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Form **990-PF**

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

OMB No 1545-0052

**2010**

Department of the Treasury  
Internal Revenue Service

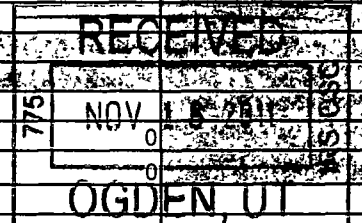
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

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 <b>PRITCHETT FOUNDATION TRUST - IMA</b>		A Employer identification number <b>26-3538717</b>
Number and street (or P O box number if mail is not delivered to street address) <b>45 S PEAK</b>	Room/suite	B Telephone number (see page 10 of the instructions) <b>(949) 310-4366</b>
City or town, state, and ZIP code <b>LAGUNA NIGUEL CA 92677-2903</b>		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>1,634,482</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	270			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	60,285	60,285		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	-12,225			
	b Gross sales price for all assets on line 6a	782,626			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	1,148	1,148			
12 Total. Add lines 1 through 11	49,478	61,433			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	0	0	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	172	172	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	34,130	29,035	0	5,095
	24 Total operating and administrative expenses. Add lines 13 through 23	34,302	29,207	0	5,095
	25 Contributions, gifts, grants paid	102,830			102,830
26 Total expenses and disbursements. Add lines 24 and 25	137,132	29,207	0	107,925	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-87,654				
b Net investment income (if negative, enter -0-)		32,226			
c Adjusted net income (if negative, enter -0-)			0		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			0	
	2	Savings and temporary cash investments	292,147	212,643	212,643	
	3	Accounts receivable	0			
		Less allowance for doubtful accounts	0	0	0	0
	4	Pledges receivable	0			
		Less allowance for doubtful accounts	0	0	0	0
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0	0
	7	Other notes and loans receivable (attach schedule)	0			
		Less allowance for doubtful accounts	0	240,000	0	0
	8	Inventories for sale or use			0	
	9	Prepaid expenses and deferred charges			0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0	0
	b	Investments—corporate stock (attach schedule)	0	0	0	0
	c	Investments—corporate bonds (attach schedule)	0	0	0	0
	11	Investments—land, buildings, and equipment basis	0			
	Less accumulated depreciation (attach schedule)	0	0	0	0	
12	Investments—mortgage loans					
13	Investments—other (attach schedule)	1,168,987	1,424,778	1,421,839		
14	Land, buildings, and equipment basis	0				
	Less accumulated depreciation (attach schedule)	0	0	0	0	
15	Other assets (describe )	0	0	0	0	
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item i)	1,701,134	1,637,421	1,634,482		
Liabilities	17	Accounts payable and accrued expenses		0		
	18	Grants payable				
	19	Deferred revenue		0		
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0		
	21	Mortgages and other notes payable (attach schedule)	0	0		
	22	Other liabilities (describe )	0	0		
23	<b>Total liabilities</b> (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	1,701,134	1,637,421		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)	1,701,134	1,637,421			
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	1,701,134	1,637,421			

**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	1,701,134
2	Enter amount from Part I, line 27a	2	-87,654
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	3	28,496
4	Add lines 1, 2, and 3	4	1,641,976
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> Partnership Income Adjustment	5	4,555
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	1,637,421

**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</b> See Attached Statement				
<b>b</b>				
<b>c</b>				
<b>d</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>	0	0	0	0
<b>b</b>	0	0	0	0
<b>c</b>	0	0	0	0
<b>d</b>	0	0	0	0
<b>e</b>	0	0	0	0
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>	0	0	0	0
<b>b</b>	0	0	0	0
<b>c</b>	0	0	0	0
<b>d</b>	0	0	0	0
<b>e</b>	0	0	0	0
<b>2</b> Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7                 }	<b>2</b>	-12,225
<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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8				<b>3</b>

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	355	1,067,885	0.000332
2008	210,476	1,656,164	0.127086
2007	42,504	1,710,813	0.024844
2006	93,701	1,641,001	0.057100
2005	57,759	1,478,046	0.039078
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.248440
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> 0.049688
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			<b>4</b> 1,543,477
<b>5</b> Multiply line 4 by line 3			<b>5</b> 76,692
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 322
<b>7</b> Add lines 5 and 6			<b>7</b> 77,014
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18			<b>8</b> 107,925

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	322
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	322
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	322
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	6
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	375
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	381
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	0
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	59
11	Enter the amount of line 10 to be <b>Credited to 2011 estimated tax</b> <input type="checkbox"/> 59 <b>Refunded</b> <input type="checkbox"/> 0	11	0

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4 a		X
b	N/A	
5		X
6	X	
7	X	
8 a		
b	X	
9		X
10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ PO BOX 63954 MAC A0348-012 SAN FRANCISCO CA ZIP+4 ▶ 94163			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
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 ▶		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 checked="" type="checkbox"/> Yes <input 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 ▶ 20 _____, 20 _____, 20 _____, 20 _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 _____, 20 _____, 20 _____, 20 _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? (see page 22 of the instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here  **5b** N/A

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No **N/A**  
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 **6b** X

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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 **7b** N/A

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HENRY PRITCHETT 45 S PEAK LAGUNA NIGUEL CA 92677-2903	TRUSTEE 2 00	0	0	0
KAREN PRITCHETT 45 S PEAK LAGUNA NIGUEL CA 92677-2903	TRUSTEE 2 00	0	0	0
	00	0	0	0
	00	0	0	0

**2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

**Total** number of other employees paid over \$50,000 ▶ 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 (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0
		0
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

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

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

	Expenses
1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
<b>Total. Add lines 1 through 3</b>	<b>0</b>

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,205,832
<b>b</b>	Average of monthly cash balances	<b>1b</b>	361,150
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,566,982
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,566,982
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	23,505
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,543,477
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	77,174

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

<b>1</b>	Minimum investment return from Part X, line 6		<b>1</b>	77,174
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	322	
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI)	<b>2b</b>	0	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	322	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	76,852	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>		
<b>5</b>	Add lines 3 and 4	<b>5</b>	76,852	
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>		
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	76,852	

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	107,925
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	107,925
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	322
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	107,603

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

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

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				76,852
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			0	
b	Total for prior years 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2010:				
a	From 2005	NONE			
b	From 2006	NONE			
c	From 2007	NONE			
d	From 2008	160,039			
e	From 2009	NONE			
f	Total of lines 3a through e	160,039			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 107,925				
a	Applied to 2009, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d	Applied to 2010 distributable amount				76,852
e	Remaining amount distributed out of corpus	31,073			
5	Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	191,112			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		0		
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	191,112			
10	Analysis of line 9				
a	Excess from 2006		0		
b	Excess from 2007		0		
c	Excess from 2008	160,039			
d	Excess from 2009		0		
e	Excess from 2010	31,073			

