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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**

OMB No 1545-0052

**2009**

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

For calendar year 2009, or tax year beginning 6/1/2009, and ending 5/31/2010

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** MARIE ECCLES CAINE FOUNDATION - RUSSELL FAMILY 075080  
**Number and street (or P O box number if mail is not delivered to street address)** WELLS FARGO BANK N A - P O BOX 53456, MAC 54101-22G  
**Room/suite**  
**City or town, state, and ZIP code** PHOENIX AZ 85072

**A Employer identification number** 94-2764258  
**B Telephone number (see page 10 of the instructions)** (800) 352-3705

**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) ▶ \$ 9,938,012  
**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))

|                                                                                                       | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|-------------------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| <b>1</b> Contributions, gifts, grants, etc., received (attach schedule)                               |                                    |                           |                         |                                                             |
| <b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B |                                    |                           |                         |                                                             |
| <b>3</b> Interest on savings and temporary cash investments                                           | 0                                  | 0                         |                         |                                                             |
| <b>4</b> Dividends and interest from securities                                                       | 245,888                            | 229,981                   |                         |                                                             |
| <b>5 a</b> Gross rents                                                                                |                                    | 0                         |                         |                                                             |
| <b>b</b> Net rental income or (loss)                                                                  | 0                                  |                           |                         |                                                             |
| <b>6 a</b> Net gain or (loss) from sale of assets not on line 10                                      | 83,702                             |                           |                         |                                                             |
| <b>b</b> Gross sales price for all assets on line 6a                                                  | 857,783                            |                           |                         |                                                             |
| <b>7</b> Capital gain net income (from Part IV, line 2)                                               |                                    | 83,702                    |                         |                                                             |
| <b>8</b> Net short-term capital gain                                                                  |                                    |                           | 0                       |                                                             |
| <b>9</b> Income modifications                                                                         |                                    |                           |                         |                                                             |
| <b>10 a</b> Gross sales less returns and allowances                                                   | 0                                  |                           |                         |                                                             |
| <b>b</b> Less Cost of goods sold                                                                      | 0                                  |                           |                         |                                                             |
| <b>c</b> Gross profit or (loss) (attach schedule)                                                     | 0                                  |                           |                         |                                                             |
| <b>11</b> Other income (attach schedule)                                                              | 0                                  | 0                         | 0                       |                                                             |
| <b>12 Total.</b> Add lines 1 through 11                                                               | 329,590                            | 313,683                   | 0                       |                                                             |
| <b>13</b> Compensation of officers, directors, trustees, etc.                                         | 0                                  |                           |                         |                                                             |
| <b>14</b> Other employee salaries and wages                                                           |                                    |                           |                         |                                                             |
| <b>15</b> Pension plans, employee benefits                                                            |                                    |                           |                         |                                                             |
| <b>16 a</b> Legal fees (attach schedule)                                                              | 0                                  | 0                         | 0                       | 0                                                           |
| <b>b</b> Accounting fees (attach schedule)                                                            | 0                                  | 0                         | 0                       | 0                                                           |
| <b>c</b> Other professional fees (attach schedule)                                                    | 0                                  | 0                         | 0                       | 0                                                           |
| <b>17</b> Interest                                                                                    |                                    |                           |                         |                                                             |
| <b>18</b> Taxes (attach schedule) (see page 14 of the instructions)                                   | 3,657                              | 2,630                     | 0                       | 0                                                           |
| <b>19</b> Depreciation (attach schedule) and depletion                                                | 6,791                              | 6,791                     | 0                       |                                                             |
| <b>20</b> Occupancy                                                                                   |                                    |                           |                         |                                                             |
| <b>21</b> Travel, conferences, and meetings                                                           |                                    |                           |                         |                                                             |
| <b>22</b> Printing and publications                                                                   |                                    |                           |                         |                                                             |
| <b>23</b> Other expenses (attach schedule)                                                            | 54,679                             | 43,309                    | 0                       | 11,370                                                      |
| <b>24 Total operating and administrative expenses.</b><br>Add lines 13 through 23                     | 65,127                             | 52,730                    | 0                       | 11,370                                                      |
| <b>25</b> Contributions, gifts, grants paid                                                           | 742,539                            |                           |                         | 742,539                                                     |
| <b>26 Total expenses and disbursements.</b> Add lines 24 and 25                                       | 807,666                            | 52,730                    | 0                       | 753,909                                                     |
| <b>27</b> Subtract line 26 from line 12                                                               |                                    |                           |                         |                                                             |
| <b>a</b> Excess of revenue over expenses and disbursements                                            | -478,076                           |                           |                         |                                                             |
| <b>b</b> Net investment income (if negative, enter -0-)                                               |                                    | 260,953                   |                         |                                                             |
| <b>c</b> Adjusted net income (if negative, enter -0-)                                                 |                                    |                           | 0                       |                                                             |

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form 990-PF (2009)

(HTA)

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Form 990-PF

| 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                                                                                                              |                                                    |                       | -20,151     | -20,151 |
|                             | 2                                                                                                                             | Savings and temporary cash investments                                                                                                 |                                                    | 116,795               | 52,734      | 52,734  |
|                             | 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           | 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           | 0       |
|                             | b                                                                                                                             | Investments—corporate stock (attach schedule)                                                                                          | 7,376,854                                          | 7,258,134             | 7,414,161   |         |
|                             | c                                                                                                                             | Investments—corporate bonds (attach schedule)                                                                                          | 2,153,404                                          | 2,168,499             | 2,255,268   |         |
|                             | Liabilities                                                                                                                   | 11                                                                                                                                     | Investments—land, buildings, and equipment basis ▶ | 0                     |             |         |
|                             |                                                                                                                               | Less accumulated depreciation (attach schedule) ▶                                                                                      | 0                                                  | 0                     | 0           |         |
| 12                          |                                                                                                                               | Investments—mortgage loans                                                                                                             |                                                    |                       |             |         |
| 13                          |                                                                                                                               | Investments—other (attach schedule)                                                                                                    | 0                                                  | 0                     | 0           |         |
| 14                          |                                                                                                                               | Land, buildings, and equipment basis ▶                                                                                                 | 264,879                                            |                       |             |         |
|                             |                                                                                                                               | Less accumulated depreciation (attach schedule) ▶                                                                                      | 64,420                                             | 207,250               | 200,459     |         |
| 15                          |                                                                                                                               | Other assets (describe ▶)                                                                                                              | 0                                                  | 0                     | 0           |         |
| 16                          |                                                                                                                               | <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)                                      | 9,854,303                                          | 9,659,675             | 9,938,012   |         |
| 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                          | <b>Total liabilities</b> (add lines 17 through 22)                                                                            | 0                                                                                                                                      | 0                                                  |                       |             |         |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/> |                                                                                                                                        |                                                    |                       |             |         |
|                             | 24                                                                                                                            | Unrestricted                                                                                                                           |                                                    |                       |             |         |
|                             | 25                                                                                                                            | Temporarily restricted                                                                                                                 |                                                    |                       |             |         |
|                             | 26                                                                                                                            | Permanently restricted                                                                                                                 |                                                    |                       |             |         |
|                             | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>   |                                                                                                                                        |                                                    |                       |             |         |
|                             | 27                                                                                                                            | Capital stock, trust principal, or current funds                                                                                       | 9,854,303                                          | 9,659,675             |             |         |
|                             | 28                                                                                                                            | Paid-in or capital surplus, or land, bldg, and equipment fund                                                                          |                                                    |                       |             |         |
|                             | 29                                                                                                                            | Retained earnings, accumulated income, endowment, or other funds                                                                       |                                                    |                       |             |         |
| 30                          | <b>Total net assets or fund balances</b> (see page 17 of the instructions)                                                    | 9,854,303                                                                                                                              | 9,659,675                                          |                       |             |         |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)                                       | 9,854,303                                                                                                                              | 9,659,675                                          |                       |             |         |

## 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 | 9,854,303 |
| 2 | Enter amount from Part I, line 27a                                                                                                                       | 2 | -478,076  |
| 3 | Other increases not included in line 2 (itemize) ▶ See Attached Statement                                                                                | 3 | 284,716   |
| 4 | Add lines 1, 2, and 3                                                                                                                                    | 4 | 9,660,943 |
| 5 | Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT                                                                                       | 5 | 1,268     |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30                                                      | 6 | 9,659,675 |

**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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a</b> See Attached Statement                                                                                                 |                                              |                                      |                                  |
| <b>b</b>                                                                                                                         |                                              |                                      |                                  |
| <b>c</b>                                                                                                                         |                                              |                                      |                                  |
| <b>d</b>                                                                                                                         |                                              |                                      |                                  |
| <b>e</b>                                                                                                                         |                                              |                                      |                                  |

  

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

  

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

  

|                                                                                                                                                                                                                               |          |        |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|--------|
| <b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                                                    | <b>2</b> | 83,702 |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>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 } | <b>3</b> | 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)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| 2008                                                                 | 998,999                                  | 15,143,669                                   | 0.065968                                                  |
| 2007                                                                 | 1,328,180                                | 26,588,504                                   | 0.049953                                                  |
| 2006                                                                 | 1,255,898                                | 25,673,254                                   | 0.048919                                                  |
| 2005                                                                 | 1,261,882                                | 25,052,742                                   | 0.050369                                                  |
| 2004                                                                 | 1,328,143                                | 25,163,630                                   | 0.052780                                                  |

  

|                                                                                                                                                                                                                                        |          |           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-----------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                                                                   | <b>2</b> | 0.267989  |
| <b>3</b> 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                                                    | <b>3</b> | 0.053598  |
| <b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5                                                                                                                                                  | <b>4</b> | 9,938,646 |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                                                                     | <b>5</b> | 532,692   |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                                    | <b>6</b> | 2,610     |
| <b>7</b> Add lines 5 and 6                                                                                                                                                                                                             | <b>7</b> | 535,302   |
| <b>8</b> Enter qualifying distributions from Part XII, line 4<br>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. | <b>8</b> | 753,909   |

**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 <input type="checkbox"/> and enter "N/A" on line 1<br>Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) |          | 1     | 2,610 |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                          |          |       |       |
| c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                                                                                               |          |       |       |
| 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     | 2,610 |
| 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     | 2,610 |
| 6 Credits/Payments                                                                                                                                                                                                                    |          |       |       |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009                                                                                                                                                                   | 6a 4,980 |       |       |
| 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        | 4,980 |       |
| 8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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       | 2,370 |       |
| 11 Enter the amount of line 10 to be Credited to 2010 estimated tax 2,370 Refunded                                                                                                                                                    | 11       | 0     |       |

**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?                                                                                                                                                                                |     | 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)?<br>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 |     | X  |
| 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<br>(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?<br>If "Yes," attach a detailed description of the activities                                                                                                                                                                                          |     | 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                                                                                                                            |     | X  |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                         |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                                      | N/A |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                                    |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?                     | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV                                                                                                                                                                                                                      | X   |    |
| 8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) UT                                                                                                                                                                                                                                |     |    |
| 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                                                                                                                                           |     | 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)?<br>If "Yes," complete Part XIV                                                                                    |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                                   |     | 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 <b>► N/A</b>                                |                                                                                                                                                                                                        |                                      |   |   |
| 14                                                          | The books are in care of <b>► WELLS FARGO BANK N A</b>                                                                                                                                                 | Telephone no <b>► (800) 352-3705</b> |   |   |
| Located at <b>► P O BOX 53456, MAC 54101-22G PHOENIX AZ</b> |                                                                                                                                                                                                        | ZIP+4 <b>► 85072</b>                 |   |   |
| 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 <b>► 15 N/A</b>      |                                      |   |   |

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

| File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Yes | No  |
|-----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 1a                                                                                      | During the year did the foundation (either directly or indirectly)                                                                                                                                                                                                                                                                                                                                                                                                                              |     |     |
| (1)                                                                                     | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                          |     |     |
| (2)                                                                                     | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                  |     |     |
| (3)                                                                                     | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                      |     |     |
| (4)                                                                                     | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                            |     |     |
| (5)                                                                                     | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                   |     |     |
| (6)                                                                                     | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                 |     |     |
| b                                                                                       | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>►</b>                                                                                                                                                                 | 1b  | X   |
| c                                                                                       | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years <b>► 20</b> , <b>20</b> , <b>20</b> , <b>20</b>                                                                                                                                                                                               |     |     |
| b                                                                                       | Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>► 20</b> , <b>20</b> , <b>20</b> , <b>20</b>                                                                                                                                                                                                                                                                                                                                 |     |     |
| 3a                                                                                      | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                  |     |     |
| b                                                                                       | If "Yes," did it have excess business holdings in 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

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see 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<br>P O BOX 53456, PHOENIX AZ 85072 | TRUSTEE<br>4 00                                           | 45,482                                    | 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

▶

**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                |
|                                                             |                     | 0                |

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

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

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

Expenses

|        |  |
|--------|--|
| 1 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                                                                        |   |
| 3 All other program-related investments. See page 24 of the instructions |   |
|                                                                          | 0 |
| <b>Total.</b> 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.)

|          |                                                                                                                        |           |            |
|----------|------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes             |           |            |
| <b>a</b> | Average monthly fair market value of securities                                                                        | <b>1a</b> | 9,906,044  |
| <b>b</b> | Average of monthly cash balances                                                                                       | <b>1b</b> | 183,952    |
| <b>c</b> | Fair market value of all other assets (see page 24 of the instructions)                                                | <b>1c</b> |            |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                                  | <b>1d</b> | 10,089,996 |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)              | <b>1e</b> |            |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                                   | <b>2</b>  |            |
| <b>3</b> | Subtract line 2 from line 1d                                                                                           | <b>3</b>  | 10,089,996 |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions) | <b>4</b>  | 151,350    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4            | <b>5</b>  | 9,938,646  |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                                   | <b>6</b>  | 496,932    |

**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.)

|           |                                                                                                           |           |         |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 496,932 |
| <b>2a</b> | Tax on investment income for 2009 from Part VI, line 5                                                    | <b>2a</b> | 2,610   |
| <b>b</b>  | Income tax for 2009 (This does not include the tax from Part VI)                                          | <b>2b</b> |         |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 2,610   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 494,322 |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  | 12,000  |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 506,322 |
| <b>6</b>  | Deduction from distributable amount (see page 25 of the instructions)                                     | <b>6</b>  |         |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 506,322 |

**Part XII** Qualifying Distributions (see page 25 of the instructions)

|          |                                                                                                                                                                     |           |         |
|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes                                                                           |           |         |
| <b>a</b> | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26                                                                                         | <b>1a</b> | 753,909 |
| <b>b</b> | Program-related investments—total from Part IX-B                                                                                                                    | <b>1b</b> | 0       |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                                           | <b>2</b>  |         |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the                                                                                                 |           |         |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                                      | <b>3a</b> |         |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                               | <b>3b</b> | 0       |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                                   | <b>4</b>  | 753,909 |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions) | <b>5</b>  | 2,610   |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                               | <b>6</b>  | 751,299 |

