Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

**2010**

**For calendar year 2010, or tax year beginning** 3/1/2010 , **and ending** 2/28/2011

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
FIRTH, CLARA HELEN CHAR T/U/W

A Employer identification number
95-6698210

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
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

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 ▶ ☐

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)* ▶ $ 6,012,887

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) ________
*(Part I, column (d) must be on cash basis )*

**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 ▶ ☒ 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 | 228,863 | 217,820 | | |
| | 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 | 38,357 | | | |
| | b Gross sales price for all assets on line 6a 1,336,144 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 38,357 | | |
| | 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 | 267,220 | 256,177 | 0 | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 54,698 | 41,024 | | 13,675 |
| | 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) | 972 | 0 | 0 | 972 |
| | c Other professional fees (attach schedule) | 0 | 0 | 0 | 0 |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see page 14 of the instructions) | 1,414 | 1,414 | 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) | 49 | 39 | 0 | 10 |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 57,133 | 42,477 | 0 | 14,657 |
| | 25 Contributions, gifts, grants paid | 262,722 | | | 262,722 |
| | 26 **Total expenses and disbursements** Add lines 24 and 25 | 319,855 | 42,477 | 0 | 277,379 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a **Excess of revenue over expenses and disbursements** | -52,635 | | | |
| | b **Net investment income** (if negative, enter -0-) | | 213,700 | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | 0 | |

RECEIVED
JUL 05 2011
OGDEN, UT
IRS-OSC

SCANNED JUL 21 2011

## Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )

| | Line | Description | | Beginning of year (a) Book Value | End of year (b) Book Value | End of year (c) Fair Market Value |
|---|---|---|---|---|---|---|
| Assets | 1 | Cash—non-interest-bearing | | | 0 | |
| | 2 | Savings and temporary cash investments | | 324,931 | 376,167 | 376,167 |
| | 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) | | 1,978,851 | 1,923,475 | 2,463,933 |
| | c | Investments—corporate bonds (attach schedule) | | 2,711,048 | 2,347,009 | 2,483,395 |
| | 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) | | 286,686 | 600,444 | 689,392 |
| | 14 | Land, buildings, and equipment basis ▶ | 0 | | | |
| | | Less accumulated depreciation (attach schedule) ▶ | 0 | 0 | 0 | 0 |
| | 15 | Other assets (describe ▶ ) | | 0 | 0 | 0 |
| | 16 | **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I) | | 5,301,516 | 5,247,095 | 6,012,887 |
| 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.** | ▶ ☐ | | | |
| | 24 | Unrestricted | | | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | | **Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.** | ▶ ☒ | | | |
| | 27 | Capital stock, trust principal, or current funds | | 5,301,516 | 5,247,095 | |
| | 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) | | 5,301,516 | 5,247,095 | |
| | 31 | **Total liabilities and net assets/fund balances** (see page 17 of the instructions) | | 5,301,516 | 5,247,095 | |

## 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 | 5,301,516 |
| 2 | Enter amount from Part I, line 27a | 2 | -52,635 |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0 |
| 4 | Add lines 1, 2, and 3 | 4 | 5,248,881 |
| 5 | Decreases not included in line 2 (itemize) ▶ COST BASIS ADJ | 5 | 1,786 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 5,247,095 |

## 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) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|---|---|---|
| a | 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 | 38,357 |
| 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 | 239,110 | 5,401,395 | 0 044268 |
| 2008 | 239,203 | 5,576,359 | 0 042896 |
| 2007 | | | 0 000000 |
| 2006 | | | 0 000000 |
| 2005 | | | 0 000000 |

| | | |
|---|---|---|
| 2 **Total** of line 1, column (d) | 2 | 0 087164 |
| 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 043582 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | 4 | 5,665,565 |
| 5 Multiply line 4 by line 3 | 5 | 246,917 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 2,137 |
| 7 Add lines 5 and 6 | 7 | 249,054 |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 277,379 |

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

## 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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions) | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b | | 1 | 2,137 |
| 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 | 2,137 |
| 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 | 2,137 |
| 6 | Credits/Payments | | | |
| a | 2010 estimated tax payments and 2009 overpayment credited to 2010 | 6a 1,427 | | |
| 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 | 1,427 |
| 8 | Enter any **penalty** for underpayment of estimated tax Check here ☐ 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 | 710 |
| 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** ▶ 0 **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? | 1a | | 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)? | 1b | | X |
| | *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* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | 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? *If "Yes," attach a detailed description of the activities* | 2 | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| 4 a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | N/A | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T* | 5 | | 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? | 6 | X | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* | 7 | 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? If "No," attach explanation* | 8b | 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)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 | Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* | 10 | | X |

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

| | | | Yes | No |
|---|---|---|---|---|
| 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<br>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 ▶ ☐<br>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 | | X |
| | 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 ▶ | | | |

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

| | | | Yes | No |
|---|---|---|---|---|
| | **File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** | | | |
| 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? ☐ Yes ☒ No | | | |
| | **(2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No | | | |
| | **(3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No | | | |
| | **(4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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 ) ☐ Yes ☒ 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)? | 1b | | X |
| | Organizations relying on a current notice regarding disaster assistance check here ▶☐ | | | |
| 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? ☐ Yes ☒ 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? ☐ Yes ☒ 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)? **5b** N/A

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

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

*If "Yes," attach the statement required by Regulations section 53 4945–5(d)*

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? **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<br>PO BOX 63954 MAC A0348-012 SAN FRANCI! | Trustee<br>4 00 | 54,698 | 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 |
| **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<br>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 | 5,461,328 |
| b | Average of monthly cash balances | 1b | 290,515 |
| c | Fair market value of all other assets (see page 25 of the instructions) | 1c | |
| d | **Total** (add lines 1a, b, and c) | 1d | 5,751,843 |
| 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 | 5,751,843 |
| 4 | Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 86,278 |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 5,665,565 |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 283,278 |

**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 | 283,278 |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 2a | 2,137 | | |
| b | Income tax for 2010 (This does not include the tax from Part VI ) | 2b | 0 | | |
| c | Add lines 2a and 2b | | | 2c | 2,137 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | | 3 | 281,141 |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | |
| 5 | Add lines 3 and 4 | | | 5 | 281,141 |
| 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 | 281,141 |

**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 | 277,379 |
| 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 | 277,379 |
| 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 | 2,137 |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 275,242 |

