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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 THORNTON S. JR. AND KATRINA D. GLIDE FOUNDATION | | A Employer identification number 94-3276694 |
| Number and street (or P.O. box number if mail is not delivered to street address) 28120 PIERCE RANCH ROAD | | B Telephone number 530-753-3803 |
| City or town, state, and ZIP code DAVIS, CA 95616-9447 | | 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) \$ 33,572,882. | 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"/> |
| | | 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 | | | | | |
| 4 Dividends and interest from securities | | 663,261. | 663,261. | | STATEMENT 1 |
| 5a Gross rents | | 332,586. | 332,586. | | STATEMENT 2 |
| b Net rental income or (loss) 232,299. | | | | | STATEMENT 3 |
| 6a Net gain or (loss) from sale of assets not on line 10 | | <67,919.> | | | |
| b Gross sales price for all assets on line 6a 1,185,745. | | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 0. | | |
| 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 | | 307,502. | 307,502. | | STATEMENT 4 |
| 12 Total. Add lines 1 through 11 | | 1,235,430. | 1,303,349. | | |
| 13 Compensation of officers, directors, trustees, etc. | | 240,000. | 48,000. | | 192,000. |
| 14 Other employee salaries and wages | | 204,892. | 40,978. | | 163,914. |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees STMT 5 | | 27,938. | 5,588. | | 22,350. |
| b Accounting fees STMT 6 | | 31,359. | 6,272. | | 25,087. |
| c Other professional fees | | | | | |
| 17 Interest | | | | | |
| 18 Taxes STMT 7 | | 36,980. | 7,394. | | 29,586. |
| 19 Depreciation and depletion | | 134,355. | 134,355. | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses STMT 8 | | 564,667. | 138,650. | | 426,017. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 1,240,191. | 381,237. | | 858,954. |
| 25 Contributions, gifts, grants paid | | 602,350. | | | 602,350. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 1,842,541. | 381,237. | | 1,461,304. |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | | <607,111.> | | | |
| b Net investment income (if negative, enter -0-) | | | 922,112. | | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A | |

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only | | Beginning of year | End of year | |
|-----------------------------|---|---|--------------|-------------------|----------------|-----------------------|
| | | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | | 500. | 500. | 500. |
| | 2 | Savings and temporary cash investments | | 1,793,833. | 578,363. | 578,363. |
| | 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 | | | | |
| | 7 | Other notes and loans receivable ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | 19,251. | 15,000. | 15,000. |
| | 10a | Investments - U.S. and state government obligations | | | | |
| | b | Investments - corporate stock STMT 9 | | 15,199,373. | 15,480,309. | 23,972,865. |
| | c | Investments - corporate bonds STMT 10 | | 3,301,402. | 2,781,677. | 2,854,756. |
| 11 | Investments - land, buildings, and equipment basis ▶ | 5,453,746. | | | | |
| | Less: accumulated depreciation ▶ | 2,172,371. | 2,586,130. | 3,281,375. | 3,748,757. | |
| 12 | Investments - mortgage loans | | | | | |
| 13 | Investments - other STMT 11 | | 207,533. | 0. | 0. | |
| 14 | Land, buildings, and equipment basis ▶ | 2,287,372. | | | | |
| | Less: accumulated depreciation ▶ | 358,224. | 1,561,159. | 1,929,148. | 2,402,641. | |
| 15 | Other assets (describe ▶ <u>PREPAID INTEREST</u>) | | 14,127. | 0. | 0. | |
| 16 | Total assets (to be completed by all filers) | | 24,683,308. | 24,066,372. | 33,572,882. | |
| 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 | | | | |
| | 22 | Other liabilities (describe ▶) | | | | |
| | 23 | Total liabilities (add lines 17 through 22) | | 0. | 0. | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | | | | | |
| | and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| | 24 | Unrestricted | | | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> | | | | | |
| | and complete lines 27 through 31. | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | 28,141,514. | 28,141,514. | |
| 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | 0. | 0. | | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | | <3,458,206.> | <4,075,142.> | | |
| 30 | Total net assets or fund balances | | 24,683,308. | 24,066,372. | | |
| 31 | Total liabilities and net assets/fund balances | | 24,683,308. | 24,066,372. | | |

| 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) |
| 2 | Enter amount from Part I, line 27a |
| 3 | Other increases not included in line 2 (itemize) ▶ |
| 4 | Add lines 1, 2, and 3 |
| 5 | Decreases not included in line 2 (itemize) ▶ <u>FEDERAL TAXES PAID</u> |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 |

| | |
|---|-------------|
| 1 | 24,683,308. |
| 2 | <607,111.> |
| 3 | 0. |
| 4 | 24,076,197. |
| 5 | 9,825. |
| 6 | 24,066,372. |

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 MORGAN STANLEY ST - SEE ATTACHED | P | VARIOUS | VARIOUS |
| b MORGAN STANLEY LT - SEE ATTACHED | P | VARIOUS | VARIOUS |
| c CHARLES SCHWAB ST - SEE ATTACHED | P | VARIOUS | VARIOUS |
| d CHARLES SCHWAB LT - SEE ATTACHED | P | VARIOUS | VARIOUS |
| e | | | |

| (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 420,000. | | 419,795. | 205. |
| b 589,990. | | 727,258. | <137,268.> |
| c 11,983. | | 17,921. | <5,938.> |
| d 163,772. | | 88,690. | 75,082. |
| e | | | |

| (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 | | | 205. |
| b | | | <137,268.> |
| c | | | <5,938.> |
| d | | | 75,082. |
| e | | | |

| | | | |
|---|--|---|-----------|
| 2 Capital gain net income or (net capital loss) | <div> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> | 2 | <67,919.> |
| 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). If (loss), enter -0- in Part I, line 8 | | 3 | N/A |

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 | 1,682,175. | 27,096,358. | .062081 |
| 2008 | 1,665,559. | 31,653,369. | .052619 |
| 2007 | 1,156,365. | 33,928,829. | .034082 |
| 2006 | 1,085,192. | 30,565,009. | .035504 |
| 2005 | 858,493. | 28,488,518. | .030135 |

| | | |
|---|---|-------------|
| 2 Total of line 1, column (d) | 2 | .214421 |
| 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 | .042884 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | 4 | 29,230,568. |
| 5 Multiply line 4 by line 3 | 5 | 1,253,524. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 9,221. |
| 7 Add lines 5 and 6 | 7 | 1,262,745. |
| 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. | 8 | 1,461,304. |

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 | 9,221. |
| 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 | 9,221. |
| 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 | 9,221. |
| 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 15,000. | 7 | 15,000. |
| 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 | 5,779. |
| 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 | 5,779. | | |
| 11 Enter the amount of line 10 to be: Credited to 2011 estimated tax | Refunded | | |

