



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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  
**Constance Hartwell Charitable Trust  
Joseph P Ferry, Trustee**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**1348 10th Street**

City or town, state, and ZIP code  
**Santa Monica CA 90401**

A Employer identification number  
**68-6251551**

B Telephone number (see page 10 of the instructions)  
**310-458-7548**

C If exemption application is pending, check here

D 1. Foreign organizations, check here   
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

H Check type of organization  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 11,955,646**

J Accounting method  Cash  Accrual  
 Other (specify)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	36,924	36,924	36,924	
	4 Dividends and interest from securities	234,362	225,777	234,362	
	5a Gross rents	20,391	20,391	20,391	
	b Net rental income or (loss) <b>2,841</b>				
	6a Net gain or (loss) from sale of assets not on line 10	23,288			
	b Gross sales price for all assets on line 6a <b>23,288</b>				
	7 Capital gain net income (from Part I)		23,288		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	314,965	306,380	291,677		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	113,866	113,866		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) <b>Stmt 1</b>	2,500	2,500		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) <b>Stmt 2</b>	1,010	950		60
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	13,019	13,019	13,019	
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (att sch) <b>Stmt 3</b>	4,729	4,729	4,531		
24 Total operating and administrative expenses. Add lines 13 through 23	135,124	135,064	17,550	60	
25 Contributions, gifts, grants paid	530,844			530,844	
26 Total expenses and disbursements. Add lines 24 and 25	665,968	135,064	17,550	530,904	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-351,003				
b Net investment income (if negative, enter -0-)		171,316			
c Adjusted net income (if negative, enter -0-)			274,127		

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

Form **990-PF** (2010)

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		60,031	41,247	41,247	
	2	Savings and temporary cash investments		1,978,035	1,580,210	1,580,210	
	3	Accounts receivable ▶					
		Less allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)					
	7	Other notes and loans receivable (att. schedule) ▶ See Wrk	450,000				
		Less allowance for doubtful accounts ▶	0		950,000	450,000	450,000
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S. and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule) See Stmt 4			8,954,569	9,010,175	8,749,796
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶	510,000				
	Less accumulated depreciation (attach sch.) ▶ Stmt 5				510,000	510,000	
12	Investments—mortgage loans						
13	Investments—other (attach schedule) See Statement 6			600,000	600,000	624,393	
14	Land, buildings, and equipment basis ▶						
	Less accumulated depreciation (attach sch.) ▶						
15	Other assets (describe ▶ )						
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)			12,542,635	12,191,632	11,955,646	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ )					
	23	<b>Total liabilities</b> (add lines 17 through 22)			0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
28	Paid-in or capital surplus, or land, bldg, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds			12,542,635	12,191,632		
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)			12,542,635	12,191,632		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)			12,542,635	12,191,632		

**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	12,542,635
2	Enter amount from Part I, line 27a	2	-351,003
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	12,191,632
5	Decreases not included in line 2 (itemize) ▶	5	
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	12,191,632

**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 Capital gain distributions</b>				
<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 23,288</b>			<b>23,288</b>	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>			<b>23,288</b>	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2 Capital gain net income or (net capital loss)</b>	[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]		<b>2</b>	<b>23,288</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b>	[ 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	587,115	10,658,875	0.055082
2008	659,850	11,860,655	0.055634
2007	493,169	13,499,643	0.036532
2006		10,035,158	
2005			

  

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>0.147248</b>
<b>3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years</b>	<b>3</b>	<b>0.049083</b>
<b>4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5</b>	<b>4</b>	<b>11,495,924</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>564,254</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>1,713</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>565,967</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b>	<b>8</b>	<b>530,904</b>

