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 ,

THORNEY POINT FOUNDATION
409 S. WASHINGTON ST
ALEXANDRIA, VA 22314

A Employer identification number: 74-3070101

B Telephone number (see the instructions): (703)299-8980

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, column (c), line 16)* ► $ 768,488.

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 (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	3.	3.		
	4 Dividends and interest from securities	20,126.	20,126.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	15,288.			
	b Gross sales price for all assets on line 6a 305,210.				
	7 Capital gain net income (from Part IV, line 2)		15,288.		
	8 Net short-term capital gain			1,176.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less. Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	6,567.			
	12 **Total.** Add lines 1 through 11	41,984.	35,417.	1,176.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 2	3,408.	3,408.		
	c Other prof fees (attach sch) SEE ST 3	2,871.	2,871.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 4	433.	433.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	6,712.	6,712.		
	25 Contributions, gifts, grants paid PART XV	37,000.			37,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	43,712.	6,712.	0.	37,000.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-1,728.			
	b **Net investment income** (if negative, enter -0-)		28,705.		
	c **Adjusted net income** (if negative, enter -0-)			1,176.	

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing	13,882.	50,680.	50,680.
	2	Savings and temporary cash investments			
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) STATEMENT 5	752,221.	759,189.	717,808.
	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)			
	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)	766,103.	809,869.	768,488.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here** ► ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	766,103.	809,869.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	766,103.	809,869.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	766,103.	809,869.	

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	766,103.
2	Enter amount from Part I, line 27a	2	-1,728.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 6	3	45,494.
4	Add lines 1, 2, and 3	4	809,869.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	809,869.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SHORT- TERM ***SEE ATTACHED STATEMENT***	P	VARIOUS	VARIOUS
b	LONG-TERM ***SEE ATTACHED STATEMENT***	P	VARIOUS	VARIOUS
c	CASH IN LIEU	P	VARIOUS	VARIOUS
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	161,538.		160,381.	1,157.
b	143,653.		129,541.	14,112.
c	19.			19.
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				1,157.
b				14,112.
c				19.
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** 15,288.

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** 1,176.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	41,000.	670,080.	0.061187
2009	333,894.	502,856.	0.663995
2008	425,206.	975,999.	0.435662
2007	80,000.	1,522,951.	0.052530
2006	75,000.	1,331,052.	0.056346

2	**Total** of line 1, column (d)	2	1.269720
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	0.253944
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	772,084.
5	Multiply line 4 by line 3	5	196,066.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	287.
7	Add lines 5 and 6	7	196,353.
8	Enter qualifying distributions from Part XII, line 4	8	37,000.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► ☐ and enter 1% of Part I, line 27b		1	574.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	574.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	574.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 2,101.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	2,101.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	1,527.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ► 1,527.	**Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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 ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	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, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► VA			
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 ► SUZANNE BROCK Telephone no. ► (703) 299-9911

Located at ► 409 S. WASHINGTON ST., ALEXANDRIA, VA ZIP + 4 ► 22314

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b: X (No)

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
SUZANNE S. BROCK 409 S. WASHINGTON ST. ALEXANDRIA, VA 22314	PRESIDENT 2.00	0.	0.	0.
DAVID H. BROCK 409 S. WASHINGTON ST ALEXANDRIA, VA 22314	VICE PRES 1.00	0.	0.	0.
LISA S. BROCK 409 S. WASHINGTON ST ALEXANDRIA, VA 22314	VICE PRES 1.00	0.	0.	0.
GEOFFREY S. BROCK 409 S. WASHINGTON ST ALEXANDRIA, VA 22314	VICE PRES 1.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (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		
Total number of others receiving over $50,000 for professional services	►	0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (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	
Total. Add lines 1 through 3 ►	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	778,331.
b	Average of monthly cash balances	1b	5,511.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	783,842.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	783,842.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	11,758.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	772,084.
6	***Minimum investment return.*** Enter 5% of line 5	6	38,604.

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	38,604.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 574.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	574.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	38,030.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	38,030.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	38,030.

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	37,000.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	37,000.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	37,000.

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					38,030.
2 Undistributed income, if any, as of the end of 2011:					
a Enter amount for 2010 only				0.	
b Total for prior years: 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2011:					
a From 2006	10,067.				
b From 2007	6,529.				
c From 2008	376,994.				
d From 2009	308,963.				
e From 2010	7,995.				
f **Total** of lines 3a through e		710,548.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► $ 37,000.					
a Applied to 2010, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required – see instructions)			0.		
c Treated as distributions out of corpus (Election required – see instructions)		0.			
d Applied to 2011 distributable amount					37,000.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)		1,030.			1,030.
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		709,518.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions			0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount – see instructions				0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		9,037.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		700,481.			
10 Analysis of line 9:					
a Excess from 2007	6,529.				
b Excess from 2008	376,994.				
c Excess from 2009	308,963.				
d Excess from 2010	7,995.				
e Excess from 2011					

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

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

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

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

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

SUZANNE S. BROCK

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 7				
Total			► **3a**	37,000.
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					3.
4 Dividends and interest from securities					20,126.
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					15,288.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a REFUND			1	6,567.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				6,567.	35,417.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	41,984.

(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.)
N/A	

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.

Suzanne S. Busch — 4/4/12 — PRESIDENT

Signature of officer or trustee — Date — Title

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
MARSHA H. MURPHY, CPA	Marsha H Murphy	3/17/12	X	P00939516

Firm's name ► M. H. MURPHY & ASSOCIATES, LLC — Firm's EIN ► 54-1689157

Firm's address ► 3319 DUKE STREET ALEXANDRIA, VA 22314 — Phone no (703) 370-9100

Capital Gains and Losses: Details

Account: THORNEY POINT FOUNDATION (888-17454)

01/01/2011 - 12/31/2011

BERNSTEIN
Global Wealth Management

Capital Gains and Losses

Qty.	Security	Type	Purchase Date	Sale Date	Total Proceeds	Total Cost	Gain/(Loss)
10.00	UNITEDHEALTH GROUP INC	Short-Term	06/21/11	12/21/11	$ 497.60	$ 516.83	$ (19.23)
15.00	UNITEDHEALTH GROUP INC	Short-Term	06/17/11	12/21/11	$ 746.41	$ 752.54	$ (6.13)
12.00	BORGWARNER INC	Short-Term	02/14/11	12/21/11	$ 771.04	$ 951.73	$ (180.69)
10.00	ACCENTURE PLC-CL A	Short-Term	01/25/11	12/21/11	$ 518.35	$ 512.73	$ 5.62
6.00	PEPSICO INC	Short-Term	09/29/11	12/19/11	$ 387.54	$ 375.60	$ 11.94
9 00	PEPSICO INC	Short-Term	09/22/11	12/19/11	$ 581.32	$ 540.35	$ 40.97
15 00	RIVERBED TECHNOLOGY INC	Short-Term	05/25/11	12/16/11	$ 355.42	$ 545.97	$ (190.55)
10.00	METLIFE INC	Short-Term	04/26/11	12/13/11	$ 314.09	$ 446.60	$ (132.51)
10.00	METLIFE INC	Short-Term	04/08/11	12/13/11	$ 314.10	$ 447.56	$ (133.46)
2.00	CELGENE CORP	Short-Term	03/31/11	12/13/11	$ 127.89	$ 115.31	$ 12.58
10 00	METLIFE INC	Short-Term	03/21/11	12/13/11	$ 314.09	$ 445.00	$ (130.91)
15.00	METLIFE INC	Short-Term	03/07/11	12/13/11	$ 471.14	$ 682.88	$ (211.74)
10.00	CELGENE CORP	Short-Term	02/24/11	12/13/11	$ 639.47	$ 527.40	$ 112.07
3.00	CONOCOPHILLIPS	Short-Term	07/22/11	12/12/11	$ 211.52	$ 226.27	$ (14.75)
10.00	CONOCOPHILLIPS	Short-Term	07/15/11	12/12/11	$ 705.05	$ 765.24	$ (60.19)
10.00	CONOCOPHILLIPS	Short-Term	06/07/11	12/12/11	$ 705.06	$ 715.96	$ (10.90)
15 00	COMCAST CORP-CL A	Short-Term	01/18/11	12/08/11	$ 339.52	$ 342.82	$ (3.30)
15.00	RIVERBED TECHNOLOGY INC	Short-Term	05/12/11	12/07/11	$ 400.07	$ 557.22	$ (157.15)
15 00	LAS VEGAS SANDS CORP	Short-Term	08/18/11	12/06/11	$ 685.30	$ 623.87	$ 61.43
10.00	CONOCOPHILLIPS	Short-Term	06/07/11	12/05/11	$ 733.24	$ 715.96	$ 17.28
10.00	CONOCOPHILLIPS	Short-Term	05/13/11	12/05/11	$ 733.24	$ 712.75	$ 20.49
14.00	CONOCOPHILLIPS	Short-Term	04/12/11	12/05/11	$ 1,026 53	$ 1,086.91	$ (60.38)
10.00	WELLPOINT INC	Short-Term	03/04/11	12/05/11	$ 684.05	$ 678.64	$ 5.41
14.00	GILEAD SCIENCES INC	Short-Term	08/08/11	11/22/11	$ 540.12	$ 519.64	$ 20.48
15.00	METLIFE INC	Short-Term	03/07/11	11/17/11	$ 460.33	$ 682.89	$ (222.56)
11.00	PROCTER & GAMBLE CO	Short-Term	04/05/11	11/14/11	$ 698.01	$ 682.63	$ 15.38
40.00	ARUBA NETWORKS INC	Short-Term	07/22/11	11/11/11	$ 935.68	$ 994.18	$ (58.50)
10.00	LIMITED BRANDS INC	Short-Term	01/07/11	11/11/11	$ 434.02	$ 286.50	$ 147.52
8.00	ROVI CORP	Short-Term	06/23/11	11/10/11	$ 226.84	$ 444.08	$ (217.24)
10.00	ROVI CORP	Short-Term	03/21/11	11/10/11	$ 283.55	$ 547.50	$ (263.95)
7.00	ROVI CORP	Short-Term	01/31/11	11/10/11	$ 198.49	$ 431.98	$ (233.49)
5.00	ALLERGAN INC	Short-Term	11/16/10	11/08/11	$ 420.52	$ 342 89	$ 77.63
14.00	PROCTER & GAMBLE CO	Short-Term	03/14/11	10/31/11	$ 902.88	$ 857.43	$ 45.45
20.00	SMITHFIELD FOODS INC	Short-Term	06/01/11	10/28/11	$ 464.29	$ 415.60	$ 48.69
15.00	RIVERBED TECHNOLOGY INC	Short-Term	04/27/11	10/28/11	$ 433 30	$ 519.33	$ (86.03)
25.00	WELLS FARGO & COMPANY	Short-Term	01/04/11	10/27/11	$ 674.01	$ 788.05	$ (114.04)
25.00	AT&T INC	Short-Term	04/07/11	10/26/11	$ 714.57	$ 762.72	$ (48.15)
15.00	LOWE'S COS INC	Short-Term	01/26/11	10/26/11	$ 322.30	$ 389.75	$ (67.45)
20.00	LOWE'S COS INC	Short-Term	12/09/10	10/26/11	$ 429.74	$ 502 57	$ (72.83)
10 00	ANADARKO PETROLEUM CORP	Short-Term	07/20/11	10/25/11	$ 783.07	$ 826.80	$ (43.73)
6.00	ANADARKO PETROLEUM CORP	Short-Term	07/01/11	10/25/11	$ 469.85	$ 463.53	$ 6.32
5.00	ALLERGAN INC	Short-Term	11/16/10	10/24/11	$ 441.17	$ 342.90	$ 98.27
11.00	UNITED TECHNOLOGIES CORP	Short-Term	07/25/11	10/19/11	$ 805.25	$ 962 51	$ (157.26)
10.00	JUNIPER NETWORKS INC	Short-Term	02/17/11	10/19/11	$ 208.21	$ 441.69	$ (233.48)
15.00	JUNIPER NETWORKS INC	Short-Term	01/21/11	10/19/11	$ 312.31	$ 525.99	$ (213.68)
15.00	LIMITED BRANDS INC	Short-Term	11/23/10	10/18/11	$ 618.72	$ 499.08	$ 119.64
5.00	DEVON ENERGY CORPORATION	Short-Term	01/25/11	10/14/11	$ 299.19	$ 420.19	$ (121.00)

Capital Gains and Losses: Details

Account: THORNEY POINT FOUNDATION (888-17454)