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 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 |
| 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. \$ 0. (2) On foundation managers. \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 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) 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 |

N/A

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 WWW.GLIDEFOUNDATION.ORG | 13 | X | |
| 14 | The books are in care of DYNE HANSING Telephone no. 530-753-3803 Located at 28120 PIERCE RANCH ROAD, DAVIS, CA ZIP+4 95616 | | | |
| 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(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 | | |
| 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

6b

X

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

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7b

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

N/A

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

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

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

| (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 |
|---|---|---|---|---------------------------------------|
| RUSSELL E. WHITE 28120 PIERCE RANCH ROAD DAVIS, CA 95616 | CO-TRUSTEE 19.00 | 120,000. | 0. | 0. |
| YVONNE LEMAITRE 28120 PIERCE RANCH ROAD DAVIS, CA 95616 | CO-TRUSTEE 6.00 | 60,000. | 0. | 0. |
| RICHARD D. BRUGA, DVM 28120 PIERCE RANCH ROAD DAVIS, CA 95616 | CO-TRUSTEE 3.00 | 60,000. | 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

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

[illegible]

0

Expenses

| | | |
|---|------------------|----------|
| 1 | | |
| | SEE STATEMENT 12 | 858,954. |
| 2 | | |
| | | |
| 3 | | |
| | | |
| 4 | | |
| | | |
| | | |

Amount

| | | |
|------------------------------|--|---|
| 1 | N/A | |
| | | |
| | | |
| 2 | | 0 |
| | | |
| | | |
| | 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.)

| | | | |
|---|---|----|-------------|
| 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 | 24,987,350. |
| b | Average of monthly cash balances | 1b | 939,597. |
| c | Fair market value of all other assets | 1c | 3,748,757. |
| d | Total (add lines 1a, b, and c) | 1d | 29,675,704. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 29,675,704. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 445,136. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 29,230,568. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 1,461,528. |

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.)

| | | | |
|----|--|----|------------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 1,461,528. |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 2a | 9,221. |
| b | Income tax for 2010. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 9,221. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 1,452,307. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 1,452,307. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 1,452,307. |

Part XII Qualifying Distributions (see 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 | 1,461,304. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,461,304. |
| 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 | 5 | 9,221. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 1,452,083. |

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.

THORNTON S. JR. AND KATRINA D.
GLIDE FOUNDATION

Form 990-PF (2010)

94-3276694 Page 9

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 | | | | 1,452,307. |
| 2 Undistributed income, if any, as of the end of 2010: | | | | |
| a Enter amount for 2009 only | | | 0. | |
| 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 | 155,884. | | | |
| f Total of lines 3a through e | 155,884. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ | 1,461,304. | | | |
| a Applied to 2009, but not more than line 2a | | | 0. | |
| 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 | | | | 1,452,307. |
| e Remaining amount distributed out of corpus | 8,997. | | | |
| 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: | 164,881. | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | | | | |
| 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 | | | | 0. |
| 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 | 164,881. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2006 | | | | |
| b Excess from 2007 | | | | |
| c Excess from 2008 | | | | |
| d Excess from 2009 | 155,884. | | | |
| e Excess from 2010 | 8,997. | | | |

N/A

- foundation, and the ruling is effective for 2010, enter the date of the ruling

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

Part XV

1 Information Regarding Foundation Managers:

- year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

- 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 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:

THORNTON S GLIDE, JR. AND KATRINA D GLIDE FOUNDATION, 530-753-3803
28120 PIERCE RANCH ROAD, DAVIS, CA 95616-9447

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

SEE ATTACHED GRANT REQUEST.

- c Any submission deadlines:**

SEE ATTACHED STATEMENT.

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

SEE ATTACHED STATEMENT.

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 <i>Paid during the year</i> SEE ATTACHED SCHEDULE | | | | 602,350. |
| Total | | | ▶ 3a | 602,350. |
| b <i>Approved for future payment</i> NONE | | | | |
| Total | | | ▶ 3b | 0. |

Enter gross amounts unless otherwise indicated.

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

023621
12-07-10

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

| | | Yes | No |
|---|---|-----|----|
| 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? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| 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 |
|--------------------------|--------------------------|---------------------------------|
| N/A | | |
| | | |
| | | |
| | | |
| | | |

**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 _____

CO-TRUSTEE

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

TPTIN

MARILYN EVERETT

Firm's name ▶ **MATSON AND ISOM**
3013 CERES AVENUE

Firm's address ► CHICO, CA 95973

APR 29 2011

P00167448

Firm's EIN ▶

| | |
|-----------|----------------|
| Phone no. | (530) 891-6474 |
|-----------|----------------|

Form **990-PF** (2010)

THE THORNTON S. GLIDE, JR. AND KATRINA D. GLIDE FOUNDATION

28120 Pierce Ranch Road
Davis, California 95616
Tel (530) 753-3803
Fax (530) 753-3849
www.GlideFoundation.org

94-3276694, 2010 FORM 990-PF, PAGE 10 PART XV LINE 2B

GRANT APPLICATION FORM

12/31/2010

TO: The Thornton S. Glide, Jr. and Katrina D. Glide Foundation

FROM: Agency Name _____ Contact Person _____

Address _____ Title _____

_____ Phone _____ Fax _____

Application Summary:

Amount Requested _____

Proposed use of requested funds

A. Agency Service:

1. Briefly describe the agency service mission:

2. Of the total agency service, please state what percentage falls into the following categories: (Total should be 100%.)

a. _____% to animal protection organizations such as the Humane Society and the Society for the Prevention of Cruelty to Animals.

b. _____% to other land and wildlife conservancy groups.

c. _____% to the preservation of land in its natural state, including wetlands.

d. _____% to organizations committed to agricultural purposes.

e. _____% to opera, symphony, and other similar civic organizations.

f. _____% to the Pacific Legal Foundation or the California Land Commission.

g. _____% to other services. Explain _____

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94-3276694, 2010 FORM 990-PF, PAGE 10 PART XV LINE 2B (CONTINUED)

GRANT APPLICATION FORM

12/31/2010

B. Need for Grant

If there is to be a purchase of property, what will be purchased with Grant funds? Where will the item be used and for what purpose. Will the requested funds cover the entire cost of the item and if not what will be the total cost? Please note that only agency owned real property or structures can be included in the request for funds to improve or enhance such property or structures.

For what other purpose is the Grant request being made?

What will be other source(s) of funds?

How will the requested item be used in relation to the Foundation's goals?
(Refer to A.4. in Grant Policy Guidelines.)

When do you estimate all Grant funds to be expended?

