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: BURGESS, FLORANCE E T/U/A

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A - PO Box 63954 MAC A0348-012

Room/suite:

City or town, state, and ZIP code: SAN FRANCISCO CA 94163

A Employer identification number: 94-6713665

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

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 10,503,723

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

	Line	Description	(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 ▶ ☒ 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	310,780	305,069		
	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	278,028			
	b	Gross sales price for all assets on line 6a 2,885,401				
	7	Capital gain net income (from Part IV, line 2)		278,028		
	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)	7,992	7,992	0	
	12	**Total.** Add lines 1 through 11	596,800	591,089	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	89,476	67,107		22,369
	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)	790	0	0	790
	c	Other professional fees (attach schedule)	0	0	0	0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	21,289	3,869	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)	10,326	10,316	0	10
	24	**Total operating and administrative expenses.** Add lines 13 through 23	121,881	81,292	0	23,169
	25	Contributions, gifts, grants paid	493,430			493,430
	26	**Total expenses and disbursements.** Add lines 24 and 25	615,311	81,292	0	516,599
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-18,511			
	b	**Net investment income** (if negative, enter -0-)		509,797		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Description		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing		0		
	2	Savings and temporary cash investments		309,809	338,364	338,364
	3	Accounts receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	4	Pledges receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	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	0
	8	Inventories for sale or use		0	0	
	9	Prepaid expenses and deferred charges			0	
	10 a	Investments—U S and state government obligations (attach schedule)		0	0	0
	b	Investments—corporate stock (attach schedule)		0	0	0
	c	Investments—corporate bonds (attach schedule)		0	0	0
	11	Investments—land, buildings, and equipment basis ▶	0			
		Less accumulated depreciation (attach schedule) ▶	0	0	0	0
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)		9,628,054	9,574,894	10,165,359
	14	Land, buildings, and equipment basis ▶	0			
		Less accumulated depreciation (attach schedule) ▶	0	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)		9,937,863	9,913,258	10,503,723
Liabilities	17	Accounts payable and accrued expenses		0	0	
	18	Grants payable				
	19	Deferred revenue		0	0	
	20	Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21	Mortgages and other notes payable (attach schedule)		0	0	
	22	Other liabilities (describe ▶)		0	0	
	23	**Total liabilities** (add lines 17 through 22)		0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		9,937,863	9,913,258	
	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)		9,937,863	9,913,258	
	31	**Total liabilities and net assets/fund balances** (see instructions)		9,937,863	9,913,258	

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	9,937,863
2	Enter amount from Part I, line 27a	2	-18,511
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	10,506
4	Add lines 1, 2, and 3	4	9,929,858
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	16,600
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,913,258

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 278,028

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	380,513	10,374,836	0 036677
2009	483,640	9,337,818	0 051794
2008	601,485	11,034,893	0 054508
2007	556,192	12,313,972	0 045168
2006	459,688	11,530,307	0 039868

2	**Total** of line 1, column (d)	2	0 228015
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	0.045603
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	11,039,493
5	Multiply line 4 by line 3	5	503,434
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,098
7	Add lines 5 and 6	7	508,532
8	Enter qualifying distributions from Part XII, line 4	8	516,599

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

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 ▶ ☐ 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 ▶ ☒ 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)	1	5,098	
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	5,098	
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	5,098	
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 10,041			
b Exempt foreign organizations—tax withheld at source — 6b			
c Tax paid with application for extension of time to file (Form 8868) — 6c: 7,500			
d Backup withholding erroneously withheld — 6d			
7 Total credits and payments Add lines 6a through 6d	7	17,541	
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	12,443	
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 5,098 **Refunded** ▶	11	7,345	

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	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*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
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*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933
Located at ▶ PO Box 63954 MAC A0348-012 SAN FRANCISCO CA ZIP+4 ▶ 94163

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____	☐ Yes ☒ No			
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?	☐ Yes ☒ 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)? **5b** N/A

