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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

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning 2/1/2010, and ending 1/31/2011

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 RALPH L & FLORENCE R BURGESS 0101640300 | | A Employer identification number 74-2383505 |
| Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A Trust Tax Dept - PO Box 53456 MAC S4101-22G | Room/suite | B Telephone number (see page 10 of the instructions) (888) 730-4933 |
| City or town, state, and ZIP code Phoenix AZ 85072-3456 | | 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) ▶ \$ 2,935,497 | | 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) _____ | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| | 2 Check <input 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 | 94,738 | 93,550 | | |
| | 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 | 66,165 | | | |
| | b Gross sales price for all assets on line 6a | 249,313 | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 66,165 | | |
| | 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 | 160,903 | 159,715 | 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) | 1,307 | 0 | 0 | 1,307 |
| | c Other professional fees (attach schedule) | 0 | 0 | 0 | 0 |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see page 14 of the instructions) | 450 | 291 | 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) | 30,251 | 22,759 | 0 | 7,492 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 32,008 | 23,050 | 0 | 8,799 |
| | 25 Contributions, gifts, grants paid | 124,690 | | | 124,690 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 156,698 | 23,050 | 0 | 133,489 | |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | 4,205 | | | | |
| b Net investment income (if negative, enter -0-) | | 136,665 | | | |
| c Adjusted net income (if negative, enter -0-) | | | 0 | | |

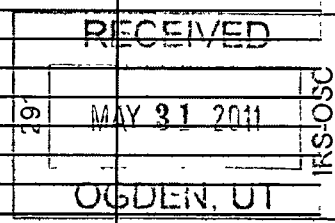
For Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2010)

(HTA)

ENVELOPE POSTMARK DATE MAY 27 2011

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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 | | 0 | |
| | 2 | Savings and temporary cash investments | 64,825 | 25,648 | 25,648 |
| | 3 | Accounts receivable | 0 | | |
| | | Less allowance for doubtful accounts | 0 | 0 | 0 |
| | 4 | Pledges receivable | 0 | | |
| | | Less allowance for doubtful accounts | 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 |
| | 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) | 789,176 | 640,974 | 996,043 |
| | c | Investments—corporate bonds (attach schedule) | 1,447,275 | 1,491,937 | 1,566,637 |
| | 11 | Investments—land, buildings, and equipment basis | 0 | | |
| | Less accumulated depreciation (attach schedule) | 0 | 0 | 0 | |
| 12 | Investments—mortgage loans | | | | |
| 13 | Investments—other (attach schedule) | 194,574 | 332,060 | 347,169 | |
| 14 | Land, buildings, and equipment basis | 0 | | | |
| | Less accumulated depreciation (attach schedule) | 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) | 2,495,850 | 2,490,619 | 2,935,497 | |
| 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 | 2,495,850 | 2,490,619 | |
| | 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) | 2,495,850 | 2,490,619 | | |
| 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 2,495,850 | 2,490,619 | | |

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 | 2,495,850 |
| 2 | Enter amount from Part I, line 27a | 2 | 4,205 |
| 3 | Other increases not included in line 2 (itemize) See Attached Statement | 3 | 1,533 |
| 4 | Add lines 1, 2, and 3 | 4 | 2,501,588 |
| 5 | Decreases not included in line 2 (itemize) See Attached Statement | 5 | 10,969 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 2,490,619 |

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) | |
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | | |
| 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 | 66,165 |
| 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 | 144,478 | 2,655,883 | 0.054399 |
| 2008 | 151,995 | 2,941,823 | 0.051667 |
| 2007 | 171,597 | 3,335,572 | 0.051445 |
| 2006 | 161,986 | 3,261,765 | 0.049662 |
| 2005 | 148,384 | 3,271,349 | 0.045359 |

| | | |
|--|----------|-----------|
| 2 Total of line 1, column (d) | 2 | 0.252532 |
| 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 | 0.050506 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | 4 | 2,841,207 |
| 5 Multiply line 4 by line 3 | 5 | 143,498 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 1,367 |
| 7 Add lines 5 and 6 | 7 | 144,865 |
| 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 | 133,489 |

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 | 2,733 |
| 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 | 2,733 |
| 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 | 2,733 |
| 6 Credits/Payments | | | |
| a 2010 estimated tax payments and 2009 overpayment credited to 2010 | 6a | 903 | |
| 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 | 903 |
| 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 | 1,830 |
| 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"/> 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"/> CO | | |
| 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? Website address ▶ N/A | 13 | X | |
| 14 | The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ PO Box 53456 MAC S4101-22G Phoenix AZ ZIP+4 ▶ 85072-3456 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A | | | |
| 16 | At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶ | 16 | Yes | No |
| | | | | X |

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

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

| | | Yes | No |
|-----|--|-----|-----|
| 1a | During the year did the foundation (either directly or indirectly) | | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 | 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)? 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 53456 MAC S4101-22G PHOENIX AZ | Trustee | 29,968 | 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 | 2,819,778 |
| b | Average of monthly cash balances | 1b | 64,696 |
| c | Fair market value of all other assets (see page 25 of the instructions) | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 2,884,474 |
| 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 | 2,884,474 |
| 4 | Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 43,267 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 2,841,207 |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 142,060 |

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 | 142,060 |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 2a | 2,733 | |
| b | Income tax for 2010 (This does not include the tax from Part VI) | 2b | 0 | |
| c | Add lines 2a and 2b | 2c | 2,733 | |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 139,327 | |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | | |
| 5 | Add lines 3 and 4 | 5 | 139,327 | |
| 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 | 139,327 | |

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 | 133,489 |
| 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 | 133,489 |
| 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 | 133,489 |

