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Form 990-PF

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

OMB No 1545-0052

2006

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 2006, or tax year beginning , and ending

G Check all that apply ☐ Initial return ☐ Final return ☒ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation BCBSM Foundation, Inc		A Employer identification number 36-3525653
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 11 of the instructions) (866) 812-1593
	P O Box 64560		
	City or town, state, and ZIP code St Paul MN 55164		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 ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 55,195,556	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

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 page 11 of the 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)	18,085			
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	77,795	77,795	0	
4	Dividends and interest from securities	1,250,068	1,250,068	0	
5 a	Gross rents	0	0	0	
b	Net rental income or (loss)	0			
6 a	Net gain or (loss) from sale of assets not on line 10	2,310,729			
b	Gross sales price for all assets on line 6a	21,541,120			
7	Capital gain net income (from Part IV, line 2)		1,991,175		
8	Net short-term capital gain		0		
9	Income modifications		0		
10 a	Gross sales less returns and allowances	0		0	
b	Less Cost of goods sold	0		0	
c	Gross profit or (loss) (attach schedule)	0		0	
11	Other income (attach schedule)	10,218	10,218	0	
12	Total Add lines 1 through 11	3,666,895	3,329,256	0	
13	Compensation of officers, directors, trustees, etc.	220,984	0	0	220,984
14	Other employee salaries and wages	456,909	0	0	456,909
15	Pension plans, employee benefits	23,169	0	0	23,169
16 a	Legal fees (attach schedule)	0	0	0	0
b	Accounting fees (attach schedule)	0	0	0	0
c	Other professional fees (attach schedule)	455,967	0	0	448,592
17	Interest	0	0	0	0
18	Taxes (attach schedule) (see page 14 of the instructions)	63,400	0	0	0
19	Depreciation (attach schedule) and depletion	0	0	0	
20	Occupancy	0	0	0	0
21	Travel, conferences, and meetings	15,716	0	0	14,803
22	Printing and publications	0	0	0	0
23	Other expenses (attach schedule)	187,277	160,154	0	20,675
24	Total operating and administrative expenses Add lines 13 through 23	1,423,422	160,154	0	* 1,185,132
25	Contributions, gifts, grants paid	2,188,972			1,382,300
26	Total expenses and disbursements. Add lines 24 and 25	3,612,394	160,154	0	2,567,432
-27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	54,501			
b	Net investment income (if negative, enter -0-)		3,169,102		
c	Adjusted net income (if negative, enter -0-)			0	

For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2006)

(HTA) *This figure includes \$375,472 in charitable programs conducted directly by the Foundation - See Part IX-A for details

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SCANNED AUG 05 2010

Operating and Administrative Expenses

RECEIVED
JUL 13 2010
IRS-OSCRECEIVED
JUL 13 2010
IRS-OSCRECEIVED
JUL 13 2010
IRS-OSC

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	551,753	1,934,761	1,934,761
	2 Savings and temporary cash investments	0	0	0
	3 Accounts receivable ☐ 0			
	Less allowance for doubtful accounts ☐ 0	0	0	0
	4 Pledges receivable ☐ 0			
	Less allowance for doubtful accounts ☐ 0	0	0	0
	5 Grants receivable	0	0	0
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ☐ 0			
	Less allowance for doubtful accounts ☐ 0	0	0	0
	8 Inventories for sale or use	0	0	0
	9 Prepaid expenses and deferred charges	0	0	0
	10 a Investments—U.S. and state government obligations (attach schedule)	19,806,492	10,083,707	10,083,707
	b Investments—corporate stock (attach schedule)	31,180,502	42,891,849	42,891,849
	c Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11 Investments—land, buildings, and equipment basis ☐ 0			
	Less accumulated depreciation (attach schedule) ☐ 0	0	0	0
	12 Investments—mortgage loans	0	0	0
	13 Investments—other (attach schedule)	0	0	0
	14 Land, buildings, and equipment basis ☐ 0			
	Less accumulated depreciation (attach schedule) ☐ 0	0	0	0
	15 Other assets (describe ☐ Accrued investment income)	163,772	285,239	285,239
	16 Total assets (to be completed by all filers—see page 17 of the instructions. Also, see page 1, item I)	51,702,519	55,195,556	55,195,556
	17 Accounts payable and accrued expenses	808,334	1,655,282	
	18 Grants payable	0	0	
Net Assets or Fund Balances	24 Unrestricted	0	0	
	25 Temporarily restricted	0	0	
	26 Permanently restricted	0	0	
	27 Capital stock, trust principal, or current funds	0	0	
Net Assets or Fund Balances	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	50,780,430	53,421,549	
	30 Total net assets or fund balances (see page 18 of the instructions)	50,780,430	53,421,549	
	31 Total liabilities and net assets/fund balances (see page 18 of the instructions)	51,702,519	55,195,556	

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	50,780,430
2 Enter amount from Part I, line 27a	2	54,501
3 Other increases not included in line 2 (itemize) ☐ Unrealized gain on investments	3	2,586,618
4 Add lines 1, 2, and 3	4	53,421,549
5 Decreases not included in line 2 (itemize) ☐ N/A	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	53,421,549

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 sns MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Bonds - see attachment for detail	P	Various	Various
b Stocks - see attachment for detail	P	Various	Various
c Capital gain distribution		N/A	N/A
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 14,356,550	0	14,711,108	-354,558
b 7,184,570	0	5,841,036	1,343,534
c 1,002,199	0	0	1,002,199
d 0	0	0	0
e 0	0	0	0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a 0	0	0	-354,558
b 0	0	0	1,343,534
c 0	0	0	1,002,199
d 0	0	0	0
e 0	0	0	0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,991,175
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 pages 13 and 18 of the instructions). If (loss), enter -0- in Part I, line 8 }	3	N/A

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 page 19 of 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))
2005	2,724,983	50,940,820	0.053493
2004	2,676,135	44,548,889	0.060072
2003	2,265,907	32,281,213	0.070193
2002	2,201,019	31,580,843	0.069695
2001	1,368,104	32,129,335	0.042581

2 Total of line 1, column (d)	2	0.296034
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	0.059207
4 Enter the net value of noncharitable-use assets for 2006 from Part X, line 5	4	52,869,521
5 Multiply line 4 by line 3	5	3,130,246
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	31,691
7 Add lines 5 and 6	7	3,161,937
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 19.	8	2,567,432

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 19 of the instructions)

a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling letter <u>N/A</u> (attach copy of ruling 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	1	63,382	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	
3	Add lines 1 and 2	3	63,382	
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	63,382	
6	Credits/Payments			
a	2006 estimated tax payments and 2005 overpayment credited to 2006	6a	35,500	
b	Exempt foreign organizations—tax withheld at source	6b	0	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0	
d	Backup withholding erroneously withheld	6d	0	
7	Total credits and payments. Add lines 6a through 6d	7	35,500	
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	0	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	27,882	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2007 estimated tax <u>0</u> Refunded	11	0	

Part VIIA 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?	Yes	No
	1a		X
	b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 20 of the instructions for definition)?		X
	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
	c Did the foundation file Form 1120-POL for this year?		X
	1c		X
	d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <u>\$ 0</u> (2) On foundation managers <u>\$ 0</u>		
	e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <u>\$ 0</u>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
	3		X
4	a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
	4a		X
	b If "Yes," has it filed a tax return on Form 990-T for this year? <u>N/A</u>		
	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
	6	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		
	7	X	
8	a Enter the states to which the foundation reports or with which it is registered (see page 20 of the instructions) <u>MN</u>		
	b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		
	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2006 or the taxable year beginning in 2006 (see instructions for Part XIV on page 28)? If "Yes," complete Part XIV		X
	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
	10		X

Part VII-A Statements Regarding Activities *Continued*

- 11a 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) 11a ☐ ☒
- b If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a? 11b ☐ N/A
- 12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract? 12 ☐ ☒
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 ☒ ☐
- Website address ▶ www.bluecrossmn.com/foundation
- 14 The books are in care of ▶ Corporate Offices Telephone no ▶ 651-662-1106
- Located at ▶ 3535 Blue Cross Road Eagan MN ZIP+4 ▶ 55122-1154
- 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

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 page 22 of the instructions)? 1b ☐ ☒
- Organizations relying on a current notice regarding disaster assistance check here 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 2006? 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 2006, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2006? ☐ Yes ☒ No
- If "Yes," list the years ▶ 20 , 20 , 20 , 20 N/A
- 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 page 22 of the instructions) 2b ☐ ☒ N/A
- c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20 N/A
- 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 2006 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 2006) 3b ☐ ☒ N/A
- 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a ☐ ☒
- 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 2006? 4b ☐ ☒

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

a 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 page 23 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ N/A **5b** ☐ ☒ X

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870 ☐ Yes ☒ No **7b** ☐ ☒ X

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** ☐ ☒ X

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 page 23 of the 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 attached statement				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 24 of the 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
See attached statement				

Total number of other employees paid over \$50,000

3

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *Continued*

Five highest-paid independent contractors for professional services (see page 24 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Regents of the University of Minnesota 301 19th Avenue South Minneapolis MN 55455	Consulting Service	84,392
Touchstone Center for Collaborative Inquiry 711 W Lake Street #411 Minneapolis MN 55408	Consulting Service	51,201
		0
		0
		0
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 See attached statement	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	0
2 None	0
All other program-related investments. See page 25 of the instructions	
3 None	0
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 25 of the instructions.)

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	52,073,530
b	Average of monthly cash balances	1b	1,601,111
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	53,674,641
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	53,674,641
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 26 of the instructions)	4	805,120
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	52,869,521
6	Minimum investment return. Enter 5% of line 5	6	2,643,476

Part XI Distributable Amount (see page 26 of the 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	2,643,476
2a	Tax on investment income for 2006 from Part VI, line 5	2a	63,382
b	Income tax for 2006 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	63,382
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,580,094
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	2,580,094
6	Deduction from distributable amount (see page 26 of the instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,580,094

Part XII Qualifying Distributions (see page 26 of the 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	2,567,432
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
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	2,567,432
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 page 27 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,567,432

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 page 27 of the instructions)

	(a) Corpus	(b) Years prior to 2005	(c) 2005	(d) 2006
1 Distributable amount for 2006 from Part XI, line 7				2,580,094
2 Undistributed income, if any, as of the end of 2005				
a Enter amount for 2005 only			0	
b Total for prior years 20 02 , 20 03 , 20 04		0		
3 Excess distributions carryover, if any, to 2006				
a From 2001	0			
b From 2002	645,379			
c From 2003	667,052			
d From 2004	586,917			
e From 2005	252,829			
f Total of lines 3a through e	2,152,177			
4 Qualifying distributions for 2006 from Part XII, line 4 ▶ \$ 2,567,432				
a Applied to 2005, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 27 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 27 of the instructions)	0			
d Applied to 2006 distributable amount				2,567,432
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2006 (If an amount appears in column (d), the same amount must be shown in column (a))	12,662			12,662
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,139,515			
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 page 27 of the instructions		0		
e Undistributed income for 2005 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2006 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2007				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 28 of the instructions)	0			
8 Excess distributions carryover from 2001 not applied on line 5 or line 7 (see page 28 of the instructions)	0			
9 Excess distributions carryover to 2007. Subtract lines 7 and 8 from line 6a	2,139,515			
10 Analysis of line 9				
a Excess from 2002	632,717			
b Excess from 2003	667,052			
c Excess from 2004	586,917			
d Excess from 2005	252,829			
e Excess from 2006	0			

Part XIV Private Operating Foundations (see page 28 of the 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 2006, enter the date of the ruling **N/A**

