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

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

, 2009, and ending

, 20

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

RICE MEMORIAL HOSPITAL & WELFARE 1015000141

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

PO BOX 207

City or town, state, and ZIP code

EVANSVILLE, IN 47702

A Employer identification number

35-6015582

B Telephone number (see page 10 of the instructions)

(812) 464-1399

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

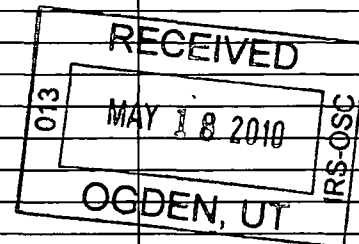
16) ▶ \$ 941,825.

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	30,029.	29,835.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-39,584.			
b Gross sales price for all assets on line 6a	217,658.			
7 Capital gain net income (from Part IV, line 2)				
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	-9,555.	29,835.		
13 Compensation of officers, directors, trustees, etc.	10,230.	9,207.		1,023.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 1	1,550.	NONE	NONE	1,550.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 2	1,014.	25.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	12,794.	9,232.	NONE	2,573.
25 Contributions, gifts, grants paid	32,150.			32,150.
26 Total expenses and disbursements. Add lines 24 and 25	44,944.	9,232.	NONE	34,723.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-54,499.			
b Net investment income (if negative, enter -0-)		20,603.		
c Adjusted net income (if negative, enter -0-)				

P
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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			
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	932,397.	877,900.	941,825.
	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)	932,397.	877,900.	941,825.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	932,397.	877,900.	
	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)	932,397.	877,900.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	932,397.	877,900.	

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	932,397.
2	Enter amount from Part I, line 27a	2	-54,499.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 3	3	2.
4	Add lines 1, 2, and 3	4	877,900.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	877,900.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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)			2	-39,584.	
<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> 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. </div> </div>					

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.

(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	27,825.	949,400.	0.02930798399
2007			
2006			
2005			
2004			
2 Total of line 1, column (d)			2 0.02930798399
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 0.02930798399
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 884,922.
5 Multiply line 4 by line 3			5 25,935.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 206.
7 Add lines 5 and 6			7 26,141.
8 Enter qualifying distributions from Part XII, line 4			8 34,723.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.			
Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	206.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	206.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	206.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	496.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	496.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	290.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 208. Refunded <input checked="" type="checkbox"/> 82.	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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)?		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?		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?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► _____ STMT 4		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

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
SEE STATEMENT 5		10,230.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 **NONE**

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

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

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

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

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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	898,398.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	898,398.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	898,398.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	13,476.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	884,922.
6	Minimum investment return. Enter 5% of line 5	6	44,246.

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	44,246.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	206.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	206.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	44,040.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	44,040.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	44,040.

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	34,723.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	34,723.
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	206.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	34,517.

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				44,040.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			19,152.	
b Total for prior years: 20 07, 20 , 20		NONE		
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	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 34,723.				
a Applied to 2008, but not more than line 2a			19,152.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				15,571.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				28,469.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

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

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

N/A

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

N/A

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

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

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

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 STATEMENT 6				
Total			▶ 3a	32,150.
b Approved for future payment				
Total			▶ 3b	

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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 | 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. | | | |

[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

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.

Jinda Thompson
Signature of officer or trustee

05/12/2010

TRUSTEE

Signature of officer or trustee

OLD NATIONAL TRUST COMPAN

Date _____

Title

Sign Here

**Paid
Preparer's
Use Only**

Preparer's
signature

Wesley Smith

Date _____

05/12/2010

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

THOMSON REUTERS (TAX & ACCOUNTING)

EIN ▶

ONE N. DEARBORN ST., 5TH FL.

