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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 ELKINS, KATE FELTON T/U/A		A Employer identification number 94-6052510
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N.A Trust Tax Dept - PO Box 63954 MAC A0348-012		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code SAN FRANCISCO CA 94163		C If exemption application is pending, check here <input type="checkbox"/>
G 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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 244,851	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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	7,652	7,539		
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	8,055			
b Gross sales price for all assets on line 6a	190,612			
7 Capital gain net income (from Part IV, line 2)		8,055		
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	15,707	15,594	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	1,427	1,070		357
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)	702	0	0	702
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see instructions)	1,140	133	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)	10	0	0	10
24 Total operating and administrative expenses. Add lines 13 through 23	3,279	1,203	0	1,069
25 Contributions, gifts, grants paid	11,000			11,000
26 Total expenses and disbursements. Add lines 24 and 25	14,279	1,203	0	12,069
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	1,428			
b Net investment income (if negative, enter -0-)		14,391		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

4 MB

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	0	0		
	2	Savings and temporary cash investments	9,856	5,185	5,185	
	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	
	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)	225,019	230,913	239,666	
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)	234,875	236,098	244,851	
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	Total liabilities (add lines 17 through 22)	0	0		
		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	234,875	236,098			
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)	234,875	236,098			
31	Total liabilities and net assets/fund balances (see instructions)	234,875	236,098			

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	234,875
2	Enter amount from Part I, line 27a	2	1,428
3	Other increases not included in line 2 (itemize) ▶ <u>MUTUAL FUND & CTF INCOME ADDITIONS</u>	3	333
4	Add lines 1, 2, and 3	4	236,636
5	Decreases not included in line 2 (itemize) ▶ <u>See Attached Statement</u>	5	538
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	236,098

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	8,055
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	8,812	233,982	0.037661
2009	9,821	221,144	0.044410
2008	11,987	253,605	0.047266
2007			0.000000
2006			0.000000
2 Total of line 1, column (d)			2 0.129337
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 0.043112
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 255,057
5 Multiply line 4 by line 3			5 10,996
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 144
7 Add lines 5 and 6			7 11,140
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 12,069

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)	1	144
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3 Add lines 1 and 2	3	144
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	144
6 Credits/Payments		
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	585
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	585
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	441
11 Enter the amount of line 10 to be Credited to 2012 estimated tax 144 Refunded 297	11	297

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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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) 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 ► P.O. 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

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

5b N/A

6b

7b N/A

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 1,427	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	0
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	247,614
b	Average of monthly cash balances	1b	11,327
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	258,941
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	258,941
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	3,884
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	255,057
6	Minimum investment return. Enter 5% of line 5	6	12,753

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	12,753
2a	Tax on investment income for 2011 from Part VI, line 5	2a	144
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	144
3	Distributable amount before adjustments Subtract line 2c from line 1	3	12,609
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	12,609
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	12,609

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	12,069
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	12,069
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	144
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	11,925

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				12,609
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			3,861	
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 ▶ \$ 12,069				
a Applied to 2010, but not more than line 2a			3,861	
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				8,208
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				4,401
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

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0				0
0	0	0	0	0
0				0
				0
0	0	0	0	0
				0
0				0
				0
0				0
				0
				0
				0
				0
				0
				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	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)				
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	11,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a _____		0		0	0
b _____		0		0	0
c _____		0		0	0
d _____		0		0	0
e _____		0		0	0
f _____		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	7,652	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	8,055	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____		0		0	0
b _____		0		0	0
c _____		0		0	0
d _____		0		0	0
e _____		0		0	0
12 Subtotal. Add columns (b), (d), and (e)		0		15,707	0
13 Total. Add line 12, columns (b), (d), and (e)				13	15,707

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | | |
|--|--|-----------|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | | | X |
| (2) Other assets | | | X |
| b Other transactions. | | | |
| (1) Sales of assets to a noncharitable exempt organization | | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | | X |
| (3) Rental of facilities, equipment, or other assets | | | X |
| (4) Reimbursement arrangements | | | X |
| (5) Loans or loan guarantees | | | X |
| (6) Performance of services or membership or fundraising solicitations | | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 1c | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | |

[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

3/16/2012

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**

Pnnt/Type preparer's name

Preparer's signature

Date

PTIN

JOSEPH J CASTRIANO

[Handwritten signature]

3/16/2012

Check ☒ if
self-employed

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

ELKINS, KATE FELTON T/U/A

94-6052510 Page 1 of 1

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

Recipient(s) paid during the year

Name

UNITED WAY OF THE BAY AREA

Street

221 MAIN ST #330

City

SAN FRANCISCO

State

CA

Zip Code

94105

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

11,000

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

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

		Amount		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss				
				Securities	Other sales									
Long Term CG Distributions				822			190,612	182,557		8,055				
Short Term CG Distributions				745			0	0		0				
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
1	X	CAPITAL PARTNERS CORE E	140995127			7/22/2010		10/14/2011	523	486				37
2	X	CREDIT SUISSE COMM RT ST	22544R305			10/12/2010		2/7/2011	802	768				34
3	X	CREDIT SUISSE COMM RT ST	22544R305			10/12/2010		4/29/2011	448	398				50
4	X	DREYFUS EMG MKT DEBT LG	261980494			10/12/2010		4/29/2011	215	211				4
5	X	DRIEHAUS ACTIVE INCOME F	262028855			8/17/2011		9/30/2011	1,572	1,666				-94
6	X	DRIEHAUS ACTIVE INCOME F	262028855			8/17/2011		10/14/2011	3,162	3,328				-166
7	X	HUSSMAN STRATEGIC GROW	448108100			2/8/2008		8/15/2011	422	527				-105
8	X	ISHARES IBOX \$ INV GR CO	464287242			2/6/2009		2/7/2011	8,770	8,049				721
9	X	ISHARES IBOX \$ INV GR CO	464287242			5/7/2009		2/7/2011	749	678				71
10	X	ISHARES MSCI EAFE	464287465			11/22/2010		2/7/2011	607	571				36
11	X	ISHARES MSCI EAFE	464287465			11/22/2010		4/29/2011	383	343				40
12	X	ISHARES MSCI EAFE	464287465			11/22/2010		8/15/2011	697	743				-46
13	X	ISHARES MSCI EAFE	464287465			4/30/2010		8/15/2011	1,555	1,599				-44
14	X	ISHARES S&P MIDCAP 400 GR	464287606			4/30/2010		2/7/2011	1,055	898				157
15	X	ISHARES TR SMALLCAP 600 I	464287804			10/7/2010		2/7/2011	701	600				101
16	X	ISHARES TR SMALLCAP 600 I	464287804			10/7/2010		4/29/2011	377	300				77
17	X	MERGER FD SH BEN INT #260	589509108			10/12/2010		8/15/2011	189	191				-2
18	X	MERGER FD SH BEN INT #260	589509108			2/9/2011		8/15/2011	198	200				-2
19	X	MERGER FD SH BEN INT #260	589509108			5/4/2010		8/15/2011	2,155	2,143				12
