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 , and ending

Name of foundation
THE CHARLES E. AND
MARY ELIZABETH SCRIPPS FOUNDATION, INC.

A Employer identification number
26-1541507

Number and street (or P O box number if mail is not delivered to street address) Room/suite
334 BEECHWOOD RD, SUITE 400

B Telephone number
859-655-4514

City or town, state, and ZIP code
FT. MITCHELL, KY 41017

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 9,242,143.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

			(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			N/A	
	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	282,540.	282,540.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	356,908.			STATEMENT 1
	b	Gross sales price for all assets on line 6a 8,222,101.				
	7	Capital gain net income (from Part IV, line 2)		803,391.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	Total. Add lines 1 through 11	639,448.	1,085,931.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 3	104.	0.		0.
	b	Accounting fees				
	c	Other professional fees STMT 4	85,500.	42,452.		0.
	17	Interest				
	18	Taxes STMT 5	5,000.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	38,164.	0.		340.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	128,768.	42,452.		340.
	25	Contributions, gifts, grants paid	426,000.			426,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	554,768.	42,452.		426,340.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	84,680.			
	b	**Net investment income** (if negative, enter -0-)		1,043,479.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end of year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	47,745.	32,714.	32,714.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	437,496.	399,598.	404,003.
	b Investments - corporate stock STMT 8	5,872,362.	6,374,504.	6,269,754.
	c Investments - corporate bonds STMT 9	1,429,337.	1,978,206.	2,062,301.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	1,425,638.	511,649.	473,371.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	9,212,578.	9,296,671.	9,242,143.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9,212,578.	9,296,671.	
	30 **Total net assets or fund balances**	9,212,578.	9,296,671.	
	31 **Total liabilities and net assets/fund balances**	9,212,578.	9,296,671.	

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	9,212,578.
2	Enter amount from Part I, line 27a	2	84,680.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	9,297,258.
5	Decreases not included in line 2 (itemize) ▶ BOOK VALUE ADJUSTMENT	5	587.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,296,671.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	8,222,101.		7,418,710.	803,391.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				803,391.

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	803,391.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	430,771.	9,000,312.	.047862
2009	409,035.	8,038,547.	.050884
2008	24,556.	9,336,903.	.002630
2007	0.	452,440.	.000000
2006			

2 Total of line 1, column (d)	2	.101376
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	.025344
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9,569,886.
5 Multiply line 4 by line 3	5	242,539.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,435.
7 Add lines 5 and 6	7	252,974.
8 Enter qualifying distributions from Part XII, line 4	8	426,340.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	10,435.
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	10,435.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	10,435.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,776.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	5,659.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	10,435.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶		**Refunded** ▶	11	

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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NV			
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ TRACY TUNNEY WARD Telephone no. ▶ 859-581-5758

Located at ▶ 334 BEECHWOOD ROAD, SUITE 400, FT. MITCHELL, KY ZIP+4 ▶ 41017

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)* N/A	3b		
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)? ☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N/A	0.00	0.	0.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
N/A		0.

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	9,527,025.
b	Average of monthly cash balances		1b	188,595.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	9,715,620.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	9,715,620.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	145,734.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	9,569,886.
6	**Minimum investment return.** Enter 5% of line 5		6	478,494.

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	478,494.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 10,435.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	10,435.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	468,059.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	468,059.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	468,059.

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	426,340.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	426,340.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	10,435.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	415,905.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				468,059.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			409,655.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 426,340.				
a Applied to 2010, but not more than line 2a			409,655.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				16,685.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				451,374.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

MRS. MARY ELIZABETH SCRIPPS BYRNE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AVE MARIA UNIVERSITY 5050 AVE MARIA BLVD AVE MARIA, FL 34142	NONE	PUBLIC CHARITY	FINANCIAL AID FOR STUDENTS	10,000.
AVE MARIA UNIVERSITY 5050 AVE MARIA BLVD AVE MARIA, FL 34142	NONE	PUBLIC CHARITY	ROSARY SCHOLARSHIP	10,000.
BOYS & GIRLS CLUB OF COLLIER COUNTY PO BOX 8896 NAPLES, FL 34101	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000.
CASA FOR KIDS 317 SHELBY ST SUITE 206 KINGSPORT, TN 37660	NONE	PUBLIC CHARITY	GENERAL SUPPORT, BUILDING IMPROVEMENTS	50,000.
FREESTORE FOODBANK 1250 TENNESSEE AVE CINCINNATI, OH 45229	NONE	PUBLIC CHARITY	GENERAL PUPOSES	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	426,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

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
	(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			14	282,540.	
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			14	356,908.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		639,448.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 639,448.

(See worksheet in line 13 instructions 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 foundation's exempt purposes (other than by providing funds for such purposes).

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

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

Signature of officer or trustee

Date 5/15/12

Title TREASURER

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TRACY TUNNEY WARD	Tracy Tunney Ward	5/15/12		P01300864

Firm's name ▶ MIRAMAR SERVICES, INC.

Firm's EIN ▶ 35-2181574

Firm's address ▶ 334 BEECHWOOD ROAD, SUITE 400
FT. MITCHELL, KY 41017-2086

Phone no. (859) 581-5758

THE CHARLES E. AND
MARY ELIZABETH SCRIPPS FOUNDATION, INC. 26-1541507

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FURMAN UNIVERSITY 3300 POINSETT HIGHWAY GREENVILLE, SC 29613	NONE	PUBLIC CHARITY	GENERAL PUPOSES	6,000.
GREATER CHICAGO FOOD DEPOSITORY 4100 W ANN LURIE PLACE CHICAGO, IL 60632	NONE	PUBLIC CHARITY	GENERAL PUPOSES	10,000.
HARRY CHAPIN FOOD BANK 3760 FOWLER STREET FT MYERS, FL 33901	NONE	PUBLIC CHARITY	GENERAL PUPOSES	10,000.
HOLY NAME CATHEDRAL 730 N. WABASH AVENUE CHICAGO, IL 60611	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000.
HOUSE OF GOOD SHEPHERD 1114 W GRACE STREET CHICAGO, IL 60613	NONE	PUBLIC CHARITY	GENERAL PUPOSES	25,000.
HUMANE SOCIETY OF NAPLES 370 AIRPORT-PULLING ROAD NAPLES, FL 34104	NONE	PUBLIC CHARITY	GENERAL PUPOSES	5,000.
KENTUCKY GATEWAY MUSEUM CENTER 215 SUTTON STREET MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	READ ON PROGRAM	10,000.
LIMESTONE MINISTERIES 18 EAST THIRD STREET MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	GENERAL PURPOSES OF MASON COUNTY FOOD PANTRY	20,000.
MAYSVILLE PLAYERS PO BOX 537 MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	YOUTH SUMMER THEATER EXPERIENCE, TECHNOLOGY IMPROVEMENTS	30,000.
MERCY HOME FOR BOYS & GIRLS 1140 W JACKSON BLVD CHICAGO, IL 60607	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000.
Total from continuation sheets				336,000.

