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

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

Name of foundation
THE ALSAM FOUNDATION 22-05171

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
THE NORTHERN TRUST COMPANY, AS TRUSTEE

City or town, state, and ZIP code
P.O. BOX 804298, CHICAGO, IL 60680

A Employer identification number: 74-2364289

B Telephone number (see page 10 of the instructions): (801) 266-4950

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 176,882,391.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	3,585,310.	3,585,310.		STMT 1
	5a Gross rents	330,960.	330,960.	NONE	
	b Net rental income or (loss) 324,179.				
	6a Net gain or (loss) from sale of assets not on line 10	-4,171,706.			
	b Gross sales price for all assets on line 6a 22,119,782.				
	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)	107,593.			STMT 2
	12 **Total** Add lines 1 through 11	-147,843.	3,916,270.	NONE	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	648,487.	248,838.		399,649.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits	11,027.	NONE	NONE	11,027.
	16a Legal fees (attach schedule) STMT 3	529.	NONE	NONE	529.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 4	279,838.	279,838.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	72,777.	17,852.		
	19 Depreciation (attach schedule) and depletion	6,781.	6,781.		
	20 Occupancy	8,945.			8,945.
	21 Travel, conferences, and meetings	12,836.	NONE	NONE	12,836.
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 6	4,908.			4,908.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,046,128.	553,309.	NONE	437,894.
	25 Contributions, gifts, grants paid	8,573,506.			8,573,506.
	26 **Total expenses and disbursements** Add lines 24 and 25	9,619,634.	553,309.	NONE	9,011,400.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-9,767,477.			
	b **Net investment income** (if negative, enter -0-)		3,362,961.		
	c **Adjusted net income** (if negative, enter -0-)			NONE	

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Part II Balance Sheets Attached sche[redacted]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	7,481.	32,335.	32,335.
	2	Savings and temporary cash investments	15,527,492.	7,273,967.	7,273,967.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	1,111,078.		
	b	Investments - corporate stock (attach schedule) STMT 7	52,394,464.	48,399,500.	48,379,318.
	c	Investments - corporate bonds (attach schedule) STMT 8	44,037,779.	42,526,270.	44,455,749.
	11	Investments - land, buildings, and equipment basis ▶ 1,195,969.			
		Less accumulated depreciation (attach schedule) ▶ 117,622.	1,085,128.	1,078,347.	3,010,000.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 9	66,392,986.	71,112,339.	73,871,464.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ STMT 10)	-178,425.	-140,442.	-140,442.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	180,377,983.	170,282,316.	176,882,391.
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 ▶)	220.		
	23	**Total liabilities** (add lines 17 through 22)	220.		
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds	180,377,763.	170,282,316.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	180,377,763.	170,282,316.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	180,377,983.	170,282,316.	

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	180,377,763.
2	Enter amount from Part I, line 27a	2	-9,767,477.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	170,610,286.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	327,970.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	170,282,316.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** -4,171,706.

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	11,746,405.	136,688,305.	0.08593569874
2007	31,176,543.	122,056,457.	0.25542723233
2006	31,081,215.	105,025,153.	0.29594067813
2005	3,718,802.	107,744,646.	0.03451495864
2004	9,273,524.	108,009,886.	0.08585810377

2	**Total** of line 1, column (d)	2	0.75767667161
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	0.15153533432
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	116,678,007.
5	Multiply line 4 by line 3	5	17,680,841.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	33,630.
7	Add lines 5 and 6	7	17,714,471.
8	Enter qualifying distributions from Part XII, line 4	8	9,011,400.

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 Investm[redacted] Income (Section 4940(a), 4940(b), 4940(e), [redacted]948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	67,259.
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	67,259.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	67,259.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	59,375.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	25,550.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	84,925.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	17,666.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax ▶** 17,666. **Refunded ▶**	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 12			
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 [redacted]vities *(continued)*

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

Website address ▶ N/A

14 The books are in care of ▶ THE ALSAM FOUNDATION Telephone no. ▶ (801)266-4950

Located at ▶ 6190 S. MOFFAT FARM LANE, SALT LAKE CITY, UT ZIP + 4 ▶ 84121

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

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

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

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

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		**5b**	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		648,487.	-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		NONE	NONE	NONE

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	118,434,888.
b	Average of monthly cash balances	1b	19,941.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	118,454,829.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	118,454,829.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	1,776,822.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	116,678,007.
6	**Minimum investment return.** Enter 5% of line 5	6	5,833,900.

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	5,833,900.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	67,259.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	67,259.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	5,766,641.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	5,766,641.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	5,766,641.

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	9,011,400.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	9,011,400.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	9,011,400.

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				5,766,641.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years: 20 07 ,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 . . . . . . NONE				
b From 2005 . . . . . . NONE				
c From 2006 . . . . . . 24,228,565.				
d From 2007 . . . . . . 25,326,046.				
e From 2008 . . . . . . 4,763,075.				
f **Total** of lines 3a through e	54,317,686.			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ $ 9,011,400.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				5,766,641.
e Remaining amount distributed out of corpus	3,244,759.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	57,562,445.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	57,562,445.			
10 Analysis of line 9:				
a Excess from 2005 . . . NONE				
b Excess from 2006 . . . 24,228,565.				
c Excess from 2007 . . . 25,326,046.				
d Excess from 2008 . . . 4,763,075.				
e Excess from 2009 . . . 3,244,759.				

Part XIV Private Operating Founda[redacted]s (see page 27 of the instructions and Pa[redacted]I-A, question 9) NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT 23				
Total . . . . ▶ **3a**				8,573,506.
b *Approved for future payment* SEE STATEMENT 26				
Total . . . . ▶ **3b**				30,924,367.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
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	3,585,310.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	324,179.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-4,171,706.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b FEDERAL TAX REFUND			14	60,154.	
c DEFERRED INCOME			14	57,370.	
d PARTNERSHIP LOSS			14	-9,931.	
e					
12 Subtotal. Add columns (b), (d), and (e)				-154,624.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -154,624.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee NORTHERN TRUST COMPANY | Date 08/03/2010 | Title OFFICER

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	Phone no.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					106,942.	
		5565. HALLIBURTON CO PROPERTY TYPE: SECURITIES					10/30/2008	01/09/2009
114,557.00		258,060.00					-143503.00	
		2800. ALLEGHENY ENERGY INC PROPERTY TYPE: SECURITIES					08/03/2007	01/13/2009
93,351.00		140,096.00					-46,745.00	
		4465. CVS CORP PROPERTY TYPE: SECURITIES					05/23/2008	01/14/2009
116,986.00		188,874.00					-71,888.00	
		2290. SAP AKTIENGESELLSCHAFT SPONSORED A PROPERTY TYPE: SECURITIES					10/07/2008	01/14/2009
77,137.00		86,145.00					-9,008.00	
		1000. WELLS FARGO & CO NEW PROPERTY TYPE: SECURITIES					12/17/2008	01/15/2009
21,126.00		30,318.00					-9,192.00	
		.05 BK AMER CORP COM PROPERTY TYPE: SECURITIES					11/17/2005	01/16/2009
1.00		4.00					-3.00	
		6200. HEXCEL CORP NEW COM PROPERTY TYPE: SECURITIES					08/03/2007	01/16/2009
42,103.00		121,937.00					-79,834.00	
		875. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES					05/19/2006	01/20/2009
70,331.00		55,326.00					15,005.00	
		4850. AUTODESK, INC PROPERTY TYPE: SECURITIES					06/18/2008	01/20/2009
78,096.00		188,441.00					-110345.00	
		179. ADR DAIWA HOUSE IND LTD ADR PROPERTY TYPE: SECURITIES					02/13/2008	01/20/2009
16,636.00		18,787.00					-2,151.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		685. WATERS CORP PROPERTY TYPE: SECURITIES					05/23/2008	01/20/2009
26,055.00		43,469.00					-17,414.00	
		2285. WELLS FARGO & CO NEW PROPERTY TYPE: SECURITIES					12/17/2008	01/20/2009
36,925.00		69,277.00					-32,352.00	
		169. ADR SANOFI-AVENTIS SPONSORED ADR PROPERTY TYPE: SECURITIES					04/08/2008	01/21/2009
5,231.00		6,487.00					-1,256.00	
		2945. WELLS FARGO & CO NEW PROPERTY TYPE: SECURITIES					12/17/2008	01/22/2009
47,891.00		84,563.00					-36,672.00	
		188. ADR SANOFI-AVENTIS SPONSORED ADR PROPERTY TYPE: SECURITIES					04/08/2008	01/23/2009
5,716.00		7,217.00					-1,501.00	
		13487.39 PIMCO FUNDS TOTAL RETURN FUND I PROPERTY TYPE: SECURITIES					03/26/2002	01/26/2009
137,437.00		140,755.00					-3,318.00	
		3245. ERICSSON L M TEL CO ADR CL B PROPERTY TYPE: SECURITIES					03/20/2008	01/27/2009
26,828.00		29,101.00					-2,273.00	
		2500. FLOWERS FOODS INC PROPERTY TYPE: SECURITIES					08/03/2007	01/27/2009
57,350.00		53,339.00					4,011.00	
		560. GOODRICH PETE CORP NEW PROPERTY TYPE: SECURITIES					08/03/2007	01/27/2009
15,926.00		18,803.00					-2,877.00	
		1762. ADR SEKISUI HOUSE LTD SPONSORED AD PROPERTY TYPE: SECURITIES					10/16/2007	01/27/2009
15,070.00		21,037.00					-5,967.00	
		710. CATERPILLAR INC PROPERTY TYPE: SECURITIES					05/23/2008	01/28/2009
23,472.00		58,063.00					-34,591.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		295. DEERE & CO PROPERTY TYPE: SECURITIES					05/23/2008	01/28/2009
11,120.00		23,746.00					-12,626.00	
		355. GENERAL DYNAMICS CORP PROPERTY TYPE: SECURITIES					05/23/2008	01/28/2009
20,954.00		32,190.00					-11,236.00	
		4470. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES					03/12/1998	01/28/2009
79,610.00		91,356.00					-11,746.00	
		2080. PETRO-CDA PROPERTY TYPE: SECURITIES					02/15/2008	01/28/2009
49,241.00		94,927.00					-45,686.00	
		316. TDK CORP ADR PROPERTY TYPE: SECURITIES					07/23/2008	01/28/2009
12,033.00		19,426.00					-7,393.00	
		870. WATERS CORP PROPERTY TYPE: SECURITIES					05/23/2008	01/28/2009
32,760.00		55,208.00					-22,448.00	
		2615. ERICSSON L M TEL CO ADR CL B PROPERTY TYPE: SECURITIES					03/20/2008	01/29/2009
21,044.00		23,451.00					-2,407.00	
		2451. ADR GOLD FIELDS LTD NEW SPONSORED PROPERTY TYPE: SECURITIES					05/23/2008	01/29/2009
26,062.00		34,778.00					-8,716.00	
		752. BARRICK GOLD CORP PROPERTY TYPE: SECURITIES					01/16/2007	01/30/2009
29,509.00		21,822.00					7,687.00	
		206. ADR GOLD FIELDS LTD NEW SPONSORED A PROPERTY TYPE: SECURITIES					02/01/2008	01/30/2009
2,221.00		2,908.00					-687.00	
		3000. WEBSTER FINL CORP WATERBURY CONN PROPERTY TYPE: SECURITIES					08/13/2008	02/02/2009
11,487.00		66,257.00					-54,770.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3905. CATERPILLAR INC PROPERTY TYPE: SECURITIES					06/06/2008	02/03/2009
118,114.00		319,261.00					-201147.00	
		865. INTUITIVE SURGICAL INC COM NEW STK PROPERTY TYPE: SECURITIES					12/17/2008	02/03/2009
93,729.00		147,421.00					-53,692.00	
		2230. MICROCHIP TECHNOLOGY INC. PROPERTY TYPE: SECURITIES					11/24/2008	02/03/2009
42,715.00		39,618.00					3,097.00	
		2260. WATERS CORP PROPERTY TYPE: SECURITIES					05/23/2008	02/03/2009
82,603.00		143,415.00					-60,812.00	
		1400. SILVER STD RES INC COM PROPERTY TYPE: SECURITIES					08/11/2008	02/05/2009
28,593.00		36,440.00					-7,847.00	
		695. ROCKWELL COLLINS INC PROPERTY TYPE: SECURITIES					05/23/2008	02/06/2009
26,574.00		42,739.00					-16,165.00	
		4016.99 CF JOHNSTON INTL EQTY II LP FD PROPERTY TYPE: SECURITIES					06/13/2008	02/11/2009
29,558.00		39,144.00					-9,586.00	
		1379. ADR NEWCREST MNG LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					08/12/2008	02/12/2009
30,288.00		28,665.00					1,623.00	
		307. ANGLOGOLD LIMITED SPONSORED ADR PROPERTY TYPE: SECURITIES					03/05/2008	02/17/2009
9,770.00		11,334.00					-1,564.00	
		2955. ADR ARCELORMITTAL SA LUXEMBOURG N PROPERTY TYPE: SECURITIES					05/23/2008	02/25/2009
59,590.00		295,088.00					-235498.00	
		1149. CAMECO CORP COM PROPERTY TYPE: SECURITIES					09/16/2008	02/26/2009
16,452.00		36,176.00					-19,724.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		780. ADR LIHIR GOLD LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					07/24/2008	03/06/2009
15,927.00		21,398.00					-5,471.00	
		42. ADR LIHIR GOLD LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					01/17/2007	03/06/2009
858.00		973.00					-115.00	
		971. ADR GOLD FIELDS LTD NEW SPONSORED A PROPERTY TYPE: SECURITIES					02/01/2008	03/09/2009
10,664.00		13,706.00					-3,042.00	
		123. MAXIMUS INC PROPERTY TYPE: SECURITIES					07/12/2007	03/09/2009
4,086.00		5,320.00					-1,234.00	
		2500. GENERAL MILLS INC PROPERTY TYPE: SECURITIES					07/19/2007	03/10/2009
125,270.00		141,923.00					-16,653.00	
		1084. MAXIMUS INC PROPERTY TYPE: SECURITIES					07/12/2007	03/10/2009
36,403.00		46,883.00					-10,480.00	
		636. ADR TECHNIP SPONSORED ADR TECHNIP-C PROPERTY TYPE: SECURITIES					01/16/2007	03/10/2009
22,221.00		40,192.00					-17,971.00	
		394. ANGLOGOLD LIMITED SPONSORED ADR PROPERTY TYPE: SECURITIES					03/05/2008	03/11/2009
12,485.00		14,546.00					-2,061.00	
		904. MAXIMUS INC PROPERTY TYPE: SECURITIES					07/12/2007	03/11/2009
30,371.00		37,623.00					-7,252.00	
		330. ADR GOLD FIELDS LTD NEW SPONSORED A PROPERTY TYPE: SECURITIES					04/07/2008	03/12/2009
4,038.00		4,572.00					-534.00	
		1756. ADR GOLD FIELDS LTD NEW SPONSORED PROPERTY TYPE: SECURITIES					02/01/2008	03/12/2009
21,488.00		24,786.00					-3,298.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		745. KT CORPORATION SPONSORED ADR PROPERTY TYPE: SECURITIES					10/12/2007	03/12/2009
9,684.00		18,218.00					-8,534.00	
		520. SUNCOR ENERGY INC PROPERTY TYPE: SECURITIES					07/23/2008	03/12/2009
12,563.00		27,987.00					-15,424.00	
		525. SUNCOR ENERGY INC PROPERTY TYPE: SECURITIES					01/16/2007	03/12/2009
12,683.00		18,784.00					-6,101.00	
		802. ANGLOGOLD LIMITED SPONSORED ADR PROPERTY TYPE: SECURITIES					03/05/2008	03/13/2009
27,390.00		29,608.00					-2,218.00	
		826. KT CORPORATION SPONSORED ADR PROPERTY TYPE: SECURITIES					10/12/2007	03/13/2009
10,659.00		20,098.00					-9,439.00	
		1431. ADR GOLD FIELDS LTD NEW SPONSORED PROPERTY TYPE: SECURITIES					04/07/2008	03/19/2009
17,763.00		19,824.00					-2,061.00	
		972. NEWMONT MINING CORP NEW COMMON STOC PROPERTY TYPE: SECURITIES					07/12/2007	03/19/2009
41,057.00		39,210.00					1,847.00	
		600. AUTOZONE INC PROPERTY TYPE: SECURITIES					01/18/2007	03/23/2009
94,435.00		74,350.00					20,085.00	
		1300. PNC BANK CORP PROPERTY TYPE: SECURITIES					02/18/2009	03/24/2009
43,302.00		32,365.00					10,937.00	
		1580. SUNPOWER CORP COM CL A PROPERTY TYPE: SECURITIES					11/12/2008	03/24/2009
36,774.00		50,759.00					-13,985.00	
		710. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					03/02/2009	03/25/2009
32,068.00		33,167.00					-1,099.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		740. ADOBE SYS INC PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
15,984.00		30,646.00					-14,662.00	
		375. AIR PRODUCTS & CHEMICALS INC COM PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
21,114.00		37,014.00					-15,900.00	
		275. APACHE CORP PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
18,123.00		38,466.00					-20,343.00	
		250. APOLLO GROUP INC CL A PROPERTY TYPE: SECURITIES					02/25/2009	03/25/2009
18,852.00		18,961.00					-109.00	
		330. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES					05/19/2006	03/25/2009
34,521.00		20,866.00					13,655.00	
		420. BAXTER INTL INC PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
20,560.00		25,415.00					-4,855.00	
		310. BECTON DICKINSON & CO PROPERTY TYPE: SECURITIES					03/14/2008	03/25/2009
20,433.00		26,556.00					-6,123.00	
		535. BHP LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
24,061.00		47,902.00					-23,841.00	
		140. BLACKROCK INC CL A PROPERTY TYPE: SECURITIES					10/10/2008	03/25/2009
17,686.00		20,604.00					-2,918.00	
		285. BOEING CO PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
10,311.00		23,300.00					-12,989.00	
		255. BURLINGTON NORTHN SANTA FE CORP PROPERTY TYPE: SECURITIES					02/13/2009	03/25/2009
14,502.00		17,069.00					-2,567.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		350. CELGENE CORP PROPERTY TYPE: SECURITIES					06/18/2008	03/25/2009
15,589.00		21,079.00					-5,490.00	
		2050. CISCO SYS INC PROPERTY TYPE: SECURITIES					02/06/2009	03/25/2009
33,517.00		34,522.00					-1,005.00	
		380. COSTCO WHSL CORP NEW PROPERTY TYPE: SECURITIES					07/28/2008	03/25/2009
17,400.00		23,256.00					-5,856.00	
		395. DANAHER CORP PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
21,492.00		30,016.00					-8,524.00	
		365. DEERE & CO PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
12,200.00		29,381.00					-17,181.00	
		1010. WALT DISNEY CO PROPERTY TYPE: SECURITIES					11/18/2003	03/25/2009
18,099.00		22,653.00					-4,554.00	
		390. ECOLAB INC PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
13,127.00		17,115.00					-3,988.00	
		335. FPL GROUP INC PROPERTY TYPE: SECURITIES					03/05/2009	03/25/2009
17,108.00		14,465.00					2,643.00	
		95. FIRST SOLAR INC COM PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
12,226.00		26,173.00					-13,947.00	
		310. GENERAL DYNAMICS CORP PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
12,273.00		28,110.00					-15,837.00	
		420. GENERAL MILLS INC PROPERTY TYPE: SECURITIES					12/10/2008	03/25/2009
20,442.00		25,629.00					-5,187.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		240. GENZYME CORP GENL DIV PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
13,289.00		16,393.00					-3,104.00	
		755. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
32,694.00		39,975.00					-7,281.00	
		115. GOOGLE INC CL A PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
38,819.00		62,811.00					-23,992.00	
		665. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES					01/24/2005	03/25/2009
20,116.00		13,364.00					6,752.00	
		415. ITT INDS INC PROPERTY TYPE: SECURITIES					03/21/2007	03/25/2009
15,809.00		25,523.00					-9,714.00	
		435. INTL BUSINESS MACHINES CORP PROPERTY TYPE: SECURITIES					06/18/2008	03/25/2009
42,056.00		54,326.00					-12,270.00	
		825. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					03/25/2009	03/25/2009
21,790.00		23,232.00					-1,442.00	
		670. JACOBS ENGR GROUP INC PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
25,378.00		61,520.00					-36,142.00	
		430. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
22,429.00		28,006.00					-5,577.00	
		115. MASTERCARD INC CL A PROPERTY TYPE: SECURITIES					03/19/2009	03/25/2009
18,401.00		18,493.00					-92.00	
		915. MCDONALDS CORP PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
48,888.00		53,108.00					-4,220.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1640. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES					03/12/1998	03/25/2009
28,864.00		33,518.00					-4,654.00	
		275. MONSANTO CO COM PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
22,272.00		33,508.00					-11,236.00	
		290. MORGAN STANLEY DEAN WITTER & CO COM PROPERTY TYPE: SECURITIES					03/25/2009	03/25/2009
7,077.00		7,646.00					-569.00	
		340. MOSAIC CO COM PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
14,893.00		40,871.00					-25,978.00	
		510. NATIONAL-OILWELL INC PROPERTY TYPE: SECURITIES					08/31/2006	03/25/2009
16,188.00		16,843.00					-655.00	
		545. NATIONAL SEMICONDUCTOR CORP PROPERTY TYPE: SECURITIES					03/13/2009	03/25/2009
5,434.00		5,797.00					-363.00	
		615. NIKE INC CLASS B PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
27,924.00		39,945.00					-12,021.00	
		345. ADR NOVARTIS AG SPONSORED ADR ISIN PROPERTY TYPE: SECURITIES					08/14/2008	03/25/2009
13,077.00		19,553.00					-6,476.00	
		2100. ORACLE CORPORATION PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
37,317.00		46,200.00					-8,883.00	
		1013.56 PIMCO FUNDS TOTAL RETURN FUND IN PROPERTY TYPE: SECURITIES					03/26/2002	03/25/2009
10,207.00		10,578.00					-371.00	
		560. PEPSICO INC PROPERTY TYPE: SECURITIES					04/20/2006	03/25/2009
29,071.00		32,303.00					-3,232.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		440. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES					03/24/2006	03/25/2009
20,879.00		25,758.00					-4,879.00	
		170. RESEARCH IN MOTION LTD PROPERTY TYPE: SECURITIES					02/24/2009	03/25/2009
7,118.00		6,757.00					361.00	
		345. ROCKWELL COLLINS INC PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
11,357.00		21,216.00					-9,859.00	
		650. SCHLUMBERGER LTD ISIN #AN8068571086 PROPERTY TYPE: SECURITIES					12/10/2008	03/25/2009
28,497.00		28,540.00					-43.00	
		970. CHARLES SCHWAB CORP NEW PROPERTY TYPE: SECURITIES					10/31/2008	03/25/2009
14,161.00		18,076.00					-3,915.00	
		450. STRYKER CORP PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
14,823.00		28,075.00					-13,252.00	
		355. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES					06/24/2002	03/25/2009
15,273.00		11,816.00					3,457.00	
		445. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					02/13/2009	03/25/2009
9,222.00		13,029.00					-3,807.00	
		255. WAL MART STORES INC PROPERTY TYPE: SECURITIES					10/16/2008	03/25/2009
12,962.00		12,990.00					-28.00	
		840. WESTERN UNION CO PROPERTY TYPE: SECURITIES					02/12/2009	03/25/2009
10,065.00		10,585.00					-520.00	
		535. ACCENTURE LTD BERMUDA CL A PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
16,544.00		19,813.00					-3,269.00	

