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OCT 19 2010

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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 07/01 , 2009, and ending 06/30, 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: PEARL DIXON BALTHIS FDN TUA

Number and street (or P O box number if mail is not delivered to street address): 1525 W W.T. HARRIS BLVD. D1114-044 | Room/suite

City or town, state, and ZIP code: CHARLOTTE, NC 28288-1161

A Employer identification number: 56-6041570

B Telephone number (see page 10 of the instructions): (919) 881-6497

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 [X] 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) ▶ $ 1,441,574.

J Accounting method: [X] 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 ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	42,575.	41,856.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-125,999.			
	b Gross sales price for all assets on line 6a 1,143,506.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	4,636.			STMT 1
	12 **Total.** Add lines 1 through 11	-78,788.	41,856.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	11,578.	11,578.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	750.	NONE	NONE	750.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	1,008.	448.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 4	1,092.	544.		548.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	14,428.	12,570.	NONE	1,298.
	25 Contributions, gifts, grants paid	67,500.			67,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	81,928.	12,570.	NONE	68,798.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-160,716.			
	b **Net investment income** (if negative, enter -0-)		29,286.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	NONE		
2	Savings and temporary cash investments	28,555.		
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less. allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶	NONE		
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)	NONE		
b	Investments - corporate stock (attach schedule)	NONE		
c	Investments - corporate bonds (attach schedule)	NONE		
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶	NONE		
12	Investments - mortgage loans	NONE		
13	Investments - other (attach schedule)	1,604,542.	1,470,182.	1,441,574.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	NONE		
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,633,097.	1,470,182.	1,441,574.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
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	1,633,097.	1,470,182.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	NONE		
30	**Total net assets or fund balances** (see page 17 of the instructions)	1,633,097.	1,470,182.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,633,097.	1,470,182.	

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	1,633,097.
2	Enter amount from Part I, line 27a	2	-160,716.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,472,381.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	2,199.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,470,182.

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 PART IV DETAIL			
b				
c				
d				
e				

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

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7	2	-125,999.
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	

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? [X] 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			
2007			
2006			
2005			
2004			

2 **Total** of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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)

1a	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 ruling 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	586.
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	
3	Add lines 1 and 2	3	586.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	586.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 651.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	651.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	65.
11	Enter the amount of line 10 to be. **Credited to 2010 estimated tax** ▶ 65. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 6			
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. Telephone no ▶ (919)881-6497

Located at ▶ 1525 WEST WT HARRIS BLVD., CHARLOTTE, NC ZIP + 4 ▶ 28288-5709

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 ▶ 2006 , , ,			
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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ , , ,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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		
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)*

		Yes	No
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**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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
SEE STATEMENT 7		11,578.	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE

Total number of others receiving over $50,000 for professional services ▶ NONE

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 23 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 NONE	
Total. Add lines 1 through 3 ▶	

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	1,409,018.
b	Average of monthly cash balances	1b	79,134.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,488,152.
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	NONE
3	Subtract line 2 from line 1d	3	1,488,152.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	22,322.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,465,830.
6	**Minimum investment return.** Enter 5% of line 5	6	73,292.

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	73,292.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	586.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	586.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	72,706.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	72,706.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	72,706.

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	68,798.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	68,798.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	68,798.

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				72,706.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			66,106.	
b	Total for prior years 20 07 ,20____,20____		765.		
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	NONE			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 68,798.				
a	Applied to 2008, but not more than line 2a			66,106.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		765.		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d	Applied to 2009 distributable amount				1,927.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b				
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		NONE		
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				70,779.
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)	NONE			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9:				
a	Excess from 2005 — NONE				
b	Excess from 2006 — NONE				
c	Excess from 2007 — NONE				
d	Excess from 2008 — NONE				
e	Excess from 2009 — NONE				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a 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					

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).)

N/A

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.

N/A

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:

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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 STATEMENT 10				
Total . . . . . . ▶ **3a**				67,500.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
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	42,575.	
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	-125,999.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b US REFUND			01	4,636.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-78,788.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -78,788.

(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 29 of the instructions.)
11	
11	

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

			Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

Signature of officer or trustee: WELLS FARGO BANK, N.A. | Date: 10/12/2010 | Title: Trustee

