ENVELOPE POSTMARK DATE MAY 17 2010

SCANNED MAY 21 2010

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

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

OMB No 1545-0052

2009

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: BUNGE, TOM F CHARITABLE TRUST 70043000

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank, N A , 1919 Douglas St 2nd Fl MAC N8000-027 — Room/suite:

City or town, state, and ZIP code: Omaha NE 68102

A Employer identification number: 35-1886115

B Telephone number (see page 10 of the instructions): (800) 352-3705

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,002,161

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	34,673	33,225		
	5 a Gross rents		0		
	b Net rental income or (loss) 0				
	6 a Net gain or (loss) from sale of assets not on line 10	-164,175			
	b Gross sales price for all assets on line 6a 860,565				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances 0				
	b Less Cost of goods sold 0				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	0	0	0	
	12 **Total.** Add lines 1 through 11	-129,502	33,225	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	1,012	0	0	1,012
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	126	126	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	11,832	8,924	0	2,908
	24 **Total operating and administrative expenses** Add lines 13 through 23	12,970	9,050	0	3,920
	25 Contributions, gifts, grants paid	54,100			54,100
	26 **Total expenses and disbursements** Add lines 24 and 25	67,070	9,050	0	58,020
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-196,572			
	b **Net investment income** (if negative, enter -0-)		24,175		
	c **Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

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

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing		2,404	2,404
	2	Savings and temporary cash investments	47,756	37,988	37,988
	3	Accounts receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	8	Inventories for sale or use		0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	393,842	518,639
	c	Investments—corporate bonds (attach schedule)	0	240,616	251,782
	11	Investments—land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	998,978	174,087	191,348
	14	Land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶)	0	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,046,734	848,937	1,002,161
Liabilities	17	Accounts payable and accrued expenses		0	
	18	Grants payable			
	19	Deferred revenue		0	
	20	Loans from officers directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	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	1,046,734	848,937	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,046,734	848,937	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,046,734	848,937	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,046,734
2	Enter amount from Part I, line 27a	2	-196,572
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	4,910
4	Add lines 1, 2, and 3	4	855,072
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	6,135
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	848,937

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Attached Statement			
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	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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	-164,175
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	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	61,829	1,184,200	0 052212
2007	59,568	1,274,183	0 046750
2006	57,692	1,195,124	0 048273
2005	58,366	1,173,378	0 049742
2004	57,417	1,183,621	0 048510

2 **Total** of line 1, column (d)	2	0 245487
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 049097
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	871,876
5 Multiply line 4 by line 3	5	42,806
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	242
7 Add lines 5 and 6	7	43,048
8 Enter qualifying distributions from Part XII, line 4	8	58,020

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

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	242
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	242
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	242
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 293		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	293
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	51
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 51 **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ IN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Wells Fargo Bank, N A , Trust Tax De Telephone no ▶ (800) 352-3705

Located at ▶ 1919 Douglas St 2nd Fl MAC N8000-027 Omaha NE ZIP+4 ▶ 68102

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.

		Answer	Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? 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** No: 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**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A , Trust Tax De 1919 Douglas St 2nd Fl MAC N8000-027 Omah	TRUSTEE 4 00	11,631	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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		0
		0
		0
		0
		0
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 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 NONE	0
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	840,487
b	Average of monthly cash balances	1b	44,666
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	885,153
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	885,153
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	13,277
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	871,876
6	**Minimum investment return.** Enter 5% of line 5	6	43,594

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	43,594
2a	Tax on investment income for 2009 from Part VI, line 5	2a	242		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	242
3	Distributable amount before adjustments Subtract line 2c from line 1			3	43,352
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	43,352
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	43,352

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	58,020
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	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	58,020
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	242
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	57,778

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					43,352
2	Undistributed income, if any, as of the end of 2009					
a	Enter amount for 2008 only				54,047	
b	Total for prior years 20 ____, 20 ____, 20 ___			0		
3	Excess distributions carryover, if any, to 2009					
a	From 2004	NONE				
b	From 2005	NONE				
c	From 2006	NONE				
d	From 2007	NONE				
e	From 2008	NONE				
f	**Total** of lines 3a through e		0			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 58,020					
a	Applied to 2008, but not more than line 2a				54,047	
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)		0			
d	Applied to 2009 distributable amount					3,973
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					39,379
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 XIV Private Operating Foundations (see page 27 of the 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)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

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

NONE

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
Total			▶ 3a	54,100
b *Approved for future payment*				
NONE				
				0
				0
				0
				0
				0
				0
				0
				0
				0
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		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	34,673	
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	-164,175	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		-129,502	0

13 **Total.** Add line 12, columns (b), (d), and (e) **13** -129,502

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

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
	Not Applicable

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0	Not Applicable	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here

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

John M Sclenta — 5/11/2010 — VP & TRUST OFFICER

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed	Preparer's identifying number (see Signature on page 30 of the instructions)
	5/11/2010	☒	P00364310

Firm's name (or yours if self-employed), address, and ZIP code		
PRICEWATERHOUSECOOPERS, LLP	EIN 13-4008324
600 GRANT STREET, PITTSBURGH 15219-2777	Phone no 412-355-6000

