

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

**2010**

Department of the Treasury  
Internal Revenue Service

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

For calendar year **2010**, or tax year beginning \_\_\_\_\_, **2010**, and ending \_\_\_\_\_

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

**PETER SATEGNA EDUCATIONAL FOUNDATION**  
30998 HUNTWOOD AVE., SUITE 107  
HAYWARD, CA 94541

**A** Employer identification number  
26-1702354  
**B** Telephone number (see the instructions)  
510 487-4774  
**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

**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, column (c), line 16)  
\$ 957,951.  
**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis.)

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>REVENUE</b>	1 Contributions, gifts, grants, etc. received (att sch.)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	24.	24.	24.	
	4 Dividends and interest from securities	28,075.	28,075.	28,075.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	72,980.			
	b Gross sales price for all assets on line 6a	649,618.			
	7 Capital gain net income (from Part IV, line 2)		72,980.		
	8 Net short-term capital gain			17,626.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch.)					
11 Other income (attach schedule)					
12 <b>Total.</b> Add lines 1 through 11	101,079.	101,079.	45,725.		
<b>ADMINISTRATIVE AND OPERATING EXPENSES</b>	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See St 1	875.			
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) See St 2	9,971.	9,118.	9,118.	
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Stm 3	735.	735.	735.	
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	295.			
	23 Other expenses (attach schedule) See Statement 4	1,131.			
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	13,007.	9,853.	9,853.	
	25 Contributions, gifts, grants paid Part XV	45,400.			45,400.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	58,407.	9,853.	9,853.	45,400.	
27 Subtract line 26 from line 12:					
a <b>Excess of revenue over expenses and disbursements</b>	42,672.				
b <b>Net investment income</b> (if negative, enter -0-)		91,226.			
c <b>Adjusted net income</b> (if negative, enter -0-)			35,872.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	47,339.	67,891.	67,891.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)	182,463.	79,120.	80,696.
	b	Investments – corporate stock (attach schedule)	291,525.	206,111.	241,255.
	c	Investments – corporate bonds (attach schedule)	153,920.	127,300.	135,848.
	11	Investments – land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)	146,543.	384,040.	432,261.	
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	<b>Total assets</b> (to be completed by all filers – see instructions. Also, see page 1, item I)	821,790.	864,462.	957,951.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	<b>Total liabilities</b> (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. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	821,790.	864,462.	
30	<b>Total net assets or fund balances</b> (see the instructions)	821,790.	864,462.		
31	<b>Total liabilities and net assets/fund balances</b> (see the instructions)	821,790.	864,462.		

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	821,790.
2	Enter amount from Part I, line 27a.	2	42,672.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	864,462.
5	Decreases not included in line 2 (itemize)	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30	6	864,462.

**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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 5			
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			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss). <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>	2	72,980.
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 the instructions). If (loss), enter -0- in Part I, line 8 <span style="border: 1px solid black; padding: 2px;">}</span>	3	17,626.

**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 (column (b) divided by column (c))
2009	41,486.	837,156.	0.049556
2008	41,149.	826,385.	0.049794
2007			
2006			
2005			

2 Total of line 1, column (d)	2	0.099350
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	0.049675
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	900,964.
5 Multiply line 4 by line 3	5	44,755.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	912.
7 Add lines 5 and 6	7	45,667.
8 Enter qualifying distributions from Part XII, line 4	8	45,400.

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 the instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,825.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,825.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.		5	1,825.
6 Credits/Payments:			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a		
b Exempt foreign organizations – tax withheld at source.	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		11.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed See Statement 6.	9		1,872.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax Refunded	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the 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? <i>If 'No,' attach explanation.</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <span style="float:right">▶ N/A</span>	13	X	
14	The books are in care of ▶ <u>GARY SMITH</u> Telephone no ▶ <u>510 487-4774</u> Located at ▶ <u>30998 HUNTWOOD AVE., SUITE 107 HAYWARD CA</u> ZIP + 4 ▶ <u>94541</u>			
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. <span style="float:right">▶ 15</span>	N/A ▶ <input type="checkbox"/> N/A		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
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 2010?	1 c	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 the instructions)	2 b	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__		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2010 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 2010)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2010?	4 b	X

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**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)?

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?  Yes  No  
If 'Yes' to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

5b	N/A	
6b	X	
7b		

**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
See Statement 7		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		
-----		
-----		
-----		
-----		
-----		
<b>Total</b> number of others receiving over \$50,000 for professional services		0

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
-----	
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 N/A		
-----		
2		
-----		
All other program-related investments See instructions		
3		
-----		
<b>Total.</b> Add lines 1 through 3		0.

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	822,985.
<b>b</b> Average of monthly cash balances	<b>1b</b>	91,699.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	914,684.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	914,684.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	13,720.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	900,964.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	45,048.

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

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	45,048.
<b>2a</b> Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	1,825.
<b>b</b> Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	1,825.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	43,223.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	43,223.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	43,223.

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

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
<b>a</b> Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	<b>1a</b>	45,400.
<b>b</b> Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	45,400.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	45,400.

**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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				43,223.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			41,149.	
b Total for prior years. 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 45,400.				
a Applied to 2009, but not more than line 2a			41,149.	
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 2010 distributable amount				4,251.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				38,972.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

**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 2010, enter the date of the ruling

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

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

c Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SCHOLARSHIPS, INC. 22100 PRINCETON STREET HAYWARD, CA 94541		ASSOC	SCHOLARSHIP	25,000.
CHABOT COLLEGE FOUNDATION 25555 HESPERIAN BLVD. HAYWARD, CA 94545		501 (c) (3)	SCHOLARSHIP	10,400.
LIGHTHOUSE COMMUNITY CHARTER HIGH SCHOOL 444 HEGENBERGER ROAD OAKLAND, CA 94621		501 (c) (3)	SCHOLARSHIP	5,000.
CALIFORNIA MARITIME ACADEMY 200 MARITIME ACADEMY DRIVE VALLEJO, CA 94590		501 (c) (3)	SCHOLARSHIP	5,000.
<b>Total</b>				▶ <b>3a</b> 45,400.
<i>b Approved for future payment</i>				
<b>Total</b>				▶ <b>3b</b>

**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) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					24.
4 Dividends and interest from securities					28,075.
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					72,980.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					101,079.
13 <b>Total.</b> Add line 12, columns (b), (d), and (e)				<b>13</b>	<b>101,079.</b>

(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 the instructions)
N/A	

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?

Table with 3 columns: Yes, No. Rows include 1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets, 1b(2) Purchases of assets, 1b(3) Rental of facilities, 1b(4) Reimbursement arrangements, 1b(5) Loans or loan guarantees, 1b(6) Performance of services, and 1c Sharing of facilities.

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
(2) Other assets

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

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

Schedule table with columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. First row contains 'N/A'.

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 [X]

b If 'Yes,' complete the following schedule

Schedule table with columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. First row contains 'N/A'.

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 or fiduciary) is required if the preparer is not the taxpayer.

