Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

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

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

Name of foundation
GEORGE M & PAMELA S HUMPHREY FUND
C/O MN ADVISORY SERVICES LLC

A Employer identification number
34-6513798

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1111 SUPERIOR AVE
ROOM/SUITE 700

B Telephone number (see page 10 of the instructions)
(216) 363-6489

City or town, state, and ZIP code
CLEVELAND, OH 441142540

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 17,279,672

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	85	85		
	4	Dividends and interest from securities	565,206	565,206		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	175,371			
	b	Gross sales price for all assets on line 6a 11,659,984				
	7	Capital gain net income (from Part IV, line 2)		205,322		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	740,662	770,613		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	50,988	38,241		12,747
	c	Other professional fees (attach schedule)	62,007	58,873		3,134
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	7,807	7,807		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	246			246
	24	**Total operating and administrative expenses.** Add lines 13 through 23	121,048	104,921		16,127
	25	Contributions, gifts, grants paid	924,500			924,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,045,548	104,921		940,627
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-304,886			
	b	**Net investment income** (if negative, enter -0-)		665,692		
	c	**Adjusted net income** (if negative, enter -0-)				

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	1,542	1,314	1,314
	2	Savings and temporary cash investments	245,209	101,735	101,735
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	12,082,020	13,912,698	12,490,092
	c	Investments—corporate bonds (attach schedule)	6,369,296	4,377,037	4,686,531
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	18,698,067	18,392,784	17,279,672
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	18,698,067	18,392,784	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	18,698,067	18,392,784	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	18,698,067	18,392,784	

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	18,698,067
2	Enter amount from Part I, line 27a	2	-304,886
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	18,393,181
5	Decreases not included in line 2 (itemize) ▶	5	397
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	18,392,784

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				
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				

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7	2	205,322
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	812,705	17,695,689	0 045927
2009	756,725	15,673,482	0 048281
2008	928,680	18,834,842	0 049306
2007	1,012,888	22,302,281	0 045416
2006	884,330	21,237,222	0 041641

2	**Total** of line 1, column (d).	2	0 230571
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 046114
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	18,485,884
5	Multiply line 4 by line 3.	5	852,458
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,657
7	Add lines 5 and 6.	7	859,115
8	Enter qualifying distributions from Part XII, line 4.	8	940,627

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	6,657
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	6,657
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	6,657
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,194		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	9,194
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,537
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	2,537	**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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶JOSEPH P KOVALCHECK JR Telephone no ▶(216) 363-6489

Located at ▶1111 SUPERIOR AVE SUITE 700 CLEVELAND OH ZIP+4 ▶44114

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

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

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

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

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

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

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). ☐ **Yes** ☑ **No**

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** **No**

If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

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

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
BERNSTEIN GLOBAL WEALTH MANAGEMENT 127 PUBLIC SQUARE SUITE 5000 CLEVELAND, OH 44114	INVESTMENT MGMT	58,873
MN ADVISORY SERVICES LLC 1111 SUPERIOR AVE SUITE 700 CLEVELAND, OH 44114	ACTG/TAX/ADM	50,988
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	18,615,788
b	Average of monthly cash balances	1b	151,607
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	18,767,395
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	18,767,395
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	281,511
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,485,884
6	**Minimum investment return.** Enter 5% of line 5	6	924,294

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	924,294
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6,657		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,657
3	Distributable amount before adjustments Subtract line 2c from line 1			3	917,637
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	917,637
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	917,637

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	940,627
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	940,627
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	6,657
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	933,970

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				917,637
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			55,893	
b Total for prior years 20___, 20___, 20___				
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.				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 940,627				
a Applied to 2010, but not more than line 2a			55,893	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2011 distributable amount.				884,734
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				32,903
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a				
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 page 27 of the instructions and Part VII-A, question 9)

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

PAMELA B KEEFE PRESIDENT
1111 SUPERIOR AVE SUITE 700
CLEVELAND,OH 44114
(216) 363-6489

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

WRITTEN REQUEST STATING PURPOSE AND AMOUNT-IRS 501(C)3

c Any submission deadlines

SUMBIT PRIOR TO MEETINGS HELD IN OCTOBER OF EACH YEAR

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

DOES NOT ACCEPT REQUESTS OF FUNDS FOR INDIVIDUALS

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				924,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	85	
4 Dividends and interest from securities. . . .			14	565,206	
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			18	205,322	-29,951
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). .				770,613	-29,951

13 **Total.** Add line 12, columns (b), (d), and (e). 13 740,662

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2012-05-01 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

		Date	Check if self-employed ☐	PTIN
Preparer's Signature	JOSEPH P KOVALCHECK JR	2012-05-10		
Firm's name	MN ADVISORY SERVICES LLC		Firm's EIN	
Firm's address	1111 SUPERIOR AVE STE 700 CLEVELAND, OH 44114		Phone no (216)696-0320	

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

Additional Data

Software ID:

Software Version:

EIN: 34-6513798

Name: GEORGE M & PAMELA S HUMPHREY FUND
C/O MN ADVISORY SERVICES LLC

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
PAMELA B KEEFE 1111 SUPERIOR AVE SUITE 700 CLEVELAND, OH 44114	PRES/TTEE 1 00	0	0	0
STEPHEN T KEEFE 1111 SUPERIOR AVE SUITE 700 CLEVELAND, OH 44114	VP/TTEE 1 00	0	0	0
ALICE B BURNHAM 1111 SUPERIOR AVE SUITE 700 CLEVELAND, OH 44114	TRUSTEE 0 50	0	0	0
SARAH DIMLING 1111 SUPERIOR AVE SUITE 700 CLEVELAND, OH 44114	TRUSTEE 0 50	0	0	0
PRISCILLA PERROTTI 1111 SUPERIOR AVE SUITE 700 CLEVELAND, OH 44114	SECRETARY 2 00	0	0	0
JOSEPH P KOVALCHECK JR 1111 SUPERIOR AVE SUITE 700 CLEVELAND, OH 44114	TREASURER 2 00	0	0	0

Form 990PF Part XV Line 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				
COLLEGE NOW GREATER CLEVELAND200 PUBLIC SQUARE CLEVELAND, OH 44114	N/A	PUBLIC	COLLEGE ACCESS AND SCHOLARSHIPS	5,000
BEECH BROOK3737 LANDER ROAD CLEVELAND, OH 44124	N/A	PUBLIC	SPONSOR - 2010 BEECH BROOK BALL	2,500
MISS HALL'S SCHOOL492 HOLMES ROAD PITTSFIELD, MA 01202	N/A	PRIVATE	ENDOWED FACULTY CHAIR	50,000
CAMP HO MITA KODA3601 S GREEN ROAD CLEVELAND, OH 44122	N/A	PUBLIC	ANNUAL FUND	10,000
CLEVELAND INSTITUTE OF MUSIC11021 EAST BOULEVARD CLEVELAND, OH 44106	N/A	PUBLIC	ANNUAL FUND	10,000
CLEVELAND MUSEUM OF NATURAL HISTORY1 WADE OVAL DRIVE CLEVELAND, OH 44106	N/A	PUBLLIC	ANNUAL FUND	2,000
CLEVELAND SIGN CENTER1909 EAST 101ST STREET CLEVELAND, OH 44106	N/A	PUBLIC	PREVENTION & EDUCATION PROGRAMS	5,000
CLEVELAND ZOOLOGICAL SOCIETY3900 WILDLIFE WAY CLEVELAND, OH 44109	N/A	PUBLIC	OPERATING SUPPORT	1,500
THE HOLDEN ARBORETUM9500 SPERRY ROAD KIRTLAND, OH 44094	N/A	PUBLIC	OPERATING SUPPORT	10,000
HOPEWELL9637 STATE ROUTE 534 PO 1 MESOPOTAMIA, OH 44439	N/A	PUBLIC	SCHOLARSHIP PROGRAM SUPPORT	10,000
THE LAKEVIEW CEMETARY FUND12316 EUCLID AVENUE CLEVELAND, OH 44106	N/A	PUBLIC	OPERATING SUPPORT	500
MAKE-A-WISH FOUNDATION1422 EUCLID AVENUE CLEVELAND, OH 44115	N/A	PUBLIC	OPERATING SUPPORT	10,000
NEW DIRECTIONS30800 CHAGRIN BOULEVARD CLEVELAND, OH 44124	N/A	PUBLIC	ANNUAL FUND	10,000
PLAYHOUSE SQUARE FOUNDATION1501 EUCLID AVENUE CLEVELAND, OH 44115	N/A	PUBLIC	ANNUAL FUND	5,000
UH-RAINBOW BABIES & CHILDRENS HOSPITAL11100 EUCLID AVE CLEVELAND, OH 44106	N/A	PUBLIC	OPERATING SUPPORT	375,000
ST MARTIN DE PORRES HIGH SCHOOL6111 LAUSCHE AVENUE CLEVELAND, OH 44103	N/A	PUBLIC	PROGRAM SUPPORT	48,000
SUICIDE PREVENTION OF NE OHIO29425 CHAGRIN BOULEVARD CLEVELAND, OH 44122	N/A	PUBLIC	PROGRAM SUPPORT	40,000
FIELDSTONE FARM16497 SNYDER ROAD CHAGRIN FALLS, OH 44023	N/A	PUBLIC	RESEARCH PROJECT	10,000
UNITED WAY OF LAKE COUNTY 9285 PROGRESS PARKWAY MENTOR, OH 44060	N/A	PUBLIC	OPERATING SUPPORT	10,000
ELDERHOUSE7 LEWIS STREET NORWALK, CT 06851	N/A	PUBLIC	CAPITAL CAMPAIGN	50,000
HATHAWAY BROWN19600 NORTH PARK BLVD SHAKER HTS, OH 44122	N/A	PUBLIC	SCHOLARSHIP	250,000
RECOVERY RESOURCES3950 CHESTER AVENUE CLEVELAND, OH 44114	N/A	PUBLIC	UNCOMPENSATED CARE PROJECT	5,000
VOCATIONAL GUIDANCE SERVICES2239 EAST 55TH STREET CLEVELAND, OH 44103	N/A	PUBLIC	OPERATING SUPPORT	5,000
Total . . . . ▶ 3a				924,500

TY 2011 Accounting Fees Schedule

Name: GEORGE M & PAMELA S HUMPHREY FUND
C/O MN ADVISORY SERVICES LLC

EIN: 34-6513798

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MNAS-ACCOUNTING/TAX FEE	50,988	38,241		12,747

TY 2011 Compensation Explanation

Name: GEORGE M & PAMELA S HUMPHREY FUND
C/O MN ADVISORY SERVICES LLC
EIN: 34-6513798

Person Name	Explanation
PAMELA B KEEFE	
STEPHEN T KEEFE	
ALICE B BURNHAM	
SARAH DIMLING	
PRISCILLA PERROTTI	
JOSEPH P KOVALCHECK JR	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Gain/Loss from Sale of Other Assets Schedule

