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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2010Department 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 KEOWN, ROBERT J T/U/W		A Employer identification number 95-6226284
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N A Trust Tax Dept - PO BOX 63954 MAC A0348-012		B Telephone number (see page 10 of the instructions) (888) 730-4933
City or town, state, and ZIP code SAN FRANCISCO CA 94163		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"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,248,938		E 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	33,908	33,908		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	108,667			
	b Gross sales price for all assets on line 6a	604,203			
	7 Capital gain net income (from Part IV, line 2)		108,667		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total. Add lines 1 through 11	142,575	142,575	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	850	0	0	850
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	536	536	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	14,596	11,036	0	3,561
	24 Total operating and administrative expenses. Add lines 13 through 23	15,982	11,572	0	4,411
	25 Contributions, gifts, grants paid	60,000			60,000
26 Total expenses and disbursements. Add lines 24 and 25	75,982	11,572	0	64,411	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	66,593				
b Net investment income (if negative, enter -0-)		131,003			
c Adjusted net income (if negative, enter -0-)			0		

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

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(HTA)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		3,510	0	
	2	Savings and temporary cash investments		40,180	66,722	66,722
	3	Accounts receivable ▶	0			
		Less: allowance for doubtful accounts ▶	0	0	0	0
	4	Pledges receivable ▶	0			
		Less: allowance for doubtful accounts ▶	0	0	0	0
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		0	0	0
	7	Other notes and loans receivable (attach schedule) ▶	0			
		Less: allowance for doubtful accounts ▶	0	0	0	0
	8	Inventories for sale or use			0	
	9	Prepaid expenses and deferred charges			0	
	10 a	Investments—U S and state government obligations (attach schedule)		0	0	0
	b	Investments—corporate stock (attach schedule)		0	0	0
	c	Investments—corporate bonds (attach schedule)		0	0	0
	11	Investments—land, buildings, and equipment basis ▶	0			
	Less: accumulated depreciation (attach schedule) ▶	0	0	0	0	
12	Investments—mortgage loans					
13	Investments—other (attach schedule)		945,295	1,001,648	1,180,875	
14	Land, buildings, and equipment basis ▶	0				
	Less: accumulated depreciation (attach schedule) ▶	0	0	0	0	
15	Other assets (describe ▶)		0	0	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		988,985	1,068,370	1,247,597	
Liabilities	17	Accounts payable and accrued expenses			0	
	18	Grants payable				
	19	Deferred revenue			0	
	20	Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21	Mortgages and other notes payable (attach schedule)		0	0	
	22	Other liabilities (describe ▶)		0	0	
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		988,985	1,068,370	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)		988,985	1,068,370		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		988,985	1,068,370		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	988,985
2	Enter amount from Part I, line 27a	2	66,593
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	15,341
4	Add lines 1, 2, and 3	4	1,070,919
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	2,549
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,068,370

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 See Attached Statement				
b				
c				
d				
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 0	0	0	0
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

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

(i) FMV 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 0	0	0	0
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	108,667
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	104,748	1,045,046	0.100233
2008	77,590	1,337,376	0.058017
2007	65,492	1,553,680	0.042153
2006	65,128	1,443,565	0.045116
2005	64,011	1,360,424	0.047052

2 Total of line 1, column (d)	2	0.292571
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	0.058514
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,094,012
5 Multiply line 4 by line 3	5	64,015
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,310
7 Add lines 5 and 6	7	65,325
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	64,411

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

1 a 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	2,620
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	2,620
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,620
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	240	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	240	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,380	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input 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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933			
Located at ► PO BOX 63954 MAC A0348-012 SAN FRANCISCO CA ZIP+4 ► 94163				
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?	16	Yes	No
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 ►				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ► 20 _____, 20 _____, 20 _____, 20 _____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 _____, 20 _____, 20 _____, 20 _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here**5b** N/A**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? If "Yes" to 6b, file Form 8870**6b** X**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?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. PO BOX 63954 MAC A0348-012 SAN FRANCISCO	Trustee	4 00 14,202	0	0
		00 0	0	0
		00 0	0	0
		00 0	0	0
		00 0	0	0