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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** 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	89,476	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
Total number of others receiving over $50,000 for professional services ▶		

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	10,849,479
b	Average of monthly cash balances	1b	358,128
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	11,207,607
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	11,207,607
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	168,114
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,039,493
6	**Minimum investment return.** Enter 5% of line 5	6	551,975

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	551,975
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,098		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	5,098
3	Distributable amount before adjustments Subtract line 2c from line 1			3	546,877
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	546,877
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	546,877

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	516,599
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	516,599
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	5,098
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	511,501

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				546,877
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			225,485	
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 ▶ $ 516,599				
a	Applied to 2010, but not more than line 2a			225,485	
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				291,114
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				255,763
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)

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ **3a**	493,430
b *Approved for future payment* NONE				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

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	310,780	
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	278,028	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME		0	01	7,992	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		596,800	0

13 Total. Add line 12, columns (b), (d), and (e) 13 596,800

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0	Not Applicable	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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 N Salantic | 8/1/2012 | 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		8/1/2012		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	

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
CATHOLIC RELIEF SERVICES	228 WEST LEXINGTON STREET	BALTIMORE	MD	21201		NONE	501 (C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	70,490
NATIONAL SHRINE IMMACULATE CONCEPTION	400 MICHIGAN AVE NE	WASHINGTON	DC	20017		NONE	501 (C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	70,490
THE AMERICAN RED CROSS	PO BOX 55040	RIVERSIDE	CA	92517		NONE	501 (C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	70,490
ST JUDE CHILDREN'S RESEARCH HOSPITAL	501 ST JUDE PLACE	MEMPHIS	TN	38105		NONE	501 (C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	70,490
FBO RESURRECTION CEMETERY	3424 WILSHIRE BLVD	LOS ANGELES	CA	90010		NONE	501 (C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	70,490
FATHER FLANAGANS BOYS HOME	PO BOX 145	BOYS TOWN	NE	68010		NONE	501 (C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	70,490

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

Recipient(s) paid during the year

Name				
THE SALVATION ARMY				
Street				
PO BOX 22646				
City		State	Zip Code	Foreign Country
LONG BEACH		CA	90801	
Relationship	Foundation Status			
NONE	501 (C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				Amount
GENERAL SUPPORT GRANT				70,490

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
Long Term CG Distributions	48,479
Short Term CG Distributions	30,609

