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ENVELOPE POSTMARK DATE OCT 14 2010

Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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

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

OMB No 1545-0052

2009

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: BENEDICT, BEATRICE HARRIS T/U/W

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank, N A Trust Tax Dep - P O Box 63954, MAC A0
Room/suite:

City or town, state, and ZIP code: SAN FRANCISCO CA 94163

A Employer identification number: 95-6446354

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)* ▶ $ 138,301

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	5,625	5,563		
	5a Gross rents		0		
	b Net rental income or (loss) 0				
	6a Net gain or (loss) from sale of assets not on line 10	10,516			
	b Gross sales price for all assets on line 6a 47,911				
	7 Capital gain net income (from Part IV, line 2)		10,516		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances 0				
	b Less Cost of goods sold 0				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	0	0	0	
	12 **Total.** Add lines 1 through 11	16,141	16,079	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	3	1	0	2
	b Accounting fees (attach schedule)	738	0	0	738
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	179	49	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,613	1,209	0	404
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,533	1,259	0	1,144
	25 Contributions, gifts, grants paid	5,428			5,428
	26 **Total expenses and disbursements** Add lines 24 and 25	7,961	1,259	0	6,572
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	8,180			
	b **Net investment income** (if negative, enter -0-)		14,820		
	c **Adjusted net income** (if negative, enter -0-)			0	

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

(HTA)

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		0	
	2	Savings and temporary cash investments	4,329	2,194	2,194
	3	Accounts receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	8	Inventories for sale or use		0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	38,859	40,051
	c	Investments—corporate bonds (attach schedule)	0	70,146	73,649
	11	Investments—land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	119,232	19,717	22,407
	14	Land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶)	0	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	123,561	130,916	138,301
Liabilities	17	Accounts payable and accrued expenses		0	
	18	Grants payable			
	19	Deferred revenue		0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	123,561	130,916	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	123,561	130,916	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	123,561	130,916	

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	123,561
2	Enter amount from Part I, line 27a	2	8,180
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,446
4	Add lines 1, 2, and 3	4	133,187
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,155
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	132,032

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	10,516
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	1,456

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	4,166	128,892	0 032322
2007			0 000000
2006			0 000000
2005			0 000000
2004			0 000000

2 **Total** of line 1, column (d)	2	0 032322
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 032322
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	136,040
5 Multiply line 4 by line 3	5	4,397
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	148
7 Add lines 5 and 6	7	4,545
8 Enter qualifying distributions from Part XII, line 4	8	6,572

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	148
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	148
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	148
6 Credits/Payments				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	65		
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	65
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	0
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	83
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	0
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 0 **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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Wells Fargo Bank, N A Trust Tax Dep Telephone no ▶ (800) 352-3705

Located at ▶ P O Box 63954, MAC A0330-011 SAN FRANCISCO CA ZIP+4 ▶ 94163

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

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		5b	N/A	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes ☒ No			
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? *If "Yes" to 6b, file Form 8870*		6b		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A Trust Tax Dep P O Box 63954, MAC A0330-011 SAN FRANC	TRUSTEE 4 00	1,577	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

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	
All other program-related investments See page 24 of the instructions 3	0
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	134,078
b	Average of monthly cash balances	1b	4,034
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	138,112
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	138,112
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	2,072
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	136,040
6	**Minimum investment return.** Enter 5% of line 5	6	6,802

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	6,802
2a	Tax on investment income for 2009 from Part VI, line 5	2a	148		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	148
3	Distributable amount before adjustments Subtract line 2c from line 1			3	6,654
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	6,654
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	6,654

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	6,572
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	6,572
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	148
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,424

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				6,654
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			2,214	
b	Total for prior years 20____, 20____, 20___		0		
3	Excess distributions carryover, if any, to 2009				
a	From 2004 NONE				
b	From 2005 NONE				
c	From 2006 NONE				
d	From 2007 NONE				
e	From 2008 NONE				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 6,572				
a	Applied to 2008, but not more than line 2a			2,214	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d	Applied to 2009 distributable amount				4,358
e	Remaining amount distributed out of corpus	0			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6	**Enter the net total of each column as indicated below.**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				2,296
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2005 0				
b	Excess from 2006 0				
c	Excess from 2007 0				
d	Excess from 2008 0				
e	Excess from 2009 0				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ 3a	5,428
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	5,625	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	10,516	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		16,141	0

