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INTERNAL REVENUE SERVICE

REF: 102

Form **990-PF**

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning 07/01, 2010, and ending 06/30, 2011

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

Name of foundation WILLIAM K. TRIMBLE TRUST		A Employer identification number 44-6006670
Number and street (or P O box number if mail is not delivered to street address) BANK OF AMERICA, N.A. P.O. BOX 831041		B Telephone number (see page 10 of the instructions) (800) 257-0332
City or town, state, and ZIP code DALLAS, TX 75283-1041		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 420,616.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual Other (specify) _____ (Part I, column (d) must be on cash basis.)

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Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	9,425.	9,425.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-8,814.			
	b Gross sales price for all assets on line 6a	68,478.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	567.	19.		STMT 2	
12 Total. Add lines 1 through 11	1,178.	9,444.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	3,778.	2,267.		1,511.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	800.	NONE	NONE	800.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	300.	222.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	4,878.	2,489.	NONE	2,311.
	25 Contributions, gifts, grants paid	17,082.			17,082.
26 Total expenses and disbursements. Add lines 24 and 25	21,960.	2,489.	NONE	19,393.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-20,782.				
b Net investment income (if negative, enter -0-)		6,955.			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see page 30 of the instructions. JSA Form 990-PF (2010)

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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			
	2	Savings and temporary cash investments	11,592.	3,831.	3,831.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 5	396,043.	383,018.	416,785.	
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	407,635.	386,849.	420,616.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>				
	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. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	407,635.	386,849.	
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)	407,635.	386,849.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	407,635.	386,849.		

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	407,635.
2	Enter amount from Part I, line 27a	2	-20,782.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	386,853.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 6	5	4.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	386,849.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-8,814.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.	{ }		3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	9,687.	366,243.	0.02644965228
2008	9,426.	325,973.	0.02891650535
2007			
2006			
2005			
2 Total of line 1, column (d)			2 0.05536615763
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 0.02768307882
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 404,993.
5 Multiply line 4 by line 3			5 11,211.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 70.
7 Add lines 5 and 6			7 11,281.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 19,393.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	70.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	70.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	70.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	128.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	128.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	58.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax ▶ 58. Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

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 NONE
14 The books are in care of BANK OF AMERICA, N.A. Telephone no. (800) 281-0658
Located at 1201 MAIN ST, 8TH FL, DALLAS, TX ZIP + 4 75202-3113
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here X
and enter the amount of tax-exempt interest received or accrued during the year 15
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 Yes No 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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X 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 X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions.) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? 4b X

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

- 5a During the year did the foundation pay or incur any amount to
 - (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**
Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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
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**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		3,778.	-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		NONE	NONE	NONE

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

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

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

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

Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	411,160.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	411,160.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	411,160.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	6,167.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	404,993.
6	Minimum investment return. Enter 5% of line 5	6	20,250.

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	20,250.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	70.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	70.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	20,180.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	20,180.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	20,180.

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	19,393.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	19,393.
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	70.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	19,323.

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				20,180.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			15,196.	
b Total for prior years 20 <u>08</u> , 20 <u> </u> , 20 <u> </u>		NONE		
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	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>19,393.</u>				
a Applied to 2009, but not more than line 2a			15,196.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				4,197.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				15,983.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	NONE			

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

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

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

Table with 5 columns: (a) 2010, (b) 2009, (c) 2008, (d) 2007, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c not used directly for active conduct of exempt activities), 2e (Qualifying distributions made directly for active conduct of exempt activities), 3 (Alternative tests: Assets, Endowment, Support).

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT 9				
Total ▶ 3a				17,082.
b <i>Approved for future payment</i>				
Total ▶ 3b				

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge. Signature of officer or trustee BANK OF AMERICA, N.A. Date 11-2-11 Title TRUSTEE. Paid Preparer Use Only Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, Firm's name, Firm's address, Firm's EIN, Phone no.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,143.	
4,182.00		159.568				159.568 COLUMBIA ACORN INT'L SELECT FUND PROPERTY TYPE: SECURITIES 3,660.00	P 09/30/2008	09/30/2010 522.00
1,659.00		63.279				63.279 COLUMBIA ACORN INT'L SELECT FUND PROPERTY TYPE: SECURITIES 1,050.00	P 11/28/2008	09/30/2010 609.00
2,718.00		95.199				95.199 COLUMBIA ACORN INT'L SELECT FUND PROPERTY TYPE: SECURITIES 1,580.00	P 11/28/2008	01/31/2011 1,138.00
41.00		1.427				1.427 COLUMBIA ACORN INT'L SELECT FUND C PROPERTY TYPE: SECURITIES 22.00	P 02/27/2009	01/31/2011 19.00
8,190.00		695.274				695.274 COLUMBIA LARGE CAP CORE FUND CLA PROPERTY TYPE: SECURITIES 11,750.00	P 09/05/2000	09/30/2010 -3,560.00
9,455.00		711.406				711.406 COLUMBIA LARGE CAP CORE FUND CLA PROPERTY TYPE: SECURITIES 12,023.00	P 09/05/2000	01/31/2011 -2,568.00
631.00		45.933				45.933 COLUMBIA LARGE CAP CORE FUND CLAS PROPERTY TYPE: SECURITIES 776.00	P 09/05/2000	03/31/2011 -145.00
491.00		22.069				22.069 COLUMBIA LARGE CAP INDEX FUND CLA PROPERTY TYPE: SECURITIES 513.00	P 02/28/2005	09/30/2010 -22.00
518.00		20.84				20.84 COLUMBIA LARGE CAP INDEX FUND CLAS PROPERTY TYPE: SECURITIES 484.00	P 02/28/2005	01/31/2011 34.00
2,187.00		197.225				197.225 COLUMBIA LARGE CAP ENHANCED CORE PROPERTY TYPE: SECURITIES 3,163.00	P 05/31/2007	09/30/2010 -976.00