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		535. #REORG/COVIDEN LTD PLAN OF REORG TO PROPERTY TYPE: SECURITIES					08/07/2008	03/25/2009
17,197.00		27,557.00					-10,360.00	
		175. ALCON INC PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
16,313.00		26,822.00					-10,509.00	
		215. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES					05/23/2008	03/25/2009
12,983.00		32,862.00					-19,879.00	
		40. GENENTECH INC NEW PROPERTY TYPE: SECURITIES					10/02/2008	03/26/2009
3,800.00		3,485.00					315.00	
		3900. GENENTECH INC NEW PROPERTY TYPE: SECURITIES					08/31/2006	03/26/2009
370,500.00		321,250.00					49,250.00	
		197823.94 PIMCO FUNDS TOTAL RETURN FUND PROPERTY TYPE: SECURITIES					03/26/2002	03/27/2009
2000000.00		2064501.00					-64,501.00	
		990. ADR LONMIN PUB LTD CO SPONSORED ADR PROPERTY TYPE: SECURITIES					08/01/2008	04/06/2009
22,297.00		45,939.00					-23,642.00	
		358. ADR LONMIN PUB LTD CO SPONSORED ADR PROPERTY TYPE: SECURITIES					01/17/2007	04/06/2009
8,063.00		19,783.00					-11,720.00	
		3265. ITT INDS INC PROPERTY TYPE: SECURITIES					03/21/2007	04/08/2009
125,515.00		200,804.00					-75,289.00	
		900. ITC HLDGS CORP COM STK PROPERTY TYPE: SECURITIES					09/17/2007	04/08/2009
38,927.00		42,120.00					-3,193.00	
		486. IVANHOE MINES LTD COM PROPERTY TYPE: SECURITIES					01/11/2008	04/08/2009
3,064.00		5,122.00					-2,058.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
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		1000. ADR SEKISUI HOUSE LTD SPONSORED AD PROPERTY TYPE: SECURITIES					10/16/2007	04/08/2009
8,234.00		11,939.00					-3,705.00	
		2047. IVANHOE MINES LTD COM PROPERTY TYPE: SECURITIES					01/11/2008	04/09/2009
12,885.00		21,502.00					-8,617.00	
		2400. PETROHAWK ENERGY CORP COM PROPERTY TYPE: SECURITIES					08/03/2007	04/09/2009
51,072.00		36,297.00					14,775.00	
		800. RANGE RES CORP PROPERTY TYPE: SECURITIES					01/17/2007	04/09/2009
34,028.00		22,292.00					11,736.00	
		1206. KT CORPORATION SPONSORED ADR PROPERTY TYPE: SECURITIES					01/16/2008	04/14/2009
17,607.00		29,142.00					-11,535.00	
		1206. KT CORPORATION SPONSORED ADR PROPERTY TYPE: SECURITIES					01/16/2008	04/15/2009
17,204.00		28,893.00					-11,689.00	
		1990. FLOWERS FOODS INC PROPERTY TYPE: SECURITIES					08/03/2007	04/21/2009
47,943.00		42,458.00					5,485.00	
		1453. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					01/27/2009	04/22/2009
21,639.00		18,023.00					3,616.00	
		3250. NOBLE CORPORATION (SWITZERLAND) CO PROPERTY TYPE: SECURITIES					05/23/2008	04/24/2009
93,509.00		205,587.00					-112078.00	
		800. RANGE RES CORP PROPERTY TYPE: SECURITIES					01/17/2007	04/27/2009
31,911.00		22,292.00					9,619.00	
		4827. ENTEGRIS INC PROPERTY TYPE: SECURITIES					01/26/2009	04/29/2009
7,176.00		8,497.00					-1,321.00	

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		1700. AMERICAN RAILCAR INDS INC COM STK PROPERTY TYPE: SECURITIES					08/03/2007	04/30/2009
15,981.00		53,363.00					-37,382.00	
		9748. ENTEGRIS INC PROPERTY TYPE: SECURITIES					01/26/2009	04/30/2009
14,199.00		16,596.00					-2,397.00	
		1600. FEDEX CORP PROPERTY TYPE: SECURITIES					07/19/2007	05/01/2009
87,992.00		182,819.00					-94,827.00	
		3200. UNITRIN INC PROPERTY TYPE: SECURITIES					08/03/2007	05/04/2009
52,580.00		152,303.00					-99,723.00	
		.19 WALTER INVT MGMT CORP PROPERTY TYPE: SECURITIES					04/22/2009	05/04/2009
1.00		3.00					-2.00	
		2100. AMERICAN RAILCAR INDS INC COM STK PROPERTY TYPE: SECURITIES					08/03/2007	05/11/2009
17,265.00		65,501.00					-48,236.00	
		.9 ADR TNT N V SPONSORED ADR PROPERTY TYPE: SECURITIES					03/26/2009	05/11/2009
16.00		15.00					1.00	
		2465. BECTON DICKINSON & CO PROPERTY TYPE: SECURITIES					03/14/2008	05/12/2009
155,546.00		211,161.00					-55,615.00	
		1270. JACOBS ENGR GROUP INC PROPERTY TYPE: SECURITIES					05/23/2008	05/12/2009
49,388.00		116,612.00					-67,224.00	
		2944. ADR PROMISE CO LTD ADR PROPERTY TYPE: SECURITIES					01/17/2007	05/12/2009
20,312.00		50,845.00					-30,533.00	
		195. ADR TECHNIP SPONSORED ADR TECHNIP-C PROPERTY TYPE: SECURITIES					01/16/2007	05/12/2009
8,827.00		12,323.00					-3,496.00	

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		829. KT CORPORATION SPONSORED ADR PROPERTY TYPE: SECURITIES					01/17/2008	05/13/2009
12,277.00		19,857.00					-7,580.00	
		891. KT CORPORATION SPONSORED ADR PROPERTY TYPE: SECURITIES					01/17/2008	05/14/2009
12,901.00		20,310.00					-7,409.00	
		1045. KT CORPORATION SPONSORED ADR PROPERTY TYPE: SECURITIES					05/13/2008	05/14/2009
15,319.00		23,134.00					-7,815.00	
		2710. ADR NOVARTIS AG SPONSORED ADR ISIN PROPERTY TYPE: SECURITIES					01/29/2009	05/14/2009
108,669.00		130,753.00					-22,084.00	
		3236. ADR PROMISE CO LTD ADR PROPERTY TYPE: SECURITIES					01/17/2007	05/15/2009
21,861.00		55,888.00					-34,027.00	
		390. ADR LIHIR GOLD LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					01/17/2007	05/20/2009
9,275.00		9,039.00					236.00	
		441. ADR LIHIR GOLD LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					01/17/2007	05/20/2009
10,121.00		10,221.00					-100.00	
		15740.88 PIMCO FUNDS TOTAL RETURN FUND I PROPERTY TYPE: SECURITIES					03/08/2002	05/21/2009
164,020.00		164,273.00					-253.00	
		1222. ADR SEKISUI HOUSE LTD SPONSORED AD PROPERTY TYPE: SECURITIES					03/05/2008	05/21/2009
11,640.00		13,736.00					-2,096.00	
		1400. FOSTER L B CO CL A PROPERTY TYPE: SECURITIES					01/18/2007	06/01/2009
42,845.00		32,942.00					9,903.00	
		1027. ADR LIHIR GOLD LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					01/17/2007	06/01/2009
27,127.00		23,802.00					3,325.00	

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		200000. UNITED TECHNOLOGIES CORP NT 6.5%					07/16/2007	06/01/2009
		PROPERTY TYPE: SECURITIES						
200,000.00		204,356.00					-4,356.00	
		956. NEXEN INC COMMON					10/03/2007	06/02/2009
		PROPERTY TYPE: SECURITIES						
24,352.00		28,938.00					-4,586.00	
		5200. PFIZER INC					07/19/2007	06/02/2009
		PROPERTY TYPE: SECURITIES						
77,784.00		135,021.00					-57,237.00	
		560. SCHLUMBERGER LTD ISIN #AN8068571086					12/10/2008	06/05/2009
		PROPERTY TYPE: SECURITIES						
32,574.00		24,589.00					7,985.00	
		520. SCHLUMBERGER LTD ISIN #AN8068571086					12/20/1999	06/05/2009
		PROPERTY TYPE: SECURITIES						
30,247.00		12,913.00					17,334.00	
		1195. GENERAL MILLS INC					12/10/2008	06/09/2009
		PROPERTY TYPE: SECURITIES						
64,792.00		72,026.00					-7,234.00	
		215. BLACKROCK INC CL A					10/16/2008	06/12/2009
		PROPERTY TYPE: SECURITIES						
36,973.00		30,330.00					6,643.00	
		1700. SURMODICS INC COM					07/12/2007	06/12/2009
		PROPERTY TYPE: SECURITIES						
32,219.00		66,485.00					-34,266.00	
		181. ADR DAIWA HOUSE IND LTD ADR					03/13/2008	06/15/2009
		PROPERTY TYPE: SECURITIES						
18,250.00		18,900.00					-650.00	
		1000. COLFAX CORP COM US .01					05/14/2008	06/17/2009
		PROPERTY TYPE: SECURITIES						
7,829.00		23,032.00					-15,203.00	
		2100. GENERAL MILLS INC					03/19/2009	06/19/2009
		PROPERTY TYPE: SECURITIES						
114,867.00		110,655.00					4,212.00	

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		2200. ALTRA HLDGS INC COM PROPERTY TYPE: SECURITIES					08/03/2007	06/22/2009
17,491.00		36,816.00					-19,325.00	
		1070. BAXTER INTL INC PROPERTY TYPE: SECURITIES					05/23/2008	06/22/2009
53,988.00		64,747.00					-10,759.00	
		1210. CELGENE CORP PROPERTY TYPE: SECURITIES					05/23/2008	06/22/2009
56,385.00		71,334.00					-14,949.00	
		4000. COLFAX CORP COM US .01 PROPERTY TYPE: SECURITIES					05/14/2008	06/22/2009
31,440.00		92,127.00					-60,687.00	
		937.57 PIMCO FUNDS TOTAL RETURN FUND INS PROPERTY TYPE: SECURITIES					03/08/2002	06/26/2009
9,816.00		9,785.00					31.00	
		1005. GENERAL DYNAMICS CORP PROPERTY TYPE: SECURITIES					05/23/2008	07/01/2009
56,407.00		91,129.00					-34,722.00	
		211. NEWMONT MINING CORP NEW COMMON STOC PROPERTY TYPE: SECURITIES					06/15/2007	07/01/2009
8,942.00		8,482.00					460.00	
		222. TDK CORP ADR PROPERTY TYPE: SECURITIES					07/23/2008	07/01/2009
10,414.00		13,633.00					-3,219.00	
		368. NEWMONT MINING CORP NEW COMMON STOC PROPERTY TYPE: SECURITIES					06/15/2007	07/02/2009
15,052.00		14,782.00					270.00	
		434. ADR ROHM CO LTD ADR PROPERTY TYPE: SECURITIES					02/10/2009	07/02/2009
15,273.00		10,799.00					4,474.00	
		3493. TOMKINS PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					09/25/2007	07/02/2009
33,675.00		61,724.00					-28,049.00	

