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

2010

Department of the Treasury  
Internal Revenue Service

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

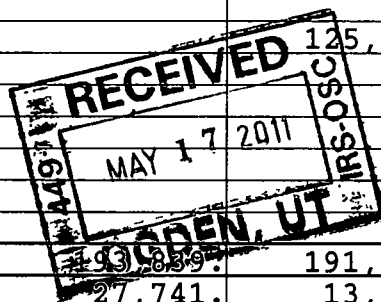
For calendar year 2010, or tax year beginning , and ending

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

Name of foundation <b>ANDREE D. VAIL TRUST</b>		A Employer identification number <b>87-6272874</b>
Number and street (or P O box number if mail is not delivered to street address) <b>4370 LA JOLLA VILLAGE DR., STE. 230</b>	Room/suite	B Telephone number <b>858-453-1215</b>
City or town, state, and ZIP code <b>SAN DIEGO, CA 92122</b>		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" 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) \$ <b>2,831,293.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		49,042.	49,042.		STATEMENT 1
4 Dividends and interest from securities		19,780.	17,875.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		125,017.			
b Gross sales price for all assets on line 6a		1,284,538.			
7 Capital gain net income (from Part IV, line 2)			125,017.		
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)					
11 Other income					
12 Total Add lines 1 through 11		191,934.	191,934.		
13 Compensation of officers, directors, trustees, etc		27,741.	13,870.		13,871.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		1,950.	975.		975.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		10.	10.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		26,517.	25,130.		1,387.
24 Total operating and administrative expenses. Add lines 13 through 23		56,218.	39,985.		16,233.
25 Contributions, gifts, grants paid		101,000.			101,000.
26 Total expenses and disbursements. Add lines 24 and 25		157,218.	39,985.		117,233.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		36,621.			
b Net investment income (if negative, enter -0-)			151,949.		
c Adjusted net income (if negative, enter -0-)				N/A	

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13

<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing	<b>10,947.</b>	<b>35,247.</b>	<b>35,247.</b>
	<b>2</b> Savings and temporary cash investments	<b>32,163.</b>	<b>100,641.</b>	<b>100,641.</b>
	<b>3</b> Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	<b>4</b> Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	<b>5</b> Grants receivable			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons			
	<b>7</b> Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	<b>8</b> Inventories for sale or use			
	<b>9</b> Prepaid expenses and deferred charges			
	<b>10a</b> Investments - U.S. and state government obligations			
	<b>b</b> Investments - corporate stock <b>STMT 6</b>	<b>1,564,898.</b>	<b>1,511,011.</b>	<b>1,804,742.</b>
	<b>c</b> Investments - corporate bonds <b>STMT 7</b>	<b>776,574.</b>	<b>623,655.</b>	<b>636,224.</b>
<b>11</b> Investments - land, buildings, and equipment, basis ▶				
Less: accumulated depreciation ▶				
<b>12</b> Investments - mortgage loans				
<b>13</b> Investments - other <b>STMT 8</b>	<b>100,002.</b>	<b>250,651.</b>	<b>254,439.</b>	
<b>14</b> Land, buildings, and equipment, basis ▶				
Less: accumulated depreciation ▶				
<b>15</b> Other assets (describe ▶)				
<b>16</b> <b>Total assets</b> (to be completed by all filers)	<b>2,484,584.</b>	<b>2,521,205.</b>	<b>2,831,293.</b>	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses			
	<b>18</b> Grants payable			
	<b>19</b> Deferred revenue			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable			
	<b>22</b> Other liabilities (describe ▶)			
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22)	<b>0.</b>	<b>0.</b>	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted			
	<b>25</b> Temporarily restricted			
	<b>26</b> Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
	<b>and complete lines 27 through 31</b>			
	<b>27</b> Capital stock, trust principal, or current funds	<b>2,484,584.</b>	<b>2,521,205.</b>	
<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund	<b>0.</b>	<b>0.</b>		
<b>29</b> Retained earnings, accumulated income, endowment, or other funds	<b>0.</b>	<b>0.</b>		
<b>30</b> <b>Total net assets or fund balances</b>	<b>2,484,584.</b>	<b>2,521,205.</b>		
<b>31</b> <b>Total liabilities and net assets/fund balances</b>	<b>2,484,584.</b>	<b>2,521,205.</b>		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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)	<b>1</b>	<b>2,484,584.</b>
<b>2</b> Enter amount from Part I, line 27a	<b>2</b>	<b>36,621.</b>
<b>3</b> Other increases not included in line 2 (itemize) ▶	<b>3</b>	<b>0.</b>
<b>4</b> Add lines 1, 2, and 3	<b>4</b>	<b>2,521,205.</b>
<b>5</b> Decreases not included in line 2 (itemize) ▶	<b>5</b>	<b>0.</b>
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	<b>6</b>	<b>2,521,205.</b>

