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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>FLORA Y HATCHER TRUST</b>		<b>A</b> Employer identification number 31-6670506
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 101 N Independence Mall E MACY1372-062	Room/suite	<b>B</b> Telephone number (see page 10 of the instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>H</b> 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		<b>D 1</b> Foreign organizations, check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 954,049		<b>2</b> Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>1</b>	Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b>	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b>	Interest on savings and temporary cash investments	0	0		
<b>4</b>	Dividends and interest from securities	30,053	29,221		
<b>5 a</b>	Gross rents		0		
<b>b</b>	Net rental income or (loss)	0			
<b>6 a</b>	Net gain or (loss) from sale of assets not on line 10	31,141			
<b>b</b>	Gross sales price for all assets on line 6a	245,230			
<b>7</b>	Capital gain net income (from Part IV, line 2)		31,141		
<b>8</b>	Net short-term capital gain			0	
<b>9</b>	Income modifications				
<b>10 a</b>	Gross sales less returns and allowances	0			
<b>b</b>	Less: Cost of goods sold	0			
<b>c</b>	Gross profit or (loss) (attach schedule)	0			
<b>11</b>	Other income (attach schedule)	0	0	0	
<b>12</b>	<b>Total.</b> Add lines 1 through 11	61,194	60,362	0	
<b>13</b>	Compensation of officers, directors, trustees, etc.	0			
<b>14</b>	Other employee salaries and wages				
<b>15</b>	Pension plans, employee benefits				
<b>16 a</b>	Legal fees (attach schedule)	0	0	0	0
<b>b</b>	Accounting fees (attach schedule)	750	0	0	750
<b>c</b>	Other professional fees (attach schedule)	0	0	0	0
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) (see page 14 of the instructions)	405	405	0	0
<b>19</b>	Depreciation (attach schedule) and depletion	0	0	0	
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings				
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule)	11,305	8,479	0	2,826
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	12,460	8,884	0	3,576
<b>25</b>	Contributions, gifts, grants paid	34,918			34,918
<b>26</b>	<b>Total expenses and disbursements</b> Add lines 24 and 25	47,378	8,884	0	38,494
<b>27</b>	Subtract line 26 from line 12				
<b>a</b>	Excess of revenue over expenses and disbursements	13,816			
<b>b</b>	Net investment income (if negative, enter -0-)		51,478		
<b>c</b>	Adjusted net income (if negative, enter -0-)			0	

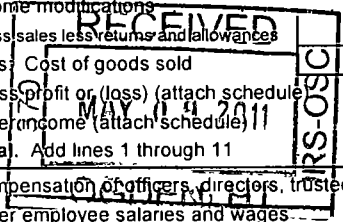
For Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2010)

(HTA)

ENVELOPE POSTMARK DATE MAY 04 2011

SCANNED MAY 12 2011 Revenue



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	12,692	42,488	42,488	
	3	Accounts receivable	0			
		Less allowance for doubtful accounts	0	0	0	
	4	Pledges receivable	0			
		Less allowance for doubtful accounts	0	0	0	
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0	
	7	Other notes and loans receivable (attach schedule)	0			
		Less allowance for doubtful accounts	0	0	0	
	8	Inventories for sale or use		0		
	9	Prepaid expenses and deferred charges		0		
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0	
	b	Investments—corporate stock (attach schedule)	0	0	0	
	c	Investments—corporate bonds (attach schedule)	0	0	0	
	11	Investments—land, buildings, and equipment basis	0			
	Less accumulated depreciation (attach schedule)	0	0	0		
12	Investments—mortgage loans					
13	Investments—other (attach schedule)	900,746	863,352	911,561		
14	Land, buildings, and equipment basis	0				
	Less accumulated depreciation (attach schedule)	0	0	0		
15	Other assets (describe )	0	0	0		
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	913,438	905,840	954,049		
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	913,438	905,840		
	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)	913,438	905,840			
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	913,438	905,840			

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	913,438
2	Enter amount from Part I, line 27a	2	13,816
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	3	5,938
4	Add lines 1, 2, and 3	4	933,192
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	5	27,352
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	905,840

**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))	
(j) F M V as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) 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>	31,141
<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>	0

