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 4/1/2010 **, and ending** 3/31/2011

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
EARL M WILSON TUW FBO NC SOC

A Employer identification number
56-6355445

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062

B Telephone number (see page 10 of the instructions)
(888) 730-4933

City or town, state, and ZIP code
Philadelphia PA 19106-2112

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)* ▶ $ 870,509

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	26,526	26,216		
	5a Gross rents		0		
	b Net rental income or (loss) 0				
	6a Net gain or (loss) from sale of assets not on line 10	29,249			
	b Gross sales price for all assets on line 6a 257,197				
	7 Capital gain net income (from Part IV, line 2)		29,249		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a 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	55,775	55,465	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	10,233	7,675		2,558
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	118	0	0	118
	b Accounting fees (attach schedule)	2,000	0	0	2,000
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	350	350	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)	0	0	0	0
	24 **Total operating and administrative expenses.** Add lines 13 through 23	12,701	8,025	0	4,676
	25 Contributions, gifts, grants paid	34,200			34,200
	26 **Total expenses and disbursements** Add lines 24 and 25	46,901	8,025	0	38,876
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	8,874			
	b **Net investment income** (if negative, enter -0-)		47,440		
	c **Adjusted net income** (if negative, enter -0-)			0	

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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)

	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				
	2	Savings and temporary cash investments		9,749	40,332	40,332
	3	Accounts receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	4	Pledges receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		0	0	0
	7	Other notes and loans receivable (attach schedule) ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	8	Inventories for sale or use			0	
	9	Prepaid expenses and deferred charges			0	
	10 a	Investments—U S and state government obligations (attach schedule)		0	0	0
	b	Investments—corporate stock (attach schedule)		0	0	0
	c	Investments—corporate bonds (attach schedule)		0	0	0
	11	Investments—land, buildings, and equipment basis ▶	0			
		Less accumulated depreciation (attach schedule) ▶	0	0	0	0
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)		794,501	747,226	830,177
	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)		804,250	787,558	870,509
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		804,250	787,558	
	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)		804,250	787,558	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)		804,250	787,558	

Part III Analysis of Changes in Net Assets or Fund Balances

	Description	Line	Amount
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	804,250
2	Enter amount from Part I, line 27a	2	8,874
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	813,124
5	Decreases not included in line 2 (itemize) ▶ Cost Basis Adjustment	5	25,566
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	787,558

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	29,249
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	36,445	728,904	0 050000
2008	45,676	743,529	0 061431
2007	44,827	972,368	0 046101
2006	44,395	961,504	0 046172
2005	45,237	947,158	0 047761

2	**Total** of line 1, column (d)	2	0 251465
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 050293
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	793,417
5	Multiply line 4 by line 3	5	39,903
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	474
7	Add lines 5 and 6	7	40,377
8	Enter qualifying distributions from Part XII, line 4	8	38,876

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	949
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	949
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	949
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 30		
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	30
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	919
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) ▶ NC			
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			
	Located at ▶ 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ▶ 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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

	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? ☐ 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** No: X

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 101N Independence Mall E MACY1372-062 Phi	Trustee 4 00	10,233	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 ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	0
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	779,842
b	Average of monthly cash balances	1b	25,658
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	805,500
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	805,500
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	12,083
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	793,417
6	**Minimum investment return.** Enter 5% of line 5	6	39,671

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	39,671
2a	Tax on investment income for 2010 from Part VI, line 5	2a	949		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	949
3	Distributable amount before adjustments Subtract line 2c from line 1			3	38,722
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	38,722
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	38,722

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	38,876
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	38,876
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	38,876

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				38,722
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			36,146	
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 ► $ 38,876				
a	Applied to 2009, but not more than line 2a			36,146	
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				2,730
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				35,992
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 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*				
See Attached Statement				
Total			▶ 3a	34,200
b *Approved for future payment*				
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	26,526	
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	29,249	
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		55,775	0

13 Total. Add line 12, columns (b), (d), and (e) 13 55,775

(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 Sulentic | 7/12/2011 | VP AND TAX DIRECTOR

