ORIGINAL

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 10/01 **, 2008, and ending** 09/30 , 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
ERIC A. BAADE AND MARY C. BAADE-10734200
CHARITABLE PURPOSES TRUST

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1919 DOUGLAS STREET

City or town, state, and ZIP code
OMAHA, NE 68102-1310

A Employer identification number
35-6713433

B Telephone number (see page 10 of the instructions)
(260) 461-6451

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: [X] 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)* ▶ $ 1,781,354.

J Accounting method: [ ] Cash [X] 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 ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	25,687.	25,687.		
	4 Dividends and interest from securities	34,859.	34,859.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-35,649.			
	b Gross sales price for all assets on line 6a 641,817.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	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	24,897.	60,546.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	22,244.	11,122.		11,122.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	1,615.	NONE	NONE	1,615.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	2,210.	266.	NONE	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 3	500.	NONE	NONE	500.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	26,569.	11,388.	NONE	13,237.
	25 Contributions, gifts, grants paid	95,755.			95,755.
	26 **Total expenses and disbursements** Add lines 24 and 25	122,324.	11,388.	NONE	108,992.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-97,427.			
	b Net investment income (if negative, enter -0-)		49,158.		
	c Adjusted net income (if negative, enter -0-)			-0-	

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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. ** STMT 2

Form **990-PF** (2008)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	21,324.	53,743.	53,743.
	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 ▶			
	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)	1,178,120.	978,197.	1,022,946.
	c Investments - corporate bonds (attach schedule)	479,851.	428,325.	449,820.
	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 ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ STMT 4)	113,140.	234,894.	254,845.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,792,435.	1,695,159.	1,781,354.
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. ▶ X			
	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	1,792,435.	1,695,159.	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	1,792,435.	1,695,159.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,792,435.	1,695,159.	

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	1,792,435.
2	Enter amount from Part I, line 27a	2	-97,427.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	151.
4	Add lines 1, 2, and 3	4	1,695,159.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,695,159.

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			
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	-35,649.
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	115,074.	2,242,884.	0.051306
2006	116,519.	2,327,266.	0.050067
2005	89,797.	2,155,174.	0.041666
2004	99,004.	2,174,343.	0.045533
2003	73,458.	2,102,806.	0.034933

2	**Total** of line 1, column (d)	2	0.223505
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	0.044701
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	1,645,092.
5	Multiply line 4 by line 3	5	73,537.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	492.
7	Add lines 5 and 6	7	74,029.
8	Enter qualifying distributions from Part XII, line 4	8	108,992.

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	492.
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	492.
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	492.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a: 2,080.		
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	2,080.
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	1,588.
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 520. **Refunded** ▶	11	1,068.

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) ▶ INDIANA			
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 ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK Telephone no. ▶ 402-536-5474

Located at ▶ 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? If "Yes," list the years ▶	☐ Yes ☒ No			
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? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		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		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
WELLS FARGO BANK INDIANA NA FORT WAYNE, IN 46802	TRUSTEE 2.	22,244.	NONE	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
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		

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 N/A	
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	1,594,719.
b	Average of monthly cash balances	1b	75,425.
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	1,670,144.
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	1,670,144.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	25,052.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,645,092.
6	**Minimum investment return.** Enter 5% of line 5	6	82,255.

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	82,255.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	492.		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	492.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	81,763.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	81,763.
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	81,763.

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	108,992.
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	108,992.
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	492.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	108,500.

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				81,763.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			92,058.	
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 ▶ $ 108,992.				
a Applied to 2007, but not more than line 2a			92,058.	
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				16,934.
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				64,829.
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				

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			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
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).)

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

N/A

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

LETTER FORMAT

c Any submission deadlines.

NONE

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

ALLEN COUNTY CHARITABLE ORGANIZATION

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 6				
Total . . . . . . ▶ **3a**				95,755.
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			14	25,687.	
4 Dividends and interest from securities			14	34,859.	
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	-35,649.	
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)				24,897.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 24,897.

