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

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning 10/01, 2010, and ending 9/30, 2011

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

HUTTO PATTERSON CHARITABLE FOUNDATION
729 MISSION STREET, SUITE 100
SOUTH PASADENA, CA 91030

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) J Accounting method Cash Accrual
 Other (specify)
 ► \$ 8,914,342. (Part I, column (d) must be on cash basis)

A Employer identification number
 95-4181302
 B Telephone number (see the instructions)
 626-441-0330
 C If exemption application is pending, check here ►
 D 1 Foreign organizations, check here ►
 2 Foreign organizations meeting the 85% test, check here and attach computation ►
 E If private foundation status was terminated under section 507(b)(1)(A), check here ►
 F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

REVENUE	EXPENSES	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 the instructions).)		(d) Disbursements for charitable purposes (cash basis only)
		(a) Revenue and expenses per books	(b) Net investment income	
	1 Contributions, gifts, grants, etc, received (att sch)	707,314.		
	2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B			
	3 Interest on savings and temporary cash investments	38.	38.	
	4 Dividends and interest from securities	422,101.	422,101.	
	5a Gross rents b Net rental income or (loss)			
	6a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	-455,007.		
	7 Capital gain net income (from Part IV, line 2)		0.	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances b Less Cost of goods sold			
	c Gross profit/(loss) (att sch)			
	11 Other income (attach schedule)			
	12 Total. Add lines 1 through 11	674,446.	422,139.	0.
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	94,398.	47,199.	47,199.
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule) SEE ST 1 b Accounting fees (attach sch) SEE. ST 2 c Other prof fees (attach sch) SEE ST 3	9,081. 8,174. 25,045.	9,081. 4,087. 25,045.	4,087.
	17 Interest RECEIVED			
	18 Taxes (attach schedule) SEE STM 4	17,520.	16,260.	
	19 Depreciation (attach sch) and depletion			
	20 Occupancy APP 23 2012			
	21 Travel, conferences, and meetings	8,356.	8,356.	
	22 Printing and publications			
	23 Other expenses (attach schedule) SEE STATEMENT 5	19,358.	18,560.	752.
	24 Total operating and administrative expenses. Add lines 13 through 23	181,932.	128,588.	52,038.
	25 Contributions, gifts, grants paid PART XV	443,500.		443,500.
	26 Total expenses and disbursements. Add lines 24 and 25	625,432.	128,588.	0.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	49,014.		
	b Net investment income (if negative, enter -0-)		293,551.	
	c Adjusted net income (if negative, enter -0-)		0.	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	768,885.	342,109.	342,109.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts		1,763.	
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) STATEMENT 6	6,532,182.	5,683,167.	6,242,059.
	c Investments — corporate bonds (attach schedule) STATEMENT 7	1,009,578.	1,628,748.	1,490,174.
	11 Investments — land, buildings, and equipment: basis	707,314.		
Less. accumulated depreciation (attach schedule) SEE STMT. 8		707,314.	840,000.	
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment. basis				
Less. accumulated depreciation (attach schedule)				
15 Other assets (describe ►)	916.			
16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I)	8,313,324.	8,361,338.	8,914,342.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)	1,000.		
	23 Total liabilities (add lines 17 through 22)	1,000.	0.	
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	8,312,324.	8,361,338.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds.			
	30 Total net assets or fund balances (see the instructions)	8,312,324.	8,361,338.	
	31 Total liabilities and net assets/fund balances (see the instructions)	8,313,324.	8,361,338.	

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	8,312,324.
2 Enter amount from Part I, line 27a	2	49,014.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	8,361,338.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	8,361,338.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
a SHORT TERM DISPOSITIONS: SEE ATTACHED SCH. D-1		P	VARIOUS	VARIOUS
b LONG TERM DISPOSITIONS: SEE ATTACHED SCH. D-1		P	VARIOUS	VARIOUS
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 792,149.		772,527.	19,622.	
b 1,915,107.		2,389,736.	-474,629.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
a			19,622.	
b			-474,629.	
c				
d				
e				
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	-455,007.
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 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 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 (column (b) divided by column (c))
2009	514,322.	8,703,164.	0.059096
2008	330,174.	7,343,855.	0.044959
2007	553,376.	10,652,836.	0.051946
2006	525,300.	11,695,522.	0.044915
2005	461,518.	12,135,196.	0.038031

2 Total of line 1, column (d)

2 0.238947

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 0.047789

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4 9,974,737.

5 Multiply line 4 by line 3

5 476,683.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 2,936.

7 Add lines 5 and 6

7 479,619.

8 Enter qualifying distributions from Part XII, line 4

8 495,538.

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.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see 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.	(attach copy of letter if necessary – see instr.)	1	2,936.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,936.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,936.
6 Credits/Payments:			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	3,245.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	3,245.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	309.
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ►	309.	Refunded	11

Part VII-A Statements Regarding Activities

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?	Yes	No
1 a	X	
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	Yes	No
1 b	X	
<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>		
1 c Did the foundation file Form 1120-POL for this year?	Yes	No
1 c	X	
1 d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		
1 d (1) On the foundation ► \$ <u>0.</u> (2) On foundation managers ► \$ <u>0.</u>	0.	
1 e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	Yes	No
2	X	
<i>If 'Yes,' attach a detailed description of the activities</i>		
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>	Yes	No
3	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
4 a	X	
4 b If 'Yes,' has it filed a tax return on Form 990-T for this year?	Yes	No
4 b	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>	Yes	No
5	X	
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or		
6	X	
• 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?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	Yes	No
7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) ►		
8 a CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	Yes	No
8 b	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)? <i>If 'Yes,' complete Part XIV</i>	Yes	No
9	X	
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>	Yes	No
10	X	

Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see 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 ► STANISLAWSKI & COMPANY, INC. Telephone no ► (626) 441-0330 Located at ► 729 MISSION STREET, STE 100 SOUTH PASADENA CA ZIP + 4 ► 91030		
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 ► 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 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 X No

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		
1b	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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		X
1c	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? ► <input type="checkbox"/>		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? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ . ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 the instructions.) ► <input type="checkbox"/>		
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.) ► <input type="checkbox"/>		
3b			N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► <input type="checkbox"/>		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? ► <input type="checkbox"/>		
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 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 instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here ►

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

6b X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
CATHERINE HUTTO GORDON 729 MISSION STREET, SUITE 100 SOUTH PASADENA, CA 91030	PRESIDENT 2.5	23,600.	0.	0.
EILEEN C. HUTTO 729 MISSION STREET, SUITE 100 SOUTH PASADENA, CA 91030	VICE PRESIDE 2.5	23,600.	0.	0.
HARRY L. HATHAWAY 729 MISSION STREET, SUITE 100 SOUTH PASADENA, CA 91030	TRUSTEE 2.5	23,599.	0.	0.
DOUGLAS JOHNSON 729 MISSION STREET, SUITE 100 SOUTH PASADENA, CA 91030	TRUSTEE 2.5	23,599.	0.	0.

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

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

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	N/A	
2		
3		
4		

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

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

Amount

1	N/A	
2		

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3

Form 990-PF (2010)

BAA

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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
 - b Average of monthly cash balances
 - c Fair market value of all other assets (see instructions)
 - d **Total** (add lines 1a, b, and c)
 - e Reduction claimed for blockage or other factors reported on lines 1a and 1c
(attach detailed explanation)
- 2 Acquisition indebtedness applicable to line 1 assets
- 3 Subtract line 2 from line 1d
- 4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3
(for greater amount, see instructions)
- 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4
- 6 **Minimum investment return.** Enter 5% of line 5

1a	8,992,382.
1b	294,255.
1c	840,000.
1d	10,126,637.
1e	0.
2	0.
3	10,126,637.
4	151,900.
5	9,974,737.
6	498,737.

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

1	498,737.
2a	2,936.
2b	
2c	2,936.
3	495,801.
4	
5	495,801.
6	
7	495,801.

Part XII Qualifying Distributions (see 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
 - b Program-related investments – total from Part IX-B
- 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes
- 3 Amounts set aside for specific charitable projects that satisfy the:
 - a Suitability test (prior IRS approval required)
 - b Cash distribution test (attach the required schedule)
- 4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4
- 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 instructions)
- 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

1a	495,538.
1b	
2	
3a	
3b	
4	495,538.
5	2,936.
6	492,602.

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 instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				495,801.
2 Undistributed income, if any, as of the end of 2010:			0.	
a Enter amount for 2009 only		0.		
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009	55,519.			
f Total of lines 3a through e	55,519.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 495,538.			0.	
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2010 distributable amount				495,538.
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).)	263.			263.
6 Enter the net total of each column as indicated below:	55,256.			
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		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	55,256.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009	55,256.			
e Excess from 2010				

Part XIV Private Operating Foundations (see 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				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon				
a	'Assets' alternative test – enter:				
(1)	Value of all assets				
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
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)				
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3)	Largest amount of support from an exempt organization				
(4)	Gross investment income				

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE STATEMENT 9				
Total				► 3a 443,500.
<i>b Approved for future payment</i> SEE STATEMENT 10				
Total				► 3b 1,719,500.

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	38.	
4 Dividends and interest from securities			14	422,101.	
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	-455,007.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-32,868.	
13 Total. Add line 12, columns (b), (d), and (e)					13 -32,868.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

If yes, complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

**Sign
Here**

Signature of officer or trustee

Dat

PRESIDENT
Title

Signature of officer or trustee		Date	Title	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if <input type="checkbox"/> if self-employed
	C.G. STANISLAWSKI, C.P.A.	<i>C.G. Stanislawski</i>	8-2-12	PTIN
	Firm's name	► STANISLAWSKI & COMPANY, CPA, INC.	Firm's EIN	► 95-4835215
Firm's address	► 729 MISSION STREET, SUITE 100 SOUTH PASADENA, CA 91030-3071	Phone no	(626) 441-0330	

BAA

Form 990-PF (2010)

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

Schedule of Contributors

► Attach to Form 990, 990-EZ, or 990-PF

2010

Name of the organization

HUTTO PATTERSON CHARITABLE FOUNDATION

Employer identification number

95-4181302

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

501(c)(____) (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year

► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990,
990EZ, or 990-PF.**Schedule B** (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

HUTTO PATTERSON CHARITABLE FOUNDATION

Employer identification number

95-4181302

Part I **Contributors** (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution	
1	ESTATE OF CLARE P. HUTTO P.O. BOX 80880 SAN MARINO, CA 91118	\$ 707,314	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution	
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution	
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution	
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution	
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution	
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution.)

Name of organization

HUTTO PATTERSON CHARITABLE FOUNDATION

Employer identification number

95-4181302

Part II Noncash Property (see instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	THE REAL PROPERTY AND IMPROVEMENT COMMONLY KNOWN AS 907 DOMINGO DRIVE, SAN GABRIEL, CA 91775, APN 5365-004-027.	\$ 707,314.	11/17/10
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Name of organization

HUTTO PATTERSON CHARITABLE FOUNDATION

Employer identification number

95-4181302

Part III - Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete cols (a) through (e) and the following line entry

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.)

