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Return of Private Foundation

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

OMB No 1545-0052 2010

WHEATLAND, WY 82201 H Check type of organization:	_				o be able to use a copy of tills		ining requirements.	
Ammed founcation	Fo	r ce	len	dar year 2010, or tax year beginning		<u> </u>		
SCRATES FOUNDATION 22-2620092 3 Telephone number 22-2620092	G	Ch	eck	···· — —		·	·	ı
SCRATES FOUNDATION Number and offering P o the number it mail is not delivered to street accessor. C/O R R. WHITTINEY, 3441 HWY 34 City or town, state, and ziP code WHEATLAND, WY 82201 Comparation: XI Section 591(c)(s) exempt private foundation Yes before 4947(a)(1) necessary behaviors by the control of year J accounting method: XI Cash J Ear market value of all sastes at and of yar J Accounting method: XI Cash J Comparation: XI Section 591(c)(s) exempt private foundation J Ear market value of all sastes at and of yar J Accounting method: XI Cash J Comparation: XI Section 591(c)(s) exempt private foundation J Ear market value of all sastes at and of yar J Accounting method: XI Cash J Comparation: XI Section 591(c)(s) exempt private foundation J Ear market value of all sastes at and of yar J Accounting method: XI Cash J Comparation: XI Section 591(c)(s) exempt private foundation J Comparation: XI Section 591(c) exempt private foundation J Comparation: XI Section 591(c) exempt private foundation J Comparatio	_			Amended return	Address chan	ge	Name change	
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Number and demotion 5 See number in male and developed parter defaults C/O R. R. WHITINEY, 3441 HWY 34 Soft 22-2713	B							
C/O R. R. WHITNEY, 3441 HWY 34 City or town, state, and ZIP Code WHEAPTLAND, WY 82201 H. Check type of organization: [X] Section 501(c)(2) exempt private foundation	$T \sqcup$							<u> </u>
Control cont	٩٩	umt	er a			Room/suite	-	
WHEAPTLAND, WY 82201 1 1 1 1 1 1 1 1 1	5⊢				441 HWY 34		307-322-27	13
Note: Note	v	ity	or to				I	
Section 494/(a)(1) nonexempt charitable trust	2Γ					===	D 1. Foreign organization	s, check here
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2 Check ► ★ The function is set required a blach Sci. 8 10		$\overline{}$		necessarily equal the amounts in column (a))	expenses per books	income	 	(cash basis only)
Section Sect							N/A	
A Dividends and interest from securities 16,850. 16,850. STATEMENT 1	,		_					
5a Gross rents b Net rental normer or (loss) 66 Negative for the profession of the p					16 050	16 050	<u> </u>	CONTRACTOR 1
Net rental income or (loss) Sa Net gain or (loss) from sale of assets not on line 10 123,456.	ا •		•	_	16,850.	10,850.	<u> </u>	STATEMENT I
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023501 LHA For Panerwork Reduction Act Notice see the instructions Form 990-PF (2010)	1					10,030.		
	02	350	1.		e the instructions	·	ı M/A	Form 990-PF (2010)

1

S	19	Deferred revenue		
Ĭ	20	Loans from officers, directors, trustees, and other disqualified persons		
Liabilities	21	Mortgages and other notes payable		
=	22	Other liabilities (describe >)	
				_
	23	Total liabilities (add lines 17 through 22)	0.	(
		Foundations that follow SFAS 117, check here		
		and complete lines 24 through 26 and lines 30 and 31.		
ő	24	Unrestricted		
a	25	Temporarily restricted		
Ba	26	Permanently restricted		
힡		Foundations that do not follow SFAS 117, check here		
丘		and complete lines 27 through 31.		
S	27	Capital stock, trust principal, or current funds	753,884.	753,884
Assets or Fund Balances	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	
As	29	Retained earnings, accumulated income, endowment, or other funds	228,341.	219,877

Part III Analysis of Changes in Net Assets or Fund Balances

30 Total net assets or fund balances

31 Total liabilities and net assets/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	982,225.
2	Enter amount from Part I, line 27a	2	-8,464.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	973,761.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	973,761.

982,225

982,225.

973,761

973,761

	2006	84,340.	1,146,141.		.073586
	2005	71,555.	1,071,333.		.066791
•	Total of line 1, column (d)			2	.179901
1	Average distribution ratio for the 5-year base per the foundation has been in existence if less than	• • •	number of years	3	.035980
,	Enter the net value of noncharitable-use assets	for 2010 from Part X, line 5		4	968,793.
,	Multiply line 4 by line 3			5	34,857.
,	Enter 1% of net investment income (1% of Part	1, line 27b)	;	6	169.
,	Add lines 5 and 6			7	35,026.
)	Enter qualifying distributions from Part XII, line	4		8	0.
	If line 8 is equal to or greater than line 7, check See the Part VI instructions.	the box in Part VI, line 1b, and complete that p	part using a 1% tax rate.		