**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 SEE ATTACHED STATEMENT</b>		<b>P</b>	<b>VARIOUS</b>	<b>12/31/10</b>
<b>b SEE ATTACHED STATEMENT</b>		<b>P</b>	<b>VARIOUS</b>	<b>12/31/10</b>
<b>c CAPITAL GAINS DIVIDENDS</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 387,602.</b>		<b>270,998.</b>	<b>116,604.</b>
<b>b 896,757.</b>		<b>888,523.</b>	<b>8,234.</b>
<b>c 179.</b>			<b>179.</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			(l) 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>116,604.</b>
<b>b</b>			<b>8,234.</b>
<b>c</b>			<b>179.</b>
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss) <span style="font-size: small;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>		<b>2</b>	<b>125,017.</b>
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		<b>3</b>	<b>N/A</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 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	137,489.	2,289,791.	.060044
2008	83,634.	2,737,246.	.030554
2007	127,214.	2,969,777.	.042836
2006			
2005			

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.133434</b>
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	<b>.044478</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	<b>4</b>	<b>2,580,259.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>114,765.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>1,519.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>116,284.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	<b>117,233.</b>

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	1,519.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	1,519.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,519.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 3,698.	7	3,698.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	2,179.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 2,179. Refunded <input checked="" type="checkbox"/>			

**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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JOHN W. BROWN Telephone no. ► 858-453-1215 Located at ► 4370 LA JOLLA VILLAGE DR., STE. 230, SAN DIEGO, CA ZIP+4 ► 92122			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(i)(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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN W. BROWN 4370 LA JOLLA VILLAGE DR, STE 230 SAN DIEGO, CA 92122	TRUSTEE  5.00	27,741.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

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

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

Form 990-PF (2010)



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,467,224.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	152,328.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	2,619,552.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,619,552.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	39,293.
<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>	2,580,259.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	129,013.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	129,013.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	1,519.
<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>	1,519.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	127,494.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	127,494.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<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>	127,494.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	117,233.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<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>	117,233.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	1,519.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	115,714.

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

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				127,494.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			101,716.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 117,233.				
a Applied to 2009, but not more than line 2a			101,716.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				15,517.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				111,977.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				



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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year					
SEE STATEMENT 9					
Total				▶ 3a	101,000.
b Approved for future payment					
NONE					
Total				▶ 3b	0.

**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)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
<b>1</b> Program service revenue:						
<b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>f</b> _____						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments						
<b>3</b> Interest on savings and temporary cash investments			14	49,042.		
<b>4</b> Dividends and interest from securities			14	19,780.		
<b>5</b> Net rental income or (loss) from real estate:						
<b>a</b> Debt-financed property						
<b>b</b> Not debt-financed property						
<b>6</b> Net rental income or (loss) from personal property						
<b>7</b> Other investment income						
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	125,017.		
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory						
<b>11</b> Other revenue:						
<b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e)		0.		193,839.		0.
<b>13</b> Total. Add line 12, columns (b), (d), and (e)						193,839.

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

[illegible]



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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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SOURCE	AMOUNT
UNION BANK	49,042.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	49,042.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UNION BANK	18,054.	179.	17,875.
UNION BANK- NON TAXABLE DISTRBUTIONS	1,905.	0.	1,905.
TOTAL TO FM 990-PF, PART I, LN 4	19,959.	179.	19,780.