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

<b>1a</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>	<b>3,426</b>
<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>	<b>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>	<b>3,426</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	<b>0</b>
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	<b>5</b>	<b>3,426</b>
<b>6</b>	Credits/Payments		
<b>a</b>	2010 estimated tax payments and 2009 overpayment credited to 2010	<b>6a</b>	<b>2,025</b>
<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>	
<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>	<b>2,025</b>
<b>8</b>	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	<b>1,401</b>
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be Credited to 2011 estimated tax Refunded	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</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?		<b>X</b>
<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)? 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		<b>X</b>
<b>c</b> Did the foundation file Form 1120-POL for this year?		<b>X</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	<b>X</b>	
<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? If "Yes," attach a conformed copy of the changes		<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<b>X</b>
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?		<b>X</b>
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		<b>X</b>
<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?	<b>X</b>	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	<b>X</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ <b>CA</b>		
<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? If "No," attach explanation	<b>X</b>	
<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)? If "Yes," complete Part XIV		<b>X</b>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<b>X</b>

See Statement 7  
N/A

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

<p>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)</p>	11		X
<p>12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?</p>	12		X
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A</p>	13	X	
<p>14 The books are in care of ▶ <b>Joseph Ferry</b> Telephone no ▶ <b>310-458-7548</b> <b>1348 10th Street</b> Located at ▶ <b>Santa Monica</b> CA ZIP+4 ▶ <b>90401</b></p>			
<p>15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <input checked="" type="checkbox"/> 15 <b>8,585</b></p>			
<p>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 ▶</p>	16	Yes	No X

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

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

		Yes	No
<p>1a During the year did the foundation (either directly or indirectly)</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(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</p> <p>(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</p>			
<p>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"/></p>	1b		X
<p>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?</p>	1c		X
<p>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))</p> <p>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</p> <p>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) N/A</p> <p>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</p>	2b		
<p>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</p> <p>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) N/A</p>	3b		
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	4a		X
<p>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?</p>	4b		X



**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		

**Total number of others receiving over \$50,000 for professional services** ▶

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

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (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 N/A	
2	
3 All other program-related investments See page 24 of the instructions	

**Total. Add lines 1 through 3** ▶

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

<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>	<b>8,295,765</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>1,829,762</b>
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	<b>1,545,462</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>11,670,989</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>11,670,989</b>
<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>	<b>175,065</b>
<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>	<b>11,495,924</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	<b>574,796</b>

**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>	<b>574,796</b>
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	<b>3,426</b>
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	<b>3,426</b>
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	<b>571,370</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	<b>571,370</b>
<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>	<b>571,370</b>

**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>	<b>530,904</b>
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<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>	<b>530,904</b>
<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>	<b>0</b>
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	<b>530,904</b>

**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				<b>571,370</b>
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			<b>530,844</b>	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005				
<b>b</b> From 2006				
<b>c</b> From 2007				
<b>d</b> From 2008				
<b>e</b> From 2009				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <b>530,904</b>				
<b>a</b> Applied to 2009, but not more than line 2a			<b>530,844</b>	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
<b>d</b> Applied to 2010 distributable amount				<b>60</b>
<b>e</b> Remaining amount distributed out of corpus				
<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) )				
<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				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<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				
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				<b>571,310</b>
<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)				
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006				
<b>b</b> Excess from 2007				
<b>c</b> Excess from 2008				
<b>d</b> Excess from 2009				
<b>e</b> Excess from 2010				

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

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

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

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
Check here  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  
**N/A**

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

**c** Any submission deadlines  
**N/A**

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

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year Porterville Development C		non-profit Philanthropic		132,711
Sonoma Developmental Ctr		non-profit Philanthropic		132,711
Fairview Developmnetal Ct		non-profit Philanthropic		132,711
Lanterman Developmental C		non-profit Philanthropic		132,711
<b>Total</b>				▶ 3a <b>530,844</b>
b Approved for future payment N/A				
<b>Total</b>				▶ 3b





Forms <b>990 / 990-PF</b>	<b>Other Notes and Loans Receivable</b>	<b>2010</b>
For calendar year 2010, or tax year beginning _____, and ending _____		

Name <b>Constance Hartwell Charitable Trust Joseph P Ferry, Trustee</b>	Employer Identification Number <b>68-6251551</b>
--	---

**Form 990-PF, Part II, Line 7 - Additional Information**

Name of borrower	Relationship to disqualified person
(1) <b>\$500,000 note - Brod Family Rev Trst</b>	
(2) <b>\$450,000 note - Anderson 2003 Trust</b>	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

