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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 12/1/2010, and ending 11/30/2011

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

Name of foundation MARY TILTON CHARITABLE TRUST 716024		A Employer identification number 95-6020126
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N.A PO Box 63954 MAC A0348-012		B Telephone number (see page 10 of the instructions) (888) 730-4933
City or town, state, and ZIP code SAN FRANCISCO CA 94163		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,528,972	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	0	0		
4 Dividends and interest from securities	80,116	80,116		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	19,463			
b Gross sales price for all assets on line 6a	633,510			
7 Capital gain net income (from Part IV, line 2)		19,463		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	2,870	2,870	0	
12 Total. Add lines 1 through 11	102,449	102,449	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	25,239	18,929		6,310
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	926	0	0	926
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	2,540	571	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	1,041	1,031	0	10
24 Total operating and administrative expenses. Add lines 13 through 23	29,746	20,531	0	7,246
25 Contributions, gifts, grants paid	185,758			185,758
26 Total expenses and disbursements. Add lines 24 and 25	215,504	20,531	0	193,004
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-113,055			
b Net investment income (if negative, enter -0-)		81,918		
c Adjusted net income (if negative, enter -0-)			0	

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

(HTA)

Form **990-PF** (2010)

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Form 990-PF (2010) MARY TILTON CHARITABLE TRUST 716024

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	0	0	
	2 Savings and temporary cash investments	77,875	75,889	75,889
	3 Accounts receivable <input type="checkbox"/> 0			
	Less allowance for doubtful accounts <input type="checkbox"/> 0	0	0	0
	4 Pledges receivable <input type="checkbox"/> 0			
	Less allowance for doubtful accounts <input type="checkbox"/> 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) <input type="checkbox"/> 0			
	Less allowance for doubtful accounts <input type="checkbox"/> 0	0	0	0
	8 Inventories for sale or use	0	0	
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	987,967	0	0
	c Investments—corporate bonds (attach schedule)	859,379	0	0
Liabilities	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> 0			
	Less accumulated depreciation (attach schedule) <input type="checkbox"/> 0	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	615,490	2,368,658	2,453,083
	14 Land, buildings, and equipment basis <input type="checkbox"/> 0			
	Less accumulated depreciation (attach schedule) <input type="checkbox"/> 0	0	0	0
	15 Other assets (describe <input type="checkbox"/>)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,540,711	2,444,547	2,528,972
	17 Accounts payable and accrued expenses	0	0	
	18 Grants payable			
	19 Deferred revenue	0	0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe <input type="checkbox"/>)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,540,711	2,444,547	
	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)	2,540,711	2,444,547	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,540,711	2,444,547	

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	2,540,711
2	Enter amount from Part I, line 27a	2	-113,055
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	3	17,429
4	Add lines 1, 2, and 3	4	2,445,085
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> COST BASIS ADJUSTMENT	5	538
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,444,547

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	19,463
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8			3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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	73,513	2,531,603	0.029038
2008	72,825	2,211,200	0.032935
2007	201,166	2,839,890	0.070836
2006	105,269	3,123,311	0.033704
2005	151,735	2,915,597	0.052043
2 Total of line 1, column (d)			2 0.218556
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 0.043711
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 2,700,021
5 Multiply line 4 by line 3			5 118,021
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 819
7 Add lines 5 and 6			7 118,840
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 193,004

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	819
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3 Add lines 1 and 2	3	819
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	819
6 Credits/Payments		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,088
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	0
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	2,088
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,269
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 1,269 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► WELLS FARGO BANK N A	Telephone no ► 888-730-4933		
Located at ► PO Box 63954 MAC A0348-012 SAN FRANCISCO CA		ZIP+4 ► 94163		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20_____ , 20_____ , 20_____ , 20_____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20_____ , 20_____ , 20_____ , 20_____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
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) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. PO Box 63954 MAC A0348-012 SAN FRANCIS	Trustee	4 00 25,239	0	0
		00	0	0
		00	0	0
		00	0	0
		00	0	0

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

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

Total number of other employees paid over \$50,000 ☐ 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	0
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,658,782
b	Average of monthly cash balances	1b	82,356
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,741,138
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,741,138
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	41,117
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,700,021
6	Minimum investment return. Enter 5% of line 5	6	135,001

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	135,001
2a	Tax on investment income for 2010 from Part VI, line 5	2a	819
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	819
3	Distributable amount before adjustments Subtract line 2c from line 1	3	134,182
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	134,182
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	134,182