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FORM 990-PF ACCOUNTING FEES STATEMENT 3

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,950.	975.		975.
TO FORM 990-PF, PG 1, LN 16B	1,950.	975.		975.

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FORM 990-PF TAXES STATEMENT 4

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	10.	10.		0.
TO FORM 990-PF, PG 1, LN 18	10.	10.		0.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	26,517.	25,130.		1,387.
TO FORM 990-PF, PG 1, LN 23	26,517.	25,130.		1,387.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,511,011.	1,804,742.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,511,011.	1,804,742.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	623,655.	636,224.
TOTAL TO FORM 990-PF, PART II, LINE 10C	623,655.	636,224.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	250,651.	254,439.
TOTAL TO FORM 990-PF, PART II, LINE 13		250,651.	254,439.



FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BALBOA THEATRE FOUNDATION PO BOX 371461 SAN DIEGO, CA 92138	NONE		5,000.
FRIENDS OF CATS 15587 OLDE HWY 80 EL CAJON, CA 92021	NONE		5,000.
FERAL CAT COALITION 9528 MIRAMAR RD. PMB 160 SAN DIEGO, CA 92126	NONE		1,000.
LA JOLLA ATHENAEUM 1008 WALL STREET LA JOLLA, CA 92037	NONE		10,000.
LA JOLLA ROTARY FOUNDATION 7755 FAY AVE., STE. D LA JOLLA, CA 92037	NONE		5,000.
SAN DIEGO SYMPHONY 1245 7TH AVE SAN DIEGO, CA 92101	NONE		50,000.
NASHVILLE FOLK & ROOTS 211 COMMERCE ST., STE. 100 NASHVILLE, TN 37201	NONE		25,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			101,000.

# 2010 Tax Information Statement

Page 6 of 17

**Payer's Name and Address**  
UNION BANK, N A  
PO BOX 45174  
SAN FRANCISCO, CA 94145-0174

**Account Number** 6731016440  
**Recipient's Tax ID Number** XX-XXX2874  
**Payer's Federal ID Number** 94-0304228  
**Questions?** (800)810-2207  
☐ Corrected ☐ 2nd TIN notice

**Recipient's Name and Address.**  
ANDREE D VAIL TRUST  
JOHN WILSON BROWN TRUSTEE  
4370 LA JOLLA VILLAGE DR STE 230  
SAN DIEGO, CA 92122 1250

## 2010 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No 1545-0715

Reported to the IRS are Gross Proceeds less commissions and option premiums

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
(Box 1b)	(Box 7)			(Box 1a)	(Box 2)			(Box 4)
<b>Short Term Sales Reported on 1099-B</b>								
1270 0000	00508X203	ACTUANT CORP CLA	VARIOUS	03/18/2010	25,577 34	16,908 27	8,669 07	0 00
780 0000	00508X203	ACTUANT CORP CLA	08/07/2009	04/28/2010	17,849 99	11,081 07	6,768 92	0 00
270 0000	03662Q105	ANSYS INC	08/06/2009	05/06/2010	12,430 43	9,752 00	2,678 43	0 00
490 0000	03875Q108	ARBITRON INC	06/24/2009	05/19/2010	15,969 17	7,870 08	8,099 09	0 00
3480 0000	087511105	BARE ESSENTIALS INC COM	VARIOUS	01/15/2010	62,813 20	18,461 87	44,351 33	0 00
300 0000	219023108	CORN PRODS INTL INC	07/23/2009	05/19/2010	9,927 28	8,084 76	1,842 52	0 00
140 0000	225447101	CREE INC COM	10/06/2010	12/10/2010	10,066 46	7,348 07	2,718 39	0 00
530 0000	35952W103	FUEL SYSTEMS SOLUT INC COM	VARIOUS	06/02/2010	14,561 76	10,598 57	3,963 19	0 00
160 0000	447324104	HURCO CO INC	08/06/2009	02/17/2010	2,741 87	3,147 20	-405 33	0 00
1040 0000	45169U105	IGATE CAP CORP	VARIOUS	07/23/2010	18,012 07	13,221 50	4,790 57	0 00
320 0000	45169U105	IGATE CAP CORP	05/21/2010	11/23/2010	7,652 03	3,687 97	3,964 06	0 00
480 0000	452327109	ILLUMINA INC	VARIOUS	07/28/2010	21,253 13	15,216 09	6,037 04	0 00
160 0000	452327109	ILLUMINA INC	12/23/2009	09/22/2010	7,991 68	4,731 31	3,260 37	0 00
170 0000	452327109	ILLUMINA INC	12/23/2009	12/09/2010	10,635 97	5,027 02	5,608 95	0 00
70 0000	469814107	JACOBS ENGR GROUP INC	08/06/2009	06/02/2010	2,812 54	2,986 20	-173 66	0 00
150 0000	G54050102	LAZARD LTD-CL A COM	VARIOUS	04/01/2010	5,401 10	5,852 28	-451 18	0 00