Sign Here

Signature of officer or trustee

Print/Type preparer's name

Preparer's signature

Paid Preparer Use Only

Firm's name

Firm's address

BAA

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PETER SATEGNA EDUCATIONAL FOUNDATION

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**Statement 1**  
**Form 990-PF, Part I, Line 16a**  
**Legal Fees**

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Advisory	\$ 875.			
Total	<u>\$ 875.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**Statement 2**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ADR	\$ 4.	\$ 4.	\$ 4.	
Investment Management	9,114.	9,114.	9,114.	
Outside Services	853.			
Total	<u>\$ 9,971.</u>	<u>\$ 9,118.</u>	<u>\$ 9,118.</u>	<u>\$ 0.</u>

**Statement 3**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL TAX.	\$ 372.	\$ 372.	\$ 372.	
FOREIGN TAX	296.	296.	296.	
FRANCISE TAX	67.	67.	67.	
Total	<u>\$ 735.</u>	<u>\$ 735.</u>	<u>\$ 735.</u>	<u>\$ 0.</u>

**Statement 4**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Insurance	\$ 876.			
Registry of Charitable Trusts	25.			
Telephone	230.			
Total	<u>\$ 1,131.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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Statement 5  
Form 990-PF, Part IV, Line 1  
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	250 ABB	Purchased	5/07/2009	6/28/2010
2	135 ACN	Purchased	2/04/2009	7/29/2010
3	75 AMX	Purchased	5/07/2009	1/21/2010
4	155 ABC	Purchased	10/22/2009	10/22/2010
5	170 AMEN	Purchased	3/13/2009	6/28/2010
6	10 AMEN	Purchased	4/06/2009	6/28/2010
7	40 APOL	Purchased	3/09/2009	3/04/2010
8	30 APOL	Purchased	3/09/2009	6/28/2010
9	30 APOL	Purchased	7/30/2009	6/28/2010
10	20 AAPL	Purchased	6/26/2008	7/01/2010
11	15 AAPL	Purchased	8/11/2008	7/01/2010
12	20 AAPL	Purchased	11/03/2008	7/01/2010
13	135 BMC	Purchased	3/09/2009	3/31/2010
14	25 BBY	Purchased	7/29/2010	11/05/2010
15	55 BPH	Purchased	5/20/2009	2/18/2010
16	5 BPH	Purchased	5/20/2009	3/18/2010
17	40 BPH	Purchased	6/05/2009	3/18/2010
18	15 BPH	Purchased	6/05/2009	3/31/2010
19	35 BPH	Purchased	7/30/2009	3/31/2010
20	25 BPH	Purchased	7/30/2009	4/29/2010
21	40 BPH	Purchased	8/12/2009	4/29/2010
22	20 BLK	Purchased	6/26/2009	5/12/2010
23	100 CAH	Purchased	3/31/2010	6/28/2010
24	100 CAH	Purchased	4/29/2010	6/28/2010
25	75 CHKP	Purchased	1/22/2010	11/04/2010
26	35 ABV	Purchased	5/26/2010	6/28/2010
27	35 ABV	Purchased	6/07/2010	6/28/2010
28	110 CSCO	Purchased	6/26/2008	12/21/2010
29	4 CME	Purchased	8/09/2010	12/17/2010
30	100 COH	Purchased	1/13/2010	10/04/2010
31	30 CTSB	Purchased	8/26/2009	5/12/2010
32	70 CTSB	Purchased	8/26/2009	8/10/2010
33	40 CL	Purchased	5/12/2010	11/30/2010
34	90 CBE	Purchased	10/30/2009	6/28/2010
35	35 DO	Purchased	6/25/2009	5/06/2010
36	90 DTV	Purchased	5/26/2010	8/11/2010
37	90 DTV	Purchased	6/04/2010	8/11/2010
38	.5 DLTR	Purchased	8/26/2009	6/24/2010
39	112 DLTR	Purchased	8/26/2009	6/28/2010
40	235 EMC	Purchased	7/22/2009	12/21/2010
41	120 EMC	Purchased	7/30/2009	12/21/2010
42	110 EMC	Purchased	9/11/2009	12/21/2010
43	95 ESV	Purchased	7/08/2009	6/04/2010
44	25 EQT	Purchased	7/21/2010	12/17/2010
45	80 ESRX	Purchased	4/06/2009	7/21/2010
46	20 XOM	Purchased	10/01/2010	12/17/2010
47	480 FLEX	Purchased	9/24/2009	6/24/2010
48	65 FLR	Purchased	3/09/2009	5/29/2010
49	60 FLR	Purchased	3/09/2009	6/04/2010
50	60 FTI	Purchased	11/16/2009	4/30/2010
51	35 FTI	Purchased	12/03/2009	4/30/2010
52	310 F	Purchased	1/13/2010	6/28/2010
53	315 F	Purchased	2/18/2010	6/28/2010
54	180 GPS	Purchased	5/29/2009	6/28/2010
55	75 GILD	Purchased	3/09/2009	6/28/2010
56	35 GS	Purchased	4/27/2009	6/28/2010

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Statement 5 (continued)  
Form 990-PF, Part IV, Line 1  
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
57	10 GS	Purchased	5/14/2009	6/28/2010
58	65 GR	Purchased	5/29/2009	6/28/2010
59	713.844 HAINX	Purchased	8/05/2009	5/25/2010
60	10 HPQ	Purchased	11/03/2008	7/21/2010
61	20 HPQ	Purchased	11/24/2008	7/21/2010
62	150 HPQ	Purchased	4/06/2009	7/21/2010
63	60 HSP	Purchased	4/22/2010	7/29/2010
64	95 IR	Purchased	5/26/2010	10/04/2010
65	40 IR	Purchased	6/04/2010	10/04/2010
66	15 IBM	Purchased	6/26/2008	11/11/2010
67	25 IBM	Purchased	8/11/2008	11/11/2010
68	10 IBM	Purchased	11/03/2008	11/11/2010
69	800 EEM	Purchased	3/23/2009	4/06/2010
70	125 IJR	Purchased	5/08/2009	10/12/2010
71	40 JNJ	Purchased	10/03/2008	8/11/2010
72	75 JOYG	Purchased	5/07/2009	4/30/2010
73	65 KSS	Purchased	4/27/2009	7/21/2010
74	75 EL	Purchased	11/13/2009	6/28/2010
75	265 LTD	Purchased	5/14/2009	6/28/2010
76	140 MRVL	Purchased	5/01/2009	6/04/2010
77	175 MRVL	Purchased	5/01/2009	6/23/2010
78	20 MAR	Purchased	7/08/2009	7/29/2010
79	341.53 MACSX	Purchased	8/05/2009	4/07/2010
80	60 MCK	Purchased	8/26/2009	7/21/2010
81	35 MCK	Purchased	11/13/2009	7/21/2010
82	65 MHS	Purchased	8/05/2009	8/11/2010
83	30 MHS	Purchased	9/03/2009	8/11/2010
84	55 MHS	Purchased	4/29/2010	8/11/2010
85	210 MSFT	Purchased	11/03/2008	10/04/2010
86	125 MSFT	Purchased	11/05/2009	10/04/2010
87	40 NLC	Purchased	7/21/2010	11/08/2010
88	35 NLC	Purchased	7/21/2010	12/17/2010
89	55 NOV	Purchased	7/08/2009	6/04/2010
90	55 NOV	Purchased	7/08/2009	10/04/2010
91	40 NOV	Purchased	10/21/2009	10/04/2010
92	100 NTES	Purchased	5/14/2009	5/28/2010
93	85 NE	Purchased	1/13/2010	8/26/2010
94	80 NSC	Purchased	5/07/2009	2/17/2010
95	50 OXY	Purchased	11/24/2008	4/15/2010
96	10 OXY	Purchased	1/12/2008	10/04/2010
97	50 OXY	Purchased	1/06/2009	10/04/2010
98	40 OXY	Purchased	11/08/2009	10/04/2010
99	155 ORCL	Purchased	9/26/2008	5/26/2010
100	10 ORCL	Purchased	9/26/2008	11/30/2010
101	20 ORCL	Purchased	1/06/2009	11/30/2010
102	30 PCG	Purchased	8/11/2010	9/10/2010
103	110 JCP	Purchased	5/30/2009	1/13/2010
104	70 JCP	Purchased	7/20/2009	1/13/2010
105	4306.22 PIGIX	Purchased	7/02/2009	4/07/2010
106	55 DGX	Purchased	7/09/2009	11/30/2010
107	60 RTP	Purchased	12/03/2009	5/06/2010
108	80 ROST	Purchased	5/01/2009	6/28/2010
109	40 ROST	Purchased	7/31/2009	6/28/2010
110	60 SNDA	Purchased	7/09/2009	1/28/2010
111	30 SNDA	Purchased	8/05/2009	1/28/2010
112	150 SBOX	Purchased	2/10/2010	8/11/2010



