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 12/01 **, 2010, and ending** 11/30,20 11

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

Name of foundation

WOODWARD, GEO. JR. & HARRIET E T/W
184-1513843636

A Employer identification number: 23-7750367

Number and street (or P O box number if mail is not delivered to street address) | Room/suite

1 WEST 4TH STREET D4000-041

B Telephone number (see page 10 of the instructions): (336) 747-8186

City or town, state, and ZIP code

WINSTON SALEM, NC 27101

C If exemption application is pending, check here ▶ [ ]
D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60 month termination under section 507(b)(1)(B), check here ▶ [ ]

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 24,534,661.

J Accounting method. [X] Cash [ ] Accrual
[ ] Other (specify) ____________
(Part I, column (d) must be on cash basis)

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	599,921.	599,921.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	235,340.			
	b Gross sales price for all assets on line 6a 4,151,882.				
	7 Capital gain net income (from Part IV, line 2)		235,340.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total** Add lines 1 through 11	835,261.	835,261.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	343,696.	257,772.		85,924.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 4	400.	NONE	NONE	400.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	35,411.	6,405.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses** Add lines 13 through 23	379,507.	264,177.	NONE	86,324.
	25 Contributions, gifts, grants paid	1,039,722.			1,039,722.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,419,229.	264,177.	NONE	1,126,046.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-583,968.			
	b **Net investment income** (if negative, enter -0-)		571,084.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	1,244,877.	1,294,763.	1,294,763.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶ NONE			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule) STMT 6		895,924.	910,702.
b Investments - corporate stock (attach schedule) STMT 7		8,449,270.	13,633,071.
c Investments - corporate bonds (attach schedule) STMT 9		104,154.	103,075.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) STMT 10	18,771,403.	8,713,070.	8,593,050.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	20,016,280.	19,457,181.	24,534,661.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27 Capital stock, trust principal, or current funds	20,016,280.	19,457,181.	
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)	20,016,280.	19,457,181.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	20,016,280.	19,457,181.	

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	20,016,280.
2 Enter amount from Part I, line 27a	2	-583,968.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	34,304
4 Add lines 1, 2, and 3	4	19,466,616.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	9,435.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,457,181.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 235,340.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 3

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	1,026,952.	23,333,363.	0.04401217261
2008	1,074,566.	21,442,929.	0.05011283673
2007	1,518,512.	27,194,461.	0.05583901810
2006	1,540,400.	30,782,012.	0.05004221297
2005	1,540,400.	29,019,726.	0.05308113523

2	Total of line 1, column (d)	2	0.25308737564
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	0.05061747513
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	24,796,265
5	Multiply line 4 by line 3	5	1,255,124.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,711.
7	Add lines 5 and 6	7	1,260,835.
8	Enter qualifying distributions from Part XII, line 4	8	1,126,046.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	11,422.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	11,422.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	11,422.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 25,069.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	25,069.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	13,647.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 11,070. **Refunded** ▶	11	2,577.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 13			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK, N.A. Telephone no ▶ (336)747-8186

Located at ▶ 1 W. 4TH ST., D4000-062, WINSTON-SALEM, NC ZIP + 4 ▶ 27101

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

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly).				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____ , ____ , ____ , ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		343,696.	-0-	-0-

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	23,624,229.
b	Average of monthly cash balances	1b	1,549,644.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	25,173,873.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) ... 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	25,173,873.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	377,608.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,796,265.
6	**Minimum investment return.** Enter 5% of line 5	6	1,239,813.

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	1,239,813.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	11,422.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	11,422.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,228,391.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,228,391.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,228,391.

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	1,126,046.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,126,046.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,126,046.

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				1,228,391.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			506,256.	
b	Total for prior years 20 08 ,20 ___ ,20 ___		NONE		
3	Excess distributions carryover, if any, to 2010				
a	From 2005 NONE				
b	From 2006 NONE				
c	From 2007 NONE				
d	From 2008 NONE				
e	From 2009 NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 1,126,046.				
a	Applied to 2009, but not more than line 2a			506,256.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d	Applied to 2010 distributable amount				619,790.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below.**				
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e	Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				608,601.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2006 NONE				
b	Excess from 2007 NONE				
c	Excess from 2008 NONE				
d	Excess from 2009 NONE				
e	Excess from 2010 NONE				

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

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

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a 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 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))

N/A

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.

