



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 8/1/2010, and ending 7/31/2011

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

Name of foundation MANOTA E SIMON FOUNDATION 25205702		A Employer identification number 36-3990765
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - PO Box 53456 MAC S4101-22G		B Telephone number (see page 10 of the instructions) (888) 730-4933
City or town, state, and ZIP code Phoenix AZ 85072-3456		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,192,672	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

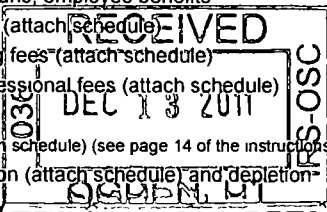
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(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	0	0		
4 Dividends and interest from securities	69,131	69,131		
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	-8,653			
b Gross sales price for all assets on line 6a	546,796			
7 Capital gain net income (from Part IV, line 2)		0		
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	60,478	69,131	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	27,028	20,271		6,757
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	985	0	0	985
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	3,266	936	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)	144	144	0	0
24 Total operating and administrative expenses. Add lines 13 through 23	31,423	21,351	0	7,742
25 Contributions, gifts, grants paid	96,800			96,800
26 Total expenses and disbursements. Add lines 24 and 25	128,223	21,351	0	104,542
27 Subtract line 26 from line 12	-67,745			
a Excess of revenue over expenses and disbursements		47,780		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			0	

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

Form **990-PF** (2010)

(HTA)

 ENVELOPE DATE POSTMARK DATE
 SCANNED DEC 15 2011
 DEC 07 2011


Handwritten initials and a checkmark.

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	19,153	84,427	84,427
	3 Accounts receivable <input type="checkbox"/> Less allowance for doubtful accounts <input type="checkbox"/>	0	0	0
	4 Pledges receivable <input type="checkbox"/> Less allowance for doubtful accounts <input type="checkbox"/>	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) <input type="checkbox"/> Less allowance for doubtful accounts <input type="checkbox"/>	0	0	0
	8 Inventories for sale or use		0	
	9 Prepaid expenses and deferred charges		0	
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	0	0	0
	c Investments—corporate bonds (attach schedule)	0	0	0
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> Less accumulated depreciation (attach schedule) <input type="checkbox"/>	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,906,041	1,770,734	2,108,245
	14 Land, buildings, and equipment basis <input type="checkbox"/> Less accumulated depreciation (attach schedule) <input type="checkbox"/>	0	0	0
	15 Other assets (describe <input type="checkbox"/>)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,925,194	1,855,161	2,192,672
Liabilities	17 Accounts payable and accrued expenses		0	
	18 Grants payable			
	19 Deferred revenue		0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe <input type="checkbox"/>)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,925,194	1,855,161	
	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)	1,925,194	1,855,161	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,925,194	1,855,161	

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	1,925,194
2 Enter amount from Part I, line 27a	2	-67,745
3 Other increases not included in line 2 (itemize) <input type="checkbox"/>	3	0
4 Add lines 1, 2, and 3	4	1,857,449
5 Decreases not included in line 2 (itemize) <input type="checkbox"/> Excess FMV over Cost of Assets Contributed	5	2,288
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,855,161

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

(i) 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	-8,653
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	99,367	2,074,538	0.047898
2008	105,916	1,946,989	0.054400
2007	132,008	2,482,445	0.053177
2006	98,744	2,453,084	0.040253
2005	104,486	2,186,613	0.047784

2 Total of line 1, column (d)	2	0.243512
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	0.048702
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,182,948
5 Multiply line 4 by line 3	5	106,314
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	478
7 Add lines 5 and 6	7	106,792
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	104,542

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	956	
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	956	
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	956	
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,488	
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	1,488	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	532	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax 532 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)? <i>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</i>		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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) NE		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933 Located at ► PO Box 53456 MAC S4101-22G Phoenix AZ ZIP+4 ► 85072-3456			
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? 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 ►	16	Yes	No
				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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ☐ **5b** N/A

