

**Return of Private Foundation**

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

**2010**

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation <b>THE SOOCH FOUNDATION</b>		A Employer identification number <b>20-0399480</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>600 WEST 7TH STREET</b>	Room/suite	B Telephone number <b>(512) 329-0464</b>
City or town, state, and ZIP code <b>AUSTIN, TX 78701</b>		C If exemption application is pending, check here <input type="checkbox"/>
H 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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>14,816,322.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here... <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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	500.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	318,794.	318,794.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	153,439.			
	b Gross sales price for all assets on line 6a <b>5,033,929.</b>				
	7 Capital gain net income (from Part IV, line 2)		153,439.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	3,433.	3,433.		STATEMENT 2	
12 Total. Add lines 1 through 11	476,166.	475,666.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	55,000.	0.		55,000.
	14 Other employee salaries and wages	121,400.	0.		121,400.
	15 Pension plans, employee benefits	20,096.	0.		20,096.
	16a Legal fees				
	b Accounting fees <b>STMT 3</b>	4,884.	2,442.		2,442.
	c Other professional fees <b>STMT 4</b>	42,099.	42,099.		0.
	17 Interest				
	18 Taxes <b>STMT 5</b>	69,323.	4,328.		13,495.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	7,333.	0.		7,333.
	22 Printing and publications				
	23 Other expenses <b>STMT 6</b>	36,687.	14,898.		19,373.
	24 Total operating and administrative expenses. Add lines 13 through 23	356,822.	63,767.		239,139.
	25 Contributions, gifts, grants paid	681,050.			681,050.
26 Total expenses and disbursements. Add lines 24 and 25	1,037,872.	63,767.		920,189.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-561,706.				
b Net investment income (if negative, enter -0-)		411,899.			
c Adjusted net income (if negative, enter -0-)			N/A		

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DURBIN BENNETT PETERSON**

<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only.</small>		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	1 Cash - non-interest-bearing .....	573,907.	298,772.	298,772.	
	2 Savings and temporary cash investments .....				
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5 Grants receivable .....				
	6 Receivables due from officers, directors, trustees, and other disqualified persons .....				
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶	43.	0.	0.	
	8 Inventories for sale or use .....				
	9 Prepaid expenses and deferred charges .....				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock <b>STMT 7</b> .....	2,744,083.	1,289,613.	1,289,613.	
	c Investments - corporate bonds .....				
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶				
	12 Investments - mortgage loans .....				
	13 Investments - other <b>STMT 8</b> .....	11,036,257.	13,227,937.	13,227,937.	
14 Land, buildings, and equipment: basis ▶ <b>12,972.</b> Less: accumulated depreciation <b>STMT 9</b> ▶ <b>12,972.</b>					
15 Other assets (describe ▶)					
<b>16 Total assets (to be completed by all filers)</b> .....	<b>14,354,290.</b>	<b>14,816,322.</b>	<b>14,816,322.</b>		
<b>Liabilities</b>	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 .....				
	22 Other liabilities (describe ▶)				
<b>23 Total liabilities (add lines 17 through 22)</b> .....	<b>0.</b>	<b>0.</b>			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24 Unrestricted .....				
	25 Temporarily restricted .....				
	26 Permanently restricted .....				
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	27 Capital stock, trust principal, or current funds .....	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund .....	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds .....	14,354,290.	14,816,322.			
<b>30 Total net assets or fund balances</b> .....	<b>14,354,290.</b>	<b>14,816,322.</b>			
<b>31 Total liabilities and net assets/fund balances</b> .....	<b>14,354,290.</b>	<b>14,816,322.</b>			

**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	14,354,290.
2 Enter amount from Part I, line 27a .....	2	-561,706.
3 Other increases not included in line 2 (itemize) ▶ <b>CHANGE IN UNREALIZED GAIN/LOSS</b> .....	3	1,023,738.
4 Add lines 1, 2, and 3 .....	4	14,816,322.
5 Decreases not included in line 2 (itemize) ▶ .....	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 .....	6	14,816,322.

**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					
b	<b>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					
b					
c					
d					
e	5,033,929.	4,880,490.	153,439.		
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) 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			
a					
b					
c					
d					
e			153,439.		
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	153,439.
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). If (loss), enter -0- in Part I, line 8	}		3	N/A

**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 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))	
2009	712,415.	9,143,318.	.077916	
2008	1,063,918.	11,283,970.	.094286	
2007	896,754.	13,425,225.	.066796	
2006	633,328.	12,499,469.	.050668	
2005	550,623.	11,804,515.	.046645	
2	Total of line 1, column (d)		2	.336311
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	.067262
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		4	13,973,443.
5	Multiply line 4 by line 3		5	939,882.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6	4,119.
7	Add lines 5 and 6		7	944,001.
8	Enter qualifying distributions from Part XII, line 4		8	920,189.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	8,238.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	8,238.
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	8,238.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	6,199.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	11,199.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	29.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,932.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 2,932. Refunded <input type="checkbox"/>	11	0.	

**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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 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
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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 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
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX		
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? <i>If "No," attach explanation</i>	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 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)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of MARY ELLEN PIETRUSZYNSKI Telephone no. (512) 329-0464
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
16 At any time during calendar year 2010, 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?

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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 page 22 of the instructions)?
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 2010?
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?
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?
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?
b If "Yes," did it have excess business holdings in 2010 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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2010?

**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)?  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)?  Yes  No  
 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? **SEE STATEMENT 11**  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?  Yes  No  
 If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

**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.

(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
<b>SEE STATEMENT 10</b>		55,000.	0.	1,200.

**2** Compensation of five highest-paid employees (other than those included on line 1). 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
<b>JASDEEP K. SANDHU</b> 600 WEST 7TH STREET, AUSTIN, TX 78701	40.00	65,000.	13,236.	0.
<b>CAROLINE A. NEWMAN</b> 600 WEST 7TH STREET, AUSTIN, TX 78701	40.00	56,400.	6,860.	0.

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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 13	
	88,378.
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3	
All other program-related investments. See instructions.	
Total. Add lines 1 through 3 <span style="float: right;">▶</span>	0.

**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	13,856,227.
b	Average of monthly cash balances	1b	330,010.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	14,186,237.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	14,186,237.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	212,794.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,973,443.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	698,672.

**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	698,672.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	8,238.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,238.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	690,434.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	690,434.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	690,434.

**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	920,189.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	920,189.
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	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	920,189.

**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 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				690,434.
<b>2</b> Undistributed income, if any, as of the end of 2010:				
<b>a</b> Enter amount for 2009 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005				
<b>b</b> From 2006				
<b>c</b> From 2007				
<b>d</b> From 2008	403,209.			
<b>e</b> From 2009	352,989.			
<b>f</b> Total of lines 3a through e	756,198.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ▶ \$	920,189.			
<b>a</b> Applied to 2009, but not more than line 2a			0.	
<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 2010 distributable amount				690,434.
<b>e</b> Remaining amount distributed out of corpus	229,755.			
<b>5</b> Excess distributions carryover applied to 2010 (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	985,953.			
<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		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	985,953.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006				
<b>b</b> Excess from 2007				
<b>c</b> Excess from 2008	403,209.			
<b>d</b> Excess from 2009	352,989.			
<b>e</b> Excess from 2010	229,755.			

**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 2010, 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				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a "Assets" alternative test - enter:</b>					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed</b>					
<b>c "Support" alternative test - enter:</b>					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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 the 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 Paid during the year</b>				
<b>SEE STATEMENT 12</b>				
<b>Total</b>				<b>▶ 3a 681,050.</b>
<b>b Approved for future payment</b>				
<b>NONE</b>				
<b>Total</b>				<b>▶ 3b 0.</b>



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

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... 1a(1) Cash X 1a(2) Other assets X 1b(1) Sales of assets to a noncharitable exempt organization X 1b(2) Purchases of assets from a noncharitable exempt organization X 1b(3) Rental of facilities, equipment, or other assets X 1b(4) Reimbursement arrangements X 1b(5) Loans or loan guarantees X 1b(6) Performance of services or membership or fundraising solicitations X 1c Sharing of facilities, equipment, mailing lists, other assets, or paid employees X

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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... Yes No [X]

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer or trustee Date Title

Paid Preparer Use Only

Print/Type preparer's name: STEPHANIE S. TODD; Preparer's signature: Stephanie S. Todd CPA; Date: 28 AUG 2011; Firm's name: DURBIN BENNETT PETERSON TAX ADVISORS; Firm's address: 100 CONGRESS AVENUE, SUITE 1600 AUSTIN, TX 78701; Phone no.: 512-439-4800

THE SOOCH FOUNDATION

**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 ASPEN DIVERSIFIED FUND - S/T	P	VARIOUS	VARIOUS
b ASPEN DIVERSIFIED FUND - L/T	P	VARIOUS	VARIOUS
c FUNDING - S/T- SEE STATEMENT A	P	VARIOUS	VARIOUS
d FUNDING - L/T- SEE STATEMENT A	P	VARIOUS	VARIOUS
e GARDNER LEWIS - S/T - SEE STATEMENT B	P	VARIOUS	VARIOUS
f GARDNER LEWIS - L/T - SEE STATEMENT B	P	VARIOUS	VARIOUS
g SAGE - S/T - SEE STATEMENT C	P	VARIOUS	VARIOUS
h SAGE - L/T - SEE STATEMENT C	P	VARIOUS	VARIOUS
i EATON VANCE - S/T - SEE STATEMENT D	P	VARIOUS	VARIOUS
j EATON VANCE - L/T - SEE STATEMENT D	P	VARIOUS	VARIOUS
k CAPITAL GAIN DISTRIBUTIONS - FUNDING	P	VARIOUS	VARIOUS
l CAPITAL GAIN DISTRIBUTIONS - EATON VANCE	P	VARIOUS	VARIOUS
m CAPITAL GAIN DISTRIBUTIONS - SAGE	P	VARIOUS	VARIOUS
n SECTION 1256 - ASPEN DIVERSIFIED	P	VARIOUS	VARIOUS
o SECTION 1256 - POWERSHARES DBE FUND	P	VARIOUS	VARIOUS

(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 213.			213.
b -1,886.			-1,886.
c 889,968.		907,081.	-17,113.
d 1,251,572.		1,379,039.	-127,467.
e 513,863.		510,216.	3,647.
f 558,222.		479,807.	78,415.
g 483,691.		467,981.	15,710.
h 317,796.		307,926.	9,870.
i 342,269.		327,823.	14,446.
j 598,527.		500,617.	97,910.
k 28,172.			28,172.
l 52.			52.
m 980.			980.
n 49,200.			49,200.
o 1,290.			1,290.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			213.
b			-1,886.
c			-17,113.
d			-127,467.
e			3,647.
f			78,415.
g			15,710.
h			9,870.
i			14,446.
j			97,910.
k			28,172.
l			52.
m			980.
n			49,200.
o			1,290.

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	153,439.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Short Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>
Artio Int'l Equity Fund	12/09/2009	08/03/2010	6,349.432	175,171.95	190,000.00	-14,828.05
Artio Int'l Equity Fund	02/02/2010	08/03/2010	2,183.291	60,233.95	60,000.00	233.95
			8,532.723	235,405.90	250,000.00	-14,594.10
DFA Emerging Markets Value	12/09/2009	07/19/2010	3,282.173	100,164.12	100,000.00	164.12
Harding Loevner Emerging Mar	12/09/2009	05/04/2010	2,358.491	103,443.41	100,000.00	3,443.41
Harding Loevner Emerging Mar	02/02/2010	05/04/2010	960.384	42,122.44	40,000.00	2,122.44
			3,318.875	145,565.85	140,000.00	5,565.85
iShares S&P MidCap 400 Index	12/09/2009	08/03/2010	1,295.000	99,963.36	90,106.66	9,856.70
iShares S&P SmallCap 600 Ind	12/09/2009	08/03/2010	1,711.000	100,014.41	89,091.46	10,922.95
PowerShares DB Energy	06/03/2009	05/21/2010	2,088.000	47,073.44	51,685.17	-4,611.73
PowerShares DB Energy	06/12/2009	05/21/2010	2,000.000	45,089.51	52,487.25	-7,397.74
PowerShares DB Energy	06/15/2009	05/21/2010	100.000	2,254.47	2,562.48	-308.01
PowerShares DB Energy	06/15/2009	05/21/2010	500.000	11,272.38	12,812.36	-1,539.98
PowerShares DB Energy	06/15/2009	05/21/2010	500.000	11,272.38	12,817.35	-1,544.97
PowerShares DB Energy	06/15/2009	05/21/2010	510.000	11,497.83	13,073.71	-1,575.88
PowerShares DB Energy	12/09/2009	05/21/2010	12.000	270.54	310.76	-40.22
PowerShares DB Energy	12/09/2009	05/21/2010	100.000	2,254.47	2,591.57	-337.10
PowerShares DB Energy	12/09/2009	05/21/2010	100.000	2,254.47	2,591.57	-337.10
PowerShares DB Energy	12/09/2009	05/21/2010	100.000	2,254.47	2,591.57	-337.10
PowerShares DB Energy	12/09/2009	05/21/2010	1,366.000	30,796.13	35,413.09	-4,616.96
PowerShares DB Energy	12/09/2009	05/21/2010	1,888.000	42,564.50	48,945.76	-6,381.26
			9,264.000	208,854.59	237,882.64	-29,028.05
Short Term Gains (Sales)				889,968.23	907,080.76	-17,112.53

**Long Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
Artio Int'l Equity Fund	05/07/2004	08/03/2010	4,869.726	134,348.93	130,762.20	3,586.73
Artio Int'l Equity Fund	12/27/2006	08/03/2010	116.696	3,219.48	5,013.25	-1,793.77
Artio Int'l Equity Fund	12/27/2006	08/03/2010	405.899	11,198.18	17,437.44	-6,239.26
Artio Int'l Equity Fund	12/27/2006	08/03/2010	861.548	23,768.91	37,012.11	-13,243.20
Artio Int'l Equity Fund	03/05/2007	08/03/2010	3,099.809	85,519.40	130,000.00	-44,480.60
			9,353.678	258,054.90	320,225.00	-62,170.10
DFA Emerging Markets Value	05/12/2004	07/19/2010	7,163.514	218,613.41	96,500.19	122,113.22

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Long Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
DFA Emerging Markets Value	09/09/2008	07/19/2010	68.768	2,098.64	2,113.24	-14.60
			7,232.282	220,712.05	98,613.43	122,098.62
DFA U.S. Micro Cap	12/12/2007	02/02/2010	3,360.794	34,963.28	50,000.00	-15,036.72
DFA U.S. Micro Cap	12/19/2007	02/02/2010	7.081	73.66	94.10	-20.44
DFA U.S. Micro Cap	12/19/2007	02/02/2010	37.174	386.73	494.04	-107.31
DFA U.S. Micro Cap	12/19/2007	02/02/2010	285.503	2,970.17	3,794.34	-824.17
DFA U.S. Micro Cap	03/10/2008	02/02/2010	5.226	54.36	59.05	-4.69
DFA U.S. Micro Cap	06/10/2008	02/02/2010	9.749	101.42	121.96	-20.54
DFA U.S. Micro Cap	09/09/2008	02/02/2010	11.368	118.26	137.10	-18.84
			3,716.895	38,667.88	54,700.59	-16,032.71
E.I.I. International Property Instl	12/12/2007	07/19/2010	4,423.673	66,258.91	100,000.00	-33,741.09
E.I.I. International Property Instl	12/27/2007	07/19/2010	21.283	318.78	445.46	-126.68
E.I.I. International Property Instl	12/27/2007	07/19/2010	44.849	671.76	938.70	-266.94
E.I.I. International Property Instl	12/27/2007	07/19/2010	51.698	774.35	1,082.03	-307.68
E.I.I. International Property Instl	05/13/2008	07/19/2010	7,424.505	111,206.16	150,000.00	-38,793.84
E.I.I. International Property Instl	07/31/2008	07/19/2010	2,386.567	35,746.61	40,000.00	-4,253.39
			14,352.575	214,976.57	292,466.19	-77,489.62
First Eagle Overseas	12/13/2006	07/19/2010	107.509	2,175.44	2,697.41	-521.97
First Eagle Overseas	12/13/2006	07/19/2010	338.687	6,853.32	8,497.66	-1,644.34
First Eagle Overseas	12/13/2006	07/19/2010	1,096.129	22,180.10	27,501.87	-5,321.77
First Eagle Overseas	12/13/2007	07/19/2010	120.670	2,441.75	2,836.96	-395.21
First Eagle Overseas	12/13/2007	07/19/2010	1,323.163	26,774.12	31,107.56	-4,333.44
First Eagle Overseas	12/13/2007	07/19/2010	1,954.553	39,550.27	45,951.54	-6,401.27
			4,940.711	99,975.00	118,593.00	-18,618.00
Harbor International	07/31/2008	07/19/2010	3,907.013	199,975.00	249,441.00	-49,466.00
Harding Loevner Emerging Mar	07/31/2008	05/04/2010	4,997.960	219,210.53	245,000.00	-25,789.47
Long Term Gains (Sales)				1,251,571.93	1,379,039.21	-127,467.28
Total Gains (Sales)				2,141,540.16	2,286,119.97	-144,579.81
Total Short Term Gains						-17,112.53
Total Long Term Gains						-127,467.28
<b>Total Gains</b>						<b>-144,579.81</b>