60602

Phone no 312-873-6900

Form **990-PF** (2009)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,798.00		53. AFLAC INC PROPERTY TYPE: SECURITIES 2,957.00					01/03/2008 -1,159.00	05/14/2009
872.00		21. AFLAC INC PROPERTY TYPE: SECURITIES 586.00					02/06/2009 286.00	08/07/2009
1,288.00		31. AFLAC INC PROPERTY TYPE: SECURITIES 1,739.00					07/02/2008 -451.00	08/07/2009
943.00		6. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES 1,179.00					01/03/2008 -236.00	07/22/2009
549.00		23. AUTODESK INC PROPERTY TYPE: SECURITIES 471.00					02/06/2009 78.00	09/16/2009
2,245.00		94. AUTODESK INC PROPERTY TYPE: SECURITIES 4,231.00					07/02/2008 -1,986.00	09/16/2009
606.00		17. BARCLAYS BK IPATH INDL COMMODITY ETN PROPERTY TYPE: SECURITIES 477.00					07/09/2009 129.00	11/02/2009
820.00		15. BURLINGTON NORTHN SANTA FE CORP PROPERTY TYPE: SECURITIES 1,211.00					02/06/2009 -391.00	03/11/2009
2,516.00		46. BURLINGTON NORTHN SANTA FE CORP PROPERTY TYPE: SECURITIES 4,050.00					07/06/2007 -1,534.00	03/11/2009
404.00		7. CHURCH & DWIGHT INC PROPERTY TYPE: SECURITIES 395.00					10/23/2008 9.00	11/02/2009
448.00		20. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 571.00					07/06/2007 -123.00	08/07/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
603.00		14. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 675.00					02/06/2009 -72.00	07/22/2009
2,155.00		50. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 4,048.00					01/03/2008 -1,893.00	07/22/2009
287.00		5. COSTCO WHSL CORP NEW PROPERTY TYPE: SECURITIES 359.00					07/02/2008 -72.00	11/02/2009
408.00		6. DANAHER CORP PROPERTY TYPE: SECURITIES 524.00					01/03/2008 -116.00	11/02/2009
1,160.00		46.041 DRIEHAUS EMERGING MKTS GROWTH FD PROPERTY TYPE: SECURITIES 1,020.00					07/02/2009 140.00	08/07/2009
130.00		8. EMC CORPORATION PROPERTY TYPE: SECURITIES 138.00					09/16/2009 -8.00	11/02/2009
4,446.00		324.291 EATON VANCE LARGE CAP VALUE CL I PROPERTY TYPE: SECURITIES 7,232.00					01/03/2008 -2,786.00	02/09/2009
3,559.00		264.195 EATON VANCE LARGE CAP VALUE CL I PROPERTY TYPE: SECURITIES 4,175.00					10/27/2008 -616.00	07/02/2009
16,302.00		1210.247 EATON VANCE LARGE CAP VALUE CL PROPERTY TYPE: SECURITIES 26,989.00					01/03/2008 -10,687.00	07/02/2009
265.00		7. EMERSON ELEC CO PROPERTY TYPE: SECURITIES 376.00					07/02/2008 -111.00	11/02/2009
644.00		9. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 816.00					07/02/2008 -172.00	11/02/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
30,000.00		30000. FED HOME LN MTG 6% 07/10/2018-200 PROPERTY TYPE: SECURITIES 29,978.00					06/13/2008 22.00	01/12/2009
50,000.00		50000. FED FARM CR BK 3.3% 01/23/2009 PROPERTY TYPE: SECURITIES 50,000.00					01/15/2004	01/23/2009
35,000.00		35000. FED HOME LN MTG 5% 05/15/2016-200 PROPERTY TYPE: SECURITIES 33,494.00					09/21/2007 1,506.00	03/27/2009
1,959.00		76.226 FIDELITY DIVERSIFIED INTL FD #325 PROPERTY TYPE: SECURITIES 3,079.00					06/11/2007 -1,120.00	08/07/2009
1,405.00		45.824 FIRST AMERN MID CAP GROWTH OPP CL PROPERTY TYPE: SECURITIES 1,233.00					07/02/2009 172.00	08/07/2009
1,013.00		11. FRANKLIN RES INC PROPERTY TYPE: SECURITIES 1,191.00					02/16/2007 -178.00	08/19/2009
1,788.00		15. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 2,774.00					09/14/2007 -986.00	04/15/2009
2,378.00		90.314 GOLDMAN SACHS MID CAP VALUE INSTL PROPERTY TYPE: SECURITIES 3,753.00					06/11/2007 -1,375.00	08/07/2009
868.00		28. HARRIS CORP PROPERTY TYPE: SECURITIES 1,626.00					01/03/2008 -758.00	07/22/2009
296.00		7. HARRIS CORP PROPERTY TYPE: SECURITIES 402.00					07/25/2007 -106.00	11/02/2009
194.00		34. HARRIS STRATEX NETWORKS INC PROPERTY TYPE: SECURITIES 182.00					05/28/2009 12.00	06/04/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2.00		.281 HARRIS STRATEX NETWORKS INC PROPERTY TYPE: SECURITIES 2.00					05/28/2009	06/04/2009
383.00		8. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 390.00					11/13/2007 -7.00	11/02/2009
277.00		34. INTERNATIONAL GAME TECHNOLOGY PROPERTY TYPE: SECURITIES 432.00					02/06/2009 -155.00	03/11/2009