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Donald J Roman		7/12/2011		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: THE NATURE SOCIETY				
Street: P O BOX 37742				
City: RALEIGH		State: NC	Zip Code: 27627	Foreign Country:
Relationship: NONE	Foundation Status: 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT				Amount: 4,500
Name: ANIMAL COMPASSION				
Street: 803 FAIRVIEW STREET				
City: ASHEVILLE		State: NC	Zip Code: 28803	Foreign Country:
Relationship: NONE	Foundation Status: 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT				Amount: 5,500
Name: WILD FOR LIFE				
Street: 33 POSSUM TROT				
City: ASHEVILLE		State: NC	Zip Code: 28806	Foreign Country:
Relationship: NONE	Foundation Status: 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT				Amount: 4,150
Name: HUMANE ALLIANCE OF WNC INC				
Street: 25 HERITAGE DRIVE				
City: ASHEVILLE		State: NC	Zip Code: 28806	Foreign Country:
Relationship: NONE	Foundation Status: 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT				Amount: 5,000
Name: ANIMAL HAVEN OF ASHEVILLE				
Street: 65 LOWER GRASSY BRANCH ROAD				
City: ASHEVILLE		State: NC	Zip Code: 28805-1618	Foreign Country:
Relationship: NONE	Foundation Status: 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT				Amount: 6,000
Name: BUNCOMBE COUNTY FRIENDS OF ANIMALS				
Street: 16 FOREVER FRIEND LANE				
City: ASHEVILLE		State: NC	Zip Code: 28806	Foreign Country:
Relationship: NONE	Foundation Status: 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT				Amount: 5,000

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

Recipient(s) paid during the year

Name	HUMANE SOCIETY OF BUNCOMBE COUNTY
Street	14 FOREVER FRIEND LANE
City	ASHEVILLE
State	NC
Zip Code	28806
Foreign Country	
Relationship	NONE
Foundation Status	501(c)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	2,000

Name	BROTHER WOLF CANINE RESCUE, INC
Street	31 GLENDALE AVENUE
City	ASHEVILLE
State	NC
Zip Code	28814
Foreign Country	
Relationship	NONE
Foundation Status	501(c)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	1,450

Name	PETS FOR THE ELDERLY FOUNDATION
Street	168 MERRIMAN AVE
City	ASHEVILLE
State	NC
Zip Code	28801
Foreign Country	
Relationship	NONE
Foundation Status	501(c)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	600