	SOCRATES FOUNDATION		<u>-262</u>			Page 4
Pa	irt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or	494	3 - see	instru	ctio	ns)
18	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1.					
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)					
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1%	1	<u> </u>		3	<u>37.</u>
	of Part I, line 27b					
C	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).					
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	ļ			0.
3	Add lines 1 and 2	3			3	<u>37.</u>
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4				0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5			3	<u>37.</u>
6	Credits/Payments:					
a	2010 estimated tax payments and 2009 overpayment credited to 2010 6a 65					
b	Exempt foreign organizations - tax withheld at source 6b	_				
C	Tax paid with application for extension of time to file (Form 8868) 6c	_				
d	Backup withholding erroneously withheld 6d					
7	Total credits and payments. Add lines 6a through 6d	7				65.
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	8				
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	- 9			2	72.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	- 10)			
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax	1 1			·	
Pa	rt VII-A Statements Regarding Activities					
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or interve	ne in			Yes	No
	any political campaign?			1a		Х
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)	?		1b		Х
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials publis	hed 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. ▶ \$ 0 . (2) On foundation managers. ▶ \$	<u>.</u>				
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation					ŀ
	managers. ► \$O .					
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?			2		X
	If "Yes," attach a detailed description of the activities.					ŀ
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation	ı, 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?		N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			5		X
	If "Yes," attach the statement required by General Instruction T.					
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 of the state legislation.	ate 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?			7	X	<u></u>
	If "Yes," complete Part II, col. (c), and Part XV.					
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)					
	PA					
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			86	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 continuous claiming status as a private operating foundation within the meaning of section $4942(j)(3)$ or $4942(j)(5)$ for continuous claiming status as a private operating foundation within the meaning of section $4942(j)(3)$ or $4942(j)(5)$ for continuous claiming status as a private operating foundation within the meaning of section $4942(j)(3)$ or $4942(j)(5)$ for continuous claiming status as a private operating foundation within the meaning of section $4942(j)(3)$ or $4942(j)(3)$ for continuous claiming status as a private operating foundation within the meaning of section $4942(j)(3)$ or $4942(j)(3)$ for $4942(j)(3)$ or $4942(j)(3)$ for 49	alendar				
	year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV			9		Х
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			10		X
			Fo	rm 990	-PF (2010)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued) 5a During the year did the foundation pay or incur any amount to: (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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)? (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for	
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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)? Yes X No	
any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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)? Yes X No	
(3) Provide a grant to an individual for travel, study, or other similar purposes? (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)? Yes X 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)?	
509(a)(1), (2), or (3), or section 4940(d)(2)?	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for	
the prevention of cruelty to children or animals?	
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 instructions)?	
Organizations relying on a current notice regarding disaster assistance check here	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained	
expenditure responsibility for the grant? N/A Yes No	
If "Yes," attach the statement required by Regulations section 53.4945-5(d).	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes X 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?	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A 7b	
Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly	<u> </u>
Paid Employees, and Contractors	
1 List all officers, directors, trustees, foundation managers and their compensation.	
(a) Name and address (b) Title, and average hours per week devoted hours per week devoted (If not paid, and deterged and	(e) Expense ccount, other
to position enter -0-) compensation	allowances
	•
SEE STATEMENT 5 7,500. 0.	0.
	
2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."	
(a) Name and address of each employee paid more than \$50,000 (b) Title, and average hours per week (c) Compensation (d) Contributions to employee benefit plans and deferred	(e) Expense
(a) Name and address of each employee paid more than \$50,000 mours per week devoted to position and determed compensation	allowances
NONE	

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)	У	-
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000 (b) Type of serv	rice	(c) Compensation
NONE		
- 		
		_
Total number of others receiving over \$50,000 for professional services	>	0
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1 N/A		
2		
3		
4		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1 N/A		
2		
All other program-related investments. See instructions.		
3		
Total, Add lines 1 through 3	•	0.

