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Form **990-PF**Department of the Treasury  
Internal Revenue Service

**NOTICE 2008-6 STATUS CHANGE**  
**Return of Private Foundation**  
 or Section 4947(a)(1) Nonexempt Charitable Trust  
 Treated as a Private Foundation

OMB No 1545-0052

**2010**

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

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation

**SAMUEL KILPATRICK**

A Employer identification number

**23-6205593**

Number and street (or P O box number if mail is not delivered to street address)

**C/O PNC BANK 620 LIBERTY AVENUE**

Room/suite

**10 FL**

B Telephone number

**412-768-5898**

City or town, state, and ZIP code

**PITTSBURGH, PA 15222**H Check type of organization: ☐ Section 501(c)(3) exempt private foundation☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationC 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 ☐Fair market value of all assets at end of year  
(from Part II, col. (c), line 16)▶ \$ **2,138,527.** (Part I, column (d) must be on cash basis)J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) \_\_\_\_\_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 ☐**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))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

**N/A**2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

**11.****11.****STATEMENT 2**

4 Dividends and interest from securities

**44,882.****44,882.****STATEMENT 3**

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

**-2,644.****STATEMENT 1**

b Gross sales price for all assets on line 6a

**273,557.**

7 Capital gain net income (from Part IV, line 2)

**0.**

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 (loss)

11 Other income

**869.****0.****STATEMENT 4**

12 Total. Add lines 1 through 11

**43,118.****44,893.**

13 Compensation of officers, directors, trustees, etc.

**2,290.****2,175.****115.**

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

**STMT 5****700.****0.****700.**

c Other professional fees

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative expenses. Add lines 13 through 23

**2,990.****2,175.****815.**

25 Contributions, gifts, grants paid

**89,016.****89,016.**

26 Total expenses and disbursements. Add lines 24 and 25

**92,006.****2,175.****89,831.**

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

**-48,888.**

b Net investment income (if negative, enter -0-)

**42,718.**

c Adjusted net income (if negative, enter -0-)

**N/A**

SCANNED NOV 02 2011

Operating and Administrative Expenses

023501  
12-07-10

LHA For Paperwork Reduction Act Notice. see the instructions.

Form **990-PF** (2010)

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**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	14,773.	21,931.	21,931.
	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			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	1,921,416.	1,865,370.	2,116,596.
14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers)	1,936,189.	1,887,301.	2,138,527.	
<b>Liabilities</b>	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			
	22 Other liabilities (describe ▶)			
23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,928,178.	1,880,440.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	8,011.	6,861.	
	30 <b>Total net assets or fund balances</b>	1,936,189.	1,887,301.	
31 <b>Total liabilities and net assets/fund balances</b>	1,936,189.	1,887,301.		

**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	1,936,189.
2 Enter amount from Part I, line 27a	2	-48,888.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,887,301.
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	1,887,301.

**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.)
<b>1a LONG TERM CAPITAL GAIN DIVIDENDS</b>				
<b>b SHORT TERM CAPITAL GAIN DIVIDENDS</b>				
<b>c SALES OF PUBLICLY TRADED SECURITIES</b>				
<b>d CLASS ACTION SETTLEMENTS</b>				
<b>e</b>				

(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)
<b>a</b> 2,357.			2,357.
<b>b</b> 7,798.			7,798.
<b>c</b> 263,402.		278,995.	-15,593.
<b>d</b> 869.			869.
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
<b>a</b>			2,357.
<b>b</b>			7,798.
<b>c</b>			-15,593.
<b>d</b>			869.
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	-4,569.
<b>3</b> 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). If (loss), enter -0- in Part I, line 8	}	<b>3</b>	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

**1** Enter the appropriate amount in each column for each year; see 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))
2009			
2008			
2007			
2006			
2005			

<b>2</b> Total of line 1, column (d)	<b>2</b>
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	<b>4</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>
<b>7</b> Add lines 5 and 6	<b>7</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>

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.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	854.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	854.
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	854.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		854.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • 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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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? Website address <b>N/A</b>	13	X	
14	The books are in care of <b>PNC BANK NA TRUSTEE</b> Telephone no. <b>412-768-5898</b> Located at <b>620 LIBERTY AVE 10TH FLOOR, PITTSBURGH, PA</b> ZIP+4 <b>15222</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year			<input checked="" type="checkbox"/> 0.
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>N/A</b>		
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 instructions.) <b>N/A</b>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <b>N/A</b>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 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 2010) <b>N/A</b>	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 2010?	4b	X

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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 instructions)?

