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 6/1/2010 , and ending 5/31/2011

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☒ Address change ☐ Name change

Name of foundation
EMMA L WARNE/PHILA HOME INCUR TR

A Employer identification number
23-6218118

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

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

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

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,577,150

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	77,728	76,685		
	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	142,487			
	b Gross sales price for all assets on line 6a 1,095,287				
	7 Capital gain net income (from Part IV, line 2)		142,487		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances 0				
	b Less Cost of goods sold 0				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	0	0	0	
	12 **Total.** Add lines 1 through 11	220,215	219,172	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	27,294	20,470		6,823
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	2,736	0	0	2,736
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,423	995	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	31,453	21,465	0	9,559
	25 Contributions, gifts, grants paid	53,873			53,873
	26 **Total expenses and disbursements** Add lines 24 and 25	85,326	21,465	0	63,432
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	134,889			
	b **Net investment income** (if negative, enter -0-)		197,707		
	c **Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		0	
	2	Savings and temporary cash investments	69,838	69,071	69,071
	3	Accounts receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	8	Inventories for sale or use		0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	0	0
	c	Investments—corporate bonds (attach schedule)	0	0	0
	11	Investments—land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,259,079	2,308,668	2,508,079
	14	Land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶)	0	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,328,917	2,377,739	2,577,150
Liabilities	17	Accounts payable and accrued expenses		0	
	18	Grants payable			
	19	Deferred revenue		0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,328,917	2,377,739	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,328,917	2,377,739	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,328,917	2,377,739	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,328,917
2	Enter amount from Part I, line 27a	2	134,889
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	2,463,806
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	86,067
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,377,739

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Statement			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	142,487
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	54,957	2,143,192	0 025643
2008	115,948	1,966,589	0 058959
2007			0 000000
2006			0 000000
2005			0 000000

2	**Total** of line 1, column (d)	2	0 084602
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 042301
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,364,193
5	Multiply line 4 by line 3	5	100,008
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,977
7	Add lines 5 and 6	7	101,985
8	Enter qualifying distributions from Part XII, line 4	8	63,432

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	3,954
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	3,954
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	3,954
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 764		
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	764
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	3,190
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 0 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ PA			
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)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			

14 The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933
Located at ▶ 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ▶ 19106-2112

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20_____ , 20_____ , 20_____ , 20_____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 22 of the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		5b	N/A	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A *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	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 101N Independence Mall E MACY1372-062 Phi	Trustee 4 00	27,294	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over $50,000			▶	0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	0
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,327,513
b	Average of monthly cash balances	1b	72,683
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,400,196
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,400,196
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	36,003
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,364,193
6	**Minimum investment return.** Enter 5% of line 5	6	118,210

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	118,210
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,954		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	3,954
3	Distributable amount before adjustments Subtract line 2c from line 1			3	114,256
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	114,256
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	114,256

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	63,432
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	63,432
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	63,432

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				114,256
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			32,723	
b	Total for prior years 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2010				
a	From 2005 NONE				
b	From 2006 NONE				
c	From 2007 NONE				
d	From 2008 NONE				
e	From 2009 NONE				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 63,432				
a	Applied to 2009, but not more than line 2a			32,723	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d	Applied to 2010 distributable amount				30,709
e	Remaining amount distributed out of corpus	0			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a))*	0			0
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				83,547
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2006 0				
b	Excess from 2007 0				
c	Excess from 2008 0				
d	Excess from 2009 0				
e	Excess from 2010 0				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ 3a	53,873
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	77,728	
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	142,487	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		220,215	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 220,215

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

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here

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

John N Solantic | 9/30/2011 | VP AND TAX DIRECTOR

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Donald J Roman		9/30/2011		P00364310
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name				
THE INGLIS HOUSE				
Street: 2600 BELMONT AVENUE				
City: PHILADELPHIA	State: PA	Zip Code: 19131-2713	Foreign Country:	
Relationship: NONE	Foundation Status: 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL PURPOSE GRANT				Amount: 53,873