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

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. PO Box 53456 MAC S4101-22G Phoenix AZ 85	Trustee	4 00 27,028	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	0
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,118,166
b	Average of monthly cash balances	1b	98,025
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,216,191
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,216,191
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	33,243
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,182,948
6	Minimum investment return. Enter 5% of line 5	6	109,147

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	109,147
2a	Tax on investment income for 2010 from Part VI, line 5	2a	956
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	956
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	108,191
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	108,191
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	108,191

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	104,542
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	104,542
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	104,542

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				108,191
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			92,268	
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 ▶ \$ 104,542				
a Applied to 2009, but not more than line 2a			92,268	
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				12,274
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				95,917
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2006	0			
b Excess from 2007	0			
c Excess from 2008	0			
d Excess from 2009	0			
e Excess from 2010	0			

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

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			▶ 3a	96,800
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) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	69,131	
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	-8,653	
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		60,478	0
13 Total. Add line 12, columns (b), (d), and (e)				13	60,478

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

[illegible]

- | | | Yes | No |
|----------|---|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

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

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

**Sign
Here**

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

John A Sulentic

11/30/2011

VP AND TAX DIRECTOR

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

PTIN

Donald J Roman

[Handwritten signature]

11/30/2011

Check ☒ if
self-employed

P00364310

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no 412-355-6000

Security C	Security Description	Security Category	Account #	CUSIP	Asset Name	FMV	Units	Fed Cost
23	Bond Paying Periodic Income	Invest - Corp Bonds	25205702	244217BK0	JOHN DEERE CAPITAL 5 100% 1/15/13	106,375	100,000	100,640
23	Bond Paying Periodic Income	Invest - Corp Bonds	25205702	369550AM0	GENERAL DYNAMICS COR 5 3/75% 8/15/15	114,355	100,000	98,803
23	Bond Paying Periodic Income	Invest - Corp Bonds	25205702	72447XAA5	PITNEY BOWES INC GLO 4 750% 1/15/16	107,290	100,000	99,999
23	Bond Paying Periodic Income	Invest - Corp Bonds	25205702	002819AA8	ABBOTT LABORATORIES 5 150% 11/30/12	106,265	100,000	100,631
1	Common Stock	Invest - Corp Stock	25205702	001055102	AFLAC INC	6,909	150	5,864
1	Common Stock	Invest - Corp Stock	25205702	002824100	ABBOTT LABS	12,830	250	10,628
1	Common Stock	Invest - Corp Stock	25205702	008252108	AFFILIATED MANAGERS GROUP, INC COM	23,734	285	17,089
1	Common Stock	Invest - Corp Stock	25205702	037411105	APACHE CORP	8,660	70	7,010
1	Common Stock	Invest - Corp Stock	25205702	057224107	BAKER HUGHES INC COM	13,542	175	12,163
1	Common Stock	Invest - Corp Stock	25205702	14040H105	CAPITAL ONE FINANCIAL CORP	7,170	150	11,945
1	Common Stock	Invest - Corp Stock	25205702	17275R102	CISCO SYSTEMS INC	11,179	700	16,821
1	Common Stock	Invest - Corp Stock	25205702	25243Q205	DIAGEO PLC - ADR	10,155	125	9,071
1	Common Stock	Invest - Corp Stock	25205702	254687106	WALT DISNEY CO	28,965	750	9,890
1	Common Stock	Invest - Corp Stock	25205702	278865100	ECOLAB INC	24,200	484	21,074
1	Common Stock	Invest - Corp Stock	25205702	337738108	FISERV INC	24,144	400	15,408