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 16				
Total . . . . ▶ 3a				1,039,722.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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					
4 Dividends and interest from securities			14	599,921.	
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	235,340.	
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)				835,261.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 835,261.

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

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions)
	NOT APPLICABLE

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

S.V.P.

Wells Fargo Bank, N.A. | 05/09/2013 | Trustee

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					20,432.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					14,244.	
		250000. FED HOME LN BK 4.750% 12/1 PROPERTY TYPE: SECURITIES					02/06/2007	12/10/2010
250,000.00		250,000.00						
		200000. UNITED STATES TREAS DTD 2/15/200 PROPERTY TYPE: SECURITIES					04/06/2001	02/15/2011
200,000.00		201,500.00					-1,500.00	
		200000. FED HOME LN MTG CORP 1.800% 2/2 PROPERTY TYPE: SECURITIES					02/24/2010	02/25/2011
200,000.00		200,154.00					-154.00	
		200000. FED HOME LN MTG CORP 1.220% 3/0 PROPERTY TYPE: SECURITIES					02/24/2010	03/08/2011
200,000.00		200,408.00					-408.00	
		7000. COLGATE-PALMOLIVE CO COM PROPERTY TYPE: SECURITIES					09/20/1991	03/11/2011
551,355.00		71,234.00					480,121.00	
		5000. CONSTELLATION ENERGY GRP INC COM PROPERTY TYPE: SECURITIES					06/17/2010	03/11/2011
159,857.00		182,950.00					-23,093.00	
		1600. DEERE & CO COM PROPERTY TYPE: SECURITIES					09/10/2004	03/11/2011
139,497.00		50,734.00					88,763.00	
		1850. L-3 COMMUNICATIONS HLDGS INC COM PROPERTY TYPE: SECURITIES					06/17/2010	03/11/2011
146,923.00		151,923.00					-5,000.00	
		5550. QUALCOMM INC COM W/RTS ATTACHED PROPERTY TYPE: SECURITIES					06/24/2005	03/11/2011
298,432.00		188,034.00					110,398.00	
		8551. WEYERHAEUSER CO COM PROPERTY TYPE: SECURITIES					09/02/2010	03/11/2011
205,061.00		217,124.00					-12,063.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		250000. UNITED STATES TREAS BD DTD 08/15					08/23/2001	08/15/2011
		PROPERTY TYPE: SECURITIES						
250,000.00		252,148.00					-2,148.00	
		13400. CISCO SYS INC COM W/RIGHTS ATTACH					10/01/2008	09/09/2011
		PROPERTY TYPE: SECURITIES						
215,594.00		294,758.00					-79,164.00	
		10000. HEWLETT-PACKARD CO COM					04/09/2008	09/09/2011
		PROPERTY TYPE: SECURITIES						
235,551.00		457,258.00					-221707.00	
		3250. PNC FINL SVCS GROUP INC COM W/RIGH					11/29/2010	09/09/2011
		PROPERTY TYPE: SECURITIES						
153,269.00		175,371.00					-22,102.00	
		2850. ROSS STORES INC COM					10/01/2008	09/09/2011
		PROPERTY TYPE: SECURITIES						
211,667.00		104,044.00					107,623.00	
		8720.93 ARTISAN FDS INC SMALL CAP FD #66					04/27/2005	11/21/2011
		PROPERTY TYPE: SECURITIES						
150,000.00		133,256.00					16,744.00	
		16194.332 DELAWARE POOLED TR INTL EQUITY					04/11/2008	11/21/2011
		PROPERTY TYPE: SECURITIES						
200,000.00		347,368.00					-147368.00	
		6767.208 HARBOR FD INTL FD					04/11/2008	11/21/2011
