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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 5/1/2010, and ending 4/30/2011

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 <b>WILL PAUL BATEMAN TRUST UN</b>		A Employer identification number <b>59-6149634</b>
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) <b>(888) 730-4933</b>
Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062		
City or town, state, and ZIP code Philadelphia PA 19106-2112		
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>688,436</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	20,313	20,056		
	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	21,083			
	b Gross sales price for all assets on line 6a	169,611			
	7 Capital gain net income (from Part IV, line 2)		21,083		
	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					
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total. Add lines 1 through 11	41,396	41,139	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	8,122	6,091		2,031
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	4,917	0	0	4,917
	b Accounting fees (attach schedule)	750	0	0	750
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	261	261	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	14,050	6,352	0	7,698
	25 Contributions, gifts, grants paid	26,000			26,000
26 Total expenses and disbursements. Add lines 24 and 25	40,050	6,352	0	33,698	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,346				
b Net investment income (if negative, enter -0-)		34,787			
c Adjusted net income (if negative, enter -0-)			0		

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

Form **990-PF** (2010)

(HTA)

1016  
PENVELOPE  
POSTMARK DATE AUG 18 2011

SCANNED SEP 07 2011

Form 990-PF (2010) WILL PAUL BATEMAN TRUST UN

59-6149634

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	30,240	28,372	28,372
	3	Accounts receivable	0		
		Less allowance for doubtful accounts	0	0	0
	4	Pledges receivable	0		
		Less allowance for doubtful accounts	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule)	0		
		Less allowance for doubtful accounts	0	0	0
	8	Inventories for sale or use		0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	0	0
	c	Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11	Investments—land, buildings, and equipment basis	0		
		Less accumulated depreciation (attach schedule)	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	593,522	578,079	660,064
	14	Land, buildings, and equipment basis	0		
		Less accumulated depreciation (attach schedule)	0	0	0
	15	Other assets (describe )	0	0	0
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	623,762	606,451	688,436
	17	Accounts payable and accrued expenses		0	
	18	Grants payable			
	19	Deferred revenue		0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe )	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	623,762	606,451	
	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)	623,762	606,451	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	623,762	606,451	

## 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	623,762
2	Enter amount from Part I, line 27a	2	1,346
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> FEDERAL EXCISE TAX REFUND	3	10
4	Add lines 1, 2, and 3	4	625,118
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> COST BASIS ADJ	5	18,667
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	606,451

**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.)
<b>1a</b> See Attached Statement				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

  

(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)
<b>a</b> 0	0	0	0
<b>b</b> 0	0	0	0
<b>c</b> 0	0	0	0
<b>d</b> 0	0	0	0
<b>e</b> 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))
<b>a</b> 0	0	0	0
<b>b</b> 0	0	0	0
<b>c</b> 0	0	0	0
<b>d</b> 0	0	0	0
<b>e</b> 0	0	0	0

  

<b>2</b> 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	<b>2</b>	21,083
<b>3</b> 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	<b>3</b>	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	75,446	585,271	0.128908
2008	3,650	608,556	0.005998
2007	750	810,134	0.000926
2006	37,800	788,508	0.047939
2005	37,367	773,119	0.048333

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.232104
<b>3</b> 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	<b>3</b>	0.046421
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	<b>4</b>	619,736
<b>5</b> Multiply line 4 by line 3	<b>5</b>	28,769
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	348
<b>7</b> Add lines 5 and 6	<b>7</b>	29,117
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18	<b>8</b>	33,698

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	348
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	348
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	348
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	56	
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	56	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	292	
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?		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)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) FL		
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		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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

<b>11</b>	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)	<b>11</b>		X
<b>12</b>	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		X
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<b>13</b>	X	
Website address <b>►</b> N/A				
<b>14</b>	The books are in care of <b>►</b> WELLS FARGO BANK N A Telephone no <b>►</b> 888-730-4933			
Located at <b>►</b> 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 <b>►</b> 19106-2112				
<b>15</b>	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 <b>►</b> <b>15</b> N/A			
<b>16</b>	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?	<b>16</b>	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <b>►</b>				X