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	193,004
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	193,004
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	819
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	192,185

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				134,182
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			118,352	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 193,004				
a Applied to 2009, but not more than line 2a			118,352	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2010 distributable amount				74,652
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				59,530
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2006	0			
b Excess from 2007	0			
c Excess from 2008	0			
d Excess from 2009	0			
e Excess from 2010	0			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2010)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	185,758
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1	Program service revenue					
a			0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
f			0		0	0
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	80,116	
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	19,463	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a <u>OTHER INCOME FROM K-1</u>		0	01	2,870	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
12	Subtotal. Add columns (b), (d), and (e)		0		102,449	0
13	Total. Add line 12, columns (b), (d), and (e)				13	102,449

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

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

[illegible]

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?

- (1) Cash

- (2) Other assets**

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization**

- (2) Purchases of assets from a noncharitable exempt organization**

- (3) Rental of facilities, equipment, or other assets**

- #### (4) Reimbursement arrangements

- (5) Loans or loan guarantees

- (6) Performance of services or membership or fundraising solicitations

- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b** If "Yes," complete the following schedule

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

**Sign
Here**

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

John A Sulentic

2/10/2012

VP AND TAX DIRECTOR

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

Joseph J. Castriano

2/10/2012

P01251603

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN ► 13-4008324

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

Phone no	412-355-6000
----------	--------------

MARY TILTON CHARITABLE TRUST 716024

95-6020126 Page 1 of 1

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

Recipient(s) paid during the year

Name

AMERICAN CANCER SOCIETY

Street

P O BOX 720366

City

OKLAHOMA CITY

State

OK

Zip Code

73162

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

69,659

Name

AMERICAN HEART ASSOCIATION

Street

1710 GILBRETH RD

City

BURLINGAME

State

CA

Zip Code

94010-1317

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

92,879

Name

THE BLALOCK FOUNDATION

Street

2001 WILSHIRE BLVD, SUITE 325

City

SANTA MONICA

State

CA

Zip Code

90404

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

23,220

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

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

Long Term CG Distributions										Amount			
Short Term CG Distributions													
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				
									Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation
1	X	VANGARD MSCI EMERGING M	922042858			11/22/2010		4/29/2011	4,071	3,806			265
2	X	VANGARD MSCI EMERGING M	922042858			2/7/2011		4/29/2011	2,965	2,769			196
3	X	VANGUARD REIT VIPER	922908553			7/22/2010		2/7/2011	1,770	1,497			273
4	X	VANGUARD REIT VIPER	922908553			11/22/2010		2/7/2011	2,456	2,284			172
5	X	VANGUARD REIT VIPER	922908553			2/22/2010		2/7/2011	8,909	6,955			1,954
