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: MITHUN FAMILY FOUNDATION M/A 16333300

Number and street (or P O box number if mail is not delivered to street address): 90 S. 7TH STREET, SUITE 5300 — Room/suite

City or town, state, and ZIP code: MINNEAPOLIS, MN 55402

A Employer identification number: 36-3495071

B Telephone number (see page 10 of the instructions): (612) 343-6561

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: [X] 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)* ▶ $ 45,436,540.

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	1,088,831.	1,088,831.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-2,805,777.			
	b Gross sales price for all assets on line 6a 9,544,666.				
	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)	3,089.			STMT 2
	12 **Total.** Add lines 1 through 11	-1,713,857.	1,088,831.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	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 3	1,200.	NONE	NONE	1,200.
	c Other professional fees (attach schedule) STMT 4	231,202.	161,842.		69,361.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	39,881.	33,633.		
	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) STMT 6	589.	412.		177.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	272,872.	195,887.	NONE	70,738.
	25 Contributions, gifts, grants paid	2,444,800.			2,444,800.
	26 **Total expenses and disbursements** Add lines 24 and 25	2,717,672.	195,887.	NONE	2,515,538.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-4,431,529.			
	b **Net investment income** (if negative, enter -0-)		892,944.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

			Beginning of year	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	3,367,039.	1,011,387.	1,011,387.
	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 ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) STMT 7	853,797.	1,668,959.	1,670,548.
	b	Investments - corporate stock (attach schedule) STMT 8	17,029,948.	23,503,480.	26,386,928.
	c	Investments - corporate bonds (attach schedule) STMT 12	7,074,035.	4,439,485.	4,491,300.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 14	17,202,833.	10,469,981.	11,876,377.
	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)	45,527,652.	41,093,292.	45,436,540.
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	45,527,652.	41,093,292.	
	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)	45,527,652.	41,093,292.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	45,527,652.	41,093,292.	

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	45,527,652.
2	Enter amount from Part I, line 27a	2	-4,431,529.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 29	3	18,498.
4	Add lines 1, 2, and 3	4	41,114,621.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 30	5	21,329.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	41,093,292.

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	-2,805,777.
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	3,030,786.	51,253,484.	0.05913326790
2007	2,760,609.	61,549,650.	0.04485174164
2006	1,913,334.	56,477,382.	0.03387788053
2005	495,884.	48,579,551.	0.01020766948
2004	28,325.	3,099,084.	0.00913979744

2	**Total** of line 1, column (d)	2	0.15721035699
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	0.03144207140
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	40,278,717.
5	Multiply line 4 by line 3	5	1,266,446.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,929.
7	Add lines 5 and 6	7	1,275,375.
8	Enter qualifying distributions from Part XII, line 4	8	2,515,538.

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	8,929.
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	8,929.
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	8,929.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a 12,496.		
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	12,496.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	3,567.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 3,567. **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 31			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO DBA LOWRY HILL Telephone no ▶ (612)316-3901

Located at ▶ 90 S SEVENTH ST. STE 5300, MINNEAPOLIS, MN ZIP + 4 ▶ 55402

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	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 ▶ ____ , ____ , ____ , ____			
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) STMT 32	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			
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)*

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	X (No)
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 33		-0-	-0-	-0-

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 34		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
SEE STATEMENT 35		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	39,885,663.
b	Average of monthly cash balances	1b	1,006,435.
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	40,892,098.
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	40,892,098.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	613,381.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	40,278,717.
6	**Minimum investment return.** Enter 5% of line 5	6	2,013,936.

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	2,013,936.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	8,929.		
b	Income tax for 2009. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	8,929.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,005,007.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	2,005,007.
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	2,005,007.

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	2,515,538.
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	2,515,538.
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	8,929.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,506,609.

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				2,005,007.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			2,444,509.	
b Total for prior years 20____,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 ▶ $ 2,515,538.				
a Applied to 2008, but not more than line 2a			2,444,509.	
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				71,029.
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				1,933,978.
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))

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

36-3495071

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 44				
Total . . . . . . ▶ **3a**				2,444,800.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

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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	1,088,831.	
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	-2,805,777.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b NONDIVIDEND DISTRI			1	3,089.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-1,713,857.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -1,713,857.

(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] | 03/26/2010 ▶

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶ [signature]	Date 03/26/2010	Check if self-employed ▶ ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00353001
Firm's name (or yours if self-employed), address, and ZIP code ▶	KPMG LLP 2020 N CENTRAL AVE, STE 700 PHOENIX, AZ 85004	EIN ▶ 13-5565207	Phone no 602-776-4746

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US GOVERNMENT INT REPORTED AS NONQUALIFI	4,251.	4,251.
FOREIGN DIVIDENDS	111,711.	111,711.
DOMESTIC DIVIDENDS	514,948.	514,948.
CORPORATE INTEREST	366,048.	366,048.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	32,650.	32,650.
NONQUALIFIED FOREIGN DIVIDENDS	8,263.	8,263.
NONQUALIFIED DOMESTIC DIVIDENDS	50,960.	50,960.
TOTAL	1,088,831.	1,088,831.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
NONDIVIDEND DISTRIBUTIONS		3,089.
	TOTALS	3,089.

