ENVELOPE POSTMARK DATE AUG 09 2011

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 05/01 , 2010, and ending 04/30, 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 PRATT MEMORIAL FUND 026646-00-18		**A Employer identification number** 95-6464737
Number and street (or P O box number if mail is not delivered to street address) P O BOX 45174	Room/suite	**B** Telephone number (see page 10 of the instructions) (619) 230-4592
City or town, state, and ZIP code SAN FRANCISCO, CA 94145-0174		**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 ▶ ☐

H Check type of organization: [X] 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)* ▶ $ 4,434,833.

J Accounting method: [X] Cash ☐ Accrual
☐ Other (specify) ____________________
(Part I, column (d) must be on cash basis.)

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	145,370.	145,331.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	90,378.			
	b Gross sales price for all assets on line 6a 558,258.				
	7 Capital gain net income (from Part IV, line 2)		90,378.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	235,748.	235,709.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	42,014.	31,510.		10,503.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	875.	NONE	NONE	875.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	9,916.	1,015.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 4	688.	678.		10.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	53,493.	33,203.	NONE	11,388.
	25 Contributions, gifts, grants paid	190,500.			190,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	243,993.	33,203.	NONE	201,888.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-8,245.			
	b **Net investment income** (if negative, enter -0-)		202,506.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED AUG 1 2 2011 IRS-OSC OGDEN, UT

SCANNED AUG 1 8 2011

1ne

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	163,544.	166,094.	166,094.
3	Accounts receivable ▶			
	Less. allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 5	1,384,456.	1,170,347.	1,982,030.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 6	1,696,588.	1,921,911.	2,286,709.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,244,588.	3,258,352.	4,434,833.
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			
	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. ▶ X			
27	Capital stock, trust principal, or current funds	3,244,588.	3,258,352.	
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)	3,244,588.	3,258,352.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,244,588.	3,258,352.	

Assets (lines 1–16); Liabilities (lines 17–23); Net Assets or Fund Balances (lines 24–31)

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	3,244,588.
2	Enter amount from Part I, line 27a	2	-8,245.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	29,056.
4	Add lines 1, 2, and 3	4	3,265,399.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	7,047.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,258,352.

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 PART IV DETAIL			
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				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				

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	90,378.
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	

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	200,845.	3,833,672.	0.05238971931
2008	256,267.	3,933,651.	0.06514736564
2007	250,430.	4,945,939.	0.05063345909
2006	219,027.	4,826,387.	0.04538115157
2005	229,241.	4,538,542.	0.05050983333

2 **Total** of line 1, column (d)	2	0.26406152894
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	0.05281230579
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,081,749.
5 Multiply line 4 by line 3	5	215,567.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,025.
7 Add lines 5 and 6	7	217,592.
8 Enter qualifying distributions from Part XII, line 4	8	201,888.

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)

1a	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 ruling 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	4,050.
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	
3	Add lines 1 and 2	3	4,050.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	4,050.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 5,144.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	5,144.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,094.
11	Enter the amount of line 10 to be. **Credited to 2011 estimated tax ▶** 1,094. **Refunded ▶**	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	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
4a	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		
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	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 9			
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 ▶ UNION BANK Telephone no. ▶ (619)230-4484
Located at ▶ 530 B STREET, SAN DIEGO, CA ZIP + 4 ▶ 92101

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

			Yes	No
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 ▶ ____, ____, ____, ____			
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.) STMT 10	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
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		
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)*

		Yes	No
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**	
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? *If "Yes," attach the statement required by Regulations section 53.4945-5(d)*	☐ Yes ☐ No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*		**6b**	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	

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
SEE STATEMENT 11		42,014.	-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
SEE STATEMENT 12		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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
SEE STATEMENT 13		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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.)

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	3,989,493.
b	Average of monthly cash balances	1b	154,415.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,143,908.
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	NONE
3	Subtract line 2 from line 1d	3	4,143,908.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	62,159.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,081,749.
6	**Minimum investment return.** Enter 5% of line 5	6	204,087.

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	204,087.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,050.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,050.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	200,037.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	200,037.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	200,037.

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	201,888.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	201,888.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	201,888.