6	X	VANGUARD REIT VIPER	922908553			2/22/2010		4/29/2011	4,866	3,522			1,344
7	X	VANGUARD REIT VIPER	922908553			1/20/2004		4/29/2011	27,719	19,313			8,406
8	X	VANGUARD REIT VIPER	922908553			1/20/2004		8/15/2011	5,500	4,249			1,251
9	X	VANGUARD REIT VIPER	922908553			1/20/2004		10/13/2011	4,201	3,476			725
10	X	WELLS FARGO ADV INTL BON	922908553			10/12/2010		8/15/2011	89,431	88,425			1,006
11	X	WELLS FARGO ADV INTL BON	94985D582			5/3/2011		8/15/2011	763	739			24
12	X	WELLS FARGO ADV INTL BON	94985D582			7/26/2010		8/15/2011	26,742	24,227			2,515
13	X	TAXABLE TOTAL RETURN BO	991283912			4/29/2011		10/14/2011	17,062	17,016			46
14	X	TAXABLE TOTAL RETURN BO	991283912			2/7/2011		10/14/2011	22,249	21,806			443
15	X	TAXABLE SHORT-TERM BON	999612906			4/30/2010		2/7/2011	30,021	30,164			-143
16	X	TAXABLE SHORT-TERM BON	999612906			4/30/2010		4/29/2011	17,267	17,455			-188
17	X	TAXABLE SHORT-TERM BON	999612906			7/22/2010		4/29/2011	7,436	7,502			-66
18	X	TAXABLE SHORT-TERM BON	999612906			7/22/2010		8/15/2011	7,823	7,919			-96
19	X	TAXABLE SHORT-TERM BON	999612906			1/15/2004		8/15/2011	27,124	27,351			-227
20	X	TAXABLE INTERMEDIATE TER	999708902			4/29/2011		10/14/2011	9,555	9,634			-79
21	X	CREDIT SUISSE COMM RT ST	22544R305			10/12/2010		2/7/2011	10,573	10,125			448
22	X	CREDIT SUISSE COMM RT ST	22544R305			10/12/2010		4/29/2011	5,625	4,990			635
23	X	DIAMOND HILL LONG-SHORT	25264S833			5/4/2010		2/7/2011	1,013	959			54
24	X	DIAMOND HILL LONG-SHORT	25264S833			5/3/2011		10/13/2011	393	427			-34
25	X	DIAMOND HILL LONG-SHORT	25264S833			5/4/2010		10/13/2011	3,755	3,734			21
26	X	DREYFUS EMG MKT DEBT LG	261980494			10/12/2010		4/29/2011	1,276	1,252			24
27	X	HUSSMAN STRATEGIC GROW	448108100			2/11/2008		8/15/2011	8,327	10,461			-2,134
28	X	HUSSMAN STRATEGIC GROW	448108100			2/11/2008		10/13/2011	4,022	4,891			-869
29	X	HUSSMAN STRATEGIC GROW	448108100			2/19/2008		10/13/2011	6,849	8,249			-1,400
30	X	ISHARES IBOX \$ INV GR CO	464287242			2/6/2009		2/7/2011	55,617	51,043			4,574
31	X	ISHARES IBOX \$ INV GR CO	464287242			4/30/2010		2/7/2011	2,246	2,248			-2
32	X	ISHARES MSCI EAFE	464287465			11/22/2010		2/7/2011	7,282	6,857			425
33	X	ISHARES IBOX \$ INV GR CO	464287242			5/7/2009		2/7/2011	6,096	5,525			571
34	X	ISHARES IBOX \$ INV GR CO	464287242			2/22/2010		2/7/2011	749	730			19
35	X	ISHARES MSCI EAFE	464287465			11/22/2010		4/29/2011	3,251	2,914			337
36	X	ISHARES MSCI EAFE	464287465			11/22/2010		8/15/2011	17,003	18,113			-1,110
37	X	ISHARES MSCI EAFE	464287465			12/31/2009		8/15/2011	2,682	2,780			-98
38	X	ISHARES MSCI EAFE	464287465			12/31/2009		10/13/2011	7,866	8,506			-640
39	X	ISHARES S&P MIDCAP 400 GF	464287606			4/30/2010		2/7/2011	9,492	8,083			1,409
40	X	ISHARES S&P MIDCAP 400 GF	464287606			4/30/2010		4/29/2011	3,526	2,784			742
41	X	ISHARES S&P MIDCAP 400 GF	464287606			8/15/2011		10/13/2011	4,742	4,825			-83
42	X	ISHARES S&P MIDCAP 400 VA	464287705			2/7/2011		4/29/2011	1,052	1,000			52
43	X	ISHARES S&P MIDCAP 400 VA	464287705			2/7/2011		10/13/2011	213	250			-37
44	X	ISHARES S&P MIDCAP 400 VA	464287705			4/30/2010		10/13/2011	3,406	3,659			-253
45	X	ISHARES TR SMALLCAP 600 I	464287804			10/7/2010		2/7/2011	8,062	6,896			1,166
46	X	ISHARES TR SMALLCAP 600 I	464287804			10/7/2010		4/29/2011	4,604	3,658			946
47	X	ISHARES TR SMALLCAP 600 I	464287804			8/15/2011		10/13/2011	7,809	7,853			-44
48	X	MERGER FD SH BEN INT #260	589509108			10/12/2010		10/13/2011	1,824	1,850			-26
49	X	MERGER FD SH BEN INT #260	589509108			11/24/2010		10/13/2011	456	464			-8
50	X	MERGER FD SH BEN INT #260	589509108			2/9/2011		10/13/2011	1,575	1,600			-25
51	X	MERGER FD SH BEN INT #260	589509108			5/3/2011		10/13/2011	835	864			-29
Totals									633,510	614,047			19,463
Securities									0	0			0
Other sales									0	0			0

Amount

Line 11 (990-PF) - Other Income

		2,870	2,870	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	PARTNERSHIP K-1	2,870	2,870	
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 16b (990-PF) - Accounting Fees

