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Form **990-PF**Department of the Treasury
Internal Revenue Service (77)**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

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 7/28/2009, and ending 12/31/2009

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 Yokota Foundation		A Employer identification number 27-0602001
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (800) 839-1754
	City or town, state, and ZIP code Wilmington DE 19809-1377		C If exemption application is pending, check here ☐
	H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		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 ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 6,141,259		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	6,000,000			
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	305	305		
4 Dividends and interest from securities	31,074	31,074		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	10,042			
b Gross sales price for all assets on line 6a 234,716				
7 Capital gain net income (from Part IV, line 2)		10,042		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	6,041,421	41,421		
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	11,399			11,399
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	8,560	8,560		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	60	60		
19 Depreciation (attach schedule) and depletion				
20 Occasional travel, conferences, and meetings				
21 Printing and publication expenses				
22 Other expenses (attach schedule)	761	11		750
23 Total operating and administrative expenses. Add lines 13 through 23	20,780	8,631		12,149
24 Contributions, gifts, grants paid				
25 Total expenses and disbursements. Add lines 24 and 25	20,780	8,631		12,149
26 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	6,020,641			
b Net investment income (if negative, enter -0-)		32,790		
c Adjusted net income (if negative, enter -0-)				

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

(HTA)

Form **990-PF** (2009)

Glb

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments		469,748	469,748
	3	Accounts receivable ▶ 4,647			
		Less allowance for doubtful accounts ▶		4,647	4,647
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)		1,124,656	1,142,254
	b	Investments—corporate stock (attach schedule)		3,401,019	3,508,142
	c	Investments—corporate bonds (attach schedule)		1,020,571	1,016,468
Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		6,020,641	6,141,259
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶			
	23	Total liabilities (add lines 17 through 22)	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			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds		6,020,641	
	30	Total net assets or fund balances (see page 17 of the instructions)	0	6,020,641	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	0	6,020,641	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	0
2	Enter amount from Part I, line 27a	2	6,020,641
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	6,020,641
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,020,641

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				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 234,716		224,674	10,042	
b				
c				
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				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	10,042
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8			3	

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

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

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

N/A - 1ST YEAR

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008			0.000000
2007			0.000000
2006			0.000000
2005			0.000000
2004			0.000000

2 Total of line 1, column (d)	2	0.000000
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.000000
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	0
5 Multiply line 4 by line 3	5	0
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	0
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	0

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

1 a 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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	656
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	656
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	656
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	0	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	586	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	586	
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	70	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ Refunded ☐	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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</i>		X
c 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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ DE _____		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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 on page 27)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **▶** _____

14 The books are in care of **▶** c/o Foundation Source Telephone no **▶** (800) 839-1754
 Located at **▶** 501 Silverside Road, Suite 123, Wilmington, DE ZIP+4 **▶** 19809-1377

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	N/A
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? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?**5b**

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b**

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?**7b**

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

Amount

1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,663,728
b	Average of monthly cash balances	1b	1,347,742
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	5,011,470
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,011,470
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	75,172
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,936,298
6	Minimum investment return. Enter 5% of line 5. MIR PRORATED - SHORT TAX YEAR	6	106,165

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	106,165
2a	Tax on investment income for 2009 from Part VI, line 5	2a	656
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	656
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	105,509
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	105,509
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	105,509

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	12,149
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	0
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	12,149
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	12,149

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				105,509
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0	
b Total for prior years 20____, 20____, 20____		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 ▶ \$ 12,149				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				12,149
e Remaining amount distributed out of corpus	0			
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	0			
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				93,360
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2005	0			
b Excess from 2006	0			
c Excess from 2007	0			
d Excess from 2008	0			
e Excess from 2009	0			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Total			▶ 3a	0
b Approved for future payment				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	305	
4 Dividends and interest from securities			14	31,074	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	10,042	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0		41,421	0
13 Total. Add line 12, columns (b), (d), and (e)				13	41,421

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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 | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | | | X |
| (2) Other assets | | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | | X |
| (3) Rental of facilities, equipment, or other assets | | | X |
| (4) Reimbursement arrangements | | | X |
| (5) Loans or loan guarantees | | | X |
| (6) Performance of services or membership or fundraising solicitations | | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[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
- b** If "Yes," complete the following schedule

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

Robert C. Iniechi
Signature of officer or trustee

Date 7/30/2010

President
Title

Sign Here

Paid Preparer's Use Only	(b)(4) ☐	(b)(7)(C) ☐
	(b)(7)(D) ☐	(b)(7)(F) ☐

Preparer's signature  Jeffrey D. Haskell

Date

7/26/2010

Check if self-employed ☐

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

Firm's name (or yours if self-employed), address, and ZIP code **FOUNDATION SOURCE**
55 WALLS DRIVE, FAIRFIELD, CT 06824

EIN ▶
Phone no. (800) 839-1754

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

Employer identification number

Yokota Foundation

27-0602001

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 foundation

Check 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).

Name of organization
Yokota Foundation

Employer identification number
27-0602001

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Warren, John R 1209 Natalyns Trace Lebanon IL 62254 Foreign State or Province Foreign Country	\$ 3,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	Wniecki, Robert C 1602 W. 161st Street Westfield IN 46074 Foreign State or Province Foreign Country	\$ 3,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
5	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
6	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Form 990-PF, Part I, Line 16a - Legal Fees

TOTAL:		11,399	0	0	11,399
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	General governance matters and counseling	11,399	0		11,399
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 16c - Other Professional Fees

TOTAL:		8,560	8,560	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Investment Management Services	8,560	8,560		0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 18 - Taxes

TOTAL:					60	60	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Foreign Tax Paid	60	60		0			
2								
3								
4								
5								
6								
7								
8								
9								
10								

Form 990-PF, Part I, Line 23 - Other Expenses

TOTAL:					761	11	0	750
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Bank Charge	11	11	0	0			0
2	IRS Application Fee	750	0		750			
3								
4								
5								
6								
7								
8								
9								
10								

