Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning 3/1/2009 , and ending 2/28/2010

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: FIRTH, CLARA HELEN CHAR T/U/W

A Employer identification number: 95-6698210

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank, N A - P O Box 63954, MAC A0330-011 Room/suite

B Telephone number (see page 10 of the instructions): (800) 352-3705

City or town, state, and ZIP code: SAN FRANCISCO CA

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 5,760,017

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) ____________
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

Section	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	0	0		
	4	Dividends and interest from securities	196,795	183,987		
	5 a	Gross rents		0		
	b	Net rental income or (loss) 0				
	6 a	Net gain or (loss) from sale of assets not on line 10	-149,553			
	b	Gross sales price for all assets on line 6a 532,374				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10 a	Gross sales less returns and allowances 0				
	b	Less Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0			
	11	Other income (attach schedule)	0	0	0	
	12	Total Add lines 1 through 11	47,242	183,987	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)	0	0	0	0
	b	Accounting fees (attach schedule)	928	0	0	928
	c	Other professional fees (attach schedule)	0	0	0	0
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	9,064	1,626	0	0
	19	Depreciation (attach schedule) and depletion	0	0	0	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	52,892	39,664	0	13,228
	24	Total operating and administrative expenses Add lines 13 through 23	62,884	41,290	0	14,156
	25	Contributions, gifts, grants paid	226,381			226,381
	26	Total expenses and disbursements Add lines 24 and 25	289,265	41,290	0	240,537
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-242,023			
	b	Net investment income (if negative, enter -0-)		142,697		
	c	Adjusted net income (if negative, enter -0-)			0	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		0	
	2	Savings and temporary cash investments	252,767	324,931	324,931
	3	Accounts receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	8	Inventories for sale or use		0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	2,910,934	1,978,851	2,200,208
	c	Investments—corporate bonds (attach schedule)	2,093,153	2,711,048	2,864,530
	11	Investments—land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	299,881	286,686	370,348
	14	Land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶)	0	0	0
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,556,735	5,301,516	5,760,017
Liabilities	17	Accounts payable and accrued expenses		0	
	18	Grants payable			
	19	Deferred revenue		0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	5,556,735	5,301,516	
	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)	5,556,735	5,301,516	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,556,735	5,301,516	

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	5,556,735
2	Enter amount from Part I, line 27a	2	-242,023
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	5,314,712
5	Decreases not included in line 2 (itemize) ▶ PY Return of Capital Adjustment	5	13,196
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,301,516

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Statement			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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

	(i) 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	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-149,553
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

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	239,203	5,576,359	0 042896
2007			0 000000
2006			0 000000
2005			0 000000
2004			0 000000

2	Total of line 1, column (d)	2	0 042896
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 042896
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,401,395
5	Multiply line 4 by line 3	5	231,698
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,427
7	Add lines 5 and 6	7	233,125
8	Enter qualifying distributions from Part XII, line 4	8	240,537

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	1,427
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	1,427
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,427
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 3,720		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	3,720
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	2,293
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ▶ 1,427 Refunded ▶	11	866

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file Form 1120-POL for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	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	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA			
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*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ Wells Fargo Bank, N A Trust Tax Dep Telephone no ▶ (800) 352-3705
Located at ▶ P O Box 63954, MAC A0330-011 SAN FRANCISCO CA ZIP+4 ▶ 94163

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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.

			Line	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20______ , 20______ , 20______ , 20______				
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20______ , 20______ , 20______ , 20______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

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

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** X (No)

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
Wells Fargo Bank, N A Trust Tax Dep P O Box 63954, MAC A0330-011 SAN FRANCI	TRUSTEE 4 00	52,874	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see 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				

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
NONE		0
		0
		0
		0
		0
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 NONE	
2	
3	
4	

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	
2	
All other program-related investments See page 24 of the instructions 3	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	5,188,571
b	Average of monthly cash balances		1b	295,079
c	Fair market value of all other assets (see page 24 of the instructions)		1c	
d	Total (add lines 1a, b, and c)		1d	5,483,650
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	5,483,650
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)		4	82,255
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4		5	5,401,395
6	Minimum investment return Enter 5% of line 5		6	270,070

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	270,070
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,427		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,427
3	Distributable amount before adjustments Subtract line 2c from line 1			3	268,643
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	268,643
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	268,643

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	240,537
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	0
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	240,537
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	1,427
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	239,110

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					268,643
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				35,897	
b Total for prior years 20____, 20____, 20___			0		
3 Excess distributions carryover, if any, to 2009					
a From 2004	NONE				
b From 2005	NONE				
c From 2006	NONE				
d From 2007	NONE				
e From 2008	NONE				
f Total of lines 3a through e		0			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 240,537					
a Applied to 2008, but not more than line 2a				35,897	
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			
d Applied to 2009 distributable amount					204,640
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a))*		0			0
6 Enter the net total of each column as indicated below					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0			
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					
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					64,003
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)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		0			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9					
a Excess from 2005	0				
b Excess from 2006	0				
c Excess from 2007	0				
d Excess from 2008	0				
e Excess from 2009	0				