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		1445. GENERAL DYNAMICS CORP PROPERTY TYPE: SECURITIES					05/23/2008	07/06/2009
77,068.00		131,027.00					-53,959.00	
		2119. MEDICIS PHARMACEUTICAL CORP CL A N PROPERTY TYPE: SECURITIES					07/12/2007	07/07/2009
32,696.00		73,150.00					-40,454.00	
		1066. SOMANETICS CORP COM NEW STK PROPERTY TYPE: SECURITIES					01/23/2008	07/07/2009
16,851.00		22,876.00					-6,025.00	
		530. WRIGHT EXPRESS CORP COM STK PROPERTY TYPE: SECURITIES					08/03/2007	07/07/2009
13,220.00		18,033.00					-4,813.00	
		3131. MEDICIS PHARMACEUTICAL CORP CL A N PROPERTY TYPE: SECURITIES					08/28/2007	07/08/2009
47,020.00		91,467.00					-44,447.00	
		862. SOMANETICS CORP COM NEW STK PROPERTY TYPE: SECURITIES					01/23/2008	07/08/2009
13,505.00		18,499.00					-4,994.00	
		990. BURLINGTON NORTHN SANTA FE CORP PROPERTY TYPE: SECURITIES					02/13/2009	07/09/2009
68,441.00		65,785.00					2,656.00	
		1080. JACOBS ENGR GROUP INC PROPERTY TYPE: SECURITIES					05/23/2008	07/09/2009
41,155.00		99,166.00					-58,011.00	
		535. SOMANETICS CORP COM NEW STK PROPERTY TYPE: SECURITIES					03/12/2008	07/09/2009
8,201.00		10,667.00					-2,466.00	
		1370. STATE STREET CORP PROPERTY TYPE: SECURITIES					05/21/2009	07/09/2009
62,038.00		59,142.00					2,896.00	
		2150. WALTER INDS INC PROPERTY TYPE: SECURITIES					08/03/2007	07/09/2009
80,466.00		42,521.00					37,945.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1060. BHP LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					05/23/2008	07/14/2009
56,391.00		94,909.00					-38,518.00	
		1025. BURLINGTON NORTHN SANTA FE CORP PROPERTY TYPE: SECURITIES					02/18/2009	07/14/2009
73,497.00		66,357.00					7,140.00	
		5505. DOW CHEMICAL CO PROPERTY TYPE: SECURITIES					05/08/2009	07/14/2009
84,386.00		93,264.00					-8,878.00	
		706. SOMANETICS CORP COM NEW STK PROPERTY TYPE: SECURITIES					03/12/2008	07/15/2009
10,575.00		13,284.00					-2,709.00	
		375. ADR FUJIFILM HLDGS CORP ADR 2 ORD A PROPERTY TYPE: SECURITIES					01/16/2007	07/16/2009
11,668.00		14,746.00					-3,078.00	
		613. SUNCOR ENERGY INC PROPERTY TYPE: SECURITIES					01/16/2007	07/16/2009
17,965.00		21,933.00					-3,968.00	
		268. SOMANETICS CORP COM NEW STK PROPERTY TYPE: SECURITIES					11/12/2007	07/20/2009
3,890.00		5,036.00					-1,146.00	
		683. SOMANETICS CORP COM NEW STK PROPERTY TYPE: SECURITIES					11/12/2007	07/21/2009
9,638.00		12,806.00					-3,168.00	
		200000. GENWORTH FINL INC 5.75% DUE 06-1 PROPERTY TYPE: SECURITIES					06/21/2007	07/22/2009
132,000.00		198,412.00					-66,412.00	
		2870. DEERE & CO PROPERTY TYPE: SECURITIES					05/23/2008	07/23/2009
116,751.00		231,022.00					-114271.00	
		4000. MORGAN STANLEY DEAN WITTER & CO CO PROPERTY TYPE: SECURITIES					03/30/2009	07/23/2009
109,776.00		93,229.00					16,547.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		205. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					03/02/2009	07/28/2009
9,313.00		9,576.00					-263.00	
		970. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					05/15/2002	07/28/2009
44,066.00		43,285.00					781.00	
		475. GENZYME CORP GENL DIV PROPERTY TYPE: SECURITIES					05/23/2008	07/28/2009
25,964.00		32,444.00					-6,480.00	
		219. ADR TECHNIP SPONSORED ADR TECHNIP-C PROPERTY TYPE: SECURITIES					11/21/2008	07/30/2009
13,010.00		5,088.00					7,922.00	
		409. ADR TECHNIP SPONSORED ADR TECHNIP-C PROPERTY TYPE: SECURITIES					01/16/2007	07/30/2009
24,298.00		25,847.00					-1,549.00	
		675. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					07/16/2007	08/05/2009
29,888.00		36,617.00					-6,729.00	
		7600. ALTRA HLDGS INC COM PROPERTY TYPE: SECURITIES					08/03/2007	08/05/2009
66,045.00		121,164.00					-55,119.00	
		725. MFC SELECT SECTOR SPDR TR UTILS PROPERTY TYPE: SECURITIES					07/16/2007	08/05/2009
20,814.00		29,265.00					-8,451.00	
		122. TDK CORP ADR PROPERTY TYPE: SECURITIES					10/21/2008	08/05/2009
6,345.00		4,232.00					2,113.00	
		210. TDK CORP ADR PROPERTY TYPE: SECURITIES					07/23/2008	08/05/2009
10,922.00		12,896.00					-1,974.00	
		760. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					05/15/2002	08/06/2009
33,181.00		33,914.00					-733.00	

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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)	
		1315. STRYKER CORP PROPERTY TYPE: SECURITIES					05/23/2008	08/06/2009
52,872.00		82,041.00					-29,169.00	
		289. TDK CORP ADR PROPERTY TYPE: SECURITIES					10/21/2008	08/06/2009
15,070.00		10,024.00					5,046.00	
		350. CELGENE CORP PROPERTY TYPE: SECURITIES					05/23/2008	08/07/2009
19,122.00		20,634.00					-1,512.00	
		575. AIR PRODUCTS & CHEMICALS INC COM PROPERTY TYPE: SECURITIES					05/23/2008	08/12/2009
43,442.00		56,755.00					-13,313.00	
		100. ALCON INC PROPERTY TYPE: SECURITIES					05/23/2008	08/12/2009
13,024.00		15,327.00					-2,303.00	
		2200. BRINKS CO COM STOCK PROPERTY TYPE: SECURITIES					08/03/2007	08/13/2009
58,296.00		70,324.00					-12,028.00	
		5808. ADR STORA ENSO CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					01/17/2007	08/13/2009
36,600.00		95,692.00					-59,092.00	
		745. WALT DISNEY CO PROPERTY TYPE: SECURITIES					11/18/2003	08/14/2009
19,058.00		16,710.00					2,348.00	
		260. INTL BUSINESS MACHINES CORP PROPERTY TYPE: SECURITIES					05/23/2008	08/14/2009
30,638.00		32,379.00					-1,741.00	
		100. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					05/23/2008	08/14/2009
5,961.00		6,513.00					-552.00	
		880. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES					03/12/1998	08/14/2009
20,664.00		17,985.00					2,679.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		435. MONSANTO CO COM PROPERTY TYPE: SECURITIES					05/23/2008	08/14/2009
34,933.00		53,003.00					-18,070.00	
		340. NIKE INC CLASS B PROPERTY TYPE: SECURITIES					05/23/2008	08/14/2009
19,186.00		22,084.00					-2,898.00	
		1400. ORACLE CORPORATION PROPERTY TYPE: SECURITIES					05/23/2008	08/14/2009
30,521.00		30,800.00					-279.00	
		3021. ADR STORA ENSO CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					01/17/2007	08/14/2009
19,953.00		49,774.00					-29,821.00	
		9431.91 PIMCO FUNDS TOTAL RETURN FUND IN PROPERTY TYPE: SECURITIES					07/31/2009	08/18/2009
100,733.00		100,261.00					472.00	
		755. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES					05/23/2008	08/19/2009
34,022.00		39,975.00					-5,953.00	
		875. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES					01/24/2005	08/19/2009
38,272.00		17,529.00					20,743.00	
		456. SUNCOR ENERGY INC NEW COM STK PROPERTY TYPE: SECURITIES					01/29/2009	08/19/2009
14,580.00		9,183.00					5,397.00	
		362. SUNCOR ENERGY INC NEW COM STK PROPERTY TYPE: SECURITIES					01/16/2007	08/19/2009
11,575.00		12,952.00					-1,377.00	
		534. TDK CORP ADR PROPERTY TYPE: SECURITIES					10/21/2008	08/20/2009
29,873.00		18,523.00					11,350.00	
		435. AIR PRODUCTS & CHEMICALS INC COM PROPERTY TYPE: SECURITIES					05/23/2008	08/24/2009
33,417.00		42,936.00					-9,519.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1170. NATIONAL-OILWELL INC PROPERTY TYPE: SECURITIES					08/31/2006	08/24/2009
47,043.00		38,639.00					8,404.00	
		4046. ADR STORA ENSO CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					04/16/2008	08/24/2009
27,836.00		47,792.00					-19,956.00	
		1820. TALISMAN ENERGY INC PROPERTY TYPE: SECURITIES					10/09/2008	08/24/2009
30,448.00		19,100.00					11,348.00	
		8625. NATIONAL SEMICONDUCTOR CORP PROPERTY TYPE: SECURITIES					06/15/2009	08/26/2009
129,971.00		101,927.00					28,044.00	
		760. MCDONALDS CORP PROPERTY TYPE: SECURITIES					05/23/2008	08/27/2009
43,258.00		44,112.00					-854.00	
		120. ACCENTURE LTD BERMUDA CL A PROPERTY TYPE: SECURITIES					05/23/2008	08/27/2009
4,191.00		4,444.00					-253.00	
		1109. NEWMONT MINING CORP NEW COMMON STO PROPERTY TYPE: SECURITIES					06/15/2007	08/31/2009
44,232.00		44,547.00					-315.00	
		715. COSTCO WHSL CORP NEW PROPERTY TYPE: SECURITIES					07/28/2008	09/04/2009
39,309.00		43,757.00					-4,448.00	
		1800. TESCO CORP COM PROPERTY TYPE: SECURITIES					08/03/2007	09/04/2009
13,779.00		56,872.00					-43,093.00	
		332. ANGLOGOLD LIMITED SPONSORED ADR PROPERTY TYPE: SECURITIES					03/14/2008	09/08/2009
14,298.00		12,028.00					2,270.00	
		2400. TESCO CORP COM PROPERTY TYPE: SECURITIES					08/03/2007	09/08/2009
18,842.00		71,954.00					-53,112.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3612. ADR STORA ENSO CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					06/01/2009	09/09/2009
26,945.00		20,493.00					6,452.00	
		371. ADR STORA ENSO CORP SPONSORED ADR R PROPERTY TYPE: SECURITIES					04/16/2008	09/09/2009
2,768.00		4,226.00					-1,458.00	
		471. ADR IMPALA PLATINUM HLDGS LTD SPONS PROPERTY TYPE: SECURITIES					09/02/2008	09/10/2009
11,561.00		11,954.00					-393.00	
		1050. MFC SPDR TR UNIT SER 1 STD & POORS PROPERTY TYPE: SECURITIES					05/04/2007	09/10/2009
110,025.00		158,377.00					-48,352.00	
		630. FREEPORT MCMORAN C & G CL B COM STK PROPERTY TYPE: SECURITIES					08/12/2009	09/11/2009
44,501.00		39,663.00					4,838.00	
		3100. MCDERMOTT INTERNATIONAL INC PROPERTY TYPE: SECURITIES					08/03/2007	09/11/2009
85,045.00		107,737.00					-22,692.00	
		1533. IVANHOE MINES LTD COM PROPERTY TYPE: SECURITIES					01/16/2007	09/22/2009
18,746.00		14,082.00					4,664.00	
		80. FIRST SOLAR INC COM PROPERTY TYPE: SECURITIES					05/23/2008	09/25/2009
12,093.00		22,041.00					-9,948.00	
		.22 FIRSTMERIT CORP PROPERTY TYPE: SECURITIES					08/05/2009	09/25/2009
4.00		4.00						
		835. MCDONALDS CORP PROPERTY TYPE: SECURITIES					05/23/2008	09/25/2009
47,543.00		48,465.00					-922.00	
		938.81 PIMCO FUNDS TOTAL RETURN FUND INS PROPERTY TYPE: SECURITIES					08/31/2009	09/25/2009
10,242.00		10,120.00					122.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		263. G & K SVCS INC CL A CL A PROPERTY TYPE: SECURITIES					07/12/2007	09/28/2009
6,089.00		10,349.00					-4,260.00	
		48939.84 PIMCO FUNDS TOTAL RETURN FUND I PROPERTY TYPE: SECURITIES					08/31/2009	09/28/2009
534,912.00		519,514.00					15,398.00	
		225534.09 PIMCO FUNDS TOTAL RETURN FUND PROPERTY TYPE: SECURITIES					03/08/2002	09/28/2009
2465088.00		2353685.00					111,403.00	
		120. MANHATTAN ASSOCS INC COM PROPERTY TYPE: SECURITIES					03/20/2008	09/29/2009
2,429.00		2,796.00					-367.00	
		815. ACCENTURE PLC SHS CL A NEW PROPERTY TYPE: SECURITIES					05/23/2008	09/29/2009
30,607.00		30,183.00					424.00	
		218. MANHATTAN ASSOCS INC COM PROPERTY TYPE: SECURITIES					03/20/2008	09/30/2009
4,364.00		5,080.00					-716.00	
		6595. SAIC INC COM STK USD0.0001 PROPERTY TYPE: SECURITIES					07/28/2009	09/30/2009
114,616.00		121,500.00					-6,884.00	
		320. G & K SVCS INC CL A CL A PROPERTY TYPE: SECURITIES					07/12/2007	10/01/2009
6,825.00		12,592.00					-5,767.00	
		72. MANHATTAN ASSOCS INC COM PROPERTY TYPE: SECURITIES					03/19/2008	10/01/2009
1,422.00		1,665.00					-243.00	
		862. MANHATTAN ASSOCS INC COM PROPERTY TYPE: SECURITIES					03/20/2008	10/01/2009
16,909.00		19,981.00					-3,072.00	
		808. NEOGEN CORP COM PROPERTY TYPE: SECURITIES					07/12/2007	10/01/2009
26,139.00		15,717.00					10,422.00	

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		1067. G & K SVCS INC CL A CL A PROPERTY TYPE: SECURITIES					07/12/2007	10/02/2009
22,365.00		41,544.00					-19,179.00	
		602. NEOGEN CORP COM PROPERTY TYPE: SECURITIES					07/12/2007	10/02/2009
19,125.00		11,710.00					7,415.00	
		620. IVANHOE MINES LTD COM PROPERTY TYPE: SECURITIES					01/16/2007	10/05/2009
8,170.00		5,695.00					2,475.00	
		780. IVANHOE MINES LTD COM PROPERTY TYPE: SECURITIES					01/16/2007	10/05/2009
10,168.00		7,165.00					3,003.00	
		946. MANHATTAN ASSOCS INC COM PROPERTY TYPE: SECURITIES					03/19/2008	10/05/2009
18,993.00		21,876.00					-2,883.00	
		1782. MANHATTAN ASSOCS INC COM PROPERTY TYPE: SECURITIES					03/19/2008	10/05/2009
35,974.00		41,208.00					-5,234.00	
		530. NEOGEN CORP COM PROPERTY TYPE: SECURITIES					07/12/2007	10/05/2009
16,619.00		10,310.00					6,309.00	
		534. G & K SVCS INC CL A CL A PROPERTY TYPE: SECURITIES					01/22/2007	10/06/2009
11,369.00		20,287.00					-8,918.00	
		1740. ADR SOCIETE GENERALE FRANCE SPONSO PROPERTY TYPE: SECURITIES					10/20/2008	10/06/2009
26,827.00		19,700.00					7,127.00	
		811. SUNCOR ENERGY INC NEW COM STK PROPERTY TYPE: SECURITIES					01/29/2009	10/06/2009
27,711.00		16,332.00					11,379.00	
		1800. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					01/17/2007	10/07/2009
96,068.00		49,114.00					46,954.00	