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

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

		Yes	No
<b>1a</b>	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>►</b> <input type="checkbox"/>	<b>1b</b>	X
<b>c</b>	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?	<b>1c</b>	X
<b>2</b>	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))		
<b>a</b>	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>►</b> 20 _____, 20 _____, 20 _____, 20 _____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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)	<b>2b</b>	N/A
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>►</b> 20 _____, 20 _____, 20 _____, 20 _____		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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)	<b>3b</b>	N/A
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<b>b</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?	<b>4b</b>	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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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☐ Yes ☒ No☒ Yes ☐ No☐ Yes ☒ No☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here

☐**5b**

X

**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**6b**

X

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**7b**

N/A

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

**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	8,122	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

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

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

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

0

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	

Total. Add lines 1 through 3





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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	604,437
<b>b</b>	Average of monthly cash balances	<b>1b</b>	24,737
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	629,174
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	629,174
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	9,438
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	619,736
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	30,987

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	30,987
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	348
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	348
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	30,639
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	30,639
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	30,639

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	33,698
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	33,698
<b>5</b>	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)	<b>5</b>	348
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	33,350

**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
<b>1</b> Distributable amount for 2010 from Part XI, line 7				30,639
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			18,035	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005	NONE			
<b>b</b> From 2006	NONE			
<b>c</b> From 2007	NONE			
<b>d</b> From 2008	NONE			
<b>e</b> From 2009	NONE			
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 33,698				
<b>a</b> Applied to 2009, but not more than line 2a			18,035	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
<b>d</b> Applied to 2010 distributable amount				15,663
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				14,976
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006	0			
<b>b</b> Excess from 2007	0			
<b>c</b> Excess from 2008	0			
<b>d</b> Excess from 2009	0			
<b>e</b> Excess from 2010	0			

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

- b** 85% of line 2a

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

- a "Assets" alternative test—enter

- (1) Value of all assets**

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

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

- c "Support" alternative test—enter

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

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

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

### 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

WELLS FARGO BANK, N A 101N Independence Mall E MACY1372-062 Philadelphia PA 19106-2112 (888) 730-4933

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

N/A

- c Any submission deadlines**

N/A

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

N/A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>			<b>▶ 3a</b>	26,000
<b>b</b> Approved for future payment NONE				
<b>Total</b>			<b>▶ 3b</b>	0

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

Enter gross amounts unless otherwise indicated

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 )
<b>1</b>	Program service revenue					
<b>a</b>			0		0	0
<b>b</b>			0		0	0
<b>c</b>			0		0	0
<b>d</b>			0		0	0
<b>e</b>			0		0	0
<b>f</b>			0		0	0
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities			14	20,313	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property					
<b>b</b>	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	21,083	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue <b>a</b> _____		0		0	0
<b>b</b>	_____		0		0	0
<b>c</b>	_____		0		0	0
<b>d</b>	_____		0		0	0
<b>e</b>	_____		0		0	0
<b>12</b>	Subtotal. Add columns (b), (d), and (e)		0		41,396	0
<b>13</b>	Total. Add line 12, columns (b), (d), and (e)				13	41,396

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

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

[illegible]

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?		Yes	No
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

[illegible]

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign Here** Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

*John A. Salsante* 8/17/2011 VP AND TAX DIRECTOR

Signature of officer or trustee Date Title

Form **990-PF** (2010)