**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 | | | | 281,141 |
| 2 | Undistributed income, if any, as of the end of 2010 | | | | |
| a | Enter amount for 2009 only | | | 64,003 | |
| 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 ▶ $ 277,379 | | | | |
| a | Applied to 2009, but not more than line 2a | | | 64,003 | |
| 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 | | | | 213,376 |
| 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 | | | | 67,765 |
| 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 | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2010 | (b) 2009 | (c) 2008 | (d) 2007 | (e) Total |
| 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<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year*<br>See Attached Statement | | | | |
| **Total** | | | ▶ **3a** | 262,722 |
| **b** *Approved for future payment*<br>NONE | | | | |
| **Total** | | | ▶ **3b** | 0 |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | Related or exempt function income (See page 28 of the instructions ) |
| 1 Program service revenue | | | | | |
| a | | 0 | | 0 | 0 |
| b | | 0 | | 0 | 0 |
| c | | 0 | | 0 | 0 |
| d | | 0 | | 0 | 0 |
| e | | 0 | | 0 | 0 |
| f | | 0 | | 0 | 0 |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 228,863 | |
| 5 Net rental income or (loss) from real estate | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 38,357 | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue a | | 0 | | 0 | 0 |
| b | | 0 | | 0 | 0 |
| c | | 0 | | 0 | 0 |
| d | | 0 | | 0 | 0 |
| e | | 0 | | 0 | 0 |
| 12 Subtotal Add columns (b), (d), and (e) | | 0 | | 267,220 | 0 |

13 **Total.** Add line 12, columns (b), (d), and (e) 13 267,220

(See worksheet in line 13 instructions on page 29 to verify calculations )

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions ) |
|---|---|
| | Not Applicable |

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

| | | | Yes | No |
|---|---|---|---|---|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| | (1) Cash | 1a(1) | | X |
| | (2) Other assets | 1a(2) | | X |
| b | Other transactions | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| | (4) Reimbursement arrangements | 1b(4) | | X |
| | (5) Loans or loan guarantees | 1b(5) | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |

**d** If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | 0 | Not Applicable | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |

**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 M Sculentie — Signature of officer or trustee | Date: 6/23/2011 | Title: VP AND TAX DIRECTOR

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☒ if self-employed | PTIN |
|---|---|---|---|---|
| Donald J Roman | | 6/23/2011 | | P00364310 |
| 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 | |

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

**Recipient(s) paid during the year**

| | |
|---|---|
| Name | MASS SOC PREV CRUELTY TO ANIMAL |
| Street | 350 S HUTTINGTON AVE |
| City | BOSTON |
| State | MA |
| Zip Code | 02130-4803 |
| Foreign Country | |
| Relationship | NONE |
| Foundation Status | 501(c)(3) PUBLIC CHARITY |
| Purpose of grant/contribution | GENERAL SUPPORT GRANT |
| Amount | 13,136 |

| | |
|---|---|
| Name | HUMANE SOCEITY OF THE UNITED STATES |
| Street | 2100 L ST NW |
| City | WASHINGTON |
| State | DC |
| Zip Code | 20037 |
| Foreign Country | |
| Relationship | NONE |
| Foundation Status | 501(c)(3) PUBLIC CHARITY |
| Purpose of grant/contribution | GENERAL SUPPORT GRANT |
| Amount | 13,136 |

| | |
|---|---|
| Name | AMERICAN HUMANE ASSOCIATION |
| Street | 63 INVERNESS DR E |
| City | ENGLEWOOD |
| State | CO |
| Zip Code | 80112-5117 |
| Foreign Country | |
| Relationship | NONE |
| Foundation Status | 501(c)(3) PUBLIC CHARITY |
| Purpose of grant/contribution | GENERAL SUPPORT GRANT |
| Amount | 9,936 |

| | |
|---|---|
| Name | THE SALVATION ARMY |
| Street | PO BOX 348000 |
| City | SACREMENTO |
| State | CA |
| Zip Code | 95834-8000 |
| Foreign Country | |
| Relationship | NONE |
| Foundation Status | 501(c)(3) PUBLIC CHARITY |
| Purpose of grant/contribution | GENERAL SUPPORT GRANT |
| Amount | 42,608 |

| | |
|---|---|
| Name | HAVEN HUMANE SOCIETY, INC |
| Street | PO BOX 992202 |
| City | REDDING |
| State | CA |
| Zip Code | 96099-2202 |
| Foreign Country | |
| Relationship | NONE |
| Foundation Status | 501(c)(3) PUBLIC CHARITY |
| Purpose of grant/contribution | GENERAL SUPPORT GRANT |
| Amount | 183,906 |

| | |
|---|---|
| Name | |
| Street | |
| City | |
| State | |
| Zip Code | |
| Foreign Country | |
| Relationship | |
| Foundation Status | |
| Purpose of grant/contribution | |
| Amount | 0 |

## ASSET DETAIL

| Asset Description | Quantity | Price | Market Value as of 02/28/11 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Cash & Equivalents** | | | | | | | |
| MONEY MARKET | | | | | | | |
| SECURED MARKET DEPOSIT ACCOUNT<br>ACCOUNT NUMBER 810446 | 300,068 290 | | $300,068 29 | $300,068 29 | $0 00 | $180 06 | 0.06% |
| SECURED MARKET DEPOSIT ACCOUNT<br>ACCOUNT NUMBER 81044601 | 75,388 730 | | 75,388 73 | 75,388 73 | 0 00 | 45 24 | 0 06 |
| SECURED MARKET DEPOSIT ACCOUNT<br>*Asset held in Invested Income Portfolio*<br>ACCOUNT NUMBER 81044601 | 710 070 | | 710 07 | 710 07 | 0 00 | 0 43 | 0.06 |
| **Total Money Market** | | | **$376,167.09** | **$376,167.09** | **$0.00** | **$225.73** | **0.06%** |
| **Total Cash & Equivalents** | | | **$376,167.09** | **$376,167.09** | **$0.00** | **$225.73** | **0.06%** |

| Asset Description | Par Value | Price | Market Value as of 02/28/11 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Yield to Maturity |
|---|---|---|---|---|---|---|---|
| **Fixed Income** | | | | | | | |
| CORPORATE OBLIGATIONS | | | | | | | |
| CITIGROUP INC<br>DTD 08/26/02 5.625 08/27/2012<br>CUSIP: 172967BP5<br>MOODY'S RATING· BAA1<br>STANDARD & POOR'S RATING: A-<br>ACCOUNT NUMBER· 810446 | 200,000.000 | $105 195 | $210,390 00 | $204,852.00 | $5,538.00 | $11,250 00 | 2 08% |
| DEERE JOHN CAP CORP<br>DTD 10/17/06 5 400 10/17/2011<br>CUSIP· 24422EQD4<br>MOODY'S RATING. A2<br>STANDARD & POOR'S RATING: A<br>ACCOUNT NUMBER. 810446 | 200,000 000 | 103.132 | 206,264 00 | 201,310.00 | 4,954 00 | 10,800 00 | 0.46 |