**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	55,093	783,421	0.070324
2008	46,282	955,061	0.048460
2007	40,198	1,113,652	0.036096
2006	26,422	1,045,050	0.025283
2005	61,209	1,015,326	0.060285
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.240448
<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> 0.048090
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			<b>4</b> 881,918
<b>5</b> Multiply line 4 by line 3			<b>5</b> 42,411
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 515
<b>7</b> Add lines 5 and 6			<b>7</b> 42,926
<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> 38,494

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

<b>1 a</b> 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>b</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		<b>1</b>	1,030
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		<b>2</b>	0
<b>3</b> Add lines 1 and 2		<b>3</b>	1,030
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		<b>4</b>	
<b>5</b> Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		<b>5</b>	1,030
<b>6</b> Credits/Payments			
<b>a</b> 2010 estimated tax payments and 2009 overpayment credited to 2010	<b>6a</b>	160	
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	0	
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b> Total credits and payments Add lines 6a through 6d		<b>7</b>	160
<b>8</b> Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		<b>8</b>	0
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		<b>9</b>	870
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		<b>10</b>	0
<b>11</b> Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>		<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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</i>		X
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> VA		
<b>b</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? <i>If "No," attach explanation</i>	X	
<b>9</b> 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 on page 27)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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 ▶ 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ▶ 19106-2112			
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 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 ▶ 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)?  **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No **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?  Yes  No **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 101 N INDEPENDENCE MALL E MACY 1362-C	Trustee	11,305	0	0
.....	00	0	0	0
.....	00	0	0	0
.....	00	0	0	0

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

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

**Total number of other employees paid over \$50,000**  **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
<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>	873,923
<b>b</b>	Average of monthly cash balances	<b>1b</b>	21,425
<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>	895,348
<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>	895,348
<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>	13,430
<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>	881,918
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	44,096

**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>	44,096
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	1,030
<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>	1,030
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	43,066
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	43,066
<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>	43,066

**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>	38,494
<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>	38,494
<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>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	38,494

**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
<b>1</b> Distributable amount for 2010 from Part XI, line 7				43,066
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			31,005	
<b>b</b> Total for prior years 20 ____, 20 ____, 20 ____		0		
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005	NONE			
<b>b</b> From 2006	NONE			
<b>c</b> From 2007	NONE			
<b>d</b> From 2008	NONE			
<b>e</b> From 2009	NONE			
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>38,494</u>				
<b>a</b> Applied to 2009, but not more than line 2a			31,005	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
<b>d</b> Applied to 2010 distributable amount				7,489
<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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				35,577
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	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	0			
<b>b</b> Excess from 2007	0			
<b>c</b> Excess from 2008	0			
<b>d</b> Excess from 2009	0			
<b>e</b> Excess from 2010	0			

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

N/A

- 1** a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	
0				0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0			0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0

**3** Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets 0

(2) Value of assets qualifying under section 4942(j)(3)(B)(i) 0

b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed 0

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) 0

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) 0

(3) Largest amount of support from an exempt organization 0

(4) Gross investment income 0

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

- 1 Information Regarding Foundation Managers:**
- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )
- NONE

- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  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	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
Name and address (home or business)				
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	34,918
<b>b</b> Approved for future payment NONE				
<b>Total</b>			▶ <b>3b</b>	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	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
Long Term CG Distributions														
Short Term CG Distributions														
Amount														
4,248														
0														
1	X	ARTIO TOTAL RETURN BOND	04315J209			8/3/2009		5/3/2010	4,340	4,169				171
2	X	ARTIO INTERNATIONAL EQ F	04315J837			8/3/2007		12/17/2010	1,526	1,978				-452
3	X	DODGE & COX INT'L STOCK F	256206103			8/3/2007		12/17/2010	2,308	3,044				-736
4	X	DODGE & COX INCOME FD	256210105			8/3/2009		5/3/2010	3,244	3,114				130
5	X	EVERGREEN EQUITY TR INTF	30023D671			10/31/2008		5/3/2010	3,908	2,938				970
6	X	GOLDEN SMALL CAP CORE F	34984T857			8/3/2007		12/17/2010	2,701	3,237				-536
7	X	GOLDEN SMALL CAP CORE F	34984T857			8/1/2008		12/17/2010	15,355	16,703				-1,348
8	X	GOLDEN SMALL CAP CORE F	34984T857			2/4/2008		12/17/2010	2,089	2,194				-105
9	X	GOLDEN SMALL CAP CORE F	34984T857			11/1/2007		12/17/2010	1,823	2,141				-318
10	X	GOLDEN SMALL CAP CORE F	34984T857			11/5/2007		12/17/2010	695	808				-113
11	X	GOLDEN SMALL CAP CORE F	34984T857			8/3/2007		12/17/2010	14,237	16,961				-2,724
12	X	GOLDEN LARGE CAP CORE F	34984T881			8/3/2007		12/17/2010	718	813				-95
13	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		12/17/2010	4,040	2,614				1,426
14	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		12/17/2010	727	588				139
15	X	ING INTERNATIONAL REAL ES	44980Q518			11/1/2007		12/17/2010	95	153				-58
16	X	JANUS INVT FD MID CAP VAL	47103C241			10/31/2008		2/3/2010	271	218				53
17	X	PERKINS MID CAP VALUE FD	47103C241			10/31/2008		5/3/2010	4,068	2,967				1,101
18	X	PERKINS MID CAP VALUE FIC	47103C241			10/31/2008		12/17/2010	111	79				32
19	X	PIMCO TOTAL RETURN FD IN	693390700			10/31/2008		12/17/2010	43,026	30,403				12,623
20	X	PIMCO TOTAL RETURN FD IN	693390700			5/4/2009		5/3/2010	257	236				21
21	X	PIMCO EMERG MKTS BD-INS	693391559			8/3/2009		5/3/2010	4,426	4,219				207
22	X	PIMCO COMMODITY REAL RE	722005667			8/3/2007		12/17/2010	17,659	17,195				464
23	X	T ROWE PRICE REAL ESTATE	779919109			8/3/2007		12/17/2010	1,331	2,118				-787
24	X	T ROWE PRICE REAL ESTATE	779919109			5/5/2008		5/3/2010	6,286	7,611				-1,325
25	X	T ROWE PRICE REAL ESTATE	779919109			5/5/2008		12/17/2010	819	964				-145
26	X	T ROWE PRICE REAL ESTATE	779919109			10/31/2008		12/17/2010	12,294	8,884				3,410
27	X	T ROWE PRICE REAL ESTATE	779919109			5/5/2008		12/17/2010	8,042	9,775				-1,733
28	X	T ROWE PRICE REAL ESTATE	779919109			2/4/2008		12/17/2010	2,035	2,315				-280
29	X	T ROWE PRICE REAL ESTATE	779919109			2/3/2009		12/17/2010	14,368	7,215				7,153
30	X	ROYCE VALUE PLUS FUND-IN	780905212			10/31/2008		12/17/2010	3,008	1,984				1,024
31	X	ROYCE VALUE PLUS FUND-IN	780905212			2/3/2009		12/17/2010	2,459	1,385				1,074
32	X	ROYCE VALUE PLUS FUND-IN	780905212			10/31/2008		12/17/2010	32,033	20,926				11,107
33	X	SSGA EMERGING MARKETS F	784924425			8/3/2007		12/17/2010	2,709	3,419				-710
34	X	SSGA EMERGING MARKETS F	784924425			8/3/2007		12/17/2010	12,718	16,330				-3,612
35	X	SSGA EMERGING MARKETS F	784924425			2/4/2008		12/17/2010	5,528	6,896				-1,368
36	X	SSGA EMERGING MARKETS F	784924425			10/31/2008		12/17/2010	5,370	2,887				2,483
37	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		12/17/2010	479	346				133
38	X	WF ADV ENDEAVOR SELECT	949915565			8/1/2008		12/17/2010	3,859	4,262				-403
Securities									245,230	0	214,089	0	31,141	
Other sales									0	0	0	0	0	

**Line 16b (990-PF) - Accounting Fees**

		750	0	0	750
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	750			750
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

		405	405	405	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	
1	PY FED EXCISE TAX					
2	ESTIMATED EXCISE TAX PAID					
3	FOREIGN TAX WITHHELD	405	405			
4						
5						
6						
7						
8						
9						
10						

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		11,305	8,479	0	2,826
1	Amortization - See attached statement	0	0	0	0
2	TRUSTEE FEES	11,305	8,479		2,826
3					
4					
5					
6					
7					
8					
9					
10					

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

	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	SEE PRIOR YEAR		900,746	863,352	911,561
2	SEE ATTACHMENT			863,352	911,561
3					
4					
5					
6					
7					
8					
9					
10					

