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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE LUMPKIN FAMILY FOUNDATION		A Employer identification number 23-7423640
	C/O S.L. GRISSOM		B Telephone number (217) 235-4410
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 121 S. 17TH STREET		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 ☐
	City or town, state, and ZIP code MATTOON, IL 61938		
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 37,440,372.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	

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))		(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	208,823.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	3,789.	3,789.		STATEMENT 1
	4 Dividends and interest from securities	927,648.	927,648.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<477,854.>			
	b Gross sales price for all assets on line 6a	13,504,489.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales price for all assets on line 6a				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	4,086.	2,558.		STATEMENT 3
	12 Total. Add lines 1 through 11	666,492.	933,995.		
	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages	289,811.	0.		289,811.
	15 Pension plans, employee benefits	58,360.	0.		58,360.
	16a Legal fees STMT 4	6,541.	0.		6,541.
	b Accounting fees STMT 5	7,500.	0.		7,500.
	c Other professional fees STMT 6	292,452.	177,869.		114,583.
	17 Interest				
	18 Taxes STMT 7	23,123.	19,552.		3,571.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	85,769.	0.		85,769.
22 Printing and publications	3,654.	0.		3,654.	
23 Other expenses STMT 8	23,393.	955.		22,438.	
24 Total operating and administrative expenses. Add lines 13 through 23	790,603.	198,376.		592,227.	
25 Contributions, gifts, grants paid	2,735,650.			2,735,650.	
26 Total expenses and disbursements. Add lines 24 and 25	3,526,253.	198,376.		3,327,877.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<2,859,761.>				
b Net investment income (if negative, enter -0-)		735,619.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		2,019,146.		
	2	Savings and temporary cash investments			3,981,571.	3,981,571.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 10	0.	241,168.	247,919.	
	b	Investments - corporate stock STMT 11	29,484,291.	24,937,975.	25,112,919.	
	c	Investments - corporate bonds STMT 12	4,254,187.	3,601,154.	3,718,893.	
11	Investments - land, buildings, and equipment basis ▶ 124,000.					
	Less: accumulated depreciation ▶	124,000.	124,000.	132,500.		
12	Investments - mortgage loans					
13	Investments - other STMT 13	4,146,605.	4,090,533.	4,246,570.		
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		40,028,229.	36,976,401.	37,440,372.	
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				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
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	15,852,837.	15,876,012.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	24,175,392.	21,100,389.		
30	Total net assets or fund balances		40,028,229.	36,976,401.		
31	Total liabilities and net assets/fund balances		40,028,229.	36,976,401.		

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)	40,028,229.
2	Enter amount from Part I, line 27a	<2,859,761.>
3	Other increases not included in line 2 (itemize) ▶	0.
4	Add lines 1, 2, and 3	37,168,468.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	192,067.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	36,976,401.

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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 PUBLICLY TRADED SECURITIES			
b OPEN PRARIE VENTURES I, LP	P		
c CLASS ACTION PROCEEDS			
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 13,503,145.		13,988,690.	<485,545.>
b			6,347.
c 1,344.			1,344.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			<485,545.>
b			6,347.
c			1,344.
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	<477,854.>
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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))
2008	2,451,933.	43,152,161.	.056821
2007	2,555,654.	49,716,300.	.051405
2006	2,374,544.	46,374,251.	.051204
2005	2,160,327.	44,374,721.	.048684
2004	1,858,707.	41,238,851.	.045072

2 Total of line 1, column (d)	2	.253186
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	.050637
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	34,299,593.
5 Multiply line 4 by line 3	5	1,736,828.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,356.
7 Add lines 5 and 6	7	1,744,184.
8 Enter qualifying distributions from Part XII, line 4	8	3,327,877.

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	7,356.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	7,356.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	7,356.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	13,812.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	13,812.
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	6,456.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ 6,456. Refunded ☐ 0.	11	0.

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ IL		
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	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

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 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? Website address ► LUMPKINFOUNDATION.ORG	13	X
14 The books are in care of ► S.L. GRISSOM, ASSISTANT TREASURER Telephone no. ► 217-235-4410 Located at ► 121 SOUTH 17TH STREET, MATTOON, IL ZIP+4 ► 61938			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A

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

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

	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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
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 2009 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 2009.)	N/A	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 2009?	4b	X

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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)?

☐ 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 instructions)?

N/A

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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, 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?

N/A

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.

(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 14		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
BRUCE KARMAZIN 121 SOUTH 17TH ST., MATTOON IL 61938	EXECUTIVE DIRECTOR*	158,168.	16,698.	6,905.
ANDREA HERNANDEZ 121 SOUTH 17TH ST., MATTOON IL 61938	PROGRAM OFFICER*	75,000.	6,752.	0.

*DENOTES FULL-TIME

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NEUBERGER BERMAN 190 S LASALLE ST, 23RD FLR, CHICAGO, IL 60603	INVESTMENT SERVICES	62,393.
R. W. BAIRD & COMPANY 777 E. WISCONSIN, MILWAUKEE, WI 53202	INVESTMENT SERVICES	50,559.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	0.
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	32,932,725.
b	Average of monthly cash balances	1b	1,889,197.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	34,821,922.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	34,821,922.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	522,329.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,299,593.
6	Minimum investment return. Enter 5% of line 5	6	1,714,980.

Part XI Distributable Amount (see 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	1,714,980.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	7,356.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,356.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,707,624.
4	Recoveries of amounts treated as qualifying distributions	4	1,528.
5	Add lines 3 and 4	5	1,709,152.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,709,152.

Part XII Qualifying Distributions (see 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	3,327,877.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,327,877.
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	5	7,356.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,320,521.

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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,709,152.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,148,027.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 3,327,877.				
a Applied to 2008, but not more than line 2a			1,148,027.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				1,709,152.
e Remaining amount distributed out of corpus	470,698.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	470,698.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	470,698.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	470,698.			

THE LUMPKIN FAMILY FOUNDATION

Form 990-PF (2009)

C/O S.L. GRISSOM

23-7423640 Page 10

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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)

	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

RICHARD ANTHONY LUMPKIN

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

c Any submission deadlines:

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

Part XV	Supplementary Information (continued)
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3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year SEE ATTACHED STATEMENT				2735650.
Total				2735650.
b Approved for future payment NONE				
Total				0.

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

- | | | |
|---|--|-------|
| 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? | Yes |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | |
| | (1) Cash | 1a(1) |
| | (2) Other assets | 1a(2) |
| b | Other transactions | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) |
| | (4) Reimbursement arrangements | 1b(4) |
| | (5) Loans or loan guarantees | 1b(5) |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c |
| 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. | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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

- o If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Descriptor of relationship
	N/A	
	N/A	

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

Signature of officer or trustee

5/12/10
Date

ASSISTANT TREASURER

Preparer's
signature

Date 5/12/10

Check if self-employed ☐

וְכַחֲנוּחַ, וְרוּחַ לְיִשְׂרָאֵל וְלִיְהוּדָה.

firm's name (or yours
if self-employed)

DELOITTE TAX LLP
111 SOUTH WACKER DRIVE
CHICAGO, IL 60606

EIN

Phone no (312) 486-1000

Form 990-PF (2009)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

THE LUMPKIN FAMILY FOUNDATION
C/O S.L. GRISSOM

Employer identification number

23-7423640

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization
THE LUMPKIN FAMILY FOUNDATION
C/O S.L. GRISSOM

Employer identification number

23-7423640

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BENJAMIN I. LUMPKIN 121 SOUTH 17TH STREET MATTOON, IL 61938	\$ 103,500.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	ELIZABETH L. CELIO 121 SOUTH 17TH STREET MATTOON, IL 61938	\$ 105,323.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

23-7423640

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	4,500 SHS OF VERISIGN, INC.	\$ 103,500.	10/28/09
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	4,500 SHS OF VERISIGN, INC.	\$ 105,323.	05/08/09
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FIRST MID-ILLINOIS BANK & TRUST	10.
FIRST MID-ILLINOIS BANK & TRUST - CASH MANAGEMENT	1,810.
HARRIS TRUST & SAVINGS BANK	792.
U.S. TRUST BANK OF AMERICA	486.
U.S. TRUST BANK OF AMERICA - BRANDES	70.
U.S. TRUST BANK OF AMERICA - HARRIS	267.
U.S. TRUST BANK OF AMERICA - KLD 2500 INDEX FUND	20.
U.S. TRUST BANK OF AMERICA - NEUBERGER BERMAN	315.
U.S. TRUST BANK OF AMERICA - TRILLIUM	19.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,789.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIRST MID-IL BANCSHARES INC.	71,237.	0.	71,237.
OPEN PRAIRIE VENTURES I, LLP	21.	0.	21.
U.S. TRUST BANK OF AMERICA - BRANDES	226,265.	0.	226,265.
U.S. TRUST BANK OF AMERICA - HARRIS	398,435.	0.	398,435.
U.S. TRUST BANK OF AMERICA - KLD 2500 INDEX FUND	47,690.	0.	47,690.
U.S. TRUST BANK OF AMERICA - NEUBERGER BERMAN	138,292.	0.	138,292.
U.S. TRUST BANK OF AMERICA - TRILLIUM	45,708.	0.	45,708.
TOTAL TO FM 990-PF, PART I, LN 4	927,648.	0.	927,648.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
HARRIS TRUST	2,558.	2,558.	
GRANT RECOVERIES	1,528.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,086.	2,558.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	6,541.	0.		6,541.
TO FM 990-PF, PG 1, LN 16A	6,541.	0.		6,541.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	7,500.	0.		7,500.
TO FORM 990-PF, PG 1, LN 16B	7,500.	0.		7,500.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES - ROBERT W. BAIRD, INC.	50,559.	50,559.		0.
INVESTMENT FEES - FIRST MID-IL BANK & TRUST	465.	465.		0.
INVESTMENT FEES - HARRIS BANK & TRUST	20,518.	20,518.		0.

INVESTMENT FEES -			
NEUBERGER BERMAN	62,393.	62,393.	0.
INVESTMENT FEES - TRILLIUM	12,660.	12,660.	0.
INVESTMENT FEES - U.S.			
TRUST BANK OF AMERICA	31,274.	31,274.	0.
CONSULTING FEES - HUMAN			
SYSTEMS DYNAMICS	20,500.	0.	20,500.
CONSULTING FEES - DR.			
GREGORY CAJETE	1,300.	0.	1,300.
CONSULTING FEES - MAX			
TEACHINGS, INC.	17,500.	0.	17,500.
CONSULTING FEES - MARY			
EDDY	39,033.	0.	39,033.
CONSULTING FEES - FAT ATOM			
INTERNET MARKETING	19,750.	0.	19,750.
CONSULTING FEES - HEATHER			
MCLEOD GRANT	7,500.	0.	7,500.
CONSULTING FEES - JAN			
MASAOKA	3,000.	0.	3,000.
CONSULTING FEES - GAVIN			
SCHMIDT	5,000.	0.	5,000.
CONSULTING FEES - EASTERN			
ILLINOIS UNIVERSITY	1,000.	0.	1,000.
TO FORM 990-PF, PG 1, LN 16C	292,452.	177,869.	114,583.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	19,552.	19,552.		0.
REAL ESTATE TAXES - REAL ESTATE HELD FOR CHARITABLE PURPOSES	3,571.	0.		3,571.
TO FORM 990-PF, PG 1, LN 18	23,123.	19,552.		3,571.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & PUBLICATIONS	13,697.	0.		13,697.
POSTAGE/SHIPPING	1,647.	0.		1,647.
PASS-THRU EXPENSE FROM OPEN PRAIRIE VENTURES I, L.P. K-1	739.	739.		0.
SUPPLIES	2,935.	0.		2,935.
WEBSITE MAINTENANCE	895.	0.		895.
ANNUAL REPORT FILING FEES	125.	0.		125.
OTHER	174.	0.		174.
REPAIRS AND MAINTENANCE	1,060.	0.		1,060.
INSURANCE	2,121.	216.		1,905.
TO FORM 990-PF, PG 1, LN 23	23,393.	955.		22,438.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
OPEN PRARIE VENTURES I, L.P. - BOOK TO TAX ADJUSTMENT	6,420.
DIFFERENCE BETWEEN FAIR MARKET VALUE AND COST BASIS OF CONTRIBUTED STOCK	185,647.
TOTAL TO FORM 990-PF, PART III, LINE 5	192,067.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	10
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY NOTE - SEE STMT	X		241,168.	247,919.
TOTAL U.S. GOVERNMENT OBLIGATIONS			241,168.	247,919.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			241,168.	247,919.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE STMT	24,937,975.	25,112,919.
TOTAL TO FORM 990-PF, PART II, LINE 10B	24,937,975.	25,112,919.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE STMT	3,601,154.	3,718,893.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,601,154.	3,718,893.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS - SEE STMT	COST	4,090,533.	4,246,570.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,090,533.	4,246,570.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SUSAN K. DE WYNGAERT 121 SOUTH 17TH STREET MATTOON, IL INOIS 6193	TRUSTEE 5.00	0.	0.	0.
BARBARA S. FEDERICO 121 SOUTH 17TH STREET MATTOON, IL INOIS 6193	PRESIDENT* 10.00	0.	0.	0.
RICHARD ANTHONY LUMPKIN 121 SOUTH 17TH STREET MATTOON, IL INOIS 6193	TREASURER* 5.00	0.	0.	0.
S.L. GRISSOM 121 SOUTH 17TH STREET MATTOON, IL INOIS 6193	SECRETARY & ASSIS. TREAS.* 5.00	0.	0.	0.
KARLA KOEBELE 121 SOUTH 17TH STREET MATTOON, IL INOIS 6193	ASSISTANT SECRETARY 5.00	0.	0.	0.
RICHARD DE WYNGAERT 121 SOUTH 17TH STREET MATTOON, IL INOIS 6193	VICE-PRESIDENT* 5.00	0.	0.	0.
CHRISTINA DUNCAN 121 SOUTH 17TH STREET MATTOON, IL INOIS 6193	TRUSTEE 5.00	0.	0.	0.
BEN LUMPKIN 121 SOUTH 17TH STREET MATTOON, IL INOIS 6193	TRUSTEE 5.00	0.	0.	0.