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				200,037.
2 Undistributed income, if any, as of the end of 2010.				
a Enter amount for 2009 only			NONE	
b Total for prior years 20 08 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2010.				
a From 2005 .... 1,799.				
b From 2006 .... NONE				
c From 2007 .... 8,381.				
d From 2008 .... 62,348.				
e From 2009 .... 14,302.				
f **Total** of lines 3a through e	86,830.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 201,888.				
a Applied to 2009, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				200,037.
e Remaining amount distributed out of corpus	1,851.			
5 Excess distributions carryover applied to 2010 (*If an amount appears in column (d), the same amount must be shown in column (a).*)	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	88,681.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				NONE
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)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	1,799.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	86,882.			
10 Analysis of line 9:				
a Excess from 2006 ... NONE				
b Excess from 2007 ... 8,381.				
c Excess from 2008 ... 62,348.				
d Excess from 2009 ... 14,302.				
e Excess from 2010 ... 1,851.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
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					

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 ▶ [X] 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 STATEMENT 14				
Total ▶ 3a				190,500.
b *Approved for future payment*				
Total ▶ 3b				

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) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
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	145,370.	
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	90,378.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				235,748.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 235,748.

(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

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

Signature of officer or trustee VICE PRESIDENT | Date 08/09/2011 | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN		08/09/2011		P00353001
Firm's name ▶ KPMG LLP			Firm's EIN ▶ 13-5565207	
Firm's address ▶ 2020 N CENTRAL AVE, STE 700 PHOENIX, AZ 85004			Phone no. 800-810-2207	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	6,865.	6,865.
NONDIVIDEND DISTRIBUTIONS	39.	
DOMESTIC DIVIDENDS	54,493.	54,493.
OTHER INTEREST	75,416.	75,416.
FOREIGN INTEREST	5,570.	5,570.
NONQUALIFIED FOREIGN DIVIDENDS	373.	373.
NONQUALIFIED DOMESTIC DIVIDENDS	2,614.	2,614.
TOTAL	145,370.	145,331.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	875.			875.
TOTALS	875.	NONE	NONE	875.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	432.	432.
FEDERAL TAX PAYMENT - PRIOR YE	3,757.	
FEDERAL ESTIMATES - PRINCIPAL	5,144.	
FOREIGN TAXES ON QUALIFIED FOR	528.	528.
FOREIGN TAXES ON NONQUALIFIED	55.	55.
TOTALS	9,916.	1,015.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CA FILING FEE	10.		10.
OTHER ALLOCABLE EXPENSES	678.	678.	
TOTALS	688.	678.	10.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED ASSET STMT	1,384,456.	1,170,347.	1,982,030.
TOTALS	1,384,456.	1,170,347.	1,982,030.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED ASSET STMT	C	1,696,588.	1,921,911.	2,286,709.
TOTALS		1,696,588.	1,921,911.	2,286,709.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ADJUSTMENT DUE TO MERGER		29,056.
	TOTAL	29,056.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
BP ADJUSTMENT FOR SALE		7,047.
	TOTAL	7,047.

