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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , and ending

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

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

Name of foundation
FREEMAN FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
232 E. WALTON

City or town, state, and ZIP code
CHICAGO, IL 60611

A Employer identification number
36-7346240

B Telephone number
312-923-2806

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ **933,193.** (Part I, column (d) must be on cash basis.)

J Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify) _____

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	114,013.		N/A	
	2 Check ☐ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10,540.	10,540.		STATEMENT 1
	4 Dividends and interest from securities	7,931.	7,931.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-103,616.			
	b Gross sales price for all assets on line 6a	448,949.			
	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					
12 Total. Add lines 1 through 11	28,868.	18,471.			
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	STMT 3	3,000.	0.	3,000.
	c Other professional fees				
	17 Interest				
	18 Taxes	STMT 4	607.	607.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 5	7,603.	7,588.	15.
	24 Total operating and administrative expenses. Add lines 13 through 23		11,210.	8,195.	3,015.
	25 Contributions, gifts, grants paid		29,586.		29,586.
26 Total expenses and disbursements. Add lines 24 and 25		40,796.	8,195.	32,601.	
27 Subtract line 26 from line 12		-11,928.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		10,276.			
c Adjusted net income (if negative, enter -0-)			N/A		

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	56,684.	41,270.	41,270.
	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			
	10a Investments - U.S. and state government obligations STMT 6	107,134.	67,261.	69,258.
	b Investments - corporate stock STMT 7	417,079.	332,021.	345,401.
	c Investments - corporate bonds STMT 8	77,005.	130,936.	135,068.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	197,119.	271,605.	342,196.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	855,021.	843,093.	933,193.	
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 ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	965,668.	965,668.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	-110,647.	-122,575.		
30 Total net assets or fund balances	855,021.	843,093.		
31 Total liabilities and net assets/fund balances	855,021.	843,093.		

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	855,021.
2 Enter amount from Part I, line 27a	2	-11,928.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	843,093.
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	843,093.

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 FIDELITY 901580 (FREO5N10) - SEE ATTACHED	P	VARIOUS	VARIOUS
b FIDELITY 901580 (FREO5N10) - SEE ATTACHED	P	VARIOUS	VARIOUS
c COLUMBIA ACORN CLASS Z	D	03/16/09	05/15/09
d COLUMBIA ACORN CLASS Z	D	03/16/09	07/30/09
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 236,084.		260,506.	-24,422.
b 152,865.		248,710.	-95,845.
c 10,000.		8,181.	1,819.
d 50,000.		35,168.	14,832.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FM V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-24,422.
b			-95,845.
c			1,819.
d			14,832.
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	-103,616.
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	28,541.	807,117.	.035362
2007	50,044.	940,751.	.053196
2006	51,344.	901,096.	.056980
2005	86,005.	933,367.	.092145
2004	30,302.	905,413.	.033468

2 Total of line 1, column (d)	2	.271151
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	.054230
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	821,636.
5 Multiply line 4 by line 3	5	44,557.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	103.
7 Add lines 5 and 6	7	44,660.
8 Enter qualifying distributions from Part XII, line 4	8	32,601.

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	206.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	206.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	206.
6 Credits/Payments.			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
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		0.
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		206.
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		X
8a Enter the states to which the foundation reports or with which it is registered (see 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		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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

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? Website address ► N/A	13	X	
14	The books are in care of ► LEE A. FREEMAN, JR., TRUSTEE Located at ► 232 E. WALTON STREET, CHICAGO, IL	Telephone no. ► (312) 943-4453 ZIP+4 ► 60611		
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.

	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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see 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
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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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
LEE A. FREEMAN, JR. 232 E. WALTON STREET CHICAGO, IL 60611	TRUSTEE 1.00	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
FOUNDATION HAS NO PAID EMPLOYEES	0.00	0.	0.	0.

Total number of other employees paid over \$50,000

0

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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	741,386.
b	Average of monthly cash balances	1b	42,762.
c	Fair market value of all other assets	1c	50,000.
d	Total (add lines 1a, b, and c)	1d	834,148.
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	834,148.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,512.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	821,636.
6	Minimum investment return. Enter 5% of line 5	6	41,082.

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	41,082.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	206.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	206.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	40,876.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	40,876.
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	40,876.

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	32,601.
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	32,601.
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	32,601.

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

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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				40,876.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			2,614.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 32,601.				
a Applied to 2008, but not more than line 2a			2,614.	
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				29,987.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		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				10,889.
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	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

N/A

- ☐ 4942(i)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

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.