**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)<br>Corpus | (b)<br>Years prior to 2008 | (c)<br>2008 | (d)<br>2009 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2009 from Part XI, line 7                                                                                                                       |               |                            |             | 506,322     |
| <b>2</b> Undistributed income, if any, as of the end of 2009                                                                                                                      |               |                            | 729,896     |             |
| <b>a</b> Enter amount for 2008 only                                                                                                                                               |               |                            |             |             |
| <b>b</b> Total for prior years 20____, 20____, 20____                                                                                                                             |               | 0                          |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2009                                                                                                                          |               |                            |             |             |
| <b>a</b> From 2004                                                                                                                                                                | NONE          |                            |             |             |
| <b>b</b> From 2005                                                                                                                                                                | NONE          |                            |             |             |
| <b>c</b> From 2006                                                                                                                                                                | NONE          |                            |             |             |
| <b>d</b> From 2007                                                                                                                                                                | NONE          |                            |             |             |
| <b>e</b> From 2008                                                                                                                                                                | NONE          |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 0             |                            |             |             |
| <b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 753,909                                                                                                     |               |                            |             |             |
| <b>a</b> Applied to 2008, but not more than line 2a                                                                                                                               |               |                            | 729,896     |             |
| <b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)                                                                       |               | 0                          |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)                                                                               | 0             |                            |             |             |
| <b>d</b> Applied to 2009 distributable amount                                                                                                                                     |               |                            |             | 24,013      |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 0             |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))                                         | 0             |                            |             | 0           |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                          | 0             |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b                                                                                                          |               | 0                          |             |             |
| <b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               |                            |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions                                                                                             |               | 0                          |             |             |
| <b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions                                                               |               |                            | 0           |             |
| <b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010                                                                |               |                            |             | 482,309     |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)                   |               |                            |             |             |
| <b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)                                                               | 0             |                            |             |             |
| <b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a                                                                                              | 0             |                            |             |             |
| <b>10</b> Analysis of line 9                                                                                                                                                      |               |                            |             |             |
| <b>a</b> Excess from 2005                                                                                                                                                         | 0             |                            |             |             |
| <b>b</b> Excess from 2006                                                                                                                                                         | 0             |                            |             |             |
| <b>c</b> Excess from 2007                                                                                                                                                         | 0             |                            |             |             |
| <b>d</b> Excess from 2008                                                                                                                                                         | 0             |                            |             |             |
| <b>e</b> 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)

**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

**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

| Tax year | Prior 3 years |          |          | (e) Total |
|----------|---------------|----------|----------|-----------|
| (a) 2009 | (b) 2008      | (c) 2007 | (d) 2006 |           |
| 0        |               |          |          | 0         |
| 0        | 0             | 0        | 0        | 0         |
| 0        |               |          |          | 0         |
|          |               |          |          | 0         |
| 0        | 0             | 0        | 0        | 0         |
|          |               |          |          |           |
|          |               |          |          | 0         |
| 0        |               |          |          | 0         |
|          |               |          |          |           |
|          |               |          |          | 0         |
|          |               |          |          | 0         |
|          |               |          |          | 0         |
|          |               |          |          | 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                                                      | 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)                            |                                                                                                           |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i><br>See Attached Statement |                                                                                                           |                                |                                  |         |
| <b>Total</b>                                                   |                                                                                                           |                                | <b>▶ 3a</b>                      | 742,539 |
| <b>b</b> <i>Approved for future payment</i><br>NONE            |                                                                                                           |                                |                                  |         |
| <b>Total</b>                                                   |                                                                                                           |                                | <b>▶ 3b</b>                      | 0       |





MARIE ECCLES CAINE FOUNDATION - RUSSELL FAMILY 075080

94-2764258

Page 1 of 4

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

Recipient(s) paid during the year

|                                                        |                                               |                   |                 |                                 |                                              |
|--------------------------------------------------------|-----------------------------------------------|-------------------|-----------------|---------------------------------|----------------------------------------------|
| Name<br>STOKES NATURE CENTER                           |                                               |                   |                 | <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Business |
| Street<br>2696 U S 89                                  |                                               |                   |                 |                                 |                                              |
| City<br>LOGAN                                          | State<br>UT                                   | Zip code<br>84321 | Foreign Country |                                 |                                              |
| Relationship<br>NONE                                   | Foundation Status<br>501(C)(3) PUBLIC CHARITY |                   |                 |                                 |                                              |
| Purpose of grant/contribution<br>GENERAL SUPPORT GRANT |                                               |                   |                 |                                 | Amount<br>24,000                             |

|                                                        |                                               |                   |                 |                                 |                                              |
|--------------------------------------------------------|-----------------------------------------------|-------------------|-----------------|---------------------------------|----------------------------------------------|
| Name<br>BOX ELDER SCHOOL DISTRICT                      |                                               |                   |                 | <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Business |
| Street<br>960 SOUTH MAIN                               |                                               |                   |                 |                                 |                                              |
| City<br>BRIGHAM CITY                                   | State<br>UT                                   | Zip code<br>84302 | Foreign Country |                                 |                                              |
| Relationship<br>NONE                                   | Foundation Status<br>501(C)(3) PUBLIC CHARITY |                   |                 |                                 |                                              |
| Purpose of grant/contribution<br>GENERAL SUPPORT GRANT |                                               |                   |                 |                                 | Amount<br>5,300                              |

|                                                        |                                               |                   |                 |                                 |                                              |
|--------------------------------------------------------|-----------------------------------------------|-------------------|-----------------|---------------------------------|----------------------------------------------|
| Name<br>BRIGHAM CITY FINE ARTS COUNCIL                 |                                               |                   |                 | <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Business |
| Street<br>58 SOUTH 100 WEST                            |                                               |                   |                 |                                 |                                              |
| City<br>BRIGHAM CITY                                   | State<br>UT                                   | Zip code<br>84302 | Foreign Country |                                 |                                              |
| Relationship<br>NONE                                   | Foundation Status<br>501(C)(3) PUBLIC CHARITY |                   |                 |                                 |                                              |
| Purpose of grant/contribution<br>GENERAL SUPPORT GRANT |                                               |                   |                 |                                 | Amount<br>3,360                              |

|                                                        |                                               |                   |                 |                                 |                                              |
|--------------------------------------------------------|-----------------------------------------------|-------------------|-----------------|---------------------------------|----------------------------------------------|
| Name<br>CACHE VALLEY CENTER FOR THE ARTS               |                                               |                   |                 | <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Business |
| Street<br>43 SOUTH MAIN                                |                                               |                   |                 |                                 |                                              |
| City<br>LOGAN                                          | State<br>UT                                   | Zip code<br>84321 | Foreign Country |                                 |                                              |
| Relationship<br>NONE                                   | Foundation Status<br>501(C)(3) PUBLIC CHARITY |                   |                 |                                 |                                              |
| Purpose of grant/contribution<br>GENERAL SUPPORT GRANT |                                               |                   |                 |                                 | Amount<br>10,000                             |

|                                                        |                                               |                   |                 |                                 |                                              |
|--------------------------------------------------------|-----------------------------------------------|-------------------|-----------------|---------------------------------|----------------------------------------------|
| Name<br>CHAMBER MUSIC SOCIETY OF LOGAN                 |                                               |                   |                 | <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Business |
| Street<br>255 NORTH MAIN                               |                                               |                   |                 |                                 |                                              |
| City<br>LOGAN                                          | State<br>UT                                   | Zip code<br>84321 | Foreign Country |                                 |                                              |
| Relationship<br>NONE                                   | Foundation Status<br>501(C)(3) PUBLIC CHARITY |                   |                 |                                 |                                              |
| Purpose of grant/contribution<br>GENERAL SUPPORT GRANT |                                               |                   |                 |                                 | Amount<br>20,000                             |

|                                                        |                                               |                   |                 |                                 |                                              |
|--------------------------------------------------------|-----------------------------------------------|-------------------|-----------------|---------------------------------|----------------------------------------------|
| Name<br>MUSIC THEATRE WEST                             |                                               |                   |                 | <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Business |
| Street<br>43 SOUTH MAIN                                |                                               |                   |                 |                                 |                                              |
| City<br>LOGAN                                          | State<br>UT                                   | Zip code<br>84321 | Foreign Country |                                 |                                              |
| Relationship<br>NONE                                   | Foundation Status<br>501(C)(3) PUBLIC CHARITY |                   |                 |                                 |                                              |
| Purpose of grant/contribution<br>GENERAL SUPPORT GRANT |                                               |                   |                 |                                 | Amount<br>4,000                              |

MARIE ECCLES CAINE FOUNDATION - RUSSELL FAMILY 075080

94-2764258

Page 2 of 4

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

Recipient(s) paid during the year

|                                                        |                                               |                   |                 |                                 |                                              |
|--------------------------------------------------------|-----------------------------------------------|-------------------|-----------------|---------------------------------|----------------------------------------------|
| Name<br>RIRIE-WOODBURY DANCE COMPANY                   |                                               |                   |                 | <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Business |
| Street<br>138 WEST 300 SOUTH                           |                                               |                   |                 |                                 |                                              |
| City<br>SALT LAKE CITY                                 | State<br>UT                                   | Zip code<br>84101 | Foreign Country |                                 |                                              |
| Relationship<br>NONE                                   | Foundation Status<br>501(C)(3) PUBLIC CHARITY |                   |                 |                                 |                                              |
| Purpose of grant/contribution<br>GENERAL SUPPORT GRANT |                                               |                   |                 |                                 | Amount<br>7,000                              |

|                                                        |                                               |                   |                 |                                 |                                              |
|--------------------------------------------------------|-----------------------------------------------|-------------------|-----------------|---------------------------------|----------------------------------------------|
| Name<br>SOUTH CACHE MIDDLE SCHOOL                      |                                               |                   |                 | <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Business |
| Street<br>10 N 480 WEST                                |                                               |                   |                 |                                 |                                              |
| City<br>HYRUM                                          | State<br>UT                                   | Zip code<br>84319 | Foreign Country |                                 |                                              |
| Relationship<br>NONE                                   | Foundation Status<br>501(C)(3) PUBLIC CHARITY |                   |                 |                                 |                                              |
| Purpose of grant/contribution<br>GENERAL SUPPORT GRANT |                                               |                   |                 |                                 | Amount<br>4,000                              |

|                                                        |                                               |                   |                 |                                 |                                              |
|--------------------------------------------------------|-----------------------------------------------|-------------------|-----------------|---------------------------------|----------------------------------------------|
| Name<br>UTAH SYMPHONY & OPERA                          |                                               |                   |                 | <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Business |
| Street<br>123 WEST SOUTH TEMPLE                        |                                               |                   |                 |                                 |                                              |
| City<br>SALT LAKE CITY                                 | State<br>UT                                   | Zip code<br>84101 | Foreign Country |                                 |                                              |
| Relationship<br>NONE                                   | Foundation Status<br>501(C)(3) PUBLIC CHARITY |                   |                 |                                 |                                              |
| Purpose of grant/contribution<br>GENERAL SUPPORT GRANT |                                               |                   |                 |                                 | Amount<br>10,000                             |

|                                                        |                                               |                   |                 |                                 |                                              |
|--------------------------------------------------------|-----------------------------------------------|-------------------|-----------------|---------------------------------|----------------------------------------------|
| Name<br>WILLOW VALLEY MIDDLE SCHOOL                    |                                               |                   |                 | <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Business |
| Street<br>525 NORTH 200 WEST                           |                                               |                   |                 |                                 |                                              |
| City<br>WELLSVILLE                                     | State<br>UT                                   | Zip code<br>84339 | Foreign Country |                                 |                                              |
| Relationship<br>NONE                                   | Foundation Status<br>501(C)(3) PUBLIC CHARITY |                   |                 |                                 |                                              |
| Purpose of grant/contribution<br>GENERAL SUPPORT GRANT |                                               |                   |                 |                                 | Amount<br>1,000                              |

|                                                        |                                               |                   |                 |                                 |                                              |
|--------------------------------------------------------|-----------------------------------------------|-------------------|-----------------|---------------------------------|----------------------------------------------|
| Name<br>UTAH STATE UNIVERSITY                          |                                               |                   |                 | <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Business |
| Street<br>1400 OLD MAIN HILL                           |                                               |                   |                 |                                 |                                              |
| City<br>LOGAN                                          | State<br>UT                                   | Zip code<br>84322 | Foreign Country |                                 |                                              |
| Relationship<br>NONE                                   | Foundation Status<br>501(C)(3) PUBLIC CHARITY |                   |                 |                                 |                                              |
| Purpose of grant/contribution<br>GENERAL SUPPORT GRANT |                                               |                   |                 |                                 | Amount<br>1,374                              |

|                                                        |                                               |                   |                 |                                 |                                              |
|--------------------------------------------------------|-----------------------------------------------|-------------------|-----------------|---------------------------------|----------------------------------------------|
| Name<br>ALLIANCE FOR THE VARIED ARTS                   |                                               |                   |                 | <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Business |
| Street<br>35 WEST 100 SOUTH                            |                                               |                   |                 |                                 |                                              |
| City<br>LOGAN                                          | State<br>UT                                   | Zip code<br>84321 | Foreign Country |                                 |                                              |
| Relationship<br>NONE                                   | Foundation Status<br>501(C)(3) PUBLIC CHARITY |                   |                 |                                 |                                              |
| Purpose of grant/contribution<br>GENERAL SUPPORT GRANT |                                               |                   |                 |                                 | Amount<br>30,000                             |

