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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** ,

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

Name of foundation **FIELDS, LILLIAN T/U/A** **A Employer identification number** **95-6945334**

Number and street (or P O box number if mail is not delivered to street address) **Wells Fargo Bank N A - 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**

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 1,334,362** **J** Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐
D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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	36,060	36,060		
	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	109,057			
	b Gross sales price for all assets on line 6a	693,586			
	7 Capital gain net income (from Part IV, line 2)		109,057		
	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)	1,435	1,435	0		
12 Total. Add lines 1 through 11	146,552	146,552	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)	1,055	0	0	1,055
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	591	591	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)	13,206	10,033	0	3,173
	24 Total operating and administrative expenses. Add lines 13 through 23	14,852	10,624	0	4,228
	25 Contributions, gifts, grants paid	43,852			43,852
26 Total expenses and disbursements. Add lines 24 and 25	58,704	10,624	0	48,080	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	87,848				
b Net investment income (if negative, enter -0-)		135,928			
c Adjusted net income (if negative, enter -0-)			0		

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

Form **990-PF** (2010)

(HTA)

P 8

Form 990-PF (2010) FIELDS, LILLIAN T/U/A

95-6945334 Page 2

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		1,695	0	
	2	Savings and temporary cash investments		43,184	45,197	45,197
	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)	495,138	0	0	
	c	Investments—corporate bonds (attach schedule)	280,540	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)	279,144	1,172,982	1,289,165		
14	Land, buildings, and equipment basis	0				
	Less accumulated depreciation (attach schedule)	0	0	0	0	
15	Other assets (describe)	0	0	0	0	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,099,701	1,218,179	1,334,362		
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	1,099,701	1,218,179		
	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)	1,099,701	1,218,179			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,099,701	1,218,179			

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	1,099,701
2	Enter amount from Part I, line 27a	2	87,848
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	3	31,989
4	Add lines 1, 2, and 3	4	1,219,538
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	5	1,359
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,218,179

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
b	0	0	0
c	0	0	0
d	0	0	0
e	0	0	0

(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
b	0	0	0
c	0	0	0
d	0	0	0
e	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	109,057
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.

(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	59,088	1,081,073	0.054657
2008	66,543	1,359,185	0.048958
2007	67,119	1,457,828	0.046040
2006	96,942	1,465,141	0.066166
2005	63,514	1,410,211	0.045039

2 Total of line 1, column (d)	2	0.260860
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	0.052172
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,229,876
5 Multiply line 4 by line 3	5	64,165
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,359
7 Add lines 5 and 6	7	65,524
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	48,080

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	2,719
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	2,719
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	2,719
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	2,479	
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 Refunded	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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
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) 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? <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 ►	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	N/A
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)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. PO Box 63954 MAC A0348-012 SAN FRANCIS	Trustee	12,654	0	0
		0	0	0
		0	0	0
		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 ►		0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 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
.....	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	1,205,469
b	Average of monthly cash balances	1b	43,136
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,248,605
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	1,248,605
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	18,729
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,229,876
6	Minimum investment return. Enter 5% of line 5	6	61,494

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	61,494
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,719
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	2,719
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	58,775
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	58,775
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	58,775

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	48,080
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	48,080
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	48,080

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				58,775
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			18,294	
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 ▶ \$ 48,080				
a Applied to 2009, but not more than line 2a			18,294	
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				29,786
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				28,989
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

[illegible]

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			▶ 3a	43,852
b Approved for future payment NONE				
Total			▶ 3b	0

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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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

**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.

John A Sulentic

4/28/2011

VP AND TAX DIRECTOR

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☒ if self-employed

PTIN

Donald J Roman

[Handwritten signature]