* ALSO SERVES AS TRUSTEE

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0.	0.	0.
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THE LUMPKIN FAMILY FOUNDATION

23-7423640

SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2009
Part II Balance Sheets

U.S. AND STATE GOVERNMENT OBLIGATIONS

	<u>DESCRIPTION</u>	US	OTHER	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
		GOV'T	GOV'T		
235,396 000	U S Treas Nt 1 875% 7/15/13	X		241,167 88	247,919 07
TOTAL TO FORM 990-PF, PART II, LINE 10A				<u>241,167 88</u>	<u>247,919 07</u>

CORPORATE STOCK

	<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
780 000	3COM CORP	3,336 76	5,850 00
6,515 000	3M Co	464,921 06	538,595 05
90 000	3PAR INC	901 80	1,066 50
120 000	AARONS INC	2,729 20	3,327 60
60 000	ABAXIS INC	1,652 40	1,533 00
207 000	ACADIA RLTY TR	5,436 35	3,492 09
650 000	ACCEL RYS INC	3,617 45	3,724 50
120 000	ACCO BRANDS CORP	685 60	873 60
520 000	ACCURAY INC	3,577 60	2,917 20
3,150 000	Acom Co Ltd	27,492 88	11,954 25
110 000	ACORDA THERAPEUTICS INC	3,432 23	2,772 00
200 000	ACTUANT CORP	6,474 18	3,706 00
110 000	ACUITY BRANDS INC	3,075 00	3,920 40
260 000	ADC TELECOMMUNICATIONS INC	3,131 37	1,614 60
150 000	ADTRAN INC	2,983 50	3,382 50
2,355 000	Advanced Auto Pts Inc	79,534 22	95,330 40
100 000	ADVANCED AUTO PTS INC	4,155 84	4,048 00
1,370 000	ADVANCED MICRO DEVICES INC	6,488 09	13,261 60
80 000	ADVENT SOFTWARE INC	2,142 16	3,258 40
100 000	ADVISORY BRD CO	5,730 50	3,065 00
11,531 000	Aegon	182,358 64	73,913 71
300 000	AFC ENTERPRISES INC	3,051 50	2,448 00
170 000	AFFYMETRIX INC	965 87	992 80
190 000	AGCO CORP	8,271 10	6,144 60
120 000	AIRCASTLE LTD	1,083 60	1,182 00
130 000	AIRGAS INC	6,221 80	6,188 00
300 000	AIRTRAN HLDGS INC	1,710 90	1,566 00
1,720 000	Akamai Technologies Inc	41,408 85	43,584 80
330 000	AKAMAI TECHNOLOGIES INC	9,857 40	8,362 20
1,355 000	Akzo Nobel	39,669 40	90,205 06
350 000	ALASKA COMMUNICATIONS SYS GRP	4,667 03	2,793 00
150 000	ALBANY INTL CORP	2,819 70	3,369 00
220 000	ALBERTO-CULVER CO NEW	5,361 85	6,443 80
20,025 000	Alcatel-Lucent	235,383 46	66,483 00
110 000	ALEXANDER & BALDWIN INC	5,676 07	3,765 30
90 000	ALEXANDRIA REAL ESTATE EQ INC	7,290 03	5,786 10
190 000	ALEXION PHARMACEUTICALS INC	4,875 80	9,275 80
300 000	ALKERMES INC	4,422 00	2,823 00

THE LUMPKIN FAMILY FOUNDATION

23-7423640

SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2009

Part II Balance Sheets

1 000	ALLEGHANY CORP DEL	275 53	276 00
200 000	ALLEGHENY TECHNOLOGIES INC	6,719 56	8,954 00
110 000	ALLIANCE DATA SYS CORP	5,581 10	7,104 90
240 000	ALLIANT CORP	9,082 37	7,262 40
160 000	ALLSCRIPTS-MISYS HEALTHCARE SOLUTIONS INC	1,984 48	3,236 80
150 000	ALNYLAM PHARMACEUTICALS INC	2,301 00	2,643 00
27,235 000	Altera Corp	518,879 22	616,328 05
4,350 000	Altera Corp	84,886 80	98,440 50
60 000	AMAG PHARMACEUTICALS INC	3,476 10	2,281 80
138 000	AMERICAN CAMPUS CMNTYS INC	3,752 34	3,877 80
310 000	AMERICAN EAGLE OUTFITTERS NEW	7,971 65	5,263 80
380 000	AMERICAN EQUITY INVT LIFE HLDG	1,971 71	2,827 20
90 000	AMERICAN GREETINGS CORP	1,071 90	1,961 10
200 000	AMERICAN MED SYS HLDGS INC	3,660 00	3,858 00
60 000	AMERICAN PUB ED INC	2,433 18	2,061 60
700 000	American Superconductor Corp	18,432 68	28,630 00
120 000	AMERICAN SUPERCONDUCTOR CORP	3,214 78	4,908 00
150 000	AMERICREDIT CORP	3,268 75	2,856 00
220 000	AMETEK INC NEW	8,903 98	8,412 80
140 000	AMSURG CORP	3,430 00	3,082 80
310 000	AMYLIN PHARMACEUTICALS INC	7,703 07	4,398 90
2,030 000	Analog Devices Inc	56,098 63	64,107 40
11,045 000	Anixter Intl Inc	804,952 49	520,219 50
70 000	ANIXTER INTL INC	1,682 96	3,297 00
200 000	ANN TAYLOR STORES CORP	7,087 00	2,728 00
180 000	ANSYS INC	4,834 15	7,822 80
110 000	APPLIED INDL TECHNOLOGIES INC	2,120 80	2,427 70
140 000	APTARGROUP INC	5,154 80	5,003 60
330 000	AQUA AMERICA INC	7,231 19	5,778 30
80 000	ARCH CAP GROUP LTD	5,985 29	5,724 00
60 000	ARCH CHEMICALS INC	1,707 00	1,852 80
80 000	ARCSIGHT INC	1,415 80	2,046 40
230 000	ARENA PHARMACEUTICALS INC	1,094 40	816 50
90 000	ARENA RES INC	2,727 90	3,880 80
210 000	ARIBA INC	1,988 70	2,629 20
70 000	ARKANSAS BEST CORP DEL	1,895 60	2,060 10
50 000	ARMSTRONG WORLD INDS INC	1,482 50	1,946 50
240 000	ARROW ELECTRS INC	4,962 34	7,106 40
410 000	ART TECHNOLOGY GROUP INC	1,218 93	1,849 10
170 000	ARVINMERITOR INC	621 04	1,900 60
150 000	ASHLAND INC	7,303 05	5,943 00
160 000	ASPEN INS HLDGS LTD	3,751 10	4,072 00
310 000	ASSOCIATED BANC CORP	8,149 31	3,413 10
240 000	ASSURANT INC	5,673 09	7,075 20
3,830 000	Astrazenca	177,097 72	179,780 20
90 000	ATHENAHEALTH INC	2,912 12	4,071 60
170 000	ATLAS ENERGY INC	6,169 50	5,123 80
90 000	ATP OIL & GAS CORP	1,692 70	1,645 20
10,000	ATRION CORP	1,415 10	1,557 20
130 000	ATWOOD OCEANICS INC	3,962 39	4,660 50
100 000	AUXILIUM PHARMACEUTICALS INC	2,584 04	2,998 00
230 000	AVERY DENNISON CORP	8,543 86	8,392 70
2,505 000	Avista Corp	46,096 13	54,082 95

**SUPPLEMENTARY STATEMENT
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250 000	AVISTA CORP	5,264 00	5,397 50
310 000	AVNET INC	7,657 88	9,349 60
40 000	BALCHEM CORP	1,292 80	1,340 40
130 000	BALDOR ELEC CO	5,347 61	3,651 70
230 000	BALDWIN & LYONS INC	4,538 03	5,662 60
480 000	BANCORP INC	2,865 60	3,292 80
170 000	BANCORPSOUTH INC	3,621 19	3,988 20
100 000	BANK HAWAII CORP	4,352 76	4,706 00
12,715 000	Bank New York Mellon Corp	411,865 49	355,638 55
290 000	BANKFINANCIAL CORP	4,508 05	2,871 00
2,425 000	Barclays Plc	104,984 31	42,680 00
200 000	BARE ESCENTUALS INC	3,275 27	2,446 00
130 000	BARNES & NOBLE INC	5,040 10	2,479 10
1,840 000	BASF	51,636 47	115,471 04
200 000	BE AEROSPACE INC	6,942 73	4,700 00
130 000	BEACON ROOFING SUPPLY INC	1,760 20	2,080 00
140 000	BECKMAN COULTER INC	6,499 26	9,161 60
220 000	BEMIS INC	6,950 99	6,523 00
190 000	BENCHMARK ELECTRS INC	4,423 20	3,592 90
4,125 000	Berkley W R Corp	135,667 39	101,640 00
110 000	BERRY PETE CO	4,019 40	3,206 50
4,460 000	BG Group Plc	328,648 39	404,049 24
40 000	BIO RAD LABS INC	2,056 50	3,858 40
240 000	BIOMARIN PHARMACEUTICAL INC	4,207 66	4,514 40
240 000	BIOMED RLTY TR INC	5,363 00	3,787 20
130 000	BIOMIMETIC THERAPEUTICS INC	1,035 19	1,550 90
120 000	BLACK & DECKER CORP	6,341 76	7,779 60
50 000	BLACKBOARD INC	2,160 75	2,269 50
110 000	BLUE COAT SYS INC	1,463 33	3,139 40
50 000	BLUE NILE INC	1,844 65	3,166 50
130 000	BOISE INC	669 50	690 30
320 000	BOLT TECH CORP	3,123 20	3,526 40
240 000	BORG WARNER INC	9,572 58	7,972 80
460 000	Boston Properties Inc	21,908 25	30,852 20
1,390 000	BP P L C	63,123 86	80,578 30
230 000	BPZ RES INC	2,500 78	2,185 00
110 000	BRADY CORP	1,988 25	3,301 10
310 000	BRANDYWINE RLTY TR	6,312 99	3,534 00
271 000	Brasil Telecom SA	4,584 36	4,333 29
479 000	Brasil Telecom SA Pfd	15,196 80	13,953 27
110 000	BRE PROPERTIES INC	5,489 93	3,638 80
120 000	BRIGGS & STRATTON CORP	1,652 39	2,245 20
220 000	BRIGHAM EXPL CO	1,573 40	2,981 00
250 000	BRINKER INTL INC	3,882 24	3,730 00
110 000	BRINKS CO	3,527 12	2,677 40
1,425 000	British Sky Broadcasting Group	51,866 37	51,613 50
280 000	BROADRIDGE FINL SOLUTIONS INC	4,594 31	6,316 80
140 000	BRUKER CORP	1,118 11	1,688 40
310 000	BRYN MAWR BK CORP	5,587 60	4,677 90
210 000	CABOT OIL & GAS CORP	7,839 15	9,153 90
210 000	CAL DIVE INTL INC DEL	1,766 90	1,587 60
140 000	CALGON CARBON CORP	2,640 46	1,946 00
160 000	CALIFORNIA PIZZA KITCHEN INC	3,504 00	2,152 00
150 000	CALLAWAY GOLF CO	1,063 50	1,131 00

**SUPPLEMENTARY STATEMENT
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720 000	CALPINE CORP	7,745 92	7,920 00
755 000	Canadian Pac Ry Ltd	35,911 83	40,770 00
3,605 000	Canon Inc	133,498 69	152,563 60
530 000	CAPITALSOURCE INC	4,167 63	2,104 10
500 000	CAPLEASE INC	4,823 64	2,190 00
40 000	CARBO CERAMICS INC	2,341 60	2,726 80
440 000	CARMAX INC	11,212 38	10,670 00
110 000	CARPENTER TECHNOLOGY CORP	6,491 62	2,964 50
14,720 000	Carrefour SA	121,428 30	141,753 60
110 000	CARRIZO OIL & CO INC	4,441 03	2,916 10
80 000	CASCADE CORP	5,334 80	2,199 20
130 000	CASEYS GEN STORES INC	3,529 80	4,148 30
90 000	CATALYST HEALTH SOLUTIONS INC	1,744 94	3,282 30
130 000	CATHAY GENERAL BANCORP	983 59	981 50
570 000	CB RICHARD ELLIS GROUP INC	6,066 05	7,734 90
330 000	CBL & ASSOC PPTYS INC	1,714 20	3,191 10
50 000	CEC ENTMT INC	1,520 50	1,596 00
320 000	CELERA CORP	3,922 40	2,208 00
2,375 000	Cemex	28,587 16	28,072 50
150 000	CENTENE CORP	3,258 75	3,175 50
740 000	CENTERPOINT ENERGY INC	10,120 15	10,737 40
6,340 000	Centrais Eletricas Brasileiras	55,910 45	133,710 60
100 000	CENTRAL EUROPEAN MEDIA ENTERPRISES LTD	1,874 90	2,361 00
340 000	CENTRAL VT PUB SVC CORP	6,164 40	7,072 00
190 000	CEPHEID	3,490 83	2,371 20
500 000	CHARMING SHOPPES INC	4,889 00	3,235 00
70 000	CHART INDUSTRIES INC	1,296 40	1,156 40
230 000	CHESAPEAKE UTILS CORP	6,953 35	7,371 50
360 000	CHICOS FAS INC	2,851 65	5,058 00
1,440 000	CHIMERA INVT CORP	4,657 11	5,587 20
705 000	Chipotle Mexican Grill Inc	60,874 84	62,152 80
90 000	CHIPOTLE MEXICAN GRILL INC	6,366 56	7,934 40
130 000	CHOICE HOTELS INTL INC	3,874 88	4,115 80
965 000	Church & Dwight Co Inc	21,070 91	58,334 25
220 000	CIENA CORP	2,118 58	2,384 80
170 000	CIMAREX ENERGY CO	6,888 40	9,004 90
-	Cimarex Energy Co	6,616 76	-
110 000	CITY NATL CORP	4,646 25	5,016 00
340 000	CKX INC	2,182 80	1,791 80
130 000	CLARCOR INC	4,760 60	4,217 20
30 000	CLEARWATER PAPER CORP	1,404 30	1,649 10
200 000	CLECO CORP NEW	4,959 00	5,466 00
200 000	COGNEX CORP	4,457 00	3,542 00
200 000	COHU INC	4,561 00	2,790 00
70 000	COINSTAR INC	2,247 70	1,944 60
170 000	COLDWATER CREEK INC	911 90	758 20
23,437 000	Comcast Corp	429,696 29	375,226 37
310 000	COMERICA INC	7,163 70	9,166 70
172 000	COMMERCE BANCSHARES INC	6,020 25	6,659 84
250 000	COMMERCIAL METALS CO	8,420 70	3,912 50
340 000	COMMERCIAL VEH GROUP INC	1,621 80	2,036 60
140 000	COMPLETE PRODTN SVCS INC	840 00	1,820 00
570 000	COMPUWARE CORP	6,876 42	4,121 10
120 000	CONCEPTUS INC	2,042 80	2,251 20

