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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning , and ending

Name of foundation NEWTON, CLYDE F. CHARITABLE T/U/A		A Employer identification number 95-6378937
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		
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		C If exemption application is pending, check here ► <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 469,937	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books (b) Net investment income (c) Adjusted net income (d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		5,023
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		12,278 11,988
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		70,749
b Gross sales price for all assets on line 6a 262,843		
7 Capital gain net income (from Part IV, line 2)		70,749
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		88,050 82,737 0
13 Compensation of officers, directors, trustees, etc		3,025 2,269 756
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) 1,229		0 0 1,229
c Other professional fees (attach schedule) 0		0 0 0
17 Interest		
18 Taxes (attach schedule) (see instructions)		1,542 282 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		5,806 2,551 0 1,995
25 Contributions, gifts, grants paid		37,366
26 Total expenses and disbursements. Add lines 24 and 25		43,172 2,551 0 39,361
27 Subtract line 26 from line 12		
a Excess of revenue over expenses and disbursements		44,878
b Net investment income (if negative, enter -0-)		80,186
c Adjusted net income (if negative, enter -0-)		0

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form 990-PF (2011)

1/NEP

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	0
	2	Savings and temporary cash investments	33,275	25,521	25,521
	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	0
	9	Prepaid expenses and deferred charges			
	10	a Investments—U.S. and state government obligations (attach schedule)	0	0	0
		b Investments—corporate stock (attach schedule)	189,123	0	0
		c Investments—corporate bonds (attach schedule)	105,572	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)	73,958	440,792	444,416
	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)	401,928	466,313	469,937
	17	Accounts payable and accrued expenses	0	0	0
	18	Grants payable			
	19	Deferred revenue	0	0	0
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	0
	21	Mortgages and other notes payable (attach schedule)	0	0	0
	22	Other liabilities (describe ►)	0	0	0
	23	Total liabilities (add lines 17 through 22)	0	0	0
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	401,928	466,313	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
Part III Analysis of Changes in Net Assets or Fund Balances	30	Total net assets or fund balances (see instructions)	401,928	466,313	
	31	Total liabilities and net assets/fund balances (see instructions)	401,928	466,313	

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	401,928
2	Enter amount from Part I, line 27a	2	44,878
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	20,250
4	Add lines 1, 2, and 3	4	467,056
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	743
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	466,313

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	0	0
b 0	0	0	0	0	0
c 0	0	0	0	0	0
d 0	0	0	0	0	0
e 0	0	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	0	0
b 0	0	0	0	0	0
c 0	0	0	0	0	0
d 0	0	0	0	0	0
e 0	0	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	70,749	
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	17,593	456,374	0.038550
2009	24,748	403,467	0.061338
2008	23,380	493,182	0.047406
2007	28,485	555,978	0.051234
2006	30,079	520,024	0.057842

2 Total of line 1, column (d) 2 0.256370

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 0.051274

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 495,462

5 Multiply line 4 by line 3 5 25,404

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 802

7 Add lines 5 and 6 7 26,206

8 Enter qualifying distributions from Part XII, line 4 8 39,361

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)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2011 estimated tax payments and 2010 overpayment credited to 2011

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2012 estimated tax ►

1	802	
2	0	
3	802	
4		
5	802	
6a	697	
6b		
6c	0	
6d		
7	697	
8	0	
9	105	
10	0	
11	0	

0 Refunded ►

Part VII-A Statements Regarding Activities

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?

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

c Did the foundation file Form 1120-POL for this year?

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

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

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

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	N/A	
5	X	
6	X	
7	X	
8b	X	
9	X	
10	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

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

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A 13

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

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

16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►

11	X
12	X
13	X

16	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
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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.

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)?

Organizations relying on a current notice regarding disaster assistance check here ► 1b

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

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? Yes 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)

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 N/A

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))?
 (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
 (3) Provide a grant to an individual for travel, study, or other similar purposes?
 (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)
 (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
 Yes No
 Yes No
 Yes No
 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)?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

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? If "Yes" to 6b, file Form 8870

Yes No

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	3,025	0
-----	-----	.00	0	0
-----	-----	.00	0	0
-----	-----	.00	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see 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		►

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

1 NONE

2

3

4

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

1 NONE

2

Amount

1 NONE	
2	

All other program-related investments. See instructions

3 NONE

Total. Add lines 1 through 3

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	472,874
b	Average of monthly cash balances	1b	30,133
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	503,007
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	503,007
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	7,545
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	495,462
6	Minimum investment return. Enter 5% of line 5	6	24,773

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	24,773
2a	Tax on investment income for 2011 from Part VI, line 5	2a	802
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	802
3	Distributable amount before adjustments Subtract line 2c from line 1	3	23,971
4	Recoveries of amounts treated as qualifying distributions	4	20,000
5	Add lines 3 and 4	5	43,971
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	43,971