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

Amount

1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	0
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,063,563
b	Average of monthly cash balances	1b	47,109
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,110,672
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,110,672
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	16,660
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,094,012
6	Minimum investment return. Enter 5% of line 5	6	54,701

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	54,701
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,620
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	2,620
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	52,081
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	52,081
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	52,081

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	64,411
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	64,411
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	64,411

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				52,081
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			48,648	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 64,411				
a Applied to 2009, but not more than line 2a			48,648	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2010 distributable amount				15,763
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				36,318
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	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	0			
b Excess from 2007	0			
c Excess from 2008	0			
d Excess from 2009	0			
e Excess from 2010	0			

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

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

a "Assets" alternative test—enter

(1) Value of all assets

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

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

c "Support" alternative test—enter

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year	Prior 3 years			(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007	
0				0
0	0	0	0	0
0				0
				0
0	0	0	0	0
				0
0				0
				0
				0
				0
				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	60,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

KEOWN, ROBERT J T/U/W

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

Name

CHRISTIAN OUTREACH APPEAL

Street

515 E 3RD STREET

City

LONG BEACH

State

CA

Zip Code

90802-3202

Foreign Country

Relationship

NONE

Foundation Status

510 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

HOSPICE OF PASADENA

Street

351 E FOOTHILL BOULEVARD

City

ARCADIA

State

CA

Zip Code

91006

Foreign Country

Relationship

NONE

Foundation Status

510 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

20,000

Name

HUNTINGTON MEMORIAL HOSPITAL

Street

100 W CALIFORNIA BLVD

City

PASADENA

State

CA

Zip Code

91105

Foreign Country

Relationship

NONE

Foundation Status

510 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

20,000

Name

SHUL BY THE SHORE

Street

5855 E NAPLES PLZ #315

City

LONG BEACH

State

CA

Zip Code

90803-5091

Foreign Country

Relationship

NONE

Foundation Status

510 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index		Check "X" if Sale of Security	Amount		Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				Net Gain or Loss	
			Long Term CG Distributions	Short Term CG Distributions								Gross Sales	Cost, Other Basis and Expenses	Valuation Method	Expense of Sale and Cost of Improvements		Depreciation
			0												108,667		0
			0												0		0
1	X				CREDIT SUISSE COMM RT ST	22544R305			1/23/2010		12/6/2010	2,628	2,478			150	
2	X				HUSSMAN STRATEGIC GROW	448108100			2/19/2008		7/22/2010	10,009	11,664			-1,655	
3	X				HUSSMAN STRATEGIC GROW	448108100			2/7/2008		7/22/2010	1,757	2,036			-279	