Sign Here

Signature of officer or trustee

Date _____

Title

Preparer's
signature

Date 3/1/00

☐ Check if self-employed

Preparer's identifying number

Firm's name (or yours
if self-employed),
address, and ZIP code

RUSSELL NOVAK & COMPANY, LLP
225 W. ILLINOIS STREET, SUITE 300
CHICAGO, ILLINOIS 60654

EIN ▶

Phone no. (312) 222-1400

Form **990-PF** (2009)

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

FREEMAN FAMILY FOUNDATION

Employer identification number

36-7346240

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

FREEMAN FAMILY FOUNDATION

36-7346240

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LEE A FREEMAN JR. CHARITABLE TRUST 232 E. WALTON CHICAGO, IL 60611	\$ 114,013.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

36-7346240

[illegible]

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

SOURCE	AMOUNT
FIDELITY - 901571	1.
FIDELITY - 901580	12,404.
FIDELITY - 901580 (LESS PURCHASED INTEREST)	-1,865.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	10,540.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY - 901571	298.	0.	298.
FIDELITY - 901580	7,633.	0.	7,633.
TOTAL TO FM 990-PF, PART I, LN 4	7,931.	0.	7,931.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,000.	0.		3,000.
TO FORM 990-PF, PG 1, LN 16B	3,000.	0.		3,000.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	378.	378.		0.
EXCISE TAXES	229.	229.		0.
TO FORM 990-PF, PG 1, LN 18	607.	607.		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	
CUSTODIAL FEES	7,581.	7,581.		0.	
ILLINOIS FILING FEES	15.	0.		15.	
INVESTMENT EXPENSE	7.	7.		0.	
TO FORM 990-PF, PG 1, LN 23	7,603.	7,588.		15.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
U.S. TREASURY NOTES - SEE ATTACHED SCHEDULE	X		67,261.	69,258.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			67,261.	69,258.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			67,261.	69,258.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHED SCHEDULE			332,021.	345,401.
TOTAL TO FORM 990-PF, PART II, LINE 10B			332,021.	345,401.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED SCHEDULE	130,936.	135,068.
TOTAL TO FORM 990-PF, PART II, LINE 10C	130,936.	135,068.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EXCHANGE TRADED FUNDS - SEE ATTACHED SCHEDULE	COST	221,605.	292,196.
CERTIFICATE OF DEPOSIT - SEE ATTACHED SCHEDULE	COST	0.	0.
KEELEY SMALL CAP VALUE FUND	COST	0.	0.
KEELEY MID CAP VALUE FUND	COST	0.	0.
POINTS NORTH FILMS	COST	50,000.	50,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		271,605.	342,196.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	10
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NAME OF CONTRIBUTOR	ADDRESS
LEE A FREEMAN JR. CHARITABLE TRUST	232 E. WALTON CHICAGO, IL 60611

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
LIVINGSTON DEPOT FOUNDATION PO BOX 1319 LIVINGSTON, MT 59047	NONE DONATION TO GENERAL FUND	501(C)(3) - PUBLIC	400.
RESPIRATORY HEALTH ASSOCIATION OF METROPOLITAN CHICAGO 1440 W. WASHINGTON BLVD CHICAGO, IL 60607	NONE DONATION TO GENERAL FUND	501(C)(3) - PUBLIC	150.
COUNTERPOINT 116 E. LEWIS STREET LIVINGSTON, MT 59047	NONE DONATION TO GENERAL FUND	501(C)(3) - PUBLIC	561.
INVESTING IN JUSTICE CAMPAIGN 321 S. PLYMOUTH COURT CHICAGO, IL 60604	NONE DONATION TO GENERAL FUND	501(C)(3) - PUBLIC	500.
JEWISH UNITED FUND 30 S. WELLS ST CHICAGO, IL 60606	NONE DONATION TO GENERAL FUND	501(C)(3) - PUBLIC	2,450.
INTERMOUNTAIN OPERA ASSOCIATION PO BOX 37 BOZEMAN, MT 59771	NONE DONATION TO GENERAL FUND	501(C)(3) - PUBLIC	2,580.
ST JUDE'S CHILDREN'S HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	NONE DONATION TO GENERAL FUND	501(C)(3) - PUBLIC	100.
UNIVERSITY OF CHICAGO 5801 SOUTH ELLIS AVENUE, SUITE 007 CHICAGO, IL 60637	NONE DONATION TO PUBLICATION SUPPORT - WORKS OF VERDI	501(C)(3) - PUBLIC	20,000.