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
PHILHARMONIC CENTER FOR THE ARTS 5833 PELICAN BAY BLVD NAPLES, FL 34108	NONE	PUBLIC CHARITY	MYRA DANIELS LEGACY FUND	25,000.
RETIRED SISTERS OF PROVIDENCE FUND 1 SISTERS OF PROVIDENCE ST MARY OF THE WOODS, IN 47834	NONE	PUBLIC CHARITY	RENOVATION OF PROVIDENCE HALL	20,000.
SALVATION ARMY 114 E CENTRAL PARKWAY CINCINNATI, OH 45201	NONE	PUBLIC CHARITY	EMERGENCY ASSISTANCE PROGRAM	25,000.
SECOND HARVEST FOOD BANK OF NE TENNESSEE PO BOX 3327 JOHNSON CITY, TN 37602	NONE	PUBLIC CHARITY	GENERAL PUPOSES	10,000.
ST PATRICK CHURCH 110 SECOND STREET MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	RECTORY AND CHURCH RENOVATION	40,000.
ST PATRICK SCHOOOL 318 LIMESTONE STREET MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	TEXTBOOKS AND CLASSROOM SUPPLIES	50,000.
MAYSVILLE INITIATIVE 33 WEST SECOND STREET, 3RD FLOOR MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	CAMP DISCOVERY	10,000.
TOM BROWNING BOYS & GIRLS CLUB 241 MAPLE LEAF RD EAST, PO BOX 206 MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	AFTER SCHOOL TUTORING PROGRAM	10,000.
WESLEY VILLAGE 1125 LEXINGTON ROAD WILMORE, KY 40390	NONE	PUBLIC CHARITY	CARE OF SENIORS WITH ALZHEIMER'S DISEASE	10,000.
Total from continuation sheets				

THE CHARLES E. AND MARY ELIZABETH SCRIPPS FOUNDATION, INC.

CONTINUATION FOR 990-PF, PART IV

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo , day, yr)
1a	200 SHS ABBOTT LABS	P	07/25/11	12/06/11
b	1500 SHS ARCHER DANIELS MIDLAND	P	10/26/10	01/24/11
c	1035 SHS BANK OF NOVA SCOTIA	P	VARIOUS	01/24/11
d	4500 SHS BEST BUY CO	P	VARIOUS	11/01/11
e	2500 SHS WALT DISNEY CO	P	01/24/11	02/08/11
f	1650 SHS DRESSER-RAND GROUP	P	01/24/11	03/18/11
g	100000 FEDERAL FARM DUE 9-7-18	P	10/19/10	08/29/11
h	100000 FEDERAL HOME LN DUE 12-30-16	P	06/23/11	09/30/11
i	35000 FEDERAL HOME LN DUE 2-15-16	P	10/19/10	05/16/11
j	100000 FEDERAL HOME LN DUE 6-23-16	P	12/14/10	05/18/10
k	6667.52 SHS FNMA DUE 1-1-41	P	03/21/11	VARIOUS
l	3884.75 SHS FNMA DUE 12-1-39	P	06/23/11	VARIOUS
m	5600 SHS GENERAL ELECTRIC	P	01/24/11	02/08/11
n	350 SHS ISHARES BARCLAYS TIPS	P	VARIOUS	06/22/11
o	500 SHS ISHARES JP MORGAN EM	P	12/14/10	07/25/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	10,936.		10,610.	326.
b	50,094.		50,068.	26.
c	58,035.		53,302.	4,733.
d	117,299.		150,965.	<33,666.>
e	102,868.		99,683.	3,185.
f	85,003.		72,950.	12,053.
g	100,000.		99,975.	25.
h	100,000.		99,800.	200.
i	35,000.		35,268.	<268.>
j	100,000.		100,040.	<40.>
k	6,668.		6,861.	<193.>
l	3,885.		4,166.	<281.>
m	109,201.		112,232.	<3,031.>
n	38,602.		36,965.	1,637.
o	54,815.		53,682.	1,133.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				326.
b				26.
c				4,733.
d				<33,666.>
e				3,185.
f				12,053.
g				25.
h				200.
i				<268.>
j				<40.>
k				<193.>
l				<281.>
m				<3,031.>
n				1,637.
o				1,133.

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). If (loss), enter "-0-" in Part I, line 8	3	

THE CHARLES E. AND
MARY ELIZABETH SCRIPPS FOUNDATION, INC.

CONTINUATION FOR 990-PF, PART IV
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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1775 SHS ISHARES IBOXX HY	P	VARIOUS	VARIOUS
b	665 SHS KANSAS CITY SOUTHERN	P	VARIOUS	11/30/11
c	25000 MARATHON OIL DUE 10-1-17	P	03/03/11	12/06/11
d	160 SHS MASTERCARD INC	P	VARIOUS	VARIOUS
e	1000 NASDAQ	P	12/14/10	01/24/11
f	250 SHS QUALCOMM INC	P	01/24/11	09/21/11
g	950 RANGE RES CORP	P	VARIOUS	VARIOUS
h	500 SHS MIDCAP SPDR TRUST	P	VARIOUS	01/24/11
i	325 SNI	P	03/18/11	07/25/11
j	700 SIEMENS	P	01/12/11	01/24/11
k	170 SHS STATE STR CORP	P	02/08/11	11/08/11
l	1200 SHS TEVA PHARM	P	10/26/10	01/24/11
m	1950 SHS US BANCORP	P	VARIOUS	VARIOUS
n	9655 SHS VANGUARD EUROPE PACIFIC	P	06/15/10	VARIOUS
o	2637.16 VANGUARD EM	P	12/15/10	02/10/11