01/01/2011 - 12/31/2011

BERNSTEIN
Global Wealth Management

Capital Gains and Losses

Qty.	Security	Type	Purchase Date	Sale Date	Total Proceeds	Total Cost	Gain/(Loss)
5.00	DEVON ENERGY CORPORATION	Short-Term	12/29/10	10/14/11	$ 299.19	$ 390.51	$ (91.32)
11.00	NORTHROP GRUMMAN CORP	Short-Term	10/20/10	10/13/11	$ 596.81	$ 606 24	$ (9.43)
30 00	ALCOA INC	Short-Term	07/12/11	10/05/11	$ 278.12	$ 477.05	$ (198.93)
25 00	ALCOA INC	Short-Term	12/03/10	10/05/11	$ 231.77	$ 353.94	$ (122.17)
10.00	ALCOA INC	Short-Term	12/02/10	10/05/11	$ 92.71	$ 140.39	$ (47.68)
10.00	LIMITED BRANDS INC	Short-Term	11/23/10	10/05/11	$ 396.79	$ 332.72	$ 64.07
5.00	OCCIDENTAL PETROLEUM CORP	Short-Term	04/11/11	10/04/11	$ 350.81	$ 506.80	$ (155.99)
25.00	ALCOA INC	Short-Term	12/02/10	10/04/11	$ 218.73	$ 350.99	$ (132.26)
35.00	ALCOA INC	Short-Term	11/05/10	10/04/11	$ 306.22	$ 489.14	$ (182.92)
50.00	DELTA AIR LINES INC	Short-Term	01/25/11	09/30/11	$ 384.13	$ 587.22	$ (203.09)
45.00	DELTA AIR LINES INC	Short-Term	01/24/11	09/30/11	$ 345.72	$ 526.37	$ (180.65)
5.00	DELTA AIR LINES INC	Short-Term	11/05/10	09/30/11	$ 38.41	$ 71.91	$ (33.50)
6.00	STANLEY BLACK & DECKER INC	Short-Term	04/06/11	09/27/11	$ 325.77	$ 451.21	$ (125.44)
8.00	STANLEY BLACK & DECKER INC	Short-Term	02/02/11	09/20/11	$ 432.43	$ 580.63	$ (148.20)
25.00	UNITEDHEALTH GROUP INC	Short-Term	06/16/11	09/19/11	$ 1,242.07	$ 1,241.00	$ 1.07
11.00	STANLEY BLACK & DECKER INC	Short-Term	12/28/10	09/16/11	$ 625.17	$ 738 72	$ (113.55)
13.00	TRANSOCEAN LTD	Short-Term	05/13/11	09/15/11	$ 760.35	$ 892.74	$ (132.39)
5.00	OCCIDENTAL PETROLEUM CORP	Short-Term	04/11/11	09/12/11	$ 397.27	$ 506.81	$ (109.54)
25.00	ORACLE CORP	Short-Term	09/21/10	09/08/11	$ 663.56	$ 676.23	$ (12.67)
32.00	NEWS CORP	Short-Term	10/11/10	09/02/11	$ 528.01	$ 443.08	$ 84 93
15 00	ALTRIA GROUP INC	Short-Term	09/24/10	08/31/11	$ 410.17	$ 359.42	$ 50 75
15.00	RIVERBED TECHNOLOGY INC	Short-Term	04/05/11	08/25/11	$ 315.44	$ 521.78	$ (206.34)
10.00	RIVERBED TECHNOLOGY INC	Short-Term	02/16/11	08/25/11	$ 210.30	$ 419.29	$ (208.99)
25.00	DOW CHEMICAL	Short-Term	01/25/11	08/22/11	$ 649.11	$ 876.60	$ (227.49)
24.00	DOW CHEMICAL	Short-Term	01/03/11	08/22/11	$ 623.15	$ 839.25	$ (216 10)
10.00	RAYTHEON COMPANY	Short-Term	05/13/11	08/16/11	$ 411.26	$ 491.99	$ (80 73)
10.00	RAYTHEON COMPANY	Short-Term	03/03/11	08/16/11	$ 411.27	$ 520.89	$ (109.62)
28.00	NEWS CORP	Short-Term	10/11/10	08/12/11	$ 457.26	$ 387.70	$ 69.56
4.00	OCCIDENTAL PETROLEUM CORP	Short-Term	01/18/11	08/11/11	$ 338.63	$ 394.00	$ (55.37)
35.00	TESORO CORPORATION	Short-Term	02/15/11	08/10/11	$ 669.73	$ 819.68	$ (149.95)
100.00	SPRINT NEXTEL CORP	Short-Term	05/10/11	08/09/11	$ 313.01	$ 528.71	$ (215.70)
80.00	SPRINT NEXTEL CORP	Short-Term	04/19/11	08/09/11	$ 250.41	$ 382.56	$ (132.15)
15 00	HESS CORP	Short-Term	05/18/11	08/05/11	$ 917.02	$ 1,158.41	$ (241.39)
30.00	NABORS INDUSTRIES LTD	Short-Term	03/24/11	08/05/11	$ 635 75	$ 862.91	$ (227.16)
30.00	NABORS INDUSTRIES LTD	Short-Term	02/16/11	08/05/11	$ 635.75	$ 803.53	$ (167.78)
7.00	HESS CORP	Short-Term	02/11/11	08/05/11	$ 427.94	$ 561.68	$ (133.74)
10.00	HESS CORP	Short-Term	11/04/10	08/05/11	$ 611.34	$ 692.79	$ (81.45)
13.00	HESS CORP	Short-Term	08/18/10	08/05/11	$ 794.75	$ 684.31	$ 110.44
45.00	DELL INC	Short-Term	10/05/10	08/04/11	$ 687.85	$ 602.10	$ 85.75
4.00	GOODRICH CORP	Short-Term	08/18/10	08/04/11	$ 356.38	$ 295.05	$ 61.33
8.00	NETAPP INC	Short-Term	06/16/11	08/03/11	$ 359.35	$ 405.28	$ (45.93)
15.00	HCA HOLDINGS INC	Short-Term	05/23/11	08/03/11	$ 357.75	$ 517.02	$ (159.27)
25 00	HCA HOLDINGS INC	Short-Term	03/30/11	08/03/11	$ 596.24	$ 850.47	$ (254.23)
10.00	DIRECTV-CLASS A	Short-Term	01/07/11	08/03/11	$ 490.38	$ 418.47	$ 71.91
5.00	MONSANTO CO	Short-Term	08/16/10	08/03/11	$ 353.12	$ 290.55	$ 62.57
7.00	MONSANTO CO	Short-Term	08/10/10	08/03/11	$ 494.38	$ 413.58	$ 80.80

BERNSTEIN
Global Wealth Management

Capital Gains and Losses

Qty.	Security	Type	Purchase Date	Sale Date	Total Proceeds		Total Cost		Gain/(Loss)	
10.00	DEVON ENERGY CORPORATION	Short-Term	12/29/10	08/02/11	$	770.87	$	781.03	$	(10.16)
15.00	LOWE'S COS INC	Short-Term	12/09/10	08/02/11	$	311.77	$	376.92	$	(65.15)
10.00	LOWE'S COS INC	Short-Term	12/08/10	08/02/11	$	207.84	$	255.23	$	(47.39)
2.00	COOPER INDUSTRIES PLC	Short-Term	09/01/10	08/01/11	$	105.43	$	85 89	$	19.54
8.00	COOPER INDUSTRIES PLC	Short-Term	09/01/10	08/01/11	$	421.73	$	343.58	$	78.15
16.00	NETAPP INC	Short-Term	05/16/11	07/28/11	$	768.68	$	857.52	$	(88.84)
15.00	AT&T INC	Short-Term	03/31/11	07/28/11	$	443.44	$	460.45	$	(17.01)
5.00	DEVON ENERGY CORPORATION	Short-Term	12/29/10	07/28/11	$	402.68	$	390.52	$	12.16
20.00	LOWE'S COS INC	Short-Term	12/08/10	07/28/11	$	447.19	$	510.46	$	(63.27)
5.00	DEVON ENERGY CORPORATION	Short-Term	08/18/10	07/28/11	$	402.69	$	315.27	$	87.42
20.00	AT&T INC	Short-Term	03/30/11	07/27/11	$	601.68	$	617.30	$	(15.62)
10 00	SOUTHWESTERN ENERGY	Short-Term	03/21/11	07/27/11	$	476.90	$	417.55	$	59.35
25.00	RIVERBED TECHNOLOGY INC	Short-Term	02/04/11	07/22/11	$	802.84	$	913.69	$	(110.85)
5.00	DELL INC	Short-Term	10/05/10	07/22/11	$	84.98	$	66.90	$	18.08
35.00	DELL INC	Short-Term	09/24/10	07/22/11	$	594.85	$	442.32	$	152.53
20.00	DELL INC	Short-Term	08/30/10	07/22/11	$	339.91	$	243.36	$	96.55
45.00	AT&T INC	Short-Term	03/07/11	07/21/11	$	1,363.55	$	1,257.39	$	106.16
55.00	SPRINT NEXTEL CORP	Short-Term	04/19/11	07/20/11	$	281.87	$	263.01	$	18.86
65.00	SPRINT NEXTEL CORP	Short-Term	03/24/11	07/20/11	$	333.13	$	297.81	$	35.32
25.00	AT&T INC	Short-Term	03/07/11	07/19/11	$	751.90	$	698.55	$	53.35
10.00	DEVON ENERGY CORPORATION	Short-Term	08/18/10	07/19/11	$	815.64	$	630.55	$	185.09
20.00	AT&T INC	Short-Term	03/07/11	07/15/11	$	607.98	$	558 84	$	49.14
10.00	ENSCO PLC- SPON ADR	Short-Term	05/18/11	07/13/11	$	519.08	$	561.39	$	(42.31)
20.00	MOTOROLA SOLUTIONS INC	Short-Term	03/11/11	07/08/11	$	903.59	$	800.40	$	103.19
20.00	MOTOROLA SOLUTIONS INC	Short-Term	03/01/11	07/01/11	$	925.51	$	762.00	$	163.51
15.00	ACCENTURE PLC-CL A	Short-Term	10/05/10	06/21/11	$	821.80	$	661.35	$	160.45
20.00	SPRINT NEXTEL CORP	Short-Term	03/24/11	06/17/11	$	100.70	$	91.64	$	9.06
105.00	SPRINT NEXTEL CORP	Short-Term	03/15/11	06/17/11	$	528 65	$	526.08	$	2.57
10.00	RAYTHEON COMPANY	Short-Term	07/29/10	06/16/11	$	483.88	$	474.54	$	9.34
9.00	PARKER HANNIFIN CORP	Short-Term	12/13/10	06/15/11	$	778.12	$	782.23	$	(4.11)
9.00	NEWFIELD EXPLORATION CO	Short-Term	09/24/10	06/13/11	$	590.69	$	496.35	$	94.34
10.00	SOUTHWESTERN ENERGY	Short-Term	11/18/10	06/10/11	$	421.58	$	382.23	$	39.35
1.00	HUNTINGTON INGALLS INDUST-WI	Short-Term	12/31/10	06/09/11	$	37.16	$	30.30	$	6.86
3.00	HUNTINGTON INGALLS INDUST-WI	Short-Term	12/09/10	06/09/11	$	111.49	$	89.46	$	22.03
5.00	HUNTINGTON INGALLS INDUST-WI	Short-Term	10/20/10	06/09/11	$	185.81	$	176.61	$	9.20
135.00	ADVANCED SEMICONDUCTOR E-AD	Short-Term	02/23/11	06/08/11	$	830.64	$	778.95	$	51.69
5.00	DEVON ENERGY CORPORATION	Short-Term	08/18/10	06/07/11	$	403.68	$	315.27	$	88.41
15.00	DTE ENERGY COMPANY	Short-Term	03/04/11	05/31/11	$	767 83	$	711.14	$	56.69
45.00	DELL INC	Short-Term	08/30/10	05/27/11	$	710.87	$	547.56	$	163.31
9.00	AON CORP	Short-Term	02/22/11	05/26/11	$	466.89	$	470.56	$	(3.67)
15.00	CAMERON INTERNATIONAL CORP	Short-Term	01/18/11	05/26/11	$	715.79	$	776.74	$	(60.95)
15.00	TIME WARNER INC	Short-Term	01/27/11	05/24/11	$	537.26	$	485.13	$	52.13

Capital Gains and Losses: Details

Account: THORNEY POINT FOUNDATION (888-17454)

01/01/2011 - 12/31/2011

BERNSTEIN
Global Wealth Management

Capital Gains and Losses

Qty.	Security	Type	Purchase Date	Sale Date	Total Proceeds	Total Cost	Gain/(Loss)
15 00	RELIANCE STEEL & ALUMINUM	Short-Term	01/12/11	05/24/11	$ 761.77	$ 805.70	$ (43.93)
2.00	GOLDMAN SACHS GROUP INC	Short-Term	08/03/10	05/24/11	$ 270.12	$ 306.30	$ (36.18)
3.00	GOLDMAN SACHS GROUP INC	Short-Term	07/29/10	05/24/11	$ 405.19	$ 445.42	$ (40.23)
10.00	TIME WARNER INC	Short-Term	07/27/10	05/24/11	$ 358.18	$ 318.12	$ 40.06
10.00	LIMITED BRANDS INC	Short-Term	11/18/10	05/19/11	$ 410.46	$ 337.80	$ 72.66
45.00	STEEL DYNAMICS INC	Short-Term	01/07/11	05/18/11	$ 770.62	$ 849.87	$ (79.25)
5.00	DOW CHEMICAL	Short-Term	01/03/11	05/17/11	$ 185.04	$ 174.84	$ 10.20
35.00	DOW CHEMICAL	Short-Term	12/28/10	05/17/11	$ 1,295.28	$ 1,206.14	$ 89.14
20.00	ARCHER-DANIELS-MIDLAND CO	Short-Term	02/16/11	05/16/11	$ 644.01	$ 740.48	$ (96.47)
25.00	ARCHER-DANIELS-MIDLAND CO	Short-Term	11/03/10	05/16/11	$ 805.01	$ 773.54	$ 31.47
2.00	GOLDMAN SACHS GROUP INC	Short-Term	07/29/10	05/13/11	$ 281.60	$ 296.94	$ (15.34)
2.00	GOLDMAN SACHS GROUP INC	Short-Term	07/27/10	05/13/11	$ 281.61	$ 296.87	$ (15.26)
10.00	EDISON INTERNATIONAL	Short-Term	03/03/11	05/12/11	$ 394.38	$ 380.91	$ 13.47
10.00	EDISON INTERNATIONAL	Short-Term	12/01/10	05/12/11	$ 394.39	$ 374.28	$ 20.11
20.00	MORGAN STANLEY	Short-Term	09/01/10	05/12/11	$ 487.73	$ 505.82	$ (18.09)
5.00	DELL INC	Short-Term	08/30/10	05/12/11	$ 82.62	$ 60.84	$ 21.78
5.00	GOLDMAN SACHS GROUP INC	Short-Term	07/16/10	05/12/11	$ 708.15	$ 750.60	$ (42.45)
10.00	JOHNSON & JOHNSON	Short-Term	06/24/10	05/12/11	$ 663.08	$ 593.59	$ 69.49
25 00	EDISON INTERNATIONAL	Short-Term	12/01/10	05/10/11	$ 983.14	$ 935.71	$ 47.43
4.00	LEAR CORP	Short-Term	07/29/10	05/10/11	$ 207.37	$ 151.92	$ 55.45
12 00	LEAR CORP	Short-Term	06/22/10	05/10/11	$ 622.11	$ 426.10	$ 196.01
15.00	JUNIPER NETWORKS INC	Short-Term	08/23/10	05/05/11	$ 569.67	$ 411.66	$ 158.01
15.00	SOUTHWESTERN ENERGY	Short-Term	11/16/10	05/04/11	$ 633.84	$ 559.33	$ 74.51
15.00	TIME WARNER INC	Short-Term	07/27/10	04/29/11	$ 565.14	$ 477.17	$ 87.97
25.00	CORNING INC	Short-Term	11/11/10	04/27/11	$ 518.69	$ 461.71	$ 56.98
2.00	ROVI CORP	Short-Term	01/31/11	04/25/11	$ 97.81	$ 123.42	$ (25.61)
4.00	GOLDMAN SACHS GROUP INC	Short-Term	01/27/11	04/25/11	$ 604.74	$ 646.49	$ (41.75)
8.00	ROVI CORP	Short-Term	01/14/11	04/25/11	$ 391.26	$ 539.91	$ (148.65)
13.00	ROVI CORP	Short-Term	12/14/10	04/25/11	$ 635.78	$ 739.31	$ (103.53)
10.00	DIRECTV-CLASS A	Short-Term	04/29/10	04/25/11	$ 472.22	$ 363.46	$ 108.76
10.00	DIRECTV-CLASS A	Short-Term	04/29/10	04/19/11	$ 457.80	$ 363.46	$ 94.34
25.00	TE CONNECTIVITY LTD	Short-Term	04/22/10	04/19/11	$ 881.92	$ 720.80	$ 161.12
1.00	AON CORP	Short-Term	02/22/11	04/18/11	$ 51.37	$ 52.28	$ (0.91)
15.00	AON CORP	Short-Term	02/11/11	04/18/11	$ 770.61	$ 743.20	$ 27.41
10 00	AON CORP	Short-Term	01/20/11	04/18/11	$ 513.74	$ 448.68	$ 65.06
5.00	DELL INC	Short-Term	04/15/10	04/15/11	$ 74.46	$ 84.50	$ (10.04)
10.00	HONEYWELL INTERNATIONAL INC	Short-Term	02/01/11	04/14/11	$ 572.94	$ 563 33	$ 9.61
15 00	AON CORP	Short-Term	01/03/11	04/14/11	$ 781 62	$ 692.97	$ 88.65
5.00	HONEYWELL INTERNATIONAL INC	Short-Term	11/30/10	04/14/11	$ 286.47	$ 248.72	$ 37.75
20.00	LIMITED BRANDS INC	Short-Term	11/03/10	04/13/11	$ 759.28	$ 593.90	$ 165.38
10 00	KOHLS CORP	Short-Term	10/01/10	04/12/11	$ 544.88	$ 526.46	$ 18.42
15.00	KOHLS CORP	Short-Term	08/30/10	04/12/11	$ 817.33	$ 705.83	$ 111.50
10.00	CARNIVAL CORP	Short-Term	03/07/11	04/08/11	$ 374.52	$ 397.99	$ (23.47)
5.00	HONEYWELL INTERNATIONAL INC	Short-Term	11/30/10	04/07/11	$ 292.00	$ 248.73	$ 43.27