Form 990-PF, Part II, Line 10a - Investments: US & State Government Obligations

TOTAL:				1,101,529	1,124,656	1,142,254
	Description/Symbol/CUSIP Number	Shares	Line 10a - Column (b) Book Value	Line 10a - Column (c) Fair Market Value		
1	FHLB - 1.875% - 06/20/2012 (3133XTS49)	35,000	35,072	35,241		
2	FHLB - 3.375% - 10/20/2010 (3133XST3)	25,000	25,783	25,555		
3	FHLB - 4.750% - 12/16/2016 (3133XHZK1)	35,000	37,718	37,548		
4	FHLB CONS BD - 5.000% - 11/17/2017 (3133XMQ87)	35,000	37,760	37,753		
5	FHLMC - 1.625% - 04/26/2011 (3137EABZ1)	35,000	35,321	35,372		
6	FHLMC - 3.000% - 07/28/2014 (3137EACD9)	35,000	35,185	35,470		
7	FHLMC - 3.750% - 03/27/2019 (3137EACA5)	35,000	34,589	34,295		
8	FNMA - 2.875% - 12/11/2013 (31398AUJ9)	45,000	45,589	45,900		
9	FNMA - 4.375% - 10/15/2015 (31359MZC0)	45,000	47,501	47,869		
10	US T BOND - 2.000% - 02/28/2010 (UST2.0-2/28/2010)	40,000	40,356	40,114		
11	US T NOTE - 2.000% - 09/30/2010 (912828JL5)	40,000	40,666	40,488		
12	US TIPS NOTE - 2.000% - 04/15/2012 (912828GN4)	79,703	81,666	83,389		
13	US TIPS NOTE - 1.875% - 07/15/2019 (912828LA6)	70,664	72,914	73,347		
14	US TIPS NOTE - 2.000% - 01/15/2016 (912828ET3)	67,374	68,814	71,148		
15	US TIPS NOTE - 2.000% - 07/15/2014 (912828CP3)	67,509	68,999	71,518		
16	US TIPS NOTE - 2.375% - 01/15/2017 (912828GD6)	66,310	69,364	71,620		
17	US TIPS NOTE - 2.375% - 04/15/2011 (912828FB1)	67,371	69,056	69,529		
18	US TIPS NTS 0.875% 04/15/2010 (912828CZ1)	69,448	69,394	69,741		
19	US TIPS NTS 1.625% 01/15/2015 (912828DH0)	70,032	70,142	72,833		
20	US TIPS NTS 1.625% 01/15/2018 (912828HN3)	70,007	69,414	71,790		
21	US TIPS NTS 1.875% 07/15/2013 (912828BD1)	68,111	69,353	71,734		

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:		3,401,019		3,508,142	
	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value			
1	3M Co (MMM)	5	387	412			
2	A B ELECTRLX S ADR# (ELUXY PK)	36	1,708	1,682			
3	ABB LTD (ABB)	27	541	515			
4	Abbott Labs (ABT)	168	8,171	9,070			
5	ACCENTURE PLC (ACN)	49	1,779	2,033			
6	ACOM CO LTD SP ADR (ACMUY PK)	388	1,675	1,520			
7	ACUITY BRANDS INC (AYI)	4	129	142			
8	Advance America, Cash Advance Centers Inc. (AEA)	371	2,232	2,062			
9	ADVANCE AUTO PARTS INC (AAP)	35	1,446	1,416			
10	AECOM TECHNOLOGY CORPORATION (ACM)	18	498	494			
11	AES CORP (AES)	105	1,516	1,397			
12	Aetna Inc New (AET)	37	1,099	1,172			
13	AGCO CP (AGCO)	11	325	356			
14	Air France (AFLYY.PK)	126	2,082	1,972			
15	AIRGAS INC (ARG)	28	1,350	1,333			
16	ALLEGHANY CP (Y)	4	1,061	1,104			
17	Allergan Inc. (AGN)	8	473	504			
18	Alliant Corp (LNT)	43	1,168	1,301			
19	Allianz SE Adr (AZSEY.PK)	222	2,649	2,764			
20	ALLIED WLD ASSUR CO (AWH)	17	747	783			
21	ALLSTATE CORP (ALL)	74	2,166	2,223			
22	Altria Group Inc (MO)	320	5,929	6,282			
23	Alumina Ltd ADS (AWC)	399	2,462	2,613			
24	Amcor Ltd (AMCRY.PK)	18	355	399			
25	AMDOCS LIMITED (DOX)	266	6,913	7,589			
26	AMER FIN GRP HLD (AFG)	78	1,967	1,946			
27	AMERICAN CAPITAL AGENCY CORP (AGNC)	16	425	425			
28	AMERICAN DENTAL PARTNERS, INC (ADPI)	15	187	193			
29	American Electric Power Inc. (AEP)	61	1,964	2,122			
30	AMERICAN EXPRESS CO (AXP)	164	5,950	6,645			
31	AMERICAN PHYSICIANS CAPITAL, INC. (ACAP)	6	190	182			
32	American Tower Corp Cl A (AMT)	121	4,546	5,228			
33	AMERIPRISE FINANCIAL INC (AMP)	70	2,269	2,717			
34	Amerisourcebergen Corp (ABC)	109	2,563	2,842			
35	AMGEN INC (AMGN)	80	4,792	4,526			
36	AMKOR TECHNOLOGY, INC (AMKR)	123	911	881			
37	AMPHENOL CORP'A' (APH)	66	2,560	3,048			
38	Anadarko Petroleum Corp (APC)	63	3,829	3,932			
39	ANGLO AMERICAN PLC - AMERICAN DEPOSITORY SHARES EX (AAUK)	44	800	954			
40	ANHEUSER BUSCH COS INC (BUD)	96	4,789	4,995			
41	ANIXTER INTL INC (AXE)	47	1,976	2,214			
42	Annaly Mtg Mgmt Inc Com (NLY)	99	1,760	1,718			
43	AOL INC COMMON STOCK (AOL)	4	87	93			
44	APOLLO GROUP INC CL A (APOL)	8	530	485			

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:				Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
	Description/Symbol/CUSIP Number	Shares			
45	APPLE INC (AAPL)	94		17,606	3,508,142
46	Arbitron Inc (ARB)	21		412	19,809
47	ARCHER DANIELS MDLND (ADM)	151		4,487	4,728
48	ARRIS GROUP INC - COMMON STOCK (ARRS)	46		552	526
49	Arrow Electronics Inc. (ARW)	94		2,616	2,783
50	ASHLAND INC. (ASH)	40		1,495	1,585
51	Astoria Finl Corp Com (AF)	14		155	174
52	Astrazeneca (AZN)	323		14,797	15,162
53	AT&T CORP COM NEW (T)	845		22,435	23,685
54	ATLAS AMERICA, INC (ATLS)	28		731	844
55	Atmos Energy Corp (ATO)	19		548	559
56	AU OPTRONICS CORP (AUO)	5		51	60
57	AUSTRALIA & N Z ADS (ANZBY.PK)	21		421	431
58	Avon Products (AVP)	65		2,173	2,048
59	AXA ADS (AXAHY.PK)	56		1,378	1,326
60	AXIS CAPITAL HOLDINGS LTD (AXS)	37		1,134	1,051
61	B M C SOFTWARE (BMC)	28		1,034	1,123
62	BAE SYSTEMS PLC SPIAR (BAESY PK)	27		593	626
63	BALL CP (BLL)	32		1,603	1,654
64	BANCFIRST CORPORATION (BANF)	3		112	111
65	BANCO BILBAO ARG SA (BBVA)	176		3,151	3,175
66	BANCO MACRO BANSUD (BMA)	42		1,185	1,250
67	Banco Santander Cen (STD)	263		4,234	4,324
68	BANCO SANTANDER CHIL ADR (SAN)	88		4,941	5,701
69	BANK OF AMERICA CORP (BAC)	773		12,977	11,641
70	Bank Of Hawaii Corp (BOH)	69		3,196	3,247
71	BARCLAYS PLC ADR (BCS)	97		2,163	1,707
72	Bard C R Inc. (BCR)	18		1,397	1,402
73	BASF AG SPONS ADR (BASFY.PK)	16		998	994
74	Baxter International Inc (BAX)	186		10,529	10,914
75	BENCHMARK ELECTRS INC (BHE)	21		407	397
76	BHP BILLITON LIMITED (BHP)	63		4,315	4,825
77	BHP BILLITON SP ADR (BBL)	13		818	830
78	BIG LOTS INC (EX CONSOLIDATED ST ORES INC) COM (BIG)	81		2,296	2,347
79	Biogen Idec Inc (BIIB)	136		6,737	7,276
80	BIOSCRIP, INC (BIOS)	77		513	644
81	BJ'S WHLSL CLUB INC (BJ)	40		1,358	1,308
82	BLACK DECKER CP (BDK)	10		500	648
83	BLACK HILLS CORP (BKH)	21		553	559
84	BNP PARIBAS SPONS ADR (BNPQY.PK)	77		3,240	3,092
85	Borg Warner Inc (BWA)	15		459	498
86	BOSTON SCIENTIFIC (BSX)	29		331	261
87	BP P L C SPONSORED ADR (BP)	288		16,668	16,695