	(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	162,860.		158,556.	4,304.
b	45,940.		37,224.	8,716.
c	28,973.		27,826.	1,147.
d	56,958.		39,749.	17,209.
e	56,398.		54,537.	1,861.
f	13,248.		12,863.	385.
g	68,663.		45,810.	22,853.
h	83,818.		71,491.	12,327.
i	15,602.		16,023.	<421.>
j	87,163.		85,136.	2,027.
k	7,038.		8,035.	<997.>
l	63,209.		63,043.	166.
m	49,334.		52,290.	<2,956.>
n	361,185.		302,356.	58,829.
o	97,199.		100,000.	<2,801.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				4,304.
b				8,716.
c				1,147.
d				17,209.
e				1,861.
f				385.
g				22,853.
h				12,327.
i				<421.>
j				2,027.
k				<997.>
l				166.
m				<2,956.>
n				58,829.
o				<2,801.>

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).
If (loss), enter "-0-" in Part I, line 8 } 3

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr)
1a	679 SHS VERIZON COMMUNICATIONS	P	01/24/11	02/08/11
b	1100 SHS WELLS FARGO	P	01/24/11	11/08/11
c	50000 AT&T DUE 11-15-13	P	06/09/09	12/29/11
d	2725 SHS ALLSTATE CORP	P	VARIOUS	01/24/11
e	50000 ALLSTATE DUE 5-16-14	P	06/09/09	07/22/11
f	1695 SHS AMERPRISE FINANCIAL	P	VARIOUS	01/24/11
g	2430 BANK OF NEW YORK MELLON	P	05/08/08	01/24/11
h	1975 CARDINAL HEALTH INC	P	05/08/08	01/24/11
i	50000 CG&E DUE 9-15-12	P	12/02/08	07/26/11
j	1590 SHS COMPUTER SCIENCES	P	05/08/08	01/24/11
k	642 SHS CONCOPHILLIPS	D	12/27/07	01/24/11
l	745 SHS CONCOPHILLIPS	P	09/02/09	01/24/11
m	922 SHS DEVON ENERGY	D	12/27/07	01/24/11
n	25000 WALT DISNEY DUE 12-1-12	P	01/20/09	12/06/11
o	2080 EDISON INTL COM	P	05/08/08	02/08/11

	(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	24,620.		23,835.	785.
b	28,603.		35,840.	<7,237.>
c	55,190.		52,057.	3,133.
d	84,904.		72,548.	12,356.
e	56,524.		51,360.	5,164.
f	103,475.		72,608.	30,867.
g	76,779.		107,698.	<30,919.>
h	81,720.		77,548.	4,172.
i	52,733.		49,986.	2,747.
j	85,344.		69,784.	15,560.
k	43,633.		40,737.	2,896.
l	50,634.		33,233.	17,401.
m	78,104.		31,389.	46,715.
n	25,974.		25,982.	<8.>
o	76,745.		107,602.	<30,857.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				785.
b				<7,237.>
c				3,133.
d				12,356.
e				5,164.
f				30,867.
g				<30,919.>
h				4,172.
i				2,747.
j				15,560.
k				2,896.
l				17,401.
m				46,715.
n				<8.>
o				<30,857.>

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).
If (loss), enter "-0-" in Part I, line 8 } 3

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1071 SHS EXXON MOBIL	D	12/27/07	01/24/11
b	865 SHS FOREST LABS	P	05/08/08	01/24/11
c	1100 SHS GENERAL DYNAMICS	D	01/14/08	01/24/11
d	70 SHS GENERAL DYNAMICS	P	05/08/08	01/24/11
e	50000 GE CAP CORP DUE 8-22-11	P	06/05/08	08/22/11
f	100000 GE CAP CORP DUE 11/15/11	P	VARIOUS	11/15/11
g	50000 GENERAL MILLS DUE 2/15/12	P	12/05/08	07/22/11
h	450 GOLDMAN SACHS GROUP	P	11/04/09	01/24/11
i	1425 HEINZ CO	D	01/14/08	01/24/11
j	1775 SHS HEWLETT PACKARD	D	01/14/08	02/08/11
k	2245 SHS HOME DEPOT INC	P	12/02/09	01/24/11
l	1470 HONEYWELL INTL	D	12/27/07	01/24/11
m	1575 SHS ITT INDUSTRIES	P	05/13/09	01/24/11
n	740 SHS ISHARES BARCLAYS TIPS	P	VARIOUS	06/22/11
o	1020 SHS ISHARES JP MORGAN EM	P	VARIOUS	VARIOUS

	(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	84,044.		52,554.	31,490.
b	27,673.		29,608.	<1,935.>
c	79,921.		65,384.	14,537.
d	5,086.		6,416.	<1,330.>
e	50,000.		50,000.	0.
f	100,000.		100,004.	<4.>
g	51,429.		50,224.	1,205.
h	74,876.		77,874.	<2,998.>
i	70,203.		52,899.	17,304.
j	85,316.		47,943.	37,373.
k	82,025.		63,368.	18,657.
l	81,329.		54,067.	27,262.
m	92,477.		63,474.	29,003.
n	81,616.		77,509.	4,107.
o	112,218.		107,127.	5,091.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				31,490.
b				<1,935.>
c				14,537.
d				<1,330.>
e				0.
f				<4.>
g				1,205.
h				<2,998.>
i				17,304.
j				37,373.
k				18,657.
l				27,262.
m				29,003.
n				4,107.
o				5,091.

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). If (loss), enter "-0-" in Part I, line 8	3	

THE CHARLES E. AND MARY ELIZABETH SCRIPPS FOUNDATION, INC.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	2115 SHS ISHARES IBOXX HY	P	VARIOUS	VARIOUS
b	1200 SHS ISHARES S&P	P	04/26/10	VARIOUS
c	1800 JP MORGAN CHASE	P	05/08/08	03/18/11
d	100000 JP MORGAN CHASE DUE 2-1-11	P	07/25/08	02/01/11
e	285 SHS JOHNSON & JOHNSON	P	05/08/08	02/08/11
f	1100 SHS JOHNSON & JOHNSON	D	01/14/08	02/08/11
g	50000 KEYCORP DUE 05-14-13	P	05/22/08	07/29/11
h	1400 SHS KIMBERLY CLARK	P	05/08/08	06/02/11
i	1625 SHS KROGER CO	P	05/08/08	07/25/11
j	100000 LINCOLN NATL DUE 8-27-12	P	05/30/08	VARIOUS
k	50000 LOWES COS DUE 9-15-12	P	01/20/09	12/06/11
l	4700 SHS NEWELL RUBBERMAID	P	05/08/08	01/24/11
m	820 OCCIDENTAL PETROLEUM	P	05/08/08	01/24/11
n	1745 SHS OMNICOM	P	05/08/08	01/24/11
o	1190 SHS PPG INDUSTRIES	P	05/08/08	01/24/11