		926	0	0	926
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	926			926
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX				
2	ESTIMATED EXCISE TAX PAID	1,969			
3	FOREIGN TAX WITHHELD	571	571		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		1,041	1,031	0	10
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	TRUSTEE FEES				
3	ADR FEES				
4	STATE AG FEES	10			10
5	PARTNERSHIP EXPENSES	1,031	1,031		
6					
7					
8					
9					
10					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		987,967	0	1,058,033	0
	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			987,967		1,058,033
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		859,379		0		883,089		0	
	Description	Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year		
1	CORPORATE BONDS			859,379		883,089			
2									
3									
4									
5									
6									
7									
8									
9									
10									

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

	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	INVESTMENTS-OTHER		615,490	2,368,658	2,453,083
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	CTF BOOK TO TAX DIFFERENCE	1	1,498
2	UNDISTRIBUTED CTF CAPITAL GAIN	2	5,146
3	PARTNERSHIP INCOME ADJUSTMENT	3	10,785
4	Total	4	17,429

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	538
2	Total	2	538

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

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals		Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						Long Term CG Distributions	Short Term CG Distributions								
						Amount	0								
1	VANGARD MSCI EMERGING MARKETS	922042858		11/22/2010	4/29/2011			4,071	0	3,806	265			0	19,463
2	VANGARD MSCI EMERGING MARKETS	922042858		2/7/2011	4/29/2011			2,965	0	2,769	196			0	196
3	VANGUARD REIT VIPER	922908553		7/22/2010	2/7/2011			2,456	0	2,284	172			0	273
4	VANGUARD REIT VIPER	922908553		2/22/2010	2/7/2011			8,909	0	6,955	1,954			0	1,954
5	VANGUARD REIT VIPER	922908553		2/22/2010	4/29/2011			4,866	0	3,522	1,344			0	1,344
6	VANGUARD REIT VIPER	922908553		1/20/2004	4/29/2011			27,719	0	19,313	8,406			0	8,406
7	VANGUARD REIT VIPER	922908553		1/20/2004	8/15/2011			5,500	0	4,249	1,251			0	1,251
8	VANGUARD REIT VIPER	922908553		1/20/2004	10/13/2011			4,201	0	3,476	725			0	725
9	WELLS FARGO ADV INTL BOND-IS #470	94985D582		10/12/2010	8/15/2011			89,431	0	88,425	1,006			0	1,006
10	WELLS FARGO ADV INTL BOND-IS #470	94985D582		5/3/2011	8/15/2011			763	0	739	24			0	24
11	WELLS FARGO ADV INTL BOND-IS #470	94985D582		7/26/2010	8/15/2011			26,742	0	24,227	2,515			0	2,515
12	TAXABLE TOTAL RETURN BOND FUND	991283912		4/29/2011	10/14/2011			17,062	0	17,016	46			0	46
13	TAXABLE TOTAL RETURN BOND FUND	991283912		2/7/2011	10/14/2011			22,249	0	21,806	443			0	443
14	TAXABLE SHORT-TERM BOND FUND	999612906		4/30/2010	2/7/2011			30,021	0	30,164	-143			0	-143
15	TAXABLE SHORT-TERM BOND FUND	999612906		4/30/2010	4/29/2011			17,267	0	17,455	-188			0	-188
16	TAXABLE SHORT-TERM BOND FUND	999612906		7/22/2010	4/29/2011			7,436	0	7,502	-66			0	-66
17	TAXABLE SHORT-TERM BOND FUND	999612906		7/22/2010	8/15/2011			7,823	0	7,919	-96			0	-96
18	TAXABLE SHORT-TERM BOND FUND	999612906		1/15/2004	8/15/2011			27,124	0	27,351	-227			0	-227
19	TAXABLE INTERMEDIATE TERM BD FD	999708902		4/29/2011	10/14/2011			9,555	0	9,634	-79			0	-79
