Form **990-PF**
Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

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

Name of foundation
WHITNEY ARCEE FOUNDATION TOM WRIGHT, TRUSTEE
- C/O LOWRY HILL 11007400

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

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

A Employer identification number
41-1796283

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

C If exemption application is pending, check here ▶ ☐
D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 15,793,714.

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

EMVELOPE POSTMARK DATE MAY 17 2010

SCANNED MAY 27 2010

RECEIVED
MAY 20 2010
OGDEN, UT
080 IRS-OSC

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	2,538,603.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	304,631.	304,631.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,393,242.			
	b Gross sales price for all assets on line 6a 7,630,192.				
	7 Capital gain net income (from Part IV, line 2)		4,393,242.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,690.			STMT 2
	12 **Total.** Add lines 1 through 11	7,238,166.	4,697,873.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 3	53,520.	37,464.		16,056.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	12,540.	8,708.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 5	211.	186.		25.
	24 **Total operating and administrative expenses** Add lines 13 through 23	66,271.	46,358.	NONE	16,081.
	25 Contributions, gifts, grants paid	434,100.			434,100.
	26 **Total expenses and disbursements** Add lines 24 and 25	500,371.	46,358.	NONE	450,181.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	6,737,795.			
	b **Net investment income** (if negative, enter -0-)		4,651,515.		
	c **Adjusted net income** (if negative, enter -0-)				

917-19

Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	113,565.	850,357.	850,357.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule) STMT 6	782,918.	1,152,274.	1,162,581.
	b Investments - corporate stock (attach schedule) STMT 7	5,038,023.	8,080,944.	13,571,245.
	c Investments - corporate bonds (attach schedule) STMT 11	148,875.	204,952.	209,531.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	6,083,381.	10,288,527.	15,793,714.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27 Capital stock, trust principal, or current funds	6,083,381.	10,288,527.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	6,083,381.	10,288,527.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,083,381.	10,288,527.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,083,381.
2	Enter amount from Part I, line 27a	2	6,737,795.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	12,821,176.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	2,532,647.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,288,529.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 4,393,242.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	1,016,380.	8,351,716.	0.12169714583
2007	1,039,336.	9,342,352.	0.11124992935
2006	780,611.	9,197,552.	0.08487160497
2005	911,735.	8,685,217.	0.10497550032
2004	468,560.	7,755,689.	0.06041500633

2	**Total** of line 1, column (d)	2	0.48320918680
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.09664183736
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	11,665,453.
5	Multiply line 4 by line 3	5	1,127,371.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	46,515.
7	Add lines 5 and 6	7	1,173,886.
8	Enter qualifying distributions from Part XII, line 4	8	450,181.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [ ] and enter 1% of Part I, line 27b	1	93,030.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	93,030.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-	5	93,030.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	5,369.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	5,369.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	2,550.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	90,211.
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 page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 13			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

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

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

Website address ▶ N/A

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

Located at ▶ 90 S. 7TH STREET, STE 5300, MINNEAPOLIS, MN ZIP + 4 ▶ 55402

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.) STMT 14		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? [ ] Yes [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) [ ] Yes [X] 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 [X] No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? [ ] Yes [ ] No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? [ ] Yes [X] 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 [X] No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		-0-	-0-	-0-

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 17		NONE	NONE	NONE

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 18		NONE

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,140,671.
b	Average of monthly cash balances	1b	702,428.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	11,843,099.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	11,843,099.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	177,646.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,665,453.
6	**Minimum investment return.** Enter 5% of line 5	6	583,273.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	583,273.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	93,030.		
b	Income tax for 2009. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	93,030.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	490,243.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	490,243.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	490,243.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	450,181.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	450,181.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	450,181.

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.

41-1796283

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				490,243.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			NONE	
b	Total for prior years 20 07 ,20 ___ ,20 ___		NONE		
3	Excess distributions carryover, if any, to 2009				
a	From 2004 ...... 120,666.				
b	From 2005 ...... 499,974.				
c	From 2006 ...... 328,193.				
d	From 2007 ...... 586,422.				
e	From 2008 ...... 609,566.				
f	**Total** of lines 3a through e	2,144,821.			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 450,181.				
a	Applied to 2008, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d	Applied to 2009 distributable amount				450,181.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	40,062.			40,062.
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,104,759.			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	80,604.			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	2,024,155.			
10	Analysis of line 9				
a	Excess from 2005 ... 499,974.				
b	Excess from 2006 ... 328,193.				
c	Excess from 2007 ... 586,422.				
d	Excess from 2008 ... 609,566.				
e	Excess from 2009 ...				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2))

CONSTANCE BAKKEN

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 22				
Total . . . . ▶ **3a**				434,100.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	304,868.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	4,393,242.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b NONDIVIDEND DISTRI			1	1,690.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				4,699,800.	

13 Total Add line 12, columns (b), (d), and (e) . . . . . . 13 4,699,800.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions.)
	NOT APPLICABLE

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ Signature of officer or trustee — Date 5/10/10 ▶ Title

Paid Preparer's Use Only

Preparer's signature	Date 04/30/2010	Check if self-employed ▶ ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00353001
Firm's name (or yours if self-employed), address, and ZIP code	KPMG LLP 2020 N CENTRAL AVE, STE 700 PHOENIX, AZ 85004		EIN ▶ 13-5565207 Phone no 602-776-4746

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	**Employer identification number**
WHITNEY ARCEE FOUNDATION TOM WRIGHT, TRUSTEE	41-1796283

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).

Name of organization: WHITNEY ARCEE FOUNDATION TOM WRIGHT, TRUSTEE

Employer identification number: 41-1796283

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CONSTANCE BAKKEN 5050 EXCELSIOR BLVD MINNEAPOLIS, MN 55416	$ 2,538,603.	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.)