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	Phone no

JSA
9E1493 1 000

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					1,556.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,835.	
		6924.842 ARTIO INTERNATIONAL EQ FD II #1 PROPERTY TYPE: SECURITIES					09/26/2008	12/09/2009
84,068.00		104,361.00					-20,293.00	
		378.3099 DODGE & COX INT'L STOCK FD #104 PROPERTY TYPE: SECURITIES					09/26/2008	12/09/2009
12,000.00		16,525.00					-4,525.00	
		12380.361 GOLDMAN SACHS LARGE CAP VALUE PROPERTY TYPE: SECURITIES					11/25/2008	12/09/2009
129,003.00		176,127.00					-47,124.00	
		2664. ISHARES BARCLAYS AGGREGATE BOND FU PROPERTY TYPE: SECURITIES					11/20/2008	12/09/2009
279,596.00		260,395.00					19,201.00	
		1958.225 JPMORGAN HIGH YIELD FUND SS #35 PROPERTY TYPE: SECURITIES					11/20/2008	12/09/2009
15,000.00		10,946.00					4,054.00	
		1575.2299 MORGAN STANLEY INS INTN RE I # PROPERTY TYPE: SECURITIES					11/25/2008	12/09/2009
29,000.00		41,102.00					-12,102.00	
		721.153 PIMCO EMERG MKTS BD-INST #137 PROPERTY TYPE: SECURITIES					06/26/2008	12/09/2009
7,500.00		7,987.00					-487.00	
		2269.2899 ROWE T PRICE REAL ESTATE FD CO PROPERTY TYPE: SECURITIES					11/25/2008	12/09/2009
30,000.00		42,422.00					-12,422.00	
		16840.056 WF ADV ENDEAVOR SELECT-I #3124 PROPERTY TYPE: SECURITIES					11/25/2008	12/09/2009
138,594.00		162,549.00					-23,955.00	
		2299. ISHARES RUSSELL 1000 VALUE PROPERTY TYPE: SECURITIES					12/09/2009	12/17/2009
131,776.00		129,997.00					1,779.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2678. ISHARES TRUST RUSSELL 1000 GROWTH PROPERTY TYPE: SECURITIES					12/09/2009	12/18/2009
131,522.00		129,949.00					1,573.00	
		14. LOWES COS INC COM W/RIGHTS ATTACHED PROPERTY TYPE: SECURITIES					12/18/2009	12/31/2009
328.00		332.00					-4.00	
		23. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					12/18/2009	01/04/2010
994.00		981.00					13.00	
		5. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES					12/18/2009	01/06/2010
186.00		187.00					-1.00	
		1. AMAZON COM INC COM PROPERTY TYPE: SECURITIES					12/18/2009	01/06/2010
133.00		127.00					6.00	
		4. BEST BUY INC COM PROPERTY TYPE: SECURITIES					12/18/2009	01/06/2010
164.00		159.00					5.00	
		7. LOWES COS INC COM W/RIGHTS ATTACHED E PROPERTY TYPE: SECURITIES					12/18/2009	01/06/2010
160.00		166.00					-6.00	
		3. NATIONAL OILWELL INC COM PROPERTY TYPE: SECURITIES					12/18/2009	01/06/2010
139.00		130.00					9.00	
		25. BROADCOM CORP COM PROPERTY TYPE: SECURITIES					12/18/2009	01/07/2010
777.00		784.00					-7.00	
		32. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES					12/18/2009	01/08/2010
1,173.00		1,197.00					-24.00	
		21. NATIONAL OILWELL INC COM PROPERTY TYPE: SECURITIES					12/18/2009	01/11/2010
975.00		910.00					65.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		35. ACCENTURE PLC PROPERTY TYPE: SECURITIES					12/18/2009	01/13/2010
1,491.00		1,448.00					43.00	
		10. CATERPILLAR INC COM W/RTS EXP 12/11/ PROPERTY TYPE: SECURITIES					12/18/2009	01/21/2010
581.00		572.00					9.00	
		31. INTEL CORP COM PROPERTY TYPE: SECURITIES					12/18/2009	01/21/2010
642.00		608.00					34.00	
		26. JOY GLOBBL INC WI COM PROPERTY TYPE: SECURITIES					12/18/2009	01/22/2010
1,304.00		1,349.00					-45.00	
		8. NATIONAL OILWELL INC COM PROPERTY TYPE: SECURITIES					12/18/2009	01/22/2010
345.00		347.00					-2.00	
		27. PETROLEO BRASILEIRO SA PETROBRAS PET PROPERTY TYPE: SECURITIES					12/18/2009	01/22/2010
1,133.00		1,268.00					-135.00	
		11. AFLAC INC COM PROPERTY TYPE: SECURITIES					12/17/2009	01/25/2010
554.00		513.00					41.00	
		8. AFLAC INC COM PROPERTY TYPE: SECURITIES					12/17/2009	01/26/2010
405.00		373.00					32.00	
		4. CANADIAN NAT RES LTD COM CN$ PROPERTY TYPE: SECURITIES					12/18/2009	01/26/2010
263.00		270.00					-7.00	
		15. PRAXAIR INC COM PROPERTY TYPE: SECURITIES					12/18/2009	01/26/2010
1,187.00		1,211.00					-24.00	
		10. AFLAC INC COM PROPERTY TYPE: SECURITIES					12/17/2009	01/27/2010
497.00		467.00					30.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		8. CUMMINS INC COM PROPERTY TYPE: SECURITIES					12/18/2009	01/27/2010
375.00		376.00					-1.00	
		41. E M C CORP MASS COM PROPERTY TYPE: SECURITIES					12/18/2009	01/27/2010
719.00		708.00					11.00	
		7. AFLAC INC COM PROPERTY TYPE: SECURITIES					12/17/2009	01/28/2010
347.00		327.00					20.00	
		43. ANALOG DEVICES INC COM W/ RTS TO PUR PROPERTY TYPE: SECURITIES					12/18/2009	01/28/2010
1,165.00		1,331.00					-166.00	
		35. THE DIRECTV GROUP PROPERTY TYPE: SECURITIES					12/18/2009	01/28/2010
1,073.00		1,161.00					-88.00	
		30. NATIONAL OILWELL INC COM PROPERTY TYPE: SECURITIES					12/18/2009	01/28/2010
1,244.00		1,300.00					-56.00	
		4. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES					12/18/2009	01/28/2010
305.00		320.00					-15.00	
		3. AFLAC INC COM PROPERTY TYPE: SECURITIES					12/17/2009	01/29/2010
147.00		140.00					7.00	
		3. POTASH CORP SASK INC COM W/RTS ATTACH PROPERTY TYPE: SECURITIES					12/18/2009	01/29/2010
305.00		319.00					-14.00	
		5. UNION PAC CORP COM PROPERTY TYPE: SECURITIES					12/18/2009	01/29/2010
307.00		317.00					-10.00	
		42. YAHOO INC COM W/RIGHTS ATTACHED EXP PROPERTY TYPE: SECURITIES					12/18/2009	01/29/2010
632.00		674.00					-42.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2. AFLAC INC COM PROPERTY TYPE: SECURITIES					12/17/2009	02/01/2010
99.00		93.00					6.00	
		7. AFLAC INC COM PROPERTY TYPE: SECURITIES					12/17/2009	02/02/2010
346.00		327.00					19.00	
		5. AFLAC INC COM PROPERTY TYPE: SECURITIES					12/17/2009	02/03/2010
255.00		233.00					22.00	
		18. CATERPILLAR INC COM W/RTS EXP 12/11/ PROPERTY TYPE: SECURITIES					12/18/2009	02/05/2010
929.00		1,029.00					-100.00	
		8. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES					12/18/2009	02/05/2010
611.00		641.00					-30.00	
		25. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES					12/17/2009	02/09/2010
808.00		927.00					-119.00	
		1. MOLEX INC CL A PROPERTY TYPE: SECURITIES					12/17/2009	02/09/2010
17.00		18.00					-1.00	
		8. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES					12/17/2009	02/10/2010
263.00		297.00					-34.00	
		2. MOLEX INC CL A PROPERTY TYPE: SECURITIES					12/17/2009	02/10/2010
35.00		36.00					-1.00	
		6. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES					12/17/2009	02/11/2010
196.00		222.00					-26.00	
		2. MOLEX INC CL A PROPERTY TYPE: SECURITIES					12/17/2009	02/11/2010
35.00		36.00					-1.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	.
		2. MOLEX INC CL A PROPERTY TYPE: SECURITIES					12/17/2009	02/12/2010
35.00		36.00					-1.00	
		7. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES					12/17/2009	02/17/2010
226.00		260.00					-34.00	
		5. FREEPORT MCMORAN COPPER & GOLD CL B W PROPERTY TYPE: SECURITIES					12/18/2009	02/24/2010
366.00		383.00					-17.00	
		5. UNION PAC CORP COM PROPERTY TYPE: SECURITIES					12/18/2009	02/24/2010
332.00		317.00					15.00	
		18. WYNN RESORTS LTD PROPERTY TYPE: SECURITIES					12/18/2009	02/24/2010
1,147.00		1,076.00					71.00	
		10. TIME WARNER INC PROPERTY TYPE: SECURITIES					12/18/2009	03/03/2010
295.00		293.00					2.00	
		23. UNION PAC CORP COM PROPERTY TYPE: SECURITIES					12/18/2009	03/03/2010
1,548.00		1,458.00					90.00	
		28. BEST BUY INC COM PROPERTY TYPE: SECURITIES					12/18/2009	03/04/2010
1,041.00		1,116.00					-75.00	
		10. PEPSICO INC COM PROPERTY TYPE: SECURITIES					01/29/2010	03/04/2010
