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 , and ending

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [X] Address change [ ] Name change

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

Name of foundation: THE OKNER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 100 TIMBER LANE | Room/suite

City or town, state, and ZIP code: GLENCOE, IL 60022

A Employer identification number: 36-3870305

B Telephone number: 847-928-9820

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) ▶$ 5,387,987.

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).)

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	121.	121.		STATEMENT 1
	4 Dividends and interest from securities	115,681.	115,681.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<413,747.>			
	b Gross sales price for all assets on line 6a 664,968.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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)				
	11 Other income	<2,929.>	<2,929.>		STATEMENT 3
	12 **Total.** Add lines 1 through 11	<300,874.>	112,873.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest	8,821.	8,821.		0.
	18 Taxes STMT 4	5,477.	3,466.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	50.	50.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	14,348.	12,337.		0.
	25 Contributions, gifts, grants paid	205,133.			205,133.
	26 **Total expenses and disbursements.** Add lines 24 and 25	219,481.	12,337.		205,133.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<520,355.>			
	b **Net investment income** (if negative, enter -0-)		100,536.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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923501 02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.** Form **990-PF** (2009)

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			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	596,305.	1,889,160.	1,889,160.
	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			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,686.		
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 6	3,342,144.	3,241,561.	3,155,067.
	c	Investments - corporate bonds STMT 7	332,206.	337,743.	293,760.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	75,000.	50,000.	50,000.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	4,347,341.	5,518,464.	5,387,987.
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			
	22	Other liabilities (describe ▶ STATEMENT 9)	0.	1,691,478.	
	23	**Total liabilities** (add lines 17 through 22)	0.	1,691,478.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	4,347,341.	3,826,986.	
	30	**Total net assets or fund balances**	4,347,341.	3,826,986.	
	31	**Total liabilities and net assets/fund balances**	4,347,341.	5,518,464.	

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	4,347,341.
2	Enter amount from Part I, line 27a	2	<520,355.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,826,986.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,826,986.

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 SCHEDULE)	P	VARIOUS	VARIOUS
b	(SEE SCHEDULE)	P	VARIOUS	VARIOUS
c	FUTURES STRATEGIC TRUST	P	VARIOUS	12/31/09
d	FUTURES STRATEGIC TRUST	P	VARIOUS	12/31/09
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	439,995.		667,012.	<227,017.>
b	223,605.		411,703.	<188,098.>
c	547.			547.
d	821.			821.
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				<227,017.>
b				<188,098.>
c				547.
d				821.
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 <413,747.>

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).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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 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	601,479.	3,568,523.	.168551
2007	319,981.	4,648,459.	.068836
2006	339,142.	4,273,238.	.079364
2005	282,337.	4,170,447.	.067699
2004	124,153.	4,165,985.	.029802

2	Total of line 1, column (d)	2	.414252
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	.082850
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,253,679.
5	Multiply line 4 by line 3	5	269,567.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,005.
7	Add lines 5 and 6	7	270,572.
8	Enter qualifying distributions from Part XII, line 4	8	205,133.

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.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	2,011.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,011.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	2,011.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 1,686.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	1,686.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	325.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶	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 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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
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? N/A	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 instructions) ▶ IL			
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)? *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)*

		Line	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 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 ▶ SAMUEL P. OKNER Telephone no ▶847-928-9820

Located at ▶100 TIMBER LANE, GLENCOE, IL ZIP+4 ▶60022

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

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

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

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 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.

(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 10		0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,044,615.
b	Average of monthly cash balances	1b	258,612.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,303,227.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,303,227.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	49,548.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,253,679.
6	**Minimum investment return.** Enter 5% of line 5	6	162,684.

Part XI **Distributable Amount** (see 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	162,684.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 2,011.		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,011.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	160,673.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	160,673.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	160,673.

Part XII **Qualifying Distributions** (see 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	205,133.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	205,133.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	205,133.

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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				160,673.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005 78,855.				
c From 2006 131,062.				
d From 2007 91,706.				
e From 2008 426,393.				
f Total of lines 3a through e	728,016.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 205,133.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				160,673.
e Remaining amount distributed out of corpus	44,460.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	772,476.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	772,476.			
10 Analysis of line 9				
a Excess from 2005 78,855.				
b Excess from 2006 131,062.				
c Excess from 2007 91,706.				
d Excess from 2008 426,393.				
e Excess from 2009 44,460.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE SCHEDULE	N/A	PUBLIC	SUPPORT	205,133.
Total			▶ 3a	205,133.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	121.	
4 Dividends and interest from securities			14	115,681.	
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			14	<2,929.>	
8 Gain or (loss) from sales of assets other than inventory			18	<413,747.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		<300,874.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <300,874.>

(See worksheet in line 13 instructions 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)

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
		N/A	

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: Jon Okner — Date: 21 April 10 — Title: PRESIDENT