FREEMAN FAMILY FOUNDATION

36-7346240

SMITH COLLEGE .44 COLLEGE LANE NORTHAMPTON, MA 01063	NONE DONATION TO SMITH FUND	501(C)(3) - PUBLIC	1,000.
LIVINGSTON FOOD PANTRY 301 SOUTH MAIN STREET LIVINGSTON, MT 59047	NONE DONATION TO GENERAL FUND	501(C)(3) - PUBLIC	100.
PARK COUNTY ENVIRONMENTAL COUNCIL PO BOX 164 LIVINGSTON, MT 59047	NONE DONATION TO GENERAL FUND	501(C)(3) - PUBLIC	200.
DONORSCHOOSE.ORG 347 W. 36TH STREET, SUITE 503 NEW YORK, NY 10018	NONE DONATION TO GENERAL FUND	501(C)(3) - PUBLIC	100.
AMERICAN FRIENDS OF THE CZECH REPUBLIC 4410 MASSACHUSETTS AVE #391 WASHINGTON, DC 20016	NONE DONATION TO GENERAL FUND	501(C)(3) - PUBLIC	1,000.
URBAN GATEWAYS 205 W. RANDOLPH STREET CHICAGO, IL 60606	NONE DONATION TO GENERAL FUND	501(C)(3) - PUBLIC	200.
LIVINGSTON HEALTHCARE FOUNDATION 504 S. 13TH STREET LIVINGSTON, MT 59047	NONE DONATION TO GENERAL FUND	501(C)(3) - PUBLIC	20.
SHIELDS VALLEY FFA PO BOX 40 CLYDE PARK, MT 59018	NONE DONATION TO GENERAL FUND	501(C)(3) - PUBLIC	225.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

29,586.