971.00		119. INTERNATIONAL GAME TECHNOLOGY PROPERTY TYPE: SECURITIES 5,136.00					01/03/2008 -4,165.00	03/11/2009
1,271.00		36. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 1,812.00					06/08/2007 -541.00	05/14/2009
387.00		9. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 453.00					06/08/2007 -66.00	08/07/2009
210.00		5. JACOBS ENGR GROUP INC PROPERTY TYPE: SECURITIES 334.00					07/02/2008 -124.00	11/02/2009
304.00		8. JACOBS ENGR GROUP INC PROPERTY TYPE: SECURITIES 329.00					02/06/2009 -25.00	11/18/2009
2,467.00		65. JACOBS ENGR GROUP INC PROPERTY TYPE: SECURITIES 2,639.00					10/23/2008 -172.00	11/18/2009
535.00		9. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 592.00					03/20/2008 -57.00	11/02/2009
4,110.00		66. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 4,143.00					07/02/2008 -33.00	11/19/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1,046.00		97.043 JP MORGAN US REAL ESTATE SELECT S PROPERTY TYPE: SECURITIES 1,569.00				07/02/2008 -523.00	08/07/2009
1,412.00		121.011 JP MORGAN US REAL ESTATE SELECT PROPERTY TYPE: SECURITIES 931.00				07/02/2009 481.00	12/03/2009
10,218.00		875.563 JP MORGAN US REAL ESTATE SELECT PROPERTY TYPE: SECURITIES 13,552.00				10/27/2008 -3,334.00	12/03/2009
3,567.00		302.773 LEGG MASON EMERGING MKTS INSTL F PROPERTY TYPE: SECURITIES 7,044.00				10/27/2008 -3,477.00	02/09/2009
471.00		8. MCDONALDS CORP PROPERTY TYPE: SECURITIES 451.00				10/23/2008 20.00	11/02/2009
458.00		8. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES 370.00				05/14/2009 88.00	11/02/2009
261.00		8. METLIFE INC PROPERTY TYPE: SECURITIES 527.00				06/08/2007 -266.00	11/02/2009
591.00		25. MICROSOFT CORP PROPERTY TYPE: SECURITIES 890.00				01/03/2008 -299.00	08/07/2009
391.00		6. NOBLE ENERGY INC PROPERTY TYPE: SECURITIES 480.00				07/02/2008 -89.00	11/02/2009
362.00		6. PEPSICO INC PROPERTY TYPE: SECURITIES 399.00				06/08/2007 -37.00	11/02/2009
476.00		6. PRAXAIR INC PROPERTY TYPE: SECURITIES 553.00				07/02/2008 -77.00	11/02/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
973.00		18. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 1,204.00					01/03/2008 -231.00	02/06/2009
351.00		6. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 377.00					06/08/2007 -26.00	11/02/2009
194.00		8. QUANTA SVCS INC PROPERTY TYPE: SECURITIES 175.00					07/22/2009 19.00	08/07/2009
1,355.00		154.145 ROYCE PENNSYLVANIA MUT CL I FD # PROPERTY TYPE: SECURITIES 1,634.00					01/03/2008 -279.00	11/03/2009
373.00		6. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 372.00					09/16/2009 1.00	11/02/2009
134.00		5. SELECT SECTOR SPDR CONSUMER DISCRETIO PROPERTY TYPE: SECURITIES 88.00					03/11/2009 46.00	11/02/2009
4,063.00		233. AMEX TECHNOLOGY SELECT SPDR PROPERTY TYPE: SECURITIES 3,360.00					03/11/2009 703.00	05/27/2009
514.00		18. SMITH INTL INC PROPERTY TYPE: SECURITIES 481.00					02/06/2009 33.00	09/16/2009
1,943.00		68. SMITH INTL INC PROPERTY TYPE: SECURITIES 2,567.00					02/16/2007 -624.00	09/16/2009
315.00		6. STERICYCLE INC PROPERTY TYPE: SECURITIES 313.00					10/23/2008 2.00	11/02/2009
683.00		20. STRYKER CORP PROPERTY TYPE: SECURITIES 957.00					02/06/2009 -274.00	04/08/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,425.00		71. STRYKER CORP PROPERTY TYPE: SECURITIES 4,835.00					01/03/2008 -2,410.00	04/08/2009
293.00		6. TARGET CORP PROPERTY TYPE: SECURITIES 376.00					02/16/2007 -83.00	11/02/2009
356.00		8. THERMO FISHER SCIENTIFIC INC PROPERTY TYPE: SECURITIES 456.00					02/14/2008 -100.00	11/02/2009
269.00		7. WALGREEN CO PROPERTY TYPE: SECURITIES 323.00					02/16/2007 -54.00	11/02/2009
190.00		7. WELLS FARGO & CO NEW PROPERTY TYPE: SECURITIES 216.00					10/23/2008 -26.00	11/02/2009
328.00		8. XTO ENERGY INC PROPERTY TYPE: SECURITIES 414.00					07/02/2008 -86.00	11/02/2009
1,459.00		31. XTO ENERGY INC PROPERTY TYPE: SECURITIES 1,203.00					02/06/2009 256.00	12/16/2009
3,907.00		83. XTO ENERGY INC PROPERTY TYPE: SECURITIES 2,932.00					10/23/2008 975.00	12/16/2009
TOTAL GAIN(LOSS)					----- -39,584. =====	

