



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

OMB No. 1545-0052

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.

2009

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

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

| | | | |
|---|---|--|---|
| Use the IRS label. Otherwise, print or type. See Specific Instructions. | Name of foundation C. Scott & Dorothy E Watkins Charitable Foundation | | A Employer identification number 87-6218993 |
| | Number and street (or P.O. box number if mail is not delivered to street address) | Room/suite | B Telephone number (see page 10 of the instructions) |
| | 1935 East Vine St. #260 | | (801) 273-0375 |
| City or town, state, and ZIP code Salt Lake City, Utah 84121 | | 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) \$ 40,408,564.53 | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> | |
| J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.) | | 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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received (attach schedule) | 210,012.34 | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| | 3 Interest on savings and temporary cash investments | 510.97 | 510.97 | | |
| | 4 Dividends and interest from securities | 566,961.04 | 368,530.58 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | (1,299,390.21) | | | |
| | b Gross sales price for all assets on line 6a | 2,731,115.35 | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| b Less: Cost of goods sold | | | | | |
| c Gross profit or (loss) (attach schedule) | (50,306.09) | | | | |
| 11 Other income (attach schedule) | | | | | |
| 12 Total. Add lines 1 through 11 | (572,211.95) | 369,041.55 | N/A | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | | | | |
| | c Other professional fees (attach schedule) | 62,401.50 | 62,401.50 | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see page 14 of the instructions) | 23,463.70 | 8,463.70 | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | 495.78 | 495.78 | | |
| | 23 Other expenses (attach schedule) | | | | |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 86,360.98 | 71,360.98 | | 0.00 |
| | 25 Contributions, gifts, grants paid | 1,200,000.00 | | | 1,200,000.00 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 1,286,360.98 | 71,360.98 | N/A | 1,200,000.00 | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | (1,858,572.93) | | | | |
| b Net investment income (if negative, enter -0-) | | 297,680.57 | | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | | |

SCANNED JUL 21 2010

8/16

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.) | | Beginning of year | End of year | |
|--|---|--|----------------|-----------------------|-------------|--|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | | |
| Assets | 1 Cash—non-interest-bearing | | | | | |
| | 2 Savings and temporary cash investments | 266,181.43 | 201,408.34 | 201,408.34 | | |
| | 3 Accounts receivable ▶ | | | | | |
| | Less: allowance for doubtful accounts ▶ | | | | | |
| | 4 Pledges receivable ▶ | | | | | |
| | Less: allowance for doubtful accounts ▶ | | | | | |
| | 5 Grants receivable | | | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions) | | | | | |
| | 7 Other notes and loans receivable (attach schedule) ▶ | | | | | |
| | Less: allowance for doubtful accounts ▶ | 7,344,107.51 | 7,081,313.27 | 3,569,710.00 | | |
| | 8 Inventories for sale or use | | | | | |
| | 9 Prepaid expenses and deferred charges | | | | | |
| | 10a Investments—U.S. and state government obligations (attach schedule) | | | | | |
| | b Investments—corporate stock (attach schedule) | 37,486,099.60 | 37,291,680.14 | 36,213,296.77 | | |
| | c Investments—corporate bonds (attach schedule) | 857,928.05 | | | | |
| | 11 Investments—land, buildings, and equipment: basis ▶ | | | | | |
| Less: accumulated depreciation (attach schedule) ▶ | | | | | | |
| 12 Investments—mortgage loans | | | | | | |
| 13 Investments—other (attach schedule) | | | | | | |
| 14 Land, buildings, and equipment: basis ▶ | | | | | | |
| Less: accumulated depreciation (attach schedule) ▶ | | | | | | |
| 15 Other assets (describe ▶) | 1,625,044.36 | 1,146,386.27 | 424,149.42 | | | |
| 16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I) | 47,579,360.95 | 45,720,788.02 | 40,408,564.53 | | | |
| Liabilities | 17 Accounts payable and accrued expenses | | | | | |
| | 18 Grants payable | | | | | |
| | 19 Deferred revenue | | | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | | | |
| | 22 Other liabilities (describe ▶) | | | | | |
| | 23 Total liabilities (add lines 17 through 22) | 0.00 | 0.00 | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| | 24 Unrestricted | | | | | |
| | 25 Temporarily restricted | | | | | |
| | 26 Permanently restricted | | | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31. | | | | | |
| | 27 Capital stock, trust principal, or current funds | | | | | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | | | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | | | |
| | 30 Total net assets or fund balances (see page 17 of the instructions) | 47,579,360.95 | 45,720,788.02 | | | |
| | 31 Total liabilities and net assets/fund balances (see page 17 of the instructions) | 47,579,260.95 | 45,720,788.02 | | | |

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 | 47,579,360.95 |
| 2 Enter amount from Part I, line 27a | 2 | (1,858,572.93) |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 Add lines 1, 2, and 3 | 4 | 45,720,788.02 |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 45,720,788.02 |

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 Stock Funds Capital Gain Distribution | P | Various | Various |
| b Per Attached Schedule | P | Various | Various |
| c Avalon Associates LLC K-1 Stocks | D | Various | Various |
| d Country Club Mobile Estates LLC K-1 Stocks | D | Various | Various |
| e Fidelity Equity II | P | 05/27/94 | 10/02/09 |

| (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 6,171.70 | 0.00 | 0.00 | 6,171.70 |
| b 2,414,182.88 | 0.00 | 3,321,067.47 | (906,884.59) |
| c 49,892.65 | 0.00 | 0.00 | 49,892.65 |
| d 0.00 | 0.00 | 333,265.27 | (333,265.27) |
| e 260,868.12 | 0.00 | 376,172.82 | (115,304.70) |

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

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

| | | |
|--|----------|----------------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | 2 | (1,299,390.21) |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 | 3 | 0.00 |

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.

| (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)) |
|---|---------------------------------------|---|--|
| 2008 | 600,000.00 | 8,339,165.44 | 7.19% |
| 2007 | 450,000.00 | 5,838,986.66 | 7.71% |
| 2006 | 450,000.00 | 5,525,987.17 | 8.14% |
| 2005 | 450,000.00 | 5,343,970.19 | 8.42% |
| 2004 | 370,000.00 | 5,200,300.53 | 7.12% |

| | | |
|--|----------|---------------|
| 2 Total of line 1, column (d) | 2 | 38.58% |
| 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 | 7.72% |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | 4 | 34,497,060.82 |
| 5 Multiply line 4 by line 3 | 5 | 2,663,173.10 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 2,976.81 |
| 7 Add lines 5 and 6 | 7 | 2,666,149.91 |
| 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18. | 8 | 1,200,000.00 |