**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Short Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>
Activision Blizzard, Inc	10/29/2009	08/30/2010	130.000	1,398.77	1,426.89	-28.12
Activision Blizzard, Inc	07/12/2010	08/30/2010	135.000	1,452.57	1,508.62	-56.05
			265.000	2,851.34	2,935.51	-84.17
Adobe Systems, Inc	04/22/2010	08/03/2010	65.000	1,885.78	2,328.09	-442.31
Adobe Systems, Inc	04/28/2010	08/03/2010	25.000	725.30	890.27	-164.97
			90.000	2,611.08	3,218.36	-607.28
Adobe Systems, Inc	01/22/2010	09/15/2010	35.000	1,140.32	1,244.06	-103.74
Adobe Systems, Inc	01/22/2010	09/15/2010	55.000	1,791.94	1,955.35	-163.41
Adobe Systems, Inc	01/26/2010	09/15/2010	60.000	1,954.84	2,044.05	-89.21
Adobe Systems, Inc	02/01/2010	09/15/2010	210.000	6,841.94	6,808.71	33.23
Adobe Systems, Inc	04/28/2010	09/15/2010	30.000	977.42	1,068.32	-90.90
			390.000	12,706.46	13,120.49	-414.03
			480.000	15,317.54	16,338.85	-1,021.31
AES Corporation	06/25/2009	01/29/2010	800.000	10,071.00	8,848.00	1,223.00
Air Products & Chemicals, Inc	07/16/2010	08/03/2010	20.000	1,500.64	1,386.00	114.64
Air Products & Chemicals, Inc	07/16/2010	09/15/2010	90.000	7,215.00	6,237.01	977.99
			110.000	8,715.64	7,623.01	1,092.63
Akamai Technologies	08/31/2010	09/15/2010	95.000	4,866.77	4,384.16	482.61
Akamai Technologies	09/01/2010	09/15/2010	30.000	1,536.87	1,432.46	104.41
			125.000	6,403.64	5,816.62	587.02
Amazon Com, Inc	10/08/2009	08/03/2010	25.000	3,043.04	2,398.32	644.72
Amazon Com, Inc	10/08/2009	09/15/2010	15.000	2,167.97	1,438.99	728.98
Amazon Com, Inc	10/16/2009	09/15/2010	30.000	4,335.95	2,863.09	1,472.86
Amazon Com, Inc	10/21/2009	09/15/2010	60.000	8,671.89	5,731.03	2,940.86
			105.000	15,175.81	10,033.11	5,142.70
			130.000	18,218.85	12,431.43	5,787.42
America Movil SA	07/16/2009	05/24/2010	15.000	685.59	603.43	82.16
Anadarko Petroleum Corp	05/03/2010	08/03/2010	30.000	1,588.30	1,970.28	-381.98

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Short Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>
Anadarko Petroleum Corp	07/16/2010	08/03/2010	35.000	1,853.02	1,664.70	188.32
			65.000	3,441.32	3,634.98	-193.66
Anadarko Petroleum Corp	07/16/2010	09/15/2010	5.000	269.51	237.81	31.70
			70.000	3,710.83	3,872.79	-161.96
Bank of America Corp	12/22/2009	04/28/2010	110.000	1,943.51	1,676.12	267.39
Bank of America Corp	12/22/2009	05/18/2010	60.000	966.69	914.25	52.44
Bank of America Corp	12/22/2009	08/03/2010	355.000	5,088.76	5,409.29	-320.53
Bank of America Corp	12/22/2009	09/15/2010	1,500.000	20,564.65	22,856.17	-2,291.52
			2,025.000	28,563.61	30,855.83	-2,292.22
Bank of America Corp Ser S PF	12/22/2009	02/12/2010	100.000	1,429.13	1,528.65	-99.52
Best Buy Company, Inc	09/09/2009	01/14/2010	30.000	1,177.56	1,232.34	-54.78
Best Buy Company, Inc	11/05/2009	01/14/2010	30.000	1,177.57	1,204.72	-27.15
			60.000	2,355.13	2,437.06	-81.93
Best Buy Company, Inc	09/04/2009	02/12/2010	5.000	177.21	195.79	-18.58
Best Buy Company, Inc	11/05/2009	02/12/2010	45.000	1,594.86	1,807.08	-212.22
			50.000	1,772.07	2,002.87	-230.80
Best Buy Company, Inc	09/04/2009	06/16/2010	10.000	374.56	391.58	-17.02
			120.000	4,501.76	4,831.51	-329.75
BMC Software, Inc	01/29/2010	08/02/2010	105.000	3,778.69	4,076.03	-297.34
BMC Software, Inc	01/29/2010	08/03/2010	100.000	3,551.10	3,881.94	-330.84
BMC Software, Inc	01/29/2010	08/05/2010	55.000	1,957.49	2,135.06	-177.57
BMC Software, Inc	01/29/2010	09/01/2010	35.000	1,303.02	1,358.68	-55.66
BMC Software, Inc	01/29/2010	09/15/2010	10.000	394.40	388.19	6.21
BMC Software, Inc	02/04/2010	09/15/2010	60.000	2,366.42	2,225.23	141.19
BMC Software, Inc	07/02/2010	09/15/2010	50.000	1,972.02	1,758.95	213.07
			120.000	4,732.84	4,372.37	360.47
			415.000	15,323.14	15,824.08	-500.94
Boeing Co	08/31/2009	08/03/2010	45.000	3,119.44	2,236.05	883.39
Brocade Communs Sys, Inc	03/11/2010	05/27/2010	330.000	1,802.71	1,866.54	-63.83
Brocade Communs Sys, Inc	03/11/2010	06/16/2010	145.000	772.58	820.15	-47.57

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Short Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>
Brocade Communs Sys, Inc	03/11/2010	06/28/2010	925.000	4,921.21	5,231.98	-310.77
			1,400.000	7,496.50	7,918.67	-422.17
C B Richard Ellis Group	08/02/2010	08/03/2010	85.000	1,431.01	1,464.23	-33.22
C B Richard Ellis Group	08/02/2010	09/15/2010	370.000	6,756.83	6,373.72	383.11
			455.000	8,187.84	7,837.95	349.89
ChevronTexaco Corp	01/08/2010	05/24/2010	25.000	1,837.31	1,984.90	-147.59
Citigroup, Inc	04/21/2010	08/03/2010	400.000	1,651.86	1,952.95	-301.09
Citigroup, Inc	04/22/2010	08/03/2010	470.000	1,940.92	2,293.06	-352.14
			870.000	3,592.78	4,246.01	-653.23
Citigroup, Inc	04/19/2010	09/15/2010	1,335.000	5,233.11	6,436.44	-1,203.33
Citigroup, Inc	04/22/2010	09/15/2010	5.000	19.60	24.39	-4.79
Citigroup, Inc	04/28/2010	09/15/2010	660.000	2,587.16	2,939.35	-352.19
Citigroup, Inc	05/06/2010	09/15/2010	422.000	1,654.21	1,705.39	-51.18
Citigroup, Inc	05/06/2010	09/15/2010	555.000	2,175.56	2,339.95	-164.39
Citigroup, Inc	05/18/2010	09/15/2010	305.000	1,195.58	1,186.25	9.33
Citigroup, Inc	05/27/2010	09/15/2010	190.000	744.79	772.75	-27.96
Citigroup, Inc	06/08/2010	09/15/2010	210.000	823.19	783.85	39.34
			3,682.000	14,433.20	16,188.37	-1,755.17
			4,552.000	18,025.98	20,434.38	-2,408.40
Community Health Systems Inc	01/15/2010	03/11/2010	50.000	1,791.08	1,992.32	-201.24
Community Health Systems Inc	01/15/2010	03/26/2010	95.000	3,585.34	3,785.40	-200.06
Community Health Systems Inc	01/15/2010	03/31/2010	65.000	2,383.78	2,590.01	-206.23
			210.000	7,760.20	8,367.73	-607.53
Costco Wholesale Corp	11/23/2009	03/08/2010	20.000	1,206.87	1,205.75	1.12
Costco Wholesale Corp	11/30/2009	03/08/2010	15.000	905.15	899.25	5.90
			35.000	2,112.02	2,105.00	7.02
Costco Wholesale Corp	11/30/2009	04/28/2010	15.000	872.76	899.25	-26.49
Costco Wholesale Corp	11/30/2009	05/07/2010	35.000	2,029.83	2,098.25	-68.42
Costco Wholesale Corp	11/30/2009	08/03/2010	50.000	2,820.56	2,997.49	-176.93
Costco Wholesale Corp	11/30/2009	09/15/2010	125.000	7,631.25	7,493.73	137.52
Costco Wholesale Corp	06/10/2010	09/15/2010	15.000	915.75	872.19	43.56
Costco Wholesale Corp	06/10/2010	09/15/2010	35.000	2,136.75	2,023.13	113.62

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Short Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>
Costco Wholesale Corp	06/30/2010	09/15/2010	40.000	2,442.00	2,221.27	220.73
			215.000	13,125.75	12,610.32	515.43
			350.000	20,960.92	20,710.31	250.61
CSX Corp	09/11/2009	05/24/2010	15.000	755.04	732.15	22.89
CSX Corp	09/11/2009	07/14/2010	45.000	2,354.05	2,196.44	157.61
CSX Corp	09/11/2009	07/16/2010	180.000	8,958.58	8,785.78	172.80
			240.000	12,067.67	11,714.37	353.30
CVS Caremark Corporation	05/24/2010	06/09/2010	105.000	3,269.90	3,592.03	-322.13
CVS Caremark Corporation	05/27/2010	06/09/2010	50.000	1,557.09	1,726.90	-169.81
			155.000	4,826.99	5,318.93	-491.94
CVS Caremark Corporation	05/24/2010	06/10/2010	60.000	1,881.12	2,052.59	-171.47
CVS Caremark Corporation	05/24/2010	06/10/2010	60.000	1,849.90	2,052.58	-202.68
			275.000	8,558.01	9,424.10	-866.09
Danaher Corp	03/11/2010	08/03/2010	15.000	577.22	587.58	-10.36
Danaher Corp	04/23/2010	08/03/2010	60.000	2,308.86	2,537.59	-228.73
			75.000	2,886.08	3,125.17	-239.09
Danaher Corp	03/02/2010	09/15/2010	280.000	11,233.74	10,572.38	661.36
Danaher Corp	03/11/2010	09/15/2010	55.000	2,206.63	2,154.45	52.18
Danaher Corp	09/01/2010	09/15/2010	30.000	1,203.62	1,141.77	61.85
			365.000	14,643.99	13,868.60	775.39
			440.000	17,530.07	16,993.77	536.30
Diamond Offshore Drilling, Inc	07/14/2010	09/15/2010	120.000	7,408.79	7,927.59	-518.80
Diamond Offshore Drilling, Inc	08/05/2010	09/15/2010	20.000	1,234.80	1,348.52	-113.72
			140.000	8,643.59	9,276.11	-632.52
DirecTV Group, Inc	11/19/2009	08/03/2010	79.832	2,957.54	2,480.61	476.93
DirecTV Group, Inc	05/07/2010	08/03/2010	55.000	2,037.58	1,971.74	65.84
			134.832	4,995.12	4,452.35	542.77
Dollar Tree Stores	11/23/2009	02/12/2010	10.000	472.84	489.53	-16.69
Dollar Tree Stores	05/19/2010	08/03/2010	60.000	2,597.52	2,402.68	194.84
Dollar Tree Stores	11/23/2009	09/15/2010	277.500	13,142.46	9,056.36	4,086.10

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Short Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>
Dollar Tree Stores	05/19/2010	09/15/2010	22.500	1,065.60	901.00	164.60
			300.000	14,208.06	9,957.36	4,250.70
			370.000	17,278.42	12,849.57	4,428.85
eBay, Inc	03/17/2010	05/07/2010	15.000	321.50	403.02	-81.52
eBay, Inc	03/26/2010	05/07/2010	135.000	2,893.57	3,740.35	-846.78
eBay, Inc	04/06/2010	05/07/2010	100.000	2,143.38	2,745.93	-602.55
			250.000	5,358.45	6,889.30	-1,530.85
eBay, Inc	03/17/2010	05/14/2010	140.000	3,084.99	3,761.50	-676.51
eBay, Inc	03/17/2010	05/18/2010	95.000	2,141.23	2,552.45	-411.22
eBay, Inc	03/17/2010	05/19/2010	70.000	1,512.69	1,880.75	-368.06
eBay, Inc	04/21/2010	05/19/2010	110.000	2,377.09	2,897.55	-520.46
			180.000	3,889.78	4,778.30	-888.52
			665.000	14,474.45	17,981.55	-3,507.10
EMC Corp	06/25/2010	08/03/2010	85.000	1,725.02	1,632.36	92.66
EMC Corp	05/14/2010	09/15/2010	220.000	4,538.97	4,074.55	464.42
EMC Corp	05/18/2010	09/15/2010	105.000	2,166.32	1,981.90	184.42
EMC Corp	05/19/2010	09/15/2010	105.000	2,166.32	1,919.95	246.37
EMC Corp	05/27/2010	09/15/2010	115.000	2,372.64	2,162.90	209.74
EMC Corp	06/25/2010	09/15/2010	165.000	3,404.22	3,168.69	235.53
EMC Corp	09/13/2010	09/15/2010	60.000	1,237.90	1,220.34	17.56
			770.000	15,886.37	14,528.33	1,358.04
			855.000	17,611.39	16,160.69	1,450.70
EOG Resources, Inc	05/28/2010	08/03/2010	19.000	1,930.48	2,037.61	-107.13
EOG Resources, Inc	06/25/2010	08/03/2010	11.000	1,117.66	1,205.74	-88.08
			30.000	3,048.14	3,243.35	-195.21
EOG Resources, Inc	05/24/2010	09/15/2010	75.000	6,845.28	7,550.56	-705.28
EOG Resources, Inc	05/28/2010	09/15/2010	1.000	91.27	107.24	-15.97
EOG Resources, Inc	06/30/2010	09/15/2010	20.000	1,825.41	2,007.99	-182.58
EOG Resources, Inc	07/08/2010	09/15/2010	20.000	1,825.41	2,134.69	-309.28
EOG Resources, Inc	07/12/2010	09/15/2010	15.000	1,369.06	1,589.32	-220.26
EOG Resources, Inc	09/13/2010	09/15/2010	5.000	456.35	460.99	-4.64
			136.000	12,412.78	13,850.79	-1,438.01
			166.000	15,460.92	17,094.14	-1,633.22
Equinix Inc New	04/28/2010	05/21/2010	10.000	911.13	1,002.13	-91.00
Equinix Inc New	02/12/2010	08/03/2010	30.000	2,812.99	2,871.71	-58.72
Equinix Inc New	04/28/2010	08/03/2010	10.000	937.66	1,002.12	-64.46

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Short Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>
Equinix Inc New	05/05/2010	08/03/2010	5.000	468.84	480.70	-11.86
			45.000	4,219.49	4,354.53	-135.04
Equinix Inc New	10/08/2009	09/15/2010	60.000	5,732.48	5,719.83	12.65
Equinix Inc New	10/22/2009	09/15/2010	50.000	4,777.07	4,777.03	0.04
Equinix Inc New	10/29/2009	09/15/2010	50.000	4,777.07	4,457.95	319.12
Equinix Inc New	10/30/2009	09/15/2010	20.000	1,910.83	1,730.93	179.90
Equinix Inc New	11/04/2009	09/15/2010	20.000	1,910.83	1,823.07	87.76
Equinix Inc New	02/12/2010	09/15/2010	5.000	477.71	478.62	-0.91
			205.000	19,585.99	18,987.43	598.56
			260.000	24,716.61	24,344.09	372.52
Exxon Mobil Corp	12/03/2009	02/12/2010	20.000	1,284.65	1,515.20	-230.55
Exxon Mobil Corp	12/03/2009	03/02/2010	160.000	10,471.68	12,121.56	-1,649.88
Exxon Mobil Corp	12/14/2009	03/02/2010	15.000	981.72	1,050.69	-68.97
			175.000	11,453.40	13,172.25	-1,718.85
			195.000	12,738.05	14,687.45	-1,949.40
Gilead Sciences, Inc	01/28/2010	04/21/2010	50.000	2,017.43	2,376.85	-359.42
Gilead Sciences, Inc	02/12/2010	04/21/2010	40.000	1,613.94	1,885.67	-271.73
			90.000	3,631.37	4,262.52	-631.15
Goldman Sachs Group, Inc	02/04/2010	04/16/2010	8.000	1,291.61	1,227.17	64.44
Goldman Sachs Group, Inc	07/16/2010	08/03/2010	5.000	765.26	743.34	21.92
Goldman Sachs Group, Inc	07/16/2010	08/03/2010	10.000	1,530.50	1,508.63	21.87
			15.000	2,295.76	2,251.97	43.79
Goldman Sachs Group, Inc	07/16/2010	09/15/2010	9.000	1,364.29	1,338.02	26.27
			32.000	4,951.66	4,817.16	134.50
Google, Inc Cl A	04/30/2009	04/28/2010	7.000	3,694.18	2,770.16	924.02
Google, Inc Cl A	05/21/2009	04/28/2010	2.000	1,055.48	799.08	256.40
			9.000	4,749.66	3,569.24	1,180.42
Google, Inc Cl A	04/30/2009	04/30/2010	3.000	1,573.01	1,187.21	385.80
Google, Inc Cl A	05/07/2010	05/24/2010	2.000	950.75	984.21	-33.46
Google, Inc Cl A	05/07/2010	07/16/2010	2.000	925.91	984.20	-58.29
Google, Inc Cl A	05/07/2010	07/16/2010	1.000	456.78	492.10	-35.32
Google, Inc Cl A	05/07/2010	08/03/2010	3.000	1,456.95	1,476.31	-19.36
Google, Inc Cl A	06/25/2010	08/03/2010	2.000	971.30	953.61	17.69
			5.000	2,428.25	2,429.92	-1.67