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P	art X . Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndations, s	ee 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	979,803.
	Average of monthly cash balances	1b	3,743.
	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	983,546.
	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	983,546.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,753.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	968,793.
6	Minimum investment return. Enter 5% of line 5	6	48,440.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and foreign organizations check here and do not complete this part.)	nd certain	
1	Mınımum investment return from Part X, line 6	1	48,440.
2a	Tax on investment income for 2010 from Part VI, line 5		<u> </u>
b	Income tax for 2010. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	337.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	48,103.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	48,103.
6	Deduction from distributable amount (see instructions)	6	0.
7_	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	48,103.
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
8		1a	0.
b		1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	<u>.</u> .
3	Amounts set aside for specific charitable projects that satisfy the:		
a	, (t	3a	
	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	0.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	0.
	Note. The amount on line 6 will be used in Part V. column (b), in subsequent years when calculating whether the foundation of	qualifies for t	the section

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4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

1 Distributable amount for 2010 from Part XI, Ime? 4 Control C			(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
2 Linear mount for 2009 only 5 Total for prior years: 3 Excess distributions carryover, if any, to 2010; a From 2006 From 2007 From 2009 From 20	1	Distributable amount for 2010 from Part XI,				
Enter amount for 2009 only		line 7				48,103.
S Excess distributions carryover, if any, to 2010: a From 2005 b From 2006 c From 2007 d From 2009 e From 2009 a From 2009 c F	2	Undistributed income, if any, as of the end of 2010				
3	٤	Enter amount for 2009 only			21,230.	
3 Excess distributions carryover, if any, to 2010; a From 2005 b From 2006 c From 2009 d	t	Total for prior years:		•		
a From 2005 b From 2006 c From 2007 d From 2008 c From 2007 d From 2008 c From 2009 d From 2008 d From 2009 d Fro	2	Excess distributions carryover if any to 2010:		0.		
5 From 2006		1 1				
e From 2007 d From 2008 e From 2008 e From 2009 1 Total of lines 3a through e O. 4 Qualifying distributions for 200 from Part XII, line 4 → S Applied to 2009, but not more than line 2a Applied to 2009, but not more than line 2a Applied to 2009, but not more than line 2a Applied to 2009, but not more of prior years (Election required - see instructions) C Freated as distributions out of corpus (Election required - see instructions) O. 4 Applied 100 (distributibal amount e Remaining amount distributed out of corpus S Excess distributions carryover papiete 9 270 O. 5 Compact distributions approve papiete 9 270 O. 7 O.						
d From 2008						
e From 2009 1 Total of lines 3a through e Q . 4 Cualifying distributions for 2010 from Part XII, line 4: ▶ \$ Q . 4 Applied to addistribution more of prior years (Election required - see instructions) Circated as distributions out of corpus (Election required - see instructions) Circated as distributions out of corpus (Election required - see instructions) Circated as distributions about of corpus (Election required - see instructions) Circated as distributions out of corpus (Election required - see instructions) Circated as distributions about of corpus (Election required - see instructions) Circated as distributions out of corpus Circated as distribution about of corpus Circated as distribution around (b) the same encount must be aboven in column (c) Circated as distribution around (c) Circated as distribution						
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4 Cualifying distributions for 2010 from Part XII, line 4 → S Q Q a Applied to undistributed income of prior years (Election required - see instructions) control of Corpus (Election required - see instructions) dapplied to 2010 distributible amount e Remaining amount distributed autor forpus 5 Excess distributions autorious applied to 2010 occurs and the control o		· · · · · · · · · · · · · · · · · · ·	n . i			
Part XII, Ine 4 > \$ 0. a Applied to 2009, but not more than line 2a b Applied to undistributed income of pror years (Election required - see instructions) c Treated as distributions out of corpus (Cilection required - see instructions) d Applied to 2010 distributable amount e Remaining amount distributed out of corpus E Remaining amount distributed and out of corpus because sestences earprove applied to 2010 E titlet the net total of each solution as indicated below: a Corpus Add lines 3f, 4c, and 46 Substant line 5 brinor years' undistributed income. Subtract line 40 from line 2b. Effects the amount of prior years' undistributed income for which a notice of deficiency has been insured, on on which the section 4942(a) tax has been previously assessed d Subtract line 6b. Taxable amount - see instructions e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2010. Subtract lines 4d and from line 1. Taxable amount streated as distributions out of corpus to satisfy requirements imposed by section 170(b) (1)(F) or 4942(b)(3) A mounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b) (1)(F) or 4942(b)(3) B Excess distributions carryover for 2015. Subtract line 9: B Excess distributions carryover for 2015. Subtract line 9: B Excess from 2006 B Excess from 2007 E Excess from 2007 E Excess from 2007 E Excess from 2008 d Excess from 2009 Excess from 2009 Excess from 2009 Excess from 2009 Excess from 2000 Excess from 2000 Excess from 2000		- I	U.			
