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Form **990-PF**

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

OMB No 1545-0052

Department of the Treasury
 Internal Revenue Service

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

APR 19 2012

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation: **L E WILSON CHARITABLE TRUST B**

(A) Employer identification number: **26-4168412**

Number and street (or P O box number if mail is not delivered to street address): **Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062**

Room/suite: _____

Telephone number (see instructions): **(888) 730-4933**

City or town, state, and ZIP code: **Philadelphia PA 19106-2112**

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **4,171,836**

J Accounting method: Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis)

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 ▶

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 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	172,644	172,644		
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	77,679			
b Gross sales price for all assets on line 6a	899,990			
7 Capital gain net income (from Part IV, line 2)		77,679		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	0	0	0	
12 Total. Add lines 1 through 11	250,323	250,323	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	10,719	8,039		2,680
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)	0	0	0	0
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see instructions)	4,265	1,923	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)	20	20	0	0
24 Total operating and administrative expenses. Add lines 13 through 23	15,004	9,982	0	2,680
25 Contributions, gifts, grants paid	177,102			177,102
26 Total expenses and disbursements Add lines 24 and 25	192,106	9,982	0	179,782
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	58,217			
b Net investment income (if negative, enter -0-)		240,341		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

(HTA)

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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 (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	0	0	
	2	Savings and temporary cash investments	77,725	194,799	194,799
	3	Accounts receivable	0		
		Less allowance for doubtful accounts	0	0	0
	4	Pledges receivable	0		
		Less allowance for doubtful accounts	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule)	0		
		Less allowance for doubtful accounts	0	0	0
	8	Inventories for sale or use	0	0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	0	0
	c	Investments—corporate bonds (attach schedule)	0	0	0
	11	Investments—land, buildings, and equipment basis	0		
	Less accumulated depreciation (attach schedule)	0	0	0	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	3,441,689	3,381,111	3,977,037	
14	Land, buildings, and equipment basis	0			
	Less accumulated depreciation (attach schedule)	0	0	0	
15	Other assets (describe)	0	0	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,519,414	3,575,910	4,171,836	
Liabilities	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)	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	3,519,414	3,575,910	
	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 instructions)	3,519,414	3,575,910		
31	Total liabilities and net assets/fund balances (see instructions)	3,519,414	3,575,910		

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	3,519,414
2	Enter amount from Part I, line 27a	2	58,217
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	3	11,544
4	Add lines 1, 2, and 3	4	3,589,175
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	5	13,265
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,575,910

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	-0	0	
e 0	0	0	0	
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	77,679
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 instructions) If (loss), enter -0- in Part I, line 8			3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	117,671	3,975,083	0.029602
2009	119,664	3,476,149	0.034424
2008	76,549	3,279,237	0.023344
2007			0.000000
2006			0.000000
2 Total of line 1, column (d)			2 0.087370
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 0.029123
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 4,334,274
5 Multiply line 4 by line 3			5 126,227
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,403
7 Add lines 5 and 6			7 128,630
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.			8 179,782

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,403
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	2,403
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	2,403
6 Credits/Payments		
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,734
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	0
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7	1,734
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	669
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <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? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>AL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ 101N Independence Mall E MACY 1372-062 Philadelphia PA ZIP+4 ▶ 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			<input type="checkbox"/>
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶		Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 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 2011 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 2011)	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 2011?	4b	X

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 101N Independence Mall E MACY1372-062 Phi	Trustee 4 00	10,719	0	0
.....	00	0	0	0
.....	00	0	0	0
.....	00	0	0	0

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		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 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 instructions.	
3 NONE	
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see 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	4,252,557
b	Average of monthly cash balances	1b	147,721
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,400,278
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	4,400,278
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	66,004
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,334,274
6	Minimum investment return Enter 5% of line 5	6	216,714

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	216,714
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,403
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	2,403
3	Distributable amount before adjustments Subtract line 2c from line 1	3	214,311
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	214,311
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	214,311

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	179,782
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	179,782
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	2,403
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	177,379

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				214,311
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			177,102	
b	Total for prior years 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2011				
a	From 2006		NONE		
b	From 2007		NONE		
c	From 2008		NONE		
d	From 2009		NONE		
e	From 2010		NONE		
f	Total of lines 3a through e	0			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>179,782</u>				
a	Applied to 2010, but not more than line 2a			177,102	
b	Applied to undistributed income of prior years (Election required—see instructions)		0		
c	Treated as distributions out of corpus (Election required—see instructions)	0			
d	Applied to 2011 distributable amount				2,680
e	Remaining amount distributed out of corpus	0			
5	Excess distributions carryover applied to 2011 (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 instructions		0		
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				211,631
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2007		0		
b	Excess from 2008		0		
c	Excess from 2009		0		
d	Excess from 2010		0		
e	Excess from 2011		0		