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		1016. G & K SVCS INC CL A CL A PROPERTY TYPE: SECURITIES					01/22/2007	10/07/2009
21,697.00		38,598.00					-16,901.00	
		12200. ALCOA INC PROPERTY TYPE: SECURITIES					07/17/2007	10/08/2009
178,329.00		483,734.00					-305405.00	
		1760. TOMKINS PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					09/25/2007	10/09/2009
20,809.00		31,100.00					-10,291.00	
		380. ADR TNT N V SPONSORED ADR PROPERTY TYPE: SECURITIES					03/26/2009	10/13/2009
10,363.00		6,395.00					3,968.00	
		861. ADR TNT N V SPONSORED ADR PROPERTY TYPE: SECURITIES					03/30/2009	10/14/2009
23,722.00		14,318.00					9,404.00	
		66. ADR TNT N V SPONSORED ADR PROPERTY TYPE: SECURITIES					03/30/2009	10/15/2009
1,835.00		1,081.00					754.00	
		7040. AEGON NV ADR ORD AMER REG PROPERTY TYPE: SECURITIES					02/19/2009	10/22/2009
60,560.00		30,681.00					29,879.00	
		2940. AEGON NV ADR ORD AMER REG PROPERTY TYPE: SECURITIES					07/15/2008	10/22/2009
25,291.00		34,906.00					-9,615.00	
		31820. ADR ALCATEL ALSTHOM SPONSORED ADR PROPERTY TYPE: SECURITIES					09/25/2007	10/22/2009
140,641.00		339,750.00					-199109.00	
		8460. ADR ALUMINA LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					11/13/2007	10/22/2009
57,740.00		176,733.00					-118993.00	
		3197. ANGLOGOLD LIMITED SPONSORED ADR PROPERTY TYPE: SECURITIES					03/14/2008	10/22/2009
138,855.00		110,839.00					28,016.00	

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		2910. BP AMOCO P L C SPONSORED ADR PROPERTY TYPE: SECURITIES					06/01/2007	10/22/2009
163,625.00		188,259.00					-24,634.00	
		2508. BARRICK GOLD CORP PROPERTY TYPE: SECURITIES					08/17/2009	10/22/2009
95,337.00		78,358.00					16,979.00	
		3206. BARRICK GOLD CORP PROPERTY TYPE: SECURITIES					01/16/2007	10/22/2009
121,870.00		93,036.00					28,834.00	
		1149. CAMECO CORP COM PROPERTY TYPE: SECURITIES					02/26/2009	10/22/2009
35,640.00		15,846.00					19,794.00	
		1631. CAMECO CORP COM PROPERTY TYPE: SECURITIES					09/16/2008	10/22/2009
50,591.00		38,621.00					11,970.00	
		9574. ADR CARREFOUR SA ADR PROPERTY TYPE: SECURITIES					10/20/2009	10/22/2009
87,791.00		87,368.00					423.00	
		4760. ADR CENTRAIS ELETRICAS BRASILEIRAS PROPERTY TYPE: SECURITIES					08/16/2007	10/22/2009
67,427.00		46,466.00					20,961.00	
		1778. ADR CENTRAIS ELETRICAS BRASILEIRAS PROPERTY TYPE: SECURITIES					02/15/2007	10/22/2009
28,040.00		20,235.00					7,805.00	
		11269. ADR DAI NIPPON PRTG LTD JAPAN SPO PROPERTY TYPE: SECURITIES					01/16/2007	10/22/2009
146,960.00		180,135.00					-33,175.00	
		766. ADR DAIWA HOUSE IND LTD ADR PROPERTY TYPE: SECURITIES					09/04/2008	10/22/2009
81,378.00		74,162.00					7,216.00	
		4647. ADR FUJIFILM HLDGS CORP ADR 2 ORD PROPERTY TYPE: SECURITIES					03/04/2008	10/22/2009
124,304.00		178,448.00					-54,144.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		7759. ADR GOLD FIELDS LTD NEW SPONSORED PROPERTY TYPE: SECURITIES					04/07/2008	10/22/2009
109,415.00		106,722.00					2,693.00	
		824. ADR HACHIJUNI BK LTD ADR PROPERTY TYPE: SECURITIES					05/21/2008	10/22/2009
48,153.00		55,339.00					-7,186.00	
		2200. ADR IMPALA PLATINUM HLDGS LTD SPON PROPERTY TYPE: SECURITIES					09/09/2008	10/22/2009
50,907.00		54,818.00					-3,911.00	
		3114. IVANHOE MINES LTD COM PROPERTY TYPE: SECURITIES					01/16/2007	10/22/2009
38,388.00		28,605.00					9,783.00	
		3208. KT CORPORATION SPONSORED ADR PROPERTY TYPE: SECURITIES					05/13/2008	10/22/2009
53,905.00		69,713.00					-15,808.00	
		560. ADR KAO CORP SPONSORED ADR REPSTG 1 PROPERTY TYPE: SECURITIES					05/21/2009	10/22/2009
130,734.00		105,997.00					24,737.00	
		5501. KINROSS GOLD CORP COM NPV NEW PROPERTY TYPE: SECURITIES					08/31/2009	10/22/2009
119,542.00		103,934.00					15,608.00	
		1030. KOREA ELECTRIC POWER CORP SPONSORE PROPERTY TYPE: SECURITIES					08/17/2009	10/22/2009
15,366.00		13,022.00					2,344.00	
		6276. KOREA ELECTRIC POWER CORP SPONSORE PROPERTY TYPE: SECURITIES					03/18/2008	10/22/2009
93,629.00		96,345.00					-2,716.00	
		2520. MAGNA INTERNATIONAL CL A COMMON PROPERTY TYPE: SECURITIES					07/28/2008	10/22/2009
113,850.00		165,840.00					-51,990.00	
		5810. #REORG/MITSUI SUMITOMO N/C MS & AD PROPERTY TYPE: SECURITIES					11/30/2007	10/22/2009
69,844.00		105,709.00					-35,865.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1334. ADR NEWCREST MNG LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					07/15/2009	10/22/2009
43,750.00		31,738.00					12,012.00	
		1936. ADR NEWCREST MNG LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					08/12/2008	10/22/2009
63,493.00		38,607.00					24,886.00	
		1280. NEWMONT MINING CORP NEW COMMON STO PROPERTY TYPE: SECURITIES					06/26/2007	10/22/2009
57,930.00		49,935.00					7,995.00	
		1704. NEXEN INC COMMON PROPERTY TYPE: SECURITIES					09/02/2009	10/22/2009
40,449.00		27,988.00					12,461.00	
		2564. NEXEN INC COMMON PROPERTY TYPE: SECURITIES					08/07/2008	10/22/2009
60,863.00		77,466.00					-16,603.00	
		2544. ADR NINTENDO LTD PROPERTY TYPE: SECURITIES					08/28/2009	10/22/2009
85,120.00		84,714.00					406.00	
		1340. ADR NIPPON TELEG & TEL CORP SPONSO PROPERTY TYPE: SECURITIES					04/13/2009	10/22/2009
27,738.00		25,343.00					2,395.00	
		6334. ADR NIPPON TELEG & TEL CORP SPONSO PROPERTY TYPE: SECURITIES					07/13/2007	10/22/2009
131,114.00		140,481.00					-9,367.00	
		5766. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					07/20/2009	10/22/2009
75,875.00		69,807.00					6,068.00	
		3744. ADR NOVARTIS AG SPONSORED ADR ISIN PROPERTY TYPE: SECURITIES					05/08/2009	10/22/2009
194,795.00		151,025.00					43,770.00	
		5120. ADR PANASONIC CORP ADR ADR PROPERTY TYPE: SECURITIES					07/12/2007	10/22/2009
71,493.00		98,935.00					-27,442.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1298. ADR REXAM PLC SPONSORED ADR NEW 20 PROPERTY TYPE: SECURITIES					10/06/2009	10/22/2009
30,282.00		28,321.00					1,961.00	
		1406. ADR ROHM CO LTD ADR PROPERTY TYPE: SECURITIES					02/10/2009	10/22/2009
45,448.00		34,962.00					10,486.00	
		2641. ADR ROYAL DUTCH SHELL PLC SPONSORE PROPERTY TYPE: SECURITIES					01/16/2007	10/22/2009
161,449.00		178,035.00					-16,586.00	
		6616. SK TELECOM LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					08/19/2009	10/22/2009
114,832.00		105,698.00					9,134.00	
		3293. SK TELECOM LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					04/22/2008	10/22/2009
57,156.00		72,228.00					-15,072.00	
		1040. ADR SANOFI-AVENTIS SPONSORED ADR PROPERTY TYPE: SECURITIES					07/01/2009	10/22/2009
40,765.00		31,278.00					9,487.00	
		3998. ADR SANOFI-AVENTIS SPONSORED ADR PROPERTY TYPE: SECURITIES					05/16/2008	10/22/2009
156,710.00		150,490.00					6,220.00	
		23432. ADR SEGA SAMMY HLDGS INC SPONSORE PROPERTY TYPE: SECURITIES					07/25/2007	10/22/2009
79,432.00		92,458.00					-13,026.00	
		7757. ADR SEKISUI HOUSE LTD SPONSORED AD PROPERTY TYPE: SECURITIES					03/05/2008	10/22/2009
66,321.00		72,111.00					-5,790.00	
		3365. ADR SEVEN & I HLDGS CO LTD ADR PROPERTY TYPE: SECURITIES					08/21/2009	10/22/2009
153,622.00		174,198.00					-20,576.00	
		2366. SHISEIDO LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					04/08/2009	10/22/2009
40,458.00		35,585.00					4,873.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		4563. SHISEIDO LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					07/18/2008	10/22/2009
78,025.00		94,555.00					-16,530.00	
		667. ADR SIEMENS AG COM DM50 (NEW) PROPERTY TYPE: SECURITIES					10/24/2008	10/22/2009
66,212.00		33,598.00					32,614.00	
		764. ADR SIEMENS AG COM DM50 (NEW) PROPERTY TYPE: SECURITIES					09/30/2008	10/22/2009
75,841.00		69,360.00					6,481.00	
		2155. ADR SOCIETE GENERALE FRANCE SPONSO PROPERTY TYPE: SECURITIES					01/15/2009	10/22/2009
32,496.00		17,611.00					14,885.00	
		1371. ADR SOCIETE GENERALE FRANCE SPONSO PROPERTY TYPE: SECURITIES					10/20/2008	10/22/2009
20,674.00		15,522.00					5,152.00	
		9160. ADR SUMITOMO TR & BKG LTD SPONSORE PROPERTY TYPE: SECURITIES					02/07/2008	10/22/2009
49,188.00		55,925.00					-6,737.00	
		3773. GDR SWISSCOM SPONSORED ADR PROPERTY TYPE: SECURITIES					07/13/2007	10/22/2009
140,692.00		136,045.00					4,647.00	
		791. TDK CORP ADR PROPERTY TYPE: SECURITIES					12/11/2008	10/22/2009
45,509.00		25,384.00					20,125.00	
		155. TDK CORP ADR PROPERTY TYPE: SECURITIES					10/21/2008	10/22/2009
8,918.00		5,376.00					3,542.00	
		857. ADR TECHNIP SPONSORED ADR TECHNIP-C PROPERTY TYPE: SECURITIES					11/21/2008	10/22/2009
62,900.00		19,910.00					42,990.00	
		13780. ADR TELECOM ITALIA S P A NEW SPON PROPERTY TYPE: SECURITIES					05/06/2008	10/22/2009
174,448.00		275,423.00					-100975.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1420. TOPPAN PRINTING CO ADR-EACH CNV IN PROPERTY TYPE: SECURITIES					05/11/2007	10/22/2009
64,239.00		75,368.00					-11,129.00	
		4831. ADR UNITED UTILS GROUP PLC SPONSOR PROPERTY TYPE: SECURITIES					12/18/2008	10/22/2009
70,309.00		89,691.00					-19,382.00	
		2950. ADR VODAFONE GROUP PLC NEW SPONSOR PROPERTY TYPE: SECURITIES					10/27/2008	10/22/2009
67,618.00		47,025.00					20,593.00	
		4099. ADR VODAFONE GROUP PLC NEW SPONSOR PROPERTY TYPE: SECURITIES					09/18/2008	10/22/2009
93,955.00		102,992.00					-9,037.00	
		1326. WACOAL HLDGS CORP CORP TO 10/01/20 PROPERTY TYPE: SECURITIES					09/13/2007	10/22/2009
80,258.00		82,359.00					-2,101.00	
		5364. ADR WOLTERS KLUWER N V SPONSORED A PROPERTY TYPE: SECURITIES					06/09/2009	10/22/2009
125,327.00		92,568.00					32,759.00	
		4464. UBS AG SHS COM PROPERTY TYPE: SECURITIES					06/10/2008	10/22/2009
83,175.00		119,541.00					-36,366.00	
		330. FPL GROUP INC PROPERTY TYPE: SECURITIES					03/05/2009	10/27/2009
16,632.00		14,249.00					2,383.00	
		460. FPL GROUP INC PROPERTY TYPE: SECURITIES					10/13/2008	10/27/2009
23,183.00		18,343.00					4,840.00	
		2070. PRIVATEBANCORP INC COM PROPERTY TYPE: SECURITIES					06/03/2009	10/28/2009
19,150.00		42,433.00					-23,283.00	
		630. RESEARCH IN MOTION LTD PROPERTY TYPE: SECURITIES					08/06/2009	10/28/2009
38,316.00		49,714.00					-11,398.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		900. BUCYRUS INTL INC NEW COM CL A PROPERTY TYPE: SECURITIES					08/03/2007	10/29/2009
42,396.00		30,496.00					11,900.00	
		880. BUCYRUS INTL INC NEW COM CL A PROPERTY TYPE: SECURITIES					08/03/2007	11/02/2009
39,855.00		29,818.00					10,037.00	
		300. JOY GLOBAL INC PROPERTY TYPE: SECURITIES					08/03/2007	11/02/2009
15,304.00		14,523.00					781.00	
		320. APACHE CORP PROPERTY TYPE: SECURITIES					05/23/2008	11/03/2009
30,566.00		44,760.00					-14,194.00	
		1220. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES					05/23/2008	11/03/2009
52,511.00		64,595.00					-12,084.00	
		270. SCHLUMBERGER LTD ISIN #AN8068571086 PROPERTY TYPE: SECURITIES					12/20/1999	11/03/2009
17,171.00		6,705.00					10,466.00	
		1185. ADR ARCELORMITTAL SA LUXEMBOURG N PROPERTY TYPE: SECURITIES					08/19/2009	11/05/2009
41,646.00		42,533.00					-887.00	
		175. FIRST SOLAR INC COM PROPERTY TYPE: SECURITIES					05/23/2008	11/10/2009
21,037.00		48,214.00					-27,177.00	
		480. FIRST SOLAR INC COM PROPERTY TYPE: SECURITIES					09/10/2008	11/11/2009
57,632.00		120,630.00					-62,998.00	
		400. APOLLO GROUP INC CL A PROPERTY TYPE: SECURITIES					02/25/2009	11/13/2009
21,507.00		30,338.00					-8,831.00	
		895. GENZYME CORP GENL DIV PROPERTY TYPE: SECURITIES					04/13/2009	11/24/2009
44,478.00		50,440.00					-5,962.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1400. GENZYME CORP GENL DIV PROPERTY TYPE: SECURITIES					05/23/2008	11/24/2009
69,574.00		95,626.00					-26,052.00	
		4270. IMS HEALTH INC PROPERTY TYPE: SECURITIES					12/10/2008	11/25/2009
91,369.00		60,774.00					30,595.00	
		930. HAIN CELESTIAL GROUP INC PROPERTY TYPE: SECURITIES					07/17/2007	11/30/2009
15,978.00		25,989.00					-10,011.00	
		900. FREEPORT MCMORAN C & G CL B COM STK PROPERTY TYPE: SECURITIES					05/10/2007	12/01/2009
75,810.00		64,522.00					11,288.00	
		628. HAIN CELESTIAL GROUP INC PROPERTY TYPE: SECURITIES					07/17/2007	12/01/2009
10,899.00		17,476.00					-6,577.00	
		4805. WESTERN UNION CO PROPERTY TYPE: SECURITIES					02/18/2009	12/01/2009
89,084.00		60,047.00					29,037.00	
		1800. WESTERN UNION CO PROPERTY TYPE: SECURITIES					02/18/2009	12/02/2009
33,443.00		21,480.00					11,963.00	
		1002. HAIN CELESTIAL GROUP INC PROPERTY TYPE: SECURITIES					07/20/2007	12/03/2009
16,766.00		27,838.00					-11,072.00	
		848. HAIN CELESTIAL GROUP INC PROPERTY TYPE: SECURITIES					07/20/2007	12/04/2009
14,147.00		23,510.00					-9,363.00	
		582. HAIN CELESTIAL GROUP INC PROPERTY TYPE: SECURITIES					07/18/2007	12/07/2009
9,658.00		16,108.00					-6,450.00	
		300. NIKE INC CLASS B PROPERTY TYPE: SECURITIES					05/23/2008	12/07/2009
19,450.00		19,486.00					-36.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2755. ADR ARCELORMITTAL SA LUXEMBOURG N PROPERTY TYPE: SECURITIES					08/19/2009	12/09/2009
108,620.00		95,334.00					13,286.00	
		2660. ORACLE CORPORATION PROPERTY TYPE: SECURITIES					05/23/2008	12/15/2009
61,588.00		58,520.00					3,068.00	
		1380. ADOBE SYS INC PROPERTY TYPE: SECURITIES					05/23/2008	12/16/2009
51,919.00		57,151.00					-5,232.00	
		580. INTL BUSINESS MACHINES CORP PROPERTY TYPE: SECURITIES					05/23/2008	12/16/2009
74,951.00		72,230.00					2,721.00	
		1025. ROCKWELL COLLINS INC PROPERTY TYPE: SECURITIES					05/08/2008	12/24/2009
56,937.00		58,494.00					-1,557.00	
		3050. MFC SPDR TR UNIT SER 1 STD & POORS PROPERTY TYPE: SECURITIES					05/04/2007	12/24/2009
343,025.00		460,048.00					-117023.00	
		2000. PETROHAWK ENERGY CORP COM PROPERTY TYPE: SECURITIES					08/03/2007	12/29/2009
48,742.00		24,502.00					24,240.00	
TOTAL GAIN(LOSS)							-4171706.	