640.00		593.00					47.00	
		3. POTASH CORP SASK INC COM W/RTS ATTACH PROPERTY TYPE: SECURITIES					12/18/2009	03/04/2010
342.00		319.00					23.00	
		12. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					12/18/2009	03/04/2010
762.00		731.00					31.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		22. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					12/18/2009	03/10/2010
1,044.00		938.00					106.00	
		32. ZIONS BANCORP COM PROPERTY TYPE: SECURITIES					12/17/2009	03/11/2010
667.00		414.00					253.00	
		28. ORACLE CORP COM PROPERTY TYPE: SECURITIES					12/18/2009	03/19/2010
699.00		682.00					17.00	
		23. ST. JUDE MED INC PROPERTY TYPE: SECURITIES					12/18/2009	03/22/2010
926.00		844.00					82.00	
		10. POTASH CORP SASK INC COM W/RTS ATTAC PROPERTY TYPE: SECURITIES					12/18/2009	03/23/2010
1,229.00		1,065.00					164.00	
		96. YAHOO INC COM W/RIGHTS ATTACHED EXP PROPERTY TYPE: SECURITIES					12/18/2009	03/23/2010
1,539.00		1,540.00					-1.00	
		9. BOEING CO COM PROPERTY TYPE: SECURITIES					12/17/2009	03/25/2010
657.00		497.00					160.00	
		11. HERSHEY FOODS CORP COM W/RTS ATTACHE PROPERTY TYPE: SECURITIES					12/17/2009	03/25/2010
468.00		392.00					76.00	
		4. M & T BK CORP COM PROPERTY TYPE: SECURITIES					12/17/2009	03/29/2010
323.00		256.00					67.00	
		5. NORTHROP GRUMMAN CORP COM W/RTS ATTAC PROPERTY TYPE: SECURITIES					12/17/2009	03/29/2010
328.00		278.00					50.00	
		10. PENNEY J C INC COM PROPERTY TYPE: SECURITIES					12/17/2009	03/29/2010
328.00		274.00					54.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5. INTL BUSINESS MACHINES CORP COM PROPERTY TYPE: SECURITIES					12/18/2009	04/08/2010
638.00		638.00						
		70. CORNING INC COM W/RTS EXP 07/15/2006 PROPERTY TYPE: SECURITIES					12/18/2009	04/09/2010
1,386.00		1,290.00					96.00	
		6. MEAD JOHNSON NUTRITION CO PROPERTY TYPE: SECURITIES					01/28/2010	04/09/2010
311.00		265.00					46.00	
		29. BAXTER INTL INC COM W/RIGHTS ATTACHE PROPERTY TYPE: SECURITIES					12/18/2009	04/12/2010
1,686.00		1,663.00					23.00	
		19. INTL BUSINESS MACHINES CORP COM PROPERTY TYPE: SECURITIES					12/18/2009	04/13/2010
2,446.00		2,425.00					21.00	
		15. BECTON DICKINSON & CO COM PROPERTY TYPE: SECURITIES					12/18/2009	04/19/2010
1,175.00		1,118.00					57.00	
		9. COACH INC COM W/RTS ATTACHED EXP 5/2/ PROPERTY TYPE: SECURITIES					01/28/2010	04/22/2010
388.00		313.00					75.00	
		1. GOOGLE INC CL A PROPERTY TYPE: SECURITIES					12/31/2009	04/22/2010
548.00		605.00					-57.00	
		8. TARGET CORP COM PROPERTY TYPE: SECURITIES					01/21/2010	04/22/2010
460.00		390.00					70.00	
		6. FREEPORT MCMORAN COPPER & GOLD CL B W PROPERTY TYPE: SECURITIES					12/18/2009	04/23/2010
478.00		460.00					18.00	
		7. PEPSICO INC COM PROPERTY TYPE: SECURITIES					01/29/2010	04/23/2010
452.00		415.00					37.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		85. INTEL CORP COM PROPERTY TYPE: SECURITIES					12/18/2009	04/28/2010
1,957.00		1,667.00					290.00	
		51. WAL MART STORES INC COM PROPERTY TYPE: SECURITIES					01/27/2010	04/29/2010
2,741.00		2,709.00					32.00	
		5. APPLE COMPUTER INC COM PROPERTY TYPE: SECURITIES					12/17/2009	04/30/2010
1,310.00		963.00					347.00	
		41. AMERICAN EXPRESS CO COM PROPERTY TYPE: SECURITIES					12/18/2009	05/05/2010
1,865.00		1,651.00					214.00	
		36. KELLOGG CO COM PROPERTY TYPE: SECURITIES					12/17/2009	05/06/2010
1,916.00		1,883.00					33.00	
		9. CUMMINS INC COM PROPERTY TYPE: SECURITIES					04/29/2010	05/07/2010
596.00		496.00					100.00	
		23. FREEPORT MCMORAN COPPER & GOLD CL B PROPERTY TYPE: SECURITIES					12/18/2009	05/07/2010
1,559.00		1,762.00					-203.00	
		14. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					04/15/2010	05/07/2010
568.00		594.00					-26.00	
		30. KELLOGG CO COM PROPERTY TYPE: SECURITIES					12/17/2009	05/07/2010
1,600.00		1,569.00					31.00	
		17. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES					12/18/2009	05/07/2010
1,362.00		1,361.00					1.00	
		74. STAPLES INC COM W/INVISIBLE RTS TO P PROPERTY TYPE: SECURITIES					03/04/2010	05/07/2010
1,605.00		1,786.00					-181.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		10. MOLEX INC CL A PROPERTY TYPE: SECURITIES					12/17/2009	05/10/2010
184.00		181.00					3.00	
		100. MOLEX INC CL A PROPERTY TYPE: SECURITIES					12/17/2009	05/11/2010
1,880.00		1,806.00					74.00	
		17. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES					12/18/2009	05/17/2010
799.00		875.00					-76.00	
		45. ABBOTT LABS W/RIGHTS ATTACHED EXP 11 PROPERTY TYPE: SECURITIES					12/18/2009	05/19/2010
2,163.00		2,399.00					-236.00	
		84. EBAY INC COM PROPERTY TYPE: SECURITIES					12/18/2009	05/19/2010
1,835.00		1,887.00					-52.00	
		2. GOOGLE INC CL A PROPERTY TYPE: SECURITIES					12/31/2009	05/21/2010
933.00		1,209.00					-276.00	
		8. M & T BK CORP COM PROPERTY TYPE: SECURITIES					12/17/2009	05/24/2010
656.00		511.00					145.00	
		25. PARKER HANNIFIN CORP COM W/RTS ATTAC PROPERTY TYPE: SECURITIES					12/18/2009	05/24/2010
1,507.00		1,352.00					155.00	
		42. QUALCOMM INC COM W/RTS ATTACHED PROPERTY TYPE: SECURITIES					01/07/2010	06/01/2010
1,491.00		2,055.00					-564.00	
		31. METLIFE INC COM PROPERTY TYPE: SECURITIES					04/19/2010	06/04/2010
1,222.00		1,417.00					-195.00	
		10. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES					12/18/2009	06/08/2010
641.00		696.00					-55.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2. GOOGLE INC CL A PROPERTY TYPE: SECURITIES					12/18/2009	06/09/2010
969.00		1,209.00					-240.00	
		49. JOHNSON CTLS INC COM W/RTS ATTACHED PROPERTY TYPE: SECURITIES					12/18/2009	06/09/2010
1,273.00		1,351.00					-78.00	
		22. UNITED PARCEL SERVICE CL B COM PROPERTY TYPE: SECURITIES					12/18/2009	06/09/2010
1,298.00		1,284.00					14.00	
		20. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES					12/18/2009	06/10/2010
1,170.00		1,285.00					-115.00	
		47. PHILIP MORRIS INTERNATIONAL IN PROPERTY TYPE: SECURITIES					12/18/2009	06/10/2010
2,112.00		2,277.00					-165.00	
		18. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					12/18/2009	06/10/2010
1,114.00		1,097.00					17.00	
		40. AETNA INC-NEW COM PROPERTY TYPE: SECURITIES					03/23/2010	06/11/2010
1,150.00		1,387.00					-237.00	
		5508.63 PIMCO COMMODITY REAL RET STRAT-I PROPERTY TYPE: SECURITIES					11/25/2008	06/14/2010
41,866.00		73,151.00					-31,285.00	
		1261.83 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES					12/21/2006	06/14/2010
20,000.00		23,216.00					-3,216.00	
		10. PEPSICO INC COM PROPERTY TYPE: SECURITIES					12/18/2009	06/16/2010
640.00		593.00					47.00	
		51. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES					12/17/2009	06/25/2010
1,520.00		1,891.00					-371.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)							-125,999.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
	TOTALS	4,636.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	750.			750.
TOTALS	750.	NONE	NONE	750.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	41.	41.
OTHER TAXES	186.	
FEDERAL ESTIMATES - PRINCIPAL	374.	
FOREIGN TAXES ON QUALIFIED FOR	357.	357.
FOREIGN TAXES ON NONQUALIFIED	50.	50.
TOTALS	1,008.	448.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	544.	544.	
OTHER ALLOCABLE EXPENSE-INCOME	544.		544.
OTHER NON-ALLOCABLE EXPENSE -	4.		4.
TOTALS	1,092.	544.	548.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
BOOK TO COST ADJUSTMENT		2,199.
	TOTAL	2,199.

