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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

**2011**

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>STAFFORD MEMORIAL TR, FOUND T/U/A</b>		<b>A</b> Employer identification number <b>33-0085374</b>
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B</b> Telephone number (see instructions) <b>(888) 730-4933</b>
<b>Wells Fargo Bank N A - PO Box 63954 MAC A0348-012</b>		
City or town, state, and ZIP code <b>SAN FRANCISCO CA 94163</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 1,723,347</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	0	0		
	<b>4</b> Dividends and interest from securities	23,512	22,878		
	<b>5 a</b> Gross rents		0		
	<b>b</b> Net rental income or (loss)	0			
	<b>6 a</b> Net gain or (loss) from sale of assets not on line 10	27,274			
	<b>b</b> Gross sales price for all assets on line 6a	242,695			
	<b>7</b> Capital gain net income (from Part IV, line 2)		27,274		
	<b>8</b> Net short-term capital gain			0	
	<b>9</b> Income modifications				
	<b>10 a</b> Gross sales less returns and allowances	0			
<b>b</b> Less Cost of goods sold	0				
<b>c</b> Gross profit or (loss) (attach schedule)	0				
<b>11</b> Other income (attach schedule)	51,148	51,148	0		
<b>12 Total.</b> Add lines 1 through 11	101,934	101,300	0		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	22,997	20,998		6,999
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16 a</b> Legal fees (attach schedule)	0	0	0	0
	<b>b</b> Accounting fees (attach schedule)	1,404	0	0	1,404
	<b>c</b> Other professional fees (attach schedule)	0	0	0	0
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	5,281	577	0	0
	<b>19</b> Depreciation (attach schedule) and depletion	0	0	0	
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	541	531	0	10
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	35,223	22,106	0	8,413
	<b>25</b> Contributions, gifts, grants paid	50,450			50,450
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	85,673	22,106	0	58,863	
<b>27 Subtract line 26 from line 12</b>					
<b>a</b> Excess of revenue over expenses and disbursements	16,261				
<b>b</b> Net investment income (if negative, enter -0-)		79,194			
<b>c</b> Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

P 16 N6

ENVELOPE MAY 10 2012 POSTMARK DATE

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Form 990-PF (2011) STAFFORD MEMORIAL TR, FOUND T/U/A

33-0085374 Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing	47,021	248	248		
	2	Savings and temporary cash investments	0	56,719	56,719		
	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)	439,238	0	0		
	c	Investments—corporate bonds (attach schedule)	248,484	0	0		
	Liabilities	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)	295,159	988,879	1,666,380		
14		Land, buildings, and equipment basis ▶	0				
		Less accumulated depreciation (attach schedule) ▶	0	0	0		
15		Other assets (describe ▶ )	0	0	0		
16		<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,029,902	1,045,846	1,723,347		
17		Accounts payable and accrued expenses	0	0			
18		Grants payable					
Net Assets or Fund Balances	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	<b>Total liabilities</b> (add lines 17 through 22)	0	0			
		<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> ▶ <input type="checkbox"/>					
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>					
27	Capital stock, trust principal, or current funds	1,029,902	1,045,846				
28	Paid-in or capital surplus, or land, bldg, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds						
30	<b>Total net assets or fund balances</b> (see instructions)	1,029,902	1,045,846				
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	1,029,902	1,045,846				

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,029,902
2	Enter amount from Part I, line 27a	2	16,261
3	Other increases not included in line 2 (itemize) ▶ <b>MUTUAL FUND &amp; CTF INCOME ADDITIONS</b>	3	1,177
4	Add lines 1, 2, and 3	4	1,047,340
5	Decreases not included in line 2 (itemize) ▶ <b>See Attached Statement</b>	5	1,494
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,045,846

**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.)
<b>1a</b> See Attached Statement				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

  

(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)
<b>a</b> 0	0	0	0
<b>b</b> 0	0	0	0
<b>c</b> 0	0	0	0
<b>d</b> 0	0	0	0
<b>e</b> 0	0	0	0

  

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
<b>a</b> 0	0	0	0
<b>b</b> 0	0	0	0
<b>c</b> 0	0	0	0
<b>d</b> 0	0	0	0
<b>e</b> 0	0	0	0

  