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Short Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>
Google, Inc Cl A	06/25/2010	09/15/2010	4.000	1,920.97	1,907.22	13.75
			26.000	13,005.33	11,554.10	1,451.23
Hershey Company	08/02/2010	08/03/2010	35.000	1,608.76	1,646.55	-37.79
Hershey Company	08/02/2010	09/15/2010	130.000	5,929.72	6,115.75	-186.03
			165.000	7,538.48	7,762.30	-223.82
Hewlett-Packard Co	05/21/2010	08/03/2010	5.000	235.62	239.34	-3.72
Human Genome Sciences, Inc	11/23/2009	01/08/2010	25.000	746.06	695.47	50.59
Human Genome Sciences, Inc	11/23/2009	08/03/2010	85.000	2,273.35	2,364.61	-91.26
Human Genome Sciences, Inc	11/23/2009	09/15/2010	200.000	5,788.10	5,563.80	224.30
Human Genome Sciences, Inc	02/05/2010	09/15/2010	70.000	2,025.83	1,842.74	183.09
Human Genome Sciences, Inc	05/07/2010	09/15/2010	55.000	1,591.73	1,258.91	332.82
Human Genome Sciences, Inc	06/18/2010	09/15/2010	35.000	1,012.92	968.30	44.62
			360.000	10,418.58	9,633.75	784.83
			470.000	13,437.99	12,693.83	744.16
Intel	12/07/2009	09/15/2010	170.000	3,172.49	3,473.38	-300.89
J. Crew Group, Inc	03/09/2010	07/29/2010	10.000	353.72	469.76	-116.04
J. Crew Group, Inc	04/22/2010	07/29/2010	40.000	1,414.89	1,942.47	-527.58
			50.000	1,768.61	2,412.23	-643.62
J. Crew Group, Inc	03/09/2010	08/03/2010	45.000	1,555.72	2,113.93	-558.21
J. Crew Group, Inc	03/09/2010	09/15/2010	125.000	4,413.93	5,872.01	-1,458.08
J. Crew Group, Inc	03/10/2010	09/15/2010	50.000	1,765.57	2,240.40	-474.83
			175.000	6,179.50	8,112.41	-1,932.91
			270.000	9,503.83	12,638.57	-3,134.74
Liberty Media Corp A	03/08/2010	08/03/2010	35.000	1,960.99	1,888.38	72.61
Liberty Media Corp A	11/19/2009	09/15/2010	8.000	488.45	388.96	99.49
Liberty Media Corp A	11/30/2009	09/15/2010	102.500	6,258.32	5,023.32	1,235.00
			110.500	6,746.77	5,412.28	1,334.49
			145.500	8,707.76	7,300.66	1,407.10
Lubrizon Corp	10/22/2009	07/14/2010	10.000	861.43	756.30	105.13
Lubrizon Corp	10/22/2009	08/03/2010	20.000	1,908.08	1,512.60	395.48
Lubrizon Corp	01/29/2010	08/03/2010	5.000	477.02	371.73	105.29
			25.000	2,385.10	1,884.33	500.77

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Short Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>
Lubrizol Corp	10/28/2009	09/15/2010	35.000	3,641.20	2,427.31	1,213.89
Lubrizol Corp	10/28/2009	09/15/2010	45.000	4,681.54	3,130.38	1,551.16
Lubrizol Corp	01/29/2010	09/15/2010	45.000	4,681.54	3,345.53	1,336.01
			<u>125.000</u>	<u>13,004.28</u>	<u>8,903.22</u>	<u>4,101.06</u>
			<u>160.000</u>	<u>16,250.81</u>	<u>11,543.85</u>	<u>4,706.96</u>
Marvell Technology Group, Ltd	07/16/2009	06/23/2010	150.000	2,735.31	1,973.99	761.32
Mastercard, Inc	10/29/2009	09/15/2010	8.000	1,689.41	1,806.71	-117.30
Mcdermott Intl, Inc	04/23/2010	09/15/2010	115.000	1,565.25	1,725.38	-160.13
Mcdermott Intl, Inc	08/04/2010	09/15/2010	125.000	1,701.36	1,665.08	36.28
			<u>240.000</u>	<u>3,266.61</u>	<u>3,390.46</u>	<u>-123.85</u>
McKesson Corporation	06/16/2010	08/03/2010	25.000	1,543.55	1,775.64	-232.09
McKesson Corporation	06/09/2010	09/15/2010	55.000	3,488.04	3,781.16	-293.12
McKesson Corporation	06/10/2010	09/15/2010	15.000	951.28	1,052.47	-101.19
McKesson Corporation	06/16/2010	09/15/2010	20.000	1,268.38	1,420.51	-152.13
			<u>90.000</u>	<u>5,707.70</u>	<u>6,254.14</u>	<u>-546.44</u>
			<u>115.000</u>	<u>7,251.25</u>	<u>8,029.78</u>	<u>-778.53</u>
MICROS Systems, Inc	12/11/2009	06/18/2010	25.000	843.53	780.97	62.56
MICROS Systems, Inc	12/11/2009	08/03/2010	50.000	1,821.56	1,561.94	259.62
MICROS Systems, Inc	12/11/2009	09/13/2010	35.000	1,373.38	1,093.36	280.02
MICROS Systems, Inc	12/11/2009	09/15/2010	160.000	6,500.95	4,998.19	1,502.76
			<u>270.000</u>	<u>10,539.42</u>	<u>8,434.46</u>	<u>2,104.96</u>
Microsoft Corp	11/18/2009	01/29/2010	395.000	11,078.55	11,903.16	-824.61
Oracle Corporation	05/24/2010	08/03/2010	125.000	3,006.23	2,781.34	224.89
Oracle Corporation	06/30/2010	08/03/2010	20.000	481.00	436.52	44.48
			<u>145.000</u>	<u>3,487.23</u>	<u>3,217.86</u>	<u>269.37</u>
Oracle Corporation	06/30/2010	09/15/2010	50.000	1,281.08	1,091.30	189.78
			<u>195.000</u>	<u>4,768.31</u>	<u>4,309.16</u>	<u>459.15</u>
Priceline.com, Inc	08/24/2010	09/15/2010	15.000	4,972.72	4,381.50	591.22
Research In Motion Ltd	04/22/2010	05/21/2010	15.000	912.66	1,058.67	-146.01
Research In Motion Ltd	04/22/2010	05/27/2010	25.000	1,524.87	1,764.45	-239.58
Research In Motion Ltd	11/23/2009	08/03/2010	30.000	1,659.86	1,831.27	-171.41



**Realized Gains and Losses By Category**  
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**Short Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>
Research In Motion Ltd	04/22/2010	08/03/2010	5.000	276.63	352.89	-76.26
			35.000	1,936.49	2,184.16	-247.67
Research In Motion Ltd	11/23/2009	09/15/2010	75.000	3,381.84	4,578.17	-1,196.33
Research In Motion Ltd	12/02/2009	09/15/2010	55.000	2,480.02	3,330.18	-850.16
			130.000	5,861.86	7,908.35	-2,046.49
			205.000	10,235.88	12,915.63	-2,679.75
TD AmeriTrade Holding Corp	05/22/2009	01/15/2010	600.000	10,947.69	10,434.00	513.69
The Babcock & Wilcox Compa	08/24/2009	08/02/2010	0.500	11.58	12.09	-0.51
The Babcock & Wilcox Compa	04/23/2010	08/03/2010	57.500	1,288.08	1,580.58	-292.50
The Babcock & Wilcox Compa	08/24/2009	08/04/2010	20.500	454.83	495.60	-40.77
			78.500	1,754.49	2,088.27	-333.78
United Technologies Corp	08/30/2010	09/15/2010	110.000	7,507.48	7,271.04	236.44
Urban Outfitters, Inc	12/04/2009	08/03/2010	105.000	3,309.88	3,486.39	-176.51
WellPoint Health Networks, Inc	01/14/2010	05/24/2010	15.000	753.50	992.71	-239.21
WellPoint Health Networks, Inc	01/14/2010	05/27/2010	15.000	764.75	992.71	-227.96
WellPoint Health Networks, Inc	08/20/2009	07/29/2010	120.000	5,986.78	6,426.94	-440.16
WellPoint Health Networks, Inc	10/29/2009	07/29/2010	35.000	1,746.15	1,650.42	95.73
WellPoint Health Networks, Inc	11/04/2009	07/29/2010	35.000	1,746.15	1,779.60	-33.45
WellPoint Health Networks, Inc	12/22/2009	07/29/2010	25.000	1,247.25	1,511.44	-264.19
WellPoint Health Networks, Inc	01/14/2010	07/29/2010	10.000	498.89	661.80	-162.91
			225.000	11,225.22	12,030.20	-804.98
			255.000	12,743.47	14,015.62	-1,272.15
Wells Fargo & Co	08/04/2009	08/03/2010	55.000	1,545.83	1,399.47	146.36
Wells Fargo & Co	04/16/2010	08/03/2010	65.000	1,826.88	2,112.87	-285.99
			120.000	3,372.71	3,512.34	-139.63
Short Term Gains (Sales)				513,863.08	510,216.11	3,646.97

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Long Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
Activision Blizzard, Inc	12/05/2007	03/09/2010	220.000	2,444.12	2,932.77	-488.65
Activision Blizzard, Inc	12/05/2007	04/23/2010	225.000	2,578.50	2,999.43	-420.93
Activision Blizzard, Inc	12/05/2007	05/07/2010	75.000	826.23	999.81	-173.58
Activision Blizzard, Inc	02/07/2008	05/07/2010	10.000	110.17	129.14	-18.97
			85.000	936.40	1,128.95	-192.55
Activision Blizzard, Inc	02/07/2008	05/24/2010	85.000	868.32	1,097.65	-229.33
Activision Blizzard, Inc	02/07/2008	08/03/2010	200.000	2,289.41	2,582.69	-293.28
Activision Blizzard, Inc	02/07/2008	08/30/2010	25.000	269.00	322.84	-53.84
Activision Blizzard, Inc	01/22/2009	08/30/2010	325.000	3,496.94	3,055.00	441.94
Activision Blizzard, Inc	03/16/2009	08/30/2010	215.000	2,313.36	2,063.79	249.57
			565.000	6,079.30	5,441.63	637.67
			1,380.000	15,196.05	16,183.12	-987.07
America Movil SA	07/09/2009	08/03/2010	25.000	1,270.28	947.63	322.65
America Movil SA	07/16/2009	08/03/2010	25.000	1,270.27	1,005.72	264.55
			50.000	2,540.55	1,953.35	587.20
America Movil SA	07/09/2009	09/15/2010	225.000	11,184.79	8,528.62	2,656.17
			275.000	13,725.34	10,481.97	3,243.37
Anadarko Petroleum Corp	11/26/2008	09/15/2010	285.000	15,361.81	11,647.86	3,713.95
Apple Computer, Inc	04/17/2007	01/14/2010	5.000	1,040.73	454.74	585.99
Apple Computer, Inc	04/26/2007	06/16/2010	2.000	525.98	199.56	326.42
Apple Computer, Inc	04/26/2007	07/16/2010	8.000	2,001.47	798.22	1,203.25
Apple Computer, Inc	04/26/2007	07/16/2010	4.000	996.31	399.11	597.20
Apple Computer, Inc	04/26/2007	08/03/2010	25.000	6,529.23	2,494.45	4,034.78
Apple Computer, Inc	04/17/2007	09/15/2010	100.000	26,978.90	9,094.80	17,884.10
Apple Computer, Inc	04/26/2007	09/15/2010	1.000	269.79	99.78	170.01
			101.000	27,248.69	9,194.58	18,054.11
			145.000	38,342.41	13,540.66	24,801.75
Best Buy Company, Inc	08/30/2006	08/03/2010	60.000	2,086.27	2,769.60	-683.33
Best Buy Company, Inc	08/30/2006	08/27/2010	55.000	1,752.88	2,538.80	-785.92
Best Buy Company, Inc	08/30/2006	09/15/2010	110.000	4,042.65	5,077.60	-1,034.95

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Long Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
Best Buy Company, Inc	09/04/2009	09/15/2010	75.000	2,756.36	2,936.85	-180.49
			185.000	6,799.01	8,014.45	-1,215.44
			300.000	10,638.16	13,322.85	-2,684.69
Boeing Co	08/31/2009	09/15/2010	65.000	4,055.41	3,229.85	825.56
Boeing Co	09/04/2009	09/15/2010	115.000	7,174.96	5,564.16	1,610.80
			180.000	11,230.37	8,794.01	2,436.36
Celgene Corp	03/12/2009	08/03/2010	55.000	3,079.90	2,610.19	469.71
Celgene Corp	03/12/2009	09/15/2010	65.000	3,560.74	3,084.77	475.97
Celgene Corp	03/16/2009	09/15/2010	40.000	2,191.22	1,894.31	296.91
Celgene Corp	03/17/2009	09/15/2010	45.000	2,465.13	2,117.12	348.01
Celgene Corp	03/19/2009	09/15/2010	90.000	4,930.25	4,240.31	689.94
			240.000	13,147.34	11,336.51	1,810.83
			295.000	16,227.24	13,946.70	2,280.54
ChevronTexaco Corp	12/16/2008	05/24/2010	5.000	367.46	390.99	-23.53
ChevronTexaco Corp	12/16/2008	08/03/2010	25.000	1,960.79	1,954.95	5.84
ChevronTexaco Corp	12/16/2008	09/15/2010	103.000	8,133.98	8,054.39	79.59
			133.000	10,462.23	10,400.33	61.90
CME Group, Inc	08/30/2006	01/22/2010	3.000	942.63	1,319.97	-377.34
CME Group, Inc	08/30/2006	01/26/2010	5.000	1,493.59	2,199.95	-706.36
CME Group, Inc	06/10/2008	01/26/2010	2.000	597.43	784.51	-187.08
			7.000	2,091.02	2,984.46	-893.44
CME Group, Inc	06/10/2008	01/28/2010	3.000	875.49	1,176.76	-301.27
CME Group, Inc	06/10/2008	01/29/2010	4.000	1,141.79	1,569.02	-427.23
CME Group, Inc	06/10/2008	02/04/2010	21.000	5,657.59	8,237.33	-2,579.74
			38.000	10,708.52	15,287.54	-4,579.02
Corning, Inc	08/30/2006	05/14/2010	70.000	1,240.52	1,547.00	-306.48
Corning, Inc	08/30/2006	08/03/2010	130.000	2,459.78	2,873.00	-413.22
Corning, Inc	08/30/2006	09/15/2010	195.000	3,312.99	4,309.50	-996.51
Corning, Inc	09/06/2006	09/15/2010	210.000	3,567.84	4,615.80	-1,047.96
Corning, Inc	12/21/2006	09/15/2010	155.000	2,633.41	2,958.93	-325.52
			560.000	9,514.24	11,884.23	-2,369.99
			760.000	13,214.54	16,304.23	-3,089.69

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Long Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
DirecTV Group, Inc	09/25/2008	08/03/2010	5.168	191.46	114.86	76.60
DirecTV Group, Inc	09/25/2008	09/15/2010	124.922	5,103.10	2,776.31	2,326.79
DirecTV Group, Inc	01/12/2009	09/15/2010	230.039	9,397.17	3,383.91	6,013.26
DirecTV Group, Inc	02/24/2009	09/15/2010	155.026	6,332.86	2,407.20	3,925.66
DirecTV Group, Inc	04/09/2009	09/15/2010	80.013	3,268.55	1,541.75	1,726.80
			590.000	24,101.68	10,109.17	13,992.51
			595.168	24,293.14	10,224.03	14,069.11
Express Scripts, Inc	04/28/2008	04/19/2010	25.000	2,561.28	1,845.49	715.79
Express Scripts, Inc	04/28/2008	05/24/2010	10.000	995.10	738.20	256.90
Express Scripts, Inc	04/28/2008	08/03/2010	75.000	3,469.64	2,768.24	701.40
Express Scripts, Inc	04/28/2008	09/15/2010	235.000	10,939.54	8,673.81	2,265.73
Express Scripts, Inc	06/05/2008	09/15/2010	70.000	3,258.58	2,548.26	710.32
			305.000	14,198.12	11,222.07	2,976.05
			415.000	21,224.14	16,574.00	4,650.14
Fedex Corporation	04/09/2009	08/03/2010	45.000	3,744.97	2,288.76	1,456.21
Fedex Corporation	04/09/2009	09/15/2010	195.000	16,666.37	9,917.98	6,748.39
			240.000	20,411.34	12,206.74	8,204.60
Freeport McMoran Copper & G	05/07/2009	05/21/2010	10.000	656.64	498.08	158.56
Freeport McMoran Copper & G	03/16/2009	08/03/2010	40.000	2,951.63	1,518.36	1,433.27
Freeport McMoran Copper & G	05/07/2009	08/03/2010	5.000	368.96	249.04	119.92
			45.000	3,320.59	1,767.40	1,553.19
Freeport McMoran Copper & G	03/03/2009	09/15/2010	125.000	10,087.58	3,544.88	6,542.70
Freeport McMoran Copper & G	03/05/2009	09/15/2010	50.000	4,035.03	1,586.45	2,448.58
			175.000	14,122.61	5,131.33	8,991.28
			230.000	18,099.84	7,396.81	10,703.03
Gilead Sciences, Inc	02/07/2007	04/22/2010	320.000	12,970.32	11,436.09	1,534.23
Goldman Sachs Group, Inc	08/30/2006	01/22/2010	14.000	2,187.45	2,059.26	128.19
Goldman Sachs Group, Inc	08/30/2006	01/22/2010	6.000	924.89	882.54	42.35
Goldman Sachs Group, Inc	08/30/2006	04/16/2010	7.000	1,130.16	1,029.63	100.53
Goldman Sachs Group, Inc	08/30/2006	04/20/2010	19.000	3,038.46	2,794.71	243.75
Goldman Sachs Group, Inc	08/30/2006	05/06/2010	3.000	424.67	441.27	-16.60

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Long Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
Goldman Sachs Group, Inc	03/24/2009	05/06/2010	8.000	1,132.44	901.99	230.45
			11.000	1,557.11	1,343.26	213.85
Goldman Sachs Group, Inc	03/24/2009	05/27/2010	2.000	280.22	225.50	54.72
Goldman Sachs Group, Inc	10/17/2008	09/15/2010	29.000	4,396.03	3,160.13	1,235.90
Goldman Sachs Group, Inc	03/24/2009	09/15/2010	12.000	1,819.05	1,352.97	466.08
			41.000	6,215.08	4,513.10	1,701.98
			100.000	15,333.37	12,848.00	2,485.37
Google, Inc Cl A	04/17/2009	04/19/2010	5.000	2,720.47	1,960.94	759.53
Google, Inc Cl A	04/17/2009	09/15/2010	20.000	9,604.84	7,843.74	1,761.10
			25.000	12,325.31	9,804.68	2,520.63
Hewlett-Packard Co	05/15/2008	08/03/2010	65.000	3,062.94	3,000.40	62.54
Hewlett-Packard Co	01/22/2008	09/15/2010	260.000	10,311.94	11,137.13	-825.19
Hewlett-Packard Co	05/15/2008	09/15/2010	35.000	1,388.15	1,615.60	-227.45
			295.000	11,700.09	12,752.73	-1,052.64
			360.000	14,763.03	15,753.13	-990.10
Humana, Inc	08/30/2006	03/08/2010	75.000	3,586.65	4,622.25	-1,035.60
Humana, Inc	08/30/2006	05/19/2010	10.000	453.85	616.30	-162.45
Humana, Inc	08/30/2006	08/03/2010	130.000	6,383.17	8,011.90	-1,628.73
Humana, Inc	08/30/2006	09/15/2010	110.000	5,677.11	6,779.30	-1,102.19
Humana, Inc	12/06/2006	09/15/2010	75.000	3,870.76	4,211.61	-340.85
Humana, Inc	06/14/2007	09/15/2010	90.000	4,644.91	5,529.06	-884.15
Humana, Inc	05/06/2008	09/15/2010	125.000	6,451.26	5,879.70	571.56
Humana, Inc	08/06/2008	09/15/2010	95.000	4,902.97	4,589.07	313.90
Humana, Inc	09/19/2008	09/15/2010	50.000	2,580.51	2,199.45	381.06
			545.000	28,127.52	29,188.19	-1,060.67
			760.000	38,551.19	42,438.64	-3,887.45
Intel	10/25/2007	06/22/2010	155.000	3,244.67	4,050.77	-806.10
Intel	10/25/2007	08/03/2010	150.000	3,103.49	3,920.10	-816.61
Intel	10/25/2007	09/15/2010	10.000	186.62	261.34	-74.72
Intel	01/16/2008	09/15/2010	320.000	5,971.73	6,416.00	-444.27
Intel	09/09/2009	09/15/2010	120.000	2,239.40	2,377.08	-137.68
			450.000	8,397.75	9,054.42	-656.67
			755.000	14,745.91	17,025.29	-2,279.38