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
2,204.00		178.3 COLUMBIA LARGE CAP ENHANCED CORE F PROPERTY TYPE: SECURITIES 2,860.00				05/31/2007 -656.00	01/31/2011
2,164.00		213.808 COLUMBIA TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 2,025.00				09/05/2000 139.00	09/30/2010
2,111.00		211.333 COLUMBIA TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 2,001.00				09/05/2000 110.00	01/31/2011
4,912.00		491.689 COLUMBIA TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 4,799.00				06/14/2001 113.00	01/31/2011
3,130.00		267.53 COLUMBIA MULTI-ADVISOR INT'L EQUI PROPERTY TYPE: SECURITIES 4,387.00				09/29/2006 -1,257.00	09/30/2010
1,653.00		141.261 COLUMBIA MULTI-ADVISOR INT'L EQU PROPERTY TYPE: SECURITIES 2,550.00				08/31/2007 -897.00	09/30/2010
917.00		74.63 COLUMBIA MULTI-ADVISOR INT'L EQUIT PROPERTY TYPE: SECURITIES 1,347.00				08/31/2007 -430.00	01/31/2011
5,159.00		419.78 COLUMBIA MULTI-ADVISOR INT'L EQUI PROPERTY TYPE: SECURITIES 7,325.00				12/31/2007 -2,166.00	01/31/2011
1,110.00		107.863 COLUMBIA MID CAP INDEX FUND CLAS PROPERTY TYPE: SECURITIES 1,492.00				05/31/2007 -382.00	09/30/2010
1,115.00		108.367 COLUMBIA MID CAP INDEX FUND CLAS PROPERTY TYPE: SECURITIES 1,377.00				08/31/2007 -262.00	09/30/2010
1,482.00		126.126 COLUMBIA MID CAP INDEX FUND CLAS PROPERTY TYPE: SECURITIES 1,603.00				08/31/2007 -121.00	01/31/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,211.00		80.318	COLUMBIA SMALL CAP INDEX FUND CLA	P	08/31/2007	09/30/2010		
			PROPERTY TYPE: SECURITIES					
		1,789.00				-578.00		
893.00		51.639	COLUMBIA SMALL CAP INDEX FUND CLA	P	08/31/2007	01/31/2011		
			PROPERTY TYPE: SECURITIES					
		1,151.00				-258.00		
914.00		229.165	COLUMBIA HIGH YIELD OPPORTUNITY	P	05/31/2007	09/30/2010		
			PROPERTY TYPE: SECURITIES					
		1,082.00				-168.00		
552.00		134.846	COLUMBIA HIGH YIELD OPPORTUNITY	P	05/31/2007	01/31/2011		
			PROPERTY TYPE: SECURITIES					
		636.00				-84.00		
721.00		61.379	COLUMBIA REAL ESTATE EQUITY FUND	P	09/30/2008	09/30/2010		
			PROPERTY TYPE: SECURITIES					
		836.00				-115.00		
2,612.00		222.515	COLUMBIA REAL ESTATE EQUITY FUND	P	11/28/2008	09/30/2010		
			PROPERTY TYPE: SECURITIES					
		1,619.00				993.00		
1,679.00		131.978	COLUMBIA REAL ESTATE EQUITY FUND	P	11/28/2008	01/31/2011		
			PROPERTY TYPE: SECURITIES					
		960.00				719.00		
1,411.00		148.552	OLD MUTUAL TS&W MID CAP VALUE FU	P	09/30/2010	03/31/2011		
			PROPERTY TYPE: SECURITIES					
		1,196.00				215.00		
1,313.00		138.223	OLD MUTUAL TS&W MID CAP VALUE FU	P	01/31/2011	03/31/2011		
			PROPERTY TYPE: SECURITIES					
		1,236.00				77.00		

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							----- -8,814. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COLUMBIA ACORN INT'L SELECT FUND CLASS Z	162.	162.
COLUMBIA MARSICO FOCUSED EQUITIES FUND C	29.	29.
COLUMBIA LARGE CAP CORE FUND CLASS Z SHA	659.	659.
COLUMBIA LARGE CAP INDEX FUND CLASS Z SH	58.	58.
COLUMBIA LARGE CAP ENHANCED CORE FUND CL	603.	603.
COLUMBIA TOTAL RETURN BOND FUND CLASS Z	2,478.	2,478.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	642.	642.
COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND	769.	769.
COLUMBIA MID CAP INDEX FUND CLASS Z SHAR	337.	337.
COLUMBIA SMALL CAP INDEX FUND CLASS Z SH	174.	174.
COLUMBIA HIGH YIELD OPPORTUNITY FUND CLA	532.	532.
COLUMBIA INTERMEDIATE BOND FUND CLASS Z	677.	677.
COLUMBIA REAL ESTATE EQUITY FUND CLASS Z	147.	147.
DELAWARE EMERGING MKTS FUND CL INSTL CL	130.	130.
MFS EMERGING MKTS DEBT FUND CL I	57.	57.
OLD MUTUAL TS&W MID CAP VALUE FUND CL I	8.	8.
PIMCO COMMODITY REALRETURN STRATEGY FUND	1,940.	1,940.
WESTCORE SMALL CAP VALUE FUND RETAIL CL	8.	8.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	15.	15.
TOTAL	9,425.	9,425.

WILLIAM K. TRIMBLE TRUST

44-6006670

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX REFUND	548.	
INTEREST ON IRS REFUND	19.	19.
TOTALS	567.	19.
	=====	=====

WILLIAM K. TRIMBLE TRUST

44-6006670

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	800.			800.
TOTALS	800.	NONE	NONE	800.

WILLIAM K. TRIMBLE TRUST

44-6006670

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL EXCISE ESTIMATES	78.	
FOREIGN TAXES ON QUALIFIED FOR	222.	222.
TOTALS	300.	222.
	=====	=====

WILLIAM K. TRIMBLE TRUST

44-6006670

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV		ENDING FMV
	C	OR F	
COLUMBIA TOTAL RETURN BOND FD	C		
COLUMBIA HIGH YIELD OPP FUND	C		6,662.
COLUMBIA ACORN INTL SELECT FD	C		10,285.
COLUMBIA MARSICO FOCUSED EQ	C		18,683.
COLUMBIA LARGE CAP CORE FD	C		106,454.
COLUMBIA LARGE CAP INDEX FD	C		3,079.
COLUMBIA LARGE CAP ENHANCED CO	C		38,882.
COLUMBIA INTERNATIONAL VALUE	C		21,186.
COLUMBIA MULTI-ADVISOR INTL EQ	C		29,565.
COLUMBIA MID CAP INDEX FD	C		26,306.
COLUMBIA SMALL CAP INDEX FD	C		15,912.
COLUMBIA REAL ESTATE EQ FD	C		5,846.
COLUMBIA INTERMEDIATE BOND FD	C		70,116.
COLUMBIA SMALL CAP GROWTH I	C		1,884.
DELAWARE EMERGING MKTS FD	C		32,943.
JANUS INVT FD	C		2,585.
JOHN HANCOCK FDS III	C		2,600.
MFS EMERGING MKTS DEBT FD	C		1,715.
PIMCO COMMODITY REALRETURN	C		20,302.
WESTCORE SMALL CAP VALUE FD	C		1,780.
TOTALS			
		383,018.	416,785.

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

=====

DESCRIPTION

AMOUNT

ROUNDING

4.

TOTAL

4.

=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

MO
TX

WILLIAM K. TRIMBLE TRUST

44-6006670

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

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

P.O. BOX 830259

DALLAS, TX 75283-0259

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

COMPENSATION 3,778.

TOTAL COMPENSATION: 3,778.
=====

WILLIAM K. TRIMBLE TRUST

44-6006670

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

=====

RECIPIENT NAME:

COTTEY COLLEGE

ADDRESS:

1000 W AUSTIN BLVD

NEVADA, MO 64772-2763

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 17,082.

TOTAL GRANTS PAID:

17,082.