9E7000 1 000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
THE ALSAM FOUNDATION 22-05171	74-2364289

DESCRIPTION OF PROPERTY

17642 E 17TH STREET TUSTIN, CA. 92680

| | Yes | | No | Did you actively participate in the operation of the activity during the tax year?

RENTAL INCOME		330,960.	
OTHER INCOME			
TOTAL GROSS INCOME			330,960.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)	6,781.		
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			6,781.
TOTAL RENT OR ROYALTY INCOME (LOSS)			324,179.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			324,179.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus. %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
SEE STATEMENT									
Totals									6,781.

JSA

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		3,585,310.	3,585,310.
	TOTAL	3,585,310.	3,585,310.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FEDERAL TAX REFUND		60,154.
DEFERRED INCOME		57,370.
PARTNERSHIP LOSS		-9,931.
	TOTALS	107,593.

STATEMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
GENERAL CHARITABLE	529.			529.
TOTALS	529.	NONE	NONE	529.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY		279,838.	279,838.
	TOTALS	279,838.	279,838.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ESTIMATED EXCISE TAX	54,925.	
FOREIGN TAXES	17,852.	17,852.
TOTALS	72,777.	17,852.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
INSURANCE	1,910.	1,910.
OFFICE SUPPLIES	1,706.	1,706.
PAYROLL PROCESSING	1,277.	1,277.
IL ATTORNEY GENERAL	15.	15.
TOTALS	4,908.	4,908.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE		52,394,464.	48,399,500.	48,379,318.
	TOTALS	52,394,464.	48,399,500.	48,379,318.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	44,037,779.	42,526,270.	44,455,749.
TOTALS	44,037,779.	42,526,270.	44,455,749.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
LOAN - MATER DEI CAT. SCHOOL	C	50,000,000.	50,000,000.	50,000,000.
JOHNSTON INTL. EQUITY FUND LP	C	6,606,526.	6,642,790.	7,879,400.
OAK HILL CAPITAL PARTNERS LP	C	427,235.	737,100.	634,191.
SEE ATTACHED SCHEDULE	C	9,359,225.	13,095,319.	14,720,743.
LOAN - ENGLISH LANGUAGE CENTER	C		637,130.	637,130.
TOTALS		66,392,986.	71,112,339.	73,871,464.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
NET UNSETTLED TRADES	-178,425.	-140,442.	-140,442.
TOTALS	-178,425.	-140,442.	-140,442.

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

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT - PARTNERSHIP	202,736.
PRIOR PERIOD ADJUSTMENT - COST	125,234.
TOTAL	327,970.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
UT
IL

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

OFFICER NAME:
THE NORTHERN TRUST COMPANY
ADDRESS:
P.O. BOX 803878
CHICAGO, IL 60680
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 276,487.

OFFICER NAME:
DON L. SKAGGS
ADDRESS:
6190 S MOFFAT FARM LANE
SALT LAKE CITY, UT 84121
TITLE:
TREASURER/GRANTS COMMITTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 12,000.

OFFICER NAME:
MARK S. SKAGGS
ADDRESS:
6190 S MOFFAT FARM LANE
SALT LAKE CITY, UT 84121
TITLE:
GRANTS COMMITTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 12,000.

OFFICER NAME:
CLAUDIA SKAGGS LUTTRELL
ADDRESS:
6190 S MOFFAT FARM LANE
SALT LAKE CITY, UT 84121
TITLE:
SECRETARY/GRANTS COMMITTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 12,000.

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

OFFICER NAME:
SUSIE S. BALUKOFF
ADDRESS:
6190 S MOFFAT FARM LANE
SALT LAKE CITY, UT 84121
TITLE:
GRANTS COMMITTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 12,000.

OFFICER NAME:
RONNY L. CUTSHALL
ADDRESS:
6190 S MOFFAT FARM LANE
SALT LAKE CITY, UT 84121
TITLE:
PRESIDENT/GRANTS COMMITTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 300,000.

OFFICER NAME:
ARNOLD LAGUARDIA
ADDRESS:
6190 S MOFFAT FARM LANE
SALT LAKE CITY, UT 84121
TITLE:
GRANTS COMMITTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 12,000.

OFFICER NAME:
MONSIGNOR J. TERRENCE FITZGERALD
ADDRESS:
6190 S MOFFAT FARM LANE
SALT LAKE CITY, UT 84121
TITLE:
V.P./GRANTS COMMITTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 12,000.

TOTAL COMPENSATION: 648,487.

RECIPIENT NAME:
SCRIPPS HEALTH FOUNDATION
ADDRESS:
10666 N.TORREY PINES RD.
LA JOLLA, CA 92037
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO FUND A FELLOWSHIP IN MELANOMA SURGERY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 200,000.

RECIPIENT NAME:
ENGLISH LANGUAGE CENTER
OF CACHE VALLEY, INC.
ADDRESS:
106 EAST 1120 NORTH
LOGAN, UT 84341
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE OF A BUILDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 400,000.

RECIPIENT NAME:
UNIVERSITY OF COLORADO
FOUNDATION
ADDRESS:
DENVER, CO

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONSTR. OF NEW BUILDING FOR SCHOOL OF PHARM.
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID ....2,000,000.

RECIPIENT NAME:
FRIENDS OF ZOO BOISE
ADDRESS:
BOISE, ID

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 24,000.

RECIPIENT NAME:
IDAHO STATE UNIVERSITY
FOUNDATION
ADDRESS:
POCATELLO, ID

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE OF BUILDING FROM JOINT SCHOOL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID ....1,500,000.

RECIPIENT NAME:
CASSIA JOINT SCHOOL
DISTRICT NO. 151
ADDRESS:
BURLEY, ID

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONSTR. OF NEW EVENTS CENTER AT BURLEY H.S.
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 283,508.

RECIPIENT NAME:
MATER DEI CATHOLIC HIGH SCHOOL
ADDRESS:
CHULA VISTA, CA

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FUNDING EXPENSES - JUAN DIEGO ENG. LANG. SCH.
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 370,270.

RECIPIENT NAME:
ROMAN CATHOLIC BISHOP OF SALT LAKE CITY
ADDRESS:
SALT LAKE CITY, UT

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SPECIAL NEEDS SCHOLARSHIP PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 200,000.

RECIPIENT NAME:
JUAN DIEGO CATHOLIC HIGH SCHOOL
ADDRESS:
DRAPER, UT

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
IMPLEMENT AN ACADEMY FOR SCIENCES & MATHEMAT.
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
UTAH'S HOGLE ZOO
ADDRESS:
SALT LAKE CITY, UT

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
DESIGN & CONSTR. OF ANIMAL MEDICAL FACILITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID ....1,300,000.

RECIPIENT NAME:
CURATORS OF THE
UNIVERSITY OF MISSOURI
ADDRESS:
COLUMBIA, MO

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RESEARCH
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
NORTH CAROLINA STATE
UNIVERSITY
ADDRESS:
RALEIGH, NC

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RESEARCH
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
BLESSED SACRAMENT SCHOOL
ADDRESS:
SANDY, UT

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PLANNING & CONSTRUCTION OF TWO NEW CLASSROOMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 350,000.

RECIPIENT NAME:
UNIVERSITY OF MONTANA
FOUNDATION
ADDRESS:
MISSOULA, MT

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
BASEMENT OF SKAGGS BIOMEDICAL RES. FACILITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 442,000.

RECIPIENT NAME:
HOMELESS PRENATAL
PROGRAM
ADDRESS:
SAN FRANCISCO, CA

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TECH. INFRASTRUCTURE & FINANCIAL LITERACY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 250,000.

RECIPIENT NAME:
OUR LADY OF LOURDES
CATHOLIC SCHOOL
ADDRESS:
SALT LAKE CITY, UT

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
REMODEL KITCHEN & LUNCHROOM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 90,828.

RECIPIENT NAME:
UTAH STATE UNIVERSITY
ADDRESS:
LOGAN, UT

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONSTRUCTION OF THE EQUINE EDUCATION CENTER
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 400,000.

RECIPIENT NAME:
UNIVERSITY OF SAN DIEGO
ADDRESS:
SAN DIEGO, CA

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
BRIDGING THE GAP SCIENCE PROJECT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 211,900.

RECIPIENT NAME:
SAINT FRANCIS
XAVIER SCHOOL
ADDRESS:
KEARNS, UT

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONSTRUCTION OF A BUILDING ADDITION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 175,000.

RECIPIENT NAME:
UTAH WILDLIFE AND
CONSERVATION FOUNDATION
ADDRESS:
SALT LAKE CITY, UT

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVO RIVER OTTER PROJECT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 66,000.

RECIPIENT NAME:
SCRIPPS HEALTH FOUNDATION
ADDRESS:
10666 N.TORREY PINES RD.
LA JOLLA, CA 92037
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PREVENTION, EDUCAT., & TREATMENT RE: MELANOMA
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
SCRIPPS HEALTH FOUNDATION
ADDRESS:
10666 N.TORREY PINES RD.
LA JOLLA, CA 92037
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MELANOMA CONFERENCE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
ENGLISH LANGUAGE CENTER
OF CACHE VALLEY, INC.
ADDRESS:
106 EAST 1120 NORTH
LOGAN, UT 84341
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 36,000.

RECIPIENT NAME:
IDAHO STATE UNIVERSITY
FOUNDATION
ADDRESS:
POCATELLO, ID

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MINORITY SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
MATER DEI CATHOLIC HIGH SCHOOL
ADDRESS:
CHULA VISTA, CA

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCIENCE ACADEMY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 29,000.

TOTAL GRANTS PAID: 8,573,506.

RECIPIENT NAME:
BISHOP OF SALT LAKE DIOCESE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SPECIAL NEEDS SCHOLARSHIP FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT APPROVED FOR FUTURE PAYMENT: .... 200,000.

RECIPIENT NAME:
UNIVERSITY OF COLORADO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
BUILDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT APPROVED FOR FUTURE PAYMENT: .... 5,000,000.

RECIPIENT NAME:
SCRIPPS HEALTH FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MELANOMA CENTER FOR EXCELLENCE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT APPROVED FOR FUTURE PAYMENT: .... 2,450,000.

RECIPIENT NAME:
IDAHO STATE UNIVERSITY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT APPROVED FOR FUTURE PAYMENT: .... 100,000.

RECIPIENT NAME:
UNIVERSITY OF UTAH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
BUSINESS SCHOOL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT APPROVED FOR FUTURE PAYMENT: .... 1,500,000.

RECIPIENT NAME:
CASSIA SCHOOL DISTRICT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SPECIAL EVENTS CENTER
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT APPROVED FOR FUTURE PAYMENT: .... 16,492.

RECIPIENT NAME:
DIOCESE OF SAN DIEGO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MATER DEI SCIENCE ACADEMY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT APPROVED FOR FUTURE PAYMENT: .... 32,875.

RECIPIENT NAME:
UNIVERSITY OF UTAH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PHARMACY BUILDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT APPROVED FOR FUTURE PAYMENT: .... 20,700,000.

RECIPIENT NAME:
NORTH CAROLINA STATE UNIVERSITY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RESEARCH
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT APPROVED FOR FUTURE PAYMENT: .... 50,000.

RECIPIENT NAME:
UNIVERSITY OF MISSOURI
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RESEARCH
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT APPROVED FOR FUTURE PAYMENT: .... 50,000.

RECIPIENT NAME:
SAINT FRANCIS XAVIER SCHOOL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONSTRUCTION OF A BUILDING ADDITION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT APPROVED FOR FUTURE PAYMENT: .... 175,000.

RECIPIENT NAME:
CATHOLIC CHARITIES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT APPROVED FOR FUTURE PAYMENT: .... 150,000.

RECIPIENT NAME:
MADELEINE CHOIR SCHOOL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
REMODEL AN EXISTING BUILDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT APPROVED FOR FUTURE PAYMENT: .... 500,000.

TOTAL GRANTS APPROVED FOR FUTURE PAYMENT: 30,924,367.

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
17642 E 17TH STREET	330,960.	6,781.		324,179.
TOTALS	330,960.	6,781.		324,179.

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization

(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2009

Attachment Sequence No **67**

Name(s) shown on return: THE ALSAM FOUNDATION 22-05171

Identifying number: 74-2364289

Business or activity to which this form relates: 17642 E 17TH STREET TUSTIN, CA. 92680

Part I Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010. Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	
				MM	S/L	

Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b)	(c)	(d)	(e)	(f)	(g)
20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	6,781.
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions	22	6,781.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

JSA **For Paperwork Reduction Act Notice, see separate instructions.** Form **4562** (2009)
9F0931 2 000

Part V **Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.)*

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use						See Listed Property Detail		
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28	6,781.	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.*

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year (see instructions):					
43 Amortization of costs that began before your 2009 tax year				43	
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	

Description of Property

17642 E 17TH STREET TUSTIN, CA. 92680

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
TUSTIN CA LAND	08/31/1992	982,320.	100.000			982,320.									
Less: Retired Assets															
Subtotals		982,320.				982,320.									
Listed Property															
TUSTIN CA RENTAL P	08/31/1992	213,649.	100.000			213,649.	110,841.	117,622.	SL	MM	31.500		31.5		6,781.
Less: Retired Assets															
Subtotals		213,649.				213,649.	110,841.	117,622.							6,781.
TOTALS		1,195,969.				1,195,969.	110,841.	117,622.							6,781.

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

JSA
9X9024 1 000

Ronny L. Cutshall (USB #0793) of
JONES, WALDO, HOLBROOK & McDONOUGH
Attorneys for Petitioner
170 South Main, Suite 1500
Salt Lake City, Utah 84101
Telephone: (801) 521-3200

IN THE THIRD JUDICIAL DISTRICT COURT OF SALT LAKE COUNTY

STATE OF UTAH

IN THE MATTER OF THE ALSAM FOUNDATION	*EX PARTE* PETITION FOR APPROVAL OF AMENDMENT TO AMENDED AND RESTATED TRUST AGREEMENT Probate No. 893900183 T

PETITIONER, THE NORTHERN TRUST COMPANY, AN ILLINOIS CORPORATION AS THE SOLE TRUSTEE OF THE ALSAM FOUNDATION, A UTAH CHARITABLE TRUST, STATES AND REPRESENTS TO THE COURT AS FOLLOWS:

1. The ALSAM Foundation is a Utah charitable trust established pursuant to a Trust Agreement dated the 29th day of October, 1984 by L. S. Skaggs, also known as Lennie Sam Skaggs, as Settlor (the "Settlor") with First Interstate Bank of Utah, N.A. ("First Interstate") as the initial Trustee. A copy of the original Trust Agreement has been filed herein.

2. After creation of The ALSAM Foundation ("ALSAM"), the Trustee, First Interstate, applied to the Internal Revenue Service for recognition as a private foundation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

3. On July 12, 1985, the Internal Revenue Service issued its determination letter approving ALSAM's application and recognizing ALSAM as a tax exempt private foundation. Such determination letter continues to be in effect.

4. During 1989, First Interstate, as the then Trustee of ALSAM, petitioned this Court *ex parte* for an Order authorizing an amendment of ALSAM's Trust Agreement in order to provide greater flexibility to ALSAM's Managing Committee to be able to make certain charitable contributions during the lifetime of the Settlor, L. S. Skaggs, and the lifetime of his wife, Aline W. Skaggs. As a result, on February 22, 1989, this Court granted said petition and authorized the amendment of ALSAM's Trust Agreement.