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Long Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
LAM Research Corporation	03/19/2009	06/22/2010	15.000	606.17	368.23	237.94
LAM Research Corporation	04/24/2009	06/22/2010	35.000	1,414.39	865.17	549.22
			50.000	2,020.56	1,233.40	787.16
LAM Research Corporation	03/19/2009	08/03/2010	65.000	2,718.53	1,595.65	1,122.88
LAM Research Corporation	03/19/2009	09/15/2010	260.000	10,145.34	6,382.58	3,762.76
			375.000	14,884.43	9,211.63	5,672.80
Liberty Media Corp A	01/12/2009	09/15/2010	23.000	1,404.31	529.40	874.91
Liberty Media Corp A	02/24/2009	09/15/2010	15.500	946.37	376.59	569.78
Liberty Media Corp A	04/09/2009	09/15/2010	8.000	488.45	241.20	247.25
			46.500	2,839.13	1,147.19	1,691.94
Marvell Technology Group, Ltd	06/10/2009	06/23/2010	75.000	1,367.66	967.43	400.23
Marvell Technology Group, Ltd	06/10/2009	06/24/2010	80.000	1,462.30	1,031.92	430.38
Marvell Technology Group, Ltd	06/10/2009	06/28/2010	200.000	3,414.99	2,579.80	835.19
Marvell Technology Group, Ltd	06/10/2009	06/29/2010	35.000	572.07	451.46	120.61
Marvell Technology Group, Ltd	06/11/2009	06/29/2010	165.000	2,696.92	2,068.94	627.98
			200.000	3,268.99	2,520.40	748.59
Marvell Technology Group, Ltd	06/11/2009	06/30/2010	225.000	3,620.23	2,821.27	798.96
			780.000	13,134.17	9,920.82	3,213.35
Mastercard, Inc	05/28/2008	03/11/2010	10.000	2,471.51	2,852.66	-381.15
Mastercard, Inc	05/28/2008	05/27/2010	5.000	1,025.85	1,426.33	-400.48
Mastercard, Inc	05/28/2008	08/03/2010	14.000	2,801.67	3,993.73	-1,192.06
Mastercard, Inc	07/16/2008	08/03/2010	6.000	1,200.71	1,615.80	-415.09
			20.000	4,002.38	5,609.53	-1,607.15
Mastercard, Inc	07/16/2008	08/05/2010	9.000	1,806.96	2,423.70	-616.74
Mastercard, Inc	08/04/2008	08/05/2010	2.000	401.54	477.65	-76.11
			11.000	2,208.50	2,901.35	-692.85
Mastercard, Inc	08/01/2008	09/15/2010	10.000	2,111.76	2,313.46	-201.70
Mastercard, Inc	08/04/2008	09/15/2010	53.000	11,192.36	12,657.72	-1,465.36
			63.000	13,304.12	14,971.18	-1,667.06
			109.000	23,012.36	27,761.05	-4,748.69
Mcdermott Intl, Inc	05/17/2007	09/15/2010	420.000	5,716.56	7,976.38	-2,259.82
Mcdermott Intl, Inc	09/11/2008	09/15/2010	180.000	2,449.96	2,617.32	-167.36
Mcdermott Intl, Inc	08/24/2009	09/15/2010	70.000	952.76	923.66	29.10
			670.000	9,119.28	11,517.36	-2,398.08

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Long Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
McDonald's Corp.	05/27/2009	08/03/2010	10.000	704.46	579.60	124.86
McDonald's Corp.	05/28/2009	08/03/2010	30.000	2,113.38	1,744.44	368.94
			40.000	2,817.84	2,324.04	493.80
McDonald's Corp.	05/27/2009	08/27/2010	15.000	1,107.75	869.40	238.35
McDonald's Corp.	05/27/2009	09/15/2010	135.000	10,071.10	7,824.60	2,246.50
			190.000	13,996.69	11,018.04	2,978.65
McKesson Corporation	03/23/2007	03/09/2010	75.000	4,513.57	4,303.62	209.95
McKesson Corporation	03/23/2007	03/10/2010	15.000	899.45	860.72	38.73
McKesson Corporation	03/23/2007	03/11/2010	50.000	3,007.11	2,869.08	138.03
McKesson Corporation	03/23/2007	03/17/2010	140.000	8,606.64	8,033.43	573.21
			280.000	17,026.77	16,066.85	959.92
MetLife, Inc	08/30/2006	08/03/2010	5.000	209.27	275.75	-66.48
MetLife, Inc	09/13/2006	08/03/2010	60.000	2,511.15	3,344.73	-833.58
			65.000	2,720.42	3,620.48	-900.06
MetLife, Inc	08/30/2006	09/15/2010	95.000	3,834.33	5,239.25	-1,404.92
MetLife, Inc	08/30/2006	09/15/2010	155.000	6,256.00	8,548.25	-2,292.25
			250.000	10,090.33	13,787.50	-3,697.17
			315.000	12,810.75	17,407.98	-4,597.23
Oracle Corporation	07/05/2007	09/15/2010	435.000	11,145.38	8,904.45	2,240.93
Oracle Corporation	08/27/2007	09/15/2010	125.000	3,202.70	2,492.50	710.20
			560.000	14,348.08	11,396.95	2,951.13
Qualcomm, Inc	08/01/2008	03/10/2010	45.000	1,739.32	2,494.65	-755.33
Qualcomm, Inc	08/01/2008	05/05/2010	40.000	1,493.88	2,217.47	-723.59
Qualcomm, Inc	08/01/2008	05/06/2010	20.000	728.47	1,108.73	-380.26
Qualcomm, Inc	08/01/2008	05/24/2010	50.000	1,780.16	2,771.84	-991.68
Qualcomm, Inc	09/12/2008	05/24/2010	170.000	6,052.53	8,120.90	-2,068.37
Qualcomm, Inc	01/21/2009	05/24/2010	90.000	3,204.28	3,155.40	48.88
			310.000	11,036.97	14,048.14	-3,011.17
			415.000	14,998.64	19,868.99	-4,870.35
Research In Motion Ltd	10/14/2008	08/03/2010	5.000	276.63	312.70	-36.07

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Long Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
Research In Motion Ltd	01/23/2009	09/15/2010	35.000	1,578.19	1,801.80	-223.61
			40.000	1,854.82	2,114.50	-259.68
Teva Pharmaceutical Industries	08/28/2007	07/14/2010	15.000	816.33	624.62	191.71
Teva Pharmaceutical Industries	08/28/2007	08/03/2010	60.000	2,998.91	2,498.46	500.45
Teva Pharmaceutical Industries	08/28/2007	09/15/2010	295.000	16,053.98	12,284.09	3,769.89
			370.000	19,869.22	15,407.17	4,462.05
The Babcock & Wilcox Compa	05/17/2007	08/03/2010	210.000	4,704.28	7,306.95	-2,602.67
The Babcock & Wilcox Compa	09/11/2008	08/03/2010	82.500	1,848.11	2,197.86	-349.75
			292.500	6,552.39	9,504.81	-2,952.42
The Babcock & Wilcox Compa	09/11/2008	08/04/2010	7.500	166.39	199.81	-33.42
The Babcock & Wilcox Compa	08/24/2009	08/30/2010	14.000	326.55	338.46	-11.91
			314.000	7,045.33	10,043.08	-2,997.75
TJX Companies, Inc	11/21/2007	08/03/2010	70.000	2,864.57	1,996.82	867.75
TJX Companies, Inc	11/21/2007	08/04/2010	30.000	1,226.75	855.78	370.97
TJX Companies, Inc	11/21/2007	09/14/2010	40.000	1,693.60	1,141.04	552.56
TJX Companies, Inc	11/21/2007	09/15/2010	225.000	9,504.29	6,418.35	3,085.94
			365.000	15,289.21	10,411.99	4,877.22
Urban Outfitters, Inc	07/21/2008	08/03/2010	10.000	315.22	313.31	1.91
Urban Outfitters, Inc	07/21/2008	09/15/2010	200.000	6,952.08	6,266.10	685.98
Urban Outfitters, Inc	05/04/2009	09/15/2010	150.000	5,214.06	3,025.35	2,188.71
Urban Outfitters, Inc	07/24/2009	09/15/2010	125.000	4,345.06	2,797.16	1,547.90
			475.000	16,511.20	12,088.61	4,422.59
			485.000	16,826.42	12,401.92	4,424.50
Wells Fargo & Co	03/24/2009	09/15/2010	505.000	13,211.58	8,367.85	4,843.73



**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Long Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
Wells Fargo & Co	08/04/2009	09/15/2010	5.000	130.81	127.22	3.59
			510.000	13,342.39	8,495.07	4,847.32
Long Term Gains (Sales)				558,221.95	479,807.27	78,414.68
Total Gains (Sales)				1,072,085.03	990,023.38	82,061.65
Total Short Term Gains						3,646.97
Total Long Term Gains						78,414.68
<b>Total Gains</b>						<b>82,061.65</b>

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Short Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>
Loomis Sayles Invest Grade Bo	03/20/2009	02/26/2010	5,287.863	62,908.61	51,000.00	11,908.61
Loomis Sayles Invest Grade Bo	04/01/2009	02/26/2010	26.961	320.75	259.63	61.12
Loomis Sayles Invest Grade Bo	05/01/2009	02/26/2010	24.091	286.60	242.36	44.24
Loomis Sayles Invest Grade Bo	06/01/2009	02/26/2010	24.017	285.72	251.46	34.26
Loomis Sayles Invest Grade Bo	07/01/2009	02/26/2010	25.384	301.99	271.36	30.63
Loomis Sayles Invest Grade Bo	08/03/2009	02/26/2010	26.168	311.32	291.51	19.81
Loomis Sayles Invest Grade Bo	09/01/2009	02/26/2010	24.964	296.99	282.09	14.90
Loomis Sayles Invest Grade Bo	09/16/2009	02/26/2010	2,169.852	25,814.28	25,000.00	814.28
Loomis Sayles Invest Grade Bo	10/01/2009	02/26/2010	31.460	374.27	365.25	9.02
Loomis Sayles Invest Grade Bo	11/02/2009	02/26/2010	34.098	405.66	396.56	9.10
Loomis Sayles Invest Grade Bo	12/01/2009	02/26/2010	30.933	368.00	365.32	2.68
Loomis Sayles Invest Grade Bo	12/29/2009	02/26/2010	17.483	207.99	204.20	3.79
Loomis Sayles Invest Grade Bo	12/29/2009	02/26/2010	35.494	422.27	414.57	7.70
Loomis Sayles Invest Grade Bo	02/01/2010	02/26/2010	34.323	408.33	405.01	3.32
			<u>7,793.091</u>	<u>92,712.78</u>	<u>79,749.32</u>	<u>12,963.46</u>
PIMCO Short-Term Inst'l Fund	12/03/2009	07/21/2010	20,242.915	199,975.00	199,199.34	775.66
PIMCO Total Return	09/16/2009	02/26/2010	7,918.944	87,017.77	85,945.53	1,072.24
PIMCO Total Return	09/30/2009	02/26/2010	16.254	178.61	177.49	1.12
PIMCO Total Return	10/30/2009	02/26/2010	33.476	367.85	366.23	1.62
PIMCO Total Return	11/30/2009	02/26/2010	26.884	295.42	296.80	-1.38
PIMCO Total Return	12/09/2009	02/26/2010	17.757	195.12	193.37	1.75
PIMCO Total Return	12/09/2009	02/26/2010	63.836	701.47	695.17	6.30
PIMCO Total Return	12/09/2009	02/26/2010	9,180.441	100,879.82	100,000.00	879.82
PIMCO Total Return	01/29/2010	02/26/2010	41.852	459.89	458.70	1.19
PIMCO Total Return	02/26/2010	02/26/2010	41.233	453.09	453.15	-0.06
			<u>17,340.677</u>	<u>190,549.04</u>	<u>188,586.44</u>	<u>1,962.60</u>
PIMCO Total Return	09/16/2009	03/02/2010	5.019	55.26	54.47	0.79
PIMCO Total Return	12/31/2009	03/02/2010	3.973	43.74	42.91	0.83
			<u>8.992</u>	<u>99.00</u>	<u>97.38</u>	<u>1.62</u>
PIMCO Total Return	12/31/2009	03/03/2010	8.992	99.00	97.11	1.89
PIMCO Total Return	12/31/2009	03/04/2010	8.992	99.00	97.11	1.89
PIMCO Total Return	12/31/2009	03/05/2010	9.008	99.00	97.29	1.71
PIMCO Total Return	12/31/2009	03/08/2010	5.249	57.69	56.69	1.00
			<u>17,381.910</u>	<u>191,002.73</u>	<u>189,032.02</u>	<u>1,970.71</u>
Short Term Gains (Sales)				483,690.51	467,980.68	15,709.83

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Long Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
Chase Issuance 01/15/2013 4.23%	04/21/2006	05/17/2010	25,000.000	25,000.00	24,087.50	912.50
Discover Mstr Flt 09/15/2012 0.00%	07/25/2008	03/15/2010	20,000.000	20,000.00	19,718.75	281.25
US Bancorp 07/29/2010 4.50%	06/05/2008	07/29/2010	15,000.000	15,000.00	15,000.00	0.00
US Treas Nt 02/28/2013 2.75%	03/26/2008	05/27/2010	30,000.000	31,250.39	30,276.01	974.38
US Treas Nt 08/15/2018 4.00%	10/08/2008	05/27/2010	10,000.000	10,682.03	10,504.73	177.30
US Treas Nt 05/31/2010 2.625%	06/06/2008	05/31/2010	90,000.000	90,000.00	90,000.00	0.00
UST Infl Idx 07/15/2017 2.625%	11/07/2007	05/27/2010	40,000.000	46,761.52	42,767.77	3,993.75
UST Infl Idx 07/15/2017 2.625%	11/19/2007	05/27/2010	25,000.000	29,225.95	27,100.47	2,125.48
			<u>65,000.000</u>	<u>75,987.47</u>	<u>69,868.24</u>	<u>6,119.23</u>
UST Infl Index 01/15/2014 2.00%	02/13/2008	05/27/2010	40,000.000	49,876.49	48,470.72	1,405.77
Long Term Gains (Sales)				317,796.38	307,925.95	9,870.43
Total Gains (Sales)				801,486.89	775,906.63	25,580.26
Total Short Term Gains						15,709.83
Total Long Term Gains						9,870.43
<b>Total Gains</b>						<b>25,580.26</b>

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Short Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>
Abbott Laboratories	06/21/2010	09/15/2010	64.000	3,305.67	3,092.43	213.24
Accenture Ltd Cl A	04/22/2010	08/04/2010	21.000	846.28	914.10	-67.82
Accenture Ltd Cl A	04/22/2010	09/15/2010	83.000	3,288.40	3,612.88	-324.48
			<u>104.000</u>	<u>4,134.68</u>	<u>4,526.98</u>	<u>-392.30</u>
American Electric Power Co	06/21/2010	08/04/2010	38.000	1,367.22	1,294.24	72.98
American Express Co.	08/25/2009	01/26/2010	64.000	2,446.69	2,094.31	352.38
American Express Co.	10/19/2009	01/26/2010	98.000	3,746.49	3,516.09	230.40
			<u>162.000</u>	<u>6,193.18</u>	<u>5,610.40</u>	<u>582.78</u>
American Express Co.	08/25/2009	08/04/2010	14.000	618.36	458.13	160.23
			<u>176.000</u>	<u>6,811.54</u>	<u>6,068.53</u>	<u>743.01</u>
Amgen, Inc	06/21/2010	08/04/2010	39.000	2,179.67	2,218.32	-38.65
Amgen, Inc	06/14/2010	09/15/2010	29.000	1,606.05	1,581.36	24.69
Amgen, Inc	06/21/2010	09/15/2010	3.000	166.15	170.64	-4.49
			<u>32.000</u>	<u>1,772.20</u>	<u>1,752.00</u>	<u>20.20</u>
			<u>71.000</u>	<u>3,951.87</u>	<u>3,970.32</u>	<u>-18.45</u>
Anadarko Petroleum Corp	06/17/2009	06/14/2010	73.000	3,070.22	3,460.11	-389.89
Anadarko Petroleum Corp	08/25/2009	06/14/2010	58.000	2,439.35	3,132.57	-693.22
			<u>131.000</u>	<u>5,509.57</u>	<u>6,592.68</u>	<u>-1,083.11</u>
Apache Corp	10/02/2009	08/04/2010	5.000	489.24	449.72	39.52
Apache Corp	06/14/2010	08/04/2010	24.000	2,348.37	2,283.10	65.27
			<u>29.000</u>	<u>2,837.61</u>	<u>2,732.82</u>	<u>104.79</u>
Apache Corp	10/02/2009	09/15/2010	83.000	7,811.91	7,465.27	346.64
			<u>112.000</u>	<u>10,649.52</u>	<u>10,198.09</u>	<u>451.43</u>
Applied Materials, Inc	09/09/2009	02/01/2010	326.000	4,065.16	4,500.04	-434.88
Baxter International, Inc	04/22/2010	05/19/2010	86.000	3,658.89	4,309.87	-650.98

