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: BENEDICT, BEATRICE HARRIS T/U/W

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A - PO Box 63954 MAC A0348-012

Room/suite:

City or town, state, and ZIP code: SAN FRANCISCO CA 94163

A Employer identification number 95-6446354

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

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)* ▶ $ 151,742

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	5,079	5,079		
	5a Gross rents		0		
	b Net rental income or (loss) 0				
	6a Net gain or (loss) from sale of assets not on line 10	6,756			
	b Gross sales price for all assets on line 6a 58,813				
	7 Capital gain net income (from Part IV, line 2)		6,756		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances 0				
	b Less Cost of goods sold 0				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	0	0	0	
	12 **Total.** Add lines 1 through 11	11,835	11,835	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	1,667	1,250		417
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	759	0	0	759
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	273	42	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)	42	32	0	10
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,741	1,324	0	1,186
	25 Contributions, gifts, grants paid	5,126			5,126
	26 **Total expenses and disbursements** Add lines 24 and 25	7,867	1,324	0	6,312
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	3,968			
	b **Net investment income** (if negative, enter -0-)		10,511		
	c **Adjusted net income** (if negative, enter -0-)			0	

RECEIVED SEP 19 2011 OGDEN, UT IRS-OSC

SEP 14 2011

SCANNED SEP 22 2011

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

(HTA)

Form **990-PF** (2010)

2one

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
Assets	1	Cash—non-interest-bearing			0	
	2	Savings and temporary cash investments		2,194	3,086	3,086
	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)		128,722	132,402	148,656
	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)		130,916	135,488	151,742
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		130,916	135,488	
	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)		130,916	135,488	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)		130,916	135,488	

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	130,916
2	Enter amount from Part I, line 27a	2	3,968
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,309
4	Add lines 1, 2, and 3	4	136,193
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	705
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	135,488

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	6,756
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	6,424	136,040	0 047221
2008	4,166	128,892	0 032322
2007			0 000000
2006			0 000000
2005			0 000000

2	**Total** of line 1, column (d)	2	0 079543
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 039772
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	144,277
5	Multiply line 4 by line 3	5	5,738
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	105
7	Add lines 5 and 6	7	5,843
8	Enter qualifying distributions from Part XII, line 4	8	6,312

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 ▶ [X] and enter 1% of Part I, line 27b	1	105
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	105
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	105
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 148		
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	148
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	43
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 43 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			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 ▶ PO Box 63954 MAC A0348-012 SAN FRANCISCO CA ZIP+4 ▶ 94163

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
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 ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A PO Box 63954 MAC A0348-012 SAN FRANCIS	Trustee 4 00	1,667	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	142,149
b	Average of monthly cash balances	1b	4,325
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	146,474
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	146,474
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	2,197
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	144,277
6	**Minimum investment return.** Enter 5% of line 5	6	7,214

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	7,214
2a	Tax on investment income for 2010 from Part VI, line 5	2a	105		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	105
3	Distributable amount before adjustments Subtract line 2c from line 1			3	7,109
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	7,109
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	7,109

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	6,312
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	6,312
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	105
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,207

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				7,109
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			2,296	
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 ▶ $ 6,312				
a	Applied to 2009, but not more than line 2a			2,296	
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				4,016
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				3,093
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			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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	5,126
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) 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		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	5,079	
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	6,756	
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		11,835	0

13 Total. Add line 12, columns (b), (d), and (e) 13 11,835

(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 Salentic | 8/4/2011 | 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		8/4/2011		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				
GOODWILL INDUSTRIES OF SO CALIFORNIA				
Street: 342 SAN FERNANDO ROAD				
City: LOS ANGELES	State: CA	Zip Code: 90031	Foreign Country:	
Relationship: NONE	Foundation Status: 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT				Amount: 5,126

