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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning , 2011, and ending ,

Name of foundation The William B. Stokely Jr. Foundation		A Employer identification number 35-6016402
Number and street (or P O box number if mail is not delivered to street address) 620 Campbell Station Road	Room/suite 27	B Telephone number (see the instructions) (865) 966-4878
City or town Knoxville	State ZIP code TN 37934	C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 4,651,011.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)				
2 Interest on savings and temporary cash investments	760.	760.		
3 Dividends and interest from securities	93,949.	93,949.		
4 Net rental income or (loss)				
5a Net gain/(loss) from sale of assets not on line 10	180,197.			
5b Gross sales price for all assets on line 5a	1,858,593.			
6 Capital gain net income (from Part IV, line 2)		180,197.		
7 Net short-term capital gain				
8 Income modifications				
9a Gross sales less returns and allowances				
9b Less: Cost of goods sold				
10 Gross profit/(loss) (att sch)				
11 Other income (attach schedule)	6,395.	2,841.		
12 Total. Add lines 1 through 11	281,301.	277,747.		
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages	64,587.	21,313.		43,274.
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
16b Accounting fees (attach sch)				
16c Other prof fees (attach sch)				
17 Interest	8.	8.		
18 Taxes (attach schedule)(see instrs) Federal Taxes	500.			
19 Depreciation (attach sch) and depletion				
20 Occupancy	4,481.	1,479.		3,002.
21 Travel, conferences, and meetings	3,911.			3,911.
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	52,796.	42,460.		10,336.
24 Total operating and administrative expenses. Add lines 13 through 23	126,283.	65,260.		60,523.
25 Contributions, gifts, grants paid	537,900.			537,900.
26 Total expenses and disbursements. Add lines 24 and 25	664,183.	65,260.		598,423.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-382,882.			
b Net investment income (if negative, enter -0-)		212,487.		
c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing	13,347.	25,964.	25,964.
	2 Savings and temporary cash investments	57,724.	69,607.	69,607.
	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 instructions)			
	7 Other notes and loans receivable (attach sch)			
	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) L-10b Stmt	4,562,393.	4,223,858.	4,348,061.
	c Investments — corporate bonds (attach schedule)	42,127.		
	11 Investments — land, buildings, and equipment basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13 Stmt	188,921.	164,101.	207,379.
	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)	4,864,512.	4,483,530.	4,651,011.
	17 Accounts payable and accrued expenses	6,056.	7,956.	
	18 Grants payable			
	19 Deferred revenue			
NET ASSETS OR FUND BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	6,056.	7,956.	
	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	1,229,430.	1,229,430.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	3,629,026.	3,246,144.	
	30 Total net assets or fund balances (see instructions)	4,858,456.	4,475,574.	
	31 Total liabilities and net assets/fund balances (see instructions)	4,864,512.	4,483,530.	

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	4,858,456.
2 Enter amount from Part I, line 27a	2	-382,882.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	4,475,574.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	4,475,574.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Various—See Attached (Less than 1 year)		P	01/01/10	12/31/11
b Various—See Attached (Longer than 1 year)		P	08/16/02	12/31/11
c Capital Gains Distributions		P	01/01/07	12/31/11
d Gain/Losses—K-1		P	01/01/07	12/31/11
e Securities Litigation		P	01/01/07	12/31/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 411,772.		416,541.	-4,769.
b 1,297,424.		1,261,855.	35,569.
c 10,019.		0.	10,019.
d 138,855.		0.	138,855.
e 523.		0.	523.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-4,769.
b			35,569.
c			10,019.
d			138,855.
e			523.

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	180,197.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	3		
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	610,203.	4,887,664.	0.124846
2009	732,619.	4,928,720.	0.148643
2008	662,180.	6,720,077.	0.098538
2007	720,100.	7,651,920.	0.094107
2006	783,889.	7,883,322.	0.099436

2 Total of line 1, column (d)	2	0.565570
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	0.113114
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,598,516.
5 Multiply line 4 by line 3	5	520,157.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,125.
7 Add lines 5 and 6	7	522,282.
8 Enter qualifying distributions from Part XII, line 4	8	598,423.

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

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

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	2,125.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,125.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,125.
6 Credits/Payments:			
a 2011 estimated tax prmts and 2010 overpayment credited to 2011	6a	1,070.	
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	1,070.	
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	1,055.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 0. Refunded ☒	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Andrea A. White</u> Telephone no <u>(865) 966-4878</u> Located at <u>620 Campbell Station Rd. Ste 27, Knoxville TN</u> ZIP + 4 <u>37934</u>			
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 <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16		X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	X
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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
3 a 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)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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

If 'Yes' to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

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 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
William B. Stokely, III 620 Campbell Station Rd. Knoxville TN 37934	Pres., Dir. 0.00	0.	0.	562.
Kay H. Stokely 620 Campbell Station Rd. Knoxville TN 37934	ExecVP, Dir. 0.00	0.	0.	0.
William B. Stokely, IV 620 Campbell Station Rd. Knoxville TN 37934	Director 0.00	0.	0.	898.
See Information about Officers, Directors, Trustees, Etc		0.	0.	1,962.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
0				
0				
0				
0				

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

None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None	None	
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 None	
	0.
2	
3	
4	

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

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

Total. Add lines 1 through 3

None

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	4,481,098.
b Average of monthly cash balances	1b	186,446.
c Fair market value of all other assets (see instructions)	1c	1,000.
d Total (add lines 1a, b, and c)	1d	4,668,544.
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	4,668,544.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	70,028.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,598,516.
6 Minimum investment return. Enter 5% of line 5	6	229,926.

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

1 Minimum investment return from Part X, line 6		1	229,926.
2a Tax on investment income for 2011 from Part VI, line 5	2a	2,125.	
b Income tax for 2011. (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	2,125.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	227,801.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	227,801.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	227,801.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	598,423.
b Program-related investments — total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	598,423.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	2,125.
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	596,298.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				227,801.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	29,365.			
b From 2007	359,478.			
c From 2008	327,762.			
d From 2009	732,619.			
e From 2010	610,736.			
f Total of lines 3a through e	2,059,960.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 598,423.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus	598,423.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	227,801.			227,801.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	2,430,582.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,430,582.			
10 Analysis of line 9				
a Excess from 2007	161,042.			
b Excess from 2008	327,762.			
c Excess from 2009	732,619.			
d Excess from 2010	610,736.			
e Excess from 2011	598,423.			

N/A

4942(1)(5)

(4) Gross investment income

[illegible]

None

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See attached schedule			see attached schedule	537,900.
Total			3a	537,900.
<i>b Approved for future payment</i>				
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 instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion 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	760.	
4	Dividends and interest from securities			14	93,949.	
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	5230002	3,554.			
8	Gain or (loss) from sales of assets other than inventory			18	180,197.	
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)		3,554.		274,906.	
13	Total. Add line 12, columns (b), (d), and (e)					13 278,460.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Bank charges	289.	173.		116.
Dues	1,864.			1,864.
Investment expense	29,784.	29,784.		
Office expense	20,839.	12,503.		8,336.
Licenses	20.			20.
Total	52,796.	42,460.		10,336.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ Stacy S. Byerly 620 Campbell Station Rd Knoxville TN 37934	Director 0.00	0.	0.	627.
Person ☒ Business ☐ Shelley S. Przewrocki 620 Campbell Station Rd Knoxville TN 37934	Director 0.00	0.	0.	670.
Person ☒ Business ☐ Clayton F. Stokely 620 Campbell Station Rd Knoxville TN 37934	Director 0.00	0.	0.	665.
Person ☐ Business ☐ Andrea A. White 620 Campbell Station Rd Knoxville TN 37934	VP, Treas & Sec 0.00	0.	0.	0.

Total

0. 0. 1,962.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
ABB LTD	9,032.	7,174.
Adidas AG	7,204.	8,319.
Adobe Systems	8,645.	8,227.
Aflac	5,946.	6,186.
Altera Corp	7,054.	7,197.
Amadeus IT	2,851.	2,766.
American Beacon Small	20,089.	22,367.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Continued

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
American Electric Power Inc	7,492.	9,584.
Ameriprise Financial Inc	7,184.	5,957.
America Movil	8,473.	7,458.
Ariel Fund	62,471.	51,739.
AT&T	9,133.	9,435.
BG Group	8,244.	10,375.
BHP Billiton Ltd	10,606.	9,464.
Baker Hughes, Inc.	3,080.	3,016.
Bankco Bradesco SA	10,826.	10,985.
Baron Small Cap Fund	30,538.	27,620.
Baron Focused Growth Fund	25,000.	23,319.
Baron Opportunity Fund	25,000.	21,843.
Bayerische Motoren Werke	2,099.	2,781.
BNP Paribas	7,904.	4,432.
Boeing	11,120.	13,937.
Boston Properties	6,267.	6,309.
Boston Scientific	6,906.	5,436.
Brambles Limied	7,300.	7,326.
British American Tobacco	6,477.	9,014.
Bunzl PLC	8,544.	9,980.
Canadian National Railway	4,788.	5,656.
Canon Inc	11,785.	11,847.
Cap Gemini	9,483.	5,658.
Cavco	1,375.	11,217.
CBS Corp	8,419.	9,834.
Celgene Corporation	5,789.	6,557.
Centrica PLC	6,233.	6,222.
Cenvous Energy	2,909.	3,320.
CGI Group Inc.	4,816.	4,241.
Cheung Kong Hldgs LTD	7,805.	7,198.
Chevron Corporation	11,086.	12,874.
China Mobile Limited	4,779.	4,801.
Cielo	3,190.	3,644.
Cisco Systems, Inc.	9,510.	10,758.
Cnooc Ltd	12,520.	12,402.
Coca Cola	50,210.	69,970.
Coca Cola	7,863.	8,496.
Coca-Cola Hellenic Bottling	5,319.	3,340.
Cohen and Steers Realty	33,176.	31,549.
Compass Group PLC	10,794.	12,438.
CSL Ltd	4,847.	4,547.
Danone Spons ADR	10,018.	9,180.
Denso Corp	7,755.	6,922.
Devon Energy Corp	21,421.	15,624.
Dreyfus Small Cap Stock	27,112.	27,138.
Eagle Materials Inc	9,520.	41,646.
Eli Lilly	75,030.	41,560.
EMC Corp Mass	11,959.	12,342.
Energizer Holdings	1,363.	2,092.
Ericsson	8,626.	7,516.
Everest RE Group	7,710.	7,400.
Exxon Mobile	17,960.	20,427.
Fanuc Ltd	5,480.	6,941.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Continued

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Fifth Third Bancorp	8,409.	8,896.
Fomento Economico Mexicano SAB	6,587.	8,644.
Franklin Resources	4,153.	5,379.
Freeport-Mcmoran Copper & Gold	4,929.	4,562.
Fresenius Medical Care & AG Co	4,820.	6,186.
Gazprom ADR	6,044.	5,362.
General Electric	29,098.	29,073.
General Mills	11,025.	14,790.
GlaxoSmithKline	4,253.	4,517.
Goldman Sachs Real Estate	57,932.	50,519.
Goldman Sachs Concentrated Growth	469,848.	567,826.
Goldman Sachs Credit Strategies	198,628.	197,085.
Goldman Sachs Emerging Mkts Debt Fund	76,049.	73,765.
Goldman Sachs High Yield	280,000.	280,397.
Goldman Sachs	32,314.	45,215.
Google Inc	4,360.	4,521.
Grupo Televisa	5,923.	7,603.
Halliburton Company	5,479.	5,349.
Hartford Financial Svcs Group	9,018.	5,461.
Home Depot	10,039.	10,930.
Honeywell Intl	7,409.	12,337.
Hutchison Whampoa	6,832.	7,906.
Illinois Tool Works	3,400.	3,530.
Imperial Tobacco Group	10,674.	13,321.
Industrial & Commerical Bank	10,873.	8,761.
Infosys Technologies	7,430.	6,166.
International Power PLC	4,715.	4,769.
Invesco	5,589.	5,645.
Ishares MSCI Emerging	188,523.	135,066.
Ishares MSCI Japan	39,960.	71,058.
Ishares Russell 2000	197,925.	184,375.
Janus Fund	49,527.	42,052.
Janus Short Term bd fund	10,648.	10,641.
Johnson Controls	3,149.	4,852.
Julius Baer Group Ltd	5,725.	7,842.
Juniper Network	9,624.	7,715.
JP Morgan Chase	24,438.	25,004.
Keppel Corp Ltd	6,651.	7,416.
Kingfisher PLC	6,507.	7,535.
Komatsu Ltd	5,092.	5,986.
Koninklijke Ahold NV	6,098.	6,078.
Liberty Global Inc.	5,708.	6,237.
Liberty Media Hldg Corp	4,993.	4,735.
L'Oreal Co	4,234.	4,547.
Lowes Companies	6,003.	6,040.
LyondellBasell Industries NV	7,587.	7,245.
Macy's Inc.	4,235.	4,455.
Marsh & McLennan Co., Inc.	4,391.	5,976.
Maxim Integrated Products	5,041.	5,494.
Merck & Co.	16,358.	17,002.
Microsoft Corp	5,587.	6,075.
Microsoft Corp	9,893.	12,980.
Morgan Stanley	9,408.	8,503.

Form 990-PF, Page 2, Part II, Line 10b

Continued

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Mylan Inc.	5,929.	6,223.
Nestle SA	6,016.	9,413.
Netapp, Inc.	4,523.	4,606.
Nidec Corp	7,199.	6,107.
Novartis AG	6,801.	8,118.
Novo-Nordisk	1,313.	8,414.
NVIDIA, Corp	5,286.	5,073.
Occidental Petroleum	8,428.	9,597.
Penske automotive Group	10,746.	11,550.
Pepsico Inc	8,988.	9,695.
Perkins Small Cap Value	23,260.	21,660.
Pfizer, Inc.	18,588.	21,791.
PG&E Corp	9,856.	8,877.
PPL Corp	9,748.	11,081.
Prudential Financial	14,627.	14,384.
Publicis Groupe SA	4,338.	4,383.
Rabobank Nederland	165,000.	172,850.
Reed Elsevier Group	9,782.	9,581.
Roche Holding	7,009.	8,470.
Royal Dutch Shell A	8,185.	10,261.
SAP Aktiengesellschaft	8,883.	9,160.
Schwab Value Advantage	15,000.	15,000.
Schneider Electric	3,498.	2,862.
Shire Limited	4,089.	6,234.
Simon Property Group	6,194.	6,834.
SLM Corp	8,142.	7,745.
Smith & Nephew PLC	5,863.	5,200.
SPDR KBW Bnk ETF	40,742.	33,711.
SPDR KBW Bnk ETF	34,305.	43,668.
Sprint Nextel	26,073.	7,369.
Starwood Hotels & Resorts	6,286.	6,428.
Suncor Energy Inc.	9,016.	6,862.
Suntrust Banks	9,356.	6,018.
Swedbank AB ADR	6,285.	4,747.
Syngenta AG	7,876.	8,900.
T. Rowe Price Media	36,569.	59,303.
Taiwan Semiconductor MFG	8,313.	9,850.
Tesco PLC	8,382.	8,574.
Teva Pharmaceutical Ind Ltd	5,529.	4,480.
Teva Pharmaceutical Ind	18,644.	12,673.
Texas Instruments Inc.	3,561.	3,610.
The Mosaic Company	5,439.	4,135.
The Travelers Co	10,978.	12,840.
Thermo Fisher Scientific Inc.	8,859.	7,465.
Total SA Sponsored	6,637.	5,172.
Toyota Motor Corp	4,854.	4,034.
Transocean LTD	5,956.	5,413.
Transcanada Corp	8,666.	10,115.
Unilever NV	10,969.	12,133.
Unilever NV	7,338.	9,520.
United Health Group	8,544.	8,920.
US Bancorp	10,199.	11,386.
Vanguard Health Care	45,812.	48,287.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Continued