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	2,885,401	2,607,373	278,028
Other sales	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	BANK NEW YORK MELLON CC	064058100			12/14/2009		10/11/2011	28,225	40,062				-11,837
2	X	ECOLAB INC	278865100			12/14/2009		5/5/2011	5,187	4,547				640
3	X	BHP BILLITON LIMITED - ADR	088606108			5/5/2011		11/11/2011	7,801	9,419				-1,618
4	X	ECOLAB INC	278865100			12/14/2009		11/11/2011	10,052	8,185				1,867
5	X	BHP BILLITON LIMITED - ADR	088606108			12/27/2010		11/11/2011	2,340	2,714				-374
6	X	THE ENDOWMENT TEI FUND	29299D444			11/30/2009		9/30/2011	764,989	800,000				-35,011
7	X	CARNIVAL CORP	143658300			12/27/2010		12/2/2011	18,244	24,971				-6,727
8	X	FISERV INC	337738108			2/3/2010		8/12/2011	29,673	25,000				4,673
9	X	CARNIVAL CORP	143658300			5/5/2011		12/2/2011	20,754	25,327				-4,573
10	X	FISERV INC	337738108			7/14/2010		8/12/2011	11,925	10,154				1,771
11	X	CELANESE CORP	150870103			6/28/2011		11/11/2011	10,104	11,845				-1,741
12	X	GOLDMAN SACHS GROUP IN	38141G104			12/18/2006		11/11/2011	10,174	20,241				-10,067
13	X	GOLDMAN SACHS GROUP IN	38141G104			5/2/2008		11/11/2011	10,174	20,101				-9,927
14	X	CHEVRON CORP	166764100			2/13/2003		11/11/2011	25,159	7,397				17,762
15	X	HEWLETT PACKARD CO	428236103			11/1/2006		11/11/2011	40,536	56,783				-16,247
16	X	DANAHER CORP	235851102			11/1/2006		5/5/2011	46,342	30,218				16,124
17	X	INTERNATIONAL BUSINESS M	459200101			12/24/2008		5/5/2011	16,944	8,013				8,931
18	X	INTERNATIONAL BUSINESS M	459200101			12/24/2008		11/11/2011	18,766	8,013				10,753
19	X	ECOLAB INC	278865100			7/14/2010		5/5/2011	10,374	9,666				708
20	X	IRON MOUNTAIN INC	462846106			2/3/2010		3/8/2011	28,410	25,064				3,346
21	X	IRON MOUNTAIN INC	462846106			7/14/2010		3/8/2011	5,261	4,838				423
22	X	ISHARES IBOXX $ INV GR CO	464287242			2/5/2010		5/5/2011	158,814	150,057				8,757
23	X	ISHARES IBOXX $ INV GR CO	464287242			3/5/2010		5/5/2011	142,767	135,831				6,936
24	X	ISHARES TR S & P MIDCAP 40	464287507			12/21/2009		5/5/2011	79,223	58,056				21,167
25	X	ISHARES RUSSELL 2000	464287655			11/1/2006		5/5/2011	8,338	7,558				780
26	X	ISHARES RUSSELL 2000	464287655			12/14/2009		5/5/2011	61,700	45,066				16,634
27	X	ISHARES DJ US TELECOMMU	464287713			12/24/2008		11/3/2011	13,129	9,817				3,312
28	X	JOHNSON & JOHNSON	478160104			9/26/1996		5/5/2011	52,598	20,618				31,980
29	X	KEELEY SMALL CAP VAL FD (	487300808			4/27/2010		5/5/2011	7,500	6,381				1,119
30	X	KOHLS CORP	500255104			8/25/2010		6/29/2011	14,334	13,115				1,219
31	X	KOHLS CORP	500255104			11/18/2010		6/29/2011	13,566	14,264				-698
32	X	KOHLS CORP	500255104			5/5/2011		6/29/2011	14,334	14,840				-506
33	X	MCDONALDS CORP	580135101			11/1/2006		5/5/2011	48,381	25,824				22,557
34	X	NESTLE S A REGISTERED SH	641069406			2/1/2008		5/5/2011	9,915	7,331				2,584
35	X	NEXTERA ENERGY INC	65339F101			12/14/2009		2/4/2011	15,799	16,170				-371
36	X	NIKE INC CL B	654106103			12/24/2008		5/5/2011	56,249	33,407				22,842
37	X	PEPSICO INC	713448108			9/26/1996		11/11/2011	32,314	14,412				17,902
38	X	PROCTER & GAMBLE CO	742718109			4/27/2010		6/28/2011	34,931	35,186				-255
39	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/5/2011		11/11/2011	99,889	116,352				-16,463
40	X	SCHLUMBERGER LTD	806857108			12/24/2008		11/11/2011	25,418	12,589				12,829
41	X	AMEX FINANCIAL SELECT SP	81369Y605			2/3/2009		5/5/2011	15,636	8,866				6,770
42	X	TEMPLETON GLOBAL BOND F	880208400			2/9/2010		5/5/2011	11,553	10,633				920
43	X	TEMPLETON GLOBAL BOND F	880208400			5/2/2008		5/5/2011	48,447	41,425				7,022
44	X	TEMPLETON GLOBAL BOND F	880208400			5/2/2008		11/11/2011	64,482	58,575				5,907
45	X	TEMPLETON GLOBAL BOND F	880208400			8/26/2008		11/11/2011	171,221	150,000				21,221
46	X	UNITED TECHNOLOGIES COR	913017109			8/30/2002		11/11/2011	25,957	9,571				16,386
47	X	UNITEDHEALTH GROUP INC	91324P102			2/3/2010		11/11/2011	18,921	13,256				5,665
48	X	VANGUARD REIT VIPER	922908553			12/18/2006		5/5/2011	38,759	48,567				-9,808
49	X	VANGUARD REIT VIPER	922908553			3/5/2010		5/5/2011	86,673	64,846				21,827
50	X	VANGUARD REIT VIPER	922908553			12/14/2009		5/5/2011	49,745	35,704				14,041
51	X	WELLS FARGO ADV DIV INTL	949917322			12/27/2010		11/11/2011	18,531	20,000				-1,469