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) 2006	(b) 2005	(c) 2004	(d) 2003
	0	0	0	0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0	0	0	0
d Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0	0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets	0	0	0	0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	0	0	0	0
b "Endowment" alternative test—enter ² / ₃ of minimum investment return shown in Part X, line 6 for each year listed	0	0	0	0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)	0	0	0	0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)	0	0	0	0
(3) Largest amount of support from an exempt organization	0	0	0	0
(4) Gross investment income	0	0	0	0

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 page 28 of the 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 page 28 of the 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

Joan Cleary P O Box 64560 St Paul MN 55164 (866) 812-1593

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

please visit our website at www.bluecrossmn.com/foundation for instructions on how to apply

Any submission deadlines

Inquiries are accepted throughout the year and applicants are given a proposal due date at the time that a full proposal is invited

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

We typically do not provide funding for programs outside of Minnesota

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 29 of the instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies		0		0	0
2 Membership dues and assessments		0		0	0
3 Interest on savings and temporary cash investments		0	14	77,795	0
4 Dividends and interest from securities		0	14	1,250,068	0
5 Net rental income or (loss) from real estate					
a Debt-financed property		0		0	0
b Not debt-financed property		0		0	0
6 Net rental income or (loss) from personal property		0		0	0
7 Other investment income		0	14	10,218	0
8 Gain or (loss) from sales of assets other than inventory		0	18	2,310,729	0
9 Net income or (loss) from special events		0		0	0
10 Gross profit or (loss) from sales of inventory		0		0	0
11 Other revenue		0		0	0
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal. Add columns (b), (d), and (e)		0		3,648,810	0
13 Total. Add line 12, columns (b), (d), and (e)				13	3,648,810

(See worksheet in line 13 instructions on page 29 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 page 29 of the instructions)

N/A

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545-0047

2006

Name of organization

Employer identification number

BCBSM Foundation, Inc

36-3525653

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule—see instructions.)

General Rule—

- ☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II)

Special Rules—

- ☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3 % support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms (Complete Parts I and II)
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals (Complete Parts I, II, and III)
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year) ▶ \$ N/A

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they *must* check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Paperwork Reduction Act Notice, see the Instructions

Form 990, Form 990-EZ, and Form 990-PF

Schedule B (Form 990, 990-EZ, or 990-PF) (2006)

(A)

Name of organization BCBSM Foundation, Inc	Employer identification number 36-3525653
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Part I Contributors (See Specific Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BCS Financial Corporation 2 Mid America Plaza, Suite 200 Oakbrook Terrace IL 60181 Foreign State or Province _____ Foreign Country _____	\$ 17,500	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

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Part I, Line 1 - Contributions, Gifts, Grants, etc. Received

	<u>Column (a)</u>	<u>Column (b)</u>	<u>Column (d)</u>
Honorarium Income Contributions	18,085	0	0
Total Contributions, Gifts, Grants, etc. Received	<u>18,085</u>	<u>0</u>	<u>0</u>

Part I, Line 11 - Other Income

	<u>Column (a)</u>	<u>Column (b)</u>	<u>Column (d)</u>
Security Lending Earnings	3,166	3,166	0
Miscellaneous Investment Income	7,052	7,052	0
Total Other Income	<u>10,218</u>	<u>10,218</u>	<u>0</u>

Part I, Line 16c - Other Professional Fees

	<u>Column (a)</u>	<u>Column (b)</u>	<u>Column (d)</u>
Professional Services	455,967	0	448,592
Total Other Professional Fees	<u>455,967</u>	<u>0</u>	<u>448,592</u>

Part I, Line 18 - Taxes

	<u>Column (a)</u>	<u>Column (b)</u>	<u>Column (d)</u>
Excise Tax Based on Investment Income	63,400	0	0
Total Taxes	<u>63,400</u>	<u>0</u>	<u>0</u>

Part I, Line 23 - Other Expenses

	<u>Column (a)</u>	<u>Column (b)</u>	<u>Column (d)</u>
Investment Expenses	87,707	87,707	0
Bond Amortization	72,447	72,447	0
Corporate Relations	20,675	0	20,675
Other	6,448	0	0
Total Other Expenses	<u>187,277</u>	<u>160,154</u>	<u>20,675</u>

Part II, Line 10a - Investments-U S and State Gov't Obligations

	<u>(b) Book Value</u>	<u>(c) FMV</u>
U S and State Gov't Bonds - See attachment for detail	10,197,654	10,083,713
Bond Variance	(113,947)	
Adjustment		(6)
Total Investments-U S and State Gov't Obligations	<u>10,083,707</u>	<u>10,083,707</u>

Part II, Line 10b - Investments-Corporate Stock

	<u>(b) Book Value</u>	<u>(c) FMV</u>
Corporate Stock - See attachment for detail	42,891,849	42,891,849
Total Investments-Corporate Stock	<u>42,891,849</u>	<u>42,891,849</u>

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Part VII-B

5c - Statement regarding grants for which Expenditure Responsibility is required

Name & Address of Grantee.	Eastern European Medical Society 3006 Frank Street Maplewood, MN 55109
Date of Grant:	December 15, 2005
Amount of Grant	\$10,000
Purpose of Grant.	The organizational development of the Minnesota-based Eastern European Medical Society to improve the capacity to promote the mental health and well-being of Russian-speaking members of the Twin Cities.
Amounts Expended by Grantee	\$10,000
Were any funds diverted from the purpose of the grant.	No
Dates reports received from grantee:	January 29, 2007

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Part VII-B

5c - Statement regarding grants for which Expenditure Responsibility is required

Name & Address of Grantee:	Grantmakers Concerned with Immigrants and Refugees P.O. Box 1100 Sebastopol, CA 95473
Date of Grant	September 8, 2005
Amount of Grant	\$12,000
Purpose of Grant:	Mapping philanthropic support in Minnesota to assess investments and gaps in the health and social adjustment of immigrants and refugees.
Amounts Expended by Grantee	\$12,000 - grantee received 501(c)(3) status in 2006.

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Part VII-B

5c - Statement regarding grants for which Expenditure Responsibility is required.

Name & Address of Grantee	Liberian Women's Initiative of Minnesota 7420 Unity Avenue North, Suite 203 Brooklyn Park, MN 55443
Date of Grant	December 15, 2005
Amount of Grant:	\$5,000
Purpose of Grant.	Build the board and staff capacity to help community members living in Hennepin County's northwestern suburb to achieve healthier and more economic and socially independent lives
Amounts Expended by Grantee.	\$5,000
Were any funds diverted from the purpose of the grant	No
Dates reports received from grantee	March 31, 2007

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Part VII-B

5c - Statement regarding grants for which Expenditure Responsibility is required

Name & Address of Grantee	Minnesota Immigrant Freedom Network 2500 University Avenue, Suite C8 St. Paul, MN 55114
Date of Grant:	June 22, 2006
Amount of Grant:	\$30,000
Purpose of Grant	Continue the organizational development of this organization that is working to raise issues facing immigrant communities and empower youth through its civic engagement program.
Amounts Expended by Grantee.	No reports due from grantee as of the end of the current reporting period. Information received after 12/31/06 will be included in the next reporting period.

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Part VII-B

5c - Statement regarding grants for which Expenditure Responsibility is required

Name & Address of Grantee	National Conference of State Legislatures 444 North Capitol Street N W. Suite 515 Washington, DC 20001
Date of Grant.	September 19, 2006
Amount of Grant	\$50,000
Purpose of Grant	Implementation of roundtable discussions and producing related reports of findings and recommendations for policymakers and New Americans.
Amounts Expended by Grantee	No reports due from grantee as of the end of the current reporting period. Information received after 12/31/06 will be included in the next reporting period.

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Part VII-B

5c - Statement regarding grants for which Expenditure Responsibility is required

Name & Address of Grantee	National Conference of State Legislatures 444 North Capitol Street N.W. Suite 515 Washington, DC 20001
Date of Grant.	September 8, 2005
Amount of Grant	\$10,000
Purpose of Grant	A series of roundtables for Minnesota policymakers and New Americans to help build relationships and implement policies for the general well-being and healthy adjustment of new residents and the welcoming community.
Amounts Expended by Grantee.	\$10,000
Were any funds diverted from the purpose of the grant	No
Dates reports received from grantee.	August 1, 2006

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Part VII-B

5c - Statement regarding grants for which Expenditure Responsibility is required

Name & Address of Grantee:	Somali Action Alliance 2525 East Franklin Avenue, Suite 301 Minneapolis, MN 55406
Date of Grant	November 30, 2005
Amount of Grant.	\$5,000
Purpose of Grant:	Organizational development for a Somali mutual assistance organization to engage community members in decisions affecting their health, financial and social well-being in the Twin Cities metro area.
Amounts Expended by Grantee:	\$5,000
Were any funds diverted from the purpose of the grant:	No
Dates reports received from grantee.	April 18, 2007

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Part VIII Information About Officers, Directors, Trustees, etc.

Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and Address	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account, other allowances
Mark W Banks, M D 3535 Blue Cross Road P O Box 64560 St Paul, MN 55164	Chair	\$0	\$0	\$0
Billy Collins 198 Western Avenue North St Paul, MN 55102	Vice Chair	\$5,600	\$0	\$0
Richard M Niemiec 3535 Blue Cross Road P O Box 64560 St. Paul, MN 55164	Secretary & Treasurer	\$0	\$0	\$0
Lori Cummings 3535 Blue Cross Road P O Box 64560 St Paul, MN 55164	Asst Secretary	\$0	\$0	\$0
Daniel Johnson 3535 Blue Cross Road P O Box 64560 Paul, MN 55164	Executive Director 40 hours / week	\$131,415	\$32,279	\$0
Karen M Bohn 6620 Iroquois Trail Edina, MN 55439	Director	\$2,700	\$0	\$0
Deborah B Madson P O Box 64357 St Paul, MN 55164	Director	\$0	\$0	\$0
Kathy Mock 3535 Blue Cross Road P O Box 64560 St Paul, MN 55164	Director	\$0	\$0	\$0
Maryann Stump, R N P O Box 64179 St Paul, MN 55164	Director	\$0	\$0	\$0
Steven W Richards, M D 3535 Blue Cross Road P O Box 64179 St Paul, MN 55164	Director	\$0	\$0	\$0
Kathleen Annette, M D 522 Minnesota Avenue Bemidji, MN 56601	Director	\$3,600	\$0	\$0
Nancy Nelson 3535 Blue Cross Road P O Box 64179 Paul, MN 55164	Director	\$0	\$0	\$0

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Part VIII Information About Officers, Directors, Trustees, etc.

Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and Address	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account, other allowances
Timothy M Peterson 3535 Blue Cross Road P O Box 64179 St Paul, MN 55164	Director	\$0	\$0	\$0
Kathy Gaalswyk 405 First Street SE Little Falls, MN 56345	Director	\$3,100	\$0	\$0
Marsh Shotley 3535 Blue Cross Road P O Box 64179 St Paul, MN 55164	Director	\$0	\$0	\$0
Joan Cleary 3535 Blue Cross Road P O Box 64560 St Paul, MN 55164	Vice President 40 hours/week	\$74,569	\$33,807	\$0

Line 2 - Compensation of five highest-paid employees

(a) Name and Address	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account, other allowances
Julie Lee 3535 Blue Cross Road P O Box 64560 St Paul, MN 55164	Program Comm Coordinator 40 hours/week	\$78,041	\$25,755	\$0
Jocelyn Ancheta 3535 Blue Cross Road P O Box 64560 St Paul, MN 55164	Program Officer 40 hours/week	\$61,794	\$27,109	\$0
Lisa Simer 3535 Blue Cross Road P O Box 64560 St Paul, MN 55164	Program Officer 40 hours/week	\$56,447	\$27,750	\$0

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Part IX-A - Summary of Direct Charitable Activities

	<u>Expenses</u>
1 Healthy Together: Creating Community with New Americans - This grantmaking program aims to reduce health disparities for immigrants and improve the health of the entire community. The Foundation commissioned Touchstone Center for Collaborative Inquiry to develop and implement the evaluation design for Healthy Together. Other consultants were used to provide technical assistance to grantees. Grantee convenings were held throughout the year to provide technical assistance, share lessons learned as well as provide one-on-one coaching to grantees.	\$211,754
2 Public Awareness and Policy Support - The Blue Cross and Blue Shield of Minnesota Foundation hosted a statewide policy forum on social determinants of health - "Moving upstream: Working together to create healthier communities." Over 150 Minnesota leaders in health, housing, early childhood development, environment, government, nonprofit and philanthropy gathered to discuss how these different sectors can work together to improve community health. Nationally acclaimed speakers shared research and ideas for focusing efforts "upstream," on social, economic and environmental factors that influence health. The Foundation contracted with Minnesota Institute of Public Health for forum event planning and partnered with Twin Cities Public Television to tape the program for broadcast. A DVD and printed proceedings were created that captured the day's events.	\$89,244
3 Growing Up Healthy: Kids and Communities - The goal of Growing Up Healthy: Kids and Communities is to build strong, connected communities where children can thrive and grow up healthy by working at the intersection of health and two or more of the following health determinants: early childhood development, stable, affordable housing, and physical environment. Rainbow Research has been commissioned to provide comprehensive evaluation services for this multi-year, multi-million dollar program. A grantee convening was held for the first group of thirteen grantees funded under this program, giving them the opportunity to connect, share resources and learn from each other. Rainbow Research was also present to provide an introduction to the evaluation of the program and share some basic tools for developing outcomes.	\$65,074
4 New Times, New Tools - This program was designed to improve the effectiveness of non-profit health providers in Greater Minnesota. The Foundation contracted with Rural Health Resource Center to conduct and evaluate this small grants program and prepare a report on their findings.	\$9,400

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Part XV, Line 3a - Grants and Contributions Paid During the Year

Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Carlton County Public Health and Human Services 30 10th Street North Cloquet, MN 55720	Public Charity	Support expansion of existing early childhood collaborative into the realm of housing and environmental safety	\$25,000
Centre for Asians and Pacific Islanders 3702 East Lake Street, Suite 200 Minneapolis, MN 55406	Public Charity	Improve mental health and education related outcomes within the North Minneapolis Hmong community	\$28,500
Center for Cross-Cultural Health c/o West 7th Community Center 265 Oneida Street Room 115 & 116 St Paul, MN 55102	Public Charity	Sustain the Changing Communities in Willmar Project	\$25,000
Centro Legal 2610 University Avenue West Suite 450 St Paul, MN 55114-1024	Public Charity	Organizational development grant for a strategic planning process for an organization providing direct services to immigrants	\$10,000
Charities Review Council 2610 University Avenue West Suite 375 St Paul, MN 55114-2007	Public Charity	Support for the Smart Givers Network project	\$5,000
Comunidades Latinas Unidos En Servicio 797 East 7th Street St Paul, MN 55106	Public Charity	Hire a mental health worker to provide services to the Spanish-speakers in the East metro area	\$50,000
Confederation of Somali Community in Minnesota 420 15th Avenue South Minneapolis, MN 55454	Public Charity	Capacity building grant to deliver mental health and other health-related services to Somalis living in Minneapolis	\$10,000
Episcopal Community Services 1730 Clifton Place Suite 104 Minneapolis, MN 55403	Public Charity	Planning to engage Native Americans and greater Bemidji communities in a planning process to address early childhood development and stable housing issues	\$25,000
Family & Children's Service 414 South Eighth Street Minneapolis, MN 55404-1081	Public Charity	Partnership with Casa de Esperanza to provide mental health services to Latino immigrants	\$10,000
Family Housing Fund 801 Nicollet Mall Suite 1650 Minneapolis, MN 55402	Public Charity	Develop a plan for services for very young, formerly homeless children living in supportive housing in the Twin Cities area	\$25,000
Folwell Neighborhood Association 1206 37th Avenue North Minneapolis, MN 55412	Public Charity	Five Hundred Under Five program	\$25,000
Grantmakers in Health 1100 Connecticut Avenue NW Suite 1200 Washington, DC 20036	Public Charity	Program support for membership organization of health philanthropics	\$3,000
Greater Minneapolis Council of Churches 1001 East Lake Street Minneapolis, MN 55407	Public Charity	Develop culturally relevant services and promote cultural exchanges between West African immigrants and the broader North Minneapolis community	\$10,000
Greater Minnesota Housing Fund 332 Minnesota Street Suite 1310 E St. Paul, MN 55101	Public Charity	Develop a plan for affordable, healthy housing designed with green building techniques in Southeast Minnesota for families with young children in Head Start programs	\$25,000
Group Health Community Foundation 1730 Minor Avenue Suite 1500 Seattle, WA 98101	Public Charity	Evaluation consultation and technical assistance for Growing Up Healthy Kids and Communities	\$12,000

FORM 990-PF - RETURN OF PRIVATE FOUNDATION
BCBSM FOUNDATION, INC
FEIN 36-3525653
DECEMBER 31, 2006

Part XV, Line 3a - Grants and Contributions Paid During the Year

Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Habitat for Humanity of West Central Minnesota PO Box 1171 Willmar, MN 56201	Public Charity	General operating support In recognition of Norris Anderson's retirement from the Foundation board	\$5,000
Hmong American Partnership 1075 Arcade Street St Paul, MN 55106	Public Charity	Implementation of Welcoming Circles for Hmong refugees and continuation of a community based coalition addressing mental health issues	\$50,000
Institute for Agriculture and Trade Policy 2105 First Avenue South Minneapolis, MN 55404	Public Charity	To integrate childhood environmental health information into patient care and parent education in order to promote healthy child development	\$30,000
Intercultural Mutual Assistance Association, Inc 300 11th Avenue NW Suite 110 Rochester, MN 55901-2739	Public Charity	Expansion of the Community Health Worker program for an agency serving immigrants and refugees in the Rochester area	\$45,000
Jewish Community Action 2375 University Avenue West Suite 150 St Paul, MN 55114	Public Charity	Foster partnerships between Twin Cities Jewish congregations and immigrant groups in order to build stronger more cohesive communities	\$37,500
Jewish Family and Children's Service of Minneapolis 13100 Wayzata Boulevard Suite 400 Minnetonka, MN 55305	Public Charity	Coordinated Health Services program	\$45,000
Korean Service Center 630 Cedar Avenue South, B1 Minneapolis, MN 55454	Public Charity	Establish a culturally competent assisted living program for Somali elders living in public housing in the Cedar-Riverside community	\$50,000
La Familia Guidance Center, Inc 155 S Wabasha Street Suite 120 St Paul, MN 55107	Public Charity	Functional Family Therapy Services to the growing immigrant Latino community	\$50,000
Lao Assistance Center of Minnesota, Inc 503 Irving Avenue North Suite 100 Minneapolis, MN 55405	Public Charity	To plan the expansion of the CHW program to address mental health needs of the Lao and Hmong communities on the North side of Minneapolis	\$10,000
Leadership-Empowerment and Development Group 1313 Fifth Street Southeast Suite 319 Minneapolis, MN 55414	Public Charity	Further develop the Minnesota Dialogue on Africa to build relationships between African immigrants and welcoming communities to learn and resolve common issues	\$10,000
Little Earth Residents Association 2495 18th Avenue South Minneapolis, MN 55404	Public Charity	Develop strategies to improve access to early childhood development programs for American Indian children in a South Minneapolis public housing complex	\$25,000
Minnesota Advocates For Human Rights 650 Third Avenue South Suite 550 Minneapolis, MN 55402-1940	Public Charity	Develop strategies and messages to educate various faith groups about immigrants to promote better relationships among community members	\$10,000
Minnesota Council of Churches 122 Franklin Avenue West, Suite 100 Minneapolis, MN 55404	Public Charity	Broaden the impact of the Extended Orientation classes for refugee newcomers	\$10,000
Minnesota Council on Foundations 100 Portland Avenue South, Suite 225 Minneapolis, MN 55401-2575	Public Charity	2006 Annual Meeting sponsorship	\$1,000
Minnesota Department of Health PO Box 64882 St Paul, MN 55164-0882	Public Charity	Conduct a strategic planning process for the Emerging Leaders' Network	\$25,000

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 BCBSM FOUNDATION, INC
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 DECEMBER 31, 2006

Part XV. Line 3a - Grants and Contributions Paid During the Year

Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Minnesota Environmental Initiative 420 North Fifth Street Suite 1186 Minneapolis, MN 55401	Public Charity	Retrofit Head Start buses to reduce exposure to diesel emissions for children in Washington and Anoka counties	\$20,000
Minnesota Housing Partnership 2446 University Avenue West, Suite 140 St Paul, MN 55114	Public Charity	Minnesota Housing Partnership's 'Homes for All 2006' convention	\$5,000
Minnesota Immigrant Freedom Network 2500 University Avenue, Suite C8 St Paul, MN 55114	Expenditure Responsibility	Continue the organizational development of this organization that is working to raise issues facing immigrant communities and empower youth through its civic engagement program	\$30,000
Minnesota International Health Volunteers 122 West Franklin Avenue, Suite 210 Minneapolis, MN 55404	Public Charity	Expansion of the Community Health Worker Peer Network	\$82,000
Mujeres Unidas/Women United of the Red River Valley 200 South 5th Street Suite 304 Moorhead, MN 56560	Public Charity	Hold three public events in Moorhead to bridge relationships between the Hispanic and host communities in the Fargo-Moorhead region	\$10,000
National Center for Healthy Housing 10320 Little Patuxent Parkway, Suite 500 Columbia, MD 21044	Public Charity	Conduct the first longitudinal evaluation of how building green and healthy affects the health status of children who reside in homes that have recently been renovated to green and healthy standards	\$67,000
Neighborhood House 179 Robie Street East St Paul, MN 55107	Public Charity	Evaluate and revise the New Minnesotan Discussion and Activity Guide to improve its effectiveness as a toolkit for use to build healthy communities	\$10,000
North American Water Office 3394 Lake Elmo Avenue North P O Box 174 Lake Elmo, MN 55042	Public Charity	Develop a cross disciplinary cultural and environmental health model to assess the Early Childhood Developmental threats to our children's health from cultural dietary traditions and existing environmental contamination	\$25,000
Northfield Public Schools Community Services Division Northfield Community Resource Center 1651 Jefferson Parkway Northfield, MN 55057	Public Charity	Provide a process for an existing coalition for early childhood issues and an existing coalition for affordable medical care for low-income families	\$25,000
Northwest Resources for Families, Inc 11200 93rd Avenue North Maple Grove, MN 55369	Public Charity	To help West African community leaders understand and recognize mental health issues in their communities and to engage them in planning and implementing a Mental Health Summit for West African Community and mental health service providers in NW Henn	\$5,000
Oromo Community of Minnesota 420 15th Avenue South Minneapolis, MN 55454	Public Charity	To develop organizational capacity to address mental health issues, improve financial and program evaluation tools, and form strategic partnerships	\$10,000
Pillsbury United Communities 1201 37th Avenue North Minneapolis, MN 55412	Public Charity	For community health workers to address mental health issues through culturally/linguistically appropriate care for Somali and Oromo immigrants/refugees living in the Cedar-Riverside neighborhood	\$40,000
Portico Healthnet 2610 University Avenue, #550 St Paul, MN 55114-2007	Public Charity	Enhance care management for Twin Cities immigrants in need of mental health services using a community health worker model	\$28,300
Ready 4 K 2233 University Avenue, Suite 345 St Paul, MN 55114-1629	Public Charity	Continue and expand the work of the Hmong Project	\$75,000
Resources for Child Care 10 Yorkton Court St Paul, MN 55117	Public Charity	Planning to look at health and housing issues that prevent child-care providers from obtaining or maintaining state licensure due to potential health risks in the Payne-Phalen, Thomas-Dale neighborhoods	\$25,000