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	
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	58,813	52,057	6,756
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	AMEX UTILITIES SPDR	81369Y886			4/30/2010		11/22/2010	31	30				1
2	X	AMEX UTILITIES SPDR	81369Y886			4/30/2010		4/29/2011	66	61				5
3	X	TEMPLETON GLOBAL BOND F	880208400			8/11/2009		7/22/2010	5,305	4,931				374
4	X	TEMPLETON GLOBAL BOND F	880208400			11/19/2007		7/22/2010	511	460				51
5	X	TEMPLETON GLOBAL BOND F	880208400			11/19/2007		10/7/2010	6,052	5,180				872
6	X	VANGUARD EMERGING MARK	922042858			7/22/2010		10/7/2010	47	41				6
7	X	VANGARD MSCI EMERGING N	922042858			7/22/2010		4/29/2011	101	82				19
8	X	VANGARD MSCI EMERGING N	922042858			2/6/2009		4/29/2011	101	47				54
9	X	VANGUARD REIT VIPER	922908553			7/22/2010		10/7/2010	214	193				21
10	X	VANGUARD REIT VIPER	922908553			2/6/2009		10/7/2010	214	118				96
11	X	VANGUARD REIT VIPER	922908553			2/6/2009		2/7/2011	571	296				275
12	X	VANGUARD REIT VIPER	922908553			2/6/2009		4/29/2011	1,848	889				959
13	X	WELLS FARGO ADV HI INC-IN	949917538			2/21/2006		7/22/2010	337	365				-28
14	X	WELLS FARGO ADV HI INC-IN	949917538			2/21/2006		11/22/2010	379	396				-17
15	X	TAXABLE TOTAL RETURN BO	991283912			12/15/1999		7/22/2010	779	703				76
16	X	TAXABLE TOTAL RETURN BO	991283912			2/7/2007		7/22/2010	1,346	1,209				137
17	X	TAXABLE TOTAL RETURN BO	991283912			10/14/2005		7/22/2010	95	85				10
18	X	TAXABLE TOTAL RETURN BO	991283912			10/14/2005		10/7/2010	335	298				37
19	X	TAXABLE TOTAL RETURN BO	991283912			10/13/2006		10/7/2010	1,219	1,082				137
20	X	TAXABLE TOTAL RETURN BO	991283912			10/13/2006		11/22/2010	136	124				12
21	X	TAXABLE TOTAL RETURN BO	991283912			2/7/2011		4/29/2011	255	250				5
22	X	TAXABLE SHORT-TERM BONI	999612906			4/30/2010		10/7/2010	1,805	1,810				-5
23	X	TAXABLE SHORT-TERM BONI	999612906			4/30/2010		11/22/2010	369	372				-3
24	X	TAXABLE SHORT-TERM BONI	999612906			4/30/2010		2/7/2011	2,577	2,589				-12
25	X	TAXABLE SHORT-TERM BONI	999612906			4/30/2010		4/29/2011	1,016	1,028				-12
26	X	TAXABLE SHORT-TERM BONI	999612906			7/22/2010		4/29/2011	1,354	1,366				-12
27	X	TAXABLE SHORT-TERM BONI	999612906			2/15/2006		4/29/2011	99	100				-1
28	X	TAXABLE INTERMEDIATE TEF	999708902			6/30/2004		7/22/2010	272	252				20
29	X	TAXABLE INTERMEDIATE TEF	999708902			2/7/2007		7/22/2010	1,032	953				79
30	X	TAXABLE INTERMEDIATE TEF	999708902			10/13/2006		7/22/2010	853	786				67
31	X	TAXABLE INTERMEDIATE TEF	999708902			10/13/2006		10/7/2010	1,463	1,341				122
32	X	TAXABLE INTERMEDIATE TEF	999708902			10/13/2006		11/22/2010	273	256				17
33	X	CREDIT SUISSE COMM RT ST	22544R305			10/12/2010		11/22/2010	170	172				-2
34	X	CREDIT SUISSE COMM RT ST	22544R305			10/12/2010		2/7/2011	472	452				20
35	X	CREDIT SUISSE COMM RT ST	22544R305			10/12/2010		4/29/2011	245	217				28
36	X	DREYFUS EMG MKT DEBT LO	261980494			10/12/2010		4/29/2011	138	136				2
37	X	HUSSMAN STRATEGIC GROW	448108100			2/11/2008		7/22/2010	384	452				-68
38	X	ISHARES IBOXX $ INV GR CO	464287242			4/30/2010		7/22/2010	438	428				10
39	X	ISHARES IBOXX $ INV GR CO	464287242			4/30/2010		10/7/2010	340	321				19
40	X	ISHARES IBOXX $ INV GR CO	464287242			2/6/2009		2/7/2011	5,348	4,908				440
41	X	ISHARES IBOXX $ INV GR CO	464287242			4/30/2010		2/7/2011	214	214				0
42	X	ISHARES MSCI EAFE	464287465			12/22/2008		7/22/2010	202	174				28
43	X	ISHARES MSCI EAFE	464287465			12/22/2008		10/7/2010	628	478				150
44	X	ISHARES MSCI EAFE	464287465			11/22/2010		2/7/2011	303	286				17
45	X	ISHARES MSCI EAFE	464287465			11/22/2010		4/29/2011	255	229				26
46	X	ISHARES S&P MIDCAP 400 GF	464287606			4/30/2010		10/7/2010	88	90				-2
47	X	ISHARES S&P MIDCAP 400 GF	464287606			4/30/2010		11/22/2010	188	180				8
48	X	ISHARES S&P MIDCAP 400 GF	464287606			4/30/2010		2/7/2011	527	449				78
49	X	ISHARES S&P MIDCAP 400 GF	464287606			4/30/2010		4/29/2011	227	180				47
50	X	ISHARES S&P MIDCAP 400 VA	464287705			4/30/2010		10/7/2010	72	76				-4