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Short Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>
Best Buy Company, Inc	11/11/2009	07/14/2010	79.000	2,760.97	3,329.85	-568.88
Boeing Co	01/22/2010	08/04/2010	18.000	1,248.11	1,058.67	189.44
Boeing Co	01/22/2010	09/15/2010	72.000	4,510.72	4,234.69	276.03
			<u>90.000</u>	<u>5,758.83</u>	<u>5,293.36</u>	<u>465.47</u>
Boston Properties, Inc	05/15/2009	01/06/2010	5.000	342.18	224.80	117.38
Boston Scientific Corp	04/23/2009	04/22/2010	313.000	2,245.36	2,585.38	-340.02
Capital One Financial Corp	03/31/2009	01/06/2010	152.000	6,187.27	1,893.28	4,293.99
Caterpillar, Inc	11/11/2009	08/04/2010	43.000	3,060.68	2,575.89	484.79
Caterpillar, Inc	11/11/2009	09/15/2010	72.000	5,200.47	4,313.12	887.35
			<u>115.000</u>	<u>8,261.15</u>	<u>6,889.01</u>	<u>1,372.14</u>
ChevronTexaco Corp	07/10/2009	06/21/2010	46.000	3,490.27	2,821.18	669.09
ConocoPhillips	04/22/2010	08/04/2010	84.000	4,826.55	4,706.77	119.78
ConocoPhillips	04/22/2010	09/15/2010	143.000	7,944.95	8,012.72	-67.77
ConocoPhillips	06/01/2010	09/15/2010	81.000	4,500.28	4,184.79	315.49
ConocoPhillips	06/21/2010	09/15/2010	51.000	2,833.51	2,851.76	-18.25
			<u>275.000</u>	<u>15,278.74</u>	<u>15,049.27</u>	<u>229.47</u>
			<u>359.000</u>	<u>20,105.29</u>	<u>19,756.04</u>	<u>349.25</u>
Corning, Inc	02/01/2010	07/28/2010	227.000	4,010.09	4,122.32	-112.23
Covidien PLC	06/21/2010	08/04/2010	39.000	1,482.75	1,687.24	-204.49
Covidien PLC	06/21/2010	09/15/2010	55.000	2,088.98	2,379.44	-290.46
			<u>94.000</u>	<u>3,571.73</u>	<u>4,066.68</u>	<u>-494.95</u>
CVS Caremark Corporation	06/14/2010	08/04/2010	14.000	428.81	451.49	-22.68
CVS Caremark Corporation	06/14/2010	09/15/2010	118.000	3,465.83	3,805.38	-339.55
CVS Caremark Corporation	07/28/2010	09/15/2010	84.000	2,467.21	2,656.08	-188.87
			<u>202.000</u>	<u>5,933.04</u>	<u>6,461.46</u>	<u>-528.42</u>
			<u>216.000</u>	<u>6,361.85</u>	<u>6,912.95</u>	<u>-551.10</u>
Emerson Electric Co	02/26/2009	01/22/2010	73.000	3,124.74	2,048.38	1,076.36
Exxon Mobil Corp	02/26/2010	09/15/2010	39.000	2,376.31	2,538.12	-161.81
Exxon Mobil Corp	07/14/2010	09/15/2010	76.000	4,630.76	4,485.24	145.52
			<u>115.000</u>	<u>7,007.07</u>	<u>7,023.36</u>	<u>-16.29</u>

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Short Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>
Fifth Third Bancorp	06/21/2010	08/04/2010	72.000	955.42	980.64	-25.22
Fifth Third Bancorp	06/21/2010	09/15/2010	30.000	374.72	408.60	-33.88
			<u>102.000</u>	<u>1,330.14</u>	<u>1,389.24</u>	<u>-59.10</u>
Freeport McMoran Copper & G	06/21/2010	08/04/2010	23.000	1,728.65	1,575.94	152.71
General Dynamics Corp	10/19/2009	09/15/2010	37.000	2,265.91	2,543.64	-277.73
General Electric Co	02/26/2010	08/04/2010	152.000	2,506.43	2,432.51	73.92
General Electric Co	02/26/2010	09/15/2010	14.000	229.63	224.05	5.58
			<u>166.000</u>	<u>2,736.06</u>	<u>2,656.56</u>	<u>79.50</u>
Halliburton Co	10/26/2009	06/14/2010	246.000	5,984.39	7,276.88	-1,292.49
Halliburton Co	11/11/2009	06/14/2010	121.000	2,943.54	3,786.43	-842.89
Halliburton Co	01/15/2010	06/14/2010	110.000	2,675.94	3,709.83	-1,033.89
			<u>477.000</u>	<u>11,603.87</u>	<u>14,773.14</u>	<u>-3,169.27</u>
Hess Corporation	06/21/2010	08/04/2010	23.000	1,299.76	1,290.30	9.46
Hess Corporation	06/21/2010	08/04/2010	9.000	508.59	504.90	3.69
Hess Corporation	06/21/2010	09/15/2010	16.000	879.38	897.60	-18.22
			<u>48.000</u>	<u>2,687.73</u>	<u>2,692.80</u>	<u>-5.07</u>
Intel	09/09/2009	08/04/2010	34.000	704.80	681.36	23.44
Intel	09/09/2009	08/24/2010	90.000	1,662.27	1,803.60	-141.33
			<u>124.000</u>	<u>2,367.07</u>	<u>2,484.96</u>	<u>-117.89</u>
Johnson & Johnson	04/14/2010	09/15/2010	69.000	4,215.28	4,514.83	-299.55
Johnson & Johnson	04/22/2010	09/15/2010	35.000	2,138.18	2,256.10	-117.92
Johnson & Johnson	06/01/2010	09/15/2010	104.000	6,353.46	6,151.80	201.66
Johnson & Johnson	08/04/2010	09/15/2010	31.000	1,893.82	1,854.11	39.71
			<u>239.000</u>	<u>14,600.74</u>	<u>14,776.84</u>	<u>-176.10</u>
Kellogg Company	11/30/2009	09/15/2010	88.000	4,487.23	4,609.80	-122.57
Kellogg Company	06/14/2010	09/15/2010	30.000	1,529.73	1,640.64	-110.91
			<u>118.000</u>	<u>6,016.96</u>	<u>6,250.44</u>	<u>-233.48</u>
Keycorp, Inc	06/01/2010	08/04/2010	141.000	1,192.97	1,137.57	55.40
Keycorp, Inc	01/26/2010	09/15/2010	535.000	4,404.05	3,743.72	660.33
Keycorp, Inc	06/01/2010	09/15/2010	131.000	1,078.37	1,056.90	21.47
			<u>666.000</u>	<u>5,482.42</u>	<u>4,800.62</u>	<u>681.80</u>
			<u>807.000</u>	<u>6,675.39</u>	<u>5,938.19</u>	<u>737.20</u>

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Short Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>
Kimberly Clark Corp	06/01/2010	09/15/2010	92.000	6,130.04	5,626.78	503.26
Kimberly Clark Corp	08/24/2010	09/15/2010	24.000	1,599.14	1,554.46	44.68
			<u>116.000</u>	<u>7,729.18</u>	<u>7,181.24</u>	<u>547.94</u>
Kraft Foods, Inc	08/24/2010	09/15/2010	152.000	4,794.30	4,460.56	333.74
Lincoln National Corp	06/21/2010	08/04/2010	50.000	1,267.47	1,385.13	-117.66
Lincoln National Corp	06/21/2010	09/15/2010	40.000	1,018.42	1,108.10	-89.68
			<u>90.000</u>	<u>2,285.89</u>	<u>2,493.23</u>	<u>-207.34</u>
McDonald's Corp.	08/25/2009	08/04/2010	33.000	2,334.38	1,858.22	476.16
McDonald's Corp.	01/06/2010	08/04/2010	46.000	3,253.98	2,818.92	435.06
			<u>79.000</u>	<u>5,588.36</u>	<u>4,677.14</u>	<u>911.22</u>
Merck & Co, Inc	06/01/2010	09/15/2010	83.000	3,032.11	2,811.72	220.39
MetLife, Inc	03/05/2010	08/04/2010	32.000	1,337.90	1,244.80	93.10
MetLife, Inc	06/21/2010	08/04/2010	34.000	1,421.51	1,412.33	9.18
			<u>66.000</u>	<u>2,759.41</u>	<u>2,657.13</u>	<u>102.28</u>
MetLife, Inc	03/05/2010	09/15/2010	26.000	1,054.59	1,011.40	43.19
			<u>92.000</u>	<u>3,814.00</u>	<u>3,668.53</u>	<u>145.47</u>
National Grid PLC ADR	09/01/2010	09/15/2010	91.000	4,008.48	3,891.68	116.80
P G & E Corp	10/19/2009	08/04/2010	55.000	2,502.00	2,364.97	137.03
P G & E Corp	10/19/2009	09/15/2010	216.000	9,828.26	9,287.90	540.36
			<u>271.000</u>	<u>12,330.26</u>	<u>11,652.87</u>	<u>677.39</u>
Paccar, Inc	10/26/2009	08/04/2010	40.000	1,833.16	1,561.78	271.38
Paccar, Inc	10/26/2009	09/15/2010	110.000	4,999.64	4,294.88	704.76
			<u>150.000</u>	<u>6,832.80</u>	<u>5,856.66</u>	<u>976.14</u>
Parker-Hannifin Corp	08/04/2010	09/15/2010	57.000	3,837.24	3,681.06	156.18
Peabody Energy Corp	01/06/2010	08/04/2010	54.000	2,642.17	2,736.72	-94.55
Peabody Energy Corp	01/06/2010	09/15/2010	64.000	2,937.04	3,243.53	-306.49
Peabody Energy Corp	02/26/2010	09/15/2010	49.000	2,248.67	2,235.36	13.31
Peabody Energy Corp	06/14/2010	09/15/2010	62.000	2,845.25	2,504.68	340.57
Peabody Energy Corp	06/21/2010	09/15/2010	55.000	2,524.02	2,326.17	197.85
			<u>230.000</u>	<u>10,554.98</u>	<u>10,309.74</u>	<u>245.24</u>
			<u>284.000</u>	<u>13,197.15</u>	<u>13,046.46</u>	<u>150.69</u>

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Short Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>
Pfizer, Inc	06/14/2010	09/15/2010	161.000	2,791.85	2,487.18	304.67
PNC Financial Services Group,	04/23/2009	04/22/2010	41.000	2,769.54	1,574.90	1,194.64
Public Service Enterprise Group	07/28/2010	08/04/2010	20.000	658.78	688.67	-29.89
Public Service Enterprise Group	07/28/2010	09/15/2010	92.000	2,897.03	3,167.86	-270.83
			<u>112.000</u>	<u>3,555.81</u>	<u>3,856.53</u>	<u>-300.72</u>
Rogers Communications, Inc	02/26/2010	08/04/2010	26.000	922.46	859.12	63.34
Rogers Communications, Inc	02/01/2010	09/15/2010	156.000	5,678.45	4,949.35	729.10
Rogers Communications, Inc	02/26/2010	09/15/2010	56.000	2,038.43	1,850.41	188.02
			<u>212.000</u>	<u>7,716.88</u>	<u>6,799.76</u>	<u>917.12</u>
			<u>238.000</u>	<u>8,639.34</u>	<u>7,658.88</u>	<u>980.46</u>
Sempra Energy	05/03/2010	08/04/2010	17.000	875.14	858.49	16.65
Sempra Energy	05/03/2010	09/15/2010	100.000	5,325.01	5,049.97	275.04
Sempra Energy	05/03/2010	09/15/2010	52.000	2,769.09	2,625.99	143.10
			<u>169.000</u>	<u>8,969.24</u>	<u>8,534.45</u>	<u>434.79</u>
The Southern Company	10/19/2009	05/03/2010	236.000	8,168.32	7,777.76	390.56
TJX Companies, Inc	06/14/2010	08/04/2010	42.000	1,731.63	1,938.30	-206.67
TJX Companies, Inc	06/14/2010	09/15/2010	14.000	594.46	646.10	-51.64
			<u>56.000</u>	<u>2,326.09</u>	<u>2,584.40</u>	<u>-258.31</u>
TOTAL Fina Elf S.A.	02/26/2009	02/26/2010	109.000	6,068.11	5,301.52	766.59
TOTAL Fina Elf S.A.	03/11/2009	02/26/2010	32.000	1,781.47	1,556.77	224.70
			<u>141.000</u>	<u>7,849.58</u>	<u>6,858.29</u>	<u>991.29</u>
Transocean Sedco Forex Ltd	06/25/2009	06/01/2010	88.000	4,575.08	6,662.40	-2,087.32
Transocean Sedco Forex Ltd	03/22/2010	06/01/2010	35.000	1,819.63	2,866.07	-1,046.44
			<u>123.000</u>	<u>6,394.71</u>	<u>9,528.47</u>	<u>-3,133.76</u>
Tyco Intl Ltd	10/26/2009	08/04/2010	29.000	1,114.74	983.19	131.55
Tyco Intl Ltd	10/26/2009	09/15/2010	119.000	4,638.78	4,034.49	604.29
			<u>148.000</u>	<u>5,753.52</u>	<u>5,017.68</u>	<u>735.84</u>
U.S. Steel Corp	11/11/2009	08/04/2010	26.000	1,251.35	1,030.36	220.99



**Realized Gains and Losses By Category**  
Fiscal Year Ending 12/31/2010

**Short Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>
U.S. Steel Corp	11/11/2009	09/15/2010	99.000	4,523.23	3,923.29	599.94
			125.000	5,774.58	4,953.65	820.93
Union Pacific Corp	11/11/2009	08/04/2010	31.000	2,386.02	1,945.29	440.73
Union Pacific Corp	11/11/2009	09/15/2010	74.000	5,871.97	4,643.59	1,228.38
Union Pacific Corp	11/11/2009	09/15/2010	26.000	2,063.13	1,631.53	431.60
Union Pacific Corp	11/11/2009	09/15/2010	26.000	2,063.10	1,631.53	431.57
			157.000	12,384.22	9,851.94	2,532.28
US Bancorp	03/22/2010	08/04/2010	76.000	1,816.36	2,003.29	-186.93
US Bancorp	01/06/2010	09/15/2010	138.000	3,125.93	3,276.06	-150.13
US Bancorp	03/22/2010	09/15/2010	12.000	271.82	316.31	-44.49
			150.000	3,397.75	3,592.37	-194.62
			226.000	5,214.11	5,595.66	-381.55
Vornado Realty Trust	10/19/2009	08/04/2010	19.000	1,627.70	1,194.14	433.56
Vornado Realty Trust	10/19/2009	09/15/2010	71.000	6,174.77	4,462.29	1,712.48
			90.000	7,802.47	5,656.43	2,146.04
Wal-Mart Stores, Inc	06/21/2010	09/15/2010	75.000	3,969.83	3,831.75	138.08
Wal-Mart Stores, Inc	07/14/2010	09/15/2010	46.000	2,434.83	2,309.15	125.68
			121.000	6,404.66	6,140.90	263.76
Walt Disney Co	03/05/2010	08/04/2010	26.000	907.90	861.38	46.52
Walt Disney Co	03/05/2010	09/15/2010	97.000	3,322.19	3,213.61	108.58
			123.000	4,230.09	4,074.99	155.10
XTO Energy, Inc	06/25/2009	01/06/2010	65.000	3,127.07	2,463.88	663.19
XTO Energy, Inc	06/25/2009	01/15/2010	84.000	3,970.83	3,184.08	786.75
			149.000	7,097.90	5,647.96	1,449.94
Short Term Gains (Sales)				342,269.24	327,822.74	14,446.50

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Long Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
Abbott Laboratories	02/06/2008	08/04/2010	53.000	2,661.08	3,055.29	-394.21
Abbott Laboratories	02/06/2008	09/15/2010	3.000	154.96	172.94	-17.98
Abbott Laboratories	04/23/2009	09/15/2010	157.000	8,109.22	6,722.69	1,386.53
			160.000	8,264.18	6,895.63	1,368.55
			213.000	10,925.26	9,950.92	974.34
ACE Limited	09/18/2008	03/22/2010	71.000	3,698.56	4,132.15	-433.59
Air Products & Chemicals, Inc	10/20/2008	08/04/2010	24.000	1,843.64	1,438.88	404.76
Air Products & Chemicals, Inc	10/20/2008	09/15/2010	36.000	2,932.15	2,158.33	773.82
Air Products & Chemicals, Inc	02/26/2009	09/15/2010	21.000	1,710.42	1,014.51	695.91
			57.000	4,642.57	3,172.84	1,469.73
			81.000	6,486.21	4,611.72	1,874.49
American Electric Power Co	04/17/2009	08/04/2010	27.000	971.44	728.74	242.70
American Electric Power Co	04/17/2009	09/15/2010	157.000	5,682.06	4,237.46	1,444.60
American Electric Power Co	05/27/2009	09/15/2010	141.000	5,102.98	3,632.15	1,470.83
			298.000	10,785.04	7,869.61	2,915.43
			325.000	11,756.48	8,598.35	3,158.13
American Express Co.	08/25/2009	09/15/2010	100.000	4,083.03	3,272.35	810.68
American Express Co.	08/25/2009	09/15/2010	50.000	2,041.47	1,636.17	405.30
American Express Co.	08/25/2009	09/15/2010	25.000	1,020.76	818.09	202.67
			175.000	7,145.26	5,726.61	1,418.65
Amgen, Inc	07/10/2008	09/15/2010	82.000	4,541.24	4,210.54	330.70
Amgen, Inc	02/26/2009	09/15/2010	36.000	1,993.72	2,014.20	-20.48
			118.000	6,534.96	6,224.74	310.22
Anadarko Petroleum Corp	07/10/2008	06/14/2010	98.000	4,121.66	6,661.49	-2,539.83
Anadarko Petroleum Corp	04/23/2009	06/14/2010	61.000	2,565.53	2,556.39	9.14
			159.000	6,687.19	9,217.88	-2,530.69
Apache Corp	02/06/2008	08/04/2010	17.000	1,663.43	1,613.78	49.65
Apache Corp	08/03/2009	09/15/2010	17.000	1,600.03	1,474.57	125.46
Apache Corp	08/03/2009	09/15/2010	41.000	3,858.89	3,556.33	302.56
			75.000	7,122.35	6,644.68	477.67
AT&T, Inc	02/06/2008	02/01/2010	1.000	25.31	36.61	-11.30