13 Total. Add line 12, columns (b), (d), and (e) 13 16,141

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

John N Sulentic | 9/28/2010 | VP AND TRUST OFFICER

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date 9/28/2010	Check if self-employed ☒	Preparer's identifying number (see **Signature** on page 30 of the instructions) P00364310
Firm's name (or yours if self-employed), address, and ZIP code	PRICEWATERHOUSECOOPERS, LLP		EIN 13-4008324
	600 GRANT STREET, PITTSBURGH, PA 15219-2777		Phone no 412-355-6000

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	47,911	37,395	10,516
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation
1	X	ISHARES TR S & P MIDCAP 4(	464287507			2/6/2009		8/7/2009	130	105			
2	X	ISHARES GOLDMAN SACHS (	464287242			2/6/2009		8/7/2009	407	393			
3	X	ISHARES MSCI EAFE	464287465			12/22/2008		8/7/2009	1,124	956			
4	X	ISHARES TR S & P MIDCAP 4(	464287507			2/6/2009		4/30/2010	6,451	4,032			
5	X	KEELEY SMALL CAP VAL FD (	487300808			8/11/2009		4/30/2010	699	557			
6	X	MAINSTAY EP US EQUITY-INS	56063J302			12/2/2008		4/30/2010	7,698	5,688			
7	X	SPDR DJ WILSHIRE INTERNA	78463X863			2/6/2009		8/7/2009	131	98			
8	X	SPDR DJ WILSHIRE INTERNA	78463X863			2/6/2009		4/30/2010	36	24			
9	X	TEMPLETON GLOBAL BOND F	880208400			8/11/2009		4/30/2010	231	207			
10	X	VANGUARD EMERGING MARI	922042858			2/6/2009		8/7/2009	611	400			
11	X	VANGUARD EMERGING MARI	922042858			2/6/2009		4/30/2010	426	235			
12	X	VANGUARD REIT VIPER	922908553			8/7/2009		4/30/2010	429	312			
13	X	VANGUARD REIT VIPER	922908553			2/6/2009		4/30/2010	1,714	968			
14	X	WF ADV INDEX FUND-ADMIN	94975G686			2/10/2009		8/7/2009	185	150			
15	X	WF ADV INDEX FUND-ADMIN	94975G686			2/10/2009		4/30/2010	6,746	4,652			
16	X	WF ADV CAP GROWTH FD AD	949915631			2/10/2009		8/7/2009	3,296	2,708			
17	X	WF ADV CAP GROWTH FD AD	949915631			2/10/2009		4/30/2010	8,218	5,781			
18	X	EPOCH US LARGE CAP EQUI	981477482			2/10/2009		8/7/2009	2,043	1,704			
19	X	EPOCH US LARGE CAP EQUI	981477482			12/2/2008		8/7/2009	1,032	829			
20	X	TAXABLE TOTAL RETURN BO	991283912			2/15/2008		8/7/2009	686	706			
21	X	TAXABLE TOTAL RETURN BO	991283912			6/30/2004		4/30/2010	754	692			
22	X	TAXABLE TOTAL RETURN BO	991283912			2/15/2008		4/30/2010	308	283			
23	X	TAXABLE TOTAL RETURN BO	991283912			12/15/1999		4/30/2010	2,273	2,081			
24	X	TAXABLE SHORT-TERM BONI	999612906			6/30/1999		8/7/2009	508	511			
25	X	TAXABLE SHORT-TERM BONI	999612906			2/15/2006		8/7/2009	411	413			
26	X	TAXABLE INTERMEDIATE TEF	999708902			7/9/1980		8/7/2009	1,228	1,238			
27	X	TAXABLE INTERMEDIATE TEF	999708902			7/9/1980		4/30/2010	968	908			
28	X	TAXABLE INTERMEDIATE TEF	999708902			4/20/2007		4/30/2010	347	325			
29	X	TAXABLE INTERMEDIATE TEF	999708902			9/14/2007		4/30/2010	298	280			
30	X	TAXABLE INTERMEDIATE TEF	999708902			6/30/2004		4/30/2010	170	159			
31	X	SHORT TERM CTF LOSS				6/1/2009		12/31/2009	-707	0			
32	X	LONG TERM CTF LOSS				6/1/2000		12/31/2009	-1,589	0			
33	X	SHORT TERM POWERSHARE				6/1/2009		12/31/2009	264	0			
34	X	LONG TERM POWERSHARES				6/1/2000		12/31/2009	385	0			