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

	Amount
Long Term CG Distributions	
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	58,813	52,057	6,756
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	ISHARES S&P MIDCAP 400 VA	464287705			4/30/2010		4/29/2011	88	76				12
52	X	ISHARES TR SMALLCAP 600 I	464287804			10/7/2010		11/22/2010	316	300				16
53	X	ISHARES TR SMALLCAP 600 I	464287804			10/7/2010		2/7/2011	351	300				51
54	X	ISHARES TR SMALLCAP 600 I	464287804			10/7/2010		4/29/2011	302	240				62
55	X	KEELEY SMALL CAP VAL FD (	487300808			4/20/2009		10/7/2010	3,254	2,158				1,096
56	X	KEELEY SMALL CAP VAL FD (	487300808			8/11/2009		10/7/2010	1,730	1,444				286
57	X	MERGER FD SH BEN INT #26(	589509108			5/4/2010		7/22/2010	188	188				0
58	X	POWERSHARES DB COMMOD	73935S105			12/22/2008		10/7/2010	2,778	2,313				465
59	X	POWERSHARES DB COMMOD	73935S105			2/6/2009		10/7/2010	877	727				150
60	X	POWERSHARES DB COMMOD	73935S105			8/7/2009		10/7/2010	585	567				18
61	X	POWERSHARES DB COMMOD	73935S105			4/30/2010		10/7/2010	804	805				-1
62	X	POWERSHARES DB COMMOD	73935S105			7/22/2010		10/7/2010	171	158				13
63	X	SPDR DJ WILSHIRE INTERNA	78463X863			2/6/2009		7/22/2010	34	24				10
64	X	SPDR DJ WILSHIRE INTERNA	78463X863			2/6/2009		10/7/2010	321	195				126
65	X	AMEX MATERIALS SPDR	81369Y100			4/30/2010		11/22/2010	105	104				1
66	X	AMEX MATERIALS SPDR	81369Y100			4/30/2010		4/29/2011	245	209				36
67	X	AMEX HEALTH CARE SPDR	81369Y209			4/30/2010		7/22/2010	28	31				-3
68	X	AMEX HEALTH CARE SPDR	81369Y209			4/30/2010		11/22/2010	371	376				-5
69	X	AMEX HEALTH CARE SPDR	81369Y209			4/30/2010		2/7/2011	161	157				4
70	X	CONSUMER STAPLES SECTO	81369Y308			10/7/2010		11/22/2010	29	28				1
71	X	CONSUMER STAPLES SECTO	81369Y308			4/30/2010		11/22/2010	86	84				2
72	X	CONSUMER STAPLES SECTO	81369Y308			4/30/2010		4/29/2011	314	279				35
73	X	AMEX CONSUMER DISCR SPI	81369Y407			4/30/2010		10/7/2010	170	178				-8
74	X	AMEX CONSUMER DISCR SPI	81369Y407			4/30/2010		11/22/2010	216	213				3
75	X	AMEX CONSUMER DISCR SPI	81369Y407			4/30/2010		4/29/2011	162	142				20