Name: GEORGE M & PAMELA S HUMPHREY FUND
C/O MN ADVISORY SERVICES LLC

EIN: 34-6513798

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
50-CONOCOPHILLIPS	2011-07	PURCHASE	2011-12		3,523	3,785			-262	
200-CONOCOPHILLIPS	2011-07	PURCHASE	2011-12		14,093	15,288			-1,195	
400-UNITEDHEALTH GROUP INC	2011-06	PURCHASE	2011-12		19,961	20,905			-944	
50-CONOCOPHILLIPS	2011-06	PURCHASE	2011-12		3,523	3,580			-57	
125-BORGWARNER INC	2011-02	PURCHASE	2011-12		7,995	9,911			-1,916	
250-LOWE'S COS INC	2010-12	PURCHASE	2011-12		6,409	6,267			142	
200-LOWE'S COS INC	2010-12	PURCHASE	2011-12		5,127	5,069			58	
225-ACCENTURE PLC-CL A	2010-11	PURCHASE	2011-12		11,584	10,258			1,326	
200-RIVERBED TECHNOLOGY INC	2011-06	PURCHASE	2011-12		4,712	7,734			-3,022	
100-CELGENE CORP	2011-03	PURCHASE	2011-12		6,324	5,670			654	
300-COMCAST CORP-CL A	2011-04	PURCHASE	2011-12		7,018	7,645			-627	
150-CELGENE CORP	2011-02	PURCHASE	2011-12		9,600	7,910			1,690	
24-COMCAST CORP-CL A	2011-02	PURCHASE	2011-12		561	599			-38	
75-LAS VEGAS SANDS CORP	2011-09	PURCHASE	2011-12		3,417	3,229			188	
100-PEPSICO INC	2011-09	PURCHASE	2011-12		6,479	6,023			456	
100-LAS VEGAS SANDS CORP	2011-08	PURCHASE	2011-12		4,556	4,073			483	
300-CONOCOPHILLIPS	2011-06	PURCHASE	2011-12		21,903	21,479			424	
200-RIVERBED TECHNOLOGY INC	2011-05	PURCHASE	2011-12		5,390	7,023			-1,633	
100-CONOCOPHILLIPS	2011-05	PURCHASE	2011-12		7,301	7,304			-3	
200-RIVERBED TECHNOLOGY INC	2011-04	PURCHASE	2011-12		5,390	6,969			-1,579	
100-CONOCOPHILLIPS	2011-04	PURCHASE	2011-12		7,301	8,001			-700	
100-CONOCOPHILLIPS	2011-04	PURCHASE	2011-12		7,301	8,045			-744	
100-CONOCOPHILLIPS	2011-04	PURCHASE	2011-12		7,301	7,998			-697	
50-CONOCOPHILLIPS	2009-12	PURCHASE	2011-12		3,650	2,520			1,130	
993 125-BERNSTEIN INTERNATIONAL PORT	2007-08	PURCHASE	2011-12		13,000	26,914			-13,914	
100-WELLPOINT INC	2011-03	PURCHASE	2011-12		6,915	6,784			131	
70000-FEDERATED MONEY MKT OBLIG TR G	2009-03	PURCHASE	2011-12		70,000	70,000				
235-GILEAD SCIENCES INC	2011-08	PURCHASE	2011-11		9,058	8,661			397	
200-GILEAD SCIENCES INC	2011-07	PURCHASE	2011-11		7,709	8,128			-419	
200-GILEAD SCIENCES INC	2010-10	PURCHASE	2011-11		7,709	7,956			-247	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
200-GILEAD SCIENCES INC	2010-05	PURCHASE	2011-11		7,709	7,102			607	
115-GILEAD SCIENCES INC	2010-04	PURCHASE	2011-11		4,432	5,235			-803	
200-GILEAD SCIENCES INC	2010-03	PURCHASE	2011-11		7,709	9,415			-1,706	
150-JOHNSON CONTROLS INC	2009-09	PURCHASE	2011-11		4,314	4,139			175	
150-JOHNSON CONTROLS INC	2009-08	PURCHASE	2011-11		4,315	4,046			269	
2-GOLDMAN SACHS GROUP INC	2010-10	PURCHASE	2011-11		185	293			-108	
73-GOLDMAN SACHS GROUP INC	2010-09	PURCHASE	2011-11		6,757	11,039			-4,282	
1-NVR INC	2009-08	PURCHASE	2011-11		643	672			-29	
15-NVR INC	2009-07	PURCHASE	2011-11		9,640	7,368			2,272	
200-STARBUCKS CORP	2010-09	PURCHASE	2011-11		8,660	5,099			3,561	
100-MARATHON PETROLEUM CORP	2010-06	PURCHASE	2011-11		3,440	2,609			831	
400-MARATHON PETROLEUM CORP	2010-05	PURCHASE	2011-11		13,760	10,173			3,587	
25-NOBLE ENERGY INC	2010-04	PURCHASE	2011-11		2,395	1,926			469	
75-NOBLE ENERGY INC	2010-02	PURCHASE	2011-11		7,186	5,756			1,430	
325-ARUBA NETWORKS INC	2011-09	PURCHASE	2011-11		7,640	7,360			280	
185-COMCAST CORP-CL A	2010-05	PURCHASE	2011-11		4,130	3,672			458	
215-COMCAST CORP-CL A	2010-03	PURCHASE	2011-11		4,800	3,868			932	
200-LAS VEGAS SANDS CORP	2011-08	PURCHASE	2011-11		9,049	8,145			904	
25-LAS VEGAS SANDS CORP	2011-08	PURCHASE	2011-11		1,131	1,018			113	
100-JPMORGAN CHASE & CO	2010-06	PURCHASE	2011-11		3,338	3,956			-618	
500-SMITHFIELD FOODS INC	2010-04	PURCHASE	2011-11		11,588	9,852			1,736	
130-JPMORGAN CHASE & CO	2009-06	PURCHASE	2011-11		4,340	4,557			-217	
85-JPMORGAN CHASE & CO	2009-05	PURCHASE	2011-11		2,838	3,151			-313	
150-ROVI CORP	2011-06	PURCHASE	2011-11		4,257	8,582			-4,325	
25-PROCTER & GAMBLE CO	2011-04	PURCHASE	2011-11		1,583	1,597			-14	
100-PROCTER & GAMBLE CO	2011-04	PURCHASE	2011-11		6,333	6,193			140	
150-ROVI CORP	2011-02	PURCHASE	2011-11		4,257	8,953			-4,696	
125-ROVI CORP	2011-02	PURCHASE	2011-11		3,548	7,837			-4,289	
100-CELGENE CORP	2010-08	PURCHASE	2011-11		6,432	5,691			741	
75-ARUBA NETWORKS INC	2011-09	PURCHASE	2011-11		1,815	1,698			117	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
450-ARUBA NETWORKS INC	2011-07	PURCHASE	2011-11		10,890	10,931			-41	
100-MONSANTO CO	2011-02	PURCHASE	2011-11		7,315	7,538			-223	
635-COMCAST CORP-CL A	2010-03	PURCHASE	2011-11		13,888	11,425			2,463	
75-GOLDMAN SACHS GROUP INC	2010-09	PURCHASE	2011-11		7,998	11,342			-3,344	
200-METLIFE INC	2011-03	PURCHASE	2011-11		6,666	8,988			-2,322	
125-PROCTER & GAMBLE CO	2011-04	PURCHASE	2011-10		8,055	7,741			314	
150-LIMITED BRANDS INC	2011-01	PURCHASE	2011-10		6,480	4,304			2,176	
150-CONOCOPHILLIPS	2009-12	PURCHASE	2011-10		10,785	7,559			3,226	
300-CONOCOPHILLIPS	2009-11	PURCHASE	2011-10		21,570	15,844			5,726	
50-CONOCOPHILLIPS	2009-11	PURCHASE	2011-10		3,595	2,596			999	
350-WELLS FARGO & COMPANY	2011-09	PURCHASE	2011-10		9,509	8,450			1,059	
300-AT&T INC	2011-04	PURCHASE	2011-10		8,824	9,164			-340	
650-WELLS FARGO & COMPANY	2011-03	PURCHASE	2011-10		17,660	20,396			-2,736	
100-DEVON ENERGY CORPORATION	2011-02	PURCHASE	2011-10		6,584	8,847			-2,263	
100-DEVON ENERGY CORPORATION	2011-01	PURCHASE	2011-10		6,584	8,391			-1,807	
100-DEVON ENERGY CORPORATION	2010-12	PURCHASE	2011-10		6,584	7,694			-1,110	
150-CITRIX SYSTEMS INC	2010-10	PURCHASE	2011-10		11,288	9,132			2,156	
1000-DELL INC	2010-10	PURCHASE	2011-10		16,321	13,495			2,826	
100-CELGENE CORP	2010-08	PURCHASE	2011-10		6,519	5,691			828	
200-DIRECTV-CLASS A	2011-05	PURCHASE	2011-10		9,322	9,944			-622	
100-DELTA AIR LINES INC	2011-01	PURCHASE	2011-10		846	1,176			-330	
300-DIRECTV-CLASS A	2011-01	PURCHASE	2011-10		13,983	12,601			1,382	
600-DELTA AIR LINES INC	2010-11	PURCHASE	2011-10		5,077	8,255			-3,178	
267-GILEAD SCIENCES INC	2010-04	PURCHASE	2011-10		10,910	12,155			-1,245	
100-CELGENE CORP	2010-05	PURCHASE	2011-10		6,659	5,964			695	
75-NORTHROP GRUMMAN CORP	2010-12	PURCHASE	2011-10		4,232	4,397			-165	
150-NORTHROP GRUMMAN CORP	2010-10	PURCHASE	2011-10		8,463	8,234			229	
200-RIVERBED TECHNOLOGY INC	2011-04	PURCHASE	2011-10		4,933	6,923			-1,990	
200-RIVERBED TECHNOLOGY INC	2011-02	PURCHASE	2011-10		4,933	8,379			-3,446	
150-UNITED TECHNOLOGIES CORP	2011-08	PURCHASE	2011-10		11,053	12,255			-1,202	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
50-NORTHROP GRUMMAN CORP	2010-10	PURCHASE	2011-10		2,716	2,745			-29	
250-NORTHROP GRUMMAN CORP	2010-09	PURCHASE	2011-10		13,582	13,519			63	
100-MONSANTO CO	2011-02	PURCHASE	2011-10		7,322	7,538			-216	
325-BUNGE LTD	2011-09	PURCHASE	2011-10		18,543	18,258			285	
225-BUNGE LTD	2010-06	PURCHASE	2011-10		12,837	10,990			1,847	
225-INGERSOLL-RAND PLC	2010-03	PURCHASE	2011-10		6,561	7,979			-1,418	
250-JUNIPER NETWORKS INC	2011-02	PURCHASE	2011-10		5,109	11,045			-5,936	
125-JUNIPER NETWORKS INC	2011-01	PURCHASE	2011-10		2,555	4,388			-1,833	
100-LIMITED BRANDS INC	2011-01	PURCHASE	2011-10		4,250	2,869			1,381	
300-LIMITED BRANDS INC	2010-11	PURCHASE	2011-10		12,749	9,918			2,831	
75-GOODRICH CORP	2010-08	PURCHASE	2011-10		9,053	5,269			3,784	
100-THE WALT DISNEY CO	2010-05	PURCHASE	2011-10		3,439	3,571			-132	
400-THE WALT DISNEY CO	2010-05	PURCHASE	2011-10		13,756	14,104			-348	
900-NEXEN INC	2010-01	PURCHASE	2011-10		14,757	19,324			-4,567	
400-NEXEN INC	2009-07	PURCHASE	2011-10		6,559	7,811			-1,252	
600-NEXEN INC	2009-06	PURCHASE	2011-10		9,838	15,410			-5,572	
14168 317-OVERLAY A PORTFOLIO CLASS	2011-02	PURCHASE	2011-10		157,410	169,170			-11,760	
23580 019-OVERLAY B PORTFOLIO CLASS	2011-02	PURCHASE	2011-10		254,900	254,900				
150-ACCENTURE PLC-CL A	2010-11	PURCHASE	2011-10		8,560	6,838			1,722	
14335 732-BERNSTEIN INTER DURATION	2007-08	PURCHASE	2011-10		229,085	214,032			15,053	
6151 225-BERNSTEIN INTERNATIONAL POR	2007-08	PURCHASE	2011-10		80,335	166,698			-86,363	
42-ANADARKO PETROLEUM CORP	2011-07	PURCHASE	2011-10		2,817	3,323			-506	
25-NOBLE ENERGY INC	2010-02	PURCHASE	2011-10		1,877	1,919			-42	
75-NOBLE ENERGY INC	2010-02	PURCHASE	2011-10		5,630	5,757			-127	
475-ALCOA INC	2011-05	PURCHASE	2011-10		4,685	7,609			-2,924	
825-ALCOA INC	2010-12	PURCHASE	2011-10		8,137	11,855			-3,718	
25-ANADARKO PETROLEUM CORP	2011-06	PURCHASE	2011-10		1,584	1,798			-214	