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

▶ []

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

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

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total				▶ 3a 177,102
b Approved for future payment NONE				
Total				▶ 3b 0

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

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Net Gain or Loss	
									Gross Sales Price	Cost or Other Basis		
Long Term CG Distributions				Amount	34,439							
Short Term CG Distributions				0								
1	X	ATMEL CORP	049513104			5/27/2011		11/7/2011	11,933	17,161	-5,228	
2	X	CIMAREX ENERGY CO	171798101			7/12/2010		5/27/2011	16,971	13,759	3,212	
3	X	CITIGROUP INC	172967101			5/4/2010		2/11/2011	16,597	14,955	1,642	
4	X	CONSTELLATION ENERGY GF	210371100			5/4/2010		2/11/2011	13,101	14,971	-1,870	
5	X	CORNING INC	219350105			7/12/2010		7/13/2011	4,374	4,434	-60	
6	X	CORNING INC	219350105			7/13/2011		7/13/2011	8,884	9,161	-277	
7	X	FHLMC POOL #E85994 6 500	3128GUNT3			1/7/2003		2/15/2011	38	40	-2	
8	X	FHLMC POOL #E85994 6 500	3128GUNT3			1/7/2003		3/15/2011	38	40	-2	
9	X	FHLMC POOL #E85994 6 500	3128GUNT3			1/7/2003		4/15/2011	38	40	-2	
10	X	FHLMC POOL #E85994 6 500	3128GUNT3			1/7/2003		5/15/2011	340	358	-18	
11	X	FHLMC POOL #E85994 6 500	3128GUNT3			1/7/2003		6/15/2011	33	35	-2	
12	X	FHLMC POOL #E85994 6 500	3128GUNT3			1/7/2003		7/15/2011	73	77	-4	
13	X	FHLMC POOL #E85994 6 500	3128GUNT3			1/7/2003		8/15/2011	38	40	-2	
14	X	FHLMC POOL #E85994 6 500	3128GUNT3			1/7/2003		9/15/2011	41	43	-2	
15	X	FHLMC POOL #E85994 6 500	3128GUNT3			1/7/2003		10/15/2011	37	39	-2	
16	X	FHLMC POOL #E85994 6 500	3128GUNT3			1/7/2003		11/15/2011	36	38	-2	
17	X	FHLMC POOL #E85994 6 500	3128GUNT3			1/7/2003		12/15/2011	36	38	-2	
18	X	GNMA POOL #320550 8 000	36211RH36			1/31/2000		1/15/2012	4	4	0	
19	X	GAP INC	364760108			9/10/2008		1/7/2011	12,528	12,216	312	
20	X	GOLDMAN SACHS GRTH OPP	38142Y401			2/4/2010		8/9/2011	192,410	173,000	19,410	
21	X	GOVT NATL MTG ASSN 5 500	38373MJZ4			1/15/2004		1/16/2011	285	302	-17	
22	X	GOVT NATL MTG ASSN 5 500	38373MJZ4			1/15/2004		2/16/2011	287	304	-17	
23	X	GOVT NATL MTG ASSN 5 500	38373MJZ4			1/15/2004		3/16/2011	288	305	-17	