Name of organization: WHITNEY ARCEE FOUNDATION TOM WRIGHT, TRUSTEE

Employer identification number: 41-1796283

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	58,240 SHS MEDTRONIC INC	$ 2,538,603.	12/17/2009
		$	
		$	
		$	
		$	
		$	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					7,643.	
		270. ALEXANDRIA REAL ESTATE EQUITIES PROPERTY TYPE: SECURITIES				P	01/29/2004	03/24/2009
9,969.00		14,768.00					-4,799.00	
		150000. AMERICAN GENERAL FIN 6.000% 11/1 PROPERTY TYPE: SECURITIES				P	11/14/2007	10/22/2009
100,050.00		148,875.00					-48,825.00	
		931. AMERICAN REPROGRAPHICS CO PROPERTY TYPE: SECURITIES				P	12/19/2007	01/21/2009
6,220.00		20,690.00					-14,470.00	
		405. AMERICAN REPROGRAPHICS CO PROPERTY TYPE: SECURITIES				P	12/20/2007	01/22/2009
2,555.00		6,856.00					-4,301.00	
		650. ANALOG DEVICES INC PROPERTY TYPE: SECURITIES				P	09/25/2007	04/17/2009
13,901.00		22,407.00					-8,506.00	
		1300. ANALOG DEVICES INC PROPERTY TYPE: SECURITIES				P	04/01/2009	06/17/2009
31,981.00		24,768.00					7,213.00	
		1865. ANALOG DEVICES INC PROPERTY TYPE: SECURITIES				P	02/22/2008	06/17/2009
45,880.00		55,376.00					-9,496.00	
		158. ANSYS INC PROPERTY TYPE: SECURITIES				P	03/31/2008	08/06/2009
5,720.00		4,164.00					1,556.00	
		37. ANSYS INC PROPERTY TYPE: SECURITIES				P	07/27/2007	08/07/2009
1,339.00		955.00					384.00	
		315. ANSYS INC PROPERTY TYPE: SECURITIES				P	08/18/2009	10/12/2009
13,129.00		11,283.00					1,846.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		150. APACHE CORP PROPERTY TYPE: SECURITIES				P	05/05/2009	06/26/2009
10,843.00		11,808.00					-965.00	
		.813 AVALONBAY CMNTYS INC PROPERTY TYPE: SECURITIES				P	10/06/2008	02/11/2009
38.00		68.00					-30.00	
		700. AVALONBAY CMNTYS INC PROPERTY TYPE: SECURITIES				P	05/05/2009	07/24/2009
39,494.00		43,218.00					-3,724.00	
		961. BE AEROSPACE INC COM PROPERTY TYPE: SECURITIES				P	06/13/2008	09/28/2009
18,981.00		26,412.00					-7,431.00	
		798. BE AEROSPACE INC COM PROPERTY TYPE: SECURITIES				P	08/18/2009	09/28/2009
15,789.00		13,605.00					2,184.00	
		139. BE AEROSPACE INC COM PROPERTY TYPE: SECURITIES				P	06/12/2008	09/28/2009
2,750.00		3,803.00					-1,053.00	
		39. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/10/2008	04/30/2009
604.00		674.00					-70.00	
		132. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/10/2008	04/30/2009
2,015.00		2,283.00					-268.00	
		132. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/10/2008	05/01/2009
1,971.00		2,283.00					-312.00	
		82. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/10/2008	05/01/2009
1,224.00		1,418.00					-194.00	
		160. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	08/18/2009	08/21/2009
3,420.00		3,285.00					135.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		195. DEALERTRACK HLDGS INC				P	08/18/2009	08/21/2009
		PROPERTY TYPE: SECURITIES						
4,160.00		4,004.00					156.00	
		3500. DU PONT E I DE NEMOURS & CO				P	04/01/2009	04/17/2009
		PROPERTY TYPE: SECURITIES						
99,367.00		83,851.00					15,516.00	
		510. ENTERTAINMENT PPTYS TRUST COM SH				P	07/12/2007	03/03/2009
		PROPERTY TYPE: SECURITIES						
6,859.00		27,692.00					-20,833.00	
		550. EXXON MOBIL CORPORATION				P	01/25/2007	05/05/2009
		PROPERTY TYPE: SECURITIES						
37,080.00		40,925.00					-3,845.00	
		250. FMC TECHNOLOGIES INC				P	07/16/2007	06/26/2009
		PROPERTY TYPE: SECURITIES						
9,465.00		10,602.00					-1,137.00	
		250000. FED FARM CREDIT BK 5.350% 12/0				P	11/25/2008	12/01/2009
		PROPERTY TYPE: SECURITIES						
250,000.00		250,000.00						
		250000. FED FARM CREDIT BK 4.750% 8/2				P	08/09/2005	08/25/2009
		PROPERTY TYPE: SECURITIES						
250,000.00		250,000.00						
		140. FEDERAL RLTY INVT TR SH BEN INT				P	07/12/2007	03/03/2009
		PROPERTY TYPE: SECURITIES						
5,499.00		10,921.00					-5,422.00	
		1825. GENERAL ELECTRIC CO				P	02/22/2008	01/14/2009
		PROPERTY TYPE: SECURITIES						
25,747.00		60,896.00					-35,149.00	
		1725. GENERAL ELECTRIC CO				P	07/25/2003	01/14/2009
		PROPERTY TYPE: SECURITIES						
24,336.00		49,048.00					-24,712.00	
		162. GENTEX CORP				P	03/23/2004	04/22/2009
		PROPERTY TYPE: SECURITIES						
2,035.00		3,278.00					-1,243.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		343. GENTEX CORP PROPERTY TYPE: SECURITIES				P	03/24/2004	04/22/2009
4,307.00		6,871.00					-2,564.00	
		429. GENTEX CORP PROPERTY TYPE: SECURITIES				P	06/03/2004	07/22/2009
6,127.00		8,204.00					-2,077.00	
		628. GENTEX CORP PROPERTY TYPE: SECURITIES				P	08/18/2009	08/27/2009
8,753.00		8,709.00					44.00	
		888. GENTEX CORP PROPERTY TYPE: SECURITIES				P	02/03/2005	08/27/2009
12,377.00		16,257.00					-3,880.00	
		.25 HSBC HOLDINGS PLC 3/31/09 PROPERTY TYPE: SECURITIES				P	02/25/2008	04/09/2009
2.00							2.00	
		180. HARTE-HANKS COMMUNICATIONS INC PROPERTY TYPE: SECURITIES				P	04/28/2006	01/21/2009
1,387.00		4,775.00					-3,388.00	
		267. HARTE-HANKS COMMUNICATIONS INC PROPERTY TYPE: SECURITIES				P	04/26/2006	01/22/2009
1,965.00		6,497.00					-4,532.00	
		213. HARTE-HANKS COMMUNICATIONS INC PROPERTY TYPE: SECURITIES				P	11/28/2003	01/23/2009
1,572.00		4,265.00					-2,693.00	
		180. HEALTH CARE REIT INC PROPERTY TYPE: SECURITIES				P	07/12/2007	03/03/2009
5,216.00		7,323.00					-2,107.00	
		180. HEALTH CARE REIT INC PROPERTY TYPE: SECURITIES				P	04/01/2009	04/17/2009
6,137.00		5,504.00					633.00	
		270. HEALTH CARE REIT INC PROPERTY TYPE: SECURITIES				P	07/12/2007	04/17/2009
9,205.00		11,067.00					-1,862.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2320. HOST HOTELS & RESORTS, INC.				P	05/05/2009	07/24/2009
		PROPERTY TYPE: SECURITIES						
19,812.00		14,132.00					5,680.00	
		711. ISHARES MSCI JAPAN				P	10/17/2007	06/12/2009
		PROPERTY TYPE: SECURITIES						
6,754.00		10,302.00					-3,548.00	
		948. ISHARES MSCI JAPAN				P	12/23/2005	06/12/2009
		PROPERTY TYPE: SECURITIES						
9,013.00		12,940.00					-3,927.00	
		948. ISHARES MSCI JAPAN				P	02/25/2008	06/15/2009
		PROPERTY TYPE: SECURITIES						
8,866.00		12,706.00					-3,840.00	
		474. ISHARES MSCI JAPAN				P	02/25/2008	06/15/2009
		PROPERTY TYPE: SECURITIES						
4,437.00		5,785.00					-1,348.00	
		2419. ISHARES MSCI JAPAN				P	10/06/2005	06/16/2009
		PROPERTY TYPE: SECURITIES						
22,433.00		28,411.00					-5,978.00	