<b>2</b> 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 }	<b>2</b>	27,274
<b>3</b> 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	<b>3</b>	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	60,128	1,691,886	0.035539
2009	60,134	1,674,723	0.035907
2008	83,427	1,906,672	0.043755
2007	105,270	2,146,777	0.049036
2006	108,699	1,309,502	0.083008

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.247245
<b>3</b> 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	<b>3</b>	0.049449
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	1,774,325
<b>5</b> Multiply line 4 by line 3	<b>5</b>	87,739
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	792
<b>7</b> Add lines 5 and 6	<b>7</b>	88,531
<b>8</b> 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	<b>8</b>	58,863

**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 type="checkbox"/> and enter 1% of Part I, line 27b		1	1,584	
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	1,584	
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	1,584	
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,846		
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	2,846		
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	1,262		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 1,262 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?	N/A	
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 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? 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 instructions)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933 Located at ► PO Box 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 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 ►	16	Yes No	X 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. PO Box 63954 MAC A0348-012 SAN FRANCIS	Trustee	4.00 27,997	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
<b>Total number of others receiving over \$50,000 for professional services</b>		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
<b>1</b> NONE	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> NONE	
<b>2</b>	
All other program-related investments See instructions	
<b>3</b> NONE	0
<b>Total. Add lines 1 through 3</b>	0



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,735,837
<b>b</b>	Average of monthly cash balances	<b>1b</b>	65,508
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,801,345
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,801,345
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	27,020
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,774,325
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	88,716

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	88,716
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	1,584
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,584
<b>3</b>	<b>Distributable amount before adjustments.</b> Subtract line 2c from line 1	<b>3</b>	87,132
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	87,132
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	87,132

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	58,863
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	58,863
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	58,863

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7				87,132
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006	44,682			
<b>b</b> From 2007	2,186			
<b>c</b> From 2008	NONE			
<b>d</b> From 2009	NONE			
<b>e</b> From 2010	NONE			
<b>f</b> Total of lines 3a through e	46,868			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 58,863				
<b>a</b> Applied to 2010, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)	0			
<b>d</b> Applied to 2011 distributable amount				58,863
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )	28,269			28,269
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	18,599			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions		0		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	16,413			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,186			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007	2,186			
<b>b</b> Excess from 2008	0			
<b>c</b> Excess from 2009	0			
<b>d</b> Excess from 2010	0			
<b>e</b> Excess from 2011	0			

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

[illegible]

**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

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

c. Any submission deadlines

**SEE ATTACHED STATEMENT**

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

SEE ATTACHED STATEMENT

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			<b>▶ 3a</b>	<b>50,450</b>
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			<b>▶ 3b</b>	<b>0</b>

## 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 instructions )
<b>1</b>	Program service revenue					
<b>a</b>			0		0	0
<b>b</b>			0		0	0
<b>c</b>			0		0	0
<b>d</b>			0		0	0
<b>e</b>			0		0	0
<b>f</b>			0		0	0
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities			14	23,512	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property					
<b>b</b>	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	27,274	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue. <b>a</b> RENTAL INCOME		0	16	51,148	0
<b>b</b>			0		0	0
<b>c</b>			0		0	0
<b>d</b>			0		0	0
<b>e</b>			0		0	0
<b>12</b>	Subtotal. Add columns (b), (d), and (e)		0		101,934	0
<b>13</b>	Total. Add line 12, columns (b), (d), and (e)				13	101,934

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	<b>1a(1)</b>	X
	(2) Other assets	<b>1a(2)</b>	X
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	<b>1b(1)</b>	X
	(2) Purchases of assets from a noncharitable exempt organization	<b>1b(2)</b>	X
	(3) Rental of facilities, equipment, or other assets	<b>1b(3)</b>	X
	(4) Reimbursement arrangements	<b>1b(4)</b>	X
	(5) Loans or loan guarantees	<b>1b(5)</b>	X
	(6) Performance of services or membership or fundraising solicitations	<b>1b(6)</b>	X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	<b>1c</b>	X
<b>d</b>	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) is based on all information of which preparer has any knowledge