150-ANADARKO PETROLEUM CORP	2011-06	PURCHASE	2011-10		9,501	11,320			-1,819	
75-OCCIDENTAL PETROLEUM CORP	2011-04	PURCHASE	2011-10		5,150	7,562			-2,412	
275-ALCOA INC	2010-12	PURCHASE	2011-10		2,415	3,952			-1,537	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
425-ALCOA INC	2010-11	PURCHASE	2011-10		3,732	5,931			-2,199	
50-CITRIX SYSTEMS INC	2010-10	PURCHASE	2011-09		2,822	3,044			-222	
100-CITRIX SYSTEMS INC	2010-09	PURCHASE	2011-09		5,645	6,871			-1,226	
200-BUNGE LTD	2010-06	PURCHASE	2011-09		11,734	9,769			1,965	
25-APPLE INC	2008-03	PURCHASE	2011-09		10,031	3,563			6,468	
125-STANLEY BLACK & DECKER INC	2011-07	PURCHASE	2011-09		6,756	8,764			-2,008	
25295 125-BERNSTEIN INTER DURATION	2007-08	PURCHASE	2011-09		409,275	377,656			31,619	
4654 195-BERNSTEIN INTER DURATION I	2007-08	PURCHASE	2011-09		75,305	69,208			6,097	
25-GOOGLE INC-CL A	2006-03	PURCHASE	2011-09		13,033	8,646			4,387	
300-ALTRIA GROUP INC	2010-09	PURCHASE	2011-09		8,145	7,216			929	
100-CELGENE CORP	2010-05	PURCHASE	2011-09		6,423	5,964			459	
100-CELGENE CORP	2008-03	PURCHASE	2011-09		6,423	5,632			791	
300-UNITEDHEALTH GROUP INC	2011-06	PURCHASE	2011-09		14,940	15,027			-87	
175-STANLEY BLACK & DECKER INC	2011-04	PURCHASE	2011-09		9,692	13,222			-3,530	
150-TRANSOCEAN LTD	2011-05	PURCHASE	2011-09		8,781	10,368			-1,587	
75-GOLDMAN SACHS GROUP INC	2010-09	PURCHASE	2011-09		7,985	11,342			-3,357	
950-GENERAL ELECTRIC CO	2010-02	PURCHASE	2011-09		14,564	15,116			-552	
75-OCCIDENTAL PETROLEUM CORP	2011-04	PURCHASE	2011-09		5,938	7,618			-1,680	
25-STANLEY BLACK & DECKER INC	2011-04	PURCHASE	2011-09		1,338	1,889			-551	
125-STANLEY BLACK & DECKER INC	2010-12	PURCHASE	2011-09		6,689	8,404			-1,715	
150-NORTHROP GRUMMAN CORP	2010-09	PURCHASE	2011-09		7,776	8,112			-336	
100-NORTHROP GRUMMAN CORP	2009-09	PURCHASE	2011-09		5,184	4,391			793	
525-NEWS CORP	2010-10	PURCHASE	2011-09		8,639	7,260			1,379	
875-NEWS CORP	2009-06	PURCHASE	2011-09		14,398	7,952			6,446	
200-JOHNSON CONTROLS INC	2009-08	PURCHASE	2011-09		6,291	5,395			896	
500-DOW CHEMICAL	2011-01	PURCHASE	2011-08		13,299	17,605			-4,306	
205-DOW CHEMICAL	2011-01	PURCHASE	2011-08		5,452	7,302			-1,850	
100-STANLEY BLACK & DECKER INC	2010-12	PURCHASE	2011-08		5,891	6,723			-832	
525-NEWS CORP	2009-06	PURCHASE	2011-08		8,254	4,771			3,483	
300-WELLS FARGO & COMPANY	2011-03	PURCHASE	2011-08		7,225	9,413			-2,188	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
798 526-BERNSTEIN INTER DURATION IN	2007-08	PURCHASE	2011-08		13,000	11,874			1,126	
175-ROYAL CARIBBEAN CRUISES LTD	2011-05	PURCHASE	2011-08		4,391	7,004			-2,613	
150-RAYTHEON COMPANY	2011-05	PURCHASE	2011-08		6,197	7,411			-1,214	
175-RAYTHEON COMPANY	2011-03	PURCHASE	2011-08		7,230	8,974			-1,744	
250-ROYAL CARIBBEAN CRUISES LTD	2011-02	PURCHASE	2011-08		6,273	11,304			-5,031	
200-PROCTER & GAMBLE CO	2011-03	PURCHASE	2011-08		12,268	12,123			145	
100-RIVERBED TECHNOLOGY INC	2011-02	PURCHASE	2011-08		2,515	4,189			-1,674	
300-RIVERBED TECHNOLOGY INC	2011-02	PURCHASE	2011-08		7,545	12,114			-4,569	
575-NEWS CORP	2010-10	PURCHASE	2011-08		9,455	7,952			1,503	
25-APPLE INC	2008-03	PURCHASE	2011-08		9,449	3,563			5,886	
75-OCCIDENTAL PETROLEUM CORP	2011-04	PURCHASE	2011-08		6,348	7,618			-1,270	
500-NABORS INDUSTRIES LTD	2011-03	PURCHASE	2011-08		9,426	14,210			-4,784	
450-NABORS INDUSTRIES LTD	2011-02	PURCHASE	2011-08		8,483	11,976			-3,493	
75-OCCIDENTAL PETROLEUM CORP	2011-01	PURCHASE	2011-08		6,348	7,346			-998	
500-GAP INC/THE	2010-07	PURCHASE	2011-08		8,136	9,353			-1,217	
700-GAP INC/THE	2010-03	PURCHASE	2011-08		11,390	16,373			-4,983	
325-HESS CORP	2011-05	PURCHASE	2011-08		17,952	25,295			-7,343	
125-HESS CORP	2011-04	PURCHASE	2011-08		6,904	10,801			-3,897	
500-TESORO CORPORATION	2011-02	PURCHASE	2011-08		9,652	12,116			-2,464	
200-HESS CORP	2010-11	PURCHASE	2011-08		11,047	13,861			-2,814	
50-HESS CORP	2010-08	PURCHASE	2011-08		2,762	2,662			100	
150-BUNGE LTD	2010-06	PURCHASE	2011-08		8,877	7,327			1,550	
75-BUNGE LTD	2009-12	PURCHASE	2011-08		4,438	4,667			-229	
2400-OFFICE DEPOT INC	2009-12	PURCHASE	2011-08		6,048	16,317			-10,269	
1200-SPRINT NEXTEL CORP	2011-06	PURCHASE	2011-08		3,844	6,331			-2,487	
150-RELIANCE STEEL & ALUMINUM	2011-05	PURCHASE	2011-08		5,999	7,790			-1,791	
225-RELIANCE STEEL & ALUMINUM	2011-01	PURCHASE	2011-08		8,998	11,802			-2,804	
150-DEVON ENERGY CORPORATION	2010-12	PURCHASE	2011-08		10,520	11,541			-1,021	
743 494-BERNSTEIN INTER DURATION IN	2007-08	PURCHASE	2011-08		12,000	11,056			944	
150-RAYTHEON COMPANY	2011-03	PURCHASE	2011-08		6,308	7,692			-1,384	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
225-RAYTHEON COMPANY	2010-11	PURCHASE	2011-08		9,462	10,636			-1,174	
500-DELL INC	2010-10	PURCHASE	2011-08		7,580	6,748			832	
150-NETAPP INC	2011-05	PURCHASE	2011-08		6,861	8,187			-1,326	
250-HCA HOLDINGS INC	2011-05	PURCHASE	2011-08		5,963	8,616			-2,653	
250-HCA HOLDINGS INC	2011-03	PURCHASE	2011-08		5,963	8,510			-2,547	
125-OCCIDENTAL PETROLEUM CORP	2011-01	PURCHASE	2011-08		11,779	12,243			-464	
250-DIRECTV-CLASS A	2011-01	PURCHASE	2011-08		12,316	10,500			1,816	
400-LOWE'S COS INC	2010-12	PURCHASE	2011-08		8,155	10,137			-1,982	
75-GOODRICH CORP	2010-08	PURCHASE	2011-08		6,953	5,269			1,684	
100-MONSANTO CO	2010-08	PURCHASE	2011-08		7,068	5,524			1,544	
500-LOWE'S COS INC	2010-05	PURCHASE	2011-08		10,194	13,364			-3,170	
300-LOWE'S COS INC	2010-05	PURCHASE	2011-08		6,116	8,037			-1,921	
100-MONSANTO CO	2010-08	PURCHASE	2011-08		7,199	5,524			1,675	
800-SPRINT NEXTEL CORP	2011-04	PURCHASE	2011-07		3,357	3,783			-426	
800-SPRINT NEXTEL CORP	2011-04	PURCHASE	2011-07		3,357	3,783			-426	
500-SPRINT NEXTEL CORP	2011-03	PURCHASE	2011-07		2,098	2,510			-412	
125-COOPER INDUSTRIES PLC	2010-05	PURCHASE	2011-07		6,535	6,225			310	
75-COOPER INDUSTRIES PLC	2010-05	PURCHASE	2011-07		3,921	3,735			186	
125-COOPER INDUSTRIES PLC	2010-04	PURCHASE	2011-07		6,535	6,068			467	
75-COOPER INDUSTRIES PLC	2010-04	PURCHASE	2011-07		3,921	3,641			280	
250-NETAPP INC	2011-05	PURCHASE	2011-07		12,031	13,392			-1,361	
200-AT&T INC	2011-04	PURCHASE	2011-07		5,863	6,109			-246	
600-AT&T INC	2011-04	PURCHASE	2011-07		17,590	18,396			-806	
50-DEVON ENERGY CORPORATION	2010-12	PURCHASE	2011-07		4,027	3,847			180	
200-DEVON ENERGY CORPORATION	2010-08	PURCHASE	2011-07		16,108	12,783			3,325	
250-SOUTHWESTERN ENERGY	2010-12	PURCHASE	2011-07		12,096	8,912			3,184	
1000-DELL INC	2010-10	PURCHASE	2011-07		17,147	13,262			3,885	
500-AT&T INC	2011-03	PURCHASE	2011-07		15,151	13,999			1,152	
350-EXPRESS SCRIPTS INC	2010-10	PURCHASE	2011-07		19,412	16,845			2,567	
50-EXPRESS SCRIPTS INC	2010-05	PURCHASE	2011-07		2,773	2,502			271	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
125-GOODRICH CORP	2010-08	PURCHASE	2011-07		11,636	8,781			2,855	
2100-SPRINT NEXTEL CORP	2011-03	PURCHASE	2011-07		11,027	10,543			484	
400-AT&T INC	2011-03	PURCHASE	2011-07		12,034	11,199			835	
10-APPLE INC	2008-03	PURCHASE	2011-07		3,750	1,425			2,325	
15-APPLE INC	2008-03	PURCHASE	2011-07		5,625	1,840			3,785	
100-DEVON ENERGY CORPORATION	2010-08	PURCHASE	2011-07		7,995	6,392			1,603	
500-AT&T INC	2011-03	PURCHASE	2011-07		15,200	13,999			1,201	
325-ENSCO PLC- SPON ADR	2011-05	PURCHASE	2011-07		16,760	17,578			-818	
200-ENSCO PLC- SPON ADR	2010-06	PURCHASE	2011-07		10,314	7,105			3,209	
175-ENSCO PLC- SPON ADR	2010-05	PURCHASE	2011-07		9,025	7,599			1,426	
200-NEWS CORP	2010-06	PURCHASE	2011-07		3,228	2,587			641	
400-NEWS CORP	2010-06	PURCHASE	2011-07		6,457	5,174			1,283	
800-NEWS CORP	2010-06	PURCHASE	2011-07		12,913	10,939			1,974	
200-NEWS CORP	2009-06	PURCHASE	2011-07		3,228	1,818			1,410	
300-NEWS CORP	2009-02	PURCHASE	2011-07		4,842	1,846			2,996	
300-MOTOROLA SOLUTIONS INC	2011-03	PURCHASE	2011-07		13,562	12,288			1,274	
650-STEEL DYNAMICS INC	2011-01	PURCHASE	2011-07		10,681	12,282			-1,601	
300-INGERSOLL-RAND PLC	2009-11	PURCHASE	2011-07		13,817	10,374			3,443	
200-INGERSOLL-RAND PLC	2009-07	PURCHASE	2011-07		9,211	4,656			4,555	
350-MOTOROLA SOLUTIONS INC	2011-03	PURCHASE	2011-07		16,218	14,045			2,173	
600-SMITHFIELD FOODS INC	2009-06	PURCHASE	2011-06		13,236	7,680			5,556	
25-ACCENTURE PLC-CL A	2010-11	PURCHASE	2011-06		1,434	1,140			294	
125-ACCENTURE PLC-CL A	2010-10	PURCHASE	2011-06		7,169	5,648			1,521	
300-COOPER INDUSTRIES PLC	2010-04	PURCHASE	2011-06		17,560	14,564			2,996	