4/28/2011

Firm's EIN ▶ 13-4008324

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no 412-355-6000

FIELDS, LILLIAN T/U/A

95-6945334 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

AMERICAN FDN FOR AIDS RESEARCH

Street

120 WALL STREET FL 13

City

NEW YORK

State

NY

Zip Code

10005

Foreign Country

Relationship

NONE

Foundation Status

501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

17,541

Name

AMERICAN RED CROSS

Street

11355 OHIO AVE

City

LOS ANGELES

State

CA

Zip Code

90025

Foreign Country

Relationship

NONE

Foundation Status

501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,385

Name

CITY OF HOPE

Street

1500 E DUARTE RD

City

DUARTE

State

CA

Zip Code

91010

Foreign Country

Relationship

NONE

Foundation Status

501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,385

Name

UNIVERSITY OF CALIFORNIA

Street

P O BOX 60000

City

SAN FRANCISCO

State

CA

Zip Code

94160-3706

Foreign Country

Relationship

NONE

Foundation Status

501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

17,541

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

		Amount		Totals										
				Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss						
Long Term CG Distributions				Securities										
Short Term CG Distributions				Other sales										
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
1	X	CREDIT SUISSE COMM RT ST	22544R305			11/23/2010		12/23/2010	411	404				7
2	X	DIAMOND HILL LONG-SHORT	25264S933			5/4/2010		7/22/2010	645	672				-27
3	X	HUSSMAN STRATEGIC GROV	448108100			2/7/2008		4/30/2010	6,007	7,265				-1,258
4	X	HUSSMAN STRATEGIC GROV	448108100			2/7/2008		7/22/2010	3,236	3,751				-515
5	X	HUSSMAN STRATEGIC GROV	448108100			2/19/2008		7/22/2010	1,640	1,911				-271
6	X	SHARES TR MSCI EMERGING	464287234			12/18/2009		4/30/2010	6,545	6,214				331
7	X	SHARES IBOXX \$ INV GR CO	464287242			2/6/2009		7/22/2010	2,079	1,865				214
8	X	SHARES MSCI EAFE	464287465			2/6/2009		7/22/2010	2,123	1,692				431
9	X	SHARES MSCI EAFE	464287465			5/7/2009		7/22/2010	2,730	2,440				290
10	X	SHARES TR S & P MIDCAP 40	464287507			2/6/2009		4/30/2010	12,735	7,959				4,776
11	X	SHARES S&P MIDCAP 400 GR	464287606			12/31/2009		12/23/2010	1,113	864				249
12	X	SHARES TR RUSSELL 1000 IN	464287622			12/18/2009		4/30/2010	85,166	77,528				7,638
13	X	SHARES S&P MIDCAP 400 VA	464287705			12/31/2009		12/23/2010	637	534				103
14	X	SHARES TR DOW JONES U.S.	464287739			12/18/2009		4/30/2010	78,395	65,315				13,080
15	X	KEELEY SMALL CAP VAL FD	487300808			4/20/2009		4/30/2010	9,494	6,008				3,486
16	X	KEELEY SMALL CAP VAL FD	487300808			4/20/2009		12/23/2010	982	556				426
17	X	KEELEY SMALL CAP VAL FD	487300808			8/11/2009		12/23/2010	13,172	9,376				3,796
18	X	MIDCAP CORE STOCK FUND	4U0040444			10/31/2005		2/22/2010	22,100	23,264				-1,164
19	X	MIDCAP CORE STOCK FUND	4U0040444			9/14/2007		2/22/2010	1,110	1,011				99
20	X	MIDCAP CORE STOCK FUND	4U0040444			2/15/2008		2/22/2010	5,674	4,243				1,431
21	X	MAINSTAY EP US EQUITY-INS	56063J302			12/2/2008		4/30/2010	73,960	54,650				19,310
22	X	MAINSTAY EP US EQUITY-INS	56063J302			2/10/2009		4/30/2010	23,797	18,252				5,545
23	X	MERGER FD SH BEN INT #266	589509108			5/4/2010		7/22/2010	1,287	1,287				0
24	X	POWERSHARES DB COMMOD	73935S105			2/6/2009		11/19/2010	7,056	5,779				1,277
25	X	POWERSHARES DB COMMOD	73935S105			4/29/2009		11/19/2010	27,212	21,887				5,325
26	X	POWERSHARES DB COMMOD	73935S105			5/7/2009		11/19/2010	938	823				115
27	X	POWERSHARES DB COMMOD	73935S105			8/7/2009		11/19/2010	12,015	11,505				510
28	X	POWERSHARES DB COMMOD	73935S105			4/30/2010		11/19/2010	10,115	10,005				110
29	X	POWERSHARES DB COMMOD	73935S105			7/22/2010		11/19/2010	1,530	1,396				134
30	X	SPDR DJ WILSHIRE INTERNA	78463X863			2/6/2009		7/22/2010	754	537				217
31	X	SPDR DJ WILSHIRE INTERNA	78463X863			2/6/2009		12/23/2010	228	146				82
32	X	AMEX MATERIALS SPDR	81369Y100			4/30/2010		12/23/2010	419	383				36
33	X	AMEX HEALTH CARE SPDR	81369Y209			4/30/2010		7/22/2010	342	376				-34
34	X	AMEX HEALTH CARE SPDR	81369Y209			4/30/2010		12/23/2010	791	784				7
35	X	CONSUMER STAPLES SECTO	81369Y308			4/30/2010		7/22/2010	241	251				-10
36	X	CONSUMER STAPLES SECTO	81369Y308			4/30/2010		12/23/2010	205	195				10
37	X	AMEX CONSUMER DISCR SPI	81369Y407			4/30/2010		12/23/2010	1,089	1,032				57
38	X	AMEX ENERGY SELECT SPDR	81369Y506			4/30/2010		12/23/2010	1,346	1,210				136
39	X	AMEX FINANCIAL SELECT SP	81369Y605			4/30/2010		12/23/2010	1,092	1,141				-49
40	X	AMEX INDUSTRIAL SPDR	81369Y704			4/30/2010		12/23/2010	1,529	1,469				60
41	X	AMEX TECHNOLOGY SELECT	81369Y803			4/30/2010		12/23/2010	1,484	1,405				79
42	X	AMEX UTILITIES SPDR	81369Y886			4/30/2010		12/23/2010	63	61				2
43	X	TEMPLETON GLOBAL BOND F	880208400			11/19/2007		4/30/2010	529	459				70
44	X	TEMPLETON GLOBAL BOND F	880208400			11/19/2007		7/22/2010	25,604	23,057				2,547
45	X	VANGUARD REIT VIPER	922908553			2/6/2009		12/23/2010	825	448				377
46	X	WF ADV INDEX FUND-ADMIN	94975G686			2/10/2009		4/30/2010	7,230	4,986				2,244
47	X	WF ADV CAP GROWTH FD AD	949915631			2/10/2009		4/30/2010	104,103	73,239				30,864
48	X	WF ADV CAP GROWTH FD AD	949915631			5/1/2009		4/30/2010	225	168				57
49	X	WELLS FARGO ADV HI INC-IN	949917538			2/21/2006		7/22/2010	2,398	2,595				-197
50	X	TAXABLE TOTAL RETURN BO	991283912			10/20/2006		4/30/2010	18,684	16,964				1,720