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

	Amount
Long Term CG Distributions	48,479
Short Term CG Distributions	30,609

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	2,885,401	2,607,373	278,028
Other sales	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
52	X	WELLS FARGO ADV DIV INTL	949917322			12/30/2010		11/11/2011	138,184	150,000				-11,816
53	X	WELLS FARGO ADV DIV INTL	949917322			5/5/2011		11/11/2011	69,055	80,000				-10,945
54	X	AMEX UTILITIES SPDR	81369Y886			2/3/2009		5/5/2011	22,755	20,186				2,569
55	X	TCW SMALL CAP GROWTH FI	87234N849			4/27/2010		5/5/2011	7,500	6,312				1,188
56	X	PARTNERSHIP K-1 ADJUSTMI							8,261					8,261
57														0
58														0
59														0
60														0
61														0
62														0
63														0
64														0
65														0
66														0
67														0
68														0
69														0
70														0

Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		7,992	7,992	0
1	FEE REBATES	7,979	7,979	
2	FROM PARTNERSHIP K-1	13	13	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 16b (990-PF) - Accounting Fees

		790	0	0	790
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	790			790
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		21,289	3,869	0	0
1	PY FED EXCISE TAX	10,500			
2	ESTIMATED EXCISE TAX PAID	6,920			
3	FOREIGN TAX WITHHELD	3,869	3,869		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		10,326	10,316	0	10
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	TRUSTEE FEES				
2	ADR FEES	29	29		
3	STATE AG FEES	10			10
4	PARTNERSHIP EXPENSES	10,287	10,287		
5					
6					
7					
8					
9					

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

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

1	Partnership Income Adjustment	1	1,714
2	Mutual Fund & CTF Income Additions	2	8,536
3	Federal Excise Tax Refund	3	256
4	Total	4	10,506

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

1	Mutual Fund & CTF Income Subtraction	1	11,083
2	Undistributed CTF Capital Loss	2	5,126
3	Cost Basis Adjustment	3	391
4	Total	4	16,600