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

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

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	0	Securities	257,197	227,948	29,249
Short Term CG Distributions	0	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	GOLDEN SMALL CAP CORE F	34984T857			8/1/2008		12/17/2010	15,694	17,072				-1,378
2	X	GOLDEN LARGE CAP CORE F	34984T881			5/12/2008		2/2/2011	315	338				-23
3	X	GOLDEN LARGE CAP CORE F	34984T881			2/12/2007		2/2/2011	3,793	4,056				-263
4	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		7/29/2010	2,307	1,722				585
5	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		8/4/2010	2,238	1,628				610
6	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		2/2/2011	2,614	1,643				971
7	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		7/29/2010	424	374				50
8	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		8/4/2010	820	710				110
9	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		2/2/2011	1,235	934				301
10	X	ING INTERNATIONAL REAL ES	44980Q518			11/1/2007		8/4/2010	174	307				-133
11	X	ING INTERNATIONAL REAL ES	44980Q518			11/1/2007		2/2/2011	355	557				-202
12	X	PERKINS MID CAP VALUE F/C	47103C241			10/31/2008		7/29/2010	696	555				141
13	X	PERKINS MID CAP VALUE F/C	47103C241			10/31/2008		8/4/2010	1,321	1,031				290
14	X	PERKINS MID CAP VALUE F/C	47103C241			10/31/2008		12/17/2010	38,537	27,231				11,306
15	X	JPMORGAN HIGH YIELD FUNI	4812C0803			8/1/2007		7/29/2010	159	163				-4
16	X	JPMORGAN HIGH YIELD FUNI	4812C0803			8/1/2007		8/4/2010	310	318				-8
17	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		2/2/2011	1,930	1,869				61
18	X	PIMCO TOTAL RETURN FD IN	693390700			5/12/2009		5/12/2010	2,046	1,911				135
19	X	PIMCO TOTAL RETURN FD IN	693390700			8/12/2009		5/12/2010	953	912				41
20	X	PIMCO TOTAL RETURN FD IN	693390700			2/12/2010		5/12/2010	2,622	2,580				42
21	X	PIMCO TOTAL RET FD-INST #	693390700			5/12/2009		7/29/2010	1,363	1,246				117
22	X	PIMCO TOTAL RET FD-INST #	693390700			5/12/2009		8/4/2010	1,412	1,287				125
23	X	PIMCO EMERG MKTS BD-INST	693391559			2/12/2007		7/29/2010	331	329				2
24	X	PIMCO EMERG MKTS BD-INST	693391559			2/12/2007		8/4/2010	623	615				8
25	X	PIMCO EMERG MKTS BD-INST	693391559			2/12/2007		12/17/2010	15,321	15,249				72
26	X	PIMCO COMMODITY REAL RE	722005667			2/12/2007		2/2/2011	2,382	3,412				-1,030
27	X	T ROWE PRICE REAL ESTATE	779919109			2/12/2008		5/12/2010	2,299	2,501				-202
28	X	T ROWE PRICE REAL ESTATE	779919109			5/5/2008		5/12/2010	6,639	8,108				-1,469
29	X	T ROWE PRICE REAL ESTATE	779919109			5/12/2008		5/12/2010	1,437	1,740				-303
30	X	T ROWE PRICE REAL ESTATE	779919109			2/12/2008		8/4/2010	818	2,698				-1,880
31	X	T ROWE PRICE REAL ESTATE	779919109			10/31/2008		12/17/2010	12,003	8,662				3,341
32	X	T ROWE PRICE REAL ESTATE	779919109			11/12/2008		12/17/2010	6,505	3,599				2,906
33	X	T ROWE PRICE REAL ESTATE	779919109			2/12/2008		12/17/2010	318	1,017				-699
34	X	T ROWE PRICE REAL ESTATE	779919109			2/12/2009		12/17/2010	13,025	6,239				6,786
35	X	ROYCE VALUE PLUS FUND-IN	780905212			10/31/2008		7/29/2010	624	483				141
36	X	ROYCE VALUE PLUS FUND-IN	780905212			10/31/2008		8/4/2010	1,000	755				245
37	X	ROYCE VALUE PLUS FUND-IN	780905212			2/12/2009		12/17/2010	3,462	1,963				1,499
38	X	ROYCE VALUE PLUS FUND-IN	780905212			10/31/2008		12/17/2010	28,026	18,309				9,717
39	X	SSGA EMERGING MARKETS F	784924425			2/12/2007		7/29/2010	496	586				-90
40	X	SSGA EMERGING MARKETS F	784924425			2/12/2007		8/4/2010	1,450	1,687				-237
41	X	SSGA EMERGING MARKETS F	784924425			2/12/2007		12/17/2010	18,990	20,215				-1,225
42	X	SSGA EMERGING MARKETS F	784924425			8/12/2008		12/17/2010	2,052	2,172				-120
43	X	SSGA EMERGING MARKETS F	784924425			8/12/2008		2/2/2011	224	233				-9
44	X	TCW SMALL CAP GROWTH FU	87234N849			12/17/2010		2/2/2011	3,116	3,056				60
45	X	VANGUARD REIT VIPER	922908553			12/17/2010		2/2/2011	860	801				59
46	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		7/29/2010	689	551				138
47	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		8/4/2010	1,067	834				233
48	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		2/2/2011	1,269	866				403
49	X	WELLS FARGO INTL ADV FUN	94985D582			5/12/2010		7/29/2010	510	491				19
50	X	WELLS FARGO INTL ADV FUN	94985D582			5/12/2010		8/4/2010	770	732				38