(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.

▶ Alisa Weber | 12/2/09 | ▶ Tax Officer

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶ [signature]	Date 11/30/09	Check if self-employed ▶ ☐
Preparer's identifying number (See **Signature** on page 30 of the instructions)	P00151125	
Firm's name (or yours if self-employed), address, and ZIP code	▶ BKD, LLP 200 E. MAIN ST. SUITE 700 FORT WAYNE, IN 46802	EIN ▶ 44-0160260 Phone no 260-460-4000

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 CAPITAL GAIN DISTRIBUTIONS					1,001.	
		SALE OF LONG-TERM INVESTMENTS					VAR	VAR
627,969.		660,547.					-32,578.	
		SALE OF SHORT TERM INVESTMENTS					VAR	VAR
12,847.		16,919.					-4,072.	
TOTAL GAIN(LOSS)							-35,649.	

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FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BKD, LLP - TAX RETURN PREP FEE	1,615.	NONE	NONE	1,615.
TOTALS	1,615.	NONE	NONE	1,615.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
FOREIGN TAXES	266.	266.	NONE
FEDERAL ESTIMATES - EXCISE TAX ON INVESTMENT INCOME	1,944.	NONE	NONE
TOTALS	2,210.	266.	NONE

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DUES-FUNDER GROUP	500.	NONE	NONE	500.
TOTALS	500.	NONE	NONE	500.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ALTERNATIVE INVESTMENTS	156,170.	136,605.
REAL ESTATE & SPECIALTY ASSETS	78,724.	118,240.
TOTALS	234,894.	254,845.

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

DESCRIPTION		AMOUNT
CASH ADJUSTMENT		151.
	TOTAL	151.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SALVATION ARMY FORT WAYNE, IN 46802	NONE PUBLIC	SUPPORT OF KITCHEN IMPROVEMENT PROJECT	7,755.
WELLSPRING FORT WAYNE, IN 46802	NONE PUBLIC	FUND THE YOUTH SERVICE PROGRAMS	20,000.
EMBASSY THEATRE FORT WAYNE, IN 46802	NONE PUBLIC	UPDATING & STREAMLINING HVAC IN THE THEATRE	10,000.
ST. MARY'S SOUP KITCHEN FORT WAYNE, IN 46802	NONE PUBLIC	GENERAL PROGRAM SUPPORT	15,000.
POWER HOUSE FORT WAYNE, IN 46802	NONE PUBLIC	GENERAL OPERATING EXPENSES	10,000.
FORT WAYNE PHILHARMONIC FORT WAYNE, IN 46802	NONE PUBLIC	SUPPORT OF THE ACQUISITION OF SHEET MUSIC	20,000.
CORNERSTONE YOUTH CENTER FORT WAYNE, IN 46802	NONE PUBLIC	SUPPORT OF OPERATING EXPENSES	8,000.
CANCER SERVICES OF NORTHEAST INDIANA FORT WAYNE, IN 46802	NONE PUBLIC	SUPPORT OF CLIENT ADVOCATE PROGRAM	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
		TOTAL CONTRIBUTIONS PAID	95,755.

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2008

Name of estate or trust: ERIC A. BAADE AND MARY C. BAADE-10734200

Employer identification number: 35-6713433

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SALE OF SHORT TERM INVESTMENTS	VAR	VAR	12,847.	16,919.	-4,072.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -4,072.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2008**

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Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo, day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SALE OF LONG-TERM INVESTMENTS	VAR	VAR	627,969.	660,547.	-32,578.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -32,578.