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 | | | | 139,327 |
| 2 Undistributed income, if any, as of the end of 2010 | | | | |
| a Enter amount for 2009 only | | | 123,539 | |
| 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 ▶ \$ 133,489 | | | | |
| a Applied to 2009, but not more than line 2a | | | 123,539 | |
| 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 | | | | 9,950 |
| 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 | | | | 129,377 |
| 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)

| | Tax year | | | | (e) Total |
|--|----------|----------|----------|----------|-----------|
| | (a) 2010 | (b) 2009 | (c) 2008 | (d) 2007 | |
| 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 | 0 | | | | 0 |
| b 85% of line 2a | 0 | 0 | 0 | 0 | 0 |
| c Qualifying distributions from Part XII, line 4 for each year listed | 0 | | | | 0 |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | 0 |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | 0 | 0 | 0 | 0 | 0 |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test—enter | | | | | |
| (1) Value of all assets | | | | | 0 |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | 0 |
| b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | 0 | | | | 0 |
| 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) | | | | | 0 |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | 0 |
| (3) Largest amount of support from an exempt organization | | | | | 0 |
| (4) Gross investment income | | | | | 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 | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|---------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> See Attached Statement | | | | |
| Total | | | ▶ 3a | 124,690 |
| b <i>Approved for future payment</i> NONE | | | | |
| Total | | | ▶ 3b | 0 |

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 | | Cost, Other Basis and Expenses | | Net Gain or Loss |
|-------|-------------------------------|-----------------------------|------------|-----------|--------------------------------------|---------------|--------------------|------------|---------------------|---------------------|--------------------------------|--|------------------|
| | | | | | | | | | Gross Sales Price | Cost or Other Basis | Valuation Method | Expense of Sale and Cost of Improvements | |
| | | Long Term CG Distributions | Amount 167 | | | | | | Gross Sales 249,313 | | | Net Gain or Loss 66,165 | |
| | | Short Term CG Distributions | Amount 0 | | | | | | Other sales 0 | | | Net Gain or Loss 0 | |
| 1 | X | BP PLC - ADR | 055622104 | | | 10/11/2002 | | 4/30/2010 | 36,540 | 27,872 | | 8,668 | |
| 2 | X | BECTION DICKINSON & CO | 075887108 | | | 2/28/2008 | | 4/30/2010 | 27,565 | 33,078 | | -5,513 | |
| 3 | X | CISCO SYSTEMS INC | 17279R102 | | | 2/4/1998 | | 6/22/2010 | 27,936 | 12,925 | | 15,011 | |
| 4 | X | EXXON MOBIL CORPORATION | 30231G102 | | | 7/26/1996 | | 5/25/2010 | 11,748 | 4,166 | | 7,582 | |
| 5 | X | FRONTIER COMMUNICATION | 35908A108 | | | 7/31/2002 | | 7/21/2010 | 0 | 0 | | 0 | |
| 6 | X | ISHARES MSCI EAFE | 464287465 | | | 9/30/2009 | | 12/17/2010 | 10,076 | 9,614 | | 462 | |
| 7 | X | ISHARES RUSSELL MIDCAP V | 464287473 | | | 1/25/2010 | | 6/22/2010 | 4,955 | 4,628 | | 327 | |
| 8 | X | ISHARES TR RUSSELL MIDCA | 464287481 | | | 9/30/2009 | | 6/22/2010 | 4,982 | 4,481 | | 501 | |
| 9 | X | PFIZER INC | 717081103 | | | 1/29/2001 | | 6/22/2010 | 12,032 | 34,656 | | -22,624 | |
| 10 | X | TARGET CORP | 87612E106 | | | 1/30/2001 | | 5/25/2010 | 9,403 | 6,444 | | 2,959 | |
| 11 | X | TWEEDY BROWNE FD GLOBA | 901165100 | | | 6/2/2003 | | 12/17/2010 | 23,870 | 16,252 | | 7,618 | |
| 12 | X | UNITED TECHNOLOGIES COR | 913017108 | | | 2/10/2004 | | 5/25/2010 | 6,528 | 4,751 | | 1,777 | |
| 13 | X | UNITED TECHNOLOGIES COR | 913017109 | | | 8/31/2001 | | 5/25/2010 | 8,160 | 4,278 | | 3,882 | |
| 14 | X | VANGUARD TOTAL INTL STOCK | 921809602 | | | 6/26/2008 | | 6/22/2010 | 15,173 | 20,000 | | -4,827 | |
| 15 | X | CTF SHORT TERM | | | | 2/1/2010 | | 1/31/2011 | 33,735 | 0 | | 33,735 | |
| 16 | X | CTF LONG TERM | | | | 2/1/2008 | | 1/31/2011 | 12,537 | 0 | | 12,537 | |
| 17 | X | POWERSHARES DB COMMOD | | | | 2/1/2010 | | 1/31/2011 | 0 | 3 | | -3 | |
| 18 | X | POWERSHARES DB COMMOD | | | | 2/1/2008 | | 1/31/2011 | 359 | 0 | | 359 | |
| 19 | X | POWERSHARES DB COMMOD | | | | 2/1/2008 | | 1/31/2011 | 3,547 | 0 | | 3,547 | |

Line 16b (990-PF) - Accounting Fees

| | | 1,307 | 0 | 0 | 0 | 1,307 |
|----|--|--------------------------------|-----------------------|---------------------|---|-------|
| | 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 | 1,307 | | | 1,307 | |
| 2 | | | | | | |
| 3 | | | | | | |
| 4 | | | | | | |
| 5 | | | | | | |
| 6 | | | | | | |
| 7 | | | | | | |
| 8 | | | | | | |
| 9 | | | | | | |
| 10 | | | | | | |

Line 18 (990-PF) - Taxes

| | | 450 | 291 | 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 | 159 | | | |
| 3 | FOREIGN TAX WITHHELD | 291 | 291 | | |
| 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 |
|----|-------------------------------------|--------------------------------|-----------------------|---------------------|---------------------------------------|
| | | 30,251 | 22,759 | 0 | 7,492 |
| 1 | Amortization See attached statement | 0 | 0 | 0 | 0 |
| 2 | TRUSTEE FEES | 29,968 | 22,476 | | 7,492 |
| 3 | ADR FEES | 21 | 21 | | |
| 4 | PARTNERSHIP EXPENSES | 262 | 262 | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |

Part II, Line 10b (990-PF) - Investments - Corporate Stock

| | | 789,176 | 640,974 | 1,026,553 | 996,043 |
|----|-----------------|-------------|-------------|-------------|-------------|
| | | Book Value | Book Value | FMV | FMV |
| | | End of Year | End of Year | End of Year | End of Year |
| | | 789,176 | 640,974 | 1,026,553 | 996,043 |
| | | Book Value | Book Value | FMV | FMV |
| | | End of Year | End of Year | End of Year | End of Year |
| | | 789,176 | 640,974 | 1,026,553 | 996,043 |
| 1 | CORPORATE STOCK | | | | |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 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 | OTHER INVESTMENTS | | 194,574 | 332,060 | 347,169 |
| 2 | | | | | |
| 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 | COST BASIS ADJ | 1 | 436 |
| 2 | FEDERAL EXCISE TAX REFUND | 2 | 1,097 |
| 3 | Total | 3 | 1,533 |

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

| | | | |
|---|--------------------------------|---|--------|
| 1 | CTF BOOK TO TAX DIFFERENCE | 1 | 2,047 |
| 2 | UNDISTRIBUTED CTF CAPITAL LOSS | 2 | 1,611 |
| 3 | PARTNERSHIP INCOME ADJ | 3 | 3,675 |
| 4 | PY RETURN OF CAPITAL | 4 | 3,636 |
| 5 | Total | 5 | 10,969 |

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

| | 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 | 183,148 | 65,998 | FMV 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 | 65,998 | |
|----|----------------------------------|-----------|--------------|---------------|------------|----------------------------|-----------------------------|-------------------|----------------------|--|---------|--------|--------------------|-------------------------------|------------------------------|---|---|--------|--|
| | | | | | | Long Term CG Distributions | Short Term CG Distributions | | | | | | | | | | | | |
| | | | | | | | 167 | | | | | | | | | | | | |
| | | | | | | | 0 | | | | | | | | | | | | |
| 1 | BP PLC - ADR | 055622104 | | 10/11/2002 | 4/30/2010 | | | 36,540 | 0 | 27,872 | 8,668 | 0 | 8,668 | 0 | 0 | 0 | 8,668 | | |
| 2 | BECTON DICKINSON & CO | 075887109 | | 2/28/2008 | 4/30/2010 | | | 27,565 | 0 | 33,078 | -5,513 | 0 | -5,513 | 0 | 0 | 0 | -5,513 | | |
| 3 | CISCO SYSTEMS INC | 17275R102 | | 2/4/1998 | 6/22/2010 | | | 27,936 | 0 | 12,925 | 15,011 | 0 | 15,011 | 0 | 0 | 0 | 15,011 | | |
| 4 | EXXON MOBIL CORPORATION | 30231G102 | | 7/26/1996 | 5/25/2010 | | | 11,748 | 0 | 4,166 | 7,582 | 0 | 7,582 | 0 | 0 | 0 | 7,582 | | |
| 5 | FRONTIER COMMUNICATIONS CORP | 35906A108 | | 7/31/2002 | 7/21/2010 | | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| 6 | ISHARES MSCI EAFE | 464287465 | | 9/30/2009 | 12/17/2010 | | | 10,076 | 0 | 9,614 | 462 | 0 | 462 | 0 | 0 | 0 | 462 | | |
| 7 | ISHARES RUSSELL MIDCAP VALUE | 464287473 | | 1/25/2010 | 6/22/2010 | | | 4,955 | 0 | 4,628 | 327 | 0 | 327 | 0 | 0 | 0 | 327 | | |
| 8 | ISHARES TR RUSSELL MIDCAP GROWT | 464287481 | | 9/30/2009 | 6/22/2010 | | | 4,982 | 0 | 4,481 | 501 | 0 | 501 | 0 | 0 | 0 | 501 | | |
| 9 | PFIZER INC | 717081103 | | 1/29/2001 | 6/22/2010 | | | 12,032 | 0 | 34,656 | -22,624 | 0 | -22,624 | 0 | 0 | 0 | -22,624 | | |
| 10 | TARGET CORP | 87612E106 | | 1/30/2001 | 5/25/2010 | | | 9,403 | 0 | 6,444 | 2,959 | 0 | 2,959 | 0 | 0 | 0 | 2,959 | | |
| 11 | TWEEDY BROWNE FD GLOBAL VALUE | 901165100 | | 6/2/2003 | 12/17/2010 | | | 23,870 | 0 | 16,252 | 7,618 | 0 | 7,618 | 0 | 0 | 0 | 7,618 | | |
| 12 | UNITED TECHNOLOGIES CORP | 913017109 | | 2/10/2004 | 5/25/2010 | | | 6,528 | 0 | 4,751 | 1,777 | 0 | 1,777 | 0 | 0 | 0 | 1,777 | | |
| 13 | UNITED TECHNOLOGIES CORP | 913017109 | | 8/31/2001 | 5/25/2010 | | | 8,160 | 0 | 4,278 | 3,882 | 0 | 3,882 | 0 | 0 | 0 | 3,882 | | |
| 14 | VANGUARD TOTAL INTL STOCK INDX # | 921909602 | | 6/26/2008 | 6/22/2010 | | | 15,173 | 0 | 20,000 | -4,827 | 0 | -4,827 | 0 | 0 | 0 | -4,827 | | |
| 15 | CTF SHORT TERM | | | 2/1/2010 | 1/31/2011 | | | 33,735 | 0 | 0 | 33,735 | 0 | 33,735 | 0 | 0 | 0 | 33,735 | | |
| 16 | CTF LONG TERM | | | 2/1/2008 | 1/31/2011 | | | 12,537 | 0 | 0 | 12,537 | 0 | 12,537 | 0 | 0 | 0 | 12,537 | | |
| 17 | POWERSHARES DB COMMODITY INDE | | | 2/1/2010 | 1/31/2011 | | | 0 | 0 | 3 | -3 | 0 | -3 | 0 | 0 | 0 | -3 | | |
| 18 | POWERSHARES DB COMMODITY INDE | | | 2/1/2008 | 1/31/2011 | | | 359 | 0 | 0 | 359 | 0 | 359 | 0 | 0 | 0 | 359 | | |
| 19 | POWERSHARES DB COMMODITY INDE | | | 2/1/2008 | 1/31/2011 | | | 3,547 | 0 | 0 | 3,547 | 0 | 3,547 | 0 | 0 | 0 | 3,547 | | |

