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

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

2010

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

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 C.Scott & Dorothy E Watkins Charitable Foundation		A Employer identification number 87-6218993
Number and street (or P.O. box number if mail is not delivered to street address) 1935 East Vine St. #260	Room/suite	B Telephone number (see page 10 of the instructions) 801-273-0375
City or town, state, and ZIP code Salt Lake City, Utah 84121		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"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$41,979,451.99	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)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	134.83	134.83		
	4 Dividends and interest from securities	528,483.39	373,275.95		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,903.21			
	b Gross sales price for all assets on line 6a 3,226,044.69				
	7 Capital gain net income (from Part IV, line 2)		1,903.21		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)	(61,728.49)				
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	468,792.94	375,313.99	N/A		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	5,000.00	5,000.00		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	61,862.50	61,862.50		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	12,279.58	10,279.58		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	79,142.08	77,142.08		0.00
	25 Contributions, gifts, grants paid	2,000,000.00			2,000,000.00
26 Total expenses and disbursements. Add lines 24 and 25	2,079,142.08	77,142.08	N/A	2,000,000.00	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(1,610,349.14)				
b Net investment income (if negative, enter -0-)		298,171.91			
c Adjusted net income (if negative, enter -0-)			N/A		

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

Cat. No. 11289X

Form **990-PF** (2010)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash—non-interest-bearing					
	2 Savings and temporary cash investments	201,408.34	177,426.67	177,426.67		
	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 (attach schedule) ▶					
	Less: allowance for doubtful accounts ▶	7,081,313.27	7,081,313.27	3,569,710.00		
	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)	37,291,680.14	35,667,043.38	37,828,897.74		
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment: basis ▶					
Less: accumulated depreciation (attach schedule) ▶						
12 Investments—mortgage loans						
13 Investments—other (attach schedule)						
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation (attach schedule) ▶						
15 Other assets (describe ▶)	1,146,386.27	1,184,655.56	403,417.58			
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	45,720,788.02	44,110,438.88	41,979,451.99			
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 Total liabilities (add lines 17 through 22)	0.00	0.00			
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 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					
	30 Total net assets or fund balances (see page 17 of the instructions)	45,720,788.02	44,110,438.88			
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	45,720,788.02	44,110,438.88			

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	45,720,788.02
2 Enter amount from Part I, line 27a	2	(1,610,349.14)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	44,110,438.88
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	44,110,438.88

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.)
1a Stock Funds Capital Gain Distributions	P	Various	Various
b Lucent Tech & Prudential Settlements	P	Various	Various
c Avalon & CCME LLC K-1's	D	Various	Various
d Per Attached Schedule	P	Various	Various
e Per Attached Schedule	P	Various	Various

(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)
a 32,631.17	0.00	0.00	32,631.17
b 283.57	0.00	0.00	283.57
c 0.00	0.00	59,365.72	(59,365.72)
d 476,603.94	0.00	100,286.81	376,317.13
e 2,716,526.01	0.00	3,064,488.95	(347,962.94)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 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 }	2	1,903.21
3 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	3	0.00

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	1,200,000.00	34,497,060.82	3.45%
2008	600,000.00	8,339,165.44	7.19%
2007	450,000.00	5,838,986.66	7.71%
2006	450,000.00	5,525,987.17	8.14%
2005	450,000.00	5,343,970.19	8.42%

2 Total of line 1, column (d)	2	34.91%
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	3	6.98%
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	39,540,077.17
5 Multiply line 4 by line 3	5	2,759,897.39
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,981.72
7 Add lines 5 and 6	7	2,762,879.11
8 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.	8	2,000,000.00

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b				
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	00
3	Add lines 1 and 2	3	5,963	44
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0	00
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	5,963	44
6 Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	11,035	53
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	4,000	00
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	15,035	53
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	00
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	00
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,072	09
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 9,072 09 Refunded <input type="checkbox"/>	11	0	00

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 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
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 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
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ Utah		
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	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
10 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)	11	X	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ Jay Rasmussen Telephone no. ▶ 801-273-0375			
Located at ▶ 1935 E Vine St. #260, Salt Lake City, UT ZIP+4 ▶ 84121				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 checked="" type="checkbox"/> Yes <input 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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 ☐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

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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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 ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
Jay Rasmussen 2212 Little-Cloud Cir, Sandy UT 84093	Trustee 6	2,000.00	0.00	0.00
Gary Watkins 1634 E Spring Run Dr, SLC, UT 84117	Trustee 2	2,000.00	0.00	0.00
Carol Watkins 1619 Cotswold Cir, Sandy, UT 84093	Trustee 1	1,000.00	0.00	0.00

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				0.00
None				0.00
None				0.00
None				0.00
None				0.00
None				0.00
Total number of other employees paid over \$50,000 <input type="checkbox"/>				0.00

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
Gabaca Corp. 1935 East Vine St. #260, SLC, Utah 84121	Investment Management	60,000.00
Lisa Blake 9076 Ridgewood Place, West Jordan, Utah 84088	Charity Agency Research	1,862.50
Total number of others receiving over \$50,000 for professional services		61,862.50

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	0.00
2	None	0.00
3	None	0.00
4	None	0.00

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	0.00
2	None	0.00
All other program-related investments. See page 24 of the instructions.		
3	None	0.00
Total. Add lines 1 through 3		0.00

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	35,979,610.92
b	Average of monthly cash balances	1b	189,417.51
c	Fair market value of all other assets (see page 25 of the instructions)	1c	3,973,227.58
d	Total (add lines 1a, b, and c)	1d	40,142,256.01
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	40,142,256.01
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	602,178.84
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,540,077.17
6	Minimum investment return. Enter 5% of line 5	6	1,977,003.86

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.)