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Vertex Pharmaceuticals, Inc.	3,199.	3,753.
Vimpelcom Ltd	5,092.	2,746.
Vodafone Group PLC	7,237.	8,393.
Yamada Denki	5,940.	5,008.
Walt Disney Co	14,973.	15,240.
Walmart	53,180.	59,760.
Wasatch Small Cap Growth	21,049.	25,017.
Worleys Parson Limited	8,653.	7,369.
WPP PLC	8,092.	7,573.
Volvo Aktiebolaget	4,638.	2,922.
Volkswagen AG	6,326.	5,349.
Xcel Energy Inc.	4,211.	4,375.
GS Private Equity Partners	366,170.	324,815.
GS Mezzanine Partners V Offshore, LP	203,349.	310,092.
First Securities	100,000.	33,840.
Total	<u>4,223,858.</u>	<u>4,348,061.</u>

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Note Receivable-C. Whittle	45,995.	45,995.
Interest Receivable-WEG, CW	91,658.	91,658.
Council Ventures	26,448.	69,726.
Total	<u>164,101.</u>	<u>207,379.</u>

Stocks held less than 1 year	HOW ACQUIRED PURCHASE(P) DONATION(D)	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	DEPR ALL	COST OR OTHER BASIS PLUS EXP OF SALE	GAIN OR (LOSS)	(l)
Quantity	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Goldman Sachs								
Stocks held less than 1 year								
17 Polo Ralph Lauren	P	9/20/10	1/7/11	1,849.32		1,515.33	333.99	333.99
1 Polo Ralph Lauren	P	9/20/10	1/7/11	109.63		89.14	20.49	20.49
17 Schlumberger LTD	P	10/25/10	1/7/11	1,407.02		1,165.86	241.16	241.16
43 Suntrust Banks	P	2/1/10	1/7/11	1,277.16		1,041.89	235.27	235.27
14 Suntrust Banks	P	1/1/10	1/7/11	421.60		339.22	82.38	82.38
18 Polo Ralph Lauren	P	9/22/10	1/10/11	1,959.95		1,604.42	355.53	355.53
13 Suntrust Banks	P	2/1/10	1/10/11	385.99		314.99	71.00	71.00
16 Suntrust Banks	P	2/1/10	1/5/11	479.95		385.49	94.46	94.46
6 Suntrust Banks	P	10/14/10	1/11/11	179.15		152.64	26.51	26.51
16 Suntrust Banks	P	10/14/10	1/10/11	476.89		408.48	68.41	68.41
38 Archer Daniels Midland	P	4/21/10	1/11/11	1,202.37		1,093.64	108.73	108.73
19 Archer Daniels Midland	P	5/19/10	1/18/11	619.41		512.45	106.96	106.96
13 Freeport-McMoran Copper & Gold	P	10/7/10	1/19/11	1,535.01		1,223.84	311.17	311.17
29 Kohl's Corp	P	11/5/10	1/13/11	1,490.86		1,548.26	(57.40)	(57.40)
6 Kohl's Corp	P	11/5/10	1/19/11	308.51		320.33	(11.82)	(11.82)
4 Archer Daniels Midland	P	4/20/10	1/14/11	133.44		107.89	25.56	25.56
9 Archer Daniels Midland	P	4/29/10	1/14/11	300.05		242.74	57.31	57.31
10 Freeport-McMoran Copper & Gold	P	10/6/10	1/20/11	1,179.97		941.41	238.56	238.56
16 Kohl's Corp	P	11/5/10	1/20/11	824.33		854.22	(29.89)	(29.89)
36 Kohl's Corp	P	11/5/10	1/20/11	1,855.22		1,922.00	(66.78)	(66.78)
14 Kohl's Corp	P	11/5/10	1/20/11	720.56		747.44	(26.88)	(26.88)
50 Lyondellbasell Industries	P	11/8/10	1/20/11	1,817.82		1,433.00	384.82	384.82
1 Archer Daniels Midland	P	5/4/10	1/21/11	33.77		26.97	6.80	6.80
8 Archer Daniels Midland	P	5/4/10	1/21/11	271.46		215.77	55.69	55.69
17 Range Resources Corp	P	7/27/10	1/21/11	817.51		717.00	100.51	100.51
26 Range Resources Corp	P	7/27/10	1/24/11	1,239.41		977.59	261.82	261.82
5 Range Resources Corp	P	5/4/10	1/19/11	238.78		239.27	(0.49)	(0.49)
2 Range Resources Corp	P	5/13/10	1/1/11	95.23		95.71	(0.48)	(0.48)
2 Range Resources Corp	P	5/3/10	1/24/11	95.74		95.71	0.03	0.03
26 BMC Software	P	4/22/10	1/25/11	1,258.67		1,026.40	232.27	232.27
13 Freeport McMoran Copper	P	10/11/10	1/25/11	1,430.42		1,223.84	206.58	206.58
13 Freeport McMoran Copper	P	10/11/10	1/25/11	1,437.50		1,223.84	213.66	213.66
21 Freeport McMoran Copper	P	10/11/10	1/25/11	2,313.92		1,976.97	336.95	336.95
38 Lyondellbasell Industries	P	11/9/10	1/25/11	1,322.55		1,089.08	233.47	233.47
73 Lyondellbasell Industries	P	11/9/10	1/25/11	2,508.78		2,092.19	416.59	416.59
32 Lyondellbasell Industries	P	11/9/10	1/20/11	1,120.65		917.12	203.53	203.53
3 Range Resources Corp	P	8/26/10	1/25/11	138.18		230.64	(92.46)	(92.46)
3 Range Resources Corp	P	8/26/10	1/25/11	138.88		230.64	(91.76)	(91.76)
33 Range Resources Corp	P	8/26/10	1/25/11	1,511.52		1,768.23	(256.71)	(256.71)
2,682 GS Local Emerging Mkts Debt	P	3/17/10	1/26/11	25,000.00		25,026.79	(26.79)	(26.79)
103 Roche Holding	P	4/20/10	2/2/11	3,944.68		3,627.83	316.85	316.85
35 Teva Pharmaceutical	P	4/20/10	2/8/11	1,799.16		2,182.25	(383.09)	(383.09)
14 BMC Software	P	5/6/10	2/2/11	658.22		545.42	112.80	112.80
47 Oracle Corporation	P	9/14/10	2/2/11	1,520.45		579.87	940.58	940.58
20 Archer Daniels Midland	P	7/1/10	2/1/11	690.40		545.04	145.36	145.36
28 Archer Daniels Midland	P	7/1/10	2/1/11	968.85		763.06	205.79	205.79
29 Archer Daniels Midland	P	7/1/10	2/1/11	1,009.57		790.31	219.26	219.26
36 Archer Daniels Midland	P	7/1/10	2/1/11	1,251.78		981.08	270.70	270.70
14 Archer Daniels Midland	P	7/1/10	2/1/11	489.22		381.53	107.69	107.69
28 Archer Daniels Midland	P	7/1/10	2/2/11	977.02		763.06	213.96	213.96
3 Archer Daniels Midland	P	7/1/10	2/2/11	104.62		81.76	22.86	22.86
34 Archer Daniels Midland	P	7/1/10	2/2/11	1,189.29		926.57	262.72	262.72
52 EOG Resources	P	12/14/10	2/17/11	5,356.52		4,862.34	494.18	494.18
16 BMC Software	P	4/28/10	2/18/11	813.84		623.33	190.51	190.51
57 Philippine Long Distance	P	4/20/10	3/28/11	2,663.49		3,131.02	(467.53)	(467.53)
93 Philippine Long Distance	P	4/20/10	3/29/11	4,371.11		5,108.50	(737.39)	(737.39)
39 Weatherford International	P	12/17/10	3/1/11	930.65		874.68	55.97	55.97
48 Weatherford International	P	12/17/10	3/1/11	1,145.16		1,076.53	68.63	68.63
44 Weatherford International	P	12/17/10	3/1/11	1,046.78		986.82	59.96	59.96
12 Weatherford International	P	12/17/10	3/1/11	286.42		269.13	17.29	17.29
6 Weatherford International	P	12/17/10	3/1/11	144.06		134.57	9.49	9.49
23 BMC Software	P	4/22/10	3/7/11	1,121.74		896.04	225.70	225.70
233 Weatherford International	P	12/20/10	3/7/11	4,661.82		5,225.64	(563.82)	(563.82)
107 Weatherford International	P	12/20/10	3/7/11	2,136.83		2,399.76	(262.93)	(262.93)
55 Weatherford International	P	2/3/11	3/7/11	1,097.77		1,233.50	(135.73)	(135.73)
16 BMC Software	P	4/22/10	3/11/11	798.73		623.33	175.40	175.40
7 BMC Software	P	4/22/10	3/11/11	349.31		272.71	76.60	76.60
28 Cliffs Natural Resources Inc	P	12/21/10	3/15/11	2,417.60		2,532.69	(115.09)	(115.09)
1 Cliffs Natural Resources Inc	P	2/4/11	3/15/11	88.77		89.06	(0.29)	(0.29)
3 Cliffs Natural Resources Inc	P	12/20/10	3/15/11	264.06		265.69	(1.63)	(1.63)
9 Cliffs Natural Resources Inc	P	12/21/10	3/16/11	775.94		811.11	(35.17)	(35.17)

Stocks held less than 1 year	HOW ACQUIRED PURCHASE(P) DONATION(D)	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	DEPR ALL	COST OR OTHER BASIS PLUS EXP OF SALE	GAIN OR (LOSS)	
Quantity	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
12 Cliffs Natural Resources Inc	P	1/19/11	3/18/11	1,022 63		1,062 78	(40 15)	(40 15)
2 Cliffs Natural Resources Inc	P	2/1/11	3/18/11	170 29		177 85	(7 56)	(7 56)
7 Schlumberger LTD	P	11/1/10	3/30/11	606 44		488 32	118 12	118 12
1 Schlumberger LTD	P	11/1/10	3/30/11	86 71		69 76	16 95	16 95
9 Schlumberger LTD	P	11/1/10	3/30/11	782 76		627 84	154 92	154 92
12 Biogen Idec Inc	P	4/27/10	3/31/11	848 48		700 52	147 96	147 96
238 TNT NV Sponsored ADR CMN	P	4/20/10	4/6/11	6,106 96		7,402 50	(1,295 54)	(1,295 54)
30 Nidec Corp	P	4/20/10	4/14/11	619 77		763 14	(143 37)	(143 37)
13 Keppel Corp	P	4/20/10	4/15/11	257 39		183 95	73 44	73 44
50 Nidec Corp	P	4/20/10	4/15/11	1,039 11		1,271 90	(232 79)	(232 79)
77 Keppel Corp	P	4/20/10	4/18/11	1,537 24		1,089 55	447 69	447 69
28 Shire Limited	P	4/20/10	4/26/11	2,588 93		1,908 20	680 73	680 73
8 Biogen Idec Inc	P	7/2/10	4/1/11	568 12		377 76	190 36	190 36
7 Biogen Idec Inc	P	7/2/10	4/5/11	506 28		330 54	175 74	175 74
1 Biogen Idec Inc	P	7/2/10	4/5/11	72 35		48 80	23 55	23 55
6 CBS Corporation	P	11/26/10	4/5/11	150 13		98 60	51 53	51 53
40 CBS Corporation	P	5/21/10	4/5/11	1,021 05		588 37	432 68	432 68
14 Yum Brands, Inc	P	1/7/11	4/7/11	714 90		679 54	35 36	35 36
24 Yum Brands, Inc	P	1/7/11	4/7/11	1,219 54		1,164 92	54 62	54 62
3 Yum Brands, Inc	P	1/10/11	4/7/11	154 09		144 20	9 89	9 89
32 Yum Brands, Inc	P	1/11/11	4/8/11	1,599 94		1,558 97	40 97	40 97
3 Yum Brands, Inc	P	1/7/11	4/8/11	150 40		145 67	4 73	4 73
10 Yum Brands, Inc	P	1/7/11	4/11/11	501 54		485 58	15 96	15 96
6 Yum Brands, Inc	P	1/7/11	4/11/11	300 74		291 35	9 39	9 39
10 Nextera Energy Inc	P	10/11/10	4/12/11	558 75		549 61	9 14	9 14
9 Nextera Energy Inc	P	10/12/10	4/12/11	503 06		497 75	5 31	5 31
2 Yum Brands, Inc	P	1/10/11	4/12/11	100 47		97 44	3 03	3 03
3 Yum Brands, Inc	P	1/7/11	4/12/11	150 58		123 77	26 81	26 81
22 Baxter International	P	5/6/11	4/13/11	1,187 15		1,236 30	(49 15)	(49 15)
1 Nextera Energy Inc	P	10/12/10	4/14/11	55 77		55 31	0 46	0 46
10 Nextera Energy Inc	P	10/12/10	4/14/11	555 58		553 06	2 52	2 52
17 Yum Brands, Inc	P	1/12/11	4/15/11	853 64		841 95	11 69	11 69
9 Hess Corporation	P	2/18/11	4/18/11	709 73		755 49	(45 76)	(45 76)
41 Hess Corporation	P	2/23/11	4/18/11	3,230 79		3,441 70	(210 91)	(210 91)
20 Nextera Energy Inc	P	10/13/10	4/18/11	1,100 84		1,111 16	(10 32)	(10 32)
6 Nextera Energy Inc	P	10/12/10	4/18/11	330 17		330 52	(0 35)	(0 35)
2 Nextera Energy Inc	P	10/12/10	4/18/11	110 15		110 17	(0 02)	(0 02)
15 Nextera Energy Inc	P	10/13/10	04/20/11	829 02		826 29	2 73	2 73
116 EMC Corporation	P	5/6/10	5/2/11	3,230 22		2,307 00	923 22	923 22
23 Texas Instruments Inc	P	6/29/10	5/3/11	820 85		562 50	258 35	258 35
2 Cliffs Natural Resources	P	12/20/10	5/4/11	187 70		176 64	11 06	11 06
2 Cliffs Natural Resources	P	12/20/10	5/4/11	187 59		176 63	10 96	10 96
8 Cliffs Natural Resources	P	2/2/11	5/5/11	738 30		727 97	10 33	10 33
4 Cliffs Natural Resources	P	2/1/11	5/5/11	366 86		357 76	9 10	9 10
1 Cliffs Natural Resources	P	2/1/11	5/5/11	94 87		89 45	5 42	5 42
3 Cliffs Natural Resources	P	12/20/10	5/5/11	279 88		265 04	14 84	14 84
32 Dow Chemical Co	P	10/11/10	5/5/11	1,323 60		836 99	486 61	486 61
4 Occidental Petroleum Corp	P	5/27/10	5/6/11	450 12		323 64	126 48	126 48
32 Cameron International Corp	P	3/7/11	5/9/11	1,564 83		1,947 98	(383 15)	(383 15)
51 CBS Corporation	P	12/10/10	5/9/11	1,357 26		750 50	606 76	606 76
4 CBS Corporation	P	12/10/10	5/9/11	107 89		71 71	36 18	36 18
10 Cliffs Natural Resources	P	2/4/11	5/9/11	873 23		882 13	(8 90)	(8 90)
30 Dow Chemical Co	P	10/8/10	5/9/11	1,189 66		900 11	289 55	289 55
33 Hess Corporation	P	2/18/11	5/9/11	2,541 07		2,770 15	(229 08)	(229 08)
12 Hess Corporation	P	3/1/11	5/9/11	935 41		1,007 33	(71 92)	(71 92)
3 Dow Chemical Co	P	10/6/10	5/13/11	122 32		77 10	45 22	45 22
27 Dow Chemical Co	P	10/8/10	5/13/11	1,101 24		804 74	296 50	296 50
4 Hess Corporation	P	2/18/11	5/13/11	314 77		373 15	(58 38)	(58 38)
24 Hess Corporation	P	3/1/11	5/13/11	1,901 99		1,995 15	(93 16)	(93 16)
22 Hess Corporation	P	3/24/11	5/13/11	1,736 85		1,828 89	(92 04)	(92 04)
20 Schlumberger LTD	P	11/1/10	5/16/11	1,639 24		1,490 80	148 44	148 44
5 Schlumberger LTD	P	10/25/10	5/16/11	413 55		343 71	69 84	69 84
11 Adobe Systems Inc	P	10/22/10	5/18/11	388 92		319 59	69 33	69 33
8 Adobe Systems Inc	P	10/22/10	5/18/11	282 57		215 63	66 94	66 94
12 Conocophillips CMN	P	4/5/11	5/31/11	860 45		952 25	(91 80)	(91 80)
81 Procter & Gamble	P	8/6/10	6/2/11	5,376 87		4,887 04	489 83	489 83
21 Adobe Systems Inc	P	10/25/10	6/2/11	721 54		623 84	97 70	97 70
18 Allstate Corp	P	6/25/10	6/2/11	553 30		545 53	7 77	7 77
7 Ameriprise Financial	P	3/31/11	6/2/11	416 42		426 91	(10 49)	(10 49)
91 Boston Scientific Corp	P	2/4/11	6/2/11	640 62		646 81	(6 19)	(6 19)
6 Cameron International	P	3/7/11	6/2/11	279 29		365 25	(85 96)	(85 96)
12 Celgene Corporation	P	4/5/11	6/2/11	719 74		705 26	14 48	14 48
14 Centurylink Inc	P	1/31/11	6/2/11	601 14		598 23	2 91	2 91
3 Cliffs Natural Resources	P	12/20/10	6/2/11	266 18		264 64	1 54	1 54

