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
THE BILL BASS FOUNDATION
C/O GRIFFITH & JACOBSON, LLC

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
55 WEST MONROE STREET | 3550

City or town, state, and ZIP code
CHICAGO, IL 60603-5000

A Employer identification number 61-6314816

B Telephone number (see page 10 of the instructions) (312) 236-6110

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)* ▶ $ 15,762,064.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) ______
(Part I, column (d) must be on cash basis)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc , received (attach schedule)				
2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	257,803.	257,803.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-98,950.			
b Gross sales price for all assets on line 6a 4,504,359.				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	-421,877.	-16,183.		ATCH 2
12 **Total.** Add lines 1 through 11	-263,024.	241,620.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	200,000.	100,000.		100,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 3	9,878.	0.	0.	9,878.
b Accounting fees (attach schedule) ATCH 4	9,725.	0.	0.	9,725.
c Other professional fees (attach schedule) *	60,043.	60,043.		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) **	-3,844.	761.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 7	49.			49.
24 **Total operating and administrative expenses.** Add lines 13 through 23	275,851.	160,804.	0.	119,652.
25 Contributions, gifts, grants paid	893,000.			893,000.
26 **Total expenses and disbursements** Add lines 24 and 25	1,168,851.	160,804.	0.	1,012,652.
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	-1,431,875.			
b **Net investment income** (if negative, enter -0-)		80,816.		
c **Adjusted net income** (if negative, enter -0-)			-0-	

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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 5 ** ATCH 6

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	15,011.	-38,412.	-38,412.
	2	Savings and temporary cash investments	640,980.	139,194.	139,194.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	14,269,149.	14,341,382.	15,664,116.
	c	Investments - corporate bonds (attach schedule)			
	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 ▶ ATCH 9)	126,114.	-2,834.	-2,834.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	15,051,254.	14,439,330.	15,762,064.
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. ▶ ☒			
	27	Capital stock, trust principal, or current funds	15,871,202.	14,439,330.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	15,871,202.	14,439,330.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	15,871,202.	14,439,330.	

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	15,871,202.
2	Enter amount from Part I, line 27a	2	-1,431,875.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 10	3	3.
4	Add lines 1, 2, and 3	4	14,439,330.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,439,330.

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 SCHEDULE			
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	-98,950.
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	922,788.	18,562,999.	0.049711
2007	238,408.	20,155,159.	0.011829
2006	72,428.	3,479,479.	0.020816
2005	0.	3,097,301.	0.000000
2004			

2 Total of line 1, column (d)	2	0.082356
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	0.020589
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	13,892,449.
5 Multiply line 4 by line 3	5	286,032.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	808.
7 Add lines 5 and 6	7	286,840.
8 Enter qualifying distributions from Part XII, line 4	8	1,012,652.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	808.
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	808.
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	808.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 1,828.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,828.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,020.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 1,020. **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	X	
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) ▶ IL,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV 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)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ LOUIS A. RASCIA, TRUSTEE Telephone no ▶ (312)236-8110

Located at ▶ SAME AS TAXPAYER ZIP + 4 ▶

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

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ▶	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)
If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** X (No)

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
ATTACHMENT 11		200,000.	-0-	-0-

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

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

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

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
ATTACHMENT 12		60,043.

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 N/A	
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	13,535,309.
b	Average of monthly cash balances	1b	568,700.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	14,104,009.
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	0.
3	Subtract line 2 from line 1d	3	14,104,009.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	211,560.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,892,449.
6	**Minimum investment return.** Enter 5% of line 5	6	694,622.

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	694,622.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	808.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	808.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	693,814.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	693,814.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	693,814.

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	1,012,652.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,012,652.
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	808.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,011,844.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				693,814.
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only			893,328.	
b Total for prior years 20 07 ,20 06 ,20 05				
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 1,012,652.				
a Applied to 2008, but not more than line 2a			893,328.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				119,324.
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				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				574,490.
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)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
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 0.				

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))

NONE

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

NONE

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

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

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

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

c Any submission deadlines.

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

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*				
ATTACHMENT 13				
Total . . . . ▶ **3a**				893,000.
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	257,803.	
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	-98,950.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b PARTNERSHIP INCOME/LOSS				-421,877.	
c CONTRIBUTIONS					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-263,024.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . . 13 -263,024.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

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: 7-7-10 — Title: Trustee

Paid Preparer's Use Only

Preparer's signature	Date 06/18/2010	Check if self-employed ☐
Preparer's identifying number (See Signature on page 30 of the instructions)	P00082764	
Firm's name (or yours if self-employed), address, and ZIP code	FRIEDMAN & HUEY ASSOC. LLP 1313 WEST 175TH STREET HOMEWOOD, IL 60430	EIN ▶ 36-3382360 Phone no 708-799-6800

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE STATEMENT ATTACHED ALETHEIA: ACG SHO PROPERTY TYPE: SECURITIES				P	VAR	VAR
147,273.		140,737.					6,536.	
		SEE STATEMENT ALETHEIA: ACG LONG TERM PROPERTY TYPE: SECURITIES				P	VAR	VAR
126,461.		224,938.					-98,477.	
		6,500 SHS ISHARES MSCI EMERGING MKT INDE PROPERTY TYPE: SECURITIES				P	12/16/2008	04/24/2009
181,508.		172,283.					9,225.	
		2,000 SHS ISHARES TR-ISHARES MSCI EAFE I PROPERTY TYPE: SECURITIES				P	12/16/2008	04/24/2009
83,008.		91,608.					-8,600.	
		3,990 SHS STANDARD & POORS DEP RCPTS SPD PROPERTY TYPE: SECURITIES				P	12/22/2008	04/24/2009
346,223.		345,315.					908.	
		2,000 SHS ISHARES TR-ISHARES MSCI EAFE I PROPERTY TYPE: SECURITIES				P	12/16/2008	05/19/2009
91,868.		91,608.					260.	
		1,500 SHS STANDARD & POORS DEP RCPTS SPD PROPERTY TYPE: SECURITIES				P	12/31/2008	05/19/2009
137,569.		135,808.					1,761.	
		7,500 SHS ISHARES MSCI UNITED KINGDOM IN PROPERTY TYPE: SECURITIES				P	05/19/2009	06/15/2009
99,485.		100,232.					-747.	
		930 SHS OIL SERVICE HOLDERS TRUST CMN PROPERTY TYPE: SECURITIES				P	06/15/2009	08/21/2009
100,565.		99,791.					774.	
		SEE STATEMENT ATTACHED GSAM: TAXABLE FIX PROPERTY TYPE: SECURITIES				P	VAR	VAR
2,124,424.		2,095,011.					29,413.	
		SEE STATEMENT ATTACHED GSAM: TAXABLE FIX PROPERTY TYPE: SECURITIES				P	VAR	VAR
1,065,975.		1,105,978.					-40,003.	
TOTAL GAIN(LOSS)		....					-98,950.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS-DIVIDENDS	231,718.	231,718.
GOLDMAN SACHS-OID	4,143.	4,143.
GOLDMAN SACHS-INTEREST	25,117.	25,117.
GOLDMAN SACHS-INTEREST (CHECKING)	288.	288.
GOLDMAN SACHS-AMORTIZATION PREM/DISC	-3,463.	-3,463.
TOTAL	257,803.	257,803.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GS MEZZ PARTNERS V OFFSHORE LP	0.	0.
WHITEHALL PAR GLOBAL REAL ESTATE LP	-421,877.	-16,183.
TOTALS	-421,877.	-16,183.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
HARRISON & HELD LLP	2,428.			2,428.
GRIFFITH & JACOBSON LLC	7,450.			7,450.
TOTALS	9,878.	0.	0.	9,878.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FRIEDMAN & HUEY ASSOCIATES	9,725.			9,725.
TOTALS	9,725.	0.	0.	9,725.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES	57,043.	57,043.
ANNUAL CUSTODY FEES	3,000.	3,000.
TOTALS	60,043.	60,043.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX (REFUND)	-4,000.	
FOREIGN TAXES	156.	761.
TOTALS	-3,844.	761.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
IL FILING FEES	49.	49.
TOTALS	49.	49.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BALANCED ADVISORY - SEE STMT	10,283,751.	11,498,213.
ALETHEIA ACG - SEE STMT	568,669.	561,241.
GSAM TFI - SEE STMT	2,643,363.	2,632,063.
TOTALS	14,341,382.	15,664,116.

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 9

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PURCHASE INTEREST	-2,834.	-2,834.
BROKER RECEIVABLE	0.	0.
TOTALS	-2,834.	-2,834.

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

DESCRIPTION	AMOUNT
ROUNDING	3.
TOTAL	3.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
JAMES D. JACOBSON (DECEASED) 55 W. MONROE ST., SUITE 3550 CHICAGO, IL 60603	CO-TRUSTEE - PART TIME	100,000.
MARC SCHWARTZ C/O HARRISON & HELD 333 WEST WACKER DR SUITE 1700 CHICAGO, IL 60606-1247	CO-TRUSTEE - PART TIME	100,000.
LOUIS A. RASCIA 55 WEST MONROE ST., SUITE 3550 CHICAGO, IL 60603	CO-TRUSTEE - PART TIME	0.
	GRAND TOTALS	200,000.