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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 | 5,953 | 61 |
| 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 | 00 |
| 3 Add lines 1 and 2 | | 3 | 5,953 | 61 |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0 | 00 |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 5,953 | 61 |
| 6 Credits/Payments: | | | | |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a | 14,989 | 14 | |
| b Exempt foreign organizations—tax withheld at source | 6b | | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 2,000 | 00 | |
| d Backup withholding erroneously withheld | 6d | | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 16,989 | 14 | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | 0 | 00 | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 0 | 00 | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 11,035 | 53 | |
| 11 Enter the amount of line 10 to be: Credited to 2010 estimated tax | 11 | 0 | 00 | |

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 |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? | | X |
| If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. | | |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities. | 2 | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | 3 | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | 4b | N/A |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | 5 | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV | 7 | X |
| 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ <u>Utah</u> | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | 8b | X |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV | 9 | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. (See Schedule B) | 10 | 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 page 20 of the instructions) | 11 | X | |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |
| Website address ▶ N/A | | | | |
| 14 | The books are in care of ▶ Jay Rasmussen Telephone no. ▶ 801-273-0375 | | | |
| Located at ▶ 1935 E Vine St. #260, Salt Lake City, UT ZIP+4 ▶ 84121 | | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/> | | | |
| and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 | | | | |

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

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

| | Yes | No |
|--|-----|-----|
| 1a During the year did the foundation (either directly or indirectly): | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> | 1b | |
| Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> | | |
| 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 2009? <input type="checkbox"/> | 1c | X |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | |
| a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| If "Yes," list the years ▶ 20____, 20____, 20____, 20____ | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions.) <input type="checkbox"/> | 2b | N/A |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____ | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) <input type="checkbox"/> | 3b | X |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> | 4a | X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? <input type="checkbox"/> | 4b | X |

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N/A
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X
- If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---------------------------------------|
| Jay Rasmussen 84093 2212 Little Cloud Circle, Sandy UT | Trustee 8 | 0 | 0 | 0 |
| Gary Watkins 84117 1634 E Spring Run Dr, SLC, UT | Trustee 2 | 0 | 0 | 0 |
| Carol Watkins 84093 1619 Cotswold Circle, Sandy, UT | Trustee 1 | 0 | 0 | 0 |
| | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| None | | | | 0 |
| None | | | | 0 |
| None | | | | 0 |
| None | | | | 0 |
| None | | | | 0 |
| None | | | | 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 (see page 23 of the instructions). If none, enter "NONE."**

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|--------------------------|------------------|
| Gabaca Corp 1935 East Vine St. #260, Salt Lake City, UT 84121 | Investment Management | 60,000.00 |
| None | | 0.00 |
| None | | 0.00 |
| None | | 0.00 |
| None | | 0.00 |
| Total number of others receiving over \$50,000 for professional services | | 60,000.00 |

Part IX-A Summary of Direct Charitable Activities

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

| | Expenses |
|--------|----------|
| 1 None | 0 |
| 2 None | 0 |
| 3 None | 0 |
| 4 None | 0 |

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

| | Amount |
|---|----------|
| 1 None | 0 |
| 2 None | 0 |
| All other program-related investments. See page 24 of the instructions. | 0 |
| 3 None | 0 |
| Total. Add lines 1 through 3 | 0 |

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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 | 31,478,800.84 |
| b | Average of monthly cash balances | 1b | 233,794.89 |
| c | Fair market value of all other assets (see page 24 of the instructions) | 1c | 3,309,801.04 |
| d | Total (add lines 1a, b, and c) | 1d | 35,022,396.77 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0.00 |
| 3 | Subtract line 2 from line 1d | 3 | 35,022,396.77 |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 525,335.95 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 34,497,060.82 |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 1,724,853.04 |

Part XI Distributable Amount (see page 25 of the 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 | 1,724,853.04 |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 5,953.61 |
| b | Income tax for 2009. (This does not include the tax from Part VI.) | 2b | 0.00 |
| c | Add lines 2a and 2b | 2c | 5,953.61 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 1,718,899.43 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0.00 |
| 5 | Add lines 3 and 4 | 5 | 1,718,899.43 |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | 6 | 0.00 |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 1,718,899.43 |

Part XII Qualifying Distributions (see page 25 of the 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 | 1,200,000.00 |
| b | Program-related investments—total from Part IX-B | 1b | 0.00 |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | 0.00 |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | 0.00 |
| b | Cash distribution test (attach the required schedule) | 3b | 0.00 |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,200,000.00 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions) | 5 | 0.00 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 1,200,000.00 |

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 page 26 of the instructions)

| | (a) Corpus | (b) Years prior to 2008 | (c) 2008 | (d) 2009 |
|--|---------------|----------------------------|-------------|--------------|
| 1 Distributable amount for 2009 from Part XI, line 7 | | | | 1,718,899.43 |
| 2 Undistributed income, if any, as of the end of 2009: | | | | |
| a Enter amount for 2008 only | | | 0 | |
| b Total for prior years: 20__20__20 | | 0 | | |
| 3 Excess distributions carryover, if any, to 2009: | | | | |
| a From 2004 | 111,695.09 | | | |
| b From 2005 | 185,606.79 | | | |
| c From 2006 | 177,278.51 | | | |
| d From 2007 | 166,117.44 | | | |
| e From 2008 | 188,345.39 | | | |
| f Total of lines 3a through e | 829,043.22 | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 1,200,000.00 | | | | |
| a Applied to 2008, but not more than line 2a | | | 0 | |
| b Applied to undistributed income of prior years (Election required—see page 26 of the instructions) | | 0 | | |
| c Treated as distributions out of corpus (Election required—see page 26 of the instructions) | 0.00 | | | |
| d Applied to 2009 distributable amount | | | | 1,200,000.00 |
| e Remaining amount distributed out of corpus | 0.00 | | | |
| 5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).) | 518,899.43 | | | 518,899.43 |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 310,143.79 | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0 | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0 | | |
| d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions | | 0 | | |
| e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions | | | 0 | |
| f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 | | | | 0.00 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | 0:00 | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) | 0.00 | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | 310,143.79 | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2005 | 0 | | | |
| b Excess from 2006 | 0 | | | |
| c Excess from 2007 | 121,798.40 | | | |
| d Excess from 2008 | 188,345.39 | | | |
| e Excess from 2009 | 0.00 | | | |