a Applied to 2009, but not more than line 2a b Applied to undistributed income of prior years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2010 distributable amount e Remaining amount distributed out of corpus 5 Excess distribution exprove exploid to 2010 off an amount appears in column (i), the same semont must be above in octamn (ii). 6 Enter the net total of each column as indicated below: 8 Corpus Adal lines 34, ex. and 4e Subbract line 5 b Prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 494(a) tax has been previously assessed 4 Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for value (ine 4 from line 2a. Taxable amount - see instructions e Undistributed income for 2010. Subtract line 4 from line 2a. Taxable amount - see instructions e Undistributed income for 2010. Subtract line 4 from line 2a. Taxable amount - see instructions e Undistributed income for 2010. Subtract line 4 from line 2a. Taxable amount - see instructions e Undistributed income for 2010. Subtract line 4 from line 2a. Taxable amount - see instructions e Undistributed income for 2010. Subtract line 4 from line 2a. Taxable amount - see instructions e Undistributed income for 2010. Subtract line 4 from line 2a. Taxable amount - see instructions e Undistributed income for 2010. Subtract line 4 from line 6 from line 7 to 2005. g Excess distributions carryover from 2005. not applied on line 6 from line 6 or line 7 9 Excess distributions carryover trom 2005. not applied on line 6 from line 6 or line 7 9 Excess from 2006 Excess from 2008 d Excess from 2009 e Excess from 2009 e Excess from 2000 d Excess from 2000	7					
b Applied to undistributed income of prior years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2010 distributable amount e Remaining amount distributed out of corpus 5 Excess distributions carryows applied to 2010 grain amount appears in column (ix) 6 Enter the art total of each following as indicated below: C Corpus Ada lines 3f, 4c, and 4e Subtract line 5 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 494/2(a) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions Undistributed income for 2010. Subtract line 4a from line 2. Taxable amount - see instructions Undistributed in 2011 Amounts Tested as distributions out of corpus to satisfy requirements imposed by section 170(b) (1)(f) or 4942(b)(3) Excess distributions carryover from 2005 not applied on line 5 or line 7 Excess from 2006 Excess from 2006 Excess from 2008 d Excess from 2009 excess from 2009 d Excess from 2009 d Excess from 2009 d Excess from 2009 d Excess from 2009 excess from 2009 d Excess from 2009 excess from 2009 d Excess from 2009	,	,	•		0.	
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e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009 e Excess from 2009 e Excess from 2010		amount - see instructions		0.		
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009 e Excess from 2010		e Undistributed income for 2009. Subtract line			· · · · · · · · · · · · · · · · · · ·	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009 e Excess from 2010		4a from line 2a. Taxable amount - see instr.			21,230.	
be distributed in 2011 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009 e Excess from 2010	1	Undistributed income for 2010. Subtract				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009 e Excess from 2010		lines 4d and 5 from line 1. This amount must				
corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009 e Excess from 2010		be distributed in 2011				48,103.
section 170(b)(1)(F) or 4942(g)(3) 8	7	Amounts treated as distributions out of				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 0 . 0 Analysis of line 9: a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009 e Excess from 2010		corpus to satisfy requirements imposed by				
not applied on line 5 or line 7 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 0 . 10 Analysis of line 9: a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009 e Excess from 2010		section 170(b)(1)(F) or 4942(g)(3)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009 e Excess from 2010	8	Excess distributions carryover from 2005				
Subtract lines 7 and 8 from line 6a O . Analysis of line 9: a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009 e Excess from 2010			0.			
a Excess from 2006 b Excess from 2007 c Excess from 2009 d Excess from 2010	9	Excess distributions carryover to 2011.				
a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2010		Subtract lines 7 and 8 from line 6a	<u> </u>			
b Excess from 2007 c Excess from 2008 d Excess from 2009 e Excess from 2010		· · · · · · · · · · · · · · · · · · ·				
c Excess from 2008 d Excess from 2009 e Excess from 2010						
d Excess from 2009 e Excess from 2010						
e Excess from 2010						
	_(e Excess from 2010				Form 900 PE (2010)