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

| | <u>Date</u> | <u>1</u> | <u>Amount</u> |
|--|-------------|----------|---------------|
| 1 Credit from prior year return | | 1 | 744 |
| 2 First quarter estimated tax payment | 5/15/2010 | 2 | 159 |
| 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 | 903 |

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 | <u>123,539</u> |
| 2 | | 2 | |
| 3 | | 3 | |
| 4 | | 4 | |
| 5 | | 5 | |
| 6 | | 6 | |
| 7 | | 7 | |
| 8 | | 8 | |
| 9 | | 9 | |
| 10 | Total | 10 | <u>123,539</u> |

RALPH L & FLORENCE R BURGESS 0101640300

74-2383505 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

SEE ATTACHED STATEMENT FOR DETAIL

Street

| | | | |
|------|-------|----------|-----------------|
| City | State | Zip Code | Foreign Country |
|------|-------|----------|-----------------|

| | |
|----------------------|---|
| Relationship NONE | Foundation Status 501(c)(3) PUBLIC CHARITY |
|----------------------|---|

| | |
|--|-------------------|
| Purpose of grant/contribution GENERAL SUPPORT GRANT | Amount 124,690 |
|--|-------------------|

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 |
|-------------------------------|-------------|

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 |
|-------------------------------|-------------|

Name

Street

| | | | |
|------|-------|----------|-----------------|
| City | State | Zip Code | Foreign Country |
|------|-------|----------|-----------------|

| | |
|--------------|-------------------|
| Relationship | Foundation Status |
|--------------|-------------------|

| | |
|-------------------------------|-------------|
| Purpose of grant/contribution | Amount 0 |
|-------------------------------|-------------|

Tax Transaction Detail (Distributions + Beneficiary)

5/24/2011 15:10:03

Main Account Id:

BURGESS, R. & F. T/U/W

Account Id: 0101640300

Trust Year 2/1/2010 - 1/31/2011

| Tax Code/Desc | Paid For | Transactions | Income | Principal |
|---------------|-----------|--|-----------|-----------|
| 149 BENE DIST | | | | |
| | 000000000 | No Beny Linked | | |
| 05/04/10 | | 0 Units Reg Code 000 PAYMENT ON GRANT REPLACEMENT FOR CHECK #26177625 ISSUED ON DENVER SYMPHONY ORCHESTRA REMAINING '08 UNDISTRIBUTED INCOME PER AME | -366 66 | 0 00 |
| 05/04/10 | | 0 Units Reg Code 000 PAYMENT ON GRANT REPLACEMENT FOR CHECK #26177627 ISSUED ON DENVER ART MUSEUM REMAINING '08 UNDISTRIBUTED INCOME PER AME | -366 66 | 0 00 |
| 05/04/10 | | 0 Units Reg Code 000 PAYMENT ON GRANT REPLACEMENT FOR CHECK #26177629 ISSUED ON ST JOHN VIANNEY THEOLOGICAL SEMINARY REMAINING '08 UNDISTRIBUTED INCOME PER AME | -366 66 | 0 00 |
| 06/09/10 | | 0 Units Reg Code 000 DISCRETIONARY DISTRIBUTION MAY 2010 GRANT ARTREACH PER DDR DTD 06/08/2010 | -2,000 00 | 0 00 |
| 06/09/10 | | 0 Units Reg Code 000 DISCRETIONARY DISTRIBUTION MAY 2010 GRANT AUGUSTANA ARTS PER DDR DTD 06/08/2010 | -2,000 00 | 0 00 |
| 06/09/10 | | 0 Units Reg Code 000 DISCRETIONARY DISTRIBUTION MAY 2010 GRANT BUNTPORT THEATER COMPANY PER DDR DTD 06/08/2010 | -2,000 00 | 0 00 |
| 06/09/10 | | 0 Units Reg Code 000 DISCRETIONARY DISTRIBUTION MAY 2010 GRANT COLORADO WIND ENSEMBLE PER DDR DTD 06/08/2010 | -2,000 00 | 0 00 |
| 06/09/10 | | 0 Units Reg Code 000 DISCRETIONARY DISTRIBUTION MAY 2010 GRANT DENVER ART MUSEUM PER DDR DTD 06/08/2010 | -5,000 00 | 0 00 |
| 06/09/10 | | 0 Units Reg Code 000 DISCRETIONARY DISTRIBUTION MAY 2010 GRANT DENVER YOUNG ARTISTS ORCHESTRA PER DDR DTD 06/08/2010 | -2,000 00 | 0 00 |
| 06/09/10 | | 0 Units Reg Code 000 DISCRETIONARY DISTRIBUTION MAY 2010 GRANT PARAGON THEATRE PER DDR DTD 06/08/2010 | -2,000 00 | 0 00 |

Tax Transaction Detail (Distributions + Beneficiary)

5/24/2011 15:10:03

Main Account Id:

BURGESS, R. & F. T/U/W

Account Id: 0101640300

Trust Year 2/1/2010 - 1/31/2011

| Tax Code/Desc | Paid For | Transactions | Income | Principal |
|---------------|-----------|--|---------------------------|------------|
| 149 BENE DIST | | | | |
| | 000000000 | No Beny Linked | | |
| 06/09/10 | | 0 Units DISCRETIONARY DISTRIBUTION MAY 2010 GRANT SWALLOW HILL MUSIC ASSOCIATION PER DDR DTD 06/08/2010 | Reg Code 000 -2,000 00 | 0 00 |
| 06/09/10 | | 0 Units DISCRETIONARY DISTRIBUTION MAY 2010 GRANT UNIVERSITY OF DENVER THEATRE PRODUCTIONS PER DDR DTD 06/08/2010 | Reg Code 000 -5,000 00 | 0 00 |
| 12/20/10 | | 0 Units DISCRETIONARY DISTRIBUTION NOVEMBER 2010 GRANT ARTREACH INC PER DDR DTD 12/16/2010 | Reg Code 000 0 00 | -3,306 00 |
| 12/20/10 | | 0 Units DISCRETIONARY DISTRIBUTION NOVEMBER 2010 GRANT AUGUSTANA ARTS INC PER DDR DTD 12/16/2010 | Reg Code 000 0 00 | -3,306 00 |
| 12/20/10 | | 0 Units DISCRETIONARY DISTRIBUTION NOVEMBER 2010 GRANT BUNTPORT THEATER COMPANY PER DDR DTD 12/16/2010 | Reg Code 000 0 00 | -3,306 00 |
| 12/20/10 | | 0 Units DISCRETIONARY DISTRIBUTION NOVEMBER 2010 GRANT ST JOHN VIANNEY FBO CARDINAL STAFFORD LIBRARY PER DDR DTD 12/16/2010 | Reg Code 000 0 00 | -10,000 00 |
| 12/20/10 | | 0 Units DISCRETIONARY DISTRIBUTION NOVEMBER 2010 GRANT CENTRAL CITY OPERA PER DDR DTD 12/16/2010 | Reg Code 000 0 00 | -10,000 00 |
| 12/20/10 | | 0 Units DISCRETIONARY DISTRIBUTION NOVEMBER 2010 GRANT COLORADO BALLET PER DDR DTD 12/16/2010 | Reg Code 000 0 00 | -3,306 00 |
| 12/20/10 | | 0 Units DISCRETIONARY DISTRIBUTION NOVEMBER 2010 GRANT COLORADO HEBREW CHORALE PER DDR DTD 12/16/2010 | Reg Code 000 0 00 | -3,306 00 |

Tax Transaction Detail (Distributions + Beneficiary)

5/24/2011 15:10:03

Main Account Id:

BURGESS, R. & F. T/U/W

Account Id: 0101640300

Trust Year 2/1/2010 - 1/31/2011

| Tax Code/Desc | Paid For | Transactions | Income | Principal |
|---------------|-----------|--|--------|------------|
| 149 BENE DIST | | | | |
| | 000000000 | No Beny Linked | | |
| 12/20/10 | | 0 Units DISCRETIONARY DISTRIBUTION NOVEMBER 2010 GRANT COLORADO SYMPHONY PER DDR DTD 12/16/2010 | 0 00 | -10,000 00 |
| 12/20/10 | | 0 Units DISCRETIONARY DISTRIBUTION NOVEMBER 2010 GRANT CURIOUS THEATRE COMPANY PER DDR DTD 12/16/2010 | 0 00 | -3,306 00 |
| 12/20/10 | | 0 Units DISCRETIONARY DISTRIBUTION NOVEMBER 2010 GRANT DENVER ART MUSEUM PER DDR DTD 12/16/2010 | 0 00 | -10,000 00 |
| 12/20/10 | | 0 Units DISCRETIONARY DISTRIBUTION NOVEMBER 2010 GRANT DENVER CENTER FOR THE PERFORMING ARTS PER DDR DTD 12/16/2010 | 0 00 | -3,306 00 |
| 12/20/10 | | 0 Units DISCRETIONARY DISTRIBUTION NOVEMBER 2010 GRANT DENVER ECLECTIC CONCERTS PER DDR DTD 12/16/2010 | 0 00 | -3,306 00 |
| 12/20/10 | | 0 Units DISCRETIONARY DISTRIBUTION NOVEMBER 2010 GRANT DENVER YOUNG ARTISTS ORCHESTRA PER DDR DTD 12/16/2010 | 0 00 | -3,306 00 |
| 12/20/10 | | 0 Units DISCRETIONARY DISTRIBUTION NOVEMBER 2010 GRANT METROPOLITAN STATE COLLEGE OF DENVER PER DDR DTD 12/16/2010 | 0 00 | -3,306 00 |
| 12/20/10 | | 0 Units DISCRETIONARY DISTRIBUTION NOVEMBER 2010 GRANT OPERA COLORADO PER DDR DTD 12/16/2010 | 0 00 | -3,306 00 |
| 12/20/10 | | 0 Units DISCRETIONARY DISTRIBUTION NOVEMBER 2010 GRANT PARAGON THEATRE PER DDR DTD 12/16/2010 | 0 00 | -3,306 00 |

Tax Transaction Detail (Distributions + Beneficiary)

5/24/2011 15:10:03

Main Account Id:

BURGESS, R. & F. T/U/W

Account Id: 0101640300

Trust Year 2/1/2010 - 1/31/2011

| Tax Code/Desc | Paid For | Transactions | Income | Principal |
|---------------------------------|-----------|--|------------|-------------|
| 149 BENE DIST | | | | |
| | 000000000 | No Beny Linked | | |
| 12/20/10 | | 0 Units Reg Code 000 DISCRETIONARY DISTRIBUTION NOVEMBER 2010 GRANT PHYSICALLY HANDICAPPED AMATEUR MUSICAL ACTORS INC PER DDR DTD 12/16/2010 | 0 00 | -3,306 00 |
| 12/20/10 | | 0 Units Reg Code 000 DISCRETIONARY DISTRIBUTION NOVEMBER 2010 GRANT ROCKY MOUNTAIN CHILDREN'S CHOIR PER DDR DTD 12/16/2010 | 0 00 | -3,306 00 |
| 12/20/10 | | 0 Units Reg Code 000 DISCRETIONARY DISTRIBUTION NOVEMBER 2010 GRANT UNIVERSITY OF DENVER FBO THEATRE PRODUCTIONS PER DDR DTD 12/16/2010 | 0 00 | -5,000 00 |
| 12/20/10 | | 0 Units Reg Code 000 DISCRETIONARY DISTRIBUTION NOVEMBER 2010 GRANT UNIVERSITY OF DENVER FBO THEATRE PRODUCTIONS PER DDR DTD 12/16/2010 | 0 00 | -5,000 00 |
| 12/20/10 | | 0 Units Reg Code 000 DISCRETIONARY DISTRIBUTION NOVEMBER 2010 GRANT ROCKY MOUNTAIN ARTS ASSOCIATION PER DDR DTD 12/16/2010 | 0 00 | -3,306 00 |
| Total For: No Beny | | | -25,099 98 | -99,590 00 |
| Total for Taxcode: 149 | | | -25,099 98 | -99,590 00 |
| Total for Distributions: | | | -25,099 98 | -99,590 00 |
| Total for all Tax Codes: | | | 78,694 83 | -343,367 92 |