	(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	193,517.		184,829.	8,688.
b	46,321.		46,595.	<274.>
c	80,974.		83,808.	<2,834.>
d	100,000.		100,000.	0.
e	17,338.		19,061.	<1,723.>
f	66,918.		51,074.	15,844.
g	54,185.		49,683.	4,502.
h	93,848.		88,315.	5,533.
i	40,454.		43,322.	<2,868.>
j	105,137.		100,321.	4,816.
k	51,738.		50,537.	1,201.
l	83,697.		95,745.	<12,048.>
m	79,795.		71,332.	8,463.
n	79,775.		84,208.	<4,433.>
o	98,748.		75,095.	23,653.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				8,688.
b				<274.>
c				<2,834.>
d				0.
e				<1,723.>
f				15,844.
g				4,502.
h				5,533.
i				<2,868.>
j				4,816.
k				1,201.
l				<12,048.>
m				8,463.
n				<4,433.>
o				23,653.

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). If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	50000 PACIFIC GAS DUE 3-1-11	P	01/20/09	03/01/11
b	887 SHS PARKER HANNIFIN	D	12/27/07	01/24/11
c	4845 SHS PFIZER INC	P	05/08/08	VARIOUS
d	2815 SHS PITNEY BOWES	P	05/08/08	01/24/11
e	6010 SHS NASDAQ	D	01/14/08	01/24/11
f	2515 SHS NASDAQ	P	05/08/08	01/24/11
g	1310 SHS PROCTER & GAMBLE	P	02/24/09	07/25/11
h	50000 SBC COMMUN DUE 3-15-11	P	01/07/09	03/15/11
i	1875 SHS SPIDER MIDCAP	D	01/14/08	01/24/11
j	1510 SHS SPIDER MIDCAP	P	05/08/08	01/24/11
k	4715 SHS SARA LEE CORP	P	11/12/08	01/24/11
l	1730 SHS STATE STREET CORP	P	VARIOUS	11/08/11
m	4830 SYS SYMANTEC CORP	P	05/08/08	01/24/11
n	2370 TEXAS INSTRUMENTS	P	05/08/08	01/24/11
o	1390 SHS TRAVELERS CO	P	05/08/08	01/24/11

	(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	50,000.		50,000.	0.
b	77,074.		36,527.	40,547.
c	97,419.		96,900.	519.
d	67,523.		107,306.	<39,783.>
e	338,953.		226,667.	112,286.
f	141,841.		122,179.	19,662.
g	83,426.		65,278.	18,148.
h	50,000.		50,000.	0.
i	314,316.		229,688.	84,628.
j	253,129.		234,076.	19,053.
k	86,799.		45,670.	41,129.
l	71,620.		96,035.	<24,415.>
m	86,548.		96,117.	<9,569.>
n	81,613.		70,910.	10,703.
o	77,040.		70,556.	6,484.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				0.
b				40,547.
c				519.
d				<39,783.>
e				112,286.
f				19,662.
g				18,148.
h				0.
i				84,628.
j				19,053.
k				41,129.
l				<24,415.>
m				<9,569.>
n				10,703.
o				6,484.

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). If (loss), enter "-0-" in Part I, line 8	3	

THE CHARLES E. AND MARY ELIZABETH SCRIPPS FOUNDATION, INC.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo , day, yr.)
1a	945 SHS VF CORP	P	05/08/08	VARIOUS
b	2498.031 SHS VANGUARD EM	D	01/20/08	VARIOUS
c	1565 SHS WALMART STORES	P	06/17/09	01/24/11
d	1330 SHS WELLPOINT INC	P	05/08/08	01/24/11
e	7440 SHS XEROX CORP	P	05/08/08	01/24/11
f	1700 SHS COVIDEN PLC	P	05/08/08	01/24/11
g	2780 SHS TYCO ELECTRONICS	P	05/08/08	01/24/11
h	1000 SHS SHERWIN WILLIAMS	D	01/14/08	01/11/11
i	100000 FNMA DUE 1/20/17	P	06/28/10	01/20/11
j	1000000 FNMA DUE 1/28/15	P	10/19/10	01/28/11
k	6557.18 FNMA 5.5% DUE 6/1/38	P	07/26/11	VARIOUS
l	50000 PPG 6.875% DUE 2/15/12	P	01/06/09	07/27/11
m	CAPITAL GAINS DIVIDENDS			
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	106,588.		69,863.	36,725.
b	92,326.		54,283.	38,043.
c	87,383.		75,900.	11,483.
d	81,256.		70,308.	10,948.
e	83,839.		108,097.	<24,258.>
f	80,300.		83,841.	<3,541.>
g	103,150.		107,127.	<3,977.>
h	83,208.		35,420.	47,788.
i	100,000.		101,476.	<1,476.>
j	100,000.		100,737.	<737.>
k	6,557.		7,121.	<564.>
l	51,390.		50,539.	851.
m	3,169.			3,169.
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				36,725.
b				38,043.
c				11,483.
d				10,948.
e				<24,258.>
f				<3,541.>
g				<3,977.>
h				47,788.
i				<1,476.>
j				<737.>
k				<564.>
l				851.
m				3,169.
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	803,391.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SHS ABBOTT LABS	PURCHASED	07/25/11	12/06/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,936.	10,610.	0.	0.	326.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1500 SHS ARCHER DANIELS MIDLAND	PURCHASED	10/26/10	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,094.	50,068.	0.	0.	26.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1035 SHS BANK OF NOVA SCOTIA	PURCHASED	VARIOUS	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
58,035.	53,302.	0.	0.	4,733.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4500 SHS BEST BUY CO	PURCHASED	VARIOUS	11/01/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
117,299.	150,965.	0.	0.	<33,666.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2500 SHS WALT DISNEY CO	PURCHASED	01/24/11	02/08/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
102,868.	99,683.	0.	0.	3,185.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1650 SHS DRESSER-RAND GROUP	PURCHASED	01/24/11	03/18/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
85,003.	72,950.	0.	0.	12,053.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100000 FEDERAL FARM DUE 9-7-18	PURCHASED	10/19/10	08/29/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	99,975.	0.	0.	25.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100000 FEDERAL HOME LN DUE 12-30-16	PURCHASED	06/23/11	09/30/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	99,800.	0.	0.	200.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
35000 FEDERAL HOME LN DUE 2-15-16	PURCHASED	10/19/10	05/16/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
35,000.	35,268.	0.	0.	<268.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100000 FEDERAL HOME LN DUE 6-23-16	PURCHASED	12/14/10	05/18/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	100,040.	0.	0.	<40.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
6667.52 SHS FNMA DUE 1-1-41	PURCHASED	03/21/11	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,668.	6,861.	0.	0.	<193.>