Stocks held less than 1 year	HOW ACQUIRED PURCHASE(P) DONATION(D)	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	DEPR ALL	COST OR OTHER BASIS PLUS EXP OF SALE	GAIN OR (LOSS)	
Quantity	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
9 Coca-Cola	P	5/12/11	6/2/11	261 44		252 07	9 37	9 37
50 Comcast Corporation	P	6/25/10	6/2/11	1,232 97		907 89	325 08	325 08
13 Conocophillips	P	3/28/11	6/2/11	940 92		1,022 83	(81 91)	(81 91)
16 Devon Energy Corp	P	1/21/11	6/2/11	1,325 73		1,270 97	54 76	54 76
12 DOW Chemical	P	10/7/10	6/2/11	424 13		346 62	77 51	77 51
21 General Motors Co	P	11/18/10	6/2/11	648 88		714 27	(65 39)	(65 39)
12 Huntsman Corp	P	4/26/11	6/2/11	221 75		238 85	(17 10)	(17 10)
8 Illinois Tool Works	P	8/3/10	6/2/11	453 91		358 89	95 02	95 02
15 Lyondellbasell Industries	P	5/13/11	6/2/11	645 43		633 75	11 68	11 68
28 Microsoft Corporation	P	12/13/10	6/2/11	686 82		760 88	(74 06)	(74 06)
5 Nike Class B	P	4/7/11	6/2/11	417 74		387 35	30 39	30 39
7 Newfield Exploration co	P	6/4/10	6/2/11	504 48		364 68	139 80	139 80
18 PG&E Corporation	P	8/16/10	6/2/11	775 60		821 73	(46 13)	(46 13)
16 PepsiCo Inc	P	7/1/10	6/2/11	1,131 97		997 14	134 83	134 83
13 PNC Financial	P	9/24/10	6/2/11	790 64		706 76	83 88	83 88
27 PPL Corporation	P	4/15/11	6/2/11	754 63		690 82	63 81	63 81
5 Schlumberger LTD	P	10/25/10	6/2/11	421 19		372 70	48 49	48 49
31 Suntrust Banks	P	12/15/10	6/2/11	826 44		823 95	2 49	2 49
22 TEVA Pharmaceutical Ind	P	11/9/10	6/2/11	1,108 77		1,105 09	3 68	3 68
11 Texas Instruments Inc	P	6/29/10	6/2/11	378 83		269 02	109 81	109 81
6 Newfield Exploration co	P	9/21/10	6/7/11	434 93		321 40	113 53	113 53
18 PepsiCo Inc	P	7/1/10	6/20/11	1,234 21		1,114 86	119 35	119 35
18 PepsiCo Inc	P	7/1/10	6/20/11	1,232 37		1,114 85	117 52	117 52
14 PepsiCo Inc	P	7/1/10	6/21/11	964 64		873 46	91 18	91 18
69 Nike Class B	P	4/7/11	6/27/11	5,741 61		5,345 47	396 14	396 14
8 Dow Chemical Co	P	10/12/10	6/28/11	284 07		236 57	47 50	47 50
43 Dow chemical Co	P	10/7/10	6/28/11	1,528 01		1,241 50	286 51	286 51
8 Baker Hughes Inc	P	5/13/11	6/29/11	545 91		583 00	(37 09)	(37 09)
32 Dow Chemical	P	5/26/10	6/29/11	1,128 13		887 64	240 49	240 49
1 Royal Dutch Shell	P	8/2/10	7/13/11	72 71		61 08	11 63	11 63
23 Devon Energy Corp	P	1/21/11	7/13/11	1,841 03		1,827 02	14 01	14 01
108 Comcast Corp	P	8/11/10	7/15/11	2,679 24		1,959 04	720 20	720 20
21 Comcast Corp	P	8/10/10	7/15/11	523 25		381 31	141 94	141 94
11 Texas Instruments Inc	P	7/20/10	7/15/11	343 48		269 02	74 46	74 46
8 Texas Instruments Inc	P	7/21/10	7/15/11	249 92		195 65	54 27	54 27
28 Comcast Corp	P	8/10/10	7/18/11	694 24		508 42	185 82	185 82
29 Comcast Corp	P	8/10/10	7/18/11	718 74		526 58	192 16	192 16
17 Texas Instruments Inc	P	7/20/10	7/18/11	530 19		413 81	116 38	116 38
11 Comcast Corp	P	6/25/10	7/19/11	270 98		203 67	67 31	67 31
23 Texas Instruments Inc	P	7/20/10	7/19/11	710 01		562 83	147 18	147 18
10 PNC Financial Services	P	9/24/10	7/20/11	567 10		543 66	23 44	23 44
20 PNC Financial Services	P	9/24/10	7/20/11	1,131 07		1,087 32	43 75	43 75
52 PNC Financial Services	P	10/11/10	7/20/11	2,961 52		2,827 04	134 48	134 48
17 PNC Financial Services	P	10/11/10	7/21/11	949 17		924 22	24 95	24 95
52 PNC Financial Services	P	12/10/10	7/21/11	2,904 29		2,827 04	77 25	77 25
4 PNC Financial Services	P	10/11/10	7/21/11	225 54		217 46	8 08	8 08
39 PNC Financial Services	P	10/11/11	7/22/11	2,173 53		2,120 28	53 25	53 25
16 Conocophillips	P	4/5/11	7/25/11	1,208 69		1,269 67	(60 98)	(60 98)
2 Conocophillips	P	4/5/11	7/25/11	151 43		158 71	(7 28)	(7 28)
29 Centurylink Inc	P	2/1/11	7/28/11	1,107 41		1,239 20	(131 79)	(131 79)
3 Devon Energy Corp	P	1/21/11	7/28/11	251 11		322 03	(70 92)	(70 92)
3 Devon Energy Corp	P	1/21/11	7/28/11	251 38		343 05	(91 67)	(91 67)
4 Devon Energy Corp	P	2/4/11	7/29/11	331 57		352 70	(21 13)	(21 13)
2 Devon Energy Corp	P	2/23/11	7/29/11	166 74		180 03	(13 29)	(13 29)
1 Devon Energy Corp	P	2/23/11	7/29/11	83 17		90 02	(6 85)	(6 85)
53 Microsoft Corp	P	2/2/11	8/1/11	1,477 01		1,440 23	36 78	36 78
20 CBS Corporation	P	11/23/10	8/2/11	567 90		324 38	243 52	243 52
48 CBS Corporation	P	12/10/10	8/8/11	1,279 58		753 86	525 72	525 72
7 Schlumberger LTD	P	11/1/10	8/8/11	603 57		567 05	36 52	36 52
128 CBS Corporation	P	11/24/10	8/9/11	3,145 25		1,783 52	1,361 73	1,361 73
12 Cliffs Natural Resources Inc	P	1/19/11	8/9/11	956 11		1,058 55	(102 44)	(102 44)
39 DOW Chemical Co	P	10/6/10	8/9/11	1,185 02		866 33	318 69	318 69
22 DOW Chemical Co	P	10/7/10	8/9/11	668 18		488 70	179 48	179 48
32 Huntsman Corporation	P	4/27/11	8/9/11	405 19		636 92	(231 73)	(231 73)
1 Huntsman Corporation	P	4/26/11	8/9/11	12 97		19 90	(6 93)	(6 93)
24 Lyondellbasell Industries	P	5/16/11	8/9/11	792 27		1,017 65	(225 38)	(225 38)
2 Lyondellbasell Industries	P	5/13/11	8/9/11	66 30		84 80	(18 50)	(18 50)
14 CBS Corporation	P	12/10/10	8/10/11	332 14		559 14	(227 00)	(227 00)
27 CBS Corporation	P	11/24/10	8/10/11	645 61		376 21	269 40	269 40
139 Huntsman Corporation	P	4/27/11	8/10/11	1,735 69		2,770 02	(1,034 33)	(1,034 33)
6 Huntsman Corporation	P	4/26/11	8/10/11	77 54		116 05	(38 51)	(38 51)
13 Lyondellbasell Industries	P	5/16/11	8/10/11	396 76		551 23	(154 47)	(154 47)
9 Lyondellbasell Industries	P	5/16/11	8/10/11	280 21		381 62	(101 41)	(101 41)
15 The Mosaic Company	P	7/11/11	8/10/11	921 48		1,029 73	(108 25)	(108 25)

Stocks held less than 1 year	Quantity	HOW	DATE	DATE	GROSS	DEPR	COST OR	GAIN OR	
		ACQUIRED PURCHASE(P) DONATION(D)					OTHER PLUS EXP OF SALE		
		(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
40 Pepsico Inc		P	11/18/10	8/12/11	2,451 26		2,495 59	(44 33)	(44 33)
57 Fifth Third Bancorp		P	7/20/11	8/15/11	547 74		684 82	(137 08)	(137 08)
1 Fifth Third Bancorp		P	7/20/11	8/15/11	9 57		12 01	(2 44)	(2 44)
70 News Corporation		P	8/10/11	8/15/11	970 20		1,027 04	(56 84)	(56 84)
86 News Corporation		P	8/10/11	8/15/11	1,207 98		1,261 79	(53 81)	(53 81)
15 Fifth Third Bancorp		P	7/20/11	8/16/11	145 31		180 22	(34 91)	(34 91)
33 Fifth Third Bancorp		P	7/20/11	8/16/11	317 23		396 47	(79 24)	(79 24)
43 News Corporation		P	8/10/11	8/16/11	666 87		630 90	35 97	35 97
113 News Corporation		P	8/10/11	8/16/11	1,738 86		1,657 94	80 92	80 92
34 Schlumberger LTD		P	11/11/10	8/16/11	2,509 56		2,178 73	330 83	330 83
3 Schlumberger LTD		P	4/26/11	8/16/11	221 63		262 47	(40 84)	(40 84)
55 Suntrust Banks		P	12/17/10	8/16/11	1,001 99		1,495 74	(493 75)	(493 75)
9 US Bancorp		P	10/15/10	8/16/11	196 85		199 79	(2 94)	(2 94)
2 Conocophillips		P	3/28/11	8/17/11	133 36		157 59	(24 23)	(24 23)
25 Conocophillips		P	3/29/11	8/17/11	1,649 85		1,969 91	(320 06)	(320 06)
13 Fifth Third Bancorp		P	7/20/11	8/17/11	124 34		156 19	(31 85)	(31 85)
19 Conocophillips		P	3/29/11	8/18/11	1,279 38		1,497 14	(217 76)	(217 76)
7 Conocophillips		P	3/29/11	8/18/11	470 04		580 00	(109 96)	(109 96)
18 Fifth Third Bancorp		P	7/20/11	8/18/11	178 84		216 26	(37 42)	(37 42)
17 Schlumberger LTD		P	4/26/11	8/18/11	1,349 45		1,501 50	(152 05)	(152 05)
16 Suntrust Banks		P	4/11/11	8/18/11	303 96		470 26	(166 30)	(166 30)
14 Baker Hughes Inc		P	5/13/11	8/19/11	871 93		1,035 14	(163 21)	(163 21)
3 Conocophillips		P	3/28/11	8/19/11	200 60		237 41	(36 81)	(36 81)
11 Conocophillips		P	6/23/11	8/19/11	730 54		797 57	(67 03)	(67 03)
15 Fifth Third Bancorp		P	7/20/11	8/19/11	150 95		180 22	(29 27)	(29 27)
11 Suntrust Banks		P	10/15/10	8/19/11	210 48		302 25	(91 77)	(91 77)
6 Conocophillips		P	3/28/11	8/22/11	400 27		474 82	(74 55)	(74 55)
20 Fifth Third Bancorp		P	7/20/11	8/22/11	204 95		240 29	(35 34)	(35 34)
13 Suntrust Banks		P	12/9/10	8/22/11	250 75		350 14	(99 39)	(99 39)
23 Baker Hughes Inc		P	5/13/11	8/23/11	1,366 39		1,700 59	(334 20)	(334 20)
6 Fifth Third Bancorp		P	7/20/11	8/23/11	57 86		72 09	(14 23)	(14 23)
4 Google, Inc		P	4/5/11	8/23/11	2,043 42		2,347 68	(304 26)	(304 26)
2 Suntrust Banks		P	3/23/11	8/23/11	35 91		59 00	(23 09)	(23 09)
37 Baker Hughes Inc		P	6/7/11	8/24/11	2,095 72		2,735 72	(640 00)	(640 00)
13 Baker Hughes Inc		P	7/29/11	8/24/11	745 08		961 20	(216 12)	(216 12)
1 Fifth Third Bancorp		P	7/20/11	8/24/11	9 63		12 01	(2 38)	(2 38)
37 Newfield Exploration Co		P	9/20/10	8/24/11	1,760 89		2,045 99	(285 10)	(285 10)
6 Occidental Petroleum Corp		P	9/13/10	8/24/11	496 85		595 70	(98 85)	(98 85)
1 Fifth Third Bancorp		P	7/20/11	8/25/11	9 38		12 01	(2 63)	(2 63)
4 Newfield Exploration Co		P	9/27/10	8/25/11	186 97		221 18	(34 21)	(34 21)
3 Suntrust Banks		P	4/18/11	8/25/11	51 90		87 78	(35 88)	(35 88)
8 Suntrust Banks		P	12/10/10	8/26/11	142 11		217 41	(75 30)	(75 30)
7 Suntrust Banks		P	10/14/10	8/29/11	129 16		178 71	(49 55)	(49 55)
10 Lyondellbasell Industries		P	5/16/11	9/14/11	311 89		380 96	(69 07)	(69 07)
39 Lyondellbasell Industries		P	5/17/11	9/15/11	1,205 54		1,485 73	(280 19)	(280 19)
45 Lyondellbasell Industries		P	8/15/11	9/15/11	1,383 47		1,714 31	(330 84)	(330 84)
11 Maxim Integrated Products		P	6/30/11	9/21/11	279 25		263 40	15 85	15 85
1 Maxim Integrated Products		P	7/1/11	9/21/11	25 46		24 63	0 83	0 83
4 Nvidia Corp		P	6/20/11	9/21/11	61 49		72 48	(10 99)	(10 99)
9 Nvidia Corp		P	6/20/11	9/21/11	139 95		163 07	(23 12)	(23 12)
9 Nvidia Corp		P	6/20/11	9/21/11	138 98		163 07	(24 09)	(24 09)
5 Nvidia Corp		P	6/20/11	9/21/11	77 81		90 59	(12 78)	(12 78)
8 Nvidia Corp		P	6/20/11	9/21/11	124 64		144 95	(20 31)	(20 31)
26 Maxim Integrated Products		P	7/18/11	9/22/11	652 19		622 52	29 67	29 67
16 Maxim Integrated Products		P	7/1/11	9/22/11	402 37		383 09	19 28	19 28
5 Nvidia Corp		P	6/20/11	9/22/11	74 90		90 59	(15 69)	(15 69)
5 Nvidia Corp		P	6/20/11	9/22/11	75 36		90 59	(15 23)	(15 23)
3 Nvidia Corp		P	6/20/11	9/22/11	45 18		54 36	(9 18)	(9 18)
20 Celgene Corp		P	2/15/11	9/23/11	1,299 95		1,107 09	192 86	192 86
14 Nvidia Corp		P	6/20/11	9/23/11	211 22		253 67	(42 45)	(42 45)
12 Celgene Corp		P	2/15/11	9/28/11	749 11		664 25	84 86	84 86
3 Google, Inc		P	6/3/11	9/28/11	1,569 89		1,581 98	(12 09)	(12 09)
28 Microsoft Corporation		P	12/17/10	9/28/11	698 05		760 88	(62 83)	(62 83)
22 Microsoft Corporation		P	12/13/10	9/28/11	547 20		597 83	(50 63)	(50 63)
59 Schlumberger LTD		P	7/13/11	9/28/11	3,625 81		5,211 08	(1,585 27)	(1,585 27)
44 General Motors Company		P	11/18/10	9/29/11	920 51		1,496 57	(576 06)	(576 06)
1 Conagra Inc		P	6/27/11	9/30/11	24 64		25 21	(0 57)	(0 57)
8 Conagra Inc		P	7/20/11	9/30/11	197 03		209 01	(11 98)	(11 98)
4 Conagra Inc		P	7/20/11	9/30/11	97 87		104 48	(6 61)	(6 61)
47 General Motors Company		P	11/18/10	9/30/11	1,012 60		1,598 61	(586 01)	(586 01)
56 General Motors Company		P	11/18/10	9/30/11	1,204 64		1,960 39	(755 75)	(755 75)
99 Industrial & Commercial Bank		P	12/30/10	10/13/11	992 28		1,458 59	(466 31)	(466 31)
3 Celgene Corp		P	2/15/11	10/3/11	189 09		166 06	23 03	23 03
8 Cliffs Natural Resources Inc		P	1/31/11	10/3/11	447 70		705 70	(258 00)	(258 00)