**WILL PAUL BATEMAN TRUST UN #4019300842**  
**EIN #596149634**  
**FYE 4-30-11**

						FMV	COST
Invest - Other	4019300842	256210105	DODGE & COX INCOME FD COM #147			45,452	42,310
Invest - Other	4019300842	693390700	PIMCO TOTAL RET FD-INST #35			39,136	36,200
Invest - Other	4019300842	693390882	PIMCO FOREIGN BD FD USD H-INST #103			12,903	12,802
Invest - Other	4019300842	04315J209	ARTIO TOTAL RETURN BD FD CL I #1524			39,172	35,360
Invest - Other	4019300842	04315J837	ARTIO INTERNATIONAL EQ FD II #1529			31,113	35,021
Invest - Other	4019300842	922031869	VANGUARD INFLAT PROTECT SEC FD #119			26,618	24,863
Invest - Other	4019300842	87234N849	TCW SMALL CAP GROWTH FUND-I #4724			25,651	22,436
Invest - Other	4019300842	44980Q518	ING INTERNATIONAL REAL EST-I #2664			13,361	13,640
Invest - Other	4019300842	256206103	DODGE & COX INT'L STOCK FD #1048			31,232	26,183
Invest - Other	4019300842	34984T881	GOLDEN LARGE CAP CORE FUND-I			55,327	48,215
Invest - Other	4019300842	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083			13,731	12,834
Invest - Other	4019300842	339128100	JP MORGAN MID CAP VALUE-I #758			31,536	28,894
Invest - Other	4019300842	693391559	PIMCO EMERG MKTS BD-INST #137			13,061	12,585
Invest - Other	4019300842	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132			31,240	17,928
Invest - Other	4019300842	94984B181	WELLS FARGO ADV INTR VA FD-IST #517			20,888	12,837
Invest - Other	4019300842	94985D582	WELLS FARGO ADV INTL BOND-IS #4705			13,442	12,847
Invest - Other	4019300842	38142Y773	GOLDMAN SACHS L/C VALUE-I #1216			20,168	14,394
Invest - Other	4019300842	722005667	PIMCO COMMODITY REAL RET STRAT-I#45			28,123	21,939
Invest - Other	4019300842	922908553	VANGUARD REIT VIPER			27,638	23,873
Invest - Other	4019300842	922042858	VANGARD MSCI EMERGING MARKETS ETF			17,457	16,258
Invest - Other	4019300842	949915565	WF ADV ENDEAVOR SELECT-I #3124			41,598	38,354
Invest - Other	4019300842	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580			38,597	36,139
Invest - Other	4019300842	784924425	SSGA EMERGING MARKETS FD S #1510			17,491	9,766
Invest - Other	4019300842	487300808	KEELEY SMALL CAP VAL FD CL I #2251			25,127	22,403
						660,064	578,079
Savings & Temp Inv	4019300842	99999Y944	SECURED MARKET DEPOSIT ACCOUNT			18,162	18,162
Savings & Temp Inv	4019300842	99999Y944	SECURED MARKET DEPOSIT ACCOUNT			10,210	10,210
Cash	4019300842					-	-
						28,372	28,372
<b>TOTAL</b>						<b>688,436</b>	<b>606,451</b>

Statement A

**BATEMAN P/SC FDN**

**EIN: 59-6149634**

Florida Attorney General does not require and prefers that we do not furnish a copy of Form 990 to their office.