Paid Preparer's Use Only

Preparer's signature: Lynne Kaplan CPA	Date: 4-20-10	Check if self-employed ☐ — Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code: GROSS KAPLAN & OSIOL, LLC 9450 W BRYN MAWR AVE STE 310 ROSEMONT, IL 60018-5272	EIN	Phone no 847-928-9820

Form **990-PF** (2009)

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02-02-10

February 15, 2010 2:41 PM

THE OKNER FOUNDATION
Schedule D - Capital Gains and Losses
As of: December 31, 2009

Quantity	Asset	Date Acquired	Date Sold	Proceeds	Tax Basis	Gain/Loss
	Short-Term Capital Gains and Losses					
18,295.218	CAPITAL WRLD GWTH&INC S#1	Sep 29 08	Mar 24 09	439,995.00	667,011.94	-227,016.94
	Total Short-term			439,995.00	667,011.94	-227,016.94
	Long-Term Capital Gains and Losses					
1,000	ALPINE TOTAL DYNAMIC FD	Jan 25 07	Mar 12 09	4,880.07	20,000.00	-15,119.93
25	CIT GROUP6% 31513	Aug 15 05	Mar 30 09	8,688.00	25,156.00	-16,468.00
5,073	CLAYMORE STRAT SEC SER9	Feb 22 07	Feb 17 09	23,081.14	49,718.95	-26,637.81
3,000	FIRST TRUST INC ALLOC.	May 1 08	Aug 5 09	20,086.20	29,471.37	-9,385.17
50	FORD MOTOR CREDIT42804/2	Apr 28 04	Oct 28 09	50,000.00	54,680.00	-4,680.00
50	GENL MTRS 7.375 111516	Dec 2 04	Mar 27 09	13,609.17	50,236.00	-36,626.83
50	GENL MTRS ACCEPT 7.125%	Nov 19 04	Mar 30 09	17,540.50	50,281.00	-32,740.50
27	GMAC 7.25 11518	Feb 16 07	Mar 27 09	7,217.50	26,972.25	-19,754.75
25	GMAC 7.375% 111516	Oct 24 06	Mar 27 09	6,804.58	24,881.00	-18,076.42
554.3	JANUS ADVISER L/S SER C	Feb 25 08	Apr 1 09	4,645.58	5,306.89	-661.31
5,000	MS PLUS 62304/1	Jun 23 04	Jun 30 09	42,052.50	50,000.00	-7,947.50
25	STATE OF ISRAEL 121409	Oct 31 99	Dec 30 09	25,000.00	25,000.00	0.00
	Total Long-term			223,605.24	411,703.46	-188,098.22
	TOTAL CAPITAL GAINS			663,600.24	1,078,715.40	-415,115.16

1:8170

THE OKNER FOUNDATION
Transactions by Account
CONTRIBUTIONS GIVEN (5)
From: January 2009 To: December 2009

Date	Payee/Payor	*	Debit	Credit
	Summary by Payee/Payor			
	Aitz Hayim		1,000.00	
	Am Friends Of Yeshiva Meah		1,000.00	
	Amer Friends Of Kesher		2,500.00	
	Arie Crown Hebrew Day Schl		2,761.00	
	Assoc. Talmud Torahs		2,500.00	
	Avon Walk Breast Cancer		100.00	
	Chi Ctr For Turow		16,680.00	
	Chicago Chicago Fund		25,000.00	
	Chicago Ctr For Torah		6,013.00	
	Chicago Fund		1,000.00	
	Chr Yaacov Of Amer		5,000.00	
	Cong. Ezras Israel Mens Cb		2,200.00	
	Fedoing America		35.00	
	For Autistic Kids		200.00	
	Guiding Eyes For The Blind		35.00	
	Hebrew Theological College		500.00	
	Heritage		5,000.00	
	Hillel Torah Day School		180.00	
	Holocaust Mem Museum		100.00	
	Htc		116.25	
	Huna Friedland		1,800.00	
	Il Council Ag Handgun		200.00	
	Israel Bones		750.00	
	Jewish United Fund		82,500.00	
	Kehilla Jewish Ed Fund		2,100.00	
	Machon Maryan		1,000.00	
	Maot Chitim		5,000.00	
	Merkaz Lechinach Torani		1,800.00	
	Misericordia Home		150.00	
	Ncsy		20,000.00	
	Ohr Yaakov Of America		6,000.00	
	Parkinson's Disease		200.00	
	Rabbi Tzui Bider		150.00	
	Religious Zionist Of Chica		100.00	
	Skokie Kollel		6,800.00	
	So. Poverty Law Center		25.00	
	St. Jude Childrens Hosp		88.00	
	Telshe Yeshiva		500.00	
	The Ark		2,000.00	
	Wttwu		50.00	
	Yeshiva Sherris Yisroael		2,000.00	
	Total		205,133.25	