		PROPERTY TYPE: SECURITIES						
350,000.00		438,278.00					-88,278.00	
TOTAL GAIN(LOSS)							235,340.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC COM	6,720.	6,720.
AT&T INC	15,480.	15,480.
AMERICAN EXPRESS CO COM	3,240.	3,240.
AMERIPRISE FINANCIAL INC	3,480.	3,480.
AMGEN INC COM W/RTS ATTACHED EXP 03/21/2	784.	784.
ARCHER DANIELS MIDLAND CO COM	750.	750.
BRISTOL-MYERS SQUIBB CO COM	19,800.	19,800.
CARDINAL HLTH INC COM	6,560.	6,560.
CENTURYTEL INC COM	11,600.	11,600.
CHEVRONTEXACO CORP COM	27,450.	27,450.
CHUBB CORP COM	7,392.	7,392.
CISCO SYS INC COM W/RIGHTS ATTACHED EXPI	1,608.	1,608.
COHEN & STEERS INSTL RLTY SHRS #1263	4,189.	4,189.
COLGATE-PALMOLIVE CO COM	10,520.	10,520.
CONSTELLATION ENERGY GRP INC COM	2,400.	2,400.
DEERE & CO COM	14,240.	14,240.
DELAWARE POOLED TR INTL EQUITY PORTFOLIO	36,397.	36,397.
EXXON MOBIL CORP COM	17,745.	17,745.
FED HOME LN MTG CORP 1.220% 3/08/12	1,220.	1,220.
FED HOME LN MTG CORP 1.800% 2/25/13	1,800.	1,800.
FED HOME LN BK 4.750% 12/10/10	8,340.	8,340.
FED NATL MTG ASSN 4.750% 11/19/12	831.	831.
FED NATL MTG ASSN 3.250% 4/09/13	16,250.	16,250.
GENERAL ELEC CO COM	12,760.	12,760.
HARBOR FD INTL FD	24,524.	24,524.
HEWLETT-PACKARD CO COM	2,800.	2,800.
HOME DEPOT INC COM	7,397.	7,397.
INTEL CORP COM	17,372.	17,372.
INTL BUSINESS MACHINES CORP COM	7,280.	7,280.
IBM CORP 2.100% 5/06/13	105.	105.
ISHARES MSCI CANADA	1,723.	1,723.
JP MORGAN CHASE & CO COM	5,880.	5,880.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JOHNSON & JOHNSON COM	18,204.	18,204.
KRAFT FOODS INC-A COM	5,800.	5,800.
L-3 COMMUNICATIONS HLDGS INC COM	1,573.	1,573.
MCDONALDS CORP COM	11,956.	11,956.
MICROSOFT CORP COM	5,098.	5,098.
NEXTERA ENERGY INC	7,525.	7,525.
ORACLE CORP COM	600.	600.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	14,596.	14,596.
PNC FINL SVCS GROUP INC COM W/RIGHTS ATT	2,600.	2,600.
PIMCO EMERGING LOCAL BOND IS #332	12,619.	12,619.
PRAXAIR INC COM	11,700.	11,700.
T ROWE PRICE INST EM MKT EQ #146	1,763.	1,763.
PROCTER & GAMBLE CO COM	22,419.	22,419.
QUALCOMM INC COM W/RTS ATTACHED	6,159.	6,159.
ROSS STORES INC COM	6,724.	6,724.
TARGET CORP COM	8,925.	8,925.
TEXAS INSTRS INC COM	5,600.	5,600.
3M CO COM	4,785.	4,785.
UNITED STATES TREAS DTD 2/15/2001 5% 02/	5,000.	5,000.
UNITED STATES TREAS BD DTD 08/15/2001 5%	12,500.	12,500.
US TREASURY NOTES 4.000% 11/15/12	9,000.	9,000.
UNITED TECHNOLOGIES CORP COM	4,344.	4,344.
VANGUARD TOTL BD MARKET IND SGN 1351	39,069.	39,069.
WELLS FARGO ADV INTL BOND-IS #4705	23,347.	23,347.
WF FDS TR ADV S/C VAL FD INSL #3150	1,902.	1,902.
WESTERN ASSET CORE PLUS BOND-I #287	44,322.	44,322.
WYNN RESORTS LTD	900.	900.
ACE LIMITED	6,052.	6,052.
TE CONNECTIVITY LTD	2,754.	2,754.
TYCO ELECTRONICS LTD F	2,448.	2,448.
FEDERATED TREAS OBL FD 68	39.	39.
WF ADV HERITAGE MM FD-INSTL #3106	961.	961.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	TOTAL	599,921.	599,921.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	400.			400.
TOTALS	400.	NONE	NONE	400.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	3,937.	
FEDERAL ESTIMATES - PRINCIPAL	25,069.	
FOREIGN TAXES ON QUALIFIED FOR	6,107.	6,107.
FOREIGN TAXES ON NONQUALIFIED	298.	298.
