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 07/01 **, 2011, and ending** 06/30, 2012

Name of foundation: JOHN C. MARKEY CHARITABLE FUND
A Employer identification number: 34-6572724

Number and street (or P O box number if mail is not delivered to street address): 1227 PRINCETON AVE.
Room/suite:
B Telephone number (see instructions): (704) 343-0077

City or town, state, and ZIP code: CHARLOTTE, NC 28209

C If exemption application is pending, check here ▶ ☐
D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 3,190,041.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	1.	1.		ATCH 1
4	Dividends and interest from securities	96,733.	96,733.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	26,737.			
b	Gross sales price for all assets on line 6a 336,643.				
7	Capital gain net income (from Part IV, line 2)		26,737.		
8	Net short-term capital gain				
9	Income modifications			5,000.	
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	5,000.			ATCH 3
12	**Total.** Add lines 1 through 11	128,471.	123,471.	5,000.	
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 schedule) ATCH 4	11,795.			11,795.
c	Other professional fees (attach schedule) *	21,806.	21,806.		
17	Interest				
18	Taxes (attach schedule) (see instructions) **	2,734.	333.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	250.			250.
24	**Total operating and administrative expenses.** Add lines 13 through 23	36,585.	22,139.		12,045.
25	Contributions, gifts, grants paid	118,000.			118,000.
26	**Total expenses and disbursements** Add lines 24 and 25	154,585.	22,139.	0	130,045.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-26,114.			
b	**Net investment income** (if negative, enter -0-)		101,332.		
c	**Adjusted net income** (if negative, enter -0-)			5,000.	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	11,019.		
	2 Savings and temporary cash investments	11,114.	15,676.	15,676.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)**	77,575.	77,575.	87,737.
	b Investments - corporate stock (attach schedule) ATCH 9	1,547,429.	1,538,091.	2,047,793.
	c Investments - corporate bonds (attach schedule) ATCH 10	974,257.	964,530.	1,038,835.
	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 ▶ ATCH 11)	592.		
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,621,986.	2,595,872.	3,190,041.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	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. ▶ [X]			
	27 Capital stock, trust principal, or current funds	3,397,383.	3,397,383.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-775,397.	-801,511.	
	30 Total net assets or fund balances (see instructions)	2,621,986.	2,595,872.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,621,986.	2,595,872.	

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	2,621,986.
2	Enter amount from Part I, line 27a	2	-26,114.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,595,872.
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	2,595,872.

**ATCH 8

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 PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	26,737.
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	153,659.	3,204,088.	0.047957
2009	189,061.	3,043,952.	0.062110
2008	176,286.	3,004,672.	0.058671
2007	153,563.	3,768,496.	0.040749
2006	163,048.	3,681,129.	0.044293

2	**Total** of line 1, column (d)	2	0.253780
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	0.050756
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,185,389.
5	Multiply line 4 by line 3	5	161,678.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,013.
7	Add lines 5 and 6	7	162,691.
8	Enter qualifying distributions from Part XII, line 4	8	130,045.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	1	2,027.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	2,027.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,027.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 1,600.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	1,600.
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	427.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 0 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 ▶ JOHN C. MARKEY II Telephone no ▶ 704-343-0077

Located at ▶ 1227 PRINCETON AVE. CHARLOTTE, NC ZIP + 4 ▶ 28209

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

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

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

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

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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?	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
ATTACHMENT 12		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 ▶

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
N/A		0
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	3,141,548.
b	Average of monthly cash balances	1b	92,349.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,233,897.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,233,897.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	48,508.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,185,389.
6	**Minimum investment return.** Enter 5% of line 5	6	159,269.

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	159,269.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,027.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,027.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	157,242.
4	Recoveries of amounts treated as qualifying distributions			4	5,000.
5	Add lines 3 and 4			5	162,242.
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	162,242.

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	130,045.
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	130,045.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	130,045.

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				162,242.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			109,726.	
b Total for prior years 20 09 ,20 08 ,20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 130,045.				
a Applied to 2010, but not more than line 2a			109,726.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				20,319.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				141,923.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

ATTACHMENT 13

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

LETTER OF REQUEST AND COPY OF IRS TAX EXEMPT LETTER

c Any submission deadlines

NONE

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

ATTACHMENT 14

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*				
ATTACHMENT 15				
Total . . . . ▶ **3a**				118,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1.	
4 Dividends and interest from securities			14	96,733.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	26,737.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 16				5,000.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				128,471.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 128,471.

(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)

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		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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11-14-12 Title: Vice President

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
CHERI H OHMER	Cheri H. Ohmer	11/13/2012	X	P00788993

Firm's name ▶ HARLOW & OHMER LLC — Firm's EIN ▶ 27-4407903

Firm's address ▶ 1300 RALEIGH RD. DAYTON, OH 45419 — Phone no 937-395-1479

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2011

Name of estate or trust: JOHN C. MARKEY CHARITABLE FUND

Employer identification number: 34-6572724

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-2,144.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-2,144.