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling **N/A**

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

| | Prior 3 years | | | | (e) Total |
|--|---------------|----------|----------|----------|-----------|
| | (a) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | N/A | N/A | N/A | N/A | N/A |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: | | | | | |
| a "Assets" alternative test—enter: | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test—enter: | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of 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 page 28 of the 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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient | 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 |
|---|---|--------------------------------|----------------------------------|------------------------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| See Attached List | None (For All | Public Contributions) | Charitable Use | See Attached List |
| Total | | | | 3a 1,200,000.00 |
| b <i>Approved for future payment</i> | | | | |
| N/A | | | | |
| Total | | | | 3b 0 |

| | | | | |
|----------|--|--------------|------------|-----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| | (1) Cash | 1a(1) | | X |
| | (2) Other assets | 1a(2) | | X |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| | (4) Reimbursement arrangements | 1b(4) | | X |
| | (5) Loans or loan guarantees | 1b(5) | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

b If "Yes," complete the following schedule.

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| None | | |
| | | |
| | | |
| | | |

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.

Signature of officer or trustee

Date 7/13/2010

Trustee
Title

Sign Here

**Paid
Preparer's
Use Only**

Preparer's
signature

Date _____

Check if self-employed ► ☐

Preparer's identifying
number (see **Signature** on
page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code

EIN ▶

Phone no.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

Employer identification number

C Scott & Dorothy E Watkins Charitable Foundation

87 : 6218993

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33⅓% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

C Scott & Dorothy E Watkins Charitable Foundation

Employer identification number

87-6218993

Part I Contributors (see instructions)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|---|--------------------------------|--|
| 1 | C Scott Watkins Estate 1604 E 6535 S Salt Lake City, Utah 84121 | \$ 210,012.34 | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |

Line 11—Example A**Schedule of Information Regarding Transfers To a Controlled Entity**

| (A) Name and address of each controlled entity | | (B) Employer Identification Number | (C) Description of transfer | (D) Amount of transfer |
|---|-----------------------------|---|--------------------------------|------------------------------|
| a | Country Club Mobile Estates | LLC 87-0277766 | None | 0 |
| | 1935 East Vine St. #260 | | | |
| | Salt Lake City UT 84121 | | | |
| b | | | | |
| | | | | |
| | | | | |
| c | | | | |
| | | | | |
| | | | | |
| d | | | | |
| | | | | |
| | | | | |
| e | | | | |
| | | | | |
| | | | | |
| Total | | | | |

Line 11—Example B**Schedule of Information Regarding Transfers From a Controlled Entity**

| (A) Name and address of each controlled entity | | (B) Employer Identification Number | (C) Description of transfer | (D) Amount of transfer |
|---|---------------------------------|---|--------------------------------|------------------------------|
| a | Country Club Mobile Estates LLC | 87-0277766 | None | 0 |
| | 1935 East Vine St. #260 | | | |
| | Salt Lake City UT 84121 | | | |
| b | | | | |
| | | | | |
| | | | | |
| c | | | | |
| | | | | |
| | | | | |
| d | | | | |
| | | | | |
| | | | | |
| e | | | | |
| | | | | |
| | | | | |
| Total | | | | |

Schedules

Part I

Line 10 c

| | |
|---------------------------|----------------------|
| K-1 Income LLC's & S-Corp | <u>(\$50,306.09)</u> |
|---------------------------|----------------------|

Line 16 c

| | |
|---|---------------------|
| Merrill Lynch Fees | \$ 150.00 |
| Contract Services | \$ 2,251.50 |
| Gabaca Corp Investments Management Fees | <u>60,000.00</u> |
| | <u>\$ 62,401.50</u> |

Line 18

| | Col (a) | Col (b) |
|-------------------|---------------------|--------------------|
| IRS | \$ 15,000.00 | \$ - |
| Foreign Stock Tax | <u>8,463.70</u> | <u>8,463.70</u> |
| Total | <u>\$ 23,463.70</u> | <u>\$ 8,463.70</u> |

Schedules

Part II

Book

FMV

Line 7

| | | | | | |
|------|-----------------------|-------|--------------|----|--------------|
| Note | Franklin Funding Inc. | \$ | 7,023,206.57 | \$ | 3,511,603.30 |
| Note | James Garner | | 58,106.70 | | 58,106.70 |
| | | <hr/> | | | |
| | | \$ | 7,081,313.27 | \$ | 3,569,710.00 |
| | | <hr/> | | | |

Line 15

| | | | | |
|---------------------------------|----|--------------|----|-------------|
| Country Club Mobile Estates LLC | \$ | 543,969.53 | \$ | 400,670.55 |
| Avalon Associates LLC | | (63,990.95) | | (63,990.95) |
| Gabaca Corp | | 86,394.00 | | 87,469.82 |
| Franklin Funding Inc. | | 580,013.69 | | - |
| <hr/> | | | | |
| | \$ | 1,146,386.27 | \$ | 424,149.42 |
| <hr/> | | | | |