FORM 990-PF - RETURN OF PRIVATE FOUNDATION
BCBSM FOUNDATION, INC
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DECEMBER 31, 2006

Part XV. Line 3a - Grants and Contributions Paid During the Year

<i>Name and Address</i>	<i>Foundation Status of Recipient</i>	<i>Purpose of Grant or Contribution</i>	<i>Amount</i>
St David's Child Development and Family Services 3395 Plymouth Road Minneapolis, MN 55305	Public Charity	Project Building Blocks for Immigrant Families	\$35,000
Stanford University Medical School 1215 Welch Road, Modular A Stanford, CA 94305-5401	Public Charity	Showing the documentary 'Hold Your Breath' in Minnesota	\$5,000
Sub-Saharan African Youth and Family Services of Minnesota 1885 University Avenue, Suite 297 St Paul, MN 55104	Public Charity	Organizational development	\$5,000
The Minneapolis Foundation 800 IDS Center 80 South Eighth Street Minneapolis, MN 55402	Public Charity	Support for 2006 Minnesota Meeting	\$5,000
Tree Trust 2350 Wycliff Street Suite 200 St Paul, MN 55114	Public Charity	Develop five safe and healthy outdoor play areas in proximity to affordable housing developments along and near Plymouth Avenue in North Minneapolis	\$25,000
UMOJA Society 9623 Hamlet Avenue South Cottage Grove, MN 55016	Public Charity	Capacity building effort for the Consortium of African Community Organizations serving immigrants and refugees in northwestern Hennepin County	\$10,000
UNIITE P O Box 6162 St Cloud, MN 56302-6162	Public Charity	Implement the Healthcare and World Religions Series in St Cloud	\$46,000
United Cambodian Association of Minnesota 1101 North Snelling Avenue St Paul, MN 55108	Public Charity	Funds for organizational development to improve fundraising capacity and strengthen programs for an organization serving the Cambodian community	\$10,000
University of Minnesota Children, Youth and Family Consortium 270A McNamara Alumni Building 200 Oak Street Minneapolis, MN 55455	Public Charity	Addressing the relationship between health and health determinants of housing and the physical environment, with special attention to the role of families in this intersection	\$25,000
University of Minnesota Community-University Health Care Center 2001 Bloomington Avenue Minneapolis, MN 55404-3089	Public Charity	Increase access to culturally and linguistically appropriate mental health services for Hmong, Laotian and Vietnamese communities	\$40,000
University of Minnesota Regional Sustainable Development Partnerships 411 Borlaug Hall 1991 Upper Buford Circle St Paul, MN 55108	Public Charity	Work with high-risk communities and stakeholders within the Red River Valley to reduce exposure to pesticides	\$25,000
YWCA of Minneapolis 1130 Nicollet Mall Minneapolis, MN 55403	Public Charity	4th Annual 'It's Time to Talk Forums on Race'	\$2,000
Total			<u>\$1,382,300</u>

FORM 990-PF - RETURN OF PRIVATE FOUNDATION
BCBSM FOUNDATION, INC
FEIN 36-3525653
DECEMBER 31, 2006

Part XV, Line 3b - Grants and Contributions Approved for Future Payment

Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Amherst H. Wilder Foundation 919 Lafond Avenue St. Paul, MN 55104	Public Charity	To promote the healthy social adjustment and integration of Hmong refugee adults who have recently resettled in Minnesota from Wat Tham Krabok camp in Thailand	\$100,000
Center for Victims of Torture 717 East River Road Minneapolis, MN 55455	Public Charity	Develop a collaborative effort to heal torture survivors in northwest Hennepin County through New Neighbors/Hidden Scars	\$30,000
Centre for Asian and Pacific Islanders 3702 East Lake Street, Suite 200 Minneapolis, MN 55406	Public Charity	Partner with Minneapolis public schools to improve mental health and education-related outcomes within the North Minneapolis Hmong community	\$28,500
Centro Campesino 104 1/2 Broadway Street West, Suite 206 Owatonna, MN 55060	Public Charity	Develop leadership among rural Latino youth and families and build organizational capacity to create a healthier community	\$100,000
Community Assistance for Refugees, Inc. 12 Civic Center Plaza, Suite 3000A Mankato, MN 56001	Public Charity	Implementation of a case management and advocacy system for immigrants and refugees in Mankato	\$35,000
Faribault Diversity Coalition 24 West Division, Suite B Faribault, MN 55021	Public Charity	Support expanded efforts to engage mainstream and immigrant residents in working together for an inclusive, welcoming community	\$50,000
Heartland Community Action Agency, Inc. 409 19th Avenue SW P O Box 1359 Willmar, MN 56201	Public Charity	Support for community education and outreach activities related to the development of the Willmar Area Multicultural Market	\$50,000
Hmong American Partnership 1075 Arcade Street St. Paul, MN 55106	Public Charity	Implementation of Welcoming Circles for Hmong refugees and continuation of a community based coalition addressing mental health issues	\$50,000
Iftin, Inc. 313 West Main Street Marshall, MN 56258	Public Charity	Support for the development of the East African Women's Health Classes	\$35,000
Intermedia Arts of Minnesota 2822 Lyndale Avenue South Minneapolis, MN 55408	Public Charity	Foster exchange between immigrants and the greater community through the use of digital technology, face-to-face dialogue and shared best practices	\$50,000
Jewish Family and Children's Service of Minneapolis 13100 Wayzata Boulevard, Suite 400 Minnetonka, MN 55305	Public Charity	Coordinated Health Services program	\$45,000
Mental Health Collective 3548 Bryant Avenue South Minneapolis, MN 55408	Public Charity	Implementation of plans to provide orientation to new immigrant families, build community through schools, support a bilingual outreach position and expand access to culturally appropriate mental health services	\$50,000
Minnesota Institute of Public Health 2720 Highway 10 Mounds View, MN 55112	Public Charity	Assist in the assessment and planning of the Blue Cross Community Health Academy	\$25,000
National Center for Healthy Housing 10320 Little Patuxent Parkway, Suite 500 Columbia, MD 21044	Public Charity	Conduct the first longitudinal evaluation of how building green and healthy affects the health status of children who reside in homes that have recently been renovated to green and healthy standards	\$83,000

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BCBSM FOUNDATION, INC
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Part XV, Line 3b - Grants and Contributions Approved for Future Payment

Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
National Conference of State Legislatures 444 North Capitol Street N W Suite 515 Washington, DC 20001	Expenditure Responsibility	Implementation of roundtable discussions and provide related reports for policymakers and New Americans	\$50,000
Open Cities Health Center 409 Dunlap Street St Paul, MN 55104	Public Charity	Hire a Hmong case manager to provide mental health outreach, education and screening, particularly among under-served Hmong women in St Paul	\$40,000
Park Nicollet Institute 3800 Park Nicollet Boulevard 7 North Minneapolis, MN 55416	Public Charity	Funding for the remaining three years of the comprehensive outcomes study of the Anna Westin House Residential Eating Disorder Program	\$70,000
Ready 4 K 2233 University Avenue, Suite 345 St Paul, MN 55114-1629	Public Charity	Increase school readiness and improve early childhood development of Twin Cities Hmong preschoolers	\$50,000
Riverview Place 5300 12th Street South Fargo, ND 58104	Public Charity	Continue and expand the Giving + Learning Program in Pelican Rapids	\$35,000
Somali-American Self Development Organization of Southern Minnesota (SASDO) 104 1/2 West Broadway Street Suite 201 Owatonna, MN 55060	Public Charity	Implementation of a series of 'Talking Circles' to build a healthy community among Somalis and the host community	\$40,000
St David's Child Development and Family Services 3395 Plymouth Road Minneapolis, MN 55305	Public Charity	Project Building Blocks for Immigrant Families	\$35,000
United eWay 120 Wall Street New York, NY 10005	Public Charity	2006 Community Giving Campaign Company Match	\$302,172
University of Minnesota Community-University Health Care Center 2001 Bloomington Avenue Minneapolis, MN 55404-3089	Public Charity	Increase access to culturally and linguistically appropriate mental health services for Hmong, Laotian and Vietnamese communities	\$30,000
Upper Midwest Community Policing Institute 1951 Woodlane Drive Woodbury, MN 55125	Public Charity	Implementation of Hmong Circle of Peace program	\$50,000
YWCA of Mankato 603 South Second Street Mankato, MN 56001	Public Charity	Implementation of Walking in Two Worlds (W2W) program	\$50,000
Total			<u>\$1,483,672</u>

ANNUAL STATEMENT FOR THE YEAR 2006 OF THE STAT-FOUNDATION, Inc

SCHEDULE D - PART 1

See the annual statement instructions for proper reporting format for securities reported in this schedule

Showing all Long-Term Bonds Owned December 31 of Current Year

Supplemental columns for data concerning Amortization

CUSIP Identification	Description	Codes			Actual Cost	Fair Value		Par Value	Book/Adjusted Carrying Value	Change in Book/ Adjusted Carrying Value					Interest				Dates																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
		3 - for Opn	4 Bond Code	5 MNC Relat- ion		6 Rate Used To Obtain Fair Value	7 Fair Value			8 Unrealized Increase/ (Decrease)	9 Current Year's (Amortization)/ Accretion	10 Current Year's Other Than Temporary Impairment Recognized	11 Total Foreign Exchange Change in B/A C V	12 Rate of Effective Rate of	13 Floor Rate	14 Admitted Amount Due & Accrued	15 Gross Amt Due During Year	16 Acquired	17 Maturity																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
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SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

CUSIP Identifi- cation	Description	Codes			Actual Cost	Fair Value		Per Value	Book/Adjusted Carrying Value	Change in Book/ Adjusted Carrying Value					Interest					Dates		
		3	4	5		6	7			8	9	12	13	14	15	16	17	18	19		20	
017000-AC-5	New York St. Term Auth				50,000	95	48,945	50,000	50,000							6,940	4,940	15	75	1,609	12/01/2005	03/12/2011
017000-AC-6	Ohio Housing Finance Agency Callable				100,125	101	101,232	100,000	100,117							5,570	5,555	18	1,657	04/27/2006	03/01/2014	
017000-AC-7	Stable				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-8	Phoenix Arizona Taxable Series A				74,983	98	73,581	75,000	74,975							4,305	4,200	10	384	07/13/2005	06/01/2011	
017000-AC-9	Virginia St. Housing Dev Series A				64,182	98	61,944	65,000	64,217							4,238	4,133	10	384	07/13/2005	06/01/2011	
017000-AC-10	Waterloo Home				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-11	Mission Illinois				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-12	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-13	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-14	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-15	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-16	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-17	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-18	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-19	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-20	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-21	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-22	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-23	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-24	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-25	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-26	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-27	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-28	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-29	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-30	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-31	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-32	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-33	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-34	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-35	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-36	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-37	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-38	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-39	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-40	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-41	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-42	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-43	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-44	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-45	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-46	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-47	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-48	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-49	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-50	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-51	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-52	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-53	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-54	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-55	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-56	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-57	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-58	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-59	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-60	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-61	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-62	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-63	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-64	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-65	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-66	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-67	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-68	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-69	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
017000-AC-70	Michigan Reg Eco Dev				100,348	98	97,601	100,000	100,400							4,605	4,500	10	384	05/05/2005	06/01/2011	
01																						

SCHEDULE D - PART 1

Item 10. Long-Term Bonds Owned December 31 of Current Year

[illegible]

SCHEDULE D - PART 2 - SECTION 2

Showing all COMMON STOCKS owned December 31 of Current Year

(a) for all columns starting bearing the NAFC model indicator "B", provides the number of such issues — the total number (included in Column 2) of all such issues |

(a) for all columns starting bearing the NAFC model indicator "B", provides the number of such issues — the total number (included in Column 2) of all such issues |

ANNUAL STATEMENT FOR THE YEAR 2006 OF THE STAT-FOUNDATION INC

SCHEDULE D - PART 2 - SECTION 2

For the annual statement instructions, for more information, please refer to the instructions in this statement.