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	39,361
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	39,361
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	802
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	38,559

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				43,971
2 Undistributed income, if any, as of the end of 2011			0	
a Enter amount for 2010 only			0	
b Total for prior years 20 ____, 20 ____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	709			
b From 2007	1,844			
c From 2008	NONE			
d From 2009	4,843			
e From 2010	NONE			
f Total of lines 3a through e	7,396			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 39,361			0	
a Applied to 2010, but not more than line 2a			0	
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			39,361	
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))	4,610			4,610
6 Enter the net total of each column as indicated below:	2,786			
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			0	
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	2,786			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	2,786			
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				<input type="checkbox"/> 4942(j)(3) or		<input type="checkbox"/> 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				0		
c	Qualifying distributions from Part XII, line 4 for each year listed				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				0		
	Subtract line 2d from line 2c				0		
3	Complete 3a, b, or c for the alternative test relied upon:				0		
a	"Assets" alternative test—enter				0		
(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		
c	"Support" alternative test—enter				0		
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0		
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0		
(3)	Largest amount of support from an exempt organization				0		
(4)	Gross investment income				0		

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

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

c Any submission deadlines.

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

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

Recipient	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 Paid during the year See Attached Statement				
Total				► 3a 37,366
b Approved for future payment NONE				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	12,278
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	70,749
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue	a				
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		83,027	0
13 Total. Add line 12, columns (b), (d), and (e)				13	83,027

Part XVI. B. Relationship of Activities to the Accomplishment of E and D

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 receipt of funds from the donor). (See instructions.)

the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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 (2) Other assets	1a(1) 1a(2)	X X
b	Other transactions. (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations	1b(1) 1b(2) 1b(3) 1b(4) 1b(5) 1b(6)	X X X X X 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		

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

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

Signature of officer or trustee

3/28/2012

Date

► VP AND TAX DIRECTOR

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

10

PTIN

IGEPELIA GASTRIUM

5 47 5 47 5 47

JOSEPH J. CASTRIANO

3/28/2012 self-employed P0125160

Firm's name ▶ PricewaterhouseCoopers, LLP Firm's EIN ▶ 13-4008324

Firm's EIN ► 13-4008324

NEWTON, CLYDE F. CHARITABLE T/U/A

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

Name

ORANGE ELDERLY SERVICES INC

Street

170 SOUTH OLIVE STREET

City ORANGE	State CA	Zip Code 92866	Foreign Country
----------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 16,000
--	------------------

Name

RECORDING FOR THE BLIND & DYSLEXIC

Street

20 ROSZEL ROAD

City PRINCETON	State NJ	Zip Code 08540	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 10,000
--	------------------

Name

WOMEN'S TRANSITIONAL LIVING CENTER, INC

Street

210 NORTH MALDEN AVENUE

City FULLERTON	State CA	Zip Code 92832	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 4,000
--	-----------------

Name

SHRINERS HOSPITAL FOR CHILDREN

Street

PO BOX 31356

City TAMPA	State FL	Zip Code 31356	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,826
--	-----------------

Name

ORANGE ELKS LODGE #1475

Street

PO BOX 768

City ORANGE	State CA	Zip Code 92856-6768	Foreign Country
----------------	-------------	------------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 100
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Name

ORANGE GROV LODGE #293

Street

71 PLAZA SQ.

City ORANGE	State CA	Zip Code 92866-1416	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 707
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NEWTON, CLYDE F. CHARITABLE T/U/A

95-6378937 Page 2 of 2

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

Name

CA-HI ELKS MAJOR PROJECT, INC.

Street

5450 E LAMONA AVE.

City FRESNO	State CA	Zip Code 937727-2224	Foreign Country
----------------	-------------	-------------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,413
--	-----------------

Name

CHILDREN'S HOSPITAL OF ORANGE COUNTY

Street

455 S MAIN STREET

City ORANGE	State CA	Zip Code 92968-3835	Foreign Country
----------------	-------------	------------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,413
--	-----------------

Name

ORANGE COUNTY COMMANDERY #36

Street

3080 HEATHER DRIVE

City FULLERTON	State CA	Zip Code 92835-2204	Foreign Country
-------------------	-------------	------------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 707
--	---------------

Name

ORANGE EMBLEM CLUB CHARITY

Street

PO BOX 742

City ORANGE	State CA	Zip Code 92666	Foreign Country
----------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 200
--	---------------

Name

Street

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

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount 0
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NEWTON, CLYDE F. CHARITABLE T/UA
 95-6378937
 12/31/2011