24	X	GOVT NATL MTG ASSN 5 500	38373MJZ4			1/15/2004		4/16/2011	292	310	-18	
25	X	GOVT NATL MTG ASSN 5 500	38373MJZ4			1/15/2004		5/16/2011	1,688	1,790	-102	
26	X	GOVT NATL MTG ASSN 5 500	38373MJZ4			1/15/2004		6/16/2011	2,157	2,287	-130	
27	X	GOVT NATL MTG ASSN 5 500	38373MJZ4			1/15/2004		7/16/2011	1,373	1,456	-83	
28	X	GOVT NATL MTG ASSN 5 500	38373MJZ4			1/15/2004		8/16/2011	1,693	1,795	-102	
29	X	FHLMC POOL #E89118 6 000	3128GSDX2			1/23/2003		12/15/2011	37	38	-1	
30	X	FHLMC POOL #E89118 6 000	3128GSDX2			1/23/2003		1/15/2012	36	38	-2	
31	X	HEWLETT PACKARD CO	428236103			1/18/2006		9/15/2011	6,790	9,244	-2,454	
32	X	HOLOGIC INC COM	436440101			7/13/2011		1/7/2011	13,042	16,540	-3,498	
33	X	IAC/INTERACTIVECORP	44919P508			8/26/2010		9/15/2011	6,359	3,783	2,576	
34	X	INTERNATIONAL FLAVORS &	459506101			4/16/2010		4/20/2011	18,768	15,171	3,597	
35	X	MCKESSON CORP	58155Q103			10/19/2009		1/7/2011	3,008	2,268	740	
36	X	MEDCO HEALTH SOLUTIONS	58405U102			7/12/2010		7/13/2011	13,424	13,903	-479	
37	X	NIKE INC CL B	654106103			1/18/2006		2/11/2011	24,195	11,875	12,320	
38	X	ONEOK INC COM	682680103			2/11/2011		5/27/2011	19,477	16,751	2,726	
39	X	PNC FINANCIAL SERVICES G	693475105			4/16/2010		3/8/2011	15,114	15,024	90	
40	X	T ROME PRICE GROUP INC	74144T108			2/11/2011		8/25/2011	12,237	16,821	-4,584	
41	X	PROCTER & GAMBLE CO	742718109			7/17/2008		4/20/2011	17,408	17,456	-48	
42	X	REPUBLIC N Y CORP 7 000	760719BC7			8/14/1997		3/22/2011	43,320	43,631	-311	
43	X	ROSS STORES INC	778296103			7/17/2008		9/15/2011	8,737	4,424	4,313	
44	X	SEALED AIR CORP COM	81211K100			5/4/2009		1/18/2011	16,288	12,476	3,812	
45	X	TEXAS INSTRUMENTS INC	882508104			7/1/2009		9/15/2011	15,449	12,167	3,282	
46	X	TYSON FOODS INC CL A DEL	902494103			7/12/2010		9/15/2011	13,680	13,849	-169	
47	X	U S TREASURY NOTE 5 000	9128277B2			10/29/2002		8/15/2011	54,150	59,005	-4,855	
48	X	UNUM GROUP	91529Y106			9/24/2009		5/27/2011	16,968	13,789	3,179	
49	X	PARTNERRE LTD COM	G6852T105			1/15/2010		5/27/2011	14,898	14,685	213	
50	X	AGE LIMITED	H0023R105			1/18/2006		1/7/2011	6,264	4,758	1,506	
51	X	TYCO ELECTRONICS LTD F	H8912P106			2/9/2010		3/8/2011	19,555	13,454	6,101	