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
TAX PREPARATION FEE (NON-ALLOC	1,550.			1,550.
	-----	-----	-----	-----
TOTALS	1,550.	NONE	NONE	1,550.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	493.	
FEDERAL ESTIMATES - INCOME	496.	
FOREIGN TAXES ON QUALIFIED FOR	25.	25.
	-----	-----
TOTALS	1,014.	25.
	=====	=====

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

ROUNDING

2.

TOTAL

2.
=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

IN

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

OFFICER NAME:

OLD NATIONAL TRUST COMPANY

ADDRESS:

P.O. BOX 207

EVANSVILLE, IN 47702

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 10,230.

OFFICER NAME:

PASTOR

ADDRESS:

FIRST METHODIST CHURCH OF PETERSBUR

PETERSBURG, IN 47567

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JUDGE

ADDRESS:

PIKE COUNTY, IN CIRCUIT COURT

PETERSBURG, IN 47567,

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION:

10,230.

=====

RECIPIENT NAME:
INDIANA UNIVERSITY
ADDRESS:
BURSAR OFFICE-FRANKLIN HALL 011
BLOOMINGTON, IN 47405-1223
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID 18,130.

RECIPIENT NAME:
PURDUE UNIVERSITY
ADDRESS:
BURSAR OFFICE-OUTSIDE AWARDS
W LAFAYETTE, IN 47907-1060
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID 14,020.