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	Acquisition Method	Date Sold	Totals				Net Gain or Loss
									Gross Sales		Cost, Other Basis and Expenses		
									Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	
Long Term CG Distributions									693,586		584,529		109,057
Short Term CG Distributions									0		0		0
51	X	TAXABLE TOTAL RETURN BO	991283912			10/20/2006		7/22/2010	8,288	7,420		868	
52	X	INTERNATIONAL CORE STOC	994600906			5/15/2003		2/22/2010	7,065	5,312		1,753	
53	X	INTERNATIONAL CORE STOC	994600906			6/20/2003		2/22/2010	9,001	7,234		1,767	
54	X	INTERNATIONAL CORE STOC	994600906			7/15/2005		2/22/2010	26,524	23,176		3,348	
55	X	INTERNATIONAL CORE STOC	994600906			2/15/2006		2/22/2010	9,123	8,407		716	
56	X	INTERNATIONAL CORE STOC	994600906			4/20/2007		2/22/2010	8,958	9,820		-862	
57	X	INTERNATIONAL CORE STOC	994600906			9/14/2007		2/22/2010	1,846	1,782		64	
58	X	INTERNATIONAL CORE STOC	994600906			2/15/2008		2/22/2010	5,420	4,278		1,142	
59	X	TAXABLE INTERMEDIATE TER	999708902			10/20/2006		4/30/2010	16,794	15,668		1,126	
60	X	TAXABLE INTERMEDIATE TER	999708902		X	10/20/2006		7/22/2010	8,034	7,414		620	
61	X	SECTION 1256 LOSS								228		-228	
62	X	STL FROM POWERSHARES								13		-13	
63	X	SHORT TERM CTF GAIN							8,853			8,853	
64	X	LTG FROM POWERSHARES							569			569	
65	X	LONG TERM CTF LOSS								8,036		-8,036	
66	X	FINAL YEAR K-1 ADJUSTMEN								6,379		-6,379	