76	X	AMEX ENERGY SELECT SPDF	81369Y506			4/30/2010		10/7/2010	58	60				-2
77	X	AMEX ENERGY SELECT SPDF	81369Y506			4/30/2010		11/22/2010	378	363				15
78	X	AMEX ENERGY SELECT SPDF	81369Y506			4/30/2010		4/29/2011	159	121				38
79	X	AMEX FINANCIAL SELECT SP	81369Y605			4/30/2010		11/22/2010	381	430				-49
80	X	AMEX FINANCIAL SELECT SP	81369Y605			4/30/2010		2/7/2011	418	413				5
81	X	AMEX INDUSTRIAL SPDR	81369Y704			4/30/2010		10/7/2010	160	167				-7
82	X	AMEX INDUSTRIAL SPDR	81369Y704			4/30/2010		11/22/2010	358	367				-9
83	X	AMEX INDUSTRIAL SPDR	81369Y704			4/30/2010		2/7/2011	185	167				18
84	X	AMEX INDUSTRIAL SPDR	81369Y704			4/30/2010		4/29/2011	39	33				6
85	X	AMEX TECHNOLOGY SELECT	81369Y803			4/30/2010		10/7/2010	93	95				-2
86	X	AMEX TECHNOLOGY SELECT	81369Y803			4/30/2010		11/22/2010	459	452				7
87	X	AMEX TECHNOLOGY SELECT	81369Y803			4/30/2010		2/7/2011	268	238				30
88	X	AMEX TECHNOLOGY SELECT	81369Y803			4/30/2010		4/29/2011	53	48				5
89	X	AMEX UTILITIES SPDR	81369Y886			10/7/2010		11/22/2010	31	32				-1
90	X	L/T CAP GAIN DIVIDENDS							21					21
91	X	SECTION 1256 LOSS FROM K								227				-227
92	X	CTF CALENDAR YEAR S/T GA							546					546
93	X	CTF CALENDAR L/T CAP GAIN							186					186
94	X	S/T LOSS FRM K1								1				-1
95	X	L/T GAIN FORM K1							40					40
96	X	FINAL YEAR K1 ADJUSTMENT								412				-412

Line 16b (990-PF) - Accounting Fees

		759	0	0	759
	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	ACCOUNTING FEES	759			759
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		273	42	0	0
1	PY FED EXCISE TAX	83			
2	ESTIMATED EXCISE TAX PAID	148			
3	FOREIGN TAX WITHHELD	42	42		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		42	32	0	10
1	Amortization See attached statement	0	0	0	0
2	PARTNERSHIP EXPENSES	32	32		
3	STATE AG FEES	10			10
4					
5					
6					
7					
8					
9					
10					

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

			128,722	132,402	148,656
	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS		128,722	132,402	148,656
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	Undistributed CTF Capital Gain	1	682
2	Partnership Income Adjustment	2	627
3	Total	3	1,309