Capital Gains and Losses

Qty.	Security	Type	Purchase Date	Sale Date	Total Proceeds	Total Cost	Gain/(Loss)
7.00	HONEYWELL INTERNATIONAL INC	Short-Term	06/25/10	04/07/11	$ 408.80	$ 291.62	$ 117.18
15.00	BB&T CORP	Short-Term	04/15/10	04/07/11	$ 410.75	$ 513.70	$ (102.95)
10.00	SUNCOR ENERGY INC	Short-Term	08/16/10	04/06/11	$ 444.79	$ 316.60	$ 128.19
10.00	KOHLS CORP	Short-Term	07/19/10	04/06/11	$ 545.36	$ 463.40	$ 81.96
3.00	KOHLS CORP	Short-Term	04/15/10	04/06/11	$ 163.61	$ 170.60	$ (6.99)
11.00	MCKESSON CORP	Short-Term	02/18/11	04/05/11	$ 870.16	$ 886.11	$ (15.95)
12.00	EATON CORP	Short-Term	12/01/10	04/05/11	$ 665.98	$ 593.14	$ 72.84
4.00	EATON CORP	Short-Term	11/02/10	04/05/11	$ 222.00	$ 180.88	$ 41.12
15.00	CAPITAL ONE FINANCIAL CORP	Short-Term	08/30/10	04/05/11	$ 776.78	$ 571.27	$ 205.51
20.00	INTEL CORP	Short-Term	04/15/10	04/05/11	$ 394.60	$ 485.44	$ (90.84)
15.00	CARNIVAL CORP	Short-Term	02/17/11	04/04/11	$ 575.15	$ 698.10	$ (122.95)
25 00	GARMIN LTD	Short-Term	12/31/10	04/04/11	$ 843.86	$ 775.61	$ 68.25
10.00	CARNIVAL CORP	Short-Term	10/27/10	04/04/11	$ 383.44	$ 422.91	$ (39.47)
5.00	CARNIVAL CORP	Short-Term	10/19/10	04/04/11	$ 191.72	$ 196.42	$ (4.70)
20.00	CISCO SYSTEMS INC	Short-Term	10/05/10	04/04/11	$ 340.68	$ 439.53	$ (98.85)
5.00	CISCO SYSTEMS INC	Short-Term	07/16/10	04/04/11	$ 85.17	$ 116.22	$ (31.05)
25.00	ALCOA INC	Short-Term	11/05/10	04/01/11	$ 435.47	$ 349.39	$ 86.08
10 00	KOHLS CORP	Short-Term	08/30/10	03/31/11	$ 527.02	$ 470.55	$ 56.47
13.00	KIMBERLY-CLARK CORP	Short-Term	08/03/10	03/31/11	$ 849.10	$ 842.55	$ 6.55
10.00	KOHLS CORP	Short-Term	08/30/10	03/30/11	$ 530.48	$ 470.55	$ 59.93
14.00	KOHLS CORP	Short-Term	04/15/10	03/29/11	$ 737.99	$ 796.15	$ (58.16)
10.00	EMERSON ELECTRIC CO	Short-Term	02/17/11	03/28/11	$ 574.83	$ 617.87	$ (43.04)
13.00	EMERSON ELECTRIC CO	Short-Term	02/09/11	03/28/11	$ 747.28	$ 793.33	$ (46.05)
17.00	EMERSON ELECTRIC CO	Short-Term	02/02/11	03/28/11	$ 977.21	$ 1,016.63	$ (39.42)
25.00	COMERICA INC	Short-Term	05/10/10	03/28/11	$ 914.60	$ 1,056.66	$ (142.06)
6 00	OCCIDENTAL PETROLEUM CORP	Short-Term	06/09/10	03/25/11	$ 603.87	$ 489.24	$ 114.63
25.00	GARMIN LTD	Short-Term	04/15/10	03/24/11	$ 846.39	$ 938.50	$ (92.11)
15.00	CARNIVAL CORP	Short-Term	10/19/10	03/23/11	$ 583.85	$ 589.26	$ (5.41)
5.00	ALCON INC	Short-Term	05/12/10	03/23/11	$ 822.48	$ 756.03	$ 66.45
1.00	ALCON INC	Short-Term	04/15/10	03/23/11	$ 164.50	$ 160.30	$ 4.20
2.00	CME GROUP INC	Short-Term	05/10/10	03/18/11	$ 572.79	$ 657.04	$ (84.25)
3.00	CME GROUP INC	Short-Term	04/15/10	03/18/11	$ 859.19	$ 968.61	$ (109.42)
6.00	COSTCO WHOLESALE CORP	Short-Term	04/15/10	03/18/11	$ 422.36	$ 354.30	$ 68.06
20.00	DELTA AIR LINES INC	Short-Term	11/05/10	03/17/11	$ 207.54	$ 287.62	$ (80.08)
40.00	DELTA AIR LINES INC	Short-Term	09/09/10	03/17/11	$ 415.09	$ 429.68	$ (14.59)
25.00	CISCO SYSTEMS INC	Short-Term	07/16/10	03/17/11	$ 424.36	$ 581.11	$ (156.75)
15.00	CISCO SYSTEMS INC	Short-Term	04/15/10	03/17/11	$ 254.62	$ 405.10	$ (150.48)
20 00	DELTA AIR LINES INC	Short-Term	04/15/10	03/17/11	$ 207.55	$ 289.69	$ (82.14)
20.00	INTEL CORP	Short-Term	04/15/10	03/17/11	$ 396.69	$ 485.44	$ (88.75)
6.00	COSTCO WHOLESALE CORP	Short-Term	04/15/10	03/16/11	$ 418.96	$ 354.30	$ 64.66
5.00	GOLDMAN SACHS GROUP INC	Short-Term	04/15/10	03/16/11	$ 772.13	$ 923.85	$ (151.72)
1.00	GOODRICH CORP	Short-Term	04/15/10	03/15/11	$ 82.73	$ 72.49	$ 10.24
6.00	GOODRICH CORP	Short-Term	04/07/10	03/15/11	$ 496.35	$ 422.91	$ 73.44
7.00	HONEYWELL INTERNATIONAL INC	Short-Term	06/25/10	03/14/11	$ 388.40	$ 291.63	$ 96.77
15.00	GILEAD SCIENCES INC	Short-Term	04/16/10	03/14/11	$ 608.87	$ 685.37	$ (76.50)
8.00	KOHLS CORP	Short-Term	04/15/10	03/14/11	$ 426.93	$ 454.94	$ (28.01)
9.00	POTASH CORP OF SASKATCHEWAN	Short-Term	12/16/10	03/11/11	$ 489.32	$ 417.50	$ 71.82
25.00	INTEL CORP	Short-Term	04/15/10	03/11/11	$ 521.26	$ 606.80	$ (85.54)
10.00	VIACOM INC-CLASS B	Short-Term	11/26/10	03/09/11	$ 461.29	$ 379.71	$ 81.58

Capital Gains and Losses: Details

Account: THORNEY POINT FOUNDATION (888-17454)
01/01/2011 - 12/31/2011

AB BERNSTEIN
Global Wealth Management

Capital Gains and Losses

Qty	Security	Type	Purchase Date	Sale Date	Total Proceeds	Total Cost	Gain/(Loss)
11.00	KIMBERLY-CLARK CORP	Short-Term	08/03/10	03/09/11	$ 706.61	$ 712.93	$ (6.32)
1.00	PARKER HANNIFIN CORP	Short-Term	12/13/10	03/07/11	$ 85.41	$ 86.91	$ (1.50)
25.00	VODAFONE GROUP PLC-SP ADR	Short-Term	10/25/10	03/07/11	$ 735.10	$ 657.55	$ 77.55
9.00	PARKER HANNIFIN CORP	Short-Term	08/24/10	03/07/11	$ 768.71	$ 545.99	$ 222.72
25.00	VODAFONE GROUP PLC-SP ADR	Short-Term	04/15/10	03/07/11	$ 735.10	$ 593.80	$ 141.30
40.00	FORD MOTOR CO	Short-Term	05/04/10	03/04/11	$ 583.98	$ 516.00	$ 67.98
45.00	FORD MOTOR CO	Short-Term	05/04/10	03/04/11	$ 656.98	$ 580.51	$ 76.47
50.00	FORD MOTOR CO	Short-Term	04/20/10	03/04/11	$ 729.98	$ 696.38	$ 33.60
4.00	ALCON INC	Short-Term	04/15/10	03/04/11	$ 663.50	$ 641.22	$ 22.28
5.00	FORD MOTOR CO	Short-Term	04/15/10	03/04/11	$ 73.00	$ 68.58	$ 4.42
4.00	FORD MOTOR CO	Short-Term	04/15/10	03/04/11	$ 58.40	$ 54.86	$ 3.54
4.00	DEERE & CO	Short-Term	11/11/10	03/03/11	$ 370.69	$ 313.54	$ 57.15
15.00	CAPITAL ONE FINANCIAL CORP	Short-Term	05/05/10	03/03/11	$ 731.21	$ 669.24	$ 61.97
20.00	DELTA AIR LINES INC	Short-Term	04/15/10	03/03/11	$ 202.20	$ 289.70	$ (87.50)
40.00	DELTA AIR LINES INC	Short-Term	03/23/10	03/03/11	$ 404.39	$ 526.14	$ (121.75)
35.00	DELTA AIR LINES INC	Short-Term	03/15/10	03/03/11	$ 353.84	$ 441.47	$ (87.63)
10.00	TYCO ELECTRONICS LTD	Short-Term	04/22/10	03/02/11	$ 361.69	$ 288.32	$ 73.37
15.00	VERTEX PHARMACEUTICALS INC	Short-Term	05/20/10	02/25/11	$ 657.73	$ 539.54	$ 118.19
10.00	VERTEX PHARMACEUTICALS INC	Short-Term	05/12/10	02/25/11	$ 438.49	$ 381.46	$ 57.03
5.00	VERTEX PHARMACEUTICALS INC	Short-Term	04/16/10	02/25/11	$ 219.25	$ 199.30	$ 19.95
10.00	EATON CORP	Short-Term	11/02/10	02/24/11	$ 1,052.43	$ 904.42	$ 148.01
7.00	EATON CORP	Short-Term	11/02/10	02/24/11	$ 736.69	$ 633.09	$ 103.60
10 00	PARKER HANNIFIN CORP	Short-Term	08/16/10	02/24/11	$ 874 95	$ 632.86	$ 242.09
11.00	PARKER HANNIFIN CORP	Short-Term	08/11/10	02/24/11	$ 962.45	$ 691.79	$ 270.66
40.00	CISCO SYSTEMS INC	Short-Term	04/15/10	02/24/11	$ 730.46	$ 1,080.25	$ (349.79)
3.00	ALCON INC	Short-Term	04/15/10	02/23/11	$ 496.65	$ 480.92	$ 15.73
31.00	FORD MOTOR CO	Short-Term	04/15/10	02/23/11	$ 459.64	$ 425.18	$ 34.46
2.00	NETFLIX INC	Short-Term	01/26/11	02/18/11	$ 469.36	$ 374.80	$ 94.56
2 00	NETFLIX INC	Short-Term	01/26/11	02/18/11	$ 469.36	$ 374.80	$ 94.56
21.00	MICROSOFT CORP	Short-Term	08/30/10	02/17/11	$ 571.78	$ 498.33	$ 73.45
14.00	MICROSOFT CORP	Short-Term	07/09/10	02/17/11	$ 381.18	$ 339.74	$ 41.44
6.00	HONEYWELL INTERNATIONAL INC	Short-Term	06/25/10	02/17/11	$ 343.93	$ 249.97	$ 93.96
10.00	HONEYWELL INTERNATIONAL INC	Short-Term	06/21/10	02/17/11	$ 573.22	$ 436.65	$ 136.57
10.00	CAPITAL ONE FINANCIAL CORP	Short-Term	05/05/10	02/17/11	$ 520.30	$ 446.16	$ 74.14
10.00	GILEAD SCIENCES INC	Short-Term	04/16/10	02/17/11	$ 391.49	$ 456.91	$ (65.42)
4.00	NETFLIX INC	Short-Term	01/26/11	02/16/11	$ 968.21	$ 749.61	$ 218.60
9.00	DEERE & CO	Short-Term	11/11/10	02/16/11	$ 862.07	$ 705.47	$ 156.60
4.00	DEERE & CO	Short-Term	10/01/10	02/16/11	$ 383.14	$ 274.19	$ 108.95
10.00	CISCO SYSTEMS INC	Short-Term	04/09/10	02/16/11	$ 186.37	$ 263.48	$ (77.11)
10.00	CISCO SYSTEMS INC	Short-Term	03/31/10	02/16/11	$ 186.38	$ 263.50	$ (77.12)
20.00	NVIDIA CORP	Short-Term	10/21/10	02/15/11	$ 454.52	$ 221.79	$ 232.73
7.00	DEERE & CO	Short-Term	10/01/10	02/15/11	$ 653.94	$ 479.83	$ 174.11
30.00	FIFTH THIRD BANCORP	Short-Term	07/21/10	02/15/11	$ 464.02	$ 353.90	$ 110.12
80.00	FIFTH THIRD BANCORP	Short-Term	06/16/10	02/15/11	$ 1,237.39	$ 1,119.30	$ 118.09
6.00	PEPSICO INC	Short-Term	04/15/10	02/14/11	$ 379.75	$ 396.24	$ (16.49)
5.00	GILEAD SCIENCES INC	Short-Term	04/16/10	02/11/11	$ 191.06	$ 228.45	$ (37.39)
5.00	GILEAD SCIENCES INC	Short-Term	04/12/10	02/11/11	$ 191.06	$ 229.58	$ (38.52)
20.00	NVIDIA CORP	Short-Term	10/21/10	02/10/11	$ 461.46	$ 221.80	$ 239.66

