Form **990-PF**
Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation 31-447092457105 COURTNEY KNIGHT GAINES FOUNDATION

A Employer identification number 58-2398209

Number and street (or P.O. box number if mail is not delivered to street address) 15 LAKE STREET, STE 210 — Room/suite

B Telephone number (see instructions) ( ) -

City or town, state, and ZIP code SAVANNAH, GA 31411

C If exemption application is pending, check here ▶ [ ]

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 8,372,398.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	900.			
	2 Check ▶ [X] if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	185,491.	182,454.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	366,924.			
	b Gross sales price for all assets on line 6a 3,873,323.				
	7 Capital gain net income (from Part IV, line 2)		374,985.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	134.	133.		STMT 2
	12 **Total.** Add lines 1 through 11	553,449.	557,572.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 3	58,285.	33,872.		24,413.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	9,608.	4,197.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 5	4,685.	526.		4,160.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	72,578.	38,595.	NONE	28,573.
	25 Contributions, gifts, grants paid	286,666.			286,666.
	26 **Total expenses and disbursements.** Add lines 24 and 25	359,244.	38,595.	NONE	315,239.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	194,205.			
	b **Net investment income** (if negative, enter -0-)		518,977.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	347,021.	586,311.	586,311.
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 schedule) ▶			
Less: allowance for doubtful accounts ▶ NONE			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U.S. and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule)			
c Investments - corporate bonds (attach schedule)			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) STMT 6	6,922,592.	6,903,908.	7,786,087.
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)	7,269,613.	7,490,219.	8,372,398.
Liabilities 17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances **Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.**			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
27 Capital stock, trust principal, or current funds	7,269,613.	7,490,219.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see instructions)	7,269,613.	7,490,219.	
31 **Total liabilities and net assets/fund balances** (see instructions)	7,269,613.	7,490,219.	

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	7,269,613.
2 Enter amount from Part I, line 27a	2	194,205.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	26,454.
4 Add lines 1, 2, and 3	4	7,490,272.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	53.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,490,219.

58-2398209

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,872,350.		3,498,338.	374,012.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				374,012.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	374,985.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2010	433,834.	8,071,828.	0.053747
2009	289,230.	7,160,382.	0.040393
2008	464,218.	8,705,385.	0.053325
2007	511,219.	10,366,212.	0.049316
2006	724,115.	9,994,970.	0.072448

2	**Total** of line 1, column (d)	2	0.269229
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	0.053846
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,559,032.
5	Multiply line 4 by line 3	5	460,870.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,190.
7	Add lines 5 and 6	7	466,060.
8	Enter qualifying distributions from Part XII, line 4	8	315,239.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	10,380.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3	Add lines 1 and 2		3	10,380.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	10,380.
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 4,056.		
b	Exempt foreign organizations - tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	4,056.
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** paid by E.F.T.P.S. ▶		9	6,324.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ COURTNEY KNIGHT GAINES Telephone no. ▶ (912)233-9700

Located at ▶ PO BOX 16024, SAVANNAH, GA ZIP + 4 ▶ 31416

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

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

			Yes	No
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	N/A	
	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? . . . . . *If "Yes" to 6b, file Form 8870*	6b		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	N/A	

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
SEE STATEMENT 9		-0-	-0-	-0-

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

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

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 N/A	
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 N/A	
2	
All other program-related investments. See instructions. 3 NONE	
Total. Add lines 1 through 3 ▶	

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	8,055,280.
b	Average of monthly cash balances	1b	634,093.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	8,689,373.
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	NONE
3	Subtract line 2 from line 1d	3	8,689,373.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	130,341.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,559,032.
6	**Minimum investment return.** Enter 5% of line 5	6	427,952.

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	427,952.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	10,380.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	10,380.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	417,572.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	417,572.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	417,572.

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	315,239.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	315,239.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	315,239.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				417,572.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 09 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 180,186.				
b From 2007 4,566.				
c From 2008 33,113.				
d From 2009 NONE				
e From 2010 38,351.				
f **Total** of lines 3a through e	256,216.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 315,239.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				315,239.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	102,333.			102,333.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	153,883.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				None
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	77,853.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	76,030.			
10 Analysis of line 9				
a Excess from 2007 4,566.				
b Excess from 2008 33,113.				
c Excess from 2009 NONE				
d Excess from 2010 38,351.				
e Excess from 2011 NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 11				
Total ▶ 3a				286,666.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	185,491.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	366,924.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b PARTNERSHIP INCOME			01	134.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				552,549.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 552,549.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/9/2012 Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN	[signature]	05/02/2012		P00353001
Firm's name ▶ KPMG LLP			Firm's EIN ▶ 13-5565207	
Firm's address ▶ 100 WESTMINSTER ST, 6TH FL, SUITE A PROVIDENCE, RI 02903-2321			Phone no. 800-770-8444	

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	105,767.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	105,767.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					957.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	268,245.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	16.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	269,218.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			105,767.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			269,218.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			16.
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			374,985.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary.*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31. ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2011

Name of estate or trust: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example. 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a .25 AMC NETWORKS INC	02/02/2011	07/12/2011	10.00	10.00	
180. AT&T INC	02/02/2011	08/26/2011	5,204.00	4,982.00	222.00
865. ABERCROMBIE & FITCH C	06/17/2010	02/02/2011	42,532.00	30,311.00	12,221.00
123. AECOM TECHNOLOGY CORP	12/22/2010	08/08/2011	2,281.00	3,194.00	-913.00
42. AECOM TECHNOLOGY CORP	03/21/2011	08/08/2011	779.00	1,157.00	-378.00
200. AKAMAI TECHNOLOGIES I	03/11/2011	05/17/2011	6,413.00	7,239.00	-826.00
200. AKAMAI TECHNOLOGIES I	08/06/2010	05/17/2011	6,413.00	7,898.00	-1,485.00
85. AKAMAI TECHNOLOGIES IN	08/26/2011	12/07/2011	2,377.00	1,743.00	634.00
65. ALLEGHENY TECHNOLOGIES	04/29/2010	01/07/2011	3,538.00	3,481.00	57.00
21. ALLEGHENY TECHNOLOGIES	05/21/2010	02/02/2011	1,389.00	1,120.00	269.00
109. ALLEGHENY TECHNOLOGIE	08/30/2010	04/13/2011	7,092.00	5,125.00	1,967.00
5. ALLEGIANT TRAVEL CO	12/22/2010	12/08/2011	258.00	246.00	12.00
57. AMERISOURCEBERGEN CORP	04/27/2010	02/07/2011	2,103.00	1,766.00	337.00
67. AMERISOURCEBERGEN CORP	04/27/2010	04/27/2011	2,793.00	2,075.00	718.00
30. ANADARKO PETE CORP	08/24/2010	01/20/2011	2,294.00	1,382.00	912.00
35. ANADARKO PETE CORP	06/21/2011	12/07/2011	2,827.00	2,520.00	307.00
681. ANNALY CAPITOL MGMT I	08/09/2010	02/02/2011	12,259.00	12,220.00	39.00
120. ANNALY CAPITOL MGMT I	07/12/2011	08/26/2011	2,104.00	2,165.00	-61.00
435. ANNALY CAPITOL MGMT I	07/12/2011	09/12/2011	7,690.00	7,847.00	-157.00
71. APACHE CORP	11/29/2010	01/28/2011	7,942.00	7,520.00	422.00
86. APPLE COMPUTER INC	01/25/2011	02/02/2011	29,639.00	29,236.00	403.00
65. ATLAS COPCO AB	05/12/2010	01/20/2011	1,381.00	905.00	476.00
138. AUTODESK INC	02/02/2011	12/07/2011	4,796.00	5,989.00	-1,193.00
485. AVNET INC	10/05/2010	02/02/2011	17,946.00	12,971.00	4,975.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2011

Name of estate or trust: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)	
1a 689. BP AMOCO PLC-SPONS AD	12/10/2010	02/02/2011	32,577.00	28,915.00	3,662.00	
40000. BNP PARIBAS/NEW YO 1/15/21	01/19/2011	12/21/2011	37,226.00	40,053.00	-2,827.00	
27.99967 BALLY TECHNOLOGIE	05/04/2010	01/11/2011	1,185.00	1,271.00	-86.00	*
55.00033 BALLY TECHNOLOGIE	06/15/2010	01/11/2011	2,327.00	2,482.00	-155.00	
25. BALLY TECHNOLOGIES INC	03/21/2011	05/19/2011	1,007.00	893.00	114.00	
167. BALLY TECHNOLOGIES IN	08/18/2010	05/19/2011	6,725.00	6,266.00	459.00	
15. BANK OF AMERICA CORP	08/12/2010	03/11/2011	215.00	197.00	18.00	
200. BANK OF AMERICA CORP	08/12/2010	03/17/2011	2,796.00	2,630.00	166.00	
900. BANK OF AMERICA CORP	12/08/2010	08/09/2011	6,205.00	11,262.00	-5,057.00	
37. BANK OF NEW YORK MELLO	12/28/2010	03/11/2011	1,074.00	1,123.00	-49.00	
115. BANK OF NEW YORK MELL	12/28/2010	03/14/2011	3,312.00	3,491.00	-179.00	
118. BANK OF NEW YORK MELL	12/28/2010	03/15/2011	3,398.00	3,582.00	-184.00	
21. BANK OF NEW YORK MELLO	12/28/2010	03/17/2011	605.00	638.00	-33.00	
167. BANK OF NEW YORK MELL	12/28/2010	03/18/2011	4,834.00	5,070.00	-236.00	
110. BLACKBOARD INC	08/11/2010	07/12/2011	4,855.00	3,848.00	1,007.00	
50. BLACKBOARD INC	03/21/2011	07/12/2011	2,207.00	1,768.00	439.00	
65. BRISTOL MYERS SQUIBB C	02/02/2011	08/26/2011	1,860.00	1,645.00	215.00	
7. BRISTOL MYERS SQUIBB CO	02/02/2011	09/26/2011	216.00	177.00	39.00	
90. BROADCOM CORP-CL A	02/02/2011	09/26/2011	3,056.00	3,858.00	-802.00	*
370. CIGNA CORP	08/19/2010	02/02/2011	15,662.00	12,309.00	3,353.00	
157. CVS CORPORATION (DEL)	11/18/2010	02/02/2011	5,442.00	4,831.00	611.00	
75. CANON INC ADR REPSTG	03/21/2011	08/26/2011	3,433.00	3,427.00	6.00	
27. CASEYS GEN STORES INC	01/11/2011	07/19/2011	1,251.00	1,123.00	128.00	
25. CASEYS GEN STORES INC	01/11/2011	12/20/2011	1,235.00	1,040.00	195.00	

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2011

Name of estate or trust: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 235. CHEVRONTEXACO CORP	12/20/2010	02/02/2011	22,756.00	20,488.00	2,268.00
100. CHEVRONTEXACO CORP	08/03/2010	03/11/2011	9,958.00	7,897.00	2,061.00
100. CHEVRONTEXACO CORP	08/03/2010	03/17/2011	10,223.00	7,813.00	2,410.00
100. CHILDRENS PL RETAIL S	05/21/2010	01/19/2011	4,438.00	4,597.00	-159.00
4472. CHIMERA INVT CORP	11/24/2010	02/02/2011	19,066.00	18,070.00	996.00
685. CISCO SYS INC	06/17/2010	02/02/2011	14,816.00	16,064.00	-1,248.00
105. CINTAS CORP	01/06/2011	07/20/2011	3,529.00	2,933.00	596.00
75. CLIFFS NATURAL RESOURC	05/26/2010	01/20/2011	6,326.00	4,083.00	2,243.00
400. CLIFFS NATURAL RESOUR	05/26/2010	02/02/2011	36,416.00	21,777.00	14,639.00
193. COMCAST CORP NEW CL A	05/13/2011	09/26/2011	4,138.00	4,584.00	-446.00
300. COMCAST CORP NEW CL A	05/26/2011	12/07/2011	6,897.00	7,124.00	-227.00
5000. COMCAST CORP NEW 1/15/14	05/04/2011	07/26/2011	5,489.00	5,484.00	5.00
245. COMERICA INC	10/26/2010	09/06/2011	5,547.00	9,158.00	-3,611.00
22. COMPLETE PRODTN SVCS I	11/04/2010	07/15/2011	824.00	576.00	248.00
55. COMPLETE PRODTN SVCS I	01/06/2011	07/15/2011	2,060.00	1,446.00	614.00
53. COMPLETE PRODTN SVCS I	11/04/2010	07/29/2011	2,037.00	1,388.00	649.00
132. COMPLETE PRODTN SVCS	11/04/2010	10/18/2011	3,949.00	3,456.00	493.00
28. COMPLETE PRODTN SVCS I	02/07/2011	10/18/2011	838.00	728.00	110.00
42. CROWN HLDGS INC	08/13/2010	01/11/2011	1,382.00	1,117.00	265.00
32. CROWN HLDGS INC	05/12/2010	02/14/2011	1,214.00	791.00	423.00
87. CYMER INC 00	05/12/2010	03/09/2011	4,291.00	3,084.00	1,207.00
730. DANA HLDG CORP	08/26/2011	09/19/2011	9,134.00	12,038.00	-2,904.00
144. WALT DISNEY CO.	06/03/2011	08/19/2011	4,614.00	5,673.00	-1,059.00
190. DONNELLEY R R & SONS	09/17/2010	02/02/2011	3,462.00	3,181.00	281.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 5000. FED NATL MTG ASSN 5/15/11	12/17/2010	04/06/2011	5,031.00	5,116.00	-85.00
788.84 FNMA POOL #932359 1/01/25	04/15/2010	01/31/2011	789.00	800.00	-11.00
44685.03 FNMA POOL #932359 1/01/25	04/15/2010	02/10/2011	45,474.00	45,320.00	154.00
221.97 FNMA POOL #AE5487 10/01/25	10/14/2010	01/31/2011	222.00	231.00	-9.00
31180.51 FNMA POOL #AE5487 10/01/25	10/14/2010	02/10/2011	30,830.00	32,472.00	-1,642.00
44. F5 NETWORKS INC 00	04/28/2011	11/14/2011	4,930.00	4,598.00	332.00
773. FIRST HORIZON NATL CP	12/22/2010	02/02/2011	8,922.00	9,081.00	-159.00
55. FIRST SOLAR INC	11/29/2010	02/02/2011	9,062.00	6,732.00	2,330.00
170. FOREST LABS INC	02/02/2011	06/21/2011	6,826.00	5,559.00	1,267.00
990. GAP INC. DEL	10/08/2010	02/02/2011	18,831.00	17,945.00	886.00
250. GAP INC. DEL	08/11/2010	03/11/2011	5,458.00	4,469.00	989.00
150. GAP INC. DEL	08/11/2010	03/15/2011	3,272.00	2,681.00	591.00
368. GENERAL MTRS CO JR PF	11/19/2010	02/02/2011	19,715.00	18,283.00	1,432.00
100. GLAXO WELLCOME PLC SP	04/23/2010	03/31/2011	3,868.00	3,826.00	42.00
59. GLAXO WELLCOME PLC SPO	02/02/2011	03/31/2011	2,282.00	2,182.00	100.00
100. GLOBAL PMTS INC	05/04/2010	04/26/2011	5,190.00	4,272.00	918.00
3000. GOLDMAN SACHS GRP IN 5/01/14	01/06/2011	03/11/2011	3,319.00	3,309.00	10.00
36. GRAINGER W W INC	08/18/2011	10/28/2011	6,228.00	4,678.00	1,550.00
550. GREAT PLAINS ENERGY I	05/10/2010	02/15/2011	10,948.00	10,288.00	660.00
284.00159 HALLIBURTON CO	08/10/2011	11/08/2011	10,803.00	12,431.00	-1,628.00 *
129.99841 HALLIBURTON CO	08/19/2011	11/08/2011	4,945.00	5,388.00	-443.00
882. HARTFORD FINL SVCS GR	12/28/2010	02/02/2011	24,785.00	23,548.00	1,237.00
175. HEINZ H J CO	02/02/2011	07/05/2011	9,353.00	8,287.00	1,066.00
250. HEWLETT PACKARD CO	09/16/2010	02/02/2011	11,743.00	10,057.00	1,686.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
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OMB No 1545-0092

2011

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Employer identification number: 58-2398209

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example. 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 110. HOME DEPOT INC	06/13/2011	08/26/2011	3,727.00	3,698.00	29.00
279. HUMAN GENOME SCIENCES	03/10/2011	09/15/2011	3,838.00	7,567.00	-3,729.00 *
.9998 HUNTINGTON INGALLS I	03/17/2011	04/08/2011	40.00	39.00	1.00
34. HUNTINGTON INGALLS IND	03/17/2011	05/11/2011	1,319.00	1,313.00	6.00
15. HUNTINGTON INGALLS IND	03/17/2011	05/12/2011	578.00	579.00	-1.00
160. IMMUNOGEN INC	02/03/2011	08/26/2011	1,645.00	1,365.00	280.00
100. IMMUNOGEN INC	02/03/2011	09/26/2011	1,080.00	853.00	227.00
156. INTERNATIONAL BUSINES	05/12/2010	01/20/2011	24,167.00	20,317.00	3,850.00
69. INTERNATIONAL BUSINESS	02/24/2010	02/02/2011	11,284.00	8,808.00	2,476.00
1431. INTERNATIONAL PAPER	12/14/2010	02/02/2011	42,062.00	35,255.00	6,807.00
527. ION GEOPHYSICAL CORP	06/23/2010	04/13/2011	6,387.00	2,855.00	3,532.00
130. J CREW GROUP INC	08/18/2010	02/07/2011	5,648.00	4,542.00	1,106.00
20. J CREW GROUP INC	02/02/2011	02/07/2011	869.00	869.00	
177. J. P . MORGAN CHASE &	10/20/2011	11/29/2011	5,071.00	5,627.00	-556.00
218. JOHNSON & JOHNSON	12/14/2010	07/29/2011	14,075.00	13,662.00	413.00
41. JOS A BANK CLOTHIERS I	01/26/2011	06/28/2011	2,013.00	1,748.00	265.00
9. JOS A BANK CLOTHIERS IN	01/26/2011	11/18/2011	473.00	384.00	89.00
16. JOS A BANK CLOTHIERS I	12/02/2010	11/18/2011	841.00	675.00	166.00
385. JUNIPER NETWORK INC	01/20/2011	02/02/2011	14,700.00	13,547.00	1,153.00
250. PHILIPS ELECTRONICS-N	05/25/2011	06/29/2011	6,120.00	7,287.00	-1,167.00
150. PHILIPS ELECTRONICS-N	07/22/2010	06/29/2011	3,672.00	4,744.00	-1,072.00
110. L-3 COMMUNICATIONS HL	05/04/2010	04/13/2011	8,524.00	10,144.00	-1,620.00
18. LAM RESH CORP	02/02/2011	03/09/2011	999.00	932.00	67.00
107. LAM RESH CORP	05/10/2010	03/09/2011	5,937.00	4,353.00	1,584.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
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OMB No 1545-0092