Line 5 - Decreases not included in Part III, Line 2

1	PY Return of Capital Adjustment	1	81
2	CTF Book to Tax Difference	2	74
3	Cost Basis Adjustment	3	550
4	Total	4	705

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	58,813	0	52,057	6,756	0	0	0	6,756
1	AMEX UTILITIES SPDR	81369Y886		4/30/2010	11/22/2010	31	0	30	1			0	1
2	AMEX UTILITIES SPDR	81369Y886		4/30/2010	4/29/2011	66	0	61	5			0	5
3	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		8/11/2009	7/22/2010	5,305	0	4,931	374			0	374
4	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		11/19/2007	7/22/2010	511	0	460	51			0	51
5	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		11/19/2007	10/7/2010	6,052	0	5,180	872			0	872
6	VANGUARD EMERGING MARKETS ETF	922042858		7/22/2010	10/7/2010	47	0	41	6			0	6
7	VANGARD MSCI EMERGING MARKETS	922042858		7/22/2010	4/29/2011	101	0	82	19			0	19
8	VANGARD MSCI EMERGING MARKETS	922042858		2/6/2009	4/29/2011	101	0	47	54			0	54
9	VANGUARD REIT VIPER	922908553		7/22/2010	10/7/2010	214	0	193	21			0	21
10	VANGUARD REIT VIPER	922908553		2/6/2009	10/7/2010	214	0	118	96			0	96
11	VANGUARD REIT VIPER	922908553		2/6/2009	2/7/2011	571	0	296	275			0	275
12	VANGUARD REIT VIPER	922908553		2/6/2009	4/29/2011	1,848	0	889	959			0	959
13	WELLS FARGO ADV HI INC-INS #3110	949917538		2/21/2006	7/22/2010	337	0	365	-28			0	-28
14	WELLS FARGO ADV HI INC-INS #3110	949917538		2/21/2006	11/22/2010	379	0	396	-17			0	-17
15	TAXABLE TOTAL RETURN BOND FUND	991283912		12/15/1999	7/22/2010	779	0	703	76			0	76
16	TAXABLE TOTAL RETURN BOND FUND	991283912		2/7/2007	7/22/2010	1,346	0	1,209	137			0	137
17	TAXABLE TOTAL RETURN BOND FUND	991283912		10/14/2005	7/22/2010	95	0	85	10			0	10
18	TAXABLE TOTAL RETURN BOND FUND	991283912		10/14/2005	10/7/2010	335	0	298	37			0	37
19	TAXABLE TOTAL RETURN BOND FUND	991283912		10/13/2006	10/7/2010	1,219	0	1,082	137			0	137
20	TAXABLE TOTAL RETURN BOND FUND	991283912		10/13/2006	11/22/2010	136	0	124	12			0	12
21	TAXABLE TOTAL RETURN BOND FUND	991283912		2/7/2011	4/29/2011	255	0	250	5			0	5
22	TAXABLE SHORT-TERM BOND FUND	999612906		4/30/2010	10/7/2010	1,805	0	1,810	-5			0	-5
23	TAXABLE SHORT-TERM BOND FUND	999612906		4/30/2010	11/22/2010	369	0	372	-3			0	-3
24	TAXABLE SHORT-TERM BOND FUND	999612906		4/30/2010	2/7/2011	2,577	0	2,589	-12			0	-12
25	TAXABLE SHORT-TERM BOND FUND	999612906		4/30/2010	4/29/2011	1,016	0	1,028	-12			0	-12
26	TAXABLE SHORT-TERM BOND FUND	999612906		7/22/2010	4/29/2011	1,354	0	1,366	-12			0	-12
27	TAXABLE SHORT-TERM BOND FUND	999612906		2/15/2006	4/29/2011	99	0	100	-1			0	-1