Disposed Investments

01-Jan-09 To: 31-Dec-09

| Investment Acct Name Investment | # Shares | Acquired Date | Disposed Date | Disposed Value | Acquired Cost | Gain |
|-------------------------------------|-------------|--------------------|------------------|-------------------|----------------------------|----------------|
| TD Ameritrade , CS DE Watkins Chart | | | | | | |
| Vanguard High Yld Corp-Adm | 7223.892 | 12/01/08 | Sold 11/16/09 | \$38,860.52 | Short Term \$38,248.00 | \$612.52 |
| American International Grp | 10000 | 8/05/08 | Sold 5/28/09 | \$16,589.62 | Short Term \$298,900.00 | (\$282,310.38) |
| Harris Stratex Networks Inc | 0.64 | 5/28/09 | Sold 5/28/09 | \$3.21 | \$0.00 | \$3.21 |
| Harris Stratex Networks Inc | 993 | 5/28/09 | Sold 7/21/09 | \$6,623.11 | \$5,328.44 | \$1,294.67 |
| | | Short Term Totals: | | \$62,076.46 | \$342,476.44 | (\$280,399.98) |
| North Carolina Eastn 5.5% | 3100 | 12/27/94 | Sold 11/16/09 | \$304,686.60 | Long Term 15% \$307,533.90 | (\$2,867.30) |
| Vanguard High Yld Corp-Adm | 15492.799 | 12/01/03 | Sold 11/16/09 | \$83,342.64 | Long Term 15% \$94,706.56 | (\$11,363.92) |
| Vanguard High Yld Corp-Adm | 22235.819 | 12/01/04 | Sold 11/16/09 | \$119,616.34 | \$140,797.16 | (\$21,180.82) |
| Vanguard High Yld Corp-Adm | 18142.861 | 12/01/05 | Sold 11/16/09 | \$97,598.51 | \$113,601.22 | (\$16,002.71) |
| Vanguard High Yld Corp-Adm | 15397.236 | 12/01/06 | Sold 11/16/09 | \$82,828.57 | \$94,326.14 | (\$11,497.57) |
| Vanguard High Yld Corp-Adm | 11426.47 | 12/03/07 | Sold 11/16/09 | \$61,468.06 | \$69,926.53 | (\$8,458.47) |
| Fidelity Independence | 7270.084 | 1/04/08 | Sold 5/29/09 | \$115,253.54 | Long Term 15% \$180,370.78 | (\$65,117.24) |
| Fidelity Japan Smaller Compani | 17736.486 | 5/25/04 | Sold 3/31/09 | \$101,580.07 | \$162,111.48 | (\$60,531.41) |
| Vanguard Capital Value | 33195.021 | 1/04/08 | Sold 3/31/09 | \$161,941.71 | \$271,535.27 | (\$109,593.56) |
| Vanguard Growth & Income-Ad | 2412.297 | 10/06/98 | Sold 10/02/09 | \$85,306.79 | \$100,025.00 | (\$14,718.21) |
| Vanguard Growth & Income-Ad | 386.802 | 12/27/02 | Sold 10/02/09 | \$13,678.60 | \$17,029.65 | (\$3,351.05) |
| Vanguard Growth & Income-Ad | 36.777 | 12/22/03 | Sold 10/02/09 | \$1,300.56 | \$1,559.80 | (\$259.24) |
| Vanguard Growth & Income-Ad | 40.283 | 12/27/04 | Sold 10/02/09 | \$1,424.54 | \$1,952.43 | (\$527.89) |
| Vanguard Growth & Income-Ad | 47.738 | 12/29/05 | Sold 10/02/09 | \$1,688.17 | \$2,444.35 | (\$756.18) |
| Vanguard Growth & Income-Ad | 4015.988 | 5/10/06 | Sold 10/02/09 | \$142,018.61 | \$183,731.45 | (\$41,712.84) |
| Vanguard Growth & Income-Ad | 54.778 | 12/27/06 | Sold 10/02/09 | \$1,937.13 | \$3,011.81 | (\$1,074.68) |
| Vanguard Growth & Income-Ad | 439.408 | 12/19/07 | Sold 10/02/09 | \$15,538.92 | \$22,925.78 | (\$7,386.86) |
| Vanguard Growth & Income-Ad | 31.582 | 6/27/08 | Sold 10/02/09 | \$1,116.84 | \$1,466.36 | (\$349.52) |
| Vanguard US Value | 17416.546 | 2/04/05 | Sold 11/16/09 | \$159,148.81 | \$240,075.00 | (\$80,926.19) |

| Investment Acct Name Investment | # Shares | Acquired Date | Disposed Date | Disposed Value | Acquired Cost | Gain |
|------------------------------------|-----------------------|------------------|------------------|-------------------|------------------|----------------|
| Vanguard US Value | 1480.086 | 12/19/05 | 11/16/09 | \$13,524.72 | \$20,203.19 | (\$6,678.47) |
| Vanguard US Value | 821.593 | 12/20/06 | 11/16/09 | \$7,507.55 | \$12,093.85 | (\$4,586.30) |
| Vanguard US Value | 2943.491 | 12/19/07 | 11/16/09 | \$26,897.01 | \$36,675.90 | (\$9,778.89) |
| Wasatch Small Cap Value | 1466.276 | 12/24/02 | 3/31/09 | \$2,551.32 | \$4,677.42 | (\$2,126.10) |
| | Invst Stocks | | Sold | | Long Term 15% | |
| Canadian National Railway Co. | 2500 | 6/28/06 | 8/07/09 | \$126,669.26 | \$134,800.00 | (\$8,130.74) |
| Canadian National Railway Co. | 7500 | 7/12/06 | 8/07/09 | \$380,007.76 | \$404,400.00 | (\$24,392.24) |
| Health Net Inc. | 13000 | 5/14/08 | 11/16/09 | \$243,473.79 | \$356,590.00 | (\$113,116.21) |
| | Long Term 15% Totals: | | | \$2,352,106.42 | \$2,978,591.03 | (\$626,484.61) |
| | Acct Totals: | | | \$2,414,182.88 | \$3,321,067.47 | (\$906,884.59) |