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

	Amount
Long Term CG Distributions	6,822
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	1,095,287	952,800	142,487
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
1	X	ARTIO TOTAL RETURN BD FD	04315J209			4/17/2009		5/23/2011	11,524	10,597				927
2	X	ARTIO TOTAL RETURN BD FD	04315J209			7/17/2009		5/23/2011	6,798	6,430				368
3	X	ARTIO TOTAL RETURN BD FD	04315J209			2/4/2011		5/23/2011	10,255	10,000				255
4	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		5/23/2011	45,035	40,193				4,842
5	X	DREYFUS EMG MKT DEBT LO	261980494			2/4/2011		5/23/2011	942	912				30
6	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		2/2/2011	599	588				11
7	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		5/23/2011	18,658	17,421				1,237
8	X	GOLDEN SMALL CAP CORE F	34984T857			10/17/2008		12/17/2010	15,668	11,588				4,080
9	X	GOLDEN SMALL CAP CORE F	34984T857			1/17/2008		12/17/2010	12,397	12,153				244
10	X	GOLDEN SMALL CAP CORE F	34984T857			8/1/2007		12/17/2010	5,621	6,951				-1,330
11	X	GOLDEN SMALL CAP CORE F	34984T857			2/27/2009		12/17/2010	5,171	2,948				2,223
12	X	GOLDEN SMALL CAP CORE F	34984T857			10/17/2007		12/17/2010	5,156	6,336				-1,180
13	X	GOLDEN SMALL CAP CORE F	34984T857			7/17/2007		12/17/2010	3,975	5,461				-1,486
14	X	GOLDEN SMALL CAP CORE F	34984T857			11/1/2007		12/17/2010	2,183	2,564				-381
15	X	GOLDEN SMALL CAP CORE F	34984T857			8/1/2008		12/17/2010	43,863	47,713				-3,850
16	X	GOLDEN LARGE CAP CORE F	34984T881			7/17/2007		5/23/2011	29,299	33,485				-4,186
17	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		2/2/2011	11,703	7,356				4,347
18	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		5/23/2011	15,620	9,515				6,105
19	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		2/2/2011	3,273	2,475				798
20	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		5/23/2011	25,222	19,044				6,178
21	X	ING INTERNATIONAL REAL ES	44980Q518			2/27/2009		5/23/2011	11,812	6,524				5,288
22	X	ING INTERNATIONAL REAL ES	44980Q518			11/1/2007		5/23/2011	9,374	14,925				-5,551
23	X	ING INTERNATIONAL REAL ES	44980Q518			7/17/2008		5/23/2011	8,273	9,206				-933
24	X	ING INTERNATIONAL REAL ES	44980Q518			10/31/2008		5/23/2011	1,756	1,347				409
25	X	ING INTERNATIONAL REAL ES	44980Q518			1/17/2008		5/23/2011	11,882	14,754				-2,872
26	X	ING INTERNATIONAL REAL ES	44980Q518			2/4/2011		5/23/2011	6,412	6,500				-88
27	X	PERKINS MID CAP VALUE F/C	47103C241			10/31/2008		12/17/2010	113,835	80,438				33,397
28	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		2/2/2011	11,321	10,965				356
29	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		5/23/2011	2,605	2,492				113
30	X	PIMCO EMERG MKTS BD-INST	693391559			7/17/2007		12/17/2010	46,822	46,525				297
31	X	PIMCO COMMODITY REAL RE	722005667			7/17/2007		2/2/2011	1,191	1,751				-560
32	X	T ROWE PRICE REAL ESTATE	779919109			5/5/2008		12/17/2010	24,580	29,865				-5,285
33	X	T ROWE PRICE REAL ESTATE	779919109			1/17/2008		12/17/2010	19,461	19,387				74
34	X	T ROWE PRICE REAL ESTATE	779919109			10/17/2008		12/17/2010	12,777	9,447				3,330
35	X	T ROWE PRICE REAL ESTATE	779919109			7/17/2008		12/17/2010	10,961	11,448				-487
36	X	T ROWE PRICE REAL ESTATE	779919109			10/31/2008		12/17/2010	9,989	7,213				2,776
37	X	T ROWE PRICE REAL ESTATE	779919109			1/20/2009		12/17/2010	30,409	15,072				15,337
38	X	ROYCE VALUE PLUS FUND-IN	780905212			2/27/2009		12/17/2010	11,277	5,790				5,487
39	X	ROYCE VALUE PLUS FUND-IN	780905212			10/31/2008		12/17/2010	87,751	57,325				30,426
40	X	SSGA EMERGING MARKETS F	784924425			7/17/2007		12/17/2010	41,943	57,627				-15,684
41	X	SSGA EMERGING MARKETS F	784924425			1/17/2008		12/17/2010	13,074	15,961				-2,887
42	X	SSGA EMERGING MARKETS F	784924425			7/17/2008		12/17/2010	6,875	7,853				-978
43	X	SSGA EMERGING MARKETS F	784924425			10/31/2008		5/23/2011	14,364	7,678				6,686
44	X	SSGA EMERGING MARKETS F	784924425			7/17/2008		5/23/2011	15	17				-2
45	X	SSGA EMERGING MARKETS F	784924425			10/17/2008		5/23/2011	47,859	25,390				22,469
46	X	TCW SMALL CAP GROWTH FU	87234N849			12/17/2010		2/2/2011	6,975	6,838				137
47	X	TCW SMALL CAP GROWTH FU	87234N849			12/17/2010		5/23/2011	4,904	4,627				277
48	X	VANGUARD INFLAT-PROT SE	922031737			1/19/2010		5/23/2011	4,399	4,149				250
49	X	VANGUARD INFLAT-PROT SE	922031737			2/4/2011		5/23/2011	12,555	12,000				555
50	X	VANGUARD INFLAT-PROT SE	922031737			7/17/2009		5/23/2011	7,817	7,029				788