## ASSET DETAIL *(continued)*

| Asset Description | Par Value | Price | Market Value as of 02/28/11 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Yield to Maturity |
|---|---|---|---|---|---|---|---|
| **Fixed Income** *(continued)* | | | | | | | |
| CORPORATE OBLIGATIONS *(continued)* | | | | | | | |
| DU PONT E I DE NEMOURS MED TERM<br>NOTE TRANCHE # TR 00194<br>DTD 03/06/03 4.125 03/06/2013<br>CUSIP· 26353LJB8<br>MOODY'S RATING. A2<br>STANDARD & POOR'S RATING A<br>ACCOUNT NUMBER· 810446 | 200,000 000 | 105 430 | 210,860 00 | 207,866 00 | 2,994 00 | 8,250 00 | 1.39 |
| GENERAL ELEC CAP CORP<br>TRANCHE # TR 00575<br>DTD 12/06/02 5.450 01/15/2013<br>CUSIP. 36962GZY3<br>MOODY'S RATING. AA2<br>STANDARD & POOR'S RATING: AA+<br>ACCOUNT NUMBER· 810446 | 200,000.000 | 107 249 | 214,498.00 | 203,276.00 | 11,222.00 | 10,900 00 | 1.52 |
| GOLDMAN SACHS GROUP INC<br>DTD 08/27/02 5 700 09/01/2012<br>CUSIP. 38141GCG7<br>MOODY'S RATING· A1<br>STANDARD & POOR'S RATING. A<br>ACCOUNT NUMBER 810446 | 200,000 000 | 106.514 | 213,028 00 | 204,370.00 | 8,658 00 | 11,400.00 | 1.32 |
| IBM CORPORATION<br>DTD 11/27/02 4 750 11/29/2012<br>CUSIP 459200BA8<br>MOODY'S RATING· AA3<br>STANDARD & POOR'S RATING: A+<br>ACCOUNT NUMBER 810446 | 200,000.000 | 106.732 | 213,464.00 | 197,030 00 | 16,434 00 | 9,500 00 | 0.87 |
| TARGET CORP<br>DTD 06/11/03 4.000 06/15/2013<br>CUSIP: 87612EAM8<br>MOODY'S RATING: A2<br>STANDARD & POOR'S RATING· A+<br>ACCOUNT NUMBER 810446 | 200,000.000 | 106 810 | 213,620 00 | 199,590 00 | 14,030 00 | 8,000 00 | 0.99 |
| **Total Corporate Obligations** | | | **$1,482,124.00** | **$1,418,294.00** | **$63,830.00** | **$70,100.00** | |

## ASSET DETAIL *(continued)*

| Asset Description | Quantity | Price | Market Value as of 02/28/11 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Fixed Income** | | | | | | | |
| DOMESTIC MUTUAL FUNDS | | | | | | | |
| RIDGEWORTH SEIX HIGH YIELD BOND FUND CLASS I #5855 CUSIP 76628T645 ACCOUNT NUMBER: 810446 | 19,000 000 | $10 090 | $191,710 00 | $179,740 00 | $11,970.00 | $14,706 00 | 7.67% |
| **Total Domestic Mutual Funds** | | | **$191,710.00** | **$179,740.00** | **$11,970.00** | **$14,706.00** | **7.67%** |
| INTERNATIONAL MUTUAL FUNDS | | | | | | | |
| PIMCO EMERGING LOCAL BOND FUND INST #332 CUSIP 72201F516 ACCOUNT NUMBER 810446 | 8,900.000 | $10 480 | $93,272.00 | $100,125 00 | - $6,853.00 | $5,117.50 | 5.49% |
| PIMCO FOREIGN BOND (UNHEDGED) FUND #1853 CUSIP 722005220 ACCOUNT NUMBER· 810446 | 13,000 000 | 10.670 | 138,710.00 | 148,850 00 | - 10,140.00 | 3,302.00 | 2 38 |
| TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS #616 CUSIP· 880208400 ACCOUNT NUMBER: 810446 | 42,625 746 | 13 550 | 577,578 86 | 500,000 00 | 77,578 86 | 26,598 47 | 4.60 |
| **Total International Mutual Funds** | | | **$809,560.86** | **$748,975.00** | **$60,585.86** | **$35,017.97** | **4.33%** |
| **Total Fixed Income** | | | **$2,483,394.86** | **$2,347,009.00** | **$136,385.86** | **$119,823.97** | |

## ASSET DETAIL *(continued)*

| Asset Description | Quantity | Price | Market Value as of 02/28/11 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Equities** | | | | | | | |
| CONSUMER DISCRETIONARY | | | | | | | |
| HOME DEPOT INC<br>SYMBOL HD CUSIP· 437076102<br>ACCOUNT NUMBER. 81044601 | 1,450 000 | $37.470 | $54,331 50 | $46,032.86 | $8,298.64 | $1,450 00 | 2.67% |
| NIKE INC CL B<br>SYMBOL. NKE CUSIP: 654106103<br>ACCOUNT NUMBER: 81044601 | 425 000 | 89.030 | 37,837 75 | 18,543 12 | 19,294.63 | 527.00 | 1.39 |
| STARBUCKS CORP COM<br>SYMBOL. SBUX CUSIP 855244109<br>ACCOUNT NUMBER. 81044601 | 1,450 000 | 32 980 | 47,821.00 | 32,244 35 | 15,576.65 | 754.00 | 1.58 |
| TJX COS INC NEW<br>SYMBOL TJX CUSIP. 872540109<br>ACCOUNT NUMBER. 81044601 | 900 000 | 49 870 | 44,883.00 | 26,025 07 | 18,857 93 | 540.00 | 1.20 |
| WALT DISNEY CO<br>SYMBOL DIS CUSIP. 254687106<br>ACCOUNT NUMBER 81044601 | 1,000.000 | 43 740 | 43,740 00 | 33,601 69 | 10,138 31 | 400.00 | 0.91 |
| **Total Consumer Discretionary** | | | **$228,613.25** | **$156,447.09** | **$72,166.16** | **$3,671.00** | **1.61%** |
| CONSUMER STAPLES | | | | | | | |
| COSTCO WHOLESALE CORP<br>SYMBOL COST CUSIP 22160K105<br>ACCOUNT NUMBER 81044601 | 700.000 | $74 790 | $52,353.00 | $45,748.98 | $6,604 02 | $574 00 | 1.10% |
| GENERAL MILLS INC<br>SYMBOL. GIS CUSIP. 370334104<br>ACCOUNT NUMBER: 81044601 | 1,560 000 | 37.140 | 57,938 40 | 55,709 33 | 2,229 07 | 1,747.20 | 3.02 |
| SYSCO CORP<br>SYMBOL SYY CUSIP 871829107<br>ACCOUNT NUMBER 81044601 | 1,680.000 | 27.790 | 46,687.20 | 47,441.18 | - 753.98 | 1,747 20 | 3 74 |
| **Total Consumer Staples** | | | **$156,978.60** | **$148,899.49** | **$8,079.11** | **$4,068.40** | **2.59%** |