TOTALS	35,411.	6,405.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
31398AMW9 FED NATL MTG ASSN	511,104.	520,415.
31398AU34 FED NATL MTG ASSN	79,472.	78,778.
31398AHZ8 FED NATL MTG ASSN	79,082.	78,274.
912828AP5 US TREASURY NOTES	226,266.	233,235.
TOTALS	895,924.	910,702.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
437076102 HOME DEPOT INC	228,600.	294,150.
580135101 MCDONALDS CORP	308,800.	468,048.
778296103 ROSS STORES INC	195,311.	476,632.
87612E106 TARGET CORP	293,220.	447,950.
983134107 WYNN RESORTS LTD	272,269.	217,008.
194162103 COLGATE PALMOLIVE CO	30,529.	274,500.
50075N104 KRAFT FOODS INC	149,850.	180,750.
742718109 PROCTER & GAMBLE CO	401,043.	703,813.
166764100 CHEVRON CORP	33,530.	940,803.
30231G102 EXXON MOBIL CORP	109,611.	784,290.
001055102 AFLAC INC	242,767.	243,264.
025816109 AMERICAN EXPRESS CO	191,340.	216,180.
03076C106 AMERIPRISE FINL INC	179,736.	183,640.
084670108 BERKSHIRE HATHAWAY	200,753.	711,000.
171232101 CHUBB CORP	190,601.	323,712.
46625H100 JPMORGAN CHASE & CO	274,091.	227,630.
031162100 AMGEN INC	164,572.	162,148.
110122108 BRISTOL MYERS SQUIBB	330,004.	490,800.
14149Y108 CARDINAL HEALTH INC	282,284.	339,680.
478160104 JOHNSON & JOHNSON	466,908.	530,704.
58405U102 MEDCO HEALTH SOLUTIO	303,185.	283,350.
244199105 DEERE & CO	285,378.	713,250.
369604103 GENERAL ELECTRIC	83,417.	350,020.
438516106 HONEYWELL INTERNATIO	265,130.	316,778.
913017109 UNITED TECHNOLOGIES	176,496.	183,840.
88579Y101 3M CO	180,818.	178,288.
458140100 INTEL CORP	555,776.	592,858.
459200101 INTERNATIONAL BUSINE	285,950.	488,800.
594918104 MICROSOFT CORP	276,292.	203,745.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
68389X105 ORACLE CORP	264,580.	313,500.
747525103 QUALCOMM INC	169,400.	274,000.
882508104 TEXAS INSTRUMENTS IN	251,080.	301,000.
74005P104 PRAXAIR INC	156,456.	612,000.
00206R102 AT&T INC	401,603.	260,820.
156700106 CENTURYLINK INC	139,679.	150,080.
65339F101 NEXTERA ENERGY	108,211.	194,040.
TOTALS	8,449,270.	13,633,071.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
459200GR6 IBM CORP	25,657.	25,528.
478160AP9 JOHNSON & JOHNSON	26,200.	25,747.
4662RHHR4 JPMORGAN CHASE & CO	25,662.	25,407.
594918AB0 MICROSOFT CORP	26,635.	26,393.
TOTALS	104,154.	103,075.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
464287176 ISHARES BARCLASY TIP	C	599,536.	601,094.
693390700 PIMCO TOTAL RETURN	C	410,000.	432,043.
921937868 VANGUARD TOTAL BOND	C	1,160,000.	1,218,334.
957663503 WESTERN ASSETS CORE	C	960,577.	1,156,224.
72201F516 PIMCO EMERGING LOCAL	C	350,000.	341,985.
94985D582 WELLS FARGO ADVTG	C	601,795.	620,378.
H0023R105 ACE LIMITED	C	190,673.	309,409.
H84989104 TE CONNECTIVITY LTD	C	220,081.	242,582.
04314H105 ARTIASN FDS INC	C	466,744.	557,161.
949921845 WELLS FARGO FDS TR	C	181,000.	192,041.
246248306 DELAWARE POOLED TR	C	1,252,632.	802,381.
411511306 HARBOR INTERNATIONAL	C	1,061,502.	968,645.
464286509 ISHARES MSCI CANADA	C	200,259.	170,252.
74144Q203 T ROWE PRICE INTSTIT	C	358,000.	300,474.
922042858 VANGUARD MSCI EMERGI	C	150,116.	160,627.
19247U106 COHN & STEER INSTITU	C	350,000.	341,927.
870297801 ELEMENTS ROGERS TOTA	C	200,155.	177,493.
TOTALS		8,713,070.	8,593,050.