John A. Sulentic

4/20/2012

VP AND TAX DIRECTOR

Signature of officer or trustee

Date \_\_\_\_\_

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☒ if self-employed

PTIN

**JOSEPH J. CASTRIANO**

4/20/2012

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

STAFFORD MEMORIAL TR, FOUND T/U/A

33-0085374 Page 1 of 2

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

Recipient(s) paid during the year

Name

SAN DIEGO FAMILY CARE

Street

6973 LINDA VISTA ROAD

City

SAN DIEGO

State

CA

Zip Code

92111

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,000

Name

ST MADELEINE SOPHIE'S TRAINING CENTER

Street

2119 EAST MADISON AVE

City

EL CAJON

State

CA

Zip Code

92019

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

FAMILY HEALTH CENTERS OF SAN DIEGO, INC

Street

823 GATEWAY CENTER WAY

City

SAN DIEGO

State

CA

Zip Code

92102

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

VOICES FOR CHILDREN

Street

2851 MEADOW LARK DRIVE

City

SAN DIEGO

State

CA

Zip Code

92123

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,000

Name

CASA DE AMPARO

Street

3355 MISSION AVE #238

City

OCEANSIDE

State

CA

Zip Code

92058

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

SCRIPPS HEALTH/SCRIPPS MERCY HOSPITAL

Street

4077 FIFTH AVE

City

SAN DIEGO

State

CA

Zip Code

92103

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

20,000

STAFFORD MEMORIAL TR, FOUND T/U/A

33-0085374 Page 2 of 2

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

Name

SAN DIEGO ORGANIZING PROJECT

Street

4305 UNIVERSITY AVE #530

City

SAN DIEGO

State

CA

Zip Code

92105

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,000

Name

SAN DIEGO GRANTMAKERS

Street

5060 SHOREHAM PLACE #350

City

SAN DIEGO

State

CA

Zip Code

92122

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

450

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



## 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	Totals					Net Gain or Loss
									Securities					
			Long Term CG Distributions	Amount						Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss		
			Short Term CG Distributions	4,683						242,695	215,421	27,274		
				0						0	0	0		
1	X		VANGUARD MSCI EMERGING	922042858			11/19/2010		10/21/2011	1,331	1,331		0	
2	X		VANGUARD MSCI EMERGING	922042858			2/2/2011		10/21/2011	587	587		0	
3	X		VANGUARD MSCI EMERGING	922042858			4/29/2010		10/21/2011	117	117		0	
4	X		VANGUARD REIT VIPER	922908553			11/6/2008		2/2/2011	3,555	2,198		1,357	
5	X		VANGUARD REIT VIPER	922908553			2/5/2009		2/2/2011	3,899	1,954		1,945	
6	X		VANGUARD REIT VIPER	922908553			2/5/2009		4/26/2011	669	315		354	
7	X		VANGUARD REIT VIPER	922908553			5/6/2009		4/26/2011	2,312	1,227		1,085	
8	X		VANGUARD REIT VIPER	922908553			8/7/2009		4/26/2011	13,811	8,620		5,191	
9	X		VANGUARD REIT VIPER	922908553			11/19/2010		9/23/2011	1,536	1,572		-36	
10	X		VANGUARD REIT VIPER	922908553			4/29/2010		9/23/2011	7,168	7,264		-96	
11	X		WF ADV INDEX FUND-ADMIN	94975G686			7/23/2010		9/23/2011	1,977	1,989		-12	
12	X		WF ADV INDEX FUND-ADMIN	94975G686			5/8/2009		9/23/2011	2,986	2,508		478	