* Part of a Multiple Distribution.
i.8170

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
DIVIDEND - EVERGREEN US GOVT MMF	121.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	121.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIV - WELLS FARGO A/C#6426-5032	79,928.	0.	79,928.
DIV - WELLS FARGO A/C#6426-5032			
MUNI INT	18,251.	0.	18,251.
FUTURES STRATEGIC TRUST	2.	0.	2.
INTEREST - ISRAEL BONDS	5,161.	0.	5,161.
INTEREST FROM CORP BONDS	12,339.	0.	12,339.
TOTAL TO FM 990-PF, PART I, LN 4	115,681.	0.	115,681.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FUTURES STRATEGIC TRUST	<2,929.>	<2,929.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<2,929.>	<2,929.>	

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	2,011.	0.		0.
FOREIGN TAX WITHHELD	3,466.	3,466.		0.
TO FORM 990-PF, PG 1, LN 18	5,477.	3,466.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL REPORT	15.	15.		0.
MISCELLANEOUS	35.	35.		0.
TO FORM 990-PF, PG 1, LN 23	50.	50.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO #6426-5032 CORP BONDS	100,000.	98,224.
MUTUAL FUNDS	3,141,561.	3,056,843.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,241,561.	3,155,067.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO SECURITIES #6426-5032	337,743.	293,760.
TOTAL TO FORM 990-PF, PART II, LINE 10C	337,743.	293,760.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISRAEL BONDS	COST	50,000.	50,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		50,000.	50,000.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 9

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
SPDR TRUST HELD IN MARGIN	0.	1,691,153.
EXCISE TAX PAYABLE	0.	325.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	1,691,478.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SAMEUL P. OKNER 100 TIMBER LANE GLENCOE, IL 60022	PRESIDENT 1.00	0.	0.	0.
ELLYN ROBBINS 1755 WILD ROSE HIGHLAND PARK, IL 60035	SECRETARY 1.00	0.	0.	0.
FLYNN OKNER 100 TIMBER LANE GLENCOE, IL 60022	TREASURER 1.00	0.	0.	0.
SAMUEL P. OKNER 100 TIMBER LANE GLENCOE, IL 60022	DIRECTOR 1.00	0.	0.	0.
ELLYN ROBBINS 1755 WILD ROSE HIGHLAND PARK, IL 60035	DIRECTOR 1.00	0.	0.	0.
JOEL C. OKNER 3924 LYONS SKOKIE, IL 60076	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

OKNER FOUNDATION

DECEMBER 1 - DECEMBER 31, 2009
ACCOUNT NUMBER: 6426-5032

Additional information

	THIS PERIOD	THIS YEAR		THIS PERIOD	THIS YEAR
Accrued interest on sales	0.00	898.14	Gross proceeds	25,000.00	2,354,751.76
Return of principal	0.00	133.43			

Portfolio detail

Cash and Sweep Balances

DESCRIPTION	% OF ACCOUNT	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
Margin balance	0.00	1,883,797.47	N/A

Stocks and Options

Stocks

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
ISHARES TR -RUSSELL 3000 INDEX FD IWV - HELD IN MARGIN Acquired 03/02/06 L	9.23	4,500 ✓	74.97	337,739.99 ✓	65.2800	293,760.00	- 43,979.99	6,223.50	2.11
SPDR TR UNIT SER 1 ET SPY - HELD IN MARGIN Acquired 07/30/09 S	-59.56	- 17,000 ✓	99.50	- 1,691,151.52 ✓	111.4400	- 1,894,480.00	- 203,328.48	- 40,137.00	2.11
Total Stocks	**-50.32**			**- $1,353,411.53**		**- $1,600,720.00**	**- $247,308.47**	**- $33,913.50**	**2.12**
Total Stocks and Options	**-50.32**			**- $1,353,411.53**		**- $1,600,720.00**	**- $247,308.47**	**- $33,913.50**	**2.12**

WELLS FARGO ADVISORS

OKNER FOUNDATION

DECEMBER 1 - DECEMBER 31, 2009
ACCOUNT NUMBER: 6426-5032

Fixed Income Securities

Corporate and municipal bonds and other fixed income securities are priced by a computerized pricing service or, for less actively traded issues, by utilizing a yield-based matrix system to arrive at an estimated market value.