1	Minimum investment return from Part X, line 6	1	1,977,003.86
2a	Tax on investment income for 2010 from Part VI, line 5	2a	5,963.44
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	0.00
c	Add lines 2a and 2b	2c	5,963.44
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,971,040.42
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	1,971,040.42
6	Deduction from distributable amount (see page 25 of the instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,971,040.42

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	2,000,000.00
b	Program-related investments—total from Part IX-B	1b	0.00
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.00
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.00
b	Cash distribution test (attach the required schedule)	3b	0.00
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,000,000.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0.00
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,000,000.00

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				1,971,040.42
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.00	
b Total for prior years: 20____, 20____, 20____		0.00		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	0			
b From 2006	0			
c From 2007	121,798.40			
d From 2008	188,345.39			
e From 2009	0			
f Total of lines 3a through e	310,143.79			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ _____				
a Applied to 2009, but not more than line 2a			0.00	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0.00		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0.00			
d Applied to 2010 distributable amount				2,000,000.00
e Remaining amount distributed out of corpus	28,959.58			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	339,103.37			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0.00		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0.00	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.00
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)	0.00			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0.00			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	339,103.37			
10 Analysis of line 9:				
a Excess from 2006	0			
b Excess from 2007	121,798.40			
c Excess from 2008	188,345.39			
d Excess from 2009	0			
e Excess from 2010	28,959.58			

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 N/A

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

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

Part XV Supplementary 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:

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				
See Attached List	None (For All	Public Contributions)	Charitable Use	See Attached
Total				3a 2,000,000.00
b Approved for future payment				
N/A				
Total				3b 0.00

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue:						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	134.83		
4 Dividends and interest from securities			14	373,275.95		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			14	1,903.21		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue: a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				375,313.99		
13 Total. Add line 12, columns (b), (d), and (e)				375,313.99		

(See worksheet in line 13 instructions on page 29 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

- (1) Cash

- (2) Other assets

- (1) Sales of assets to a noncharitable exempt organization**

- (2) Purchases of assets from a noncharitable exempt organization**

- (3) Rental of facilities, equipment, or other assets

- (4) Reimbursement arrangements**

- (5) Loans or loan guarantees**

- (6) Performance of services or membership or fundraising solicitations**

- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

- d** If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
None		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

The

**Paid
Preparer-
Use Only**

Print/Type preparer's name _____

Preparer's signature _____

Date _____

Check ☐ If self-employed

PTIN

1. Firm's name

Firm's address ▶ 1935 E VINE St #240 SLC UT 84121

Film's FIN ▶ 87-2422427

Phone no.

Schedules

Part I

Line 10 c

K-1 Income LLC's & S-Corp (\$61,728.79)

Line 16 c

Merrill Lynch Fees	\$ 150.00
Contract Services	\$ 1,712.50
Gabaca Corp Investments Management Fees	<u>60,000.00</u>
	<u><u>\$ 61,862.50</u></u>

Line 18

	Col (a)	Col (b)
IRS	\$ 2,000.00	\$ -
Foreign Stock Tax	<u>10,279.58</u>	<u>10,279.58</u>
Total	<u><u>\$ 12,279.58</u></u>	<u><u>\$ 10,279.58</u></u>

Schedules

Part II		Book		FMV	
Line 7					
Note	Franklin Funding Inc.	\$	7,023,206.57	\$	3,511,603.30
Note	James Garner		58,106.70		58,106.70
		<hr/>		<hr/>	
		\$	7,081,313.27	\$	3,569,710.00
		<hr/>		<hr/>	
Line 15					
Country Club Mobile Estates LLC		\$	600,681.17	\$	375,086.65
Avalon Associates LLC			(58,580.04)		(58,580.04)
Gabaca Corp			86,394.00		86,910.97
Franklin Funding Inc.			556,160.43		-
		<hr/>		<hr/>	
		\$	1,184,655.56	\$	403,417.58
		<hr/>		<hr/>	

Line 11—Example A**Schedule of Information Regarding Transfers To a Controlled Entity**

(A) Name and address of each controlled entity		(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	Country Club Mobile Estates	LLC	None	0
	1935 East Vine St. #260			
	Salt Lake City UT 84121			
b				
c				
d				
e				
Total				

Line 11—Example B**Schedule of Information Regarding Transfers From a Controlled Entity**

(A) Name and address of each controlled entity		(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	Country Club Mobile Estates LLC	87-0277766	None	0
	1935 East Vine St. #260			
	Salt Lake City UT 84121			
b				
c				
d				
e				
Total				