Line 16a (990-PF) - Legal Fees

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

Line 16b (990-PF) - Accounting Fees

		738	0	0	738
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	738			738
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		179	49	0	0
1	FOREIGN TAX WITHHELD	49	49		
2	PY EXCISE TAX DUE	65			
3	ESTIMATED EXCISE PAYMENTS	65			
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		1,613	1,209	0	404
1	Amortization See attached statement	0	0	0	0
2	WELLS FARGO TRUSTEE FEES	1,577	1,183		394
3	PARTNERSHIP EXPENSES	26	26		
4	STATE AG FEES	10			10
5					
6					
7					
8					
9					
10					

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

			0	38,859	0	40,051
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	PRIOR YEAR		0		0	
2	CORPORATE STOCK			38,859		40,051
3						
4						
5						
6						
7						
8						
9						
10						

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

	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
				0	70,146	0	73,649
1	PRIOR YEAR			0		0	
2	CORPORATE BONDS				70,146		73,649
3							
4							
5							
6							
7							
8							
9							
10							

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

			119,232	19,717	22,407
	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	PRIOR YEAR		119,232	0	
2	OTHER INVESTMENTS			19,717	22,407
3					
4					
5					
6					
7					
8					
9					
10					

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

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

1	UNDISTRIBUTED CTF CAPITAL GAIN	1	347
2	COST BASIS ADJUSTMENT	2	1,099
3	Total	3	1,446

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

1	CTF BOOK TO TAX DIFFERENCE	1	528
2	PARTNERSHIP INCOME ADJUSTMENT	2	627
3	Total	3	1,155

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	47,911	0	37,395	10,516	0	0	0	10,516
1	ISHARES TR S & P MIDCAP 400 ID FD	464287507		2/6/2009	8/7/2009	130	0	105	25			0	25
2	ISHARES GOLDMAN SACHS CORP BD	464287242		2/6/2009	8/7/2009	407	0	393	14			0	14
3	ISHARES MSCI EAFE	464287465		12/22/2008	8/7/2009	1,124	0	956	168			0	168
4	ISHARES TR S & P MIDCAP 400 ID FD	464287507		2/6/2009	4/30/2010	6,451	0	4,032	2 419			0	2,419
5	KEELEY SMALL CAP VAL FD CL I #2251	487300808		8/11/2009	4/30/2010	699	0	557	142			0	142
6	MAINSTAY EP US EQUITY-INS #1204	56063J302		12/2/2008	4/30/2010	7,698	0	5,688	2,010			0	2,010
7	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863		2/6/2009	8/7/2009	131	0	98	33			0	33
8	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863		2/6/2009	4/30/2010	36	0	24	12			0	12
9	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		8/11/2009	4/30/2010	231	0	207	24			0	24
10	VANGUARD EMERGING MARKETS ETF	922042858		2/6/2009	8/7/2009	611	0	400	211			0	211
11	VANGUARD EMERGING MARKETS ETF	922042858		2/6/2009	4/30/2010	426	0	235	191			0	191
12	VANGUARD REIT VIPER	922908553		8/7/2009	4/30/2010	429	0	312	117			0	117
13	VANGUARD REIT VIPER	922908553		2/6/2009	4/30/2010	1,714	0	968	746			0	746
14	WF ADV INDEX FUND-ADMIN #88	94975G686		2/10/2009	8/7/2009	185	0	150	35			0	35
15	WF ADV INDEX FUND-ADMIN #88	94975G686		2/10/2009	4/30/2010	6,746	0	4,652	2 094			0	2,094
16	WF ADV CAP GROWTH FD ADMIN CL #3	949915631		2/10/2009	8/7/2009	3,296	0	2,708	588			0	588
17	WF ADV CAP GROWTH FD ADMIN CL #3	949915631		2/10/2009	4/30/2010	8,218	0	5,781	2,437			0	2,437
18	EPOCH US LARGE CAP EQUITY -INS #4	981477482		2/10/2009	8/7/2009	2,043	0	1,704	339			0	339
19	EPOCH US LARGE CAP EQUITY -INS #4	981477482		12/2/2008	8/7/2009	1,032	0	829	203			0	203
20	TAXABLE TOTAL RETURN BOND FUND	991283912		2/15/2008	8/7/2009	686	0	706	-20			0	-20
21	TAXABLE TOTAL RETURN BOND FUND	991283912		6/30/2004	4/30/2010	754	0	692	62			0	62
22	TAXABLE TOTAL RETURN BOND FUND	991283912		2/15/2008	4/30/2010	308	0	283	25			0	25
23	TAXABLE TOTAL RETURN BOND FUND	991283912		12/15/1999	4/30/2010	2,273	0	2,081	192			0	192
24	TAXABLE SHORT-TERM BOND FUND	999612906		6/30/1999	8/7/2009	508	0	511	-3			0	-3
25	TAXABLE SHORT-TERM BOND FUND	999612906		2/15/2006	8/7/2009	411	0	413	-2			0	-2
26	TAXABLE INTERMEDIATE TERM BD FD	999708902		7/9/1980	8/7/2009	1,228	0	1,238	-10			0	-10
27	TAXABLE INTERMEDIATE TERM BD FD	999708902		7/9/1980	4/30/2010	968	0	908	60			0	60
28	TAXABLE INTERMEDIATE TERM BD FD	999708902		4/20/2007	4/30/2010	347	0	325	22			0	22
29	TAXABLE INTERMEDIATE TERM BD FD	999708902		9/14/2007	4/30/2010	298	0	280	18			0	18
30	TAXABLE INTERMEDIATE TERM BD FD	999708902		6/30/2004	4/30/2010	170	0	159	11			0	11
31	SHORT TERM CTF LOSS			6/1/2009	12/31/2009	-707	0	0	-707			0	-707
32	LONG TERM CTF LOSS			6/1/2000	12/31/2009	-1,589	0	0	-1,589			0	-1 589
33	SHORT TERM POWERSHARES DB COM			6/1/2009	12/31/2009	264	0	0	264			0	264
34	LONG TERM POWERSHARES DB COMM			6/1/2000	12/31/2009	385	0	0	385			0	385