Corporate Bonds

								ESTIMATED		
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ANNUAL INCOME	ANNUAL YIELD (%)
MORGAN STANLEY MEDIUM TERM NOTES SERIES C CPN 0.000% DUE 12/30/11 DTD 04/30/04 Moody A1 , S&P A CUSIP 61748AAC0 Acquired 04/23/04 L	1.51	50,000	100.00	50,000.00	96.1360	48,068.00	- 1,932.00	N/A	N/A	N/A
BEAR STEARNS CO INC INCOME NOTES CALLABLE SEMI-ANNUAL PAY CPN 7.500% DUE 02/15/18 DTD 02/28/08 FC 08/15/08 CALL 02/15/10 @ 100.000 Moody AA3 , S&P A+ CUSIP 07387EHX8 Acquired 02/25/08 L	1.58	50,000	100.00	50,000.00	100.3120	50,156.00	156.00	1,416.67	3,750.00	7.47
Total Corporate Bonds	**3.09**	**100,000**		**$100,000.00**		**$98,224.00**	**- $1,776.00**	**$1,416.67**	**$3,750.00**	**3.82**

OKNER FOUNDATION

DECEMBER 1 - DECEMBER 31, 2009
ACCOUNT NUMBER: 6426-5032

Fixed Income Securities

Foreign Bonds

Foreign Fixed Income securities may be denominated in currencies other than US dollars. Due to currency fluctuations, displayed figures for "Estimated Accrued Interest", "Estimated Annual Income" and "Estimated Annual Yield" may not reflect current exchange rates. Please contact Your Financial Advisor if you own a Foreign Fixed Income security that is denominated in other than US dollars and have additional questions.

								ESTIMATED		
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ANNUAL INCOME	ANNUAL YIELD (%)
ISRAEL ST DOLLAR BOND 3RD JUBILEE ISSUE SER B CPN 6.550% DUE 03/01/12 DTD 03/01/02 Moody A1 , S&P A CUSIP 46513EAN2 Acquired 05/18/09 S		25,000 ✓	N/A##	25,000 N/A	N/A *	N/A	N/A	N/A	N/A	N/A
ISRAEL ST DOLLAR BOND 3RD JUBILEE 12 CPN 5.700% DUE 12/01/12 Moody A1 , S&P A CUSIP 46513EAX0 Acquired 05/18/09 S	0.82	25,000 ✓	N/A##	25,000 N/A	103.7150	25,928.75	N/A	118.75	1,425.00	5.49
Total Foreign Bonds	**0.82**	**50,000**		50,000 **N/A**		**$25,928.75**	**$0.00**	**$118.75**	**$1,425.00**	**5.50**
Total Fixed Income Securities	**3.90**			~~**$100,000.00**~~ 150,000		**$124,152.75**	**- $1,776.00**	**$1,535.42**	**$5,175.00**	**4.17**

* This unpriced security is not reflected in your total portfolio value.
Cost information for one or more securities is not available. *If you have cost information and would like to see it on future statements*, contact Your Financial Advisor .

Mutual Funds

Mutual fund shares are priced at net asset value. Estimated Annual Income and Yield refer to Dividends and Interest Income only, and typically do not *reflect* Total return.
If a portion of your fund position was converted, the 'Client Investment' value may include reinvestments from previously held positions.

WELLS FARGO ADVISORS

OKNER FOUNDATION

DECEMBER 1 - DECEMBER 31, 2009
ACCOUNT NUMBER: 6426-5032

Mutual Funds

Open End Mutual Funds

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
AIM TAX EXEMPT FDS INC TAX-FREE INTERMEDIATE FD CL A3 ATFAX - HELD IN MARGIN On Reinvestment									
Acquired 05/14/09 S		73,529 .41200	10.88	800,005.00		814,705.15	14,700.15		
Reinvestments S		1,453 .79500	10.98	15,967.56		16,108.78	141.22		
Total	**26.12**	**74,983 .20700**		**$815,972.56**	**11.0800**	**$830,813.93**	**$14,841.37**	**$30,368.19**	**3.66**
Client Investment (Excluding Reinvestments)						$800,005.00			
Gain/Loss on Client Investment (Including Reinvestments)						$30,808.93			
CAPITAL INCOME BLDR FD CL C CIBCX - HELD IN MARGIN On Reinvestment									
Acquired 07/01/02 L		213 .81900	44.43	9,505.25		10,244.07	738.82		
Acquired 07/23/02 L		200 .82300	39.81	8,000.00		9,621.43	1,621.43		
Acquired 05/31/05 L		192 .49300	51.95	10,006.00		9,222.33	- 783.67		
Reinvestments L		196 .38200	53.77	10,559.64		9,408.67	- 1,150.97		
Reinvestments S		30 .02400	43.25	1,298.66		1,438.45	139.79		
Systematic investment L		2 .70600	49.34	133.54		129.64	- 3.90		
Total	**1.26**	**836 .24700**		**$39,503.09**	**47.9100**	**$40,064.59**	**$561.50**	**$1,189.14**	**2.97**
Client Investment (Excluding Reinvestments)						$27,644.79			
Gain/Loss on Client Investment (Including Reinvestments)						$12,419.80			
CAPITAL WORLD GROWTH & INCOME FD INC CLASS A CWGIX - HELD IN MARGIN On Reinvestment									
Acquired 08/04/05 L		9,857 .93500	35.52	350,155.95		335,958.33	- 14,197.62		
Reinvestments L		7,978 .35800	40.15	320,350.60		271,902.52	- 48,448.08		
Reinvestments S		675 .44000	27.70	18,711.37		23,019.01	4,307.64		
Total	**19.83**	**18,511 .73300**		**$689,217.92**	**34.0800**	**$630,879.86**	**- $58,338.06**	**$14,809.38**	**2.35**
Client Investment (Excluding Reinvestments)						$350,155.95			
Gain/Loss on Client Investment (Including Reinvestments)						$280,723.91			