20	X	MERGER FD SH BEN INT #260	589509108			5/4/2010		10/14/2011	237	236				1
21	X	PIMCO FOREIGN BD FD USD	693390882			8/17/2011		9/30/2011	3,099	3,096				3
22	X	PIMCO FOREIGN BD FD USD	693390882			8/17/2011		10/14/2011	6,576	6,607				-31
23	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/2/2011		8/15/2011	550	624				-74
24	X	AMEX MATERIALS SPDR	81369Y100			4/30/2010		4/29/2011	409	348				61
25	X	AMEX HEALTH CARE SPDR	81369Y209			4/30/2010		2/7/2011	323	314				9
26	X	CONSUMER STAPLES SECTO	81369Y308			4/30/2010		2/7/2011	146	140				6
27	X	CONSUMER STAPLES SECTO	81369Y308			4/30/2010		4/29/2011	346	307				39
28	X	AMEX CONSUMER DISCR SPI	81369Y407			4/30/2010		4/29/2011	284	249				35
29	X	AMEX ENERGY SELECT SPDR	81369Y506			4/30/2010		2/7/2011	372	302				70
30	X	AMEX FINANCIAL SELECT SP	81369Y605			4/30/2010		2/7/2011	669	661				8
31	X	AMEX INDUSTRIAL SPDR	81369Y704			4/30/2010		2/7/2011	370	334				36
32	X	AMEX TECHNOLOGY SELECT	81369Y803			4/30/2010		2/7/2011	402	357				45
33	X	AMEX TECHNOLOGY SELECT	81369Y803			4/30/2010		4/29/2011	133	119				14
34	X	AMEX TECHNOLOGY SELECT	81369Y803			4/30/2010		8/15/2011	463	452				11
35	X	AMEX UTILITIES SPDR	81369Y886			4/30/2010		4/29/2011	165	152				13
36	X	VANGUARD MSCI EMERGING N	922042858			4/30/2010		4/29/2011	402	341				61
37	X	VANGUARD REIT VIPER	922908553			2/6/2009		2/7/2011	1,142	593				549
38	X	VANGUARD REIT VIPER	922908553			2/6/2009		4/29/2011	3,018	1,446				1,572
39	X	VANGUARD REIT VIPER	922908553			2/6/2009		8/15/2011	444	235				209
40	X	WELLS FARGO ADV INTL BON	94985D582			10/12/2010		8/15/2011	17,727	17,528				199
41	X	WELLS FARGO ADV INTL BON	94985D582			7/26/2010		8/15/2011	1,169	1,059				110
42	X	WELLS FARGO ADV INTL BON	94985D582			11/24/2010		9/30/2011	2,817	2,815				2
43	X	WELLS FARGO ADV INTL BON	94985D582			2/9/2011		9/30/2011	1,431	1,400				31
44	X	WELLS FARGO ADV INTL BON	94985D582			7/26/2010		9/30/2011	183	176				7
45	X	WELLS FARGO ADV INTL BON	94985D582			7/26/2010		10/14/2011	8,956	8,547				409
46	X	TAXABLE SHORT-TERM BONI	999612906			7/15/2005		9/30/2011	3,447	3,477				-30
47	X	TAXABLE SHORT-TERM BONI	999612906			5/6/2005		10/14/2011	5,330	5,375				-45
48	X	TAXABLE SHORT-TERM BONI	999612906			7/15/2005		10/14/2011	6,455	6,512				-57
49	X	TAXABLE SHORT-TERM BONI	999612906			5/7/2009		10/14/2011	1,776	1,777				-1
50	X	TAXABLE INTERMEDIATE TER	999708902			4/29/2011		9/30/2011	1,087	1,087				0
51	X	TAXABLE INTERMEDIATE TER	999708902			2/7/2011		9/30/2011	7,783	7,691				92