		600. ISHARES DOW JONES SELECT DIVIDEND F				P	11/06/2008	01/14/2009
		PROPERTY TYPE: SECURITIES						
22,657.00		27,510.00					-4,853.00	
		750. ISHARES DOW JONES SELECT DIVIDEND F				P	06/17/2009	08/12/2009
		PROPERTY TYPE: SECURITIES						
29,558.00		26,753.00					2,805.00	
		1450. ISHARES DOW JONES SELECT DIVIDEND				P	06/17/2009	09/18/2009
		PROPERTY TYPE: SECURITIES						
61,206.00		51,723.00					9,483.00	
		60. ISHARES BARCLAYS 1-3 YEAR TREAS BOND				P	12/08/2008	02/27/2009
		PROPERTY TYPE: SECURITIES						
5,043.00		5,072.00					-29.00	
		50. ISHARES BARCLAYS 1-3 YEAR TREAS BOND				P	12/08/2008	03/02/2009
		PROPERTY TYPE: SECURITIES						
4,204.00		4,226.00					-22.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		110. ISHARES BARCLAYS 1-3 YEAR TREAS BON PROPERTY TYPE: SECURITIES				P	02/17/2009	04/22/2009
9,230.00		9,293.00					-63.00	
		60. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	04/02/2009	05/22/2009
5,033.00		5,050.00					-17.00	
		132. ISHARES BARCLAYS 1-3 YEAR TREAS BON PROPERTY TYPE: SECURITIES				P	04/02/2009	08/18/2009
11,049.00		11,096.00					-47.00	
		61. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	02/06/2009	08/19/2009
5,110.00		5,124.00					-14.00	
		92. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	04/30/2009	08/20/2009
7,706.00		7,722.00					-16.00	
		35. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	04/03/2009	09/28/2009
2,937.00		2,937.00						
		110. ISHARES BARCLAYS 1-3 YEAR TREAS BON PROPERTY TYPE: SECURITIES				P	05/01/2009	10/30/2009
9,245.00		9,223.00					22.00	
		149. ISHARES BARCLAYS 1-3 YEAR TREAS BON PROPERTY TYPE: SECURITIES				P	08/18/2009	12/10/2009
12,458.00		12,485.00					-27.00	
		177. ISHARES MSCI EAFE PROPERTY TYPE: SECURITIES				P	04/11/2007	03/31/2009
6,585.00		13,785.00					-7,200.00	
		35. ISHARES BARCLAYS SHORT TREASUR BD FD PROPERTY TYPE: SECURITIES				P	11/25/2008	03/03/2009
3,858.00		3,867.00					-9.00	
		790. ISHARES BARCLAYS SHORT TREASUR BD F PROPERTY TYPE: SECURITIES				P	05/05/2009	07/14/2009
87,052.00		87,114.00					-62.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		90. ISHARES BARCLAYS SHORT TREASUR BD FD PROPERTY TYPE: SECURITIES				P	07/24/2009	09/17/2009
9,917.00		9,918.00					-1.00	
		140. ISHARES BARCLAYS SHORT TREASUR BD F PROPERTY TYPE: SECURITIES				P	10/07/2009	10/12/2009
15,421.00		15,430.00					-9.00	
		900. ISHARES BARCLAYS SHORT TREASUR BD F PROPERTY TYPE: SECURITIES				P	10/07/2009	10/15/2009
99,161.00		99,189.00					-28.00	
		200. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	01/25/2007	01/14/2009
11,549.00		13,372.00					-1,823.00	
		250. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	01/25/2007	03/11/2009
11,964.00		16,715.00					-4,751.00	
		887. KEY ENERGY SERVICES INC PROPERTY TYPE: SECURITIES				P	09/28/2007	01/21/2009
3,180.00		15,104.00					-11,924.00	
		516. KEY ENERGY SERVICES INC PROPERTY TYPE: SECURITIES				P	09/21/2007	01/22/2009
1,734.00		8,578.00					-6,844.00	
		315. MARINER ENERGY INC PROPERTY TYPE: SECURITIES				P	03/15/2006	12/10/2009
4,243.00		6,121.00					-1,878.00	
		28. MARINER ENERGY INC PROPERTY TYPE: SECURITIES				P	03/14/2006	12/10/2009
377.00		543.00					-166.00	
		297. MARINER ENERGY INC PROPERTY TYPE: SECURITIES				P	03/14/2006	12/11/2009
3,882.00		5,713.00					-1,831.00	
		428. MARINER ENERGY INC PROPERTY TYPE: SECURITIES				P	11/05/2008	12/14/2009
5,689.00		6,263.00					-574.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		762. MARINER ENERGY INC PROPERTY TYPE: SECURITIES				P	08/18/2009	12/15/2009
9,861.00		9,051.00					810.00	
		11. MARINER ENERGY INC PROPERTY TYPE: SECURITIES				P	11/05/2008	12/15/2009
142.00		158.00					-16.00	
		35000. MEDTRONIC INC PROPERTY TYPE: SECURITIES				D	05/15/1978	04/01/2009
1020325.00		5,600.00					1014725.00	
		11500. MEDTRONIC INC PROPERTY TYPE: SECURITIES				D	05/15/1978	04/09/2009
354,660.00		1,840.00					352,820.00	
		11500. MEDTRONIC INC PROPERTY TYPE: SECURITIES				D	05/15/1978	05/05/2009
370,818.00		1,840.00					368,978.00	
		11500. MEDTRONIC INC PROPERTY TYPE: SECURITIES				D	05/15/1978	06/02/2009
404,177.00		1,840.00					402,337.00	
		11500. MEDTRONIC INC PROPERTY TYPE: SECURITIES				D	05/15/1978	07/10/2009
377,055.00		1,840.00					375,215.00	
		11500. MEDTRONIC INC PROPERTY TYPE: SECURITIES				D	05/15/1978	08/05/2009
411,319.00		1,840.00					409,479.00	
		11500. MEDTRONIC INC PROPERTY TYPE: SECURITIES				D	05/15/1978	09/01/2009
434,592.00		1,840.00					432,752.00	
		11500. MEDTRONIC INC PROPERTY TYPE: SECURITIES				D	05/15/1978	10/09/2009
427,162.00		1,840.00					425,322.00	
		11500. MEDTRONIC INC PROPERTY TYPE: SECURITIES				D	05/15/1978	11/09/2009
447,257.00		1,840.00					445,417.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		11500. MEDTRONIC INC PROPERTY TYPE: SECURITIES				D	05/15/1978	12/07/2009
496,296.00		1,840.00					494,456.00	
		355. MENS WEARHOUSE INC COM PROPERTY TYPE: SECURITIES				P	01/07/2008	03/12/2009
4,646.00		9,019.00					-4,373.00	
		300. MENS WEARHOUSE INC COM PROPERTY TYPE: SECURITIES				P	01/07/2008	08/27/2009
7,449.00		7,541.00					-92.00	
		150. METTLER-TOLEDO INTL INC PROPERTY TYPE: SECURITIES				P	08/18/2009	10/30/2009
14,779.00		12,788.00					1,991.00	
		1600. MICROSOFT CORP PROPERTY TYPE: SECURITIES				P	11/17/1995	03/16/2009
26,922.00		9,013.00					17,909.00	
		1272. MICROCHIP TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES				P	11/22/2006	01/07/2009
23,911.00		43,816.00					-19,905.00	
		1428. MICROCHIP TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES				P	10/31/2007	01/07/2009
26,445.00		47,446.00					-21,001.00	
		41. MIDDLEBY CORP PROPERTY TYPE: SECURITIES				P	07/17/2007	04/02/2009
1,480.00		2,591.00					-1,111.00	
		56. MIDDLEBY CORP PROPERTY TYPE: SECURITIES				P	07/18/2007	04/02/2009
2,016.00		3,518.00					-1,502.00	
		31. MIDDLEBY CORP PROPERTY TYPE: SECURITIES				P	07/18/2007	04/03/2009
1,098.00		1,945.00					-847.00	
		153. MIDDLEBY CORP PROPERTY TYPE: SECURITIES				P	11/08/2007	04/03/2009
5,322.00		9,423.00					-4,101.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		475. NEUSTAR INC PROPERTY TYPE: SECURITIES				P	09/05/2008	07/15/2009
10,294.00		10,561.00					-267.00	
		25. NORFOLK SOUTHERN CORP PROPERTY TYPE: SECURITIES				P	02/22/2008	01/14/2009
985.00		1,313.00					-328.00	