Disposed Investments

01-Jan-10 To: 31-Dec-10

Investment Acct Name Investment	# Shares	Acquired Date	Disposed Date	Disposed Value	Acquired Cost	Gain
Charitable Foundation , CS & DE Watk						
T Rowe Price Latin America	81 791	12/18/10	12/20/10	\$4,437.16	\$4,438.80	(\$1.64)
		Short Term Totals:		\$4,437.16	\$4,438.80	(\$1.64)
		Invst Funds-Equity		Short Term		
		Sold		Long Term 15%		
T. Rowe Price Latin America	6738.544	9/06/95	12/20/10	\$365,566.02	\$50,000.00	\$315,566.02
T. Rowe Price Latin America	748.585	12/12/01	12/20/10	\$40,610.73	\$6,256.22	\$34,354.51
T Rowe Price Latin America	108.607	12/17/03	12/20/10	\$5,891.93	\$1,197.94	\$4,693.99
T. Rowe Price Latin America	106 198	12/15/04	12/20/10	\$5,761.24	\$1,595.10	\$4,166.14
T. Rowe Price Latin America	63.453	12/13/05	12/20/10	\$3,442.33	\$1,617.41	\$1,824.92
T. Rowe Price Latin America	114.073	12/19/06	12/20/10	\$6,188.46	\$4,193.31	\$1,995.15
T. Rowe Price Latin America	338.659	12/20/07	12/20/10	\$18,372.25	\$17,728.78	\$643.47
T. Rowe Price Latin America	413.397	12/31/08	12/20/10	\$22,426.79	\$9,806.64	\$12,620.15
T Rowe Price Latin America	72.019	12/16/09	12/20/10	\$3,907.03	\$3,452.61	\$454.42
		Long Term 15% Totals:		\$472,166.78	\$95,848.01	\$376,318.77
		Acct Totals:		\$476,603.94	\$100,286.81	\$376,317.13

Investment Acct Name Investment	# Shares	Acquired Date	Disposed Date	Disposed Value	Acquired Cost	Gain
TD Ameritrade, CS DE Watkins Chartb						
Invest Stocks						
Medtronic Inc	6500	9/30/09	Sold 9/22/10	\$218,062.01	Short Term \$238,949.30	(\$20,887.29)
		Short Term Totals:		\$218,062.01	\$238,949.30	(\$20,887.29)
Invest Stocks						
Baxter International, Inc	4400	9/30/09	Sold 11/22/10	\$221,262.31	Long Term 15% \$251,289.65	(\$30,027.34)
Computer Sciences	10000	1/07/03	11/22/10	\$457,511.05	\$477,900.00	(\$20,388.95)
Henry Schein, Inc.	6000	9/26/03	11/22/10	\$341,444.27	\$352,080.00	(\$10,635.73)
L-3 Communications Holdings	5000	9/21/05	11/22/10	\$350,834.12	\$500,750.00	(\$149,915.88)
SkyWest Inc.	10000	9/21/01	9/27/10	\$139,432.58	\$165,400.00	(\$25,967.42)
SkyWest Inc.	535	9/26/01	9/27/10	\$7,459.64	\$8,848.90	(\$1,389.26)
SkyWest Inc.	9465	9/26/01	9/28/10	\$131,655.08	\$156,551.10	(\$24,896.02)
SkyWest Inc.	12400	12/12/02	9/28/10	\$172,479.97	\$205,096.00	(\$32,616.03)
SkyWest Inc.	7600	12/13/02	9/28/10	\$105,713.53	\$125,704.00	(\$19,990.47)
Stancorp Finl Grp	5000	11/02/06	11/22/10	\$212,187.46	\$251,800.00	(\$39,612.54)
Wellpoint, Inc.	6000	1/09/03	11/22/10	\$358,483.99	\$330,120.00	\$28,363.99
	Long Term 15% Totals:			\$2,498,464.00	\$2,825,539.65	(\$327,075.65)
	Acct Totals:			\$2,716,526.01	\$3,064,488.95	(\$347,962.94)

