NOTICE 2008-6 STATUS CHANGE

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

2010
JAN 1 4 2010
ENVELOPE POSTMARK DATE

For calendar year 2008, or tax year beginning 09/01 **, 2008, and ending** 08/31, 20 09

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: BLANCHE C FLUHRER 1015000579

Number and street (or P.O box number if mail is not delivered to street address): PO BOX 207

Room/suite:

City or town, state, and ZIP code: EVANSVILLE, IN 47702

A Employer identification number: 35-6211298

B Telephone number (see page 10 of the instructions): (812) 464-1399

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)* ▶ $ 971,362.

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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				
	4	Dividends and interest from securities	37,591.	37,584.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-34,180.			
	b	Gross sales price for all assets on line 6a 285,854.				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	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	3,411.	37,584.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	10,820.	9,738.		1,082.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 1	37.	37.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	10,857.	9,775.	NONE	1,082.
	25	Contributions, gifts, grants paid	32,618.			32,618.
	26	**Total expenses and disbursements.** Add lines 24 and 25	43,475.	9,775.	NONE	33,700.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-40,064.			
	b	**Net investment income** (if negative, enter -0-)		27,809.		
	c	**Adjusted net income** (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. Form **990-PF** (2008)

P S25

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	991,355.	950,612.	971,362.
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	991,355.	950,612.	971,362.
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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	991,355.	950,612.	
	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)	991,355.	950,612.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	991,355.	950,612.	

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	991,355.
2	Enter amount from Part I, line 27a	2	-40,064.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 2	3	1.
4	Add lines 1, 2, and 3	4	951,292.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 3	5	680.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	950,612.

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 DETAIL			
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 -34,180.

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 N/A

(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			
2006			
2005			
2004			
2003			

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

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

4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 4

5 Multiply line 4 by line 3 5

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

7 Add lines 5 and 6 7

8 Enter qualifying distributions from Part XII, line 4 8

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	556.
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	556.
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	556.
6	Credits/Payments:				
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a			
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	NONE
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	556.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶		**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*	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	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 4			
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

Form **990-PF** (2008)

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

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

14 The books are in care of ▶ OLD NATIONAL TRUST COMPANY Telephone no ▶ (812)464-1399

Located at ▶ P.O. BOX 207, EVANSVILLE, IN ZIP + 4 ▶ 47702

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
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	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
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? **6b** No: X

If you answered "Yes" to 6b, also file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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 5		10,820.	-0-	-0-

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
NONE		NONE	NONE	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
NONE		NONE

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 NONE	
2	
3	
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	NONE
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	925,647.
d	**Total** (add lines 1a, b, and c)	1d	925,647.
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	925,647.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	13,885.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	911,762.
6	**Minimum investment return.** Enter 5% of line 5	6	45,588.

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	45,588.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	556.		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	556.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	45,032.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	45,032.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	45,032.

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	33,700.
b	Program-related investments - total from Part IX-B	1b	
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	33,700.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	33,700.

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.

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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					45,032.
2	Undistributed income, if any, as of the end of 2007:					
a	Enter amount for 2007 only				NONE	
b	Total for prior years: 20 06 ,20_____, 20_____			NONE		
3	Excess distributions carryover, if any, to 2008:					
a	From 2003	NONE				
b	From 2004	NONE				
c	From 2005	NONE				
d	From 2006	NONE				
e	From 2007	NONE				
f	**Total** of lines 3a through e		NONE			
4	Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 33,700.					
a	Applied to 2007, but not more than line 2a				NONE	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)		NONE			
d	Applied to 2008 distributable amount					33,700.
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).)*		NONE			NONE
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			NONE		
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			NONE		
d	Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions			NONE		
e	Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				NONE	
f	Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009					11,332.
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)		NONE			
8	Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)		NONE			
9	**Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a		NONE			
10	Analysis of line 9:					
a	Excess from 2004	NONE				
b	Excess from 2005	NONE				
c	Excess from 2006	NONE				
d	Excess from 2007	NONE				
e	Excess from 2008	NONE				

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

1a 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	
2a 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).)

N/A

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.