## ASSET DETAIL *(continued)*

| Asset Description | Quantity | Price | Market Value as of 02/28/11 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Equities** *(continued)* | | | | | | | |
| ENERGY | | | | | | | |
| APACHE CORP<br>SYMBOL APA CUSIP 037411105<br>ACCOUNT NUMBER· 81044601 | 490 000 | $124 620 | $61,063 80 | $33,316.99 | $27,746.81 | $294 00 | 0 48% |
| CAMERON INTL CORP<br>SYMBOL CAM CUSIP. 13342B105<br>ACCOUNT NUMBER: 81044601 | 1,350.000 | 59 130 | 79,825.50 | 24,384 37 | 55,441 13 | 0 00 | 0.00 |
| NOBLE ENERGY INC<br>SYMBOL NBL CUSIP· 655044105<br>ACCOUNT NUMBER 81044601 | 470.000 | 92.660 | 43,550.20 | 24,332.46 | 19,217.74 | 338 40 | 0.78 |
| **Total Energy** | | | **$184,439.50** | **$82,033.82** | **$102,405.68** | **$632.40** | **0.34%** |
| FINANCIALS | | | | | | | |
| CAPITAL ONE FINANCIAL CORP<br>SYMBOL COF CUSIP: 14040H105<br>ACCOUNT NUMBER. 81044601 | 1,300.000 | $49.770 | $64,701 00 | $63,677.02 | $1,023 98 | $260 00 | 0.40% |
| FRANKLIN RESOURCES INC<br>SYMBOL· BEN CUSIP: 354613101<br>ACCOUNT NUMBER· 81044601 | 330 000 | 125 620 | 41,454.60 | 32,685.84 | 8,768 76 | 330 00 | 0 80 |
| JPMORGAN CHASE & CO<br>SYMBOL· JPM CUSIP 46625H100<br>ACCOUNT NUMBER· 81044601 | 1,000 000 | 46 690 | 46,690.00 | 45,067 70 | 1,622 30 | 200 00 | 0.43 |
| PNC FINANCIAL SERVICES GROUP<br>SYMBOL PNC CUSIP. 693475105<br>ACCOUNT NUMBER 81044601 | 930 000 | 61 700 | 57,381.00 | 38,655.14 | 18,725 86 | 372 00 | 0 65 |
| PRUDENTIAL FINL INC<br>COM<br>SYMBOL PRU CUSIP 744320102<br>ACCOUNT NUMBER. 81044601 | 875.000 | 65.830 | 57,601.25 | 46,072 05 | 11,529 20 | 1,006.25 | 1.75 |
| US BANCORP DEL NEW<br>SYMBOL USB CUSIP: 902973304<br>ACCOUNT NUMBER 81044601 | 1,565.000 | 27 730 | 43,397.45 | 42,368 04 | 1,029 41 | 313 00 | 0.72 |
| **Total Financials** | | | **$311,225.30** | **$268,525.79** | **$42,699.51** | **$2,481.25** | **0.80%** |

## ASSET DETAIL *(continued)*

| Asset Description | Quantity | Price | Market Value as of 02/28/11 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Equities** *(continued)* | | | | | | | |
| HEALTH CARE | | | | | | | |
| BECTON DICKINSON & CO<br>SYMBOL BDX CUSIP 075887109<br>ACCOUNT NUMBER 81044601 | 560.000 | $80.000 | $44,800 00 | $36,667 40 | $8,132 60 | $918 40 | 2.05% |
| EXPRESS SCRIPTS INC COMMON STOCK<br>SYMBOL. ESRX CUSIP. 302182100<br>ACCOUNT NUMBER· 81044601 | 1,200.000 | 56.220 | 67,464 00 | 26,448 00 | 41,016.00 | 0 00 | 0 00 |
| LABORATORY CRP OF AMER HLDGS<br>SYMBOL· LH CUSIP: 50540R409<br>ACCOUNT NUMBER 81044601 | 930 000 | 90.130 | 83,820 90 | 69,333.01 | 14,487 89 | 0.00 | 0.00 |
| QUEST DIAGNOSTICS INC<br>SYMBOL DGX CUSIP 74834L100<br>ACCOUNT NUMBER: 81044601 | 700.000 | 56 750 | 39,725 00 | 25,721 50 | 14,003 50 | 280 00 | 0.70 |
| STRYKER CORP<br>SYMBOL· SYK CUSIP 863667101<br>ACCOUNT NUMBER 81044601 | 830 000 | 63 260 | 52,505 80 | 42,994 00 | 9,511.80 | 597.60 | 1.14 |
| **Total Health Care** | | | **$288,315.70** | **$201,163.91** | **$87,151.79** | **$1,796.00** | **0.62%** |

## ASSET DETAIL *(continued)*

| Asset Description | Quantity | Price | Market Value as of 02/28/11 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Equities** *(continued)* | | | | | | | |
| INDUSTRIALS | | | | | | | |
| DANAHER CORP<br>SYMBOL DHR CUSIP 235851102<br>ACCOUNT NUMBER 81044601 | 1,330 000 | $50.600 | $67,298 00 | $34,911.57 | $32,386 43 | $106 40 | 0 16% |
| EMERSON ELECTRIC CO<br>SYMBOL· EMR CUSIP. 291011104<br>ACCOUNT NUMBER. 81044601 | 1,400.000 | 59 660 | 83,524 00 | 67,724.02 | 15,799 98 | 1,932 00 | 2 31 |
| NORFOLK SOUTHERN CORP<br>SYMBOL: NSC CUSIP 655844108<br>ACCOUNT NUMBER 81044601 | 540.000 | 65 580 | 35,413.20 | 31,055 77 | 4,357 43 | 864 00 | 2 44 |
| UNITED PARCEL SERVICE-CL B<br>SYMBOL UPS CUSIP. 911312106<br>ACCOUNT NUMBER· 81044601 | 560.000 | 73 800 | 41,328.00 | 36,182 89 | 5,145 11 | 1,164 80 | 2 82 |
| 3M CO<br>COM<br>SYMBOL MMM CUSIP· 88579Y101<br>ACCOUNT NUMBER 81044601 | 200.000 | 92.230 | 18,446 00 | 16,251 98 | 2,194.02 | 440 00 | 2.38 |
| **Total Industrials** | | | **$246,009.20** | **$186,126.23** | **$59,882.97** | **$4,507.20** | **1.83%** |
| INFORMATION TECHNOLOGY | | | | | | | |
| CISCO SYSTEMS INC<br>SYMBOL CSCO CUSIP: 17275R102<br>ACCOUNT NUMBER· 81044601 | 1,960 000 | $18 560 | $36,377 60 | $29,668.45 | $6,709 15 | $0 00 | 0 00% |
| E M C CORP MASS<br>SYMBOL· EMC CUSIP 268648102<br>ACCOUNT NUMBER 81044601 | 2,385.000 | 27 210 | 64,895.85 | 43,996 50 | 20,899.35 | 0.00 | 0.00 |
| EXPEDIA INC DEL<br>COM<br>SYMBOL. EXPE CUSIP 30212P105<br>ACCOUNT NUMBER. 81044601 | 1,280 000 | 19 860 | 25,420.80 | 31,106 98 | - 5,686 18 | 358 40 | 1.41 |
| GOOGLE INC<br>CL A<br>SYMBOL GOOG CUSIP· 38259P508<br>ACCOUNT NUMBER. 81044601 | 130.000 | 613 400 | 79,742 00 | 39,049.85 | 40,692.15 | 0.00 | 0 00 |