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	257,197	227,948	29,249
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
51	X	WF ADV ENDEAVOR SELECT-	949915565			8/1/2008		7/29/2010	786	1,036				-250
52	X	WF ADV ENDEAVOR SELECT-	949915565			8/1/2008		8/4/2010	1,751	2,234				-483
53	X	WF ADV ENDEAVOR SELECT-	949915565			8/1/2008		2/2/2011	4,529	4,816				-287
54	X	WF ADV ENDEAVOR SELECT-	949915565			2/12/2007		2/2/2011	904	924				-20
55	X	ARTIO TOTAL RETURN BOND	04315J209			5/12/2009		5/12/2010	1,876	1,759				117
56	X	ARTIO TOTAL RETURN BOND	04315J209			8/12/2009		5/12/2010	930	895				35
57	X	ARTIO TOTAL RETURN BOND	04315J209			2/12/2010		5/12/2010	2,329	2,313				16
58	X	ARTIO TOTAL RETURN BD FD	04315J209			5/12/2009		7/29/2010	1,246	1,149				97
59	X	ARTIO TOTAL RETURN BD FD	04315J209			5/12/2009		8/4/2010	302	277				25
60	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		8/4/2010	1,006	882				124
61	X	ARTIO INTERNATIONAL EQ FI	04315J837			2/12/2007		7/29/2010	223	309				-86
62	X	ARTIO INTERNATIONAL EQ FI	04315J837			2/12/2007		8/4/2010	2,233	3,009				-776
63	X	DODGE & COX INT'L STOCK F	256206103			2/12/2007		8/4/2010	2,155	2,992				-837
64	X	ARTIO INTERNATIONAL EQ FI	04315J837			2/12/2007		2/2/2011	126	154				-28
65	X	DODGE & COX INT'L STOCK F	256206103			2/12/2007		7/29/2010	944	1,340				-396
66	X	DODGE & COX INT'L STOCK F	256206103			2/12/2007		2/2/2011	921	1,116				-195
67	X	DODGE & COX INCOME FD	256210105			2/12/2007		5/12/2010	1,611	1,548				63
68	X	DODGE & COX INCOME FD	256210105			2/12/2010		5/12/2010	3,045	3,022				23
69	X	DODGE & COX INCOME FD C(	256210105			11/1/2007		7/29/2010	1,332	1,263				69
70	X	DODGE & COX INCOME FD C(	256210105			11/1/2007		8/4/2010	1,388	1,314				74
71	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		2/2/2011	359	353				6
72	X	GOLDEN SMALL CAP CORE F	34984T857			2/12/2007		8/4/2010	468	678				-210
73	X	GOLDEN SMALL CAP CORE F	34984T857			2/12/2007		12/17/2010	7,805	9,483				-1,678
74	X	GOLDEN SMALL CAP CORE F	34984T857			5/12/2009		12/17/2010	3,211	2,137				1,074
75	X	GOLDEN SMALL CAP CORE F	34984T857			11/1/2007		12/17/2010	2,420	2,842				-422
76	X	GOLDEN SMALL CAP CORE F	34984T857			2/12/2008		12/17/2010	1,418	1,479				-61
77	X	GOLDEN SMALL CAP CORE F	34984T857			8/13/2007		12/17/2010	783	945				-162
78	X	GOLDEN SMALL CAP CORE F	34984T857			11/13/2007		12/17/2010	608	697				-89
79	X	GOLDEN SMALL CAP CORE F	34984T857			11/6/2007		12/17/2010	541	635				-94
80	X	LT CG							2,323					2,323

Line 16a (990-PF) - Legal Fees

		118	0	0	118
	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	LEGAL FEES	118			118
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16b (990-PF) - Accounting Fees

		2,000	0	0	2,000
	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	2,000			2,000
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
		350	350	0	0
1	FOREIGN TAX WITHHELD	350	350		
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