Stocks held less than 1 year	HOW ACQUIRED PURCHASE(P) DONATION(D)	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	DEPR ALL	COST OR OTHER BASIS PLUS EXP OF SALE	GAIN OR (LOSS)	
Quantity	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
30 Cliffs Natural Resources Inc	P	2/4/11	10/3/11	1,694.81		2,646.38	(951.57)	(951.57)
7 Conagra Inc	P	7/12/11	10/3/11	169.88		185.26	(15.38)	(15.38)
9 Devon Energy	P	1/24/11	10/3/11	523.23		705.31	(182.08)	(182.08)
27 General Motors Company	P	11/18/10	10/3/11	567.40		882.36	(314.96)	(314.96)
15 General Motors Company	P	11/18/10	10/3/11	319.73		490.51	(170.78)	(170.78)
6 Range Resources Corp	P	7/25/11	10/3/11	371.56		378.42	(6.86)	(6.86)
11 Range Resources Corp	P	7/25/11	10/3/11	675.00		693.59	(18.59)	(18.59)
1 Celgene Corp	P	2/15/11	10/4/11	63.13		55.35	7.78	7.78
16 Conagra Inc	P	6/27/11	10/4/11	387.56		410.53	(22.97)	(22.97)
2 Conagra Inc	P	7/13/11	10/4/11	48.69		52.25	(3.56)	(3.56)
2 Range Resources Corp	P	7/25/11	10/4/11	117.13		126.11	(8.98)	(8.98)
19 Range Resources Corp	P	8/5/11	10/4/11	1,107.94		1,198.02	(90.08)	(90.08)
11 Celgene Corp	P	2/15/11	10/5/11	686.88		608.90	77.98	77.98
4 Conagra Inc	P	6/27/11	10/5/11	97.61		102.61	(5.00)	(5.00)
3 KLA-Tencor Corp	P	7/21/11	10/5/11	115.74		121.23	(5.49)	(5.49)
2 KLA-Tencor Corp	P	7/21/11	10/5/11	76.97		80.22	(3.25)	(3.25)
12 Conagra Inc	P	6/28/11	10/6/11	291.53		307.83	(16.30)	(16.30)
3 KLA-Tencor Corp	P	7/25/11	10/6/11	115.06		122.68	(7.62)	(7.62)
1 Conagra Inc	P	7/15/11	10/7/11	24.26		26.09	(1.83)	(1.83)
5 Conagra Inc	P	7/14/11	10/7/11	121.66		130.45	(8.79)	(8.79)
4 KLA-Tencor Corp	P	7/26/11	10/7/11	150.63		168.91	(18.28)	(18.28)
90 CVS Caremark Corp	P	1/1/11	10/11/11	2,977.55		3,180.36	(202.81)	(202.81)
3 KLA-Tencor Corp	P	7/21/11	10/11/11	115.76		121.65	(5.89)	(5.89)
20 KLA-Tencor Corp	P	7/25/11	10/13/11	856.50		849.33	7.17	7.17
33 Teva Pharmaceutical Ind	P	11/9/10	10/14/11	1,252.17		1,667.72	(415.55)	(415.55)
5 Teva Pharmaceutical Ind	P	11/9/10	10/14/11	190.22		251.00	(60.78)	(60.78)
14 KLA-Tencor Corp	P	8/12/11	10/17/11	620.44		496.30	124.14	124.14
37 Celgene Corporation	P	2/15/11	10/19/11	2,454.38		2,048.11	406.27	406.27
24 Conocophillips	P	3/30/11	10/19/11	1,632.98		1,899.27	(266.29)	(266.29)
10 KLA-Tencor Corp	P	7/21/11	10/19/11	434.58		402.50	32.08	32.08
9 Maxim Integrated Products	P	7/1/11	10/19/11	229.35		234.78	(5.43)	(5.43)
17 Maxim Integrated Products	P	7/5/11	10/19/11	430.11		405.61	24.50	24.50
28 Nvidia Corp	P	8/12/11	10/19/11	435.14		507.33	(72.19)	(72.19)
14 Unilever NV NY	P	12/23/10	10/19/11	478.36		435.90	42.46	42.46
8 KLA-Tencor Corp	P	7/22/11	10/20/11	345.94		329.31	16.63	16.63
21 Nvidia Corp	P	6/21/11	10/20/11	320.27		380.50	(60.23)	(60.23)
9 Celgene Corporation	P	2/15/11	10/21/11	586.62		498.19	88.43	88.43
27 Procter & Gamble Company	P	9/15/11	10/21/11	1,753.74		1,653.04	100.70	100.70
28 Procter & Gamble Company	P	9/15/11	10/21/11	1,819.15		1,722.75	96.40	96.40
10 Range Resources Corp	P	7/25/11	10/21/11	739.96		630.54	109.42	109.42
23 Microsoft Corporation	P	12/16/10	10/24/11	627.72		608.98	18.74	18.74
13 Procter & Gamble Company	P	9/14/11	10/24/11	842.62		799.30	43.32	43.32
2 Procter & Gamble Company	P	9/14/11	10/24/11	129.21		122.97	6.24	6.24
6 KLA-Tencor Corp	P	7/22/11	10/27/11	268.02		259.17	8.85	8.85
34 Maxim Integrated Products	P	8/12/11	10/27/11	879.23		807.17	72.06	72.06
4 Maxim Integrated Products	P	7/5/11	10/27/11	103.39		120.29	(16.90)	(16.90)
13 Centurylink Inc	P	1/31/11	10/28/11	450.97		582.27	(131.30)	(131.30)
31 Centurylink Inc	P	2/2/11	10/28/11	1,063.10		1,319.78	(256.68)	(256.68)
17 Conagra Inc	P	6/28/11	10/28/11	427.40		436.09	(8.69)	(8.69)
41 Conagra Inc	P	6/29/11	10/28/11	1,029.06		1,012.16	16.90	16.90
59 Conocophillips	P	3/28/11	10/28/11	4,190.18		4,669.04	(478.86)	(478.86)
28 Conocophillips	P	4/5/11	10/28/11	1,990.08		2,215.82	(225.74)	(225.74)
14 Centurylink Inc	P	2/1/11	10/31/11	480.28		628.64	(148.36)	(148.36)
36 Centurylink Inc	P	5/10/11	10/31/11	1,238.78		1,485.45	(246.67)	(246.67)
30 Conagra Inc	P	7/18/11	10/31/11	754.04		783.85	(29.81)	(29.81)
18 Merck & Co, Inc	P	5/4/11	10/31/11	602.05		647.10	(45.05)	(45.05)
8 Range Resources Corp	P	7/26/11	10/31/11	551.70		504.43	47.27	47.27
7 Teva Pharmaceutical Ind	P	11/9/10	10/31/11	280.42		351.40	(70.98)	(70.98)
13 Teva Pharmaceutical Ind	P	11/9/10	10/31/11	519.80		652.59	(132.79)	(132.79)
24 Conagra Inc	P	7/11/11	11/1/11	607.08		626.78	(19.70)	(19.70)
15 KLA-Tencor Corp	P	7/25/11	11/1/11	706.13		613.39	92.74	92.74
10 KLA-Tencor Corp	P	7/28/11	11/1/11	470.96		408.92	62.04	62.04
39 Unilever NV NY	P	12/27/10	11/1/11	1,354.02		1,216.13	137.89	137.89
9 Celgene Corporation	P	4/5/11	11/2/11	594.56		498.19	96.37	96.37
25 Conagra Inc	P	7/12/11	11/2/11	631.00		652.89	(21.89)	(21.89)
17 KLA-Tencor Corp	P	8/5/11	11/2/11	802.49		695.17	107.32	107.32
1 Range Resources Corp	P	7/25/11	11/3/11	69.97		63.05	6.92	6.92
8 Range Resources Corp	P	7/26/11	11/4/11	551.75		504.40	47.35	47.35
54 Teva Pharmaceutical Ind	P	11/9/10	11/4/11	2,123.13		2,710.76	(587.63)	(587.63)
2 Centurylink Inc	P	1/31/11	11/7/11	69.19		85.46	(16.27)	(16.27)
20 Coca-Cola Enterprises	P	5/11/11	11/7/11	520.62		564.00	(43.38)	(43.38)
48 Coca-Cola Enterprises	P	5/12/11	11/7/11	1,243.98		1,353.60	(109.62)	(109.62)
2 Range Resources Corp	P	8/5/11	11/7/11	138.67		126.10	12.57	12.57
41 Range Resources Corp	P	8/8/11	11/7/11	2,868.21		2,585.26	282.95	282.95