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Statement 5 (continued)  
Form 990-PF, Part IV, Line 1  
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
113	120 SYT	Purchased	7/08/2009	6/28/2010
114	326 TSM	Purchased	5/01/2009	2/10/2010
115	75 TGT	Purchased	6/05/2009	1/13/2010
116	175 AMTD	Purchased	5/29/2009	2/10/2010
117	145 TXN	Purchased	7/30/2009	3/31/2010
118	65 TXN	Purchased	9/03/2009	3/31/2010
119	20 TWC	Purchased	6/17/2010	11/30/2010
120	20 TWC	Purchased	6/17/2010	12/17/2010
121	672.344 TBGVX	Purchased	4/07/2010	10/12/2010
122	65 URS	Purchased	6/08/2009	6/09/2010
123	40 URS	Purchased	6/26/2009	6/09/2010
124	70 UNP	Purchased	5/07/2009	10/04/2010
125	10 UTX	Purchased	9/26/2008	11/30/2010
126	5 UTX	Purchased	11/03/2008	11/30/2010
127	40 UNH	Purchased	2/24/2009	11/30/2010
128	85 WLP	Purchased	4/01/2009	7/21/2010
129	70 WDC	Purchased	6/05/2009	1/13/2010
130	80 WDC	Purchased	5/01/2009	4/23/2010
131	60 XLNX	Purchased	3/13/2009	11/30/2010
132	15 XLNX	Purchased	4/05/2009	11/30/2010
133	80 XLNX	Purchased	5/01/2009	11/30/2010
134	25000 CONOCO FUNDING 6.35%XXX	Purchased	5/28/2008	8/03/2010
135	25000 FED HM LN MTG 4.5%13 NOTES	Purchased	5/28/2008	4/06/2010
136	25000 FED NATL MTG 5%15 NOTES	Purchased	5/28/2008	4/06/2010
137	25000 US TREAS NT 4.125%08/10	Purchased	5/28/2008	4/06/2010
138	25000 US TREAS NT 4.25%08/14	Purchased	5/28/2008	4/06/2010

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	4,547.		3,997.	550.				\$ 550.
2	5,316.		4,480.	836.				836.
3	3,369.		2,702.	667.				667.
4	4,996.		3,671.	1,325.				1,325.
5	9,411.		8,668.	743.				743.
6	554.		481.	73.				73.
7	2,425.		2,659.	-234.				-234.
8	1,330.		1,994.	-664.				-664.
9	1,330.		2,079.	-749.				-749.
10	5,052.		3,395.	1,657.				1,657.
11	3,789.		2,651.	1,138.				1,138.
12	5,052.		2,175.	2,877.				2,877.
13	5,111.		3,847.	1,264.				1,264.
14	1,105.		868.	237.				237.
15	4,079.		2,960.	1,119.				1,119.
16	399.		269.	130.				130.
17	3,188.		2,467.	721.				721.
18	1,205.		925.	280.				280.
19	2,811.		2,200.	611.				611.
20	1,895.		1,572.	323.				323.
21	3,032.		2,492.	540.				540.
22	3,409.		3,554.	-145.				-145.
23	3,446.		3,624.	-178.				-178.
24	3,446.		3,607.	-161.				-161.
25	3,209.		2,499.	710.				710.

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Statement 5 (continued)  
Form 990-PF, Part IV, Line 1  
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
26	3,750.		3,419.	331.				\$ 331.
27	3,750.		3,374.	376.				376.
28	2,133.		2,649.	-516.				-516.
29	1,264.		1,090.	174.				174.
30	4,231.		3,847.	384.				384.
31	1,523.		1,069.	454.				454.
32	4,282.		2,493.	1,789.				1,789.
33	3,049.		3,332.	-283.				-283.
34	4,194.		3,596.	598.				598.
35	2,674.		3,033.	-359.				-359.
36	3,491.		3,439.	52.				52.
37	3,491.		3,524.	-33.				-33.
38	21.		17.	4.				4.
39	4,686.		3,788.	898.				898.
40	5,370.		3,421.	1,949.				1,949.
41	2,742.		1,876.	866.				866.
42	2,514.		1,890.	624.				624.
43	3,258.		3,171.	87.				87.
44	1,065.		935.	130.				130.
45	3,680.		1,984.	1,696.				1,696.
46	1,418.		1,257.	161.				161.
47	3,019.		3,598.	-579.				-579.
48	3,198.		2,214.	984.				984.
49	2,663.		2,044.	619.				619.
50	4,226.		3,513.	713.				713.
51	2,465.		2,003.	462.				462.
52	3,256.		3,672.	-416.				-416.
53	3,309.		3,627.	-318.				-318.
54	3,642.		3,116.	526.				526.
55	2,693.		3,287.	-594.				-594.
56	4,813.		4,213.	600.				600.
57	1,375.		1,303.	72.				72.
58	4,481.		3,177.	1,304.				1,304.
59	33,439.		35,042.	-1,603.				-1,603.
60	461.		393.	68.				68.
61	923.		716.	207.				207.
62	6,920.		4,993.	1,927.				1,927.
63	3,077.		3,403.	-326.				-326.
64	3,400.		3,502.	-102.				-102.
65	1,432.		1,564.	-132.				-132.
66	2,168.		1,830.	338.				338.
67	3,613.		3,202.	411.				411.
68	1,445.		947.	498.				498.
69	34,947.		20,013.	14,934.				14,934.
70	7,547.		5,638.	1,909.				1,909.
71	2,337.		2,671.	-334.				-334.
72	4,577.		2,131.	2,446.				2,446.
73	3,063.		2,922.	141.				141.
74	4,208.		3,497.	711.				711.
75	6,093.		3,040.	3,053.				3,053.
76	2,698.		1,572.	1,126.				1,126.
77	3,207.		1,966.	1,241.				1,241.
78	4,144.		3,239.	905.				905.