150-PARKER HANNIFIN CORP	2010-12	PURCHASE	2011-06		12,858	13,066			-208	
325-TIME WARNER CABLE	2009-04	PURCHASE	2011-06		24,170	9,067			15,103	
150-NEWFIELD EXPLORATION CO	2011-05	PURCHASE	2011-06		9,571	10,944			-1,373	
900-CONSTELLATION BRANDS INC-A	2009-07	PURCHASE	2011-06		18,953	12,067			6,886	
83-HUNTINGTON INGALLS INDUST-WI	2010-12	PURCHASE	2011-06		3,026	2,999			27	
33-HUNTINGTON INGALLS INDUST-WI	2010-10	PURCHASE	2011-06		1,203	1,123			80	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
67-HUNTINGTON INGALLS INDUST-WI	2010-09	PURCHASE	2011-06		2,443	2,213			230	
90-GOLDMAN SACHS GROUP INC	2010-09	PURCHASE	2011-06		12,058	13,610			-1,552	
17-HUNTINGTON INGALLS INDUST-WI	2009-09	PURCHASE	2011-06		620	449			171	
275-DTE ENERGY COMPANY	2011-03	PURCHASE	2011-06		13,627	13,023			604	
300-EMC CORP/MASS	2010-01	PURCHASE	2011-06		8,052	5,370			2,682	
375-TIME WARNER INC	2009-04	PURCHASE	2011-06		13,087	7,652			5,435	
155-DEVON ENERGY CORPORATION	2010-08	PURCHASE	2011-06		12,514	9,907			2,607	
100-DEVON ENERGY CORPORATION	2009-11	PURCHASE	2011-06		8,074	6,952			1,122	
45-DEVON ENERGY CORPORATION	2009-11	PURCHASE	2011-06		3,633	3,202			431	
175-NEWFIELD EXPLORATION CO	2010-10	PURCHASE	2011-06		12,578	10,234			2,344	
100-DOW CHEMICAL	2010-08	PURCHASE	2011-05		3,569	2,574			995	
400-DOW CHEMICAL	2010-06	PURCHASE	2011-05		14,278	10,420			3,858	
200-DOW CHEMICAL	2010-05	PURCHASE	2011-05		7,139	5,714			1,425	
150-SOUTHWESTERN ENERGY	2010-12	PURCHASE	2011-05		6,491	5,347			1,144	
125-AON CORP	2011-02	PURCHASE	2011-05		6,484	6,282			202	
225-CAMERON INTERNATIONAL CORP	2011-01	PURCHASE	2011-05		10,746	11,514			-768	
200-DELL INC	2010-10	PURCHASE	2011-05		3,161	2,652			509	
600-DELL INC	2010-10	PURCHASE	2011-05		9,484	7,794			1,690	
200-DELL INC	2010-09	PURCHASE	2011-05		3,161	2,455			706	
165-JPMORGAN CHASE & CO	2009-05	PURCHASE	2011-05		7,004	6,116			888	
800-COMMERCIAL METALS CO	2010-04	PURCHASE	2011-05		11,983	12,910			-927	
25-CAMERON INTERNATIONAL CORP	2011-01	PURCHASE	2011-05		1,188	1,279			-91	
150-CAMERON INTERNATIONAL CORP	2009-09	PURCHASE	2011-05		7,127	5,797			1,330	
450-WELLS FARGO & COMPANY	2011-03	PURCHASE	2011-05		12,861	14,120			-1,259	
400-ARCHER-DANIELS-MIDLAND CO	2011-02	PURCHASE	2011-05		12,598	14,846			-2,248	
100-DOW CHEMICAL	2011-01	PURCHASE	2011-05		3,714	3,562			152	
300-DOW CHEMICAL	2011-01	PURCHASE	2011-05		11,142	10,404			738	
100-DOW CHEMICAL	2011-01	PURCHASE	2011-05		3,714	3,477			237	
300-ARCHER-DANIELS-MIDLAND CO	2010-10	PURCHASE	2011-05		9,448	9,952			-504	
60-GOLDMAN SACHS GROUP INC	2010-08	PURCHASE	2011-05		8,419	8,699			-280	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
150-EDISON INTERNATIONAL	2011-03	PURCHASE	2011-05		5,946	5,629			317	
400-COMCAST CORP-CL A	2011-02	PURCHASE	2011-05		9,946	9,975			-29	
200-EDISON INTERNATIONAL	2010-12	PURCHASE	2011-05		7,928	7,547			381	
60-JPMORGAN CHASE & CO	2010-06	PURCHASE	2011-05		2,590	2,374			216	
150-COMCAST CORP-CL A	2010-03	PURCHASE	2011-05		3,730	2,699			1,031	
650-COMCAST CORP-CL A	2010-03	PURCHASE	2011-05		16,162	11,421			4,741	
400-JPMORGAN CHASE & CO	2009-12	PURCHASE	2011-05		17,269	16,776			493	
375-JPMORGAN CHASE & CO	2009-05	PURCHASE	2011-05		16,190	13,824			2,366	
350-JPMORGAN CHASE & CO	2009-04	PURCHASE	2011-05		15,111	11,933			3,178	
135-JPMORGAN CHASE & CO	2009-04	PURCHASE	2011-05		5,828	4,352			1,476	
110-JPMORGAN CHASE & CO	2009-04	PURCHASE	2011-05		4,749	3,546			1,203	
200-LIMITED BRANDS INC	2010-11	PURCHASE	2011-05		8,385	6,612			1,773	
200-JOHNSON & JOHNSON	2010-06	PURCHASE	2011-05		13,249	11,901			1,348	
275-GILEAD SCIENCES INC	2010-02	PURCHASE	2011-05		11,342	12,715			-1,373	
165-JPMORGAN CHASE & CO	2009-04	PURCHASE	2011-05		7,117	5,320			1,797	
400-MORGAN STANLEY	2010-10	PURCHASE	2011-05		9,789	9,947			-158	
15-GOLDMAN SACHS GROUP INC	2010-08	PURCHASE	2011-05		2,129	2,175			-46	
100-GOLDMAN SACHS GROUP INC	2010-08	PURCHASE	2011-05		14,193	15,355			-1,162	
500-MORGAN STANLEY	2009-09	PURCHASE	2011-05		12,237	13,714			-1,477	
25-ALLERGAN INC	2011-01	PURCHASE	2011-05		2,035	1,767			268	
75-ALLERGAN INC	2010-11	PURCHASE	2011-05		6,104	5,161			943	
400-LOWE'S COS INC	2010-05	PURCHASE	2011-05		10,280	10,691			-411	
150-CAMERON INTERNATIONAL CORP	2009-09	PURCHASE	2011-05		7,216	5,797			1,419	
50-CAMERON INTERNATIONAL CORP	2008-04	PURCHASE	2011-05		2,405	2,384			21	
225-JUNIPER NETWORKS INC	2011-01	PURCHASE	2011-05		8,477	7,898			579	
154-WELLS FARGO & COMPANY	2010-04	PURCHASE	2011-05		4,294	5,016			-722	
346-WELLS FARGO & COMPANY	2010-04	PURCHASE	2011-05		9,649	11,262			-1,613	
350-EDISON INTERNATIONAL	2010-12	PURCHASE	2011-05		13,689	13,371			318	
25-LEAR CORP	2010-11	PURCHASE	2011-05		1,268	1,111			157	
50-LEAR CORP	2010-11	PURCHASE	2011-05		2,536	2,222			314	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
300-LEAR CORP	2010-06	PURCHASE	2011-05		15,214	10,518			4,696	
500-TE CONNECTIVITY LTD	2009-11	PURCHASE	2011-05		18,033	12,260			5,773	
192-TIME WARNER INC	2009-04	PURCHASE	2011-04		7,265	3,918			3,347	
133-TIME WARNER INC	2009-03	PURCHASE	2011-04		5,033	2,212			2,821	
600-DELL INC	2010-09	PURCHASE	2011-04		9,509	7,364			2,145	
900-DELL INC	2010-08	PURCHASE	2011-04		14,263	10,900			3,363	
125-WELLS FARGO & COMPANY	2010-08	PURCHASE	2011-04		3,659	3,220			439	
60-WELLS FARGO & COMPANY	2010-04	PURCHASE	2011-04		1,756	1,954			-198	
474-WELLS FARGO & COMPANY	2010-04	PURCHASE	2011-04		13,876	15,428			-1,552	
300-WELLS FARGO & COMPANY	2010-01	PURCHASE	2011-04		8,782	8,326			456	
300-DELL INC	2009-11	PURCHASE	2011-04		4,754	4,408			346	
150-DIRECTV-CLASS A	2010-04	PURCHASE	2011-04		7,071	5,452			1,619	
50-GOLDMAN SACHS GROUP INC	2010-01	PURCHASE	2011-04		7,586	7,478			108	
35-GOLDMAN SACHS GROUP INC	2010-01	PURCHASE	2011-04		5,310	5,499			-189	
200-TEVA PHARMACEUTICAL-SP ADR	2011-03	PURCHASE	2011-04		9,195	9,909			-714	
210-KOHLS CORP	2010-10	PURCHASE	2011-04		10,920	10,999			-79	
165-KOHLS CORP	2010-09	PURCHASE	2011-04		8,580	8,254			326	
400-GARMIN LTD	2010-01	PURCHASE	2011-04		13,646	13,412			234	
500-TEVA PHARMACEUTICAL-SP ADR	2008-07	PURCHASE	2011-04		22,987	22,877			110	
100-TEVA PHARMACEUTICAL-SP ADR	2008-06	PURCHASE	2011-04		4,597	4,478			119	
125-AON CORP	2011-02	PURCHASE	2011-04		6,518	6,282			236	
300-AON CORP	2011-02	PURCHASE	2011-04		15,642	14,995			647	
400-NEWS CORP	2009-02	PURCHASE	2011-04		6,921	2,461			4,460	
326-WELLS FARGO & COMPANY	2010-01	PURCHASE	2011-04		9,700	8,967			733	
50-ROVI CORP	2011-02	PURCHASE	2011-04		2,460	3,135			-675	
150-ROVI CORP	2011-01	PURCHASE	2011-04		7,381	10,266			-2,885	
25-ROVI CORP	2010-12	PURCHASE	2011-04		1,230	1,418			-188	
200-DIRECTV-CLASS A	2010-04	PURCHASE	2011-04		9,171	7,270			1,901	
350-AON CORP	2011-01	PURCHASE	2011-04		18,237	16,163			2,074	
50-AON CORP	2011-01	PURCHASE	2011-04		2,605	2,309			296	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
25-APPLE INC	2008-03	PURCHASE	2011-04		8,322	3,067			5,255	
200-EATON CORP	2010-11	PURCHASE	2011-04		10,506	9,786			720	
200-LIMITED BRANDS INC	2010-11	PURCHASE	2011-04		7,554	6,612			942	
50-EATON CORP	2010-11	PURCHASE	2011-04		2,627	2,403			224	
225-HONEYWELL INTERNATIONAL INC	2011-01	PURCHASE	2011-04		12,936	12,491			445	
150-CARNIVAL CORP	2011-03	PURCHASE	2011-04		5,603	5,829			-226	
450-BB&T CORP	2009-09	PURCHASE	2011-04		12,263	12,526			-263	
250-BB&T CORP	2009-09	PURCHASE	2011-04		6,813	6,657			156	
175-HONEYWELL INTERNATIONAL INC	2011-01	PURCHASE	2011-04		10,273	9,716			557	
75-HONEYWELL INTERNATIONAL INC	2010-12	PURCHASE	2011-04		4,403	3,889			514	
150-MCKESSON CORP	2011-02	PURCHASE	2011-04		11,847	11,983			-136	
250-CARNIVAL CORP	2010-12	PURCHASE	2011-04		9,709	10,659			-950	
150-CARNIVAL CORP	2010-10	PURCHASE	2011-04		5,826	6,429			-603	
150-CARNIVAL CORP	2010-10	PURCHASE	2011-04		5,826	6,429			-603	
150-CARNIVAL CORP	2010-10	PURCHASE	2011-04		5,826	5,890			-64	
150-KOHLS CORP	2010-07	PURCHASE	2011-04		8,151	7,204			947	
225-SUNCOR ENERGY INC	2010-01	PURCHASE	2011-04		10,061	8,495			1,566	
50-KOHLS CORP	2009-05	PURCHASE	2011-04		2,717	2,099			618	
240-JPMORGAN CHASE & CO	2009-12	PURCHASE	2011-04		11,121	10,018			1,103	
300-INTEL CORP	2009-11	PURCHASE	2011-04		5,925	5,812			113	
350-CISCO SYSTEMS INC	2010-10	PURCHASE	2011-04		5,965	7,682			-1,717	
475-COMERICA INC	2010-05	PURCHASE	2011-04		17,741	19,810			-2,069	
375-ALCOA INC	2010-11	PURCHASE	2011-04		6,556	5,233			1,323	
800-SMITHFIELD FOODS INC	2009-06	PURCHASE	2011-03		19,354	10,240			9,114	