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:					3,401,019	3,508,142
	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value		
88	Brandywine Rlty Tr (BDN)	83	860	946		
89	BRINK'S HOME SECURITY HOLDINGS INC (CFL)	30	937	979		
90	Brinks Co (BCO)	22	593	535		
91	BRISTOL-MYERS SQUIBB CO (BMY)	173	3,974	4,368		
92	BRITISH AIRWAYS ADR (BAY)	13	424	398		
93	BRITISH AMERICAN TOBACCO PLC (BTI)	48	3,068	3,104		
94	BRITISH SKY BROADCASTING ADR (BSYBY PK)	60	2,177	2,173		
95	Broadcom Corporation (BRCM)	133	3,962	4,186		
96	BT GROUP PLC ADS (BT)	34	756	739		
97	BUCKLE INC (BKE)	7	189	205		
98	BUNGE LTD (BG)	18	1,164	1,149		
99	Burlington Northern Santa Fe (BNI)	18	1,615	1,775		
100	C H Robinson Worldwide Inc. (CHRW)	5	294	294		
101	CA INC (CA)	45	957	1,011		
102	CABLE & WIRELESS-UNSPON ADR (CWPUY)	35	414	400		
103	CABOT CP (CBT)	72	1,534	1,889		
104	CAL DIVE INTL INC (DVR)	89	928	673		
105	CALPINE CORP (CPN)	23	289	253		
106	Canon Inc. (CAJ)	41	1,611	1,735		
107	CAPELLA EDUCATION COMPANY (CPLA)	26	1,780	1,958		
108	CAPITAL ONE FINANCIAL CORP (COF)	164	6,103	6,288		
109	CAPSTEAD MTG CP NEW (CMO)	95	1,347	1,297		
110	Cardinal Health Inc. (CAH)	135	3,949	4,352		
111	CAREER EDUCATION CORPORATION (CECO)	73	1,805	1,702		
112	CAREFUSION CORP (CFN)	23	503	575		
113	CARNIVAL PLC ADS (CUK)	22	754	741		
114	Caterpillar Inc. (CAT)	31	1,775	1,767		
115	CBS CORP CL B (CBS)	16	210	225		
116	Celgene Corp (CELG)	59	3,211	3,285		
117	CENTERPOINT ENERGY (CNP)	158	2,054	2,293		
118	CENTRAL EUROPEAN DISTRIBUTION CORPORATION - COMMON (CEDC)	8	238	227		
119	CENTRAL JAPAN RY CO ADR (CJPRY PK)	57	381	380		
120	Charles Schwab Corp New (SCHW)	188	3,427	3,538		
121	Chesapeake Energy Corporation (CHK)	12	285	311		
122	ChevronTexaco Corp (CVX)	398	29,021	30,642		
123	CHICOS FAS INC (CHS)	28	397	393		
124	CHIMERA INVESTMENT CORP COMMON STOCK (CIM)	264	1,041	1,024		
125	CHIPOLTE MEX GRILL (CMG)	2	184	176		
126	CHIQUITA BRANDS NEW (CQB)	34	533	613		
127	CHOICE HOTELS INTERNATIONAL INC (CHH)	28	872	886		
128	Chubb Corp (CB)	59	2,910	2,902		
129	CISCO SYSTEMS INC (CSCO)	585	13,461	14,005		
130	CITIGROUP INC (C)	612	2,757	2,026		

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:		Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value	3,508,142
	Description/Symbol/CUSIP Number				
131	CLEAR CHANNL OUTDOOR (CCO)	86	786	894	
132	CLP Holdings Ltd (CLPHY.PK)	292	1,979	1,971	
133	CME GROUP, INC (CME)	12	3,638	4,032	
134	CMS ENERGY CP (CMS)	127	1,799	1,989	
135	COACH INC (COH)	118	4,049	4,311	
136	COCA COLA ENTRPR INC (CCE)	214	4,423	4,537	
137	COCA COLA FEMSA SA (KOF)	221	12,499	14,524	
138	COCA-COLA AMATIL LTD ADR (CCLAY.PK)	104	1,903	2,167	
139	COCA-COLA CO (KO)	92	4,876	5,244	
140	COHEN & STEERS INC (CNS)	32	631	731	
141	Colgate-Palmolive Company (CL)	94	7,322	7,722	
142	Columbia Sportswear Co. (COLM)	33	1,295	1,288	
143	Comcast Corp Cl A (CMCSA)	656	10,186	11,060	
144	COMMERCIAL METALS (CMC)	56	983	876	
145	Commerzbank Ag-Spons Adr (CRZBY.PK)	115	1,199	972	
146	COMMSCOPE INC (CTV)	18	523	478	
147	Computer Sciences Corp (CSC)	144	7,595	8,284	
148	COMPUWARE CORPORATION (CPWR)	154	1,124	1,113	
149	COMSTOCK RES INC NEW (CRK)	4	153	162	
150	Conagra Foods Inc (CAG)	103	2,189	2,374	
151	CONOCOPHILLIPS (COP)	437	21,809	22,318	
152	CONS GRAPHICS INC (CGX)	17	411	595	
153	CONSTELLATION ENERGY GROUP INC (CEG)	61	1,936	2,145	
154	Cooper Companies Inc (COO)	16	523	610	
155	CORNING INC (GLW)	390	6,353	7,531	
156	COSTCO WHOLESALE CORP NEW (COST)	74	4,207	4,379	
157	Covanta Holding Corp (CVA)	85	1,491	1,538	
158	COVIDIEN LTD (COV)	100	4,294	4,789	
159	Credit Suisse Group ADR (CS)	70	3,878	3,441	
160	Cross Ctry Healthcare Inc. (CCRN)	16	145	159	
161	CROWN CASTLE INTL (CCI)	166	5,519	6,481	
162	CROWN HOLDINGS INC (CCK)	115	2,983	2,942	
163	CSX CORP (CSX)	17	766	824	
164	DAIMLERCHRYSLER AG (DDAIF PK)	30	1,529	1,599	
165	Danaher Corp (DHR)	77	5,237	5,790	
166	DANSKE BK A/S SPONS ADR (DNSKY.PK)	201	2,572	2,271	
167	Darden Restaurants Inc (DRI)	29	988	1,017	
168	DBS GROUP HLDGS SPON ADR (DBSDY.PK)	62	2,424	2,728	
169	DEL MONTE FOODS CO (DLM)	398	4,305	4,513	
170	Delhaize Group Spd Adr (DEG)	73	5,330	5,601	
171	DELL INC (DELL)	234	3,524	3,360	
172	DENSO CORP ADR (DNZOY PK)	23	2,714	2,806	
173	Deutsche Bank AG (DB)	6	431	425	