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Long Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
AT&T, Inc	02/06/2008	02/01/2010	180.000	4,555.74	6,589.26	-2,033.52
			181.000	4,581.05	6,625.87	-2,044.82
AT&T, Inc	02/06/2008	03/05/2010	97.000	2,417.26	3,550.88	-1,133.62
AT&T, Inc	02/06/2008	08/04/2010	26.000	693.67	951.78	-258.11
AT&T, Inc	07/28/2008	08/04/2010	40.000	1,067.18	1,232.00	-164.82
			66.000	1,760.85	2,183.78	-422.93
AT&T, Inc	07/28/2008	09/15/2010	137.000	3,849.91	4,219.60	-369.69
AT&T, Inc	06/25/2009	09/15/2010	18.000	505.83	446.56	59.27
			155.000	4,355.74	4,666.16	-310.42
AT&T, Inc	06/25/2009	09/15/2010	100.000	2,809.95	2,480.90	329.05
			599.000	15,924.85	19,507.59	-3,582.74
Avalonbay Cmnty, Inc	01/14/2009	08/04/2010	18.000	1,847.12	928.32	918.80
Avalonbay Cmnty, Inc	01/14/2009	09/15/2010	31.000	3,459.85	1,598.78	1,861.07
Avalonbay Cmnty, Inc	03/24/2009	09/15/2010	52.000	5,803.62	2,625.38	3,178.24
			83.000	9,263.47	4,224.16	5,039.31
			101.000	11,110.59	5,152.48	5,958.11
Bank of America Corp	05/15/2009	08/04/2010	165.000	2,341.31	1,782.00	559.31
Bank of America Corp	06/17/2009	08/04/2010	29.000	411.50	361.92	49.58
			194.000	2,752.81	2,143.92	608.89
Bank of America Corp	05/15/2009	09/15/2010	1,032.000	14,202.14	11,145.60	3,056.54
			1,226.000	16,954.95	13,289.52	3,665.43
Best Buy Company, Inc	04/15/2008	07/14/2010	25.000	873.72	1,034.62	-160.90
Best Buy Company, Inc	04/15/2008	08/04/2010	53.000	1,867.15	2,193.39	-326.24
Best Buy Company, Inc	04/15/2008	09/01/2010	22.000	715.00	910.47	-195.47
Best Buy Company, Inc	05/15/2009	09/01/2010	33.000	1,072.50	1,172.46	-99.96
			55.000	1,787.50	2,082.93	-295.43
Best Buy Company, Inc	02/26/2009	09/15/2010	79.000	2,910.47	2,310.75	599.72
Best Buy Company, Inc	05/15/2009	09/15/2010	74.000	2,726.26	2,629.14	97.12
			153.000	5,636.73	4,939.89	696.84
			286.000	10,165.10	10,250.83	-85.73
BHP Billiton Ltd ADR	12/22/2008	08/04/2010	16.000	1,203.01	635.07	567.94

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Long Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
BHP Billiton Ltd ADR	12/22/2008	09/15/2010	121.000	8,870.60	4,802.68	4,067.92
			137.000	10,073.61	5,437.75	4,635.86
Boston Properties, Inc	11/20/2008	01/06/2010	44.000	3,011.22	1,980.19	1,031.03
Boston Properties, Inc	05/15/2009	08/04/2010	12.000	1,028.86	539.52	489.34
Boston Properties, Inc	02/26/2009	09/15/2010	25.000	2,186.21	1,000.75	1,185.46
Boston Properties, Inc	05/15/2009	09/15/2010	22.000	1,923.87	989.12	934.75
			47.000	4,110.08	1,989.87	2,120.21
			103.000	8,150.16	4,509.58	3,640.58
Boston Scientific Corp	12/22/2008	04/22/2010	210.000	1,506.47	1,563.32	-56.85
Bristol-Myers Squibb Co.	04/09/2009	04/22/2010	267.000	6,530.51	5,374.82	1,155.69
Carnival Corp	07/10/2009	08/04/2010	86.000	3,100.24	2,115.58	984.66
Carnival Corp	07/10/2009	09/15/2010	131.000	4,654.61	3,222.57	1,432.04
			217.000	7,754.85	5,338.15	2,416.70
ChevronTexaco Corp	10/28/2008	04/22/2010	84.000	6,783.44	5,488.37	1,295.07
ChevronTexaco Corp	11/20/2008	04/22/2010	9.000	726.80	588.78	138.02
			93.000	7,510.24	6,077.15	1,433.09
ChevronTexaco Corp	10/28/2008	06/21/2010	91.000	6,904.66	5,945.73	958.93
ChevronTexaco Corp	02/26/2009	06/21/2010	23.000	1,745.13	1,474.30	270.83
			114.000	8,649.79	7,420.03	1,229.76
			207.000	16,160.03	13,497.18	2,662.85
Cisco Systems, Inc	02/26/2009	08/04/2010	47.000	1,135.97	698.42	437.55
Cisco Systems, Inc	02/26/2009	08/04/2010	20.000	483.39	297.20	186.19
Cisco Systems, Inc	11/20/2008	09/15/2010	33.000	713.78	483.45	230.33
Cisco Systems, Inc	02/26/2009	09/15/2010	8.000	173.04	118.88	54.16
			41.000	886.82	602.33	284.49
Cisco Systems, Inc	11/20/2008	09/15/2010	40.000	865.19	586.00	279.19
Cisco Systems, Inc	11/20/2008	09/15/2010	39.000	843.60	571.35	272.25
Cisco Systems, Inc	11/20/2008	09/15/2010	41.000	886.82	600.65	286.17
			228.000	5,101.79	3,355.95	1,745.84
Covidien PLC	01/14/2009	09/15/2010	41.000	1,557.23	1,467.38	89.85

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Long Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
Covidien PLC	02/26/2009	09/15/2010	47.000	1,785.13	1,608.81	176.32
			88.000	3,342.36	3,076.19	266.17
Emerson Electric Co	11/20/2008	01/22/2010	40.000	1,712.20	1,207.43	504.77
Exxon Mobil Corp	07/10/2008	06/01/2010	63.000	3,819.84	5,366.15	-1,546.31
Exxon Mobil Corp	07/10/2008	08/04/2010	88.000	5,527.27	7,495.58	-1,968.31
Exxon Mobil Corp	07/10/2008	08/04/2010	12.000	753.71	1,022.12	-268.41
Exxon Mobil Corp	07/10/2008	08/04/2010	12.000	753.71	1,022.12	-268.41
Exxon Mobil Corp	07/10/2008	09/15/2010	15.000	913.96	1,277.66	-363.70
Exxon Mobil Corp	10/07/2008	09/15/2010	10.000	609.31	793.17	-183.86
Exxon Mobil Corp	04/23/2009	09/15/2010	40.000	2,437.24	2,614.36	-177.12
Exxon Mobil Corp	05/15/2009	09/15/2010	19.000	1,157.69	1,308.15	-150.46
			84.000	5,118.20	5,993.34	-875.14
			259.000	15,972.73	20,899.31	-4,926.58
Fifth Third Bancorp	08/10/2009	09/15/2010	373.000	4,659.06	3,626.45	1,032.61
Freeport McMoran Copper & G	05/15/2009	08/04/2010	6.000	450.95	271.02	179.93
Freeport McMoran Copper & G	05/15/2009	09/15/2010	119.000	9,665.73	5,375.14	4,290.59
			125.000	10,116.68	5,646.16	4,470.52
Frontier Communications Corp	07/28/2008	07/01/2010	0.530	3.74	4.88	-1.14
Frontier Communications Corp	02/06/2008	07/14/2010	30.725	223.72	306.68	-82.96
Frontier Communications Corp	07/28/2008	07/14/2010	34.275	249.56	315.62	-66.06
			65.000	473.28	622.30	-149.02
			65.530	477.02	627.18	-150.16
General Dynamics Corp	02/06/2008	08/04/2010	78.000	4,947.45	6,506.37	-1,558.92
General Dynamics Corp	02/06/2008	09/15/2010	50.000	3,062.06	4,170.75	-1,108.69
General Dynamics Corp	05/15/2009	09/15/2010	32.000	1,959.71	1,760.64	199.07
			82.000	5,021.77	5,931.39	-909.62
			160.000	9,969.22	12,437.76	-2,468.54
General Electric Co	08/10/2009	09/15/2010	332.000	5,445.37	4,814.00	631.37
General Electric Co	08/25/2009	09/15/2010	283.000	4,641.69	4,061.33	580.36
			615.000	10,087.06	8,875.33	1,211.73
Goldman Sachs Group, Inc	04/17/2009	08/04/2010	21.000	3,293.16	2,529.64	763.52
Goldman Sachs Group, Inc	10/20/2008	09/15/2010	29.000	4,424.45	3,437.20	987.25
Goldman Sachs Group, Inc	01/30/2009	09/15/2010	35.000	5,339.86	2,793.31	2,546.55

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Long Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
Goldman Sachs Group, Inc	04/17/2009	09/15/2010	13.000	1,983.38	1,565.97	417.41
			77.000	11,747.69	7,796.48	3,951.21
			98.000	15,040.85	10,326.12	4,714.73
Hess Corporation	03/24/2009	08/04/2010	77.000	4,351.34	5,064.07	-712.73
Hess Corporation	06/25/2009	09/15/2010	54.000	2,967.90	2,939.68	28.22
Hess Corporation	09/09/2009	09/15/2010	30.000	1,648.83	1,589.67	59.16
			84.000	4,616.73	4,529.35	87.38
Hess Corporation	07/22/2009	09/15/2010	64.000	3,517.44	3,322.87	194.57
Hess Corporation	09/09/2009	09/15/2010	36.000	1,978.57	1,907.60	70.97
			100.000	5,496.01	5,230.47	265.54
Hess Corporation	07/22/2009	09/15/2010	9.000	494.65	467.28	27.37
			270.000	14,958.73	15,291.17	-332.44
Hewlett-Packard Co	02/06/2008	08/04/2010	60.000	2,810.35	2,534.04	276.31
Hewlett-Packard Co	02/06/2008	09/15/2010	179.000	7,115.49	7,559.89	-444.40
Hewlett-Packard Co	03/24/2009	09/15/2010	80.000	3,180.11	2,480.72	699.39
			259.000	10,295.60	10,040.61	254.99
			319.000	13,105.95	12,574.65	531.30
IBM	02/06/2008	08/04/2010	24.000	3,154.26	2,498.64	655.62
IBM	02/06/2008	09/15/2010	67.000	8,677.69	6,975.37	1,702.32
			91.000	11,831.95	9,474.01	2,357.94
Intel	09/09/2009	09/15/2010	97.000	1,819.69	1,943.88	-124.19
Intel	09/09/2009	09/15/2010	97.000	1,819.69	1,943.88	-124.19
			194.000	3,639.38	3,887.76	-248.38
Invesco Ltd	03/31/2009	04/14/2010	180.000	4,019.49	2,513.79	1,505.70
JPMorgan Chase & Co	02/06/2008	08/04/2010	76.000	3,142.54	3,333.13	-190.59
JPMorgan Chase & Co	02/06/2008	09/15/2010	181.000	7,430.29	7,938.11	-507.82
JPMorgan Chase & Co	01/14/2009	09/15/2010	212.000	8,702.88	5,420.84	3,282.04
			393.000	16,133.17	13,358.95	2,774.22
			469.000	19,275.71	16,692.08	2,583.63
Lincoln National Corp	08/10/2009	09/15/2010	60.000	1,527.64	1,375.04	152.60

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Long Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
Lincoln National Corp	08/10/2009	09/15/2010	26.000	662.05	595.85	66.20
Lincoln National Corp	08/10/2009	09/15/2010	100.000	2,546.06	2,291.73	254.33
			<u>186.000</u>	<u>4,735.75</u>	<u>4,262.62</u>	<u>473.13</u>
LM Ericsson Telephone Co. AD	06/17/2009	08/04/2010	102.000	1,131.26	969.72	161.54
LM Ericsson Telephone Co. AD	06/17/2009	09/15/2010	200.000	2,210.16	1,901.42	308.74
LM Ericsson Telephone Co. AD	06/17/2009	09/15/2010	135.000	1,491.86	1,283.46	208.40
LM Ericsson Telephone Co. AD	06/17/2009	09/15/2010	100.000	1,105.38	950.71	154.67
			<u>537.000</u>	<u>5,938.66</u>	<u>5,105.31</u>	<u>833.35</u>
Mastercard, Inc	07/10/2009	08/04/2010	8.000	1,641.10	1,282.96	358.14
Mastercard, Inc	07/10/2009	09/15/2010	31.000	6,543.99	4,971.46	1,572.53
			<u>39.000</u>	<u>8,185.09</u>	<u>6,254.42</u>	<u>1,930.67</u>
McDonald's Corp.	04/23/2009	08/04/2010	1.000	70.74	54.92	15.82
McDonald's Corp.	04/23/2009	09/15/2010	43.000	3,215.15	2,361.56	853.59
McDonald's Corp.	05/15/2009	09/15/2010	178.000	13,309.18	9,521.04	3,788.14
			<u>221.000</u>	<u>16,524.33</u>	<u>11,882.60</u>	<u>4,641.73</u>
			<u>222.000</u>	<u>16,595.07</u>	<u>11,937.52</u>	<u>4,657.55</u>
Merck & Co, Inc	09/08/2008	08/04/2010	14.000	492.65	493.91	-1.26
Merck & Co, Inc	09/08/2008	09/15/2010	103.000	3,762.74	3,633.78	128.96
Merck & Co, Inc	10/14/2008	09/15/2010	137.000	5,004.79	3,961.25	1,043.54
			<u>240.000</u>	<u>8,767.53</u>	<u>7,595.03</u>	<u>1,172.50</u>
Merck & Co, Inc	10/14/2008	09/15/2010	38.000	1,388.12	1,098.74	289.38
			<u>292.000</u>	<u>10,648.30</u>	<u>9,187.68</u>	<u>1,460.62</u>
MetLife, Inc	10/14/2008	09/15/2010	20.000	811.23	740.32	70.91
MetLife, Inc	04/23/2009	09/15/2010	126.000	5,110.72	3,363.61	1,747.11
MetLife, Inc	04/29/2009	09/15/2010	114.000	4,623.99	3,377.49	1,246.50
			<u>260.000</u>	<u>10,545.94</u>	<u>7,481.42</u>	<u>3,064.52</u>
Microsoft Corp	05/15/2009	08/04/2010	38.000	978.48	770.64	207.84
Microsoft Corp	01/23/2009	09/15/2010	264.000	6,642.65	4,606.80	2,035.85

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Long Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
Microsoft Corp	05/15/2009	09/15/2010	10.000	251.62	202.80	48.82
			274.000	6,894.27	4,809.60	2,084.67
			312.000	7,872.75	5,580.24	2,292.51
Nestle S.A. ADR	02/06/2008	08/04/2010	21.000	1,040.32	908.04	132.28
Nestle S.A. ADR	02/06/2008	09/15/2010	19.000	1,006.98	821.56	185.42
Nestle S.A. ADR	02/06/2008	09/15/2010	37.500	1,987.47	1,621.50	365.97
Nestle S.A. ADR	02/13/2008	09/15/2010	182.500	9,672.34	7,763.55	1,908.79
			239.000	12,666.79	10,206.61	2,460.18
			260.000	13,707.11	11,114.65	2,592.46
Nike, Inc Cl B	02/06/2008	06/01/2010	34.000	2,445.94	2,047.82	398.12
Nike, Inc Cl B	01/23/2009	06/01/2010	17.000	1,222.98	779.06	443.92
			51.000	3,668.92	2,826.88	842.04
Nike, Inc Cl B	01/23/2009	06/14/2010	51.000	3,695.02	2,337.18	1,357.84
Nike, Inc Cl B	02/26/2009	06/14/2010	43.000	3,115.41	1,788.19	1,327.22
			94.000	6,810.43	4,125.37	2,685.06
			145.000	10,479.35	6,952.25	3,527.10
Northern Trust Corp	01/14/2009	08/04/2010	20.000	970.18	940.20	29.98
Northern Trust Corp	01/14/2009	09/15/2010	81.000	3,940.58	3,807.82	132.76
			101.000	4,910.76	4,748.02	162.74
Occidental Petroleum	02/06/2008	08/04/2010	50.000	3,936.93	3,267.85	669.08
Occidental Petroleum	02/06/2008	08/04/2010	2.000	157.45	130.71	26.74
Occidental Petroleum	02/06/2008	09/15/2010	103.000	8,051.79	6,731.77	1,320.02
Occidental Petroleum	03/24/2009	09/15/2010	81.000	6,331.99	4,820.00	1,511.99
			184.000	14,383.78	11,551.77	2,832.01
			236.000	18,478.16	14,950.33	3,527.83
Oracle Corporation	03/31/2009	08/04/2010	35.000	857.83	639.80	218.03
Oracle Corporation	03/31/2009	09/15/2010	133.000	3,424.96	2,431.24	993.72
			168.000	4,282.79	3,071.04	1,211.75
Pepsico, Inc	03/11/2009	08/04/2010	8.000	530.39	377.18	153.21
Pepsico, Inc	04/23/2009	08/04/2010	20.000	1,325.97	956.00	369.97
			28.000	1,856.36	1,333.18	523.18