4	X				ISHARES TR S & P MIDCAP 40	464287507			2/6/2009		2/22/2010	2,219	1,571			648	
5	X				ISHARES TR S & P MIDCAP 40	464287507			2/6/2009		7/22/2010	71,649	50,371			21,278	
6	X				ISHARES S&P MIDCAP 400 GF	464287606			7/22/2010		12/6/2010	2,580	2,113			467	
7	X				ISHARES S&P MIDCAP 400 VA	464287705			2/22/2010		12/6/2010	1,240	1,088			152	
8	X				KEELEY SMALL CAP VAL FD C	487300808			8/11/2009		7/22/2010	5,110	4,580			530	
9	X				KEELEY SMALL CAP VAL FD C	487300808			8/11/2009		12/6/2010	18,425	13,629			4,796	
10	X				KEELEY SMALL CAP VAL FD C	487300808			4/20/2009		12/6/2010	13,091	7,694			5,397	
11	X				MAINSTAY EP US EQUITY-INS	56063J302			12/2/2008		2/22/2010	2,753	2,190			563	
12	X				POWERSHARES DB COMMOT	73935S105			12/22/2008		7/22/2010	87,564	70,673			16,891	
13	X				POWERSHARES DB COMMOT	73935S105			2/6/2009		11/19/2010	27,508	22,627			4,881	
14	X				POWERSHARES DB COMMOT	73935S105			5/7/2009		11/19/2010	7,327	6,002			1,325	
15	X				POWERSHARES DB COMMOT	73935S105			8/7/2009		11/19/2010	789	693			96	
16	X				POWERSHARES DB COMMOT	73935S105			8/7/2009		11/19/2010	11,842	11,340			502	
17	X				POWERSHARES DB COMMOT	73935S105			2/22/2010		11/19/2010	567	550			17	
18	X				POWERSHARES DB COMMOT	73935S105			7/22/2010		11/19/2010	10,683	9,750			933	
19	X				SPDR DJ WILSHIRE INTERNA	78463X863			8/7/2009		7/22/2010	1,507	1,444			63	
20	X				SPDR DJ WILSHIRE INTERNA	78463X863			8/7/2009		12/6/2010	1,635	1,345			290	
21	X				AMEX MATERIALS SPDR	81369Y100			2/22/2010		12/6/2010	889	776			113	
22	X				AMEX HEALTH CARE SPDR	81369Y209			2/22/2010		12/6/2010	1,793	1,829			-36	
23	X				CONSUMER STAPLES SECTO	81369Y308			2/22/2010		12/6/2010	489	462			27	
24	X				AMEX CONSUMER DISCR SP	81369Y407			7/22/2010		12/6/2010	2,474	2,029			445	
25	X				AMEX ENERGY SELECT SPDR	81369Y506			2/22/2010		12/6/2010	2,975	2,556			419	
26	X				AMEX FINANCIAL SELECT SP	81369Y605			2/22/2010		12/6/2010	1,986	1,928			58	
27	X				AMEX INDUSTRIAL SPDR	81369Y704			7/22/2010		12/6/2010	3,267	2,801			466	
28	X				AMEX TECHNOLOGY SELECT	81369Y803			2/22/2010		12/6/2010	3,352	2,958			394	
29	X				TEMPLETON GLOBAL BOND F	880208400			5/11/2009		7/22/2010	850	775			75	
30	X				TEMPLETON GLOBAL BOND F	880208400			8/11/2009		7/22/2010	23,103	21,477			1,626	
31	X				TEMPLETON GLOBAL BOND F	880208400			11/19/2007		7/22/2010	2,500	2,251			249	
32	X				VANGUARD EMERGING MARK	922042858			7/22/2008		12/6/2010	860	804			56	
33	X				VANGUARD REIT VIPER	922908553			9/14/2007		2/22/2010	267	407			-140	
34	X				VANGUARD REIT VIPER	922908553			9/14/2007		7/22/2010	7,659	10,705			-3,046	
35	X				VANGUARD REIT VIPER	922908553			11/15/2007		7/22/2010	2,698	3,680			-982	
36	X				VANGUARD REIT VIPER	922908553			2/15/2008		7/22/2010	5,829	6,933			-1,104	
37	X				VANGUARD REIT VIPER	922908553			2/15/2008		12/6/2010	2,468	2,579			-111	
38	X				WF ADV INDEX FUND-ADMIN	94975G686			2/10/2009		2/22/2010	2,631	1,949			682	
39	X				WF ADV INDEX FUND-ADMIN	94975G686			2/10/2009		7/22/2010	83,863	62,449			21,414	
40	X				WF ADV CAP GROWTH FD AD	949915631			2/10/2009		2/22/2010	2,880	2,179			701	
41	X				WF ADV CAP GROWTH FD AD	949915631			2/10/2009		7/22/2010	92,219	70,374			21,845	
42	X				WELLS FARGO ADV HI INC-IN	949917338			2/12/2006		7/22/2010	1,702	1,840			-138	
43	X				TAXABLE TOTAL RETURN BO	991283912			2/15/2006		7/22/2010	27,952	24,840			3,112	
44	X				INTERNATIONAL CORE STOC	994600906			9/20/2002		2/22/2010	9,323	5,413			3,910	
45	X				INTERNATIONAL CORE STOC	994600906			10/15/2002		2/22/2010	9,810	5,845			3,965	
46	X				TAXABLE INTERMEDIATE TER	999708902			8/7/2009		7/22/2010	7,759	7,137			622	
47	X				TAXABLE INTERMEDIATE TER	999708902			2/15/2006		7/22/2010	17,918	16,389			1,529	
48	X				LT CG				12/31/2010				1,339			-1,339	
49	X				ST CG				12/31/2010			2,697				2,697	
50	X				POWERSHARE ST				12/31/2010			198				198	