N/A

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:

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 7				
Total . . . . ▶ **3a**				32,618.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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					
4 Dividends and interest from securities			14	37,591.	
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	-34,180.	
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)				3,411.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 3,411.

(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

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: OLD NATIONAL TRUST COMPAN
Date: 01/10/2010
Title: TRUSTEE

Paid Preparer's Use Only

Preparer's signature
Date: 01/10/2010
Check if self-employed ▶ ☐
Preparer's identifying number (See **Signature** on page 30 of the instructions): P0040679

Firm's name (or yours if self-employed), address, and ZIP code ▶ THOMSON REUTERS (TAX & ACCOUNTING)
ONE N. DEARBORN ST., 5TH FL.
CHICAGO, IL 60602
EIN ▶ 75-1297386
Phone no. 312-873-6900

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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					70.	
		58. AFLAC INC PROPERTY TYPE: SECURITIES					01/03/2008	05/14/2009
1,968.00		3,202.00					-1,234.00	
		30. AFLAC INC PROPERTY TYPE: SECURITIES					02/10/2009	08/06/2009
1,191.00		1,027.00					164.00	
		27. AFLAC INC PROPERTY TYPE: SECURITIES					05/29/2007	08/06/2009
1,072.00		1,410.00					-338.00	
		7. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES					09/06/2007	07/22/2009
1,100.00		948.00					152.00	
		25. BURLINGTON NORTHN SANTA FE CORP PROPERTY TYPE: SECURITIES					02/10/2009	03/11/2009
1,344.00		2,168.00					-824.00	
		43. BURLINGTON NORTHN SANTA FE CORP PROPERTY TYPE: SECURITIES					07/05/2007	03/11/2009
2,313.00		3,737.00					-1,424.00	
		20. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					02/10/2009	07/22/2009
862.00		1,132.00					-270.00	
		50. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					01/03/2008	07/22/2009
2,155.00		4,444.00					-2,289.00	
		260.002 EATON VANCE LARGE CAP VALUE CL I PROPERTY TYPE: SECURITIES					12/05/2007	02/12/2009
3,432.00		5,912.00					-2,480.00	
		282.041 EATON VANCE LARGE CAP VALUE CL I PROPERTY TYPE: SECURITIES					10/24/2008	07/06/2009
3,802.00		4,040.00					-238.00	

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)	
		1400.574 EATON VANCE LARGE CAP VALUE CL					07/02/2008	07/06/2009
		PROPERTY TYPE: SECURITIES						
18,880.00		31,668.00					-12,788.00	
		20. EMERSON ELEC CO					05/29/2007	10/23/2008
		PROPERTY TYPE: SECURITIES						
627.00		951.00					-324.00	
		50000. FED HOME LN MTG 5.25% 07/27/2017-					05/18/2007	01/27/2009
		PROPERTY TYPE: SECURITIES						
50,000.00		48,364.00					1,636.00	
		60000. FED HOME LOAN BK 5.800% 9/02					09/17/1998	09/02/2008
		PROPERTY TYPE: SECURITIES						
60,000.00		62,200.00					-2,200.00	
		50000. FED HOME LOAN BK 5.900% 3/26					03/29/1999	03/26/2009
		PROPERTY TYPE: SECURITIES						
50,000.00		49,776.00					224.00	
		30000. FED NAT MTG ASSOC 4.25% 05/15/200					07/14/2004	05/15/2009
		PROPERTY TYPE: SECURITIES						
30,000.00		30,248.00					-248.00	
		30000. FED NAT MTG ASSOC 4.625% 10/15/20					01/26/2005	12/18/2008
		PROPERTY TYPE: SECURITIES						
33,434.00		30,184.00					3,250.00	
		12. FRANKLIN RES INC					02/16/2007	08/19/2009
		PROPERTY TYPE: SECURITIES						
1,105.00		1,207.00					-102.00	
		19. GOLDMAN SACHS GROUP INC					01/03/2008	04/15/2009
		PROPERTY TYPE: SECURITIES						
2,275.00		2,735.00					-460.00	
		31. HARRIS CORP					05/29/2007	07/22/2009
		PROPERTY TYPE: SECURITIES						
960.00		1,536.00					-576.00	
		38. HARRIS STRATEX NETWORKS INC CL A					05/28/2009	06/04/2009
		PROPERTY TYPE: SECURITIES						
217.00		204.00					13.00	