Security Description	Security Category	Account #	CUSIP	Asset Name	FMV	Fed Cost
Bank CTFs	Invest - Other	103010	999612906	TAXABLE SHORT-TERM BOND FUND	9,298	9,351
Bank CTFs	Invest - Other	103010	999708902	TAXABLE INTERMEDIATE TERM BD FD	23,482	22,137
Bank CTFs	Invest - Other	103010	991283912	TAXABLE TOTAL RETURN BOND FUND	23,631	21,261
Bank CTFs	Invest - Other	103010	140995127	CAPITAL PARTNERS CORE EQUITY FUND	26,571	27,066
Demand Note	Savings & Temp Inv	103010	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	11,633	11,633
Demand Note	Savings & Temp Inv	103010	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	13,888	13,888
Mutual Fund	Invest - Other	103010	589509108	MERGER FD SH BEN INT #260	9,082	9,429
Mutual Fund	Invest - Other	103010	693390882	PIMCO FOREIGN BD FD USD H-INST #103	8,334	8,397
Mutual Fund	Invest - Other	103010	81369Y308	CONSUMER STAPLES SECTOR SPDR TR	7,635	6,776
Mutual Fund	Invest - Other	103010	81369Y605	AMEX FINANCIAL SELECT SPDR	9,360	10,771
Mutual Fund	Invest - Other	103010	81369Y100	AMEX MATERIALS SPDR	1,273	1,228
Mutual Fund	Invest - Other	103010	81369Y803	AMEX TECHNOLOGY SELECT SPDR	11,860	10,552
Mutual Fund	Invest - Other	103010	81369Y506	AMEX ENERGY SELECT SPDR	8,572	7,559
Mutual Fund	Invest - Other	103010	81369Y886	AMEX UTILITIES SPDR	1,727	1,557
Mutual Fund	Invest - Other	103010	464287804	ISHARES TR SMALLCAP 600 INDEX FD	28,140	29,552
Mutual Fund	Invest - Other	103010	464287705	ISHARES S&P MIDCAP 400 VALUE	14,132	14,380
Mutual Fund	Invest - Other	103010	464287606	ISHARES S&P MIDCAP 400 GROWTH	14,612	14,058
Mutual Fund	Invest - Other	103010	464287465	ISHARES MSCI EAFFE	55,474	60,409
Mutual Fund	Invest - Other	103010	81369Y704	AMEX INDUSTRIAL SPDR	6,649	5,968
Mutual Fund	Invest - Other	103010	81369Y209	AMEX HEALTH CARE SPDR	6,938	6,531
Mutual Fund	Invest - Other	103010	81369Y407	AMEX CONSUMER DISCR SPDR	6,048	4,976
Mutual Fund	Invest - Other	103010	2619980494	DREYFUS EMG MKT DEBT LOC C-I #6083	18,095	20,706
Mutual Fund	Invest - Other	103010	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	18,405	21,259
Mutual Fund	Invest - Other	103010	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	8,048	8,347
Mutual Fund	Invest - Other	103010	922908553	VANGUARD REIT VIPER	18,270	9,389
Mutual Fund	Invest - Other	103010	922042858	VANGUARD MSCI EMERGING MARKETS ETF	35,497	34,654
Mutual Fund	Invest - Other	103010	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	17,156	16,246
Mutual Fund	Invest - Other	103010	25264S833	DIAMOND HILL LONG-SHORT FD CLI #11	13,613	13,456
Mutual Fund	Invest - Other	103010	949917538	WELLS FARGO ADV HI INC-INS #3110	20,205	20,062
Mutual Fund	Invest - Other	103010	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	22,311	24,717
Cash		103010			-	-
						<u>469,937</u>
						<u>466,313</u>
Cash					-	-
Invest - Other						444,416
Savings & Temp Inv						25,521