STATEMENT 8

STATE(S) WHERE THE FOUNDATION IS REGISTERED

CA

STATEMENT 9

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-4.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					399.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					18,430.	
		4557. PT-CHARITABLE INCM FD PROPERTY TYPE: SECURITIES				P	06/10/2005	05/31/2010
45,005.00		43,460.00					1,545.00	
		5053. PT-CHARITABLE INCM FD PROPERTY TYPE: SECURITIES				P	06/10/2005	06/18/2010
50,002.00		48,188.00					1,814.00	
		1200. AUTOMATIC DATA PROCESSING INC PROPERTY TYPE: SECURITIES				P	06/24/2002	12/21/2010
56,167.00		58,305.00					-2,138.00	
		1929. BANK AMER CORP PROPERTY TYPE: SECURITIES				P	07/25/2005	11/24/2010
21,643.00		99,651.00					-78,008.00	
		200. CHEVRON CORP. COMMON STOCK PROPERTY TYPE: SECURITIES				P	09/20/1994	03/29/2011
21,188.00		4,131.00					17,057.00	
		400. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES				P	05/22/1991	03/29/2011
31,634.00		3,149.00					28,485.00	
		1200. DANAHER CORP PROPERTY TYPE: SECURITIES				P	10/05/1995	11/24/2010
52,919.00		4,796.00					48,123.00	
		200. DISNEY (WALT) COMPANY HOLDING CO PROPERTY TYPE: SECURITIES				P	07/10/1996	03/29/2011
8,488.00		3,808.00					4,680.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1000. DU PONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES				P	05/22/1991	11/24/2010
46,969.00		21,725.00					25,244.00	
		300. FIRSTENERGY CORP PROPERTY TYPE: SECURITIES				P	03/06/2002	03/29/2011
10,864.00		11,445.00					-581.00	
		.8485 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES				P	05/22/1991	07/21/2010
6.00		5.00					1.00	
		292. FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES				P	05/22/1991	09/24/2010
2,330.00		1,786.00					544.00	
		.3333 HUNTINGTON INGALLS INDS INC PROPERTY TYPE: SECURITIES				P	06/01/2005	04/11/2011
13.00		11.00					2.00	
		500. JPMORGAN CHASE & CO PROPERTY TYPE: SECURITIES				P	09/20/1994	11/24/2010
19,016.00		9,911.00					9,105.00	
		1000. MORGAN STANLEY PROPERTY TYPE: SECURITIES				P	07/25/2005	11/24/2010
25,010.00		45,220.00					-20,210.00	
		985. PFIZER INC PROPERTY TYPE: SECURITIES				P	07/25/2005	03/29/2011
19,798.00		26,138.00					-6,340.00	
		250. POTASH CORP SASK INC PROPERTY TYPE: SECURITIES				P	10/08/2009	08/26/2010
36,215.00		23,263.00					12,952.00	
		200. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES				P	05/22/1991	03/29/2011
12,132.00		2,049.00					10,083.00	
		2000. SOUTHWEST AIRLS CO PROPERTY TYPE: SECURITIES				P	05/20/1998	12/21/2010
26,180.00		15,441.00					10,739.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1500. SYMANTEC CORP PROPERTY TYPE: SECURITIES				P	08/03/2007	11/24/2010
25,830.00		28,515.00					-2,685.00	
		200. WAL MART STORES INC PROPERTY TYPE: SECURITIES				P	04/04/1996	03/29/2011
10,414.00		2,288.00					8,126.00	
		500. WASTE MGMT INC DEL PROPERTY TYPE: SECURITIES				P	07/25/2005	11/24/2010
17,610.00		14,595.00					3,015.00	
TOTAL GAIN(LOSS)							90,378.	

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT
==

THIS QUESTION DOES NOT APPLY. THE FOUNDATION DOES NOT HAVE ANY UNDISTRIBUTED INCOME FROM PRIOR YEARS.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
UNION BANK
ADDRESS:
530 B STREET
SAN DIEGO, CA 92101
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20
COMPENSATION .... 42,014.

TOTAL COMPENSATION: 42,014.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES
==

EMPLOYEE NAME:
NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
===

NAME:
NONE

STATEMENT 13

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SEE ATTACHED DISTRIBUTION
STATEMENT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 190,500.

TOTAL GRANTS PAID: 190,500.

PRATT MEMORIAL FUND 026646-00-18 95-6464737

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
250. POTASH CORP SASK INC	10/08/2009	08/26/2010	36,215.00	23,263.00	12,952.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			36,215.00	23,263.00	12,952.00
Totals			36,215.00	23,263.00	12,952.00