Investment Holdings

December 31, 2010

Investments - Part II, Line 10 B

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Investments	Book Value	Fair Mkt Value
Charitable Foundation, CS & DE Watkins		
Invst Funds		
Amer Cent MidCap Value	\$100,000.00	\$163,589.07
Baron Asset-SBI	\$174,353.47	\$229,858.59
Baron Growth	\$100,000.00	\$151,972.72
Baron Small Cap	\$140,000.00	\$209,120.61
Buffalo Small Cap	\$200,000.00	\$258,554.31
Dodge & Cox International	\$581,439.92	\$512,419.04
Dodge & Cox Stock	\$952,588.09	\$1,007,991.02
Fidelity China Region	\$83,015.99	\$105,130.80
Fidelity Diversified Internati	\$498,932.05	\$439,077.68
Fidelity Export & MultiNtl	\$277,996.44	\$282,662.11
Fidelity International Discove	\$536,411.96	\$493,953.48
Fidelity Latin America	\$326,701.93	\$339,408.92
Fidelity Mid-Cap Stock	\$354,714.55	\$401,629.30
Fidelity Sel Medical Equip	\$90,000.00	\$109,299.87
Fidelity Sel Software, Comp	\$93,931.77	\$125,437.05
Janus Contrarian	\$500,273.60	\$448,193.68
Janus Mid Cap Value Inv	\$100,000.00	\$152,500.01
Janus Overseas	\$186,803.72	\$201,485.42
Masters Select International	\$314,996.50	\$305,851.44
Matthews China Fund	\$221,212.50	\$332,297.01
Matthews India	\$100,000.00	\$145,399.19
Meridian Growth	\$328,296.81	\$416,110.13
Meridian Value	\$97,833.17	\$94,026.55
Royce Total Return Inv	\$100,049.99	\$147,977.53
Selected American Shares	\$229,314.07	\$226,565.99
T. Rowe Price Equity-Income	\$204,650.33	\$201,335.81
T. Rowe Price International	\$100,360.98	\$108,600.77
T. Rowe Price Latin America	\$476,604.12	\$491,330.14
T. Rowe Price Mid-Cap Growth	\$192,850.24	\$342,994.89
T. Rowe Price Mid-Cap Value	\$119,399.90	\$135,453.19
T. Rowe Price New Asia	\$338,709.05	\$399,245.28
T. Rowe Price Persnl Strt Grth	\$545,086.51	\$562,641.08
T. Rowe Price Small-Cap Value	\$100,049.99	\$172,788.15
Third Ave Value	\$251,444.48	\$222,531.31
UMB Scout Small Cap	\$100,000.00	\$156,389.45
Value Line Premier Growth	\$194,600.73	\$307,115.95
Vanguard Energy	\$130,049.99	\$188,591.56
Vanguard European Stk Inv-Adm	\$103,233.09	\$150,741.31
Vanguard Explorer	\$100,049.99	\$155,106.41
Vanguard Grwth Index Tr-Adm	\$114,177.92	\$144,301.69
Vanguard International Explore	\$411,887.08	\$445,854.39
Vanguard International Gr-Adm	\$409,464.07	\$445,188.55
Vanguard Primecap Core	\$250,591.13	\$274,026.30
Vanguard Primecap-Adm	\$291,843.48	\$276,647.52
Vanguard Windsor II-Adm	\$212,854.10	\$202,498.07
Wasatch Ultra Growth	\$188,559.76	\$231,869.26
Wasatch-1st Source Inc-Equ	\$100,000.00	\$119,724.37
Westport R	\$100,000.00	\$128,335.17
Sub-Total	\$11,725,333.25	\$13,163,822.12

Investment Holdings

December 31, 2010

Investments - Part II, Line 10 B

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Investments		Book Value	Fair Mkt Value
Charitable Foundation, CS & DE Watkins			
Invst Stocks			
Abbott Laboratories	2000	\$104,786.78	\$95,820.00
Aetna Inc.	5000	\$218,050.00	\$152,550.00
AFLAC Inc	3000	\$166,290.00	\$169,290.00
AmerisourceBergen Corp	10000	\$220,909.95	\$341,200.00
Cardinal Health Inc.	1900	\$76,863.86	\$72,789.00
CareFusion Corp	950	\$30,182.14	\$24,415.00
Cephalon, Inc.	1600	\$99,305.79	\$98,752.00
ConocoPhillips	7000	\$558,880.00	\$476,700.00
CVS/Caremark Corp	10000	\$375,400.00	\$347,700.00
Harris Corp	4000	\$194,640.00	\$181,200.00
Henry Schein, Inc.	14000	\$821,520.00	\$859,460.00
Hewlett-Packard	7700	\$325,826.58	\$324,170.00
Intel Corp	15000	\$345,300.00	\$315,450.00
International Business	700	\$94,529.85	\$102,732.00
Johnson & Johnson	5000	\$352,250.00	\$309,250.00
Kinetic Concepts	9000	\$321,210.00	\$376,920.00
Kohl's Corp	4000	\$178,240.00	\$217,360.00
Mamulife Financial Corp	10000	\$360,600.00	\$171,800.00
Medco Health Solutions	1900	\$98,049.76	\$116,413.00
Microsoft Corp.	4000	\$95,249.55	\$111,640.00
Oncocenter Intl	5000	\$283,750.00	\$368,150.00
St Jude Medical Inc	3000	\$112,179.65	\$128,250.00
Staples, Inc.	15000	\$364,500.00	\$341,550.00
Thermo Fisher Scientific	10000	\$601,200.00	\$553,600.00
Varian Medical Sys Inc	1000	\$48,999.85	\$69,280.00
Wellpoint, Inc.	8000	\$440,160.00	\$454,880.00
Western Digital	16000	\$464,960.00	\$542,400.00
Sub-Total		\$7,353,833.76	\$7,323,721.00