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	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals	
												Cost, Other Basis and Expenses	Net Gain or Loss
												262,843	192,094
												0	0
1	X	AMEX TECHNOLOGY SELECT	81369Y803			2/24/2010	7/29/2011	803	775				28
2	X	TEMPLETON GLOBAL BOND F	880208400			8/11/2009	5/20/2011	139	129				10
3	X	TEMPLETON GLOBAL BOND F	880208400			11/19/2007	6/22/2011	6,792	5,941				851
4	X	TEMPLETON GLOBAL BOND F	880208400			10/17/2008	6/22/2011	9,500	8,450				1,450
5	X	TEMPLETON GLOBAL BOND F	880208400			5/11/2009	6/22/2011	517	411				106
6	X	TEMPLETON GLOBAL BOND F	880208400			8/11/2009	6/22/2011	289	250				39
7	X	TEMPLETON GLOBAL BOND F	880208400			8/11/2009	6/22/2011	2,146	1,891				255
8	X	VANGUARD REIT VIPER	922908553			8/7/2009	5/20/2011	6,325	3,992				2,333
9	X	VANGUARD REIT VIPER	922908553			8/7/2009	6/22/2011	4,074	2,571				1,503
10	X	VANGUARD REIT VIPER	922908553			2/6/2009	6/22/2011	7,843	3,827				4,016
11	X	VANGUARD REIT VIPER	922908553			2/6/2009	7/29/2011	5,052	2,449				2,603
12	X	VANGUARD REIT VIPER	922908553			12/1/2011	12/27/2011	1,227	1,138				89
13	X	VANGUARD REIT VIPER	922908553			2/6/2009	12/27/2011	643	323				320
14	X	WELLS FARGO ADV INTL BON	949850582			6/24/2011	7/29/2011	10,711	10,329				382
15	X	WELLS FARGO ADV INTL BON	949850582			6/24/2011	10/21/2011	1,023	1,023				0
16	X	WVF ADV CAPITAL GROWTH F	949915615			2/10/2009	5/20/2011	11,728	6,919				4,809
17	X	WVF ADV CAPITAL GROWTH F	949915615			2/10/2009	6/22/2011	20,879	12,919				7,960
18	X	WELLS FARGO ADV HI INC-IN	949917538			5/24/2011	12/27/2011	476	500				-24
19	X	WELLS FARGO ADV HI INC-IN	949917538			8/22/2011	12/27/2011	281	291				-10
20	X	TAXABLE TOTAL RETURN BO	991283912			2/22/2010	6/22/2011	539	534				5
21	X	TAXABLE TOTAL RETURN BO	991283912			10/13/2006	6/22/2011	368	337				31
22	X	TAXABLE TOTAL RETURN BO	991283912			10/13/2006	7/29/2011	336	307				29
23	X	CAPITAL PARTNERS CORE E	140985127			5/20/2011	10/21/2011	714	733				-59
24	X	CAPITAL PARTNERS CORE E	140985127			5/20/2011	12/30/2011	1,474	1,544				-70
25	X	DIAMOND HILL LONG-SHORT	25264S833			5/24/2011	10/21/2011	582	582				-13
26	X	DIAMOND HILL LONG-SHORT	25264S833			5/24/2011	12/27/2011	854	850				4
27	X	HUSSMAN STRATEGIC GROWTH	448108100			2/8/2008	10/21/2011	1,742	1,219				-397
28	X	ISHARES BOXX \$ INV GR CO	464287242			8/7/2009	5/20/2011	555	512				43
29	X	ISHARES BOXX \$ INV GR CO	464287242			2/6/2009	5/20/2011	2,220	1,963				257
30	X	ISHARES BOXX \$ INV GR CO	464287242			2/6/2009	6/22/2011	4,325	3,828				497
31	X	ISHARES BOXX \$ INV GR CO	464287242			5/7/2009	6/22/2011	776	678				98
32	X	ISHARES MSCI EAFE	464287465			5/20/2011	7/29/2011	7,290	7,534				-244
33	X	ISHARES TR S & P MIDCAP 40	464287507			2/6/2009	5/20/2011	9,411	9,474				4,437
34	X	ISHARES TR S & P MIDCAP 40	464287507			2/6/2009	6/22/2011	17,036	9,268				7,768
35	X	ISHARES S&P MIDCAP 400 VA	464287705			5/20/2011	12/27/2011	1,074	1,201				-127
36	X	ISHARES TR SMALLCAP 600 I	464287804			5/20/2011	12/27/2011	2,647	2,792				-145
37	X	TAXABLE TOTAL RETURN BO	991283912			2/15/2006	7/29/2011	804	730				74
38	X	WVF ADV INDEX FUND-ADMIN	94975G686			2/10/2009	5/20/2011	9,637	6,146				3,491
39	X	WVF ADV INDEX FUND-ADMIN	94975G686			2/10/2009	6/22/2011	17,411	11,480				5,931
40	X	TAXABLE TOTAL RETURN BO	991283912			2/15/2006	10/21/2011	3,978	3,624				354
41	X	TAXABLE TOTAL RETURN BO	991283912			2/15/2006	12/30/2011	673	612				61
42	X	TAXABLE SHORT-TERM BONI	999612906			4/7/2004	7/29/2011	3,314	3,325				-11
43	X	TAXABLE SHORT-TERM BONI	999612906			2/22/2010	7/29/2011	335	341				6
44	X	TAXABLE SHORT-TERM BONI	999612906			5/20/2011	7/29/2011	399	400				-1
45	X	TAXABLE SHORT-TERM BONI	999612906			7/15/2005	7/29/2011	685	687				-2
46	X	TAXABLE INTERMEDIATE TER	999708902			2/22/2010	6/22/2011	506	506				0
47	X	TAXABLE INTERMEDIATE TER	999708902			2/22/2010	7/29/2011	59	59				0
48	X	TAXABLE INTERMEDIATE TER	999708902			5/20/2011	7/29/2011	404	401				3
49	X	TAXABLE INTERMEDIATE TER	999708902			8/7/2009	7/29/2011	728	682				46
50	X	TAXABLE INTERMEDIATE TER	999708902			8/7/2009	10/21/2011	2,222	2,115				107
51	X	TAXABLE INTERMEDIATE TER	999708902			12/15/1989	10/21/2011	1,411	1,343				68