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)	
		.505 HARRIS STRATEX NETWORKS INC CL A PROPERTY TYPE: SECURITIES					05/28/2009	06/04/2009
3.00		3.00						
		50. INTERNATIONAL GAME TECHNOLOGY PROPERTY TYPE: SECURITIES					02/10/2009	03/11/2009
396.00		640.00					-244.00	
		120. INTERNATIONAL GAME TECHNOLOGY PROPERTY TYPE: SECURITIES					01/03/2008	03/11/2009
951.00		4,986.00					-4,035.00	
		41. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					05/29/2007	05/14/2009
1,448.00		2,082.00					-634.00	
		328.706 LEGG MASON EMERGING MKTS INSTL F PROPERTY TYPE: SECURITIES					10/24/2008	02/12/2009
3,734.00		7,461.00					-3,727.00	
		15. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES					05/29/2007	02/10/2009
767.00		966.00					-199.00	
		258. AMEX TECHNOLOGY SELECT SPDR PROPERTY TYPE: SECURITIES					03/11/2009	05/28/2009
4,415.00		3,678.00					737.00	
		102. STAPLES INC PROPERTY TYPE: SECURITIES					04/11/2007	10/23/2008
1,517.00		2,681.00					-1,164.00	
		35. STRYKER CORP PROPERTY TYPE: SECURITIES					02/10/2009	04/08/2009
1,196.00		1,766.00					-570.00	
		68. STRYKER CORP PROPERTY TYPE: SECURITIES					02/16/2007	04/08/2009
2,323.00		2,939.00					-616.00	
		73. ZIONS BANCORP PROPERTY TYPE: SECURITIES					04/11/2007	10/23/2008
2,297.00		5,739.00					-3,442.00	

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)	
TOTAL GAIN(LOSS)							-34,180.	

JSA
8E1730 1 000

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES ON QUALIFIED FOR	37.	37.
TOTALS	37.	37.

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

DESCRIPTION	AMOUNT
ROUNDING	1.
TOTAL	1.

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

DESCRIPTION	AMOUNT
ACCRUED INTEREST	680.
TOTAL	680.

