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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 7/1/2010, and ending 6/30/2011

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 PAUL & ELIZABETH YOUNTS CHAR TUW		A Employer identification number 56-6169362
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N A 101N Independence Mall E MACY1372-062		B Telephone number (see page 10 of the instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,804,137		2. Foreign organizations meeting the 85% test, check here and attach computation ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	59,054	58,556		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	123,687			
	b Gross sales price for all assets on line 6a	877,278			
	7 Capital gain net income (from Part IV, line 2)		123,687		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total Add lines 1 through 11	182,741	182,243	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	21,048	15,786		5,262
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	232	0	0	232
	b Accounting fees (attach schedule)	1,810	0	0	1,810
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,409	734	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	0	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	24,499	16,520	0	7,304
	25 Contributions, gifts, grants paid	73,540			73,540
26 Total expenses and disbursements Add lines 24 and 25	98,039	16,520	0	80,844	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	84,702				
b Net investment income (if negative, enter -0-)		165,723			
c Adjusted net income (if negative, enter -0-)			0		

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

(HTA)

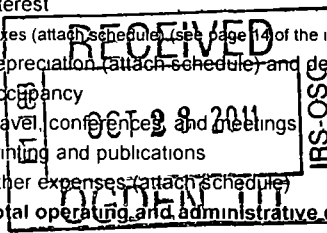
Form 990-PF (2010)

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ENVELOPE
POSTMARK DATE OCT 25 2011

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Part II Balance Sheets		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	11,385	13,223	13,223
	3 Accounts receivable ▶	0		
	Less allowance for doubtful accounts ▶	0	0	0
	4 Pledges receivable ▶	0		
	Less allowance for doubtful accounts ▶	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶	0		
	Less allowance for doubtful accounts ▶	0	0	0
	8 Inventories for sale or use		0	
	9 Prepaid expenses and deferred charges		0	
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	0	0	0
	c Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11 Investments—land, buildings, and equipment basis ▶	0		
	Less accumulated depreciation (attach schedule) ▶	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,571,964	1,654,643	1,790,914
	14 Land, buildings, and equipment basis ▶	0		
	Less accumulated depreciation (attach schedule) ▶	0	0	0
	15 Other assets (describe ▶)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,583,349	1,667,866	1,804,137
	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	1,583,349	1,667,866	
	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)	1,583,349	1,667,866	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,583,349	1,667,866	

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	1,583,349
2	Enter amount from Part I, line 27a	2	84,702
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	453
4	Add lines 1, 2, and 3	4	1,668,504
5	Decreases not included in line 2 (itemize) ▶ PY RETURN OF CAPITAL ADJUSTMENT	5	638
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,667,866

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

(i) FMV 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	123,687
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	76,865	1,601,272	0.048002
2008	70,805	1,444,911	0.049003
2007			0.000000
2006			0.000000
2005			0.000000

2 Total of line 1, column (d)	2	0.097005
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	0.048503
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,749,379
5 Multiply line 4 by line 3	5	84,850
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,657
7 Add lines 5 and 6	7	86,507
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	80,844

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)	1	3,314
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3 Add lines 1 and 2	3	3,314
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,314
6 Credits/Payments		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	748
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	748
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	2,566
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ 0 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933			
Located at ► 101N Independence Mall E MACY 1372-062 Philadelphia PA ZIP+4 ► 19106-2112				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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
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 ►				X

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

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

		Yes	No
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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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? ☐ Yes ☐ No **N/A**

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? ☐ Yes ☒ No **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? ☐ Yes ☒ No **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 101N Indep Mall E MACY1372-062 Philadelphia	Trustee 4 00	21,048	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0
Total number of others receiving over \$50,000 for professional services		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	
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	1,720,180
b	Average of monthly cash balances	1b	55,839
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,776,019
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	1,776,019
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	26,640
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,749,379
6	Minimum investment return. Enter 5% of line 5	6	87,469

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	87,469
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,314
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	3,314
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	84,155
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	84,155
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	84,155

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	80,844
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	80,844
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	80,844