Form 990-PF (2010) SOCRATE	S FOUNDATIO	N		22-26	20092 Page 10
Part XIV Private Operating F	oundations (see in	structions and Part VII	A, question 9)	N/A	
1 a If the foundation has received a ruling o	r determination letter that	t it is a private operating			
foundation, and the ruling is effective fo		<u>-</u>	▶ ∟		
b Check box to indicate whether the found		ng foundation described i		4942(j)(3) or4	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		
income from Part I or the minimum	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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 Info	rmation (Comple	te this part only	if the foundatior	n had \$5,000 or m	ore in assets
at any time during t	he year-see the i	instructions.)			·
1 Information Regarding Foundation	n Managers:				
a List any managers of the foundation wh			ributions received by the	e foundation before the clo	se of any tax
year (but only if they have contributed n	nore than \$5,000). (See s	ection 507(d)(2).)			
SEE STATEMENT 6					
b List any managers of the foundation wh other entity) of which the foundation ha			or an equally large porte	on of the ownership of a p	partnership or
NONE					
2 Information Regarding Contribut	ion, Grant, Gift, Loan,	Scholarship, etc., Pr	ograms:		
Check here 🕨 🕱 if the foundation of				not accept unsolicited req	uests for funds. If
the foundation makes gifts, grants, etc.					
a The name, address, and telephone num	ber of the person to whor	n applications should be	addressed:		
DIRECTORS, SOCRATES	FOUNDATION,	307-322-27	13		
3441 HWY 34, WHEATLA					
b The form in which applications should be	e submitted and informati	tion and materials they sh	nould include:		
c Any submission deadlines:	<u> </u>				
d Any restrictions or limitations on award	s, such as by geographica	al areas, charitable fields,	kınds of institutions, or	other factors:	
			_		

3 Grants and Contributions Paid During the Y	ear or Approved for Future	Payment		
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
a Paid during the year NONE	or substantial contributor	recipient		
		:		
Tabel	<u> </u>	<u> </u>		
Total b Approved for future payment		T	▶ 3a	0.
NONE			2h	
Total 023811 12-07-10			<u>▶ 3b</u>	0.
023011 12-07-10			F	orm 990-PF (2010)

Part XVI-A Analysis of Income-Producing Activities

inter gross amounts unless otherwise indicated.		ed business income		ided by section 512, 513, or 514	(e)
	(a) Business	(b) Amount	(C) Exclu- sion	(d)	Related or exempt
1 Program service revenue:	code	Amount	code	Amount	function income
·			-		
b			├		
c			<u> </u>		
<u> </u>			 		
e					
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					16,850.
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			ļ .		
8 Gain or (loss) from sales of assets other					12 624
than inventory					-13,624.
Net income or (loss) from special events Gross profit or (loss) from sales of inventory			-		
1 Other revenue:			-		
a					
b					
C					
d					
e			ļ		
2 Subtotal. Add columns (b), (d), and (e)		0.		0.	
3 Total. Add line 12, columns (b), (d), and (e)				13	3,226.
See worksheet in line 13 instructions to verify calculations.)					
Part XVI-B Relationship of Activities to	the Acc	omplishment of Ex	emp	t Purposes	
Line No. Explain below how each activity for which incom	ne is reported	ın column (e) of Part XVI-A	contril	outed importantly to the accor	nplishment of
the foundation's exempt purposes (other than be	y providing fu	inds for such purposes).			
ALL INVESTMENT INCOME					
					
	·				
	·				

orm 990				NDATION			22-262			ge 13
Part X	(VII	Information Re Exempt Organ		ransfers To a	and Transactions	and Re	lationships With Noncha	ritabl	0	
1 Did	the org			any of the following	ng with any other organizat	ion descri	bed in section 501(c) of		Yes	No
					27, relating to political orga			Ì		
a Tran	sfers	from the reporting found:	ation to a nonch	aritable exempt or	ganization of:					
(1) Cash								1a(1)		X
(2)	Other	assets						1a(2)		X
b Othe	er trans	sactions;								
(1)	Sales	of assets to a noncharita	ble exempt orga	nization				1b(1)	-	_X_
		ases of assets from a no		npt organization				1b(2)	ļ	X
		l of facilities, equipment,						1b(3)		X
		oursement arrangements						1b(4)	<u> </u>	X
		or loan guarantees						1b(5)	-	X
٠.,		mance of services or me	•	_				1b(6)	 	X
	-	facilities, equipment, ma				haara ahaa	Also dans manifest called ad the annual	1 <u>1c</u>		X
							w the fair market value of the goods, transaction or sharing arrangement,		sets,	
) the value of the goods,				iue iii aiiy	transaction or snaring arrangement,	PIIÓM III		
(a) Line no		(b) Amount involved			e exempt organization	(d)	Description of transfers, transactions, and	sharing a	rangeme	nts
	\top	<u>\</u>	(-,	N/A						
					<u> </u>					
					·· -					
						-				
	+					_				
	+									
	+									
	+			<u>.</u>						
2a le th	e four	idation directly or indirect	l tly affiliated with	or related to one	or more tax-exempt organ	uzatione d	escribed			
		501(c) of the Code (other				IIZALIUIIS U	escribed F	Yes	Y	No
		mplete the following sch		31(0)(0)) 0 000.	NOTI OET !		_	103	L.&&	10
	,	(a) Name of org			(b) Type of organization		(c) Description of relations	hip		
		N/A								
						<u> </u>				
•	Unde	r penalties of perfury, I declare complete. Declaration of prepa	e that I have example provious then take	ned this return, includ payer or siduciary) is b	ing accompanying schedules a ased on all information of which	nd statemen preparer ha	its, and to the best of my knowledge and be as any knowledge	ilief, it is tr	че, сопе	ct,
Sign		complete Declaration of prepared (other than tempayer or siduciary) is based on all information of which preparer has any knowledge								
Here	.	Signature of officer or trustee O (8/ii) DIRECTOR Title								
				Drennrar's s	Daté /	Date	Title Check if PTIN			
		Print/Type preparer's na	11116	Preparer's s	igriature	Date	Check if PTIN self- employed			
Paid		PATRICIA DUARTE CATOLO DO 05/02/11								
Prepa	rer		FLACKMAN, GOODMAN & POTTER, P.A., CPA'S Firm's EIN							
Use C							CTW PLUMPEM			
		Firm's address ► RIDGEWOOD, NJ 07450					Phone no. (201)445	-05	00
							, , , , , , , , , , , , , , , , , , , ,			