2011

Name of estate or trust: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 500. LAWSON SOFTWARE INC N	02/02/2011	04/26/2011	5,554.00	4,959.00	595.00
68. LINCOLN ELEC HLDGS INC	08/10/2011	12/20/2011	2,659.00	2,004.00	655.00
848. LINCOLN NATL CORP IND	07/27/2010	02/02/2011	25,170.00	20,957.00	4,213.00
2385. MARSHALL & ILSLEY CO	12/15/2010	01/20/2011	16,942.00	13,828.00	3,114.00
75. MASCO CORPORATION	02/15/2011	09/01/2011	648.00	968.00	-320.00
19. MASCO CORPORATION	02/24/2011	09/02/2011	153.00	241.00	-88.00
101. MASCO CORPORATION	02/24/2011	09/06/2011	776.00	1,274.00	-498.00
152. MASTEC INC	01/12/2011	07/19/2011	3,215.00	2,311.00	904.00
80. MASTEC INC	01/11/2011	11/18/2011	1,319.00	1,179.00	140.00
360. MASTEC INC	01/11/2011	12/08/2011	5,596.00	5,307.00	289.00
50. MATTEL INC	03/17/2011	12/07/2011	1,453.00	1,224.00	229.00
440. MERCK & CO INC NEW	08/18/2010	02/02/2011	14,855.00	15,610.00	-755.00
860. METLIFE INC	07/09/2010	02/02/2011	39,768.00	35,522.00	4,246.00
150. MICROCHIP TECHNOLOGY	04/29/2010	01/26/2011	5,621.00	4,525.00	1,096.00
25. MICROCHIP TECHNOLOGY I	02/02/2011	04/13/2011	930.00	929.00	1.00
150. MICROCHIP TECHNOLOGY	05/21/2010	04/13/2011	5,580.00	4,057.00	1,523.00
1336. MICRON TECHNOLOGY IN	01/20/2011	02/02/2011	14,525.00	12,779.00	1,746.00
1695. MICRON TECHNOLOGY IN	10/12/2010	02/02/2011	18,428.00	13,273.00	5,155.00
140. MORGAN STANLEY, DEAN	03/25/2010	02/02/2011	4,171.00	4,150.00	21.00
380. NRG ENERGY INC	05/12/2010	01/06/2011	7,396.00	8,652.00	-1,256.00
481. NALCO HLDG CO	04/27/2011	07/20/2011	17,321.00	13,138.00	4,183.00
50. NEWMONT MNG CORP	02/03/2010	02/02/2011	2,784.00	2,291.00	493.00
1080. NOKIA CORP SPONSORED	05/17/2010	03/16/2011	8,563.00	28,169.00	-19,606.00
1425. NOMURA HOLDINGS INC	11/05/2010	09/22/2011	5,178.00	7,561.00	-2,383.00

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SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
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OMB No 1545-0092

2011

Name of estate or trust: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 103. NORTHERN OIL & GAS IN	11/19/2010	01/07/2011	2,762.00	2,123.00	639.00
25. NORTHERN OIL & GAS INC	02/02/2011	02/24/2011	739.00	693.00	46.00
155. NORTHERN OIL & GAS IN	11/19/2010	02/24/2011	4,579.00	3,195.00	1,384.00
210. NORTHWEST BANCSHARES	05/03/2010	01/27/2011	2,501.00	2,679.00	-178.00
49. NUANCE COMMUNICATIONS	07/13/2011	09/26/2011	969.00	1,055.00	-86.00
170. NUANCE COMMUNICATIONS	07/20/2011	11/14/2011	4,413.00	3,653.00	760.00
55. NUANCE COMMUNICATIONS	07/12/2011	11/18/2011	1,332.00	1,171.00	161.00
250. NVIDIA CORP 00	03/29/2011	05/17/2011	4,336.00	4,769.00	-433.00
13. OIL STATES INTERNATION	11/04/2010	02/14/2011	962.00	691.00	271.00
14. OIL STATES INTERNATION	03/01/2011	07/19/2011	1,155.00	1,005.00	150.00
327. ORACLE CORP	10/13/2010	02/02/2011	10,873.00	9,338.00	1,535.00
309. PNC BK CORP	12/08/2010	02/02/2011	19,264.00	18,526.00	738.00
3000. PNC FUNDING CORP 9/21/15	02/23/2011	10/13/2011	3,205.00	3,164.00	41.00
735. PACCAR INC	05/20/2010	02/02/2011	37,302.00	28,930.00	8,372.00
83. PANTRY INC	12/01/2010	07/19/2011	1,545.00	1,857.00	-312.00
62. PANTRY INC	12/01/2010	10/21/2011	852.00	1,267.00	-415.00
81. PANTRY INC	01/05/2011	10/21/2011	1,113.00	1,520.00	-407.00
32. PANTRY INC	01/05/2011	11/30/2011	392.00	600.00	-208.00
6. PARKER HANNIFIN CORP	03/16/2011	06/17/2011	514.00	515.00	-1.00
2. PARKER HANNIFIN CORP	03/16/2011	06/20/2011	171.00	172.00	-1.00
105. PARKER HANNIFIN CORP	03/16/2011	06/21/2011	8,982.00	9,013.00	-31.00
2. PARKER HANNIFIN CORP	03/16/2011	07/13/2011	175.00	172.00	3.00
297. PEPSICO INC	12/28/2010	03/07/2011	18,842.00	19,389.00	-547.00
64. PEPSICO INC	12/28/2010	08/05/2011	4,139.00	4,178.00	-39.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

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2011

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(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 33. PETROHAWK ENERGY CORP	04/29/2010	02/07/2011	682.00	707.00	-25.00
145. PROCTOR & GAMBLE CO	02/02/2011	06/07/2011	9,471.00	9,110.00	361.00
171. QUANTA SERVICES INC	04/23/2010	01/11/2011	3,646.00	3,457.00	189.00
200. QUANTA SERVICES INC	05/04/2010	04/28/2011	4,217.00	3,941.00	276.00
241. QUEST SOFTWARE INC	02/07/2011	09/19/2011	3,973.00	6,416.00	-2,443.00
197. QUEST SOFTWARE INC	12/21/2010	09/19/2011	3,248.00	5,525.00	-2,277.00
174. RAYTHEON COMPANY	05/25/2011	11/29/2011	7,624.00	8,748.00	-1,124.00
67. REGENERON PHARMACEUTIC	04/29/2010	02/14/2011	2,538.00	1,773.00	765.00
173. REGENERON PHARMACEUTI	05/10/2010	03/11/2011	6,705.00	4,304.00	2,401.00
51. ROCKWOOD HLDGS INC	06/23/2010	04/13/2011	2,395.00	1,302.00	1,093.00
30. ROSS STORES INC	02/02/2011	05/19/2011	2,436.00	1,952.00	484.00
10. ROSS STORES INC	06/23/2010	05/19/2011	812.00	554.00	258.00
148. SCHWAB CHARLES CORP N	11/10/2010	01/20/2011	2,709.00	2,355.00	354.00
200. SCHWAB CHARLES CORP N	11/10/2010	02/02/2011	3,677.00	3,061.00	616.00
500. SHAW GROUP INC	05/12/2010	02/02/2011	19,321.00	19,519.00	-198.00
64. SHAW GROUP INC	05/12/2010	02/14/2011	2,569.00	2,298.00	271.00
42. SHAW GROUP INC	04/15/2010	03/14/2011	1,364.00	1,502.00	-138.00
194. SHAW GROUP INC	04/15/2010	03/15/2011	6,163.00	6,940.00	-777.00
341. SUNTRUST BKS INC	12/15/2010	02/02/2011	10,568.00	9,005.00	1,563.00
75. TD AMERITRADE HLDG COR	04/27/2010	02/02/2011	1,552.00	1,476.00	76.00
313. TARGET CORP	12/08/2010	02/02/2011	16,677.00	18,524.00	-1,847.00
235. TEXAS INSTRS INC	09/30/2010	02/02/2011	8,263.00	6,394.00	1,869.00
237. TEXAS INSTRS INC	09/30/2010	03/07/2011	8,421.00	6,449.00	1,972.00
145. THERMO ELECTRON CORP	10/13/2010	02/02/2011	8,149.00	7,155.00	994.00

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SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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2011

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(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 34. 3M COMPANY 00	12/20/2010	02/02/2011	2,989.00	2,966.00	23.00
90. 3M COMPANY 00	12/20/2010	07/05/2011	8,664.00	7,852.00	812.00
41.99946 TOLL BROS INC	01/26/2011	09/01/2011	705.00	876.00	-171.00
40.00054 TOLL BROS INC	01/26/2011	09/01/2011	671.00	834.00	-163.00 *
37. TOLL BROS INC	01/26/2011	09/02/2011	601.00	771.00	-170.00
39000. TOTAL CAPITAL SA 10/02/15	02/23/2011	05/11/2011	40,567.00	41,147.00	-580.00
13. TRACTOR SUPPLY CO	06/15/2010	02/07/2011	681.00	450.00	231.00
103. THE TRAVELERS COMPANI	02/02/2011	03/22/2011	6,030.00	5,836.00	194.00
28. THE TRAVELERS COMPANIE	02/02/2011	03/23/2011	1,638.00	1,586.00	52.00
72. THE TRAVELERS COMPANIE	02/02/2011	03/24/2011	4,215.00	4,079.00	136.00
37000. TRUSTEES OF DARTMOU 6/01/19	04/26/2010	01/19/2011	39,551.00	38,517.00	1,034.00
365. UNITED RENTALS INC PA	05/19/2011	08/10/2011	5,443.00	10,312.00	-4,869.00
5000. U.S. TREASURY NOTES 8/15/14	12/17/2010	07/06/2011	5,533.00	5,512.00	21.00
2000. U S TREAS NTS 11/15/11	12/17/2010	10/12/2011	2,003.00	2,026.00	-23.00
50000. U S TREASURY NOTES 2/28/14	10/12/2011	11/28/2011	51,711.00	51,695.00	16.00
85000. U S TREAS NTS 2/28/15	12/17/2010	05/24/2011	88,476.00	89,098.00	-622.00
80. UNITEDHEALTH GROUP INC	02/02/2011	09/26/2011	3,886.00	3,362.00	524.00
100. UNITEDHEALTH GROUP IN	02/02/2011	12/07/2011	4,923.00	4,203.00	720.00
75. VALMONT INDS INC	05/04/2010	01/11/2011	6,915.00	6,181.00	734.00
49. VARIAN SEMICONDUCTOR E	04/30/2010	01/26/2011	2,062.00	1,643.00	419.00
14. VARIAN SEMICONDUCTOR E	02/02/2011	02/07/2011	631.00	621.00	10.00
2. VARIAN SEMICONDUCTOR EQ	04/30/2010	02/07/2011	90.00	67.00	23.00
20. VARIAN SEMICONDUCTOR E	08/04/2010	05/19/2011	1,223.00	574.00	649.00
100. VERTEX PHARMACEUTICAL	02/02/2011	09/26/2011	4,902.00	3,910.00	992.00

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SCHEDULE D-1
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OMB No. 1545-0092

2011

Name of estate or trust: 31-447092457105 COURTNEY KNIGHT GAINES

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Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 100. VESTAS WIND SYS A/S	05/14/2010	03/17/2011	1,244.00	1,750.00	-506.00
71. VISA INC-CLASS A SHARE	05/13/2010	02/02/2011	5,098.00	6,171.00	-1,073.00 *
466.25 VODAFONE GROUP SPD ORD SH	08/10/2010	02/02/2011	13,368.00	11,380.00	1,988.00
338. WELLS FARGO & COMPANY	12/21/2010	02/02/2011	11,138.00	10,375.00	763.00
111. XILINX INC	04/30/2010	03/09/2011	3,590.00	2,910.00	680.00
452. SEAGATE TECHNOLOGY PL	12/08/2010	07/15/2011	7,576.00	6,742.00	834.00
1103. SEAGATE TECHNOLOGY P	02/02/2011	11/14/2011	19,394.00	15,815.00	3,579.00
78. UTI WORLDWIDE INC	12/21/2010	06/30/2011	1,528.00	1,632.00	-104.00
109. UTI WORLDWIDE INC	03/01/2011	12/08/2011	1,449.00	2,150.00	-701.00
366. UTI WORLDWIDE INC	12/22/2010	12/08/2011	4,865.00	7,636.00	-2,771.00
475. XL GROUP PLC	05/21/2010	02/14/2011	10,896.00	8,705.00	2,191.00
464. ACE LTD	12/21/2010	02/02/2011	29,051.00	28,607.00	444.00
25. NOBLE CORP COM	02/02/2011	03/01/2011	1,099.00	957.00	142.00
145. NOBLE CORP COM	05/12/2010	03/01/2011	6,376.00	5,373.00	1,003.00
500. ASML HOLDING NV-UY RE	09/15/2010	02/02/2011	21,856.00	14,678.00	7,178.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 105,767.00

* INDICATES WASH SALE

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.	Employer identification number
31-447092457105 COURTNEY KNIGHT GAINES	58-2398209

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 70. AECOM TECHNOLOGY CORP	04/27/2010	06/30/2011	1,922.00	2,108.00	-186.00
230. AECOM TECHNOLOGY CORP	05/12/2010	08/08/2011	4,266.00	6,631.00	-2,365.00
44. AKAMAI TECHNOLOGIES IN	07/30/2009	05/17/2011	1,411.00	727.00	684.00
98. ALLEGIANT TRAVEL CO	11/29/2010	12/08/2011	5,058.00	4,805.00	253.00
121. AMAZON COM INC	08/21/2006	02/02/2011	20,875.00	3,621.00	17,254.00
69. AMAZON COM INC	08/21/2006	04/26/2011	12,629.00	1,941.00	10,688.00
45. AMAZON COM INC	08/21/2006	07/14/2011	9,611.00	1,266.00	8,345.00
48. AMAZON COM INC	08/21/2006	10/04/2011	9,916.00	1,350.00	8,566.00
502. AMGEN INC	07/07/1999	02/02/2011	27,887.00	15,468.00	12,419.00
80. AMGEN INC	07/07/1999	06/17/2011	4,635.00	2,465.00	2,170.00
205. AMGEN INC	07/07/1999	07/14/2011	11,481.00	6,317.00	5,164.00
123. AMGEN INC	07/07/1999	10/04/2011	6,538.00	3,790.00	2,748.00
154. AMGEN INC	07/07/1999	11/08/2011	8,890.00	4,745.00	4,145.00
861. ANNALY CAPITOL MGMT I	08/09/2010	09/12/2011	15,221.00	15,027.00	194.00
504. ANNALY CAPITOL MGMT I	08/17/2010	10/04/2011	7,541.00	8,756.00	-1,215.00
85. ATLAS COPCO AB	09/17/2009	01/20/2011	1,805.00	1,034.00	771.00
100. ATLAS COPCO AB	09/17/2009	03/17/2011	2,139.00	1,217.00	922.00
100. AXA S A SPONSORED ADR	01/14/2008	01/20/2011	1,986.00	3,968.00	-1,982.00
150. AXA S A SPONSORED ADR	01/14/2008	06/21/2011	3,315.00	5,952.00	-2,637.00
400. BP AMOCO PLC-SPONS AD	04/16/2009	02/02/2011	18,912.00	15,931.00	2,981.00
28. BALLY TECHNOLOGIES INC	05/04/2010	05/19/2011	1,128.00	1,212.00	-84.00
315. BANK OF AMERICA CORP	08/24/2009	01/20/2011	4,565.00	5,627.00	-1,062.00
2400. BANK OF AMERICA CORP	08/20/2009	02/02/2011	34,275.00	40,563.00	-6,288.00
500. BANK OF AMERICA CORP	12/04/2009	02/15/2011	7,390.00	8,170.00	-780.00
385. BANK OF AMERICA CORP	12/04/2009	03/11/2011	5,506.00	6,217.00	-711.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

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31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number
58-2398209

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 250. BED BATH & BEYOND INC	02/15/2005	02/02/2011	11,971.00	9,927.00	2,044.00
171. BED BATH & BEYOND INC	02/15/2005	03/10/2011	7,837.00	6,790.00	1,047.00
119. BED BATH & BEYOND INC	03/03/2005	06/17/2011	6,215.00	4,620.00	1,595.00
60. BED BATH & BEYOND INC	03/03/2005	09/26/2011	3,525.00	2,312.00	1,213.00
181. BERKSHIRE HATHAWAY IN	03/20/2002	02/02/2011	14,994.00	8,900.00	6,094.00
86. BERKSHIRE HATHAWAY INC	03/20/2002	02/24/2011	7,154.00	4,229.00	2,925.00
174. BERKSHIRE HATHAWAY IN	03/20/2002	05/17/2011	13,743.00	8,556.00	5,187.00
200. BIOGEN IDEC INC	07/11/2003	08/26/2011	18,375.00	7,530.00	10,845.00
100. BIOGEN IDEC INC	07/11/2003	09/26/2011	9,538.00	3,686.00	5,852.00
100. BIOGEN IDEC INC	06/25/2003	12/07/2011	11,175.00	3,660.00	7,515.00
200. BLACKBOARD INC	05/10/2010	07/12/2011	8,827.00	8,474.00	353.00
93. BRISTOL MYERS SQUIBB C	04/08/2008	09/26/2011	2,873.00	2,028.00	845.00
100. BROADCOM CORP-CL A	07/20/2006	01/20/2011	4,497.00	2,662.00	1,835.00
350. CVS CORPORATION (DEL)	05/28/2009	02/02/2011	12,131.00	10,258.00	1,873.00
140. CVS CORPORATION (DEL)	10/23/2008	06/17/2011	5,233.00	4,070.00	1,163.00
100. CABLEVISION SYS CORP	01/28/2008	01/20/2011	3,413.00	1,808.00	1,605.00
44. CELANESE CORP DEL	04/29/2010	06/28/2011	2,244.00	1,479.00	765.00
180. CELANESE CORP DEL	05/10/2010	08/12/2011	7,835.00	5,112.00	2,723.00
200. CELGENE CORP 00	10/12/2009	02/02/2011	10,638.00	11,025.00	-387.00
100. CELGENE CORP 00	01/30/2009	08/26/2011	5,697.00	5,323.00	374.00
100. CELGENE CORP 00	01/30/2009	09/26/2011	6,271.00	5,323.00	948.00
84. CISCO SYS INC	06/17/2010	09/26/2011	1,333.00	1,951.00	-618.00
226. COCA COLA COMPANY	09/01/1999	02/02/2011	14,189.00	13,546.00	643.00
286. COCA COLA COMPANY	01/11/2005	05/26/2011	19,055.00	12,333.00	6,722.00
156. COCA COLA COMPANY	01/11/2005	08/05/2011	10,426.00	6,419.00	4,007.00

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Employer identification number
58-2398209