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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3884.75 SHS FNMA DUE 12-1-39	PURCHASED	06/23/11	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,885.	4,166.	0.	0.	<281.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5600 SHS GENERAL ELECTRIC	PURCHASED	01/24/11	02/08/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
109,201.	112,232.	0.	0.	<3,031.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
350 SHS ISHARES BARCLAYS TIPS	PURCHASED	VARIOUS	06/22/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
38,602.	36,965.	0.	0.	1,637.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS ISHARES JP MORGAN EM	PURCHASED	12/14/10	07/25/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
54,815.	53,682.	0.	0.	1,133.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1775 SHS ISHARES IBOXX HY	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
162,860.	158,556.	0.	0.	4,304.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
665 SHS KANSAS CITY SOUTHERN	PURCHASED	VARIOUS	11/30/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
45,940.	37,224.	0.	0.	8,716.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
25000 MARATHON OIL DUE 10-1-17	PURCHASED	03/03/11	12/06/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
28,973.	27,826.	0.	0.	1,147.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
160 SHS MASTERCARD INC	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
56,958.	39,749.	0.	0.	17,209.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 NASDAQ	PURCHASED	12/14/10	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
56,398.	54,537.	0.	0.	1,861.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250 SHS QUALCOMM INC	PURCHASED	01/24/11	09/21/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,248.	12,863.	0.	0.	385.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
950 RANGE RES CORP	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
68,663.	45,810.	0.	0.	22,853.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS MIDCAP SPDR TRUST	PURCHASED	VARIOUS	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
83,818.	71,491.	0.	0.	12,327.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
325 SNI	PURCHASED	03/18/11	07/25/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,602.	16,023.	0.	0.	<421.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
700 SIEMENS	PURCHASED	01/12/11	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
87,163.	85,136.	0.	0.	2,027.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
170 SHS STATE STR CORP	PURCHASED	02/08/11	11/08/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,038.	8,035.	0.	0.	<997.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1200 SHS TEVA PHARM	PURCHASED	10/26/10	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
63,209.	63,043.	0.	0.	166.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1950 SHS US BANCORP	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
49,334.	52,290.	0.	0.	<2,956.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
9655 SHS VANGUARD EUROPE PACIFIC	PURCHASED	06/15/10	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
361,185.	302,356.	0.	0.	58,829.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2637.16 VANGUARD EM	PURCHASED	12/15/10	02/10/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
97,199.	100,000.	0.	0.	<2,801.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
679 SHS VERIZON COMMUNICATIONS	PURCHASED	01/24/11	02/08/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
24,620.	23,835.	0.	0.	785.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1100 SHS WELLS FARGO	PURCHASED	01/24/11	11/08/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
28,603.	35,840.	0.	0.	<7,237.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 AT&T DUE 11-15-13	PURCHASED	06/09/09	12/29/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
55,190.	52,057.	0.	0.	3,133.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2725 SHS ALLSTATE CORP	PURCHASED	VARIOUS	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
84,904.	72,548.	0.	0.	12,356.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 ALLSTATE DUE 5-16-14	PURCHASED	06/09/09	07/22/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
56,524.	51,360.	0.	0.	5,164.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1695 SHS AMERPRISE FINANCIAL	PURCHASED	VARIOUS	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
103,475.	72,608.	0.	0.	30,867.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2430 BANK OF NEW YORK MELLON	PURCHASED	05/08/08	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
76,779.	107,698.	0.	0.	<30,919.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1975 CARDINAL HEALTH INC	PURCHASED	05/08/08	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
81,720.	77,548.	0.	0.	4,172.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 CG&E DUE 9-15-12	PURCHASED	12/02/08	07/26/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
52,733.	49,986.	0.	0.	2,747.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1590 SHS COMPUTER SCIENCES	PURCHASED	05/08/08	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
85,344.	69,784.	0.	0.	15,560.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
642 SHS CONCOPHILLIPS	DONATED	12/27/07	01/24/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
43,633.	57,054.	0.	0.	<13,421.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
745 SHS CONCOPHILLIPS	PURCHASED	09/02/09	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,634.	33,233.	0.	0.	17,401.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
922 SHS DEVON ENERGY	DONATED	12/27/07	01/24/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
78,104.	83,819.	0.	0.	<5,715.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
25000 WALT DISNEY DUE 12-1-12	PURCHASED	01/20/09	12/06/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25,974.	25,982.	0.	0.	<8.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2080 EDISON INTL COM	PURCHASED	05/08/08	02/08/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
76,745.	107,602.	0.	0.	<30,857.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1071 SHS EXXON MOBIL	DONATED	12/27/07	01/24/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
84,044.	101,027.	0.	0.	<16,983.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
865 SHS FOREST LABS	PURCHASED	05/08/08	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
27,673.	29,608.	0.	0.	<1,935.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1100 SHS GENERAL DYNAMICS	DONATED	01/14/08	01/24/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
79,921.	95,612.	0.	0.	<15,691.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
70 SHS GENERAL DYNAMICS	PURCHASED	05/08/08	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,086.	6,416.	0.	0.	<1,330.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 GE CAP CORP DUE 8-22-11	PURCHASED	06/05/08	08/22/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,000.	50,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100000 GE CAP CORP DUE 11/15/11	PURCHASED	VARIOUS	11/15/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	100,004.	0.	0.	<4.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 GENERAL MILLS DUE 2/15/12	PURCHASED	12/05/08	07/22/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
51,429.	50,224.	0.	0.	1,205.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
450 GOLDMAN SACHS GROUP	PURCHASED	11/04/09	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
74,876.	77,874.	0.	0.	<2,998.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1425 HEINZ CO	DONATED	01/14/08	01/24/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
70,203.	66,149.	0.	0.	4,054.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1775 SHS HEWLETT PACKARD	DONATED	01/14/08	02/08/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
85,316.	82,342.	0.	0.	2,974.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2245 SHS HOME DEPOT INC	PURCHASED	12/02/09	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
82,025.	63,368.	0.	0.	18,657.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1470 HONEYWELL INTL	DONATED	12/27/07	01/24/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
81,329.	90,096.	0.	0.	<8,767.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1575 SHS ITT INDUSTRIES	PURCHASED	05/13/09	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
92,477.	63,474.	0.	0.	29,003.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
740 SHS ISHARES BARCLAYS TIPS	PURCHASED	VARIOUS	06/22/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
81,616.	77,509.	0.	0.	4,107.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1020 SHS ISHARES JP MORGAN EM	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
112,218.	107,127.	0.	0.	5,091.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2115 SHS ISHARES IBOXX HY	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
193,517.	184,829.	0.	0.	8,688.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1200 SHS ISHARES S&P	PURCHASED	04/26/10	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
46,321.	46,595.	0.	0.	<274.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1800 JP MORGAN CHASE	PURCHASED	05/08/08	03/18/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
80,974.	83,808.	0.	0.	<2,834.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100000 JP MORGAN CHASE DUE 2-1-11	PURCHASED	07/25/08	02/01/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	100,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
285 SHS JOHNSON & JOHNSON	PURCHASED	05/08/08	02/08/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,338.	19,061.	0.	0.	<1,723.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1100 SHS JOHNSON & JOHNSON	DONATED	01/14/08	02/08/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
66,918.	74,580.	0.	0.	<7,662.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 KEYCORP DUE 05-14-13	PURCHASED	05/22/08	07/29/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
54,185.	49,683.	0.	0.	4,502.