Bernstein Global Wealth Management

Capital Gains and Losses

Qty.	Security	Type	Purchase Date	Sale Date	Total Proceeds	Total Cost	Gain/(Loss)
3.00	ALCON INC	Short-Term	04/15/10	02/10/11	$ 492.32	$ 480.92	$ 11.40
45.00	CONSTELLATION ENERGY GROUP	Short-Term	12/17/10	02/08/11	$ 1,467.87	$ 1,287.09	$ 180.78
11.00	DEERE & CO	Short-Term	09/21/10	02/07/11	$ 1,036.97	$ 804.33	$ 232.64
10.00	SOUTHWESTERN ENERGY	Short-Term	11/16/10	02/02/11	$ 389.80	$ 372.89	$ 16.91
12.00	COMCAST CORP-CL A	Short-Term	05/04/10	02/02/11	$ 277.80	$ 238.57	$ 39.23
20.00	MICROSOFT CORP	Short-Term	04/15/10	02/01/11	$ 556.60	$ 617.70	$ (61.10)
15.00	MICROSOFT CORP	Short-Term	04/15/10	02/01/11	$ 417.46	$ 463.28	$ (45.82)
35.00	FORD MOTOR CO	Short-Term	02/03/10	02/01/11	$ 564.45	$ 405.73	$ 158.72
4.00	ALCON INC	Short-Term	04/15/10	01/31/11	$ 653.09	$ 641.22	$ 11.87
3.00	POTASH CORP OF SASKATCHEWAN	Short-Term	12/16/10	01/28/11	$ 525.08	$ 417.49	$ 107.59
10 00	SOUTHWESTERN ENERGY	Short-Term	10/22/10	01/28/11	$ 388.88	$ 338.80	$ 50.08
10.00	TARGET CORP	Short-Term	05/10/10	01/28/11	$ 542.94	$ 565.87	$ (22.93)
2.00	TARGET CORP	Short-Term	04/29/10	01/28/11	$ 108.59	$ 114.60	$ (6.01)
45.00	NVIDIA CORP	Short-Term	10/21/10	01/26/11	$ 1,111.56	$ 499.03	$ 612 53
20.00	SAFEWAY INC	Short-Term	06/11/10	01/26/11	$ 416.19	$ 418.11	$ (1.92)
35.00	SAFEWAY INC	Short-Term	04/15/10	01/26/11	$ 728.33	$ 920.58	$ (192.25)
4.00	CF INDUSTRIES HOLDINGS INC	Short-Term	09/01/10	01/25/11	$ 520.58	$ 369.87	$ 150.71
4.00	CF INDUSTRIES HOLDINGS INC	Short-Term	08/31/10	01/25/11	$ 520.58	$ 367.15	$ 153.43
3.00	FREEPORT-MCMORAN COPPER	Short-Term	08/19/10	01/25/11	$ 317.50	$ 218.59	$ 98.91
5 00	CF INDUSTRIES HOLDINGS INC	Short-Term	08/05/10	01/25/11	$ 650.72	$ 429.95	$ 220.77
55 00	SARA LEE CORP	Short-Term	06/15/10	01/25/11	$ 1,001.63	$ 814.14	$ 187.49
30 00	SARA LEE CORP	Short-Term	05/13/10	01/25/11	$ 546.34	$ 449.54	$ 96.80
30 00	SARA LEE CORP	Short-Term	05/04/10	01/25/11	$ 546.34	$ 420.36	$ 125 98
5.00	GAP INC/THE	Short-Term	03/15/10	01/25/11	$ 100.27	$ 113.91	$ (13.64)
25.00	GAP INC/THE	Short-Term	03/09/10	01/25/11	$ 501.36	$ 555.94	$ (54.58)
9.00	AGRIUM INC	Short-Term	11/04/10	01/21/11	$ 795.57	$ 763.45	$ 32.12
11.00	AGRIUM INC	Short-Term	08/11/10	01/21/11	$ 972.36	$ 705.86	$ 266.50
2.00	FREEPORT-MCMORAN COPPER	Short-Term	08/19/10	01/20/11	$ 218.88	$ 145.72	$ 73.16
20.00	CABLEVISION SYS CORP	Short-Term	07/22/10	01/20/11	$ 682 14	$ 510.33	$ 171.81
5.00	CABLEVISION SYS CORP	Short-Term	04/27/10	01/20/11	$ 170.53	$ 132.64	$ 37.89
5.00	COSTCO WHOLESALE CORP	Short-Term	04/15/10	01/20/11	$ 361.33	$ 295.25	$ 66.08
10.00	GILEAD SCIENCES INC	Short-Term	02/08/10	01/20/11	$ 380.99	$ 462.68	$ (81.69)
15.00	SOUTHWESTERN ENERGY	Short-Term	10/22/10	01/18/11	$ 583.20	$ 508.21	$ 74.99
15.00	MICROSOFT CORP	Short-Term	02/08/10	01/14/11	$ 419.55	$ 419.66	$ (0.11)
4.00	ALCON INC	Short-Term	01/19/10	01/14/11	$ 652.52	$ 614.73	$ 37.79
15.00	AT&T INC	Short-Term	11/19/10	01/06/11	$ 440.64	$ 422.57	$ 18.07
25.00	AT&T INC	Short-Term	04/15/10	01/06/11	$ 734.41	$ 653.33	$ 81.08
	TOTAL SHORT TERM				**$ 161,538.00**	**$ 160,380.65**	**$ 1,157.35**
1,857.90	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	Long-Term	01/11/07	12/29/11	$ 25,731.93	$ 24,449.98	$ 1,281.95
1,030.19	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	Long-Term	11/06/06	12/29/11	$ 14,268.07	$ 13,505.74	$ 762.33
13.00	COMCAST CORP-CL A	Long-Term	05/04/10	12/08/11	$ 294.26	$ 258 46	$ 35.80
17.00	COMCAST CORP-CL A	Long-Term	05/03/10	12/08/11	$ 384.80	$ 344.23	$ 40.57
5.00	JPMORGAN CHASE & CO	Long-Term	06/22/10	12/06/11	$ 165 87	$ 196.08	$ (30.21)
10.00	JPMORGAN CHASE & CO	Long-Term	06/17/10	12/06/11	$ 331.74	$ 385.63	$ (53.89)
11.00	CONOCOPHILLIPS	Long-Term	04/15/10	12/05/11	$ 806.56	$ 629.97	$ 176.59

Capital Gains and Losses: Details

Account: THORNEY POINT FOUNDATION (888-17454)
01/01/2011 - 12/31/2011

AB BERNSTEIN Global Wealth Management

Capital Gains and Losses

Qty.	Security	Type	Purchase Date	Sale Date	Total Proceeds	Total Cost	Gain/(Loss)
5.00	DOW CHEMICAL	Long-Term	07/09/10	12/01/11	$ 137.65	$ 128.15	$ 9.50
10.00	DOW CHEMICAL	Long-Term	04/15/10	12/01/11	$ 275.29	$ 314.90	$ (39.61)
5.00	TRAVELERS COS INC/THE	Long-Term	04/15/10	11/23/11	$ 265.37	$ 263.95	$ 1.42
5.00	TRAVELERS COS INC/THE	Long-Term	09/15/09	11/23/11	$ 265.37	$ 244.47	$ 20.90
20.00	GILEAD SCIENCES INC	Long-Term	10/21/10	11/22/11	$ 771.59	$ 778.99	$ (7.40)
10.00	GILEAD SCIENCES INC	Long-Term	05/26/10	11/22/11	$ 385.80	$ 355.05	$ 30.75
15.00	GILEAD SCIENCES INC	Long-Term	04/19/10	11/22/11	$ 578.70	$ 683.14	$ (104.44)
10.00	GILEAD SCIENCES INC	Long-Term	04/16/10	11/22/11	$ 385.79	$ 456.91	$ (71.12)
1.00	NOBLE ENERGY INC	Long-Term	04/15/10	11/22/11	$ 90.83	$ 77.92	$ 12.91
1.00	GILEAD SCIENCES INC	Long-Term	04/14/10	11/22/11	$ 38.58	$ 45.93	$ (7.35)
4.00	GILEAD SCIENCES INC	Long-Term	04/14/10	11/22/11	$ 154.32	$ 183.70	$ (29.38)
6.00	GILEAD SCIENCES INC	Long-Term	04/12/10	11/22/11	$ 231.48	$ 275.50	$ (44.02)
3.00	NOBLE ENERGY INC	Long-Term	04/06/10	11/22/11	$ 272.49	$ 228.57	$ 43.92
5.00	NOBLE ENERGY INC	Long-Term	02/16/10	11/22/11	$ 454.14	$ 379.97	$ 74.17
5.00	GOLDMAN SACHS GROUP INC	Long-Term	09/14/10	11/17/11	$ 462 74	$ 765.62	$ (302.88)
3.00	GOLDMAN SACHS GROUP INC	Long-Term	09/13/10	11/17/11	$ 277.64	$ 462.88	$ (185.24)
15.00	JOHNSON CONTROLS INC	Long-Term	11/10/09	11/17/11	$ 447.04	$ 397.32	$ 49.72
10.00	JPMORGAN CHASE & CO	Long-Term	06/18/09	11/17/11	$ 305.81	$ 334.47	$ (28.66)
10.00	JPMORGAN CHASE & CO	Long-Term	06/02/09	11/17/11	$ 305.82	$ 352.50	$ (46.68)
15.00	STARBUCKS CORP	Long-Term	11/01/10	11/16/11	$ 644.94	$ 431.80	$ 213.14
5.00	MARATHON PETROLEUM CORP	Long-Term	07/06/10	11/16/11	$ 171.95	$ 122.98	$ 48.97
5.00	MARATHON PETROLEUM CORP	Long-Term	07/06/10	11/16/11	$ 171.95	$ 122.98	$ 48.97
5.00	MARATHON PETROLEUM CORP	Long-Term	07/02/10	11/16/11	$ 171.95	$ 122.31	$ 49.64
25.00	MARATHON PETROLEUM CORP	Long-Term	05/17/10	11/16/11	$ 859.76	$ 614.17	$ 245.59
5.00	JPMORGAN CHASE & CO	Long-Term	06/17/10	11/11/11	$ 166.25	$ 192.81	$ (26.56)
23.00	COMCAST CORP-CL A	Long-Term	04/15/10	11/11/11	$ 515.19	$ 432.41	$ 82.78
7.00	COMCAST CORP-CL A	Long-Term	03/26/10	11/11/11	$ 156.80	$ 128.51	$ 28.29
13.00	JPMORGAN CHASE & CO	Long-Term	05/14/09	11/11/11	$ 432.24	$ 449.41	$ (17.17)
10.00	CELGENE CORP	Long-Term	05/12/10	11/10/11	$ 643.40	$ 596.34	$ 47.06
18.00	COMCAST CORP-CL A	Long-Term	03/26/10	11/09/11	$ 387.55	$ 330.45	$ 57.10
7.00	COMCAST CORP-CL A	Long-Term	03/04/10	11/09/11	$ 150.71	$ 119.59	$ 31.12
8.00	MONSANTO CO	Long-Term	08/25/10	11/04/11	$ 574.60	$ 441.25	$ 133.35
2.00	GOLDMAN SACHS GROUP INC	Long-Term	09/13/10	11/01/11	$ 209.55	$ 308.58	$ (99.03)
4.00	GOLDMAN SACHS GROUP INC	Long-Term	09/07/10	11/01/11	$ 419.09	$ 582.73	$ (163.64)
4.00	GOODRICH CORP	Long-Term	09/08/10	10/28/11	$ 490.84	$ 287.80	$ 203.04
15.00	SMITHFIELD FOODS INC	Long-Term	05/03/10	10/28/11	$ 348.22	$ 283.05	$ 65.17
7.00	CITRIX SYSTEMS INC	Long-Term	10/12/10	10/27/11	$ 526.11	$ 399.58	$ 126.53
11.00	CITRIX SYSTEMS INC	Long-Term	09/23/10	10/27/11	$ 826.74	$ 756.42	$ 70.32
14.00	CONOCOPHILLIPS	Long-Term	04/15/10	10/27/11	$ 1,017.25	$ 801.78	$ 215.47
5.00	CONOCOPHILLIPS	Long-Term	02/25/10	10/27/11	$ 363.31	$ 237.77	$ 125.54
5.00	CONOCOPHILLIPS	Long-Term	11/17/09	10/27/11	$ 363.31	$ 268.49	$ 94.82
1.00	CONOCOPHILLIPS	Long-Term	11/09/09	10/27/11	$ 72.66	$ 52.90	$ 19.76
15.00	TRAVELERS COS INC/THE	Long-Term	02/15/08	10/27/11	$ 883.34	$ 709.64	$ 173.70
10.00	CELGENE CORP	Long-Term	04/15/10	10/26/11	$ 665.01	$ 605.30	$ 59.71
10.00	NORTHROP GRUMMAN CORP	Long-Term	10/20/10	10/25/11	$ 563.34	$ 551.13	$ 12.21
45.00	DELL INC	Long-Term	10/08/10	10/21/11	$ 684.97	$ 613.57	$ 71.40
10.00	ACCENTURE PLC-CL A	Long-Term	10/08/10	10/19/11	$ 579.85	$ 455.99	$ 123.86

