EXTENSION ATTACHED

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 12/01 , 2008, and ending 11/30, 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: RLC FOUNDATION 618738017

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: C/O DEVRA OCHS, 2555 E. CEDAR AV

City or town, state, and ZIP code: DENVER, CO 80209

A Employer identification number: 74-2139793

B Telephone number (see page 10 of the instructions): (303) 733-5179

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) ▶ $ 4,708,259.

J Accounting method: [X] 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	96,212.	96,212.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-74,270.			
	b Gross sales price for all assets on line 6a 1,448,606.				
	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)	3,436.			STMT 7
	12 **Total.** Add lines 1 through 11	25,378.	96,212.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 8	850.	NONE	NONE	850.
	c Other professional fees (attach schedule) STMT 9	16,374.	12,280.		4,094.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 10	258.	258.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	17,482.	12,538.	NONE	4,944.
	25 Contributions, gifts, grants paid				
	26 **Total expenses and disbursements** Add lines 24 and 25	17,482.	12,538.	NONE	4,944.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	7,896.			
	b **Net investment income** (if negative, enter -0-)		83,674.		
	c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	64,860.	181,690.	181,690.
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) STMT 11	2,203,411.	2,397,797.	3,305,484.
c	Investments - corporate bonds (attach schedule) STMT 19	1,078,025.	984,555.	1,221,085.
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 20)	211,149.		
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,557,445.	3,564,042.	4,708,259.
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	3,557,445.	3,564,042.	
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)	3,557,445.	3,564,042.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,557,445.	3,564,042.	

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	3,557,445.
2	Enter amount from Part I, line 27a	2	7,896.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,565,341.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 21	5	1,299.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,564,042.

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	-74,270.
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	219,104.	4,080,165.	0.05369978910
2006	200,760.	4,549,905.	0.04412399819
2005	322,905.	4,230,956.	0.07631963084
2004	375.	4,072,841.	0.00009207332
2003	202,074.	3,944,377.	0.05123090415

2 **Total** of line 1, column (d)	2	0.22546639560
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	0.04509327912
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	3,301,010.
5 Multiply line 4 by line 3	5	148,853.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	837.
7 Add lines 5 and 6	7	149,690.
8 Enter qualifying distributions from Part XII, line 4	8	4,944.

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	1,673.
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	1,673.
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	1,673.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a — 578.		
b	Exempt foreign organizations-tax withheld at source — 6b — NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 3,000.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	3,578.
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	1,905.
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 838. **Refunded** ▶	11	1,067.

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		
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 22			
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)*

			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 ▶ DEVRA OCHS Telephone no ▶ (303)733-5179
Located at ▶ 2555 E. CEDAR AVENUE, DENVER, CO ZIP + 4 ▶ 80209

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		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)*	3b		
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

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

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 23		-0-	-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	3,235,236.
b	Average of monthly cash balances	1b	116,043.
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	3,351,279.
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	3,351,279.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	50,269.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,301,010.
6	**Minimum investment return.** Enter 5% of line 5	6	165,051.

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	165,051.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	1,673.		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,673.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	163,378.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	163,378.
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	163,378.

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	4,944.
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	4,944.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,944.

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					163,378.
2 Undistributed income, if any, as of the end of 2007					
a Enter amount for 2007 only				NONE	
b Total for prior years 20_____, 20_____, 20_____			NONE		
3 Excess distributions carryover, if any, to 2008					
a From 2003	NONE				
b From 2004	NONE				
c From 2005	5,535.				
d From 2006	NONE				
e From 2007	17,408.				
f **Total** of lines 3a through e		22,943.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 4,944.					
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					4,944.
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).)*		22,943.			22,943.
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					135,491.
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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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*				
Total ▶ **3a**				
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			0	96,099.	
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				-74,270.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 25				3,549.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				25,378.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 25,378.

(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

Dena T. Ochs — 8/2/10 — President

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature: [signature] Stacy D. Sponsler, Vice President	Date 07/20/2010	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00236817
Firm's name (or yours if self-employed), address, and ZIP code	COLORADO STATE BANK AND TRUST NA P.O. BOX 1620 TULSA, OK 74101-1620		EIN ▶ 84-0174400 Phone no 918-588-6486

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					13,340.	
		90. AFLAC INC PROPERTY TYPE: SECURITIES					10/22/2007	02/09/2009
2,127.00		5,213.00					-3,086.00	
		641.54 INVESCO REAL ESTATE-INST FD#47 PROPERTY TYPE: SECURITIES					10/20/2008	06/19/2009
8,000.00		10,464.00					-2,464.00	
		1521.049 INVESCO REAL ESTATE-INST FD# PROPERTY TYPE: SECURITIES					03/19/2009	07/28/2009
20,595.00		22,494.00					-1,899.00	
		31. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					11/05/2008	03/11/2009
1,382.00		1,752.00					-370.00	
		260. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					10/04/2005	07/28/2009
11,798.00		11,450.00					348.00	
		400. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					04/07/2008	11/17/2009
21,259.00		19,349.00					1,910.00	
		690. ADOBE SYS INC PROPERTY TYPE: SECURITIES					01/07/2008	07/16/2009
20,665.00		28,791.00					-8,126.00	
		5. AGILENT TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					10/31/2008	05/01/2009
94.00		115.00					-21.00	
		50000. ALLSTATE LIFE GLOB FD TR @ VAR R PROPERTY TYPE: SECURITIES					02/15/2005	07/09/2009
49,000.00		50,000.00					-1,000.00	
		39. AMERICAN TOWER CORP CL A PROPERTY TYPE: SECURITIES					10/31/2008	06/10/2009
1,174.00		1,257.00					-83.00	

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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)	
		87. AMGEN INC PROPERTY TYPE: SECURITIES					06/17/2009	11/02/2009
4,596.00		4,589.00					7.00	
		5. APACHE CORPORATION PROPERTY TYPE: SECURITIES					10/31/2008	05/01/2009
386.00		411.00					-25.00	
		3. APACHE CORPORATION PROPERTY TYPE: SECURITIES					10/31/2008	06/16/2009
248.00		247.00					1.00	
		51. APOLLO GROUP INC PROPERTY TYPE. SECURITIES					03/06/2009	11/02/2009
2,933.00		3,770.00					-837.00	
		17. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES					08/01/2006	06/08/2009
2,396.00		1,138.00					1,258.00	
		338. ARCHER DANIELS MIDLAND CO PROPERTY TYPE: SECURITIES					10/27/2008	03/18/2009
9,651.00		6,402.00					3,249.00	
		15. AUTODESK INC PROPERTY TYPE: SECURITIES					10/31/2008	01/30/2009
254.00		324.00					-70.00	
		15. AUTODESK INC PROPERTY TYPE: SECURITIES					10/31/2008	05/01/2009
294.00		324.00					-30.00	
		15. AUTOMATIC DATA PROCESSING INC PROPERTY TYPE: SECURITIES					10/31/2008	01/30/2009
559.00		521.00					38.00	
		8. BAIDU INC SPONS ADR REPSTG ORD SHS CL PROPERTY TYPE: SECURITIES					11/05/2008	06/17/2009
2,375.00		1,779.00					596.00	
		.637 BANCO SANTANDER S A-ADR PROPERTY TYPE: SECURITIES					11/06/2009	11/10/2009
11.00		11.00						

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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)	
		.173 BANK AMER CORP COM PROPERTY TYPE: SECURITIES					10/27/2008	01/07/2009
2.00		3.00					-1.00	
		.413 BANK AMER CORP COM PROPERTY TYPE: SECURITIES					10/31/2008	01/07/2009
6.00		10.00					-4.00	
		36. BANK AMER CORP COM PROPERTY TYPE: SECURITIES					10/31/2008	06/16/2009
467.00		861.00					-394.00	
		640. BK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES					01/18/2008	10/20/2009
18,720.00		28,429.00					-9,709.00	
		97. BAXTER INTERNATIONAL INC PROPERTY TYPE: SECURITIES					05/16/2007	04/14/2009
4,783.00		5,310.00					-527.00	
		8. BECKMAN INSTRUMENTS INC NEW PROPERTY TYPE: SECURITIES					10/31/2008	01/30/2009
392.00		406.00					-14.00	
		5. BECKMAN INSTRUMENTS INC NEW PROPERTY TYPE: SECURITIES					10/31/2008	05/01/2009
268.00		254.00					14.00	
		27. BECKMAN INSTRUMENTS INC NEW PROPERTY TYPE: SECURITIES					10/31/2008	06/04/2009
1,474.00		1,371.00					103.00	
		15. BECKMAN INSTRUMENTS INC NEW PROPERTY TYPE: SECURITIES					10/31/2008	06/16/2009
831.00		762.00					69.00	
		150. BECTON DICKINSON & CO PROPERTY TYPE: SECURITIES					05/16/2007	11/20/2009
11,058.00		11,778.00					-720.00	
		5. BOEING CO PROPERTY TYPE: SECURITIES					10/31/2008	05/01/2009
205.00		257.00					-52.00	

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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)	
		24. BOSTON SCIENTIFIC CORP PROPERTY TYPE: SECURITIES					10/31/2008	01/30/2009
218.00		218.00						
		50000. CIT GROUP INC @ 5.000% DUE 02/01 PROPERTY TYPE: SECURITIES					05/03/2006	07/09/2009
26,250.00		46,697.00					-20,447.00	
		130. CSX CORP PROPERTY TYPE: SECURITIES					11/05/2008	03/06/2009
2,841.00		6,111.00					-3,270.00	
		122.965 CALAMOS MARKET NEUTRAL-A FD#06 PROPERTY TYPE: SECURITIES					10/20/2008	07/28/2009
1,360.00		1,355.00					5.00	
		55. CAMPBELL SOUP CO PROPERTY TYPE: SECURITIES					11/05/2008	12/18/2008
1,591.00		2,153.00					-562.00	
		101. CAMPBELL SOUP CO PROPERTY TYPE: SECURITIES					11/05/2008	01/14/2009
2,922.00		3,954.00					-1,032.00	
		290. CATERPILLAR INC PROPERTY TYPE: SECURITIES					05/28/2008	10/20/2009
17,684.00		24,038.00					-6,354.00	
		400. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES					03/27/2007	06/19/2009
26,951.00		29,736.00					-2,785.00	
		41. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES					03/06/2009	08/17/2009
2,729.00		2,397.00					332.00	
		980. CISCO SYSTEMS PROPERTY TYPE: SECURITIES					08/13/2003	07/28/2009
21,120.00		15,830.00					5,290.00	
		750. CISCO SYSTEMS PROPERTY TYPE: SECURITIES					03/27/2007	11/17/2009
17,887.00		19,375.00					-1,488.00	

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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)	
		299. CITIGROUP INC COM PROPERTY TYPE: SECURITIES					10/31/2008	03/05/2009
293.00		4,129.00					-3,836.00	
		25000. CITIGROUP INC NT DTD 03/31/1999 6 PROPERTY TYPE: SECURITIES					09/07/2001	03/15/2009
25,000.00		25,574.00					-574.00	
		10. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES					11/05/2008	12/18/2008
646.00		650.00					-4.00	
		32. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES					11/05/2008	02/09/2009
2,065.00		2,078.00					-13.00	
		26. CIA SIDERURGICA NACL-SP ADR PROPERTY TYPE: SECURITIES					02/09/2009	06/17/2009
572.00		476.00					96.00	
		40. CORNING INC PROPERTY TYPE: SECURITIES					10/31/2008	01/29/2009
418.00		431.00					-13.00	
		15. CORNING INC PROPERTY TYPE: SECURITIES					10/31/2008	05/01/2009
214.00		162.00					52.00	
		168. CORNING INC PROPERTY TYPE: SECURITIES					10/31/2008	06/09/2009
2,718.00		1,809.00					909.00	
		270. COSTCO WHSL CORP PROPERTY TYPE: SECURITIES					01/18/2008	11/17/2009
16,360.00		17,565.00					-1,205.00	
		50000. CREDIT SUISSE USA INC @ 4.700% D PROPERTY TYPE: SECURITIES					05/13/2005	06/01/2009
50,000.00		50,453.00					-453.00	
		137.78 CREDIT SUISSE COMM RETN ST FD#215 PROPERTY TYPE: SECURITIES					01/12/2007	07/28/2009
1,105.00		1,446.00					-341.00	

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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)	
		280. DANAHER CORP PROPERTY TYPE: SECURITIES					07/06/2006	09/11/2009
18,956.00		17,962.00					994.00	
		200. DANAHER CORP PROPERTY TYPE: SECURITIES					07/06/2006	10/22/2009
14,360.00		12,830.00					1,530.00	
		9. DARDEN RESTAURANTS INC PROPERTY TYPE: SECURITIES					10/31/2008	01/30/2009
243.00		198.00					45.00	
		40. DARDEN RESTAURANTS INC PROPERTY TYPE: SECURITIES					10/31/2008	04/27/2009
1,577.00		880.00					697.00	
		5. DARDEN RESTAURANTS INC PROPERTY TYPE: SECURITIES					10/31/2008	05/01/2009
181.00		110.00					71.00	
		94. DEERE & COMPANY PROPERTY TYPE: SECURITIES					10/27/2008	06/08/2009
4,204.00		2,937.00					1,267.00	
		2467.391 DIAMOND HILL LONG/SHORT-I FD# PROPERTY TYPE: SECURITIES					11/03/2008	07/28/2009
36,517.00		36,872.00					-355.00	
		15. DISNEY, WALT COMPANY PROPERTY TYPE: SECURITIES					06/01/2006	05/01/2009
326.00		454.00					-128.00	
		19. DUKE ENERGY CORP PROPERTY TYPE: SECURITIES					10/31/2008	01/30/2009
293.00		323.00					-30.00	
		302. EAST WEST BANCORP INC COM PROPERTY TYPE: SECURITIES					10/27/2008	09/10/2009
2,724.00		3,869.00					-1,145.00	
		126. ECOLAB INC PROPERTY TYPE: SECURITIES					11/05/2008	01/14/2009
4,157.00		4,841.00					-684.00	

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)	
		300. EMERSON ELECTRIC CO PROPERTY TYPE: SECURITIES					03/27/2007	11/20/2009
12,423.00		12,897.00					-474.00	
		5. EXPRESS SCRIPTS INC PROPERTY TYPE: SECURITIES					10/31/2008	01/15/2009
254.00		314.00					-60.00	
		25. EXPRESS SCRIPTS INC PROPERTY TYPE: SECURITIES					10/31/2008	02/24/2009
1,422.00		1,568.00					-146.00	
		10. EXPRESS SCRIPTS INC PROPERTY TYPE: SECURITIES					10/31/2008	05/01/2009
631.00		627.00					4.00	
		27. EXPRESS SCRIPTS INC PROPERTY TYPE: SECURITIES					11/05/2008	05/08/2009
1,645.00		1,722.00					-77.00	
		18. EXPRESS SCRIPTS INC PROPERTY TYPE: SECURITIES					10/31/2008	06/12/2009
1,119.00		1,129.00					-10.00	
		200. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES					10/28/2003	09/10/2009
14,154.00		7,360.00					6,794.00	
		189.003 FIDELITY LEVERAGED CO STOCK FD#0 PROPERTY TYPE: SECURITIES					10/20/2008	06/19/2009
3,300.00		3,387.00					-87.00	
		286.085 FIDELITY LEVERAGED CO STOCK FD#0 PROPERTY TYPE: SECURITIES					10/20/2008	07/28/2009
5,510.00		5,127.00					383.00	
		10. FIRST SOLAR INC PROPERTY TYPE: SECURITIES					02/09/2009	11/02/2009
1,205.00		1,474.00					-269.00	
		19. FIRST SOLAR INC PROPERTY TYPE: SECURITIES					05/28/2008	11/02/2009
2,290.00		5,100.00					-2,810.00	

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)	
		55. GENENTECH INC PROPERTY TYPE: SECURITIES					11/14/2008	02/26/2009
4,766.00		4,471.00					295.00	
		15. GENERAL DYNAMICS CORPORATION PROPERTY TYPE: SECURITIES					10/31/2008	01/15/2009
790.00		918.00					-128.00	
		9. GENERAL DYNAMICS CORPORATION PROPERTY TYPE: SECURITIES					10/31/2008	06/16/2009
523.00		551.00					-28.00	
		397. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES					11/13/2003	03/24/2009
4,189.00		11,228.00					-7,039.00	
		37. GENERAL MILLS INC PROPERTY TYPE: SECURITIES					11/05/2008	12/18/2008
2,263.00		2,488.00					-225.00	
		27. GENERAL MILLS INC PROPERTY TYPE: SECURITIES					11/05/2008	01/14/2009
1,575.00		1,815.00					-240.00	
		50. GENERAL MILLS INC PROPERTY TYPE: SECURITIES					11/05/2008	02/09/2009
2,918.00		3,362.00					-444.00	
		42. GENZYME CORP PROPERTY TYPE: SECURITIES					11/05/2008	01/14/2009
2,750.00		3,048.00					-298.00	
		44. GENZYME CORP PROPERTY TYPE: SECURITIES					11/05/2008	03/11/2009
2,353.00		3,193.00					-840.00	
		51. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES					11/05/2008	05/08/2009
2,236.00		2,402.00					-166.00	
		80. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES					11/05/2008	08/17/2009
3,554.00		3,767.00					-213.00	

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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)	
		10. GOLDMAN SACHS GROUP, INC. PROPERTY TYPE: SECURITIES					10/10/2003	01/29/2009
837.00		870.00					-33.00	
		3. GOLDMAN SACHS GROUP, INC. PROPERTY TYPE: SECURITIES					10/10/2003	06/16/2009
433.00		261.00					172.00	
		48. HEINZ HJ COMPANY PROPERTY TYPE: SECURITIES					11/05/2008	01/14/2009
1,673.00		2,130.00					-457.00	
		77. HEINZ HJ COMPANY PROPERTY TYPE: SECURITIES					11/05/2008	02/09/2009
2,836.00		3,416.00					-580.00	
		43. HESS CORP PROPERTY TYPE: SECURITIES					03/11/2009	06/17/2009
2,288.00		2,439.00					-151.00	
		485. HEWLETT PACKARD COMPANY PROPERTY TYPE: SECURITIES					06/01/2006	10/19/2009
23,498.00		15,733.00					7,765.00	
		410. ITT INDS INC IND PROPERTY TYPE: SECURITIES					07/06/2006	10/19/2009
22,939.00		20,833.00					2,106.00	
		70. INTEL CORP PROPERTY TYPE: SECURITIES					10/31/2008	03/13/2009
1,013.00		1,147.00					-134.00	
		15. INTEL CORP PROPERTY TYPE: SECURITIES					10/31/2008	05/01/2009
234.00		246.00					-12.00	
		15. INTERNATIONAL BUSINESS MACHINESCORP PROPERTY TYPE: SECURITIES					08/07/2008	02/24/2009
1,289.00		1,937.00					-648.00	
		12. INTERNATIONAL BUSINESS MACHINESCORP PROPERTY TYPE: SECURITIES					08/07/2008	06/10/2009
1,296.00		1,550.00					-254.00	

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)	
		50000. IBM CORP @ 4.250% DUE 09/15/200					08/11/2003	09/15/2009
		PROPERTY TYPE: SECURITIES						
50,000.00		50,520.00					-520.00	
		204. INTERNATIONAL RECTIFIER CORP					10/31/2008	09/25/2009
		PROPERTY TYPE: SECURITIES						
3,843.00		3,178.00					665.00	
		15. INTUIT					10/31/2008	05/01/2009
		PROPERTY TYPE: SECURITIES						
343.00		377.00					-34.00	
		16. INTUITIVE SURGICAL INC					11/05/2008	01/14/2009
		PROPERTY TYPE: SECURITIES						
1,601.00		3,062.00					-1,461.00	
		345. JACOBS ENGR GROUP INC					07/23/2007	10/20/2009
		PROPERTY TYPE: SECURITIES						
15,859.00		22,906.00					-7,047.00	
		235. JOHNSON & JOHNSON					08/13/2003	07/28/2009
		PROPERTY TYPE: SECURITIES						
14,260.00		11,931.00					2,329.00	
		200. JOHNSON & JOHNSON					09/10/2003	11/20/2009
		PROPERTY TYPE: SECURITIES						
12,438.00		10,270.00					2,168.00	
		5. KIMBERLY CLARK CORP					10/31/2008	05/01/2009
		PROPERTY TYPE: SECURITIES						
249.00		309.00					-60.00	
		135. KROGER COMPANY					11/14/2008	02/09/2009
		PROPERTY TYPE: SECURITIES						
3,071.00		3,778.00					-707.00	
		103. LEUCADIA NATIONAL CORP					11/05/2008	03/06/2009
		PROPERTY TYPE: SECURITIES						
1,099.00		2,918.00					-1,819.00	
		58. LOCKHEED MARTIN CORP					11/05/2008	03/11/2009
		PROPERTY TYPE: SECURITIES						
3,414.00		4,985.00					-1,571.00	

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)	
		5. MASTERCARD INC - CLASS A PROPERTY TYPE: SECURITIES					11/05/2008	05/08/2009
921.00		810.00					111.00	
		24. MASTERCARD INC - CLASS A PROPERTY TYPE: SECURITIES					11/05/2008	06/17/2009
3,967.00		3,888.00					79.00	
		36. MCDONALDS CORP PROPERTY TYPE: SECURITIES					03/27/2007	12/18/2008
2,249.00		1,625.00					624.00	
		75. MCDONALDS CORP PROPERTY TYPE: SECURITIES					03/27/2007	08/17/2009
4,130.00		3,386.00					744.00	
		280. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES					07/06/2006	07/28/2009
14,250.00		8,049.00					6,201.00	
		300. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES					07/06/2006	09/10/2009
16,299.00		8,623.00					7,676.00	
		.928 MERCK & CO INC/NJ PROPERTY TYPE: SECURITIES					07/22/2009	11/06/2009
30.00		24.00					6.00	
		124.168 MERGER PROPERTY TYPE: SECURITIES			FD#0		06/19/2009	07/28/2009
1,865.00		1,863.00					2.00	
		1150. MICROSOFT CORP PROPERTY TYPE: SECURITIES					12/14/2007	10/23/2009
33,349.00		32,301.00					1,048.00	
		450. MICROCHIP TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES					01/27/2006	07/28/2009
12,100.00		16,824.00					-4,724.00	
		34. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES					02/09/2009	07/22/2009
2,699.00		2,888.00					-189.00	

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)	
		135. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES					05/28/2008	07/23/2009
11,198.00		16,752.00					-5,554.00	
		5. MORGAN STANLEY DEAN WITTER PROPERTY TYPE: SECURITIES					04/27/2009	05/01/2009
129.00		111.00					18.00	
		228. MORGAN STANLEY DEAN WITTER PROPERTY TYPE: SECURITIES					10/27/2008	06/29/2009
6,615.00		3,292.00					3,323.00	
		225. NATIONAL-OILWELL INC PROPERTY TYPE: SECURITIES					03/27/2007	09/10/2009
8,624.00		8,747.00					-123.00	
		89. NIKE INC CLASS B PROPERTY TYPE: SECURITIES					11/05/2008	02/09/2009
4,239.00		4,862.00					-623.00	
		124. NIPPON TELEGRAPH & TELE-ADR PROPERTY TYPE: SECURITIES					12/18/2008	04/14/2009
2,397.00		3,237.00					-840.00	
		70. NORFOLK SOUTHERN CORP PROPERTY TYPE: SECURITIES					11/14/2008	07/22/2009
3,076.00		3,640.00					-564.00	
		5206.287 MFB NORTHN INTL EQTY INDEX FD PROPERTY TYPE: SECURITIES					07/06/2006	09/16/2009
53,000.00		62,944.00					-9,944.00	
		9871.668 NORTHERN BOND INDEX FD FD# PROPERTY TYPE: SECURITIES					08/18/2008	03/19/2009
100,000.00		98,401.00					1,599.00	
		1735.776 NORTHERN BOND INDEX FD FD# PROPERTY TYPE: SECURITIES					08/18/2008	09/16/2009
18,000.00		17,236.00					764.00	
		4577.586 NORTHERN EMER MKTS EQU FD FD# PROPERTY TYPE: SECURITIES					04/25/2006	07/28/2009
43,258.00		45,362.00					-2,104.00	

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)	
		9901.441 MFB NORTHN FDS SMALL CAP INDEX PROPERTY TYPE: SECURITIES					05/02/2006	10/22/2009
67,033.00		106,770.00					-39,737.00	
		77. NORTHERN TRUST CORP PROPERTY TYPE: SECURITIES					03/11/2009	11/02/2009
3,885.00		4,611.00					-726.00	
		39. OCCIDENTAL PETROLEUM CORP PROPERTY TYPE: SECURITIES					10/31/2008	06/04/2009
2,673.00		2,175.00					498.00	
		100. ORACLE CORPORATION PROPERTY TYPE: SECURITIES					10/27/2008	07/23/2009
2,212.00		1,604.00					608.00	
		101. PENNEY JC CO. PROPERTY TYPE: SECURITIES					10/27/2008	06/08/2009
2,890.00		1,999.00					891.00	
		79. PEPSI CO INC PROPERTY TYPE: SECURITIES					07/24/2003	12/18/2008
4,358.00		3,705.00					653.00	
		5. PFIZER INC PROPERTY TYPE: SECURITIES					10/31/2008	05/01/2009
67.00		91.00					-24.00	
		1959.313 PIMCO ALL ASSET-INST FD#0 PROPERTY TYPE: SECURITIES					10/20/2008	07/28/2009
21,670.00		20,835.00					835.00	
		33. POTASH CORP OF SASKATCHEWAN PROPERTY TYPE: SECURITIES					03/11/2009	07/22/2009
2,938.00		2,851.00					87.00	
		340. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES					07/24/2003	07/28/2009
18,863.00		15,117.00					3,746.00	
		10. PROGRESSIVE CORP OHIO PROPERTY TYPE: SECURITIES					10/31/2008	05/01/2009
153.00		139.00					14.00	

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)	
		58. PUBLIC STORAGE INC PROPERTY TYPE: SECURITIES					11/05/2008	02/09/2009
3,737.00		4,739.00					-1,002.00	
		135. QUALCOMM INC PROPERTY TYPE: SECURITIES					11/05/2008	08/17/2009
6,072.00		4,909.00					1,163.00	
		76. ST JUDE MED INC PROPERTY TYPE: SECURITIES					03/06/2009	10/07/2009
2,546.00		2,439.00					107.00	
		149. SCHERING PLOUGH CORP PROPERTY TYPE: SECURITIES					07/22/2009	11/03/2009
1,565.00		1,654.00					-89.00	
		300. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES					09/08/2006	06/19/2009
16,485.00		12,809.00					3,676.00	
		300. SIGMA ALDRICH CORP PROPERTY TYPE: SECURITIES					01/18/2008	09/16/2009
15,641.00		15,518.00					123.00	
		8. SOUTHERN CO PROPERTY TYPE: SECURITIES					10/31/2008	01/30/2009
271.00		282.00					-11.00	
		80. SOUTHERN CO PROPERTY TYPE: SECURITIES					12/18/2008	03/11/2009
2,173.00		2,924.00					-751.00	
		30. SOUTHERN CO PROPERTY TYPE: SECURITIES					10/31/2008	06/09/2009
865.00		1,056.00					-191.00	
		785. SPECTRA ENERGY CORP PROPERTY TYPE: SECURITIES					08/13/2008	10/20/2009
15,998.00		18,778.00					-2,780.00	
		208. SYMANTEC CORP PROPERTY TYPE: SECURITIES					01/14/2009	06/17/2009
3,289.00		2,700.00					589.00	

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)	
		633. SYNOVUS FINL CORP COM PROPERTY TYPE: SECURITIES					10/27/2008	11/24/2009
904.00		5,425.00					-4,521.00	
		7. TJX COMPANYS (NEW) PROPERTY TYPE: SECURITIES					04/25/2008	01/30/2009
138.00		227.00					-89.00	
		10. TJX COMPANYS (NEW) PROPERTY TYPE: SECURITIES					04/25/2008	05/01/2009
279.00		325.00					-46.00	
		33. TJX COMPANYS (NEW) PROPERTY TYPE: SECURITIES					04/25/2008	06/10/2009
1,003.00		1,072.00					-69.00	
		93. TAIWAN SEMICONDUCTOR MFG LTD SPONSOR PROPERTY TYPE: SECURITIES					03/11/2009	06/17/2009
859.00		804.00					55.00	
		.02 TAIWAN SEMICONDUCTOR MFG LTD SPONSOR PROPERTY TYPE: SECURITIES					03/11/2009	08/18/2009
		20. TARGET CORP PROPERTY TYPE: SECURITIES					10/31/2008	01/29/2009
678.00		810.00					-132.00	
		5. TARGET CORP PROPERTY TYPE: SECURITIES					10/31/2008	05/01/2009
201.00		202.00					-1.00	
		278. THOMAS & BETTS CORP PROPERTY TYPE: SECURITIES					10/27/2008	03/20/2009
6,506.00		5,799.00					707.00	
		.333 TIME WARNER INC PROPERTY TYPE: SECURITIES					10/27/2008	04/06/2009
7.00		7.00						
		276. TIME WARNER INC PROPERTY TYPE: SECURITIES					10/27/2008	06/05/2009
6,859.00		5,661.00					1,198.00	

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)	
		.362 TIME WARNER CABLE PROPERTY TYPE: SECURITIES					10/27/2008	04/06/2009
9.00		10.00					-1.00	
		69. TIME WARNER CABLE PROPERTY TYPE: SECURITIES					10/27/2008	04/06/2009
1,837.00		1,858.00					-21.00	
		10. UNION PACIFIC CORP PROPERTY TYPE: SECURITIES					10/31/2008	05/01/2009
501.00		675.00					-174.00	
		42. UNION PACIFIC CORP PROPERTY TYPE: SECURITIES					10/31/2008	06/10/2009
2,224.00		2,833.00					-609.00	
		74. UNION PACIFIC CORP PROPERTY TYPE: SECURITIES					11/05/2008	11/02/2009
4,055.00		5,107.00					-1,052.00	
		360. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES					12/04/2001	09/10/2009
22,040.00		11,282.00					10,758.00	
		5. UNITEDHEALTH GROUP INC COM PROPERTY TYPE: SECURITIES					10/31/2008	05/01/2009
114.00		117.00					-3.00	
		81. UNIVERSAL HEALTH SVCS CL B PROPERTY TYPE: SECURITIES					10/27/2008	10/30/2009
4,630.00		3,097.00					1,533.00	
		980. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES					01/07/2008	07/28/2009
30,342.00		33,338.00					-2,996.00	
		45. WAL-MART STORES PROPERTY TYPE: SECURITIES					09/04/2008	12/18/2008
2,485.00		2,723.00					-238.00	
		13. WAL-MART STORES PROPERTY TYPE: SECURITIES					09/04/2008	05/08/2009
649.00		787.00					-138.00	

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)	
		73. WAL-MART STORES PROPERTY TYPE: SECURITIES					09/04/2008	07/22/2009
3,580.00		4,418.00					-838.00	
		49. WASTE MGMT INC DEL COM PROPERTY TYPE: SECURITIES					11/14/2008	02/09/2009
1,423.00		1,514.00					-91.00	
		96. WASTE MGMT INC DEL COM PROPERTY TYPE: SECURITIES					11/14/2008	06/17/2009
2,672.00		2,967.00					-295.00	
		5. WELLPOINT INC PROPERTY TYPE: SECURITIES					10/31/2008	05/01/2009
210.00		191.00					19.00	
		625. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES					09/08/2006	09/10/2009
17,143.00		14,919.00					2,224.00	
		11. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES					10/31/2008	01/30/2009
322.00		322.00						
		45. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES					10/31/2008	02/24/2009
1,256.00		1,317.00					-61.00	
		135. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES					10/31/2008	05/04/2009
4,568.00		3,950.00					618.00	
		617. ACCENTURE PLC-A PROPERTY TYPE: SECURITIES					03/27/2007	09/10/2009
21,440.00		19,521.00					1,919.00	
		57. ACE LTD PROPERTY TYPE: SECURITIES					01/14/2009	06/17/2009
2,448.00		2,758.00					-310.00	
		294. WEATHERFORD INTL LTD PROPERTY TYPE: SECURITIES					10/27/2008	06/08/2009
5,801.00		3,649.00					2,152.00	

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)	
		146. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES					09/08/2006	08/24/2009
11,436.00		12,122.00					-686.00	
TOTAL GAIN(LOSS)							---------- -74,270. ==========	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC	357.	357.
INVESCO REAL ESTATE-INST FD#4725	1,113.	1,113.
ABBOTT LABORATORIES	937.	937.
AIR PRODS & CHEMS INC	249.	249.
ALLSTATE LIFE GLOB FD TR @ VAR RT% DUE	978.	978.
ANADARKO PETROLEUM CORP	21.	21.
APACHE CORPORATION	65.	65.
ARCELORMITTAL-NY REGISTERED	281.	281.
ARCHER DANIELS MIDLAND CO	91.	91.
AUTOMATIC DATA PROCESSING INC	196.	196.
BANCO SANTANDER S A-ADR	191.	191.
BANK AMER CORP COM	83.	83.
BK OF NEW YORK MELLON CORP	269.	269.
BAXTER INTERNATIONAL INC	219.	219.
BECKMAN INSTRUMENTS INC NEW	91.	91.
BECTON DICKINSON & CO	462.	462.
BHP LTD SPONSORED ADR	51.	51.
BOEING CO	454.	454.
C.H. ROBINSON WORLDWIDE INC	18.	18.
CIT GROUP INC @ 5.000% DUE 02/01/2015	2,382.	2,382.
CSX CORP	57.	57.
CALAMOS MARKET NEUTRAL-A FD#0605	552.	552.
CAMPBELL SOUP CO	39.	39.
CATERPILLAR INC	365.	365.
CHESAPEAKE ENERGY CORP	26.	26.
CHEVRONTEXACO CORP COM	835.	835.
CHUBB CORP	67.	67.
CITIGROUP INC COM	3.	3.
CITIGROUP INC NT DTD 03/31/1999 6.2% 03/	775.	775.
COLGATE PALMOLIVE CO	88.	88.
COLUMBIA MID CAP VAL-Z FD#0983	929.	929.
COMCAST CORP-CL A	36.	36.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CIA SIDERURGICA NACL-SP ADR	176.	176.
CONAGRA INC	317.	317.
CONOCOPHILLIPS	376.	376.
CORNING INC	97.	97.
COSTCO WHSL CORP	189.	189.
CREDIT SUISSE USA INC @ 4.700% DUE 06/0	2,350.	2,350.
CREDIT SUISSE COMM RETN ST FD#2156	210.	210.
DANAHER CORP	49.	49.
DARDEN RESTAURANTS INC	204.	204.
DEERE & COMPANY	216.	216.
DEVON ENERGY CORPORATIOIN	87.	87.
DIAGEO PLC SPON ADR NEW	267.	267.
DIAMOND HILL LONG/SHORT-I FD#0011	571.	571.
DISNEY, WALT COMPANY	96.	96.
DOMINION RES INC/VA COM	379.	379.
DUKE ENERGY CORP	307.	307.
EAST WEST BANCORP INC COM	12.	12.
ECOLAB INC	18.	18.
EMERSON ELECTRIC CO	792.	792.
EXXON MOBIL CORP COM	656.	656.
FPL GROUP INC	302.	302.
FNMA @ 4.625% DUE 10/15/2013	2,313.	2,313.
FIDELITY LEVERAGED CO STOCK FD#0122	303.	303.
GAP INC	26.	26.
GENERAL DYNAMICS CORPORATION	210.	210.
GENERAL ELECTRIC CO	246.	246.
GENERAL ELEC CAP CORP @ 4.375% DUE 11/2	2,188.	2,188.
GENERAL MILLS INC	33.	33.
GENTEX CORP	211.	211.
GENWORTH FINANCIAL INC @ 5.750% DUE 06/	2,875.	2,875.
GOLDCORP INC	7.	7.
GOLDMAN SACHS GROUP, INC.	82.	82.
GOLDMAN SACHS GROUP INC @ 5.700% DUE 09	2,850.	2,850.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HSBC FINANCE CORP @ 4.750% DUE 04/15/20	2,375.	2,375.
HEINZ HJ COMPANY	52.	52.
HERSHEY FOODS CORP	65.	65.
HESS CORP	9.	9.
HEWLETT PACKARD COMPANY	155.	155.
HOME DEPOT INC	328.	328.
CALL ON HOME DEPOT 1-22-00 @ 65	1,156.	1,156.
ITT INDS INC IND	333.	333.
INFOSYS TECHNOLOGIES-SP ADR	45.	45.
INTEL CORP	286.	286.
INTERNATIONAL BUSINESS MACHINESCORP	457.	457.
IBM CORP @ 4.250% DUE 09/15/2009	2,125.	2,125.
ISHARES MSCI EMERGING MKT IN FD	283.	283.
ISHARES S&P 500 GROWTH INDEX FD	99.	99.
ISHARES S&P MIDCAP 400/GWTH	507.	507.
JP MORGAN CHASE & CO	239.	239.
JP MORGAN CHASE @ 4.600% DUE 01/17/2011	2,300.	2,300.
JOHNSON & JOHNSON	1,091.	1,091.
KELLOGG COMPANY	202.	202.
KIMBERLY CLARK CORP	144.	144.
L'OREAL - UNSPONSORED ADR	149.	149.
L-3 COMMUNICATIONS HLDGS INC	13.	13.
LILLY ELI & CO	378.	378.
LOCKHEED MARTIN CORP	66.	66.
LOEWS CORP	34.	34.
M & T BK CORP COM	141.	141.
MASTERCARD INC - CLASS A	9.	9.
MCDONALDS CORP	131.	131.
MERGER FD#0260	793.	793.
MERRILL LYNCH & CO INC	151.	151.
MERRILL LYNCH & CO @ 5.450% DUE 07/15/2	2,725.	2,725.
METLIFE INC @ 5.375% DUE 12/15/2012	2,688.	2,688.
MICROSOFT CORP	598.	598.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MICROCHIP TECHNOLOGY INC COM	305.	305.
MITSUBISHI UFJ FINL GRP-ADR	81.	81.
MOLEX CLASS A	252.	252.
MONSANTO CO NEW COM	122.	122.
MORGAN STANLEY DEAN WITTER	131.	131.
NIKE INC CLASS B	22.	22.
NIPPON TELEGRAPH & TELE-ADR	35.	35.
NORFOLK SOUTHERN CORP	48.	48.
NORTHERN MID CAP INDEX FUND FD#0629	2,585.	2,585.
MFB NORTHN INTL EQTY INDEX FD	5,515.	5,515.
NORTHERN BOND INDEX FD FD#0641	7,298.	7,298.
NORTHERN EMER MKTS EQU FD FD#0636	1,099.	1,099.
MFB NORTHN FDS SMALL CAP INDEX FD	988.	988.
NORTHERN TRUST CORP	71.	71.
NORTHROP CORP	237.	237.
OCCIDENTAL PETROLEUM CORP	232.	232.
ORACLE CORPORATION	115.	115.
PIMCO TOTAL RETURN	3,313.	3,313.
PENNEY JC CO.	176.	176.
PEPSI CO INC	34.	34.
PFIZER INC	180.	180.
PIMCO ALL ASSET-INST FD#0034	2,264.	2,264.
POLO RALPH LAUREN CORP	22.	22.
POTASH CORP OF SASKATCHEWAN	9.	9.
PRAXAIR INC	95.	95.
PRECISION CASTPARTS CORP	2.	2.
PROCTER & GAMBLE CO	1,295.	1,295.
PUBLIC STORAGE INC	67.	67.
QUALCOMM INC	66.	66.
QUEST DIAGNOSTICS INC	6.	6.
QUESTAR CORP	56.	56.
ROYAL BK CANADA @ 3.875% DUE 05/04/2009	892.	892.
SAFEWAY INC NEW	113.	113.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SCHERING PLOUGH CORP	19.	19.
SCHLUMBERGER LTD	246.	246.
SCHWAB CHARLES CORP NEW	72.	72.
MFC SELECT SECTOR SPDR TR UTILS	1,320.	1,320.
SIGMA ALDRICH CORP	170.	170.
SOUTHERN CO	302.	302.
SOUTHERN COPPER CORP	87.	87.
SPECTRA ENERGY CORP	1,285.	1,285.
SYNOVUS FINL CORP COM	57.	57.
TJX COMPANYS (NEW)	90.	90.
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED A	93.	93.
TARGET CORP	89.	89.
TARGET CORP NT DTD 03/11/2002 5.875% 03/	2,938.	2,938.
TEMPLETON GLOBAL BD-ADV FD#0616	189.	189.
TEXAS INSTRUMENTS INC	158.	158.
TIME WARNER INC	104.	104.
TIME WARNER INC	52.	52.
US BANCORP DEL NEW COM NEW	492.	492.
UNION PACIFIC CORP	226.	226.
UNITED TECHNOLOGIES CORP	554.	554.
UNITEDHEALTH GROUP INC COM	6.	6.
UNIVERSAL HEALTH SVCS CL B	26.	26.
VANGUARD SMALL CAP VALUE INDEX INST FD	2,330.	2,330.
VANGUARD INDEX TR GRTH INDX INSTL	796.	796.
VANGUARD SM CAP INDX-INSTL FD#0857	6.	6.
VERIZON COMMUNICATIONS COM	1,352.	1,352.
VODAFONE GROUP PLC - SP ADR	539.	539.
WAL-MART STORES	74.	74.
WAL-MART STORES @ 4.125% DUE 02/15/2011	2,063.	2,063.
WASTE MGMT INC DEL COM	95.	95.
WELLS FARGO & CO NEW COM	488.	488.
XTO ENERGY INC COM	39.	39.
YUM BRANDS INC COM	148.	148.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ZIONS BANCORPORATION		17.	17.
ACE LTD		15.	15.
CSBT SHORT-TERM CASH FUND I		527.	527.
	TOTAL	96,212.	96,212.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
TAX REFUND	3,330.
CALAMOS	30.
CREDIT SUISSE	12.
MERGER	64.
TOTALS	3,436.

STATEMENT 7

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (ALLOCABLE	850.			850.
TOTALS	850.	NONE	NONE	850.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAN FEE'S	16,374.	12,280.	4,094.
TOTALS	16,374.	12,280.	4,094.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	130.	130.
FOREIGN TAXES ON NONQUALIFIED	128.	128.
TOTALS	258.	258.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COLUMBIA MIDCAP VALUE-Z	95,000.	112,046.
WM BLAIR INTL GROWTH	101,000.	114,984.
NORTHERN MID CAP INDEX FUND	177,442.	137,893.
NORTHERN INTL EQU	136,764.	114,366.
NORTHERN EMER MKTS EQU		29,617.
NORTHERN SMALL CAP INDEX		53,864.
VANGUARD SMA CP VAL	110,000.	140,001.
VANGUARD GRWTH INDX	80,000.	92,879.
VANGUARD SMALL CAP IND	40,000.	43,370.
HARBOR INTERNATIONAL INSTL	100,000.	120,455.
LAZARD EMRG MKTS	69,000.	77,693.
MONSANTO CO		9,497.
SIGMA-ALDRICH		12,672.
ARCELORMITTAL-NY REGISTERED	19,613.	11,781.
UNITED TECHNOLOGIES CORP		19,296.
EMERSON ELECTRIC CO	12,897.	12,423.
CATERPILLAR		12,954.
DANAHER CORP		27,173.
ITT CORPORATION		18,856.
JACOBS ENGINEERING GROUP		16,595.
VERIZON COMMUNICATION		33,222.
PROCTER & GAMBLE	23,347.	31,175.
COSTCO WHOLESALE CORP		14,175.
CHEVRON CORP		29,588.
EXXON MOBIL CORP	8,604.	15,014.
SPECTRA ENERGY	12,958.	9,705.
TRANSOCEAN LTD		6,899.
NATIONAL OILWELL VARCO INC		5,499.
SCHLIMBERGER LTD		12,699.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BK OF NEW YORK MELLON CORP		18,131.
US BANCORP	29,537.	20,631.
WELLS FARGO & COMPANY		18,425.
BECTON DICKINSON & CO	15,704.	14,960.
ABBOTT LABORATORIES		35,224.
JOHNSON & JOHNSON	11,290.	12,568.
MEDCO HEALTH SOLUTIONS		24,308.
CISCO SYSTEMS INC	14,344.	17,550.
HEWLETT PACKARD		17,601.
MICROCHIP TECHNOLOGY		8,789.
ACCENTURE LTD		20,231.
ADOBE SYSTEMS INC		14,690.
MICROSOFT CORP		22,356.
UTILITIES SELECT SECTOR SPDR	22,812.	31,099.
ISHARES S&P MIDCAP 400/GRWTH	89,233.	110,760.
ISHARES MSCI EMERGING MKT	57,624.	68,884.
ISHARES S&P 500 GROWTH INDEX	26,560.	28,495.
ISHARES RUSSELL 2000 FD	30,149.	29,045.
ISHARES MSCI EAFE SAMLL CAP	74,396.	71,440.
CALAMOS MARKET NEUTRAL-A	15,120.	16,428.
CREDIT SUISSE COMM RENT	40,702.	35,105.
DIAMOND HILL LONG/SHORT	43,128.	51,516.
FIDELITY LEVERAGED CO	26,486.	35,551.
MERGER	30,987.	32,484.
PIMCO ALL ASSET-INST	42,663.	52,382.
AIM REAL ESTATE	12,043.	19,709.
CALDWELL & ORKIN MKT	31,600.	30,068.
HUSSMAN STRATEGIC	31,600.	30,295.
IVY ASSET STRATEGY FD	31,600.	34,821.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FREEPORT-MCMORAN COPPER	6,392.	13,331.
BOEING CO	7,578.	7,757.
GENERAL DYNAMICS CORP	10,152.	10,742.
GENERAL ELECTRIC CO		6,431.
UNION PACIFIC CORP	8,294.	8,034.
AMERICAN TOWER CORP CL-A	9,221.	11,212.
THE WALT DISNEY CO	9,912.	9,973.
DARDEN RESTAURANTS INC	5,955.	7,889.
YUM! BRANDS INC	4,049.	4,726.
COMCAST CORP-CLA	5,230.	4,794.
TJX COMPANIES INC	7,031.	3,416.
TARGET CORP	6,906.	7,589.
KIMBERLY-CLARK CORP	4,332.	4,618.
KROGER CO	5,565.	5,958.
APACHE CORP	11,055.	12,291.
DEVON ENERGY CORPORATION	12,944.	11,180.
CHESAPEAKE ENERGY CORP	5,230.	5,119.
XTO ENERGY	5,466.	6,281.
OCCIDENTAL PETROLEUM CORP	8,344.	11,230.
TRANSOCEAN LTD	6,340.	7,941.
SCHUMBERGER LTD	6,159.	7,986.
BANK OF AMERICA CORP	12,693.	13,631.
NORTHERN TRUST CORP	3,280.	2,969.
CITIGROUP INC		2,006.
GOLDMAN SACHS GROUP INC	8,479.	13,912.
JP MORGAN CHASE & CO	12,982.	11,897.
MERRILL LYNCH & CO		2,037.
MORGAN STANLEY	4,242.	6,000.
AFLAC INC	7,969.	8,423.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CHUBB CORP	4,864.	5,716.
LOEWS CORP	5,642.	5,986.
PROGRESSIVE CORP	5,140.	6,004.
WELLPOINT INC	5,143.	7,024.
BECKMAN COULTER INC	6,889.	8,250.
BOSTON SCIENTIFIC	5,568.	5,181.
PFIZER INC	4,011.	4,034.
EXPRESS SCRIPTS INC	8,760.	11,326.
UNITED HEALTH GROUP INC	5,270.	6,336.
AGILENT TECHNOLOGIES	6,381.	7,808.
CORNING INC	4,919.	7,022.
INTEL CORP	10,078.	11,290.
INTL BUSINESS MACHINE CORP	11,257.	11,372.
EMC CORP MASS	6,686.	8,348.
INTL RECTIFIER CORP		2,754.
AUTODESK INC	7,082.	8,911.
AUTOMATIC DATA PROCESSING	6,340.	7,691.
INTUIT INC	8,507.	9,552.
DUKE ENERGY CORP	6,849.	6,789.
SOUTHERN CO	7,896.	7,284.
AIR PRODUCTS & CHEMICALS INC	11,687.	11,527.
BOEING CO	6,715.	7,809.
NORTHROP GRUMMAN CORP	8,333.	10,083.
MOLEX INC- CL A	5,090.	6,773.
THOMAS & BETTS CORP		6,678.
DEERE & CO	4,561.	4,812.
VODAFONE GROUP PLC-SP ADR	7,317.	10,142.
GENTEX CORP	4,081.	7,961.
TIME WARNER INC		8,340.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HOME DEPOT INC	7,094.	9,959.
J.C. PENNY CO INC	3,364.	4,886.
POLO RALPH LAUREN CORP	6,038.	11,066.
L'OREAL-UNSPONSORED ADR	6,168.	9,134.
ARCHER-DANIELS MINDLAND CO		9,745.
CONAGRA FOODS INC	7,064.	9,253.
DIAGEO PLC-SPONSORED ADR	6,741.	7,978.
HERSHEY CO	7,726.	7,781.
KELLOGG CO	7,559.	7,624.
UNILEVER N V	7,067.	8,781.
SAFEWAY INC	6,526.	6,975.
CONOCOPHILLIPS	9,518.	10,354.
WEATHERFORD INTL LTD	4,083.	5,494.
EAST WEST BANCORP		4,823.
MITSUBISHI UNF FINL	9,372.	8,773.
SYNOVUS FINANCIAL CORP		5,254.
ZIONS BANCORPORATION	8,162.	3,827.
BANCO SANTANDERS S A-ADR	6,035.	8,961.
BANK OF AMERICA CORP	6,337.	6,356.
M & T BANK CORP	5,803.	7,673.
JP MORGAN CHASE & CO	9,889.	9,050.
MERRILL LYNCH & CO INC		2,968.
MORGAN STANLEY		3,657.
SCHWAB CORP	4,112.	5,517.
AFLAC INC	9,152.	7,273.
BAXTER INTERNATIONAL INC	8,774.	8,837.
HOSPIRA INC	5,164.	8,827.
ELI LILLY & CO	6,222.	7,162.
UNIVERSAL HEALTH SERVICES-B		3,043.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
APPLE INC VOM	5,022.	14,993.
EMC CORP MASS	7,240.	11,865.
INTL BUSINESS MACHINES CORP	13,335.	13,267.
TEXAS INSTURMENTS INC	6,293.	8,852.
ADOBE SYSTEMS INC	5,580.	9,121.
INTUIT INC	6,985.	7,069.
ORACLE CORP	7,459.	10,267.
QUESTAR CORP	5,271.	5,871.
DOMINION RESOURCES INC	7,759.	8,076.
FPL GROUP INC	10,349.	8,419.
ECOLAB INC		4,429.
POTASH CORP OF SASKATCHEWAN		1,464.
PRAXAIR INC	4,010.	4,922.
LOCKHEED MARTIN CORP		4,877.
APOLLO GROUP INC		2,988.
WASTE MANAGEMENT		4,805.
CSX CORP		4,221.
NORFOLK SOUTHERN CORP		3,294.
UNION PACIFIC CORP		3,537.
BHP BILLITON LTD	2,530.	4,669.
CIA SIDERURGICA NAT'L	2,396.	4,492.
GOLDCORP INC	3,792.	4,704.
NEWMONT MINING CORP	4,114.	5,149.
SOUTHERN COOPER CORP	3,287.	6,829.
TECK COMINCO LTD	3,255.	4,004.
PRECISION CASTPARTS CORP	4,533.	5,806.
C.H. ROBINSON WORLDWIDE	3,924.	4,070.
NIPPON TELEGRAPH & TELE-ADR		3,372.
MCDONALD'S CORP		4,664.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AMAZON.COM INC	3,803.	9,378.
NIKE-INC		4,539.
COLGATE-PAMOLIVE CO	2,858.	3,704.
CAMPBELL SOUP		3,031.
GENERAL MILLS		4,678.
AUTOZONE INC	3,461.	3,253.
GAP INC	2,504.	3,234.
KOHLS CORP	3,818.	5,739.
TJX COMPANIES INC	2,496.	
WALGREEN CO	4,241.	4,278.
ANADARKO PERTOLEUM CORP	3,265.	4,584.
SOUTHWESTERN ENERGY CO	3,831.	5,979.
TALISMAN ENERGY CO	3,842.	4,365.
HJ HEINZ CO		4,700.
PEPSICO		
KROGER CO		3,565.
WAL-MART STORES		4,821.
FIRST SOLAR INC		2,621.
OCCIDENTAL PETROLEUM CORP	4,037.	5,413.
TD AMERITRADE HOLDOING CORP	3,450.	4,360.
ALCON INC	3,277.	3,401.
MERCK & CO INC	2,230.	3,078.
EXPRESS SCRIPTS INC	4,527.	6,092.
LEUCADIA NATIONAL CORP		2,039.
MASTERCARD INC-CLASS A		4,145.
AFLAC INC		4,126.
PUBLIC STORAGE INC REIT		4,611.
BAXTER INTERNATIONAL INC		5,198.
INTUITIVE SURGICAL INC		2,032.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GENENTECH INC		4,560.
GENZYME CORP		5,708.
GILEAD SCIENCES INC		6,699..
ABBOTT LABORATORIES		1,654.
QUALCOMM INC		4,837.
BAIDU INC SPONS	1,971.	4,337.
ORACLE CORP	4,385.	5,211.
SOUTHERN CO		2,960.
MCKESSON CORP	4,201.	4,403.
QUEST DIAGNOSTICS	3,524.	3,708.
MEDCO HEALTH SOLUTIONS	4,837.	5,621.
APPLE INC	3,045.	3,199.
BROADCOM CORP	4,544.	5,139.
INTL BUSINESS MACHINES	4,045.	5,433.
JUNIPER NETWORKS	4,458.	5,069.
TAIWAN SEMICONDUCTOR	1,764.	2,130.
COGNIZANT TECH SOLUTIONS	3,564.	5,359.
INFO TECHNOLOGIES	2,870.	5,046.
DIRECTV	2,776.	4,207.
TOTALS	2,397,797.	3,305,484.

RLC FOUNDATION 618738017 74-2139793

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NORTHERN BOND INDEX FD #0641	142,643.	151,411.
PIMCO TOTAL RETURN INS FD#0035	220,000.	228,118.
TEMPLETON GLOBAL BD-ADV	50,000.	50,000.
FNMA@4.625% DUE 10/15/2013	50,427.	55,555.
ALLSTATE LIFE GLOB FD TR		44,841.
CIT GROUP INC		35,200.
CITIGROUP INC		24,893.
CREDIT SUSSIE USA INC		50,002.
GENERAL ELEC CAP CORP	49,545.	52,514.
GENWORTH FINANCIAL INC	49,554.	46,808.
GOLDMAN SACHS GROUP INC	49,878.	54,538.
HSBC FINANCE GROUP	50,381.	50,672.
HOME DEPOT INC	25,126.	25,657.
IBM CORP		50,711.
JP MORGAN CHASE	49,395.	51,912.
LEHMAN BROTHERS HLDGS	48,251.	9,750.
MERRILL LYNCH & CO	50,297.	52,578.
METLIFE	49,295.	54,067.
TARGET	50,483.	54,861.
WAL-MART STORES	49,280.	51,858.
ROYAL BK CANADA		25,139.
TOTALS	984,555.	1,221,085.

FORM 990PF, PART II - OTHER ASSETS
==================================

DESCRIPTION

OTHER ASSETS

TOTALS

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

DESCRIPTION		AMOUNT
TIMING DIFFERENCE		1,299.
	TOTAL	1,299.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
CO

STATEMENT 22

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

OFFICER NAME:
DEVRA OCHS
ADDRESS:
255 E CEDAR AV
DENVER, CO 80237
TITLE:
TREAS./ASST.SEC
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
STANLEY D. COHEN
ADDRESS:
27 FOXTAIL CIR
ENGLEWOOD, CO 80113
TITLE:
VICE PRES./SECERTARY
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
FRANK R. COHEN
ADDRESS:
8100 E UNION AV UNIT 1803
,

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	2,904,215.	100,656.	
FEBRUARY	2,706,886.	96,348.	
MARCH	2,845,234.	138,832.	
APRIL	3,017,506.	143,307.	
MAY	3,144,593.	173,115.	
JUNE	3,242,465.	94,775.	
JULY	3,395,413.	139,736.	
AUGUST	3,571,306.	49,296.	
SEPTEMBER	3,668,418.	94,033.	
OCTOBER	3,624,533.	81,209.	
NOVEMBER	3,652,494.	181,690.	
DECEMBER	3,049,773.	99,522.	
TOTAL	38,822,836.	1,392,519.	
AVERAGE FMV	3,235,236.	116,043.	

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
CALAMOS MARKET	0		14	30.	
CREDIT SUISSE COMM	0		14	12.	
MERGER	0		14	64.	
REFUND	0		14	3,330.	
OTHER DIVIDENDS	0		14	113.	

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
641.54 INVESCO REAL					
ESTATE-INST FD#4725	10/20/2008	06/19/2009	8,000.00	10,464.00	-2,464.00
1521.049 INVESCO REAL					
ESTATE-INST FD#4725	03/19/2009	07/28/2009	20,595.00	22,494.00	-1,899.00
31. ABBOTT LABORATORIES	11/05/2008	03/11/2009	1,382.00	1,752.00	-370.00
5. AGILENT TECHNOLOGIES	10/31/2008	05/01/2009	94.00	115.00	-21.00
39. AMERICAN TOWER CORP CL	10/31/2008	06/10/2009	1,174.00	1,257.00	-83.00
87. AMGEN INC	06/17/2009	11/02/2009	4,596.00	4,589.00	7.00
5. APACHE CORPORATION	10/31/2008	05/01/2009	386.00	411.00	-25.00
3. APACHE CORPORATION	10/31/2008	06/16/2009	248.00	247.00	1.00
51. APOLLO GROUP INC	03/06/2009	11/02/2009	2,933.00	3,770.00	-837.00
338. ARCHER DANIELS	10/27/2008	03/18/2009	9,651.00	6,402.00	3,249.00
15. AUTODESK INC	10/31/2008	01/30/2009	254.00	324.00	-70.00
15. AUTODESK INC	10/31/2008	05/01/2009	294.00	324.00	-30.00
15. AUTOMATIC DATA	10/31/2008	01/30/2009	559.00	521.00	38.00
8. BAIDU INC SPONS ADR					
REPSTG ORD SHS CL A	11/05/2008	06/17/2009	2,375.00	1,779.00	596.00
.637 BANCO SANTANDER S	11/06/2009	11/10/2009	11.00	11.00	
.173 BANK AMER CORP COM	10/27/2008	01/07/2009	2.00	3.00	-1.00
.413 BANK AMER CORP COM	10/31/2008	01/07/2009	6.00	10.00	-4.00
36. BANK AMER CORP COM	10/31/2008	06/16/2009	467.00	861.00	-394.00
8. BECKMAN INSTRUMENTS INC	10/31/2008	01/30/2009	392.00	406.00	-14.00
5. BECKMAN INSTRUMENTS INC	10/31/2008	05/01/2009	268.00	254.00	14.00
27. BECKMAN INSTRUMENTS	10/31/2008	06/04/2009	1,474.00	1,371.00	103.00
15. BECKMAN INSTRUMENTS	10/31/2008	06/16/2009	831.00	762.00	69.00
5. BOEING CO	10/31/2008	05/01/2009	205.00	257.00	-52.00
24. BOSTON SCIENTIFIC CORP	10/31/2008	01/30/2009	218.00	218.00	
130. CSX CORP	11/05/2008	03/06/2009	2,841.00	6,111.00	-3,270.00
122.965 CALAMOS MARKET					
NEUTRAL-A FD#0605	10/20/2008	07/28/2009	1,360.00	1,355.00	5.00
55. CAMPBELL SOUP CO	11/05/2008	12/18/2008	1,591.00	2,153.00	-562.00
101. CAMPBELL SOUP CO	11/05/2008	01/14/2009	2,922.00	3,954.00	-1,032.00
Totals					

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RLC FOUNDATION 618738017 74-2139793

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
41. CHEVRONTEXACO CORP COM	03/06/2009	08/17/2009	2,729.00	2,397.00	332.00
299. CITIGROUP INC COM	10/31/2008	03/05/2009	293.00	4,129.00	-3,836.00
10. COLGATE PALMOLIVE CO	11/05/2008	12/18/2008	646.00	650.00	-4.00
32. COLGATE PALMOLIVE CO	11/05/2008	02/09/2009	2,065.00	2,078.00	-13.00
26. CIA SIDERURGICA	02/09/2009	06/17/2009	572.00	476.00	96.00
40. CORNING INC	10/31/2008	01/29/2009	418.00	431.00	-13.00
15. CORNING INC	10/31/2008	05/01/2009	214.00	162.00	52.00
168. CORNING INC	10/31/2008	06/09/2009	2,718.00	1,809.00	909.00
9. DARDEN RESTAURANTS INC	10/31/2008	01/30/2009	243.00	198.00	45.00
40. DARDEN RESTAURANTS INC	10/31/2008	04/27/2009	1,577.00	880.00	697.00
5. DARDEN RESTAURANTS INC	10/31/2008	05/01/2009	181.00	110.00	71.00
94. DEERE & COMPANY	10/27/2008	06/08/2009	4,204.00	2,937.00	1,267.00
2467.391 DIAMOND HILL					
LONG/SHORT-I FD#0011	11/03/2008	07/28/2009	36,517.00	36,872.00	-355.00
19. DUKE ENERGY CORP	10/31/2008	01/30/2009	293.00	323.00	-30.00
302. EAST WEST BANCORP INC	10/27/2008	09/10/2009	2,724.00	3,869.00	-1,145.00
126. ECOLAB INC	11/05/2008	01/14/2009	4,157.00	4,841.00	-684.00
5. EXPRESS SCRIPTS INC	10/31/2008	01/15/2009	254.00	314.00	-60.00
25. EXPRESS SCRIPTS INC	10/31/2008	02/24/2009	1,422.00	1,568.00	-146.00
10. EXPRESS SCRIPTS INC	10/31/2008	05/01/2009	631.00	627.00	4.00
27. EXPRESS SCRIPTS INC	11/05/2008	05/08/2009	1,645.00	1,722.00	-77.00
18. EXPRESS SCRIPTS INC	10/31/2008	06/12/2009	1,119.00	1,129.00	-10.00
189.003 FIDELITY LEVERAGED					
CO STOCK FD#0122	10/20/2008	06/19/2009	3,300.00	3,387.00	-87.00
286.085 FIDELITY LEVERAGED					
CO STOCK FD#0122	10/20/2008	07/28/2009	5,510.00	5,127.00	383.00
10. FIRST SOLAR INC	02/09/2009	11/02/2009	1,205.00	1,474.00	-269.00
55. GENENTECH INC	11/14/2008	02/26/2009	4,766.00	4,471.00	295.00
15. GENERAL DYNAMICS	10/31/2008	01/15/2009	790.00	918.00	-128.00
9. GENERAL DYNAMICS	10/31/2008	06/16/2009	523.00	551.00	-28.00
37. GENERAL MILLS INC	11/05/2008	12/18/2008	2,263.00	2,488.00	-225.00
27. GENERAL MILLS INC	11/05/2008	01/14/2009	1,575.00	1,815.00	-240.00
50. GENERAL MILLS INC	11/05/2008	02/09/2009	2,918.00	3,362.00	-444.00
42. GENZYME CORP	11/05/2008	01/14/2009	2,750.00	3,048.00	-298.00
44. GENZYME CORP	11/05/2008	03/11/2009	2,353.00	3,193.00	-840.00
Totals					

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RLC FOUNDATION 618738017 74-2139793

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
51. GILEAD SCIENCES INC	11/05/2008	05/08/2009	2,236.00	2,402.00	-166.00
80. GILEAD SCIENCES INC	11/05/2008	08/17/2009	3,554.00	3,767.00	-213.00
48. HEINZ HJ COMPANY	11/05/2008	01/14/2009	1,673.00	2,130.00	-457.00
77. HEINZ HJ COMPANY	11/05/2008	02/09/2009	2,836.00	3,416.00	-580.00
43. HESS CORP	03/11/2009	06/17/2009	2,288.00	2,439.00	-151.00
70. INTEL CORP	10/31/2008	03/13/2009	1,013.00	1,147.00	-134.00
15. INTEL CORP	10/31/2008	05/01/2009	234.00	246.00	-12.00
15. INTERNATIONAL BUSINESS	08/07/2008	02/24/2009	1,289.00	1,937.00	-648.00
12. INTERNATIONAL BUSINESS	08/07/2008	06/10/2009	1,296.00	1,550.00	-254.00
204. INTERNATIONAL	10/31/2008	09/25/2009	3,843.00	3,178.00	665.00
15. INTUIT	10/31/2008	05/01/2009	343.00	377.00	-34.00
16. INTUITIVE SURGICAL INC	11/05/2008	01/14/2009	1,601.00	3,062.00	-1,461.00
5. KIMBERLY CLARK CORP	10/31/2008	05/01/2009	249.00	309.00	-60.00
135. KROGER COMPANY	11/14/2008	02/09/2009	3,071.00	3,778.00	-707.00
103. LEUCADIA NATIONAL	11/05/2008	03/06/2009	1,099.00	2,918.00	-1,819.00
58. LOCKHEED MARTIN CORP	11/05/2008	03/11/2009	3,414.00	4,985.00	-1,571.00
5. MASTERCARD INC - CLASS	11/05/2008	05/08/2009	921.00	810.00	111.00
24. MASTERCARD INC - CLASS	11/05/2008	06/17/2009	3,967.00	3,888.00	79.00
.928 MERCK & CO INC/NJ	07/22/2009	11/06/2009	30.00	24.00	6.00
124.168 MERGER					
FD#0260	06/19/2009	07/28/2009	1,865.00	1,863.00	2.00
34. MONSANTO CO NEW COM	02/09/2009	07/22/2009	2,699.00	2,888.00	-189.00
5. MORGAN STANLEY DEAN	04/27/2009	05/01/2009	129.00	111.00	18.00
228. MORGAN STANLEY DEAN	10/27/2008	06/29/2009	6,615.00	3,292.00	3,323.00
89. NIKE INC CLASS B	11/05/2008	02/09/2009	4,239.00	4,862.00	-623.00
124. NIPPON TELEGRAPH &	12/18/2008	04/14/2009	2,397.00	3,237.00	-840.00
70. NORFOLK SOUTHERN CORP	11/14/2008	07/22/2009	3,076.00	3,640.00	-564.00
9871.668 NORTHERN BOND					
INDEX FD FD#0641	08/18/2008	03/19/2009	100,000.00	98,401.00	1,599.00
77. NORTHERN TRUST CORP	03/11/2009	11/02/2009	3,885.00	4,611.00	-726.00
39. OCCIDENTAL PETROLEUM	10/31/2008	06/04/2009	2,673.00	2,175.00	498.00
100. ORACLE CORPORATION	10/27/2008	07/23/2009	2,212.00	1,604.00	608.00
101. PENNEY JC CO.	10/27/2008	06/08/2009	2,890.00	1,999.00	891.00
5. PFIZER INC	10/31/2008	05/01/2009	67.00	91.00	-24.00
1959.313 PIMCO ALL					
Totals ASSET-INST FD#0034					

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RLC FOUNDATION 618738017 74-2139793

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
	10/20/2008	07/28/2009	21,670.00	20,835.00	835.00
33. POTASH CORP OF	03/11/2009	07/22/2009	2,938.00	2,851.00	87.00
10. PROGRESSIVE CORP OHIO	10/31/2008	05/01/2009	153.00	139.00	14.00
58. PUBLIC STORAGE INC	11/05/2008	02/09/2009	3,737.00	4,739.00	-1,002.00
135. QUALCOMM INC	11/05/2008	08/17/2009	6,072.00	4,909.00	1,163.00
76. ST JUDE MED INC	03/06/2009	10/07/2009	2,546.00	2,439.00	107.00
149. SCHERING PLOUGH CORP	07/22/2009	11/03/2009	1,565.00	1,654.00	-89.00
8. SOUTHERN CO	10/31/2008	01/30/2009	271.00	282.00	-11.00
80. SOUTHERN CO	12/18/2008	03/11/2009	2,173.00	2,924.00	-751.00
30. SOUTHERN CO	10/31/2008	06/09/2009	865.00	1,056.00	-191.00
208. SYMANTEC CORP	01/14/2009	06/17/2009	3,289.00	2,700.00	589.00
7. TJX COMPANYS (NEW)	04/25/2008	01/30/2009	138.00	227.00	-89.00
93. TAIWAN SEMICONDUCTOR					
MFG LTD SPONSORED ADR	03/11/2009	06/17/2009	859.00	804.00	55.00
20. TARGET CORP	10/31/2008	01/29/2009	678.00	810.00	-132.00
5. TARGET CORP	10/31/2008	05/01/2009	201.00	202.00	-1.00
278. THOMAS & BETTS CORP	10/27/2008	03/20/2009	6,506.00	5,799.00	707.00
.333 TIME WARNER INC	10/27/2008	04/06/2009	7.00	7.00	
276. TIME WARNER INC	10/27/2008	06/05/2009	6,859.00	5,661.00	1,198.00
.362 TIME WARNER CABLE	10/27/2008	04/06/2009	9.00	10.00	-1.00
69. TIME WARNER CABLE	10/27/2008	04/06/2009	1,837.00	1,858.00	-21.00
10. UNION PACIFIC CORP	10/31/2008	05/01/2009	501.00	675.00	-174.00
42. UNION PACIFIC CORP	10/31/2008	06/10/2009	2,224.00	2,833.00	-609.00
74. UNION PACIFIC CORP	11/05/2008	11/02/2009	4,055.00	5,107.00	-1,052.00
5. UNITEDHEALTH GROUP INC	10/31/2008	05/01/2009	114.00	117.00	-3.00
45. WAL-MART STORES	09/04/2008	12/18/2008	2,485.00	2,723.00	-238.00
13. WAL-MART STORES	09/04/2008	05/08/2009	649.00	787.00	-138.00
73. WAL-MART STORES	09/04/2008	07/22/2009	3,580.00	4,418.00	-838.00
49. WASTE MGMT INC DEL COM	11/14/2008	02/09/2009	1,423.00	1,514.00	-91.00
96. WASTE MGMT INC DEL COM	11/14/2008	06/17/2009	2,672.00	2,967.00	-295.00
5. WELLPOINT INC	10/31/2008	05/01/2009	210.00	191.00	19.00
11. YUM BRANDS INC COM	10/31/2008	01/30/2009	322.00	322.00	
45. YUM BRANDS INC COM	10/31/2008	02/24/2009	1,256.00	1,317.00	-61.00
135. YUM BRANDS INC COM	10/31/2008	05/04/2009	4,568.00	3,950.00	618.00
57. ACE LTD	01/14/2009	06/17/2009	2,448.00	2,758.00	-310.00
Totals					

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Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
294. WEATHERFORD INTL LTD	10/27/2008	06/08/2009	5,801.00	3,649.00	2,152.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			420,089.00	433,902.00	-13,813.00
Totals			420,089.00	433,902.00	-13,813.00

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RLC FOUNDATION 618738017 74-2139793

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
90. AFLAC INC	10/22/2007	02/09/2009	2,127.00	5,213.00	-3,086.00
260. ABBOTT LABORATORIES	10/04/2005	07/28/2009	11,798.00	11,450.00	348.00
400. ABBOTT LABORATORIES	04/07/2008	11/17/2009	21,259.00	19,349.00	1,910.00
690. ADOBE SYS INC	01/07/2008	07/16/2009	20,665.00	28,791.00	-8,126.00
50000. ALLSTATE LIFE GLOB					
FD TR @ VAR RT% DUE 03/01/2010	02/15/2005	07/09/2009	49,000.00	50,000.00	-1,000.00
17. APPLE COMPUTER INC	08/01/2006	06/08/2009	2,396.00	1,138.00	1,258.00
640. BK OF NEW YORK MELLON	01/18/2008	10/20/2009	18,720.00	28,429.00	-9,709.00
97. BAXTER INTERNATIONAL	05/16/2007	04/14/2009	4,783.00	5,310.00	-527.00
150. BECTON DICKINSON & CO	05/16/2007	11/20/2009	11,058.00	11,778.00	-720.00
50000. CIT GROUP INC @					
5.000% DUE 02/01/2015	05/03/2006	07/09/2009	26,250.00	46,697.00	-20,447.00
290. CATERPILLAR INC	05/28/2008	10/20/2009	17,684.00	24,038.00	-6,354.00
400. CHEVRONTEXACO CORP	03/27/2007	06/19/2009	26,951.00	29,736.00	-2,785.00
980. CISCO SYSTEMS	08/13/2003	07/28/2009	21,120.00	15,830.00	5,290.00
750. CISCO SYSTEMS	03/27/2007	11/17/2009	17,887.00	19,375.00	-1,488.00
25000. CITIGROUP INC NT					
DTD 03/31/1999 6.2% 03/15/2009	09/07/2001	03/15/2009	25,000.00	25,574.00	-574.00
270. COSTCO WHSL CORP	01/18/2008	11/17/2009	16,360.00	17,565.00	-1,205.00
50000. CREDIT SUISSE USA					
INC @ 4.700% DUE 06/01/2009	05/13/2005	06/01/2009	50,000.00	50,453.00	-453.00
137.78 CREDIT SUISSE COMM	01/12/2007	07/28/2009	1,105.00	1,446.00	-341.00
280. DANAHER CORP	07/06/2006	09/11/2009	18,956.00	17,962.00	994.00
200. DANAHER CORP	07/06/2006	10/22/2009	14,360.00	12,830.00	1,530.00
15. DISNEY, WALT COMPANY	06/01/2006	05/01/2009	326.00	454.00	-128.00
300. EMERSON ELECTRIC CO	03/27/2007	11/20/2009	12,423.00	12,897.00	-474.00
200. EXXON MOBIL CORP COM	10/28/2003	09/10/2009	14,154.00	7,360.00	6,794.00
19. FIRST SOLAR INC	05/28/2008	11/02/2009	2,290.00	5,100.00	-2,810.00
397. GENERAL ELECTRIC CO	11/13/2003	03/24/2009	4,189.00	11,228.00	-7,039.00
10. GOLDMAN SACHS GROUP,	10/10/2003	01/29/2009	837.00	870.00	-33.00
3. GOLDMAN SACHS GROUP,	10/10/2003	06/16/2009	433.00	261.00	172.00
485. HEWLETT PACKARD	06/01/2006	10/19/2009	23,498.00	15,733.00	7,765.00
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
410. ITT INDS INC IND	07/06/2006	10/19/2009	22,939.00	20,833.00	2,106.00
50000. IBM CORP @ 4.250%	08/11/2003	09/15/2009	50,000.00	50,520.00	-520.00
345. JACOBS ENGR GROUP INC	07/23/2007	10/20/2009	15,859.00	22,906.00	-7,047.00
235. JOHNSON & JOHNSON	08/13/2003	07/28/2009	14,260.00	11,931.00	2,329.00
200. JOHNSON & JOHNSON	09/10/2003	11/20/2009	12,438.00	10,270.00	2,168.00
36. MCDONALDS CORP	03/27/2007	12/18/2008	2,249.00	1,625.00	624.00
75. MCDONALDS CORP	03/27/2007	08/17/2009	4,130.00	3,386.00	744.00
280. MEDCO HEALTH	07/06/2006	07/28/2009	14,250.00	8,049.00	6,201.00
300. MEDCO HEALTH	07/06/2006	09/10/2009	16,299.00	8,623.00	7,676.00
1150. MICROSOFT CORP	12/14/2007	10/23/2009	33,349.00	32,301.00	1,048.00
450. MICROCHIP TECHNOLOGY	01/27/2006	07/28/2009	12,100.00	16,824.00	-4,724.00
135. MONSANTO CO NEW COM	05/28/2008	07/23/2009	11,198.00	16,752.00	-5,554.00
225. NATIONAL-OILWELL INC	03/27/2007	09/10/2009	8,624.00	8,747.00	-123.00
5206.287 MFB NORTHN INTL	07/06/2006	09/16/2009	53,000.00	62,944.00	-9,944.00
1735.776 NORTHERN BOND					
INDEX FD FD#0641	08/18/2008	09/16/2009	18,000.00	17,236.00	764.00
4577.586 NORTHERN EMER					
MKTS EQU FD FD#0636	04/25/2006	07/28/2009	43,258.00	45,362.00	-2,104.00
9901.441 MFB NORTHN FDS					
SMALL CAP INDEX FD	05/02/2006	10/22/2009	67,033.00	106,770.00	-39,737.00
79. PEPSI CO INC	07/24/2003	12/18/2008	4,358.00	3,705.00	653.00
340. PROCTER & GAMBLE CO	07/24/2003	07/28/2009	18,863.00	15,117.00	3,746.00
300. SCHLUMBERGER LTD	09/08/2006	06/19/2009	16,485.00	12,809.00	3,676.00
300. SIGMA ALDRICH CORP	01/18/2008	09/16/2009	15,641.00	15,518.00	123.00
785. SPECTRA ENERGY CORP	08/13/2008	10/20/2009	15,998.00	18,778.00	-2,780.00
633. SYNOVUS FINL CORP COM	10/27/2008	11/24/2009	904.00	5,425.00	-4,521.00
10. TJX COMPANYS (NEW)	04/25/2008	05/01/2009	279.00	325.00	-46.00
33. TJX COMPANYS (NEW)	04/25/2008	06/10/2009	1,003.00	1,072.00	-69.00
360. UNITED TECHNOLOGIES	12/04/2001	09/10/2009	22,040.00	11,282.00	10,758.00
81. UNIVERSAL HEALTH SVCS	10/27/2008	10/30/2009	4,630.00	3,097.00	1,533.00
980. VERIZON COMMUNICATION	01/07/2008	07/28/2009	30,342.00	33,338.00	-2,996.00
625. WELLS FARGO & CO NEW	09/08/2006	09/10/2009	17,143.00	14,919.00	2,224.00
617. ACCENTURE PLC-A	03/27/2007	09/10/2009	21,440.00	19,521.00	1,919.00
146. TRANSOCEAN LTD	09/08/2006	08/24/2009	11,436.00	12,122.00	-686.00
Totals					

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RLC FOUNDATION 618738017 74-2139793

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			1,015,177.00	1,088,974.00	-73,797.00
Totals			1,015,177.00	1,088,974.00	-73,797.00

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FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

INVESCO REAL ESTATE-INST FD#4725	171.00	
CALAMOS MARKET NEUTRAL-A FD#0605	266.00	
DIAMOND HILL LONG/SHORT-I FD#0011	168.00	
NORTHERN MID CAP INDEX FUND FD#0629	4,952.00	
NORTHERN EMER MKTS EQU FD FD#0636	505.00	
MFB NORTHN FDS SMALL CAP INDEX FD	7,276.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		13,340.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		13,340.00

Form **8868**
(Rev. April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing *(e-file)*. Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization	**Employer identification number**
File by the due date for filing your return. See instructions.	RLC FOUNDATION 618738017	74-2139793
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O DEVRA OCHS, 2555 E. CEDAR AV	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DENVER, CO 80209	

Check type of return to be filed (file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ DEVRA OCHS

Telephone No. ▶ (303)733-5179 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . ▶ [ ] . If it is for part of the group, check this box . . ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 07/15, 2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year ______ or
▶ [X] tax year beginning 12/01, 2008 , and ending 11/30, 2009 .

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 3,000.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 578.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 3,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev. 4-2009)

● If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

● If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print	Name of Exempt Organization RLC FOUNDATION 618738017	[redacted]	**Employer identification number** 74-2139793
File by the extended due date for filing the return See instructions	Number, street, and room or suite no If a P O box, see instructions C/O DEVRA OCHS, 2555 E. CEDAR AV	[redacted]	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions DENVER, CO 80209	[redacted]	

Check type of return to be filed (File a separate application for each return):

[ ] Form 990	[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 6069
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 4720	[ ] Form 8870
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

● The books are in the care of ▶ DEVRA OCHS

Telephone No ▶ (303)733-5179 FAX No. ▶

● If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]

● If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . ▶ [ ] . If it is for part of the group, check this box . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 10/15/2010 .

5 For calendar year ______ , or other tax year beginning 12/01/2008 , and ending 11/30/2009 .

6 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NECESSARY TO OBTAIN ALL INFORMATION NEEDED TO FILE A COMPLETE TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 3,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 578.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**8c**	$ 3,000.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶

COLORADO STATE BANK AND TRUST NA

P.O. BOX 1620

TULSA, OK 74101-1620