1	Common Stock	Invest - Corp Stock	25205702	370334104	GENERAL MILLS INC	18,675	500	5,282
1	Common Stock	Invest - Corp Stock	25205702	406216101	HALLIBURTON CO	21,892	400	12,072
1	Common Stock	Invest - Corp Stock	25205702	428236103	HEWLETT PACKARD CO	15,827	450	22,189
1	Common Stock	Invest - Corp Stock	25205702	458140100	INTEL CORP	22,330	1,000	28,470
1	Common Stock	Invest - Corp Stock	25205702	459200101	INTERNATIONAL BUSINESS MACHS CORP	36,370	200	19,754
1	Common Stock	Invest - Corp Stock	25205702	478160104	JOHNSON & JOHNSON	25,916	400	9,096
1	Common Stock	Invest - Corp Stock	25205702	641069406	NESTLE S A REGISTERED SHARES - ADR	39,206	615	29,568
1	Common Stock	Invest - Corp Stock	25205702	66987V109	NOVARTIS AG - ADR	15,300	250	13,610
1	Common Stock	Invest - Corp Stock	25205702	713448108	PEPSICO INC	16,010	250	3,959
1	Common Stock	Invest - Corp Stock	25205702	742718109	PROCTER & GAMBLE CO	5,350	87	5,571
1	Common Stock	Invest - Corp Stock	25205702	744573106	PUBLIC SVC ENTERPRISE GROUP INC	16,375	500	6,485
1	Common Stock	Invest - Corp Stock	25205702	806857108	SCHLUMBERGER LTD	12,652	140	10,560
1	Common Stock	Invest - Corp Stock	25205702	872540109	TJX COS INC NEW	25,162	455	23,482
1	Common Stock	Invest - Corp Stock	25205702	881624209	TEVA PHARMACEUTICAL INDUSTRIES - ADR	10,494	225	13,126
1	Common Stock	Invest - Corp Stock	25205702	883556102	THERMO FISHER SCIENTIFIC INC	14,722	245	9,413
1	Common Stock	Invest - Corp Stock	25205702	907818108	UNION PACIFIC CORP	44,066	430	20,163
1	Common Stock	Invest - Corp Stock	25205702	38141G104	GOLDMAN SACHS GROUP INC	10,798	80	10,814
1	Common Stock	Invest - Corp Stock	25205702	30231G102	EXXON MOBIL CORPORATION	17,953	225	3,305
1	Common Stock	Invest - Corp Stock	25205702	87812E106	TARGET CORP	18,022	350	9,423
1	Common Stock	Invest - Corp Stock	25205702	92343V104	VERIZON COMMUNICATIONS	17,645	500	11,310
1	Common Stock	Invest - Corp Stock	25205702	46625H100	JPMORGAN CHASE & CO	20,225	500	26,470
1	Common Stock	Invest - Corp Stock	25205702	902973304	US BANCORP DEL NEW	19,493	748	19,699
1	Common Stock	Invest - Corp Stock	25205702	166764100	CHEVRON CORP	26,005	250	5,684
1	Common Stock	Invest - Corp Stock	25205702	88579Y101	3M CO	60,824	698	35,973
1	Common Stock	Invest - Corp Stock	25205702	084670702	BERKSHIRE HATHAWAY INC	18,543	250	15,396
1	Common Stock	Invest - Corp Stock	25205702	143658300	CARNIVAL CORP	6,660	200	10,426
1	Common Stock	Invest - Corp Stock	25205702	92857W209	VODAFONE GROUP PLC NEW ADR	11,043	393	10,225
1	Common Stock	Invest - Corp Stock	25205702	064058100	BANK NEW YORK MELLON CORP COM	8,286	330	10,697
1	Common Stock	Invest - Corp Stock	25205702	739355105	POWERSHARES DB COMMODITY INDEX	19,682	650	24,581
1	Common Stock	Invest - Corp Stock	25205702	VP7000228	WF ADV HERITAGE MM FD-INSTL #3106	84,022	84,022	84,022
1	Common Stock	Invest - Corp Stock	25205702	VP7000228	WF ADV HERITAGE MM FD-INSTL #3106	42	42	42
1	Common Stock	Invest - Other	25205702	464287655	ISHARES RUSSELL 2000	35,883	450	31,750
1	Common Stock	Invest - Other	25205702	78467Y107	ISHARES MSCI EAFE	49,904	850	53,116
1	Common Stock	Invest - Other	25205702	464287242	SPDR S&P MIDCAP 400 ETF TRUST	132,765	775	122,535
1	Common Stock	Invest - Other	25205702	880208400	ISHARES IBOX \$ INV GR CORP BD FD	115,179	1,025	114,924
1	Common Stock	Invest - Other	25205702	464287234	TEMPLETON GLOBAL BOND FD-ADV #616	30,675	2,191	25,000
1	Common Stock	Invest - Other	25205702	885215566	ISHARES TR MSCI EMERGING MARKETS	30,622	650	21,442
1	Common Stock	Invest - Other	25205702	464287168	THORNBURO INTL VALUE FUND-CL I #209	163,161	5,548	114,852
1	Common Stock	Invest - Other	25205702	722005220	ISHARES DOW JONES SELECT DIVIDEND FD	30,804	600	36,748
1	Common Stock	Invest - Other	25205702	922908505	PIMCO FOREIGN BOND (UNHEDED) #1853	44,961	3,930	45,000
1	Common Stock	Invest - Other	25205702	883974505	VANGUARD REIT VIPER	109,872	1,800	84,443
1	Common Stock	Invest - Other	25205702	78463X863	OPPENHEIMER DEVELOPING MKT-Y #788	30,295	862	29,200
1	Common Stock	Invest - Other	25205702	76628T845	SPDR DJ WILSHIRE INTERNATIONAL REAL	9,074	230	9,412
1	Common Stock	Invest - Other	25205702	367829884	RIDGEWORTH SEIX HY BD-I #5855	24,486	2,446	25,000
1	Common Stock	Invest - Other	25205702		GATEWAY FUND - Y #1988	93,268	3,545	93,800
34	Cash		25205702			363		
						2,192,672	523,827	1,855,161