Capital Gains and Losses: Details

Account: THORNEY POINT FOUNDATION (888-17454)
01/01/2011 - 12/31/2011

BERNSTEIN
Global Wealth Management

Capital Gains and Losses

Qty.	Security	Type	Purchase Date	Sale Date	Total Proceeds	Total Cost	Gain/(Loss)
8.00	NORTHROP GRUMMAN CORP	Long-Term	04/15/10	10/13/11	$ 434.05	$ 484.94	$ (50.89)
15.00	THE WALT DISNEY CO	Long-Term	05/10/10	10/11/11	$ 487.82	$ 529.18	$ (41.36)
10.00	THE WALT DISNEY CO.	Long-Term	04/16/10	10/11/11	$ 325.21	$ 359.70	$ (34.49)
18.00	BUNGE LTD	Long-Term	06/09/10	10/07/11	$ 1,015.78	$ 892.64	$ 123.14
15.00	STARBUCKS CORP	Long-Term	09/07/10	10/03/11	$ 549.26	$ 373.75	$ 175.51
2.00	BUNGE LTD	Long-Term	06/09/10	10/03/11	$ 112.55	$ 99.18	$ 13.37
5.00	BUNGE LTD	Long-Term	04/15/10	10/03/11	$ 281.37	$ 304.30	$ (22.93)
6.00	APPLE INC	Long-Term	03/04/08	09/29/11	$ 2,411.47	$ 730.41	$ 1,681.06
5.00	NOBLE ENERGY INC	Long-Term	02/08/10	09/28/11	$ 369.37	$ 367.05	$ 2.32
1 00	NOBLE ENERGY INC	Long-Term	02/05/10	09/28/11	$ 73.87	$ 71.90	$ 1.97
1.00	GOOGLE INC-CL A	Long-Term	01/11/07	09/22/11	$ 521.46	$ 500.53	$ 20.93
3.00	CELGENE CORP	Long-Term	04/15/10	09/20/11	$ 194.27	$ 181.59	$ 12.68
10.00	CELGENE CORP	Long-Term	03/20/08	09/20/11	$ 647.57	$ 574.21	$ 73.36
2.00	CELGENE CORP	Long-Term	03/04/08	09/20/11	$ 129.51	$ 112.74	$ 16.77
3 00	GOLDMAN SACHS GROUP INC	Long-Term	08/20/10	09/14/11	$ 313.79	$ 443.78	$ (129.99)
3.00	GOLDMAN SACHS GROUP INC	Long-Term	08/03/10	09/14/11	$ 313.80	$ 459.46	$ (145.66)
30.00	NEXEN INC	Long-Term	04/15/10	09/13/11	$ 570.59	$ 781.80	$ (211.21)
20.00	NEXEN INC	Long-Term	01/25/10	09/13/11	$ 380.40	$ 433.34	$ (52.94)
15.00	NEXEN INC	Long-Term	09/15/09	09/13/11	$ 285.30	$ 352.03	$ (66.73)
10.00	NEXEN INC	Long-Term	09/02/09	09/13/11	$ 190.20	$ 188.34	$ 1.86
20.00	NEXEN INC	Long-Term	05/15/09	09/13/11	$ 380.40	$ 389.45	$ (9.05)
30.00	GENERAL ELECTRIC CO	Long-Term	04/15/10	09/12/11	$ 448.17	$ 588.40	$ (140.23)
9.00	GILEAD SCIENCES INC	Long-Term	04/12/10	09/07/11	$ 356.12	$ 413.25	$ (57.13)
1.00	GILEAD SCIENCES INC	Long-Term	10/30/07	09/07/11	$ 39.57	$ 46.02	$ (6.45)
40.00	NEWS CORP	Long-Term	06/23/10	09/02/11	$ 660.01	$ 538.24	$ 121.77
15.00	NORTHROP GRUMMAN CORP	Long-Term	08/13/09	09/02/11	$ 777.76	$ 652.23	$ 125.53
1.00	NORTHROP GRUMMAN CORP	Long-Term	04/06/09	09/02/11	$ 51.85	$ 41.26	$ 10.59
65.00	NEWS CORP	Long-Term	04/15/10	08/19/11	$ 1,022.71	$ 1,028.31	$ (5.60)
1.00	GOOGLE INC-CL A	Long-Term	01/11/07	08/18/11	$ 512.13	$ 500.54	$ 11.59
15.00	ROYAL CARIBBEAN CRUISES LTD	Long-Term	04/16/10	08/17/11	$ 372.86	$ 523.01	$ (150.15)
10 00	ROYAL CARIBBEAN CRUISES LTD	Long-Term	03/11/10	08/17/11	$ 248.57	$ 303.12	$ (54.55)
3.00	OCCIDENTAL PETROLEUM CORP	Long-Term	07/09/10	08/11/11	$ 253.97	$ 243.65	$ 10.32
6.00	OCCIDENTAL PETROLEUM CORP	Long-Term	07/09/10	08/08/11	$ 489.60	$ 487.29	$ 2.31
9.00	BUNGE LTD	Long-Term	04/15/10	08/08/11	$ 527.82	$ 547.74	$ (19.92)
35.00	GAP INC/THE	Long-Term	07/22/10	08/04/11	$ 599.25	$ 639.28	$ (40.03)
35 00	GAP INC/THE	Long-Term	04/15/10	08/04/11	$ 599.25	$ 887.96	$ (288.71)
5.00	GOODRICH CORP	Long-Term	04/15/10	08/04/11	$ 445.47	$ 362.46	$ 83.01
10.00	GAP INC/THE	Long-Term	03/15/10	08/04/11	$ 171.22	$ 227.81	$ (56.59)
40.00	OFFICE DEPOT INC	Long-Term	11/27/09	08/04/11	$ 125.48	$ 252.15	$ (126.67)
40.00	OFFICE DEPOT INC	Long-Term	11/25/09	08/04/11	$ 125.49	$ 257.65	$ (132.16)
80.00	OFFICE DEPOT INC	Long-Term	09/29/09	08/04/11	$ 250.97	$ 526.59	$ (275.62)
10.00	RAYTHEON COMPANY	Long-Term	07/29/10	08/03/11	$ 431.11	$ 474.54	$ (43.43)
15.00	DIRECTV-CLASS A	Long-Term	04/29/10	08/03/11	$ 735.56	$ 545.20	$ 190.36
30.00	WELLS FARGO & COMPANY	Long-Term	04/19/10	08/03/11	$ 807.29	$ 979.10	$ (171.81)
4.00	BUNGE LTD	Long-Term	12/16/09	08/03/11	$ 271.42	$ 254.93	$ 16.49
6.00	BUNGE LTD	Long-Term	04/27/09	08/03/11	$ 407.14	$ 280.27	$ 126.87
1.00	BUNGE LTD	Long-Term	02/09/09	08/03/11	$ 67.86	$ 52.02	$ 15.84
12.00	COOPER INDUSTRIES PLC	Long-Term	04/15/10	08/01/11	$ 632.60	$ 598.80	$ 33.80

Capital Gains and Losses: Details

Account: THORNEY POINT FOUNDATION (888-17454)

01/01/2011 - 12/31/2011

BERNSTEIN
Global Wealth Management

Capital Gains and Losses

Qty.	Security	Type	Purchase Date	Sale Date	Total Proceeds	Total Cost	Gain/(Loss)
8.00	LOWE'S COS INC	Long-Term	05/05/10	07/28/11	$ 178.87	$ 214.09	$ (35.22)
20.00	DOW CHEMICAL	Long-Term	04/15/10	07/26/11	$ 714.30	$ 629.80	$ 84.50
4.00	EXPRESS SCRIPTS INC	Long-Term	05/19/10	07/21/11	$ 222.53	$ 208.31	$ 14.22
16.00	EXPRESS SCRIPTS INC	Long-Term	05/04/10	07/21/11	$ 890.13	$ 803.74	$ 86.39
7.00	LOWE'S COS INC	Long-Term	05/05/10	07/19/11	$ 159.67	$ 187.33	$ (27.66)
20.00	LOWE'S COS INC	Long-Term	05/04/10	07/19/11	$ 456.19	$ 540 25	$ (84.06)
8.00	COOPER INDUSTRIES PLC	Long-Term	04/15/10	07/18/11	$ 462.52	$ 399.20	$ 63.32
10.00	ENSCO PLC- SPON ADR	Long-Term	05/14/10	07/13/11	$ 519.08	$ 409.24	$ 109.84
25.00	ENSCO PLC- SPON ADR	Long-Term	04/15/10	07/13/11	$ 1,297.71	$ 1,225.55	$ 72.16
20 00	NEWS CORP	Long-Term	06/23/10	07/07/11	$ 352.79	$ 269.13	$ 83.66
5.00	NEWS CORP	Long-Term	06/23/10	07/07/11	$ 88.19	$ 67.28	$ 20.91
15.00	NEWS CORP	Long-Term	06/18/10	07/07/11	$ 264.60	$ 209.40	$ 55.20
25 00	NEWS CORP	Long-Term	07/07/09	07/07/11	$ 440.99	$ 209.51	$ 231.48
25.00	NEWS CORP	Long-Term	01/29/09	07/07/11	$ 440.99	$ 171.08	$ 269.91
17 00	NEWS CORP	Long-Term	01/29/09	07/07/11	$ 299.87	$ 116.34	$ 183.53
5.00	COOPER INDUSTRIES PLC	Long-Term	02/16/10	06/28/11	$ 290.87	$ 223.10	$ 67.77
9.00	COOPER INDUSTRIES PLC	Long-Term	11/12/09	06/28/11	$ 523.56	$ 380.88	$ 142.68
10.00	SMITHFIELD FOODS INC	Long-Term	05/03/10	06/23/11	$ 215.47	$ 188.70	$ 26.77
25.00	SMITHFIELD FOODS INC	Long-Term	04/27/10	06/23/11	$ 538.67	$ 489.43	$ 49.24
15 00	SMITHFIELD FOODS INC	Long-Term	06/19/09	06/23/11	$ 323.20	$ 189.90	$ 133.30
20 00	JPMORGAN CHASE & CO	Long-Term	04/19/10	06/20/11	$ 809.81	$ 898.40	$ (88.59)
6.00	TIME WARNER CABLE	Long-Term	06/24/09	06/16/11	$ 440.44	$ 185.67	$ 254.77
13.00	TIME WARNER CABLE	Long-Term	04/14/09	06/16/11	$ 954.28	$ 360.44	$ 593.84
20.00	CONSTELLATION BRANDS INC-A	Long-Term	08/13/09	06/15/11	$ 423.05	$ 282.30	$ 140.75
1.00	HUNTINGTON INGALLS INDUST-WI	Long-Term	04/15/10	06/09/11	$ 37.16	$ 50.13	$ (12.97)
2.00	HUNTINGTON INGALLS INDUST-WI	Long-Term	08/13/09	06/09/11	$ 74.32	$ 67.43	$ 6.89
15.00	DEVON ENERGY CORPORATION	Long-Term	04/15/10	06/07/11	$ 1,211.04	$ 1,003.11	$ 207.93
5.00	INGERSOLL-RAND PLC	Long-Term	04/15/10	06/07/11	$ 230.18	$ 186.36	$ 43.82
10.00	INGERSOLL-RAND PLC	Long-Term	03/30/10	06/07/11	$ 460.36	$ 349.88	$ 110.48
12.00	NEWFIELD EXPLORATION CO	Long-Term	04/15/10	06/06/11	$ 866.50	$ 647.17	$ 219.33
2.00	NEWFIELD EXPLORATION CO	Long-Term	02/17/10	06/06/11	$ 144.42	$ 101.91	$ 42.51
2.00	JPMORGAN CHASE & CO	Long-Term	05/14/09	05/26/11	$ 84.70	$ 69.14	$ 15.56
8.00	JPMORGAN CHASE & CO	Long-Term	05/11/09	05/26/11	$ 338.79	$ 297.38	$ 41.41
10.00	CAMERON INTERNATIONAL CORP	Long-Term	04/15/10	05/24/11	$ 476.39	$ 457.40	$ 18.99
5.00	WELLS FARGO & COMPANY	Long-Term	04/19/10	05/19/11	$ 142.69	$ 163.18	$ (20.49)
27.00	WELLS FARGO & COMPANY	Long-Term	04/15/10	05/19/11	$ 770.50	$ 905.77	$ (135.27)
5.00	WELLS FARGO & COMPANY	Long-Term	12/17/09	05/19/11	$ 142.69	$ 129.50	$ 13.19
55.00	COMMERCIAL METALS CO	Long-Term	04/26/10	05/18/11	$ 836.71	$ 907.05	$ (70.34)
15.00	DOW CHEMICAL	Long-Term	04/15/10	05/17/11	$ 555.11	$ 472.35	$ 82.76
5.00	DOW CHEMICAL	Long-Term	04/15/10	05/17/11	$ 185.03	$ 157.45	$ 27.58
15.00	DOW CHEMICAL	Long-Term	02/05/10	05/17/11	$ 555.12	$ 389.47	$ 165.65
2.00	JPMORGAN CHASE & CO	Long-Term	04/19/10	05/16/11	$ 86.36	$ 89.84	$ (3.48)
40.00	COMCAST CORP-CL A	Long-Term	03/04/10	05/16/11	$ 993.59	$ 683.36	$ 310.23
10.00	JPMORGAN CHASE & CO	Long-Term	12/31/09	05/16/11	$ 431.78	$ 420.24	$ 11.54
13.00	JPMORGAN CHASE & CO	Long-Term	12/09/09	05/16/11	$ 561.31	$ 535.00	$ 26.31
10.00	JPMORGAN CHASE & CO	Long-Term	06/16/09	05/16/11	$ 431.78	$ 339.24	$ 92.54
32.00	JPMORGAN CHASE & CO	Long-Term	05/11/09	05/16/11	$ 1,381.70	$ 1,189.53	$ 192.17
32.00	JPMORGAN CHASE & CO	Long-Term	03/31/09	05/16/11	$ 1,381.70	$ 822.53	$ 559.17
6.00	JPMORGAN CHASE & CO	Long-Term	03/31/09	05/16/11	$ 259.07	$ 154.23	$ 104.84

Capital Gains and Losses: Details

Account: THORNEY POINT FOUNDATION (888-17464)
01/01/2011 - 12/31/2011

BERNSTEIN
Global Wealth Management

Capital Gains and Losses

Qty.	Security	Type	Purchase Date	Sale Date	Total Proceeds	Total Cost	Gain/(Loss)
10.00	INGERSOLL-RAND PLC	Long-Term	03/24/10	05/13/11	$ 500.74	$ 355.33	$ 145.41
20.00	DELL INC	Long-Term	04/15/10	05/12/11	$ 330.50	$ 338.00	$ (7 50)
30 00	MORGAN STANLEY	Long-Term	04/15/10	05/12/11	$ 731.59	$ 931.26	$ (199.67)
15.00	MORGAN STANLEY	Long-Term	09/03/09	05/12/11	$ 365.79	$ 411.65	$ (45.86)
1.00	GOLDMAN SACHS GROUP INC	Long-Term	12/04/08	05/12/11	$ 141.63	$ 68.84	$ 72.79
20.00	INGERSOLL-RAND PLC	Long-Term	07/21/09	05/10/11	$ 1,018.78	$ 441.34	$ 577.44
20.00	LOWE'S COS INC	Long-Term	05/04/10	05/09/11	$ 512.22	$ 540.25	$ (28.03)
7.00	CAMERON INTERNATIONAL CORP	Long-Term	11/12/09	05/09/11	$ 346.48	$ 279.65	$ 66.83
8.00	CAMERON INTERNATIONAL CORP	Long-Term	04/18/08	05/09/11	$ 395.97	$ 392.62	$ 3.35
30 00	WELLS FARGO & COMPANY	Long-Term	04/15/10	05/05/11	$ 837.41	$ 1,006.42	$ (169.01)
2.00	WELLS FARGO & COMPANY	Long-Term	04/15/10	04/28/11	$ 58.47	$ 67.09	$ (8.62)
45.00	WELLS FARGO & COMPANY	Long-Term	04/15/10	04/28/11	$ 1,315.65	$ 1,509.62	$ (193.97)
13.00	WELLS FARGO & COMPANY	Long-Term	01/21/10	04/28/11	$ 380.08	$ 363.35	$ 16.73
5.00	EMC CORP/MASS	Long-Term	10/23/09	04/26/11	$ 140.87	$ 86.43	$ 54.44
15.00	EMC CORP/MASS	Long-Term	09/17/09	04/26/11	$ 422.62	$ 254.47	$ 168.15
1.00	GOLDMAN SACHS GROUP INC	Long-Term	04/15/10	04/25/11	$ 151.19	$ 184.77	$ (33.58)
15.00	GILEAD SCIENCES INC	Long-Term	04/16/10	04/21/11	$ 589.21	$ 685.36	$ (96.15)
15.00	TEVA PHARMACEUTICAL-SP ADR	Long-Term	04/15/10	04/21/11	$ 690.25	$ 940.35	$ (250.10)
20.00	TEVA PHARMACEUTICAL-SP ADR	Long-Term	07/28/08	04/21/11	$ 920.34	$ 929.37	$ (9.03)
8.00	TEVA PHARMACEUTICAL-SP ADR	Long-Term	06/30/08	04/21/11	$ 368.13	$ 362.08	$ 6.05
28.00	NEWS CORP	Long-Term	01/29/09	04/18/11	$ 474.59	$ 191 61	$ 282.98
15 00	DELL INC	Long-Term	12/11/09	04/15/11	$ 223.37	$ 198.24	$ 25.13
35.00	DELL INC	Long-Term	11/24/09	04/15/11	$ 521.20	$ 504.62	$ 16.58
25.00	CORNING INC	Long-Term	10/02/09	04/15/11	$ 493.19	$ 366.84	$ 126.35
20.00	DELL INC	Long-Term	08/12/09	04/15/11	$ 297.83	$ 277.37	$ 20.46
20.00	BB&T CORP	Long-Term	09/11/09	04/07/11	$ 547.67	$ 538.96	$ 8.71
15.00	BB&T CORP	Long-Term	09/08/09	04/07/11	$ 410.75	$ 397.46	$ 13.29
5.00	SUNCOR ENERGY INC	Long-Term	10/14/09	04/06/11	$ 222.40	$ 195.15	$ 27.25
20.00	SMITHFIELD FOODS INC	Long-Term	06/19/09	04/06/11	$ 460.66	$ 253.20	$ 207.46
20.00	JPMORGAN CHASE & CO	Long-Term	05/27/09	03/30/11	$ 931.10	$ 725.79	$ 205.31
10.00	JPMORGAN CHASE & CO	Long-Term	03/10/09	03/30/11	$ 465.55	$ 190.92	$ 274.63
1.00	SCHLUMBERGER LTD	Long-Term	02/23/09	03/30/11	$ 93.58	$ 37.49	$ 56.09
4.00	SCHLUMBERGER LTD	Long-Term	11/21/08	03/30/11	$ 374.32	$ 162.08	$ 212.24
4.00	KOHLS CORP	Long-Term	09/22/08	03/30/11	$ 212.19	$ 197.68	$ 14.51
9 00	SCHLUMBERGER LTD	Long-Term	11/21/08	03/28/11	$ 819.22	$ 364.67	$ 454.55
3.00	OCCIDENTAL PETROLEUM CORP	Long-Term	08/31/09	03/25/11	$ 301.94	$ 217.81	$ 84.13
8.00	ENSCO PLC- SPON ADR	Long-Term	12/28/09	03/24/11	$ 461.83	$ 336.06	$ 125.77
7.00	NEWFIELD EXPLORATION CO	Long-Term	02/17/10	03/16/11	$ 481.17	$ 356.69	$ 124.48
1.00	KOHLS CORP	Long-Term	05/28/09	03/14/11	$ 53.37	$ 43.32	$ 10.05
1.00	COOPER INDUSTRIES PLC	Long-Term	11/12/09	03/11/11	$ 61.66	$ 42.32	$ 19.34
5.00	COOPER INDUSTRIES PLC	Long-Term	10/08/09	03/11/11	$ 308.32	$ 194.99	$ 113.33
5.00	JPMORGAN CHASE & CO	Long-Term	03/10/09	03/09/11	$ 233.46	$ 95.46	$ 138.00
5.00	JPMORGAN CHASE & CO	Long-Term	12/04/08	03/09/11	$ 233.47	$ 149.05	$ 84.42
40.00	VODAFONE GROUP PLC-SP ADR	Long-Term	04/30/09	03/07/11	$ 1,176.16	$ 737.65	$ 438.51
5.00	VODAFONE GROUP PLC-SP ADR	Long-Term	04/30/09	03/07/11	$ 147.02	$ 92.21	$ 54.81
20.00	FORD MOTOR CO	Long-Term	02/03/10	03/04/11	$ 291.99	$ 231.85	$ 60.14