STATE(S) WHERE THE FOUNDATION IS REGISTERED

NC

STATEMENT 6

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
Wells Fargo Bank, NA
ADDRESS:
1525 WEST WT HARRIS BLVD.
CHARLOTTE, NC 28288-5709
TITLE:
Trustee
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 11,578.

TOTAL COMPENSATION: 11,578.

RECIPIENT NAME:
VICTORY JUNCTION GANG CAMP
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
WITH FRIENDS, INC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
GASTON COUNTY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
HOLY ANGELS INC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BELMONT ABBEY COLLEGE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
SCHIELE MUSEUM OF NATURAL HISTORY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
CRISIS ASSISTANCE MINISTRY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
FIRST THINGS FIRST OF GASTON
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
THOMPSON CHILD AND FAMILY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

TOTAL GRANTS PAID: 67,500.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust	Employer identification number
PEARL DIXON BALTHIS FDN TUA	56-6041570

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			1,556.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	2,764.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	4,320.

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			1,835.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-132,154.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-130,319.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			4,320.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-130,319.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-125,999.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 (3,000)

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust	Employer identification number
PEARL DIXON BALTHIS FDN TUA	56-6041570

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 2299. ISHARES RUSSELL 1000 VALUE	12/09/2009	12/17/2009	131,776.00	129,997.00	1,779.00
2678. ISHARES TRUST RUSSELL 1000 GROWTH INDEX F	12/09/2009	12/18/2009	131,522.00	129,949.00	1,573.00
14. LOWES COS INC COM W/RIGHTS ATTACHED EXPIRING	12/18/2009	12/31/2009	328.00	332.00	-4.00
23. GILEAD SCIENCES INC COM	12/18/2009	01/04/2010	994.00	981.00	13.00
5. ADOBE SYS INC COM	12/18/2009	01/06/2010	186.00	187.00	-1.00
1. AMAZON COM INC COM	12/18/2009	01/06/2010	133.00	127.00	6.00
4. BEST BUY INC COM	12/18/2009	01/06/2010	164.00	159.00	5.00
7. LOWES COS INC COM W/RIGHTS ATTACHED EXPIRING	12/18/2009	01/06/2010	160.00	166.00	-6.00
3. NATIONAL OILWELL INC COM	12/18/2009	01/06/2010	139.00	130.00	9.00
25. BROADCOM CORP COM	12/18/2009	01/07/2010	777.00	784.00	-7.00
32. ADOBE SYS INC COM	12/18/2009	01/08/2010	1,173.00	1,197.00	-24.00
21. NATIONAL OILWELL INC COM	12/18/2009	01/11/2010	975.00	910.00	65.00
35. ACCENTURE PLC	12/18/2009	01/13/2010	1,491.00	1,448.00	43.00
10. CATERPILLAR INC COM W/RTS EXP 12/11/2006	12/18/2009	01/21/2010	581.00	572.00	9.00
31. INTEL CORP COM	12/18/2009	01/21/2010	642.00	608.00	34.00
26. JOY GLOBBL INC WI COM	12/18/2009	01/22/2010	1,304.00	1,349.00	-45.00
8. NATIONAL OILWELL INC COM	12/18/2009	01/22/2010	345.00	347.00	-2.00
27. PETROLEO BRASILEIRO SA PETROBRAS PETROLEO BRASILEI	12/18/2009	01/22/2010	1,133.00	1,268.00	-135.00
11. AFLAC INC COM	12/17/2009	01/25/2010	554.00	513.00	41.00
8. AFLAC INC COM	12/17/2009	01/26/2010	405.00	373.00	32.00
4. CANADIAN NAT RES LTD COM CN$	12/18/2009	01/26/2010	263.00	270.00	-7.00
15. PRAXAIR INC COM	12/18/2009	01/26/2010	1,187.00	1,211.00	-24.00
10. AFLAC INC COM	12/17/2009	01/27/2010	497.00	467.00	30.00
8. CUMMINS INC COM	12/18/2009	01/27/2010	375.00	376.00	-1.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: PEARL DIXON BALTHIS FDN TUA

Employer identification number: 56-6041570

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 41. E M C CORP MASS COM	12/18/2009	01/27/2010	719.00	708.00	11.00
7. AFLAC INC COM	12/17/2009	01/28/2010	347.00	327.00	20.00
43. ANALOG DEVICES INC COM W/ RTS TO PURCHASE PFD SHS	12/18/2009	01/28/2010	1,165.00	1,331.00	-166.00
35. THE DIRECTV GROUP	12/18/2009	01/28/2010	1,073.00	1,161.00	-88.00
30. NATIONAL OILWELL INC COM	12/18/2009	01/28/2010	1,244.00	1,300.00	-56.00
4. OCCIDENTAL PETE CORP COM	12/18/2009	01/28/2010	305.00	320.00	-15.00
3. AFLAC INC COM	12/17/2009	01/29/2010	147.00	140.00	7.00
3. POTASH CORP SASK INC COM W/RTS ATTACHED	12/18/2009	01/29/2010	305.00	319.00	-14.00
5. UNION PAC CORP COM	12/18/2009	01/29/2010	307.00	317.00	-10.00
42. YAHOO INC COM W/RIGHTS ATTACHED EXP 3/1/2011	12/18/2009	01/29/2010	632.00	674.00	-42.00
2. AFLAC INC COM	12/17/2009	02/01/2010	99.00	93.00	6.00
7. AFLAC INC COM	12/17/2009	02/02/2010	346.00	327.00	19.00
5. AFLAC INC COM	12/17/2009	02/03/2010	255.00	233.00	22.00
18. CATERPILLAR INC COM W/RTS EXP 12/11/2006	12/18/2009	02/05/2010	929.00	1,029.00	-100.00
8. OCCIDENTAL PETE CORP COM	12/18/2009	02/05/2010	611.00	641.00	-30.00
25. ADOBE SYS INC COM	12/17/2009	02/09/2010	808.00	927.00	-119.00
1. MOLEX INC CL A	12/17/2009	02/09/2010	17.00	18.00	-1.00
8. ADOBE SYS INC COM	12/17/2009	02/10/2010	263.00	297.00	-34.00
2. MOLEX INC CL A	12/17/2009	02/10/2010	35.00	36.00	-1.00
6. ADOBE SYS INC COM	12/17/2009	02/11/2010	196.00	222.00	-26.00
2. MOLEX INC CL A	12/17/2009	02/11/2010	35.00	36.00	-1.00
2. MOLEX INC CL A	12/17/2009	02/12/2010	35.00	36.00	-1.00
7. ADOBE SYS INC COM	12/17/2009	02/17/2010	226.00	260.00	-34.00
5. FREEPORT MCMORAN COPPER & GOLD CL B W/RTS ATTACHED	12/18/2009	02/24/2010	366.00	383.00	-17.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: PEARL DIXON BALTHIS FDN TUA

Employer identification number: 56-6041570

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 5. UNION PAC CORP COM	12/18/2009	02/24/2010	332.00	317.00	15.00
18. WYNN RESORTS LTD	12/18/2009	02/24/2010	1,147.00	1,076.00	71.00
10. TIME WARNER INC	12/18/2009	03/03/2010	295.00	293.00	2.00
23. UNION PAC CORP COM	12/18/2009	03/03/2010	1,548.00	1,458.00	90.00
28. BEST BUY INC COM	12/18/2009	03/04/2010	1,041.00	1,116.00	-75.00
10. PEPSICO INC COM	01/29/2010	03/04/2010	640.00	593.00	47.00
3. POTASH CORP SASK INC COM W/RTS ATTACHED	12/18/2009	03/04/2010	342.00	319.00	23.00
12. PROCTER & GAMBLE CO COM	12/18/2009	03/04/2010	762.00	731.00	31.00
22. GILEAD SCIENCES INC COM	12/18/2009	03/10/2010	1,044.00	938.00	106.00
32. ZIONS BANCORP COM	12/17/2009	03/11/2010	667.00	414.00	253.00
28. ORACLE CORP COM	12/18/2009	03/19/2010	699.00	682.00	17.00
23. ST. JUDE MED INC	12/18/2009	03/22/2010	926.00	844.00	82.00
10. POTASH CORP SASK INC COM W/RTS ATTACHED	12/18/2009	03/23/2010	1,229.00	1,065.00	164.00
96. YAHOO INC COM W/RIGHTS ATTACHED EXP 3/1/2011	12/18/2009	03/23/2010	1,539.00	1,540.00	-1.00
9. BOEING CO COM	12/17/2009	03/25/2010	657.00	497.00	160.00
11. HERSHEY FOODS CORP COM W/RTS ATTACHED EXP 12/15/20	12/17/2009	03/25/2010	468.00	392.00	76.00
4. M & T BK CORP COM	12/17/2009	03/29/2010	323.00	256.00	67.00
5. NORTHROP GRUMMAN CORP COM W/RTS ATTACHED EXP 10/3	12/17/2009	03/29/2010	328.00	278.00	50.00
10. PENNEY J C INC COM	12/17/2009	03/29/2010	328.00	274.00	54.00
5. INTL BUSINESS MACHINES CORP COM	12/18/2009	04/08/2010	638.00	638.00	
70. CORNING INC COM W/RTS EXP 07/15/2006	12/18/2009	04/09/2010	1,386.00	1,290.00	96.00
6. MEAD JOHNSON NUTRITION CO	01/28/2010	04/09/2010	311.00	265.00	46.00
29. BAXTER INTL INC COM W/RIGHTS ATTACHED EXP 3/23/	12/18/2009	04/12/2010	1,686.00	1,663.00	23.00
19. INTL BUSINESS MACHINES CORP COM	12/18/2009	04/13/2010	2,446.00	2,425.00	21.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: PEARL DIXON BALTHIS FDN TUA