			794,501	747,226	830,177
	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	SEE ATTACHED STMT			747,226	830,177
2	PRIOR YEAR		794,501		
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	0
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	257,197	0	227,948	29,249	0	0	0	29,249
1	GOLDEN SMALL CAP CORE FUND	34984T857		8/1/2008	12/17/2010	15,694	0	17,072	-1,378			0	-1,378
2	GOLDEN LARGE CAP CORE FUND-I	34984T881		5/12/2008	2/2/2011	315	0	338	-23			0	-23
3	GOLDEN LARGE CAP CORE FUND-I	34984T881		2/12/2007	2/2/2011	3,793	0	4,056	-263			0	-263
4	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	7/29/2010	2,307	0	1,722	585			0	585
5	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	8/4/2010	2,238	0	1,628	610			0	610
6	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	2/2/2011	2,614	0	1,643	971			0	971
7	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	7/29/2010	424	0	374	50			0	50
8	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	8/4/2010	820	0	710	110			0	110
9	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	2/2/2011	1,235	0	934	301			0	301
10	ING INTERNATIONAL REAL EST-I #2664	44980Q518		11/1/2007	8/4/2010	174	0	307	-133			0	-133
11	ING INTERNATIONAL REAL EST-I #2664	44980Q518		11/1/2007	2/2/2011	355	0	557	-202			0	-202
12	PERKINS MID CAP VALUE F/C I #1167	47103C241		10/31/2008	7/29/2010	696	0	555	141			0	141
13	PERKINS MID CAP VALUE F/C I #1167	47103C241		10/31/2008	8/4/2010	1,321	0	1,031	290			0	290
14	PERKINS MID CAP VALUE F/C I #1167	47103C241		10/31/2008	12/17/2010	38,537	0	27,231	11,306			0	11,306
15	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		8/1/2007	7/29/2010	159	0	163	-4			0	-4
16	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		8/1/2007	8/4/2010	310	0	318	-8			0	-8
17	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	2/2/2011	1,930	0	1,869	61			0	61
18	PIMCO TOTAL RETURN FD INST CL	693390700		5/12/2009	5/12/2010	2,046	0	1,911	135			0	135
19	PIMCO TOTAL RETURN FD INST CL	693390700		8/12/2009	5/12/2010	953	0	912	41			0	41
20	PIMCO TOTAL RETURN FD INST CL	693390700		2/12/2010	5/12/2010	2,622	0	2,580	42			0	42
21	PIMCO TOTAL RET FD-INST #35	693390700		5/12/2009	7/29/2010	1,363	0	1,246	117			0	117
22	PIMCO TOTAL RET FD-INST #35	693390700		5/12/2009	8/4/2010	1,412	0	1,287	125			0	125
23	PIMCO EMERG MKTS BD-INST #137	693391559		2/12/2007	7/29/2010	331	0	329	2			0	2
24	PIMCO EMERG MKTS BD-INST #137	693391559		2/12/2007	8/4/2010	623	0	615	8			0	8
25	PIMCO EMERG MKTS BD-INST #137	693391559		2/12/2007	12/17/2010	15,321	0	15,249	72			0	72
26	PIMCO COMMODITY REAL RET STRAT-I	722005667		2/12/2007	2/2/2011	2,382	0	3,412	-1,030			0	-1,030
27	T ROWE PRICE REAL ESTATE FD	779919109		2/12/2008	5/12/2010	2,299	0	2,501	-202			0	-202
28	T ROWE PRICE REAL ESTATE FD	779919109		5/5/2008	5/12/2010	6,639	0	8,108	-1,469			0	-1,469
29	T ROWE PRICE REAL ESTATE FD	779919109		5/12/2008	5/12/2010	1,437	0	1,740	-303			0	-303
30	T ROWE PRICE REAL ESTATE FD #122	779919109		2/12/2008	8/4/2010	818	0	2,698	-1,880			0	-1,880
31	T ROWE PRICE REAL ESTATE FD #122	779919109		10/31/2008	12/17/2010	12,003	0	8,662	3,341			0	3,341
32	T ROWE PRICE REAL ESTATE FD #122	779919109		11/12/2008	12/17/2010	6,505	0	3,599	2,906			0	2,906
33	T ROWE PRICE REAL ESTATE FD #122	779919109		2/12/2008	12/17/2010	318	0	1,017	-699			0	-699
34	T ROWE PRICE REAL ESTATE FD #122	779919109		2/12/2009	12/17/2010	13,025	0	6,239	6,786			0	6,786
35	ROYCE VALUE PLUS FUND-INVT #271	780905212		10/31/2008	7/29/2010	624	0	483	141			0	141
36	ROYCE VALUE PLUS FUND-INVT #271	780905212		10/31/2008	8/4/2010	1,000	0	755	245			0	245
37	ROYCE VALUE PLUS FUND-INVT #271	780905212		2/12/2009	12/17/2010	3,462	0	1,963	1,499			0	1,499
38	ROYCE VALUE PLUS FUND-INVT #271	780905212		10/31/2008	12/17/2010	28,026	0	18,309	9,717			0	9,717
39	SSGA EMERGING MARKETS FD S #151(	784924425		2/12/2007	7/29/2010	496	0	586	-90			0	-90
40	SSGA EMERGING MARKETS FD S #151(	784924425		2/12/2007	8/4/2010	1,450	0	1,687	-237			0	-237
41	SSGA EMERGING MARKETS FD S #151(	784924425		2/12/2007	12/17/2010	18,990	0	20,215	-1,225			0	-1,225
42	SSGA EMERGING MARKETS FD S #151(	784924425		8/12/2008	12/17/2010	2,052	0	2,172	-120			0	-120
43	SSGA EMERGING MARKETS FD S #151(	784924425		8/12/2008	2/2/2011	224	0	233	-9			0	-9
44	TCW SMALL CAP GROWTH FUND-I #47	87234N849		12/17/2010	2/2/2011	3,116	0	3,056	60			0	60
45	VANGUARD REIT VIPER	922908553		12/17/2010	2/2/2011	860	0	801	59			0	59
46	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		10/31/2008	7/29/2010	689	0	551	138			0	138
47	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		10/31/2008	8/4/2010	1,067	0	834	233			0	233
48	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		10/31/2008	2/2/2011	1,269	0	866	403			0	403
49	WELLS FARGO INTL ADV FUND-IS #470	94985D582		5/12/2010	7/29/2010	510	0	491	19			0	19
50	WELLS FARGO INTL ADV FUND-IS #470	94985D582		5/12/2010	8/4/2010	770	0	732	38			0	38
51	WF ADV ENDEAVOR SELECT-I #3124	949915565		8/1/2008	7/29/2010	786	0	1,036	-250			0	-250
52	WF ADV ENDEAVOR SELECT-I #3124	949915565		8/1/2008	8/4/2010	1,751	0	2,234	-483			0	-483
53	WF ADV ENDEAVOR SELECT-I #3124	949915565		8/1/2008	2/2/2011	4,529	0	4,816	-287			0	-287
54	WF ADV ENDEAVOR SELECT-I #3124	949915565		2/12/2007	2/2/2011	904	0	924	-20			0	-20
55	ARTIO TOTAL RETURN BOND FD-I	04315J209		5/12/2009	5/12/2010	1,876	0	1,759	117			0	117
56	ARTIO TOTAL RETURN BOND FD-I	04315J209		8/12/2009	5/12/2010	930	0	895	35			0	35
57	ARTIO TOTAL RETURN BOND FD-I	04315J209		2/12/2010	5/12/2010	2,329	0	2,313	16			0	16