OKNER FOUNDATION

DECEMBER 1 - DECEMBER 31, 2009
ACCOUNT NUMBER: 6426-5032

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
CAPITAL WORLD GROWTH & INCOME FD INC CL C CWGCX - HELD IN MARGIN									
On Reinvestment									
Acquired 05/13/03 L		589 .27500	23.24	13,700.00		19,905.70	6,205.70		
Acquired 06/17/04 L		166 .11300	30.10	5,005.25		5,611.29	606.04		
Acquired 05/16/05 L		1,222 .12000	32.73	40,006.00		41,283.20	1,277.20		
Reinvestments L		563 .36300	39.08	22,017.22		19,030.42	- 2,986.80		
Reinvestments S		59 .68500	28.12	1,678.70		2,016.17	337.47		
Total	**2.76**	**2,600 .55600**		**$82,407.17**	**33.7800**	**$87,846.78**	**$5,439.61**	**$1,495.31**	**1.70**
	Client Investment (Excluding Reinvestments)				$58,711.25				
	Gain/Loss on Client Investment (Including Reinvestments)				$29,135.53				
EUROPACIFIC GROWTH FD CLASS A AEPGX - HELD IN MARGIN									
On Reinvestment									
Acquired 12/17/98 L		183 .15200	27.58	5,051.33		7,022.05	1,970.72		
Reinvestments L		4,501 .01300	33.31	149,964.70		172,568.83	22,604.13		
Reinvestments S		75 .83400	38.42	2,913.55		2,907.48	- 6.07		
Total	**5.74**	**4,759 .99900**		**$157,929.58**	**38.3400**	**$182,498.36**	**$24,568.78**	**$2,960.71**	**1.62**
	Client Investment (Excluding Reinvestments)				$5,051.33				
	Gain/Loss on Client Investment (Including Reinvestments)				$177,447.03				
EVERGREEN EQUITY TR ASSET ALLOCATION FD CL C EACFX - HELD IN MARGIN									
On Reinvestment									
Acquired 05/07/04 L		997 .50600	12.03	12,005.25		11,012.47	- 992.78		
Acquired 06/17/04 L		406 .83500	12.29	5,005.25		4,491.46	- 513.79		
Acquired 08/27/04 L		591 .69300	12.43	7,360.00		6,532.29	- 827.71		
Acquired 09/09/05 L		3,604 .90300	13.87	50,006.00		39,798.09	- 10,207.91		
Acquired 09/23/05 L		3,636 .36400	13.75	50,006.00		40,145.46	- 9,860.54		
Acquired 09/23/05 L		138 .18200	13.75	1,906.00		1,525.53	- 380.47		
Reinvestments L		3,835 .69600	11.28	43,292.05		42,346.11	- 945.94		
Reinvestments S		220 .98000	11.09	2,450.67		2,439.62	- 11.05		
Total	**4.66**	**13,432 .15900**		**$172,031.22**	**11.0400**	**$148,291.03**	**- $23,740.19**	**$2,484.94**	**1.68**
	Client Investment (Excluding Reinvestments)				$126,288.50				
	Gain/Loss on Client Investment (Including Reinvestments)				$22,002.53				