Investment Holdings

December 31, 2009

Investments - Part II, Line 10 B

page 1/5

| Investments | Book Value | Fair Mkt Value |
|--|-----------------|-----------------|
| Charitable Foundation, CS & DE Watkins | | |
| Invst Funds | | |
| Amer Cent MidCap Value | \$100,000.00 | \$139,531.86 |
| Baron Asset-SBI | \$174,353.47 | \$192,179.59 |
| Baron Growth | \$100,000.00 | \$122,545.25 |
| Baron Small Cap | \$140,000.00 | \$169,371.86 |
| Buffalo Small Cap | \$100,000.00 | \$120,085.46 |
| Dodge & Cox International | \$581,439.92 | \$457,030.14 |
| Dodge & Cox Stock | \$946,576.63 | \$893,449.01 |
| Fidelity China Region | \$81,735.02 | \$89,092.74 |
| Fidelity Diversified Internati | \$498,932.05 | \$407,767.00 |
| Fidelity Export & MultiNtl | \$277,996.44 | \$254,279.26 |
| Fidelity International Discove | \$536,411.96 | \$453,737.54 |
| Fidelity Latin America | \$326,701.93 | \$298,125.57 |
| Fidelity Mid-Cap Stock | \$354,714.55 | \$326,036.68 |
| Fidelity Sel Medical Equip | \$90,000.00 | \$96,974.90 |
| Fidelity Sel Software, Comp | \$90,000.00 | \$105,463.13 |
| Janus Contrarian | \$500,273.60 | \$404,078.92 |
| Janus Mid Cap Value Inv | \$100,000.00 | \$133,783.79 |
| Janus Overseas | \$186,803.72 | \$169,098.15 |
| Masters Select International | \$314,996.50 | \$265,206.73 |
| Matthews China Fund | \$221,212.50 | \$288,609.45 |
| Matthews India | \$100,000.00 | \$110,216.51 |
| Mendian Growth | \$328,296.81 | \$317,285.15 |
| Meridian Value | \$97,833.17 | \$79,743.63 |
| Royce Total Return Inv | \$100,049.99 | \$121,460.67 |
| Selected American Shares | \$229,314.07 | \$203,821.91 |
| T. Rowe Price Equity-Income | \$204,650.33 | \$178,389.14 |
| T. Rowe Price International | \$98,930.43 | \$94,867.88 |
| T. Rowe Price Latin America | \$95,848.01 | \$420,554.82 |
| T. Rowe Price Mid-Cap Growth | \$192,850.24 | \$278,298.75 |
| T. Rowe Price Mid-Cap Value | \$119,399.90 | \$118,371.58 |
| T. Rowe Price New Asia | \$336,498.19 | \$334,067.51 |
| T. Rowe Price Persul Strt Grth | \$545,086.51 | \$495,595.68 |
| T. Rowe Price Small-Cap Value | \$100,049.99 | \$140,985.18 |
| Third Ave Value | \$251,444.48 | \$199,143.16 |
| UMB Scout Small Cap | \$100,000.00 | \$129,411.77 |
| Value Line Premier Growth | \$194,600.73 | \$252,723.68 |
| Vanguard Energy | \$130,049.99 | \$174,670.25 |
| Vanguard European Sfk Inv-Adm | \$96,482.73 | \$143,545.43 |
| Vanguard Explorer | \$100,049.99 | \$121,914.92 |
| Vanguard Grwth Index Tr-Adm | \$114,177.92 | \$124,757.03 |
| Vanguard International Explore | \$411,887.08 | \$368,558.69 |
| Vanguard International Gr-Adm | \$401,558.63 | \$384,428.52 |
| Vanguard Primecap Core | \$250,591.13 | \$240,991.90 |
| Vanguard Primecap-Adm | \$291,843.48 | \$249,862.10 |
| Vanguard Windsor II-Adm | \$212,854.10 | \$186,808.47 |
| Wasatch Ultra Growth | \$188,559.76 | \$170,684.38 |
| Wasatch-1st Source Inc-Equ | \$100,000.00 | \$109,216.19 |
| Westport R | \$100,000.00 | \$106,890.85 |
| Sub-Total | \$11,215,055.95 | \$11,243,712.78 |

Investment Holdings

December 31, 2009

Investments - Part II, Line 10 B

page 2/5

| Investments | Book Value | Fair Mkt Value |
|--|----------------|----------------|
| Charitable Foundation, CS & DE Watkins | | |
| Invst Stocks | | |
| Actna Inc. | \$218,050.00 | \$158,500.00 |
| AFLAC Inc | \$166,290.00 | \$138,750.00 |
| AmerisourceBergen Corp | \$220,909.95 | \$260,700.00 |
| Baxter International, Inc. | \$251,289.65 | \$258,192.00 |
| Cardinal Health Inc | \$76,863.86 | \$61,256.00 |
| CareFusion Corp | \$30,182.14 | \$23,759.50 |
| Computer Sciences | \$477,900.00 | \$575,300.00 |
| ConocoPhillips | \$558,880.00 | \$357,490.00 |
| CVS/Caremark Corp | \$375,400.00 | \$322,100.00 |
| Harris Corp | \$194,640.00 | \$190,200.00 |
| Henry Schein, Inc. | \$1,173,600.00 | \$1,052,000.00 |
| Hewlett-Packard | \$180,000.00 | \$206,040.00 |
| Intel Corp | \$345,300.00 | \$306,000.00 |
| Johnson & Johnson | \$352,250.00 | \$322,050.00 |
| Kinetic Concepts | \$321,210.00 | \$338,850.00 |
| Kohl's Corp | \$178,240.00 | \$215,720.00 |
| L-3 Communications Holdings | \$500,750.00 | \$434,750.00 |
| Manulife Financial Corp | \$360,600.00 | \$183,400.00 |
| Medtronic Inc | \$238,949.30 | \$285,870.00 |
| Oceanenergy Intl | \$283,750.00 | \$292,600.00 |
| SkyWest Inc | \$661,600.00 | \$676,800.00 |
| Stancorp Finl Grp | \$251,800.00 | \$200,100.00 |
| Staples, Inc. | \$364,500.00 | \$368,850.00 |
| Thermo Fisher Scientific | \$601,200.00 | \$476,900.00 |
| Wellpoint, Inc | \$770,280.00 | \$816,060.00 |
| Western Digital | \$464,960.00 | \$706,400.00 |
| Sub-Total | \$9,619,394.90 | \$9,228,637.50 |