Showing All Common Stocks Owned December 31 of Current Year

Form 100-1000
Date 12/31/06
Page 1 of 2

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18
CUPI	Description	Code	Code	Number of Shares	Book/Adjusted Carrying Value	Ratio Per Share/Adjusted Carrying Value	Fair Value	Actual Cost	Declared but Unpaid	Dividends Received During Year	Nonidentifiable but Unpaid	Unrealized Gain/Loss (Increase/Decrease)	Change in Book/Adjusted Carrying Value	Total Change in B/A C/V	Total Foreign Exchange Change in U.S. C/V	Dividend Income	Date Acquired
40101-10-4	KeyCorp			435	15,470	34,000	25,470	17,607	81	322		3,443	16,294	3,443			01/01/2006
40101-10-4	KING Realty Corp			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Lincoln National Corp			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	H & J Bank Corporation			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	MBIA, Inc			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	MB Financial Inc			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Marsh & McLennan Cos, Inc			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Marshall & Ilsley Corp			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Mellon Financial Corp			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Metric, Inc			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	MFC Bank Corp			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Plaza Creek Timber Co, Inc			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Progressive Corp Ohio			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Prudential Financial, Inc			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Regions Financial Corp			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Safeco Corp			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	St Paul Co, Inc			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Stat Financial Group, Inc			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	State Street Bank Corp			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Summit Bank, Inc			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Temple Bank Corp			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	US Bancorp			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Unum Group			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Verizon Real Estate			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Western Union			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Washington Mutual Inc			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Wells Fargo Company			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Zions Bancorporation			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of America Corp			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of New York			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the Americas			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the West			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the South			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the Midwest			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the North			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the East			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the West			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the South			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the Midwest			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the North			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the East			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the West			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the South			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the Midwest			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the North			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the East			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the West			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the South			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the Midwest			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the North			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the East			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the West			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the South			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the Midwest			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the North			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the East			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the West			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the South			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the Midwest			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the North			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the East			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the West			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the South			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the Midwest			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the North			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the East			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the West			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the South			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the Midwest			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the North			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the East			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the West			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the South			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the Midwest			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the North			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the East			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the West			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the South			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the Midwest			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the North			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the East			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the West			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the South			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the Midwest			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the North			100	10,000	10,000	10,000	10,000									01/01/2006
40101-10-4	Bank of the East			100	10,000	10,000	10,000	10,000									01/01

[a] For all terms having the RUC index indicator U' , provides the number of such terms U' value (included in column 3) of which have

ANNUAL STATEMENT FOR THE YEAR 2006 OF THE STAT-FOUNDATION, INC

SCHEDULE D - PART 2 - SECTION 2

See the annual statement instructions for proper reporting format for securities reported in this schedule.

Showing all COMMON STOCKS Owned December 31 of Current Year

Run Date 1/15/2007
 Run Time 12:32:48
 Report Date 1/13/2008
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1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18
CUPI Identifi- cation	Description	Code	For- eign	Number of Shares	Book/ Adjusted Carrying Value	Rate Per Share Used to Obtain Fair Value	Fair Value	Actual Cost	Declared but Unpaid	Amount Received During Year	Reclassified but Unpaid	Unrealized Valuation Increase/ (Decrease)	Current Year's Other Than Impairment Reclassified	Total Change in D/A/C V	Total Foreign Exchange Change B/A C.V.	INIC Indicate Indicator (+/-)	Date Acquired
21482-10-3	Elan, Inc			1,100	53,025	30.00	53,025	45,356		136		(21,204)		(21,204)		L	11/10/2005
21485-10-0	Enbridge International			1,100	15,348	45.00	15,348	15,348		136		3,038		3,038		L	12/26/2001
21520-10-7	Edison International			188	12,343	15.40	12,343	4,415		168		1,005		1,005		L	09/05/2005
22301-10-9	El Paso Corporation			163	23,465	143.90	23,465	18,049		161		2,731		2,731		L	01/02/2006
25532-10-5	Electronic Arts			845	23,465	50.36	23,465	18,049		169		(917)		(917)		L	09/06/2005
25581-10-4	Electronic Data Systems Corp			402	23,465	27.55	23,465	17,997		169		2,966		2,966		L	09/06/2005
25048-10-5	Edwards Corporation			247	12,343	12.92	12,343	12,343		124		606		606		L	09/06/2005
21011-10-4	Emerson Elec Co			1,100	58,199	44.90	58,199	44,999		179		8,494		8,494		L	12/12/2006
21020-10-4	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21021-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21022-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21023-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21024-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21025-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21026-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21027-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21028-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21029-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21030-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21031-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21032-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21033-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21034-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21035-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21036-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21037-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21038-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21039-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21040-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21041-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21042-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21043-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21044-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21045-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21046-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21047-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21048-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21049-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21050-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21051-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21052-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21053-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21054-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21055-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21056-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21057-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21058-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21059-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21060-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21061-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21062-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21063-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21064-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21065-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21066-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21067-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21068-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21069-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21070-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21071-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21072-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21073-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21074-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21075-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21076-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21077-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999		179		8,494		8,494		L	09/06/2005
21078-10-5	Emerson Elec Co			1,100	53,025	40.00	53,025	44,999									

SCHEDULE D - PART 2 - SECTION 2

Showing all COMMON STOCKS Owned December 31 of Current Year

[a] for all countries having the same market identifier θ^* , provides the number of such letters $\frac{|\{i \in I : \theta_i = \theta^*\}|}{|\{i \in I : \theta_i = \theta^*\}|}$ (included in Column 4 of all such letters).

a total of values (included in Column II) of all such cases.

ANNUAL STATEMENT FOR THE YEAR 2006 OF THE STAT-FOUNDATION, INC.

SCHEDULE D - PART 2 - SECTION 2

See the annual statement instructions for proper reporting forms for securities reported in this schedule.

Showing all COMMON STOCKS Owned December 31 of Current Year

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CDIP Identifica- tion	Description	Code	Ex- p- sion	Number of Shares	Book/ Adjusted Carrying Value	Rate Per Share/ Dividend Value	Fair Value	Actual Cost	Declared but Unpaid	Amount Received During Year	Nonvoting Shares Outstanding	Unrealized Appreciation (Decrease)	Change in Book/ Adjusted Carrying Value	Total Change in B/A C/V	Total Foreign Exchange Gain/Loss	Indica- tor (d)	Date acquired
59314-10-4	Merit (1) Lynch & Co Inc			1,330	127,409	93.100	129,409	81,319		1,330		35,142		35,142			08/07/2006
59314-10-5	Micro Technology Inc			1,330	409,918	309.918	409,918	334,455		1,330		75,463		75,463			12/07/2006
59314-10-6	Micro Technology Inc			1,330	12,780	9,609	12,780	10,379		1,330		2,401		2,401			03/07/2006
59314-10-7	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-8	Hilliers Corp			258	8,161	31.630	8,161	6,717		258		1,444		1,444			03/07/2006
59314-10-9	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-10	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-11	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-12	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-13	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-14	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-15	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-16	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-17	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-18	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-19	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-20	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-21	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-22	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-23	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-24	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-25	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-26	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-27	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-28	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-29	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-30	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-31	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-32	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-33	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-34	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-35	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-36	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-37	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-38	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-39	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-40	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-41	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-42	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-43	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-44	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-45	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-46	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-47	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-48	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-49	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-50	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-51	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-52	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-53	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-54	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-55	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-56	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-57	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-58	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-59	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-60	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-61	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-62	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-63	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-64	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-65	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-66	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-67	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-68	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-69	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-70	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-71	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-72	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-73	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-74	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-75	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-76	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-77	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-78	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-79	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-80	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-81	Hilliers Corp			258	1,321	5.121	1,321	1,321		258		1,321		1,321			03/07/2006
59314-10-82	Hilliers Corp			258	1,321	5.121	1,321	1,321									

ANNUAL STATEMENT FOR THE YEAR 2006 OF THE STAT-FOUNDATION, INC.

SCHEDULE D - PART 2 - SECTION 2

See the annual statement instructions for proper reporting forms for securities reported in this schedule.

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CUPIP Identification	Description	Code	Form	Number of Shares	Book/Market Value	Rate Per Share/Market Value	Fair Value	Actual Cost	Declared but Unpaid	Amount Declared During Year	Nondeclared but Unpaid	Unrealized Valuation Increase (Decrease)	Change in Book/Current Year's Temporary Investment Reclassified	Total Change in U/A C Y	Total Foreign Exchange Change in U/A C Y	IMC	Date Acquired
74325-10-1	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-2	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-3	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-4	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-5	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-6	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-7	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-8	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-9	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-10	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-11	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-12	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-13	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-14	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-15	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-16	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-17	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-18	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-19	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-20	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-21	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-22	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-23	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-24	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-25	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-26	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-27	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-28	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-29	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-30	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-31	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-32	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-33	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-34	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-35	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-36	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-37	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-38	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-39	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-40	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-41	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-42	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-43	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-44	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-45	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-46	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-47	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-48	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-49	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-50	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-51	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-52	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-53	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-54	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-55	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-56	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-57	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-58	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-59	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-60	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-61	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-62	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-63	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-64	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-65	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-66	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-67	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-68	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-69	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-70	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-71	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-72	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-73	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-74	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-75	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-76	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-77	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-78	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-79	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-80	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-81	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-82	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-83	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-84	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-85	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-86	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-87	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			02/21/2001
74325-10-88	Progress Corp., Inc. CDO			12	12	1.0000	12	12						3.199			

a) For all issues strictly before the MFC market indicator "p" provides the number of such issues $\frac{\text{total } p \text{ value (included is column) of all such issues } 1}{\text{total number of issues}}$

a) For all issues strictly before the MFC market indicator "p" provides the number of such issues $\frac{\text{total } p \text{ value (included is column) of all such issues } 1}{\text{total number of issues}}$

ANNUAL STATEMENT FOR THE YEAR 2006 OF THE STAT-FOUNDATION, INC

SCHEDULE D - PART 2 - SECTION 2

Run Date 1/16/2007
Run Time 12:34:46
Report Date 12/31/2006
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See the annual statement instructions for proper reporting format. For reclassification reported in this schedule.