WOODWARD, GEO. JR. & HARRIET E T/W 23-7750367

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

DESCRIPTION	AMOUNT
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	9,288
SALES WITH GAIN POSTING CURRENT TAX YEAR EFFECTIVE PREV	25,009
ROUNDING	7.
TOTAL	34,304

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

DESCRIPTION	AMOUNT
MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE	8,967
ADJ FOR ACCRUED INTEREST	468
TOTAL	9,435.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
PA

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

OFFICER NAME:
WELLS FARGO BANK, N.A.
ADDRESS:
1525 WEST W.T. HARRIS BLVD.
CHARLOTTE, NC 28288-5709
TITLE:
CO-TRUSTEE
COMPENSATION .... 171,848.

OFFICER NAME:
JAMES STEVENS
ADDRESS:
1250 W GERMANTOWN PIKE, SUITE 300
PLYMOUTH MEETING, PA 19462-2444
TITLE:
CO-TRUSTEE
COMPENSATION .... 171,848.

OFFICER NAME:
MR. EMORY A. WYNAT, JR
ADDRESS:
1250 W. GERMANTOWN PIKE, SUITE 300
PLYMOUTH MEETING, PA 19462-2444
TITLE:
CO-TRUSTEE

TOTAL COMPENSATION: 343,696.

RECIPIENT NAME:
THE ACADEMY OF NATURAL SCIENCES
ATTENTION: DAVID RUSENKO
ADDRESS:
1900 BENJAMIN FRANKLIN PARKWAY
PHILADELPHIA, PA 19103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 173,287.

RECIPIENT NAME:
PENN ACADEMY OF THE FINE ARTS
ADDRESS:
128 N. BROAD STREET
PHILADELPHIA, PA 19102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 173,287.

RECIPIENT NAME:
THE PHILADELPHIA ORCHESTRA
ADDRESS:
260 S. BROAD STREET, 16TH FLOOR
PHILADELPHIA, PA 19102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 173,287.

RECIPIENT NAME:
CHURCH OF ST MARTIN IN THE FIELD
ADDRESS:
8000 ST MARTIN'S LANE
PHILADELPHIA, PA 19118
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 173,287.

RECIPIENT NAME:
UNIVERSITY OF PA
ADDRESS:
3451 WALNUT STREET
PHILADELPHIA, PA 19104-6205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 173,287.

RECIPIENT NAME:
PHILADELPHIA MUSEUM OF ART
ADDRESS:
26TH ST & FRANKLIN PARKWA
PHILADELPHIA, PA 19101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 173,287.

TOTAL GRANTS PAID: 1,039,722.