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

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

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	14,567.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	14,314.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	28,881.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2011**

Part III Summary of Parts I and II

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

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-2,144.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			28,881.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			26,737.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of

a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust: JOHN C. MARKEY CHARITABLE FUND

Employer identification number: 34-6572724

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SALE OF PUBLICLY TRADED SECURITIES - ST			39,206.	41,350.	-2,144.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -2,144.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SALE OF PUBLICLY TRADED SECURITIES - LT			297,437.	282,870.	14,567.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 14,567.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					14,314.	
		SALE OF PUBLICLY TRADED SECURITIES - ST				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
39,206.		41,350.					-2,144.	
		SALE OF PUBLICLY TRADED SECURITIES - LT				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
297,437.		282,870.					14,567.	
TOTAL GAIN(LOSS)							26,737.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MSSB CHECKING	1.	1.
TOTAL	1.	1.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MSSB #400-021149-123 DIVIDENDS	45,820.	45,820.
MSSB #400-021149-123 INTEREST	50,913.	50,913.
TOTAL	96,733.	96,733.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
CHARITABLE CHECK OUTSTANDING PRIOR YEAR	5,000.
TOTALS	5,000.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES - 2 YEARS PAID	11,795.			11,795.
TOTALS	11,795.			11,795.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES & BANK FEES	21,806.	21,806.
TOTALS	21,806.	21,806.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX WITHHELD ON DIV	333.	333.
FEDERAL TAX PAYMENTS	2,401.	
TOTALS	2,734.	333.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OHIO ANNUAL FILING FEE	200.	200.
BANK FEE	50.	50.
TOTALS	250.	250.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 8

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FEDERAL HOME LOAN BK	77,575.	77,575.	87,737.
US OBLIGATIONS TOTAL	77,575.	77,575.	87,737.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
STOCKS - SCHEDULE ATTACHED	1,109,136.	1,109,840.	1,565,742.
MUTUAL FUNDS - SCHEDULE ATTACH	438,293.	428,251.	482,051.
TOTALS	1,547,429.	1,538,091.	2,047,793.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS - SCHEDULE ATT	949,017.	939,290.	1,014,235.
FIXED RATE SEC - SCHEDULE ATTA	25,240.	25,240.	24,600.
TOTALS	974,257.	964,530.	1,038,835.

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE
PURCHASED INTEREST RECEIVABLE	592.
TOTALS	592.

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
CARL T. ANDERSON 515 S FLOWER ST. 25TH FLOOR LOS ANGELES, CA 90071	PRESIDENT/SECRETARY	0	0	0
PHILIP LISLE 5 VISPERA IRVINE, CA 92620	VICE PRESIDENT	0	0	0
JOHN CLIFTON MARKEY II 1227 PRINCETON AVE. CHARLOTTE, NC 28209	TREASURER	0	0	0
	GRAND TOTALS			

ATTACHMENT 13

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

JOHN C. MARKEY II
1800 CAMDEN RD.
CHARLOTTE, NC 28203

ATTACHMENT 14

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

AS SET FORTH IN BY-LAWS: RELIGIOUS, CHARITABLE, EDUCATIONAL, LITERARY, OR SCIENTIFIC

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOCIETY OF ST. ANDREW INC. 3383 SWEET HOLLOW ROAD BIG ISLAND, VA 24526	NONE 509(A)(1)	HUMANITARIAN AID	3,000.
WESLEY UNITED METHODIST CHURCH 930 CENTER ST BRYAN, OH 43506	NONE 509(A)(1)	RELIGIOUS	3,000.
CHOATE ROSEMARY HALL 333 CHRISTIAN ST. WALLINGFORD, CT 06492	NONE 509(A)(1)	EDUCATIONAL	15,000.
BERKELEY DIVINITY SCHOOL 409 PROSPECT ST. NEW HAVEN, CT 06511	NONE 509(A)(1)	EDUCATIONAL	15,000.
BRYAN AREA FOUNDATION 516 E HIGH ST. BRYAN, OH 43506	NONE 509(A)(1)	CIVIC	40,000.
LIBRARY FOUNDATION OF LOS ANGELES 830 W FIFTH ST. LOS ANGELES, CA 90071	NONE 509(A)(1)	CIVIC	3,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DEKALB COUNTY COMMUNITY FOUNDATION 650 W NORTH ST. PO BOX 285 AUBURN, IN 46706	NONE 509(A)(1)	CIVIC	10,000.
SARAH'S HOUSE PO BOX 907 BRYAN, OH 43506	NONE 509(A)(1)	CIVIC	3,000.
CRISIS ASSISTANCE MINISTRY 500-A SPRATT STREET CHARLOTTE, NC 28206	NONE 509(A)(1)	RELIGIOUS	3,000
FRIENDS OF MAITI NEPAL 63 COMMERCIAL WHARF BOSTON, MA 02110	NONE 509(A)(2)	HUMANITARIAN	4,000.
LOS ANGELES PHILHARMONIC ASSOCIATION 151 S GRAND AVE LOS ANGELES, CA 90012	NONE 509(A)(2)	GENERAL FUND	3,000.
STANDFORD UNIVERSITY/ EDISON HS MODEL UN BOOSTER C 21400 MAGNOLIA STREET HUNTINGTON BEACH, CA 92646	NONE 509(A)(2)	GENERAL FUND	4,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PONHEARY LY FOUNDATION PO BOX 17034 AUSTIN, TX 78760	NONE 509(A)(1)	HUMANITARIAN AID	4,000
THE AGAINST MALARIA FOUNDATION 310 W 20TH STREET KANSAS CITY, MO 64108	NONE 509(A)(1)	GENERAL FUND	4,000.
BRYAN FRATERNAL ORDER OF POLICE #181 103 N BEECH ST BRYAN, OH 43506	NONE 509(A)(1)	CIVIC	3,000.
TOLEDO SYMPHONY ORCHESTRA 1838 PARKWOOD AVE. TOLEDO, OH 43604	NONE 509(A)(2)	GENERAL FUND	1,000.
		TOTAL CONTRIBUTIONS PAID	118,000.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 16

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
CONTRIBUTIONS OUTSTANDING FROM PRIOR YEAR			01	5,000.	
TOTALS				5,000.	