		1000. NORFOLK SOUTHERN CORP PROPERTY TYPE: SECURITIES				P	09/25/2007	01/14/2009
39,410.00		51,448.00					-12,038.00	
		175. OCEANEERING INTL INC PROPERTY TYPE: SECURITIES				P	11/26/2008	04/30/2009
8,044.00		4,067.00					3,977.00	
		800. OMNICOM GROUP PROPERTY TYPE: SECURITIES				P	05/12/2008	09/18/2009
30,493.00		39,239.00					-8,746.00	
		400. PEPSICO INC PROPERTY TYPE: SECURITIES				P	06/16/2006	01/29/2009
20,688.00		23,870.00					-3,182.00	
		325. PLUM CREEK TIMBER CO INC PROPERTY TYPE: SECURITIES				P	10/08/2002	03/03/2009
8,039.00		6,848.00					1,191.00	
		1585. REALTY INCOME CORP COM PROPERTY TYPE: SECURITIES				P	05/05/2009	07/24/2009
36,017.00		31,101.00					4,916.00	
		243. REGAL ENTERTAINMENT GROUP- CL A PROPERTY TYPE: SECURITIES				P	11/28/2003	02/06/2009
2,449.00		4,867.00					-2,418.00	
		1402. REGAL ENTERTAINMENT GROUP- CL A PROPERTY TYPE: SECURITIES				P	10/05/2005	02/06/2009
14,119.00		15,937.00					-1,818.00	
		750. RESEARCH IN MOTION PROPERTY TYPE: SECURITIES				P	05/05/2009	10/07/2009
50,349.00		45,686.00					4,663.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		350. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	01/07/2009	01/29/2009
30,191.00		32,214.00					-2,023.00	
		150. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	01/07/2009	02/26/2009
11,740.00		13,806.00					-2,066.00	
		200. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	01/07/2009	03/12/2009
14,592.00		17,585.00					-2,993.00	
		240. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	06/26/2009	09/30/2009
25,463.00		21,928.00					3,535.00	
		470. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	10/22/2009	11/19/2009
51,541.00		50,566.00					975.00	
		415. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	10/07/2009	11/20/2009
45,450.00		39,926.00					5,524.00	
		120. SCHOOL SPECIALTY INC COM PROPERTY TYPE: SECURITIES				P	01/26/2006	06/11/2009
2,753.00		4,452.00					-1,699.00	
		240. SCHOOL SPECIALTY INC COM PROPERTY TYPE: SECURITIES				P	01/24/2006	06/11/2009
5,361.00		8,643.00					-3,282.00	
		1235. SCHWAB CHARLES CORP NEW PROPERTY TYPE: SECURITIES				P	05/05/2009	10/22/2009
22,038.00		23,070.00					-1,032.00	
		1805. TAIWAN SEMICONDUCTOR MANUFACTU - A PROPERTY TYPE: SECURITIES				P	08/05/2008	04/03/2009
18,190.00		17,738.00					452.00	
		1687. TAIWAN SEMICONDUCTOR MANUFACTU - A PROPERTY TYPE: SECURITIES				P	02/25/2008	04/03/2009
17,001.00		15,737.00					1,264.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		.3965 TAIWAN SEMICONDUCTOR MANUFACTU - A PROPERTY TYPE: SECURITIES				P	10/06/2005	08/17/2009
4.00		3.00					1.00	
		600. TARGET CORP PROPERTY TYPE: SECURITIES				P	03/29/2000	04/23/2009
23,382.00		21,595.00					1,787.00	
		2300. TEXTRON INC PROPERTY TYPE: SECURITIES				P	09/19/2008	02/04/2009
14,573.00		91,474.00					-76,901.00	
		400. TOYOTA MOTOR CORPORATION - ADR PROPERTY TYPE: SECURITIES				P	02/22/2008	01/14/2009
24,726.00		43,617.00					-18,891.00	
		400. TOYOTA MOTOR CORPORATION - ADR PROPERTY TYPE: SECURITIES				P	12/07/2007	01/14/2009
24,726.00		45,815.00					-21,089.00	
		515. UNION PACIFIC CORP PROPERTY TYPE: SECURITIES				P	04/01/2009	09/18/2009
32,189.00		21,148.00					11,041.00	
		250000. U S TREASURY NOTE 5.500% 5/1 PROPERTY TYPE: SECURITIES				P	02/22/2001	05/15/2009
250,000.00		254,414.00					-4,414.00	
		191. UNITED STATIONERS INC COM PROPERTY TYPE: SECURITIES				P	01/07/2008	02/13/2009
5,853.00		7,870.00					-2,017.00	
		112. UNITED STATIONERS INC COM PROPERTY TYPE: SECURITIES				P	07/28/2004	02/13/2009
3,450.00		4,354.00					-904.00	
		157. UNITED STATIONERS INC COM PROPERTY TYPE: SECURITIES				P	07/27/2004	02/17/2009
4,547.00		6,072.00					-1,525.00	
		3200. VALERO ENERGY CORP PROPERTY TYPE: SECURITIES				P	04/01/2009	09/18/2009
64,847.00		61,185.00					3,662.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		50. WRIGHT EXPRESS CORP				P	07/12/2007	03/31/2009
		PROPERTY TYPE: SECURITIES						
925.00		1,699.00					-774.00	
		15. WRIGHT EXPRESS CORP				P	06/11/2007	03/31/2009
		PROPERTY TYPE: SECURITIES						
275.00		508.00					-233.00	
		143. WRIGHT EXPRESS CORP				P	06/11/2007	04/01/2009
		PROPERTY TYPE: SECURITIES						
2,628.00		4,835.00					-2,207.00	
		80. WRIGHT EXPRESS CORP				P	06/11/2007	04/01/2009
		PROPERTY TYPE: SECURITIES						
1,469.00		2,683.00					-1,214.00	
		295. WRIGHT EXPRESS CORP				P	06/08/2007	04/02/2009
		PROPERTY TYPE: SECURITIES						
5,626.00		8,882.00					-3,256.00	
		270. WRIGHT EXPRESS CORP				P	02/27/2007	07/15/2009
		PROPERTY TYPE: SECURITIES						
6,915.00		7,915.00					-1,000.00	
		252. WRIGHT EXPRESS CORP				P	08/18/2009	08/27/2009
		PROPERTY TYPE: SECURITIES						
7,683.00		7,227.00					456.00	
		62. WRIGHT EXPRESS CORP				P	02/16/2007	08/27/2009
		PROPERTY TYPE: SECURITIES						
1,890.00		1,805.00					85.00	
		300. XTO ENERGY INC				P	07/10/2008	03/12/2009
		PROPERTY TYPE: SECURITIES						
8,873.00		17,773.00					-8,900.00	
		733. ACCENTURE PLC				P	05/05/2009	12/15/2009
		PROPERTY TYPE: SECURITIES						
30,547.00		22,354.00					8,193.00	
		267. ACCENTURE PLC				P	05/05/2009	12/15/2009
		PROPERTY TYPE: SECURITIES						
11,088.00		8,143.00					2,945.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		340. ACCENTURE PLC PROPERTY TYPE: SECURITIES				P	02/16/2005	12/15/2009
14,120.00		8,527.00					5,593.00	
		550. NOBLE CORPORATION PROPERTY TYPE: SECURITIES				P	05/05/2009	06/26/2009
17,287.00		16,231.00					1,056.00	
		5663. WAL MART DE MEXICO SAB DE CV PROPERTY TYPE: SECURITIES				P	08/18/2009	09/14/2009
20,548.00		20,104.00					444.00	
		24947. WAL MART DE MEXICO SAB DE CV PROPERTY TYPE: SECURITIES				P	02/25/2008	09/14/2009
90,520.00		37,756.00					52,764.00	
TOTAL GAIN(LOSS)							4,393,242.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US GOVERNMENT INT REPORTED AS NONQUALIFI	851.	851.
FOREIGN DIVIDENDS	58,078.	58,078.
DOMESTIC DIVIDENDS	178,847.	178,847.
OTHER INTEREST	2,539.	2,539.
CORPORATE INTEREST	11,425.	11,425.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	32,710.	32,710.
OID INCOME ON USGI	3,254.	3,254.
NONQUALIFIED FOREIGN DIVIDENDS	4,836.	4,836.
NONQUALIFIED DOMESTIC DIVIDENDS	12,091.	12,091.
TOTAL	304,631.	304,631.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
NONDIVIDEND DISTRIBUTIONS		1,690.
	TOTALS	1,690.

STATEMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAN & MANAGEMENT FEES (A	53,520.	37,464.	16,056.
TOTALS	53,520.	37,464.	16,056.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX PAID	8,708.	8,708.
FED TAX CURR YR	3,832.	
TOTALS	12,540.	8,708.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MINN ST FILING FEE	25.		25.
MISC INVEST EXPENSES	186.	186.	
TOTALS	211.	186.	25.

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FED HOME LN BK #3133XUBP7	100,000.	99,438.
FED HOME LN BK #3133XUF40	175,000.	175,548.
FED HOME LN BK #3133XUKJ1	100,000.	98,969.
FED HOME LN BK #3133SUK51	100,000.	100,031.
FED HOME LN BK #3133XVVW8	99,950.	99,563.
FED NATL MTG ASSN #3136FJASO	100,000.	100,594.
FED NATL MTG ASSN #3136FJXG1	149,625.	146,579.
US TREASURY NOTE #912828KM1	99,745.	105,735.
US TREASURY NOTE #912828LA6	100,031.	105,260.
WAUWATOSA WIS #943504N30	127,923.	130,864.
TOTALS	1,152,274.	1,162,581.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BARRICK GOLD CORP	32,248.	32,292.
BHP BILLITON LIMITED- ADR	94,757.	190,684.
COMPASS MINERALS INTL	29,323.	33,595.
MOSAIC CO	47,829.	65,703.
ABD LTD- ADR	92,842.	112,499.
ALEXANDER & BALDWIN INC	49,842.	49,462.
C H ROBINSON WORLDWIDE INC	86,353.	93,968.
GRACO INC	34,625.	30,113.
ILLINOIS TOOL WORKS INC	89,675.	95,980.
MIDDLEBY CORP	38,698.	43,138.
ORBITAL SCIENCES CORP	38,310.	40,592.
REPUBLIC SERVICES INC CL A COM	149,326.	145,797.
STERICYCLE INC COM	24,045.	40,550.
UNION PACIFIC CORP	87,931.	127,800.
UNITED TECHNOLOGIES CORP	80,528.	163,114.
3M CO	110,864.	133,512.
AT&T INC	151,538.	131,881.
NUETRAL TANDEM INC	38,830.	41,405.
TELEFONICA SA- ADR	148,584.	203,789.
ARBITRON INC	47,986.	55,950.
ATC TECHNOLOGY CORP	22,089.	33,509.
GAMESTOP CORP NEW	46,144.	41,730.
HARTE-HANKS COMMUNICATIONS INC	41,739.	33,461.
LOWES COS INC	78,554.	73,679.
MC DONALDS CORP	92,845.	103,026.
MENS WEARHOUSE INC COM	30,926.	30,095.
MORNINGSTAR INC	31,093.	40,219.
NIKE INC CL B	95,534.	135,444.
OMNICOM GROUP	97,710.	119,603.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SCHOOL SPECIALTY INC COM	28,878.	28,010.
SCIENTIFIC GAMES CORP- A	49,158.	42,602.
TARGET CORP	64,945.	89,485.
WILEY JOHN & SONS INC	37,260.	48,371.
COCA COLA CO	136,373.	158,745.
COLGATE PALMOLIVE CO	88,248.	119,939.
DIAGEO PLC- ADR	189,448.	195,736.
KELLOGG CO	78,435.	82,460.
NESTLE S.A.- ADR	206,538.	302,671.
PEPSICO INC	82,495.	88,160.
APACHE CORP	35,853.	72,219.
BP PLC- ADR	116,700.	146,084.
CHEVRON CORP	110,962.	116,255.
CORE LABORATORIES NV COM	40,553.	50,910.
EXXON MOBIL CORP	72,855.	68,190.
FMC TECHNOLOGIES INC	53,318.	78,084.
NOBLE CORP	26,008.	67,562.
OCCIDENTAL PETE CORP	66,011.	65,080.
OCEANEERING INTL INC	23,004.	40,086.
SOUTHWESTERN ENERGY CO COM	64,087.	68,444.
TOTAL S.A.- ADR	154,267.	182,514.
TRANSOCEAN LTD	88,954.	108,054.
XTO ENERGY INC	72,465.	64,444.
AFLAC INC	154,255.	174,363.
ALLSTATE CORP	107,884.	123,314.
AMERICAN CAMPUS CMNTYS INC	50,243.	64,209.
BANK NEW YORK MELLON CORP COM	125,876.	116,076.
DIGITAL RLTY TR INC	25,431.	34,190.
FEDERAL RLTY INVT TR SH BEN	58,996.	66,027.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HSBC- ADR	104,552.	106,758.
MARKEL HOLDINGS	44,070.	57,460.
PLUM CREEK TIMBER CO INC	57,162.	72,688.
PUBLIC STORAGE INC COM	49,942.	64,753.
SCHWAB CHARLES CORP NEW	78,833.	96,264.
TCF FINANCIAL	39,104.	39,539.
WRIGHT EXPRESS CORP	25,486.	37,404.
ABBOTT LABS	91,636.	105,550.
JOHNSON & JOHNSON	114,657.	123,667.
MEDCO HEALTH SOLUTIONS INC	104,195.	140,602.
MEDAN INC	40,779.	53,318.
MEDTRONIC INC	14,812.	4,010,536.
PHARMACEUTICAL PROD DEV INC	26,299.	32,207.
QUEST DIAGNOSTICS INC	98,573.	102,465.
THERMO FISHER SCIENTIFIC INC	122,795.	116,125.
VCA ANTECH INC	52,586.	48,420.
ACCENTURE PLC	72,993.	124,915.
ANSYS INC	27,926.	43,764.
CISCO SYSTEMS INC	120,119.	112,518.
DEALTRACK HLDGS INC	29,900.	31,642.
GOOGLE INC	71,886.	123,996.
INTERNATIONAL BUSINESS MACHS	90,147.	96,212.
METTLER-TOLEDO INTL INC	32,142.	46,721.
NEUSTAR INC	37,848.	40,827.
NINTENDO CO LTD- ADR	149,863.	134,041.
NOKIA CORP- ADR	88,908.	76,201.
QUALCOMM INC	106,962.	113,337.
ROFIN SINAR TECHNOLOGIES INC	28,513.	25,097.
SAP AG- ADR	92,239.	114,919.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TAIWAN SEMICONDUCTOR- ADR	118,260.	161,304.
ZEBRA TECHNOLOGIES CORP CL A	52,988.	55,339.
EDISON INTL COM	128,900.	148,858.
UGI CORP NEW COM	44,412.	45,405.
XCEL ENERGY INC	92,034.	106,312.
KAMATSU JPY 50.0	134,421.	150,179.
RECKITT BENCKISER PLC GBP	117,601.	203,771.
TECK RESOURCES LIMITED	64,272.	81,480.
TESCO PLC 5P	116,526.	158,344.
THOMPSON CREEK METALS CO INC	64,671.	61,003.
ISHARES MSCI BRAZIL #464286400	98,013.	105,200.
ISHARES MSCI EAFE #464287465	112,716.	101,162.
ISHARES MSCI JAPAN #464286848	184,623.	174,784.
SPDR TRUST SERIES 1 FD	105,859.	112,554.
VANGUARD EMERGING MARKETS ETF	210,453.	308,730.
TOTALS	8,080,944.	13,571,245.