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	1,200.			1,200.
TOTALS	1,200.	NONE	NONE	1,200.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAN & MANAGEMENT FEES (A	231,202.	161,842.	69,361.
TOTALS	231,202.	161,842.	69,361.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX PAID	33,633.	33,633.
FED TAX CURR YR	6,248.	
TOTALS	39,881.	33,633.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MINN ST FILING FEE	25.		25.
MISC INVEST FEES	412.	412.	
MISC EMPLOYER TAXES	127.		127.
WIRE TRANSFER FEE	25.		25.
TOTALS	589.	412.	177.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FED HOME LN BK 5/21/18	500,000.	502,030.
FED HOME LN BK 2/25/16	150,000.	150,047.
FED HOME LN BK 8/18/15	200,000.	200,626.
FED HOME LN BK 8/24/16	200,000.	200,062.
FED HOME LN BK 9/16/13	199,950.	200,626.
FED HOME LN BK 11/10/14	150,000.	149,720.
ISHARES BARCLAYS SHORT TREAS	57,301.	57,299.
ISHARES BARCLAYS 1-3 YEAR TREA	211,708.	210,138.
TOTALS	1,668,959.	1,670,548.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ABB LTD - ADR	104,560.	147,796.
ABBOTT LABS	125,578.	147,231.
ACCENTURE PLC	191,563.	245,680.
AFLAC INC	225,786.	224,035.
ALEXANDER & BALDWIN INC	198,232.	158,177.
ALLSTATE CORP	157,595.	171,829.
AMERICAN CAMPUS CMNTYS	79,284.	107,904.
ANSYS INC	88,726.	136,464.
APACHE CORP	101,239.	142,168.
ARBITRON INC	212,530.	173,542.
AT & T INC	254,477.	183,737.
ATC TECHNOLOGY CORP	85,235.	105,560.
BANK NEW YORK MELLON	182,931.	161,751.
BARRICK GOLD CORP COM	54,271.	54,344.
BHP BILLITON LIMITED - ADR	72,993.	242,912.
BP PLC - ADR	154,403.	203,707.
C H ROBINSON WORLDWIDE	161,991.	177,071.
CHEVRON CORP	148,456.	162,141.
CISCO SYSTEMS	243,031.	215,819.
COCA COLA CO	203,428.	221,160.
COLGATE PALMOLIVE CO	106,134.	167,422.
COMPASS MINERALS INTL INC	48,369.	56,440.
CORE LABORATORIES N V COM	131,536.	160,998.
DEALERTRACK HLDGS INC	86,853.	98,610.
DIAGEO PLC - ADR	248,869.	253,347.
DIGITAL RLTY TR INC	38,187.	57,571.
EDISON INTL COM	177,304.	207,428.
EXXON MOBIL CORP	154,175.	134,675.
FEDERAL RLTY INVT TR	118,075.	111,061.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FMC TECHNOLOGIES INC	109,731.	152,698.
GAMESTOP CORP NEW	143,976.	130,170.
GOOGLE INC	128,308.	226,293.
GRACO INC	131,011.	92,624.
HARTE-HANKS COMM INC	163,428.	104,922.
HSBC - ADR	150,894.	139,185.
ILLINOIS TOOL WORKS INC	172,534.	181,642.
IBM CORP	125,345.	134,303.
ISHARES MSCI BRAZIL	124,858.	136,163.
ISHARES MSCI EAFE	141,551.	112,440.
ISHARES MSCI JAPAN	262,289.	226,543.
JOHNSON & JOHNSON	151,047.	172,361.
KELLOGG CO	150,412.	156,142.
LOWES COS INC	161,151.	142,796.
MARKEL HOLDINGS	188,386.	181,220.
MCDONALDS CORP	186,687.	203,867.
MEDCO HEALTH SOLUTIONS	203,765.	270,020.
MEDNAX INC	120,069.	169,510.
MENS WEARHOUSE INC COM	97,049.	93,907.
METTLER-TOLEDO INTL INC	93,707.	144,676.
MIDDLEBY CORP	114,881.	136,325.
MORNINGSTAR INC	61,633.	100,306.
MOSAIC CO	90,379.	126,628.
NESTLE S.A REGISTERED SHARES	325,491.	394,633.
NEUSTAR INC	116,691.	127,365.
NEUTRAL TANDEM INC	120,541.	128,538.
NIKE INC CL B	198,627.	255,691.
NINTENDO CO LTD - ADR	194,366.	173,552.
NOBLE CORP	57,106.	134,717.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NOKIA CORP - ADR	129,166.	100,577.
OCCIDENTAL PETE CORP	111,394.	109,823.
OCEANEERING INTL INC	47,677.	125,525.
OMNICOM GROUP	167,479.	166,779.
ORBITAL SCIENCES CORP	119,152.	126,200.
PEPSICO INC	148,812.	165,984.
PHARMACEUTICAL PROD DEV INC	78,599.	99,151.
PLUM CREEK TIMBER CO INC	104,906.	122,191.
PUBLIC STORAGE INC COM	80,427.	108,736.
QUALCOMM INC	188,643.	218,810.
QUEST DIAGNOSTICS INC	193,661.	201,307.
REPUBLIC SERVICES INC CL A	307,682.	280,977.
ROFIN SINAR TECHNOLOGIES INC	95,792.	76,591.
SAP AG - ADR	134,475.	148,622.
SCHOOL SPECIALTY INC COM	128,509.	87,282.
SCHWAB CHARLES CORP NEW	186,581.	188,671.
SCIENTIFIC GAMES CORP-A	157,792.	132,623.
SOUTHWESTERN ENERGY CO COM	107,720.	114,957.
SPDR TRUST SERIES 1 FD	207,366.	220,986.
STERICYCLE INC COM	70,284.	126,891.
TAIWAN SEMICONDUCTOR MANUF	153,447.	210,542.
TARGET CORP	161,436.	171,714.
TCF FINANCIAL	123,952.	125,331.
TECK RESOURCES LTD	107,933.	136,908.
TELEFONICA SA - ADR	217,406.	264,508.
THERMO FISHER SCIENTIFIC INC	262,157.	227,004.
THOMPSON CREEK METALS CO INC	104,381.	102,491.
TOTAL S.A. - ADR	232,349.	242,327.
TRANSOCEAN LTD	103,139.	140,843.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UGI CORP NEW COM	130,937.	141,584.
UNION PACIFIC CORP	114,530.	178,281.
UNITED TECHNOLOGIES CORP	247,690.	315,468.
VANGUARD EMERGING MARKETS ETF	200,868.	396,388.
VCA ANTECH INC	173,157.	153,133.
WELLS FARGO & CO	1,885,760.	1,727,360.
WILEY JOHN & SONS INC	116,281.	150,977.
WRIGHT EXPRESS CORP	64,216.	116,703.
XCEL ENERGY INC	126,913.	148,116.
XTO ENERGY INC	170,441.	146,988.
ZEBRA TECHNOLOGIES CORP CL A	229,897.	165,989.
3M CO	179,595.	186,256.
KOMATSU JPY 50.0	168,513.	197,524.
RECKITT BENCKISER PLC GBP	142,880.	268,641.
TESCO PLC 5P	156,340.	208,964.
CIT GROUP INC	21,300.	16,925.
S&P DEP RECPTS SERIES 1	6,698,766.	6,191,272.
WELLS FARGO & CO	1,355.	1,752,191.
TOTALS	23,503,480.	26,386,928.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AT & T INC 2/1/18	250,000.	260,855.
GENERAL ELECTRIC CAP CORP	250,825.	261,318.
JP MORGAN CHASE	250,358.	268,748.
CARGILL INC	256,230.	268,918.
TOYOTA MOTOR CREDIT	255,550.	258,833.
GENL ELECTRIC CAP CORP	101,067.	104,320.
VERIZON COMMUNICATIONS	99,166.	104,274.
ABBOTT LABORATORIES	103,294.	103,305.
AMERICAN GENERAL FINANCE	94,154.	90,411.
ANHEUSER BUSCH COS	104,177.	105,449.
HONEYWELL INTERNATIONAL	103,945.	109,011.
AMERICAN GENERAL FINANCE	96,977.	81,967.
DEUTSCHE BANK	105,508.	107,956.
CIT GROUP INC	8,371.	6,652.
AMERICAN INTERNATIONAL GROUP	97,131.	92,371.
ONTARIO PROVINCE OF CDA	97,583.	103,234.
SIMON PROPERTY GROUP	95,827.	99,887.
PFIZER INC	98,148.	105,993.
CIT GROUP INC	12,508.	9,939.
WELLS FARGO & CO	96,849.	101,969.
MERCK & CO	103,492.	107,221.
CIT GROUP INC	12,053.	9,577.
WAL-MART STORES	101,638.	106,631.
WACHOVIA BANK	262,768.	255,425.
CIT GROUP INC	19,727.	15,695.
UBS AG STAMFORD BRANCH	207,813.	202,494.
BARCLAYS BANK PLC	103,570.	102,181.
AMERICAN INTL GROUP	106,962.	82,754.
BOEING COMPANY	101,947.	96,671.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EUROPEAN INVESTMENT BANK	154,530.	160,736.
HEWLETT PACKARD CO	103,351.	106,636.
CIT GROUP INC	27,259.	21,660.
GENERAL ELECTRIC CO	145,328.	153,279.
AT&T INC	107,366.	104,342.
ARCHER DANIELS MIDLAND	202,901.	213,024.
JOHNSON & JOHNSON	101,112.	107,564.
TOTALS	4,439,485.	4,491,300.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
AARON RENTS INC	C	4,545.	4,437.
ACCO BRANDS CORP	C	34,872.	37,885.
ADVISORY BRD CO	C	2,121.	2,759.
AMAZON COM INC	C	24,579.	37,531.
AMBASSADORS GROUP INC	C	1,227.	1,326.
AMERICAN AXLE & MFG HLDGS	C	31,157.	33,780.
AMERICAN AXLE & MFG HLDGS	C	19,253.	22,015.
AMERICAS CAR-MART INC	C	18,975.	21,775.
APOLLO GROUP INC	C	9,710.	8,057.
ASBURY AUTOMOTIVE GROUP INC	C	31,935.	25,689.
AUTOLIV INC	C	32,074.	40,238.
BEST BUY INC	C	28,789.	29,556.
BIG 5 SPORTING GOODS	C	18,857.	18,657.
BLUE NILE INC	C	927.	1,583.
BRUNSWICK CORP	C	18,987.	20,311.
CHICOS FAS INC	C	31,598.	33,832.
CHOICE HOTELS INTL INC	C	2,477.	2,628.
CHOICE HOTELS INTL INC	C	1,803.	2,216.
COLUMBIA SPORTSWEAR CO	C	1,598.	1,562.
COMPASS GROUP PLC	C	32,256.	40,340.
COOPER TIRE & RUBBER	C	32,320.	41,463.
CROCS INC	C	31,364.	25,800.
DRUGSTORE.COM INC	C	19,027.	20,406.
EXPONENT INC	C	2,145.	2,366.
FORD MOTOR CO	C	31,822.	43,660.
FORD MOTOR CO	C	24,778.	31,730.
GRUPO TELEVISA S.A.	C	27,479.	31,555.
HASBRO INC	C	14,499.	19,525.
HIBBETT SPORTS INC	C	1,280.	1,649.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
INTERNATIONAL SPEEDWAY	C	1,829.	2,134.
JO-ANN STORES INC	C	18,783.	21,200.
JONES APPAREL GROUP INC	C	32,307.	29,261.
KNOLOGY INC	C	34,281.	44,706.
LA-Z-BOY INC	C	31,170.	30,839.
LKQ CORP	C	3,416.	4,310.
MAGNA INTL INC	C	32,010.	32,574.
MARRIOTT INTERNATIONAL INC	C	2,457.	2,780.
MATTHEWS INTL CORP	C	2,128.	2,657.
MDC PARTNERS INC	C	18,948.	17,823.
MEDIA GEN INC	C	19,523.	15,296.
MORNINGSTAR INC	C	4,733.	5,801.
NIKE INC	C	12,368.	14,337.
OFFICEMAX INC	C	18,521.	19,149.
OVERSTOCK.COM INC	C	18,838.	15,933.
PEETS COFFEE & TEA INC	C	1,543.	1,834.
PIER 1 IMPORTS INC	C	10,606.	22,890.
POLARIS INDS INC	C	938.	1,309.
POOL CORPORATION	C	660.	763.
PRICELINE COM INC	C	19,983.	43,245.
PRICELINE COM INC	C	29,427.	38,659.
REED ELSEVIER PLC	C	29,810.	31,478.
RUBY TUESDAY INC	C	33,345.	30,758.
SALLY BEAUTY CO INC	C	1,266.	1,607.
SEGA SAMMY HLDGS INC	C	29,915.	27,569.
SEKISUI HOUSE LTD	C	30,335.	30,002.
SEVEN & I HOLDINGS CO	C	60,531.	54,027.
SHARP CORPORATION	C	20,003.	26,734.
SHERWIN WILLIAMS CO	C	11,642.	13,378.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SHUFFLE MASTER INC	C	33,635.	30,480.
SONIC AUTOMOTIVE INC	C	32,399.	31,980.
SONIC CORP	C	2,488.	2,669.
STANDARD MTR PRODS INC	C	45,265.	25,066.
STEIN MART INC	C	32,135.	26,554.
STEVEN MADDEN LTD	C	18,855.	19,424.
STRAYER ED INC	C	32,798.	34,003.
TESCO PLC	C	42,629.	48,340.
THE DIRECTV GROUP	C	37,787.	52,293.
THOR INDS INC	C	33,059.	37,492.
TJX COS INC	C	21,575.	22,515.
TOYOTA MOTOR CORP	C	16,564.	18,515.
TRW AUTOMOTIVE HLDGS CORP	C	31,100.	40,906.
ULTA SALON COSMETICS & FRAG	C	18,855.	19,250.
VALASSIS COMMUNICATIONS	C	33,448.	36,757.
WACOAL HOLDINGS CORP	C	38,385.	33,519.
WALT DISNEY CO	C	11,929.	16,706.
WILLIAMS SONOMA INC	C	33,064.	34,640.
WOLTERS KLUWER NV	C	36,575.	46,737.
WOLVERINE WORLD WIDE INC	C	1,196.	1,497.
ALBERTO-CULVER CO	C	2,858.	3,368.
AVON PRODS INC	C	40,215.	36,761.
BRITISH AMERICAN TOBACCO PLC	C	15,088.	16,812.
CARREFOUR SA	C	43,509.	45,864.
CASEYS GEN STORES INC	C	1,289.	1,596.
CENTRAL EUROPEAN DISTR	C	32,201.	28,609.
CHATTEM INC	C	1,277.	1,866.
COCA COLA AMATIL LIMITED	C	34,507.	48,557.
COCA-COLA HELLENIC BOTTLING	C	17,771.	19,797.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
COTT CORPORATION	C	33,263.	34,809.
COTT CORPORATION	C	10,383.	17,097.
CRESUD S.A.C.I.F.	C	19,201.	21,644.
CVS/CAREMARK CORP	C	8,281.	8,536.
DANONE	C	15,816.	18,163.
DIAGEO PLC	C	18,553.	22,766.
GENERAL MILLS INC	C	10,268.	11,188.
GREEN MTN COFFEE INC	C	18,682.	40,246.
IMPERIAL TOBACCO GROUP	C	46,216.	54,507.
KAO CORP	C	48,406.	53,728.
KIMBERLY CLARK CORP	C	16,873.	18,348.
KONINKLIJKE AHOLD NV	C	23,692.	25,082.
KROGER CO	C	22,254.	20,735.
NESTLE S.A.	C	22,786.	28,768.
NESTLE S.A.	C	52,256.	63,339.
NU SKIN ENTERPRISES	C	12,751.	19,185.
PEPSICO INC	C	15,351.	16,781.
PHILIP MORRIS INTERNATIONAL	C	43,080.	48,576.
RITE AID CORP	C	31,951.	27,998.
RUDDICK CORP	C	1,228.	1,415.
SHISEIDO CO LTD	C	44,879.	60,142.
APACHE CORP	C	24,638.	32,808.
BG GROUP PLC	C	28,971.	30,589.
BP PLC	C	52,305.	53,332.
BP PLC	C	28,637.	34,202.
CAMECO CORP	C	18,548.	23,581.
CENOVUS ENERGY INC	C	9,833.	10,584.
CHEVRON CORP	C	32,687.	38,649.
CNOOC - CHINA NATL OFFSHORE	C	49,979.	62,180.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
DEVON ENERGY CORP	C	8,734.	12,275.
DRIL-QUIP INC	C	3,076.	4,801.
ENCANA CORP	C	10,657.	13,604.
ENI SPA	C	38,736.	40,994.
EXXON MOBIL CORP	C	28,683.	29,663.
GLOBAL INDS LTD	C	31,738.	22,338.
HESS CORP	C	23,688.	29,101.
NEXEN INC	C	34,346.	45,156.
NOBLE ENERGY INC	C	15,340.	20,226.