TOTAL GRANTS PAID: 32,150.
=====

OLD NATIONAL TRUST

OLD NATIONAL TRUST COMPANY

Run on 4/19/2010 10:24:48 AM

Asset Details

As of 12/31/2009

Combined Portfolios

Settlement Date Basis

Account: 1015000141

RICE MEMORIAL HOSPITAL &
WELFARE TAX-EXEMPT
CHARITABLE TRUST

Administrator: RUTH STONECIPHER @ 812-461-9728

Investment Officer: SPENCER VINSON @ 812-464-1376

Investment Authority: Joint with Individual

Investment Objective: EMPHASIZE INCOME

Lot Select Method: LTHC

Sort By: CUSIP

Ticker	CUSIP/ Description CASH	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Income	Yield	Pricing Date
										0.00	
AAPL	037833100 APPLE INC	32 000000	210.732	4,171.69	4,171.69	6,743	2,572	0.72		0.00	12/31/2009
JJM	06738G407 BARCLAYS BK IPATH INDL COMMODITY ETN	166.000000	40.550	4,654.20	4,654.20	6,731	2,077	0.71		0.00	12/31/2009
BDX	075887109 BECTON DICKINSON & CO	36 000000	78.860	2,513.52	2,513.52	2,839	325	0.30	53	1.88	12/31/2009
CHD	171340102 CHURCH & DWIGHT INC	105.000000	60.450	4,082.55	4,082.55	6,347	2,265	0.67	59	0.93	12/31/2009
CSCO	17275R102 CISCO SYS INC	200.000000	23.940	4,041.98	4,041.98	4,788	746	0.51		0.00	12/31/2009
COST	22160K105 COSTCO WHSL CORP NEW	73.000000	59.170	4,303.41	4,303.41	4,319	16	0.46	53	1.22	12/31/2009
CVD	222816100 COVANCE INC	49.000000	54.570	3,093.74	3,093.74	2,674	420-	0.28		0.00	12/31/2009
DHR	235851102 DANAHER CORP	81 000000	75.200	3,496.57	3,496.57	6,091	2,595	0.65	13	0.21	12/31/2009
DE	244199105 DEERE & CO	75.000000	54.090	3,207.19	3,207.19	4,057	850	0.43	84	2.07	12/31/2009
DREGX	262028301 DRIEHAUS EMERGING MKTS GROWTH FD #3	438.634000	29.240	8,348.41	8,348.41	12,826	4,477	1.36	34	0.27	12/31/2009
EMC	268648102 EMC CORP	276.000000	17.470	4,761.22	4,761.22	4,822	61	0.51		0.00	12/31/2009
ECL	278865100 ECOLAB INC	126 000000	44.580	5,442.38	5,442.38	5,617	175	0.60	78	1.39	12/31/2009