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired 12/31/2010	Acquisition Method	Date Sold	Totals		Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
									Securities	Other sales			
		Long Term CG Distributions	Amount								604,203	495,536	108,667
		Short Term CG Distributions	0								0	0	0
51	X	POWERSHARE LT				12/31/2010							
52	X	POWERSHARE ADJ				12/31/2010					909		909
											6,994		-6,994
												Expense of Sale and Cost of Improvements	Net Gain or Loss
												Valuation Method	Depreciation

Line 16b (990-PF) - Accounting Fees

		850	0	0	850
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	850			850
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		536	536	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX				
2	ESTIMATED EXCISE TAX PAID				
3	FOREIGN TAX WITHHELD	536	536		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization. See attached statement	0	0	0	0
2	TRUSTEE FEES	14,202	10,652		3,551
3	ADR FEES				
4	STATE AG FEES	10			10
5	PARTNERSHIP FEE	384	384		
6					
7					
8					
9					
10					

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

	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	SEE ATTACHED STMT				
2	PY		945,295	1,001,648	1,180,875
3					
4					
5					
6					
7					
8					
9					
10					

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

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

1	Gain on PY Sales Settled in CY	1	6,827
2	Mutual Fund & CTF Income Additions	2	1,451
3	Undistributed CTF Capital Gain	3	844
4	Partnership Income Adjustment	4	6,219
5	Total	5	15,341

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

1	Cost Basis Adjustment	1	1,132
2	Mutual Fund & CTF Income Subtraction	2	613
3	PY Return of Capital Adjustment	3	804
4	Total	4	2,549

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Amount														
Long Term CG Distributions														
Short Term CG Distributions														
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1	CREDIT SUISSE COMM RT ST-CO #215622544R305			11/23/2010	12/6/2010		2,628	0	2,478	150			0	150
2	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/19/2008	7/22/2010		10,009	0	11,664	-1,655			0	-1,655
3	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/17/2008	7/22/2010		1,757	0	2,036	-279			0	-279
4	ISHARES TR S & P MIDCAP 400 ID FD	464287507		2/6/2009	7/22/2010		2,219	0	1,571	648			0	648
5	ISHARES TR S & P MIDCAP 400 ID FD	464287507		2/6/2009	7/22/2010		71,649	0	50,371	21,278			0	21,278
6	ISHARES S&P MIDCAP 400 GROWTH	464287606		7/22/2010	12/6/2010		2,580	0	2,113	467			0	467
7	ISHARES S&P MIDCAP 400 VALUE	464287705		7/22/2010	12/6/2010		1,240	0	1,088	152			0	152
8	KEELEY SMALL CAP VAL FD CL I #2251	487300808		8/11/2009	7/22/2010		5,110	0	4,580	530			0	530
9	KEELEY SMALL CAP VAL FD CL I #2251	487300808		8/11/2009	12/6/2010		18,425	0	13,629	4,796			0	4,796
10	KEELEY SMALL CAP VAL FD CL I #2251	487300808		4/20/2009	12/6/2010		13,091	0	7,694	5,397			0	5,397
11	MAINSTAY EP US EQUITY-INS #1204	56063J302		12/2/2008	2/22/2010		2,753	0	2,190	563			0	563
12	MAINSTAY EP US EQUITY-INS #1204	56063J302		12/2/2008	7/22/2010		87,564	0	70,673	16,891			0	16,891
13	POWERSHARES DB COMMODITY INDE	73935S105		12/22/2008	11/19/2010		27,508	0	22,627	4,881			0	4,881
14	POWERSHARES DB COMMODITY INDE	73935S105		2/6/2009	11/19/2010		7,327	0	6,002	1,325			0	1,325
15	POWERSHARES DB COMMODITY INDE	73935S105		5/7/2009	11/19/2010		789	0	693	96			0	96
16	POWERSHARES DB COMMODITY INDE	73935S105		8/7/2009	11/19/2010		11,842	0	11,340	502			0	502
17	POWERSHARES DB COMMODITY INDE	73935S105		2/22/2010	11/19/2010		567	0	550	17			0	17
18	POWERSHARES DB COMMODITY INDE	73935S105		7/22/2010	11/19/2010		10,683	0	9,750	933			0	933
19	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863		8/7/2009	7/22/2010		1,507	0	1,444	63			0	63
20	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863		8/7/2009	12/6/2010		1,635	0	1,345	290			0	290
21	AMEX MATERIALS SPDR	81369Y100		2/22/2010	12/6/2010		889	0	776	113			0	113
22	AMEX HEALTH CARE SPDR	81369Y209		2/22/2010	12/6/2010		1,793	0	1,829	-36			0	-36
23	CONSUMER STAPLES SECTOR SPDR	81369Y308		2/22/2010	12/6/2010		489	0	462	27			0	27
24	AMEX CONSUMER DISCR SPDR	81369Y407		7/22/2010	12/6/2010		2,474	0	2,029	445			0	445
25	AMEX ENERGY SELECT SPDR	81369Y506		2/22/2010	12/6/2010		2,975	0	2,556	419			0	419
26	AMEX FINANCIAL SELECT SPDR	81369Y605		2/22/2010	12/6/2010		1,986	0	1,928	58			0	58
27	AMEX INDUSTRIAL SPDR	81369Y704		7/22/2010	12/6/2010		3,267	0	2,801	466			0	466
28	AMEX TECHNOLOGY SELECT SPDR	81369Y803		2/22/2010	12/6/2010		3,352	0	2,958	394			0	394
29	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		5/11/2009	7/22/2010		850	0	775	75			0	75
30	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		8/11/2009	7/22/2010		23,103	0	21,477	1,626			0	1,626
31	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		11/19/2007	7/22/2010		2,500	0	2,251	249			0	249
32	VANGUARD EMERGING MARKETS ETF	922042858		7/22/2008	12/6/2010		860	0	804	56			0	56
33	VANGUARD REIT VIPER	922908553		9/14/2007	7/22/2010		267	0	407	-140			0	-140
34	VANGUARD REIT VIPER	922908553		9/14/2007	7/22/2010		7,659	0	10,705	-3,046			0	-3,046
35	VANGUARD REIT VIPER	922908553		11/15/2007	7/22/2010		2,698	0	3,680	-982			0	-982
36	VANGUARD REIT VIPER	922908553		2/15/2008	7/22/2010		5,829	0	6,933	-1,104			0	-1,104
37	VANGUARD REIT VIPER	922908553		2/15/2008	12/6/2010		2,468	0	2,579	-111			0	-111
38	WF ADV INDEX FUND-ADMIN #88	94975G686		2/10/2009	7/22/2010		2,631	0	1,949	682			0	682
39	WF ADV INDEX FUND-ADMIN #88	94975G686		2/10/2009	7/22/2010		83,863	0	62,449	21,414			0	21,414
40	WF ADV CAP GROWTH FD ADMIN CL #3	949915631		2/10/2009	7/22/2010		2,880	0	2,179	701			0	701
41	WF ADV CAP GROWTH FD ADMIN CL #3	949915631		2/10/2009	7/22/2010		92,219	0	70,374	21,845			0	21,845
42	WELLS FARGO ADV HI INC-INS #3110	949917538		2/12/2006	7/22/2010		1,702	0	1,840	-138			0	-138
43	TAXABLE TOTAL RETURN BOND FUND	991283912		2/15/2006	7/22/2010		27,952	0	24,840	3,112			0	3,112
44	INTERNATIONAL CORE STOCK FUND	994600906		9/20/2002	7/22/2010		9,323	0	5,413	3,910			0	3,910
45	INTERNATIONAL CORE STOCK FUND	994600906		10/15/2002	7/22/2010		9,810	0	5,845	3,965			0	3,965
46	TAXABLE INTERMEDIATE TERM BD FD	999708902		8/7/2009	7/22/2010		7,759	0	7,137	622			0	622
47	TAXABLE INTERMEDIATE TERM BD FD	999708902		2/15/2006	7/22/2010		17,918	0	16,389	1,529			0	1,529
48	LT CG			12/31/2010			0	0	1,339	-1,339			0	-1,339
49	ST CG			12/31/2010			2,697	0	0	2,697			0	2,697
50	POWERSHARE ST			12/31/2010			198	0	0	198			0	198
51	POWERSHARE LT			12/31/2010			909	0	0	909			0	909
52	POWERSHARE ADJ			12/31/2010			0	0	6,994	-6,994			0	-6,994