20	TAXABLE INTERMEDIATE TERM BD FD	999708902		10/12/2010	2/7/2011			10,573	0	10,125	448			0	448
21	CREDIT SUISSE COMM RT ST-CO #215622544R305			10/12/2010	4/29/2011			5,625	0	4,950	635			0	635
22	DIAMOND HILL LONG-SHORT FD CL I # 25264S833			5/4/2010	2/7/2011			1,013	0	959	54			0	54
23	DIAMOND HILL LONG-SHORT FD CL I # 25264S833			5/3/2011	10/13/2011			393	0	427	-34			0	-34
24	DIAMOND HILL LONG-SHORT FD CL I # 25264S833			5/4/2010	10/13/2011			3,755	0	3,734	21			0	21
25	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		10/12/2010	4/29/2011			1,276	0	1,252	24			0	24
26	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/11/2008	8/15/2011			8,327	0	10,461	-2,134			0	-2,134
27	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/11/2008	10/13/2011			4,022	0	4,891	-869			0	-869
28	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/19/2008	10/13/2011			6,849	0	8,249	-1,400			0	-1,400
29	ISHARES IBOX \$ INV GR CORP BD FD	464287242		2/6/2009	2/7/2011			55,617	0	51,043	4,574			0	4,574
30	ISHARES IBOX \$ INV GR CORP BD FD	464287242		4/30/2010	2/7/2011			2,246	0	2,248	-2			0	-2
31	ISHARES IBOX \$ INV GR CORP BD FD	464287465		11/22/2010	2/7/2011			7,282	0	6,857	425			0	425
32	ISHARES MSCI EAFE	464287242		5/7/2009	2/7/2011			6,096	0	5,525	571			0	571
33	ISHARES MSCI EAFE	464287242		2/22/2010	2/7/2011			749	0	730	19			0	19
34	ISHARES MSCI EAFE	464287465		11/22/2010	4/29/2011			3,251	0	2,914	337			0	337
35	ISHARES MSCI EAFE	464287465		11/22/2010	8/15/2011			17,003	0	18,113	-1,110			0	-1,110
36	ISHARES MSCI EAFE	464287465		12/31/2009	8/15/2011			2,682	0	2,780	-98			0	-98
37	ISHARES MSCI EAFE	464287465		12/31/2009	10/13/2011			7,866	0	8,506	-640			0	-640
38	ISHARES S&P MIDCAP 400 GROWTH	464287606		4/30/2010	2/7/2011			9,492	0	8,083	1,409			0	1,409
39	ISHARES S&P MIDCAP 400 GROWTH	464287606		4/30/2010	4/29/2011			3,526	0	2,784	742			0	742
40	ISHARES S&P MIDCAP 400 GROWTH	464287606		8/15/2011	10/13/2011			4,742	0	4,825	-83			0	-83
41	ISHARES S&P MIDCAP 400 GROWTH	464287606		2/7/2011	4/29/2011			1,052	0	1,000	52			0	52
42	ISHARES S&P MIDCAP 400 VALUE	464287705		2/7/2011	10/13/2011			213	0	250	-37			0	-37
43	ISHARES S&P MIDCAP 400 VALUE	464287705		4/30/2010	10/13/2011			3,406	0	3,659	-253			0	-253
44	ISHARES S&P MIDCAP 400 VALUE	464287705		10/7/2010	2/7/2011			8,062	0	6,896	1,166			0	1,166
45	ISHARES TR SMALLCAP 600 INDEX FD	464287804		10/7/2010	4/29/2011			4,604	0	3,658	946			0	946
46	ISHARES TR SMALLCAP 600 INDEX FD	464287804		8/15/2011	10/13/2011			7,809	0	7,853	-44			0	-44
47	ISHARES TR SMALLCAP 600 INDEX FD	464287804		10/12/2010	10/13/2011			1,824	0	1,850	-26			0	-26
48	MERGER FD SH BEN INT #260	589509108		11/24/2010	10/13/2011			456	0	464	-8			0	-8
49	MERGER FD SH BEN INT #260	589509108		2/9/2011	10/13/2011			1,575	0	1,600	-25			0	-25
50	MERGER FD SH BEN INT #260	589509108		5/3/2011	10/13/2011			835	0	864	-29			0	-29
51	MERGER FD SH BEN INT #260	589509108		5/4/2010	10/13/2011			671	0	670	1			0	1
52	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/17/2011	10/13/2011			5,607	0	5,618	-11			0	-11
53	SPDR DJ WILSHIRE INTERNATIONAL RE	81369Y100		4/30/2010	2/7/2011			6,563	0	7,448	-885			0	-885
54	AMEX MATERIALS SPDR	81369Y100		4/30/2010	4/29/2011			3,350	0	2,852	498			0	498
55	AMEX MATERIALS SPDR	81369Y100		2/22/2010	4/29/2011			286	0	226	60			0	60
56	AMEX MATERIALS SPDR	81369Y100		2/22/2010	2/7/2011			3,553	0	3,469	84			0	84