THE THORNTON S. GLIDE, JR. AND KATRINA D. GLIDE FOUNDATION

94-3276694, 2010 FORM 990-PF, PAGE 10 PART XV LINE 2C

APPLICATION INSTRUCTIONS 12/31/2010

1. APPLICATION PERIOD: Applications will be accepted each calendar year from May 15 through August 15 and must be received within such dates. **(PLEASE NOTE THE NEW APPLICATION DATES AND NEW APPLICATION PROCEDURE AT THE END OF THIS GRANT APPLICATION)** Regular Grants are awarded within the month of December of the year in which the Grant Application is made. A separate Grant Application must be submitted for each calendar year Application Period. A Grant Application that is not acted upon in writing shall be deemed rejected and is no longer valid for any other fund cycle.

2. Answer all questions. Be brief and specific in responses to requested information. Additional pages may be used if necessary.

3. Provide a copy of your federal and state tax exemption letters.

4. A copy of your bid specifications plus sales literature describing any property to be purchased plus at least 2 bids. The lower bid will be considered unless you justify why a higher bid is better. Sometimes it is impossible to obtain competitive bids—usually because there is only one supplier. If so, explain why. Unless there are extenuating circumstances, we encourage using Sacramento area suppliers.

5. Provide a copy of your most recent full-year Financial Statement showing annual receipts and disbursements, not your annual budget.

6. Provide a list of current officers, board members and Executive Director.

7. The following Resolution must be adopted by applicant's Board of Directors. Application must be signed by an authorized officer, which will indicate that the Resolution has been adopted.

RESOLVED that the above application of this corporation to the Thornton S. Glide, Jr. and Katrina D. Glide Foundation (the "Glide Foundation") for a grant of \$_____ be used for _____ is hereby approved; and BE IT FURTHER RESOLVED that in the event said grant is made, either in whole or in part, the funds so granted will be used solely for the purpose above specified, and any funds not so expended will be returned to the Glide Foundation.

Dated: _____

Printed Name and Title of Authorized Officer _____

Signed: _____

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94-3276694, 2010 FORM 990-PF, PAGE 10 PART XV LINE 2D

GUIDELINES FOR REGULAR GRANTS 12/31/2010

A. The Foundation welcomes grant applications from qualified organizations. Proposals meeting the following criteria will be considered for grants from discretionary funds:

1. Grants may be made only to tax-exempt organizations under Section 501(c)(3) or 170(c) of the Internal Revenue Code (the "Code"). None shall be made to Private Foundations under Section 509(a) of the Code.

2. Normally an organization must have been in existence for at least two years prior to application for the grant and have achieved a record of effective service.

3. Grants will normally be made only for or toward acquisition of specific capital items.

4. Grants will be made only in support of the following service purposes in order of priority:

- a. to animal protection organizations such as the Humane Society and the Society for the Prevention of Cruelty to Animals.
- b. to other land and wildlife conservancy groups.
- c. to organizations committed to agricultural purposes.
- d. to the preservation of land in its natural state, including wetlands.
- e. to opera, symphony, and other similar civic organizations.

5. If less than 50 percent of the applicant organization's services are dedicated to the foregoing purposes, Regular Grants may be considered only for items which relate directly to such purposes.

6. Regular Grants are normally limited to \$20,000.00. Commitment of future year funds (multi-year grants) will be considered only under exceptional circumstances.

THE THORNTON S. GLIDE, JR. AND KATRINA D. GLIDE FOUNDATION

94-3276694, 2010 FORM 990-PF, PAGE 10 PART XV LINE 2D (CONTINUED)

GUIDELINES FOR REGULAR GRANTS

12/31/2010

B. The Foundation generally will not make grants from discretionary funds for:

1. Programs or organizations focused primarily on a sport.
2. Direct aid to individuals or for scholarships.
3. Support of operational costs, such as administrative costs, general overhead, taxes, or interest payments, for retirement of debt, or for costs of capital items already acquired or implemented.
4. Expenses incurred in performance of program services.
5. Influencing legislation or elections.
6. General educational institutions or sectarian religious organizations at any level. This does not, however, preclude consideration of requests from educational institutions and sectarian religious

C. Consistent with the above guidelines, the Board of Trustees of the Foundation will make grants from discretionary funds in its sole discretion. Priorities for application of funds will take into consideration such factors as the quality of services provided, community needs for the services provided, significance of the capital needs for which the grant is requested, and the history of grants to the organization.

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94-3276694, 2010 FORM 990-PF, PAGE 10 PART XV LINE 2D (CONTINUED)

GUIDELINES FOR MAJOR GRANTS

12/31/2010

The Foundation's Major Grants program has been established to provide a mechanism for consideration of agency capital needs which are of such magnitude and nature that they cannot be met within limitations of one or a succession of Regular Grants. Major Grants are limited to a maximum of \$50,000.00.

Foundation Guidelines for Regular Grants will apply, with the exception of A.5 and A.6.

PURPOSE OF THE REQUESTED GRANT

To make a significant contribution towards a tangible and enduring capital need (a useful life of at least five years with reasonable care), to support a new service, a substantial expansion of an existing service, or replacement or renovation of a deteriorated capital asset.

ELIGIBILITY

1. At least 50% of the organization's services must be in support of purposes set forth in item A.4 of the Foundation Guidelines for Regular Grants.
2. Except under special circumstances in the sole discretion of the Trustees, the organization may not have received a Major Grant from the Foundation within the past three years.

JUDGEMENT CRITERIA

1. Importance of the service need relevant to the Foundation's Purposes.
2. Significance of the requested grant in meeting this need.
3. Maturity of the planning underlying the planned service and grant request.

FUNDING CYCLES

Regular Grant and Major Grant applications are accepted from May 15 through August 15 of each calendar year. Regular Grants and Major Grants are awarded within the month of December of the year in which the Grant Application is made. Acceptance dates will be strictly observed. Hand deliveries will no longer be accepted at the Foundation's offices. If August 15 falls on a weekend the acceptance deadline will be the prior Friday. Any application not meeting this deadline will be returned unopened to sender.

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94-3276694, 2010 FORM 990-PF, PAGE 10 PART XV LINE 2D (CONTINUED)

12/31/2010

Procedural Checklist
Make sure the application is complete

If you do not complete all portions of the Grant Application or do not provide all required attachments, the Foundation will return the incomplete Grant Application to your organization. The completed application can then be resubmitted with the missing information or attachments prior to the August 15 deadline. **Please submit your application as early as possible within the Application Period to provide your organization sufficient time to correct your application if it is returned for lack of completeness.** Incomplete applications will only delay processing or possibly eliminate eligibility if received after the August 15 deadline. Please initial each checklist item below and sign and date the bottom of this checklist.

Have you...