PETROLEO BRASILEIRO S.A.	C	24,946.	30,515.
PETROLEUM GEO-SVCS	C	8,804.	17,748.
ROYAL DUTCH SHELL PLC	C	68,472.	66,733.
SUNCOR ENERGY INC	C	15,729.	21,151.
SUNTECH PWR HLDGS	C	32,605.	34,358.
TALISMAN ENERGY INC	C	21,907.	23,673.
TECHNIP ADR	C	4,484.	13,558.
TOTAL S.A.	C	31,574.	39,128.
TOTAL S.A.	C	43,994.	52,449.
TRANSCANADA CORP	C	27,242.	34,026.
TRANSOCEAN LTD	C	20,545.	24,840.
ADVANCE AMER CASH ADVANCE	C	16,963.	17,331.
AEGON NV	C	8,049.	12,474.
AFFILIATED MANAGERS GROUP	C	5,084.	6,398.
ALLSTATE CORP	C	14,086.	17,573.
AMERICAN EXPRESS CO	C	25,606.	36,184.
AMERICREDIT CORP	C	18,854.	18,316.
AON CORP	C	16,052.	15,068.
AXIS CAPITAL HOLDINGS	C	22,173.	20,853.
BANK NEW YORK MELLON	C	35,120.	34,207.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
BANK OF AMERICA CORP	C	29,644.	35,948.
BNP PARIBAS	C	25,565.	29,317.
CB RICHARD ELLIS GROUP	C	32,106.	36,544.
CHEUNG KONG LIMITED	C	29,261.	32,819.
CHUBB CORP.	C	15,164.	18,443.
CITY NATL CORP	C	1,858.	2,508.
CNA FINL CORP	C	32,412.	31,080.
CONSECO INC	C	18,781.	17,885.
ENCORE CAP GROUP INC	C	18,937.	19,384.
FBL FINL GROUP INC	C	19,150.	18,742.
FIFTH THIRD BANCORP	C	32,338.	31,931.
FINANCIAL FED CORP	C	2,546.	3,575.
FOREST CITY ENTERPRISES	C	1,792.	4,418.
GENWORTH FINL INC	C	33,905.	32,143.
GOLDMAN SACHS GROUP	C	36,960.	41,535.
GRUPO FINANCIERO	C	18,842.	18,472.
HACHUUNI BK LTD	C	20,643.	20,604.
HCC INS HLDGS INC	C	1,925.	2,238.
HORACE MANN EDUCATORS	C	18,927.	18,475.
INVESCO LIMITED	C	14,202.	20,648.
IRSA INVERSIONES Y REP	C	18,931.	22,586.
JONES LANG LASALLE INC	C	32,675.	40,649.
JONES LANG LASALLE INC	C	1,934.	3,926.
JPMORGAN CHASE & CO	C	33,287.	39,712.
METLIFE INC	C	31,213.	37,648.
MITSUI SUMITOMO	C	36,713.	29,771.
PROTECTIVE LIFE CORP	C	31,624.	23,882.
PRUDENTIAL FINL INC	C	11,536.	13,286.
RLI CORP	C	1,598.	1,864.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SOCIETE GENERALE	C	8,115.	13,952.
STATE STREET CORP	C	16,578.	15,674.
SUMITOMO TR & BKG LTD	C	28,819.	24,487.
TRAVELERS COMPANIES	C	16,297.	18,747.
UBS AG	C	32,329.	27,794.
UNITRIN INC	C	32,468.	37,176.
WESTAMERICA BANCORPORATION	C	1,464.	1,661.
WORLD ACCEP CORP	C	18,946.	23,970.
ABBOTT LABS	C	24,226.	28,507.
BAYER AG	C	35,557.	53,466.
BECTON DICKINSON & CO	C	6,464.	6,545.
BIO RAD LABS INC	C	3,481.	4,823.
CATALYST HEALTH SOLUTIONS	C	18,868.	19,694.
COVIDIEN PLC	C	27,665.	30,219.
CSL LIMITED	C	28,408.	33,953.
EV3 INC	C	32,090.	33,710.
EXPRESS SCRIPTS INC	C	40,057.	41,309.
FRESENIUS MEDICAL CARE AG	C	10,927.	11,132.
HEALTH MGMT ASSOC	C	31,801.	29,574.
HEALTHSOUTH REHABILITATION	C	18,914.	19,558.
HEALTHWAYS INC	C	18,915.	19,789.
ICU MED INC	C	646.	547.
IDEXX CORP	C	1,531.	1,871.
JOHNSON & JOHNSON	C	26,897.	29,629.
LANDAUER INC	C	1,240.	1,228.
MEDTRONIC INC	C	23,513.	29,071.
MERCK & CO INC	C	7,171.	9,756.
MERCK KGAA	C	30,510.	27,747.
NOVARTIS AG	C	46,433.	64,010.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
NOVARTIS AG	C	13,066.	13,662.
NOVO NORDISK	C	29,442.	33,841.
ODYSSEY HEALTHCARE INC	C	18,920.	19,612.
OWENS & MINOR INC	C	1,296.	1,288.
PAR PHARMACEUTICAL COS	C	18,766.	21,540.
PFIZER INC	C	35,340.	40,764.
PSS WORLD MEDICAL INC	C	1,225.	1,582.
ROCHE HOLDINGS LTD	C	55,840.	67,520.
SANOFI-AVENTIS	C	57,310.	65,463.
SHIRE PLC	C	40,970.	58,113.
SMITH & NEPHEW PLC	C	11,194.	15,375.
TENET HEALTHCARE CORP	C	31,920.	30,238.
TEVA PHARMACEUTICAL IND	C	30,670.	35,113.
TEVA PHARMACEUTICAL IND	C	73,630.	82,585.
UNITED THERAPEUTICS CORP	C	31,796.	34,223.
YOUNG INNOVATIONS INC	C	1,254.	1,363.
AIRTRAN HLDGS INC	C	25,588.	25,714.
AMERICAN SUPERCONDUCTOR CORP	C	31,814.	38,896.
BAE SYSTEMS PLC	C	20,497.	21,557.
BRADY CORPORATION	C	1,834.	2,251.
BUNZL PLC	C	36,288.	44,550.
CANADIAN NATL RR CO	C	14,653.	18,482.
CARLISLE COS INC	C	1,506.	1,542.
COLFAX CORPORATION	C	18,989.	18,614.
DAI NIPPON PRINTING CO	C	58,733.	54,983.
DELTA AIR LINES INC	C	21,829.	28,325.
DREW INDUSTRIES INC	C	32,910.	31,161.
EATON CORP	C	7,426.	11,197.
EMBRAER ADR	C	21,883.	22,884.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
FORWARD AIR CORP	C	1,832.	2,253.
GENCORP INC	C	19,220.	16,023.
GIBRALTAR INDS INC	C	32,500.	36,981.
HUTCHISON WHAMPOA LIMITED	C	31,671.	33,368.
ILLINOIS TOOL WORKS INC	C	34,717.	36,616.
INGERSOLL-RAND PLC	C	21,422.	27,234.
KIMBALL INTL INC	C	19,702.	20,738.
KIRBY CORP	C	3,974.	4,528.
KOMATSU LIMITED	C	13,442.	18,381.
LOCKHEED MARTIN CORP	C	62,855.	59,677.
MCGRATH RENTCORP	C	1,562.	2,012.
MERCURY COMPUTER SYS	C	18,473.	17,990.
NORTHROP GRUMMAN CORP	C	34,564.	43,005.
OSHKOSH CORPORATION	C	32,334.	37,215.
RAVEN INDS INC	C	1,740.	2,218.
SIEMENS AG	C	26,730.	41,724.
SIMPSON MFG INC	C	1,297.	1,748.
TNT NV	C	23,215.	30,307.
TYCO INTERNATIONAL LTD	C	23,333.	31,113.
UNITED TECHNOLOGIES CORP	C	19,817.	26,792.
WPP GROUP PLC	C	20,923.	29,677.
3M CO	C	9,633.	13,227.
ACCENTURE PLC	C	30,456.	37,765.
ALCATEL-LUCENT	C	53,718.	36,407.
AMKOR TECHNOLOGIES INC	C	31,844.	31,389.
ANSYS INC	C	3,125.	4,563.
APPLE INC	C	63,733.	89,561.
APPLIED MICRO CIRCUITS	C	31,625.	23,060.
BLACKBAUD INC	C	3,419.	5,908.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
BROADCOM CORP	C	24,471.	30,683.
CISCO SYSTEMS INC	C	42,160.	51,926.
CYMER INC	C	32,497.	33,160.
DAKTRONICS INC	C	1,300.	1,566.
DENSO CORP	C	16,362.	17,917.
E M C CORP	C	22,455.	25,279.
EBAY INC	C	33,080.	34,354.
ENTEGRIS INC	C	18,813.	24,029.
FACTSET RESH SYS INC	C	2,719.	3,623.
FAIR ISAAC INC	C	2,472.	3,729.
FUJIFILM HLDGS CORP	C	50,183.	48,169.
GOOGLE INC	C	51,101.	68,818.
GSI COMMERCE INC	C	15,892.	23,765.
HENRY JACK & ASSOC INC	C	3,097.	3,587.
INFOSYS TECHNOLOGIES LIMITED	C	36,369.	53,722.
INTEL CORP	C	20,160.	24,847.
INTL BUSINESS MACHINES	C	20,836.	26,442.
JUNIPER NETWORKS INC	C	38,006.	38,058.
MANHATTAN ASSOCIATES	C	2,170.	3,366.
MARVELL TECHNOLOGY GROUP	C	28,017.	30,814.
MASTERCARD INC	C	41,235.	45,052.
MICROSOFT CORP	C	58,617.	72,695.
MONEYGRAM INTL INC	C	19,128.	20,074.
MOTOROLA INC	C	48,755.	43,658.
NATIONAL INSTRS CORP	C	1,520.	2,062.
NETAPP INC	C	18,029.	18,623.
NIDEC - ADR	C	48,968.	68,702.
NINTENDO CO	C	29,657.	25,377.
NOKIA CORPORATION	C	40,025.	41,390.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
NOKIA CORPORATION	C	14,715.	14,007.
ORACLE CORP	C	37,358.	41,554.
ORACLE CORP	C	24,752.	29,093.
PANASONIC CORP	C	25,804.	22,199.
PLANTRONICS INC	C	32,264.	31,306.
POWER INTEGRATIONS INC	C	1,262.	2,000.
POWERWAVE TECHNOLOGIES	C	32,279.	25,567.
QUALCOMM INC	C	29,417.	31,226.
RF MICRO DEVICES INC	C	31,018.	27,385.
ROFIN SINAR TECHNOLOGIES	C	898.	826.
ROHM COMPANY LIMITED	C	14,952.	17,891.
ROVI CORP	C	32,516.	32,507.
SANMINA CORP	C	10,203.	23,505.
SAP AG	C	9,928.	9,830.
SCANSOURCE INC	C	1,574.	1,602.
SEAGATE TECHNOLOGY	C	32,630.	38,908.
SILICON LABORATORIES	C	31,722.	32,511.
SXC HEALTH SOLUTIONS	C	14,576.	18,883.
TAIWAN SEMICONDUCTOR MFG	C	36,725.	43,358.
TDK CORPORATION	C	11,977.	22,197.
TELVENT GIT	C	18,852.	22,647.
TEXAS INSTRUMENTS INC	C	32,802.	33,617.
TREND MICRO INC	C	17,676.	20,172.
UNISYS CORPORATION	C	31,847.	42,724.
UNISYS CORPORATION	C	18,846.	21,439.
YAHOO INC	C	35,095.	34,852.
AIR PRODS & CHEMS INC	C	30,942.	30,884.
ANGLOGOLD LIMITED	C	36,957.	51,029.
APTARGROUP INC	C	3,122.	3,395.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
ASHLAND INC	C	32,960.	31,577.
BALCHEM CORP	C	1,309.	1,843.
BARRICK GOLD CORP	C	59,096.	78,563.
BHP BILLITON LIMITED	C	52,405.	71,219.
CABOT CORP	C	32,976.	40,158.
CHINA XD PLASTICS CO	C	19,040.	13,617.
CRH PLC	C	16,449.	20,224.
FREEPORT-MCMORAN COPPER & GOLD	C	11,230.	16,379.
GOLD FIELDS LIMITED	C	43,398.	43,984.
GRAPHIC PACKAGING HLDG	C	19,200.	24,009.
IMPALA PLATINUM HOLDINGS	C	15,397.	23,533.
IVANHOE MINES LTD	C	14,080.	30,608.
KINROSS GOLD CORP	C	54,935.	52,771.
LUMBER LIQUIDATORS INC	C	15,275.	20,180.
NEWCREST MINING LIMITED	C	25,679.	38,107.
NEWMARKET CORP	C	18,816.	19,281.
OMNOVA SOLUTIONS INC	C	13,180.	16,710.
OWENS ILL INC	C	32,930.	28,893.
PPG INDUSTRIES INC	C	26,236.	34,773.
REXAM PLC	C	10,836.	11,324.
STEPAN CO	C	18,894.	19,573.
SYNGENTA AG	C	37,169.	43,891.
AMERICA MOVIL	C	37,494.	44,161.
AMERICAN TOWER SYSTEMS	C	22,368.	31,241.
AT & T INC	C	39,733.	46,642.
BELGACOM S A	C	40,219.	42,049.
CITY TELECOM	C	19,134.	22,019.
KONINKLIJKE KPN	C	24,622.	30,008.
NIPPON TELEGRAPH AND TELE	C	68,927.	69,228.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
PHILIPPINE LONG DIST TELE	C	31,031.	35,702.
SK TELECOM CO	C	60,000.	62,276.
SWISSCOM AG	C	22,297.	27,559.
TELECOM ITALIA SPA	C	97,691.	62,458.
TELEFONICA SA	C	22,890.	27,562.
TW TELECOM INC	C	32,534.	41,606.
VIMPEL COMMUNICATIONS	C	14,184.	23,052.
VODAFONE GROUP PLC	C	44,155.	57,725.
VODAFONE GROUP PLC	C	20,653.	25,999.
VODAFONE GROUP PLC	C	43,951.	53,107.
VONAGE HOLDINGS CORP	C	32,186.	29,140.
ELETROBRAS-CENTRAIS ELETRICAS	C	24,806.	42,138.
EMPRESA DISTRIBUIDORA & COM	C	19,156.	19,331.
INTERNATIONAL POWER PLC	C	37,155.	45,360.
KOREA ELECTRIC POWER	C	37,438.	40,029.
PG&E CORP	C	23,535.	26,879.
PUBLIC SVC ENTERPRISE	C	22,763.	24,472.
UNITED UTILITIES GROUP	C	42,811.	41,361.
VANGUARD EMERG MKTS ETF	C	594,227.	701,100.
ADIDAS AG	C	18,571.	19,548.
DAIWA HOUSE IND	C	28,516.	30,995.
KEPPEL LTD	C	23,449.	28,342.
REVLON INC	C	18,637.	18,507.
ACADIA REALTY TRUST	C	8,858.	8,131.
ACADIA REALTY TRUST	C	214.	287.
ALEXANDRIA REAL EST EQ	C	10,347.	13,501.
AMB PPTY CORP	C	10,170.	13,874.
AMERICAN CAMPUS CMNTYS	C	7,218.	8,823.
AVALONBAY CMNTYS INC	C	9,078.	13,138.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
AVALONBAY CMNTYS INC	C	424.	657.
BOSTON PROPERTIES INC	C	38,228.	41,852.
BRANDYWINE RLTY TR	C	6,689.	12,312.
CBL & ASSOC PPTYS INC	C	8,830.	11,343.
COLONIAL PPTYS TR	C	6,861.	8,481.
CORPORATE OFFICE PROPERTIES	C	3,826.	4,322.
DIGITAL RLTY TR	C	14,719.	19,358.
DOUGLAS EMMETT INC	C	8,055.	8,721.
EDUCATION RLTY TR	C	1,600.	1,631.
ENTERTAINMENT PPTYS TR	C	4,982.	7,442.
EQUITY LIFESTYLE PPTYS INC	C	13,265.	15,898.
EQUITY RESIDENTIAL PPTYS TR	C	21,815.	22,835.
ESSEX PPTY TR	C	15,094.	17,985.
FEDERAL RLTY INVT TR	C	20,361.	23,025.
HCP INC	C	30,818.	38,297.
HEALTH CARE REIT INC	C	20,464.	21,407.
HOME PROPERTIES INC	C	12,354.	15,553.
HOSPITALITY PPTYS TR	C	7,836.	13,420.
HOST HOTELS & RESORTS	C	9,808.	16,058.
HOST HOTELS & RESORTS	C	230.	257.
KIMCO RLTY CORP	C	8,016.	11,744.
LASALLE HOTEL PROPERTIES	C	10,593.	15,710.
LIBERTY PPTY TR	C	3,832.	5,090.
MACERICH CO	C	1,797.	4,817.
MACERICH CO	C	237.	360.
MACK CALI RLTY CORP	C	8,989.	11,892.
NATIONWIDE HEALTH PPTYS	C	13,785.	18,821.
OMEGA HEALTHCARE INVS	C	5,361.	5,991.
PROLOGIS SHS OF BENEF INT	C	8,557.	16,661.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
PS BUSINESS PARKS INC	C	5,323.	5,155.
PUBLIC STORAGE INC	C	37,504.	45,612.
RAMCO-GERSHENSON PPTYS	C	1,763.	1,965.
REALTY INCOME CORP	C	3,832.	3,990.
SAUL CTRS IN	C	6,377.	4,423.
SIMON PROPERTY GROUP	C	66,859.	90,972.
SIMON PROPERTY GROUP	C	2,007.	3,112.
SL GREEN REALTY CORP	C	14,983.	31,249.
TANGER FACTORY OUTLET	C	19,064.	20,236.
TAUBMAN CTRS INC	C	15,689.	14,831.
UNIVERSAL HEALTH RLTY INC TR	C	1,635.	1,762.
VENTAS INC	C	23,085.	31,143.
VORNADO REALTY TRUST	C	21,150.	27,416.
VORNADO REALTY TRUST	C	428.	699.
CB RICHARD ELLIS REALTY TR	C	500,000.	543,478.
TOTALS		10,469,981.	11,876,377.