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

1,577

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank, N A Trust T	X	P O Box 63954, MAC A0330-011	SAN FRANCISCO	CA	94163		TRUSTEE	4	1,577
2										
3										
4										
5										
6										
7										
8										
9										
10										

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

		Date		Amount
1	Credit from prior year return		1	
2	First quarter estimated tax payment	9/15/2009	2	65
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	65

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	2,214
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	2,214

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

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

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

Recipient(s) paid during the year

Name				Person	Business
GOODWILL INDUSTRIES OF SO CALIFORNIA				[ ]	[X]
Street: 342 SAN FERNANDO ROAD					
City: LOS ANGELES	State: CA	Zip code: 90031	Foreign Country:		
Relationship:	Foundation Status:				
Purpose of grant/contribution: CHARITABLE				Amount	5,428

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

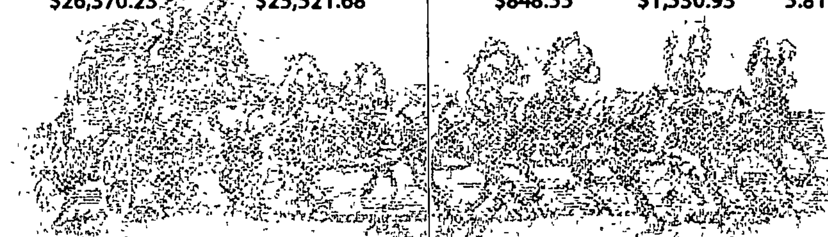
Name				Person	Business
				[ ]	[ ]
Street:					
City:	State:	Zip code:	Foreign Country:		
Relationship:	Foundation Status:				
Purpose of grant/contribution:				Amount	0

0	0	
Benefits	Expense Account	Explanation

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 05/31/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Equivalents							
MONEY MARKET							
SECURED MARKET DEPOSIT ACCOUNT *Asset held in Invested Income Portfolio*	393 500		$393 50	$393.50	$0 00	$0 28	0 07%
SECURED MARKET DEPOSIT ACCOUNT	1,800 730		1,800 73	1,800 73	0 00	1 26	0 07
Total Money Market			**$2,194.23**	**$2,194.23**	**$0.00**	**$1.54**	**0.07%**
Total Cash & Equivalents			**$2,194.23**	**$2,194.23**	**$0.00**	**$1.54**	**0.07%**