Line 11 (990-PF) - Other Income

		1,435	1,435	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	PARTNERSHIP INCOME	1,435	1,435	
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 16b (990-PF) - Accounting Fees

		1,055	0	0	1,055
	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	1,055			1,055
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		591	591	591	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	591	591			
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	12,654	9,491		3,163
3	ADR FEES				
4	STATE AG FEES	10			10
5	Partnership Expense	542	542		
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	PRIOR YEAR		279,144	1,172,982	1,289,165
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	21,645
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	2,899
3	UNDISTRIBUTED CTF CAPITAL GAIN	3	2,133
4	PARTNERSHIP INCOME ADJUSTMENT	4	5,099
5	FEDERAL EXCISE TAX REFUND	5	213
6	Total	6	31,989

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

1	COST BASIS ADJUSTMENT	1	23
2	MUTUAL FUND & CTF INCOME SUBTRACTION	2	1,050
3	PY RETURN OF CAPITAL ADJUSTMENT	3	286
4	Total	4	1,359

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

Amount																		
Long Term CG Distributions																		
Short Term CG Distributions																		
260																		
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals	693,560	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	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses	109,031	0	109,031
1	CREDIT SUISSE COMM RT ST-CO #215622544R305			11/23/2010	12/23/2010		411	0	404	7				0	7			109,031
2	DIAMOND HILL LONG-SHORT FD CL I #1252645S833			5/4/2010	7/22/2010		645	0	672	-27				0	-27			-27
3	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/7/2008	4/30/2010		6,007	0	7,265	-1,258				0	-1,258			-1,258
4	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/7/2008	7/22/2010		3,236	0	3,751	-515				0	-515			-515
5	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/19/2008	7/22/2010		1,640	0	1,911	-271				0	-271			-271
6	ISHARES TR MSCI EMERGING MARKET	464287234		12/18/2009	4/30/2010		6,545	0	6,214	331				0	331			331
7	ISHARES IBOX \$ INV GR CORP BD FD	464287242		2/6/2009	7/22/2010		2,079	0	1,865	214				0	214			214
8	ISHARES MSCI EAFE	464287465		2/6/2009	7/22/2010		2,123	0	1,692	431				0	431			431
9	ISHARES MSCI EAFE	464287465		5/7/2009	7/22/2010		2,730	0	2,440	290				0	290			290
10	ISHARES TR S & P MIDCAP 400 ID FD	464287507		2/6/2009	4/30/2010		12,735	0	7,959	4,776				0	4,776			4,776
11	ISHARES S&P MIDCAP 400 GROWTH	464287606		12/31/2009	12/23/2010		1,113	0	864	249				0	249			249
12	ISHARES TR RUSSELL 1000 INDEX	464287622		12/18/2009	4/30/2010		85,166	0	77,528	7,638				0	7,638			7,638
13	ISHARES S&P MIDCAP 400 VALUE	464287705		12/31/2009	12/23/2010		637	0	534	103				0	103			103
14	ISHARES TR DOW JONES U S REAL ES	464287739		12/18/2009	4/30/2010		78,395	0	65,315	13,080				0	13,080			13,080
15	KEELEY SMALL CAP VAL FD CL I #2251	487300808		4/20/2009	4/30/2010		9,494	0	6,008	3,486				0	3,486			3,486
16	KEELEY SMALL CAP VAL FD CL I #2251	487300808		4/20/2009	12/23/2010		982	0	556	426				0	426			426
17	KEELEY SMALL CAP VAL FD CL I #2251	487300808		8/11/2009	12/23/2010		13,172	0	9,376	3,796				0	3,796			3,796
18	MIDCAP CORE STOCK FUND	4U0040444		10/31/2005	2/22/2010		22,100	0	23,264	-1,164				0	-1,164			-1,164
19	MIDCAP CORE STOCK FUND	4U0040444		9/14/2007	2/22/2010		1,110	0	1,011	99				0	99			99
20	MIDCAP CORE STOCK FUND	4U0040444		2/15/2008	2/22/2010		5,674	0	4,243	1,431				0	1,431			1,431