Security provided by borrower	Purpose of loan
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year	Fair market value (990-PF only)
(1)	500,000		
(2)	450,000	450,000	450,000
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
<b>Totals</b>	<b>950,000</b>	<b>450,000</b>	<b>450,000</b>

**Federal Statements**

68-6251551

FYE: 12/31/2010

**Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Rod Clarida, CPA Inc	\$ 2,500	\$ 2,500	\$	\$
<b>Total</b>	<b>\$ 2,500</b>	<b>\$ 2,500</b>	<b>\$ 0</b>	<b>\$ 0</b>

**Statement 2 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
2009 FTB tax	\$ 10	\$	\$	\$ 10
Registry of Charitable Trusts	50			50
Estimated tax payment for 2010	950	950		
<b>Total</b>	<b>\$ 1,010</b>	<b>\$ 950</b>	<b>\$ 0</b>	<b>\$ 60</b>

**Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
762 & 764 Spencer Street	\$	\$	\$	\$
Inspection fees	810	810	810	
Plumbing	1,919	1,919	1,919	
Gardener	208	208	208	
Miscellaneous	1,420	1,420	1,420	
Advertising	121	121	121	
Supplies	53	53	53	
<b>Expenses</b>	<b>198</b>	<b>198</b>	<b>198</b>	<b>0</b>
Administrative Expense				
<b>Total</b>	<b>\$ 4,729</b>	<b>\$ 4,729</b>	<b>\$ 4,531</b>	<b>\$ 0</b>

68-6251551

**Federal Statements**

FYE: 12/31/2010

**Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
8190 shs American High Income Trust	\$ 100,005	\$ 100,005	Cost	\$ 92,301
4149 shs Capital World Growth & Inco	150,899	150,899	Cost	148,216
6597 shs Columbia Acorn	195,005	195,005	Cost	192,889
5330 shs Columbia Acorn USA	150,005	150,005	Cost	146,802
7472 shs Columbia Acorn Select	180,005	180,005	Cost	208,767
6764 shs Columbia High Income Fund	60,004	60,004	Cost	53,844
11461 shs Columbia Marisco	161,259	161,259	Cost	135,239
4316 shs Columbia Convertible	75,139	75,139	Cost	63,959
14931 shs Columbia Marisco 21st Cent	189,381	189,381	Cost	202,916
24436 shs Columbia Mid Cap Value	324,434	324,434	Cost	301,768
16924 shs Columbia Income Fund	160,004	160,004	Cost	163,659
3913 shs Europacific Growth Fund	167,613	167,613	Cost	161,896
2082 shs Fidelity Adv. International	80,004	80,004	Cost	68,384
250 shs Fidelity Adv. Energy	10,005	10,005	Cost	8,947
407 shs Fidelity Adv. Real Estate	10,005	10,005	Cost	6,680
1316 shs Fidelity Adv Biotechnology	10,005	10,005	Cost	9,921
3262 shs Fidelity Adv. (Focus)Consum	55,004	55,004	Cost	50,890
530 shs Fidelity Adv. (Focus) Tech	10,005	10,005	Cost	13,254
431 shs Fidelity Adv. (Focus) Financ	10,005	10,005	Cost	4,761
431 shs Fidelity Adv. (Focus) Health	10,005	10,005	Cost	9,853
19172 shs Fidelity Adv. Industrials	375,603	375,603	Cost	493,095
13629 Fidelity Adv. Strategic Income	160,004	160,004	Cost	168,722
6031 shs Fidelity Adv. Emrging Mkts	76,013	76,013	Cost	80,328
4847 shs. Fidelity Adv. Small-Cap Va	70,005	70,005	Cost	75,090
91318 shs Franklin Income Fund	232,089	232,089	Cost	199,073
41667 shs Franklin Utilities	50,005	50,005	Cost	48,333