WELLS FARGO

Account Statement For·
BUNGE, TOM F. CHARITABLE TRUST

Period Covered December 1, 2009 - December 31, 2009

Account Number 70043000

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 12/31/09	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Cash & Equivalents							
CASH							
INCOME			$2,403 68	$2,403 68	$0 00		
Total Cash			**$2,403.68**	**$2,403.68**	**$0.00**		
MONEY MARKET							
WELLS FARGO ADVANTAGE CASH INVESTMENT MONEY MARKET SERVICE #250 *Asset held in Invested Income Portfolio*	9 930		$9 93	$9 93	$0 00	0 00%	$0 07
WELLS FARGO ADVANTAGE CASH INVESTMENT MONEY MARKET SERVICE #250	37,977 600		37,977 60	37,977 60	0 00	0 01	0 24
Total Money Market			**$37,987.53**	**$37,987.53**	**$0.00**	**0.01%**	**$0.31**
Total Cash & Equivalents			**$40,391.21**	**$40,391.21**	**$0.00**	**0.01%**	**$0.31**

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ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/09	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Fixed Income							
MUTUAL FUNDS							
DODGE & COX INCOME FD COM CUSIP. 256210105	2,998 730	$12 960	$38,863 54	$37,365 06	$1,498 48	5 22%	$0 00
ISHARES BARCLAYS AGGREGATE BOND FUND CUSIP. 464287226	898 000	103 190	92,664 62	90,317 54	2,347 08	3 89	0 00
ISHARES IBOXX $ INVESTMENT GRADE CORPORATE BOND FUND CUSIP 464287242	167 000	104 150	17,393 05	16,198 26	1,194 79	5 50	0 00
RIDGEWORTH SEIX HIGH YIELD BOND FUND CLASS I #855 CUSIP 76628T645	4,379 521	9 280	40,641 95	36,488 05	4,153 90	8 17	18 43
T ROWE PRICE SHORT TERM BOND FUND #55 CUSIP· 77957P105	4,214 128	4 830	20,354 24	20,127 63	226 61	3 54	0 00
TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS #616 CUSIP· 880208400	3,299 041	12 690	41,864 83	40,119 02	1,745 81	4 48	0 00
Total Mutual Funds			**$251,782.23**	**$240,615.56**	**$11,166.67**	**4.97%**	**$18.43**
Total Fixed Income			**$251,782.23**	**$240,615.56**	**$11,166.67**		**$18.43**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/09	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities							
MUTUAL FUNDS							
ARTISAN INTERNATIONAL FUND #661 SYMBOL ARTIX CUSIP 04314H204	6,552 580	$20 660	$135,376 30	$101,287 26	$34,089 04	1 19%	$0 00
CHINA FD INC COM SYMBOL CHN CUSIP 169373107 *Asset held in Invested Income Portfolio*	89 000	28 220	2,511 58	1,421 33	1,090 25	0 91	0 00
HARBOR CAP APPREC FD#2012 SYMBOL HACAX CUSIP 411511504	2,522 462	32 970	83,165 57	65,584 00	17,581 57	0 26	0 00
ISHARES S & P 500 INDEX FUND SYMBOL IVV CUSIP 464287200	652 000	111 810	72,900 12	53,242 32	19,657 80	2 14	0 00
ISHARES TR S & P MIDCAP 400 INDEX FD SYMBOL IJH CUSIP 464287507	810 000	72 410	58,652 10	40,640 25	18,011 85	1 86	0 00
KEELEY SMALL CAP VALUE FUND CLASS I #2251 SYMBOL KSCIX CUSIP 487300808	2,885 714	19 880	57,367 99	44,606 88	12,761 11	0 00	0 00
MAINSTAY EPOCH U S EQUITY FUND CLASS INS #1204 SYMBOL EPLCX CUSIP 56063J302	6,073 712	12 700	77,136 14	68,147 05	8,989 09	0 96	0 00
VANGUARD EMERGING MARKETS ETF SYMBOL VWO CUSIP 922042858	769 000	41 000	31,529 00	18,912 71	12,616 29	1 33	0 00
Total Mutual Funds			**$518,638.80**	**$393,841.80**	**$124,797.00**	**1.09%**	**$0.00**
Total Equities			**$518,638 80**	**$393,841 80**	**$124,797 00**	**1 09%**	**$0.00**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/09	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Alternative Investments							
OTHER							
HUSSMAN STRATEGIC GROWTH FUND #601 SYMBOL. HSGFX CUSIP 448108100	3,755 696	$12 780	$47,997 79	$53,555 04	- $5,557 25	0 20%	$0 00
POWERSHARES DB COMMODITY INDEX SYMBOL DBC CUSIP 73935S105	1,904 000	24 620	46,876 48	42,289 37	4,587 11	0 00	0 00
Total Other			**$94,874.27**	**$95,844.41**	**- $970.14**	**0.10%**	**$0.00**
Total Alternative Investments			**$94,874.27**	**$95,844.41**	**- $970.14**	**0.10%**	**$0.00**