Investment Holdings

December 31, 2010

Investments - Part II, Line 10 B

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Investments	Book Value	Fair Mkt Value
Avalon Associates, LLC		
Invst Funds		
Bridgeway Aggressive Growth	\$164,770.64	\$122,113.58
Bridgeway Ultra-Sml TaxAd	\$174,972.56	\$162,129.53
Dodge & Cox International	\$75,926.68	\$66,913.67
Dodge & Cox Stock	\$93,547.97	\$86,381.58
Fidelity Contrafund	\$134,487.95	\$144,333.21
Fidelity Export & MultiNtl	\$106,406.95	\$108,192.80
Fidelity Latin America	\$166,423.51	\$172,896.51
Fidelity Leveraged Cmp Slt	\$24,174.22	\$23,008.42
Fidelity Low Priced Stock	\$94,205.88	\$96,442.29
Fidelity Southeast Asia	\$15,763.45	\$16,918.22
Harbor International Inst	\$68,584.45	\$65,729.48
Janus Core Equity	\$99,906.63	\$93,311.11
Janus Growth & Income	\$138,018.97	\$136,721.54
Janus Mid Cap Value Inv	\$94,723.18	\$97,621.11
Janus Overseas	\$118,981.85	\$128,333.14
Janus Research	\$61,766.06	\$67,855.02
LKCM Small Cap Equity	\$52,347.72	\$61,980.85
Longleaf Partners	\$83,146.16	\$79,949.32
Masters Select International	\$19,008.41	\$18,456.55
Matthews Pacific Tiger	\$51,441.65	\$53,638.44
Neuberger Berman Genesis Inv	\$114,611.90	\$112,645.18
Royce Micro-Cap Inv	\$31,805.54	\$52,520.63
Royce Special Equity Inv	\$31,262.50	\$43,888.80
Royce Value Plus Service	\$105,268.90	\$110,454.16
Schroder U.S. Opportunities	\$109,928.26	\$125,932.14
Sound Shore	\$79,812.46	\$73,977.06
T. Rowe Price Capital Apprecia	\$70,339.13	\$73,524.85
T. Rowe Price Equity-Income	\$78,858.32	\$77,581.13
T. Rowe Price Growth Stock	\$137,084.42	\$149,045.11
T. Rowe Price Mid-Cap Growth	\$217,066.25	\$241,354.25
T. Rowe Price Mid-Cap Value	\$67,151.33	\$76,179.80
T. Rowe Price Small-Cap Stock	\$74,416.50	\$91,018.12
T. Rowe Price Small-Cap Value	\$113,660.17	\$114,964.78
TCW Galileo Value Opportunite	\$58,554.03	\$59,816.38
Third Ave Value	\$111,908.09	\$116,922.94
Third Avenue Small-Cap Value	\$80,132.22	\$72,790.53
Vanguard Equity-Income-Adm	\$70,900.98	\$67,730.80
Vanguard Global Equity	\$97,496.11	\$86,890.25
Vanguard International Value	\$126,804.12	\$110,515.46
Vanguard Primecap Core	\$120,669.32	\$131,665.34
Vanguard Small Cap Index	\$62,770.27	\$74,054.06
Vanguard Strategic Equity	\$74,026.28	\$73,147.86
Wasatch Core Growth	\$124,811.76	\$147,030.90
Wasatch Small Cap Growth	\$129,475.20	\$176,232.61
Wasatch-1st Source Inc	\$87,500.00	\$94,429.35
Sub-Total	\$4,214,918.95	\$4,357,238.86

Investment Holdings

December 31, 2010

Investments - Part II, Line 10 B

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Investments	Book Value	Fair Mkt Value
Avalon Associates, LLC		
Invst Stocks		
Accenture Ltd	\$103,200.00	\$121,225.00
AFLAC Inc	\$69,287.50	\$70,537.50
Ameriprise Financial Inc	\$43,754.90	\$53,233.75
Apollo Group Inc.	\$90,178.28	\$54,298.75
Catalyst Health Solutions Inc	\$37,279.98	\$81,357.50
Chevron Corp	\$65,191.39	\$86,687.50
Computer Sciences	\$77,658.75	\$80,600.00
ConocoPhillips	\$299,400.00	\$255,375.00
Corning Inc.	\$65,182.95	\$144,900.00
Exxon Mobil Corp	\$43,325.28	\$51,184.00
Flextronics Intl, Ltd	\$20,820.15	\$68,687.50
Hewlett-Packard	\$17,386.62	\$15,787.50
Johnson & Johnson	\$88,062.50	\$77,312.50
MetLife, Inc.	\$131,900.00	\$111,100.00
Oracle Corporation	\$111,050.00	\$156,500.00
O'Reilly Automotive, Inc.	\$205,725.00	\$453,150.00
PepsiCo Inc	\$171,300.00	\$163,325.00
St Jude Medical Inc	\$42,729.88	\$48,093.75
Staples, Inc.	\$60,750.00	\$56,925.00
Stryker Corp	\$82,200.00	\$67,125.00
Teva Pharmaceutical	\$71,648.97	\$65,162.50
Thermo Fisher Scientific	\$150,300.00	\$138,400.00
United Health Group	\$201,731.25	\$239,228.75
Wells Fargo Corp	\$156,602.49	\$154,950.00
Xerox Corp	\$115,773.07	\$213,192.00
Sub-Total	\$2,522,438.96	\$3,028,338.50
Avalon Associates, LLC - Total	\$6,737,357.91	\$7,385,577.36