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

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

1	Mutual Fund & CTF Income Additions	1	5,858
2	Federal Excise Tax Refund	2	80
3	Total	3	5,938

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

1	Cost Basis Adjustment	1	23,157
2	Mutual Fund & CTF Income Subtraction	2	4,195
3	Total	3	27,352

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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	Totals		240,982	214,089	26,893	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses	26,893
						Gross Sales Price	Depreciation Allowed									
1	ARTIO TOTAL RETURN BOND FD-I	043151J209		8/3/2009	5/3/2010	4,340	0	4,169	171				0	0	171	26,893
2	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		8/3/2007	12/7/2010	1,526	0	1,978	-452				0	0	-452	
3	DODGE & COX INTL STOCK FD #1048	256206103		8/3/2007	12/7/2010	2,308	0	3,044	-736				0	0	-736	
4	DODGE & COX INCOME FD	256210105		8/3/2009	5/3/2010	3,244	0	3,114	130				0	0	130	
5	EVERGREEN EQUITY TR INTRINSIC VAL	30023D671		10/31/2008	5/3/2010	3,908	0	2,938	970				0	0	970	
6	GOLDEN SMALL CAP CORE FUND	34984T857		8/3/2007	12/7/2010	2,701	0	3,237	-536				0	0	-536	
7	GOLDEN SMALL CAP CORE FUND	34984T857		8/1/2008	12/17/2010	15,355	0	16,703	-1,348				0	0	-1,348	
8	GOLDEN SMALL CAP CORE FUND	34984T857		2/4/2008	12/17/2010	2,089	0	2,194	-105				0	0	-105	
9	GOLDEN SMALL CAP CORE FUND	34984T857		11/1/2007	12/17/2010	1,823	0	2,141	-318				0	0	-318	
10	GOLDEN SMALL CAP CORE FUND	34984T857		11/5/2007	12/17/2010	695	0	808	-113				0	0	-113	
11	GOLDEN SMALL CAP CORE FUND	34984T857		8/3/2007	12/17/2010	14,237	0	16,961	-2,724				0	0	-2,724	
12	GOLDEN LARGE CAP CORE FUND-I	34984T881		8/3/2007	12/7/2010	718	0	813	-95				0	0	-95	
13	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	12/7/2010	4,040	0	2,614	1,426				0	0	1,426	
14	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	12/7/2010	727	0	588	139				0	0	139	
15	JANUS INTERNATIONAL REAL EST-I #2664	449800518		11/1/2007	12/7/2010	95	0	153	-58				0	0	-58	
16	JANUS INVNT FD MID CAP VALUE FD CL	47103C241		10/31/2008	2/3/2010	271	0	218	53				0	0	53	
17	PERKINS MID CAP VALUE FIC I #1167	47103C241		10/31/2008	5/3/2010	4,088	0	2,967	1,101				0	0	1,101	
18	PERKINS MID CAP VALUE FIC I #1167	47103C241		10/31/2008	12/7/2010	111	0	79	32				0	0	32	
19	PERKINS MID CAP VALUE FIC I #1167	47103C241		10/31/2008	12/17/2010	43,026	0	30,403	12,623				0	0	12,623	
20	PIMCO TOTAL RETURN FD INST CL	693390700		5/4/2009	5/3/2010	257	0	236	21				0	0	21	
21	PIMCO TOTAL RETURN FD INST CL	693390700		8/3/2009	5/3/2010	4,426	0	4,219	207				0	0	207	
22	PIMCO EMERG MKTS BD-INST #137	693391559		8/3/2007	12/17/2010	17,659	0	17,195	464				0	0	464	
23	PIMCO COMMODITY REAL RET STRAT-I	722005667		8/3/2007	12/7/2010	1,331	0	2,118	-787				0	0	-787	
24	T ROWE PRICE REAL ESTATE FD	779919109		5/5/2008	5/3/2010	6,286	0	7,611	-1,325				0	0	-1,325	
25	T ROWE PRICE REAL ESTATE FD #122	779919109		5/5/2008	12/7/2010	819	0	964	-145				0	0	-145	
26	T ROWE PRICE REAL ESTATE FD #122	779919109		10/31/2008	12/17/2010	12,294	0	8,884	3,410				0	0	3,410	
27	T ROWE PRICE REAL ESTATE FD #122	779919109		5/5/2008	12/17/2010	8,042	0	9,775	-1,733				0	0	-1,733	
28	T ROWE PRICE REAL ESTATE FD #122	779919109		2/4/2008	12/17/2010	2,035	0	2,315	-280				0	0	-280	
29	T ROWE PRICE REAL ESTATE FD #122	779919109		2/3/2009	12/17/2010	14,388	0	7,215	7,173				0	0	7,173	
30	ROYCE VALUE PLUS FUND-INVNT #271	780905212		10/31/2008	12/7/2010	3,008	0	1,984	1,024				0	0	1,024	
31	ROYCE VALUE PLUS FUND-INVNT #271	780905212		2/3/2009	12/17/2010	2,459	0	1,385	1,074				0	0	1,074	
32	ROYCE VALUE PLUS FUND-INVNT #271	780905212		10/31/2008	12/17/2010	32,033	0	20,926	11,107				0	0	11,107	
33	SSGA EMERGING MARKETS FD S #1510	784924425		8/3/2007	12/7/2010	2,709	0	3,419	-710				0	0	-710	
34	SSGA EMERGING MARKETS FD S #1510	784924425		8/3/2007	12/17/2010	12,718	0	16,330	-3,612				0	0	-3,612	
35	SSGA EMERGING MARKETS FD S #1510	784924425		2/4/2008	12/17/2010	5,528	0	6,896	-1,368				0	0	-1,368	
36	SSGA EMERGING MARKETS FD S #1510	784924425		10/31/2008	12/17/2010	5,370	0	2,887	2,483				0	0	2,483	
37	WELLS FARGO ADV INTR VA FD-IST #51	94984B181		10/31/2008	12/7/2010	479	0	346	133				0	0	133	
38	WF ADV ENDEAVOR SELECT-I #3124	949915565		8/1/2008	12/7/2010	3,859	0	4,262	-403				0	0	-403	