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

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Totals		Cost, Other Basis and Expenses		Net Gain or Loss	
								Securities	Other sales	Gross Sales	262,843	0	Expense of Sale and Cost of Improvements
										Cost or Other Basis	262,094	0	Depreciation
										Valuation Method			Net Gain or Loss
52	X	KEELEY SMALL CAP VAL FD Q	487300808			8/1/2009		5/20/2011	9,990	6,753			3,237
53	X	KEELEY SMALL CAP VAL FD Q	487300808			4/20/2009		5/20/2011	1,674	899			775
54	X	KEELEY SMALL CAP VAL FD Q	487300808			4/20/2009		6/22/2011	21,106	11,696			9,410
55	X	MAINSTAY EP US EQUITY-INS	560633302			12/2/2008		5/20/2011	9,459	6,810			2,649
56	X	MAINSTAY EP US EQUITY-INS	560633302			12/2/2008		6/22/2011	17,013	12,715			4,298
57	X	MERGER FD SH BEN INT #250	569509108			5/24/2011		12/27/2011	465	471			-6
58	X	PIMCO FOREIGN BD FD USD	6939300882			8/2/2011		10/21/2011	1,273	1,279			-6
59	X	SPDR DJ WILSHIRE INTERNAL	784633X63			5/20/2011		7/29/2011	3,516	3,608			-92
60	X	SPDR DJ WILSHIRE INTERNAL	784633X63			6/22/2011		7/29/2011	672	674			-2
61	X	AMEX MATERIALS SPDR	813691100			2/22/2010		10/21/2011	694	679			15
62	X	AMEX HEALTH CARE SPDR	813691209			5/20/2011		10/21/2011	1,186	1,303			-117
63	X	AMEX HEALTH CARE SPDR	813691209			6/22/2011		10/21/2011	329	354			-25
64	X	AMEX CONSUMER DISCR SP	813691407			5/20/2011		7/29/2011	676	688			-12
65	X	AMEX CONSUMER DISCR SP	813691407			6/22/2011		7/29/2011	278	274			4
66	X	AMEX ENERGY SELECT SPDR	813691506			5/20/2011		7/29/2011	1,459	1,429			30
67	X	AMEX ENERGY SELECT SPDR	813691506			6/22/2011		7/29/2011	845	813			32
68	X	AMEX FINANCIAL SELECT SP	813691605			5/20/2011		7/29/2011	1,642	1,756			-114
69	X	AMEX INDUSTRIAL SPDR	813691704			5/20/2011		7/29/2011	938	1,014			-76
70	X	AMEX INDUSTRIAL SPDR	813691704			6/22/2011		7/29/2011	139	146			-7
71	X	AMEX INDUSTRIAL SPDR	813691704			6/22/2011		10/21/2011	614	693			-79
72	X	AMEX TECHNOLOGY SELECT	813691803			5/20/2011		7/29/2011	1,605	1,632			-27

Line 16b (990-PF) - Accounting Fees

	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	1,229			1,229
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	563			
2	ESTIMATED EXCISE TAX PAID	697			
3	FOREIGN TAX WITHHELD	282	282		
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 10b (990-PF) - Investments - Corporate Stock

	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	INVESTMENTS-CORPORATE STOCK		189,123	189,123		
2						
3						
4						
5						
6						
7						
8						
9						
10						

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

	Description	Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	INVESTMENTS-CORPORATE BONDS			105,572			0
2				105,572			0
3							0
4							0
5							0
6							0
7							0
8							0
9							0
10							0

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

Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	440,792	444,416
1 INVESTMENT-OTHER		73,958	440,792		
2			440,792		444,416
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 CAPITAL GAIN	1	250
2	PRIOR YEAR GRANT MONEY RETURNED	2	20,000
3	Total	3	20,250

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	541
2	UNDISTRIBUTED CTF CAPITAL LOSS	2	143
3	COST BASIS ADJUSTMENT	3	59
4	Total	4	743