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

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals		Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	0	19,463	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses	19,463
						Long Term CG Distributions	Short Term CG Distributions												
59	AMEX HEALTH CARE SPDR	81369Y209		4/29/2011	8/15/2011			701	0	777	-76			0				-76	
60	AMEX HEALTH CARE SPDR	81369Y209		2/22/2010	8/15/2011			2,740	0	2,712	28			0				28	
61	AMEX HEALTH CARE SPDR	81369Y209		2/22/2010	10/13/2011			5,902	0	5,709	193			0				193	
62	AMEX HEALTH CARE SPDR	81369Y209		4/30/2010	10/13/2011			2,218	0	2,133	85			0				85	
63	CONSUMER STAPLES SECTOR SPDR	81369Y308		4/30/2010	2/7/2011			2,344	0	2,233	111			0				111	
64	CONSUMER STAPLES SECTOR SPDR	81369Y308		4/30/2010	4/29/2011			4,117	0	3,656	461			0				461	
65	CONSUMER STAPLES SECTOR SPDR	81369Y308		4/30/2010	8/15/2011			2,787	0	2,624	163			0				163	
66	AMEX CONSUMER DISCR SPDR	81369Y407		4/30/2010	2/7/2011			575	0	534	41			0				41	
67	AMEX CONSUMER DISCR SPDR	81369Y407		4/30/2010	4/29/2011			2,430	0	2,134	296			0				296	
68	AMEX CONSUMER DISCR SPDR	81369Y407		4/30/2010	8/15/2011			1,234	0	1,209	25			0				25	
69	AMEX CONSUMER DISCR SPDR	81369Y407		7/22/2010	8/15/2011			1,887	0	1,599	288			0				288	
70	AMEX ENERGY SELECT SPDR	81369Y506		4/30/2010	2/7/2011			5,959	0	4,839	1,120			0				1,120	
71	AMEX ENERGY SELECT SPDR	81369Y506		4/29/2011	8/15/2011			3,142	0	3,650	-508			0				-508	
72	AMEX ENERGY SELECT SPDR	81369Y506		4/30/2010	8/15/2011			1,503	0	1,331	172			0				172	
73	AMEX FINANCIAL SELECT SPDR	81369Y605		4/30/2010	2/7/2011			8,950	0	8,844	106			0				106	
74	AMEX FINANCIAL SELECT SPDR	81369Y605		4/29/2011	8/15/2011			3,060	0	3,909	-829			0				-829	
75	AMEX INDUSTRIAL SPDR	81369Y704		4/30/2010	2/7/2011			5,737	0	5,174	563			0				563	
76	AMEX INDUSTRIAL SPDR	81369Y704		4/30/2010	10/13/2011			4,139	0	4,372	-233			0				-233	
77	AMEX INDUSTRIAL SPDR	81369Y704		4/29/2011	10/13/2011			758	0	928	-170			0				-170	
78	AMEX INDUSTRIAL SPDR	81369Y704		7/22/2010	10/13/2011			3,728	0	3,443	285			0				285	
79	AMEX TECHNOLOGY SELECT SPDR	81369Y803		4/30/2010	4/29/2011			5,092	0	4,525	567			0				567	
80	AMEX TECHNOLOGY SELECT SPDR	81369Y803		4/30/2010	4/29/2011			1,361	0	1,215	146			0				146	
81	AMEX TECHNOLOGY SELECT SPDR	81369Y803		4/30/2010	8/15/2011			8,434	0	8,240	194			0				194	
82	AMEX UTILITIES SPDR	81369Y886		4/30/2010	2/7/2011			955	0	912	43			0				43	
83	AMEX UTILITIES SPDR	81369Y886		4/30/2010	4/29/2011			793	0	730	63			0				63	
84	SECTION 1256 LOSS							0	0	5,021	-5,021			0				-5,021	
85	CTF SHORT TERM GAIN							19,713	0	0	19,713			0				19,713	
86	CTF LONG TERM LOSS							0	0	13,740	-13,740			0				-13,740	
87	SHORT TERM LOSS FROM SALE							0	0	24	-24			0				-24	
88	LONG TERM GAIN FROM SALE							951	0	0	951			0				951	
89	K-1 ADJUSTMENT							0	0	8,631	-8,631			0				-8,631	
90	LONG TERM CAPITAL GAIN DIVIDEND							710	0	0	710			0				710	
91								0	0	0	0			0				0	
92								0	0	0	0			0				0	
93								0	0	0	0			0				0	