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PETER SATEGNA EDUCATIONAL FOUNDATION

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Statement 5 (continued)  
Form 990-PF, Part IV, Line 1  
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
79	5,710.		5,000.	710.				\$ 710.
80	4,021.		3,414.	607.				607.
81	2,346.		2,259.	87.				87.
82	2,985.		3,457.	-472.				-472.
83	1,378.		1,666.	-288.				-288.
84	2,526.		3,389.	-863.				-863.
85	4,987.		4,808.	179.				179.
86	2,968.		3,586.	-618.				-618.
87	1,177.		931.	246.				246.
88	1,101.		815.	286.				286.
89	1,938.		1,614.	324.				324.
90	2,386.		1,614.	772.				772.
91	1,735.		1,955.	-220.				-220.
92	3,016.		3,111.	-95.				-95.
93	2,627.		3,719.	-1,092.				-1,092.
94	3,945.		2,952.	993.				993.
95	4,278.		2,459.	1,819.				1,819.
96	804.		492.	312.				312.
97	4,018.		3,146.	872.				872.
98	3,214.		2,384.	830.				830.
99	3,466.		3,212.	254.				254.
100	263.		208.	55.				55.
101	526.		374.	152.				152.
102	1,323.		1,371.	-48.				-48.
103	2,797.		3,107.	-310.				-310.
104	1,780.		2,088.	-308.				-308.
105	48,129.		45,025.	3,104.				3,104.
106	2,689.		3,057.	-368.				-368.
107	2,854.		3,265.	-411.				-411.
108	4,391.		3,067.	1,324.				1,324.
109	2,196.		1,807.	389.				389.
110	2,761.		3,242.	-481.				-481.
111	1,381.		1,499.	-118.				-118.
112	3,670.		3,364.	306.				306.
113	5,769.		5,383.	386.				386.
114	3,100.		3,474.	-374.				-374.
115	3,694.		3,151.	543.				543.
116	2,919.		3,052.	-133.				-133.
117	3,556.		3,597.	-41.				-41.
118	1,594.		1,590.	4.				4.
119	1,208.		1,115.	93.				93.
120	1,275.		1,115.	160.				160.
121	15,293.		15,036.	257.				257.
122	2,714.		3,359.	-645.				-645.
123	1,670.		2,004.	-334.				-334.
124	5,545.		3,577.	1,968.				1,968.
125	731.		609.	122.				122.
126	366.		274.	92.				92.
127	1,448.		965.	483.				483.
128	4,425.		3,185.	1,240.				1,240.
129	3,110.		1,645.	1,465.				1,465.
130	3,540.		1,880.	1,660.				1,660.
131	1,617.		1,155.	462.				462.

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PETER SATEGNA EDUCATIONAL FOUNDATION

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**Statement 5 (continued)**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
132	404.		308.	96.				\$ 96.
133	2,156.		1,656.	500.				500.
134	26,725.		26,620.	105.				105.
135	26,845.		25,605.	1,240.				1,240.
136	27,345.		25,971.	1,374.				1,374.
137	25,323.		25,772.	-449.				-449.
138	26,929.		25,995.	934.				934.
Total								\$ <u>72,980.</u>

**Statement 6**  
**Form 990-PF, Part VI, Line 9**  
**Tax Due**

Tax Due	\$ 1,836.
Late Payment Penalty	18.
Late Interest	18.
Total \$ <u>1,872.</u>	

**Statement 7**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
GARY SMITH 30998 HUNTWOOD AVE, SUITE 107 HAYWARD, CA 94541	Chairman 3.00	\$ 0.	\$ 0.	0.
LEE STIMMEL 30998 HUNTWOOD AVE, SUITE 107 HAYWARD, CA 94541	Co-chairman 1.00	0.	0.	0.
SHANNON SUCATO 30998 HUNTWOOD AVE, SUITE 107 HAYWARD, CA 94541	Secretary 2.00	0.	0.	0.
PAUL ERLE 30998 HUNTWOOD AVE, SUITE 107 HAYWARD, CA 94541	Treasurer 2.00	0.	0.	0.
MARYANN PARRY 30998 HUNTWOOD AVE, SUITE 107 HAYWARD, CA 94541	Director 1.00	0.	0.	0.

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PETER SATEGNA EDUCATIONAL FOUNDATION

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Statement 7 (continued)  
 Form 990-PF, Part VIII, Line 1  
 List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP &amp; DC</u>	<u>Expense Account/ Other</u>
CHRIS SMITH 30998 HUNTWOOD AVE, SUITE 107 HAYWARD, CA 94541	Director 1.00	\$ 0.	\$ 0.	\$ 0.
Total		<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Investment Detail - Fixed Income

Accounting Method  
Fixed Income: First In First Out [FIFO]

	Par	Market Price	Market Value	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income	
U.S. Treasuries	Units Purchased	Cost Per Unit	Cost Basis		Acquired		Yield to Maturity	
US TREAS NT 4.875%07/11 (M)	25,000.0000	102.6719	25,667.98	25,270.54	3%	397.44 <sup>b</sup>	1,218.75	
U S T NOTE DUE 07/31/11 CUSIP: 912828FN5	25,000.0000	105.6858	26,421.47	25,270.54	05/28/08	397.44 <sup>b</sup>	2.98%	
<b>Total U.S. Treasuries</b>	<b>25,000.0000</b>		<b>25,667.98</b>	<b>25,270.54</b>	<b>3%</b>	<b>397.44<sup>b</sup></b>	<b>1,218.75</b>	
		Total Cost Basis:	26,421.47					
<b>Total Accrued Interest for U.S. Treasuries: 510.02</b>								

	Par	Market Price	Market Value	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income	
Government Obligations	Units Purchased	Cost Per Unit	Cost Basis		Acquired		Yield to Maturity	
FED HOME LN BK 5.25%14 (M)	25,000.0000	113.1212	28,280.30	25,880.91	3%	2,399.39 <sup>b</sup>	1,312.50	
NOTES DUE 06/18/14 CUSIP: 3133X7FK5 MOODY'S: Aaa S&P: AAA	25,000.0000	105.8504	26,462.60	25,880.91	05/28/08	2,399.39 <sup>b</sup>	4.14%	
<b>Total Government Obligations</b>	<b>25,000.0000</b>		<b>28,280.30</b>	<b>25,880.91</b>	<b>3%</b>	<b>2,399.39<sup>b</sup></b>	<b>1,312.50</b>	
		Total Cost Basis:	26,462.60					
<b>Total Accrued Interest for Government Obligations: 47.40</b>								

Investment Detail - Fixed Income (continued)

Accounting Method  
Fixed Income: First In First Out [FIFO]