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

ATTACHMENT 12

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
GOLDMAN SACHS 71 S WACKER DRIVE CHICAGO, IL 60606	INVESTMENT SERVICES	60,043.
TOTAL COMPENSATION		60,043.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF ILLINOIS FOUNDATION 1305 W GREEN ST URBANA, IL 61801-2962	NONE PUBLIC	GENERAL	100,000
JEWISH UNITED FUND OF METROPOLITAN CHICAGO 30 S WELLS STREET, SUITE 4049 CHICAGO, IL 60606	NONE PUBLIC	GENERAL	100,000.
JEWISH FEDERATION OF METROPOLITAN CHICAGO 30 S WELLS STREET, SUITE 3040 CHICAGO, IL 60606	NONE PUBLIC	GENERAL	10,000.
NORTHWESTERN UNIVERSITY 750 N LAKE SHORE DR , 9TH FLOOR CHICAGO, IL 60611-3078	NONE PUBLIC	GENERAL	55,000
CHILDRENS BRITTLE BONE FOUNDATION 1101 LINCOLN AVE SOUTH HIGHLAND PARK, IL 60035	NONE PUBLIC	GENERAL	7,500
AFTER SCHOOL MATTERS 78 E WASHINGTON ST , 2ND FLOOR CHICAGO, IL 60601	NONE PUBLIC	GENERAL	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN CANCER SOCIETY 255 N MICHIGAN AVE , SUITE 1210 CHICAGO, IL 60601	NONE PUBLIC	GENERAL	5,000.
CHICAGO LEGAL CLINIC 2938 E 91ST STREET CHICAGO, IL 60617	NONE PUBLIC	GENERAL	35,000
CHICAGO MUSEUM OF CONTEMPORARY 220 E CHICAGO AVENUE CHICAGO, IL 60611-2643	NONE PUBLIC	GENERAL	10,000.
EQUESTRIAN COMMISSION, NFP 872 S. MILWAUKEE ROAD, UNIT 273 LIBERTYVILLE, IL 60048	NONE PUBLIC	GENERAL	7,500.
JEWISH COUNCIL FOR YOUTH SERVICES 100 N LASALLE, SUITE 400 CHICAGO, IL 60602	NONE PUBLIC	GENERAL	10,000.
JUVENILE DIABETES RESEARCH FOUNDATION 500 N DEARBORN, SUITE 305 CHICAGO, IL 60610	NONE PUBLIC	GENERAL	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KESHET 617 LANDWEHR ROAD NORTHBROOK, IL 60062	NONE PUBLIC	GENERAL	15,000.
LOYOLA ACADEMY ANNUAL FUND 1100 LARAMIE AVENUE WILMETTE, IL 60091	NONE PUBLIC	GENERAL	15,000
PKD FOUNDATION 9221 WARD PARKWAY, SUITE 400 KANSAS CITY, MO 64114-3367	NONE PUBLIC	GENERAL	20,000
THE RORY DAVID DEUTSCH FOUNDATION P O BOX 547 HIGHLAND PARK, IL 60035	NONE PUBLIC	GENERAL	7,500.
BIG BROTHERS AND SISTERS OF METRO CHICAGO CHICAGO, IL	NONE PUBLIC	GENERAL	10,000
CHILDREN'S MEMORIAL FOUNDATION CHICAGO, IL	NONE PUBLIC	GENERAL	15,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHICAGO POLICE MEMORIAL FOUNDATION CHICAGO, IL	NONE PUBLIC	GENERAL	7,500
CHICAGO KENT COLLEGE OF LAW CHICAGO, IL	NONE PUBLIC	GENERAL	20,000
COUNCIL FOR JEWISH ELDERLY	NONE PUBLIC	CHARITABLE	10,000
DEPAUL COLLEGE OF LAW CHICAGO, IL	NONE PUBLIC	CHARITABLE	20,000.
FACING HISTORY AND OURSELVES	NONE PUBLIC	CHARITABLE	5,000
EVANS SCHOLARS FOUNDATION	NONE PUBLIC	CHARITABLE	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FELLOWSHIP MISSIONARY BAPTIST CHURCH	NONE PUBLIC	CHARITABLE	5,000
HIGHLAND PARK GIANTS HOCKEY ASSOCIATION HIGHLAND PARK, IL	NONE PUBLIC	CHARITABLE	3,500
HOPE FOR ALL FOUNDATION	NONE PUBLIC	CHARITABLE	2,500
I HAVE A DREAM FOUNDATION	NONE PUBLIC	CHARITABLE	5,000
JEWISH CHILD AND FAMILY SERVICES	NONE PUBLIC	CHARITABLE	20,000
LEUKEMIA & LYMPHOMA SOCIETY	NONE PUBLIC	CHARITABLE	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LINCOLN PARK ZOOLOGICAL SOCIETY	NONE PUBLIC	CHARITABLE	1,000
LITERACY VOLUNTEERS OF LAKE COUNTY	NONE PUBLIC	CHARITABLE	1,000
LOOKING GLASS THEATRE COMPANY	NONE PUBLIC	CHARITABLE	5,000
LOYOLA UNIVERSITY MEDICAL CENTER	NONE PUBLIC	CHARITABLE	50,000
MICHAEL ROLFE PANCRATIC CANCER FOUNDATION	NONE PUBLIC	CHARITABLE	4,000
MISERCORDIA FAMILY ASSOCIATION	NONE PUBLIC	CHARITABLE	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL FRAGLE X FOUNDATION	NONE PUBLIC	CHARITABLE	10,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY	NONE PUBLIC	CHARITABLE	7,500
NORTH SHORE YOUTH HEALTH SERVICE	NONE PUBLIC	CHARITABLE	5,000.
PARK RIGDE FINE ARTS SOCIETY	NONE PUBLIC	CHARITABLE	20,000.
PIVEN THEATRE WORKSHOP	NONE PUBLIC	CHARITABLE	5,000
RAVINA FESTIVAL ASSOCIATION	NONE PUBLIC	CHARITABLE	6,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEACH FOR AMERICA INC	NONE PUBLIC	CHARITABLE	10,000.
ORPHANS OF THE STORM	NONE PUBLIC	CHARITABLE	5,000.
STILLMAN FAMILY FOUNDATION	NONE PUBLIC	CHARITABLE	15,000
THE HOLOCAUST MEMORIAL FOUNDATION	NONE PUBLIC	CHARITABLE	5,000
THE LEUKEMIA RESEARCH FOUNDATION	NONE PUBLIC	CHARITABLE	5,000.
THE LUPUS FOUNDATION OF AMERICA	NONE PUBLIC	CHARITABLE	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNION LEAGUE BOYS AND GIRLS CLUB	NONE PUBLIC	CHARITABLE	10,000
WILMETTE HOCKEY ASSOCIATION	NONE PUBLIC	CHARITABLE	5,000
YOUTH BUILD LAKE COUNTY	NONE PUBLIC	CHARITABLE	5,000
ABRAHAM LINCOLN PRESIDENTIAL LIBRARY	NONE PUBLIC	CHARITABLE	2,500
AM SHALOM TEMPLE	NONE PUBLIC	CHRITABLE	5,000
B'NAI TORAH	NONE PUBLIC	CHARITABLE	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR ECONOMIC PROGRESS	NONE PUBLIC	CHARITABLE	2,500.
CENTER FOR ENRICHED LIVING	NONE PUBLIC	CHARITABLE	1,000.
CHICAGO CHESED FUND INC	NONE PUBLIC	CHARITABLE	5,000
DEERFIELD HIGH SCHOOL	NONE PUBLIC	GENERAL	5,000.
FOCUS ON THE ARTS	NONE PUBLIC	GENERAL	5,000
FRIENDS OF THE PARK	NONE PUBLIC	GENERAL	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GATEWAY FOR CANCER RESEARCH	NONE PUBLIC	GENERAL	5,000.
GUILD FOR THE BLIND	NONE PUBLIC	GENERAL	5,000
HEARTLAND ALLIANCE	NONE PUBLIC	GENERAL	7,500
INVEST FOR KIDS INC	NONE PUBLIC	GENERAL	5,000
J KYLE BRAID LEADERSHIP FOUNDATION	NONE PUBLIC	GENERAL	2,500
LAMBS FARM	NONE PUBLIC	GENERAL	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LATINO POLICY FORUM	NONE PUBLIC	GENERAL	5,000
LITTLE CITY FOUNDATION	NONE PUBLIC	GENERAL	5,000.
MOTHERS AGAINST DRUNK DRIVING	NONE PUBLIC	GENERAL	1,000
SMALL FRY BASKETBALL	NONE PUBLIC	GENERAL	2,000
SPECIAL KIDS FOUNDATION	NONE PUBLIC	GENERAL	5,000
SPECIAL KIDS NETWORK	NONE PUBLIC	GENERAL	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST PAUL OF THE CROSS PARISH	NONE PUBLIC	GENERAL	10,000.
STREETWISE	NONE PUBLIC	GENERAL	5,000
THE SHRINE OF OUR LADY OF POMPEII	NONE PUBLIC	GENERAL	5,000.
TRIO ANIMAL FOUNDATION	NONE PUBLIC	GENERAL	5,000.
UNIVERSIDAD POPULAR	NONE PUBLIC	GENERAL	5,000
WELLNESS PLACE	NONE PUBLIC	GENERAL	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WINDOW TO THE WORLD COMMUNICATIONS	NONE PUBLIC	GENERAL	10,000.
THE STENN FUND AT NORTHWESTERN FEIN BERG	NONE PUBLIC	GENERAL	7,500.
ART INSTITUTE OF CHGO	NONE PUBLIC	GENERAL	5,000
		TOTAL CONTRIBUTIONS PAID	893,000

FIXED INCOME

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GSAM TAXABLE FIXED INCOME								
GOLDMAN SACHS BANK DEPOSIT (BDA)[14]	67,711.33	1.0000	67,711.33	1.0000	67,711.33		0.1172	79.37
	Quantity / Current Face	**Market Price**	**Market Value / Accrued Income**	**Unit Cost**	**Adjusted Cost / Original Cost**	**Unrealized Gain (Loss)**	**Yield to Maturity in Percentage**	**Estimated Annual Income**
U S TREASURY NOTE 1 000000% 07/31/2011 JJ ON THE RUN SR LIEN S&P AAA	80,000 00	100 1520	80,121.60 335 34	99.5367 99.42	79,629.36 79,537.50	492 24 584 10 [11]	1 2977	800 00
U S TREASURY NOTE 1 000000% 10/31/2011 AO ON THE RUN SR LIEN S&P AAA	200,000 00	99 9100	199,820 00 334 25	99 9797	199,959 36	(139 36)	1.0103	2,000 00
U S TREASURY NOTE 1 375000% 09/15/2012 MS ON THE RUN SR LIEN S&P AAA	180,000 00	99 5310	179,155 80 725 55	99 5676 99 55	179,221.73 179,181.16	(65 93) (25 36) [11]	1 5319	2,475 00
U S TREASURY NOTE 2 250000% 05/31/2014 MN ON THE RUN SR LIEN S&P AAA	140,000 00	99 3200	139,048 00 267.53	97.7402 97 46	136,836.33 136,445.78	2,211 67 2,602.22 [11]	2 8018	3,150.00
U S TREASURY NOTE 2 625000% 07/31/2014 JJ ON THE RUN SR LIEN S&P AAA	50,000 00	100.5000	50,250 00 550 17	100.4078 100 44	50,203 89 50,220 87	46 11 29 13 [11]	2.5302	1,312 50
U S TREASURY NOTE 2 375000% 08/31/2014 FA ON THE RUN SR LIEN S&P AAA	50,000 00	99 2660	49,633 00 396 92	99 8128	49,906 42	(273 42)	2.4153	1,187 50
UST INFLATION INDEXED NOTE 1 625% 01-15-2015 S&P AAA	30,000 00	104 0000	35,321 73 255.63	111 8534	33,556 03	1,765 70	(0 2223)	487.50
FFCB 5 2% 09/15/2016 MS S&P AAA	150,000 00	107 9060	161,859 00 2,296 67	100 7160 100 94	151,073 94 151,414 50	10,785 06 10,444 50 [11]	5 0727	7,800 00
UST STRIP TPRIN DUE 05/15/2020 C S&P AAA	10,000 00	64.5570	6,455 70	65.3671	6,536.71	(81 01)	4 1854	
U S TREASURY BOND 6 00% 02-15-2026 S&P AAA	10,000 00	116 9840	11,698 40 225 00	121.7329 121 91	12,173.29 12,190 67	(474 89) (492.27) [11]	4.1391	600.00
UST STRIP TPRIN DUE 08/15/2026 STRIP PRIN OF T 6 75% 08/15/26 S&P AAA	60,000 00	44 8540	26,912 40	44 6884	26,813 06	99 34	4 9662	
UST STRIP TPRIN DUE 11/15/2026 STRIP PRIN OF T 6 5% 11-15-26 S&P AAA	10,000 00	44 2440	4,424 40	43.3909	4,339.09	85 31	5 0732	
UST STRIP TPRIN DUE 08/15/2027 COUPS S&P AAA	15,000 00	42 6030	6,390 45	42 9089	6,436.34	(45 89)	4.9192	

[11] This figure represents Unrealized Gain (Loss) calculated based on Original Cost

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

FIXED INCOME (Continued)

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GSAM TAXABLE FIXED INCOME								
FEDERAL HOME LOAN BANK SYSTEM S&P AAA	50,000 00	102.9690	51,484.50	108 1721	54,086.06	(2,601 56)	5.0584	2,812 50
			835 94	108.20	54,099.00	(2,614.50) [11]		
UNITED STATES DEPT OF THE 4 250000% 05/15/2039 MN TREASURY ON THE RUN SR LIEN S&P AAA	10,000 00	93 8130	9,381 30	102 4894	10,248 94	(867 64)	4 1034	425 00
			53 56	102 52	10,251 60	(870 30) [11]		

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
GS INVESTMENT GRADE CREDIT SEPARATE A/C INST MUTUAL FUND	64,309 902	9 0100	579,432 22	9 4738	609,257 53	(29,825 31)		31,833 40
						668,182 22		
GS MORTGAGES SEPARATE A/C INST MUTUAL FUND	97,784 241	9 8500	963,174.77	9 8487	963,047.53	127 24		37,842 50
						140,774 77		

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
PNC FUNDING CORP 2 3% 06/22/2012 SR LIEN S&P AAA	70,000 00	101 6900	71,183 00	99 8830	69,918 10	1,264 90	2 3350	1,610 00
			40.25					

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
TOTAL GSAM TAXABLE FIXED INCOME			2,693,457 60		2,710,955.04	(17,497 44)	2 5465	94,415 27
			6,316 81		2,710,822 58	(17,364 98)		

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**2,699,774.41**	**2,710,955.04**	**(17,497.44)**	**94,415.27**
		2,710,822.58	**(17,364.98)**	

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount payments and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for accretion and/or amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

[11] This figure represents Unrealized Gain (Loss) calculated based on Original Cost

THE BILL BASS FOUNDATION - ALETHEIA: ACG

Holdings

Period Ended December 31, 2009

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
ALETHEIA ALL CAP GROWTH								
U S DOLLAR	196 65	1.0000	196.65		196.65			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	13,655 38	1.0000	13,655 38	1 0000	13,655 38		0 1167	15 94