Amount 4,248  
 Long Term CG Distributions 0  
 Short Term CG Distributions 0



**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**

	<u>Date</u>	<u>1</u>	<u>Amount</u>
1 Credit from prior year return	4/15/2010	1	160
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	0
7 Total		7	160

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

<b>1</b>	Distributable amounts for 2009 that remained undistributed at the beginning of the 2010 tax year	<b>1</b>	31,005
<b>2</b>		<b>2</b>	
<b>3</b>		<b>3</b>	
<b>4</b>		<b>4</b>	
<b>5</b>		<b>5</b>	
<b>6</b>		<b>6</b>	
<b>7</b>		<b>7</b>	
<b>8</b>		<b>8</b>	
<b>9</b>		<b>9</b>	
<b>10</b>	Total	<b>10</b>	31,005

FLORA Y HATCHER TRUST

31-6670506 Page 1 of 1

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

Name  
 UNITED METHODIST CHILDREN'S HOME  
 Street  
 PO BOX 830  
 City State Zip Code Foreign Country  
 SELMA AL 36702  
 Relationship Foundation Status  
 NONE 501(C)(3) PUBLIC CHARITY  
 Purpose of grant/contribution Amount  
 GENERAL SUPPORT GRANT 17,459

Name  
 HUNTINGDON COLLEGE  
 Street  
 1500 EAST FAIRVIEW AVENUE  
 City State Zip Code Foreign Country  
 MONTGOMERY AL 36106  
 Relationship Foundation Status  
 NONE 501(C)(3) PUBLIC CHARITY  
 Purpose of grant/contribution Amount  
 GENERAL SUPPORT GRANT 17,459

Name  
 Street  
 City State Zip Code Foreign Country  
 Relationship Foundation Status  
 Purpose of grant/contribution Amount  
 0

Name  
 Street  
 City State Zip Code Foreign Country  
 Relationship Foundation Status  
 Purpose of grant/contribution Amount  
 0

Name  
 Street  
 City State Zip Code Foreign Country  
 Relationship Foundation Status  
 Purpose of grant/contribution Amount  
 0

Name  
 Street  
 City State Zip Code Foreign Country  
 Relationship Foundation Status  
 Purpose of grant/contribution Amount  
 0