Investment Holdings

December 31, 2009

Investments - Part II, Line 10 B

page 3/5

| Investments | Book Value | Fair Mkt Value |
|--------------------------------|----------------|----------------|
| Avalon Associates, LLC | | |
| Invst Funds | | |
| Bridgeway Aggressive Growth | \$164,770.64 | \$105,746.78 |
| Bridgeway Ultra-Sml TaxAd | \$174,972.56 | \$131,174.54 |
| Dodge & Cox International | \$75,926.68 | \$59,680.77 |
| Dodge & Cox Stock | \$93,547.97 | \$77,066.86 |
| Fidelity Contrafund | \$134,487.95 | \$124,195.18 |
| Fidelity Export & MultiNtl | \$106,406.95 | \$97,328.88 |
| Fidelity Latin America | \$166,423.51 | \$151,866.58 |
| Fidelity Leveraged Cmp Stk | \$24,174.22 | \$18,555.70 |
| Fidelity Low Priced Stock | \$94,205.88 | \$80,259.69 |
| Fidelity Southeast Asia | \$15,763.45 | \$14,050.64 |
| Harbor International Inst | \$68,584.45 | \$59,563.61 |
| Janus Core Equity | \$99,906.63 | \$85,741.76 |
| Janus Growth & Income | \$138,018.97 | \$127,281.67 |
| Janus Mid Cap Value Inv | \$94,723.18 | \$85,640.14 |
| Janus Overseas | \$118,981.85 | \$107,704.55 |
| Janus Research | \$61,766.06 | \$56,345.96 |
| LKCM Small Cap Equity | \$52,347.72 | \$46,608.22 |
| Longleaf Partners | \$83,146.16 | \$68,152.13 |
| Masters Select International | \$19,008.41 | \$16,003.86 |
| Mathews Pacific Tiger | \$51,441.65 | \$44,004.58 |
| Neuburger Berman Genesis Inv | \$114,611.90 | \$92,774.60 |
| Royce Micro-Cap Invrt | \$31,805.54 | \$41,012.12 |
| Royce Special Equity Invrt | \$31,262.50 | \$36,801.82 |
| Royce Value Plus Service | \$105,268.90 | \$92,511.53 |
| Schroder U S Opportunities | \$109,928.26 | \$104,156.37 |
| Sound Shore | \$79,812.46 | \$66,444.51 |
| T. Rowe Price Capital Apprecia | \$70,339.13 | \$65,741.57 |
| T. Rowe Price Equity-Income | \$78,858.32 | \$68,739.05 |
| T. Rowe Price Growth Stock | \$137,084.42 | \$127,534.40 |
| T. Rowe Price Mid-Cap Growth | \$217,066.25 | \$195,829.72 |
| T. Rowe Price Mid-Cap Value | \$67,151.33 | \$66,572.99 |
| T. Rowe Price Small-Cap Stock | \$74,416.50 | \$71,217.78 |
| T. Rowe Price Small-Cap Value | \$113,660.17 | \$93,804.64 |
| TCW Galileo Value Opportunitie | \$58,554.03 | \$49,037.78 |
| Third Ave Value | \$111,908.09 | \$104,634.29 |
| Third Avenue Small-Cap Value | \$80,132.22 | \$63,291.58 |
| Vanguard Equity-Income-Adm | \$70,900.98 | \$60,645.46 |
| Vanguard Global Equity | \$97,496.11 | \$76,235.73 |
| Vanguard International Value | \$126,804.12 | \$105,189.00 |
| Vanguard Primecap Core | \$120,669.32 | \$115,792.83 |
| Vanguard Small Cap Index | \$62,770.27 | \$56,858.11 |
| Vanguard Strategic Equity | \$74,026.28 | \$61,009.79 |
| Vanguard US Value | \$70,974.34 | \$56,120.69 |
| Wasatch Core Growth | \$124,811.76 | \$117,633.27 |
| Wasatch Small Cap Growth | \$129,475.20 | \$136,702.97 |
| Sub-Total | \$4,198,393.29 | \$3,683,264.62 |

Investment Holdings

December 31, 2009

Investments - Part II, Line 10 B

page 4/5

| Investments | Book Value | Fair Mkt Value |
|--------------------------------|----------------|----------------|
| Avalon Associates, LLC | | |
| Invst Stocks | | |
| Accenture Ltd | \$103,200.00 | \$103,750.00 |
| Affiliated Computer Systems | \$182,025.00 | \$223,837.50 |
| AFLAC Inc | \$69,287.50 | \$57,812.50 |
| Apollo Group Inc. | \$90,178.28 | \$83,297.50 |
| Catalyst Health Solutions Inc | \$37,279.98 | \$63,822.50 |
| Chevron Corp | \$65,191.39 | \$73,140.50 |
| Computer Sciences | \$77,658.75 | \$93,486.25 |
| ConocoPhillips | \$299,400.00 | \$191,512.50 |
| Corning Inc. | \$65,182.95 | \$144,825.00 |
| Flextronics Intl, Ltd | \$20,820.15 | \$63,962.50 |
| ITT Educational Services Inc. | \$18,923.31 | \$18,472.30 |
| Johnson & Johnson | \$88,062.50 | \$80,512.50 |
| MedLife, Inc. | \$131,900.00 | \$88,375.00 |
| Oracle Corporation | \$111,050.00 | \$122,650.00 |
| O'Reilly Automotive, Inc. | \$205,725.00 | \$285,900.00 |
| PepsiCo Inc | \$171,300.00 | \$152,000.00 |
| SkyWest Inc. | \$124,050.00 | \$126,900.00 |
| Staples, Inc. | \$60,750.00 | \$61,475.00 |
| Stryker Corp | \$82,200.00 | \$62,962.50 |
| Thermo Fisher Scientific | \$150,300.00 | \$119,225.00 |
| United Health Group | \$201,731.25 | \$201,930.00 |
| Wells Fargo Corp | \$156,602.49 | \$134,950.00 |
| Sub-Total | \$2,512,818.55 | \$2,554,799.05 |
| Avalon Associates, LLC - Total | \$6,711,211.84 | \$6,238,063.67 |

Investment Holdings

December 31, 2009

Investments - Part II, Line 10 B

page 5/5

Investments

Book Value Fair Mkt Value

County Club Mobile Estates, LLC

Invst Funds

| | | |
|--------------------------------|----------------|----------------|
| Fidelity Leveraged Comp Stk | \$171,837.10 | \$131,899.07 |
| Fidelity Southeast Asia | \$179,480.16 | \$159,978.28 |
| Janus Research | \$93,743.52 | \$85,517.33 |
| Matthews China Fund | \$370,305.63 | \$315,180.03 |
| Meridian Growth | \$95,363.26 | \$92,164.60 |
| Meridian Value | \$199,114.45 | \$162,297.81 |
| Selected American Shares | \$139,844.63 | \$124,298.53 |
| T. Rowe Price Capital Apprecia | \$147,497.81 | \$137,856.93 |
| T. Rowe Price Mid-Cap Value | \$124,190.81 | \$123,121.22 |
| T. Rowe Price Persnl Stk Grth | \$132,871.61 | \$120,727.11 |
| Vanguard Long Term TxEt Adm | \$3,471,053.31 | \$3,541,054.87 |
| Vanguard Primecap-Adm | \$226,056.42 | \$193,538.44 |
| Sub-Total | \$5,351,358.71 | \$5,187,634.22 |