Form **990-PF** (2010)

(a) List and 2-story br	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)		
1a 24 SHS ISHARES	P	04/26/10	05/10/10		
b 3176.708 SHS A	MERICAN CENTURY	P	VARIOUS	04/19/10	
c 2332.122 SHS B	RANDYWINE BLUE F	UND	P	VARIOUS	09/02/10
d 210 SHS SCHWAB	HEDGED EQUITY		P	VARIOUS	10/22/10
e 2396.924 SHS V	ANGUARD WINDSOR	FUND	P	VARIOUS	04/19/10
f CAPITAL GAINS	DIVIDENDS				
g					
<u>h</u> _					
_1					
<u>k</u>					
m					
<u>n</u>					
0				<u> </u>	
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) (e) p	Gain or (loss) lus (f) minus (g)	
a 2,527.		2,522.			5.
b 35,008.		35,515.			<u>-507.</u>
c 47,343.		62,698.			<u>-15,355.</u>
d 3,093.		3,255.			-162.
e 30,916.		33,090.			<u>-2,174.</u>
f 4,569.					4,569.
<u>g</u> .					
h					
1					
<u>k</u>					· · · · · · · · · · · · · · · · · · ·
					
m .					
<u>n</u>	-				
Complete only for assets showin	ng gain in column (h) and owned by t	the foundation on 12/31/69	(1) 1	one (from eal (b))	
Complete only for assets showing			(I) LOS Gains (excess o	ses (from col. (h)) of col. (h) gain ove	r col. (k).
(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	but n	ot less than "-0-")	
<u>a</u>					5.
<u>b</u>					-507.
<u>C</u>					-15,355.
d					-162.
е					-2,174.
f					4,569.
9					
<u>h</u>					
1					·
<u>k</u>	-	<u> </u>		- .	
<u> </u>	<u> </u>			_	
<u>m</u>					
<u>n</u>					
0					
2 Capital gain net income or (net ca	pital loss) { If gain, also enter "-0	in Part I, line 7 -" in Part I, line 7	2	·	-13,624.
3 Net short-term capital gain or (los If gain, also enter in Part I, line 8,	column (c).	id (6):			
If (loss), enter "-0-" in Part I, line 8	3	J	3	N/A	