	Par	Market Price	Market Value	Adjusted	% of	Unrealized	Estimated
	Units Purchased	Cost Per Unit	Cost Basis	Cost Basis	Account Assets	Gain or (Loss)	Annual Income
Corporate Bonds					Acquired		Yield to Maturity
ABBOTT LABS 5.6%17 (M)	25,000.0000	114.3762	28,594.05	25,365.08	3%	3,228.97 <sup>b</sup>	1,400.00
BONDS DUE 11/30/17 CALLABLE CUSIP: 002819AB6 MOODY'S: A1 S&P: AA	25,000.0000	101.8830	25,470.75	25,365.08	05/28/08	3,228.97 <sup>b</sup>	5.34%
						<i>Accrued Interest: 120.56</i>	
CISCO SYSTEMS 5.25%11 (M)	25,000.0000	100.6556	25,163.90	25,117.42	3%	46.48 <sup>b</sup>	1,312.50
NOTES DUE 02/22/11 CALLABLE CUSIP: 17275RAB8 MOODY'S A1 S&P: A+	25,000.0000	106.3840	26,596.00	25,117.42	03/06/09	46.48 <sup>b</sup>	1.89%
						<i>Accrued Interest: 470.31</i>	
NATL RURAL UTIL 4.75%14 (M)	25,000.0000	108.0813	27,020.33	25,126.86	3%	1,893.47 <sup>b</sup>	1,187.50
COLL TRUST DUE 03/01/14 CALLABLE CUSIP: 637432DC6 MOODY'S A1 S&P: A+	25,000.0000	100.8650	25,216.25	25,126.86	05/28/08	1,893.47 <sup>b</sup>	4.57%
						<i>Accrued Interest: 395.83</i>	
ORACLE 5.25%16 (M)	25,000.0000	111.9655	27,991.38	25,050.36	3%	2,941.02 <sup>b</sup>	1,312.50
BONDS DUE 01/15/16 CALLABLE CUSIP: 68402LAC8 MOODY'S: A2 S&P: A	25,000.0000	100.2800	25,070.00	25,050.36	05/28/08	2,941.02 <sup>b</sup>	5.20%
						<i>Accrued Interest: 605.21</i>	



**Investment Detail - Fixed Income (continued)**

Accounting Method  
Fixed Income: First In First Out [FIFO]

	Par	Market Price	Market Value	Adjusted	% of	Unrealized	Estimated
Corporate Bonds	Units Purchased	Cost Per Unit	Cost Basis	Cost Basis	Account Assets	Gain or (Loss)	Annual Income
(continued)					Acquired		Yield to Maturity
WACHOVIA BANK	25,000.0000	108.3114	27,077.85	24,947.50	3%	2,130.35	1,400.00
5.6%16 (M)							
BONDS DUE 03/15/16	25,000.0000	99.7900	24,947.50	24,947.50	05/28/08	2,130.35	5.63%
CUSIP: 92976GAE1							
MOODY'S: Aa3 S&P: AA-							
						<i>Accrued Interest: 412.22</i>	
<b>Total Corporate Bonds</b>	<b>125,000.0000</b>		<b>135,847.51</b>	<b>125,607.22</b>	<b>14%</b>	<b>10,240.29<sup>b</sup></b>	<b>6,612.50</b>
		Total Cost Basis:	127,300.50				
						<i>Total Accrued Interest for Corporate Bonds: 2,004.13</i>	
Municipal Bonds	Units Purchased	Market Price	Market Value	Adjusted	% of	Unrealized	Estimated
		Cost Per Unit	Cost Basis	Cost Basis	Account Assets	Gain or (Loss)	Annual Income
					Acquired		Yield to Maturity
RENTON WASH WTR	25,000.0000	106.9920	26,748.00	25,642.25	3%	1,105.75 <sup>b</sup>	1,100.00
4.4%15 (M)							
REV DUE 12/01/15	25,000.0000	104.9430	26,235.75	25,642.25	11/03/08	1,105.75 <sup>b</sup>	3.09%
& SWR REV OID AGM							
PRE-REFUNDED 12/01/12							
AT 100.00000							
CUSIP: 760167RQ1							
MOODY'S: Aa3 S&P: AA+							
						<i>Accrued Interest: 91.67</i>	
<b>Total Municipal Bonds</b>	<b>25,000.0000</b>		<b>26,748.00</b>	<b>25,642.25</b>	<b>3%</b>	<b>1,105.75<sup>b</sup></b>	<b>1,100.00</b>
		Total Cost Basis:	26,235.75				
						<i>Total Accrued Interest for Municipal Bonds: 91.67</i>	
<b>Total Fixed Income</b>	<b>200,000.0000</b>		<b>216,543.79</b>	<b>202,400.92</b>	<b>23%</b>	<b>14,142.87<sup>b</sup></b>	<b>10,243.75</b>
		Total Cost Basis:	206,420.32				

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.



**Investment Detail - Fixed Income (continued)**

Accounting Method  
Fixed Income, First In First Out [FIFO]

Accrued Interest represents the interest that would be received if the fixed income investment was sold prior to the coupon payment. Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

**Investment Detail - Equities**

Accounting Method  
Equities: First In First Out [FIFO]

Equities	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
<b>ABBOTT LABORATORIES (M)</b>	<b>60.0000</b>	<b>47.9100</b>	<b>2,874.60</b>	<b>&lt;1%</b>	<b>(630.55)</b>	<b>3.67%</b>	<b>105.60</b>
SYMBOL: ABT	55.0000	58.9685	3,243.27	08/11/08	(608.22)	872	Long-Term
	5.0000	52.3760	261.88	08/11/10	(22.33)	142	Short-Term
Cost Basis			3,505.15				
<b>ACCENTURE PLC CL A F (M)</b>	<b>50.0000</b>	<b>48.4900</b>	<b>2,424.50</b>	<b>&lt;1%</b>	<b>765.41</b>	<b>1.85%</b>	<b>45.00</b>
SYMBOL: ACN	50.0000	33.1818	1,659.09	02/04/09	765.41	695	Long-Term
<b>AETNA INC NEW (M)</b>	<b>70.0000</b>	<b>30.5100</b>	<b>2,135.70</b>	<b>&lt;1%</b>	<b>129.45</b>	<b>0.13%</b>	<b>2.80</b>
SYMBOL: AET	70.0000	28.6607	2,006.25	08/11/10	129.45	142	Short-Term
<b>ALLIANCE DATA SYSTEMS (M)</b>	<b>45.0000</b>	<b>71.0300</b>	<b>3,196.35</b>	<b>&lt;1%</b>	<b>544.93</b>	<b>0.00%</b>	<b>0.00</b>
SYMBOL: ADS	45.0000	58.9204	2,651.42	08/11/10	544.93	142	Short-Term
<b>AMERISOURCEBERGEN CORP (M)</b>	<b>70.0000</b>	<b>34.1200</b>	<b>2,388.40</b>	<b>&lt;1%</b>	<b>634.65</b>	<b>1.17%</b>	<b>28.00</b>
SYMBOL: ABC	70.0000	25.0535	1,753.75	12/03/09	634.65	393	Long-Term
<b>ANADARKO PETROLEUM CORP (M)</b>	<b>25.0000</b>	<b>76.1600</b>	<b>1,904.00</b>	<b>&lt;1%</b>	<b>200.98</b>	<b>0.47%</b>	<b>9.00</b>
SYMBOL: APC	25.0000	68.1208	1,703.02	12/21/10	200.98	10	Short-Term
<b>APACHE CORP (M)</b>	<b>30.0000</b>	<b>119.2300</b>	<b>3,576.90</b>	<b>&lt;1%</b>	<b>858.95</b>	<b>0.50%</b>	<b>18.00</b>
SYMBOL: APA	30.0000	90.5983	2,717.95	07/23/10	858.95	161	Short-Term

Investment Detail - Equities (continued)

Accounting Method  
Equities: First In First Out [FIFO]