Part XIV Private Operating Foundations (see page 27 of the 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 2009, enter the date of the ruling . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
Total			▶ 3a	226,381
b *Approved for future payment*				
NONE				
				0
				0
				0
				0
				0
				0
				0
				0
				0
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	196,795	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-149,553	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		47,242	0

13 Total Add line 12, columns (b), (d), and (e) 13 47,242

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
	Not Applicable

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0	Not Applicable	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

John N Sulentic — Signature of officer or trustee | 5/27/2010 — Date | VP AND TRUST OFFICER — Title

Paid Preparer's Use Only

Preparer's signature [signature]	Date 5/27/2010	Check if self-employed ▶ ☒	Preparer's identifying number (see Signature on page 30 of the instructions) P00364310
Firm's name (or yours if self-employed), address and ZIP code	PRICEWATERHOUSECOOPERS, LLP 600 GRANT STREET, PITTSBURGH, PA 15219-2777		EIN ▶ 13-4008324 Phone no 412-355-6000

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

Recipient(s) paid during the year

Name: AMERICAN HUMANE ASSOCIATION — [ ] Person [X] Business
Street: 63 INVERNESS DR E
City: ENGLEWOOD | State: CO | Zip code: 80112-5117 | Foreign Country:
Relationship: NONE | Foundation Status: PUBLIC
Purpose of grant/contribution: GENERAL OPERATING | Amount: 11,319

Name: HUMANE SOCIETY OF THE UNITED STATES — [ ] Person [X] Business
Street: 2100 L ST NW
City: WASHINGTON | State: DC | Zip code: 20037 | Foreign Country:
Relationship: NONE | Foundation Status: PUBLIC
Purpose of grant/contribution: GENERAL OPERATING | Amount: 11,319

Name: MASS SOCIETY PREV CRUELTY TO ANIMALS — [ ] Person [X] Business
Street: 350 HUNTINGTON AVE
City: BOSTON | State: MA | Zip code: 02130-4803 | Foreign Country:
Relationship: NONE | Foundation Status: PUBLIC
Purpose of grant/contribution: GENERAL OPERATING | Amount: 11,319

Name: HAVEN HUMANE SOCIETY, INC — [ ] Person [X] Business
Street: P O BOX 992202
City: REDDING | State: CA | Zip code: 96099 | Foreign Country:
Relationship: NONE | Foundation Status: PUBLIC
Purpose of grant/contribution: GENERAL OPERATING | Amount: 158,467

Name: THE SALVATION ARMY — [ ] Person [X] Business
Street: 180 EAST OCEAN BLVD 9TH FLOOR
City: LONG BEACH | State: CA | Zip code: 90802 | Foreign Country:
Relationship: NONE | Foundation Status: PUBLIC
Purpose of grant/contribution: GENERAL OPERATING | Amount: 33,957

Name: — [ ] Person [ ] Business
Street:
City: | State: | Zip code: | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: | Amount: 0