JSA
0F0971 2 000

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
4557. PT-CHARITABLE INCM	06/10/2005	05/31/2010	45,005.00	43,460.00	1,545.00
5053. PT-CHARITABLE INCM	06/10/2005	06/18/2010	50,002.00	48,188.00	1,814.00
1200. AUTOMATIC DATA	06/24/2002	12/21/2010	56,167.00	58,305.00	-2,138.00
1929. BANK AMER CORP	07/25/2005	11/24/2010	21,643.00	99,651.00	-78,008.00
200. CHEVRON CORP. COMMON	09/20/1994	03/29/2011	21,188.00	4,131.00	17,057.00
400. CONOCOPHILLIPS COM	05/22/1991	03/29/2011	31,634.00	3,149.00	28,485.00
1200. DANAHER CORP	10/05/1995	11/24/2010	52,919.00	4,796.00	48,123.00
200. DISNEY (WALT) COMPANY	07/10/1996	03/29/2011	8,488.00	3,808.00	4,680.00
1000. DU PONT E I DE	05/22/1991	11/24/2010	46,969.00	21,725.00	25,244.00
300. FIRSTENERGY CORP	03/06/2002	03/29/2011	10,864.00	11,445.00	-581.00
.8485 FRONTIER COMMUNICATI	05/22/1991	07/21/2010	6.00	5.00	1.00
292. FRONTIER COMMUNICATIO	05/22/1991	09/24/2010	2,330.00	1,786.00	544.00
.3333 HUNTINGTON INGALLS	06/01/2005	04/11/2011	13.00	11.00	2.00
500. JPMORGAN CHASE & CO	09/20/1994	11/24/2010	19,016.00	9,911.00	9,105.00
1000. MORGAN STANLEY	07/25/2005	11/24/2010	25,010.00	45,220.00	-20,210.00
985. PFIZER INC	07/25/2005	03/29/2011	19,798.00	26,138.00	-6,340.00
200. PROCTER & GAMBLE CO	05/22/1991	03/29/2011	12,132.00	2,049.00	10,083.00
2000. SOUTHWEST AIRLS CO	05/20/1998	12/21/2010	26,180.00	15,441.00	10,739.00
1500. SYMANTEC CORP	08/03/2007	11/24/2010	25,830.00	28,515.00	-2,685.00
200. WAL MART STORES INC	04/04/1996	03/29/2011	10,414.00	2,288.00	8,126.00
500. WASTE MGMT INC DEL	07/25/2005	11/24/2010	17,610.00	14,595.00	3,015.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			503,218.00	444,617.00	58,601.00
Totals			503,218.00	444,617.00	58,601.00

JSA
0F0970 2 000

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

LONG-TERM 15% CAPITAL GAIN DIVIDENDS	399.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		399.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		399.00

GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	-4.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		-4.00

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	18,430.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		18,430.00

UnionBank

Holdings - Reporting as of Trade Date
Account: 026646-00-18 - PRATT MEMORIAL FUND