							COST OR OTHER		
		HOW					BASIS		
Stocks held less than 1 year		ACQUIRED	DATE	DATE	GROSS	DEPR	PLUS EXP	GAIN OR	
		PURCHASE(P)	ACQUIRED	SOLD	SALES	ALL	OF SALE	(LOSS)	
Quantity		DONATION(D)	(c)	(d)	PRICE	(f)	(g)	(h)	(i)
31	Centurylink Inc	P	2/2/11	11/8/11	1,135 55		1,324 63	(189 08)	(189 08)
18	Centurylink Inc	P	2/2/11	11/8/11	658 53		769 14	(110 61)	(110 61)
38	Centurylink Inc	P	5/10/11	11/8/11	1,392 86		1,624 39	(231 53)	(231 53)
55	Coca-Cola Enterprises	P	5/13/11	11/8/11	1,411 81		1,551 99	(140 18)	(140 18)
30	Thermo Fisher Scientific Inc	P	10/14/11	11/9/11	1,470 53		1,607 40	(136 87)	(136 87)
31	Thermo Fisher Scientific Inc	P	10/14/11	11/9/11	1,522 24		1,661 43	(139 19)	(139 19)
19	Altera Corp	P	11/1/11	11/10/11	715 68		751 29	(35 61)	(35 61)
6	Maxim Integrated Products	P	7/6/11	11/10/11	158 74		141 70	17 04	17 04
7	Maxim Integrated Products	P	6/30/11	11/10/11	185 36		180 26	5 10	5 10
10	Maxim Integrated Products	P	7/5/11	11/10/11	264 62		236 16	28 46	28 46
16	Nvidia Corp	P	10/3/11	11/10/11	232 05		215 93	16 12	16 12
8	Nvidia Corp	P	10/3/11	11/10/11	116 42		107 97	8 45	8 45
8	Nvidia Corp	P	10/3/11	11/10/11	116 50		107 97	8 53	8 53
16	Nvidia Corp	P	10/3/11	11/10/11	233 52		215 93	17 59	17 59
8	Nvidia Corp	P	10/3/11	11/10/11	116 80		107 97	8 83	8 83
18	Thermo Fisher Scientific Inc	P	10/17/11	11/10/11	883 70		980 77	(97 07)	(97 07)
10	Walt Disney Company	P	7/18/11	11/18/11	364 54		392 80	(28 26)	(28 26)
31	Walt Disney Company	P	7/13/11	11/18/11	1,130 40		1,229 46	(99 06)	(99 06)
10	Walt Disney Company	P	7/13/11	11/21/11	360 00		374 33	(14 33)	(14 33)
6	Walt Disney Company	P	7/13/11	11/21/11	217 46		224 60	(7 14)	(7 14)
2	Google, Inc	P	6/3/11	11/22/11	1,211 88		1,050 88	161 00	161 00
3	Lear Corporation	P	10/28/11	11/22/11	124 71		145 84	(21 13)	(21 13)
29	Microsoft Corporation	P	2/2/11	11/22/11	749 32		767 84	(18 52)	(18 52)
21	Lear Corporation	P	9/30/11	11/23/11	854 11		936 22	(82 11)	(82 11)
23	Lear Corporation	P	10/3/11	11/23/11	941 07		1,025 39	(84 32)	(84 32)
45	Lear Corporation	P	10/5/11	12/25/11	1,787 57		2,006 19	(218 62)	(218 62)
165	Bank of America Corp	P	3/22/11	11/30/11	870 66		1,865 98	(995 32)	(995 32)
305	Bank of America Corp	P	5/3/11	12/5/11	1,640 79		3,448 51	(1,807 72)	(1,807 72)
32	EQT Corporation	P	8/18/11	12/6/11	1,974 56		1,850 88	123 68	123 68
1	EQT Corporation	P	8/18/11	12/6/11	61 87		57 83	4 04	4 04
35	National Oilwell Varco, Inc	P	10/28/11	12/6/11	2,510 01		2,407 11	102 90	102 90
36	Walt Disney Co	P	7/13/11	12/6/11	1,297 53		1,347 60	(50 07)	(50 07)
7	EQT Corporation	P	8/19/11	12/7/11	429 74		404 88	24 86	24 86
27	National Oilwell Varco, Inc	P	10/31/11	12/7/11	1,935 40		1,856 92	78 48	78 48
247	Boston Scientific Corp	P	2/4/11	12/8/11	1,386 50		1,677 16	(290 66)	(290 66)
6	EQT Corporation	P	8/19/11	12/9/11	362 69		346 98	15 71	15 71
31	EQT Corporation	P	8/19/11	12/9/11	1,867 19		1,792 73	74 46	74 46
23	EQT Corporation	P	8/23/11	12/12/11	1,342 83		1,330 09	12 74	12 74
10	EQT Corporation	P	8/23/11	12/12/11	583 32		578 30	5 02	5 02
4	EQT Corporation	P	9/2/11	12/12/11	235 50		231 32	4 18	4 18
2	EQT Corporation	P	9/2/11	12/12/11	117 75		115 68	2 07	2 07
16	Cameron International Corp	P	3/8/11	12/13/11	828 77		960 77	(132 00)	(132 00)
3	Cameron International Corp	P	3/7/11	12/13/11	153 92		180 15	(26 23)	(26 23)
1	EQT Corporation	P	10/19/11	12/13/11	57 75		57 84	(0 09)	(0 09)
23	EQT Corporation	P	10/19/11	12/13/11	1,317 41		1,330 09	(12 68)	(12 68)
12	Lyondellbasell Industries	P	5/16/11	12/13/11	392 77		513 33	(120 56)	(120 56)
146	Boston Scientific Corp	P	2/4/11	12/14/11	782 57		991 36	(208 79)	(208 79)
9	Boston Scientific Corp	P	2/4/11	12/14/11	48 75		61 11	(12 36)	(12 36)
5	EQT Corporation	P	10/28/11	12/14/11	287 14		289 20	(2 06)	(2 06)
16	EQT Corporation	P	10/28/11	12/14/11	905 88		925 28	(19 40)	(19 40)
4	EQT Corporation	P	10/28/11	12/14/11	226 30		231 32	(5 02)	(5 02)
11	Lyondellbasell Industries	P	6/3/11	12/14/11	355 28		475 32	(120 04)	(120 04)
22	Lyondellbasell Industries	P	5/16/11	12/14/11	704 66		758 30	(53 64)	(53 64)
49	Microsoft Corporation	P	5/2/11	12/14/11	1,260 72		1,297 39	(36 67)	(36 67)
157	Boston Scientific Corp	P	2/7/11	12/15/11	827 29		1,066 05	(238 76)	(238 76)
14	Williams Companies	P	11/4/11	12/15/11	436 84		419 83	17 01	17 01
37	Williams Companies	P	11/4/11	12/15/11	1,155 77		1,109 54	46 23	46 23
37	TEVA Pharmaceutical	P	2/16/11	12/16/11	1,517 60		1,915 86	(398 26)	(398 26)
13	Williams Companies	P	11/4/11	12/16/11	413 45		389 84	23 61	23 61
17	Williams Companies	P	11/4/11	12/16/11	538 28		509 79	28 49	28 49
24	Williams Companies	P	11/4/11	12/16/11	757 75		719 70	38 05	38 05
26	Boston Scientific Corp	P	4/18/11	12/19/11	135 77		184 01	(48 24)	(48 24)
72	Boston Scientific Corp	P	2/8/11	12/19/11	374 45		488 47	(114 02)	(114 02)
13	Cameron International Corp	P	3/7/11	12/19/11	611 47		763 15	(151 68)	(151 68)
149	Ford Motor Company	P	9/29/11	12/19/11	1,518 89		1,384 85	134 04	134 04
65	Ford Motor Company	P	9/30/11	12/19/11	664 21		604 13	60 08	60 08
25	Public SVC Enterprise	P	8/1/11	12/19/11	776 66		827 75	(51 09)	(51 09)
5	Williams Companies	P	11/3/11	12/19/11	152 92		151 52	1 40	1 40
10	Williams Companies	P	11/4/11	12/19/11	306 12		299 57	6 55	6 55
63	Cameron International Corp	P	3/9/11	12/20/11	2,853 09		3,800 53	(947 44)	(947 44)
24	Public SVC Enterprise	P	7/27/11	12/20/11	754 80		793 09	(38 29)	(38 29)
2	Public SVC Enterprise	P	7/28/11	12/20/11	63 00		66 25	(3 25)	(3 25)
10	Williams Companies	P	11/9/11	12/20/11	307 53		299 57	7 96	7 96
32	Williams Companies	P	11/9/11	12/20/11	975 64		958 62	17 02	17 02

Stocks held less than 1 year	Quantity	HOW	DATE	DATE	GROSS	DEPR	COST OR	GAIN OR	
		ACQUIRED					OTHER		
		PURCHASE(P)	ACQUIRED	SOLD	SALES	ALL	BASIS	(LOSS)	
		DONATION(D)	(c)	(d)	PRICE	(f)	PLUS EXP	(h)	(i)
		(b)			(e)		OF SALE		
37 Boston Scientific Corp		P	2/8/11	12/21/11	192 57		251 02	(58 45)	(58 45)
96 Liberty Interactive Corp		P	6/9/11	12/21/11	1,476 04		1,641 34	(165 30)	(165 30)
24 Public SVC Enterpnse		P	8/3/11	12/21/11	752 83		795 00	(42 17)	(42 17)
10 Liberty Interactive Corp		P	10/28/11	12/22/11	153 63		170 97	(17 34)	(17 34)
1 Liberty Interactive Corp		P	11/3/11	12/22/11	15 56		16 58	(1 02)	(1 02)
13 Public SVC Enterprise		P	8/2/11	12/22/11	402 33		430 62	(28 29)	(28 29)
12 Boston Scientific Corp		P	2/8/11	12/23/11	62 36		81 41	(19 05)	(19 05)
13 Celgene Corporation		P	2/15/11	12/23/11	864 22		465 07	399 15	399 15
60 Liberty Interactive Corp		P	6/8/11	12/23/11	951 23		1,025 93	(74 70)	(74 70)
34 Public SVC Enterpnse		P	7/28/11	12/23/11	1,056 76		1,126 24	(69 48)	(69 48)
73 Boston Scientific Corp		P	4/7/11	12/27/11	379 39		495 25	(115 86)	(115 86)
31 Public SVC Enterpnse		P	8/1/11	12/27/11	972 49		1,026 87	(54 38)	(54 38)
7 Alexandria Real Estate Equities		P	8/18/11	12/28/11	485 69		477 55	8 14	8 14
69 Boston Scientific Corp		P	4/18/11	12/28/11	361 99		468 12	(106 13)	(106 13)
35 Alexandria Real Estate Equities		P	8/15/11	12/29/11	2,430 35		2,429 88	0 47	0 47
3 PPL Corporation		P	4/12/11	12/29/11	89 02		76 76	12 26	12 26
3 PPL Corporation		P	4/12/11	12/30/11	89 14		76 97	12 17	12 17
4 PPL Corporation		P	4/13/11	12/30/11	118 81		102 86	15 95	15 95
					411,042 99		416,026 85	(4,983 86)	(4,983 86)

Charles Schwab

Stocks held less than 1 year

8 657 Clipper Fund	P	12/1/10	1/10/11	729 44	514 14	215 30	215 30
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Quantity	Stocks held more than 1 year	HOW ACQUIRED	DATE	DATE	GROSS	DEPR	COST OR OTHER BASIS PLUS EXP	GAIN OR	(l)
		PURCHASE(P) DONATION(D)	ACQUIRED	SOLD	SALES PRICE	ALL	OF SALE	(LOSS)	
(b)		(c)	(d)		(e)	(f)	(g)	(h)	
Goldman Sachs									
Stocks held more than 1 year									
50	Nestle SA Sponsored ADR	P	5/20/09	1/21/11	2,743.58		1,845.28	898.32	898.32
48	Bank of America Corp	P	4/13/09	1/18/11	685.80		493.48	192.32	192.32
38	Bank of America Corp	P	4/13/09	1/18/11	538.81		388.20	150.61	150.61
32	Bank of America Corp	P	4/19/09	1/18/11	477.01		343.29	133.72	133.72
33	Bank of America Corp	P	4/19/09	1/18/11	491.54		354.02	137.52	137.52
14	Honeywell Intl Inc	P	4/7/09	1/12/11	783.38		484.97	278.41	278.41
33	Baxter International Inc	P	6/4/09	1/20/11	1,659.99		1,870.00	(10.01)	(10.01)
9	Baxter International Inc	P	6/4/09	1/20/11	452.68		455.45	(2.77)	(2.77)
31	Baxter International Inc	P	6/4/09	1/20/11	1,559.29		1,588.79	(9.50)	(9.50)
24	Baxter International Inc	P	5/15/06	1/21/11	1,217.24		1,221.04	(3.80)	(3.80)
10	Baxter International Inc	P	5/15/06	1/21/11	508.34		383.04	125.30	125.30
3	Baxter International Inc	P	5/15/06	1/18/11	152.28		151.82	0.46	0.46
25	Range Resources Corp	P	1/14/10	1/21/11	1,201.05		1,198.37	4.68	4.68
8	Range Resources Corp	P	1/14/10	1/21/11	383.39		382.84	0.55	0.55
3	Honeywell Intl Inc	P	4/7/09	1/25/11	166.38		103.92	62.46	62.46
11	Honeywell Intl Inc	P	2/3/09	1/25/11	603.55		381.05	222.50	222.50
15	General Mills Inc	P	1/20/10	1/26/11	545.84		507.32	38.52	38.52
1	Honeywell Intl Inc	P	4/7/09	1/26/11	54.98		34.64	20.34	20.34
3	Honeywell Intl Inc	P	4/7/09	1/26/11	164.87		103.92	60.95	60.95
15	General Mills Inc	P	1/20/10	1/27/11	548.03		1,627.73	(1,079.70)	(1,079.70)
35	Occidental Petroleum Corp	P	6/24/09	1/27/11	3,398.42		2,551.00	847.42	847.42
2	General Mills Inc	P	1/20/10	1/28/11	72.54		142.70	(70.16)	(70.16)
9	General Mills Inc	P	1/21/10	1/28/11	324.90		640.15	(315.25)	(315.25)
5,853.66	Goldman Sachs Short Durat	P	8/7/09	1/6/11	60,000.00		60,819.53	(819.53)	(819.53)
42,000.00	Eksportfinans ASA Lnk	P	8/7/09	1/26/11	45,297.00		42,127.40	3,169.60	3,169.60
80	Roche Holding	P	6/30/05	2/9/11	2,923.05		2,817.73	105.32	105.32
15	Novo Nordisk	P	7/21/06	2/28/11	1,893.11		928.34	964.77	964.77
6	Oracle Corporation	P	12/11/09	2/2/11	194.10		149.80	44.30	44.30
11	Occidental Petroleum Corp	P	8/13/09	2/3/11	1,054.68		801.74	252.94	252.94
9	Occidental Petroleum Corp	P	3/27/09	2/3/11	861.91		311.45	550.46	550.46
25	Occidental Petroleum Corp	P	6/24/09	2/3/11	2,401.77		1,855.66	546.11	546.11
39	General Electric	P	11/23/09	2/2/11	805.82		650.12	155.70	155.70
18	Honeywell Intl	P	7/14/09	2/2/11	1,034.25		623.54	410.71	410.71
26	Baxter International	P	5/30/06	2/4/11	1,263.10		583.54	679.56	679.56
6	Baxter International	P	1/14/08	2/4/11	291.28		292.74	(1.46)	(1.46)
19	Baxter International	P	1/28/08	2/4/11	922.32		1,319.81	(397.49)	(397.49)
27	Baxter International	P	12/2/09	2/7/11	1,319.94		901.62	418.32	418.32
5	Emerson Electric	P	3/19/09	2/10/11	306.10		25.69	280.41	280.41
7	Emerson Electric	P	10/19/09	2/11/11	429.33		277.72	151.61	151.61
14	Emerson Electric	P	3/20/09	2/11/11	858.00		192.18	665.84	665.84
89	General Electric	P	12/16/09	2/11/11	1,899.80		1,405.59	494.21	494.21
20	Biogen Idec	P	1/15/09	2/15/11	1,338.40		942.84	395.56	395.56
31	Biogen Idec	P	1/16/09	2/15/11	2,072.48		1,518.58	553.90	553.90
42	Biogen Idec	P	5/7/09	2/15/11	2,812.20		2,100.41	711.79	711.79
44	Occidental Petroleum Corp	P	5/22/08	2/23/11	4,580.89		3,747.62	813.27	813.27
4390.24	Goldman Sachs Short Durat	P	8/7/09	2/1/11	45,000.00		45,614.59	(614.59)	(614.59)
23	AFLAC Incor	P	5/7/09	3/1/11	1,318.49		820.41	498.08	498.08
12	AFLAC Incor	P	5/7/09	3/1/11	689.47		428.04	261.43	261.43
59	Dow Chemical Co	P	5/6/09	3/15/11	2,182.71		1,114.71	1,068.00	1,068.00
7	Dow Chemical Co	P	10/9/09	3/18/11	247.80		181.86	65.94	65.94
28	Dow Chemical Co	P	9/11/09	3/18/11	992.64		735.23	257.41	257.41
49	AFLAC Incor	P	5/7/09	3/22/11	2,480.85		1,747.83	733.02	733.02
2	AFLAC Incor	P	8/26/09	3/22/11	100.76		71.34	29.42	29.42
9	Newfield Exploration Co	P	9/30/09	3/23/11	661.84		420.12	241.72	241.72
1	Occidental Petroleum Corp	P	6/4/08	3/28/11	100.39		196.10	(95.71)	(95.71)
5	Occidental Petroleum Corp	P	6/4/08	3/28/11	501.82		1,939.73	(1,437.91)	(1,437.91)
8	Occidental Petroleum Corp	P	6/24/09	3/28/11	802.70		491.98	310.72	310.72
15	Newfield Exploration Co	P	9/30/09	3/29/11	1,092.62		700.21	392.41	392.41
2	Occidental Petroleum Corp	P	6/12/08	3/29/11	200.91		267.44	(66.53)	(66.53)
6	SLM Corporation	P	1/10/08	3/29/11	88.49		93.87	(5.38)	(5.38)
2	Biogen Idec Inc	P	1/15/09	3/30/11	142.42		87.30	55.12	55.12
28	CBS Corporation	P	10/28/09	3/30/11	690.58		412.45	278.13	278.13
1	Dish Network Corporation	P	4/20/09	3/30/11	24.51		15.27	9.24	9.24
6	Dish Network Corporation	P	4/20/09	3/30/11	146.78		91.60	55.18	55.18
5	Dish Network Corporation	P	4/20/09	3/30/11	122.29		76.33	45.96	45.96
2	Invesco LTD	P	12/12/07	3/30/11	51.94		43.53	8.41	8.41
3	Invesco LTD	P	12/12/07	3/30/11	77.96		65.30	12.66	12.66
6	Invesco LTD	P	12/12/07	3/30/11	156.11		130.60	25.51	25.51
42	SLM Corporation	P	3/13/08	3/30/11	628.40		657.09	(28.69)	(28.69)
2	SLM Corporation	P	8/27/08	3/30/11	29.78		31.51	(1.73)	(1.73)
18	SLM Corporation	P	1/31/08	3/30/11	268.31		281.61	(13.30)	(13.30)
12	CBS Corporation	P	10/28/09	3/31/11	288.75		176.78	111.99	111.99
3	CBS Corporation	P	10/28/09	3/31/11	73.35		44.19	29.16	29.16
2	Dish Network Corporation	P	4/20/09	3/31/11	48.33		30.53	17.80	17.80
8	Dish Network Corporation	P	4/20/09	3/31/11	193.96		122.13	71.83	71.83
59	SLM Corporation	P	3/13/08	3/31/11	886.47		923.04	(36.57)	(36.57)
9,491.830	Goldman Sachs Core Fixed	P	3/1/07	3/17/11	93,589.39		88,502.46	5,086.93	5,086.93
1,949.320	Goldman Sachs Short Durat	P	8/7/09	3/17/11	20,000.00		20,253.43	(253.43)	(253.43)