Showing all COMMON STOCKS Owned December 31 of Current Year

1		2		3		4		5	6	7	8		9	10		11		12	13	14		15	16	17	18
CUSIP Identification	Description	Code	For- eign	Number Of Shares	Book/ Adjusted Carrying Value	Rate Per Share Used to Calculate Fair Value	Fair Value		Actual Cost	Declared but Unpaid	Dividends		Unrealized Valuation Increase (Decrease)	Change in Book/ Adjusted Carrying Value	Total Change in B/A C/V	Total Foreign Exchange Change B/A C/V	Current Year's Other Than Dividend Income	Nondividend Declared but Unpaid	SEC Index Inclusion (-)	Date Acquired					
							7	8			10	11													
54170-45-8 81600-00-1	Money Market Mutual Funds United States Timeliness Small Cap Growth Fund-Inv Selectinvest MultiStrategy Ltd Series AI Total United States Other Country			40,331 2,270 107,358	5,070,446 10,321,153 15,392,028	12.420 4,533.97 141.142	5,070,446 10,321,153 15,392,028	4,327,047 10,000,000 14,877,047			395,394 595,394		125,516 321,163 446,679		125,516 321,163 446,679				1	12/31/2006					
44170-50-0	Julius Baer International Equity I		F	107,358	4,653,897	43.110	4,653,897	3,156,911					685,852		685,852				1	12/27/2006					
7199999	Total Other Country			2,270	4,653,897		4,653,897	3,156,911					685,852		685,852										
7199999	Total Money Market Mutual Funds			42,601	20,046,025		20,046,025	18,032,978		27,369			1,120,551		1,120,551										
7199999	Total COMMON STOCK			42,601	42,691,449		42,691,449	34,989,413		27,369			4,002,863		3,737,940										
7199999	Total Preferred and Common Stock			42,601	42,691,449		42,691,449	34,989,413		27,369			4,002,863		3,737,940										

[4] For all common stocks bearing the SEC symbol "SEC", provide the number of such items. See also Section 1 of the annual statement.

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks Held, RECEIVED, or OTHERWISE DISPOSED OF During Current Year

Run Date 01/15/2007
 12 34 56
 Report Date 12/31/2006
 Page 1

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Considera- tion	Per Value	Actual Cost	Prepar Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ Decrease	Current Year (Amortiza- tion)/ Accretion	Current Year's Other Temporary Impairment Recognized	Total Change in B/A C V	Total Foreign Exchange Change in B/A C V	Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Real Interest/ Dividend During Year	Receipt Date
013240-20-6	US Government United States Fed Natl Mfgs Assn Pool 6/11/96		12/01/2006	Paydown			100.232	102.244	2,158,487		(1,500)		(4,500)		194,387				5,510 05/03/2006	
312440-20-6	Fed Home Loan Mfgs Corp Pool FDH000		12/01/2006	Paydown			100.232	102.244	2,158,487		(1,500)		(4,500)		194,387				2,948 02/01/2006	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		07/26/2006	Capital Asset Care		409,754	412,454	423,201	423,201		(2,111)		(2,111)		421,191		(11,437)		14,449 11/20/2006	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		07/26/2006	Paydown		5,353	5,353	5,357	5,357		(113)		(113)		5,353				5 11/06/2006	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		07/26/2006	Paydown		1,015	1,015	1,023	1,023		(112)		(112)		1,015				27 01/07/2007	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		07/26/2006	Paydown		21,973	21,973	21,723	21,723		247		247		21,973		(6,197)		441 05/07/2006	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		07/26/2006	Capital Asset Care		174,430	174,430	184,525	184,525		(409)		(409)		185,027		(1,044)		3,275 05/19/2006	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		07/26/2006	Capital Asset Care		105,971	105,971	105,971	105,971		(490)		(490)		104,916		(1,044)		2,441 11/15/2006	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		07/26/2006	Capital Asset Care		234,482	234,482	234,482	234,482		193		193		234,482		(5,395)		2,340 07/15/2006	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		07/26/2006	Capital Asset Care		121,505	121,505	121,505	121,505		88		88		121,505		(2,316)		35,129 07/15/2006	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		07/26/2006	Capital Asset Care		1,401,719	1,401,719	1,401,719	1,401,719		(4,855)		(4,855)		1,396,864		(24,162)		24,129 07/15/2006	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		07/26/2006	Capital Asset Care		1,401,719	1,401,719	1,401,719	1,401,719		(4,855)		(4,855)		1,396,864		(24,162)		24,129 07/15/2006	
013240-20-6	US Government United States Fed Natl Mfgs Assn Pool 12/84/59		12/01/2006	Paydown		4,823	4,823	4,823	4,823		(261)		(261)		5,823		(20,035)		190 02/01/2007	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		12/01/2006	Paydown		1,223	1,223	1,223	1,223		(18)		(18)		1,223				31,556 02/01/2007	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		12/01/2006	Capital Asset Care		3,747	3,747	3,747	3,747		(4)		(4)		3,747		(11,426)		59 07/07/2007	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		12/01/2006	Capital Asset Care		222,939	222,939	222,939	222,939		(241)		(241)		222,500		(16,067)		6 03/07/2007	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		12/01/2006	Capital Asset Care		384,382	384,382	384,382	384,382		(48)		(48)		384,334		(16,067)		11,767 06/07/2007	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		12/01/2006	Capital Asset Care		35,401	35,401	35,401	35,401		(313)		(313)		35,401				871 02/07/2007	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		12/01/2006	Capital Asset Care		1,374,000	1,374,000	1,374,000	1,374,000		(426)		(426)		1,373,574		(27,574)		32,553 02/07/2007	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		12/01/2006	Capital Asset Care		1,374,000	1,374,000	1,374,000	1,374,000		(426)		(426)		1,373,574		(27,574)		32,553 02/07/2007	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		12/01/2006	Capital Asset Care		461,439	461,439	461,439	461,439		2,363		2,363		463,802		(24,722)		16,123 04/01/2007	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		12/01/2006	Capital Asset Care		37,214	37,214	37,214	37,214		278		278		37,214		(27,202)		925 04/01/2007	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		12/01/2006	Capital Asset Care		671,460	671,460	671,460	671,460		(126)		(126)		671,334		(10,233)		24,059 01/01/2007	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		12/01/2006	Capital Asset Care		74,270	74,270	74,270	74,270		(684)		(684)		74,270		(8,233)		1,342 01/01/2007	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		12/01/2006	Capital Asset Care		174,554	174,554	174,554	174,554		154		154		174,554		(10,233)		5,846 06/01/2007	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		12/01/2006	Capital Asset Care		11,789	11,789	11,789	11,789		(125)		(125)		11,664		(23,811)		238 09/07/2007	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		12/01/2006	Capital Asset Care		502,829	502,829	502,829	502,829		(124)		(124)		502,705		(162,107)		20,443 02/07/2007	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		12/01/2006	Capital Asset Care		34,732	34,732	34,732	34,732		(126)		(126)		34,732		(162,107)		1,096 02/07/2007	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		12/01/2006	Capital Asset Care		34,732	34,732	34,732	34,732		(126)		(126)		34,732		(162,107)		1,096 02/07/2007	
312776-40-1	Fed Natl Mfgs Assn Pool 12/84/59		12/01/2006	Capital Asset Care		4,630,554	4,630,554	4,630,554	4,630,554		708		708		4,630,554		(162,107)		135,817 02/07/2007	
013240-20-6	US Government Special Revenue & Adjustment United States Brent Tax Higher Fed Callable		07/27/2006	Capital Asset Care		195,351	195,351	195,351	195,351		1		1		195,352		(3,452)		9,033 12/01/2009	
013240-20-6	US Government Chicago 111		07/27/2006	Capital Asset Care		132,011	132,011	132,011	132,011		(537)		(537)		131,000		(6,942)		7,043 01/01/2010	
013240-20-6	US Government Edging Top N J 5th Dist		07/27/2006	Capital Asset Care		132,011	132,011	132,011	132,011		(340)		(340)		131,011		(4,343)		4,426 02/01/2009	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		15,337	15,337	15,337	15,337		(793)		(793)		23,827		(10,547)		775 01/25/2007	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		63,444	63,444	63,444	63,444		(2,759)		(2,759)		60,685		(3,330)		2,264 3/06/2007	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		104,224	104,224	104,224	104,224		137		137		105,361		(10,547)		5,131 09/28/2006	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		104,224	104,224	104,224	104,224		137		137		105,361		(10,547)		5,131 09/28/2006	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		104,224	104,224	104,224	104,224		137		137		105,361		(10,547)		5,131 09/28/2006	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		104,224	104,224	104,224	104,224		137		137		105,361		(10,547)		5,131 09/28/2006	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		104,224	104,224	104,224	104,224		137		137		105,361		(10,547)		5,131 09/28/2006	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		104,224	104,224	104,224	104,224		137		137		105,361		(10,547)		5,131 09/28/2006	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		104,224	104,224	104,224	104,224		137		137		105,361		(10,547)		5,131 09/28/2006	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		104,224	104,224	104,224	104,224		137		137		105,361		(10,547)		5,131 09/28/2006	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		104,224	104,224	104,224	104,224		137		137		105,361		(10,547)		5,131 09/28/2006	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		104,224	104,224	104,224	104,224		137		137		105,361		(10,547)		5,131 09/28/2006	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		104,224	104,224	104,224	104,224		137		137		105,361		(10,547)		5,131 09/28/2006	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		104,224	104,224	104,224	104,224		137		137		105,361		(10,547)		5,131 09/28/2006	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		104,224	104,224	104,224	104,224		137		137		105,361		(10,547)		5,131 09/28/2006	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		104,224	104,224	104,224	104,224		137		137		105,361		(10,547)		5,131 09/28/2006	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		104,224	104,224	104,224	104,224		137		137		105,361		(10,547)		5,131 09/28/2006	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		104,224	104,224	104,224	104,224		137		137		105,361		(10,547)		5,131 09/28/2006	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		104,224	104,224	104,224	104,224		137		137		105,361		(10,547)		5,131 09/28/2006	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		104,224	104,224	104,224	104,224		137		137		105,361		(10,547)		5,131 09/28/2006	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		104,224	104,224	104,224	104,224		137		137		105,361		(10,547)		5,131 09/28/2006	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		104,224	104,224	104,224	104,224		137		137		105,361		(10,547)		5,131 09/28/2006	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		104,224	104,224	104,224	104,224		137		137		105,361		(10,547)		5,131 09/28/2006	
013240-20-6	US Government FPMC Structured Pass Thru Sec 1-59		12/01/2006	Paydown		104,224	104,224	104,224	104,224		137		137		105,361					

See the annual statement instructions for proper reporting format for securities reported in this schedule

SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks Held, RECEIVED, or otherwise DISPOSED of During Current Year

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21
CUPI Acquisition	Description	Form of Disposal	Date	Name of Purchaser	Number of Shares or Units	Consideration	Par Value	Actual Cost	Prior Year Adjusted Carrying Value	Unrealized Gain (Loss) (Decrease)	Current Year Amortization (Increase)	Current Year Temporary Impairment	Total Change in B/A C V	Total Foreign Exchange Gain (Loss) Disposal	Book/ Adjusted Carrying Value Disposal Date	Foreign Exchange Gain (Loss) Disposal	Realized Gain (Loss) Disposal	Total Gain (Loss) Disposal	Income/ Interest/ Dividend Received	Yield
01/16/2007 12/31/2008 Report Date																				
01/16/2007 12/31/2008 Report Date																				
01/16/2007 12/31/2008 Report Date																				
01/16/2007 12/31/2008 Report Date																				
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01/16/2007 12/31/2008 Report Date																				

See the annual statement instructions for proper reporting format for securities reported in this schedule.