THE CHARLES E. AND MARY ELIZABETH SCRIPP 26-1541507

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1400 SHS KIMBERLY CLARK	PURCHASED	05/08/08	06/02/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
93,848.	88,315.	0.	0.	5,533.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1625 SHS KROGER CO	PURCHASED	05/08/08	07/25/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
40,454.	43,322.	0.	0.	<2,868.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100000 LINCOLN NATL DUE 8-27-12	PURCHASED	05/30/08	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
105,137.	100,321.	0.	0.	4,816.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 LOWES COS DUE 9-15-12	PURCHASED	01/20/09	12/06/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
51,738.	50,537.	0.	0.	1,201.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4700 SHS NEWELL RUBBERMAID	PURCHASED	05/08/08	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
83,697.	95,745.	0.	0.	<12,048.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
820 OCCIDENTAL PETROLEUM	PURCHASED	05/08/08	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
79,795.	71,332.	0.	0.	8,463.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1745 SHS OMNICOM	PURCHASED	05/08/08	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
79,775.	84,208.	0.	0.	<4,433.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1190 SHS PPG INDUSTRIES	PURCHASED	05/08/08	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
98,748.	75,095.	0.	0.	23,653.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 PACIFIC GAS DUE 3-1-11	PURCHASED	01/20/09	03/01/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,000.	50,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
887 SHS PARKER HANNIFIN	DONATED	12/27/07	01/24/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
77,074.	67,305.	0.	0.	9,769.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4845 SHS PFIZER INC	PURCHASED	05/08/08	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
97,419.	96,900.	0.	0.	519.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2815 SHS PITNEY BOWES	PURCHASED	05/08/08	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
67,523.	107,306.	0.	0.	<39,783.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
6010 SHS NASDAQ	DONATED	01/14/08	01/24/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
338,953.	286,437.	0.	0.	52,516.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2515 SHS NASDAQ	PURCHASED	05/08/08	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
141,841.	122,179.	0.	0.	19,662.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1310 SHS PROCTER & GAMBLE	PURCHASED	02/24/09	07/25/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
83,426.	65,278.	0.	0.	18,148.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 SBC COMMUN DUE 3-15-11	PURCHASED	01/07/09	03/15/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,000.	50,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1875 SHS SPIDER MIDCAP	DONATED	01/14/08	01/24/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
314,316.	272,859.	0.	0.	41,457.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1510 SHS SPIDER MIDCAP	PURCHASED	05/08/08	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
253,129.	234,076.	0.	0.	19,053.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4715 SHS SARA LEE CORP	PURCHASED	11/12/08	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
86,799.	45,670.	0.	0.	41,129.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1730 SHS STATE STREET CORP	PURCHASED	VARIOUS	11/08/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
71,620.	96,035.	0.	0.	<24,415.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4830 SYS SYMANTEC CORP	PURCHASED	05/08/08	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
86,548.	96,117.	0.	0.	<9,569.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2370 TEXAS INSTRUMENTS	PURCHASED	05/08/08	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
81,613.	70,910.	0.	0.	10,703.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1390 SHS TRAVELERS CO	PURCHASED	05/08/08	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
77,040.	70,556.	0.	0.	6,484.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
945 SHS VF CORP	PURCHASED	05/08/08	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
106,588.	69,863.	0.	0.	36,725.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2498.031 SHS VANGUARD EM	DONATED	01/20/08	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
92,326.	92,242.	0.	0.	84.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1565 SHS WALMART STORES	PURCHASED	06/17/09	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
87,383.	75,900.	0.	0.	11,483.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1330 SHS WELLPOINT INC	PURCHASED	05/08/08	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
81,256.	70,308.	0.	0.	10,948.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
7440 SHS XEROX CORP	PURCHASED	05/08/08	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
83,839.	108,097.	0.	0.	<24,258.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1700 SHS COVIDEN PLC	PURCHASED	05/08/08	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
80,300.	83,841.	0.	0.	<3,541.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2780 SHS TYCO ELECTRONICS	PURCHASED	05/08/08	01/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
103,150.	107,127.	0.	0.	<3,977.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 SHS SHERWIN WILLIAMS	DONATED	01/14/08	01/11/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
83,208.	55,593.	0.	0.	27,615.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100000 FNMA DUE 1/20/17	PURCHASED	06/28/10	01/20/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	101,476.	0.	0.	<1,476.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000000 FNMA DUE 1/28/15	PURCHASED	10/19/10	01/28/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	100,737.	0.	0.	<737.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
6557.18 FNMA 5.5% DUE 6/1/38	PURCHASED	07/26/11	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,557.	7,121.	0.	0.	<564.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 PPG 6.875% DUE 2/15/12	PURCHASED	01/06/09	07/27/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
51,390.	50,539.	0.	0.	851.