Holdings

Portfolio Management Active Assets Account 400-021149-123
THE JOHN C. MARKEY CHARITABLE FUND
ATTENTION: JOHN C MARKEY

This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month Please see the Unsettled Purchases/Sales Activity" section for more information
The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market See "Pricing of Securities" in the Disclosures section at the end of this statement Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date
Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates Estimated yield reflects only the income generated by an investment It does not reflect changes in its price, which may fluctuate
Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosure section
New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns Please refer to the Disclosures section of this statement for additional information

CASH, DEPOSITS AND MONEY MARKET FUNDS

Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis However, Global Currency Deposits may include both settled and unsettled positions Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end this data will not be available

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	$369.36			
MORGAN STANLEY BANK N.A #	112,273.53	56 00	—	0 050

	Percentage of Assets %	Market Value	Estimated Annual Income Accrued Interest
CASH, DEPOSITS AND MONEY MARKET FUNDS	3.4%	$112,642 89	$56.00 $0 00

 # Bank Deposits are at Morgan Stanley Bank, N A , Morgan Stanley Private Bank, National Association, or Citibank, N A (Members FDIC), affiliates of Morgan Stanley Smith Barney

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
3M COMPANY (MMM)	11/16/09	200 000	$77 780	$15 556 00	**$17,920.00**	$2,364 00 LT	$472 00	2 63
Share Price $89 600, Next Dividend Payable 09/12								
ABBOTT LABORATORIES (ABT)	7/27/99	600 000	40 693	24 415 93	38 682 00	14,266 07 LT 2		
	2/19/03	200 000	33 939	6 787 75	12 894 00	6 106 25 LT 2		
	Total	800 000		31,203 68	**51,576 00**	20 372 32 LT	1 632 00	3 16
Share Price $64 470, Next Dividend Payable 08/12								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ACE LTD (ACE)	4/19/02	500 000	43 630	21 815 00	37 065 00	15 250 00 LT 2		
	2/23/07	200 000	58 205	11,641 00	14 826 00	3 185 00 LT 2		
	Total	700 000		33 456 00	**51,891.00**	18 435 00 LT	1,372 00	2 64
Share Price $74 130, Next Dividend Payable 07/12								
AMERICAN ELECTRIC POWER CO (AEP)	1/21/10	200 000	36 438	7 287 60	**7,980.00**	692 40 LT	376 00	4 71
Share Price $39 900, Next Dividend Payable 09/12								
AMGEN INC (AMGN)	1/21/10	100 000	56 822	5 682 19	7 291 00	1 608 81 LT		
	2/23/10	100 000	56 437	5 643 73	7 291 00	1 647 27 LT		
	Total	200 000		11 325 92	**14,582 00**	3 256 08 LT	288 00	1 97
Share Price $72 910, Next Dividend Payable 09/12								
AT&T INC (T)	11/15/96	500 000	21 070	10 534 77	17 830 00	7,295 23 LT 2		
	10/8/08	200 000	25 578	5,115 50	7 132 00	2,016 50 LT 2		
	11/16/09	300 000	26 310	7 892 97	10,698 00	2 805 03 LT		
	Total	1 000 000		23 543 24	**35,660.00**	12 116 76 LT	1,760 00	4 93
Share Price $35 660, Next Dividend Payable 08/12								
BAXTER INTL INC (BAX)	2/23/10	100 000	57 099	5 709 85	**5,315.00**	(394 85) LT	134 00	2 52
Share Price $53 150, Next Dividend Payable 07/02/12								
BRISTOL MYERS SQUIBB CO (BMY)	12/15/11	400 000	34 086	13 634 56	**14,380.00**	745 44 ST	544 00	3 78
Share Price $35 950, Next Dividend Payable 08/12								
CHEVRON CORP (CVX)	1/21/10	100 000	76 938	7 693 80	**10,550 00**	2 856 20 LT	360 00	3 41
Share Price $105 500, Next Dividend Payable 09/12								
CISCO SYS INC (CSCO)	10/25/99	1,000 000	33 063	33 062 50	**17,170 00**	(15,892 50) LT 2	320 00	1 86
Share Price $17 170, Next Dividend Payable 07/12								
COCA COLA CO (KO)	11/16/09	200 000	56 808	11,361 60	**15,638.00**	4 276 40 LT	408 00	2 60
Share Price $78 190, Next Dividend Payable 07/01/12								
COLGATE PALMOLIVE CO (CL)	3/23/04	300 000	53 307	15 992 01	**31,230.00**	15 237 99 LT 2	744 00	2 38
Share Price $104 100, Next Dividend Payable 08/12								
CONOCOPHILLIPS (COP)	6/7/01	511 440	24 487	12,523 81	28 579 27	16 055 46 LT 2		
	4/19/02	288 560	22 692	6 548 02	16 124 73	9,576 71 LT 2		
	Total	800 000		19 071 83	**44,704.00**	25,632 17 LT	2 112 00	4 72
Share Price $55 880, Next Dividend Payable 09/12								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
COVIDIEN PLC NEW (COV)	2/23/10	100 000	50 016	5 001 63	**5,350 00**	348 37 LT	90 00	1 68