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	608			
2	ESTIMATED EXCISE TAX PAID	1,734			
3	FOREIGN TAX WITHHELD	1,923	1,923		
4					
5					
6					
7					
8					
9					
10					
		4,265	1,923		0

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT EXPENSES	20	20		
2	ADR FEES				
3	STATE AG FEES				
4					
5					
6					
7					
8					
9					

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

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

1	LOSS ON CY SALES NOT SETTLED AT YEAR END	1	4
2	MUTUAL FUND & CTF INCOME ADD	2	11,540
3	Total	3	11,544

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

1	COST BASIS ADJ	1	3,227
2	LOSS ON PY SALES SETTLED IN CY	2	46
3	MUTUAL FUND & CTF INCOME SUB	3	8,468
4	PURCHASE OF ACCRUED INTEREST C/O TO NEXT YEAR	4	56
5	PY RETURN OF CAPITAL ADJ	5	1,468
6	Total	6	13,265

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	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
		Amount											
		34,439											
		Short Term CG Distributions											
		0											
1	ATMEL CORP	049513104		5/27/2011	1/17/2011	11,933	0	17,161	-5,228	0	0	0	-5,228
2	CIMAREX ENERGY CO	171798101		7/12/2010	5/27/2011	16,971	0	13,759	3,212	0	0	0	3,212
3	CITIGROUP INC	172967101		5/4/2010	2/11/2011	16,597	0	14,955	1,642	0	0	0	1,642
4	CONSTELLATION ENERGY GROUP INC	210371100		5/4/2010	2/11/2011	13,101	0	14,971	-1,870	0	0	0	-1,870
5	CORNING INC	219350105		7/12/2010	7/13/2011	4,374	0	4,434	-60	0	0	0	-60
6	CORNING INC	219350105		7/13/2010	7/13/2011	8,884	0	9,161	-277	0	0	0	-277
7	FHLMC POOL #E85994 6.500%	9/01/16 3128GUNT3		1/7/2003	3/15/2011	38	0	40	-2	0	0	0	-2
8	FHLMC POOL #E85994 6.500%	9/01/16 3128GUNT3		1/7/2003	2/15/2011	38	0	40	-2	0	0	0	-2
9	FHLMC POOL #E85994 6.500%	9/01/16 3128GUNT3		1/7/2003	4/15/2011	38	0	40	-2	0	0	0	-2
10	FHLMC POOL #E85994 6.500%	9/01/16 3128GUNT3		1/7/2003	5/15/2011	340	0	358	-18	0	0	0	-18
11	FHLMC POOL #E85994 6.500%	9/01/16 3128GUNT3		1/7/2003	6/15/2011	33	0	35	-2	0	0	0	-2
12	FHLMC POOL #E85994 6.500%	9/01/16 3128GUNT3		1/7/2003	7/15/2011	73	0	77	-4	0	0	0	-4
13	FHLMC POOL #E85994 6.500%	9/01/16 3128GUNT3		1/7/2003	8/15/2011	38	0	40	-2	0	0	0	-2
14	FHLMC POOL #E85994 6.500%	9/01/16 3128GUNT3		1/7/2003	9/15/2011	41	0	43	-2	0	0	0	-2
15	FHLMC POOL #E85994 6.500%	9/01/16 3128GUNT3		1/7/2003	10/15/2011	37	0	39	-2	0	0	0	-2
16	FHLMC POOL #E85994 6.500%	9/01/16 3128GUNT3		1/7/2003	11/15/2011	36	0	38	-2	0	0	0	-2
17	FHLMC POOL #E85994 6.500%	9/01/16 3128GUNT3		1/7/2003	12/15/2011	36	0	38	-2	0	0	0	-2
18	GNMA POOL #520550 8.000%	2/15/00 36211RH36		1/31/2000	1/15/2012	4	0	4	0	0	0	0	0
19	GAP INC	364760108		9/10/2008	1/7/2011	12,528	0	12,216	312	0	0	0	312
20	GOLDMAN SACHS GRTH OPP FD-I #113381427401			2/4/2010	8/9/2011	192,410	0	173,000	19,410	0	0	0	19,410
21	GOVT NATL MTG ASSN 5.500%	3/16/11 38373MJZ4		1/15/2004	1/16/2011	285	0	302	-17	0	0	0	-17
22	GOVT NATL MTG ASSN 5.500%	3/16/11 38373MJZ4		1/15/2004	2/16/2011	287	0	304	-17	0	0	0	-17
23	GOVT NATL MTG ASSN 5.500%	3/16/11 38373MJZ4		1/15/2004	3/16/2011	288	0	305	-17	0	0	0	-17