FEDERAL FOOTNOTES

RETURN HAS BEEN AMENDED TO CORRECT THE ALLOCATION OF TRUSTEE FEES BETWEEN NET INVESTMENT INCOME AND QUALIFIED CHARITABLE DISBURSEMENTS.

WOODWARD, GEO. JR. & HARRIET E T/W 23-7750367

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
5000. CONSTELLATION ENERGY	06/17/2010	03/11/2011	159,857.00	182,950.00	-23,093.00
1850. L-3 COMMUNICATIONS	06/17/2010	03/11/2011	146,923.00	151,923.00	-5,000.00
8551. WEYERHAEUSER CO COM	09/02/2010	03/11/2011	205,061.00	217,124.00	-12,063.00
3250. PNC FINL SVCS GROUP					
INC COM W/RIGHTS ATTACHED EXP 5/25/20	10/29/2010	09/09/2011	153,269.00	175,371.00	-22,102.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			665,110.00	727,368.00	-62,258.00
Totals			665,110.00	727,368.00	-62,258.00

WOODWARD, GEO. JR. & HARRIET E T/W 23-7750367

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
250000. FED HOME LN BK					
4.750% 12/10/10	02/06/2007	12/10/2010	250,000.00	250,000.00	
200000. UNITED STATES					
TREAS DTD 2/15/2001 5% 02/15/2011	04/06/2001	02/15/2011	200,000.00	201,500.00	-1,500.00
200000. FED HOME LN MTG					
CORP 1.800% 2/25/13	02/24/2010	02/25/2011	200,000.00	200,154.00	-154.00
200000. FED HOME LN MTG					
CORP 1.220% 3/08/12	02/24/2010	03/08/2011	200,000.00	200,408.00	-408.00
7000. COLGATE-PALMOLIVE CO	09/20/1991	03/11/2011	551,355.00	71,234.00	480,121.00
1600. DEERE & CO COM	09/10/2004	03/11/2011	139,497.00	50,734.00	88,763.00
5550. QUALCOMM INC COM	06/24/2005	03/11/2011	298,432.00	188,034.00	110,398.00
250000. UNITED STATES					
TREAS BD DTD 08/15/2001 5%	08/23/2001	08/15/2011	250,000.00	252,148.00	-2,148.00
13400. CISCO SYS INC COM					
W/RIGHTS ATTACHED EXPIRING 6/10/2008	10/01/2008	09/09/2011	215,594.00	294,758.00	-79,164.00
10000. HEWLETT-PACKARD CO	04/09/2008	09/09/2011	235,551.00	457,258.00	-221,707.00
2850. ROSS STORES INC COM	10/01/2008	09/09/2011	211,667.00	104,044.00	107,623.00
8720.93 ARTISAN FDS INC	04/27/2005	11/21/2011	150,000.00	133,256.00	16,744.00
16194.332 DELAWARE POOLED					
TR INTL EQUITY PORTFOLIO	04/11/2008	11/21/2011	200,000.00	347,368.00	-147,368.00
6767.208 HARBOR FD INTL FD	04/11/2008	11/21/2011	350,000.00	438,278.00	-88,278.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			3,452,096.00	3,189,174.00	262,922.00
Totals			3,452,096.00	3,189,174.00	262,922.00

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FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	14,831.00	
T ROWE PRICE INST EM MKT EQ #146	459.00	
T ROWE PRICE INST EM MKT EQ #146	1,041.00	
T ROWE PRICE INST EM MKT EQ #146	247.00	
T ROWE PRICE INST EM MKT EQ #146	560.00	
VANGUARD TOTL BD MARKET IND SGN 1351	1,779.00	
WELLS FARGO ADV INTL BOND-IS #4705	1,513.00	
FEDERATED TREAS OBL FD 68	3.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		20,432.00

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

	1,263.00	
COHEN & STEERS INSTL RLTY SHRS #1263	763.00	
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	6,781.00	
VANGUARD TOTL BD MARKET IND SGN 1351	3,446.00	
WELLS FARGO ADV INTL BOND-IS #4705	281.00	
WEYERHAEUSER CO COM	1,710.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		14,244.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		14,244.00

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