M3557

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

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

OMB No 1545-0052

2009

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 change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
GOLDENBERG MAX T/W M G FOUNDATION
110010229732

A Employer identification number
36-2471625

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
111 WEST MONROE STREET TAX DIV 16W

B Telephone number (see page 10 of the instructions)
(312) 461-7271

City or town, state, and ZIP code
CHICAGO, IL 60603

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
[X] 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) ▶ $ 6,685,516.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify) ________
(Part I, column (d) must be on cash basis.)

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	141,644.	141,644.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-672,364.			
	b	Gross sales price for all assets on line 6a 2,736,118.				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	-530,720.	141,644.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	76,471.	38,236.		38,235.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 5	1,500.	750.	NONE	750.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 6	-5,431.	2,127.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 7	12,337.	12,322.		15.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	84,877.	53,435.	NONE	39,000.
	25	Contributions, gifts, grants paid	332,100.			332,100.
	26	**Total expenses and disbursements** Add lines 24 and 25	416,977.	53,435.	NONE	371,100.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-947,697.			
	b	**Net investment income** (if negative, enter -0-)		88,209.		
	c	**Adjusted net income** (if negative, enter -0-)				

INTERNAL REVENUE SERVICE
W&I-FE... ASSISTANCE
ORLAND PARK, IL 60462
MAY 17 2010
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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	101,514.	74,730.	74,730.
	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)	70.	70.	70.
	b	Investments - corporate stock (attach schedule)	5,059,530.	3,995,958.	4,440,115.
	c	Investments - corporate bonds (attach schedule)	1,084,989.	1,226,257.	1,300,601.
	11	Investments - land, buildings, and equipment basis ▶ 32,777. ; Less accumulated depreciation (attach schedule) ▶	32,777.	32,777.	870,000.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ ; Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	11,485.	13,240.	NONE
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,290,365.	5,343,032.	6,685,516.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27	Capital stock, trust principal, or current funds	6,290,365.	5,343,032.	
	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)	6,290,365.	5,343,032.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,290,365.	5,343,032.	

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	6,290,365.
2	Enter amount from Part I, line 27a	2	-947,697.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	364.
4	Add lines 1, 2, and 3	4	5,343,032.
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	5,343,032.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo , day, yr.)
1a	SEE PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	-672,364.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	384,196.	7,573,139.	0.05073140741
2007	399,228.	8,121,099.	0.04915935639
2006	364,349.	8,207,078.	0.04439448486
2005	315,518.	7,370,754.	0.04280674677
2004	288,732.	6,481,122.	0.04454969371

2	**Total** of line 1, column (d)	2	0.23164168914
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	0.04632833783
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,103,832.
5	Multiply line 4 by line 3	5	282,780.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	882.
7	Add lines 5 and 6	7	283,662.
8	Enter qualifying distributions from Part XII, line 4	8	371,100.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling 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 ▶ [X] and enter 1% of Part I, line 27b		1	882.
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	882.
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	882.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 1,116.		
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	1,116.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	234.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 234. **Refunded** ▶		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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 9			
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 ▶ SEE STATEMENT 10 Telephone no ▶

Located at ▶ ZIP + 4 ▶

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

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

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

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

			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 ▶ ____, ____, ____, ____

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)	2b		X

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.
▶ ____, ____, ____, ____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			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		
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)*

		Yes	No
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.*		X
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 11		76,471.	-0-	-0-

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,200,044.
b	Average of monthly cash balances	1b	121,740.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	875,000.
d	**Total** (add lines 1a, b, and c)	1d	6,196,784.
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	6,196,784.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	92,952.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,103,832.
6	**Minimum investment return.** Enter 5% of line 5	6	305,192.

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	305,192.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	882.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	882.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	304,310.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	304,310.
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	304,310.

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	371,100.
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	371,100.
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	882.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	370,218.

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				304,310.
2	Undistributed income, if any, as of the end of 2009:				
a	Enter amount for 2008 only			332,073.	
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: ▶ $ 371,100.				
a	Applied to 2008, but not more than line 2a			332,073.	
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				39,027.
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				265,283.
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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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:

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 20				
Total . . . . ▶ **3a**				332,100.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	141,644.	
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	-672,364.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-530,720.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -530,720.

(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 29 of the instructions.)
	NOT APPLICABLE

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/12/10 Title: Harris, N.A., Trustee

Paid Preparer's Use Only

Preparer's signature: [signature] Date: 5/4/10 Check if self-employed ☐ Preparer's identifying number (See Signature on page 30 of the instructions) P00076768

Firm's name (or yours if self-employed), address, and ZIP code: FRIEDMAN & HUEY ASSOCIATES LLP, 1313 WEST 175TH STREET, HOMEWOOD, IL 60430

EIN ▶ 36-3382360

Phone no 708-799-6800

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)	
		1300. AES CORPORATION COMMON STOCK PROPERTY TYPE: SECURITIES					12/19/2008	05/27/2009
11,627.00		10,528.00					1,099.00	
		260. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					02/23/2009	07/20/2009
11,625.00		14,087.00					-2,462.00	
		170. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					11/16/2007	07/20/2009
7,601.00		9,315.00					-1,714.00	
		1170. ACTIVISION BLIZZARD, INC PROPERTY TYPE: SECURITIES					10/23/2008	01/16/2009
11,057.00		17,678.00					-6,621.00	
		610. ACTIVISION BLIZZARD, INC PROPERTY TYPE: SECURITIES					12/02/2008	02/23/2009
5,729.00		6,488.00					-759.00	
		290. AKAMAI TECHNOLOGIES INC COMMON STOC PROPERTY TYPE: SECURITIES					05/27/2009	11/20/2009
6,943.00		6,304.00					639.00	
		290. ALPHA NATURAL RESOURCES, INC. PROPERTY TYPE: SECURITIES					10/23/2008	03/23/2009
5,873.00		21,430.00					-15,557.00	
		360. ALPHA NATURAL RESOURCES, INC. PROPERTY TYPE: SECURITIES					12/19/2008	04/20/2009
5,840.00		8,226.00					-2,386.00	
		70. AMGEN INC COMMON STOCK PROPERTY TYPE: SECURITIES					09/23/2008	04/20/2009
3,269.00		4,070.00					-801.00	
		30. APACHE CORPORATION COMMON STOCK PROPERTY TYPE: SECURITIES					05/20/2008	06/22/2009
2,138.00		4,409.00					-2,271.00	
		150. APACHE CORPORATION COMMON STOCK PROPERTY TYPE: SECURITIES					05/20/2008	09/21/2009
13,800.00		22,047.00					-8,247.00	

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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)	
		50. APPLE COMPUTER INC COMMON STOCK PROPERTY TYPE: SECURITIES					11/16/2007	10/20/2009
9,940.00		8,218.00					1,722.00	
		790. APPLIED MATERIALS INC COMMON STOCK PROPERTY TYPE: SECURITIES					11/16/2007	02/23/2009
6,834.00		14,566.00					-7,732.00	
		320. AQUA AMERICA INC PROPERTY TYPE: SECURITIES					02/23/2009	09/21/2009
5,463.00		6,028.00					-565.00	
		50. ARCELORMITTAL ADR PROPERTY TYPE: SECURITIES					05/20/2008	04/20/2009
1,304.00		4,993.00					-3,689.00	
		410. ARCELORMITTAL ADR PROPERTY TYPE: SECURITIES					04/18/2008	04/20/2009
10,693.00		31,634.00					-20,941.00	
		230. ASSURANT INC PROPERTY TYPE: SECURITIES					01/16/2009	08/21/2009
6,686.00		6,574.00					112.00	
		160. ASSURANT INC PROPERTY TYPE: SECURITIES					06/23/2008	08/21/2009
4,651.00		10,939.00					-6,288.00	
		500. BJ'S WHOLESALE CLUB INC COMMON STOC PROPERTY TYPE: SECURITIES					11/16/2007	01/16/2009
15,895.00		17,319.00					-1,424.00	
		250. BJ'S WHOLESALE CLUB INC COMMON STOC PROPERTY TYPE: SECURITIES					11/16/2007	09/21/2009
9,103.00		8,783.00					320.00	
		630. BANK AMERICA CORP COMMON STOCK PROPERTY TYPE: SECURITIES					06/26/2001	01/20/2009
3,767.00		19,098.00					-15,331.00	
		100000. BANK OF AMERICA 4.875% 9/1 PROPERTY TYPE: SECURITIES					11/16/2006	11/04/2009
104,744.00		99,108.00					5,636.00	