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
	0				0
<b>b</b> 85% of line 2a	0	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	0				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
<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					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
<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)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> Gross investment income					0

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

**c** Any submission deadlines

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

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	102,830
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			▶ <b>3b</b>	0





PRITCHETT FOUNDATION TRUST - IMA

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

Recipient(s) paid during the year

Name

CAMPUS CRUSADE FOR CHRIST INTL

Street

PO BOX 628222

City

ORLANDO

State

FL

Zip Code

32862-8222

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

37,500

Name

INTERNATIONAL JUSTICE MISSION

Street

PO BOX 58147

City

WASHINGTON

State

DC

Zip Code

20037

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

Name

PEACE TO THE NATIONS

Street

401 TUCKER AVE

City

ALAMEDA

State

CA

Zip Code

94501

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

CHILDREN OF THE NATIONS

Street

PO BOX 3970

City

SILVERDALE

State

WA

Zip Code

98383

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

45,830

Name

BLOOD WATER MISSION

Street

PO BOX 60381

City

NASHVILLE

State

TN

Zip Code

37206

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,500

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

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

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Gross Sales	Cost, Other Basis and Expenses		Net Gain or Loss
									Gross Sales Price	Cost or Other Basis		Valuation Method	Expense of Sale and Cost of Improvements	
									Long Term CG Distributions		782,626			-12,225
									Short Term CG Distributions		0			0
1	X	BEST BUY INC	086516101			2/7/2007		5/12/2010		2,234	2,542			-308
2	X	BEST BUY INC	086516101			10/10/2007		5/12/2010		2,234	2,475			-241
3	X	BEST BUY INC	086516101			10/16/2008		5/12/2010		2,234	1,206			1,028
4	X	CISCO SYSTEMS INC	17275R102			1/26/2005		5/12/2010		1,332	886			446
5	X	COLGATE PALMOLIVE CO	194162103			2/7/2007		5/12/2010		2,068	1,680			388
6	X	GOLDMAN SACHS GROUP INC	38141G104			1/10/2006		4/16/2010		4,004	3,311			693
7	X	GOLDMAN SACHS GROUP INC	38141G104			10/16/2008		4/16/2010		4,004	2,769			1,235
8	X	ING CLARION GLOBAL REAL	44982G104			2/7/2007		3/25/2010		2,025	6,719			-4,694
9	X	INTEL CORP	458140100			1/18/2008		5/12/2010		1,144	958			186
10	X	ISHARES TR MSCI EMERGING	464287234			10/24/2006		3/25/2010		2,064	1,702			362
11	X	ISHARES MSCI EAFE	464287465			10/24/2006		3/25/2010		13,877	17,478			-3,601
12	X	ISHARES MSCI EAFE	464287465			3/10/2008		3/25/2010		47,183	52,836			-5,653
13	X	ISHARES TR SMALLCAP 600 I	464287804			3/28/2008		3/25/2010		1,514	1,513			1
14	X	ISHARES TR SMALLCAP 600 I	464287804			8/26/2008		3/25/2010		24,224	25,164			-940
15	X	ISHARES TR SMALLCAP 600 I	464287804			10/16/2008		3/25/2010		10,598	7,831			2,767
16	X	PEPSICO INC	713448108			2/11/2005		5/12/2010		1,674	1,388			286
17	X	PEPSICO INC	713448108			2/16/2005		5/12/2010		1,674	1,366			308
18	X	SPDR S&P MIDCAP 400 ETF T	78467Y107			2/11/2005		3/25/2010		3,617	3,025			592
19	X	SPDR S&P MIDCAP 400 ETF T	78467Y107			2/11/2005		5/12/2010		3,670	3,025			645
20	X	3M CO	88579Y101			10/24/2006		5/12/2010		4,313	3,996			317
21	X	3M CO	88579Y101			2/7/2007		5/12/2010		2,156	1,859			297
22	X	UNITED TECHNOLOGIES COR	913017109			1/26/2005		5/12/2010		5,492	3,748			1,744
23	X	VANGUARD BD INDEX FD INC	921937827			2/5/2010		5/19/2010		28,172	28,116			56
24	X	VANGUARD REIT VIPER	922908553			3/28/2008		3/25/2010		5,009	6,255			-1,246
25	X	VANGUARD REIT VIPER	922908553			8/26/2008		3/25/2010		5,009	5,906			-897
26	X	TRANSOCEAN LTD	H8817H100			4/27/2009		5/3/2010		6,921	6,694			227
27	X	L/T CAP GAIN DIVIDEND								19				19
28	X	S/T GAIN FROM CMBS K1								2,103				2,103
29	X	L/T GAIN FROM CMBS K1								455				455
30	X	WFA JUL LOSSES (SEE ATTA								454,801	462,403			-7,602
31	X	WFA AUG LOSSES (SEE ATTA								62,490	63,000			-510
32	X	WFA DEC LOSSES (SEE ATTA								74,312	75,000			-688