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

		Amount	Long Term CG Distributions	Short Term CG Distributions	Totals	260,930	0	192,094	68,836	0	0	0	0	Gains Minus Losses
	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	Excess of FMV Over Adj Basis	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Excess of FMV Over Adjusted Basis or Losses
1	AMEX TECHNOLOGY SELECT SPDR	81369Y803	880208400	6/22/2010	7/29/2011	803	0	775	28	0	0	0	0	28
2	TEMPLETON GLOBAL BOND FD-ADV #6	880208400	2/24/2010	5/20/2011	139	0	129	10	0	5,941	851	0	0	10
3	TEMPLETON GLOBAL BOND FD-ADV #6	880208400	11/19/2009	6/22/2011	6,792	0	8,450	1,450	0	0	0	0	0	1,450
4	TEMPLETON GLOBAL BOND FD-ADV #6	880208400	10/17/2008	6/22/2011	517	0	411	106	0	0	0	0	0	106
5	TEMPLETON GLOBAL BOND FD-ADV #6	880208400	5/11/2009	6/22/2011	289	0	250	39	0	0	0	0	0	39
6	TEMPLETON GLOBAL BOND FD-ADV #6	880208400	8/11/2009	6/22/2011	2,146	0	1,891	255	0	0	0	0	0	255
7	TEMPLETON GLOBAL BOND FD-ADV #6	880208400	8/7/2009	6/22/2011	6,325	0	3,992	2,333	0	0	0	0	0	2,333
8	VANGUARD REIT VIPER	922908553	922908553	8/7/2009	6/22/2011	4,074	0	2,571	1,503	0	0	0	0	1,503
9	VANGUARD REIT VIPER	922908553	2/6/2009	6/22/2011	7,843	0	3,827	4,016	0	0	0	0	0	4,016
10	VANGUARD REIT VIPER	922908553	2/6/2009	7/29/2011	5,052	0	2,449	2,603	0	0	0	0	0	2,603
11	VANGUARD REIT VIPER	922908553	10/21/2011	12/27/2011	1,227	0	1,138	89	0	0	0	0	0	89
12	VANGUARD REIT VIPER	922908553	2/13/2011	12/27/2011	643	0	323	320	0	0	0	0	0	320
13	VANGUARD REIT VIPER	922908553	6/24/2011	7/29/2011	10,711	0	10,329	382	0	0	0	0	0	382
14	WELLS FARGO ADV INT'L BOND-1S #470	94985D582	6/24/2011	10/2/2011	1,023	0	1,023	0	0	0	0	0	0	0
15	WELLS FARGO ADV INT'L BOND-1S #470	94985D582	2/10/2009	5/20/2011	11,728	0	6,919	4,809	0	0	0	0	0	4,809
16	WFM ADV CAPITAL GROWTH FUND-#312	949915615	2/10/2009	6/22/2011	20,879	0	12,919	7,960	0	0	0	0	0	7,960
17	WFM ADV CAPITAL GROWTH FUND-#312	949915615	5/24/2011	12/27/2011	476	0	500	-24	0	0	0	0	0	-24
18	WELLS FARGO ADV HI INC-INS #310	949917538	8/2/2011	12/27/2011	281	0	291	-10	0	0	0	0	0	-10
19	WELLS FARGO ADV HI INC-INS #310	949917538	9/12/2009	6/22/2011	539	0	534	5	0	0	0	0	0	5
20	TAXABLE TOTAL RETURN BOND FUND	991283912	10/13/2006	6/22/2011	368	0	337	31	0	0	0	0	0	31
21	TAXABLE TOTAL RETURN BOND FUND	991283912	10/13/2006	7/29/2011	336	0	307	29	0	0	0	0	0	29
22	TAXABLE TOTAL RETURN BOND FUND	991283912	5/20/2011	10/27/2011	714	0	713	-59	0	0	0	0	0	-59
23	CAPITAL PARTNERS CORE EQUITY FUND	140995127	8/7/2009	5/20/2011	1,474	0	1,544	-70	0	0	0	0	0	-70
24	CAPITAL PARTNERS CORE EQUITY FUND	140995127	5/20/2011	12/30/2011	582	0	595	-13	0	0	0	0	0	-13
25	DIAMOND HILL LONG-SHORT FD CL 1#	25264S833	5/24/2011	10/21/2011	854	0	850	4	0	0	0	0	0	4
26	DIAMOND HILL LONG-SHORT FD CL 1#	25264S833	5/24/2011	12/27/2011	1,742	0	2,139	-397	0	0	0	0	0	-397
27	HUSSMAN STRATEGIC GROWTH FUND	448108100	2/8/2008	5/20/2011	776	0	512	43	0	0	0	0	0	43