28	TAXABLE INTERMEDIATE TERM BD FD	999708902		6/30/2004	7/22/2010	272	0	252	20			0	20
29	TAXABLE INTERMEDIATE TERM BD FD	999708902		2/7/2007	7/22/2010	1,032	0	953	79			0	79
30	TAXABLE INTERMEDIATE TERM BD FD	999708902		10/13/2006	7/22/2010	853	0	786	67			0	67
31	TAXABLE INTERMEDIATE TERM BD FD	999708902		10/13/2006	10/7/2010	1,463	0	1,341	122			0	122
32	TAXABLE INTERMEDIATE TERM BD FD	999708902		10/13/2006	11/22/2010	273	0	256	17			0	17
33	CREDIT SUISSE COMM RT ST-CO #2156	22544R305		10/12/2010	11/22/2010	170	0	172	-2			0	-2
34	CREDIT SUISSE COMM RT ST-CO #2156	22544R305		10/12/2010	2/7/2011	472	0	452	20			0	20
35	CREDIT SUISSE COMM RT ST-CO #2156	22544R305		10/12/2010	4/29/2011	245	0	217	28			0	28
36	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		10/12/2010	4/29/2011	138	0	136	2			0	2
37	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/11/2008	7/22/2010	384	0	452	-68			0	-68
38	ISHARES IBOXX $ INV GR CORP BD FD	464287242		4/30/2010	7/22/2010	438	0	428	10			0	10
39	ISHARES IBOXX $ INV GR CORP BD FD	464287242		4/30/2010	10/7/2010	340	0	321	19			0	19
40	ISHARES IBOXX $ INV GR CORP BD FD	464287242		2/6/2009	2/7/2011	5,348	0	4,908	440			0	440
41	ISHARES IBOXX $ INV GR CORP BD FD	464287242		4/30/2010	2/7/2011	214	0	214	0			0	0
42	ISHARES MSCI EAFE	464287465		12/22/2008	7/22/2010	202	0	174	28			0	28
43	ISHARES MSCI EAFE	464287465		12/22/2008	10/7/2010	628	0	478	150			0	150
44	ISHARES MSCI EAFE	464287465		11/22/2010	2/7/2011	303	0	286	17			0	17
45	ISHARES MSCI EAFE	464287465		11/22/2010	4/29/2011	255	0	229	26			0	26
46	ISHARES S&P MIDCAP 400 GROWTH	464287606		4/30/2010	10/7/2010	88	0	90	-2			0	-2
47	ISHARES S&P MIDCAP 400 GROWTH	464287606		4/30/2010	11/22/2010	188	0	180	8			0	8
48	ISHARES S&P MIDCAP 400 GROWTH	464287606		4/30/2010	2/7/2011	527	0	449	78			0	78
49	ISHARES S&P MIDCAP 400 GROWTH	464287606		4/30/2010	4/29/2011	227	0	180	47			0	47
50	ISHARES S&P MIDCAP 400 VALUE	464287705		4/30/2010	10/7/2010	72	0	76	-4			0	-4
51	ISHARES S&P MIDCAP 400 VALUE	464287705		4/30/2010	4/29/2011	88	0	76	12			0	12
52	ISHARES TR SMALLCAP 600 INDEX FD	464287804		10/7/2010	11/22/2010	316	0	300	16			0	16
53	ISHARES TR SMALLCAP 600 INDEX FD	464287804		10/7/2010	2/7/2011	351	0	300	51			0	51
54	ISHARES TR SMALLCAP 600 INDEX FD	464287804		10/7/2010	4/29/2011	302	0	240	62			0	62
55	KEELEY SMALL CAP VAL FD CL I #2251	487300808		4/20/2009	10/7/2010	3,254	0	2,158	1,096			0	1,096
56	KEELEY SMALL CAP VAL FD CL I #2251	487300808		8/11/2009	10/7/2010	1,730	0	1,444	286			0	286
57	MERGER FD SH BEN INT #260	589509108		5/4/2010	7/22/2010	188	0	188	0			0	0