▶ \$

N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
N/A			
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	\$ 9,081.	\$ 9,081.	\$ 0.	\$ 0.
TOTAL	<u>\$ 9,081.</u>	<u>\$ 9,081.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREPARATION OF FORM 990-PF	\$ 8,174.	\$ 4,087.	\$ 0.	\$ 4,087.
TOTAL	<u>\$ 8,174.</u>	<u>\$ 4,087.</u>	<u>\$ 0.</u>	<u>\$ 4,087.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ACCOUNT SERVICE FEES	\$ 461.	\$ 461.	\$ 0.	\$ 0.
MANAGEMENT FEES	24,584.	24,584.	0.	0.
TOTAL	<u>\$ 25,045.</u>	<u>\$ 25,045.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CA REGISTRY OF CHARITABLE TRUSTS	\$ 50.			
FEDERAL TAX	1,200.			
FOREIGN TAX WITHHELD	16,260.	\$ 16,260.		
FRANCHISE TAX BOARD	10.			
TOTAL	<u>\$ 17,520.</u>	<u>\$ 16,260.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOARD MEETINGS	\$ 1,502.	\$ 751.		\$ 752.
INVESTMENT PROPERTY EXPENSE	15,053.	15,053.		
MEMBERSHIP DUES	2,046.	2,046.		
OFFICE EXPENSE	710.	710.		
PARKING	47.			
TOTAL	\$ 19,358.	\$ 18,560.	\$ 0.	\$ 752.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED STOCKS-SEE SCHEDULE B-1	COST	\$ 5,683,167.	\$ 6,242,059.
	TOTAL	\$ 5,683,167.	\$ 6,242,059.

STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED SCH. B-2	COST	\$ 1,628,748.	\$ 1,490,174.
	TOTAL	\$ 1,628,748.	\$ 1,490,174.

STATEMENT 8
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
BUILDINGS	\$ 707,314.	\$ 0.	\$ 707,314.	\$ 840,000.
TOTAL	\$ 707,314.	\$ 0.	\$ 707,314.	\$ 840,000.

STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ART CENTER COLLEGE OF DESIGN 1700 LIDA STREET PASADENA, CA 91103		P CHAR	PUBLIC PROGRAM INITIATIVES	\$ 100,000.
OCCIDENTAL COLLEGE 1600 CAMPUS ROAD LOS ANGELES, CA 90041		P CHAR	ACADEMIC COMMONS LIBRARY ARCHITECTURAL EXPENSES	50,000.
FOOTHILL FAMILY SERVICE 2500 E FOOTHILL BLVD., STE 300 PASADENA, CA 91107		P CHAR	FUTURE SUCCESS PROGRAM PROVIDING AFTER SCHOOL ACTIVITIES FOR CHILDREN IN NEED	25,000.
UC BERKLEY CENTER FOR EARLY CHILDHOOD ED 2440 BANCROFT WAY , STE 203 BERKELY, CA 94720		P CHAR	SCHOLARSHIPS FOR CHILDREN OF LOW INCOME STAFF AT UC BERKELEY CENTER FOR EARLY CHILDHOOD EDUCATION PROGRAM	100,000.
UC BERKLEY HEWLETT CHAIR FOR SOCIAL WLFR 2080 ADDISON STREET BERKELY, CA 94720		P CHAR	SCHOOL OF SOCIAL WELFARE AND UNDERGRADUATE STUDENT SCHOLARSHIP FUND	50,000.
CALTECH 551 S. HILL AVENUE PASADENA, CA 91106		P CHAR	CONTRIBUTION TO AID CALTECH'S ONGOING OPERATIONS.	3,000.
UC BERKLEY CENTER FOR EARLY CHILDHOOD ED 2440 BANCROFT WAY, STE 203 BERKELEY, CA 94720		P CHAR	EARLY CHILDHOOD EDUCATION PROGRAM SCHOLARSHIPS	25,000.
UNDERGRADUATE STUDENT SCHOLARSHIP FUND 2080 ADDISON STREET #4200 BERKELEY, CA 94720		P CHAR	UNDERGRADUATE STUDENT SCHOLARSHIP FUND	6,000.
CALIFORNIA SCIENCE CENTER 700 EXPOSITION PARK DRIVE LOS ANGELES, CA 90037		P CHAR	COMMUNITY YOUTH PROGRAMS	20,000.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
LOS ANGELES COUNTY BAR 1055 W. SEVENTH STREET, STE 2700 LOS ANGELES, CA 90017		P CHAR	DOMESTIC VIOLENCE PROJECT AND DISPUTE RESOLUTION SERVICES PROGRAM	\$ 10,000.
PASADENA CITY COLLEGE 1570 E. COLORADO BLVD. PASADENA, CA 91106		P CHAR	DEVELOPMENT OF THE CENTER FOR THE ARTS.	50,000.
VERBUM DEI HIGH SCHOOL 11100 S. CENTRAL AVENUE LOS ANGELES, CA 90059		P CHAR	ADOPT-A-STUDENT PROGRAM	4,500.
				TOTAL \$ 443,500.