- ☐ 1. Reviewed the Application Instructions?
- ☐ 2. Reviewed the Guidelines for Regular and Major Grants to confirm you qualify for your specific grant request?
- ☐ 3. Filed your Grant Application within the Application Period of May 15 through August 15?
- ☐ 4. Answered all questions fully and completely in the Grant Application?
- ☐ 5. Provided a copy of your federal tax exemption letter?
- ☐ 6. Provided a copy of your state exemption letter?
- ☐ 7. If applicable, provided a copy of your bid specifications plus sales literature describing any property to be purchased plus at least two (2) bids?
- ☐ 8. Provided a copy of your most recent full-year Financial Statement?
- ☐ 9. Provided a list of current officers, board members and Executive Director?
- ☐ 10. Provided the required executed Resolution of your Board of Directors?

Agency Name: _____

By: _____

_____ Date

Please send this checklist with the Grant Application.

990-PF, Part II, Line 10b

| MORGAN STANLEY | | 12/31/2010 | Fair Market |
|----------------|---|---------------|---------------|
| No of Shares | Corporate Stock | Cost Basis | Value |
| 8,000 | 3M COMPANY (previously Minnesota Mining) | \$ 332,223 | \$ 690,400 |
| 11,000 | ABBOTT LABORATORIES | 294,770 | 527,010 |
| 16,000 | ACCENTURE LTD | 573,119 | 775,840 |
| 10,000 | ALTRIA GROUP INC (previously Philip Morris) | 84,566 | 246,200 |
| 5,000 | AMGEN INC | 286,892 | 274,500 |
| 11,900 | AUTOMATIC DATA PROCESSING INC | 508,409 | 550,732 |
| 5,000 | BED BATH & BEYOND INC | 210,325 | 245,750 |
| 12,000 | BMC SOFTWARE | 238,948 | 565,680 |
| 14,000 | BRE PROPERTIES INC A | 355,518 | 609,000 |
| 5,500 | CANON INC ADR NEW | 188,447 | 282,370 |
| 11,000 | CHEVRON TEXACO CORP | 340,926 | 1,003,750 |
| 20,380 | CISCO SYS INC | 353,056 | 412,287 |
| 9,500 | COSTCO WHOLESALE CORP NEW | 421,592 | 685,995 |
| 120 | EBAY INC | - | 3,340 |
| 16,000 | EMERSON ELECTRIC CO | 420,447 | 914,720 |
| 11,000 | EXXON MOBIL CORP | 280,813 | 804,320 |
| 30,600 | GENERAL ELECTRIC CO | 702,816 | 559,674 |
| 17,000 | HEWLETT PACKARD | 435,406 | 715,700 |
| 15,500 | HOME DEPOT INC | 211,469 | 543,430 |
| 19,200 | INTEL CORP | 370,916 | 403,776 |
| 5,000 | IBM | 454,903 | 733,800 |
| 8,800 | JACOBS ENGINEERING GROUP INC | 353,754 | 403,480 |
| 11,000 | JOHNSON & JOHNSON | 341,869 | 680,350 |
| 11,000 | JOHNSON CONTROLS INC | 395,635 | 420,200 |
| 12,000 | JPMORGAN CHASE & CO | 468,271 | 509,040 |
| 6,920 | KRAFT FOODS INC CL A | 381,687 | 218,049 |
| 9,500 | MEDTRONIC INC | 475,398 | 352,355 |
| 22,600 | MICROSOFT CORP | 246,482 | 630,766 |
| 11,000 | PEPSICO INC NC | 363,159 | 718,630 |
| 26,880 | PFIZER INC | 768,384 | 470,669 |
| 10,000 | PHILLIP MORRIS INTERNATIONAL | 194,279 | 585,300 |
| 9,800 | PROCTOR & GAMBLE | 477,025 | 630,434 |
| 14,000 | SCHLUMBERGER LTD | 367,526 | 1,169,000 |
| 23,000 | SIGMA ALDRICH CORP DEL | 341,434 | 1,530,880 |
| 25,000 | SYSCO CORP | 206,824 | 735,000 |
| 12,375 | TOOTSIE ROLL IND INC | 207,988 | 369,252 |
| 4,500 | TRANSOCEAN LTD | 354,224 | 312,795 |
| 6,500 | UNITED PARCEL SERVICE INC CL-B | 480,327 | 471,770 |
| 11,000 | WAL MART STORES INC | 567,457 | 593,230 |
| 14,300 | WALGREEN CO | 456,533 | 557,128 |
| Subtotal | | \$ 14,513,817 | \$ 22,906,602 |

| CHARLES SCHWAB | | 12/31/2010 | Fair Market |
|----------------|---|------------|-------------|
| No of Shares | Corporate Stock | Cost Basis | Value |
| 1,400 | ACME UNITED CORP | 13,014 | 13,328 |
| 1,850 | AMERICAN WATER WORKS CO | 40,929 | 46,787 |
| 1,450 | AMERN GREETINGS CP CL A | 28,361 | 32,132 |
| 1,500 | ASTA FUNDING INC | 22,583 | 12,150 |
| 1,500 | ATLANTIC NETWORK NEW | 39,554 | 57,559 |
| 816 | BANK OF AMERICA CORP | 17,964 | 10,885 |
| 2,000 | BCB HOLDINGS LTD (previously BB Holdings LTD) | 9,550 | 2,286 |
| 1,000 | BENIHANA INC | 10,858 | 8,010 |
| 3,700 | CARRIAGE SERVICES INC | 5,609 | 17,945 |
| 900 | CASH AMERICA INTL INC | 20,871 | 33,237 |
| 1,100 | CCA INDUSTRIES | 10,464 | 6,215 |
| 1,700 | CENTER FINANCIAL CP | 27,863 | 12,886 |