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

	Amount
Long Term CG Distributions	6,822
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	1,095,287	952,800	142,487
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
51	X	VANGUARD REIT VIPER	922908553			12/17/2010		2/2/2011	17,200	16,022				1,178
52	X	VANGUARD REIT VIPER	922908553			12/17/2010		5/23/2011	3,608	3,204				404
53	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		2/2/2011	14,252	9,719				4,533
54	X	WELLS FARGO ADV INTR VA	94984B181			2/27/2009		5/23/2011	11,221	5,677				5,544
55	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		5/23/2011	66,054	43,906				22,148
56	X	WF ADV ENDEAVOR SELECT-	949915565			7/17/2007		2/2/2011	20,910	23,399				-2,489
57	X	WF ADV ENDEAVOR SELECT-	949915565			8/1/2007		5/23/2011	24,550	26,168				-1,618
58	X	WF ADV ENDEAVOR SELECT-	949915565			7/17/2007		5/23/2011	50,169	55,759				-5,590
59	X	WF ADV ENDEAVOR SELECT-	949915565			8/1/2008		5/23/2011	14,271	15,073				-802

Line 16b (990-PF) - Accounting Fees

		2,736	0	0	2,736
	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 PREPARATION FEE	2,736			2,736
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		1,423	995	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	0			
2	ESTIMATED EXCISE TAX PAID	428			
3	FOREIGN TAX WITHHELD	995	995		
4					
5					
6					
7					
8					
9					
10					