13	X		WF ADV INDEX FUND-ADMIN	94975G686			5/8/2009		10/21/2011	1,453	1,118		335	
14	X		WF ADV C & B LARGE CAP VA	94975J268			4/28/2011		10/21/2011	1,009	1,087		-78	
15	X		WF ADV C & B LARGE CAP VA	94975J268			2/4/2011		10/21/2011	3,364	3,519		-155	
16	X		WELLS FARGO ADV TOT RT B	94975J581			5/8/2009		4/26/2011	7,088	6,891		197	
17	X		WELLS FARGO ADV TOT RT B	94975J581			10/8/2010		9/23/2011	3,314	3,322		-8	
18	X		WELLS FARGO ADV TOT RT B	94975J581			5/8/2009		9/23/2011	15,576	14,553		1,023	
19	X		WELLS FARGO ADV EMG MK	94975P751			10/8/2010		4/26/2011	794	724		70	
20	X		WELLS FARGO ADV INTL BON	94985D582			10/8/2010		9/23/2011	15,666	15,952		-286	
21	X		WELLS FARGO ADV INTL BON	94985D582			11/19/2010		9/23/2011	4,824	4,724		100	
22	X		WELLS FARGO ADV INTL BON	94985D582			4/28/2011		9/23/2011	506	504		2	
23	X		WELLS FARGO ADV INTL BON	94985D582			7/23/2010		9/23/2011	6,947	6,469		478	
24	X		WF ADV CAPITAL GROWTH F	949915615			12/12/2008		4/26/2011	457	258		199	
25	X		WF ADV CAPITAL GROWTH F	949915615			2/9/2009		4/26/2011	1,124	676		448	
26	X		WELLS FARGO ADV DIV INTL	949917322			2/9/2009		2/2/2011	2,188	1,426		762	
27	X		WELLS FARGO ADV DIV INTL	949917322			2/9/2009		4/26/2011	1,845	1,162		683	
28	X		WELLS FARGO ADV DIV INTL	949917322			11/19/2010		10/21/2011	5,426	5,928		-502	
29	X		WELLS FARGO ADV HI INC-IN	949917538			2/4/2011		9/23/2011	658	700		-42	
30	X		WELLS FARGO ADV HI INC-IN	949917538			4/28/2011		9/23/2011	1,226	1,319		-93	
31	X		WELLS FARGO ADV HI INC-IN	949917538			10/8/2010		9/23/2011	388	405		-17	
32	X		WF ADV GOVT SECURITIES-I	949917579			3/16/2005		4/26/2011	2,733	2,664		69	
33	X		WF ADV GOVT SECURITIES-I	949917579			4/10/2008		4/26/2011	233	228		5	
34	X		WF ADV GOVT SECURITIES-I	949917579			11/6/2008		4/26/2011	3,797	3,633		164	
35	X		WF ADV GOVT SECURITIES-I	949917579			10/8/2010		9/23/2011	3,810	3,753		57	
36	X		WF ADV GOVT SECURITIES-I	949917579			5/3/2010		9/23/2011	2,894	2,749		145	
37	X		WF ADV GOVT SECURITIES-I	949917579			10/19/2009		9/23/2011	11,680	11,176		504	
38	X		WF ADV GOVT SECURITIES-I	949917579			8/11/2009		9/23/2011	474	446		28	
39	X		WF ADV SHORT-TERM BOND	949917652			5/3/2010		2/2/2011	13,139	13,063		76	
40	X		WF ADV SHORT-TERM BOND	949917652			4/28/2011		9/23/2011	7,097	7,138		-41	
41	X		WF ADV CAPITAL GROWTH F	949915615			11/6/2008		2/2/2011	9,706	6,472		3,234	
42	X		WF ADV CAPITAL GROWTH F	949915615			12/12/2008		2/2/2011	6,199	3,680		2,519	
43	X		CREDIT SUISSE COMM RT ST	22544R305			10/8/2010		2/2/2011	4,354	4,095		259	
44	X		CREDIT SUISSE COMM RT ST	22544R305			10/8/2010		4/26/2011	2,056	1,836		220	
45	X		DIAMOND HILL LONG-SHORT	25264S833			5/3/2010		2/2/2011	593	564		29	
46	X		DIAMOND HILL LONG-SHORT	25264S833			4/28/2011		10/21/2011	494	516		-22	
47	X		DIAMOND HILL LONG-SHORT	25264S833			5/3/2010		10/21/2011	1,500	1,453		47	
48	X		DREYFUS EMG MKT DEBT LG	261980494			10/8/2010		4/26/2011	426	422		4	
49	X		JP MORGAN MID CAP VALUE	339128100			5/3/2010		4/26/2011	658	575		83	
50	X		GOLDMAN SACHS GRTH OPF	38142Y401			5/3/2010		2/2/2011	4,731	4,269		462	
51	X		GOLDMAN SACHS GRTH OPF	38142Y401			5/3/2010		4/26/2011	1,035	876		159	