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 89. COCA COLA COMPANY	01/11/2005	11/08/2011	6,049.00	3,661.00	2,388.00
32000. COMCAST CORP NEW 1/15/14	10/10/2007	07/26/2011	35,130.00	31,728.00	3,402.00
301. CONOCOPHILLIPS	06/22/2006	02/02/2011	21,811.00	18,598.00	3,213.00
100. CONOCOPHILLIPS	06/22/2006	03/15/2011	7,545.00	6,084.00	1,461.00
100. CONOCOPHILLIPS	04/16/2009	08/26/2011	6,522.00	4,391.00	2,131.00
150. DANONE	12/12/2007	06/21/2011	2,253.00	2,621.00	-368.00
110. WALT DISNEY CO.	08/15/2002	08/19/2011	3,524.00	1,612.00	1,912.00
156. WALT DISNEY CO.	08/15/2002	11/08/2011	5,398.00	2,286.00	3,112.00
1400. DONNELLEY R R & SONS	08/12/2009	02/02/2011	25,510.00	22,199.00	3,311.00
575. DOW CHEM CO	06/02/2009	02/02/2011	20,994.00	13,392.00	7,602.00
100. EBAY INC	03/14/2007	09/26/2011	3,198.00	3,102.00	96.00
250. ELAN PLC ADR	04/23/2010	06/21/2011	2,643.00	1,804.00	839.00
254. ELAN PLC ADR	04/29/2010	08/02/2011	2,908.00	1,746.00	1,162.00
250. EXPEDIA INC DEL	08/07/2008	02/02/2011	6,305.00	4,552.00	1,753.00
626. EXPEDIA INC DEL	08/07/2008	02/11/2011	13,386.00	9,733.00	3,653.00
286. EXPEDIA INC DEL	06/12/2006	02/24/2011	5,765.00	4,284.00	1,481.00
538. EXPEDIA INC DEL	06/12/2006	02/25/2011	10,784.00	8,049.00	2,735.00
27857.67 FHLMC POOL #G1830 5/01/24	09/09/2009	01/14/2011	29,251.00	28,702.00	549.00
80000. FED NATL MTG ASSN 5/15/11	03/30/2010	04/06/2011	80,499.00	82,530.00	-2,031.00
80. FIRST SOLAR INC	12/10/2008	02/02/2011	13,180.00	9,745.00	3,435.00
36. FIRST SOLAR INC	12/10/2008	03/28/2011	5,546.00	4,385.00	1,161.00
23. FIRST SOLAR INC	12/10/2008	04/05/2011	3,534.00	2,802.00	732.00
18. FIRST SOLAR INC	03/10/2010	04/06/2011	2,711.00	2,117.00	594.00
143. FIRST SOLAR INC	03/10/2010	04/29/2011	20,207.00	15,781.00	4,426.00
49. FREEPORT MCMORAN COPPE	01/20/2009	01/20/2011	5,420.00	1,162.00	4,258.00

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Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 50. GAP INC. DEL	08/11/2010	12/07/2011	952.00	894.00	58.00
493. GENERAL ELEC CO.	07/14/2008	02/02/2011	10,220.00	13,421.00	-3,201.00
200. GENERAL ELEC CO.	07/14/2008	08/26/2011	3,104.00	5,445.00	-2,341.00
896. GENERAL ELEC CO.	07/14/2008	10/04/2011	12,793.00	24,137.00	-11,344.00
563. GENERAL ELEC CO.	10/21/2008	11/29/2011	8,406.00	14,174.00	-5,768.00
600. GENZYME CORP	11/24/2003	02/17/2011	45,187.00	26,949.00	18,238.00
400. GLAXO WELLCOME PLC SP	06/01/2004	03/31/2011	15,471.00	17,054.00	-1,583.00
100. GLOBAL PMTS INC	04/23/2010	04/26/2011	5,190.00	4,533.00	657.00
21000. GOLDMAN SACHS GRP I 5/01/14	12/09/2009	03/11/2011	23,234.00	23,292.00	-58.00
180. GOLDMAN SACHS GROUP I	03/13/2009	02/02/2011	29,836.00	17,473.00	12,363.00
100. GRUPO TELEVISA SA DE	10/17/2007	01/20/2011	2,479.00	2,583.00	-104.00
15. HEALTH CARE REIT INC	05/04/2010	07/19/2011	789.00	652.00	137.00
27. HEALTH CARE REIT INC	05/04/2010	08/03/2011	1,284.00	1,174.00	110.00
287. HEWLETT PACKARD CO	08/10/2009	01/25/2011	13,495.00	12,518.00	977.00
371. HEWLETT PACKARD CO	08/10/2009	02/02/2011	17,426.00	16,182.00	1,244.00
1090. HONG KONG & CHINA GA	05/12/2010	08/26/2011	2,485.00	2,200.00	285.00
150. HUTCHISON WHAMPOA LTD	05/08/2001	01/20/2011	8,926.00	8,400.00	526.00
250. ING GROEP N.V.	12/17/2009	03/15/2011	3,020.00	3,993.00	-973.00
484. ING GROEP N.V.	12/17/2009	03/24/2011	6,397.00	7,730.00	-1,333.00
808. INTEL CORP	07/17/1998	01/06/2011	16,710.00	16,817.00	-107.00
555. INTEL CORP	07/17/1998	02/02/2011	12,022.00	11,551.00	471.00
200. INTEL CORP	07/17/1998	06/21/2011	4,318.00	4,163.00	155.00
200. INTEL CORP	07/17/1998	08/26/2011	3,947.00	4,163.00	-216.00
61. INTERNATIONAL BUSINESS	02/24/2010	03/16/2011	9,490.00	7,744.00	1,746.00
71. INTERNATIONAL BUSINESS	02/23/2010	09/07/2011	11,844.00	8,978.00	2,866.00

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6a	53. INTERNATIONAL BUSINESS	02/23/2010	10/11/2011	9,787.00	6,702.00	3,085.00
	620. J. P . MORGAN CHASE &	09/29/2008	02/02/2011	28,286.00	27,809.00	477.00
	100. J. P . MORGAN CHASE &	04/17/2008	03/17/2011	4,443.00	4,439.00	4.00
	282. J. P . MORGAN CHASE &	08/07/2008	07/05/2011	11,586.00	12,355.00	-769.00
	153. J. P . MORGAN CHASE &	08/07/2008	11/22/2011	4,530.00	6,115.00	-1,585.00
	90. J. P . MORGAN CHASE &	08/07/2008	11/29/2011	2,578.00	3,597.00	-1,019.00
	39000. JPMORGAN CHASE & CO 6/01/14	09/24/2009	09/14/2011	41,835.00	39,283.00	2,552.00
	95. JUNIPER NETWORK INC	11/20/2008	02/02/2011	3,627.00	1,359.00	2,268.00
	247. JUNIPER NETWORK INC	11/20/2008	02/25/2011	10,807.00	3,534.00	7,273.00
	120. JUNIPER NETWORK INC	11/20/2008	03/10/2011	5,047.00	1,717.00	3,330.00
	600. PHILIPS ELECTRONICS-N	08/07/2008	06/29/2011	14,688.00	15,157.00	-469.00
	100. LIBERTY MEDIA CORP NE	09/01/2004	03/02/2011	7,293.00	1,372.00	5,921.00
	258. MADISON SQUARE GARDEN	01/28/2008	04/05/2011	6,997.00	2,411.00	4,586.00
	67. MADISON SQUARE GARDEN	08/28/2003	04/06/2011	1,822.00	435.00	1,387.00
	30. MAGELLAN HEALTH SVCS I	04/29/2010	07/19/2011	1,642.00	1,267.00	375.00
	100. MCDONALDS CORP	09/17/2009	02/02/2011	7,362.00	5,637.00	1,725.00
	174. MCDONALDS CORP	09/17/2009	09/09/2011	14,792.00	9,809.00	4,983.00
	350.00077 MERCK & CO INC N	11/20/2009	02/02/2011	11,816.00	12,328.00	-512.00 *
	509.99923 MERCK & CO INC N	11/25/2009	02/02/2011	17,218.00	18,454.00	-1,236.00
	100. MERCK & CO INC NEW	11/20/2009	08/26/2011	3,177.00	3,585.00	-408.00
	100. MERCK & CO INC NEW	11/18/2009	12/07/2011	3,569.00	3,541.00	28.00
	26000. MERRILL LYNCH & CO 4/25/13	11/13/2008	06/01/2011	28,186.00	25,414.00	2,772.00
	33. METTLER-TOLEDO INTL IN	10/25/2007	02/28/2011	5,666.00	3,580.00	2,086.00
	41. METTLER-TOLEDO INTL IN	10/25/2007	03/24/2011	6,967.00	4,448.00	2,519.00
	2264. MITSUBISHI UFJ FINL ADR	10/17/2007	06/29/2011	10,653.00	21,013.00	-10,360.00

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6a 200. MONSANTO CO NEW	01/28/2010	02/02/2011	15,098.00	15,989.00	-891.00
460. MORGAN STANLEY, DEAN	10/05/2009	02/02/2011	13,705.00	13,650.00	55.00
500. NASDAQ OMX GROUP INC	05/13/2008	02/02/2011	13,135.00	18,825.00	-5,690.00
169. NASDAQ OMX GROUP INC	05/13/2008	03/17/2011	4,156.00	6,363.00	-2,207.00
238. NASDAQ OMX GROUP INC	05/13/2008	06/23/2011	5,522.00	8,961.00	-3,439.00
367. NASDAQ OMX GROUP INC	07/09/2008	10/18/2011	9,034.00	9,354.00	-320.00
125. NESTLE S A SPONSORED REG SH	04/27/2010	08/26/2011	7,737.00	4,673.00	3,064.00
500. NEWMONT MNG CORP	04/22/2008	02/02/2011	27,840.00	22,410.00	5,430.00
707. NEWS CORP	05/12/2010	06/29/2011	12,639.00	11,296.00	1,343.00
1600. NOKIA CORP SPONSORED	10/15/1998	03/16/2011	12,686.00	14,875.00	-2,189.00
890. NOMURA HOLDINGS INC	10/30/2007	09/21/2011	3,357.00	11,857.00	-8,500.00
2635. NOMURA HOLDINGS INC	05/10/2010	09/22/2011	9,574.00	18,593.00	-9,019.00
55. NOVO NORDISK A S ADR	10/18/2001	02/02/2011	6,197.00	1,099.00	5,098.00
1000. NVIDIA CORP 00	05/30/2008	01/20/2011	22,421.00	24,459.00	-2,038.00
1000. NVIDIA CORP 00	07/08/2008	02/02/2011	25,935.00	14,539.00	11,396.00
750. NVIDIA CORP 00	07/08/2008	05/17/2011	13,009.00	9,044.00	3,965.00
270. NVIDIA CORP 00	07/08/2010	07/14/2011	3,869.00	3,221.00	648.00
980. NVIDIA CORP 00	07/08/2010	08/12/2011	12,888.00	10,131.00	2,757.00
18. OCEANEERING INTL INC	04/23/2010	12/20/2011	840.00	595.00	245.00
34. ONYX PHARMACEUTICALS I	05/04/2010	05/19/2011	1,466.00	963.00	503.00
39000. PNC FUNDING CORP 9/21/15	12/09/2009	10/13/2011	41,659.00	40,448.00	1,211.00
400. PANTRY INC	05/04/2010	11/30/2011	4,902.00	6,033.00	-1,131.00
46. PARKER HANNIFIN CORP	06/15/2010	07/13/2011	4,017.00	3,113.00	904.00
74. PARKER HANNIFIN CORP	06/15/2010	07/19/2011	6,413.00	4,659.00	1,754.00
598. PEOPLES UNITED FINANC	05/21/2010	08/10/2011	6,528.00	8,954.00	-2,426.00

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6a 57. PEOPLES UNITED FINANCI	05/21/2010	12/07/2011	716.00	809.00	-93.00
119. PEPSICO INC	07/17/1998	08/05/2011	7,695.00	4,678.00	3,017.00
41000. PEPSICO INC 1/15/20	01/13/2010	07/26/2011	44,603.00	40,973.00	3,630.00
265. PETROHAWK ENERGY CORP	05/10/2010	05/19/2011	6,360.00	6,186.00	174.00
1475. PFIZER INC.	04/08/2008	02/02/2011	27,969.00	32,483.00	-4,514.00
250. PFIZER INC.	04/08/2008	06/21/2011	5,100.00	5,244.00	-144.00
48. PROCTOR & GAMBLE CO	10/18/2001	06/07/2011	3,135.00	1,468.00	1,667.00
107. PROCTOR & GAMBLE CO	10/18/2001	08/05/2011	6,493.00	3,271.00	3,222.00
74. QUANTA SERVICES INC	04/23/2010	04/28/2011	1,560.00	1,496.00	64.00
25. ROCKWOOD HLDGS INC	06/23/2010	06/28/2011	1,338.00	617.00	721.00
22. ROCKWOOD HLDGS INC	06/23/2010	08/02/2011	1,337.00	543.00	794.00
35. ROSS STORES INC	06/23/2010	09/19/2011	2,815.00	1,940.00	875.00
400. SCHWAB CHARLES CORP N	01/29/2009	02/02/2011	7,353.00	5,592.00	1,761.00
135. SHIRE PHARMACEUTICALS	03/05/2008	05/19/2011	12,582.00	7,979.00	4,603.00
47. SHIRE PHARMACEUTICALS	03/05/2008	08/01/2011	4,826.00	2,778.00	2,048.00
24. SIGNATURE BK NEW YORK	04/23/2010	07/15/2011	1,387.00	968.00	419.00
296. STATE ST CORP	11/18/2009	02/02/2011	14,004.00	12,637.00	1,367.00
70. TESCO PLC	11/06/2007	12/07/2011	1,299.00	2,097.00	-798.00
328. TOYOTA MTR CORP 00	04/10/2008	02/02/2011	27,867.00	31,274.00	-3,407.00
100. TREND MICRO INC ADR	08/01/2005	08/26/2011	3,050.00	3,603.00	-553.00
35000. U.S. TREASURY NOTES 8/15/14	04/29/2009	07/06/2011	38,730.00	39,070.00	-340.00
84000. U S TREAS NTS 11/15/11	03/30/2010	10/12/2011	84,131.00	85,208.00	-1,077.00
250. UNITEDHEALTH GROUP IN	08/07/2003	01/20/2011	10,058.00	6,255.00	3,803.00
109. VARIAN SEMICONDUCTOR	04/30/2010	05/19/2011	6,668.00	3,655.00	3,013.00
90. VISA INC-CLASS A SHARE	05/13/2010	07/29/2011	7,709.00	8,041.00	-332.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.	Employer identification number
31-447092457105 COURTNEY KNIGHT GAINES	58-2398209

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 418.75 VODAFONE GROUP SPD ORD SH	11/19/2009	02/02/2011	12,006.00	9,723.00	2,283.00
100. VODAFONE GROUP SPD AD SH	11/19/2009	03/17/2011	2,774.00	2,244.00	530.00
100. VODAFONE GROUP SPD AD SH	11/19/2009	06/21/2011	2,670.00	2,244.00	426.00
100. VODAFONE GROUP SPD AD SH	11/19/2009	08/26/2011	2,639.00	2,244.00	395.00
214. WAL MART STORES INC	06/14/2006	02/02/2011	11,939.00	10,177.00	1,762.00
50. WAL MART STORES INC	08/21/2006	12/07/2011	2,925.00	2,205.00	720.00
900. WELLS FARGO & COMPANY	11/14/2008	02/02/2011	29,656.00	25,324.00	4,332.00
485. YAHOO INC	03/20/2009	02/02/2011	8,048.00	6,628.00	1,420.00
350. YAHOO INC	03/27/2009	06/17/2011	5,130.00	4,762.00	368.00
450. YAHOO INC	03/27/2009	07/14/2011	6,636.00	5,995.00	641.00
965. YAHOO INC	03/27/2009	07/20/2011	13,088.00	12,856.00	232.00
45. ARCH CAP GROUP LTD COM	06/15/2010	07/19/2011	1,457.00	1,136.00	321.00
60. ARCH CAP GROUP LTD COM	06/15/2010	12/20/2011	2,198.00	1,514.00	684.00
66. INVESCO LTD	04/27/2010	08/03/2011	1,379.00	1,382.00	-3.00
229. SEAGATE TECHNOLOGY PL	08/07/2008	07/15/2011	3,838.00	3,413.00	425.00
717. SEAGATE TECHNOLOGY PL	09/11/2008	11/14/2011	12,607.00	10,129.00	2,478.00
420. TRANSOCEAN INC COM US 'REGISTER	03/05/2009	02/02/2011	33,717.00	25,843.00	7,874.00
85. TYCO INTERNATIONAL COM	04/26/2005	12/07/2011	4,002.00	4,188.00	-186.00
28. CHECK POINT SOFTWARE T 00	05/12/2010	05/19/2011	1,531.00	930.00	601.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 268,245.00