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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)	
		130. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES					08/25/2008	01/16/2009
2,958.00		5,353.00					-2,395.00	
		190. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES					08/25/2008	04/20/2009
5,657.00		6,496.00					-839.00	
		250. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES					08/25/2008	09/21/2009
7,373.00		8,548.00					-1,175.00	
		70. C R BARD INC CAPITAL STOCK PROPERTY TYPE: SECURITIES					07/21/2008	06/22/2009
5,111.00		6,298.00					-1,187.00	
		130. C R BARD INC CAPITAL STOCK PROPERTY TYPE: SECURITIES					07/21/2008	07/20/2009
9,563.00		11,697.00					-2,134.00	
		150. BAXTER INTERNATIONAL INC PROPERTY TYPE: SECURITIES					07/21/2008	05/27/2009
7,531.00		10,267.00					-2,736.00	
		5450.942 WILLIAM BLAIR INTER S/C GR-I PROPERTY TYPE: SECURITIES					11/22/2006	11/04/2009
55,000.00		68,839.00					-13,839.00	
		130. BOEING COMPANY COMMON STOCK PROPERTY TYPE: SECURITIES					11/16/2007	01/16/2009
5,518.00		11,697.00					-6,179.00	
		100. CF INDUSTRIES HOLDINGS INC PROPERTY TYPE: SECURITIES					12/02/2008	05/27/2009
8,198.00		4,458.00					3,740.00	
		100. CF INDUSTRIES HOLDINGS INC PROPERTY TYPE: SECURITIES					05/20/2008	05/27/2009
8,198.00		13,725.00					-5,527.00	
		80. CHEVRON TEXACO INC COMMON STOCK PROPERTY TYPE: SECURITIES					12/27/2000	01/16/2009
5,735.00		3,165.00					2,570.00	

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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)	
		100. CHEVRON TEXACO INC COMMON STOCK PROPERTY TYPE: SECURITIES					12/27/2000	09/21/2009
7,202.00		3,957.00					3,245.00	
		120. CHURCH & DWIGHT COMPANY INC COMMON PROPERTY TYPE: SECURITIES					10/23/2008	03/23/2009
6,086.00		6,885.00					-799.00	
		328.629 COLUMBIA ACORN FUND-Z PROPERTY TYPE: SECURITIES					12/09/2008	01/28/2009
5,689.00		8,193.00					-2,504.00	
		2559.875 COLUMBIA ACORN FUND-Z PROPERTY TYPE: SECURITIES					12/09/2005	01/28/2009
44,311.00		45,233.00					-922.00	
		1322.751 COLUMBIA ACORN FUND-Z PROPERTY TYPE: SECURITIES					01/08/2003	11/04/2009
30,000.00		20,741.00					9,259.00	
		370. COMCAST CORP-CL A PROPERTY TYPE: SECURITIES					04/20/2009	11/20/2009
5,543.00		5,253.00					290.00	
		150. COMSTOCK RESOURCES INC PROPERTY TYPE: SECURITIES					12/19/2008	07/20/2009
5,303.00		6,668.00					-1,365.00	
		180. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					06/23/2008	12/17/2009
9,063.00		7,298.00					1,765.00	
		140. CUMMINS ENGINE COMPANY INC COMMON S PROPERTY TYPE: SECURITIES					01/23/2006	05/27/2009
4,712.00		3,267.00					1,445.00	
		550. WALT DISNEY CO. PROPERTY TYPE: SECURITIES					09/25/2006	02/23/2009
9,586.00		16,391.00					-6,805.00	
		2247.191 DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES					12/28/2007	11/04/2009
70,000.00		103,302.00					-33,302.00	

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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)	
		150. DUN & BRADSTREET CORP DEL NEW COMMO PROPERTY TYPE: SECURITIES					04/26/2004	03/23/2009
11,284.00		8,052.00					3,232.00	
		90. DUN & BRADSTREET CORP DEL NEW COMMON PROPERTY TYPE: SECURITIES					04/26/2004	04/20/2009
7,244.00		4,831.00					2,413.00	
		270. ENSCO INTERNATIONAL INC COMMON STOC PROPERTY TYPE: SECURITIES					04/25/2007	03/23/2009
8,217.00		11,946.00					-3,729.00	
		340. EMBARQ CORP-W/I PROPERTY TYPE: SECURITIES					02/21/2007	06/22/2009
14,491.00		19,004.00					-4,513.00	
		140. ENERGEN CORPORATION COMMON STOCK PROPERTY TYPE: SECURITIES					07/21/2008	01/16/2009
3,921.00		10,358.00					-6,437.00	
		50. ENERGEN CORPORATION COMMON STOCK PROPERTY TYPE: SECURITIES					07/21/2008	05/27/2009
1,854.00		3,482.00					-1,628.00	
		270. ENERGEN CORPORATION COMMON STOCK PROPERTY TYPE: SECURITIES					03/19/2007	05/27/2009
10,012.00		13,021.00					-3,009.00	
		70. EXPRESS SCRIPTS INC CLASS A COMMON S PROPERTY TYPE: SECURITIES					11/16/2007	01/16/2009
3,734.00		4,560.00					-826.00	
		210. EXPRESS SCRIPTS INC CLASS A COMMON PROPERTY TYPE: SECURITIES					11/16/2007	02/23/2009
11,700.00		13,679.00					-1,979.00	
		200. EXPRESS SCRIPTS INC CLASS A COMMON PROPERTY TYPE: SECURITIES					11/16/2007	03/23/2009
9,339.00		13,028.00					-3,689.00	
		100. EXXON MOBIL CORP COMMON STOCK PROPERTY TYPE: SECURITIES					04/20/2009	11/20/2009
7,422.00		6,687.00					735.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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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)	
		50. EXXON MOBIL CORP COMMON STOCK PROPERTY TYPE: SECURITIES					08/19/2005	11/20/2009
3,711.00		2,935.00					776.00	
		50. EXXON MOBIL CORP COMMON STOCK PROPERTY TYPE: SECURITIES					08/19/2005	12/17/2009
3,429.00		2,935.00					494.00	
		50. EXXON MOBIL CORP COMMON STOCK PROPERTY TYPE: SECURITIES					09/13/1961	12/17/2009
3,429.00		69.00					3,360.00	
		100000. FHLMC MTN 5.125% 2/2 PROPERTY TYPE: SECURITIES					02/14/2006	02/27/2009
100,000.00		99,828.00					172.00	
		715. FOMENTO ECONOMICO MEXICANO S A DE C PROPERTY TYPE: SECURITIES					12/02/2008	04/20/2009
20,060.00		27,915.00					-7,855.00	
		50000. GEN ELEC CAP CORP 5.450% 1/15 PROPERTY TYPE: SECURITIES					03/05/2008	11/04/2009
53,408.00		52,513.00					895.00	
		210. GILEAD SCIENCES INC COMMON STOCK PROPERTY TYPE: SECURITIES					11/16/2007	02/23/2009
10,426.00		9,374.00					1,052.00	
		650. HANESBRANDS INC PROPERTY TYPE: SECURITIES					02/23/2009	02/26/2009
4,491.00		14,108.00					-9,617.00	
		815. HANSEN NATURAL CORP PROPERTY TYPE: SECURITIES					07/20/2009	10/20/2009
30,522.00		25,010.00					5,512.00	
		60. HESS CORPORATION PROPERTY TYPE: SECURITIES					03/23/2009	08/21/2009
3,169.00		3,961.00					-792.00	
		170. HESS CORPORATION PROPERTY TYPE: SECURITIES					03/26/2008	08/21/2009
8,979.00		15,571.00					-6,592.00	

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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)	
		140. HEWLETT-PACKARD CO PROPERTY TYPE: SECURITIES					05/20/2008	08/21/2009
6,215.00		6,587.00					-372.00	
		130. HONEYWELL INTERNATIONAL INC COMMON PROPERTY TYPE: SECURITIES					04/20/2009	11/20/2009
4,925.00		3,947.00					978.00	
		300. HUDSON CITY BANCORP INC COMMON STOC PROPERTY TYPE: SECURITIES					10/23/2008	06/22/2009
3,846.00		5,079.00					-1,233.00	
		730. HUDSON CITY BANCORP INC COMMON STOC PROPERTY TYPE: SECURITIES					05/20/2008	06/22/2009
9,358.00		13,140.00					-3,782.00	
		75. ITT EDUCATIONAL SERVICES INC COMMON PROPERTY TYPE: SECURITIES					04/20/2009	07/20/2009
7,245.00		8,432.00					-1,187.00	
		225. ITT EDUCATIONAL SERVICES INC COMMON PROPERTY TYPE: SECURITIES					06/22/2009	10/20/2009
25,487.00		21,119.00					4,368.00	
		120. ITT EDUCATIONAL SERVICES INC COMMON PROPERTY TYPE: SECURITIES					09/23/2008	10/20/2009
13,593.00		10,776.00					2,817.00	
		280. ILLUMINA INC PROPERTY TYPE: SECURITIES					06/22/2009	11/20/2009
7,515.00		10,147.00					-2,632.00	
		480. INTEL CORPORATION COMMON STOCK PROPERTY TYPE: SECURITIES					11/16/2007	06/22/2009
7,517.00		12,157.00					-4,640.00	
		4365. ISHARES S&P 100 INDEX FUND PROPERTY TYPE: SECURITIES					11/22/2006	07/29/2009
198,256.00		279,533.00					-81,277.00	
		3220. ISHARES TR RUSSELL 1000 GROWTH IND PROPERTY TYPE: SECURITIES					09/26/2007	01/07/2009
122,557.00		197,428.00					-74,871.00	