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				84,155
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			3,239	
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 ▶ \$ 80,844				
a Applied to 2009, but not more than line 2a			3,239	
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				77,605
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				6,550
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 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	73,540
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
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	59,054	
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	123,687	
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		182,741	0
13 Total. Add line 12, columns (b), (d), and (e)				13	182,741

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

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

[illegible]

PAUL & ELIZABETH YOUNTS CHAR TUW

56-6169362 Page 1 of 1

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

Recipient(s) paid during the year

Name

PRESBYTERIAN HOSPITAL FOUNDATION

Street

PO BOX 33549

City

CHARLOTTE

State

NC

Zip Code

28233

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

18,385

Name

CAROLINA'S HEALTHCARE FOUNDATION

Street

1221 EAST MOREHEAD STREET

City

CHARLOTTE

State

NC

Zip Code

28204

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

18,385

Name

WESTMINSTER PRESBYTERIAN CHURCH

Street

PO BOX 220654

City

CHARLOTTE

State

NC

Zip Code

28222

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

18,385

Name

HEINEMAN MEDICAL RESEARCH, INC

Street

1001 BLYTHE BLVD

City

CHARLOTTE

State

NC

Zip Code

28203

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

18,385

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

Security Category				Account #	CUSIP	Asset Name	FMV	Units	Fed Cost
PAUL and ELIZABETH YOUNTS CHAR TUV									
56-6169362									
Acct: 1013032353									
Savings & Temp Inv	1013032353	99999Y944	SECURED MARKET DEPOSIT ACCOL	12,608	12,608				
Savings & Temp Inv	1013032353	99999Y944	SECURED MARKET DEPOSIT ACCOL	615	615				
Invest - Other	1013032353	256210105	DODGE & COX INCOME FD COM #14	144,014	10,771				137,268
Invest - Other	1013032353	411511504	HARBOR CAPITAL APRCTION-INST #	67,730	1,701				66,233
Invest - Other	1013032353	693390700	PIMCO TOTAL RET FD-INST #35	145,586	13,247				138,155
Invest - Other	1013032353	693390882	PIMCO FOREIGN BD FD USD H-INST	36,372	3,487				35,670
Invest - Other	1013032353	77957P105	T ROWE PRICE SHORT TERM BD FD	54,691	11,253				54,691
Invest - Other	1013032353	04315J209	ARTIO TOTAL RETURN BD FD CL I #1	54,443	4,006				48,874
Invest - Other	1013032353	04315J837	ARTIO INTERNATIONAL EQ FD II #15;	85,732	6,756				95,444
Invest - Other	1013032353	922031869	VANGUARD INFLAT PROTECT SEC F	54,242	4,042				48,953
Invest - Other	1013032353	87234N849	TCW SMALL CAP GROWTH FUND-I #	64,366	2,067				60,150
Invest - Other	1013032353	256206103	DODGE & COX INT'L STOCK FD #104;	83,975	2,283				79,392
Invest - Other	1013032353	34984T881	GOLDEN LARGE CAP CORE FUND-I	130,702	11,775				113,953
Invest - Other	1013032353	552983694	MFS VALUE FUND-CLASS I #893	75,131	3,129				75,694
Invest - Other	1013032353	261980494	DREYFUS EMG MKT DEBT LOC C-I #	36,545	2,420				34,765
Invest - Other	1013032353	339128100	JP MORGAN MID CAP VALUE-I #758	74,059	2,940				69,119
Invest - Other	1013032353	693391559	PIMCO EMERG MKTS BD-INST #137	36,489	3,243				35,295
Invest - Other	1013032353	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1	73,309	2,887				42,985
Invest - Other	1013032353	94985D582	WELLS FARGO ADV INTL BOND-IS #4	36,519	3,041				33,060
Invest - Other	1013032353	38142Y773	GOLDMAN SACHS L/C VALUE-I #1216	36,737	2,989				27,303
Invest - Other	1013032353	722005667	PIMCO COMMODITY REAL RET STRA	70,924	8,115				59,842
Invest - Other	1013032353	922908553	VANGUARD REIT VIPER	74,043	1,232				65,797
Invest - Other	1013032353	922042858	VANGUARD MSCI EMERGING MARK	47,842	984				46,359
Invest - Other	1013032353	949915565	WF ADV ENDEAVOR SELECT-I #3124	46,904	4,488				34,407
Invest - Other	1013032353	4812C0803	JPMORGAN HIGH YIELD FUND SS #3	108,756	13,263				105,364
Invest - Other	1013032353	683974505	OPPENHEIMER DEVELOPING MKT-Y	48,230	1,354				47,309
Invest - Other	1013032353	78463X863	SPDR DJ WILSHIRE INTERNATIONAL	37,594	931				36,909
Invest - Other	1013032353	487300808	KEELEY SMALL CAP VAL FD CL I #22	65,982	2,474				61,652
Cash	1013032353								
Savings & Temp							13,223		13,223
Other Investments							1,790,914		1,654,643
Total							1,804,137		1,667,866