MARIE ECCLES CAINE FOUNDATION - RUSSELL FAMILY 075080

94-2764258

Page 3 of 4

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

Recipient(s) paid during the year

|                                                        |  |                                               |                   |                                 |                                              |
|--------------------------------------------------------|--|-----------------------------------------------|-------------------|---------------------------------|----------------------------------------------|
| Name<br>BALLET WEST                                    |  |                                               |                   | <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Business |
| Street<br>560 SOUTH 300 WEST                           |  |                                               |                   |                                 |                                              |
| City<br>SALT LAKE CITY                                 |  | State<br>UT                                   | Zip code<br>84101 | Foreign Country                 |                                              |
| Relationship<br>NONE                                   |  | Foundation Status<br>501(C)(3) PUBLIC CHARITY |                   |                                 |                                              |
| Purpose of grant/contribution<br>GENERAL SUPPORT GRANT |  |                                               |                   |                                 | Amount<br>10,000                             |

|                                                        |  |                                               |                   |                                 |                                              |
|--------------------------------------------------------|--|-----------------------------------------------|-------------------|---------------------------------|----------------------------------------------|
| Name<br>CACHE CHILDREN'S CHOIR                         |  |                                               |                   | <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Business |
| Street<br>450 EAST 125 STREET                          |  |                                               |                   |                                 |                                              |
| City<br>PROVIDENCE                                     |  | State<br>UT                                   | Zip code<br>84332 | Foreign Country                 |                                              |
| Relationship<br>NONE                                   |  | Foundation Status<br>501(C)(3) PUBLIC CHARITY |                   |                                 |                                              |
| Purpose of grant/contribution<br>GENERAL SUPPORT GRANT |  |                                               |                   |                                 | Amount<br>2,000                              |

|                                                        |  |                                               |                   |                                 |                                              |
|--------------------------------------------------------|--|-----------------------------------------------|-------------------|---------------------------------|----------------------------------------------|
| Name<br>KUED PUBLIC TELEVISION                         |  |                                               |                   | <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Business |
| Street<br>101 SOUTH WASATCH DRIVE                      |  |                                               |                   |                                 |                                              |
| City<br>SALT LAKE CITY                                 |  | State<br>UT                                   | Zip code<br>84112 | Foreign Country                 |                                              |
| Relationship<br>NONE                                   |  | Foundation Status<br>501(C)(3) PUBLIC CHARITY |                   |                                 |                                              |
| Purpose of grant/contribution<br>GENERAL SUPPORT GRANT |  |                                               |                   |                                 | Amount<br>15,000                             |

|                                                        |  |                                               |                   |                                 |                                              |
|--------------------------------------------------------|--|-----------------------------------------------|-------------------|---------------------------------|----------------------------------------------|
| Name<br>UTAH FESTIVAL OPERA COMPANY                    |  |                                               |                   | <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Business |
| Street<br>59 SOUTH 100 WEST                            |  |                                               |                   |                                 |                                              |
| City<br>LOGAN                                          |  | State<br>UT                                   | Zip code<br>84321 | Foreign Country                 |                                              |
| Relationship<br>NONE                                   |  | Foundation Status<br>501(C)(3) PUBLIC CHARITY |                   |                                 |                                              |
| Purpose of grant/contribution<br>GENERAL SUPPORT GRANT |  |                                               |                   |                                 | Amount<br>10,000                             |

|                                                        |  |                                               |                   |                                 |                                              |
|--------------------------------------------------------|--|-----------------------------------------------|-------------------|---------------------------------|----------------------------------------------|
| Name<br>UNICORN THEATRE                                |  |                                               |                   | <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Business |
| Street<br>382 NORTH 400 EAST                           |  |                                               |                   |                                 |                                              |
| City<br>LOGAN                                          |  | State<br>UT                                   | Zip code<br>84321 | Foreign Country                 |                                              |
| Relationship<br>NONE                                   |  | Foundation Status<br>501(C)(3) PUBLIC CHARITY |                   |                                 |                                              |
| Purpose of grant/contribution<br>GENERAL SUPPORT GRANT |  |                                               |                   |                                 | Amount<br>6,000                              |

|                                                        |  |                                               |                   |                                 |                                              |
|--------------------------------------------------------|--|-----------------------------------------------|-------------------|---------------------------------|----------------------------------------------|
| Name<br>UTAH STATE UNIVERSITY - RUSSELL FAMILY         |  |                                               |                   | <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Business |
| Street<br>1400 OLD MAIN HILL                           |  |                                               |                   |                                 |                                              |
| City<br>LOGAN                                          |  | State<br>UT                                   | Zip code<br>84322 | Foreign Country                 |                                              |
| Relationship<br>NONE                                   |  | Foundation Status<br>501(C)(3) PUBLIC CHARITY |                   |                                 |                                              |
| Purpose of grant/contribution<br>GENERAL SUPPORT GRANT |  |                                               |                   |                                 | Amount<br>150,000                            |

MARIE ECCLES CAINE FOUNDATION - RUSSELL FAMILY 075080

94-2764258

Page 4 of 4

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

Recipient(s) paid during the year

Name

UTAH STATE UNIVERSITY - GE STOCK

☐

Person

☒

Business

Street

1400 OLD MAIN HILL

City

LOGAN

State

UT

Zip code

84322

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

429,505

Name

☐

Person

☐

Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

☐

Person

☐

Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

☐

Person

☐

Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

☐

Person

☐

Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

☐

Person

☐

Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

STATEMENT OF ASSETS AND LIABILITIES  
AS OF MAY 31, 2010MARIE ECCLES CAINE PRIVATE FDN  
ACCOUNT NUMBER 075080

## STATEMENT OF ASSETS AND LIABILITIES

| PAR VALUE/SHARES                            | DESCRIPTION                                                              | COST VALUE<br>/ UNIT COST | MARKET VALUE<br>/ UNIT PRICE | % OF<br>CATEGORY TOTAL | ESTIMATED<br>ANNUAL INCOME/<br>CURRENT YIELD | ACCRUED INCOME |
|---------------------------------------------|--------------------------------------------------------------------------|---------------------------|------------------------------|------------------------|----------------------------------------------|----------------|
| <b>CASH</b>                                 |                                                                          |                           |                              |                        |                                              |                |
|                                             | PRINCIPAL CASH                                                           | 2,750,976.29-             | 2,750,976.29-                | 13652.03<br>27.68-     |                                              |                |
|                                             | INCOME CASH                                                              | 2,730,825.62              | 2,730,825.62                 | 13552.03-<br>27.48     |                                              |                |
| <b>TOTAL CASH</b>                           |                                                                          | <b>20,150.67-</b>         | <b>20,150.67-</b>            | <b>100.00</b><br>0.20- |                                              |                |
| <b>CASH EQUIVALENTS</b>                     |                                                                          |                           |                              |                        |                                              |                |
| <b>MONEY MARKET FUNDS/CASH SWEEPS</b>       |                                                                          |                           |                              |                        |                                              |                |
| 52,733.92                                   | WELLS FARGO ADVANTAGE CASH<br>INVESTMENT MONEY MARKET SERVICE<br>#250    | 52,733.92<br>1.000        | 52,733.92<br>1.000           | 100.00<br>0.53         | 5<br>0.01                                    | 0.28           |
| <b>TOTAL MONEY MARKET FUNDS/CASH SWEEPS</b> |                                                                          | <b>52,733.92</b>          | <b>52,733.92</b>             | <b>100.00</b><br>0.53  | <b>5</b><br>0.01                             | <b>0.28</b>    |
| <b>TOTAL CASH EQUIVALENTS</b>               |                                                                          | <b>52,733.92</b>          | <b>52,733.92</b>             | <b>100.00</b><br>0.53  | <b>5</b><br>0.01                             | <b>0.28</b>    |
| <b>FIXED INCOME SECURITIES</b>              |                                                                          |                           |                              |                        |                                              |                |
| <b>US GOVT AND AGENCY OBLIGATIONS</b>       |                                                                          |                           |                              |                        |                                              |                |
| 55,000                                      | FED HOME LN BK<br>DTD 08/27/08 3.625 09/16/2011<br>CUSIP 3133XS4S4       | 55,937.80<br>101.705      | 57,131.25<br>103.875         | 5.97<br>0.57           | 1.994<br>3.49                                | 415.36         |
| 145,000                                     | FED HOME LN MTG CORP<br>DTD 06/15/01 6.000 06/15/2011<br>CUSIP 3134A4FM1 | 146,816.85<br>101.253     | 153,201.20<br>105.656        | 16.00<br>1.54          | 8.700<br>5.68                                | 4,011.67       |
| 55,000                                      | FED NATL MTG ASSN<br>DTD 05/25/01 6.000 05/15/2011<br>CUSIP 31359MHJ7    | 55,697.40<br>101.268      | 57,870.45<br>105.219         | 6.05<br>0.58           | 3.300<br>5.70                                | 146.67         |



STATEMENT OF ASSETS AND LIABILITIES  
AS OF MAY 31, 2010MARIE ECCLES CAINE PRIVATE FDN  
ACCOUNT NUMBER 075080

## STATEMENT OF ASSETS AND LIABILITIES

| PAR VALUE/SHARES | DESCRIPTION                                                                                                                                                                        | COST VALUE<br>/ UNIT COST | MARKET VALUE<br>/ UNIT PRICE | % OF<br>CATEGORY TOTAL | ESTIMATED<br>ANNUAL INCOME/<br>CURRENT YIELD | ACCRUED INCOME |
|------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|------------------------------|------------------------|----------------------------------------------|----------------|
| 10,254.79        | GOVERNMENT NATIONAL MORTGAGE ASSN<br>SINGLE FAMILY POOL #455817<br>DATED 10/01/97 7.000% MAT 10/15/27<br>CUSIP 36208NK69                                                           | 10,254.79<br>100.000      | 11,590.48<br>113.025         | 1.21<br>0.12           | 718<br>6.19                                  | 119.79         |
| 8,045.85         | GOVT NATL MTG ASSN<br>DTD 03/01/1996 7.0% DUE 03/15/2026<br>POOL #422463 SINGLE FAMILY<br>CUSIP 36206VJG3                                                                          | 7,782.18<br>96.723        | 9,085.94<br>112.927          | 0.95<br>0.09           | 563<br>6.20                                  | 46.93          |
| 20,733.32        | GOVT NATL MTG ASSN POOL #417833<br>DTD 01/01/96 7.000 01/15/2026<br>CUSIP 36206QEE4                                                                                                | 20,966.56<br>101.125      | 23,413.52<br>112.927         | 2.45<br>0.24           | 1,451<br>6.20                                | 120.94         |
| 170,000          | U S TREASURY NOTE<br>DTD 02/15/02 4.875 02/15/2012<br>CUSIP 9128277L0                                                                                                              | 181,043.36<br>106.496     | 182,206.00<br>107.180        | 19.03<br>1.83          | 8,288<br>4.55                                | 2,426.73       |
| 285,000          | U S TREASURY NOTES<br>DTD 05/15/04 4.750 05/15/2014<br>CUSIP 912828CJ7                                                                                                             | 291,479.30<br>102.273     | 318,154.05<br>111.633        | 33.24<br>3.20          | 13,538<br>4.26                               | 625.37         |
| 140,000          | US TREASURY NOTE<br>DTD 02/15/01 5.000 02/15/2011<br>CUSIP 9128276T4                                                                                                               | 145,731.26<br>104.094     | 144,599.00<br>103.285        | 15.11<br>1.46          | 7,000<br>4.84                                | 2,049.72       |
|                  | TOTAL US GOVT AND AGENCY OBLIGATIONS                                                                                                                                               | 915,709.50                | 957,251.89                   | 100.00<br>9.63         | 45,552<br>4.76                               | 9,963.18       |
|                  | MUNICIPAL OBLIGATIONS                                                                                                                                                              |                           |                              |                        |                                              |                |
| 90,000           | DALLAS FORT WORTH TX INTL ARPT FAC<br>IMPT CORP RENT CAR FAC CHARGE<br>REV 0.1.D. REOF @ 99.5164 TO YLD<br>7.015 TAXABLE MUNI DTD 04/01/98<br>6.9700 11/01/2017<br>CUSIP 235034AQ8 | 91,944.20<br>102.160      | 90,619.20<br>100.688         | 31.13<br>0.91          | 6,273<br>6.92                                | 522.75         |

WELLS  
FARGO

STATEMENT OF ASSETS AND LIABILITIES  
AS OF MAY 31, 2010

PAGE 6

MARIE ECCLES CAINE PRIVATE FDN  
ACCOUNT NUMBER 075080

STATEMENT OF ASSETS AND LIABILITIES

| PAR VALUE/SHARES | DESCRIPTION                                                                                        | COST VALUE<br>/ UNIT COST | MARKET VALUE<br>/ UNIT PRICE | % OF<br>CATEGORY TOTAL | ESTIMATED<br>ANNUAL INCOME/<br>CURRENT YIELD | ACCRUED INCOME |
|------------------|----------------------------------------------------------------------------------------------------|---------------------------|------------------------------|------------------------|----------------------------------------------|----------------|
| 200,000          | EUGENE OREGON<br>TAXABLE BROADWAY GARAGES<br>DATED 08/01/97 7.000% MAT 08/01/17<br>CUSIP 298173J97 | 200,000.00<br>100.000     | 200,454.00<br>100.227        | 68.87<br>2.02          | 14,000<br>6.98                               | 4,666.67       |
|                  | TOTAL MUNICIPAL OBLIGATIONS                                                                        | 291,944.20                | 291,073.20                   | 100.00<br>2.93         | 20,273<br>6.96                               | 5,189.42       |
|                  | CORPORATE OBLIGATIONS                                                                              |                           |                              |                        |                                              |                |
| 1,869            | ISHARES BARCLAYS MBS BOND FUND<br>CUSIP 464288588                                                  | 188,647.01<br>100.935     | 202,580.91<br>108.390        | 20.12<br>2.04          | 7,424<br>3.66                                | 0.00           |
| 3,393            | ISHARES BARCLAYS TIPS BOND FUND<br>CUSIP 464287176                                                 | 344,269.02<br>101.464     | 359,997.30<br>106.100        | 35.75<br>3.62          | 12,768<br>3.55                               | 0.00           |
| 1,925            | ISHARES IBOX \$ INVESTMENT GRADE<br>CORPORATE BOND FUND<br>CUSIP 464287242                         | 204,140.50<br>106.047     | 203,010.50<br>105.460        | 20.16<br>2.04          | 10,747<br>5.29                               | 0.00           |
| 55,000           | LOWE'S COMPANIES INC<br>DTD 10/06/05 5.000 10/15/2015<br>CUSIP 548661CH8                           | 54,678.25<br>99.415       | 60,862.45<br>110.659         | 6.04<br>0.61           | 2,750<br>4.52                                | 351.39         |
| 55,000           | NABISCO INC DEB DTD 06/15/95<br>7.5500 06/15/2015<br>CUSIP 629527AU6                               | 57,144.45<br>103.899      | 64,445.70<br>117.174         | 6.40<br>0.65           | 4,153<br>6.44                                | 1,914.76       |
| 55,000           | SBC COMMUNICATIONS INC<br>DTD 03/19/01 6.250 03/15/2011<br>CUSIP 78387GAD5                         | 56,199.55<br>102.181      | 57,163.70<br>103.934         | 5.68<br>0.58           | 3,438<br>6.01                                | 725.69         |
| 55,000           | WAL-MART STORES INC<br>DTD 04/05/07 5.000 04/05/2012<br>CUSIP 931142CF8                            | 55,766.15<br>101.393      | 58,881.90<br>107.058         | 5.85<br>0.59           | 2,750<br>4.67                                | 427.78         |
|                  | TOTAL CORPORATE OBLIGATIONS                                                                        | 960,844.93                | 1,006,942.46                 | 100.00<br>10.13        | 44,030<br>4.37                               | 3,419.62       |
|                  | TOTAL FIXED INCOME SECURITIES                                                                      | 2,168,498.63              | 2,255,267.55                 | 100.00<br>22.69        | 109,855<br>4.87                              | 18,572.22      |