Asset Description	Quantity	Price	Market Value as of 12/31/09	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Real Estate & Specialty Assets							
REAL ESTATE FUNDS							
SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF SYMBOL: RWX CUSIP: 78463X863	757 000	$34 890	$26,411 73	$18,615 55	$7,796 18	6 74%	$0 00
VANGUARD REIT VIPER SYMBOL. VNQ CUSIP. 922908553	1,566 000	44 740	70,062 84	59,628 50	10,434 34	5 22	0 00
Total Real Estate Funds			**$96,474.57**	**$78,244.05**	**$18,230 52**	**5.64%**	**$0 00**
Total Real Estate & Specialty Assets			**$96,474.57**	**$78,244.05**	**$18,230.52**	**5.64%**	**$0.00**

	Account Value as of 12/31/09	Cost Basis	Unrealized Gain/Loss	Accrued Income
TOTAL ASSETS	**$1,002,161.08**	**$848,937.03**	**$153,224.05**	**$18.74**

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Person	Business	Street	City	State	Zip code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
UNITED RELIGIOUS COMM OF ST JOSEPH		X	501 N MAIN STREET	SOUTH BEND	IN	46601		NONE	EXEMPT	CHARITABLE	5,000
ST VINCENT DE PAUL SOCIETY		X	3408 ARDMORE TRAIL	SOUTH BEND	IN	46628		NONE	EXEMPT	CHARITABLE	4,100
SHELTER ASSOCIATION OF WASHTENAW CTY		X	312 W HURON	ANN ARBOR	MI	48103		NONE	EXEMPT	CHARITABLE	10,000
LIFE TREATMENT CENTERS		X	1402 S MICHIGAN STREET	SOUTH BEND	IN	46613		NONE	EXEMPT	CHARITABLE	10,000
DISMAS HOUSE OF SOUTH BEND		X	521 S ST JOSEPH STREET	SOUTH BEND	IN	46634		NONE	EXEMPT	CHARITABLE	5,000
CENTER FOR THE HOMELESS		X	813 S MICHIGAN STREET	SOUTH BEND	IN	46601		NONE	EXEMPT	CHARITABLE	10,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				Person	Business
YOUTH SVS BUREAU OF ST JOSEPH				[ ]	[X]
Street: 2222 LINCOLN WAY WEST					
City: SOUTH BEND	State: IN	Zip code: 46628	Foreign Country:		
Relationship: NONE	Foundation Status: EXEMPT				
Purpose of grant/contribution: CHARITABLE				Amount:	10,000

Name				Person	Business
				[ ]	[ ]
Street:					
City:	State:	Zip code:	Foreign Country:		
Relationship:	Foundation Status:				
Purpose of grant/contribution:				Amount:	0

Name				Person	Business
				[ ]	[ ]
Street:					
City:	State:	Zip code:	Foreign Country:		
Relationship:	Foundation Status:				
Purpose of grant/contribution:				Amount:	0

Name				Person	Business
				[ ]	[ ]
Street:					
City:	State:	Zip code:	Foreign Country:		
Relationship:	Foundation Status:				
Purpose of grant/contribution:				Amount:	0

Name				Person	Business
				[ ]	[ ]
Street:					
City:	State:	Zip code:	Foreign Country:		
Relationship:	Foundation Status:				
Purpose of grant/contribution:				Amount:	0