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

		Check "X" if Sale of Security		Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals			
											Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements
Index												Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
				Long Term CG Distributions		Amount		4,899		Securities		877,278	753,591	123,687
				Short Term CG Distributions		0				Other sales		0	0	0
1	X	ARTIO TOTAL RETURN BD FD	04315J209					2/4/2011		5/23/2011	15,383	15,000		383
2	X	ARTIO TOTAL RETURN BD FD	04315J209					10/31/2008		5/23/2011	39,024	34,828		4,196
3	X	ARTIO TOTAL RETURN BD FD	04315J209					10/31/2008		6/14/2011	2,007	1,793		214
4	X	ARTIO TOTAL RETURN BD FD	04315J209					10/31/2008		6/30/2011	1,794	1,610		184
5	X	ARTIO INTERNATIONAL EQ FL	04315J837					3/21/2007		6/30/2011	4,467	5,533		-1,066
6	X	DODGE & COX INT'L STOCK F	256206103					3/21/2007		6/30/2011	2,538	3,170		-632
7	X	DODGE & COX INCOME FD CC	256210105					5/25/2011		6/14/2011	5,764	5,760		4
8	X	DODGE & COX INCOME FD CC	256210105					5/25/2011		6/30/2011	1,792	1,812		-20
9	X	DREYFUS EMG MKT DEBT LO	261980494					2/4/2011		5/23/2011	553	536		17
10	X	DREYFUS EMG MKT DEBT LO	261980494					2/4/2011		6/14/2011	1,148	1,100		48
11	X	JP MORGAN MID CAP VALUE-	339128100					12/17/2010		2/2/2011	2,036	1,998		38
12	X	JP MORGAN MID CAP VALUE-	339128100					12/17/2010		5/23/2011	13,371	12,484		887
13	X	JP MORGAN MID CAP VALUE-	339128100					12/17/2010		6/30/2011	2,166	2,022		144
14	X	GOLDEN SMALL CAP CORE F	34984T857					1/22/2008		12/17/2010	11,512	11,182		330
15	X	GOLDEN SMALL CAP CORE F	34984T857					10/21/2008		12/17/2010	10,880	8,123		2,757
16	X	GOLDEN SMALL CAP CORE F	34984T857					10/22/2007		12/17/2010	4,816	5,823		-1,007
17	X	GOLDEN SMALL CAP CORE F	34984T857					8/1/2007		12/17/2010	4,062	5,023		-961
18	X	GOLDEN SMALL CAP CORE F	34984T857					4/21/2009		12/17/2010	3,672	2,343		1,329
19	X	GOLDEN SMALL CAP CORE F	34984T857					11/1/2007		12/17/2010	1,686	1,980		-294
20	X	GOLDEN SMALL CAP CORE F	34984T857					3/21/2007		12/17/2010	1,079	1,349		-270
21	X	GOLDEN SMALL CAP CORE F	34984T857					8/1/2008		12/17/2010	33,294	36,217		-2,923
22	X	GOLDEN LARGE CAP CORE F	34984T881					3/21/2007		5/23/2011	21,079	22,268		-1,189