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

	Amount
Long Term CG Distributions	0
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	257,197	0	227,948	29,249	0	0	0	29,249
58	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		5/12/2009	7/29/2010	1,246	0	1,149	97			0	97
59	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		5/12/2009	8/4/2010	302	0	277	25			0	25
60	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		10/31/2008	8/4/2010	1,006	0	882	124			0	124
61	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		2/12/2007	7/29/2010	223	0	309	-86			0	-86
62	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		2/12/2007	8/4/2010	2,233	0	3,009	-776			0	-776
63	DODGE & COX INT'L STOCK FD #1048	256206103		2/12/2007	8/4/2010	2,155	0	2,992	-837			0	-837
64	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		2/12/2007	2/2/2011	126	0	154	-28			0	-28
65	DODGE & COX INT'L STOCK FD #1048	256206103		2/12/2007	7/29/2010	944	0	1,340	-396			0	-396
66	DODGE & COX INT'L STOCK FD #1048	256206103		2/12/2007	2/2/2011	921	0	1,116	-195			0	-195
67	DODGE & COX INCOME FD	256210105		2/12/2007	5/12/2010	1,611	0	1,548	63			0	63
68	DODGE & COX INCOME FD	256210105		2/12/2010	5/12/2010	3,045	0	3,022	23			0	23
69	DODGE & COX INCOME FD COM #147	256210105		11/1/2007	7/29/2010	1,332	0	1,263	69			0	69
70	DODGE & COX INCOME FD COM #147	256210105		11/1/2007	8/4/2010	1,388	0	1,314	74			0	74
71	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	2/2/2011	359	0	353	6			0	6
72	GOLDEN SMALL CAP CORE FUND	34984T857		2/12/2007	8/4/2010	468	0	678	-210			0	-210
73	GOLDEN SMALL CAP CORE FUND	34984T857		2/12/2007	12/17/2010	7,805	0	9,483	-1,678			0	-1,678
74	GOLDEN SMALL CAP CORE FUND	34984T857		5/12/2009	12/17/2010	3,211	0	2,137	1,074			0	1,074
75	GOLDEN SMALL CAP CORE FUND	34984T857		11/1/2007	12/17/2010	2,420	0	2,842	-422			0	-422
76	GOLDEN SMALL CAP CORE FUND	34984T857		2/12/2008	12/17/2010	1,418	0	1,479	-61			0	-61
77	GOLDEN SMALL CAP CORE FUND	34984T857		8/13/2007	12/17/2010	783	0	945	-162			0	-162
78	GOLDEN SMALL CAP CORE FUND	34984T857		11/13/2007	12/17/2010	608	0	697	-89			0	-89
79	GOLDEN SMALL CAP CORE FUND	34984T857		11/6/2007	12/17/2010	541	0	635	-94			0	-94
80	LT CG					2,323	0	0	2,323			0	2,323