**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Long Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
Pepsico, Inc	03/11/2009	09/15/2010	114.000	7,576.54	5,374.82	2,201.72
			142.000	9,432.90	6,708.00	2,724.90
Pfizer, Inc	10/14/2008	08/04/2010	100.000	1,644.07	1,725.21	-81.14
Pfizer, Inc	10/14/2008	08/04/2010	10.000	164.40	172.52	-8.12
Pfizer, Inc	10/28/2008	08/04/2010	90.000	1,479.57	1,521.54	-41.97
			100.000	1,643.97	1,694.06	-50.09
Pfizer, Inc	10/28/2008	08/04/2010	12.000	197.28	202.87	-5.59
Pfizer, Inc	10/28/2008	09/15/2010	123.000	2,132.90	2,079.44	53.46
Pfizer, Inc	05/15/2009	09/15/2010	16.000	277.46	240.00	37.46
			139.000	2,410.36	2,319.44	90.92
Pfizer, Inc	11/20/2008	09/15/2010	150.000	2,601.11	2,174.55	426.56
Pfizer, Inc	05/15/2009	09/15/2010	120.000	2,080.88	1,800.00	280.88
			270.000	4,681.99	3,974.55	707.44
Pfizer, Inc	11/20/2008	09/15/2010	96.000	1,664.99	1,391.71	273.28
Pfizer, Inc	02/26/2009	09/15/2010	4.000	69.38	52.40	16.98
			100.000	1,734.37	1,444.11	290.26
Pfizer, Inc	02/26/2009	09/15/2010	50.000	866.99	655.00	211.99
Pfizer, Inc	02/26/2009	09/15/2010	100.000	1,734.37	1,310.00	424.37
			871.000	14,913.40	13,325.24	1,588.16
PNC Financial Services Group,	04/29/2009	08/04/2010	39.000	2,347.76	1,579.83	767.93
PNC Financial Services Group,	04/23/2009	09/15/2010	208.000	11,405.28	7,989.76	3,415.52
PNC Financial Services Group,	04/29/2009	09/15/2010	33.000	1,809.49	1,336.77	472.72
			241.000	13,214.77	9,326.53	3,888.24
			280.000	15,562.53	10,906.36	4,656.17
Prudential Financial, Inc	05/15/2009	08/04/2010	58.000	3,287.38	2,200.46	1,086.92
Prudential Financial, Inc	05/15/2009	09/15/2010	200.000	11,108.01	7,587.80	3,520.21
Prudential Financial, Inc	05/15/2009	09/15/2010	50.000	2,777.04	1,896.95	880.09
			308.000	17,172.43	11,685.21	5,487.22
Staples, Inc	03/18/2008	06/21/2010	135.000	2,930.23	2,960.14	-29.91
Staples, Inc	03/18/2008	07/14/2010	124.000	2,493.76	2,718.95	-225.19
Staples, Inc	03/18/2008	08/04/2010	20.000	403.19	438.54	-35.35

**Realized Gains and Losses By Category**  
Fiscal Year Ending 12/31/2010

**Long Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
Staples, Inc	11/03/2008	08/04/2010	26.000	524.15	498.86	25.29
			46.000	927.34	937.40	-10.06
Staples, Inc	11/03/2008	09/15/2010	179.000	3,528.39	3,434.48	93.91
			484.000	9,879.72	10,050.97	-171.25
Target Corporation	08/03/2009	08/04/2010	40.000	2,064.36	1,717.11	347.25
Target Corporation	07/22/2009	09/15/2010	131.000	7,045.19	5,377.55	1,667.64
Target Corporation	08/03/2009	09/15/2010	25.000	1,344.51	1,073.19	271.32
			156.000	8,389.70	6,450.74	1,938.96
			196.000	10,454.06	8,167.85	2,286.21
Thermo Fisher Scientific, Inc	12/15/2008	08/04/2010	22.000	1,003.84	646.58	357.26
Thermo Fisher Scientific, Inc	12/15/2008	09/15/2010	81.000	3,810.99	2,380.59	1,430.40
			103.000	4,814.83	3,027.17	1,787.66
TJX Companies, Inc	10/07/2008	09/15/2010	44.000	1,868.29	1,257.45	610.84
TJX Companies, Inc	02/26/2009	09/15/2010	10.000	424.61	227.10	197.51
			54.000	2,292.90	1,484.55	808.35
TJX Companies, Inc	02/26/2009	09/15/2010	32.000	1,358.76	726.72	632.04
TJX Companies, Inc	02/26/2009	09/15/2010	68.000	2,887.36	1,544.28	1,343.08
			154.000	6,539.02	3,755.55	2,783.47
TOTAL Fina Elf S.A.	03/11/2009	03/12/2010	67.000	3,924.17	3,259.48	664.69
Travelers Companies, Inc	02/06/2008	08/04/2010	15.000	758.38	713.85	44.53
Travelers Companies, Inc	02/06/2008	09/15/2010	60.000	3,155.95	2,855.40	300.55
			75.000	3,914.33	3,569.25	345.08
United Technologies Corp	02/06/2008	07/14/2010	32.000	2,182.42	2,306.37	-123.95
United Technologies Corp	04/04/2008	07/14/2010	13.000	886.60	935.65	-49.05
			45.000	3,069.02	3,242.02	-173.00
United Technologies Corp	04/04/2008	08/04/2010	60.000	4,366.72	4,318.40	48.32
United Technologies Corp	04/04/2008	09/15/2010	18.000	1,231.38	1,295.52	-64.14
United Technologies Corp	06/27/2008	09/15/2010	82.000	5,609.60	5,030.70	578.90
			100.000	6,840.98	6,326.22	514.76

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Long Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
United Technologies Corp	06/27/2008	09/15/2010	38.000	2,599.58	2,331.30	268.28
			<u>243.000</u>	<u>16,876.30</u>	<u>16,217.94</u>	<u>658.36</u>
UnitedHealth Group, Inc	03/11/2009	08/04/2010	31.000	1,021.12	616.82	404.30
UnitedHealth Group, Inc	03/11/2009	09/15/2010	114.000	3,935.44	2,268.29	1,667.15
			<u>145.000</u>	<u>4,956.56</u>	<u>2,885.11</u>	<u>2,071.45</u>
US Bancorp	05/15/2009	09/15/2010	256.000	5,798.80	4,543.74	1,255.06
Verizon Communications	02/06/2008	03/05/2010	127.000	3,705.81	4,637.68	-931.87
Verizon Communications	02/06/2008	08/04/2010	21.000	617.17	716.55	-99.38
Verizon Communications	07/28/2008	08/04/2010	34.000	999.24	1,070.31	-71.07
Verizon Communications	02/06/2008	09/15/2010	107.000	3,333.22	3,650.98	-317.76
Verizon Communications	07/28/2008	09/15/2010	111.000	3,457.81	3,494.23	-36.42
			<u>218.000</u>	<u>6,791.03</u>	<u>7,145.21</u>	<u>-354.18</u>
			<u>400.000</u>	<u>12,113.25</u>	<u>13,569.75</u>	<u>-1,456.50</u>
Wal-Mart Stores, Inc	02/06/2008	09/15/2010	128.000	6,775.19	6,285.70	489.49
Waste Management, Inc	10/07/2008	06/21/2010	18.000	604.96	557.05	47.91
Waste Management, Inc	12/05/2008	06/21/2010	106.000	3,562.50	3,124.25	438.25
			<u>124.000</u>	<u>4,167.46</u>	<u>3,681.30</u>	<u>486.16</u>
Waste Management, Inc	12/05/2008	08/04/2010	9.000	311.21	265.27	45.94
Waste Management, Inc	04/23/2009	08/04/2010	36.000	1,244.86	957.38	287.48
			<u>45.000</u>	<u>1,556.07</u>	<u>1,222.65</u>	<u>333.42</u>
Waste Management, Inc	04/23/2009	09/15/2010	186.000	6,432.14	4,946.47	1,485.67
			<u>355.000</u>	<u>12,155.67</u>	<u>9,850.42</u>	<u>2,305.25</u>
Wells Fargo & Co	02/06/2008	08/04/2010	21.000	585.28	635.04	-49.76
Wells Fargo & Co	04/29/2009	08/04/2010	93.000	2,591.95	1,844.19	747.76
			<u>114.000</u>	<u>3,177.23</u>	<u>2,479.23</u>	<u>698.00</u>
Wells Fargo & Co	03/31/2009	09/15/2010	104.000	2,733.25	1,497.60	1,235.65
Wells Fargo & Co	04/23/2009	09/15/2010	93.000	2,444.17	1,814.43	629.74
			<u>197.000</u>	<u>5,177.42</u>	<u>3,312.03</u>	<u>1,865.39</u>
Wells Fargo & Co	03/31/2009	09/15/2010	100.000	2,628.12	1,440.00	1,188.12
Wells Fargo & Co	03/31/2009	09/15/2010	100.000	2,628.08	1,440.00	1,188.08
Wells Fargo & Co	04/23/2009	09/15/2010	40.000	1,051.23	780.40	270.83

**Realized Gains and Losses By Category**  
 Fiscal Year Ending 12/31/2010

**Long Term Capital Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
Wells Fargo & Co	04/29/2009	09/15/2010	160.000	4,204.92	3,172.80	1,032.12
			200.000	5,256.15	3,953.20	1,302.95
			711.000	18,867.00	12,624.46	6,242.54
Long Term Gains (Sales)				598,527.46	500,617.31	97,910.15
Total Gains (Sales)				940,796.70	828,440.05	112,356.65
Total Short Term Gains						14,446.50
Total Long Term Gains						97,910.15
<b>Total Gains</b>						<b>112,356.65</b>

Asset Number	Description of property								
	Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction	
<b>1</b>	<b>ORGANIZATION COSTS</b>								
	040204		60M	43	12,972.		12,972.		0.
	<b>* TOTAL 990-PF PG 1 DEPR &amp; AMORT</b>								
					12,972.	0.	12,972.		0.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ASPEN DIV FD-INTEREST	983.	0.	983.
POWERSHARES DBE FD-INTEREST	85.	0.	85.
SCHWAB-EATON VANCE MGMT	11,065.	0.	11,065.
SCHWAB-FUNDING A/C	200,208.	0.	200,208.
SCHWAB-GARDNER LEWIS	3,727.	0.	3,727.
SCHWAB-SAGE INTERMEDIATE-DIV/INT	102,726.	0.	102,726.
TOTAL TO FM 990-PF, PART I, LN 4	318,794.	0.	318,794.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ASPEN DIVERSIFIED FUND-ORDINARY BUSINESS LOSS	349.	349.	
ASPEN DIVERSIFIED FUND-OTHER INCOME/LOSS	3,039.	3,039.	
UNITED HEALTH - LITIGATION SETTLEMENT	45.	45.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,433.	3,433.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,884.	2,442.		2,442.
TO FORM 990-PF, PG 1, LN 16B	4,884.	2,442.		2,442.

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**FORM 990-PF** **OTHER PROFESSIONAL FEES** **STATEMENT** **4**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT FEES	42,099.	42,099.		0.
TO FORM 990-PF, PG 1, LN 16C	42,099.	42,099.		0.

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**FORM 990-PF** **TAXES** **STATEMENT** **5**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN	4,328.	4,328.		0.
PAYROLL TAX	13,495.	0.		13,495.
FORM 990-PF TAXES	51,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	69,323.	4,328.		13,495.

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**FORM 990-PF** **OTHER EXPENSES** **STATEMENT** **6**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL SERVICE FEES	1,673.	0.		1,673.
TELEPHONE	3,034.	0.		3,034.
ASPEN DIV.FD-DEDUCTION	16,015.	14,162.		0.
POWERSHARES DBE-PORTFOLIO DEDUCTIONS	736.	736.		0.
STRATEGIC MGMT SEMINAR	13,520.	0.		13,520.
PROJECT EXPENSE	380.	0.		380.
PRINTING AND REPRODUCTION	198.	0.		198.
LICENSES AND PERMITS	5.	0.		5.
MEALS AND ENTERTAINMENT	1,126.	0.		563.
TO FORM 990-PF, PG 1, LN 23	36,687.	14,898.		19,373.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	0.	0.
IRONWOOD INTERNATIONAL LTD	1,289,613.	1,289,613.
<b>TOTAL TO FORM 990-PF, PART II, LINE 10B</b>	<b>1,289,613.</b>	<b>1,289,613.</b>

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	10,008,683.	10,008,683.
CORPORATE AND US BONDS	FMV	2,166,700.	2,166,700.
MERITAGE INSIGNIA OFFSHORE FUND	FMV	37,394.	37,394.
JH WHITNEY	FMV	505,972.	505,972.
ASPEN DIV. FUND	FMV	509,188.	509,188.
DB POWERSHARES	FMV	0.	0.
<b>TOTAL TO FORM 990-PF, PART II, LINE 13</b>		<b>13,227,937.</b>	<b>13,227,937.</b>

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FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	9
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
ORGANIZATION COSTS	12,972.	12,972.	0.
<b>TOTAL TO FM 990-PF, PART II, LN 14</b>	<b>12,972.</b>	<b>12,972.</b>	<b>0.</b>

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FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
NAVDEEP S. SOOCH 600 W. 7TH STREET AUSTIN, TX 78701	PRESIDENT & TREASURER 5.00	0.	0.	0.
DAVID R. WELLAND 600 W. 7TH STREET AUSTIN, TX 78701	VICE PRESIDENT 1.00	0.	0.	0.
ISABEL WELLAND 600 W. 7TH STREET AUSTIN, TX 78701	SECRETARY & TRUSTEE 1.00	0.	0.	0.
MARY ELLEN PIETRUSZYNSKI 600 W. 7TH STREET AUSTIN, TX 78701	EXECUTIVE DIRECTOR 20.00	55,000.	0.	1,200.
JOHN MCGOVERN 600 W. 7TH STREET AUSTIN, TX 78701	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		55,000.	0.	1,200.

**Sooch Foundation**  
EIN # 20-0399480  
Attachment to 2010 Form 990-PF  
Return of Private Foundation

Statement Required by Reg. §53.4945-5(d)  
Information with respect to expenditure responsibility grants

1. *Grantee:* **Whole Planet Foundation  
550 Bowie Street  
Austin, Texas 78703**
  
2. *Date Paid in Current  
Tax Year:* **August 19<sup>th</sup>, 2010**
  
3. *Total Paid:* **\$ 100,000**
  
4. *Purpose:* **Sooch Foundation provided \$ 100,000 to support Grantee's partnership with Grameen Trust to create and manage a microcredit initiative of Grameen in Kerala, India under the Grameen Methodology of microfinance. Sooch Foundation is supporting a portion of the total capital required to establish an operationally and financially sustainable institution.**
  
5. *Amount of Grant  
Spent by Grantee:* **\$ 100,000**
  
6. *Diversion:* **To the knowledge of the Foundation, and based on the report furnished by the Grantee, no part has been used for other than its intended purpose.**
  
7. *Date of Report(s) received  
from Grantee:* **May 11, 2011**
  
8. *Verification:* **Foundation reviewed the grant reports but did not undertake any verification of the Grantee's reports as there has not been any reason to doubt their accuracy or reliability.**

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ASSISTANCE LEAGUE OF AUSTIN 4901 BURNET RD AUSTIN, TX 78756	NONE TO SUPPORT ORGANIZATION'S PURPOSE	501(C)(3)	35,000.
AUSTIN COMMUNITY FOUNDATION 4315 GUADALUPE, SUITE 300 AUSTIN, TX 78751	NONE TO SUPPORT ORGANIZATION'S PURPOSE	501(C)(3)	40,000.
BREAKTHROUGH AUSTIN 1050 EAST 11TH STREET, STE. 350 AUSTIN, TX 78702	NONE TO SUPPORT ORGANIZATION'S PURPOSE	501(C)(3)	20,000.
CAPITAL IDEA P.O. BOX 1784 AUSTIN, TX 78767	NONE TO SUPPORT ORGANIZATION'S PURPOSE	501(C)(3)	150,000.
COMMUNITIES IN SCHOOLS 3000 SOUTH IH-35, STE. 200 AUSTIN, TX 78704	NONE TO SUPPORT ORGANIZATION'S PURPOSE	501(C)(3)	10,000.
HEART HOUSE 7224 NORTHEAST DRIVE AUSTIN, TX 78723	NONE TO SUPPORT ORGANIZATION'S PURPOSE	501(C)(3)	15,000.
KIPP 135 MAIN STREET, SUITE 1700 SAN FRANCISCO, CA 94105	NONE TO SUPPORT ORGANIZATION'S PURPOSE	501(C)(3)	125,000.
LIFEWORKS 1221 WEST BEN WHITE BLVD., STE 108-A AUSTIN, TX 78704	NONE TO SUPPORT ORGANIZATION'S PURPOSE	501(C)(3)	125,000.

THE SOOCH FOUNDATION

20-0399480

<p>AUSTIN VOICES FOR EDUCATION AND YOUTH 5604 MANOR ROAD AUSTIN, TX 78723</p>	<p>NONE TO SUPPORT ORGANIZATION'S PURPOSE</p>	<p>501(C)(3)</p>	<p>1,550.</p>
<p>MAINSPRINGS SCHOOLS 1100 WEST LIVE OAK STREET AUSTIN, TX 78704</p>	<p>NONE TO SUPPORT ORGANIZATION'S PURPOSE</p>	<p>501(C)(3)</p>	<p>2,500.</p>
<p>LITERACY COALITION OF CENTRAL TEXAS 300 WEST 6TH STREET AUSTIN, TX 78701</p>	<p>NONE TO SUPPORT ORGANIZATION'S PURPOSE</p>	<p>501(C)(3)</p>	<p>10,000.</p>
<p>MIND RESEARCH INSTITUTE 3631 S.HARBOR BLVD. SUITE 200 SANTA ANA, CA 92704</p>	<p>NONE TO SUPPORT ORGANIZATION'S PURPOSE</p>	<p>501(C)(3)</p>	<p>15,000.</p>
<p>WHOLE PLANET FOUNDATION 550 BOWIE STREET AUSTIN, TX 78703</p>	<p>NONE TO SUPPORT ORGANIZATION'S PURPOSE</p>	<p>501(C)(3)</p>	<p>100,000.</p>
<p>E3 ALLIANCE 5930 MIDDLE FISKVILLE ROAD, SUITE 507 AUSTIN, TX 78752</p>	<p>NONE TO SUPPORT ORGANIZATION'S PURPOSE</p>	<p>501(C)(3)</p>	<p>5,000.</p>
<p>AUSTIN INTERFAITH 1301 S.IH35, SUITE 313 AUSTIN, TX 78741</p>	<p>NONE TO SUPPORT ORGANIZATION'S PURPOSE</p>	<p>501(C)(3)</p>	<p>27,000.</p>
<p>TOTAL TO FORM 990-PF, PART XV, LINE 3A</p>			<p><u>681,050.</u></p>

FORM 990-PF  
STATEMENT 13

SUMMARY OF DIRECT CHARITABLE  
ACTIVITIES, PART IX -A

- |  |                       |
|--|-----------------------|
| <p>1. Sooch Foundation provides technical assistance to its current grantees located in India in the areas of fund development, volunteer management, analysis/research, board development and strategic planning to those that are interested or have a need, through employment of a single Sooch Foundation employee who is dedicated to serving as a consultant to foundation grantees in India. The purpose of the consulting service is to build upon the strength of our grantor/grantee relationship and to help the nonprofits that we support in India to overcome organizational and strategic challenges. This technical assistance is provided at no charge and is another way to build the relationship between grantee and grantor.</p>   | <p>\$69,974</p>       |
| <p>2. Sooch Foundation presents a Strategic Management Seminar, no more frequently than once annually and no less frequently than every 18 months. This one and a half day seminar was held April 6<sup>th</sup> and 7<sup>th</sup>, 2010 at the AT&amp;T Conference Center on the campus of the University of Texas at Austin. It was made available at no charge for all grantees of Sooch Foundation both in India and the US. Forty-one participants chose to take part. Two professional presenters were brought in to lead five presentations on topics of importance to non-profit leaders dealing with communication within the organization and communication to the outside world. Leaders were encouraged to network at mealtime and through the evening between the two days of the seminar.</p> | <p>\$13,520</p>       |
| <p>3. Sooch Foundation assisted in sponsoring A Community Forum featuring Paul Tough, Author of Whatever It Takes, as well as a panel of six local non-profit and community leaders. Whatever It Takes is the story of Geoffrey Canada's quest to change Harlem through education. The forum was held on April 29<sup>th</sup> and attended by approximately 130 people from the Austin community. The forum was used to raise awareness in Austin about a similar plan for community change here, called Austin Achievement Zone. Donations at the luncheon were accepted to benefit Mainspring Schools, a local pre-school program serving disadvantaged students and their families.</p>  | <p>\$3,063</p>        |
| <p>4. Sooch Foundation employee, Caroline Newman, is the communications chair for the Central Texas Education Funders (CTEF). This is a collaborative of approximately 50 funders and approximately 80 people representing funders who support education in the local area. Caroline spends approximately three percent of her time communicating via email for the benefit of the group.</p>  | <p>\$1,821</p>        |
|  | <hr/> <p>\$88,378</p> |

# Underpayment of Estimated Tax by Corporations

Department of the Treasury  
Internal Revenue Service

▶ See separate instructions.  
▶ Attach to the corporation's tax return.