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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)	
		3450. ISHARES TR RUSSELL 1000 GROWTH IND PROPERTY TYPE: SECURITIES					07/29/2009	09/17/2009
160,847.00		149,766.00					11,081.00	
		5240. ISHARES TR RUSSELL 1000 GROWTH IND PROPERTY TYPE: SECURITIES					09/26/2007	09/17/2009
244,301.00		306,081.00					-61,780.00	
		340. ISHARES TR DOW JONES US TELE- COMMU PROPERTY TYPE: SECURITIES					07/22/2005	11/20/2009
6,199.00		8,017.00					-1,818.00	
		420. ISHARES TR DOW JONES US TELE- COMMU PROPERTY TYPE: SECURITIES					07/22/2005	12/17/2009
8,213.00		8,416.00					-203.00	
		170. JOHNSON & JOHNSON COMMON STOCK PROPERTY TYPE: SECURITIES					11/16/2007	06/22/2009
9,448.00		11,478.00					-2,030.00	
		180. JOHNSON & JOHNSON COMMON STOCK PROPERTY TYPE: SECURITIES					03/26/2008	11/20/2009
11,193.00		11,596.00					-403.00	
		190. JOHNSON & JOHNSON COMMON STOCK PROPERTY TYPE: SECURITIES					03/26/2008	12/17/2009
12,243.00		12,283.00					-40.00	
		110. KOHLS CORP COMMON STOCK PROPERTY TYPE: SECURITIES					04/20/2009	12/17/2009
5,888.00		4,778.00					1,110.00	
		330. KROGER COMPANY PROPERTY TYPE: SECURITIES					10/23/2008	05/27/2009
7,426.00		8,774.00					-1,348.00	
		270. LIFE TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES					02/25/2008	03/23/2009
8,595.00		11,464.00					-2,869.00	
		170. LIFE TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES					10/24/2007	04/20/2009
5,602.00		7,165.00					-1,563.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		150. MANPOWER INC WISCONSIN COMMON STOCK PROPERTY TYPE: SECURITIES					08/18/2006	04/20/2009
5,250.00		8,841.00					-3,591.00	
		50000. MERRILL LYNCH & COMPANY SENIOR SU PROPERTY TYPE: SECURITIES					02/16/2006	02/17/2009
50,000.00		51,218.00					-1,218.00	
		395. METLIFE INC COMMON STOCK PROPERTY TYPE: SECURITIES					08/21/2001	04/20/2009
10,578.00		12,060.00					-1,482.00	
		460. MICROSOFT CORP PROPERTY TYPE: SECURITIES					11/16/2007	03/23/2009
8,152.00		15,585.00					-7,433.00	
		120. MICROSOFT CORP PROPERTY TYPE: SECURITIES					11/16/2007	05/27/2009
2,442.00		4,066.00					-1,624.00	
		425. MICROSOFT CORP PROPERTY TYPE: SECURITIES					11/16/2007	07/20/2009
10,319.00		14,399.00					-4,080.00	
		740. MIDCAP SPDR TRUST UNIT SER 1 PROPERTY TYPE: SECURITIES					08/07/2007	01/07/2009
73,630.00		115,676.00					-42,046.00	
		250. MORGAN STANLEY GROUP INC DEAN PROPERTY TYPE: SECURITIES					05/27/2009	11/20/2009
8,045.00		7,390.00					655.00	
		800. MORGAN STANLEY GROUP INC DEAN PROPERTY TYPE: SECURITIES					05/27/2009	12/17/2009
23,332.00		19,237.00					4,095.00	
		70. NIKE INC CLASS B COMMON STOCK PROPERTY TYPE: SECURITIES					05/20/2008	03/23/2009
3,219.00		4,746.00					-1,527.00	
		160. NIKE INC CLASS B COMMON STOCK PROPERTY TYPE: SECURITIES					05/20/2008	09/21/2009
9,438.00		10,847.00					-1,409.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		170. NORFOLK SOUTHERN CORPORATION COMMON PROPERTY TYPE: SECURITIES					08/25/2008	05/27/2009
6,123.00		11,895.00					-5,772.00	
		195. NORTHERN TRUST CORPORATION PROPERTY TYPE: SECURITIES					01/18/2008	02/23/2009
11,044.00		13,693.00					-2,649.00	
		70. OCCIDENTAL PETROLEUM CORPORATION COM PROPERTY TYPE: SECURITIES					11/16/2007	06/22/2009
4,299.00		4,778.00					-479.00	
		350. ORACLE CORPORATION COMMON STOCK PROPERTY TYPE: SECURITIES					11/16/2007	11/20/2009
7,791.00		7,245.00					546.00	
		400. PERRIGO CO COMMON STOCK PROPERTY TYPE: SECURITIES					04/18/2008	04/20/2009
9,692.00		15,299.00					-5,607.00	
		110. PERRIGO CO COMMON STOCK PROPERTY TYPE: SECURITIES					03/26/2008	05/27/2009
3,044.00		4,080.00					-1,036.00	
		390. PERRIGO CO COMMON STOCK PROPERTY TYPE: SECURITIES					07/21/2008	08/21/2009
11,310.00		14,018.00					-2,708.00	
		50. POTASH CORP SASK INC COMMON STOCK PROPERTY TYPE: SECURITIES					05/20/2008	05/27/2009
5,832.00		10,208.00					-4,376.00	
		50. POTASH CORP SASK INC COMMON STOCK PROPERTY TYPE: SECURITIES					10/23/2008	07/20/2009
4,573.00		3,303.00					1,270.00	
		80. PROCTER AND GAMBLE COMPANY PROPERTY TYPE: SECURITIES					11/16/2007	05/27/2009
4,236.00		5,827.00					-1,591.00	
		190. PROCTER AND GAMBLE COMPANY PROPERTY TYPE: SECURITIES					04/18/2008	06/22/2009
9,626.00		13,325.00					-3,699.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100. PROCTER AND GAMBLE COMPANY PROPERTY TYPE: SECURITIES					04/18/2008	07/20/2009
5,535.00		6,709.00					-1,174.00	
		80. PROCTER AND GAMBLE COMPANY PROPERTY TYPE: SECURITIES					10/23/2008	08/21/2009
4,276.00		4,780.00					-504.00	
		410. PROCTER AND GAMBLE COMPANY PROPERTY TYPE: SECURITIES					01/18/2008	08/21/2009
21,915.00		22,310.00					-395.00	
		45.637 RAINIER INVT MGMT MUT FDS CORE EQ PROPERTY TYPE: SECURITIES					12/16/2008	09/04/2009
919.00		816.00					103.00	
		9824.802 RAINIER INVT MGMT MUT FDS CORE PROPERTY TYPE: SECURITIES					04/28/2008	09/04/2009
197,872.00		286,000.00					-88,128.00	
		20. RED HAT INC COMMON STOCK PROPERTY TYPE: SECURITIES					01/16/2009	10/20/2009
552.00		297.00					255.00	
		751. REPUBLIC SERVICES INC COMMON STOCK PROPERTY TYPE: SECURITIES					11/16/2007	06/22/2009
16,914.00		19,624.00					-2,710.00	
		235. S & P 500 DEPOSITARY RECEIPT TR UNI PROPERTY TYPE: SECURITIES					11/22/2006	11/04/2009
24,847.00		33,109.00					-8,262.00	
		1090. SCHWAB CHARLES CORPORATION NEW COM PROPERTY TYPE: SECURITIES					03/20/2006	01/16/2009
16,154.00		19,544.00					-3,390.00	
		110. SECTOR SPDR TR SHS BEN INT-BASIC IN PROPERTY TYPE: SECURITIES					10/20/2009	12/17/2009
3,546.00		3,514.00					32.00	
		470. SECTOR SPDR TR SHS BEN INT-FINANCIA PROPERTY TYPE: SECURITIES					10/20/2009	11/20/2009
6,848.00		7,167.00					-319.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		450. SECTOR SPDR TR SHS BEN INT-FINANCIA PROPERTY TYPE: SECURITIES					10/20/2009	12/17/2009
6,337.00		5,279.00					1,058.00	
		200. SECTOR SPDR TR SHS BEN INT-UTILITIE PROPERTY TYPE: SECURITIES					11/18/2005	07/20/2009
5,602.00		6,226.00					-624.00	
		70. SECTOR SPDR TR SHS BEN INT-UTILITIES PROPERTY TYPE: SECURITIES					06/16/2005	11/20/2009
2,041.00		2,155.00					-114.00	
		200. SUNOCO INC COMMON STOCK PROPERTY TYPE: SECURITIES					01/16/2009	06/22/2009
4,692.00		8,438.00					-3,746.00	
		900. SUPERVALU INC COMMON STOCK PROPERTY TYPE: SECURITIES					04/20/2009	12/17/2009
11,358.00		14,837.00					-3,479.00	
		410. SYMANTEC CORPORATION COMMON STOCK PROPERTY TYPE: SECURITIES					07/20/2009	08/21/2009
6,343.00		6,343.00						
		400. SYNOPSYS INC COMMON STOCK PROPERTY TYPE: SECURITIES					03/23/2009	12/17/2009
8,349.00		8,103.00					246.00	
		180. TEXTRON INCORPORATED PROPERTY TYPE: SECURITIES					01/18/2008	01/16/2009
2,524.00		9,732.00					-7,208.00	
		175. TRAVELERS COMPANIES INC PROPERTY TYPE: SECURITIES					11/16/2007	07/20/2009
7,053.00		9,206.00					-2,153.00	
		100. TRAVELERS COMPANIES INC PROPERTY TYPE: SECURITIES					11/16/2007	10/20/2009
4,850.00		5,261.00					-411.00	
		150. US BANCORP COMMON STOCK PROPERTY TYPE: SECURITIES					12/02/2008	08/21/2009
3,336.00		3,716.00					-380.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		620. US BANCORP COMMON STOCK PROPERTY TYPE: SECURITIES					01/18/2008	08/21/2009
13,789.00		17,298.00					-3,509.00	
		70. URS CORPORATION NEW COMMON STOCK PROPERTY TYPE: SECURITIES					05/27/2009	06/22/2009
3,298.00		3,298.00						
		190. VALERO ENERGY CORP NEW COMMON STOCK PROPERTY TYPE: SECURITIES					04/20/2009	07/20/2009
3,365.00		3,942.00					-577.00	
		8493.771 VANGUARD INFLATION-PROTECTED SE PROPERTY TYPE: SECURITIES					10/29/2008	08/25/2009
83,749.00		75,000.00					8,749.00	
		1036.703 VIRTUS EMERGING MKTS OPPORT FD PROPERTY TYPE: SECURITIES					06/20/2008	01/28/2009
4,914.00		8,314.00					-3,400.00	
		11877.661 VIRTUS EMERGING MKTS OPPORT FD PROPERTY TYPE: SECURITIES					12/20/2007	01/28/2009
56,300.00		89,065.00					-32,765.00	
		130. WAL-MART STORES INC PROPERTY TYPE: SECURITIES					08/25/2008	02/23/2009
6,460.00		7,628.00					-1,168.00	
		50. WAL-MART STORES INC PROPERTY TYPE: SECURITIES					08/25/2008	03/23/2009
2,514.00		2,908.00					-394.00	
		175. WAL-MART STORES INC PROPERTY TYPE: SECURITIES					07/21/2008	09/21/2009
8,894.00		10,039.00					-1,145.00	
		160. WAL-MART STORES INC PROPERTY TYPE: SECURITIES					07/21/2008	12/17/2009
8,447.00		9,171.00					-724.00	
		325. WELLS FARGO & COMPANY NEW COMMON ST PROPERTY TYPE: SECURITIES					09/23/2008	09/21/2009
9,256.00		11,181.00					-1,925.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		210. WESTERN DIGITAL CORPORATION COMMON PROPERTY TYPE: SECURITIES					03/26/2008	02/23/2009
2,930.00		6,248.00					-3,318.00	
		1200. WESTERN DIGITAL CORPORATION COMMON PROPERTY TYPE: SECURITIES					01/18/2008	02/23/2009
16,741.00		31,416.00					-14,675.00	
		210. WHITING PETROLEUM CORP PROPERTY TYPE: SECURITIES					08/25/2008	01/16/2009
6,708.00		15,793.00					-9,085.00	
		350. YUM BRANDS INC COMMON STOCK PROPERTY TYPE: SECURITIES					11/16/2007	09/21/2009
11,883.00		13,303.00					-1,420.00	
		240. YUM BRANDS INC COMMON STOCK PROPERTY TYPE: SECURITIES					11/16/2007	11/20/2009
8,513.00		9,122.00					-609.00	
		140. ACCENTURE LTD COMMON STOCK CL A PROPERTY TYPE: SECURITIES					07/21/2008	04/20/2009
3,713.00		5,599.00					-1,886.00	
		85. ACCENTURE LTD COMMON STOCK CL A PROPERTY TYPE: SECURITIES					07/21/2008	07/20/2009
2,912.00		3,400.00					-488.00	
		140. ACCENTURE LTD COMMON STOCK CL A PROPERTY TYPE: SECURITIES					04/17/2006	07/20/2009
4,796.00		4,152.00					644.00	
		220. ACCENTURE LTD COMMON STOCK CL A PROPERTY TYPE: SECURITIES					04/17/2006	08/21/2009
7,808.00		6,525.00					1,283.00	
		225. ACCENTURE PLC CL A ADR PROPERTY TYPE: SECURITIES					05/23/2006	09/21/2009
8,075.00		6,326.00					1,749.00	
		110. RENAISSANCERE HOLDINGS LTD COMMON S PROPERTY TYPE: SECURITIES					12/17/2007	02/23/2009
4,917.00		6,362.00					-1,445.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		190. RENAISSANCERE HOLDINGS LTD COMMON S PROPERTY TYPE: SECURITIES					05/23/2007	10/20/2009
10,508.00		10,887.00					-379.00	
TOTAL GAIN(LOSS)							-672,364.	