21	MAINSTAY EP US EQUITY-INS #1204	56063J302		12/2/2008	4/30/2010		73,960	0	54,650	19,310				0	19,310			19,310
22	MAINSTAY EP US EQUITY-INS #1204	56063J302		2/10/2009	4/30/2010		23,797	0	18,252	5,545				0	5,545			5,545
23	MERGER FD SH BEN INT #280	598509108		5/4/2010	7/22/2010		1,287	0	1,287	0				0	0			0
24	POWERSHARES DB COMMODITY INDEX 73935S105			2/6/2009	1/19/2010		7,056	0	5,779	1,277				0	1,277			1,277
25	POWERSHARES DB COMMODITY INDEX 73935S105			4/29/2009	1/19/2010		27,212	0	21,887	5,325				0	5,325			5,325
26	POWERSHARES DB COMMODITY INDEX 73935S105			5/7/2009	1/19/2010		938	0	823	115				0	115			115
27	POWERSHARES DB COMMODITY INDEX 73935S105			8/7/2009	1/19/2010		12,015	0	11,505	510				0	510			510
28	POWERSHARES DB COMMODITY INDEX 73935S105			4/30/2010	1/19/2010		10,115	0	10,005	110				0	110			110
29	POWERSHARES DB COMMODITY INDEX 73935S105			7/22/2010	1/19/2010		1,530	0	1,396	134				0	134			134
30	SPDR DJ WILSHIRE INTERNATIONAL RE 78463X863			2/6/2009	7/22/2010		754	0	537	217				0	217			217
31	SPDR DJ WILSHIRE INTERNATIONAL RE 78463X863			2/6/2009	12/23/2010		228	0	146	82				0	82			82
32	AMEX MATERIALS SPDR	81369Y100		4/30/2010	12/23/2010		419	0	383	36				0	36			36
33	AMEX HEALTH CARE SPDR	81369Y209		4/30/2010	7/22/2010		342	0	376	-34				0	-34			-34
34	AMEX HEALTH CARE SPDR	81369Y209		4/30/2010	12/23/2010		791	0	784	7				0	7			7
35	CONSUMER STAPLES SECTOR SPDR	81369Y308		4/30/2010	7/22/2010		241	0	251	-10				0	-10			-10
36	CONSUMER STAPLES SECTOR SPDR	81369Y308		4/30/2010	12/23/2010		205	0	195	10				0	10			10
37	AMEX CONSUMER DISCR SPDR	81369Y407		4/30/2010	12/23/2010		1,089	0	1,032	57				0	57			57
38	AMEX ENERGY SELECT SPDR	81369Y506		4/30/2010	12/23/2010		1,346	0	1,210	136				0	136			136
39	AMEX FINANCIAL SELECT SPDR	81369Y605		4/30/2010	12/23/2010		1,092	0	1,141	-49				0	-49			-49
40	AMEX INDUSTRIAL SPDR	81369Y704		4/30/2010	12/23/2010		1,529	0	1,469	60				0	60			60
41	AMEX TECHNOLOGY SELECT SPDR	81369Y803		4/30/2010	12/23/2010		1,484	0	1,405	79				0	79			79
42	AMEX UTILITIES SPDR	81369Y886		4/30/2010	12/23/2010		63	0	61	2				0	2			2
43	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		11/19/2007	4/30/2010		529	0	459	70				0	70			70
44	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		11/19/2007	7/22/2010		25,604	0	23,057	2,547				0	2,547			2,547
45	VANGUARD REIT VIPER	922908553		2/6/2009	12/23/2010		825	0	448	377				0	377			377
46	WF ADV INDEX FUND-ADMIN #88	94975G686		2/10/2009	4/30/2010		7,230	0	4,986	2,244				0	2,244			2,244
47	WF ADV CAP GROWTH FD ADMIN CL #3	949915631		2/10/2009	4/30/2010		104,103	0	73,239	30,864				0	30,864			30,864
48	WF ADV CAP GROWTH FD ADMIN CL #3	949915631		5/11/2009	4/30/2010		225	0	168	57				0	57			57
49	WELLS FARGO ADV HI INC-INS #3110	949917538		2/21/2006	7/22/2010		2,398	0	2,595	-197				0	-197			-197
50	TAXABLE TOTAL RETURN BOND FUND	991283912		10/20/2006	4/30/2010		18,684	0	16,964	1,720				0	1,720			1,720
51	TAXABLE TOTAL RETURN BOND FUND	991283912		5/15/2003	7/22/2010		8,268	0	7,420	868				0	868			868
52	INTERNATIONAL CORE STOCK FUND	994600906		6/20/2003	2/22/2010		7,065	0	5,312	1,753				0	1,753			1,753
53	INTERNATIONAL CORE STOCK FUND	994600906		6/20/2003	2/22/2010		9,001	0	7,234	1,767				0	1,767			1,767
54	INTERNATIONAL CORE STOCK FUND	994600906		7/15/2005	2/22/2010		26,524	0	23,176	3,348				0	3,348			3,348
55	INTERNATIONAL CORE STOCK FUND	994600906		2/15/2006	2/22/2010		9,123	0	8,407	716				0	716			716
56	INTERNATIONAL CORE STOCK FUND	994600906		4/20/2007	2/22/2010		8,958	0	9,820	-862				0	-862			-862
57	INTERNATIONAL CORE STOCK FUND	994600906		9/14/2007	2/22/2010		1,846	0	1,782	64				0	64			64