## ASSET DETAIL *(continued)*

| Asset Description | Quantity | Price | Market Value as of 02/28/11 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Equities** *(continued)* | | | | | | | |
| INFORMATION TECHNOLOGY *(continued)* | | | | | | | |
| MICROSOFT CORP<br>SYMBOL MSFT CUSIP 594918104<br>ACCOUNT NUMBER: 81044601 | 2,400.000 | 26 580 | 63,792.00 | 61,551 25 | 2,240 75 | 1,536 00 | 2 41 |
| QUALCOMM INC<br>SYMBOL· QCOM CUSIP· 747525103<br>ACCOUNT NUMBER: 81044601 | 1,010.000 | 59 580 | 60,175.80 | 47,978.33 | 12,197.47 | 767.60 | 1 28 |
| TEXAS INSTRUMENTS INC<br>SYMBOL· TXN CUSIP 882508104<br>ACCOUNT NUMBER 81044601 | 950.000 | 35 610 | 33,829 50 | 34,334 09 | - 504.59 | 494 00 | 1.46 |
| **Total Information Technology** | | | **$364,233.55** | **$287,685.45** | **$76,548.10** | **$3,156.00** | **0.87%** |
| MATERIALS | | | | | | | |
| LUBRIZOL CORP<br>SYMBOL LZ CUSIP 549271104<br>ACCOUNT NUMBER: 81044601 | 285 000 | $108 870 | $31,027 95 | $30,990 18 | $37.77 | $410 40 | 1.32% |
| NUCOR CORP<br>SYMBOL: NUE CUSIP 670346105<br>ACCOUNT NUMBER· 81044601 | 775.000 | 47.960 | 37,169.00 | 22,153 76 | 15,015 24 | 1,123.75 | 3 02 |
| **Total Materials** | | | **$68,196.95** | **$53,143.94** | **$15,053.01** | **$1,534.15** | **2.25%** |
| UTILITIES | | | | | | | |
| AGL RES INC COM<br>SYMBOL AGL CUSIP. 001204106<br>ACCOUNT NUMBER· 81044601 | 325 000 | $38 010 | $12,353 25 | $11,174 95 | $1,178 30 | $585 00 | 4 74% |
| CONSOLIDATED EDISON INC<br>SYMBOL· ED CUSIP: 209115104<br>ACCOUNT NUMBER 81044601 | 310 000 | 49.980 | 15,493.80 | 13,467 51 | 2,026 29 | 744 00 | 4.80 |
| UGI CORP NEW COM<br>SYMBOL UGI CUSIP 902681105<br>ACCOUNT NUMBER. 81044601 | 530 000 | 31 890 | 16,901.70 | 12,672 30 | 4,229.40 | 530 00 | 3 14 |
| **Total Utilities** | | | **$44,748.75** | **$37,314.76** | **$7,433.99** | **$1,859.00** | **4.15%** |

## ASSET DETAIL *(continued)*

| Asset Description | Quantity | Price | Market Value as of 02/28/11 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Equities** *(continued)* | | | | | | | |
| INTERNATIONAL EQUITIES | | | | | | | |
| ACCENTURE PLC<br>CUSIP. G1151C101<br>ACCOUNT NUMBER 81044601 | 1,100 000 | $51 480 | $56,628 00 | $46,404 68 | $10,223 32 | $990 00 | 1.75% |
| ACE LIMITED<br>CUSIP. H0023R105<br>ACCOUNT NUMBER 81044601 | 760 000 | 63 250 | 48,070 00 | 39,690.55 | 8,379 45 | 1,003 20 | 2 09 |
| NOBLE CORPORATION<br>CUSIP. H5833N103<br>ACCOUNT NUMBER· 81044601 | 715 000 | 44.710 | 31,967.65 | 27,882.43 | 4,085 22 | 313 89 | 0 98 |
| POTASH CORP SASK<br>CUSIP 73755L107<br>ACCOUNT NUMBER 81044601 | 585.000 | 61 600 | 36,036.00 | 14,661.46 | 21,374 54 | 163 80 | 0.45 |
| TORONTO DOMINION BK ONT COM NEW<br>CUSIP 891160509<br>ACCOUNT NUMBER 81044601 | 395.000 | 83 710 | 33,065.45 | 27,313 79 | 5,751.66 | 962 62 | 2 91 |
| TYCO ELECTRONICS LTD F<br>CUSIP. H8912P106<br>ACCOUNT NUMBER. 81044601 | 910 000 | 36 040 | 32,796.40 | 28,898 69 | 3,897.71 | 582.40 | 1.78 |
| VODAFONE GROUP PLC NEW<br>CUSIP. 92857W209<br>ACCOUNT NUMBER· 81044601 | 1,765 000 | 28.620 | 50,514 30 | 49,647 86 | 866.44 | 2,287 44 | 4.53 |
| **Total International Equities** | | | **$289,077.80** | **$234,499.46** | **$54,578.34** | **$6,303.35** | **2.18%** |