WHITNEY ARCEE FOUNDATION TOM WRIGHT, TRUSTEE 41-1796283

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NUCOR CORP	102,360.	107,511.
ISHARES BARCLAYS #464288679	34,164.	34,159.
ISHARES BARCLAYS #464287457	68,428.	67,861.
TOTALS	204,952.	209,531.

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

DESCRIPTION		AMOUNT
TIMING DIFF OF INCOME POSTINGS		3,584.
FMV VS COST STOCK GIFT		2,529,063.
	TOTAL	2,532,647.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
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MN

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

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

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

OFFICER NAME:
CONSTANCE L BAKKEN
ADDRESS:
5050 EXCELSIOR BLVD
MINNEAPOLIS, MN 55416
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
JEFFREY BAKKEN
ADDRESS:
5050 EXCELSIOR BLVD
MINNEAPOLIS, MN 55416
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
WENDY K WATSON
ADDRESS:
5050 EXCELSIOR BLVD
MINNEAPOLIS, MN 55416
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
BRADLEY BAKKEN
ADDRESS:
5050 EXCELSIOR BLVD
MINNEAPOLIS, MN 55416
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

OFFICER NAME:
PAMELA C PETERSMEYER
ADDRESS:
5050 EXCELSIOR BLVD
MINNEAPOLIS, MN 55416
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

WHITNEY ARCEE FOUNDATION TOM WRIGHT, TRUSTEE 41-1796283

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

EMPLOYEE NAME:
NONE

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

NAME:
WELLS FARGO DBA LOWRY HILL
ADDRESS:
90 SOUTH 7TH STREET STE 5300
MINNEAPOLIS, MN
TYPE OF SERVICE:
CUSTODIAL/INVESTMENT

RECIPIENT NAME:
HAMLINE UNIVERSITY
ADDRESS:
1536 HEWITT AVENUE
ST. PAUL, MN 55104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 31,600.

RECIPIENT NAME:
UNIV OF MN MEDICAL FDN
BOB ALLISON ATAXIA CTR
ADDRESS:
533 ACADEMY STREET
OWATONNA, MN 55060
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
KINSHIP OF GREATER MPLS
ADDRESS:
3210 OLIVER AVENUE NORTH
MINNEAPOLIS, MN 55412
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
LUTHERAN SOCIAL SERVICES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FIRST LUTHERAN CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 80,000.

RECIPIENT NAME:
TRINITY LUTHERAN CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
COLUMBIA HEIGHTS HIGH SCHOOL
SCHOLARSHIP FUND
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
UNIV OF MINNESOTA FDN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
THE BAKKEN MUSEUM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
PAVEK MUSEUM OF
BROADCASTING
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 30,000.

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

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

RECIPIENT NAME:
ARC GREATER TWIN CITIES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 85,000.

RECIPIENT NAME:
UNIVERSITY OF MINNESOTA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RIAS VAN WYK FELLOWSHIP FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

TOTAL GRANTS PAID: 434,100.

WHITNEY ARCEE FOUNDATION TOM WRIGHT, TRUSTEE 41-1796283

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
1300. ANALOG DEVICES INC	04/01/2009	06/17/2009	31,981.00	24,768.00	7,213.00
315. ANSYS INC	08/18/2009	10/12/2009	13,129.00	11,283.00	1,846.00
150. APACHE CORP	05/05/2009	06/26/2009	10,843.00	11,808.00	-965.00
.813 AVALONBAY CMNTYS INC	10/06/2008	02/11/2009	38.00	68.00	-30.00
700. AVALONBAY CMNTYS INC	05/05/2009	07/24/2009	39,494.00	43,218.00	-3,724.00
798. BE AEROSPACE INC COM	08/18/2009	09/28/2009	15,789.00	13,605.00	2,184.00
160. DEALERTRACK HLDGS INC	08/18/2009	08/21/2009	3,420.00	3,285.00	135.00
195. DEALERTRACK HLDGS INC	08/18/2009	08/21/2009	4,160.00	4,004.00	156.00
3500. DU PONT E I DE	04/01/2009	04/17/2009	99,367.00	83,851.00	15,516.00
1825. GENERAL ELECTRIC CO	02/22/2008	01/14/2009	25,747.00	60,896.00	-35,149.00
628. GENTEX CORP	08/18/2009	08/27/2009	8,753.00	8,709.00	44.00
180. HEALTH CARE REIT INC	04/01/2009	04/17/2009	6,137.00	5,504.00	633.00
2320. HOST HOTELS &	05/05/2009	07/24/2009	19,812.00	14,132.00	5,680.00
600. ISHARES DOW JONES	11/06/2008	01/14/2009	22,657.00	27,510.00	-4,853.00
750. ISHARES DOW JONES	06/17/2009	08/12/2009	29,558.00	26,753.00	2,805.00
1450. ISHARES DOW JONES					
SELECT DIVIDEND FD	06/17/2009	09/18/2009	61,206.00	51,723.00	9,483.00
60. ISHARES BARCLAYS 1-3	12/08/2008	02/27/2009	5,043.00	5,072.00	-29.00
50. ISHARES BARCLAYS 1-3	12/08/2008	03/02/2009	4,204.00	4,226.00	-22.00
110. ISHARES BARCLAYS 1-3	02/17/2009	04/22/2009	9,230.00	9,293.00	-63.00
60. ISHARES BARCLAYS 1-3	04/02/2009	05/22/2009	5,033.00	5,050.00	-17.00
132. ISHARES BARCLAYS 1-3	04/02/2009	08/18/2009	11,049.00	11,096.00	-47.00
61. ISHARES BARCLAYS 1-3	02/06/2009	08/19/2009	5,110.00	5,124.00	-14.00
92. ISHARES BARCLAYS 1-3	04/30/2009	08/20/2009	7,706.00	7,722.00	-16.00
35. ISHARES BARCLAYS 1-3	04/03/2009	09/28/2009	2,937.00	2,937.00	
110. ISHARES BARCLAYS 1-3	05/01/2009	10/30/2009	9,245.00	9,223.00	22.00
149. ISHARES BARCLAYS 1-3	08/18/2009	12/10/2009	12,458.00	12,485.00	-27.00
35. ISHARES BARCLAYS SHORT	11/25/2008	03/03/2009	3,858.00	3,867.00	-9.00
790. ISHARES BARCLAYS	05/05/2009	07/14/2009	87,052.00	87,114.00	-62.00
90. ISHARES BARCLAYS SHORT	07/24/2009	09/17/2009	9,917.00	9,918.00	-1.00
140. ISHARES BARCLAYS	10/07/2009	10/12/2009	15,421.00	15,430.00	-9.00
900. ISHARES BARCLAYS	10/07/2009	10/15/2009	99,161.00	99,189.00	-28.00
Totals					