=====

Notice Concerning Fiduciary Relationship

(Internal Revenue Code sections 6036 and 6903)

Part I Identification

Name of person for whom you are acting (as shown on the tax return)		Identifying number	Decedent's social security no.
BARBARA LYNN SHEARS TRUST (AKA: SUC TUA SHEARS DESC TR / BARBARA)		45-6171447	
Address of person for whom you are acting (number, street, and room or suite no)			
PO BOX 831041			
City or town, state, and ZIP code (If a foreign address, see instructions)			
DALLAS, TX 75283			
Fiduciary's name			
BANK OF AMERICA, NA			
Address of fiduciary (number, street, and room or suite no)			
PO BOX 831041			
City or town, state, and ZIP code		Telephone number (optional)	
DALLAS, TX 75283-1041		800-357-7094	

Part II Authority

1 Authority for fiduciary relationship Check applicable box

a(1)	<input type="checkbox"/>	Will and codicils or court order appointing fiduciary	(2) Date of death	_____
b(1)	<input type="checkbox"/>	Court order appointing fiduciary	(2) Date (see instructions)	_____
c	<input checked="" type="checkbox"/>	Valid trust instrument and amendments		
d	<input type="checkbox"/>	Other Describe		_____

Part III Nature of Liability and Tax Notices

2 Type of tax (estate, gift, generation-skipping transfer, income, excise, etc) ► INCOME

3 Federal tax form number (706, 1040, 1041, 1120, etc) ► 1041

4 Year(s) or period(s) (if estate tax, date of death) ► 2011 FORWARD

5 If the fiduciary listed in Part I is the person to whom notices and other written communications should be sent for all items described on lines 2, 3, and 4, check here ►

6 If the fiduciary listed in Part I is the person to whom notices and other written communications should be sent for some (but not all) of the items described on lines 2, 3, and 4, check here ► and list the applicable federal tax form number and the year(s) or period(s) applicable _____

Part IV Revocation or Termination of Notice

Section A - Total Revocation or Termination

7 Check this box if you are revoking or terminating all prior notices concerning fiduciary relationships on file with the Internal Revenue Service for the same tax matters and years or periods covered by this notice concerning fiduciary relationship ►

Reason for termination of fiduciary relationship Check applicable box:

a	<input type="checkbox"/>	Court order revoking fiduciary authority
b	<input type="checkbox"/>	Certificate of dissolution or termination of a business entity
c	<input type="checkbox"/>	Other Describe ► _____

Section B - Partial Revocation

8a Check this box if you are revoking earlier notices concerning fiduciary relationships on file with the Internal Revenue Service for the same tax matters and years or periods covered by this notice concerning fiduciary relationship ►

b Specify to whom granted, date, and address, including ZIP code
► _____

Section C - Substitute Fiduciary

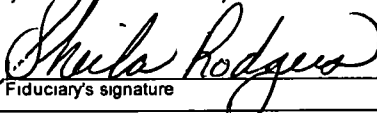
9 Check this box if a new fiduciary or fiduciaries have been or will be substituted for the revoking or terminating fiduciary and specify the name(s) and address(es), including ZIP code(s), of the new fiduciary(ies) ►

► _____

Part V Court and Administrative Proceedings

Name of court (if other than a court proceeding, identify the type of proceeding and name of agency)		Date proceeding initiated	
Address of court		Docket number of proceeding	
City or town, state, and ZIP code	Date	Time a m p m	Place of other proceedings

Part VI Signature

I certify that I have the authority to execute this notice concerning fiduciary relationship on behalf of the taxpayer			
Please Sign Here	▶ 	BANK OF AMERICA, NA	
		SR. VICE PRESIDENT	11/1/2011
	Fiduciary's signature	Title, if applicable	Date

APPOINTMENT AND ACCEPTANCE OF TRUSTEESHIP
AND
RESIGNATION OF CO-TRUSTEES

WHEREAS, pursuant to the provisions of Article V(B) and VIII(A) of the Trust Agreement dated January 5, 2006, by and between Charles G. Shears and Barbara Faye Warren Shears, as Settlers and Charles G. Shears and Barbara Faye Warren Shears, as Co-Trustees ("Revocable Trust"), certain irrevocable trusts are created for the benefit of the children of Charles G. Shears on his death, including one for Barbara Lynn Shears Archer, now also known as Barbara Lynn Shears;

WHEREAS, Charles G. Shears has died, and such trusts have been funded;

WHEREAS, pursuant to the provisions of Article X(G) of the Revocable Trust, the Co-Trustees of the trust created for the benefit of Barbara Lynn Shears ("Barbara's Trust") are Sophia Shears Ellul and Barbara Lynn Shears;

WHEREAS, Sophia Shears Ellul and Barbara Lynn Shears, as Co-Trustees of Barbara's Trust, desire to appoint Bank of America, N.A. ("Bank of America") as Independent Trustee of Barbara's Trust pursuant to the provisions of Article X(D) of the Revocable Trust and desire that such appointee be appointed as a full Co-Trustee of Barbara's Trust;

WHEREAS, Sophia Shears Ellul desires to resign as Co-Trustee of Barbara's Trust, effective immediately;

WHEREAS, Barbara Lynn Shears desires to resign as Co-Trustee of Barbara's Trust, effective immediately;

WHEREAS, for and in consideration of the agreement of Sophia Shears Ellul to resign as Co-Trustee, in the event that Barbara Lynn Shears elects to serve as Co-Trustee of Barbara's Trust in the future, Barbara Lynn Shears agrees not to exercise the right to remove the Independent Trustee granted under Article X(D) or otherwise in the Trust Agreement, unless contemporaneously therewith naming a bank or trust company with trust powers as successor Independent Trustee and Co-Trustee who has agreed to serve in such capacity;

WHEREAS, in light of the foregoing resignations, Bank of America will serve as the sole Trustee of Barbara's Trust;

WHEREAS, Bank of America agrees to resign as Trustee or Co-Trustee of Barbara's Trust upon the request of Barbara Lynn Shears so long as a qualified bank or trust company having trust powers is contemporaneously appointed in accordance with the Trust Agreement as Trustee or Co-Trustee of Barbara's Trust by Barbara Lynn Shears, and agrees to accept such appointment; and

WHEREAS, all such persons entitled to notice hereby waive such notice.

NOW THEREFORE, the parties agree as follows:

(i) SOPHIA SHEARS ELLUL hereby appoints BANK OF AMERICA as Independent Trustee and Co-Trustee of Barbara's Trust;

(ii) BANK OF AMERICA hereby accepts the appointment as Independent Trustee and Co-Trustee of Barbara's Trust;

(iii) After the effectiveness of items (i) and (ii) above, BARBARA LYNN SHEARS hereby resigns as Co-Trustee of Barbara's Trust and agrees not to exercise her right to remove the Independent Trustee granted under Article X(D) unless contemporaneously therewith naming a bank or trust company with trust powers as successor Independent Trustee and Co-Trustee;

(iv) After the effectiveness of items (i), (ii) and (iii) above, SOPHIA SHEARS ELLUL hereby resigns as Co-Trustee of Barbara's Trust;

(v) After the effectiveness of items (i) through (iv) above, the parties recognize that BANK OF AMERICA is the sole Trustee of Barbara's Trust;

(vi) BANK OF AMERICA hereby agrees to resign as Trustee or Co-Trustee of Barbara's Trust upon the written request by BARBARA LYNN SHEARS, if accompanied by the contemporaneous appointment of a qualified bank or trust company having trust powers as Trustee or Co-Trustee of Barbara's Trust appointed in accordance with the Trust Agreement;


(vii) BANK OF AMERICA is released from any liability or responsibility for the prior acts, transactions and omissions of any predecessor trustee in the investment, management and administration of Barbara's Trust, and further, BANK OF AMERICA is relieved of any duty to examine the acts of any such prior trustee(s), without the necessity for a court accounting; and

(viii) This Appointment and Acceptance of Trusteeship and Resignation of Co-Trustees may be executed in multiple counterparts, each of which shall be deemed an original and together shall constitute one and the same agreement.