SCHEDULE D - PART 4

Authoring all Long-Term Bonds and Stocks SOLD, REDEEMED, or otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	11	12	Change in Book/Adjusted Carrying Value			15	16	17	18	19	20	21
CRSP Identification	Description	Announcement Date	Announcement Date	Name of Purchaser	Number of Shares of Stock	Consideration	Per Share	Acres	Price Per Share/Adjusted Carrying Value	Unrealized Increase/Decrease	Current Year's Other Than Temporary Changes in Value/Accretion	Change in Book/Adjusted Carrying Value	Total Change in M/A/C V	Total Change in B/A/C V	Book/Adjusted Carrying Value at Disposal Date	Foreign Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Book/Adjusted Carrying Value at Disposal Date	Announcement Date	
300-10-4	CIGNA Corp	12/04/2006	12/04/2006	Captone Asset Management	40	9,305	2,322		6,934	(5,344)			(5,344)	(5,344)	1,552		5,333	5,333	5		
300-10-5	Chubb Corp	05/25/2006	05/25/2006	Captone Asset Management	145	4,576	3,090		4,394	(1,305)			(1,305)	(1,305)	1,467		1,467	1,467	44		
300-10-6	Comerica Inc	05/25/2006	05/25/2006	Captone Asset Management	100	5,519	4,055		5,676	(379)			(379)	(379)	6,055		6,055	6,055	11		
300-10-7	Equity Office Properties Trust REIT	12/04/2006	12/04/2006	Captone Asset Management	30	1,451	902		902	(18)			(18)	(18)	982		982	982	30		
300-10-8	Golden West Fin'l Corp	05/25/2006	05/25/2006	Captone Asset Management	150	10,488	4,355		9,900	(5,545)			(5,545)	(5,545)	4,355		4,355	4,355	21		
300-10-9	Golden West Fin'l Corp	10/07/2006	10/07/2006	Insurable Exchange	390	30,145	18,513		25,740	(10,227)			(10,227)	(10,227)	15,513		14,512	14,512	94		
300-10-10	Harford Financial Svcs, Inc	05/25/2006	05/25/2006	Captone Asset Management	2,400	7,024	3,463		7,024	(24,877)			(24,877)	(24,877)	25,211		25,211	25,211	104		
300-10-11	Harford Financial Svcs, Inc	05/25/2006	05/25/2006	Captone Asset Management	2,400	7,024	3,463		7,024	(24,877)			(24,877)	(24,877)	25,211		25,211	25,211	104		
300-10-12	J.P. Morgan Chase & Co	05/17/2006	05/17/2006	Insurable Exchange	410	25,407	16,440		24,231	(12,244)			(12,244)	(12,244)	14,940		12,400	12,400	107		
300-10-13	Jefferson-Pilot Corp	12/04/2006	12/04/2006	Captone Asset Management	117	10,174	12,385		12,385	(2,244)			(2,244)	(2,244)	14,940		12,400	12,400	107		
300-10-14	MetLife National Corp	12/04/2006	12/04/2006	Captone Asset Management	117	10,174	12,385		12,385	(2,244)			(2,244)	(2,244)	14,940		12,400	12,400	107		
300-10-15	M & T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-16	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-17	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-18	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-19	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-20	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-21	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-22	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-23	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-24	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-25	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-26	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-27	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-28	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-29	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-30	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-31	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-32	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-33	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-34	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-35	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-36	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-37	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-38	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-39	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-40	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-41	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-42	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-43	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-44	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-45	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-46	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-47	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-48	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-49	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-50	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-51	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-52	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-53	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-54	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-55	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-56	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-57	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-58	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-59	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-60	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-61	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-62	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-63	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-64	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1,015)	(1,015)	10,579		4,310	4,310	126		
300-10-65	M&T Bank Corporation	05/25/2006	05/25/2006	Captone Asset Management	110	12,179	4,044		9,959	(1,015)			(1								

Showing all Long-Term Bonds and Stocks SOLD, RECEIVED, or OTHERWISE DISPOSED OF DURING CURRENT YEAR																				
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21
CUSS Classification	Description	Per Step	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consider- ation	Per Value	Actual Cost	Prior Adjusted Carrying Value	Unrealized Increase/ (Decrease)	Current Year (Amortiza- tion/ Accretion)	12 Month Temporary Increase/ Decrease	Total Change in B/A C	Total Carrying Value B/A C Y	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gains/Losses on Disposal	Realized Gain/Loss on Disposal	Total Gain (Loss) on Disposal	Income Tax Effect	Gain/ Loss on Disposal
012E-10-4	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	10	4,005	2,407	2,407	2,407	(1,593)			(1,593)	(1,593)	1,130		1,130		5	
012E-10-5	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	130	4,728	4,437	4,437	4,437	(1,013)			(1,013)	(1,013)	1,431		1,431		5	
012E-10-6	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	600	121,215	38,129	38,129	38,129	(83,085)			(83,085)	(83,085)	83,085		83,085		624	
012E-10-7	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	340	23,403	4,815	4,815	4,815	(18,588)			(18,588)	(18,588)	1,507		1,507		14	
012E-10-8	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	40	7,700	5,109	5,109	5,109	(2,591)			(2,591)	(2,591)	2,591		2,591		14	
012E-10-9	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	110	2,471	2,628	2,628	2,628	157			157	157	70		70		9	
012E-10-10	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	170	7,145	2,215	2,215	2,215	(4,930)			(4,930)	(4,930)	235		235		9	
012E-10-11	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	130	2,149	1,351	1,351	1,351	(800)			(800)	(800)	1,311		1,311		10	
012E-10-12	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	50	1,316	1,316	1,316	1,316					1,316	1,316		1,316		10	
012E-10-13	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	30	2,532	1,340	1,340	1,340	(1,192)			(1,192)	(1,192)	717		717		11	
012E-10-14	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	140	8,900	1,003	1,003	1,003	(7,897)			(7,897)	(7,897)	7,097		7,097		11	
012E-10-15	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	50	131,135	41,559	41,559	41,559	(89,576)			(89,576)	(89,576)	82,662		82,662		110	
012E-10-16	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	320	10,535	32,423	32,423	32,423	21,888			21,888	21,888	62,311		62,311		110	
012E-10-17	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	40	2,460	1,480	1,480	1,480	(980)			(980)	(980)	781		781		12	
012E-10-18	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	60	111,262	44,488	44,488	44,488	(66,774)			(66,774)	(66,774)	66,774		66,774		12	
012E-10-19	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	30	1,891	1,737	1,737	1,737	(154)			(154)	(154)	1,005		1,005		17	
012E-10-20	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	100	4,599	2,407	2,407	2,407	(2,192)			(2,192)	(2,192)	1,607		1,607		37	
012E-10-21	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	60	4,915	3,292	3,292	3,292	(1,623)			(1,623)	(1,623)	1,723		1,723		16	
012E-10-22	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	60	4,915	1,255	1,255	1,255	(3,660)			(3,660)	(3,660)	1,555		1,555		16	
012E-10-23	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	30	2,194	961	961	961	(1,017)			(1,017)	(1,017)	981		981		16	
012E-10-24	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	40	3,975	1,440	1,440	1,440	(2,535)			(2,535)	(2,535)	1,440		1,440		16	
012E-10-25	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	70	2,598	2,014	2,014	2,014	(584)			(584)	(584)	563		563		16	
012E-10-26	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	55	8,816	3,653	3,653	3,653	(5,163)			(5,163)	(5,163)	3,653		3,653		45	
012E-10-27	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	100	3,623	1,863	1,863	1,863	(1,760)			(1,760)	(1,760)	1,863		1,863		45	
012E-10-28	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	60	5,086	1,532	1,532	1,532	(3,554)			(3,554)	(3,554)	1,532		1,532		16	
012E-10-29	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	40	2,762	2,000	2,000	2,000	(762)			(762)	(762)	2,000		2,000		30	
012E-10-30	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	40	5,290	2,431	2,431	2,431	(2,859)			(2,859)	(2,859)	2,431		2,431		30	
012E-10-31	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	200	12,498	14,048	14,048	14,048	1,550			1,550	1,550	35,318		35,318		514	
012E-10-32	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	130	2,498	1,110	1,110	1,110	(1,388)			(1,388)	(1,388)	1,110		1,110		33	
012E-10-33	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	60	3,158	3,150	3,150	3,150	(808)			(808)	(808)	3,150		3,150		33	
012E-10-34	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	20	2,632	2,632	2,632	2,632					2,632	2,632		2,632		33	
012E-10-35	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	40	6,009	2,336	2,336	2,336	(3,673)			(3,673)	(3,673)	2,336		2,336		33	
012E-10-36	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	80	4,509	4,151	4,151	4,151	(388)			(388)	(388)	4,151		4,151		33	
012E-10-37	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	20	1,817	278	278	278	(1,539)			(1,539)	(1,539)	278		278		33	
012E-10-38	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	680	47,538	15,516	15,516	15,516	(32,022)			(32,022)	(32,022)	15,516		15,516		124	
012E-10-39	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	70	1,786	2,281	2,281	2,281	555			555	555	2,281		2,281		124	
012E-10-40	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	40	2,046	2,071	2,071	2,071	(455)			(455)	(455)	1,616		1,616		16	
012E-10-41	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	30	1,991	1,408	1,408	1,408	(583)			(583)	(583)	565		565		8	
012E-10-42	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	200	6,892	6,892	6,892	6,892					6,892	6,892		6,892		80	
012E-10-43	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	170	12,145	14,988	14,988	14,988	(2,843)			(2,843)	(2,843)	14,988		14,988		15	
012E-10-44	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	20	1,455	1,455	1,455	1,455					1,455	1,455		1,455		12	
012E-10-45	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	30	3,223	2,348	2,348	2,348	(875)			(875)	(875)	2,348		2,348		12	
012E-10-46	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	140	11,727	2,925	2,925	2,925	(8,802)			(8,802)	(8,802)	2,925		2,925		50	
012E-10-47	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	121	1,580	1,581	1,581	1,581					1,581	1,581		1,581		50	
012E-10-48	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	165	3,646	4,995	4,995	4,995	1,349			1,349	1,349	4,995		4,995		33	
012E-10-49	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	30	2,011	25,676	25,676	25,676	23,665			23,665	23,665	25,676		25,676		33	
012E-10-50	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	40	2,011	19,482	19,482	19,482	(17,471)			(17,471)	(17,471)	19,482		19,482		494	
012E-10-51	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	320	30,315	34,076	34,076	34,076	(4,061)			(4,061)	(4,061)	34,076		34,076		750	
012E-10-52	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	2,600	41,000	12,664	12,664	12,664	(28,336)			(28,336)	(28,336)	12,664		12,664		494	
012E-10-53	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	270	12,982	982	982	982	(12,000)			(12,000)	(12,000)	982		982		3	
012E-10-54	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	470	2,528	688	688	688	(1,840)			(1,840)	(1,840)	688		688		3	
012E-10-55	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	1,590	20,429	20,429	20,429	20,429					20,429	20,429		20,429		3	
012E-10-56	Ameriquest Financial Corp.	05/25/2006	05/25/2006	Capstone Asset Management	40	2,240	2,155	2,155	2,155	(85)			(85)	(85)	2,155		2,155		35	

ANNUAL STATEMENT FOR THE YEAR 2006 OF THE STAT-FOUNDATION, INC

SCHEDULE D - PART 4

See the annual statement instructions for proper reporting format for securities reported in this schedule

Showing all Long-Term Bonds and Stocks SOLD, RECEIVED, or otherwise DISPOSED of During Current Year