As of. 30-Apr-2011

Pending Transactions Included

Asset Type	Asset Name	CUSIP	ISIN	Owning Account Number	Owning Account Name	Shares / Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Cash & Cash Equivalents	CASH			026646-00-18	PRATT MEMORIAL FUND	-1,450 6900	$1 0000 USD	30-Apr-2011	($1,450 69) USD	($1,450 69) USD	$0 00 USD
Cash & Cash Equivalents	CASH			026646-00-18	PRATT MEMORIAL FUND	1,450 6900	$1 0000 USD	30-Apr-2011	$1,450 69 USD	$1,450 69 USD	$0 00 USD
Cash & Cash Equivalents	HIGHMARK DIVERSIFIED MMKT FD	431114883S	US4311148831	026646-00-18	PRATT MEMORIAL FUND	166,094 1100	$1 0000 USD	30-Apr-2011	$166,094 11 USD	$166,094 11 USD	$0 00 USD
Mutual Funds/ Commingled Funds	ARTIO INTL EQUITY FD II CL I #1529	04315J837	US04315J8374	026646-00-18	PRATT MEMORIAL FUND	4,921 2600	$13 3400 USD	29-Apr-2011	$50,000.00 USD	$65,649 61 USD	$15,649 61 USD
Mutual Funds/ Commingled Funds	ISHARES MSCI EAFE INDEX	464287465	US4642874659	026646-00-18	PRATT MEMORIAL FUND	2,000 0000	$63 4600 USD	29-Apr-2011	$143,350 00 USD	$126,920 00 USD	($16,430 00) USD
Mutual Funds/ Commingled Funds	ISHARES S&P SMALLCAP 600 INDEX FD	464287804	US4642878049	026646-00-18	PRATT MEMORIAL FUND	2,500 0000	$75 4900 USD	29-Apr-2011	$130,503 00 USD	$188,725 00 USD	$58,222 00 USD
Mutual Funds/ Commingled Funds	ISHARES SILVER TR	46428Q109	US46428Q1094	026646-00-18	PRATT MEMORIAL FUND	3,200 0000	$46 8800 USD	29-Apr-2011	$55,790 88 USD	$150,016 00 USD	$94,225 12 USD
Mutual Funds/ Commingled Funds	LAZARD CAP ALLOC OPP STRAT I #1237	52106N491	US52106N4916	026646-00-18	PRATT MEMORIAL FUND	4,530 9280	$10 4800 USD	29-Apr-2011	$41,150 00 USD	$47,484 13 USD	$6,334 13 USD
Mutual Funds/ Commingled Funds	LAZARD EMERG MKTS INSTL (CLOSED)#638	52106N889	US52106N8891	026646-00-18	PRATT MEMORIAL FUND	2,688 1730	$22 4200 USD	29-Apr-2011	$45,000 00 USD	$60,268 84 USD	$15,268 84 USD
Mutual Funds/ Commingled Funds	PARNASSUS SMALL CAP FD #1007	701765877	US7017658771	026646-00-18	PRATT MEMORIAL FUND	3,830 3600	$26 4400 USD	29-Apr-2011	$80,398 98 USD	$101,274 72 USD	$20,875 74 USD
Mutual Funds/ Commingled Funds	PT-CHARITABLE INCM FD	014009005	US0140090053	026646-00-18	PRATT MEMORIAL FUND	147,560 0000	$10 0967 USD	30-Apr-2011	$1,325,717 96 USD	$1,489,870 82 USD	$164,152 86 USD
Mutual Funds/ Commingled Funds	SCOUT INTERNATIONAL FD #29	81063U503	US81063U5039	026646-00-18	PRATT MEMORIAL FUND	1,596 9340	$35 3800 USD	29-Apr-2011	$50,000 00 USD	$56,499 52 USD	$6,499 52 USD
Equities	ALCOA INC	013817101	US0138171014	026646-00-18	PRATT MEMORIAL FUND	1,000 0000	$17 0000 USD	29-Apr-2011	$39,370 00 USD	$17,000 00 USD	($22,370 00) USD
Equities	AMEREN CORP	023608102	US0236081024	026646-00-18	PRATT MEMORIAL FUND	1,000.0000	$29 3100 USD	29-Apr-2011	$25,248 00 USD	$29,310 00 USD	$4,062 00 USD
Equities	APPLIED MATLS INC	038222105	US0382221051	026646-00-18	PRATT MEMORIAL FUND	1,500 0000	$15 6900 USD	29-Apr-2011	$33,525 00 USD	$23,535 00 USD	($9,990 00) USD
Equities	AT & T INC COM	00206R102	US00206R1023	026646-00-18	PRATT MEMORIAL FUND	2,012 0000	$31 1200 USD	29-Apr-2011	$11,873 33 USD	$62,613 44 USD	$50,740 11 USD
Equities	AVERY DENNISON CORP	053611109	US0536111091	026646-00-18	PRATT MEMORIAL FUND	1,000 0000	$41 7400 USD	29-Apr-2011	$20,637 50 USD	$41,740 00 USD	$21,102 50 USD
Equities	BAKER HUGHES INC	057224107	US0572241075	026646-00-18	PRATT MEMORIAL FUND	1,000 0000	$77 4100 USD	29-Apr-2011	$40,578 80 USD	$77,410 00 USD	$36,831 20 USD
Equities	BERKSHIRE HATHAWAY B	084670702	US0846707026	026646-00-18	PRATT MEMORIAL FUND	500 0000	$83 3000 USD	29-Apr-2011	$40,055 00 USD	$41,650 00 USD	$1,595 00 USD
Equities	BRISTOL MYERS SQUIBB CO	110122108	US1101221083	026646-00-18	PRATT MEMORIAL FUND	2,000 0000	$28 1000 USD	29-Apr-2011	$50,123 00 USD	$56,200 00 USD	$6,077 00 USD
Equities	CHEVRON CORP COMMON STOCK	166764100	US1667641005	026646-00-18	PRATT MEMORIAL FUND	800 0000	$109 4400 USD	29-Apr-2011	$16,522 00 USD	$87,552 00 USD	$71,030 00 USD

UnionBank

Holdings - Reporting as of Trade Date
Account: 026646-00-18 - PRATT MEMORIAL FUND