EXECUTED this _____ day of _____, 2011.

Existing Co-Trustees

BARBARA LYNN SHEARS



SOPHIA SHEARS ELLUL

New Trustee

BANK OF AMERICA, N.A.

By: _____
Name: _____
Title: _____

STATE OF TEXAS §

COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2011, by BARBARA LYNN SHEARS.

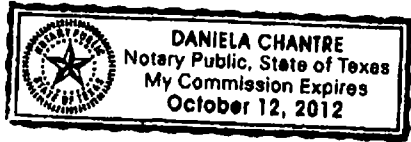
Name: _____
Notary Public in and for
The State of T E X A S

STATE OF TEXAS §

COUNTY OF Harris §

This instrument was acknowledged before me on the 2 day of August, 2011, by SOPHIA SHEARS ELLUL.

Daniela Chantre
Name: Daniela Chantre
Notary Public in and for
The State of T E X A S



STATE OF TEXAS §

COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2011, by _____, for BANK OF AMERICA, N.A.

Name: _____
Notary Public in and for
The State of Texas

EXECUTED this 20th day of September, 2011.

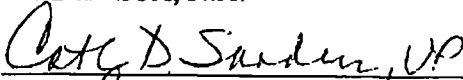
Existing Co-Trustees


BARBARA LYNN SHEARS

SOPHIA SHEARS ELLUL

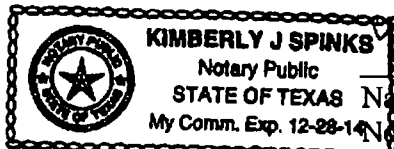
New Trustee

BANK OF AMERICA, N.A.

By: 
Name: CATHY D. SANDERS
Title: VICE PRESIDENT

STATE OF TEXAS §
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 20th day of September, 2011, by BARBARA LYNN SHEARS.



Kimberly June Spinks
Name: Kimberly June Spinks
Notary Public in and for
The State of T E X A S

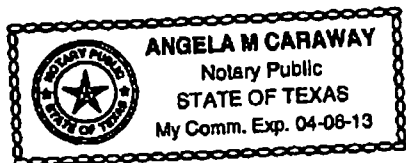
STATE OF TEXAS §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2011, by SOPHIA SHEARS ELLUL.

Name: _____
Notary Public in and for
The State of T E X A S

STATE OF TEXAS §
COUNTY OF Galvis §

This instrument was acknowledged before me on the 27th day of September, 2011, by Cathy D. Scindles for BANK OF AMERICA, N.A.



Angela M. Caraway
Name: Angela M. Caraway
Notary Public in and for
The State of Texas

Notice Concerning Fiduciary Relationship

(Internal Revenue Code sections 6036 and 6903)

Part I Identification

Name of person for whom you are acting (as shown on the tax return) TUA RYAN CLAUNCH GST EXEMPT		Identifying number 59-7276039	Decedent's social security no.
Address of person for whom you are acting (number, street, and room or suite no) PO BOX 831041			
City or town, state, and ZIP code (If a foreign address, see instructions) DALLAS, TX 75283			
Fiduciary's name BANK OF AMERICA, NA			
Address of fiduciary (number, street, and room or suite no) PO BOX 831041			
City or town, state, and ZIP code DALLAS, TX 75283-1041		Telephone number (optional) 800-357-7094	

Part II Authority

1 Authority for fiduciary relationship Check applicable box:

a(1)	<input type="checkbox"/>	Will and codicils or court order appointing fiduciary	(2) Date of death	-----
b(1)	<input type="checkbox"/>	Court order appointing fiduciary	(2) Date (see instructions)	-----
c	<input checked="" type="checkbox"/>	Valid trust instrument and amendments		
d	<input type="checkbox"/>	Other. Describe ▶		-----

Part III Nature of Liability and Tax Notices

2 Type of tax (estate, gift, generation-skipping transfer, income, excise, etc) ▶ INCOME, GIFT, GENERATION SKIPPING

3 Federal tax form number (706, 1040, 1041, 1120, etc) ▶ 1041, 709, 706 GST SERIES

4 Year(s) or period(s) (if estate tax, date of death) ▶ 2011 FORWARD

5 If the fiduciary listed in Part I is the person to whom notices and other written communications should be sent for all items described on lines 2, 3, and 4, check here

6 If the fiduciary listed in Part I is the person to whom notices and other written communications should be sent for some (but not all) of the items described on lines 2, 3, and 4, check here and list the applicable federal tax form number and the year(s) or period(s) applicable -----

Part IV Revocation or Termination of Notice

Section A - Total Revocation or Termination

7 Check this box if you are revoking or terminating all prior notices concerning fiduciary relationships on file with the Internal Revenue Service for the same tax matters and years or periods covered by this notice concerning fiduciary relationship

Reason for termination of fiduciary relationship Check applicable box:

a	<input type="checkbox"/>	Court order revoking fiduciary authority
b	<input type="checkbox"/>	Certificate of dissolution or termination of a business entity
c	<input checked="" type="checkbox"/>	Other Describe ▶ TRANSFERRED TO SUCCESSOR TRUSTEE

Section B - Partial Revocation

8a Check this box if you are revoking earlier notices concerning fiduciary relationships on file with the Internal Revenue Service for the same tax matters and years or periods covered by this notice concerning fiduciary relationship

b Specify to whom granted, date, and address, including ZIP code
▶ -----

Section C - Substitute Fiduciary

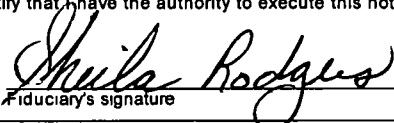
9 Check this box if a new fiduciary or fiduciaries have been or will be substituted for the revoking or terminating fiduciary and specify the name(s) and address(es), including ZIP code(s), of the new fiduciary(ies)

▶ BARBARA L'AMI, PO BOX 500, SAVUSAVU, FIJI ISLANDS

Part V Court and Administrative Proceedings

Name of court (if other than a court proceeding, identify the type of proceeding and name of agency)			Date proceeding initiated	
Address of court			Docket number of proceeding	
City or town, state, and ZIP code	Date	Time	a m p m	Place of other proceedings

Part VI Signature

Please Sign Here	I certify that I have the authority to execute this notice concerning fiduciary relationship on behalf of the taxpayer			
	 Fiduciary's signature	BANK OF AMERICA, NA SR. VICE PRESIDENT Title, if applicable	11/2/11 Date	

1278142
129123

TRUST UNDER AGREEMENT OF LARRY CLAUNCH DATED AUGUST 15, 2007 FOR RYAN CLAUNCH

WHEREAS, Trust under agreement of Larry Claunch dated August 15, 2007 for Ryan Claunch (the "Trust Instrument"), a Trust was created with Bank of America, N.A. as Trustee (the "Trustee"); and

WHEREAS, SECTION 3.2 of the Trust Instrument allows the Trustee to resign as Trustee upon delivering written notice to the adult income beneficiaries of the Trust 60 days prior to the effective date of resignation; and authorizes "a majority of such adult income beneficiaries" to designate a successor to the Trustee; and

WHEREAS, Ryan Claunch is the beneficiary of the trust, he is hereby notified of the resignation of Bank of America; and

NOW, THEREFORE, Bank of America, N.A. hereby resigns as Trustee.