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

	Kind(s) of Property Sold	CUSTIP #	How Acquired	Date Acquired	Date Sold	Totals		Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV 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
						Long Term CG Distributions	Short Term CG Distributions								
						Amount	26								
						0	0								
58	INTERNATIONAL CORE STOCK FUND	994600906		2/15/2008	2/22/2010			5,420	0	4,278	1,142				1,142
59	TAXABLE INTERMEDIATE TERM BD FD	999708902		10/20/2006	4/30/2010			16,794	0	15,668	1,126				1,126
60	TAXABLE INTERMEDIATE TERM BD FD	999708902		10/20/2006	7/22/2010			8,034	0	7,414	620				620
61	SECTION 1256 LOSS							0	0	228	-228				-228
62	STL FROM POWERSHARES							0	0	13	-13				-13
63	SHORT TERM CTF GAIN							8,853	0	0	8,853				8,853
64	LTG FROM POWERSHARES							569	0	0	569				569
65	LONG TERM CTF LOSS							0	0	8,036	-8,036				-8,036
66	FINAL YEAR K-1 ADJUSTMENT							0	0	6,379	-6,379				-6,379

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

1

4/28/2011 10:42.25 AM - 2114099-000 - 627 - WC1 - FIELDS, LILLIAN T-U-A

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	18,294
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	18,294