EMR	291011104 EMERSON ELEC CO	89.000000	42.600	3,699.52	3,699.52	3,791	92	0.40	119	3.15	12/31/2009
XOM	30231G102 EXXON MOBIL CORP	120.000000	68.190	7,772.28	7,772.28	8,183	411	0.87	202	2.46	12/31/2009
31331VJS	31331VJS6 FED FARM CR BK 4.95% 07/08/2016	50,000.000000	107.156	49,917.00	49,917.00	53,578	3,661	5.69	2,475	4.62	12/31/2009
3133MJUQ	3133MJUQ1 FED HOME LN BK 4.875% 11/15/2011	25,000.000000	106.813	25,337.75	25,337.75	26,703	1,366	2.84	1,219	4.56	12/31/2009
3133X2BX	3133X2BX2 FED HOME LN BK 4.25% 11/15/2010	50,000.000000	103.125	51,067.50	51,067.50	51,563	495	5.47	2,125	4.12	12/31/2009
3133X52U	3133X52U1 FED HOME LN BK 4.5% 03/17/2014	50,000.000000	108.031	48,502.45	48,502.45	54,016	5,513	5.74	2,250	4.17	12/31/2009
3133XDTC	3133XDTC5 FED HOME LN BK 5% 12/11/2015	50,000.000000	108.188	50,131.35	50,131.35	54,094	3,963	5.74	2,500	4.62	12/31/2009
3133XTGH	3133XTGH3 FED HOME LN BK 1% 07/07/2010	50,000.000000	100.344	50,000.00	50,000.00	50,172	172	5.33	500	1.00	12/31/2009
31359MPF	31359MPF4 FED NAT MTG ASSOC 4.375% 09/15/2012	50,000.000000	107.094	50,000.00	50,000.00	53,547	3,547	5.69	2,188	4.09	12/31/2009
31364GBZ	31364GBZ1 FED NAT MTG ASSOC 5.12% 10/09/2013	50,000.000000	109.870	50,144.10	50,144.10	54,935	4,791	5.83	2,560	4.66	12/31/2009
FDIVX	315910802 FIDELITY DIVERSIFIED INTL FD #325	789.922000	28.000	27,099.88	27,099.88	22,118	4,982	2.35	275	1.24	12/31/2009
FISGX	318941598 FIRST AMERN MID CAP GROWTH OPP CL Y FD #2453	426.386000	34.220	10,434.18	10,434.18	14,591	4,157	1.55		0.00	12/31/2009
BEN	354613101 FRANKLIN RES INC	43.000000	105.350	3,127.04	3,127.04	4,530	1,403	0.48	38	0.84	12/31/2009
36962G3H	36962G3H5 GE CAP CORP 5.625% 09/15/2017	25,000.000000	103.023	24,274.00	24,274.00	25,756	1,482	2.73	1,406	5.46	12/31/2009

GS	38141G104 GOLDMAN SACHS	13 000000	168.840	1,236.37	1,236.37	2,195	959	0.23	18	0.83	12/31/2009
38141GDQ	38141GDQ4 GOLDMAN SACHS 5.25% 10/15/2013	25,000.000000	106 201	24,580.25	24,580.25	26,550	1,970	2.82	1,313	4.94	12/31/2009
FSMXX	38141W232 GOLDMAN SACHS FS MM FD #474			45,826.56	45,826.56	45,827		4.87	14	0.03	01/01/1901
GSMCX	38141W398 GOLDMAN SACHS MID CAP VALUE INSTL FD #864	934.455000	29.170	31,747.00	31,747.00	27,258	4,489-	2.89	356	1.31	12/31/2009
HRS	413875105 HARRIS CORP	103.000000	47.550	5,258.47	5,258.47	4,898	361-	0.52	91	1.85	12/31/2009
HPQ	428236103 HEWLETT PACKARD CO	109.000000	51.510	4,866.07	4,866.07	5,615	749	0.60	35	0.62	12/31/2009
IBM	459200101 INTL BUSINESS MACHS CORP	51 000000	130.900	5,170.21	5,170.21	6,676	1,506	0.71	112	1.68	12/31/2009
JPM	46625H100 JPMORGAN CHASE & CO	136.000000	41.670	6,026.89	6,026.89	5,667	360-	0.60	27	0.48	12/31/2009
JNJ	478160104 JOHNSON & JOHNSON	55.000000	64.410	3,230.71	3,230.71	3,543	312	0.38	108	3.04	12/31/2009
MCD	580135101 MCDONALDS CORP	120 000000	62.440	6,286.08	6,286.08	7,493	1,207	0.80	264	3.52	12/31/2009
MHS	58405U102 MEDCO HEALTH SOLUTIONS INC	93.000000	63.910	4,021.02	4,021.02	5,944	1,923	0.63		0.00	12/31/2009
MET	59156R108 METLIFE INC	110.000000	35.350	4,546.45	4,546.45	3,889	658-	0.41	81	2.09	12/31/2009
MSFT	594918104 MICROSOFT CORP	270.000000	30.480	7,557.46	7,557.46	8,230	672	0.87	140	1.71	12/31/2009
NBL	655044105 NOBLE ENERGY INC	84.000000	71.220	3,968.91	3,968.91	5,982	2,014	0.64	60	1.01	12/31/2009
NTRS	665859104 NORTHERN TRUST CORP	61 000000	52.400	3,561.91	3,561.91	3,196	366-	0.34	68	2.14	12/31/2009
PEP	713448108 PEPSICO INC	91.000000	60.800	4,843.12	4,843.12	5,533	690	0.59	164	2.96	12/31/2009
72447XAC	72447XAC1 PITNEY BOWES	20,000.000000	107.144	20,281.80	20,281.80	21,429	1,147	2.27	1,150	5.37	12/31/2009