Quantity	Stocks held more than 1 year	HOW ACQUIRED	DATE	DATE	GROSS	DEPR	COST OR OTHER BASIS PLUS EXP OF SALE	GAIN OR (LOSS)	
		PURCHASE(P) DONATION(D)	ACQUIRED	SOLD	SALES PRICE	ALL	(g)	(h)	(i)
(b)		(c)	(d)		(e)	(f)			
85	Grupo Televisa, SA	P	8/14/06	4/14/11	1,981.21		1,345.23	615.98	615.98
101	Tesco PLC	P	6/30/05	4/27/11	1,972.85		1,877.19	95.66	95.66
16084 62	Goldman Sachs Short Durat Gvt Mutal Fi	P	8/7/09	4/11/11	184,545.49		187,122.98	(2,577.47)	(2,577.47)
10	Baxter International	P	1/15/08	4/1/11	531.12		880.92	(349.80)	(349.80)
22	Biogen Idec Inc	P	5/7/09	4/1/11	1,562.13		1,038.85	523.28	523.28
52	CBS Corporation	P	10/28/09	4/1/11	1,284.88		765.97	518.91	518.91
43	Biogen Idec Inc	P	6/29/09	4/4/11	3,091.49		2,030.48	1,061.01	1,061.01
2	Biogen Idec Inc	P	10/21/09	4/4/11	143.47		94.44	49.03	49.03
13	Dish Network Corporation	P	4/20/09	4/4/11	317.01		198.46	118.55	118.55
4	Dish Network Corporation	P	4/20/09	4/4/11	97.83		61.08	36.57	36.57
9	Dish Network Corporation	P	4/20/09	4/4/11	219.50		137.40	82.10	82.10
4	Invesco LTD	P	12/13/07	4/4/11	103.91		368.33	(264.42)	(264.42)
1	Invesco LTD	P	12/17/07	4/4/11	25.95		289.05	(263.10)	(263.10)
3	CBS Corporation	P	3/3/10	4/5/11	75.96		41.25	34.71	34.71
16	Dish Network Corporation	P	4/24/09	4/5/11	390.19		244.26	145.93	145.93
24	Dish Network Corporation	P	4/24/09	4/5/11	585.93		366.39	219.54	219.54
11	Invesco LTD	P	8/4/08	4/6/11	285.77		274.45	11.32	11.32
2	Invesco LTD	P	8/4/08	4/6/11	51.91		53.90	(1.99)	(1.99)
17	Invesco LTD	P	3/25/08	4/6/11	441.48		339.44	102.04	102.04
28	Newfield Exploration Co	P	10/1/09	4/8/11	2,136.82		1,307.05	829.77	829.77
11	Dish Network Corporation	P	5/7/09	4/7/11	268.33		162.62	105.71	105.71
3	Invesco LTD	P	8/7/08	4/7/11	77.93		84.01	(6.08)	(6.08)
4	Invesco LTD	P	12/14/07	4/7/11	103.83		79.56	24.27	24.27
6	Invesco LTD	P	3/25/08	4/7/11	155.81		119.33	36.48	36.48
13	Newfield Exploration Co	P	9/30/09	4/7/11	983.47		606.85	376.62	376.62
1	Newfield Exploration Co	P	12/14/09	4/7/11	76.32		73.03	3.29	3.29
9	Newfield Exploration Co	P	10/1/09	4/8/11	681.04		419.01	262.03	262.03
50	Baxter International	P	1/28/08	4/12/11	2,688.74		2,809.00	(120.26)	(120.26)
29	Baxter International	P	1/29/08	4/12/11	1,561.68		1,629.22	(67.54)	(67.54)
3	Baxter International	P	12/2/09	4/12/11	161.87		168.55	(6.68)	(6.68)
2	Baxter International	P	12/3/09	4/13/11	107.72		112.37	(4.65)	(4.65)
141	SLM Corporation	P	4/28/08	4/27/11	2,315.52		3,163.77	(848.25)	(848.25)
41	The Bank of NY Mellon Corp	P	10/21/09	4/27/11	1,164.58		1,174.90	(10.32)	(10.32)
1	The Bank of NY Mellon Corp	P	2/1/10	4/27/11	28.44		85.16	(56.72)	(56.72)
8	The Bank of NY Mellon Corp	P	10/14/08	4/27/11	226.95		223.80	3.15	3.15
2973 24	GS Local Emerging Markets Fund	P	4/23/10	5/2/11	30,000.00		27,740.33	2,259.67	2,259.67
76	Bayensche Motoren Werke Aktie	P	4/20/10	5/3/11	2,365.91		1,256.28	1,109.63	1,109.63
48	BHP Billiton Ltd	P	4/20/10	5/3/11	4,838.32		3,799.20	1,039.12	1,039.12
191	Koninklijke KPN	P	6/30/05	5/3/11	2,996.20		1,509.88	1,486.32	1,486.32
118	Vodafone Group PLC	P	4/20/10	5/5/11	3,234.42		2,985.83	248.59	248.59
225	Koninklijke KPN	P	6/30/05	5/17/11	3,363.68		2,233.78	1,129.90	1,129.90
21	Shire Limited	P	4/20/10	5/16/11	1,972.23		1,431.15	541.08	541.08
22	EMC Corporation	P	4/29/10	5/2/11	614.12		481.98	132.14	132.14
4	Newfield Exploration Co	P	10/6/09	5/2/11	278.51		183.86	94.65	94.65
11	Emerson Electric	P	4/8/09	5/3/11	658.36		199.59	458.77	458.77
6	Honeywell Intl Inc	P	12/30/08	5/3/11	368.77		57.43	311.34	311.34
20	Honeywell Intl Inc	P	7/31/09	5/3/11	1,222.11		703.49	518.62	518.62
46	Newfield Exploration Co	P	10/2/09	5/3/11	3,199.40		1,930.42	1,268.98	1,268.98
58	Oracle Corporation	P	12/11/09	5/3/11	1,953.28		1,398.61	554.67	554.67
13	Oracle Corporation	P	12/28/09	5/3/11	459.02		324.11	134.91	134.91
41	Dow Chemical Co	P	8/28/09	5/4/11	1,678.12		887.65	790.47	790.47
2	Newfield Exploration Co	P	9/29/09	5/6/11	137.78		42.34	95.44	95.44
10	Dow Chemical Co	P	9/3/09	5/9/11	397.37		257.01	140.36	140.36
39	Newfield Exploration Co	P	9/30/09	5/9/11	2,601.94		1,307.52	1,294.42	1,294.42
15	Occidental Petroleum Corp	P	2/26/09	5/9/11	1,621.38		115.16	1,506.22	1,506.22
10	Dow Chemical Co	P	10/8/09	5/16/11	400.30		251.84	148.46	148.46
14	Dow Chemical Co	P	9/3/09	5/16/11	562.98		314.82	248.16	248.16
50	The Bank of NY Mellon	P	10/15/09	5/16/11	1,420.87		901.50	519.37	519.37
21	The Bank of NY Mellon	P	10/21/09	5/16/11	596.43		378.63	217.80	217.80
40	The Bank of NY Mellon	P	11/23/09	5/16/11	1,134.59		721.20	413.39	413.39
22	The Bank of NY Mellon	P	11/23/09	5/17/11	620.60		396.66	223.94	223.94
157	Nidex Corp	P	4/20/10	6/8/11	3455.91		3,993.76	(537.85)	(537.85)
60	Amenca Movil Sab	P	4/20/10	6/10/11	2,939.81		3,081.00	(141.19)	(141.19)
499	Sharp corp	P	6/30/05	6/21/11	4,360.22		7,473.32	(3,113.10)	(3,113.10)
74	International Power	P	4/20/10	6/27/11	3,729.56		3,833.94	(104.38)	(104.38)
24	Bayer Ag	P	6/30/05	6/29/11	1,843.68		1,084.19	759.49	759.49
7	AFLAC Incorp	P	8/28/09	6/2/11	327.87		287.18	40.69	40.69
21	American Electric Power	P	4/1/09	6/2/11	799.45		639.10	160.35	160.35
125	Bank of America Corp	P	4/14/09	6/2/11	1,411.22		1,412.98	(1.74)	(1.74)
15	Boeing Company	P	9/26/08	6/2/11	1,136.82		931.96	204.86	204.86
25	CBS Corporation	P	10/28/09	6/2/11	683.48		367.07	316.41	316.41
22	CVS Caremark	P	3/1/10	6/2/11	842.36		777.42	64.94	64.94
30	Dish Network	P	4/24/09	6/2/11	896.08		458.32	437.76	437.76
30	EMC Corporation	P	4/28/10	6/2/11	848.98		596.64	252.34	252.34
4	Emerson Electric Co	P	4/20/09	6/2/11	211.71		84.16	127.55	127.55
11	Entergy Corporation	P	11/2/05	6/2/11	743.25		833.08	(89.83)	(89.83)
7	Everest Re Group	P	1/13/09	6/2/11	623.54		508.08	115.46	115.46
37	Ford Motor Corp	P	3/19/10	6/2/11	533.52		334.53	198.99	198.99
5	Franklin Resources	P	10/16/08	6/2/11	632.38		570.39	61.99	61.99
99	General Electric Co	P	11/23/09	6/2/11	1,911.16		962.94	948.22	948.22
27	General Mills Inc	P	4/26/10	6/2/11	1,063.50		813.32	250.18	250.18

Stocks held more than 1 year	HOW ACQUIRED PURCHASE(P) DONATION(D)	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	DEPR ALL	COST OR OTHER BASIS PLUS EXP OF SALE	GAIN OR (LOSS)	
Quantity	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
2 Google, Inc	P	3/25/10	6/2/11	1,060 11		1,152 74	(92 63)	(92 63)
23 Hartford Financial Svcs	P	3/15/10	6/2/11	597 52		620 97	(23 45)	(23 45)
16 Honeywell Intl	P	9/17/08	6/2/11	931 02		1,322 04	(391 02)	(391 02)
19 Invesco LTD	P	3/25/08	6/2/11	455 23		377 89	77 34	77 34
16 Johnson Controls	P	6/15/07	6/2/11	616 14		1,485 07	(868 93)	(868 93)
50 JPMorgan Chase & Co	P	1/27/10	6/2/11	2,098 95		1,885 43	211 52	211 52
13 Marsh & McLennan Co	P	9/1/09	6/2/11	395 97		298 53	97 44	97 44
43 Merck & Co, Inc	P	12/14/09	6/2/11	1,560 01		1,589 05	(29 04)	(29 04)
25 Newell Rubbermaid Inc	P	9/29/09	6/2/11	437 49		383 91	53 58	53 58
9 Occidental Petroleum Corp	P	6/24/09	6/2/11	940 66		626 02	314 64	314 64
19 prudential Financial	P	6/2/09	6/2/11	1,168 09		971 04	197 05	197 05
37 SLM Corporation	P	5/27/08	6/2/11	620 47		521 23	99 24	99 24
239 Sprint Nextel Corp	P	8/7/08	6/2/11	1,418 44		2,041 54	(623 10)	(623 10)
11 State Street Corp	P	3/30/09	6/2/11	487 18		416 73	70 45	70 45
11 The Travelers Companies	P	7/18/08	6/2/11	679 01		528 58	150 43	150 43
49 US Bancorp	P	5/21/10	6/2/11	1,215 66		1,181 36	34 30	34 30
29 Unilever NV NY	P	8/17/07	6/2/11	943 64		901 52	42 12	42 12
15 Wellpoint Inc	P	4/11/06	6/2/11	1,163 52		918 23	245 29	245 29
39 CBS Corporation	P	10/28/09	6/6/11	1,070 14		221 71	848 43	848 43
2 CBS Corporation	P	3/4/10	6/6/11	54 83		27 99	26 84	26 84
4 Newell Rubbermaid Inc	P	10/20/09	6/7/11	68 75		59 92	8 83	8 83
3 Newell Rubbermaid Inc	P	10/30/09	6/7/11	51 52		43 59	7 93	7 93
22 Newell Rubbermaid Inc	P	9/22/09	6/7/11	373 34		338 10	35 24	35 24
44 Newell Rubbermaid Inc	P	9/25/09	6/7/11	750 08		678 21	73 87	73 87
5 Newfield Exploration co	P	11/11/09	6/7/11	361 57		337 52	24 05	24 05
86 Newell Rubbermaid Inc	P	9/23/09	6/8/11	1,287 28		1,381 34	(94 06)	(94 06)
61 Newell Rubbermaid Inc	P	9/22/09	6/8/11	907 26		918 05	(10 79)	(10 79)
92 Newell Rubbermaid Inc	P	9/24/09	6/9/11	1,341 13		1,384 60	(43 47)	(43 47)
24 Newell Rubbermaid Inc	P	10/28/09	6/9/11	346 11		361 20	(15 09)	(15 09)
9 Newell Rubbermaid Inc	P	11/2/09	6/9/11	131 57		135 00	(3 43)	(3 43)
14 EMC Corporation	P	4/28/10	6/27/11	372 86		278 43	94 43	94 43
11 EMC Corporation	P	4/28/10	6/27/11	292 57		218 77	73 80	73 80
14 Entergy Corporation	P	4/14/03	6/28/11	954 60		264 30	690 30	690 30
5 Entergy Corporation	P	11/11/05	6/29/11	342 38		342 55	(0 17)	(0 17)
5 Entergy Corporation	P	11/11/05	6/30/11	343 94		342 55	1 39	1 39
5143 28 Goldman Sachs Concentrated Gro Mutual	P	8/7/09	6/1/11	70,000 00		54,261 60	15,738 40	15,738 40
913 94 Goldman Sachs Concentrated Gro Mutual	P	8/7/09	6/20/11	12,000 00		9,642 07	2,357 93	2,357 93
16470 76 GS High Yield Floating Rate	P	4/11/11	6/23/11	162,401 71		164,540 48	(2,138 77)	(2,138 77)
125 Trend Micro Inc	P	4/20/10	7/11/11	3940 93		4,437 50	(496 57)	(496 57)
69 Komatsu LTD	P	4/20/10	7/12/11	2,180 68		1,372 45	808 23	808 23
28 Shire Limited	P	4/20/10	7/12/11	2,643 01		1,908 20	734 81	734 81
150 Petroleo Brasileiro	P	4/20/10	7/14/11	4,912 24		6,571 50	(1,659 26)	(1,659 26)
20 Infosys LTD	P	4/20/10	7/18/11	1,233 89		1,238 35	(4 46)	(4 46)
132 Taiwan Semiconductor	P	4/20/10	7/20/11	1,611 05		1,438 25	172 80	172 80
191 Talisman Energy	P	4/20/10	7/27/11	3,956 64		3,294 75	661 89	661 89
2 Fanuc Corp	P	7/29/10	7/29/11	61 71		40 29	21 42	21 42
15 Entergy Corporation	P	8/16/02	7/5/11	1,025 08		521 70	503 38	503 38
2 Entergy Corporation	P	5/26/04	7/5/11	136 75		141 63	(4 88)	(4 88)
5 Entergy Corporation	P	8/16/02	7/8/11	341 74		173 90	167 84	167 84
14 Entergy Corporation	P	8/16/02	7/7/11	957 09		486 97	470 12	470 12
58 Emerson Electric	P	5/4/10	7/8/11	3,317 49		2,563 35	754 14	754 14
2 Emerson Electric	P	5/4/10	7/8/11	114 59		88 39	26 20	26 20
22 Comcast Corp	P	6/25/10	7/11/11	568 13		399 47	168 66	168 66
38 Comcast Corp	P	6/25/10	7/11/11	977 31		690 00	287 31	287 31
184 Comcast Corp	P	6/25/10	7/13/11	4,684 87		3,341 04	1,343 83	1,343 83
2 Entergy Corporation	P	5/26/04	7/13/11	135 98		141 63	(5 65)	(5 65)
3 Entergy Corporation	P	5/26/04	7/13/11	203 93		212 44	(8 51)	(8 51)
1 Entergy Corporation	P	5/26/04	7/13/11	67 91		70 81	(2 90)	(2 90)
20 Pepsico Inc	P	7/2/10	7/13/11	1,392 07		1,247 80	144 27	144 27
14 Pepsico Inc	P	7/1/10	7/13/11	976 24		873 46	102 78	102 78
15 Pepsico Inc	P	7/2/10	7/13/11	1,042 89		935 85	107 04	107 04
172 Comcast Corp	P	7/1/10	7/14/11	4,339 71		3,123 15	1,216 56	1,216 56
2 Entergy Corporation	P	5/26/04	7/14/11	134 82		141 62	(6 80)	(6 80)
2 Entergy Corporation	P	5/26/04	7/14/11	134 48		141 63	(7 15)	(7 15)
10 Entergy Corporation	P	11/15/05	7/15/11	674 21		562 38	111 83	111 83
1 Entergy Corporation	P	4/10/06	7/18/11	67 50		110 94	(43 44)	(43 44)
6 Entergy Corporation	P	2/9/06	7/18/11	405 39		433 56	(28 17)	(28 17)
33 Comcast Corp	P	8/11/10	7/19/11	811 00		598 60	212 40	212 40
14 Comcast Corp	P	7/1/10	7/20/11	335 86		253 95	81 91	81 91
57 Comcast Corp	P	7/1/10	7/20/11	1,367 31		1,033 94	333 37	333 37
2 Texas Instruments Inc	P	7/20/10	7/21/11	60 93		48 94	11 99	11 99
25 Texas Instruments Inc	P	6/29/10	7/21/11	755 66		611 77	143 89	143 89
25 Texas Instruments Inc	P	6/29/10	7/22/11	779 26		611 77	167 49	167 49
5 Texas Instruments Inc	P	7/21/10	7/25/11	156 64		122 35	34 29	34 29
25 Texas Instruments Inc	P	6/29/10	7/25/11	781 25		611 77	169 48	169 48
13 Conocophillips	P	4/15/10	7/26/11	978 10		1,031 61	(53 51)	(53 51)
23 Texas Instruments Inc	P	7/20/10	7/26/11	719 79		562 59	157 20	157 20
7 Texas Instruments Inc	P	7/20/10	7/26/11	219 77		171 53	48 24	48 24
6 Entergy Corporation	P	2/7/06	7/27/11	409 88		433 56	(23 68)	(23 68)
9 Entergy Corporation	P	2/7/06	7/28/11	816 04		1,184 84	(568 80)	(568 80)
126 Fanuc Corp	P	7/29/10	8/1/11	3,945 07		2,538 40	1,406 67	1,406 67