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

			2,259,079	2,308,668	2,508,079
	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	INVESTMENTS OTHER		2,259,079	2,308,668	2,508,079
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	6,822
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	1,088,465	0	952,800	135,665	0	0	0	135,665
1	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		4/17/2009	5/23/2011	11,524	0	10,597	927			0	927
2	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		7/17/2009	5/23/2011	6,798	0	6,430	368			0	368
3	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		2/4/2011	5/23/2011	10,255	0	10,000	255			0	255
4	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		10/31/2008	5/23/2011	45,035	0	40,193	4,842			0	4,842
5	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		2/4/2011	5/23/2011	942	0	912	30			0	30
6	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	2/2/2011	599	0	588	11			0	11
7	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	5/23/2011	18,658	0	17,421	1,237			0	1,237
8	GOLDEN SMALL CAP CORE FUND	34984T857		10/17/2008	12/17/2010	15,668	0	11,588	4,080			0	4,080
9	GOLDEN SMALL CAP CORE FUND	34984T857		1/17/2008	12/17/2010	12,397	0	12,153	244			0	244
10	GOLDEN SMALL CAP CORE FUND	34984T857		8/1/2007	12/17/2010	5,621	0	6,951	-1,330			0	-1,330
11	GOLDEN SMALL CAP CORE FUND	34984T857		2/27/2009	12/17/2010	5,171	0	2,948	2,223			0	2,223
12	GOLDEN SMALL CAP CORE FUND	34984T857		10/17/2007	12/17/2010	5,156	0	6,336	-1,180			0	-1,180
13	GOLDEN SMALL CAP CORE FUND	34984T857		7/17/2007	12/17/2010	3,975	0	5,461	-1,486			0	-1,486
14	GOLDEN SMALL CAP CORE FUND	34984T857		11/1/2007	12/17/2010	2,183	0	2,564	-381			0	-381
15	GOLDEN SMALL CAP CORE FUND	34984T857		8/1/2008	12/17/2010	43,863	0	47,713	-3,850			0	-3,850
16	GOLDEN LARGE CAP CORE FUND-I	34984T881		7/17/2007	5/23/2011	29,299	0	33,485	-4,186			0	-4,186
17	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	2/2/2011	11,703	0	7,356	4,347			0	4,347
18	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	5/23/2011	15,620	0	9,515	6,105			0	6,105
19	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	2/2/2011	3,273	0	2,475	798			0	798
20	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	5/23/2011	25,222	0	19,044	6,178			0	6,178
21	ING INTERNATIONAL REAL EST-I #2664	44980Q518		2/27/2009	5/23/2011	11,812	0	6,524	5,288			0	5,288
22	ING INTERNATIONAL REAL EST-I #2664	44980Q518		11/1/2007	5/23/2011	9,374	0	14,925	-5,551			0	-5,551
23	ING INTERNATIONAL REAL EST-I #2664	44980Q518		7/17/2008	5/23/2011	8,273	0	9,206	-933			0	-933
24	ING INTERNATIONAL REAL EST-I #2664	44980Q518		10/31/2008	5/23/2011	1,756	0	1,347	409			0	409
25	ING INTERNATIONAL REAL EST-I #2664	44980Q518		1/17/2008	5/23/2011	11,882	0	14,754	-2,872			0	-2,872
26	ING INTERNATIONAL REAL EST-I #2664	44980Q518		2/4/2011	5/23/2011	6,412	0	6,500	-88			0	-88
27	PERKINS MID CAP VALUE F/C I #1167	47103C241		10/31/2008	12/17/2010	113,835	0	80,438	33,397			0	33,397
28	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	2/2/2011	11,321	0	10,965	356			0	356
29	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	5/23/2011	2,605	0	2,492	113			0	113
30	PIMCO EMERG MKTS BD-INST #137	693391559		7/17/2007	12/17/2010	46,822	0	46,525	297			0	297
31	PIMCO COMMODITY REAL RET STRAT-	722005667		7/17/2007	2/2/2011	1,191	0	1,751	-560			0	-560
32	T ROWE PRICE REAL ESTATE FD #122	779919109		5/5/2008	12/17/2010	24,580	0	29,865	-5,285			0	-5,285
33	T ROWE PRICE REAL ESTATE FD #122	779919109		1/17/2008	12/17/2010	19,461	0	19,387	74			0	74
34	T ROWE PRICE REAL ESTATE FD #122	779919109		10/17/2008	12/17/2010	12,777	0	9,447	3,330			0	3,330
35	T ROWE PRICE REAL ESTATE FD #122	779919109		7/17/2008	12/17/2010	10,961	0	11,448	-487			0	-487
36	T ROWE PRICE REAL ESTATE FD #122	779919109		10/31/2008	12/17/2010	9,989	0	7,213	2,776			0	2,776
37	T ROWE PRICE REAL ESTATE FD #122	779919109		1/20/2009	12/17/2010	30,409	0	15,072	15,337			0	15,337
38	ROYCE VALUE PLUS FUND-INVT #271	780905212		2/27/2009	12/17/2010	11,277	0	5,790	5,487			0	5,487
39	ROYCE VALUE PLUS FUND-INVT #271	780905212		10/31/2008	12/17/2010	87,751	0	57,325	30,426			0	30,426
40	SSGA EMERGING MARKETS FD S #151(	784924425		7/17/2007	12/17/2010	41,943	0	57,627	-15,684			0	-15,684
41	SSGA EMERGING MARKETS FD S #151(	784924425		1/17/2008	12/17/2010	13,074	0	15,961	-2,887			0	-2,887
42	SSGA EMERGING MARKETS FD S #151(	784924425		7/17/2008	12/17/2010	6,875	0	7,853	-978			0	-978
43	SSGA EMERGING MARKETS FD S #151(	784924425		10/31/2008	5/23/2011	14,364	0	7,678	6,686			0	6,686
44	SSGA EMERGING MARKETS FD S #151(	784924425		7/17/2008	5/23/2011	15	0	17	-2			0	-2
45	SSGA EMERGING MARKETS FD S #151(	784924425		10/17/2008	5/23/2011	47,859	0	25,390	22,469			0	22,469
46	TCW SMALL CAP GROWTH FUND-I #47	287234N849		12/17/2010	2/2/2011	6,975	0	6,838	137			0	137
47	TCW SMALL CAP GROWTH FUND-I #47	287234N849		12/17/2010	5/23/2011	4,904	0	4,627	277			0	277
48	VANGUARD INFLAT-PROT SECS-ADM #	922031737		1/19/2010	5/23/2011	4,399	0	4,149	250			0	250
49	VANGUARD INFLAT-PROT SECS-ADM #	922031737		2/4/2011	5/23/2011	12,555	0	12,000	555			0	555
50	VANGUARD INFLAT-PROT SECS-ADM #	922031737		7/17/2009	5/23/2011	7,817	0	7,029	788			0	788
51	VANGUARD REIT VIPER	922908553		12/17/2010	2/2/2011	17,200	0	16,022	1,178			0	1 178
52	VANGUARD REIT VIPER	922908553		12/17/2010	5/23/2011	3,608	0	3,204	404			0	404
53	WELLS FARGO ADV INTR VA FD-IST #5	194984B181		10/31/2008	2/2/2011	14,252	0	9,719	4,533			0	4,533
54	WELLS FARGO ADV INTR VA FD-IST #5	194984B181		2/27/2009	5/23/2011	11,221	0	5,677	5,544			0	5,544
55	WELLS FARGO ADV INTR VA FD-IST #5	194984B181		10/31/2008	5/23/2011	66,054	0	43,906	22,148			0	22,148
56	WF ADV ENDEAVOR SELECT-I #3124	949915565		7/17/2007	2/2/2011	20,910	0	23,399	-2,489			0	-2,489
57	WF ADV ENDEAVOR SELECT-I #3124	949915565		8/1/2007	5/23/2011	24,550	0	26,168	-1,618			0	-1,618