24	GOVT NATL MTG ASSN 5.500%	3/16/11 38373MJZ4		1/15/2004	4/16/2011	292	0	310	-18	0	0	0	-18
25	GOVT NATL MTG ASSN 5.500%	3/16/11 38373MJZ4		1/15/2004	5/16/2011	1,668	0	1,790	-102	0	0	0	-102
26	GOVT NATL MTG ASSN 5.500%	3/16/11 38373MJZ4		1/15/2004	6/16/2011	2,157	0	2,287	-130	0	0	0	-130
27	GOVT NATL MTG ASSN 5.500%	3/16/11 38373MJZ4		1/15/2004	7/16/2011	1,373	0	1,456	-83	0	0	0	-83
28	GOVT NATL MTG ASSN 5.500%	3/16/11 38373MJZ4		1/15/2004	8/16/2011	1,693	0	1,795	-102	0	0	0	-102
29	FHLMC POOL #E89118 6.000%	4/01/17 3128GSDX2		1/23/2003	12/15/2011	37	0	38	-1	0	0	0	-1
30	FHLMC POOL #E89118 6.000%	4/01/17 3128GSDX2		1/23/2003	1/15/2012	36	0	38	-2	0	0	0	-2
31	HEWLETT PACKARD CO	428236103		1/18/2006	9/15/2011	6,790	0	9,244	-2,454	0	0	0	-2,454
32	HOLOGIC INC.COM	436440101		7/13/2011	1/7/2011	13,042	0	16,540	-3,498	0	0	0	-3,498
33	IAC/INTERACTIVECORP	44919P508		8/26/2010	9/15/2011	6,359	0	3,783	2,576	0	0	0	2,576
34	INTERNATIONAL FLAVORS & FRAGRAN	459506101		4/16/2010	4/20/2011	18,768	0	15,171	3,597	0	0	0	3,597
35	MCKESSON CORP	58155Q103		10/19/2009	1/7/2011	3,068	0	2,268	740	0	0	0	740
36	MEDCO HEALTH SOLUTIONS INC	58405U102		7/12/2010	7/13/2011	13,424	0	13,903	-479	0	0	0	-479
37	NIKE INC CL B	654106103		1/18/2006	2/11/2011	24,195	0	11,875	12,320	0	0	0	12,320
38	ONEOK INC.COM	682680103		2/11/2011	5/27/2011	19,477	0	16,751	2,726	0	0	0	2,726
39	PNC FINANCIAL SERVICES GROUP	693475105		4/16/2010	3/8/2011	15,114	0	15,024	90	0	0	0	90
40	T ROWE PRICE GROUP INC	7424718109		7/17/2008	4/20/2011	17,408	0	17,456	-48	0	0	0	-48
41	PROCTER & GAMBLE CO	74144T108		8/14/1997	3/22/2011	43,320	0	43,631	-311	0	0	0	-311
42	REPUBLICAN Y CORP 7.000%	3/22/11 760719BC7		7/17/2008	9/15/2011	8,737	0	4,424	4,313	0	0	0	4,313
43	ROSS STORES INC	778296103		5/4/2009	1/18/2011	16,288	0	12,476	3,812	0	0	0	3,812
44	SEALED AIR CORP.COM	81211K100		7/1/2009	9/15/2011	15,449	0	12,167	3,282	0	0	0	3,282
45	TEXAS INSTRUMENTS INC	862508104		7/12/2010	9/15/2011	13,680	0	13,849	-169	0	0	0	-169
46	TYSON FOODS INC CLA DEL	902494103		10/29/2002	8/15/2011	54,150	0	59,005	-4,855	0	0	0	-4,855
47	U.S. TREASURY NOTE 5.000%	8/15/11 9128277B2		9/24/2009	5/27/2011	16,968	0	13,789	3,179	0	0	0	3,179
48	UNUM GROUP	91529Y106		1/15/2010	5/27/2011	14,898	0	14,685	213	0	0	0	213
49	PARTNERRE LTD.COM	G68521105		1/18/2006	1/17/2011	6,264	0	4,758	1,506	0	0	0	1,506
50	ACE LIMITED	H0023R105		2/9/2010	3/8/2011	19,555	0	13,454	6,101	0	0	0	6,101
51	TYCO ELECTRONICS LTD F	H8912P106		1/7/2003	1/15/2012	36	0	38	-2	0	0	0	-2
52	FHLMC POOL #E85994 6.500%	9/01/16 3128GUNT3		1/23/2003	3/15/2011	220	0	230	-10	0	0	0	-10
53	FHLMC POOL #E89118 6.000%	4/01/17 3128GSDX2		1/23/2003	2/15/2011	54	0	56	-2	0	0	0	-2
54	FHLMC POOL #E89118 6.000%	4/01/17 3128GSDX2		1/23/2003	4/15/2011	59	0	61	-2	0	0	0	-2
55	FHLMC POOL #E89118 6.000%	4/01/17 3128GSDX2		1/23/2003	5/15/2011	63	0	66	-3	0	0	0	-3
56	FHLMC POOL #E89118 6.000%	4/01/17 3128GSDX2		1/23/2003	6/15/2011	38	0	40	-2	0	0	0	-2
57	FHLMC POOL #E89118 6.000%	4/01/17 3128GSDX2		1/23/2003	7/15/2011	39	0	41	-2	0	0	0	-2
58	FHLMC POOL #E89118 6.000%	4/01/17 3128GSDX2		1/23/2003	7/15/2011	39	0	41	-2	0	0	0	-2