Share Price $53 500, Next Dividend Payable 08/12								
CVS CAREMARK CORP (CVS)	2/19/03	500 000	10 366	5 182 95	**23,365.00**	18 182 05 LT 2	325 00	1 39
Share Price $46 730, Next Dividend Payable 08/12								
DOMINION RES INC (NEW) (D)	2/19/03	800 000	27 555	22 044 00	**43,200 00**	21 156 00 LT 2	1 688 00	3 90
Share Price $54 000, Next Dividend Payable 09/12								
DU PONT EI DE NEMOURS & CO (DD)	2/19/03	400 000	37 470	14 988 00	**20,228.00**	5 240 00 LT 2	688 00	3 40
Share Price $50 570, Next Dividend Payable 09/12								
EXELON CORP (EXC)	3/23/04	600 000	33 158	19 894 50	**22,572 00**	2 677 50 LT 2	1 260 00	5 58
Share Price $37 620, Next Dividend Payable 09/12								
EXPRESS SCRIPTS HLDG CO COM (ESRX)	3/24/04	648 000	20 241	13 116 00	**36,177 84**	23,061 84 LT	—	—
Share Price $55 830								
EXXON MOBIL CORP (XOM)	11/16/09	200 000	74 217	14 843 42	**17,114.00**	2 270 58 LT	456 00	2 66
Share Price $85 570, Next Dividend Payable 09/12								
GENERAL ELECTRIC CO (GE)	2/23/10	200 000	15 966	3 193 24	**4,168 00**	974 76 LT	136 00	3 26
Share Price $20 840, Next Dividend Payable 07/25/12								
HONEYWELL INTERNATIONAL INC (HON)	8/22/03	500 000	29 640	14 820 00	**27,920 00**	13 100 00 LT 2	745 00	2 66
Share Price $55 840, Next Dividend Payable 09/12								
ISHARES COHEN&STEERS RL MJR FD (ICF)	1/21/10	96 000	51 710	4 964 16	**7,549.44**	2 585 28 LT	215 62	2 85
Share Price $78 640, Next Dividend Payable 09/12								
ISHARES NASDAQ BIOTECH FUND (IBB)	2/23/10	100 000	84 510	8 451 00	**12,995 50**	4 544 50 LT	22 80	0 17
Share Price $129 955, Next Dividend Payable 09/12								
ISHARES RUSSELL 2000 INDEX FD (IWM)	10/8/08	348 000	56 100	19,522 80	27,686 88	8 164 08 LT 2		
	11/4/09	280 000	57 516	16 104 48	22 276 80	6 172 32 LT		
	Total	628 000		35,627 28	**49,963.68**	14 336 40 LT	777 46	1 55
Share Price $79 560 Next Dividend Payable 07/02/12								
ISHARES RUSSELL MIDCAP INDX FD (IWR)	12/15/11	470 000	95 704	44,980 88	**49,519 20**	4 538 32 ST	767 04	1 54
Share Price $105 360, Next Dividend Payable 07/02/12								
ISHARES S&P GSCI COMMODITY (GSG)	1/21/10	160 000	31 268	5,002 80	**4,870.40**	(132 40) LT	—	—
Share Price $30 440								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
JACOBS ENGINEERING GROUP INC (JEC)	2/19/03	600 000	18 565	11 139 00	**22,716.00**	11 577 00 LT 2	—	—
Share Price $37 860								
JOHNSON & JOHNSON (JNJ)	11/16/09	200 000	62 087	12 417 42	13 512 00	1,094 58 LT		
	2/23/10	100 000	63 557	6 355 71	6 756 00	400 29 LT		
	Total	300 000		18 773 13	**20,268 00**	1 494 87 LT	732 00	3 61
Share Price $67 560, Next Dividend Payable 09/12								
JOHNSON CONTROLS INCORPORATED (JCI)	7/1/08	400 000	29 062	11 624 80	**11,084 00**	(540 80) LT 2	288 00	2 59
Share Price $27 710, Next Dividend Payable 07/03/12								
JOY GLOBAL INC (JOY)	9/13/07	400 000	44 644	17 857 53	22 692 00	4 834 47 LT 2		
	10/8/08	100 000	32 576	3 257 60	5 673 00	2 415 40 LT 2		
	Total	500 000		21,115 13	**28,365.00**	7 249 87 LT	350 00	1 23
Share Price $56 730, Next Dividend Payable 09/12								
JPMORGAN CHASE & CO (JPM)	3/23/04	800 000	41 290	33,032 00	28,584 00	(4 448 00) LT 2		
	11/21/07	100 000	40 860	4,086 00	3 573 00	(513 00) LT 2		
	Total	900 000		37,118 00	**32,157 00**	(4 961 00) LT	1 080 00	3 35
Share Price $35 730, Next Dividend Payable 07/12								
KELLOGG CO (K)	1/21/10	100 000	53 753	5 375 28	**4,933 00**	(442 28) LT	172 00	3 48
Share Price $49 330, Next Dividend Payable 09/12								
KOHLS CORPORATION WISC (KSS)	3/23/04	500 000	48 617	24 308 55	**22,745.00**	(1,563 55) LT 2	640 00	2 81
Share Price $45 490, Next Dividend Payable 09/12								
MC DONALDS CORP (MCD)	11/16/09	200 000	64 508	12,901 60	**17,706.00**	4 804 40 LT	560 00	3 16
Share Price $88 530, Next Dividend Payable 09/12								
MC GRAW HILL COS INC (MHP)	7/27/99	300 000	28 315	8 494 50	**13,500.00**	5,005 50 LT 2	306 00	2 26
Share Price $45 000, Next Dividend Payable 09/12								
METLIFE INCORPORATED (MET)	10/8/08	200 000	31 290	6,258 00	**6,170.00**	(88 00) LT 2	148 00	2 39
Share Price $30 850, Next Dividend Payable 12/12								
MICROCHIP TECHNOLOGY INC (MCHP)	2/23/07	400 000	34 410	~~13,763 95~~ 14,936	**13,232.00**	(531 95) LT 2	560 00	4 23
Share Price $33 080, Next Dividend Payable 08/12								
MICROSOFT CORP (MSFT)	7/27/99	400 000	44 438	17,775 00	12 236 00	(5 539 00) LT 2		
	6/7/01	600 000	36 400	21,840 00	18 354 00	(3 486 00) LT 2		