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
AES CORP CMN (AES)	570 00	13.3100	7,586 70	20 4957	11,682.55	(4,095 85)		
AKAMAI TECHNOLOGIES INC CMN (AKAM)	420 00	25 3400	10,642 80	18 4743	7,759 22	2,883 58		
ALNYLAM PHARMACEUTICALS, INC CMN (ALNY)	310.00	17.6200	5,462 20	15 7900	4,894 90	567 30		
AMERICAN EXPRESS CO CMN (AXP)	205.00	40.5200	8,306.60	13 0819	2,681 79	5,624 81	1.7769	147 60
ATP OIL & GAS CORP CMN (ATPG)	505 00	18 2800	9,231 40	18 6994	9,443 20	(211 80)		
BANK OF AMERICA CORP CMN (BAC)	735 00	15.0600	11,069.10	12 9026	9,483 44	1,585 66	0 2656	29 40
BARNES & NOBLE, INC CMN (BKS)	665.00	19.0700	12,681 55	19 5169	12,978 76	(297 21)	5 2438	665 00
BRISTOL-MYERS SQUIBB COMPANY CMN (BMY)	220 00	25.2500	5,555 00 70.40	21 5153	4,733 36	821 64	5.0693	281 60
CATERPILLAR INC (DELAWARE) CMN (CAT)	225 00	56.9900	12,822 75	71 2790	16,037 78	(3,215 03)	2 9479	378 00
CME GROUP INC CMN CLASS A (CME)	25 00	335 9600	8,399.00	290.0256	7,250 64	1,148 36	1.3692	115 00
COCA-COLA COMPANY (THE) CMN (KO)	480 00	57.0000	27,360.00	53 1373	25,505.90	1,854 10	2 8772	787.20
COEUR D'ALENE MINES CORP CMN (CDE)	440.00	18 0600	7,946 40	13 0650	5,748 60	2,197 80		
CONTINENTAL RESOURCES, INC CMN (CLR)	250.00	42 8900	10,722 50	31.3660	7,841 50	2,881 00		
DEERE & COMPANY CMN (DE)	180 00	54 0900	9,736.20 50.40	72 9205	13,125 69	(3,389 49)	2.0706	201 60
DELL INC CMN (DELL)	580.00	14.3600	8,328.80	22 3827	12,981 98	(4,653.18)		
DEVON ENERGY CORPORATION (NEW) CMN (DVN)	190 00	73.5000	13,965.00	77 0637	14,642.10	(677 10)	0 8707	121.60
EMERSON ELECTRIC CO CMN (EMR)	195 00	42.6000	8,307 00	47.2323	9,210.30	(903.30)	3.1455	261.30
ENERGYSOLUTIONS, INC CMN (ES)	860 00	8.4900	7,301.40	8 9424	7,690 50	(389 10)	1.1779	86.00

[14]This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

THE BILL BASS FOUNDATION - ALETHEIA: ACG
Holdings (Continued)

Period Ended December 31, 2009

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
ALETHEIA ALL CAP GROWTH								
FLUOR CORPORATION CMN (FLR)	135 00	45 0400	6,080.40	42 6335	5,755 52	324 88	1.1101	67 50
			16 88					
FREEPORT-MCMORAN COPPER & GOLD CMN (FCX)	70 00	80 2900	5,620 30	79 7951	5,585 66	34 64	0 7473	42 00
GENERAL CABLE CORP CMN (BGC)	200.00	29.4200	5,884 00	65 7301	13,146 02	(7,262 02)	0 6798	40.00
GREAT A&P TEA CO INC CMN (GAP)	1,365 00	11.7900	16,093.35	10.0998	13,786.28	2,307.07		
HESS CORPORATION CMN (HES)	180 00	60 5000	10,890.00	54.6139	9,830 51	1,059 49	0 6612	72 00
			18 00					
INTL BUSINESS MACHINES CORP CMN (IBM)	180 00	130.9000	23,562 00	119 8139	21,566 49	1,995 51	1 6807	396 00
JOHNSON & JOHNSON CMN (JNJ)	140.00	64.4100	9,017 40	58.5961	8,203 46	813 94	3.0430	274.40
MC DONALDS CORP CMN (MCD)	220.00	62 4400	13,736 80	50 0080	11,001 76	2,735 04	3 5234	484 00
MCDERMOTT INTL CMN (MDR)	470 00	24 0100	11,284 70	18.8621	8,865 21	2,419 49		
MGM MIRAGE CMN (MGM)	1,780 00	9 1200	16,233 60	20.2820	36,101.98	(19,868 38)		
MONSANTO COMPANY CMN (MON)	60.00	81 7500	4,905 00	80.3942	4,823.65	81.35	1.2966	63.60
MURPHY OIL CORPORATION CMN (MUR)	305 00	54 2000	16,531 00	59 2247	18,063.53	(1,532 53)	1 8450	305 00
NASDAQ OMX GROUP, INC CMN (NDAQ)	275.00	19 8200	5,450.50	32 3296	8,890.65	(3,440 15)		
NEWMONT MINING CORPORATION CMN (NEM)	595 00	47.3100	28,149 45	38.2908	22,783.03	5,366 42	0.8455	238.00
OILSANDS QUEST INC CMN (BQI)	2,270 00	1.1500	2,610.50	4 3317	9,832 93	(7,222 43)		
PROCTER & GAMBLE COMPANY (THE) CMN (PG)	95 00	60 6300	5,759 85	63 4532	6,028 05	(268 20)	2 9029	167.20
SUNPOWER CORPORATION CMN CLASS A (SPWRA)	430 00	23 6800	10,182.40	27 7108	11,915 63	(1,733 23)		
VALEANT PHARMACEUTICALS INTL CMN (VRX)	415 00	31.7900	13,192.85	23.0765	9,576.74	3,616 11	0.9751	128.65
WAL MART STORES INC CMN (WMT)	280 00	53 4500	14,966 00	46 9255	13,139 14	1,826 86	2 0393	305 20
			76 30					
WESTERN UNION COMPANY (THE) CMN (WU)	335 00	18.8500	6,314 75	16 5787	5,553 86	760 89	0.3183	20 10
WHOLE FOODS MARKET INC CMN (WFMI)	190 00	27 4500	5,215 50	12 6855	2,410 25	2,805 25	2 9144	152 00
WORLDSPACE INC. CMN CLASS A (WRSPQ)	1,780.00	0.0260	46 28	3 8697	6,888 15	(6,841 87)		
WYNN RESORTS, LIMITED CMN (WYNN)	95.00	58.2300	5,531 85	98 4747	9,355.10	(3,823 25)		
MARKET VECTORS ETF TRUST GOLD MINERS INDEX FD ETF FUND (GDX)	155 00	46.2100	7,162.55	32 9762	5,111 31	2,051 24	0.2402	17 21
AGNICO EAGLE MINES LTD CMN (AEM)	80.00	54 0000	4,320.00	37 5335	3,002.68	1,317 32	0 3333	14.40
BARRICK GOLD CORPORATION CMN (ABX)	230 00	39.3800	9,057.40	32.6291	7,504.70	1,552.70	1.0157	92.00

THE BILL BASS FOUNDATION - ALETHEIA: ACG

Holdings (Continued)

Period Ended December 31, 2009

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
ALETHEIA ALL CAP GROWTH								
CANADIAN NATURAL RESOURCES CMN (CNQ)	225.00	71.9500	16,188.75 19.21	74 2962	16,716.64	(527 89)	0.5564	90.07
GOLDCORP INC CMN (GG)	305.00	39.3400	11,998.70	30.7679	9,384.21	2,614 49	0 4575	54.90
NOVAGOLD RESOURCES INC CMN (NG)	1,695.00	6 1300	10,390 35	4 3943	7,448.32	2,942.03		
PETROLEO BRASILEIRO S A - PET SPONSORED ADR CMN (PBR)	280 00	47.6800	13,350.40 54 63	49.5464	13,872 99	(522 59)	0 7466	99 67
SILVER WHEATON CORP. CMN (SLW)	345 00	15.0200	5,181 90	13 9654	4,818 07	363 83		
SUNCOR ENERGY INC CMN (SU)	825 00	35 3100	29,130 75	38 2565	31,561 62	(2,430 87)	1.0806	314 78
ISHARES SILVER TRUST ETF (SLV)	735 00	16 5390	12,156.17	13 8231	10,159 98	1,996 19		
SPDR GOLD TRUST ETF (GLD)	180 00	107.3100	19,315 80	68 2939	12,292 90	7,022 90		
TOTAL ALETHEIA ALL CAP GROWTH			574,787 68 305.82		582,521 26	(7,733 58)	1 6314	6,528 92

	Market Value	Adjusted Cost / Original Cost[6]	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**575,093.50**	**582,521.26**	**(7,733.58)**	**6,528.92**
	⟨13,852 03⟩ CASH	⟨13,852 03⟩		
	561,241.47	568,669 23		

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount payments and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for accretion and/or amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

THE BILL BASS FOUNDATION - ADVISORY

Holdings

Period Ended December 31, 2009

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
CASH								
U S DOLLAR	11,022.02	1 0000	11,022.02		11,022 02			
DEPOSITS & MONEY MARKET FUNDS								
DEPOSITS								
GOLDMAN SACHS BANK DEPOSIT (BDA)[14]	46,608 65	1 0000	46,608 65	1 0000	46,608 65	0 00	0.1173	54 68
TOTAL CASH, DEPOSITS & MONEY MARKET FUNDS			**57,630.67**		**57,630.67**			**54.68**

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
OTHER FIXED INCOME								
GS HIGH YIELD FUND								
GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I	134,089 735	6 9500	931,923 66	6 8942	924,436 98	7,486 68 163,131 09		75,492.52

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
TECHNOLOGY SELECT SECTOR INDEX FUND								
TECHNOLOGY SELECT INDEX 'SPDR' (XLK)	8,000 00	22 9300	183,440 00	17 6050	140,840 00	42,600 00	1 3860	2,542 40
STANDARD & POORS DEPOSITORY RECEIPTS (SPDR)								
STANDARD & POORS DEP RCPTS SPDR (SPY)	22,030 00	111 4400	2,455,023 20 13,001 89	125 3457	2,761,366 56	(306,343 36)	2 1184	52,008.42

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

Not a Deposit Not FDIC Insured May Lose Value (Excluding Goldman Sachs Bank Deposit Account, Term Deposits and Certificates of Deposit)

Brokerage and securities services provided by Goldman Sachs & Co Bank Deposit Account Certificate of Deposit Account and Term Deposit Account offered by Goldman Sachs Bank USA, Member FDIC

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Contributions/ Distributions To Date	Net Contribution To Date	Economic Gain (Loss)		
US EQUITY								
FAIRHOLME ALPHA+ [SERIES]								
FAIRHOLME ALPHA+ OFFSHORE L P (GMSAFO)[12]	9,194 21	118 3070	1,087,740 47	1,000,000.00 0.00		87,740 47		
	Quantity	**Market Price**	**Market Value / Accrued Income**	**Unit Cost**	**Cost Basis**	**Unrealized Gain (Loss)**	**Dividend Yield**	**Estimated Annual Income**
TOTAL US EQUITY			**~~3,726,203.67~~ 13,001.89**		**~~3,902,206.56~~**	**(176,002.89)**	**2.0675**	**54,550.82**
NON-US EQUITY								
ISHARES MSCI EAFE INDEX FUND								
ISHARES TR-ISHARES MSCI EAFE INDEX FUND ETF (EFA)	18,000 00	55.2800	995,040.00	45.8039	824,470.20	170,569 80	2 6065	25,936.20
EMERGING MARKETS INDEX FUND								
ISHARES MSCI EMERGING MKT INDEX FUND ETF (EEM)	6,500 00	41 5000	269,750 00 78 08	26 5050	172,282 50	97,467 50	0 0578	156 00
TOTAL NON-US EQUITY			**1,264,790.00 78.08**		**996,752.70**	**268,037.30**	**2.0630**	**26,092.20**
TOTAL PUBLIC EQUITY			**~~4,990,993.67~~ 13,079.97**		**~~4,898,959.26~~**	**92,034.41**	**2.0660**	**80,643.02**