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WHITNEY ARCEE FOUNDATION TOM WRIGHT, TRUSTEE 41-1796283

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
762. MARINER ENERGY INC	08/18/2009	12/15/2009	9,861.00	9,051.00	810.00
150. METTLER-TOLEDO INTL	08/18/2009	10/30/2009	14,779.00	12,788.00	1,991.00
475. NEUSTAR INC	09/05/2008	07/15/2009	10,294.00	10,561.00	-267.00
25. NORFOLK SOUTHERN CORP	02/22/2008	01/14/2009	985.00	1,313.00	-328.00
175. OCEANEERING INTL INC	11/26/2008	04/30/2009	8,044.00	4,067.00	3,977.00
1585. REALTY INCOME CORP	05/05/2009	07/24/2009	36,017.00	31,101.00	4,916.00
750. RESEARCH IN MOTION	05/05/2009	10/07/2009	50,349.00	45,686.00	4,663.00
350. SPDR S & P 500 ETF	01/07/2009	01/29/2009	30,191.00	32,214.00	-2,023.00
150. SPDR S & P 500 ETF	01/07/2009	02/26/2009	11,740.00	13,806.00	-2,066.00
200. SPDR S & P 500 ETF	01/07/2009	03/12/2009	14,592.00	17,585.00	-2,993.00
240. SPDR S & P 500 ETF	06/26/2009	09/30/2009	25,463.00	21,928.00	3,535.00
470. SPDR S & P 500 ETF	10/22/2009	11/19/2009	51,541.00	50,566.00	975.00
415. SPDR S & P 500 ETF	10/07/2009	11/20/2009	45,450.00	39,926.00	5,524.00
1235. SCHWAB CHARLES CORP	05/05/2009	10/22/2009	22,038.00	23,070.00	-1,032.00
1805. TAIWAN SEMICONDUCTOR					
MANUFACTU - ADR	08/05/2008	04/03/2009	18,190.00	17,738.00	452.00
2300. TEXTRON INC	09/19/2008	02/04/2009	14,573.00	91,474.00	-76,901.00
400. TOYOTA MOTOR	02/22/2008	01/14/2009	24,726.00	43,617.00	-18,891.00
515. UNION PACIFIC CORP	04/01/2009	09/18/2009	32,189.00	21,148.00	11,041.00
3200. VALERO ENERGY CORP	04/01/2009	09/18/2009	64,847.00	61,185.00	3,662.00
252. WRIGHT EXPRESS CORP	08/18/2009	08/27/2009	7,683.00	7,227.00	456.00
300. XTO ENERGY INC	07/10/2008	03/12/2009	8,873.00	17,773.00	-8,900.00
733. ACCENTURE PLC	05/05/2009	12/15/2009	30,547.00	22,354.00	8,193.00
267. ACCENTURE PLC	05/05/2009	12/15/2009	11,088.00	8,143.00	2,945.00
550. NOBLE CORPORATION	05/05/2009	06/26/2009	17,287.00	16,231.00	1,056.00
5663. WAL MART DE MEXICO	08/18/2009	09/14/2009	20,548.00	20,104.00	444.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			1,261,410.00	1,319,519.00	-58,109.00
Totals			1,261,410.00	1,319,519.00	-58,109.00