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

DESCRIPTION		AMOUNT
FED TAX REFUND		18,498.
	TOTAL	18,498.

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

DESCRIPTION		AMOUNT
INCOME RECEIPT TIMING DIFF		21,329.
	TOTAL	21,329.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
MN

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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					9,468.	
		7738. ABB LTD - ADR PROPERTY TYPE: SECURITIES				P	12/30/2008	01/05/2009
113,160.00		113,979.00					-819.00	
		1830. AFLAC INC PROPERTY TYPE: SECURITIES				P	06/07/2004	01/05/2009
81,612.00		75,698.00					5,914.00	
		100000. AT&T INC 5.500% 2/0 PROPERTY TYPE: SECURITIES				P	01/30/2008	10/09/2009
104,875.00		100,000.00					4,875.00	
		223. ABBOTT LABS PROPERTY TYPE: SECURITIES				P	09/18/2009	09/28/2009
10,940.00		10,269.00					671.00	
		930. ALEXANDRIA REAL ESTATE EQUITIES PROPERTY TYPE: SECURITIES				P	06/07/2004	01/05/2009
52,414.00		49,534.00					2,880.00	
		930. ALEXANDRIA REAL ESTATE EQUITIES PROPERTY TYPE: SECURITIES				P	12/30/2008	03/24/2009
34,339.00		53,236.00					-18,897.00	
		468. ALEXANDRIA REAL ESTATE EQUITIES PROPERTY TYPE: SECURITIES				P	03/29/2005	03/24/2009
17,280.00		29,600.00					-12,320.00	
		2120. ALLSTATE CORP PROPERTY TYPE: SECURITIES				P	12/30/2008	01/05/2009
66,734.00		66,966.00					-232.00	
		355. ALLSTATE CORP PROPERTY TYPE: SECURITIES				P	08/13/2009	09/28/2009
10,497.00		10,271.00					226.00	
		4968. AMERICAN REPROGRAPHICS CO PROPERTY TYPE: SECURITIES				P	12/19/2007	01/21/2009
33,193.00		110,487.00					-77,294.00	

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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)	
		2159. AMERICAN REPROGRAPHICS CO PROPERTY TYPE: SECURITIES				P	12/20/2007	01/22/2009
13,619.00		36,549.00					-22,930.00	
		100. AMERISOURCEBERGEN CORP PROPERTY TYPE: SECURITIES				P	06/07/2004	07/28/2009
1,921.00		1,541.00					380.00	
		3000. ANALOG DEVICES INC PROPERTY TYPE: SECURITIES				P	01/09/2007	06/17/2009
73,802.00		99,270.00					-25,468.00	
		1185. ANSYS INC PROPERTY TYPE: SECURITIES				P	10/28/2008	01/05/2009
33,181.00		29,023.00					4,158.00	
		2845. ANSYS INC PROPERTY TYPE: SECURITIES				P	07/27/2007	01/05/2009
79,662.00		73,062.00					6,600.00	
		851. ANSYS INC PROPERTY TYPE: SECURITIES				P	03/31/2008	08/06/2009
30,807.00		26,318.00					4,489.00	
		199. ANSYS INC PROPERTY TYPE: SECURITIES				P	08/07/2007	08/07/2009
7,202.00		6,142.00					1,060.00	
		890. ANSYS INC PROPERTY TYPE: SECURITIES				P	12/30/2008	10/12/2009
37,095.00		25,149.00					11,946.00	
		95. ANSYS INC PROPERTY TYPE: SECURITIES				P	08/07/2007	10/12/2009
3,960.00		2,932.00					1,028.00	
		1378. APACHE CORP PROPERTY TYPE: SECURITIES				P	05/27/2005	01/05/2009
99,787.00		79,644.00					20,143.00	
		310. APACHE CORP PROPERTY TYPE: SECURITIES				P	06/27/2008	06/26/2009
22,409.00		42,380.00					-19,971.00	

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		.5043 AVALONBAY CMNTYS INC				P	10/06/2008	02/11/2009
		PROPERTY TYPE: SECURITIES						
23.00		42.00					-19.00	
		1654. AVALONBAY CMNTYS INC				P	01/30/2009	07/24/2009
		PROPERTY TYPE: SECURITIES						
93,318.00		136,100.00					-42,782.00	
		281. BP PLC - ADR				P	09/18/2009	09/28/2009
		PROPERTY TYPE: SECURITIES						
14,752.00		15,409.00					-657.00	
		2977. BE AEROSPACE INC COM				P	06/13/2008	09/28/2009
		PROPERTY TYPE: SECURITIES						
58,798.00		81,946.00					-23,148.00	
		2903. BE AEROSPACE INC COM				P	06/12/2008	09/28/2009
		PROPERTY TYPE: SECURITIES						
57,436.00		79,568.00					-22,132.00	
		3172. BHP BILLITON LIMITED - ADR				P	12/30/2008	01/05/2009
		PROPERTY TYPE: SECURITIES						
131,860.00		132,210.00					-350.00	
		500000. CIT GROUP INC 6.250% 11/1				P	10/23/2007	07/16/2009
		PROPERTY TYPE: SECURITIES						
175,000.00		500,000.00					-325000.00	
		250000. P/P CARGILL INC 5.600% 9/1				P	12/18/2007	10/09/2009
		PROPERTY TYPE: SECURITIES						
268,075.00		256,230.00					11,845.00	
		1500. CHEVRON CORP				P	12/30/2008	01/05/2009
		PROPERTY TYPE: SECURITIES						
108,656.00		108,793.00					-137.00	
		6120. COCA COLA CO				P	06/07/2004	09/28/2009
		PROPERTY TYPE: SECURITIES						
324,352.00		320,872.00					3,480.00	
		1975. COLGATE PALMOLIVE CO				P	12/30/2008	01/05/2009
		PROPERTY TYPE: SECURITIES						
133,827.00		134,052.00					-225.00	

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		209. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/10/2008	04/30/2009
3,238.00		3,614.00					-376.00	
		706. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/10/2008	04/30/2009
10,778.00		12,208.00					-1,430.00	
		705. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/10/2008	05/01/2009
10,529.00		12,191.00					-1,662.00	
		440. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/10/2008	05/01/2009
6,567.00		7,604.00					-1,037.00	
		510. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/07/2008	08/21/2009
10,902.00		8,653.00					2,249.00	
		620. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/07/2008	08/21/2009
13,227.00		10,513.00					2,714.00	
		5010. DU PONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES				P	01/14/2009	04/17/2009
142,237.00		122,163.00					20,074.00	
		121. EDISON INTL COM PROPERTY TYPE: SECURITIES				P	01/14/2009	09/28/2009
4,118.00		3,794.00					324.00	
		2625. ENTERTAINMENT PPTYS TRUST COM SH PROPERTY TYPE: SECURITIES				P	06/29/2007	03/03/2009
35,303.00		141,342.00					-106039.00	
		440. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES				P	07/16/2007	06/26/2009
16,659.00		18,660.00					-2,001.00	
		200000. FED HOME LN BK 4.500% 6/1 PROPERTY TYPE: SECURITIES				P	06/10/2008	06/19/2009
200,000.00		200,000.00						