FREEMAN FAMILY FOUNDATION
ATTACHMENT TO 990-PF

Quantity	Open Date	Security Symbol	Security	Cpn	PreRe or Mature Date	Adjusted Unit Cost	Adjusted Total Cost	Pnce	Market Value
Cash and Equivalents									
MONEY MARKET TAXABLE									
		fcash	CASH				40 659 47		40 659 47
		fcash	CASH				610 84		610 84
							41 270 31		41 270 31
Equities									
AMERICAN DEPOSITORY RECEIPTS									
251	4/3/2008	ieva	TEVA PHARM INDS LTD ADRF SPONSORED ADR 1 A			45 39	11 391 87	56 18	14 101 18
COMMON STOCK									
309	5/1/2008	amt	AMERN TOWER CORP CLASS A			40 49	12 512 35	43 21	13 351 89
64	1/16/2009	aapl	APPLE INC			122 40	7 833 74	210 73	13,486 85
400	4/3/2008	becn	BEACON ROOFING SUPPLY			10 16	4,063 03	16	6 400 00
4	3/2/2009	084670207	BERKSHIRE HATHAWAY INCDEL CL B			2 660 12	10 640 49	3286	13 144 00
113	7/25/2008	cve	CENOVUS ENERGY INC			30 56	3 452 81	25 2	2 847 60
599	8/3/2001	cscs	CISCO SYSTEMS INC COM			31 29	18 745 35	23 94	14,340 06
646	4/3/2008	cgmx	COGNEX CORP			21 62	13 966 64	17 71	11 440 66
257	11/14/2008	cpri	COPART INC			28 99	7 449 96	36 62	9 411 34
291	9/18/2009	dgit	DG FASTCHANNEL INC			20 50	5 965 71	27 93	8 127 63
113	7/25/2008	eca	ENCANA CORPORATION F			32 45	3,666 38	32 39	3,660 07
29	4/3/2008	goog	GOOGLE INC CL A			443 42	12,859 19	619 98	17,979 42
115	8/3/2001	ibm	INTL BUSINESS MACHINES			108 69	12 499 09	130 9	15 053 50
310	4/3/2008	jpm	JPMORGAN CHASE & CO			38 99	12 085 93	41 67	12 917 70
168	6/2/2008	mam	MAINE & MARITIMES CORP			38 93	6 540 76	34 8	5 846 40
311	8/3/2001	mdt	MEDTRONIC INC COM			48 14	14 970 91	43 98	13 677 78
89	12/7/2009	mucc	MILLICOM INTL CELLU NEWF			75 04	6 678 52	73 77	6 565 53
162	3/13/2009	mon	MONSANTO CO NEW DEL COM			80 63	13 062 09	81 75	13 243 50
860	4/9/2008	tbl	MULTI COLOR CORP			21 02	18 075 63	12 23	10 517 80
347	10/22/2008	nico	NALCO HOLDING CO			11 45	3 972 79	25 51	8 851 97
274	4/3/2008	ntrs	NORTHERN TRUST CORP			56 10	15,372 20	52 4	14 357 60
181	6/9/2009	payx	PAYCHEX INC			27 54	4 985 19	30 64	5 545 84
899	8/3/2001	plc	PFIZER INC			31 78	28,568 56	18 19	16 352 81
1094	5/5/2008	pcyo	PURECYCLE CORP NEW			4 57	5 003 94	2 85	3 117 90
290	10/1/2008	qcom	QUALCOMM INC			40 51	11 746 67	46 26	13 415 40
127	7/29/2008	rrc	RANGE RESOURCES CORP			39 26	4 985 57	49 85	6 330 95
200	4/3/2008	rtm	RAYTHEON CO DELAWARE NEW			58 97	11 794 43	51 52	10 304 00
298	7/9/2009	slh	SOLERA HOLDINGS LLC			25 63	7 637 47	36 01	10 730 98
189	12/22/2008	su	SUNCOR ENERGY INC NEW			22 24	4 204 26	35 31	6 673 59
1134	9/23/2009	tlab	TELLABS INC			6 90	8 928 14	5 68	7 349 92
331	4/3/2008	itek	TETRA TECH INC NEW			18 40	6,092 05	27 17	8 993 27