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		Cost, Other Basis and Expenses		
										Price	Other Basis	Valuation Method	Depreciation	
										190,612	182,557		8,055	
Long Term CG Distributions										822				
Short Term CG Distributions										745				
										0	0		0	
Other sales														
52	X		TAXABLE INTERMEDIATE TER	999708902			11/30/1994		10/14/2011	12,744	11,951		793	
53	X		TAXABLE INTERMEDIATE TER	999708902			10/14/2005		10/14/2011	125	119		6	
54	X		TAXABLE INTERMEDIATE TER	999708902			6/15/2007		10/14/2011	502	475		27	
55	X		TAXABLE INTERMEDIATE TER	999708902			5/7/2009		10/14/2011	1,319	1,232		87	
56	X		TAXABLE INTERMEDIATE TER	999708902			2/7/2011		10/14/2011	2,892	2,880		12	
57	X		CAPITAL PARTNERS CORE E	140995127			11/22/2010		9/30/2011	97	106		-9	
58	X		CAPITAL PARTNERS CORE E	140995127			2/7/2011		9/30/2011	520	624		-104	
59	X		CAPITAL PARTNERS CORE E	140995127			4/29/2011		9/30/2011	86	102		-16	
60	X		CAPITAL PARTNERS CORE E	140995127			4/30/2010		9/30/2011	1,766	1,894		-128	
61	X		CAPITAL PARTNERS CORE E	140995127			4/30/2010		10/14/2011	4,814	4,818		-4	
62	X		TAXABLE TOTAL RETURN BO	991283912			2/15/2006		10/14/2011	655	598		57	
63	X		TAXABLE TOTAL RETURN BO	991283912			6/15/2007		10/14/2011	891	806		85	
64	X		TAXABLE TOTAL RETURN BO	991283912			7/22/2008		10/14/2011	858	769		89	
65	X		TAXABLE TOTAL RETURN BO	991283912			2/6/2009		10/14/2011	1,246	1,078		168	
66	X		TAXABLE TOTAL RETURN BO	991283912			5/7/2009		10/14/2011	1,429	1,248		181	
67	X		TAXABLE TOTAL RETURN BO	991283912			2/7/2011		10/14/2011	2,907	2,849		58	
68	X		TAXABLE SHORT-TERM BONI	999612906			4/30/2010		2/7/2011	3,537	3,554		-17	
69	X		TAXABLE SHORT-TERM BONI	999612906			7/22/2010		2/7/2011	3,293	3,302		-9	
70	X		TAXABLE SHORT-TERM BONI	999612906			4/21/2006		2/7/2011	409	409		0	
71	X		TAXABLE SHORT-TERM BONI	999612906			4/21/2006		4/29/2011	2,250	2,261		-11	
72	X		TAXABLE SHORT-TERM BONI	999612906			12/15/1999		8/15/2011	2,111	2,124		-13	
73	X		TAXABLE SHORT-TERM BONI	999612906			1/7/2004		8/15/2011	1,534	1,544		-10	
74	X		TAXABLE SHORT-TERM BONI	999612906			4/21/2006		8/15/2011	484	488		-4	
75	X		TAXABLE SHORT-TERM BONI	999612906			4/7/2004		8/15/2011	3,541	3,557		-16	
76	X		TAXABLE SHORT-TERM BONI	999612906			4/7/2004		9/30/2011	3,342	3,373		-31	
77	X		WELLS FARGO ADV HI INC-IN	949917538			2/21/2006		9/30/2011	4,802	5,321		-519	
78	X		WELLS FARGO ADV HI INC-IN	949917538			2/21/2006		10/14/2011	768	838		-70	
79	X		WELLS FARGO ADV HI INC-IN	949917538			7/24/2008		10/14/2011	583	578		5	
80	X		WELLS FARGO ADV HI INC-IN	949917538			10/17/2008		10/14/2011	1,695	1,376		319	
81	X		WELLS FARGO ADV HI INC-IN	949917538			8/11/2009		10/14/2011	5,956	5,655		301	
82	X		WELLS FARGO ADV HI INC-IN	949917538			10/19/2009		10/14/2011	242	235		7	
83	X		WELLS FARGO ADV HI INC-IN	949917538			10/12/2010		10/14/2011	199	208		-9	
84	X		WELLS FARGO ADV HI INC-IN	949917538			5/3/2011		10/14/2011	292	315		-23	
85	X		TAXABLE TOTAL RETURN BO	991283912			4/29/2011		9/30/2011	3,158	3,113		45	
86	X		TAXABLE TOTAL RETURN BO	991283912			2/7/2011		9/30/2011	5,870	5,686		184	
87	X		TAXABLE TOTAL RETURN BO	991283912			11/30/1994		10/14/2011	9,837	9,015		822	