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

	Amount
Long Term CG Distributions	2,683
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	532,374	681,927	-149,553
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis (Enter one field only) Cost	Donated Value	Expense of Sale and Cost of Improvements	Depreciation
1	X	AFLAC INC	001055102			10/17/2005		3/4/2009	10,068	31,458			
2	X	AMERICAN EXPRESS CO	025816109			7/2/2007		3/4/2009	10,829	57,408			
3	X	AUTOMATIC DATA PROCESSI	053015103			4/18/2007		1/22/2010	21,680	23,390			
4	X	BP PLC - ADR	055622104			9/22/2005		1/7/2010	28,100	33,300			
5	X	CIT GROUP INC 5 200% 1	125577AS5			12/12/2005		7/14/2009	140,500	199,886			
6	X	CVS/CAREMARK CORPORATI	126650100			9/22/2005		3/12/2009	11,623	12,829			
7	X	CVS/CAREMARK CORPORATI	126650100			1/27/2006		3/12/2009	7,361	7,991			
8	X	CAMERON INTL CORP	13342B105			3/20/2009		8/31/2009	7,427	5,013			
9	X	CAMERON INTL CORP	13342B105			9/22/2005		8/31/2009	8,842	4,516			
10	X	DODGE & COX INT'L STOCK F	256206103			10/20/2006		6/25/2009	4,296	7,002			
11	X	GENERAL MILLS INC	370334104			4/18/2007		5/19/2009	8,874	10,040			
12	X	GENERAL MILLS INC	370334104			4/18/2007		8/17/2009	30,469	31,301			
13	X	IMS HEALTH INC	449934108			4/22/2008		5/19/2009	6,331	11,774			
14	X	IMS HEALTH INC	449934108			4/22/2008		6/25/2009	10,305	18,838			
15	X	IMS HEALTH INC	449934108			4/22/2008		2/26/2010	30,140	32,260			
16	X	ISHARES MSCI EAFE	464287465			9/22/2005		5/14/2009	26,135	34,212			
17	X	ISHARES MSCI EAFE	464287465			10/17/2005		5/14/2009	6,098	7,858			
18	X	ISHARES MSCI EAFE	464287465			10/17/2005		6/25/2009	4,564	5,613			
19	X	NIKE INC CL B	654106103			2/23/2006		6/25/2009	5,049	4,363			
20	X	NIKE INC CL B	654106103			2/23/2006		1/29/2010	27,397	18,543			
21	X	NOKIA CORPORATION - ADR	654902204			5/11/2006		8/28/2009	17,664	27,884			
22	X	NOBLE ENERGY INC	655044105			3/20/2009		2/5/2010	7,099	5,343			
23	X	NOBLE ENERGY INC	655044105			1/26/2009		2/5/2010	2,130	1,553			
24	X	PEPSICO INC	713448108			12/2/2002		5/19/2009	2,851	2,316			
25	X	PEPSICO INC	713448108			11/22/2002		5/19/2009	2,333	1,893			
26	X	PEPSICO INC	713448108			11/22/2002		1/22/2010	3,339	2,314			
27	X	PEPSICO INC	713448108			11/25/2002		1/22/2010	4,554	3,113			
28	X	PEPSICO INC	713448108			11/26/2002		1/22/2010	24,287	16,740			
29	X	PEPSICO INC	713448108			1/29/2003		1/22/2010	24,287	16,124			
30	X	TARGET CORP	87612E106			11/22/2002		6/25/2009	1,997	1,680			
31	X	TARGET CORP	87612E106			11/26/2002		6/25/2009	998	846			
32	X	TARGET CORP	87612E106			5/23/2003		6/25/2009	4,992	4,154			
33	X	VODAFONE GROUP PLC NEW	92857W209			8/20/2007		6/25/2009	1,924	3,088			
34	X	XILINX INC	983919101			1/27/2006		4/6/2009	25,148	37,284			

Line 16b (990-PF) - Accounting Fees

		928	0	0	928
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Accounting Fees	928			928
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		9,064	1,626	0	0
1	Foreign Tax Withheld	1,626	1,626		
2	PY Excise Tax Due	3,718			
3	Estimated Excise Payments	3,720			
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		52,892	39,664	0	13,228
1	Amortization See attached statement	0	0	0	0
2	Trustee Fees	52,873	39,655		13,218
3	ADR Fees	9	9		
4	State AG Fees	10			10
5					
6					
7					
8					
9					
10					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

			2,910,934	1,978,851	0	2,200,208
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	*See Attached Statemet*		2,910,934	1,978,851		2,200,208
2						
3						
4						
5						
6						
7						
8						
9						
10						

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
				2,093,153	2,711,048	0	2,864,530
1	See Attached Statement			2,093,153	2,711,048		2,864,530
2							
3							
4							
5							
6							
7							
8							
9							
10							

Part II, Line 13 (990-PF) - Investments - Other

			299,881	286,686	370,348
	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	See Attached Statement		299,881	286,686	370,348
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