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	58,813	0	52,057	6,756	0	0	0	6,756
58	POWERSHARES DB COMMODITY INDE	73935S105		12/22/2008	10/7/2010	2,778	0	2,313	465			0	465
59	POWERSHARES DB COMMODITY INDE	73935S105		2/6/2009	10/7/2010	877	0	727	150			0	150
60	POWERSHARES DB COMMODITY INDE	73935S105		8/7/2009	10/7/2010	585	0	567	18			0	18
61	POWERSHARES DB COMMODITY INDE	73935S105		4/30/2010	10/7/2010	804	0	805	-1			0	-1
62	POWERSHARES DB COMMODITY INDE	73935S105		7/22/2010	10/7/2010	171	0	158	13			0	13
63	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		2/6/2009	7/22/2010	34	0	24	10			0	10
64	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		2/6/2009	10/7/2010	321	0	195	126			0	126
65	AMEX MATERIALS SPDR	81369Y100		4/30/2010	11/22/2010	105	0	104	1			0	1
66	AMEX MATERIALS SPDR	81369Y100		4/30/2010	4/29/2011	245	0	209	36			0	36
67	AMEX HEALTH CARE SPDR	81369Y209		4/30/2010	7/22/2010	28	0	31	-3			0	-3
68	AMEX HEALTH CARE SPDR	81369Y209		4/30/2010	11/22/2010	371	0	376	-5			0	-5
69	AMEX HEALTH CARE SPDR	81369Y209		4/30/2010	2/7/2011	161	0	157	4			0	4
70	CONSUMER STAPLES SECTOR SPDR T	81369Y308		10/7/2010	11/22/2010	29	0	28	1			0	1
71	CONSUMER STAPLES SECTOR SPDR T	81369Y308		4/30/2010	11/22/2010	86	0	84	2			0	2
72	CONSUMER STAPLES SECTOR SPDR T	81369Y308		4/30/2010	4/29/2011	314	0	279	35			0	35
73	AMEX CONSUMER DISCR SPDR	81369Y407		4/30/2010	10/7/2010	170	0	178	-8			0	-8
74	AMEX CONSUMER DISCR SPDR	81369Y407		4/30/2010	11/22/2010	216	0	213	3			0	3
75	AMEX CONSUMER DISCR SPDR	81369Y407		4/30/2010	4/29/2011	162	0	142	20			0	20
76	AMEX ENERGY SELECT SPDR	81369Y506		4/30/2010	10/7/2010	58	0	60	-2			0	-2
77	AMEX ENERGY SELECT SPDR	81369Y506		4/30/2010	11/22/2010	378	0	363	15			0	15
78	AMEX ENERGY SELECT SPDR	81369Y506		4/30/2010	4/29/2011	159	0	121	38			0	38
79	AMEX FINANCIAL SELECT SPDR	81369Y605		4/30/2010	11/22/2010	381	0	430	-49			0	-49
80	AMEX FINANCIAL SELECT SPDR	81369Y605		4/30/2010	2/7/2011	418	0	413	5			0	5
81	AMEX INDUSTRIAL SPDR	81369Y704		4/30/2010	10/7/2010	160	0	167	-7			0	-7
82	AMEX INDUSTRIAL SPDR	81369Y704		4/30/2010	11/22/2010	358	0	367	-9			0	-9
83	AMEX INDUSTRIAL SPDR	81369Y704		4/30/2010	2/7/2011	185	0	167	18			0	18
84	AMEX INDUSTRIAL SPDR	81369Y704		4/30/2010	4/29/2011	39	0	33	6			0	6
85	AMEX TECHNOLOGY SELECT SPDR	81369Y803		4/30/2010	10/7/2010	93	0	95	-2			0	-2
86	AMEX TECHNOLOGY SELECT SPDR	81369Y803		4/30/2010	11/22/2010	459	0	452	7			0	7
87	AMEX TECHNOLOGY SELECT SPDR	81369Y803		4/30/2010	2/7/2011	268	0	238	30			0	30
88	AMEX TECHNOLOGY SELECT SPDR	81369Y803		4/30/2010	4/29/2011	53	0	48	5			0	5
89	AMEX UTILITIES SPDR	81369Y886		10/7/2010	11/22/2010	31	0	32	-1			0	-1
90	L/T CAP GAIN DIVIDENDS					21	0	0	21			0	21
91	SECTION 1256 LOSS FROM K1					0	0	227	-227			0	-227
92	CTF CALENDAR YEAR S/T GAIN					546	0	0	546			0	546
93	CTF CALENDAR L/T CAP GAIN					186	0	0	186			0	186
94	S/T LOSS FRM K1					0	0	1	-1			0	-1
95	L/T GAIN FORM K1					40	0	0	40			0	40
96	FINAL YEAR K1 ADJUSTMENT					0	0	412	-412			0	-412