N/A

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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

6b

X

If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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
PNC BANK, NA 620 LIBERTY AVENUE PITTSBURGH, PA 15222	TRUSTEE 1.00	2,290.	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 devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

**Part VIII****Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(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	
	0.
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	
	0.
2	
All other program-related investments. See instructions.	
3 N/A	
	0.
	0.
Total. Add lines 1 through 3	0.

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**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
<b>a</b>	Average monthly fair market value of securities	<b>1a</b> 2,022,717.
<b>b</b>	Average of monthly cash balances	<b>1b</b>
<b>c</b>	Fair market value of all other assets	<b>1c</b>
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b> 2,022,717.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b> 0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b> 0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b> 2,022,717.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b> 30,341.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b> 1,992,376.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b> 99,619.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b> 99,619.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b> 854.
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>
<b>c</b>	Add lines 2a and 2b	<b>2c</b> 854.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b> 98,765.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b> 0.
<b>5</b>	Add lines 3 and 4	<b>5</b> 98,765.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b> 0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b> 98,765.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b> 89,831.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b> 0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:	
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b> 89,831.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b> 0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b> 89,831.

**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 instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				98,765.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			0.	
<b>b</b> Total for prior years.		0.		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005				
<b>b</b> From 2006				
<b>c</b> From 2007				
<b>d</b> From 2008				
<b>e</b> From 2009				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 89,831.				
<b>a</b> Applied to 2009, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2010 distributable amount				89,831.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				8,934.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006				
<b>b</b> Excess from 2007				
<b>c</b> Excess from 2008				
<b>d</b> Excess from 2009				
<b>e</b> Excess from 2010				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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 the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year				
BOARD OF TRUSTEES OF BETHLEHEM PRESBYTERIAN CHURCH - 11TH TO MARVINE ON ROCKLAND	NONE	CHURCH	GENERAL FINANCIAL SUPPORT	14,836.
INGLIS HOUSE 2600 BELMONT AVENUE PHILADELPHIA, PA 19131	NONE	HOSPITAL	GENERAL FINANCIAL SUPPORT	14,836.
BALA PRESBYTERIAN HOME 2000 JOSHUA ROAD LAFAYETTE HILL, PA 19444	NONE	CHURCH	GENERAL FINANCIAL SUPPORT	14,836.
PRESBY MEDICAL CENTER OF PHILADELPHIA 39TH AND MARKET STREETS PHILADELPHIA, PA 19104	NONE	HOSPITAL	GENERAL FINANCIAL SUPPORT	14,836.
PRESBYTERIAN CHILDRENS VILLAGE 452 SOUTH ROBERTS ROAD ROSEMONT, PA 19010	NONE	CHURCH	GENERAL FINANCIAL SUPPORT	14,836.
TEMPLE UNIVERSITY BROAD AND MONTGOMERY AVENUE PHILADELPHIA, PA 19122	NONE	UNIVERSITY	GENERAL FINANCIAL SUPPORT	14,836.
<b>Total</b>				<b>89,016.</b>
<b>b</b> Approved for future payment				
NONE				
<b>Total</b>				<b>0.</b>



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

- |   |  | Yes   | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |       |    |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of:   |       |    |
|   | (1) Cash   | 1a(1) | X  |
|   | (2) Other assets   | 1a(2) | X  |
| b | Other transactions:  |       |    |
|   | (1) Sales of assets to a noncharitable exempt organization   | 1b(1) | X  |
|   | (2) Purchases of assets from a noncharitable exempt organization   | 1b(2) | X  |
|   | (3) Rental of facilities, equipment, or other assets   | 1b(3) | X  |
|   | (4) Reimbursement arrangements   | 1b(4) | X  |
|   | (5) Loans or loan guarantees   | 1b(5) | X  |
|   | (6) Performance of services or membership or fundraising solicitations   | 1b(6) | X  |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    | X  |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |       |    |

[illegible]

- 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
N/A		

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.