Employer identification number: 56-6041570

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 15. BECTON DICKINSON & CO COM	12/18/2009	04/19/2010	1,175.00	1,118.00	57.00
9. COACH INC COM W/RTS ATTACHED EXP 5/2/2011	01/28/2010	04/22/2010	388.00	313.00	75.00
1. GOOGLE INC CL A	12/31/2009	04/22/2010	548.00	605.00	-57.00
8. TARGET CORP COM	01/21/2010	04/22/2010	460.00	390.00	70.00
6. FREEPORT MCMORAN COPPER & GOLD CL B W/RTS ATTACHED	12/18/2009	04/23/2010	478.00	460.00	18.00
7. PEPSICO INC COM	01/29/2010	04/23/2010	452.00	415.00	37.00
85. INTEL CORP COM	12/18/2009	04/28/2010	1,957.00	1,667.00	290.00
51. WAL MART STORES INC COM	01/27/2010	04/29/2010	2,741.00	2,709.00	32.00
5. APPLE COMPUTER INC COM	12/17/2009	04/30/2010	1,310.00	963.00	347.00
41. AMERICAN EXPRESS CO COM	12/18/2009	05/05/2010	1,865.00	1,651.00	214.00
36. KELLOGG CO COM	12/17/2009	05/06/2010	1,916.00	1,883.00	33.00
9. CUMMINS INC COM	04/29/2010	05/07/2010	596.00	496.00	100.00
23. FREEPORT MCMORAN COPPER & GOLD CL B W/RTS AT	12/18/2009	05/07/2010	1,559.00	1,762.00	-203.00
14. JP MORGAN CHASE & CO COM	04/15/2010	05/07/2010	568.00	594.00	-26.00
30. KELLOGG CO COM	12/17/2009	05/07/2010	1,600.00	1,569.00	31.00
17. OCCIDENTAL PETE CORP COM	12/18/2009	05/07/2010	1,362.00	1,361.00	1.00
74. STAPLES INC COM W/INVISIBLE RTS TO PUR SHS	03/04/2010	05/07/2010	1,605.00	1,786.00	-181.00
10. MOLEX INC CL A	12/17/2009	05/10/2010	184.00	181.00	3.00
100. MOLEX INC CL A	12/17/2009	05/11/2010	1,880.00	1,806.00	74.00
17. HEWLETT-PACKARD CO COM	12/18/2009	05/17/2010	799.00	875.00	-76.00
45. ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/2009	12/18/2009	05/19/2010	2,163.00	2,399.00	-236.00
84. EBAY INC COM	12/18/2009	05/19/2010	1,835.00	1,887.00	-52.00
2. GOOGLE INC CL A	12/31/2009	05/21/2010	933.00	1,209.00	-276.00
8. M & T BK CORP COM	12/17/2009	05/24/2010	656.00	511.00	145.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: PEARL DIXON BALTHIS FDN TUA

Employer identification number: 56-6041570

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 25. PARKER HANNIFIN CORP COM W/RTS ATTACHED EXP 01/3	12/18/2009	05/24/2010	1,507.00	1,352.00	155.00
42. QUALCOMM INC COM W/RTS ATTACHED	01/07/2010	06/01/2010	1,491.00	2,055.00	-564.00
31. METLIFE INC COM	04/19/2010	06/04/2010	1,222.00	1,417.00	-195.00
10. UNITED TECHNOLOGIES CORP COM	12/18/2009	06/08/2010	641.00	696.00	-55.00
2. GOOGLE INC CL A	12/18/2009	06/09/2010	969.00	1,209.00	-240.00
49. JOHNSON CTLS INC COM W/RTS ATTACHED EXP 11/30/20	12/18/2009	06/09/2010	1,273.00	1,351.00	-78.00
22. UNITED PARCEL SERVICE CL B COM	12/18/2009	06/09/2010	1,298.00	1,284.00	14.00
20. JOHNSON & JOHNSON COM	12/18/2009	06/10/2010	1,170.00	1,285.00	-115.00
47. PHILIP MORRIS INTERNATIONAL IN	12/18/2009	06/10/2010	2,112.00	2,277.00	-165.00
18. PROCTER & GAMBLE CO COM	12/18/2009	06/10/2010	1,114.00	1,097.00	17.00
40. AETNA INC-NEW COM	03/23/2010	06/11/2010	1,150.00	1,387.00	-237.00
10. PEPSICO INC COM	12/18/2009	06/16/2010	640.00	593.00	47.00
51. ADOBE SYS INC COM	12/17/2009	06/25/2010	1,520.00	1,891.00	-371.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 2,764.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: PEARL DIXON BALTHIS FDN TUA

Employer identification number: 56-6041570

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 6924.842 ARTIO INTERNATIONAL EQ FD II #1529	09/26/2008	12/09/2009	84,068.00	104,361.00	-20,293.00
378.3099 DODGE & COX INT'L STOCK FD #1048	09/26/2008	12/09/2009	12,000.00	16,525.00	-4,525.00
12380.361 GOLDMAN SACHS LARGE CAP VALUE FUND INSTIT	11/25/2008	12/09/2009	129,003.00	176,127.00	-47,124.00
2664. ISHARES BARCLAYS AGGREGATE BOND FUND	11/20/2008	12/09/2009	279,596.00	260,395.00	19,201.00
1958.225 JPMORGAN HIGH YIELD FUND SS #3580	11/20/2008	12/09/2009	15,000.00	10,946.00	4,054.00
1575.2299 MORGAN STANLEY INS INTN RE I #8001	11/25/2008	12/09/2009	29,000.00	41,102.00	-12,102.00
721.153 PIMCO EMERG MKTS BD-INST #137	06/26/2008	12/09/2009	7,500.00	7,987.00	-487.00
2269.2899 ROWE T PRICE REAL ESTATE FD COM	11/25/2008	12/09/2009	30,000.00	42,422.00	-12,422.00
16840.056 WF ADV ENDEAVOR SELECT-I #3124	11/25/2008	12/09/2009	138,594.00	162,549.00	-23,955.00
5508.63 PIMCO COMMODITY REAL RET STRAT-I#45	11/25/2008	06/14/2010	41,866.00	73,151.00	-31,285.00
1261.83 ROWE T PRICE REAL ESTATE FD COM	12/21/2006	06/14/2010	20,000.00	23,216.00	-3,216.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -132,154.00

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

PIMCO FOREIGN BOND FUND-INST	1.00	
PIMCO FOREIGN BOND FUND-INST	1,555.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		1,556.00

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PIMCO FOREIGN BOND FUND-INST	333.00	
PIMCO COMMODITY REAL RET STRAT-I#45	546.00	
WESTPORT FDS SMALL CAP FD CL I	957.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		1,835.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		1,835.00

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Equivalents							
CASH							
PRINCIPAL			$1,462.30	$1,462.30	$0.00		
Total Cash			**$1,462.30**	**$1,462.30**	**$0.00**		
MONEY MARKET							
EVERGREEN INSTITUTIONAL MONEY MARKET I CLASS #495	111,248.920		$111,248.92	$111,248 92	$0.00	$89.54	0.08%
Total Money Market			**$111,248.92**	**$111,248.92**	**$0.00**	**$89.54**	**0.08%**
Total Cash & Equivalents			**$112,711.22**	**$112,711.22**	**$0.00**	**$89.54**	**0.08%**

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Fixed Income							
DOMESTIC MUTUAL FUNDS							
DODGE & COX INCOME FD COM CUSIP: 256210105	9,139.374	$13.190	$120,548 34	$120,000.00	$548.34	$5,821.78	4.83%
JPMORGAN HIGH YIELD FUND SELECT SHARES #3580 CUSIP: 4812C0803	10,750 022	7.700	82,775.17	60,092 62	22,682.55	6,761 76	8.17
PIMCO EMERGING MARKETS BOND FUND-INSTL #137 CUSIP: 693391559	5,273 265	10.710	56,476 67	58,394.09	- 1,917.42	3,111.23	5.51
PIMCO FOREIGN BOND FUND USD HEDGED INSTL #103 CUSIP: 693390882	5,038 496	10.630	53,559.21	51,428.09	2,131 12	1,798.74	3.36