Name				Person	Business
				[ ]	[ ]
Street:					
City:	State:	Zip code:	Foreign Country:		
Relationship:	Foundation Status:				
Purpose of grant/contribution:				Amount:	0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	112	Securities	860,565	1,024,740	-164,175
Short Term CG Distributions		Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis (Enter one field only) Cost	Donated Value	Expense of Sale and Cost of Improve-ments	Depreciation
1	X	ZIMMER HOLDINGS INC	98956P102			8/16/2004		3/23/2009	7,176	14,338			
2	X	EPOCH US LARGE CAP EQUI	981477482			5/5/2009		10/15/2009	43,799	36,839			
3	X	EPOCH US LARGE CAP EQUI	981477482			5/5/2009		6/25/2009	5,503	5,318			
4	X	VERIZON COMMUNICATIONS	92343V104			5/25/2004		5/1/2009	9,087	10,111			
5	X	VERIZON COMMUNICATIONS	92343V104			5/25/2004		3/23/2009	3,076	3,370			
6	X	VANGUARD EMERGING MARI	922042858			3/23/2009		10/15/2009	23,093	13,896			
7	X	VANGUARD EMERGING MARI	922042858			3/23/2009		6/25/2009	6,843	5,312			
8	X	UNITED TECHNOLOGIES COF	913017109			10/25/2000		5/1/2009	9,858	6,513			
9	X	UNITED TECHNOLOGIES COF	913017109			10/25/2000		3/23/2009	4,274	3,257			
10	X	3M CO	88579Y101			4/18/2005		5/1/2009	11,516	15,215			
11	X	TEMPLETON GLOBAL BOND F	880208400			2/4/2008		6/25/2009	514	518			
12	X	TEMPLETON GLOBAL BOND F	880208400			5/5/2009		6/25/2009	291	294			
13	X	TEMPLETON GLOBAL BOND F	880208400			2/4/2008		3/26/2009	7,000	7,363			
14	X	TEMPLETON GLOBAL BOND F	880208400			2/4/2008		3/23/2009	20,000	21,248			
15	X	TARGET CORP 5 875%	87612EAH9			10/23/2008		3/24/2009	26,399	24,966			
16	X	SYSCO CORP	871829107			8/16/2004		5/1/2009	14,629	18,654			
17	X	STRYKER CORP	863667101			3/11/2005		5/1/2009	11,445	14,253			
18	X	SCHLUMBERGER LTD	806857108			8/31/1999		5/1/2009	17,687	10,280			
19	X	SCHLUMBERGER LTD	806857108			8/31/1999		3/23/2009	11,342	7,343			
20	X	SPDR DJ WILSHIRE INTERNA	78463X863			3/23/2009		6/25/2009	775	592			
21	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/1/2009		6/25/2009	2,038	1,776			
22	X	SBC COMMUNICATIONS 5 1(	78387GAP8			10/23/2008		3/24/2009	25,063	22,573			
23	X	ROYCE PENNSYLVANIA MUT	780905840			12/9/2008		3/23/2009	188	196			
24	X	ROYCE PENNSYLVANIA MUT	780905840			12/7/2007		3/23/2009	1,021	1,806			
25	X	ROYCE PENNSYLVANIA MUT	780905840			12/5/2006		3/23/2009	694	1,302			
26	X	ROYCE PENNSYLVANIA MUT	780905840			3/27/2006		3/23/2009	10,479	20,000			
27	X	T ROWE PRICE SHORT TERM	77957P105			5/5/2009		6/25/2009	375	371			
28	X	STI CLASSIC SEIX HIGH YIEL	76628T645			3/26/2009		6/25/2009	1,102	1,010			
29	X	STI CLASSIC SEIX HIGH YIEL	76628T645			5/5/2009		6/25/2009	171	168			
30	X	POWERSHARES DB COMMOI	73935S105			3/23/2009		6/25/2009	4,496	4,179			
31	X	PFIZER INC	717081103			8/16/2004		3/23/2009	1,383	3,142			
32	X	PFIZER INC	717081103			4/30/2003		3/23/2009	4,149	9,255			
33	X	PFIZER INC	717081103			6/10/2002		3/23/2009	5,532	13,988			
34	X	PEPSICO INC	713448108			7/31/1998		5/1/2009	19,871	5,470			
35	X	PEPSICO INC	713448108			7/31/1998		3/23/2009	5,102	1,367			
36	X	MEDTRONIC INC	585055106			8/31/1999		5/1/2009	16,040	18,864			
37	X	KOHLS CORP	500255104			10/11/2006		5/1/2009	8,582	13,954			
38	X	KOHLS CORP	500255104			10/11/2006		3/23/2009	4,210	6,977			
39	X	KEELEY SMALL CAP VAL FD (	487300808			3/23/2009		6/25/2009	1,185	1,009			
40	X	HARBOR CAP APPREC FD #1	411511504			5/5/2009		10/15/2009	48,541	40,040			
41	X	HARBOR CAP APPREC FD #1	411511504			5/5/2009		6/25/2009	4,795	4,680			
42	X	KEELEY SMALL CAP VAL FD (	487300808			5/5/2009		6/25/2009	235	239			
43	X	JOHNSON & JOHNSON	478160104			8/31/1999		5/1/2009	15,705	15,453			
44	X	JOHNSON & JOHNSON	478160104			8/31/1999		3/23/2009	5,280	5,151			
45	X	ISHARES S&P GSCI COMMOD	46428R107			2/4/2008		3/23/2009	13 444	26,349			
46	X	ISHARES TR S & P MIDCAP 4(	464287507			5/1/2009		10/15/2009	5,313	4,190			
47	X	ISHARES TR S & P MIDCAP 4(	464287507			5/1/2009		6/25/2009	2,002	1,955			
48	X	ISHARES GOLDMAN SACHS (	464287242			5/1/2009		6/25/2009	1,102	1,055			
49	X	ISHARES BARCLAYS AGGRE(	464287226			5/1/2009		10/15/2009	1,874	1,818			