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• *Details of assets in your account*

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CASH & SHORT-TERM							
VIRTUS INSIGHT MONEY MARKET FUND I	11,658 310	1.0000	11,658 31	11,658 31	0 00	16 23	0 14%
VIRTUS INSIGHT MONEY MARKET FUND I (INCOME INVESTMENT)	63,071 840	1 0000	63,071 84	63,071 84	0 00	87 79	0 14%
TOTAL CASH & SHORT-TERM			$74,730 15	$74,730 15	$0.00	$104 02	.14%
FIXED INCOME/LOW VOLATILITY							
Tax-exempt							
COOK CNTY SCHOOL DIST 68 1/2 IL TAX ANTIC WARRANT BLDG BONDS M R 6 0% D 12/31/32 PERPETUAL BOND *HELD IN TRUST VAULT 50.00*	50.000	100.0000	50 00	50 00	0.00	3.00	6 00%
COOK CNTY SCHOOL DIST 68 1/2 IL TAX ANTIC WARRANT EDUCATIONAL BD M R 6 0% D 05/08/33 PERPETUAL BOND *HELD IN TRUST VAULT 20 24*	20 240	100 0000	20 24	20 24	0 00	1 21	5.98%
Total Tax-exempt			$70 24	$70 24	$0 00	$4 21	5 99%
Corporate and other taxable							
Corporate							
BOEING COMPANY DTD 02/11/2003 5 125% 02/15/2013 NON CALLABLE MOODYS A2 S&P A	100,000 000	106.8850	106,885 00	98,270 00	8,615.00	5,125 00	4 79%

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• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	CURRENT TOTAL = MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
BROWN-FORMAN CORPORATION DTD 01/09/2009 5 000% 02/01/2014 NON CALLABLE MOODYS· A2 S&P A	100,000.000	105.0980	105,098.00	101,546.00	3,552.00	5,000.00	4.76%
C[illegible]O SYSTEMS INC DTD 02/22/2006 5 250% 02/22/2011 CALLABLE MOODYS A1 S&P A+	100,000.000	104 9330	104,933 00	101,292.00	3,641.00	5,250.00	5.00%
EMERSON ELECTRIC COMPANY DTD 08/11/2000 7 125% 08/15/2010 MOODYS A2 S&P A	100,000 000	104.3400	104,340 00	105,351.00	-1,011 00	7,125.00	6.83%
MCGRAW-HILL COS INC DTD 11/02/2007 5 375% 11/15/2012 NON CALLABLE MOODYS· A2 S&P N/A	100,000 000	105 8490	105,849 00	102,138 00	3,711 00	5,375 00	5 08%
SBC COMMUNICATIONS DTD 08/19/2002 5 875 08/15/2012 MOODYS A2 S&P A	100,000 000	109 1700	109,170 00	102,355 00	6,815 00	5,875 00	5 38%
UNILEVER CAPITAL CORPORATION [illegible] 10/24/2000 7 125% 11/01/2010 CALLABLE MOODYS A1 S&P A+	100,000 000	105.4090	105,409 00	104,723 00	686 00	7,125 00	6 76%
VERIZON COMMUNICATIONS DTD 04/04/2008 5 250% 04/15/2013 NON CALLABLE MOODYS. A3 S&P A	100,000 000	107 7970	107,797 00	93,986 00	13,811.00	5,250 00	4 87%