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Fixed Income *(continued)*							
DOMESTIC MUTUAL FUNDS *(continued)*							
PIMCO LOW DURATION FUND CLASS I #36 CUSIP: 693390304	9,699.321	10.480	101,648.88	100,000.00	1,648.88	2,609 12	2.57
PIMCO TOTAL RETURN FUND INSTITUTIONAL SHARES #35 CUSIP: 693390700	11,019 284	11.260	124,077.14	120,000.00	4,077.14	5,101.93	4.11
VANGUARD INFLATION PROTECTION SECURITIES FUND #119 CUSIP: 922031869	4,228.954	12.970	54,849.53	50,278.87	4,570 66	1,365.95	2.49
Total Domestic Mutual Funds			**$593,934.94**	**$560,193.67**	**$33,741.27**	**$26,570.51**	**4.47%**
Total Fixed Income			**$593,934.94**	**$560,193.67**	**$33,741.27**	**$26,570.51**	

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities							
DOMESTIC MUTUAL FUNDS							
DODGE & COX INTERNATIONAL STOCK FUND SYMBOL. DODFX CUSIP: 256206103	2,166.681	$28.390	$61,512.07	$94,645.67	- $33,133.60	$944.67	1.54%
GOLDMAN SACHS GROWTH OPPORTUNITY FUND INSTITUTIONAL SHARES #1132 SYMBOL: GGOIX CUSIP: 38142Y401	2,798.185	19.600	54,844.43	44,994.82	9,849 61	0 00	0.00
HARBOR INTERNATIONAL FUND #2011 SYMBOL HAINX CUSIP: 411511306	1,277.372	48.420	61,850.35	70,000.00	- 8,149.65	900.55	1.46
LAZARD EMERGING MARKETS PORTFOLIO #638 SYMBOL: LZEMX CUSIP. 52106N889	3,829.905	17.390	66,602.05	54,997.44	11,604.61	1,780.91	2.67

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
DOMESTIC MUTUAL FUNDS *(continued)*							
MORGAN STANLEY INSTITUTIONAL INTERNATIONAL REAL ESTATE PORTFOLIO CLASS I #8001 SYMBOL: MSUAX CUSIP 61744J317	2,440.406	15 040	36,703.71	63,677 19	- 26,973 48	1,544.78	4.21
PERKINS MID CAP VALUE FUND CLASS I #1167 SYMBOL· JMVAX CUSIP 47103C241	2,712.050	19.070	51,718 79	45,001.62	6,717.17	509.87	0.99
WESTPORT FUNDS SELECT CAP FUND INSTITUTIONAL CLASS #13 SYMBOL: WPSCX CUSIP: 961323409	3,352.832	21.030	70,510.06	58,004 00	12,506.06	0 00	0.00
Total Domestic Mutual Funds			**$403,741.46**	**$431,320.74**	**- $27,579.28**	**$5,680.78**	**1.41%**
Total Equities			**$403,741.46**	**$431,320.74**	**- $27,579.28**	**$5,680.78**	**1.41%**

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Real Assets							
REAL ASSET FUNDS							
T ROWE PRICE REAL ESTATE FUND #122 SYMBOL: TRREX CUSIP 779919109	5,556.173	$14.400	$80,008 89	$102,226.67	- $22,217.78	$2,333.59	2.92%
Total Real Asset Funds			**$80,008.89**	**$102,226.67**	**- $22,217.78**	**$2,333.59**	**2.92%**
Total Real Assets			**$80,008.89**	**$102,226.67**	**- $22,217.78**	**$2,333.59**	**2.92%**

	Account Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income
TOTAL ASSETS	**$1,190,396.51**	**$1,206,452.30**	**- $16,055.79**	**$34,674.42**

WELLS FARGO

Account Statement For:
BALTHIS FDN MET

Period Covered: June 1, 2010 - June 30, 2010

Account Number [redacted]

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Equivalents							
MONEY MARKET							
EVERGREEN INSTITUTIONAL MONEY MARKET I CLASS #495	4,331.000		$4,331 00	$4,331.00	$0.00	$3.49	0.08%
Total Money Market			**$4,331.00**	**$4,331.00**	**$0.00**	**$3.49**	**0.08%**
Total Cash & Equivalents			**$4,331.00**	**$4,331.00**	**$0.00**	**$3.49**	**0.08%**