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
59	FHLMC POOL #E89118 6 000% 4/01/17 3128GSDX2			1/23/2003	8/15/2011		38	0	40	-2			0	-2
60	FHLMC POOL #E89118 6 000% 4/01/17 3128GSDX2			1/23/2003	9/15/2011		142	0	149	-7			0	-7
61	FHLMC POOL #E89118 6 000% 4/01/17 3128GSDX2			1/23/2003	10/15/2011		88	0	92	-4			0	-4
62	FHLMC POOL #E89118 6 000% 4/01/17 3128GSDX2			1/23/2003	11/15/2011		85	0	88	-3			0	-3
63	FED NATL MTG ASSN 2 125% 1/25/13 31398AD33			2/11/2010	1/25/2011		70,000	0	70,525	-525			0	-525
64	FED NATL MTG ASSN 1 800% 3/15/13 31398AH70			3/3/2010	3/15/2011		75,000	0	75,000	0			0	0
65	FED NATL MTG ASSN 4 300% 3/30/20 31398AL42			3/15/2010	3/30/2011		50,000	0	50,000	0			0	0
66	FORD MOTOR COMPANY	345370860		7/12/2010	9/15/2011		10,390	0	10,870	-480			0	-480
67	FOREST LABS INC	345838106		1/14/2010	9/15/2011		14,445	0	14,830	-385			0	-385
68	GNMA POOL #520550 8 000% 2/15/30 36211RH36			1/31/2000	2/15/2011		3	0	3	0			0	0
69	GNMA POOL #520550 8 000% 2/15/30 36211RH36			1/31/2000	3/15/2011		3	0	3	0			0	0
70	GNMA POOL #520550 8 000% 2/15/30 36211RH36			1/31/2000	4/15/2011		3	0	3	0			0	0
71	GNMA POOL #520550 8 000% 2/15/30 36211RH36			1/31/2000	5/15/2011		3	0	3	0			0	0
72	GNMA POOL #520550 8 000% 2/15/30 36211RH36			1/31/2000	6/15/2011		3	0	3	0			0	0
73	GNMA POOL #520550 8 000% 2/15/30 36211RH36			1/31/2000	7/15/2011		3	0	3	0			0	0
74	GNMA POOL #520550 8 000% 2/15/30 36211RH36			1/31/2000	8/15/2011		3	0	3	0			0	0
75	GNMA POOL #520550 8 000% 2/15/30 36211RH36			1/31/2000	9/15/2011		4	0	4	0			0	0
76	GNMA POOL #520550 8 000% 2/15/30 36211RH36			1/31/2000	10/15/2011		4	0	4	0			0	0
77	GNMA POOL #520550 8 000% 2/15/30 36211RH36			1/31/2000	11/15/2011		4	0	4	0			0	0
78	GNMA POOL #520550 8 000% 2/15/30 36211RH36			1/31/2000	12/15/2011		4	0	4	0			0	0
79							0	0	0	0			0	0
80							0	0	0	0			0	0
81							0	0	0	0			0	0
82							0	0	0	0			0	0
83							0	0	0	0			0	0
84							0	0	0	0			0	0
85							0	0	0	0			0	0
86							0	0	0	0			0	0
87							0	0	0	0			0	0
88							0	0	0	0			0	0