	Amount
Long Term CG Distributions	2,683
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	529,691	0	681,927	-152,236	0	0	0	-152,236
1	AFLAC INC	001055102		10/17/2005	3/4/2009	10,068	0	31,458	-21,390			0	-21,390
2	AMERICAN EXPRESS CO	025816109		7/2/2007	3/4/2009	10,829	0	57,408	-46,579			0	-46,579
3	AUTOMATIC DATA PROCESSING INC	053015103		4/18/2007	1/22/2010	21,680	0	23 390	-1,710			0	-1,710
4	BP PLC - ADR	055622104		9/22/2005	1/7/2010	28,100	0	33,300	-5,200			0	-5,200
5	CIT GROUP INC 5 200% 11/03/10	125577AS5		12/12/2005	7/14/2009	140,500	0	199,886	-59 386			0	-59,386
6	CVS/CAREMARK CORPORATION	126650100		9/22/2005	3/12/2009	11,623	0	12,829	-1,206			0	-1,206
7	CVS/CAREMARK CORPORATION	126650100		1/27/2006	3/12/2009	7,361	0	7,991	-630			0	-630
8	CAMERON INTL CORP	13342B105		3/20/2009	8/31/2009	7,427	0	5,013	2 414			0	2,414
9	CAMERON INTL CORP	13342B105		9/22/2005	8/31/2009	8,842	0	4 516	4,326			0	4,326
10	DODGE & COX INT'L STOCK FD #1048	256206103		10/20/2006	6/25/2009	4,296	0	7,002	-2,706			0	-2,706
11	GENERAL MILLS INC	370334104		4/18/2007	5/19/2009	8,874	0	10,040	-1,166			0	-1,166
12	GENERAL MILLS INC	370334104		4/18/2007	8/17/2009	30,469	0	31,301	-832			0	-832
13	IMS HEALTH INC	449934108		4/22/2008	5/19/2009	6,331	0	11,774	-5,443			0	-5,443
14	IMS HEALTH INC	449934108		4/22/2008	6/25/2009	10,305	0	18,838	-8,533			0	-8,533
15	IMS HEALTH INC	449934108		4/22/2008	2/26/2010	30 140	0	32,260	-2 120			0	-2,120
16	ISHARES MSCI EAFE	464287465		9/22/2005	5/14/2009	26,135	0	34 212	-8,077			0	-8,077
17	ISHARES MSCI EAFE	464287465		10/17/2005	5/14/2009	6,098	0	7,858	-1,760			0	-1,760
18	ISHARES MSCI EAFE	464287465		10/17/2005	6/25/2009	4,564	0	5,613	-1,049			0	-1,049
19	NIKE INC CL B	654106103		2/23/2006	6/25/2009	5,049	0	4,363	686			0	686
20	NIKE INC CL B	654106103		2/23/2006	1/29/2010	27,397	0	18,543	8 854			0	8,854
21	NOKIA CORPORATION - ADR	654902204		5/11/2006	8/28/2009	17,664	0	27 884	-10,220			0	-10,220
22	NOBLE ENERGY INC	655044105		3/20/2009	2/5/2010	7,099	0	5,343	1,756			0	1,756
23	NOBLE ENERGY INC	655044105		1/26/2009	2/5/2010	2,130	0	1,553	577			0	577
24	PEPSICO INC	713448108		12/2/2002	5/19/2009	2,851	0	2 316	535			0	535
25	PEPSICO INC	713448108		11/22/2002	5/19/2009	2,333	0	1,893	440			0	440
26	PEPSICO INC	713448108		11/22/2002	1/22/2010	3,339	0	2,314	1,025			0	1,025
27	PEPSICO INC	713448108		11/25/2002	1/22/2010	4,554	0	3,113	1 441			0	1,441
28	PEPSICO INC	713448108		11/26/2002	1/22/2010	24 287	0	16,740	7 547			0	7,547
29	PEPSICO INC	713448108		1/29/2003	1/22/2010	24,287	0	16,124	8 163			0	8,163
30	TARGET CORP	87612E106		11/22/2002	6/25/2009	1,997	0	1,680	317			0	317
31	TARGET CORP	87612E106		11/26/2002	6/25/2009	998	0	846	152			0	152
32	TARGET CORP	87612E106		5/23/2003	6/25/2009	4,992	0	4 154	838			0	838
33	VODAFONE GROUP PLC NEW ADR	92857W209		8/20/2007	6/25/2009	1,924	0	3,088	-1,164			0	-1,164
34	XILINX INC	983919101		1/27/2006	4/6/2009	25,148	0	37,284	-12 136			0	-12,136

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

52,874

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank, N A Trust T		P O Box 63954, MAC A0330-011	SAN FRANCISCO	6	94163		TRUSTEE	4	52,874
2										
3										
4										
5										
6										
7										
8										
9										
10										

0	0	
Benefits	Expense Account	Explanation

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

		Date		Amount
1	Credit from prior year return		1	
2	First quarter estimated tax payment	7/13/2009	2	930
3	Second quarter estimated tax payment	8/13/2009	3	930
4	Third quarter estimated tax payment	11/12/2009	4	930
5	Fourth quarter estimated tax payment	2/11/2010	5	930
6	Other payments		6	0
7	Total		7	3,720

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

1	Distributable amounts for 2008 that remained undistributed at the beginning of the 2009 tax year	1	35,897
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	35,897

Part XV, Lines 1a-1b (990-PF) - Information Regarding Foundation Managers

	List Managers who contributed more than 2% of the total contributions received by the foundation	List Managers who own 10% or more of the stock of a corporation of which the foundation has a 10% or greater interest
1	NONE	NONE
2		
3		
4		
5		
6		
7		
8		
9		
10		

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 02/28/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Equivalents							
MONEY MARKET							
SECURED MARKET DEPOSIT ACCOUNT ACCOUNT NUMBER 810446	259,296 990		$259,296 99	$259,296 99	$0 00	$181 53	0 07%
SECURED MARKET DEPOSIT ACCOUNT *Asset held in Invested Income Portfolio* ACCOUNT NUMBER 810446	6,675 390		6,675 39	6,675 39	0 00	4 67	0 07
SECURED MARKET DEPOSIT ACCOUNT *Asset held in Invested Income Portfolio* ACCOUNT NUMBER 81044601	358 300		358 30	358 30	0 00	0 25	0 07
SECURED MARKET DEPOSIT ACCOUNT ACCOUNT NUMBER 81044601	58,600 590		58,600 59	58,600 59	0 00	41 02	0 07
Total Money Market			**$324,931.27**	**$324,931 27**	**$0.00**	**$227.47**	**0.07%**
Total Cash & Equivalents			**$324,931.27**	**$324,931.27**	**$0.00**	**$227.47**	**0.07%**