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities							
CONSUMER DISCRETIONARY							
GENTEX CORP SYMBOL· GNTX CUSIP 371901109	123.000	$17 980	$2,211.54	$2,191.61	$19 93	$54 12	2.45%
HOME DEPOT INC SYMBOL· HD CUSIP: 437076102	124.000	28.070	3,480.68	3,599.71	- 119.03	117.18	3.37
PENNEY J C INC SYMBOL: JCP CUSIP. 708160106	69.000	21.480	1,482.12	1,892.67	- 410.55	55.20	3.72
POLO RALPH LAUREN CORP CL A SYMBOL. RL CUSIP: 731572103	43.000	72 960	3,137.28	3,410 33	- 273.05	17.20	0.55
TIME WARNER INC SYMBOL. TWX CUSIP: 887317303	122.000	28 910	3,527.02	3,340 13	186.89	103.70	2.94
Total Consumer Discretionary			**$13,838.64**	**$14,434.45**	**- $595.81**	**$347.40**	**2.51%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
CONSUMER STAPLES							
CONAGRA FOODS INC SYMBOL. CAG CUSIP. 205887102	160.000	$23.320	$3,731 20	$3,561 58	$169 62	$128.00	3.43%
HEINZ H J CO SYMBOL HNZ CUSIP: 423074103	67.000	43.220	2,895.74	3,030.70	- 134 96	120 60	4.16
SAFEWAY INC NEW SYMBOL· SWY CUSIP. 786514208	116.000	19.660	2,280.56	2,471.95	- 191.39	55.68	2 44
THE HERSHEY COMPANY SYMBOL: HSY CUSIP 427866108	72 000	47.930	3,450.96	2,568.96	882 00	92.16	2.67
Total Consumer Staples			**$12,358.46**	**$11,633.19**	**$725.27**	**$396.44**	**3.21%**
ENERGY							
CONOCOPHILLIPS SYMBOL. COP CUSIP· 20825C104	63 000	$49 090	$3,092.67	$3,193.47	- $100.80	$138.60	4.48%
Total Energy			**$3,092.67**	**$3,193.47**	**- $100.80**	**$138.60**	**4.48%**
FINANCIALS							
BANK OF AMERICA CORP SYMBOL· BAC CUSIP 060505104	201.000	$14 370	$2,888.37	$3,075 30	- $186 93	$8.04	0.28%
EAST WEST BANCORP INC COM SYMBOL. EWBC CUSIP. 27579R104	67 000	15.250	1,021.75	1,176.78	- 155.03	2 68	0.26
JPMORGAN CHASE & CO SYMBOL: JPM CUSIP: 46625H100	95 000	36 610	3,477 95	3,853.20	- 375.25	19.00	0.55
M & T BANK CORPORATION COM SYMBOL MTB CUSIP. 55261F104	29 000	84 950	2,463.55	1,853 97	609 58	81.20	3 30
SCHWAB CHARLES CORP NEW SYMBOL· SCHW CUSIP· 808513105	109.000	14 180	1,545 62	1,977.15	- 431.53	26.16	1.69
ZIONS BANCORP SYMBOL. ZION CUSIP· 989701107	104 000	21 570	2,243.28	1,345 65	897.63	4.16	0.18
Total Financials			**$13,640.52**	**$13,282.05**	**$358.47**	**$141.24**	**1.04%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
HEALTH CARE							
ABBOTT LABS SYMBOL ABT CUSIP: 002824100	70.000	$46.780	$3,274.60	$3,388.26	- $113.66	$123.20	3.76%
BAXTER INTL INC SYMBOL. BAX CUSIP: 071813109	70 000	40.640	2,844 80	4,072 60	- 1,227.80	81 20	2 85
ELI LILLY & CO COM SYMBOL. LLY CUSIP: 532457108	71 000	33.500	2,378.50	2,531.15	- 152.65	139.16	5.85
HOSPIRA INC COM SYMBOL: HSP CUSIP 441060100	65 000	57.450	3,734.25	3,120.00	614.25	0 00	0.00
Total Health Care			**$12,232.15**	**$13,112.01**	**- $879.86**	**$343.56**	**2.81%**
INDUSTRIALS							
BOEING CO SYMBOL: BA CUSIP. 097023105	50.000	$62 750	$3,137 50	$2,759.00	$378.50	$84 00	2 68%
DEERE & CO SYMBOL· DE CUSIP. 244199105	56 000	55 680	3,118.08	3,024 56	93.52	67.20	2.15
NORTHROP GRUMMAN CORP SYMBOL. NOC CUSIP: 666807102	59.000	54 440	3,211.96	3,276 86	- 64 90	110 92	3.45
SPX CORP SYMBOL. SPW CUSIP: 784635104	54.000	52 810	2,851.74	2,968.92	- 117.18	54 00	1.89
Total Industrials			**$12,319.28**	**$12,029.34**	**$289.94**	**$316.12**	**2.57%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INFORMATION TECHNOLOGY							
APPLE INC SYMBOL AAPL CUSIP: 037833100	20.000	$251 530	$5,030.60	$3,850 20	$1,180.40	$0.00	0.00%
E M C CORP MASS SYMBOL: EMC CUSIP: 268648102	224.000	18.300	4,099.20	3,772 14	327 06	0 00	0.00
INTERNATIONAL BUSINESS MACHS CORP COM SYMBOL. IBM CUSIP: 459200101	35.000	123 480	4,321.80	4,475.80	- 154.00	91.00	2.11
INTUIT COM SYMBOL: INTU CUSIP: 461202103	90.000	34.770	3,129.30	2,706.30	423 00	0 00	0.00
ORACLE CORPORATION SYMBOL ORCL CUSIP: 68389X105	179.000	21.460	3,841.34	4,134 72	- 293.38	35.80	0.93
TEXAS INSTRUMENTS INC SYMBOL TXN CUSIP: 882508104	120.000	23 280	2,793 60	3,056 39	- 262.79	57.60	2.06
Total Information Technology			**$23,215.84**	**$21,995.55**	**$1,220.29**	**$184.40**	**0.79%**
MATERIALS							
AIR PRODS & CHEMS INC COM SYMBOL· APD CUSIP: 009158106	48 000	$64 810	$3,110 88	$3,887 13	- $776.25	$94 08	3 02%
DOW CHEMICAL CO SYMBOL· DOW CUSIP. 260543103	116.000	23 720	2,751.52	3,261 75	- 510 23	69.60	2 53
Total Materials			**$5,862.40**	**$7,148.88**	**- $1,286.48**	**$163.68**	**2.79%**
UTILITIES							
DOMINION RES INC VA SYMBOL D CUSIP: 25746U109	89 000	$38 740	$3,447 86	$3,487.02	- $39.16	$162 87	4.72%
NEXTERA ENERGY, INC. SYMBOL. NEE CUSIP: 65339F101	64 000	48.760	3,120.64	3,516.16	- 395.52	128.00	4.10
QUESTAR CORP SYMBOL STR CUSIP. 748356102	61.000	45.490	2,774.89	2,490 63	284.26	31.72	1.14
Total Utilities			**$9,343.39**	**$9,493.81**	**- $150.42**	**$322.59**	**3.45%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INTERNATIONAL EQUITIES							
BANCO SANTANDER CEN-SPON - ADR SPONSORED ADR CUSIP: 05964H105	320.000	$10 500	$3,360.00	$4,263 64	- $903.64	$261 44	7.78%
DIAGEO PLC - ADR SPONSORED ADR CUSIP: 25243Q205	47.000	62.740	2,948.78	3,180.02	- 231.24	109.56	3.71
L'OREAL - ADR SPONSORED ADR CUSIP: 502117203	158 000	19 480	3,077.84	3,417 49	- 339 65	42.03	1.37
MITSUBISHI UFJ FINL GROUP INC CUSIP: 606822104	536.000	4.560	2,444.16	2,787.15	- 342.99	58.42	2 39
UNILEVER N.V. - ADR SPONSORED ADR CUSIP: 904784709	98 000	27.320	2,677.36	3,116.40	- 439.04	78 60	2.94
VODAFONE GROUP PLC NEW CUSIP: 92857W209	137.000	20.670	2,831.79	3,119 42	- 287.63	165 91	5.86
WEATHERFORD INTNTL LTD NEW CUSIP: H27013103	169.000	13.140	2,220.66	2,837.49	- 616.83	0.00	0.00
Total International Equities			**$19,560.59**	**$22,721.61**	**- $3,161.02**	**$715.96**	**3.66%**
Total Equities			**$125,463.94**	**$129,044.36**	**- $3,580.42**	**$3,069.99**	**2.45%**

	Account Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income
TOTAL ASSETS	**$129,794.94**	**$133,375.36**	**- $3,580.42**	**$3,073.48**

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Equivalents							
MONEY MARKET							
EVERGREEN INSTITUTIONAL MONEY MARKET I CLASS #495	3,709.120		$3,709.12	$3,709 12	$0.00	$2.99	0.08%
Total Money Market			**$3,709.12**	**$3,709.12**	**$0.00**	**$2.99**	**0.08%**
Total Cash & Equivalents			**$3,709.12**	**$3,709.12**	**$0.00**	**$2.99**	**0.08%**

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities							
CONSUMER DISCRETIONARY							
AMAZON COM INC COM SYMBOL· AMZN CUSIP 023135106	21 000	$109.260	$2,294.46	$2,671 61	- $377.15	$0.00	0 00%
COACH INC SYMBOL. COH CUSIP. 189754104	28 000	36.550	1,023.40	972.77	50.63	16.80	1.64
LOWES COS INC SYMBOL· LOW CUSIP· 548661107	59.000	20.420	1,204.78	1,398.89	- 194.11	25.96	2.15
MCDONALDS CORP SYMBOL: MCD CUSIP: 580135101	46 000	65.870	3,030.02	3,161.73	- 131.71	101.20	3.34
STARBUCKS CORP COM SYMBOL: SBUX CUSIP: 855244109	76.000	24.300	1,846.80	1,981.10	- 134.30	30.40	1.65