Quantity	Stocks held more than 1 year	HOW	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	DEPR ALL	COST OR OTHER BASIS	GAIN OR (LOSS)	
		PURCHASE(P) DONATION(D)					PLUS EXP OF SALE		
		(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
29	Impenal Tobacco Group	P	4/20/10	8/5/11	1,959 83		1,758 85	200 98	200 98
55	Bayensche Motoren Werke Aktie	P	4/20/10	8/8/11	1,723 45		909 15	814 30	814 30
15	Novo Nordisk A/S ADR	P	7/18/10	8/10/11	1,628 97		832 20	694 77	694 77
100	Encana Corporation	P	4/20/10	8/11/11	2,422 97		3,192 00	(769 03)	(769 03)
12	Fanuc Corp	P	7/29/10	8/11/11	338 00		241 75	96 25	96 25
23	Fanuc Corp	P	7/29/10	8/12/11	651 85		483 38	188 49	188 49
50	International Power	P	4/20/10	8/19/11	2,417 22		2,590 50	(173 28)	(173 28)
3,930 33	GS Local Emerging	P	4/23/10	8/11/11	37,770 45		37215 84	554 61	554 61
3	Entergy Corporation	P	5/28/04	8/1/11	204 42		184 88	19 54	19 54
5	Entergy Corporation	P	2/13/06	8/1/11	340 88		308 14	32 72	32 72
2	Google, Inc	P	3/25/10	8/1/11	1,236 42		1,117 98	118 46	118 46
14	CBS Corporation	P	3/3/10	8/2/11	394 93		200 83	194 10	194 10
5	Entergy Corporation	P	2/13/06	8/2/11	337 62		387 28	(49 64)	(49 64)
2	Entergy Corporation	P	2/9/06	8/2/11	135 17		130 84	4 33	4 33
11	Entergy Corporation	P	4/7/06	8/3/11	735 65		755 95	(20 30)	(20 30)
18	Entergy Corporation	P	5/26/04	8/4/11	1,195 72		896 58	299 14	299 14
6	CBS Corporation	P	3/5/10	8/5/11	160 79		124 96	35 83	35 83
8	CBS Corporation	P	3/3/10	8/5/11	216 35		125 64	90 71	90 71
6	Entergy Corporation	P	4/7/06	8/5/11	395 85		417 73	(21 88)	(21 88)
11	CBS Corporation	P	3/4/10	8/8/11	294 03		172 76	121 27	121 27
6	CBS Corporation	P	3/5/10	8/8/11	160 76		94 23	66 53	66 53
34	CBS Corporation	P	5/24/10	8/9/11	823 72		473 75	349 97	349 97
7	CBS Corporation	P	11/6/09	8/9/11	169 92		105 54	64 38	64 38
16	Dish Network	P	4/24/09	8/9/11	430 16		244 44	185 72	185 72
34	DOW Chemical Co	P	11/11/09	8/9/11	1,052 94		755 27	297 67	297 67
25	Dish Network	P	5/7/09	8/10/11	831 58		381 94	249 64	249 64
39	Dish Network	P	5/7/09	8/10/11	988 07		550 56	437 51	437 51
8	Dish Network	P	7/29/09	8/10/11	201 67		136 71	64 96	64 96
21	Newfield Exploration Co	P	6/4/10	8/10/11	1,180 42		1,140 06	40 36	40 36
6	Occidental Petroleum Corp	P	6/24/09	8/10/11	530 81		417 34	113 47	113 47
17	Occidental Petroleum Corp	P	6/24/09	8/10/11	1,498 14		786 24	711 90	711 90
6	The Mosaic Company	P	7/8/11	8/10/11	371 15		414 42	(43 27)	(43 27)
107	Bank of America Corp	P	4/14/09	8/11/11	770 28		1,268 56	(498 28)	(498 28)
107	Bank of America Corp	P	4/23/09	8/11/11	771 66		1,206 04	(434 38)	(434 38)
98	Bank of America Corp	P	4/14/09	8/11/11	694 88		1,043 69	(348 81)	(348 81)
17	Pepsico Inc	P	7/2/10	8/12/11	1,047 94		1,060 63	(12 69)	(12 69)
41	Suntrust Banks	P	2/2/10	8/15/11	756 43		995 20	(238 77)	(238 77)
9	US Bancorp	P	6/28/10	8/15/11	201 32		210 97	(9 65)	(9 65)
7	US Bancorp	P	5/24/10	8/15/11	152 51		167 41	(14 90)	(14 90)
8	Suntrust Banks	P	2/2/10	8/17/11	149 11		193 98	(44 87)	(44 87)
3	US Bancorp	P	5/21/10	8/17/11	66 49		72 43	(5 94)	(5 94)
61	State Street Corporation	P	3/30/09	8/18/11	2,122 62		2,249 56	(126 94)	(126 94)
4	State Street Corporation	P	3/30/09	8/18/11	139 32		147 51	(8 19)	(8 19)
10	Newfield Exploration Co	P	7/22/10	8/19/11	534 19		521 30	12 89	12 89
31	Newfield Exploration Co	P	7/23/10	8/23/11	1,526 33		1,714 21	(187 88)	(187 88)
1	Newfield Exploration Co	P	6/4/10	8/23/11	49 89		3 28	46 61	46 61
19	Occidental Petroleum Corp	P	7/30/09	8/24/11	1,567 83		1,018 79	549 04	549 04
35	Nestle	P	5/20/09	9/7/11	2,197 61		1,291 68	905 93	905 93
28	Shire Limited	P	4/20/10	9/13/11	2,706 85		1,908 20	798 65	798 65
104	Centrica PLC	P	4/20/10	9/28/11	1,825 87		1,873 47	(47 60)	(47 60)
25	Allstate Corporation	P	8/25/10	9/20/11	626 55		757 68	(131 13)	(131 13)
78	Allstate Corporation	P	6/25/10	9/21/11	1,943 53		2,397 00	(453 47)	(453 47)
28	Allstate Corporation	P	8/28/10	9/21/11	697 43		843 15	(145 72)	(145 72)
25	JPMorgan Chase & Co	P	10/22/03	9/21/11	843 26		954 60	(111 34)	(111 34)
24	US Bancorp	P	5/28/10	9/21/11	572 69		579 43	(6 74)	(6 74)
30	US Bancorp	P	5/28/10	9/21/11	719 56		724 28	(4 72)	(4 72)
13	Allstate Corporation	P	9/10/10	9/22/11	316 38		391 48	(75 10)	(75 10)
2	Allstate Corporation	P	9/10/10	9/22/11	49 07		56 28	(7 21)	(7 21)
11	Dish Network Corporation	P	5/20/09	9/28/11	288 27		168 54	119 73	119 73
21	Dish Network Corporation	P	5/20/09	9/28/11	544 00		321 75	222 25	222 25
77	EMC Corporation	P	4/29/10	9/28/11	1,585 15		1,531 37	53 78	53 78
84	State Street Corporation	P	5/6/10	9/28/11	2,605 25		3,247 66	(642 41)	(642 41)
20	Illinois Tool Works	P	8/2/10	9/29/11	876 68		893 59	(16 91)	(16 91)
33	BHP Billiton Ltd	P	4/20/10	10/11/11	2,247 46		2,611 95	(364 49)	(364 49)
269	CSL Limited	P	4/20/10	10/27/11	4,192 19		4,640 25	(448 06)	(448 06)
6	Occidental Petroleum Corp	P	6/24/09	10/3/11	462 69		445 75	16 94	16 94
13	Illinois Tool Works	P	8/17/10	10/4/11	560 25		587 00	(26 75)	(26 75)
6	Illinois Tool Works	P	8/2/10	10/4/11	257 68		267 49	(9 81)	(9 81)
21	Dish Network Corporation	P	5/12/09	10/5/11	539 14		321 75	217 39	217 39
66	Dish Network Corporation	P	10/14/09	10/5/11	1,681 39		1,235 66	445 73	445 73
2	Illinois Tool Works	P	8/3/10	10/5/11	84 59		90 40	(5 81)	(5 81)
19	Occidental Petroleum Corp	P	4/30/10	10/5/11	1,380 99		1,411 53	(30 54)	(30 54)
22	CVS Caremark Corp	P	3/1/10	10/6/11	727 52		777 42	(49 90)	(49 90)
12	CVS Caremark Corp	P	3/2/10	10/6/11	400 91		424 05	(23 14)	(23 14)
53	CVS Caremark Corp	P	5/6/10	10/6/11	1,756 42		1,872 88	(116 46)	(116 46)
31	CVS Caremark Corp	P	3/2/10	10/6/11	1,027 82		1,095 46	(67 64)	(67 64)
30	CVS Caremark Corp	P	3/3/10	10/6/11	995 22		1,060 12	(64 90)	(64 90)
6	Dish Network Corporation	P	4/20/09	10/6/11	150 21		21 54	128 67	128 67
20	Dish Network Corporation	P	4/20/09	10/6/11	501 58		5 71	495 85	495 85
95	CVS Caremark Corp	P	3/3/10	10/7/11	3,091 91		3,357 04	(265 13)	(265 13)
10	Dish Network Corporation	P	4/24/09	10/7/11	240 86		159 62	81 24	81 24