CONTINUED

Holdings

Portfolio Management Active Assets Account 400-021149-123
THE JOHN C. MARKEY CHARITABLE FUND
ATTENTION: JOHN C MARKEY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,000 000		39 615 00	**30,590.00**	(9 025 00) LT	800 00	2 61
Share Price $30 590, Next Dividend Payable 09/12								
NIKE INC B (NKE)	1/21/10	100 000	63 304	6 330 40	**8,778.00**	2 447 60 LT	144 00	1 64
Share Price $87 780, Next Dividend Payable 07/02/12								
NORFOLK SOUTHERN CORP (NSC)	11/16/09	200 000	51 539	10 307 88	**14,354 00**	4 046 12 LT	376 00	2 61
Share Price $71 770, Next Dividend Payable 09/12								
OCCIDENTAL PETROLEUM CORP DE (OXY)	3/23/04	800 000	22 425	17 940 00	**68,616.00**	50,676 00 LT 2	1 728 00	2 51
Share Price $85 770, Next Dividend Payable 07/15/12								
ORACLE CORP (ORCL)	2/16/01	1 000 000	23 813	23 812 50	29,700 00	5,887 50 LT 2		
	2/19/03	2 000 000	12 320	24 640 00	59,400 00	34 760 00 LT 2		
	Total	3,000 000		48,452 50	**89,100.00**	40 647 50 LT	720 00	0 80
Share Price $29 700, Next Dividend Payable 08/12								
PEPSICO INC NC (PEP)	12/12/05	600 000	59 760	35 856 00	**42,396.00**	6,540 00 LT 2	1,290 00	3 04
Share Price $70 660, Next Dividend Payable 09/12								
PHILIP MORRIS INTL INC (PM)	4/29/08	300 000	51 808	15 542 40	26,178 00	10,635 60 LT 2		
	7/1/08	100 000	49 260	4 926 00	8 726 00	3,800 00 LT 2		
	Total	400 000		20,468 40	**34,904 00**	14 435 60 LT	1 232 00	3 52
Share Price $87 260, Next Dividend Payable 07/12/12								
PHILLIPS 66 COM (PSX)	6/7/01	256 000	14 539	3 721 89	8,509 44	4 787 55 LT		
	4/19/02	144 000	13 514	1 945 98	4 786 56	2 840 58 LT		
	Total	400 000		5 667 87	**13,296.00**	7,628 13 LT	—	—
Share Price $33 240								
PROCTER & GAMBLE (PG)	10/25/99	200 000	49 240	9 848 04	12 250 00	2 401 96 LT 2		
	2/22/00	500 000	45 024	22,511 85	30 625 00	8 113 15 LT 2		
	Total	700 000		32 359 89	**42,875.00**	10 515 11 LT	1,573 60	3 67
Share Price $61 250, Next Dividend Payable 08/12								
SPDR GOLD TR GOLD SHS (GLD)	1/21/10	46 000	107 200	4 931 20	7 138 74	2 207 54 LT		
	6/8/10	154 000	121 686	18 739 64	23 899 26	5 159 62 LT		
	Total	200 000		23,670 84	**31,038.00**	7,367 16 LT	—	—
Share Price $155 190								

CONTINUED

Holdings

Portfolio Management Active Assets Account
400-021149-123

THE JOHN C. MARKEY CHARITABLE FUND
ATTENTION: JOHN C MARKEY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
TAIWAN SMCNDCTR MFG CO LTD ADR (TSM)	3/23/04	2 000 000	7 930	15 859 68	**27,920 00**	12 060 32 LT 2	804 00	2 87
Share Price $13 960								
TEVA PHARMACEUTICALS ADR (TEVA)	3/23/04	600 000	30 770	18 462 00	**23,664 00**	5 202 00 LT 2	456 60	1 92
Share Price $39 440, Next Dividend Payable 09/12								
TEXAS INSTRUMENTS (TXN)	2/19/03	1 000 000	16 400	16 400 00	**28,690 00**	12 290 00 LT 2	680 00	2 37
Share Price $28 690, Next Dividend Payable 08/12								
TRAVELERS COMPANIES INC COM (TRV)	11/15/10	100 000	56 868	5 686 79	**6,384 00**	697 21 LT	184 00	2 88
Share Price $63 840, Next Dividend Payable 09/12								
UNITED TECHNOLOGIES CORP (UTX)	12/15/11	100 000	73 343	7 334 28	**7,553 00**	218 72 ST	214 00	2 83
Share Price $75 530, Next Dividend Payable 09/12								
VANGUARD MSCI EMERGING MARKETS (VWO)	10/8/08	234 000	27 020	6 322 68	9 343 62	3 020 94 LT 2		
	11/4/09	1 895 000	39 240	74 359 61	75 667 35	1,307 74 LT		
	12/15/11	344 000	38 426	13 218 61	13 735 92	517 31 ST		
	Total	2,473 000		93 900 90	**98,746.89**	4 328 68 LT 517 31 ST	2,240 54	2 26
Share Price $39 930, Next Dividend Payable 12/12								
VARIAN MEDICAL SYS INC (VAR)	3/23/04	600 000	42 458	25 475 01	**36,462.00**	10 986 99 LT 2	—	—
Share Price $60 770								
VERIZON COMMUNICATIONS (VZ)	12/15/11	200 000	38 376	7 675 24	**8,888.00**	1,212 76 ST	400 00	4 50
Share Price $44 440, Next Dividend Payable 08/12								
WAL MART STORES INC (WMT)	11/16/09	200 000	53 049	10,609 78	13 944 00	3 334 22 LT		
	2/23/10	100 000	53 706	5,370 60	6 972 00	1 601 40 LT		
	Total	300 000		15 980 38	**20,916 00**	4 935 62 LT	477 00	2 28
Share Price $69 720, Next Dividend Payable 09/12								
WALT DISNEY CO HLDG CO (DIS)	12/15/11	200 000	35 196	7 039 24	**9,700 00**	2 660 76 ST	120 00	1 23
Share Price $48 500, Next Dividend Payable 01/13								
WEATHERFORD INTERNATIONAL LTD (WFT)	3/23/04	800 000	10 555	8 444 00	**10,104 00**	1 660 00 LT 2	—	—
Share Price $12 630								
WELLS FARGO & CO NEW (WFC)	11/15/96	1,600 000	10 926	17,482 00	**53,504 00**	36 022 00 LT 2	1,408 00	2 63
Share Price $33 440, Next Dividend Payable 09/12								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
WISCONSIN ENERGY CORP (WEC)	2/23/10	200 000	24 569	4 913 80	**7,914 00**	3 000 20 LT	240 00	3 03
Share Price $39 570, Next Dividend Payable 09/12								
YUM BRANDS INC (YUM)	12/15/11	200 000	57 326	11,465 20	**12,884 00**	1 418 80 ST	228 00	1 76
Share Price $64 420, Next Dividend Payable 08/12								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
STOCKS	**47.4%**	**$1,108,667.69**	**$1,565,741 95**	**$445,762.15 LT** **$11,312 11 ST**	**$37,844.66** **$0 00**	**2 42%**