As of 30-Apr-2011

Pending Transactions Included

Asset Type	Asset Name	CUSIP	ISIN	Owning Account Number	Owning Account Name	Shares / Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Equities	CONOCOPHILLIPS COM	20825C104	US20825C1045	026646-00-18	PRATT MEMORIAL FUND	1,100 0000	$78 8900 USD	29-Apr-2011	$8,660 31 USD	$86,779 00 USD	$78,118 69 USD
Equities	DANAHER CORP	235851102	US2358511028	026646-00-18	PRATT MEMORIAL FUND	1,200 0000	$55 2400 USD	29-Apr-2011	$4,796 25 USD	$66,288 00 USD	$61,491 75 USD
Equities	DISNEY (WALT) COMPANY HOLDING CO	254687106	US2546871060	026646-00-18	PRATT MEMORIAL FUND	1,600.0000	$43 1000 USD	29-Apr-2011	$30,462 44 USD	$68,960 00 USD	$38,497 56 USD
Equities	EXXON MOBIL CORP	30231G102	US30231G1022	026646-00-18	PRATT MEMORIAL FUND	900 0000	$87 9800 USD	29-Apr-2011	$18,005 62 USD	$79,182 00 USD	$61,176 38 USD
Equities	FIRSTENERGY CORP	337932107	US3379321074	026646-00-18	PRATT MEMORIAL FUND	1,200 0000	$39 9600 USD	29-Apr-2011	$39,680 00 USD	$47,952 00 USD	$8,272 00 USD
Equities	FLUOR CORP (NEW)	343412102	US3434121022	026646-00-18	PRATT MEMORIAL FUND	900 0000	$69 9400 USD	29-Apr-2011	$40,357 98 USD	$62,946 00 USD	$22,588 02 USD
Equities	GENERAL ELEC CO	369604103	US3696041033	026646-00-18	PRATT MEMORIAL FUND	3,000 0000	$20 4500 USD	29-Apr-2011	$25,100 00 USD	$61,350 00 USD	$36,250 00 USD
Equities	HEWLETT PACKARD CO	428236103	US4282361033	026646-00-18	PRATT MEMORIAL FUND	1,000 0000	$40 3700 USD	29-Apr-2011	$16,032 70 USD	$40,370 00 USD	$24,337 30 USD
Equities	HOME DEPOT INC	437076102	US4370761029	026646-00-18	PRATT MEMORIAL FUND	700 0000	$37 1500 USD	29-Apr-2011	$21,882 00 USD	$26,005 00 USD	$4,123 00 USD
Equities	HUNTINGTON INGALLS INDS INC	446413106	US4464131063	026646-00-18	PRATT MEMORIAL FUND	83 0000	$40 0000 USD	29-Apr-2011	$2,677 64 USD	$3,320 00 USD	$642 36 USD
Equities	INTEL CORP	458140100	US4581401001	026646-00-18	PRATT MEMORIAL FUND	3,000.0000	$23 1500 USD	29-Apr-2011	$19,790 63 USD	$69,450 00 USD	$49,659 37 USD
Equities	JOHNSON & JOHNSON	478160104	US4781601046	026646-00-18	PRATT MEMORIAL FUND	700 0000	$65 7200 USD	29-Apr-2011	$45,365 00 USD	$46,004 00 USD	$639 00 USD
Equities	KIMBERLY CLARK CORP	494368103	US4943681035	026646-00-18	PRATT MEMORIAL FUND	1,000.0000	$66 0600 USD	29-Apr-2011	$30,242.67 USD	$66,060.00 USD	$35,817 33 USD
Equities	MCGRAW-HILL COS INC	580645109	US5806451093	026646-00-18	PRATT MEMORIAL FUND	800 0000	$40 4700 USD	29-Apr-2011	$12,813 50 USD	$32,376 00 USD	$19,562 50 USD
Equities	MERCK & CO COM	58933Y105	US58933Y1055	026646-00-18	PRATT MEMORIAL FUND	2,053.0000	$35 9500 USD	29-Apr-2011	$76,859.94 USD	$73,805.35 USD	($3,054 59) USD
Equities	MICROSOFT CORP	594918104	US5949181045	026646-00-18	PRATT MEMORIAL FUND	1,600 0000	$25 9200 USD	29-Apr-2011	$47,477 30 USD	$41,472 00 USD	($6,005 30) USD
Equities	NEWMONT MNG CORP	651639106	US6516391066	026646-00-18	PRATT MEMORIAL FUND	1,000.0000	$58 6100 USD	29-Apr-2011	$41,530 00 USD	$58,610 00 USD	$17,080 00 USD
Equities	NOKIA CORP SPNSRD ADR	654902204	US6549022043	026646-00-18	PRATT MEMORIAL FUND	3,000 0000	$9 2300 USD	29-Apr-2011	$49,720 00 USD	$27,690 00 USD	($22,030 00) USD
Equities	NORTHROP GRUMMAN CORP	666807102	US6668071029	026646-00-18	PRATT MEMORIAL FUND	500 0000	$63 6100 USD	29-Apr-2011	$25,106 61 USD	$31,805.00 USD	$6,698 39 USD
Equities	NYSE EURONEXT COM	629491101	US6294911010	026646-00-18	PRATT MEMORIAL FUND	1,500 0000	$40 0500 USD	29-Apr-2011	$42,510 00 USD	$60,075 00 USD	$17,565 00 USD
Equities	PFIZER INC	717081103	US7170811035	026646-00-18	PRATT MEMORIAL FUND	2,000.0000	$20 9700 USD	29-Apr-2011	$37,555.30 USD	$41,940 00 USD	$4,384 70 USD
Equities	POTASH CORP SASK INC	73755L107	CA73755L1076	026646-00-18	PRATT MEMORIAL FUND	750 0000	$56 3800 USD	29-Apr-2011	$23,262 50 USD	$42,285 00 USD	$19,022 50 USD