## ASSET DETAIL *(continued)*

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 02/28/11 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|---|---|---|---|---|---|---|---|
| **Equities** *(continued)* | | | | | | | |
| DOMESTIC MUTUAL FUNDS | | | | | | | |
| DOMINI INTERNATIONAL SOCIAL EQUITY FUND CLASS INV<br>SYMBOL DOMIX CUSIP. 257132704<br>ACCOUNT NUMBER. 81044601 | 10,477 919 | $7 450 | $78,060 50 | $91,737.95 | - $13,677 45 | $1,414.52 | 1.81% |
| MATTHEWS PACIFIC TIGER FUND CLASS I #802<br>SYMBOL MAPTX CUSIP· 577130107<br>ACCOUNT NUMBER 81044601 | 3,092.991 | 21 740 | 67,241 62 | 48,079 01 | 19,162 61 | 0 00 | 0.00 |
| **Total Domestic Mutual Funds** | | | **$145,302.12** | **$139,816.96** | **$5,485.16** | **$1,414.52** | **0.97%** |
| INTERNATIONAL MUTUAL FUNDS | | | | | | | |
| DODGE & COX INTERNATIONAL STOCK FUND<br>SYMBOL. DODFX CUSIP. 256206103<br>ACCOUNT NUMBER· 81044601 | 2,257 774 | $36 960 | $83,447 33 | $92,997.70 | - $9,550 37 | $1,117.60 | 1.34% |
| ISHARES TR MSCI EMERGING MARKETS INDEX FUND<br>SYMBOL. EEM CUSIP 464287234<br>ACCOUNT NUMBER. 81044601 | 1,165.000 | 45 790 | 53,345 35 | 34,819 99 | 18,525.36 | 752.59 | 1.41 |
| **Total International Mutual Funds** | | | **$136,792.68** | **$127,817.69** | **$8,974.99** | **$1,870.19** | **1.37%** |
| **Total Equities** | | | **$2,463,933.40** | **$1,923,474.59** | **$540,458.81** | **$33,293.46** | **1.35%** |

## ASSET DETAIL *(continued)*

| Asset Description | Quantity | Price | Market Value as of 02/28/11 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Complementary Strategies** | | | | | | | |
| OTHER | | | | | | | |
| HUSSMAN STRATEGIC GROWTH FUND #601<br>SYMBOL· HSGFX CUSIP 448108100<br>ACCOUNT NUMBER. 810446 | 9,515.127 | $11.940 | $113,610.62 | $119,510 00 | - $5,899 38 | $266.42 | 0.23% |
| MERGER FD SH BEN INT<br>SYMBOL· MERFX CUSIP. 589509108<br>ACCOUNT NUMBER: 810446 | 8,094.966 | 16 000 | 129,519.46 | 130,248 00 | - 728.54 | 0 00 | 0.00 |
| **Total Other** | | | **$243,130.08** | **$249,758.00** | **- $6,627.92** | **$266.42** | **0.11%** |
| **Total Complementary Strategies** | | | **$243,130.08** | **$249,758.00** | **- $6,627.92** | **$266.42** | **0.11%** |

| Asset Description | Quantity | Price | Market Value as of 02/28/11 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Real Assets** | | | | | | | |
| REAL ASSET FUNDS | | | | | | | |
| CB RICHARD ELLIS REALTY TRUST<br>ACCOUNT NUMBER. 810446 | 37,034.756 | $10 000 | $370,347 56 | $286,685.72 | $83,661.84 | $21,294.98 | 5 75% |
| COHEN & STEERS INSTITUTIONAL REALTY SHARES #1263<br>SYMBOL CSRIX CUSIP 19247U106<br>ACCOUNT NUMBER· 81044601 | 1,844.380 | 41 160 | 75,914.68 | 64,000 00 | 11,914.68 | 1,597.23 | 2.10 |
| **Total Real Asset Funds** | | | **$446,262.24** | **$350,685.72** | **$95,576.52** | **$22,892.21** | **5.13%** |
| **Total Real Assets** | | | **$446,262.24** | **$350,685.72** | **$95,576.52** | **$22,892.21** | **5.13%** |

| | Account Value as of 02/28/11 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income |
|---|---|---|---|---|
| **TOTAL ASSETS** | **$6,012,887.67** | **$5,247,094.40** | **$765,793.27** | **$176,501.79** |

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

| | Amount |
|---|---|
| Long Term CG Distributions | 616 |
| Short Term CG Distributions | 0 |

| Totals | Gross Sales | Cost, Other Basis and Expenses | Net Gain or Loss |
|---|---|---|---|
| Securities | 1,336,144 | 1,297,787 | 38,357 |
| Other sales | 0 | 0 | 0 |