Long Term CG Distributions 34,439
 Short Term CG Distributions 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

	<u>Date</u>	<u>Amount</u>
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	1,734
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	1,734

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

1	Distributable amounts for 2010 that remained undistributed at the beginning of the 2011 tax year	1	177,102
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	177,102

L E WILSON CHARITABLE TRUST B

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

Recipient(s) paid during the year

Name UNIFIED SCHOOL DISTRICT #498				
Street PO BOX 89				
City WATERVILLE		State KS	Zip Code 66548	Foreign Country
Relationship NONE		Foundation Status 501(c)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT				Amount 177,102

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

Name				
Street				
City		State	Zip Code	Foreign Country
Relationship		Foundation Status		
Purpose of grant/contribution				Amount 0

Name				
Street				
City		State	Zip Code	Foreign Country
Relationship		Foundation Status		
Purpose of grant/contribution				Amount 0

Security Category	Account #	CUSIP	Asset Name	Units	Fed Cost	FMV
Savings & Temp Inv	5113000060	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	134843.2	134,843.18	134,843.18
Savings & Temp Inv	5113000060	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	48807.86	48,807.86	48,807.86
					183,651.04	183,651.04
Invest - Corp Bonds	5113000060	594918AB0	MICROSOFT CORP 2.950% 6/01/14	25000	26,187.00	26,556.75
Invest - Corp Bonds	5113000060	17275RAG7	CISCO SYSTEMS INC 2.900% 11/17/14	25000	25,276.00	26,448.25
Invest - Corp Bonds	5113000060	713448BM9	PEPSICO INC 3.100% 1/15/15	25000	25,971.00	26,495.50
Invest - Corp Bonds	5113000060	3134A4QD9	FED HOME LN MTG CORP 5.125% 7/15/12	108300	107,767.76	111,221.93
Invest - Corp Bonds	5113000060	071813BB4	BAXTER INTERNATIONAL 1.800% 3/15/13	10000	9,988.30	10,118.80
Invest - Corp Bonds	5113000060	822582AL6	SHELL INTERNATIONAL 1.875% 3/25/13	15000	14,982.15	15,279.15
Invest - Corp Bonds	5113000060	931142CR2	WAL-MART STORES INC 2.875% 4/01/15	25000	24,896.25	26,498.00
Invest - Corp Bonds	5113000060	060505AU8	BANK OF AMERICA CORP 5.125% 11/15/14	30000	31,310.10	29,866.50
Invest - Corp Bonds	5113000060	001055AE2	AFLAC INC 3.450% 8/15/15	25000	25,828.25	25,799.50
Invest - Corp Bonds	5113000060	3134A4UM4	FED HOME LN MTG CORP 4.500% 1/15/14	54150	51,041.36	58,480.38
Invest - Corp Bonds	5113000060	58933YAB1	MERCK & CO INC 2.250% 1/15/16	25000	24,809.00	25,941.50
Invest - Corp Bonds	5113000060	674599CA1	OCCIDENTAL PETROLEUM 1.450% 12/13/13	25000	25,069.75	25,433.50
Invest - Corp Bonds	5113000060	079860AJ1	BELLSOUTH CORP 4.750% 11/15/12	54150	54,456.49	55,962.94
Invest - Corp Bonds	5113000060	883556AY8	THERMO FISHER SCIENT 3.200% 3/01/16	30000	30,410.40	31,689.90
Invest - Corp Bonds	5113000060	3135G0BA0	FED NATL MTG ASSN 2.375% 4/11/16	50000	52,240.10	52,827.50
Invest - Corp Bonds	5113000060	912828DV9	U S TREASURY NOTE 4.125% 5/15/15	54150	53,767.14	60,745.47
Invest - Corp Bonds	5113000060	61747YCE3	MORGAN STANLEY 6.000% 4/28/15	25000	26,635.00	25,043.50
Invest - Corp Bonds	5113000060	3133XR88	FED HOME LN BK 4.000% 9/06/13	100000	99,628.12	106,032.00
Invest - Other	5113000060	3128GJUT3	FHLMC POOL #E85994 6.500% 9/01/16	1939.9	2,046.00	2,131.41
Invest - Other	5113000060	3128GSDX2	FHLMC POOL #E89118 6.000% 4/01/17	2245.46	2,350.03	2,443.60
Invest - Other	5113000060	36211RH36	GNMA POOL #520550 8.000% 2/15/30	1092.62	1,092.25	1,118.62
Invest - Other	5113000060	411511306	HARBOR INTERNATIONAL FD INST #2011	7787.507	319,500.00	408,454.74
Invest - Other	5113000060	52106N889	LAZARD EMERGING MKTS PTFL #638	7097.458	67,000.00	119,237.29
Invest - Other	5113000060	693391104	PIMCO REAL RETURN BOND FD-I #122	13469.24	149,980.00	158,802.39
Invest - Other	5113000060	44980Q518	ING INTERNATIONAL REAL EST-I #2664	8500	84,720.35	60,775.00
Invest - Other	5113000060	780905451	ROYCE PREMIER FUND W CLASS #566	8142.636	119,193.47	151,208.75
Invest - Other	5113000060	693391559	PIMCO EMERG MKTS BD-INST #137	13801.45	112,531.92	155,266.35
Invest - Other	5113000060	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	14639.18	166,640.03	166,154.73
Invest - Other	5113000060	94985D244	WF ADV TRAD S/C GRWTH FD INST #4132	9771.987	120,000.00	156,547.23
Invest - Other	5113000060	722005667	PIMCO COMMODITY REAL RET STRAT-#45	20004.3	186,700.00	130,828.12
Invest - Other	5113000060	44981V706	ING REAL ESTATE FUND CL-I #2190	23825.8	155,105.98	366,202.61
Invest - Other	5113000060	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	24127.8	148,500.00	183,853.81
Invest - Other	5113000060	949917355	WELLS FARGO ADVANTAGE DISC INS #3123	8235.27	182,081.82	196,411.19
Invest - Other	5113000060	76628R615	RIDGEWORTH FD-MIDCAP VAL EQ I #5412	17599.19	173,000.00	172,824.01
Other Assets	5113000060	9STR06254	GRENADA CO MS TWP 21N RGE 7E SEC	0.2166	1.00	226.35
Other Assets	5113000060	9STR06262	GRENADA CO MS TWP 21N RGE 7E SEC	0.2166	1.00	25.34
Other Assets	5113000060	9STR06270	BRAZORIA CO TX J M MUSQUEZ SYV	0.2166	1.00	5,685.75
					2,700,709.02	3,178,638.36