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TOTAL:				3,401,019	3,508,142
	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value	
174	DEUTSCHE TELE AG ADS (DETEGY.PK)	110	1,600	1,617	
175	Devon Energy Corporation (DEVN)	6	433	441	
176	DIAMOND OFFSHORE DRL (DO)	21	2,003	2,067	
177	DIGITAL RIVER, INC (DRIV)	19	500	513	
178	DIRECTV GROUP (DTV)	5	133	167	
179	DISCOVER FINL SVCS COM (DFS)	412	5,921	6,061	
180	DISH NETWORK CORP (DISH)	164	2,914	3,406	
181	DOLLAR THRIFTY AUTO (DTG)	132	3,138	3,381	
182	DOMTAR LTD (UFS)	120	6,316	6,649	
183	Donaldson Co. Inc. (DCI)	7	307	298	
184	DRESSER-RAND GROUP (DRC)	16	509	506	
185	DST SYS INC COM (DST)	24	1,065	1,045	
186	DTE ENERGY CO COM (DTE)	38	1,496	1,656	
187	DU PONT DE NEMOURS (DD)	13	431	438	
188	DUKE REALTY CORPORATION (DRE)	104	1,164	1,266	
189	E ON AG SPON ADR REP 1/3 ORD NPV (EONGY.PK)	90	3,706	3,758	
190	EARTHLINK NETWORK, INC. (ELNK)	12	102	100	
191	EAST JAPAN RAILWAY C (EJPRY PK)	199	2,148	2,099	
192	EASTMAN CHEMICAL CO (EMN)	69	3,893	4,157	
193	EBAY INC. (EBAY)	169	3,873	3,977	
194	ECHOSTAR HOLDING CORPORATION (SATS)	24	485	483	
195	EDISION INTL (EIX)	17	579	591	
196	EL PASO CORPORATION (EP)	81	783	796	
197	ELI LILLY & CO (LLY)	193	6,516	6,892	
198	ELIZABETH ARDEN, INC (RDEN)	43	539	620	
199	Emerson Electric Co (EMR)	9	324	383	
200	ENDO PHARMACEUTICALS HOLDINGS INC. - COMMON STOCK (ENDP)	65	1,446	1,334	
201	ENDURANCE SPCLTY HLDGS LTD (ENH)	132	4,701	4,914	
202	ENERGEN CRP COM (EGN)	18	788	842	
203	ENERGIS S A (ENI)	425	8,090	9,716	
204	ENI S P A (E)	32	1,593	1,620	
205	EOG RESOURCES INC (EOG)	40	3,515	3,892	
206	ePlus, Inc (PLUS)	8	132	132	
207	EUROPEAN ARNUTC D&S ADR (EADSY.PK)	684	13,910	13,612	
208	Express Scripts Inc (ESRX)	27	2,272	2,333	
209	EXXON MOBIL CORP (XOM)	411	29,154	28,026	
210	Factset Resh Syst Inc (FDS)	13	943	856	
211	Federal-Mogul Corp Class A (FDML)	9	121	156	
212	FEDERATED INVESTRS B (FII)	20	533	550	
213	FIDELITY NATIONAL INFORMATION SERVICES INC (FIS)	39	969	914	
214	FIRST AMERICAN CORP - CA COM (FIRSTAM)	13	417	430	
215	First Energy Corp (FE)	28	1,264	1,301	
216	FLAGSTONE REINSURANCE (FSR)	39	422	427	

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		TOTAL:		3,401,019		3,508,142	
	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value			
217	FLUOR CORP NEW (FLR)	68	3,607	3,063			
218	FORD MOTOR COMPANY (F)	270	2,329	2,700			
219	FOREST LABORATORIES (FRX)	66	1,941	2,119			
220	FORESTAR REAL ESTATE GROUP INC COMMON STOCK (FOR)	15	290	330			
221	FOSTER WHEELER AG (FWLT)	50	1,553	1,472			
222	Fosters Group Ltd (FBRWY.PK)	95	440	464			
223	Fpic Insurance Group (FPIC)	3	100	116			
224	FRANCE TELECOM ADS (FTE)	32	852	808			
225	Freeport-McMoran Copper & Gold Inc (FCX)	9	721	723			
226	FRESENIUS MED CAR AG (FMS)	29	1,552	1,537			
227	Frontier Communications Corp (FTR)	31	218	242			
228	FUJIFILM HOLDINGS (FUJI)	370	10,790	11,174			
229	FUJITSU LTD ADR OTC (FJTSY PK)	13	429	419			
230	GANNETT CO INC (GCI)	630	6,681	9,356			
231	GAP INC. (GPS)	213	4,411	4,462			
232	GEN DYNAMICS CP (GD)	102	6,423	6,953			
233	GENERAL ELECTRIC CO (GE)	336	5,264	5,084			
234	General Mills Inc (GIS)	48	3,110	3,399			
235	GENESCO INC (UNITED STATES) (GCO)	21	491	577			
236	Genzyme Corp (GENZ)	33	1,733	1,617			
237	GILEAD SCIENCES INC (GILD)	208	9,485	9,000			
238	GLATFELTER (GLT)	148	1,638	1,798			
239	Glaxosmithkline PLC (GSK)	62	2,528	2,620			
240	Goldman Sachs Group (GS)	80	13,570	13,507			
241	Goodrich Corporation (GR)	21	1,220	1,349			
242	Google Inc Cl A (GOOG)	12	6,211	7,440			
243	GRACE (W.R.) CO. (DE) (NEW) (GRA)	100	2,037	2,535			
244	GRAFTECH INTL LTD (GTI)	147	2,205	2,286			
245	GRANITE CONSTRUC INC (GVA)	37	1,189	1,245			
246	GREENHILL & COMPANY INC (GHL)	23	1,849	1,846			
247	GYMBOREE CORP COM (GYMB)	22	986	958			
248	HACHIJUNI BANK LTD ADR (HACBY.PK)	47	2,944	2,759			
249	HALLIBURTON COMPANY (HAL)	116	3,321	3,490			
250	HANESBRANDS INC (HBI)	83	1,921	2,001			
251	Hang Lung Properties-Sp ADR (HLPPY PK)	205	3,754	4,028			
252	HARRIS CORP DEL (HRS)	76	3,069	3,614			
253	HASBRO INC (HAS)	34	932	1,090			
254	HEALTH NET INC (HNT)	27	484	629			
255	HEALTHSPRING INC. (HS)	32	495	564			
256	Helix Energy Solutions Group Inc (HLX)	63	882	740			
257	HENNES & MAURITZ AB (HNNMY.PK)	34	410	377			
258	Henry Jack & Assoc Inc (JKHY)	32	766	740			
259	HERBALIFE LTD (HLF)	61	2,167	2,475			