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DISP- unit- ion	Description	Acq- date	Orig- date	Name of Purchaser	Number of Shares of Stock	Consis- deration	Par Value	Actual Cost	Prior Year Adjusted Carrying Value	Unrealized Valuation Increase/ Decrease	Current Year (Amortiza- tion)/ Accretion	Current Year Other Temporary Impairment Recognized	Total Change in B/A/C V	Total Foreign Exchange D/A/C V	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Tot'l Gain (Loss) on Disposal	End Interest/ Stock Received During Year	Interest Date
987-10-1	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
988-10-2	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
989-10-3	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
990-10-4	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
991-10-5	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
992-10-6	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
993-10-7	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
994-10-8	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
995-10-9	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
996-10-10	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
997-10-11	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
998-10-12	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
999-10-13	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1000-10-14	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1001-10-15	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1002-10-16	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1003-10-17	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1004-10-18	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1005-10-19	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1006-10-20	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1007-10-21	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1008-10-22	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1009-10-23	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1010-10-24	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1011-10-25	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1012-10-26	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1013-10-27	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1014-10-28	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1015-10-29	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1016-10-30	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1017-10-31	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1018-10-32	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1019-10-33	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1020-10-34	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1021-10-35	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1022-10-36	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1023-10-37	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1024-10-38	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1025-10-39	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1026-10-40	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1027-10-41	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1028-10-42	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1029-10-43	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1030-10-44	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1031-10-45	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1032-10-46	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1033-10-47	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1034-10-48	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1035-10-49	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1036-10-50	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1037-10-51	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1038-10-52	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1039-10-53	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1040-10-54	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1041-10-55	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1042-10-56	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1043-10-57	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1044-10-58	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1045-10-59	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1046-10-60	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1047-10-61	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1048-10-62	Cliff Group, Inc		05/25/2006	Captone Asset Management	1,120	51,423		55,558	51,423	(3,444)			(3,444)		55,558		5,486	3,540	1,112	
1049-10-63	Cliff Group, Inc		05/25/2006	Captone Asset Management																

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SCHEDULE D - PART 4

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CDIP Identification	Description	Acquisition Date	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Appreciation/Depreciation	Current Year (Amortization)/Accretion	Current Year's Other Than Impairment Recognized	Total Change in B/A/C V	Total Foreign Exchange Change in B/A/C V	Book/Adjusted Carrying Value at Disposal	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Income Tax Deductible	Amount of Dividend Received
4002-10-4	Granger (N.W.) Inc	05/23/2006	05/23/2006	Captiva Asset Management	10	5.015	5.015	2.951	4.917	(2.024)	(2.024)		(2.024)		2.951		2.951	2.951	37	
9305-10-5	Group 1 Automotive, Inc	12/21/2006	12/21/2006	J.L. Kaplan	1,000	11.430	11.430	31.742	31.742	(11.202)	(11.202)		(11.202)		31.742		31.742	31.742	770	
4115-10-6	MCA The Motion Picture Company	11/17/2006	11/17/2006	Captiva Asset Management	100	45.340	45.340	33.481	33.481	(11.907)	(11.907)		(11.907)		33.481		33.481	33.481	345	
9214-10-6	Millborough Co	05/23/2006	05/23/2006	Captiva Asset Management	100	34.189	34.189	1.487	1.487	(1.225)	(1.225)		(1.225)		1.487		1.487	1.487	15	
2822-10-5	Reilly-Anderson Inc	05/23/2006	05/23/2006	Captiva Asset Management	100	5.055	5.055	6.556	6.556	(1.493)	(1.493)		(1.493)		6.556		6.556	6.556	25	
7444-10-4	Hersey Food Corp	05/23/2006	05/23/2006	Captiva Asset Management	40	3.025	3.025	2.832	2.832	(1.794)	(1.794)		(1.794)		2.832		2.832	2.832	14	
8214-10-4	Hersey Food Corp	05/23/2006	05/23/2006	Captiva Asset Management	120	6.798	6.798	4.001	6.330	(6.330)	(6.330)		(6.330)		4.001		4.001	4.001	99	
7078-10-3	Heubach Packard Inc	05/23/2006	05/23/2006	Captiva Asset Management	120	13.961	13.961	17.751	17.751	(6.937)	(6.937)		(6.937)		17.751		17.751	17.751	99	
8514-10-5	Homedepot	05/23/2006	05/23/2006	Captiva Asset Management	100	15.226	15.226	13.148	13.148	(2.946)	(2.946)		(2.946)		13.148		13.148	13.148	40	
9511-10-5	Honeywell International, Inc	05/23/2006	05/23/2006	Captiva Asset Management	100	4.031	4.031	2.400	2.400	(1.325)	(1.325)		(1.325)		2.400		2.400	2.400	45	
7208-10-4	IFF Industries Inc	05/23/2006	05/23/2006	Captiva Asset Management	30	12.879	12.879	1.285	1.285	(1.798)	(1.798)		(1.798)		1.285		1.285	1.285	12	
9502-10-4	Illinois Tool Works Inc	05/23/2006	05/23/2006	Captiva Asset Management	110	8.933	8.933	11.439	11.439	(2.506)	(2.506)		(2.506)		8.933		8.933	8.933	36	
9506-10-1	Intel Corp	05/23/2006	05/23/2006	Captiva Asset Management	1,000	25.190	25.190	31.798	31.798	(11.146)	(11.146)		(11.146)		31.798		31.798	31.798	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205	34.205	34.550	34.550	(2.992)	(2.992)		(2.992)		34.550		34.550	34.550	263	
9506-10-1	Intel Financial Services Inc	05/23/2006	05/23/2006	Captiva Asset Management	1,000	34.205														

SCHEDULE D - PART 4

however all long-term bonds and stocks seem to generate an average return of 10% or higher, as discussed in the next section.

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21
CUSIP Identifi- cation	Description	Ex- piry	Expi- ration Date	Name of Purchaser	Number of Shares of Stock	Conside- ration	Per Value	Actual Cost	Prior Year Adjusted Carrying Value	Unrealized Increase/ (Decrease)	Current Year (Amortiza- tion)/Accretion	Cost of Year's Other Temporary Investment Reclassification	Total Change in U/A C/V	Foreign Currency Change in U/A C/V	Book/ Adjusted Value at Balance Date	Foreign Exchange Gain/(Loss) on Disposal	Realized Gain/(Loss) on Disposal	Total Gain (Loss) on Disposal	Book Interest/ Stock Received During Year	Maturity Date
52051-10-C	Sprint Corp (FON Group)		02/25/2006	Coptone Asset Management	200	4,465	12,402	3,444	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Sprint Corp (FON Group)		02/25/2006	Spin Off	100	12,402	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Coptone Asset Management	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	
52061-10-C	Starbucks Corp		02/25/2006	Spin Off	110	4,526	12,402	12,402	12,235	(164)			(2,235)		3,444		2,015	2,015	15	

See the annual statement instructions for proper reporting format for securities reported in this schedule.

SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED, or otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21
CUPI Identification	Description	Forfeiture	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Per Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Increase/Decrease	Current Year (Book/Adjusted) Accrual	Current Year's Other Than Temporary Reclassified	Total Change in B/A C Y	Total Change in Exchange in B/A C Y	Book/Adjusted Carrying Value at Disposal Date	Foreign Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Interest/Dividends Received During Year	Priority Date
999999	TOTAL BOND & STOCK				221,003	21,541,100	14,597,870	20,011,267	18,525,718	(1,582,732)	(42,285)	21,492	(1,628,493)	-	15,946,225	1,596,851	1,534,554	1,534,554	502,773	
	Capital Gain Distribution					1,002,149												1,002,149		
	Tax Adj. to Basis														607,918			(309,918)		
	Total					22,543,319									20,552,144			1,941,175		

ANNUAL STATEMENT FOR THE YEAR 2006 OF THE STAT-FOUNDATION, INC

SCHEDULE D - PART 5

See the annual statement instructions for proper reporting format for securities reported in this schedule

Showing all Long-Term Bonds and Stocks ACQUIRED during the Current Year and Fully DISPOSED OF during the Current Year

File Date 01/16/2007
Print Time 12:34:59
Report Date 12/31/2006
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1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21
CUSIP Identification	Description	Foreign	Date Acquired	Name of Issuer	Disposal Date	Name of Purchaser	Per Value (Basis) or Number of Shares (Units)	Actual Cost	Consideration	Book/Adjusted Carrying Value at Disposal Date	Unrealized Gain (Loss) or Decrease	Current Year's (Amortization) / Accretion	Current Year's Other Than Temporary Recaptured	Total Change in D/A C V	Total Foreign Exchange Change in B/A C V	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Interest and Dividends Received During Year	Sold in Liquidation
98001	US Government																			
314058-90-6	Fed. Res. Note 4.125% 05/01/24		07/24/2006	Capital Asset Corp	12/01/2006	Paydown	6,914	6,814	6,914	6,914	4,745	166		166						
314078-21-2	Fed. Res. Note 4.433% 07/01/25		06/23/2006	Capital Asset Corp	12/01/2006	Paydown	4,745	4,681	4,745	4,745	85	85		85						
912824-CJ-7	U.S. Treasury Note 4.750% 05/15/14		07/30/2006	Capital Asset Corp	07/30/2006	Capital Asset Corp	1,000,000	990,896	990,896	991,187	289	289		289						
912828-FA-2	U.S. Treasury Note 4.750% 07/31/11		07/18/2006	Capital Asset Corp	07/18/2006	Capital Asset Corp	2,000,000	1,984,496	1,984,496	1,984,496	24	24		24						
912838-7K-1	U.S. Treasury Note 5.125% 06/30/11		07/14/2006	Capital Asset Corp	07/14/2006	Capital Asset Corp	2,000,000	2,000,936	2,000,936	2,000,936	24	24		24						
0139999	Total United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	Total US Governments						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	All other Governments																			
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						
0139999	United States						1,411,725	1,402,205	1,402,205	1,402,205	1,402,205	562		562						

SCHEDULE D PART 5

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Showing all Long-Term Bonds and Stocks ACQUIRED During the Current Year and Fully DISPOSED OF During the Current Year

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21
CUSIP Identification	Description	Date Acquired	Name of Vendor	Disposal Date	Name of Purchaser	Pur Value (Bonds) or Number of Shares (Stock)	Actual Cost	Capitalization	Book/Adjusted Carrying Value At Disposal Date	Unrealized Volatility Increase/ (Decrease)	Current Year's (Amortization)/Accretion	Current Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in D/A C V	Total Foreign Exchange Change in B/A C V	Foreign Exchange Gains (Loss) on Disposal	Realized Gains (Loss) on Disposal	Total Gain (Loss) on Disposal	Interest and Dividends Received During Year	Sold for Accrual Interest and Dividends	
43700K-10-2	Canada Total Bonds, Inc	10/02/2004	Spir Off	11/07/2006	Options Asset Management	271	3,648	8,064	3,648	2,416	-	-	-	-	-	-	4,377	4,377	17	17
12006-10-2	Other Country	12/07/2006	Tax Free Exchange	12/07/2006	Cash adjustment	271	3,648	8,064	3,648	2,416	-	-	-	-	-	-	4,377	4,377	17	17
12006-10-2	Aleutian Islands	12/07/2006	Spir Off	12/07/2006	Options Asset Management	81	1,002	1,442	1,002	1,002	-	-	-	-	-	-	440	440	440	440
12006-10-2	Verity Ltd	11/07/2006	Spir Off	11/07/2006	Cash adjustment	81	1,002	1,442	1,002	1,002	-	-	-	-	-	-	440	440	440	440
439399	Total Industrial & Miscellaneous					352,015	326,844	1,016,355	326,844	978,844	-	-	-	-	-	-	442	442	1,555	1,555
259998	Total Common Stock					54,462	1,155,186	1,312,744	1,155,186	1,155,186	-	-	-	-	-	-	149,515	149,515	3,609	3,609
259999	Total Stocks					54,462	1,155,186	1,312,744	1,155,186	1,155,186	-	-	-	-	-	-	157,555	157,555	3,609	3,609
499999	Total Bond and Stock					1,371,749	3,045,972	5,339,099	3,045,972	2,048,726	-	-	-	-	-	-	149,767	149,767	81,000	81,000
																				32,714