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

# 2010 Tax Information Statement

Page 7 of 17

**Payer's Name and Address**  
UNION BANK, N.A.  
PO BOX 45174  
SAN FRANCISCO, CA 94145-0174

**Account Number**  
**Recipient's Tax ID Number**  
**Payer's Federal ID Number**  
**Questions?**

☐ Corrected

6731016440  
XX-XXX2874  
94-0304228  
(800)810-2207

☐ 2nd TIN notice

**Recipient's Name and Address.**  
ANDREE D VAIL TRUST  
JOHN WILSON BROWN TRUSTEE  
4370 LA JOLLA VILLAGE DR STE 230  
SAN DIEGO, CA 92122 1250

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
(Box 1b)	(Box 7)			(Box 1a)	(Box 2)			(Box 4)
50000 0000	56845TAE7	MARINER ENERGY INC 7 500% 4/15/13	09/02/2010	12/13/2010	51,875 00	52,000 00	-125 00	0 00
950 0000	56845T305	MARINER ENERGY INC COM	VARIOUS	06/02/2010	19,467 17	11,964 62	7,502 55	0 00
10 0000	775043102	ROFIN SINAR TECHNOLOGIES INC	08/06/2009	05/13/2010	249 92	212 61	37 31	0 00
440 0000	775043102	ROFIN SINAR TECHNOLOGIES INC	08/08/2009	06/02/2010	10,405 82	9,354 84	1,050 98	0 00
280 0000	929740108	WABTEC CORP	08/06/2009	03/18/2010	12,108 67	9 684 72	2,423 95	0 00
1790 0000	966612103	WHITNEY HLDG CORP	01/26/2010	04/22/2010	26,969 29	22,296 42	4,672 87	0 00
150 0000	983134107	WYNN RESORTS LTD	01/28/2010	04/06/2010	12,240 15	9,306 17	2,933 98	0 00
100 0000	983134107	WYNN RESORTS LTD	01/28/2010	04/08/2010	8,590 01	6,204 11	2,385 90	0 00
Total Short Term Sales Reported on 1099-B					387,602 05	270,997 75	116,604 30	0 00
Long Term 15% Sales Reported on 1099-B								
5210 0000	004397105	ACCURAY INC COM	VARIOUS	03/31/2010	31,659 08	76,828 50	-45,169 42	0 00
600 0000	03682Q105	ANSYS INC	VARIOUS	05/06/2010	27,623 17	13,538 74	14,084 43	0 00
770 0000	03875Q108	ARBITRON INC	05/18/2009	05/19/2010	25,094 41	15,217 82	9,876 59	0 00
970 0000	03875Q108	ARBITRON INC	VARIOUS	12/09/2010	35,568 51	16,424 83	19,143 68	0 00
2500 0000	067511105	BARE ESSENTUALS INC COM	VARIOUS	01/15/2010	45,124 43	40,668 75	4,455 68	0 00
700 0000	156708109	CEPHALON INC	VARIOUS	11/02/2010	46,763 20	42,378 14	4,385 06	0 00
180 0000	125269100	CF INDS HLDGS INC COM	VARIOUS	01/08/2010	17,398 93	10,646 55	6,752 38	0 00
100 0000	125269100	CF INDS HLDGS INC COM	VARIOUS	10/11/2010	11,292 50	4,955 25	6,337 25	0 00
430 0000	219023108	CORN PRODS INTL INC	05/13/2009	05/19/2010	14,229 11	10,228 63	4,000 48	0 00