* INDICATES WASH SALE

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					957.	
		.25 AMC NETWORKS INC PROPERTY TYPE: SECURITIES					02/02/2011	07/12/2011
10.00		10.00						
		180. AT&T INC PROPERTY TYPE: SECURITIES					02/02/2011	08/26/2011
5,204.00		4,982.00					222.00	
		865. ABERCROMBIE & FITCH CO PROPERTY TYPE: SECURITIES					06/17/2010	02/02/2011
42,532.00		30,311.00					12,221.00	
		70. AECOM TECHNOLOGY CORP DELAWACOM PROPERTY TYPE: SECURITIES					04/27/2010	06/30/2011
1,922.00		2,108.00					-186.00	
		123. AECOM TECHNOLOGY CORP DELAWACOM PROPERTY TYPE: SECURITIES					12/22/2010	08/08/2011
2,281.00		3,194.00					-913.00	
		42. AECOM TECHNOLOGY CORP DELAWACOM PROPERTY TYPE: SECURITIES					03/21/2011	08/08/2011
779.00		1,157.00					-378.00	
		230. AECOM TECHNOLOGY CORP DELAWACOM PROPERTY TYPE: SECURITIES					05/12/2010	08/08/2011
4,266.00		6,631.00					-2,365.00	
		44. AKAMAI TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					07/30/2009	05/17/2011
1,411.00		727.00					684.00	
		200. AKAMAI TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					03/11/2011	05/17/2011
6,413.00		7,239.00					-826.00	
		200. AKAMAI TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					08/06/2010	05/17/2011
6,413.00		7,898.00					-1,485.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		85. AKAMAI TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					08/26/2011	12/07/2011
2,377.00		1,743.00					634.00	
		65. ALLEGHENY TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					04/29/2010	01/07/2011
3,538.00		3,481.00					57.00	
		21. ALLEGHENY TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					05/21/2010	02/02/2011
1,389.00		1,120.00					269.00	
		109. ALLEGHENY TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					08/30/2010	04/13/2011
7,092.00		5,125.00					1,967.00	
		98. ALLEGIANT TRAVEL CO PROPERTY TYPE: SECURITIES					11/29/2010	12/08/2011
5,058.00		4,805.00					253.00	
		5. ALLEGIANT TRAVEL CO PROPERTY TYPE: SECURITIES					12/22/2010	12/08/2011
258.00		246.00					12.00	
		121. AMAZON COM INC PROPERTY TYPE: SECURITIES					08/21/2006	02/02/2011
20,875.00		3,621.00					17,254.00	
		69. AMAZON COM INC PROPERTY TYPE: SECURITIES					08/21/2006	04/26/2011
12,629.00		1,941.00					10,688.00	
		45. AMAZON COM INC PROPERTY TYPE: SECURITIES					08/21/2006	07/14/2011
9,611.00		1,266.00					8,345.00	
		48. AMAZON COM INC PROPERTY TYPE: SECURITIES					08/21/2006	10/04/2011
9,916.00		1,350.00					8,566.00	
		57. AMERISOURCEBERGEN CORP PROPERTY TYPE: SECURITIES					04/27/2010	02/07/2011
2,103.00		1,766.00					337.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		67. AMERISOURCEBERGEN CORP PROPERTY TYPE: SECURITIES					04/27/2010	04/27/2011
2,793.00		2,075.00					718.00	
		502. AMGEN INC PROPERTY TYPE: SECURITIES					07/07/1999	02/02/2011
27,887.00		15,468.00					12,419.00	
		80. AMGEN INC PROPERTY TYPE: SECURITIES					07/07/1999	06/17/2011
4,635.00		2,465.00					2,170.00	
		205. AMGEN INC PROPERTY TYPE: SECURITIES					07/07/1999	07/14/2011
11,481.00		6,317.00					5,164.00	
		123. AMGEN INC PROPERTY TYPE: SECURITIES					07/07/1999	10/04/2011
6,538.00		3,790.00					2,748.00	
		154. AMGEN INC PROPERTY TYPE: SECURITIES					07/07/1999	11/08/2011
8,890.00		4,745.00					4,145.00	
		30. ANADARKO PETE CORP PROPERTY TYPE: SECURITIES					08/24/2010	01/20/2011
2,294.00		1,382.00					912.00	
		35. ANADARKO PETE CORP PROPERTY TYPE: SECURITIES					06/21/2011	12/07/2011
2,827.00		2,520.00					307.00	
		681. ANNALY CAPITOL MGMT INC PROPERTY TYPE: SECURITIES					08/09/2010	02/02/2011
12,259.00		12,220.00					39.00	
		120. ANNALY CAPITOL MGMT INC PROPERTY TYPE: SECURITIES					07/12/2011	08/26/2011
2,104.00		2,165.00					-61.00	
		861. ANNALY CAPITOL MGMT INC PROPERTY TYPE: SECURITIES					08/09/2010	09/12/2011
15,221.00		15,027.00					194.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		435. ANNALY CAPITOL MGMT INC PROPERTY TYPE: SECURITIES					07/12/2011	09/12/2011
7,690.00		7,847.00					-157.00	
		504. ANNALY CAPITOL MGMT INC PROPERTY TYPE: SECURITIES					08/17/2010	10/04/2011
7,541.00		8,756.00					-1,215.00	
		71. APACHE CORP PROPERTY TYPE: SECURITIES					11/29/2010	01/28/2011
7,942.00		7,520.00					422.00	
		86. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES					01/25/2011	02/02/2011
29,639.00		29,236.00					403.00	
		65. ATLAS COPCO AB PROPERTY TYPE: SECURITIES					05/12/2010	01/20/2011
1,381.00		905.00					476.00	
		85. ATLAS COPCO AB PROPERTY TYPE: SECURITIES					09/17/2009	01/20/2011
1,805.00		1,034.00					771.00	
		100. ATLAS COPCO AB PROPERTY TYPE: SECURITIES					09/17/2009	03/17/2011
2,139.00		1,217.00					922.00	
		138. AUTODESK INC PROPERTY TYPE: SECURITIES					02/02/2011	12/07/2011
4,796.00		5,989.00					-1,193.00	
		485. AVNET INC PROPERTY TYPE: SECURITIES					10/05/2010	02/02/2011
17,946.00		12,971.00					4,975.00	
		100. AXA S A SPONSORED ADR PROPERTY TYPE: SECURITIES					01/14/2008	01/20/2011
1,986.00		3,968.00					-1,982.00	
		150. AXA S A SPONSORED ADR PROPERTY TYPE: SECURITIES					01/14/2008	06/21/2011
3,315.00		5,952.00					-2,637.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		400. BP AMOCO PLC-SPONS ADR PROPERTY TYPE: SECURITIES					04/16/2009	02/02/2011
18,912.00		15,931.00					2,981.00	
		689. BP AMOCO PLC-SPONS ADR PROPERTY TYPE: SECURITIES					12/10/2010	02/02/2011
32,577.00		28,915.00					3,662.00	
		40000. BNP PARIBAS/NEW YO 1.22917% 1/15 PROPERTY TYPE: SECURITIES					01/19/2011	12/21/2011
37,226.00		40,053.00					-2,827.00	
		27.99967 BALLY TECHNOLOGIES INC COM PROPERTY TYPE: SECURITIES					05/04/2010	01/11/2011
1,185.00		1,271.00					-86.00	
		55.00033 BALLY TECHNOLOGIES INC COM PROPERTY TYPE: SECURITIES					06/15/2010	01/11/2011
2,327.00		2,482.00					-155.00	
		28. BALLY TECHNOLOGIES INC COM PROPERTY TYPE: SECURITIES					05/04/2010	05/19/2011
1,128.00		1,212.00					-84.00	
		25. BALLY TECHNOLOGIES INC COM PROPERTY TYPE: SECURITIES					03/21/2011	05/19/2011
1,007.00		893.00					114.00	
		167. BALLY TECHNOLOGIES INC COM PROPERTY TYPE: SECURITIES					08/18/2010	05/19/2011
6,725.00		6,266.00					459.00	
		315. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					08/24/2009	01/20/2011
4,565.00		5,627.00					-1,062.00	
		2400. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					08/20/2009	02/02/2011
34,275.00		40,563.00					-6,288.00	
		500. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					12/04/2009	02/15/2011
7,390.00		8,170.00					-780.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		15. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					08/12/2010	03/11/2011
215.00		197.00					18.00	
		385. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					12/04/2009	03/11/2011
5,506.00		6,217.00					-711.00	
		200. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					08/12/2010	03/17/2011
2,796.00		2,630.00					166.00	
		900. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					12/08/2010	08/09/2011
6,205.00		11,262.00					-5,057.00	
		37. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES					12/28/2010	03/11/2011
1,074.00		1,123.00					-49.00	
		115. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES					12/28/2010	03/14/2011
3,312.00		3,491.00					-179.00	
		118. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES					12/28/2010	03/15/2011
3,398.00		3,582.00					-184.00	
		21. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES					12/28/2010	03/17/2011
605.00		638.00					-33.00	
		167. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES					12/28/2010	03/18/2011
4,834.00		5,070.00					-236.00	
		250. BED BATH & BEYOND INC COM PROPERTY TYPE: SECURITIES					02/15/2005	02/02/2011
11,971.00		9,927.00					2,044.00	
		171. BED BATH & BEYOND INC COM PROPERTY TYPE: SECURITIES					02/15/2005	03/10/2011
7,837.00		6,790.00					1,047.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		119. BED BATH & BEYOND INC COM PROPERTY TYPE: SECURITIES					03/03/2005	06/17/2011
6,215.00		4,620.00					1,595.00	
		60. BED BATH & BEYOND INC COM PROPERTY TYPE: SECURITIES					03/03/2005	09/26/2011
3,525.00		2,312.00					1,213.00	
		181. BERKSHIRE HATHAWAY INC-CL B PROPERTY TYPE: SECURITIES					03/20/2002	02/02/2011
14,994.00		8,900.00					6,094.00	
		86. BERKSHIRE HATHAWAY INC-CL B PROPERTY TYPE: SECURITIES					03/20/2002	02/24/2011
7,154.00		4,229.00					2,925.00	
		174. BERKSHIRE HATHAWAY INC-CL B PROPERTY TYPE: SECURITIES					03/20/2002	05/17/2011
13,743.00		8,556.00					5,187.00	
		200. BIOGEN IDEC INC PROPERTY TYPE: SECURITIES					07/11/2003	08/26/2011
18,375.00		7,530.00					10,845.00	
		100. BIOGEN IDEC INC PROPERTY TYPE: SECURITIES					07/11/2003	09/26/2011
9,538.00		3,686.00					5,852.00	
		100. BIOGEN IDEC INC PROPERTY TYPE: SECURITIES					06/25/2003	12/07/2011
11,175.00		3,660.00					7,515.00	
		110. BLACKBOARD INC PROPERTY TYPE: SECURITIES					08/11/2010	07/12/2011
4,855.00		3,848.00					1,007.00	
		200. BLACKBOARD INC PROPERTY TYPE: SECURITIES					05/10/2010	07/12/2011
8,827.00		8,474.00					353.00	
		50. BLACKBOARD INC PROPERTY TYPE: SECURITIES					03/21/2011	07/12/2011
2,207.00		1,768.00					439.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		65. BRISTOL MYERS SQUIBB CO PROPERTY TYPE: SECURITIES					02/02/2011	08/26/2011
1,860.00		1,645.00					215.00	
		7. BRISTOL MYERS SQUIBB CO PROPERTY TYPE: SECURITIES					02/02/2011	09/26/2011
216.00		177.00					39.00	
		93. BRISTOL MYERS SQUIBB CO PROPERTY TYPE: SECURITIES					04/08/2008	09/26/2011
2,873.00		2,028.00					845.00	
		100. BROADCOM CORP-CL A PROPERTY TYPE: SECURITIES					07/20/2006	01/20/2011
4,497.00		2,662.00					1,835.00	
		90. BROADCOM CORP-CL A PROPERTY TYPE: SECURITIES					02/02/2011	09/26/2011
3,056.00		3,858.00					-802.00	
		370. CIGNA CORP PROPERTY TYPE: SECURITIES					08/19/2010	02/02/2011
15,662.00		12,309.00					3,353.00	
		350. CVS CORPORATION (DEL) PROPERTY TYPE: SECURITIES					05/28/2009	02/02/2011
12,131.00		10,258.00					1,873.00	
		157. CVS CORPORATION (DEL) PROPERTY TYPE: SECURITIES					11/18/2010	02/02/2011
5,442.00		4,831.00					611.00	
		140. CVS CORPORATION (DEL) PROPERTY TYPE: SECURITIES					10/23/2008	06/17/2011
5,233.00		4,070.00					1,163.00	
		100. CABLEVISION SYS CORP PROPERTY TYPE: SECURITIES					01/28/2008	01/20/2011
3,413.00		1,808.00					1,605.00	
		75. CANON INC ADR REPSTG 5 SHS PROPERTY TYPE: SECURITIES					03/21/2011	08/26/2011
3,433.00		3,427.00					6.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		27. CASEYS GEN STORES INC PROPERTY TYPE: SECURITIES					01/11/2011	07/19/2011
1,251.00		1,123.00					128.00	
		25. CASEYS GEN STORES INC PROPERTY TYPE: SECURITIES					01/11/2011	12/20/2011
1,235.00		1,040.00					195.00	
		44. CELANESE CORP DEL PROPERTY TYPE: SECURITIES					04/29/2010	06/28/2011
2,244.00		1,479.00					765.00	
		180. CELANESE CORP DEL PROPERTY TYPE: SECURITIES					05/10/2010	08/12/2011
7,835.00		5,112.00					2,723.00	
		200. CELGENE CORP 00 PROPERTY TYPE: SECURITIES					10/12/2009	02/02/2011
10,638.00		11,025.00					-387.00	
		100. CELGENE CORP 00 PROPERTY TYPE: SECURITIES					01/30/2009	08/26/2011
5,697.00		5,323.00					374.00	
		100. CELGENE CORP 00 PROPERTY TYPE: SECURITIES					01/30/2009	09/26/2011
6,271.00		5,323.00					948.00	
		235. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					12/20/2010	02/02/2011
22,756.00		20,488.00					2,268.00	
		100. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					08/03/2010	03/11/2011
9,958.00		7,897.00					2,061.00	
		100. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					08/03/2010	03/17/2011
10,223.00		7,813.00					2,410.00	
		100. CHILDRENS PL RETAIL STORES INC PROPERTY TYPE: SECURITIES					05/21/2010	01/19/2011
4,438.00		4,597.00					-159.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		4472. CHIMERA INVT CORP PROPERTY TYPE: SECURITIES					11/24/2010	02/02/2011
19,066.00		18,070.00					996.00	
		685. CISCO SYS INC PROPERTY TYPE: SECURITIES					06/17/2010	02/02/2011
14,816.00		16,064.00					-1,248.00	
		84. CISCO SYS INC PROPERTY TYPE: SECURITIES					06/17/2010	09/26/2011
1,333.00		1,951.00					-618.00	
		105. CINTAS CORP PROPERTY TYPE: SECURITIES					01/06/2011	07/20/2011
3,529.00		2,933.00					596.00	
		75. CLIFFS NATURAL RESOURCES INC COM PROPERTY TYPE: SECURITIES					05/26/2010	01/20/2011
6,326.00		4,083.00					2,243.00	
		400. CLIFFS NATURAL RESOURCES INC COM PROPERTY TYPE: SECURITIES					05/26/2010	02/02/2011
36,416.00		21,777.00					14,639.00	
		226. COCA COLA COMPANY PROPERTY TYPE: SECURITIES					09/01/1999	02/02/2011
14,189.00		13,546.00					643.00	
		286. COCA COLA COMPANY PROPERTY TYPE: SECURITIES					01/11/2005	05/26/2011
19,055.00		12,333.00					6,722.00	
		156. COCA COLA COMPANY PROPERTY TYPE: SECURITIES					01/11/2005	08/05/2011
10,426.00		6,419.00					4,007.00	
		89. COCA COLA COMPANY PROPERTY TYPE: SECURITIES					01/11/2005	11/08/2011
6,049.00		3,661.00					2,388.00	
		193. COMCAST CORP NEW CL A SPL PROPERTY TYPE: SECURITIES					05/13/2011	09/26/2011
4,138.00		4,584.00					-446.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		300. COMCAST CORP NEW CL A SPL PROPERTY TYPE: SECURITIES					05/26/2011	12/07/2011
6,897.00		7,124.00					-227.00	
		5000. COMCAST CORP NEW 5.300% 1/15/ PROPERTY TYPE: SECURITIES					05/04/2011	07/26/2011
5,489.00		5,484.00					5.00	
		32000. COMCAST CORP NEW 5.300% 1/15 PROPERTY TYPE: SECURITIES					10/10/2007	07/26/2011
35,130.00		31,728.00					3,402.00	
		245. COMERICA INC PROPERTY TYPE: SECURITIES					10/26/2010	09/06/2011
5,547.00		9,158.00					-3,611.00	
		22. COMPLETE PRODTN SVCS INC PROPERTY TYPE: SECURITIES					11/04/2010	07/15/2011
824.00		576.00					248.00	
		55. COMPLETE PRODTN SVCS INC PROPERTY TYPE: SECURITIES					01/06/2011	07/15/2011
2,060.00		1,446.00					614.00	
		53. COMPLETE PRODTN SVCS INC PROPERTY TYPE: SECURITIES					11/04/2010	07/29/2011
2,037.00		1,388.00					649.00	
		132. COMPLETE PRODTN SVCS INC PROPERTY TYPE: SECURITIES					11/04/2010	10/18/2011
3,949.00		3,456.00					493.00	
		28. COMPLETE PRODTN SVCS INC PROPERTY TYPE: SECURITIES					02/07/2011	10/18/2011
838.00		728.00					110.00	
		301. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					06/22/2006	02/02/2011
21,811.00		18,598.00					3,213.00	
		100. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					06/22/2006	03/15/2011
7,545.00		6,084.00					1,461.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property / Description	Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	P or D	Date acquired	Date sold	Gain or (loss)
100. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES	6,522.00		4,391.00					04/16/2009	08/26/2011	2,131.00
42. CROWN HLDGS INC PROPERTY TYPE: SECURITIES	1,382.00		1,117.00					08/13/2010	01/11/2011	265.00
32. CROWN HLDGS INC PROPERTY TYPE: SECURITIES	1,214.00		791.00					05/12/2010	02/14/2011	423.00
87. CYMER INC 00 PROPERTY TYPE: SECURITIES	4,291.00		3,084.00					05/12/2010	03/09/2011	1,207.00
730. DANA HLDG CORP PROPERTY TYPE: SECURITIES	9,134.00		12,038.00					08/26/2011	09/19/2011	-2,904.00
150. DANONE PROPERTY TYPE: SECURITIES	2,253.00		2,621.00					12/12/2007	06/21/2011	-368.00
110. WALT DISNEY CO. PROPERTY TYPE: SECURITIES	3,524.00		1,612.00					08/15/2002	08/19/2011	1,912.00
144. WALT DISNEY CO. PROPERTY TYPE: SECURITIES	4,614.00		5,673.00					06/03/2011	08/19/2011	-1,059.00
156. WALT DISNEY CO. PROPERTY TYPE: SECURITIES	5,398.00		2,286.00					08/15/2002	11/08/2011	3,112.00
1400. DONNELLEY R R & SONS CO PROPERTY TYPE: SECURITIES	25,510.00		22,199.00					08/12/2009	02/02/2011	3,311.00
190. DONNELLEY R R & SONS CO PROPERTY TYPE: SECURITIES	3,462.00		3,181.00					09/17/2010	02/02/2011	281.00

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		575. DOW CHEM CO PROPERTY TYPE: SECURITIES					06/02/2009	02/02/2011
20,994.00		13,392.00					7,602.00	
		100. EBAY INC PROPERTY TYPE: SECURITIES					03/14/2007	09/26/2011
3,198.00		3,102.00					96.00	
		250. ELAN PLC ADR PROPERTY TYPE: SECURITIES					04/23/2010	06/21/2011
2,643.00		1,804.00					839.00	
		254. ELAN PLC ADR PROPERTY TYPE: SECURITIES					04/29/2010	08/02/2011
2,908.00		1,746.00					1,162.00	
		250. EXPEDIA INC DEL PROPERTY TYPE: SECURITIES					08/07/2008	02/02/2011
6,305.00		4,552.00					1,753.00	
		626. EXPEDIA INC DEL PROPERTY TYPE: SECURITIES					08/07/2008	02/11/2011
13,386.00		9,733.00					3,653.00	
		286. EXPEDIA INC DEL PROPERTY TYPE: SECURITIES					06/12/2006	02/24/2011
5,765.00		4,284.00					1,481.00	
		538. EXPEDIA INC DEL PROPERTY TYPE: SECURITIES					06/12/2006	02/25/2011
10,784.00		8,049.00					2,735.00	
		27857.67 FHLMC POOL #G18309 4.500% 5/ PROPERTY TYPE: SECURITIES					09/09/2009	01/14/2011
29,251.00		28,702.00					549.00	
		80000. FED NATL MTG ASSN 6.000% 5/15 PROPERTY TYPE: SECURITIES					03/30/2010	04/06/2011
80,499.00		82,530.00					-2,031.00	
		5000. FED NATL MTG ASSN 6.000% 5/15/ PROPERTY TYPE: SECURITIES					12/17/2010	04/06/2011
5,031.00		5,116.00					-85.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		788.84 FNMA POOL #932359 4.000% 1/01 PROPERTY TYPE: SECURITIES					04/15/2010	01/31/2011
789.00		800.00					-11.00	
		44685.03 FNMA POOL #932359 4.000% 1/ PROPERTY TYPE: SECURITIES					04/15/2010	02/10/2011
45,474.00		45,320.00					154.00	
		221.97 FNMA POOL #AE5487 3.50006% 10/01 PROPERTY TYPE: SECURITIES					10/14/2010	01/31/2011
222.00		231.00					-9.00	
		31180.51 FNMA POOL #AE5487 3.50006% 10/ PROPERTY TYPE: SECURITIES					10/14/2010	02/10/2011
30,830.00		32,472.00					-1,642.00	
		44. F5 NETWORKS INC 00 PROPERTY TYPE: SECURITIES					04/28/2011	11/14/2011
4,930.00		4,598.00					332.00	
		773. FIRST HORIZON NATL CP PROPERTY TYPE: SECURITIES					12/22/2010	02/02/2011
8,922.00		9,081.00					-159.00	
		80. FIRST SOLAR INC PROPERTY TYPE: SECURITIES					12/10/2008	02/02/2011
13,180.00		9,745.00					3,435.00	
		55. FIRST SOLAR INC PROPERTY TYPE: SECURITIES					11/29/2010	02/02/2011
9,062.00		6,732.00					2,330.00	
		36. FIRST SOLAR INC PROPERTY TYPE: SECURITIES					12/10/2008	03/28/2011
5,546.00		4,385.00					1,161.00	
		23. FIRST SOLAR INC PROPERTY TYPE: SECURITIES					12/10/2008	04/05/2011
3,534.00		2,802.00					732.00	
		18. FIRST SOLAR INC PROPERTY TYPE: SECURITIES					03/10/2010	04/06/2011
2,711.00		2,117.00					594.00	