5. During 1994, First Interstate, as the then Trustee of ALSAM, again petitioned this Court *ex parte* for an Order authorizing an amendment of ALSAM's Trust Agreement as previously amended, to provide changes in connection with stock of American Stores Company and provisions relating to the Trustee and management of ALSAM by the Managing Committee. As a result, on April 26, 1994, this Court granted said petition and authorized the second amendment of ALSAM's Trust Agreement.

6. During 1997, L. S Skaggs, Aline W. Skaggs, Don L. Skaggs, Claudia S. Luttrell, Susie Balukoff (also know as Lynda S. Balukoff), Mark S. Skaggs, Michael T. Miller and George L. Moosman, as the then Trustees of ALSAM, petitioned this Court *ex parte* for an Order authorizing an amendment of ALSAM's Trust Agreement as previously amended to eliminate the Management Committee, to eliminate all references to American Stores Company and its stock, to expand ALSAM's charitable directions, to eliminate geographical limitations

and other necessitated amendments. As a result, on October 16, 1997, this Court granted said petition and authorized the third amendment of ALSAM's Trust Agreement.

7. During 1999, L. S. Skaggs, Aline W. Skaggs, Don L. Skaggs, Claudia S. Luttrell, Susie Balukoff, Mark S. Skaggs, Michael T. Miller and George L. Moosman, as the then Trustees of ALSAM, again petitioned this Court *ex parte* for an Order authorizing an amendment of ALSAM's Trust Agreement as previously amended to provide that ALSAM be managed and administered by a corporate trustee, to create a separate Grants Committee to make charitable distributions from ALSAM in accordance with directions set forth in ALSAM's Trust Agreement and to make certain other necessitated amendments. As a result, on October 27, 1999, this Court granted said petition and authorized the fourth amendment of ALSAM's Trust Agreement.

8 During 2001, The Northern Trust Company, as the then Trustee of ALSAM, petitioned this Court *ex parte* for an Order authorizing an amendment of ALSAM's Trust Agreement as previously amended to provide that ALSAM shall terminate and its assets distributed to one or more charitable organizations described in Section 501(c)(3) of the Internal Revenue Code on the date twenty-five (25) years after the death of the survivor of L. S. Skaggs, Aline W. Skaggs, Susie Balukoff, Claudia S. Luttrell, Mark S. Skaggs and Don L. Skaggs, to provide the Grants Committee with greater discretion in making charitable distributions from ALSAM, to provide that should the Trustee at any time receive certain properties and/or businesses from the Settlor and/or his wife located in Cassia County, Idaho, the Trustee may retain and operate such properties and/or businesses to promote ALSAM's charitable purposes, to change the composition of the Grants Committee to, at all times following the death of L. S.

Skaggs, include a Roman Catholic Priest or Brother and to change the criteria for selection of successor and additional members of the Grants Committee. As a result, on September 25, 2001 this Court granted said petition and authorized the fifth amendment of ALSAM's Trust Agreement and authorized an Amended and Restated Trust Agreement which took into account all of the amendments to the original Trust Agreement.

9. During 2007, The Northern Trust Company, as the then Trustee of ALSAM, again petitioned this Court *ex parte* for an Order authorizing an amendment of ALSAM's Trust Agreement as previously amended and restated to provide: (a) with respect to the unrestricted Trust assets, beginning in 2008 and for each of the next twenty-five (25) years, in determining how much to commit to distribute to or for the charitable purposes of ALSAM in each year, to use as a guideline the commitment of an amount equal to approximately four percent (4%) of the fair market value of the unrestricted assets of ALSAM; (b) with respect to the unrestricted assets of ALSAM, beginning in 2033 and for the next twenty-five (25) years, to commit to distribute to or for the charitable purposes of ALSAM an approximately equal amount each year (as determined by a formula as contained in the amendment) so that at the end of the twenty-five (25) year period all of the assets of ALSAM would have been committed to be distributed to or for the charitable purposes of ALSAM, (c) to provide specific charitable directions for distributions beginning in 2008; and (d) to provide that (i) the Grants Committee shall have seven members, (ii) the successor to each of Susie Balukoff, Mark S. Skaggs, Claudia S. Luttrell and Don L. Skaggs would be named in the Trust Agreement, (iii) the other members and their successors would need to meet certain criteria and would act for specified terms; and (iv) the

number of members of the Grants Committee would be reduced under certain circumstances As a result, on June 27, 2007 this Court granted said petition and authorized the amendment of ALSAM's amended and restated Trust Agreement and authorized an Amended and Restated Trust Agreement. A copy of the Court's June 27, 2007 Order is attached hereto as Exhibit "A" and is by this reference made a part hereof.

10. Since the Order of this Court entered on June 27, 2007, ALSAM has been administered by the Petitioner, as the sole Trustee, in conjunction with the Grants Committee which has directed the Trustee to make charitable distributions from ALSAM in accordance with the directions in ALSAM's Trust Agreement as amended and restated. The Petitioner now believes that it would be in the best interests of ALSAM to, among other things: (a) with respect to the unrestricted Trust assets (i.e. all of the assets of the Trust reduced by the then outstanding commitments of the Trust to make distributions to or for the charitable purposes of the Trust), beginning in 2008 and for each calendar year up to and including the calendar year in which occurs the death of the survivor of Settlor and Settlor's wife, Aline W. Skaggs, in determining how much to commit to distribute to or for the charitable purposes of ALSAM in each calendar year, to use as a guideline the commitment of an amount equal to approximately four percent (4%) of the fair market value of the unrestricted assets of ALSAM on and valued as of the first business day of the calendar year in question; (b) with respect to the unrestricted assets of ALSAM, beginning in the first calendar year after the year in which occurs the death of Settlor and his wife, Aline W. Skaggs, to commit to distribute to or for the charitable purposes of ALSAM an amount equal to approximately the amount determined by multiplying the fair

market value of the unrestricted assets of ALSAM on and valued as of the first business date of the year in question, by the fraction which has a numerator of one and a denominator of ten in the first said calendar year, by the fraction which has a numerator of one and a denominator of nine in the second said calendar year, by the fraction which has a numerator of one and a denominator of eight in the third said calendar year, by the fraction which has a numerator of one and a denominator of seven in the fourth said calendar year, by the fraction which has a numerator of one and a denominator of six in the fifth said calendar year, by the fraction which has a numerator of one and a denominator of five in the sixth said calendar year. by the fraction which has a numerator of one and a denominator of four in the seventh said calendar year, by the fraction which has a numerator of one and a denominator of three in the eighth said calendar year, by the fraction which has a numerator of one and a denominator of two in the ninth said calendar year and by the fraction which has a numerator of one and a denominator of one in the tenth said calendar year; and (c) with respect to the Grants Committee, to provide that the initial successor to Susie Balukoff shall be chosen by Susie Balukoff and any additional successor shall be chosen by the Grants Committee, provided that in all cases such successor is a descendant of Susie Balukoff, that the initial successor to Mark S. Skaggs shall be chosen by Mark S. Skaggs and any additional successor shall be chosen by the Grants Committee, provided that in all cases such successor is a descendant of Mark S. Skaggs, that the initial successor to Claudia S. Luttrell shall be chosen by Claudia S. Luttrell and any additional successor shall be chosen by the Grants Committee, provided that in all cases such successor is a descendant of Claudia S. Luttrell; that the initial successor to Don L. Skaggs shall be chosen by Don L. Skaggs and any additional successor shall be chosen by the Grants Committee, provided that in all cases such successor is a descendant of Don L Skaggs. Accordingly, your Petitioner believes the ALSAM's Trust Agreement as previously amended should be amended to so provide as set forth in the proposed First Amendment to Amended and Restated Trust Agreement as of June 27, 2007, attached hereto as Exhibit "B" and by this reference made a part hereof.

11. In particular, your Petitioner believes that the purposes of ALSAM would be best served by amending the provisions in Article II, Section 2 of the existing Trust Agreement as amended and restated, relating to the term of the Trust, as provided in Article II, Section 2 of the proposed First Amendment to Amended and Restated Trust Agreement as of June 27, 2007, attached hereto as Exhibit "B".

12 In particular, your Petitioner believes that the purposes of ALSAM would be best served by amending the provisions in Article II, Section 2 of the existing Trust Agreement as amended and restated, relating to the amount of distributions which should be committed by the Grants Committee each year, as provided in Article II, Section 2 of the proposed First Amendment to Amended and Restated Trust Agreement as of June 27, 2007, attached hereto as Exhibit "B".

13 In particular, your Petitioner believes that the purposes of ALSAM would be best served by amending the provisions in Article V, Section 1 of the existing Trust Agreement as amended and restated, relating to the method by which the successor members of the Grants Committee are appointed with respect to the positions currently held by Susie Balukoff, Mark S. Skaggs, Claudia S. Luttrell and Don L. Skaggs, as provided in Article V, Section 1 of the

proposed First Amendment to Amended and Restated Trust Agreement as of June 27, 2007, attached hereto as Exhibit "B".

14. In particular, your Petitioner believes that the purposes of ALSAM would be best served by amending the provisions in Article V, Section 2 of the existing Trust Agreement as amended and restated and Article V, Section 3 of the existing Trust Agreement as amended and restated so each section will be consistent with the proposed amendment to Article V, Section 1 of the existing Trust Agreement as amended and restated as provided in Article V, Section 2 and Section 3 of the proposed First Amendment to Amended and Restated Trust Agreement as of June 27, 2007, attached hereto as Exhibit "B".

15. Your Petitioner believes that the above stated proposed amendments are reasonable and essential for the effective management of ALSAM or for the continued fulfillment of ALSAM's charitable purposes

16. Pursuant to Article IX, Section 3 of the existing Trust Agreement, as amended and restated, the Trust Agreement can be amended upon consent of the Trustee and the vote of eighty percent (80%) or greater of the members of the Grants Committee, with notice to the Attorney General of the State of Utah and upon petition to a court of appropriate jurisdiction for an order amending the Trust Agreement; provided however that after the death of L. S Skaggs, no such amendment shall alter the specific charitable directions set forth in Article II of the Trust Agreement as amended and restated The Trust Agreement as amended and restated provides that the Court shall grant such a petition only upon a showing that the proposed amendments are

essential to the effective management of ALSAM or for the continued fulfillment of ALSAM's charitable purposes.

17. Prior to filing this Petition, your Petitioner has obtained the written consent of the Attorney General of the State of Utah. which consent is on file with the Court. In addition, Susie Balukoff, Mark S. Skaggs, Claudia S. Luttrell, Don L. Skaggs, Monsignor J. Terrence Fitzgerald. Arnold LaGuardia and Ronny L. Cutshall, constituting all of the members of the Grants Committee, have executed a written consent and joinder in this Petition, which consents and joinders are also on file with this Court. Finally, L. S. Skaggs, the Settlor of ALSAM, has executed a written consent and joinder in this Petition, which consent and joinder is also on file with this Court.

18. Your Petitioner believes that the proposed amendments are essential to the effective management of ALSAM or the continued fulfillment of the charitable purposes of ALSAM. In addition, the proposed amendments are not changing the specific charitable directions set forth in Article II of the Trust Agreement as amended and restated, after the death of L. S. Skaggs, since L. S. Skaggs is still living.

19. In view of the consent of the Attorney General of the State of Utah and the consents and joinders of each member of the Grants Committee and of L. S. Skaggs, the Court can waive notice and hearing on this Petition pursuant to Section 75-1-401(2) of the Utah Uniform Probate Code.

WHEREFORE, YOUR PETITIONER REQUESTS THAT:

A. The Court waive notice and hearing on this Petition;

B. The Court find that the proposed amendments are reasonable and essential for the effective management of ALSAM or for the continued fulfillment of the charitable purposes of ALSAM;

C. The Court order that the Trust Agreement as amended be further amended as provided in the First Amendment to Amended and Restated Trust Agreement as of June 27, 2007, attached hereto as Exhibit "B";

D. The Court order the Trustee and the Grants Committee to administer ALSAM in accordance with the Amended and Restated Trust Agreement as of June 27, 2007, as amended by the First Amendment to Amended and Restated Trust Agreement as of June 27, 2007, attached hereto as Exhibit "B";

E For such further order as the Court deems appropriate.

DATED this 31 day of May, 2010.

The Northern Trust Company, as Trustee of The ALSAM Foundation

Monique R. LaMotte, Vice President

Ronny L. Cutshall, of
Jones, Waldo, Holbrook & McDonough,
Attorneys for Petitioner

VERIFICATION

STATE OF ILLINOIS)
ss.
COUNTY OF COOK)

Monique R. LaMotte, being first duly sworn upon her oath, deposes and says that she is a Vice President of The Northern Trust Company, has read the foregoing Petition, known the contents thereof, and that the same is true of her own knowledge, except as to matters therein stated upon information and belief and as to each such matter she believes it to be true.

Monique R. LaMotte

Subscribed and sworn to before me by Monique R. LaMotte this 21 day of May, 2010.

Jean S. Bianchi
NOTARY PUBLIC

OFFICIAL SEAL
JEAN S BIANCHI
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES OCT 08 2012

EXHIBIT "A"

Ronny L. Cutshall (USB #0793) of
JONES, WALDO, HOLBROOK & McDONOUGH
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IN THE THIRD JUDICIAL DISTRICT COURT OF SALT LAKE COUNTY

STATE OF UTAH

IN THE MATTER OF	:	ORDER APPROVING AMENDMENTS TO TRUST AGREEMENT
THE ALSAM FOUNDATION	:	Probate No. 893900183 T

Upon consideration of the Petition filed by The Northern Trust Company, an Illinois corporation as the sole current Trustee of The ALSAM Foundation, a Utah charitable trust ("ALSAM"), Ronny L. Cutshall appearing on behalf of the Petitioner, the Court being fully advised in the premises, hereby finds as follows:

1. ALSAM is a Utah charitable trust established pursuant to a Trust Agreement dated the 29th day of October, 1984 by L. S. Skaggs, also known as Lennie Sam Skaggs, as Settlor (the "Settlor") with First Interstate Bank of Utah, N.A. ("First Interstate") as the initial Trustee.

2. After creation of ALSAM, the Trustee, First Interstate, applied to the Internal Revenue Service for recognition as a private foundation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

3. On July 12, 1985, the Internal Revenue Service issued its determination letter approving ALSAM's application and recognizing ALSAM as a tax exempt private foundation Such determination letter continues to be in effect.

4. During 1989, First Interstate, as the then Trustee of ALSAM, petitioned this Court *ex parte* for an Order authorizing an amendment of ALSAM's Trust Agreement in order to provide greater flexibility to ALSAM's Managing Committee to be able to make certain charitable contributions during the lifetime of the Settlor, L S Skaggs, and the lifetime of his wife, Aline W Skaggs. As a result, on February 22, 1989, this Court granted said petition and authorized the amendment of ALSAM's Trust Agreement

5. During 1994, First Interstate. as the then Trustee of ALSAM, further petitioned this Court *ex parte* for an Order authorizing an amendment of ALSAM's Trust Agreement as previously amended, to provide changes in connection with stock of American Stores Company and provisions relating to the Trustee and management of ALSAM by the Managing Committee. As a result, on April 26. 1994, this Court granted said petition and authorized the second amendment of ALSAM's Trust Agreement

6. During 1997, L S. Skaggs, Aline W. Skaggs, Don L Skaggs, Claudia S. Luttrell, Susie Balukoff (also know as Lynda S. Balukoff), Mark S Skaggs, Michael T Miller and George L. Moosman, as the then acting Trustees of ALSAM, further petitioned this Court

ex parte for an Order authorizing an amendment of ALSAM's Trust Agreement as previously amended to eliminate the Management Committee, to eliminate all references to American Stores Company and its stock, to expand ALSAM's charitable directions, to eliminate geographical limitations and other necessitated amendments As a result, on October 16, 1997, this Court granted said petition and authorized the third amendment of ALSAM's Trust Agreement.

7. During 1999, L S. Skaggs, Aline W. Skaggs, Don L Skaggs, Claudia S Luttrell, Susie Balukoff, Mark S. Skaggs, Michael T. Miller and George L Moosman, as the then acting Trustees of ALSAM, further petitioned this Court *ex parte* for an Order authorizing an amendment of ALSAM's Trust Agreement as previously amended to provide that ALSAM be managed and administered by a corporate trustee, to create a separate Grants Committee to make charitable distributions from ALSAM in accordance with directions set forth in ALSAM's Trust Agreement and to make certain other necessitated amendments As a result, on October 27, 1999, this Court granted said petition and authorized the fourth amendment of ALSAM's Trust Agreement.

8 During 2001, The Northern Trust Company, as the then acting Trustee of ALSAM, further petitioned this Court *ex parte* for an Order authorizing an amendment of ALSAM's Trust Agreement as previously amended to provide that ALSAM shall terminate and its assets distributed to one or more charitable organizations described in Section 501(c)(3) of the Internal Revenue Code on the date twenty-five years after the death of the survivor of L. S. Skaggs, Aline W. Skaggs, Susie Balukoff, Claudia S. Luttrell, Mark S. Skaggs and Don L.