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	112	Securities	860,565	1,024,740	-164,175
Short Term CG Distributions		Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis (Enter one field only) Cost	Donated Value	Expense of Sale and Cost of Improvements	Depreciation
50	X	ISHARES BARCLAYS AGGRE(	464287226			5/1/2009		6/25/2009	3,262	3,233			
51	X	ISHARES S & P 500 INDEX FU	464287200			3/23/2009		10/15/2009	1,202	898			
52	X	ISHARES S & P 500 INDEX FU	464287200			3/23/2009		6/25/2009	644	572			
53	X	ISHARES S & P 500 INDEX FU	464287200			5/1/2009		6/25/2009	3,496	3,345			
54	X	INTEL CORP	458140100			8/16/2004		5/1/2009	4 674	6,432			
55	X	INTEL CORP	458140100			8/31/1999		5/1/2009	12,465	32,500			
56	X	ING GLOBAL EQUITY & PR OF	45684E107			2/4/2008		3/23/2009	4,576	8,747			
57	X	ING GLOBAL EQUITY & PR OF	45684E107			4/10/2007		3/23/2009	13,728	30,953			
58	X	ING GLOBAL EQUITY & PR OF	45684E107			6/2/2006		3/23/2009	9,152	18,420			
59	X	ING CLARION GLOBAL REAL I	44982G104			4/10/2007		3/23/2009	4,516	34,517			
60	X	HUSSMAN STRATEGIC GROW	448108100			5/8/2008		3/23/2009	14,000	16,853			
61	X	HOME DEPOT INC	437076102			8/31/1999		5/1/2009	10,272	16,305			
62	X	HOME DEPOT INC	437076102			8/31/1999		3/23/2009	2,285	4,076			
63	X	OAKMARK INTERNATIONAL F	413838202			12/18/2008		3/23/2009	356	372			
64	X	OAKMARK INTERNATIONAL F	413838202			12/13/2007		3/23/2009	6,446	13,215			
65	X	OAKMARK INTERNATIONAL F	413838202			12/14/2006		3/23/2009	3,902	9,493			
66	X	OAKMARK INTERNATIONAL F	413838202			3/27/2006		3/23/2009	4,192	10,000			
67	X	OAKMARK INTERNATIONAL F	413838202			12/15/2005		3/23/2009	1,021	2,218			
68	X	OAKMARK INTERNATIONAL F	413838202			2/3/2005		3/23/2009	9,834	20,000			
69	X	OAKMARK INTERNATIONAL F	413838202			12/9/2004		3/23/2009	35	69			
70	X	OAKMARK INTERNATIONAL F	413838202			9/10/2003		3/23/2009	13,176	20,000			
71	X	HSBC FINANCE CORP 5 250	40429CCX8			3/19/2007		4/27/2009	48,425	50,037			
72	X	GENERAL ELECTRIC COM 5 0	369604AY9			5/1/2003		3/24/2009	50,200	52,022			
73	X	GENERAL ELECTRIC CO	369604103			7/31/1998		3/4/2009	3,681	2,734			
74	X	GENERAL DYNAMICS CORP	369550108			4/30/2003		4/23/2009	7,325	4,670			
75	X	GENERAL DYNAMICS CORP	369550108			4/30/2003		3/23/2009	3,878	3,113			
76	X	EXXON MOBIL CORPORATIO	30231G102			12/19/2001		5/1/2009	6,723	3,763			
77	X	EXXON MOBIL CORPORATIO	30231G102			11/28/2000		5/1/2009	13,446	9,402			
78	X	EXXON MOBIL CORPORATIO	30231G102			11/28/2000		3/23/2009	13,926	9,402			
79	X	DODGE & COX INCOME FD C	256210105			5/5/2009		6/25/2009	1 354	1,330			
80	X	CONOCOPHILLIPS	20825C104			8/30/2004		3/23/2009	16,076	14,616			
81	X	CITIGROUP INC 6 000% 8	172967EH0			9/17/2007		4/27/2009	41,120	50,802			
82	X	CISCO SYSTEMS INC	17275R102			8/16/2004		5/1/2009	5,877	5,487			
83	X	CISCO SYSTEMS INC	17275R102			4/30/2003		5/1/2009	5,877	4,536			
84	X	CISCO SYSTEMS INC	17275R102			8/31/1999		5/1/2009	13,713	23,293			
85	X	CHINA FD INC COM	169373107			1/28/2008		3/23/2009	1,277	2,799			
86	X	CHINA FD INC COM	169373107			2/3/2005		3/23/2009	7,885	16,130			
87	X	CHINA FD INC COM	169373107			1/23/2009		1/28/2009	10	10			
88	X	CATERPILLAR INC	149123101			11/1/2005		5/1/2009	11,187	15,810			
89	X	ARTISAN INTERNATIONAL FU	04314H204			3/27/2006		10/15/2009	6,935	9,169			
90	X	ARTISAN INTERNATIONAL FU	04314H204			12/19/2007		10/15/2009	3,347	4,645			
91	X	ARTISAN INTERNATIONAL FU	04314H204			12/20/2006		10/15/2009	2,561	3,530			
92	X	ARTISAN INTERNATIONAL FU	04314H204			12/19/2007		6/25/2009	3,180	5,559			
93	X	ARTISAN INTERNATIONAL FU	04314H204			4/10/2007		6/25/2009	10,647	20,000			
94	X	AFLAC INC	001055102			2/3/2005		5/1/2009	8,835	11,646			
95	X	S/T GAIN POWERSHARES	73935S105			1/1/2009		12/31/2009	2,148				
96	X	L/T GAIN POWERSHARES	73935S105			1/1/2008		12/31/2009	3,304				
97	X	S/T GAIN ISHARES	46428R107			1/1/2009		12/31/2009	3				

Line 16b (990-PF) - Accounting Fees

		1,012	0	0	1,012
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,012			1,012
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		126	126	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	126	126		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		11,832	8,924	0	2,908
1	Amortization See attached statement	0	0	0	0
2	WF TRUSTEE FEES	11,631	8,723		2,908
3	POWERSHARES PARTNERSHIP EXPENSES	173	173		
4	ISHARES PARTNERSHIP EXPENSES	28	28		
5					
6					
7					
8					
9					
10					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
			0	393,842	0	518,639
1	SEE ATTACHED STMT			393,842		518,639
2						
3						
4						
5						
6						
7						
8						
9						
10						