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		725. FEDERAL RLTY INVT TR SH BEN INT PROPERTY TYPE: SECURITIES				P	06/28/2007	03/03/2009
28,475.00		55,961.00					-27,486.00	
		6000. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES				P	06/07/2004	01/14/2009
84,646.00		189,300.00					-104654.00	
		250000. GENERAL ELEC CAP COR 4.800% 5/0 PROPERTY TYPE: SECURITIES				P	04/17/2008	09/03/2009
259,563.00		250,825.00					8,738.00	
		873. GENTEX CORP PROPERTY TYPE: SECURITIES				P	07/12/2007	04/22/2009
10,968.00		18,484.00					-7,516.00	
		1847. GENTEX CORP PROPERTY TYPE: SECURITIES				P	07/12/2007	04/22/2009
23,193.00		39,107.00					-15,914.00	
		2288. GENTEX CORP PROPERTY TYPE: SECURITIES				P	07/12/2007	07/22/2009
32,680.00		48,445.00					-15,765.00	
		4737. GENTEX CORP PROPERTY TYPE: SECURITIES				P	08/07/2007	08/27/2009
66,027.00		98,654.00					-32,627.00	
		.0833 HSBC HOLDINGS PLC 3/31/ PROPERTY TYPE: SECURITIES				P	10/17/2007	04/09/2009
1.00							1.00	
		963. HARTE-HANKS COMMUNICATIONS INC PROPERTY TYPE: SECURITIES				P	04/28/2006	01/21/2009
7,421.00		26,441.00					-19,020.00	
		1424. HARTE-HANKS COMMUNICATIONS INC PROPERTY TYPE: SECURITIES				P	08/07/2007	01/22/2009
10,479.00		36,538.00					-26,059.00	
		1138. HARTE-HANKS COMMUNICATIONS INC PROPERTY TYPE: SECURITIES				P	08/07/2007	01/23/2009
8,397.00		27,825.00					-19,428.00	

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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)	
		930. HEALTH CARE REIT INC PROPERTY TYPE: SECURITIES				P	06/28/2007	03/03/2009
26,948.00		37,140.00					-10,192.00	
		1395. HEALTH CARE REIT INC PROPERTY TYPE: SECURITIES				P	06/28/2007	04/17/2009
47,559.00		56,135.00					-8,576.00	
		3845. HOST HOTELS & RESORTS, INC. PROPERTY TYPE: SECURITIES				P	03/03/2009	07/24/2009
32,835.00		13,134.00					19,701.00	
		84. INTERNATIONAL BUSINESS MACHS CORP PROPERTY TYPE: SECURITIES				P	09/18/2009	09/28/2009
10,137.00		10,262.00					-125.00	
		1534. ISHARES MSCI JAPAN PROPERTY TYPE: SECURITIES				P	03/01/2007	06/12/2009
14,573.00		21,979.00					-7,406.00	
		2045. ISHARES MSCI JAPAN PROPERTY TYPE: SECURITIES				P	01/09/2007	06/12/2009
19,442.00		28,998.00					-9,556.00	
		2045. ISHARES MSCI JAPAN PROPERTY TYPE: SECURITIES				P	01/09/2007	06/15/2009
19,126.00		28,998.00					-9,872.00	
		1023. ISHARES MSCI JAPAN PROPERTY TYPE: SECURITIES				P	01/09/2007	06/15/2009
9,575.00		14,506.00					-4,931.00	
		5218. ISHARES MSCI JAPAN PROPERTY TYPE: SECURITIES				P	01/09/2007	06/16/2009
48,390.00		71,894.00					-23,504.00	
		1290. ISHARES DOW JONES SELECT DIVIDEND PROPERTY TYPE: SECURITIES				P	11/06/2008	01/14/2009
48,713.00		59,147.00					-10,434.00	
		1195. ISHARES DOW JONES SELECT DIVIDEND PROPERTY TYPE: SECURITIES				P	06/17/2009	08/12/2009
47,096.00		42,627.00					4,469.00	

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		2495. ISHARES DOW JONES SELECT DIVIDEND PROPERTY TYPE: SECURITIES				P	06/17/2009	09/18/2009
105,316.00		88,999.00					16,317.00	
		295. ISHARES BARCLAYS 1-3 YEAR TREAS BON PROPERTY TYPE: SECURITIES				P	12/08/2008	02/27/2009
24,797.00		24,935.00					-138.00	
		290. ISHARES BARCLAYS 1-3 YEAR TREAS BON PROPERTY TYPE: SECURITIES				P	12/08/2008	03/02/2009
24,383.00		24,512.00					-129.00	
		580. ISHARES BARCLAYS 1-3 YEAR TREAS BON PROPERTY TYPE: SECURITIES				P	02/17/2009	04/22/2009
48,669.00		48,997.00					-328.00	
		310. ISHARES BARCLAYS 1-3 YEAR TREAS BON PROPERTY TYPE: SECURITIES				P	04/02/2009	05/22/2009
26,004.00		26,092.00					-88.00	
		414. ISHARES BARCLAYS 1-3 YEAR TREAS BON PROPERTY TYPE: SECURITIES				P	04/02/2009	08/18/2009
34,653.00		34,815.00					-162.00	
		190. ISHARES BARCLAYS 1-3 YEAR TREAS BON PROPERTY TYPE: SECURITIES				P	04/02/2009	08/19/2009
15,916.00		15,966.00					-50.00	
		286. ISHARES BARCLAYS 1-3 YEAR TREAS BON PROPERTY TYPE: SECURITIES				P	02/06/2009	08/20/2009
23,956.00		24,022.00					-66.00	
		120. ISHARES BARCLAYS 1-3 YEAR TREAS BON PROPERTY TYPE: SECURITIES				P	02/06/2009	09/28/2009
10,070.00		10,079.00					-9.00	
		355. ISHARES BARCLAYS 1-3 YEAR TREAS BON PROPERTY TYPE: SECURITIES				P	04/30/2009	10/30/2009
29,835.00		29,804.00					31.00	
		464. ISHARES BARCLAYS 1-3 YEAR TREAS BON PROPERTY TYPE: SECURITIES				P	04/03/2009	12/10/2009
38,794.00		38,932.00					-138.00	

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		383. ISHARES MSCI EAFE PROPERTY TYPE: SECURITIES				P	04/11/2007	03/31/2009
14,249.00		29,829.00					-15,580.00	
		195. ISHARES BARCLAYS SHORT TREASUR BD F PROPERTY TYPE: SECURITIES				P	11/25/2008	03/03/2009
21,492.00		21,547.00					-55.00	
		390. ISHARES BARCLAYS SHORT TREASUR BD F PROPERTY TYPE: SECURITIES				P	11/25/2008	09/03/2009
42,967.00		43,076.00					-109.00	
		930. ISHARES BARCLAYS SHORT TREASUR BD F PROPERTY TYPE: SECURITIES				P	07/24/2009	09/17/2009
102,477.00		102,557.00					-80.00	
		235. ISHARES BARCLAYS SHORT TREASUR BD F PROPERTY TYPE: SECURITIES				P	07/24/2009	10/12/2009
25,886.00		25,898.00					-12.00	
		1510. ISHARES BARCLAYS SHORT TREASUR BD PROPERTY TYPE: SECURITIES				P	09/28/2009	10/15/2009
166,370.00		166,408.00					-38.00	
		3755. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	12/30/2008	01/05/2009
219,966.00		220,352.00					-386.00	
		835. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	06/07/2004	01/14/2009
48,218.00		47,132.00					1,086.00	
		210. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	06/07/2004	03/11/2009
10,050.00		11,853.00					-1,803.00	
		34. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	06/07/2004	09/28/2009
2,063.00		1,919.00					144.00	
		4718. KEY ENERGY SERVICES INC PROPERTY TYPE: SECURITIES				P	09/28/2007	01/21/2009
16,917.00		80,341.00					-63,424.00	

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		2749. KEY ENERGY SERVICES INC PROPERTY TYPE: SECURITIES				P	09/21/2007	01/22/2009
9,239.00		45,699.00					-36,460.00	
		983. MARINER ENERGY INC PROPERTY TYPE: SECURITIES				P	03/14/2006	12/10/2009
13,240.00		19,002.00					-5,762.00	
		86. MARINER ENERGY INC PROPERTY TYPE: SECURITIES				P	03/13/2006	12/10/2009
1,158.00		1,646.00					-488.00	
		925. MARINER ENERGY INC PROPERTY TYPE: SECURITIES				P	06/28/2006	12/11/2009
12,090.00		17,401.00					-5,311.00	
		1336. MARINER ENERGY INC PROPERTY TYPE: SECURITIES				P	06/28/2006	12/14/2009
17,757.00		24,645.00					-6,888.00	
		2413. MARINER ENERGY INC PROPERTY TYPE: SECURITIES				P	11/05/2008	12/15/2009
31,225.00		35,554.00					-4,329.00	
		685. MEDTRONIC INC PROPERTY TYPE: SECURITIES				P	06/27/2008	03/12/2009
17,952.00		35,209.00					-17,257.00	
		715. MEDTRONIC INC PROPERTY TYPE: SECURITIES				P	06/07/2004	03/12/2009
18,739.00		35,478.00					-16,739.00	
		1240. MEDTRONIC INC PROPERTY TYPE: SECURITIES				P	06/07/2004	07/24/2009
43,219.00		61,529.00					-18,310.00	
		1825. MEDTRONIC INC PROPERTY TYPE: SECURITIES				P	06/07/2004	12/07/2009
78,760.00		90,557.00					-11,797.00	
		1885. MENS WEARHOUSE INC COM PROPERTY TYPE: SECURITIES				P	01/07/2008	03/12/2009
24,669.00		47,892.00					-23,223.00	

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		1006. MENS WEARHOUSE INC COM PROPERTY TYPE: SECURITIES				P	01/07/2008	08/27/2009
24,979.00		25,325.00					-346.00	
		545. METTLER-TOLEDO INTL INC PROPERTY TYPE: SECURITIES				P	10/24/2008	10/30/2009
53,697.00		39,673.00					14,024.00	
		4230. MICROSOFT CORP PROPERTY TYPE: SECURITIES				P	06/07/2004	03/16/2009
71,174.00		110,826.00					-39,652.00	
		3212. MICROCHIP TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES				P	01/25/2007	01/07/2009
60,378.00		113,167.00					-52,789.00	
		1080. MICROCHIP TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES				P	06/27/2008	01/07/2009
20,001.00		33,454.00					-13,453.00	
		2527. MICROCHIP TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES				P	10/31/2007	01/07/2009
46,797.00		83,248.00					-36,451.00	
		218. MIDDLEBY CORP PROPERTY TYPE: SECURITIES				P	08/07/2007	04/02/2009
7,871.00		14,488.00					-6,617.00	
		297. MIDDLEBY CORP PROPERTY TYPE: SECURITIES				P	08/07/2007	04/02/2009
10,694.00		19,366.00					-8,672.00	
		166. MIDDLEBY CORP PROPERTY TYPE: SECURITIES				P	07/18/2007	04/03/2009
5,880.00		10,443.00					-4,563.00	
		819. MIDDLEBY CORP PROPERTY TYPE: SECURITIES				P	11/08/2007	04/03/2009
28,488.00		50,635.00					-22,147.00	
		2075. MORNINGSTAR INC PROPERTY TYPE: SECURITIES				P	12/30/2008	01/05/2009
70,868.00		71,230.00					-362.00	