Investment Holdings

December 31, 2010

Investments - Part II, Line 10 B

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Investments	Book Value	Fair Mkt Value
County Club Mobile Estates, LLC		
Invst Funds		
Fidelity Leveraged Crmp Stk	\$171,837.10	\$163,550.25
Fidelity Southeast Asia	\$179,480.16	\$192,628.20
Janus Research	\$93,743.52	\$102,984.85
Matthews China Fund	\$370,305.63	\$362,889.63
Meridian Growth	\$95,363.26	\$120,871.17
Meridian Value	\$199,114.45	\$191,367.06
Selected American Shares	\$139,844.63	\$138,168.75
T. Rowe Price Capital Apprecia	\$147,497.81	\$154,178.10
T. Rowe Price Mid-Cap Value	\$124,190.81	\$140,888.23
T. Rowe Price Persnl Strt Grth	\$132,871.61	\$137,059.36
Vanguard Long Term TxEx Adm	\$3,471,053.31	\$3,444,304.74
Vanguard Primecap-Adm	\$226,056.42	\$214,285.92
Sub-Total	\$5,351,358.71	\$5,363,176.26
County Club Mobile Estates, LLC		
Invst Stocks		
Abbott Laboratories	\$108,352.17	\$99,652.80
Bank of America, Corp	\$20,285.02	\$20,810.40
Cardinal Health Inc.	\$22,765.71	\$21,913.32
CareFusion Corp	\$8,939.41	\$7,350.20
Cephalon, Inc.	\$120,981.95	\$128,377.60
Computer Sciences	\$248,508.00	\$257,920.00
Coventry Health Care	\$223,587.00	\$154,440.00
CVS/Caremark Corp	\$195,208.00	\$180,804.00
DeVry Inc.	\$216,172.27	\$207,081.68
DirecTV	\$177,844.71	\$186,872.40
ENSCO International Inc.	\$203,580.00	\$166,545.60
Express Scripts Inc.	\$159,726.79	\$275,438.80
General Electric	\$107,350.70	\$118,885.00
Harris Corp	\$253,032.00	\$235,560.00
Intel Corp	\$299,260.00	\$273,390.00
International Business Machine	\$106,854.77	\$152,630.40
Johnson & Johnson	\$183,170.00	\$160,810.00
Laboratory Corp of America	\$76,835.58	\$105,152.32
Mamulife Financial Corp	\$187,512.00	\$89,336.00
Medco Health Solutions Inc.	\$76,665.65	\$101,953.28
Microsoft Corp.	\$101,799.96	\$116,105.60
Noble Corp.	\$95,179.69	\$167,403.60
Oceaneering Intl	\$152,864.37	\$153,150.40
Oracle Corporation	\$207,885.60	\$292,968.00
Thermo Fisher Scientific	\$625,248.00	\$575,744.00
Wellpoint, Inc.	\$228,883.20	\$236,537.60
Western Digital	\$90,667.20	\$105,768.00
Sub-Total	\$4,499,159.75	\$4,592,601.00
Country Club Mobile Estates, LLC - Total	\$9,850,518.46	\$9,955,777.26
Grand Total	\$35,667,043.38	\$37,828,897.74

Operation Smile Program
P.O. Box 581108
Salt Lake City, UT 84158

Primary Children's Medical Center Foundation
PO Box 58249
Salt Lake City, UT 84158-0249

Rescue Mission of Salt Lake
PO Box 1431
Salt Lake City, UT 84110

The Road Home
210 S. Rio Grande Street
Salt Lake City, UT 84101

St. Anne's Center
137 W. Binford Avenue
Ogden, UT 84401

Salt Lake Community College Foundation
Scholarship Fund
PO Box 30808
Salt Lake City, UT 84130-0808

Salvation Army
Attn: Steve Thompson
PO Box 70508
Salt Lake City, UT 84170

South Valley Sanctuary
PO Box 1028
West Jordan, UT 84084-1028

Special Olympics - Utah
243 East 400 South, Suite 111
Salt Lake City, UT 84111

United Service Organizations
PO Box 96322
Washington, DC 20090

University of Utah
David Eccles School of Business Scholarship Fund
Development Office
1645 East Campus Center Drive
Salt Lake City, UT 84112-9349

University of Utah
Scholarship Fund
Office of Development
540 Arapleen Drive, Suite 250
Salt Lake City, UT 84108-1238

University of Utah
College of Nursing
Development Office
10 South 2000 East, Room 407
Salt Lake City UT 84112-5880

Utah Association for Intellectual Disabilities
P.O. Box 25304
Salt Lake City, UT 84125

Utah Diabetes Center
615 Arapleen Drive, Ste. 100
Salt Lake City, UT 84108

Utah Food Bank
3150 South 900 West
Salt Lake City, UT 84119

Utah State University
Scholarship Fund
Development Office
1420 Old Main Hill
Logan, UT 84322-1420

Utah Valley University Foundation
Scholarship Fund
800 W. University Pkwy. #111
Orem, UT 84058-5999

Utah Youth Village
5800 S. Highland Drive
Salt Lake City UT 84121

Weber State University
Scholarship Fund
Development Office
4018 University Circle
Ogden, UT 84408-4018