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
				0	240,616	0	251,782
1	SEE ATTACHED STMT				240,616		251,782
2							
3							
4							
5							
6							
7							
8							
9							
10							

Part II, Line 13 (990-PF) - Investments - Other

	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			998 978	174,087	191,348
1	PRIOR YEAR		998,978		
2	SEE ATTACHED STMT			174,087	191,348
3					
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	MUTUAL FUND TIMING DIFFERENCE	1	364
2	INCOME TAXED LAST YEAR	2	3,100
3	FEDERAL EXCISE TAX REFUND	3	1,446
4	Total	4	4,910

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	545
2	PARTNERSHIP INCOME ADJUSTMENT	2	5,301
3	PY RETURN OF CAPITAL ADJUSTMENT	3	289
4	Total	4	6,135

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	112
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	860,453	0	1,024,740	-164,287	0	0	0	-164,287
1	ZIMMER HOLDINGS INC	98956P102		8/16/2004	3/23/2009	7,176	0	14,338	-7,162			0	-7,162
2	EPOCH US LARGE CAP EQUITY -INS #4	981477482		5/5/2009	10/15/2009	43,799	0	36,839	6,960			0	6,960
3	EPOCH US LARGE CAP EQUITY -INS #4	981477482		5/5/2009	6/25/2009	5,503	0	5,318	185			0	185
4	VERIZON COMMUNICATIONS	92343V104		5/25/2004	5/1/2009	9 087	0	10,111	-1,024			0	-1,024
5	VERIZON COMMUNICATIONS	92343V104		5/25/2004	3/23/2009	3,076	0	3,370	-294			0	-294
6	VANGUARD EMERGING MARKETS ETF	922042858		3/23/2009	10/15/2009	23,093	0	13,896	9,197			0	9,197
7	VANGUARD EMERGING MARKETS ETF	922042858		3/23/2009	6/25/2009	6,843	0	5,312	1,531			0	1,531
8	UNITED TECHNOLOGIES CORP	913017109		10/25/2000	5/1/2009	9,858	0	6,513	3,345			0	3,345
9	UNITED TECHNOLOGIES CORP	913017109		10/25/2000	3/23/2009	4,274	0	3,257	1,017			0	1,017
10	3M CO	88579Y101		4/18/2005	5/1/2009	11,516	0	15,215	-3,699			0	-3,699
11	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		2/4/2008	6/25/2009	514	0	518	-4			0	-4
12	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		5/5/2009	6/25/2009	291	0	294	-3			0	-3
13	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		2/4/2008	3/26/2009	7,000	0	7,363	-363			0	-363
14	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		2/4/2008	3/23/2009	20,000	0	21 248	-1,248			0	-1,248
15	TARGET CORP 5 875% 3/01/12	87612EAH9		10/23/2008	3/24/2009	26,399	0	24,966	1,433			0	1,433
16	SYSCO CORP	871829107		8/16/2004	5/1/2009	14,629	0	18,654	-4,025			0	-4,025
17	STRYKER CORP	863667101		3/11/2005	5/1/2009	11,445	0	14,253	-2,808			0	-2,808
18	SCHLUMBERGER LTD	806857108		8/31/1999	5/1/2009	17,687	0	10,280	7,407			0	7,407
19	SCHLUMBERGER LTD	806857108		8/31/1999	3/23/2009	11,342	0	7,343	3,999			0	3 999
20	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863		3/23/2009	6/25/2009	775	0	592	183			0	183
21	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863		5/1/2009	6/25/2009	2,038	0	1,776	262			0	262
22	SBC COMMUNICATIONS 5 100% 9/15/1	78387GAP8		10/23/2008	3/24/2009	25,063	0	22,573	2,490			0	2,490
23	ROYCE PENNSYLVANIA MUT FD-INV #2	780905840		12/9/2008	3/23/2009	188	0	196	-8			0	-8
24	ROYCE PENNSYLVANIA MUT FD-INV #2	780905840		12/7/2007	3/23/2009	1,021	0	1,806	-785			0	-785