WFA July Losses

Quantity	Description	Date Sold	Cost	Sales Proceeds	G/L
0.004	Frontier Communications	7/1/2010		0.03	0.03
50	At&T Inc	7/7/2010	1257	1200.97	(56.03)
125	Abbott	7/7/2010	7193.75	5856.49	(1,337.26)
100	Baker Hughes	7/7/2010	3855	4418.46	563.46
150	BNY	7/7/2010	6522	3900.01	(2,621.99)
175	Bank of America	7/7/2010	6258	2506.42	(3,751.58)
100	BERKSHIRE	7/7/2010	6166.1	7863.88	1,697.78
150	BOEING	7/7/2010	10401	9357.65	(1,043.35)
300	CISCO	7/7/2010	5271.5	6576.69	1,305.19
100	COLGATE	7/7/2010	6533.25	8001.22	1,467.97
50	DEERE	7/7/2010	1994.5	2785.45	790.95
200	DISNEY	7/7/2010	5743	6483.89	740.89
50	ECOLAB	7/7/2010	2113.5	2315.46	201.96
24	FRONTIER COMMUNICATIONS	7/7/2010		172.07	172.07
350	GE	7/7/2010	10866	5040.26	(5,825.74)
15	GOOGLE	7/7/2010	7470.55	6638.13	(832.42)
150	HP	7/7/2010	5958	6657.29	699.29
1700	ISHARE	7/7/2010	87345	83080.99	(4,264.01)
750	ISHARE	7/7/2010	22650.8	29093.5	6,442.70
500	ISHARE	7/7/2010	53060	54141.08	1,081.08
450	ISHARE	7/7/2010	31067.19	26901.44	(4,165.75)
250	INTEL COTP	7/7/2010	4,381	4,936	555
25	INTERNATIONAL BUS	7/7/2010	2,527	3,148	620
100	JP MORGAN	7/7/2010	3,710	3,782	72
125	JOHNSON & JOHNSON	7/7/2010	7,641	7,557	(84)
100	MCDONALDS CORP	7/7/2010	5,480	6,703	1,223
175	MEDTRONIC INC	7/7/2010	8,921	6,453	(2,468)
200	MICROSOFT CORP	7/7/2010	5,494	4,828	(666)
25	MONSANTO	7/7/2010	2,025	1,180	(845)
200	ORACLE CORP	7/7/2010	4,316	4,590	275
100	PEPSICO	7/7/2010	5,375	6,275	900
700	POWERSHARES	7/7/2010	11,436	6,042	(5,394)
300	POWERSHARES	7/7/2010		2,583	2,583
300	POWERSHARES	7/7/2010		2,580	2,580
1200	POWERSHARES	7/7/2010	19,058	10,323	(8,735)
125	PROCTOR & GAMBLE	7/7/2010	6,480	7,586	1,106
50	SCHLUMBERGER	7/7/2010	2,801	2,861	60
200	SPDR S&P	7/7/2010		26,138	26,138
50	SPDR S&P	7/7/2010	26,007	6,534	(19,473)
100	TARGET CORP	7/7/2010	5,909	5,018	(891)
50	3M COMPANY	7/7/2010	3,212	4,005	793
50	UNITED TECHNOLOGIES CORP	7/7/2010	2,499	3,309	810
250	VANGUARD SHORT TERM	7/7/2010	20,083	20,222	140
700	VANGUARD REIT ETF	7/7/2010	30,293	32,515	2,221
100	VERIZON COMMUNICATIONS	7/7/2010	3,030	2,642	(388)
			462,403	454,801	(7,602)



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THE PRITCHETT FOUNDATION TRUST  
 U/A DTD 10/14/2008  
 HENRY PRITCHETT & KAREN  
 Account number **W82176256**  
 Financial Consultant **HOANG/POTUCEK**  
 Phone Number (949) 718-0381

### Cash Flow Analysis (continued)

#### CHRONOLOGICAL TRANSACTION SUMMARY (continued)

Date	As Of Date	Description	Activity	Quantity	Price	Debit	Credit	Balance
08/31/10	08/31/10	WF ADVANTAGE MONEY	REINVEST DIV			(0.32)		31,937.35
08/31/10	08/31/10	WF ADVANTAGE MONEY	PURCHASE		1.00	(31,770.85)		166.50
Ending Cash Balance								<b>\$166.50</b>

#### Realized Gains (Losses)

Quantity	Description	Date Acquired	Date Sold	Short/Long Term	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gains/(Losses)
3,379.828	CALAMOS INVT TR NEW <sup>a</sup>	07/07/10	08/26/10	Short	\$9.32	\$9.41	\$31,500.00	\$31,804.18	\$304.18
782.609	FIRST EAGLE FUNDS <sup>a</sup>	07/07/10	08/26/10	Short	40.25	40.01	31,500.00	30,685.95	(814.05)
<b>TOTAL</b>							<b>\$63,000.00</b>	<b>\$62,490.13</b>	<b>(\$509.87)</b>



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 Phone Number (949) 718-0381

### Cash Flow Analysis (continued)

#### CHRONOLOGICAL TRANSACTION SUMMARY (continued)

Date	As Of Date	Description	Activity	Quantity	Price	Debit	Credit	Balance
12/17/10	12/17/10	I/A FIDUCIARY TRUST	REINVEST DIV	13 141		(217 75)		25,000 00
12/17/10	12/17/10	TEMPLETON GLOBAL INVT	DIVIDEND				1,047 47	26,047 47
12/17/10	12/17/10	TEMPLETON GLOBAL INVT	REINVEST DIV	78 286	1 00	(1,047 47)		25,000 00
12/17/10	12/17/10	WF ADVANTAGE MONEY	PURCHASE			(25,000 00)		0 00
12/21/10	12/20/10	BLACKROCK GLOBAL	DIVIDEND	15 983		(305 27)	305 27	305 27
12/21/10	12/21/10	BLACKROCK GLOBAL	REINVEST DIV				31 25	31 25
12/21/10	12/21/10	FEDL HOME LOAN BANK	INTEREST				25,031 25	25,031 25
12/21/10	12/21/10	FEDL HOME LOAN BANK	REDEMPTION	(25,000)		(25,031 25)		0 00
12/22/10	12/22/10	WF ADVANTAGE MONEY	PURCHASE				3,603 38	3,603 38
12/31/10	12/31/10	GOLDMAN SACHS TRUST	DIVIDEND	605 61	1 00	(3,603 38)		0 00
12/31/10	12/31/10	GOLDMAN SACHS TRUST	REINVEST DIV				166 50	166 50
12/31/10	12/31/10	ING CLARION GLOBAL	DIVIDEND				0 66	167 16
12/31/10	12/31/10	WF ADVANTAGE MONEY	DIVIDEND			(0 66)		166 50
12/31/10	12/31/10	WF ADVANTAGE MONEY	REINVEST DIV					166 50
		Ending Cash Balance						<b>\$166.50</b>

### Realized Gains (Losses)

Quantity	Description	Date Acquired	Date Sold	Short/Long Term	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gains/(Losses)
34 876	HUSSMAN INVT TR STRAT <sup>a</sup>	07/07/10	12/14/10	Short	\$13 42	\$12 56	\$468 04	\$438 05	(\$29 99)
1,173 709	HUSSMAN INVT TR STRAT <sup>a</sup>	05/12/10	12/14/10	Short	12 78	12 56	15,000 00	14,741 78	(258 22)
781 861	HUSSMAN INVT TR STRAT <sup>a</sup>	03/25/10	12/14/10	Short	12 79	12 56	10,000 00	9,820 17	(179 83)
2,164 502	ING MUTUAL FUNDS <sup>a</sup>	07/07/10	12/14/10	Short	11 66	11 55	25,238 10	25,000 00	(238 10)
25,000	FEDL HOME LOAN BANK	05/20/10	12/21/10	Short	99 92	100 00	24,981 50	25,000 00	18 50
	<b>TOTAL</b>						<b>\$75,687.64</b>	<b>\$75,000.00</b>	<b>(\$687.64)</b>

