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Form **990-PF**

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

OMB No 1545-0052

**2011**

Department of the Treasury  
 Internal Revenue Service

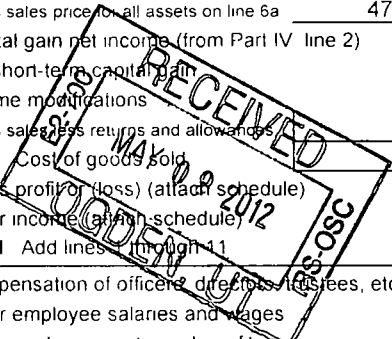
**Note** The foundation may be able to use a copy of this return to satisfy state reporting requirements

**2012** For calendar year 2011 or tax year beginning , and ending

Name of foundation <b>CAIN, CLEMENT CHARITABLE FDN</b>		<b>A</b> Employer identification number 93-6270973
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N A - PO Box 53456 MAC S4101-22G		<b>B</b> Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Phoenix AZ 85072-3456		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1</b> Foreign organizations check here <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 874,201		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments	0	0		
	<b>4</b> Dividends and interest from securities	30,050	29,685		
	<b>5 a</b> Gross rents		0		
	<b>b</b> Net rental income or (loss)	0			
	<b>6 a</b> Net gain or (loss) from sale of assets not on line 10	13,844			
	<b>b</b> Gross sales price for all assets on line 6a	476,476			
	<b>7</b> Capital gain net income (from Part IV, line 2)		13,844		
	<b>8</b> Net short-term capital gain			0	
	<b>9</b> Income modifications				
	<b>10 a</b> Gross sales less returns and allowances	0			
<b>b</b> Less: Cost of goods sold	0				
<b>c</b> Gross profit or (loss) (attach schedule)	0				
<b>11</b> Other income (attach schedule)	0	0		0	
<b>12</b> Total. Add lines 1 through 11	43,894	43,529		0	
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.	11,776	8,832		2,944
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16 a</b> Legal fees (attach schedule)	0	0	0	0
	<b>b</b> Accounting fees (attach schedule)	985	0	0	985
	<b>c</b> Other professional fees (attach schedule)	0	0	0	0
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	997	367	0	0
	<b>19</b> Depreciation (attach schedule) and depletion	0	0	0	
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	111	2	0	109
	<b>24</b> Total operating and administrative expenses. Add lines 13 through 23	13,869	9,201	0	4,038
	<b>25</b> Contributions, gifts, grants paid	24,107			24,107
<b>26</b> Total expenses and disbursements. Add lines 24 and 25	37,976	9,201	0	28,145	
<b>27</b> Subtract line 26 from line 12					
<b>a</b> Excess of revenue over expenses and disbursements	5,918				
<b>b</b> Net investment income (if negative, enter -0-)		34,328			
<b>c</b> Adjusted net income (if negative, enter -0-)			0		

SCANNED MAY 21 2012



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	665	587	587	
	2	Savings and temporary cash investments	29,370	33,294	33,294	
	3	Accounts receivable	0			
		Less allowance for doubtful accounts	0	0	0	
	4	Pledges receivable	0			
		Less allowance for doubtful accounts	0	0	0	
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0	
	7	Other notes and loans receivable (attach schedule)	0			
		Less allowance for doubtful accounts	0	0	0	
	8	Inventories for sale or use	0	0		
	9	Prepaid expenses and deferred charges		0		
	10 a	Investments—U S. and state government obligations (attach schedule)	0	0	0	
	b	Investments—corporate stock (attach schedule)	0	0	0	
	c	Investments—corporate bonds (attach schedule)	0	0	0	
	11	Investments—land, buildings, and equipment basis	0			
	Less accumulated depreciation (attach schedule)	0	0	0		
12	Investments—mortgage loans					
13	Investments—other (attach schedule)	807,909	809,781	840,320		
14	Land, buildings, and equipment basis	0				
	Less accumulated depreciation (attach schedule)	0	0	0		
15	Other assets (describe )	0	0	0		
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	837,944	843,662	874,201		
Liabilities	17	Accounts payable and accrued expenses	0	0		
	18	Grants payable				
	19	Deferred revenue	0	0		
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0		
	21	Mortgages and other notes payable (attach schedule)	0	0		
	22	Other liabilities (describe )	0	0		
23	<b>Total liabilities</b> (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 <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	837,944	843,662		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	<b>Total net assets or fund balances</b> (see instructions)	837,944	843,662			
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	837,944	843,662			

**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	837,944
2	Enter amount from Part I, line 27a	2	5,918
3	Other increases not included in line 2 (itemize) <b>MUTUAL FUND &amp; CTF INCOME ADDITIONS</b>	3	916
4	Add lines 1, 2, and 3	4	844,778
5	Decreases not included in line 2 (itemize) <b>See Attached Statement</b>	5	1,116
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	843,662

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j) if any		
a 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
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	13,844
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	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	34,069	863,118	0.039472
2009	30,786	776,169	0.039664
2008			0.000000
2007			0.000000
2006			0.000000
2 Total of line 1, column (d)			2 0.079136
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 0.039568
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 900,405
5 Multiply line 4 by line 3			5 35,627
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 343
7 Add lines 5 and 6			7 35,970
8 Enter qualifying distributions from Part XII, line 4 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			8 28,145

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

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2). check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	687
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I line 27b		
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
<b>3</b> Add lines 1 and 2	3	687
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
<b>5 Tax based on investment income</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	687
<b>6 Credits/Payments</b>		
<b>a</b> 2011 estimated tax payments and 2010 overpayment credited to 2011	<b>6a</b>	524
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	0
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b> Total credits and payments Add lines 6a through 6d	7	524
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
<b>9 Tax due</b> If the total of lines 5 and 8 is more than line 7 enter <b>amount owed</b>	9	163
<b>10 Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	0
<b>11</b> Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> 0 <b>Refunded</b> <input type="checkbox"/>	11	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> During the tax year did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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</i>		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes" attach a detailed description of the activities</i>		X
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes" has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution or substantial contraction during the year? <i>If "Yes" attach the statement required by General Instruction T</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OR <b>b</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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ PO Box 53456 MAC S4101-22G Phoenix AZ ZIP+4 ▶ 85072-3456			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			<input type="checkbox"/>
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶		Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here  **5b** N/A

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No **N/A**  
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?  Yes  No **6b** X  
If "Yes" to 6b, file Form 8870