990-PF, Part II, Line 10b

| | | | |
|----------|--|---------------|---------------|
| 1,700 | CENTRAL GARDEN & PET INC | 9,671 | 16,728 |
| 1,200 | CHINA FIRE & SEC GP INC | 9,165 | 7,884 |
| 900 | CHINA FUND INC | 13,797 | 29,250 |
| - | CHINA GENGHENG MINERALS | - | 12,360 |
| 3,500 | CHINA MEDICINE CORP | 9,693 | 6,090 |
| 4,500 | CHINA PHARMA HOLDINGS LTD | 13,402 | 13,635 |
| 3,800 | CHINA INFORMATION (previously Info Security Tech) | 11,574 | 19,798 |
| 3,700 | CIBER INC | 11,476 | 17,316 |
| 1,000 | COMPANHIA DE SANEAM ADRF SPONSORED ADR | 29,009 | 52,880 |
| 250 | DEVRY INC DEL | 10,993 | 11,995 |
| 1,100 | DISCOVER FINANCIAL SVCS | 21,879 | 20,383 |
| 1,700 | DUOYUAN PRINTING INC | 13,631 | 4,981 |
| 1,250 | EAST WEST BANCORP | 33,803 | 24,438 |
| 1,800 | EXCEED CO LTD (previously 2020 Chinacap Acquirco) | 14,235 | 14,868 |
| 1,200 | FIRST CASH FINL SVCS INC | 19,997 | 37,188 |
| 3,000 | FUSHI COPPERWELD INC | 34,218 | 26,640 |
| 250 | GARMIN | 10,565 | 7,748 |
| 450 | GENERAL ELECTRIC CO | 14,356 | 8,231 |
| 2,400 | HANMI FINANCIAL CORP | 23,132 | 2,760 |
| 800 | HELEN OF TROY LTD | 11,977 | 6,688 |
| 2,200 | HEELYS INC | 9,196 | 23,792 |
| 2,100 | IMAX CORP | 7,984 | 58,947 |
| 1,450 | INNOSPEC INC | 12,912 | 29,580 |
| 800 | LINCOLN EDUCATIONAL SVCS | 12,399 | 10,857 |
| 240 | MAJESTIC CAPITAL NEW (previously CRM Holdings LTD) | 14,913 | 1,025 |
| 1,200 | MILLER INDUSTRIES NEW | 30,652 | 17,076 |
| 290 | MILLICOM INTL CELLU NEWF | 12,976 | 27,724 |
| 1,200 | MOBILE MINI INC | 20,424 | 23,628 |
| 2,000 | NATURES SUNSHINE PRODS | 25,100 | 17,960 |
| 2,000 | NETSOL TECHNOLOGIES | 3,780 | 3,740 |
| 1,080 | NEW IRELAND FUND INC | 16,499 | 7,409 |
| 297 | OVERHILL FARMS INC | 707 | 1,711 |
| 700 | OWENS ILLINOIS INC | 17,471 | 21,490 |
| 1,000 | PFIZER INC | 18,927 | 17,510 |
| 1,000 | PRO DEX INC COLO | 4,590 | 2,010 |
| 1,700 | QC HLDGS INC | 25,398 | 6,358 |
| 2,100 | RENT A CENTER INC | 50,784 | 67,788 |
| 10,900 | SHINER INTERNATIONAL | 10,564 | 14,823 |
| 1,000 | SUTRON CORP | 11,000 | 6,610 |
| 700 | THAI CAPITAL FD INC NEW | 7,980 | 9,541 |
| 400 | UNITIL CORPORATION | 7,971 | 9,096 |
| 1,933 | UNIVERSAL POWER GROUP | 8,554 | 7,133 |
| 2,000 | WINDSTREAM CORP | 21,455 | 27,880 |
| 2,700 | WILSHIRE BANCORP INC | 30,815 | 20,574 |
| 1,800 | ZHONGPIN INC | 19,248 | 36,720 |
| Subtotal | | 966,492 | 1,066,263 |
| Total | To Part II, line 10b | \$ 15,480,309 | \$ 23,972,865 |

Thornton S Glide Jr and Katrina D Glide Foundation
94-3276694

| <u>Corporate Bonds</u> | <u>Cost Basis</u> <u>12/31/2010</u> | <u>Fair Market Value</u> <u>12/31/2010</u> |
|---|--|---|
| HSBC Finance Corp 6 750% 5/15/11 | 262,522 | 255,433 |
| John Deere Capt 7 00% 3/15/12 | 259,915 | 268,338 |
| Emerson Electric 5 750% 11/01/11 | 252,402 | 260,525 |
| Walt Disney 6 375% 3/1/12 | 262,503 | 266,248 |
| Verizon Global FDG Corp 6 875% JUN/DEC 15 DUE 6/15/12 | 246,242 | 270,940 |
| General Motors Acceptance Corp 7 250% FEB/AUG 15 DUE 8/15/12 | 250,005 | 250,125 |
| Barclays Bank PLC 5 200% JAN/JUL 10 DUE 07/10/14 | 266,573 | 270,020 |
| Wachovia Bank NA 4.875% FEB/AUG 01 DUE 02/01/15 | - 256,718 | 265,115 |
| General Elec Cap Corp 5 375% APR/OCT 20 DUE 10/20/16 | 258,855 | 271,195 |
| Shell International Fin 3 250% MAR/SEP 22 DUE 09/22/15 | 253,390 | 256,813 |
| Bellsouth Corp 5 200% JUN/DEC 15 DUE 12/15/16 | 212,552 | 220,004 |
| Totals - To Part II, line 10c | <u>\$ 2,781,677</u> | <u>\$ 2,854,756</u> |

Glide Foundation
Gain/Loss Summary - Charles Schwab
12/31/2010

| No. of Shares | Description | Date Acquired | Date Sold | Cost Basis | Sales Price | Short-Term Gain (Loss) on Sale | Long-Term Gain (Loss) on Sale |
|------------------|--|---------------|------------|------------|-------------|--------------------------------------|-------------------------------------|
| 6,200 | ARTIFICIAL LIFE INC | 3/14/2008 | 1/7/2010 | 9,076 | 6,868 | - | (2,208) |
| 3,400 | CASCAL NV | Various | 7/26/2010 | 15,090 | 22,883 | 1,599 | 6,194 |
| 2,400 | CHINA GENGHENG MINERALS | 3/13/2008 | 12/30/2010 | 8,750 | 11,063 | - | 2,313 |
| 3,400 | EF JOHNSON TECH INC | 12/21/2007 | 8/13/2010 | 9,679 | 5,100 | - | (4,579) |
| 3,200 | IMAX CORP | Various | Various | 14,762 | 72,371 | - | 57,610 |
| 60 | MILLICOM INTL CELLU NEWF | Various | 9/30/2010 | 2,685 | 5,745 | - | 3,060 |
| 2,350 | RENESOLA LTD | Various | Various | 26,699 | 28,891 | - | 2,192 |
| 1,300 | SEARCHMEDIA HLDGS LTD (previously Ideation Acquisition CP) | 10/21/2009 | 7/20/2010 | 10,771 | 3,234 | (7,537) | - |
| 1,400 | STARLIMS TECHNOLOGIES | 7/2/2008 | 4/13/2010 | 9,100 | 19,600 | - | 10,500 |
| | Total | | | 106,611 | 175,755 | (5,938) | 75,082 |