ASSET DETAIL *(continued)*

Asset Description	Par Value	Price	Market Value as of 02/28/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Yield to Maturity
Fixed Income							
CORPORATE OBLIGATIONS							
CATERPILLAR FINL SVCS MED TERM NOTES TRANCHE #TR 00789 DTD 12/05/05 5 050 12/01/2010 CUSIP 14912L2W0 MOODY'S RATING A2 STANDARD & POOR'S RATING A ACCOUNT NUMBER 810446	200,000 000	$103 390	$206,780 00	$199,650 00	$7,130 00	$10,100 00	0 59%
CITIGROUP INC DTD 08/26/02 5 625 08/27/2012 CUSIP 172967BP5 MOODY'S RATING BAA1 STANDARD & POOR'S RATING A- ACCOUNT NUMBER 810446	200,000 000	05 304	210,608 00	204,852 00	5,756 00	11,250 00	3 40
CREDIT SUISSE FB USA INC DTD 08/17/05 4 875 08/15/2010 CUSIP 22541LBH5 MOODY'S RATING AA1 STANDARD & POOR'S RATING A+ ACCOUNT NUMBER 810446	200,000 000	101 876	203,752 00	197 730 00	6,022 00	9,750 00	4 79
DEERE JOHN CAP CORP DTD 10/17/06 5 400 10/17/2011 CUSIP 24422EQD4 MOODY'S RATING A2 STANDARD & POOR'S RATING A ACCOUNT NUMBER 810446	200,000 000	107 057	214,114 00	201,310 00	12,804 00	10,800 00	1 05
DU PONT E I DE NEMOURS MED TERM NOTE TRANCHE # TR 00194 DTD 03/06/03 4 125 03/06/2013 CUSIP 26353UB8 MOODY'S RATING A2 STANDARD & POOR'S RATING A ACCOUNT NUMBER 810446	200,000 000	105 750	211,500 00	207,866 00	3,634 00	8,250 00	2 15

ASSET DETAIL *(continued)*

Asset Description	Par Value	Price	Market Value as of 02/28/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Yield to Maturity
Fixed Income *(continued)*							
CORPORATE OBLIGATIONS *(continued)*							
GENERAL ELEC CAP CORP TRANCHE # TR 00575 DTD 12/06/02 5 450 01/15/2013 CUSIP 36962GZY3 MOODY'S RATING AA2 STANDARD & POOR'S RATING AA+ ACCOUNT NUMBER 810446	200,000 000	107 535	215,070 00	203,276 00	11,794 00	10,900 00	2 72
GOLDMAN SACHS GROUP INC DTD 08/27/02 5 700 09/01/2012 CUSIP 38141GCG7 MOODY'S RATING A1 STANDARD & POOR'S RATING A ACCOUNT NUMBER 810446	200,000 000	107 785	215,570 00	204,370 00	11,200 00	11,400 00	2 49
HSBC FINANCE CORP DTD 04/20/05 4 750 04/15/2010 CUSIP 40429CCQ3 MOODY'S RATING A3 STANDARD & POOR'S RATING A ACCOUNT NUMBER 810446	200,000 000	100 443	200,886 00	196,650 00	4,236 00	9,500 00	4 73
IBM CORPORATION DTD 11/27/02 4 750 11/29/2012 CUSIP 459200BA8 MOODY'S RATING A1 STANDARD & POOR'S RATING A+ ACCOUNT NUMBER 810446	200,000 000	109 014	218,028 00	197,030 00	20,998 00	9,500 00	1 41

ASSET DETAIL *(continued)*

Asset Description	Par Value	Price	Market Value as of 02/28/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Yield to Maturity
Fixed Income *(continued)*							
CORPORATE OBLIGATIONS *(continued)*							
MORGAN STANLEY DTD 10/21/05 5 050 01/21/2011 CUSIP 61746SBS7 MOODY'S RATING A2 STANDARD & POOR'S RATING A ACCOUNT NUMBER 810446	200,000 000	103 537	207,074 00	198,724 00	8,350 00	10,100 00	1 10
TARGET CORP DTD 06/11/03 4 000 06/15/2013 CUSIP 87612EAM8 MOODY'S RATING A2 STANDARD & POOR'S RATING A+ ACCOUNT NUMBER 810446	200,000 000	105 638	211,276 00	199,590 00	11,686 00	8,000 00	2 22
Total Corporate Obligations			**$2,314,658 00**	**$2,211,048 00**	**$103,610 00**	**$109,550 00**	