STATEMENT 10
FORM 990-PF, PART XV, LINE 3B
RECIPIENT APPROVED FOR FUTURE PAYMENT

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CALIFORNIA SCIENCE CENTER 700 EXPOSITION PARK DRIVE LOS ANGELES, CA 90037		P CHAR	COMMUNITY YOUTH PROGRAMS	\$ 40,000.
CALTECH 551 S. HILL AVENUE PASADENA, CA 91106		P CHAR	CONTRIBUTION TO AID CALTECH'S ONGOING OPERATIONS.	9,000.
LOS ANGELES COUNTY BAR 1055 W. SEVENTH STREET, STE 2700 LOS ANGELES, CA 90017		P CHAR	DOMESTIC VIOLENCE PROJECT AND DISPUTE RESOLUTION SERVICES PROGRAM	20,000.
OCCIDENTAL COLLEGE 1600 CAMPUS ROAD LOS ANGELES, CA 90041		P CHAR	ACADEMIC COMMONS LIBRARY ARCHITECTURAL EXPENSES	100,000.
PASADENA CITY COLLEGE 1570 E. COLORADO BLVD. PASADENA, CA 91106		P CHAR	DEVELOPMENT OF THE CENTER FOR THE ARTS.	200,000.
UNDERGRADUATE STUDENT SCHOLARSHIP FUND 2080 ADDISON STREET #4200 BERKELEY, CA 94720		P CHAR	UNDERGRADUATE STUDENT SCHOLARSHIP FUND	12,000.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3B
RECIPIENT APPROVED FOR FUTURE PAYMENT

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UC BERKLEY HEWLETT CHAIR FOR SOCIAL WLF 2080 ADDISON STREET BERKELY, CA 94720		P CHAR	SCHOOL OF SOCIAL WELFARE AND UNDERGRADUATE STUDENT SCHOLARSHIP FUND	\$ 950,000
UC BERKLEY CENTER FOR EARLY CHILDHOOD ED 2440 BANCROFT WAY , STE 203 BERKELY, CA 94720		P CHAR	SCHOLARSHIPS FOR CHILDREN OF LOW INCOME STAFF AT UC BERKELEY CENTER FOR EARLY CHILDHOOD EDUCATION PROGRAM	300,000
VERBUM DEI HIGH SCHOOL 11100 S. CENTRAL AVENUE LOS ANGELES, CA 90059		P CHAR	ADOPT-A-STUDENT PROGRAM	13,500
UC BERKLEY FACULTY CLUB 2440 BANCROFT WAY , STE 203 BERKELY, CA 94720		P CHAR	CAPITAL CAMPAIGN FOR HISTORICAL PRESERVATION AND MAINTENANCE	25,000
USC SCHOOL OF SOCIAL WORK LOS ANGELES, CA 90089		P CHAR	SCHOLARSHIPS FOR STUDENTS ENROLLED IN THE MSW PROGRAM	50,000
TOTAL				<u>\$ 1,719,500</u>