35-KOHLS CORP	2010-09	PURCHASE	2011-03		1,853	1,751			102	
140-KOHLS CORP	2010-09	PURCHASE	2011-03		7,413	6,889			524	
250-BB&T CORP	2009-09	PURCHASE	2011-03		6,933	6,657			276	
225-KOHLS CORP	2009-05	PURCHASE	2011-03		11,913	9,445			2,468	
275-CAPITAL ONE FINANCIAL CORP	2010-08	PURCHASE	2011-03		14,154	10,506			3,648	
150-EMERSON ELECTRIC CO	2011-02	PURCHASE	2011-03		8,625	9,230			-605	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
250-EMERSON ELECTRIC CO	2011-02	PURCHASE	2011-03		14,375	15,238			-863	
400-EMERSON ELECTRIC CO	2011-02	PURCHASE	2011-03		23,000	23,933			-933	
150-SCHLUMBERGER LTD	2007-12	PURCHASE	2011-03		13,621	14,630			-1,009	
85-KOHLS CORP	2010-09	PURCHASE	2011-03		4,473	4,182			291	
265-KOHLS CORP	2010-08	PURCHASE	2011-03		13,944	12,555			1,389	
75-OCCIDENTAL PETROLEUM CORP	2010-07	PURCHASE	2011-03		7,485	6,087			1,398	
100-DELTA AIR LINES INC	2010-11	PURCHASE	2011-03		994	1,376			-382	
100-DELTA AIR LINES INC	2010-11	PURCHASE	2011-03		994	1,376			-382	
600-DELTA AIR LINES INC	2010-11	PURCHASE	2011-03		5,966	8,652			-2,686	
25-ENSCO PLC- SPON ADR	2010-05	PURCHASE	2011-03		1,421	1,086			335	
50-ALCON INC	2010-05	PURCHASE	2011-03		8,215	7,537			678	
250-ENSCO PLC- SPON ADR	2010-04	PURCHASE	2011-03		14,212	12,075			2,137	
400-DELTA AIR LINES INC	2010-03	PURCHASE	2011-03		3,977	5,775			-1,798	
200-NEWFIELD EXPLORATION CO	2010-02	PURCHASE	2011-03		14,731	10,108			4,623	
50-ENSCO PLC- SPON ADR	2010-02	PURCHASE	2011-03		2,842	2,014			828	
45-ALCON INC	2010-02	PURCHASE	2011-03		7,393	7,037			356	
14-CME GROUP INC	2010-11	PURCHASE	2011-03		4,004	4,066			-62	
21-CME GROUP INC	2010-11	PURCHASE	2011-03		6,006	6,098			-92	
25-CME GROUP INC	2010-08	PURCHASE	2011-03		7,150	6,368			782	
75-COSTCO WHOLESALE CORP	2009-03	PURCHASE	2011-03		5,285	3,432			1,853	
50-CISCO SYSTEMS INC	2010-10	PURCHASE	2011-03		850	1,097			-247	
400-CISCO SYSTEMS INC	2010-10	PURCHASE	2011-03		6,800	8,667			-1,867	
400-CISCO SYSTEMS INC	2010-07	PURCHASE	2011-03		6,800	9,135			-2,335	
350-CISCO SYSTEMS INC	2010-04	PURCHASE	2011-03		5,950	9,542			-3,592	
200-INTEL CORP	2009-11	PURCHASE	2011-03		3,981	3,875			106	
125-INTEL CORP	2009-09	PURCHASE	2011-03		2,488	2,472			16	
600-VODAFONE GROUP PLC-SP ADR	2010-10	PURCHASE	2011-03		16,169	15,230			939	
100-NEWFIELD EXPLORATION CO	2010-02	PURCHASE	2011-03		6,891	5,054			1,837	
75-GOLDMAN SACHS GROUP INC	2010-01	PURCHASE	2011-03		11,640	11,785			-145	
350-VODAFONE GROUP PLC-SP ADR	2009-05	PURCHASE	2011-03		9,432	6,746			2,686	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
100-COSTCO WHOLESALE CORP	2009-03	PURCHASE	2011-03		6,996	4,576			2,420	
150-GOODRICH CORP	2010-04	PURCHASE	2011-03		12,401	10,646			1,755	
375-INTEL CORP	2009-09	PURCHASE	2011-03		7,820	7,417			403	
100-INTEL CORP	2009-07	PURCHASE	2011-03		2,085	1,866			219	
25-KOHLS CORP	2009-05	PURCHASE	2011-03		1,372	1,049			323	
150-KOHLS CORP	2009-05	PURCHASE	2011-03		8,234	6,596			1,638	
100-OCCIDENTAL PETROLEUM CORP	2010-07	PURCHASE	2011-03		10,153	8,116			2,037	
150-JPMORGAN CHASE & CO	2009-04	PURCHASE	2011-03		6,995	4,836			2,159	
75-CAPITAL ONE FINANCIAL CORP	2010-08	PURCHASE	2011-03		3,692	2,865			827	
150-CAPITAL ONE FINANCIAL CORP	2010-05	PURCHASE	2011-03		7,385	6,759			626	
150-ENSCO PLC- SPON ADR	2010-02	PURCHASE	2011-03		8,472	6,042			2,430	
150-ENSCO PLC- SPON ADR	2009-12	PURCHASE	2011-03		8,472	6,167			2,305	
700-FORD MOTOR CO	2010-05	PURCHASE	2011-03		10,120	8,540			1,580	
700-FORD MOTOR CO	2010-04	PURCHASE	2011-03		10,120	9,195			925	
900-FORD MOTOR CO	2010-04	PURCHASE	2011-03		13,011	12,467			544	
45-ALCON INC	2010-02	PURCHASE	2011-03		7,469	7,037			432	
300-FORD MOTOR CO	2010-02	PURCHASE	2011-03		4,337	3,460			877	
50-PARKER HANNIFIN CORP	2010-12	PURCHASE	2011-03		4,454	4,355			99	
100-PARKER HANNIFIN CORP	2010-09	PURCHASE	2011-03		8,908	6,184			2,724	
800-DELTA AIR LINES INC	2010-03	PURCHASE	2011-03		8,264	11,551			-3,287	
400-VODAFONE GROUP PLC-SP ADR	2009-05	PURCHASE	2011-03		11,815	7,709			4,106	
850-VODAFONE GROUP PLC-SP ADR	2009-05	PURCHASE	2011-03		25,108	16,003			9,105	
20-CME GROUP INC	2008-10	PURCHASE	2011-03		6,184	7,417			-1,233	
100-SCHLUMBERGER LTD	2007-10	PURCHASE	2011-03		9,249	9,724			-475	
50-PARKER HANNIFIN CORP	2010-09	PURCHASE	2011-03		4,444	3,092			1,352	
225-PARKER HANNIFIN CORP	2010-08	PURCHASE	2011-03		19,997	14,346			5,651	
40-CME GROUP INC	2008-10	PURCHASE	2011-02		12,468	14,835			-2,367	
125-EATON CORP	2010-11	PURCHASE	2011-02		13,099	12,017			1,082	
125-EATON CORP	2010-11	PURCHASE	2011-02		13,099	12,017			1,082	
200-VERTEX PHARMACEUTICALS INC	2010-10	PURCHASE	2011-02		8,783	6,984			1,799	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
200-VERTEX PHARMACEUTICALS INC	2010-05	PURCHASE	2011-02		8,783	7,438			1,345	
125-SUNCOR ENERGY INC	2009-10	PURCHASE	2011-02		5,875	4,874			1,001	
100-MCKESSON CORP	2011-02	PURCHASE	2011-02		8,064	7,989			75	
250-NABORS INDUSTRIES LTD	2011-02	PURCHASE	2011-02		7,040	6,653			387	
300-TESORO CORPORATION	2011-02	PURCHASE	2011-02		7,245	7,270			-25	
100-BORGWARNER INC	2011-02	PURCHASE	2011-02		8,023	7,929			94	
200-RIVERBED TECHNOLOGY INC	2011-02	PURCHASE	2011-02		8,282	8,076			206	
150-QUALCOMM INC	2011-01	PURCHASE	2011-02		8,882	8,148			734	
40-NETFLIX INC	2011-01	PURCHASE	2011-02		9,426	7,344			2,082	
300-JUNIPER NETWORKS INC	2011-01	PURCHASE	2011-02		13,200	10,531			2,669	
125-ROCKWELL AUTOMATION INC	2011-01	PURCHASE	2011-02		11,173	9,344			1,829	
1100-KROGER CO	2011-01	PURCHASE	2011-02		25,410	23,602			1,808	
125-RELIANCE STEEL & ALUMINUM	2011-01	PURCHASE	2011-02		7,298	6,556			742	
350-STEEL DYNAMICS INC	2011-01	PURCHASE	2011-02		7,074	6,613			461	
700-DOW CHEMICAL	2011-01	PURCHASE	2011-02		26,978	24,337			2,641	
100-STANLEY BLACK & DECKER INC	2010-12	PURCHASE	2011-02		7,609	6,723			886	
15-POTASH CORP OF SASKATCHEWAN	2010-12	PURCHASE	2011-02		2,700	2,093			607	
250-INTUIT INC	2010-12	PURCHASE	2011-02		13,528	12,188			1,340	
55-POTASH CORP OF SASKATCHEWAN	2010-12	PURCHASE	2011-02		9,900	7,669			2,231	
300-ROVI CORP	2010-12	PURCHASE	2011-02		17,355	17,012			343	
300-VIACOM INC-CLASS B	2010-12	PURCHASE	2011-02		13,650	11,826			1,824	
125-HONEYWELL INTERNATIONAL INC	2010-12	PURCHASE	2011-02		7,249	6,482			767	
400-LOWE'S COS INC	2010-12	PURCHASE	2011-02		10,520	10,137			383	
200-SOUTHWESTERN ENERGY	2010-12	PURCHASE	2011-02		7,290	7,130			160	
200-EDISON INTERNATIONAL	2010-12	PURCHASE	2011-02		7,336	7,641			-305	
100-LIMITED BRANDS INC	2010-11	PURCHASE	2011-02		3,350	3,306			44	
125-EATON CORP	2010-11	PURCHASE	2011-02		13,865	12,017			1,848	
75-RAYTHEON COMPANY	2010-11	PURCHASE	2011-02		3,912	3,545			367	
300-ALLERGAN INC	2010-11	PURCHASE	2011-02		22,506	20,646			1,860	
200-GENERAL MOTORS CO	2010-11	PURCHASE	2011-02		7,302	6,800			502	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
50-FLOWSERVE CORPORATION	2010-11	PURCHASE	2011-02		6,517	5,321			1,196	
600-ALCOA INC	2010-11	PURCHASE	2011-02		10,368	8,373			1,995	
500-LIMITED BRANDS INC	2010-11	PURCHASE	2011-02		16,750	14,824			1,926	
600-MARVELL TECHNOLOGY GROUP LT	2010-10	PURCHASE	2011-02		11,340	11,450			-110	
150-FLOWSERVE CORPORATION	2010-10	PURCHASE	2011-02		19,550	17,418			2,132	
100-DEERE & CO	2010-10	PURCHASE	2011-02		9,500	7,700			1,800	
100-ARCHER-DANIELS-MIDLAND CO	2010-10	PURCHASE	2011-02		3,765	3,317			448	
300-CARNIVAL CORP	2010-10	PURCHASE	2011-02		13,710	11,780			1,930	
200-ARCHER-DANIELS-MIDLAND CO	2010-10	PURCHASE	2011-02		7,530	6,663			867	
300-ACCENTURE PLC-CL A	2010-10	PURCHASE	2011-02		16,083	13,555			2,528	
550-ALTRIA GROUP INC	2010-09	PURCHASE	2011-02		13,635	13,230			405	
150-STARBUCKS CORP	2010-09	PURCHASE	2011-02		5,102	3,825			1,277	
200-ORACLE CORP	2010-09	PURCHASE	2011-02		6,738	5,407			1,331	
350-ORACLE CORP	2010-09	PURCHASE	2011-02		11,792	9,398			2,394	
150-CITRIX SYSTEMS INC	2010-09	PURCHASE	2011-02		10,895	10,306			589	
650-ORACLE CORP	2010-09	PURCHASE	2011-02		21,899	17,779			4,120	
350-CENTURYLINK INC	2010-09	PURCHASE	2011-02		14,431	13,725			706	
175-HONEYWELL INTERNATIONAL INC	2010-09	PURCHASE	2011-02		10,148	7,395			2,753	
650-STARBUCKS CORP	2010-09	PURCHASE	2011-02		22,107	16,229			5,878	
600-GANNETT CO	2010-09	PURCHASE	2011-02		10,188	7,969			2,219	
110-KOHLS CORP	2010-08	PURCHASE	2011-02		5,876	5,211			665	
25-MONSANTO CO	2010-08	PURCHASE	2011-02		1,810	1,381			429	
250-HESS CORP	2010-08	PURCHASE	2011-02		21,250	13,311			7,939	