Asset Description	Quantity	Price	Market Value as of 02/28/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Fixed Income							
DOMESTIC MUTUAL FUNDS							
TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS #616 CUSIP 880208400 ACCOUNT NUMBER 810446	42,625 746	$12 900	$549,872 12	$500,000 00	$49,872 12	$24,296 68	4 42%
Total Domestic Mutual Funds			**$549,872 12**	**$500,000 00**	**$49,872.12**	**$24,296.68**	**4 42%**
Total Fixed Income			**$2,864,530.12**	**$2,711,048 00**	**$153,482.12**	**$133,846.68**	

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ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 02/28/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities							
CONSUMER DISCRETIONARY							
COMCAST CORP-SPECIAL CL A SYMBOL CMCSK CUSIP 20030N200 ACCOUNT NUMBER 81044601	3,015 000	$15 490	$46,702 35	$49,512 59	- $2,810 24	$1,139 67	2 44%
NIKE INC CL B SYMBOL NKE CUSIP 654106103 ACCOUNT NUMBER 81044601	425 000	67 600	28,730 00	18,543 12	10,186 88	459 00	1 60
STARBUCKS CORP COM SYMBOL SBUX CUSIP 855244109 ACCOUNT NUMBER 81044601	1,450 000	22 910	33 219 50	32,244 35	975 15	0 00	0 00
TARGET CORP SYMBOL TGT CUSIP 87612E106 ACCOUNT NUMBER 81044601	575 000	51 520	29,624 00	17,064 00	12,560 00	391 00	1 32
TJX COS INC NEW SYMBOL TJX CUSIP 872540109 ACCOUNT NUMBER 81044601	900 000	41 630	37,467 00	26,025 07	11,441 93	432 00	1 15
WALT DISNEY CO SYMBOL DIS CUSIP 254687106 ACCOUNT NUMBER 81044601	800 000	31 240	24,992 00	26,578 23	- 1,586 23	280 00	1 12
Total Consumer Discretionary			**$200,734.85**	**$169,967 36**	**$30,767.49**	**$2,701.67**	**1.35%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 02/28/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
CONSUMER STAPLES							
COSTCO WHOLESALE CORP SYMBOL COST CUSIP 22160K105 ACCOUNT NUMBER 81044601	700 000	$60 970	$42,679 00	$45,748 98	- $3,069 98	$504 00	1 '8%
CVS/CAREMARK CORPORATION SYMBOL CVS CUSIP 126650100 ACCOUNT NUMBER 81044601	1,465 000	33 750	49,443 75	27,666 35	21,777 40	512 75	1 04
GENERAL MILLS INC SYMBOL GIS CUSIP 370334104 ACCOUNT NUMBER 81044601	780 000	72 010	56,167 80	55,709 33	458 47	1,528 80	2 72
SYSCO CORP SYMBOL SYY CUSIP 871829107 ACCOUNT NUMBER 81044601	1,680 000	28 900	48,552 00	47,441 18	1,110 82	1,680 00	3 46
Total Consumer Staples			**$196,842 55**	**$176,565.84**	**$20,276.71**	**$4,225.55**	**2 15%**
ENERGY							
APACHE CORP SYMBOL APA CUSIP 037411105 ACCOUNT NUMBER 8 044601	490 000	$103 640	$50,783 60	$33,316 99	$17,466 61	$294 00	0 58%
CAMERON INTL CORP SYMBOL CAM CUSIP 13342B105 ACCOUNT NUMBER 81044601	1,350 000	41 130	55,525 50	24,384 37	31,141 13	0 00	0 00
NOBLE ENERGY INC SYMBOL NBL CUSIP 655044105 ACCOUNT NUMBER 81044601	470 000	72 640	34,140 80	24,332 46	9,808 34	338 40	0 99
Total Energy			**$140,449.90**	**$82,033.82**	**$58,416 08**	**$632.40**	**0 45%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 02/28/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
FINANCIALS							
BANK NEW YORK MELLON CORP COM COM SYMBOL BK CUSIP: 064058100 ACCOUNT NUMBER 31044601	828 000	$28 520	$23,614 56	$28,060 38	- $4,445 82	$298 08	1 26%
FRANKLIN RESOURCES INC SYMBOL BEN CUSIP 354613101 ACCOUNT NUMBER 81044601	330 000	101 720	33,567 60	32,685 84	881 76	290 40	0 86
GOLDMAN SACHS GROUP INC SYMBOL GS CUSIP 38141G104 ACCOUNT NUMBER 81044601	230 000	156 350	35,960 50	51,704 00	15,743 50	322 00	0 89
JPMORGAN CHASE & CO SYMBOL JPM CUSIP 46625H100 ACCOUNT NUMBER 81044601	1,000 000	41 970	41,970 00	45,067 70	- 3,097 70	200 00	0 48
PNC FINANCIAL SERVICES GROUP SYMBOL PNC CUSIP 693475105 ACCOUNT NUMBER 81044601	930 000	53 760	49,996 80	38,655 14	11,341 66	372 00	0 74
PRUDENTIAL FINL INC COM SYMBOL PRU CUSIP 744320102 ACCOUNT NUMBER 81044601	510 000	52 410	26,729 10	25,774 28	954 82	357 00	1 34
US BANCORP DEL NEW SYMBOL USB CUSIP 902973304 ACCOUNT NUMBER 81044601	1,725 000	24 610	42,452 25	46 859 24	- 4,406 99	345 00	0 81
Total Financials			**$254,290.81**	**$268,806.58**	**- $14,515 77**	**$2,184.48**	**0.86%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 02/28/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
HEALTH CARE							