**Line 11 (990-PF) - Other Income**

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER INCOME FROM HERITAGE K1	1,148	1,148	
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	
		1,148	1,148	0

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

		172	172	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	172	172		
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

		34,130	29,035	0	5,095
		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<b>1</b>	Amortization See attached statement	0	0	0	0
<b>2</b>	WELLS FARGO AGENT FEES	8,340	8,340		
<b>3</b>	INVESTMENT FEES	350	350		
<b>4</b>	MEMBERSHIP FEES	1,500			1,500
<b>5</b>	CONSULTING FEE	1,000			1,000
<b>6</b>	CONFERENCE	2,525			2,525
<b>7</b>	INSURANCE PREMIUM	20,000	20,000		
<b>8</b>	PARTNERSHIP EXPENSE	345	345		
<b>9</b>	STATE AG FEES	70			70
<b>10</b>					

**Part II, Line 7 (990-PF) - Other Notes**

		240,000	240,000	0	0	0	0		
	Borrower's Name	Check "X" if Business	Check "X" if 501(c)3 Org	Original Amount	Net Balance Due Beginning of Year	Balance Due End of Year	Allowance for Doubtful Accts End of Year	FMV of Other Notes	Security Provided
1	ASLAN FUND I, LLC	X		200,000	200,000	0	0	0	N/A
2	HWCAI LLC	X		40,000	40,000	0	0	0	N/A
3					0				
4					0				
5					0				
6					0				
7					0				
8					0				
9					0				
10					0				



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

		1,168,987	1,424,778	1,421,839
		Book Value	Book Value	FMV
	Basis of Valuation	Beg. of Year	End of Year	End of Year
1	PRIOR YEAR OTHER INVESTMENTS	1,168,987	0	
2	NOONAN INVESTMENT		57,000	57,000
3	HERITAGE ORCAS PARTNERS		132,225	132,225
4	SEE ATTACHED		1,235,553	1,232,614
5				
6				
7				
8				
9				
10				

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

---

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

1	Mutual Fund & CTF Income Additions	1	1,056
2	Cost Basis Adjustment	2	27,440
3	Total	3	28,496

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

1	Partnership Income Adjustment	1	4,555
2	Total	2	4,555

---

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

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
	Long Term CG Distributions	0											-12,225
	Short Term CG Distributions	0											-308
1	BEST BUY INC	086516101		2/7/2007	5/12/2010	2,234	0	2,542	-308			0	-308
2	BEST BUY INC	086516101		10/10/2007	5/12/2010	2,234	0	2,475	-241			0	-241
3	BEST BUY INC	086516101		10/16/2008	5/12/2010	2,234	0	1,206	1,028			0	1,028
4	CISCO SYSTEMS INC	17275R102		1/26/2005	5/12/2010	1,332	0	886	446			0	446
5	COLGATE PALMOLIVE CO	194162103		2/7/2007	5/12/2010	2,068	0	1,680	388			0	388
6	GOLDMAN SACHS GROUP INC	38141G104		1/10/2006	4/16/2010	4,004	0	3,311	693			0	693
7	GOLDMAN SACHS GROUP INC	38141G104		10/16/2008	4/16/2010	4,004	0	2,769	1,235			0	1,235
8	ING CLARION GLOBAL REAL ESTATE	44982G104		2/7/2007	3/25/2010	2,025	0	6,719	-4,694			0	-4,694
9	INTEL CORP	458140100		1/18/2008	5/12/2010	1,144	0	958	186			0	186
10	ISHARES TR MSCI EMERGING MARKET	464287234		10/24/2006	3/25/2010	2,064	0	1,702	362			0	362
11	ISHARES MSCI EAFE	464287465		10/24/2006	3/25/2010	13,877	0	17,478	-3,601			0	-3,601
12	ISHARES MSCI EAFE	464287465		3/10/2006	3/25/2010	47,183	0	52,836	-5,653			0	-5,653
13	ISHARES TR SMALLCAP 600 INDEX FD	464287804		3/28/2008	3/25/2010	1,514	0	1,513	1			0	1
14	ISHARES TR SMALLCAP 600 INDEX FD	464287804		8/26/2008	3/25/2010	24,224	0	25,164	-940			0	-940
15	ISHARES TR SMALLCAP 600 INDEX FD	464287804		10/16/2008	3/25/2010	10,598	0	7,831	2,767			0	2,767
16	PEPSICO INC	713448108		2/11/2005	5/12/2010	1,674	0	1,366	308			0	308
17	PEPSICO INC	713448108		2/16/2005	5/12/2010	1,674	0	1,366	308			0	308
18	SPDR S&P MIDCAP 400 ETF TRUST	78467Y107		2/11/2005	3/25/2010	3,617	0	3,025	592			0	592
19	SPDR S&P MIDCAP 400 ETF TRUST	78467Y107		2/11/2005	5/12/2010	3,670	0	3,025	645			0	645
20	3M CO	88579Y101		10/24/2006	5/12/2010	4,313	0	3,996	317			0	317
21	3M CO	88579Y101		2/7/2007	5/12/2010	2,156	0	1,859	297			0	297
22	UNITED TECHNOLOGIES CORP	913017109		1/26/2005	5/12/2010	5,492	0	3,748	1,744			0	1,744
23	VANGUARD BD INDEX FD INC	921937827		2/5/2010	5/19/2010	28,172	0	28,116	56			0	56
24	VANGUARD REIT VIPER	922908553		3/28/2008	3/25/2010	5,009	0	-6,255	-1,246			0	-1,246
25	VANGUARD REIT VIPER	922908553		8/26/2008	3/25/2010	5,009	0	5,906	-897			0	-897
26	TRANSOCEAN LTD	H8817H100		4/27/2009	5/3/2010	6,921	0	6,694	227			0	227
27	LT CAP GAIN DIVIDEND					19	0	0	19			0	19
28	S/T GAIN FROM CMBS K1					2,103	0	0	2,103			0	2,103
29	LT GAIN FROM CMBS K1					455	0	0	455			0	455
30	WFA JUL LOSSES (SEE ATTACHED)					454,801	0	462,403	-7,602			0	-7,602
31	WFA AUG LOSSES (SEE ATTACHED)					62,490	0	63,000	-510			0	-510
32	WFA DEC LOSSES (SEE ATTACHED)					74,312	0	75,000	-688			0	-688