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
CONSUMER DISCRETIONARY *(continued)*							
TARGET CORP SYMBOL· TGT CUSIP. 87612E106	38 000	49.170	1,868.46	1,854 41	14.05	38.00	2.03
THE DIRECTV GROUP HOLDINGS CLASS A COM SYMBOL: DTV CUSIP· 25490A101	36 000	33.920	1,221.12	1,194 48	26.64	0.00	0.00
TIME WARNER INC SYMBOL· TWX CUSIP 887317303	45 000	28.910	1,300.95	1,318.50	- 17.55	38.25	2.94
V F CORP SYMBOL· VFC CUSIP: 918204108	8.000	71.180	569.44	690.71	- 121.27	19.20	3.37
Total Consumer Discretionary			**$14,359.43**	**$15,244.20**	**- $884.77**	**$269.81**	**1.88%**
CONSUMER STAPLES							
COCA COLA CO SYMBOL KO CUSIP. 191216100	67 000	$50.120	$3,358 04	$3,708 79	- $350.75	$117 92	3.51%
COLGATE PALMOLIVE CO SYMBOL CL CUSIP· 194162103	24.000	78.760	1,890.24	1,934.37	- 44.13	50.88	2.69
CONAGRA FOODS INC SYMBOL· CAG CUSIP: 205887102	81 000	23.320	1,888 92	1,989 04	- 100.12	64 80	3.43
KIMBERLY CLARK CORP COM SYMBOL KMB CUSIP 494368103	55.000	60.630	3,334 65	3,428 43	- 93.78	145.20	4.35
MEAD JOHNSON NUTRITION CO SYMBOL: MJN CUSIP: 582839106	35.000	50 120	1,754.20	1,546 33	207.87	31.50	1.80
PEPSICO INC SYMBOL: PEP CUSIP: 713448108	21 000	60.950	1,279.95	1,245 44	34.51	40 32	3.15
PROCTER & GAMBLE CO SYMBOL: PG CUSIP: 742718109	36.000	59.980	2,159.28	2,193.84	- 34.56	69.37	3.21
WALGREEN CO SYMBOL: WAG CUSIP. 931422109	37 000	26.700	987.90	1,305.55	- 317.65	20.35	2.06
Total Consumer Staples			**$16,653.18**	**$17,351.79**	**- $698.61**	**$540.34**	**3.24%**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 06/30/10	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities *(continued)*							
ENERGY							
DENBURY RESOURCES INC NEW SYMBOL. DNR CUSIP: 247916208	43.000	$14 640	$629.52	$687.90	- $58.38	$0.00	0.00%
RANGE RES CORP COM SYMBOL· RRC CUSIP: 75281A109	28.000	40.150	1,124.20	1,423 52	- 299.32	4 48	0.40
SOUTHWESTERN ENERGY CO COM SYMBOL SWN CUSIP: 845467109	29.000	38.640	1,120.56	1,370.83	- 250 27	0 00	0.00
Total Energy			**$2,874.28**	**$3,482.25**	**- $607.97**	**$4.48**	**0.16%**
FINANCIALS							
JPMORGAN CHASE & CO SYMBOL. JPM CUSIP· 46625H100	48 000	$36 610	$1,757.28	$2,034 87	- $277.59	$9.60	0.55%
Total Financials			**$1,757.28**	**$2,034.87**	**- $277.59**	**$9.60**	**0.55%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
HEALTH CARE							
ALLERGAN INC SYMBOL: AGN CUSIP 018490102	26 000	$58.260	$1,514 76	$1,555.64	- $40.88	$5.20	0.34%
AMGEN INC SYMBOL: AMGN CUSIP. 031162100	44 000	52 600	2,314 40	2,489.37	- 174 97	0.00	0.00
CELGENE CORP COM SYMBOL. CELG CUSIP· 151020104	35 000	50.820	1,778 70	2,096.86	- 318.16	0 00	0.00
EXPRESS SCRIPTS INC COMMON STOCK SYMBOL. ESRX CUSIP: 302182100	37.000	47.020	1,739.74	1,983.83	- 244.09	0.00	0.00
JOHNSON & JOHNSON SYMBOL: JNJ CUSIP: 478160104	43 000	59 060	2,539 58	2,762 00	- 222.42	92.88	3.66
LABORATORY CRP OF AMER HLDGS SYMBOL· LH CUSIP: 50540R409	26 000	75.350	1,959 10	2,010 55	- 51.45	0.00	0.00
PFIZER INC SYMBOL PFE CUSIP 717081103	180.000	14.260	2,566.80	3,128.16	- 561.36	129.60	5.05
ST JUDE MED INC SYMBOL STJ CUSIP 790849103	43.000	36.090	1,551.87	1,660.30	- 108.43	0.00	0 00
UNITEDHEALTH GROUP INC SYMBOL: UNH CUSIP 91324P102	80.000	28.400	2,272.00	2,566.84	- 294.84	40.00	1.76
Total Health Care			**$18,236.95**	**$20,253.55**	**- $2,016.60**	**$267.68**	**1.47%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INDUSTRIALS							
BOEING CO SYMBOL: BA CUSIP: 097023105	40 000	$62 750	$2,510.00	$2,542.49	- $32.49	$67.20	2.68%
CUMMINS INC. SYMBOL: CMI CUSIP: 231021106	29.000	65 130	1,888.77	1,597 56	291.21	20 30	1 07
DANAHER CORP SYMBOL: DHR CUSIP: 235851102	36 000	37 120	1,336.32	1,350 54	- 14.22	2.88	0.22
EMERSON ELECTRIC CO SYMBOL· EMR CUSIP: 291011104	31.000	43.690	1,354.39	1,288 36	66.03	41.54	3 07
RAYTHEON CO COM NEW SYMBOL: RTN CUSIP. 755111507	38.000	48.390	1,838.82	1,996 80	- 157.98	57.00	3.10
ROCKWELL COLLINS SYMBOL: COL CUSIP. 774341101	42.000	53.130	2,231.46	2,588.32	- 356 86	40 32	1.81
UNITED TECHNOLOGIES CORP SYMBOL: UTX CUSIP: 913017109	36 000	64.910	2,336.76	2,504.88	- 168.12	61.20	2.62
3M CO COM SYMBOL MMM CUSIP: 88579Y101	33 000	78.990	2,606.67	2,618 70	- 12.03	69.30	2.66
Total Industrials			**$16,103.19**	**$16,487.65**	**- $384.46**	**$359.74**	**2.23%**
INFORMATION TECHNOLOGY							
ADOBE SYS INC SYMBOL: ADBE CUSIP: 00724F101	41.000	$26.430	$1,083.63	$1,534.21	- $450.58	$0.00	0.00%
APPLE INC SYMBOL AAPL CUSIP: 037833100	31 000	251.530	7,797.43	6,006 18	1,791.25	0 00	0.00
CISCO SYSTEMS INC SYMBOL: CSCO CUSIP· 17275R102	160.000	21.310	3,409.60	3,812.59	- 402.99	0.00	0.00
CITRIX SYS INC COM SYMBOL: CTXS CUSIP· 177376100	57.000	42.230	2,407.11	2,376.23	30.88	0 00	0.00
CORNING INC SYMBOL GLW CUSIP. 219350105	161.000	16.150	2,600.15	2,717.39	- 117.24	32.20	1.24

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INFORMATION TECHNOLOGY *(continued)*							
E M C CORP MASS SYMBOL: EMC CUSIP: 268648102	100 000	18.300	1,830.00	1,725 99	104.01	0.00	0.00
GOOGLE INC CL A SYMBOL: GOOG CUSIP 38259P508	3.000	444.950	1,334.85	1,813.75	- 478 90	0.00	0.00
HEWLETT PACKARD CO SYMBOL: HPQ CUSIP 428236103	63 000	43.280	2,726.64	3,242.61	- 515.97	20.16	0.74
MICROSOFT CORP SYMBOL: MSFT CUSIP. 594918104	211.000	23.010	4,855.11	6,342 64	- 1,487.53	109.72	2.26
ORACLE CORPORATION SYMBOL: ORCL CUSIP· 68389X105	134 000	21.460	2,875.64	3,410 06	- 534.42	26 80	0.93
PAYCHEX INC SYMBOL: PAYX CUSIP 704326107	65.000	25.970	1,688.05	1,903 71	- 215.66	80.60	4 77
SALESFORCE COM INC COM SYMBOL: CRM CUSIP: 79466L302	16.000	85.820	1,373.12	1,310.40	62.72	0 00	0.00
VISA INC-CLASS A SHRS SYMBOL: V CUSIP. 92826C839	24 000	70.750	1,698 00	2,089.29	- 391.29	12 00	0 71
Total Information Technology			**$35,679.33**	**$38,285.05**	**- $2,605.72**	**$281.48**	**0.79%**
MATERIALS							
ALLEGHENY TECHNOLOGIES INC SYMBOL: ATI CUSIP. 01741R102	46 000	$44.190	$2,032.74	$2,349.99	- $317.25	$33 12	1.63%
MONSANTO CO NEW SYMBOL MON CUSIP: 61166W101	18 000	46.220	831.96	1,325 19	- 493 23	19.08	2.29
Total Materials			**$2,864.70**	**$3,675.18**	**- $810.48**	**$52.20**	**1.82%**
TELECOMMUNICATION SERVICES							
AMERICAN TOWER SYSTEMS CORP CLASS A SYMBOL: AMT CUSIP 029912201	65 000	$44 500	$2,892.50	$2,747 49	$145 01	$0 00	0 00%
Total Telecommunication Services			**$2,892.50**	**$2,747.49**	**$145.01**	**$0.00**	**0.00%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INTERNATIONAL EQUITIES							
CANADIAN NAT RES LTD COM CUSIP: 136385101	56 000	$33 230	$1,860 88	$1,893.08	- $32.20	$16 46	0.88%
COVIDIEN PLC CUSIP: G2554F105	52 000	40.180	2,089.36	2,595.57	- 506.21	37.44	1.79
SCHLUMBERGER LTD CUSIP: 806857108	20 000	55.340	1,106.80	1,377.97	- 271.17	16.80	1.52
TEVA PHARMACEUTICAL INDUSTRIES - ADR SPONSORED ADR CUSIP: 881624209	23 000	51 990	1,195 77	1,216.93	- 21 16	13.27	1.11
Total International Equities			**$6,252.81**	**$7,083.55**	**- $830.74**	**$83.97**	**1.34%**
Total Equities			**$117,673.65**	**$126,645.58**	**- $8,971.93**	**$1,869.30**	**1.59%**

	Account Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income
TOTAL ASSETS	**$121,382.77**	**$130,354.70**	**- $8,971.93**	**$1,872.29**