Account Statement For:
BURGESS, R. & F. T/U/W

Period Covered: January 1, 2011 - January 31, 2011
Account Number 0101640300

**WELLS
FARGO**

ASSET DETAIL

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 01/31/11 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|---|------------|-------|-----------------------------|--------------------|----------------------|-------------------------|---------------|
| Cash & Equivalents | | | | | | | |
| MONEY MARKET | | | | | | | |
| WELLS FARGO ADVANTAGE HERITAGE MONEY MARKET INSTITUTIONAL #3106 | 9,593.260 | | \$9,593.26 | \$9,593.26 | \$0.00 | \$11.85 | 0.12% |
| <i>Asset held in Invested Income Portfolio</i> | | | | | | | |
| WELLS FARGO ADVANTAGE HERITAGE MONEY MARKET INSTITUTIONAL #3106 | 16,054.620 | | 16,054.62 | 16,054.62 | 0.00 | 19.84 | 0.12 |
| Total Money Market | | | \$25,647.88 | \$25,647.88 | \$0.00 | \$31.69 | 0.12% |
| Total Cash & Equivalents | | | \$25,647.88 | \$25,647.88 | \$0.00 | \$31.69 | 0.12% |

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 01/31/11 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|---|-------------|---------|-----------------------------|-----------------------|----------------------|-------------------------|---------------|
| Fixed Income | | | | | | | |
| COMMON TRUST FUNDS | | | | | | | |
| TAXABLE INTERMEDIATE TERM BOND FUND DIF | 77,761.094 | \$9.980 | \$776,055.72 | \$738,672.31 | \$37,383.41 | \$27,489.95 | 3.54% |
| CUSIP: 999708902 | | | | | | | |
| TAXABLE TOTAL RETURN BOND FUND DIF | 106,547.397 | 7.420 | 790,581.69 | 753,264.23 | 37,317.46 | 32,758.42 | 4.14 |
| CUSIP: 991283912 | | | | | | | |
| Total Common Trust Funds | | | \$1,566,637.41 | \$1,491,936.54 | \$74,700.87 | \$60,248.37 | 3.85% |
| Total Fixed Income | | | \$1,566,637.41 | \$1,491,936.54 | \$74,700.87 | \$60,248.37 | |

Account Statement For:
BURGESS, R. & F. T/U/W

Period Covered: January 1, 2011 - January 31, 2011
Account Number 0101640300

**WELLS
FARGO**

ASSET DETAIL (continued)

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 01/31/11 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|---|----------|----------|-----------------------------|--------------------|----------------------|-------------------------|---------------|
| Equities | | | | | | | |
| CONSUMER DISCRETIONARY | | | | | | | |
| HOME DEPOT INC SYMBOL: HD CUSIP: 437076102 | 900.000 | \$36.770 | \$33,093.00 | \$5,380.00 | \$27,713.00 | \$850.50 | 2.57% |
| MCDONALDS CORP SYMBOL: MCD CUSIP: 580135101 | 175.000 | 73.670 | 12,892.25 | 10,612.00 | 2,280.25 | 427.00 | 3.31 |
| OMNICOM GROUP SYMBOL: OMC CUSIP: 681919106 | 600.000 | 44.880 | 26,928.00 | 1,326.22 | 25,601.78 | 480.00 | 1.78 |
| TARGET CORP SYMBOL: TGT CUSIP: 87612E106 | 525.000 | 54.830 | 28,785.75 | 19,126.50 | 9,659.25 | 525.00 | 1.82 |
| Total Consumer Discretionary | | | \$101,699.00 | \$36,444.72 | \$65,254.28 | \$2,282.50 | 2.24% |
| CONSUMER STAPLES | | | | | | | |
| PEPSICO INC SYMBOL: PEP CUSIP: 713448108 | 500.000 | \$64.310 | \$32,155.00 | \$5,989.12 | \$26,165.88 | \$960.00 | 2.99% |
| PROCTER & GAMBLE CO SYMBOL: PG CUSIP: 742718109 | 550.000 | 63.130 | 34,721.50 | 9,044.87 | 25,676.63 | 1,059.85 | 3.05 |
| WAL MART STORES INC SYMBOL: WMT CUSIP: 931142103 | 350.000 | 56.070 | 19,624.50 | 16,653.00 | 2,971.50 | 423.50 | 2.16 |
| WALGREEN CO SYMBOL: WAG CUSIP: 931422109 | 400.000 | 40.440 | 16,176.00 | 16,032.00 | 144.00 | 280.00 | 1.73 |
| Total Consumer Staples | | | \$102,677.00 | \$47,718.99 | \$54,958.01 | \$2,723.35 | 2.65% |
| ENERGY | | | | | | | |
| CHEVRON CORP SYMBOL: CVX CUSIP: 166764100 | 500.000 | \$94.930 | \$47,465.00 | \$21,427.50 | \$26,037.50 | \$1,440.00 | 3.03% |
| EXXON MOBIL CORPORATION SYMBOL: XOM CUSIP: 30231G102 | 650.000 | 80.680 | 52,442.00 | 13,540.38 | 38,901.62 | 1,144.00 | 2.18 |
| Total Energy | | | \$99,907.00 | \$34,967.88 | \$64,939.12 | \$2,584.00 | 2.59% |

Account Statement For:
BURGESS, R. & F. T/U/W

Period Covered: January 1, 2011 - January 31, 2011
Account Number 0101640300

**WELLS
FARGO**

ASSET DETAIL (continued)