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No **7b** N/A

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A PO Box 53456 MAC S4101-22G Phoenix AZ 85	Trustee 4 00	11,776	0	0
.....	00	0	0	0
.....	00	0	0	0
.....	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		0
		0
		0
		0
		0
		0
<b>Total number of others receiving over \$50,000 for professional services</b>		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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	0
<b>Total. Add lines 1 through 3</b>	0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	882,154
<b>b</b>	Average of monthly cash balances	<b>1b</b>	31,963
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	914,117
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	914,117
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	13,712
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	900,405
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	45,020

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	45,020
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	687
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	687
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	44,333
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	44,333
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	44,333

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	28,145
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	28,145
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	28,145

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7				44,333
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			16,167	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006	NONE			
<b>b</b> From 2007	NONE			
<b>c</b> From 2008	NONE			
<b>d</b> From 2009	NONE			
<b>e</b> From 2010	NONE			
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2011 from Part XII line 4 ▶ \$ <u>28,145</u>				
<b>a</b> Applied to 2010 but not more than line 2a			16,167	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)	0			
<b>d</b> Applied to 2011 distributable amount				11,978
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d) the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions		0		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				32,355
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
<b>9</b> Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007	0			
<b>b</b> Excess from 2008	0			
<b>c</b> Excess from 2009	0			
<b>d</b> Excess from 2010	0			
<b>e</b> Excess from 2011	0			

**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)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>b</b> 85% of line 2a	0				0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	0				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X line 6 for each year listed	0				0
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest dividends rents payments on securities loans (section 512(a)(5)) or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> Gross investment income					0

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

**1 Information Regarding Foundation Managers:**

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

NONE

**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
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>				▶ <b>3a</b> 24,107
<b>b</b> Approved for future payment NONE				
<b>Total</b>				▶ <b>3b</b> 0





**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name  
SHRINERS HOSPITALS FOR CHILDREN ATTN CHERIE J GIRARD

Street  
PO BOX 31356

City TAMPA	State FL	Zip Code 33631-3356	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 12,053

Name  
OREGON HEALTH SCIENCE FOUNDATION

Street  
1121 SW SALMON STREET, 2ND FL

City PORTLAND	State OR	Zip Code 97205-2021	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 12,054

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

**CAIN, CLEMENT CHARITABLE FDN**

354320

EIN: 93-6270973

Security Category	Account #	CUSIP	Asset Name	Units	Fed Cost	FMV
Invest - Corp Bonds	354320	36962GXS8	GEN ELEC CAP CORP 5 875% 2/15/12	25000	25208	25151 5
Invest - Corp Bonds	354320	07385TAJ5	BEAR STEARNS & CO 5 700% 11/15/14	25000	25758 5	27188 25
Invest - Corp Bonds	354320	31359MRG0	FED NATL MTG ASSN 4 375% 3/15/13	25000	25208 03	26225
Invest - Corp Bonds	354320	931142BT9	WAL-MART STORES 4 550% 5/01/13	25000	25733	26386 25
Invest - Corp Bonds	354320	38141GDK7	GOLDMAN SACHS GROUP 4 750% 7/15/13	25000	25300 75	25330 75
Invest - Corp Bonds	354320	40428EJQ3	HSBC BK USA NEW YORK 4 625% 4/01/14	25000	25033 25	25544 75
Invest - Corp Stock	354320	001055102	AFLAC INC	42	1858 17	1816 92
Invest - Corp Stock	354320	002824100	ABBOTT LABS	48	2123 93	2699 04
Invest - Corp Stock	354320	008252108	AFFILIATED MANAGERS GROUP, INC COM	26	1732 45	2494 7
Invest - Corp Stock	354320	037411105	APACHE CORP	11	1039 28	996 38
Invest - Corp Stock	354320	037833100	APPLE INC	11	951 9	4455
Invest - Corp Stock	354320	057224107	BAKER HUGHES INC COM	40	2186 16	1945 6
Invest - Corp Stock	354320	097023105	BOEING CO	25	1732 66	1833 75
Invest - Corp Stock	354320	126650100	CVS/CAREMARK CORPORATION	63	1038 07	2569 14
Invest - Corp Stock	354320	14040H105	CAPITAL ONE FINANCIAL CORP	37	1332 11	1564 73
Invest - Corp Stock	354320	17275R102	CISCO SYSTEMS INC	112	1951 46	2024 96
Invest - Corp Stock	354320	25243Q205	DIAGEO PLC - ADR	18	859 64	1573 56
Invest - Corp Stock	354320	254687106	WALT DISNEY CO	60	1765 33	2250
Invest - Corp Stock	354320	268648102	E M C CORP MASS	70	910 2	1507 8
Invest - Corp Stock	354320	375558103	GILEAD SCIENCES INC	33	1288 56	1350 69
Invest - Corp Stock	354320	428236103	HEWLETT PACKARD CO	48	1801 56	1236 48
Invest - Corp Stock	354320	458140100	INTEL CORP	78	1239 23	1891 5
Invest - Corp Stock	354320	478366107	JOHNSON CONTROLS INC	42	1694 47	1312 92
Invest - Corp Stock	354320	594918104	MICROSOFT CORP	57	1212 29	1479.72
Invest - Corp Stock	354320	641069406	NESTLE S A REGISTERED SHARES - ADR	34	1273 27	1962 14
Invest - Corp Stock	354320	66987V109	NOVARTIS AG - ADR	26	1283 48	1486 42
Invest - Corp Stock	354320	68389X105	ORACLE CORPORATION	66	1612 9	1692 9
Invest - Corp Stock	354320	806857108	SCHLUMBERGER LTD	20	1382 64	1366 2
Invest - Corp Stock	354320	872540109	TJX COS INC NEW	31	1647 5	2001 05
Invest - Corp Stock	354320	881624209	TEVA PHARMACEUTICAL INDUSTRIES - ADR	44	2297 51	1775 84
Invest - Corp Stock	354320	883556102	THERMO FISHER SCIENTIFIC INC	36	1688 38	1618 92
Invest - Corp Stock	354320	907818108	UNION PACIFIC CORP	30	2311 57	3178 2
Invest - Corp Stock	354320	38141G104	GOLDMAN SACHS GROUP INC	12	1879 93	1085 16
Invest - Corp Stock	354320	911312106	UNITED PARCEL SERVICE-CL B	27	1760 76	1976 13
Invest - Corp Stock	354320	87612E106	TARGET CORP	44	1592 38	2253 68