23	X	GOLDEN LARGE CAP CORE F	34984T881					3/21/2007		6/30/2011	4,074	4,261		-187
24	X	GOLDMAN SACHS GRTH OPP	38142Y401					10/31/2008		2/2/2011	9,960	6,260		3,700
25	X	T ROWE PRICE REAL ESTATE	779919109					1/21/2009		12/17/2010	37,733	19,992		17,741
26	X	ROYCE VALUE PLUS FUND-IN	780905212					1/21/2009		12/17/2010	9,572	5,342		4,230
27	X	ROYCE VALUE PLUS FUND-IN	780905212					10/31/2008		12/17/2010	63,226	41,304		21,922
28	X	SPDR DJ WILSHIRE INTERNA	78463X863					5/23/2011		6/30/2011	1,814	1,784		30
29	X	SSGA EMERGING MARKETS F	784924425					3/21/2007		12/17/2010	40,337	43,544		-3,207
30	X	SSGA EMERGING MARKETS F	784924425					10/21/2008		12/17/2010	5,576	2,967		2,609
31	X	SSGA EMERGING MARKETS F	784924425					10/21/2008		2/2/2011	448	234		214
32	X	SSGA EMERGING MARKETS F	784924425					10/21/2008		5/23/2011	45,723	24,194		21,529
33	X	TCW SMALL CAP GROWTH FL	87234N849					12/17/2010		2/2/2011	6,975	6,838		137
34	X	TCW SMALL CAP GROWTH FL	87234N849					12/17/2010		5/23/2011	3,392	3,201		191
35	X	TCW SMALL CAP GROWTH FL	87234N849					12/17/2010		6/30/2011	1,806	1,688		118
36	X	VANGUARD INFLAT PROTECT	922031869					2/4/2011		5/23/2011	9,832	9,400		432
37	X	VANGUARD INFLAT PROTECT	922031869					10/21/2009		5/23/2011	8,607	8,120		487
38	X	VANGUARD INFLAT PROTECT	922031869					10/21/2009		6/14/2011	28	27		1
39	X	VANGUARD INFLAT PROTECT	922031869					3/21/2007		6/14/2011	2,515	2,255		260
40	X	VANGUARD INFLAT PROTECT	922031869					3/21/2007		6/30/2011	1,785	1,613		172
41	X	VANGUARD EMERGING MARK	922042858					12/17/2010		2/2/2011	236	236		0
42	X	VANGUARD MSCI EMERGING	922042858					12/17/2010		6/30/2011	2,668	2,591		77
43	X	VANGUARD REIT VIPER	922908553					12/17/2010		2/2/2011	8,027	7,477		550
44	X	VANGUARD REIT VIPER	922908553					12/17/2010		5/23/2011	2,285	2,029		256
45	X	VANGUARD REIT VIPER	922908553					12/17/2010		6/30/2011	2,412	2,136		276
46	X	WELLS FARGO ADV INTR VA	94984B181					10/31/2008		2/2/2011	5,539	3,778		1,761
47	X	WELLS FARGO ADV INTR VA	94984B181					1/21/2009		5/23/2011	7,796	4,484		3,312
48	X	WELLS FARGO ADV INTR VA	94984B181					10/31/2008		5/23/2011	49,044	32,600		16,444
49	X	WELLS FARGO ADV INTL BON	94985D582					5/25/2011		6/14/2011	366	358		8
50	X	WELLS FARGO ADV INTL BON	94985D582					2/4/2011		6/14/2011	1,509	1,435		74