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		7650. NESTLE S.A. REGISTERED SHARES - AD				P	01/09/2007	01/05/2009
		PROPERTY TYPE: SECURITIES						
299,718.00		220,892.00					78,826.00	
		1794. NEUSTAR INC				P	11/05/2008	01/05/2009
		PROPERTY TYPE: SECURITIES						
33,949.00		28,681.00					5,268.00	
		2546. NEUSTAR INC				P	09/05/2008	07/15/2009
		PROPERTY TYPE: SECURITIES						
55,178.00		56,608.00					-1,430.00	
		3170. NIKE INC CL B				P	06/01/2006	01/05/2009
		PROPERTY TYPE: SECURITIES						
156,904.00		128,822.00					28,082.00	
		4005. NOKIA CORPORATION - ADR				P	06/07/2004	01/05/2009
		PROPERTY TYPE: SECURITIES						
62,277.00		57,472.00					4,805.00	
		3085. OCEANEERING INTL INC				P	12/30/2008	01/05/2009
		PROPERTY TYPE: SECURITIES						
86,301.00		86,754.00					-453.00	
		940. OCEANEERING INTL INC				P	11/26/2008	04/30/2009
		PROPERTY TYPE: SECURITIES						
43,207.00		21,839.00					21,368.00	
		460. OMNICOM GROUP				P	05/12/2008	09/18/2009
		PROPERTY TYPE: SECURITIES						
17,533.00		22,562.00					-5,029.00	
		340. OMNICOM GROUP				P	05/12/2008	09/28/2009
		PROPERTY TYPE: SECURITIES						
12,474.00		16,676.00					-4,202.00	
		675. PEPSICO INC				P	06/27/2008	01/29/2009
		PROPERTY TYPE: SECURITIES						
34,911.00		43,272.00					-8,361.00	
		95. PEPSICO INC				P	06/07/2004	01/29/2009
		PROPERTY TYPE: SECURITIES						
4,913.00		5,178.00					-265.00	

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)	
		3235. PLUM CREEK TIMBER CO INC PROPERTY TYPE: SECURITIES				P	06/07/2004	01/05/2009
107,275.00		100,836.00					6,439.00	
		1574. PLUM CREEK TIMBER CO INC PROPERTY TYPE: SECURITIES				P	12/30/2008	03/03/2009
38,931.00		52,609.00					-13,678.00	
		91. PLUM CREEK TIMBER CO INC PROPERTY TYPE: SECURITIES				P	06/23/2005	03/03/2009
2,251.00		3,382.00					-1,131.00	
		2435. REALTY INCOME CORP COM PROPERTY TYPE: SECURITIES				P	03/03/2009	07/24/2009
55,332.00		40,389.00					14,943.00	
		1297. REGAL ENTERTAINMENT GROUP- CL A PROPERTY TYPE: SECURITIES				P	08/07/2007	02/06/2009
13,074.00		27,368.00					-14,294.00	
		7493. REGAL ENTERTAINMENT GROUP- CL A PROPERTY TYPE: SECURITIES				P	08/07/2007	02/06/2009
75,460.00		130,746.00					-55,286.00	
		1910. REPUBLIC SERVICES INC CL A COMM PROPERTY TYPE: SECURITIES				P	10/16/2008	01/05/2009
44,955.00		41,212.00					3,743.00	
		1442. RESEARCH IN MOTION PROPERTY TYPE: SECURITIES				P	10/15/2008	10/07/2009
96,804.00		80,426.00					16,378.00	
		1554. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	12/30/2008	01/05/2009
137,233.00		137,280.00					-47.00	
		825. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	01/07/2009	01/29/2009
71,164.00		75,933.00					-4,769.00	
		415. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	01/07/2009	02/26/2009
32,482.00		38,197.00					-5,715.00	

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)
515. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES	P	01/07/2009	03/12/2009	37,574.00		44,848.00				-7,274.00
440. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES	P	06/26/2009	09/30/2009	46,683.00		39,783.00				6,900.00
919. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES	P	10/22/2009	11/19/2009	100,779.00		98,856.00				1,923.00
467. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES	P	10/07/2009	11/20/2009	51,145.00		47,687.00				3,458.00
344. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES	P	11/17/2008	11/20/2009	37,674.00		29,773.00				7,901.00
640. SCHOOL SPECIALTY INC COM PROPERTY TYPE: SECURITIES	P	02/10/2006	06/11/2009	14,682.00		24,272.00				-9,590.00
1281. SCHOOL SPECIALTY INC COM PROPERTY TYPE: SECURITIES	P	01/26/2006	06/11/2009	28,614.00		46,929.00				-18,315.00
2090. SCHWAB CHARLES CORP NEW PROPERTY TYPE: SECURITIES	P	06/27/2008	10/22/2009	37,295.00		43,461.00				-6,166.00
1590. STERICYCLE INC COM PROPERTY TYPE: SECURITIES	P	12/30/2008	01/05/2009	81,683.00		81,881.00				-198.00
12473. TAIWAN SEMICONDUCTOR MANUFACTU - PROPERTY TYPE: SECURITIES	P	09/28/2005	01/05/2009	98,287.00		90,124.00				8,163.00
348.9374 TAIWAN SEMICONDUCTOR MANUFACTU PROPERTY TYPE: SECURITIES	P	08/05/2008	04/03/2009	3,517.00		3,429.00				88.00

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)	
		7191.0626 TAIWAN SEMICONDUCTOR MANUFACTU PROPERTY TYPE: SECURITIES				P	10/17/2007	04/03/2009
72,470.00		74,738.00					-2,268.00	
		.5467 TAIWAN SEMICONDUCTOR MANUFACTU - A PROPERTY TYPE: SECURITIES				P	08/05/2008	08/17/2009
6.00		5.00					1.00	
		995. TARGET CORP PROPERTY TYPE: SECURITIES				P	06/27/2008	04/23/2009
38,775.00		47,830.00					-9,055.00	
		425. TARGET CORP PROPERTY TYPE: SECURITIES				P	06/07/2004	04/23/2009
16,562.00		19,327.00					-2,765.00	
		2832. TELEFONICA SA - ADR PROPERTY TYPE: SECURITIES				P	03/26/2007	01/05/2009
190,188.00		147,817.00					42,371.00	
		5390. TEXTRON INC PROPERTY TYPE: SECURITIES				P	09/19/2008	02/04/2009
34,152.00		215,226.00					-181074.00	
		1790. TOTAL S.A. - ADR PROPERTY TYPE: SECURITIES				P	10/07/2004	01/05/2009
98,245.00		86,322.00					11,923.00	
		4353. UGI CORP NEW COM PROPERTY TYPE: SECURITIES				P	12/30/2008	01/05/2009
103,603.00		104,117.00					-514.00	
		175. UNION PACIFIC CORP PROPERTY TYPE: SECURITIES				P	01/14/2009	09/18/2009
10,938.00		7,184.00					3,754.00	
		225. UNION PACIFIC CORP PROPERTY TYPE: SECURITIES				P	01/14/2009	09/28/2009
13,477.00		9,236.00					4,241.00	
		1027. UNITED STATIONERS INC COM PROPERTY TYPE: SECURITIES				P	01/07/2008	02/13/2009
31,473.00		44,136.00					-12,663.00	

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)	
		602. UNITED STATIONERS INC COM PROPERTY TYPE: SECURITIES				P	07/28/2004	02/13/2009
18,541.00		23,406.00					-4,865.00	
		839. UNITED STATIONERS INC COM PROPERTY TYPE: SECURITIES				P	07/27/2004	02/17/2009
24,300.00		32,451.00					-8,151.00	
		3690. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES				P	06/07/2004	01/05/2009
194,600.00		159,712.00					34,888.00	
		5190. VALERO ENERGY CORP PROPERTY TYPE: SECURITIES				P	03/11/2009	09/18/2009
105,173.00		99,685.00					5,488.00	
		9668. VANGUARD EMERGING MARKETS ETF PROPERTY TYPE: SECURITIES				P	12/30/2008	01/05/2009
225,167.00		226,233.00					-1,066.00	
		270. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES				P	08/07/2007	03/31/2009
4,996.00		9,575.00					-4,579.00	
		78. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES				P	08/07/2007	03/31/2009
1,429.00		2,766.00					-1,337.00	
		766. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES				P	08/07/2007	04/01/2009
14,080.00		27,164.00					-13,084.00	
		432. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES				P	08/07/2007	04/01/2009
7,934.00		15,102.00					-7,168.00	
		1583. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES				P	06/11/2007	04/02/2009
30,189.00		50,651.00					-20,462.00	
		1435. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES				P	02/27/2007	07/15/2009
36,752.00		42,132.00					-5,380.00	

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)	
		981. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES				P	07/22/2008	08/27/2009
29,911.00		25,362.00					4,549.00	
		960. XTO ENERGY INC PROPERTY TYPE: SECURITIES				P	07/10/2008	03/12/2009
28,392.00		56,874.00					-28,482.00	
		150. XCEL ENERGY INC PROPERTY TYPE: SECURITIES				P	02/04/2009	09/28/2009
2,937.00		2,818.00					119.00	
		6625. ACCENTURE LTD PROPERTY TYPE: SECURITIES				P	02/18/2005	01/05/2009
213,723.00		164,477.00					49,246.00	
		1291. ACCENTURE PLC PROPERTY TYPE: SECURITIES				P	06/27/2008	12/15/2009
53,801.00		53,384.00					417.00	
		705. ACCENTURE PLC PROPERTY TYPE: SECURITIES				P	12/30/2008	12/15/2009
29,279.00		22,813.00					6,466.00	
		364. ACCENTURE PLC PROPERTY TYPE: SECURITIES				P	06/27/2008	12/15/2009
15,117.00		15,052.00					65.00	
		4210. NOBLE CORPORATION PROPERTY TYPE: SECURITIES				P	12/30/2008	01/05/2009
89,830.00		90,255.00					-425.00	
		900. NOBLE CORPORATION PROPERTY TYPE: SECURITIES				P	06/07/2004	06/26/2009
28,287.00		15,527.00					12,760.00	
		2400. WAL MART DE MEXICO SAB DE CV PROPERTY TYPE: SECURITIES				P	12/30/2008	01/05/2009
6,521.00		6,560.00					-39.00	
		51415. WAL MART DE MEXICO SAB DE CV PROPERTY TYPE: SECURITIES				P	12/30/2008	01/06/2009
139,120.00		140,529.00					-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)	
		54. WAL MART DE MEXICO SAB DE CV PROPERTY TYPE: SECURITIES				P	08/12/2005	01/06/2009
146.00		127.00					19.00	
		53815. WAL MART DE MEXICO SAB DE CV PROPERTY TYPE: SECURITIES				P	08/12/2005	09/14/2009
195,268.00		90,836.00					104,432.00	
		1. VARIOUS SECURITIES PROPERTY TYPE: SECURITIES				P	01/02/2009	12/31/2009
		44,669.00					-44,669.00	
		1. VARIOUS SECURITIES PROPERTY TYPE: SECURITIES				P	12/30/2008	12/31/2009
		1579222.00					-157922200	
		1. VARIOUS SECURITIES PROPERTY TYPE: SECURITIES				P	01/02/2009	12/31/2009
13,471.00							13,471.00	
		1. VARIOUS SECURITIES PROPERTY TYPE: SECURITIES				P	12/30/2008	12/31/2009
68,200.00							68,200.00	
TOTAL GAIN(LOSS)							-2805777.	

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT
==

This question does not apply. The foundation does not have any undistributed income from prior years.

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

OFFICER NAME:
LEWIS M. MITHUN
ADDRESS:
P.O. BOX 765
TETON VILLAGE, WY 83025
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
JOHN C. MITHUN
ADDRESS:
129 CALLE BELLO
SANTA BARBARA, CA 93108
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
RAYMOND O. MITHUN, JR.
ADDRESS:
3266 ROBINSON'S BAY ROAD
WAYZATA, MN 55391
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

EMPLOYEE NAME:
N/A

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
==

NAME:
WELLS FARGO DBA LOWRY HILL
ADDRESS:
90 SOUTH SEVENTH ST. STE 5300
MINNEAPOLIS, MN
TYPE OF SERVICE:
CUSTODIAL/INVESTMENT

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

RECIPIENT NAME:
NEWTOWN HISTORICAL SOCIETY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
CREIGHTON UNIVERSITY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 4,700.

RECIPIENT NAME:
GIRLS INC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 150,000.

RECIPIENT NAME:
TRAILBLAZER FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 50,000.