Attest: *Geeli Smith*

Bank of America, N.A.
By: *Geeli Smith*
Date: *5-23-11*

ACKNOWLEDGEMENT OF RESIGNATION

I, Ryan Claunch as the beneficiary of the trust hereby acknowledge the resignation of Bank of America, N.A. as Trustee under the Trust Instrument.

Attest: *Ryan Claunch*

By Ryan Claunch, as beneficiary of the Trust.
Date: *7-7-11*

June 20, 2011

Ryan Claunch

121 Vine St. Apt 506

Seattle, WA 98121

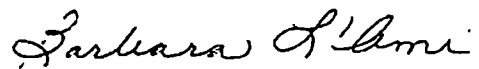
RE: Trustee position

Ryan,

I accept the position of Trustee on your following two accounts:

- Ryan S. Claunch GST Trust (exempt) 8/15/2007
- Ryan S. Claunch GST Trust (included) 8/15/2007

Sincerely,



Barbara L'Ami

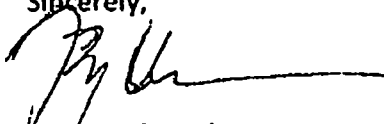
Ryan S. Claunch
121 Vine St. Apt 506
Seattle, WA 98121
September 15, 2011

RBC Wealth Management
3312 Rosedale St, Suite 201
Gig Harbor, WA 98335
RE: Trustee position

I appoint Barbarba L'Ami to the position of Trustee on my following two accounts:

- Ryan S. Claunch GST Trust (exempt) 8/15/2007
- Ryan S. Claunch GST Trust (included) 8/15/2007

Sincerely,



Ryan S. Claunch

Notice Concerning Fiduciary Relationship

(Internal Revenue Code sections 6036 and 6903)

Part I Identification

Name of person for whom you are acting (as shown on the tax return) TUA LAUREL CLAUNCH GST INCLUDED	Identifying number 59-7276156	Decedent's social security no.
Address of person for whom you are acting (number, street, and room or suite no) PO BOX 831041		
City or town, state, and ZIP code (If a foreign address, see instructions) DALLAS, TX 75283		
Fiduciary's name BANK OF AMERICA, NA		
Address of fiduciary (number, street, and room or suite no) PO BOX 75283-1041		
City or town, state, and ZIP code DALLAS, TX 75283-1041	Telephone number (optional) 800-357-7094	

Part II Authority

1 Authority for fiduciary relationship. Check applicable box

a(1)	<input type="checkbox"/>	Will and codicils or court order appointing fiduciary	(2) Date of death	-----
b(1)	<input type="checkbox"/>	Court order appointing fiduciary	(2) Date (see instructions)	-----
c	<input checked="" type="checkbox"/>	Valid trust instrument and amendments		
d	<input type="checkbox"/>	Other Describe ▶		-----

Part III Nature of Liability and Tax Notices

2 Type of tax (estate, gift, generation-skipping transfer, income, excise, etc) ▶ INCOME, GIFT, GENERATION SKIPPING

3 Federal tax form number (706, 1040, 1041, 1120, etc) ▶ 1041, 709, 706 GST SERIES

4 Year(s) or period(s) (if estate tax, date of death) ▶ 2011 FORWARD

5 If the fiduciary listed in Part I is the person to whom notices and other written communications should be sent for all items described on lines 2, 3, and 4, check here

6 If the fiduciary listed in Part I is the person to whom notices and other written communications should be sent for some (but not all) of the items described on lines 2, 3, and 4, check here and list the applicable federal tax form number and the year(s) or period(s) applicable

Part IV Revocation or Termination of Notice

Section A - Total Revocation or Termination

7 Check this box if you are revoking or terminating all prior notices concerning fiduciary relationships on file with the Internal Revenue Service for the same tax matters and years or periods covered by this notice concerning fiduciary relationship

Reason for termination of fiduciary relationship Check applicable box

a	<input type="checkbox"/>	Court order revoking fiduciary authority
b	<input type="checkbox"/>	Certificate of dissolution or termination of a business entity
c	<input checked="" type="checkbox"/>	Other Describe ▶ TRANSFERRED TO SUCCESSOR TRUSTEE

Section B - Partial Revocation

8a Check this box if you are revoking earlier notices concerning fiduciary relationships on file with the Internal Revenue Service for the same tax matters and years or periods covered by this notice concerning fiduciary relationship

b Specify to whom granted, date, and address, including ZIP code

▶ -----

Section C - Substitute Fiduciary

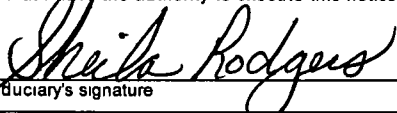
9 Check this box if a new fiduciary or fiduciaries have been or will be substituted for the revoking or terminating fiduciary and specify the name(s) and address(es), including ZIP code(s), of the new fiduciary(ies)

▶ BARBARA L'AMI, PO BOX 500, SAVUSAVU, FIJI ISLANDS

Part V Court and Administrative Proceedings

Name of court (if other than a court proceeding, identify the type of proceeding and name of agency)			Date proceeding initiated	
Address of court			Docket number of proceeding	
City or town, state, and ZIP code	Date	Time	a m p m	Place of other proceedings

Part VI Signature

Please Sign Here	I certify that I have the authority to execute this notice concerning fiduciary relationship on behalf of the taxpayer		
	 Fiduciary's signature	BANK OF AMERICA, NA SR. VICE PRESIDENT Title, if applicable	11/2/2011 Date

**TRUST UNDER AGREEMENT OF LARRY CLAUNCH DATED AUGUST 15, 2007 FOR
LAUREL CLAUNCH**

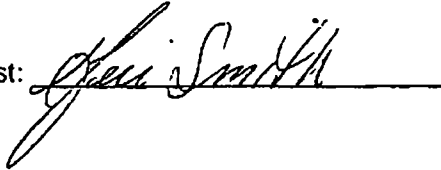
WHEREAS, Trust under agreement of Larry Claunch dated August 15, 2007 for Laurel Claunch (the "Trust Instrument"), a Trust was created with Bank of America, N.A. as Trustee (the "Trustee"); and

WHEREAS, SECTION 3.2 of the Trust Instrument allows the Trustee to resign as Trustee upon delivering written notice to the adult income beneficiaries of the Trust 60 days prior to the effective date of resignation; and authorizes "a majority of such adult income beneficiaries" to designate a successor to the Trustee; and

WHEREAS, Laurel Claunch is the beneficiary of the trust, she is hereby notified of the resignation of Bank of America; and

NOW, THEREFORE, Bank of America, N.A. hereby resigns as Trustee.

Attest:



Bank of America, N.A.

By:



Date:

5-23-11

ACKNOWLEDGEMENT OF RESIGNATION

I, Laurel Claunch as the beneficiary of the trust hereby acknowledge the resignation of Bank of America, N.A. as Trustee under the Trust Instrument.