STATEMENT OF ASSETS AND LIABILITIES  
AS OF MAY 31, 2010MARIE ECCLES CAINE PRIVATE FDN  
ACCOUNT NUMBER 075080

## STATEMENT OF ASSETS AND LIABILITIES

| PAR VALUE/SHARES       | DESCRIPTION                                                    | COST VALUE<br>/ UNIT COST | MARKET VALUE<br>/ UNIT PRICE | % OF<br>CATEGORY TOTAL | ESTIMATED<br>ANNUAL INCOME/<br>CURRENT YIELD | ACCRUED INCOME |
|------------------------|----------------------------------------------------------------|---------------------------|------------------------------|------------------------|----------------------------------------------|----------------|
| <b>EQUITIES</b>        |                                                                |                           |                              |                        |                                              |                |
| <b>COMMON EQUITIES</b> |                                                                |                           |                              |                        |                                              |                |
| 620                    | ABBOTT LABS<br>CUSIP 002824100                                 | 32,340.19<br>52.162       | 29,487.20<br>47.560          | 0.41<br>0.30           | 1,091<br>3.70                                | 0.00           |
| 753                    | ADOBE SYS INC<br>CUSIP 00724F101                               | 17,553.49<br>23.311       | 24,156.24<br>32.080          | 0.34<br>0.24           | 0<br>0.00                                    | 0.00           |
| 824                    | AFLAC INC<br>CUSIP 001055102                                   | 55,570.56<br>67.440       | 36,503.20<br>44.300          | 0.51<br>0.37           | 923<br>2.53                                  | 233.52         |
| 1,286                  | ALLSTATE CORP<br>CUSIP 020002101                               | 69,115.31<br>53.744       | 39,390.18<br>30.630          | 0.55<br>0.40           | 1,029<br>2.61                                | 257.20         |
| 380                    | AMAZON COM INC COM<br>CUSIP 023135106                          | 28,015.35<br>73.725       | 47,674.80<br>125.460         | 0.67<br>0.48           | 0<br>0.00                                    | 0.00           |
| 12,652.608             | AMERICAN EUROPACIFIC GROWTH FUND<br>CLASS F<br>CUSIP 298706409 | 570,000.00<br>45.050      | 431,200.88<br>34.080         | 6.02<br>4.34           | 8,009<br>1.86                                | 0.00           |
| 6,860                  | AMR CORP DEL<br>CUSIP 001765106                                | 54,274.27<br>7.912        | 52,616.20<br>7.670           | 0.73<br>0.53           | 0<br>0.00                                    | 0.00           |
| 1,291                  | ANADARKO PETROLEUM CORP<br>CUSIP 032511107                     | 66,961.97<br>51.868       | 67,558.03<br>52.330          | 0.94<br>0.68           | 465<br>0.69                                  | 0.00           |
| 418                    | APACHE CORP<br>CUSIP 037411105                                 | 34,665.99<br>82.933       | 37,427.72<br>89.540          | 0.52<br>0.38           | 251<br>0.67                                  | 0.00           |
| 466                    | APPLE INC<br>CUSIP 037833100                                   | 42,513.36<br>91.230       | 119,706.08<br>256.880        | 1.67<br>1.20           | 0<br>0.00                                    | 0.00           |
| 3,456                  | AT & T INC<br>CUSIP 00206R102                                  | 118,972.32<br>34.425      | 83,980.80<br>24.300          | 1.17<br>0.85           | 5,806<br>6.91                                | 0.00           |

STATEMENT OF ASSETS AND LIABILITIES  
AS OF MAY 31, 2010MARIE ECCLES CAINE PRIVATE FDN  
ACCOUNT NUMBER 075080

## STATEMENT OF ASSETS AND LIABILITIES

| PAR VALUE / SHARES | DESCRIPTION                                      | COST VALUE<br>/ UNIT COST | MARKET VALUE<br>/ UNIT PRICE | % OF<br>CATEGORY TOTAL | ESTIMATED<br>ANNUAL INCOME /<br>CURRENT YIELD | ACCRUED INCOME |
|--------------------|--------------------------------------------------|---------------------------|------------------------------|------------------------|-----------------------------------------------|----------------|
| 1,835              | AUTODESK INC<br>CUSIP 052769106                  | 34,908.76<br>19.024       | 53,692.10<br>29.260          | 0.75<br>0.54           | 0<br>0.00                                     | 0.00           |
| 2,823              | B B & T CORP COM<br>CUSIP 054937107              | 95,395.68<br>33.792       | 85,367.52<br>30.240          | 1.19<br>0.86           | 1,694<br>1.98                                 | 0.00           |
| 4,366              | BANK OF AMERICA CORP<br>CUSIP 060505104          | 147,257.28<br>33.728      | 68,720.84<br>15.740          | 0.96<br>0.69           | 175<br>0.25                                   | 0.00           |
| 1,284              | BOEING CO<br>CUSIP 097023105                     | 106,645.60<br>83.057      | 82,407.12<br>64.180          | 1.15<br>0.83           | 2,157<br>2.62                                 | 547.68         |
| 2,510              | BRISTOL MYERS SQUIBB CO<br>CUSIP 110122108       | 76,361.23<br>30.423       | 58,257.10<br>23.210          | 0.81<br>0.59           | 3,213<br>5.52                                 | 0.00           |
| 1,272              | CATERPILLAR INC<br>CUSIP 149123101               | 90,420.20<br>71.085       | 77,286.72<br>60.760          | 1.08<br>0.78           | 2,137<br>2.77                                 | 0.00           |
| 1,081              | CHEVRON CORP<br>CUSIP 166764100                  | 90,375.99<br>83.604       | 79,853.47<br>73.870          | 1.11<br>0.80           | 3,113<br>3.90                                 | 792.72         |
| 4,342              | CISCO SYSTEMS INC<br>CUSIP 17275R102             | 115,659.26<br>26.637      | 100,560.72<br>23.160         | 1.40<br>1.01           | 0<br>0.00                                     | 0.00           |
| 20,000             | CITIGROUP INC<br>CUSIP 172967101                 | 63,000.00<br>3.150        | 79,200.00<br>3.960           | 1.11<br>0.80           | 0<br>0.00                                     | 0.00           |
| 938                | COCA COLA CO<br>CUSIP 191216100                  | 56,297.59<br>60.019       | 48,213.20<br>51.400          | 0.67<br>0.49           | 1,651<br>3.42                                 | 0.00           |
| 863                | COLGATE PALMOLIVE CO<br>CUSIP 194162103          | 57,629.68<br>66.778       | 67,391.67<br>78.090          | 0.94<br>0.68           | 1,830<br>2.72                                 | 0.00           |
| 1,233              | CONOCOPHILLIPS<br>CUSIP 20825C104                | 88,905.57<br>72.105       | 63,943.38<br>51.860          | 0.89<br>0.64           | 2,713<br>4.24                                 | 689.15         |
| 3,000              | CONTINENTAL AIRLINES INC CL B<br>CUSIP 210795308 | 40,699.50<br>13.567       | 63,300.00<br>21.100          | 0.88<br>0.64           | 0<br>0.00                                     | 0.00           |



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|------------------|-----------------------------------------------------------------------|---------------------------|------------------------------|------------------------|----------------------------------------------|----------------|
| 1,695            | DU PONT E I DE NEMOURS & CO<br>CUSIP 263534109                        | 85,478.85<br>50.430       | 61,308.15<br>36.170          | 0.86<br>0.62           | 2,780<br>4.53                                | 707.25         |
| 1,467            | EMERSON ELECTRIC CO<br>CUSIP 291011104                                | 68,391.98<br>46.620       | 68,127.48<br>46.440          | 0.95<br>0.69           | 1,966<br>2.89                                | 501.50         |
| 1,880            | EQUITY RESIDENTIAL PPTYS TR SH BEN<br>INT<br>CUSIP 29476L107          | 73,034.01<br>38.848       | 84,844.40<br>45.130          | 1.18<br>0.85           | 2,538<br>2.99                                | 0.00           |
| 1,879            | EXXON MOBIL CORPORATION<br>CUSIP 30231G102                            | 107,525.51<br>57.225      | 113,604.34<br>60.460         | 1.59<br>1.14           | 3,307<br>2.91                                | 839.96         |
| 790              | FREEMONT-MCMORAN COPPER & GOLD INC<br>COMMON STOCK<br>CUSIP 35671D857 | 23,343.71<br>29.549       | 55,339.50<br>70.050          | 0.77<br>0.56           | 474<br>0.86                                  | 0.00           |
| 56,233           | GENERAL ELECTRIC CO<br>CUSIP 369604103                                | 327,293.64<br>5.820       | 919,409.55<br>16.350         | 12.83<br>9.25          | 22,493<br>2.45                               | 0.00           |
| 1,041            | GENERAL MILLS INC<br>CUSIP 370334104                                  | 61,653.95<br>59.226       | 74,150.43<br>71.230          | 1.03<br>0.75           | 2,040<br>2.75                                | 0.00           |
| 631              | GOLDMAN SACHS GROUP INC<br>CUSIP 38141G104                            | 116,671.63<br>184.900     | 91,028.06<br>144.260         | 1.27<br>0.92           | 883<br>0.97                                  | 220.85         |
| 169              | GOOGLE INC<br>CL A<br>CUSIP 38259P508                                 | 80,135.61<br>474.175      | 82,071.47<br>485.630         | 1.15<br>0.83           | 0<br>0.00                                    | 0.00           |
| 2,007            | HEWLETT PACKARD CO<br>CUSIP 428236103                                 | 90,980.98<br>45.332       | 92,342.07<br>46.010          | 1.29<br>0.93           | 642<br>0.70                                  | 0.00           |
| 4,758            | INTEL CORP<br>COMM<br>CUSIP 458140100                                 | 112,517.78<br>23.648      | 101,916.36<br>21.420         | 1.42<br>1.03           | 2,998<br>2.94                                | 761.99         |

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| PAR VALUE / SHARES | DESCRIPTION                                                       | COST VALUE<br>/ UNIT COST | MARKET VALUE<br>/ UNIT PRICE | % OF         |          | ESTIMATED<br>ANNUAL INCOME /<br>CURRENT YIELD | ACCRUED INCOME |
|--------------------|-------------------------------------------------------------------|---------------------------|------------------------------|--------------|----------|-----------------------------------------------|----------------|
|                    |                                                                   |                           |                              | TOTAL        | CATEGORY |                                               |                |
| 682                | INTERNATIONAL BUSINESS MACHS CORP<br>COM<br>CUSIP 459200101       | 81,460.27<br>119.443      | 85,427.32<br>125.260         | 1.19<br>0.86 |          | 1,773<br>2.08                                 | 449.80         |
| 6,313              | ISHARES MSCI EAFE<br>CUSIP 464287465                              | 369,300.32<br>58.498      | 305,044.16<br>48.320         | 4.26<br>3.07 |          | 9,097<br>2.98                                 | 0.00           |
| 5,968              | ISHARES TR MSCI EMERGING MARKETS<br>INDEX FUND<br>CUSIP 464287234 | 199,660.63<br>33.455      | 227,380.80<br>38.100         | 3.17<br>2.29 |          | 3,473<br>1.53                                 | 0.00           |
| 1,367              | JOHNSON & JOHNSON<br>CUSIP 478160104                              | 88,805.92<br>64.964       | 79,696.10<br>58.300          | 1.11<br>0.80 |          | 2,953<br>3.71                                 | 738.18         |
| 2,726              | JPMORGAN CHASE & CO<br>CUSIP 46625H100                            | 113,472.35<br>41.626      | 107,895.08<br>39.580         | 1.51<br>1.09 |          | 545<br>0.51                                   | 0.00           |
| 1,099              | KIMBERLY CLARK CORP COM<br>CUSIP 494368103                        | 76,927.92<br>69.998       | 66,709.30<br>60.700          | 0.93<br>0.67 |          | 2,901<br>4.35                                 | 0.00           |
| 930                | KOHL'S CORP<br>CUSIP 500255104                                    | 39,081.29<br>42.023       | 47,197.50<br>50.750          | 0.66<br>0.47 |          | 0<br>0.00                                     | 0.00           |
| 2,600              | LENNAR CORPORATION CLASS A COMMON<br>CUSIP 526057104              | 53,892.80<br>20.728       | 44,980.00<br>17.300          | 0.63<br>0.45 |          | 416<br>0.92                                   | 0.00           |
| 2,031              | LOWES COS INC<br>CUSIP 548661107                                  | 62,351.70<br>30.700       | 50,267.25<br>24.750          | 0.70<br>0.51 |          | 731<br>1.45                                   | 0.00           |
| 1,438              | MCDONALDS CORP<br>CUSIP 580135101                                 | 74,660.96<br>51.920       | 96,159.06<br>66.870          | 1.34<br>0.97 |          | 3,164<br>3.29                                 | 790.90         |
| 1,441              | MERCK & CO INC NEW<br>CUSIP 58933Y105                             | 68,151.92<br>47.295       | 48,547.29<br>33.690          | 0.68<br>0.49 |          | 2,190<br>4.51                                 | 0.00           |
| 4,327              | MICROSOFT CORP<br>CUSIP 594918104                                 | 122,425.67<br>28.293      | 111,636.60<br>25.800         | 1.56<br>1.12 |          | 2,250<br>2.02                                 | 572.91         |

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|------------------|---------------------------------------------------------|---------------------------|------------------------------|------------------------|----------------------------------------------|----------------|
| 2,150            | MORGAN STANLEY<br>COM<br>CUSIP 617446448                | 56,436.80<br>26.250       | 58,286.50<br>27.110          | 0.81<br>0.59           | 430<br>0.74                                  | 0.00           |
| 716              | OCCIDENTAL PETE CORP<br>CUSIP 674599105                 | 40,769.04<br>56.940       | 59,077.16<br>82.510          | 0.82<br>0.59           | 1,088<br>1.84                                | 0.00           |
| 2,236            | ORACLE CORPORATION<br>CUSIP 68389X105                   | 45,270.44<br>20.246       | 50,466.52<br>22.570          | 0.70<br>0.51           | 447<br>0.89                                  | 0.00           |
| 5,082            | PFIZER INC<br>CUSIP 717081103                           | 131,162.83<br>25.809      | 77,398.86<br>15.230          | 1.08<br>0.78           | 3,659<br>4.73                                | 930.96         |
| 1,676            | PNC FINANCIAL SERVICES GROUP<br>CUSIP 693475105         | 100,276.07<br>59.831      | 105,169.00<br>62.750         | 1.47<br>1.06           | 670<br>0.64                                  | 0.00           |
| 1,311            | PROCTER & GAMBLE CO<br>CUSIP 742718109                  | 90,642.77<br>69.140       | 80,088.99<br>61.090          | 1.12<br>0.81           | 2,526<br>3.15                                | 0.00           |
| 900              | ROCKWELL COLLINS<br>CUSIP 774341101                     | 55,204.56<br>61.338       | 52,506.00<br>58.340          | 0.73<br>0.53           | 864<br>1.65                                  | 220.80         |
| 3,130            | SEMICONDUCTOR HOLDERS TR<br>DEP RCPT<br>CUSIP 816636203 | 57,317.80<br>18.312       | 85,824.60<br>27.420          | 1.20<br>0.86           | 1,396<br>1.63                                | 0.00           |
| 2,650            | SPDR SERIES TRUST<br>S & P HOMEBUILD<br>CUSIP 78464A888 | 36,080.55<br>13.615       | 45,633.00<br>17.220          | 0.64<br>0.46           | 345<br>0.76                                  | 0.00           |
| 2,172            | T ROWE PRICE GROUP INC<br>CUSIP 74144T108               | 126,492.01<br>58.238      | 107,557.44<br>49.520         | 1.50<br>1.08           | 2,346<br>2.18                                | 0.00           |
| 2,520            | TOLL BROS INC<br>CUSIP 889478103                        | 50,692.82<br>20.116       | 53,096.40<br>21.070          | 0.74<br>0.53           | 0<br>0.00                                    | 0.00           |
| 800              | UNION PACIFIC CORP<br>CUSIP 907818108                   | 40,092.96<br>50.116       | 57,144.00<br>71.430          | 0.80<br>0.58           | 1,056<br>1.85                                | 264.00         |