25	ROYCE PENNSYLVANIA MUT FD-INV #2	780905840		12/5/2006	3/23/2009	694	0	1,302	-608			0	-608
26	ROYCE PENNSYLVANIA MUT FD-INV #2	780905840		3/27/2006	3/23/2009	10 479	0	20 000	-9,521			0	-9,521
27	T ROWE PRICE SHORT TERM BD FD #5	77957P105		5/5/2009	6/25/2009	375	0	371	4			0	4
28	STI CLASSIC SEIX HIGH YIELD I #855	76628T645		3/26/2009	6/25/2009	1,102	0	1,010	92			0	92
29	STI CLASSIC SEIX HIGH YIELD I #855	76628T645		5/5/2009	6/25/2009	171	0	168	3			0	3
30	POWERSHARES DB COMMODITY INDE	73935S105		3/23/2009	6/25/2009	4 496	0	4,179	317			0	317
31	PFIZER INC	717081103		8/16/2004	3/23/2009	1 383	0	3,142	-1,759			0	-1,759
32	PFIZER INC	717081103		4/30/2003	3/23/2009	4,149	0	9,255	-5,106			0	-5,106
33	PFIZER INC	717081103		6/10/2002	3/23/2009	5 532	0	13 988	-8,456			0	-8,456
34	PEPSICO INC	713448108		7/31/1998	5/1/2009	19,871	0	5 470	14,401			0	14,401
35	PEPSICO INC	713448108		7/31/1998	3/23/2009	5,102	0	1,367	3,735			0	3,735
36	MEDTRONIC INC	585055106		8/31/1999	5/1/2009	16,040	0	18,864	-2,824			0	-2,824
37	KOHLS CORP	500255104		10/11/2006	5/1/2009	8,582	0	13,954	-5,372			0	-5,372
38	KOHLS CORP	500255104		10/11/2006	3/23/2009	4,210	0	6,977	-2,767			0	-2,767
39	KEELEY SMALL CAP VAL FD CL I #2251	487300808		3/23/2009	6/25/2009	1 185	0	1,009	176			0	176
40	HARBOR CAP APPREC FD #12	411511504		5/5/2009	10/15/2009	48,541	0	40,040	8,501			0	8,501
41	HARBOR CAP APPREC FD #12	411511504		5/5/2009	6/25/2009	4,795	0	4,680	115			0	115
42	KEELEY SMALL CAP VAL FD CL I #2251	487300808		5/5/2009	6/25/2009	235	0	239	-4			0	-4
43	JOHNSON & JOHNSON	478160104		8/31/1999	5/1/2009	15,705	0	15,453	252			0	252
44	JOHNSON & JOHNSON	478160104		8/31/1999	3/23/2009	5,280	0	5,151	129			0	129
45	ISHARES S&P GSCI COMMODITY I	46428R107		2/4/2008	3/23/2009	13,444	0	26,349	-12,905			0	-12,905
46	ISHARES TR S & P MIDCAP 400 ID FD	464287507		5/1/2009	10/15/2009	5,313	0	4,190	1,123			0	1,123
47	ISHARES TR S & P MIDCAP 400 ID FD	464287507		5/1/2009	6/25/2009	2,002	0	1,955	47			0	47
48	ISHARES GOLDMAN SACHS CORP BD	464287242		5/1/2009	6/25/2009	1,102	0	1,055	47			0	47
49	ISHARES BARCLAYS AGGREGATE BON	464287226		5/1/2009	10/15/2009	1 874	0	1,818	56			0	56
50	ISHARES BARCLAYS AGGREGATE BON	464287226		5/1/2009	6/25/2009	3,262	0	3,233	29			0	29
51	ISHARES S & P 500 INDEX FUND	464287200		3/23/2009	10/15/2009	1,202	0	898	304			0	304
52	ISHARES S & P 500 INDEX FUND	464287200		3/23/2009	6/25/2009	644	0	572	72			0	72
53	ISHARES S & P 500 INDEX FUND	464287200		5/1/2009	6/25/2009	3,496	0	3,345	151			0	151
54	INTEL CORP	458140100		8/16/2004	5/1/2009	4,674	0	6,432	-1,758			0	-1,758
55	INTEL CORP	458140100		8/31/1999	5/1/2009	12,465	0	32,500	-20 035			0	-20,035
56	ING GLOBAL EQUITY & PR OPPT	45684E107		2/4/2008	3/23/2009	4,576	0	8,747	-4,171			0	-4 171
57	ING GLOBAL EQUITY & PR OPPT	45684E107		4/10/2007	3/23/2009	13,728	0	30 953	-17,225			0	-17,225
58	ING GLOBAL EQUITY & PR OPPT	45684E107		6/2/2006	3/23/2009	9 152	0	18,420	-9,268			0	-9 268
59	ING CLARION GLOBAL REAL ESTATE	44982G104		4/10/2007	3/23/2009	4 516	0	34,517	-30 001			0	-30,001
60	HUSSMAN STRATEGIC GROWTH FUND	448108100		5/8/2008	3/23/2009	14 000	0	16 853	-2,853			0	-2 853