Invest - Corp Stock	354320	91324P102	UNITEDHEALTH GROUP INC	43	1450 2	2179 24
Invest - Corp Stock	354320	088606108	BHP BILLITON LIMITED - ADR	22	2069 26	1553 86
Invest - Corp Stock	354320	46625H100	JPMORGAN CHASE & CO	65	1818 98	2161 25
Invest - Corp Stock	354320	902973304	US BANCORP DEL NEW	74	1992 12	2001 7
Invest - Corp Stock	354320	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	40	2236 23	2439 6
Invest - Corp Stock	354320	G24140108	COOPER INDUSTRIES PLC NEW IRELAND	22	749 54	1191 3
Invest - Corp Stock	354320	166764100	CHEVRON CORP	21	724 74	2234 4
Invest - Corp Stock	354320	88579Y101	3M CO	20	1731 06	1634 6
Invest - Corp Stock	354320	084670702	BERKSHIRE HATHAWAY INC	24	1679 37	1831 2
Invest - Corp Stock	354320	20825C104	CONOCOPHILLIPS	21	1180 41	1530 27
Invest - Corp Stock	354320	20030N101	COMCAST CORP CLASS A	85	1617 51	2015 35
Invest - Corp Stock	354320	150870103	CELANESE CORP	36	1629 83	1593 72
Invest - Corp Stock	354320	92857W209	VODAFONE GROUP PLC NEW ADR	57	1392 52	1597 71
Invest - Other	354320	589509108	MERGER FD SH BEN INT #260	1093 43	17134 11	17046 64
Invest - Other	354320	693390882	PIMCO FOREIGN BD FD USD H-INST #103	4413 72	47006 1	46697 14
Invest - Other	354320	464287804	ISHARES TR SMALLCAP 600 INDEX FD	611	32622 94	41731 3
Invest - Other	354320	464287705	ISHARES S&P MIDCAP 400 VALUE	271	18807 29	20590 58
Invest - Other	354320	464287200	ISHARES S & P 500 INDEX FUND	206	21518 46	25947 76
Invest - Other	354320	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	3808 57	43685 48	44103 28
Invest - Other	354320	464287606	ISHARES S&P MIDCAP 400 GROWTH	196	16494 78	19351 08
Invest - Other	354320	464287465	ISHARES MSCI EAFE	1120	62554 06	55473 6
Invest - Other	354320	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	1887 7	28461 45	24842 13
Invest - Other	354320	262028855	DRIEHAUS ACTIVE INCOME FUND	1690 76	17753	16924 53
Invest - Other	354320	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	1952 81	27115 73	24273 43
Invest - Other	354320	922908553	VANGUARD REIT VIPER	498	15806 68	28884
Invest - Other	354320	922042858	VANGUARD MSCI EMERGING MARKETS ETF	800	28296 71	30568
Invest - Other	354320	921937827	VANGUARD SHORT TERM BOND ETF	832	65604 65	67258 88
Invest - Other	354320	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	784	28513 37	24954 72
Invest - Other	354320	921937819	VANGUARD INTERMEDIATE TERM B	285	22813 2	24786 45
Invest - Other	354320	76628T645	RIDGEWORTH SEIX HY BD-I #5855	6190 82	60161 92	58255 61
Invest - Other	354320	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	4088 08	37472 12	33440 47
					<b>809783.14</b>	<b>840319.83</b>

Cash	354320				587 09	587 09
Savings & Temp Inv	354320	VP0528308	FEDERATED TREAS OBL FD 68	31245 5	31245 5	31245 5
Savings & Temp Inv	354320	VP0528308	FEDERATED TREAS OBL FD 68	2047 91	2047 91	2047 91
					<b>33880.5</b>	<b>33880.5</b>