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

Totals										Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Securities										877,278		753,591		123,687	
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	Amount		Cost, Other Basis and Expenses		Net Gain or Loss	
									Long Term CG Distributions	Short Term CG Distributions	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements
51	X	WF ADV ENDEAVOR SELECT	949915565			3/21/2007		2/2/2011	12,454	12,928				-474
52	X	WF ADV ENDEAVOR SELECT	949915565			3/21/2007		5/23/2011	65,315	67,341				-2,026
53	X	WF ADV ENDEAVOR SELECT	949915565			3/21/2007		6/30/2011	1,818	1,851				-33
54	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		5/23/2011	11,252	6,855				4,397
55	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		6/30/2011	1,803	1,111				692
56	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		2/2/2011	4,755	3,596				1,159
57	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		5/23/2011	18,419	13,907				4,512
58	X	HARBOR CAPITAL APRCTION	411511504			5/25/2011		6/30/2011	4,500	4,400				100
59	X	ING INTERNATIONAL REAL ES	44980Q518			1/21/2009		5/23/2011	8,392	5,390				3,002
60	X	ING INTERNATIONAL REAL ES	44980Q518			1/22/2008		5/23/2011	7,467	9,186				-1,719
61	X	T ROWE PRICE REAL ESTATE	779919109			7/11/2008		12/17/2010	1,506	1,486				20
62	X	ING INTERNATIONAL REAL ES	44980Q518			11/1/2007		5/23/2011	17,323	27,413				-10,090
63	X	ING INTERNATIONAL REAL ES	44980Q518			2/4/2011		5/23/2011	3,255	3,300				-45
64	X	PERKINS MID CAP VALUE F/C	47103C241			1/21/2009		12/17/2010	5,596	3,584				2,012
65	X	PERKINS MID CAP VALUE F/C	47103C241			10/31/2008		12/17/2010	79,652	56,284				23,368
66	X	JPMORGAN HIGH YIELD FUND	4812C0803			5/25/2011		6/14/2011	2,104	2,137				-33
67	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		2/2/2011	8,234	7,974				260
68	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		5/23/2011	1,745	1,670				75
69	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		6/30/2011	2,667	2,492				175
70	X	MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		6/30/2011	3,097	3,121				-24
71	X	OPPENHEIMER DEVELOPING	683974505			5/25/2011		6/30/2011	3,205	3,144				61
72	X	PIMCO TOTAL RET FD-INST #	693390700			5/25/2011		6/14/2011	5,168	5,173				-5
73	X	PIMCO TOTAL RET FD-INST #	693390700			5/25/2011		6/30/2011	2,572	2,581				-9
74	X	PIMCO FOREIGN BD FD USD	693390882			5/25/2011		6/14/2011	1,340	1,340				0
75	X	PIMCO FOREIGN BD FD USD	693390882			2/4/2011		6/14/2011	135	134				1
76	X	PIMCO EMERG MKTS BD-INS	693391559			3/21/2007		12/17/2010	32,395	32,685				-290
77	X	PIMCO EMERG MKTS BD-INS	693391559			5/25/2011		6/14/2011	643	641				2
78	X	PIMCO EMERG MKTS BD-INS	693391559			2/4/2011		6/14/2011	652	638				14
79	X	PIMCO COMMODITY REAL RE	722005667			3/21/2007		2/2/2011	7,719	11,648				-3,929
80	X	T ROWE PRICE SHORT TERM	77957P105			5/25/2011		6/14/2011	2,080	2,080				0
81	X	T ROWE PRICE SHORT TERM	77957P105			5/25/2011		6/30/2011	1,788	1,788				0
82	X	T ROWE PRICE REAL ESTATE	779919109			1/22/2008		12/17/2010	14,776	14,077				699
83	X	T ROWE PRICE REAL ESTATE	779919109			10/21/2008		12/17/2010	10,541	7,308				3,233
84	X	T ROWE PRICE REAL ESTATE	779919109			5/5/2008		12/17/2010	6,033	7,338				-1,305
85	X	T ROWE PRICE REAL ESTATE	779919109			6/24/2008		12/17/2010	4,570	4,888				-318

Line 16a (990-PF) - Legal Fees

		232	0	0	232
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	232			232
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16b (990-PF) - Accounting Fees

		1,810	0	0	1,810
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,810			1,810
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		1,409	734	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX				
2	ESTIMATED EXCISE TAX PAID	675			
3	FOREIGN TAX WITHHELD	734	734		
4					
5					
6					
7					
8					
9					
10					