225	5/12/2009	vrtx	VIRTUS INVESTMENT PTNRS			13 61	3,062 58	15 9	3 577 50
637	9/19/2008	vtr	VOLTEERRA SEMICONDUCTOR NEW			12 50	6,397 61	19 12	9 789 44
260	3/3/2009	wmt	WAL-MART STORES INC			49 26	12 808 69	53 45	13 897 00
							320 628 72		331 299 90
CORPORATE STOCK									
							332,020 60		345,401 08
Fixed Income									
CORPORATE BONDS									
25000	4/22/2008	225411b15	CREDIT SUISSE FB USA INC	4 87	8/15/2010	100 54	25 487 50	102 66	25 664 80
25000	4/17/2009	002824as9	ABBOTT LABS NT 5 600% 05/15/2011 ISIN#1	5 60	5/15/2011	105 57	27,104 00	106 25	26,562 50
10000	4/2/2009	25468pbx3	DISNEY WALT CO NEW NTS	6 37	3/1/2012	106 95	10 910 00	109 82	10 981 79
10000	4/22/2009	713448b14	PEPSICO INC BOND 5 150% 05/15/2012 ISIN	5 15	5/15/2012	106 05	10 775 40	107 92	10 792 26
25000	6/20/2008	931142cd5	WAL MART STORES INC NT 4 25000%04/15	4 25	4/15/2013	99 6	24 858 50	105 45	26 363 52
10000	4/21/2009	244199bb0	DEERE & CO GLBLNT 6 95000%04/25/2014	6 95	4/25/2014	108 15	10 932 00	115 68	11 567 90
10000	4/22/2009	084664a18	BERKSHIRE HATHAWAY FINCORP 4 85000%	4 85	1/15/2015	102 78	10,312 50	106 86	10 686 46
10000	4/17/2009	589331ak3	MERCK & CO MW+15BP NTS	4 75	3/1/2015	104 96	10 556 60	107 98	10 797 66
Accrued Int									1 651 31
CORPORATE BONDS									
							130,936 50		135,068 20
US TREASURY NOTE									
10000	4/17/2009	912828ct5	U S TREASURY NOTE	4 25	8/15/2014	110 18	11 166 47	107 91	10 790 63
Accrued Int									160 56
TREASURY INFLATION PROTECTED SECURITIES									
25000	4/17/2009	912828et3	UNITED STATES TREAS NTS TIPS	2 00	1/15/2016	108 46	27 357 77	115 12	28,780 56
							550 31		
25000	4/17/2009	912828gd6	UNITED STATES TREAS NTS TIPS	2 37	1/15/2017	109 64	27 644 47	116 08	29,020 77
							541 60		
Accrued Int									505 26
U S TREASURY NOTES									
							67,260 62		69,257 78
Other									
EXCHANGE TRADED FUNDS									
166	10/21/2009	djp	BARCLAYS BANK IPATH ETN DJ UBS COMMODITY I			42 07	6 984 15	42 26	7 015 16
943	4/15/2009	eem	ISHARES MSCI EMRG MKT FD EMERGING MARKETS I			27 81	26,222 00	41 50	39 134 50
1472	4/15/2009	efa	ISHARES TR MSCI EAFE FD MSCI EAFE INDEX FU			40 59	59 742 74	55 28	81 372 16
67	10/21/2009	gld	SPDR GOLD TRUST SPDR GOLD SHARES			104 2	6 981 19	107 31	7 189 77
4755 638	3/16/2009	acrx	COLUMBIA ACORN CLASSZ			14 91	70 897 67	24 68	117 369 15
2261 228	8/12/2009	kmcvx	KEELEY MID CAP VALUE FUND			7 74	25 023 98	8 24	18 632 52
1083 912	8/13/2009	kscvx	KEELEY SMALL CAP VALUE FUND CL A			17 99	25 753 58	19 82	21 483 14
							221,605 31		292,196 40
EXCHANGE TRADED FUNDS									
							793 093 34		883 193 77
TOTAL PORTFOLIO									
							793 093 34		883 193 77