ALTERNATIVE INVESTMENTS

	Market Value	Contributions To Date	Distributions To Date	Economic Gain (Loss)
HEDGE FUNDS				
GS LIBERTY HARBOR I 5 4% OF FUNDS ASSETS ARE IN ILLIQUID INVESTMENTS[12,18]	2,129,476 23	2,000,000 00	0.00	129,476 23

[12] Please refer to the end of the Holdings section for further details pertaining to these investments

[18] See Fund Prospectus for further details on the liquidity characteristics of your investment

ALTERNATIVE INVESTMENTS (Continued)

	Market Value	Contributions To Date	Distributions To Date	Economic Gain (Loss)
HEDGE FUNDS				
GS WEST STREET PARTNERS 2007[12]	1,376,685.00	1,500,000.00	0.00	(123,315 00)
TOTAL HEDGE FUNDS	**3,506,161.23**	**3,500,000.00**	**0.00**	**6,161.23**

	Commitment	Total Contributions/ Distributions	Remaining Commitment[24]	Net Contributions/ (Distributions) Since Inception	Latest Cap Statement Value/[25] Statement Date	Net Contributions/ (Distributions) Since Last Cap Statement	Computed Market Value[26]	Economic Gain (Loss)[22]
PRIVATE EQUITY								
GS VINTAGE FUND V LP	3,000,000 00	660,000 00	2,340,000.00	660,000 00	609,740.00	0 00	609,740 00	(50,260.00)
Closing Date Jul,2008[10 12]		0 00			Sep 30, 2009			
GS MEZZANINE PARTNERS V LP	2,000,000 00	700,000 00	1,300,000 00	567,528.00	620,562 00	0 00	620,562 00	53,034 00
Closing Date Oct,2007[10 12]		132,472 00			Sep 30, 2009			
TOTAL PRIVATE EQUITY	**5,000,000.00**	**1,360,000.00**	**3,640,000.00**				**1,230,302.00**	**2,774.00**
		132,472.00						
REAL ESTATE								
WHITEHALL STREET GLOBAL REAL ESTATE LP 2007	2,000,000.00	1,900,000 00	100,000 00	1,900,000 00	527,882 00	0.00	527,882 00	(1,372,118 00)
Closing Date May,2006[12,37]		0.00			Sep 30, 2009			
TOTAL ALTERNATIVE INVESTMENTS	**7,000,000.00**	**6,760,000.00**	**3,740,000.00**				**5,264,345.23**	**(1,363,182.77)**
		132,472.00						

[10] Contributions may include fees Distributions may be net of fees

[12] Please refer to the end of the Holdings section for further details pertaining to these investments

[22] Estimated using Net Asset Value (NAV), when available, or estimated as Computed Market Value minus adjusted Cost Basis

[25] Cash may be included

[26] This is based on Net Asset Value (NAV) when available or estimated as total capital balance, when available, plus any contributions and minus any distributions since the last capital statement

[37] Cap Statement Value for levered investors represents the remaining value of your equity plus the net earnings/(loss) on your leverage A negative Cap Statement Value reflects losses on your leverage in excess of the remaining value of your equity and may reflect more than your actual liability which cannot exceed your remaining capital commitment Computed Market Value represents the last available cap statement value plus subsequent contributions and less subsequent distributions but will not exceed your remaining capital commitment As a result a negative Computed Market Value reflects your actual liability

THE BILL BASS FOUNDATION - ADVISORY

Holdings (Continued)

Period Ended December 31, 2009

OTHER INVESTMENTS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
MISCELLANEOUS								
G10 CURRENCY PROTECTED NOTE								
EKSPORTFINANS ASA LNK TO AUD,SEK,USD VS JPY,CHF 0% COUPON DUE 01/10/2011 STRUCTURED NOTE. (AG43S545)	300,000 00	99.2900	297,870 00	100.1181	300,354 31	(2,484 31)		

		Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	less cash	**11,555,843.20** (57,630.67) 11,498,212.53	**12,808,909.22** **12,941,381.22**	**(1,266,145.99)**	**156,190.23**

Unless otherwise noted Goldman Sachs has furnished the information appearing in this section for your convenience only. Hedge funds are privately placed This information may have been obtained from other persons some of whom may be Goldman Sachs affiliates Please note that in the case of information supplied by other persons (1) Goldman Sachs does not independently verify such information for accuracy or completeness, and (2) Goldman Sachs has been informed that in certain cases such information may reflect unaudited figures, which may be inaccurate or incomplete, and that actual figures may differ Certain hedge funds may appear in the Alternative Investments section as Other Investments Please refer to the relevant product's periodic financial statements and capital analyses for official accounting information

The calculations noted above (other than contributions and distributions since the last capital statement) are taken from the applicable partnership capital value statement as provided by the fund administrator A partnership capital value statement is available upon request from your Private Wealth Advisor Tax information regarding these investments, including allocations of income and realized and unrealized gains and losses will be available through a Schedule K-1 which will be mailed to you after year end Please be advised that the delivery of K-1s is subject to the reporting of the particular underlying partnerships and that the delivery of particular K-1s may be delayed, requiring you to file an extension Your private equity assets are held away from Goldman Sachs and are not covered by the Securities Investor Protection Corporation ("SIPC") or any supplemental insurance provided by Goldman Sachs for its clients holdings Please contact your Private Wealth Advisor if you have any questions

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount payments and/or return of capital adjustments if applicable Adjusted Cost reflects adjustments to Original Cost for accretion and/or amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

YEAR TO DATE GAINS AND LOSSES

This information is for general guidance and should not be used for tax purposes You should use only your official form 1099's or other tax records for tax reporting This information is not, and should not be construed as tax accounting or legal advice Please consult with your tax advisor regarding the tax consequences of your investment decisions The cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account were provided by you or a third party and Goldman Sachs makes no representation as to the accuracy of such information

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
GENERAL ELECTRIC CO CMN	Mar 05 2008	Jan 07 2009	375 00	6,186 67	12,577.84	0 00	(6,391 17)	(6,391 17)	ST
SEPRACOR INC CMN	Nov 12 2008	Jan 07 2009	25 00	294 51	318.35	0 00	(23 84)	(23 84)	ST
STERICYCLE INC CMN	Jul 17 2008	Jan 07 2009	3 00	151.91	167.78	0 00	(15.87)	(15 87)	ST
	Jul 22 2008	Jan 07 2009	52 00	2,633.07	3,128 48	0 00	(495 41)	(495 41)	ST
WEBMD HEALTH CORP CMN	Apr 23 2008	Jan 07 2009	25 00	550.57	633.60	0.00	(83 03)	(83 03)	ST
CATERPILLAR INC (DELAWARE) CMN	Aug 03 2007	Jan 12 2009	35 00	1,457.70	2,796.85	0 00	(1,339 15)	(1,339 15)	LT
CHESAPEAKE ENERGY CORPORATION CMN	May 30 2007	Jan 12 2009	100 00	1,605.11	3,510 00	0 00	(1,904.89)	(1,904 89)	LT
	Aug 03 2007	Jan 12 2009	245 00	3,932 51	8,736.70	0.00	(4,804 19)	(4,804 19)	LT
EMERSON ELECTRIC CO CMN	May 30 2007	Jan 12 2009	55 00	1,933 35	2,614 15	0.00	(680.80)	(680.80)	LT
INTL BUSINESS MACHINES CORP CMN	Aug 03 2007	Jan 12 2009	15 00	1,292 33	1,704.90	0 00	(412 57)	(412 57)	LT
	Oct 09 2007	Jan 12 2009	10 00	861.55	1,181.30	0 00	(319 75)	(319.75)	LT
SPDR GOLD TRUST ETF	May 30 2007	Jan 12 2009	25.00	2,029 77	1,616.75	0.00	413 02	413.02	LT
SUNPOWER CORPORATION CMN CLASS A	Aug 12 2008	Jan 12 2009	53.00	1,847.87	4,081.22	0.00	(2,233 35)	(2,233.35)	ST
	Aug 13 2008	Jan 12 2009	67 00	2,335.99	5,154.10	0 00	(2,818 11)	(2,818.11)	ST
	Oct 24 2008	Jan 12 2009	60 00	2,091 93	2,372 02	0 00	(280 09)	(280 09)	ST
TITANIUM METALS CORP CMN	Aug 03 2007	Jan 12 2009	135.00	995.75	4,315.95	0 00	(3,320 20)	(3,320 20)	LT
	Aug 15 2007	Jan 12 2009	50.00	368.80	1,492 40	0.00	(1,123 60)	(1,123.60)	LT
COCA-COLA COMPANY (THE) CMN	May 30 2007	Jan 22 2009	20 00	857.16	1,050 00	0.00	(192 84)	(192 84)	LT
FLUOR CORPORATION CMN	Oct 06 2008	Jan 22 2009	5 00	199 17	213 17	0 00	(14 00)	(14 00)	ST
PROCTER & GAMBLE COMPANY (THE) CMN	May 30 2007	Jan 22 2009	5 00	284 66	317.55	0 00	(32 89)	(32 89)	LT
DEVON ENERGY CORPORATION (NEW) CMN	May 30 2007	Jan 27 2009	35 00	2,140 57	2,689 40	0.00	(548 84)	(548 84)	LT
	Aug 03 2007	Jan 27 2009	5 00	305.80	389.05	0 00	(83 26)	(83 26)	LT
AGNICO EAGLE MINES LTD CMN	Jan 09 2008	Feb 03 2009	122 00	6,097 75	7,384 00	0 00	(1,286 25)	(1,286.25)	LT
	Jan 10 2008	Feb 03 2009	58 00	2,898 93	3,567 18	0 00	(668 25)	(668.25)	LT
CATERPILLAR INC (DELAWARE) CMN	Aug 03 2007	Feb 03 2009	20 00	604 37	1,598 20	0 00	(993 84)	(993 84)	LT
	Oct 09 2007	Feb 03 2009	20 00	604 37	1,648.23	0.00	(1,043 86)	(1,043 86)	LT

THE BILL BASS FOUNDATION - ALETHEIA: ACG

Realized Gains and Losses (Continued)