WILL PAUL BATEMAN TRUST UN

59-6149634 Page 1 of 3

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

Name

STETSON UNIVERSITY

Street

421 N WOODLAND BLVD

City

DELAND

State

FL

Zip Code

32723

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

FLORIDA STATE UNIVERSITY FOUNDATION

Street

2010 LEVY AVE

City

TALLAHASSEE

State

FL

Zip Code

32310

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

JACKSONVILLE UNIVERSITY

Street

2800 UNIVERSITY BLVD

City

JACKSONVILLE

State

FL

Zip Code

32211

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

UNIVERSITY OF WEST FLORIDA

Street

11000 UNIVERSITY PARKWAY

City

PENSACOLA

State

FL

Zip Code

32514-5750

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

ST THOMAS UNIVERSITY

Street

16401 NW 37TH AVE

City

MIAMI GARDENS

State

FL

Zip Code

33054

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

SOUTHERN SCHOLARSHIP FOUNDATION

Street

322 STADIUM DRIVE

City

TALLAHASSEE

State

FL

Zip Code

32304

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

WILL PAUL BATEMAN TRUST UN

59-6149634 Page 2 of 3

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

Name

BARRY UNIVERSITY

Street

11300 NE 2ND AVE

City

MIAMI SHORES

State

FL

Zip Code

33161

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

BETHUNE-COOKMAN COLLEGE

Street

640 DR MARY MCLEOD BETHUNE BLVD

City

DAYTONA BEACH

State

FL

Zip Code

32114

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

ECKERD COLLEGE

Street

4200 54TH AVE SOUTH

City

ST PETERSBURG

State

FL

Zip Code

33711

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

FLORIDA MEMORIAL COLLEGE

Street

15800 NW 42ND AVE

City

MIAMI GARDENS

State

FL

Zip Code

33054

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

UNIVERSITY OF FLORIDA FOUNDATION

Street

PO BOX 14425

City

GAINESVILLE

State

FL

Zip Code

32604

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

ROLLINS COLLEGE

Street

1000 HOLT AVE

City

WINTER PARK

State

FL

Zip Code

32789

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

WILL PAUL BATEMAN TRUST UN

59-6149634 Page 3 of 3

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

Recipient(s) paid during the year

Name

UNIVERSITY OF MIAMI SCHOOL OF MUSIC

Street

PO BOX 248165

City

CORAL GABLES

State

FL

Zip Code

33124-7610

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

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

		Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				Net Gain or Loss
										Gross Sales	Cost, Other Basis and Expenses	Valuation Method	Expense of Sale and Cost of Improvements	
Long Term CG Distributions										169,611	148,528			21,083
Short Term CG Distributions										0	0			0
1	X		SSGA EMERGING MARKETS F	784924425			4/4/2008		12/17/2010	1,267	1,583		-316	
2	X		SSGA EMERGING MARKETS F	784924425			10/6/2008		12/17/2010	10,871	14,481		-3,610	
3	X		SSGA EMERGING MARKETS F	784924425			10/6/2008		12/17/2010	3,776	2,685		1,091	