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

==

RECIPIENT NAME:
INTERFAITH OUTREACH &
COMMUNITY PARTNERS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
TETON REGIONAL LAND TRUST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
SUPPORT THE COURTS
FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
PARK NICOLLET FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
JACKSON HOLE CONSERVATION ALLIANCE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
SANTA BARBARA MARITIME MUSEUM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
MINNEAPOLIS ARTS INSTITUTE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 250.

RECIPIENT NAME:
PROVIDENCE ACADEMY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 803,650.

RECIPIENT NAME:
JACKSON HOLE COMMUNITY
FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 150,000.

RECIPIENT NAME:
HABITAT FOR HUMANITY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
AMERICARES HOMEFRONT
PROGRAM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 60,000.

RECIPIENT NAME:
REGIONAL HOSPICE OF WESTERN
CONNECTICUT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 35,000.

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

RECIPIENT NAME:
WOMEN'S CENTER OF GREATER
DANBURY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
LAND TRUST ALLIANCE
CONSERVATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
SANTA BARBARA OPERA
ASSOCIATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
SANTA BARBARA FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 130,000.

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

RECIPIENT NAME:
UNITED WAY OF SANTA BARBARA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 70,000.

RECIPIENT NAME:
GANNA WALSKA LOTUSLAND FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
MONTECITO TRAILS FDN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 14,000.

RECIPIENT NAME:
UNITY SHOPPE INC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 35,000.

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

RECIPIENT NAME:
PLANNED PARENTHOOD
HEALTH SERVICES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
UC SANTA BARBARA FDN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 80,900.

RECIPIENT NAME:
FAMILY SERVICES AGENCY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
CHILD ABUSE LISTENING
MEDIATION INC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 25,000.

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

RECIPIENT NAME:
TRANSITION HOUSE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
VISITING NURSE AND
HOSPICE CARE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
MUSIC ACADEMY OF THE WEST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
CYRENIUS H BOOTH LIBRARY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,300.

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

RECIPIENT NAME:
DANBURY HOSPITAL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 50,000.

TOTAL GRANTS PAID: 2,444,800.

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
7738. ABB LTD - ADR	12/30/2008	01/05/2009	113,160.00	113,979.00	-819.00
223. ABBOTT LABS	09/18/2009	09/28/2009	10,940.00	10,269.00	671.00
930. ALEXANDRIA REAL	12/30/2008	03/24/2009	34,339.00	53,236.00	-18,897.00
2120. ALLSTATE CORP	12/30/2008	01/05/2009	66,734.00	66,966.00	-232.00
355. ALLSTATE CORP	08/13/2009	09/28/2009	10,497.00	10,271.00	226.00
1185. ANSYS INC	10/28/2008	01/05/2009	33,181.00	29,023.00	4,158.00
890. ANSYS INC	12/30/2008	10/12/2009	37,095.00	25,149.00	11,946.00
310. APACHE CORP	06/27/2008	06/26/2009	22,409.00	42,380.00	-19,971.00
.5043 AVALONBAY CMNTYS INC	10/06/2008	02/11/2009	23.00	42.00	-19.00
1654. AVALONBAY CMNTYS INC	01/30/2009	07/24/2009	93,318.00	136,100.00	-42,782.00
281. BP PLC - ADR	09/18/2009	09/28/2009	14,752.00	15,409.00	-657.00
3172. BHP BILLITON LIMITED	12/30/2008	01/05/2009	131,860.00	132,210.00	-350.00
1500. CHEVRON CORP	12/30/2008	01/05/2009	108,656.00	108,793.00	-137.00
1975. COLGATE PALMOLIVE CO	12/30/2008	01/05/2009	133,827.00	134,052.00	-225.00
5010. DU PONT E I DE	01/14/2009	04/17/2009	142,237.00	122,163.00	20,074.00
121. EDISON INTL COM	01/14/2009	09/28/2009	4,118.00	3,794.00	324.00
3845. HOST HOTELS &	03/03/2009	07/24/2009	32,835.00	13,134.00	19,701.00
84. INTERNATIONAL BUSINESS	09/18/2009	09/28/2009	10,137.00	10,262.00	-125.00
1290. ISHARES DOW JONES					
SELECT DIVIDEND FD	11/06/2008	01/14/2009	48,713.00	59,147.00	-10,434.00
1195. ISHARES DOW JONES					
SELECT DIVIDEND FD	06/17/2009	08/12/2009	47,096.00	42,627.00	4,469.00
2495. ISHARES DOW JONES					
SELECT DIVIDEND FD	06/17/2009	09/18/2009	105,316.00	88,999.00	16,317.00
295. ISHARES BARCLAYS 1-3	12/08/2008	02/27/2009	24,797.00	24,935.00	-138.00
290. ISHARES BARCLAYS 1-3	12/08/2008	03/02/2009	24,383.00	24,512.00	-129.00
580. ISHARES BARCLAYS 1-3	02/17/2009	04/22/2009	48,669.00	48,997.00	-328.00
310. ISHARES BARCLAYS 1-3	04/02/2009	05/22/2009	26,004.00	26,092.00	-88.00
414. ISHARES BARCLAYS 1-3	04/02/2009	08/18/2009	34,653.00	34,815.00	-162.00
190. ISHARES BARCLAYS 1-3	04/02/2009	08/19/2009	15,916.00	15,966.00	-50.00
286. ISHARES BARCLAYS 1-3	02/06/2009	08/20/2009	23,956.00	24,022.00	-66.00
120. ISHARES BARCLAYS 1-3	02/06/2009	09/28/2009	10,070.00	10,079.00	-9.00
Totals					

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Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
355. ISHARES BARCLAYS 1-3	04/30/2009	10/30/2009	29,835.00	29,804.00	31.00
464. ISHARES BARCLAYS 1-3	04/03/2009	12/10/2009	38,794.00	38,932.00	-138.00
195. ISHARES BARCLAYS	11/25/2008	03/03/2009	21,492.00	21,547.00	-55.00
390. ISHARES BARCLAYS	11/25/2008	09/03/2009	42,967.00	43,076.00	-109.00
930. ISHARES BARCLAYS	07/24/2009	09/17/2009	102,477.00	102,557.00	-80.00
235. ISHARES BARCLAYS	07/24/2009	10/12/2009	25,886.00	25,898.00	-12.00
1510. ISHARES BARCLAYS					
SHORT TREASUR BD FD	09/28/2009	10/15/2009	166,370.00	166,408.00	-38.00
3755. JOHNSON & JOHNSON	12/30/2008	01/05/2009	219,966.00	220,352.00	-386.00
685. MEDTRONIC INC	06/27/2008	03/12/2009	17,952.00	35,209.00	-17,257.00
1080. MICROCHIP TECHNOLOGY	06/27/2008	01/07/2009	20,001.00	33,454.00	-13,453.00
2075. MORNINGSTAR INC	12/30/2008	01/05/2009	70,868.00	71,230.00	-362.00
1794. NEUSTAR INC	11/05/2008	01/05/2009	33,949.00	28,681.00	5,268.00
2546. NEUSTAR INC	09/05/2008	07/15/2009	55,178.00	56,608.00	-1,430.00
3085. OCEANEERING INTL INC	12/30/2008	01/05/2009	86,301.00	86,754.00	-453.00
940. OCEANEERING INTL INC	11/26/2008	04/30/2009	43,207.00	21,839.00	21,368.00
675. PEPSICO INC	06/27/2008	01/29/2009	34,911.00	43,272.00	-8,361.00
1574. PLUM CREEK TIMBER CO	12/30/2008	03/03/2009	38,931.00	52,609.00	-13,678.00
2435. REALTY INCOME CORP	03/03/2009	07/24/2009	55,332.00	40,389.00	14,943.00
1910. REPUBLIC SERVICES	10/16/2008	01/05/2009	44,955.00	41,212.00	3,743.00
1442. RESEARCH IN MOTION	10/15/2008	10/07/2009	96,804.00	80,426.00	16,378.00
1554. SPDR S & P 500 ETF	12/30/2008	01/05/2009	137,233.00	137,280.00	-47.00
825. SPDR S & P 500 ETF	01/07/2009	01/29/2009	71,164.00	75,933.00	-4,769.00
415. SPDR S & P 500 ETF	01/07/2009	02/26/2009	32,482.00	38,197.00	-5,715.00
515. SPDR S & P 500 ETF	01/07/2009	03/12/2009	37,574.00	44,848.00	-7,274.00
440. SPDR S & P 500 ETF	06/26/2009	09/30/2009	46,683.00	39,783.00	6,900.00
919. SPDR S & P 500 ETF	10/22/2009	11/19/2009	100,779.00	98,856.00	1,923.00
467. SPDR S & P 500 ETF	10/07/2009	11/20/2009	51,145.00	47,687.00	3,458.00
1590. STERICYCLE INC COM	12/30/2008	01/05/2009	81,683.00	81,881.00	-198.00
348.9374 TAIWAN					
SEMICONDUCTOR MANUFACTU - ADR	08/05/2008	04/03/2009	3,517.00	3,429.00	88.00
995. TARGET CORP	06/27/2008	04/23/2009	38,775.00	47,830.00	-9,055.00
5390. TEXTRON INC	09/19/2008	02/04/2009	34,152.00	215,226.00	-181,074.00
4353. UGI CORP NEW COM	12/30/2008	01/05/2009	103,603.00	104,117.00	-514.00
175. UNION PACIFIC CORP	01/14/2009	09/18/2009	10,938.00	7,184.00	3,754.00
Totals					

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Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
225. UNION PACIFIC CORP	01/14/2009	09/28/2009	13,477.00	9,236.00	4,241.00
5190. VALERO ENERGY CORP	03/11/2009	09/18/2009	105,173.00	99,685.00	5,488.00
9668. VANGUARD EMERGING	12/30/2008	01/05/2009	225,167.00	226,233.00	-1,066.00
960. XTO ENERGY INC	07/10/2008	03/12/2009	28,392.00	56,874.00	-28,482.00
150. XCEL ENERGY INC	02/04/2009	09/28/2009	2,937.00	2,818.00	119.00
705. ACCENTURE PLC	12/30/2008	12/15/2009	29,279.00	22,813.00	6,466.00
4210. NOBLE CORPORATION	12/30/2008	01/05/2009	89,830.00	90,255.00	-425.00
2400. WAL MART DE MEXICO	12/30/2008	01/05/2009	6,521.00	6,560.00	-39.00
51415. WAL MART DE MEXICO	12/30/2008	01/06/2009	139,120.00	140,529.00	-1,409.00
1. VARIOUS SECURITIES	01/02/2009	12/31/2009		44,669.00	-44,669.00
1. VARIOUS SECURITIES	01/02/2009	12/31/2009	13,471.00		13,471.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			4,058,962.00	4,309,603.00	-250,641.00
Totals			4,058,962.00	4,309,603.00	-250,641.00