**SUPPLEMENTARY STATEMENT
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120 000	CONCUR TECHNOLOGIES INC	3,394 64	5,130 00
460 000	CONNECTICUT WTR SVC INC	9,790 18	11,394 20
70 000	CONTANGO OIL & GAS CO	3,099 39	3,290 70
1,870 000	Contax Participacoes	2,473 92	5,363 16
320 000	CONTINENTAL AIRLS INC	10,291 67	5,734 40
100 000	CONTINENTAL RES INC	6,049 65	4,289 00
250 000	CONVERGYS CORP	2,164 97	2,687 50
140 000	COOPER TIRE & RUBR CO	1,255 80	2,807 00
100 000	CORPORATE EXECUTIVE BRD CO	6,435 50	2,282 00
120 000	CORPORATE OFFICE PPTYS TR	4,541 53	4,395 60
100 000	COSTAR GROUP INC	5,247 50	4,177 00
220 000	COURIER CORP	4,179 35	3,135 00
361 000	COUSINS PPTYS INC	2,788 61	2,754 43
300 000	COVENTRY HEALTH CARE INC	5,464 46	7,287 00
1,290 000	Cree Inc	46,388 24	72,717 30
210 000	CREE INC	6,405 60	11,837 70
70 000	CSG SYS INTL INC	1,305 50	1,336 30
130 000	CUBIST PHARMACEUTICALS INC	2,670 04	2,466 10
120 000	CULLEN FROST BANKERS INC	5,727 60	6,000 00
60 000	CYMER INC	2,310 90	2,302 80
4,345 000	Dai Nippon Prtg Ltd Japan	65,576 45	55,120 67
1,075 000	Daimler Ag	29,932 73	57,297 50
240 000	DARLING INTL INC	1,443 12	2,011 20
130 000	DEALERTRACK HLDGS INC	1,863 97	2,442 70
360 000	DEAN FOODS CO	9,508 63	6,494 40
475 000	Deckers Outdoor Corp	48,554 70	48,317 00
40 000	DECKERS OUTDOOR CORP	4,037 52	4,068 80
430 000	DEL MONTE FOODS CO	5,305 77	4,876 20
30 000	DELTIC TIMBER CORP	1,578 93	1,385 40
130 000	DELUXE CORP	5,442 45	1,922 70
240 000	DENDREON CORP	5,024 99	6,307 20
1,005 000	Dentsply Intl Inc	26,962 51	35,345 85
445 000	Deutsche Bk Ag	32,062 16	31,554 95
16,245 000	Deutsche Telekom Ag	269,285 82	238,801 50
150 000	DEVRY INC DEL	5,469 10	8,509 50
60 000	DG FASTCHANNEL INC	1,617 00	1,675 80
300 000	DIAMONDROCK HOSPITALITY CO	6,412 81	2,541 00
150 000	DICKS SPORTING GOODS INC	3,755 06	3,730 50
150 000	DIGITAL RLTY TR INC	5,104 30	7,542 00
50 000	DINEEQUITY INC	1,382 82	1,214 50
120 000	DIODES INC	1,493 16	2,449 20
40 000	DIONEX CORP	3,403 40	2,955 20
280 000	DISCOVERY COMMUNICATIONS INC	5,764 33	8,587 60
290 000	DISCOVERY COMMUNICATIONS INC	5,545 71	7,690 80
120 000	DOLAN MEDIA CO	1,266 26	1,225 20
110 000	DOLBY LABORATORIES INC	3,166 29	5,250 30
60 000	DOLLAR THRIFTY AUTOMOTIVE GP	936 00	1,536 60
89 000	DOMTAR CORP	8,433 12	4,931 49
170 000	DONALDSON INC	6,099 60	7,231 80
500 000	Donaldson Inc	16,785 20	21,270 00
200 000	DONEGAL GROUP INC	3,709 10	3,108 00
440 000	DONNELLEY R R & SONS CO	9,530 04	9,798 80
190 000	DOUGLAS EMMETT INC	2,220 87	2,707 50
150 000	DREAMWORKS ANIMATION INC	3,525 18	5,992 50

**SUPPLEMENTARY STATEMENT
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150 000	DRESS BARN INC	2,183 46	3,463 50
170 000	DRESSER-RAND GROUP INC	5,433 21	5,373 70
70 000	DRIL-QUIP INC	2,973 77	3,953 60
100 000	DST SYS INC DEL	5,422 30	4,355 00
80 000	DTS INC	1,764 40	2,736 80
480 000	DUKE RLTY CORP	13,411 19	5,841 60
90 000	DUPONT FABROS TECHNOLOGY INC	1,150 20	1,619 10
500 000	DURECT CORP	2,267 50	1,235 00
330 000	EARTHLINK INC	2,517 90	2,742 30
2,700 000	East West Bancorp Inc	28,074 87	42,660 00
220 000	EAST WEST BANCORP INC	7,990 60	3,476 00
150 000	EASTMAN CHEM CO	5,461 76	9,036 00
650 000	EASTMAN KODAK CO	7,982 34	2,743 00
260 000	EATON VANCE CORP	8,323 39	7,906 60
200 000	ECHELON CORP	2,986 60	2,312 00
100 000	ECHOSTAR CORP	1,478 25	2,014 00
860 000	Ecolab Inc	28,456 56	38,338 80
120 000	EDWARDS LIFESCIENCES CORP	6,640 25	10,422 00
200 000	ELECTRONICS FOR IMAGING INC	5,826 00	2,594 00
70 000	ELIZABETH ARDEN INC	1,026 20	1,010 10
130 000	EMCOR GROUP INC	4,814 87	3,497 00
120 000	EMPLOYERS HLDGS INC	1,796 60	1,840 80
2,040 000	Enbridge Inc	71,038 91	94,288 80
80 000	ENCORE ACQUISITION CO	2,238 66	3,841 60
1,250 000	Endo Pharmaceuticals Hldgs Inc	22,160 00	25,650 00
240 000	ENDO PHARMACEUTICALS HLDGS INC	8,350 51	4,924 80
110 000	ENDURANCE SPECIALITY HLDGS LTD	3,901 33	4,095 30
150 000	ENERGEN CORP	6,731 24	7,020 00
120 000	ENERGY CONVERSION DEVICES INC	3,426 70	1,268 40
50 000	ENERNOC INC	1,487 00	1,519 50
2,585 000	ENI S P A	121,425 54	130,826 85
290 000	ENTEGRIS INC	839 57	1,531 20
80 000	EQUINIX INC	7,114 55	8,492 00
13,390 000	Ericsson L M Tel Co	197,924 31	123,054 10
70 000	ESCO TECHNOLOGIES INC	2,777 11	2,509 50
140 000	EURONET WORLDWIDE INC	3,021 20	3,073 00
230 000	EV3 INC	2,512 72	3,068 20
40 000	EVERCORE PARTNERS INC	266 28	1,216 00
510 000	EVERGREEN SOLAR INC	1,050 60	770 10
320 000	EXCO RES INC	5,755 94	6,793 60
530 000	EXPEDIA INC DEL	8,035 59	13,636 90
815 000	Expeditors Intl Washington Inc	15,799 61	28,337 55
147 000	EXTERRAN HLDGS INC	8,922 31	3,153 15
300 000	EXTRA SPACE STORAGE INC	4,805 67	3,465 00
2,000 000	F5 Networks Inc	103,985 40	105,940 00
160 000	F5 NETWORKS INC	5,452 72	8,475 20
1,250 000	Factset Resh Sys Inc	82,357 00	82,337 50
80 000	FACTSET RESH SYS INC	5,173 38	5,269 60
130 000	FAIR ISAAC CORP	4,389 91	2,770 30
290 000	FAIRCHILD SEMICONDUCTOR INTL	1,590 04	2,897 10
130 000	FEDERAL REALTY INVT TR	7,625 33	8,803 60
180 000	FEDERATED INVS INC PA	5,956 77	4,950 00
90 000	FEI CO	1,977 30	2,102 40
160 000	FERRO CORP	1,132 96	1,318 40

**SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2009**

Part II Balance Sheets

1,600 000	FIFTH THIRD BANCORP	11,106 09	15,600 00
237 000	FINISAR CORP	2,375 69	2,114 04
120 000	FINISH LINE INC	1,249 20	1,506 00
500 000	FIRST BUSEY CORP	3,811 00	1,945 00
80 000	FIRST FINL BANCORP OH	1,132 80	1,164 80
447 602	FIRST HORIZON NATL CORP	10,691 30	5,997 87
100 000	First Mid-IL Bancshares Pfd Stk	500,000 00	500,000 00
112,467 000	First Mid-Illinois Bancshares Common Stk	565,696 56	1,968,172 50
100 000	FIRST MIDWEST BANCORP DEL	1,101 00	1,089 00
380 000	FIRST NIAGARA FINL GROUP INC	4,580 40	5,285 80
260 000	FIRST POTOMAC RLTY TR	5,356 73	3,268 20
1,240 000	FIRST ST BANCORPORATION	7,977 18	496 00
4,655 000	Flextronics	42,161 73	34,028 05
300 000	FLIR SYS INC	7,065 00	9,819 00
220 000	FLOWERS FOODS INC	4,952 30	5,227 20
300 000	FLUSHING FINL CORP	4,854 90	3,378 00
310 000	FOOT LOCKER INC	6,841 70	3,453 40
1,600 000	Forest City Enterprises Inc	19,415 60	18,848 00
300 000	FOREST CITY ENTERPRISES INC	14,266 65	3,534 00
120 000	FORESTAR GROUP INC	3,003 97	2,637 60
100 000	FORWARD AIR CORP	3,446 50	2,503 00
80 000	FOSSIL INC	2,402 00	2,684 80
100 000	FPIC INS GROUP INC	3,452 65	3,862 00
7,548 000	France Telecom	190,271 06	190,511 52
200 000	FRANKLIN STR PPTYS CORP	3,352 48	2,922 00
660 000	FRONTIER COMMUNICATIONS CORP	10,185 78	5,154 60
110 000	FTI CONSULTING INC	4,593 88	5,187 60
30 000	FUEL SYS SOLUTIONS INC	1,009 35	1,237 20
1,240 000	Fuji Heavy Inds LTD	59,949 91	59,939 12
2,360 000	Fujifilm Holdings Corp	76,667 24	70,726 84
200 000	FULLER H B CO	5,929 00	4,550 00
430 000	FULTON FINL CORP PA	5,018 02	3,749 60
640 000	FURMANITE CORP	2,737 60	2,438 40
220 000	GALLAGHER ARTHUR J & CO	4,679 13	4,952 20
110 000	GARDNER DENVER INC	4,260 40	4,680 50
1,380 000	Gardner Denver Machy Inc	60,127 95	58,719 00
300 000	GARMIN LTD	6,641 32	9,210 00
140 000	GAYLORD ENTMT CO NEW	4,394 50	2,765 00
130 000	GEN PROBE INC	7,267 84	5,579 60
120 000	GENERAL CABLE CORP DEL NEW	7,008 00	3,530 40
80 000	GENESEE & WYO INC	2,264 31	2,611 20
210 000	GENPACT LTD	2,484 30	3,129 00
520 000	Gen-Probe Inc	30,848 69	22,318 40
310 000	GENTEX CORP	6,113 20	5,533 50
980 000	GENWORTH FINL INC	8,040 60	11,123 00
70 000	GEOEYE INC	2,259 60	1,951 60
240 000	GERON CORP	1,207 92	1,332 00
150 000	GLACIER BANCORP INC	2,502 52	2,058 00
370 000	GLADSTONE COMMERCIAL CORP	4,506 63	4,961 70
4,295 000	Glaxosmithkline	198,399 31	181,463 75
250 000	GLOBAL INDS LTD	5,749 65	1,782 50
170 000	GLOBAL PMTS INC	6,274 30	9,156 20
70 000	GMX RES INC	789 60	961 80
60 000	GOODRICH PETE CORP	4,371 22	1,461 00

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Part II Balance Sheets

520 000	GP STRATEGIES CORP	3,068 00	3,915 60
150 000	GRACO INC	5,157 66	4,285 50
250 000	GRAFTECH INTL LTD	4,244 58	3,887 50
775 000	Grainger W W Inc	41,426 38	75,043 25
100 000	GRANITE CONSTR INC	5,048 90	3,366 00
290 000	Green Mountain Coffee Roasters	7,452 27	23,626 30
95 000	GREEN MOUNTAIN COFFEE ROASTERS	3,064 17	7,739 65
60 000	GREENHILL & CO INC	4,067 40	4,814 40
90 000	GSI COMM INC	1,247 40	2,285 10
100 000	GULFMARK OFFSHORE INC	4,607 50	2,831 00
90 000	GYMBOREE CORP	3,711 15	3,917 70
4,070 000	H Lundbeck A/S ADR	101,742 04	74,358 90
70 000	HAEMONETICS CORP	3,715 25	3,860 50
140 000	HAIN CELESTIAL GROUP INC	2,986 47	2,381 40
240 000	HALOZYME THERAPEUTICS INC	1,296 72	1,408 80
110 000	HANCOCK HLDG CO	3,003 77	4,819 10
110 000	HANOVER INS GROUP INC	5,046 10	4,887 30
150 000	HANSEN NAT CORP	6,464 63	5,760 00
100 000	HARLEYSVILLE GROUP INC	2,796 00	3,179 00
160 000	HARMAN INTL INDS INC	2,323 61	5,644 80
260 000	HARMONIC INC	1,693 80	1,643 20
180 000	HARSCO CORP	9,626 40	5,801 40
935 000	Hartford Finl Svcs Group Inc	7,059 25	21,748 10
770 000	HARTFORD FINL SVCS GROUP INC	10,132 78	17,910 20
200 000	HAWAIIAN ELEC INDUSTRIES	4,565 85	4,180 00
80 000	HAYNES INTL INC	5,016 50	2,636 80
1,810 000	HCC Inc Hldgs Inc	47,420 32	50,625 70
1,325 000	HCP Inc	33,318 91	40,465 50
480 000	HEALTH MGMT ASSOC INC NEW	2,246 35	3,489 60
110 000	HEALTHSPRING INC	1,152 78	1,937 10
160 000	HEALTHWAYS INC	2,692 80	2,934 40
170 000	HEARTLAND EXPRESS INC	2,471 78	2,595 90
100 000	HEIDRICK & STRUGGLES INTL INC	5,146 50	3,124 00
40 000	HELEN OF TROY LTD	862 40	978 40
210 000	HELMERICH & PAYNE INC	7,386 50	8,374 80
1,155 000	Henkel Ag & Co	28,545 83	60,004 56
170 000	HENRY JACK & ASSOC INC	4,431 20	3,933 80
385 000	HERCULES OFFSHORE INC	8,448 53	1,840 30
270 000	HERITAGE COMM CORP	6,481 35	1,085 40
800 000	HERTZ GLOBAL HLDGS INC	8,143 30	9,536 00
190 000	HEWITT ASSOCS INC	3,992 85	8,029 40
60 000	HIBBETT SPORTS INC	1,194 00	1,319 40
140 000	HIGHWOODS PPTYS INC	5,333 78	4,669 00
200 000	HILL ROM HLDGS INC	6,330 88	4,798 00
160 000	HILLENBRAND INC	3,933 81	3,014 40
1,415 000	Hitachi Ltd	58,040 21	43,412 20
70 000	HMS HLDGS CORP	2,746 80	3,408 30
140 000	HNI CORP	4,734 45	3,868 20
4,235 000	Hologic Inc	102,778 57	61,407 50
518 000	HOLOGIC INC	15,186 51	7,511 00
70 000	HOME PPTYS INC	3,607 71	3,339 70
4,720 000	Horace Mann Educators Corp	50,642 07	59,000 00
210 000	HORMEL FOODS CORP	6,233 32	8,074 50
100 000	HORSEHEAD HOLDING CORPORATION	1,122 00	1,275 00