28	iSHARES BOXX \$ INV GR CORP BD FD	46287242	8/7/2009	5/20/2011	555	0	1,963	257	0	0	0	0	0	257
29	iSHARES BOXX \$ INV GR CORP BD FD	46287242	2/6/2009	5/20/2011	4,325	0	3,828	497	0	0	0	0	0	497
30	iSHARES BOXX \$ INV GR CORP BD FD	46287242	2/6/2009	6/22/2011	776	0	678	98	0	0	0	0	0	98
31	iSHARES BOXX \$ INV GR CORP BD FD	46287242	5/7/2009	6/22/2011	776	0	7534	-244	0	0	0	0	0	-244
32	iSHARES MSCI EAFE	46287465	5/20/2011	7/29/2011	2,790	0	512	43	0	0	0	0	0	43
33	iSHARES TR S & P MIDCAP 400 ID FD	46287507	2/6/2009	5/20/2011	9,411	0	4,974	4,437	0	0	0	0	0	4,437
34	iSHARES TR S & P MIDCAP 400 ID FD	46287507	2/6/2009	6/22/2011	17,036	0	9,268	7,768	0	0	0	0	0	7,768
35	iSHARES S&P MIDCAP 400 VALUE	46287705	5/20/2011	12/27/2011	1,074	0	1,201	-127	0	0	0	0	0	-127
36	iSHARES TR SMALLCAP 600 INDEX FD	46287804	5/20/2011	12/27/2011	2,647	0	2,792	-145	0	0	0	0	0	-145
37	TAXABLE TOTAL RETURN BOND FUND	991283912	2/15/2008	7/29/2011	804	0	730	-74	0	0	0	0	0	-74
38	WFM ADV INDEX FUND-ADMIN#488	94975G666	2/10/2009	5/20/2011	9,637	0	6,146	3,491	0	0	0	0	0	3,491
39	WFM ADV INDEX FUND-ADMIN#488	94975G666	2/10/2009	6/22/2011	17,411	0	11,480	5,931	0	0	0	0	0	5,931
40	TAXABLE TOTAL RETURN BOND FUND	991283912	2/15/2006	10/21/2011	3,978	0	3,624	354	0	0	0	0	0	354
41	TAXABLE TOTAL RETURN BOND FUND	991283912	2/15/2006	6/27/2011	673	0	612	61	0	0	0	0	0	61
42	TAXABLE SHORT-TERM BOND FUND	999612906	4/7/2004	7/29/2011	3,314	0	3,325	-11	0	0	0	0	0	-11
43	TAXABLE SHORT-TERM BOND FUND	999612906	2/22/2010	7/29/2011	335	0	341	-6	0	0	0	0	0	-6
44	TAXABLE SHORT-TERM BOND FUND	999612906	5/20/2011	7/29/2011	399	0	400	-1	0	0	0	0	0	-1
45	TAXABLE INTERMEDIATE TERM BD FD	999708902	7/15/2005	6/22/2011	685	0	687	-2	0	0	0	0	0	-2
46	TAXABLE INTERMEDIATE TERM BD FD	999708902	2/22/2010	6/22/2011	506	0	506	0	0	0	0	0	0	0
47	TAXABLE INTERMEDIATE TERM BD FD	999708902	2/22/2010	7/29/2011	59	0	59	0	0	0	0	0	0	0
48	TAXABLE INTERMEDIATE TERM BD FD	999708902	5/20/2011	7/29/2011	404	0	401	3	0	0	0	0	0	3
49	TAXABLE INTERMEDIATE TERM BD FD	999708902	8/7/2009	7/29/2011	728	0	692	46	0	0	0	0	0	46
50	TAXABLE INTERMEDIATE TERM BD FD	999708902	8/7/2009	10/21/2011	2,222	0	2,115	107	0	0	0	0	0	107
51	TAXABLE INTERMEDIATE TERM BD FD	999708902	12/15/1999	10/21/2011	1,411	0	1,343	68	0	0	0	0	0	68
52	KEELEY SMALL CAP VAL FD CL I #2251	487300808	8/11/2009	5/20/2011	9,990	0	6,753	3,237	0	0	0	0	0	3,237
53	KEELEY SMALL CAP VAL FD CL I #2251	487300808	4/20/2009	5/20/2011	1,674	0	899	775	0	0	0	0	0	775
54	KEELEY SMALL CAP VAL FD CL I #2251	487300808	4/20/2009	6/22/2011	21,106	0	11,696	9,410	0	0	0	0	0	9,410
55	MAINSTAY EPF US EQUITY-INS #1204	560633302	12/2/2008	6/22/2011	9,459	0	6,810	2,649	0	0	0	0	0	2,649
56	MAINSTAY EPF US EQUITY-INS #1204	560633302	12/2/2008	6/22/2011	17,013	0	12,715	4,298	0	0	0	0	0	4,298
57	MERGER FD SH BEN INT #280	589509108	5/24/2011	12/27/2011	465	0	471	-6	0	0	0	0	0	-6
58	PIMCO FOREIGN BD FD USD H-INST #1	693390882	8/22/2011	10/21/2011	1,273	0	1,279	-6	0	0	0	0	0	-6

