOGY	CTSH	1/5/2011	12/16/2011	75.67	65.65	-10.02	SHORT
1	INTL BUSINESS MACH CORP	IBM	9/16/2010	12/16/2011	129.86	186.07	56.21	LONG
1	INTL BUSINESS MACH CORP	IBM	9/27/2010	12/16/2011	134.42	186.07	51.65	LONG
7	ARCOS DORADOS HOLDINGS A	ARCO	10/21/2011	12/19/2011	155.43	138.38	-17.05	SHORT
6	ARCOS DORADOS HOLDINGS A	ARCO	10/21/2011	12/19/2011	133.22	118.64	-14.58	SHORT
2	AVAGO TECHNOLOGIES LTD	AVGO	2/15/2011	12/19/2011	67.21	56.59	-10.62	SHORT
7	AVAGO TECHNOLOGIES LTD	AVGO	2/17/2011	12/19/2011	234.73	198.07	-36.66	SHORT
3	COSTCO WHSL CORP NEW	COST	9/16/2010	12/19/2011	183.35	246.57	63.22	LONG
10	DISNEY WALT COMPANY	DIS	9/16/2010	12/19/2011	339.78	346.09	6.31	LONG
2	DU PNT EI DE NEMOURS &CO	DD	2/2/2011	12/19/2011	103.89	87.26	-16.63	SHORT
4	DU PNT EI DE NEMOURS &CO	DD	2/3/2011	12/19/2011	206.23	174.53	-31.7	SHORT
3	DU PNT EI DE NEMOURS &CO	DD	2/3/2011	12/19/2011	155.72	130.89	-24.83	SHORT
2	DU PNT EI DE NEMOURS &CO	DD	2/8/2011	12/19/2011	107.39	87.27	-20.12	SHORT
1	DU PNT EI DE NEMOURS &CO	DD	2/8/2011	12/19/2011	53.71	43.64	-10.07	SHORT
4	ARCOS DORADOS HOLDINGS A	ARCO	10/21/2011	12/20/2011	88.8	80.12	-8.68	SHORT
11	ARCOS DORADOS HOLDINGS A	ARCO	10/21/2011	12/20/2011	243.03	220.34	-22.69	SHORT
1	ARCOS DORADOS HOLDINGS A	ARCO	10/21/2011	12/20/2011	22.09	19.93	-2.16	SHORT
12	ARCOS DORADOS HOLDINGS A	ARCO	10/21/2011	12/20/2011	265.01	239.22	-25.79	SHORT
5	AVAGO TECHNOLOGIES LTD	AVGO	2/17/2011	12/20/2011	167.65	143.88	-23.77	SHORT
1	AVAGO TECHNOLOGIES LTD	AVGO	2/17/2011	12/20/2011	33.53	28.81	-4.72	SHORT
2	AVAGO TECHNOLOGIES LTD	AVGO	3/1/2011	12/20/2011	64.14	57.63	-6.51	SHORT
2	RALPH LAUREN CORP CL A	RL	9/16/2010	12/20/2011	172.06	274.58	102.52	LONG
1	RALPH LAUREN CORP CL A	RL	9/16/2010	12/20/2011	86.03	137.38	51.35	LONG
1,000	SOUTHERN 6.25% 7/15/12		8/29/2011	12/20/2011	1,047.76	1,033.70	-14.06	SHORT
3	LAUDER ESTEE COS INC CLA	EL	11/30/2010	12/22/2011	223.56	331.34	107.78	LONG
2	MASTERCARD INC CL A	MA	9/16/2010	12/22/2011	422.37	740.8	318.43	LONG
6	WHOLE FOODS MARKET INC	WFM	9/16/2010	12/22/2011	217.3	411.06	193.76	LONG

Information contained on this page is believed to be reliable. It has not been verified for accuracy or completeness by Wells Fargo Advisors, LLC or any of its employees.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization <b>THE ROBERT McELDOWNEY JR. FAMILY FOUNDATION</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>22-1536568</b>
	Number, street, and room or suite no. If a P O box, see instructions <b>5 WHITEBRIDGE ROAD</b>	Social security number (SSN) <input type="checkbox"/>
File by the due date for filing your return See instructions	City, town or post office, state, and ZIP code For a foreign address, see instructions <b>PITTSWOWN NJ 08867</b>	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
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

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of  **FOUNDATION**  
Telephone No.  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.

- I request an additional 3-month extension of time until 11/15/2012
- For calendar year \_\_\_\_\_, or other tax year beginning 10/1/2011, and ending 12/31/2011
- If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period
- State in detail why you need the extension \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

<b>8a</b> 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.	<b>8a</b>	\$	180
<b>b</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 and any amount paid previously with Form 8868.	<b>8b</b>	\$	180
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	0

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature  *Patricia B. Blalock* Title  ACCOUNTANT Date  8/14/12

# 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.*

<b>Type or print</b> <small>File by the due date for filing your return. See instructions.</small>	<small>Enter filer's identifying number, see instructions</small>	
	<small>Name of exempt organization or other filer, see instructions</small> THE ROBERT McELDOWNEY JR. FAMILY FOUNDATION	<small>Employer identification number (EIN) or</small> <input checked="" type="checkbox"/> 22-1536568
	<small>Number, street, and room or suite no. If a P O box, see instructions</small> 5 WHITEBRIDGE ROAD	<small>Social security number (SSN)</small> <input type="checkbox"/>
	<small>City, town or post office, state, and ZIP code. For a foreign address, see instructions</small> PITTSTOWN NJ 08867	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

- The books are in the care of ▶ FOUNDATION
- Telephone No. ▶ \_\_\_\_\_ 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 8/15/2012 to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year \_\_\_\_\_ or  
 ▶  tax year beginning 10/1/2011 and ending 12/31/2011

**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

<b>3a</b> 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.	<b>3a</b>	\$
<b>b</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.	<b>3b</b>	\$
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$ 0

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Enter filer's identifying number, see instructions

<b>Type or print</b>	Name of exempt organization <b>THE ROBERT McELDOWNEY JR FAMILY FOUNDATION</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>22-1536568</b>
	Number, street, and room or suite no. If a P O box, see instructions <b>5 WHITEBRIDGE ROAD</b>	Social security number (SSN) <input type="checkbox"/>
File by the due date for filing your return See instructions	City, town or post office, state, and ZIP code For a foreign address, see instructions <b>PITTSTOWN NJ 08867</b>	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
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

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of  **FOUNDATION**  
Telephone No.  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.

- 4 I request an additional 3-month extension of time until 11/15/2012
- 5 For calendar year \_\_\_\_\_, or other tax year beginning 10/1/2011, and ending 12/31/2011
- 6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period
- 7 State in detail why you need the extension An attempt to obtain information necessary for filing a return was requested in a timely fashion, but the information was not furnished in sufficient time to permit the timely filing of the return, or the taxpayer personally visited an IRS office for the purpose of securing information or advice and was unable to meet with an IRS representative

8a 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.	<b>8a</b>	\$		180
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 and any amount paid previously with Form 8868	<b>8b</b>	\$		180
c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$		0

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature  *Paul D. Butcher* Title  ACCOUNTANT Date  5-14-12