Asset Description	Quantity	Price	Market Value as of 05/31/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Fixed Income							
DOMESTIC MUTUAL FUNDS							
ISHARES IBOXX $ INVESTMENT GRADE CORPORATE BOND FUND CUSIP: 464287242	59 000	$105 460	$6,222 14	$5,871 25	$350 89	$329 40	5 29%
TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS #616 CUSIP: 880208400	885 121	12 940	11,453 47	10,572 11	881 36	510 71	4 46
WELLS FARGO ADVANTAGE HIGH INCOME FUND INS #3110 CUSIP: 949917538	1,249.227	6 960	8,694 62	9,078 32	- 383.70	690 82	7.94
Total Domestic Mutual Funds			**$26,370.23**	**$25,521.68**	**$848.55**	**$1,530.93**	**5.81%**



WELLS FARGO

Account Statement For:
BENEDICT, BEATRICE HARRIS T/U/W

Period Covered June 1, 2009 - May 31, 2010

Account Number 093438

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 05/31/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Fixed Income *(continued)*							
COMMON TRUST FUNDS							
TAXABLE INTERMEDIATE TERM BOND FUND DIF CUSIP: 999708902	1,500 822	$9.870	$14,813 11	$13,747.43	$1,065.68	$506 20	3 42%
TAXABLE SHORT-TERM BOND FUND DIF CUSIP: 999612906	2,133 044	8.260	17,618.94	17,508 60	110.34	469.64	2 67
TAXABLE TOTAL RETURN BOND FUND DIF CUSIP: 991283912	2,017.223	7 360	14,846 76	13,368 28	1,478 48	556 91	3 75
Total Common Trust Funds			**$47,278.81**	**$44,624.31**	**$2,654.50**	**$1,532.75**	**3.24%**
Total Fixed Income			**$73,649.04**	**$70,145.99**	**$3,503.05**	**$3,063.68**	

Asset Description	Quantity	Price	Market Value as of 05/31/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities							
CONSUMER DISCRETIONARY							
AMEX CONSUMER DISCR SPDR SYMBOL: XLY CUSIP: 81369Y407	40.000	$32 370	$1,294 80	$1,422.76	- $127.96	$16.44	1.27%
Total Consumer Discretionary			**$1,294.80**	**$1,422.76**	**- $127.96**	**$16.44**	**1.27%**
CONSUMER STAPLES							
CONSUMER STAPLES SECTOR SPDR TR SHS BEN INT SYMBOL: XLP CUSIP: 81369Y308	60 000	$26.350	$1,581.00	$1,674 59	- $93.59	$28.56	1 81%
Total Consumer Staples			**$1,581.00**	**$1,674.59**	**- $93.59**	**$28.56**	**1.81%**

WELLS FARGO

Account Statement For:
BENEDICT, BEATRICE HARRIS T/U/W

Period Covered. June 1, 2009 - May 31, 2010

Account Number 093438

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 05/31/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
ENERGY							
AMEX ENERGY SELECT SPDR SYMBOL: XLE CUSIP: 81369Y506	32 000	$53 050	$1,697 60	$1,935 79	- $238 19	$32 26	1 90%
Total Energy			**$1,697.60**	**$1,935.79**	**- $238.19**	**$32.26**	**1.90%**
FINANCIALS							
AMEX FINANCIAL SELECT SPDR SYMBOL: XLF CUSIP: 81369Y605	159 000	$14 680	$2,334.12	$2,628 27	- $294 15	$127 04	5 44%
Total Financials			**$2,334.12**	**$2,628.27**	**- $294.15**	**$127.04**	**5.44%**
HEALTH CARE							
AMEX HEALTH CARE SPDR SYMBOL: XLV CUSIP. 81369Y209	66 000	$28 870	$1,905 42	$2,069.94	- $164 52	$37 62	1 97%
Total Health Care			**$1,905.42**	**$2,069.94**	**- $164.52**	**$37.62**	**1.97%**
INDUSTRIALS							
AMEX INDUSTRIAL SPDR SYMBOL: XLI CUSIP 81369Y704	59 000	$29.600	$1,746 40	$1,969 29	- $222 89	$34 16	1 96%
Total Industrials			**$1,746.40**	**$1,969.29**	**- $222.89**	**$34.16**	**1.96%**
INFORMATION TECHNOLOGY							
AMEX TECHNOLOGY SELECT SPDR SYMBOL: XLK CUSIP: 81369Y803	124 000	$21 640	$2,683 36	$2,953 18	- $269 82	$38 44	1 43%
Total Information Technology			**$2,683.36**	**$2,953.18**	**- $269.82**	**$38.44**	**1.43%**
MATERIALS							
AMEX MATERIALS SPDR SYMBOL. XLB CUSIP: 81369Y100	20.000	$30 750	$615.00	$695 68	- $80 68	$16 26	2 64%
Total Materials			**$615.00**	**$695.68**	**- $80.68**	**$16.26**	**2.64%**
UTILITIES							
AMEX UTILITIES SPDR SYMBOL: XLU CUSIP: 81369Y886	8 000	$28.760	$230.08	$243.26	- $13 18	$9 77	4 25%
Total Utilities			**$230.08**	**$243.26**	**- $13.18**	**$9.77**	**4.25%**