**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						
									Amount		Securities				
									Long Term CG Distributions	Short Term CG Distributions	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss		
52	X	HUSSMAN STRATEGIC GROW	448108100			3/5/2008		9/23/2011	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Net Gain or Loss		
53	X	HUSSMAN STRATEGIC GROW	448108100			4/10/2008		9/23/2011	8,165	9,768			-1,603		
54	X	ISHARES IBOXX \$ INV GR CO	464287242			2/5/2009		2/2/2011	1,559	1,837			-278		
55	X	ISHARES IBOXX \$ INV GR CO	464287242			5/6/2009		2/2/2011	11,524	10,565			959		
56	X	ISHARES IBOXX \$ INV GR CO	464287242			8/7/2009		2/2/2011	2,262	2,038			224		
57	X	ISHARES IBOXX \$ INV GR CO	464287242			10/15/2009		2/2/2011	1,185	1,126			59		
58	X	ISHARES IBOXX \$ INV GR CO	464287242			4/29/2010		2/2/2011	754	727			27		
59	X	KEELEY SMALL CAP VAL FD	487300808			4/20/2009		2/2/2011	2,477	2,457			20		
60	X	KEELEY SMALL CAP VAL FD	487300808			4/20/2009		4/26/2011	2,316	1,284			1,032		
61	X	KEELEY SMALL CAP VAL FD	487300808			9/27/2011		10/21/2011	1,514	785			729		
62	X	MERGER FD SH BEN INT #260	589509108			11/19/2010		9/23/2011	1,290	1,212			78		
63	X	MERGER FD SH BEN INT #260	589509108			2/4/2011		9/23/2011	297	304			-7		
64	X	MERGER FD SH BEN INT #260	589509108			4/28/2011		9/23/2011	783	800			-17		
65	X	MERGER FD SH BEN INT #260	589509108			10/8/2010		9/23/2011	432	449			-17		
66	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/2/2011		9/23/2011	739	753			-14		
67	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/29/2011		9/23/2011	1,899	2,455			-556		
68	X	TCW SMALL CAP GROWTH F	87234N849			5/3/2010		2/2/2011	3,154	4,069			-915		
69	X	TCW SMALL CAP GROWTH F	87234N849			5/3/2010		4/26/2011	2,226	2,040			186		
70	X	VANGARD MSCI EMERGING M	922042858			2/5/2009		4/26/2011	2,465	2,040			425		
									1,561	685			876		
									Other sales					0	
									242,695					215,421	27,274
									0					0	0

**Line 11 (990-PF) - Other Income**

		51,148	51,148	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	RENTAL INCOME	51,148	51,148	
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

**Line 16b (990-PF) - Accounting Fees**

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,404			1,404
2					
3					
4					
5					
6					
7					
8					
9					
10					

**Line 18 (990-PF) - Taxes**

		5,281	577	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	1,858			
2	ESTIMATED EXCISE TAX PAID	2,846			
3	FOREIGN TAX WITHHELD	577	577		
4					
5					
6					
7					
8					
9					
10					

**Line 23 (990-PF) - Other Expenses**

		541	531	0	10
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	TRUSTEE FEES				
2	ADR FEES				
3	STATE AG FEES	10			10
4	RENTAL EXPENSE	531	531		
5					
6					
7					
8					
9					

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

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

<b>1</b>	MUTUAL FUND & CTF INCOME ADDITIONS	<b>1</b>	1,177
<b>2</b>	Total	<b>2</b>	1,177

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

<b>1</b>	MUTUAL FUND & CTF INCOME SUBTRACTION	<b>1</b>	1,375
<b>2</b>	COST BASIS ADJUSTMENT	<b>2</b>	119
<b>3</b>	Total	<b>3</b>	1,494