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
APPLE INC <sup>(M)</sup>	60.0000	322.5600	19,353.60	2%	9,278.74	0.00%	0.00
SYMBOL: AAPL	10.0000	108.7220	1,087.22	11/03/08	2,138.38	788	Long-Term
	20.0000	166.9660	3,339.32	09/03/09	3,111.88	484	Long-Term
	15.0000	179.7733	2,696.60	09/16/09	2,141.80	471	Long-Term
	15.0000	196.7813	2,951.72	02/10/10	1,886.68	324	Short-Term
<i>Cost Basis</i>			10,074.86				
AUTO DATA PROCESSING <sup>(M)</sup>	100.0000	46.2800	4,628.00	<1%	477.00	3.11%	144.00
SYMBOL: ADP	100.0000	41.5100	4,151.00	07/29/10	477.00	155	Short-Term
B M C SOFTWARE INC <sup>(M)</sup>	40.0000	47.1400	1,885.60	<1%	(80.13)	0.00%	0.00
SYMBOL: BMC	40.0000	49.1432	1,965.73	12/17/10	(80.13)	14	Short-Term
BANK OF AMERICA CORP <sup>(M)</sup>	275.0000	13.3400	3,668.50	<1%	(76.33)	0.29%	11.00
SYMBOL: BAC	275.0000	13.6175	3,744.83	07/21/10	(76.33)	163	Short-Term
BANK OF NY MELLON CP NEW <sup>(M)</sup>	120.0000	30.2000	3,624.00	<1%	556.79	1.19%	43.20
SYMBOL: BK	120.0000	25.5600	3,067.21	07/21/10	556.79	163	Short-Term
BEST BUY INC <sup>(M)</sup>	65.0000	34.2900	2,228.85	<1%	(28.82)	1.74%	39.00
SYMBOL: BBY	65.0000	34.7333	2,257.67	07/29/10	(28.82)	155	Short-Term
BLACKROCK INC <sup>(M)</sup>	25.0000	190.5800	4,764.50	<1%	478.21	2.09%	100.00
SYMBOL: BLK	20.0000	170.9755	3,419.51	10/04/10	392.09	88	Short-Term
	5.0000	173.3560	866.78	11/08/10	86.12	53	Short-Term
<i>Cost Basis</i>			4,286.29				
CHECK PT SOFTWARE TECH F <sup>(M)</sup>	35.0000	46.2600	1,619.10	<1%	452.83	0.00%	0.00
SYMBOL: CHKP	35.0000	33.3220	1,166.27	01/22/10	452.83	343	Short-Term

Investment Detail - Equities (continued)

Accounting Method  
Equities: First In First Out [FIFO]

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
CISCO SYSTEMS INC (M) SYMBOL: CSCO	195.0000 90.0000 105.0000	20.2300 24.0852 17.3813	3,944.85 2,167.67 1,825.04 3,992.71	<1% 06/26/08 11/03/08	(47.86) (346.97) 299.11	0.00% 918 788	0.00 Long-Term Long-Term
<i>Cost Basis</i>							
CME GROUP INC CL A (M) CLASS A SYMBOL: CME	6.0000 6.0000	321.7500 272.4866	1,930.50 1,634.92	<1% 08/09/10	295.58 295.58	1.42% 144	27.60 Short-Term
COMCAST CORP NEW CL A (M) SYMBOL: CMCSA	155.0000 155.0000	21.9700 18.1284	3,405.35 2,809.91	<1% 08/11/10	595.44 595.44	1.72% 142	58.59 Short-Term
DANAHER CORP DEL (M) SYMBOL: DHR	45.0000 45.0000	47.1700 40.1653	2,122.65 1,807.44	<1% 10/04/10	315.21 315.21	0.16% 88	3.60 Short-Term
EQT CORP (M) SYMBOL: EQT	65.0000 65.0000	44.8400 37.4053	2,914.60 2,431.35	<1% 07/21/10	483.25 483.25	1.96% 163	57.20 Short-Term
EXPRESS SCRIPTS INC (M) SYMBOL: ESRX	30.0000 30.0000	54.0500 24.8023	1,621.50 744.07	<1% 04/06/09	877.43 877.43	0.00% 634	0.00 Long-Term
EXXON MOBIL CORPORATION (M) SYMBOL: XOM	40.0000 40.0000	73.1200 62.8667	2,924.80 2,514.67	<1% 10/01/10	410.13 410.13	2.40% 91	70.40 Short-Term
FIDELITY NATL INFO SVCS (M) SYMBOL: FIS	100.0000 100.0000	27.3900 27.0102	2,739.00 2,701.02	<1% 10/05/10	37.98 37.98	0.73% 87	20.00 Short-Term
FISERV INC (M) SYMBOL: FISV	55.0000 55.0000	58.5600 53.9554	3,220.80 2,967.55	<1% 10/04/10	253.25 253.25	0.00% 88	0.00 Short-Term
GENERAL DYNAMICS CORP (M) SYMBOL: GD	35.0000 35.0000	70.9600 71.1922	2,483.60 2,491.73	<1% 12/21/10	(8.13) (8.13)	2.36% 10	58.80 Short-Term

Investment Detail - Equities (continued)

Accounting Method  
Equities: First In First Out [FIFO]

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
GENERAL ELECTRIC COMPANY (M) SYMBOL: GE	290.0000 290.0000	18.2900 15.9383	5,304.10 4,622.11	<1% 11/30/10	681.99 681.99	3.06% 31	162.40 Short-Term
GOOGLE INC CLASS A (M) SYMBOL: GOOG	10.0000 5.0000 5.0000	593.9700 432.7340 358.4600	5,939.70 2,163.67 1,792.30 3,955.97	<1% 09/26/08 11/03/08	1,983.73 806.18 1,177.55	0.00% 826 788	0.00 Long-Term Long-Term
<i>Cost Basis</i>							
HEINZ H J CO (M) SYMBOL: HNZ	100.0000 100.0000	49.4600 48.4196	4,946.00 4,841.96	<1% 11/30/10	104.04 104.04	3.63% 31	180.00 Short-Term
HEWLETT-PACKARD COMPANY (M) SYMBOL: HPQ	100.0000 75.0000 25.0000	42.1000 33.2872 43.7224	4,210.00 2,496.54 1,093.06 3,589.60	<1% 04/06/09 11/11/10	620.40 660.96 (40.56)	0.76% 634 50	32.00 Long-Term Short-Term
<i>Cost Basis</i>							
INTL BUSINESS MACHINES (M) SYMBOL: IBM	30.0000 5.0000 25.0000	146.7600 94.7440 101.0680	4,402.80 473.72 2,526.70 3,000.42	<1% 11/03/08 04/06/09	1,402.38 260.08 1,142.30	1.77% 788 634	78.00 Long-Term Long-Term
<i>Cost Basis</i>							
JPMORGAN CHASE & CO (M) SYMBOL: JPM	100.0000 100.0000	42.4200 39.0740	4,242.00 3,907.40	<1% 10/04/10	334.60 334.60	0.47% 88	20.00 Short-Term
LIBERTY GLOBAL INC CL A (M) SYMBOL: LBTYA	60.0000 60.0000	35.3800 34.5790	2,122.80 2,074.74	<1% 12/21/10	48.06 48.06	0.00% 10	0.00 Short-Term
MEDTRONIC INC (M) SYMBOL: MDT	75.0000 55.0000 20.0000	37.0900 36.7296 32.4885	2,781.75 2,020.13 649.77 2,669.90	<1% 08/11/10 08/24/10	111.85 19.82 92.03	2.42% 142 129	67.50 Short-Term Short-Term
<i>Cost Basis</i>							

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Investment Detail - Equities (continued)

Accounting Method  
Equities, First In First Out [FIFO]