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

	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS		1,571,964	1,654,643	1,790,914
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals		Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV 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
						Amount	4,899								
	Long Term CG Distributions														
	Short Term CG Distributions						0								118,788
1	ARTIO TOTAL RETURN BD FD CL I #152	043151209		2/4/2011	5/23/2011			15,383	0	15,000	383			0	383
2	ARTIO TOTAL RETURN BD FD CL I #152	043151209		10/31/2008	5/23/2011			39,024	0	34,828	4,196			0	4,196
3	ARTIO TOTAL RETURN BD FD CL I #152	043151209		10/31/2008	6/14/2011			2,007	0	1,793	214			0	214
4	ARTIO TOTAL RETURN BD FD CL I #152	043151209		10/31/2008	6/30/2011			1,794	0	1,610	184			0	184
5	ARTIO INTERNATIONAL EQ FD I #1529	043151837		3/21/2007	6/30/2011			4,467	0	5,533	-1,066			0	-1,066
6	DODGE & COX INT'L STOCK FD #1048	256206103		3/21/2007	6/30/2011			2,538	0	3,170	-632			0	-632
7	DODGE & COX INCOME FD COM #147	256210105		5/25/2011	6/30/2011			5,764	0	5,760	4			0	4
8	DODGE & COX INCOME FD COM #147	256210105		5/25/2011	6/30/2011			1,792	0	1,812	-20			0	-20
9	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		2/4/2011	5/23/2011			553	0	536	17			0	17
10	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		2/4/2011	6/14/2011			1,148	0	1,100	48			0	48
11	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	2/2/2011			2,036	0	1,998	38			0	38
12	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	5/23/2011			13,371	0	12,484	887			0	887
13	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	6/30/2011			2,166	0	2,022	144			0	144
14	GOLDEN SMALL CAP CORE FUND	34984T857		1/22/2008	12/17/2010			11,512	0	11,182	330			0	330
15	GOLDEN SMALL CAP CORE FUND	34984T857		10/21/2008	12/17/2010			10,880	0	8,123	2,757			0	2,757
16	GOLDEN SMALL CAP CORE FUND	34984T857		10/22/2007	12/17/2010			4,816	0	5,823	-1,007			0	-1,007
17	GOLDEN SMALL CAP CORE FUND	34984T857		8/1/2007	12/17/2010			4,062	0	5,023	-961			0	-961
18	GOLDEN SMALL CAP CORE FUND	34984T857		4/21/2009	12/17/2010			3,672	0	2,343	1,329			0	1,329
19	GOLDEN SMALL CAP CORE FUND	34984T857		11/1/2007	12/17/2010			1,686	0	1,980	-294			0	-294
20	GOLDEN SMALL CAP CORE FUND	34984T857		3/21/2007	12/17/2010			1,079	0	1,349	-270			0	-270
21	GOLDEN SMALL CAP CORE FUND	34984T857		8/1/2008	12/17/2010			33,294	0	36,217	-2,923			0	-2,923
22	GOLDEN LARGE CAP CORE FUND-I	34984T881		3/21/2007	5/23/2011			21,079	0	22,268	-1,189			0	-1,189
23	GOLDEN LARGE CAP CORE FUND-I	34984T881		3/21/2007	6/30/2011			4,074	0	4,261	-187			0	-187
24	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	2/2/2011			9,960	0	6,260	3,700			0	3,700
25	T ROWE PRICE REAL ESTATE FD #122	779919109		1/21/2009	12/17/2010			37,733	0	19,992	17,741			0	17,741
26	ROYCE VALUE PLUS FUND-INVT #271	780905212		1/21/2009	12/17/2010			9,572	0	5,342	4,230			0	4,230