4	X		TCW SMALL CAP GROWTH F	87234N849			12/17/2010		2/2/2011	2,078	2,037		41	
5	X		VANGUARD INFLAT PROTECT	922031869			14/2/2008		10/5/2010	1,434	1,350		84	
6	X		VANGUARD REIT VIPER	922908553			12/17/2010		2/2/2011	2,007	1,869		138	
7	X		WELLS FARGO ADV INTR VA	94984B181			10/31/2008		10/5/2010	479	362		117	
8	X		WELLS FARGO ADV INTR VA	94984B181			10/31/2008		2/2/2011	1,500	1,023		477	
9	X		WF ADV ENDEAVOR SELECT	949915565			14/2/2008		10/5/2010	1,320	1,638		-318	
10	X		WF ADV ENDEAVOR SELECT	949915565			14/2/2008		2/2/2011	4,049	4,464		-415	
11	X		PIMCO COMMODITY REAL RE	722005667			14/2/2008		2/2/2011	1,668	2,964		-1,296	
12	X		T ROWE PRICE REAL ESTATE	779919109			14/2/2008		10/5/2010	1,511	1,554		-43	
13	X		T ROWE PRICE REAL ESTATE	779919109			10/31/2008		12/17/2010	6,607	4,781		1,826	
14	X		T ROWE PRICE REAL ESTATE	779919109			15/2009		12/17/2010	4,747	2,888		1,859	
15	X		T ROWE PRICE REAL ESTATE	779919109			7/7/2008		12/17/2010	2,303	2,298		5	
16	X		T ROWE PRICE REAL ESTATE	779919109			14/2/2008		12/17/2010	12,028	12,302		-274	
17	X		ROYCE VALUE PLUS FUND-IN	780905212			10/31/2008		10/5/2010	313	228		85	
18	X		ROYCE VALUE PLUS FUND-IN	780905212			2/27/2009		12/17/2010	3,268	1,678		1,590	
19	X		ROYCE VALUE PLUS FUND-IN	780905212			10/31/2008		12/17/2010	21,396	13,978		7,418	
20	X		SSGA EMERGING MARKETS F	784924425			14/2/2008		10/5/2010	1,724	2,287		-563	
21	X		ARTIO TOTAL RETURN BD FQ	04315J209			4/6/2009		10/5/2010	2,966	2,596		370	
22	X		DODGE & COX INT'L STOCK F	256206103			14/2/2008		10/5/2010	69	89		-20	
23	X		DODGE & COX INT'L STOCK F	256206103			14/2/2008		2/2/2011	553	668		-115	
24	X		DODGE & COX INCOME FD C	256210105			14/2/2008		10/5/2010	2,345	2,198		147	
25	X		JP MORGAN MID CAP VALUE-	339128100			12/17/2010		2/2/2011	599	588		11	
26	X		GOLDEN SMALL CAP CORE F	34984T857			14/2/2008		10/5/2010	72	86		-14	
27	X		GOLDEN SMALL CAP CORE F	34984T857			2/27/2009		12/17/2010	2,185	1,245		940	
28	X		GOLDEN SMALL CAP CORE F	34984T857			10/6/2008		12/17/2010	835	705		130	
29	X		GOLDEN SMALL CAP CORE F	34984T857			14/2/2008		12/17/2010	21,740	22,962		-1,222	
30	X		GOLDEN LARGE CAP CORE F	34984T881			14/2/2008		2/2/2011	1,027	1,117		-90	
31	X		GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		10/5/2010	1,702	1,174		528	
32	X		GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		2/2/2011	2,614	1,643		971	
33	X		GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		2/2/2011	988	747		241	
34	X		PERKINS MID CAP VALUE F/Q	47103C241			10/31/2008		10/5/2010	230	174		56	
35	X		PERKINS MID CAP VALUE F/Q	47103C241			2/27/2009		12/17/2010	656	381		275	
36	X		PERKINS MID CAP VALUE F/Q	47103C241			10/31/2008		12/17/2010	29,424	20,791		8,633	
37	X		KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		2/2/2011	1,801	1,744		57	
38	X		PIMCO TOTAL RET FD-INST #	693390700			10/31/2008		10/5/2010	1,827	1,592		235	
39	X		PIMCO EMERG MKTS BD-INS	693391559			14/2/2008		10/5/2010	115	108		7	
40	X		PIMCO EMERG MKTS BD-INS	693391559			14/2/2008		12/17/2010	11,769	11,470		299	