WELLS FARGO ADVISORS

OKNER FOUNDATION

DECEMBER 1 - DECEMBER 31, 2009
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Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
FIRST EAGLE SOGEN GLOBAL FD CL C FESGX - HELD IN MARGIN On Reinvestment									
Acquired 02/18/05 L		58 .50900	39.31	2,306.00		2,307.01	1.01		
Acquired 02/28/05 L		503 .52500	39.72	20,006.00		19,853.99	- 152.01		
Acquired 03/22/05 L		629 .56400	39.71	25,006.00		24,823.71	- 182.29		
Acquired 05/16/05 L		518 .67200	38.56	20,006.00		20,451.23	445.23		
Acquired 05/16/06 L		215 .51700	46.40	10,006.00		8,497.84	- 1,508.16		
Reinvestments L		720 .81700	41.57	29,964.75		28,421.81	- 1,542.94		
Reinvestments S		24 .37400	39.84	971.30		961.07	- 10.23		
Total	**3.31**	**2,670 .97800**		**$108,266.05**	**39.4300**	**$105,316.66**	**- $2,949.39**	**$980.24**	**0.93**
Client Investment (Excluding Reinvestments)						$77,330.00			
Gain/Loss on Client Investment (Including Reinvestments)						$27,986.66			
JOHN HANCOCK HIGH YIELD BOND FUND CL C JHYCX - HELD IN MARGIN On Reinvestment									
Acquired 02/06/08 L		9,980 .04000	5.01	50,007.50		34,231.44	- 15,776.06		
Acquired 02/06/08 L		3,992 .01600	5.01	20,007.50		13,692.71	- 6,314.79		
Acquired 08/15/08 L		5,868 .54500	4.26	25,007.50		20,129.11	- 4,878.39		
Total	**2.14**	**19,840 .60100**		**$95,022.50**	**3.4300**	**$68,053.26**	**- $26,969.24**	**$7,975.92**	**11.72**
HARTFORD MUT FDS INC CAP APPREC FD CL C HCACX - HELD IN MARGIN On Reinvestment									
Acquired 08/25/06 L		246 .76900	34.04	8,406.00		6,766.40	- 1,639.60		
Acquired 02/14/07 L		42 .19400	35.55	1,506.00		1,156.96	- 349.04		
Reinvestments L		56 .14700	34.63	1,944.44		1,539.55	- 404.89		
Total	**0.30**	**345 .11000**		**$11,856.44**	**27.4200**	**$9,462.91**	**- $2,393.53**	**N/A**	**N/A**
Client Investment (Excluding Reinvestments)						$9,912.00			
Gain/Loss on Client Investment (Including Reinvestments)						-$449.09			
INCOME FUND AMER INC CL C IFACX - HELD IN MARGIN On Reinvestment									
Acquired 06/14/04 L		304 .03700	16.79	5,107.46		4,666.96	- 440.50		
Reinvestments L		209 .45700	18.58	3,892.04		3,215.17	- 676.87		

OKNER FOUNDATION

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Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Reinvestments S		22.98900	13.34	306.81		352.88	46.07		
Systematic investment L		7.94200	17.32	137.56		121.91	- 15.65		
Total	**0.26**	**544.42500**		**$9,443.87**	**15.3500**	**$8,356.92**	**- $1,086.95**	**$314.67**	**3.77**
Client Investment (Excluding Reinvestments)						$5,245.02			
Gain/Loss on Client Investment (Including Reinvestments)						$3,111.90			
IVY FDS ASSET STRAT C WASCX - HELD IN MARGIN On Reinvestment									
Acquired 07/30/08 L		1,520.33400	26.31	40,007.50		33,112.86	- 6,894.64		
Reinvestments L		207.45500	17.19	3,568.22		4,518.38	950.16		
Total	**1.18**	**1,727.78900**		**$43,575.72**	**21.7800**	**$37,631.24**	**- $5,944.48**	**N/A**	**N/A**
Client Investment (Excluding Reinvestments)						$40,007.50			
Gain/Loss on Client Investment (Including Reinvestments)						-$2,376.26			
LOOMIS SAYLES FDS II STRATEGIC INCOME FD CL C NECZX - HELD IN MARGIN On Reinvestment									
Acquired 01/08/09 S	3.99	9,149.13100	10.93	100,005.00	13.8700	126,898.44	26,893.44	6,212.25	4.89
LORD ABBETT RESH INC CLASSIC STOCK CL C LLRCX - HELD IN MARGIN On Reinvestment									
Acquired 07/25/05 L		920.13200	27.17	25,006.00		23,030.89	- 1,975.11		
Reinvestments L		149.82000	28.28	4,236.98		3,750.00	- 486.98		
Reinvestments S		1.33200	24.66	32.85		33.34	0.49		
Total 47 17	**0.84**	**1,071.28400**		**$29,275.83**	**25.0300**	**$26,814.23**	**- $2,461.60**	**$33.20**	**0.12**
Client Investment (Excluding Reinvestments)						$25,006.00			
Gain/Loss on Client Investment (Including Reinvestments)						$1,808.23			
LORD ABBET INVT TR CONVERTIBLE FD CL C LACCX - HELD IN MARGIN On Reinvestment									
Acquired 07/25/03 L		1,395.81300	10.03	14,005.25		14,683.94	678.69		
Acquired 08/06/03 L		712.83100	9.82	7,005.25		7,498.98	493.73		
Reinvestments L		379.51400	11.28	4,283.41		3,992.50	- 290.91		