Capital Gains and Losses: Details

Account: THORNEY POINT FOUNDATION (888-17454)
01/01/2011 - 12/31/2011

BERNSTEIN
Global Wealth Management

Capital Gains and Losses

Qty.	Security	Type	Purchase Date	Sale Date	Total Proceeds	Total Cost	Gain/(Loss)
7.00	ENSCO PLC- SPON ADR	Long-Term	12/28/09	03/04/11	$ 398.89	$ 294.06	$ 104.83
10.00	ENSCO PLC- SPON ADR	Long-Term	05/19/09	03/04/11	$ 569.84	$ 333.70	$ 236.14
2.00	SCHLUMBERGER LTD	Long-Term	11/21/08	03/03/11	$ 185.32	$ 81.04	$ 104.28
3.00	SCHLUMBERGER LTD	Long-Term	10/09/08	03/03/11	$ 277.97	$ 201.45	$ 76.52
6.00	SCHLUMBERGER LTD	Long-Term	10/09/08	03/01/11	$ 553.01	$ 402.90	$ 150.11
7.00	KOHLS CORP	Long-Term	05/28/09	02/28/11	$ 374.24	$ 303.25	$ 70.99
10.00	SUNCOR ENERGY INC	Long-Term	10/14/09	02/23/11	$ 471.12	$ 390.29	$ 80.83
2.00	WELLS FARGO & COMPANY	Long-Term	01/21/10	02/22/11	$ 63.03	$ 55.90	$ 7.13
10.00	WELLS FARGO & COMPANY	Long-Term	01/20/10	02/22/11	$ 315.14	$ 282.05	$ 33.09
8.00	WELLS FARGO & COMPANY	Long-Term	12/17/09	02/22/11	$ 252.11	$ 207.19	$ 44.92
2.00	CME GROUP INC	Long-Term	06/09/08	02/18/11	$ 605.32	$ 786.96	$ (181.64)
1.00	APPLE INC	Long-Term	03/04/08	02/18/11	$ 354.28	$ 121.74	$ 232.54
10.00	MICROSOFT CORP	Long-Term	02/08/10	02/17/11	$ 272.27	$ 279.78	$ (7.51)
20.00	TYCO ELECTRONICS LTD	Long-Term	11/17/09	02/16/11	$ 754.12	$ 483.02	$ 271.10
15.00	CISCO SYSTEMS INC	Long-Term	09/22/09	02/16/11	$ 279.57	$ 351.09	$ (71.52)
15.00	CISCO SYSTEMS INC	Long-Term	03/31/09	02/14/11	$ 282.94	$ 247.72	$ 35.22
10.00	CISCO SYSTEMS INC	Long-Term	11/06/07	02/14/11	$ 188.63	$ 337.86	$ (149.23)
35.00	CISCO SYSTEMS INC	Long-Term	11/06/07	02/10/11	$ 671.60	$ 1,182.51	$ (510.91)
2.00	APPLE INC	Long-Term	03/04/08	02/09/11	$ 717.05	$ 243.47	$ 473.58
2.00	KOHLS CORP	Long-Term	05/28/09	02/08/11	$ 103.78	$ 86.64	$ 17.14
5.00	KOHLS CORP	Long-Term	04/01/09	02/08/11	$ 259.45	$ 208.73	$ 50.72
9.00	KOHLS CORP	Long-Term	02/13/09	02/08/11	$ 467.02	$ 328.38	$ 138.64
15.00	COOPER INDUSTRIES PLC	Long-Term	10/08/09	02/01/11	$ 935.16	$ 584.97	$ 350.19
1.00	ALCON INC	Long-Term	01/19/10	01/31/11	$ 163.27	$ 153.68	$ 9.59
4.00	TIME WARNER CABLE	Long-Term	04/14/09	01/28/11	$ 272.58	$ 110.90	$ 161.68
1.00	TIME WARNER CABLE	Long-Term	01/15/09	01/28/11	$ 68.15	$ 30.60	$ 37.55
2.00	GOOGLE INC-CL A	Long-Term	01/11/07	01/24/11	$ 1,217.47	$ 1,001.08	$ 216.39
3 00	FREEPORT-MCMORAN COPPER	Long-Term	10/09/09	01/20/11	$ 328 31	$ 220 94	$ 107.37
20.00	EMC CORP/MASS	Long-Term	08/10/09	01/19/11	$ 483.56	$ 301.57	$ 181.99
15.00	EMC CORP/MASS	Long-Term	08/06/09	01/19/11	$ 362.67	$ 226.50	$ 136.17
5.00	ALCON INC	Long-Term	11/27/09	01/14/11	$ 815.65	$ 732.50	$ 83.15
5.00	GILEAD SCIENCES INC	Long-Term	11/10/09	01/14/11	$ 190.13	$ 233.30	$ (43.17)
20.00	MICROSOFT CORP	Long-Term	10/29/09	01/14/11	$ 559.41	$ 563.36	$ (3.95)
5.00	GILEAD SCIENCES INC	Long-Term	06/18/09	01/14/11	$ 190.14	$ 228.80	$ (38.66)
5.00	GILEAD SCIENCES INC	Long-Term	03/31/09	01/14/11	$ 190.13	$ 228.67	$ (38.54)
1.00	SCHLUMBERGER LTD	Long-Term	10/09/08	01/11/11	$ 81.81	$ 67.15	$ 14.66
9.00	SCHLUMBERGER LTD	Long-Term	10/29/07	01/11/11	$ 736.27	$ 899.65	$ (163.38)
1.00	ALCON INC	Long-Term	11/27/09	01/10/11	$ 162.35	$ 146.50	$ 15.85
2.00	ALCON INC	Long-Term	09/29/09	01/10/11	$ 324.71	$ 280.82	$ 43.89
2.00	ALCON INC	Long-Term	09/29/09	01/06/11	$ 326.32	$ 280.82	$ 45.50
2.00	ALCON INC	Long-Term	09/03/09	01/06/11	$ 326.32	$ 259.41	$ 66.91
25.00	PFIZER INC	Long-Term	05/16/07	01/05/11	$ 450.07	$ 682.41	$ (232.34)
0.00	HUNTINGTON INGALLS INDUST-WI	Cash in Lieu	01/01/01	04/18/11	$ 18.99	$ -	$ 18.99
	TOTAL LONG TERM				**$ 143,652.73**	**$ 129,540.73**	**$ 14,112.00**
	Total				**$ 305,190.73**	**$ 289,921.38**	**$ 15,269.35**

(1)Cash in Lieu Cash representing the value of fractional stock shares, generally paid out as the result of corporate mergers

BERNSTEIN
Global Wealth Management

Account: THORNEY POINT FOUNDATION
As of December 30, 2011

Quantity	Holding	Total Cost	Market Value
10.	ACCENTURE PLC-CL A	$ 562	$ 532
10.	ACCENTURE PLC-CL A	$ 515	$ 532
10.	ACCENTURE PLC-CL A	$ 525	$ 532
5.	ALLERGAN INC	$ 353	$ 439
5.	ALLERGAN INC	$ 347	$ 439
5.	ALLERGAN INC	$ 369	$ 439
5.	ALLERGAN INC	$ 370	$ 439
6.	ALLERGAN INC	$ 426	$ 526
8.	ALLERGAN INC	$ 560	$ 702
6.	ALLERGAN INC	$ 410	$ 526
75.	ALTRIA GROUP INC	$ 1,857	$ 2,224
25.	ALTRIA GROUP INC	$ 599	$ 741
2.	AMAZON.COM INC	$ 376	$ 346
3.	AMAZON.COM INC	$ 497	$ 519
3.	AMAZON.COM INC	$ 512	$ 519
5.	AMAZON.COM INC	$ 614	$ 866
3.	AMAZON.COM INC	$ 362	$ 519
3.	AMAZON.COM INC	$ 228	$ 519
7.	ANADARKO PETROLEUM CORP	$ 573	$ 534
2.	ANADARKO PETROLEUM CORP	$ 155	$ 153
11.	ANADARKO PETROLEUM CORP	$ 806	$ 840
11.	ANADARKO PETROLEUM CORP	$ 830	$ 840
30.	APOLLO GROUP INC-CL A	$ 1,502	$ 1,616
1.	APPLE INC	$ 390	$ 405
15.	APPLE INC	$ 3,869	$ 6,075
6.	APPLE INC	$ 747	$ 2,430
5.	APPLE INC	$ 860	$ 2,025
3.	APPLE INC	$ 569	$ 1,215
100.	APPLIED MATERIALS INC	$ 1,054	$ 1,071
35.	APPLIED MATERIALS INC	$ 420	$ 375
70.	APPLIED MATERIALS INC	$ 805	$ 750
70.	APPLIED MATERIALS INC	$ 871	$ 750
10.	ASTRAZENECA PLC-SPONS ADR	$ 430	$ 463
10.	ASTRAZENECA PLC-SPONS ADR	$ 497	$ 463
35.	ASTRAZENECA PLC-SPONS ADR	$ 1,657	$ 1,620
35.	ASTRAZENECA PLC-SPONS ADR	$ 1,491	$ 1,620
35.	ASTRAZENECA PLC-SPONS ADR	$ 1,514	$ 1,620
25.	AT&T INC	$ 732	$ 756
30.	AT&T INC	$ 912	$ 907
38.447	BERNSTEIN EMERGING MARKETS PORTFOLIO	$ 919	$ 932
7.193	BERNSTEIN EMERGING MARKETS PORTFOLIO	$ 236	$ 174
284.834	BERNSTEIN EMERGING MARKETS PORTFOLIO	$ 8,850	$ 6,902
4.86	BERNSTEIN EMERGING MARKETS PORTFOLIO	$ 137	$ 118

BERNSTEIN
Global Wealth Management

Account: THORNEY POINT FOUNDATION
As of December 30, 2011

Quantity	Holding	Total Cost	Market Value
79.32	BERNSTEIN EMERGING MARKETS PORTFOLIO	$ 1,168	$ 1,922
402.187	BERNSTEIN EMERGING MARKETS PORTFOLIO	$ 14,775	$ 9,745
530.917	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 7,359	$ 7,359
115.523	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 1,600	$ 1,601
127.18	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 1,750	$ 1,763
175.31	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 2,400	$ 2,430
116.533	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 1,600	$ 1,615
232.389	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 3,200	$ 3,221
262.009	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 3,600	$ 3,631
253.366	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 3,479	$ 3,512
9,497.784	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 128,600	$ 131,639
174.591	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 2,350	$ 2,420
227.103	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 3,050	$ 3,148
116.018	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 1,550	$ 1,608
82.707	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 1,100	$ 1,146
90.158	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 1,200	$ 1,250
113.723	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 1,500	$ 1,576
355.791	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 4,700	$ 4,931
125.19	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 1,650	$ 1,735
151.515	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 1,950	$ 2,100
114.566	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 1,400	$ 1,588
95.674	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 1,150	$ 1,326
109.152	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 1,300	$ 1,513
152.542	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 1,800	$ 2,114

BERNSTEIN
Global Wealth Management

Account: THORNEY POINT FOUNDATION
As of December 30, 2011

Quantity	Holding	Total Cost	Market Value
84.89	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 1,000	$ 1,177
103.093	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 1,200	$ 1,429
297.825	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 3,413	$ 4,128
235.158	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 3,050	$ 3,259
179.252	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 2,350	$ 2,484
168.324	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 2,200	$ 2,333
254.237	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 3,300	$ 3,524
1,004.619	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 13,050	$ 13,924
511.45	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 6,700	$ 7,089
5,018.999	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$ 66,050	$ 69,563
108.488	BERNSTEIN INTERNATIONAL PORTFOLIO	$ 1,700	$ 1,346
175.439	BERNSTEIN INTERNATIONAL PORTFOLIO	$ 2,800	$ 2,177
2,753.485	BERNSTEIN INTERNATIONAL PORTFOLIO	$ 43,450	$ 34,171
129.552	BERNSTEIN INTERNATIONAL PORTFOLIO	$ 1,850	$ 1,608
654.966	BERNSTEIN INTERNATIONAL PORTFOLIO	$ 7,650	$ 8,128
1,218.764	BERNSTEIN INTERNATIONAL PORTFOLIO	$ 30,786	$ 15,125
1,165.859	BERNSTEIN INTERNATIONAL PORTFOLIO	$ 29,904	$ 14,468
105.684	BERNSTEIN INTERNATIONAL PORTFOLIO	$ 2,489	$ 1,312
1,397.909	BERNSTEIN INTERNATIONAL PORTFOLIO	$ 28,587	$ 17,348
6.	BOEING CO	$ 388	$ 440
7.	BOEING CO	$ 454	$ 513
10.	BOEING CO	$ 662	$ 734
7.	BOEING CO	$ 450	$ 513
10.	BORGWARNER INC	$ 698	$ 637
5.	BORGWARNER INC	$ 379	$ 319
7.	BORGWARNER INC	$ 533	$ 446
6.	BORGWARNER INC	$ 461	$ 382
10.	BP PLC-SPONS ADR	$ 401	$ 427
15.	BP PLC-SPONS ADR	$ 673	$ 641