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

		Amount		Long Term CG Distributions		Short Term CG Distributions		Totals										238,012		0		215,421		22,591		0		0		22,591	
		CUSIP #						How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses													
	Kind(s) of Property Sold																														
1	VANGUARD MSCI EMERGING MARKETS	922042858	4,683	0				11/19/2010	10/21/2011				1,331	0			1,331	0											22,591		
2	VANGUARD MSCI EMERGING MARKETS	922042858						2/2/2011	10/21/2011				587	0			587	0											0		
3	VANGUARD MSCI EMERGING MARKETS	922042858						4/29/2010	10/21/2011				117	0			117	0											0		
4	VANGUARD REIT VIPER	922908553						1/16/2008	2/2/2011				3,555	0			2,198	1,357											1,357		
5	VANGUARD REIT VIPER	922908553						2/5/2009	2/2/2011				3,899	0			1,954	1,945											1,945		
6	VANGUARD REIT VIPER	922908553						2/5/2009	4/26/2011				669	0			315	354											354		
7	VANGUARD REIT VIPER	922908553						5/6/2009	4/26/2011				2,312	0			1,227	1,085											1,085		
8	VANGUARD REIT VIPER	922908553						8/7/2009	4/26/2011				13,811	0			8,620	5,191											5,191		
9	VANGUARD REIT VIPER	922908553						11/19/2010	9/23/2011				1,536	0			1,572	-36											-36		
10	VANGUARD REIT VIPER	922908553						4/29/2010	9/23/2011				7,168	0			7,264	-96											-96		
11	WF ADV INDEX FUND-ADMIN #88	94975G686						7/23/2010	9/23/2011				1,977	0			1,989	-12											-12		
12	WF ADV INDEX FUND-ADMIN #88	94975G686						5/8/2009	9/23/2011				2,986	0			2,508	478											478		
13	WF ADV INDEX FUND-ADMIN #88	94975G686						5/8/2009	10/21/2011				1,453	0			1,118	335											335		
14	WF ADV C & B LARGE CAP VAL-I #1868	94975J268						4/28/2011	10/21/2011				1,009	0			1,087	-78											-78		
15	WF ADV C & B LARGE CAP VAL-I #1868	94975J268						2/4/2011	10/21/2011				3,364	0			3,519	-155											-155		
16	WELLS FARGO ADV TOT RT BD FD-IN #94975J581	94975J581						5/8/2009	4/26/2011				7,088	0			6,891	197											197		
17	WELLS FARGO ADV TOT RT BD FD-IN #94975J581	94975J581						10/8/2010	9/23/2011				3,314	0			3,322	-8											-8		
18	WELLS FARGO ADV TOT RT BD FD-IN #94975J581	94975J581						5/8/2009	9/23/2011				15,576	0			14,553	1,023											1,023		
19	WELLS FARGO ADV EMG MK E-INS #4194975P751	949915615						10/8/2010	4/26/2011				794	0			724	70											70		
20	WELLS FARGO ADV INTL BOND-IS #47094985D582	949915615						10/8/2010	9/23/2011				15,666	0			15,952	-286											-286		
21	WELLS FARGO ADV INTL BOND-IS #47094985D582	949915615						11/19/2010	9/23/2011				4,824	0			4,724	100											100		
22	WELLS FARGO ADV INTL BOND-IS #47094985D582	949915615						4/28/2011	9/23/2011				506	0			504	2											2		
23	WELLS FARGO ADV INTL BOND-IS #47094985D582	949915615						7/23/2010	9/23/2011				6,947	0			6,469	478											478		
24	WF ADV CAPITAL GROWTH FUND-#312	949917322						12/12/2008	4/26/2011				457	0			258	199											199		
25	WF ADV CAPITAL GROWTH FUND-#312	949917322						2/9/2009	4/26/2011				1,124	0			676	448											448		
26	WELLS FARGO ADV DIV INTL FD-I #311	949917322						2/9/2009	2/2/2011				2,188	0			1,426	762											762		
27	WELLS FARGO ADV DIV INTL FD-I #311	949917322						2/9/2009	4/26/2011				1,845	0			1,162	683											683		
28	WELLS FARGO ADV DIV INTL FD-I #311	949917322						11/19/2010	10/21/2011				5,426	0			5,928	-502											-502		
29	WELLS FARGO ADV HI INC-INS #3110	949917538						2/4/2011	9/23/2011				658	0			700	-42											-42		
30	WELLS FARGO ADV HI INC-INS #3110	949917538						4/28/2011	9/23/2011				1,226	0			1,319	-93											-93		
31	WELLS FARGO ADV HI INC-INS #3110	949917538						10/8/2010	9/23/2011				388	0			405	-17											-17		
32	WF ADV GOVT SECURITIES- I #3101	949917579						3/16/2005	4/26/2011				2,733	0			2,664	69											69		
33	WF ADV GOVT SECURITIES- I #3101	949917579						4/10/2008	4/26/2011				233	0			228	5											5		
34	WF ADV GOVT SECURITIES- I #3101	949917579						11/6/2008	4/26/2011				3,797	0			3,633	164											164		
35	WF ADV GOVT SECURITIES- I #3101	949917579						10/8/2010	9/23/2011				3,810	0			3,753	57											57		
36	WF ADV GOVT SECURITIES- I #3101	949917579						5/3/2010	9/23/2011				2,894	0			2,749	145											145		
37	WF ADV GOVT SECURITIES- I #3101	949917579						10/19/2009	9/23/2011				11,680	0			11,176	504											504		
38	WF ADV GOVT SECURITIES- I #3101	949917579						8/11/2009	9/23/2011				474	0			446	28											28		
39	WF ADV SHORT-TERM BOND FUND-#3	949917652						5/3/2010	2/2/2011				13,139	0			13,063	76											76		
40	WF ADV SHORT-TERM BOND FUND-#3	949917652						4/28/2011	9/23/2011				7,097	0			7,138	-41											-41		
41	WF ADV CAPITAL GROWTH FUND-#312	949915615						11/6/2008	2/2/2011				9,706	0			6,472	3,234											3,234		
42	WF ADV CAPITAL GROWTH FUND-#312	949915615						12/12/2008	2/2/2011				6,199	0			3,680	2,519											2,519		
43	CREDIT SUISSE COMM RT ST-CO #215622544R305	949915615						10/8/2010	2/2/2011				4,354	0			4,095	259											259		
44	CREDIT SUISSE COMM RT ST-CO #215622544R305	949915615						10/8/2010	4/26/2011				2,056	0			1,836	220											220		
45	DIAMOND HILL LONG-SHORT FD CL I #25264S833	949915615						5/3/2010	2/2/2011				593	0			564	29											29		
46	DIAMOND HILL LONG-SHORT FD CL I #25264S833	949915615						4/28/2011	10/21/2011				494	0			516	-22											-22		
47	DIAMOND HILL LONG-SHORT FD CL I #25264S833	949915615						5/3/2010	10/21/2011				1,500	0			1,453	47											47		
48	DREYFUS EMG MKT DEBT LOC C-I #608	261980494						10/8/2010	4/26/2011				426	0			422	4											4		
49	JP MORGAN MID CAP VALUE-I #758	339128100						5/3/2010	4/26/2011				658	0			575	83											83		
50	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401	949915615						5/3/2010	2/2/2011				4,731	0			4,269	462											462		
51	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401	949915615						5/3/2/																							