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-----------------------------------------
STATE(S) WHERE THE FOUNDATION IS REGISTERED
=========================================
     IN
```

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

OFFICER NAME:
  OLD NATIONAL TRUST COMPANY
ADDRESS:
  PO BOX 207
  EVANSVILLE, IN 47702
TITLE:
  TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
COMPENSATION .... 10,820.

TOTAL COMPENSATION: 10,820.
==============

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
EDEN THEOLOGICAL SEMINARY
ADDRESS:
BUSINESS OFFICE
ST LOUIS, MO 63119
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDE INCOME AND SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,077.

RECIPIENT NAME:
FORT WAYNE CHILDRENS HOME
ADDRESS:
2525 LAKE AVE
FT WAYNE, IN 46805
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDE INCOME AND SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,893.

RECIPIENT NAME:
UNIVERSITY OF EVANSVILLE
ADDRESS:
FINANCIAL AID / STUDENT ACCOUNTS
EVANSVILLE, IN 47722
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDE INCOME AND SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,825.

STATEMENT 6

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
EVANSVILLE ASSN FOR THE BLIND
ADDRESS:
INC
EVANSVILLE, IN 47719
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDE INCOME AND SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,514.

RECIPIENT NAME:
ST JOHN'S UNITED CHURCH OF CHRIS
ADDRESS:
123 N 6TH ST
BOONVILLE, IN 47601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDE INCOME AND SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 11,416.

RECIPIENT NAME:
SOUTHERN ILLINOIS
ADDRESS:
CHILD WELFARE ASSOCIATION
HOYLETON, IL 62803
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDE INCOME AND SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,893.

TOTAL GRANTS PAID: 32,618.
===============

OLD NATIONAL TRUST

OLD NATIONAL TRUST COMPANY
Asset Details

Run on 11/19/2009 2:12:11 PM
As of 07/31/2009
Combined Portfolios
Settlement Date Basis

Account: 1015000579
BLANCHE C FLUHRER TAX-EXEMPT CHARITABLE TRUST

Administrator: RUTH STONECIPHER @ 812-461-9728
Investment Officer: NANCY M GIVEN @ 812-464-1398
Investment Authority: Sole
Investment Objective: EMPHASIZE INCOME
Lot Select Method: LTHC
Sort By: CUSIP

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Income	Yield	Pricing Date
	CASH									0.00	
AFL	001055102 AFLAC INC	57.000000	37.860	2,437.53	2,437.53	2,158	280-	0 22	64	2.96	07/31/2009
AAPL	037833100 APPLE INC	38.000000	163.390	4,566.55	4,566.55	6,209	1,642	0.65		0.00	07/31/2009
ADSK	052769106 AUTODESK INC	135.000000	21.810	5,168.92	5,168.92	2,944	2,225-	0 31		0.00	07/31/2009
JJM	06738G407 BARCLAYS BK IPATH INDL COMMODITY ETN	205.000000	33.340	5,747.66	5,747.66	6,835	1,087	0.71		0.00	07/31/2009
BDX	075887109 BECTON DICKINSON & CO	40.000000	65.150	2,771.30	2,771.30	2,606	165-	0.27	53	2.03	07/31/2009
079860AL	079860AL6 BELLSOUTH CORP 5.2% 12/15/2016	30,000.000000	104.015	30,262.50	30,262.50	31,205	942	3.25	1,560	5.00	07/31/2009
149123BM	149123BM2 CATERPILLAR INC 5.7% 08/15/2016	25,000.000000	105.529	25,857.50	25,857.50	26,382	525	2 75	1,425	5.40	07/31/2009
CHD	171340102 CHURCH & DWIGHT INC	130.000000	58.980	5,366.44	5,366.44	7,667	2,301	0.80	47	0.61	07/31/2009