WFA July Losses

Quantity	Description	Date Sold	Cost	Sales Proceeds	G/L
0 004	Frontier Communications	7/1/2010		0.03	0.03
50	At&T Inc	7/7/2010	1257	1200.97	(56.03)
125	Abbott	7/7/2010	7193.75	5856.49	(1,337.26)
100	Baker Hughes	7/7/2010	3855	4418.46	563.46
150	BNY	7/7/2010	6522	3900.01	(2,621.99)
175	Bank of America	7/7/2010	6258	2506.42	(3,751.58)
100	BERKSHIRE	7/7/2010	6166 1	7863 88	1,697 78
150	BOEING	7/7/2010	10401	9357 65	(1,043.35)
300	CISCO	7/7/2010	5271.5	6576.69	1,305.19
100	COLGATE	7/7/2010	6533.25	8001.22	1,467 97
50	DEERE	7/7/2010	1994 5	2785 45	790.95
200	DISNEY	7/7/2010	5743	6483.89	740.89
50	ECOLAB	7/7/2010	2113 5	2315.46	201 96
24	FRONTIER COMMUNICATIONS	7/7/2010		172 07	172.07
350	GE	7/7/2010	10866	5040 26	(5,825 74)
15	GOOGLE	7/7/2010	7470 55	6638.13	(832.42)
150	HP	7/7/2010	5958	6657.29	699.29
1700	ISHARE	7/7/2010	87345	83080.99	(4,264.01)
750	ISHARE	7/7/2010	22650 8	29093 5	6,442.70
500	ISHARE	7/7/2010	53060	54141.08	1,081.08
450	ISHARE	7/7/2010	31067.19	26901.44	(4,165 75)
250	INTEL COTP	7/7/2010	4,381	4,936	555
25	INTERNATIONAL BUS	7/7/2010	2,527	3,148	620
100	JP MORGAN	7/7/2010	3,710	3,782	72
125	JOHNSON & JOHNSON	7/7/2010	7,641	7,557	(84)
100	MCDONALDS CORP	7/7/2010	5,480	6,703	1,223
175	MEDTRONIC INC	7/7/2010	8,921	6,453	(2,468)
200	MICROSOFT CORP	7/7/2010	5,494	4,828	(666)
25	MONSANTO	7/7/2010	2,025	1,180	(845)
200	ORACLE CORP	7/7/2010	4,316	4,590	275
100	PEPSICO	7/7/2010	5,375	6,275	900
700	POWERSHARES	7/7/2010	11,436	6,042	(5,394)
300	POWERSHARES	7/7/2010		2,583	2,583
300	POWERSHARES	7/7/2010		2,580	2,580
1200	POWERSHARES	7/7/2010	19,058	10,323	(8,735)
125	PROCTOR & GAMBLE	7/7/2010	6,480	7,586	1,106
50	SCHLUMBERGER	7/7/2010	2,801	2,861	60
200	SPDR S&P	7/7/2010		26,138	26,138
50	SPDR S&P	7/7/2010	26,007	6,534	(19,473)
100	TARGET CORP	7/7/2010	5,909	5,018	(891)
50	3M COMPANY	7/7/2010	3,212	4,005	793
50	UNITED TECHNOLOGIES CORP	7/7/2010	2,499	3,309	810
250	VANGUARD SHORT TERM	7/7/2010	20,083	20,222	140
700	VANGUARD REIT ETF	7/7/2010	30,293	32,515	2,221
100	VERIZON COMMUNICATIONS	7/7/2010	3,030	2,642	(388)
			462,403	454,801	(7,602)



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 Phone Number (949) 718-0381

### Cash Flow Analysis (continued)

#### CHRONOLOGICAL TRANSACTION SUMMARY (continued)

Date	As Of Date	Description	Activity	Quantity	Price	Debit	Credit	Balance
08/31/10	08/31/10	WF ADVANTAGE MONEY	REINVEST DIV			(0.32)		31,937.35
08/31/10	08/31/10	WF ADVANTAGE MONEY	PURCHASE		1.00	(31,770.85)		166.50
<b>Ending Cash Balance</b>								<b>\$166.50</b>

#### Realized Gains (Losses)

Quantity	Description	Date Acquired	Date Sold	Short/Long Term	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gains/(Losses)
3,379.828	CALAMOS INVT TR NEW *	07/07/10	08/26/10	Short	\$9.32	\$9.41	\$31,500.00	\$31,804.18	\$304.18
782.609	FIRST EAGLE FUNDS *	07/07/10	08/26/10	Short	40.25	40.01	31,500.00	30,685.95	(814.05)
<b>TOTAL</b>							<b>\$63,000.00</b>	<b>\$62,490.13</b>	<b>(\$509.87)</b>



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### Cash Flow Analysis (continued)

#### CHRONOLOGICAL TRANSACTION SUMMARY (continued)

Date	As Of Date	Description	Activity	Quantity	Price	Debit	Credit	Balance
12/17/10	12/17/10	IVA FIDUCIARY TRUST	REINVEST DIV	13 141		(217 75)		25,000 00
12/17/10	12/17/10	TEMPLETON GLOBAL INVT	DIVIDEND				1,047 47	26,047 47
12/17/10	12/17/10	TEMPLETON GLOBAL INVT	REINVEST DIV	78 286	1 00	(1,047 47)		25,000 00
12/17/10	12/17/10	WF ADVANTAGE MONEY	PURCHASE			(25,000 00)		0 00
12/21/10	12/20/10	BLACKROCK GLOBAL	DIVIDEND	15 983		(305 27)	305 27	305 27
12/21/10	12/21/10	BLACKROCK GLOBAL	REINVEST DIV					0 00
12/21/10	12/21/10	FEDL HOME LOAN BANK	INTEREST				31 25	31 25
12/21/10	12/21/10	FEDL HOME LOAN BANK	REDEMPTION	(25,000)	1 00	(25,031 25)	25,000 00	25,031 25
12/31/10	12/22/10	WF ADVANTAGE MONEY	PURCHASE				3,603 38	0 00
12/31/10	12/31/10	GOLDMAN SACHS TRUST	DIVIDEND	605 61		(3,603 38)		3,603 38
12/31/10	12/31/10	GOLDMAN SACHS TRUST	REINVEST DIV					0 00
12/31/10	12/31/10	ING CLARION GLOBAL	DIVIDEND				166 50	166 50
12/31/10	12/31/10	WF ADVANTAGE MONEY	DIVIDEND				0 66	167 16
12/31/10	12/31/10	WF ADVANTAGE MONEY	REINVEST DIV			(0 66)		166 50
<b>Ending Cash Balance</b>								<b>\$166.50</b>