RMB Capital Management, LLC
REALIZED GAINS AND LOSSES
Freeman Family Foundation
Balanced All Cap

fre05n10

From 01-01-09 Through 12-31-09

											Gain Or Loss
Custodian	Account #	Open Date	Close Date	Quantity	Security Symbol	Security	Adjusted Cost Basis	Amort or Accretion	Proceeds	Short Term	Long Term
fideli	672901580	4/22/2008	3/4/2009	25000	36962GUL6	GENERAL ELEC CAP CORP MTN BE	26,659 00		25,000 00	(1,659 00)	
fideli	672901580	3/6/2009	11/25/2009	55	532169109	LIFE SCIENCES RSH INCCOM	353 44		467 50	114 06	
fideli	672901580	3/11/2009	11/25/2009	95	532169109	LIFE SCIENCES RSH INCCOM	644 74		807 50	162 76	
fideli	672901580	4/21/2009	11/25/2009	33	532169109	LIFE SCIENCES RSH INCCOM	229 88		280 50	50 62	
fideli	672901580	4/22/2009	11/25/2009	55	532169109	LIFE SCIENCES RSH INCCOM	382 80		467 50	84 70	
fideli	672901580	6/1/2009	11/25/2009	84	532169109	LIFE SCIENCES RSH INCCOM	563 93		714 00	150 07	
fideli	672901580	6/2/2009	11/25/2009	70	532169109	LIFE SCIENCES RSH INCCOM	469 41		595 00	125 59	
fideli	672901580	12/22/2008	6/8/2009	111	867229106	SUNCOR ENERGY COM NPV ISIN#CA8672291066 SE	2,069 98		3,766 24	1,696 26	
fideli	672901580	4/22/2008	4/17/2009	25000	9128277b2	UNITED STATES TREAS NTS	27,030 90		27,301 91	271 01	
fideli	672901580	4/22/2008	4/17/2009	25000	912827710	UNITED STATES TREAS NTS	27,066 26		27,508 72	442 46	
fideli	672901580	4/22/2008	4/17/2009	25000	912828aj9	UNITED STATES TREAS NTS	26,683 87		27,382 44	698 57	
fideli	672901580	4/22/2008	4/17/2009	25000	912828es5	UNITED STATES TREAS NTS	26,353 15		26,461 82	108 67	
fideli	672901580	1/16/2009	6/18/2009	19	aapl	APPLE INC	1,558 61		2,603 27	1,044 66	
fideli	672901580	1/16/2009	8/17/2009	5	aapl	APPLE INC	410 16		817 30	407 14	
fideli	672901580	9/3/2009	10/1/2009	24	abmd	ABIOMED INC	191 79		229 51	37 72	
fideli	672901580	9/3/2009	10/5/2009	117	abmd	ABIOMED INC	934 97		1,165 22	230 25	
fideli	672901580	9/3/2009	10/6/2009	66	abmd	ABIOMED INC	527 42		673 47	146 05	
fideli	672901580	5/1/2008	3/19/2009	15	amt	AMERN TOWER CORP CLASS A	655 38		460 12	(195 26)	
fideli	672901580	4/3/2008	2/4/2009	65	cat	CATERPILLAR INC	5,034 25		2,005 27	(3,028 98)	
fideli	672901580	4/15/2008	2/4/2009	10	cat	CATERPILLAR INC	759 80		308 50	(451 30)	
fideli	672901580	7/17/2008	2/4/2009	65	cat	CATERPILLAR INC	4,593 55		2,005 27	(2,588 28)	
fideli	672901580	10/24/2008	3/2/2009	60	cost	COSTCO WHOLESALE CORP	3,078 08		2,459 46	(618 62)	
fideli	672901580	10/29/2008	3/2/2009	52	cost	COSTCO WHOLESALE CORP	2,966 24		2,131 53	(834 71)	
fideli	672901580	2/6/2009	3/2/2009	50	cost	COSTCO WHOLESALE CORP	2,255 25		2,049 54	(205 71)	
fideli	672901580	2/5/2009	9/2/2009	28	de	DEERE & COMPANY	1,111 73		1,154 61	42 88	
fideli	672901580	2/5/2009	10/22/2009	22	de	DEERE & COMPANY	873 50		1,063 48	189 98	
fideli	672901580	2/5/2009	12/4/2009	25	de	DEERE & COMPANY	992 62		1,368 58	375 96	
fideli	672901580	2/6/2009	12/4/2009	60	de	DEERE & COMPANY	2,521 48		3,284 58	763 10	
fideli	672901580	3/11/2009	12/4/2009	55	de	DEERE & COMPANY	1,588 79		3,010 86	1,422 07	
fideli	672901580	4/15/2009	8/31/2009	118	eem	ISHARES MSCI EMRG MKT FD EMERGING MARKETS	3,281 23		4,155 85	874 62	
fideli	672901580	4/15/2009	8/31/2009	227	efa	ISHARES TR MSCI EAFE FD MSCI EAFE INDEX FU	9,213 04		11,934 01	2,720 97	
fideli	672901580	6/19/2008	5/28/2009	25	face	FOREST CITY ENTERPRISES INC CL A	903 25		162 75	(740 50)	
fideli	672901580	6/19/2008	6/18/2009	105	ge	GENERAL ELECTRIC CO	2,932 42		1,261 07	(1,671 35)	
fideli	672901580	9/19/2008	6/18/2009	50	ge	GENERAL ELECTRIC CO	1 438 34		600 51	(837 83)	
fideli	672901580	4/15/2008	3/26/2009	545	icoc	ICO INC	3,815 00		1,034 34	(2,780 66)	
fideli	672901580	5/9/2008	3/26/2009	245	icoc	ICO INC	1,830 22		464 98	(1,365 24)	
fideli	672901580	6/4/2008	3/26/2009	332	icoc	ICO INC	2,319 32		630 10	(1,689 22)	
fideli	672901580	9/16/2008	3/26/2009	100	icoc	ICO INC	620 00		189 79	(430 21)	