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	112
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	860,453	0	1,024,740	-164,287	0	0	0	-164,287
61	HOME DEPOT INC	437076102		8/31/1999	5/1/2009	10,272	0	16,305	-6,033			0	-6,033
62	HOME DEPOT INC	437076102		8/31/1999	3/23/2009	2,285	0	4,076	-1,791			0	-1,791
63	OAKMARK INTERNATIONAL FD #109	413838202		12/18/2008	3/23/2009	356	0	372	-16			0	-16
64	OAKMARK INTERNATIONAL FD #109	413838202		12/13/2007	3/23/2009	6,446	0	13,215	-6,769			0	-6,769
65	OAKMARK INTERNATIONAL FD #109	413838202		12/14/2006	3/23/2009	3,902	0	9,493	-5,591			0	-5,591
66	OAKMARK INTERNATIONAL FD #109	413838202		3/27/2006	3/23/2009	4,192	0	10,000	-5,808			0	-5,808
67	OAKMARK INTERNATIONAL FD #109	413838202		12/15/2005	3/23/2009	1,021	0	2,218	-1,197			0	-1,197
68	OAKMARK INTERNATIONAL FD #109	413838202		2/3/2005	3/23/2009	9,834	0	20,000	-10,166			0	-10,166
69	OAKMARK INTERNATIONAL FD #109	413838202		12/9/2004	3/23/2009	35	0	69	-34			0	-34
70	OAKMARK INTERNATIONAL FD #109	413838202		9/10/2003	3/23/2009	13,176	0	20,000	-6,824			0	-6,824
71	HSBC FINANCE CORP 5 250% 1/14/11	40429CCX8		3/19/2007	4/27/2009	48,425	0	50,037	-1,612			0	-1,612
72	GENERAL ELECTRIC COM 5 000% 2/01/	369604AY9		5/1/2003	3/24/2009	50,200	0	52,022	-1,822			0	-1,822
73	GENERAL ELECTRIC CO	369604103		7/31/1998	3/4/2009	3,681	0	2,734	947			0	947
74	GENERAL DYNAMICS CORP	369550108		4/30/2003	4/23/2009	7,325	0	4,670	2,655			0	2,655
75	GENERAL DYNAMICS CORP	369550108		4/30/2003	3/23/2009	3,878	0	3,113	765			0	765
76	EXXON MOBIL CORPORATION	30231G102		12/19/2001	5/1/2009	6,723	0	3,763	2,960			0	2,960
77	EXXON MOBIL CORPORATION	30231G102		11/28/2000	5/1/2009	13,446	0	9,402	4,044			0	4,044
78	EXXON MOBIL CORPORATION	30231G102		11/28/2000	3/23/2009	13,926	0	9,402	4,524			0	4,524
79	DODGE & COX INCOME FD COM #147	256210105		5/5/2009	6/25/2009	1,354	0	1,330	24			0	24
80	CONOCOPHILLIPS	20825C104		8/30/2004	3/23/2009	16,076	0	14,616	1,460			0	1,460
81	CITIGROUP INC 6 000% 8/15/17	172967EH0		9/17/2007	4/27/2009	41,120	0	50,802	-9,682			0	-9,682
82	CISCO SYSTEMS INC	17275R102		8/16/2004	5/1/2009	5,877	0	5,487	390			0	390
83	CISCO SYSTEMS INC	17275R102		4/30/2003	5/1/2009	5,877	0	4,536	1,341			0	1,341
84	CISCO SYSTEMS INC	17275R102		8/31/1999	5/1/2009	13,713	0	23,293	-9,580			0	-9,580
85	CHINA FD INC COM	169373107		1/28/2008	3/23/2009	1,277	0	2,799	-1,522			0	-1,522
86	CHINA FD INC COM	169373107		2/3/2005	3/23/2009	7,885	0	16,130	-8,245			0	-8,245
87	CHINA FD INC COM	169373107		1/23/2009	1/28/2009	10	0	10	0			0	0
88	CATERPILLAR INC	149123101		11/1/2005	5/1/2009	11,187	0	15,810	-4,623			0	-4,623
89	ARTISAN INTERNATIONAL FUND #661	04314H204		3/27/2006	10/15/2009	6,935	0	9,169	-2,234			0	-2,234
90	ARTISAN INTERNATIONAL FUND #661	04314H204		12/19/2007	10/15/2009	3,347	0	4,645	-1,298			0	-1,298
91	ARTISAN INTERNATIONAL FUND #661	04314H204		12/20/2006	10/15/2009	2,561	0	3,530	-969			0	-969
92	ARTISAN INTERNATIONAL FUND #661	04314H204		12/19/2007	6/25/2009	3,180	0	5,559	-2,379			0	-2,379
93	ARTISAN INTERNATIONAL FUND #661	04314H204		4/10/2007	6/25/2009	10,647	0	20,000	-9,353			0	-9,353
94	AFLAC INC	001055102		2/3/2005	5/1/2009	8,835	0	11,646	-2,811			0	-2,811
95	S/T GAIN POWERSHARES					2,148	0	0	2,148			0	2,148
96	L/T GAIN POWERSHARES					3,304	0	0	3,304			0	3,304
97	S/T GAIN ISHARES					3	0	0	3			0	3

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

11,631

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank, N A , Trust		1919 Douglas St 2nd Fl MAC N8000-	Omaha	NE	68102		TRUSTEE	4	11,631
2										
3										
4										
5										
6										
7										
8										
9										
10										

0	0	
Benefits	Expense Account	Explanation

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	293
2	First quarter estimated tax payment		2	0
3	Second quarter estimated tax payment		3	0
4	Third quarter estimated tax payment		4	0
5	Fourth quarter estimated tax payment		5	0
6	Other payments		6	0
7	Total		7	293

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2008 that remained undistributed at the beginning of the 2009 tax year	1	54,047
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	54,047

Part XV, Lines 1a-1b (990-PF) - Information Regarding Foundation Managers

	List Managers who contributed more than 2% of the total contributions received by the foundation	List Managers who own 10% or more of the stock of a corporation of which the foundation has a 10% or greater interest
1	NONE	NONE
2		
3		
4		
5		
6		
7		
8		
9		
10		