BECTON DICKINSON & CO SYMBOL BDX CUSIP 075887109 ACCOUNT NUMBER 81044601	560 000	$77 870	$43,607 20	$36,667 40	$6,939 80	$828 80	1 90%
EXPRESS SCRIPTS INC COMMON STOCK SYMBOL ESRX CUSIP 302182100 ACCOUNT NUMBER 81044601	600 000	96 010	57,606 00	26,448 00	31,158 00	0 00	0 00
LABORATORY CRP OF AMER HLDGS SYMBOL LH CUSIP 50540R409 ACCOUNT NUMBER 81044601	930 000	73 310	68,178 30	69,333 01	- 1 '54 71	0 00	0 00
QUEST DIAGNOSTICS INC SYMBOL DGX CUSIP 74834L100 ACCOUNT NUMBER 81044601	700 000	56 750	39,725 00	25,721 50	14,003 50	280 00	0 70
STRYKER CORP SYMBOL SYK CUSIP 863667101 ACCOUNT NUMBER 81044601	830 000	53 100	44,073 00	42,994 00	1,079 00	498 00	1 13
Total Health Care			**$253,189.50**	**$201,163 91**	**$52,025 59**	**$1,606.80**	**0.63%**
INDUSTRIALS							
DANAHER CORP SYMBOL DHR CUSIP 235851102 ACCOUNT NUMBER 81044601	1,200 000	$73 970	$88,764 00	$62,998 32	$25,765 68	$192 00	0 22%
EMERSON ELECTRIC CO SYMBOL EMR CUSIP 291011104 ACCOUNT NUMBER 81044601	1,400 000	47 340	66,276 00	67,724 02	- 1,448 02	1,876 00	2 83
ILLINOIS TOOL WORKS INC SYMBOL ITW CUSIP 452308109 ACCOUNT NUMBER 81044601	615 000	45 520	27,994 80	31,905 36	- 3,910 56	762 60	2 72
Total Industrials			**$183,034 80**	**$162,627 70**	**$20,407 10**	**$2,830.60**	**1.55%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 02/28/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INFORMATION TECHNOLOGY							
ADOBE SYS INC SYMBOL ADBE CUSIP 00724F101 ACCOUNT NUMBER 81044601	1,000 000	$34 650	$34,650 00	$23,063 92	$11,586 08	$0 00	0 00%
APPLIED MATERIALS INC SYMBOL AMAT CUSIP 038222105 ACCOUNT NUMBER 81044601	2,670 000	12 240	32,680 80	33,535 20	854 40	640 80	1 95
AUTOMATIC DATA PROCESSING INC SYMBOL ADP CUSIP 053015103 ACCOUNT NUMBER 81044601	410 000	41 610	17,060 10	18,441 80	- 1,381 70	557 60	3 27
CISCO SYSTEMS INC SYMBOL CSCO CUSIP 17275R102 ACCOUNT NUMBER 81044601	1,960 000	24 330	47,685 80	29,668 45	18,018 35	0 00	0 00
GOOGLE INC CL A SYMBOL GOOG CUSIP 38259P508 ACCOUNT NUMBER 81044601	130 000	526 800	68,484 00	39,049 85	29,434 15	0 00	0 00
HEWLETT PACKARD CO SYMBOL HPQ CUSIP 428236103 ACCOUNT NUMBER 81044601	1,160 000	50 790	58,916 40	37,618 80	21,297 60	371 20	0 63
MICROSOFT CORP SYMBOL MSFT CUSIP 594918104 ACCOUNT NUMBER 81044601	2,400 000	28 670	68,808 00	61,551 25	7,256.75	1,248 00	1 81
QUALCOMM INC SYMBOL QCOM CUSIP 747525103 ACCOUNT NUMBER 81044601	1,010 000	36 683	37,049 83	47,976 33	- 10,928 50	686 80	1 85
Total Information Technology			**$365,335.93**	**$290,907 60**	**$74,428.33**	**$3,504.40**	**0.96%**
MATERIALS							
NUCOR CORP SYMBOL NUE CUSIP 670346105 ACCOUNT NUMBER 81044601	775 000	$41 400	$32,085 00	$22,153 76	$9,931 24	$1,116 00	3 48%
Total Materials			**$32,085 00**	**$22,153.76**	**$9,931.24**	**$1,116.00**	**3.48%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 02/28/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
UTILITIES							
AGL RES INC COM SYMBOL AGL CUSIP 001204106 ACCOUNT NUMBER 81044601	375 000	$36 330	$13,623 75	$12,894 17	$729 58	$660 00	4 84%
CONSOLIDATED EDISON INC SYMBOL ED CUSIP 209115104 ACCOUNT NUMBER 81044601	370 000	42 750	15,817 50	16,074 13	- 256 63	880 60	5.57
UGI CORP NEW COM SYMBOL UGI CUSIP 902681105 ACCOUNT NUMBER 81044601	610 000	25 050	15,280 50	14,585 10	695 40	488 00	3 19
Total Utilities			**$44,721.75**	**$43,553.40**	**$1,168.35**	**$2,028.60**	**4 54%**
INTERNATIONAL EQUITIES							
ACCENTURE PLC CUSIP: G1151C101 ACCOUNT NUMBER 81044601	1,100 000	$39 970	$43,967 00	$46,404 68	- $2,437 68	$825 00	1 88%
ACE LIMITED CUSIP H0023R105 ACCOUNT NUMBER 81044601	760 000	49 990	37,992 40	39,690 55	- 1,698 15	942 40	2 48
BP PLC - ADR SPONSORED ADR CUSIP 055622104 ACCOUNT NUMBER 81044601	1,175 000	53 210	62,521 75	69,750 95	- 7,229 20	3 948 00	6 31
NOBLE CORPORATION CUSIP H5833N103 ACCOUNT NUMBER 81044601	715 000	42 260	30,215 90	27,882 43	2,333 47	0 00	0 00
POTASH CORP SASK CUSIP 73755L107 ACCOUNT NUMBER 81044601	195 000	110 460	21,539 70	14,661 46	6,878 24	78 00	0 36
VODAFONE GROUP PLC NEW CUSIP 92857W209 ACCOUNT NUMBER 81044601	940 000	21 770	20,463 80	29,030 70	- 8,566 90	1 195 68	5 84
Total International Equities			**$216,700.55**	**$227,420.77**	**- $10,720.22**	**$6,989.08**	**3.23%**