CAPITAL GAINS DIVIDENDS FROM PART IV	3,169.
TOTAL TO FORM 990-PF, PART I, LINE 6A	356,908.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS DIVIDEND	159,534.	3,169.	156,365.
VARIOUS INTEREST	126,175.	0.	126,175.
TOTAL TO FM 990-PF, PART I, LN 4	285,709.	3,169.	282,540.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BAKER & HOSTETLER	104.	0.		0.
TO FM 990-PF, PG 1, LN 16A	104.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS INVESTMENT MANAGEMENT FEES	1,103.	1,103.		0.
MIRAMAR ADMINISTRATIVE FEE	43,048.	0.		0.
BARTLETT & CO MANAGEMENT FEE	41,349.	41,349.		0.
TO FORM 990-PF, PG 1, LN 16C	85,500.	42,452.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2010 TAX PAID	3,000.	0.		0.
2011 ESTIMATED TAX PAID	2,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,000.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DIRECTORS AND OFFICERS INSURANCE	1,200.	0.		0.
POSTAGE	210.	0.		210.
ACCRUED INTEREST PAID	17,530.	0.		0.
BOND AMORTIZATION	19,094.	0.		0.
SECRETARY OF STATE FILING FEE	25.	0.		25.
STATUTORY AGENT FEE	105.	0.		105.
TO FORM 990-PF, PG 1, LN 23	38,164.	0.		340.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
100000 FED NATL MTG ASSOC 4% 1/20/17	X		0.	0.
100000 FED NATL MTG ASSOC 3% 1/28/15	X		0.	0.
35000 FED HOME LN MTG 3% 2/15/16	X		0.	0.
100000 FED FARM CR BKS 2.8% 9/7/18	X		0.	0.
100000 FED HOME LN BKS 3.05% 6/23/16	X		0.	0.
100000 FEDERAL HOME LN 2% 5/23/18	X		99,975.	100,065.
100000 FEDERAL NATL MTG 1.375% 11/15/16	X		100,713.	100,883.
73331.95 FNMA 4.55 1/1/41	X		75,463.	78,097.
43442.55 FNMA 5.5% 6/1/38	X		47,176.	47,340.
71115.5 FNMA 5% 12/1/39	X		76,271.	77,618.
TOTAL U.S. GOVERNMENT OBLIGATIONS			399,598.	404,003.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			399,598.	404,003.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
642 SHS CONOCOPHILLIPS	0.	0.
922 SHS DEVON ENERGY	0.	0.
1071 SHS EXXON MOBIL	0.	0.
1432 SHS FREEPORT COPPER	74,879.	52,683.
1470 SHS HONEYWELL INTL	0.	0.
887 SHS PARKER HANNIFIN	0.	0.
2725 ALLSTATE CORP	0.	0.
1695 AMERIPRISE FINCL	0.	0.
2450 AMGEN	119,345.	157,315.
2755 AT & T INC.	67,980.	83,311.
2430 BANK OF NEW YORK MELLON	0.	0.
1975 CARDINAL HEALTH INC	0.	0.
1425 CHEVRON TEXACO	124,007.	151,620.
1590 COMPUTER SCIENCES CORP	0.	0.
1700 COVIDIEN PLC	0.	0.
2080 EDISON INT'L	0.	0.
1575 EMERSON ELECTRIC	81,632.	73,379.
865 FOREST LABS	0.	0.
1100 GENERAL DYNAMICS CORP	0.	0.
70 GENERAL DYNAMICS CORP	0.	0.
1425 HEINZ H J CO	0.	0.
1775 HEWLETT PACKARD	0.	0.
3475 INTEL CORP	77,285.	84,269.
530 INTERNATIONAL BUSINESS MACHINES	54,834.	97,456.
1800 JP MORGAN CHASE	0.	0.
1100 JOHNSON & JOHNSON	0.	0.
285 JOHNSON & JOHNSON	0.	0.
1400 KIMBERLY CLARK CORP	0.	0.
1750 KROGER CO	46,655.	42,385.
6285 LINCOLN NATIONAL CORP	195,275.	122,055.
2625 MICROSOFT CORP	90,100.	68,145.
1875 MIDCAP SPIDER TRUST	0.	0.
2010 MIDCAP SPIDER TRUST	0.	0.
6010 NASDAQ	0.	0.
3515 NASDAQ	0.	0.
4700 NEWELL RUBBERMAID	0.	0.
820 OCCIDENTAL PETE	0.	0.
1745 OMNICOM GROUP	0.	0.
4845 PFIZER INC	0.	0.
2815 PITNEY BOWES INC	0.	0.
1190 PPG INDUSTRIES INC	0.	0.
4715 SARA LEE CORP	0.	0.
1000 SHERWIN WILLIAMS	0.	0.
1730 STATE STREET CORP	0.	0.
4830 SYMANTEC CORP	0.	0.
2370 TEXAS INSTRS INC	0.	0.
1390 TRAVELERS CO	0.	0.

2780 TYCO ELECTRONICS LTD	0.	0.
1050 UNITED TECHNOLOGIES	75,658.	76,745.
350 SHS UNITED TECHNOLOGIES	28,811.	25,582.
945 VF CORP	0.	0.
1330 WELLPOINT INC	0.	0.
7440 XEROX CORP	0.	0.
1350 APACHE CORP	131,047.	122,283.
4000 CISCO SYSTEMS	68,717.	72,320.
450 GOLDMAN SACHS GROUP	0.	0.
2245 HOME DEPOT INC	0.	0.
1575 ITT INDUSTRIES INC	0.	0.
1310 PROCTER & GAMBLE CO	0.	0.
1565 WAL MART STORES INC	0.	0.
745 CONOCOPHILLIPS	0.	0.
4150 SHS CANADIAN NATL RES LTD	177,141.	155,086.
1500 ARCHER DANIELS MIDLAND	0.	0.
1200 TEVA PHARMACEUTICALS	0.	0.
2000 SHS ISHARES TRUST S & P US	74,862.	71,240.
225 SHS ISHARES JP MORGAN	23,351.	24,694.
2585 PEPSICO	163,915.	171,515.
1035 SHS BANK OF NOVA SCOTIA	0.	0.
3500 ABBOTT LABS	167,458.	196,805.
4400 AECOM TECHNOLOGY	124,456.	90,508.
185 APPLE COMPUTER	73,053.	74,925.
5525 AVON PRODUCTS	159,488.	96,522.
2500 BAXTER INTERNATIONAL	124,180.	123,700.
1600 BERSHIRE HATHAWAY	110,427.	122,080.
4225 CVS CORP	150,079.	172,296.
2300 CULLEN FROST BANKERS	141,172.	121,693.
1800 DEERE & CO	158,629.	139,230.
1300 DIAGEO PLC	102,226.	113,646.
2050 FEDEX CORP	191,300.	171,196.
1000 FLOWSERVE CORP	121,332.	99,320.
1350 FRANKLIN RES INC	163,906.	129,681.
300 GOOGLE	182,512.	193,770.
2725 KANSAS CITY SOUTHERN	131,556.	185,327.
1550 LABORATORY CORP OF AMER HLDGS	136,811.	133,254.
4235 LOWES COS	104,777.	107,484.
2800 MACK CALI REALTY CORP	76,222.	74,732.
590 MASTERCARD	140,739.	219,964.
1300 MCDONALDS CORP	97,960.	130,429.
4775 METLIFE INC	206,673.	148,885.
4795 MICROSOFT CORP	129,903.	124,478.
2325 NOVARTIS AG	130,797.	132,920.
1950 POTASH CORP	90,486.	80,496.
3500 QUALCOMM	180,080.	191,450.
3250 RANGE RES CORP	151,031.	201,305.
1750 RIO TINTO PLC	120,192.	85,610.
2000 SCHLUMBERGER LTD	171,152.	136,620.
2850 SCRIPPS NETWORKS INTERACTIVE	139,872.	120,897.
2350 SYSCO CORP	70,247.	68,926.
1700 TARGET CORP	92,546.	87,074.
5500 US BANCORP	147,351.	148,775.
1921 VERIZON COMMUNICATIONS	67,433.	77,071.