| 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 | CATERPILLAR FINL SVC 5 050 | 14912L2W0 | | | 12/12/2005 | | 12/1/2010 | 200,000 | 199,650 | | | | 350 |
| 2 | X | COMCAST CORP-SPECIAL CL | 20030N200 | | | 9/22/2005 | | 3/15/2010 | 31,463 | 36,075 | | | | -4,612 |
| 3 | X | COMCAST CORP-SPECIAL CL | 20030N200 | | | 3/12/2009 | | 3/15/2010 | 18,464 | 13,438 | | | | 5,026 |
| 4 | X | CONSOLIDATED EDISON INC | 209115104 | | | 1/25/2008 | | 11/11/2010 | 2,989 | 2,607 | | | | 382 |
| 5 | X | CREDIT SUISSE FB USA 4 875 | 22541LBH5 | | | 12/12/2005 | | 8/15/2010 | 200,000 | 200,000 | | | | 0 |
| 6 | X | DANAHER CORP | 235851102 | | | 9/22/2005 | | 4/5/2010 | 43,159 | 28,087 | | | | 15,072 |
| 7 | X | GOLDMAN SACHS GROUP IN | 38141G104 | | | 6/22/2007 | | 5/13/2010 | 33,570 | 51,704 | | | | -18,134 |
| 8 | X | HSBC FINANCE CORP 4 750 | 40429CCQ3 | | | 12/13/2005 | | 4/15/2010 | 200,000 | 200,000 | | | | 0 |
| 9 | X | HEWLETT PACKARD CO | 428236103 | | | 6/1/2006 | | 11/18/2010 | 48,220 | 37,619 | | | | 10,601 |
| 10 | X | ILLINOIS TOOL WORKS INC | 452308109 | | | 4/23/2007 | | 8/13/2010 | 26,461 | 31,905 | | | | -5,444 |
| 11 | X | ISHARES TR MSCI EMERGING | 464287234 | | | 5/14/2009 | | 11/11/2010 | 4,743 | 2,989 | | | | 1,754 |
| 12 | X | ISHARES MSCI EAFE | 464287465 | | | 10/17/2005 | | 11/11/2010 | 13,881 | 13,471 | | | | 410 |
| 13 | X | ISHARES MSCI EAFE | 464287465 | | | 10/17/2005 | | 2/14/2011 | 7,307 | 6,736 | | | | 571 |
| 14 | X | ISHARES MSCI EAFE | 464287465 | | | 12/12/2008 | | 2/14/2011 | 60,889 | 42,820 | | | | 18,069 |
| 15 | X | MORGAN STANLEY 5 050% | 61746SBS7 | | | 12/12/2005 | | 1/21/2011 | 200,000 | 198,724 | | | | 1,276 |
| 16 | X | TARGET CORP | 87612E106 | | | 11/21/2002 | | 2/11/2011 | 5,442 | 3,289 | | | | 2,153 |
| 17 | X | TARGET CORP | 87612E106 | | | 11/25/2002 | | 2/11/2011 | 4,081 | 2,482 | | | | 1,599 |
| 18 | X | TARGET CORP | 87612E106 | | | 1/29/2003 | | 2/11/2011 | 17,686 | 8,801 | | | | 8,885 |
| 19 | X | TARGET CORP | 87612E106 | | | 5/23/2003 | | 2/11/2011 | 4,081 | 2,492 | | | | 1,589 |
| 20 | X | UGI CORP NEW COM | 902681105 | | | 10/17/2005 | | 3/29/2010 | 2,113 | 1,913 | | | | 200 |
| 21 | X | US BANCORP DEL NEW | 902973304 | | | 1/26/2004 | | 3/29/2010 | 4,147 | 4,491 | | | | -344 |
| 22 | X | AGL RES INC COM | 001204106 | | | 10/17/2005 | | 3/29/2010 | 1,920 | 1,719 | | | | 201 |
| 23 | X | ADOBE SYS INC | 00724F101 | | | 4/6/2009 | | 12/9/2010 | 29,022 | 23,064 | | | | 5,958 |
| 24 | X | ADOBE SYS INC | 00724F101 | | | 3/29/2010 | | 12/9/2010 | 5,079 | 6,256 | | | | -1,177 |
| 25 | X | APPLIED MATERIALS INC | 038222105 | | | 10/10/2008 | | 8/12/2010 | 29,593 | 33,535 | | | | -3,942 |
| 26 | X | AUTOMATIC DATA PROCESSI | 053015103 | | | 4/18/2007 | | 6/10/2010 | 17,100 | 18,442 | | | | -1,342 |
| 27 | X | BP PLC - ADR | 055622104 | | | 9/22/2005 | | 5/7/2010 | 21,100 | 30,466 | | | | -9,366 |
| 28 | X | BP PLC - ADR | 055622104 | | | 4/18/2007 | | 5/7/2010 | 9,814 | 13,774 | | | | -3,960 |
| 29 | X | BP PLC - ADR | 055622104 | | | 12/12/2008 | | 5/7/2010 | 26,743 | 25,511 | | | | 1,232 |
| 30 | X | BANK NEW YORK MELLON CO | 064058100 | | | 12/20/2005 | | 6/24/2010 | 21,275 | 28,060 | | | | -6,785 |
| 31 | X | CVS/CAREMARK CORPORATI | 126650100 | | | 1/13/2004 | | 11/11/2010 | 41,639 | 24,442 | | | | 17,197 |
| 32 | X | CVS/CAREMARK CORPORATI | 126650100 | | | 1/27/2006 | | 11/11/2010 | 3,547 | 3,225 | | | | 322 |

## Line 16b (990-PF) - Accounting Fees

| | | 972 | 0 | 0 | 972 |
|---|---|---|---|---|---|
| | 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 | 972 | | | 972 |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |

## Line 18 (990-PF) - Taxes

| | Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|---|
| | | 1,414 | 1,414 | 0 | 0 |
| 1 | PY FED EXCISE TAX | | | | |
| 2 | ESTIMATED EXCISE TAX PAID | | | | |
| 3 | FOREIGN TAX WITHHELD | 1,414 | 1,414 | | |
| 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 |
|---|---|---|---|---|---|
| | | 49 | 39 | 0 | 10 |
| 1 | Amortization See attached statement | 0 | 0 | 0 | 0 |
| 2 | TRUSTEE FEES | | | | |
| 3 | ADR FEES | 39 | 39 | | |
| 4 | STATE AG FEES | 10 | | | 10 |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |

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

| | | | 1,978,851 | 1,923,475 | 2,200,208 | 2,463,933 |
|---|---|---|---|---|---|---|
| | Description | Num Shares/ Face Value | Book Value Beg of Year | Book Value End of Year | FMV Beg of Year | FMV End of Year |
| 1 | CORPORATE STOCK | | 1,978,851 | 1,923,475 | 2,200,208 | 2,463,933 |
| 2 | | | | | | |
| 3 | | | | | | |
| 4 | | | | | | |
| 5 | | | | | | |
| 6 | | | | | | |
| 7 | | | | | | |
| 8 | | | | | | |
| 9 | | | | | | |
| 10 | | | | | | |

## Part II, Line 10c (990-PF) - Investments - Corporate Bonds

| | | | | 2,711,048 | 2,347,009 | 2,864,530 | 2,483,395 |
|---|---|---|---|---|---|---|---|
| | Description | Interest Rate | Maturity Date | Book Value Beg of Year | Book Value End of Year | FMV Beg of Year | FMV End of Year |
| 1 | CORPORATE BONDS | | | 2,711,048 | 2,347,009 | 2,864,530 | 2,483,395 |
| 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 |
|---|---|---|---|---|---|
| | | | 286,686 | 600,444 | 689,392 |
| 1 | OTHER INVESTMENTS | | 286,686 | 600,444 | 689,392 |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |

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

| | Amount |
|---|---|
| Long Term CG Distributions | 616 |
| Short Term CG Distributions | 0 |