Period Ended December 31, 2009

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
DEERE & COMPANY CMN	May 21 2008	Feb 03 2009	75.00	2,679.02	6,233.24	0 00	(3,554 22)	(3,554 22)	ST
INTL BUSINESS MACHINES CORP CMN	Oct 09 2007	Feb 03 2009	20.00	1,845.13	2,362.61	0 00	(517 48)	(517.48)	LT
WEBMD HEALTH CORP CMN	Apr 23 2008	Feb 03 2009	26.00	577 10	658 95	0 00	(81 85)	(81 85)	ST
	Apr 23 2008	Feb 04 2009	51 00	1,107 28	1,292 55	0 00	(185 27)	(185 27)	ST
NEWMONT MINING CORPORATION CMN	May 30 2007	Feb 05 2009	70 00	2,866 28	2,759.40	0 00	106 88	106.88	LT
	Aug 03 2007	Feb 05 2009	80 00	3,275 75	3,303 20	0 00	(27 45)	(27 45)	LT
WEBMD HEALTH CORP CMN	Apr 23 2008	Feb 05 2009	32.00	706 90	811 01	0 00	(104 12)	(104 12)	ST
	Apr 24 2008	Feb 05 2009	51 00	1,126 62	1,332 88	0 00	(206 26)	(206 26)	ST
AGNICO EAGLE MINES LTD CMN	Jan 10 2008	Feb 19 2009	20.00	1,071.28	1,230.06	0 00	(158 78)	(158 78)	LT
DELL INC CMN	Jul 07 2008	Feb 19 2009	190.00	1,543.68	4,320.49	0 00	(2,776 81)	(2,776 81)	ST
DEVON ENERGY CORPORATION (NEW) CMN	Aug 03 2007	Feb 19 2009	40.00	2,020 66	3,112.40	0.00	(1,091 74)	(1,091 74)	LT
MACY'S INC CMN	May 30 2007	Feb 19 2009	220 00	1,754 73	8,608 60	0.00	(6,853 87)	(6,853 87)	LT
	Aug 03 2007	Feb 19 2009	140 00	1,116 65	4,832.80	0 00	(3,716 15)	(3,716 15)	LT
MARKET VECTORS ETF TRUST GOLD MINERS INDEX FD ETF FUND	Feb 03 2009	Feb 19 2009	55 00	2,005 75	1,813 69	0 00	192 06	192.06	ST
NEWMONT MINING CORPORATION CMN	Aug 03 2007	Feb 19 2009	65.00	2,721.02	2,683.85	0 00	37.17	37.17	LT
	Nov 01 2007	Feb 19 2009	95 00	3,976.88	4,767.55	0.00	(790 68)	(790.68)	LT
NORDSTROM INC CMN	Jul 05 2007	Feb 19 2009	50 00	605.27	2,479 08	0 00	(1,873 81)	(1,873 81)	LT
	Aug 03 2007	Feb 19 2009	70.00	847 38	3,278 80	0 00	(2,431 42)	(2,431.42)	LT
	Dec 21 2007	Feb 19 2009	135 00	1,634 23	4,881 17	0 00	(3,246 94)	(3,246 94)	LT
SPDR GOLD TRUST ETF	May 30 2007	Feb 19 2009	15 00	1,443 04	970.05	0.00	472 99	472.99	LT
SUNPOWER CORPORATION CMN CLASS A	Oct 24 2008	Feb 19 2009	60 00	1,988 27	2,372 02	0 00	(383 75)	(383 75)	ST
	Nov 14 2008	Feb 19 2009	73 00	2,419 06	1,899 13	0 00	519.93	519.93	ST
	Nov 17 2008	Feb 19 2009	2 00	66.28	53.75	0 00	12.53	12.53	ST
AGNICO EAGLE MINES LTD CMN	Jan 10 2008	Feb 26 2009	20 00	978.69	1,230.06	0.00	(251 37)	(251 37)	LT
BRISTOL-MYERS SQUIBB COMPANY CMN	Aug 27 2008	Feb 26 2009	20 00	388 73	428.96	0 00	(40 23)	(40 23)	ST
GOLDCORP INC CMN	May 30 2007	Feb 26 2009	25.00	718.43	566 50	0.00	151 93	151.93	LT
MARKET VECTORS ETF TRUST GOLD MINERS INDEX FD ETF FUND	Feb 03 2009	Feb 26 2009	45 00	1,494 56	1,483 93	0 00	10 63	10.63	ST
NEWMONT MINING CORPORATION CMN	Nov 01 2007	Feb 26 2009	25.00	1,013.46	1,254.62	0.00	(241.16)	(241.16)	LT
SUNPOWER CORPORATION CMN CLASS A	Nov 17 2008	Feb 26 2009	10 00	295.05	268.75	0 00	26 30	26 30	ST
AGNICO EAGLE MINES LTD CMN	Jan 10 2008	Mar 11 2009	5 00	248 70	307 52	0.00	(58 81)	(58 81)	LT
	Mar 05 2008	Mar 11 2009	25 00	1,243 52	1,824.49	0.00	(580 98)	(580.98)	LT
GOLDCORP INC CMN	May 30 2007	Mar 11 2009	130.00	3,672.68	2,945.80	0.00	726 88	726.88	LT

THE BILL BASS FOUNDATION - ALETHEIA: ACG

Realized Gains and Losses (Continued)

Period Ended December 31, 2009

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
	Aug 03 2007	Mar 11 2009	10 00	282 51	251.70	0 00	30.81	30.81	LT
MEDTRONIC INC CMN	Feb 26 2008	Mar 16 2009	25 00	709 96	1,248.79	0.00	(538 84)	(538.84)	LT
	Mar 14 2008	Mar 16 2009	85.00	2,413 85	4,023.36	0 00	(1,609 52)	(1,609 52)	LT
MURPHY OIL CORPORATION CMN	May 30 2007	Mar 16 2009	40 00	1,879 80	2,354 20	0 00	(474 40)	(474 40)	LT
STERICYCLE INC CMN	Jul 22 2008	Mar 20 2009	23 00	1,096 70	1,383 75	0 00	(287 05)	(287 05)	ST
	Jul 23 2008	Mar 20 2009	75 00	3,576.20	4,520.30	0 00	(944 10)	(944 10)	ST
DEVON ENERGY CORPORATION (NEW) CMN	Nov 29 2007	Mar 24 2009	15 00	745.13	1,225 23	0.00	(480 10)	(480 10)	LT
TITANIUM METALS CORP CMN	Aug 15 2007	Apr 21 2009	238 00	1,439 19	7,103.82	0 00	(5,664 63)	(5,664 63)	LT
	Aug 15 2007	Apr 22 2009	67 00	429.93	1,999.82	0 00	(1,569 88)	(1,569 88)	LT
	Apr 09 2008	Apr 22 2009	228.00	1,463.06	3,853 13	0 00	(2,390 07)	(2,390 07)	LT
	Apr 10 2008	Apr 22 2009	497 00	3,189 21	8,308.75	0.00	(5,119 54)	(5,119.54)	LT
AMERICAN EXPRESS CO. CMN	May 30 2007	May 06 2009	95 00	2,631 90	6,125 60	0 00	(3,493 70)	(3,493 70)	LT
	Aug 03 2007	May 06 2009	60 00	1,662.25	3,499.20	0.00	(1,836 95)	(1,836.95)	LT
	Dec 13 2007	May 06 2009	130 00	3,601 55	6,911 37	0 00	(3,309 83)	(3,309 83)	LT
	Dec 17 2007	May 06 2009	55 00	1,523 73	2,882 77	0 00	(1,359 04)	(1,359 04)	LT
	Mar 05 2008	May 06 2009	205 00	5,679 36	8,649 38	0 00	(2,970 02)	(2,970 02)	LT
	Feb 19 2009	May 06 2009	30 00	831 13	392.46	0.00	438 67	438.67	ST
BANK OF AMERICA CORP CMN	Jan 07 2009	May 06 2009	510 00	6,452 20	7,151 73	0 00	(699.53)	(699.53)	ST
	Feb 05 2009	May 06 2009	605 00	7,654 08	2,915 68	0 00	4,738 40	4,738 40	ST
	Mar 11 2009	May 06 2009	30 00	379 54	150 16	0.00	229.39	229 39	ST
AMERICAN EXPRESS CO CMN	Feb 19 2009	May 19 2009	90 00	2,272 92	1,177.37	0.00	1,095 55	1,095 55	ST
BANK OF AMERICA CORP CMN	Mar 11 2009	May 19 2009	140 00	1,637 95	700.73	0 00	937 22	937.22	ST
WHOLE FOODS MARKET INC CMN	Jan 12 2009	May 27 2009	104 00	1,900 54	1,302 79	0 00	597.75	597.75	ST
	Jan 12 2009	May 28 2009	311 00	5,689 00	3,895 83	0 00	1,793 17	1,793.17	ST
GENERAL CABLE CORP CMN	Apr 25 2008	Jun 16 2009	35 00	1,302 25	2,494 62	0 00	(1,192 37)	(1,192 37)	LT
PETROLEO BRASILEIRO S A - PET SPONSORED ADR CMN	Jan 02 2008	Jul 24 2009	170 00	7,212 81	10,045 08	0 00	(2,832 27)	(2,832 27)	LT
SEPRACOR INC CMN	Nov 12 2008	Jul 24 2009	229 00	3,671 43	2,916.06	0 00	755 37	755 37	ST
SUNCOR ENERGY INC CMN	May 30 2007	Jul 24 2009	190 00	6,285 01	8,195.65	0 00	(1,910 64)	(1,910 64)	LT
TRANSOCEAN LTD CMN	Feb 26 2009	Jul 24 2009	10 00	805 56	594 81	0.00	210 75	210.75	ST

THE BILL BASS FOUNDATION - ALETHEIA: ACG

Realized Gains and Losses (Continued)

Period Ended December 31, 2009

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
SEPRACOR INC CMN	Nov 12 2008	Jul 27 2009	271.00	4,334.77	3,450.89	0.00	883 88	883.88	ST
BARRICK GOLD CORPORATION CMN	Dec 26 2008	Jul 30 2009	5 00	169 41	179.05	0 00	(9 64)	(9 64)	ST
MARKET VECTORS ETF TRUST GOLD MINERS INDEX FD ETF FUND	Feb 03 2009	Jul 30 2009	10.00	382.69	329.76	0 00	52 93	52.93	ST
NEWMONT MINING CORPORATION CMN	Nov 01 2007	Jul 30 2009	100.00	4,037 48	5,018.48	0 00	(981 00)	(981.00)	LT
WHOLE FOODS MARKET INC CMN	Jan 12 2009	Aug 05 2009	84.00	2,423.48	1,052.25	0.00	1,371 23	1,371 23	ST
	Jan 13 2009	Aug 05 2009	126 00	3,635.22	1,664.76	0.00	1,970.46	1,970.46	ST
	Feb 19 2009	Aug 05 2009	80 00	2,308.08	1,014.84	0.00	1,293 23	1,293 23	ST
BANK OF AMERICA CORP CMN	Mar 11 2009	Aug 12 2009	375 00	5,958 63	1,876 95	0.00	4,081 68	4,081 68	ST
AMERICAN EXPRESS CO CMN	Feb 19 2009	Sep 09 2009	140 00	4,746.40	1,831 47	0 00	2,914.94	2,914.94	ST
MARVEL ENTERTAINMENT, INC CMN	Jun 05 2009	Sep 09 2009	29 00	1,411 91	1,061 35	0.00	350 56	350 56	ST
	Jun 08 2009	Sep 09 2009	100 00	4,868 65	3,659.55	0 00	1,209 10	1,209 10	ST
	Jun 09 2009	Sep 09 2009	51 00	2,483 01	1,870 21	0 00	612 80	612 80	ST
TRANSOCEAN LTD CMN	Feb 26 2009	Sep 09 2009	15 00	1,190 80	892.22	0 00	298 58	298 58	ST
	Feb 26 2009	Sep 18 2009	70 00	5,964 11	4,163 67	0.00	1,800 44	1,800 44	ST
MONSANTO COMPANY CMN	Oct 20 2008	Sep 23 2009	55 00	4,291 02	4,624 66	0 00	(333 64)	(333 64)	ST
	May 27 2009	Sep 23 2009	10 00	780.19	803 94	0.00	(23 76)	(23 76)	ST
SUNTECH POWER HOLDINGS CO LTD ADR CMN	Sep 25 2007	Oct 13 2009	70 00	1,063 24	2,911.53	0.00	(1,848.29)	(1,848.29)	LT
VALERO ENERGY CORPORATION CMN	Oct 30 2008	Oct 13 2009	655.00	12,528 18	12,467 60	0.00	60 58	60.58	ST
L-1 IDENTITY SOLUTIONS INC CMN	May 30 2007	Oct 19 2009	54 00	370 58	1,112.40	0.00	(741 82)	(741 82)	LT
	May 30 2007	Oct 20 2009	128 00	854.72	2,636 80	0 00	(1,782 08)	(1,782 08)	LT
	May 30 2007	Oct 21 2009	49 00	332 43	1,009 40	0 00	(676 97)	(676 97)	LT
	Aug 03 2007	Oct 21 2009	159 00	1,078 71	2,540 82	0 00	(1,462 11)	(1,462 11)	LT
	Aug 03 2007	Oct 22 2009	71 00	465 80	1,134 58	0 00	(668 78)	(668 78)	LT
MGM MIRAGE CMN	Jun 25 2008	Oct 23 2009	5 00	57 70	194.31	0 00	(136 61)	(136.61)	LT
THE MOSAIC COMPANY CMN	Dec 09 2008	Oct 26 2009	165.00	8,219 06	5,329.90	0.00	2,889.16	2,889.16	ST
SUNTECH POWER HOLDINGS CO LTD ADR CMN	Sep 25 2007	Oct 27 2009	105 00	1,370 99	4,367.30	0 00	(2,996 31)	(2,996 31)	LT
	Jul 30 2009	Oct 27 2009	285 00	3,721 26	5,479 64	0.00	(1,758 38)	(1,758 38)	ST
AGNICO EAGLE MINES LTD CMN	Mar 05 2008	Oct 30 2009	10 00	526.51	729.80	0.00	(203 29)	(203 29)	LT
	Nov 14 2008	Oct 30 2009	50 00	2,632.54	1,696 03	0.00	936.51	936.51	ST
DELTA PETROLEUM CORP CMN	Jan 04 2008	Nov 11 2009	290 00	280.22	6,516 07	0.00	(6,235 85)	(6,235 85)	LT
	Jan 04 2008	Nov 11 2009	147 00	145 78	3,302 97	0 00	(3,157 20)	(3,157 20)	LT
	Jan 07 2008	Nov 11 2009	128 00	126 93	2,700 52	0 00	(2,573 59)	(2,573 59)	LT
	Sep 09 2009	Nov 11 2009	300.00	297.50	911.04	0 00	(613 54)	(613 54)	ST