75-EOG RESOURCES INC	2010-08	PURCHASE	2011-02		8,167	7,078			1,089	
400-UNITED PARCEL SERVICE-CL B	2010-08	PURCHASE	2011-02		30,588	25,834			4,754	
275-PARKER HANNIFIN CORP	2010-08	PURCHASE	2011-02		25,267	17,211			8,056	
325-MONSANTO CO	2010-08	PURCHASE	2011-02		23,527	19,636			3,891	
125-TRAVELERS COS INC/THE	2010-08	PURCHASE	2011-02		7,615	6,313			1,302	
550-KIMBERLY-CLARK CORP	2010-08	PURCHASE	2011-02		36,113	35,716			397	
50-GOLDMAN SACHS GROUP INC	2010-07	PURCHASE	2011-02		8,402	7,637			765	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
225-HESS CORP	2010-07	PURCHASE	2011-02		19,125	11,870			7,255	
125-GOLDMAN SACHS GROUP INC	2010-07	PURCHASE	2011-02		21,005	18,471			2,534	
700-FIFTH THIRD BANCORP	2010-07	PURCHASE	2011-02		10,514	8,638			1,876	
125-GOLDMAN SACHS GROUP INC	2010-07	PURCHASE	2011-02		21,005	18,760			2,245	
25-AMAZON COM INC	2010-07	PURCHASE	2011-02		4,663	3,070			1,593	
25-OCCIDENTAL PETROLEUM CORP	2010-07	PURCHASE	2011-02		2,684	2,029			655	
1800-FIFTH THIRD BANCORP	2010-06	PURCHASE	2011-02		27,036	23,949			3,087	
125-HONEYWELL INTERNATIONAL INC	2010-06	PURCHASE	2011-02		7,249	5,169			2,080	
700-JOHNSON & JOHNSON	2010-06	PURCHASE	2011-02		42,777	41,655			1,122	
1100-NEWS CORP	2010-06	PURCHASE	2011-02		19,481	15,041			4,440	
100-OCCIDENTAL PETROLEUM CORP	2010-06	PURCHASE	2011-02		10,737	8,253			2,484	
370-HEWLETT-PACKARD CO	2010-05	PURCHASE	2011-02		18,008	17,113			895	
400-ASTRAZENECA PLC-SPONS ADR	2010-05	PURCHASE	2011-02		19,752	16,815			2,937	
300-MARATHON OIL CORP	2010-05	PURCHASE	2011-02		14,853	9,709			5,144	
150-VERTEX PHARMACEUTICALS INC	2010-05	PURCHASE	2011-02		5,874	5,579			295	
500-DOW CHEMICAL	2010-05	PURCHASE	2011-02		19,270	14,284			4,986	
25-THE WALT DISNEY CO	2010-05	PURCHASE	2011-02		1,089	882			207	
175-COMERICA INC	2010-05	PURCHASE	2011-02		6,939	7,298			-359	
250-CAPITAL ONE FINANCIAL CORP	2010-05	PURCHASE	2011-02		13,173	11,266			1,907	
150-EOG RESOURCES INC	2010-05	PURCHASE	2011-02		16,334	16,413			-79	
300-EXPRESS SCRIPTS INC	2010-05	PURCHASE	2011-02		17,031	15,010			2,021	
400-DIRECTV-CLASS A	2010-04	PURCHASE	2011-02		17,720	14,539			3,181	
600-FORD MOTOR CO	2010-04	PURCHASE	2011-02		9,462	8,673			789	
400-COMMERCIAL METALS CO	2010-04	PURCHASE	2011-02		6,992	6,455			537	
50-COOPER INDUSTRIES PLC	2010-04	PURCHASE	2011-02		3,287	2,427			860	
200-WELLS FARGO & COMPANY	2010-04	PURCHASE	2011-02		6,528	6,514			14	
400-LOWE'S COS INC	2010-04	PURCHASE	2011-02		10,520	10,524			-4	
300-LOWE'S COS INC	2010-04	PURCHASE	2011-02		7,890	7,893			-3	
200-GILEAD SCIENCES INC	2010-04	PURCHASE	2011-02		7,860	9,279			-1,419	
25-GOODRICH CORP	2010-04	PURCHASE	2011-02		2,283	1,774			509	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
150-GOODRICH CORP	2010-04	PURCHASE	2011-02		13,697	10,540			3,157	
200-DELTA AIR LINES INC	2010-03	PURCHASE	2011-02		2,300	2,888			-588	
1400-DELTA AIR LINES INC	2010-03	PURCHASE	2011-02		16,100	17,668			-1,568	
400-GAP INC/THE	2010-03	PURCHASE	2011-02		9,220	8,908			312	
450-COMCAST CORP-CL A	2010-03	PURCHASE	2011-02		11,552	7,907			3,645	
1000-COMCAST CORP-CL A	2010-03	PURCHASE	2011-02		25,670	17,377			8,293	
200-GAP INC/THE	2010-03	PURCHASE	2011-02		4,610	4,295			315	
175-NEWFIELD EXPLORATION CO	2010-02	PURCHASE	2011-02		11,993	8,844			3,149	
75-RAYTHEON COMPANY	2010-02	PURCHASE	2011-02		3,912	4,233			-321	
650-GENERAL ELECTRIC CO	2010-02	PURCHASE	2011-02		13,936	10,343			3,593	
110-ALCON INC	2010-02	PURCHASE	2011-02		18,194	17,203			991	
200-GILEAD SCIENCES INC	2010-02	PURCHASE	2011-02		7,860	9,247			-1,387	
600-DOW CHEMICAL	2010-02	PURCHASE	2011-02		23,124	15,808			7,316	
450-FORD MOTOR CO	2010-02	PURCHASE	2011-02		7,097	5,190			1,907	
25-FORD MOTOR CO	2010-02	PURCHASE	2011-02		394	288			106	
75-NOBLE ENERGY INC	2010-02	PURCHASE	2011-02		6,665	5,757			908	
150-NOBLE ENERGY INC	2010-02	PURCHASE	2011-02		13,331	11,312			2,019	
125-NOBLE ENERGY INC	2010-01	PURCHASE	2011-02		11,109	9,335			1,774	
10-GOLDMAN SACHS GROUP INC	2010-01	PURCHASE	2011-02		1,680	1,571			109	
55-GOLDMAN SACHS GROUP INC	2010-01	PURCHASE	2011-02		9,242	8,642			600	
374-WELLS FARGO & COMPANY	2010-01	PURCHASE	2011-02		12,207	10,288			1,919	
25-GOLDMAN SACHS GROUP INC	2010-01	PURCHASE	2011-02		4,201	3,918			283	
40-ALCON INC	2010-01	PURCHASE	2011-02		6,616	6,187			429	
400-ROYAL CARIBBEAN CRUISES LTD	2010-01	PURCHASE	2011-02		18,864	10,731			8,133	
400-WELLS FARGO & COMPANY	2010-01	PURCHASE	2011-02		13,056	11,225			1,831	
450-GARMIN LTD	2010-01	PURCHASE	2011-02		14,859	14,269			590	
600-GENERAL ELECTRIC CO	2010-01	PURCHASE	2011-02		12,864	9,328			3,536	
75-ENSCO PLC- SPON ADR	2009-12	PURCHASE	2011-02		3,997	3,083			914	
350-BUNGE LTD	2009-12	PURCHASE	2011-02		25,984	21,779			4,205	
600-WELLS FARGO & COMPANY	2009-12	PURCHASE	2011-02		19,584	15,593			3,991	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
900-WELLS FARGO & COMPANY	2009-12	PURCHASE	2011-02		29,376	22,500			6,876	
710-JPMORGAN CHASE & CO	2009-12	PURCHASE	2011-02		34,080	29,637			4,443	
200-OFFICE DEPOT INC	2009-12	PURCHASE	2011-02		1,094	1,360			-266	
300-WELLS FARGO & COMPANY	2009-12	PURCHASE	2011-02		9,792	8,223			1,569	
226-WELLS FARGO & COMPANY	2009-11	PURCHASE	2011-02		7,377	6,259			1,118	
800-DELL INC	2009-11	PURCHASE	2011-02		12,344	11,755			589	
100-DEVON ENERGY CORPORATION	2009-11	PURCHASE	2011-02		8,820	7,114			1,706	
675-FORD MOTOR CO	2009-11	PURCHASE	2011-02		10,645	5,643			5,002	
650-BROADCOM CORP-CL A	2009-11	PURCHASE	2011-02		27,391	18,242			9,149	
125-VERTEX PHARMACEUTICALS INC	2009-11	PURCHASE	2011-02		4,895	5,050			-155	
375-GARMIN LTD	2009-11	PURCHASE	2011-02		12,383	10,579			1,804	
700-GENERAL ELECTRIC CO	2009-11	PURCHASE	2011-02		15,008	10,728			4,280	
250-CONOCOPHILLIPS	2009-11	PURCHASE	2011-02		19,155	12,979			6,176	
350-SUNCOR ENERGY INC	2009-10	PURCHASE	2011-02		15,715	13,646			2,069	
250-COOPER INDUSTRIES PLC	2009-10	PURCHASE	2011-02		16,433	9,467			6,966	
150-COOPER INDUSTRIES PLC	2009-10	PURCHASE	2011-02		9,860	5,596			4,264	
400-CISCO SYSTEMS INC	2009-09	PURCHASE	2011-02		7,540	9,496			-1,956	
500-CORNING INC	2009-09	PURCHASE	2011-02		11,615	7,638			3,977	
3000-OFFICE DEPOT INC	2009-09	PURCHASE	2011-02		16,410	18,477			-2,067	
400-CISCO SYSTEMS INC	2009-09	PURCHASE	2011-02		7,540	9,356			-1,816	
350-BB&T CORP	2009-09	PURCHASE	2011-02		9,944	9,319			625	
50-NORTHROP GRUMMAN CORP	2009-09	PURCHASE	2011-02		3,456	2,420			1,036	
100-OCCIDENTAL PETROLEUM CORP	2009-08	PURCHASE	2011-02		10,737	7,259			3,478	
250-TYCO ELECTRONICS LTD	2009-08	PURCHASE	2011-02		9,430	5,876			3,554	
1000-DELL INC	2009-08	PURCHASE	2011-02		15,430	13,859			1,571	
250-NORTHROP GRUMMAN CORP	2009-08	PURCHASE	2011-02		17,278	11,657			5,621	
400-JOHNSON CONTROLS INC	2009-08	PURCHASE	2011-02		16,960	10,789			6,171	
1100-EMC CORP/MASS	2009-07	PURCHASE	2011-02		29,898	16,664			13,234	
600-INGERSOLL-RAND PLC	2009-07	PURCHASE	2011-02		28,260	13,642			14,618	
300-INTEL CORP	2009-07	PURCHASE	2011-02		6,642	5,597			1,045	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
300-DEVON ENERGY CORPORATION	2009-07	PURCHASE	2011-02		26,460	15,758			10,702	
15-NVR INC	2009-07	PURCHASE	2011-02		11,317	7,368			3,949	
200-NORTHROP GRUMMAN CORP	2009-06	PURCHASE	2011-02		13,822	9,253			4,569	
125-DANAHER CORP	2009-06	PURCHASE	2011-02		6,474	3,761			2,713	
400-JPMORGAN CHASE & CO	2009-06	PURCHASE	2011-02		19,200	13,995			5,205	
350-DANAHER CORP	2009-06	PURCHASE	2011-02		18,127	11,075			7,052	
150-INGERSOLL-RAND PLC	2009-06	PURCHASE	2011-02		7,065	2,859			4,206	
450-JPMORGAN CHASE & CO	2009-05	PURCHASE	2011-02		21,600	16,330			5,270	
125-ENSCO PLC- SPON ADR	2009-05	PURCHASE	2011-02		6,661	4,149			2,512	
100-AMAZON COM INC	2009-05	PURCHASE	2011-02		18,650	7,500			11,150	
175-DANAHER CORP	2009-05	PURCHASE	2011-02		9,063	5,123			3,940	
50-KOHLS CORP	2009-05	PURCHASE	2011-02		2,671	2,199			472	
91-JPMORGAN CHASE & CO	2009-04	PURCHASE	2011-02		4,368	2,934			1,434	
439-TIME WARNER CABLE	2009-04	PURCHASE	2011-02		31,560	12,248			19,312	
895-JPMORGAN CHASE & CO	2009-04	PURCHASE	2011-02		42,960	24,990			17,970	
125-COSTCO WHOLESALE CORP	2009-03	PURCHASE	2011-02		9,429	5,720			3,709	
250-GILEAD SCIENCES INC	2009-03	PURCHASE	2011-02		9,825	11,533			-1,708	
775-THE WALT DISNEY CO	2009-03	PURCHASE	2011-02		33,759	14,006			19,753	
91-TIME WARNER CABLE	2009-03	PURCHASE	2011-02		6,542	2,311			4,231	