SCHEDULE B-1

Investments - Corporate Stock

Security	Shares	Valuation Method	Cost Basis (Book Value)	Unrealized Gain/(Loss)	Fair Market Value
3M CO	1,500 00	Cost	72,740 00	34,945 00	107,685 00
ABBOTT LABORATORIES	2,000 00	Cost	77,060.42	25,219 58	102,280 00
ALLIANZ SE ADS	10,000.00	Cost	126,380.92	(32,980 92)	93,400 00
ALLSTATE CORP	1,000 00	Cost	19,972.56	3,717.44	23,690 00
AMER NAT INS CO	500 00	Cost	46,297.82	(11,672 82)	34,625 00
ANNALY CAPITAL MANAGEMENT INC REIT	1,000.00	Cost	17,700.00	(1,070 00)	16,630.00
AQUA AMER INC	2,500 00	Cost	43,125 00	10,800 00	53,925 00
AT&T INC	2,000 00	Cost	57,480 00	(440 00)	57,040 00
ATLANTIC PWR CORP NEW CAD	2,500 00	Cost	34,152.72	1,322 28	35,475.00
ATMOS ENERGY CORP	2,500 00	Cost	73,280.51	7,844 49	81,125 00
AUSTRALIA & NEW ZEALAND BKG GRP LTD	5,000 00	Cost	80,905.30	11,994 70	92,900 00
BANK OF AMERICA CORP	19,230 00	Cost	332,435.91	(214,748 31)	117,687 60
BANK OF MONTREAL CANADA CAD	3,000 00	Cost	123,647.65	43,902 35	167,550 00
BANK OF NOVA SCOTIA CANADA CAD	3,000 00	Cost	81,406 00	69,044 00	150,450 00
BARCLAYS PLC ADR	12,000 00	Cost	328,906.35	(211,546 35)	117,360 00
BASF SE SPON ADR	2,000 00	Cost	61,259.56	60,500 44	121,760 00
BAXTER INTL INC	1,200 00	Cost	17,049.00	50,319 00	67,368.00
BAYER AG SPON ADR	500 00	Cost	24,985.88	2,419 12	27,405 00
BHP BILLITON LTD SPON ADR	1,000 00	Cost	43,832.47	22,607 53	66,440 00
BNP PARIBAS SP ADR REPSTG	3,000 00	Cost	83,710 00	(24,610.00)	59,100.00
BRISTOL MYERS SQUIBB CO	2,000 00	Cost	55,720 00	7,040 00	62,760 00
CALL ABBOTT LABS	(10 00)	Cost	(614 30)	169 30	(445 00)
CALL ANNALY CAPITAL	(10 00)	Cost	(394 86)	274 86	(120 00)
CALL BANK OF MONTREAL CA	(10 00)	Cost	(1,253 78)	903 78	(350.00)
CALL CHEVRON CORP	(10 00)	Cost	(1,596 65)	751 65	(845 00)
CALL DENTSPLY INTL INC	(15 00)	Cost	(1,836 86)	1,161 86	(675 00)
CALL DU PONT DE NEMOURS	(10 00)	Cost	(737 19)	597 19	(140 00)
CALL ENERGY TRANSFER PAR	(10 00)	Cost	(508 97)	408 97	(100 00)
CALL EXXON MOBIL CORP	(10 00)	Cost	(772.30)	(32 70)	(805 00)
CALL GENERAL ELECTRIC CO	(20 00)	Cost	(986 17)	346 17	(640 00)
CALL JPMORGAN CHASE & CO	(20 00)	Cost	(2,464 69)	2,404 69	(60 00)
CALL KIMBERLY CLARK CORP	(5 00)	Cost	(565 81)	(359.19)	(925 00)
CALL NOVARTIS AG SPON AD	(10 00)	Cost	(1,498 69)	(276.31)	(1,775 00)
CALL SOUTHERN CO	(10 00)	Cost	(881 51)	(33 49)	(915 00)
CALL TOTAL S.A. FRANCE S	(20 00)	Cost	(2,077 06)	(282 94)	(2,360 00)
CALL VERIZON COMMUNICATIONS	(20 00)	Cost	(1,489.71)	(610 29)	(2,100 00)
CHEVRON TEXACO CORP	2,000 00	Cost	71,840.00	113,340 00	185,180 00
CLEAN HARBORS INC	1,000 00	Cost	49,121.15	2,178 85	51,300.00
COCA COLA CO	500 00	Cost	31,585 00	2,195 00	33,780 00
COLGATE PALMOLIVE CO	1,000 00	Cost	59,950.00	28,730 00	88,680 00
DENTSPLY INTERNATIONAL, INC	3,000 00	Cost	80,971.54	11,098 46	92,070 00
DEUTSCHE BANK AG REG SHS ORD EUR	832 00	Cost	47,629.26	(18,480 98)	29,148 28
DIAGEO PLC NEW GB SPON ADR	500 00	Cost	41,782 15	(3,817 15)	37,965 00
DOW CHEMICAL CO	2,000 00	Cost	61,626 93	(16,706 93)	44,920.00
DU PONT DE NEMOURS & CO	2,000 00	Cost	73,934.80	6,005 20	79,940 00
ENERGY TRANSFER PARTNERS LP MLP	1,000 00	Cost	47,995.18	(6,985.18)	41,010 00
ENI SPA IT SPON ADR	3,000 00	Cost	151,874.99	(46,484 99)	105,390.00
EXXON MOBIL CORP	3,000 00	Cost	48,420 00	169,470 00	217,890.00
GALLAGHER ARTHUR J & CO.	4,000 00	Cost	80,354 77	24,845 23	105,200 00
GENERAL ELECTRIC CO	6,000 00	Cost	194,117 92	(102,797.92)	91,320 00
HARTFORD FINCL SERVICES GROUP INC	1,711 00	Cost	47,930.60	(20,315.06)	27,615 54
HAWAIIAN ELECTRIC	3,000 00	Cost	78,528.00	(5,688 00)	72,840.00
HIGHMARK GENEVA GROWTH FUND CL C	1,738 330	Cost	35,010 50	(2,903 55)	32,106.95
HIGHMARK GENEVA SMALL CAP GROWTH FUND C	1,202 143	Cost	35,010 50	(3,081 59)	31,928 91
HONEYWELL INTERNATIONAL INC	2,000 00	Cost	75,190.74	12,629.26	87,820 00
HSBC HOLDINGS PLC NEW GB SPON	2,250 00	Cost	108,612.75	(23,022.75)	85,590 00
INTL BUSINESS MACHINES CORP	1,000 00	Cost	28,648 00	146,222 00	174,870 00

SCHEDULE B-1

Investments - Corporate Stock

Security	Shares	Valuation Method	Cost Basis (Book Value)	Unrealized Gain/(Loss)	Fair Market Value
JOHNSON & JOHNSON	1,000 00	Cost	25,398.00	38,292 00	63,690 00
JP MORGAN CHASE & CO	6,000 00	Cost	201,386.00	(20,666 00)	180,720 00
KELLOGG CO	2,000 00	Cost	98,782.85	7,597.15	106,380.00
KIMBERLY CLARK CORP	2,500.00	Cost	150,798.45	26,726.55	177,525.00
LILLY ELI & CO	4,000 00	Cost	144,517.36	3,362.64	147,880 00
MERCK & CO	2,500 00	Cost	24,975 00	56,775 00	81,750 00
NATIONAL GRID PLC NEW SPON ADR	2,000.00	Cost	86,640.10	12,559.90	99,200 00
NESTLE SPON ADR REP REG SHR	5,000 00	Cost	79,302.26	196,197.74	275,500.00
NOVARTIS AG ADR	4,000 00	Cost	164,252.44	58,827.56	223,080.00
OLD REPUBLIC INTL CORP	5,000 00	Cost	70,461.96	(25,861.96)	44,600.00
PFIZER INC	4,000 00	Cost	87,022.43	(16,302.43)	70,720 00
PROLOGIS INC COM	1,339 00	Cost	47,090.88	(14,620.13)	32,470.75
RAYTHEON CO (NEW)	400 00	Cost	9,504.97	6,843.03	16,348.00
ROCHE HOLDINGS LTD SPONS ADR SWITZ	1,000.00	Cost	43,166 00	(2,946.00)	40,220.00
ROYAL BANK OF CANADA CAD	3,000.00	Cost	158,708.11	(21,548.11)	137,160 00
ROYAL DUTCH SHELL PLC	4,000.00	Cost	212,923.83	33,156.17	246,080 00
SEADRILL LTD US LINE	2,000 00	Cost	43,885.63	11,174.37	55,060.00
SEMPRA ENERGY	2,500.00	Cost	80,700.00	48,050 00	128,750 00
SOUTHERN CO	3,000 00	Cost	75,507.18	51,602.82	127,110.00
STERICYCLE INC	500 00	Cost	44,172.15	(3,812.15)	40,360.00
SWISS RE LTD SPON ADR	500 00	Cost	22,807.04	397.96	23,205.00
SWISS REINS CO LTD CHF 0 1 CHF	2,500.00	Cost	146,268.84	(29,706.34)	116,562.50
TELEFONICA S A SPON ADR	2,100 00	Cost	42,851.53	(2,699.53)	40,152 00
TOTAL S.A. FRANCE SPON ADR	4,000 00	Cost	203,550.96	(28,070.96)	175,480 00
TRANSCANADA CORP (HOLDING CO)	1,000.00	Cost	44,316.75	(3,826.75)	40,490.00
VERIZON COMMUNICATIONS INC	2,000 00	Cost	60,673.84	12,926.16	73,600.00
WALT DISNEY CO HLDG CO	2,000 00	Cost	11,480 00	48,840 00	60,320.00
WASTE MGMT INC NEW	1,000.00	Cost	38,659.53	(6,099.53)	32,560 00
WELLS FARGO & CO NEW	1,000 00	Cost	28,858.15	(4,738.15)	24,120 00
TOTAL CORPORATE STOCKS			5,683,166.54	558,891.99	6,242,058.53