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
<b>MERCK &amp; CO INC NEW (M)</b>	<b>100.0000</b>	<b>36.0400</b>	<b>3,604.00</b>	<b>&lt;1%</b>	<b>72.13</b>	<b>4.21%</b>	<b>152.00</b>
SYMBOL: MRK	80.0000	35.1016	2,808.13	08/11/10	75.07	142	Short-Term
	20.0000	36.1870	723.74	08/23/10	(2.94)	130	Short-Term
<i>Cost Basis</i>			3,531.87				
<b>NALCO HOLDING CO (M)</b>	<b>90.0000</b>	<b>31.9400</b>	<b>2,874.60</b>	<b>&lt;1%</b>	<b>780.28</b>	<b>0.43%</b>	<b>12.60</b>
SYMBOL: NLC	90.0000	23.2702	2,094.32	07/21/10	780.28	163	Short-Term
<b>NEXTERA ENERGY INC (M)</b>	<b>40.0000</b>	<b>51.9900</b>	<b>2,079.60</b>	<b>&lt;1%</b>	<b>7.89</b>	<b>3.84%</b>	<b>80.00</b>
SYMBOL: NEE	40.0000	51.7927	2,071.71	12/21/10	7.89	10	Short-Term
<b>NIKE INC CLASS B (M)</b>	<b>35.0000</b>	<b>85.4200</b>	<b>2,989.70</b>	<b>&lt;1%</b>	<b>192.56</b>	<b>1.45%</b>	<b>43.40</b>
SYMBOL: NKE	35.0000	79.9182	2,797.14	10/04/10	192.56	88	Short-Term
<b>NORFOLK SOUTHERN CORP (M)</b>	<b>35.0000</b>	<b>62.8200</b>	<b>2,198.70</b>	<b>&lt;1%</b>	<b>143.79</b>	<b>2.29%</b>	<b>50.40</b>
SYMBOL: NSC	35.0000	58.7117	2,054.91	10/04/10	143.79	88	Short-Term
<b>NORTHEAST UTILITIES (M)</b>	<b>70.0000</b>	<b>31.8800</b>	<b>2,231.60</b>	<b>&lt;1%</b>	<b>125.50</b>	<b>3.21%</b>	<b>71.75</b>
SYMBOL: NU	70.0000	30.0871	2,106.10	10/04/10	125.50	88	Short-Term
<b>ORACLE CORPORATION (M)</b>	<b>170.0000</b>	<b>31.3000</b>	<b>5,321.00</b>	<b>&lt;1%</b>	<b>2,140.61</b>	<b>0.63%</b>	<b>34.00</b>
SYMBOL: ORCL	170.0000	18.7081	3,180.39	01/06/09	2,140.61	724	Long-Term
<b>P G &amp; E CORP (M)</b>	<b>35.0000</b>	<b>47.8400</b>	<b>1,674.40</b>	<b>&lt;1%</b>	<b>75.62</b>	<b>3.80%</b>	<b>63.70</b>
SYMBOL: PCG	35.0000	45.6794	1,598.78	08/11/10	75.62	142	Short-Term
<b>PEPSICO INCORPORATED (M)</b>	<b>95.0000</b>	<b>65.3300</b>	<b>6,206.35</b>	<b>&lt;1%</b>	<b>0.88</b>	<b>2.93%</b>	<b>182.40</b>
SYMBOL: PEP	95.0000	65.3207	6,205.47	11/08/10	0.88	53	Short-Term
<b>PRAXAIR INC (M)</b>	<b>40.0000</b>	<b>95.4700</b>	<b>3,818.80</b>	<b>&lt;1%</b>	<b>326.62</b>	<b>1.88%</b>	<b>72.00</b>
SYMBOL: PX	40.0000	87.3045	3,492.18	08/11/10	326.62	142	Short-Term
<b>PROCTER &amp; GAMBLE (M)</b>	<b>55.0000</b>	<b>64.3300</b>	<b>3,538.15</b>	<b>&lt;1%</b>	<b>133.48</b>	<b>2.99%</b>	<b>106.00</b>
SYMBOL: PG	55.0000	61.9030	3,404.67	11/30/10	133.48	31	Short-Term

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**Investment Detail - Equities (continued)**

Accounting Method  
Equities: First In First Out [FIFO]

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
<b>QEP RESOURCES INC (M)</b> SYMBOL: QEP	60.0000 60.0000	36.3100 37.1863	2,178.60 2,231.18	<1% 12/21/10	(52.58) (52.58)	0.22% 10	4.80 Short-Term
<b>REPUBLIC SERVICES INC (M)</b> SYMBOL: RSG	65.0000 65.0000	29.8600 28.9556	1,940.90 1,882.12	<1% 11/10/10	58.78 58.78	2.67% 51	52.00 Short-Term
<b>SPECTRA ENERGY CORP (M)</b> SYMBOL: SE	65.0000 65.0000	24.9900 24.0252	1,624.35 1,561.64	<1% 11/30/10	62.71 62.71	4.00% 31	65.00 Short-Term
<b>STRYKER CORP (M)</b> SYMBOL: SYK	65.0000 65.0000	53.7000 46.6287	3,490.50 3,030.87	<1% 08/23/10	459.63 459.63	1.52% 130	53.30 Short-Term
<b>T J X COS INC (M)</b> SYMBOL: TJX	60.0000 40.0000 20.0000	44.3900 43.2190 44.5740	2,663.40 1,728.76 891.48	<1% 08/09/10 12/20/10	43.16 46.84 (3.68)	1.35% 144 11	36.00 Short-Term Short-Term
<i>Cost Basis</i>			2,620.24				
<b>TARGET CORPORATION (M)</b> SYMBOL: TGT	65.0000 65.0000	60.1300 53.6036	3,908.45 3,484.24	<1% 10/04/10	424.21 424.21	1.66% 88	65.00 Short-Term
<b>TIME WARNER CABLE (M)</b> SYMBOL: TWC	20.0000 20.0000	66.0300 55.7465	1,320.60 1,114.93	<1% 06/17/10	205.67 205.67	2.42% 197	32.00 Short-Term
<b>TORTOISE ENERGY CAPITAL (M)</b> SYMBOL: TYY	1,250.0000 1,250.0000	27.7700 25.8677	34,712.50 32,334.70	4% 04/06/10	2,377.80 2,377.80	5.76% 269	2,000.00 Short-Term
<b>UNITED TECHNOLOGIES CORP (M)</b> SYMBOL: UTX	50.0000 50.0000	78.7200 54.8154	3,936.00 2,740.77	<1% 11/03/08	1,195.23 1,195.23	2.15% 788	85.00 Long-Term
<b>UNITEDHEALTH GROUP INC (M)</b> SYMBOL: UNH	120.0000 60.0000 60.0000	36.1100 24.1238 27.8725	4,333.20 1,447.43 1,672.35	<1% 02/24/09 06/05/09	1,213.42 719.17 494.25	1.46% 675 574	63.60 Long-Term Long-Term
<i>Cost Basis</i>			3,119.78				

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Investment Detail - Equities (continued)

Accounting Method  
Equities: First In First Out [FIFO]