Attest:



By Laurel Claunch, as beneficiary of the Trust.

Date:

7/10/11

June 20, 2011

Laurel N. Claunch
7511 SE Tolman Street
Portland, OR 97206

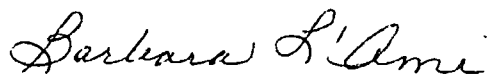
RE: Trustee position

Laurel,

I accept the position of Trustee on your following account:

- Laurel N Claunch GST Trust (included) 8/15/2007

Sincerely,



Barbara L'Ami

Notice Concerning Fiduciary Relationship

(Internal Revenue Code sections 6036 and 6903)

Part I Identification

Name of person for whom you are acting (as shown on the tax return) PIETZ FAMILY TRUST	Identifying number 91-6350250	Decedent's social security no.
Address of person for whom you are acting (number, street, and room or suite no) P. O. BOX 831041		
City or town, state, and ZIP code (If a foreign address, see instructions) DALLAS, TX 75283		
Fiduciary's name BANK OF AMERICA, NA		
Address of fiduciary (number, street, and room or suite no) P.O. BOX 831041		
City or town, state, and ZIP code DALLAS, TX 75283-1041	Telephone number (optional) 800-357-7094	

Part II Authority

1 Authority for fiduciary relationship Check applicable box

a(1)	<input type="checkbox"/>	Will and codicils or court order appointing fiduciary	(2) Date of death	_____
b(1)	<input type="checkbox"/>	Court order appointing fiduciary	(2) Date (see instructions)	_____
c	<input checked="" type="checkbox"/>	Valid trust instrument and amendments		
d	<input type="checkbox"/>	Other Describe ▶ _____		

Part III Nature of Liability and Tax Notices

2 Type of tax (estate, gift, generation-skipping transfer, income, excise, etc.) ▶ INCOME, GIFT, ESTATE, GENERATION SKIPPING

3 Federal tax form number (706, 1040, 1041, 1120, etc) ▶ 1041, 706 GS SERIES, 709

4 Year(s) or period(s) (if estate tax, date of death) ▶ 2011 FORWARD

5 If the fiduciary listed in Part I is the person to whom notices and other written communications should be sent for all items described on lines 2, 3, and 4, check here

6 If the fiduciary listed in Part I is the person to whom notices and other written communications should be sent for some (but not all) of the items described on lines 2, 3, and 4, check here and list the applicable federal tax form number and the year(s) or period(s) applicable _____

Part IV Revocation or Termination of Notice

Section A - Total Revocation or Termination

7 Check this box if you are revoking or terminating all prior notices concerning fiduciary relationships on file with the Internal Revenue Service for the same tax matters and years or periods covered by this notice concerning fiduciary relationship

Reason for termination of fiduciary relationship Check applicable box

a	<input type="checkbox"/>	Court order revoking fiduciary authority
b	<input type="checkbox"/>	Certificate of dissolution or termination of a business entity
c	<input checked="" type="checkbox"/>	Other Describe ▶ TRANSFERRED TO SUCCESSOR TRUSTEE

Section B - Partial Revocation

8a Check this box if you are revoking earlier notices concerning fiduciary relationships on file with the Internal Revenue Service for the same tax matters and years or periods covered by this notice concerning fiduciary relationship

b Specify to whom granted, date, and address, including ZIP code.
▶ _____

Section C - Substitute Fiduciary

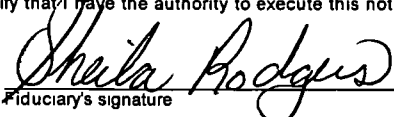
9 Check this box if a new fiduciary or fiduciaries have been or will be substituted for the revoking or terminating fiduciary and specify the name(s) and address(es), including ZIP code(s), of the new fiduciary(ies)

▶ US BANK PRIVATE, PRIVATE CLIENT RESERVE 1613 BROADWAY, VANCOUVER, WA 98663

Part V Court and Administrative Proceedings

Name of court (if other than a court proceeding, identify the type of proceeding and name of agency)		Date proceeding initiated	
Address of court		Docket number of proceeding	
City or town, state, and ZIP code	Date	Time a m p m	Place of other proceedings

Part VI Signature

Please Sign Here	I certify that I have the authority to execute this notice concerning fiduciary relationship on behalf of the taxpayer		
		BANK OF AMERICA, NA SR VICE PRESIDENT	11/1/11
	Fiduciary's signature	Title, if applicable	Date

**Acceptance of Appointment
Pietz Family Trust**

In accordance with Article 11 B of the Twelfth Amendment and Restatement of the Pietz Family Trust dated May 24th, 2011. U.S. Bank National Association hereby accepts its appointment as Institutional Trustee. This Acceptance was effective upon the death of Edward Pietz who died May 31, 2011.

The place of trust administration and office of the Institutional Trustee is:

U.S. Bank
Private Client Reserve
1613 Broadway
Vancouver, Washington 98663
Contact: Michael W. Cutshall
Phone: 360-699-8633
Fax: 360-418-0458

Date: June 1, 2011

INSTITUTIONAL TRUSTEE:
U.S. BANK N.A.

By: Michael W. Cutshall
Michael Cutshall CTFA

Its: Vice President and Trust Officer

**TWELFTH AMENDMENT AND RESTATEMENT OF THE
PIETZ FAMILY TRUST**

A Declaration of Living Trust between EDWARD H. PIETZ and GLORIA PIETZ, the Trustors, and SEATTLE FIRST NATIONAL BANK (now known as BANK OF AMERICA, N.A.), the Trustee, was executed on September 28, 1992, and was most recently amended and restated on January 13, 2011.

WITNESSETH:

WHEREAS, the Trustors desire to completely amend and restate their Declaration of Trust; and

WHEREAS, paragraph 3.A of the Pietz Family Trust dated September 28, 1992, as amended, provides that the Trustors have complete authority to amend their trust in whole or in part;

NOW, THEREFORE, in consideration of the mutual promises of the parties, and effective as of the date of this instrument, the Pietz Family Trust dated September 28, 1992, as amended, is further amended and restated as follows:

PIETZ FAMILY TRUST

THIS AGREEMENT, originally executed on September 28, 1992, is hereby amended and restated this 24 day of May, 2011, between EDWARD H. PIETZ and GLORIA PIETZ, the Trustors, and SUZANNE RENEE PIETZ, the "Trustee" and SUZANNE RENEE PIETZ, the "Special Trustee." This trust shall be known as the "Pietz Family Trust."

The Trustors are establishing this trust for the purpose of providing greater efficiency in the management, tax planning and distribution of their estate.

ARTICLE 1

TRUST PROPERTY

A. The Trustors hereby confirm all real and personal property which is transferred to the trust by the Trustors, whether at the date of the execution hereof or later (except for testamentary transfers), as the community property of the Trustors pursuant to the laws of the state of Washington. Such property shall retain its character as community property during the lifetime of both Trustors. The Trustors declare that all personal property and all real property located in the state of California and Oregon is the community property of the Trustors since such assets were acquired with community property funds.