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1,247 000	HOST HOTELS & RESORTS INC	9,613 80	14,552 49
450 000	HRPT PPTYS TR	4,535 17	2,911 50
140 000	HSN INC DEL	1,376 20	2,826 60
90 000	HUB GROUP INC	1,752 30	2,411 10
100 000	HUBBELL INC	5,087 47	4,730 00
340 000	HUMAN GENOME SCIENCES INC	3,194 70	10,397 20
190 000	HUNT J B TRANS SVCS INC	5,804 19	6,131 30
350 000	HUNTSMAN CORP	1,886 50	3,951 50
210 000	HURCO CO	3,220 71	3,108 00
50 000	HURON CONSULTING GROUP INC	1,285 00	1,152 00
9,735 000	ICF Intl Inc	256,944 10	260,898 00
230 000	ICONIX BRAND GROUP INC	2,965 51	2,914 10
132 000	IDEX CORP	2,311 68	4,111 80
130 000	IDEXX LABS INC	5,637 11	6,948 50
80 000	IHS INC	2,916 93	4,384 80
120 000	IMMUNOGEN INC	996 00	943 20
170 000	IMMUNOMEDICS INC	1,019 20	545 70
370 000	IMS HEALTH INC	5,784 33	7,792 20
260 000	INCYTE CORP	1,012 60	2,368 60
160 000	INDEPENDENT BANK CORP MASS	4,815 20	3,337 60
230 000	INFINERA CORP	2,104 50	2,040 10
180 000	INFORMATICA CORP	2,694 30	4,658 40
250 000	INGRAM MICRO INC	4,227 47	4,362 50
150 000	INSITUFORM TECHNOLOGIES INC	3,298 50	3,408 00
80 000	INSULET CORP	988 80	1,142 40
740 000	INTEGRATED DEVICE TECHNOLOGY	4,364 40	4,787 80
120 000	INTERDIGITAL INC PA	3,909 00	3,187 20
300 000	INTERFACE INC	1,808 76	2,493 00
200 000	INTERMEC INC	5,257 00	2,572 00
130 000	INTERNATIONAL BANCSHARES CORP	1,944 80	2,458 30
160 000	INTERNATIONAL FLAVORS&FRAGRANC	4,963 53	6,582 40
230 000	INTERVAL LEISURE GROUP INC	2,076 90	2,868 10
3,350 000	Intesa Sanpaolo	151,206 61	90,841 95
860 000	INTL PAPER CO	12,201 60	23,030 80
140 000	INTREPID POTASH INC	3,727 64	4,083 80
18,310 000	Intuit	516,900 68	562,666 30
140 000	INVENTIV HEALTH INC	5,111 10	2,263 80
170 000	INVERNESS MED INNOVATIONS INC	5,408 22	7,056 70
120 000	INVESTMENT TECHNOLOGY GRP NEW	4,296 61	2,364 00
420 000	ION GEOPHYSICAL CORP	5,185 66	2,486 40
80 000	IPC THE HOSPITALIST CO	2,255 20	2,660 00
260 000	ISIS PHARMACEUTICALS INC	2,627 95	2,888 60
4,310 000	Italcementi Fabrice Riunite	60,763 24	59,210 78
110 000	ITC HLDGS CORP	5,112 67	5,729 90
525 000	Itron Inc	40,093 24	35,474 25
80 000	ITRON INC	7,084 21	5,405 60
100 000	J CREW GROUP INC	2,472 28	4,474 00
3,990 000	J Sainsbury	89,595 31	83,375 04
110 000	J2 GLOBAL COMMUNICATONS INC	2,427 97	2,238 50
140 000	JACK IN THE BOX INC	3,084 20	2,753 80
440 000	JANUS CAP GROUP INC	4,915 59	5,918 00
2,340 000	Jarden Corp	47,938 40	72,329 40
80 000	JDA SOFTWARE GROUP INC	1,572 00	2,037 60
600 000	JETBLUE AWYS CORP	6,496 00	3,270 00

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60 000	JOHN BEAN TECHNOLOGIES CORP	1,110 60	1,020 60
90 000	JONES LANG LASALLE INC	5,152 05	5,436 00
60 000	JOS A BANK CLOTHIERS INC	1,653 57	2,531 40
10 000	K TRON INTL INC COM	1,003 40	1,087 50
190 000	KANSAS CITY SOUTHERN	6,903 61	6,325 10
210 000	KB HOME	2,853 90	2,872 80
300 000	KEY ENERGY SVCS INC	1,526 30	2,637 00
360 000	KEY TECH INC COM	4,083 92	4,232 16
150 000	KFORCE INC	1,528 95	1,875 00
120 000	KILROY RLTY CORP	7,481 95	3,680 40
740 000	KIMCO REALTY CORP	7,164 22	10,012 20
120 000	KINETIC CONCEPTS INC	5,386 38	4,518 00
12,420 000	Kingfisher Plc	88,296 46	91,858 32
110 000	KIRBY CORP	3,887 41	3,831 30
190 000	KNIGHT TRANSN INC	3,738 25	3,665 10
220 000	KNOLOGY INC	1,244 03	2,402 40
8,493 000	Koninklijke Ahold	77,249 53	112,838 00
5,440 000	Korea Elec Pwr Corp	55,802 36	79,097 60
90 000	KORN FERRY INTL	2,342 70	1,485 00
1,855 000	KT Corp (Korea Telecom Corp)	33,557 21	31,201 10
250 000	L-1 IDENTITY SOLUTIONS INC	4,423 65	1,872 50
140 000	LA Z BOY INC	604 49	1,334 20
300 000	LAKELAND BANCORP INC	3,837 54	1,917 00
260 000	LAM RESEARCH CORP	8,316 72	10,194 60
170 000	LAMAR ADVERTISING CO	5,622 41	5,285 30
170 000	LANCE INC	4,151 25	4,471 00
130 000	LANDSTAR SYS INC	6,377 80	5,040 10
160 000	LASALLE HOTEL PPTYS	5,349 12	3,396 80
250 000	LAUDER ESTEE COS INC	9,537 95	12,090 00
410 000	LAWSON SOFTWARE INC	4,079 23	2,726 50
50 000	LAYNE CHRISTENSEN CO	1,309 00	1,435 50
130 000	LEAP WIRELESS INTL INC	4,713 50	2,281 50
480 000	LEARNING TREE INTL INC	5,307 60	5,731 20
330 000	LEGG MASON INC	8,012 05	9,952 80
320 000	LEGGETT & PLATT INC	7,063 50	6,528 00
290 000	LENNAR CORP	3,559 22	3,703 30
280 000	LEXINGTON REALTY TR	1,358 00	1,702 40
170 000	LEXMARK INTL NEW	6,160 40	4,416 60
260 000	LIBERTY GLOBAL INC	4,014 57	5,691 40
290 000	LIBERTY GLOBAL INC	4,443 67	6,339 40
180 000	LIBERTY MEDIA HLDG CORP	1,698 52	4,298 40
1,140 000	LIBERTY MEDIA HLDG CORP	5,620 53	12,357 60
220 000	LIBERTY PPTY TR	8,307 60	7,042 20
1 000	LIFE TECHNOLOGIES CORP	21 78	52 22
110 000	LIFEPOINT HOSPITALS INC	2,967 11	3,578 30
640 000	LIMITED BRANDS INC	9,599 18	12,313 60
90 000	LINCOLN ELEC HLDGS INC	3,752 32	4,811 40
1,100 000	Lincoln Natl Corp	7,774 80	27,368 00
600 000	LINCOLN NATL CORP IND	9,753 67	14,928 00
60 000	LINDSAY MANUFACTURING COMPANY	3,688 26	2,391 00
80 000	LITTELFUSE INC	1,775 80	2,572 00
300 000	LIZ CLAIBORNE INC	11,363 49	1,689 00
310 000	LKQ CORP	3,850 97	6,072 90

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1,200 000	Logitech International	37,136 88	20,532 00
50 000	LORAL SPACE & COMMUNICATIONS INC	1,388 30	1,580 50
240 000	LOUISIANA PAC CORP	2,814 84	1,675 20
1,430 000	LSI CORP	11,212 10	8,594 30
130 000	LUBRIZOL CORP	7,489 95	9,483 50
60 000	LUFKIN INDS INC	2,966 28	4,392 00
90 000	LUMINEX CORP DEL	1,522 80	1,343 70
20 000	M & F WORLDWIDE CORP	663 20	790 00
191 000	MACERICH CO	10,150 18	6,866 45
50 000	MADDEN STEVEN LTD	1,581 00	2,062 00
1,180 000	Magna Intl Inc	92,264 80	59,684 40
310 000	MANITOWOC INC	12,837 25	3,090 70
140 000	MANPOWER INC	7,284 56	7,641 20
240 000	MARINER ENERGY INC	2,917 60	2,786 40
780 000	MarkeI Corp	206,509 98	265,200 00
10 000	MARKEL CORP	2,823 30	3,400 00
16,070 000	Marks and Spencer Ltd	180,570 39	208,636 81
1,000 000	MARSHALL & ILSLEY CORP	10,832 54	5,450 00
110 000	MARVEL ENTMT INC	4,004 60	5,948 80
710 000	MASCO CORP	9,333 21	9,805 10
140 000	MASIMO CORP	4,919 53	4,258 80
60 000	MAXWELL TECHNOLOGIES INC	1,030 20	1,070 40
270 000	MAXYGEN INC	2,377 35	1,644 30
110 000	MB FINL INC	2,267 10	2,168 10
230 000	MCCORMICK & CO INC	8,549 42	8,309 90
100 000	MCGRATH RENTCORP	2,408 50	2,236 00
370 000	MDU RES GROUP INC	7,697 71	8,732 00
480 000	MEADOWBROOK INS GROUP INC	5,316 96	3,552 00
330 000	MEADWESTVACO CORP	5,669 39	9,447 90
100 000	MEDASSETS INC	1,814 10	2,121 00
400 000	MEDICAL PPTYS TR INC	5,143 24	4,000 00
90 000	MEDIVATION INC	2,088 49	3,388 50
140 000	MENS WEARHOUSE INC	5,728 38	2,948 40
1,985 000	Mens Wearhouse Inc	52,850 81	41,804 10
300 000	MENTOR GRAPHICS CORP	3,920 01	2,649 00
290 000	MF GLOBAL LTD	1,579 50	2,015 50
1,700 000	MICRON TECHNOLOGY INC	7,668 53	17,952 00
170 000	MICROS SYS INC	4,779 12	5,275 10
30 000	MICROSTRATEGY INC	1,655 79	2,820 60
605 000	Middleby Corp	37,044 23	29,657 10
60 000	MIDDLEBY CORP	2,897 54	2,941 20
600 000	MIDDLESEX WATER CO	8,713 53	10,572 00
14,570 000	Miller Herman Inc	230,151 07	232,974 30
170 000	MILLER HERMAN INC	3,977 52	2,718 30
110 000	MILLIPORE CORP	7,410 44	7,958 50
60 000	MINERALS TECHNOLOGIES INC	2,354 30	3,268 20
1,650 000	Minerals Technologies Inc	104,506 86	89,875 50
21,425 000	Mitsubishi UFJ Finl Group Inc	197,629 82	105,411 00
9,900 000	Mitsui Sumitomo Ins Group Hldgs	185,625 00	125,749 80
22,295 000	Mizuho Finl Group	246,309 51	79,370 20
170 000	MOBILE MINI INC	2,368 10	2,395 30
80 000	MODINE MFG CO	643 20	947 20
80 000	MODUSLINK GLOBAL SOLUTIONS INC	653 60	752 80
140 000	MOLEX INC	1,952 70	2,678 20

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130 000	MOLEX INC	1,984 20	2,801 50
130 000	MOMENTA PHARMACEUTICALS INC	1,527 69	1,638 00
270 000	MONSTER WORLDWIDE INC	4,519 39	4,698 00
170 000	MONTPELIER RE HLDGS LTD	2,899 35	2,944 40
180 000	MPS GROUP INC	2,446 79	2,473 20
110 000	MSC INDL DIRECT INC	5,954 60	5,170 00
190 000	MSCI INC	4,563 00	6,042 00
270 000	NALCO HLDG CO	7,157 92	6,887 70
130 000	NATIONAL CINEMEDIA INC	1,737 09	2,154 10
200 000	NATIONAL FINL PARTNERS CORP	1,422 00	1,618 00
650 000	National Fuel Gas Co	25,832 56	32,500 00
170 000	NATIONAL FUEL GAS CO N J	7,444 70	8,500 00
6,332 000	National Grd Plc	241,550 36	344,334 16
16,465 000	National Instrs Corp	388,435 88	484,894 25
140 000	NATIONAL INSTRS CORP	3,587 10	4,123 00
280 000	NATIONAL PENN BANCSHARES INC	1,548 40	1,621 20
470 000	NATIONAL SEMICONDUCTOR CORP	8,347 99	7,219 20
120 000	NAVIGANT CONSULTING INC	2,348 33	1,783 20
19,270 000	NEC Corp	93,459 50	49,471 10
260 000	NEKTAR THERAPEUTICS	1,484 37	2,423 20
110 000	NETFLIX COM INC	2,563 21	6,059 90
50 000	NETLOGIC MICROSYSTEMS INC	2,123 40	2,313 00
120 000	NEUSTAR INC	3,597 00	2,764 80
80 000	NEUTRAL TANDEM INC	1,113 19	1,820 00
350 000	NEW YORK TIMES CO	7,679 90	4,326 00
230 000	NEWALLIANCE BANCSHARES INC	3,427 00	2,762 30
320 000	NII HLDGS INC	6,259 37	10,745 60
9,160 000	Nippon Teleg & Tel	192,570 99	180,818 40
590 000	NISOURCE INC	6,668 40	9,074 20
6,320 000	Nissan Motors	108,579 50	109,980 64
11,100 000	Nokia Corp	158,336 60	142,635 00
50 000	NORDSON CORP	2,555 75	3,059 00
520 000	Nordstrom Inc	15,199 60	19,541 60
80 000	NORTHERN OIL & GAS INC NEV	781 60	947 20
1 000	NORTHSTAR RLTY FIN CORP	13 36	3 43
1,000 000	NOVELL INC	7,855 50	4,150 00
1,365 000	Novozymes	107,320 54	142,126 53
220 000	NSTAR	7,055 09	8,096 00
90 000	NU SKIN ENTERPRISES INC	1,525 50	2,418 30
60 000	NUTRI SYS INC	1,020 00	1,870 20
470 000	NV ENERGY INC	8,256 40	5,818 60
110 000	OCEANEERING INTL INC	5,040 87	6,437 20
550 000	OFFICE DEPOT INC	1,093 51	3,547 50
180 000	OFFICEMAX INC DELAWARE	1,027 50	2,284 20
190 000	OGE ENERGY CORP	6,650 00	7,009 10
130 000	OKLAHOMA COM	3,967 60	4,760 60
80 000	OLD DOMINION FGHT LINE INC	2,542 40	2,456 00
180 000	OLD NATL BANCORP IND	2,046 60	2,237 40
500 000	OLD SECOND BANCORP INC ILL	7,804 52	3,445 00
80 000	OM GROUP INC	2,135 96	2,511 20
200 000	OMNICELL INC	4,207 00	2,338 00
830 000	ON SEMICONDUCTOR CORP	6,348 24	7,320 60
260 000	ONLINE RES CORP	2,818 83	1,367 60