		INC 5.75%									
		09/15/2017									
PX	74005P104 PRAXAIR INC	75.000000	80.310	4,301.78	4,301.78	6,023	1,721	0.64	120	1.99	12/31/2009
PG	742718109 PROCTER & GAMBLE CO	79.000000	60.630	4,443.27	4,443.27	4,790	347	0.51	139	2.90	12/31/2009
PWR	74762E102 QUANTA SVCS INC	178.000000	20.840	3,685.63	3,685.63	3,710	24	0.39		0.00	12/31/2009
PENNX	780905840 ROYCE PENNSYLVANIA MUT CL I FD #260	1,276.490000	9.450	10,425.10	10,425.10	12,063	1,638	1.28	10	0.08	12/31/2009
SPY	78462F103 SPDR S&P 500 ETF TR	48.000000	111.440	5,357.28	5,357.28	5,349	8-	0.57	113	2.12	12/31/2009
SLB	806857108 SCHLUMBERGER LTD	84.000000	65.090	4,890.29	4,890.29	5,468	577	0.58	71	1.29	12/31/2009
XLY	81369Y407 SELECT SECTOR SPDR CONSUMER DISCRETIONARY	67.000000	29.770	1,173.17	1,173.17	1,995	821	0.21	43	2.16	12/31/2009
SRCL	858912108 STERICYCLE INC	85.000000	55.170	3,782.48	3,782.48	4,689	907	0.50		0.00	12/31/2009
TGT	87612E106 TARGET CORP	84.000000	48.370	4,479.69	4,479.69	4,063	417-	0.43	57	1.41	12/31/2009
TMO	883556102 THERMO FISHER SCIENTIFIC INC	117.000000	47.690	5,909.16	5,909.16	5,580	329-	0.59		0.00	12/31/2009
911312AL	911312AL0 UNITED PARCEL SERVICE 3.875% 04/01/2014	20,000.000000	103.897	19,955.60	19,955.60	20,779	824	2.21	775	3.73	12/31/2009
912828GG	912828GG9 US TREASURY N/B 4.75% 02/15/2010	25,000.000000	100.523	24,750.98	24,750.98	25,131	380	2.67	1,188	4.73	12/31/2009
912828GH	912828GH7 US TREASURY N/B 4.625% 02/15/2017	50,000.000000	107.977	47,671.87	47,671.87	53,989	6,317	5.73	2,313	4.28	12/31/2009
VNQ	922908553 VANGUARD REIT ETF	270.000000	44.740	11,915.10	11,915.10	12,080	165	1.28	631	5.22	12/31/2009
V	92826C839	60.000000	87.460	4,047.14	4,047.14	5,248	1,200	0.56	30	0.57	12/31/2009

VISA INC CL A

WMT	931142103 WALMART STORES INC	52.000000	53.450	2,814.95	2,814.95	2,779	36-	0.30	57	2.04	12/31/2009
WAG	931422109 WALGREEN CO	97.000000	36.720	3,563.86	3,563.86	3,562	2-	0.38	53	1.50	12/31/2009
931422AE	931422AE9 WALGREEN CO 5.25% 01/15/2019	25,000.000000	106.121	25,207.00	25,207.00	26,530	1,323	2.81	1,313	4.95	12/31/2009
WFC	949746101 WELLS FARGO & CO NEW	98.000000	26.990	2,892.36	2,892.36	2,645	247-	0.28	20	0.74	12/31/2009

 Total Portfolio

 877,899.90 877,899.90 941,825 63,925 100.00 29,163 3.10

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