UnionBank

Holdings - Reporting as of Trade Date
Account: 026646-00-18 - PRATT MEMORIAL FUND

As of: 30-Apr-2011

Pending Transactions Included

Asset Type	Asset Name	CUSIP	ISIN	Owning Account Number	Owning Account Name	Shares / Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Equities	PROCTER & GAMBLE CO	742718109	US7427181091	026646-00-18	PRATT MEMORIAL FUND	1,000 0000	$64 9000 USD	29-Apr-2011	$10,244 27 USD	$64,900 00 USD	$54,655 73 USD
Equities	QUALCOMM INC	747525103	US7475251036	026646-00-18	PRATT MEMORIAL FUND	1,000 0000	$57 0900 USD	29-Apr-2011	$41,655 40 USD	$57,090 00 USD	$15,434 60 USD
Equities	US BANCORP	902973304	US9029733048	026646-00-18	PRATT MEMORIAL FUND	1,500 0000	$25 8200 USD	29-Apr-2011	$13,288 24 USD	$38,730.00 USD	$25,441 76 USD
Equities	VALE S A ADR	91912E105	US91912E1055	026646-00-18	PRATT MEMORIAL FUND	1,500 0000	$33 4000 USD	29-Apr-2011	$49,020 00 USD	$50,100 00 USD	$1,080 00 USD
Equities	VALERO ENERGY CORP COM	91913Y100	US91913Y1001	026646-00-18	PRATT MEMORIAL FUND	1,500 0000	$28 3000 USD	29-Apr-2011	$47,167 10 USD	$42,450 00 USD	($4,717 10) USD
Equities	VERIZON COMMUNICATIONS	92343V104	US92343V1044	026646-00-18	PRATT MEMORIAL FUND	1,220 0000	$37 7800 USD	29-Apr-2011	$27,088 68 USD	$46,091 60 USD	$19,002 92 USD
Equities	WAL MART STORES INC	931142103	US9311421039	026646-00-18	PRATT MEMORIAL FUND	1,300 0000	$54 9800 USD	29-Apr-2011	$14,872 00 USD	$71,474 00 USD	$56,602 00 USD
Equities	WASTE MGMT INC DEL	94106L109	US94106L1098	026646-00-18	PRATT MEMORIAL FUND	1,000 0000	$39 4600 USD	29-Apr-2011	$29,190 00 USD	$39,460 00 USD	$10,270 00 USD
Subtotals											
Cash & Cash Equivalents									$166,094 11 USD	$166,094 11 USD	$0 00 USD
Mutual Funds/ Commingled Funds									$1,921,910 82 USD	$2,286,708 64 USD	$364,797 82 USD
Equities									$1,170,346 71 USD	$1,982,030 39 USD	$811,683 68 USD
Totals									$3,258,351 64 USD	$4,434,833.14 USD	$1,176,481 50 USD

Date 4·10·11

Union Bank
C/O KPMG LLP, Trust Tax Services
2020 N Central Avenue
Suite 700
Phoenix, AZ 85004-4501

Internal Revenue Service Center
1160 WEST 1200 SOUTH STREET
Ogden, UT 84201-0027

Enclosed please find FED 990PF for the following account(s) with a tax year ending 30-Apr-2011

ACCOUNT NUMBER	TAXPAYER NAME	E I. NUMBER	PAYMENT DUE
026646-00-18	PRATT MEMORIAL FUND	95-6464737	$0.00

Total of 1 return(s) enclosed.

Certified No..

Letter No.· FED-RTN-046-2011-176565

Please acknowledge receipt by and date. 121104 3902 9139 1289
and return to the address shown above