Thornton S. Glide Jr. and Katrina D Glide Foundation
94-3276694

Glide Foundation
Gain/Loss Summary - Morgan Stanley
12/31/2010

| No. of Shares | Description | Date Acquired | Date Sold | Cost Basis | Sales Price | Short-Term Gain (Loss) on Sale | Long-Term Gain (Loss) on Sale |
|------------------------------|--------------------------------------|---------------|------------|------------|-------------|--------------------------------------|-------------------------------------|
| Mutual Funds | | | | | | | |
| 9,403 | Investco | Various | 5/25/2010 | 207,533 | 89,990 | - | (117,543) |
| Government Securities | | | | | | | |
| | Fed Home Loan Mtg Corp Med Term Note | 2/11/2010 | 5/25/2010 | 419,795 | 420,000 | 205 | - |
| Corporate Bonds | | | | | | | |
| | Ford Motor Credit | 4/24/2002 | 6/15/2010 | 269,725 | 250,000 | - | (19,725) |
| | John Hancock Life Insurance Company | 10/21/2002 | 10/15/2010 | 250,000 | 250,000 | - | - |
| Total | | | | 1,147,053 | 1,009,990 | 205 | (137,268) |

| Charity Name | Status | Address | City | State | Zip Code | Purpose of Grant or Contribution | Amount |
|--|--------|---------------------------------------|-----------------|-------|------------|---|-------------|
| 2nd Chance 4 Pets | Public | 1484 Pollard Road, No 444 | Los Gatos | CA | 95032 | Veterinary Outreach Program | \$ 6,000.00 |
| 9th Life Hawaii | Public | Box 476 | Makawao | HI | 96768 | Build Additional Catery/Feeding station for 30-40 more cats | 1,000.00 |
| A New Hope Animal Foundation | Public | 5700 Val Verde Road | Loomis | CA | 95650 | Purchase Cargo Vehicle, fencing for Training area, canopy for shelter | 9,000.00 |
| AAARF | Public | 11940 Masters Court | Auburn | CA | 95603 | Call room 8x8 cargo trailer, two computers cat trees, microchip scanners, dishwasher, etc | 2,500.00 |
| Ace Of Hearts Dog Rescue | Public | PO Box 2357 | Beverly Hills | CA | 90213 | Acquisition of Capital Items- Supplies, Crates, Toys Rent for Spay/Neuter outreach van | 2,000.00 |
| Agee Memorial Wildlife Fund | Public | 4354 Town Center Blvd , Suite 114-245 | El Dorado Hills | CA | 95762 | Alteration/Care Program | 9,000.00 |
| Angels Rescuing Writers (ARX) | Public | PO Box 197 | Weimar | CA | 95736 | Fencing for 3 of 5 acres to protect animals from bears | 6,000.00 |
| Animal Advocates Alliance (AAA) | Public | 137 N Larchmont Blvd , #708 | Los Angeles | CA | 90004 | purchase a transport vehicle for moving dogs out of high-kill shelters and to events | 8,000.00 |
| Animal Health And Safety Associates | Public | 1175 Shaw Avenue #104-151 | Clovis | CA | 93612-3932 | purchase and installation of portable hay barn and portable shelters | 4,000.00 |
| Animal Relief Fund | Public | PO Box 65 | Lockwood | CA | 93932 | Provide Free or Reduced rates for Spay/Neuter of animals/minor medical | 5,000.00 |
| Animal Solutions Koneksi Foundation | Public | PO Box 580 | La Verne | CA | 91750 | Purchase Mobile Transport Cages | 4,000.00 |
| Animal Spay and Neuter | Public | 3524 K O A Way | Auburn | CA | 95602 | Capstar for all Surgical Patients | 2,000.00 |
| Animals Rule Placement Foundation | Public | 305 North Harbor Blvd | San Pedro | CA | 90731-2242 | Purchase 4 heavy duty dog kennels with fight guard panels and 4 strong crates | 7,000.00 |
| AnimalsSave | Public | 520 East Main St, Ste A | Grass Valley | CA | 95945 | Support Foster Adoption Program | 6,000.00 |
| Association of CA Symphony Orchestra | Public | 2755 Cottage Way, Suite 3 | Sacramento | CA | 95825 | purchase technical office equipment | 1,500.00 |
| Barry R Krisher Wildlife Foundation | Public | PO Box 841 | Durham | CA | 95938 | New Aquatic Species Habitat at new facility | 4,000.00 |
| Basic Needs Foundation, Inc | Public | 439 E 247th Street | Carson | CA | 90745 | Purchase 4 kennels and LG Washer/Dryer | 4,000.00 |
| Basset Rescue Network, Inc | Public | 6221 Shannon Valley Road | Action | CA | 93510 | Build 30 sturdy dog kennels in five yards | 2,000.00 |
| Berkeley East Bay Humane Society | Public | 2700 Ninth Street | Berkeley | CA | 94702 | Hope Shelter medicine fund paying for preventative, illness and ER care for animals | 5,000.00 |
| CAFF | Public | 5265 Puhah Creek Road | Winters | CA | 95694 | ER Grant to help with loss of Govm't Funding | 32,500.00 |
| California Coastal Horse Rescue | Public | 216 O Street | Sacramento | CA | 95814 | Fund Feed Bill over 12 month period and supplement veterinary medical care | 7,000.00 |
| Coyote Point Museum | Public | 1651 Coyote Point Drive | San Mateo | CA | 94401 | Underwrite portion of Medical and food expenses for injured animals | 2,000.00 |
| Davis Boosters | Public | 34791 Creeks Edge Road | Davis | CA | 95616 | Support Davis area 4-H members | 900.00 |
| Dawg Squad | Public | 11209 National Blvd #246 | Los Angeles | CA | 90064 | neuter assistance for low income areas of LA medical care for dogs | 7,000.00 |
| E. Claire Raley Studios For The Performing | Public | 1501 J Street, Suite 200 | Sacramento | CA | 95814 | construct a new facility to house rehearsals, classroom and admin for four performing arts orgs | 5,000.00 |
| Eastern Madera County SPCA (EMC SPCA) | Public | PO Box 1314 | Oakhurst | CA | 93644 | Spay and Neuter programs, TNR Programs | 6,000.00 |
| Exploit Science Center | Public | PO Box 1288 | Davis | CA | 95617 | Upgrade animal enclosures | 3,000.00 |
| FAST/ Friends Of Hermon Park | Public | 6140 Monterey Road, Unit 430 | Los Angeles | CA | 90042 | Pay medical expenses for ill stray cats Pay for pet food to feed homeless cats | 2,000.00 |
| Fluff Buddies | Public | PO Box 432 | North Highlands | CA | 95660-0432 | neutering vaccines for pets and feral/strays | 5,000.00 |
| Folsom Feline Rescue | Public | PO Box 6773 | Folsom | CA | 95763 | Capital Expenses for Felines in our foster care system, Spay/neuter | 9,000.00 |
| Foothills Animal Rescue | Public | 23030 North Pima Road | Scottsdale | AZ | 85255 | Medical care for animals taken off the euthanasia list Neuter MicroChip, Vaccines, Testing | 3,000.00 |
| Friends Of The Auburn Placer County Anim | Public | 11556 D Avenue | Auburn | CA | 95603 | Upgrade animal enclosures | 4,000.00 |
| Friends of the Davis Arboretum | Public | One Shields Avenue | Davis | CA | 95616 | Pay medical expenses for ill stray cats Pay for pet food to feed homeless cats | 4,000.00 |
| Gentle Barn | Public | 26910 Sierra Highway D-8 #318 | Santa Clarita | CA | 91321 | neutering, vaccines for pets and feral/strays | 2,000.00 |
| Glen Ellen Vocational Academy, Inc | Public | PO Box 2101 | Glen Ellen | CA | 95442 | Capital Expenses for Felines in our foster care system, Spay/neuter | 5,000.00 |
| Gold Country Wildlife Rescue, Inc | Public | N/A | N/A | N/A | N/A | Charitable Distribution from 2005 that was not deposited | (1,000.00) |