THE BILL BASS FOUNDATION - ALETHEIA: ACG

Realized Gains and Losses (Continued)

Period Ended December 31, 2009

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
VALERO ENERGY CORPORATION CMN	Oct 30 2008	Nov 11 2009	310 00	5,391 44	5,900.69	0 00	(509 25)	(509.25)	LT
DELTA PETROLEUM CORP CMN	Sep 09 2009	Nov 12 2009	145 00	127.35	440 34	0 00	(312 99)	(312 99)	ST
	Sep 10 2009	Nov 12 2009	590 00	546.73	1,969.48	0 00	(1,422 75)	(1,422 75)	ST
	Sep 10 2009	Nov 12 2009	495 00	434 74	1,652 36	0 00	(1,217 62)	(1,217 62)	ST
	Sep 10 2009	Nov 13 2009	435.00	396 74	1,433 50	0 00	(1,036 76)	(1,036 76)	ST
AES CORP CMN	May 30 2007	Nov 23 2009	60 00	765 06	1,417.20	0 00	(652 14)	(652.14)	LT
GOLDCORP INC CMN	Aug 03 2007	Nov 23 2009	65 00	2,869 07	1,636.05	0.00	1,233.02	1,233 02	LT
BANK OF AMERICA CORP CMN	Mar 11 2009	Dec 14 2009	190.00	2,958 22	950.99	0 00	2,007 23	2,007.23	ST
COCA-COLA COMPANY (THE) CMN	May 30 2007	Dec 14 2009	50 00	2,948.79	2,625.00	0 00	323.79	323.79	LT
COEUR D'ALENE MINES CORP CMN	Jul 30 2009	Dec 14 2009	55.00	1,081 24	718.58	0.00	362 66	362.66	ST
MARKET VECTORS ETF TRUST GOLD MINERS INDEX FD ETF FUND	Feb 03 2009	Dec 14 2009	15 00	724.27	494 64	0 00	229.63	229 63	ST

	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
SHORT TERM GAINS	98,974 09	64,090.79	0.00	34,883.31	34,883.31
SHORT TERM LOSSES	48,299 33	76,646.46	0 00	(28,347 13)	(28,347 13)
NET SHORT TERM GAINS (LOSSES)	**147,273.42**	**140,737.24**	**0.00**	**6,536.18**	**6,536.18**
LONG TERM GAINS	19,551 59	16,055 10	0 00	3,496 49	3,496.49
LONG TERM LOSSES	106,909 58	208,882.46	0.00	(101,972 88)	(101,972 88)
NET LONG TERM GAINS (LOSSES)	**126,461.17**	**224,937.56**	**0.00**	**(98,476.39)**	**(98,476.39)**

Goldman Sachs PRIVATE WEALTH MANAGEMENT

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Realized Gains/Losses 1099

The Bill Bass Foundation - Aletheia: ACG 020-44824-7

1099 revisions Certain investment companies such as Mutual Funds and REITs may recharacterize the nature of their distributions after the 1099 mailing deadline Any changes these companies make in the tax treatment of their distributions will be reported to you on a Form 1099 marked **revised** during the final week of March
If you are issued a revised Form 1099 it will be posted separately from your original Form 1099 Please note that we will only furnish the IRS with the final version of your 1099s If you have any questions, please contact your Private Wealth Management team

Separate Account Strategy : Aletheia: All Cap Growth
Base Currency :USD

The Tax Center contains the following information about your account(s) if applicable

- **Realized Gains and Losses.** See your realized gains and losses.
- **1099s.** See your actual 1099s from 1995 to present
- **Goldman Sachs Mutual Funds.** Shareholder Tax Information
- **K-1s** can be located on the Fund Correspondence Tab.

Select an Account or Group
The Bill Bass Foundation 020-44824-7 go

2 Choose An Existing View
Realized Gains/Losses go
› Customize this view or
› Create One

Choose a Date Range
From Date 01-Jan-2009
To Date 31-Dec-2009 go

4 Search By Symbol/CUSIP go
Include Options

Gain Type	Gains	Losses	Total
Short-Term	34,883 31	-28,347 13	6,536 18
Long-Term	3,496 49	-101,972 88	-98,476 39
Total Realized Gains/Losses:	**38,379.80**	**-130,320.01**	**-91,940.21**

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Realized Gains/Losses

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
AES	AES CORP CMN	30-May-2007	23-Nov-2009	60	765 06	1,417 200	-652 14	908	Long-Term
AEM	AGNICO EAGLE MINES LTD CMN	09-Jan-2008	03-Feb-2009	122	6,097 75	7,384 000	-1,286 25	391	Long-Term
AEM	AGNICO EAGLE MINES LTD CMN	10-Jan-2008	19-Feb-2009	20	1,071 28	1,230 062	-158 78	406	Long-Term
AEM	AGNICO EAGLE MINES LTD CMN	10-Jan-2008	03-Feb-2009	58	2,898 93	3,567 180	-668 25	390	Long-Term
AEM	AGNICO EAGLE MINES LTD CMN	10-Jan-2008	26-Feb-2009	20	978 69	1,230 062	-251 37	413	Long-Term
AEM	AGNICO EAGLE MINES LTD CMN	10-Jan-2008	11-Mar-2009	5	248 70	307 516	-58 81	425	Long-Term
AEM	AGNICO EAGLE MINES LTD CMN	05-Mar-2008	11-Mar-2009	25	1,243 52	1,824 493	-580 98	370	Long-Term
AEM	AGNICO EAGLE MINES LTD CMN	05-Mar-2008	30-Oct-2009	10	526 51	729 797	-203 29	603	Long-Term
AEM	AGNICO EAGLE MINES LTD CMN	14-Nov-2008	30-Oct-2009	50	2,632 54	1,696.032	936 51	349	Short-Term
AXP	AMERICAN EXPRESS CO CMN	03-Aug-2007	06-May-2009	60	1,662 25	3,499 200	-1,836 95	642	Long-Term
AXP	AMERICAN EXPRESS CO CMN	30-May-2007	06-May-2009	95	2,631 90	6,125 600	-3,493 70	707	Long-Term
AXP	AMERICAN EXPRESS CO CMN	17-Dec-2007	06-May-2009	55	1,523 73	2,882 770	-1,359 04	505	Long-Term
AXP	AMERICAN EXPRESS CO CMN	05-Mar-2008	06-May-2009	205	5,679 36	8,649 380	-2,970 02	426	Long-Term
AXP	AMERICAN EXPRESS CO CMN	19-Feb-2009	06-May-2009	30	831 13	392 457	438 67	75	Short-Term
AXP	AMERICAN EXPRESS CO CMN	13-Dec-2007	06-May-2009	130	3,601 54	6,911 370	-3,309 82	509	Long-Term
AXP	AMERICAN EXPRESS CO CMN	19-Feb-2009	19-May-2009	90	2,272 92	1,177 370	1,095 55	88	Short-Term
AXP	AMERICAN EXPRESS CO CMN	19-Feb-2009	09-Sep-2009	140	4,746 40	1,831 465	2,914 94	201	Short-Term
BAC	BANK OF AMERICA CORP CMN	07-Jan-2009	06-May-2009	510	6,452 20	7,151 730	-699 53	118	Short-Term
BAC	BANK OF AMERICA CORP CMN	05-Feb-2009	06-May-2009	605	7,654 08	2,915 680	4,738 40	89	Short-Term
BAC	BANK OF AMERICA CORP CMN	11-Mar-2009	06-May-2009	30	379 54	150 156	229 38	56	Short-Term
BAC	BANK OF AMERICA CORP CMN	11-Mar-2009	19-May-2009	140	1,637 95	700 728	937 22	69	Short-Term
BAC	BANK OF AMERICA CORP CMN	11-Mar-2009	12-Aug-2009	375	5,958 63	1,876 951	4,081 68	154	Short-Term
BAC	BANK OF AMERICA CORP CMN	11-Mar-2009	14-Dec-2009	190	2,958 22	950 989	2,007 23	278	Short-

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YEAR TO DATE GAINS AND LOSSES

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
U S TREASURY NOTE 0 875000% 12/31/2010 JD ON THE RUN SR LIEN	Dec 22 2008	Jan 15 2009	30,000.00	30,075.00	30,008 70 [3]	0 00	66 10	66 30	ST
U S TREASURY NOTE 1 500000% 12/31/2013 JD ON THE RUN SR LIEN	Dec 23 2008	Jan 15 2009	20,000.00	20,108 53	19,983.30	0.00	125 23	125 23	ST
U S TREASURY NOTE 3 500000% 02/15/2018 FA ON THE RUN	May 07 2008	Jan 15 2009	20,000 00	22,167 11	19,476 87 [3]	0 00	2,727 27	2,690 24	ST
U S TREASURY NOTE 3 750000% 11/15/2018 MN ON THE RUN SR LIEN	Nov 18 2008	Jan 27 2009	40,000.00	44,051 40	40,295.17 [3]	0 00	3,751.40	3,756.23	ST
UST STRIP TPRIN DUE 08/15/2026 STRIP PRIN OF T 6 75% 08/15/26	Oct 21 2008	Jan 27 2009	40,000 00	21,257 20	17,089 44	0 00	4,167 76	4,167 76	ST
FHLB 1 625% 01/21/2011 JJ SR LIEN	Jan 15 2009	Mar 11 2009	100,000 00	100,140 42	99,880 00	0.00	260 42	260 42	ST
FHLB 5 375% 07/17/2009 JJ	Oct 14 2008	Mar 11 2009	80,000 00	81,276.24	80,678 52 [3]	0 00	(175 76)	597.72	ST
U S TREASURY NOTE 3 500000% 02/15/2018 FA ON THE RUN	May 07 2008	Mar 26 2009	10,000 00	10,639 80	9,745 26 [3]	0.00	919 88	894 54	ST
U S TREASURY NOTE 3 750000% 11/15/2018 MN ON THE RUN SR LIEN	Nov 18 2008	Mar 26 2009	10,000 00	10,789 41	10,072 78 [3]	0 00	714 41	716 63	ST
U S TREASURY NOTE 3 500000% 02/15/2018 FA ON THE RUN	May 07 2008	Apr 23 2009	20,000 00	21,036 64	19,494 92 [3]	0 00	1,596.80	1,541.72	ST
GS INVESTMENT GRADE CREDIT SEPARATE A/C INST MUTUAL FUND	Apr 04 2007	Apr 27 2009	6,603 77	52,500 00	65,971 70	0.00	(13,471 70)	(13,471 70)	LT
GS MORTGAGES SEPARATE A/C INST MUTUAL FUND	Apr 04 2007	Apr 27 2009	11,873 00	111,250 00	117,780 15	0 00	(6,530 15)	(6,530 15)	LT
FHLMC MTN 2 875% 06/28/2010 JD	Oct 21 2008	Apr 28 2009	100,000.00	102,167.10	99,629 50 [3]	0.00	2,701 10	2,537.60	ST
USII INFL IX BOND 2 500000% 01/15/2029 JJ ON THE RUN SR LIEN	Jan 27 2009	Apr 28 2009	25,000 00	26,085.48	25,350 04	0.00	735 44	735 44	ST
U S TREASURY NOTE 1 750000% 03/31/2014 MS ON THE RUN SR LIEN	Apr 23 2009	Apr 29 2009	10,000.00	9,918 62	9,927 77	0.00	(9 15)	(9 15)	ST
U S TREASURY NOTE 1 375000% 02/15/2012 FA ON THE RUN SR LIEN	Mar 11 2009	May 06 2009	90,000.00	90,214 45	89,824 52	0 00	389 93	389 93	ST
FHLMC 3 75% 03/27/2019 MS SER REFERENC SR LIEN	Mar 26 2009	May 08 2009	10,000 00	9,991 65	9,972 70	0 00	18 95	18 95	ST

[3] Basis has been adjusted by Accretion or Amortization (using Straight-Line method) and/or Original Issue Discount (using Constant-Yield method)