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

		Amount		Totals		238,012		215,421		22,591		0		0		0		22,591	
Long Term CG Distributions		4,683																	
Short Term CG Distributions		0																	
	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	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	0	0	0	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses	22,591	
59	KEELEY SMALL CAP VAL FD CL I #2251	487300808		4/20/2009	2/2/2011	2,316	0	1,284	1,032			0					1,032		
60	KEELEY SMALL CAP VAL FD CL I #2251	487300808		4/20/2009	4/26/2011	1,514	0	785	729			0					729		
61	KEELEY SMALL CAP VAL FD CL I #2251	487300808		9/27/2011	10/21/2011	1,290	0	1,212	78			0					78		
62	MERGER FD SH BEN INT #260	589509108		11/19/2010	9/23/2011	297	0	304	-7			0					-7		
63	MERGER FD SH BEN INT #260	589509108		2/4/2011	9/23/2011	783	0	800	-17			0					-17		
64	MERGER FD SH BEN INT #260	589509108		4/28/2011	9/23/2011	432	0	449	-17			0					-17		
65	MERGER FD SH BEN INT #260	589509108		10/8/2010	9/23/2011	739	0	753	-14			0					-14		
66	SPDR DJ WILSHIRE INTERNATIONAL R#78463X863			5/2/2011	9/23/2011	1,899	0	2,455	-556			0					-556		
67	SPDR DJ WILSHIRE INTERNATIONAL R#78463X863			4/29/2011	9/23/2011	3,154	0	4,069	-915			0					-915		
68	TCW SMALL CAP GROWTH FUND-I #47287234N849			5/3/2010	2/2/2011	2,226	0	2,040	186			0					186		
69	TCW SMALL CAP GROWTH FUND-I #47287234N849			5/3/2010	4/26/2011	2,465	0	2,040	425			0					425		
70	VANGARD MSCI EMERGING MARKETS	922042858		2/5/2009	4/26/2011	1,561	0	685	876			0					876		