County Club Mobile Estates, LLC

Invst Stocks

| | | |
|--|----------------|----------------|
| Bank of America, Corp | \$20,285.02 | \$23,493.60 |
| Cardinal Health Inc. | \$22,765.71 | \$18,441.28 |
| CareFusion Corp | \$8,939.41 | \$7,152.86 |
| Cephalon, Inc. | \$120,981.95 | \$129,833.60 |
| Computer Sciences | \$248,508.00 | \$299,156.00 |
| Coventry Health Care | \$223,587.00 | \$142,096.50 |
| CVS/Caremark Corp | \$195,208.00 | \$167,492.00 |
| DeVry Inc. | \$216,172.27 | \$244,846.68 |
| ENSCO International Inc. | \$203,580.00 | \$124,612.80 |
| Express Scripts Inc. | \$159,726.79 | \$220,198.16 |
| GameStop Corp | \$180,763.96 | \$151,737.04 |
| Harris Corp | \$253,032.00 | \$247,260.00 |
| Intel Corp | \$299,260.00 | \$265,200.00 |
| International Business Machine | \$106,854.77 | \$136,136.00 |
| Johnson & Johnson | \$183,170.00 | \$167,466.00 |
| Laboratory Corp of America | \$76,835.58 | \$89,508.64 |
| Manulife Financial Corp | \$187,512.00 | \$95,368.00 |
| Medco Health Solutions Inc. | \$76,665.65 | \$106,346.24 |
| MEMC Electronic Materials Inc. | \$56,331.57 | \$56,659.20 |
| Noble Corp. | \$95,179.69 | \$190,476.00 |
| Oceaneering Intl | \$118,040.00 | \$121,721.60 |
| Oracle Corporation | \$207,885.60 | \$229,600.80 |
| SkyWest Inc. | \$86,008.00 | \$87,984.00 |
| Thermo Fisher Scientific | \$625,248.00 | \$495,976.00 |
| Transocean Inc. | \$102,567.37 | \$116,251.20 |
| Wellpoint, Inc. | \$228,883.20 | \$242,486.40 |
| Western Digital | \$90,667.20 | \$137,748.00 |
| Sub-Total | \$4,394,658.74 | \$4,315,248.60 |
| Country Club Mobile Estates, LLC - Total | \$9,746,017.45 | \$9,502,882.82 |

Grand Total \$37,291,680.14 \$36,213,296.77

C. Scott and Dorothy E. Watkins Charitable Foundation
Contribution Schedule
Year Ending 2009

| | |
|---|-----------------------|
| Utah Food Bank | \$100,000.00 |
| LDS Humanitarian Services | \$90,000.00 |
| LDS Perpetual Education Fund | \$75,000.00 |
| Road Home | \$50,000.00 |
| Catholic Community Services – St. Vincent DePaul | \$48,000.00 |
| – unrestricted | \$13,000.00 |
| Deseret Foundation (LDS, AltaView, IMC) | \$44,000.00 |
| Primary Children's Medical Center | \$44,000.00 |
| Huntsman Cancer Foundation | \$40,000.00 |
| Salvation Army | \$34,000.00 |
| Brigham Young University General Scholarships | \$30,000.00 |
| Salt Lake Community College Scholarships | \$30,000.00 |
| Weber State University Scholarships | \$30,000.00 |
| American Red Cross Greater Salt Lake Area | \$28,000.00 |
| Operation Smile | \$28,000.00 |
| Rescue Mission of Salt Lake | \$28,000.00 |
| Brigham Young University Nursing Program – Scholarship | \$25,000.00 |
| Brigham Young University Nursing Program – unrestricted | \$25,000.00 |
| University of Utah College of Nursing – Scholarship | \$25,000.00 |
| University of Utah College of Nursing – Oncology Program | \$25,000.00 |
| American Heart Association (Utah Chapter) | \$20,000.00 |
| LDS Fast Offering Fund | \$20,000.00 |
| University of Utah General Scholarship Fund | \$15,000.00 |
| University of Utah School of Business Scholarship Fund | \$15,000.00 |
| Utah State University General Scholarship Fund | \$15,000.00 |
| Utah Valley University General Scholarship Fund | \$15,000.00 |
| Bonneville Charitable Foundation (Quarters for Christmas) | \$14,000.00 |
| Utah Youth Village | \$14,000.00 |
| YWCA of Salt Lake City – Women in Jeopardy Program | \$14,000.00 |
| March of Dimes – NICU Family Support | \$12,000.00 |
| National Multiple Sclerosis (Utah Chapter) | \$12,000.00 |
| Your Community in Unity | \$12,000.00 |
| Community Health Centers | \$11,000.00 |
| Community Health Centers – Health Access Project | \$11,000.00 |
| Big Brothers Big Sisters of Utah | \$10,000.00 |
| Boy Scouts of America | \$10,000.00 |
| Christmas Box International | \$10,000.00 |
| Crossroads Urban Center | \$10,000.00 |
| Eye Care for Kids | \$10,000.00 |
| Family Promise – Salt Lake | \$10,000.00 |
| Fourth Street Clinic | \$10,000.00 |
| Girl Scouts of America | \$10,000.00 |
| Humane Society of Utah | \$10,000.00 |
| University of Utah Urology Gift Fund | \$10,000.00 |
| Alzheimer's Association | \$8,000.00 |
| Brigham Young University KBYU | \$8,000.00 |
| Hogle Zoo | \$8,000.00 |
| United Service Organizations, Inc. | \$8,000.00 |
| University of Utah KUED Channel 7 | \$8,000.00 |
| Habitat for Humanity | \$6,000.00 |
| Nature Conservancy District of Utah | \$6,000.00 |
| Special Olympics – Utah | \$6,000.00 |
| Charity Anywhere Foundation | \$5,000.00 |
| Family Support Center | \$5,000.00 |
| Guadalupe Schools | \$5,000.00 |
| South Valley Sanctuary | \$5,000.00 |
| The Children's Center | \$5,000.00 |
| Utah Association for Intellectual Disorders | \$5,000.00 |
| TOTAL | \$1,200,000.00 |

Charitable Foundation Address List

November 4, 2009

Alzheimers Association of Utah

855 E. 4800 S., Ste. 10
Salt Lake City, UT 84107

Alzheimers Association

225 North Michigan Ave
Floor 17
Chicago, IL 60601-7633

American Diabetes Association - Utah Chapter

1245 E Brickyard Rd #30
Salt Lake City, UT 84106

American Heart Association - Utah Chapter

465 South 400 East, Suite 110
Salt Lake City, UT 84111

American Red Cross - Salt Lake Chapter

465 South 400 East
Salt Lake City, UT 84111

Big Brothers Big Sisters of Utah

151 East 5600 South, Ste. 200
Murray, UT 84107

Bonneville Charitable Foundation

55 North 300 West
Salt Lake City, UT 84180

Boys Scouts of America

525 Foothill Blvd
Salt Lake City, UT 84113-1199

Brigham Young University

LDS Philanthropies at BYU
1450 N. University Ave.
Provo, UT 84604

Brigham Young University

College of Nursing
574 SWKT
Provo, UT 84606

Care Source Charitable Foundation

1624 East 4500 South
Salt Lake City, Utah 84117

Catholic Community Services of Utah

745 East 300 South
Salt Lake City, UT 84102

Centro de la Familia

3780 South West Temple
Salt Lake City, UT 84115

Charity Anywhere Foundation

1246 E. Cassidy Circle
Bountiful, UT 84010

The Children's Center

Attention: Development Department
350 South 400 East
Salt Lake City, Utah 84112

The Christmas Box International

1775 W 1500 S
Salt Lake City UT 84104

Community Health Centers, Inc.