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 01/31/11 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|---|-----------|----------|--------------------------------|--------------------|-------------------------|----------------------------|------------------|
| Equities (continued) | | | | | | | |
| FINANCIALS | | | | | | | |
| AFLAC INC SYMBOL: AFL CUSIP: 001055102 | 800 000 | \$57.580 | \$46,064.00 | \$25,080.00 | \$20,984.00 | \$960.00 | 2.08% |
| BANK NEW YORK MELLON CORP COM COM SYMBOL: BK CUSIP: 064058100 | 425 000 | 31.230 | 13,272.75 | 15,477.87 | -2,205.12 | 153.00 | 1.15 |
| JPMORGAN CHASE & CO SYMBOL: JPM CUSIP: 46625H100 | 375 000 | 44.940 | 16,852.50 | 15,834.75 | 1,017.75 | 75.00 | 0.44 |
| US BANCORP DEL NEW SYMBOL: USB CUSIP: 902973304 | 600 000 | 27.000 | 16,200.00 | 16,844.90 | -644.90 | 120.00 | 0.74 |
| Total Financials | | | \$92,389.25 | \$73,237.52 | \$19,151.73 | \$1,308.00 | 1.42% |
| HEALTH CARE | | | | | | | |
| JOHNSON & JOHNSON SYMBOL: JNJ CUSIP: 478160104 | 750 000 | \$59.770 | \$44,827.50 | \$32,857.16 | \$11,970.34 | \$1,620.00 | 3.61% |
| QUEST DIAGNOSTICS INC SYMBOL: DGX CUSIP: 74834L100 | 350 000 | 56.950 | 19,932.50 | 16,843.28 | 3,089.22 | 140.00 | 0.70 |
| THERMO FISHER SCIENTIFIC INC SYMBOL: TMO CUSIP: 883556102 | 600 000 | 57.270 | 34,362.00 | 20,804.52 | 13,557.48 | 0.00 | 0.00 |
| Total Health Care | | | \$99,122.00 | \$70,504.96 | \$28,617.04 | \$1,760.00 | 1.78% |
| INDUSTRIALS | | | | | | | |
| GENERAL ELECTRIC CO SYMBOL: GE CUSIP: 369604103 | 1,600,000 | \$20.140 | \$32,224.00 | \$9,519.17 | \$22,704.83 | \$896.00 | 2.78% |
| HONEYWELL INTERNATIONAL INC SYMBOL: HON CUSIP: 438516106 | 400 000 | 56.010 | 22,404.00 | 20,683.23 | 1,720.77 | 484.00 | 2.16 |
| UNITED TECHNOLOGIES CORP SYMBOL: UTX CUSIP: 913017109 | 475 000 | 81.300 | 38,617.50 | 16,254.50 | 22,363.00 | 807.50 | 2.09 |
| 3M CO COM SYMBOL: MMM CUSIP: 88579Y101 | 400 000 | 87.920 | 35,168.00 | 26,638.15 | 8,529.85 | 840.00 | 2.39 |
| Total Industrials | | | \$128,413.50 | \$73,095.05 | \$55,318.45 | \$3,027.50 | 2.36% |

Account Statement For:
BURGESS, R. & F. T/U/W

Period Covered: January 1, 2011 - January 31, 2011

**WELLS
FARGO**

Account Number 0101640300

ASSET DETAIL (continued)

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 01/31/11 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|---|-----------|----------|-----------------------------|---------------------|----------------------|-------------------------|-----------------|
| Equities (continued) | | | | | | | |
| INFORMATION TECHNOLOGY | | | | | | | |
| HEWLETT PACKARD CO | 425 000 | \$45.690 | \$19,418.25 | \$20,132.25 | -\$714.00 | \$136.00 | 0.70% |
| SYMBOL: HPQ CUSIP: 428236103 | | | | | | | |
| INTEL CORP | 2,000 000 | 21.460 | 42,920.00 | 34,443.75 | 8,476.25 | 1,450.00 | 3.38 |
| COMM | | | | | | | |
| SYMBOL: INTC CUSIP: 458140100 | | | | | | | |
| INTERNATIONAL BUSINESS MACHS CORP | 125 000 | 162.000 | 20,250.00 | 13,615.85 | 6,634.15 | 325.00 | 1.60 |
| COM | | | | | | | |
| SYMBOL: IBM CUSIP: 459200101 | | | | | | | |
| MICROSOFT CORP | 1,400,000 | 27.725 | 38,815.00 | 40,924.55 | -2,109.55 | 896.00 | 2.31 |
| SYMBOL: MSFT CUSIP: 594918104 | | | | | | | |
| Total Information Technology | | | \$121,403.25 | \$109,116.40 | \$12,286.85 | \$2,807.00 | 2.31% |
| TELECOMMUNICATION SERVICES | | | | | | | |
| FRONTIER COMMUNICATIONS CORPORATION | 84 000 | \$9.170 | \$770.28 | \$660.99 | \$109.29 | \$63.00 | 8.18% |
| SYMBOL: FTR CUSIP: 35906A108 | | | | | | | |
| VERIZON COMMUNICATIONS | 350 000 | 35.620 | 12,467.00 | 10,087.78 | 2,379.22 | 682.50 | 5.47 |
| SYMBOL: VZ CUSIP: 92343V104 | | | | | | | |
| Total Telecommunication Services | | | \$13,237.28 | \$10,748.77 | \$2,488.51 | \$745.50 | 5.63% |
| UTILITIES | | | | | | | |
| DOMINION RES INC VA | 425 000 | \$43.540 | \$18,504.50 | \$15,572.00 | \$2,932.50 | \$837.25 | 4.52% |
| SYMBOL: D CUSIP: 25746U109 | | | | | | | |
| Total Utilities | | | \$18,504.50 | \$15,572.00 | \$2,932.50 | \$837.25 | 4.52% |
| INTERNATIONAL EQUITIES | | | | | | | |
| ACCENTURE PLC | 450 000 | \$51.470 | \$23,161.50 | \$16,863.78 | \$6,297.72 | \$405.00 | 1.75% |
| CUSIP: G1151C101 | | | | | | | |
| NOBLE CORPORATION | 880 000 | 38.250 | 33,660.00 | 34,944.36 | -1,284.36 | 306.24 | 0.91 |
| CUSIP: H5833N103 | | | | | | | |
| VODAFONE GROUP PLC NEW | 650,000 | 28.360 | 18,434.00 | 3,952.00 | 14,482.00 | 842.40 | 4.57 |
| CUSIP: 92857W209 | | | | | | | |
| Total International Equities | | | \$75,255.50 | \$55,760.14 | \$19,495.36 | \$1,553.64 | 2.06% |
| | | | | | | | 10 of 21 |