672901580	6/19/2008	5/28/2009	46 kmx	CARMAX INC	721 42	512 22	(209 20)
672901580	7/14/2008	6/22/2009	115 kmx	CARMAX INC	1,376 99	1,615 80	238 81
672901580	7/11/2008	3/19/2009	85 ksu	KANSAS CITY STHN NEW	3,712 90	1,267 68	(2,445 22)
672901580	9/10/2008	3/19/2009	80 ksu	KANSAS CITY STHN NEW	3,679 34	1,193 11	(2,486 23)
672901580	9/19/2008	3/19/2009	75 ksu	KANSAS CITY STHN NEW	3,958 34	1,118 55	(2,839 79)
672901580	10/13/2008	9/29/2009	50 logi	LOGITECH INTERNATIONALSA CHF0 25(REGD) ISI	972 50	913 39	(59 11)
672901580	10/31/2008	9/29/2009	44 logi	LOGITECH INTERNATIONALSA CHF0 25(REGD) ISI	656 44	803 79	147 35
672901580	10/31/2008	10/6/2009	86 logi	LOGITECH INTERNATIONALSA CHF0 25(REGD) ISI	1,283 03	1,535 55	252 52
672901580	12/10/2008	10/6/2009	18 logi	LOGITECH INTERNATIONALSA CHF0 25(REGD) ISI	244 01	321 39	77 38
672901580	12/11/2008	10/6/2009	57 logi	LOGITECH INTERNATIONALSA CHF0 25(REGD) ISI	898 81	1,196 30	297 49
672901580	1/23/2009	10/6/2009	63 logi	LOGITECH INTERNATIONALSA CHF0 25(REGD) ISI	627 51	1,124 88	497 37
672901580	1/26/2009	10/6/2009	89 logi	LOGITECH INTERNATIONALSA CHF0 25(REGD) ISI	886 16	1,589 12	702 96
672901580	1/26/2009	10/7/2009	18 logi	LOGITECH INTERNATIONALSA CHF0 25(REGD) ISI	179 22	312 43	133 21
672901580	3/10/2009	10/7/2009	40 logi	LOGITECH INTERNATIONALSA CHF0 25(REGD) ISI	319 99	694 29	374 30
672901580	6/2/2008	2/5/2009	5 mam	MAINE & MARITIMES CORP	210 00	200 78	(9 22)
672901580	10/31/2008	7/14/2009	40 mim	MARTIN MARIETTA MATERIALS INC	3,181 03	3,014 62	(166 41)
672901580	11/24/2008	7/14/2009	10 mim	MARTIN MARIETTA MATERIALS INC	718 48	753 66	35 18
672901580	1/15/2009	7/14/2009	5 mim	MARTIN MARIETTA MATERIALS INC	439 34	376 83	(62 51)
672901580	2/5/2009	7/14/2009	10 mim	MARTIN MARIETTA MATERIALS INC	852 39	753 66	(98 73)
672901580	2/25/2009	7/14/2009	30 mim	MARTIN MARIETTA MATERIALS INC	2,256 29	2,260 96	4 67
672901580	10/22/2008	4/30/2009	83 nlc	NALCO HOLDING CO	1,147 90	1,364 96	217 06
672901580	10/22/2008	10/1/2009	25 nlc	NALCO HOLDING CO	345 75	496 13	150 38
672901580	4/3/2008	2/6/2009	40 ntrs	NORTHERN TRUST CORP	2,859 44	2,401 65	(457 79)
672901580	4/3/2008	3/25/2009	10 ntrs	NORTHERN TRUST CORP	714 86	607 09	(107 77)
672901580	6/24/2008	6/5/2009	52 nwl	NEWELL RUBBERMAID INC	925 83	556 08	(369 75)
672901580	6/24/2008	6/5/2009	168 nwl	NEWELL RUBBERMAID INC	2,991 15	1,899 37	(1,091 78)
672901580	7/31/2008	6/5/2009	250 nwl	NEWELL RUBBERMAID INC	4,116 74	2,826 45	(1,290 29)
672901580	10/13/2008	6/5/2009	15 nwl	NEWELL RUBBERMAID INC	225 00	169 59	(55 41)
672901580	10/31/2008	6/5/2009	65 nwl	NEWELL RUBBERMAID INC	876 30	734 88	(141 42)
672901580	4/3/2008	3/19/2009	120 pg	PROCTER & GAMBLE	8,456 18	5,563 99	(2,892 19)
672901580	4/15/2008	4/8/2009	25 pg	PROCTER & GAMBLE	1,755 25	1,212 69	(542 56)
672901580	6/19/2008	4/8/2009	25 pg	PROCTER & GAMBLE	1,628 25	1,212 68	(415 57)
672901580	10/1/2008	9/2/2009	12 qcom	QUALCOMM INC	501 86	547 82	45 96
672901580	4/15/2008	4/15/2009	71 vgk	VANGUARD INTL EQUITY INDEX VANGUARD EURO E	4,954 38	2,430 89	(2,523 49)
672901580	4/3/2008	4/3/2009	15 vlr	VOLTERRA SEMICONDUCTR NEW	174 03	134 34	(39 69)
672901580	8/25/2008	6/5/2009	5 vlr	VOLTERRA SEMICONDUCTR NEW	75 11	68 17	(6 94)
672901580	8/25/2008	7/10/2009	53 vlr	VOLTERRA SEMICONDUCTR NEW	796 15	775 02	(21 13)
672901580	4/15/2008	4/15/2009	59 vpl	VANGUARD INTL EQUITY INDEX FD VANGUARD PAC	3,709 91	2,371 76	(1,338 15)
672901580	4/15/2008	4/15/2009	44 vwo	VANGUARD INTL EQUITY INDEX FD EMERGING MAR	2,163 48	1,173 98	(989 50)
672901580	7/21/2008	11/25/2009	130	LIFE SCIENCES RSH INCCOM	260,505 56	236,083 65	(24,421 91)
672901580	10/14/2008	11/25/2009	50	LIFE SCIENCES RSH INCCOM	3,895 89	1,105 00	(2,790 89)
672901580	10/30/2008	11/25/2009	120	LIFE SCIENCES RSH INCCOM	1,399 23	425 00	(974 23)
672901580	4/3/2008	4/22/2009	97 cgnx	COGNEX CORP	1,945 22	1,020 00	(925 22)
672901580	4/3/2008	4/27/2009	100 cgnx	COGNEX CORP	2,208 03	1,374 86	(833 17)
672901580	8/3/2001	3/25/2009	25 cscs	CISCO SYSTEMS INC COM	2,276 32	1,378 12	(898 20)
672901580	8/3/2001	3/25/2009	121 cscs	CISCO SYSTEMS INC COM	1,089 00	410 49	(678 51)
672901580	8/3/2001	10/2/2009	13 eca	ENCANA CORPORATION F	5,270 74	2,772 98	(2,497 76)
672901580	4/3/2008	10/1/2009	77 eca	ENCANA CORPORATION F	1 002 50	731 90	(270 60)
672901580	4/3/2008	11/6/2009	57 eca	ENCANA CORPORATION F	5,937 90	4,375 30	(1,562 60)
672901580	7/25/2008	11/6/2009		ENCANA CORPORATION F	4,179 27	3,238 85	(940 42)