| | | | | | | | |
|---|--------|-----------------------------------|----------------|-----|------------|---|------------|
| Happy Tails | Public | PO Box 161984 | Sacramento | CA | 95816 | Medical care for animals taken off the euthanasia list Neuter, MicroChip, Vaccines, Testing | 3,000.00 |
| Hayward Friends Of Animals | Public | PO Box 3986 | Hayward | CA | 94540 | Veterinary Care for pets of Low Income Families on the Mendocino Coast | 6,000.00 |
| Heaven Can Wait, Inc | Public | PO Box 5 | San Miguel | CA | 93451 | Continue Care for 27 Horses living at Heaven Can Wait | 4,000.00 |
| Horses' Honor | Public | PO Box 7204 | Auburn | CA | 95604 | Purchase Hay, Senior Feed and Vet services for 20 rescued horses in care | 5,000.00 |
| Humane Society Of Truckee-Tahoe | Public | 10382 Donner Pass Road, Suite 3 | Truckee | CA | 96162 | Funds towards expenses of building a new animal shelter | 4,000.00 |
| Huntington Memorial Hospital | Govt | 100 W. California Blvd | Pasadena | CA | 91105 | Pet-assisted Therapy program | 12,000.00 |
| Kittens of the Night | Public | N/A | N/A | N/A | N/A | Charitable Distribution from 2008 that was not deposited | (2,500.00) |
| Lil' Bit Of Heaven Animal Sanctuary | Public | 3500 Pleasants Trail | Vacaville | CA | 95688 | Provide food and bedding in shieleters, veterinary care and supplies | 10,000.00 |
| Loaves And Fishes | Public | 1817 1st Avenue | Sacramento | CA | 95818 | Veterinary Medical Care for dogs and cats of homeless | 5,000.00 |
| Longhopes Donkey Shelter | Public | 50 S. Dutch Valley Road | Bennett | CO | 80102 | purchase heavy duty truck for hauling gooseneck trailer | 2,000.00 |
| Mann Humane Society | Public | 171 Bel Mann Keys Blvd | Novato | CA | 94949 | Support renovation of Adoption-dog housing | 1,000.00 |
| MOCA | Public | 250 S Gand Avenue | Los Angeles | CA | 90012-9900 | Support Contemporary Art Start, Arts Edu for students and teachers grades 3-12 | 5,000.00 |
| Muthville | Public | PO Box 410207 | San Francisco | CA | 94141 | Purchase new Honda Element with dog package | 11,000.00 |
| New Beginnings For Animals | Public | PO Box 2444 | Mission Viejo | CA | 92680 | Purchase 2010 Ford Transit Connect Cargo Van for daily transport of dogs and cats | 3,000.00 |
| Nicks's Senior Sanctuary | Public | 7150 Quail Valley Lane | Creston | CA | 93432 | Purchase food for cats and dogs, vet bills, medications, supplies, shelters, enclosures | 4,000.00 |
| Northcoast Regional Land Trust | Public | 167 East 3rd Ave | Chico | CA | 95926 | Support three on-th-ground land conservation and wildlife habitat restoration projects | 3,000.00 |
| Pacific Legal Foundation | Public | 3900 Lennane Drive Suite 200 | Sacramento | CA | 95834 | Support Legal Activities for Private Party Rights | 15,000.00 |
| Pacific Wildlife Care | Public | PO Box 1134 | Morro Bay | CA | 93443 | materials and labor to build 401 x 12'w mammal caging to house 48 animals purchase 24 soft-sided carriers | 5,400.00 |
| Pasadena Art Alliance | Public | 464 East Walnut Street, Suite 226 | Pasadena | CA | 91101 | Support Visual Contemporary Arts Community in So CA | 5,000.00 |
| Pasadena Humane Society | Public | 361 S Raymond Avenue | Pasadena | CA | 91105 | Support Wildlife Program | 25,000.00 |
| Paws Patrol | Public | PO Box 1642 | Green Valley | AZ | 85622 | Medical treatment for feral cats | 3,000.00 |
| Peaceful Valley Donkey Rescue | Public | 23500 Sand Canyon Road | Tehachapi | CA | 93561 | 32' Gooseneck Stock Trailer | 5,000.00 |
| Pennsula Humane Society & SPCA | Public | 12 Airport Blvd | San Mateo | CA | 94401 | Build a dog enclosure at new shelter | 1,000.00 |
| Pet Rescue Center | Public | PO Box 6570 | La Quinta | CA | 92248 | Close old septic system and construct new system | 2,000.00 |
| Performing Animal Welfare Society | Public | PO Box 849 | Galt | CA | 95632 | Construction and installation of two therapy pools for the bears at ARK2000 | 20,500.00 |
| Pets Are Wonderful Support (PAWS) | Public | 645 Hanson St., Suite #100 | San Francisco | CA | 94107 | Funding for Veterinary Care for disabled and low income | 5,000.00 |
| Pets Unlimited | Public | 2343 Filmore Street | San Francisco | CA | 94115 | purchase two new feline environments | 6,000.00 |
| Placer County SPCA | Public | 150 Corporation Yard Rd | Roseville | CA | 95678 | purchase new cat condos for adoption center | 7,000.00 |
| Rescue Alliance Of Hairless And Other Bre | Public | 5425 Jack Creek Road | Templeton | CA | 93465 | Support Befriended Feline- purchase cat-friendly cages | 3,000.00 |
| Rescue Angels | Public | 1814 Holmby Ave | Los Angeles | CA | 90025 | Major Medical and hospitalization expenses for rescues | 3,000.00 |
| Rotis Of Friends Animal Rescue | Public | 34505 County Road 29 | Woodland | CA | 95695 | Build 100'x160' steel building for housing rescues | 14,000.00 |
| Sacramento Independent Animal Rescuers, I | Public | 8238 Peregrine Way | Cirrus Heights | CA | 95610 | Diagnosis, testing and surgeries for animals that come in with lifesteas and injuries | 3,000.00 |
| Sacramento Opera | Public | PO Box 161027 | Sacramento | CA | 95816 | purchase and install a new network server and computers | 3,000.00 |
| Safe Haven Horse Rescue & Sanctuary | Public | PO Box 1788 | Cottonwood | CA | 96022 | purchase tractor with loader for work around rescue | 1,000.00 |
| SAKrescue (Sacramento Area Kitten Rescue) | Public | 4042 Fairwood Way | Carmichael | CA | 95608 | Expand Spay and Neuter program for cats/kittens in Sac Area | 5,000.00 |
| Sammie's Friends | Public | 128 High Street | Grass Valley | CA | 95945 | Veterinary Expenses of Sick and Injured animals | 5,000.00 |
| San Francisco Community Clinic Consortium | Public | 1550 Bryant Street, Suite 450 | San Francisco | CA | 94103 | Support costs for VET SOS Van Purchase Vet supplies Support a full-time VET SOS member | 8,000.00 |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| CASH IN LIEU | 7. | 0. | 7. |
| CHARLES SCHWAB DIVIDEND | 15,731. | 0. | 15,731. |
| CITIZENS UTILITIES | 4,300. | 0. | 4,300. |
| FEDERATED DEP | 2. | 0. | 2. |
| MORGAN STANLEY DW DIVIDENDS | 474,958. | 0. | 474,958. |
| MORGAN STANLEY DW INTEREST | 166,931. | 0. | 166,931. |
| SAN GABRIEL | 1,300. | 0. | 1,300. |
| UNION BANK INTEREST | 32. | 0. | 32. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 663,261. | 0. | 663,261. |