FLORA Y HATCHER TRUST  
 5019430755  
 EIN: 31-6670506

Security Code	Security Description	Security Category	Account #	CUSIP	Asset Name	FMV	Units	Book Value	Fed Cost	Port	Val Date
34	Mutual Fund	Invest - Other	5019430755	04315J209	ARTIO TOTAL RETURN BD FD CL I #1524	53,913	4020 3340	49479 69	49,224	1	20101231
34	Mutual Fund	Invest - Other	5019430755	04315J837	ARTIO INTERNATIONAL EQ FD II #1529	42,294	3394 3430	51190 46	50,589	1	20101231
34	Mutual Fund	Invest - Other	5019430755	256206103	DODGE & COX INTL STOCK FD #1048	43,385	1214 9270	47625 37	44,555	1	20101231
34	Mutual Fund	Invest - Other	5019430755	256210105	DODGE & COX INCOME FD COM #147	64,618	4884 2320	60850 27	60,777	1	20101231
34	Mutual Fund	Invest - Other	5019430755	349841881	GOLDEN LARGE CAP CORE FUND-I	76,902	7401 5150	75322 43	75,194	1	20101231
34	Mutual Fund	Invest - Other	5019430755	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	44,125	1812 1020	27743 02	27,531	1	20101231
34	Mutual Fund	Invest - Other	5019430755	38142Y773	GOLDMAN SACHS LJC VALUE-I #1216	29,445	2476 4650	22971 96	22,968	1	20101231
34	Mutual Fund	Invest - Other	5019430755	44980Q518	ING INTERNATIONAL REAL EST-I #2664	18,853	2176 9940	28710 05	27,834	1	20101231
34	Mutual Fund	Invest - Other	5019430755	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	55,044	6753 8510	53919 43	53,581	1	20101231
34	Mutual Fund	Invest - Other	5019430755	693390700	PIMCO TOTAL RET FD-INST #35	53,577	4938 0150	50277 40	50,110	1	20101231
34	Mutual Fund	Invest - Other	5019430755	693390882	PIMCO FOREIGN BD FD USD H-INST #103	16,529	1584 7930	15963 16	15,959	1	20101231
34	Mutual Fund	Invest - Other	5019430755	722005667	PIMCO EMERG MKTS BD-INST #137	17,785	1602 2180	17215 29	17,208	1	20101231
34	Mutual Fund	Invest - Other	5019430755	722005667	PIMCO COMMODITY REAL RET STRAT-#45	39,069	4205 4650	35502 16	34,630	1	20101231
34	Mutual Fund	Invest - Other	5019430755	784924425	SSGA EMERGING MARKETS FD S #1510	24,323	1074 3450	23048 49	12,710	1	20101231
34	Mutual Fund	Invest - Other	5019430755	922031889	VANGUARD INFLAT PROTECT SEC FD #119	37,108	2854 4630	34228 17	34,210	1	20101231
34	Mutual Fund	Invest - Other	5019430755	949915565	WF ADV ENDEAVOR SELECT-I #3124	58,378	5861 2270	62599 22	62,411	1	20101231
34	Mutual Fund	Invest - Other	5019430755	94985D582	WELLS FARGO ADV INTR VA FD-IST #517	16,250	1414 2360	15034 52	14,920	1	20101231
34	Mutual Fund	Invest - Other	5019430755	94984B181	WELLS FARGO ADV INTR VA FD-IST #517	28,961	2618 5420	20439 85	20,413	1	20101231
34	Mutual Fund	Invest - Other	5019430755	339128100	JP MORGAN MID CAP VALUE-I #758	42,105	1794 0000	42176 94	42,177	1	20101231
34	Mutual Fund	Invest - Other	5019430755	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	18,335	1268 0000	18208 48	18,208	1	20101231
34	Mutual Fund	Invest - Other	5019430755	487300808	KEELEY SMALL CAP VAL FD CL I #2251	34,024	1355 0000	33766 60	33,767	1	20101231
34	Mutual Fund	Invest - Other	5019430755	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	34,075	1161 0000	33785 10	33,785	1	20101231
34	Mutual Fund	Invest - Other	5019430755	922042858	VANGUARD EMERGING MARKETS ETF	24,314	505 0000	23793 88	23,794	1	20101231
34	Mutual Fund	Invest - Other	5019430755	922908553	VANGUARD REIT VIPER	38,150	689 0000	36797 08	36,797	1	20101231
						<b>911,561</b>			<b>863,352</b>		

Cash 5019430755

16	Demand Note	Savings & Temp Inv	5019430755	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	32,120	32119 8700	32119 87	32,120	1	20101231
16	Demand Note	Savings & Temp Inv	5019430755	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	10,368	10368 2100	10368 21	10,368	3	20101231
						<b>42,488</b>			<b>42,488</b>		