Stocks held more than 1 year	HOW ACQUIRED PURCHASE(P) DONATION(D)	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	DEPR ALL	COST OR OTHER BASIS PLUS EXP OF SALE	GAIN OR (LOSS)	
Quantity	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
8 Illinois Tool Works	P	8/3/10	10/7/11	322 85		381 59	(38 74)	(38 74)
8 Dish Network Corporation	P	4/24/09	10/11/11	199 22		11 10	188 12	188 12
5 Dish Network Corporation	P	4/24/09	10/11/11	124 89		6 94	117 95	117 95
14 Dish Network Corporation	P	5/12/09	10/12/11	351 25		220 61	130 64	130 64
16 Johnson Controls Inc	P	10/3/08	10/14/11	480 05		427 39	52 66	52 66
9 Merck & Co, Inc	P	6/30/10	10/14/11	287 45		322 15	(34 70)	(34 70)
70 Merck & Co, Inc	P	12/14/09	10/14/11	2,240 08		2,687 71	(427 63)	(427 63)
36 Wellpoint, Inc	P	1/9/07	10/14/11	2,413 34		3,102 47	(689 13)	(689 13)
11 Dish Network Corporation	P	4/24/09	10/17/11	305 24		188 60	118 64	118 64
16 Johnson Controls Inc	P	5/15/09	10/17/11	503 22		427 39	75 83	75 83
25 Wellpoint, Inc	P	6/4/08	10/17/11	1,688 35		1,410 87	277 48	277 48
7 Dish Network Corporation	P	5/12/09	10/18/11	191 49		119 68	71 83	71 83
4 Dish Network Corporation	P	4/24/09	10/18/11	109 00		38 51	70 49	70 49
5 Dish Network Corporation	P	4/24/09	10/18/11	136 75		48 13	88 62	88 62
23 Wellpoint, Inc	P	12/1/06	10/18/11	1,515 94		2,591 75	(1,075 81)	(1,075 81)
3 Dish Network Corporation	P	4/27/09	10/19/11	83 04		52 04	31 00	31 00
6 Dish Network Corporation	P	4/27/09	10/19/11	165 74		104 08	61 66	61 66
15 Johnson Controls Inc	P	5/15/09	10/19/11	484 31		400 68	83 63	83 63
33 Merck & Co, Inc	P	12/15/09	10/19/11	1,082 48		1,215 48	(133 00)	(133 00)
26 Merck & Co, Inc	P	12/15/09	10/19/11	855 01		989 53	(134 52)	(134 52)
16 Unilever NV NY	P	2/7/08	10/19/11	546 31		497 36	48 95	48 95
35 Dish Network Corporation	P	7/29/09	10/20/11	943 59		607 16	336 43	336 43
25 Merck & Co, Inc	P	12/15/09	10/21/11	816 76		919 29	(102 53)	(102 53)
4 Wellpoint, Inc	P	6/4/08	10/21/11	254 03		122 35	131 68	131 68
8 Wellpoint, Inc	P	4/11/06	10/21/11	509 32		381 46	127 86	127 86
25 PG&E Corporation	P	8/18/10	10/26/11	1,073 13		1,134 30	(61 17)	(61 17)
3 Dish Network Corporation	P	5/7/09	10/27/11	79 15		39 75	39 40	39 40
12 Dish Network Corporation	P	5/7/09	10/27/11	316 73		159 02	157 71	157 71
8 Dish Network Corporation	P	5/12/09	10/28/11	208 61		143 13	65 48	65 48
5 Dish Network Corporation	P	5/12/09	10/31/11	129 80		169 15	(39 35)	(39 35)
3 Dish Network Corporation	P	4/27/09	10/31/11	77 65		51 28	26 37	26 37
13 PG&E Corporation	P	10/1/10	10/31/11	549 93		595 61	(45 68)	(45 68)
6 Wellpoint, Inc	P	6/4/08	10/31/11	418 85		286 09	132 76	132 76
5 Wellpoint, Inc	P	4/20/10	10/21/11	323 59		225 87	97 72	97 72
65 Microsoft Corporation	P	4/20/10	10/24/11	1,819 96		1,074 45	745 51	745 51
52 Procter & Gamble Company	P	4/20/10	10/24/11	3,348 72		2,349 09	999 63	999 63
6279 44 CS Concentrated Growth Fund	P	8/7/09	11/2/11	80,000 00		66,248 09	13,751 91	13,751 91
3 Dish Network Corporation	P	4/27/09	11/1/11	77 42		53 71	23 71	23 71
2 Dish Network Corporation	P	4/27/09	11/1/11	51 56		35 82	15 74	15 74
6 General Mills Inc	P	11/20/06	11/1/11	235 55		180 74	54 81	54 81
171 US Bancorp	P	6/24/10	11/1/11	4,419 44		4,049 61	369 83	369 83
69 US Bancorp	P	5/28/10	11/1/11	1,804 71		1,661 66	143 05	143 05
21 US Bancorp	P	5/24/10	11/1/11	547 42		507 14	40 28	40 28
1 General Mills Inc	P	11/20/08	11/2/11	38 99		30 12	8 87	8 87
14 General Mills Inc	P	12/1/08	11/2/11	545 64		421 72	123 92	123 92
42 Merck & Co, Inc	P	2/22/10	11/2/11	1,470 68		1,545 71	(75 03)	(75 03)
17 Wellpoint, Inc	P	6/4/08	11/2/11	1,167 61		810 60	357 01	357 01
1 Franklin Resources Inc	P	10/22/08	11/3/11	107 84		123 37	(15 53)	(15 53)
1 Franklin Resources Inc	P	10/23/08	11/3/11	107 87		5 02	102 85	102 85
1 Franklin Resources Inc	P	11/11/08	11/3/11	107 22		75 48	31 74	31 74
5 Franklin Resources Inc	P	11/18/08	11/4/11	506 25		346 51	159 74	159 74
35 Merck & Co, Inc	P	2/23/10	11/4/11	1,203 58		1,288 09	(84 53)	(84 53)
9 Dish Network Corporation	P	7/28/09	11/10/11	220 97		161 05	59 92	59 92
26 Dish Network Corporation	P	7/29/09	11/10/11	637 68		465 18	172 50	172 50
5 Dish Network Corporation	P	7/29/09	11/15/11	122 85		89 49	33 36	33 36
23 Dish Network Corporation	P	10/14/09	11/16/11	573 01		411 47	161 54	161 54
78 Bank of America Corp	P	5/1/09	11/28/11	418 86		882 10	(463 24)	(463 24)
197 Bank of America Corp	P	5/1/09	11/28/11	1,060 99		2,227 86	(1,166 87)	(1,166 87)
59 Bank of America Corp	P	4/23/09	11/28/11	317 32		667 23	(349 91)	(349 91)
219 Bank of America Corp	P	12/3/09	11/29/11	1,131 81		2,476 66	(1,344 85)	(1,344 85)
36 Canadian National Railway	P	4/20/10	12/12/11	2,783 78		2,394 19	389 59	389 59
28 Toyota Motor Corp	P	4/20/10	12/19/11	1,824 08		2,228 14	(404 06)	(404 06)
42 Novartis AG	P	5/20/10	12/23/11	2,362 54		2,011 52	351 02	351 02
89 Volvo Aktiebolaget	P	12/15/10	12/23/11	918 64		1,551 90	(633 26)	(633 26)
79 Volvo Aktiebolaget	P	12/15/10	12/27/11	825 20		1,377 52	(552 32)	(552 32)
87 Bank of America Corp	P	4/14/09	12/1/11	478 31		985 12	(506 81)	(506 81)
186 Bank of America Corp	P	5/1/09	12/2/11	955 31		2,103 82	(1,148 51)	(1,148 51)
324 Bank of America Corp	P	5/1/09	12/5/11	1,719 23		3,663 22	(1,943 99)	(1,943 99)
16 Wellpoint, Inc	P	10/23/08	12/8/11	1,097 30		762 92	334 38	334 38
2 Google, Inc	P	3/29/10	12/13/11	1,234 42		1,124 71	109 71	109 71
2 Google, Inc	P	3/29/10	12/14/11	1,256 96		1,124 72	132 25	132 25
28 TEVA Pharmaceutical	P	11/10/10	12/14/11	1,130 56		1,405 58	(275 02)	(275 02)
72 Allstate Corporation	P	9/13/10	12/15/11	1,890 94		2,170 08	(279 14)	(279 14)
19 TEVA Pharmaceutical	P	11/12/10	12/15/11	773 52		953 79	(180 27)	(180 27)
3 TEVA Pharmaceutical	P	11/10/10	12/15/11	122 15		150 60	(28 45)	(28 45)
42 Allstate Corporation	P	10/29/10	12/16/11	1,109 53		1,268 30	(156 77)	(156 77)
13 Allstate Corporation	P	11/23/10	12/16/11	345 27		391 87	(46 60)	(46 60)
153 Ford Motor Company	P	5/12/09	12/16/11	1,621 91		1,422 04	199 87	199 87
102 Ford Motor Company	P	3/19/10	12/16/11	1,070 99		948 02	122 97	122 97
18 Sprint Nextel Corp	P	1/2/08	12/16/11	45 02		153 76	(108 74)	(108 74)
62 American Electric Power	P	4/1/09	12/19/11	2,404 97		1,455 92	949 05	949 05

						COST OR OTHER BASIS		
Stocks held more than 1 year	HOW ACQUIRED PURCHASE(P) DONATION(D)	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	DEPR ALL	PLUS EXP OF SALE	GAIN OR (LOSS)	
Quantity	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
178 Ford Motor Company	P	3/23/10	12/19/11	1,787.38		1,835.80	151.56	151.56
34 Johnson Controls Inc	P	6/20/07	12/19/11	984.42		1,901.38	(916.94)	(916.94)
4 Wellpoint, Inc	P	6/4/08	12/19/11	255.23		190.73	64.50	64.50
34 Wellpoint, Inc	P	10/23/08	12/19/11	2,171.68		1,821.20	550.48	550.48
21 Johnson Controls Inc.	P	4/21/10	12/20/11	610.58		719.48	(108.88)	(108.88)
11 Wellpoint, Inc	P	10/23/08	12/20/11	710.87		524.50	186.37	186.37
32 Wellpoint, Inc	P	10/23/08	12/20/11	2,058.98		1,525.83	533.15	533.15
4 Boeing Company	P	9/25/08	12/21/11	288.40		228.05	58.35	58.35
2 Google, Inc	P	3/29/10	12/21/11	1,249.13		1,124.71	124.42	124.42
17 Honeywell Intl Inc	P	4/7/09	12/21/11	901.16		485.92	435.24	435.24
8 Wellpoint, Inc	P	10/23/08	12/21/11	520.07		381.48	138.61	138.61
3 Boeing Company	P	7/24/08	12/22/11	213.33		387.28	(153.95)	(153.95)
3 Boeing Company	P	7/27/08	12/22/11	214.49		813.18	(598.69)	(598.69)
2 Honeywell Intl Inc	P	2/3/09	12/22/11	106.77		19.11	87.66	87.66
24 Boeing Company	P	9/8/08	12/23/11	1,725.24		1,388.82	336.42	336.42
27 Sprnt Nextel Corp	P	1/2/08	12/27/11	62.65		230.63	(167.98)	(167.98)
17 Sprnt Nextel Corp	P	1/2/08	12/27/11	39.89		598.35	(558.66)	(558.66)
4 Adobe Systems Inc	P	10/22/10	12/2/11	112.14		118.83	(6.69)	(6.69)
69 Sprnt Nextel Corp	P	6/12/08	12/28/11	160.13		328.17	(166.04)	(166.04)
139 Sprint Nextel Corp	P	8/7/08	12/28/11	322.23		1,179.53	(857.30)	(857.30)
85 Sprint Nextel Corp	P	8/7/08	12/28/11	197.94		721.30	(523.36)	(523.36)
25 TEVA Pharmaceutical	P	11/12/10	12/28/11	1,037.57		1,245.17	(207.60)	(207.60)
13 TEVA Pharmaceutical	P	11/12/10	12/28/11	538.29		647.49	(109.20)	(109.20)
29 Adobe Systems Inc	P	10/25/10	12/29/11	813.72		861.49	(47.77)	(47.77)
6 Sprnt Nextel Corp	P	8/10/07	12/29/11	14.10		716.30	(702.20)	(702.20)
				1,216,405.51		1,143,559.42	72,846.09	72,846.09

Charles Schwab

Stocks held more than 1 year

813 517	Clipper Fund	P	12/30/08	1/10/11	50,417.38		68,759.41	(18,342.03)	(18,342.03)
2925	Pultegroup, Inc	P	5/30/01	3/3/11	20,448.11		38,654.61	(18,206.50)	(18,206.50)
912 236	Schwab Premier Equity	P	3/3/06	3/1/11	10,153.19		10,881.11	(727.92)	(727.92)
					81,018.68		118,295.13	(37,276.45)	(37,276.45)

990-PF (2011) William B Stokely, Jr Foundation 35-6016402
Part XV, Supplementary Information
Line 3a, Grants and Contributions Paid During the Year

ORGANIZATION	ADDRESS	CITY	STATE	ZIP	FNDTN STATUS	PURPOSE	AMOUNT
Alzheimer's Association	2200 Sutherland Avenue, Suite	Knoxville	TN	37919	N/A	Alzheimer's Research	250
Arrowmont School of Arts and Sciences	PO Box 567	Gatlinburg	TN	37738	N/A	Arts	1,000
Berry College	1911 Dobson Park Lane	Mount Berry	GA	30149	N/A	Scholarship Fund	10,000
Billy Graham Evangelistic Association	5200 Buffington Road	Knoxville	TN	37922	N/A	Religious	1,000
CFA Family Foundation	11704 Kingston Pike	Atlanta	GA	30349	N/A	Children's Services	1,000
Concord Christian School	106 W. Summit Hill Drive	Knoxville	TN	37934	N/A	Children's Education	1,600
Dogwood Arts Festival	PO Box 7001	Knoxville	TN	37902	N/A	Art Education	2,500
ETCNFF & DHOF	P.O. Box 15010	Crossville	TN	38557	N/A	coaching Academy	1,000
East Tennessee Children's Hospital	P.O. Box 1629	Knoxville	TN	37901	N/A	Children's Medical Svcs	17,800
East Tennessee Historical Society	P.O. Box 59038	Knoxville	TN	37901	N/A	Conservation	5,000
Empty Stocking Fund	11704 Kingston Pike	Knoxville	TN	37950	N/A	Community Assistance	1,000
First Baptist Church - Concord	4 Market Square	Knoxville	TN	37922	N/A	Church Operations	100,500
4 MS Worship-Feed the Need	P.O. Box 1660	Knoxville	TN	37902	N/A	Religious	2,500
Friends of the Great Smoky Mountains Nat'l	9275 Tremont Road	Kodak	TN	37764	N/A	Land Conservation	15,000
Great Smoky Mountains Institute at Tremont	225 Hiwassee College Drive	Townsend	TN	37882	N/A	Conservation	500
Hiwassee College	P.O. Box 660245	Madisonville	TN	37354	N/A	Scholarship Program	5,000
IU Simon Cancer Center Memorial Jesse Jones	P.O. Box 3333	Indianapolis	IN	46266	N/A	Health Services	1,000
Joni and Friends	P.O. Box 51266	Agoura Hills	CA	91376	N/A	Disability Ministry	7,500
Junior Achievement of East Tennessee	4700 Rutledge Pike	Knoxville	TN	37950	N/A	Building Campaign	5,000
Juvenile Diabetes Research Foundation	P.O. Box 32592	Knoxville	TN	37914	Public Fndtn	Diabetes Research	15,500
Kalu Grace Foundation-Hope in the Dark	P.O. Box 385	Knoxville	TN	32592	Public Fndtn	Health Services	5,000
Keep Knoxville Beautiful	101 Blount Avenue, Su. 530	Knoxville	TN	37901	N/A	Community Conservation	200
Mercy Health Partners	P.O. Box 59038	Knoxville	TN	37920	N/A	Medical Services	105,000
Milk Fund	P.O. Box 51824	Knoxville	TN	37950	N/A	Community Assistance	1,000
Mission of Hope	P.O. Box 1189	Knoxville	TN	37950	N/A	Community Ministry	5,200
Museum of Appalachia	Avenida Libertad, No 5	Norris	TN	37828	N/A	Historic Preservation	1,000
Patronato Benefico Oriental	P.O. Box 280356	LaRoman	DR	N/A	N/A	Children's Services	1,000
Renewal House	P.O. Box 6693	Nashville	TN	37228	N/A	Women's Assntce	1,000
Riley Hospital for Children-Memorial Nancy J	705 Riley Hospital Drive	Indianapolis	IN	46202	N/A	Health Services	200
Sevier County Library	732 Boyds Creek Road	Sevierville	TN	37864	N/A	Library Services	2,500
Seymour High School Robotics Team	135 South Hwy 32	Seymour	TN	37865	N/A	Education	2,500
Smoky Mountain Elementary School	1100 Marion Street, Ste 100	Cosby	TN	37722	N/A	Education	1,500
Spiritual Heritage Knoxville	P.O. Box 231	Knoxville	TN	37921	N/A	Religious	1,000
Sweetwater Education Foundation	P.O. Box 728	Sweetwater	TN	37874	Public Fndtn	Education	500
Tennessee Baptist Convention	9180 Highway 68	Brentwood	TN	37024	N/A	Religious	5,000
Tellico Plains High School	P.O. Box 23336	Tellico Plains	TN	37385	N/A	Children's Education	200
The Next Door	P.O. Box 2444	Nashville	TN	37202	N/A	Women in Crisis Services	2,000
University of Tennessee - Boost Her Club	1327 Circle Park Drive	Knoxville	TN	37996	N/A	College Education	5,000
University of Tennessee - McClung Museum	253 Stokely Athletic Center, 17	Knoxville	TN	37996	N/A	College Education	750
University of Tennessee-Athletic Department	721 Stokely Management Cent	Knoxville	TN	37996	N/A	College Education	102,500
University of Tennessee-College of Business	P.O. Box 22153	Knoxville	TN	37996	N/A	College Education	100,000
Water Angel Ministries		Knoxville	TN	37933	N/A	Ministry to the Homeless	200
							<u>537,900.00</u>