SCHEDULE B-2

Investments - Corporate Bonds

Security	Shares	Valuation Method	Cost Basis (Book Value)	Unrealized Gain/(Loss)	Fair Market Value
BANK OF AMERICA CORP NTS B/E 3/31/21	50,000 00	Cost	50,065.80	(6,940.80)	43,125.00
BARCLAYS DBL SHORT LEV 12/30/12	48,000 000	Cost	49,728.00	(23,534.40)	26,193.60
BLACKROCK HIGH YIELD BOND C	7,776 611	Cost	60,236.02	(4,633.26)	55,602.76
BNP PARIBAS US LLC 3/23/12	100,000 00	Cost	102,375.00	(624.00)	101,751.00
DEUTSCHE BANK AG 4/20/12	1,527 00	Cost	49,978.71	(9,377.31)	40,601.40
DEUTSCHE BANK AG TRIGGER YON 11/18/11	604 00	Cost	49,956.84	(10,431.69)	39,525.15
DEUTSCHE BANK AG TRIGGER YON IP 2/21/12	839.00	Cost	24,985.42	(4,892.21)	20,093.21
ESCROW GENERAL MOTORS	5,000 000	Cost	-	-	-
ESCROW GENERAL MOTORS CORP 7 20% 1/15/11	125,000 00	Cost	-	-	-
FORD MOTOR CREDIT CO NTS 7% 10/01/13	100,000 00	Cost	101,255.25	3,756.75	105,012.00
GE CAPITAL INTERNOTES CALLABLE 6% 9/15/23	50,000 00	Cost	50,380.25	(1,030.25)	49,350.00
GEN ELEC CAP CORP SER A 7% 5/9/18	150,000 00	Cost	152,253.85	(1,316.35)	150,937.50
HIGHMARK BOND FUND CLASS C	4,501 281	Cost	50,241.64	172.70	50,414.34
HSBC FIN CORP INTERNOTES 5% 7/15/14	50,000 00	Cost	50,000.00	107.00	50,107.00
HSBS FIN CORP INTERNOTES NTS0 4.7% 7/15/12	50,000 00	Cost	50,000.00	235.00	50,235.00
J P MORGAN CHASE 5.750% 1/2/13	100,000 00	Cost	112,754.00	(7,984.00)	104,770.00
J P MORGAN CHASE 10/19/11	644.00	Cost	99,929.48	334.88	100,264.36
J P MORGAN CHASE 2/29/12	1,091 00	Cost	49,978.71	(9,098.94)	40,879.77
J P MORGAN CHASE 7.5% 8/17/12	2,799 00	Cost	49,990.14	(1,175.58)	48,814.56
J P MORGAN CHASE 9.5% 8/24/12	341 00	Cost	24,947.56	(1,217.37)	23,730.19
ROYAL BANK OF CANADA 13 6% 3/29/12	601 00	Cost	49,949.11	(1,202.00)	48,747.11
ROYAL BANK OF CANADA 14 74% 3/29/12	1,235 00	Cost	49,968.10	(1,099.15)	48,868.95
ROYAL BANK OF CANADA 8.63% 9/21/12	5,509 00	Cost	99,988.35	(2,644.32)	97,344.03
ROYAL BANK OF CANADA TRIGGER YON RIG 1/27/12	387 00	Cost	24,938.28	(4,802.67)	20,135.61
ROYAL BANK OF CANADA TRIGGER YON SLW 1/27/12	632.00	Cost	24,970.32	(4,089.04)	20,881.28
UBS AG 12% 8/10/12	357 00	Cost	49,947.87	(6,201.09)	43,746.78
UBS AG TRIGGER YON HIG 10/21/11	1,865 00	Cost	49,982.00	(18,929.75)	31,052.25
UBS AG YON-CP BA 10/31/11	705 00	Cost	49,956.30	(2,968.05)	46,988.25
UBS AG YON-CP F 12/22/11	2,981 00	Cost	49,991.37	(18,988.97)	31,002.40
TOTAL CORPORATE BONDS			1,628,748.37	(138,574.87)	1,490,173.50