THE BILL BASS FOUNDATION - TAXABLE FI

Realized Gains and Losses (Continued)

Period Ended December 31, 2009

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
GS MORTGAGES SEPARATE A/C INST MUTUAL FUND	Apr 04 2007	May 15 2009	19,808 92	186,600.00	196,504.46	0.00	(9,904 46)	(9,904 46)	LT
U S TREASURY BOND 6 375% 08-15-2027	Apr 28 2009	May 15 2009	20,000 00	25,912.42	26,491 31 [3]	0.00	(591 57)	(578 89)	ST
U S TREASURY BOND 8 50% 02/15/2020 FA	Apr 01 2008	May 15 2009	50,000 00	71,988 08	69,606 19 [3]	0.00	771 28	2,381 89	LT
FNMA 1 75% 03/23/2011 MS	Mar 11 2009	Jun 04 2009	100,000 00	101,314.30	99,985 01	0.00	1,329 29	1,329 29	ST
USII INFL IX BOND 2 500000% 01/15/2029 JJ ON THE RUN SR LIEN	Jan 27 2009	Jun 10 2009	10,000.00	10,020 85	10,175 55	0.00	(154 70)	(154 70)	ST
FNMA 4.625000% 10/15/2013 AO	Apr 28 2008	Jun 12 2009	160,000 00	171,774 40	164,836.98 [3]	0 00	5,805 76	6,937 42	LT
U.S TREASURY NOTE 0 875000% 05/31/2011 MN ON THE RUN SR LIEN	Jun 04 2009	Jun 16 2009	10,000 00	9,932.00	9,989 06	0.00	(57 06)	(57.06)	ST
U S TREASURY NOTE 1 375000% 05/15/2012 MN ON THE RUN SR LIEN	May 06 2009	Jun 16 2009	10,000 00	9,886 69	9,981.25	0 00	(94 56)	(94 56)	ST
U S TREASURY NOTE 2 250000% 05/31/2014 MN ON THE RUN SR LIEN	Jun 12 2009	Jun 16 2009	10,000 00	9,777 70	9,746 41 [3]	0 00	31 57	31 29	ST
UST STRIP TPRIN DUE 11/15/2021 C	Apr 04 2007	Jun 16 2009	10,000 00	5,611.50	5,436 77	0 00	174 73	174.73	LT
U S TREASURY NOTE 0 875000% 05/31/2011 MN ON THE RUN SR LIEN	Jun 04 2009	Jun 19 2009	90,000 00	89,416.41	89,901 57	0 00	(485 16)	(485 16)	ST
FHLMC MTN 2 875% 06/28/2010 JD	Oct 21 2008	Jun 25 2009	100,000.00	102,290.40	99,680.82 [3]	0.00	2,824.40	2,609 58	ST
USII INFL IX BOND 2 500000% 01/15/2029 JJ ON THE RUN SR LIEN	Jan 27 2009	Jun 29 2009	10,000 00	10,421 55	10,191 21	0 00	230 34	230.34	ST
U S TREASURY NOTE 1 375000% 05/15/2012	May 06 2009	Jul 07 2009	70,000 00	69,912 50	69,868 75	0 00	43 75	43.75	ST
MN ON THE RUN SR LIEN	May 15 2009	Jul 07 2009	20,000 00	19,975 00	20,039 58 [3]	0 00	(66 47)	(64 58)	ST
U S TREASURY NOTE 1 500000% 07/15/2012 JJ ON THE RUN SR LIEN	Jul 07 2009	Aug 05 2009	90,000 00	89,493 75	89,932 48	0.00	(438 73)	(438 73)	ST
GS MORTGAGES SEPARATE A/C INST MUTUAL FUND	Apr 04 2007	Aug 07 2009	7,476 64	72,000 00	74,168.23	0 00	(2,168 23)	(2,168 23)	LT
JPMORGAN CHASE & CO 2.625% 12/01/2010	Dec 18 2008	Aug 07 2009	120,000.00	122,677 80	121,439 35 [3]	0.00	544 20	1,238.45	ST
U S TREASURY NOTE 3 125000% 05/15/2019 MN ON THE RUN SR LIEN	May 15 2009	Aug 26 2009	20,000 00	19,467 11	19,953.99	0 00	(486 88)	(486 88)	ST
U S TREASURY NOTE 0 875000% 04/30/2011 AO ON THE RUN SR LIEN	May 15 2009	Sep 03 2009	50,000 00	50,099.61	50,011.77 [3]	0.00	85 77	87 84	ST

[3] Basis has been adjusted by Accretion or Amortization (using Straight-Line method) and/or Original Issue Discount (using Constant-Yield method)

THE BILL BASS FOUNDATION - TAXABLE FI
Realized Gains and Losses (Continued)

Period Ended December 31, 2009

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
U S TREASURY NOTE 0 875000% 05/31/2011 MN ON THE RUN SR LIEN	Jun 25 2009	Sep 03 2009	100,000 00	100,152 34	99,637 96 [3]	0.00	554 35	514 38	ST
U S TREASURY NOTE 1 125000% 06/30/2011 JD ON THE RUN SR LIEN	Jun 19 2009	Sep 03 2009	90,000 00	90,457 03	89,721 75	0 00	735 28	735 28	ST
U S TREASURY NOTE 3 250000% 07/31/2016 JJ ON THE RUN SR LIEN	Aug 07 2009	Sep 22 2009	40,000 00	40,549.84	39,422 03	0.00	1,127.81	1,127 81	ST
U S TREASURY NOTE 1 000000% 08/31/2011	Sep 03 2009	Sep 23 2009	100,000 00	100,113 28	100,121 55 [3]	0.00	(11 72)	(8 27)	ST
FA ON THE RUN SR LIEN	Sep 03 2009	Sep 23 2009	80,000 00	80,090.63	80,097 24 [3]	0.00	(9 37)	(6.62)	ST
U S TREASURY NOTE 1 750000% 08/15/2012 FA ON THE RUN SR LIEN	Aug 05 2009	Sep 23 2009	90,000 00	90,646 88	89,982 13	0 00	664 75	664 75	ST
U S TREASURY NOTE 3 625000% 08/15/2019 FA ON THE RUN SR LIEN	Aug 26 2009	Sep 24 2009	10,000 00	10,175 00	10,157 58 [3]	0 00	16 37	17.42	ST
GS INVESTMENT GRADE CREDIT SEPARATE A/C INST MUTUAL FUND	Apr 04 2007	Oct 13 2009	4,338 15	39,000.00	43,338.16	0 00	(4,338 16)	(4,338 16)	LT
GS MORTGAGES SEPARATE A/C INST MUTUAL FUND	Apr 04 2007	Oct 13 2009	7,222 79	71,000 00	71,650 05	0 00	(650 05)	(650 05)	LT
U S TREASURY NOTE 1.000000% 09/30/2011 MS ON THE RUN SR LIEN	Sep 23 2009	Oct 22 2009	180,000 00	180,196 88	180,000.00	0.00	196 88	196.88	ST
USII INFL IX BOND 2 500000% 01/15/2029 JJ ON THE RUN SR LIEN	Jan 27 2009	Oct 22 2009	15,000 00	16,123 07	15,459 48	0 00	663 59	663 59	ST
UST STRIP TPRIN DUE 11/15/2021 C	Apr 04 2007	Oct 22 2009	10,000.00	6,089 20	5,525 26	0 00	563 94	563 94	LT
	Jun 04 2009	Oct 22 2009	90,000 00	54,802 80	50,943 34	0 00	3,859 46	3,859 46	ST
GS INVESTMENT GRADE CREDIT SEPARATE A/C	Apr 04 2007	Nov 06 2009	5,422 69	48,750 00	54,172.69	0 00	(5,422 69)	(5,422 69)	LT
INST MUTUAL FUND	Apr 04 2007	Nov 06 2009	9,872 08	88,750.00	98,622.08	0 00	(9,872 08)	(9,872.08)	LT
U S TREASURY NOTE 1 875000% 04/30/2014 AO ON THE RUN	Apr 29 2009	Nov 06 2009	10,000 00	9,900.36	9,962 50	0.00	(62 14)	(62 14)	ST
U S TREASURY NOTE 3 875000% 05/15/2018 MN ON THE RUN	Aug 05 2008	Nov 06 2009	50,000 00	51,911.91	49,435.75	0.00	2,476 16	2,476.16	LT
U S TREASURY NOTE 4 250000% 11/15/2017 MN ON THE RUN	Sep 24 2009	Nov 06 2009	10,000 00	10,699.18	10,688.01 [3]	0.00	2.30	11.17	ST
GS MORTGAGES SEPARATE A/C INST MUTUAL FUND	Apr 04 2007	Nov 10 2009	8,964 65	88,750 00	88,929 29	0 00	(179 29)	(179.29)	LT

[3] Basis has been adjusted by Accretion or Amortization (using Straight-Line method) and/or Original Issue Discount (using Constant-Yield method)

THE BILL BASS FOUNDATION - TAXABLE FI

Realized Gains and Losses (Continued)

Period Ended December 31, 2009

	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
SHORT TERM GAINS	1,650,297 31	1,618,437 32	0 00	30,909.03	31,859.99
SHORT TERM LOSSES	474,127.12	476,573 86	0.00	(2,467 51)	(2,446 74)
NET SHORT TERM GAINS (LOSSES)	**2,124,424.43**	**2,095,011.18**	**0.00**	**28,441.52**	**29,413.25**
LONG TERM GAINS	307,375 09	294,840.95	0 00	9,791 87	12,534.14
LONG TERM LOSSES	758,600 00	811,136 80	0 00	(52,536 80)	(52,536.80)
NET LONG TERM GAINS (LOSSES)	**1,065,975.09**	**1,105,977.76**	**0.00**	**(42,744.93)**	**(40,002.67)**

Goldman Sachs PRIVATE WEALTH MANAGEMENT

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Realized Gains/Losses 1099

Terminated-B B Foundation - Taxable FI 021-10501-0 (Closed)

1099 revisions Certain investment companies such as Mutual Funds and REITs may recharacterize the nature of their distributions after the 1099 mailing deadline Any changes these companies make in the tax treatment of their distributions will be reported to you on a Form 1099 marked **revised** during the final week of March
If you are issued a revised Form 1099 it will be posted separately from your original Form 1099 Please note that we will only furnish the IRS with the final version of your 1099s If you have any questions, please contact your Private Wealth Management team

Base Currency :USD

The Tax Center contains the following information about your account(s) if applicable

- **Realized Gains and Losses.** See your realized gains and losses
- **1099s.** See your actual 1099s from 1995 to present
- **Goldman Sachs Mutual Funds.** Shareholder Tax Information
- **K-1s** can be located on the Fund Correspondence Tab

Select an Account or Group
Terminated-B B Foundation 021-10501-0 (Closed) go

2 Choose An Existing View
Realized Gains/Losses go
› Customize this view or
› Create One

Choose a Date Range
From Date 01-Jan-2009
To Date 31-Dec-2009 go

4 Search By Symbol/CUSIP go

Include Options

Gain Type	Gains	Losses	Total
Short-Term	31,859 99	-2,446 74	29,413 25
Long-Term	12,534 14	-52,536 80	-40,002 67
Total Realized Gains/Losses:	**44,394.12**	**-54,983.54**	**-10,589.42**