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TOTAL:				3,401,019	3,508,142
	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value	
260	HESS CORP (HES)	33	1,845	1,997	
261	HEWLETT PACKARD CO (HPQ)	111	5,174	5,718	
262	HILL-ROM HOLDINGS, INC (HRC)	31	656	744	
263	HINO MOTORS ADR (HINOY.PK)	65	2,539	2,241	
264	HONDA MOTOR CO LTD (HMC)	99	3,101	3,356	
265	HORNBECK OFFSHR SRVS (HOS)	40	940	931	
266	HOSPIRA INC WII (HSP)	14	600	714	
267	HSBC HLDGS PLC ADS (HBC)	114	6,635	6,508	
268	HSN, INC (HSNI)	268	3,967	5,411	
269	Hubbell Class B (HUB-B)	7	328	331	
270	HUNTSMAN CORP (HUN)	192	2,016	2,168	
271	HUTCHISON TEL ADR (HTX)	1,884	5,940	5,671	
272	HUTCHISON TELECOMMUNICATIONS ADR (HTHKY)	1,718	4,273	4,261	
273	IAC/INTERACTIVE CORP (IACI)	51	1,013	1,044	
274	Illinois Tool Works (ITW)	251	11,637	12,045	
275	IMPERIAL TOBACCO GRO (ITYBY PK)	37	2,217	2,345	
276	INFINERA CORPORATION (INFN)	74	655	656	
277	ING GROUP N V SPONSORED ADR (ING)	225	2,709	2,207	
278	Ingram Micro Inc - Cl A (IM)	185	3,219	3,228	
279	Input/Output Inc (IO)	139	827	823	
280	Integrus Energy Group (TEG)	57	2,133	2,393	
281	INTEL CORP (INTC)	530	10,288	10,812	
282	INTERACTIVE BROKERS GROUP, INC. (IBKR)	71	1,350	1,258	
283	INTERACTIVE DATA CORP (IDC)	25	653	633	
284	International Business Machines (IBM)	156	18,974	20,420	
285	International Paper Co (IP)	66	1,592	1,767	
286	International Speedway Corp (ISCA)	34	960	967	
287	Intersil Corporation (ISIL)	32	461	491	
288	INTUITIVE SURGICAL, INC. (ISRG)	3	762	910	
289	ITT CORP. (ITT)	34	1,892	1,691	
290	JABIL CIRCUIT INC (JBL)	49	836	851	
291	John B. Sanfilippo & Son, Inc (JBSS)	37	571	577	
292	JOHNSON & JOHNSON (JNJ)	358	22,048	23,059	
293	JP MORGAN CHASE & CO (JPM)	623	26,994	25,960	
294	Juniper Networks (JNPR)	14	365	373	
295	KANSAS CITY SOUTHERN (KSU)	7	184	233	
296	KAO CORP ADR (KCRPY PK)	174	4,174	4,065	
297	KBR INC (KBR)	159	3,607	3,021	
298	Kimberly Clark Corp (KMB)	106	6,462	6,753	
299	KINETIC CONCEPTS INC (KCI)	56	1,952	2,108	
300	King Pharmaceuticals Inc (KG)	131	1,468	1,607	
301	Kirin Brewery Ltd (KNBWY.PK)	8	116	129	
302	Kirkland's Inc (KIRK)	53	654	921	

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TOTAL:		Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value	3,508,142
	Description/Symbol/CUSIP Number				
303	KLA Tencor Corp (KLAC)	116	3,920	4,195	
304	Komatsu Ltd (KMTUY PK)	18	1,371	1,504	
305	KONINKLIJKE AHOLD (AHONY PK)	449	5,695	5,949	
306	KRAFT FOODS INC (KFT)	96	2,670	2,609	
307	KROGER CO (KR)	77	1,648	1,581	
308	KT CORP ADS (KT)	61	1,022	1,026	
309	KUBOTA CP (KUB)	17	724	784	
310	KV PHARMACEUTICAL CO CL A (KV-A)	57	115	209	
311	KYOCERA CP (KYO)	12	1,055	1,060	
312	L-3 Communications Corp (LLL)	24	1,840	2,087	
313	LAFARGE ADS (LFRGY.PK)	130	2,787	2,687	
314	LEGGETT PLATT INC (LEG)	134	2,594	2,734	
315	Lennar Corp (LEN)	11	171	140	
316	LEXMARK INTL INC NEW A (LXK)	74	1,617	1,923	
317	LINCARE HOLDINGS, INC. (LNCR)	17	527	631	
318	Lincoln Electric Holding Inc (LECO)	11	570	588	
319	Lloyds TSB Group PLC (LYG)	309	1,635	1,010	
320	LOCKHEED MARTIN CORP (LMT)	37	2,775	2,788	
321	Logitech International (LOGI)	40	713	684	
322	Lowes Companies Inc (LOW)	196	4,246	4,584	
323	LTC PROPERTIES INC (LTC)	24	624	642	
324	LUBRIZOL CP (LZ)	77	5,197	5,617	
325	M&T BANK CORP (MTB)	44	2,809	2,943	
326	Madden Steven Ltd (SHOO)	35	1,262	1,443	
327	MAGELLAN HEALTH SERVICES, INC. (MGLN)	4	132	163	
328	Makita Corp (MKTAY PK)	43	1,387	1,515	
329	Manhattan Associates Inc (MANH)	14	338	337	
330	MANTECH INTERNATIONAL CORPORATION - COMMON STOCK (MANT)	28	1,338	1,354	
331	MARATHON OIL CORP COM (MRO)	72	2,331	2,248	
332	MARKS & SPENCER GRP ADR (MAKSY.PK)	510	6,158	6,630	
333	Marriott International Inc C I A (MAR)	64	1,669	1,744	
334	MARTEK BIOSCIENCES CORPORATION (MATK)	38	856	720	
335	Marvel Entertainmentnet Inc (MVL)	20	871	1,082	
336	Marvell Tech Group (MRVL)	308	4,885	6,391	
337	MASSEY ENERGY CORP COM (MEE)	21	672	882	
338	MASTERCARD INC (MA)	4	884	1,024	
339	MATRIX SERVICE CO COM STK (MTRX)	91	992	969	
340	MCDERMOTT INT PANAMA (MDR)	27	675	648	
341	McDonald's Corp (MCD)	64	3,802	3,996	
342	MCKESSON CORP (MCK)	102	6,180	6,375	
343	Medtronic Inc (MDT)	95	3,705	4,178	
344	Merck & Co Inc. (MRK)	185	6,140	6,760	
345	MICROSOFT CORPORATION (MSFT)	687	18,353	20,940	