### Realized Gains (Losses)

Quantity	Description	Date Acquired	Date Sold	Short/Long Term	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gains/(Losses)
34 876	HUSSMAN INVT TR STRAT *	07/07/10	12/14/10	Short	\$13 42	\$12 56	\$468 04	\$438 05	(\$29 99)
1,173 709	HUSSMAN INVT TR STRAT *	05/12/10	12/14/10	Short	12 78	12 56	15,000 00	14,741 78	(258 22)
781 861	HUSSMAN INVT TR STRAT *	03/25/10	12/14/10	Short	12 79	12 56	10,000 00	9,820 17	(179 83)
2,164 502	ING MUTUAL FUNDS *	07/07/10	12/14/10	Short	11 66	11 55	25,238 10	25,000 00	(238 10)
25,000	FEDL HOME LOAN BANK	05/20/10	12/21/10	Short	99 92	100 00	24,981 50	25,000 00	18 50
<b>TOTAL</b>								<b>\$75,000.00</b>	<b>(\$687.64)</b>



**Part**

	0	0	0
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

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

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

	Book Value	FMV
	End of year	End of Year
<u>Savings and Temporary Cash</u>		
Checking account	79,184	79,184
Wells Fargo Advisors	70,871	70,871
Ameritrade	62,589	62,589
Total Savings and Temporary Cash	<u>212,643</u>	<u>212,643</u>
<u>Other Investments</u>		
NOONAN INVESTMENT	57,000	57,000
HERITAGE ORCAS PARTNERS	132,225	132,225
AMERITRADE (SEE ATTACHED)	431,088	433,485
WELLS FARGO ADVISORS (SEE ATTACHED)	804,466	799,129
Total Other Investments	<u>1,424,778</u>	<u>1,421,839</u>
Total Net Assets	<u>1,637,421</u>	<u>1,634,482</u>

Statement for Account # 928-034108  
 12/01/10 - 12/31/10

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Estimated Income	Estimated Yield
<b>Mutual Funds - Cash</b>						
COLUMBIA MGMT HIGH INCOME A	NAHAX	20,537.619	\$7.96	\$163,479.45		
NORTHEAST INVS TR SH BEN INT	NTHX	20,296.929	6.17	125,232.05		
SECURITY INC FD RYDEX/SGI HIGH YIELD A	SIHAX	11,231.446	12.89	144,773.34		
<b>Total Mutual Funds</b>				<b>\$433,484.84</b>	<b>\$0.00</b>	<b>0.0%</b>
<b>Total Cash Account</b>				<b>\$433,484.84</b>	<b>\$0.00</b>	<b>0.0%</b>



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### Portfolio Value

CASH, CASH SWEEP & MONEY MKT FDS		8%		Estimated Annual Income
Quantity	Description	Transaction Total	Market Price	Market Value
70,870.77	CASH BALANCE	70,870.77	1.00	\$166.50
	WF ADVANTAGE MONEY			70,870.77
	MARKET FD CL A			
	30 Day Yield .01%			
Cash, Cash Sweep & Money Mkt Fds Subtotal		\$70,870.77		\$71,037.27

STOCKS		3%		Estimated Annual Income						
Quantity	Description	Symbol	Transaction Date	Transaction Price	Transaction Total	Market Price	Market Value	Long/Short	Gain/(Loss)	Estimated Annual Income
1,600	ING CLARION GLOBAL	IGR	08/26/08	\$11.8348	\$18,935.68	\$7.75	\$12,400.00	Long	(\$6,535.68) LT	\$864
700	REAL ESTATE INCOME FUND		02/07/07	24.4332	17,103.24	7.75	5,425.00	Long	(11,678.24) LT	378
400			10/10/07	20.5429	8,217.16	7.75	3,100.00	Long	(5,117.16) LT	216



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**Portfolio Value** (continued)

STOCKS (continued)										3%
Quantity	Description	Symbol	Transaction Date	Transaction Price	Transaction Total	Market Price	Long/Short	Market Value	Gain/(Loss)	Estimated Annual Income
200	ING CLARION GLOBAL	IGR	01/18/08	13.6732	2,734.64	7.75	Long	1,550.00	(1,184.64) LT	108
800			03/28/08	14.0782	11,262.56	7.75	Long	6,200.00	(5,062.56) LT	432
<b>3,700</b>	<b>IGR Total</b>			<b>\$15.74</b>	<b>\$58,253.28</b>			<b>\$28,675.00</b>	<b>(\$29,578.28)</b>	<b>\$1,998</b>
<b>Stocks Subtotal</b>										<b>\$1,998</b>

MUTUAL FUNDS										80%
Quantity	Description	Symbol	Transaction Date	Transaction Price	Transaction Total	Market Price	Gain/(Loss)	Market Value	Estimated Annual Income	
1,814.516	BLACKROCK GLOBAL ALLOCATION FUND INC CLASS A	MDLOX	07/07/10	\$17.36	\$31,500.00	\$19.42		\$35,237.88	\$3,737.90	\$526
5,715			07/23/10	17.61	100.64	19.42		110.99	10.34	1
15,983			12/21/10	19.10	305.27	19.42		310.40	5.11	4
<b>1,836,214</b>	<b>MDLOX Total</b>			<b>\$17.37</b>	<b>\$31,905.91</b>			<b>\$35,659.27</b>	<b>\$3,753.35</b>	<b>\$531</b>
9,104.046	DWS INSTITUTIONAL FUNDS ENHANCED COMMODITY STRATEGY FUND CLASS A	SKNRX	07/07/10	3.46	31,500.00	4.36		39,693.64	8,193.64	245
5,758.684	FEDERATED EQUITY FUNDS PRUDENT BEAR FUND CLASS A SHARES	BEARX	07/07/10	5.47	31,500.00	4.73		27,238.57	(4,261.43)	
1,296.830	FPA FDS TR FPA CRESCENT PORTFOLIO INSTL CL SHS	FPACX	07/07/10	24.29	31,500.00	26.79		34,742.06	3,242.07	395
21,043			12/17/10	26.50	557.64	26.79		563.75	6.10	6
7,340			12/17/10	26.50	194.52	26.79		196.64	2.11	2
0.979			12/17/10	26.50	25.94	26.79		26.23	0.28	
<b>1,326,192</b>	<b>FPACX Total</b>			<b>\$24.33</b>	<b>\$32,278.10</b>			<b>\$35,528.68</b>	<b>\$3,250.56</b>	<b>\$403</b>
3,430.532	GOLDMAN SACHS TRUST COMMODITY EXPOSURE FUND INSTITUTIONAL CLASS	GCCIX	07/27/09	5.83	20,000.00	6.04		20,720.38	720.41	1,015
3,809.524			07/10/09	5.25	20,000.00	6.04		23,009.52	3,009.52	1,127
605.610			12/31/10	5.95	3,603.38	6.04		3,657.92	54.50	179
<b>7,845,666</b>	<b>GCCIX Total</b>			<b>\$5.55</b>	<b>\$43,603.38</b>			<b>\$47,387.82</b>	<b>\$3,784.43</b>	<b>\$2,321</b>