5600 WELLS FARGO	182,198.	154,336.
4100 WESTERN UNION	81,635.	74,866.
2500 WISCONSIN ENERGY	79,131.	87,400.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,374,504.	6,269,754.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
50000 GENERAL ELEC 5.72% 8/22/11	0.	0.
50000 KEYCORP 6.5% 5/14/13	0.	0.
100000 LINCOLN NATL 5.65% 8/27/12	0.	0.
50000 CG&E 5.7% 9/15/12	0.	0.
100000 GE 5.5% 11/15/11	0.	0.
50000 GENERAL MILLS 6.0% 2/15/12	0.	0.
50000 JP MORGAN 6.625% 3/15/12	50,437.	50,502.
100000 JP MORGAN 6.75% 2/1/11	0.	0.
75000 ABBOTT LABS 5.875% 5/15/16	81,075.	87,983.
50000 ALLSTATE 6.2% 5/16/14	0.	0.
25000 AT&T 5.6% 5/15/18	25,336.	29,049.
50000 AT&T 6.7% 11/15/13	0.	0.
75000 BERKSHIRE HATHAWAY 5.4%	79,517.	87,467.
45000 CONSOL EDISON 5.5% 9/15/16	45,636.	52,937.
50000 DUKE ENERGY 6.25% 1/15/12	50,599.	50,080.
55000 EMERSON ELEC 5.375% 10/15/17	56,028.	64,729.
29000 LOWES 5.4% 10/16/16	29,569.	33,519.
50000 LOWES 5.6% 9/15/12	0.	0.
25000 MIDAMERICAN ENERGY 5.3%	25,402.	29,193.
50000 PACIFIC GAS & ELEC 4.2%	0.	0.
50000 PPG INDS 6.875% 2/15/12	0.	0.
50000 SBC COMMUN 6.25% 3/15/11	0.	0.
50000 ST PAUL TRAVELERS 5.5%	50,692.	56,090.
50000 WALT DISNEY 4.7% 12/1/12	51,963.	51,886.
95000 WYETH 5.45% 4/1/17	97,130.	111,292.
75000 AMERICAN EXPRESS 4.875% 7/15/13	79,412.	78,430.
75000 BB&T 3.2% 3/15/16	77,122.	78,182.
75000 CISCO SYSTEMS 4.95% 2/15/19	80,349.	86,942.
75000 CITIGROUP 5.5% 10/15/14	80,788.	77,104.
75000 DIAGEO FIN BV 3.25% 1/15/15	78,117.	79,291.
75000 FORD MOTOR 7% 10/1/13	80,318.	79,525.
50000 HP 4.3% 6/1/21	52,109.	51,272.
50000 JP MORGAN 4.65% 6/1/14	53,029.	52,795.
50000 MARATHON OIL 6% 10/1/17	55,794.	58,176.
50000 METLIFE 6.75% 6/1/16	58,893.	57,602.
75000 GCB NORDSTROM 5/1/20	80,075.	83,128.
100000 PNC 3% 5/16/24	102,421.	103,960.
75000 PEPSICO 2.5% 5/10/16	76,974.	78,024.
75000 SIMON PPTY 4.375% 3/1/21	76,636.	79,360.
75000 NUCOR 4.125% 9/15/22	81,327.	81,077.

75000 VERIZON COMM 6.1% 4/15/18	83,898.	90,103.
50000 WALMART 2.8% 4/15/16	51,995.	53,440.
75000 WALGREEN 5.25% 1/15/19	85,565.	89,163.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,978,206.	2,062,301.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
3750.359 VANGUARD EMERG MKTS	COST	138,486.	114,198.
1090 ISHARES BARCLAYS TIPS	COST	0.	0.
250 ISHARES IBOXX CORP BOND	COST	21,535.	22,358.
10200 SHS VANGUARD EUROPE PACIFIC	COST	320,628.	312,426.
800.961 SHS VANGUARD EMERGING MKTS	COST	31,000.	24,389.
TOTAL TO FORM 990-PF, PART II, LINE 13		511,649.	473,371.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MRS. MARY ELIZABETH SCRIPPS BYRNE 334 BEECHWOOD ROAD, SUITE 400 FT MITCHELL, KY 41017	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
MR. BEN BRESLIN 334 BEECHWOOD ROAD, SUITE 400 FT MITCHELL, KY 41017	DIRECTOR 1.00	0.	0.	0.
MR. ANDREW BRESLIN 334 BEECHWOOD ROAD, SUITE 400 FT MITCHELL, KY 41017	DIRECTOR 1.00	0.	0.	0.
MR. DONALD E. MEIHAUS 334 BEECHWOOD ROAD, SUITE 400 FT MITCHELL, KY 41017	TREASURER/DIRECTOR 1.00	0.	0.	0.
MR. BRUCE W. SANFORD 334 BEECHWOOD ROAD, SUITE 400 FT MITCHELL, KY 41017	SECRETARY/DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.