233-TIME WARNER INC	2009-03	PURCHASE	2011-02		8,896	3,876			5,020	
1700-NEWS CORP	2009-02	PURCHASE	2011-02		30,107	10,461			19,646	
350-KOHLS CORP	2009-01	PURCHASE	2011-02		18,697	13,615			5,082	
75-TIME WARNER CABLE	2009-01	PURCHASE	2011-02		5,392	2,215			3,177	
242-TIME WARNER INC	2009-01	PURCHASE	2011-02		9,240	4,707			4,533	
20-TIME WARNER CABLE	2009-01	PURCHASE	2011-02		1,438	648			790	
75-COSTCO WHOLESALE CORP	2008-12	PURCHASE	2011-02		5,657	4,008			1,649	
5-CME GROUP INC	2008-10	PURCHASE	2011-02		1,514	1,854			-340	
614-JPMORGAN CHASE & CO	2008-09	PURCHASE	2011-02		29,472	24,867			4,605	
140-JPMORGAN CHASE & CO	2008-09	PURCHASE	2011-02		6,720	5,670			1,050	
700-MORGAN STANLEY	2008-07	PURCHASE	2011-02		21,693	26,535			-4,842	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
200-TOTAL SA-SPON ADR	2008-07	PURCHASE	2011-02		11,948	15,986			-4,038	
300-TEVA PHARMACEUTICAL-SP ADR	2008-06	PURCHASE	2011-02		15,567	13,434			2,133	
30-CME GROUP INC	2008-05	PURCHASE	2011-02		9,085	14,463			-5,378	
35-HEWLETT-PACKARD CO	2008-04	PURCHASE	2011-02		1,703	1,652			51	
250-CAMERON INTERNATIONAL CORP	2008-04	PURCHASE	2011-02		14,795	11,918			2,877	
80-HEWLETT-PACKARD CO	2008-04	PURCHASE	2011-02		3,894	3,722			172	
75-TEVA PHARMACEUTICAL-SP ADR	2008-03	PURCHASE	2011-02		3,892	3,376			516	
160-APPLE INC	2008-03	PURCHASE	2011-02		56,090	19,628			36,462	
150-CELGENE CORP	2008-03	PURCHASE	2011-02		8,027	8,448			-421	
130-APPLE INC	2008-02	PURCHASE	2011-02		45,573	16,105			29,468	
200-SCHLUMBERGER LTD	2007-10	PURCHASE	2011-02		19,008	19,448			-440	
200-TRAVELERS COS INC/THE	2007-10	PURCHASE	2011-02		12,184	10,416			1,768	
200-TRAVELERS COS INC/THE	2007-10	PURCHASE	2011-02		12,184	10,668			1,516	
103416 079-BERNSTEIN INTER DURATION	2007-08	PURCHASE	2011-02		1,614,325	1,537,797			76,528	
21745 902-ALLIANCEBERNSTEIN GLOBAL R	2007-08	PURCHASE	2011-02		198,975	352,936			-153,961	
7123 497-BERNSTEIN EMERGING MARKETS	2007-08	PURCHASE	2011-02		230,750	315,736			-84,986	
57591 768-BERNSTEIN INTERNATIONAL PO	2007-08	PURCHASE	2011-02		944,505	1,560,737			-616,232	
2400-PFIZER INC	2007-08	PURCHASE	2011-02		46,056	58,994			-12,938	
150-TRAVELERS COS INC/THE	2007-08	PURCHASE	2011-02		9,138	7,793			1,345	
575-SCHLUMBERGER LTD	2007-04	PURCHASE	2011-02		54,648	43,451			11,197	
90-KOHLS CORP	2006-10	PURCHASE	2011-02		4,808	5,966			-1,158	
300-GILEAD SCIENCES INC	2006-03	PURCHASE	2011-02		11,790	19,077			-7,287	
100-GOOGLE INC-CL A	2006-03	PURCHASE	2011-02		63,008	34,583			28,425	
5-NETFLIX INC	2011-01	PURCHASE	2011-02		1,178	918			260	
40-NETFLIX INC	2011-01	PURCHASE	2011-02		9,425	7,370			2,055	
475-MICROSOFT CORP	2010-09	PURCHASE	2011-02		12,901	11,348			1,553	
475-CLIFFS NATURAL RESOURCES INC	2010-08	PURCHASE	2011-02		47,428	27,505			19,923	
525-MICROSOFT CORP	2010-07	PURCHASE	2011-02		14,259	13,151			1,108	
1200-SARA LEE CORP	2010-06	PURCHASE	2011-02		20,565	17,865			2,700	
1000-SARA LEE CORP	2010-05	PURCHASE	2011-02		17,137	14,609			2,528	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
400-SARA LEE CORP	2010-05	PURCHASE	2011-02		6,855	5,387			1,468	
200-GILEAD SCIENCES INC	2008-10	PURCHASE	2011-02		7,864	8,324			-460	
25-GILEAD SCIENCES INC	2008-07	PURCHASE	2011-02		983	1,333			-350	
85-NETFLIX INC	2011-01	PURCHASE	2011-02		20,351	15,661			4,690	
175-DEERE & CO	2010-10	PURCHASE	2011-02		16,732	13,476			3,256	
100-DEERE & CO	2010-09	PURCHASE	2011-02		9,561	7,024			2,537	
300-HONEYWELL INTERNATIONAL INC	2010-06	PURCHASE	2011-02		17,148	12,405			4,743	
500-CISCO SYSTEMS INC	2008-10	PURCHASE	2011-02		9,313	9,278			35	
350-CISCO SYSTEMS INC	2007-10	PURCHASE	2011-02		6,519	11,310			-4,791	
100-DEERE & CO	2010-09	PURCHASE	2011-02		9,345	7,204			2,141	
75-DEERE & CO	2010-09	PURCHASE	2011-02		7,009	5,498			1,511	
1374-WELLS FARGO & COMPANY	2009-11	PURCHASE	2011-02		46,770	38,054			8,716	
400-NVIDIA CORP	2010-10	PURCHASE	2011-02		9,291	4,777			4,514	
150-PEPSICO INC	2010-04	PURCHASE	2011-02		9,492	9,992			-500	
600-CISCO SYSTEMS INC	2007-10	PURCHASE	2011-02		11,293	19,389			-8,096	
625-FORD MOTOR CO	2010-02	PURCHASE	2011-02		10,053	7,208			2,845	
325-GILEAD SCIENCES INC	2008-07	PURCHASE	2011-02		12,397	17,332			-4,935	
150-GILEAD SCIENCES INC	2006-03	PURCHASE	2011-02		5,722	9,539			-3,817	
550-NVIDIA CORP	2010-10	PURCHASE	2011-02		12,624	6,568			6,056	
2300-SAFEWAY INC	2010-04	PURCHASE	2011-02		49,794	58,821			-9,027	
60-ALCON INC	2010-01	PURCHASE	2011-02		9,849	9,281			568	
25-ALCON INC	2009-12	PURCHASE	2011-02		4,104	4,042			62	
500-CISCO SYSTEMS INC	2007-10	PURCHASE	2011-02		9,557	16,158			-6,601	
400-CISCO SYSTEMS INC	2007-02	PURCHASE	2011-02		7,645	10,904			-3,259	
800-CONSTELLATION ENERGY GROUP	2010-05	PURCHASE	2011-02		25,844	27,852			-2,008	
40-APPLE INC	2008-02	PURCHASE	2011-02		14,304	4,955			9,349	
325-KOHLS CORP	2009-01	PURCHASE	2011-02		16,829	12,642			4,187	
150-DEERE & CO	2010-09	PURCHASE	2011-02		14,149	10,996			3,153	
700-PFIZER INC	2007-08	PURCHASE	2011-02		13,390	17,207			-3,817	
50-SOUTHWESTERN ENERGY	2010-12	PURCHASE	2011-02		1,950	1,782			168	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
150-SOUTHWESTERN ENERGY	2010-10	PURCHASE	2011-02		5,851	5,162			689	
50-TYCO ELECTRONICS LTD	2009-08	PURCHASE	2011-02		1,854	1,175			679	
425-AGRIUM INC	2010-08	PURCHASE	2011-02		38,469	26,942			11,527	
700-MICROSOFT CORP	2010-03	PURCHASE	2011-02		19,546	20,699			-1,153	
650-FORD MOTOR CO	2010-02	PURCHASE	2011-02		10,497	7,496			3,001	
475-TYCO ELECTRONICS LTD	2009-08	PURCHASE	2011-02		17,610	11,164			6,446	
25-ALCON INC	2009-12	PURCHASE	2011-01		4,083	4,042			41	
50-ALCON INC	2009-11	PURCHASE	2011-01		8,165	7,256			909	
25-ALCON INC	2009-10	PURCHASE	2011-01		4,083	3,667			416	
250-COOPER INDUSTRIES PLC	2009-10	PURCHASE	2011-01		15,341	9,326			6,015	
95-POTASH CORP OF SASKATCHEWAN	2010-12	PURCHASE	2011-01		16,569	13,246			3,323	
275-SOUTHWESTERN ENERGY	2010-10	PURCHASE	2011-01		10,792	9,463			1,329	
150-CF INDUSTRIES HOLDINGS INC	2010-09	PURCHASE	2011-01		19,926	14,162			5,764	
150-CF INDUSTRIES HOLDINGS INC	2010-08	PURCHASE	2011-01		19,926	12,701			7,225	
125-TARGET CORP	2010-05	PURCHASE	2011-01		6,807	7,084			-277	
25-TARGET CORP	2009-11	PURCHASE	2011-01		1,361	1,199			162	
20-CME GROUP INC	2008-05	PURCHASE	2011-01		6,104	9,642			-3,538	
25-CME GROUP INC	2008-04	PURCHASE	2011-01		7,630	12,758			-5,128	
550-NVIDIA CORP	2010-10	PURCHASE	2011-01		13,565	6,568			6,997	
75-FREEPORT-MCMORAN COPPER	2010-08	PURCHASE	2011-01		7,909	5,463			2,446	
1100-GAP INC/THE	2010-03	PURCHASE	2011-01		21,982	23,623			-1,641	
500-CABLEVISION SYS CORP	2010-06	PURCHASE	2011-01		16,991	12,124			4,867	
50-CABLEVISION SYS CORP	2010-04	PURCHASE	2011-01		1,699	1,313			386	
29-GOOGLE INC-CL A	2006-03	PURCHASE	2011-01		17,621	10,029			7,592	
100-FREEPORT-MCMORAN COPPER	2010-08	PURCHASE	2011-01		10,980	7,284			3,696	
100-LEAR CORP	2010-06	PURCHASE	2011-01		10,824	7,012			3,812	
200-CAPITAL ONE FINANCIAL CORP	2010-05	PURCHASE	2011-01		9,535	9,012			523	
700-EMC CORP/MASS	2009-07	PURCHASE	2011-01		16,926	10,604			6,322	
50-EMC CORP/MASS	2009-07	PURCHASE	2011-01		1,209	757			452	
425-SOUTHWESTERN ENERGY	2010-10	PURCHASE	2011-01		16,720	14,625			2,095	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
75-MICROSOFT CORP	2010-07	PURCHASE	2011-01		2,104	1,879			225	
350-MICROSOFT CORP	2009-11	PURCHASE	2011-01		9,819	9,947			-128	
375-MICROSOFT CORP	2009-10	PURCHASE	2011-01		10,520	10,565			-45	
100-MICROSOFT CORP	2009-10	PURCHASE	2011-01		2,805	2,633			172	
325-GILEAD SCIENCES INC	2006-03	PURCHASE	2011-01		12,432	20,667			-8,235	
425-FORD MOTOR CO	2009-11	PURCHASE	2011-01		8,012	3,553			4,459	
75-ALCON INC	2009-10	PURCHASE	2011-01		12,217	11,002			1,215	
100-ALCON INC	2009-09	PURCHASE	2011-01		16,290	14,027			2,263	
30-ALCON INC	2009-09	PURCHASE	2011-01		4,887	4,047			840	
225-SCHLUMBERGER LTD	2007-04	PURCHASE	2011-01		18,458	17,003			1,455	
400-AT&T INC	2010-11	PURCHASE	2011-01		11,352	11,309			43	
70-ALCON INC	2009-09	PURCHASE	2011-01		11,375	9,444			1,931	
300-AT&T INC	2009-08	PURCHASE	2011-01		8,514	7,576			938	
40-ALCON INC	2009-08	PURCHASE	2011-01		6,500	5,151			1,349	
550-AT&T INC	2009-06	PURCHASE	2011-01		15,609	13,648			1,961	
250-TARGET CORP	2009-11	PURCHASE	2011-01		13,737	11,988			1,749	
35-ALCON INC	2009-08	PURCHASE	2011-01		5,710	4,507			1,203	
30-ALCON INC	2009-07	PURCHASE	2011-01		4,888	3,786			1,102	
SEC LITIGATION SETTLEMENTS	2005-12	PURCHASE	2011-12		1,820				1,820	