Part

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

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

	Date		Amount
1 Credit from prior year return		1	119
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment	5/10/2011	3	925
4 Third quarter estimated tax payment	8/9/2011	4	522
5 Fourth quarter estimated tax payment	11/9/2011	5	522
6 Other payments		6	0
7 Total		7	2,088

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2009 that remained undistributed at the beginning of the 2010 tax year	1	118,352
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	118,352

MARY TILTON CHARITABLE TRUST

95-6020126

11/30/2011

Security Description	Security Category	Account #	CUSIP	Asset Name	FMV	Fed Cost
Bank CTFs	Invest - Other	716024	999612906	TAXABLE SHORT-TERM BOND FUND	83,054	83,954
Bank CTFs	Invest - Other	716024	999708902	TAXABLE INTERMEDIATE TERM BD FD	214,845	207,934
Bank CTFs	Invest - Other	716024	991283912	TAXABLE TOTAL RETURN BOND FUND	188,807	173,946
Bank CTFs	Invest - Other	716024	140995127	CAPITAL PARTNERS CORE EQUITY FUND	121,250	117,314
Demand Note	Savings & Temp Inv	716024	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	74,329	74,329
Demand Note	Savings & Temp Inv	716024	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	1,561	1,561
Market Index	Invest - Other	716024	961997061	ASGI MESIROW INSIGHT TEI FUND I LLC	125,480	140,000
Mutual Fund	Invest - Other	716024	589509108	MERGER FD SH BEN INT #260	47,895	47,027
Mutual Fund	Invest - Other	716024	693390882	PIMCO FOREIGN BD FD USD H-INST #103	74,975	75,614
Mutual Fund	Invest - Other	716024	81369Y308	CONSUMER STAPLES SECTOR SPDR TR	33,304	28,641
Mutual Fund	Invest - Other	716024	81369Y605	AMEX FINANCIAL SELECT SPDR	44,310	52,047
Mutual Fund	Invest - Other	716024	81369Y100	AMEX MATERIALS SPDR	9,458	8,851
Mutual Fund	Invest - Other	716024	81369Y803	AMEX TECHNOLOGY SELECT SPDR	55,339	47,635
Mutual Fund	Invest - Other	716024	81369Y506	AMEX ENERGY SELECT SPDR	39,404	31,604
Mutual Fund	Invest - Other	716024	81369Y886	AMEX UTILITIES SPDR	4,436	3,765
Mutual Fund	Invest - Other	716024	464287804	ISHARES TR SMALLCAP 600 INDEX FD	125,633	111,866
Mutual Fund	Invest - Other	716024	464287705	ISHARES S&P MIDCAP 400 VALUE	62,940	58,010
Mutual Fund	Invest - Other	716024	464287606	ISHARES S&P MIDCAP 400 GROWTH	61,616	50,257
Mutual Fund	Invest - Other	716024	464287465	ISHARES MSCI EAFE	234,679	246,108
Mutual Fund	Invest - Other	716024	81369Y704	AMEX INDUSTRIAL SPDR	28,773	24,645
Mutual Fund	Invest - Other	716024	81369Y209	AMEX HEALTH CARE SPDR	28,866	26,694
Mutual Fund	Invest - Other	716024	81369Y407	AMEX CONSUMER DISCR SPDR	28,435	22,301
Mutual Fund	Invest - Other	716024	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	71,404	78,002
Mutual Fund	Invest - Other	716024	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	94,234	102,555
Mutual Fund	Invest - Other	716024	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	77,005	75,255
Mutual Fund	Invest - Other	716024	922908553	VANGUARD REIT VIPER	88,313	55,434
Mutual Fund	Invest - Other	716024	922042858	VANGUARD MSCI EMERGING MARKETS ETF	130,828	108,883
Mutual Fund	Invest - Other	716024	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	83,443	86,243
Mutual Fund	Invest - Other	716024	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	49,388	46,606
Mutual Fund	Invest - Other	716024	949917538	WELLS FARGO ADV HI INC-INS #3110	126,959	131,345
Mutual Fund	Invest - Other	716024	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	118,010	126,124
Cash		716024			-	
Total					2,528,972	2,444,547
Savings & Temp Inv					75,889	75,889
Invest - Other					2,453,082	2,368,658