Security Category	Account #	CUSIP	Asset Name	Units	Fed Cost	FMV
Savings & Temp Inv	5113895282	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	10793 01	10,793 01	10,793 01
Savings & Temp Inv	5113895282	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	355 3	355 30	355 30
					<u>11,148 31</u>	<u>11,148 31</u>
Invest - Corp Stock	5113895282	031162100	AMGEN INC	201	11,632 43	12,906 21
Invest - Corp Stock	5113895282	037833100	APPLE INC	53	13,824 88	21,465 00
Invest - Corp Stock	5113895282	110122108	BRISTOL MYERS SQUIBB CO	511	11,574 05	18,007 64
Invest - Corp Stock	5113895282	126650100	CVS/CAREMARK CORPORATION	468	13,135 54	19,085 04
Invest - Corp Stock	5113895282	14149Y108	CARDINAL HEALTH INC COM	411	14,621 41	16,690 71
Invest - Corp Stock	5113895282	151020104	CELGENE CORP COM	244	15,597 87	16,494 40
Invest - Corp Stock	5113895282	17275R102	CISCO SYSTEMS INC	646	12,422 51	11,679 68
Invest - Corp Stock	5113895282	235851102	DANAHER CORP	337	15,078 29	15,852 48
Invest - Corp Stock	5113895282	268648102	E M C CORP MASS	670	15,134 23	14,431 80
Invest - Corp Stock	5113895282	316773100	FIFTH THIRD BANCORP	1293	15,795 16	16,446 96
Invest - Corp Stock	5113895282	369604103	GENERAL ELECTRIC CO	894	13,850 29	16,011 54
Invest - Corp Stock	5113895282	406216101	HALLIBURTON CO	466	15,301 16	16,081 66
Invest - Corp Stock	5113895282	437076102	HOME DEPOT INC	489	11,337 32	20,557 56
Invest - Corp Stock	5113895282	458140100	INTEL CORP	673	2,721 90	16,320 25
Invest - Corp Stock	5113895282	459200101	INTERNATIONAL BUSINESS MACHS CORP	111	2,754 98	20,410 68
Invest - Corp Stock	5113895282	478160104	JOHNSON & JOHNSON	217	10,549 71	14,230 86
Invest - Corp Stock	5113895282	594918104	MICROSOFT CORP	563	15,685 18	14,615 48
Invest - Corp Stock	5113895282	637071101	NATIONAL OILWELL INC COM	207	16,448 72	14,073 93
Invest - Corp Stock	5113895282	674599105	OCCIDENTAL PETE CORP	208	13,203 84	19,489 60
Invest - Corp Stock	5113895282	68389X105	ORACLE CORPORATION	591	13,792 52	15,159 15
Invest - Corp Stock	5113895282	754730109	RAYMOND JAMES FINL INC	438	17,012 27	13,560 48
Invest - Corp Stock	5113895282	778296103	ROSS STORES INC	394	7,851 16	18,726 82
Invest - Corp Stock	5113895282	871503108	SYMANTEC CORP	865	16,795 79	13,537 25
Invest - Corp Stock	5113895282	907818108	UNION PACIFIC CORP	166	15,032 13	17,586 04
Invest - Corp Stock	5113895282	913017109	UNITED TECHNOLOGIES CORP	232	8,603 73	16,956 88
Invest - Corp Stock	5113895282	931142103	WAL MART STORES INC	279	14,203 11	16,673 04
Invest - Corp Stock	5113895282	58155Q103	MCKESSON CORP	195	11,954 08	15,192 45
Invest - Corp Stock	5113895282	00846U101	AGILENT TECHNOLOGIES INC	340	16,786 85	11,876 20
Invest - Corp Stock	5113895282	30231G102	EXXON MOBIL CORPORATION	154	2,184 51	13,053 04
Invest - Corp Stock	5113895282	59156R108	METLIFE INC	385	16,857 38	12,004 30
Invest - Corp Stock	5113895282	91324P102	UNITEDHEALTH GROUP INC	318	16,641 67	16,116 24
Invest - Corp Stock	5113895282	H89128104	TYCO INTERNATIONAL LTD NEW	403	13,628 13	18,824 13
Invest - Corp Stock	5113895282	92343V104	VERIZON COMMUNICATIONS	448	14,954 82	17,973 76
Invest - Corp Stock	5113895282	46625H100	JPMORGAN CHASE & CO	347	15,455 38	11,537 75
Invest - Corp Stock	5113895282	018581108	ALLIANCE DATA SYS CORP	152	15,649 95	15,783 68
Invest - Corp Stock	5113895282	166764100	CHEVRON CORP	210	17,816 40	22,344 00
Invest - Corp Stock	5113895282	344849104	FOOT LOCKER INC	691	14,992 83	16,473 44
Invest - Corp Stock	5113895282	88579Y101	3M CO	184	14,105 53	15,038 32

Invest - Corp Stock	5113895282	20825C104	CONOCOPHILLIPS	228	14,132 10	16,614 36
Invest - Corp Stock	5113895282	20030N101	COMCAST CORP CLASS A	697	16,703 26	16,525 87
Invest - Corp Stock	5113895282	G4412G101	HERBALIFE LTD	261	14,935 70	13,485.87
Invest - Corp Stock	5113895282	G2554F113	COVIDIEN PLC	306	14,645 80	13,773 06
Invest - Corp Stock	5113895282	774415103	ROCKWOOD HLDGS INC	351	17,162 32	13,818 87
Invest - Corp Stock	5113895282	03076C106	AMERIPRISE FINL INC	356	13,476 74	17,671 84
Invest - Corp Stock	5113895282	124857202	CBS CORP NEW	697	17,176 59	18,916 58
Invest - Corp Stock	5113895282	26441C105	DUKE ENERGY HOLDING CORP. COM	774	15,007 63	17,028 00
Invest - Corp Stock	5113895282	064058100	BANK NEW YORK MELLON CORP COM	715	14,526 58	14,235 65
Invest - Corp Stock	5113895282	92927K102	WABCO HOLDINGS INC	265	16,279 27	11,501 00
Invest - Corp Stock	5113895282	H0023R105	ACE LIMITED	218	11,922 36	15,286 16
Invest - Corp Stock	5113895282	44919P508	IAC/INTERACTIVECORP	382	9,445 98	16,273 20
					<u>680,402 04</u>	<u>798,398 91</u>