**Sign Here** John W. Almy 10-21-2011 ASSISTANT VICE PRESIDENT

Signature of officer or trustee Date Title

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

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FORM 990-PF                      GAIN OR (LOSS) FROM SALE OF ASSETS                      STATEMENT    1

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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
LONG TERM CAPITAL GAIN DIVIDENDS	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,357.	0.	0.	0.	2,357.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SHORT TERM CAPITAL GAIN DIVIDENDS	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,798.	0.	0.	0.	7,798.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SALES OF PUBLICLY TRADED SECURITIES	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
263,402.	276,201.	0.	0.	-12,799.

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A -2,644.


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## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
MONEY MARKET AND OTHER TEMPORARY INVESTMENTS	11.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	11.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
TRUST INVESTMENT INCOME	44,882.	0.	44,882.
TOTAL TO FM 990-PF, PART I, LN 4	44,882.	0.	44,882.

## FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION PROCEEDS	869.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	869.	0.	

## FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE	700.	0.		700.
TO FORM 990-PF, PG 1, LN 16B	700.	0.		700.



FORM 990-PF

OTHER INVESTMENTS

STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TOTAL TRUST INVESTMENTS	COST	0.	0.
MUTUAL FUNDS - FIXED	COST	681,752.	691,180.
MUTUAL FUNDS - EQUITY	COST	1,183,618.	1,425,416.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,865,370.	2,116,596.

BANK	21
REGION	35
OFFICE	001

-TRANSACTION ANALYSIS / SUMMARY -  
01/01/10 THROUGH 12/31/10  
ACCOUNT 0660301 SAMUEL KILPATRICK

DATE 04/20/11  
TIME 09:53  
PAGE 0003

-TRANSACTION-	-CODES-	HISTORY	- C A S H -	INVEST/UNITS
DATE	DESCRIPTION	TRAN TAX INDV	INCOME	PRINCIPAL

TOTALS FOR TAX CODE 081	LONG TERM CAPITAL GAIN DISTRIBUTION
100	100
200	200
300	300
400	400
500	500
600	600
700	700
800	800
900	900
1000	1000
1100	1100
1200	1200
1300	1300
1400	1400
1500	1500
1600	1600
1700	1700
1800	1800
1900	1900
2000	2000
2100	2100
2200	2200
2300	2300
2400	2400
2500	2500
2600	2600
2700	2700
2800	2800
2900	2900
3000	3000
3100	3100
3200	3200
3300	3300
3400	3400
3500	3500
3600	3600
3700	3700
3800	3800
3900	3900
4000	4000
4100	4100
4200	4200
4300	4300
4400	4400
4500	4500
4600	4600
4700	4700
4800	4800
4900	4900
5000	5000
5100	5100
5200	5200
5300	5300
5400	5400
5500	5500
5600	5600
5700	5700
5800	5800
5900	5900
6000	6000
6100	6100
6200	6200
6300	6300
6400	6400
6500	6500
6600	6600
6700	6700
6800	6800
6900	6900
7000	7000
7100	7100
7200	7200
7300	7300
7400	7400
7500	7500
7600	7600
7700	7700
7800	7800
7900	7900
8000	8000
8100	8100
8200	8200
8300	8300
8400	8400
8500	8500
8600	8600
8700	8700
8800	8800
8900	8900
9000	9000
9100	9100
9200	9200
9300	9300
9400	9400
9500	9500
9600	9600
9700	9700
9800	9800
9900	9900
10000	10000

2,357.01

TOTALS FOR TAX CODE 082 SHORT TERM CAPITAL GAIN DISTRIBUTION

7798623

TOTALS FOR TAX CODE 831 SALES-COLLECTIVE FUNDS

263,402.58

276,200.53-P

273,558.02

£. 5 00 2, 9 22

$\langle 2,642,51 \rangle$

Part I, Line 6a:

- TRANSACTION -		- CODES -		HISTORY		- C A S H -		INVEST/UNITS	
DATE	DESCRIPTION	TRAN	TAX	INDV		INCOME	PRINCIPAL		
02-26-10	LONG TERM CAPITAL GAINS DISTRIBUTION PAYABLE 12/31/09 AT .0000 PER SHARE BLACKROCK LIQUIDITY FUNDS TEMPFUND ADMINISTRATION SHARES #H1	081	081	00-0000	40757-00001 02-26-10		.02		
02-26-10	LONG TERM CAPITAL GAINS DISTRIBUTION PAYABLE 12/31/09 AT .0000 PER SHARE BLACKROCK LIQUIDITY FUNDS TEMPFUND ADMINISTRATION SHARES #H1	081	081	00-0000	40757-00002 02-26-10		.03		
03-09-10	MUTUAL FUND AGENT 03/08 SALE 20,857.019 SHS @ 3.03 ALLIANCE GROWTH & INCOME FUND INC FD #94	085	831	9464	40768-00001 03-09-10		63,196.77	64,316.01- 20,857.019-	
03-09-10	MUTUAL FUND AGENT 03/08 SALE 15,507.642 SHS @ 5.60 AMERICAN CENTURY CAPITAL VALUE FUND INV #103	085	831	9464	40768-00002 03-09-10		86,842.80	112,796.45- 15,507.642-	
03-09-10	MUTUAL FUND AGENT 03/08 SALE 3,467.061 SHS @ 21.16 T ROWE PRICE VALUE FD INC FUND #107	085	831	9464	40768-00004 03-09-10		73,363.01	63,864.63- 3,467.061-	
09-13-10	MUTUAL FUND AGENT 09/10 SALE 2,003.005 SHS @ 19.9699 BARON SMALL CAP FUND FUND #583	085	831	9464	40956-00001 09-13-10		40,000.00	35,223.44- 2,003.005-	
12-15-10	PURC 11.055 SHS THRU REINVESTMENT OF CAP GAIN PAYABLE 12/15/10 @ 54.8100 BARON ASSET FUND FD #585	083	081		41049-00001 12-15-10			605.94 11.055	
12-23-10	PURC 32.502 SHS THRU REINV OF SHORT TERM CAP GAIN DUE 12/23/10 @ \$ 7.6300 BLACKROCK FDS HIGH YIELD BD PORTFOLIO FUND 318 INSTITUTIONAL CLASS	083	082		41057-00002 12-23-10			247.99 32.502	
12-23-10	PURC 745.354 SHS THRU REINV OF SHORT TERM CAP GAIN DUE 12/23/10 @ \$ 10.1300 BLACKROCK FDS GNMA PORTFOLIO INSTL CL FD #338	083	082		41057-00003 12-23-10			7,550.44 745.354	

-TRANSACTION- DESCRIPTION		-CODES- TRAN TAX INDV		HISTORY	- C A S H -		INCOME	PRINCIPAL	INVEST/UNITS
12-23-10	PURC 172.841 SHS THRU REINVESTMENT OF CAP GAIN PAYABLE 12/23/10 @ 10.1300 BLACKROCK FDS GNMA PORTFOLIO INSTL CL FD #338	083	081	41057-00004 12-23-10					1,750.88 172.841
12-28-10	LONG TERM CAPITAL GAINS DISTRIBUTION PAYABLE 12/21/10 AT .0000 PER SHARE BLACKROCK LIQUIDITY FUNDS TEMPFUND ADMINISTRATION SHARES #H1	081	081	00-0000 41062-00001 12-28-10				.14	

			G A I N / L O S S			I N F O R M A T I O N		
TAX	OR-OFF	SERIAL	SEQ	LOT#	ACQUIRED	TRADE	PROCEEDS	TAX COST
831	000	40768-00004	00000	12/19/02	03/08/10	5.985	126.64	93.73
831	000	40768-00004	00000	12/19/02	03/08/10	1.995	42.21	31.24
831	000	40768-00004	00000	12/15/08	03/08/10	37.457	792.60	548.74
			TOTAL-LONG			3,467.061	73,363.01	63,864.63

LISTED SALES-TOTAL LONG 41,834.727 263,402.58 278,995.20

CAPITAL GAIN DISTRIBUTIONS

GRAND TOTAL-LONG 41,834.727 263,402.58 278,995.20

CARRYOVER(CURRENT )

LT div 2,357.01  
ST div 7,798.43  
273,558.02  
-278,995.20  
<5,437.18>

+ 869.51 - Class Action Proceeds  
Part I, Line 7: <4,567.67>

			FEDERAL			STATE		
			G/L			G/L		
			32.91 L			.00		
			10.97 L			.00		
			243.86 L			.00		
			9,498.38			.00		
			2,357.01 L			.00 L		
			13,235.61-					