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		143. FIRST SOLAR INC PROPERTY TYPE: SECURITIES					03/10/2010	04/29/2011
20,207.00		15,781.00					4,426.00	
		170. FOREST LABS INC PROPERTY TYPE: SECURITIES					02/02/2011	06/21/2011
6,826.00		5,559.00					1,267.00	
		49. FREEPORT MCMORAN COPPER & GOLD PROPERTY TYPE: SECURITIES					01/20/2009	01/20/2011
5,420.00		1,162.00					4,258.00	
		990. GAP INC. DEL PROPERTY TYPE: SECURITIES					10/08/2010	02/02/2011
18,831.00		17,945.00					886.00	
		250. GAP INC. DEL PROPERTY TYPE: SECURITIES					08/11/2010	03/11/2011
5,458.00		4,469.00					989.00	
		150. GAP INC. DEL PROPERTY TYPE: SECURITIES					08/11/2010	03/15/2011
3,272.00		2,681.00					591.00	
		50. GAP INC. DEL PROPERTY TYPE: SECURITIES					08/11/2010	12/07/2011
952.00		894.00					58.00	
		493. GENERAL ELEC CO. PROPERTY TYPE: SECURITIES					07/14/2008	02/02/2011
10,220.00		13,421.00					-3,201.00	
		200. GENERAL ELEC CO. PROPERTY TYPE: SECURITIES					07/14/2008	08/26/2011
3,104.00		5,445.00					-2,341.00	
		896. GENERAL ELEC CO. PROPERTY TYPE: SECURITIES					07/14/2008	10/04/2011
12,793.00		24,137.00					-11,344.00	
		563. GENERAL ELEC CO. PROPERTY TYPE: SECURITIES					10/21/2008	11/29/2011
8,406.00		14,174.00					-5,768.00	

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		368. GENERAL MTRS CO JR PFD CNV SRB PROPERTY TYPE: SECURITIES					11/19/2010	02/02/2011
19,715.00		18,283.00					1,432.00	
		600. GENZYME CORP PROPERTY TYPE: SECURITIES					11/24/2003	02/17/2011
45,187.00		26,949.00					18,238.00	
		400. GLAXO WELLCOME PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					06/01/2004	03/31/2011
15,471.00		17,054.00					-1,583.00	
		100. GLAXO WELLCOME PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					04/23/2010	03/31/2011
3,868.00		3,826.00					42.00	
		59. GLAXO WELLCOME PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					02/02/2011	03/31/2011
2,282.00		2,182.00					100.00	
		100. GLOBAL PMTS INC PROPERTY TYPE: SECURITIES					04/23/2010	04/26/2011
5,190.00		4,533.00					657.00	
		100. GLOBAL PMTS INC PROPERTY TYPE: SECURITIES					05/04/2010	04/26/2011
5,190.00		4,272.00					918.00	
		21000. GOLDMAN SACHS GRP IN 6.000% 5/01 PROPERTY TYPE: SECURITIES					12/09/2009	03/11/2011
23,234.00		23,292.00					-58.00	
		3000. GOLDMAN SACHS GRP IN 6.000% 5/01/ PROPERTY TYPE: SECURITIES					01/06/2011	03/11/2011
3,319.00		3,309.00					10.00	
		180. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					03/13/2009	02/02/2011
29,836.00		17,473.00					12,363.00	
		36. GRAINGER W W INC PROPERTY TYPE: SECURITIES					08/18/2011	10/28/2011
6,228.00		4,678.00					1,550.00	

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		550. GREAT PLAINS ENERGY INC 00 PROPERTY TYPE: SECURITIES					05/10/2010	02/15/2011
10,948.00		10,288.00					660.00	
		100. GRUPO TELEVISA SA DE CV GLOBAL PROPERTY TYPE: SECURITIES					10/17/2007	01/20/2011
2,479.00		2,583.00					-104.00	
		284.00159 HALLIBURTON CO PROPERTY TYPE: SECURITIES					08/10/2011	11/08/2011
10,803.00		12,431.00					-1,628.00	
		129.99841 HALLIBURTON CO PROPERTY TYPE: SECURITIES					08/19/2011	11/08/2011
4,945.00		5,388.00					-443.00	
		882. HARTFORD FINL SVCS GROUP INC PROPERTY TYPE: SECURITIES					12/28/2010	02/02/2011
24,785.00		23,548.00					1,237.00	
		15. HEALTH CARE REIT INC PROPERTY TYPE: SECURITIES					05/04/2010	07/19/2011
789.00		652.00					137.00	
		27. HEALTH CARE REIT INC PROPERTY TYPE: SECURITIES					05/04/2010	08/03/2011
1,284.00		1,174.00					110.00	
		175. HEINZ H J CO PROPERTY TYPE: SECURITIES					02/02/2011	07/05/2011
9,353.00		8,287.00					1,066.00	
		287. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES					08/10/2009	01/25/2011
13,495.00		12,518.00					977.00	
		250. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES					09/16/2010	02/02/2011
11,743.00		10,057.00					1,686.00	
		371. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES					08/10/2009	02/02/2011
17,426.00		16,182.00					1,244.00	

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		110. HOME DEPOT INC PROPERTY TYPE: SECURITIES					06/13/2011	08/26/2011
3,727.00		3,698.00					29.00	
		1090. HONG KONG & CHINA GAS-SP ADR PROPERTY TYPE: SECURITIES					05/12/2010	08/26/2011
2,485.00		2,200.00					285.00	
		279. HUMAN GENOME SCIENCES INC PROPERTY TYPE: SECURITIES					03/10/2011	09/15/2011
3,838.00		7,567.00					-3,729.00	
		.9998 HUNTINGTON INGALLS INDS INC PROPERTY TYPE: SECURITIES					03/17/2011	04/08/2011
40.00		39.00					1.00	
		34. HUNTINGTON INGALLS INDS INC PROPERTY TYPE: SECURITIES					03/17/2011	05/11/2011
1,319.00		1,313.00					6.00	
		15. HUNTINGTON INGALLS INDS INC PROPERTY TYPE: SECURITIES					03/17/2011	05/12/2011
578.00		579.00					-1.00	
		150. HUTCHISON WHAMPOA LTD ADR PROPERTY TYPE: SECURITIES					05/08/2001	01/20/2011
8,926.00		8,400.00					526.00	
		160. IMMUNOGEN INC PROPERTY TYPE: SECURITIES					02/03/2011	08/26/2011
1,645.00		1,365.00					280.00	
		100. IMMUNOGEN INC PROPERTY TYPE: SECURITIES					02/03/2011	09/26/2011
1,080.00		853.00					227.00	
		250. ING GROEP N.V. PROPERTY TYPE: SECURITIES					12/17/2009	03/15/2011
3,020.00		3,993.00					-973.00	
		484. ING GROEP N.V. PROPERTY TYPE: SECURITIES					12/17/2009	03/24/2011
6,397.00		7,730.00					-1,333.00	

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		808. INTEL CORP PROPERTY TYPE: SECURITIES					07/17/1998	01/06/2011
16,710.00		16,817.00					-107.00	
		555. INTEL CORP PROPERTY TYPE: SECURITIES					07/17/1998	02/02/2011
12,022.00		11,551.00					471.00	
		200. INTEL CORP PROPERTY TYPE: SECURITIES					07/17/1998	06/21/2011
4,318.00		4,163.00					155.00	
		200. INTEL CORP PROPERTY TYPE: SECURITIES					07/17/1998	08/26/2011
3,947.00		4,163.00					-216.00	
		156. INTERNATIONAL BUSINESS MACHS CORP PROPERTY TYPE: SECURITIES					05/12/2010	01/20/2011
24,167.00		20,317.00					3,850.00	
		69. INTERNATIONAL BUSINESS MACHS CORP PROPERTY TYPE: SECURITIES					02/24/2010	02/02/2011
11,284.00		8,808.00					2,476.00	
		61. INTERNATIONAL BUSINESS MACHS CORP PROPERTY TYPE: SECURITIES					02/24/2010	03/16/2011
9,490.00		7,744.00					1,746.00	
		71. INTERNATIONAL BUSINESS MACHS CORP PROPERTY TYPE: SECURITIES					02/23/2010	09/07/2011
11,844.00		8,978.00					2,866.00	
		53. INTERNATIONAL BUSINESS MACHS CORP PROPERTY TYPE: SECURITIES					02/23/2010	10/11/2011
9,787.00		6,702.00					3,085.00	
		1431. INTERNATIONAL PAPER CO. PROPERTY TYPE: SECURITIES					12/14/2010	02/02/2011
42,062.00		35,255.00					6,807.00	
		527. ION GEOPHYSICAL CORP PROPERTY TYPE: SECURITIES					06/23/2010	04/13/2011
6,387.00		2,855.00					3,532.00	

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		130. J CREW GROUP INC PROPERTY TYPE: SECURITIES					08/18/2010	02/07/2011
5,648.00		4,542.00					1,106.00	
		20. J CREW GROUP INC PROPERTY TYPE: SECURITIES					02/02/2011	02/07/2011
869.00		869.00						
		620. J. P . MORGAN CHASE & CO F/K/A PROPERTY TYPE: SECURITIES					09/29/2008	02/02/2011
28,286.00		27,809.00					477.00	
		100. J. P . MORGAN CHASE & CO F/K/A PROPERTY TYPE: SECURITIES					04/17/2008	03/17/2011
4,443.00		4,439.00					4.00	
		282. J. P . MORGAN CHASE & CO F/K/A PROPERTY TYPE: SECURITIES					08/07/2008	07/05/2011
11,586.00		12,355.00					-769.00	
		153. J. P . MORGAN CHASE & CO F/K/A PROPERTY TYPE: SECURITIES					08/07/2008	11/22/2011
4,530.00		6,115.00					-1,585.00	
		90. J. P . MORGAN CHASE & CO F/K/A PROPERTY TYPE: SECURITIES					08/07/2008	11/29/2011
2,578.00		3,597.00					-1,019.00	
		177. J. P . MORGAN CHASE & CO F/K/A PROPERTY TYPE: SECURITIES					10/20/2011	11/29/2011
5,071.00		5,627.00					-556.00	
		39000. JPMORGAN CHASE & CO 4.650% 6/01 PROPERTY TYPE: SECURITIES					09/24/2009	09/14/2011
41,835.00		39,283.00					2,552.00	
		218. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					12/14/2010	07/29/2011
14,075.00		13,662.00					413.00	
		41. JOS A BANK CLOTHIERS INC PROPERTY TYPE: SECURITIES					01/26/2011	06/28/2011
2,013.00		1,748.00					265.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		9. JOS A BANK CLOTHIERS INC PROPERTY TYPE: SECURITIES					01/26/2011	11/18/2011
473.00		384.00					89.00	
		16. JOS A BANK CLOTHIERS INC PROPERTY TYPE: SECURITIES					12/02/2010	11/18/2011
841.00		675.00					166.00	
		95. JUNIPER NETWORK INC PROPERTY TYPE: SECURITIES					11/20/2008	02/02/2011
3,627.00		1,359.00					2,268.00	
		385. JUNIPER NETWORK INC PROPERTY TYPE: SECURITIES					01/20/2011	02/02/2011
14,700.00		13,547.00					1,153.00	
		247. JUNIPER NETWORK INC PROPERTY TYPE: SECURITIES					11/20/2008	02/25/2011
10,807.00		3,534.00					7,273.00	
		120. JUNIPER NETWORK INC PROPERTY TYPE: SECURITIES					11/20/2008	03/10/2011
5,047.00		1,717.00					3,330.00	
		600. PHILIPS ELECTRONICS-NY SHR PROPERTY TYPE: SECURITIES					08/07/2008	06/29/2011
14,688.00		15,157.00					-469.00	
		250. PHILIPS ELECTRONICS-NY SHR PROPERTY TYPE: SECURITIES					05/25/2011	06/29/2011
6,120.00		7,287.00					-1,167.00	
		150. PHILIPS ELECTRONICS-NY SHR PROPERTY TYPE: SECURITIES					07/22/2010	06/29/2011
3,672.00		4,744.00					-1,072.00	
		110. L-3 COMMUNICATIONS HLDGS INC PROPERTY TYPE: SECURITIES					05/04/2010	04/13/2011
8,524.00		10,144.00					-1,620.00	
		18. LAM RESH CORP PROPERTY TYPE: SECURITIES					02/02/2011	03/09/2011
999.00		932.00					67.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		107. LAM RESH CORP PROPERTY TYPE: SECURITIES					05/10/2010	03/09/2011
5,937.00		4,353.00					1,584.00	
		500. LAWSON SOFTWARE INC NEW PROPERTY TYPE: SECURITIES					02/02/2011	04/26/2011
5,554.00		4,959.00					595.00	
		100. LIBERTY MEDIA CORP NEW PROPERTY TYPE: SECURITIES					09/01/2004	03/02/2011
7,293.00		1,372.00					5,921.00	
		68. LINCOLN ELEC HLDGS INC PROPERTY TYPE: SECURITIES					08/10/2011	12/20/2011
2,659.00		2,004.00					655.00	
		848. LINCOLN NATL CORP IND PROPERTY TYPE: SECURITIES					07/27/2010	02/02/2011
25,170.00		20,957.00					4,213.00	
		258. MADISON SQUARE GARDEN COMPANY PROPERTY TYPE: SECURITIES					01/28/2008	04/05/2011
6,997.00		2,411.00					4,586.00	
		67. MADISON SQUARE GARDEN COMPANY PROPERTY TYPE: SECURITIES					08/28/2003	04/06/2011
1,822.00		435.00					1,387.00	
		30. MAGELLAN HEALTH SVCS INC PROPERTY TYPE: SECURITIES					04/29/2010	07/19/2011
1,642.00		1,267.00					375.00	
		2385. MARSHALL & ILSLEY CORP NEW PROPERTY TYPE: SECURITIES					12/15/2010	01/20/2011
16,942.00		13,828.00					3,114.00	
		75. MASCO CORPORATION PROPERTY TYPE: SECURITIES					02/15/2011	09/01/2011
648.00		968.00					-320.00	
		19. MASCO CORPORATION PROPERTY TYPE: SECURITIES					02/24/2011	09/02/2011
153.00		241.00					-88.00	

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		101. MASCO CORPORATION PROPERTY TYPE: SECURITIES					02/24/2011	09/06/2011
776.00		1,274.00					-498.00	
		152. MASTEC INC PROPERTY TYPE: SECURITIES					01/12/2011	07/19/2011
3,215.00		2,311.00					904.00	
		80. MASTEC INC PROPERTY TYPE: SECURITIES					01/11/2011	11/18/2011
1,319.00		1,179.00					140.00	
		360. MASTEC INC PROPERTY TYPE: SECURITIES					01/11/2011	12/08/2011
5,596.00		5,307.00					289.00	
		50. MATTEL INC PROPERTY TYPE: SECURITIES					03/17/2011	12/07/2011
1,453.00		1,224.00					229.00	
		100. MCDONALDS CORP PROPERTY TYPE: SECURITIES					09/17/2009	02/02/2011
7,362.00		5,637.00					1,725.00	
		174. MCDONALDS CORP PROPERTY TYPE: SECURITIES					09/17/2009	09/09/2011
14,792.00		9,809.00					4,983.00	
		350.00077 MERCK & CO INC NEW PROPERTY TYPE: SECURITIES					11/20/2009	02/02/2011
11,816.00		12,328.00					-512.00	
		440. MERCK & CO INC NEW PROPERTY TYPE: SECURITIES					08/18/2010	02/02/2011
14,855.00		15,610.00					-755.00	
		509.99923 MERCK & CO INC NEW PROPERTY TYPE: SECURITIES					11/25/2009	02/02/2011
17,218.00		18,454.00					-1,236.00	
		100. MERCK & CO INC NEW PROPERTY TYPE: SECURITIES					11/20/2009	08/26/2011
3,177.00		3,585.00					-408.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
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		100. MERCK & CO INC NEW PROPERTY TYPE: SECURITIES					11/18/2009	12/07/2011
3,569.00		3,541.00					28.00	
		26000. MERRILL LYNCH & CO 6.150% 4/25 PROPERTY TYPE: SECURITIES					11/13/2008	06/01/2011
28,186.00		25,414.00					2,772.00	
		860. METLIFE INC PROPERTY TYPE: SECURITIES					07/09/2010	02/02/2011
39,768.00		35,522.00					4,246.00	
		33. METTLER-TOLEDO INTL INC PROPERTY TYPE: SECURITIES					10/25/2007	02/28/2011
5,666.00		3,580.00					2,086.00	
		41. METTLER-TOLEDO INTL INC PROPERTY TYPE: SECURITIES					10/25/2007	03/24/2011
6,967.00		4,448.00					2,519.00	
		150. MICROCHIP TECHNOLOGY INC PROPERTY TYPE: SECURITIES					04/29/2010	01/26/2011
5,621.00		4,525.00					1,096.00	
		25. MICROCHIP TECHNOLOGY INC PROPERTY TYPE: SECURITIES					02/02/2011	04/13/2011
930.00		929.00					1.00	
		150. MICROCHIP TECHNOLOGY INC PROPERTY TYPE: SECURITIES					05/21/2010	04/13/2011
5,580.00		4,057.00					1,523.00	
		1336. MICRON TECHNOLOGY INC PROPERTY TYPE: SECURITIES					01/20/2011	02/02/2011
14,525.00		12,779.00					1,746.00	
		1695. MICRON TECHNOLOGY INC PROPERTY TYPE: SECURITIES					10/12/2010	02/02/2011
18,428.00		13,273.00					5,155.00	
		2264. MITSUBISHI UFJ FINL GROUP APD ADR PROPERTY TYPE: SECURITIES					10/17/2007	06/29/2011
10,653.00		21,013.00					-10,360.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
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		200. MONSANTO CO NEW PROPERTY TYPE: SECURITIES					01/28/2010	02/02/2011
15,098.00		15,989.00					-891.00	
		140. MORGAN STANLEY, DEAN WITTER, PROPERTY TYPE: SECURITIES					03/25/2010	02/02/2011
4,171.00		4,150.00					21.00	
		460. MORGAN STANLEY, DEAN WITTER, PROPERTY TYPE: SECURITIES					10/05/2009	02/02/2011
13,705.00		13,650.00					55.00	
		380. NRG ENERGY INC PROPERTY TYPE: SECURITIES					05/12/2010	01/06/2011
7,396.00		8,652.00					-1,256.00	
		481. NALCO HLDG CO PROPERTY TYPE: SECURITIES					04/27/2011	07/20/2011
17,321.00		13,138.00					4,183.00	
		500. NASDAQ OMX GROUP INC PROPERTY TYPE: SECURITIES					05/13/2008	02/02/2011
13,135.00		18,825.00					-5,690.00	
		169. NASDAQ OMX GROUP INC PROPERTY TYPE: SECURITIES					05/13/2008	03/17/2011
4,156.00		6,363.00					-2,207.00	
		238. NASDAQ OMX GROUP INC PROPERTY TYPE: SECURITIES					05/13/2008	06/23/2011
5,522.00		8,961.00					-3,439.00	
		367. NASDAQ OMX GROUP INC PROPERTY TYPE: SECURITIES					07/09/2008	10/18/2011
9,034.00		9,354.00					-320.00	
		125. NESTLE S A SPONSORED ADR REPSTG REG PROPERTY TYPE: SECURITIES					04/27/2010	08/26/2011
7,737.00		4,673.00					3,064.00	
		50. NEWMONT MNG CORP PROPERTY TYPE: SECURITIES					02/03/2010	02/02/2011
2,784.00		2,291.00					493.00	