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

1,667

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank N A	X	PO Box 63954 MAC A0348-012	SAN FRANCISCO	CA	94163		TRUSTEE	4	1,667
2										
3										
4										
5										
6										
7										
8										
9										
10										

Part

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

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

		Date		Amount
1	Credit from prior year return		1	
2	First quarter estimated tax payment	10/12/2010	2	148
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	148

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

1	Distributable amounts for 2009 that remained undistributed at the beginning of the 2010 tax year	1	2,296
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	2,296

Security Descri	Security Category	Account #	CUSIP	Asset Name	FMV	Units	Fed Cost
Bank CTFs	Invest - Other	093438	999612906	TAXABLE SHORT-TERM BOND FUND	11,596	1,418	11,599
Bank CTFs	Invest - Other	093438	999708902	TAXABLE INTERMEDIATE TERM BD FD	17,910	1,770	17,126
Bank CTFs	Invest - Other	093438	991283912	TAXABLE TOTAL RETURN BOND FUND	17,984	2,379	16,736
Bank CTFs	Invest - Other	093438	140995127	CAPITAL PARTNERS CORE EQUITY FUND	5,031	444	4,619
Demand Note	Savings & Temp Inv	093438	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	2,686	2,686	2,686
Demand Note	Savings & Temp Inv	093438	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	400	400	400
Mutual Fund	Invest - Other	093438	589509108	MERGER FD SH BEN INT #260	4,546	279	4,388
Mutual Fund	Invest - Other	093438	81369Y308	CONSUMER STAPLES SECTOR SPDR TR	1,519	47	1,312
Mutual Fund	Invest - Other	093438	81369Y605	AMEX FINANCIAL SELECT SPDR	2,439	154	2,468
Mutual Fund	Invest - Other	093438	81369Y100	AMEX MATERIALS SPDR	437	11	383
Mutual Fund	Invest - Other	093438	81369Y803	AMEX TECHNOLOGY SELECT SPDR	2,752	104	2,447
Mutual Fund	Invest - Other	093438	81369Y506	AMEX ENERGY SELECT SPDR	2,005	26	1,551
Mutual Fund	Invest - Other	093438	81369Y886	AMEX UTILITIES SPDR	169	5	152
Mutual Fund	Invest - Other	093438	464287804	ISHARES TR SMALLCAP 600 INDEX FD	5,239	70	4,178
Mutual Fund	Invest - Other	093438	464287705	ISHARES S&P MIDCAP 400 VALUE	2,593	30	2,278
Mutual Fund	Invest - Other	093438	464287606	ISHARES S&P MIDCAP 400 GROWTH	2,598	23	2,066
Mutual Fund	Invest - Other	093438	464287465	ISHARES MSCI EAFE	12,226	197	8,506
Mutual Fund	Invest - Other	093438	81369Y704	AMEX INDUSTRIAL SPDR	1,769	47	1,527
Mutual Fund	Invest - Other	093438	81369Y209	AMEX HEALTH CARE SPDR	1,806	50	1,567
Mutual Fund	Invest - Other	093438	81369Y407	AMEX CONSUMER DISCR SPDR	1,375	34	1,166
Mutual Fund	Invest - Other	093438	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	3,368	221	3,308
Mutual Fund	Invest - Other	093438	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	4,512	368	5,236
Mutual Fund	Invest - Other	093438	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	18,562	1,551	18,401
Mutual Fund	Invest - Other	093438	922908553	VANGUARD REIT VIPER	5,390	86	2,547
Mutual Fund	Invest - Other	093438	922042858	VANGUARD MSCI EMERGING MARKETS ETF	3,683	75	1,763
Mutual Fund	Invest - Other	093438	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	5,315	129	4,041
Mutual Fund	Invest - Other	093438	949917538	WELLS FARGO ADV HI INC-INS #3110	9,153	1,198	8,672
Mutual Fund	Invest - Other	093438	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	4,680	483	4,366
	Cash	093438			-		-
					151,742		135,488