MANOTA E SIMON FOUNDATION 25205702

36-3990765 Page 1 of 3

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

RADIO TALKING BOOK SERVICES

Street

7101 NEWPORT AVE #205

City

OMAHA

State

NE

Zip Code

68152

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) Public Charity

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

12,500

Name

CHILDRENS HOSP & MED CTR FND

Street

8401 W DODGE RD, SUITE 160

City

OMAHA

State

NE

Zip Code

68114-3493

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) Public Charity

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

PRIDE-OMAHA, INC

Street

6143 WHITMORE ST

City

OMAHA

State

NE

Zip Code

68152

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) Public Charity

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

CAMP FIRE USA

Street

2566 ST MARY'S AVE

City

OMAHA

State

NE

Zip Code

68105

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) Public Charity

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

CASA FOR DOUGLAS COUNTY

Street

2412 ST MARY'S AVE

City

OMAHA

State

NE

Zip Code

68105

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) Public Charity

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

NEBRASKA HUMANE SOCIETY

Street

8929 FORT ST

City

OMAHA

State

NE

Zip Code

68134

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) Public Charity

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

MANOTA E SIMON FOUNDATION 25205702

36-3990765 Page 2 of 3

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

OMAHA STREET SCHOOL

Street

3223 N 45TH ST

City

OMAHA

State

NE

Zip Code

68104

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) Public Charity

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

GESU HOUSING, IN

Street

5008 1/2

City

OMAHA

State

NE

Zip Code

68132

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) Public Charity

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

Name

OMAHA TENNIS ASSOCIATION DEV FND

Street

510 S 157TH CIRCLE

City

OMAHA

State

NE

Zip Code

68005

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) Public Charity

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

PROJECT KINDLE

Street

201 N 8TH ST, SUITE 220

City

LINCOLN

State

NE

Zip Code

68501

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) Public Charity

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

ESSENTIAL PREGNANCY SERVICES

Street

6220 MAPLE ST

City

OMAHA

State

NE

Zip Code

68104

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) Public Charity

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,300

Name

MOSAIC

Street

4980 S 118TH ST

City

OMAHA

State

NE

Zip Code

68137-2220

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) Public Charity

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

MANOTA E SIMON FOUNDATION 25205702

36-3990765 Page 3 of 3

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

RESCUE MISSION INC (OPEN DOOR MISS)