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• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	CURRENT TOTAL = MARKET VALUE	FEDERAL TAX - COST	UNREALIZED = GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
BURLINGTON RESOURCES FINANCE COMPANY DTD 08/24/2001 6 400% 08/15/2011 NON CALLABLE MOODYS A2 S&P A		100,000.000	107 8140	107,814 00	106,596 00	1,218 00	6,400 00	5.94%
Taxable funds								
VANGUARD SHORT-TERM CORPORATE FUND SHORT TERM CORP FD ADMIRAL SHS		12,537 612	10.5900	132,773 31	125,000 00	7,773 31	5,428.79	4.09%
Total Corporate and other taxable				$1,090,068 31	$1,041,257 00	$48,811 31	$57,953.79	5.32%
Alternatives-Low Volatility								
Opportunistic low volatility								
PIMCO HIGH YIELD FUND INSTL CL		23,924 087	8 8000	210,531 97	185,000 00	25,531 97	16,603.32	7 89%
Total Alternatives-Low Volatility				$210,531 97	$185,000 00	$25,531.97	$16,603.32	7.89%
TOTAL FIXED INCOME/LOW VOLATILITY				$1,300,670.52	$1,226,327 24	$74,343.28	$74,561.32	5.73%
EQUITY/HIGH VOLATILITY								
[illegible] equity								
ADOBE SYS INC Information technology	ADBE	340.000	36.7800	12,505 20	12,021 48	483 72	0 00	0.00%
AEROPOSTALE INC Consumer discretionary	ARO	320 000	34 0500	10,896.00	10,252 32	643 68	0.00	0 00%
AFFILIATED COMPUTER SVCS INC CL A CLASS A COMMON STOCK Information technology	ACS	200 000	59 6900	11,938 00	11,096.95	841.05	0.00	0 00%
ALTRIA GROUP INC Consumer staples	MO	720 000	19.6300	14,133 60	13,209 47	924 13	979 20	6 93%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
AMAZON COM INC Consumer discretionary	AMZN	90 000	134 5200	12,106 80	7,124 18	4,982 62	0.00	0 00%
AMERICA MOVIL S A B DE C V AMERICAN DEPOSITORY RECEIPT communication services	AMX	350 000	46 9800	16,443 00	16,420 87	22 13	158 90	0 97%
AMERICAN TOWER CORP CL-A COMMON STOCK CL A Information technology	AMT	240.000	43 2100	10,370 40	7,573 75	2,796 65	0 00	0 00%
AMERISOURCEBERGEN CORP Health care	ABC	720.000	26 0700	18,770 40	18,044 21	726 19	230 40	1 23%
AMGEN INC Health care	AMGN	315.000	56 5700	17,819 55	17,618 44	201 11	0.00	0 00%
ANADARKO PETE CORP Energy	APC	365 000	62 4200	22,783.30	17,966.70	4,816 60	131 40	0.58%
APPLE INC Information technology	AAPL	280 000	210 7320	59,004.96	40,515 22	18,489 74	0.00	0.00%
ARCHER DANIELS MIDLAND CO nsumer staples	ADM	585 000	31.3100	18,316 35	17,191 80	1,124.55	327 60	1.79%
ASTRAZENECA PLC AMERICAN DEPOSITORY RECEIPT Health care	AZN	220.000	46 9400	10,326 80	9,844 64	482 16	459 80	4.45%
AT & T INC Telecommunication services	T	860 000	28.0300	24,105 80	28,282.22	-4,176 42	1,444.80	5 99%
ATMOS ENERGY CORP Utilities	ATO	210.000	29.4000	6,174 00	6,173.98	0 02	281.40	4.56%
AVNET INC Information technology	AVT	310 000	30.1600	9,349.60	8,003.74	1,345 86	0 00	0.00%

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• *Details of assets in your account (continued)*

)ESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	CURRENT TOTAL = MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
3ANK AMERICA CORP Financials	BAC	1,170 000	15 0600	17,620 20	16,281 22	1,338 98	46 80	0 27%
ICK GOLD CORP Materials	ABX	590.000	39 3800	23,234.20	21,365 40	1,868 80	236 00	1.02%
3IOGEN IDEC INC Health care	BIIB	200 000	53.5000	10,700 00	10,118 50	581 50	0.00	0 00%
3JS WHSL CLUB INC Consumer staples	BJ	630 000	32.7100	20,607 30	21,624 00	-1,016 70	0 00	0.00%
3P PLC SPONSORED AMERICAN DEPOSITORY RECEIPT Energy	BP	310 000	57 9700	17,970 70	13,844 32	4,126 38	1,041.60	5.80%
3ROADCOM CORP COM COMMON STOCK CL A Information technology	BRCM	350 000	31.4700	11,014 50	9,774 84	1,239 66	0 00	0.00%
CAPITAL ONE FINANCIAL CORP Financials	COF	380.000	38 3400	14,569 20	14,709 16	-139.96	76 00	0 52%
CHEVRON CORPORATION Energy	CVX	100 000	76 9900	7,699.00	3,956 82	3,742 18	272 00	3.53%
CHUBB CORP Financials	CB	560 000	49 1800	27,540.80	21,257 60	6,283.20	784.00	2.85%
CISCO SYSTEMS INC Information technology	CSCO	1,270 000	23 9400	30,403 80	26,291 38	4,112 42	0.00	0 00%
COCA COLA ENTERPRISES INC Consumer staples	CCE	1,490 000	21.2000	31,588.00	29,139 06	2,448 94	476 80	1.51%
COGNIZANT TECHNOLOGY SOLUTIONS CORP COMMON STOCK CL A Information technology	CTSH	290 000	45.3300	13,145 70	10,897 53	2,248 17	0 00	0.00%

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• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	CURRENT TOTAL = MARKET VALUE	FEDERAL TAX - COST	UNREALIZED = GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
COLGATE PALMOLIVE CO Consumer staples	CL	630 000	82.1500	51,754 50	39,819 47	11,935 03	1,108.80	2 14%
COMMUNITY HEALTH SYS INC NEW Health care	CYH	380 000	35.6000	13,528 00	11,460 38	2,067.62	0 00	0 00%
COVENTRY HEALTH CARE INC Health care	CVH	250 000	24.2900	6,072.50	5,299 25	773 25	0.00	0 00%
CULLEN FROST BANKERS INC Financials	CFR	160 000	50.0000	8,000.00	8,648 29	-648.29	275 20	3.44%
CUMMINS INC Industrials	CMI	250.000	45 8600	11,465 00	5,833.12	5,631 88	175.00	1 53%
DANAHER CORP Industrials	DHR	200 000	75 2000	15,040 00	16,508 00	-1,468 00	32.00	0 21%
DARDEN RESTAURANTS INC Consumer discretionary	DRI	250 000	35.0700	8,767 50	8,584 63	182 87	250.00	2 85%
DISNEY WALT CO NEW Consumer discretionary	DIS	730 000	32 2500	23,542 50	21,504 50	2,038.00	255.50	1.08%
LAR TREE INC nsumer discretionary	DLTR	520.000	48.3000	25,116 00	20,210 62	4,905 38	0 00	0 00%
EMC CORP MASS Information technology	EMC	580 000	17 4700	10,132.60	9,905 53	227 07	0 00	0.00%
ENERGIZER HLDGS INC Consumer staples	ENR	210 000	61 2800	12,868 80	13,746 60	-877 80	0 00	0 00%
EXCO RESOURCES INC Energy	XCO	410 000	21 2300	8,704 30	5,911.51	2,792.79	41.00	0.47%
EXXON MOBIL CORPORATION Energy	XOM	600 000	68 1900	40,914 00	827 50	40,086.50	1,008 00	2.46%

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• *Details of assets in your account (continued)*

)ESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	CURRENT TOTAL = MARKET VALUE	FEDERAL TAX - COST	UNREALIZED = GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
·INANCIAL SELECT SPDR SHS BEN INT FINANCIAL ancials	XLF	1,190 000	14.4000	17,136 00	12,941 92	4,194 08	248 71	1.45%
·5 NETWORKS INC Information technology	FFIV	500 000	52 9700	26,485 00	11,290 00	15,195.00	0 00	0 00%
3ENERAL ELECTRIC CORP Industrials	GE	1,840 000	15 1300	27,839 20	53,279 32	-25,440 12	736 00	2 64%
3ILEAD SCIENCES INC Health care	GILD	480.000	43 2700	20,769 60	21,426 81	-657.21	0.00	0 00%
3LOBAL PAYMENTS INC Industrials	GPN	120 000	53.8600	6,463 20	6,233 25	229.95	9.60	0 15%
3OLDMAN SACHS GROUP INC Financials	GS	350 000	168 8400	59,094.00	57,050 50	2,043 50	490 00	0.83%
3OOGLE INC-CL A COMMON STOCK CL A Information technology	GOOG	70.000	619.9800	43,398 60	28,003 50	15,395 10	0.00	0 00%
HEWLETT PACKARD CO Information technology	HPQ	840.000	51.5100	43,268 40	24,612 66	18,655.74	268 80	0.62%
INTERNATIONAL BUSINESS MACHINES CORP CAPITAL STOCK Information technology	IBM	155 000	130.9000	20,289.50	14,620 59	5,668 91	341 00	1 68%
INVERNESS MEDICAL INNOVATION Health care	IMA	350 000	41 5100	14,528.50	8,293 56	6,234 94	0 00	0.00%
ISHARES DOW JONES U S TELECOMMUNICATIONS SECTOR INDEX FUND Telecommunication services	IYZ	2,010.000	20 0200	40,240 20	37,603 37	2,636 83	1,509 51	3 75%

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• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	CURRENT TOTAL = MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
JOHNSON & JOHNSON Health care	JNJ	280.000	64 4100	18,034 80	17,174 37	860 43	548 80	3 04%
JP MORGAN CHASE & CO Financials	JPM	1,090 000	41 6700	45,420.30	43,951 48	1,468 82	218 00	0 48%
LAUDER ESTEE COS CL-A Consumer staples	EL	270 000	48 3600	13,057 20	12,944 86	112 34	148 50	1 14%
LIBERTY GLOBAL INC CLASS A Consumer discretionary	LBTYA	850.000	21.8900	18,606 50	17,438 53	1,167.97	0 00	0.00%
LIFE TECHNOLOGIES CORP Health care	LIFE	330 000	52 2200	17,232 60	14,473 15	2,759 45	0 00	0 00%
LOCKHEED MARTIN CORP Industrials	LMT	140 000	75 3500	10,549 00	9,755 89	793 11	352 80	3 34%
MACY'S INC Consumer discretionary	M	940 000	16 7600	15,754 40	11,335 03	4,419 37	188 00	1 19%
MANPOWER INC Industrials	MAN	325 000	54.5800	17,738.50	16,193 71	1,544.79	240.50	1.36%
MARVELL TECHNOLOGY GROUP LTD Information technology	MRVL	750 000	20 7500	15,562 50	11,849 93	3,712 57	0.00	0 00%
MATERIALS SELECT SPDR SECTOR INDEX FUND Materials	XLB	2,265 000	32.9900	74,722.35	58,114 42	16,607.93	1,603.62	2 15%
METLIFE INC Financials	MET	175 000	35 3500	6,186 25	5,387 78	798 47	129.50	2.09%
MICROSOFT CORP Information technology	MSFT	485.000	30.4800	14,782.80	14,160 80	622 00	252 20	1.71%
MILLIPORE CORP Health care	MIL	205.000	72 3500	14,831 75	14,001 70	830.05	0 00	0 00%

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• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
NATIONAL-OILWELL INC Energy	NOV	580 000	44 0900	25,572 20	32,573 19	-7,000 99	0 00	0 00%
FIELD EXPLORATION CO Energy	NFX	355 000	48 2300	17,121.65	14,967 93	2,153 72	0 00	0 00%
NORTHROP GRUMMAN CORPORATION Industrials	NOC	540.000	55.8500	30,159.00	32,836 68	-2,677 68	928.80	3.08%
OCCIDENTAL PETE CORP Energy	OXY	620 000	81 3500	50,437.00	39,747 20	10,689 80	818 40	1 62%
ORACLE CORPORATION Information technology	ORCL	1,140 000	24 5300	27,964 20	23,598 00	4,366.20	228 00	0 81%
PERRIGO CO Health care	PRGO	370 000	39 8300	14,737 10	13,218 80	1,518 30	92.50	0 63%
PRECISION CASTPARTS CORP Industrials	PCP	140 000	110 3500	15,449 00	11,200 50	4,248 50	16.80	0 11%
PRICELINE COM INC sumer discretionary	PCLN	155 000	218 4100	33,853 55	22,057 27	11,796 28	0 00	0 00%
PRINCIPAL FINANCIAL GROUP Financials	PFG	600 000	24 0400	14,424.00	16,768 62	-2,344 62	300 00	2 08%
PRUDENTIAL FINL INC Financials	PRU	560 000	49 7600	27,865 60	28,130 49	-264 89	392.00	1 41%
QUALCOMM INC Information technology	QCOM	200 000	46 2600	9,252 00	9,451 62	-199 62	136.00	1 47%
RED HAT INC Information technology	RHT	580 000	30 9000	17,922 00	8,606 24	9,315 76	0 00	0 00%
RENAISSANCE RE HLDGS LTD Financials	RNR	300.000	53.1500	15,945.00	17,189 64	-1,244.64	288.00	1.81%

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• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	CURRENT TOTAL = MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
STAPLES INC Consumer discretionary	SPLS	550 000	24 5900	13,524 50	11,543 90	1,980 60	181 50	1 34%
STRYKER CORPORATION Health care	SYK	120 000	50 3700	6,044 40	4,578 00	1,466 40	72 00	1 19%
SYBASE INC Information technology	SY	530 000	43 4000	23,002 00	15,230.00	7,772 00	0 00	0 00%
SYMANTEC CORPORATION Information technology	SYMC	555 000	17 8900	9,928 95	7,754 91	2,174.04	0.00	0.00%
TEVA PHARMACEUTICAL INDS LTD AMERICAN DEPOSITORY RECEIPT Health care	TEVA	1,175 000	56 1800	66,011 50	51,337 55	14,673 95	566 35	0.86%
TRANSATLANTIC HLDGS INC Financials	TRH	250 000	52.1100	13,027.50	13,237 26	-209.76	200.00	1.53%
TRAVELERS COMPANIES INC Financials	TRV	245 000	49.8600	12,215 70	12,888.55	-672 85	323 40	2 65%
URS CORP NEW COM Industrials	URS	960 000	44.5200	42,739.20	34,911 34	7,827.86	0 00	0 00%
UTILITIES SELECT SECTOR SPDR SHS BEN INT-UTILITIES Utilities	XLU	2,030 000	31 0200	62,970 60	58,235 34	4,735 26	2,996 28	4 76%
WAL MART STORES INC Consumer staples	WMT	575 000	53 4500	30,733 75	31,382 40	-648 65	626.75	2.04%
WATSON PHARMACEUTICALS INC Health care	WPI	1,405.000	39 6100	55,652 05	39,738 76	15,913 29	0.00	0 00%
WELLS FARGO & CO Financials	WFC	745 000	26 9900	20,107.55	15,393.68	4,713 87	149 00	0 74%

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• *Details of assets in your account (continued)*

)ESCRIPTION OF ASSET		QUANTITY X	CURRENT UNIT VALUE	CURRENT TOTAL = MARKET VALUE	FEDERAL TAX - COST	UNREALIZED = GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
WHITING PETROLEUM CORP Energy	WLL	110 000	71 4500	7,859 50	7,311 96	547.54	0 00	0.00%
.ONSIN ENERGY CORP Utilities	WEC	255 000	49 8300	12,706 65	6,471 90	6,234.75	344 25	2 71%
Total U.S. equity				**$2,016,260.16**	**$1,711,358.06**	**$304,902.10**	**$26,037.77**	**1.29%**
U S equity funds								
COLUMBIA ACORN FUND FUND CL Z Small cap diversified equity	ACRNX	6,720 978	24 6800	165,873 74	105,384 94	60,488 80	329.33	0.20%
ISHARES S&P 500/BARRA VALUE Large cap value	IVE	11,800.000	53 0100	625,518 00	602,338 45	23,179 55	15,989 00	2.56%
MIDCAP SPDR TR SERIES 1 Small cap diversified equity	MDY	700 000	131 7400	92,218 00	109,423 51	-17,205 51	1,367 10	1 48%
STANDARD & POORS DEP RECEIPT Large cap diversified equity	SPY	475 000	111 4400	52,934 00	66,922 75	-13,988 75	1,121 48	2 12%
T U S equity funds				**$936,543 74**	**$884,069 65**	**$52,474 09**	**$18,806.91**	**2 01%**
International								
ACCENTURE PLC CL A Information technology	ACN	425.000	41 5000	17,637.50	11,849.00	5,788.50	318 75	1 81%
ARTISAN INTERNATIONAL FUND Developed large cap	ARTIX	7,849 315	20.6600	162,166 85	137,668 98	24,497 87	1,930 93	1 19%
DODGE & COX INTERNATIONAL STOCK FUND Developed large cap	DODFX	7,956 637	31.8500	253,418 89	347,639 61	-94,220.72	3,469 09	1.37%
FIDELITY DIVERSIFIED INTERNATIONAL FUND Developed large cap	FDIVX	9,877 376	28.0000	276,566.53	208,795 76	67,770 77	3,437 33	1 24%