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj Unit Cost	Orig. Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
SLM CORP	2/23/07	75 000 000	$98 894	$74 170 50			$3 843 75	5 10
CUSIP 78442FAB4			$98 894	$74 170 50	**$75,281.25**	$1,110 75 LT 2	$1 313 28	
Unit Price $100 375, Coupon Rate 5 125%, Matures 08/27/12, Int Semi-Annually Feb/Aug 27, Yield to Maturity 2 699%, Moody BA1 S&P BBB-, Issued 08/27/02								
GOLDMAN SACHS GROUP INC	2/23/07	100,000 000	99 840	99,840 00				
CUSIP 38141GDB7			99 840	99,840 00	103 012 00	3,172 00 LT 2		
	5/14/07	100 000 000	99 544	99 544 00				
			99 544	99 544 00	103 012 00	3,468 00 LT 2		
	Total	200 000 000		199 384 00			10 500 00	5 09
				199 384 00	**206,024.00**	6 640 00 LT	2,595 83	
Unit Price $103 012, Coupon Rate 5 250%, Matures 04/01/13, Int Semi-Annually Apr/Oct 01, Yield to Maturity 1 216%, Moody A3 S&P A-, Issued 03/31/03								
JP MORGAN CHASE & CO	11/4/09	50 000 000	105 431	52,715 50			2,625 00	4 86
CUSIP 46625HAX8			102 959	51,479 74	**53,901 50**	2 421 76 LT	430 20	
Unit Price $107 803, Coupon Rate 5 250%, Matures 05/01/15, Int Semi-Annually May/Nov 01, Yield to Maturity 2 387%, Moody A3 S&P A-, Issued 04/24/03								
VERIZON COMMUNICATIONS	3/23/04	100 000 000	97 344	97 344 00			5,550 00	4 83
CUSIP 92343VAC8			97 344	97,344 00	**114,787.00**	17,443 00 LT 2	2 081 25	
Unit Price $114 787, Coupon Rate 5 550%, Matures 02/15/16, Int Semi-Annually Feb/Aug 15, Yield to Maturity 1 356%, Moody A3 S&P A-, Issued 02/15/06								

CONTINUED

CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj Unit Cost	Orig. Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
CISCO SYSTEMS INC	11/26/07	50,000 000	103 059	51 529 50			2 750 00	4 73
CUSIP 17275RAC6			101 507	50 753 43	**58,019.50**	7 266 07 LT 2	977 77	
Unit Price $116 039, Coupon Rate 5 500%, Matures 02/22/16, Int Semi-Annually Feb/Aug 22, Yield to Maturity 1 006%, Moody A1 S&P A+, Issued 02/22/06								
JOHNSON & JOHNSON	2/23/10	50 000 000	111 926	55 963 00			2 775 00	4 57
CUSIP 478160AQ7			108 523	54 261 48	**60,692.50**	6 431 02 LT	1 040 62	
Unit Price $121 385, Coupon Rate 5 550%, Matures 08/15/17, Int Semi-Annually Feb/Aug 15, Yield to Maturity 1 231%, Moody AAA S&P AAA, Issued 08/16/07								
ABBOTT LABORATORIES	1/21/10	50 000 000	110 803	55 401 50			2,800 00	4 63
CUSIP 002819AB6			107 801	53 900 70	**60,452.50**	6,551 80 LT	233 33	
Unit Price $120 905, Coupon Rate 5 600%, Matures 11/30/17, Int Semi-Annually May/Nov 30, Yield to Maturity 1 560%, Moody A1 S&P AA (-), Issued 11/09/07								
AT&T INC	11/4/09	50 000 000	104 619	52 309 50			2,750 00	4 62
CUSIP 00206RAJ1			103 326	51 662 78	**59,413.00**	7 750 22 LT	1 138 19	
Unit Price $118 826, Coupon Rate 5 500%, Matures 02/01/18, Int Semi-Annually Feb/Aug 01, Yield to Maturity 1 929%, Moody A2 S&P A-, Issued 02/01/08								
CATERPILLAR FINL SERV CORP	12/15/11	25 000 000	116 890	29 222 40			1 362 50	4 57
CUSIP 14912L3U3			115 569	28 892 34	**29,802.25**	909 91 ST	283 85	
Unit Price $119 209, Coupon Rate 5 450%, Matures 04/15/18, Int Semi-Annually Apr/Oct 15, Yield to Maturity 1 928%, Moody A2 S&P A, Issued 03/27/08								
CONOCOPHILLIPS	11/4/09	50,000 000	104 621	52 310 35			2 600 00	4 39
CUSIP 20825CAN4			103 369	51 684 72	**59,106.50**	7 421 78 LT	325 00	
Unit Price $118 213, Coupon Rate 5 200%, Matures 05/15/18, Int Semi-Annually May/Nov 15, Yield to Maturity 1 908%, Moody A1 S&P A, Issued 05/08/08								
TRAVELERS COS INC	12/15/11	25 000 000	117 947	29 486 75			1 450 00	4 80
CUSIP 89417EAE9			116 572	29 143 08	**30,196.50**	1 053 42 ST	181 25	
Unit Price $120 786, Coupon Rate 5 800%, Matures 05/15/18, Int Semi-Annually May/Nov 15, Yield to Maturity 2 029%, Moody A2 S&P A, Issued 05/13/08								
MCDONALD'S CORP	1/21/10	50 000 000	106 477	53 238 50			2,500 00	4 23
CUSIP 58013MEG5			104 958	52 478 98	**59,059.00**	6 580 02 LT	1,034 72	
Unit Price $118 118, Coupon Rate 5 000%, Matures 02/01/19, Int Semi-Annually Feb/Aug 01, Yield to Maturity 2 045%, Moody A2 S&P A, Issued 01/16/09								
PROCTER & GAMBLE CO	11/4/09	50 000 000	103 753	51 876 50			2 350 00	3 96
CUSIP 742718DN6			102 825	51 412 28	**59,307.00**	7 894 72 LT	881 25	
Unit Price $118 614, Coupon Rate 4 700%, Matures 02/15/19, Int Semi-Annually Feb/Aug 15, Yield to Maturity 1 715%, Moody AA3 S&P AA-, Issued 02/06/09								
COCA-COLA CO	12/15/11	25 000 000	116 832	29 207 88			1 218 75	4 10
CUSIP 191216AM2			115 688	28 922 05	**29,688.50**	766 45 ST	355 46	
Unit Price $118 754, Coupon Rate 4 875%, Matures 03/15/19, Int Semi-Annually Mar/Sep 15, Yield to Maturity 1 885%, Moody AA3 S&P A+, Issued 03/06/09								
GENERAL ELECTRIC CAPITAL CORP	4/13/11	50 000 000	110 259	55 129 50			3,000 00	5 12
CUSIP 36962G4D3			108 995	54 497 58	**58,504.00**	4 006 42 LT	1 191 66	
Unit Price $117 008, Coupon Rate 6 000%, Matures 08/07/19, Int Semi-Annually Feb/Aug 07, Yield to Maturity 3 294%, Moody A1 S&P AA+, Issued 08/07/09								