Street

2828 N 23RD ST EAST

City

OMAHA

State

NE

Zip Code

68108-0340

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) Public Charity

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

REPECT 2

Street

820 S 75TH ST

City

OMAHA

State

NE

Zip Code

68114

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) Public Charity

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

ANGELS AMONG US

Street

11918 POPPLETON PLZ , SUITE 2

City

OMAHA

State

NE

Zip Code

68144

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) Public Charity

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

SIENA/FRANCIS HOUSE

Street

1702 NICHOLAS ST

City

OMAHA

State

NE

Zip Code

68101

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) Public Charity

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

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

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Totals		
											Securities		
											Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
		Long Term CG Distributions	Amount								546,796	555,449	-8,653
		Short Term CG Distributions	0								0	0	0
1	X	AFLAC INC	001055102			3/10/2005		2/3/2011	8,544	5,864			
2	X	FED HOME LN BK 5 210%	3133XMHJ3			10/2/2007		10/6/2010	85,000	85,106			-106
3	X	FED HOME LN BK 5 250%	3133XMU58			11/5/2007		11/8/2010	100,000	99,975			25
4	X	HARSCO CORP	415864107			2/26/2007		8/26/2010	6,091	12,944			-6,853
5	X	HARSCO CORP	415864107			3/22/2010		8/26/2010	6,904	10,548			-3,644
6	X	HUSSMAN STRATEGIC GROW	448108100			7/31/2008		2/23/2011	18,813	25,000			-6,187
7	X	HUSSMAN STRATEGIC GROW	448108100			12/28/2009		2/23/2011	75,062	80,000			-4,938
8	X	ING CLARION GLOBAL REAL	44982G104			6/28/2006		11/9/2010	4,650	10,051			-5,401
9	X	ING CLARION GLOBAL REAL	44982G104			3/15/2007		11/9/2010	4,650	12,151			-7,501
10	X	IRON MOUNTAIN INC	462846106			3/29/2006		3/9/2011	14,674	15,023			-349
11	X	ISHARES TR MSCI EMERGIN	464287234			8/7/2007		2/23/2011	6,740	6,472			268
12	X	ISHARES TR MSCI EMERGIN	464287234			12/28/2009		2/23/2011	17,974	16,544			1,430
13	X	ISHARES TR MSCI EMERGIN	464287234			12/12/2006		2/23/2011	4,493	3,696			797
14	X	J.P. MORGAN CHASE & 6 750	46625HAJ9			7/2/2001		2/1/2011	100,000	100,904			-904
15	X	KOHL'S CORP	500255104			8/26/2010		6/29/2011	23,580	21,944			1,636
16	X	L-3 COMMUNICATIONS CORP	502424104			8/7/2007		12/16/2010	12,229	17,423			-5,194
17	X	PETROLEO BRASILEIRO S A	71654V408			2/28/2007		11/4/2010	10,875	6,814			4,061
18	X	TRACTOR SUPPLY CO COM	892356106			6/25/2008		8/26/2010	21,904	9,943			11,961
19	X	VISA INC-CLASS A SHRS	92826C839			4/1/2009		7/7/2011	11,257	6,919			4,338
20	X	VISA INC-CLASS A SHRS	92826C839			5/15/2009		7/7/2011	11,257	8,126			3,131
21	X	LT CG DISTRIBUTIONS							141				141
22	X	1258 GAIN FROM K-1							1,778				1,778
23	X	ST LOSS FROM K-1								2			-2
24	X	LT GAIN FROM K-1							180				180

Line 16b (990-PF) - Accounting Fees

		985	0	0	985
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Accounting Fees	985			985
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	842			
2	ESTIMATED EXCISE TAX PAID	1,488			
3	FOREIGN TAX WITHHELD	936	936		
4					
5					
6					
7					
8					
9					
10					
		3,266	936	0	0