27	ROYCE VALUE PLUS FUND-INVT #271	780905212		10/31/2008	12/17/2010			63,226	0	41,304	21,922			0	21,922
28	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		5/23/2011	6/30/2011			1,814	0	1,784	30			0	30
29	SSGA EMERGING MARKETS FD S #1510	784924425		3/21/2007	12/17/2010			40,337	0	43,544	-3,207			0	-3,207
30	SSGA EMERGING MARKETS FD S #1510	784924425		10/21/2008	12/17/2010			5,576	0	2,967	2,609			0	2,609
31	SSGA EMERGING MARKETS FD S #1510	784924425		10/21/2008	2/2/2011			448	0	234	214			0	214
32	SSGA EMERGING MARKETS FD S #1510	784924425		10/21/2008	5/23/2011			45,723	0	24,194	21,529			0	21,529
33	TCW SMALL CAP GROWTH FUND-I #478	787234N849		12/17/2010	2/2/2011			6,975	0	6,838	137			0	137
34	TCW SMALL CAP GROWTH FUND-I #478	787234N849		12/17/2010	5/23/2011			3,392	0	3,201	191			0	191
35	TCW SMALL CAP GROWTH FUND-I #478	787234N849		12/17/2010	6/30/2011			1,806	0	1,688	118			0	118
36	VANGUARD INFLAT PROTECT SEC FD #	922031869		2/4/2011	5/23/2011			9,832	0	9,400	432			0	432
37	VANGUARD INFLAT PROTECT SEC FD #	922031869		10/21/2009	5/23/2011			8,607	0	8,120	487			0	487
38	VANGUARD INFLAT PROTECT SEC FD #	922031869		10/21/2009	6/14/2011			28	0	27	1			0	1
39	VANGUARD INFLAT PROTECT SEC FD #	922031869		3/21/2007	6/14/2011			2,515	0	2,255	260			0	260
40	VANGUARD INFLAT PROTECT SEC FD #	922031869		3/21/2007	6/30/2011			1,785	0	1,613	172			0	172
41	VANGUARD EMERGING MARKETS ETF	922042858		12/17/2010	2/2/2011			236	0	236	0			0	0
42	VANGUARD MSCI EMERGING MARKETS	922042858		12/17/2010	6/30/2011			2,668	0	2,591	77			0	77
43	VANGUARD REIT VIPER	922908553		12/17/2010	2/2/2011			8,027	0	7,477	550			0	550
44	VANGUARD REIT VIPER	922908553		12/17/2010	5/23/2011			2,285	0	2,029	256			0	256
45	VANGUARD REIT VIPER	922908553		12/17/2010	6/30/2011			2,412	0	2,136	276			0	276
46	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		10/31/2008	2/2/2011			5,539	0	3,778	1,761			0	1,761
47	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		1/21/2009	5/23/2011			7,796	0	4,484	3,312			0	3,312
48	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		10/31/2008	5/23/2011			49,044	0	32,600	16,444			0	16,444
49	WELLS FARGO ADV INTL BOND-IS #470	94985D582		5/25/2011	6/14/2011			366	0	358	8			0	8
50	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		2/4/2011	6/14/2011			1,509	0	1,435	74			0	74
51	WF ADV ENDEAVOR SELECT-I #3124	949915565		3/21/2007	2/2/2011			12,454	0	12,928	-474			0	-474
52	WF ADV ENDEAVOR SELECT-I #3124	949915565		3/21/2007	5/23/2011			65,315	0	67,341	-2,026			0	-2,026
53	WF ADV ENDEAVOR SELECT-I #3124	949915565		3/21/2007	6/30/2011			1,818	0	1,851	-33			0	-33
54	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	5/23/2011			11,252	0	6,855	4,397			0	4,397
55	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	6/30/2011			4,755	0	3,596	1,159			0	1,159
56	GOLDMAN SACHS LC VALUE-I #1216	38142Y773		10/31/2008	2/2/2011			18,419	0	13,907	4,512			0	4,512
57	GOLDMAN SACHS LC VALUE-I #1216	38142Y773		10/31/2008	5/23/2011				0					0	