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		500. NEWMONT MNG CORP PROPERTY TYPE: SECURITIES					04/22/2008	02/02/2011
27,840.00		22,410.00					5,430.00	
		707. NEWS CORP PROPERTY TYPE: SECURITIES					05/12/2010	06/29/2011
12,639.00		11,296.00					1,343.00	
		1080. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					05/17/2010	03/16/2011
8,563.00		28,169.00					-19,606.00	
		1600. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					10/15/1998	03/16/2011
12,686.00		14,875.00					-2,189.00	
		890. NOMURA HOLDINGS INC ADR PROPERTY TYPE: SECURITIES					10/30/2007	09/21/2011
3,357.00		11,857.00					-8,500.00	
		2635. NOMURA HOLDINGS INC ADR PROPERTY TYPE: SECURITIES					05/10/2010	09/22/2011
9,574.00		18,593.00					-9,019.00	
		1425. NOMURA HOLDINGS INC ADR PROPERTY TYPE: SECURITIES					11/05/2010	09/22/2011
5,178.00		7,561.00					-2,383.00	
		103. NORTHERN OIL & GAS INC NEV PROPERTY TYPE: SECURITIES					11/19/2010	01/07/2011
2,762.00		2,123.00					639.00	
		25. NORTHERN OIL & GAS INC NEV PROPERTY TYPE: SECURITIES					02/02/2011	02/24/2011
739.00		693.00					46.00	
		155. NORTHERN OIL & GAS INC NEV PROPERTY TYPE: SECURITIES					11/19/2010	02/24/2011
4,579.00		3,195.00					1,384.00	
		210. NORTHWEST BANCSHARES INC PROPERTY TYPE: SECURITIES					05/03/2010	01/27/2011
2,501.00		2,679.00					-178.00	

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		55. NOVO NORDISK A S ADR PROPERTY TYPE: SECURITIES					10/18/2001	02/02/2011
6,197.00		1,099.00					5,098.00	
		49. NUANCE COMMUNICATIONS INC PROPERTY TYPE: SECURITIES					07/13/2011	09/26/2011
969.00		1,055.00					-86.00	
		170. NUANCE COMMUNICATIONS INC PROPERTY TYPE: SECURITIES					07/20/2011	11/14/2011
4,413.00		3,653.00					760.00	
		55. NUANCE COMMUNICATIONS INC PROPERTY TYPE: SECURITIES					07/12/2011	11/18/2011
1,332.00		1,171.00					161.00	
		1000. NVIDIA CORP 00 PROPERTY TYPE: SECURITIES					05/30/2008	01/20/2011
22,421.00		24,459.00					-2,038.00	
		1000. NVIDIA CORP 00 PROPERTY TYPE: SECURITIES					07/08/2008	02/02/2011
25,935.00		14,539.00					11,396.00	
		750. NVIDIA CORP 00 PROPERTY TYPE: SECURITIES					07/08/2008	05/17/2011
13,009.00		9,044.00					3,965.00	
		250. NVIDIA CORP 00 PROPERTY TYPE: SECURITIES					03/29/2011	05/17/2011
4,336.00		4,769.00					-433.00	
		270. NVIDIA CORP 00 PROPERTY TYPE: SECURITIES					07/08/2010	07/14/2011
3,869.00		3,221.00					648.00	
		980. NVIDIA CORP 00 PROPERTY TYPE: SECURITIES					07/08/2010	08/12/2011
12,888.00		10,131.00					2,757.00	
		18. OCEANEERING INTL INC PROPERTY TYPE: SECURITIES					04/23/2010	12/20/2011
840.00		595.00					245.00	

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		13. OIL STATES INTERNATIONAL INC PROPERTY TYPE: SECURITIES					11/04/2010	02/14/2011
962.00		691.00					271.00	
		14. OIL STATES INTERNATIONAL INC PROPERTY TYPE: SECURITIES					03/01/2011	07/19/2011
1,155.00		1,005.00					150.00	
		34. ONYX PHARMACEUTICALS INC DEL PROPERTY TYPE: SECURITIES					05/04/2010	05/19/2011
1,466.00		963.00					503.00	
		327. ORACLE CORP PROPERTY TYPE: SECURITIES					10/13/2010	02/02/2011
10,873.00		9,338.00					1,535.00	
		309. PNC BK CORP PROPERTY TYPE: SECURITIES					12/08/2010	02/02/2011
19,264.00		18,526.00					738.00	
		39000. PNC FUNDING CORP 4.250% 9/21 PROPERTY TYPE: SECURITIES					12/09/2009	10/13/2011
41,659.00		40,448.00					1,211.00	
		3000. PNC FUNDING CORP 4.250% 9/21/ PROPERTY TYPE: SECURITIES					02/23/2011	10/13/2011
3,205.00		3,164.00					41.00	
		735. PACCAR INC PROPERTY TYPE: SECURITIES					05/20/2010	02/02/2011
37,302.00		28,930.00					8,372.00	
		83. PANTRY INC PROPERTY TYPE: SECURITIES					12/01/2010	07/19/2011
1,545.00		1,857.00					-312.00	
		62. PANTRY INC PROPERTY TYPE: SECURITIES					12/01/2010	10/21/2011
852.00		1,267.00					-415.00	
		81. PANTRY INC PROPERTY TYPE: SECURITIES					01/05/2011	10/21/2011
1,113.00		1,520.00					-407.00	

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		400. PANTRY INC PROPERTY TYPE: SECURITIES					05/04/2010	11/30/2011
4,902.00		6,033.00					-1,131.00	
		32. PANTRY INC PROPERTY TYPE: SECURITIES					01/05/2011	11/30/2011
392.00		600.00					-208.00	
		6. PARKER HANNIFIN CORP PROPERTY TYPE: SECURITIES					03/16/2011	06/17/2011
514.00		515.00					-1.00	
		2. PARKER HANNIFIN CORP PROPERTY TYPE: SECURITIES					03/16/2011	06/20/2011
171.00		172.00					-1.00	
		105. PARKER HANNIFIN CORP PROPERTY TYPE: SECURITIES					03/16/2011	06/21/2011
8,982.00		9,013.00					-31.00	
		2. PARKER HANNIFIN CORP PROPERTY TYPE: SECURITIES					03/16/2011	07/13/2011
175.00		172.00					3.00	
		46. PARKER HANNIFIN CORP PROPERTY TYPE: SECURITIES					06/15/2010	07/13/2011
4,017.00		3,113.00					904.00	
		74. PARKER HANNIFIN CORP PROPERTY TYPE: SECURITIES					06/15/2010	07/19/2011
6,413.00		4,659.00					1,754.00	
		598. PEOPLES UNITED FINANCIAL INC PROPERTY TYPE: SECURITIES					05/21/2010	08/10/2011
6,528.00		8,954.00					-2,426.00	
		57. PEOPLES UNITED FINANCIAL INC PROPERTY TYPE: SECURITIES					05/21/2010	12/07/2011
716.00		809.00					-93.00	
		297. PEPSICO INC PROPERTY TYPE: SECURITIES					12/28/2010	03/07/2011
18,842.00		19,389.00					-547.00	

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		119. PEPSICO INC PROPERTY TYPE: SECURITIES					07/17/1998	08/05/2011
7,695.00		4,678.00					3,017.00	
		64. PEPSICO INC PROPERTY TYPE: SECURITIES					12/28/2010	08/05/2011
4,139.00		4,178.00					-39.00	
		41000. PEPSICO INC 4.500% 1/15 PROPERTY TYPE: SECURITIES					01/13/2010	07/26/2011
44,603.00		40,973.00					3,630.00	
		33. PETROHAWK ENERGY CORP PROPERTY TYPE: SECURITIES					04/29/2010	02/07/2011
682.00		707.00					-25.00	
		265. PETROHAWK ENERGY CORP PROPERTY TYPE: SECURITIES					05/10/2010	05/19/2011
6,360.00		6,186.00					174.00	
		1475. PFIZER INC. PROPERTY TYPE: SECURITIES					04/08/2008	02/02/2011
27,969.00		32,483.00					-4,514.00	
		250. PFIZER INC. PROPERTY TYPE: SECURITIES					04/08/2008	06/21/2011
5,100.00		5,244.00					-144.00	
		145. PROCTOR & GAMBLE CO PROPERTY TYPE: SECURITIES					02/02/2011	06/07/2011
9,471.00		9,110.00					361.00	
		48. PROCTOR & GAMBLE CO PROPERTY TYPE: SECURITIES					10/18/2001	06/07/2011
3,135.00		1,468.00					1,667.00	
		107. PROCTOR & GAMBLE CO PROPERTY TYPE: SECURITIES					10/18/2001	08/05/2011
6,493.00		3,271.00					3,222.00	
		171. QUANTA SERVICES INC PROPERTY TYPE: SECURITIES					04/23/2010	01/11/2011
3,646.00		3,457.00					189.00	

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		200. QUANTA SERVICES INC PROPERTY TYPE: SECURITIES					05/04/2010	04/28/2011
4,217.00		3,941.00					276.00	
		74. QUANTA SERVICES INC PROPERTY TYPE: SECURITIES					04/23/2010	04/28/2011
1,560.00		1,496.00					64.00	
		241. QUEST SOFTWARE INC PROPERTY TYPE: SECURITIES					02/07/2011	09/19/2011
3,973.00		6,416.00					-2,443.00	
		197. QUEST SOFTWARE INC PROPERTY TYPE: SECURITIES					12/21/2010	09/19/2011
3,248.00		5,525.00					-2,277.00	
		174. RAYTHEON COMPANY PROPERTY TYPE: SECURITIES					05/25/2011	11/29/2011
7,624.00		8,748.00					-1,124.00	
		67. REGENERON PHARMACEUTICALS INC PROPERTY TYPE: SECURITIES					04/29/2010	02/14/2011
2,538.00		1,773.00					765.00	
		173. REGENERON PHARMACEUTICALS INC PROPERTY TYPE: SECURITIES					05/10/2010	03/11/2011
6,705.00		4,304.00					2,401.00	
		51. ROCKWOOD HLDGS INC PROPERTY TYPE: SECURITIES					06/23/2010	04/13/2011
2,395.00		1,302.00					1,093.00	
		25. ROCKWOOD HLDGS INC PROPERTY TYPE: SECURITIES					06/23/2010	06/28/2011
1,338.00		617.00					721.00	
		22. ROCKWOOD HLDGS INC PROPERTY TYPE: SECURITIES					06/23/2010	08/02/2011
1,337.00		543.00					794.00	
		30. ROSS STORES INC PROPERTY TYPE: SECURITIES					02/02/2011	05/19/2011
2,436.00		1,952.00					484.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		10. ROSS STORES INC PROPERTY TYPE: SECURITIES					06/23/2010	05/19/2011
812.00		554.00					258.00	
		35. ROSS STORES INC PROPERTY TYPE: SECURITIES					06/23/2010	09/19/2011
2,815.00		1,940.00					875.00	
		148. SCHWAB CHARLES CORP NEW PROPERTY TYPE: SECURITIES					11/10/2010	01/20/2011
2,709.00		2,355.00					354.00	
		400. SCHWAB CHARLES CORP NEW PROPERTY TYPE: SECURITIES					01/29/2009	02/02/2011
7,353.00		5,592.00					1,761.00	
		200. SCHWAB CHARLES CORP NEW PROPERTY TYPE: SECURITIES					11/10/2010	02/02/2011
3,677.00		3,061.00					616.00	
		500. SHAW GROUP INC PROPERTY TYPE: SECURITIES					05/12/2010	02/02/2011
19,321.00		19,519.00					-198.00	
		64. SHAW GROUP INC PROPERTY TYPE: SECURITIES					05/12/2010	02/14/2011
2,569.00		2,298.00					271.00	
		42. SHAW GROUP INC PROPERTY TYPE: SECURITIES					04/15/2010	03/14/2011
1,364.00		1,502.00					-138.00	
		194. SHAW GROUP INC PROPERTY TYPE: SECURITIES					04/15/2010	03/15/2011
6,163.00		6,940.00					-777.00	
		135. SHIRE PHARMACEUTICALS GR-ADR PROPERTY TYPE: SECURITIES					03/05/2008	05/19/2011
12,582.00		7,979.00					4,603.00	
		47. SHIRE PHARMACEUTICALS GR-ADR PROPERTY TYPE: SECURITIES					03/05/2008	08/01/2011
4,826.00		2,778.00					2,048.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		24. SIGNATURE BK NEW YORK N Y PROPERTY TYPE: SECURITIES					04/23/2010	07/15/2011
1,387.00		968.00					419.00	
		296. STATE ST CORP PROPERTY TYPE: SECURITIES					11/18/2009	02/02/2011
14,004.00		12,637.00					1,367.00	
		341. SUNTRUST BKS INC PROPERTY TYPE: SECURITIES					12/15/2010	02/02/2011
10,568.00		9,005.00					1,563.00	
		75. TD AMERITRADE HLDG CORP PROPERTY TYPE: SECURITIES					04/27/2010	02/02/2011
1,552.00		1,476.00					76.00	
		313. TARGET CORP PROPERTY TYPE: SECURITIES					12/08/2010	02/02/2011
16,677.00		18,524.00					-1,847.00	
		70. TESCO PLC PROPERTY TYPE: SECURITIES					11/06/2007	12/07/2011
1,299.00		2,097.00					-798.00	
		235. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES					09/30/2010	02/02/2011
8,263.00		6,394.00					1,869.00	
		237. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES					09/30/2010	03/07/2011
8,421.00		6,449.00					1,972.00	
		145. THERMO ELECTRON CORP PROPERTY TYPE: SECURITIES					10/13/2010	02/02/2011
8,149.00		7,155.00					994.00	
		34. 3M COMPANY 00 PROPERTY TYPE: SECURITIES					12/20/2010	02/02/2011
2,989.00		2,966.00					23.00	
		90. 3M COMPANY 00 PROPERTY TYPE: SECURITIES					12/20/2010	07/05/2011
8,664.00		7,852.00					812.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		41.99946 TOLL BROS INC PROPERTY TYPE: SECURITIES					01/26/2011	09/01/2011
705.00		876.00					-171.00	
		40.00054 TOLL BROS INC PROPERTY TYPE: SECURITIES					01/26/2011	09/01/2011
671.00		834.00					-163.00	
		37. TOLL BROS INC PROPERTY TYPE: SECURITIES					01/26/2011	09/02/2011
601.00		771.00					-170.00	
		39000. TOTAL CAPITAL SA 3.125% 10/02 PROPERTY TYPE: SECURITIES					02/23/2011	05/11/2011
40,567.00		41,147.00					-580.00	
		328. TOYOTA MTR CORP 00 PROPERTY TYPE: SECURITIES					04/10/2008	02/02/2011
27,867.00		31,274.00					-3,407.00	
		13. TRACTOR SUPPLY CO PROPERTY TYPE: SECURITIES					06/15/2010	02/07/2011
681.00		450.00					231.00	
		103. THE TRAVELERS COMPANIES INC PROPERTY TYPE: SECURITIES					02/02/2011	03/22/2011
6,030.00		5,836.00					194.00	
		28. THE TRAVELERS COMPANIES INC PROPERTY TYPE: SECURITIES					02/02/2011	03/23/2011
1,638.00		1,586.00					52.00	
		72. THE TRAVELERS COMPANIES INC PROPERTY TYPE: SECURITIES					02/02/2011	03/24/2011
4,215.00		4,079.00					136.00	
		100. TREND MICRO INC ADR PROPERTY TYPE: SECURITIES					08/01/2005	08/26/2011
3,050.00		3,603.00					-553.00	
		37000. TRUSTEES OF DARTMOUT 4.750% 6/01 PROPERTY TYPE: SECURITIES					04/26/2010	01/19/2011
39,551.00		38,517.00					1,034.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		365. UNITED RENTALS INC PAR .01 PROPERTY TYPE: SECURITIES					05/19/2011	08/10/2011
5,443.00		10,312.00					-4,869.00	
		5000. U.S. TREASURY NOTES 4.250% 8/15/ PROPERTY TYPE: SECURITIES					12/17/2010	07/06/2011
5,533.00		5,512.00					21.00	
		35000. U.S. TREASURY NOTES 4.250% 8/15 PROPERTY TYPE: SECURITIES					04/29/2009	07/06/2011
38,730.00		39,070.00					-340.00	
		2000. U S TREAS NTS 1.750% 11/15/ PROPERTY TYPE: SECURITIES					12/17/2010	10/12/2011
2,003.00		2,026.00					-23.00	
		84000. U S TREAS NTS 1.750% 11/15 PROPERTY TYPE: SECURITIES					03/30/2010	10/12/2011
84,131.00		85,208.00					-1,077.00	
		50000. U S TREASURY NOTES 1.875% 2/28 PROPERTY TYPE: SECURITIES					10/12/2011	11/28/2011
51,711.00		51,695.00					16.00	
		85000. U S TREAS NTS 2.375% 2/28 PROPERTY TYPE: SECURITIES					12/17/2010	05/24/2011
88,476.00		89,098.00					-622.00	
		250. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					08/07/2003	01/20/2011
10,058.00		6,255.00					3,803.00	
		80. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					02/02/2011	09/26/2011
3,886.00		3,362.00					524.00	
		100. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					02/02/2011	12/07/2011
4,923.00		4,203.00					720.00	
		75. VALMONT INDS INC PROPERTY TYPE: SECURITIES					05/04/2010	01/11/2011
6,915.00		6,181.00					734.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		49. VARIAN SEMICONDUCTOR EQUIPTMENT PROPERTY TYPE: SECURITIES					04/30/2010	01/26/2011
2,062.00		1,643.00					419.00	
		14. VARIAN SEMICONDUCTOR EQUIPTMENT PROPERTY TYPE: SECURITIES					02/02/2011	02/07/2011
631.00		621.00					10.00	
		2. VARIAN SEMICONDUCTOR EQUIPTMENT PROPERTY TYPE: SECURITIES					04/30/2010	02/07/2011
90.00		67.00					23.00	
		109. VARIAN SEMICONDUCTOR EQUIPTMENT PROPERTY TYPE: SECURITIES					04/30/2010	05/19/2011
6,668.00		3,655.00					3,013.00	
		20. VARIAN SEMICONDUCTOR EQUIPTMENT PROPERTY TYPE: SECURITIES					08/04/2010	05/19/2011
1,223.00		574.00					649.00	
		100. VERTEX PHARMACEUTICALS INC PROPERTY TYPE: SECURITIES					02/02/2011	09/26/2011
4,902.00		3,910.00					992.00	
		100. VESTAS WIND SYS A/S PROPERTY TYPE: SECURITIES					05/14/2010	03/17/2011
1,244.00		1,750.00					-506.00	
		71. VISA INC-CLASS A SHARES PROPERTY TYPE: SECURITIES					05/13/2010	02/02/2011
5,098.00		6,171.00					-1,073.00	
		90. VISA INC-CLASS A SHARES PROPERTY TYPE: SECURITIES					05/13/2010	07/29/2011
7,709.00		8,041.00					-332.00	
		466.25 VODAFONE GROUP SPD ADR REP 10 ORD PROPERTY TYPE: SECURITIES					08/10/2010	02/02/2011
13,368.00		11,380.00					1,988.00	
		418.75 VODAFONE GROUP SPD ADR REP 10 ORD PROPERTY TYPE: SECURITIES					11/19/2009	02/02/2011
12,006.00		9,723.00					2,283.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100. VODAFONE GROUP SPD ADR REP 10 ORD S PROPERTY TYPE: SECURITIES					11/19/2009	03/17/2011
2,774.00		2,244.00					530.00	
		100. VODAFONE GROUP SPD ADR REP 10 ORD S PROPERTY TYPE: SECURITIES					11/19/2009	06/21/2011
2,670.00		2,244.00					426.00	
		100. VODAFONE GROUP SPD ADR REP 10 ORD S PROPERTY TYPE: SECURITIES					11/19/2009	08/26/2011
2,639.00		2,244.00					395.00	
		214. WAL MART STORES INC PROPERTY TYPE: SECURITIES					06/14/2006	02/02/2011
11,939.00		10,177.00					1,762.00	
		50. WAL MART STORES INC PROPERTY TYPE: SECURITIES					08/21/2006	12/07/2011
2,925.00		2,205.00					720.00	
		900. WELLS FARGO & COMPANY (NEW) PROPERTY TYPE: SECURITIES					11/14/2008	02/02/2011
29,656.00		25,324.00					4,332.00	
		338. WELLS FARGO & COMPANY (NEW) PROPERTY TYPE: SECURITIES					12/21/2010	02/02/2011
11,138.00		10,375.00					763.00	
		111. XILINX INC PROPERTY TYPE: SECURITIES					04/30/2010	03/09/2011
3,590.00		2,910.00					680.00	
		485. YAHOO INC PROPERTY TYPE: SECURITIES					03/20/2009	02/02/2011
8,048.00		6,628.00					1,420.00	
		350. YAHOO INC PROPERTY TYPE: SECURITIES					03/27/2009	06/17/2011
5,130.00		4,762.00					368.00	
		450. YAHOO INC PROPERTY TYPE: SECURITIES					03/27/2009	07/14/2011
6,636.00		5,995.00					641.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		965. YAHOO INC PROPERTY TYPE: SECURITIES					03/27/2009	07/20/2011
13,088.00		12,856.00					232.00	
		45. ARCH CAP GROUP LTD COM PROPERTY TYPE: SECURITIES					06/15/2010	07/19/2011
1,457.00		1,136.00					321.00	
		60. ARCH CAP GROUP LTD COM PROPERTY TYPE: SECURITIES					06/15/2010	12/20/2011
2,198.00		1,514.00					684.00	
		66. INVESCO LTD PROPERTY TYPE: SECURITIES					04/27/2010	08/03/2011
1,379.00		1,382.00					-3.00	
		452. SEAGATE TECHNOLOGY PLC PROPERTY TYPE: SECURITIES					12/08/2010	07/15/2011
7,576.00		6,742.00					834.00	
		229. SEAGATE TECHNOLOGY PLC PROPERTY TYPE: SECURITIES					08/07/2008	07/15/2011
3,838.00		3,413.00					425.00	
		1103. SEAGATE TECHNOLOGY PLC PROPERTY TYPE: SECURITIES					02/02/2011	11/14/2011
19,394.00		15,815.00					3,579.00	
		717. SEAGATE TECHNOLOGY PLC PROPERTY TYPE: SECURITIES					09/11/2008	11/14/2011
12,607.00		10,129.00					2,478.00	
		78. UTI WORLDWIDE INC PROPERTY TYPE: SECURITIES					12/21/2010	06/30/2011
1,528.00		1,632.00					-104.00	
		109. UTI WORLDWIDE INC PROPERTY TYPE: SECURITIES					03/01/2011	12/08/2011
1,449.00		2,150.00					-701.00	
		366. UTI WORLDWIDE INC PROPERTY TYPE: SECURITIES					12/22/2010	12/08/2011
4,865.00		7,636.00					-2,771.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		475. XL GROUP PLC PROPERTY TYPE: SECURITIES					05/21/2010	02/14/2011
10,896.00		8,705.00					2,191.00	
		464. ACE LTD PROPERTY TYPE: SECURITIES					12/21/2010	02/02/2011
29,051.00		28,607.00					444.00	
		25. NOBLE CORP COM PROPERTY TYPE: SECURITIES					02/02/2011	03/01/2011
1,099.00		957.00					142.00	
		145. NOBLE CORP COM PROPERTY TYPE: SECURITIES					05/12/2010	03/01/2011
6,376.00		5,373.00					1,003.00	
		420. TRANSOCEAN INC COM USD0.01 'REGISTE PROPERTY TYPE: SECURITIES					03/05/2009	02/02/2011
33,717.00		25,843.00					7,874.00	
		85. TYCO INTERNATIONAL COM USD0.80 PROPERTY TYPE: SECURITIES					04/26/2005	12/07/2011
4,002.00		4,188.00					-186.00	
		28. CHECK POINT SOFTWARE TECH LTD ORD 00 PROPERTY TYPE: SECURITIES					05/12/2010	05/19/2011
1,531.00		930.00					601.00	
		500. ASML HOLDING NV-UY REG SHS PROPERTY TYPE: SECURITIES					09/15/2010	02/02/2011
21,856.00		14,678.00					7,178.00	
TOTAL GAIN(LOSS)		....					374,985.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		185,491.	182,454.
	TOTAL	185,491.	182,454.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME	134.	133.
TOTALS	134.	133.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	58,285.	33,872.	24,413.
TOTALS	58,285.	33,872.	24,413.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX	4,197.	4,197.
PRIOR YR BALANCE DUE	1,355.	
CURRENT ESTIMATE	4,056.	
TOTALS	9,608.	4,197.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADR FOREIGN FEES	525.	525.	
ASSOCIATION OF SMALL FOUNDATIO	695.		695.
PROPERTY EXPENSES	815.		815.
POSTAGE PO BOX	176.		176.
OTHER EXPENSES	2,474.		2,474.
PARTNERSHIP DEDUCTIONS FROM K1		1.	
TOTALS	4,685.	526.	4,160.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	6,922,592.	6,903,908.	7,786,087.
TOTALS		6,922,592.	6,903,908.	7,786,087.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ACCRUED MKT DISCOUNT	927.
CARRYING VALUE AND WASH SALE ADJUSTMENTS	25,527.
TOTAL	26,454.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ADJUSTMENT TO BROADCOM		24.
HELATH CARE REIT		29.
	TOTAL	53.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
COURTNEY KNIGHT GAINES
ADDRESS:
70 SHIPWATCH ROAD
SAVANNAH, GA 31410-3212
TITLE:
PRESIDENT