CSCO	17275R102 CISCO SYS INC	245.000000	22.010	4,924.20	4,924.20	5,392	468	0.56		0.00	07/31/2009
COST	22160K105 COSTCO WHSL CORP NEW	92.000000	49.500	5,366.15	5,366.15	4,554	812-	0.47	66	1.45	07/31/2009
CVD	222816100 COVANCE INC	55.000000	55.150	3,274.60	3,274.60	3,033	241-	0.32		0.00	07/31/2009
DHR	235851102 DANAHER CORP	100.000000	61.240	5,269.27	5,269.27	6,124	855	0.64	12	0.20	07/31/2009

DE	244199105 DEERE & CO	65.000000	43.740	2,656.53	2,656.53	2,843	187	0.30	73	2 56	07/31/2009
DREGX	262028301 DRIEHAUS EMERGING MKTS GROWTH FD #3	537 941000	24.820	10,265.91	10,265.91	13,352	3,086	1.39	42	0.31	07/31/2009
ECL	278865100 ECOLAB INC	129.000000	41.510	5,656.98	5,656.98	5,355	302-	0.56	72	1.35	07/31/2009
EMR	291011104 EMERSON ELEC CO	107 000000	36.380	4,563.23	4,563.23	3,893	671-	0.41	141	3.63	07/31/2009
XOM	30231G102 EXXON MOBIL CORP	146.000000	70.390	9,749.08	9,749.08	10,277	528	1.07	245	2.39	07/31/2009
3133MBJA	3133MBJA6 FED HOME LN BK 7.625% 05/14/2010	50,000.000000	105.531	50,254.54	50,254.54	52,766	2,511	5.50	3,813	7.23	07/31/2009
3133MJUQ	3133MJUQ1 FED HOME LN BK 4.875% 11/15/2011	25,000.000000	107.594	25,337.75	25,337.75	26,899	1,561	2 80	1,219	4.53	07/31/2009
3133X8C9	3133X8C91 FED HOME LN BK 4 375% 08/15/2011	25,000 000000	106 219	25,474.00	25,474.00	26,555	1,081	2.77	1,094	4.12	07/31/2009
3133XDTC	3133XDTC5 FED HOME LN BK 5% 12/11/2015	25,000.000000	108.813	25,495.00	25,495.00	27,203	1,708	2.83	1,250	4.60	07/31/2009
3133XGDD	3133XGDD3 FED HOME LN BK 5.375% 08/19/2011	25,000 000000	107.906	25,345.00	25,345.00	26,977	1,632	2.81	1,344	4.98	07/31/2009
3134A4JT	3134A4JT2 FED HOME LN MTG 5.75% 01/15/2012	25,000.000000	110.219	25,799.75	25,799.75	27,555	1,755	2.87	1,438	5.22	07/31/2009
3134A4SA	3134A4SA3 FED HOME LN MTG 4.5% 01/15/2013	30,000.000000	107.969	30,294.00	30,294.00	32,391	2,097	3.37	1,350	4.17	07/31/2009
31359MPF	31359MPF4 FED NAT MTG ASSOC 4.375% 09/15/2012	25,000.000000	107.156	25,000.00	25,000.00	26,789	1,789	2.79	1,094	4.08	07/31/2009
31359MTG	31359MTG8 FED NAT MTG ASSOC 4.625% 10/15/2013	30,000.000000	108.469	29,561.70	29,561.70	32,541	2,979	3.39	1,388	4.26	07/31/2009
31359MZL	31359MZL0 FED NAT MTG ASSOC 4.75%	50,000.000000	105.500	49,426.50	49,426.50	52,750	3,324	5.50	2,375	4.50	07/31/2009

	12/15/2010										
3136F5AC	3136F5AC5 FED NAT MTG ASSOC 4.5% 02/13/2012	25,000.000000	107.063	24,846.50	24,846.50	26,766	1,919	2.79	1,125	4.20	07/31/2009
3137EACD	3137EACD9 FED HOME LN MTG 3% 07/28/2014	50,000.000000	100.938	50,363.50	50,363.50	50,469	106	5.26	1,500	2.97	07/31/2009
FDIVX	315910802 FIDELITY DIVERSIFIED INTL FD #325	967.936000	25.360	32,032.02	32,032.02	24,547	7,485-	2.56	455	1.85	07/31/2009
FISGX	318941598 FIRST AMERN MID CAP GROWTH OPP CL Y FD #2453	521.316000	29.910	12,900.54	12,900.54	15,593	2,692	1 62		0.00	07/31/2009
BEN	354613101 FRANKLIN RES INC	61.000000	88.680	4,433.39	4,433.39	5,409	976	0.56	51	0.95	07/31/2009
369604BC	369604BC6 GEN ELEC CO 5.25% 12/06/2017	30,000.000000	101.356	30,432.90	30,432.90	30,407	26-	3.17	1,575	5.18	07/31/2009
GS	38141G104 GOLDMAN SACHS	17.000000	163.300	1,595.73	1,595.73	2,776	1,180	0 29	24	0.86	07/31/2009
FSMXX	38141W232 GOLDMAN SACHS FS MM FD #474			112,486.46	112,486.46	112,486		11 72	292	0.26	01/01/1901