Line 16b (990-PF) - Accounting Fees

		702	0	0	702
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEE	702			702
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		1,140	133	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	422			
2	ESTIMATED EXCISE TAX PAID	585			
3	FOREIGN TAX WITHHELD	133	133		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	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					
5					
6					
7					
8					
9					

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

			225,019	230,913	239,666
	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	INVESTMENTS-OTHER		225,019	230,913	239,666
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

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

1	MUTUAL FUND & CTF INCOME ADDITIONS	1	333
2	Total	2	333

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

1	COST BASIS ADJUSTMENT	1	263
2	UNDISTRIBUTED CTF CAPITAL LOSS	2	275
3	Total	3	538

	6.4
Minus Excesses Over Adjusted Assets or Losses	-1
	1
	1
	-
	-
	-
	-
	-
	-5
	-
	3
	3
	-
	1
	8

Part

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

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

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/10/2011	2	146
3 Second quarter estimated tax payment	6/9/2011	3	146
4 Third quarter estimated tax payment	9/8/2011	4	146
5 Fourth quarter estimated tax payment	12/9/2011	5	147
6 Other payments		6	0
7 Total		7	585

:

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	3,861
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	3,861

ELKINS, KATE FELTON TIU/A
ACCOUNT 006271
FYE 12

BALANCE SHEET

<u>SECURITY CATEGORY</u>	<u>ACCOUNT #</u>	<u>CUSIP</u>	<u>ASSET NAME</u>	<u>UNITS</u>	<u>FMV</u>	<u>FED COST</u>
Savings & Temp Inv	006271	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	3,136.64	3,136.64	3,136.64
Savings & Temp Inv	006271	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	2,048.60	2,048.60	2,048.60
Invest - Other	006271	589509108	MERGER FD SH BEN INT #260	305.52	4,763.10	4,796.71
Invest - Other	006271	693390882	PIMCO FOREIGN BD FD USD H-INST #103	401.92	4,252.32	4,276.44
Invest - Other	006271	81369Y308	CONSUMER STAPLES SECTOR SPDR TR	189.00	6,140.61	5,560.91
Invest - Other	006271	81369Y605	AMEX FINANCIAL SELECT SPDR	579.00	7,527.00	8,108.90
Invest - Other	006271	81369Y100	AMEX MATERIALS SPDR	25.00	837.50	839.52
Invest - Other	006271	81369Y803	AMEX TECHNOLOGY SELECT SPDR	373.00	9,492.85	9,124.60
Invest - Other	006271	81369Y506	AMEX ENERGY SELECT SPDR	102.00	7,051.26	6,323.84
Invest - Other	006271	81369Y886	AMEX UTILITIES SPDR	35.00	1,259.30	1,154.55
Invest - Other	006271	464287804	ISHARES TR SMALLCAP 600 INDEX FD	249.00	17,006.70	15,273.05
Invest - Other	006271	464287705	ISHARES S&P MIDCAP 400 VALUE	111.00	8,433.78	8,155.65
Invest - Other	006271	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	346.83	4,016.23	4,238.00
Invest - Other	006271	464287606	ISHARES S&P MIDCAP 400 GROWTH	80.00	7,898.40	7,443.47
Invest - Other	006271	464287465	ISHARES MSCI EAFE	609.00	30,163.77	28,620.07
Invest - Other	006271	81369Y704	AMEX INDUSTRIAL SPDR	155.00	5,231.25	4,911.82
Invest - Other	006271	81369Y209	AMEX HEALTH CARE SPDR	148.00	5,134.12	4,711.16
Invest - Other	006271	81369Y407	AMEX CONSUMER DISCR SPDR	117.00	4,565.34	4,177.58
Invest - Other	006271	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	701.84	9,236.15	10,297.73
Invest - Other	006271	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	725.56	9,018.69	10,118.85
Invest - Other	006271	922908553	VANGUARD REIT VIPER	185.00	10,730.00	6,506.59
Invest - Other	006271	922042858	VANGUARD MSCI EMERGING MARKETS ETF	507.00	19,372.47	18,379.34
Invest - Other	006271	921937827	VANGUARD SHORT TERM BOND ETF	234.00	18,916.56	19,011.20
Invest - Other	006271	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	291.00	9,262.53	9,182.31
Invest - Other	006271	921937819	VANGUARD INTERMEDIATE TERM B	109.00	9,479.73	9,479.60
Invest - Other	006271	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	453.96	7,685.56	7,260.00
Invest - Other	006271	76628T645	RIDGEWORTH SEIX HY BD-I #5855	1,119.39	10,533.41	10,224.00
Invest - Other	006271	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	1,425.12	11,657.51	12,736.67
Cash	006271				-	-
TOTALS:				244,851.38	236,097.80	
TOTAL SAVINGS & TEMP INV:				5,185.24		
TOTAL INVEST- OTHER:				239,666.14	230,912.56	