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# 2010 Tax Information Statement

Page 8 of 17

Payer's Name and Address  
UNION BANK, N.A.  
PO BOX 45174  
SAN FRANCISCO, CA 94145-0174

Account Number 6731016440  
Recipient's Tax ID Number XX-XXX2874  
Payer's Federal ID Number 94-0304228  
Questions? (800)810-2207  
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address  
ANDREE D VAIL TRUST  
JOHN WILSON BROWN TRUSTEE  
4370 LA JOLLA VILLAGE DR STE 230  
SAN DIEGO, CA 92122 1250

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
(Box 1b)	(Box 7)			(Box 1a)	(Box 2)		(Box 4)	
270 0000	219023108	CORN PRODS INTL INC	07/23/2009	11/09/2010	11,943 73	7,276 28	4,667 45	0 00
100000 0000	224044BP1	COX COMMUNICATIONS 4 625% 1/15/10	12/04/2008	01/15/2010	100,000 00	100,000 00	0 00	0 00
790 0000	346091705	FOREST OIL CORP	VARIOUS	09/23/2010	22,388 45	33,705 42	-11,316 97	0 00
130 0000	35952W103	FUEL SYSTEMS SOLUT INC COM	04/30/2009	06/02/2010	3,571 75	2,006 93	1,564 82	0 00
710 0000	447324104	HURCO CO INC	VARIOUS	02/17/2010	12,167 04	32,713 27	-20,546 23	0 00
590 0000	452327109	ILLUMINA INC	12/11/2008	02/03/2010	21,998 93	12,982 13	9,016 80	0 00
100 0000	452327109	ILLUMINA INC	12/11/2008	07/28/2010	4,427 73	2,200 36	2,227 37	0 00
1270 0000	46121Y102	INTREPID POTASH COM STK	08/20/2008	01/08/2010	42,414 49	57,433 72	-15,019 23	0 00
370 0000	46121Y102	INTREPID POTASH COM STK	VARIOUS	10/11/2010	10,784 02	10,941 01	-156 99	0 00
310 0000	469814107	JACOBS ENGR GROUP INC	10/29/2008	06/02/2010	12,455 52	10,180 49	2,275 03	0 00
380 0000	G54050102	LAZARD LTD-CL A COM	VARIOUS	04/01/2010	13,682 80	10,064 98	3,617 82	0 00
2740 0000	56845T305	MARINER ENERGY INC COM	VARIOUS	06/02/2010	58,147 40	61,010 06	-2,862 66	0 00
50000 0000	634902LJ7	NATIONAL CITY BK NTS 4 250% 1/29/10	09/18/2007	01/29/2010	50,000 00	50,000 00	0 00	0 00
5220 0000	63935M208	NAVISITE INC COM	08/12/2009	10/07/2010	17,557 16	9,289 51	8,267 65	0 00
1860 0000	69329V100	PDI INC	VARIOUS	11/29/2010	18,496 64	20,666 49	-2,169 85	0 00
1970 0000	775043102	ROFIN SINAR TECHNOLOGIES INC	VARIOUS	05/13/2010	49,234 98	57,369 34	-8,134 36	0 00
240 0000	778296103	ROSS STORES INC	08/08/2009	12/09/2010	15,676 96	10,615 20	5,061 76	0 00
125000 0000	857477AB9	STATE ST CORP 7 650% 6/15/10	06/04/2007	06/15/2010	125,000 00	132 580 00	-7,580 00	0 00
1250 0000	929740108	WABTEC CORP	VARIOUS	03/18/2010	54,056 54	35,792 10	18,264 44	0 00
Total Long Term 15% Sales Reported on 1099-B					898,767 48	888,523 10	8,234 38	0 00

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