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WHITNEY ARCEE FOUNDATION TOM WRIGHT, TRUSTEE 41-1796283

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
270. ALEXANDRIA REAL	01/29/2004	03/24/2009	9,969.00	14,768.00	-4,799.00
150000. AMERICAN GENERAL					
FIN 6.000% 11/15/14	11/14/2007	10/22/2009	100,050.00	148,875.00	-48,825.00
931. AMERICAN REPROGRAPHIC	12/19/2007	01/21/2009	6,220.00	20,690.00	-14,470.00
405. AMERICAN REPROGRAPHIC	12/20/2007	01/22/2009	2,555.00	6,856.00	-4,301.00
650. ANALOG DEVICES INC	09/25/2007	04/17/2009	13,901.00	22,407.00	-8,506.00
1865. ANALOG DEVICES INC	02/22/2008	06/17/2009	45,880.00	55,376.00	-9,496.00
158. ANSYS INC	03/31/2008	08/06/2009	5,720.00	4,164.00	1,556.00
37. ANSYS INC	07/27/2007	08/07/2009	1,339.00	955.00	384.00
961. BE AEROSPACE INC COM	06/13/2008	09/28/2009	18,981.00	26,412.00	-7,431.00
139. BE AEROSPACE INC COM	06/12/2008	09/28/2009	2,750.00	3,803.00	-1,053.00
39. DEALERTRACK HLDGS INC	03/10/2008	04/30/2009	604.00	674.00	-70.00
132. DEALERTRACK HLDGS INC	03/10/2008	04/30/2009	2,015.00	2,283.00	-268.00
132. DEALERTRACK HLDGS INC	03/10/2008	05/01/2009	1,971.00	2,283.00	-312.00
82. DEALERTRACK HLDGS INC	03/10/2008	05/01/2009	1,224.00	1,418.00	-194.00
510. ENTERTAINMENT PPTYS	07/12/2007	03/03/2009	6,859.00	27,692.00	-20,833.00
550. EXXON MOBIL	01/25/2007	05/05/2009	37,080.00	40,925.00	-3,845.00
250. FMC TECHNOLOGIES INC	07/16/2007	06/26/2009	9,465.00	10,602.00	-1,137.00
250000. FED FARM CREDIT BK					
5.350% 12/01/15	11/25/2008	12/01/2009	250,000.00	250,000.00	
250000. FED FARM CREDIT BK					
4.750% 8/25/09	08/09/2005	08/25/2009	250,000.00	250,000.00	
140. FEDERAL RLTY INVT TR	07/12/2007	03/03/2009	5,499.00	10,921.00	-5,422.00
1725. GENERAL ELECTRIC CO	07/25/2003	01/14/2009	24,336.00	49,048.00	-24,712.00
162. GENTEX CORP	03/23/2004	04/22/2009	2,035.00	3,278.00	-1,243.00
343. GENTEX CORP	03/24/2004	04/22/2009	4,307.00	6,871.00	-2,564.00
429. GENTEX CORP	06/03/2004	07/22/2009	6,127.00	8,204.00	-2,077.00
888. GENTEX CORP	02/03/2005	08/27/2009	12,377.00	16,257.00	-3,880.00
.25 HSBC HOLDINGS PLC	02/25/2008	04/09/2009	2.00		2.00
180. HARTE-HANKS	04/28/2006	01/21/2009	1,387.00	4,775.00	-3,388.00
267. HARTE-HANKS	04/26/2006	01/22/2009	1,965.00	6,497.00	-4,532.00
213. HARTE-HANKS	11/28/2003	01/23/2009	1,572.00	4,265.00	-2,693.00
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
180. HEALTH CARE REIT INC	07/12/2007	03/03/2009	5,216.00	7,323.00	-2,107.00
270. HEALTH CARE REIT INC	07/12/2007	04/17/2009	9,205.00	11,067.00	-1,862.00
711. ISHARES MSCI JAPAN	10/17/2007	06/12/2009	6,754.00	10,302.00	-3,548.00
948. ISHARES MSCI JAPAN	12/23/2005	06/12/2009	9,013.00	12,940.00	-3,927.00
948. ISHARES MSCI JAPAN	02/25/2008	06/15/2009	8,866.00	12,706.00	-3,840.00
474. ISHARES MSCI JAPAN	02/25/2008	06/15/2009	4,437.00	5,785.00	-1,348.00
2419. ISHARES MSCI JAPAN	10/06/2005	06/16/2009	22,433.00	28,411.00	-5,978.00
177. ISHARES MSCI EAFE	04/11/2007	03/31/2009	6,585.00	13,785.00	-7,200.00
200. JOHNSON & JOHNSON	01/25/2007	01/14/2009	11,549.00	13,372.00	-1,823.00
250. JOHNSON & JOHNSON	01/25/2007	03/11/2009	11,964.00	16,715.00	-4,751.00
887. KEY ENERGY SERVICES	09/28/2007	01/21/2009	3,180.00	15,104.00	-11,924.00
516. KEY ENERGY SERVICES	09/21/2007	01/22/2009	1,734.00	8,578.00	-6,844.00
315. MARINER ENERGY INC	03/15/2006	12/10/2009	4,243.00	6,121.00	-1,878.00
28. MARINER ENERGY INC	03/14/2006	12/10/2009	377.00	543.00	-166.00
297. MARINER ENERGY INC	03/14/2006	12/11/2009	3,882.00	5,713.00	-1,831.00
428. MARINER ENERGY INC	11/05/2008	12/14/2009	5,689.00	6,263.00	-574.00
11. MARINER ENERGY INC	11/05/2008	12/15/2009	142.00	158.00	-16.00
35000. MEDTRONIC INC	05/15/1978	04/01/2009	1,020,325.00	5,600.00	1,014,725.00
11500. MEDTRONIC INC	05/15/1978	04/09/2009	354,660.00	1,840.00	352,820.00
11500. MEDTRONIC INC	05/15/1978	05/05/2009	370,818.00	1,840.00	368,978.00
11500. MEDTRONIC INC	05/15/1978	06/02/2009	404,177.00	1,840.00	402,337.00
11500. MEDTRONIC INC	05/15/1978	07/10/2009	377,055.00	1,840.00	375,215.00
11500. MEDTRONIC INC	05/15/1978	08/05/2009	411,319.00	1,840.00	409,479.00
11500. MEDTRONIC INC	05/15/1978	09/01/2009	434,592.00	1,840.00	432,752.00
11500. MEDTRONIC INC	05/15/1978	10/09/2009	427,162.00	1,840.00	425,322.00
11500. MEDTRONIC INC	05/15/1978	11/09/2009	447,257.00	1,840.00	445,417.00
11500. MEDTRONIC INC	05/15/1978	12/07/2009	496,296.00	1,840.00	494,456.00
355. MENS WEARHOUSE INC	01/07/2008	03/12/2009	4,646.00	9,019.00	-4,373.00
300. MENS WEARHOUSE INC	01/07/2008	08/27/2009	7,449.00	7,541.00	-92.00
1600. MICROSOFT CORP	11/17/1995	03/16/2009	26,922.00	9,013.00	17,909.00
1272. MICROCHIP TECHNOLOGY	11/22/2006	01/07/2009	23,911.00	43,816.00	-19,905.00
1428. MICROCHIP TECHNOLOGY	10/31/2007	01/07/2009	26,445.00	47,446.00	-21,001.00
41. MIDDLEBY CORP	07/17/2007	04/02/2009	1,480.00	2,591.00	-1,111.00
56. MIDDLEBY CORP	07/18/2007	04/02/2009	2,016.00	3,518.00	-1,502.00
31. MIDDLEBY CORP	07/18/2007	04/03/2009	1,098.00	1,945.00	-847.00
Totals					

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WHITNEY ARCEE FOUNDATION TOM WRIGHT, TRUSTEE 41-1796283

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
153. MIDDLEBY CORP	11/08/2007	04/03/2009	5,322.00	9,423.00	-4,101.00
1000. NORFOLK SOUTHERN	09/25/2007	01/14/2009	39,410.00	51,448.00	-12,038.00
800. OMNICOM GROUP	05/12/2008	09/18/2009	30,493.00	39,239.00	-8,746.00
400. PEPSICO INC	06/16/2006	01/29/2009	20,688.00	23,870.00	-3,182.00
325. PLUM CREEK TIMBER CO	10/08/2002	03/03/2009	8,039.00	6,848.00	1,191.00
243. REGAL ENTERTAINMENT	11/28/2003	02/06/2009	2,449.00	4,867.00	-2,418.00
1402. REGAL ENTERTAINMENT	10/05/2005	02/06/2009	14,119.00	15,937.00	-1,818.00
120. SCHOOL SPECIALTY INC	01/26/2006	06/11/2009	2,753.00	4,452.00	-1,699.00
240. SCHOOL SPECIALTY INC	01/24/2006	06/11/2009	5,361.00	8,643.00	-3,282.00
1687. TAIWAN SEMICONDUCTOR					
MANUFACTU - ADR	02/25/2008	04/03/2009	17,001.00	15,737.00	1,264.00
.3965 TAIWAN SEMICONDUCTOR					
MANUFACTU - ADR	10/06/2005	08/17/2009	4.00	3.00	1.00
600. TARGET CORP	03/29/2000	04/23/2009	23,382.00	21,595.00	1,787.00
400. TOYOTA MOTOR	12/07/2007	01/14/2009	24,726.00	45,815.00	-21,089.00
250000. U S TREASURY NOTE					
5.500% 5/15/09	02/22/2001	05/15/2009	250,000.00	254,414.00	-4,414.00
191. UNITED STATIONERS INC	01/07/2008	02/13/2009	5,853.00	7,870.00	-2,017.00
112. UNITED STATIONERS INC	07/28/2004	02/13/2009	3,450.00	4,354.00	-904.00
157. UNITED STATIONERS INC	07/27/2004	02/17/2009	4,547.00	6,072.00	-1,525.00
50. WRIGHT EXPRESS CORP	07/12/2007	03/31/2009	925.00	1,699.00	-774.00
15. WRIGHT EXPRESS CORP	06/11/2007	03/31/2009	275.00	508.00	-233.00
143. WRIGHT EXPRESS CORP	06/11/2007	04/01/2009	2,628.00	4,835.00	-2,207.00
80. WRIGHT EXPRESS CORP	06/11/2007	04/01/2009	1,469.00	2,683.00	-1,214.00
295. WRIGHT EXPRESS CORP	06/08/2007	04/02/2009	5,626.00	8,882.00	-3,256.00
270. WRIGHT EXPRESS CORP	02/27/2007	07/15/2009	6,915.00	7,915.00	-1,000.00
62. WRIGHT EXPRESS CORP	02/16/2007	08/27/2009	1,890.00	1,805.00	85.00
340. ACCENTURE PLC	02/16/2005	12/15/2009	14,120.00	8,527.00	5,593.00
24947. WAL MART DE MEXICO	02/25/2008	09/14/2009	90,520.00	37,756.00	52,764.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			6,361,052.00	1,917,431.00	4,443,621.00
Totals			6,361,052.00	1,917,431.00	4,443,621.00

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FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
LONG-TERM 15% CAPITAL GAIN DIVIDENDS	7,643.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		7,643.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		7,643.00