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|-----------------------|-----------------------------------------------------------------------------------------------|---------------------------|------------------------------|-----------------|-----------------------------------------------|----------------|
| 1,025                 | UNITED PARCEL SERVICE-CL B<br>CUSIP 911312106                                                 | 73,545.87<br>71.752       | 64,329.00<br>62.760          | 0.90<br>0.65    | 1,927<br>3.00                                 | 491.15         |
| 1,050                 | UNITED STS STL CORP NEW<br>COM<br>CUSIP 912909108                                             | 41,668.51<br>39.684       | 49,570.50<br>47.210          | 0.69<br>0.50    | 210<br>0.42                                   | 53.50          |
| 1,303                 | UNITED TECHNOLOGIES CORP<br>CUSIP 913017109                                                   | 89,985.18<br>69.060       | 87,796.14<br>67.380          | 1.22<br>0.88    | 2,215<br>2.52                                 | 562.28         |
| 3,739                 | US BANCORP DEL NEW<br>CUSIP 902973304                                                         | 85,769.66<br>22.939       | 89,586.44<br>23.960          | 1.25<br>0.90    | 748<br>0.83                                   | 0.00           |
| 1,682                 | VIACOM INC NEW<br>CL B<br>CUSIP 92553P201                                                     | 69,009.89<br>41.028       | 56,532.02<br>33.610          | 0.79<br>0.57    | 0<br>0.00                                     | 0.00           |
| 1,442                 | WAL MART STORES INC<br>CUSIP 931142103                                                        | 65,126.24<br>45.164       | 72,907.52<br>50.560          | 1.02<br>0.73    | 1,745<br>2.39                                 | 445.28         |
| 2,772                 | WALT DISNEY CO<br>CUSIP 254687106                                                             | 98,802.04<br>35.643       | 92,640.24<br>33.420          | 1.29<br>0.93    | 970<br>1.05                                   | 0.00           |
| 31,209.513            | WELLS FARGO ADVANTAGE SMALL CAP<br>OPPORTUNITIES FUND<br>ADMIN CLASS - #84<br>CUSIP 94975G488 | 983,747.56<br>31.521      | 908,821.02<br>29.120         | 12.68<br>9.14   | 687<br>0.08                                   | 0.00           |
| TOTAL COMMON EQUITIES |                                                                                               | 6,988,852.15              | 7,167,408.79                 | 100.00<br>72.12 | 129,200<br>1.80                               | 11,071.58      |
| OTHER EQUITIES        |                                                                                               |                           |                              |                 |                                               |                |
| 1,130                 | ACCENTURE PLC<br>CUSIP G1151C101                                                              | 47,885.22<br>42.376       | 42,397.60<br>37.520          | 17.18<br>0.43   | 848<br>2.00                                   | 0.00           |
| 738                   | BHP BILLITON LIMITED - ADR<br>SPONSORED ADR<br>CUSIP 088606108                                | 27,283.86<br>36.970       | 47,851.92<br>64.840          | 19.39<br>0.48   | 1,225<br>2.56                                 | 0.00           |



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|------------------------------------------------------------|--------------------------------------------------------------------------|---------------------------|------------------------------|------------------------|----------------------------------------------|----------------|
| 410                                                        | POTASH CORP SASK<br>CUSIP 73755L107                                      | 50,469.49<br>123.096      | 40,667.90<br>99.190          | 16.48<br>0.41          | 164<br>0.40                                  | 0.00           |
| 989                                                        | SCHLUMBERGER LTD<br>CUSIP 806857108                                      | 94,059.78<br>95.106       | 55,532.35<br>56.150          | 22.51<br>0.56          | 831<br>1.50                                  | 207.69         |
| 1,100                                                      | TEVA PHARMACEUTICAL INDUSTRIES - ADR<br>SPONSORED ADR<br>CUSIP 881624209 | 49,583.98<br>45.076       | 60,302.00<br>54.820          | 24.44<br>0.61          | 635<br>1.05                                  | 182.73         |
| TOTAL OTHER EQUITIES                                       |                                                                          | 269,282.33                | 246,751.77                   | 100.00<br>2.48         | 3,703<br>1.50                                | 390.42         |
| TOTAL EQUITIES                                             |                                                                          | 7,258,134.48              | 7,414,160.56                 | 100.00<br>74.60        | 132,903<br>1.79                              | 11,462.00      |
| REAL ESTATE/MINERAL INTERESTS                              |                                                                          |                           |                              |                        |                                              |                |
| 1                                                          | 691 EAST 500 NORTH LOGAN, UT<br>SFR<br>LOGAN, UT 84321<br>06-054-0001    | 131,000.00<br>131,000.000 | 236,000.00<br>236,000.000    | 100.00<br>2.37         | 0<br>0.00                                    | 0.00           |
| TOTAL REAL ESTATE/MINERAL INTERESTS                        |                                                                          | 131,000.00                | 236,000.00                   | 100.00<br>2.37         | 0<br>0.00                                    | 0.00           |
| TOTAL INVESTMENTS                                          |                                                                          | 9,590,216.36              | 9,938,011.36                 | 100.00<br>100.00       | 242,763<br>2.44                              | 30,034.50      |
| TOTAL ACCRUALS                                             |                                                                          | 30,034.50                 | 30,034.50                    |                        |                                              |                |
| TOTAL INVESTMENTS AND ACCRUALS                             |                                                                          | 9,620,250.86              | 9,968,045.86                 |                        | 242,763<br>2.44                              | 30,034.50      |
| CHANGE IN ASSETS - THIS PERIOD                             |                                                                          |                           |                              |                        |                                              |                |
| UNREALIZED APPRECIATION/DEPRECIATION - END OF PERIOD       |                                                                          | \$                        |                              |                        | 0.00                                         |                |
| UNREALIZED APPRECIATION/DEPRECIATION - BEGINNING OF PERIOD |                                                                          | \$                        |                              |                        | 0.00                                         |                |
| NET CHANGE THIS PERIOD                                     |                                                                          | \$                        |                              |                        | 0.00                                         |                |

Statement A

**MARIE ECCLES CAINE FOUNDATION - RUSSELL FAMILY 075080**

**EIN: 94-2764258**

Utah Attorney General does not require and prefers that we do not furnish a copy of Form 990PF to their office

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

| Index                       |   | Check "X" if Sale of Security | Description               | CUSIP #   | Purchaser | Check "X" if Purchaser is a Business | Date Acquired | Acquisition Method | Totals      |                                |                  |  |
|-----------------------------|---|-------------------------------|---------------------------|-----------|-----------|--------------------------------------|---------------|--------------------|-------------|--------------------------------|------------------|--|
|                             |   |                               |                           |           |           |                                      |               |                    | Gross Sales | Cost, Other Basis and Expenses | Net Gain or Loss |  |
| Long Term CG Distributions  |   |                               |                           |           |           |                                      |               |                    | 857,783     | 774,081                        | 83,702           |  |
| Short Term CG Distributions |   |                               |                           |           |           |                                      |               |                    | 0           | 0                              | 0                |  |
| Amount                      |   |                               |                           |           |           |                                      |               |                    | 0           | 0                              | 0                |  |
| 13,545                      |   |                               |                           |           |           |                                      |               |                    | 0           | 0                              | 0                |  |
| 1                           | X |                               | HEWLETT PACKARD CO        | 428236103 |           |                                      | 11/13/2007    |                    |             |                                |                  |  |
| 2                           | X |                               | INTEL CORP                | 458140100 |           |                                      | 7/16/2007     |                    |             |                                |                  |  |
| 3                           | X |                               | INTERNATIONAL BUSINESS M  | 459200101 |           |                                      | 3/24/2008     |                    |             |                                |                  |  |
| 4                           | X |                               | IBM CORP 4 250% 9/1       | 459200AZ4 |           |                                      | 1/24/2003     |                    |             |                                |                  |  |
| 5                           | X |                               | ISHARES BARCLAYS TIPS BO  | 464287176 |           |                                      | 2/13/2006     |                    |             |                                |                  |  |
| 6                           | X |                               | ISHARES BARCLAYS TIPS BO  | 464287176 |           |                                      | 2/13/2006     |                    |             |                                |                  |  |
| 7                           | X |                               | ISHARES IBOX \$ INV GR CO | 464287242 |           |                                      | 4/28/2010     |                    |             |                                |                  |  |
| 8                           | X |                               | ISHARES BARCLAYS MBS BO   | 464288588 |           |                                      | 3/7/2008      |                    |             |                                |                  |  |
| 9                           | X |                               | JPMORGAN CHASE & CO       | 46625H100 |           |                                      | 9/26/2008     |                    |             |                                |                  |  |
| 10                          | X |                               | JOHNSON & JOHNSON         | 478160104 |           |                                      | 11/13/2007    |                    |             |                                |                  |  |
| 11                          | X |                               | KIMBERLY CLARK CORP COM   | 494368103 |           |                                      | 8/22/2007     |                    |             |                                |                  |  |
| 12                          | X |                               | KOHL'S CORP               | 500255104 |           |                                      | 1/28/2008     |                    |             |                                |                  |  |
| 13                          | X |                               | LENNAR CORPORATION CLA    | 526057104 |           |                                      | 4/26/2010     |                    |             |                                |                  |  |
| 14                          | X |                               | GNMA #455817 7% 10/       | 36208NK69 |           |                                      | 9/18/1997     |                    |             |                                |                  |  |
| 15                          | X |                               | GNMA #455817 7% 10/       | 36208NK69 |           |                                      | 9/18/1997     |                    |             |                                |                  |  |
| 16                          | X |                               | LOWES COS INC             | 548661107 |           |                                      | 7/5/2007      |                    |             |                                |                  |  |
| 17                          | X |                               | MCDONALDS CORP            | 580135101 |           |                                      | 6/12/2007     |                    |             |                                |                  |  |
| 18                          | X |                               | MERCK & CO INC NEW        | 58933Y105 |           |                                      | 11/13/2007    |                    |             |                                |                  |  |
| 19                          | X |                               | MICROSOFT CORP            | 594918104 |           |                                      | 5/28/2008     |                    |             |                                |                  |  |
| 20                          | X |                               | MICROSOFT CORP            | 594918104 |           |                                      | 5/28/2008     |                    |             |                                |                  |  |
| 21                          | X |                               | MORGAN STANLEY            | 617446448 |           |                                      | 11/2/2009     |                    |             |                                |                  |  |
| 22                          | X |                               | OCCIDENTAL PETE CORP      | 674599105 |           |                                      | 6/12/2007     |                    |             |                                |                  |  |
| 23                          | X |                               | ORACLE CORPORATION        | 68389X105 |           |                                      | 5/28/2008     |                    |             |                                |                  |  |
| 24                          | X |                               | ORACLE CORPORATION        | 68389X105 |           |                                      | 5/28/2008     |                    |             |                                |                  |  |
| 25                          | X |                               | PNC FINANCIAL SERVICES G  | 693475105 |           |                                      | 7/5/2007      |                    |             |                                |                  |  |
| 26                          | X |                               | PFIZER INC                | 717081103 |           |                                      | 7/17/2007     |                    |             |                                |                  |  |
| 27                          | X |                               | GENERAL MILLS INC         | 370334104 |           |                                      | 6/26/2007     |                    |             |                                |                  |  |
| 28                          | X |                               | GILEAD SCIENCES INC       | 375558103 |           |                                      | 2/17/2009     |                    |             |                                |                  |  |
| 29                          | X |                               | GOLDMAN SACHS GROUP INC   | 38141G104 |           |                                      | 6/26/2007     |                    |             |                                |                  |  |
| 30                          | X |                               | POTASH CORP SASK          | 73755L107 |           |                                      | 4/24/2007     |                    |             |                                |                  |  |
| 31                          | X |                               | POTASH CORP SASK          | 73755L107 |           |                                      | 1/6/2010      |                    |             |                                |                  |  |
| 32                          | X |                               | T ROWE PRICE GROUP INC    | 74144T108 |           |                                      | 10/2/2007     |                    |             |                                |                  |  |
| 33                          | X |                               | PROCTER & GAMBLE CO       | 742718109 |           |                                      | 11/13/2007    |                    |             |                                |                  |  |
| 34                          | X |                               | ROCKWELL COLLINS          | 774341101 |           |                                      | 5/28/2008     |                    |             |                                |                  |  |
| 35                          | X |                               | SCHLUMBERGER LTD          | 806857108 |           |                                      | 5/28/2008     |                    |             |                                |                  |  |
| 36                          | X |                               | TEVA PHARMACEUTICAL IND   | 881624209 |           |                                      | 2/17/2009     |                    |             |                                |                  |  |
| 37                          | X |                               | TOLL BROS INC             | 889478103 |           |                                      | 3/12/2010     |                    |             |                                |                  |  |
| 38                          | X |                               | US BANCORP DEL NEW        | 902973304 |           |                                      | 9/26/2008     |                    |             |                                |                  |  |
| 39                          | X |                               | UNION PACIFIC CORP        | 907818108 |           |                                      | 5/20/2009     |                    |             |                                |                  |  |
| 40                          | X |                               | UNITED PARCEL SERVICE-CL  | 911312106 |           |                                      | 11/13/2007    |                    |             |                                |                  |  |
| 41                          | X |                               | AT & T INC                | 00206R102 |           |                                      | 1/18/2007     |                    |             |                                |                  |  |
| 42                          | X |                               | ABBOTT LABS               | 002824100 |           |                                      | 12/10/2008    |                    |             |                                |                  |  |
| 43                          | X |                               | ADOBE SYS INC             | 00724F101 |           |                                      | 12/10/2008    |                    |             |                                |                  |  |
| 44                          | X |                               | ALLSTATE CORP             | 020002101 |           |                                      | 4/15/2005     |                    |             |                                |                  |  |
| 45                          | X |                               | AMAZON COM INC COM        | 023135106 |           |                                      | 7/17/2007     |                    |             |                                |                  |  |
| 46                          | X |                               | AMAZON COM INC COM        | 023135106 |           |                                      | 7/17/2007     |                    |             |                                |                  |  |
| 47                          | X |                               | AMAZON COM INC COM        | 023135106 |           |                                      | 7/17/2007     |                    |             |                                |                  |  |
| 48                          | X |                               | AMAZON COM INC COM        | 023135106 |           |                                      | 7/17/2007     |                    |             |                                |                  |  |
| 49                          | X |                               | ANADARKO PETROLEUM CO     | 032511107 |           |                                      | 6/4/2007      |                    |             |                                |                  |  |