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	PARTNERSHIP EXPENSES	132	132		
3	ADR FEES	12	12		
4	STATE AG FEES				
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		1,906,041	1,770,734	2,108,245
2					
3					
4					
5					
6					
7					
8					
9					
10					

Long Term CG Distributions		Amount		Totals										546,796		0		555,449		-8,653		0		0		-8,653	
		Short Term CG Distributions	Long Term CG Distributions	0	0	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses											
	Kind(s) of Property Sold	CUSIP #																									
1	AFLAC INC	0010355102			3/10/2005	2/3/2011	8,544	0	5,864	2,680	0																
2	FED HOME LN BK 5 210% 10/06/14	3133XXMHJ3			10/2/2007	10/6/2010	85,000	0	85,106	-106	0																
3	FED HOME LN BK 5 250% 11/08/17	3133XXMUJ8			11/5/2007	11/8/2010	100,000	0	99,975	25	0																
4	HARSCO CORP	415864107			2/26/2007	8/26/2010	6,091	0	12,944	-6,853	0																
5	HARSCO CORP	415864107			3/22/2010	8/26/2010	6,904	0	10,548	-3,644	0																
6	HUSSMAN STRATEGIC GROWTH FUND	448108100			7/31/2008	2/23/2011	18,813	0	25,000	-6,187	0																
7	HUSSMAN STRATEGIC GROWTH FUND	448108100			12/28/2009	2/23/2011	75,062	0	80,000	-4,938	0																
8	ING CLARION GLOBAL REAL ESTATE	44982G104			6/28/2008	11/9/2010	4,650	0	10,051	-5,401	0																
9	ING CLARION GLOBAL REAL ESTATE	44982G104			3/15/2007	11/9/2010	4,650	0	12,151	-7,501	0																
10	IRON MOUNTAIN INC	462846106			3/29/2006	3/9/2011	14,674	0	15,023	-349	0																
11	ISHARES TR MSCI EMERGING MARKET	464287234			8/7/2007	2/23/2011	6,740	0	6,472	268	0																
12	ISHARES TR MSCI EMERGING MARKET	464287234			12/28/2009	2/23/2011	17,974	0	16,544	1,430	0																
13	ISHARES TR MSCI EMERGING MARKET	464287234			12/12/2006	2/23/2011	4,493	0	3,696	797	0																
14	J P MORGAN CHASE & 6750% 2/01/11	46625HAJ9			7/2/2001	2/1/2011	100,000	0	100,904	-904	0																
15	KOHL'S CORP	500255104			8/26/2010	6/29/2011	23,580	0	21,944	1,636	0																
16	L-3 COMMUNICATIONS CORP COM	502424104			8/7/2007	12/16/2010	12,229	0	17,423	-5,194	0																
17	PETROLEO BRASILEIRO S A - COMM - 7/1654V408				2/28/2007	11/4/2010	10,875	0	6,814	4,061	0																
18	TRACTOR SUPPLY CO COM	892356106			6/25/2008	8/26/2010	21,904	0	9,943	11,961	0																
19	VISA INC-CLASS A SHRS	92826C839			4/1/2009	7/7/2011	11,257	0	6,919	4,338	0																
20	VISA INC-CLASS A SHRS	92826C839			5/15/2009	7/7/2011	11,257	0	8,126	3,131	0																
21	LT CG DISTRIBUTIONS						141	0	0	141	0																
22	1256 GAIN FROM K-1						1,778	0	0	1,778	0																
23	ST LOSS FROM K-1						0	0	2	-2	0																
24	LT GAIN FROM K-1						180	0	0	180	0																

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank, N A		PO Box 53456 MAC S4101-22G	Phoenix	AZ	85072-3456		Trustee	4	27,028
2										
3										
4										
5										
6										
7										
8										
9										
10										

27,028

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	
2 First quarter estimated tax payment	12/31/2011	2	1,488
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	0
7 Total		7	1,488

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	<u>92,268</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>92,268</u>