TAX		----- DATES -----		-----		G A I N / L O S S		I N F O R M A T I O N		STATE	
CODE	OR-OFF SERIAL	SEQ LOT#	ACQUIRED	TRADE		UNITS	PROCEEDS	TAX COST	FEDERAL G/L		G/L
ASSET 018597104 ALLIANCE GROWTH & INCOME FUND											
INC											
FD #94											
831	000	40768-00001	00000	12/26/07	03/08/10	1,754.744	5,316.87	7,545.40	2,228.53-L		.00
831	000	40768-00001	00000	06/27/02	03/08/10	19,050.538	57,723.14	56,770.60	952.54 L		.00
831	000	40768-00001	00000	07/10/07	03/08/10	51.737	156.76	.01	156.75 L		.00
TOTAL-LONG						20,857.019	63,196.77	64,316.01	1,119.24-		.00
ASSET 025083395 AMERICAN CENTURY CAPITAL											
VALUE FUND INV #103											
831	000	40768-00002	00000	12/19/06	03/08/10	191.051	1,069.89	1,597.19	527.30-L		.00
831	000	40768-00002	00000	12/18/07	03/08/10	649.997	3,639.98	5,011.48	1,371.50-L		.00
831	000	40768-00002	00000	12/13/05	03/08/10	163.832	917.46	1,187.78	270.32-L		.00
831	000	40768-00002	00000	09/01/05	03/08/10	14,502.762	81,215.47	105,000.00	23,784.53-L		.00
TOTAL-LONG						15,507.642	86,842.80	112,796.45	25,953.65-		.00
ASSET 068278308 BARON SMALL CAP FUND											
FUND #583											
831	000	40956-00001	00000	12/21/07	09/10/10	196.381	3,921.73	4,671.90	750.17-L		.00
831	000	40956-00001	00000	12/21/07	09/10/10	17.218	343.84	409.61	65.77-L		.00
831	000	40956-00001	00000	11/23/05	09/10/10	105.931	2,115.44	2,404.63	289.19-L		.00
831	000	40956-00001	00000	11/21/06	09/10/10	455.054	9,087.43	10,311.53	1,224.10-L		.00
831	000	40956-00001	00000	11/24/04	09/10/10	85.332	1,704.08	1,759.55	55.47-L		.00
831	000	40956-00001	00000	06/27/02	09/10/10	1,143.089	22,827.48	18,460.89	4,366.59 L		.00
TOTAL-LONG						2,003.005	40,000.00	38,018.11	1,981.89		.00
ASSET 779578103 T ROWE PRICE VALUE FD INC											
FUND #107											
831	000	40768-00004	00000	12/20/06	03/08/10	17.876	378.26	484.45	106.19-L		.00
831	000	40768-00004	00000	12/20/06	03/08/10	63.163	1,336.53	1,711.73	375.20-L		.00
831	000	40768-00004	00000	12/19/07	03/08/10	15.507	328.13	397.29	69.16-L		.00
831	000	40768-00004	00000	12/19/07	03/08/10	103.379	2,187.50	2,648.57	461.07-L		.00
831	000	40768-00004	00000	12/14/05	03/08/10	14.632	309.61	344.73	35.12-L		.00
831	000	40768-00004	00000	12/14/05	03/08/10	81.141	1,716.94	1,911.68	194.74-L		.00
831	000	40768-00004	00000	12/18/03	03/08/10	1.627	34.43	31.32	3.11 L		.00
831	000	40768-00004	00000	12/13/01	03/08/10	5.317	112.51	99.17	13.34 L		.00
831	000	40768-00004	00000	12/13/01	03/08/10	30.133	637.61	561.98	75.63 L		.00
831	000	40768-00004	00000	10/22/01	03/08/10	1,652.893	34,975.21	30,000.00	4,975.21 L		.00
831	000	40768-00004	00000	06/27/02	03/08/10	1,435.956	30,384.83	25,000.00	5,384.83 L		.00

## SUMMARY OF INVESTMENTS

AS OF 12/31/10

PAGE 1

ACCOUNT  
21-35-001-0660301

SAMUEL KILPATRICK

	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET
PRINCIPAL CASH						
CASH EQUIVALENTS	15,070.39	15,070.39	15,070.39	.707	11.15	.074
FIXED INCOME MUTUAL FUNDS -- FIXED	681,751.98	681,751.99	691,180.36	32.424	29,368.70	4.249
EQUITIES MUTUAL FUNDS -- EQUITY	1,183,618.22	1,172,855.55	1,425,416.46	66.869	15,296.33	1.073
TOTAL PRINCIPAL ASSETS	1,880,440.59	1,869,677.93	2,131,667.21	100.000	44,676.18	2.096
CASH EQUIVALENTS	6,860.82	6,860.82	6,860.82	100.000	5.08	.074
ACCOUNT TOTAL	1,887,301.41	1,876,538.75	2,138,528.03		44,681.26	2.089