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Portfolio Value (continued)

80%

MUTUAL FUNDS (continued)

Quantity	Description	Symbol	Transaction Date	Transaction Price	Transaction Total	Market Price	Market Value	Gain/Loss	Estimated Annual Income
2,312.367	HUSSMAN INVT TR STRAT GROWTH FD	HSGFX	07/07/10	13.42	31,031.96	12.29	28,418.99	(2,612.97)	39
2,123.663	ING MUTUAL FUNDS GLOBAL BOND FUND CLASS W	IGBWX	07/07/10	11.66	24,761.90	11.59	24,613.23	(148.65)	1,484
11.336			08/03/10	11.84	134.22	11.59	131.39	(2.84)	7
15.366			09/02/10	11.92	183.16	11.59	178.09	(5.07)	10
15.229			10/04/10	12.07	183.81	11.59	176.51	(7.31)	10
17.292			11/02/10	12.07	208.71	11.59	200.42	(8.30)	12
25.109			12/02/10	11.60	291.27	11.59	291.01	(0.26)	17
20.413			12/17/10	11.39	232.50	11.59	236.59	4.08	14
<b>2,228.408</b>	<b>IGBWX Total</b>	<b>Average Per Share</b>		<b>\$11.66</b>	<b>\$25,995.57</b>		<b>\$25,827.24</b>	<b>(\$168.35)</b>	<b>\$1,554</b>
2,114.094	IVA FIDUCIARY TRUST IVA WORLDWIDE FD CLASS I	IWWIX	07/07/10	14.90	31,500.00	16.72	35,347.63	3,847.65	289
29.421			12/17/10	16.57	487.51	16.72	491.93	4.40	4
24.037			12/17/10	16.57	398.30	16.72	401.90	3.59	3
13.141			12/17/10	16.57	217.75	16.72	219.72	1.96	1
<b>2,180.693</b>	<b>IWWIX Total</b>	<b>Average Per Share</b>		<b>\$14.95</b>	<b>\$32,603.56</b>		<b>\$36,461.18</b>	<b>\$3,857.60</b>	<b>\$297</b>
1,490.066	IVY FUNDS INC ASSET STRATEGY FUND CL I	IVAFX	07/07/10	21.14	31,500.00	24.61	36,670.51	5,170.52	190
3.783			12/13/10	24.42	92.38	24.61	93.11	0.71	
<b>1,493.849</b>	<b>IVAFX Total</b>	<b>Average Per Share</b>		<b>\$21.14</b>	<b>\$31,592.38</b>		<b>\$36,763.62</b>	<b>\$5,171.23</b>	<b>\$190</b>
4,325.260	JPMORGAN TRUST I STRATEGIC INCOME OPPTY'S FUND SELECT CLASS	JSOSX	07/07/10	11.56	50,000.00	11.83	51,167.78	1,167.82	1,526
11.870			08/03/10	11.66	138.41	11.83	140.43	2.01	4
12.307			09/02/10	11.63	143.13	11.83	145.60	2.46	4
11.875			10/04/10	11.72	139.18	11.83	140.49	1.30	4
11.438			11/02/10	11.82	135.20	11.83	135.32	0.11	4
13.781			12/02/10	11.74	161.79	11.83	163.04	1.23	4
4.193			12/16/10	11.79	49.44	11.83	49.60	0.16	1
<b>4,390.724</b>	<b>JSOSX Total</b>	<b>Average Per Share</b>		<b>\$11.56</b>	<b>\$50,767.15</b>		<b>\$51,942.26</b>	<b>\$1,175.09</b>	<b>\$1,547</b>
2,202.797	MFS SER TR X EMERGING MKTS DEBT FD CL A	MEDAX	07/07/10	14.30	31,500.00	14.54	32,028.65	528.66	1,786



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Portfolio Value		(continued)		80%					
Quantity	Description	Symbol	Transaction Date	Transaction Price	Transaction Total	Market Price	Market Value	Gain/ (Loss)	Estimated Annual Income
5 853	MFS SER TR X	MEDAX	08/03/10	14 80	86 63	14 54	85 10	(1 53)	4
8 678			09/02/10	15 01	130 25	14 54	126 18	(4 08)	7
8 594			10/04/10	15 22	130 80	14 54	124 96	(5 85)	6
8 372			11/02/10	15 41	129 01	14 54	121 73	(7 29)	6
8 692			12/02/10	14 91	129 60	14 54	126 38	(3 22)	7
42 897			12/13/10	14 62	627 16	14 54	623 74	(3 44)	34
5 159			12/13/10	14 62	75 43	14 54	75 01	(0 42)	4
<b>2,291,042</b>	<b>MEDAX Total</b>	<b>Average Per Share</b>	<b>\$14.32</b>	<b>\$32,808.88</b>	<b>\$33,311.75</b>	<b>\$502.83</b>	<b>\$1,854</b>		
1,261 670	PERMANENT PORTFOLIO FD INC PERM PORTFOLIO	PRPFX	07/07/10	39 63	50,000 00	45 81	57,797 09	7,797 10	353
8 213			12/09/10	44 55	365 88	45 81	376 24	10 35	2
0 850			12/09/10	44 55	37 85	45 81	38 94	1 08	
<b>1,270,733</b>	<b>PRPFX Total</b>	<b>Average Per Share</b>	<b>\$39.66</b>	<b>\$50,403.73</b>	<b>\$58,212.27</b>	<b>\$7,808.53</b>	<b>\$355</b>		
3,413 509	PIMCO FUNDS HIGH YIELD FUND CLASS P	PHLPX	07/15/10	N/A	N/A	9 30	31,745 60	N/A	2,399
14 364			08/03/10	9 10	130 71	9 30	133 59	2 87	10
21 391			09/02/10	9 06	193 80	9 30	198 94	5 13	15
20 489			10/04/10	9 25	189 52	9 30	190 55	1 02	14
21 073			11/02/10	9 40	198 09	9 30	195 99	(2 12)	14
22 353			12/02/10	9 20	205 65	9 30	207 89	2 23	15
<b>3,513,179</b>	<b>PHLPX Total</b>	<b>Average Per Share</b>	<b>N/A</b>	<b>N/A</b>	<b>\$32,672.56</b>	<b>N/A</b>	<b>\$2,467</b>		
4,699 248	PIMCO FUNDS PACIFIC INVESTMENT MANAGEMENT ALL ASSET ALL AUTH FD A	PAUAX	07/07/10	10 64	50,000 00	10 51	49,389 05	(610 91)	3,623
40 088			09/20/10	10 93	438 16	10 51	421 36	(16 84)	30
12 413			12/10/10	10 82	134 31	10 51	130 47	(3 85)	9
<b>4,751,749</b>	<b>PAUAX Total</b>	<b>Average Per Share</b>	<b>\$10.64</b>	<b>\$50,572.47</b>	<b>\$49,940.88</b>	<b>(\$631.60)</b>	<b>\$3,662</b>		
2,924 791	ROYCE FD TOTAL RETURN	RYTRX	07/07/10	10 77	31,500 00	13 17	38,519 47	7,019 49	441
9 108			09/13/10	11 24	102 37	13 17	119 96	17 58	1
7 820			12/13/10	12 98	101 51	13 17	103 00	1 47	1
<b>2,941,719</b>	<b>RYTRX Total</b>	<b>Average Per Share</b>	<b>\$10.77</b>	<b>\$31,703.88</b>	<b>\$38,742.43</b>	<b>\$7,038.54</b>	<b>\$443</b>		
2,434 312	TEMPLETON GLOBAL INVT TR GLBL BD FD INC TR ADVSRL CL	TGBAX	07/07/10	12 94	31,500 00	13 56	33,009 25	1,509 27	1,480