WELLS FARGO ADVISORS

OKNER FOUNDATION

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Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Reinvestments S		114.69700	9.42	1,080.49		1,206.61	126.12		
Total 17,17	**0.86**	**2,602.85500**		**$26,374.40**	**10.5200**	**$27,382.03**	**$1,007.63**	**$822.50**	**3.00**
Client Investment (Excluding Reinvestments)						$21,010.50			
Gain/Loss on Client Investment (Including Reinvestments)						$6,371.53			
MFS SER TR V INTL NEW DISCOVERY CL C MIDCX - HELD IN MARGIN On Reinvestment									
Acquired 09/15/05 L		1,074.34500	23.27	25,006.00		18,672.11	- 6,333.89		
Acquired 12/16/05 L		438.21200	22.82	10,006.00		7,616.12	- 2,389.88		
Acquired 03/14/06 L		69.60000	25.00	1,746.00		1,209.65	- 536.35		
Reinvestments L		853.92400	21.40	18,281.10		14,841.20	- 3,439.90		
Reinvestments S		13.84800	17.22	238.47		240.68	2.21		
Total	**1.34**	**2,449.92900**		**$55,277.57**	**17.3800**	**$42,579.76**	**- $12,697.81**	**$240.09**	**0.56**
Client Investment (Excluding Reinvestments)						$36,758.00			
Gain/Loss on Client Investment (Including Reinvestments)						$5,821.76			
DRYDEN FINANCIAL SERVICES FND C PUFCX - HELD IN MARGIN On Reinvestment									
Acquired 06/30/99 L		1,430.57100	10.10	14,448.76		15,879.32	1,430.56		
Reinvestments L		1,343.97000	11.10	14,928.74		14,918.08	- 10.66		
Total	**0.97**	**2,774.54100**		**$29,377.50**	**11.1000**	**$30,797.40**	**$1,419.90**	**N/A**	**N/A**
Client Investment (Excluding Reinvestments)						$14,448.76			
Gain/Loss on Client Investment (Including Reinvestments)						$16,348.64			
JENNISON HEALTH SCIENCES FUND CLASS C PHLCX - HELD IN MARGIN On Reinvestment									
Acquired 06/30/99 L		1,633	10.10	16,493.30		29,198.02	12,704.72		
Reinvestments L		1,311.75400	17.35	22,771.70		23,454.18	682.48		
Total	**1.66**	**2,944.75400**		**$39,265.00**	**17.8800**	**$52,652.20**	**$13,387.20**	**N/A**	**N/A**
Client Investment (Excluding Reinvestments)						$16,493.30			
Gain/Loss on Client Investment (Including Reinvestments)						$36,158.90			

OKNER FOUNDATION

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Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
NEW WORLD FUND CLASS A									
NEWFX - HELD IN MARGIN									
On Reinvestment									
Acquired 06/17/99 L		2,069 .29400	23.56	48,752.56		97,670.66	48,918.10		
Reinvestments L		678 .69400	41.79	28,368.67		32,034.36	3,665.69		
Reinvestments S		33 .63200	46.40	1,560.86		1,587.44	26.58		
Total	**4.13**	**2,781 .62000**		**$78,682.09**	**47.2000**	**$131,292.46**	**$52,610.37**	**$1,579.96**	**1.20**
	Client Investment (Excluding Reinvestments)				$48,752.56				
	Gain/Loss on Client Investment (Including Reinvestments)				$82,539.90				
PIONEER GLOBAL HIGH									
YIELD CL C									
PGYCX - HELD IN MARGIN									
On Reinvestment									
Acquired 02/22/07 L		3,955 .69600	12.64	50,007.50		37,935.12	- 12,072.38		
Acquired 05/04/07 L		4,314 .05600	12.77	55,090.50		41,371.80	- 13,718.70		
Acquired 02/12/08 L		4,512 .63500	11.08	50,007.50		43,276.12	- 6,731.38		
Acquired 04/25/08 L		2,678 .57100	11.20	30,007.50		25,687.50	- 4,320.00		
Acquired 12/22/08 L		3,793 .62700	6.59	25,007.50		36,380.92	11,373.42		
Reinvestments L		78 .34900	11.77	922.26		751.37	- 170.89		
Total	**5.83**	**19,332 .93400**		**$211,042.76**	**9.5900**	**$185,402.83**	**- $25,639.93**	**$18,520.95**	**9.99**
	Client Investment (Excluding Reinvestments)				$210,120.50				
	Gain/Loss on Client Investment (Including Reinvestments)				-$24,717.67				
PIONEER CULLEN VALUE									
FUND CLASS C									
HELD IN MARGIN									
On Reinvestment									
Acquired 03/30/07 L		3,487 .35800	19.98	69,677.41		57,680.87	- 11,996.54		
Acquired 09/19/08 L		539 .95700	18.52	10,007.50		8,930.90	- 1,076.60		
Reinvestments L		40 .87800	18.72	765.36		676.13	- 89.23		
Reinvestments S		14 .08800	16.46	231.89		233.02	1.13		
Total	**2.12**	**4,082 .28100**		**$80,682.16**	**16.5400**	**$67,520.92**	**- $13,161.24**	**$232.69**	**0.34**
	Client Investment (Excluding Reinvestments)				$79,684.91				
	Gain/Loss on Client Investment (Including Reinvestments)				-$12,163.99				