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• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
FOSTER WHEELER AG Industrials	FWLT	300 000	29 4400	8,832 00	7,159 38	1,672 62	0.00	0.00%
ING INTERNATIONAL SMALLCAP FUND Developed small cap	NAPIX	1,186 040	32 3700	38,392 11	66,379 52	-27,987 41	588 28	1.53%
ISHARES MSCI EAFE INDEX FUND Developed large cap	EFA	5,470 000	55 2800	302,381 60	330,767 26	-28,385.66	7,882 27	2 61%
SPDR MSCI ACWI EX-US ETF Developed large cap	CWI	1,800 000	31 2000	56,160 00	49,032 00	7,128 00	896 40	1.60%
T ROWE PRICE EMERGING MARKETS STOCK FUND Emerging	PRMSX	5,689 588	30 0900	171,199 70	71,393 14	99,806 56	853 44	0 50%
TRANSOCEAN LTD Energy	RIG	280 000	82 8000	23,184.00	22,612 60	571 40	0 00	0 00%
VANGUARD EMERGING MARKETS ETF Emerging	VWO	2,310 000	41 0000	94,710 00	52,480 43	42,229.57	1,258 95	1.33%
WILLIAM BLAIR INTERNATIONAL SMALL CAP GROWTH FUND veloped small cap	WISIX	7,880 058	10 4900	82,661 81	94,752 49	-12,090 68	126.08	0 15%
Total International				$1,487,310 99	$1,400,530.17	$86,780.82	$20,761.52	1 40%
TOTAL EQUITY/HIGH VOLATILITY				$4,440,114.89	$3,995,957.88	$444,157.01	$65,606.20	1.48%
OTHER ASSETS								
Real estate								
VACANT LOT 1837-39 S STATE ST CHICAGO, IL		1.000	580,000 0000	580,000 00	21,876 80	558,123 20	0 00	0 00%
VACANT LOT, 1845 S STATE ST CHICAGO, IL		1.000	290,000.0000	290,000 00	10,900 00	279,100 00	0.00	0.00%

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• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	CURRENT TOTAL = MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Total Real estate			$870,000.00	$32,776.80	$837,223 20	$0.00	.00%
Miscellaneous							
A[illegible]GNMENT DTD 11/2/72 BY GOLDENBERG FURN CO TO HTSB AND H J BAER & MARIAN GOODMAN	11,485 170	0 0000	0 00	11,485 17	-11,485 17	0 00	0 00%
Total Miscellaneous			$0 00	$11,485.17	-$11,485 17	$0 00	.00%
TOTAL OTHER ASSETS			$870,000.00	$44,261.97	$825,738.03	$0.00	.00%
TOTAL ASSETS IN YOUR ACCOUNT			$6,685,515.56	$5,341,277 24	$1,344,238.32	$140,271.54	2.10%

WASH SALE BASIS ADJUSTMENT 1,754.56

$5,343,031.80

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	1,107.	1,107.
ABBOTT LABORATORIES	405.	405.
ALTRIA GROUP INC	153.	153.
ANADARKO PETROLEUM CORPORATION COMMON ST	76.	76.
APACHE CORPORATION COMMON STOCK	77.	77.
APPLIED MATERIALS INC COMMON STOCK	47.	47.
AQUA AMERICA INC	86.	86.
ARCELORMITTAL ADR	86.	86.
ARCHER DANIELS MIDLAND COMPANY COMMON ST	141.	141.
ARTESIAN INTERNATIONAL FD INTL FD	1,929.	1,929.
ASSURANT INC	113.	113.
BP AMOCO PLC SPONSORED ADR	1,042.	1,042.
BANK AMERICA CORP COMMON STOCK	23.	23.
BANK OF AMERICA 4.875% 9/15/12	6,399.	6,399.
BANK OF NEW YORK MELLON CORP	151.	151.
C R BARD INC CAPITAL STOCK	86.	86.
BARRICK GOLD CORPORATION COMMON STOCK	118.	118.
BAXTER INTERNATIONAL INC	78.	78.
WILLIAM BLAIR INTER S/C GR-I	125.	125.
BOEING CO 5.125% 2/15/13	3,886.	3,886.
BROWN-FORMAN CORP 5.000% 2/01/14	2,750.	2,750.
BURLINGTON RES FIN 6.400% 8/15/11	3,751.	3,751.
CF INDUSTRIES HOLDINGS INC	40.	40.
CHEVRON TEXACO INC COMMON STOCK	464.	464.
CHUBB CORPORATION COMMON STOCK	773.	773.
CHURCH & DWIGHT COMPANY INC COMMON STOCK	11.	11.
CISCO SYSTEMS INC 5.250% 2/22/11	5,250.	5,250.
COCA COLA ENTERPRISES INC COMMON STOCK	106.	106.
COLGATE-PALMOLIVE CO	824.	824.
COLUMBIA ACORN FUND-Z	331.	331.
COMCAST CORP-CL A	50.	50.
CONOCOPHILLIPS	344.	344.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CULLEN FROST BANKERS INC	274.	274.
CUMMINS ENGINE COMPANY INC COMMON STOCK	224.	224.
DANAHER CORPORATION COMMON STOCK	24.	24.
DARDEN RESTAURANTS INC US$0.01 COMMON ST	125.	125.
WALT DISNEY CO.	448.	448.
DODGE & COX INTL STOCK FUND	3,910.	3,910.
DUN & BRADSTREET CORP DEL NEW COMMON STO	82.	82.
ENSCO INTERNATIONAL INC COMMON STOCK	7.	7.
EMBARQ CORP-W/I	468.	468.
EMERSON ELECTRIC COMPANY NOTES	7,125.	7,125.
ENERGEN CORPORATION COMMON STOCK	80.	80.
EXXON MOBIL CORP COMMON STOCK	1,371.	1,371.
FHLMC MTN 5.125% 2/27/09	2,563.	2,563.
FIDELITY INVESTMENT TRUST DIVERSIFIED IN	3,744.	3,744.
GENERAL ELECTRIC COMPANY COMMON STOCK	1,509.	1,509.
GEN ELEC CAP CORP 5.450% 1/15/13	3,588.	3,588.
GOLDMAN SACHS GROUP INC COMMON STOCK	175.	175.
HESS CORPORATION	57.	57.
HEWLETT-PACKARD CO	302.	302.
HONEYWELL INTERNATIONAL INC COMMON STOCK	118.	118.
HUDSON CITY BANCORP INC COMMON STOCK	299.	299.
ING INTERNAT SMALLCAP FD-I	695.	695.
INTEL CORPORATION COMMON STOCK	134.	134.
IBM CORP	333.	333.
ISHARES S&P 100 INDEX FUND	2,508.	2,508.
ISHARES TRUST S&P 500/BARRA VALUE INDEX	7,824.	7,824.
ISHARES TR MSCI EAFE INDEX FD	8,552.	8,552.
ISHARES TR RUSSELL 1000 GROWTH INDEX	1,767.	1,767.
ISHARES TR DOW JONES US TELE- COMMUNICAT	1,779.	1,779.
J P MORGAN CHASE & COCOMMON STOCK	518.	518.
JOHNSON & JOHNSON COMMON STOCK	1,286.	1,286.
KROGER COMPANY	59.	59.
LAUDER ESTEE COS CL-A	94.	94.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LOCKHEED MARTIN CORP	191.	191.
MACY S INC	94.	94.
MANPOWER INC WISCONSIN COMMON STOCK	174.	174.
MCGRAW-HILL INC 5.375% 11/15/12	5,375.	5,375.
MERRILL LYNCH & COMPANY SENIOR SUBORDINA	1,500.	1,500.
METLIFE INC COMMON STOCK	130.	130.
MICROSOFT CORP	454.	454.
MIDCAP SPDR TRUST UNIT SER 1	1,583.	1,583.
MORGAN STANLEY GROUP INC DEAN	151.	151.
NATIONAL OILWELL INC COMMON STOCK	638.	638.
NIKE INC CLASS B COMMON STOCK	195.	195.
NORFOLK SOUTHERN CORPORATION COMMON STOC	116.	116.
NORTHERN TRUST CORPORATION	55.	55.
NORTHROP GRUMMAN CORP COMMON STOCK	812.	812.
OCCIDENTAL PETROLEUM CORPORATION COMMON	874.	874.
ORACLE CORPORATION COMMON STOCK	224.	224.
PIMCO FDS PAC INVT MGMT SER HIGH YIELD F	8,714.	8,714.
PERRIGO CO COMMON STOCK	161.	161.
POTASH CORP SASK INC COMMON STOCK	25.	25.
PRECISION CASTPARTS CORPORATION COMMON S	11.	11.
PRINCIPAL FINANCIAL GROUP INC COMMON STO	300.	300.
PROCTER AND GAMBLE COMPANY	938.	938.
PRUDENTIAL FINANCIAL INC COMMON STOCK	280.	280.
QUALCOMM, INC.	68.	68.
REPUBLIC SERVICES INC COMMON STOCK CL-A	285.	285.
ROWE T PRICE INTL FDS INC EMERGING MKTS	1,069.	1,069.
SBC COMMUNICATIONS INC GLOBAL NOTES	5,875.	5,875.
S & P 500 DEPOSITARY RECEIPT TR UNIT SER	1,408.	1,408.
SPDR MSCI ACWI EX-US	548.	548.
SECTOR SPDR TR SHS BEN INT-BASIC INDUSTR	1,098.	1,098.
SECTOR SPDR TR SHS BEN INT-FINANCIAL	187.	187.
SECTOR SPDR TR SHS BEN INT-UTILITIES	2,677.	2,677.
STAPLES, INC	136.	136.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STRYKER CORPORATION	12.	12.
SUNOCO INC COMMON STOCK	120.	120.
SUPERVALU INC COMMON STOCK	574.	574.
TEVA PHARMACEUTICAL ADR	695.	695.
TEXTRON INCORPORATED	41.	41.
TRAVELERS COMPANIES INC	496.	496.
US BANCORP COMMON STOCK	404.	404.
UNILEVER CAP CORP NOTES	7,125.	7,125.
VALERO ENERGY CORP NEW COMMON STOCK	29.	29.
VANGUARD INFLATION-PROTECTED SECS-IS	42.	42.
VANGUARD FIXED INCOME SECS FD SHORT TERM	3,321.	3,321.
VANGUARD EMERGING MKTS ETF	1,407.	1,407.
VERIZON COMM INC 5.250% 4/15/13	4,535.	4,535.
VIRTUS INSIGHT MONEY MARKET FD I	794.	794.
WAL-MART STORES INC	1,047.	1,047.
WELLS FARGO & COMPANY NEW COMMON STOCK	317.	317.
WISCONSIN ENERGY CORPORATION COMMON STOC	344.	344.
YUM BRANDS INC COMMON STOCK	387.	387.
ACCENTURE PLC CL A ADR	319.	319.
RENAISSANCERE HOLDINGS LTD COMMON STOCK	425.	425.
TOTAL	141,644.	141,644.