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TOTAL:		Shares	Line 10b - Column (b) Book Value	3,401,019	Line 10b - Column (c) Fair Market Value	3,508,142
	Description/Symbol/CUSIP Number					
346	Miller Herman Inc (MLHR)	12	197		192	
347	MIRANT CORP (MIR)	176	2,904		2,688	
348	MITSUBISHI CORP SPON (MSBHY.PK)	65	2,818		3,234	
349	MITSUBISHI TOKYO FIN (MTU)	217	1,223		1,068	
350	mitsui & company, ltd. - ADR (MITSY)	6	1,644		1,714	
351	MOHAWK INDS INC (MHK)	25	1,221		1,190	
352	MOLEX INCORPORATED (MOLX)	22	474		474	
353	MONSTER WORLDWIDE, INC (MWW)	22	384		383	
354	Morgan Stanley (MS)	210	6,490		6,216	
355	MURPHY OIL CP HLDG (MUR)	53	3,187		2,873	
356	MWI VETERINARY SUPPLY, INC (MWIV)	5	199		189	
357	Mylan Inc (MYL)	72	1,155		1,327	
358	NATIONAL GRID TRANSCO PLC (NGG)	210	10,739		11,420	
359	NATL BK GREECE SA SPNADR (NBG)	125	912		651	
360	NAVISTAR INTL CP (NAV)	6	243		232	
361	Nestle S A (NSRGY.PK)	113	5,137		5,464	
362	NEUSTAR, INC. CL A (NSR)	27	625		622	
363	New York Comnty Bancorp Inc (NYB)	230	3,016		3,337	
364	Newcrest Mining Ltd-Spon ADR (NCMGY.PK)	29	820		918	
365	NEWELL RUBBERMAID INC. (NWL)	72	1,027		1,081	
366	Newmont Mining Corp (NEM)	40	1,674		1,892	
367	NEWS CORP LTD CL A (NWSA)	232	2,798		3,176	
368	NIDEC CORPORATION ADR (NU)	54	1,133		1,253	
369	NII HOLDINGS INC - COMMON STOCK (NIHD)	64	1,677		2,149	
370	NIKE INC-CL B (NKE)	87	5,404		5,748	
371	NIPPON TELEPHONE ADR (NTT)	501	10,608		9,890	
372	Nisource Inc. (NI)	157	2,235		2,415	
373	Nissan Motor Ltd ASR (NSANY PK)	812	11,921		14,316	
374	Nokia (NOK)	112	1,419		1,439	
375	NOMURA HOLDINGS ADR (NMR)	112	881		829	
376	NORTHEAST UTIL (NU)	49	1,200		1,264	
377	NORTHERN TRUST CORPORATION (NTRS)	48	2,434		2,515	
378	Northrop Grumman Corp (NOC)	139	7,188		7,763	
379	Novartis AG ADR (NVS)	46	2,238		2,504	
380	NRG ENERGY (NRG)	105	2,848		2,479	
381	NSK LIMITED ADR (NPSKY.PK)	16	1,004		1,183	
382	NTT DOCOMO ADS (DCM)	24	360		336	
383	NUTRISYSTEM INC (NTRI)	16	380		499	
384	Occidental Pete Corp (OXY)	64	5,086		5,206	
385	OIL STATES INTL INC (OIS)	18	646		707	
386	OM Group Inc (OMG)	20	618		628	
387	OneOK Inc (OKE)	11	412		490	
388	Oracle Corp (ORCL)	491	10,968		12,044	

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		TOTAL:		3,401,019		3,508,142	
	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value			
389	OSHKOSH CORP (OSK)	54	1,570	2,000			
390	Oxford Industries (OXIM)	20	352	414			
391	Pactiv Corp. (PTV)	91	2,374	2,197			
392	PANASONIC CORP (PC)	50	691	718			
393	Partherre Ltd. Com (PRE)	47	3,706	3,509			
394	PEOPLE'S UNITED FINANCIAL, INC (PBCT)	77	1,253	1,286			
395	Pepsico Inc (PEP)	128	7,687	7,782			
396	PETROBRAS ENERGIA SA BUENOS AIRES (PZE)	22	350	344			
397	Petroleo Brasileiro (PBR)	50	2,349	2,384			
398	PETROLEUM GEO SVCS ADR (PGSVY)	42	395	481			
399	PF CHANGS CHINA BISTRO (PFCB)	16	513	607			
400	PFIZER INC. (PFE)	1,226	21,113	22,301			
401	PG & E CORP (PCG)	43	1,794	1,920			
402	PHARMACEUTICAL PRODUCT DEVELOPMENT (PPDI)	46	1,013	1,078			
403	PHILIP MORRIS INTL (PM)	146	7,165	7,036			
404	Phillips Van Heusen Corp (PVH)	4	170	163			
405	Pinnacle West Capital Corp (PNW)	37	1,240	1,353			
406	Pitney Bowes Inc. (PBI)	36	854	819			
407	PNC FINANCIAL GROUP INC (PNC)	33	1,587	1,742			
408	PNM RESOURCES INC (PNM)	12	147	152			
409	Portugal Telecom SGPS (PT)	153	1,641	1,857			
410	PPL CORPORATION (PPL)	87	2,620	2,811			
411	Praxair Inc. (PX)	34	2,735	2,731			
412	PRINCIPAL FINANCIAL GROUP (PFG)	35	889	841			
413	PROCTER GAMBLE CO (PG)	196	11,188	11,883			
414	PROSPERITY BANCSHARES, INC (PRSP)	35	1,284	1,416			
415	PRUDENTIAL FINCL INC (PRU)	75	3,733	3,732			
416	PS BUSINESS PARKS, INC (PSB)	61	3,039	3,053			
417	Pzena Investment Management, Inc (PZN)	21	152	171			
418	QUALCOMM INC (QCOM)	320	14,437	14,803			
419	Quest Diagnostics (DGX)	10	575	604			
420	RADIOSHACK CORP (RSH)	70	1,134	1,365			
421	Rayonier Inc (RYN)	86	3,550	3,626			
422	Raytheon Co. (RTN)	174	8,324	8,964			
423	RC2 Corporation (RCRC)	32	508	472			
424	RECKITT BENCKISER GRP PLC ADR (RBGPY PK)	849	8,434	9,212			
425	REPSOL YPF S A (REP)	51	1,341	1,360			
426	RESOURCES CONNECTION, INC. (RECN)	23	492	488			
427	Reynolds Amern Inc (RAI)	53	2,445	2,807			
428	RICOH CO LTD (RICOY PK)	2	139	142			
429	Rio Tinto PLC Sponsored Adr (RTP)	8	1,487	1,723			
430	Robert Half Intl Inc (RHI)	22	589	588			
431	ROCHE HOLDING LTD ADR (RHHBY.PK)	43	1,734	1,815			