FORM 990-PF RENTAL INCOME STATEMENT 2

| KIND AND LOCATION OF PROPERTY | ACTIVITY NUMBER | GROSS RENTAL INCOME |
|---------------------------------------|--------------------|------------------------|
| VARIOUS | 1 | 332,586. |
| TOTAL TO FORM 990-PF, PART I, LINE 5A | | 332,586. |

FORM 990-PF RENTAL EXPENSES STATEMENT 3

| DESCRIPTION | ACTIVITY NUMBER | AMOUNT | TOTAL |
|---|--------------------|---------|----------|
| RENTAL EXPENSES | | 40,797. | |
| DEPRECIATION | | 59,490. | |
| - SUBTOTAL - | 1 | | 100,287. |
| TOTAL RENTAL EXPENSES | | | 100,287. |
| NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B | | | 232,299. |

| | | | |
|-------------|--------------|-----------|---|
| FORM 990-PF | OTHER INCOME | STATEMENT | 4 |
|-------------|--------------|-----------|---|

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| OIL & GAS ROYALTIES | 250,155. | 250,155. | |
| SALE OF ASSETS | 27,009. | 27,009. | |
| OTHER INCOME | 30,338. | 30,338. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 307,502. | 307,502. | |

| | | | |
|-------------|------------|-----------|---|
| FORM 990-PF | LEGAL FEES | STATEMENT | 5 |
|-------------|------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ATTORNEY FEES | 27,938. | 5,588. | | 22,350. |
| TO FM 990-PF, PG 1, LN 16A | 27,938. | 5,588. | | 22,350. |

| | | | |
|-------------|-----------------|-----------|---|
| FORM 990-PF | ACCOUNTING FEES | STATEMENT | 6 |
|-------------|-----------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING AND AUDITING | 31,359. | 6,272. | | 25,087. |
| TO FORM 990-PF, PG 1, LN 16B | 31,359. | 6,272. | | 25,087. |

| | | | |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 7 |
|-------------|-------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| PROPERTY TAXES | 36,972. | 7,394. | | 29,578. |
| STATE TAXES | 8. | 0. | | 8. |
| TO FORM 990-PF, PG 1, LN 18 | 36,980. | 7,394. | | 29,586. |

| FORM 990-PF | OTHER EXPENSES | | | STATEMENT 8 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| AUTOMOBILE EXPENSE | 2,974. | 595. | | 2,379. |
| GAS | 14,370. | 2,874. | | 11,496. |
| INSURANCE | 107,271. | 21,454. | | 85,817. |
| TRUSTEE EXPENSES | 43,391. | 8,678. | | 34,713. |
| SUPPLIES - RESCUE | 150,286. | 0. | | 150,286. |
| VETERINARIAN | 21,533. | 0. | | 21,533. |
| INVESTMENT FEES | 59,903. | 59,903. | | 0. |
| REPAIRS AND MAINTENANCE | 85,019. | 0. | | 85,019. |
| FARRIER | 10,125. | 0. | | 10,125. |
| UTILITIES | 20,273. | 4,055. | | 16,218. |
| WATER PROGRAM | 3,144. | 0. | | 3,144. |
| SUPPLIES - OFFICE | 4,113. | 0. | | 4,113. |
| WEBSITE | 128. | 26. | | 102. |
| INTERNET | 1,340. | 268. | | 1,072. |
| RENTAL EXPENSES | 40,797. | 40,797. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 564,667. | 138,650. | | 426,017. |

| FORM 990-PF | CORPORATE STOCK | | STATEMENT 9 |
|--|-----------------|----------------------|-------------|
| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE | |
| CORPORATE STOCKS/MORGAN STANLEY - SEE ATTACHED | 14,513,817. | 22,906,602. | |
| CORPORATE STOCKS/CHARLES SCHWAB - SEE ATTACHED | 966,492. | 1,066,263. | |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 15,480,309. | 23,972,865. | |

| FORM 990-PF | CORPORATE BONDS | | STATEMENT 10 |
|---|-----------------|----------------------|--------------|
| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE | |
| CORPORATE BONDS- SEE ATTACHED | 2,781,677. | 2,854,756. | |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 2,781,677. | 2,854,756. | |

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|------------------|------------|-------------------|
| MUTUAL FUNDS | COST | 0. | 0. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 0. | 0. |

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 12

ACTIVITY ONE

THE FOUNDATION HAS RESCUED AND PROVIDES ON GOING CARE FOR 64 HORSES, EIGHT COWS, FIVE SHEEP, THREE POT BELLIED PIGS, A HOG, SEVEN GOATS, FOUR DONKEYS AND MANY OTHER SMALL ANIMALS AND FOWL. INCLUDED IN THIS CARE WAS THE CONSTRUCTION OF SHELTERS AND FENCING, PROVISIONS OF SUPPLIES AND FEED, AND PROVISION OF HOOF AND VETERINARIAN SERVICES.

TO FORM 990-PF, PART IX-A, LINE 1

EXPENSES

858,954.