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	1,500.	750.		750.
TOTALS	1,500.	750.	NONE	750.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2,127.	2,127.
LESS FED. TAX REFUND	-7,558.	
TOTALS	-5,431.	2,127.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PROPERTY TAX	12,066.	12,066.	
INSURANCE	221.	221.	
OTHER NON-ALLOC	35.	35.	
FILING FEES	15.		15.
TOTALS	12,337.	12,322.	15.

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

DESCRIPTION		AMOUNT
TIMING DIFFERENCES		364.
	TOTAL	364.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
IL

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
===

NAME: MS. SUZANNE FLAVIN
C/O HARRIS N.A.
ADDRESS: 111 W. MONROE ST., TAX DIVISION 16W
CHICAGO, IL 60603

TELEPHONE NUMBER: (312)461-7271

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

OFFICER NAME:
HARRIS N.A.
ADDRESS:
111 W. MONROE TAX DIV 16W
CHICAGO, IL 60603
TITLE:
TRUSTEE
COMPENSATION .... 76,471.

TOTAL COMPENSATION: 76,471.

RECIPIENT NAME:
MAX GOLDBERG FOUNDATION C/0 HARRIS N.A.
ADDRESS:
111 W. MONROE ST., TAX DIVISION 16W
CHICAGO, IL 60603
RECIPIENT'S PHONE NUMBER: 312-461-7271
FORM, INFORMATION AND MATERIALS:
THE MAX GOLDENBERG FOUNDATION MAKES DISTRIBUTIONS FOR CHARITABLE, EDUCATIONAL, RELIGIOUS AND SCIENTIFIC PURPOSES. PROPOSALS MAY BE SUBMITTED AT ANYTIME IN WRITING TO THE MAX GOLDBERG ADMINISTRATOR.
SUBMISSION DEADLINES:
N/A
RESTRICTIONS OR LIMITATIONS ON AWARDS:
N/A

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
AMERICAN DIABETES ASSOCIATION
ADDRESS:
1701 NORTH BEAUREGARD STREET
ALEXANDRIA, VA 22311
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
UNIVERSITY OF THE CUMBERLANDS
ADDRESS:
6191 COLLEGE STATION DRIVE
WILLIAMSBURG, KY 40769
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
DOMINICAN UNIVERSITY
ADDRESS:
7900 WEST DIVISION
RIVER FOREST, IL 60305
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
OUR LADY OF TEPEYAC
ADDRESS:
2228 S. WHIPPLE STREET
CHICAGO, IL 60623
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CJE SENIOR LIFE
ADDRESS:
1551 LAKE COOK ROAD
DEERFIELD, IL 60015
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
AMERICAN CANCER SOCIETY, INC.
ADDRESS:
250 WILLIAMS STREET
ATLANTA, GA 30303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
AMERICAN HEART ASSOCIATION
ADDRESS:
7272 GREENVILLE AVENUE
DALLAS, TX 75231
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
THE ARK
ADDRESS:
6450 N. CALIFORNIA AVE.
CHICAGO, IL 60645
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
NORTH PARK UNIVERSITY
ADDRESS:
3225 W. FOSTER AVE
CHICAGO, IL 60625
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,100.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
FIELD MUSEUM OF NATURAL HISTORY
ADDRESS:
1400 S. LAKE SHORE DRIVE
CHICAGO, IL 60605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 8,600.

RECIPIENT NAME:
GLENWOOD SCHOOL FOR BOYS
AND GIRLS
ADDRESS:
500 WEST 187TH STREET
GLENWOOD, IL 60425
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
JEWISH FEDERATION OF
METROPOLITAN CHICAGO
ADDRESS:
ONE SOUTH FRANKLIN STREET
CHICAGO, IL 60606
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 17,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MUSEUM OF SCIENCE AND INDUSTRY
ADDRESS:
57TH ST AND LAKE SHORE DRIVE
CHICAGO, IL 60637
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
ROOSEVELT UNIVERSITY
ADDRESS:
430 S. MICHIGAN AVE
CHICAGO, IL 60605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
METROPOLITAN FAMILY SERVICES
ADDRESS:
ONE NORTH DEARBORN
CHICAGO, IL 60602-4322
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,675.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
THE CHICAGO LIGHTHOUSE
ADDRESS:
1850 WEST ROOSEVELT ROAD
CHICAGO, IL 60608
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CATHOLIC CHARITIES OF THE
ARCHDIOCESE OF CHICAGO
ADDRESS:
721 N. LASALLE
CHICAGO, IL 60610
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,675.

RECIPIENT NAME:
CHILDRENS MEMORIAL HOSPITAL
ADDRESS:
2300 N. CHILDRENS PLZ
CHICAGO, IL 60614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
SAINT XAVIER UNIVERSITY
ADDRESS:
3700 W. 103RD ST.
CHICAGO, IL 60655
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
HEKTOEN INSTITUTE FOR MEDICAL
RESEARCH
ADDRESS:
2100 W. HARRISON
CHICAGO, IL 60612
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,700.

RECIPIENT NAME:
HOUSING OPPORTUNITIES & MAINTENANCE
FOR THE ELDERLY, INC.
ADDRESS:
5414B W. ROOSEVELT RD
CHICAGO, IL 60644
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 12,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
LEVI HOSPITAL
ADDRESS:
300 PROSPECT AVE
HOT SPRINGS, AZ 71901
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
NATIONAL JEWISH MEDICAL AND
RESEARCH CENTER
ADDRESS:
1400 JACKSON STREET
DENVER, CO 80206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,850.

TOTAL GRANTS PAID: 332,100.