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
1830. AFLAC INC	06/07/2004	01/05/2009	81,612.00	75,698.00	5,914.00
100000. AT&T INC					
5.500% 2/01/18	01/30/2008	10/09/2009	104,875.00	100,000.00	4,875.00
930. ALEXANDRIA REAL	06/07/2004	01/05/2009	52,414.00	49,534.00	2,880.00
468. ALEXANDRIA REAL	03/29/2005	03/24/2009	17,280.00	29,600.00	-12,320.00
4968. AMERICAN REPROGRAPHI	12/19/2007	01/21/2009	33,193.00	110,487.00	-77,294.00
2159. AMERICAN REPROGRAPHI	12/20/2007	01/22/2009	13,619.00	36,549.00	-22,930.00
100. AMERISOURCEBERGEN	06/07/2004	07/28/2009	1,921.00	1,541.00	380.00
3000. ANALOG DEVICES INC	01/09/2007	06/17/2009	73,802.00	99,270.00	-25,468.00
2845. ANSYS INC	07/27/2007	01/05/2009	79,662.00	73,062.00	6,600.00
851. ANSYS INC	03/31/2008	08/06/2009	30,807.00	26,318.00	4,489.00
199. ANSYS INC	08/07/2007	08/07/2009	7,202.00	6,142.00	1,060.00
95. ANSYS INC	08/07/2007	10/12/2009	3,960.00	2,932.00	1,028.00
1378. APACHE CORP	05/27/2005	01/05/2009	99,787.00	79,644.00	20,143.00
2977. BE AEROSPACE INC COM	06/13/2008	09/28/2009	58,798.00	81,946.00	-23,148.00
2903. BE AEROSPACE INC COM	06/12/2008	09/28/2009	57,436.00	79,568.00	-22,132.00
500000. CIT GROUP INC					
6.250% 11/15/17	10/23/2007	07/16/2009	175,000.00	500,000.00	-325,000.00
250000. P/P CARGILL INC					
5.600% 9/15/12	12/18/2007	10/09/2009	268,075.00	256,230.00	11,845.00
6120. COCA COLA CO	06/07/2004	09/28/2009	324,352.00	320,872.00	3,480.00
209. DEALERTRACK HLDGS INC	03/10/2008	04/30/2009	3,238.00	3,614.00	-376.00
706. DEALERTRACK HLDGS INC	03/10/2008	04/30/2009	10,778.00	12,208.00	-1,430.00
705. DEALERTRACK HLDGS INC	03/10/2008	05/01/2009	10,529.00	12,191.00	-1,662.00
440. DEALERTRACK HLDGS INC	03/10/2008	05/01/2009	6,567.00	7,604.00	-1,037.00
510. DEALERTRACK HLDGS INC	03/07/2008	08/21/2009	10,902.00	8,653.00	2,249.00
620. DEALERTRACK HLDGS INC	03/07/2008	08/21/2009	13,227.00	10,513.00	2,714.00
2625. ENTERTAINMENT PPTYS	06/29/2007	03/03/2009	35,303.00	141,342.00	-106,039.00
440. FMC TECHNOLOGIES INC	07/16/2007	06/26/2009	16,659.00	18,660.00	-2,001.00
200000. FED HOME LN BK					
4.500% 6/19/12	06/10/2008	06/19/2009	200,000.00	200,000.00	
725. FEDERAL RLTY INVT TR	06/28/2007	03/03/2009	28,475.00	55,961.00	-27,486.00
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
6000. GENERAL ELECTRIC CO	06/07/2004	01/14/2009	84,646.00	189,300.00	-104,654.00
250000. GENERAL ELEC CAP					
COR 4.800% 5/01/13	04/17/2008	09/03/2009	259,563.00	250,825.00	8,738.00
873. GENTEX CORP	07/12/2007	04/22/2009	10,968.00	18,484.00	-7,516.00
1847. GENTEX CORP	07/12/2007	04/22/2009	23,193.00	39,107.00	-15,914.00
2288. GENTEX CORP	07/12/2007	07/22/2009	32,680.00	48,445.00	-15,765.00
4737. GENTEX CORP	08/07/2007	08/27/2009	66,027.00	98,654.00	-32,627.00
.0833 HSBC HOLDINGS PLC					
3/31/09	10/17/2007	04/09/2009	1.00		1.00
963. HARTE-HANKS	04/28/2006	01/21/2009	7,421.00	26,441.00	-19,020.00
1424. HARTE-HANKS	08/07/2007	01/22/2009	10,479.00	36,538.00	-26,059.00
1138. HARTE-HANKS	08/07/2007	01/23/2009	8,397.00	27,825.00	-19,428.00
930. HEALTH CARE REIT INC	06/28/2007	03/03/2009	26,948.00	37,140.00	-10,192.00
1395. HEALTH CARE REIT INC	06/28/2007	04/17/2009	47,559.00	56,135.00	-8,576.00
1534. ISHARES MSCI JAPAN	03/01/2007	06/12/2009	14,573.00	21,979.00	-7,406.00
2045. ISHARES MSCI JAPAN	01/09/2007	06/12/2009	19,442.00	28,998.00	-9,556.00
2045. ISHARES MSCI JAPAN	01/09/2007	06/15/2009	19,126.00	28,998.00	-9,872.00
1023. ISHARES MSCI JAPAN	01/09/2007	06/15/2009	9,575.00	14,506.00	-4,931.00
5218. ISHARES MSCI JAPAN	01/09/2007	06/16/2009	48,390.00	71,894.00	-23,504.00
383. ISHARES MSCI EAFE	04/11/2007	03/31/2009	14,249.00	29,829.00	-15,580.00
835. JOHNSON & JOHNSON	06/07/2004	01/14/2009	48,218.00	47,132.00	1,086.00
210. JOHNSON & JOHNSON	06/07/2004	03/11/2009	10,050.00	11,853.00	-1,803.00
34. JOHNSON & JOHNSON	06/07/2004	09/28/2009	2,063.00	1,919.00	144.00
4718. KEY ENERGY SERVICES	09/28/2007	01/21/2009	16,917.00	80,341.00	-63,424.00
2749. KEY ENERGY SERVICES	09/21/2007	01/22/2009	9,239.00	45,699.00	-36,460.00
983. MARINER ENERGY INC	03/14/2006	12/10/2009	13,240.00	19,002.00	-5,762.00
86. MARINER ENERGY INC	03/13/2006	12/10/2009	1,158.00	1,646.00	-488.00
925. MARINER ENERGY INC	06/28/2006	12/11/2009	12,090.00	17,401.00	-5,311.00
1336. MARINER ENERGY INC	06/28/2006	12/14/2009	17,757.00	24,645.00	-6,888.00
2413. MARINER ENERGY INC	11/05/2008	12/15/2009	31,225.00	35,554.00	-4,329.00
715. MEDTRONIC INC	06/07/2004	03/12/2009	18,739.00	35,478.00	-16,739.00
1240. MEDTRONIC INC	06/07/2004	07/24/2009	43,219.00	61,529.00	-18,310.00
1825. MEDTRONIC INC	06/07/2004	12/07/2009	78,760.00	90,557.00	-11,797.00
1885. MENS WEARHOUSE INC	01/07/2008	03/12/2009	24,669.00	47,892.00	-23,223.00
1006. MENS WEARHOUSE INC	01/07/2008	08/27/2009	24,979.00	25,325.00	-346.00
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
545. METTLER-TOLEDO INTL	10/24/2008	10/30/2009	53,697.00	39,673.00	14,024.00
4230. MICROSOFT CORP	06/07/2004	03/16/2009	71,174.00	110,826.00	-39,652.00
3212. MICROCHIP TECHNOLOGY	01/25/2007	01/07/2009	60,378.00	113,167.00	-52,789.00
2527. MICROCHIP TECHNOLOGY	10/31/2007	01/07/2009	46,797.00	83,248.00	-36,451.00
218. MIDDLEBY CORP	08/07/2007	04/02/2009	7,871.00	14,488.00	-6,617.00
297. MIDDLEBY CORP	08/07/2007	04/02/2009	10,694.00	19,366.00	-8,672.00
166. MIDDLEBY CORP	07/18/2007	04/03/2009	5,880.00	10,443.00	-4,563.00
819. MIDDLEBY CORP	11/08/2007	04/03/2009	28,488.00	50,635.00	-22,147.00
7650. NESTLE S.A.	01/09/2007	01/05/2009	299,718.00	220,892.00	78,826.00
3170. NIKE INC CL B	06/01/2006	01/05/2009	156,904.00	128,822.00	28,082.00
4005. NOKIA CORPORATION -	06/07/2004	01/05/2009	62,277.00	57,472.00	4,805.00
460. OMNICOM GROUP	05/12/2008	09/18/2009	17,533.00	22,562.00	-5,029.00
340. OMNICOM GROUP	05/12/2008	09/28/2009	12,474.00	16,676.00	-4,202.00
95. PEPSICO INC	06/07/2004	01/29/2009	4,913.00	5,178.00	-265.00
3235. PLUM CREEK TIMBER CO	06/07/2004	01/05/2009	107,275.00	100,836.00	6,439.00
91. PLUM CREEK TIMBER CO	06/23/2005	03/03/2009	2,251.00	3,382.00	-1,131.00
1297. REGAL ENTERTAINMENT	08/07/2007	02/06/2009	13,074.00	27,368.00	-14,294.00
7493. REGAL ENTERTAINMENT	08/07/2007	02/06/2009	75,460.00	130,746.00	-55,286.00
344. SPDR S & P 500 ETF	11/17/2008	11/20/2009	37,674.00	29,773.00	7,901.00
640. SCHOOL SPECIALTY INC	02/10/2006	06/11/2009	14,682.00	24,272.00	-9,590.00
1281. SCHOOL SPECIALTY INC	01/26/2006	06/11/2009	28,614.00	46,929.00	-18,315.00
2090. SCHWAB CHARLES CORP	06/27/2008	10/22/2009	37,295.00	43,461.00	-6,166.00
12473. TAIWAN SEMICONDUCTO					
R MANUFACTU - ADR	09/28/2005	01/05/2009	98,287.00	90,124.00	8,163.00
7191.0626 TAIWAN					
SEMICONDUCTOR MANUFACTU - ADR	10/17/2007	04/03/2009	72,470.00	74,738.00	-2,268.00
.5467 TAIWAN SEMICONDUCTOR					
MANUFACTU - ADR	08/05/2008	08/17/2009	6.00	5.00	1.00
425. TARGET CORP	06/07/2004	04/23/2009	16,562.00	19,327.00	-2,765.00
2832. TELEFONICA SA - ADR	03/26/2007	01/05/2009	190,188.00	147,817.00	42,371.00
1790. TOTAL S.A. - ADR	10/07/2004	01/05/2009	98,245.00	86,322.00	11,923.00
1027. UNITED STATIONERS	01/07/2008	02/13/2009	31,473.00	44,136.00	-12,663.00
602. UNITED STATIONERS INC	07/28/2004	02/13/2009	18,541.00	23,406.00	-4,865.00
839. UNITED STATIONERS INC	07/27/2004	02/17/2009	24,300.00	32,451.00	-8,151.00
3690. UNITED TECHNOLOGIES	06/07/2004	01/05/2009	194,600.00	159,712.00	34,888.00
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
270. WRIGHT EXPRESS CORP	08/07/2007	03/31/2009	4,996.00	9,575.00	-4,579.00
78. WRIGHT EXPRESS CORP	08/07/2007	03/31/2009	1,429.00	2,766.00	-1,337.00
766. WRIGHT EXPRESS CORP	08/07/2007	04/01/2009	14,080.00	27,164.00	-13,084.00
432. WRIGHT EXPRESS CORP	08/07/2007	04/01/2009	7,934.00	15,102.00	-7,168.00
1583. WRIGHT EXPRESS CORP	06/11/2007	04/02/2009	30,189.00	50,651.00	-20,462.00
1435. WRIGHT EXPRESS CORP	02/27/2007	07/15/2009	36,752.00	42,132.00	-5,380.00
981. WRIGHT EXPRESS CORP	07/22/2008	08/27/2009	29,911.00	25,362.00	4,549.00
6625. ACCENTURE LTD	02/18/2005	01/05/2009	213,723.00	164,477.00	49,246.00
1291. ACCENTURE PLC	06/27/2008	12/15/2009	53,801.00	53,384.00	417.00
364. ACCENTURE PLC	06/27/2008	12/15/2009	15,117.00	15,052.00	65.00
900. NOBLE CORPORATION	06/07/2004	06/26/2009	28,287.00	15,527.00	12,760.00
54. WAL MART DE MEXICO SAB	08/12/2005	01/06/2009	146.00	127.00	19.00
53815. WAL MART DE MEXICO	08/12/2005	09/14/2009	195,268.00	90,836.00	104,432.00
1. VARIOUS SECURITIES	12/30/2008	12/31/2009		1,579,222.00	-1579222.00
1. VARIOUS SECURITIES	12/30/2008	12/31/2009	68,200.00		68,200.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			5,474,661.00	8,040,840.00	-2566179.00
Totals			5,474,661.00	8,040,840.00	-2566179.00

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FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
LONG-TERM 15% CAPITAL GAIN DIVIDENDS	9,468.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		9,468.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		9,468.00

STATEMENT 8