CORPORATE BONDS	$939,289 38 $929,987.66	$1,014,235.00	$81,517.56 LT $2,729.78 ST	$48,075.00 $14,063.66	4 74%

CORPORATE FIXED INCOME

FIXED-RATE CAPITAL SECURITIES

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj Unit Cost	Orig. Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
MERRILL LYNCH CAPITAL TRUST I 6.45 EXTENDABLE TO 12/15/2086 CUSIP 590199204	5/14/07	1 000 000	$25 240 $25 240	$25 240 00 $25 240 00	$24,600 00	$(640 00) LT 2	$1 612 50 —	6 55

Unit Price $24 600, Coupon Rate 6 450%, Matures 12/15/66, Interest Paid Quarterly Jun 15, Callable $25 00 on 07/30/12, Moody BA2 S&P BB+

	Percentage of Assets %	Orig. Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
CORPORATE FIXED INCOME		$964,529.38 $955,227 66	$1,038,835.00	$80,877.56 LT $2,729.78 ST	$49,687.50 $14,063.66	4 78%
TOTAL CORPORATE FIXED INCOME (incl accr int)	31 9%		$1,052,898 66			

Watchlist and CreditWatch Indicators (*) = developing/uncertain (+) = On Watchlist/CreditWatch Upgrade (-) = On Watchlist/CreditWatch Downgrade
For more information on Watchlist and CreditWatch Indicators, please go to our website at www morganstanley com/bondratings or contact your financial advisor

GOVERNMENT SECURITIES

FEDERAL AGENCIES

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj Unit Cost	Orig. Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
FED HOME LN BK CUSIP 3133XHZK1	2/28/08	75 000 000	$103 434 $101 898	$77,575 20 $76,423 82	$87,736 50	$11 312 68 LT 2	$3 562 50 $138 54	4 06

Unit Price $116 982, Coupon Rate 4 750%, Matures 12/16/16, Int Semi-Annually Jun/Dec 16, Yield to Maturity 861%, Moody AAA S&P AA+, Issued 12/01/06

	Percentage of Assets %	Orig. Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
GOVERNMENT SECURITIES		$77,575 20 $76,423 82	$87,736 50	$11,312.68 LT	$3,562.50 $138 54	4.06%
TOTAL GOVERNMENT SECURITIES (incl accr int)	2 7%		$87,875 04			

MUTUAL FUNDS

OTHER MUTUAL FUNDS

"Total Purchases vs Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account

"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account It may not reflect all distributions received in cash, due to but not limited to the following investments made prior to addition of this information on statements securities transfers timing of recent distributions and certain adjustments made in your account

"Net Value Increase/ (Decrease)" reflects the difference between your total purchases, plus the cash distributions shown, and the current value of the fund's shares This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ALLIANCEBER GLOBAL BOND ADV (ANAYX)	3/2/11	5,988 000	$8 350	$49,999 80	**$50,658 48**	$658 68 LT	$1 572 00	3 10
Total Purchases vs Market Value				49 999 80	50,658 48			
Cumulative Cash Distributions					746 93			
Net Value Increase/(Decrease)					1 405 61			
Share Price $8 460, Dividend Cash, Capital Gains Reinvest								
AMERICAN EUROPACIFIC GRW F1 (AEGFX)	11/4/09	801 711	37 410	29,992 00	29 527 02	(464 98) LT		
	11/16/09	253 688	39 490	10 018 14	9 343 33	(674 81) LT		
	1/21/10	241 429	37 460	9 043 92	8 891 83	(152 09) LT		
	12/15/11	119 514	34 570	4,131 60	4,401 70	270 10 ST		
	Purchases	1 416 342		53,185 66	**52,163 88**	(1 291 88) LT 270 10 ST		
Long Term Reinvestments		35 638		1,408 22	1 312 55	(95 67) LT		
Short Term Reinvestments		24 220		847 23	892 02	44 79 ST		
	Total	1 476 200		55 441 11	**54,368.45**	(1 387 55) LT 314 89 ST	861 00	1 58
Total Purchases vs Market Value				53 185 66	54 368 45			
Net Value Increase/(Decrease)					1 182 79			
Share Price $36 830, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
AMERICAN SMALLCAP WORLD F1 (SCWFX)	11/4/09	1 379 203	29 370	40,507 21	50,092 65	9 585 44 LT		
	Purchases	1 379 203		40,507 21	**50,092 65**	9 585 44 LT		
Long Term Reinvestments		32 542		1,166 67	1 181 93	15 26 LT		
Short Term Reinvestments		4 673		154 02	169 72	15 70 ST		
	Total	1 416 418		41 827 90	**51,444 30**	9 600 70 LT 15 70 ST	155 00	0 30