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130 000	ONYX PHARMACEUTICALS INC	4,768 24	3,814 20
130 000	OPTIMER PHARMACEUTICALS INC	1,730 80	1,465 10
100 000	OPTIONSPRESS HLDGS INC	1,511 00	1,545 00
420 000	ORASURE TECHNOLOGIES INC	3,457 02	2,133 60
530 000	Ormat Technologies Inc	19,495 79	20,055 20
120 000	OSI PHARMACEUTICALS INC	4,883 94	3,727 20
50 000	OVERSEAS SHIPHOLDING GROUP INC	3,923 15	2,197 50
100 000	OWENS & MINOR INC NEW	3,491 50	4,293 00
180 000	OWENS CORNING INC	4,569 37	4,615 20
1,000 000	Owens Ill Inc	36,045 20	32,870 00
50 000	OXFORD INDS INC	399 29	1,034 00
40 000	P F CHANGS CHINA BISTRO INC	1,420 40	1,516 40
380 000	PACIFIC CONTL CORP	4,572 01	4,347 20
280 000	PACTIV CORP	9,251 20	6,759 20
220 000	PAETEC HLDG CORP	987 80	913 00
230 000	PALL CORP	10,801 95	8,326 00
60 000	PANERA BREAD CO	2,619 30	4,016 40
490 000	PARKER DRILLING CO	4,765 47	2,425 50
140 000	PARKWAY PPTYS INC	5,928 57	2,914 80
240 000	PATTERSON COS INC	9,075 20	6,715 20
560 000	PC-TEL INC	2,960 89	3,315 20
250 000	PDL BIOPHARMA INC	2,007 48	1,715 00
125 000	PEAPACK-GLADSTONE FINL CORP	2,254 00	1,585 00
160 000	PENSON WORLDWIDE INC	814 53	1,449 60
210 000	PENTAIR INC	8,104 95	6,783 00
2,150 000	Pentair Industres Inc	75,641 56	69,445 00
140 000	PEP BOYS MANNY MOE & JACK	1,278 20	1,184 40
440 000	PEPCO HLDGS INC	12,024 66	7,414 00
260 000	PERKINELMER INC	4,983 87	5,353 40
180 000	PERRIGO CO	6,010 16	7,169 40
270 000	PETSMART INC	8,663 01	7,206 30
60 000	PHARMASSET INC	1,020 60	1,242 00
2,500 000	Phase Forward Inc	35,184 61	38,350 00
200 000	PHASE FORWARD INC	3,464 00	3,068 00
120 000	PHH CORP	1,705 56	1,933 20
110 000	PHILLIPS VAN HEUSEN CORP	6,248 30	4,474 80
600 000	PHOENIX COS INC	4,928 43	1,668 00
200 000	PIEDMONT NAT GAS INC	4,985 00	5,350 00
190 000	PIER 1 IMPORTS INC	752 40	967 10
220 000	PIONEER NAT RES CO	5,213 38	10,597 40
100 000	PLANTRONICS INC NEW	2,661 50	2,598 00
90 000	PLATINUM UNDERWRITERS HLDGS LTD	2,791 80	3,446 10
90 000	PLEXUS CORP	1,866 57	2,563 20
110 000	POLO RALPH LAUREN CORP	6,479 39	8,907 80
180 000	POLYCOM INC	6,036 78	4,494 60
190 000	POOL CORP	6,679 45	3,625 20
1,390 000	POPULAR INC	6,853 23	3,141 40
10,108 000	Portugal Telecom	102,772 86	122,711 12
100 000	POST PPTYS INC	1,811 00	1,960 00
70 000	POWER INTEGRATIONS INC	2,260 20	2,545 20
170 000	POWER-ONE INC	656 20	739 50
5,930 000	Powershares Dyn Biotechnology	92,225 90	98,734 50
4,360 000	Powershares Global Clean Energy	126,440 00	72,637 60
6,830 000	Powershares Wilderhill Clean En	100,572 76	75,130 00

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3,850 000	Powershares Wilderhill Progr	110,529 28	90,629 00
4,320 000	Praxair Inc	277,642 50	346,939 20
600 000	PRINCIPAL FINL GROUP INC	11,485 80	14,424 00
3,805 000	Procter & Gamble Co	235,721 65	230,697 15
80 000	PROGRESS SOFTWARE CORP	1,840 00	2,337 60
20,345 000	Progressive Corp Ohio	384,100 19	366,006 55
860 000	PROLOGIS	8,376.32	11,773 40
10,190 000	Promise Co Ltd	217,950 89	38,752 57
60 000	PROSPERITY BANCSHARES INC	2,364 00	2,428 20
1,430 000	Prosperity Bancshares Inc	45,722 82	57,872 10
200 000	PROTECTIVE LIFE CORP	4,760 62	3,310 00
360 000	PROVIDENT NEW YORK BANCORP	4,845 60	3,038 40
200 000	PSS WORLD MED INC	3,751 00	4,520 00
751 000	PULTE GROUP INC	7,142 56	7,510 00
250 000	QLOGIC CORP	4,282 50	4,717 50
70 000	QUANEX BLDG PRODS CORP	1,157 10	1,187 90
450 000	QUANTUM CORP	1,138 50	1,318 50
180 000	RADIAN GROUP INC	1,479 58	1,315 80
260 000	RADIOSHACK CORP	8,846 50	5,070 00
110 000	RALCORP HLDGS INC NEW	6,244 96	6,568 10
30 000	RAVEN INDS INC	897 00	950 70
280 000	RED HAT INC	5,090 82	8,652 00
270 000	REGAL ENTMT GROUP	3,534 85	3,898 80
150 000	REGENCY CTRS CORP	4,997 68	5,259 00
200 000	REGENERON PHARMACEUTICALS	3,608 50	4,836 00
2,330 000	REGIONS FINL CORP	12,815 00	12,325 70
130 000	REGIS CORP MINN	4,191 37	2,024 10
140 000	RELIANCE STEEL & ALUMINUM CO	7,875 40	6,050 80
110 000	RESMED INC	4,585 35	5,749 70
80 000	RESOURCES CONNECTION INC	1,352 40	1,697 60
590 000	RF MICRODEVICES INC	2,909 50	2,814 30
270 000	ROBERT HALF INTL INC	6,790 75	7,217 10
5,995 000	Roche Hldg Ltd	244,088 74	254,877 43
70 000	ROCK-TENN CO	2,802 83	3,528 70
140 000	ROFIN SINAR TECHNOLOGIES INC	4,281 17	3,305 40
190 000	ROSETTA RES INC	4,075 60	3,784 80
1,275 000	Royal Bk Scotland Group	155,108 95	11,972 25
90 000	ROYAL GOLD INC	3,422 61	4,238 10
300 000	RPM INTL INC	7,176 00	6,099 00
180 000	RUBY TUESDAY INC	1,273 12	1,296 00
260 000	RUSH ENTERPRISES INC	3,861 87	3,091 40
110 000	RYDER SYS INC	5,170 93	4,528 70
2 000	SAFEGUARD SCIENTIFICS INC	23 11	20 62
90 000	SAFETY INS GROUP INC	3,173 85	3,260 70
180 000	SALESFORCE COM INC	7,248 38	13,278 60
90 000	SALIX PHARMACEUTICALS LTD	909 42	2,285 10
220 000	SALLY BEAUTY HLDGS INC	1,169 28	1,683 00
440 000	SANDISK CORP	6,257 53	12,755 60
320 000	SANDRIDGE ENERGY INC	13,340 61	3,017 60
6,620 000	Sanofi-Aventis	287,587 99	259,967 40
360 000	SAPIENT CORP	2,142 00	2,977 20
200 000	SAVIENT PHARMACEUTICALS INC	4,143 00	2,722 00
80 000	SCANSOURCE INC	1,990 10	2,136 00

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110 000	SCBT FINL CORP	3,024 60	3,045 90
60 000	SCHNITZER STL INDS	3,242 70	2,862 00
50 000	SCHOLASTIC CORP	1,289 50	1,491 50
26,631 000	Schwab Charles Corp	556,642 33	501,195 42
12,090 000	Scripps Networks Interactive	492,740 95	501,735 00
190 000	SCRIPPS NETWORKS INTERACTIVE INC	7,663 59	7,885 00
980 000	SEAGATE TECHNOLOGY	9,796 60	17,826 20
2,500 000	Sealed Air Corp	49,189 20	54,650 00
310 000	SEALED AIR CORP NEW	9,715 40	6,776 60
220 000	SEATTLE GENETICS INC	2,047 60	2,235 20
300 000	SEI INVESTMENTS CO	8,071 86	5,256 00
13,140 000	Seiko Epson Corp	159,913 54	105,579 90
170 000	SELECTIVE INS GROUP INC	3,351 54	2,796 50
230 000	SENIOR HSG PPTYS TR	4,384 23	5,030 10
110 000	SENSIENT TECHNOLOGIES CORP	2,499 30	2,893 00
200 000	SHENANDOAH TELECOMMUNICATIONS	3,960 00	4,070 00
360 000	SHORE BANCSHARES INC	5,153 12	5,220 00
70 000	SIGA TECHNOLOGIES INC	625 10	406 00
3,000 000	Sigma Designs Inc	43,791 90	32,100 00
90 000	SIGNATURE BK NEW YORK N Y	2,340 90	2,871 00
100 000	SIMPSON MFG CO INC	2,780 00	2,689 00
3,030 000	Sims Metal Management Ltd	51,277 48	59,085 00
9,330 000	SIRIUS XM RADIO INC	19,563 58	5,598 00
60 000	SIRONA DENTAL SYS INC	1,557 00	1,904 40
3,705 000	SK Telecom Ltd	79,196 74	60,243 30
190 000	SKYWEST INC	4,641 70	3,214 80
390 000	SKYWORKS SOLUTIONS INC	3,330 75	5,534 10
340 000	SMART BALANCE INC	2,432 02	2,040 00
50 000	SMITH A O	2,062 50	2,169 50
13,615 000	Smith International Inc	579,522 39	369,919 55
795 000	Smucker J M Co	36,701 42	49,091 25
4,450 000	Smucker J M Co	236,238 49	274,787 50
120 000	SNAP ON INC	6,178 57	5,071 20
130 000	SOLERA HLDGS INC	3,260 40	4,681 30
200 000	SONIC CORP	4,439 00	2,014 00
50 000	SONIC SOLUTIONS	478 00	589 50
260 000	SONICWALL INC	2,254 98	1,978 60
200 000	SONOCO PRODS CO	8,125 89	5,850 00
5,405 000	Sony Corp New Amer Dep Shs	169,256 54	156,745 00
170 000	SOTHEBYS HLDGS INC	3,055 47	3,821 60
390 000	SOUTHWEST WTR CO	4,950 66	2,297 10
60 000	SPARTECH CORP	675 00	615 60
210 000	SPIRIT AEROSYSTEMS HLDGS INC	4,117 75	4,170 60
90 000	SPX CORP	4,248 00	4,923 00
120 000	ST MARY LD & EXPL CO	4,338 00	4,108 80
160 000	STAGE STORES INC	3,328 80	1,977 60
100 000	STANCORP FINL GROUP INC	4,450 37	4,002 00
140 000	STANDARD MICROSYSTEMS CORP	3,364 58	2,909 20
150 000	STANLEY WKS	9,267 75	7,726 50
370 000	STARWOOD HOTELS & RESORTS WORLDWIDE INC	8,101 43	13,530 90
80 000	STEC INC	2,220 30	1,307 20
430 000	STEEL DYNAMICS INC	8,752 28	7,619 60
150 000	STERIS CORP	4,581 75	4,195 50
500 000	STEWART ENTERPRISES INC	3,840 00	2,575 00

**SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2009**

Part II Balance Sheets

860 000	Stifel Finl Corp	43,105 61	50,946 40
60 000	STIFEL FINL CORP	2,329 44	3,554 40
11,070 000	Stmicroelectronics	174,637 21	102,618 90
110 000	STONE ENERGY CORP	742 50	1,985 50
20 000	STRAYER ED INC	3,895 16	4,250 40
26,880 000	Sumitomo Mitsui	199,663 34	76,366 08
1,025 000	Sunoco Inc	33,345 14	26,752 50
120 000	SUNPOWER CORP	6,903 48	2,841 60
100 000	SUNPOWER CORP	2,415 91	2,095 00
226 000	SUNSTONE HOTEL INVS INC	6,110 17	2,006 88
1,550 000	Superior Energy Svcs Inc	36,975 36	37,649 50
755 000	SVB Finl Group	21,580 37	31,453 30
90 000	SVB FINL GROUP	4,453 87	3,749 40
80 000	SWIFT ENERGY CO	1,182 06	1,916 80
1,925 000	Swiss Reins Co	132,837 03	92,940 93
2,980 000	Swisscom	74,711 24	114,038 64
50 000	SWITCH & DATA FACS CO	908 50	1,010 50
160 000	SYBASE INC	3,922 40	6,944 00
450 000	SYMIX TECHNOLOGIES	2,959 83	2,475 00
90 000	SYNAPTICS INC	2,154 91	2,758 50
90 000	SYNIVERSE HLDGS INC	1,346 70	1,573 20
290 000	SYNOPSYS INC	5,815 75	6,461 20
1,050 000	SYNOVUS FINL CORP	6,567 07	2,152 50
2,940 000	Takeda Pharmaceutical Co Ltd	76,243 02	60,475 80
70 000	TALEO CORP	1,190 00	1,646 40
70 000	TANGER FACTORY OUTLET CTRS INC	2,830 80	2,729 30
50 000	TARGACEPT INC	806 00	1,045 00
80 000	TAUBMAN CTRS INC	2,828 61	2,872 80
250 000	TCF FINL CORP	7,022 50	3,405 00
1,020 000	TDK Corp	62,781 71	61,904 82
100 000	TECH DATA CORP	3,462 94	4,666 00
70 000	TECHNE CORP	4,057 10	4,799 20
110 000	TEEKAY SHIPPING CORP	5,425 85	2,553 10
150 000	TEKELEC	2,466 00	2,292 00
1,870 000	Tele Norte Leste Participacoes	47,596 70	40,055 40
6,200 000	Telecom Argentina	130,090 50	104,284 00
3,171 000	Telecom Corp New Zealand	41,102 39	28,507 29
14,643 000	Telecom Italia Spa	414,683 39	225,941 49
70 000	Telecom Brasileiras	502 06	409 50
70 000	TELEFLEX INC	5,449 50	3,772 30
1,249 000	Telefonica De Espana S A	31,629 82	104,316 48
3,995 000	Telefonos De Mexico	23,957 01	66,237 10
790 000	TELLABS INC	4,498 90	4,487 20
200 000	TEMPLE INLAND INC	7,635 22	4,222 00
120 000	TEMPUR-PEDIC INTL INC	3,234 60	2,835 60
40 000	TENNANT CO	1,209 20	1,047 60
120 000	TENNECO INC	1,055 92	2,127 60
340 000	TERADATA CORP	7,442 60	10,686 20
410 000	TERADYNE INC	3,677 91	4,399 30

**SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2009
Part II Balance Sheets**

140 000	TERREMARK WORLDWIDE INC	808 27	957 60
1,540 000	Tessera Technologies Inc	38,626 94	35,835 80
120 000	TETRA TECH INC NEW	2,727 00	3,260 40
9,510 000	Texas Instruments Inc	224,652 52	247,830 60
100 000	THOMAS & BETTS CORP	6,071 50	3,579 00
1,450 000	Thomas & Betts Corporation	64,429 73	51,895 50
340 000	THQ INC	6,740 02	1,713 60
380 000	TIBCO SOFTWARE INC	3,413 65	3,659 40
100 000	TIDEWATER INC	4,290 98	4,795 00
1,000 000	Tiffany & Co	44,072 00	43,000 00
250 000	TIFFANY & CO NEW	13,448 50	10,750 00
352 000	Tim Participacoes	10,391 60	10,457 92
60 000	TIMBERLAND CO	1,054 20	1,075 80
3,750 000	Timberland Co	42,126 48	67,237 50
200 000	TIMKEN CO	4,257 17	4,742 00
250 000	TITANIUM METALS CORP	3,068 25	3,130 00
290 000	TIVO INC	1,696 26	2,952 20
80 000	TNS INC	1,333 81	2,055 20
2,460 000	TNT N V	45,347 90	75,883 62
3,195 000	Tokio Marine Hldgs Inc	77,700 50	86,827 32
4,835 000	Tomkins Plc	91,921 55	60,389 15
390 000	TOTAL SYS SVCS INC	8,293 20	6,735 30
435 000	Toyota Motor Corp	34,461 53	36,609 60
3,120 000	Toyota Motor Corp	266,708 66	262,579 20
100 000	TRACTOR SUPPLY CO	5,158 50	5,297 00
150 000	TREDEGAR CORP	3,252 75	2,373 00
70 000	TREEHOUSE FOODS INC	2,009 70	2,720 20
230 000	TRIMBLE NAVIGATION LTD	6,344 27	5,796 00
180 000	TRINITY INDS INC	2,358 00	3,139 20
320 000	TRIQUINT SEMICONDUCTOR INC	1,677 17	1,920 00
30 000	TRUE RELIGION APPAREL INC	609 61	554 70
100 000	TTM TECHNOLOGIES INC	1,192 00	1,153 00
140 000	TUPPERWARE BRANDS CORP	4,117 40	6,519 80
100 000	TUTOR PERINI CORP	6,386 50	1,808 00
290 000	TW TELECOM INC	5,829 72	4,973 50
4,108 000	Tyco Electronics Ltd	143,914 86	100,851 40
285 000	UDR INC	6,769 34	4,685 40
250 000	UGI CORP NEW	6,855 00	6,047 50
60 000	ULTA SALON COSMETICS & FRAGRANCE	1,005 60	1,089 60
100 000	ULTIMATE SOFTWARE GROUP INC	2,985 50	2,937 00
220 000	UMPQUA HLDGS CORP	1,762 73	2,950 20
100 000	UNDER ARMOUR INC	2,543 80	2,727 00
3,610 000	Unilever N V	70,350 57	116,711 30
91 000	UNISYS CORP	1,420 85	3,508 96
90 000	UNIT CORP	5,152 47	3,825 00
110 000	UNITED NAT FOODS INC	2,694 23	2,941 40
300 000	UNITED ONLINE INC	5,068 00	2,157 00
60 000	UNITED STATES CELLULAR CORP	3,135 95	2,544 60

**SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2009
Part II Balance Sheets**

60 000	UNITED STATIONERS INC	3,948 75	3,413 10
290 000	UNITED STS STL CORP	10,036 24	15,984 80
120 000	UNITED THERAPEUTICS CORP DEL	5,994 25	6,318 00
180 000	UNIVERSAL DISPLAY CORP	2,804 40	2,224 80
60 000	UNIVERSAL FST PRODS INC	1,969 93	2,208 60
2,725 000	UPM Kymmene Corp	42,554 69	32,528 33
470 000	URSTADT BIDDLE PPTYS INS	7,774 44	7,050 00
200 000	U-STORE-IT TR	1,234 60	1,464 00
240 000	UTI WORLDWIDE INC	4,023 40	3,436 80
110 000	VALASSIS COMMUNICATIONS INC	1,623 70	2,008 60
40 000	VALMONT INDS INC	2,965 00	3,138 00
200 000	VALSPAR CORP	5,510 49	5,428 00
160 000	VCA ANTECH INC	6,036 80	3,987 20
80 000	VEECO INSTRS INC DEL	1,795 40	2,643 20
660 000	VIRGIN MEDIA INC	6,922 24	11,107 80
240 000	VIROPHARMA INC	1,364 83	2,013 60
410 000	VISHAY INTERTECHNOLOGY INC	2,723 30	3,423 50
635 000	Vivo Participacoes	15,811 18	19,685 00
180 000	VIVUS INC	988 85	1,656 00
140 000	VMWARE INC	3,938 18	5,933 20
160 000	WABCO HLDGS INC	5,322 81	4,126 40
90 000	WABTEC CORP	3,337 30	3,675 60
100 000	WARNACO GROUP INC	3,128 67	4,219 00
240 000	WASHINGTON FED INC	4,055 46	4,641 60
1,245 000	Washington Post Co	627,367 23	547,302 00
130 000	WASHINGTON REAL ESTATE INVT TR	2,748 07	3,581 50
1,000 000	Waters Corp	49,210 17	61,960 00
60 000	WATSCO INC	3,417 85	2,938 80
80 000	WATSON WYATT WORLDWIDE INC	3,505 90	3,801 60
100 000	WAUSAU-MOSINEE PAPER CORP	997 00	1,160 00
2,700 000	Webster Finl Corp	33,610 95	32,049 00
150 000	WEBSTER FINL CORP CONN	1,060 89	1,780 50
80 000	WEIGHT WATCHERS INTL INC	3,253 46	2,332 80
230 000	WEINGARTEN RLTY INVS	7,391 10	4,551 70
100 000	WESCO INTL INC	6,124 00	2,701 00
70 000	WEST PHARMACEUTICAL SVSC INC	2,874 69	2,744 00
620 000	WESTFIELD FINL INC	6,005 50	5,115 00
140 000	WHIRLPOOL CORP	8,202 59	11,292 40
10 000	WHITE MTNS INS GROUP LTD	2,573 23	3,326 60
100 000	WHITING PETE CORP	3,544 82	7,145 00
210 000	WHITNEY HLDG CORP	1,704 48	1,913 10
300 000	WHOLE FOODS MKT INC	6,079 78	8,235 00
2,050 000	Wiley John & Sons Inc	57,881 27	85,854 00
100 000	WILEY JOHN & SONS INC	3,902 21	4,188 00
210 000	WILLIAMS SONOMA INC	6,728 05	4,363 80
200 000	WINN-DIXIE STORES INC	2,592 00	2,008 00
410 000	WINTHROP RLTY TR	3,720 05	4,452 60
60 000	WINTRUST FINL CORP	955 58	1,847 40

THE LUMPKIN FAMILY FOUNDATION

23-7423640

**SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2009
Part II Balance Sheets**

5,595 000	Wolseley Plc	60,473 00	11,268 33
3,419 000	Wolters Kluwer N V	53,358 66	75,053 89
200 000	WORTHINGTON INDS INC	4,567 00	2,614 00
90 000	WRIGHT EXPRESS CORP	2,646 49	2,867 40
140 000	WSFS FINL CORP	3,723 62	3,588 20
340 000	WYNDHAM WORLDWIDE CORP	4,557 92	6,857 80
90 000	XENOPORT INC	3,611 97	1,669 50
680 000	XL CAP LTD	10,206 80	12,464 40
27,270 000	Yahoo Inc	394,087 72	457,590 60
140 000	ZEBRA TECHNOLOGIES CORP	3,230 09	3,969 00
250 000	ZIONS BANCORPORATION	6,026 05	3,207 50
100 000	ZOLL MED CORP	2,345 00	2,672 00
290 000	ZOLTEK COS INC	2,775 30	2,755 00

TOTAL TO FORM 990-PF, PART II, LINE 10B

24,937,974 92

25,112,918 98

CORPORATE BONDS

	<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
325,000 000	Abbott Labs Nts 5 875% 5/15/16	333,950 50	358,471 75
150,000 000	Bear Stearns & Co 5 7% 11/15/14	155,166 00	165,049 50
100,000 000	Bear Stearns 4 55% 6/23/10	99,953 00	101,673 00
100,000 000	Bellsouth Corp Nts 6% 10/15/11	101,939 00	108,132 00
150,000 000	Bk of Amerca 5 375% 6/15/14	153,391 50	155,359 50
100,000 000	Brown Forman Corp 5% 2/1/14	107,722 00	105,098 00
150,000 000	Citigroup Inc 6 5% 1/18/11	155,974 50	156,858 00
100,000 000	CME Group Inc	100,534 00	107,921 00
175,000 000	Costco Whsl Corp 5 5% 3/15/17	177,787 75	186,774 00
400,000 000	Emerson Elec Nts 5 25% 10/15/18	415,920 00	420,340 00
150,000 000	FPL Group Cap Inc 5 35% 6/15/13	163,987 50	160,969 50
100,000 000	Goldman Sachs 5 25% 10/15/13	103,388 00	106,201 00
150,000 000	Goldman Sachs 6 6% 1/15/12	152,391 00	163,071 00
150,000 000	J P Morgan Sr Nt 4 5% 11/15/10	152,112 00	155,061 00
150,000 000	McDonalds Corp Nts 6% 4/15/11	156,255 00	158,947 50
100,000 000	Morgan Stanley 4 25% 5/15/10	102,958 00	101,229 00
400,000 000	Pfizer Inc 5 35% 3/15/15	414,104 00	437,160 00
100,000 000	SBC Comm GI Nt 5 625% 6/15/16	99,338 00	107,424 00
100,000 000	Venzon NJ Debentures 5 875%	97,828 00	106,544 00
200,000 000	Wachovia Corp Nt 5 25% 8/1/14	206,454 00	207,052 00
150,000 000	Wells Fargo & Co 3 75% 10/1/14	150,000 00	149,557 50

TOTAL TO FORM 990-PF, PART II, LINE 10C

3,601,153 75

3,718,893 25

OTHER INVESTMENTS

	<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
400,000 000	Fed Natl Mtg 4 375% 3/15/13	429,352 00	429,876 00
100,000 000	Federal Farm Cr 2 625% 4/17/14	99,883 00	99,688 00

THE LUMPKIN FAMILY FOUNDATION

23-7423640

**SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2009
Part II Balance Sheets**

150,000 000	Federal Farm Cr 3% 9/22/14	150,424 50	150,469 50
200,000 000	Federal Farm Cr 5 05% 11/15/17	204,538 00	211,876 00
150,000 000	FHLB 4 75% 12/9/11	159,150 00	159,844 50
250,000 000	FHLB 4 75% 9/11/15	247,542 50	266,797 50
225,000 000	FHLB 4 875% 11/18/11	236,630 03	240,329 25
200,000 000	FHLB 5% 11/17/17	202,090 00	216,376 00
75,000 000	FHLB 5 375% 5/15/19	78,233 25	80,273 25
400,000 000	FHLB Cons Bd 3 875% 6/14/13	414,944 00	423,000 00
100,000 000	FHLB Cons Bd 4 25% 3/9/18	96,341 00	102,313 00
150,000 000	FHLB Cons Bd 4 5% 9/14/12	157,839 00	160,500 00
150,000 000	FHLB Cons Bd 4 75% 12/12/14	158,799 00	162,562 50
425,000 000	FHLB Cons Bd 5% 12/11/15	425,360 50	459,799 00
100,000 000	FHLM Corp 5% 8/15/12	100,778 00	108,137 00
100,000 000	FHLM Corp 5% 9/1/10	105,187 00	102,859 00
30,512 850	FHLM Corp 5 5% 1/1/37	30,116 32	32,022 63
116,051 790	FHLM Corp 5 5% 11/1/35	114,689 63	122,011 05
117,997 330	FHLM Corp 5 5% 12/1/35	116,102 58	124,056 49
58,711 250	FHLM Corp 5 5% 4/1/36	57,726 37	61,616 28
127,921 600	FHLM Corp 6% 5/1/37	128,484 10	135,877 04
175,000 000	FHLM Nt 4 5% 7/15/13	175,397 25	188,891 50
60,812 330	Govt Natl Mtg Assn 6% 2/15/32	55,723 43	64,964 60
51,487 390	Govt Natl Mtg Assn 6% 9/15/33	56,253 01	54,938 59
37,618 960	Govt Natl Mtg Assn 6 5% 2/15/32	41,978 34	40,521 64
	Open Prairie Ventures	46,969 88	46,969 88

TOTAL TO FORM 990-PF, PART II, LINE 13

4,090,532 69

4,246,570 20

The Lumpkin Family Foundation
23-7423640
Form 990PF, Part XV
2009

- 2a)** Bruce Karmazin, 121 South 17th Street, Mattoon, IL 61938 (217) 234-5915
- 2b)** All application submissions must be made on-line by going to the link listed below to register with the system. The following information will be requested: the organization's mission statement; geographic locations that the organization serves; name and contact information for the Executive Director including email; estimated budget of the organization for the current fiscal year; amount the organization is requesting and how the funds will be spent; and a brief description of the project for which funding is being sought and the desired outcomes of the project.
- (<https://www.grantinterface.com/lumpkin/Common/LogOn.aspx>)
- If unable to use the online system, please contact Bruce Karmazin at bruce.karmazin@consolidated.com or 217-234-5915.
- 2c)** Deadlines for letters of inquiry to The Lumpkin Family Foundation are February 26, May 7 and August 31 depending on the program area. Deadlines for full grant applications are also dependent on the specific program area. Those deadlines are April 2, June 28 and October 15.
- 2d)** Applications will be considered for organizations operated exclusively for one or more of the following purposes: Educational, Environmental, Scientific, Religious, Literary, or Charitable. At the present time no scholarships or grants are given to any individual person or

**SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2009
Grants and Contributions Paid During the Year or Approved for Future Payment**

<u>NAME ADDRESS</u>	<u>RELATIONSHIP</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
826 Valencia San Francisco, California	N/A	501(c)(3)	Charitable	500 00
ACCION New Mexico Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	100 00
Agricultural Watershed Institute Decatur, Illinois	N/A	501(c)(3)	Environmental	35,000 00
AIGC / College Horizons Albuquerque, New Mexico	N/A	501(c)(3)	Education	10,000 00
Albuquerque Academy Albuquerque, New Mexico	N/A	501(c)(3)	Education	5,000 00
Albuquerque Community Foundation Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	50,100 00
Albuquerque Youth Symphony Program, Inc Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	8,116 00
Aldrich Contemporary Art Museum Ridgefield, Connecticut	N/A	501(c)(3)	Charitable	1,300 00
All Saints Episcopal Day School Carmel, California	N/A	501(c)(3)	Education	2,000 00
American Hospital of Paris Foundation New York, New York	N/A	501(c)(3)	Medical	2,500 00
American Red Cross IL Capital Area Chap Springfield, Illinois	N/A	501(c)(3)	Medical	7,400 00
Amigos Bravos Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	3,616 00
Amnesty International USA, Inc. New York, New York	N/A	501(c)(3)	Charitable	500 00
Anderson-Abruzzo Intl Balloon Museum Fndn Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	50 00
ASAP/After School Activities Partnerships Philadelphia, Pennsylvania	N/A	501(c)(3)	Education	1,000 00
Ashville Free Library Ashville, New York	N/A	501(c)(3)	Education	1,000 00
Audubon Canyon Ranch Stinson Beach, California	N/A	501(c)(3)	Charitable	300 00
Baby TALK Decatur, Illinois	N/A	501(c)(3)	Charitable	15,000 00
Ballard Nature Center Foundation Altamont, Illinois	N/A	501(c)(3)	Environmental	2,000 00

**SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2009
Grants and Contributions Paid During the Year or Approved for Future Payment**

<u>NAME ADDRESS</u>	<u>RELATIONSHIP</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Bard College Annandale-on-Hudson, New York	N/A	501(c)(3)	Education	500 00
Berea College Berea, Kentucky	N/A	501(c)(3)	Education	1,000 00
Big Brothers Big Sisters IL Capital Reg Springfield, Illinois	N/A	501(c)(3)	Charitable	5,747.00
Blue Planet Fun Foundation Redwood City, California	N/A	501(c)(3)	Charitable	700 00
Bosque School Albuquerque, New Mexico	N/A	501(c)(3)	Education	500 00
Bread for the Journey Mill Valley, California	N/A	501(c)(3)	Charitable	250 00
Camp Care-A-Lot Springfield, Illinois	N/A	501(c)(3)	Charitable	10,000 00
Capital Humane Society Lincoln, Nebraska	N/A	501(c)(3)	Charitable	5,000 00
Carmel Bach Festival, Inc Carmel, California	N/A	501(c)(3)	Charitable	500.00
CASA of Champaign County Urbana, Illinois	N/A	501(c)(3)	Charitable	1,400 00
Central Illinois Organizing Project Bloomington, Illinois	N/A	501(c)(3)	Charitable	1,500.00
Champaign Co Health Care Consumers Champaign, Illinois	N/A	501(c)(3)	Medical	1,000 00
Champaign Urbana Theatre Company Urbana, Illinois	N/A	501(c)(3)	Charitable	800 00
Charleston Transitional Facility Charleston, Illinois	N/A	501(c)(3)	Charitable	70 00
Chautauqua Lake Association Lakewood, New York	N/A	501(c)(3)	Environmental	1,000.00
Chautauqua Striders Youth Dev Coalition Lakewood, New York	N/A	501(c)(3)	Charitable	8,116 00
Chautauqua Watershed Conservancy Lakewood, New York	N/A	501(c)(3)	Environmental	2,000 00
Chicago Community Trust Chicago, Illinois	N/A	501(c)(3)	Charitable	15,000 00
Children's Advocacy Centers of Illinois Springfield, Illinois	N/A	501(c)(3)	Charitable	1,500 00

**SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2009**

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

<u>NAME ADDRESS</u>	<u>RELATIONSHIP</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Children's Museum of Illinois Decatur, Illinois	N/A	501(c)(3)	Charitable	1,500.00
Children's Scholarship Fund Philadelphia Philadelphia, Pennsylvania	N/A	501(c)(3)	Education	250.00
Choral Singers of Marin Mill Valley, California	N/A	501(c)(3)	Charitable	300 00
City of Mattoon Mattoon, Illinois	N/A	501(c)(3)	Charitable	11,300.00
Cloud Forest School Foundation Sewanee, Tennessee	N/A	501(c)(3)	Education	2,000 00
Coles Community Health Program Charleston, Illinois	N/A	501(c)(3)	Medical	5,000.00
Coles County Meth Awareness Coalition Charleston, Illinois	N/A	501(c)(3)	Charitable	1,500.00
Community Action, Inc Haverhill, Massachusetts	N/A	501(c)(3)	Education	1,000 00
Community Fndn of Decatur/Macon Co Decatur, Illinois	N/A	501(c)(3)	Chantable	1,500 00
Community Hospital Foundation Monterey, California	N/A	501(c)(3)	Medical	10,000.00
Compassion and Choices Denver, Colorado	N/A	501(c)(3)	Chantable	250 00
Concord Academy Concord, Massachusetts	N/A	501(c)(3)	Educaiton	5,000.00
Cradles to Crayons Philadelphia Philadelphia, Pennsylvania	N/A	501(c)(3)	Education	250 00
Crossroad of Life Community Church Rantoul, Illinois	N/A	501(c)(3)	Chantable	10,000.00
Dismas, Inc Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	250.00
Doctors Without Borders New York, New York	N/A	501(c)(3)	Medical	1,000.00
Dominican University River Forest, Illinois	N/A	501(c)(3)	Education	500.00
East Central IL Development Corporation Mattoon, Illinois	N/A	501(c)(3)	Charitable	1,500.00
Eastern Illinois Foodbank, Inc. Urbana, Illinois	N/A	501(c)(3)	Chantable	25,000.00

**SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2009
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<u>NAME ADDRESS</u>	<u>RELATIONSHIP</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Eastern Illinois University Foundation Charleston, Illinois	N/A	501(c)(3)	Education	200,000.00
Effingham County Community Foundation Effingham, Illinois	N/A	501(c)(3)	Charitable	25,000.00
Effingham County Humane Society Effingham, Illinois	N/A	501(c)(3)	Charitable	1,200.00
EIU Foundation/Business Solutions Center Charleston, Illinois	N/A	501(c)(3)	Education	17,750 00
El Rancho De Las Golondrinas Santa Fe, New Mexico	N/A	501(c)(3)	Charitable	100.00
Embarrass River Management Association Toledo, Illinois	N/A	501(c)(3)	Environmental	18,000 00
EngenderHealth, Inc. New York, New York	N/A	501(c)(3)	Charitable	3,000 00
Environmental Education Assoc of IL Urbana, Illinois	N/A	501(c)(3)	Environmental	5,000.00
Environmental Law & Policy Center Chicago, Illinois	N/A	501(c)(3)	Environmental	50,000 00
Episcopal Community Services Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	500.00
Faith In Place Chicago, Illinois	N/A	501(c)(3)	Charitable	15,000 00
Family Advocacy in Champaign County Savoy, Illinois	N/A	501(c)(3)	Charitable	10,000 00
Family ReEntry Norwalk, Connecticut	N/A	501(c)(3)	Charitable	2,500.00
FINCA International, Inc Washington, D C.	N/A	501(c)(3)	Charitable	250 00
Fine Arts Museum of San Francisco San Francisco	N/A	501(c)(3)	Charitable	2,000.00
Friends of the Oak Park Public Library Oak Park, Illinois	N/A	501(c)(3)	Education	1,000 00
Gads Hill Center Chicago, Illinois	N/A	501(c)(3)	Charitable	1,000 00
Georgetown University Washington, D.C	N/A	501(c)(3)	Education	250.00
Girl Scouts of Central IL -Decatur Region Decatur, Illinois	N/A	501(c)(3)	Charitable	1,000 00

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<u>NAME ADDRESS</u>	<u>RELATIONSHIP</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Girl's LEAP Self-Defense, Inc Boston, Massachusetts	N/A	501(c)(3)	Charitable	160 00
Glide Foundation San Francisco, California	N/A	501(c)(3)	Charitable	1,000 00
Global AIDS Interfaith Alliance San Francisco, California	N/A	501(c)(3)	Charitable	2,000.00
Global Fund for Women San Francisco, California	N/A	501(c)(3)	Charitable	1,000 00
Green America Washington, D.C	N/A	501(c)(3)	Environmental	2,000.00
Greenpeace Washington, D C	N/A	501(c)(3)	Environmental	500 00
Guide Dogs for the Blind San Rafael, California	N/A	501(c)(3)	Charitable	500.00
Gulf Stream School Gulf Stream, Florida	N/A	501(c)(3)	Education	11,000.00
Habitat For Humanity of Sangamon Co Springfield, Illinois	N/A	501(c)(3)	Charitable	1,500.00
Harborlight Montessori School Beverly, Massachusetts	N/A	501(c)(3)	Educaiton	3,000.00
Harvard University Boston, Massachusetts	N/A	501(c)(3)	Education	500,000.00
Healthy Schools Campaign Evanston, Illinois	N/A	501(c)(3)	Education	76,000.00
Heifer International Little Rock, Arkansas	N/A	501(c)(3)	Charitable	90 00
Helen Matthes Library Effingham, Illinois	N/A	501(c)(3)	Education	7,100 00
Hephzibah Children's Association Oak Park, Illinois	N/A	501(c)(3)	Charitable	1,000.00
Historic St Peter's Church Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	250 00
Hope-Howse International, Inc. Atlanta, Georgia	N/A	501(c)(3)	Charitable	500 00
Human Rights Watch New York, New York	N/A	501(c)(3)	Charitable	1,000.00
Illinois Stewardship Alliance Rochester, Illinois	N/A	501(c)(3)	Environmental	35,000.00

**SUPPLEMENTARY STATEMENT
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<u>NAME ADDRESS</u>	<u>RELATIONSHIP</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Kentfield Schools Foundation Kentfield, California	N/A	501(c)(3)	Education	15,000.00
Lake Land College Mattoon, Illinois	N/A	501(c)(3)	Education	94,175 00
Lantana Public Library Lantana, Florida	N/A	501(c)(3)	Education	1,000.00
Lark Theater Larkspur, California	N/A	501(c)(3)	Charitable	500 00
Latinos Progresando Chicago, Illinois	N/A	501(c)(3)	Education	10,000 00
LifeLinks Mattoon, Illinois	N/A	501(c)(3)	Charitable	699 00
Macon Co 4-H & Extension Foundation Decatur, Illinois	N/A	501(c)(3)	Education	8,500 00
Manzano Day School Albuquerque, New Mexico	N/A	501(c)(3)	Education	500.00
Marin Academy Rafael, California	N/A	501(c)(3)	Education	300 00
Marin Agricultural Land Trust Point Reyes Station, California	N/A	501(c)(3)	Environmental	500 00
Marin Community Food Bank Novato, California	N/A	501(c)(3)	Charitable	1,000 00
Marin Education Fund San Rafael, California	N/A	501(c)(3)	Education	500.00
Marin Senior Coordinating Council, Inc. San Rafael, California	N/A	501(c)(3)	Charitable	500 00
Marlborough School Los Angeles, California	N/A	501(c)(3)	Education	300.00
Mattoon Area Community Foundation Mattoon, Illinois	N/A	501(c)(3)	Charitable	516,700 00
Mattoon Area Family YMCA Mattoon, Illinois	N/A	501(c)(3)	Charitable	100,000.00
Mattoon Area P.A D S. Mattoon, Illinois	N/A	501(c)(3)	Charitable	50.00
Mattoon Public Library Mattoon, Illinois	N/A	501(c)(3)	Education	1,500 00
Mattoon School District Mattoon, Illinois	N/A	501(c)(3)	Education	107,032.34

**SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2009**

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<u>NAME ADDRESS</u>	<u>RELATIONSHIP</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Medical Benevolence Foundation Houston, Texas	N/A	501(c)(3)	Medical	180.00
Mid-Illinois Big Brothers Big Sisters Mattoon, Illinois	N/A	501(c)(3)	Charitable	14,060 00
Mill Valley Streamkeepers Mill Valley, California	N/A	501(c)(3)	Environmental	100 00
Mt Tamalpais Interpretive Association San Rafael, California	N/A	501(c)(3)	Charitable	500 00
Mural Arts Advocates Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	1,000 00
Murder Victims' Families for Human Rights Cambridge, Massachusetts	N/A	501(c)(3)	Charitable	100 00
Murder Victims' Families for Reconciliation Washington, D C	N/A	501(c)(3)	Charitable	100.00
Museum of New Mexico Foundation Santa Fe, New Mexico	N/A	501(c)(3)	Charitable	2,000 00
N A L L Art Foundation Fairhope, Alabama	N/A	501(c)(3)	Charitable	5,000.00
NARAL Pro Choice America Foundation Washington, D C	N/A	501(c)(3)	Charitable	1,000 00
National Organization for Women Washington, D C	N/A	501(c)(3)	Charitable	250 00
National Trust for Historic Preservation Fort Worth, Texas	N/A	501(c)(3)	Charitable	2,500.00
Native American Rights Fund Boulder, Colorado	N/A	501(c)(3)	Charitable	1,000.00
Natural Resources Defense Council San Francisco, California	N/A	501(c)(3)	Environmental	2,000.00
Need In Deed Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	11,210.00
Nepalese Youth Opportunity Foundation Sausalito, California	N/A	501(c)(3)	Charitable	7,100.00
New Canaan Country School New Canaan, Connecticut	N/A	501(c)(3)	Education	2,000 00
New Canaan Historical Society New Canaan, Connecticut	N/A	501(c)(3)	Charitable	2,500 00
New Mexico Wilderness Alliance Albuquerque, New Mexico	N/A	501(c)(3)	Environmental	100.00