BERNSTEIN
Global Wealth Management

Account: THORNEY POINT FOUNDATION
As of December 30, 2011

Quantity	Holding	Total Cost	Market Value
20.	BP PLC-SPONS ADR	$ 765	$ 855
15.	BP PLC-SPONS ADR	$ 548	$ 641
45.	BP PLC-SPONS ADR	$ 1,704	$ 1,923
20.	BP PLC-SPONS ADR	$ 712	$ 855
25.	BP PLC-SPONS ADR	$ 998	$ 1,069
15.	BROADCOM CORP-CL A	$ 517	$ 440
10.	BROADCOM CORP-CL A	$ 409	$ 294
10.	BROADCOM CORP-CL A	$ 423	$ 294
10.	BROADCOM CORP-CL A	$ 340	$ 294
30.	BROADCOM CORP-CL A	$ 1,071	$ 881
10.	BROADCOM CORP-CL A	$ 339	$ 294
15.	BROADCOM CORP-CL A	$ 414	$ 440
6,568.8	CASH	$ 6,569	$ 6,569
35.	CBRE GROUP INC	$ 483	$ 533
30.	CBRE GROUP INC	$ 429	$ 457
35.	CBRE GROUP INC	$ 750	$ 533
10.	CELGENE CORP	$ 596	$ 676
8.	CELGENE CORP	$ 461	$ 541
40.	CENTERPOINT ENERGY INC	$ 852	$ 804
15.	CENTURYLINK INC	$ 492	$ 558
15.	CENTURYLINK INC	$ 484	$ 558
20.	CENTURYLINK INC	$ 685	$ 744
35.	CENTURYLINK INC	$ 1,178	$ 1,302
20.	CENTURYLINK INC	$ 822	$ 744
15.	CENTURYLINK INC	$ 591	$ 558
25.	CENTURYLINK INC	$ 971	$ 930
65.	CISCO SYSTEMS INC	$ 1,183	$ 1,175
55.	CIT GROUP INC	$ 1,739	$ 1,918
35.	CITIGROUP INC	$ 1,091	$ 921
15.	CITIGROUP INC	$ 596	$ 395
20.	CITIGROUP INC	$ 820	$ 526
20.	CITIGROUP INC	$ 829	$ 526
15.	CITIGROUP INC	$ 619	$ 395
25.	CITIGROUP INC	$ 1,142	$ 658
12.	CITIGROUP INC	$ 559	$ 316
10.	CITIGROUP INC	$ 458	$ 263
18.	CITIGROUP INC	$ 785	$ 474
38.	CITIGROUP INC	$ 1,782	$ 1,000
17.	CITIGROUP INC	$ 810	$ 447
10.	CITRIX SYSTEMS INC	$ 787	$ 607
5.	CITRIX SYSTEMS INC	$ 436	$ 304
5.	CITRIX SYSTEMS INC	$ 333	$ 304
10.	CITRIX SYSTEMS INC	$ 704	$ 607
12.	CITRIX SYSTEMS INC	$ 771	$ 729
25.	CMS ENERGY CORP	$ 527	$ 552
45.	CMS ENERGY CORP	$ 858	$ 994
20.	COMCAST CORP-CL A	$ 470	$ 474
62.	COMCAST CORP-CL A	$ 1,524	$ 1,470

BERNSTEIN
Global Wealth Management

Account: THORNEY POINT FOUNDATION
As of December 30, 2011

Quantity	Holding	Total Cost	Market Value
35.	COMCAST CORP-CL A	$ 884	$ 830
3.	COMCAST CORP-CL A	$ 61	$ 71
27.	COMCAST CORP-CL A	$ 508	$ 640
8.	COMCAST CORP-CL A	$ 137	$ 190
15.	CONOCOPHILLIPS	$ 960	$ 1,093
7.	CONOCOPHILLIPS	$ 528	$ 510
25.	CONSTELLATION BRANDS INC-A	$ 431	$ 517
20.	CONSTELLATION BRANDS INC-A	$ 301	$ 413
15.	CONSTELLATION BRANDS INC-A	$ 261	$ 310
15.	CONSTELLATION BRANDS INC-A	$ 212	$ 310
45.	CORNING INC	$ 641	$ 584
35.	CORNING INC	$ 709	$ 454
40.	CORNING INC	$ 711	$ 519
20.	CORNING INC	$ 369	$ 260
10.	COVIDIEN PLC	$ 461	$ 450
10.	COVIDIEN PLC	$ 453	$ 450
15.	COVIDIEN PLC	$ 681	$ 675
10.	COVIDIEN PLC	$ 482	$ 450
9.	COVIDIEN PLC	$ 455	$ 405
16.	COVIDIEN PLC	$ 911	$ 720
10.	DANAHER CORP	$ 521	$ 470
15.	DANAHER CORP	$ 642	$ 706
40.	DANAHER CORP	$ 1,627	$ 1,882
10.	DANAHER CORP	$ 342	$ 470
16.	DANAHER CORP	$ 543	$ 753
8.	DANAHER CORP	$ 255	$ 376
1.	DANAHER CORP	$ 27	$ 47
35.	DELL INC	$ 496	$ 512
5.	DELL INC	$ 68	$ 73
50.	DELTA AIR LINES INC	$ 412	$ 405
50.	DELTA AIR LINES INC	$ 526	$ 405
5.	DEVON ENERGY CORPORATION	$ 422	$ 310
15.	DEVON ENERGY CORPORATION	$ 1,324	$ 930
10.	DIRECTV-CLASS A	$ 492	$ 428
10.	DIRECTV-CLASS A	$ 426	$ 428
10.	DOLLAR GENERAL CORP	$ 390	$ 411
10.	DOLLAR GENERAL CORP	$ 363	$ 411
20.	DOLLAR GENERAL CORP	$ 694	$ 823
19.	DOW CHEMICAL	$ 421	$ 546
6.	DOW CHEMICAL	$ 210	$ 173
15.	DOW CHEMICAL	$ 363	$ 431
15.	DOW CHEMICAL	$ 376	$ 431
15.	DOW CHEMICAL	$ 384	$ 431
15.	DTE ENERGY COMPANY	$ 730	$ 817
10.	DTE ENERGY COMPANY	$ 477	$ 545
10.	DTE ENERGY COMPANY	$ 480	$ 545
15.	EMC CORP/MASS	$ 406	$ 323
25.	EMC CORP/MASS	$ 486	$ 539

Bernstein Global Wealth Management

Account: THORNEY POINT FOUNDATION
As of December 30, 2011

Quantity	Holding	Total Cost		Market Value	
70.	EMC CORP/MASS	$	1,356	$	1,508
20.	EMC CORP/MASS	$	372	$	431
15.	EMC CORP/MASS	$	271	$	323
15.	EMC CORP/MASS	$	259	$	323
5.	EOG RESOURCES INC	$	533	$	493
8.	EOG RESOURCES INC	$	807	$	788
5.	EOG RESOURCES INC	$	452	$	493
10.	EOG RESOURCES INC	$	896	$	985
7.	EOG RESOURCES INC	$	771	$	690
7.	ESTEE LAUDER COMPANIES-CL A	$	626	$	786
10.	EXPRESS SCRIPTS INC	$	601	$	447
15.	EXPRESS SCRIPTS INC	$	834	$	670
10.	EXPRESS SCRIPTS INC	$	543	$	447
8.	EXPRESS SCRIPTS INC	$	391	$	358
12.	EXPRESS SCRIPTS INC	$	625	$	536
6.	FLOWSERVE CORPORATION	$	732	$	596
4.	FLOWSERVE CORPORATION	$	507	$	397
4.	FLOWSERVE CORPORATION	$	540	$	397
3.	FLOWSERVE CORPORATION	$	364	$	298
3.	FLOWSERVE CORPORATION	$	376	$	298
3.	FLOWSERVE CORPORATION	$	351	$	298
7.	FLOWSERVE CORPORATION	$	811	$	695
10.	FMC TECHNOLOGIES INC	$	429	$	522
15.	FMC TECHNOLOGIES INC	$	666	$	783
10.	FMC TECHNOLOGIES INC	$	453	$	522
20.	FMC TECHNOLOGIES INC	$	889	$	1,045
40.	FORD MOTOR CO	$	681	$	430
15.	FORD MOTOR CO	$	209	$	161
35.	GAMESTOP CORP	$	910	$	845
45.	GANNETT CO	$	469	$	602
40.	GANNETT CO	$	407	$	535
40.	GANNETT CO	$	418	$	535
65.	GANNETT CO	$	862	$	869
25.	GENERAL ELECTRIC CO	$	481	$	448
45.	GENERAL ELECTRIC CO	$	821	$	806
35.	GENERAL ELECTRIC CO	$	686	$	627
10.	GENERAL MILLS INC	$	405	$	404
15.	GENERAL MILLS INC	$	592	$	606
20.	GENERAL MILLS INC	$	780	$	808
10.	GENERAL MILLS INC	$	368	$	404
15.	GENERAL MILLS INC	$	545	$	606
20.	GENERAL MILLS INC	$	797	$	808
55.	GENERAL MOTORS CO	$	1,263	$	1,115
20.	GENERAL MOTORS CO	$	454	$	405
25.	GENERAL MOTORS CO	$	567	$	507
15.	GENERAL MOTORS CO	$	435	$	304
35.	GENERAL MOTORS CO	$	1,016	$	709
25.	GENERAL MOTORS CO	$	850	$	507

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Account: THORNEY POINT FOUNDATION
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Quantity	Holding	Total Cost	Market Value
15.	GILEAD SCIENCES INC	$ 563	$ 614
35.	GILEAD SCIENCES INC	$ 1,299	$ 1,433
15.	GILEAD SCIENCES INC	$ 642	$ 614
10.	GILEAD SCIENCES INC	$ 409	$ 409
5.	GOLDMAN SACHS GROUP INC	$ 817	$ 452
7.	GOLDMAN SACHS GROUP INC	$ 1,063	$ 633
3.	GOLDMAN SACHS GROUP INC	$ 456	$ 271
6.	GOODRICH CORP	$ 524	$ 742
5.	GOODRICH CORP	$ 360	$ 619
1.	GOOGLE INC-CL A	$ 575	$ 646
1.	GOOGLE INC-CL A	$ 581	$ 646
1.	GOOGLE INC-CL A	$ 564	$ 646
5.	GOOGLE INC-CL A	$ 2,738	$ 3,230
1.	GOOGLE INC-CL A	$ 543	$ 646
1.	GOOGLE INC-CL A	$ 298	$ 646
4.	GOOGLE INC-CL A	$ 1,376	$ 2,584
15.	HARLEY DAVIDSON INC	$ 584	$ 583
20.	HARLEY DAVIDSON INC	$ 743	$ 777
60.	HEALTH NET INC	$ 1,696	$ 1,825
13.	HERSHEY CO/THE	$ 771	$ 803
40.	HEWLETT-PACKARD CO	$ 1,062	$ 1,030
40.	HEWLETT-PACKARD CO	$ 943	$ 1,030
60.	HEWLETT-PACKARD CO	$ 1,955	$ 1,546
10.	HEWLETT-PACKARD CO	$ 412	$ 258
12.	HEWLETT-PACKARD CO	$ 513	$ 309
10.	HEWLETT-PACKARD CO	$ 385	$ 258
15.	HEWLETT-PACKARD CO	$ 680	$ 386
35.	HEWLETT-PACKARD CO	$ 1,618	$ 902
3.	HEWLETT-PACKARD CO	$ 95	$ 77
15.	ILLUMINA INC	$ 397	$ 457
25.	ILLUMINA INC	$ 726	$ 762
35.	INGERSOLL-RAND PLC	$ 1,305	$ 1,066
15.	INTUIT INC	$ 686	$ 789
10.	INTUIT INC	$ 529	$ 526
10.	INTUIT INC	$ 472	$ 526
10.	INTUIT INC	$ 476	$ 526
15.	INTUIT INC	$ 732	$ 789
10.	JOHNSON & JOHNSON	$ 623	$ 656
10.	JOHNSON & JOHNSON	$ 624	$ 656
15.	JOHNSON & JOHNSON	$ 933	$ 984
15.	JOHNSON & JOHNSON	$ 871	$ 984
10.	JOHNSON & JOHNSON	$ 591	$ 656
45.	JOHNSON & JOHNSON	$ 2,670	$ 2,951
5.	JOHNSON & JOHNSON	$ 297	$ 328
15.	JOHNSON CONTROLS INC	$ 556	$ 469
20.	JOHNSON CONTROLS INC	$ 633	$ 625
10.	JOHNSON CONTROLS INC	$ 324	$ 313
10.	JOHNSON CONTROLS INC	$ 274	$ 313