1798 South West Temple
Salt Lake City, UT 84115-1869

Community Nursing Services

383 W. Vine St., Suite 300
Murray, UT 84123-4745

Crossroads Urban Center

347 South 400 East
Salt Lake City, UT 84111

Deseret Foundation

400 C Street
Salt Lake City, UT 84103-9920

Eye Care for Kids

6911 South State Street
Midvale, UT 84047

Family Promise – Salt Lake
P.O. Box 996
Salt Lake City, UT 84110-0996

Family Support Center
1760 West 4805 South
Taylorsville, UT 84118

Fourth Street Clinic
440 South 400 West Ste. B
Salt Lake City, UT 84101

Girl Scouts of America
P.O. Box 57280
Salt Lake City, UT 84157-0280

Guadalupe Schools
340 South Goshen Street
Salt Lake City, UT 84104

Habitat for Humanity
716 East 4500 South, Suite N260
Salt Lake City, UT 84107

Hogle Zoo
2600 Sunnyside Avenue
Salt Lake City, UT 84108

Humane Society of Utah
PO Box 573659
Murray, UT 84157-3659

Huntsman Cancer Foundation
500 Huntsman Way
Salt Lake City, UT 84108

Jewish Family Service
1111 East Brickyard Road, Ste. 109
Salt Lake City, UT 84106

Juvenile Justice Advocates, Inc.
1136 W. Windfield Court
West Jordan, UT 84088

KBYU-TV
KBYU Center
2000 Ironton Blvd
Provo, UT 84606

KUED-TV Public Television
The Dolores Dore Eccles Broadcast Center
101 Wasatch Drive, Room 215
Salt Lake City, UT 84112

LDS Philanthropies: Humanitarian Services
Attn: Jennifer Hogge
1665 S. Bennett Rd.
Salt Lake City, UT 84104

LDS Philanthropies: Perpetual Education Fund
Attn: Jennifer Hogge
1665 S. Bennett Rd.
Salt Lake City, UT 84104

March of Dimes
757 East South Temple, Ste. 120
Salt Lake City, UT 84102

Mountainlands Community Health Center
215 West 100 North
Provo, UT 84601

National Multiple Sclerosis Society– Utah Chapter
6364 S. Highland Dr., Suite 101
Salt Lake City, UT 84121

The National Children's Cancer Society
One South Memorial Dr., Suite 800
St. Louis, MO 63102

Nature Conservancy District of Utah
559 East South Temple
Salt Lake City, UT 84102

Operation Smile Program
P.O. Box 581108
Salt Lake City, UT 84158

Primary Children's Medical Center Foundation
PO Box 58249
Salt Lake City, UT 84158-0249

Rescue Mission of Salt Lake
PO Box 1431
Salt Lake City, UT 84110

The Road Home
210 S. Rio Grande Street
Salt Lake City, UT 84101
Rocky Mountain Care Foundation
350 East 300 South, Ste. 110
Bountiful, UT 84010

Salt Lake Community College Foundation
Scholarship Fund
PO Box 30808
Salt Lake City, UT 84130-0808

Salvation Army
PO Box 70508
Salt Lake City, UT 84170

South Valley Sanctuary
P.O. Box 1028
West Jordan, UT 84084-1028

Special Olympics - Utah
243 East 400 South, Suite 111
Salt Lake City, UT 84111

USO World Headquarters
Department WS
PO Box 96860
Washington, DC 20090-6860

University of Utah
School of Nursing
College of Nursing Scholarship
Development Office
10 S. 2000 E., Room 407
Salt Lake City UT 84112-5880

University of Utah
School of Nursing
Oncology Nursing Program
Development Office
10 S. 2000 E., Room 407
Salt Lake City UT 84112-5880

University of Utah
Health Science Research Center
Department of Urology
Health Sciences Development
540 Arapleen Dr., Suite 120
Salt Lake City, UT 84108-1251

University of Utah
David Eccles School of Business Scholarship Fund
Development Officer
1645 East Campus Center Drive
Salt Lake City, UT 84112-9349

Utah Association for Intellectual Disabilities
P.O. Box 25304
Salt Lake City, UT 84125

Utah Dispute Resolution
645 South 200 East
Salt Lake City, UT 84111

Utah Food Bank
1025 South 700 West
Salt Lake City, UT 84104

Utah State Office of Rehabilitation
Division of Services for the Blind
250 North 1950 West, Suite B
Salt Lake City UT 84116-7902

Utah Youth Village
5790 S. Highland Drive
Salt Lake City UT 84121-1346

Weber State University
Scholarship Fund
Development Office
4018 University Circle
Ogden, UT 84408-4018

West Ridge Academy
Utah Boys Ranch
5500 West Bagley Park Road
West Jordan, UT 84088-5697

Proof of Publication

Salt Lake County,

} ss.

State of Utah

PUBLIC NOTICE

The annual report of the C. Scott and Dorothy E. Watkins Charitable Foundation is available at the address noted below, for inspection during normal business hours, by any citizen who so requests within 180 days after publication of this notice of its availability.

C. Scott and Dorothy E. Watkins Charitable Foundation, Jay Rasmussen, Trustee, 1935 E. Vine St. #260, Salt Lake City, UT 84121. Telephone Number: (801) 273-0375.

Date of first publication July 2, 2010.

I, Bonnie Miller, being first duly sworn

depose and say that I am the Editor/Publisher of

THE INTERMOUNTAIN COMMERCIAL RECORD & THE SALT LAKE TIMES, a newspaper of general circulation published daily at Salt Lake City, Salt Lake County, State of Utah, and a member of the Utah Press Association; and that the notice attached hereto and which is a copy of a

NOTICE

was published in said newspaper for 1 issues, the first publication having been made on the 2nd day of July, 2010; and the last on the 2nd day of July, 2010; and that said notice was published in the regular and entire issue of the newspaper one day a week for consecutive weeks in the newspaper proper and not in a supplement; and that said notice was published on Utahlegals.com, a website established by the Utah Press Association through the collective efforts of Utah's newspapers, on the same day as the first newspaper publication and the notice remained on Utahlegals.com for at least 30 days.

[Signature], Publisher

Subscribed and sworn to before me this 2nd day of July, A.D. 2010.

[Signature]
Notary Public

Residence Utah

My commission expires 06/2013