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<u>NAME ADDRESS</u>	<u>RELATIONSHIP</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Northern California Public Broadcasting San Francisco, California	N/A	501(c)(3)	Charitable	2,000.00
Nuclear Policy Research Institute Washington, D C	N/A	501(c)(3)	Environmental	1,000.00
Oak Park & River Forest Children's Chorus Oak Park, Illinois	N/A	501(c)(3)	Charitable	6,310 00
Oak Park River Forest Comm Congregations Oak Park, Illinois	N/A	501(c)(3)	Charitable	1,000 00
Oak Park-River Forest Community Fndn Oak Park, Illinois	N/A	501(c)(3)	Charitable	2,500 00
Oasis for Girls San Francisco, California	N/A	501(c)(3)	Charitable	500 00
One Laptop Per Child Association, Inc Cambridge, Massachusetts	N/A	501(c)(3)	Education	100 00
Orpheum Children's Science Museum Champaign, Illinois	N/A	501(c)(3)	Education	1,500 00
Pacific Repertory Theatre Carmel, CA	N/A	501(c)(3)	Charitable	1,000 00
Palm Beach Day Academy Palm Beach, Florida	N/A	501(c)(3)	Education	1,000 00
Pana CUSD #8 Pana, Illinois	N/A	501(c)(3)	Education	159 90
Pesticide Action Network San Francisco, California	N/A	501(c)(3)	Environmental	300.00
Pesticide Action Network North America San Francisco, California	N/A	501(c)(3)	Environmental	1,000 00
Phillips Academy Andover, Massachusetts	N/A	501(c)(3)	Education	6,350.00
Pilgrim School Los Angeles, California	N/A	501(c)(3)	Education	800 00
Plan USA Washington, D C.	N/A	501(c)(3)	Charitable	500.00
Planned Parenthood Federation of America New York, New York	N/A	501(c)(3)	Charitable	500 00
Planned Parenthood Mar Monte, Inc Salinas, California	N/A	501(c)(3)	Charitable	3,500.00
Ploughshares Fund San Francisco, California	N/A	501(c)(3)	Environmental	1,000.00

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Polaris Project Washington, D C	N/A	501(c)(3)	Charitable	6,250 00
Positive Futures Network Bainbridge Island, Washington	N/A	501(c)(3)	Environmental	250.00
Prairie Rivers Network Champaign, Illinois	N/A	501(c)(3)	Environmental	40,350 00
Presidio Performing Arts Foundation San Francisco, California	N/A	501(c)(3)	Charitable	10,000 00
Project Harambee Berwyn, Illinois	N/A	501(c)(3)	Charitable	1,000 00
Project Open Hand San Francisco, California	N/A	501(c)(3)	Charitable	500 00
Ridgefield Academy Ridgefield, Connecticut	N/A	501(c)(3)	Education	6,000.00
Ridgefield Operation for Animal Rescue Ridgefield, Illinois	N/A	501(c)(3)	Charitable	100 00
RMHC of Central Illinois Springfield, Illinois	N/A	501(c)(3)	Charitable	1,500 00
Saint Mary-of-the-Woods College Saint Mary-of-the-Woods, Indiana	N/A	501(c)(3)	Education	400 00
Samuel S Fleisher Art Memorial, Inc Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	250 00
San Francisco Night Ministry San Francisco, New Mexico	N/A	501(c)(3)	Charitable	550.00
San Francisco Symphony San Francisco, New Mexico	N/A	501(c)(3)	Charitable	15,000.00
Sandia Preparatory School Albuquerque, New Mexico	N/A	501(c)(3)	Education	4,750 00
Sangamon Co Community Foundation Springfield, Illinois	N/A	501(c)(3)	Charitable	729.60
Santa Fe Opera Santa Fe, New Mexico	N/A	501(c)(3)	Charitable	2,000.00
Save The Bay Oakland, California	N/A	501(c)(3)	Environmental	250 00
School Year Abroad Lawrence, Massachusetts	N/A	501(c)(3)	Education	1,100.00
Senior Citizens of Christian County Taylorville, Illinois	N/A	501(c)(3)	Charitable	3,000.00

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Seven Generations Ahead Oak Park, Illinois	N/A	501(c)(3)	Environmental	25,000 00
Shelbyville Community Unit School Dist 4 Shelbyville, Illinois	N/A	501(c)(3)	Education	594 05
Silvermine Guild Arts Center New Canaan, Connecticut	N/A	501(c)(3)	Charitable	4,200 00
Smith College Northampton, Massachusetts	N/A	501(c)(3)	Education	500 00
Smithsonian Institution Washington, D C	N/A	501(c)(3)	Charitable	2,500 00
Southeastern IL Community Foundation Mattoon, Illinois	N/A	501(c)(3)	Charitable	732.00
Southern Poverty Law Center Montgomery, Alabama	N/A	501(c)(3)	Charitable	500 00
Southwest Creations Collaborative Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	100 00
SPCA of Monterey County Monterey, California	N/A	501(c)(3)	Charitable	13,500.00
Springside School Philadelphia, Pennsylvania	N/A	501(c)(3)	Education	3,500.00
St. Andrews School Boca Raton, Florida	N/A	501(c)(3)	Education	5,000 00
St Anthony Memorial Hospital Effingham, Illinois	N/A	501(c)(3)	Medical	25,000.00
St. John's Preparatory School Danvers, Massachusetts	N/A	501(c)(3)	Education	5,500 00
St. Mary School Mattoon, Illinois	N/A	501(c)(3)	Education	50.00
St Peter's Church Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	250.00
St. Peter's School Philadelphia, Pennsylvania	N/A	501(c)(3)	Education	2,000.00
Students Rising Above San Francisco, California	N/A	501(c)(3)	Education	5,000.00
Suffield Academy Suffield, Connecticut	N/A	501(c)(3)	Education	1,000 00
Sustain/FamilyFarmed org Oak Park, Illinois	N/A	501(c)(3)	Environmental	30,000 00

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Sustainable Cambodia, Inc. Gainesville, Florida	N/A	501(c)(3)	Charitable	140 00
Texas A&M University-Kingsville Kingsville, Texas	N/A	501(c)(3)	Education	1,000 00
The Bay School of San Francisco San Francisco, California	N/A	501(c)(3)	Education	300 00
The Big Sur Land Trust Carmel, California	N/A	501(c)(3)	Enviornmental	10,000.00
The Colorado Springs School Colorado Springs, Colorado	N/A	501(c)(3)	Education	500 00
The Devon Horse Show Foundation Devon, Pennsylvania	N/A	501(c)(3)	Charitable	960 00
The Doe Fund Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	250 00
The Glide Foundation San Francisco, California	N/A	501(c)(3)	Charitable	1,000 00
The Land Institute Salina, Kansas	N/A	501(c)(3)	Environmental	100,000.00
The Lionheart Foundation Boston, Massachusetts	N/A	501(c)(3)	Charitable	2,100.00
The Little Theatre on the Square Sullivan, Illinois	N/A	501(c)(3)	Chantable	10,000.00
The Partners of '63 New York, New York	N/A	501(c)(3)	Education	50,000.00
The Philadelphia Foundation Philadelphia, Pennsylvania	N/A	501(c)(3)	Chantable	3,943.00
The Quivera Coalition Santa Fe, New Mexico	N/A	501(c)(3)	Chantable	200.00
The Rotary Foundation of Rotary Int'l Evanston, Illinois	N/A	501(c)(3)	Chantable	100.00
The Wetlands Initiative Chicago, Illinois	N/A	501(c)(3)	Environmental	15,000.00
Theatre Artists of Marin Mill Valley, California	N/A	501(c)(3)	Chantable	500 00
Thomas Jefferson University Hospitals Inc Philadelphia, Pennsylvania	N/A	501(c)(3)	Medical	500 00
Tostan, Inc. Washington, D.C.	N/A	501(c)(3)	Chantable	350.00

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Tricklock Repertory Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	8,000 00
U of I Extension - Effingham County Effingham, Illinois	N/A	501(c)(3)	Education	2,000 00
Union Catholic High School Scotch Plains, New Jersey	N/A	501(c)(3)	Education	100 00
United Religions Initiative San Francisco, California	N/A	501(c)(3)	Charitable	500 00
United States Equestrian Federation Lexington, Kentucky	N/A	501(c)(3)	Charitable	5,000 00
United Way of Coles County Mattoon, Illinois	N/A	501(c)(3)	Charitable	5,569 00
United Way of Decatur & Mid Illinois Decatur, Illinois	N/A	501(c)(3)	Charitable	100 00
University of Illinois Champaign, Illinois	N/A	501(c)(3)	Education	1,000 00
University of Illinois Foundation Champaign, Illinois	N/A	501(c)(3)	Education	16,000 00
University of Pennsylvania Medical School Philadelphia, Pennsylvania	N/A	501(c)(3)	Education	250 00
University of Wisconsin Foundation Madison, Wisconsin	N/A	501(c)(3)	Environmental	2,000 00
University School Chagrin Falls, Ohio	N/A	501(c)(3)	Education	1,000 00
USC School of Cinematic Arts Los Angeles, California	N/A	501(c)(3)	Education	1,000 00
Vermilion County Rape Crisis Center Tilton, Illinois	N/A	501(c)(3)	Charitable	1,500.00
VH1 Save the Music Foundation New York, New York	N/A	501(c)(3)	Charitable	150 00
Wellesley Center for Women Wellesley, Massachusetts	N/A	501(c)(3)	Education	34,050.00
Westover School Middlebury, Connecticut	N/A	501(c)(3)	Education	1,000 00
Witt Memorial Library Witt, Illinois	N/A	501(c)(3)	Education	500 00
Woodcock Nature Center Wilton, Connecticut	N/A	501(c)(3)	Environmental	500 00

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Working Classroom Albuquerque, New Mexico	N/A	501(c)(3)	Education	4,700 00
Yale University New Haven, Connecticut	N/A	501(c)(3)	Education	100 00
YMCA of the University of Illinois Champaign, Illinois	N/A	501(c)(3)	Charitable	775 00
Young Imaginations San Rafael, California	N/A	501(c)(3)	Charitable	13,316.00
Youth Music Monterey Monterey, California	N/A	501(c)(3)	Charitable	1,000 00
				<u>2,735,649 89</u>

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE LUMPKIN FAMILY FOUNDATION**

Article 1

The corporation was incorporated on June 27, 1953 under the name THE LUMPKIN FOUNDATION. By amendment to the Articles of Incorporation effective on July 17, 2001, the corporation subsequently adopted the name THE LUMPKIN FAMILY FOUNDATION.

Article 2

The name and address of the registered agent and registered office on the date of filing of these restated articles are as follows:

Registered Agent: David R. Hodgman

Registered Office: 233 S. Wacker Drive, 7200 Sears Tower, Chicago, IL 60606-6403.

Article 3 (Amended)

The corporation is organized exclusively for religious, charitable, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and the organization and operation of activities to further the exempt purposes of the corporation.

This corporation is not a Condominium Association as established under the Condominium Property Act.

This corporation is not a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954.

This corporation is not a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the Code of Civil Procedure.

Article 4 (Amended)

A. The corporation is intended to qualify as an organization described in Code Section 501(c)(3). No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and reasonable reimbursement for expenses and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation described in, and exempt from federal income tax under, Code Section 501(c)(3) or by a corporation, contributions to which are deductible under Code Section 170(c)(2). During any period that the corporation is determined to be a private foundation, as defined in Code Section 509, the corporation shall not (i) engage in any act of self-dealing as defined in Code Section 4941(d), (ii) retain any excess business holdings as defined in Code Section 4943(c) which would be subject to tax under Code Section 4943, (iii) make any investments which would subject the corporation to tax under Code Section 4944, or (iv) make any taxable expenditures as defined in Code Section 4945(d), and it shall distribute foundation income and, to the extent income is not sufficient, principal for each taxable year at such time and in such manner as not to subject the corporation to tax on undistributed income under Code Section 4942.

D. Upon the dissolution of the corporation, it shall, after paying or making provision for the payment of all of its liabilities, dispose of all of its assets exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific, or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.

Article 5 (Amended)

The Bylaws of the corporation may contain provisions governing the establishment of funds in addition to the general funds of the corporation, including provisions for the allocation of contributions among such funds and the establishment of individuals, boards or committees separate from the Board of Trustees, each of which shall be associated with one or more such separate funds and which shall have authority, to the exclusion of the Board of Trustees, to determine the recipients and the amounts of all grants funded by, and shall direct the investment of, such fund or funds. Notwithstanding the foregoing, the Bylaws may contain provisions, including the allocation of reasonable powers to the Board of Trustees, to insure that all of the grantmaking and investment functions of the corporation are appropriately carried out and coordinated so as to insure compliance by the corporation with applicable state and federal laws and regulations.

ARTICLES OF AMENDMENT
RESTATED ARTICLES
OF INCORPORATION

General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832
www.cyberdriveillinois.com

FILED
OCT 5 - 2009

JESSE WHITE
SECRETARY OF STATE

Remit payment in the form of a
check or money order payable
to the Secretary of State.



Doc#: 0929244028 Fee: \$42.00
Eugene "Gene" Moore
Cook County Recorder of Deeds
Date: 10/19/2009 12:07 PM Pg: 1 of 4

File # 33858647 Filing Fee: \$100.00 Approved: 
Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. Corporate name (Note 1): The Lumpkin Family Foundation

2. Manner of adoption of amendment:
The following amendment to the Articles of Incorporation was adopted on September 20, 2009 in the manner
indicated below (Check one only):
(Month, Day & Year)

- ☒ By affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (Note 2)
- ☐ By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45 (Note 3)
- ☐ By members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation or the bylaws, in accordance with Section 110.20. (Note 4)
- ☐ By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20. (Note 5)

3(a). List all provisions of the restated articles of incorporation that amend the existing articles of incorporation. (Attach additional pages if extra space is needed.)

Article 3
Article 4
Article 5

3(b). Text of the Restated Articles of Incorporation (Note 6)
(Attach additional pages if extra space is needed.)

See attachment

4. The undersigned corporation has caused these articles to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated

SEPTEMBER 21 2009
(Month & Day) (Year)

The Lumpkin Family Foundation

(Exact Name of Corporation)

Steven L. Grissom
(Any Authorized Officer's Signature)

Steven L. Grissom, Secretary

(Print Name and Title)

5. If there are no duly authorized officers, then the persons designated under Section 101.10(b)(2) must sign below and print name and title.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated _____ (Month, Day & Year)

Signature

Print Name and Title

NOTES

Note 1: State the true and exact corporate name as it appears on the records of the Secretary of State, BEFORE any amendment herein reported.

Note 2: Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote pursuant to §110.15

Note 3: Director approval may be (1) by vote at a director's meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

Note 4: All amendments not adopted under Sec. 110.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the members approve the amendment.

Member approval may be (1) by vote at a members meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding members entitled to vote on the amendment, (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote and not less than a majority within each when class voting applies. (Sec. 110.20)

Note 5: When member approval is by written consent, all members must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)

Note 6: The text of the restated articles of incorporation must set forth the following:

- (i) The date of incorporation, the name under which the corporation was incorporated, subsequent names, if any, that the corporation adopted pursuant to amendment of its articles of incorporation, and the effective date of any such amendments;
- (ii) the address of the registered office and the name of the registered agent on the date of filing the restated articles of incorporation.

If the registered agent and/or registered office have changed, it will be necessary to accompany this document with form NFP 105.10.