Account Statement For:
BURGESS, R. & F. T/U/W

Period Covered: January 1, 2011 - January 31, 2011
Account Number 0101640300



ASSET DETAIL (continued)

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 01/31/11 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|---|----------|----------|-----------------------------|---------------------|----------------------|-------------------------|---------------|
| Equities (continued) | | | | | | | |
| DOMESTIC MUTUAL FUNDS | | | | | | | |
| ISHARES TR RUSSELL MIDCAP GROWTH INDEX FUND SYMBOL: IWP CUSIP: 464287481 | 365.000 | \$57.700 | \$21,060.50 | \$15,577.43 | \$5,483.07 | \$174.47 | 0.83% |
| ISHARES TR RUSSELL MIDCAP VALUE INDEX FD SYMBOL: IWS CUSIP: 464287473 | 635.000 | 46.020 | 29,222.70 | 23,512.78 | 5,709.92 | 557.53 | 1.91 |
| ISHARES TR SMALLCAP 600 INDEX FD SYMBOL: IJR CUSIP: 464287804 | 670.000 | 68.550 | 45,928.50 | 35,246.09 | 10,682.41 | 493.79 | 1.07 |
| Total Domestic Mutual Funds | | | \$96,211.70 | \$74,336.30 | \$21,875.40 | \$1,225.79 | 1.27% |
| INTERNATIONAL MUTUAL FUNDS | | | | | | | |
| ISHARES MSCI EAFE SYMBOL: EFA CUSIP: 464287465 | 280.000 | \$59.440 | \$16,643.20 | \$15,382.95 | \$1,260.25 | \$391.16 | 2.35% |
| ISHARES TR MSCI EMERGING MARKETS INDEX FUND SYMBOL: EEM CUSIP: 464287234 | 345.000 | 45.810 | 15,804.45 | 14,040.91 | 1,763.54 | 222.87 | 1.41 |
| TWEEDY BROWNE FD INC GLOBAL VALUE FUND #1 SYMBOL: TBGVX CUSIP: 901165100 | 616.421 | 23.970 | 14,775.61 | 10,047.66 | 4,727.95 | 0.00 | 0.00 |
| Total International Mutual Funds | | | \$47,223.26 | \$39,471.52 | \$7,751.74 | \$614.03 | 1.30% |
| Total Equities | | | \$996,043.24 | \$640,974.25 | \$355,068.99 | \$21,468.56 | 2.16% |

Account Statement For:
BURGESS, R. & F. T/U/W

Period Covered: January 1, 2011 - January 31, 2011
Account Number 0101640300



ASSET DETAIL (continued)

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 01/31/11 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|--|-----------|----------|-----------------------------|---------------------|----------------------|-------------------------|---------------|
| Complementary Strategies | | | | | | | |
| OTHER | | | | | | | |
| DIAMOND HILL LONG-SHORT FUND CLASS I #11 | 2,650.762 | \$16.740 | \$44,373.76 | \$40,000.00 | \$4,373.76 | \$13.25 | 0.03% |
| SYMBOL: DHLSX CUSIP 252645833 | | | | | | | |
| HUSSMAN STRATEGIC GROWTH FUND #601 | 5,782.575 | 11.980 | 69,275.25 | 75,000.00 | -5,724.75 | 161.91 | 0.23 |
| SYMBOL: HSGFX CUSIP 448108100 | | | | | | | |
| ING GLOBAL EQUITY & PR OPPT FD COM | 2,425.000 | 11.130 | 26,990.25 | 37,030.89 | -10,040.64 | 2,910.00 | 10.78 |
| SYMBOL: IGD CUSIP 45684E107 | | | | | | | |
| IVY ASSET STRATEGY FUND CLASS I #473 | 1,323.919 | 24.520 | 32,462.49 | 30,000.00 | 2,462.49 | 82.08 | 0.25 |
| SYMBOL: IVAEX CUSIP: 466001864 | | | | | | | |
| Total Other | | | \$173,101.75 | \$182,030.89 | -\$8,929.14 | \$3,167.24 | 1.83% |
| Total Complementary Strategies | | | \$173,101.75 | \$182,030.89 | -\$8,929.14 | \$3,167.24 | 1.83% |

Account Statement For:
BURGESS, R. & F. T/U/W

Period Covered: January 1, 2011 - January 31, 2011

Account Number 0101640300

**WELLS
FARGO**

ASSET DETAIL (continued)

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 01/31/11 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|---|-----------|----------|--------------------------------|---------------------|-------------------------|----------------------------|------------------|
| Real Assets | | | | | | | |
| REAL ASSET FUNDS | | | | | | | |
| ISHARES TR COHEN & STEERS REALTY MAJORS INDEX FUND SYMBOL ICF CUSIP 464287564 | 290 000 | \$68.500 | \$19,865 00 | \$13,994 56 | \$5,870 44 | \$553.03 | 2.78% |
| POWERSHARES D8 COMMODITY INDEX SYMBOL DBC CUSIP 739355105 | 1,297,000 | 28 530 | 37,003 41 | 34,912 89 | 2,090.52 | 0 00 | 0.00 |
| VANGUARD REIT VIPER SYMBOL VNQ CUSIP. 922908553 | 2,050 000 | 57.170 | 117,198 50 | 101,121 42 | 16,077 08 | 3,876.55 | 3 31 |
| Total Real Asset Funds | | | \$174,066.91 | \$150,028.87 | \$24,038.04 | \$4,429.58 | 2.54% |
| Total Real Assets | | | \$174,066.91 | \$150,028.87 | \$24,038.04 | \$4,429.58 | 2.54% |

| ACCOUNT VALUE AS OF 01/31/11 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME |
|---------------------------------|-----------------------|-------------------------|----------------------------|
| \$2,935,497.19 | \$2,490,618.43 | \$444,878.76 | \$89,345.44 |

TOTAL ASSETS