YWCA of Salt Lake City
322 East 300 South
Salt Lake City, UT 84111

Fisher House Foundation, Inc.
111 Rockville Pike, Suite 420
Rockville, MD 20850-5168

Food and Care Coalition
299 East 900 South
Provo, UT 84606

Fourth Street Clinic
440 South 400 West, Ste. B
Salt Lake City, UT 84101

Girl Scouts of America
P.O. Box 57280
Salt Lake City, UT 84157-0280

Green River Positive Action Community Team
PO Box 191
Green River, UT 84525

Guadalupe Schools
340 South Goshen Street
Salt Lake City, UT 84104

Habitat for Humanity
1276 South 500 West
Salt Lake City, UT 84101

Hogle Zoo
2600 Sunnyside Avenue
Salt Lake City, UT 84108

Humane Society of Utah
PO Box 573659
Murray, UT 84157-3659

Huntsman Cancer Foundation
500 Huntsman Way
Salt Lake City, UT 84108

Juvenile Diabetes Research Foundation
Utah Chapter
132 South 600 East
Salt Lake City, UT 84102

Juvenile Justice Advocates
1136 W. Windfield Ct.
West Jordan, UT 84088

KBYU Eleven
2000 Ironton Blvd
Provo, UT 84606

KUED-TV Public Television
The Dolores Dore Eccles Broadcast Center
101 Wasatch Drive, Room 215
Salt Lake City, UT 84112

LDS Philanthropies: Humanitarian Services
Attn: Jennifer Hogge
1665 S. Bennett Rd.
Salt Lake City, UT 84104

LDS Philanthropies: Perpetual Education Fund
Attn: Jennifer Hogge
1665 S. Bennett Rd.
Salt Lake City, UT 84104

Maliheh Free Clinic
415 East 3900 South
South Salt Lake, UT 84107

March of Dimes
757 East South Temple, Ste. 120
Salt Lake City, UT 84102

Mountainlands Community Health Center
589 South State St.
Provo, UT 84606

National Children's Cancer Society
One South Memorial Drive, Ste. 800
St. Louis, MO 63102

National Multiple Sclerosis Society-- Utah Chapter
6364 S. Highland Dr., Suite 101
Salt Lake City, UT 84121

Nature Conservancy District of Utah
559 East South Temple
Salt Lake City, UT 84102

New Hope Crisis Center
435 East 700 South
Brigham City, UT 84302

Charitable Foundation Address List
as of November 19, 2010

Alzheimers Association of Utah
855 E. 4800 S., Ste. 100
Salt Lake City, UT 84107-5513

American Heart Association - Utah Chapter
465 South 400 East, Ste. 110
Salt Lake City, UT 84111

American Red Cross - Salt Lake Chapter
555 East 300 South, Ste. 200
Salt Lake City, UT 84102

Big Brothers Big Sisters of Utah
151 East 5600 South, Ste. 200
Murray, UT 84107

Bonneville Charitable Foundation
55 North 300 West
Salt Lake City, UT 84180

Boys Scouts of America
525 Foothill Blvd
Salt Lake City, UT 84113-1102

Brigham Young University
College of Nursing
574 SWKT
Provo, UT 84606

Brigham Young University
LDS Philanthropies at BYU
1450 N. University Ave.
Provo, UT 84604

Catholic Community Services of Utah
745 East 300 South
Salt Lake City, UT 84102

Charity Anywhere Foundation
1246 E. Cassidy Circle
Bountiful, UT 84010

The Children's Center
Attention: Development Department
350 South 400 East
Salt Lake City, Utah 84111

The Christmas Box International
1775 W 1500 S
Salt Lake City UT 84104

The Church of Jesus Christ of Latter-day Saints
Fast Offering Fund
1665 S. Bennett Rd.
Salt Lake City, UT 84104

Community Health Centers, Inc.
1798 South West Temple
Salt Lake City, UT 84115-1869