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
V F CORPORATION (M) SYMBOL: VFC	35.0000 35.0000	86.1800 81.3568	3,016.30 2,847.49	<1% 10/04/10	168.81 168.81	2.92% 88	88.20 Short-Term
VISA INC CL A (M) CLASS A SYMBOL V	20.0000 20.0000	70.3800 68.7300	1,407.60 1,374.60	<1% 12/20/10	33.00 33.00	0.85% 11	12.00 Short-Term
WALGREEN COMPANY (M) SYMBOL: WAG	150.0000 90.0000 60.0000	38.9600 36.4821 28.5293	5,844.00 3,283.39 1,711.76	<1% 05/12/10 07/29/10	848.85 223.01 625.84	1.79% 233 155	105.00 Short-Term Short-Term
<i>Cost Basis</i>			4,995.15				
WELLS FARGO & CO NEW (M) SYMBOL WFC	140.0000 140.0000	30.9900 25.5700	4,338.60 3,579.81	<1% 10/04/10	758.79 758.79	0.64% 88	28.00 Short-Term
WESTERN UNION COMPANY (M) SYMBOL: WU	250.0000 250.0000	18.5700 16.4697	4,642.50 4,117.43	<1% 07/29/10	525.07 525.07	1.50% 155	70.00 Short-Term
WILLIAMS COMPANIES (M) SYMBOL: WMB	155.0000 155.0000	24.7200 19.8091	3,831.60 3,070.42	<1% 07/27/10	761.18 761.18	2.02% 157	77.50 Short-Term
<b>Total Equities</b>	<b>5,896.0000</b>		<b>241,255.40</b>	<b>25%</b>	<b>35,144.53</b>		<b>5,087.34</b>
			Total Cost Basis:		206,110.87		

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

**Investment Detail - Mutual Funds**

Accounting Method  
Mutual Funds: Average

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DREYFUS EMRG MKTS DEBT (M) LOCAL CURR I SYMBOL: DDBIX	2,470.0070	14.4600	35,716.30	4%	14.19	35,042.00	674.30
<b>Total Bond Funds</b>	<b>2,470.0070</b>		<b>35,716.30</b>	<b>4%</b>		<b>35,042.00</b>	<b>674.30</b>
Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
ABSOLUTE STRATEGIES FUND (M) INSTL SHR SYMBOL: ASFIX	2,948.8420	10.8400	31,965.45	3%	10.51	31,000.00	965.45
ASTON TAMRO SMALL CAP FU (M) ND CL I SYMBOL: ATSIX	639.4910	21.4700	13,729.87	1%	18.76	12,000.00	1,729.87
DELAWARE U.S. GROWTH FD (M) INST CL SYMBOL: DEUIX	4,209.8910	14.8900	62,685.28	7%	12.35	52,000.00	10,685.28
FIRST EAGLE OVERSEAS (M) FUND CL I SYMBOL: SGOIX	1,200.4200	22.9800	27,585.65	3%	20.86	25,036.00	2,549.65
HARBOR INTERNATIONAL (M) FUND INST CL SYMBOL: HAINX	442.3920	60.5500	26,786.84	3%	58.77	26,000.00	786.84



Investment Detail - Mutual Funds (continued)

Accounting Method  
Mutual Funds: Average

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
LAZARD EMERGING MARKETS (M) PORTFOLIO INST SHARE SYMBOL: LZEMX	3,818.5680	21.7800	83,168.41	9%	19.91	76,036.00	7,132.41
MATTHEWS PACIFIC TIGER (M) FUND SYMBOL: MAPTX	983.7680	23.4400	23,059.52	2%	20.33	20,000.00	3,059.52
PIMCO COMMODITY REAL (M) RETURN STRAT CL INSTL SYMBOL: PCRIX	5,051.3110	9.2900	46,926.68	5%	7.93	40,072.00	6,854.68
<b>Total Equity Funds</b>	<b>19,294.6830</b>		<b>315,907.70</b>	<b>33%</b>		<b>282,144.00</b>	<b>33,763.70</b>
<b>Total Mutual Funds</b>	<b>21,764.6900</b>		<b>351,624.00</b>	<b>37%</b>		<b>317,186.00</b>	<b>34,438.00</b>

Investment Detail - Other Assets

Accounting Method  
Other Assets: First In First Out [FIFO]

Other Assets	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Holding Days	Holding Period
	Units Purchased	Cost Per Share	Cost Basis	Acquired			
ISHARES TR RUSSELL 1000 (M) RUSSELL 1000 GROWTH INDEX FUND SYMBOL: IWF	475.0000	57.2600	27,198.50	3%	2,374.90	80	Short-Term
ISHARES TR S&P MIDCAP (M) S&P MIDCAP 400 INDEX FD SYMBOL: IJH	325.0000	90.6900	29,474.25	3%	3,232.13	80	Short-Term

**Investment Detail - Other Assets (continued)**

Accounting Method  
Other Assets: First In First Out [FIFO]

Other Assets (continued)	Quantity	Market Price	Market Value	% of	Unrealized	Holding Days	Holding Period
	Units Purchased	Cost Per Share	Cost Basis	Account Assets	Gain or (Loss)		
ISHARES TR S&P SMALLCAP (M)	350.0000	68.4700	23,964.50	3%	8,176.15		
S&P SMALLCAP 600 INDX FD SYMBOL: IJR	350.0000	45.1095	15,788.35	05/08/09	8,176.15	602	Long-Term
<b>Total Other Assets</b>	<b>1,150,0000</b>		<b>30,637.25</b>	<b>8%</b>	<b>13,783.18</b>		
		Total Cost Basis:	66,854.07				

**Total Investment Detail** 956,909.85

**Total Account Value** 956,909.85

**Total Cost Basis** 796,571.26

**Realized Gain or (Loss)**

Accounting Method  
Mutual Funds: Average  
All Other Securities: First In First Out [FIFO]

Short Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
COLGATE-PALMOLIVE CO : CL	40.0000	05/12/10	11/30/10	3,048.63	3,331.62	(282.99)
TIME WARNER CABLE : TWC	20.0000	06/17/10	11/30/10	1,208.25	1,114.93	93.32
CME GROUP INC CL A CLASS A : CME	4.0000	08/09/10	12/17/10	1,263.52	1,089.94	173.58
EQT CORP : EQT	25.0000	07/21/10	12/17/10	1,064.97	935.14	129.83
EXXON MOBIL CORPORATION : XOM	20.0000	10/01/10	12/17/10	1,418.48	1,257.33	161.15
NALCO HOLDING CO : NLC	35.0000	07/21/10	12/17/10	1,100.65	814.46	286.19
TIME WARNER CABLE : TWC	20.0000	06/17/10	12/17/10	1,275.23	1,114.93	160.30
<b>Total Short Term</b>				<b>10,379.73</b>	<b>9,658.35</b>	<b>721.38</b>

**Investment Detail - Other Assets (continued)**

Accounting Method  
Other Assets: First In First Out [FIFO]

Other Assets (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Holding Days	Holding Period
	Units Purchased	Cost Per Share	Cost Basis	Acquired			
ISHARES TR S&P SMALLCAP (M)	350.0000	68.4700	23,964.50	3%	8,176.15		
S&P SMALLCAP 600 INDX FD SYMBOL: IJR	350.0000	45.1095	15,788.35	05/08/09	8,176.15	602	Long-Term
<b>Total Other Assets</b>	<b>1,150.0000</b>		<b>80,637.25</b>	<b>8%</b>	<b>13,783.18</b>		
		Total Cost Basis:	66,854.07				

**Total Investment Detail . 956,909.85**

**Total Account Value 956,909.85**

**Total Cost Basis 796,571.26**