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss	Totals	
															Gross Sales	Cost Other Basis and Expenses
		Long Term CG Distributions	849						471,468	5,008		462,632		8,836	Securities	
		Short Term CG Distributions	0									0		5,008	Other sales	
1	X	ABBOTT LABS	002824100			4/7/2004		2/4/2011	230	202				28		
2	X	ABBOTT LABS	002824100			4/12/2011		8/19/2011	291	304				-13		
3	X	AFFILIATED MANAGERS GRO	006252108			7/2/2010		2/4/2011	495	303				192		
4	X	APACHE CORP	037411105			10/6/2009		2/4/2011	592	472				120		
5	X	APPLE INC	037833100			2/10/2009		2/17/2011	357	98				259		
6	X	BAKER HUGHES INC COM	057224107			2/7/2008		2/4/2011	685	638				47		
7	X	BANK NEW YORK MELLON CO	064058100			11/11/2004		2/4/2011	314	352				-38		
8	X	BANK NEW YORK MELLON CO	064058100			2/10/2009		10/12/2011	190	267				-77		
9	X	BANK NEW YORK MELLON CO	064058100			5/8/2009		10/12/2011	95	151				-56		
10	X	BANK NEW YORK MELLON CO	064058100			12/21/2009		10/12/2011	495	708				-213		
11	X	BANK NEW YORK MELLON CO	064058100			7/27/2010		10/12/2011	95	133				-38		
12	X	BANK NEW YORK MELLON CO	064058100			11/11/2004		10/12/2011	152	271				-119		
13	X	BERKSHIRE HATHAWAY INC	084670702			11/4/2009		2/4/2011	414	338				76		
14	X	CVS/CAREMARK CORPORATI	126650100			7/27/2010		2/4/2011	165	156				9		
15	X	CVS/CAREMARK CORPORATI	126650100			2/12/2003		2/4/2011	495	190				305		
16	X	CVS/CAREMARK CORPORATI	126650100			2/24/2011		8/19/2011	163	163				0		
17	X	CAPITAL ONE FINANCIAL CO	14040H105			2/12/2008		2/4/2011	245	245				0		
18	X	CAPITAL ONE FINANCIAL CO	14040H105			8/31/2009		2/4/2011	245	181				64		
19	X	CARNIVAL CORP	143658300			2/12/2003		2/4/2011	227	114				113		
20	X	CARNIVAL CORP	143658300			2/12/2003		12/2/2011	101	68				33		
21	X	CARNIVAL CORP	143658300			2/10/2009		12/2/2011	671	420				251		
22	X	CARNIVAL CORP	143658300			2/24/2011		12/2/2011	168	209				-41		
23	X	CHEVRON CORP	166784100			10/1/2002		2/4/2011	485	177				308		
24	X	AFLAC INC	001055102			6/18/2007		2/4/2011	1,136	1,058				78		
25	X	ABBOTT LABS	002824100			7/27/2010		2/4/2011	230	247				-17		
26	X	CHUBB CORP	171232AF8			6/24/2002		11/15/2011	25,000	25,687				-687		
27	X	COMCAST CORP CLASS A	20030N101			1/22/2007		2/4/2011	483	595				-132		
28	X	COMCAST CORP CLASS A	20030N101			1/22/2007		8/19/2011	100	157				-57		
29	X	CONOCOPHILLIPS	20825C104			2/7/2008		2/4/2011	720	730				-10		
30	X	CONOCOPHILLIPS	20825C104			2/7/2008		9/2/2011	396	467				-71		
31	X	CREDIT SUISSE COMM RT ST	22544R305			10/18/2010		2/4/2011	7,220	6,878				342		
32	X	CREDIT SUISSE COMM RT ST	22544R305			2/28/2011		5/31/2011	1,298	1,289				9		
33	X	DIAGEO PLC - ADR	25243Q205			8/31/2009		2/4/2011	395	310				85		
34	X	DIAGEO PLC - ADR	25243Q205			5/8/2009		9/2/2011	399	263				136		
35	X	DIAGEO PLC - ADR	25243Q205			8/31/2009		9/2/2011	319	248				71		
36	X	WALT DISNEY CO	254687106			1/22/2007		2/4/2011	405	350				55		
37	X	DREYFUS EMG MKT DEBT LC	261980494			10/18/2010		2/4/2011	3,258	3,406				-148		
38	X	DREYFUS EMG MKT DEBT LC	261980494			10/18/2010		5/31/2011	503	501				2		
39	X	DREYFUS EMG MKT DEBT LC	261980494			8/23/2010		11/4/2011	310	335				-25		
40	X	E M C CORP MASS	268648102			7/27/2010		2/4/2011	128	102				26		
41	X	E M C CORP MASS	268648102			7/6/2004		2/4/2011	383	153				230		
42	X	E M C CORP MASS	268648102			7/6/2004		2/17/2011	349	133				216		
43	X	ECOLAB INC	278865100			3/23/2010		2/4/2011	50	43				7		
44	X	ECOLAB INC	278865100			11/19/2008		2/4/2011	451	308				143		
45	X	ECOLAB INC	278865100			11/19/2008		4/12/2011	660	445				215		
46	X	ECOLAB INC	278865100			2/10/2009		4/12/2011	762	511				251		
47	X	ECOLAB INC	278865100			2/24/2011		4/12/2011	406	381				25		
48	X	FISERV INC	337738108			2/10/2009		2/4/2011	301	175				126		
49	X	FISERV INC	337738108			2/10/2009		8/12/2011	1,378	877				501		
50	X	FISERV INC	337738108			2/24/2011		8/12/2011	331	371				-40		
51	X	HEWLETT PACKARD CO	428236103			10/14/2008		2/4/2011	472	424				48		