Skaggs, to provide the Grants Committee with greater discretion in making charitable distributions from ALSAM, to provide that should the Trustee at any time receive certain properties and/or businesses from the Settlor and/or his wife located in Cassia County, Idaho, the Trustee may retain and operate such properties and/or businesses to promote ALSAM's charitable purposes, to change the composition of the Grants Committee to, at all times following the death of L. S. Skaggs, include a Roman Catholic Priest or Brother and to change the criteria for selection of successor and additional members of the Grants Committee. As a result, on September 25, 2001 this Court granted said petition and authorized the fifth amendment of ALSAM's Trust Agreement and authorized an Amended and Restated Trust Agreement which took into account all of the amendments to the original Trust Agreement.

9. Since the Order of this Court entered on September 25, 2001, ALSAM has been administered by the Petitioner, as the sole Trustee, in conjunction with the Grants Committee which has directed the Petitioner to make charitable distributions from ALSAM in accordance with the directions in ALSAM's Trust Agreement as amended. It is now in the best interests of ALSAM to, among other things, (a) with respect to the unrestricted Trust assets (i.e. all of the assets of the Trust reduced by the then outstanding commitments of the Trust to make distributions to or for the charitable purposes of the Trust), beginning in 2008 and for each of the next twenty-five (25) years ending in 2032 in determining how much to commit to distribute to or for the charitable purposes of ALSAM in each year, to use as a guideline the commitment of an amount equal to approximately four percent (4%) of the fair market value of the unrestricted assets of ALSAM on and valued as of the first business date

of the year in question; (b) with respect to the unrestricted assets of ALSAM, beginning in 2033 and for the next twenty-five years (i.e ending in 2057) to commit to distribute to or for the charitable purposes of ALSAM an amount equal to approximately the amount determined by multiplying the fair market value of the unrestricted assets of ALSAM on and valued as of the first business date of the year in question, by the fraction which has a numerator of one and a denominator of twenty-five in 2033, by the fraction which has a numerator of one and a denominator of twenty-four in 2034, by the fraction which has a numerator of one and a denominator of twenty-three in 2035, by the fraction which has a numerator of one and a denominator of twenty-two in 2036, by the fraction which has a numerator of one and a denominator of twenty-one in 2037, by the fraction which has a numerator of one and a denominator of twenty in 2038, by the fraction which has a numerator of one and a denominator of nineteen in 2039, by the fraction which has a numerator of one and a denominator of eighteen in 2040, by the fraction which has a numerator of one and a denominator of seventeen in 2041, by the fraction which has a numerator of one and a denominator of sixteen in 2042, by the fraction which has a numerator of one and a denominator of fifteen in 2043, by the fraction which has a numerator of one and a denominator of fourteen in 2044, by the fraction which has a numerator of one and a denominator of thirteen in 2045, by the fraction which has a numerator of one and a denominator of twelve in 2046, by the fraction which has a numerator of one and a denominator of eleven in 2047, by the fraction which has a numerator of one and a denominator of ten in 2048, by the fraction which has a numerator of one and a denominator of nine in 2049, by the fraction which has a numerator of one and a denominator of eight in 2050, by the fraction which has a numerator of one and a denominator of seven in 2051, by the fraction which has a numerator of one and a denominator of six in 2052, by the fraction which has a numerator of one and a denominator of five in 2053, by the fraction which has a numerator of one and a denominator of four in 2054, by the fraction which has a numerator of one and a denominator of three in 2055, by the fraction which has a numerator of one and a denominator of two in 2056 and by the fraction which has a numerator of one and a denominator of one in 2057; (c) to provide that the Grants Committee shall currently have seven members who are Susie Balukoff, Mark S. Skaggs, Claudia S. Luttrell. Don L Skaggs, Monsignor George F. Davich. Arnold LaGuardia and Ronny L. Cutshall, and that the successor of Susie Balukoff shall be Sam Balukoff and that at the time neither Susie Balukoff nor Sam Balukoff are able and willing to so act, no successor shall be appointed for that particular seat and the number of the members of the Grants Committee shall be reduced by one, that the successor to Mark S. Skaggs shall be Stephen A. Skaggs and that at the time neither Mark S. Skaggs nor Stephen A. Skaggs are able and willing to so act, no successor shall be appointed for that particular seat and the number of the members of the Grants Committee shall be reduced by one, that the successor of Claudia S. Luttrell shall be Dallas Luttrell and that at the time neither Claudia S Luttrell nor Dallas Luttrell are able and willing to so act, no successor shall be appointed for that particular seat and the number of the members of the Grants Committee shall be reduced by one. that the successor to Don L Skaggs shall be Dustin L. Skaggs and that at the time neither Don L Skaggs nor Dustin L

Skaggs are able and willing to so act, no successor shall be appointed for that particular seat and the number of the members of the Grants Committee shall be reduced by one, that any successor to the position currently held by Arnold LaGuardia shall be skilled in accounting and business. that any successor to the position currently held by Monsignor George F. Davich shall be a Roman Catholic Priest or Brother and any successor to the position currently held by Ronny L. Cutshall shall be an attorney at law authorized to practice law in at least one state of the United States of America; and (d) to provide that beginning in 2008 distributions committed to be made each year shall be not less twenty-five percent (25%) to medical research, not less than twenty-five percent (25%) to one or more organizations affiliated with the Roman Catholic Church, not less than twenty-five percent (25%) for education and the balance in the absolute discretion of the Grants Committee Accordingly, the ALSAM's Trust Agreement as previously amended should be amended to so provide as set forth in the Amended and Restated Trust Agreement as of ____________, 2007, attached hereto as Exhibit "1" and by this reference made a part hereof.

10. In particular, the purposes of ALSAM would be best served by amending the provisions in Article I, Section 2 of the existing Trust Agreement as amended, relating to the term of the Trust, as provided in Article I, Section 2 of the Amended and Restated Trust Agreement as of ______, 2007, attached hereto as Exhibit "1".

11. In particular, the purposes of ALSAM would be best served by amending the provisions in Article II. Section 2 of the existing Trust Agreement as amended, relating to the amount of distributions which should be committed by the Grants Committee each year, as

provided in Article II, Section 2 of the Amended and Restated Trust Agreement as of ___ ________, 2007, attached hereto as Exhibit "1".

12. In particular, the purposes of ALSAM would be best served by amending the provisions in Article II, Section 3 of the existing Trust Agreement as amended, relating to the specific charitable directions, as provided in Article II, Section 3 of the Amended and Restated Trust Agreement as of ________, 2007, attached hereto as Exhibit "1"

13. In particular, the purposes of ALSAM would be best served by amending the provisions in Article V, Section 1 of the existing Trust Agreement as amended, relating to the composition of the Grants Committee and the successor members of the Grants Committee, as provided in Article V, Section 1 of the Amended and Restated Trust Agreement as of _ ________, 2007, attached hereto as Exhibit "1".

14. In particular, the purposes of ALSAM would be best served by amending the provisions in Article V, Section 2 of the existing Trust Agreement as amended, relating to the terms of the members of the Grants Committee, as provided in Article V, Section 2 of the Amended and Restated Trust Agreement as of ______, 2007, attached hereto as Exhibit "1"

15. In particular, the purposes of ALSAM would be best served by amending the provisions in Article V, Section 3 of the existing Trust Agreement as amended, relating to the removal of the members of the Grants Committee, as provided in Article V, Section 3 of the Amended and Restated Trust Agreement as of ______. 2007, attached hereto as Exhibit "1".

16. In addition, the purposes of ALSAM would be best served by amending certain other provisions of the Trust Agreement as amended to make them consistent with the

amendments discussed in paragraphs 10 through 15 of this Order, to change referenced sections of the Utah Code Annotated where needed and to make certain other changes

17. The above stated proposed amendments are reasonable and essential for the effective management of ALSAM or for the continued fulfillment of ALSAM's charitable purposes

18. Because the proposed changes require extensive amendment to certain portions of the Trust Agreement as amended, the Trust Agreement as amended, should be amended and restated in its entirety, all as set forth in the Amended and Restated Trust Agreement as of ____________, 2007, attached hereto as Exhibit "1".

19 Pursuant to Article IX, Section 3 of the existing Trust Agreement, as amended, the Trust Agreement can be amended upon consent of the Trustee and the vote of eighty percent (80%) or greater of the members of the Grants Committee, with notice to the Attorney General of the State of Utah and upon petition to a court of appropriate jurisdiction for an order amending the Trust Agreement; provided however that no such amendment shall alter the specific charitable directions set forth in Article II, Section 3 of the Trust Agreement as amended, after the death of L. S. Skaggs. The Trust Agreement as amended provides that this Court shall grant such a petition only upon a showing that the proposed amendments are essential to the effective management of ALSAM or for the continued fulfillment of ALSAM's charitable purposes.

20. A written consent of the Attorney General of the State of Utah to the Petition is on file with this Court. In addition, a written consent and joinder in the Petition of each of

Susie Balukoff, Mark S. Skaggs, Claudia S Luttrell, Don L. Skaggs, Monsignor George F Davich, Arnold LaGuardia and Ronny L. Cutshall, constituting all of the members of the Grants Committee, are also on file with this Court Finally, the written consent and joinder in the Petition of L. S Skaggs, the Settlor of ALSAM is also on file with this Court.

21. The proposed amendments are essential to the effective management of ALSAM or the continued fulfillment of the charitable purposes of ALSAM In addition, the proposed amendments are not changing the specific charitable directions set forth in Article II, Section 3 of the Trust Agreement as amended, after the death of L S Skaggs, since L. S Skaggs is still living.

22. In view of the consent of the Attorney General of the State of Utah and the consents and joinders of each member of the Grants Committee and of L S Skaggs, this Court can waive notice and hearing on the Petition pursuant to Section 75-1-401(2) of the Utah Uniform Probate Code.

NOW THEREFORE, upon motion of Ronny L Cutshall, attorney for the Petitioner, IT IS HEREBY ORDERED, ADJUDGED AND DECREED as follows.

A. It is hereby ordered that notice and hearing on the Petition is hereby waived;

B. The Court hereby finds that the proposed amendments are reasonable and essential for the effective management of ALSAM or for the continued fulfillment of the charitable purposes of ALSAM;

C. It is hereby ordered that effective as of the date of this Order, the Trust Agreement as amended be further amended as provided in the Amended and Restated Trust Agreement as of ______, 2007, which is attached hereto as Exhibit "1";

D. It is hereby ordered that the Trustee and the Grants Committee shall administer ALSAM in accordance with the Amended and Restated Trust Agreement as of _______ _, 2007, which is attached hereto as Exhibit "1".

DATED this 27 day of June, 2007

BY THE COURT

District Judge

STATE OF UTAH
THIRD DISTRICT COURT
SALT LAKE CITY

I CERTIFY THAT THIS IS A TRUE COPY OF AN ORIGINAL DOCUMENT ON FILE IN THE THIRD DISTRICT COURT, SALT LAKE COUNTY, STATE OF UTAH.

DATE June 27, 2007

DEPUTY COURT CLERK

Exhibit "1"

AMENDED AND RESTATED
TRUST AGREEMENT AS OF ____________________, 2007

(THE ALSAM FOUNDATION)

THIS AMENDED AND RESTATED TRUST AGREEMENT is entered into effective as of the _______ day of ____________, 2007, by and between (i) L.S. SKAGGS, also known as LENNIE SAM SKAGGS (hereinafter sometimes referred to as "Settlor"), and (ii) THE NORTHERN TRUST COMPANY, an Illinois corporation, or its successor, as Trustee, for the purpose of amending and restating an irrevocable trust qualified as a tax exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code, heretofore created, as authorized by an Order of the Third Judicial District Court of Salt Lake County, State of Utah.

RECITALS

A. Settlor and First Interstate Bank of Utah, N.A., entered into a Trust Agreement as of the 29th day of October, 1984, wherein THE ALSAM FOUNDATION was created.

B. Said Trust Agreement was amended pursuant to an order of court entered the 22nd day of February, 1989.

C. Said Trust Agreement was amended pursuant to an order of court entered the 26th day of April, 1994

D. Said Trust Agreement was again further amended pursuant to an order of court entered the 16th day of October, 1997.

E. Said Trust Agreement was amended and restated pursuant to an order of the court entered the 27th day of October, 1999.

F. Said Trust Agreement was amended and restated pursuant to an order of the court entered the 25th day of September, 2001.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual promises contained in this Trust Agreement, as amended, and for other good and valuable consideration, and pursuant to an order of the Third Judicial District Court of Salt Lake County, State of Utah, the Trust Agreement is amended and restated in its entirety as follows.

ARTICLE I
ESTABLISHMENT OF TRUST

Section 1. **Trust Name**. The trust created hereunder shall be known and identified as THE ALSAM FOUNDATION and for purposes of convenience shall hereafter sometimes be referred herein as the "Trust".

Section 2 **Trust Term.** Notwithstanding any other provision of this Trust Agreement, the Trust hereunder shall terminate on the 31st day of December, 2058 and all the assets of the Trust shall be transferred, paid over and distributed to one or more organizations described in Section 501(c)(3) of the Code as set forth in Sections 2 and 3 of Article II of this Trust Agreement.

ARTICLE II
CHARITABLE PURPOSES

Section 1 **Restrictions on Extent of Charitable Purposes.** The Trust is created and shall be operated exclusively for charitable, religious, scientific, literary or educational purposes, or for the prevention of cruelty to animals within the meaning of Section 501(c)(3) of the Code. Notwithstanding any statement to the contrary contained herein, the Trustee shall not violate the following provisions:

(1) Fail to make Trust distributions at such times, in such amounts, and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code,

(2) Engage in any act of self-dealing as defined in Section 4941(d) of the Code,

(3) Retain any excess business holdings as defined in Section 4943(c) of the Code;

(4) Make any investments in such manner as to subject it to tax under Section 4944 of the Code; or

(5) Make any taxable expenditure as defined in Section 4945(d) of the Code.

No part of the net earnings of the Trust shall inure to the benefit of any private individual; no substantial part of the activities of the Trust shall be in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Trust participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. The Trust shall not carry on, otherwise than as an insubstantial part of its activities, activities which are not in furtherance of one or more of the aforementioned purposes for which the Trust is organized. Notwithstanding anything contained herein to the contrary, (i) the Trust shall not carry on any activities not permitted to be carried on by a trust exempt from federal income tax under Section 501(c)(3) of the Code or by a trust contributions to which are deductible under Section 170(c)(2) of the Code, and (ii) under no circumstances shall the Trust accomplish or do, nor shall it have the power to accomplish or do any act or thing which is defined as a "prohibited transaction" within the meaning of Section 503(b) of the Code

Section 2. **Charitable Distributions.** The Trustee shall distribute all or part of the net income and the principal of the Trust each year, as directed by the Grants Committee, to fulfill the charitable purposes of the Trust as provided in Section 1 of this Article and subject to the limitations set forth therein and the provisions set forth in Section 3 of Article III. The

Grants Committee beginning in 2008 and for each of the next twenty-five (25) years ending in 2032, in determining how much to commit to distribute to or for the charitable purposes of the Trust in each year, shall use as a guideline the commitment of an amount equal to approximately four percent (4%) of the fair market value of the unrestricted assets of the Trust on and valued as of the first business date of the year in question. With respect to the unrestricted assets of the Trust, beginning in 2033 and for the next twenty-five years (i.e. ending in 2057) the Grants Committee, shall commit to distribute to or for the charitable purposes of the Trust an amount equal to approximately the amount determined by multiplying the fair market value of the unrestricted assets of the Trust on and valued as of the first business date of the year in question, by the fraction which has a numerator of one and a denominator of twenty-five in 2033, by the fraction which has a numerator of one and a denominator of twenty-four in 2034, by the fraction which has a numerator of one and a denominator of twenty-three in 2035, by the fraction which has a numerator of one and a denominator of twenty-two in 2036, by the fraction which has a numerator of one and a denominator of twenty-one in 2037, by the fraction which has a numerator of one and a denominator of twenty in 2038, by the fraction which has a numerator of one and a denominator of nineteen in 2039, by the fraction which has a numerator of one and a denominator of eighteen in 2040, by the fraction which has a numerator of one and a denominator of seventeen in 2041, by the fraction which has a numerator of one and a denominator of sixteen in 2042, by the fraction which has a numerator of one and a denominator of fifteen in 2043, by the fraction which has a numerator of one and a denominator of fourteen in 2044, by the fraction which has a numerator of one and a denominator of thirteen in 2045, by the fraction which has a numerator of one and a denominator of twelve in 2046, by the fraction which has a numerator of one and a denominator of eleven in 2047, by the fraction which has a numerator of one and a denominator of ten in 2048, by the fraction which has a numerator of one and a denominator of nine in 2049, by the fraction which has a numerator of one and a denominator of eight in 2050, by the fraction which has a numerator of one and a denominator of seven in 2051, by the fraction which has a numerator of one and a denominator of six in 2052, by the fraction which has a numerator of one and a denominator of five in 2053, by the fraction which has a numerator of one and a denominator of four in 2054, by the fraction which has a numerator of one and a denominator of three in 2055, by the fraction which has a numerator of one and a denominator of two in 2056 and by the fraction which has a numerator of one and a denominator of one in 2057. For all purposes of the above, the unrestricted assets of the Trust shall mean all of the assets of the Trust reduced by the then outstanding commitments of the Trust to make distributions to or for the charitable purposes of the Trust Notwithstanding the above, the Trustee shall make such distributions, with or without the directions of the Grants Committee, so as to not violate the provisions set forth in Section 1(1) of this Article.