Account: THORNEY POINT FOUNDATION
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Quantity	Holding	Total Cost	Market Value
15.	JOHNSON CONTROLS INC	$ 397	$ 469
15.	JPMORGAN CHASE & CO	$ 531	$ 499
30.	JPMORGAN CHASE & CO	$ 1,252	$ 998
10.	JPMORGAN CHASE & CO	$ 378	$ 333
10.	JPMORGAN CHASE & CO	$ 406	$ 333
30.	JPMORGAN CHASE & CO	$ 1,093	$ 998
10.	JPMORGAN CHASE & CO	$ 384	$ 333
25.	JPMORGAN CHASE & CO	$ 980	$ 831
67.	JPMORGAN CHASE & CO	$ 3,010	$ 2,228
20.	KROGER CO	$ 473	$ 484
145.	KROGER CO	$ 3,341	$ 3,512
15.	LAM RESEARCH CORP	$ 539	$ 555
20.	LAM RESEARCH CORP	$ 960	$ 740
10.	LAS VEGAS SANDS CORP	$ 430	$ 427
10.	LEAR CORP	$ 447	$ 398
19.	LEAR CORP	$ 934	$ 756
16.	LEAR CORP	$ 608	$ 637
10.	LIMITED BRANDS INC	$ 398	$ 404
15.	LIMITED BRANDS INC	$ 607	$ 605
15.	LIMITED BRANDS INC	$ 475	$ 605
15.	LIMITED BRANDS INC	$ 430	$ 605
5.	LORILLARD INC	$ 568	$ 570
9.	LORILLARD INC	$ 1,012	$ 1,026
8.	LORILLARD INC	$ 806	$ 912
8.	LORILLARD INC	$ 790	$ 912
15.	LOWE'S COS INC	$ 397	$ 381
20.	LOWE'S COS INC	$ 508	$ 508
15.	LOWE'S COS INC	$ 390	$ 381
20.	LYONDELLBASELL INDU-CL A	$ 488	$ 650
15.	LYONDELLBASELL INDU-CL A	$ 432	$ 487
15.	LYONDELLBASELL INDU-CL A	$ 594	$ 487
30.	LYONDELLBASELL INDU-CL A	$ 1,170	$ 975
20.	MARATHON OIL CORP	$ 440	$ 585
25.	MARATHON OIL CORP	$ 730	$ 732
15.	MARATHON OIL CORP	$ 289	$ 439
20.	MARATHON OIL CORP	$ 380	$ 585
10.	MARATHON OIL CORP	$ 189	$ 293
50.	MARATHON OIL CORP	$ 949	$ 1,464
15.	MARATHON PETROLEUM CORP	$ 409	$ 499
15.	MARATHON PETROLEUM CORP	$ 465	$ 499
20.	MARATHON PETROLEUM CORP	$ 661	$ 666
30.	MARATHON PETROLEUM CORP	$ 1,282	$ 999
12.	MARATHON PETROLEUM CORP	$ 472	$ 399
8.	MARATHON PETROLEUM CORP	$ 187	$ 266
40.	MARVELL TECHNOLOGY GROUP LT	$ 564	$ 554
30.	MARVELL TECHNOLOGY GROUP LT	$ 404	$ 416

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Global Wealth Management

Account: THORNEY POINT FOUNDATION
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Quantity	Holding	Total Cost	Market Value
25.	MARVELL TECHNOLOGY GROUP LT	$ 375	$ 346
55.	MARVELL TECHNOLOGY GROUP LT	$ 1,047	$ 762
50.	MARVELL TECHNOLOGY GROUP LT	$ 940	$ 693
20.	MCGRAW HILL COS INC	$ 831	$ 899
15.	METLIFE INC	$ 416	$ 468
15.	METLIFE INC	$ 490	$ 468
10.	METLIFE INC	$ 427	$ 312
10.	METLIFE INC	$ 447	$ 312
165.	MGM RESORTS INTERNATIONAL	$ 1,612	$ 1,721
160.	MICRON TECHNOLOGY INC	$ 859	$ 1,006
140.	MICRON TECHNOLOGY INC	$ 780	$ 881
10	MONSANTO CO	$ 632	$ 701
10.	MONSANTO CO	$ 672	$ 701
10.	MONSANTO CO	$ 700	$ 701
5.	MONSANTO CO	$ 331	$ 350
5.	MONSANTO CO	$ 355	$ 350
5.	MONSANTO CO	$ 370	$ 350
11.	MONSANTO CO	$ 829	$ 771
4.	MONSANTO CO	$ 221	$ 280
25.	MOODY'S CORP	$ 890	$ 842
25.	MOODY'S CORP	$ 836	$ 842
50.	MORGAN STANLEY	$ 838	$ 757
100.	MORGAN STANLEY	$ 1,654	$ 1,513
75.	NEWELL RUBBERMAID INC	$ 1,125	$ 1,211
5.	NOBLE ENERGY INC	$ 476	$ 472
5.	NOBLE ENERGY INC	$ 438	$ 472
5.	NOBLE ENERGY INC	$ 465	$ 472
5.	NOBLE ENERGY INC	$ 367	$ 472
10.	NOBLE ENERGY INC	$ 671	$ 944
15.	NOBLE ENERGY INC	$ 1,169	$ 1,416
5.	NORTHROP GRUMMAN CORP	$ 293	$ 292
15.	NORTHROP GRUMMAN CORP	$ 865	$ 877
10.	NORTHROP GRUMMAN CORP	$ 551	$ 585
50.	NV ENERGY INC	$ 708	$ 818
55.	NV ENERGY INC	$ 805	$ 899
1.	NVR INC	$ 487	$ 686
15.	ORACLE CORP	$ 452	$ 385
15.	ORACLE CORP	$ 471	$ 385
15.	ORACLE CORP	$ 490	$ 385
20.	ORACLE CORP	$ 639	$ 513
45.	ORACLE CORP	$ 1,312	$ 1,154
15.	ORACLE CORP	$ 430	$ 385
15.	ORACLE CORP	$ 443	$ 385
20.	ORACLE CORP	$ 543	$ 513
20.	ORACLE CORP	$ 547	$ 513

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Quantity	Holding	Total Cost	Market Value
7.	PEPSICO INC	$ 446	$ 464
8.	PEPSICO INC	$ 496	$ 531
5.	PERRIGO INC	$ 448	$ 487
9.	PERRIGO INC	$ 803	$ 876
25.	PFIZER INC	$ 444	$ 541
25.	PFIZER INC	$ 491	$ 541
25.	PFIZER INC	$ 511	$ 541
75.	PFIZER INC	$ 1,186	$ 1,623
50.	PFIZER INC	$ 813	$ 1,082
75.	PFIZER INC	$ 1,275	$ 1,623
25.	PFIZER INC	$ 396	$ 541
25.	PFIZER INC	$ 365	$ 541
100.	PFIZER INC	$ 2,560	$ 2,164
25.	PFIZER INC	$ 682	$ 541
10.	POTASH CORP OF SASKATCHEWAN	$ 467	$ 413
20.	POTASH CORP OF SASKATCHEWAN	$ 1,065	$ 826
8.	POTASH CORP OF SASKATCHEWAN	$ 449	$ 330
9.	POTASH CORP OF SASKATCHEWAN	$ 421	$ 372
3.	POTASH CORP OF SASKATCHEWAN	$ 139	$ 124
3.	PRECISION CASTPARTS CORP	$ 459	$ 494
3.	PRECISION CASTPARTS CORP	$ 498	$ 494
4.	PRECISION CASTPARTS CORP	$ 614	$ 659
4.	PRECISION CASTPARTS CORP	$ 605	$ 659
3.	PRECISION CASTPARTS CORP	$ 465	$ 494
3.	PRECISION CASTPARTS CORP	$ 460	$ 494
10.	PROCTER & GAMBLE CO	$ 640	$ 667
9.	PVH CORP	$ 603	$ 634
12.	PVH CORP	$ 802	$ 846
10.	QUALCOMM INC	$ 533	$ 547
15.	QUALCOMM INC	$ 755	$ 821
10.	QUALCOMM INC	$ 564	$ 547
10.	QUALCOMM INC	$ 534	$ 547
10.	QUALCOMM INC	$ 528	$ 547
10.	QUALCOMM INC	$ 517	$ 547
10.	QUALCOMM INC	$ 596	$ 547
7.	QUALCOMM INC	$ 411	$ 383
7.	QUALCOMM INC	$ 395	$ 383
16.	QUALCOMM INC	$ 880	$ 875
7.	ROCKWELL AUTOMATION INC	$ 498	$ 514
5.	ROCKWELL AUTOMATION INC	$ 461	$ 367
7.	ROCKWELL AUTOMATION INC	$ 620	$ 514
11.	ROCKWELL AUTOMATION INC	$ 823	$ 807
4.	SALESFORCE.COM INC	$ 473	$ 406

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Quantity	Holding	Total Cost	Market Value
10.	SCHLUMBERGER LTD	$ 683	$ 683
5.	SCHLUMBERGER LTD	$ 441	$ 342
6.	SCHLUMBERGER LTD	$ 348	$ 410
40.	SCHLUMBERGER LTD	$ 2,671	$ 2,732
5.	SCHLUMBERGER LTD	$ 317	$ 342
10.	SCHLUMBERGER LTD	$ 641	$ 683
9.	SCHLUMBERGER LTD	$ 337	$ 615
55.	SEAGATE TECHNOLOGY	$ 855	$ 902
20.	STARBUCKS CORP	$ 703	$ 920
15.	STARBUCKS CORP	$ 463	$ 690
30.	STARBUCKS CORP	$ 864	$ 1,380
15.	THE WALT DISNEY CO.	$ 546	$ 563
15.	THE WALT DISNEY CO.	$ 446	$ 563
20.	THE WALT DISNEY CO.	$ 668	$ 750
20.	THE WALT DISNEY CO.	$ 788	$ 750
10.	THE WALT DISNEY CO.	$ 369	$ 375
15.	THE WALT DISNEY CO.	$ 501	$ 563
15.	THE WALT DISNEY CO.	$ 529	$ 563
10.	TIME WARNER CABLE	$ 592	$ 636
25.	TIME WARNER CABLE	$ 1,312	$ 1,589
10.	TIME WARNER CABLE	$ 349	$ 636
5.	TIME WARNER CABLE	$ 155	$ 318
20.	TRANSOCEAN LTD	$ 902	$ 768
8.	TRANSOCEAN LTD	$ 398	$ 307
10.	TRANSOCEAN LTD	$ 519	$ 384
15.	TRANSOCEAN LTD	$ 905	$ 576
12.	TRANSOCEAN LTD	$ 728	$ 461
10.	TRAVELERS COS INC/THE	$ 480	$ 592
10.	TRAVELERS COS INC/THE	$ 593	$ 592
15.	TRAVELERS COS INC/THE	$ 756	$ 888
5.	TRAVELERS COS INC/THE	$ 264	$ 296
15.	TRW AUTOMOTIVE HOLDINGS CORP	$ 662	$ 489
10.	TRW AUTOMOTIVE HOLDINGS CORP	$ 415	$ 326
15.	TRW AUTOMOTIVE HOLDINGS CORP	$ 806	$ 489
25.	TYSON FOODS INC-CL A	$ 460	$ 516
25.	TYSON FOODS INC-CL A	$ 464	$ 516
45.	TYSON FOODS INC-CL A	$ 897	$ 929
5.	UNITED PARCEL SERVICE-CL B	$ 369	$ 366
15.	UNITED PARCEL SERVICE-CL B	$ 1,042	$ 1,098
10.	UNITED PARCEL SERVICE-CL B	$ 675	$ 732
5.	UNITED PARCEL SERVICE-CL B	$ 345	$ 366
16.	UNITED PARCEL SERVICE-CL B	$ 1,089	$ 1,171
14.	UNITED PARCEL SERVICE-CL B	$ 904	$ 1,025
15.	UNITEDHEALTH GROUP INC	$ 730	$ 760
20.	UNITEDHEALTH GROUP INC	$ 853	$ 1,014

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Quantity	Holding	Total Cost	Market Value
25.	UNITEDHEALTH GROUP INC	$ 1,066	$ 1,267
10.	UNITEDHEALTH GROUP INC	$ 505	$ 507
10.	UNITEDHEALTH GROUP INC	$ 517	$ 507
4.	VF CORP	$ 483	$ 508
8.	VF CORP	$ 936	$ 1,016
10.	VIACOM INC-CLASS B	$ 487	$ 454
10.	VIACOM INC-CLASS B	$ 485	$ 454
15.	VIACOM INC-CLASS B	$ 753	$ 681
35.	VIACOM INC-CLASS B	$ 1,329	$ 1,589
16.	VISA INC - CLASS A SHRS	$ 1,370	$ 1,624
10.	WELLPOINT INC	$ 616	$ 663
10.	WELLPOINT INC	$ 761	$ 663
10.	WELLPOINT INC	$ 762	$ 663
15.	WELLPOINT INC	$ 1,095	$ 994
11.	WELLPOINT INC	$ 761	$ 729
14.	WELLPOINT INC	$ 950	$ 928
20.	WELLS FARGO & COMPANY	$ 503	$ 551
15.	WELLS FARGO & COMPANY	$ 409	$ 413
10.	WELLS FARGO & COMPANY	$ 326	$ 276
	TOTAL:	**$ 759,189**	**$ 717,808**

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
REFUND	$ 6,567.		
TOTAL	$ 6,567.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	$ 3,408.	$ 3,408.		
TOTAL	$ 3,408.	$ 3,408.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BERNSTEIN INVESTMENT ADVISOR FEES	$ 2,871.	$ 2,871.		
TOTAL	$ 2,871.	$ 2,871.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	$ 433.	$ 433.		
TOTAL	$ 433.	$ 433.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SANFORD BERNSTEIN INVESTMENTS	COST	$ 759,189.	$ 717,808.
	TOTAL	$ 759,189.	$ 717,808.

STATEMENT 6
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

BOOK ADJUSTMENT OF ASSETS TO FMV	$ 45,494.
TOTAL	$ 45,494.

STATEMENT 7
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
ST ALBAN'S SCHOOL 3000 WISCONSIN AVE NW WASHINGTON, DC 20016	N/A		SCHOLARSHIP FUNDING & GENERAL SUPPORT	$ 1,400.
ST PAUL'S CHURCH 228 S PITT ST ALEXANDRIA, VA 22314	N/A		GENERAL SUPPORT	2,250.
PARTNERS IN MINISTRY, SWARTHMORE COLLEGE 500 COLLEGE AVENUE SWARTHMORE, PA 19081	N/A		GENERAL SUPPORT	500.
ST THERESA CATHOLIC CHURCH 1401 LYONS AVENUE SOUTH LAKE TAHOE, CA 96150	N/A		GENERAL SUPPORT	2,600.
DUKE UNIVERSITY 2127 CAMPUS DRIVE DURHAM, NC 27708	N/A		GENERAL SUPPORT	1,000.
LAKE TAHOE COMMUNITY PRESBYTERIAN CHURCH 2733 LAKE TAHOE BLVD SOUTH LAKE TAHOE, CA 96150	N/A		GENERAL SUPPORT	500.
NATIONAL CATHEDRAL SCHOOL MOUNT SAINT ALBAN WASHINGTON, DC 20016	N/A		SCHOLARSHIP FUNDING	2,000.

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
ALEXANDRIA HOSPITAL FNDN 4320 SEMINARY RD ALEXANDRIA, VA 22304	N/A		GENERAL SUPPORT	$ 1,000.
NELSON COUNTY ANIMAL SHELTER 27 STAGEBRIDGE RD LOVINGSTON, VA 22949	N/A		GENERAL SUPPORT	750.
ST STEPHEN'S & ST AGNES SCHOOL 4401 W. BRADDOCK ROAD ALEXANDRIA, VA 22304	N/A		GENERAL SUPPORT	500.
OUR LADE OF TAHOE CHURCH PO BOX 115 ZEPHYR COVE, NV 89448	N/A		GENERAL SUPPORT	500.
CATHEDRAL OF ST. THOMAS AQUINIAS 310 WEST 2ND STREET RENO, NV 89503	N/A		GENERAL SUPPORT	500.
ALEXANDRIA SYMPHONY ORCHESTRA 2121 EISENHOWER AVENUE, #608 ALEXANDRIA, VA 22314	N/A		GENERAL SUPPORT	23,000.
ART LEAGUE OF ALEXANDRIA 105 N. UNION STREET ALEXANDRIA, VA 22314	N/A		GENERAL SUPPORT	350.
ANIMAL WELFARE LEAGUE 4101 EISENHOWER AVENUE ALEXANDRIA, VA 22304	N/A		GENERAL SUPPORT	150.
			TOTAL	$ 37,000.