TY 2011 Investments Corporate Bonds Schedule

Name: GEORGE M & PAMELA S HUMPHREY FUND
C/O MN ADVISORY SERVICES LLC

EIN: 34-6513798

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BERNSTEIN INTERM DURATION INST PORT	4,377,037	4,686,531

TY 2011 Investments Corporate Stock Schedule

Name: GEORGE M & PAMELA S HUMPHREY FUND
C/O MN ADVISORY SERVICES LLC

EIN: 34-6513798

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STRATEGIC VALUE/GROWTH PORTFOLIOS	4,732,548	4,835,071
BERNSTEIN INTERNATIONAL PORTFOLIO	2,393,463	1,664,458
BERNSTEIN EMERGING MKTS PORTFOLIO	480,093	346,158
ALLIANCE BERNSTEIN GLOBAL REIT	621,168	506,031
OVERLAY A/B PORTFOLIO CLASS 2	5,685,426	5,138,374

TY 2011 Other Decreases Schedule

Name: GEORGE M & PAMELA S HUMPHREY FUND

C/O MN ADVISORY SERVICES LLC

EIN: 34-6513798

Description	Amount
BOOK/TAX DIFFERENCES	397

TY 2011 Other Expenses Schedule

Name: GEORGE M & PAMELA S HUMPHREY FUND
C/O MN ADVISORY SERVICES LLC

EIN: 34-6513798

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
STATE REGISTRATION FEES	225			225
OFFICE EXPENSES	21			21

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TY 2011 Other Professional Fees Schedule

Name: GEORGE M & PAMELA S HUMPHREY FUND
C/O MN ADVISORY SERVICES LLC

EIN: 34-6513798

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FIDUCIARY LIABILITY INSURANCE	3,134			3,134
BERNSTEIN-PORTFOLIO MGMT FEES	58,873	58,873		

TY 2011 Taxes Schedule

Name: GEORGE M & PAMELA S HUMPHREY FUND
C/O MN ADVISORY SERVICES LLC

EIN: 34-6513798

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	7,807	7,807		