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

| Totals      |                               |                            |           |           |                                      |               |                    |            |             |                                |                  |                                           |                  |
|-------------|-------------------------------|----------------------------|-----------|-----------|--------------------------------------|---------------|--------------------|------------|-------------|--------------------------------|------------------|-------------------------------------------|------------------|
| Securities  |                               |                            |           |           |                                      |               |                    |            |             |                                |                  |                                           |                  |
| Other sales |                               |                            |           |           |                                      |               |                    |            |             |                                |                  |                                           |                  |
| 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 | Cost, Other Basis and Expenses | Valuation Method | Expense of Sale and Cost of Improve-ments | Net Gain or Loss |
|             |                               |                            |           |           |                                      |               |                    |            | 857,783     | 774,081                        |                  |                                           |                  |
| 50          | X                             | APACHE CORP                | 037411105 |           |                                      | 6/4/2007      |                    | 5/25/2010  | 853         | 829                            |                  |                                           |                  |
| 51          | X                             | APPLE INC                  | 037833100 |           |                                      | 12/10/2008    |                    | 1/6/2010   | 25,322      | 11,676                         |                  |                                           |                  |
| 52          | X                             | APPLE INC                  | 037833100 |           |                                      | 12/10/2008    |                    | 5/25/2010  | 2,394       | 973                            |                  |                                           |                  |
| 53          | X                             | AUTODESK INC               | 052769106 |           |                                      | 1/7/2009      |                    | 5/25/2010  | 848         | 602                            |                  |                                           |                  |
| 54          | X                             | B B & T CORP COM           | 054937107 |           |                                      | 5/17/2007     |                    | 5/25/2010  | 1,482       | 2,130                          |                  |                                           |                  |
| 55          | X                             | BANK OF AMERICA CORP       | 060505104 |           |                                      | 9/13/2007     |                    | 5/25/2010  | 1,197       | 3,992                          |                  |                                           |                  |
| 56          | X                             | BAXTER INTL INC            | 071813109 |           |                                      | 7/20/2009     |                    | 4/26/2010  | 44,416      | 49,894                         |                  |                                           |                  |
| 57          | X                             | BHP BILLITON LIMITED - ADR | 088606108 |           |                                      | 10/30/2008    |                    | 12/18/2009 | 12,413      | 6,285                          |                  |                                           |                  |
| 58          | X                             | BHP BILLITON LIMITED - ADR | 088606108 |           |                                      | 10/30/2008    |                    | 5/25/2010  | 598         | 370                            |                  |                                           |                  |
| 59          | X                             | BOEING CO                  | 097023105 |           |                                      | 6/4/2007      |                    | 5/25/2010  | 1,237       | 1,999                          |                  |                                           |                  |
| 60          | X                             | BRISTOL MYERS SQUIBB CO    | 110122108 |           |                                      | 6/4/2007      |                    | 5/25/2010  | 899         | 1,217                          |                  |                                           |                  |
| 61          | X                             | BROCADE COMMUNICATIONS     | 111621306 |           |                                      | 3/25/2009     |                    | 1/6/2010   | 42,240      | 17,873                         |                  |                                           |                  |
| 62          | X                             | CVS/CAREMARK CORPORATI     | 126650100 |           |                                      | 4/15/2005     |                    | 11/11/2009 | 42,490      | 37,244                         |                  |                                           |                  |
| 63          | X                             | CATERPILLAR INC            | 149123101 |           |                                      | 6/12/2007     |                    | 5/25/2010  | 1,144       | 1,573                          |                  |                                           |                  |
| 64          | X                             | CHEVRON CORP               | 166764100 |           |                                      | 11/13/2007    |                    | 5/25/2010  | 1,418       | 1,685                          |                  |                                           |                  |
| 65          | X                             | CISCO SYSTEMS INC          | 17275R102 |           |                                      | 11/21/2006    |                    | 5/25/2010  | 1,828       | 2,159                          |                  |                                           |                  |
| 66          | X                             | CITIGROUP INC              | 172967101 |           |                                      | 12/16/2009    |                    | 5/25/2010  | 1,277       | 1,102                          |                  |                                           |                  |
| 67          | X                             | COCA COLA CO               | 191216100 |           |                                      | 11/13/2007    |                    | 5/25/2010  | 1,006       | 1,206                          |                  |                                           |                  |
| 68          | X                             | COLGATE PALMOLIVE CO       | 194162103 |           |                                      | 8/22/2007     |                    | 5/25/2010  | 774         | 668                            |                  |                                           |                  |
| 69          | X                             | CONOCOPHILLIPS             | 20825C104 |           |                                      | 5/28/2008     |                    | 5/25/2010  | 972         | 1,807                          |                  |                                           |                  |
| 70          | X                             | CONTINENTAL AIRLS INC CL   | 210795308 |           |                                      | 11/11/2009    |                    | 12/18/2009 | 1,672       | 1,357                          |                  |                                           |                  |
| 71          | X                             | CONTINENTAL AIRLS INC CL   | 210795308 |           |                                      | 11/11/2009    |                    | 5/25/2010  | 948         | 678                            |                  |                                           |                  |
| 72          | X                             | WALT DISNEY CO             | 254687106 |           |                                      | 5/9/2007      |                    | 5/25/2010  | 1,587       | 1,782                          |                  |                                           |                  |
| 73          | X                             | DOMINION RES INC VA        | 25746U109 |           |                                      | 8/22/2007     |                    | 3/23/2010  | 48,672      | 53,392                         |                  |                                           |                  |
| 74          | X                             | DU PONT E I DE NEMOURS &   | 263534109 |           |                                      | 6/12/2007     |                    | 5/25/2010  | 1,032       | 1,513                          |                  |                                           |                  |
| 75          | X                             | EMERSON ELECTRIC CO        | 291011104 |           |                                      | 8/22/2007     |                    | 5/25/2010  | 1,333       | 1,399                          |                  |                                           |                  |
| 76          | X                             | EQUITY RESIDENTIAL PPTYS   | 29476L107 |           |                                      | 9/13/2007     |                    | 5/25/2010  | 1,267       | 1,206                          |                  |                                           |                  |
| 77          | X                             | EXELON CORPORATION         | 30161N101 |           |                                      | 5/17/2007     |                    | 3/12/2010  | 20,088      | 34,962                         |                  |                                           |                  |
| 78          | X                             | EXXON MOBIL CORPORATION    | 30231G102 |           |                                      | 4/15/2005     |                    | 11/2/2009  | 28,787      | 23,076                         |                  |                                           |                  |
| 79          | X                             | EXXON MOBIL CORPORATION    | 30231G102 |           |                                      | 4/15/2005     |                    | 5/25/2010  | 1,759       | 1,731                          |                  |                                           |                  |
| 80          | X                             | FREEMPORT-MCMORAN COPP     | 35671D857 |           |                                      | 1/7/2009      |                    | 12/18/2009 | 17,585      | 6,796                          |                  |                                           |                  |
| 81          | X                             | FREEMPORT-MCMORAN COPP     | 35671D857 |           |                                      | 1/7/2009      |                    | 5/25/2010  | 642         | 295                            |                  |                                           |                  |
| 82          | X                             | GNMA POOL #417833 7 000    | 36206QEE4 |           |                                      | 6/25/1998     |                    | 6/15/2009  | 59          | 59                             |                  |                                           |                  |
| 83          | X                             | GNMA POOL #417833 7 000    | 36206QEE4 |           |                                      | 6/25/1998     |                    | 7/15/2009  | 59          | 60                             |                  |                                           |                  |
| 84          | X                             | AFLAC INC                  | 001055102 |           |                                      | 4/17/2008     |                    | 5/25/2010  | 412         | 674                            |                  |                                           |                  |
| 85          | X                             | AMR CORP DEL               | 001765106 |           |                                      | 4/26/2010     |                    | 5/25/2010  | 816         | 949                            |                  |                                           |                  |
| 86          | X                             | GNMA POOL #417833 7 000    | 36206QEE4 |           |                                      | 6/25/1998     |                    | 8/15/2009  | 60          | 60                             |                  |                                           |                  |
| 87          | X                             | GNMA POOL #417833 7 000    | 36206QEE4 |           |                                      | 6/25/1998     |                    | 9/15/2009  | 60          | 61                             |                  |                                           |                  |
| 88          | X                             | GNMA POOL #417833 7 000    | 36206QEE4 |           |                                      | 6/25/1998     |                    | 10/15/2009 | 60          | 61                             |                  |                                           |                  |
| 89          | X                             | GNMA POOL #417833 7 000    | 36206QEE4 |           |                                      | 6/25/1998     |                    | 11/15/2009 | 61          | 61                             |                  |                                           |                  |
| 90          | X                             | GNMA POOL #417833 7 000    | 36206QEE4 |           |                                      | 6/25/1998     |                    | 12/15/2009 | 61          | 62                             |                  |                                           |                  |
| 91          | X                             | GNMA POOL #417833 7 000    | 36206QEE4 |           |                                      | 6/25/1998     |                    | 12/25/2009 | 61          | 62                             |                  |                                           |                  |
| 92          | X                             | GNMA POOL #417833 7 000    | 36206QEE4 |           |                                      | 6/25/1998     |                    | 2/15/2010  | 62          | 62                             |                  |                                           |                  |
| 93          | X                             | GNMA POOL #417833 7 000    | 36206QEE4 |           |                                      | 6/25/1998     |                    | 3/15/2010  | 62          | 63                             |                  |                                           |                  |
| 94          | X                             | GNMA POOL #417833 7 000    | 36206QEE4 |           |                                      | 6/25/1998     |                    | 4/15/2010  | 63          | 63                             |                  |                                           |                  |
| 95          | X                             | GNMA POOL #417833 7 000    | 36206QEE4 |           |                                      | 6/25/1998     |                    | 5/15/2010  | 63          | 64                             |                  |                                           |                  |
| 96          | X                             | GNMA POOL #422463 7 000    | 36206VJG3 |           |                                      | 11/26/1996    |                    | 6/15/2009  | 44          | 43                             |                  |                                           |                  |
| 97          | X                             | GNMA POOL #422463 7 000    | 36206VJG3 |           |                                      | 11/26/1996    |                    | 7/15/2009  | 703         | 680                            |                  |                                           |                  |
| 98          | X                             | GNMA POOL #422463 7 000    | 36206VJG3 |           |                                      | 11/26/1996    |                    | 8/15/2009  | 45          | 44                             |                  |                                           |                  |

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

| Totals                      |                               |                          |           |           |                                      |               |                    |            |             |                                |                  |              |
|-----------------------------|-------------------------------|--------------------------|-----------|-----------|--------------------------------------|---------------|--------------------|------------|-------------|--------------------------------|------------------|--------------|
| Securities                  |                               |                          |           |           |                                      |               |                    |            |             |                                |                  |              |
| Other sales                 |                               |                          |           |           |                                      |               |                    |            |             |                                |                  |              |
| 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 | Cost, Other Basis and Expenses | Net Gain or Loss |              |
|                             |                               |                          |           |           |                                      |               |                    |            | Price       | Other Basis                    | Valuation Method | Depreciation |
| 99                          | X                             | GNMA POOL #422463 7 0009 | 36206VJG3 |           |                                      | 11/26/1996    |                    | 9/15/2009  | 39          | 38                             |                  |              |
| 100                         | X                             | GNMA POOL #422463 7 0009 | 36206VJG3 |           |                                      | 11/26/1996    |                    | 10/15/2009 | 42          | 41                             |                  |              |
| 101                         | X                             | GNMA POOL #422463 7 0009 | 36206VJG3 |           |                                      | 11/26/1996    |                    | 11/15/2009 | 37          | 35                             |                  |              |
| 102                         | X                             | GNMA POOL #422463 7 0009 | 36206VJG3 |           |                                      | 11/26/1996    |                    | 12/15/2009 | 36          | 35                             |                  |              |
| 103                         | X                             | GNMA POOL #422463 7 0009 | 36206VJG3 |           |                                      | 11/26/1996    |                    | 12/25/2009 | 40          | 38                             |                  |              |
| 104                         | X                             | GNMA POOL #422463 7 0009 | 36206VJG3 |           |                                      | 11/26/1996    |                    | 2/15/2010  | 33          | 32                             |                  |              |
| 105                         | X                             | GNMA POOL #422463 7 0009 | 36206VJG3 |           |                                      | 11/26/1996    |                    | 3/15/2010  | 37          | 36                             |                  |              |
| 106                         | X                             | GNMA POOL #422463 7 0009 | 36206VJG3 |           |                                      | 11/26/1996    |                    | 4/15/2010  | 37          | 36                             |                  |              |
| 107                         | X                             | GNMA POOL #422463 7 0009 | 36206VJG3 |           |                                      | 11/26/1996    |                    | 5/15/2010  | 41          | 39                             |                  |              |
| 108                         | X                             | GNMA #455817 7% 10/      | 36208NK69 |           |                                      | 9/18/1997     |                    | 6/15/2009  | 23          | 23                             |                  |              |
| 109                         | X                             | GNMA #455817 7% 10/      | 36208NK69 |           |                                      | 9/18/1997     |                    | 7/15/2009  | 24          | 24                             |                  |              |
| 110                         | X                             | GNMA #455817 7% 10/      | 36208NK69 |           |                                      | 9/18/1997     |                    | 8/15/2009  | 24          | 24                             |                  |              |
| 111                         | X                             | GNMA #455817 7% 10/      | 36208NK69 |           |                                      | 9/18/1997     |                    | 9/15/2009  | 24          | 24                             |                  |              |
| 112                         | X                             | GNMA #455817 7% 10/      | 36208NK69 |           |                                      | 9/18/1997     |                    | 10/15/2009 | 24          | 24                             |                  |              |
| 113                         | X                             | GNMA #455817 7% 10/      | 36208NK69 |           |                                      | 9/18/1997     |                    | 11/15/2009 | 24          | 24                             |                  |              |
| 114                         | X                             | GNMA #455817 7% 10/      | 36208NK69 |           |                                      | 9/18/1997     |                    | 12/15/2009 | 24          | 24                             |                  |              |
| 115                         | X                             | GNMA #455817 7% 10/      | 36208NK69 |           |                                      | 9/18/1997     |                    | 12/25/2009 | 25          | 25                             |                  |              |
| 116                         | X                             | UNITED STS STL CORP NEW  | 912909108 |           |                                      | 1/2/2009      |                    | 5/25/2010  | 898         | 794                            |                  |              |
| 117                         | X                             | UNITED TECHNOLOGIES COF  | 913017109 |           |                                      | 5/17/2007     |                    | 5/25/2010  | 1,303       | 1,381                          |                  |              |
| 118                         | X                             | VIACOM INC NEW           | 92553P201 |           |                                      | 5/13/2005     |                    | 5/25/2010  | 221         | 293                            |                  |              |
| 119                         | X                             | VIACOM INC NEW           | 92553P201 |           |                                      | 9/13/2005     |                    | 5/25/2010  | 726         | 957                            |                  |              |
| 120                         | X                             | WAL MART STORES INC      | 931142103 |           |                                      | 11/13/2007    |                    | 5/25/2010  | 1,503       | 1,386                          |                  |              |
| 121                         | X                             | WELLS FARGO & CO 8 00% P | 949748879 |           |                                      | 2/6/2008      |                    | 10/23/2009 | 28,528      | 29,918                         |                  |              |
| 122                         | X                             | ACCENTURE PLC            | G1151C101 |           |                                      | 3/23/2010     |                    | 5/25/2010  | 751         | 848                            |                  |              |
| 123                         | X                             | TRANSCOCEAN LTD          | H8817H100 |           |                                      | 1/28/2008     |                    | 5/24/2010  | 12,997      | 28,930                         |                  |              |
| 124                         | X                             | TRANSCOCEAN LTD          | H8817H100 |           |                                      | 12/10/2008    |                    | 5/24/2010  | 15,391      | 15,418                         |                  |              |
| 125                         | X                             | GNMA #455817 7% 10/      | 36208NK69 |           |                                      | 9/18/1997     |                    | 2/15/2010  | 25          | 25                             |                  |              |
| 126                         | X                             | GNMA #455817 7% 10/      | 36208NK69 |           |                                      | 9/18/1997     |                    | 3/15/2010  | 25          | 25                             |                  |              |
| 127                         | X                             | SECTION 1250             |           |           |                                      |               |                    |            | 371         |                                |                  |              |
| Amount                      |                               |                          |           |           |                                      |               |                    |            | 857,783     |                                | 774,081          | 83,702       |
| Long Term CG Distributions  |                               |                          |           |           |                                      |               |                    |            | 0           |                                | 0                | 0            |
| Short Term CG Distributions |                               |                          |           |           |                                      |               |                    |            |             |                                |                  |              |