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WELLS FARGO

Account Statement For:
BENEDICT, BEATRICE HARRIS T/U/W

Period Covered. June 1, 2009 - May 31, 2010

Account Number 093438

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 05/31/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
DOMESTIC MUTUAL FUNDS							
ISHARES S&P MIDCAP 400 GROWTH SYMBOL: IJK CUSIP: 464287606	33.000	$82 190	$2,712 27	$2,963 95	- $251.68	$16 83	0 62%
ISHARES S&P MIDCAP 400 VALUE SYMBOL: IJJ CUSIP. 464287705	31 000	69 160	2,143 96	2,363 08	- 219.12	39 93	1.86
KEELEY SMALL CAP VALUE FUND CLASS I #2251 SYMBOL: KSCIX CUSIP: 487300808	231 637	20.560	4,762.46	3,602.19	1,160.27	19 23	0 40
Total Domestic Mutual Funds			**$9,618.69**	**$8,929.22**	**$689.47**	**$75.99**	**0.79%**
INTERNATIONAL MUTUAL FUNDS							
ISHARES MSCI EAFE SYMBOL. EFA CUSIP: 464287465	204 000	$48 320	$9,857 28	$8,700.47	$1,156 81	$293 96	2.98%
VANGUARD EMERGING MARKETS ETF SYMBOL: VWO CUSIP. 922042858	77 000	38.200	2,941.40	1,809 66	1,131 74	41 97	1 43
Total International Mutual Funds			**$12,798.68**	**$10,510.13**	**$2,288.55**	**$335.93**	**2.62%**
COMMON TRUST FUNDS							
CAPITAL PARTNERS CORE EQUITY FUND SYMBOL: CPCOREQ	375 246	$9 450	$3,546.07	$3,827 04	- $280 97	$57 97	1.63%
Total Common Trust Funds			**$3,546.07**	**$3,827.04**	**- $280.97**	**$57.97**	**1.63%**
Total Equities			**$40,051.22**	**$38,859.15**	**$1,192.07**	**$810.44**	**2.02%**

WELLS FARGO

Account Statement For:
BENEDICT, BEATRICE HARRIS T/U/W

Period Covered June 1, 2009 - May 31, 2010

Account Number 093438

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 05/31/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Complementary Strategies							
OTHER							
HUSSMAN STRATEGIC GROWTH FUND #601 SYMBOL: HSGFX CUSIP: 448108100	339 351	$13 220	$4,486 22	$4,974 96	- $488 74	$5.77	0 13%
MERGER FD SH BEN INT SYMBOL: MERFX CUSIP: 589509108	277 000	15.520	4,299 04	4,348 90	- 49.86	0 00	0 00
Total Other			**$8,785.26**	**$9,323.86**	**- $538.60**	**$5.77**	**0.07%**
Total Complementary Strategies			**$8,785.26**	**$9,323.86**	**- $538.60**	**$5.77**	**0.07%**

Asset Description	Quantity	Price	Market Value as of 05/31/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Real Assets							
REAL ASSET FUNDS							
POWERSHARES DB COMMODITY INDEX SYMBOL: DBC CUSIP: 73935S105	207 000	$21 960	$4,545 72	$4,413 15	$132.57	$0 00	0 00%
SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF SYMBOL: RWX CUSIP: 78463X863	84 000	31 430	2,640 12	2,048 61	591 51	197 65	7.49
VANGUARD REIT VIPER SYMBOL: VNQ CUSIP: 922908553	130.000	49 510	6,436 30	3,931 20	2,505 10	241 41	3 75
Total Real Asset Funds			**$13,622.14**	**$10,392.96**	**$3,229.18**	**$439.06**	**3.22%**
Total Real Assets			**$13,622.14**	**$10,392.96**	**$3,229.18**	**$439.06**	**3.22%**

	Account Value as of 05/31/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income
TOTAL ASSETS	$138,301.89	$130,916.19	$7,385.70	$4,320.49