WellsAdvisor®

THE PRITCHETT FOUNDATION TRUST  
 U/A DTD 10/14/2008  
 HENRY PRITCHETT & KAREN  
 W82176256  
 HOANG/POTUCEK  
 (949) 718-0381

Account number  
 Financial Consultant  
 Phone Number

Portfolio Value (continued)

MUTUAL FUNDS (continued) 80%

Quantity	Description	Symbol	Transaction Date	Transaction Price	Transaction Total	Market Price	Market Value	Gain/(Loss)	Estimated Annual Income
1,136,364	TEMPLETON GLOBAL INVT	TGBAX	03/25/10	13.20	15,000.00	13.56	15,409.10	409.09	690
22,539			07/19/10	13.02	293.46	13.56	305.63	12.16	13
1,987,281			02/05/10	12.58	25,000.00	13.56	26,947.53	1,947.53	1,208
22,071			08/20/10	13.35	294.65	13.56	299.28	4.63	13
21,954			09/17/10	13.50	296.38	13.56	297.70	1.31	13
21,592			10/19/10	13.78	297.54	13.56	292.79	(4.76)	13
22,001			11/17/10	13.55	298.11	13.56	298.34	0.22	13
78,286			12/17/10	13.38	1,047.47	13.56	1,061.56	14.08	47
<b>5,746,400</b>	<b>TGBAX Total</b>			<b>\$12.88</b>	<b>\$74,027.61</b>		<b>\$77,921.18</b>	<b>\$3,893.53</b>	<b>\$3,490</b>
2,876,712	WELLS FARGO ADVANTAGE FUNDS ASSET ALLOCATION FUND CL A	EAAFX	07/07/10	10.95	31,500.00	12.01	34,549.31	3,049.31	779
	<b>Mutual Funds Subtotal</b>						<b>\$690,271.65</b>	<b>N/A</b>	<b>\$20,177</b>

CORPORATE FIXED INCOME N/A

Quantity	Description	CUSIP/Security No	Transaction Date	Transaction Price	Transaction Total	Estimated Market Price	Estimated Market Value	Accrued Interest	Gain/(Loss)	Estimated Annual Income
25,000	LEHMAN BROTHERS HOLDING INCORPORATED MEDIUM TERM NOTES B/E CPN 0.000% DUE 02/11/10 DTD 02/11/08	52517P5Z0	02/04/08	\$100.00	\$25,000.00	3 No price avail	\$0.00	\$0.00	N/A	
	Moody's WR S&P NR									
<b>25,000</b>	<b>Corporate Fixed Income Subtotal</b>				<b>\$25,000.00</b>		<b>\$0.00</b>	<b>\$0.00</b>	<b>N/A</b>	

OTHER 9%

Quantity	Description	Symbol	Transaction Date	Transaction Price	Transaction Total	Market Price	Market Value	Long/Short	Gain/(Loss)	Estimated Annual Income
78,903	PAM GLOBAL DIVERSIFIED FUND LLC		07/26/10	\$950.5303	\$75,000.00	\$1,014.1049	\$80,016.22	Long	\$5,016.22 ST	
	<b>Other Subtotal</b>				<b>\$75,000.00</b>		<b>\$80,016.22</b>		<b>\$5,016.22</b>	

Form **8868**  
 (Rev. January 2011)  
 Department of the Treasury  
 Internal Revenue Service

## 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*

<b>Type or print</b>	Name of exempt organization <b>PRITCHETT FOUNDATION TRUST - IMA</b>	Employer identification number <b>26-3538717</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>Wells Fargo Bank N A Trust Tax Dept - PO BOX 63954 MAC A0348-012</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>SAN FRANCISCO CA 94163</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)  04

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

- The books are in the care of ▶ WELLS FARGO BANK N A
- Telephone No ▶ (888) 730-4933 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 8/15/2011, 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

<b>3a</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>3a</b>	\$	381
<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	<b>3b</b>	\$	6
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>3c</b>	\$	375

**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

**For Paperwork Reduction Act Notice, see Instructions.**

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

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print  File by the extended due date for filing your return. See instructions.	Name of exempt organization		Employer identification number
	PRITCHETT FOUNDATION TRUST - IMA		26-3538717
	Number, street, and room or suite no. if a P O box, see instructions.		
	Wells Fargo Bank N.A. Trust Tax Dept - PO BOX 63954 MAC A0348-012		
City, town or post office, state, and ZIP code For a foreign address, see instructions.		CA	94163
SAN FRANCISCO			

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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.**

- The books are in the care of  **WELLS FARGO BANK N A**  
 Telephone No  (888) 730-4933 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 11/15/2011

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 More time is requested to acquire all information needed to complete and file an accurate 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> \$ 193
<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> \$ 381
<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> \$ 0

**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  **TAX MANAGER** Date  **8/1/2011**