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 09/30/09	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Cash & Equivalents							
CASH							
INCOME			$1,224.02	$1,224.02	$0.00		
Total Cash			**$1,224.02**	**$1,224.02**	**$0.00**		
MONEY MARKET							
WELLS FARGO ADVANTAGE CASH INVESTMENT MONEY MARKET SERVICE #250 *Asset held in Invested Income Portfolio*	17,058.810		$17,058.81	$17,058.81	$0.00	0.01%	$0.12
WELLS FARGO ADVANTAGE CASH INVESTMENT MONEY MARKET SERVICE #250	35,460.050		35,460.05	35,460.05	0.00	0.01	0.36
Total Money Market			**$52,518.86**	**$52,518.86**	**$0.00**	**0.01%**	**$0.48**
Total Cash & Equivalents			**$53,742.88**	**$53,742.88**	**$0.00**	**0.01%**	**$0.48**

ASSET DETAIL *(continued)*

Asset Description	Par Value	Price	Market Value as of 09/30/09	Cost Basis	Unrealized Gain/Loss	Yield to Maturity	Accrued Income
Fixed Income							
CORPORATE OBLIGATIONS							
AMERICAN EXPRESS DTD 07/24/03 4.875 07/15/2013 CUSIP: 025816AQ2 MOODY'S RATING· A3 STANDARD & POOR'S RATING: BBB+	50,000 000	$103.043	$51,521.50	$50,548.50	$973.00	4.00%	$514.58
BHP BILLITON FINANCE DTD 03/29/07 5.125 03/29/2012 CUSIP. 055451AD0 MOODY'S RATING· A1 STANDARD & POOR'S RATING· A+	75,000.000	107.918	80,938.50	76,537.50	4,401.00	1.87	21.35
CATERPILLAR FINL SVCS MED TERM NOTES TRANCHE #TR 00789 DTD 12/05/05 5.050 12/01/2010 CUSIP: 14912L2W0 MOODY'S RATING: A2 STANDARD & POOR'S RATING: A	50,000.000	103.552	51,776.00	49,740.50	2,035.50	1.96	841.67
CISCO SYSTEMS INC DTD 02/22/06 5.250 02/22/2011 CUSIP: 17275RAB8 MOODY'S RATING: A1 STANDARD & POOR'S RATING: A+	50,000.000	105.404	52,702.00	49,557.50	3,144.50	1.33	284.38
HERSHEY COMPANY DTD 03/27/08 5.000 04/01/2013 CUSIP: 427866AQ1 MOODY'S RATING: A2 STANDARD & POOR'S RATING: A	100,000.000	108.120	108,120.00	100,103.00	8,017.00	2.56	2,500.00
NATIONSBANK CORP DTD 05/04/98 6 6000 05/15/2010 CUSIP· 638585BH1 MOODY'S RATING: A3 STANDARD & POOR'S RATING: A-	50,000.000	102.607	51,303.50	51,438.00	- 134.50	2.37	1,246.67
Total Corporate Obligations			**$396,361.50**	**$377,925.00**	**$18,436.50**		**$5,408.65**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 09/30/09	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Fixed Income							
MUTUAL FUNDS							
ISHARES GOLDMAN SACHS CORP BD CUSIP: 464287242	200.000	$106.680	$21,336.00	$19,256.00	$2,080.00	5.24%	$0.00
VANGUARD BD INDEX FD INC SHORT TERM BD ETF CUSIP· 921937827	200.000	80.050	16,010.00	15,780.00	230.00	2.65	0.00
VANGUARD INTERMEDIATE TERM B CUSIP: 921937819	200.000	80.560	16,112.00	15,364.00	748.00	4.26	0.00
Total Mutual Funds			**$53,458.00**	**$50,400.00**	**$3,058.00**	**4.17%**	**$0.00**
Total Fixed Income			**$449,819.50**	**$428,325.00**	**$21,494.50**		**$5,408.65**

Asset Description	Quantity	Price	Market Value as of 09/30/09	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities							
CONSUMER DISCRETIONARY							
CARNIVAL CORP SYMBOL. CCL CUSIP: 143658300	320.000	$33.280	$10,649.60	$8,032.00	$2,617.60	0.00%	$0.00
COMCAST CORP CLASS A SYMBOL: CMCSA CUSIP: 20030N101	1,080.000	16.880	18,230.40	15,076 80	3,153.60	1.60	0.00
TARGET CORP SYMBOL: TGT CUSIP: 87612E106	360.000	46.680	16,804.80	22,482.00	- 5,677.20	1.46	0.00
TRACTOR SUPPLY CO COM SYMBOL: TSCO CUSIP: 892356106	245.000	48.420	11,862.90	9,875.94	1,986.96	0.00	0.00
WALT DISNEY CO SYMBOL: DIS CUSIP: 254687106	555.000	27.460	15,240.30	10,783.63	4,456.67	1.27	0.00
Total Consumer Discretionary			**$72,788.00**	**$66,250.37**	**$6,537.63**	**1.00%**	**$0.00**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 09/30/09	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
CONSUMER STAPLES							
CVS/CAREMARK CORPORATION SYMBOL: CVS CUSIP: 126650100	580.000	$35.740	$20,729.20	$17,052.00	$3,677.20	0.85%	$0.00
DIAGEO PLC - ADR SPONSORED ADR SYMBOL: DEO CUSIP: 25243Q205	210.000	61.490	12,912.90	9,699.89	3,213.01	3.68	303.51
NESTLE S A. REGISTERED SHARES - ADR SPONSORED ADR SYMBOL: NSRGY CUSIP: 641069406	410.000	42.558	17,448.78	13,115.90	4,332.88	1.89	0.00
SYSCO CORP SYMBOL. SYY CUSIP. 871829107	415.000	24.850	10,312.75	9,001.34	1,311.41	3.86	0.00
Total Consumer Staples			**$61,403.63**	**$48,869.13**	**$12,534.50**	**2.25%**	**$303.51**
ENERGY							
CHEVRON CORP SYMBOL· CVX CUSIP: 166764100	300.000	$70.430	$21,129.00	$13,723.50	$7,405.50	3.86%	$0.00
EXXON MOBIL CORPORATION SYMBOL. XOM CUSIP: 30231G102	500.000	68.610	34,305.00	20,535.84	13,769.16	2.45	0.00
PETROLEO BRASILEIRO S.A.- COMM - ADR SPONSORED ADR SYMBOL: PBR CUSIP: 71654V408	325.000	45.900	14,917.50	10,302.50	4,615.00	0.07	0.00
XTO ENERGY INC SYMBOL: XTO CUSIP: 98385X106	1,000.000	41.320	41,320 00	44,110 00	- 2,790.00	1.21	125.00
Total Energy			**$111,671.50**	**$88,671.84**	**$22,999.66**	**1.94%**	**$125.00**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 09/30/09	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
FINANCIALS							
AFLAC INC SYMBOL: AFL CUSIP. 001055102	500.000	$42.740	$21,370.00	$19,005.00	$2,365.00	2.62%	$0.00
BANK NEW YORK MELLON CORP COM COM SYMBOL. BK CUSIP: 064058100	300.000	28.990	8,697.00	7,661.99	1,035.01	1.24	0.00
CAPITAL ONE FINANCIAL CORP SYMBOL· COF CUSIP: 14040H105	175.000	35.730	6,252.75	2,208.49	4,044.26	0.56	0.00
JPMORGAN CHASE & CO SYMBOL: JPM CUSIP: 46625H100	300.000	43.820	13,146.00	8,747.99	4,398.01	0.46	0.00
MOODYS CORP SYMBOL. MCO CUSIP: 615369105	500.000	20.460	10,230.00	13,484.99	- 3,254.99	1.95	0.00
TRAVELERS COMPANIES, INC SYMBOL. TRV CUSIP: 89417E109	200.000	49.230	9,846.00	8,132.00	1,714.00	2.44	0.00
Total Financials			**$69,541.75**	**$59,240.46**	**$10,301.29**	**1.73%**	**$0.00**
HEALTH CARE							
ABBOTT LABS SYMBOL: ABT CUSIP: 002824100	150.000	$49.470	$7,420.50	$6,670.49	$750.01	3.23%	$0.00
JOHNSON & JOHNSON SYMBOL· JNJ CUSIP: 478160104	1,000.000	60.890	60,890.00	58,647.00	2,243.00	3.22	0.00
NOVARTIS AG - ADR SPONSORED ADR SYMBOL NVS CUSIP: 66987V109	210.000	50.380	10,579.80	7,425.59	3,154.21	2.89	0.00
STRYKER CORP SYMBOL: SYK CUSIP: 863667101	800.000	45.430	36,344.00	37,661.66	- 1,317.66	0.88	0.00
WYETH COM SYMBOL WYE CUSIP. 983024100	600.000	48.580	29,148.00	29,502 00	- 354.00	2.47	0.00
Total Health Care			**$144,382.30**	**$139,906.74**	**$4,475.56**	**2.46%**	**$0.00**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 09/30/09	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
INDUSTRIALS							
COOPER INDS LTD CL A CUSIP. G24182100	0.000	$36.570	$0.00	$0.00	$0.00	0.00%	$86.25
COOPER INDUSTRIES PLC NEW IRELAND SYMBOL· CBE CUSIP. G24140108	345.000	37.570	12,961.65	9,446.09	3,515.56	2.66	0.00
GENERAL ELECTRIC CO SYMBOL: GE CUSIP: 369604103	1,500.000	16.420	24,630.00	48,329.00	- 23,699.00	2.44	150.00
3M CO COM SYMBOL: MMM CUSIP: 88579Y101	1,000.000	73.800	73,800.00	83,656.00	- 9,856.00	2.76	0.00
Total Industrials			**$111,391.65**	**$141,431.09**	**- $30,039.44**	**2.68%**	**$236.25**
INFORMATION TECHNOLOGY							
APPLE INC SYMBOL: AAPL CUSIP. 037833100	200.000	$185.350	$37,070.00	$21,373.46	$15,696.54	0.00%	$0.00
FISERV INC SYMBOL. FISV CUSIP: 337738108	200.000	48.200	9,640.00	7,145.99	2,494.01	0.00	0.00
HEWLETT PACKARD CO SYMBOL. HPQ CUSIP: 428236103	300.000	47.210	14,163.00	10,359.00	3,804.00	0.68	24.00
INTEL CORP COMM SYMBOL: INTC CUSIP: 458140100	500.000	19.570	9,785.00	7,520.00	2,265.00	2.86	0.00
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104	500.000	25 720	12,860.00	9,325.00	3,535.00	2.02	0.00
TEXAS INSTRUMENTS INC SYMBOL: TXN CUSIP: 882508104	1,000.000	23.690	23,690.00	31,314.00	- 7,624.00	2.03	0.00
VISA INC-CLASS A SHRS SYMBOL: V CUSIP: 92826C839	100.000	69.110	6,911.00	5,454.00	1,457.00	0.61	0.00
Total Information Technology			**$114,119.00**	**$92,491.45**	**$21,627.55**	**1.01%**	**$24.00**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 09/30/09	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
MATERIALS							
AIR PRODS & CHEMS INC COM SYMBOL: APD CUSIP: 009158106	200.000	$77.580	$15,516.00	$18,029.50	- $2,513.50	2 32%	$90.00
Total Materials			**$15,516.00**	**$18,029.50**	**- $2,513.50**	**2.32%**	**$90.00**
TELECOMMUNICATION SERVICES							
VODAFONE GROUP PLC NEW SYMBOL. VOD CUSIP: 92857W209	490.000	$22.500	$11,025.00	$8,805.30	$2,219.70	5.36%	$0.00
Total Telecommunication Services			**$11,025.00**	**$8,805.30**	**$2,219.70**	**5.36%**	**$0.00**
UTILITIES							
FPL GROUP INC SYMBOL: FPL CUSIP: 302571104	210.000	$55.230	$11,598.30	$6,531.00	$5,067.30	3.42%	$0.00
Total Utilities			**$11,598.30**	**$6,531.00**	**$5,067.30**	**3.42%**	**$0.00**
MUTUAL FUNDS							
ISHARES RUSSELL 2000 VALUE INDEX FUND SYMBOL: IWN CUSIP: 464287630	500.000	$56.430	$28,215.00	$40,462.00	- $12,247.00	1.39%	$0.00
ISHARES S&P MIDCAP 400 VALUE SYMBOL. IJJ CUSIP: 464287705	500.000	62.973	31,486.25	40,308.55	- 8,822.30	1.99	0.00
ISHARES TR S & P MIDCAP 400 INDEX FD SYMBOL: IJH CUSIP: 464287507	1,000.000	68.950	68,950.00	51,740.00	17,210.00	1.17	0.00
ISHARES TR SMALLCAP 600 INDEX FD SYMBOL: IJR CUSIP: 464287804	500.000	52.340	26,170.00	19,790.00	6,380.00	0.97	0.00

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 09/30/09	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
MUTUAL FUNDS *(continued)*							
VANGUARD DEVELOPED MARKETS INDEX FUND #227 SYMBOL: VDMIX CUSIP: 921909701	7,530.123	9.480	71,385.57	95,000.00	- 23,614.43	4.20	0.00
VANGUARD EMERGING MARKETS ETF SYMBOL. VWO CUSIP. 922042858	1,000.000	38.530	38,530.00	25,670.00	12,860.00	3.06	0.00
VANGUARD EMERGING MARKETS STOCK INDEX FUND SYMBOL· VEIEX CUSIP: 922042304	1,435.063	24.230	34,771.58	35,000.00	- 228.42	2.89	0.00
Total Mutual Funds			**$299,508.40**	**$307,970.55**	**- $8,462.15**	**2.42%**	**$0.00**
Total Equities			**$1,022,945.53**	**$978,197.43**	**$44,748.10**	**2.13%**	**$778.76**

Asset Description	Quantity	Price	Market Value as of 09/30/09	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Alternative Investments							
OTHER							
HUSSMAN STRATEGIC GROWTH FUND #601 SYMBOL: HSGFX CUSIP: 448108100	4,608.295	$12 970	$59,769.59	$60,000.00	- $230.41	0.19%	$0.00
ISHARES S&P GSCI COMMODITY-INDEXED TRUST SYMBOL. GSG CUSIP. 46428R107	500.000	29.680	14,840.00	30,640.00	- 15,800.00	0.00	0.00
LEUTHOLD CORE INVESTMENT FUND #272 SYMBOL: LCORX CUSIP: 527289102	2,529.162	15.790	39,935.47	46,300.00	- 6,364.53	0.89	0.00
POWERSHARES DB COMMODITY INDEX SYMBOL: DBC CUSIP: 73935S105	1,000.000	22.060	22,060 00	19,230.00	2,830.00	0.00	0.00
Total Other			**$136,605.06**	**$156,170.00**	**- $19,564.94**	**0.35%**	**$0.00**
Total Alternative Investments			**$136,605.06**	**$156,170.00**	**- $19,564.94**	**0.35%**	**$0.00**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 09/30/09	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Real Estate & Specialty Assets							
REAL ESTATE FUNDS							
SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF SYMBOL: RWX CUSIP: 78463X863	1,000.000	$35.340	$35,340.00	$23,530.00	$11,810.00	6.66%	$0.00
VANGUARD REIT VIPER SYMBOL. VNQ CUSIP: 922908553	2,000.000	41.450	82,900.00	55,194.40	27,705.60	4.02	0.00
Total Real Estate Funds			**$118,240.00**	**$78,724.40**	**$39,515.60**	**4.81%**	**$0.00**
Total Real Estate & Specialty Assets			**$118,240.00**	**$78,724.40**	**$39,515.60**	**4.81%**	**$0.00**

	Account Value as of 09/30/09	Cost Basis	Unrealized Gain/Loss	Accrued Income
TOTAL ASSETS	**$1,781,352.97**	**$1,695,159.71**	**$86,193.26**	**$6,187.89**