SCHEDULE D-1

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/ (Loss)
<u>SHORT TERM:</u>						
ATLANTIC PWR CORP NEW CAD	4,900 00	10/14/2010	5/10/2011	38,289 81	34,152 72	4,137 09
BARCLAYS BANK PLC YON-CP STT 4/29/2011 10 97%	1,207 00	10/27/2010	4/29/2011	49,993 94	49,993 94	0 00
BARCLAYS BANK TRIGGER YON FCX 8/31/2011 12 41%	964 00	2/24/2011	8/31/2011	49,993 04	49,993 04	0 00
BLACKROCK INC	300 00	11/8/2010	1/21/2011	53,167 41	48,900 00	4,267 41
CALL ANNALY CAPITAL	10 00	9/19/2011	8/18/2011	500 18	0 00	500 18
CALL BANK OF AMERICA CORP	30 00	5/23/2011	3/22/2011	704 73	0 00	704 73
CALL BANK OF AMERICA CORP	50 00	9/19/2011	8/18/2011	1,394 72	0 00	1,394 72
CALL BANK OF MONTREAL CA	10 00	10/20/2010	9/2/2010	1,369 72	0 00	1,369 72
CALL BANK OF MONTREAL CA	10 00	9/19/2011	5/10/2011	1,890 55	0 00	1,890 55
CALL BANK OF MONTREAL CA	10 00	5/10/2011	3/22/2011	994 72	340 24	654 48
CALL BARCLAYS PLC ADR	20 00	5/10/2011	3/22/2011	894 73	244 18	650 55
CALL BARCLAYS PLC ADR	20 00	9/19/2011	5/10/2011	1,242 29	0 00	1,242 29
CALL BLACKROCK INC	3 00	12/1/2010	11/12/2010	829 44	176 75	652 69
CALL CHEVRON CORP	5 00	5/10/2011	3/22/2011	737 25	75 12	662 13
CALL CHEVRON CORP	10 00	6/20/2011	5/10/2011	1,949 32	0 00	1,949 32
CALL CONOCOPHILLIPS	5 00	5/10/2011	3/22/2011	889 10	51 07	838 03
CALL EXXON MOBIL CORP	5 00	5/10/2011	3/22/2011	629 73	209 18	420 55
CALL GENL ELECTRIC CO	10 00	5/23/2011	3/22/2011	539 73	0 00	539 73
CALL JPMORGAN CHASE & CO	20 00	12/20/2010	9/2/2010	1,669 71	0 00	1,669 71
CALL JPMORGAN CHASE & CO	15 00	5/10/2011	3/22/2011	944 25	81 47	862 78
CALL JPMORGAN CHASE & CO	15 00	6/20/2011	5/10/2011	1,149 72	0 00	1,149 72
CALL MCDONALDS CORP	10 00	12/20/2010	9/2/2010	714 73	0 00	714 73
CALL ROYAL DUTCH SHELL P	10 00	5/23/2011	3/24/2011	794 73	0 00	794 73
CALL TOTAL S A FRANCES	10 00	5/23/2011	3/22/2011	1,619 71	0 00	1,619 71
CALL WELLS FARGO & CO NE	10 00	10/18/2010	9/2/2010	589.73	0 00	589 73
DEUTSCHE BANK AG TRIGGER PS DJGT 3/31/2016	5,000 00	3/28/2011	5/12/2011	49,754 75	50,000 00	(245 25)
DOW CHEMICAL	500 00	12/29/2009	12/17/2010	14,721 18	14,551 30	169 88
GENERAL MOTORS CO	26 00	7/28/2011	8/17/2011	602 74	0 00	602 74
HSBC USA INC YON-CP APC 4/21/2011 11 67%	867 00	10/15/2010	4/21/2011	49,973 88	49,973 88	0 00
HSBC USA INC YON-CP PRU 4/21/2011 10 60%	929 00	10/15/2010	4/21/2011	49,998 78	49,998 78	0 00
HSBC USA INC YON-CP HIG 6/22/2011 10 75%	1,934 00	12/16/2010	6/22/2011	49,974 56	49,974 56	0 00
JP MORGAN ALERIAN	2,000 00	10/11/2010	10/14/2010	70,127 56	70,230 03	(102 47)
OWENS & MINOR INC	1,500 00	10/27/2009	10/26/2010	42,289 79	41,044 35	1,245 44
POWERSECURE INTL INC	5,000 00	03/30/2011	8/17/2011	22,301 33	42,944 77	(20,643 44)
PROLOGIS INC COM	0 00	02/15/2011	6/6/2011	6 63	7 02	(0 39)
PRUDENTIAL FINANCIAL INC	300 00	11/11/2010	1/21/2011	18,021 50	16,350 00	1,671 50
REALTY INCOME CORP MD SBI	2,000 00	03/09/2011	5/20/2011	70,229 41	69,620 00	609 41
TELEFONICA S A SPOON	500 00	6/21/2010	11/2/2010	37,642.07	30,608 23	7,033 84
UBS AG	2,086 00	9/14/2010	12/13/2010	26,003 00	24,990 28	1,012 72
UBS AG YON-CP CHK 5/24/11 10 61%	2,247 00	11/18/2010	5/24/2011	49,995 75	49,995 75	0 00
UBS AG YON-CP WYNN 6/30/2011 13 40%	243 00	12/29/2010	6/30/2011	24,934 23	24,934 23	0 00
WTS AMERICAN INTL GROUP INC EXP 01/19/21	0 00	01/20/2011	1/20/2011	8 57	9 13	(0 56)
WTS AMERICAN INTL GROUP INC EXP 01/19/21	181 00	01/20/2011	5/3/2011	1,530 46	3,077 00	(1,546 54)
WTS GENERAL MOTORS CO EXP 07/10/16	23 00	VARIOUS	8/17/2011	329 93	0 00	329 93
WTS GENERAL MOTORS CO EXP 07/10/19	23 00	VARIOUS	8/17/2011	210 10	0 00	210 10
TOTAL SHORT TERM				792,149 21	772,527 02	19,622 19