Realized Gains/Losses

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
FH43AQS8	FHLB 1 625% 01/21/2011 JJ SR LIEN	15-Jan-2009	11-Mar-2009	100,000	100,140 42	99,880 000	260 42	54	Short-Term
FH2TE674	FHLB 5 375% 07/17/2009 JJ	14-Oct-2008	11-Mar-2009	80,000	81,276 24	80,678 522	597 72	148	Short-Term
FL43FWB7	FHLMC 3 75% 03/27/2019 MS SER REFERENC SR LIEN	26-Mar-2009	08-May-2009	10,000	9,991.65	9,972 700	18 95	43	Short-Term
FL430CH9	FHLMC MTN 2 875% 06/28/2010 JD	21-Oct-2008	28-Apr-2009	100,000	102,167 10	99,629 505	2,537 60	189	Short-Term
FL430CH9	FHLMC MTN 2 875% 06/28/2010 JD	21-Oct-2008	25-Jun-2009	100,000	102,290 40	99,680 818	2,609 58	247	Short-Term
FD43E7C6	FNMA 1 75% 03/23/2011 MS	11-Mar-2009	04-Jun-2009	100,000	101,314 30	99,985 010	1,329 29	85	Short-Term
FD2RF939	FNMA 4 625000% 10/15/2013 AO	28-Apr-2008	12-Jun-2009	160,000	171,774 40	164,836 981	6,937 42	410	Long-Term
GSCPX	GS INVESTMENT GRADE CREDIT SEPARATE A/C INST MUTUAL FUND	04-Apr-2007	27-Apr-2009	6,603 774	52,500 00	65,971 702	-13,471 70	754	Long-Term
GSCPX	GS INVESTMENT GRADE CREDIT SEPARATE A/C INST MUTUAL FUND	04-Apr-2007	13-Oct-2009	4,338 154	39,000 00	43,338 159	-4,338 16	923	Long-Term
GSCPX	GS INVESTMENT GRADE CREDIT SEPARATE A/C INST MUTUAL FUND	04-Apr-2007	06-Nov-2009	9,872 08	88,750 00	98,622 079	-9,872 08	947	Long-Term
GSCPX	GS INVESTMENT GRADE CREDIT SEPARATE A/C INST MUTUAL FUND	04-Apr-2007	06-Nov-2009	5,422 692	48,750 00	54,172 693	-5,422 69	947	Long-Term
GSUPX	GS MORTGAGES SEPARATE A/C INST MUTUAL FUND	04-Apr-2007	27-Apr-2009	11,872 999	111,250 00	117,780 149	-6,530 15	754	Long-Term
GSUPX	GS MORTGAGES SEPARATE A/C INST MUTUAL FUND	04-Apr-2007	15-May-2009	19,808 917	186,600 00	196,504 456	-9,904 46	772	Long-Term
GSUPX	GS MORTGAGES SEPARATE A/C INST MUTUAL FUND	04-Apr-2007	07-Aug-2009	7,476 636	72,000 00	74,168 229	-2,168 23	856	Long-Term
GSUPX	GS MORTGAGES SEPARATE A/C INST MUTUAL FUND	04-Apr-2007	13-Oct-2009	7,222 787	71,000 00	71,650 047	-650 05	923	Long-Term
GSUPX	GS MORTGAGES SEPARATE A/C INST MUTUAL FUND	04-Apr-2007	10-Nov-2009	8,964 646	88,750 00	88,929 288	-179 29	951	Long-Term
3JS1S1	JPMORGAN CHASE & CO 2.625% 12/01/2010	18-Dec-2008	07-Aug-2009	120,000	122,677 80	121,439.349	1,238 45	231	Short-Term
TB6327	U S TREASURY BOND 6 375% 08-15-2027	28-Apr-2009	15-May-2009	20,000	25,912 42	26,491 308	-578 89	17	Short-Term
TB8520	U S TREASURY BOND 8 50% 02/15/2020 FA	01-Apr-2008	15-May-2009	50,000	71,988 08	69,606 192	2,381 89	409	Long-Term
TN43H4I9	U S TREASURY NOTE 0 875000% 04/30/2011 AO ON THE RUN SR LIEN	15-May-2009	03-Sep-2009	50,000	50,099 61	50,011 774	87 84	111	Short-Term
TN087511	U S TREASURY NOTE 0 875000% 05/31/2011 MN ON THE RUN SR LIEN	04-Jun-2009	16-Jun-2009	10,000	9,932 00	9,989 063	-57 06	12	Short-Term
TN087511	U S TREASURY NOTE 0 875000% 05/31/2011 MN ON THE RUN SR LIEN	04-Jun-2009	19-Jun-2009	90,000	89,416 41	89,901 567	-485 16	15	Short-Term
TN087511	U S TREASURY NOTE 0 875000% 05/31/2011 MN ON THE RUN SR LIEN	25-Jun-2009	03-Sep-2009	100,000	100,152 34	99,637 962	514 38	70	Short-Term
TNOLD2	U S TREASURY NOTE 0 875000% 12/31/2010 JD ON THE RUN SR LIEN	22-Dec-2008	15-Jan-2009	30,000	30,075 00	30,008 705	66 30	24	Short-Term

TN10011H	U S TREASURY NOTE 1 000000% 08/31/2011 FA ON THE RUN SR LIEN	03-Sep-2009	23-Sep-2009	100,000	100,113 28	100,121 554	-8 27	20	Short-Term
TN10011H	U S TREASURY NOTE 1.000000% 08/31/2011 FA ON THE RUN SR LIEN	03-Sep-2009	23-Sep-2009	80,000	80,090 63	80,097 243	-6 62	20	Short-Term
TN10011I	U S TREASURY NOTE 1 000000% 09/30/2011 MS ON THE RUN SR LIEN	23-Sep-2009	22-Oct-2009	180,000	180,196 88	180,000 000	196 88	29	Short-Term
TN1111G	U S TREASURY NOTE 1 125000% 06/30/2011 JD ON THE RUN SR LIEN	19-Jun-2009	03-Sep-2009	90,000	90,457 03	89,721.750	735 28	76	Short-Term
TN137512	U S TREASURY NOTE 1 375000% 02/15/2012 FA OFF THE RUN SR LIEN	11-Mar-2009	06-May-2009	90,000	90,214 45	89,824 520	389 93	56	Short-Term
TN137812	U.S TREASURY NOTE 1 375000% 05/15/2012 MN ON THE RUN SR LIEN	06-May-2009	16-Jun-2009	10,000	9,886 69	9,981 250	-94 56	41	Short-Term
TN137812	U S TREASURY NOTE 1 375000% 05/15/2012 MN ON THE RUN SR LIEN	06-May-2009	07-Jul-2009	70,000	69,912 50	69,868 750	43 75	62	Short-Term
TN137812	U S TREASURY NOTE 1 375000% 05/15/2012 MN ON THE RUN SR LIEN	15-May-2009	07-Jul-2009	20,000	19,975 00	20,039 582	-64 58	53	Short-Term
TN1512	U S TREASURY NOTE 1 500000% 07/15/2012 JJ ON THE RUN SR LIEN	07-Jul-2009	05-Aug-2009	90,000	89,493 75	89,932 480	-438 73	29	Short-Term
TN15013	U S TREASURY NOTE 1 500000% 12/31/2013 JD ON THE RUN SR LIEN	23-Dec-2008	15-Jan-2009	20,000	20,108 53	19,983 300	125 23	23	Short-Term
TN1714	U S TREASURY NOTE 1 750000% 03/31/2014 MS ON THE RUN SR LIEN	23-Apr-2009	29-Apr-2009	10,000	9,918 62	9,927 770	-9 15	6	Short-Term
TN1712	U S TREASURY NOTE 1 750000% 08/15/2012 FA ON THE RUN SR LIEN	05-Aug-2009	23-Sep-2009	90,000	90,646 88	89,982 130	664 75	49	Short-Term
TN18714	U S TREASURY NOTE 1 875000% 04/30/2014 AO ON THE RUN	29-Apr-2009	06-Nov-2009	10,000	9,900 36	9,962 500	-62 14	191	Short-Term
TN22514	U S TREASURY NOTE 2 250000% 05/31/2014 MN ON THE RUN SR LIEN	12-Jun-2009	16-Jun-2009	10,000	9,777 70	9,746 407	31 29	4	Short-Term
TN3119	U S TREASURY NOTE 3 125000% 05/15/2019 MN ON THE RUN SR LIEN	15-May-2009	26-Aug-2009	20,000	19,467 11	19,953.990	-486 88	103	Short-Term
TN32516G	U S TREASURY NOTE 3 250000% 07/31/2016 JJ ON THE RUN SR LIEN	07-Aug-2009	22-Sep-2009	40,000	40,549 84	39,422 030	1,127 81	46	Short-Term
TN3518	U S TREASURY NOTE 3 500000% 02/15/2018 FA ON THE RUN	07-May-2008	15-Jan-2009	20,000	22,167 11	19,476 867	2,690 24	253	Short-Term
TN3518	U S TREASURY NOTE 3 500000% 02/15/2018 FA ON THE RUN	07-May-2008	26-Mar-2009	10,000	10,639 80	9,745 262	894 54	323	Short-Term
TN3518	U S TREASURY NOTE 3 500000% 02/15/2018 FA ON THE RUN	07-May-2008	23-Apr-2009	20,000	21,036 64	19,494 918	1,541 72	351	Short-Term
TN3619	U S TREASURY NOTE 3 625000% 08/15/2019 FA ON THE RUN SR LIEN	26-Aug-2009	24-Sep-2009	10,000	10,175 00	10,157 578	17 42	29	Short-Term
TN3718	U S TREASURY NOTE 3 750000% 11/15/2018 MN ON THE RUN SR LIEN	18-Nov-2008	27-Jan-2009	40,000	44,051 40	40,295 168	3,756 23	70	Short-Term
TN3718	U S TREASURY NOTE 3 750000% 11/15/2018 MN ON THE RUN SR LIEN	18-Nov-2008	26-Mar-2009	10,000	10,789 41	10,072 778	716 63	127	Short-Term
TN3818	U S TREASURY NOTE 3 875000% 05/15/2018 MN ON THE RUN	05-Aug-2008	06-Nov-2009	50,000	51,911 91	49,435 750	2,476 16	458	Long-Term
TN4217	U S TREASURY NOTE 4 250000% 11/15/2017 MN ON THE RUN	24-Sep-2009	06-Nov-2009	10,000	10,699 18	10,688 009	11 17	43	Short-Term
TIP20	USII INFL IX BOND 2 500000% 01/15/2029 JJ ON THE RUN SR LIEN	27-Jan-2009	28-Apr-2009	25,000	26,085 48	25,350 038	735 44	90	Short-Term
TIP20	USII INFL IX BOND 2 500000% 01/15/2029 JJ ON THE RUN SR LIEN	27-Jan-2009	10-Jun-2009	10,000	10,020 85	10,175 552	-154 70	133	Short-Term
TIP20	USII INFL IX BOND 2 500000% 01/15/2029 JJ ON THE RUN SR LIEN	27-Jan-2009	29-Jun-2009	10,000	10,421 55	10,191 212	230 34	152	Short-Term
TIP20	USII INFL IX BOND 2 500000% 01/15/2029 JJ ON THE RUN SR LIEN	27-Jan-2009	22-Oct-2009	15,000	16,123 07	15,459 478	663 59	267	Short-Term
P#081526	UST STRIP TPRIN DUE 08/15/2026 STRIP PRIN OF T 6 75% 08/15/26	21-Oct-2008	27-Jan-2009	40,000	21,257 20	17,089 444	4,167 76	98	Short-Term
P#111521	UST STRIP TPRIN DUE 11/15/2021 C	04-Apr-2007	16-Jun-2009	10,000	5,611 50	5,436 770	174 73	804	Long-Term
P#111521	UST STRIP TPRIN DUE 11/15/2021 C	04-Jun-2009	22-Oct-2009	90,000	54,802 80	50,943 340	3,859 46	140	Short-Term
P#111521	UST STRIP TPRIN DUE 11/15/2021 C	04-Apr-2007	22-Oct-2009	10,000	6,089 20	5,525 260	563 94	932	Long-Term
TOTAL					**3,190,399.52**		**-10,589.42**		

- Global Manager Strategies[SM] and GMS Alpha+[SM] are registered service marks of Goldman, Sachs & Co

- N Recent news is available regarding this company G Goldman Sachs has recently published research regarding this company News and Research indicators are based on Eastern Standard Time (United States)

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Form **8868** (Rev April 2009)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization THE BILL BASS FOUNDATION C/O GRIFFITH & JACOBSON, LLC	**Employer identification number** 61-6314816
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 55 WEST MONROE STREET	
	City, town or post office, state, and ZIP code For a foreign address, see instructions CHICAGO, IL 60603-5000	

Check type of return to be filed (file a separate application for each return)

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ LOUIS A. RASCIA,TRUSTEE

Telephone No ▶ 312 236-8110 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . ▶ [ ] If it is for part of the group, check this box . . ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 2010 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2009 or

▶ [ ] tax year beginning ______ , ____ , and ending ______ , ____ .

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 808.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 1,828.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 4-2009)

JSA
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