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

10,233

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank N A	X	101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		TRUSTEE	4	10,233
2										
3										
4										
5										
6										
7										
8										
9										
10										

Part

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

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

		Date		Amount
1	Credit from prior year return		1	30
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	30

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	36,146
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	36,146

Security Description	Security Category	Account #	CUSIP	Asset Name	FMV	Units	Fed Cost
Money Market Fund	Savings & Temp Inv	1013702664	VP7000228	WF ADV HERITAGE MM FD-INSTL #3106	24,286	24285.8	24,286
Money Market Fund	Savings & Temp Inv	1013702664	VP7000228	WF ADV HERITAGE MM FD-INSTL #3106	15,806	15806	15,806
Mutual Fund	Invest - Other	1013702664	256210105	DODGE & COX INCOME FD COM #147	58,118	4379.69	55,116
Mutual Fund	Invest - Other	1013702664	693390700	PIMCO TOTAL RET FD-INST #35	50,078	4602.8	47,037
Mutual Fund	Invest - Other	1013702664	693390882	PIMCO FOREIGN BD FD USD H-INST #103	16,576	1596.9	16,237
Mutual Fund	Invest - Other	1013702664	04315J209	ARTIO TOTAL RETURN BD FD CL I #1524	49,887	3717.33	45,784
Mutual Fund	Invest - Other	1013702664	04315J837	ARTIO INTERNATIONAL EQ FD II #1529	38,499	3021.91	42,889
Mutual Fund	Invest - Other	1013702664	922031869	VANGUARD INFLAT PROTECT SEC FD #119	33,702	2560.91	30,445
Mutual Fund	Invest - Other	1013702664	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	32,415	998	29,042
Mutual Fund	Invest - Other	1013702664	44980Q518	ING INTERNATIONAL REAL EST-I #2664	16,563	1905.97	20,327
Mutual Fund	Invest - Other	1013702664	256206103	DODGE & COX INT'L STOCK FD #1048	38,226	1044.14	34,641
Mutual Fund	Invest - Other	1013702664	34984T881	GOLDEN LARGE CAP CORE FUND-I	68,800	6271.66	62,668
Mutual Fund	Invest - Other	1013702664	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	17,051	1155 25	16,596
Mutual Fund	Invest - Other	1013702664	339128100	JP MORGAN MID CAP VALUE-I #758	39,689	1592	37,428
Mutual Fund	Invest - Other	1013702664	693391559	PIMCO EMERG MKTS BD-INST #137	16,730	1508.6	16,550
Mutual Fund	Invest - Other	1013702664	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	39,211	1519.82	22,976
Mutual Fund	Invest - Other	1013702664	94984B181	WELLS FARGO ADV INTR VA FD-IST #517	26,122	2196.95	17,105
Mutual Fund	Invest - Other	1013702664	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	16,657	1447.16	15,368
Mutual Fund	Invest - Other	1013702664	38142Y773	GOLDMAN SACHS L/C VALUE-I #1216	25,565	2051 73	18,904
Mutual Fund	Invest - Other	1013702664	722005667	PIMCO COMMODITY REAL RET STRAT-I#45	34,568	3567.37	27,521
Mutual Fund	Invest - Other	1013702664	922908553	VANGUARD REIT VIPER	34,030	582	31,083
Mutual Fund	Invest - Other	1013702664	922042858	VANGARD MSCI EMERGING MARKETS ETF	22,028	450	21,202
Mutual Fund	Invest - Other	1013702664	949915565	WF ADV ENDEAVOR SELECT-I #3124	52,221	4949.85	50,422
Mutual Fund	Invest - Other	1013702664	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	49,641	5973.63	47,351
Mutual Fund	Invest - Other	1013702664	784924425	SSGA EMERGING MARKETS FD S #1510	21,917	947.142	11,579
Mutual Fund	Invest - Other	1013702664	487300808	KEELEY SMALL CAP VAL FD CL I #2251	31,885	1162	28,957
	Cash	1013702664			240		240
					870,509		787,558