B. The Trustors have transferred and delivered to the Trustee, without consideration, the intangible personal property (see definition in paragraph 8.K.17 below) described on the



attached Schedule 1. This property, together with any other intangible personal property that may later be transferred to this trust, shall constitute the trust estate held by the Trustee.

C. The Trustors have transferred and delivered to the Special Trustee, without consideration, all real property and tangible personal property described on the attached Schedule 1. This property, together with any other real property and tangible personal property that may later be transferred to this trust, shall constitute the trust estate held by the Special Trustee. Furthermore, all real property and tangible personal property that is transferred to the trust in the future shall be transferred to the Special Trustee. The term "real property" shall include residential and investment real property, tangible personal property that relates to the upkeep, operation or use of the real property and any interest in a closely held entity (such as an LLC or a corporation) that holds real property as its primary asset or manages real property (hereinafter "real estate entity"). Such term also includes any promissory note that is owed to the trust and any seller's interest in the installment sale of real property (or a closely held entity that holds primarily real property). (See definition in paragraph 8.K.12 below.)

D. A Trustee shall have the power, at the Trustee's sole discretion, to receive and accept other property, real or personal, including life insurance policies, devised, bequeathed, granted, conveyed, assigned or made payable to the Trustee by one or both Trustors, or by any other person or persons, which, upon acceptance by the Trustee, shall be added to and become a part of the trust estate and be subject to the trusts and powers herein declared. Provided, intangible personal property shall be held, managed and distributed by the Trustee and real property and tangible personal property shall be held, managed and distributed by the Special Trustee.

ARTICLE 2

IDENTIFICATION OF FAMILY

The family of the Trustors presently consists of the Trustors and their two (2) children, namely: LON B. PIETZ and SUZANNE RENBE PIETZ, both of legal age.

ARTICLE 3

RIGHTS RESERVED BY TRUSTORS

A. While both Trustors are living, the Trustors reserve the following rights as set forth in paragraphs 1 through 3 below. While both Trustors are living and have the capacity to act, such rights shall be exercised by the Trustors acting together. Provided, if one Trustor becomes incapacitated, the remaining Trustor may exercise such rights on behalf of both Trustors (subject to a fiduciary obligation to act in the best interests of the incapacitated Trustor, and to exercise, without court approval or notice to other persons, the powers set forth in RCW 11.92.140). Further provided, upon the death of one Trustor, the rights of the Surviving Trustor are set forth in paragraph 5.B.3 below.

1. Add other property to the trust estate;



2. Amend this Agreement in any respect; and
3. Change the Trustee hereunder.

B. Each Trustor may independently revoke this trust upon reasonable notice to the Trustee with respect to his or her community property interest in the trust; subject, however, to any obligations that the trust may have incurred prior to revocation. Provided, if one Trustor becomes incapacitated, the remaining Trustor may exercise such rights on behalf of the incapacitated Trustor (subject to a fiduciary obligation to act in the best interests of the incapacitated Trustor, and to exercise, without court approval or notice to other persons, the powers set forth in RCW 11.92.140).

ARTICLE 4

DISTRIBUTIONS FROM TRUST ESTATE WHILE BOTH TRUSTORS ARE LIVING

A. Direction of Trustors. As long as both Trustors are living, the Trustee shall pay to EDWARD H. PIETZ and GLORIA PIETZ, or apply for their benefit, such amounts of income and principal at such times and in such manner as one or both Trustors may request from time to time. Provided, one or both Trustors may request that the Special Trustee directly make a distribution of cash from investment real property.

B. General Distribution. Absent any direction as provided in paragraph 4.A above, the Trustee shall pay to EDWARD H. PIETZ and GLORIA PIETZ, or apply for their benefit, in monthly installments, all of the net income of the trust estate. In addition, the Trustee shall pay to the Trustors, or either of them, so much of the principal of the trust estate as the Trustee may determine to be necessary or appropriate for the maintenance, support, comfort and general welfare of the Trustors.

C. Nursing Care Expenses. Notwithstanding any provision herein to the contrary, the Trustee shall make distributions or payments to health care providers as necessary in order that the Trustors may be cared for and receive reasonable nursing care in their primary residence with the objective that neither Trustor will need to be transferred to an outside custodial care facility. After the death of one Trustor, such distributions or payments shall continue to be made from the assets held in the trust for the care of the Surviving Trustor.

D. Distributions to Individuals, Trusts or Attorney-in-Fact. The Trustee shall make distributions to the individuals or trusts designated by the Trustors. Provided, if either Trustor is incapacitated, such distributions may be directed by the other Trustor (subject to the fiduciary obligation set forth in paragraph 3.A above). Further provided, if both Trustors are incapacitated (or if one Trustor is deceased and the Surviving Trustor is incapacitated), the Trustee shall make distributions to the attorney-in-fact of the incapacitated Trustor(s) or to those individuals or trusts designated by the attorney-in-fact upon the written request of the attorney-in-fact. Such distributions will be made so that the Trustors' pattern of gifting will continue during the incapacity of one or both Trustors.



ARTICLE 10

NO CONTEST

If any person, directly or indirectly, individually or with another, (i) contests the validity of any provision of this trust; (ii) institutes or joins in any proceeding to contest the validity of any provision of this trust or to prevent any provision of this trust from being carried out in accordance with its terms; (iii) in any manner aids, assists or encourages another in any contest, the Trustor directs that all property or benefits provided for, or fiduciary appointments of, that beneficiary under this trust are revoked, and all property or benefits shall pass under this trust as if that beneficiary (and all of that beneficiary's issue) had predeceased the Trustor. Furthermore, the Trustee is authorized to file suit against such person to recover the legal fees, costs and other expenses incurred by the estate as a result of the contest. In addition, if a beneficiary of this trust fails to reasonably cooperate with the Trustee in any manner and if the trust incurs additional expenses attributable to the non-cooperation of the beneficiary, the Trustee, in its sole discretion, may offset such additional expenses against such beneficiary's distributive share or specific amount.

ARTICLE 11

TRUSTEES

A. Trustee. SUZANNE RENEE PIETZ is hereby appointed to serve as the Trustee of the Trust. If SUZANNE RENEE PIETZ (or her successor) dies or is unable or unwilling to serve, the person designated as the successor Powerholder shall serve as Trustee. The office of Trustee shall be in effect so long as both of EDWARD H. PIETZ and GLORIA PIETZ are living. Upon the death of either Trustor, the office of Trustee shall be terminated and the office of Institutional Trustee shall commence.

B. Institutional Trustee. U.S. Bank National Association is hereby appointed to serve as the Institutional Trustee of the trust. Such fiduciary shall commence service upon the death of either Trustor. The Institutional Trustee shall have all duties and authority of a Trustee, except as limited herein (e.g., subparagraphs 8.A.2.b and c).

C. Special Trustee

1. SUZANNE RENEE PIETZ is hereby appointed to serve as the Special Trustee of the trust. Notwithstanding anything herein to the contrary, any individual designated as a Special Trustee shall not be qualified to serve as Special Trustee and shall not serve as a Special Trustee if at the time of the acceptance of her appointment, she is not domiciled in Clark County, Washington, or if she is incapacitated. Furthermore, in order to continue to serve, a Special Trustee must be domiciled in Clark County, Washington, at all times and he or she must have capacity to serve (not be incapacitated). It is a high priority to the Trustors that each Special Trustee be available to provide ongoing services.