CONTINUED

MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total Purchases vs Market Value				40 507 21	51 444 30			
Net Value Increase/(Decrease)					10,937 09			
Share Price $36 320, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
CALAMOS MARKET NEUTRAL INC I (CMNIX)	1/21/10	434 227	11 493	4 990 48	5,367 04	376 56 LT		
	Purchases	434 227		4 990 48	**5,367 04**	376 56 LT		
Long Term Reinvestments		8 929		104 46	110 36	5 90 LT		
Short Term Reinvestments		7 159		85 72	88 48	2 76 ST		
	Total	450 315		5 180 66	**5,565 89**	382 46 LT 2 76 ST	80 00	1 43
Total Purchases vs Market Value				4 990 48	5,565 89			
Net Value Increase/(Decrease)					575 41			
Share Price $12 360, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
GUGGENHEIM MNGD FUTRS STRAT H (RYMFX)	1/21/10	191 087	26 210	5 008 40	**4,116 01**	(892 39) LT	—	—
Share Price $21 540, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
IVY GLOBAL NATURAL RESOURCES I (IGNIX)	1/21/10	261 331	19 072	4 984 20	**4,139 48**	(844 72) LT	—	—
Share Price $15 840 Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
LAZARD EMERGING MARKETS I (LZEMX)	11/4/09	4 634 424	17 332	80 321 58	84,300 17	3 978 59 LT		
	12/15/11	660 305	17 468	11 534 40	12,010 95	476 55 ST		
	Purchases	5,294 729		91 855 98	**96,311 12**	3 978 59 LT 476 55 ST		
Long Term Reinvestments		162 049		3 039 12	2 947 67	(91 45) LT		
Short Term Reinvestments		313 774		5 229 21	5,707 55	478 34 ST		
	Total	5 770 552		100 124 31	**104,966 34**	3,887 14 LT 954 89 ST	3 166 00	3 01
Total Purchases vs Market Value				91 855 98	104 966 34			
Net Value Increase/(Decrease)					13 110 36			
Share Price $18 190, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
PRUDENTIAL SHT TRM CORP BD Z (PIFZX)	12/15/11	2,194 185	11 360	24 926 00	25,189 24	263 24 ST		
	Purchases	2,194 185		24 926 00	**25,189.24**	263 24 ST		
Short Term Reinvestments		36 511		419 90	419 15	(0 75) ST		
	Total	2,230 696		25 345 90	**25,608.39**	262 49 ST	960 00	3 74

CONTINUED

Holdings

Portfolio Management Active Assets Account 400-021149-123

THE JOHN C. MARKEY CHARITABLE FUND
ATTENTION: JOHN C MARKEY

MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total Purchases vs Market Value				24,926 00	25 608 39			
Net Value Increase/(Decrease)					682 39			
Share Price $11 480, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
T ROWE PRICE MID CAP GR ADV (PAMCX)	2/20/03	1 181 686	28 997	34,264 90	65 725 38	31 460 48 LT A		
	Purchases	1 181 686		34,264 90	**65,725 38**	31,460 48 LT		
Long Term Reinvestments		840 673		41,512 76	46 758 23	5 245 47 LT		
Short Term Reinvestments		281 045		13,948 68	15 631 72	1,683 04 ST		
	Total	2 303 404		89 726 34	**128,115 33**	36 705 95 LT 1 683 04 ST	—	—
Total Purchases vs Market Value				34 264 90	128 115 33			
Net Value Increase/(Decrease)					93 850 43			
Share Price $55 620, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
THORNBURG INTL VALUE I (TGVIX)	12/15/11	2 080 531	24 030	49 995 16	52 450 19	2 455 03 ST		
	Purchases	2 080 531		49 995 16	**52,450 19**	2 455 03 ST		
Short Term Reinvestments		24 524		617 03	618 25	1 22 ST		
	Total	2,105 055		50 612 19	**53,068 44**	2 456 25 ST	1 484 00	2 79
Total Purchases vs Market Value				49,995 16	53 068 44			
Net Value Increase/(Decrease)					3 073 28			
Share Price $25 210, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
MUTUAL FUNDS	**14.6%**	**$428,250 81**	**$482,051 11**	**$48,110.27 LT** **$5,690.02 ST**	**$8,278 00** **$0.00**	**1.72%**

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page
For more information about the pricing of Money Market Funds, please see the Disclosures section of the statement

Holdings

Portfolio Management Active Assets Account 400-021149-123
THE JOHN C. MARKEY CHARITABLE FUND
ATTENTION: JOHN C MARKEY

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$2,568,569 98	$3,287,007.45	$586,062 66 LT	$99,428 66	3 01%
				$19,731 91 ST	$14,202 20	
TOTAL VALUE (includes accrued interest)			$3,301,209.65			

2 - You, or a third party, have provided the transaction details for this position

A - You executed this transaction elsewhere and later transferred the security to your Morgan Stanley Smith Barney Account Another financial institution has provided Morgan Stanley Smith Barney the transaction detail for this position