**Line 16a (990-PF) - Legal Fees**

		4,917	0	0	4,917
	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	4,917			4,917
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

		750	0	0	750
	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	750			750
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		261	261	261	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	
1	PY FED EXCISE TAX					
2	ESTIMATED EXCISE TAX PAID					
3	FOREIGN TAX WITHHELD	261	261			
4						
5						
6						
7						
8						
9						
10						

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

	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS		593,522	578,079	660,064
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												1,748	
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
1	SSGA EMERGING MARKETS FD S #1510	784924425		4/4/2008	12/17/2010	1,267	0	1,583	-316			0	-316
2	SSGA EMERGING MARKETS FD S #1510	784924425		1/4/2008	12/17/2010	10,871	0	14,481	-3,610			0	-3,610
3	SSGA EMERGING MARKETS FD S #1510	784924425		10/6/2008	12/17/2010	3,776	0	2,685	1,091			0	1,091
4	TCW SMALL CAP GROWTH FUND-I #47387234N849	922031869		12/17/2010	2/2/2011	2,078	0	2,037	41			0	41
5	VANGUARD INFLAT PROTECT SEC FD #	922031869		1/4/2008	10/5/2010	1,434	0	1,350	84			0	84
6	VANGUARD REIT VIPER	922031869		12/17/2010	2/2/2011	2,007	0	1,869	138			0	138
7	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		10/31/2008	10/5/2010	479	0	362	117			0	117
8	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		10/31/2008	2/2/2011	1,500	0	1,023	477			0	477
9	WF ADV ENDEAVOR SELECT-I #3124	949915565		1/4/2008	10/5/2010	1,320	0	1,638	-318			0	-318
10	WF ADV ENDEAVOR SELECT-I #3124	949915565		1/4/2008	2/2/2011	4,049	0	4,464	-415			0	-415
11	PIMCO COMMODITY REAL RET STRAT-	722005667		1/4/2008	2/2/2011	1,668	0	2,964	-1,296			0	-1,296
12	T ROWE PRICE REAL ESTATE FD #122	779919109		1/4/2008	10/5/2010	1,511	0	1,554	-43			0	-43
13	T ROWE PRICE REAL ESTATE FD #122	779919109		10/31/2008	12/17/2010	6,607	0	4,781	1,826			0	1,826
14	T ROWE PRICE REAL ESTATE FD #122	779919109		1/5/2009	12/17/2010	4,747	0	2,888	1,859			0	1,859
15	T ROWE PRICE REAL ESTATE FD #122	779919109		7/7/2008	12/17/2010	2,303	0	2,298	5			0	5
16	T ROWE PRICE REAL ESTATE FD #122	779919109		1/4/2008	12/17/2010	12,028	0	12,302	-274			0	-274
17	ROYCE VALUE PLUS FUND-INVT #271	780905212		10/31/2008	10/5/2010	313	0	228	85			0	85
18	ROYCE VALUE PLUS FUND-INVT #271	780905212		2/27/2009	12/17/2010	3,268	0	1,678	1,590			0	1,590
19	ROYCE VALUE PLUS FUND-INVT #271	780905212		10/31/2008	12/17/2010	21,396	0	13,978	7,418			0	7,418
20	SSGA EMERGING MARKETS FD S #1510	784924425		1/4/2008	10/5/2010	1,724	0	2,287	-563			0	-563
21	ARTIO TOTAL RETURN BD FD CL I #15204315J209			4/6/2009	10/5/2010	2,966	0	2,596	370			0	370
22	DODGE & COX INT'L STOCK FD #1048	256206103		1/4/2008	10/5/2010	69	0	89	-20			0	-20
23	DODGE & COX INT'L STOCK FD #1048	256206103		1/4/2008	2/2/2011	553	0	668	-115			0	-115
24	DODGE & COX INCOME FD COM #147	256210105		1/4/2008	10/5/2010	2,345	0	2,198	147			0	147
25	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	2/2/2011	599	0	588	11			0	11
26	GOLDEN SMALL CAP CORE FUND	34984T857		1/4/2008	10/5/2010	72	0	86	-14			0	-14
27	GOLDEN SMALL CAP CORE FUND	34984T857		2/27/2009	12/17/2010	2,185	0	1,245	940			0	940
28	GOLDEN SMALL CAP CORE FUND	34984T857		10/6/2008	12/17/2010	835	0	705	130			0	130
29	GOLDEN SMALL CAP CORE FUND	34984T857		1/4/2008	12/17/2010	21,740	0	22,962	-1,222			0	-1,222
30	GOLDEN LARGE CAP CORE FUND-I	34984T881		1/4/2008	2/2/2011	1,027	0	1,117	-90			0	-90
31	GOLDMAN SACHS GRTH OPP FD-I #1338142Y401	38142Y401		10/31/2008	10/5/2010	1,702	0	1,174	528			0	528
32	GOLDMAN SACHS GRTH OPP FD-I #1338142Y401	38142Y401		10/31/2008	2/2/2011	2,614	0	1,643	971			0	971
33	GOLDMAN SACHS LC VALUE-I #1216	38142Y773		10/31/2008	2/2/2011	988	0	747	241			0	241
34	PERKINS MID CAP VALUE FIC I #1167	47103C241		10/31/2008	10/5/2010	230	0	174	56			0	56
35	PERKINS MID CAP VALUE FIC I #1167	47103C241		2/27/2009	12/17/2010	656	0	381	275			0	275
36	PERKINS MID CAP VALUE FIC I #1167	47103C241		10/31/2008	12/17/2010	29,424	0	20,791	8,633			0	8,633
37	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	2/2/2011	1,801	0	1,744	57			0	57
38	PIMCO TOTAL RET FD-INST #35	693390700		10/31/2008	10/5/2010	1,827	0	1,592	235			0	235
39	PIMCO EMERG MKTS BD-INST #137	693391559		1/4/2008	10/5/2010	115	0	108	7			0	7
40	PIMCO EMERG MKTS BD-INST #137	693391559		1/4/2008	12/17/2010	11,769	0	11,470	299			0	299

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

	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	8,122
2										
3										
4										
5										
6										
7										
8										
9										
10										

8,122

Part

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

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

	Date	1	Amount
1 Credit from prior year return			56
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	56

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

<b>1</b>	Distributable amounts for 2009 that remained undistributed at the beginning of the 2010 tax year	<b>1</b>	<u>18,035</u>
<b>2</b>		<b>2</b>	
<b>3</b>		<b>3</b>	
<b>4</b>		<b>4</b>	
<b>5</b>		<b>5</b>	
<b>6</b>		<b>6</b>	
<b>7</b>		<b>7</b>	
<b>8</b>		<b>8</b>	
<b>9</b>		<b>9</b>	
<b>10</b>	Total	<b>10</b>	<u>18,035</u>