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

	Amount
Long Term CG Distributions	48,479
Short Term CG Distributions	30,609

	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	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	2,806,313	0	2,607,373	198,940	0	0	0	198,940
1	BANK NEW YORK MELLON CORP COM	064058100		12/14/2009	10/11/2011	28,225	0	40,062	-11,837			0	-11,837
2	ECOLAB INC	278865100		12/14/2009	5/5/2011	5,187	0	4,547	640			0	640
3	BHP BILLITON LIMITED - ADR	088606108		5/5/2011	11/11/2011	7,801	0	9,419	-1,618			0	-1,618
4	ECOLAB INC	278865100		12/14/2009	11/11/2011	10,052	0	8,185	1,867			0	1,867
5	BHP BILLITON LIMITED - ADR	088606108		12/27/2010	11/11/2011	2,340	0	2,714	-374			0	-374
6	THE ENDOWMENT TEI FUND LP	29299D444		11/30/2009	9/30/2011	764,989	0	800,000	-35,011			0	-35,011
7	CARNIVAL CORP	143658300		12/27/2010	12/2/2011	18,244	0	24,971	-6,727			0	-6,727
8	FISERV INC	337738108		2/3/2010	8/12/2011	29,673	0	25,000	4,673			0	4,673
9	CARNIVAL CORP	143658300		5/5/2011	12/2/2011	20,754	0	25,327	-4,573			0	-4,573
10	FISERV INC	337738108		7/14/2010	8/12/2011	11,925	0	10,154	1,771			0	1,771
11	CELANESE CORP	150870103		6/28/2011	11/11/2011	10,104	0	11,845	-1,741			0	-1,741
12	GOLDMAN SACHS GROUP INC	38141G104		12/18/2006	11/11/2011	10,174	0	20,241	-10,067			0	-10,067
13	GOLDMAN SACHS GROUP INC	38141G104		5/2/2008	11/11/2011	10,174	0	20,101	-9,927			0	-9,927
14	CHEVRON CORP	166764100		2/13/2003	11/11/2011	25,159	0	7,397	17,762			0	17,762
15	HEWLETT PACKARD CO	428236103		11/1/2006	11/11/2011	40,536	0	56,783	-16,247			0	-16,247
16	DANAHER CORP	235851102		11/1/2006	5/5/2011	46,342	0	30,218	16,124			0	16,124
17	INTERNATIONAL BUSINESS MACHS CO	459200101		12/24/2008	5/5/2011	16,944	0	8,013	8,931			0	8,931
18	INTERNATIONAL BUSINESS MACHS CO	459200101		12/24/2008	11/11/2011	18,766	0	8,013	10,753			0	10,753
19	ECOLAB INC	278865100		7/14/2010	5/5/2011	10,374	0	9,666	708			0	708
20	IRON MOUNTAIN INC	462846106		2/3/2010	3/8/2011	28,410	0	25,064	3,346			0	3,346
21	IRON MOUNTAIN INC	462846106		7/14/2010	3/8/2011	5,261	0	4,838	423			0	423
22	ISHARES IBOXX $ INV GR CORP BD FD	464287242		2/5/2010	5/5/2011	158,814	0	150,057	8,757			0	8,757
23	ISHARES IBOXX $ INV GR CORP BD FD	464287242		3/5/2010	5/5/2011	142,767	0	135,831	6,936			0	6,936
24	ISHARES TR S & P MIDCAP 400 ID FD	464287507		12/21/2009	5/5/2011	79,223	0	58,056	21,167			0	21,167
25	ISHARES RUSSELL 2000	464287655		11/1/2006	5/5/2011	8,338	0	7,558	780			0	780
26	ISHARES RUSSELL 2000	464287655		12/14/2009	5/5/2011	61,700	0	45,066	16,634			0	16,634
27	ISHARES DJ US TELECOMMUNICATION	464287713		12/24/2008	11/3/2011	13,129	0	9,817	3,312			0	3,312