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

	Amount
Long Term CG Distributions	6,822
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	1,088,465	0	952,800	135,665	0	0	0	135,665
58	WF ADV ENDEAVOR SELECT-I #3124	949915565		7/17/2007	5/23/2011	50,169	0	55,759	-5,590			0	-5,590
59	WF ADV ENDEAVOR SELECT-I #3124	949915565		8/1/2008	5/23/2011	14,271	0	15,073	-802			0	-802

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

27,294

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank NA	X	101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		Trustee	40	27,294
2										
3										
4										
5										
6										
7										
8										
9										
10										

Part

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

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

		Date		Amount
1	Credit from prior year return		1	336
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment	11/9/2010	4	46
5	Fourth quarter estimated tax payment	2/10/2011	5	191
6	Other payments	5/10/2011	6	191
7	Total		7	764

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

1	Dıstrıbutable amounts for 2009 that remaıned undıstrıbuted at the begınnıng of the 2010 tax year	1	32,723
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	32,723

EMMA L WARNE/PHILA HOME INCUR TR #1513847268
EIN #23-6218118
FYE 5-31-2011

			FMV	COST
Invest - Other	256210105	DODGE & COX INCOME FD COM #147	205,705	190,607
Invest - Other	411511504	HARBOR CAPITAL APRCTION-INST #2012	91,989	89,731
Invest - Other	693390700	PIMCO TOTAL RET FD-INST #35	205,520	193,969
Invest - Other	693390882	PIMCO FOREIGN BD FD USD H-INST #103	51,516	49,283
Invest - Other	77957P105	T ROWE PRICE SHORT TERM BD FD #55	77,070	76,912
Invest - Other	04315J209	ARTIO TOTAL RETURN BD FD CL I #1524	77,133	68,638
Invest - Other	04315J837	ARTIO INTERNATIONAL EQ FD II #1529	117,515	139,543
Invest - Other	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	89,516	81,480
Invest - Other	256206103	DODGE & COX INT'L STOCK FD #1048	116,284	119,874
Invest - Other	34984T881	GOLDEN LARGE CAP CORE FUND-I	179,463	162,934
Invest - Other	552983694	MFS VALUE FUND-CLASS I #893	104,414	102,549
Invest - Other	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	51,574	48,566
Invest - Other	339128100	JP MORGAN MID CAP VALUE-I #758	102,298	93,617
Invest - Other	693391559	PIMCO EMERG MKTS BD-INST #137	51,232	49,412
Invest - Other	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	102,403	58,062
Invest - Other	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	51,840	47,482
Invest - Other	38142Y773	GOLDMAN SACHS L/C VALUE-I #1216	51,272	36,552
Invest - Other	722005667	PIMCO COMMODITY REAL RET STRAT-I#45	106,649	91,322
Invest - Other	922908553	VANGUARD REIT VIPER	104,613	89,135
Invest - Other	922042858	VANGUARD MSCI EMERGING MARKETS ETF	65,464	62,806
Invest - Other	949915565	WF ADV ENDEAVOR SELECT-I #3124	64,822	46,388
Invest - Other	922031737	VANGUARD INFLAT-PROT SECS-ADM #5119	77,504	66,378
Invest - Other	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	152,736	145,810
Invest - Other	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	66,185	64,093
Invest - Other	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	51,953	49,992
Invest - Other	487300808	KEELEY SMALL CAP VAL FD CL I #2251	91,409	83,532
			2,508,079	2,308,668
Savings & Temp Inv	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	68,071	68,071
Savings & Temp Inv	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	1,000	1,000
		CASH	-	-
			69,071	69,071
		TOTAL	**2,577,150**	**2,377,739**