GSMCX	38141W398 GOLDMAN SACHS MID CAP VALUE INSTL FD #864	1,144.354000	25 280	38,605.10	38,605.10	28,929	9,676-	3.01	481	1.66	07/31/2009
38144LAB	38144LAB6 GOLDMAN SACHS 6.25% 09/01/2017	30,000.000000	107.094	30,465.90	30,465.90	32,128	1,662	3.35	1,875	5.84	07/31/2009
HRS	413875105 HARRIS CORP	124.000000	31.310	5,748.04	5,748.04	3,882	1,866-	0.40	99	2.56	07/31/2009
HPQ	428236103 HEWLETT PACKARD CO	135.000000	43.300	5,952.45	5,952.45	5,846	107-	0.61	43	0.74	07/31/2009
IBM	459200101 INTL BUSINESS MACHS CORP	55.000000	117.930	5,849.97	5,849.97	6,486	636	0.68	121	1.87	07/31/2009
JPM	46625H100 JPMORGAN CHASE & CO	163.000000	38.650	7,016.01	7,016.01	6,300	716-	0.66	33	0.52	07/31/2009
JEC	469814107	89.000000	40.980	3,768.36	3,768.36	3,647	121-	0.38		0.00	07/31/2009

	JACOBS ENGR GROUP INC										
JNJ	478160104 JOHNSON & JOHNSON	148.000000	60 890	9,251 09	9,251.09	9,012	239-	0.94	290	3.22	07/31/2009
SUIEX	4812C0613 JP MORGAN US REAL ESTATE SELECT SHS FD #3037	1,232.665000	9.250	17,563.24	17,563.24	11,402	6,161-	1.19	402	3.52	07/31/2009
MCD	580135101 MCDONALDS CORP	130.000000	55.060	6,597.90	6,597.90	7,158	560	0.75	260	3.63	07/31/2009
MHS	58405U102 MEDCO HEALTH SOLUTIONS INC	114.000000	52.860	4,954.04	4,954.04	6,026	1,072	0 63		0.00	07/31/2009
MET	59156R108 METLIFE INC	137.000000	33.950	5,943.64	5,943.64	4,651	1,292-	0.48	101	2.18	07/31/2009
MSFT	594918104 MICROSOFT CORP	330.000000	23.520	9,148.39	9,148.39	7,762	1,387-	0.81	172	2.21	07/31/2009
NBL	655044105 NOBLE ENERGY INC	102.000000	61.120	4,881.62	4,881.62	6,234	1,353	0.65	73	1.18	07/31/2009
NTRS	665859104 NORTHERN TRUST CORP	72 000000	59 810	4,228.20	4,228.20	4,306	78	0.45	81	1.87	07/31/2009
PEP	713448108 PEPSICO INC	108.000000	56.750	5,735.75	5,735.75	6,129	393	0.64	194	3.17	07/31/2009
PX	74005P104 PRAXAIR INC	92.000000	78.180	5,431.00	5,431.00	7,193	1,762	0.75	147	2.05	07/31/2009
PG	742718109 PROCTER & GAMBLE CO	97.000000	55.510	5,480.55	5,480.55	5,384	96-	0.56	171	3.17	07/31/2009
PWR	74762E102 QUANTA SVCS INC	94.000000	23.310	2,054.61	2,054.61	2,191	137	0.23		0.00	07/31/2009
PENNX	780905840 ROYCE PENNSYLVANIA MUT CL I FD #260	1,571 013000	8.270	13,038.03	13,038.03	12,992	46-	1.35	14	0.11	07/31/2009
SLB	806857108 SCHLUMBERGER LTD	54.000000	53.500	3,005.24	3,005.24	2,889	116-	0.30	45	1.57	07/31/2009
XLY	81369Y407 SELECT SECTOR SPDR CONSUMER DISCRETIONARY	80 000000	25.270	1,382.32	1,382.32	2,022	639	0 21	31	1.54	07/31/2009

SII	832110100 SMITH INTL INC	98.000000	25.130	3,583.48	3,583.48	2,463	1,121-	0.26	47	1.91	07/31/2009
SRCL	858912108 STERICYCLE INC	105.000000	51.200	4,789.05	4,789.05	5,376	587	0.56		0.00	07/31/2009
TGT	87612E106 TARGET CORP	105.000000	43.620	5,366.44	5,366.44	4,580	786-	0.48	71	1.56	07/31/2009
TMO	883556102 THERMO FISHER SCIENTIFIC INC	142.000000	45.280	7,090.70	7,090.70	6,430	661-	0.67		0.00	07/31/2009
V	92826C839 VISA INC CL A	67.000000	65.460	4,442.77	4,442.77	4,386	57-	0.45	28	0.64	07/31/2009
WAG	931422109 WALGREEN CO	118.000000	31.050	4,590.60	4,590.60	3,664	927-	0.38	65	1.77	07/31/2009
WFC	949746101 WELLS FARGO & CO NEW	120.000000	24.460	3,427.83	3,427.83	2,935	493-	0.30	24	0.82	07/31/2009
XTO	98385X106 XTO ENERGY INC	140.000000	40.230	5,359.41	5,359.41	5,632	273	0.59	70	1.24	07/31/2009
	Total Portfolio			949,735.36	949,735.36	959,741	10,006	100.00	30,124	3.14	

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