28	JOHNSON & JOHNSON	478160104		9/26/1996	5/5/2011	52,598	0	20,618	31,980			0	31,980
29	KEELEY SMALL CAP VAL FD CL I #2251	487300808		4/27/2010	5/5/2011	7,500	0	6,381	1,119			0	1,119
30	KOHLS CORP	500255104		8/25/2010	6/29/2011	14,334	0	13,115	1,219			0	1,219
31	KOHLS CORP	500255104		11/18/2010	6/29/2011	13,566	0	14,264	-698			0	-698
32	KOHLS CORP	500255104		5/5/2011	6/29/2011	14,334	0	14,840	-506			0	-506
33	MCDONALDS CORP	580135101		11/1/2006	5/5/2011	48,381	0	25,824	22,557			0	22,557
34	NESTLE S A REGISTERED SHARES - A	641069406		2/1/2008	5/5/2011	9,915	0	7,331	2,584			0	2,584
35	NEXTERA ENERGY INC	65339F101		12/14/2009	2/4/2011	15,799	0	16,170	-371			0	-371
36	NIKE INC CL B	654106103		12/24/2008	5/5/2011	56,249	0	33,407	22,842			0	22,842
37	PEPSICO INC	713448108		9/26/1996	11/11/2011	32,314	0	14,412	17,902			0	17,902
38	PROCTER & GAMBLE CO	742718109		4/27/2010	6/28/2011	34,931	0	35,186	-255			0	-255
39	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		5/5/2011	11/11/2011	99,889	0	116,352	-16,463			0	-16,463
40	SCHLUMBERGER LTD	806857108		12/24/2008	11/11/2011	25,418	0	12,589	12,829			0	12,829
41	AMEX FINANCIAL SELECT SPDR	81369Y605		2/3/2009	5/5/2011	15,636	0	8,866	6,770			0	6,770
42	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		2/9/2010	5/5/2011	11,553	0	10,633	920			0	920
43	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		5/2/2008	5/5/2011	48,447	0	41,425	7,022			0	7,022
44	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		5/2/2008	11/11/2011	64,482	0	58,575	5,907			0	5,907
45	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		8/26/2008	11/11/2011	171,221	0	150,000	21,221			0	21,221
46	UNITED TECHNOLOGIES CORP	913017109		8/30/2002	11/11/2011	25,957	0	9,571	16,386			0	16,386
47	UNITEDHEALTH GROUP INC	91324P102		2/3/2010	11/11/2011	18,921	0	13,256	5,665			0	5,665
48	VANGUARD REIT VIPER	922908553		12/18/2006	5/5/2011	38,759	0	48,567	-9,808			0	-9,808
49	VANGUARD REIT VIPER	922908553		3/5/2010	5/5/2011	86,673	0	64,846	21,827			0	21,827
50	VANGUARD REIT VIPER	922908553		12/14/2009	5/5/2011	49,745	0	35,704	14,041			0	14,041
51	WELLS FARGO ADV DIV INTL FD-I #311	949917322		12/27/2010	11/11/2011	18,531	0	20,000	-1,469			0	-1,469
52	WELLS FARGO ADV DIV INTL FD-I #311	949917322		12/30/2010	11/11/2011	138,184	0	150,000	-11,816			0	-11,816
53	WELLS FARGO ADV DIV INTL FD-I #311	949917322		5/5/2011	11/11/2011	69,055	0	80,000	-10,945			0	-10,945
54	AMEX UTILITIES SPDR	81369Y886		2/3/2009	5/5/2011	22,755	0	20,186	2,569			0	2,569
55	TCW SMALL CAP GROWTH FUND-I #47	87234N849		4/27/2010	5/5/2011	7,500	0	6,312	1,188			0	1,188
56	PARTNERSHIP K-1 ADJUSTMENT					8,261	0	0	8,261			0	8,261
57						0	0	0	0			0	0
58						0	0	0	0			0	0