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		TOTAL:		3,401,019		3,508,142	
	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value			
432	ROSETTA RESOURCES INC (ROSE)	20	281		398		
433	ROSETTA STONE, INC (RST)	26	490		467		
434	ROSS STORES, INC. (ROST)	51	2,364		2,178		
435	ROYAL DSM NV S/ADR (RDSMY PK)	133	1,436		1,656		
436	ROYAL DUTCH SHEL PLC SPONS ADR B (RDS-B)	55	3,138		3,197		
437	ROYAL DUTCH SHEL PLC (RDS-A)	8	468		481		
438	RWE Aktiengesellschaft (RWEQY.PK)	18	1,668		1,744		
439	RYDER SYSTEM COMMON (R)	13	539		535		
440	Safety Insurance Group Inc (SAFT)	19	638		688		
441	SAFEWAY INC NEW (SWY)	78	1,535		1,661		
442	Saia Inc (SAI)	5	91		95		
443	SANOFLAVENTIS SPONSORED ADR (SNY)	451	16,643		17,711		
444	Sara Lee Corp (SLE)	376	4,345		4,580		
445	Scanna Corporation New (SCG)	40	1,403		1,507		
446	Schlumberger LTD (SLB)	86	5,280		5,598		
447	Scholastic Corporation (SCHL)	44	1,178		1,313		
448	SCHULMAN A INC (SHLM)	5	96		101		
449	SCOR ADS (SCRYY.PK)	468	1,198		1,147		
450	Scotts Co. Class A (SMG)	4	176		157		
451	SEACOR HOLDINGS INC (CKH)	3	235		229		
452	SEAGATE TECHNOLOGY (STX)	128	2,091		2,328		
453	SEARS HOLDINGS CORPORATION (SHLD)	9	607		751		
454	SEI EMERGING MKTS DEBT FUND (SITEX)	15,355	155,463		154,626		
455	SEI EMERGING MKTS EQUITY FUND (SIEMX)	4,649	45,270		48,394		
456	SEI HIGH YIELD BOND FUND (SHYAX)	77,397	507,161		531,717		
457	SEI REAL RETURN FUND CL A (SRAAX)	20,061	202,471		206,428		
458	SEI SHORT-DURATION GOVERNMENT (TCSGX)	58,044	603,096		605,980		
459	SEI US FIXED INCOME CL A (SUFAX)	35,922	365,047		366,767		
460	Sekisui House Ltd (SKHSY PK)	58	523		535		
461	Sempra Energy Com (SRE)	49	2,576		2,743		
462	SHAW GROUP INC (SHAW)	25	814		719		
463	SHENANDOAH TELECOMMUNICATIONS CO (SHEN)	6	111		122		
464	Shiseido Co Ltd (SSDOY PK)	40	746		771		
465	SIGNET GROUP PLC SPONS ADR NASDAQ N-MKT (SIG)	47	1,217		1,256		
466	SKYWEST, INC (SKYW)	62	981		1,049		
467	Smith & Nephew plc ADR (SNN)	18	792		923		
468	SONOCO PRODUCTS COMPANY (SON)	55	1,513		1,609		
469	SOUTHERN COPPER CORP (SCCO)	38	1,202		1,251		
470	Southern Union Co New (SUG)	103	2,126		2,338		
471	Southwest Airlines (LUV)	165	1,438		1,886		
472	SPRINT NXTEL CP (S)	72	273		264		
473	St. Jude Med Inc. (STJ)	110	4,033		4,046		
474	STANCORP FINANCIAL GROUP INC COMMON STOCK (SFG)	12	463		480		

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:				3,401,019	3,508,142
	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value	
475	STANLEY WORKS (SWK)	17	845	876	
476	Staples Inc. (SPLS)	130	3,016	3,197	
477	STARWOOD HOTELS & RESORTS (HOT)	36	1,227	1,317	
478	State Street Corporation (STT)	18	826	784	
479	STATOIL ASA ADS (STO)	54	1,389	1,345	
480	Stora Enso OYJ (SEOAY.PK)	363	2,628	2,501	
481	SUMITOMO MITSUI FINCL GRP (SMFJY PK)	263	861	750	
482	SUN MICROSYSTEMS, INC (JAVA)	6	56	56	
483	SUNCOR ENERGY INC (SU)	69	2,426	2,436	
484	SUNOCO INC (SUN)	32	918	835	
485	Swift Energy Co. (SFY)	52	1,145	1,246	
486	SWISS REINSURANCE CO ADR (SWCEY.PK)	50	2,323	2,410	
487	Symantec Corp (SYMC)	217	3,550	3,882	
488	Sysco Corp (SYY)	151	3,887	4,219	
489	T. ROWE PRICE ASSOCIATES (TROW)	77	3,666	4,100	
490	Target Corporation (TGT)	150	7,106	7,256	
491	Tech Data Corp (TECD)	13	510	607	
492	Teekay Corp (TK)	45	1,117	1,044	
493	TELECOM ARGENTINA (TEO)	67	1,103	1,127	
494	TELECOM ITALIA ADR (TI)	53	840	818	
495	Telecom Italia SPA (TI-A)	126	1,422	1,386	
496	Telefonica S A ADR (TEF)	18	1,540	1,503	
497	Telephone & Data Sys Inc. (TDS)	39	1,110	1,323	
498	Temple Inland Inc (TIN)	73	1,244	1,541	
499	Tenaris Sa-Adr (TS)	34	1,443	1,450	
500	TERADYNE INC (TER)	39	421	418	
501	Teva Pharmaceutical Sp ADR (TEVA)	49	2,567	2,753	
502	Texas Instruments Inc (TXN)	207	5,155	5,394	
503	TFS Financial Corporation (TFSL)	111	1,309	1,348	
504	Thermo Fisher Scientific Inc (TMO)	74	3,461	3,529	
505	THOMAS BETTS CP (TNB)	32	986	1,145	
506	Time Warner Cable Inc (TWC)	84	3,472	3,477	
507	Time Warner Inc. (TWX)	62	1,708	1,807	
508	TIMKEN CO COM (TKR)	62	1,537	1,470	
509	TJX COMPANIES INC (TJX)	28	1,034	1,023	
510	TOMPKINS FINANCIAL CORPORATION (TMP)	5	236	203	
511	TOPPAN PRINTING LTD ADR (TONPY.PK)	40	1,844	1,600	
512	Toro Co (TTC)	22	861	920	
513	Total Fina Elf S.A. (TOT)	42	2,634	2,690	
514	Toyota Mtr Corp (TM)	12	991	1,010	
515	Tractor Supply Co Com (TSCO)	26	1,284	1,377	
516	TRANSATLANTIC HLDS (TRH)	72	3,785	3,752	
517	TRAVELERS COMPANIES INC (THE) (TRV)	82	3,987	4,089	

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:		Shares	Line 10b - Column (b) Book Value	3,401,019	Line 10b - Column (c) Fair Market Value	3,508,142
	Description/Symbol/CUSIP Number					
518	TRUSTMARK CORPORATION (TRMK)	26	507		586	
519	Tyco International Ltd (TYC)	68	2,293		2,426	
520	TYSON FOODS INC CL A (TSN)	89	1,075		1,092	
521	U G I CP (UGI)	70	1,822		1,693	
522	UMB FINANCIAL CORPORATION (UMBF)	11	451		433	
523	UMC ELECTRONICS CO COM (UMC)	312	1,092		1,211	
524	UMPQUA HOLDINGS CORPORATION (UMPQ)	46	611		617	
525	UNDER ARMOUR INC (UA)	6	145		164	
526	UNISOURCE ENERGY CRPHLD CO (UNS)	20	581		644	
527	UNISYS CP (UIS)	16	433		617	
528	United Parcel Service (UPS)	92	5,185		5,278	
529	UNITED TECHNOLOGIES CORP (UTX)	89	5,679		6,177	
530	UnitedHealth Group Inc. (UNH)	101	2,886		3,078	
531	UNIVERSAL HLTH SVC B (UHS)	61	1,913		1,861	
532	Unum Corp (UNM)	92	1,967		1,796	
533	URS CORP NEW (URS)	19	857		846	
534	US BANCORP DEL NEW (USB)	103	2,315		2,319	
535	USA MOBILITY INC (USMO)	43	509		473	
536	VALEANT PHARMACEUTICALS INTL (VRX)	17	491		540	
537	VALERO ENERGY CORP NEW (VLO)	101	1,836		1,692	
538	VALIDUS HLDS LTD (VR)	25	641		674	
539	VALUECLICK INC (VCLK)	88	939		891	
540	Ventas Inc (VTR)	34	1,371		1,487	
541	VERIZON COMMUNICATIONS (VZ)	226	7,027		7,487	
542	Viacom Inc. CI B (VIA-B)	114	3,069		3,389	
543	VIOPHARMA INCORPORATED (VPHM)	51	397		428	
544	VISA INC (V)	52	4,074		4,548	
545	VISHAY INTERTECH (VSH)	201	1,607		1,678	
546	Vodafone Group PLC (VOD)	135	3,017		3,117	
547	VOLVO AB ADR B (VOLVY.PK)	41	387		347	
548	Wal-Mart Stores Inc. (WMT)	73	3,779		3,902	
549	Walgreen Co (WAG)	57	1,913		2,093	
550	Walt Disney Holdings Co. (DIS)	14	375		452	
551	Walter Energy Inc (WLT)	9	613		678	
552	Watson Pharmaceuticals Inc (WPI)	63	2,280		2,495	
553	WD-40 COMPANY (WDFC)	20	613		647	
554	WELLCARE HEALTH PLANS INC (WCG)	34	995		1,250	
555	WELLPOINT INC (WLP)	19	1,033		1,108	
556	WELLS FARGO & CO (WFC)	248	6,895		6,694	
557	WESCO INTL INC (WCC)	45	1,221		1,215	
558	WESFARMERS LTD ADR (WFAFY PK)	56	753		792	
559	Western Digital Corp (WDC)	236	8,611		10,419	
560	Western Union Co (WU)	234	4,457		4,411	