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

		Amount																	
		Long Term CG Distributions		Short Term CG Distributions															
		4,899		0															
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals	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					
58	HARBOR CAPITAL APRTION-INST #20	411511504		5/25/2011	6/30/2011		4,500	0	4,400	100			0	100					
59	ING INTERNATIONAL REAL EST-I #2664	44980Q518		1/21/2009	5/23/2011		8,392	0	5,390	3,002			0	3,002					
60	ING INTERNATIONAL REAL EST-I #2664	44980Q518		1/22/2008	5/23/2011		7,467	0	9,186	-1,719			0	-1,719					
61	T ROWE PRICE REAL ESTATE FD #122	779919109		7/11/2008	12/17/2010		1,506	0	1,488	20			0	20					
62	ING INTERNATIONAL REAL EST-I #2664	4498Q518		11/1/2007	5/23/2011		17,323	0	27,413	-10,090			0	-10,090					
63	ING INTERNATIONAL REAL EST-I #2664	4498Q518		2/4/2011	5/23/2011		5,596	0	3,300	-45			0	-45					
64	PERKINS MID CAP VALUE FIC I #1167	47103C241		1/21/2009	12/17/2010		5,596	0	3,584	2,012			0	2,012					
65	PERKINS MID CAP VALUE FIC I #1167	47103C241		10/31/2008	12/17/2010		79,652	0	56,284	23,368			0	23,368					
66	JPMORGAN HIGH YIELD FUND SS #3581	4812C0803		5/25/2011	6/14/2011		2,104	0	2,137	-33			0	-33					
67	KEELEY SMALL CAP VAL FD CLI #2251	487300808		12/17/2010	2/2/2011		8,234	0	7,974	260			0	260					
68	KEELEY SMALL CAP VAL FD CLI #2251	487300808		12/17/2010	5/23/2011		1,745	0	1,670	75			0	75					
69	KEELEY SMALL CAP VAL FD CLI #2251	487300808		12/17/2010	6/30/2011		2,667	0	2,492	175			0	175					
70	MFS VALUE FUND-CLASS I #893	552983694		5/25/2011	6/30/2011		3,097	0	3,121	-24			0	-24					
71	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		5/25/2011	6/30/2011		3,205	0	3,144	61			0	61					
72	PIMCO TOTAL RET FD-INST #35	693390700		5/25/2011	6/14/2011		5,168	0	5,173	-5			0	-5					
73	PIMCO TOTAL RET FD-INST #35	693390700		5/25/2011	6/30/2011		2,572	0	2,581	-9			0	-9					
74	PIMCO FOREIGN BD FD USD H-INST #16	693390882		5/25/2011	6/14/2011		1,340	0	1,340	0			0	0					
75	PIMCO FOREIGN BD FD USD H-INST #16	693390882		2/4/2011	6/14/2011		135	0	134	1			0	1					
76	PIMCO EMERG MKTS BD-INST #137	693391559		3/21/2007	12/17/2010		32,395	0	32,685	-290			0	-290					
77	PIMCO EMERG MKTS BD-INST #137	693391559		5/25/2011	6/14/2011		643	0	641	2			0	2					
78	PIMCO EMERG MKTS BD-INST #137	693391559		2/4/2011	6/14/2011		652	0	638	14			0	14					
79	PIMCO COMMODITY REAL RET STRAT-I	722005667		3/21/2007	2/2/2011		7,719	0	11,648	-3,929			0	-3,929					
80	T ROWE PRICE SHORT TERM BD FD #5	77957P105		5/25/2011	6/14/2011		2,080	0	2,080	0			0	0					
81	T ROWE PRICE SHORT TERM BD FD #5	77957P105		5/25/2011	6/30/2011		1,788	0	1,788	0			0	0					
82	T ROWE PRICE REAL ESTATE FD #122	779919109		1/22/2008	12/17/2010		14,776	0	14,077	699			0	699					
83	T ROWE PRICE REAL ESTATE FD #122	779919109		10/21/2008	12/17/2010		10,541	0	7,308	3,233			0	3,233					
84	T ROWE PRICE REAL ESTATE FD #122	779919109		5/5/2008	12/17/2010		6,033	0	7,338	-1,305			0	-1,305					
85	T ROWE PRICE REAL ESTATE FD #122	779919109		6/24/2008	12/17/2010		4,570	0	4,888	-318			0	-318					

[illegible]

Part

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

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

	Date		Amount
1 Credit from prior year return		1	73
2 First quarter estimated tax payment	11/9/2010	2	114
3 Second quarter estimated tax payment	12/10/2010	3	187
4 Third quarter estimated tax payment	3/9/2011	4	187
5 Fourth quarter estimated tax payment	6/9/2011	5	187
6 Other payments		6	0
7 Total		7	748

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	3,239
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	3,239