Crossroads Urban Center
347 South 400 East
Salt Lake City, UT 84111

Deseret Foundation
8th Avenue & C Street
Salt Lake City, UT 84143

English Language Center of Cache Valley
1544 North 200 West
Logan, UT 84341

Eye Care for Kids
6911 South State Street
Midvale, UT 84047

Family Counseling Service
3518 Washington Blvd.
Ogden, UT 84403-1034

Family Promise – Salt Lake
P.O. Box 996
Salt Lake City, UT 84110-0996

Family Support Center
1760 West 4805 South
Taylorsville, UT 84118

C. Scott and Dorothy E. Watkins Charitable Foundation
Contribution Schedule
Year Ending 2010

Alzheimer's Association	\$13,000.00
American Heart Association (Utah Chapter)	\$32,000.00
American Red Cross Greater Salt Lake Area	\$45,000.00
Big Brothers Big Sisters of Utah	\$16,000.00
Bonneville Charitable Foundation (Quarters for Christmas)	\$12,000.00
Boy Scouts of America	\$16,000.00
Brigham Young University General Scholarships	\$48,000.00
Brigham Young University KBYU	\$13,000.00
Brigham Young University Nursing Program - Scholarship	\$40,000.00
Brigham Young University Nursing Program - unrestricted	\$40,000.00
Catholic Community Services - St. Vincent DePaul	\$77,000.00
Catholic Community Services - unrestricted	\$21,000.00
Charity Anywhere Foundation	\$5,000.00
Christmas Box International	\$16,000.00
Community Health Centers	\$18,000.00
Community Health Centers - Health Access Project	\$18,000.00
Crossroads Urban Center	\$16,000.00
Deseret Foundation (LDS, AltaView, IMC)	\$70,000.00
English Language Center of Cache Valley	\$6,000.00
Eye Care for Kids	\$12,000.00
Family Counseling Service	\$5,000.00
Family Promise - Salt Lake	\$12,000.00
Family Support Center	\$8,000.00
Fisher House Foundation	\$8,000.00
Food and Care Coalition	\$25,000.00
Fourth Street Clinic	\$16,000.00
Girl Scouts of America	\$16,000.00
Green River Positive Action Community Team	\$2,000.00
Guadalupe Schools	\$8,000.00
Habitat for Humanity	\$10,000.00
Hogle Zoo	\$10,000.00
Humane Society of Utah	\$12,000.00
Huntsman Cancer Foundation	\$64,000.00
Juvenile Diabetes Research Foundation	\$3,000.00
Juvenile Justice Advocates	\$2,000.00
LDS Fast Offering Fund	\$80,000.00
LDS Humanitarian Services	\$145,000.00
LDS Perpetual Education Fund	\$100,000.00
Maliheh Free Clinic	\$7,000.00
March of Dimes - NICU Family Support	\$19,000.00
Mountainlands Community Health Center	\$7,000.00
National Children's Cancer Society	\$4,000.00
National Multiple Sclerosis (Utah Chapter)	\$19,000.00
Nature Conservancy District of Utah	\$7,000.00
New Hope Crisis Center (Your Community in Unity)	\$15,000.00
Operation Smile	\$28,000.00
Primary Children's Medical Center	\$70,000.00
Rescue Mission of Salt Lake	\$45,000.00
Road Home	\$80,000.00
St. Anne's Center	\$15,000.00
Salt Lake Community College Scholarships	\$48,000.00
Salvation Army	\$54,000.00
South Valley Sanctuary	\$8,000.00
Special Olympics - Utah	\$6,000.00
The Children's Center	\$8,000.00
United Service Organizations, Inc.	\$13,000.00
University of Utah College of Nursing - Oncology Program	\$20,000.00
University of Utah College of Nursing - Scholarship-Foundation	\$35,000.00
University of Utah College of Nursing - Scholarship-Legacy	\$25,000.00
University of Utah General Scholarship Fund	\$24,000.00
University of Utah KUED Channel 7	\$13,000.00
University of Utah School of Business Scholarship Fund	\$24,000.00
Utah Association for Intellectual Disorders	\$5,000.00
Utah Diabetes Center	\$5,000.00
Utah Food Bank	\$160,000.00
Utah State University General Scholarship Fund	\$36,000.00
Utah Valley University General Scholarship Fund	\$48,000.00
Utah Youth Village	\$22,000.00
Weber State University Scholarships	\$48,000.00
YWCA of Salt Lake City - Women in Jeopardy Program	\$22,000.00
TOTAL	\$2,000,000.00

Proof of Publication

Salt Lake County,

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State of Utah

PUBLIC NOTICE
The annual report of the C. Scott and Dorothy E. Watkins Charitable Foundation is available at the address noted below for inspection during normal business hours by any citizen who so requests within 180 days after publication of this notice of its availability.
C. Scott and Dorothy E. Watkins Charitable Foundation, Jay Rasmussen, Trustee, 1935 E. Vine St., #260, Salt Lake City, UT 84121. Telephone Number: (801) 273-0375.
Date of first publication: July 1, 2011.
48/6/11

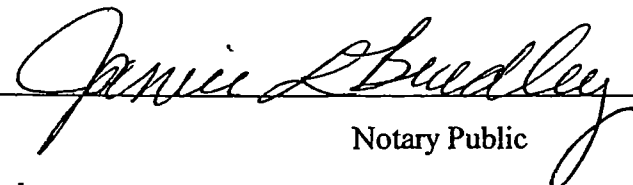
I, Bonnie Miller, being first duly sworn depose and say that I am the Editor/Publisher of THE INTERMOUNTAIN COMMERCIAL RECORD & THE SALT LAKE TIMES, a newspaper of general circulation published daily at Salt Lake City, Salt Lake County, State of Utah, and a member of the Utah Press Association; and that the notice attached hereto and which is a copy of a

NOTICE

was published in said newspaper for 1 issues, the first publication having been made on the 1st day of July, 2011; and the last on the 1st day of July, 2011; and that said notice was published in the regular and entire issue of the newspaper one day a week for consecutive weeks in the newspaper proper and not in a supplement; and that said notice was published on Utahlegals.com, a website established by the Utah Press Association through the collective efforts of Utah's newspapers, on the same day as the first newspaper publication and the notice remained on Utahlegals.com for at least 30 days.

, Publisher

Subscribed and sworn to before me this 1st day of July, A.D. 2011.


Notary Public

Residence Utah

My commission expires 06/2013