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank N A Trust T		PO Box 63954 MAC A0348-012	SAN FRANCISCO	CA	94163		TRUSTEE	4 00	27,997
2										
3										
4										
5										
6										
7										
8										
9										
10										

27,997

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

	Date	Amount
1 Credit from prior year return . . . . .		1 0
2 First quarter estimated tax payment . . . . .	5/10/2011	2 712
3 Second quarter estimated tax payment . . . . .	6/9/2011	3 712
4 Third quarter estimated tax payment . . . . .	9/8/2011	4 712
5 Fourth quarter estimated tax payment . . . . .	12/9/2011	5 710
6 Other payments . . . . .		6 0
7 Total . . . . .		7 2,846

## STAFFORD MEMORIAL TR, FOUND T/U/A

383467016

EIN: 33-0085374

Security Category	Account #	CUSIP	Asset Name	Units	Fed Cost	FMV
Savings & Temp Inv	383467016	VP0528308	FEDERATED TREAS OBL FD 68	24986	24986.17	24986.17
Savings & Temp Inv	383467016	VP0528308	FEDERATED TREAS OBL FD 68	31733	31733.3	31733.3
					<u>56719.47</u>	<u>56719.47</u>
Invest - Other	383467016	589509108	MERGER FD SH BEN INT #260	1271.7	20007.18	19826.19
Invest - Other	383467016	693390882	PIMCO FOREIGN BD FD USD H-INST #103	1769.5	18863.34	18721.78
Invest - Other	383467016	94975G686	WF ADV INDEX FUND-ADMIN #88	1041.4	32870.8	44133.18
Invest - Other	383467016	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	1233.1	32936.15	32047.67
Invest - Other	383467016	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	3011.5	43408.61	39630.7
Invest - Other	383467016	339128100	JP MORGAN MID CAP VALUE-I #758	1410.3	31382.84	33493.44
Invest - Other	383467016	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	3251.4	42545.83	40415.21
Invest - Other	383467016	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	1464.7	32737.11	32341.33
Invest - Other	383467016	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	1564.7	17615.19	17759.21
Invest - Other	383467016	94975J581	WELLS FARGO ADV TOT RT BD FD-IN #944	3479.4	42878.25	44710.42
Invest - Other	383467016	94975P751	WELLS FARGO ADV EMG MK E-INS #4146	1963.3	43269.45	39560.31
Invest - Other	383467016	94975J268	WF ADV C & B LARGE CAP VAL-I #1868	9125	63562.57	72543.69
Invest - Other	383467016	922908553	VANGUARD REIT VIPER	768	36878.8	44544
Invest - Other	383467016	922042858	VANGUARD MSCI EMERGING MARKETS ETF	1045	40014.93	39929.45
Invest - Other	383467016	949917579	WF ADV GOVT SECURITIES- I #3101	4055.2	43526.66	45580.59
Invest - Other	383467016	949917652	WF ADV SHORT-TERM BOND FUND-I#3102	3638.5	31718.82	31654.94
Invest - Other	383467016	949915615	WF ADV CAPITAL GROWTH FUND-I#3121	4673.2	52229.13	72855.55
Invest - Other	383467016	949917322	WELLS FARGO ADV DIV INTL FD-I #3113	13731	101335.91	125639.35
Invest - Other	383467016	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	1238	39227.53	39405.54
Invest - Other	383467016	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	1899.7	30565.28	32162.33
Invest - Other	383467016	949917538	WELLS FARGO ADV HI INC-INS #3110	6306.8	44366.43	46039.97
Invest - Other	383467016	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	6114.6	54518.89	50017.78
Invest - Other	383467016	487300808	KEELEY SMALL CAP VAL FD CL I #2251	1429.6	26641.15	33367.33
					<u>923100.85</u>	<u>996379.96</u>
Invest - US & State	383467016	REX45433	495 SECOND ST. NORTH, EL CAJON CA	0.5	65777.5	67000
Cash	383467016				247.98	247.98