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

|    | Description          | Revenue<br>and Expenses<br>per Books | Net Investment<br>Income | Adjusted<br>Net Income | Disbursements<br>for Charitable<br>Purposes |
|----|----------------------|--------------------------------------|--------------------------|------------------------|---------------------------------------------|
| 1  | FOREIGN TAX WITHHELD | 2,630                                | 2,630                    |                        |                                             |
| 2  | REAL ESTATE TAXES    | 1,027                                |                          |                        |                                             |
| 3  |                      |                                      |                          |                        |                                             |
| 4  |                      |                                      |                          |                        |                                             |
| 5  |                      |                                      |                          |                        |                                             |
| 6  |                      |                                      |                          |                        |                                             |
| 7  |                      |                                      |                          |                        |                                             |
| 8  |                      |                                      |                          |                        |                                             |
| 9  |                      |                                      |                          |                        |                                             |
| 10 |                      |                                      |                          |                        |                                             |
|    |                      | 3,657                                | 2,630                    |                        | 0                                           |

Amount of depreciation included in cost of goods sold \_\_\_\_\_

**Line 19 (990-PF) - Depreciation and Depletion**

|    |                       | 6,791            |                          | 6,791         |                        | 6,791                                    |                                      | 0                           |                           |
|----|-----------------------|------------------|--------------------------|---------------|------------------------|------------------------------------------|--------------------------------------|-----------------------------|---------------------------|
|    | Description           | Date<br>Acquired | Method of<br>Computation | Asset<br>Life | Cost or<br>Other Basis | Beginning<br>Accumulated<br>Depreciation | Revenue<br>and Expenses<br>per Books | Net<br>Investment<br>Income | Adjusted<br>Net<br>Income |
| 1  | SEE ATTACHED SCHEDULE | VARIOUS          | STRAIGHT LINE            | 39            | 264,879                | 57,629                                   | 6,791                                | 6,791                       |                           |
| 2  |                       |                  |                          |               |                        | 0                                        |                                      |                             |                           |
| 3  |                       |                  |                          |               |                        | 0                                        |                                      |                             |                           |
| 4  |                       |                  |                          |               |                        | 0                                        |                                      |                             |                           |
| 5  |                       |                  |                          |               |                        | 0                                        |                                      |                             |                           |
| 6  |                       |                  |                          |               |                        | 0                                        |                                      |                             |                           |
| 7  |                       |                  |                          |               |                        | 0                                        |                                      |                             |                           |
| 8  |                       |                  |                          |               |                        | 0                                        |                                      |                             |                           |
| 9  |                       |                  |                          |               |                        | 0                                        |                                      |                             |                           |
| 10 |                       |                  |                          |               |                        | 0                                        |                                      |                             |                           |

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

|    | Description                          | Revenue and<br>Expenses<br>per Books | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements<br>for Charitable<br>Purposes |
|----|--------------------------------------|--------------------------------------|--------------------------|------------------------|---------------------------------------------|
| 1  | Amortization. See attached statement | 0                                    | 0                        | 0                      | 0                                           |
| 2  | WELLS FARGO FEES AS AGENT            | 45,482                               | 34,112                   |                        | 11,370                                      |
| 3  | INVESTMENT FEES                      | 180                                  | 180                      |                        |                                             |
| 4  | RENTAL EXPENSES                      | 9,017                                | 9,017                    |                        |                                             |
| 5  |                                      |                                      |                          |                        |                                             |
| 6  |                                      |                                      |                          |                        |                                             |
| 7  |                                      |                                      |                          |                        |                                             |
| 8  |                                      |                                      |                          |                        |                                             |
| 9  |                                      |                                      |                          |                        |                                             |
| 10 |                                      |                                      |                          |                        |                                             |

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

|    | Description       | Num Shares/<br>Face Value | Book Value<br>Beg. of Year | Book Value<br>End of Year | FMV<br>Beg. of Year | FMV<br>End of Year |
|----|-------------------|---------------------------|----------------------------|---------------------------|---------------------|--------------------|
| 1  | PRIOR YEAR        |                           | 7,376,854                  | 7,258,134                 | 0                   | 7,414,161          |
| 2  | SEE ATTACHED STMT |                           | 7,376,854                  | 7,258,134                 |                     | 7,414,161          |
| 3  |                   |                           |                            |                           |                     |                    |
| 4  |                   |                           |                            |                           |                     |                    |
| 5  |                   |                           |                            |                           |                     |                    |
| 6  |                   |                           |                            |                           |                     |                    |
| 7  |                   |                           |                            |                           |                     |                    |
| 8  |                   |                           |                            |                           |                     |                    |
| 9  |                   |                           |                            |                           |                     |                    |
| 10 |                   |                           |                            |                           |                     |                    |

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

|    |                   | 2,153,404                  | 2,168,499                 | 0                   | 2,255,268          |
|----|-------------------|----------------------------|---------------------------|---------------------|--------------------|
|    | Description       | Book Value<br>Beg. of Year | Book Value<br>End of Year | FMV<br>Beg. of Year | FMV<br>End of Year |
| 1  | PRIOR YEAR        |                            |                           |                     |                    |
| 2  | SEE ATTACHED STMT | 2,153,404                  | 2,168,499                 |                     | 2,255,268          |
| 3  |                   |                            |                           |                     |                    |
| 4  |                   |                            |                           |                     |                    |
| 5  |                   |                            |                           |                     |                    |
| 6  |                   |                            |                           |                     |                    |
| 7  |                   |                            |                           |                     |                    |
| 8  |                   |                            |                           |                     |                    |
| 9  |                   |                            |                           |                     |                    |
| 10 |                   |                            |                           |                     |                    |

**Part II, Line 14 (990-PF) - Land, Buildings, and Equipment**

|    |                  | 264,879                | 57,629                                      | 64,420                                     | 207,250                    | 200,459                   | 236,000            |
|----|------------------|------------------------|---------------------------------------------|--------------------------------------------|----------------------------|---------------------------|--------------------|
|    | Item or Category | Cost or<br>Other Basis | Accumulated<br>Depreciation<br>Beg. of Year | Accumulated<br>Depreciation<br>End of Year | Book Value<br>Beg. of Year | Book Value<br>End of Year | FMV<br>End of Year |
| 1  | SEE ATTACHED     | 264,879                | 57,629                                      | 64,420                                     | 207,250                    | 200,459                   | 236,000            |
| 2  |                  |                        |                                             |                                            | 0                          | 0                         |                    |
| 3  |                  |                        |                                             |                                            | 0                          | 0                         |                    |
| 4  |                  |                        |                                             |                                            | 0                          | 0                         |                    |
| 5  |                  |                        |                                             |                                            | 0                          | 0                         |                    |
| 6  |                  |                        |                                             |                                            | 0                          | 0                         |                    |
| 7  |                  |                        |                                             |                                            | 0                          | 0                         |                    |
| 8  |                  |                        |                                             |                                            | 0                          | 0                         |                    |
| 9  |                  |                        |                                             |                                            | 0                          | 0                         |                    |
| 10 |                  |                        |                                             |                                            | 0                          | 0                         |                    |

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

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

|   |                                            |   |         |
|---|--------------------------------------------|---|---------|
| 1 | MUTUAL FUND TIMING DIFFERENCE              | 1 | 2,437   |
| 2 | RETURN OF CHARITABLE CONTRIBUTIONS         | 2 | 12,000  |
| 3 | EXCESS FMV OVER COST OF ASSETS CONTRIBUTED | 3 | 270,279 |
| 4 | Total                                      | 4 | 284,716 |

---

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

|   |                       |   |       |
|---|-----------------------|---|-------|
| 1 | COST BASIS ADJUSTMENT | 1 | 1,268 |
| 2 | Total                 | 2 | 1,268 |

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[illegible]

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

| Amount                      |                                    |           |              |               |            |                   |                      |                                          |              |                      |                               |                               |                                                         |
|-----------------------------|------------------------------------|-----------|--------------|---------------|------------|-------------------|----------------------|------------------------------------------|--------------|----------------------|-------------------------------|-------------------------------|---------------------------------------------------------|
| 13,545                      |                                    |           |              |               |            |                   |                      |                                          |              |                      |                               |                               |                                                         |
| 0                           |                                    |           |              |               |            |                   |                      |                                          |              |                      |                               |                               |                                                         |
| Long Term CG Distributions  |                                    |           |              |               |            |                   |                      |                                          |              |                      |                               |                               |                                                         |
| Short Term CG Distributions |                                    |           |              |               |            |                   |                      |                                          |              |                      |                               |                               |                                                         |
|                             | 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 |
| 61                          | BROCADE COMMUNICATIONS SYSTEM      | 111621306 |              | 3/25/2009     | 1/6/2010   | 42,240            | 0                    | 17,873                                   | 24,367       |                      |                               | 0                             | 24,367                                                  |
| 62                          | CVS/CAREMARK CORPORATION           | 126650100 |              | 4/15/2005     | 11/11/2009 | 42,490            | 0                    | 37,244                                   | 5,246        |                      |                               | 0                             | 5,246                                                   |
| 63                          | CATERPILLAR INC                    | 149123101 |              | 6/12/2007     | 5/25/2010  | 1,144             | 0                    | 1,573                                    | -429         |                      |                               | 0                             | -429                                                    |
| 64                          | CHEVRON CORP                       | 166764100 |              | 11/13/2007    | 5/25/2010  | 1,418             | 0                    | 1,685                                    | -267         |                      |                               | 0                             | -267                                                    |
| 65                          | CISCO SYSTEMS INC                  | 17275R102 |              | 11/21/2006    | 5/25/2010  | 1,828             | 0                    | 2,159                                    | -331         |                      |                               | 0                             | -331                                                    |
| 66                          | CITIGROUP INC                      | 172967101 |              | 12/16/2009    | 5/25/2010  | 1,277             | 0                    | 1,102                                    | 175          |                      |                               | 0                             | 175                                                     |
| 67                          | COCA COLA CO                       | 191216100 |              | 11/13/2007    | 5/25/2010  | 1,006             | 0                    | 1,206                                    | -200         |                      |                               | 0                             | -200                                                    |
| 68                          | COLGATE PALMOLIVE CO               | 194162103 |              | 8/22/2007     | 5/25/2010  | 774               | 0                    | 668                                      | 106          |                      |                               | 0                             | 106                                                     |
| 69                          | CONOCOPHILLIPS                     | 20825C104 |              | 5/28/2008     | 5/25/2010  | 972               | 0                    | 1,807                                    | -835         |                      |                               | 0                             | -835                                                    |
| 70                          | CONTINENTAL AIRL'S INC CL B        | 210795308 |              | 11/11/2009    | 12/18/2009 | 1,672             | 0                    | 1,357                                    | 315          |                      |                               | 0                             | 315                                                     |
| 71                          | CONTINENTAL AIRL'S INC CL B        | 210795308 |              | 11/11/2009    | 5/25/2010  | 948               | 0                    | 678                                      | 270          |                      |                               | 0                             | 270                                                     |
| 72                          | WALT DISNEY CO                     | 254687106 |              | 5/9/2007      | 5/25/2010  | 1,587             | 0                    | 1,782                                    | -195         |                      |                               | 0                             | -195                                                    |
| 73                          | DOMINION RES INC VA                | 25746U109 |              | 8/22/2007     | 3/23/2010  | 48,672            | 0                    | 53,392                                   | -4,720       |                      |                               | 0                             | -4,720                                                  |
| 74                          | DU PONT E I DE NEMOURS & CO        | 263534109 |              | 6/12/2007     | 5/25/2010  | 1,032             | 0                    | 1,513                                    | -481         |                      |                               | 0                             | -481                                                    |
| 75                          | EMERSON ELECTRIC CO                | 291011104 |              | 8/22/2007     | 5/25/2010  | 1,333             | 0                    | 1,399                                    | -66          |                      |                               | 0                             | -66                                                     |
| 76                          | EQUITY RESIDENTIAL PPTY'S TR SH BE | 29476L107 |              | 5/17/2007     | 3/12/2010  | 1,267             | 0                    | 1,206                                    | 61           |                      |                               | 0                             | 61                                                      |
| 77                          | EXELON CORPORATION                 | 30161N101 |              | 4/15/2005     | 11/2/2009  | 20,088            | 0                    | 34,962                                   | -14,874      |                      |                               | 0                             | -14,874                                                 |
| 78                          | EXXON MOBIL CORPORATION            | 30231G102 |              | 4/15/2005     | 11/2/2009  | 28,787            | 0                    | 23,076                                   | 5,711        |                      |                               | 0                             | 5,711                                                   |
| 79                          | EXXON MOBIL CORPORATION            | 30231G102 |              | 4/15/2005     | 5/25/2010  | 1,759             | 0                    | 1,731                                    | 28           |                      |                               | 0                             | 28                                                      |
| 80                          | FREEPORT-MCMORAN COPPER & GOL      | 35671D857 |              | 17/2009       | 12/18/2009 | 17,585            | 0                    | 6,796                                    | 10,789       |                      |                               | 0                             | 10,789                                                  |
| 81                          | FREEPORT-MCMORAN COPPER & GOL      | 35671D857 |              | 17/2009       | 5/25/2010  | 642               | 0                    | 295                                      | 347          |                      |                               | 0                             | 347                                                     |
| 82                          | GNMA POOL #417833 7 000% 1/15/26   | 36206QEE4 |              | 6/25/1998     | 6/15/2009  | 59                | 0                    | 59                                       | 0            |                      |                               | 0                             | 0                                                       |
| 83                          | GNMA POOL #417833 7 000% 1/15/26   | 36206QEE4 |              | 6/25/1998     | 7/15/2009  | 59                | 0                    | 60                                       | -1           |                      |                               | 0                             | -1                                                      |
| 84                          | AFLAC INC                          | 001055102 |              | 4/17/2008     | 5/25/2010  | 412               | 0                    | 674                                      | -262         |                      |                               | 0                             | -262                                                    |
| 85                          | AMR CORP DEL                       | 001765106 |              | 4/26/2010     | 5/25/2010  | 816               | 0                    | 949                                      | -133         |                      |                               | 0                             | -133                                                    |
| 86                          | GNMA POOL #417833 7 000% 1/15/26   | 36206QEE4 |              | 6/25/1998     | 8/15/2009  | 60                | 0                    | 60                                       | 0            |                      |                               | 0                             | 0                                                       |
| 87                          | GNMA POOL #417833 7 000% 1/15/26   | 36206QEE4 |              | 6/25/1998     | 9/15/2009  | 60                | 0                    | 61                                       | -1           |                      |                               | 0                             | -1                                                      |
| 88                          | GNMA POOL #417833 7 000% 1/15/26   | 36206QEE4 |              | 6/25/1998     | 10/15/2009 | 60                | 0                    | 61                                       | -1           |                      |                               | 0                             | -1                                                      |
| 89                          | GNMA POOL #417833 7 000% 1/15/26   | 36206QEE4 |              | 6/25/1998     | 11/15/2009 | 61                | 0                    | 61                                       | 0            |                      |                               | 0                             | 0                                                       |
| 90                          | GNMA POOL #417833 7 000% 1/15/26   | 36206QEE4 |              | 6/25/1998     | 12/15/2009 | 61                | 0                    | 62                                       | -1           |                      |                               | 0                             | -1                                                      |
| 91                          | GNMA POOL #417833 7 000% 1/15/26   | 36206QEE4 |              | 6/25/1998     | 12/25/2009 | 61                | 0                    | 62                                       | -1           |                      |                               | 0                             | -1                                                      |
| 92                          | GNMA POOL #417833 7 000% 1/15/26   | 36206QEE4 |              | 6/25/1998     | 2/15/2010  | 62                | 0                    | 62                                       | 0            |                      |                               | 0                             | 0                                                       |
| 93                          | GNMA POOL #417833 7 000% 1/15/26   | 36206QEE4 |              | 6/25/1998     | 3/15/2010  | 62                | 0                    | 63                                       | -1           |                      |                               | 0                             | -1                                                      |
| 94                          | GNMA POOL #417833 7 000% 1/15/26   | 36206QEE4 |              | 6/25/1998     | 4/15/2010  | 63                | 0                    | 63                                       | 0            |                      |                               | 0                             | 0                                                       |
| 95                          | GNMA POOL #417833 7 000% 1/15/26   | 36206QEE4 |              | 6/25/1998     | 5/15/2010  | 63                | 0                    | 64                                       | -1           |                      |                               | 0                             | -1                                                      |
| 96                          | GNMA POOL #422463 7 000% 3/15/26   | 36206VJG3 |              | 11/26/1996    | 6/15/2009  | 44                | 0                    | 43                                       | 1            |                      |                               | 0                             | 1                                                       |
| 97                          | GNMA POOL #422463 7 000% 3/15/26   | 36206VJG3 |              | 11/26/1996    | 7/15/2009  | 703               | 0                    | 680                                      | 23           |                      |                               | 0                             | 23                                                      |
| 98                          | GNMA POOL #422463 7 000% 3/15/26   | 36206VJG3 |              | 11/26/1996    | 8/15/2009  | 45                | 0                    | 44                                       | 1            |                      |                               | 0                             | 1                                                       |
| 99                          | GNMA POOL #422463 7 000% 3/15/26   | 36206VJG3 |              | 11/26/1996    | 9/15/2009  | 39                | 0                    | 38                                       | 1            |                      |                               | 0                             | 1                                                       |
| 100                         | GNMA POOL #422463 7 000% 3/15/26   | 36206VJG3 |              | 11/26/1996    | 10/15/2009 | 42                | 0                    | 41                                       | 1            |                      |                               | 0                             | 1                                                       |
| 101                         | GNMA POOL #422463 7 000% 3/15/26   | 36206VJG3 |              | 11/26/1996    | 11/15/2009 | 37                | 0                    | 35                                       | 2            |                      |                               | 0                             | 2                                                       |
| 102                         | GNMA POOL #422463 7 000% 3/15/26   | 36206VJG3 |              | 11/26/1996    | 12/15/2009 | 36                | 0                    | 35                                       | 1            |                      |                               | 0                             | 1                                                       |
| 103                         | GNMA POOL #422463 7 000% 3/15/26   | 36206VJG3 |              | 11/26/1996    | 12/25/2009 | 40                | 0                    | 38                                       | 2            |                      |                               | 0                             | 2                                                       |
| 104                         | GNMA POOL #422463 7 000% 3/15/26   | 36206VJG3 |              | 11/26/1996    | 2/15/2010  | 33                | 0                    | 32                                       | 1            |                      |                               | 0                             | 1                                                       |
| 105                         | GNMA POOL #422463 7 000% 3/15/26   | 36206VJG3 |              | 11/26/1996    | 3/15/2010  | 37                | 0                    | 36                                       | 1            |                      |                               | 0                             | 1                                                       |
| 106                         | GNMA POOL #422463 7 000% 3/15/26   | 36206VJG3 |              | 11/26/1996    | 4/15/2010  | 37                | 0                    | 36                                       | 1            |                      |                               | 0                             | 1                                                       |
| 107                         | GNMA POOL #422463 7 000% 3/15/26   | 36206VJG3 |              | 11/26/1996    | 5/15/2010  | 41                | 0                    | 39                                       | 2            |                      |                               | 0                             | 2                                                       |
| 108                         | GNMA #455817 7% 10/15/27           | 36208NK69 |              | 9/18/1997     | 6/15/2009  | 23                | 0                    | 23                                       | 0            |                      |                               | 0                             | 0                                                       |
| 109                         | GNMA #455817 7% 10/15/27           | 36208NK69 |              | 9/18/1997     | 7/15/2009  | 24                | 0                    | 24                                       | 0            |                      |                               | 0                             | 0                                                       |
| 110                         | GNMA #455817 7% 10/15/27           | 36208NK69 |              | 9/18/1997     | 8/15/2009  | 24                | 0                    | 24                                       | 0            |                      |                               | 0                             | 0                                                       |
| 111                         | GNMA #455817 7% 10/15/27           | 36208NK69 |              | 9/18/1997     | 9/15/2009  | 24                | 0                    | 24                                       | 0            |                      |                               | 0                             | 0                                                       |
| 112                         | GNMA #455817 7% 10/15/27           | 36208NK69 |              | 9/18/1997     | 10/15/2009 | 24                | 0                    | 24                                       | 0            |                      |                               | 0                             | 0                                                       |
| 113                         | GNMA #455817 7% 10/15/27           | 36208NK69 |              | 9/18/1997     | 11/15/2009 | 24                | 0                    | 24                                       | 0            |                      |                               | 0                             | 0                                                       |
| 114                         | GNMA #455817 7% 10/15/27           | 36208NK69 |              | 9/18/1997     | 12/15/2009 | 24                | 0                    | 24                                       | 0            |                      |                               | 0                             | 0                                                       |
| 115                         | GNMA #455817 7% 10/15/27           | 36208NK69 |              | 9/18/1997     | 12/25/2009 | 25                | 0                    | 25                                       | 0            |                      |                               | 0                             | 0                                                       |
| 116                         | UNITED STS STL CORP NEW            | 912909108 |              | 1/2/2009      | 5/25/2010  | 898               | 0                    | 794                                      | 104          |                      |                               | 0                             | 104                                                     |
| 117                         | UNITED TECHNOLOGIES CORP           | 913017109 |              | 5/17/2007     | 5/25/2010  | 1,303             | 0                    | 1,381                                    | -78          |                      |                               | 0                             | -78                                                     |
| 118                         | VIACOM INC NEW                     | 92553P201 |              | 5/13/2005     | 5/25/2010  | 221               | 0                    | 293                                      | -72          |                      |                               | 0                             | -72                                                     |
| 119                         | VIACOM INC NEW                     | 92553P201 |              | 9/13/2005     | 5/25/2010  | 726               | 0                    | 957                                      | -231         |                      |                               | 0                             | -231                                                    |
| 120                         | WAL MART STORES INC                | 931142103 |              | 11/13/2007    | 5/25/2010  | 1,503             | 0                    | 1,386                                    | 117          |                      |                               | 0                             | 117                                                     |