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

	Amount
Long Term CG Distributions	48,479
Short Term CG Distributions	30,609

	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	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	2,806,313	0	2,607,373	198,940	0	0	0	198,940
59						0	0	0	0			0	0
60						0	0	0	0			0	0
61						0	0	0	0			0	0
62						0	0	0	0			0	0
63						0	0	0	0			0	0
64						0	0	0	0			0	0
65						0	0	0	0			0	0
66						0	0	0	0			0	0
67						0	0	0	0			0	0
68						0	0	0	0			0	0
69						0	0	0	0			0	0
70						0	0	0	0			0	0

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

89,476

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank N.A	X	PO Box 63954 MAC A0348-012	SAN FRANCISCO	CA	94163		TRUSTEE	4 00	89,476
2										
3										
4										
5										
6										
7										
8										
9										
10										

Part

	Benefits	Expense Account	Explanation
	0	0	
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	3,121
2	First quarter estimated tax payment		2	6,920
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	10,041

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	225,485
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	225,485

BURGESS, FLORANCE E. T/U/A
94-6713665

				FMV	COST
Invest - Other	212448	999708902	TAXABLE INTERMEDIATE TERM BD FD	1,989,935	1,967,973
Invest - Other	212448	991283912	TAXABLE TOTAL RETURN BOND FUND	1,009,596	950,322
Invest - Corp Stock	212448	001055102	AFLAC INC	45,336	50,957
Invest - Corp Stock	212448	002824100	ABBOTT LABS	50,045	41,005
Invest - Corp Stock	212448	008252108	AFFILIATED MANAGERS GROUP, INC COM	59,009	43,671
Invest - Corp Stock	212448	037411105	APACHE CORP	32,156	34,779
Invest - Corp Stock	212448	037833100	APPLE INC	48,600	30,600
Invest - Corp Stock	212448	057224107	BAKER HUGHES INC COM	30,643	29,814
Invest - Corp Stock	212448	097023105	BOEING CO	32,274	34,852
Invest - Corp Stock	212448	126650100	CVS/CAREMARK CORPORATION	51,383	46,700
Invest - Corp Stock	212448	14040H105	CAPITAL ONE FINANCIAL CORP	43,770	41,057
Invest - Corp Stock	212448	17275R102	CISCO SYSTEMS INC	35,979	35,104
Invest - Corp Stock	212448	25243Q205	DIAGEO PLC - ADR	43,185	35,034
Invest - Corp Stock	212448	254687106	WALT DISNEY CO	40,500	40,365
Invest - Corp Stock	212448	268648102	E M C CORP MASS	31,879	25,172
Invest - Corp Stock	212448	278865100	ECOLAB INC	47,404	37,285
Invest - Corp Stock	212448	458140100	INTEL CORP	42,074	34,942
Invest - Corp Stock	212448	459200101	INTERNATIONAL BUSINESS MACHS CORP	64,358	28,047
Invest - Corp Stock	212448	478366107	JOHNSON CONTROLS INC	34,073	42,847
Invest - Corp Stock	212448	594918104	MICROSOFT CORP	32,190	25,836
Invest - Corp Stock	212448	641069406	NESTLE S.A. REGISTERED SHARES - ADR	55,979	42,189
Invest - Corp Stock	212448	66987V109	NOVARTIS AG - ADR	41,448	39,768
Invest - Corp Stock	212448	68389X105	ORACLE CORPORATION	32,063	30,049
Invest - Corp Stock	212448	806857108	SCHLUMBERGER LTD	42,352	23,653
Invest - Corp Stock	212448	872540109	TJX COS INC NEW	51,640	42,071
Invest - Corp Stock	212448	881624209	TEVA PHARMACEUTICAL INDUSTRIES - ADR	42,983	48,600
Invest - Corp Stock	212448	883556102	THERMO FISHER SCIENTIFIC INC	43,171	49,783
Invest - Corp Stock	212448	907818108	UNION PACIFIC CORP	57,208	40,110
Invest - Corp Stock	212448	913017109	UNITED TECHNOLOGIES CORP	31,794	12,811
Invest - Corp Stock	212448	38141G104	GOLDMAN SACHS GROUP INC	18,086	23,598
Invest - Corp Stock	212448	911312106	UNITED PARCEL SERVICE-CL B	46,476	41,526
Invest - Corp Stock	212448	87612E106	TARGET CORP	48,659	28,913
Invest - Corp Stock	212448	91324P102	UNITEDHEALTH GROUP INC	60,816	36,562
Invest - Corp Stock	212448	088606108	BHP BILLITON LIMITED - ADR	13,420	17,191
Invest - Corp Stock	212448	46625H100	JPMORGAN CHASE & CO	65,336	63,625
Invest - Corp Stock	212448	902973304	US BANCORP DEL NEW	49,231	47,635
Invest - Corp Stock	212448	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	30,495	29,684
Invest - Corp Stock	212448	G1151C101	ACCENTURE PLC	54,295	24,192