Part

	0	0	0
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	240
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	240

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

1	Distributable amounts for 2009 that remained undistributed at the beginning of the 2010 tax year	1	48,648
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	48,648

Security Category	Account #	CUSIP	Asset Name	FMV	Units	Fed Cost
Invest - Other	3307230-000	81369Y308	CONSUMER STAPLES SECTOR SPDR TR	21,807	744.0000	19,999
Invest - Other	3307230-000	81369Y605	AMEX FINANCIAL SELECT SPDR	36,143	2266.0000	32,351
Invest - Other	3307230-000	81369Y100	AMEX MATERIALS SPDR	9,026	235.0000	7,329
Invest - Other	3307230-000	81369Y803	AMEX TECHNOLOGY SELECT SPDR	41,009	1628.0000	35,570
Invest - Other	3307230-000	81369Y506	AMEX ENERGY SELECT SPDR	27,164	398.0000	21,179
Invest - Other	3307230-000	999612906	TAXABLE SHORT-TERM BOND FUND	54,109	6606.6574	54,286
Invest - Other	3307230-000	999708902	TAXABLE INTERMEDIATE TERM BD FD	49,709	4990.8499	46,717
Invest - Other	3307230-000	991283912	TAXABLE TOTAL RETURN BOND FUND	49,632	6679.9478	45,182
Invest - Other	3307230-000	81369Y886	AMEX UTILITIES SPDR	3,197	102.0000	3,081
Invest - Other	3307230-000	464287705	ISHARES S&P MIDCAP 400 VALUE	31,705	399.0000	26,915
Invest - Other	3307230-000	464287606	ISHARES S&P MIDCAP 400 GROWTH	40,590	403.0000	32,654
Invest - Other	3307230-000	464287465	ISHARES MSCI EAFE	166,917	2867.0000	131,304
Invest - Other	3307230-000	81369Y704	AMEX INDUSTRIAL SPDR	27,094	777.0000	22,657
Invest - Other	3307230-000	81369Y209	AMEX HEALTH CARE SPDR	24,381	774.0000	22,203
Invest - Other	3307230-000	81369Y407	AMEX CONSUMER DISCR SPDR	20,950	560.0000	17,186
Invest - Other	3307230-000	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	41,684	3391.6790	48,278
Invest - Other	3307230-000	464287242	ISHARES IBOX \$ INV GR CORP BD FD	22,556	208.0000	20,588
Invest - Other	3307230-000	880208400	TEMPLETON GLOBAL BOND FD-ADV #616	25,666	1892.7410	22,269
Invest - Other	3307230-000	922908553	VANGUARD REIT VIPER	84,605	1528.0000	58,796
Invest - Other	3307230-000	922042858	VANGUARD EMERGING MARKETS ETF	73,182	1520.0000	50,799
Invest - Other	3307230-000	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	35,387	909.0000	22,941
Invest - Other	3307230-000	949917538	WELLS FARGO ADV HI INC-INS #3110	48,449	6520.7130	46,388
Invest - Other	3307230-000	487300808	KEELEY SMALL CAP VAL FD CL I #2251	47,798	1903.5340	27,163
Invest - Other	3307230-000	140995127	CAPITAL PARTNERS CORE EQUITY FUND	55,006	5102.6371	47,589
Invest - Other	3307230-000	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	36,748	2238.0000	34,667
Invest - Other	3307230-000	589509108	MERGER FD SH BEN INT #260	22,897	1451.0000	22,824
Invest - Other	3307230-000	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	24,933	2170.0000	24,456
Invest - Other	3307230-000	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	58,534	6267.0000	56,278
				1,180,875	6267.0000	1,001,648
Savings & Temp Inv	3307230-000	VP7000228	WF ADV HERITAGE MM FD-IN STL #3106	31,655	31655.2700	31,655
Savings & Temp Inv	3307230-000	VP7000228	WF ADV HERITAGE MM FD-IN STL #3106	35,067	35066.8100	35,067
				66,722	66,722	66,722