SCHEDULE D-1

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/ (Loss)
<u>LONG TERM:</u>						
AMERICAN INTL GROUP INC COM NEW	340 00	VARIOUS	5/3/2011	10,502 95	263,640 00	(253,137 05)
AT&T INC	2,500 00	VARIOUS	VARIOUS	113,329 26	108,991 75	4,337 51
AUSTRALIA & NEW ZEALAND BKG GRP LTD SPONSRD	3,500 00	VARIOUS	6/9/2011	78,953 83	57,106 06	21,847 77
BANK OF NOVA SCOTIA	1,000 00	3/19/2004	9/30/2010	50,399 58	26,930 00	23,469 58
BARCLAYS BANK PLC YON-CP CAT 9/22/2011 8 75%	347 00	9/16/2010	9/22/2011	24,984 00	24,984 00	0 00
BARCLAYS BANK PLC YON-CP PFE 9/22/2011 7 50%	2,913.00	9/16/2010	9/22/2011	49,987 08	49,987 08	0 00
BRISTOL MYERS SQUIBB CO	2,000 00	VARIOUS	5/20/2011	53,964 90	53,721 09	243 81
CAPITAL TRUST INC (MARYLAND) NEW CL A SBI	3,000 00	7/23/2004	8/17/2011	8,636 72	73,200 00	(64,563 28)
CHEVRON	1,000 00	7/7/1995	12/17/2010	81,380 68	26,780 00	54,600 68
CONOCOPHILLIPS	3,000 00	VARIOUS	VARIOUS	205,229 32	174,640 00	30,589 32
DENTSPLY INTL INC	1,000 00	7/13/2005	5/20/2011	36,077 61	26,721 80	9,355 81
DEUTSCHE BANK AG YON-CP CME 8/31/2011 10 76%	194 00	8/27/2010	8/31/2011	49,807 56	49,807 56	0 00
DEUTSCHE BANK AG YON-CP JPM 8/31/2011 10 38%	5,464 00	8/27/2010	8/31/2011	199,982 40	199,982 40	0 00
DOW CHEMICAL	1,500 00	VARIOUS	12/17/2010	29,442 34	25,976 35	3,465 99
DU PONT DE NEMOURS	1,000 00	VARIOUS	10/15/2010	43,456 90	44,137 54	(680 64)
FORD MOTOR CO CAP TR II DUE 01/15/2032 CONV 6 50%	2,000 00	VARIOUS	3/15/2011	100,660 00	112,094 46	(11,434 46)
GENERAL MARITIME CORP	8,000 00	VARIOUS	6/29/2011	10,852 13	187,035 60	(176,183 47)
GENERAL MOTORS CO	964 00	VARIOUS	5/25/2011	29,698 76	69,107.08	(39,408 32)
JP MORGAN YON-CP PRU 7/26/2011 13 25%	931	7/20/2010	7/26/2011	49,957 46	49,957 46	0 00
KIMBERLY CLARK CORP	500 00	VARIOUS	5/20/2011	32,692 00	27,892 84	4,799 16
MCDONALDS CORP	1,000 00	VARIOUS	2/29/2011	82,785 87	69,225 04	13,560 83
MORGAN STANLEY 8 0000% DUE 07/30/11 CALLABLE	25,000 00	VARIOUS	VARIOUS	149,887 48	250,000 00	(100,112 52)
PFIZER INC	1,000 00	12/20/2001	5/10/2011	20,140 18	19,220 00	920 18
ROYAL BANK OF CANADA CAD	3,000 00	VARIOUS	8/17/2011	157,213 90	72,544 00	84,669 90
UBS AG YON-CP JPM 6/29/2011 10 58 %	1,285 00	6/23/2010	6/29/2011	49,973 65	49,973 65	0 00
UBS AG YON-CP KGC 9/30/2011 10 40%	1,315.00	9/28/2010	9/30/2011	24,985 00	24,985 00	0 00
VERIZON COMMUNICATIONS INC	1,000 00	12/29/2009	5/20/2011	37,154.61	31,825 78	5,328 83
WELLS FARGO & CO NEW 06 375% 080111 DTD073101 FC(100,000 00	6/5/2003	8/1/2011	100,000 00	122,249 00	(22,249 00)
WTS GENERAL MOTORS CO EXP 07/10/16	876 00	VARIOUS	5/25/2011	19,106 88	46,013 34	(26,906 46)
WTS GENERAL MOTORS CO EXP 07/10/19	876 00	VARIOUS	5/25/2011	13,864 35	35,696 03	(21,831 68)
ADJUSTMENT TO CURRENT YEAR BASIS	0 00	VARIOUS	VARIOUS	0 00	15,311 50	(15,311 50)
TOTAL LONG TERM				1,915,107 40	2,389,736 41	(474,629 01)
OVERALL TOTAL				2,707,256 61	3,162,263 43	(455,006 82)