FIELDS, LILLIAN T/U/A

EIN: 95-6945334

12/31/2010

Security Description	Security Category	Account #	CUSIP	Asset Name	FMV	Fed Cost
Bank CTFs	Invest - Other	2114099-000	999612906	TAXABLE SHORT-TERM BOND FUND	54,246	54,516
Bank CTFs	Invest - Other	2114099-000	999708902	TAXABLE INTERMEDIATE TERM BD FD	49,839	47,367
Bank CTFs	Invest - Other	2114099-000	991283912	TAXABLE TOTAL RETURN BOND FUND	49,755	45,836
Mutual Fund	Invest - Other	2114099-000	464287804	ISHARES TR SMALLCAP 600 INDEX FD	5,135	4,199
Mutual Fund	Invest - Other	2114099-000	464287705	ISHARES S&P MIDCAP 400 VALUE	32,420	27,772
Mutual Fund	Invest - Other	2114099-000	464287606	ISHARES S&P MIDCAP 400 GROWTH	42,202	33,387
Mutual Fund	Invest - Other	2114099-000	464287465	ISHARES MSCI EAFE	167,383	156,340
Market Index	Invest - Other	2114099-000	961997061	WF MS 100 TEI FUND I, LLC	69,313	70,000
Mutual Fund	Invest - Other	2114099-000	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	41,801	48,641
Mutual Fund	Invest - Other	2114099-000	464287242	ISHARES IBOXX \$ INV GR CORP BD FD	22,664	20,844
Mutual Fund	Invest - Other	2114099-000	880208400	TEMPLETON GLOBAL BOND FD-ADV #616	25,730	23,014
Mutual Fund	Invest - Other	2114099-000	922908553	VANGUARD REIT VIPER	86,488	67,403
Mutual Fund	Invest - Other	2114099-000	922042858	VANGUARD EMERGING MARKETS ETF	74,241	49,211
Mutual Fund	Invest - Other	2114099-000	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	36,867	31,562
Mutual Fund	Invest - Other	2114099-000	949917538	WELLS FARGO ADV HI INC-INS #3110	48,568	46,608
Mutual Fund	Invest - Other	2114099-000	487300808	KEELEY SMALL CAP VAL FD CL I #2251	61,139	43,730
Bank CTFs	Invest - Other	2114099-000	140995127	CAPITAL PARTNERS CORE EQUITY FUND	54,871	51,113
Mutual Fund	Invest - Other	2114099-000	81369Y605	AMEX FINANCIAL SELECT SPDR	37,227	37,761
Mutual Fund	Invest - Other	2114099-000	81369Y100	AMEX MATERIALS SPDR	9,449	8,557
Mutual Fund	Invest - Other	2114099-000	81369Y506	AMEX ENERGY SELECT SPDR	28,938	25,415
Mutual Fund	Invest - Other	2114099-000	81369Y704	AMEX INDUSTRIAL SPDR	28,977	27,284
Mutual Fund	Invest - Other	2114099-000	81369Y308	CONSUMER STAPLES SECTOR SPDR TR	22,158	21,100
Mutual Fund	Invest - Other	2114099-000	81369Y886	AMEX UTILITIES SPDR	3,228	3,132
Mutual Fund	Invest - Other	2114099-000	81369Y209	AMEX HEALTH CARE SPDR	25,484	25,373
Mutual Fund	Invest - Other	2114099-000	81369Y407	AMEX CONSUMER DISCR SPDR	22,371	20,740
Mutual Fund	Invest - Other	2114099-000	81369Y803	AMEX TECHNOLOGY SELECT SPDR	43,025	40,335
Mutual Fund	Invest - Other	2114099-000	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	36,846	35,882
Mutual Fund	Invest - Other	2114099-000	589509108	MERGER FD SH BEN INT #260	22,960	22,844
Mutual Fund	Invest - Other	2114099-000	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	24,991	24,512
Mutual Fund	Invest - Other	2114099-000	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	60,850	58,505
Money Market Fund	Savings & Temp Inv	2114099-000	VP7000046	WF ADV CASH INVT MM FD-INSTL #451	36,793	36,793
Money Market Fund	Savings & Temp Inv	2114099-000	VP7000046	WF ADV CASH INVT MM FD-INSTL #451	7,475	7,475

Cash	2114099-000	929	929
Invest - Other		1,289,165	1,172,982
Savings & Temp Inv		44,268	44,268
Cash		929	929
TOTAL		1,334,362	1,218,180