ASSET DETAIL (continued)

Asset Description	Quantity	Price	Market Value as of 02/28/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities (continued)							
DOMESTIC MUTUAL FUNDS							
DOMINI EUROPEAN SOCIAL EQUITY FUND CLASS F # 420 SYMBOL DEUFX CUSIP 257132506 ACCOUNT NUMBER 81044601	8 494 672	$7 800	$66 258 44	$91,737 95	- $25,479 51	$1,291 19	1 95%
MATTHEWS PACIFIC TIGER FUND CLASS I #802 SYMBOL MAPTX CUSIP 577130107 ACCOUNT NUMBER 81044601	3,092 991	18 440	57,034 75	48,079 01	8,955 74	451 58	0 79
Total Domestic Mutual Funds			**$123,293.19**	**$139,816 96**	**- $16,523.77**	**$1,742.77**	**1.41%**
INTERNATIONAL MUTUAL FUNDS							
DODGE & COX INTERNATIONAL STOCK FUND SYMBOL DODFX CUSIP 256206103 ACCOUNT NUMBER 81044601	2,257 774	$30 420	$68,681 49	$92,997 70	- $24,316 21	$984 39	1 43%
ISHARES MSCI EAFE SYMBOL EFA CUSIP 464287465 ACCOUNT NUMBER 81044601	1,360 000	52 620	71,563 20	63,026 80	8,536 40	1,959 76	2 74
ISHARES TR MSCI EMERGING MARKETS INDEX FUND SYMBOL EEM CUSIP 464287234 ACCOUNT NUMBER 81044601	1,265 000	38 960	49,284 40	37,808 83	11,475 57	736 23	1 49
Total International Mutual Funds			**$189,529.09**	**$193,833.33**	**- $4,304 24**	**$3,680.38**	**1.94%**
Total Equities			**$2,200,207 92**	**$1,978,851 03**	**$221,356 89**	**$33,242 73**	**1.51%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 02/28/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Real Assets							
REAL ASSET FUNDS							
CB RICHARD ELLIS REALTY TRUST ACCOUNT NUMBER 810446	37,034 756	$10 000	$370,347 56	$286,685 72	$83,661 84	$21,294 98	5 75%
Total Real Asset Funds			**$370,347.56**	**$286,685 72**	**$83,661.84**	**$21,294.98**	**5 75%**
Total Real Assets			**$370,347.56**	**$286,685 72**	**$83,661 84**	**$21,294.98**	**5.75%**

	Account Value as of 02/28/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income
TOTAL ASSETS	**$5,760,016.87**	**$5,301,516.02**	**$458,500 85**	**$188,611.86**