*Part II, Balance Sheets*

## STATEMENT OF INVESTMENTS

AS OF 12/31/10

PAGE 2

ACCOUNT  
21-35-001-0660301

SAMUEL KILPATRICK

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
CASH EQUIVALENTS								
15,070.390	BLACKROCK LIQUIDITY FUNDS TEMPFUND ADMINISTRATION SHARES #H1	15,070.39	15,070.39	15,070.39	.705	11.15	.074	1.000
6,860.820	BLACKROCK LIQUIDITY FUNDS TEMPFUND ADMINISTRATION SHARES #H1 (INCOME INVESTMENT)	6,860.82	6,860.82	6,860.82	.321	5.08	.074	1.000
	TOTAL CASH EQUIVALENTS	21,931.21	21,931.21	21,931.21	1.026	16.23	.074	
MUTUAL FUNDS - FIXED								
17,559.822	BLACKROCK FUNDS MANAGED INCOME PORTFOLIO FUND 322 INSTITUTIONAL CLASS	175,160.79	175,160.79	175,949.42	8.228	7,222.60	4.105	10.020
15,358.748	BLACKROCK FDS HIGH YIELD BD PORTFOLIO FUND 318 INSTITUTIONAL CLASS	122,929.18	122,929.18	117,648.01	5.501	8,438.86	7.173	7.660
26,413.688	BLACKROCK FDS GNMA PORTFOLIO INSTL CL FD #538	256,301.51	256,301.52	268,098.93	12.537	9,181.64	3.425	10.150
700.000	ISHARES BARCLAYS TR U S TIP ETF	73,895.50	73,895.50	75,264.00	3.519	1,885.10	2.505	107.520
500.000	ISHARES IBOX \$ INVESTOP INVESTMENT GRADE CORP BD FD ETF	53,465.00	53,465.00	54,220.00	2.535	2,640.50	4.870	108.440





## STATEMENT OF INVESTMENTS

AS OF 12/31/10

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ACCOUNT  
21-35-001-0660301

SAMUEL KILPATRICK

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
	TOTAL MUTUAL FUNDS - FIXED	681,751.98	681,751.99	691,180.36	32.320	29,368.70	4.249	
	MUTUAL FUNDS - EQUITY							
3,156.690	AMERICAN BEACON FUNDS INTL EQUITY FD INSTL CL	50,365.43	50,365.43	51,927.55	2.428	1,325.81	2.553	16.450
795.957	BARON ASSET FUND FD #585	43,822.71	43,822.71	43,992.54	2.057			55.270
2,039.005	BARON SMALL CAP FUND FUND #583	35,856.50	32,722.78	48,487.54	2.267			23.780
3,999.651	BLACKROCK FUNDS INDEX EQUITY PORTFOLIO FUND 326 INSTITUTIONAL CLASS	76,362.82	76,362.82	96,671.56	4.520	1,652.21	1.709	24.170
2,106.990	CALAMOS GROWTH FUND CL - A FD # 606	83,287.14	75,658.19	112,471.13	5.259			53.380
2,577.915	HARBOR INTERNATIONAL FUND CLASS INS	126,028.24	126,028.24	156,092.75	7.299	2,655.25	1.701	60.550
1,100.000	ISHARES TR S&P 500 INDEX FD ETF	103,878.50	103,878.50	138,875.00	6.494	2,460.70	1.772	126.250
2,866.678	PERKINS MID CAP VALUE FUND CLASS T SHARES INVESTOR CLASS # 67	50,664.44	50,664.44	64,700.92	3.025	688.00	1.063	22.570
9,849.906	HFS VALUE FUND CLASS I	210,000.00	210,000.00	225,661.35	10.552	3,526.27	1.563	22.910
5,983.916	T ROWE PRICE GROWTH STOCK FD # 40	129,497.34	129,497.34	192,382.90	8.996	119.68	.062	32.150