FORM 990-PF

**2010**

Name  
**THE SOOCH FOUNDATION**

Employer identification number  
**20-0399480**

**Note:** Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

**Part I Required Annual Payment**

<b>1</b> Total tax (see instructions) .....	<b>1</b>	<b>8,238.</b>
<b>2a</b> Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 .....	<b>2a</b>	
<b>b</b> Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method .....	<b>2b</b>	
<b>c</b> Credit for federal tax paid on fuels (see instructions) .....	<b>2c</b>	
<b>d Total.</b> Add lines 2a through 2c .....	<b>2d</b>	
<b>3</b> Subtract line 2d from line 1. If the result is less than \$500, <b>do not</b> complete or file this form. The corporation does not owe the penalty .....	<b>3</b>	<b>8,238.</b>
<b>4</b> Enter the tax shown on the corporation's 2009 income tax return (see instructions). <b>Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5</b> .....	<b>4</b>	<b>48,870.</b>
<b>5 Required annual payment.</b> Enter the <b>smaller</b> of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3 .....	<b>5</b>	<b>8,238.</b>

**Part II Reasons for Filing** - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

- 6**  The corporation is using the adjusted seasonal installment method.
- 7**  The corporation is using the annualized income installment method.
- 8**  The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

**Part III Figuring the Underpayment**

	(a)	(b)	(c)	(d)
<b>9 Installment due dates.</b> Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year .....	<b>9</b> 05/15/10	06/15/10	09/15/10	12/15/10
<b>10 Required installments.</b> If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column. ....	<b>10</b> 2,060.	2,059.	2,060.	2,059.
<b>11</b> Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15 .....	<b>11</b> 4,699.		1,500.	
<b>Complete lines 12 through 18 of one column before going to the next column.</b>				
<b>12</b> Enter amount, if any, from line 18 of the preceding column .....	<b>12</b>	2,639.	580.	20.
<b>13</b> Add lines 11 and 12 .....	<b>13</b>	2,639.	2,080.	20.
<b>14</b> Add amounts on lines 16 and 17 of the preceding column .....	<b>14</b>			
<b>15</b> Subtract line 14 from line 13. If zero or less, enter -0- .....	<b>15</b> 4,699.	2,639.	2,080.	20.
<b>16</b> If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- .....	<b>16</b>	0.	0.	
<b>17 Underpayment.</b> If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18 .....	<b>17</b>			2,039.
<b>18 Overpayment.</b> If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column .....	<b>18</b> 2,639.	580.	20.	

**Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.**

**Part IV Figuring the Penalty**

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2010 and before 7/1/2010	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\%}{365}$	22	\$	\$	\$
23 Number of days on line 20 after 06/30/2010 and before 10/1/2010	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\%}{365}$	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2010 and before 1/1/2011	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 4\%}{365}$	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2010 and before 4/1/2011	27	SEE ATTACHED WORKSHEET		
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\%}{365}$	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2011 and before 7/1/2011	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2011 and before 10/01/2011	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2011 and before 1/1/2012	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2011 and before 2/16/2012	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{366}$	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$

38 **Penalty.** Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns 38 \$ 29.

\* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at [www.irs.gov](http://www.irs.gov). You can also call 1-800-829-4933 to get interest rate information.

**FORM 990-PF  
UNDERPAYMENT OF ESTIMATED TAX WORKSHEET**

Name(s) <b>THE SOOCH FOUNDATION</b>					Identifying Number <b>20-0399480</b>	
(A) *Date	(B) Amount	(C) Adjusted Balance Due	(D) Number Days Balance Due	(E) Daily Penalty Rate	(F) Penalty	
		-0-				
05/15/10	2,060.	2,060.				
05/15/10	-4,699.	-2,639.				
06/15/10	2,059.	-580.				
09/15/10	2,060.	1,480.				
09/15/10	-1,500.	-20.				
12/15/10	2,059.	2,039.	16	.000109589	4.	
12/31/10	0.	2,039.	90	.000082192	15.	
03/31/11	0.	2,039.	45	.000109589	10.	
Penalty Due (Sum of Column F) .....					<b>29.</b>	

\* Date of estimated tax payment, withholding credit date or installment due date.



# Information Return of U.S. Persons With Respect To Certain Foreign Corporations

OMB No. 1545-0704

(Rev. December 2007)

▶ See separate instructions.

Department of the Treasury  
Internal Revenue Service

Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning **January 1**, 20 **10**, and ending **December**, 20 **10**

Attachment  
Sequence No. **121**

Name of person filing this return <b>The Sooch Foundation</b>	<b>A Identifying number</b> <b>20-0399480</b>
Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address) <b>600 West 7th Street</b>	<b>B Category of filer</b> (See instructions. Check applicable box(es)): 1 (repealed) <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input type="checkbox"/> 5 <input type="checkbox"/>
City or town, state, and ZIP code <b>Austin, TX 78701</b>	<b>C Enter the total percentage of the foreign corporation's voting stock you owned at the end of its annual accounting period</b> ..... <b>0</b> %
Filer's tax year beginning <b>January 1</b> , 20 <b>10</b> , and ending <b>December 31</b> , 20 <b>10</b>	

**D Person(s) on whose behalf this information return is filed:**

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director
<b>The Sooch Foundation</b>	<b>600 West 7th Street, Austin TX 78701</b>	<b>20-0399480</b>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Important:** Fill in all applicable lines and schedules. All information must be in English. All amounts must be stated in U.S. dollars unless otherwise indicated.

<b>1a Name and address of foreign corporation</b> <b>J.H. Whitney Pan Asia Fund International, Walker Fund Services, 87 Mary Street, George Town, Grand Cayman, Cayman Islands</b>		<b>b Employer identification number, if any</b> <b>Foreign</b>	
<b>d Date of incorporation</b> <b>February 23, 2005</b>		<b>c Country under whose laws incorporated</b> <b>Cayman Islands</b>	
<b>e Principal place of business</b> <b>New York</b>	<b>f Principal business activity code number</b> <b>523900</b>	<b>g Principal business activity</b> <b>Investments</b>	<b>h Functional currency</b> <b>USD</b>

**2 Provide the following information for the foreign corporation's accounting period stated above.**

<b>a Name, address, and identifying number of branch office or agent (if any) in the United States</b> <b>J.H. Whitney Investment Management LLC 711 Fifth Avenue, Suite 410 New York, NY 10022</b>	<b>b If a U.S. income tax return was filed, enter:</b>	
<b>c Name and address of foreign corporation's statutory or resident agent in country of incorporation</b> <b>Walker Fund Services, 87 Mary Street, George Town, Grand Cayman, Cayman Islands</b>	<b>(i) Taxable income or (loss)</b> <b>N/A</b>	<b>(ii) U.S. income tax paid (after all credits)</b> <b>N/A</b>
	<b>d Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different</b> <b>JP Morgan Hedge Fund Services One Beacon Street Boston, MA 02108</b>	

**Schedule A Stock of the Foreign Corporation**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
<b>Non-Voting Units</b>	<b>3,072</b>	<b>5,026</b>



**Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (see instructions)**

	(a) Name of country or U.S. possession	Amount of tax		
		(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1	U.S.			N/A
2				
3				
4				
5				
6				
7				
8	Total			

**Schedule F Balance Sheet**

**Important:** Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	525,581	7,860
2a	Trade notes and accounts receivable		
2b	Less allowance for bad debts	( )	( )
3	Inventories		
4	Other current assets (attach schedule)		
5	Loans to shareholders and other related persons		
6	Investment in subsidiaries (attach schedule)		
7	Other investments (attach schedule)	3,693,935	5,606,551
8a	Buildings and other depreciable assets		
8b	Less accumulated depreciation	( )	( )
9a	Depletable assets		
9b	Less accumulated depletion	( )	( )
10	Land (net of any amortization)		
11	Intangible assets:		
11a	a. Goodwill		
11b	b. Organization costs		
11c	c. Patents, trademarks, and other intangible assets		
11d	d. Less accumulated amortization for lines 11a, b, and c	( )	( )
12	Other assets (attach schedule)		3,658
13	Total assets	4,219,516	5,618,069
Liabilities and Shareholders' Equity			
14	Accounts payable	23,873	34,336
15	Other current liabilities (attach schedule)	500,000	
16	Loans from shareholders and other related persons		
17	Other liabilities (attach schedule)	189,504	
18	Capital stock:		
18a	a. Preferred stock		
18b	b. Common stock		
19	Paid-in or capital surplus (attach reconciliation)		
20	Retained earnings	3,506,139	5,583,733
21	Less cost of treasury stock	( )	( )
22	Total liabilities and shareholders' equity	4,219,516	5,618,069

**Schedule G Other Information**

Yes No

- 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign partnership?  Yes  No  
If "Yes," see the instructions for required attachment.
- 2 During the tax year, did the foreign corporation own an interest in any trust?  Yes  No
- 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3 (see instructions)?  Yes  No  
If "Yes," you are generally required to attach Form 8858 for each entity (see instructions).
- 4 During the tax year, was the foreign corporation a participant in any cost sharing arrangement?  Yes  No
- 5 During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement?  Yes  No

**Schedule H Current Earnings and Profits** (see instructions)

**Important:** Enter the amounts on lines 1 through 5c in **functional** currency.

1	Current year net income or (loss) per foreign books of account			1	
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):				
		Net Additions	Net Subtractions		
a	Capital gains or losses				
b	Depreciation and amortization				
c	Depletion				
d	Investment or incentive allowance				
e	Charges to statutory reserves.				
f	Inventory adjustments				
g	Taxes.				
h	Other (attach schedule)				
3	Total net additions				
4	Total net subtractions				
5a	Current earnings and profits (line 1 plus line 3 minus line 4)			5a	
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)			5b	
c	Combine lines 5a and 5b			5c	
d	Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations (see instructions)).			5d	
	Enter exchange rate used for line 5d ▶				

**Schedule I Summary of Shareholder's Income From Foreign Corporation** (see instructions)

1	Subpart F income (line 38b, Worksheet A in the instructions)	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5	Factoring income	5	
6	Total of lines 1 through 5. Enter here and on your income tax return. See instructions.	6	
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8	Exchange gain or (loss) on a distribution of previously taxed income	8	

Yes No

- Was any income of the foreign corporation blocked?  Yes  No
  - Did any such income become unblocked during the tax year (see section 964(b))?.  Yes  No
- If the answer to either question is "Yes," attach an explanation.

**SCHEDULE O  
(Form 5471)**

(Rev. December 2005)

Department of the Treasury  
Internal Revenue Service

**Organization or Reorganization of Foreign  
Corporation, and Acquisitions and  
Dispositions of its Stock**

OMB No. 1545-0704

▶ Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

**The Sooch Foundation**

Identifying number

**20-0399480**

Name of foreign corporation

**J.H. Whitney Pan Asia Fund (International)**

**Important:** Complete a separate Schedule O for each foreign corporation for which information must be reported.

**Part I To Be Completed by U.S. Officers and Directors**

(a) Name of shareholder for whom acquisition information is reported	(b) Address of shareholder	(c) Identifying number of shareholder	(d) Date of original 10% acquisition	(e) Date of additional 10% acquisition

**Part II To Be Completed by U.S. Shareholders**

**Note:** If this return is required because one or more shareholders became U.S. persons, attach a list showing the names of such persons and the date each became a U.S. person.

**Section A—General Shareholder Information**

(a) Name, address, and identifying number of shareholder(s) filing this schedule	(b) For shareholder's latest U.S. income tax return filed, indicate:			(c) Date (if any) shareholder last filed information return under section 6046 for the foreign corporation
	(1) Type of return (enter form number)	(2) Date return filed	(3) Internal Revenue Service Center where filed	
<b>The Sooch Foundation 600 West 7th Street Austin TX 78701</b>	<b>990-PF</b>	<b>8/15/2011</b>	<b>Ogden</b>	

**Section B—U.S. Persons Who Are Officers or Directors of the Foreign Corporation**

(a) Name of U.S. officer or director	(b) Address	(c) Social security number	(d) Check appropriate box(es)	
			Officer	Director

**Section C—Acquisition of Stock**

(a) Name of shareholder(s) filing this schedule	(b) Class of stock acquired	(c) Date of acquisition	(d) Method of acquisition	(e) Number of shares acquired		
				(1) Directly	(2) Indirectly	(3) Constructively
<b>The Sooch Foundation</b>	<b>nonvoting units</b>	<b>1/1/2010</b>	<b>purchase</b>	<b>500</b>		

(f) Amount paid or value given	(g) Name and address of person from whom shares were acquired
<b>\$500,000</b>	<b>J.H. Whitney Pan Asia Fund (International)</b>

**Section D—Disposition of Stock**

(a) Name of shareholder disposing of stock	(b) Class of stock	(c) Date of disposition	(d) Method of disposition	(e) Number of shares disposed of		
				(1) Directly	(2) Indirectly	(3) Constructively

(f) Amount received	(g) Name and address of person to whom disposition of stock was made

**Section E—Organization or Reorganization of Foreign Corporation**

(a) Name and address of transferor	(b) Identifying number (if any)	(c) Date of transfer

(d) Assets transferred to foreign corporation			(e) Description of assets transferred by, or notes or securities issued by, foreign corporation
(1) Description of assets	(2) Fair market value	(3) Adjusted basis (if transferor was U.S. person)	

**Section F—Additional Information**

**(a)** If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).

**(b)** List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock ▶

**(c)** If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see instructions for an example).

Supporting detail to Financial information in form 5471  
For the Period January 1, 2010 - December 31, 2010

Name of Person Filing this Return  
Name of Foreign Entity

The Sooch Foundation (EIN 20-0399480)  
J.H. Whitney Pan Asia Fund (International) (EIN: N/A)

**Support for Schedule C**

Income Statement	2010
Line 16 Other Deductions	
Expenses allocated from J.H. Whitney Pan Asia Master Fund	46,032
Management Fees	60,308
Administration fees	20,000
Professional fees	15,050
Performance Fees	10,005
Trustee Fees	6,000
Miscellaneous expenses	3,660
Unrealized losses	268,868
	<u>429,923</u>

**Support for Schedule F**

	2009	2010
Assets		
Line 7 Other Investments		
Investment in J.H. Whitney Pan Asia Master Fund	3,693,935	5,606,551
Line 12 Other Assets		
Prepaid expenses		3,658
Liabilities		
Line 15 Other current liabilities		
Subscriptions received in advance	500,000	
Line 17 Other liabilities		
Redemptions payable	189,504	
Line 20 reconciliation of Net Assets		
Beginning Balance	4,289,505	3,506,139
Current Year Net Income/(Loss)	619,151	127,594
Subscriptions/(Redemptions)	<u>(1,402,517)</u>	<u>1,950,000</u>
Ending Balance	3,506,139	5,583,733

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- ▶ If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box  **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

<b>Type or print</b>	Name of exempt organization <b>THE SOOCH FOUNDATION</b>	Employer identification number <b>20-0399480</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>600 WEST 7TH STREET</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>AUSTIN, TX 78701</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**MARY ELLEN PIETRUSZYNSKI**

- The books are in the care of ▶ **600 WEST 7TH STREET - AUSTIN, TX 78701**  
 Telephone No. ▶ **(512) 329-0464** FAX No. ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year **2010** or  
 ▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	<b>11,199.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	<b>6,199.</b>
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>5,000.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev. 1-2011)



• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box  **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

<b>Type or print</b> File by the extended due date for filing your return. See instructions.	Name of exempt organization <b>THE SOOCH FOUNDATION</b>	Employer identification number <b>20-0399480</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>600 WEST 7TH STREET</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>AUSTIN, TX 78701</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**MARY ELLEN PIETRUSZYNSKI**

• The books are in the care of **600 WEST 7TH STREET - AUSTIN, TX 78701**

Telephone No. **(512) 329-0464**

FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

I request an additional 3-month extension of time until **NOVEMBER 15, 2011.**

5. For calendar year **2010**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

6. If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return

Change in accounting period

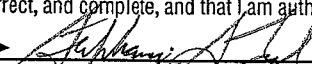
7. State in detail why you need the extension

**THE TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO FILE IN ORDER TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN**

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	11,199.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	11,199.
c	<b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **COO** Date **12 AUG 2011**