SOURCE GROSS AMOUNT DIVIDENDS AMOUNT	FORM 990-PF DIVID	ENDS ANI	O INTER	EST FROM	SECU	RITIES	STATEMENT	1	
11,943.	SOURCE	GROSS							
VANGUARD INT'L GROWTH VANGUARD STAR FUND VANGUARD STAR FUND VANGUARD STAR FUND VANGUARD CONVERTIBLE SECURITIES 1,803. 473. 1,3 0. 1,2 TOTAL TO FM 990-PF, PART I, LN 4 21,419. 4,569. 16,8 FORM 990-PF ACCOUNTING FEES STATEMENT LESCRIPTION STATE FORM 990-PF PRE BOOKS MENT INCOME PURPOSED ACCOUNTING STATEMENT INCOME PURPOSED ACCOUNTING STATEMENT STATEMENT 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0									
VANGUARD STAR FUND 57. 0. VANGUARD-CONVERTIBLE SECURITIES 1,803. 473. 1,3 TOTAL TO FM 990-PF, PART I, LN 4 21,419. 4,569. 16,8 FORM 990-PF ACCOUNTING FEES STATEMENT DESCRIPTION (A) (B) (B) (C) (D) (CHARTTA) (CHAR									
VANGUARD-CONVERTIBLE SECURITIES 1,803. 473. 1,3 TOTAL TO FM 990-PF, PART I, LN 4 21,419. 4,569. 16,8 FORM 990-PF ACCOUNTING FEES STATEMENT LEXPENSES NET INVEST- ADJUSTED CHARITAL PER BOOKS MENT INCOME NET INCOME PURPOS. ACCOUNTING 3,450. 0. ACCOUNTING 3,450. 0. 0. 0. FORM 990-PF, PG 1, LN 16B 3,450. 0. 0. FORM 990-PF TAXES STATEMENT DESCRIPTION EXPENSES NET INVEST- ADJUSTED CHARITAL PER BOOKS MENT INCOME NET INCOME PURPOS. TO FORM 990-PF, PG 1, LN 18 740. 0. TO FORM 990-PF, PG 1, LN 18 740. 0. FORM 990-PF OTHER INVESTMENTS STATEMENT DESCRIPTION VALUATION METHOD BOOK VALUE FAIR MARKE									
TOTAL TO FM 990-PF, PART I, LN 4 21,419. 4,569. 16,89 FORM 990-PF ACCOUNTING FEES STATEMENT (A) (B) (C) (D) EXPENSES NET INVEST- ADJUSTED CHARITAL PER BOOKS MENT INCOME NET INCOME PURPOS. ACCOUNTING 3,450. 0. TO FORM 990-PF, PG 1, LN 16B 3,450. 0. FORM 990-PF TAXES STATEMENT (A) (B) (C) (D) EXPENSES NET INVEST- ADJUSTED CHARITAL PER BOOKS MENT INCOME NET INCOME PURPOS. 740. 0. TO FORM 990-PF, PG 1, LN 18 740. 0. FORM 990-PF OTHER INVESTMENTS STATEMENT VALUATION METHOD BOOK VALUE FAIR MARKE		TMTEC						57.	
FORM 990-PF ACCOUNTING FEES STATEMENT (A) (B) (C) (D) EXPENSES NET INVEST- ADJUSTED CHARITAL PER BOOKS MENT INCOME NET INCOME PURPOS ACCOUNTING 3,450. 0. TO FORM 990-PF, PG 1, LN 16B 3,450. 0. FORM 990-PF TAXES STATEMENT (A) (B) (C) (D) EXPENSES NET INVEST- ADJUSTED CHARITAL PER BOOKS MENT INCOME NET INCOME PURPOS 740. 0. TO FORM 990-PF, PG 1, LN 18 740. 0. FORM 990-PF OTHER INVESTMENTS STATEMENT VALUATION BOOK VALUE FAIR MARKE VALUATION BOOK VALUE VALUE	VANGUARD-CONVERTIBLE SECUR	11169	1,803.			<u> </u>	1,330.		
(A) (B) (C) (D)	TOTAL TO FM 990-PF, PART I	, LN 4		21,419.		4,569.	16,8	50.	
DESCRIPTION EXPENSES NET INVEST- ADJUSTED CHARITAL PER BOOKS MENT INCOME NET INCOME PURPOSE ACCOUNTING 3,450. TO FORM 990-PF, PG 1, LN 16B 3,450. (A) EXPENSES NET INVEST- ADJUSTED CHARITAL PER BOOKS MENT INCOME NET INCOME PURPOSE (B) EXPENSES NET INVEST- ADJUSTED CHARITAL PER BOOKS MENT INCOME NET INCOME PURPOSE TO FORM 990-PF, PG 1, LN 18 740. O. TO FORM 990-PF, PG 1, LN 18 TO FORM 990-PF OTHER INVESTMENTS STATEMENT VALUATION BOOK VALUE FAIR MARKE VALUATION BOOK VALUE VALUE	FORM 990-PF	A	CCOUNTI	NG FEES			STATEMENT	2	
TO FORM 990-PF, PG 1, LN 16B 3,450. 0. FORM 990-PF TAXES STATEMENT (A) (B) (C) (D) EXPENSES NET INVEST- ADJUSTED CHARITAL PER BOOKS MENT INCOME NET INCOME PURPOSE TO FORM 990-PF, PG 1, LN 18 740. 0. FORM 990-PF OTHER INVESTMENTS STATEMENT VALUATION METHOD BOOK VALUE FAIR MARKE VALUATION WETHOD BOOK VALUE VALUE	DESCRIPTION	EXP	ENSES	NET INV	EST-	ADJUSTED	CHARITA		
FORM 990-PF TAXES STATEMENT (A) (B) (C) (D) EXPENSES NET INVEST- ADJUSTED CHARITAL PER BOOKS MENT INCOME NET INCOME PURPOSE TO FORM 990-PF, PG 1, LN 18 740. O. TO FORM 990-PF OTHER INVESTMENTS STATEMENT VALUATION METHOD BOOK VALUE VALUE	ACCOUNTING		3,450.		0.		0.		
TO FORM 990-PF, PG 1, LN 18 TO FORM 990-PF OTHER INVESTMENTS VALUATION METHOD DESCRIPTION (A) (B) (C) (D) (D) (C) (D) (D	TO FORM 990-PF, PG 1, LN 1	6в	3,450.		0.			0.	
DESCRIPTION EXPENSES NET INVEST- ADJUSTED CHARITAL PER BOOKS MENT INCOME NET INCOME PURPOS 740. 0. TO FORM 990-PF, PG 1, LN 18 740. OTHER INVESTMENTS STATEMENT VALUATION METHOD BOOK VALUE VALUE	FORM 990-PF		TAX	ES			STATEMENT	3	
TO FORM 990-PF, PG 1, LN 18 740. 0. FORM 990-PF OTHER INVESTMENTS STATEMENT VALUATION METHOD BOOK VALUE VALUE	DESCRIPTION	EXP:	ENSES	NET INV	EST-	ADJUSTED	CHARITA		
FORM 990-PF OTHER INVESTMENTS STATEMENT VALUATION FAIR MARKE METHOD BOOK VALUE VALUE			740.		0.			0.	
DESCRIPTION VALUE VALUE WETHOD BOOK VALUE VALUE	TO FORM 990-PF, PG 1, LN 1	8	740.		0.			0.	
DESCRIPTION METHOD BOOK VALUE VALUE	FORM 990-PF	OT	HER INV	ESTMENTS			STATEMENT	4	
SCHEDULE ATTACHED COST 971,827. 1,015,7	DESCRIPTION				ВО	OK VALUE		т	
	SCHEDULE ATTACHED			COST	<u></u>	971,827. 1,015,73			
TOTAL TO FORM 990-PF, PART II, LINE 13 971,827. 1,015,7	TOTAL TO FORM 990-PF, PART	II, LI	NE 13			971,827.	1,015,733.		