OFFICER NAME:
CHRISTOPHER E. KLEIN
ADDRESS:
ELLIS, PAINTER, RATTERREE & BART
SAVANNAH, GA 31412
TITLE:
SECRETARY

OFFICER NAME:
EZEKIEL BALDWIN GAINES III
ADDRESS:
313 MONTAUK DRIVE
RICHMOND HILL, GA 31324
TITLE:
TRUSTEE

OFFICER NAME:
COURTNEY GAINES FETZ
ADDRESS:
7 OLD BARN ROAD
SAVANNAH, GA 31419
TITLE:
TRUSTEE

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
GRACE GAINES GATTIS
ADDRESS:
233 ANDOVER DRIVE
SAVANNAH, GA 31419
TITLE:
TRUSTEE

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
PLEASE SEE ATTACHED
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 286,666.

TOTAL GRANTS PAID: 286,666.

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ALEXANDRIA REAL ESTATE EQUITIES INC	3.00	
ANNALY CAPITOL MGMT INC	90.00	
HEALTH CARE REIT INC	10.00	
WEYERHAEUSER CO	540.00	
CLASS ACTION PROCEEDS	314.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		957.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		957.00

990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years.

SUPPLEMENTARY INFORMATION

Grants and Contributions Paid During the Year

Name & Address	Relationship	Foundation Status of Recipients	Purpose of Grants/Contribution	Amounts
ALZHEIMER'S ASSN. OF COAS	None	N/A	General Charitable Purposes	$ 16,000.00
AMERICAN RED CROSS	None	N/A	General Charitable Purposes	$ 15,000.00
AMERICAN TRADITIONS	None	N/A	General Charitable Purposes	$ 10,000.00
AMERICA'S SECOND HAVEST	None	N/A	General Charitable Purposes	$ 10,000.00
ARMSTRONG ATLANTIC STATE	None	N/A	General Charitable Purposes	$ 5,000.00
CHATHAM-SAVANNAH CITIZEN	None	N/A	General Charitable Purposes	$ 10,000.00
CLEAN COAST, INC.	None	N/A	General Charitable Purposes	$ 2,500.00
EPWORTH BY THE SEA	None	N/A	General Charitable Purposes	$ 5,000.00
FRIENDS OF THE COASTAL GA	None	N/A	General Charitable Purposes	$ 5,000.00
HOSPICE SAVANNAH	None	N/A	General Charitable Purposes	$ 30,000.00
LAKE JUNALUSKA ASSEMBLY	None	N/A	General Charitable Purposes	$ 20,000.00
LEUKEMIA & LYMPHOMA SOCIETY	None	N/A	General Charitable Purposes	$ 15,000.00
MIGHTY EIGHTH AIR FORCE	None	N/A	General Charitable Purposes	$ 5,000.00
MUSCULAR DYSTROPHY ASSN	None	N/A	General Charitable Purposes	$ 2,500.00
NATIONAL PARKS CONSERVATION	None	N/A	General Charitable Purposes	$ 5,000.00
OPTIMIST CLUB	None	N/A	General Charitable Purposes	$ 5,000.00
OSSABAW ISLAND FOUNDATION	None	N/A	General Charitable Purposes	$ 15,000.00
RONALD MCDONALD HOUSE	None	N/A	General Charitable Purposes	$ 5,000.00
SAVANNAH BOOK FESTIVAL	None	N/A	General Charitable Purposes	$ 5,000.00
SAVANNAH CHRISTIAN PREP	None	N/A	General Charitable Purposes	$ 8,000.00
SAVANNAH CLUB HOUSE	None	N/A	General Charitable Purposes	$ 17,500.00
SAVANNAH MUSIC FESTIVAL	None	N/A	General Charitable Purposes	$ 5,000.00
ST. GEORGES SCHOOL	None	N/A	General Charitable Purposes	$ 2,500.00
TELFAIR MUSEUM	None	N/A	General Charitable Purposes	$ 18,333.00
THE METHODIST HOME FOR CH	None	N/A	General Charitable Purposes	$ 15,000.00
UNIVERSITY OF GEORGIA FDN	None	N/A	General Charitable Purposes	$ 20,000.00
URBAN HOPE, INC.	None	N/A	General Charitable Purposes	$ 3,000.00
WESLEYAN COLLEGE	None	N/A	General Charitable Purposes	$ 8,333.00
YMCA	None	N/A	General Charitable Purposes	$ 3,000.00
				$ 286,666.00

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Citi Trust

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Citigroup Trust - Delaware, N.A.

Account Summary Section

Statement of Value and Activity

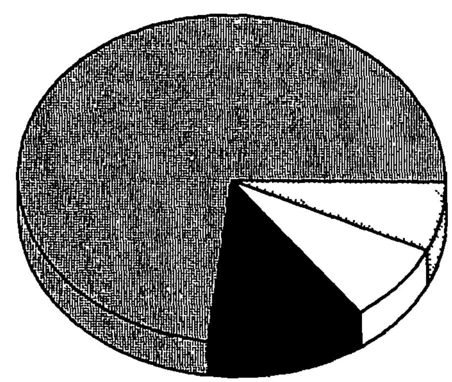
December 1, 2011 - December 31, 2011

Market Value Reconciliation

	This Period	1/1/11 to 12/31/11
Beginning Market Value	**$8,362,613.61**	**$8,735,183.10**
Additions and Contributions	$0.00	$0.00
Other Receipts	$0.00	$138,412.76
Interest and Dividends	$14,625.32	$186,256.38
Distributions To and For Beneficiaries	$0.00	-$300,000.00
Trust Taxes	-$1,126.20	-$9,607.56
Fees	$0.00	-$58,284.79
Other Expenses/Disbursements	-$9.59	-$138,599.68
Corporate Actions/Non-Cash Transactions	$0.00	$18,929.35
Change in Market Value	-$28,001.90	-$224,188.32
Ending Market Value	**$8,348,101.24**	**$8,348,101.24**
Net Realized Gains/Losses (Included in Total Above)	-$6,054.55	$373,914.65

Asset Allocation Summary

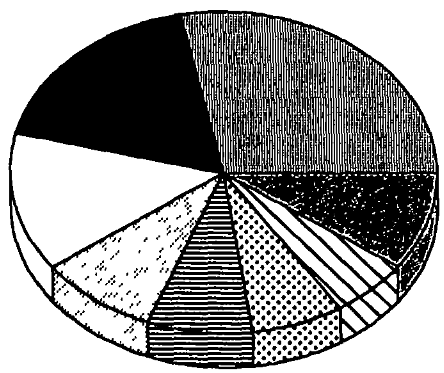
	Asset Class	Balance
73%	Common Equity Securities	$6,163,208.72
12%	U.S. Treasuries and Agencies	$977,784.79
8%	Corporate and Foreign Bonds	$645,093.21
7%	Cash Equivalents	$562,014.52
100%	**Total Assets Value**	**$8,348,101.24**



Statement of Value and Activity

December 1, 2011 - December 31, 2011

Equity Industry Diversification



	Industry Sector	Market Value
28%	Industrials	$1,713,794.04
18%	Information Technology	$1,084,420.36
14%	Consumer Discretionary	$873,326.91
9%	Energy	$543,276.45
8%	Financials	$481,252.07
7%	Healthcare	$456,070.51
6%	Materials	$395,837.62
10%	Other	$615,230.76
100%	**Total**	**$6,163,208.72**

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Fed Natl Mtg Assn 5.250% 9/15/16 CUSIP: 31359MW41	112,000.00	$132,954.08	$118,735.35	$14,218.73	$5,880.00	1.59%
		$439,153.70	$416,299.81	$22,853.89	$17,448.75	5.25%
Total U.S. Treasuries and Agencies		$977,784.79	$933,885.45	$43,899.34	$34,230.00	11.70%
Corporate and Foreign Bonds						
U.S. Corporate Bonds & Notes						
Verizon Global Fdg 4.375% 6/01/13 CUSIP: 92344GAV8	37,000.00	$38,767.86	$34,796.84	$3,971.02	$1,618.75	0.46%
Time Warner Cable In 7.500% 4/01/14 CUSIP: 88732JAR9	35,000.00	$39,187.75	$38,885.33	$302.42	$2,625.00	0.47%
American Express Co 7.250% 5/20/14 CUSIP: 025816BA6	23,000.00	$25,685.94	$23,984.11	$1,701.83	$1,667.50	0.31%
Kinder Morgan Energy 5.125% 11/15/14 CUSIP: 494550AS5	23,000.00	$24,882.09	$24,442.33	$439.76	$1,178.75	0.30%
Genl Elec Cap Corp 2.250% 11/09/15 CUSIP: 36962G4T8	43,000.00	$43,192.21	$42,885.19	$307.02	$967.50	0.52%
Enterprise Prods 3.200% 2/01/16 CUSIP: 29379VAS2	35,000.00	$36,234.80	$35,431.90	$802.90	$1,120.00	0.43%
Goldman Sachs Group 3.625% 2/07/16 CUSIP: 38143USC6	26,000.00	$25,121.72	$25,956.58	-$834.86	$942.50	0.30%
UnitedHealth Group 5.375% 3/15/16 CUSIP: 91324PAQ5	40,000.00	$45,880.40	$45,590.04	$290.36	$2,150.00	0.55%
CVS Caremark Corp 5.750% 6/01/17 CUSIP: 126650BH2	36,000.00	$42,006.24	$39,909.93	$2,096.31	$2,070.00	0.50%