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

Long Term CG Distributions		822		0		0		0		0		0		68.836			
Short Term CG Distributions		1,091		0		0		0		0		0		0			
				Totals				260,930				192,094				68.836	
Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or 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 F M V Over Adj Basis	Gains Minus Losses of F M V Over Adjusted Basis or Losses	68.836			
SPDR DJ WILSHIRE INTERNATIONAL R	878463X863	5/20/2011	7/29/2011	3,516	0	3,608	-92	0	0	0	0	0	-92	0			
SPDR DJ WILSHIRE INTERNATIONAL R	878463X863	6/22/2011	7/29/2011	672	0	674	-2	0	0	0	0	0	-2	0			
AMEX MATERIALS SPDR	81369Y100	2/22/2010	10/21/2011	694	0	679	15	0	0	0	0	0	15	0			
AMEX HEALTH CARE SPDR	81369Y209	5/20/2011	10/21/2011	1,186	0	1,303	-117	0	0	0	0	0	-117	0			
AMEX HEALTH CARE SPDR	81369Y209	6/22/2011	10/21/2011	329	0	354	-25	0	0	0	0	0	-25	0			
AMEX CONSUMER DISCR SPDR	81369Y407	5/20/2011	7/29/2011	676	0	688	-12	0	0	0	0	0	-12	0			
AMEX CONSUMER DISCR SPDR	81369Y407	6/22/2011	7/29/2011	278	0	274	4	0	0	0	0	0	4	0			
AMEX ENERGY SELECT SPDR	81369Y506	5/20/2011	7/29/2011	1,459	0	1,429	30	0	0	0	0	0	30	0			
AMEX ENERGY SELECT SPDR	81369Y506	6/22/2011	7/29/2011	845	0	813	32	0	0	0	0	0	32	0			
AMEX FINANCIAL SELECT SPDR	81369Y605	5/20/2011	7/29/2011	1,642	0	1,756	-114	0	0	0	0	0	-114	0			
AMEX INDUSTRIAL SPDR	81369Y704	5/20/2011	7/29/2011	938	0	1,014	-76	0	0	0	0	0	-76	0			
AMEX INDUSTRIAL SPDR	81369Y704	6/22/2011	7/29/2011	139	0	146	-7	0	0	0	0	0	-7	0			
AMEX TECHNOLOGY SELECT SPDR	81369Y803	6/22/2011	10/21/2011	614	0	693	-79	0	0	0	0	0	-79	0			
AMEX TECHNOLOGY SELECT SPDR	81369Y803	5/20/2011	7/29/2011	1,605	0	1,632	-27	0	0	0	0	0	-27	0			

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

3.025						
	Name	Check "X" if Business	Street	City	State	Foreign Country
1	Wells Fargo Bank N.A.	X	PO Box 63954 MAC A0348-012	SAN FRANCISCO	CA	94163
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	2	
3 Second quarter estimated tax payment	3	349
4 Third quarter estimated tax payment	4	174
5 Fourth quarter estimated tax payment	5	174
6 Other payments	6	0
7 Total	7	697

Date March 28, 2012

To: IM&T SERV TM-PHIL SERV WEST

RE: 103010 NEWTON, CLYDE F. CHARITABLE T/U
December 31, 2011

Subject: Minimum Required Payout for Private Foundation

Part I: Undistributed Income

A private foundation that is not an operating foundation must spend a minimum amount annually in the form of grants to public charities and private operating foundations to accomplish its charitable purposes. The tax statute prescribes a minimum payout of at least 5% of the total fair market value of the foundation's assets, subject to certain adjustments. The foundation is given two years in which to make the qualifying distributions – the year for which the minimum distributable amount is calculated and the subsequent year. Failure to comply with the minimum payout requirement results initially in a penalty tax of 30% on the undistributed amount.

Please be aware that if an initial 30% tax is imposed under IRC Sec. 4942(a) and any portion of such income remains undistributed as of the end of the subsequent fiscal year, the IRS is authorized to impose a tax equal to 100% of the amount remaining undistributed pursuant to IRC Sec. 4942(b).

Required distribution for 12/31/11	43,971.
Undistributed from prior years	<u>0.</u>
Total Required Distributions	43,971
Qualifying distributions for 12/31/11	39,361.
Excess distributions carried over from PY	<u>7,396.</u>
Total Distributions	<u>46,757.</u>

Undistributed income for 12/31/11	0 or
Excess Distribution Carryover to 12/31/12	2,786

The undistributed income must be distributed by no later than 12/31/12 or the trust will be subject to the 30% penalty tax.

Part II: Excess Distributions carryover to 12/31/12

Excess from 12/31/07	0.
Excess from 12/31/08	0.
Excess from 12/31/09	2,786.
Excess from 12/31/10	0.
Excess from 12/31/11	0.
Total	2,786.