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check 'X' if Sale of Security	Description	CUSIP #	Purchaser	Check 'X' if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
52	X	HUSSMAN STRATEGIC GROW	448108100			2/11/2008		2/4/2011	4,179	5,456				-1,277
53	X	HUSSMAN STRATEGIC GROW	448108100			2/11/2008		8/19/2011	329	405				-76
54	X	HUSSMAN STRATEGIC GROW	448108100			2/11/2008		11/4/2011	3,830	4,724				-894
55	X	INTEL CORP	458140100			6/21/2002		2/4/2011	172	154				18
56	X	INTEL CORP	458140100			7/27/2010		2/4/2011	107	108				-1
57	X	INTEL CORP	458140100			7/15/2002		2/4/2011	150	128				22
58	X	INTEL CORP	458140100			7/27/2010		2/4/2011	98	108				-10
59	X	IRON MOUNTAIN INC	462846106			2/2/2007		2/4/2011	375	427				-52
60	X	IRON MOUNTAIN INC	462846106			2/2/2007		3/9/2011	676	740				-64
61	X	IRON MOUNTAIN INC	462846106			2/10/2009		3/9/2011	520	417				103
62	X	IRON MOUNTAIN INC	462846106			7/27/2010		3/9/2011	130	129				1
63	X	IRON MOUNTAIN INC	462846106			2/2/2007		3/9/2011	234	258				-24
64	X	SHARES S & P 500 INDEX FU	464287200			5/3/2010		2/4/2011	919	847				72
65	X	SHARES S & P 500 INDEX FU	464287200			7/27/2010		2/4/2011	6,303	5,407				896
66	X	SHARES S & P 500 INDEX FU	464287200			2/24/2011		8/19/2011	3,512	4,068				-556
67	X	SHARES MSCI EAFE	464287465			6/2/2006		2/4/2011	11,934	13,134				-1,200
68	X	SHARES MSCI EAFE	464287465			7/31/2006		2/4/2011	4,725	5,149				-424
69	X	SHARES MSCI EAFE	464287465			6/2/2006		5/31/2011	1,168	1,261				-93
70	X	SHARES MSCI EAFE	464287465			6/2/2006		8/19/2011	8,974	11,812				-2,838
71	X	SHARES MSCI EAFE	464287465			7/31/2006		8/19/2011	1,210	1,584				-374
72	X	SHARES S&P MIDCAP 400 GF	464287606			2/4/2010		2/4/2011	6,754	4,916				1,838
73	X	SHARES S&P MIDCAP 400 GF	464287606			2/24/2011		5/31/2011	1,123	1,046				77
74	X	SHARES S&P MIDCAP 400 VA	464287705			2/4/2010		2/4/2011	2,482	1,954				528
75	X	SHARES S&P MIDCAP 400 VA	464287705			2/24/2011		5/31/2011	601	581				20
76	X	SHARES TR SMALLCAP 600 I	464287804			2/7/2008		2/4/2011	1,392	1,204				188
77	X	SHARES TR SMALLCAP 600 I	464287804			7/21/2008		2/4/2011	766	664				102
78	X	SHARES TR SMALLCAP 600 I	464287804			7/31/2006		2/4/2011	6,197	5,313				884
79	X	SHARES TR SMALLCAP 600 I	464287804			2/24/2011		5/31/2011	1,707	1,605				102
80	X	JPMORGAN CHASE & CO	46625H100			2/24/2011		2/4/2011	315	278				37
81	X	MICROSOFT CORP	594918104			2/24/2011		8/19/2011	122	134				-12
82	X	JPMORGAN CHASE & CO	46625H100			11/26/2010		2/4/2011	225	189				36
83	X	JPMORGAN CHASE & CO	46625H100			5/8/2009		2/4/2011	135	110				25
84	X	NESTLE S A REGISTERED SH	641069406			2/24/2011		8/12/2011	383	342				41
85	X	NESTLE S A REGISTERED SH	641069406			3/28/2007		8/19/2011	709	802				-93
86	X	JPMORGAN CHASE & CO	46625H100			8/6/2002		2/4/2011	304	260				44
87	X	NEXTERA ENERGY INC	65339F101			5/16/2007		2/4/2011	541	385				156
88	X	JOHNSON & JOHNSON	478160104			2/24/2011		2/4/2011	174	230				-56
89	X	NEXTERA ENERGY INC	65339F101			2/10/2009		2/4/2011	273	252				21
90	X	NEXTERA ENERGY INC	65339F101			5/8/2009		2/4/2011	273	285				-12
91	X	NEXTERA ENERGY INC	65339F101			7/27/2010		2/4/2011	273	263				10
92	X	JOHNSON & JOHNSON	478160104			8/6/2002		4/12/2011	1,195	1,041				154
93	X	JOHNSON & JOHNSON	478160104			2/12/2003		4/12/2011	597	508				89
94	X	KOHL'S CORP	500255104			8/26/2010		2/4/2011	510	476				34
95	X	KOHL'S CORP	500255104			8/26/2010		6/30/2011	1,318	1,238				80
96	X	NOVARTIS AG - ADR	66987V109			6/18/2007		2/4/2011	563	558				5
97	X	KOHL'S CORP	500255104			2/24/2011		6/30/2011	304	321				-17
98	X	ORACLE CORPORATION	68389X105			7/27/2010		2/4/2011	329	247				82
99	X	ORACLE CORPORATION	68389X105			6/4/2010		2/4/2011	329	225				104
100	X	ORACLE CORPORATION	68389X105			6/4/2010		2/17/2011	362	248				114
101	X	PIMCO FOREIGN BD FD USD	693390882			8/23/2011		1/4/2011	5,215	5,176				39
102	X	KRAFT FOODS INC	50075N104			3/23/2010		2/4/2011	308	299				9
Totals									471,468	5,008		462,632		8,836
Securities									5,008			0		5,008
Other sales														

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check 'X' if Sale of Security	Description	CUSIP #	Purchaser	Check 'X' if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
									Gross Sales Price	Cost or Other Basis				
									Amount	849				
									Long Term CG Distributions	0				
									Short Term CG Distributions	0				
103	X	KRAFT FOODS INC	50075N104			2/24/2011		8/19/2011	168	159				9
104	X	KRAFT FOODS INC	50075N104			3/23/2010		12/8/2011	1,056	866				190
105	X	PROCTER & GAMBLE CO	742718109			3/23/2010		2/4/2011	314	320				6
106	X	PROCTER & GAMBLE CO	742718109			3/23/2010		6/13/2011	645	639				6
107	X	KRAFT FOODS INC	50075N104			2/24/2011		12/8/2011	255	223				32
108	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			10/18/2010		2/4/2011	19,009	19,897				-888
109	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			10/18/2010		5/31/2011	1,019	1,033				-14
110	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			10/18/2010		8/19/2011	44,923	43,103				1,820
111	X	PROCTER & GAMBLE CO	742718109			7/27/2010		6/13/2011	322	313				9
112	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			10/18/2010		8/19/2011	19,671	19,058				613
113	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			2/28/2011		8/19/2011	518	480				38
114	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			2/28/2011		11/4/2011	2,726	2,638				88
115	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			11/26/2010		11/4/2011	1,993	1,875				118
116	X	MERGER FD SH BEN INT #26	589509108			11/26/2010		2/4/2011	1,249	1,250				-1
117	X	RIDGEWORTH SEIX HY BD-I #6	76628T645			5/7/2007		2/4/2011	12,613	13,717				-1,104
118	X	SPDR DJ WILSHIRE INTERNA	78463X863			9/25/2007		8/19/2011	3,127	5,452				-2,325
119	X	SPDR DJ WILSHIRE INTERNA	78463X863			11/26/2007		8/19/2011	249	410				-161
120	X	SCHLUMBERGER LTD	806857108			11/4/2010		2/4/2011	447	369				78
121	X	MERGER FD SH BEN INT #26	589509108			5/9/2010		2/4/2011	4,181	4,102				79
122	X	MERGER FD SH BEN INT #26	589509108			2/28/2011		8/19/2011	5,383	5,571				-188
123	X	MERGER FD SH BEN INT #26	589509108			5/5/2010		8/19/2011	3,476	3,523				-47
124	X	TARGET CORP	87612E106			12/16/2002		2/4/2011	162	95				67
125	X	TARGET CORP	87612E106			7/27/2010		2/4/2011	270	265				5
126	X	MERGER FD SH BEN INT #26	589509108			5/5/2010		11/4/2011	862	846				16
127	X	MICROSOFT CORP	594918104			7/27/2010		2/4/2011	138	131				7
128	X	TARGET CORP	87612E106			2/10/2009		2/4/2011	108	63				45
129	X	MICROSOFT CORP	594918104			8/6/2002		2/4/2011	277	232				45
130	X	TEVA PHARMACEUTICAL IND	881624209			4/20/2010		2/4/2011	544	627				-83
131	X	THERMO FISHER SCIENTIFIC	883556102			7/9/2009		2/4/2011	280	190				90
132	X	3M CO	88579Y101			12/15/2010		2/4/2011	439	433				6
133	X	US BANCORP DEL NEW	902973304			2/24/2011		8/19/2011	125	165				-40
134	X	COOPER INDUSTRIES PLC NE	G24140108			2/24/2011		3/18/2011	561	564				-3
135	X	COOPER INDUSTRIES PLC NE	G24140108			4/4/2008		3/18/2011	499	344				155
136	X	VODAFONE GROUP PLC NEW	92857W209			3/28/2007		2/4/2011	435	418				17
137	X	VODAFONE GROUP PLC NEW	92857W209			7/27/2010		8/19/2011	158	169				-11
138	X	UNION PACIFIC CORP	907818108			8/23/2007		2/4/2011	466	379				87
139	X	UNITEDHEALTH GROUP INC	91324P102			3/14/2008		2/4/2011	130	146				-16
140	X	UNITEDHEALTH GROUP INC	91324P102			2/24/2011		2/4/2011	303	267				36
141	X	UNITEDHEALTH GROUP INC	91324P102			2/24/2011		6/30/2011	414	343				71
142	X	VANGUARD INTERMEDIATE T	921937819			2/4/2011		2/24/2011	32,054	31,825				269
143	X	VANGUARD INTERMEDIATE T	921937819			4/23/2008		2/24/2011	2,880	2,748				132
144	X	VANGUARD INTERMEDIATE T	921937819			5/31/2011		8/19/2011	2,377	2,285				92
145	X	VANGUARD INTERMEDIATE T	921937819			4/23/2008		8/19/2011	1,144	1,021				123
146	X	VANGUARD INTERMEDIATE T	921937819			4/23/2008		11/4/2011	7,192	6,437				755
147	X	VANGUARD BD INDEX FD INC	921937827			2/4/2011		2/24/2011	95,033	94,864				169
148	X	VANGUARD BD INDEX FD INC	921937827			5/31/2011		8/19/2011	6,119	6,089				30
149	X	VANGUARD BD INDEX FD INC	921937827			2/4/2011		8/19/2011	408	401				7
150	X	VANGUARD BD INDEX FD INC	921937827			2/4/2011		11/4/2011	4,967	4,887				80
151	X	VANGUARD BD INDEX FD INC	921937827			5/8/2009		11/4/2011	13,681	13,268				413
152	X	VANGUARD EMERGING MARI	922042858			4/23/2008		2/4/2011	703	763				-60
153	X	VANGUARD EMERGING MARI	922042858			7/18/2008		2/4/2011	2,345	2,223				122