	- LIST OF OFFICERS, DES AND FOUNDATION MANA		STAT:	EMENT 5
NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	
RALPH R. WHITNEY, JR 3441 HWY 34 WHEATLAND, WY 82201	DIRECTOR 0.00	1,500.	0.	0.
FAY WHITNEY 3441 HWY 34 WHEATLAND, WY 82201	DIRECTOR 0.00	1,500.	0.	0.
LYNN ALLEN 239 PUAPIHI LANANIA MAUI, HI 96761	DIRECTOR 0.00	1,500.	0.	0.
PAULA SKROTZKI P.O. BOX 1130 LANANIA MAUI, HI 96761	DIRECTOR 0.00	1,500.	0.	0.
BRIAN WHITNEY 1305 MONOCO PKY DENVER, CO 80220	DIRECTOR 0.00	1,500.	0.	0.
ROBB WHITNEY 3441 HWY 34 WHEATLAND, WY 82201	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, F	PAGE 6, PART VIII	7,500.	0.	0.
FORM 990-PF	PART XV - LINE 1A OF FOUNDATION MANAGE	ERS	STAT	EMENT 6

NAME OF MANAGER

RALPH R. WHITNEY, JR FAY WHITNEY

SOCRATES FOUNDATION FID# 22-2620092 December 31, 2010

	Cost	Market
MONEY MARKET FUNDS:		
Charles Schwab	1,934	1,934
TOTAL MONEY MARKET FUNDS	1,934	1,934
MUTUAL FUNDS:		
Fidelity Balanced Fund	46,698	60,980
Fideltiy Flexible Bond Fund	31,673	32,151
Fidelity High Income Fund	45,035	49,316
Fidelity Real Estate Fund	35,438	64,618
Vanguard Convertible Securities	13,217	17,559
Vanguard World Int'l Growth	56,413	74,057
Vanguard STAR Fund	2,556	2,259
Charles Schwab	740,797	717,793
TOTAL MUTUAL FUNDS	971,827	1,018,734
TOTAL ASSETS	<u>\$973,761</u>	\$1,020,668