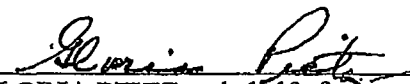
4. The accountability or responsibility of a successor Trustee shall be limited to those assets or properties which were titled in the name of the prior Trustee at the date on which the successor Trustee assumed its Trusteeship. Furthermore, the assets must have been either delivered into the possession of the successor Trustee or the existence of such assets must have been made known to the successor Trustee.

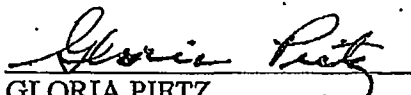
F. **Bond and Liability of Trustee.** All Trustees shall serve without bond. No individual Trustee shall be liable for any mistake or error of judgment in the administration of the trust hereby created as long as such Trustee continues to exercise its duties and powers in good faith and with honest judgment in the interests of the beneficiaries hereunder. Notwithstanding the above stated provisions, the Trustees have the duty to manage trust assets as set forth in RCW 11.100.020(1). Further provided, the provisions set forth above shall only limit the liability of an individual who is serving as a Trustee. Such provisions shall not limit the duties, standard of care or liability of an Institutional Trustee.

G. **Titling of Trust Assets.** As referenced above, the intangible personal property of the trust shall be titled in the name of the Trustee or the Institutional Trustee and the real property and tangible personal property shall be titled in the name of the Special Trustee. Provided, since this trust has been amended and restated, either the original trust date of September 28, 1992, or the dates of restatement may be used in the titling of assets.

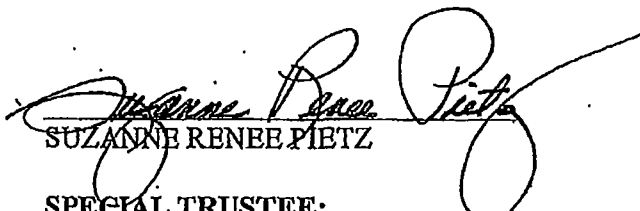
IN WITNESS WHEREOF, the parties have hereunto set their hands and seals the day and year first hereinabove written.

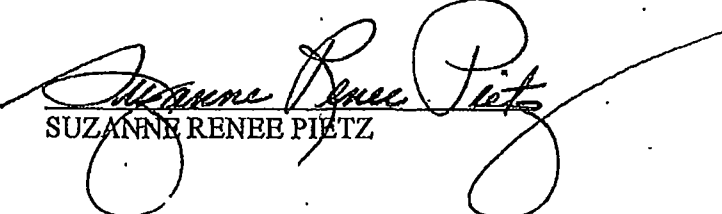
TRUSTORS:


GLORIA PIETZ on behalf of
EDWARD H. PIETZ pursuant to
paragraph 3.A of the Pietz Family Trust
dated September 28, 1992, as amended


GLORIA PIETZ

TRUSTEE:


SUZANNE RENEE PIETZ
SPECIAL TRUSTEE:

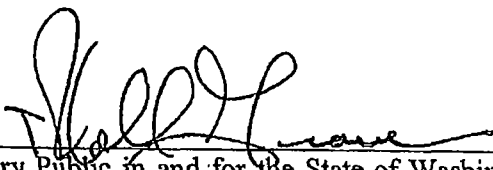

SUZANNE RENEE PIETZ

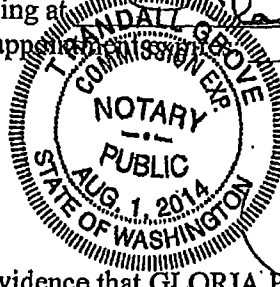


STATE OF WASHINGTON)
) ss.
County of Clark)

I certify that I know or have satisfactory evidence that GLORIA PIETZ is the person who appeared before me, and said person acknowledged that she signed this instrument on behalf of EDWARD H. PIETZ pursuant to paragraph 3.A of the Pietz Family Trust dated September 28, 1992, as amended. Said person acknowledged that she signed this instrument and acknowledged it to be her free and voluntary act for the uses and purposes mentioned in the instrument.

DATED: May 24, 2011

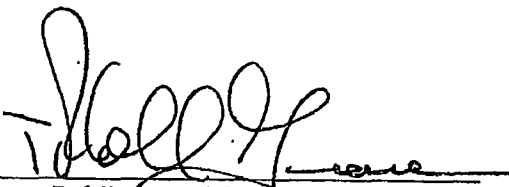

Notary Public in and for the State of Washington,
residing at Clark County.
My appointment expires: 8-1-14



STATE OF WASHINGTON)
) ss.
County of Clark)

I certify that I know or have satisfactory evidence that GLORIA PIETZ is the person who appeared before me, and said person acknowledged that she signed this instrument and acknowledged it to be her free and voluntary act for the uses and purposes mentioned in the instrument.

DATED: May 24, 2011


Notary Public in and for the
State of Washington, residing
at Clark County
My appointment expires: 8-1-14



SCHEDULE 1

1. Securities

Gloria E. Pietz TOD Pietz Family Trust P83-002399
Municipal Bond Portfolio (Bank of America account)

2. Bank Accounts

a. Ed and Gloria Pietz (Savings) 64695729
b. Gloria Pietz POD Pietz Family Trust 39675061
c. BP Properties 34822304
d. First Independent Bank ...2351
e. Pietz Family Trust 42639773
f. Pietz Family Trust 73033001718105

3. Residential Real Estate

a. Real property commonly known as 21011 NW 17th Ct., Vancouver, Clark County, Washington and legally described as follows: #86 SEC 4 T3N R1EWM 5A, #87 SEC 4 T3N R1EWM 5A, #88 SEC 4 T3N R1EWM 5A, #89 SEC 4 T3N R1EWM 5A.

Assessor's Parcel Nos.: 179677-000, 179678-000, 179679-000 and 179680-000

b. Real property located in Gearhart, Clatsop County, Oregon; and legally described as follows: GEARHART HOUSE CONDOMINIUM UNIT 2-644 UND 2.1974% INT.

Tax Parcel No.: 8588

c. Real property commonly known as 11016 Muirfield Dr., Rancho Mirage, Riverside County, California: 1.24 ACRES M/L IN LOTS 13, 14 & 15 MB 139/050 AMENDED 19268.

Tax ID No.: 676290011-6

4. Investment Assets

a. Real property located in Clark County, Washington, and legally described as follows: #68 SEC 21 T4N R1EWM 4.30A M/L.

Assessor's Parcel No.: 214017-000

Fiduciary Tax Services
Bank of America, N.A.

Return Receipt Number 7010 1060 0001 0950 2318

Letter # 260, 261, 1962, 1963

Date NOV 04 2011

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Internal Revenue Service
Ogden UT 84201-0027

Gentlemen:

Enclosed please find **charitable** returns shown on the attached list(s).

I declare, under penalties of perjury, that the facsimile signature appearing on the return(s) is the signature adopted by me to sign the returns filed. The signature has been affixed to the returns at my direction.

Please acknowledge your receipt of these tax returns by signing and dating the enclosed copy of this transmittal letter and returning it to our return address shown in the envelope.

Sincerely,



Mary R. Frost
Senior Vice President

Enclosures