| | Kind(s) of Property Sold | CUSIP # | How Acquired | Date Acquired | Date Sold | Gross Sales Price | Depreciation Allowed | Cost or Other Basis Plus Expense of Sale | Gain or Loss | F M V as of 12/31/69 | Adjusted Basis as of 12/31/69 | Excess of FMV Over Adj Basis | Gains Minus Excess of FMV Over Adjusted Basis or Losses |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | Totals | 1,335,528 | 0 | 1,297,787 | 37,741 | 0 | 0 | 0 | 37,741 |
| 1 | CATERPILLAR FINL SVC 5 050% 12/01/1 | 14912L2W0 | | 12/12/2005 | 12/1/2010 | 200,000 | 0 | 199,650 | 350 | | | 0 | 350 |
| 2 | COMCAST CORP-SPECIAL CL A | 20030N200 | | 9/22/2005 | 3/15/2010 | 31,463 | 0 | 36,075 | -4,612 | | | 0 | -4,612 |
| 3 | COMCAST CORP-SPECIAL CL A | 20030N200 | | 3/12/2009 | 3/15/2010 | 18,464 | 0 | 13,438 | 5,026 | | | 0 | 5,026 |
| 4 | CONSOLIDATED EDISON INC | 209115104 | | 1/25/2008 | 11/11/2010 | 2,989 | 0 | 2,607 | 382 | | | 0 | 382 |
| 5 | CREDIT SUISSE FB USA 4 875% 8/15/1 | 22541LBH5 | | 12/12/2005 | 8/15/2010 | 200,000 | 0 | 200,000 | 0 | | | 0 | 0 |
| 6 | DANAHER CORP | 235851102 | | 9/22/2005 | 4/5/2010 | 43,159 | 0 | 28,087 | 15,072 | | | 0 | 15,072 |
| 7 | GOLDMAN SACHS GROUP INC | 38141G104 | | 6/22/2007 | 5/13/2010 | 33,570 | 0 | 51,704 | -18,134 | | | 0 | -18,134 |
| 8 | HSBC FINANCE CORP 4 750% 4/15/1 | 40429CCQ3 | | 12/13/2005 | 4/15/2010 | 200,000 | 0 | 200,000 | 0 | | | 0 | 0 |
| 9 | HEWLETT PACKARD CO | 428236103 | | 6/1/2006 | 11/18/2010 | 48,220 | 0 | 37,619 | 10,601 | | | 0 | 10,601 |
| 10 | ILLINOIS TOOL WORKS INC | 452308109 | | 4/23/2007 | 8/13/2010 | 26,461 | 0 | 31,905 | -5,444 | | | 0 | -5,444 |
| 11 | ISHARES TR MSCI EMERGING MARKET | 464287234 | | 5/14/2009 | 11/11/2010 | 4,743 | 0 | 2,989 | 1,754 | | | 0 | 1,754 |
| 12 | ISHARES MSCI EAFE | 464287465 | | 10/17/2005 | 11/11/2010 | 13,881 | 0 | 13,471 | 410 | | | 0 | 410 |
| 13 | ISHARES MSCI EAFE | 464287465 | | 10/17/2005 | 2/14/2011 | 7,307 | 0 | 6,736 | 571 | | | 0 | 571 |
| 14 | ISHARES MSCI EAFE | 464287465 | | 12/12/2008 | 2/14/2011 | 60,889 | 0 | 42,820 | 18,069 | | | 0 | 18,069 |
| 15 | MORGAN STANLEY 5 050% 1/21/11 | 61746SBS7 | | 12/12/2005 | 1/21/2011 | 200,000 | 0 | 198,724 | 1,276 | | | 0 | 1,276 |
| 16 | TARGET CORP | 87612E106 | | 11/21/2002 | 2/11/2011 | 5,442 | 0 | 3,289 | 2,153 | | | 0 | 2,153 |
| 17 | TARGET CORP | 87612E106 | | 11/25/2002 | 2/11/2011 | 4,081 | 0 | 2,482 | 1,599 | | | 0 | 1,599 |
| 18 | TARGET CORP | 87612E106 | | 1/29/2003 | 2/11/2011 | 17,686 | 0 | 8,801 | 8,885 | | | 0 | 8,885 |
| 19 | TARGET CORP | 87612E106 | | 5/23/2003 | 2/11/2011 | 4,081 | 0 | 2,492 | 1,589 | | | 0 | 1,589 |
| 20 | UGI CORP NEW COM | 902681105 | | 10/17/2005 | 3/29/2010 | 2,113 | 0 | 1,913 | 200 | | | 0 | 200 |
| 21 | US BANCORP DEL NEW | 902973304 | | 1/26/2004 | 3/29/2010 | 4,147 | 0 | 4,491 | -344 | | | 0 | -344 |
| 22 | AGL RES INC COM | 001204106 | | 10/17/2005 | 3/29/2010 | 1,920 | 0 | 1,719 | 201 | | | 0 | 201 |
| 23 | ADOBE SYS INC | 00724F101 | | 4/6/2009 | 12/9/2010 | 29,022 | 0 | 23,064 | 5,958 | | | 0 | 5,958 |
| 24 | ADOBE SYS INC | 00724F101 | | 3/29/2010 | 12/9/2010 | 5,079 | 0 | 6,256 | -1,177 | | | 0 | -1,177 |
| 25 | APPLIED MATERIALS INC | 038222105 | | 10/10/2008 | 8/12/2010 | 29,593 | 0 | 33,535 | -3,942 | | | 0 | -3,942 |
| 26 | AUTOMATIC DATA PROCESSING INC | 053015103 | | 4/18/2007 | 6/10/2010 | 17,100 | 0 | 18,442 | -1 342 | | | 0 | -1,342 |
| 27 | BP PLC - ADR | 055622104 | | 9/22/2005 | 5/7/2010 | 21,100 | 0 | 30,466 | -9,366 | | | 0 | -9,366 |
| 28 | BP PLC - ADR | 055622104 | | 4/18/2007 | 5/7/2010 | 9,814 | 0 | 13,774 | -3,960 | | | 0 | -3,960 |
| 29 | BP PLC - ADR | 055622104 | | 12/12/2008 | 5/7/2010 | 26,743 | 0 | 25,511 | 1,232 | | | 0 | 1,232 |
| 30 | BANK NEW YORK MELLON CORP COM | 064058100 | | 12/20/2005 | 6/24/2010 | 21,275 | 0 | 28,060 | -6,785 | | | 0 | -6,785 |
| 31 | CVS/CAREMARK CORPORATION | 126650100 | | 1/13/2004 | 11/11/2010 | 41,639 | 0 | 24,442 | 17,197 | | | 0 | 17,197 |
| 32 | CVS/CAREMARK CORPORATION | 126650100 | | 1/27/2006 | 11/11/2010 | 3,547 | 0 | 3,225 | 322 | | | 0 | 322 |

## Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

54,698

| | Name | Check "X" if Business | Street | City | State | Zip Code | Foreign Country | Title | Average Hours | Compensation |
|---|---|---|---|---|---|---|---|---|---|---|
| 1 | WELLS FARGO BANK, N A | X | PO BOX 63954 MAC A0348-012 | SAN FRANCISCO | CA | 94163 | | TRUSTEE | 4 | 54,698 |
| 2 | | | | | | | | | | |
| 3 | | | | | | | | | | |
| 4 | | | | | | | | | | |
| 5 | | | | | | | | | | |
| 6 | | | | | | | | | | |
| 7 | | | | | | | | | | |
| 8 | | | | | | | | | | |
| 9 | | | | | | | | | | |
| 10 | | | | | | | | | | |

## Part

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

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

| | | Date | | Amount |
|---|---|---|---|---|
| 1 | Credit from prior year return | | 1 | 1,427 |
| 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 | 1,427 |

## 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 | 64,003 |
| 2 | | 2 | |
| 3 | | 3 | |
| 4 | | 4 | |
| 5 | | 5 | |
| 6 | | 6 | |
| 7 | | 7 | |
| 8 | | 8 | |
| 9 | | 9 | |
| 10 | Total | 10 | 64,003 |