**Federal Statements****Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
38095 shs Franklin High Income Fund	\$ 80,004	\$ 80,004	Cost	\$ 76,190
2053 shs Franklin Mutual Financial	46,343	46,343	Cost	26,793
4146 shs Franklin Real Estate Securi	110,005	110,005	Cost	56,389
3765 shs Franklin Dynatech	81,555	81,555	Cost	113,543
6003 shs Growth Fund of America	189,592	189,592	Cost	182,744
11090 shs Income Fund of America	210,009	210,009	Cost	183,544
37831 shs John Hancock Lifestyle Mod	532,283	532,283	Cost	477,807
34927 shs John Hancock Lifestyle Bal	500,502	500,502	Cost	452,650
13154 shs Mutual Series Shares	289,765	289,765	Cost	271,490
1701 shs Mutual Series Discovery	45,889	45,889	Cost	49,643
10288 shs Pimco Global	100,005	100,005	Cost	100,412
16957 shs Pimco Total Return	180,277	180,277	Cost	183,979
4240 shs AIM Multi-Sector Fund	115,004	115,004	Cost	96,427
6177 shs AIM Global Core Equity	100,004	100,004	Cost	80,976
7433 shs AIM Moderate Allocation Fun	93,005	93,005	Cost	78,043
2959 shs AIM Global Health Care	69,117	69,117	Cost	79,055
579 shs AIM Developing Markets	15,526	15,526	Cost	19,165
3784 shs AIM International Total Ret	40,005	40,005	Cost	41,476
2626 shs AIM Capital Development	50,004	50,004	Cost	43,067
605 shs AIM Global Real	10,005	10,005	Cost	6,301
761 shs AIM Energy Fund	27,463	27,463	Cost	31,497
1145 shs AIM Utilites Fund	20,005	20,005	Cost	17,138
698 shs AIM Technology Fund	20,905	20,905	Cost	22,811
2067 shs AIM Leisure Fund	100,004	100,004	Cost	72,055
2294 shs AIM Dynamics Fund	50,004	50,004	Cost	51,055
16167 shs AIM Small Cap Equity	169,964	169,964	Cost	197,887

**Federal Statements****Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
976 shs AIM European Growth	\$ 40,004	\$ 40,004	Cost	\$ 29,971
1237 shs AIM Asia Pacific Growth	30,875	30,875	Cost	37,269
8162 shs American Balanced Fund	157,522	160,422	Cost	146,342
7260 shs Pimco Real Return Fund	80,005	80,005	Cost	82,468
9643 shs Pimco Foreign Bond	100,005	100,005	Cost	100,579
9116 shs Pimco GMNA Fund	100,005	100,005	Cost	104,102
5693 shs Pimco Mortgage Backed	60,004	60,004	Cost	60,683
6167 shs Pimco Emerging Markets Bond	70,004	70,004	Cost	68,458
43674 shs PL Portfolio Optimization	500,502	500,502	Cost	500,937
47651 shs PL Portfolio Opt. Moderate	549,414	549,414	Cost	521,777
22828 shs Pimco Investment Grade Cor	241,277	241,277	Cost	239,240
2623 shs Small Cap World Fund	98,432	98,432	Cost	101,943
19271 shs Templetons Global Smaller	172,085	172,085	Cost	143,377
30000 units Behringer Harvard Reit I	300,000	300,000	Cost	300,000
8011 Allianz NFJ Dividend Value	84,681	87,387	Cost	90,926
5000 shrs Healthcare Trust of Americ	50,000	50,000	Cost	50,000
250 units Commonwealth Income & Grow		50,000	Cost	50,000
<b>Total</b>	<b>\$ 8,954,569</b>	<b>\$ 9,010,175</b>		<b>\$ 8,749,796</b>

**Federal Statements**

**Statement 5 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments**

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
Rental Property	\$ 0	\$ 510,000	\$ 0	\$ 510,000
Total	\$ 0	\$ 510,000	\$ 0	\$ 510,000

**Federal Statements****Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
John Hancock Venture III nonqual ann	\$ 300,000	\$ 300,000	Cost	\$ 303,772
Pacific Life Variable Nonqual annuit	300,000	300,000	Cost	320,621
Total	<u>\$ 600,000</u>	<u>\$ 600,000</u>		<u>\$ 624,393</u>

**Federal Statements**

**Statement 7 - Form 990-PF, Part VII-A, Line 2 - Previously Unreported Activities**

Description

---

During 2010 the trust bought a residential rental property and began renting the property out.