Statement of Value and Activity

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Corporate Cmos and Remics						
U S T Nts Infl Ind 1.69679% 1/15/18 CUSIP: 912828HN3	32,000.00	$39,491.78	$30,673.96	$8,817.82	$542.97	0.47%
		$39,491.78	$30,673.96	$8,817.82	$542.97	0.47%
Total Corporate and Foreign Bonds		$645,093.21	$619,052.61	$26,040.60	$28,491.72	7.72%
Common Equity Securities						
Domestic Common Stocks						
Abbott Labs Inc Com CUSIP: 002824100	383.00	$21,536.09	$20,314.24	$1,221.85	$735.36	0.26%
Accretive Health Inc CUSIP: 00438V103	267.00	$6,135.66	$5,436.28	$699.38	$0.00	0.07%
Akamai Technologies Inc CUSIP: 00971T101	1,000.00	$32,280.00	$17,488.53	$14,791.47	$0.00	0.39%
Allegiant Travel Co CUSIP: 01748X102	117.00	$6,240.78	$5,216.75	$1,024.03	$0.00	0.07%
Amazon Com Inc CUSIP: 023135106	257.00	$44,486.70	$7,228.92	$37,257.78	$0.00	0.53%
AMC Networks Inc CUSIP: 00164V103	391.00	$14,693.78	$7,100.48	$7,593.30	$0.00	0.18%
American Electric Power CUSIP: 025537101	280.00	$11,566.80	$9,998.18	$1,568.62	$526.40	0.14%
Amerisourcebergen Corp CUSIP: 03073E105	221.00	$8,218.99	$6,840.60	$1,378.39	$114.92	0.10%
AMGEN Inc Com CUSIP: 031162100	238.00	$15,281.98	$7,333.37	$7,948.61	$342.72	0.18%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Bristol Myers Squibb Co Com CUSIP: 110122108	800.00	$28,192.00	$16,571.13	$11,620.87	$1,088.00	0.34%
Broadcom Corp Com CUSIP: 111320107	2,115.00	$62,096.40	$62,439.77	-$343.37	$761.40	0.74%
Cablevision Sys Corp CUSIP: 12686C109	2,485.00	$35,336.70	$32,774.80	$2,561.90	$1,491.00	0.42%
Cameron Intl Corp CUSIP: 13342B105	526.00	$25,873.94	$25,384.51	$489.43	$0.00	0.31%
Caseys Gen Stores Inc CUSIP: 147528103	175.00	$9,014.25	$6,561.19	$2,453.06	$105.00	0.11%
Celgene Corp CUSIP: 151020104	700.00	$47,320.00	$32,928.25	$14,391.75	$0.00	0.57%
Chevron Corp CUSIP: 166764100	200.00	$21,280.00	$15,121.12	$6,158.88	$648.00	0.25%
Chubb Corp Com CUSIP: 171232101	420.00	$29,072.40	$24,363.78	$4,708.62	$655.20	0.35%
Cintas Corp CUSIP: 172908105	274.00	$9,537.94	$7,648.57	$1,889.37	$147.96	0.11%
CISCO Systems Inc Com CUSIP: 17275R102	4,000.00	$72,320.00	$58,172.75	$14,147.25	$960.00	0.87%
CIT Group Inc CUSIP: 125581801	192.00	$6,695.04	$6,847.96	-$152.92	$0.00	0.08%
CITRIX Sys Inc Com CUSIP: 177376100	401.00	$24,348.72	$24,475.99	-$127.27	$0.00	0.29%
Cme Group Inc CUSIP: 12572Q105	79.00	$19,249.93	$23,553.34	-$4,303.41	$442.40	0.23%
Coca Cola Co Com CUSIP: 191216100	499.00	$34,915.03	$20,074.77	$14,840.26	$938.12	0.42%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Du Pont E I De Nemours & Co CUSIP: 263534109	621.00	$28,429.38	$32,783.50	-$4,354.12	$1,018.44	0.34%
E M C Corp Mass Com CUSIP: 268648102	955.00	$20,570.70	$23,172.07	-$2,601.37	$0.00	0.25%
Eaton Corp CUSIP: 278058102	650.00	$28,294.50	$30,474.08	-$2,179.58	$884.00	0.34%
Ebay Inc CUSIP: 278642103	2,200.00	$66,726.00	$58,954.58	$7,771.42	$0.00	0.80%
Emcor Group Inc CUSIP: 29084Q100	74.00	$1,983.94	$2,120.57	-$136.63	$14.80	0.02%
Emerson Electric Com CUSIP: 291011104	371.00	$17,284.89	$20,031.81	-$2,746.92	$593.60	0.21%
Energizer Hldgs Inc Com CUSIP: 29266R108	131.00	$10,149.88	$9,428.08	$721.80	$0.00	0.12%
Enersys CUSIP: 29275Y102	480.00	$12,465.60	$12,860.99	-$395.39	$0.00	0.15%
EOG Resources Inc CUSIP: 26875P101	177.00	$17,436.27	$12,474.48	$4,961.79	$113.28	0.21%
Exxon Mobil Corp CUSIP: 30231G102	528.00	$44,753.28	$36,637.95	$8,115.33	$992.64	0.54%
First Rep Bk San Fran Cali N CUSIP: 33616C100	160.00	$4,897.60	$5,018.13	-$120.53	$0.00	0.06%
Fluor Corp New CUSIP: 343412102	945.00	$47,486.25	$42,612.17	$4,874.08	$472.50	0.57%
Forest Labs Inc CL A Com CUSIP: 345838106	1,900.00	$57,494.00	$52,514.78	$4,979.22	$0.00	0.69%
Franklin RES Inc Com CUSIP: 354613101	120.00	$11,527.20	$14,676.62	-$3,149.42	$129.60	0.14%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Intel Corp Com CUSIP: 458140100	1,100.00	$26,675.00	$21,687.50	$4,987.50	$924.00	0.32%
International Paper Com CUSIP: 460146103	881.00	$26,077.60	$24,842.19	$1,235.41	$925.05	0.31%
Intuit CUSIP: 461202103	472.00	$24,822.48	$20,823.98	$3,998.50	$283.20	0.30%
Isis Pharmaceuticals CUSIP: 464330109	1,505.00	$10,851.05	$13,934.55	-$3,083.50	$0.00	0.13%
Jacobs Engr Group Inc CUSIP: 469814107	116.00	$4,707.28	$4,912.33	-$205.05	$0.00	0.06%
Jarden Corp CUSIP: 471109108	374.00	$11,175.12	$11,620.75	-$445.63	$129.03	0.13%
Johnson & Johnson Com CUSIP: 478160104	1,331.00	$87,286.98	$59,544.34	$27,742.64	$3,034.68	1.05%
Johnson Ctls Inc CUSIP: 478366107	298.00	$9,315.48	$9,391.14	-$75.66	$214.56	0.11%
Jones Lang Lasalle Inc CUSIP: 48020Q107	194.00	$11,884.44	$16,620.44	-$4,736.00	$58.20	0.14%
Jos A Bank Clothiers Inc CUSIP: 480838101	190.00	$9,264.40	$8,015.95	$1,248.45	$0.00	0.11%
Joy Global Inc CUSIP: 481165108	104.00	$7,796.88	$9,390.90	-$1,594.02	$72.80	0.09%
JPMorgan Chase & Co CUSIP: 46625H100	1,004.00	$33,383.00	$24,072.61	$9,310.39	$1,004.00	0.40%
Juniper Networks Inc CUSIP: 48203R104	1,590.00	$32,451.90	$26,364.65	$6,087.25	$0.00	0.39%
Key Corp CUSIP: 493267108	1,118.00	$8,597.42	$9,861.99	-$1,264.57	$134.16	0.10%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Mettler-Toledo Intl Inc Com CUSIP: 592688105	276.00	$40,767.96	$13,022.52	$27,745.44	$0.00	0.49%
Microsoft Corp Com CUSIP: 594918104	3,584.00	$93,040.64	$90,503.50	$2,537.14	$2,867.20	1.11%
Mohawk Inds Inc CUSIP: 608190104	170.00	$10,174.50	$9,992.10	$182.40	$0.00	0.12%
Monsanto Co New CUSIP: 61166W101	300.00	$21,021.00	$22,702.58	-$1,681.58	$360.00	0.25%
Monster Worldwide Inc CUSIP: 611742107	690.00	$5,471.70	$9,830.99	-$4,359.29	$0.00	0.07%
Morgan Stanley CUSIP: 617446448	1,000.00	$15,130.00	$29,640.46	-$14,510.46	$200.00	0.18%
Nasdaq Omx Group Inc CUSIP: 631103108	526.00	$12,892.26	$11,056.46	$1,835.80	$0.00	0.15%
Nat'l Oilwell Varco CUSIP: 637071101	420.00	$28,555.80	$13,920.56	$14,635.24	$201.60	0.34%
Netapp Inc CUSIP: 64110D104	512.00	$18,570.24	$24,711.03	-$6,140.79	$0.00	0.22%
News Corp CUSIP: 65248E203	1,493.00	$27,142.74	$19,597.57	$7,545.17	$283.67	0.33%
Nextera Energy Inc CUSIP: 65339F101	550.00	$33,484.00	$30,113.61	$3,370.39	$1,210.00	0.40%
Nike Inc Class B Com CUSIP: 654106103	240.00	$23,128.80	$19,750.37	$3,378.43	$345.60	0.28%
Noble Energy Inc CUSIP: 655044105	100.00	$9,439.00	$9,676.00	-$237.00	$88.00	0.11%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Peoples United Financial Inc CUSIP: 712704105	1,200.00	$15,420.00	$15,818.65	-$398.65	$756.00	0.18%
Pepsico Inc Com CUSIP: 713448108	651.00	$43,193.85	$25,592.43	$17,601.42	$1,341.06	0.52%
Pfizer Inc Com CUSIP: 717081103	750.00	$16,230.00	$15,732.97	$497.03	$660.00	0.19%
Pioneer Nat Res Co CUSIP: 723787107	129.00	$11,542.92	$12,167.34	-$624.42	$10.32	0.14%
Plantronics Inc New CUSIP: 727493108	61.00	$2,174.04	$2,063.82	$110.22	$12.20	0.03%
PPG Inds Inc CUSIP: 693506107	247.00	$20,622.03	$21,742.53	-$1,120.50	$563.16	0.25%
Procter & Gamble Company Com CUSIP: 742718109	945.00	$63,040.95	$28,892.77	$34,148.18	$1,984.50	0.76%
Qualcomm Inc Com CUSIP: 747525103	590.00	$32,273.00	$29,659.18	$2,613.82	$507.40	0.39%
Raytheon Co CUSIP: 755111507	306.00	$14,804.28	$15,349.46	-$545.18	$526.32	0.18%
Rockwood Hldgs Inc CUSIP: 774415103	224.00	$8,818.88	$7,080.13	$1,738.75	$0.00	0.11%
Ross Stores Inc Com CUSIP: 778296103	250.00	$11,882.50	$6,880.70	$5,001.80	$110.00	0.14%
Safeway Stores Inc Com New CUSIP: 786514208	1,355.00	$28,509.20	$27,788.34	$720.86	$785.90	0.34%
Sandisk Corp CUSIP: 80004C101	855.00	$42,074.55	$27,196.94	$14,877.61	$0.00	0.50%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Time Warner Inc CUSIP: 887317303	560.00	$20,238.40	$20,273.23	-$34.83	$526.40	0.24%
Toll Bros Inc Com CUSIP: 889478103	341.00	$6,963.22	$7,049.06	-$85.84	$0.00	0.08%
Tractor Supply Co CUSIP: 892356106	107.00	$7,506.05	$3,640.67	$3,865.38	$51.36	0.09%
United Parcel Service Inc CUSIP: 911312106	768.00	$56,209.92	$55,613.51	$596.41	$1,597.44	0.67%
United Sts Stl Corp New CUSIP: 912909108	580.00	$15,346.80	$24,786.02	-$9,439.22	$116.00	0.18%
United Technologies Corp Com CUSIP: 913017109	121.00	$8,843.89	$9,746.55	-$902.66	$232.32	0.11%
UnitedHealth Group Inc CUSIP: 91324P102	1,750.00	$88,690.00	$39,890.17	$48,799.83	$1,137.50	1.06%
US Bancorp DEL CUSIP: 902973304	858.00	$23,208.90	$23,606.88	-$397.98	$429.00	0.28%
Verifone Systems Inc CUSIP: 92342Y109	312.00	$11,082.24	$13,517.27	-$2,435.03	$0.00	0.13%
Verizon Communications CUSIP: 92343V104	685.00	$27,482.20	$24,321.34	$3,160.86	$1,370.00	0.33%
Vertex Pharmaceuticals Inc CUSIP: 92532F100	600.00	$19,926.00	$18,190.34	$1,735.66	$0.00	0.24%
Visa Inc-Class A Shares CUSIP: 92826C839	492.00	$49,952.76	$37,727.31	$12,225.45	$432.96	0.60%
WalMart Stores Inc Com CUSIP: 931142103	450.00	$26,892.00	$19,845.00	$7,047.00	$657.00	0.32%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Arch Capital Group Ltd Com) CUSIP: G0450A105	270.00	$10,052.10	$6,735.65	$3,316.45	$0.00	0.12%
ASML Holding Nv-Uy Reg SHS CUSIP: N07059186	1,013.00	$42,333.27	$25,138.56	$17,194.71	$503.46	0.51%
Atlas Copco AB CUSIP: 049255805	1,400.00	$26,572.00	$17,034.64	$9,537.36	$632.80	0.32%
AXA S.A SPD ADR CUSIP: 054536107	2,000.00	$25,720.00	$42,132.10	-$16,412.10	$1,676.00	0.31%
Barclays PLC ADR CUSIP: 06738E204	2,052.00	$22,551.48	$34,477.36	-$11,925.88	$726.41	0.27%
BASF Aktiengesllschaft-Level I CUSIP: 055262505	481.00	$33,540.13	$20,692.11	$12,848.02	$1,102.93	0.40%
BHP Billiton Ltd CUSIP: 088606108	384.00	$27,121.92	$35,004.30	-$7,882.38	$775.68	0.32%
BHP Billiton PLC ADR CUSIP: 05545E209	147.00	$8,583.33	$9,002.69	-$419.36	$296.94	0.10%
Canon Inc ADR Repstg 5 SHS CUSIP: 138006309	800.00	$35,232.00	$24,697.67	$10,534.33	$1,157.60	0.42%
Carnival Corp Paired CTF 1 Com Carni CUSIP: 143658300	414.00	$13,512.96	$16,232.80	-$2,719.84	$414.00	0.16%
Check Point Software Tech Ltd Ord CUSIP: M22465104	175.00	$9,194.50	$5,811.07	$3,383.43	$0.00	0.11%
Cnh Global N V CUSIP: N20935206	259.00	$9,321.41	$9,306.52	$14.89	$0.00	0.11%
Covidien PLC CUSIP: G2554F113	550.00	$24,755.50	$22,787.07	$1,968.43	$495.00	0.30%
CRH PLC CUSIP: 12626K203	2,000.00	$39,640.00	$45,669.60	-$6,029.60	$1,752.00	0.47%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
ING Groep N V Sponsored ADR CUSIP: 456837103	3,016.00	$21,624.72	$25,491.09	-$3,866.37	$0.00	0.26%
Invesco Ltd CUSIP: G491BT108	434.00	$8,719.06	$8,546.36	$172.70	$212.66	0.10%
Lazard Ltd CUSIP: G54050102	405.00	$10,574.55	$15,312.79	-$4,738.24	$259.20	0.13%
Mitsubishi UFJ Finl Group Apd ADR CUSIP: 606822104	5,736.00	$24,033.84	$33,341.82	-$9,307.98	$797.30	0.29%
Nestle SA Spon ADR Repstg Reg CUSIP: 641069406	650.00	$37,511.50	$13,308.75	$24,202.75	$1,148.55	0.45%
Novartis AG Spons ADR CUSIP: 66987V109	880.00	$50,309.60	$43,981.15	$6,328.45	$1,764.40	0.60%
Novo-Nordisk A S CUSIP: 670100205	245.00	$28,238.70	$4,680.87	$23,557.83	$332.71	0.34%
Orix Corp Spnd ADR CUSIP: 686330101	800.00	$32,816.00	$47,130.09	-$14,314.09	$363.20	0.39%
Partnerre Ltd CUSIP: G6852T105	155.00	$9,952.55	$10,834.23	-$881.68	$372.00	0.12%
Petroleo Brasileiro SA Petrobras CUSIP: 71654V408	800.00	$19,880.00	$26,338.36	-$6,458.36	$120.00	0.24%
Rio Tinto PLC Spn ADR CUSIP: 767204100	700.00	$34,244.00	$25,351.43	$8,892.57	$817.60	0.41%
Sap AG CUSIP: 803054204	700.00	$37,065.00	$33,572.40	$3,492.60	$717.50	0.44%
Schlumberger Ltd CUSIP: 806857108	791.00	$54,033.21	$52,689.34	$1,343.87	$791.00	0.65%

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December 1, 2011 - December 31, 2011

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Unilever PLC Spnsrd ADR New CUSIP: 904767704	700.00	$23,464.00	$20,426.01	$3,037.99	$868.00	0.28%
United Overseas Bk Ltdadr CUSIP: 911271302	1,280.00	$30,156.80	$26,969.28	$3,187.52	$1,450.24	0.36%
Vestas Wind Sys A/S CUSIP: 925458101	2,800.00	$9,856.00	$39,376.22	-$29,520.22	$0.00	0.12%
Vodafone Group SPD ADR Rep 10 Ord SH CUSIP: 92857W209	1,700.00	$47,651.00	$37,304.38	$10,346.62	$2,453.10	0.57%
Wal-Mart DE Mexico S.A.B DE C V CUSIP: 93114W107	1,000.00	$27,390.00	$12,042.50	$15,347.50	$329.00	0.33%
Warner Chilcott PLC Ireland CUSIP: G94368100	835.00	$12,633.55	$14,788.48	-$2,154.93	$0.00	0.15%
Weatherford Int Ltd Com Usd1.00 CUSIP: H27013103	3,860.00	$56,510.40	$53,229.42	$3,280.98	$0.00	0.68%
		$1,654,733.34	$1,589,400.28	$65,333.06	$41,393.32	19.79%
Real Estate Investment Trusts						
Alexandria Real Estate Equities Inc CUSIP: 015271109	110.00	$7,586.70	$7,251.50	$335.20	$343.20	0.09%
Health Care REIT Inc CUSIP: 42217K106	125.00	$6,816.25	$5,590.10	$1,226.15	$340.00	0.08%
		$14,402.95	$12,841.60	$1,561.35	$683.20	0.17%
Total Common Equity Securities		$6,163,208.72	$5,350,970.28	$812,238.44	$121,031.92	73.79%

Reserved Client Financial Management Account

December 1 - December 31, 2011

COURTNEY KNIGHT GAINES **Account number 447-09996-18 105**

PORTFOLIO DETAILS

Your holdings are valued using the most current prices available to Citigroup Global Markets Inc. (CGMI). In most cases, these values are as of 12/31/11, but in some cases CGMI's sources are unable to provide timely information. To see the date of the most recent price update, please view your account online at www.smithbarney.com.

Securities purchased or sold are included or excluded in this section as of the trade-date This section may include securities that have not settled as of this statement closing date Please see the "Unsettled Purchases/Sales" section for more information. Dividend yield is the estimated annual income, assuming the current dividend, divided by the security's market price at the end of the statement period. We do not guarantee the accuracy of the prices reflected on the statement nor do these prices represent levels at which securities can be bought or sold.

Please Note: *unrealized gain/(loss) is being shown for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.*

Money fund

An investment in a money market fund is neither insured nor guaranteed by the FDIC or any other government agency. Although money market funds seek to preserve the value of your investment at $1.00 per share, there can be no assurance that will occur and it is possible to lose money should the fund value per share fall. Moreover, in some circumstances money market funds may be forced to cease operations when the value of a fund drops below $1.00 per share. In that event, the fund's holdings would be liquidated and distributed to the fund's shareholders. This liquidation process could take up to one month or more. During that time, these funds would not be available to you to support purchases, withdrawals, and if applicable, check writing or ATM debits from your account.

Number of shares	Description	Current value	Accrued dividends	Annualized % dividend yield	Anticipated income (annualized)
24,296.42	MORGAN STANLEY AA MONEY TRUST	$ 24,296.42		.01%	$ 2.42
Total money fund		$ 24,296.42	$ 0.00		$ 2.42

EARNINGS DETAILS

The tax status of earnings is reliable to the best of our knowledge. ***Taxable*** *and* ***non-taxable*** *designations refer to the federal income tax status of your securities, not of your account.*

Money fund earnings

Date	Description	Comment	Taxable	Non-taxable	Amount
12/30/11	MORGAN STANLEY AA MONEY TRUST	REINVESTED	$ .27		$ .27
Total earnings from money fund			$ .27	$ 0.00	$ .27