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

|     |                            | Long Term CG Distributions | Short Term CG Distributions | Amount        |            | Totals | Gross Sales Price | Depreciation Allowed | Cost or Other Basis Plus Expense of Sale | Gain or Loss | FMV as of 12/31/69 | Adjusted Basis as of 12/31/69 | Excess of FMV Over Adj Basis | Gains Minus Excess of FMV Over Adjusted Basis or Losses |
|-----|----------------------------|----------------------------|-----------------------------|---------------|------------|--------|-------------------|----------------------|------------------------------------------|--------------|--------------------|-------------------------------|------------------------------|---------------------------------------------------------|
|     |                            |                            |                             | 13,545        | 0          |        |                   |                      |                                          |              |                    |                               |                              |                                                         |
|     | Kind(s) of Property Sold   | CUSIP #                    | How Acquired                | Date Acquired | Date Sold  |        |                   |                      |                                          |              |                    |                               |                              |                                                         |
| 121 | WELLS FARGO & CO 8.00% PFD | 949746879                  |                             | 2/6/2008      | 10/23/2009 |        | 28,528            |                      | 29,918                                   | -1,390       |                    |                               |                              | 70,157                                                  |
| 122 | ACCENTURE PLC              | G1151C101                  |                             | 3/23/2010     | 5/25/2010  |        | 751               |                      | 848                                      | -97          |                    |                               |                              | -97                                                     |
| 123 | TRANSOCEAN LTD             | H8817H100                  |                             | 1/28/2008     | 5/24/2010  |        | 12,997            |                      | 28,930                                   | -15,933      |                    |                               |                              | -15,933                                                 |
| 124 | TRANSOCEAN LTD             | H8817H100                  |                             | 12/10/2008    | 5/24/2010  |        | 15,391            |                      | 15,418                                   | -27          |                    |                               |                              | -27                                                     |
| 125 | GNMA #455817               | 36208NK69                  |                             | 9/18/1997     | 2/15/2010  |        | 25                |                      | 25                                       | 0            |                    |                               |                              | 0                                                       |
| 126 | GNMA #455817               | 36208NK69                  |                             | 9/18/1997     | 3/15/2010  |        | 25                |                      | 25                                       | 0            |                    |                               |                              | 0                                                       |
| 127 | SECTION 1250               |                            |                             |               |            |        | 371               |                      | 0                                        | 371          |                    |                               |                              | 371                                                     |

45.482

[illegible]



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

|                                        | Date | Amount |
|----------------------------------------|------|--------|
| 1 Credit from prior year return        | 1    | 4,980  |
| 2 First quarter estimated tax payment  | 2    | 0      |
| 3 Second quarter estimated tax payment | 3    | 0      |
| 4 Third quarter estimated tax payment  | 4    | 0      |
| 5 Fourth quarter estimated tax payment | 5    | 0      |
| 6 Other payments                       | 6    | 0      |
| 7 Total                                | 7    | 4,980  |

**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  | 729,896 |
| 2  |                                                                                                  | 2  |         |
| 3  |                                                                                                  | 3  |         |
| 4  |                                                                                                  | 4  |         |
| 5  |                                                                                                  | 5  |         |
| 6  |                                                                                                  | 6  |         |
| 7  |                                                                                                  | 7  |         |
| 8  |                                                                                                  | 8  |         |
| 9  |                                                                                                  | 9  |         |
| 10 | Total                                                                                            | 10 | 729,896 |

**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

1 NONE

2

3

4

5

6

7

8

9

10

List Managers who own 10% or more of the stock  
of a corporation of which the foundation has a 10%  
or greater interest

NONE

**Assets by Classification - 990PF**

5/31/2010 MARIE ECCLES CAINE FOUNDATION - RUSSELL FAMILY 075080 94-2764258

| Item No                    | Description of Property<br>**** indicates SOLD | Date Placed In Service | Asset Code | Bus Use % | Cost or Other Basis | Sec 179 Deduction | Special Allowance | Salvage Value | Recovery Basis | Recovery Period | Method | Conv Code | Prior Accum Deprec, 179, Bonus | 2009 Deprec | 2009 Accum Deprec |
|----------------------------|------------------------------------------------|------------------------|------------|-----------|---------------------|-------------------|-------------------|---------------|----------------|-----------------|--------|-----------|--------------------------------|-------------|-------------------|
| <b>Unclassified Assets</b> |                                                |                        |            |           |                     |                   |                   |               |                |                 |        |           |                                |             |                   |
| 1                          | 691 EAST 500 NORTH                             | 1/1/2005               |            | 100.00%   | 174,962             | 0                 | 0                 | 0             | 174,962        | 39              | SL     |           | 51,528                         | 4,486       | 56,014            |
| 2                          | PARKING LOT                                    | 1/1/2007               |            | 100.00%   | 28,249              | 0                 | 0                 | 0             | 28,249         | 39              | SL     |           | 1,962                          | 724         | 2,686             |
| 3                          | PARKING LOT                                    | 1/1/2007               |            | 100.00%   | 58,000              | 0                 | 0                 | 0             | 58,000         | 39              | SL     |           | 3,905                          | 1,487       | 5,392             |
| 4                          | PARKING LOT                                    | 1/1/2007               |            | 100.00%   | 2,613               | 0                 | 0                 | 0             | 2,613          | 39              | SL     |           | 170                            | 67          | 237               |
| 5                          | PARKING LOT                                    | 6/1/2007               |            | 100.00%   | 1,055               | 0                 | 0                 | 0             | 1,055          | 39              | SL     |           | 64                             | 27          | 91                |
| Total Unclassified Assets  |                                                |                        |            |           | 264,879             | 0                 | 0                 | 0             | 264,879        |                 |        |           | 57,629                         | 6,791       | 64,420            |
| SubTotals                  |                                                |                        |            |           |                     |                   |                   |               |                |                 |        |           |                                |             |                   |
| Less Assets Sold           |                                                |                        |            |           | 264,879             | 0                 | 0                 | 0             | 264,879        |                 |        |           | 57,629                         | 6,791       | 64,420            |
| Ending Totals              |                                                |                        |            |           | ( 0 )               | ( 0 )             | ( 0 )             | ( 0 )         | ( 0 )          |                 |        |           | ( 0 )                          | ( 0 )       | ( 0 )             |
|                            |                                                |                        |            |           | 264,879             | 0                 | 0                 | 0             | 264,879        |                 |        |           | 57,629                         | 6,791       | 64,420            |

**Detail Report**

5/31/2010 MARIE ECCLES CAINE FOUNDATION - RUSSELL FAMILY 075080 94-2764258

| 990PF   |                         | 264,879                |            |           |                     |                        |                   |               |                |          |                         | 264,879 |                 | 57,629              |           |
|---------|-------------------------|------------------------|------------|-----------|---------------------|------------------------|-------------------|---------------|----------------|----------|-------------------------|---------|-----------------|---------------------|-----------|
| Item No | Description of Property | Date Placed in Service | Asset Code | Bus Use % | Cost or Other Basis | Less Sec 179 Deduction | Special Allowance | Salvage Value | Recovery Basis | AMT Type | Recovery Period (years) | Method  | Convention Code | Prior Accum Deprec. | 179 Bonus |
| 1       | 691 EAST 500 NORTH      | 1/1/2005               |            | 100.00%   | 174,962             | 0                      | 0                 | 0             | 174,962        |          | 39                      | SL      |                 | 51,528              |           |
| 2       | PARKING LOT             | 1/1/2007               |            | 100.00%   | 28,249              | 0                      | 0                 | 0             | 28,249         |          | 39                      | SL      |                 | 1,962               |           |
| 3       | PARKING LOT             | 1/1/2007               |            | 100.00%   | 58,000              | 0                      | 0                 | 0             | 58,000         |          | 39                      | SL      |                 | 3,905               |           |
| 4       | PARKING LOT             | 1/1/2007               |            | 100.00%   | 2,613               | 0                      | 0                 | 0             | 2,613          |          | 39                      | SL      |                 | 170                 |           |
| 5       | PARKING LOT             | 6/1/2007               |            | 100.00%   | 1,055               | 0                      | 0                 | 0             | 1,055          |          | 39                      | SL      |                 | 64                  |           |

**Detail Report**

| 990PF   |                         | 6,791                  |                     | 64,420            |  |
|---------|-------------------------|------------------------|---------------------|-------------------|--|
| Item No | Description of Property | Date Placed in Service | 2009 Current Deprec | 2009 Accum Deprec |  |
| 1       | 691 EAST 500 NORTH      | 1/1/2005               | 4,486               | 56,014            |  |
| 2       | PARKING LOT             | 1/1/2007               | 724                 | 2,686             |  |
| 3       | PARKING LOT             | 1/1/2007               | 1,487               | 5,392             |  |
| 4       | PARKING LOT             | 1/1/2007               | 67                  | 237               |  |
| 5       | PARKING LOT             | 6/1/2007               | 27                  | 91                |  |