**Line 18 (990-PF) - Taxes**

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		997	367	0	0
1	PY FED EXCISE TAX	106			
2	ESTIMATED EXCISE TAX PAID	524			
3	FOREIGN TAX WITHHELD	367	367		
4					
5					
6					
7					
8					
9					
10					

**Line 23 (990-PF) - Other Expenses**

		111	2	0	109
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	TRUSTEE FEES				
2	ADR FEES	2	2		
3	STATE AG FEES	109			109
4					
5					
6					
7					
8					
9					

**Part III (990-PF) - Changes in Net Assets or Fund Balances**

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**Line 3 - Other increases not included in Part III, Line 2**

1	MUTUAL FUND & CTF INCOME ADDITIONS	1	916
2	Total	2	916

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**Line 5 - Decreases not included in Part III, Line 2**

1	COST BASIS ADJUSTMENT	1	21
2	MUTUAL FUND & CTF INCOME SUBTRACTION	2	1,061
3	PY RETURN OF CAPITAL ADJUSTMENT	3	34
4	Total	4	1,116

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	Amount
													849
Long Term CG Distributions	Short Term CG Distributions												
1 ABBOTT LABS	002824100		4/17/2011	2/4/2011	230	0	202	28	0	0	0	0	12,995
2 ABBOTT LABS	002824100		4/12/2011	8/19/2011	291	0	304	-13	0	0	0	0	-13
3 AFFILIATED MANAGERS GROUP INC	008252108		10/6/2009	2/4/2011	495	0	472	23	0	0	0	0	192
4 APACHE CORP	037411105		2/10/2009	2/17/2011	357	0	98	259	0	0	0	0	120
5 APPLE INC	037833100		2/7/2008	2/4/2011	685	0	638	47	0	0	0	0	259
6 BAKER HUGHES INC	057224107		11/1/2004	2/4/2011	314	0	352	-38	0	0	0	0	47
7 BANK NEW YORK MELLON CORP	064058100		2/10/2009	10/12/2011	190	0	267	-77	0	0	0	0	-38
8 BANK NEW YORK MELLON CORP	064058100		5/8/2009	10/12/2011	95	0	151	-56	0	0	0	0	-56
9 BANK NEW YORK MELLON CORP	064058100		12/21/2009	10/12/2011	495	0	708	-213	0	0	0	0	-213
10 BANK NEW YORK MELLON CORP	064058100		7/27/2010	10/12/2011	95	0	133	-38	0	0	0	0	-38
11 BANK NEW YORK MELLON CORP	064058100		11/11/2004	10/12/2011	152	0	271	-119	0	0	0	0	-119
12 BANK NEW YORK MELLON CORP	064058100		11/4/2009	2/4/2011	414	0	338	76	0	0	0	0	76
13 BERKSHIRE HATHAWAY INC	084670702		7/27/2010	2/4/2011	165	0	156	9	0	0	0	0	9
14 CVS/CAREMARK CORPORATION	126650100		2/12/2003	2/4/2011	495	0	190	305	0	0	0	0	305
15 CVS/CAREMARK CORPORATION	126650100		2/24/2011	8/19/2011	163	0	163	0	0	0	0	0	0
16 CVS/CAREMARK CORPORATION	126650100		2/7/2008	2/4/2011	245	0	245	0	0	0	0	0	0
17 CAPITAL ONE FINANCIAL CORP	14040H105		8/31/2009	2/4/2011	245	0	181	64	0	0	0	0	64
18 CAPITAL ONE FINANCIAL CORP	143658300		2/12/2003	2/4/2011	227	0	114	113	0	0	0	0	113
19 CARNIVAL CORP	143658300		2/12/2003	12/2/2011	101	0	68	33	0	0	0	0	33
20 CARNIVAL CORP	143658300		2/10/2009	12/2/2011	671	0	420	251	0	0	0	0	251
21 CARNIVAL CORP	143658300		2/24/2011	12/2/2011	168	0	209	-41	0	0	0	0	-41
22 CARNIVAL CORP	166764100		10/1/2002	2/4/2011	485	0	177	308	0	0	0	0	308
23 CHEVRON CORP	001055102		6/18/2007	2/4/2011	1,136	0	1,058	78	0	0	0	0	78
24 AFLAC INC	002824100		7/27/2010	2/4/2011	230	0	247	-17	0	0	0	0	-17
25 ABBOTT LABS	171232AF8		6/24/2002	11/5/2011	25,000	0	25,687	-687	0	0	0	0	-687
26 CHUBB CORP	20030N101		1/22/2007	2/4/2011	463	0	595	-132	0	0	0	0	-132
27 COMCAST CORP CLASS A	20030N101		1/22/2007	8/19/2011	100	0	157	-57	0	0	0	0	-57
28 COMCAST CORP CLASS A	20030N101		2/7/2008	2/4/2011	720	0	730	-10	0	0	0	0	-10
29 CONOCOPHILLIPS	20825C104		2/7/2008	9/2/2011	396	0	467	-71	0	0	0	0	-71
30 CONOCOPHILLIPS	20825C104		10/18/2010	2/4/2011	7,220	0	6,878	342	0	0	0	0	342
31 CREDIT SUISSE COMM RT ST-CO #215622544R305	25243Q205		2/28/2011	5/31/2011	1,298	0	1,289	9	0	0	0	0	9
32 CREDIT SUISSE COMM RT ST-CO #215622544R305	25243Q205		8/31/2009	2/4/2011	395	0	310	85	0	0	0	0	85
33 DIAGEO PLC - ADR	25243Q205		5/8/2009	9/2/2011	399	0	263	136	0	0	0	0	136
34 DIAGEO PLC - ADR	25243Q205		8/31/2009	9/2/2011	405	0	248	157	0	0	0	0	157
35 DIAGEO PLC - ADR	25243Q205		1/22/2007	2/4/2011	419	0	350	69	0	0	0	0	69
36 WALT DISNEY CO	254687106		10/18/2010	2/4/2011	3,258	0	3,406	-148	0	0	0	0	-148
37 DREYFUS EMG MKT DEBT LOC C-I #608	261980494		10/18/2010	5/31/2011	503	0	501	2	0	0	0	0	2
38 DREYFUS EMG MKT DEBT LOC C-I #608	261980494		8/23/2011	11/4/2011	310	0	335	-25	0	0	0	0	-25
39 DREYFUS EMG MKT DEBT LOC C-I #608	261980494		7/27/2010	2/4/2011	128	0	102	26	0	0	0	0	26
40 E M C CORP MASS	268648102		7/6/2004	2/4/2011	383	0	153	230	0	0	0	0	230
41 E M C CORP MASS	268648102		7/6/2004	2/17/2011	349	0	133	216	0	0	0	0	216
42 E M C CORP MASS	268648102		3/23/2010	2/4/2011	50	0	43	7	0	0	0	0	7
43 ECOLAB INC	278865100		11/19/2008	2/4/2011	451	0	308	143	0	0	0	0	143
44 ECOLAB INC	278865100		11/19/2008	4/12/2011	660	0	445	215	0	0	0	0	215
45 ECOLAB INC	278865100		2/10/2009	4/12/2011	762	0	511	251	0	0	0	0	251
46 ECOLAB INC	278865100		2/24/2011	4/12/2011	406	0	381	25	0	0	0	0	25
47 ECOLAB INC	278865100		2/10/2009	2/4/2011	301	0	175	126	0	0	0	0	126
48 FISERV INC	337738108		2/10/2009	8/12/2011	1,378	0	877	501	0	0	0	0	501
49 FISERV INC	337738108		2/24/2011	8/12/2011	331	0	371	-40	0	0	0	0	-40
50 FISERV INC	337738108		10/14/2008	2/4/2011	472	0	424	48	0	0	0	0	48
51 HEWLETT PACKARD CO	428236103		2/11/2008	2/4/2011	4,179	0	5,456	-1,277	0	0	0	0	-1,277
52 HUSSMAN STRATEGIC GROWTH FUND	448108100		2/11/2008	8/19/2011	329	0	405	-76	0	0	0	0	-76
53 HUSSMAN STRATEGIC GROWTH FUND	448108100		2/11/2008	11/4/2011	3,830	0	4,724	-894	0	0	0	0	-894
54 HUSSMAN STRATEGIC GROWTH FUND	448108100		6/21/2002	2/4/2011	172	0	154	18	0	0	0	0	18
55 INTEL CORP	458140100		7/27/2010	2/4/2011	107	0	108	-1	0	0	0	0	-1
56 INTEL CORP	458140100		7/15/2002	2/4/2011	150	0	128	22	0	0	0	0	22
57 INTEL CORP	458140100		7/27/2010	8/19/2011	98	0	108	-10	0	0	0	0	-10
58 INTEL CORP	458140100					0			0	0	0	0	