Invest - Corp Stock	212448	50075N104	KRAFT FOODS INC	43,898	34,980
Invest - Corp Stock	212448	G24140108	COOPER INDUSTRIES PLC NEW IRELAND	42,508	35,018
Invest - Corp Stock	212448	166764100	CHEVRON CORP	68,628	20,301
Invest - Corp Stock	212448	88579Y101	3M CO	18,798	19,931
Invest - Corp Stock	212448	084670702	BERKSHIRE HATHAWAY INC.	45,780	39,635
Invest - Corp Stock	212448	20825C104	CONOCOPHILLIPS	43,722	30,258
Invest - Corp Stock	212448	20030N101	COMCAST CORP CLASS A	40,663	39,921
Invest - Corp Stock	212448	150870103	CELANESE CORP	19,479	22,660
Invest - Corp Stock	212448	92857W209	VODAFONE GROUP PLC NEW ADR	21,723	18,073
Invest - Other	212448	73935S105	POWERSHARES DB COMMODITY INDEX	439,371	387,814
Savings & Temp Inv	212448	VP0528308	FEDERATED TREAS OBL FD 68	200,539	200,539
Savings & Temp Inv	212448	VP0528308	FEDERATED TREAS OBL FD 68	133,284	133,284
Invest - Other	212448	04314H204	ARTISAN INTERNATIONAL FUND #661	201,218	200,000
Invest - Other	212448	589509108	MERGER FD SH BEN INT #260	117,260	120,000
Invest - Other	212448	464287655	ISHARES RUSSELL 2000	39,825	40,149
Invest - Other	212448	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	136,428	133,688
Invest - Other	212448	464287507	ISHARES TR S & P MIDCAP 400 ID FD	261,954	216,986
Invest - Other	212448	464287465	ISHARES MSCI EAFE	259,290	318,186
Invest - Other	212448	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	304,413	325,000
Invest - Other	212448	339128100	JP MORGAN MID CAP VALUE-I #758	77,645	70,000
Invest - Other	212448	78467Y107	SPDR S&P MIDCAP 400 ETF TRUST	127,592	129,961
Invest - Other	212448	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	221,193	225,117
Invest - Other	212448	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	70,922	70,000
Invest - Other	212448	464287234	ISHARES TR MSCI EMERGING MARKETS	378,641	269,491
Invest - Other	212448	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	806,734	840,000
Invest - Other	212448	922908553	VANGUARD REIT VIPER	506,050	398,132
Invest - Other	212448	922042858	VANGUARD MSCI EMERGING MARKETS ETF	128,577	140,409
Invest - Other	212448	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	251,298	283,997
Invest - Other	212448	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	151,560	150,000
Invest - Other	212448	76628T645	RIDGEWORTH SEIX HY BD-I #5855	531,083	525,000
Invest - Other	212448	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	75,566	80,000
Invest - Other	212448	487300808	KEELEY SMALL CAP VAL FD CL I #2251	145,451	133,619
Invest - Other	212448	END995PR6	THE ENDOWMENT FUND 5% HOLDBACK	38,249	38,249
Cash	212448			4,541	4,541
			Total Cash and Equivalents	**338,364**	**338,364**
			Total Other Investments	**10,165,359**	**9,574,894**
			Total	**10,503,723**	**9,913,258**

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions BURGESS, FLORANCE E T/U/A	Employer identification number (EIN) or [X] 94-6713665
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions Wells Fargo Bank N A - PO Box 63954 MAC A0348-012	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions SAN FRANCISCO, CA 94163	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ WELLS FARGO BANK N A

Telephone No ▶ (888) 730-4933 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until ______, to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 2011 or
▶ [ ] tax year beginning ______, and ending ______

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 7,500

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions