Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning 09/01 **, 2008, and ending** 08/31 **, 2009**

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
FOELLINGER FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
520 E. BERRY STREET

City or town, state, and ZIP code
FORT WAYNE, IN 46802

A Employer identification number
35-6027059

B Telephone number (see page 10 of the instructions)
(260) 422-2900

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 142,775,705.

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

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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)
Revenue	1	Contributions gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	417.	417.		STMT 1
	4	Dividends and interest from securities	4,440,460.	4,440,460.		STMT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-3,717,974.			
	b	Gross sales price for all assets on line 6a 29,864,784.				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications			83,380.	
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	722,903.	4,440,877.	83,380.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	272,736.	78,126.		194,610.
	14	Other employee salaries and wages	318,058.	86,861.		231,197.
	15	Pension plans, employee benefits	117,443.	24,770.		92,673.
	16a	Legal fees (attach schedule) STMT 3	1,998.	263.	NONE	1,735.
	b	Accounting fees (attach schedule) STMT 4	29,014.	9,547.	NONE	19,467.
	c	Other professional fees (attach schedule) STMT 5	759,298.	623,927.		135,371.
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) **	58,037.	5,470.		26,435.
	19	Depreciation (attach schedule) and depletion	90,264.			
	20	Occupancy	69,137.	9,054.		60,083.
	21	Travel, conferences, and meetings	45,334.	7,655.		37,679.
	22	Printing and publications	10,414.	906.		9,508.
	23	Other expenses (attach schedule) STMT 7	113,473.	15,364.		98,109.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,885,206.	861,943.	NONE	906,867.
	25	Contributions, gifts, grants paid	5,354,948.			5,438,328.
	26	**Total expenses and disbursements** Add lines 24 and 25	7,240,154.	861,943.	NONE	6,345,195.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-6,517,251.			
	b	**Net investment income** (if negative, enter -0-)		3,578,934.		
	c	**Adjusted net income** (if negative, enter -0-)			83,380.	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. **STMT 6

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		Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	NONE	231,589.	231,589.
	2	Savings and temporary cash investments	1,726,582.	823,429.	823,429.
	3	Accounts receivable ▶ 561.			
		Less allowance for doubtful accounts ▶	1,051.	561.	561.
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) STMT 19	35,671,632.	26,739,684.	26,739,684.
	b	Investments - corporate stock (attach schedule) STMT 8	112,290,734.	98,377,294.	98,377,294.
	c	Investments - corporate bonds (attach schedule) STMT 19	11,545,585.	14,121,591.	14,121,591.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ STMT 21 4,138,943.			
		Less accumulated depreciation (attach schedule) ▶ STMT 21 1,657,386.	2,555,065.	2,481,557.	2,481,557.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	163,790,649.	142,775,705.	142,775,705.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ STMT 9)	7,242.		
	23	**Total liabilities** (add lines 17 through 22)	7,242.		
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	163,783,407.	142,775,705.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	163,783,407.	142,775,705.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	163,790,649.	142,775,705.	

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	163,783,407.
2	Enter amount from Part I, line 27a	2	-6,517,251.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	157,266,156.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	14,490,451.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	142,775,705.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE and STATEMENT 22			
b				
c				
d				
e				

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

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

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	-3,717,974.
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 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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 18 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))
2007	8,734,021.	172,211,010.	0.050717
2006	8,748,043.	171,824,729.	0.050913
2005	8,356,114.	163,695,917.	0.051047
2004	8,103,214.	161,350,641.	0.050221
2003	7,971,068.	160,254,584.	0.049740

2 **Total** of line 1, column (d)	2	0.252638
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	0.050528
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	124,357,059.
5 Multiply line 4 by line 3	5	6,283,513.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	35,789.
7 Add lines 5 and 6	7	6,319,302.
8 Enter qualifying distributions from Part XII, line 4	8	6,345,195.

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 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling letter __________ **(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	35,789.
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	
3	Add lines 1 and 2			3	35,789.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	35,789.
6	Credits/Payments				
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	40,000.		
b	Exempt foreign organizations-tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	40,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	4,211.
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 4,211. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ __________ (2) On foundation managers ▶ $ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* STMT 23	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ IN,			
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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.FOELLINGER.ORG

14 The books are in care of ▶ MR. DARRYL OLSON Telephone no ▶ 260-422-2900

Located at ▶ 520 E. BERRY ST. FORT WAYNE, IN ZIP + 4 ▶ 46802

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

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
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 20 of the instructions)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
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 2008 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 2008)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 22 of the instructions)?	5b	N/A	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If you answered "Yes" to 6b, also file Form 8870*	6b		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?	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 22 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 STATEMENT 11		272,736.	21,004.	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 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 STATEMENT 13		202,774.	27,375.	NONE

Total number of other employees paid over $50,000 ▶ NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 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
SEE STATEMENT 14		637,725.

Total number of others receiving over $50,000 for professional services ▶ NONE

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 FIFTIETH ANNIVERSARY EVENTS SEE ATTACHED STATEMENT 24	14,368.
2 GOVERNANCE AWARD SEE ATTACHED STATEMENT 24	52,435.
3 ERNEST E. WILLIAMS LECTURES SEE ATTACHED STATEMENT 24	17,159.
4	

Part IX-B Summary of Program-Related Investments (see page 23 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	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	123,904,395.
b	Average of monthly cash balances	1b	2,346,426.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	126,250,821.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	126,250,821.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,893,762.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	124,357,059.
6	**Minimum investment return.** Enter 5% of line 5	6	6,217,853.

Part XI Distributable Amount (see page 25 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	6,217,853.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	35,789.		
b	Income tax for 2008 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	35,789.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	6,182,064.
4	Recoveries of amounts treated as qualifying distributions			4	83,380.
5	Add lines 3 and 4			5	6,265,444.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	6,265,444.

Part XII Qualifying Distributions (see page 25 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	6,345,195.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	6,345,195.
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 26 of the instructions)	5	35,789.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,309,406.

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 26 of the instructions)

			(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1	Distributable amount for 2008 from Part XI, line 7					6,265,444.
2	Undistributed income, if any, as of the end of 2007					
a	Enter amount for 2007 only				3,335,444.	
b	Total for prior years 20____,20____,20____					
3	Excess distributions carryover, if any, to 2008					
a	From 2003					
b	From 2004					
c	From 2005					
d	From 2006					
e	From 2007					
f	**Total** of lines 3a through e					
4	Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 6,345,195.					
a	Applied to 2007, but not more than line 2a				3,335,444.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d	Applied to 2008 distributable amount					3,009,751.
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions					
e	Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f	Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009					3,255,693.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8	Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)					
9	**Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a		NONE			
10	Analysis of line 9					
a	Excess from 2004					
b	Excess from 2005					
c	Excess from 2006					
d	Excess from 2007					
e	Excess from 2008	NONE				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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 2008, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 27 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

SEE STATEMENT 15

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

SEE STATEMENT 16

c Any submission deadlines

SEE STATEMENT 17

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

SEE STATEMENT 18

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STATEMENT 26				5,438,328.
Total . . . . ▶ 3a				5,438,328.
b *Approved for future payment*				
SEE ATTACHED STATEMENT 27				4,923,756.
Total . . . . ▶ 3b				4,923,756.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	417.	
4 Dividends and interest from securities			14	4,440,460.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-3,717,974.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				722,903.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 722,903.

(See worksheet in line 13 instructions on page 28 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 28 of the instructions)
	NOT APPLICABLE

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

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

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

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

▶ Signature of officer or trustee

Date 11/13/10

▶ Title President

Paid Preparer's Use Only

Preparer's signature ▶ CPA

Date JAN 1 1 2010

Check if self-employed ▶ ☐

Preparer's identifying number (See **Signature** on page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code ▶
CROWE HORWATH LLP
9910 DUPONT CIRCLE DR E SUITE 230
FORT WAYNE, IN 46825-1612

EIN ▶ 35-0921680

Phone no 260-489-1949

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	VAR	VAR
15798271.		15585930.					212,341.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	VAR	VAR
14066513.		16207781.					-2141268.	
		FEF - INVESTMENTS PROPERTY TYPE: SECURITIES				P	VAR	VAR
							-1789047.	

TOTAL GAIN(LOSS)		....					-3717974.	
							==========	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME ON CHECKING	417.	417.
TOTAL	417.	417.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS	2,048,947.	2,048,947.
INTEREST ON SECURITIES	2,391,513.	2,391,513.
TOTAL	4,440,460.	4,440,460.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BAKER & DANIELS	870.	231.		639.
HELMKE, BEAMS, BOYER & WAGNER	1,128.	32.		1,096.
TOTALS	1,998.	263.	NONE	1,735.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CROWE CHIZEK AND COMPANY LLC	13,212.	5,352.		7,860.
DULIN, WARD & DEWALD	14,728.	3,910.		10,818.
INTERLOGIC OUTSOURCING	594.	158.		436.
ADP	480.	127.		353.
TOTALS	29,014.	9,547.	NONE	19,467.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
AMI INVESTMENT MANAGEMENT	57,542.	57,542.	
A PARTY APART	2,062.		2,062.
BOTTOM LINE MARKETING	56,636.	4,799.	51,837.
CHARITABLE ADVISORS, LLC	36,468.		36,468.
CITY OF FORT WAYNE	341.		341.
CORPORATE ALTERNATIVES	12,400.		12,400.
DULIN, WARD & DEWALD	4,949.	1,314.	3,635.
FISHER INVESTMENTS	523,547.	523,547.	
GRAND WAYNE CENTER	3,665.		3,665.
IMPACT STRATEGIES	7,875.		7,875.
LANDMARK CONFERENCE CENTRE	750.		750.
LETTER PERFECT SERVICES	1,295.		1,295.
MARKEY'S AUDIO VISUAL	5,235.		5,235.
PBS39 - WFWA	2,228.		2,228.
COMMITTEE FEES	5,800.	4,820.	980.
WBNI/WBOI RADIO	6,600.		6,600.
WELLS FARGO - CUSTODIAN	31,905.	31,905.	
TOTALS	759,298.	623,927.	135,371.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
EXCISE TAX	26,132.		
PAYROLL TAXES	31,905.	5,470.	26,435.
TOTALS	58,037.	5,470.	26,435.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
EDUCATION	5,282.	1,374.	3,908.
INSURANCE	15,256.	3,345.	11,911.
MAINTENANCE AGREEMENTS	49,951.	5,855.	44,096.
MEMBERSHIPS & DUES	12,868.	933.	11,935.
OFFICE SUPPLIES	21,705.	2,495.	19,210.
POSTAGE	2,250.	556.	1,694.
TELEPHONE	6,161.	806.	5,355.
TOTALS	113,473.	15,364.	98,109.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PREFERRED STOCK STMT 19	2,039,853.	1,741,898.	1,741,898.
COMMON STOCK STMT 19	79,933,723.	70,017,119.	70,017,119.
FOREIGN EQUITY FUND STMT 20	30,317,158.	26,618,277.	26,618,277.
TOTALS	112,290,734.	98,377,294.	98,377,294.

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		BEGINNING BOOK VALUE
CASH OVERDRAFT		7,242.
	TOTALS	7,242.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED LOSSES ON INVESTMENTS		14,490,451.
	TOTAL	14,490,451.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
BARBARA BURT 520 E. BERRY STREET FORT WAYNE, IN 46802	BOARD CHAIR (Retired) 15.	6,000.	NONE	NONE
DAVE BOBILYA 520 E. BERRY STREET FORT WAYNE, IN 46802	TREASURER 3.	16,200.	NONE	NONE
CHERYL TAYLOR 520 E. BERRY STREET FORT WAYNE, IN 46802	PRESIDENT - CEO 45.	155,586.	21,004.	NONE
MARY BARKSDALE 520 E. BERRY STREET FORT WAYNE, IN 46802	VICE CHAIR, SECRETARY 3.	14,550.	NONE	NONE
CAROLYN HUGHES 520 E. BERRY STREET FORT WAYNE, IN 46802	BOARD CHAIR 15.	22,050.	NONE	NONE
RICHARD PIERCE 520 E. BERRY STREET FORT WAYNE, IN 46802	DIRECTOR 2.	15,750.	NONE	NONE

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
THOMAS FELTS 520 E. BERRY STREET FORT WAYNE, IN 46802	DIRECTOR 2.	15,750.	NONE	NONE
ROBERT TAYLOR 520 E. BERRY STREET FORT WAYNE, IN 46802	DIRECTOR 2.	14,250.	NONE	NONE
MARK KEEN 520 E. BERRY STREET FORT WAYNE, IN 46802	DIRECTOR 2.	12,600.	NONE	NONE
	GRAND TOTALS	272,736.	21,004.	NONE

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DAWN MARTZ 520 E BERRY ST FORT WAYNE, IN 46802	SENIOR PROG OFFICER 45.	100,599.	13,581.	NONE
DARRYL OLSON 520 E BERRY ST FORT WAYNE, IN 46802	DIR. OF FIN & ADMIN 45.	102,175.	13,794.	NONE
	TOTAL COMPENSATION	202,774.	27,375.	NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
FISHER INVESTMENTS, INC. 13100 SKYLINE BOULEVARD WOODSIDE, CA 94062	INVESTMENT MGMT	523,547.
BOTTOM LINE MARKETING SOLUTIONS 5836 HIGHVIEW DRIVE FORT WAYNE, IN 46818	COMMUNICATIONS	56,636.
AMI INVESTMENT MANAGEMENT, INC. 710 KRUEGER STREET KENDALLVILLE, IN 46755	INVESTMENT MGMT	57,542.
TOTAL COMPENSATION		637,725.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

CHERYL TAYLOR
520 EAST BERRY STREET
FORT WAYNE, IN 46802
260-422-2900

ALSO, REFER TO FOUNDATION WEBSITE:
HTTP://FOELLINGER.ORG/

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

SEE "GRANT APPLICATION" ATTACHED STATEMENTS - THREE FORMATS FOR VARIOUS GRANT TYPES. ALSO, REFER TO FOUNDATION WEBSITE: HTTP://FOELLINGER.ORG/

990PF, PART XV - SUBMISSION DEADLINES

SEE "GRANT APPLICATION" ATTACHED STATEMENTS 25A-C.
ALSO, REFER TO FOUNDATION WEBSITE:
HTTP://FOELLINGER.ORG/

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

SEE "GRANT APPLICATION" ATTACHED STATEMENTS 25A-C.
ALSO, REFER TO FOUNDATION WEBSITE:
HTTP://FOELLINGER.ORG/

FD433
SUMMARY STATEMENT
OF INVESTMENT HOLDINGS
BY SECURITY CATEGORIZATION

FOELLINGER FOUNDATION, INC.
CONSOLIDATED
BASE CURRENCY: USD

70178199
AS OF AUGUST 31,2009

	COST	MARKET VALUE	ACCRUED INCOME	%GAIN (LOSS)	% MKT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
SETTLED CASH	0.00	0.00	0.00	.0	.0	0.00	.00
RECEIVABLES	515,325.86	515,325.86		.0	.5		
NET CASH	515,325.86	515,325.86		.0	.5		
CASH EQUIVALENTS							
SHORT TERM FUNDS	823,428.98	823,428.98	101.39	.0	.7	332.11	.04
CASH EQUIVALENTS	823,428.98	823,428.98	101.39	.0	.7	332.11	.04
FIXED INCOME							
GOVERNMENT AND AGENCIES	16,400,585.66	16,929,474.45 ①	93,889.18	3.2	14.9	772,343.68	4.56
MUNICIPAL BONDS	9,444,802.45	9,810,209.75	138,151.11	3.9	8.6	501,550.00	5.11
CORPORATE BONDS AND NOTES	13,910,035.64	14,121,590.74 ②	171,222.93	1.5	12.4	745,795.63	5.28
FIXED INCOME	39,755,423.75	40,861,274.94	403,263.22	2.8	35.9	2,019,689.31	4.94
PREFERRED STOCK							
PREFERRED STOCK MISC	2,062,979.54	1,741,898.00	0.00	(15.6)	1.5	128,218.30	7.36
PREFERRED STOCK	2,062,979.54	1,741,898.00	0.00	(15.6)	1.5	128,218.30	7.36
COMMON STOCK							
HEALTH CARE	4,377,091.82	3,820,758.50	8,896.50	(12.7)	3.4	81,512.00	2.13
UTILITIES	2,199,142.32	1,828,089.00	3,486.00	(16.9)	1.6	87,199.00	4.77
FINANCIALS	8,652,496.63	7,493,299.25	0.00	(13.4)	6.6	180,798.00	2.41
CONSUMER STAPLES	2,806,128.72	3,003,654.00	3,052.00	7.0	2.6	79,913.00	2.66
CONSUMER DISCRETIONARY	7,578,407.15	9,209,581.45	6,765.00	21.5	8.1	112,663.30	1.22
MATERIALS	8,116,272.31	7,020,396.25	8,967.00	(13.5)	6.2	102,671.40	1.46
ENERGY	10,529,958.80	8,356,671.50	28,230.25	(20.6)	7.3	88,191.00	1.06
INFORMATION TECHNOLOGY	15,737,120.23	14,614,153.50	19,053.00	(7.1)	12.8	115,273.00	.79
INDUSTRIALS	14,149,190.78	11,770,253.50	29,717.50	(16.8)	10.3	244,326.00	2.08
TELECOMMUNICATION SERVICE	363,573.71	294,670.12	0.00	(19.0)	.3	17,480.00	5.93
ADR'S	2,386,281.11	2,605,592.00	3,794.00	9.2	2.3	40,926.00	1.57
COMMON STOCK	76,895,663.58	70,017,119.07	111,961.25	(8.9)	61.4	1,150,952.70	1.64
NET ASSETS	120,052,821.71	113,959,046.85	515,325.86	(5.1)	100.0	3,299,192.42	2.90

STATEMENT 19

Σ① 26,739,684 — government obligations
Σ② 14,121,591 — bonds

FD434
SUMMARY STATEMENT
OF ASSETS AND LIABILITIES
BY CURRENCY

FOELLINGER FOUNDATION, INC.
CONSOLIDATED
BASE CURRENCY: USD

AS OF AUGUST 31,2009

	COST	MARKET VALUE	ACCRUED INCOME	%GAIN (LOSS)	%PORT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
UNITED STATES DOLLAR	120,052,821.71	113,959,046.85	515,325.86	5.0	100.0	3,299,192.42	2.90
NET ASSETS	120,052,821.71	113,959,046.85	515,325.86	5.0	100.0	3,299,192.42	2.90

STATEMENT 19

WELLS FARGO

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

FOELLINGER FOUNDATION, INC.
CONSOLIDATED
BASE CURRENCY: USD

70178199
AS OF AUGUST 31,2009

* * CASH * *	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) CURRENCY
UNITED STATES DOLLAR			
TOTAL CASH	0.00	0.00 0.00	0.00

STATEMENT 19

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

FOELLINGER FOUNDATION, INC.
CONSOLIDATED
BASE CURRENCY: USD

AS OF AUGUST 31,2009

* * SECURITIES * *		UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
UNITED STATES DOLLAR					
CASH EQUIVALENTS					
SHORT TERM FUNDS					
NON PROPRIETARY FUNDS					
FEDERATED PRIME CASH OBL 854 VP3144160 70178101 YLD	0.04	100.00 100.00 254,212.9900	254,212.99	254,212.99 34.50	0.00
FEDERATED PRIME CASH OBL 854 VP3144160 70178102 YLD	0.04	100.00 100.00 383,830.8800	383,830.88	383,830.88 55.86	0.00
FEDERATED PRIME CASH OBL 854 VP3144160 70178103 YLD	0.04	100.00 100.00 185,385.1100	185,385.11	185,385.11 11.03	0.00
SUB TOTAL		823,428.9800	823,428.98	823,428.98 101.39	0.00
TOTAL NON PROPRIETARY FUNDS		823,428.9800	823,428.98	823,428.98 101.39	0.00
TOTAL SHORT TERM FUNDS		823,428.9800	823,428.98	823,428.98 101.39	0.00
TOTAL CASH EQUIVALENTS		823,428.9800	823,428.98	823,428.98 101.39	0.00
FIXED INCOME					
GOVERNMENT AND AGENCIES					
US TREASURY BONDS AND NTS					
U S TREASURY INFL INDEX DTD 01/18/05 1.625 01/15/2015 912828DH0 70178102 YLD	1.43	112.8885 113.0888 1,400,000	1,580,438.53	1,583,243.20 3,351.07	2,804.67
US TREASURY INFLATION INDEX DTD 01/17/06 2.000 01/15/2016 912828ET3 70178102 MOODYS AAA S&P N/A YLD	1.80	109.5865 110.766 1,335,000	1,462,979.32	1,478,726.10 3,783.65	15,746.78

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* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
TOTAL US TREASURY BONDS AND NTS	2,735,000	3,043,417.85	3,061,969.30 7,134.72	18,551.45
AGENCY BONDS				
FED FARM CREDIT BK DTD 08/01/07 5.550 08/01/2017 31331XS52 70178102 MOODYS AAA S&P AAA YLD 5.02	110.8619 110.344 1,000,000	1,108,619.44	1,103,440.00 4,625.00	(5,179.44)
FED HOME LN BK DTD 10/16/07 5.700 10/16/2017 3133XMJT9 70178102 MOODYS AAA S&P AAA YLD 5.66	100.00 100.625 1,500,000	1,500,000.00	1,509,375.00 32,062.50	9,375.00
FED HOME LN BK DTD 06/10/08 4.050 06/10/2013 3133XRDH0 70178102 MOODYS AAA S&P AAA YLD 3.94	100.00 102.75 600,000	600,000.00	616,500.00 5,467.50	16,500.00
FED HOME LN MTG CORP DTD 02/15/08 4.800 02/15/2018 3133XPED2 70178102 MOODYS AAA S&P AAA YLD 4.70	100.00 102.031 1,000,000	1,000,000.00	1,020,310.00 2,133.33	20,310.00
TOTAL AGENCY BONDS	4,100,000	4,208,619.44	4,249,625.00 44,288.33	41,005.56
AGENCY MORTGAGE-BACKED SE				
FED HOME LN MTG CORP SER 2580 CL VB *14 DAY DELAY* DTD 03/01/03 5.500 04/15/2023 31393MA43 70178102 MOODYS N/A S&P N/A YLD 5.30	98.9688 103.595 1,500,000	1,484,531.25	1,553,925.00 6,875.00	69,393.75
FED HOME LN MTG CORP SER 2796 CL BC *14 DAY DELAY* DTD 05/01/04 5.500 10/15/2031 31394YEQ3 70178102 MOODYS N/A S&P N/A YLD 5.32	98.5313 103.256 1,000,000	985,312.50	1,032,560.00 4,583.33	47,247.50
FED HOME LN MTG CORP SER 3200 CL GC *14 DAY DELAY* DTD 08/01/06 5.500 12/15/2032 31397AHE6 70178102 MOODYS N/A S&P N/A YLD 5.26	98.9375 104.47 1,300,000	1,286,187.50	1,358,110.00 5,958.33	71,922.50

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FOELLINGER FOUNDATION, INC.
CONSOLIDATED
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70178199
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* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
FED HOME LN MTG CORP SER 3310 CL PC *14 DAY DELAY* DTD 04/01/07 5.500 09/15/2032 31397GBG4 70178102 MOODYS N/A S&P N/A YLD 5.25	99.125 104.569 1,497,389	1,484,286.85	1,565,804.70 6,863.03	81,517.85
FED NATL MTG ASSN SER 2006-99 CL PC *24 DAY DELAY* DTD 09/01/06 5.500 12/25/2033 31396LAB6 70178102 MOODYS N/A S&P N/A YLD 5.23	100.4219 105.145 1,000,000	1,004,218.75	1,051,450.00 4,583.33	47,231.25
TOTAL AGENCY MORTGAGE-BACKED SE	6,297,389	6,244,536.85	6,561,849.70 28,863.02	317,312.85
AGENCY POOLS				
FED HOME LN MTG CORP POOL #C91008 DTD 12/01/06 6.500 12/01/2026 3128P7DM2 70178102 MOODYS N/A S&P N/A YLD 6.03	102.638 107.738 774,858.6000	795,299.37	834,817.16 4,197.15	39,517.79
FED HOME LN MTG CORP POOL #C91015 DTD 12/01/06 5.000 12/01/2026 3128P7DU4 70178102 MOODYS N/A S&P N/A YLD 4.80	98.3090 104.095 596,735.3000	586,644.51	621,171.61 2,486.40	34,527.10
FED HOME LN MTG CORP POOL #G30307 DTD 12/01/06 6.000 01/01/2027 3128CUKU9 70178102 MOODYS N/A S&P N/A YLD 5.62	103.0938 106.6020 712,790.1600	734,842.11	759,848.57 3,563.95	25,006.46
FED NATL MTG ASSN POOL #256125 DTD 01/01/06 5.000 01/01/2026 31371MPJ0 70178102 MOODYS N/A S&P N/A YLD 4.79	97.7500 104.327 805,345.8000	787,225.53	840,193.11 3,355.61	52,967.58
TOTAL AGENCY POOLS	2,889,729.8600	2,904,011.52	3,056,030.45 13,603.11	152,018.93
TOTAL GOVERNMENT AND AGENCIES	16,022,118.8600	16,400,585.66	16,929,474.45 93,889.18	528,888.79

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WELLS FARGO

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
MUNICIPAL BONDS				
MUNICIPAL - TAXABLE				
APPLETON WIS TAXABLE-PROM NTS-SER B DTD 07/01/02 5.750 04/01/2012 038105S94 70178102 MOODYS AA1 S&P N/R YLD 5.63	100.00 102.067 1,000,000	1,000,000.00	1,020,670.00 23,958.33	20,670.00
AURORA ILL REF-TAXABLE-CORP PURP-SER B DTD 12/15/01 5.600 01/01/2012 051645QY8 70178102 MOODYS BAA1 S&P AA+ YLD 5.13	97.021 109.075 1,045,000	1,013,869.45	1,139,833.75 9,753.33	125,964.30
GREATER ORLANDO AVIATION AUTH TAXABLE-SER B DTD 06/16/09 4.780 10/01/2014 392274XF8 70178102 MOODYS AA3 S&P A+ YLD 4.43	103.383 107.696 600,000	620,298.00	646,176.00 5,975.00	25,878.00
ILLINOIS MUN ELEC AGY PWR SUPP TAXABLE-SER B DTD 08/06/09 4.580 02/01/2014 452024GK2 70178102 MOODYS A1 S&P A+ YLD 4.35	100.00 105.231 500,000	500,000.00	526,155.00 1,590.28	26,155.00
ILLINOIS ST TXBL DTD 06/12/03 4.350 06/01/2018 452151LD3 70178102 MOODYS A1 S&P AA- YLD 4.42	95.529 98.203 1,000,000	955,290.00	982,030.00 10,875.00	26,740.00
INDIANAPOLIS IND LOC PUB IMPT TAXABLE-SER 2005-A DTD 02/03/05 4.870 07/15/2016 45528SHE9 70178102 MOODYS AA1 S&P AAA YLD 4.76	98.85 102.203 1,000,000	988,500.00	1,022,030.00 6,222.78	33,530.00
LOWELL MASS TAXABLE-PKG GARAGE-SER B DTD 09/15/06 5.500 09/15/2018 5476438J8 70178102 MOODYS AA3 S&P N/R YLD 5.10	103.726 107.818 1,250,000	1,296,575.00	1,347,725.00 31,701.39	51,150.00
MINNESOTA ST TAXABLE DTD 10/01/01 5.250 10/01/2009 604128200 70178102 MOODYS AA1 S&P AAA YLD 5.22	100.00 100.399 1,000,000	1,000,000.00	1,003,990.00 21,875.00	3,990.00

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* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
STRATFORD CONN TAXABLE DTD 08/13/98 6.450 02/15/2011 862811TN6 70178102 MOODYS A1 S&P AA- YLD 6.20	105.886 104.005 1,000,000	1,058,860.00	1,040,050.00 2,866.67	(18,810.00)
WILL CNTY ILL CMNTY CONS SCH D REF-TAXABLE-SER C DTD 06/15/07 5.600 10/01/2017 968717NQ7 70178102 MOODYS AA3 S&P N/R YLD 5.17	101.141 108.155 1,000,000	1,011,410.00	1,081,550.00 23,333.33	70,140.00
TOTAL MUNICIPAL - TAXABLE	9,395,000	9,444,802.45	9,810,209.75 138,151.11	365,407.30
TOTAL MUNICIPAL BONDS	9,395,000	9,444,802.45	9,810,209.75 138,151.11	365,407.30
CORPORATE BONDS AND NOTES				
ASSET-BACKED SECURITIES				
JP MORGAN MORTGAGE TRUST SER 2005-S2 CL 2A10 *24 DAY DELAY* DTD 08/01/05 5.500 09/25/2035 466247VC4 70178102 MOODYS N/A S&P BBB YLD 8.10	93.6406 67.875 1,000,000	936,406.25	678,750.00 4,583.33	(257,656.25)
WACHOVIA AUTO LOAN OWNER TRUST SER 2007-1 CL A3A *0 DAY DELAY* DTD 06/07/07 5.290 04/20/2012 92978BAC4 70178102 MOODYS AAA S&P AAA YLD 5.17	100.2500 102.154 1,272,129.0800	1,275,309.39	1,299,530.74 2,056.26	24,221.35
TOTAL ASSET-BACKED SECURITIES	2,272,129.0800	2,211,715.64	1,978,280.74 6,639.59	(233,434.90)
FINANCIALS				
BEAR STEARNS CO INC DTD 11/25/06 5.550 01/22/2017 073902PN2 70178102 MOODYS A1 S&P A YLD 5.48	99.45 101.136 1,000,000	994,500.00	1,011,360.00 6,012.50	16,860.00
COUNTRYWIDE HOME LNS INC MED TERM NOTE TRANCHE # TR 00313 DTD 03/22/04 4.000 03/22/2011 22237LPA4 70178102 MOODYS A2 S&P A YLD 3.96	97.802 100.97 1,000,000	978,020.00	1,009,700.00 17,666.67	31,680.00

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* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
GENERAL ELEC CAP CORP MED TERM NOTE TRANCHE # TR 00669 DTD 11/19/04 4.375 11/21/2011 36962GM68 70178102 MOODYS AA2 S&P AA+ YLD 4.23	99.66 103.377 2,000,000	1,993,200.00	2,067,540.00 24,305.56	74,340.00
GOLDMAN SACHS GROUP INC DTD 09/19/06 5.750 10/01/2016 38141GER1 70178102 MOODYS A1 S&P A YLD 5.55	101.75 103.488 500,000	508,750.00	517,440.00 11,979.17	8,690.00
HOUSEHOLD FINANCE CORP DTD 07/18/00 8.000 07/15/2010 441812GM0 70178102 MOODYS A3 S&P A YLD 7.62	100.27 104.908 1,000,000	1,002,700.00	1,049,080.00 10,222.22	46,380.00
KIMBERLY-CLARK DTD 07/30/2007 6.125 08/01/2017 494368BB8 70178102 MOODYS A2 S&P A YLD 5.40	107.875 113.382 1,000,000	1,078,750.00	1,133,820.00 5,104.17	55,070.00
TOTAL FINANCIALS	6,500,000	6,555,920.00	6,788,940.00 75,290.29	233,020.00
INDUSTRIALS				
DUPONT EI NEMOUR DTD 11/12/02 4.750 11/15/2012 263534BK4 70178102 MOODYS A2 S&P A YLD 4.41	101.621 107.604 1,000,000	1,016,210.00	1,076,040.00 13,986.11	59,830.00
KELLOGG CO DTD 03/06/08 4.250 03/06/2013 487836BA5 70178102 MOODYS A3 S&P BBB+ YLD 4.06	102.345 104.613 1,000,000	1,023,450.00	1,046,130.00 20,659.72	22,680.00
MCDONALD'S CORP DTD 10/18/07 5.800 10/15/2017 58013MEB6 70178102 MOODYS A3 S&P A YLD 5.20	108.861 111.34 1,000,000	1,088,610.00	1,113,400.00 21,911.11	24,790.00
TOTAL INDUSTRIALS	3,000,000	3,128,270.00	3,235,570.00 56,556.94	107,300.00

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* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
UTILITIES				
BELLSOUTH CORP DTD 11/15/04 4.750 11/15/2012 079860AJ1 70178102 MOODYS A2 S&P A YLD 4.44	101.413 106.792 1,000,000	1,014,130.00	1,067,920.00 13,986.11	53,790.00
NATIONAL FUEL GAS CO MED TERM NOTE TRANCHE # TR 00024 SER E DTD 11/21/00 7.500 11/22/2010 63618EAZ4 70178102 MOODYS BAA1 S&P BBB YLD 7.13	100.00 105.088 1,000,000	1,000,000.00	1,050,880.00 18,750.00	50,880.00
TOTAL UTILITIES	2,000,000	2,014,130.00	2,118,800.00 32,736.11	104,670.00
TOTAL CORPORATE BONDS AND NOTES	13,772,129.0800	13,910,035.64	14,121,590.74 171,222.93	211,555.10
TOTAL FIXED INCOME	39,189,247.9400	39,755,423.75	40,861,274.94 403,263.22	1,105,851.19
PREFERRED STOCK				
PREFERRED STOCK MISC				
BAC CAPITAL TRUST IV PFD 5.875 055185201 70178102 YLD 8.28	23.8774 17.73 26,700	637,526.01	473,391.00 0.00	(164,135.01)
J P MORGAN CHASE CAP XI SER K 46626V207 70178102 YLD 6.50	23.5799 22.60 27,200	641,373.89	614,720.00 0.00	(26,653.89)
MERRILL LYNCH CAPITAL TRUST III 7% SERIES 59021F206 70178102 YLD 9.08	25.6439 19.255 5,800	148,734.64	111,679.00 0.00	(37,055.64)
WELLS FARGO CAP TRST VII 94979B204 70178102 YLD 7.17	23.8852 20.38 26,600	635,345.00	542,108.00 0.00	(93,237.00)

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* * SECURITIES * *		UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
TOTAL PREFERRED STOCK MISC		86,300	2,062,979.54	1,741,898.00 0.00	(321,081.54)
TOTAL PREFERRED STOCK		86,300	2,062,979.54	1,741,898.00 0.00	(321,081.54)
COMMON STOCK					
HEALTH CARE					
HEALTH CARE EQUIP AND SER					
CIGNA CORP 125509109 70178103	YLD 0.13	41.0702 29.43 12,300	505,163.16	361,989.00 0.00	(143,174.16)
HUMANA INC 444859102 70178103		43.0416 35.70 9,100	391,678.17	324,870.00 0.00	(66,808.17)
MEDTRONIC INC 585055106 70178103	YLD 2.14	51.7580 38.30 13,700	709,084.75	524,710.00 0.00	(184,374.75)
SCHEIN HENRY INC 806407102 70178103		46.3302 52.98 1,125	52,121.44	59,602.50 0.00	7,481.06
STERIS CORP COM 859152100 70178103	YLD 1.51	26.6663 29.02 3,700	98,665.14	107,374.00 407.00	8,708.86
WELLPOINT INC COM 94973V107 70178103		62.7882 52.85 2,800	175,806.84	147,980.00 0.00	(27,826.84)
TOTAL HEALTH CARE EQUIP AND SER		42,725	1,932,519.50	1,526,525.50 407.00	(405,994.00)
PHARMA BIOTECH AND LIFE S					
BIO RAD LABS INC CL A 090572207 70178103		61.5658 86.26 1,250	76,957.22	107,825.00 0.00	30,867.78
CELGENE CORP COM 151020104 70178103		40.2145 52.17 11,500	462,466.57	599,955.00 0.00	137,488.43

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WELLS FARGO

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FOELLINGER FOUNDATION, INC.
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* * SECURITIES * *		UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
ELI LILLY & CO COM 532457108 70178103	YLD 5.85	55.8417 33.46 9,500	530,496.12	317,870.00 4,655.00	(212,626.12)
JOHNSON & JOHNSON 478160104 70178103	YLD 3.24	63.6293 60.44 7,500	477,220.12	453,300.00 3,675.00	(23,920.12)
MERCK & CO INC 589331107 70178103	YLD 4.68	37.6296 32.43 22,500	846,666.93	729,675.00 0.00	(116,991.93)
PERRIGO CO 714290103 70178103	YLD 0.74	17.5053 29.52 2,900	50,765.36	85,608.00 159.50	34,842.64
TOTAL PHARMA BIOTECH AND LIFE S		55,150	2,444,572.32	2,294,233.00 8,489.50	(150,339.32)
TOTAL HEALTH CARE		97,875	4,377,091.82	3,820,758.50 8,896.50	(556,333.32)
UTILITIES					
UTILITIES					
ALLIANT ENERGY CORPORATION 018802108 70178103	YLD 5.69	32.7113 26.34 9,500	310,757.61	250,230.00 0.00	(60,527.61)
AVISTA CORP COM 05379B107 70178103	YLD 4.30	19.3515 19.52 4,100	79,341.24	80,032.00 861.00	690.76
CALIFORNIA WTR SVC GROUP COM 130788102 70178103	YLD 3.17	44.1433 37.22 850	37,521.79	31,637.00 0.00	(5,884.79)
CLECO CORP NEW COM 12561W105 70178103	YLD 3.68	26.1077 24.42 1,800	46,993.88	43,956.00 0.00	(3,037.88)
DTE ENERGY CO COM 233331107 70178103	YLD 6.09	38.6923 34.78 8,750	338,557.76	304,325.00 0.00	(34,232.76)

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* * SECURITIES * *		UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
EDISON INTL COM 281020107 70178103	YLD 3.71	44.1097 33.41 4,500	198,493.65	150,345.00 0.00	(48,148.65)
EXELON CORPORATION 30161N101 70178103	YLD 4.19	84.1703 50.02 5,000	420,851.50	250,100.00 2,625.00	(170,751.50)
IDACORP INC COM 451107106 70178103	YLD 4.21	31.6912 28.48 2,750	87,150.75	78,320.00 0.00	(8,830.75)
NORTHWEST NAT GAS CO 667655104 70178103	YLD 3.75	43.0666 42.10 1,000	43,066.57	42,100.00 0.00	(966.57)
PPL CORPORATION 69351T106 70178103	YLD 4.69	30.7172 29.40 6,000	184,303.32	176,400.00 0.00	(7,903.32)
SCANA CORP-W/I 80589M102 70178103	YLD 5.42	40.0824 34.68 7,500	300,617.85	260,100.00 0.00	(40,517.85)
SEMPRA ENERGY COM 816851109 70178103	YLD 3.10	47.3395 50.17 3,200	151,486.40	160,544.00 0.00	9,057.60
TOTAL UTILITIES		54,950	2,199,142.32	1,828,089.00 3,486.00	(371,053.32)
TOTAL UTILITIES		54,950	2,199,142.32	1,828,089.00 3,486.00	(371,053.32)
FINANCIALS					
INSURANCE					
HORACE MANN EDUCATORS CORP NEW 440327104 70178103	YLD 1.71	17.6190 12.25 8,150	143,594.82	99,837.50 0.00	(43,757.32)
PROTECTIVE LIFE CORP 743674103 70178103	YLD 2.22	27.4267 21.55 4,900	134,390.80	105,595.00 0.00	(28,795.80)

STATEMENT 19

WELLS FARGO

* * SECURITIES * *		UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
UNUM GROUP 91529Y106 70178103	YLD 1.46	17.5481 22.53 17,700	310,602.17	398,781.00 0.00	88,178.83
TOTAL INSURANCE		30,750	588,587.79	604,213.50 0.00	15,625.71
BANKS					
BOSTON PRIVATE FINL HLDGS INC COM 101119105 70178103	YLD 0.79	26.1451 5.02 3,500	91,507.69	17,570.00 0.00	(73,937.69)
EAST WEST BANCORP INC COM 27579R104 70178103	YLD 0.43	12.3234 9.21 6,550	80,718.17	60,325.50 0.00	(20,392.67)
FIRST MIDWEST BANCORP INC DEL 320867104 70178103	YLD 0.38	14.2502 10.26 4,300	61,275.77	44,118.00 0.00	(17,157.77)
GLACIER BANCORP INC MONTANA 37637Q105 70178103	YLD 3.48	20.4898 14.91 7,800	159,820.06	116,298.00 0.00	(43,522.06)
PACIFIC CAP BANCORP NEW 69404P101 70178103		15.6909 2.43 3,100	48,641.88	7,533.00 0.00	(41,108.88)
STERLING FINL CORP WASH COM 859319105 70178103		12.3619 2.12 8,400	103,839.66	17,808.00 0.00	(86,031.66)
SVB FINL GROUP 78486Q101 70178103		27.6158 39.75 3,300	91,131.98	131,175.00 0.00	40,043.02
UCBH HOLDINGS INC 90262T308 70178103	YLD 3.03	18.4793 1.32 9,400	173,705.11	12,408.00 0.00	(161,297.11)
WEBSTER FINL CORP WATERBURY CONN COM 947890109 70178103	YLD 0.30	33.8971 13.07 2,700	91,522.14	35,289.00 0.00	(56,233.14)

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* * SECURITIES * *		UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
WESTAMERICA BANCORPORATION 957090103 70178103	YLD 2.72	47.7007 51.43 3,175	151,449.61	163,290.25 0.00	11,840.64
TOTAL BANKS		52,225	1,053,612.07	605,814.75 0.00	(447,797.32)
DIVERSIFIED FINANCIALS					
BANK NEW YORK MELLON CORP COM COM 064058100 70178103	YLD 1.21	32.0426 29.61 19,200	615,217.72	568,512.00 0.00	(46,705.72)
EATON VANCE CORP COM NON VTG 278265103 70178103	YLD 2.17	25.5942 28.57 37,700	964,900.56	1,077,089.00 0.00	112,188.44
JANUS CAP GROUP INC COM 47102X105 70178103	YLD 0.31	15.1833 12.72 68,600	1,041,574.61	872,592.00 0.00	(168,982.61)
NORTHERN TRUST CORP 665859104 70178103	YLD 1.91	55.7887 58.46 12,200	680,622.11	713,212.00 0.00	32,589.89
RAYMOND JAMES FINL INC 754730109 70178103	YLD 1.93	28.1552 22.75 6,050	170,338.85	137,637.50 0.00	(32,701.35)
T ROWE PRICE GROUP INC 74144T108 70178103	YLD 2.20	37.8711 45.30 19,700	746,060.79	892,410.00 0.00	146,349.21
WADDELL & REED FINANCIAL INC COM CLASS A 930059100 70178103	YLD 2.86	24.3202 26.53 5,300	128,897.15	140,609.00 0.00	11,711.85
TOTAL DIVERSIFIED FINANCIALS		168,750	4,347,611.79	4,402,061.50 0.00	54,449.71

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WELLS FARGO

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
REAL ESTATE				
ALEXANDRIA REAL ESTATE EQUITIES INC COM 015271109 70178103 YLD 2.51	73.5470 55.71 4,075	299,704.22	227,018.25 0.00	(72,685.97)
AMB PPTY CORP COM 00163T109 70178103 YLD 4.90	41.0630 22.83 8,250	338,769.53	188,347.50 0.00	(150,422.03)
CAMDEN PPTY TR SH BEN INT 133131102 70178103 YLD 4.90	52.4745 36.70 5,500	288,609.57	201,850.00 0.00	(86,759.57)
CEDAR SHOPPING CTRS INC COM NEW 150602209 70178103	10.3763 6.43 11,600	120,364.93	74,588.00 0.00	(45,776.93)
CORPORATE OFFICE PROPERTIES COM 22002T108 70178103 YLD 4.04	42.3666 36.86 3,350	141,928.02	123,481.00 0.00	(18,447.02)
ESSEX PPTY TR COM 297178105 70178103 YLD 5.52	90.9388 74.61 3,100	281,910.24	231,291.00 0.00	(50,619.24)
MID AMERICA APARTMENT COM 59522J103 70178103 YLD 5.61	53.7160 43.78 2,550	136,975.85	111,639.00 0.00	(25,336.85)
NATIONAL RETAIL PPTYS INC COM 637417106 70178103 YLD 7.30	21.8235 20.52 3,800	82,929.32	77,976.00 0.00	(4,953.32)
PARKWAY PPTYS INC COM 70159Q104 70178103 YLD 7.18	49.9644 18.10 2,100	104,925.27	38,010.00 0.00	(66,915.27)
PUBLIC STORAGE INC COM 74460D109 70178103 YLD 3.11	70.8304 70.55 2,400	169,993.06	169,320.00 0.00	(673.06)
SENIOR HOUSING PROP TRUST 81721M109 70178103 YLD 7.17	20.5548 20.06 6,350	130,523.01	127,381.00 0.00	(3,142.01)

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DETAIL STATEMENT OF
ASSETS AND LIABILITIES

FOELLINGER FOUNDATION, INC.
CONSOLIDATED
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* * SECURITIES * *		UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
SOVRAN SELF STORAGE INC COM 84610H108 70178103	YLD 6.12	44.5983 29.39 3,675	163,898.75	108,008.25 0.00	(55,890.50)
STRATEGIC HOTELS & RESORTS INC COM 86272T106 70178103		23.3079 1.37 4,150	96,727.60	5,685.50 0.00	(91,042.10)
WEINGARTEN RLTY INVS SH BEN INT 948741103 70178103	YLD 5.03	30.8511 19.86 9,900	305,425.61	196,614.00 0.00	(108,811.61)
TOTAL REAL ESTATE		70,800	2,662,684.98	1,881,209.50 0.00	(781,475.48)
TOTAL FINANCIALS		322,525	8,652,496.63	7,493,299.25 0.00	(1,159,197.38)
CONSUMER STAPLES					
FOOD AND STAPLES RETAILIN					
BJS WHSL CLUB INC COM 05548J106 70178103		30.2717 32.60 13,275	401,856.81	432,765.00 0.00	30,908.19
WAL MART STORES INC 931142103 70178103	YLD 2.14	57.1753 50.87 11,200	640,363.36	569,744.00 3,052.00	(70,619.36)
TOTAL FOOD AND STAPLES RETAILIN		24,475	1,042,220.17	1,002,509.00 3,052.00	(39,711.17)
FOOD BEVERAGE AND TOBACCO					
CORN PRODS INTL INC COM 219023108 70178103	YLD 1.88	26.5553 29.66 3,125	82,985.18	92,687.50 0.00	9,702.32
HEINZ H J CO 423074103 70178103	YLD 4.36	37.7063 38.50 15,800	595,759.54	608,300.00 0.00	12,540.46
TOTAL FOOD BEVERAGE AND TOBACCO		18,925	678,744.72	700,987.50 0.00	22,242.78

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* * SECURITIES * *		UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
HOUSEHOLD AND PERSONAL PR					
ALBERTO-CULVER CO 013078100 70178103	YLD 1.13	30.7121 26.39 6,650	204,235.58	175,493.50 0.00	(28,742.08)
CLOROX CO 189054109 70178103	YLD 3.38	59.7935 59.09 10,700	639,790.81	632,263.00 0.00	(7,527.81)
PROCTER & GAMBLE CO 742718109 70178103	YLD 3.25	26.4986 54.11 9,100	241,137.44	492,401.00 0.00	251,263.56
TOTAL HOUSEHOLD AND PERSONAL PR		26,450	1,085,163.83	1,300,157.50 0.00	214,993.67
TOTAL CONSUMER STAPLES		69,850	2,806,128.72	3,003,654.00 3,052.00	197,525.28
CONSUMER DISCRETIONARY					
AUTOMOBILES AND COMPONENT					
HARLEY DAVIDSON INC 412822108 70178103	YLD 1.66	16.5693 23.98 7,800	129,240.54	187,044.00 0.00	57,803.46
JOHNSON CONTROLS INC 478366107 70178103	YLD 2.09	18.9914 24.77 40,100	761,556.22	993,277.00 0.00	231,720.78
TOTAL AUTOMOBILES AND COMPONENT		47,900	890,796.76	1,180,321.00 0.00	289,524.24
CONSUMER DURABLES/APPAREL					
AMERICAN GREETINGS CORP CL A 026375105 70178103	YLD 3.45	7.8001 13.89 7,700	60,060.74	106,953.00 0.00	46,892.26
BLACK & DECKER MFG CO 091797100 70178103	YLD 1.08	46.3234 44.12 16,200	750,438.38	714,744.00 0.00	(35,694.38)
BRUNSWICK CORP 117043109 70178103	YLD 0.53	3.8054 9.29 17,600	66,974.23	163,504.00 0.00	96,529.77

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ASSETS AND LIABILITIES

FOELLINGER FOUNDATION, INC.
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* * SECURITIES * *		UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
CALLAWAY GOLF CO COM 131193104 70178103	YLD 0.56	13.9249 7.07 13,800	192,163.26	97,566.00 138.00	(94,597.26)
HARMAN INTL INDS INC NEW COM 413086109 70178103		38.0581 29.99 7,000	266,406.61	209,930.00 0.00	(56,476.61)
JARDEN CORP COM 471109108 70178103		19.0427 24.35 4,925	93,785.28	119,923.75 0.00	26,138.47
NEWELL RUBBERMAID INC COM 651229106 70178103	YLD 1.43	10.3674 13.92 82,900	859,453.80	1,153,968.00 4,145.00	294,514.20
SNAP ON INC 833034101 70178103	YLD 3.21	30.5766 37.32 4,500	137,594.70	167,940.00 1,350.00	30,345.30
WHIRLPOOL CORP 963320106 70178103	YLD 2.67	74.7613 64.21 2,000	149,522.56	128,420.00 860.00	(21,102.56)
TOTAL CONSUMER DURABLES/APPAREL		156,625	2,576,399.56	2,862,948.75 6,493.00	286,549.19
CONSUMER SERVICES					
BRINKER INTL INC 109641100 70178103	YLD 3.02	24.2956 14.56 6,750	163,995.42	98,280.00 0.00	(65,715.42)
CALIFORNIA PIZZA KITCHEN INC 13054D109 70178103		19.8722 14.06 6,550	130,163.22	92,093.00 0.00	(38,070.22)
JACK IN THE BOX, INC. 466367109 70178103		20.0797 20.39 4,200	84,334.72	85,638.00 0.00	1,303.28
MARRIOTT INTERNATIONAL INC CLASS A 571903202 70178103	YLD 1.46	17.8944 23.90 32,218	576,520.16	770,010.20 0.00	193,490.04

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* * SECURITIES * *		UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
REGIS CORP 758932107 70178103	YLD 0.98	32.3675 16.18 6,800	220,099.15	110,024.00 272.00	(110,075.15)
STARBUCKS CORP COM 855244109 70178103		9.7002 18.99 50,400	488,888.80	957,096.00 0.00	468,207.20
TOTAL CONSUMER SERVICES		106,918	1,664,001.47	2,113,141.20 272.00	449,139.73
MEDIA					
MORNINGSTAR INC COM 617700109 70178103		33.6462 44.30 5,000	168,231.20	221,500.00 0.00	53,268.80
NEWS CORP CL A 65248E104 70178103	YLD 1.11	8.4957 10.72 53,700	456,216.60	575,664.00 0.00	119,447.40
TOTAL MEDIA		58,700	624,447.80	797,164.00 0.00	172,716.20
RETAILING					
BEBE STORES INC COM 075571109 70178103	YLD 1.31	6.8305 7.63 13,600	92,894.65	103,768.00 0.00	10,873.35
CHILDRENS PL RETAIL STORES INC COM 168905107 70178103		21.9074 30.33 3,700	81,057.51	112,221.00 0.00	31,163.49
GAMESTOP CORP NEW CL A 36467W109 70178103		20.2554 23.80 2,100	42,536.36	49,980.00 0.00	7,443.64
MENS WEARHOUSE INC COM 587118100 70178103	YLD 1.07	23.6217 26.00 6,000	141,730.05	156,000.00 0.00	14,269.95
NETFLIX.COM INC 64110L106 70178103		27.0397 43.63 3,050	82,471.20	133,071.50 0.00	50,600.30

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* * SECURITIES * *		UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
RADIOSHACK CORP 750438103 70178103	YLD 1.65	11.4032 15.13 57,100	651,120.08	863,923.00 0.00	212,802.92
ROSS STORES INC 778296103 70178103	YLD 0.94	29.6989 46.64 6,750	200,467.59	314,820.00 0.00	114,352.41
SALLY BEAUTY CO INC 79546E104 70178103		5.5739 7.11 15,400	85,838.55	109,494.00 0.00	23,655.45
TIFFANY & CO NEW 886547108 70178103	YLD 1.86	28.2088 36.38 4,800	135,402.24	174,624.00 0.00	39,221.76
TWEEN BRANDS INC 901166108 70178103		33.4390 7.60 4,900	163,850.88	37,240.00 0.00	(126,610.88)
WILLIAMS SONOMA INC 969904101 70178103	YLD 2.50	13.8469 19.13 10,500	145,392.45	200,865.00 0.00	55,472.55
TOTAL RETAILING		127,900	1,822,761.56	2,256,006.50 0.00	433,244.94
TOTAL CONSUMER DISCRETIONARY		498,043	7,578,407.15	9,209,581.45 6,765.00	1,631,174.30
MATERIALS					
MATERIALS					
ALLEGHENY TECHNOLOGIES INC 01741R102 70178103	YLD 2.37	65.1978 30.37 21,700	1,414,792.02	659,029.00 0.00	(755,763.02)
COMMERCIAL METALS CO 201723103 70178103	YLD 2.83	20.2585 16.93 10,125	205,117.15	171,416.25 0.00	(33,700.90)
CYTEC INDS INC COM 232820100 70178103	YLD 0.17	36.3935 28.89 5,800	211,082.38	167,562.00 0.00	(43,520.38)

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ASSETS AND LIABILITIES

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CONSOLIDATED
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* * SECURITIES * *		UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
FREEPORT-MCMORAN COPPER & GOLD INC COMMON STOCK 35671D857 70178103		43.9548 62.98 20,500	901,073.05	1,291,090.00 0.00	390,016.95
FULLER H B CO 359694106 70178103	YLD 1.37	22.7806 19.74 6,700	152,629.99	132,258.00 0.00	(20,371.99)
MEADWESTVACO CORP 583334107 70178103	YLD 4.19	16.5978 21.95 8,000	132,782.40	175,600.00 1,840.00	42,817.60
MONSANTO CO NEW 61166W101 70178103	YLD 1.26	103.7051 83.88 5,700	591,119.05	478,116.00 0.00	(113,003.05)
NEWMONT MINING CORP 651639106 70178103	YLD 0.99	48.6602 40.19 15,700	763,965.07	630,983.00 0.00	(132,982.07)
NUCOR CORP 670346105 70178103	YLD 3.14	56.6670 44.54 22,000	1,246,674.64	979,880.00 0.00	(266,794.64)
OLYMPIC STL INC COM 68162K106 70178103	YLD 0.29	39.4985 26.93 2,950	116,520.59	79,443.50 59.00	(37,077.09)
SCHNITZER STL INDS INC CL A 806882106 70178103	YLD 0.12	56.5749 54.01 2,500	141,437.25	135,025.00 0.00	(6,412.25)
SIGMA ALDRICH CORP 826552101 70178103	YLD 1.14	34.6671 50.80 11,400	395,204.88	579,120.00 1,653.00	183,915.12
SOUTHERN COPPER CORP COM 84265V105 70178103	YLD 1.41	33.9412 28.26 25,000	848,530.75	706,500.00 2,500.00	(142,030.75)
TERRA INDS INC COM 880915103 70178103	YLD 1.28	28.2420 31.11 5,400	152,506.87	167,994.00 540.00	15,487.13

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* * SECURITIES * *		UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
TEXAS INDS INC 882491103 70178103	YLD 0.75	47.8453 39.76 3,050	145,928.24	121,268.00 0.00	(24,660.24)
THE SCOTTS MIRACLE-GRO COMPANY CL A 810186106 70178103	YLD 1.22	43.0705 40.69 4,450	191,663.66	181,070.50 556.25	(10,593.16)
VULCAN MATLS CO 929160109 70178103	YLD 1.99	69.4494 50.04 7,275	505,244.32	364,041.00 1,818.75	(141,203.32)
TOTAL MATERIALS		178,250	8,116,272.31	7,020,396.25 8,967.00	(1,095,876.06)
TOTAL MATERIALS		178,250	8,116,272.31	7,020,396.25 8,967.00	(1,095,876.06)
ENERGY					
ENERGY					
CHESAPEAKE ENERGY CORP COM 165167107 70178103	YLD 1.31	41.0895 22.84 22,000	903,968.22	502,480.00 0.00	(401,488.22)
CIMAREX ENERGY CO 171798101 70178103	YLD 0.61	42.0918 39.04 3,550	149,425.77	138,592.00 213.00	(10,833.77)
CONOCOPHILLIPS 20825C104 70178103	YLD 4.17	61.8970 45.03 18,300	1,132,714.84	824,049.00 8,601.00	(308,665.84)
DEVON ENERGY CORPORATION 25179M103 70178103	YLD 1.04	60.7122 61.38 10,950	664,798.42	672,111.00 0.00	7,312.58
DIAMOND OFFSHORE DRILLING INC COM 25271C102 70178103	YLD 0.55	71.4265 89.42 9,000	642,838.80	804,780.00 18,000.00	161,941.20
ENSCO INTERNATIONAL INC 26874Q100 70178103	YLD 0.27	46.1621 36.90 21,100	974,020.15	778,590.00 0.00	(195,430.15)

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* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
EOG RESOURCES, INC 26875P101 70178103 YLD 0.80	72.7122 72.00 9,400	683,494.86	676,800.00 0.00	(6,694.86)
FMC TECHNOLOGIES INC 30249U101 70178103	36.7303 47.70 16,800	617,068.32	801,360.00 0.00	184,291.68
GULFMARK OFFSHORE INC COM 402629109 70178103	50.6242 29.82 2,100	106,310.88	62,622.00 0.00	(43,688.88)
HELIX ENERGY SOLUTIONS INC 42330P107 70178103	36.2337 11.70 30,100	1,090,635.36	352,170.00 0.00	(738,465.36)
HELMERICH & PAYNE INC 423452101 70178103 YLD 0.59	32.5996 33.46 5,075	165,443.13	169,809.50 253.75	4,366.37
NATIONAL OILWELL VARCO INC COM 637071101 70178103	58.4755 36.35 20,025	1,170,971.51	727,908.75 0.00	(443,062.76)
NEWFIELD EXPL CO COM 651290108 70178103	35.2920 38.69 9,950	351,155.11	384,965.50 0.00	33,810.39
OCEANEERING INTL INC 675232102 70178103	28.8131 52.17 3,925	113,091.47	204,767.25 0.00	91,675.78
PARKER DRILLING CO 701081101 70178103	9.2315 4.51 11,000	101,546.06	49,610.00 0.00	(51,936.06)
ROWAN COS INC 779382100 70178103	41.9881 20.71 3,050	128,063.85	63,165.50 0.00	(64,898.35)
SWIFT ENERGY COMPANY 870738101 70178103	37.5330 20.37 3,200	120,105.51	65,184.00 0.00	(54,921.51)
TIDEWATER INC 886423102 70178103 YLD 2.31	49.2621 43.17 21,600	1,064,062.32	932,472.00 0.00	(131,590.32)

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* * SECURITIES * *		UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
VALERO ENERGY CORP 91913Y100 70178103	YLD 3.20	45.1928 18.74 7,750	350,244.22	145,235.00 1,162.50	(205,009.22)
TOTAL ENERGY		228,875	10,529,958.80	8,356,671.50 28,230.25	(2,173,287.30)
TOTAL ENERGY		228,875	10,529,958.80	8,356,671.50 28,230.25	(2,173,287.30)
INFORMATION TECHNOLOGY					
SOFTWARE AND SERVICE					
AUTODESK INC 052769106 70178103		16.6781 23.43 31,200	520,356.14	731,016.00 0.00	210,659.86
ELECTRONIC ARTS INC 285512109 70178103		22.0084 18.22 19,900	437,967.16	362,578.00 0.00	(75,389.16)
GOOGLE INC CL A 38259P508 70178103		543.8453 461.67 1,500	815,767.90	692,505.00 0.00	(123,262.90)
MICROSOFT CORP 594918104 70178103	YLD 2.10	28.5095 24.65 37,000	1,054,850.20	912,050.00 4,810.00	(142,800.20)
ORACLE CORPORATION 68389X105 70178103	YLD 0.91	20.4465 21.88 50,900	1,040,727.95	1,113,692.00 0.00	72,964.05
TERADATA CORP 88076W103 70178103		23.9918 26.93 6,400	153,547.42	172,352.00 0.00	18,804.58
YAHOO INC COM 984332106 70178103		24.2199 14.61 25,100	607,920.57	366,711.00 0.00	(241,209.57)
TOTAL SOFTWARE AND SERVICE		172,000	4,631,137.34	4,350,904.00 4,810.00	(280,233.34)

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* * SECURITIES * *		UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
TECH HARDWARE AND EQUIPME					
ANIXTER INTL INC COM 035290105 70178103		45.1531 35.08 2,825	127,557.38	99,101.00 0.00	(28,456.38)
APPLE INC 037833100 70178103		125.051 168.21 7,400	925,377.40	1,244,754.00 0.00	319,376.60
AVNET INC 053807103 70178103		26.4550 26.65 11,250	297,618.96	299,812.50 0.00	2,193.54
BLACK BOX CORP DEL COM 091826107 70178103	YLD 0.95	44.9054 25.04 2,875	129,102.97	71,990.00 0.00	(57,112.97)
BROCADE COMMUNICATIONS SYSTEMS 111621306 70178103		5.0988 7.26 24,900	126,960.88	180,774.00 0.00	53,813.12
CISCO SYSTEMS INC 17275R102 70178103		36.9664 21.60 56,200	2,077,509.33	1,213,920.00 0.00	(863,589.33)
E M C CORP MASS 268648102 70178103		18.2168 15.90 59,000	1,074,790.45	938,100.00 0.00	(136,690.45)
HARRIS CORP DEL 413875105 70178103	YLD 2.53	43.0803 34.73 6,050	260,635.71	210,116.50 0.00	(50,519.21)
HEWLETT PACKARD CO 428236103 70178103	YLD 0.71	47.6741 44.89 27,300	1,301,502.93	1,225,497.00 0.00	(76,005.93)
JABIL CIRCUIT INC COM 466313103 70178103	YLD 2.55	20.3212 10.95 18,300	371,878.66	200,385.00 1,281.00	(171,493.66)
NCR CORPORATION COM 62886E108 70178103		14.9049 13.33 12,500	186,311.26	166,625.00 0.00	(19,686.26)

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* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
PLEXUS CORP COM 729132100 70178103	29.3088 25.18 6,225	182,447.49	156,745.50 0.00	(25,701.99)
SYNAPTICS INC COM 87157D109 70178103	18.4034 25.78 5,650	103,979.36	145,657.00 0.00	41,677.64
TECH DATA CORP 878237106 70178103	42.2986 38.10 1,900	80,367.31	72,390.00 0.00	(7,977.31)
TECHNITROL INC COM 878555101 70178103 YLD 1.21	26.5748 8.24 5,350	142,175.36	44,084.00 0.00	(98,091.36)
TOTAL TECH HARDWARE AND EQUIPME	247,725	7,388,215.45	6,269,951.50 1,281.00	(1,118,263.95)
SEMICONDUCTOR AND SEMI EQ				
ADVANCED MICRO DEVICES INC 007903107 70178103	8.6484 4.36 35,400	306,152.83	154,344.00 0.00	(151,808.83)
FAIRCHILD SEMICONDUCTR INTERNATIONAL 303726103 70178103	8.3180 10.06 7,700	64,048.64	77,462.00 0.00	13,413.36
FEI CO COM 30241L109 70178103	23.0998 23.66 7,200	166,318.36	170,352.00 0.00	4,033.64
INTEL CORP COMM 458140100 70178103 YLD 2.75	15.9221 20.32 73,300	1,167,092.70	1,489,456.00 10,262.00	322,363.30
KLA-TENCOR CORP COM 482480100 70178103 YLD 1.92	20.3608 31.20 18,000	366,494.40	561,600.00 2,700.00	195,105.60
KULICKE & SOFFA INDS INC 501242101 70178103	11.6502 5.26 7,100	82,716.54	37,346.00 0.00	(45,370.54)

STATEMENT 19

STATEMENT 19

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

FOELLINGER FOUNDATION, INC.
CONSOLIDATED
BASE CURRENCY: USD

70178199
AS OF AUGUST 31,2009

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
NVIDIA CORP COM 67066G104 70178103	11.2777 14.52 14,300	161,271.27	207,636.00 0.00	46,364.73
OMNIVISION TECHNOLOGIES 682128103 70178103	14.0236 14.63 10,900	152,857.53	159,467.00 0.00	6,609.47
TERADYNE INC 880770102 70178103	7.2418 8.25 19,200	139,042.56	158,400.00 0.00	19,357.44
TEXAS INSTRUMENTS INC 882508104 70178103 YLD 1.78	31.5301 24.59 30,900	974,278.54	759,831.00 0.00	(214,447.54)
TRIQUINT SEMICONDUCTOR INC 89674K103 70178103	4.6294 7.32 29,700	137,494.07	217,404.00 0.00	79,909.93
TOTAL SEMICONDUCTOR AND SEMI EQ	253,700	3,717,767.44	3,993,298.00 12,962.00	275,530.56
TOTAL INFORMATION TECHNOLOGY	673,425	15,737,120.23	14,614,153.50 19,053.00	(1,122,966.73)
INDUSTRIALS				
CAPITAL GOODS				
ACUITY BRANDS (HOLDING COMPANY) INC RR. 00508Y102 70178103 YLD 1.61	30.0462 32.11 6,000	180,277.00	192,660.00 0.00	12,383.00
AGCO CORP COM 001084102 70178103	46.7189 31.24 5,800	270,969.42	181,192.00 0.00	(89,777.42)
CATERPILLAR INC 149123101 70178103 YLD 3.70	73.6322 45.31 15,900	1,170,752.38	720,429.00 0.00	(450,323.38)
DEERE & CO 244199105 70178103 YLD 2.56	81.165 43.60 4,700	381,475.50	204,920.00 0.00	(176,555.50)

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

FOELLINGER FOUNDATION, INC.
CONSOLIDATED
BASE CURRENCY: USD

AS OF AUGUST 31,2009

* * SECURITIES * *		UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
EATON CORP 278058102 70178103	YLD 3.70	37.7647 53.95 12,100	456,953.17	652,795.00 0.00	195,841.83
ESTERLINE CORP 297425100 70178103		38.1062 30.92 3,050	116,224.00	94,306.00 0.00	(21,918.00)
FLUOR CORP NEW 343412102 70178103	YLD 0.94	39.4225 52.90 8,150	321,293.20	431,135.00 0.00	109,841.80
GENERAL ELECTRIC CO 369604103 70178103	YLD 2.87	23.8819 13.90 55,200	1,318,282.07	767,280.00 0.00	(551,002.07)
GRANITE CONSTR INC 387328107 70178103	YLD 1.61	45.3641 32.10 4,000	181,456.22	128,400.00 0.00	(53,056.22)
HONEYWELL INTERNATIONAL INC 438516106 70178103	YLD 3.29	40.7810 36.76 23,400	954,274.34	860,184.00 7,078.50	(94,090.34)
JACOBS ENGR GROUP INC 469814107 70178103		48.2427 43.98 14,700	709,167.33	646,506.00 0.00	(62,661.33)
JOY GLOBAL INC 481165108 70178103	YLD 1.80	56.2314 38.85 12,800	719,762.37	497,280.00 0.00	(222,482.37)
MSC INDL DIRECT INC CL A 553530106 70178103	YLD 2.02	46.2900 39.51 4,100	189,789.18	161,991.00 0.00	(27,798.18)
MUELLER INDS INC 624756102 70178103	YLD 1.65	33.5074 24.19 5,100	170,887.81	123,369.00 510.00	(47,518.81)
NACCO INDS INC CL A 629579103 70178103	YLD 3.53	145.1639 58.50 1,300	188,713.13	76,050.00 672.75	(112,663.13)
NORTHROP GRUMMAN CORP 666807102 70178103	YLD 3.52	62.1047 48.81 13,300	825,992.14	649,173.00 5,719.00	(176,819.14)

STATEMENT 19

WELLS FARGO

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

FOELLINGER FOUNDATION, INC.
CONSOLIDATED
BASE CURRENCY: USD

AS OF AUGUST 31,2009

* * SECURITIES * *		UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
ORBITAL SCIENCES CORP 685564106 70178103		15.3908 14.79 9,450	145,442.77	139,765.50 0.00	(5,677.27)
PENTAIR INC COM 709631105 70178103	YLD 2.54	34.0024 28.33 7,600	258,418.49	215,308.00 0.00	(43,110.49)
QUANEX BUILDING PRODUCTS 747619104 70178103	YLD 0.89	8.0441 13.47 6,400	51,482.07	86,208.00 0.00	34,725.93
REGAL BELOIT CORP 758750103 70178103	YLD 1.40	39.1611 45.46 3,250	127,273.52	147,745.00 0.00	20,471.48
ROCKWELL AUTOMATION INC COM 773903109 70178103	YLD 2.77	57.0509 41.85 23,525	1,342,122.14	984,521.25 6,822.25	(357,600.89)
TELEDYNE TECHNOLOGIES INC 879360105 70178103		33.9510 33.76 3,450	117,130.97	116,472.00 0.00	(658.97)
TEREX CORP NEW 880779103 70178103		46.1403 16.48 13,500	622,893.57	222,480.00 0.00	(400,413.57)
TITAN INTERNATIONAL INC COM 88830M102 70178103	YLD 0.24	19.3958 8.31 7,400	143,528.80	61,494.00 0.00	(82,034.80)
TORO CO 891092108 70178103	YLD 1.58	45.3258 37.93 3,475	157,507.26	131,806.75 0.00	(25,700.51)
TRINITY INDS INC 896522109 70178103	YLD 2.02	22.8905 15.80 5,500	125,897.49	86,900.00 0.00	(38,997.49)
UNITED TECHNOLOGIES CORP 913017109 70178103	YLD 2.59	74.1639 59.36 11,800	875,133.80	700,448.00 4,543.00	(174,685.80)
VALMONT INDS INC 920253101 70178103	YLD 0.72	62.4397 82.33 11,300	705,569.00	930,329.00 0.00	224,760.00

STATEMENT 19

* * SECURITIES * *		UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
TOTAL CAPITAL GOODS		296,250	12,828,669.14	10,211,147.50 25,345.50	(2,617,521.64)
COMMERCIAL SVCS AND SUPPL					
ABM INDS INC COM 000957100 70178103	YLD 2.31	19.1681 22.43 8,150	156,220.38	182,804.50 0.00	26,584.12
CLIFFS NAT RES INC 18683K101 70178103	YLD 0.63	21.0368 25.31 4,800	100,976.54	121,488.00 192.00	20,511.46
TOTAL COMMERCIAL SVCS AND SUPPL		12,950	257,196.92	304,292.50 192.00	47,095.58
TRANSPORTATION					
CSX CORP 126408103 70178103	YLD 2.07	29.6355 42.50 19,000	563,074.01	807,500.00 4,180.00	244,425.99
FEDEX CORPORATION 31428X106 70178103	YLD 0.64	88.1382 68.71 2,850	251,193.79	195,823.50 0.00	(55,370.29)
KANSAS CITY SOUTHERN COM 485170302 70178103		21.7300 23.90 6,500	141,245.29	155,350.00 0.00	14,104.71
WERNER ENTERPRISES INC 950755108 70178103	YLD 1.14	19.6021 17.48 5,500	107,811.63	96,140.00 0.00	(11,671.63)
TOTAL TRANSPORTATION		33,850	1,063,324.72	1,254,813.50 4,180.00	191,488.78
TOTAL INDUSTRIALS		343,050	14,149,190.78	11,770,253.50 29,717.50	(2,378,937.28)

STATEMENT 19

WELLS FARGO

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

FOELLINGER FOUNDATION, INC.
CONSOLIDATED
BASE CURRENCY: USD

AS OF AUGUST 31,2009

* * SECURITIES * *		UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
TELECOMMUNICATION SERVICE					
TELECOMMUNICATION					
VERIZON COMMUNICATIONS 92343V104 70178103	YLD 6.12	38.6428 31.04 9,200	355,513.97	285,568.00 0.00	(69,945.97)
TOTAL TELECOMMUNICATION		9,200	355,513.97	285,568.00 0.00	(69,945.97)
TELECOMM SERVICES MISC					
HARRIS STRATEX NETWORKS INC 41457P106 70178103		5.3660 6.06 1,502	8,059.74	9,102.12 0.00	1,042.38
TOTAL TELECOMM SERVICES MISC		1,502	8,059.74	9,102.12 0.00	1,042.38
TOTAL TELECOMMUNICATION SERVICE		10,702	363,573.71	294,670.12 0.00	(68,903.59)
ADR'S					
GARMIN LTD G37260109 70178103	YLD 2.28	19.3363 32.87 31,200	603,291.97	1,025,544.00 0.00	422,252.03
INGERSOLL-RAND PLC G47791101 70178103	YLD 0.90	32.6759 30.89 8,300	271,210.23	256,387.00 581.00	(14,823.23)
LAZARD LTD G54050102 70178103	YLD 1.28	39.5691 38.87 4,700	185,974.74	182,689.00 0.00	(3,285.74)
NABORS INDUSTRIES LTD SHS G6359F103 70178103		26.0614 17.68 15,900	414,376.66	281,112.00 0.00	(133,264.66)
SCHLUMBERGER LTD 806857108 70178103	YLD 1.49	59.5704 56.20 15,300	911,427.51	859,860.00 3,213.00	(51,567.51)

STATEMENT 19

WELLS FARGO

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

FOELLINGER FOUNDATION, INC.
CONSOLIDATED
BASE CURRENCY: USD

70178199

AS OF AUGUST 31,2009

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
TOTAL ADR'S	75,400	2,386,281.11	2,605,592.00 3,794.00	219,310.89
TOTAL COMMON STOCK	2,552,945	76,895,663.58	70,017,119.07 111,961.25	(6,878,544.51)
TOTAL UNITED STATES DOLLAR	42,651,921.9200	119,537,495.85	113,443,720.99 515,325.86	(6,093,774.86)
TOTAL SECURITIES	42,651,921.9200	119,537,495.85	113,443,720.99 515,325.86	(6,093,774.86) (6,093,774.86) 0.00

STATEMENT 19

WELLS FARGO

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

FOELLINGER FOUNDATION, INC.
CONSOLIDATED
BASE CURRENCY: USD

AS OF AUGUST 31,2009

* * SUMMARY * *

	SHARES/PAR	BASE COST	BASE MARKET VALUE	UNREALIZED GAIN(LOSS) TOTAL BASE MARKET CURRENCY
SECURITIES	42,651,921.9200	119,537,495.85	113,443,720.99	(6,093,774.86) (6,093,774.86) 0.00
RECEIVABLES	-	515,325.86	515,325.86	0.00 - 0.00
TOTAL NET ASSETS	42,651,921.9200	120,052,821.71	113,959,046.85	(6,093,774.86) (6,093,774.86) 0.00

STATEMENT 19

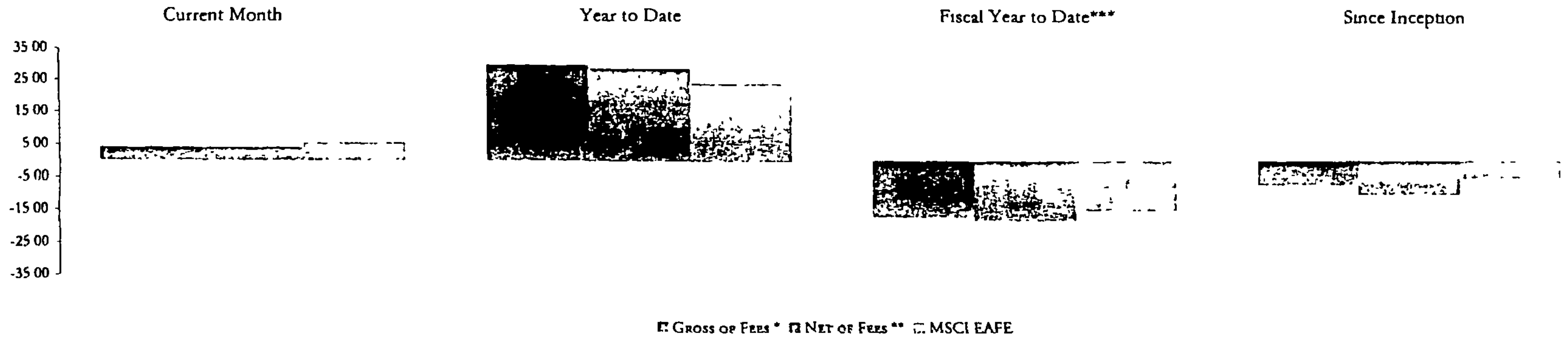
Fisher Investments
Institutional Group

STATEMENT OF CHANGES IN NET ASSET VALUE

Foellinger Foundation, Inc.
Foreign Equity Fund
Inception 03/08/2006

Monthly Report

Performance Summary As of 8/31/2009



	Gross of Fees *	Net of Fees **	MSCI EAFE
Current Month	3 93	3 93	5 44
Year to Date	29 57	28 67	24 21
Fiscal Year to Date***	-17.26	-18.03	-14.95
Since Inception	-7.16	-9 95	-5 02

Market Value Summary

	Current Period	Fiscal Year to Date
Beginning Net Asset Value	25,635,166	30,347,506
Contributions	-	1,185,000
Interest Income/(Loss)	-	-
Ordinary Income/(Loss)	28,371	532,592
Realized Gains/(Losses)	(153,490)	(1,789,047)
Unrealized Gains/(Losses)	1,132,208	(3,633,796)
Advisory Fee	-	-
Ordinary Income Distributions	-	-
Withdrawals and Distributions	-	-
	-	-
Ending Net Asset Value	26,642,255	26,642,255

<33,978> Current Month accrued, per Auditor

26,618,277

** Returns are gross of advisory fees and inclusive of brokerage or other commissions*

*** Returns are net of advisory fees and inclusive of brokerage or other commissions*

****Fiscal Year begins September 1st*

Performance is inclusive of dividends, royalties, interest and other forms of accrued and may reflect end of month adjustments, ~~such as unsettled trades~~, accrued interest, and/or dividends that may have not yet been applied to your account(s) at the custodian.

Sources Eagle Investment Systems, LLC & Thomson Financial The information contained herein uses reconciled data as of 09/11/2009 for the period ending 08/31/2009

accrued income % on p3

STATEMENT 20

Generated On 9/11/2009

Portfolio Statements

31 AUG 09

Account number FST01

FISHER INVESTMENTS INSTITUTION

◆

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
Argentina - USD							
ADR TENARIS S A SPONSORED ADR SEDOL 2167367							
16,050 000	28 98	0 00	465,129 00	481,495 75	-16 366 75	0 00	-16,366 75
Total USD		0 00	465 129 00	481,495 75	-16,366 75	0 00	-16,366 75
Total Argentina		0 00	465,129 00	481,495 75	-16,366 75	0 00	-16,366 75
Australia - AUD							
BRAMBLES LTD NPV SEDOL B1FJ0C0							
200,200 000	7 43	0 00	1 254 025 04	1,301 079 83	-75 561 56	28 506 77	-47 054 79
NATL AUSTRALIA BK NPV SEDOL 6624608							
43 900 000	28 48	0 00	1 054 041 78	1 174,525 31	-202 479 41	81 995 88	-120 483 53
NEWCREST MINING NPV SEDOL 6637101							
34 600 000	30 01	0 00	875,377 57	1,074,822 08	-145 690 27	-53 754 24	-199,444 51
WOODSIDE PETROLEUM NPV SEDOL 6979728							
20 600 000	49 00	10,571 85	850 974 65	778,764 00	71,966 80	243 85	72,210 65
Total AUD		10,571 85	4,034,419 04	4,329 191 22	-351,764 44	56,992 26	-294,772 18
Total Australia		10,571 85	4,034 419 04	4,329,191 22	-351,764 44	56,992 26	-294,772 18
Brazil - BRL							
EMBRAER EMP AER BR COM NPV SEDOL B16FPG6							
38 000 000	10 12	0 00	205,647 06	280,199 19	-91 226 71	16 674 58	-74 552 13
GAFISA SA COM NPV SEDOL 2479619							
15 000 000	27 31	0 00	219 064 17	131 445 88	82 434 58	5,183 71	87,618 29

STATEMENT 20

STATEMENT 20

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equities							
Common stock							
Brazil - BRL							
PETROL BRASILEIROS COM NPV SEDOL 2682365							
21,600 000	37 53	3,385 14	433 501 60	462,170 22	-21 234 58	-7,434 04	-28,668 62
WEG SA COM NPV SEDOL 2945422							
38 900 000	15 60	0 00	324 513 37	424 574 19	-79 827 93	-20 232 89	-100 060 82
Total BRL		3,385 14	1,182,726 20	1,298,389 48	-109,854 64	-5,808 64	-115,663 28
Brazil - USD							
ADR BANCO BRADESCO S A SPONSORED ADR REPSTG PFD SHS NEW 2004 SEDOL B00FSK0							
11 750 000	16 21	82 52	190 467 50	132 822 19	57,645 31	0 00	57 645 31
ADR COMPANHIA SIDERURGICA NACIONAL REPSTG ORD SHS SEDOL 2220936							
14 700 000	26 09	0 00	383 523 00	401 928 31	-18 405 31	0 00	-18 405 31
ADR EMBRAER-EMPRESA BRASILEIRA DE AERONAUTICA S A SPONSR ADR REPSTG PFDSHS SEDOL 2611916							
1,400 000	21 24	0 00	29 736 00	60,760 00	-31,024 00	0 00	-31 024 00
ADR GERDAU S A SPONSORED ADR SEDOL 2297606							
23 500 000	11 75	0 00	276 125 00	344 988 82	-68 863 82	0 00	-68 863 82
ADR PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR SEDOL 2616580							
0 000	39 64	122 22	0 00	0 00	0 00	0 00	0 00
Total USD		204 74	879,851 50	940,499 32	-60,647 82	0 00	-60 647 82
Total Brazil		3 589 88	2,062,577 70	2,238,888 80	-170,502 46	-5,808 64	-176,311 10
Canada - CAD							

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equities							
Common stock							
Canada - CAD							
BARRICK GOLD CORP COM NPV CAD SEDOL 2024644							
25 450 000	37 78	0 00	875 484 63	988 875 15	-83 839 69	-29 550 83	-113 390 52
ENCANA CORP COM NPV SEDOL 2793193							
11 400 000	57 06	0 00	592 291 37	841 055 65	-208,845 14	-39 919 14	-248,764 28
SUNCOR ENERGY INC COM NPV 'NEW SEDOL B3NB1P2							
35 800 000	33 49	0 00	1 091 684 04	1,536,169 22	-418,930 68	-25,554 50	-444,485 18
Total CAD		0 00	2,559,460 04	3,366,100 02	-711,615 51	-95,024 47	-806 639 98
Total Canada		0 00	2,559,460 04	3,366 100 02	-711 615 51	-95,024 47	-806,639 98
China - HKD							
CHINA COSCO HLDGS H CNY1 SEDOL B0B8Z18							
136,500 000	9 39	0 00	165 371 29	309 554 01	-145 992 61	1 809 89	-144,182 72
CHINA MOBILE LTD HKD0 10 SEDOL 6073556							
11 000 000	75 40	0 00	107 010 38	127,608 27	-21 061 53	463 64	-20 597 89
CHINA OILFIELD SER 'H CNY1 SEDOL 6560995							
154 000 000	6 77	0 00	134,515 17	152,357 99	-17 838 36	-4 46	-17 842 82
INDUSTRIAL & COMMERCIAL BANK CHINA 'H SEDOL B1G1QD8							
398 000 000	5 29	0 00	271,644 31	253 382 36	16 860 82	1,401 13	18 261 95
WEICHAI POWER CO H CNY1 SEDOL 6743956							
45 600 000	34 50	0 00	202 976 52	186 564 52	15 520 52	891 48	16 412 00

STATFMFNT 20

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equities							
Common stock							
Total HKD		0 00	881,517 67	1,029,467 15	-152,511 16	4,561 68	-147,949 48
China - USD							
ADR BAIDU INC SPONSORED ADR SEDOL B0FXT17							
465 000	330 06	0 00	153 477 90	146 193 52	7,284 38	0 00	7 284 38
ADR CHINA LIFE INS CO LTD SPONSORED ADR REPSTG H SHS SEDOL 2196963							
3 300 000	63 36	0 00	209 088 00	195,328 61	13 759 39	0 00	13 759 39
ADR CHINA MOBILE LTD SEDOL 2111375							
1 600 000	49 22	0 00	78 752 00	125,038 13	-46,286 13	0 00	-46 286 13
ADR CHINA PETE & CHEM CORP SPONSORED ADRREPSTG H SHS SEDOL 2639189							
3 425 000	83 95	0 00	287 528 75	351,881 20	-64 352 45	0 00	-64 352 45
ADR CNOOC LTD SPONSORED ADR SPONSORED ADR SEDOL 2494764							
2 550 000	130 65	0 00	333 157 50	370 644 90	-37 487 40	0 00	-37 487 40
Total USD		0 00	1,062,004 15	1,189,086 36	-127,082 21	0 00	-127,082 21
Total China		0 00	1,943 521 82	2,218,553 51	-279,593 37	4,561 68	-275,031 69
Czech Republic - CZK							
CEZ CZK100 SEDOL 5624030							
1,550 000	944 00	0 00	82,539 59	103,478 27	-17 189 24	-3,749 44	-20 938 68
Total CZK		0 00	82,539 59	103,478 27	-17,189 24	-3 749 44	-20,938 68
Total Czech Republic		0 00	82,539 59	103,478 27	-17,189 24	-3,749 44	-20,938 68
Denmark - DKK							

STATEMENT 20

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Total
Equities							
Common stock							
Denmark - DKK							
VESTAS WIND SYSTEM DKK1 SEDOL 5964651							
15 900 000	372 50	0 00	1 141 878 02	891,937 06	198 958 12	50 982 84	249,940 96
Total DKK		0 00	1,141,878 02	891,937 06	198,958 12	50,982 84	249,940 96
Total Denmark		0 00	1,141,878 02	891,937 06	198,958 12	50,982 84	249,940 96
Finland - EUR							
NOKIA OYJ EUR0 06 SEDOL 5902941							
62 500 000	9 70	0 00	869 999 10	1 798,407 52	-903 020 46	-25,387 96	-928 408 42
Total EUR		0 00	869,999 10	1,798,407 52	-903,020 46	-25,387 96	-928 408 42
Total Finland		0 00	869,999 10	1,798,407 52	-903,020 46	-25,387 96	-928,408 42
France - EUR							
ARCELORMITTAL NPV SEDOL B03XPL1							
32 000 000	24 97	4,673 67	1,146 662 40	1 022 575 17	87,730 42	36 356 81	124 087 23
AXA EUR2 29 SEDOL 7088429							
75,600 000	15 88	0 00	1 722 817 78	2 413 609 11	-957,931 12	267,139 79	-690 791 33
CAP GEMINI EUR8 SEDOL 4163437							
23 300 000	33 74	0 00	1,128 153 13	879,498 65	211 630 28	37 024 20	248 654 48
DANONE EUR0 25 SEDOL B1Y9TB3							
19 136 000	37 93	0 00	1 041,600 21	1 219 611 76	-266,730 17	88 718 62	-178,011 55
DASSAULT SYSTEMES EUR1 SEDOL 5330047							
38 000 000	35 65	0 00	1,944 062 32	2,043 153 75	-183 832 75	84 741 32	-99 091 43

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◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
France - EUR							
EDF EURO 5 SEDOL B0NJJ17							
11,200 000	36 55	0 00	587 452 09	1 140 977 24	-466 939 78	-86 585 37	-553,525 15
L'OREAL EUR0 20 SEDOL 4057808							
10 000 000	68 68	0 00	985 592 38	1 146 888 90	-68 775 66	-92,520 86	-161 296 52
LVMH MOET HENNESSY LOUIS VUITTON EUR0 30 SEDOL 4061412							
10,350 000	66 69	0 00	990 531 11	660,541 19	263,342 31	66 647 61	329 989 92
TECHNIP NPV SEDOL 4874160							
27 150 000	43 135	0 00	1 680 609 02	1,679,952 36	-77,580 05	78 236 71	656 66
Total EUR		4 673 67	11,227,480 44	12,206,808 13	-1,459 086 52	479 758 83	-979,327 69
France - USD							
ADR AXA SA SPONSORED ADR SEDOL 2059420							
6,300 000	22 87	0 00	144 081 00	216,216 00	-72 135 00	0 00	-72 135 00
ADR DANONE SPONSORED ADR SEDOL 2068932							
7 200 000	10 75	0 00	77 400 00	115 192 80	-37 792 80	0 00	-37 792 80
Total USD		0 00	221,481 00	331,408 80	-109 927 80	0 00	-109,927 80
Total France		4 673 67	11,448 961 44	12,538,216 93	-1 569 014 32	479,758 83	-1 089,255 49
Germany - EUR							
ADIDAS AG NPV SEDOL 4031976							
30 200 000	32 86	0 00	1 424 103 50	1,076 551 50	285 481 58	62 070 42	347 552 00

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equities							
Common stock							
Germany - EUR							
BASF SE NPV SEDOL 5086577							
44 200 000	36 39	0 00	2,308 189 06	2,095 132 75	79 483 56	133 572 75	213 056 31
BAYER AG NPV (BR) SEDOL 5069211							
16,700 000	42 83	0 00	1,026,435 34	1,260 434 82	-151,186 44	-82 813 04	-233 999 48
DAIMLERCHRYSLER ORD NPV(REGD) SEDOL 5529027							
22,400 000	31 53	0 00	1,013 535 68	1,173 114 49	-254 813 63	95 234 82	-159 578 81
E ON AG COM STK SEDOL 4942904							
18 700 000	29 51	0 00	791 913 72	1 187 961 84	-312 580 27	-83 467 85	-396 048 12
HOCHTIEF AG NPV SEDOL 5108664							
17 500 000	51 61	0 00	1 296 101 34	850 179 55	428 177 41	17,744 38	445 921 79
Q-CELLS SE NPV SEDOL B0LD4L6							
32 600 000	10 66	0 00	498,702 86	1 452 852 83	-927,239 88	-26 910 09	-954 149 97
SAP AG ORD NPV SEDOL 4846288							
40 350 000	34 06	0 00	1 972 219 44	1 982,274 05	-16 374 91	6 320 30	-10 054 61
SIEMENS AG NPV(REGD) SEDOL 5727973							
17 500 000	60 45	0 00	1 518 103 59	1 646,765 06	-281,375 29	152 713 82	-128 661 47
Total EUR		0 00	11,849,304 53	12 725 266 89	-1,150 427 87	274,465 51	-875,962 36

Germany - USD

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◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equities							
Common stock							
Germany - USD							
ADR SIEMENS AG COM DM50 (NEW) SEDOL 2742689							
1,000 000	86 84	0 00	86,840 00	129 800 00	-42 960 00	0 00	-42 960 00
Total USD		0 00	86,840 00	129,800 00	-42 960 00	0 00	-42,960 00
Total Germany		0 00	11,936 144 53	12,855,066 89	-1,193,387 87	274,465 51	-918,922 36
Hong Kong - HKD							
ESPRIT HOLDINGS HKD0 10 SEDOL 6321642							
181,300 000	47 15	0 00	1,102 913 30	1 183,808 32	-80 854 58	-40 44	-80 895 02
Total HKD		0 00	1,102,913 30	1,183,808 32	-80,854 58	-40 44	-80 895 02
Total Hong Kong		0 00	1,102,913 30	1,183,808 32	-80,854 58	-40 44	-80,895 02
India - USD							
ADR HDFC BK LTD ADR REPSTG 3 SHS SEDOL 2781648							
1 550 000	98 51	0 00	152 690 50	146 834 98	5,855 52	0 00	5,855 52
ADR ICICI BK LTD SEDOL 2569286							
5 125 000	30 52	0 00	156 415 00	244,617 67	-88 202 67	0 00	-88 202 67
ADR STERLITE INDS INDIA LTD ADS SEDOL B1YX3G8							
10 900 000	13 39	0 00	145 951 00	223,777 61	-77 826 61	0 00	-77 826 61
RELIANCE INDS GDR REP 2 ORD INR10 (144A) SEDOL B16CYP9							
2 050 000	85 00	0 00	174 250 00	247 633 79	-73 383 79	0 00	-73 383 79
Total USD		0 00	629 306 50	862 864 05	-233,557 55	0 00	-233 557 55
Total India		0 00	629,306 50	862,864 05	-233 557 55	0 00	-233,557 55

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◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
Indonesia - IDR							
BK RAKYAT IDR500 SEDOL 6709099							
254 700 000	7,600 00	0 00	192 035 71	171 678 54	30 370 31	-10,013 14	20 357 17
BUMI RESOURCES TBK IDR500 SEDOL 6043485							
941 500 000	2,900 00	0 00	270 868 06	383,908 25	-92 420 18	-20 620 01	-113 040 19
INTL NICKEL COMMON STOCK IDR 25 SEDOL B0217K9							
315,500 000	4,225 00	0 00	132,240 82	228,282 21	-80 286 45	-15,754 94	-96 041 39
MEDCO ENERGI INTL IDR100 SEDOL 6254511							
455,000 000	2 925 00	0 00	132 031 25	203 083 65	-54 720 25	-16 332 15	-71 052 40
Total IDR		0 00	727,175 84	986,952 65	-197,056 57	-62,720 24	-259,776 81
Indonesia - USD							
ADR PERUSAHAAN PERSEROAN PERSERO P T TELEKOMUNIKIASI INDONESIA SPONSORED ADR SEDOL 2882228							
5,300 000	32 53	0 00	172,409 00	189,142 71	-16 733 71	0 00	-16 733 71
Total USD		0 00	172 409 00	189,142 71	-16,733 71	0 00	-16,733 71
Total Indonesia		0 00	899 584 84	1,176 095 36	-213,790 28	-62,720 24	-276,510 52
Israel - USD							
ADR TEVA PHARMACEUTICAL INDS SEDOL 2883878							
4 875 000	51 50	0 00	251 062 50	223 067 16	27,995 34	0 00	27 995 34
Total USD		0 00	251,062 50	223 067 16	27,995 34	0 00	27 995 34
Total Israel		0 00	251,062 50	223 067 16	27,995 34	0 00	27,995 34
Italy - EUR							

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◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equities							
Common stock							
Italy - EUR							
ENEL EUR1 SEDOL 7144569							
115 200 000	4 11	0 00	679 456 02	1,189 758 28	-407,207 80	-103 094 46	-510 302 26
ENI SPA EUR1 SEDOL 7145056							
54 100 000	16 54	0 00	1 284 102 89	1 690 870 73	-464 913 87	58 146 03	-406 767 84
INTESA SANPAOLO EUR0 52 SEDOL 4076836							
275,659 000	3 0225	0 00	1,195 654 05	1,531 838 67	-495 351 94	159 167 32	-336,184 62
LUXOTTICA GROUP EUR0 06 SEDOL 4800659							
59 200 000	16 92	0 00	1,437 437 99	1,762 821 19	-378,294 55	52,911 35	-325,383 20
SAIPEM EUR1 SEDOL 4768768							
57,700 000	18 67	0 00	1 545 920 60	1 677 287 73	-183 941 17	52 574 04	-131,367 13
Total EUR		0 00	6,142,571 55	7,852,576 60	-1,929,709 33	219,704 28	-1,710,005 05
Italy - USD							
ADR INTESA SANPAOLO S P A SPONSORED ADR REPSTG ORD SHS ADR SEDOL B1M98R4							
3 794 000	25 94	0 00	98 416 36	160,180 40	-61,764 04	0 00	-61 764 04
Total USD		0 00	98 416 36	160 180 40	-61 764 04	0 00	-61,764 04
Total Italy		0 00	6,240,987 91	8,012,757 00	-1,991,473 37	219 704 28	-1,771,769 09
Japan - JPY							
CANON INC NPV SEDOL 6172323							
23,350 000	3 570 00	0 00	898 609 39	1 081 426 33	-405 145 86	222 328 92	-182 816 94

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◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equities							
Common stock							
Japan - JPY							
FANUC LTD NPV SEDOL 6356934							
20 600 000	7,590 00	0 00	1 685 484 83	1,838,602 32	-530,337 22	377 219 73	-153,117 49
JGC CORP NPV SEDOL 6473468							
104 000 000	1,727 00	0 00	1 936 161 27	1,860 600 51	-321 870 34	397 431 10	75,560 76
KOBE STEEL LTD SEDOL 6496023							
392,300 000	172 00	0 00	727 382 09	1 234 087 84	-764 055 52	257 349 77	-506,705 75
KOMATSU NPV SEDOL 6496584							
104 000 000	1,678 00	0 00	1 881 226 76	2,075 765 59	-635 444 91	440 906 08	-194 538 83
MITSUBISHI UFJ FIN NPV SEDOL 6335171							
80 400 000	594 00	0 00	514 823 48	879,002 83	-547 791 28	183,611 93	-364 179 35
MITSUI & CO NPV SEDOL 6597302							
90,800 000	1 212 00	0 00	1 186 326 74	1,636,332 64	-787 820 24	337,814 34	-450 005 90
MIZUHO FINANCIAL GROUP NPV SEDOL 6591014							
247,000 000	228 00	0 00	607 082 41	1 557,030 10	-1 300 619 32	350,671 63	-949 947 69
NISSAN MOTOR CO LTD SEDOL 6642860							
175,700 000	650 00	0 00	1,231 121 65	1,360 579 88	-363,240 60	233,782 37	-129 458 23
NOMURA HOLDINGS NPV SEDOL 6643108							
92 100 000	823 00	0 00	817 100 20	1 576 349 58	-1 107,800 12	348 550 74	-759 249 38

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◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equities							
Common stock							
Japan - JPY							
PANASONIC CORP SEDOL 6572707							
50 300 000	1,490 00	0 00	807,923 25	938,361 82	-298,160 23	167 721 66	-130 438 57
SONY CORP NPV SEDOL 6821506							
35,900 000	2,515 00	0 00	973 303 51	1 316,995 60	-449 181 59	105,489 50	-343 692 09
SUMITOMO MITSUI FINANCIAL GROUP NPV SEDOL 6563024							
18,800 000	4 010 00	0 00	812 677 20	1 755 289 23	-1 346 998 60	404,386 57	-942,612 03
SUMITOMO REALTY & DEVELOPMENT NPV SEDOL 6858902							
59 000 000	1,959 00	0 00	1,245 954 83	1 644 378 56	-796 936 69	398 512 96	-398 423 73
TOKIO MARINE HOLDINGS INC NPV SEDOL 6513126							
50 400 000	2 770 00	0 00	1 504 964 16	1 807 023 46	-690 761 75	388 702 45	-302 059 30
TORAY INDS INC NPV SEDOL 6897143							
231,000 000	544 00	0 00	1,354 648 84	1 606,103 74	-583 105 06	331 650 16	-251 454 90
Total JPY		0 00	18,184 790 61	24,167,930 03	-10,929,269 33	4,946,129 91	-5,983,139 42
Japan - USD							
ADR TOKIO MARINE HLDGS INC ADR COM STK SEDOL 2865809							
3 150 000	29 45	0 00	92 767 50	118,800 99	-26,033 49	0 00	-26 033 49
Total USD		0 00	92,767 50	118,800 99	-26,033 49	0 00	-26 033 49
Total Japan		0 00	18 277 558 11	24,286,731 02	-10 955 302 82	4 946,129 91	-6 009,172 91

KOREA, REPUBLIC OF - KRW

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◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
KOREA, REPUBLIC OF - KRW							
DAEWOO SECURITIES KRW5000 SEDOL 6249658							
7 000 000	22,950 00	0 00	128 633 20	203,686 78	-27 123 46	-47 930 12	-75 053 58
DAEWOO SHIPBUILDING&MARINE ENGINEERING KRW5000 SEDOL 6211732							
10 000 000	20 000 00	0 00	160 140 92	302,273 74	-87 281 78	-54,851 04	-142 132 82
HYUNDAI DEPT STORE KRW5000 SEDOL 6568610							
2 750 000	95 600 00	0 00	210,505 24	190,331 95	20 905 79	-732 50	20,173 29
HYUNDAI HEAVY INDS KRW5000 SEDOL 6446620							
1,400 000	190 500 00	0 00	213 547 92	489,790 52	-166 542 78	-109 699 82	-276,242 60
LOTTE SHOPPING CO KRW5000 SEDOL B0WGPZ5							
800 000	284 500 00	0 00	182 240 37	171,696 47	10 877 10	-333 20	10 543 90
SAMSUNG FIRE & MARINE INS CO LTD SEDOL 6155250							
900 000	224 000 00	0 00	161 422 05	197,202 15	10 084 20	-45,864 30	-35 780 10
SAMSUNG SECURITIES KRW5000 SEDOL 6408448							
2 600 000	74 800 00	0 00	155 721 03	211 389 48	-9,232 82	-46 435 63	-55 668 45
SK ENERGY KRW SEDOL B232R05							
3,400 000	100 500 00	0 00	273 600 77	441,866 86	-71 702 54	-96,563 55	-168,266 09
WOORI INVESTMENTS & SECURITIES KRW5000 SEDOL 6537085							
8 300 000	17 500 00	0 00	116 302 35	207 968 46	-47 402 88	-44 263 23	-91 666 11
Total KRW		0 00	1,602,113 85	2,416,206 41	-367,419 17	-446 673 39	-814 092 56

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◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equities							
Common stock							
KOREA, REPUBLIC OF - USD							
ADR KB FINL GROUP INC SPONSORED ADR REPSTG 1 COM SH ADR SEDOL B3DG2Y3							
3 000 000	40 77	0 00	122 310 00	178,839 70	-56 529 70	0 00	-56 529 70
ADR POSCO SPONSORED ADR SEDOL 2692795							
3 300 000	91 46	0 00	301,818 00	406,715 13	-104 897 13	0 00	-104 897 13
ADR SHINHAN FINL GROUP CO LTD SPONSORED ADR SEDOL 2730800							
1,900 000	65 32	0 00	124,108 00	178,749 72	-54,641 72	0 00	-54 641 72
ADR WOORI FIN HLDGS CO LTD AMERN DEP RCPTS SEDOL 2917465							
2 000 000	33 52	0 00	67 040 00	118,059 44	-51,019 44	0 00	-51 019 44
DAEWOO SHIPBUILDIN GDR-REP 2 ORD KRW5000 SEDOL 7599619							
800 000	32 02	0 00	25 616 00	52 320 00	-26 704 00	0 00	-26 704 00
SAMSUNG ELECTRONIC GDR REP 1/2 ORD REG S SEDOL 4942818							
1 210 000	307 125	235 83	371 621 25	359,935 83	11 685 42	0 00	11,685 42
Total USD		235 83	1,012,513 25	1 294,619 82	-282,106 57	0 00	-282 106 57
Total KOREA, REPUBLIC OF		235 83	2,614,627 10	3,710,826 23	-649,525 74	-446,673 39	-1,096,199 13
Malaysia - MYR							
BUMIPUTRA-COMMERCE MYR1 SEDOL 6075745							
48,000 000	9 95	0 00	135,624 02	145,941 07	-2 478 02	-7,839 03	-10 317 05
GENTING BHD MYR0 10 SEDOL B1VXJL8							
103 600 000	6 68	0 00	196 520 80	148,333 58	48 172 50	14 72	48 187 22

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◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
Malaysia - MYR							
MMC CORPORATION MYR0 10 SEDOL 6556648							
242 300 000	2 35	0 00	161 693 88	253 790 72	-79 076 98	-13 019 86	-92 096 84
Total MYR		0 00	493,838 70	548 065 37	-33,382 50	-20,844 17	-54,226 67
Total Malaysia		0 00	493,838 70	548,065 37	-33,382 50	-20,844 17	-54,226 67
Mexico - MXN							
GPO MEXICO SA SER'B COM NPV SEDOL 2643674							
203,800 000	19 35	0 00	296,084 15	369,416 74	-7,816 09	-65,516 50	-73 332 59
INDS PENOLES SAB D NPV SEDOL 2448200							
16 900 000	207 10	0 00	262 782 73	324 669 96	-5,638 55	-56 248 68	-61 887 23
WAL-MART DE MEXICO SER'V'NPV SEDOL B02YZ04							
57 300 000	47 21	0 00	203,104 07	209 283 78	26,718 61	-32,898 32	-6,179 71
Total MXN		0 00	761,970 95	903,370 48	13,263 97	-154,663 50	-141,399 53
Mexico - USD							
AMER MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS SEDOL 2722670							
3 500 000	45 15	0 00	158,025 00	190,363 98	-32 338 98	0 00	-32 338 98
Total USD		0 00	158 025 00	190,363 98	-32,338 98	0 00	-32 338 98
Total Mexico		0 00	919,995 95	1,093,734 46	-19 075 01	-154,663 50	-173,738 51
Netherlands - EUR							
ASML HOLDING NEW SEDOL 5949368							
19 900 000	19 135	0 00	546,447 69	425,884 41	112 375 23	8,188 05	120,563 28

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
Netherlands - EUR							
ING GROEP NV CVA EUR0 24 SEDOL 7154182							
37 200 000	10 545	0 00	562 932 83	1,309 043 98	-910 663 43	164 552 28	-746 111 15
ROYAL DUTCH SHELL 'A SHS EUR0 07 (DUTCH LIST) SEDOL B09CBL4							
56 100 000	19 355	21,715 38	1 558 199 60	1 894 235 13	-209 726 27	-126,309 26	-336 035 53
UNILEVER NV CVA EUR0 16 SEDOL B12T3J1							
34 800 000	19 495	0 00	973,575 28	1,115,190 62	-56,872 81	-84 742 53	-141 615 34
Total EUR		21,715 38	3,641 155 40	4,744 354 14	-1,064,887 28	-38,311 46	-1 103,198 74
Netherlands - USD							
ADR ING GROEP N V SPONSORED ADR SEDOL 2452643							
6 963 000	15 07	0 00	104 932 41	226,784 91	-121 852 50	0 00	-121 852 50
Total USD		0 00	104,932 41	226,784 91	-121,852 50	0 00	-121,852 50
Total Netherlands		21,715 38	3,746,087 81	4,971,139 05	-1,186,739 78	-38,311 46	-1,225,051 24
Norway - NOK							
AKER SOLUTIONS ASA NOK2 SEDOL B1VLVW7							
31 600 000	59 00	0 00	310 536 66	693,468 17	-350,977 11	-31 954 40	-382,931 51
PETROLEUM GEO SVS NOK3 SEDOL B1L7YL5							
22 800 000	47 70	0 00	181 145 27	525,393 25	-292,885 30	-51 362 68	-344 247 98
STATOILHYDRO ASA COMMON STOCK SEDOL 7133608							
62 722 000	131 10	0 00	1 369 608 28	1 462 779 07	-111 818 84	18 648 05	-93 170 79

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
Total NOK		0 00	1,861,290 21	2,681,640 49	-755 681 25	-64,669 03	-820,350 28
Total Norway		0 00	1,861,290 21	2,681,640 49	-755 681 25	-64,669 03	-820,350 28
Philippines - USD							
ADR PHILIPPINE LONG DISTANCE TEL CO SPONSORED ADR SEDOL 2685654							
2 950 000	51 45	5 240 84	151 777 50	170 050 13	-18 272 63	0 00	-18 272 63
Total USD		5,240 84	151,777 50	170,050 13	-18 272 63	0 00	-18,272 63
Total Philippines		5 240 84	151,777 50	170,050 13	-18,272 63	0 00	-18,272 63
Poland - PLN							
BRE BANK SA PLN4 SEDOL 4143053							
975 000	250 00	0 00	85 496 32	162,199 27	-58 828 38	-17 874 57	-76 702 95
Total PLN		0 00	85,496 32	162,199 27	-58,828 38	-17 874 57	-76,702 95
Poland - USD							
BK PEKAO GDS(REP 1 PLN1) REG'S SEDOL 4640048							
1 750 000	43 50	0 00	76 125 00	122,181 30	-46,056 30	0 00	-46 056 30
KGHM POLSKA MIEDZ GDR REPR 2 ORD SHS PLN10 SEDOL 5289053							
2 500 000	65 00	0 00	162 500 00	183,070 40	-20 570 40	0 00	-20 570 40
Total USD		0 00	238,625 00	305 251 70	-66,626 70	0 00	-66,626 70
Total Poland		0 00	324,121 32	467,450 97	-125 455 08	-17,874 57	-143 329 65
Russian Federation - USD							
ADR OIL CO LUKOIL SPONSORED ADR SEDOL 2537432							
3 275 000	49 25	4,521 34	161 293 75	284 812 51	-123 518 76	0 00	-123,518 76

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
Russian Federation - USD							
GAZPROM ADR REP 4 ORD RUB5 SEDOL 5140989							
10 850 000	21 20	447 81	230 020 00	488,003 22	-257 983 22	0 00	-257,983 22
Total USD		4,969 15	391 313 75	772,815 73	-381,501 98	0 00	-381,501 98
Total Russian Federation		4,969 15	391,313 75	772 815 73	-381 501 98	0 00	-381,501 98
Singapore - SGD							
SINGAPORE TELECOMMUNICATIONS NEW COM STK SEDOL B02PY22							
570 000 000	3 14	0 00	1 242 011 03	1,459,316 59	-159 952 83	-57,352 73	-217,305 56
Total SGD		0 00	1,242,011 03	1,459,316 59	-159 952 83	-57,352 73	-217,305 56
Total Singapore		0 00	1,242,011 03	1,459 316 59	-159,952 83	-57,352 73	-217,305 56
South Africa - USD							
ADR ANGLO PLATINUM LTD ADR SEDOL 2759946							
2 500 000	88 74	0 00	221 850 00	318 269 19	-96 419 19	0 00	-96 419 19
ADR SASOL LTD SPONSORED ADR SEDOL 2777294							
5 150 000	37 79	0 00	194 618 50	227 958 27	-33 339 77	0 00	-33 339 77
Total USD		0 00	416,468 50	546,227 46	-129,758 96	0 00	-129 758 96
South Africa - ZAR							
MTN GROUP LTD ZAR0 0001 SEDOL 6563206							
10 500 000	127 50	0 00	171,880 32	156,954 20	17,497 78	-2,571 66	14 926 12
Total ZAR		0 00	171,880 32	156,954 20	17,497 78	-2,571 66	14,926 12
Total South Africa		0 00	588,348 82	703,181 66	-112 261 18	-2,571 66	-114 832 84

STATEMENT 20

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equities							
Common stock							
Spain - EUR							
BANCO SANTANDER EURO 50(REGD) SEDOL 5705946							
63 700 000	10 735	0 00	981 315 22	940,598 69	-19 262 02	59 978 55	40 716 53
BBVA(BILB-VIZ-ARG) EUR0 49 SEDOL 5501906							
48,974 000	12 39	0 00	870 770 96	914 754 13	-102,104 77	58 121 60	-43 983 17
TELEFONICA SA EUR1 SEDOL 5732524							
52 200 000	17 59	0 00	1,317 660 10	1,401,035 15	-36 321 09	-47,053 96	-83 375 05
Total EUR		0 00	3,169,746 28	3,256,387 97	-157 687 88	71,046 19	-86 641 69
Total Spain		0 00	3,169,746 28	3,256,387 97	-157,687 88	71,046 19	-86,641 69
Sweden - SEK							
ERICSSON(LM)TEL SER'B' NPV SEDOL 5959378							
104,360 000	68 10	0 00	1 000 889 50	1,322 614 28	-226 793 43	-94 931 35	-321 724 78
VOLVO AB SER B'NPV SEDOL B1QH830							
168 400 000	62 25	0 00	1,476 340 03	1,663 167 59	-151 133 34	-35 694 22	-186 827 56
Total SEK		0 00	2,477,229 53	2,985,781 87	-377,926 77	-130,625 57	-508,552 34
Total Sweden		0 00	2,477,229 53	2,985,781 87	-377,926 77	-130 625 57	-508,552 34
Switzerland - CHF							
ABB LTD CHF1 54 (REGD) SEDOL 7108899							
55 500 000	20 32	0 00	1 067 095 61	1 149 471 48	-120 801 57	38 425 70	-82 375 87
JULIUS BAER HLDG CHF0 05 (REGD) SEDOL B1WHVV3							
25 600 000	53 85	0 00	1 304 404 60	1 595 159 35	-436 401 03	145 646 28	-290 754 75

STATEMENT 20

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equities							
Common stock							
Switzerland - CHF							
LOGITECH INTL CHF0 25(REGD) SEDOL B18ZRK2							
56 500 000	19 52	0 00	1,043,553 96	844,478 80	168 044 56	31,030 60	199 075 16
NESTLE SA COMSTK SEDOL 7123870							
19,800 000	43 98	0 00	823 961 77	953 321 61	-122 960 38	-6 399 46	-129 359 84
ROCHE HLDGS AG GENUSSCHEINE NPV SEDOL 7110388							
4,450 000	168 30	0 00	708,648 34	747,108 22	-28 630 52	-9,829 36	-38 459 88
SWATCH GROUP CHF2 25(BR) SEDOL 7184725							
6 650 000	228 10	0 00	1 435 269 91	1,021,163 16	348 274 49	65 832 26	414 106 75
SYNGENTA AG REG CHF0 1 SEDOL 4356646							
4 375 000	249 00	0 00	1 030 775 42	1 271 885 45	-218 286 12	-22,823 91	-241,110 03
UBS AG CHF0 10 SEDOL B18YFJ4							
59 415 000	19 54	0 00	1,098 518 33	2 529,792 61	-1 882,747 05	451 472 77	-1,431 274 28
Total CHF		0 00	8,512,227 94	10,112,380 68	-2,293,507 62	693,354 88	-1,600,152 74
Switzerland - USD							
UBS AG SHS COM SEDOL B17MV57							
4 500 000	18 32	0 00	82 440 00	146 968 96	-64 528 96	0 00	-64 528 96
Total USD		0 00	82,440 00	146 968 96	-64,528 96	0 00	-64,528 96
Total Switzerland		0 00	8,594,667 94	10,259,349 64	-2 358 036 58	693 354 88	-1 664 681 70
Taiwan - USD							

STATEMENT 20

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
Taiwan - USD							
ADR ADVANCED SEMICONDUCTOR ENGR INC SPONSORED ADR SEDOL 2646521							
36 978 000	3 50	2 490 22	129 423 00	145,980 63	-16 557 63	0 00	-16 557 63
ADR SILICONWARE PRECISION INDS LTD SPONSORED SEDOL 2577502							
19 141 000	6 30	0 00	120 588 30	172 940 04	-52 351 74	0 00	-52 351 74
ADR TAIWAN SEMICONDUCTOR MFG CO LTD SPONSORED ADR SEDOL 2113382							
43,709 000	10 70	0 00	467 686 30	406,466 73	61,219 57	0 00	61,219 57
ASUSTEK COMPUTER GDR REP 5 COM TWD10 REG'S' SEDOL 5174342							
23 847 000	7 875	5 301 57	187 795 13	168,357 90	19,437 23	0 00	19 437 23
HON HAI PRECISION GDR(REP 2 SHS TWD10)REG S SEDOL 5758218							
40 508 000	6 80	0 00	275 454 40	264 730 05	10 724 35	0 00	10,724 35
Total USD		7,791 79	1,180,947 13	1,158,475 35	22,471 78	0 00	22,471 78
Total Taiwan		7,791 79	1,180,947 13	1,158,475 35	22,471 78	0 00	22,471 78
Turkey - USD							
ADR TURKCELL ILETISIM HIZMETLERI A S SPONSORED ADR NEW SEDOL 2801687							
6 900 000	16 11	0 00	111 159 00	132,368 88	-21 209 88	0 00	-21 209 88
Total USD		0 00	111,159 00	132,368 88	-21,209 88	0 00	-21,209 88
Total Turkey		0 00	111,159 00	132,368 88	-21,209 88	0 00	-21,209 88
United Kingdom - GBP							
ANGLO AMERICAN USD0 54945 SEDOL B1XZS82							
59,757 000	20 21	0 00	1 968 291 54	2,682 892 22	-299,423 38	-415 177 30	-714 600 68

STATEMENT 20

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equities							
Common stock							
United Kingdom - GBP							
ASTRAZENECA ORD USD0 25 SEDOL 0989529							
13 550 000	28 40	7 950 16	627 179 65	701,579 92	31 305 79	-105,706 06	-74 400 27
BG GROUP ORD GBP0 10 SEDOL 0876289							
65 900 000	10 17	6 494 07	1 092 296 88	1 285,932 25	19 748 73	-213 384 10	-193 635 37
GLAXOSMITHKLINE ORD GBP0 25 SEDOL 0925288							
37,800 000	12 03	8,624 90	741,125 49	932,978 65	-85 678 07	-106 175 09	-191,853 16
RIO TINTO ORD GBP0 10 SEDOL 0718875							
54 807 000	24 135	0 00	2 155 845 64	2 659,020 44	-234,551 29	-268 623 51	-503 174 80
SCHRODERS VTG SHS GBP1 SEDOL 0240549							
47 450 000	10 81	8 515 71	835 980 67	1 025 231 40	-20 310 54	-168 940 19	-189 250 73
Total GBP		31,584 84	7 420,719 87	9,287,634 88	-588,908 76	-1,278,006 25	-1,866,915 01
Total United Kingdom		31 584 84	7,420,719 87	9,287,634 88	-588,908 76	-1,278,006 25	-1,866,915 01
United States - USD							
DAIMLER AG SEDOL 2307389							
250 000	45 16	0 00	11 290 00	19,557 50	-8,267 50	0 00	-8 267 50
Total USD		0 00	11 290 00	19,557 50	-8,267 50	0 00	-8,267 50
Total United States		0 00	11,290 00	19,557 50	-8,267 50	0 00	-8,267 50
Total Common Stock **9,145,195.000**		**90,373.23**	**99,245,215 38**	**120,244,435.65**	**-25,391,893 13**	**4,392,672.86**	**-20,999,220 27**

Preferred stock

STATEMENT 20

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equities							
Preferred stock							
Brazil - BRL							
LOJAS AMERICANAS S PRF NPV SEDOL 2516710							
33 700 000	11 25	0 00	202 740 64	227 832 81	-22 945 57	-2,146 60	-25 092 17
VALE SA SEDOL 2257127							
23 900 000	32 90	0 00	420 486 63	484 207 32	-59 229 25	-4,491 44	-63 720 69
Total BRL		0 00	623 227 27	712,040 13	-82,174 82	-6,638 04	-88,812 86
Brazil - USD							
ADR COMPANHIA DE BEBIDAS DAS AMERS AMBEV SPONSORED ADR REPSTG PFD SHS SEDOL 2634797							
2 950 000	74 57	0 00	219 981 50	206,170 23	13 811 27	0 00	13 811 27
ADR COMPANHIA ENERGETICA DE MINAS GERAISSPONSORED ADR PAR $0 01 REP NON VTG PFD SEDOL 2178938							
5 891 000	14 61	0 00	86 067 51	88,359 98	-2 292 47	0 00	-2,292 47
ADR VALE S A ADR REPSTG PFD PREF ADR SEDOL 2933900							
3 300 000	17 21	0 00	56,793 00	91 246 83	-34 453 83	0 00	-34 453 83
ITAU UNIBANCO HOLDINGS S A SEDOL 2849739							
25 649 800	16 75	2 741 26	429 634 15	453,930 61	-24 296 46	0 00	-24 296 46
Total USD		2 741 26	792,476 16	839,707 65	-47,231 49	0 00	-47,231 49
Total Brazil		2 741 26	1,415,703 43	1,551,747 78	-129 406 31	-6,638 04	-136 044 35
Total Preferred Stock							
95,390 800		**2,741 26**	**1,415,703 43**	**1,551,747.78**	**-129,406.31**	**-6,638 04**	**-136,044.35**
Rights/warrants							
France - EUR							

STATEMENT 20

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equities							
Rights/warrants							
France - EUR							
DANONE EUR0 25 (S/R 12/06/09) SEDOL B557FV6							
0 000	2 981176	0 00	0 00	-47,489 11	48,031 33	-542 22	47 489 11
Total EUR		0 00	0 00	-47 489 11	48,031 33	-542 22	47,489 11
Total France		0 00	0 00	-47,489 11	48,031 33	-542 22	47,489 11
Italy - EUR							
ENEL EUR1 (S/R 19/06/2009) SEDOL B4ZJP60							
0 000	0 51	0 00	0 00	-78 454 28	79 350 05	-895 77	78 454 28
Total EUR		0 00	0 00	-78,454 28	79,350 05	-895 77	78,454 28
Total Italy		0 00	0 00	-78,454 28	79,350 05	-895 77	78,454 28
Total Rights/Warrants							
0 000		**0.00**	**0.00**	**-125,943.39**	**127,381.38**	**-1,437 99**	**125,943 39**
Total Equities							
9,240,585.800		**93,114.49**	**100,660,918 81**	**121,670,240 04**	**-25,393,918.06**	**4,384,596 83**	**-21,009,321.23**
All other							
Recoverable taxes							
CHF - Swiss franc							
	1 05685	36,456 45	0 00	0 00	0 00	0 00	0 00

STATEMENT 20

Portfolio Statements

31 AUG 09

Account number FST01

FISHER INVESTMENTS INSTITUTION

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
All other							
Recoverable taxes							
DKK - Danish krone	5 18685	2,843 44	0 00	0 00	0 00	0 00	0 00
EUR - Euro	0 6968398	28 502 02	0 00	0 00	0 00	0 00	0 00
USD - United States dollar	1 00	3 888 74	0 00	0 00	0 00	0 00	0 00
Total recoverable taxes - all currencies		71 690 65	0 00	0 00	0 00	0 00	0 00
Total recoverable taxes - all countries		71,690 65	0 00	0 00	0 00	0 00	0 00
Total Recoverable taxes **0.000**		**71,690 65**	**0 00**	**0.00**	**0.00**	**0.00**	**0.00**
Total All other **0 000**		**71,690 65**	**0.00**	**0.00**	**0.00**	**0 00**	**0 00**
Cash and Cash Equivalents							
Cash							
IDR - Indonesian rupiah	10,080 00	0 00	32 221 60	32,221 60	0 00	0 00	0 00
Total cash - all currencies		0 00	32 221 60	32,221 60	0 00	0 00	0 00
Total cash - all countries		0 00	32,221 60	32,221 60	0 00	0 00	0 00

STATEMENT 20

Portfolio Statements

31 AUG 09

Account number FST01

FISHER INVESTMENTS INSTITUTION

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Cash and Cash Equivalents							
Total Cash							
32,221 600		**0.00**	**32,221.60**	**32,221 60**	**0.00**	**0 00**	**0 00**
Invested cash							
USD - United States dollar							
	1 00	107 12	2 940 753 75	2 940 753 75	0 00	0 00	0 00
Total invested cash - all currencies		107 12	2,940,753 75	2,940,753 75	0 00	0 00	0 00
Total invested cash - all countries		107 12	2,940,753 75	2,940,753 75	0 00	0 00	0 00
Total Invested cash							
2,940,753.750		**107.12**	**2,940,753.75**	**2,940,753.75**	**0 00**	**0.00**	**0.00**
Total Cash and Cash Equivalents							
2,972,975.350		**107.12**	**2,972,975.35**	**2,972,975.35**	**0 00**	**0 00**	**0.00**
Adjustments To Cash							
Pending foreign exchange purchases							
USD - United States dollar							
	1 00	0 00	419 925 60	419,925 60	0 00	0 00	0 00
Total pending foreign exchange purchases - all currencies		0 00	419,925 60	419 925 60	0 00	0 00	0 00
Total pending foreign exchange purchases - all countries		0 00	419,925 60	419,925 60	0 00	0 00	0 00
Total Pending foreign exchange purchases							
0 000		**0 00**	**419,925 60**	**419,925.60**	**0 00**	**0 00**	**0.00**

STATEMENT 20

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Asset Detail - Base Currency

Adjustments To Cash

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Pending foreign exchange sales							
GBP - British pound sterling	0 6135722	0 00	-391 103 12	-389 231 34	0 00	-1,871 78	-1 871 78
MYR - Malaysian ringgit	3 5215	0 00	-14 798 88	-14,740 28	0 00	-58 60	-58 60
ZAR - South African rand	7 78885	0 00	-16 164 03	-15,953 98	0 00	-210 05	-210 05
Total pending foreign exchange sales - all currencies		0 00	-422,066 03	-419,925 60	0 00	-2,140 43	-2,140 43
Total pending foreign exchange sales - all countries		0 00	-422,066 03	-419 925 60	0 00	-2,140 43	-2,140 43
Total Pending foreign exchange sales **0.000**		**0 00**	**-422,066.03**	**-419,925.60**	**0.00**	**-2,140 43**	**-2,140 43**
Pending trade sales							
GBP - British pound sterling	0 6135722	0 00	391 103 11	392 926 89	0 00	-1,823 78	-1,823 78
MYR - Malaysian ringgit	3 5215	0 00	14 798 88	14,807 29	0 00	-8 41	-8 41
USD - United States dollar	1 00	0 00	82,977 79	82,977 79	0 00	0 00	0 00
ZAR - South African rand	7 78885	0 00	16,164 03	16 154 80	0 00	9 23	9 23

STATEMENT 20

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Adjustments To Cash							
Pending trade sales							
Total pending trade sales - all currencies		0 00	505 043 81	506,866 77	0 00	-1,822 96	-1,822 96
Total pending trade sales - all countries		0 00	505,043 81	506 866 77	0 00	-1,822 96	-1,822 96
Total Pending trade sales							
0.000		**0.00**	**505,043 81**	**506,866.77**	**0.00**	**-1,822.96**	**-1,822.96**
Total Adjustments To Cash							
0.000		**0.00**	**502,903 38**	**506,866.77**	**0.00**	**-3,963.39**	**-3,963 39**
Total							
12,213,561.150		**164,912.26**	**104,136,797.54**	**125,150,082.16**	**-25,393,918.06**	**4,380,633.44**	**-21,013,284.62**

STATEMENT 20

Foellinger Foundation
Fixed Asset Reconciliation
for fiscal year ending 8-31-09

	Balance @ 8-31-08	Additions	Disposals	Balance @ 8-31-09
Fixed Assets				
Land	851,835.75	0.00	0.00	851,835.75
Land Improvements	190,985.13	0.00	0.00	190,985.13
Buildings	2,602,782.71	0.00	0.00	2,602,782.71
Bldg Improvements	162,704.19	3,817.00	0.00	166,521.19
Furniture & Equipment	322,918.63	12,940.20	(9,040.75)	326,818.08
Total	4,131,226.41	16,757.20	(9,040.75)	4,138,942.86
Accumulated Deprecation				
Land Improvements	186,873.48	844.45	0.00	187,717.93
Buildings	1,097,532.11	66,585.78	0.00	1,164,117.89
Bldg Improvements	21,287.29	9,665.52	0.00	30,952.81
Furniture & Equipment	270,469.60	13,168.05	(9,040.75)	274,596.90
Total	1,576,162.48	90,263.80	(9,040.75)	1,657,385.53
Net Fixed Assets	2,555,063.93	(73,506.60)	0.00	2,481,557.33

STATEMENT 21

PART IV FOELLINGER FOUNDATION, INC.
520 EAST BERRY STREET
FORT WAYNE, INDIANA, 46802
E I NO 35-6027059
FORM 990-PF YEAR ENDED 8/31/09

SALES AND MATURITIES OF FIXED INCOME INVESTMENTS

NAME OF SECURITY	PAR	COST OF INVESTMENT	DATE OF SALE	SALE AMOUNT	GAIN (LOSS)
Healthtrack Sports & Wellness	240,000	240,000 00	09/03/08	240,000 00	0 00
FHLM 6/15/34	2,000,000	1,987,500 00	09/10/08	1,966,875 00	(20,625 00)
FHLM Corp Pool #G30307	9,711 49	10,011.94	09/15/08	9,711 49	(300 45)
FHLM Corp Pool #C91008	15,651 35	16,064 23	09/15/08	15,651 35	(412 88)
FHLM Corp Pool #C91015	5,003 38	4,918.77	09/15/08	5,003.38	84 61
FHLM Corp Pool #25-7062	135 35	134 34	09/15/08	135 35	1 01
FNMA Pool # 906081	6,747 97	6,685 55	09/25/08	6,747 97	62 42
FNMA Pool # 256125	8,718 59	8,522 42	09/25/08	8,718.59	196 17
FHLM Corp Pool #G30307	11,789 88	12,154 63	10/15/08	11,789 88	(364.75)
FHLM Corp Pool #C91008	15,875 33	16,294.12	10/15/08	15,875 33	(418 79)
FHLM Corp Pool #C91015	5,346.96	5,256 54	10/15/08	5,346 96	90 42
FHLM Corp Pool #25-7062	136 48	135 46	10/15/08	136 48	1 02
FNMA Pool # 256125	10,478.26	10,242 50	10/27/08	10,478 26	235 76
FNMA Pool # 906081	12,370 63	12,256 20	10/27/08	12,370 63	114 43
FHLM Corp Pool #G30307	11,996 28	12,367 42	11/17/08	11,996.28	(371 14)
FHLM Corp Pool #C91008	25,768 44	26,448 21	11/17/08	25,768 44	(679 77)
FHLM Corp Pool #C91015	2,764 95	2,718 19	11/17/08	2,764 95	46 76
FHLM Corp Pool #25-7062	118 40	117.51	11/17/08	118 40	0 89
FNMA Pool # 256125	8,273 83	8,087 67	11/25/08	8,273 83	186 16
FNMA Pool # 906081	8,379 54	8,302 03	11/25/08	8,379 54	77 51
FNMA Pool # 906081 1/1/37	1,024,865	1,015,385 06	12/11/08	1,038,156 26	22,771 20
FHLM Corp Pool #G30307	9,746 54	10,048 07	12/15/08	9,746 54	(301 53)
FHLM Corp Pool #C91008	14,836 35	15,227.73	12/15/08	14,836 35	(391 38)
FHLM Corp Pool #C91015	18,305 30	17,995 76	12/15/08	18,305 30	309 54
FHLM Corp Pool #25-7062	87 65	86 99	12/15/08	87 65	0 66
FNMA Pool # 256125	4,845 95	4,736 92	12/26/08	4,845 95	109 03
FNMA Pool # 906081	8,316 89	8,239.96	12/31/08	8,316 89	76 93
US Treasury Note 2/15/15	1,000,000	968,500 00	01/08/09	1,129,375 00	160,875 00
FHLM Corp Pool #G30307	12,038.77	12,411 22	01/15/09	12,038.77	(372.45)
FHLM Corp Pool #C91008	3,236.93	3,322 32	01/15/09	3,236 93	(85 39)
FHLM Corp Pool #C91015	6,437 40	6,328 54	01/15/09	6,437 40	108 86
FHLM Corp Pool #25-7062	119.08	117.99	01/15/09	119 08	1 09
Wachovia Auto Loan Trust	29,360.58	29,433 98	01/20/09	29,360 58	(73 40)
FNMA Pool # 256125	15,515 30	15,166 21	01/26/09	15,515 30	349 09
Fed Home Loan Bk 2/23/17	875,000	875,000.00	01/27/09	877,327.50	2,327 50
FHLM Corp Pool #G30307	20,908 59	21,555 45	02/17/09	20,908 59	(646 86)
FHLM Corp Pool #C91008	2,398 70	2,461 98	02/17/09	2,398.70	(63 28)
FHLM Corp Pool #C91015	21,552 96	21,188 50	02/17/09	21,552 96	364 46
Wachovia Auto Loan Trust	103,563.06	103,821 97	02/20/09	103,563 06	(258 91)
FNMA Pool # 256125	15,747 39	15,393.07	02/26/09	15,747.39	354 32
FNMA 3/04/13	1,400,000	1,400,000 00	03/04/09	1,400,000 00	0.00
FHLM Corp Pool #G30307	27,419 73	28,268 03	03/16/09	27,419.73	(848 30)
FHLM Corp Pool #C91008	2,484.95	2,550 50	03/16/09	2,484 95	(65 55)
FHLM Corp Pool #C91015	40,961 79	40,269 13	03/16/09	40,961 79	692 66
Wachovia Auto Loan Trust	101,946 56	102,201 43	03/20/09	101,946.56	(254 87)
FNMA Pool # 256125	23,437 62	22,910 27	03/25/09	23,437 62	527.35
Fed Home Loan Bk 3/30/17	1,400,000	1,402,002 00	03/30/09	1,400,000.00	(2,002 00)

STATEMENT 22

SALES AND MATURITIES OF FIXED INCOME INVESTMENTS

NAME OF SECURITY	PAR	COST OF INVESTMENT	DATE OF SALE	SALE AMOUNT	GAIN (LOSS)
Oakland Cnty Mich CTFS	1,400,000	1,420,734 00	04/01/09	1,400,000.00	(20,734 00)
FHLM Corp Pool #G30307	31,431 42	32,403 83	04/15/09	31,431 42	(972 41)
FHLM Corp Pool #C91008	6,594 35	6,768.31	04/15/09	6,594 35	(173 96)
FHLM Corp Pool #C91015	25,684 69	25,250 36	04/15/09	25,684 69	434 33
Wachovia Auto Loan Trust	107,490 24	107,758.97	04/20/09	107,490.24	(268 73)
FNMA Pool # 256125	29,195 97	28,539.06	04/27/09	29,195 97	656 91
FHLM Corp Pool #G30307	31,198 72	32,163 93	05/15/09	31,198 72	(965.21)
FHLM Corp Pool #C91008	18,468 47	18,955.67	05/15/09	18,468 47	(487 20)
FHLM Corp Pool #C91015	36,053 79	35,444 12	05/15/09	36,053 79	609 67
Wachovia Auto Loan Trust	100,719 46	100,971.26	05/20/09	100,719 46	(251 80)
Albuquerque NM Gross Rcpts	1,000,000	1,017,000 00	05/20/09	1,046,000 00	29,000.00
FNMA Pool # 256125	21,563.29	21,078 12	05/25/09	21,563 29	485 17
FHLM Med Term Note	1,500,000	1,500,000 00	05/27/09	1,500,000 00	0 00
FPL Group Capital	1,000,000	989,330.00	06/01/09	1,000,000 00	10,670 00
FHLM Corp Pool #G30307	28,710 86	29,599 10	06/15/09	28,710.86	(888 24)
FHLM Corp Pool #C91008	10,949 69	11,238 54	06/15/09	10,949 69	(288 85)
FHLM Corp Pool #C91015	67,127 32	65,992.20	06/15/09	67,127 32	1,135 12
Wachovia Auto Loan Trust	93,663 82	93,897 98	06/22/09	93,663 82	(234 16)
FNMA Pool # 256125	27,620 59	26,999 13	06/25/09	27,620 59	621 46
South CA Pub Power Auth N G	1,110,000	1,108,734 60	07/10/09	1,143,300 00	34,565 40
FHLM Corp Pool #G30307	27,129 94	27,969 27	07/15/09	27,129 94	(839.33)
FHLM Corp Pool #C91008	27,865 98	28,601 08	07/15/09	27,865 98	(735 10)
FHLM Corp Pool #C91015	14,922 31	14,669 97	07/15/09	14,922 31	252 34
Wachovia Auto Loan Trust	94,706.34	94,943.11	07/20/09	94,706 34	(236 77)
FNMA Pool # 256125	31,663 14	30,950 72	07/27/09	31,663 14	712 42
FHLM Corp Pool #G30307	19,795 26	20,407 68	08/17/09	19,795.26	(612 42)
FHLM Corp Pool #C91008	35,237 13	36,166 69	08/17/09	35,237 13	(929 56)
FHLM Corp Pool #C91015	10,088.72	9,918 12	08/17/09	10,088 72	170 60
Wachovia Auto Loan Trust	96,420 86	96,661 91	08/20/09	96,420 86	(241 05)
FNMA Pool # 256125	20,400.17	19,941 17	08/25/09	20,400 17	459 00
Total Fixed Income Investments		15,585,929 71		15,798,271 49	212,341 78

STATEMENT 22

PART IV FOELLINGER FOUNDATION, INC.
520 EAST BERRY STREET
FORT WAYNE, INDIANA, 46802
E I. NO 35-6027059
FORM 990-PF YEAR ENDED 8/31/09

SALES OF EQUITY INVESTMENTS

SECURITIES SOLD	# OF SHARES	COST OF SHARES	TRADE DATE	SALE AMOUNT	GAIN (LOSS)
Goldman Sachs Group	6,900	999,058 00	09/23/08	699,910 68	(299,147 32)
Morgan Stanley	19,200	961,087 65	09/23/08	309,700 02	(651,387 63)
UnionBanCal Corp	3,500	226,520 95	10/01/08	257,250 00	30,729 05
Stewart Information Svcs Corp	1,850	85,812 25	11/03/08	21,005 71	(64,806 54)
Photronics Inc	1,000	16,048.35	12/09/08	531 79	(15,516 56)
Photronics Inc	1,700	27,282.21	12/10/08	826 87	(26,455 34)
Photronics Inc	1,100	17,653 19	12/11/08	763 50	(16,889 69)
AT&T Inc	3,000	105,571 50	12/12/08	89,507 49	(16,064 01)
Bio Rad Labs Inc	100	6,092.02	12/12/08	7,164 50	1,072 48
Coca Cola Co	3,800	222,185 05	12/12/08	171,674.29	(50,510.76)
Johnson & Johnson	3,500	222,702 73	12/12/08	203,721.25	(18,981 48)
Merck & Co Inc	4,000	150,518 56	12/12/08	106,797 40	(43,721 16)
Perrigo Co	500	8,406 80	12/12/08	16,365 75	7,958 95
Pfizer Inc	6,800	137,498 82	12/12/08	113,926 56	(23,572 26)
Proctor & Gamble Co	3,500	92,745 17	12/12/08	211,090 81	118,345 64
Steris Corp	200	5,320 55	12/12/08	5,376 90	56 35
Verizon Communications	4,600	180,439 14	12/12/08	155,794.22	(24,644 92)
Bio Rad Labs Inc	100	6,092 02	12/15/08	7,073 47	981 45
Perrigo Co	500	8,406 80	12/15/08	16,155 25	7,748 45
Steris Corp	500	13,301 38	12/15/08	13,239.07	(62 31)
Perrigo Co	700	11,769.52	12/18/08	21,402 87	9,633 35
Ralcorp Holdings Inc	300	12,909 60	12/18/08	16,612 13	3,702 53
Transocean Ordinary Shares	8,675	680,671 88	12/18/08	508,362 56	(172,309.32)
BJS Whsl Club Inc	500	15,194 46	12/19/08	17,258 50	2,064 04
Bio Rad Labs Inc	450	27,414 09	12/22/08	31,017.02	3,602 93
Granite Constr Inc	400	18,599 77	12/22/08	18,104 85	(494 92)
New Jersey Res Corp	400	11,819 06	12/22/08	14,896 03	3,076 97
Perrigo Co	700	11,769.52	12/22/08	22,203 31	10,433 79
Ralcorp Holdings Inc	600	25,819 21	12/22/08	34,137 76	8,318 55
Steris Corp	200	5,320 55	12/22/08	5,028.27	(292 28)
Steris Corp	1,000	26,602 77	12/22/08	25,205 45	(1,397 32)
Corn Prods Intl Inc	225	6,119 11	12/24/08	6,520 46	401 35
Orbital Sciences Corp	350	5,295.72	12/24/08	6,550 53	1,254 81
Regal Beloit Corp	200	8,091 34	12/24/08	6,915 04	(1,176 30)
Teledyne Technologies Inc	150	5,247.53	12/24/08	6,482 53	1,235 00
Exxon Mobil Corp	5,800	509,326 84	12/26/08	434,354 34	(74,972 50)
Johnson & Johnson	4,400	279,969 14	12/26/08	260,016 54	(19,952 60)
McDonald's Corp	6,900	239,055 22	12/26/08	417,360 03	178,304 81
Perrigo Co	1,100	18,494 96	12/26/08	35,578 97	17,084 01
Pfizer Inc	16,800	339,702.98	12/26/08	293,329 71	(46,373 27)
Proctor & Gamble Co	4,800	127,193.37	12/26/08	288,449 10	161,255 73
Ralcorp Holdings Inc	200	8,606.40	12/26/08	11,353.23	2,746 83
Wal Mart Stores Inc	5,700	325,899 21	12/26/08	319,258 63	(6,640 58)
BJS Whsl Club Inc	1,000	30,388 91	01/12/09	33,760 11	3,371 20
Bio Rad Labs Inc	200	12,184 04	01/12/09	13,355 62	1,171.58
California Wtr Svc Group	300	13,242 98	01/12/09	12,600 73	(642.25)
Clorox Co	4,400	266,400.39	01/12/09	240,133 05	(26,267 34)

STATEMENT 22

SECURITIES SOLD	# OF SHARES	COST OF SHARES	TRADE DATE	SALE AMOUNT	GAIN (LOSS)
Coca Cola Co	3,400	198,797 14	01/12/09	152,610 18	(46,186 96)
Exxon Mobil Corp	900	79,033 48	01/12/09	70,292 57	(8,740 91)
Johnson & Johnson	1,400	89,081 09	01/12/09	82,793.85	(6,287 24)
McDonald's Corp	2,700	93,543 36	01/12/09	165,387 30	71,843.94
Merck & Co Inc	1,400	52,681 50	01/12/09	40,986 17	(11,695 33)
New Jersey Res Corp	500	14,773 82	01/12/09	18,512 19	3,738 37
Perrigo Co	500	8,406 80	01/12/09	14,448 11	6,041 31
Pfizer Inc	2,800	56,617 17	01/12/09	49,089 88	(7,527 29)
Photronics Inc	600	9,629 01	01/12/09	969 53	(8,659 48)
Ralcorp Holdings Inc	500	21,516 00	01/12/09	28,063 84	6,547 84
Steris Corp	500	13,301 39	01/12/09	11,850 63	(1,450 76)
Teledyne Technologies Inc	500	17,491 75	01/12/09	21,697.57	4,205 82
Bio Rad Labs Inc	100	6,092 02	01/13/09	6,546 56	454 54
California Wtr Svc Group	100	4,414 33	01/13/09	4,145 96	(268 37)
Photronics Inc	800	12,838 69	01/13/09	1,197 99	(11,640 70)
Ralcorp Holdings Inc	100	4,303 20	01/13/09	5,598 84	1,295 64
Teledyne Technologies Inc	200	6,996 70	01/13/09	8,606 41	1,609 71
Photronics Inc	300	4,814 51	01/14/09	475 88	(4,338.63)
Photronics Inc	1,000	16,048 35	01/16/09	1,682 29	(14,366 06)
Photronics Inc	1,000	16,048.35	01/21/09	1,694.89	(14,353.46)
Photronics Inc	200	3,209 67	01/30/09	388 05	(2,821 62)
Photronics Inc	800	12,838 68	02/02/09	1,518 23	(11,320 45)
AT&T Inc	4,700	161,768 09	02/10/09	116,575 32	(45,192.77)
Photronics Inc	1,000	16,048 36	02/10/09	1,504 79	(14,543 57)
Verizon Communications	4,500	173,892 70	02/10/09	138,725 67	(35,167 03)
Photronics Inc	100	1,604 84	02/11/09	151.12	(1,453 72)
Netflix	400	10,815 89	02/12/09	14,580 83	3,764 94
Photronics Inc	100	1,604 83	02/12/09	149 22	(1,455 61)
The Scotts Miracle-Gro Co	600	25,842 29	02/12/09	20,633 58	(5,208 71)
Photronics Inc	300	4,814 51	02/13/09	421 19	(4,393 32)
Photronics Inc	700	11,233 84	02/17/09	959 48	(10,274 36)
First American Corp	500	11,360 60	03/25/09	13,273 87	1,913.27
Netflix	500	13,519 87	03/25/09	20,619 83	7,099 96
New Jersey Res Corp	687	21,136 03	03/25/09	23,853 19	2,717 16
First American Corp	1,300	29,537 55	03/26/09	34,599 56	5,062 01
New Jersey Res Corp	1,200	36,918 83	03/26/09	41,448 24	4,529.41
Exxon Mobil Corp	10,550	926,447 96	04/01/09	738,404 08	(188,043 88)
Lockheed Martin Corp	8,900	666,784 06	04/03/09	606,728 29	(60,055 77)
Merrill Lynch Cap Trust III pfd	6,000	153,863 42	04/14/09	61,501 41	(92,362 01)
AT&T Inc	15,100	519,723 01	04/15/09	391,779 05	(127,943 96)
McDonalds Corp	4,900	169,763 86	04/15/09	278,065 88	108,302 02
Wyeth	11,100	553,590 35	04/15/09	471,205 08	(82,385 27)
Alliant Energy Corp	1,500	49,066.99	04/27/09	34,690 35	(14,376 64)
Clorox Co	4,650	278,039 93	04/27/09	257,237 89	(20,802 04)
Constellation Energy Group	1,500	67,999 36	04/27/09	33,806 13	(34,193 23)
DTE Energy	2,300	88,992 33	04/27/09	64,268 62	(24,723 71)
PPL Corp	800	24,573 78	04/27/09	23,021.88	(1,551 90)
Scana Corp - W/I	1,500	60,123 57	04/27/09	45,593 72	(14,529 85)
Valero Energy	2,000	90,385.60	04/27/09	41,036 14	(49,349 46)
Newmont Mining Corp	0	258 06	05/13/09	258 06	0 00
Netflix	600	16,223 84	05/14/09	22,245 68	6,021 84
Oceaneering Intl Inc	600	17,287 87	05/14/09	28,611 28	11,323 41
Netflix	100	2,703 97	05/15/09	3,803 89	1,099 92
Oceaneering Intl Inc	100	2,881.31	05/15/09	4,767.74	1,886 43
Merrill Lynch Cap Trust III pfd	6,000	153,863 42	05/19/09	83,915.63	(69,947 79)
Netflix	400	10,815 89	05/20/09	16,395 21	5,579 32
Coca Cola Co	13,300	777,647 66	05/21/09	618,391.53	(159,256 13)

STATEMENT 22

SECURITIES SOLD	# OF SHARES	COST OF SHARES	TRADE DATE	SALE AMOUNT	GAIN (LOSS)
Freeport-McMoran Copper	2,900	127,468 88	05/21/09	141,115 30	13,646 42
Newmont Mining Corp	3,200	155,759 27	05/21/09	143,603 66	(12,155 61)
Pfizer Inc	35,600	719,846 78	05/21/09	527,382 60	(192,464 18)
Ralcorp Holdings Inc	1,175	52,668 91	05/21/09	67,411 54	14,742 63
Tesoro Corp	7,850	155,702 48	05/21/09	129,268 11	(26,434 37)
Ralcorp Holdings Inc	200	8,964 92	05/22/09	11,357 06	2,392 14
Ralcorp Holdings Inc	300	13,447 38	05/22/09	17,021 44	3,574 06
Tesoro Corp	2,800	55,537 20	05/22/09	45,672 42	(9,864.78)
Synaptics Inc	400	7,361 37	06/02/09	13,992 32	6,630 95
Synaptics Inc	300	5,521 03	06/02/09	10,488 18	4,967 15
Harris Stratex Networks	1	4 98	06/03/09	5 19	0 21
Brocade Communications Sys	1,000	5,098 83	06/09/09	7,301 11	2,202 28
Netflix	200	5,407 95	06/09/09	8,123 47	2,715 52
Oceaneering Intl Inc	200	5,762 62	06/09/09	10,426 61	4,663.99
Schein Henry Inc	200	9,266 03	06/09/09	9,135 82	(130 21)
Synaptics Inc	600	11,042 05	06/09/09	22,490 06	11,448 01
Brocade Communications Sys	1,100	5,608.71	06/10/09	8,186.75	2,578 04
Schein Henry Inc	700	32,431 13	06/10/09	31,574 01	(857 12)
Murphy Oil Soap	9,025	425,966 79	06/12/09	531,825 06	105,858 27
VF Corp	3,875	206,905 41	06/12/09	228,090 58	21,185 17
Berkshire Hathaway Inc	177	515,298 94	06/24/09	495,762 48	(19,536 46)
Cleco Corp	600	15,664 62	06/29/09	12,885 98	(2,778 64)
Cleco Corp	125	3,263.46	06/29/09	2,715 54	(547 92)
Constellation Energy Group	3,050	138,265 37	06/29/09	80,155 59	(58,109 78)
Exelon Corporation	2,600	218,842 78	06/29/09	129,821 16	(89,021 62)
Johnson & Johnson	2,400	152,710.44	06/29/09	132,980.57	(19,729 87)
McDonalds Corp	6,000	207,874 10	06/29/09	341,656 41	133,782 31
Newmont Mining Corp	2,000	97,320.39	06/29/09	83,803 84	(13,516 55)
Northwest Nat Gas Co	500	21,533 29	06/29/09	21,732 69	199 40
Oracle Corp	4,700	96,098.65	06/29/09	99,959 37	3,860 72
Verizon Communications	2,900	112,064 19	06/29/09	89,677 58	(22,386 61)
Merrill Lynch Cap Trust III pfd	5,800	148,734.64	07/24/09	102,647 49	(46,087 15)
Marriott Intl Class A	0	8 03	07/31/09	9 70	1 67
Brocade Communications Sys	2,200	11,217 43	08/17/09	18,122 03	6,904 60
Brunswick Corp	400	1,522 14	08/17/09	3,718 94	2,196 80
Brunswick Corp	2,000	7,610.71	08/17/09	17,769 14	10,158 43
Plexus Corp	600	17,585 30	08/17/09	16,045 14	(1,540 16)
Plexus Corp	100	2,930.88	08/18/09	2,674 58	(256.30)
Total Equity Investments		16,207,781.27		14,066,512 77	(2,141,268 50)

FOREIGN EQUITY TRUST

September, 2008	(551 00)
October, 2008	(1,282.00)
November, 2008	6,709 00
December, 2008	(323,580 00)
January, 2009	(13,321 00)
February, 2009	(3,299.00)
March, 2009	(33 00)
April, 2009	(413 00)
May, 2009	(692,467.00)
June, 2009	(494,215 00)
July, 2009	(113,105 00)
August, 2009	(153,490 00)
Total Foreign Equity Trust	(1,789,047.00)

STATEMENT 22

AMENDED AND RESTATED BYLAWS
OF
FOELLINGER FOUNDATION, INC.

ARTICLE I

Name

Section 1.01. Name. The name of this Corporation is Foellinger Foundation, Inc.

ARTICLE II

Purposes and Powers

Section 2.01. Type of Corporation. This Corporation is a public benefit corporation, which is organized for public or charitable purposes pursuant to the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act").

Section 2.02. Primary Purposes. The Corporation is organized and operated exclusively for educational, scientific and charitable purposes. Subject to the limitations of the preceding sentence, the Corporation has particular interest in scholarships for worthy children, scientific research, relief of the needy and distressed, character-building organizations, community and civic service organizations that provide social services, and development of cultural centers and activities, including parks, zoos, and botanical gardens. However, these are not the sole interests of the Corporation and are not listed in order to exclude other educational, scientific and charitable endeavors. The Corporation shall promote such educational, scientific and charitable purposes as it deems desirable through the distribution of its funds in such amounts, at such times and to such recipients exclusively for the aforesaid purposes as the Directors shall decide in accordance with the Bylaws and the Articles of Incorporation; provided that the recipients of funds shall be either a political subdivision of the United States or an organization which qualifies for exemption from Federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and is not a private foundation within the meaning of Section 509(a) of the Code, or the corresponding provisions of any subsequent Federal tax laws, or an organization which has entered into an Expenditure Responsibility Agreement with the Corporation and which is in compliance with the terms of that agreement. In selecting such recipients, the Corporation shall consider potential recipients located in the following locations, taking into account (but not being bound by) the order in which the same are listed:

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1. Fort Wayne, Indiana or Allen County, Indiana.
2. Other parts of the State of Indiana.
3. Elsewhere in the United States of America.

However, nothing in this article shall preclude the Corporation from making direct expenditures
for educational, scientific and charitable purposes which are not taxable expenditures as defined in Section 4945(d) of the Code.

Section 2.03. Limitations upon Powers. No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation or to any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by a Director, Officer or employee. No substantial part of the activities of the Corporation shall consist of attempting to propose, support, oppose, advocate the adoption or rejection of, or influence legislation by propaganda or otherwise, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Bylaws or the Amended Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal taxation under Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent Federal tax laws.

ARTICLE III

Restrictions Applicable to a Private Foundation

Section 3.01. Restrictions. For so long as the Corporation is classified as a private foundation as that term is defined in Section 509(a) of the Code, or corresponding provisions of any subsequent Federal tax laws, the powers and activities of the Corporation in accomplishing the foregoing purposes shall be specifically subject to the following requirements and restrictions:

(a). The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent Federal tax laws;

(b). The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws;

(c). The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws;

(d). The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent Federal tax laws; and

(e). The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

Board of Directors

Section 4.01. Management of Corporation. The affairs of the Corporation shall be managed by the Board of Directors of the Corporation.

Section 4.02. Number of Directors. The number of Directors of the Corporation shall be nine. The full number of directorships need not be filled so long as there are not less than three Directors.

Section 4.03. Election and Term of Office. An annual election of the Directors shall be conducted at each annual meeting of the Directors. A majority of the Directors then in office ("current Directors") shall elect Directors to serve on the Board for a full term of three years or for a partial term of one or two years, as appropriate, and shall elect the Chief Executive Officer of the Foundation to serve on the Board for a term of one year in accordance with the provisions of the Board Operating Policies of Board of Directors. As of the annual meeting of the Directors in 2004, the Directors in office who have not reached the age seventy-five limitation on re-election shall be eligible for re-election to additional terms on the Board that end before they reach that age limitation. All Directors who are initially elected to the Board at or after the annual meeting in 2004 shall be subject to the term limitations and eligibility requirements approved by a majority of the current Directors and specified in the Board Operating Policies. In the event of the retirement of a Director due to attaining age seventy-five, or the inability of a Director to fulfill his or her duties as a Board member, the Board may determine, by a majority vote, to leave such position(s) vacant for a period of time until the Board Development Committee is able to recommend to the Board a replacement for such position.

Section 4.04. Removal of Directors. Any Director may be removed at any time, with or without cause, by a majority of the current Directors at a regular or special meeting of the Board.

Section 4.05. Resignations. Any Director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.06. Vacancies. Any vacancy on the Board of Directors caused by death, removal, resignation or otherwise, shall be filled by a majority of the current Directors at an annual meeting of the Board or at such other regularly scheduled or special meeting of the Board of Directors as the Board may determine.

Section 4.07. Annual and Additional Regular Meetings. The regular annual meeting of the Directors shall be held in the month of November of each year for the purpose of electing Directors and Officers. The Board of Directors may provide by resolution the time and place for the holding of the annual meeting and additional regular meetings of the Board without notice other than such resolution.

Section 4.08. Special Meetings. Special meetings of the Board of Directors may be held at any time on the call of the Chairman of the Board or at the written request of any three Directors. Special meetings of the Board may be held at such time and place as shall be specified in the call for such meeting or notice thereof, which shall also specify the purpose for such meeting. Notice of each special meeting shall be provided by or at the direction of the Secretary to each Director at his residence or usual place of business at least five days before the day on which the meeting is to be held. Such notice may be provided by various means, including mail, e-mail or facsimile, and shall be effective when received.

Section 4.09. Waiver of Notice. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all current Directors are present. Notice of any meeting may be waived in writing by a Director, either before or after the meeting is held. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the waiver of notice of such meeting.

Section 4.10. Quorum. A majority of the current Directors but in no case less than three Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A Director shall be considered present for quorum purposes if he is present in person or if he participates in the meeting by means of a conference call or video conference.

Section 4.11. Informal Action by Directors. To the extent permitted by law, any action which is required to be taken or which may be taken at a meeting of the Directors may be taken without a meeting if all of the current Directors sign a consent in writing setting forth the action so taken. Such consent shall have the same force and effect as a unanimous vote of all the Directors.

Section 4.12. Executive Committee. The Board of Directors shall annually appoint the members of the Executive Committee, which shall consist of at least four Directors and which shall include the Chairman of the Board and the other officers of the Board. Regular appointments to the Committee at an annual meeting or special appointments to fill vacancies on the Committee shall be made by a majority of the current Directors. To the extent permitted by law, the Executive Committee shall have all the powers of the Board of Directors between meetings of the Board; however, the Board expects the Committee to focus its discretionary use of such powers on time-urgent matters. Any actions taken at a meeting of the Executive Committee shall be reported to the Board at its next meeting.

Section 4.13. Compensation. Compensation, if any, of the Directors shall be fixed by a majority of the current Directors, and such compensation shall be reasonable in amount. Any director who has a salaried position with the Corporation shall not receive any additional compensation for his service as a Director.

ARTICLE V

Committees

Section 5.01. Standing Committees. Standing Committees are those which are responsible for a sustained and substantial aspect of the administration of the Corporation. Members of each standing committee shall be appointed by a majority of the current Directors and shall serve for a term of one year or until the next annual meeting of the Directors. The chairman of each standing committee shall be the Chairman of the Board or another Director designated by a majority of the current Directors. A committee chairman may be eligible to so serve for no more than three consecutive years. There shall be the following standing committees in addition to the Executive Committee:

(a). Investment and Finance Committee. The Investment and Finance Committee shall consist of up to eight members and shall include the Treasurer, the Chairman of the Board, the President, and persons who have professional experience in investment and/or financial management. The Treasurer shall serve as chairman of the Committee. The Committee shall recommend investment policies for Board approval and shall provide oversight for the implementation of those policies and for the review of the portfolio's performance. Also, the Committee shall recommend financial policies, goals and budgets for Board approval and shall provide oversight for financial management and reporting.

(b). Audit Committee. The Audit Committee shall consist of persons who do not have salaried staff positions with the Foundation. A majority of the members shall be independent members of the Board, one of whom shall serve as Chairman. A majority of the members of the Audit Committee shall not be comprised of members of the Investment and Finance Committee. The Audit Committee Chairman shall serve as a non-voting member of the Investment and Finance Committee. The duties of the Committee shall include oversight of the annual audit by a certified public accountant~~,~~ and presentation of the audited financial report to the Board of Directors. The Committee shall also provide oversight of preparation of the Foundation's annual tax return and selection of an independent auditor.

(c). Board Development Committee. The Board Development Committee shall consist of up to five members who have special interest and experience in the field of leadership and organizational development. A majority of the members shall be current Directors of the Foundation, one of whom shall serve as the Chairman, with membership otherwise limited to former Directors of the Foundation. The President of the Board shall serve as an ex officio member of the Committee. The Committee shall assist the Board with the review of board strengths and weaknesses, identification and recruitment of prospective board and committee members, nominations for officer and board elections and for committee appointments, board orientation and training, and evaluation of board performance.

(d). Other Standing Committees. The Board of Directors may establish other standing committees, and a majority of the current Directors shall designate their powers, duties and personnel.

Section 5.02. Ad Hoc Committees. The Board of Directors may establish Ad Hoc Committees for special purposes. Such committees may be created to help the Board address important topics identified by its strategic plan or otherwise identified by the Board. The membership of an Ad Hoc Committee may include Directors, prospective board members, and persons with expertise on the identified topic. A majority of the current Directors shall determine the Committee's purpose, powers and duties, structure and membership qualifications, duration, and schedule of meetings.

Section 5.03. Compensation. Compensation, if any, for service on a standing or ad hoc committee shall be fixed by a majority of the current Directors, and such compensation must be reasonable in amount. Any committee member who has a salaried or contract service position with the Corporation shall not receive any additional compensation for his service on a committee.

Section 5.04. Committee Operating Policies. Operating Policies for each standing and ad hoc committee shall be established by a majority of the current Directors and shall include the committee's purpose, powers and duties, structure and membership qualifications, duration, schedule of meetings, and compensation, if any, for service.

ARTICLE VI

Officers

Section 6.01. Officers. The Officers of the Board of the Corporation shall include the Chairman of the Board and at least two other persons in the following officer positions: President and Chief Executive Officer of the Board, Vice Chairman and Secretary of the Board, and Treasurer of the Board. These Board Officers shall be elected by a majority of the current Directors at the annual meeting or at such other regularly scheduled or special meeting of the Board of Directors as the Board may determine. The Board officers shall be elected for a term of one year following the recommendation of the Board Development Committee but shall be eligible to serve no more than three consecutive years. In addition, the Board of Directors may establish positions for non-Board Officers of the Corporation that are filled by salaried employees who are not Directors of the Corporation and who shall be reviewed annually by the Chief Executive Officer of the Board.

Section 6.02. Chairman of the Board. The Chairman of the Board shall preside at meetings of the Board of Directors and the Executive Committee, he may preside at meetings of other committees established by the Board of Directors, and he shall be an ex officio member of all committees. He shall have general oversight over the affairs of

STATEMENT 23

the Corporation and over the other Officers of the Board. He shall perform all such other duties as are incidental to the office of Chairman of the Board. The office of Chairman of the Board may be combined with the position of Chief Executive Officer but not with any other officer position.

Section 6.03. Chief Executive Officer. The Chief Executive Officer of the Board shall have general supervision over the non-Board officers of the Corporation and shall perform any other duties designated by the Board. This office shall be combined with either the position of Chairman of the Board or the position of President but not with both positions.

Section 6.04. President. The President shall have general supervision over the affairs of the Corporation and over the staff, and he shall make recommendations to the Board regarding the policies of the Corporation. He shall perform all such other duties as are incidental to the office of President. The office of President may be combined with the position of Chief Executive Officer but not with any other officer position.

Section 6.05. Vice Chairman and Secretary of the Board. The Vice Chairman and Secretary of the Board shall attend all meetings of the Board and Executive Committee; shall preside at such meetings in the absence of the Chairman of the Board; and shall record, or cause to be recorded, all the acts and votes and the Minutes of all proceedings of the Board and Executive Committee. He also shall cause any required notice to be given of the meetings of the Board and Executive Committee and shall cause all record books of the Corporation to be properly kept. This combined office of Vice Chairman and Secretary shall not be combined with any other officer position.

Section 6.06. Treasurer. The Treasurer of the Board shall keep, or cause to be kept, full and correct financial records of the Corporation and shall provide general oversight of the funds and financial affairs of the Corporation. The office of Treasurer shall not be combined with any other officer position.

ARTICLE VII

Financial Affairs

Section 7.01. Property. All property received by the Corporation shall be held by the Corporation or disposed of by it on terms and conditions that are consistent with the Amended Articles of Incorporation, as determined by a majority of the current Directors.

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Section 7.02. Investments. The Corporation's funds shall be invested according to policies recommended by the Investment and Finance Committee and approved by a majority of the current Directors. Investments shall be made in compliance with Indiana and Federal legal requirements applicable to private foundations.

Section 7.03. Depositories. All funds of the Corporation not otherwise utilized shall be deposited from time to time to the credit of the Corporation in banks, trust companies or other depositories according to policies recommended by the Investment and Finance Committee and approved by a majority of the current Directors.

Section 7.04. Checks and Notes. All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by any two persons in the following officer and/or staff positions: Chairman of the Board, President, Treasurer, Vice Chairman and Secretary, and any vice president position established by a majority of the current Directors.

Section 7.05. Contracts and Agreements. All contracts and agreements of the Corporation shall be signed by the Chairman of the Board or the President of the Corporation, according to policies recommended by the Investment and Finance Committee and approved by a majority of the current Directors.

Section 7.06. Accounts and Audits. The books and accounts of the Corporation shall be kept in accordance with sound accounting practices and shall be audited annually by a certified public accountant. A copy of the audited financial report shall be distributed to each Director of the Corporation.

ARTICLE VIII

Fiscal Year

Section 8.01. Fiscal Year. The fiscal year of the Corporation shall be from September 1 through August 31.

ARTICLE IX

Grantmaking and Other Program Activities

Section 9.01. Grantmaking. All grants shall be made exclusively for charitable purposes identified in the current Board-approved Strategic Plan of the Corporation.

Each application that is eligible for consideration under the grant guidelines and procedures of the Corporation shall be investigated by the program staff and/or consultants. Generally, the program staff will report their findings and recommendations to the Grant Review Committee for its review and recommendations to the Board of Directors for approval of grants, and the amount and any conditions of a grant award must be approved by a majority of the current Directors. However, a majority of the current Directors may establish policies that authorize different procedures for the staff reporting, the grant review process and the method of approving grants in specified circumstances. The program staff shall also recommend grantmaking policies and procedures to the Board, which must be approved by a majority of the current Directors. Program staff shall monitor grant payments, program and project activities of grant recipients and any reports required from grant recipients, and they shall ensure that all grants are appropriately evaluated.

Section 9.02. Other Program Activities. The program staff shall develop and recommend proposals to the Board of Directors for approval of any special projects or programs operated by the Corporation to carry out its charitable purposes identified in the current Board-approved Strategic Plan of the Corporation. Generally, such special projects or programs must be approved by a majority of the current Directors. However, a majority of the current Directors may establish policies that authorize a different procedure for approval of direct charitable expenditures for such special projects or programs in specified circumstances.

ARTICLE X

Indemnification

Section 10.01. Indemnified Persons. To the extent permitted by law, the Corporation may indemnify any current or former Director, Officer, employee or agent of the Corporation, or any person who is or was serving at its request as a director or officer of another corporation, against expenses actually and reasonably incurred by him in connection with the defense of any civil action, suit or proceeding in which he is made, or threatened to be made, a party by reason of being or having been a director, officer, employee or agent except in relation to matters as to which he is adjudged in the action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation.

Section 10.02. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, against any liability asserted against him and incurred by him in any such capacity, whether or not the Corporation would have the power to indemnify him against liability under the provisions of this Article X.

ARTICLE XI

Miscellaneous

Section 11.01. Parliamentary Authority. Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by special rules of procedure adopted by the Corporation.

Section 11.02. Notice of Meetings. Notice of any meeting of the Board of Directors or of any standing or ad hoc committee of the Corporation may be provided by various means, including mail, e-mail or facsimile, and shall be effective when received.

Section 11.03. Gender References. Throughout these Bylaws any references to the male gender (he/him) or to the female gender (she/her) shall be considered applicable to persons of either gender.

ARTICLE XII

Dissolution

Section 12.01. Dissolution. In the event of dissolution of the Corporation, assets remaining after payment of all debts of the Corporation shall be transferred by the Board of Directors to the City of Fort Wayne, Indiana; Allen County, Indiana; the State of Indiana; or the United States or any subdivision thereof, exclusively for public purposes, or to any nonprofit corporation which has purposes substantially the same as those of the Corporation and which, at the time of transfer, is exempt from Federal taxation under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws. Any such assets not so transferred by the Board of Directors shall be disposed of by the Circuit Court of Allen County, Indiana, exclusively for such tax-exempt purposes or to such tax-exempt organization as the Court shall determine. No Director or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the assets of the Corporation on dissolution of the Corporation.

ARTICLE XIII

Amendments

Section 13.01. Method of Amendment. These Bylaws may be altered, amended or repealed by a majority of the current Directors at any regular meeting of the Directors or at any special meeting of the Directors called for that purpose.

Direct Charitable Activities – FY2009

*1) **Fiftieth Anniversary Event**:* The Foundation concluded its celebration of 50 years of giving with a final event at the Foellinger-Freimann Botanical Conservatory. The Conservatory was built by Foundation co-founder Helene Foellinger in honor of her mother, Esther, an ardent gardener. At this event the Foundation announced grant awards in excess of $500,000 to improve organizational effectiveness and, by extension, the lives of Allen County children and families. The Foundation also announced a $1 million grant to the Fort Wayne Parks and Recreation Department for infrastructure improvements to the Foellinger-Freimann Botanical Conservatory and to the Foellinger Theatre, both major community attractions that further the economic development of Northeast Indiana.

$14,368

*2) **Governance Award**:* The Foundation developed the Carl D. Rolfsen Stewardship Award to allow local nonprofit leaders to nominate a board member who met criteria developed by BoardSource addressing the stewardship challenges faced by nonprofit board leaders. The event and associated media campaign showcased 37 community leaders who not only fulfill their fiduciary duties but also partner with chief executives to provide active leadership, key resources, and strategic direction to their organizations. The intent of the Stewardship Award efforts is to focus community attention on strong examples of good board leadership. A grant opportunity was developed to recognize the stewardship and board governance contributions of one outstanding board member to his/her nonprofit organization.

$52,435

3) **Ernest E. Williams Lectures**. During the reporting period of this return, the Foundation provided additional support to nonprofit organizations that participated in the grant opportunity associated with the 2007 Ernest E. Williams Lecture. The Williams Lecture brings national speakers to Allen County to address issues of societal change, nonprofit leadership and/or organizational effectiveness. Approximately 200 people attend each lecture. A grant opportunity is designed related to the subject matter of each speaker. The 2007 speaker, Peter Brinckerhoff, addressed the issue of generational change and its impact on nonprofit organizations. Fifteen Allen County nonprofit organizations received grants to address issues of generational change within their organizations. In addition, the Foundation engaged the services of Peter Brinckerhoff to meet with each organization individually to review their results and to develop an action plan addressing generational issues. Brinckerhoff also met with board and staff members of all fifteen groups to discuss issues that predominated throughout. Finally, the Foundation purchased an Audio CD set of the "Generations" workshop and placed it in at the Allen County Public Library's Nonprofit Resource Center (NRC). The NRC has thousands of visitors annually seeking information on the best practices of leading nonprofit organizations.

$17,159

STATEMENT 24

Early Childhood, Youth and Family Development

The Foellinger Foundation awards 85% of its grant dollars to nonprofit organizations that serve children and their families particularly those with the greatest need and least opportunity The Foundation does this by identifying and funding mission-driven, well-managed, results-oriented organizations that promote self-reliance and build community.

The Foundation most often awards grants to nonprofit organizations that are exempt from paying federal taxes under Section 501(c)(3) of the Internal Revenue Code and that are *not* private foundations.

Occasionally, the Foundation awards grants to governmental agencies for programs or projects that *enhance* the community's quality of life, so long as those *enhancements* would occur only with private contributions. The Foundation will, for example, accept grant applications from public school districts for early childhood development, youth development or family development *enhancement* projects, but *not* for general operations of a district or a school.

Grant Guidelines

Early childhood, youth and family development grant applicants may request one-year funding. Capital support grants will not be accepted. Organizations may only submit one application per calendar year beginning January 1, 2009. Organizations may request.

Organizations may request:	Organizations may not request:
• Program or operating support • One-year support • Support for existing programs	• Capital support • Multi-year funding • Support for new programs

Due dates for grant applications

Category	Q & A Session 11:00 am	Grant Applications Due by 5:00 pm
Early Childhood Development	2nd Wednesday of July	1st Monday of August
Youth Development	2nd Wednesday of October	1st Monday of November
Family Development	2nd Wednesday of January	1st Monday in February

Timing of payments

Grant payments generally are scheduled to coincide with the recipient's fiscal year. The actual schedule depends on whether an organization submitted an application before the beginning of its fiscal year. If you would like clarification of our policy before submitting a grant, please talk with the Foundation staff regarding the timing of grant payments.

STATEMENT 25A

The Foundation will rarely award grants:

- To individuals, including scholarships, travel assistance or conference fees.
- For endowments.
- To support religious organizations for sectarian purposes
- To fund project, program, operating or capital campaign deficits
- For programs or projects that taxpayers normally support, including the general operations of individual public schools or school districts.
- For sponsorships, camperships, special events, advertising or group trips.
- For annual campaigns or appeals.

You will need the evaluation materials included in the left pocket of this folder to prepare your grant application These evaluation materials may also be found on the Foundation's website at www foellinger.org. Additional resources to help in preparing your grant application are also on the Foundation's website. These include: *Shop Talk*; Recommended Resources; Sample Budget Format; Sample Grant Agreement; Publicity Policy; and templates for completing your grant application.

STATEMENT 25A

Step One – Grant Application Checklist

The Grant Application Checklist serves as the cover sheet for your grant application. Please attach the required documents on the checklist <u>in the order listed below</u> For your convenience, grant application templates are provided on the Foundation's website at www.foellinger.org.

Type of organization *(Check only one box and submit appropriate document)*:

☐ 501(c)(3) public charity with funding primarily from private sources. *(Private foundations may not apply)* <u>If you checked this box, please submit</u> a copy of your organization's current letter from the Internal Revenue Service advising that your organization is tax-exempt under section 501(c)(3) of the Internal Revenue Code and that your organization is not a private foundation. The name of the organization in this letter must be the same as the current legal name of the organization seeking the grant
☐ Governmental entity.

Grant Narrative *(Please answer all of the questions on pages 3 and 4 In your narrative, please rewrite each question from the application before writing your response Templates are available for download on the Foundation's website (www.foellinger.org) Numbering the pages of your grant application narrative is appreciated.*

Other documents *(Please submit all of the documents listed below.)*

☐ The Executive Summary (Parts A and B) outlining the essential elements of the grant narrative. The Executive Summary should align with the logic model and, if applicable, measurement framework
☐ A one-page logic model completed as outlined in the grant application and evaluation packet.
☐ A one-page measurement framework, if applicable, completed as outlined in the grant application and evaluation packet.
☐ A copy of your organization's most recent strategic plan.
☐ Names and terms of your organization's board members or trustees (please list all officers).

Required financial documents

☐ A complete copy of your organization's most recent federal tax return (IRS Form 990).
☐ A complete copy of your organization's most recent audit report including a copy of the management letter. Please provide an explanation if an audit and/or management letter is not attached.
☐ A copy of your organization's general operating budget for the <u>current</u> fiscal year.
☐ A copy of your organization's proposed general operating budget for the <u>future</u> fiscal year for which you've requested funding under this grant application
☐ For program requests, a line-item program budget reflecting anticipated expenditures and sources of funding for the fiscal year you've requested funding

You may submit your budget(s) in the format used by your organization.

One copy of your checklist with all required documents should be submitted by 5.00 p.m. on the deadline date to:

Cheryl Taylor, President
Foellinger Foundation, Inc
520 East Berry Street
Fort Wayne, Indiana 46802

STATEMENT 25-A

Step Two – Grant Narrative

You *must* answer all of the questions that are shaded in gray. Then, you must answer the questions for the type of grant support you are seeking. Operating support questions are highlighted in green and program support questions are highlighted in orange.

	= All Applicants		= Operating Support		= Program Support

MISSION-DRIVEN	▪ How does the organization's mission align with the Foundation's focus on children and families especially those with the greatest need and least economic opportunity? (If the answer to this question is not "yes," the only type of support for which your organization is eligible is program support.)
	▪ List the programs and services provided by the organization and briefly explain how these support the mission.
	▪ Describe how the proposed program supports the mission of the organization. If the mission of your organization does not align with the Foellinger Foundation's focus, describe how the program you propose will support the Foundation's focus.
WELL-MANAGED: Strategic	▪ How does the organization use its strategic plan to set organizational priorities, make financial decisions, and inform its general decision making? Please provide specific examples based on the strategic plan.
WELL-MANAGED: Financial	▪ Discuss your revenue and expense trends. Include financial data from your last fiscal year, your current fiscal year (forecast), and the future year(s) (budgeted) covered by this grant. Please elaborate on the factors impacting these increase(s) or decrease(s). ▪ If you have increased the amount of funds borrowed (debt obligations) during the past year, please explain and identify your lending sources. ▪ If you reported an operating deficit for the most recent year, please discuss the key factors contributing to the deficit. Please explain what actions the board of directors and management have taken to address the deficit. ▪ Does your organization fully fund depreciation expense? If not, please explain how you fund asset replacements. ▪ What issue(s) and/or event(s) has the organization identified that could have a material impact on finances and/or operations?
	▪ What other funding sources are you developing?

STATEMENT 23A

	= All Applicants		= Operating Support		= Program Support

RESULTS-ORIENTED	▪ Please provide specific examples of how the organization uses information and data from evaluation to make decisions that support the strategic plan.
	▪ Please complete the logic model and strategic priorities framework for operating support. Please use the Guide to Program Outcomes and the Guide to Capacity Outcomes to develop your logic model and strategic priorities.
	▪ Please provide a narrative explanation of your logic model and strategic priorities.
	▪ Moving people from dependence to independence is, in part, a result of self-discipline. How does your organization determine what this means for your programs? And how is self-discipline measured?
	▪ Please complete the logic model and measurement framework for program support. Please use the Guide to Program Outcomes to develop your logic model and measurement framework
	▪ Please provide a narrative explanation of your logic model and measurement framework.
	▪ How does your organization define self-discipline? How does this program help participants to be self-disciplined and what evidence can you provide to demonstrate this is occurring?

**If there is additional narrative information
you would like the Foundation to know
about the work of your organization, please share.**

(Please do not attach audio/visual items, pictures, letters of support, etc.)

STATEMENT 25-A

➢ Step Three – Executive Summary (Parts A and B)

Part A

Fill out the form below, including required signatures. You may replicate this form on your computer or use the form provided in the grant application template available for download from the Foundation's website at www.foellinger.org/NEW Grant Packet htm

Please do not use font type smaller than 11 point.

Applicant Organization's Legal Name			Fiscal Year (mm/dd – mm/dd)
Mission of Organization			
Street Address	City	State	Zip
Staff Executive		Title	
Board Leader	Term of Office	Title	
Key Contact	Daytime Phone	Email Address	
Type of Support Requested: ☐ Operating ☐ Program		Total Amount Requested: $	

Required Signatures:

CEO, President or Executive Director

Board Chair or Board President

STATEMENT 25-A

Executive Summary *(continued)*

Part B

Write below a one-page succinct summary of your grant request Make sure it is in agreement with your narrative, logic model and, if applicable, measurement framework. The Foundation's Board of Directors receives a copy of your executive summary, logic model, and measurement framework (if applicable) for review Please do not use font type smaller than 11 point

STATEMENT 25A

Community Interests

The Foellinger Foundation awards approximately 15% of its grant dollars to nonprofit organizations that address other community issues, activities, and/or needs but do not directly serve children and families with the greatest need and least economic opportunity The Foundation does this by identifying and funding mission-driven, well-managed, results-oriented organizations.

The Foundation most often awards grants to nonprofit organizations that are exempt from paying federal taxes under Section 501(c)(3) of the Internal Revenue Code and that are *not* private foundations.

Occasionally, the Foundation awards grants to governmental agencies for programs or projects that *enhance* the community's quality of life, so long as those *enhancements* would occur only with private contributions.

Grant Guidelines

Community Interests grant applicants may request one-year funding. Capital support grants will not be accepted. Organizations may only submit one application per calendar year beginning January 1, 2009. Organizations may request

Organizations may request:	Organizations may not request:
• Program or operating support • One-year support • Support for existing programs	• Capital support • Multi-year funding • Support for new programs

Due date for grant applications

Category	Q & A Session 11:00 am	Grant Applications Due by 5:00 pm
Community Interests	2nd Wednesday of January	1st Monday in February

Timing of payments

Grant payments generally are scheduled to coincide with the recipient's fiscal year. The actual schedule depends on whether an organization submitted an application before the beginning of its fiscal year. If you would like clarification of our policy before submitting a grant, please talk with Foundation staff regarding the timing of grant payments.

The Foundation will rarely award grants:

- To individuals, including scholarships, travel assistance or conference fees
- For endowments.
- To support religious organizations for sectarian purposes.
- To fund project, program, operating or capital campaign deficits.
- For programs or projects that taxpayers normally support, including the general operations of individual public schools or school districts.
- For sponsorships, camperships, special events, advertising or group trips
- For annual campaigns or appeals.

STATEMENT 25B

You will need the evaluation materials included in the left pocket of this folder to prepare your grant application. These evaluation materials may also be found on the Foundation's website at www.foellinger.org. Additional resources to help in preparing your grant application are also on the Foundation's website. These include: *Shop Talk*, Recommended Resources; Sample Budget Format, Sample Grant Agreement, Publicity Policy; and templates for completing your grant application

STATEMENT 25B

➢ Step One – Grant Application Checklist

The Grant Application Checklist serves as the cover sheet for your grant application Please attach the required documents on the checklist in the order listed below. For your convenience, grant application templates are provided on the Foundation's website at www foellinger.org

Type of organization *(Check only one box and submit appropriate document)*:

☐ 501(c)(3) public charity with funding primarily from private sources *(Private foundations may not apply)* If you checked this box, please submit a copy of your organization's current letter from the Internal Revenue Service advising that your organization is tax-exempt under section 501(c)(3) of the Internal Revenue Code and that your organization is not a private foundation The name of the organization in this letter must be the same as the current legal name of the organization seeking the grant.
☐ Governmental entity.

Grant Narrative *(Please answer all of the questions on pages 3 and 4 In your narrative, please rewrite each question from the application before writing your response   Templates are available for download on the Foundation's website (www foellinger org) Numbering the pages of your grant application narrative is appreciated*

Other documents *(Please submit all of the documents listed below)*

☐ The Executive Summary (Parts A and B) outlining the essential elements of the grant narrative The Executive Summary should align with the logic model and, if applicable, measurement framework.
☐ A one-page logic model completed as outlined in the grant application and evaluation packet.
☐ A one-page measurement framework, if applicable, completed as outlined in the grant application and evaluation packet.
☐ A copy of your organization's most recent strategic plan.
☐ Names and terms of your organization's board members or trustees (please list all officers).

Required financial documents

☐ A complete copy of your organization's most recent federal tax return (IRS Form 990).
☐ A complete copy of your organization's most recent audit report including a copy of the management letter Please provide an explanation if an audit and/or management letter is not attached.
☐ A copy of your organization's general operating budget for the current fiscal year.
☐ A copy of your organization's proposed general operating budget for the future fiscal year for which you've requested funding under this grant application.
☐ For program requests, a line-item program budget reflecting anticipated expenditures and sources of funding for the fiscal year you've requested funding.

You may submit your budget(s) in the format used by your organization

One copy of your checklist with all required documents should be submitted by 5:00 p.m. on the deadline date to:

Cheryl Taylor, President
Foellinger Foundation, Inc
520 East Berry Street
Fort Wayne, Indiana 46802

STATEMENT 25 B

➢ Step Two – Grant Narrative

You ***must*** answer all of the questions that are shaded in gray. Then, you must answer the questions for the type of grant support you are seeking. Operating support questions are highlighted in green and program support questions are highlighted in orange.

	= All Applicants		= Operating Support		= Program Support

MISSION-DRIVEN	▪ Explain how the need(s) and/or issue(s) addressed by the organization are related to its mission.
	▪ Describe how the proposed program supports the mission of the organization.
WELL-MANAGED: Strategic	▪ How does the organization use its strategic plan to set organizational priorities, make financial decisions, and inform its general decision making? Please provide specific examples based on the strategic plan.
WELL-MANAGED: Financial	▪ Discuss your revenue and expense trends. Include financial data from your last fiscal year, your current fiscal year (forecast), and the future year(s) (budgeted) covered by this grant. Please elaborate on the factors impacting these increase(s) or decrease(s). ▪ If you have increased the amount of funds borrowed (debt obligations) during the past year, please explain and identify your lending sources. ▪ If you reported an operating deficit for the most recent year, please discuss the key factors contributing to the deficit. Please explain what actions the board of directors and management have taken to address the deficit. ▪ Does your organization fully fund depreciation expense? If not, please explain how you fund asset replacements. ▪ What issue(s) and/or event(s) has the organization identified that could have a material impact on finances and/or operations?
	▪ If the application is for program support, what other funding sources are you developing?
RESULTS-ORIENTED	▪ Please provide specific examples of how the organization uses information and data from evaluation to make decisions that support the strategic plan.
	▪ Please complete the logic model and strategic priorities framework for operating support. Please use the Guide to Program Outcomes and the Guide to Capacity Outcomes to develop your logic model and strategic priorities.
	▪ Please provide a narrative explanation of your logic model and strategic priorities.
	▪ Please complete the logic model and measurement framework for program support.
	▪ Please provide a narrative explanation of your logic model and measurement framework.

If there is additional narrative information
you would like the Foundation to know
about the work of your organization, please share.
(Please do not attach audio/visual items, pictures, letters of support, etc.)

STATEMENT 25B

➢ Step Three – Executive Summary (Parts A and B)

Part A

Fill out the form below, including required signatures You may replicate this form on your computer or use the form provided in the grant application template available for download from the Foundation's website at www foellinger.org/NEW Grant Packet htm.

Please do not use font type smaller than 11 point

Applicant Organization's Legal Name | Fiscal Year (mm/dd – mm/dd)

Mission of Organization

Street Address | City | State | Zip

Staff Executive | Title

Board Leader | Term of Office | Title

Key Contact | Daytime Phone | Email Address

Type of Support Requested.
☐ Operating ☐ Program

Total Amount Requested:
$

Required Signatures.

CEO, President or Executive Director

Board Chair or Board President

STATEMENT 25-B

Executive Summary *(continued)*

Part B

Write below a one-page succinct summary of your grant request Make sure it is in agreement with your narrative, logic model and, if applicable, measurement framework The Foundation's Board of Directors receives a copy of your executive summary, logic model, and measurement framework (if applicable) for review Please do not use font type smaller than 11 point.

STATEMENT 25B

FOELLINGER FOUNDATION

Serving children and families by supporting effective organizations

GRANT APPLICATION

Strengthening Organizations

The Foellinger Foundation identifies and funds mission-driven, well-managed, results-oriented organizations and is interested in helping these organizations seize timely opportunities to improve their effectiveness by restructuring. Since opportunities to restructure may arise at any time, the Foundation encourages organizations to apply when it is best for them. Decisions for Strengthening Organizations grants will be made within 60 days after submission of a completed application.

Organizations must be Section 501(c)(3) public charities in Allen County. This grant is open to any eligible organization in Allen County and is not limited to those serving children and families.

Grant applications in the Strengthening Organizations category will only be considered for strategic restructuring. The Foundation defines strategic restructuring as two or more independent organizations establishing an ongoing relationship to increase their administrative efficiency and/or further their programmatic missions through shared, transferred, or combined services, resources, or programs. The possibilities range from jointly-managed programs and consolidated administrative functions to full-scale mergers. The benefits include reduction in duplicated services, improved efficiency, and increased financial stability.

Grant funds may not be used for capital, program or operating expenditures, including staff.

- Eligible organizations may apply for up to $25,000 in the Strengthening Organizations category and generally the grant will extend for no more than 12 to 18 months.
- Eligible nonprofit organizations may only submit one grant application to the Foundation per calendar year.
- Rarely will subsequent Strengthening Organizations grant applications for the same purpose be accepted within a three-year time period.
- The Foundation will review and respond to Strengthening Organizations requests within 60 days of receipt of a completed submission.
- Successful applicant organizations must enter into a grant agreement with the Foundation specifying due dates for financial reports and progress reports.
- Learning and evaluation are critical components of Strengthening Organizations grants. You may be asked to discuss your project with Foundation staff and other grantees, who will share their information with you.

You will need the evaluation materials included in the left pocket of this folder to prepare your grant application. These evaluation materials may also be found on the Foundation's website at www.foellinger.org. Additional resources to help in preparing your grant application are also on the foundation's website. On page 5 of this application is La Piana Associates' Partnership Matrix. Detailed research about strategic restructuring can be found at http://www.lapiana.org/sr/index.html.

➤ Step One – Grant Application Checklist

The Grant Application Checklist serves as the cover sheet for your grant application. Please attach the required documents on the checklist in the order listed below:

Type of organization *(Submit appropriate document)*:

☐ 501(c)(3) public charity with funding primarily from private sources. *(Private foundations may not apply).* If you checked this box, please submit a copy of your organization's current letter from the Internal Revenue Service advising that your organization is tax-exempt under section 501(c)(3) of the Internal Revenue Code and that your organization is not a private foundation. The name of the organization in this letter must be the same as the current legal name of the organization seeking the grant.

Grant Narrative *(Please answer all of the questions on pages 3 and 4. In your narrative, please rewrite each question from the application before writing your response. Templates are available for download on the Foundation's website (www.foellinger.org) Numbering the pages of your grant application narrative is appreciated.*

Other documents *(Please submit all of the documents listed below.)*

☐ A one-page cover sheet for each organization participating in the strategic restructuring process. Include the organization name, executive director, address, phone number, email address and the name of the board president/chairman.
☐ A copy of the section from the board meeting minutes that outlines the discussion about strategic restructuring and indicates the board's full support to address the issue. This document must be signed by the Board President and the Executive Director.
☐ A one-page logic model completed as outlined in the grant application and evaluation packet.
☐ A copy of your organization's most recent strategic plan.
☐ Resumes of two consultants – individual(s) and/or firm(s) – including specific evidence of their credentials and work on strategic restructuring with nonprofits (see grant narrative question #7).
☐ Project timeline
☐ Names and terms of your organization's board members or trustees (please list all officers).
☐ Completed signature authorization form (page 4 of this application).

Required financial documents

☐ Line-item project budget.
☐ Current year agency operating budget including revenue and expenses and a comparison of budget to actual.
☐ A complete copy of your organization's most recent federal tax return (IRS Form 990)
☐ A complete copy of your organization's most recent audit report including a copy of the management letter. Please provide an explanation if an audit and/or management letter is not attached.

You may submit your budget(s) in the format used by your organization.

One copy of your checklist with all required documents should be submitted to

Cheryl Taylor, President
Foellinger Foundation, Inc.
520 East Berry Street
Fort Wayne, Indiana 46802

STATEMENT 25C

➢ Step Two – Grant Narrative

You *must* answer all of the questions below.

Organizational Context

1. Provide a brief history of the organizations interested in participating in the strategic restructuring process. Include an overview of the organizations, their missions, goals and objectives, and populations served.
2. What motivated the organization's interest in pursuing strategic restructuring?
3. How have the organizations worked together in the past and how has that work impacted the decision to move forward with this grant opportunity?
4. Describe how the community and people served currently may be better served as a result of strategic restructuring.
5. What discussions and activities have taken place within both organizations to reach this point?
6. What are the greatest potential benefits of restructuring?
7. What are the risks and/or barriers involved in undertaking this process?

Organizational Leadership

1. Who on the staff of the organizations will be involved in this process?
2. How will you ensure adequate staff time is devoted to this planning project?
3. What board members will be providing leadership for this project?
4. What is the communication/engagement plan for the full board of directors, staff and key leaders who need to be involved in the project?

Status of Planning Work

1. Please list other organizations that may (at some future time) be involved with this process Include the organization name, executive director, and mission.
2. Briefly describe the opportunities and challenges that will be involved in working with other organizations in this process.
3. If your organization is planning to utilize the services of a consultant for this project, please submit the resumes of the two individuals or firms you are considering. Please indicate why you selected the individual(s)/firm(s) and provide specific evidence of their credentials and work on strategic restructuring with nonprofits.
4. Please include with this application the proposed work plan (including timeline) and budget provided by the consultant for the process.

Financial Considerations

1. Describe how the organizations use financial data, including the audit, Tax Form 990, and financial statements, in decision-making processes. Please give specific examples.
2. What opportunities are anticipated to increase revenue and/or decrease expenses as a result of strategic restructuring?

STATEMENT 25C

➢ Step Three – Signature Authorization

The signatures below indicate that the board and staff of the organization(s) participating in the integration and merger process have discussed and agree with the grant application and its implications.

Organization ______________________________

Executive Director ____________ ____________ ________
Printed Name Signed Name Date

Board President ____________ ____________ ________
Printed Name Signed Name Date

Organization ______________________________

Executive Director ____________ ____________ ________
Printed Name Signed Name Date

Board President ____________ ____________ ________
Printed Name Signed Name Date

Organization ______________________________

Executive Director ____________ ____________ ________
Printed Name Signed Name Date

Board President ____________ ____________ ________
Printed Name Signed Name Date

Organization ______________________________

Executive Director ____________ ____________ ________
Printed Name Signed Name Date

Board President ____________ ____________ ________
Printed Name Signed Name Date

STATEMENT 25C

The Partnership Matrix*

Strategic restructuring occurs when two or more independent organizations establish an ongoing relationship to increase the administrative efficiency and/or further the programmatic mission of one or more of the participating organizations through shared, transferred, or combined services, resources, or programs. Strategic restructuring ranges from jointly managed programs and consolidated administrative functions to full-scale mergers.

Alliance

An alliance is a strategic restructuring that includes a commitment to continue, for the foreseeable future, shared or transferred decision-making power and some type of formal agreement. However, it does not involve any change to the corporate structure of the participating organizations.

- An **administrative consolidation** is a restructuring that includes the sharing, exchanging, or contracting of administrative functions to increase the administrative efficiency of one or more of the organizations.
- A **joint programming** is a restructuring that includes the joint launching and managing of one or more programs to further the programmatic mission of the participating organizations.

Integration

An integration is a strategic restructuring that includes changes to corporate control and/or structure, including the creation and/or dissolution of one or more organizations

- A **management service organization (MSO)** is an integration that includes the creation of a new organization in order to integrate administrative functions, and thus to increase the administrative efficiency of participating organizations.
- A **joint venture corporation** is an integration that includes the creation of a new organization to further a specific administrative or programmatic end of two or more organizations. Partner organizations share governance of the new organization.
- A **parent-subsidiary** structure is an integration that integrates some administrative functions and programmatic services. The goal is to increase the administrative efficiency and program quality of one or more organizations through the creation of a new organization(s) or designation of an existing organization(s) (parent) to oversee administrative functions and programmatic services of other organization(s) (subsidiary). Although the visibility and identity of the original organizations often remain intact in a parent-subsidiary relationship, some organizations involved in such restructurings consolidate to the point where they look and function much like a merged organization.
- A **merger** is an integration that includes the integration of all programmatic and administrative functions to increase the administrative efficiency and program quality of one or more organizations. Mergers occur when one or more organizations dissolve and become part of another organization's structure. The surviving organization may keep or change its name. A merger also occurs when two or more organizations dissolve and establish a new structure that includes some or all of the resources and programs of the original organizations.

Taken from "Strategic Restructuring Findings from a Study of Integrations and Alliances Among Nonprofit Social Service and Cultural Organizations in the United States" by Amelia Kohm, et al, June 2000

25L C

STATEMENT

Date: 9/17/2009

Foellinger Foundation, Inc.
Grant Payment Report by Program Area
FY 2009 - August, 2009

Summary by Program Area	Program Area	TOTAL FY 2009
Strategic Alliance	**100**	124,246
Stewardship Awards	**190**	17,500
50th Anniversary / Inspire	**195**	360,000
Foundation Invited - Special Opps		**501,746**
Early Childhood	**711**	175,000
Strengthening Orgs	**715**	10,000
Family Development	**733**	0
Strengthening Orgs	**735**	10,000
Foundation Invited - Effective Choice		**195,000**
Early Childhood	**811**	77,000
Youth Development	**822**	289,750
Community Based - Youth & Family		**462,750**
Education & School Readiness	**200**	107,500
Quality Child Care	**210**	75,000
Early Childhood Development		**182,500**
Mentoring	**300**	529,600
Out - of - School Opportunities	**310**	1,310,557
Youth Worker Training	**320**	109,375
Youth Development		**1,949,532**
Family Resource Centers	**400**	1,055,000
Parent Education/Enrichment	**410**	45,000
Family Literacy	**420**	185,000
Intergenerational Opportunities	**430**	100,000
Family Development		**1,385,000**
Organizational Effectiveness	**520**	62,200
Strengthening Organizations		**62,200**
Community Interests	**600**	**699,600**
TOTAL		**5,438,328**

STATEMENT 26

Foellinger Foundation, Inc.
Grant Payment Report by Program Area
FY 2009 - August, 2009

Date: 9/17/2009

	Program Area	TOTAL FY 2009
FII - SPECIAL OPPORTUNITY		
Allen County Public Library Fdn	**100**	114,246
Community Fdn of Greater FW	**100**	10,000
Embassy Theatre Foundation	**190**	17,500
AIDS Task Force	**195**	10,000
Cancer Services	**195**	10,000
Center for Nonviolence	**195**	10,000
Early Childhood Alliance	**195**	10,000
Embassy Theatre Foundation	**195**	10,000
FW Civic Theatre	**195**	10,000
FW Dance Collective	**195**	10,000
Lifeline	**195**	10,000
NE Indiana Innovation Center	**195**	10,000
Turnstone Center for Disabled	**195**	10,000
YWCA	**195**	10,000
FW Parks and Recreation Dept	**195**	250,000
FII - EFFECTIVE: EARLY CHILDHOOD		
Early Childhood Alliance	**711**	175,000
Early Childhood Alliance	**715**	10,000
FII - EFFECTIVE: FAMILY		
Literacy Alliance	**735**	10,000
CBY&F: EARLY CHILDHOOD		
Lutheran Social Services	**811**	29,000
MLK School	**811**	48,000
CBY&F: YOUTH		
Big Brothers Big Sisters	**822**	25,000
Center for Nonviolence	**822**	24,000
Lifeline	**822**	47,250
YMCA	**822**	193,500
CBY&F: FAMILY		
Allen County Education Partnership	**833**	96,000
OLD STRATEGIC CATEGORIES		
FW Public Television	**200**	22,500
Martin Luther King School	**200**	60,000
Gingerbread House	**200**	25,000

STATEMENT 26

	Program Area	TOTAL FY 2009
Catholic Charities	**210**	75,000
Nat'l League of Cuban American Ctrs	**300**	39,600
Catholic Charities **[Rescinded]**	**300**	50,000
Ft. Wayne Area Youth for Christ	**300**	50,000
Lifeline Youth & Family Services	**300**	70,000
Lutheran Social Services	**300**	40,000
Allen County Public Library Fdn	**300**	210,000
Big Brothers Big Sisters	**300**	70,000
League for the Blind	**310**	47,500
Anthony Wayne Rehab Ctr	**310**	50,000
East Allen County Schools	**310**	290,000
Ft. Wayne Community Schools	**310**	111,057
Powerhouse Youth Center	**310**	35,000
Leadership Fort Wayne	**310**	15,000
Taylor University	**310**	144,000
Taylor University	**310**	265,500
Boys and Girls Club	**310**	70,000
Cornerstone Youth Center	**310**	52,500
East Allen Family Resource Center	**310**	67,500
Euell A. Wilson Center	**310**	45,000
Harlan Christian Youth Center	**310**	30,000
Harold W. McMillen	**310**	45,000
Salvation Army	**310**	42,500
Allen Superior Court	**320**	109,375
FW Urban League	**400**	65,000
American National Red Cross	**400**	50,000
Lutheran Social Services	**400**	70,000
Natl League of Cuban American	**400**	25,000
Wellspring Interfaith Soc Svcs	**400**	150,000
American National Red Cross	**400**	50,000
Cancer Services	**400**	50,000
East Wayne Street Center	**400**	60,000
FW Medical Society Fdn	**400**	45,000
Interfaith Hospitality Network	**400**	25,000
League for the Blind	**400**	50,000
Lifeline	**400**	45,000
Matthew 25	**400**	40,000
Turnstone Center for Disabled	**400**	140,000
United Hispanic-Americans	**400**	45,000

STATEMENT 26

	Program Area	TOTAL FY 2009
Vincent Village	400	30,000
YWCA	400	115,000
SCAN	410	45,000
Literacy Alliance	420	100,000
Literacy Alliance (FY10/11 pmts rescinded)	420	85,000
Easter Seals ARC	430	100,000
A Hope Center	520	1,500
Ft Wayne Youtheatre	520	11,700
Greater FW Chamber of Commerce	520	24,000
Junior Achievement of Northern IN	520	25,000
COMMUNITY INTERESTS		
431 West Berry Street	600	40,000
Associated Churches of FW	600	100,000
FW Zoological Society	600	75,000
African American Historical Society	600	22,500
AIDS Task Force	600	20,000
FW Museum of Art	600	75,000
Hoagland Area Advancement Assoc	600	16,600
Ivy Tech Foundation	600	50,000
Leadership Fort Wayne	600	20,000
Leadership Fort Wayne	600	25,000
Little River Wetlands Project	600	10,000
Super Shot	600	8,000
United Way of Allen County	600	50,000
University of St. Francis	600	50,000
Greenway Consortium	600	75,000
Artlink	600	5,000
Arts United	600	25,000
Community Transportation Network	600	7,500
F. W. Civic Theatre	600	10,000
F. W. Dance Collective	600	10,000
Homebound Meals	600	5,000
Grant Totals		**5,438,328**

STATEMENT 26

Grant Commitment Schedule

as of 8/31/09

	Scheduled Payments				
	2010	2011	2012	2013	2014
African/African American Historical Society $10,000 00 *One-year operating support*	$10,000.00	$0.00	$0 00	$0.00	$0 00
AIDS Task Force $10,000 00 *One-year operating support.*	$10,000 00	$0 00	$0 00	$0.00	$0.00
Allen County Public Library $225,312 00 *Three-year program support for the Nonprofit Resource Center*	$41,156 00	$0 00	$0 00	$0 00	$0 00
Allen County Public Library $420,000 00 *Two-year program support for Young Adult Summer Reading*	$210,000 00	$0 00	$0.00	$0 00	$0.00
American National Red Cross $160,000 00 *Three-year program support for Multicultural Information Exchange*	$60,000 00	$0 00	$0.00	$0 00	$0.00
American National Red Cross $21,400 00 *Two-year Inspire grant for organizational reflection and renewal*	$10,000 00	$0.00	$0.00	$0.00	$0 00
ARCH $16,400.00 *Two-year Inspire grant for organizational reflection and renewal*	$10,000 00	$0 00	$0 00	$0 00	$0 00
Associated Churches of Fort Wayne - Allen County $20,000.00 *One-year program support for Food Bank*	$20,000.00	$0 00	$0 00	$0.00	$0.00
Big Brothers Big Sisters of Northeast Indiana $210,000.00 *Three-year operating support*	$70,000 00	$0 00	$0 00	$0 00	$0 00

STATEMENT 27

Grant Commitment Schedule
as of 8/31/09

	Scheduled Payments				
	2010	2011	2012	2013	2014
Big Brothers Big Sisters of Northeast Indiana $22,400.00 *Two-year Inspire grant for organizational reflection and renewal*	$10,000 00	$0.00	$0 00	$0 00	$0 00
Big Brothers Big Sisters of Northeast Indiana $50,000 00 *One-year program support for Lunch Buddy program*	$25,000.00	$0.00	$0.00	$0 00	$0.00
Cancer Services of Northeast Indiana $150,000 00 *Three-year capital support*	$50,000.00	$50,000 00	$0.00	$0.00	$0 00
Catholic Charities of the Diocese of Fort Wayne - South Bend $25,000.00 *Two-year Inspire grant for organizational reflection and renewal*	$10,000 00	$0 00	$0 00	$0.00	$0.00
Catholic Charities of the Diocese of Fort Wayne - South Bend $609,000 00 *Three-year operating support*	$209,000 00	$200,000 00	$200,000 00	$0.00	$0 00
Center for Nonviolence $33,750 00 *Two-year capital support*	$33,750 00	$0.00	$0 00	$0 00	$0 00
Center for Nonviolence $25,000.00 *One-year operating support*	$25,000 00	$0 00	$0 00	$0 00	$0.00
Community Harvest Food Bank of Northeast Indiana $28,000 00 *One-year operating support*	$28,000 00	$0 00	$0 00	$0 00	$0.00
Cornerstone Youth Center $17,500.00 *One-year operating support ($10,000) and project support (up to $7,500) for pecial board training (2009 Rolfsen Stewardship Award)*	$17,500.00	$0.00	$0.00	$0 00	$0 00

STATEMENT 27

Grant Commitment Schedule

as of 8/31/09

	Scheduled Payments				
	2010	2011	2012	2013	2014
Early Childhood Alliance $535,000 00 *Three-year operating support*	$175,000.00	$175,000 00	$0.00	$0 00	$0 00
East Wayne Street Center $30,000 00 *One-year operating support*	$30,000 00	$0 00	$0 00	$0 00	$0 00
Erin's House for Grieving Children $5,000.00 *One-year program support for Peer Support Program Nights*	$5,000 00	$0 00	$0.00	$0 00	$0 00
Family & Children's Service of Fort Wayne $52,000.00 *One-year program support for Family Service Center*	$52,000.00	$0 00	$0.00	$0 00	$0 00
Fort Wayne Area Youth for Christ $150,000.00 *Three-year program support for "Positive Life Choices "*	$50,000 00	$0.00	$0.00	$0.00	$0 00
Fort Wayne Medical Society Foundation $36,000 00 *Fiscal Sponsor for one-year program support for Healthier Moms and Babies*	$36,000 00	$0 00	$0.00	$0 00	$0 00
Fort Wayne Museum of Art $300,000 00 *Four-year capital support for American Art Initiative Capital Campaign.*	$75,000 00	$75,000 00	$0.00	$0 00	$0.00
Fort Wayne Parks and Recreation Department $1,000,000 00 *Three-year capital support for the Foellinger-Freimann Botanical Conservatory and Foellinger Outdoor Theatre in honor of the Foundation's 50th Anniversary*	$250,000.00	$0.00	$0 00	$0 00	$0 00
Fort Wayne Philharmonic Orchestra $21,500 00 *Two-year Inspire grant for organizational reflection and renewal*	$10,000 00	$0 00	$0.00	$0.00	$0.00

STATEMENT 27

Grant Commitment Schedule

as of 8/31/09

	Scheduled Payments				
	2010	**2011**	**2012**	**2013**	**2014**
Fort Wayne Philharmonic Orchestra $18,500.00 *One-year program support for PHIL KIDS*	$18,500.00	$0 00	$0 00	$0 00	$0 00
Fort Wayne Rescue Mission Ministries $24,900 00 *Two-year Inspire grant for organizational reflection and renewal*	$10,000 00	$0 00	$0 00	$0 00	$0.00
Fort Wayne Rescue Mission Ministries $30,000 00 *One-year program support for Charis House*	$30,000 00	$0 00	$0 00	$0 00	$0 00
Fort Wayne Urban League $25,000 00 *Two-year Inspire grant for organizational reflection and renewal*	$10,000 00	$0 00	$0.00	$0 00	$0 00
Fort Wayne Urban League $52,000.00 *One-year operating support.*	$52,000.00	$0.00	$0 00	$0.00	$0 00
Gingerbread House $300,000.00 *Three-year capital support*	$0 00	$300,000 00	$0.00	$0 00	$0.00
The Greenway Consortium $150,000 00 *Two-year capital support for extension of the St Joseph pathway from Johnny Appleseed park to Shoaff park*	$75,000.00	$0 00	$0 00	$0 00	$0 00
Interfaith Hospitality Network of Greater Fort Wayne $16,400 00 *Two-year Inspire grant for organizational reflection and renewal*	$10,000.00	$0 00	$0 00	$0.00	$0 00
Interfaith Hospitality Network of Greater Fort Wayne $20,000 00 *One-year operating support*	$20,000 00	$0.00	$0 00	$0 00	$0.00

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Grant Commitment Schedule

as of 8/31/09

	Scheduled Payments				
	2010	2011	2012	2013	2014
Junior Achievement of Northern Indiana $37,500.00 *One-year operatıng suppoı t*	$37,500 00	$0.00	$0 00	$0 00	$0.00
Leadership Fort Wayne $45,000 00 *Three-year program support for youth leadershıp development.*	$15,000 00	$0.00	$0.00	$0.00	$0.00
Leadership Fort Wayne $7,500.00 *One-year operatıng support*	$7,500.00	$0 00	$0 00	$0 00	$0.00
League for the Blind & Disabled $150,000 00 *Three-year operatıng support*	$50,000 00	$50,000.00	$0 00	$0 00	$0 00
League for the Blind & Disabled $42,750.00 *One-year program support for Youth Servıces*	$42.750.00	$0 00	$0 00	$0.00	$0.00
Lifeline Youth and Family Services $210,000 00 *Three-year program support for "Independent Lıvıng "*	$35,000 00	$0 00	$0.00	$0.00	$0 00
Literacy Alliance $545,000.00 *Forty-two month operatıng support*	$175,000 00	$180,000 00	$180,000.00	$0 00	$0 00
Lutheran Social Services $430,000 00 *Forty-month operatıng support*	$150,000.00	$140.000 00	$140,000.00	$0 00	$0 00
Matthew 25 Health and Dental Clinic $80.000 00 *Two-year operatıng support*	$40,000.00	$0.00	$0.00	$0 00	$0.00

STATEMENT 27

Grant Commitment Schedule

as of 8/31/09

	Scheduled Payments				
	2010	**2011**	**2012**	**2013**	**2014**
Metropolitan Young Men's Christian Association of Greater Fort Wayne $500,000 00 *Five-year capital support for Renaissance Pointe Branch*	$125,000.00	$125,000 00	$125,000.00	$125,000.00	$0 00
Mustard Seed Furniture Bank of Fort Wayne $20,200.00 *Two-year Inspire grant for organizational reflection and renewal*	$10,000 00	$0.00	$0.00	$0 00	$0.00
National League of Cuban American Community Based Centers $25,350 00 *One-year program support for Neighborhood Mentoring*	$25,350 00	$0 00	$0 00	$0.00	$0 00
National League of Cuban American Community Based Centers $20,000 00 *One-year program support for family education classes*	$20,000.00	$0.00	$0 00	$0 00	$0.00
The Salvation Army $20,000.00 *Two-year Inspire grant for organizational reflection and renewal*	$10,000 00	$0 00	$0.00	$0 00	$0 00
The Salvation Army $38,250 00 *One-year program support for Community Youth Center*	$38,250.00	$0.00	$0.00	$0 00	$0 00
Turnstone Center for Disabled Children and Adults $280,000 00 *Two-year operating support*	$70,000 00	$0 00	$0 00	$0 00	$0 00
United Hispanic-Americans $22,500.00 *One-year operating support*	$22,500 00	$0 00	$0 00	$0.00	$0 00
Visiting Nurse and Hospice Home $5,000 00 *One-year program support for Charity/Sliding Fee Assistance for Hospice*	$5,000 00	$0.00	$0 00	$0.00	$0 00

Grant Commitment Schedule
as of 8/31/09

	Scheduled Payments				
	2010	2011	2012	2013	2014
Wellspring Interfaith Social Services $23,600 00 *Two-year Inspire grant for organizational reflection and renewal*	$10,000 00	$0 00	$0 00	$0 00	$0 00
Wellspring Interfaith Social Services $120,000 00 *One-year operating support*	$60,000 00	$60,000 00	$0 00	$0 00	$0 00
Young Women's Christian Association of Fort Wayne $92,000.00 *One-year program support for domestic violence services*	$46,000 00	$46,000 00	$0 00	$0 00	$0.00
Grand Total	$2,752,756 00	$1,401,000 00	$645,000.00	$125,000.00	$0.00
Verify	2,752,756 00	1,401,000 00	645,000 00	125,000 00	0 00

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