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals		475,627		12,995		12,995	
						Amount	849	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69
59	IRON MOUNTAIN INC	462846106		2/2/2007	2/4/2011	375	0	427	0	-52	0	0	0
60	IRON MOUNTAIN INC	462846106		2/2/2007	3/9/2011	676	0	740	0	-64	0	0	0
61	IRON MOUNTAIN INC	462846106		2/10/2009	3/9/2011	520	0	417	0	103	0	0	0
62	IRON MOUNTAIN INC	462846106		7/27/2010	3/9/2011	130	0	129	0	1	0	0	0
63	IRON MOUNTAIN INC	462846106		2/2/2007	3/9/2011	234	0	258	0	-24	0	0	0
64	SHARES S & P 500 INDEX FUND	464287200		5/3/2010	2/4/2011	919	0	847	0	72	0	0	0
65	SHARES S & P 500 INDEX FUND	464287200		7/27/2010	2/4/2011	6,303	0	5,407	0	896	0	0	0
66	SHARES S & P 500 INDEX FUND	464287200		2/24/2011	8/19/2011	3,512	0	4,068	0	-556	0	0	0
67	SHARES MSCI EAFE	464287465		6/2/2006	2/4/2011	11,934	0	13,134	0	-1,200	0	0	0
68	SHARES MSCI EAFE	464287465		7/31/2006	2/4/2011	4,725	0	5,149	0	-424	0	0	0
69	SHARES MSCI EAFE	464287465		6/2/2006	5/31/2011	1,168	0	1,261	0	-93	0	0	0
70	SHARES MSCI EAFE	464287465		6/2/2006	8/19/2011	8,974	0	11,812	0	-2,838	0	0	0
71	SHARES MSCI EAFE	464287465		7/31/2006	8/19/2011	1,210	0	1,584	0	-374	0	0	0
72	SHARES S&P MIDCAP 400 GROWTH	464287606		2/4/2010	2/4/2011	6,754	0	4,916	0	1,838	0	0	0
73	SHARES S&P MIDCAP 400 GROWTH	464287606		2/24/2011	5/31/2011	1,123	0	1,046	0	77	0	0	0
74	SHARES S&P MIDCAP 400 VALUE	464287705		2/4/2010	2/4/2011	2,482	0	1,954	0	528	0	0	0
75	SHARES S&P MIDCAP 400 VALUE	464287705		2/24/2011	5/31/2011	601	0	581	0	20	0	0	0
76	SHARES TR SMALLCAP 600 INDEX FD	464287804		2/7/2008	2/4/2011	1,392	0	1,204	0	188	0	0	0
77	SHARES TR SMALLCAP 600 INDEX FD	464287804		7/21/2008	2/4/2011	766	0	664	0	102	0	0	0
78	SHARES TR SMALLCAP 600 INDEX FD	464287804		7/31/2006	2/4/2011	6,197	0	5,313	0	884	0	0	0
79	SHARES TR SMALLCAP 600 INDEX FD	464287804		2/24/2011	5/31/2011	1,707	0	1,605	0	102	0	0	0
80	JPMORGAN CHASE & CO	46625H100		2/24/2011	2/4/2011	315	0	218	0	97	0	0	0
81	MICROSOFT CORP	594918104		2/24/2011	8/19/2011	122	0	134	0	-12	0	0	0
82	JPMORGAN CHASE & CO	46625H100		1/1/26/2010	2/4/2011	225	0	189	0	36	0	0	0
83	JPMORGAN CHASE & CO	46625H100		5/8/2009	2/4/2011	135	0	110	0	25	0	0	0
84	NESTLE SA REGISTERED SHARES - A	641069406		5/16/2009	2/4/2011	541	0	365	0	176	0	0	0
85	NESTLE SA REGISTERED SHARES - A	641069406		2/24/2011	8/12/2011	383	0	342	0	41	0	0	0
86	JPMORGAN CHASE & CO	46625H100		2/24/2011	8/19/2011	174	0	230	0	-56	0	0	0
87	NEXTERA ENERGY INC	65339F101		3/28/2007	2/4/2011	709	0	802	0	-93	0	0	0
88	NEXTERA ENERGY INC	65339F101		8/6/2002	2/4/2011	304	0	260	0	44	0	0	0
89	NEXTERA ENERGY INC	65339F101		2/10/2009	2/4/2011	273	0	252	0	21	0	0	0
90	NEXTERA ENERGY INC	65339F101		5/8/2009	2/4/2011	273	0	285	0	-12	0	0	0
91	NEXTERA ENERGY INC	65339F101		7/27/2010	2/4/2011	273	0	263	0	10	0	0	0
92	JOHNSON & JOHNSON	478160104		8/6/2002	4/12/2011	1,195	0	1,041	0	154	0	0	0
93	JOHNSON & JOHNSON	478160104		2/12/2003	4/12/2011	597	0	508	0	89	0	0	0
94	KOHL'S CORP	500255104		8/26/2010	2/4/2011	510	0	476	0	34	0	0	0
95	KOHL'S CORP	500255104		8/26/2010	6/30/2011	1,318	0	1,238	0	80	0	0	0
96	NOVARTIS AG - ADR	66987V109		6/18/2007	2/4/2011	563	0	558	0	5	0	0	0
97	KOHL'S CORP	500255104		2/24/2011	6/30/2011	304	0	321	0	-17	0	0	0
98	ORACLE CORPORATION	68389X105		7/27/2010	2/4/2011	329	0	247	0	82	0	0	0
99	ORACLE CORPORATION	68389X105		6/4/2010	2/4/2011	329	0	325	0	4	0	0	0
100	ORACLE CORPORATION	68389X105		6/4/2010	2/17/2011	362	0	248	0	114	0	0	0
101	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/23/2011	1/4/2011	5,215	0	5,176	0	39	0	0	0
102	KRAFT FOODS INC	50075N104		3/23/2010	2/4/2011	308	0	299	0	9	0	0	0
103	KRAFT FOODS INC	50075N104		2/24/2011	8/19/2011	168	0	159	0	9	0	0	0
104	KRAFT FOODS INC	50075N104		3/23/2010	12/8/2011	1,056	0	866	0	190	0	0	0
105	PROCTER & GAMBLE CO	742718109		3/23/2010	2/4/2011	314	0	320	0	-6	0	0	0
106	PROCTER & GAMBLE CO	742718109		3/23/2010	6/13/2011	645	0	639	0	6	0	0	0
107	KRAFT FOODS INC	50075N104		2/24/2011	12/8/2011	255	0	223	0	32	0	0	0
108	LAUDUS MONDRIAN INTL FI-INST #2940518550655	464287000		10/18/2010	2/4/2011	19,009	0	19,897	0	-888	0	0	0
109	LAUDUS MONDRIAN INTL FI-INST #2940518550655	464287000		10/18/2010	5/31/2011	1,019	0	1,033	0	-14	0	0	0
110	LAUDUS MONDRIAN INTL FI-INST #2940518550655	464287000		10/18/2010	8/19/2011	44,923	0	43,103	0	1,820	0	0	0
111	PROCTER & GAMBLE CO	742718109		7/27/2010	6/13/2011	322	0	313	0	9	0	0	0
112	LAUDUS MONDRIAN INTL FI-INST #2940518550655	464287000		10/18/2010	8/19/2011	19,671	0	19,058	0	613	0	0	0
113	LAUDUS MONDRIAN INTL FI-INST #2940518550655	464287000		2/28/2011	8/19/2011	518	0	480	0	38	0	0	0
114	LAUDUS MONDRIAN INTL FI-INST #2940518550655	464287000		2/28/2011	1/4/2011	2,726	0	2,638	0	88	0	0	0
115	LAUDUS MONDRIAN INTL FI-INST #2940518550655	464287000		11/26/2010	1/4/2011	1,993	0	1,875	0	118	0	0	0
116	MERGER FD, SH, BEN INT #260	589509108		11/26/2010	2/4/2011	1,249	0	1,250	0	-1	0	0	0





**Part**

	0	0	
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

	<u>Date</u>	<u>Amount</u>
1 Credit from prior year return	<u>1</u>	<u>0</u>
2 First quarter estimated tax payment	<u>2</u>	<u>524</u>
3 Second quarter estimated tax payment	<u>3</u>	<u></u>
4 Third quarter estimated tax payment	<u>4</u>	<u></u>
5 Fourth quarter estimated tax payment	<u>5</u>	<u></u>
6 Other payments	<u>6</u>	<u>0</u>
7 Total	<u>7</u>	<u>524</u>

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

1	Distributable amounts for 2010 that remained undistributed at the beginning of the 2011 tax year	1	16,167
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	16,167