WELLS FARGO ADVISORS

OKNER FOUNDATION

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Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
TRANSAMERICA MULTI MGR INTL PORTFOLIO CL C IMNCX - HELD IN MARGIN On Reinvestment									
Acquired 04/23/07 L		1,034.48300	11.60	12,007.50		9,186.20	- 2,821.30		
Reinvestments L		31.76900	11.44	363.44		282.11	- 81.33		
Reinvestments S		6.61000	8.68	57.44		58.70	1.26		
Total	**0.30**	**1,072.86200**		**$12,428.38**	**8.8800**	**$9,527.01**	**- $2,901.37**	**$57.93**	**0.61**
Client Investment (Excluding Reinvestments)					$12,007.50				
Gain/Loss on Client Investment (Including Reinvestments)					-$2,480.49				
Total Open End Mutual Funds	**89.60**			**$2,887,636.81**		**$2,850,082.82**	**- $37,553.99**	**$90,278.07**	**3.17**

Closed End Mutual Funds

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
EATON VANCE TAX-MANAGED GLOBAL BUY-WRITE OPPORTUNITIES FUND ETW - HELD IN MARGIN Acquired 09/27/05 L	0.44	1,000	20.00	20,000.00	13.8900	13,890.00	- 6,110.00	1,800.00	12.95
EVERGREEN GLOBAL DIVIDEND OPPORTUNITY FUND EOD - HELD IN MARGIN									
Acquired 03/27/07 L		2,000	20.00	40,000.00		20,480.00	- 19,520.00		
Acquired 12/14/07 L		2,000	17.00	34,127.50		20,480.00	- 13,647.50		
Total	**1.29**	**4,000**		**$74,127.50**	**10.2400**	**$40,960.00**	**- $33,167.50**	**$4,480.00**	**10.94**
ING GLOBAL EQUITY DIV AND PREMIUM OPPORTUNITY FUND IGD - HELD IN MARGIN Acquired 03/28/05 L	0.77	2,000	20.00	40,000.00	12.1700	24,340.00	- 15,660.00	3,000.00	12.32

OKNER FOUNDATION

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Mutual Funds

Closed End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
NUVEEN EQUITY PREMIUM OPPORTUNITY FUND ISN - HELD IN MARGIN Acquired 01/26/05 L	0.62	1,500	20.00	30,000.00	13.2000	19,800.00	- 10,200.00	2,016.00	10.18
Total Closed End Mutual Funds	3.11			$164,127.50		$98,990.00	- $65,137.50	$11,296.00	11.41
Total Mutual Funds	92.71			$3,051,764.31	A	$2,949,072.82	- $102,691.49	$101,574.07	3.44

Unit Investment Trusts

Equity Trusts

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
CLAYMORE SECURITIES STRATEGIC INCOME PORT SERIES 24 CASH Acquired 09/29/08 L	0.45	1,460	8.93 8.96	13,039.99 13,083.64	9.7700	14,264.20	1,224.21	1,258.52	8.82
CLAYMORE SECURITIES STRATEGIC INCOME PORT SERIES 25 CASH Acquired 10/30/08 L	0.40	1,042	10.02 10.10	10,448.03 10,528.68	12.3100	12,827.02	2,378.99	1,076.38	8.39
CLAYMORE SECURITIES STRATEGIC INCOME PORT SERIES 29 CASH Acquired 02/12/09 S	0.93	2,329	9.90	23,071.54	12.7100	29,601.59	6,530.05	2,177.61	7.35
Total Equity Trusts	1.78			$46,559.56 $46,683.86		$56,692.81	$10,133.25	$4,512.51	7.96
Total Unit Investment Trusts	1.78			$46,559.56 $46,683.86	A	$56,692.81	$10,133.25	$4,512.51	7.96

WELLS FARGO ADVISORS

OKNER FOUNDATION

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Other Assets

Managed Futures/Hedge Funds

These positions are not held in your account with First Clearing and are not protected by SIPC. First Clearing is not responsible for the information provided, including valuations. Managed futures fund and domestic hedge fund positions are provided for informational purposes only as we have not confirmed with the issuer that you continue to own any of these assets. If you no longer own any of these investments, please tell us so we can update this section. The liquidity of managed futures and hedge funds is limited and there may be additional restrictions on your ability to sell your position. You may incur a charge upon selling your position in managed futures depending on your holding period. Prices for hedge funds and certain managed futures funds are provided on a month delay basis. Other managed futures funds may be priced more frequently. Contact Your Financial Advisor for a current quote.

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
FUTURES STRATEGIC TRUST Acquired 12/24/08 L	1.61	483.23100 √	N/A##	51,193.54 / N/A	105.7000	51,077.51	N/A	N/A	N/A
Total Managed Futures/Hedge Funds	**1.61**			**N/A**		A **$51,077.51**	**$0.00**		

Cost information for one or more securities is not available If you have cost information and would like to see it on future statements, contact Your Financial Advisor .

Total Other Assets	**1.61**		**$51,077.51**

2,949,072.82
56,692.81
51,077.51
3,056,843.14