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:		3,401,019		3,508,142	
	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (b) Fair Market Value	Line 10b - Column (c) Fair Market Value		
561	WESTPAC BANKING CP (WBK)	11	1,217		1,243		
562	Whirlpool Corp (WHR)	14		961	1,129		
563	WINDSTREAM CORP (WIN)	52		513	571		
564	WYNDHAM WORLDWIDE (WYN)	167		2,850	3,368		
565	XEROX CP (XRX)	456		3,800	3,858		
566	Xilinx Inc. (XLNX)	26		652	652		
567	XSTRATA PLC UNSP/ADR (XSRAY PK)	178		616	650		
568	Yamazaki Baking Co Ltd (YMZBY.PK)	7		905	828		
569	Yara International ASA (YARIY.PK)	5		145	228		
570	Zumiez Inc (ZUMZ)	99		1,383	1,259		
571	ZURICH FINCL SVC AG S/ADR (ZFSVY)	125		2,828	2,718		

Form 990-PF, Part II, Line 10c - Investments: Corporate Bonds

		TOTAL:		1,020,571		1,016,468	
	Description/Symbol/CUSIP Number	Shares	Line 10c - Column (b) Book Value	Line 10c - Column (c) Fair Market Value			
1	ALLSTATE CORP - 5.000% - 08/15/2014 (020002AR2)	25,000	26,537	26,328			
2	BANK OF NY MELLON MTN - 4.950% - 11/01/2012 (06406HBE8)	25,000	27,115	26,925			
3	BB&T CORP SR NT - 3.850% - 07/27/2012 (05531FAC7)	25,000	25,614	25,876			
4	BERKSHIRE HATHAWAY - 4.000% - 04/15/2012 (084664BK6)	30,000	31,598	31,439			
5	CAMPBELL SOUP NOTE - 3.375% - 08/15/2014 (134429AU3)	25,000	25,503	25,411			
6	CELLCO PART - 3.750% - 05/20/2011 (92344SAT7)	25,000	25,875	25,779			
7	CHEVRON CORP SR NT - 3.450% - 03/03/2012 (166751AK3)	35,000	36,736	36,376			
8	CITIGROUP INC - 5.100% - 09/29/2011 (172967DU2)	27,000	28,078	27,913			
9	CME GROUP INC MTN - 5.400% - 08/01/2013 (12572QAA3)	55,000	59,323	59,357			
10	CREDIT SUISSE FB - 6.125% - 11/15/2011 (22541LAB9)	35,000	38,265	37,856			
11	DIAGEO FINANCE 3.875% 4/01/11 (25244SAB7)	25,000	25,882	25,804			
12	EI DU PONT DE NEMOUR NOTES - 5.875% - 01/15/2014 (263534BV0)	30,000	33,691	33,139			
13	FPL GROUP V-Q - 0.649% - 11/09/2012 (302570BG0)	25,000	25,000	25,121			
14	GE CAP CORP MTN BE - 5.000% - 11/15/2011 (36962GT38)	30,000	31,647	31,688			
15	GE CO NT - 5.000% - 02/01/2013 (369604AY9)	35,000	37,093	36,938			
16	GENERAL DYNAMICS CORP - 1.800% - 07/15/2011 (369550AP3)	30,000	30,422	30,334			
17	GOLDMAN SACHS GROUP INC - 4.500% - 06/15/2010 (38143UBE0)	35,000	35,919	35,647			
18	MERRILL LYNCH & CO - 4.790% - 08/04/2010 (59018YVV0)	20,000	20,554	20,413			
19	METLIFE INC GLBL NT - 5.500% - 06/15/2014 (59156RAH1)	25,000	26,618	26,975			
20	MORGAN STANLEY & CO - 4.250% - 05/15/2010 (61744AAN0)	25,000	25,442	25,307			
21	NATL RURAL UTIL - 2.625% - 09/16/2012 (637432LT0)	20,000	20,226	20,124			
22	NOVARTIS CAPITAL CORP - 4.125% - 02/10/2014 (66989HAA6)	35,000	36,715	36,791			
23	PHILIP MORRIS INC - 4.875% - 05/16/2013 (718172AB5)	25,000	26,633	26,392			
24	PRAXAIR INC - 1.750% - 11/15/2012 (74005PAW4)	30,000	29,913	29,710			
25	SHELL INTL FIN B/E - 1.300% - 09/22/2011 (822582AG7)	35,000	34,999	35,090			
26	TOTAL CAPITAL - 3.125% - 10/02/2015 (89152UAA0)	30,000	29,868	29,629			
27	TOYOTA MTR MTN V-Q - 0.345% - 06/16/2010 (89233PY83)	35,000	35,035	34,964			
28	UPS - 4.500% - 01/15/2013 (911312AG1)	35,000	37,438	37,367			
29	UPS - 5.125% - 04/01/2019 (911312AK2)	30,000	32,171	31,658			
30	VODAFONE GROUP PLC NOTE - 4.150% - 06/10/2014 (92857WAT7)	25,000	25,865	25,720			
31	WAL MART STORES INC NT - 3.000% - 02/03/2014 (931142CN1)	35,000	35,531	35,184			
32	WALT DISNEY CO SR NT - 4.700% - 12/1/2012 (254687AV8)	30,000	32,432	32,399			
33	WMC FIN USA LTD NT - 5.125% - 05/15/2013 (92928WAF2)	25,000	26,833	26,814			

Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

	Name	Street	City	State	Zip Code
1	Brenna L. Winecki	1602 W. 161st Street	Westfield	IN	46074
2	John R. Warren	1209 Natalyns Trace	Lebanon	IL	62254
3	Robert C. Winecki	1602 W. 161st Street	Westfield	IN	46074
4	Tina L. Warren	1209 Natalyns Trace	Lebanon	IL	62254
5					
6					
7					
8					
9					
10					

TOTAL:	0	0	0
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