## STATEMENT OF INVESTMENTS

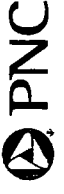
AS OF 12/31/10

ACCOUNT  
21-35-001-0660301

SAMUEL KILPATRICK

PAGE 4

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
2,112.409	T ROWE PRICE MID CAP VALUE FD #115	39,102.10	39,102.10	50,085.22	2.342	274.61	.548	23.710
600.000	MIDCAP SPDR TRUST SERIES 1 ETF	96,843.00	96,843.00	98,808.00	4.620	901.80	.913	164.680
2,000.000	VANGUARD SMALL CAP ETF	137,910.00	137,910.00	145,260.00	6.793	1,692.00	1.165	72.630
	TOTAL MUTUAL FUNDS - EQUITY	<u>1,183,618.22</u>	<u>1,172,855.55</u>	<u>1,425,416.46</u>	<u>66.652</u>	<u>15,296.33</u>	<u>1.073</u>	
	TOTAL INVESTMENTS	<u>1,887,301.41</u>	<u>1,876,538.75</u>	<u>2,138,528.03</u>	<u>100.000</u>	<u>44,681.26</u>	<u>2.089</u>	



## A C C O U N T   S U M M A R Y

12/31/10 THROUGH 12/31/10

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ACCOUNT  
21-35-001-0660301

SAMUEL KILPATRICK

	INCOME CASH	INCOME CARRYING VALUE	PRINCIPAL CASH	PRINCIPAL CARRYING VALUE
YOUR TRUST ACCOUNT BALANCES ON 12/31/10 WERE	0.00	6,860.82	0.00	1,880,440.59
DURING THE PERIOD INCOME WAS RECEIVED FROM				
NO DIVIDENDS THIS PERIOD				
NO NON-TAXABLE INTEREST INCOME THIS PERIOD				
NO TAXABLE INTEREST INCOME THIS PERIOD				
NO RENTAL INCOME THIS PERIOD				
THUS TOTAL INCOME RECEIVED EQUATED				
NO CONTRIBUTIONS WERE RECEIVED THIS PERIOD				
NO SALES THIS PERIOD				
NO INCOME OR PRINCIPAL TRANSFERS THIS PERIOD				
NO PURCHASES THIS PERIOD				
EXPENSES INCURRED DURING THIS PERIOD WERE				
NO FEES CHARGED THIS PERIOD				
NO OTHER EXPENSES THIS PERIOD				
FOR TOTAL EXPENSES OF				
NO PAYMENTS WERE MADE TO OR FOR YOU THIS PERIOD				
YOUR CURRENT BALANCES AS OF 12/31/10 ARE	0.00	6,860.82	0.00	1,880,440.59



- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

<b>Part II Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed).	
Type or print	Name of exempt organization <b>SAMUEL KILPATRICK</b>
File by the extended due date for filing your return. See instructions	Employer identification number <b>23-6205593</b>
	Number, street, and room or suite no. If a P.O. box, see instructions <b>C/O PNC BANK NA 620 LIBERTY AVE, NO. 10 FL</b>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>PITTSBURGH, PA 15222</b>

Enter the Return code for the return that this application is for (file a separate application for each return)

**01**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**PNC BANK NA TRUSTEE**

- The books are in the care of **620 LIBERTY AVE 10TH FLOOR - PITTSBURGH, PA 15222**

Telephone No. **412-762-9971**

FAX No.

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2011.**

5 For calendar year **2010**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

**ADDITIONAL TIME IS REQUIRED TO FILE A COMPLETE AND ACCURATE TAX RETURN**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$	<b>0.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	<b>0.</b>
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	<b>0.</b>

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title **ASSISTANT VICE PRESIDENT**

Date **8-3-11**

Form 8868 (Rev. 1-2011)

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on **e-file for Charities & Nonprofits**.

## Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization <b>SAMUEL KILPATRICK</b>	Employer identification number <b>23-6205593</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. <b>C/O PNC BANK NA 620 LIBERTY AVE, NO. 10 FL</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>PITTSBURGH, PA 15222</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**01**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

### PNC BANK NA TRUSTEE

- The books are in the care of ► **620 LIBERTY AVE 10TH FLOOR - PITTSBURGH, PA 15222**

Telephone No ► **412-762-9971**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► ☒ calendar year **2010** or

► ☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return  
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)