672901580	4/18/2008	5/28/2009	105 fcea	FOREST CITY ENTERPRISES INC CL A	3,784 19	683 53	(3,100 66)
672901580	5/9/2008	5/28/2009	90 fcea	FOREST CITY ENTERPRISES INC CL A	3,572 19	585 88	(2,986 31)
672901580	4/3/2008	12/7/2009	145 flir	FLIR SYS INC	4,462 90	4,319 44	(143 46)
672901580	4/15/2008	12/7/2009	40 flir	FLIR SYS INC	1,148 80	1,191 57	42 77
672901580	9/19/2008	12/7/2009	35 flir	FLIR SYS INC	1,264 32	1,042 62	(221 70)
672901580	10/10/2008	12/7/2009	30 flir	FLIR SYS INC	848 15	893 68	45 53
672901580	10/13/2008	12/7/2009	6 flir	FLIR SYS INC	183 00	178 74	(4 26)
672901580	10/17/2008	12/7/2009	40 flir	FLIR SYS INC	1,196 21	1,191 57	(4 64)
672901580	8/3/2001	4/24/2009	112 ge	GENERAL ELECTRIC CO	5,780 25	1,346 00	(4,434 25)
672901580	8/3/2001	6/18/2009	337 28 ge	GENERAL ELECTRIC CO	17,406 81	4,050 79	(13,356 02)
672901580	10/25/2001	6/18/2009	1 954 ge	GENERAL ELECTRIC CO	72 00	23 47	(48 53)
672901580	1/25/2002	6/18/2009	2 141 ge	GENERAL ELECTRIC CO	81 35	25 71	(55 64)
672901580	4/25/2002	6/18/2009	2 535 ge	GENERAL ELECTRIC CO	81 74	30 45	(51 29)
672901580	7/25/2002	6/18/2009	3 09 ge	GENERAL ELECTRIC CO	82 19	37 11	(45 08)
672901580	4/3/2008	10/1/2009	1 goog	GOOGLE INC CL A	451 76	490 39	38 63
672901580	9/19/2008	10/20/2009	36 hp	HELMERICH PAYNE INC	1,791 27	1,566 15	(225 12)
672901580	8/3/2001	8/17/2009	16 ibm	INTL BUSINESS MACHINES	1,619 50	1,869 55	250 05
672901580	4/3/2008	4/30/2009	33 jpm	JPMORGAN CHASE & CO	1,530 21	1,136 11	(394 10)
672901580	4/3/2008	5/28/2009	330 kmx	CARMAX INC	6,801 30	3,674 62	(3,126 68)
672901580	4/15/2008	5/28/2009	30 kmx	CARMAX INC	586 80	334 05	(252 75)
672901580	4/15/2008	5/28/2009	50 kmx	CARMAX INC	944 90	556 76	(388 14)
672901580	6/19/2008	6/22/2009	59 kmx	CARMAX INC	925 31	828 98	(96 33)
672901580	4/3/2008	6/11/2009	202 logi	LOGITECH INTERNATIONALSA CHF0 25(REGD) ISI	5,163 36	3,032 75	(2,130 61)
672901580	4/3/2008	8/17/2009	41 logi	LOGITECH INTERNATIONALSA CHF0 25(REGD) ISI	1,048 01	684 59	(363 42)
672901580	4/3/2008	9/29/2009	27 logi	LOGITECH INTERNATIONALSA CHF0 25(REGD) ISI	690 15	493 23	(196 92)
672901580	4/15/2008	9/29/2009	45 logi	LOGITECH INTERNATIONALSA CHF0 25(REGD) ISI	1,092 15	822 05	(270 10)
672901580	7/23/2008	9/29/2009	50 logi	LOGITECH INTERNATIONALSA CHF0 25(REGD) ISI	1,343 72	913 40	(430 32)
672901580	4/3/2008	4/8/2009	75 pg	PROCTER & GAMBLE	5,285 12	3,638 06	(1,647 06)
672901580	7/12/2007	3/23/2009	20000 pvdrn	PROVIDENT NATIONAL BANK TILTON NH	19,515 92	20,000 00	484 08
672901580	7/29/2008	11/6/2009	33 rrc	RANGE RESOURCES CORP	1,621 23	1,686 67	65 44
672901580	4/3/2008	6/18/2009	52 teva	TEVA PHARM INDS LTD ADRF SPONSORED ADR 1 A	2,430 85	2,467 37	36 52
672901580	4/3/2008	7/1/2009	14 teva	TEVA PHARM INDS LTD ADRF SPONSORED ADR 1 A	654 46	702 56	48 10
672901580	4/3/2008	6/8/2009	204 tiek	TETRA TECH INC NEW	4,068 41	5,562 64	1,494 23
672901580	4/3/2008	8/17/2009	15 tiek	TETRA TECH INC NEW	299 15	452 38	153 23
672901580	4/15/2009	4/15/2009	701 vgk	VANGUARD INTL EQUITY INDEX VANGUARD EURO E	49,735 95	24,000 78	(25,735 17)
672901580	4/15/2009	4/15/2009	12 vgk	VANGUARD INTL EQUITY INDEX VANGUARD EURO E	859 80	410 86	(448 94)
672901580	4/3/2008	5/4/2009	229 vltir	VOLTERRA SEMICONDUCTR NEW	2,656 86	2,799 95	143 09
672901580	4/3/2008	6/5/2009	61 vltir	VOLTERRA SEMICONDUCTR NEW	707 72	831 73	124 01
672901580	4/15/2008	6/5/2009	45 vltir	VOLTERRA SEMICONDUCTR NEW	496 35	613 57	117 22
672901580	8/25/2008	12/30/2009	122 vltir	VOLTERRA SEMICONDUCTR NEW	1,832 64	2,370 18	537 54
672901580	9/19/2008	12/30/2009	3 vltir	VOLTERRA SEMICONDUCTR NEW	44 47	58 28	13 81
672901580	4/3/2008	4/15/2009	552 vpl	VANGUARD INTL EQUITY INDEX FD VANGUARD PAC	35,554 26	22,190 05	(13,364 21)
672901580	4/7/2008	4/15/2009	11 vpl	VANGUARD INTL EQUITY INDEX FD VANGUARD PAC	711 81	442 19	(269 62)
672901580	4/3/2008	4/15/2009	578 vwo	VANGUARD INTL EQUITY INDEX FD EMERGING MAR	28,387 43	15,421 86	(12,965 57)
672901580	4/7/2008	4/15/2009	14 vwo	VANGUARD INTL EQUITY INDEX FD EMERGING MAR	691 18	373 54	(317 64)
672901580	12/31/2009	12/31/2009	0 gid	SPDR GLD TRUST SPIDER GLD SHARES	-	6 83	6 83
TOTAL					248,710 25	152,865 19	(95,845 06)
					509,215 81	388,948 84	(24,421 91)