Section 3. **Specific Charitable Direction.** Beginning in 2008, the distributions to be committed to each year by the Grants Committee shall be not less than twenty-five percent (25%) to or for the benefit of medical research, not less than twenty-five percent (25%) to or for the benefit of one or more organizations affiliated with the Roman Catholic Church; not less than twenty-five percent (25%) to or for the benefit of education and the balance as determined by the Grants Committee in its discretion.

Section 4. **Fulfillment of Charitable Purposes** The Grants Committee shall have full discretion to fulfill the charitable purposes of the Trust as the Grants Committee deems best Accordingly, the Grants Committee may make distributions to other qualified charitable organizations for use by such organizations in their programs consistent with the charitable purposes set forth in this Article II. In the alternative, the Grants Committee may establish independent programs, scholarships or funds for the fulfillment of the charitable purposes of the Trust

ARTICLE III
ADMINISTRATION OF THE TRUST

Section 1 **Trustee; Successor Trustee; Trustee Resignation** The activities, property and affairs of the Trust shall be managed by the Trustee From and after the date of this Amended and Restated Trust Agreement, the Trustee shall be THE NORTHERN TRUST COMPANY, or its successor, and it shall continue as Trustee of the Trust until its resignation, removal or disqualification. Upon the resignation, removal or disqualification of THE NORTHERN TRUST COMPANY, or its successor, then the Grants Committee, by the vote of eighty percent (80%) or greater vote of the members of the Grants Committee, shall appoint a corporate successor Trustee with the powers and discretions as are conferred upon the Trustee named herein Such corporate successor Trustee shall be one of the ten (10) largest banks and/or trust companies in the United States of America as determined by the sum of capital and surplus of the entity and shall also be one of the ten (10) largest banks and/or trust companies in the United States of America as determined by the market value of the assets under investment management of the entity THE NORTHERN TRUST COMPANY, or any successor corporate Trustee, may resign, upon ninety (90) days written notice to the Grants Committee, and the then acting members of the Grants Committee shall appoint a successor corporate Trustee from among the ten (10) largest banks and/or trust companies in the United States to be determined as provided above in this paragraph. THE NORTHERN TRUST COMPANY, or any successor corporate Trustee, may also be removed, with or without cause, by either (i) the Settlor, or (ii) the vote of eighty percent (80%) or greater vote of the Grants Committee, by delivering to such Trustee notice to that effect and naming a successor corporate Trustee from among the ten (10) largest banks and/or trust companies in the United States to be determined as provided above in this paragraph. In the event two (2) or more members of the Grants Committee believe that the Trustee should be removed for cause, but a vote of eighty percent (80%) of the Grants Committee cannot be obtained as provided above, then the members of the Grants Committee seeking such removal may, in their discretion, proceed with a petition to a court of competent jurisdiction seeking an order removing the Trustee.

Section 2. **General Powers and Duties of Trustee**. The Trustee shall have the complete and exclusive care, custody and control of the Trust's property. The Trustee shall have all power necessary to fulfill its responsibilities as Trustee of the Trust and specifically those powers set forth in Utah Code Ann. Sections 75-7-813 and 75-7-814, as they now exist and as they may be amended in the future. In addition, the Trustee shall have the power to invest the Trust funds in all types of investment forms including, but not limited to, limited partnerships, limited liability companies and corporations. Subject to the foregoing and other provisions hereof, the Trustee is authorized and empowered in the management and operations of the Trust as follows:

A To invest the trust funds in any property, real, personal or mixed, in which any individual may invest his own funds In making investments, the Trustee shall exercise the judgment and care in the purchase or acquisition thereof required of a fiduciary under the prudent investor rule set forth in Utah Code Ann Sections 75-7-901 through 75-7-907, as they now exist and as they may be amended in the future A corporate Trustee may commingle the assets of the Trust with common trust funds and mutual funds managed and administered by the corporate Trustee or its affiliate

B. To manage, control, sell, convey, exchange, partition, divide, subdivide, improve, repair, to grant options and to sell upon deferred payments; to lease for terms within or extending beyond the duration of the Trust for any purpose, including exploration for and removal of gas, oil and other minerals, to enter into community oil leases. pooling and unitization agreements; to create restrictions, easements and other servitudes: to compromise, arbitrate or otherwise adjust claims in favor of or against the Trust, to institute, compromise and defend actions and proceedings.

C. To receive and collect all proceeds, rents, income and accruals of every kind inuring to the benefit of the Trust

D To execute or enter into contracts, deeds, agreements or any other documents of any nature whatsoever which the Trustee may deem necessary or desirable to carry out the provisions and purposes of the Trust.

E. To receive properties or interests therein from the Settlor or others. including shares of any corporate Trustee's own stock, as additions to the Trustee and to retain, hold, manage or sell the same as the Trustee may deem advisable, provided, however, that in the event that any corporate Trustee receives a contribution of its own stock, the Trustee shall divest such stock within a reasonable time after such contribution.

F. To have respecting securities all the rights, powers and privileges of an owner, including the power to pay assessments and other sums deemed by the Trustee necessary for the protection of the estate of the Trust; to participate in voting trusts, pooling agreements, foreclosures, reorganizations, consolidations, mergers and liquidations, and, in connection therewith, to deposit securities with and transfer title to any protective or other committee under such terms as the Trustee may deem advisable, to exercise or sell stock subscription or conversion rights, to accept and retain as an investment any securities or other property received through the exercise of any of the foregoing powers, regardless of any limitations elsewhere in this instrument relative to investments by the Trustee; and to register any securities held by the Trust in the name of a nominee without disclosing the fiduciary relationship.

G To borrow money for periods not to exceed one (1) year upon such terms and conditions as the Trustee may deem proper, and to obligate the Trust for repayment, to encumber the Trust or any of its property by mortgage, deed of trust, pledge or otherwise, using such procedure to consummate the transaction as the Trustee may deem advisable; provided, however, , that the Trustee shall borrow money and encumber Trust property only to make charitable distributions in accordance with Article II, above, and to comply with any requirements of the Code, as it may from time to time be amended.

H. To pay the expenses of administering the Trust, as approved by the Grants Committee, such as taxes, insurance, upkeep and any and all items of expense ordinarily necessary to the operation of trusts of this character, including any fees and court costs necessarily incurred in enforcing any of the property rights pertaining to the property rights to the property of the Trust

I. To effect, keep in force and pay premiums on fire, rent, title, liability or casualty insurance, or other insurance of any nature, in any form and in any amount

J. Subject to the approval of the Grants Committee, to employ accountants, agents, attorneys, brokers, investment counsel and others reasonably necessary in the administration of the estate of the Trust, including a nominee to hold title to real property, and to delegate to such persons any discretion which the Trustee may deem proper

K. In the Trustee's discretion, and as approved by the Grants Committee, to charge to income all current costs of amortization, obsolescence, depletion and depreciation of any properties of the Trust and to provide adequate reserves for such amortization, obsolescence, depletion and depreciation.

L. The Trustee and the Grants Committee may adopt Bylaws which shall govern the operation of the Trust and which are not inconsistent with any term of the Trust Agreement.

M. No Trustee or member of the Grants Committee shall be required to give bond unless a court of competent jurisdiction, in its discretion, upon the application of an interested party, requires a bond to be given.

N Unless specifically limited, all discretions conferred upon the Trustee shall be absolute, and their exercise conclusive on all interested persons The enumeration of certain powers of the Trustee shall not limit the Trustee's general or implied powers, and the Trustee, subject always to the discharge of the Trustee's fiduciary obligations, is vested with and shall have all rights, powers and privileges which an absolute owner of the same property would have.

O. If for any reason the Trustee in unwilling or unable to act as to any property of the Trust, including out-of-state property, the Trustee shall from time to time designate in writing in person or qualified corporation to act as special Trustee as to that property. Any person or corporation acting as a special Trustee may resign at any time by written notice to the Trustee. Each special Trustee shall have the powers granted to the Trustee under the terms of this Trust, to be exercised only with the approval of the Trustee, to which the net income and the proceeds from sale of any part or all of the property shall be remitted and administered under this Trust.

Notwithstanding the broad generality of the powers granted to the Trustee pursuant to the Trust Agreement and Utah law, the Trustee shall not exercise its powers except in full compliance with federal laws governing tax exempt organizations under Section 501(c)(3) of the Code so that the Trust at all times qualifies as a tax exempt organization to which donations shall be tax deductible pursuant to Section 170(a)(1), 2055 and 2522 of the Code.

Section 3. **Special Powers – Section 4942 of the Internal Revenue Code**. As set forth in the Trust Agreement, it shall be the responsibility of the Trustee, acting at the direction of the Grants Committee, to determine the distributions of the Trust in each fiscal year of the Trust and to make distributions pursuant to such determination, and the Trustee shall distribute sufficient assets of the Trust to avoid any taxes under Section 4942 of the Code Such distributions shall be made consistent with the charitable purposes of the Trust as set forth in Article II above.

Section 4. **Allocation of Principal and Income** As used in the Trust Agreement, the term "net income" shall mean the income and earnings from the Trust, exclusive of the profits realized from the sale of any of the assets of the Trust, exclusive of all distributions, cash or in kind, paid by corporations in cases of liquidation, and exclusive of stock dividends in stock of distributing corporations (such profits, liquidation distributions and stock dividends to be considered a part of principal of the Trust and to be added thereto), less any necessary charges and expenses paid or incurred in connection with the management and protection of the estate of the Trust including, without limitation, in the Trustee's discretion and subject to the approval of the Grants Committee, a reasonable allowance for depreciation or depletion on property subject to depreciation or depletion under generally accepted accounting principles, and the proper compensation of the Trustee and members of the Grants Committee for services hereunder All questions relating to the ascertainment of income and principal and the allocation of receipts and disbursements between income and principal, except as specifically provided herein, shall be resolved by the Trustee in accordance with the terms of the Uniform Principal and Income Act from time to time in effect in the State of Utah, or if such Act should be abolished, then in accordance with the terms of such Act as it was last in effect in the State of Utah.

Section 5. **Administration of Certain Assets.**

A. Operating Business Assets. The Trust may receive assets which are in the nature of operating businesses. Included in these assets will likely be part or all of certain ranch properties (or entities owning such properties) owned or controlled by the Settlor and his spouse, ALINE W. SKAGGS (or fiduciaries on their behalf), located in Cassia County, Idaho, or in other jurisdictions of the United States. The Trustee shall have the power and authority to retain and operate such operating business or businesses for the maximum period permitted under the Code, or to sell such business or businesses, or to convert such business or businesses to charitable purposes; provided, however, in the event of any sale, the Trustee shall sell such assets in a commercially reasonable manner or in a manner that is consistent with the charitable purposes set forth in Article II.

B. Assets Suitable for Trust's Charitable Purposes. The Trust may receive assets which may be suitable for promoting the Trust's charitable purposes. Included in these assets will likely be part or all of certain ranch properties (or entities owning such properties) owned or controlled by the Settlor and his spouse, ALINE W. SKAGGS (or fiduciaries on their behalf), located in Cassia County, Idaho, or in other jurisdictions of the United States. The Trustee shall have the power and authority to retain and operate such assets for its charitable purposes and programs, or to sell such assets, provided, however, in the event of any sale, the Trustee shall sell such assets in a commercially reasonable manner or in a manner that is consistent with the charitable purposes set forth in Article II

Section 6. **Accountings**. The Trustee shall render an account of all of its receipts, disbursements and other transactions on behalf of the Trust to the Grants Committee as directed by the Grants Committee, but in no event more often than monthly or less often than annually

Section 7. **Compensation.** The Trustee and a successor corporate Trustee shall be entitled to receive reasonable compensation for its services not to exceed the prevailing rate of the corporate Trustee for other accounts of similar size, complexity and responsibility for similar services, and not to exceed the fees charged by other competing corporate trustees for similar services. The compensation of any attorneys, accountants, brokers, investment managers and other agents employed by the Trustee shall be at the expense of the Trust, and such expenses shall not be deducted from the compensation to which the Trustee is entitled hereunder In determining compensation, the Trustee shall fully comply with Sections 4941(d)(2)(E), 4945(d)(5) and 170(c)(2)(C)of the Code.

ARTICLE IV
ADMINISTRATION OF TRUST – FIDUCIARY MATTERS GENERALLY

Section 1. **Trustee and Grants Committee Liability** A Trustee shall not be liable for any loss or depreciation in the value of the Trust estate occurring by reason of error of judgment in making any sale, investment or reinvestment, or in continuing to hold in trust any property of the Trust or any property hereafter transferred to the Trust or any investment or reinvestment hereafter made, provided such loss or depreciation in value has not occurred through the actual fraud, gross negligence or willful default of the Trustee. Good faith and fiduciary responsibility shall be required of a Trustee. A Trustee shall not be liable for any action taken or not taken in reliance upon the opinion or advice of counsel nor for the default or misconduct of any counsel, agent or other representative selected by the Trustee with reasonable care and in good faith A Trustee shall also not be liable for any action taken or not taken at the direction of the Grants Committee or for any action or omission of the Grants Committee In all other respects, a Trustee shall be liable and responsible to the degree required by the laws of the State of Utah.

No member of the Grants Committee shall be liable for any loss or depreciation in the value of the Trust estate occurring by reason of any action taken or not taken by any Trustee where such Trustee acted or failed to act of its own accord and not at the direction of the Grants Committee. Good faith and fiduciary responsibility shall be required of a member of the Grants Committee. A member of the Grants Committee shall not be liable for any action taken or not taken in reliance upon the opinion or advice of counsel nor for the default or misconduct of any counsel, agent or other representative selected by the Grants Committee with reasonable care and in good faith In all other respects, a member of the Grants Committee shall be liable and responsible to the degree required by the laws of the State of Utah.

In any contract or agreement made by a Trustee or the Grants Committee on behalf of the Trust, the Trustee or the Grants Committee may and is hereby authorized to stipulate and provide against personal liability on such contracts The rights created under and by virtue of such contract or contracts shall belong to the Trust, and the obligations under and by virtue of such contract or contracts shall be the obligation of the Trust.

Section 2. **Transition on Change of Trustees or Members of the Grants Committee.** An outgoing Trustee or member of the Grants Committee, upon the effective date of removal, resignation, on disqualification, shall cease to have any powers or discretions hereunder. At the earliest possible date thereafter, the outgoing Trustee or member of the Grants Committee shall deliver to such successor Trustee or Grants Committee member all of the assets and original records which were in the possession of such Trustee or Grants Committee member and shall make available to such Trustee or Grants Committee member a complete record and inventory of the assets and/or records for which the Trustee or Grants Committee member had responsibility.

Each Trustee or Grants Committee member shall have the same powers and duties as his, her or its predecessor The assumption by a successor shall not be complete until such successor executes a written acceptance of his, her or its office

Each successor Trustee or member of the Grants Committee shall not be liable in any way related to the prior actions or omissions of a prior Trustee or prior member of the Grants Committee hereunder.

Section 3. **Trustee's Determinations of Fact.** All determinations of fact made by a Trustee in the course of carrying out of the terms of the Trust, if reasonably made on the basis of the then available information, shall be binding upon all concerned and shall fully protect the Trustee even though it may subsequently be found that such a determination was erroneous; provided, however, that in making significant determinations of fact, the Trustee shall petition a court of competent jurisdiction to assist the Trustee in making such determination Whether a determination of fact is significant shall be determined by the majority or greater vote of the Grants Committee.

Section 4. **Construction of Instrument.** The Trustee may construe this instrument, if reasonably made, and any action taken relying upon such construction shall be binding upon all concerned and shall fully protect the Trustee even though it may be subsequently determined that such construction is erroneous. Moreover, the Trustee shall construe every provision of the Trust which is designed to meet specific requirements of the Code in accordance with that design. Thus, if the Code is changed, the Trustee shall construe each affected provision of the Trust Agreement accordingly. Notwithstanding the foregoing, in the event any significant construction of this instrument, as determined by the majority or greater vote of the Grants Committee, shall be required, the Trustee shall petition a court of competent jurisdiction to interpret this instrument

ARTICLE V
ADMINISTRATION OF TRUST – GRANTS COMMITTEE

Section 1. **Composition of Grants Committee; Successor Members, Qualifications.** The Settlor directs that during the entire term of the Trust a Grants Committee consisting of not less than three (3) nor more than eleven (11) members shall exist for the purpose of rendering directions to the Trustee in making distributions from the Trust as provided in Article II, Sections 2, 3 and 4, above, and such other decisions as set forth herein. Each committee member will be a fiduciary with regard to the responsibilities of the Grants Committee pursuant to this Trust

A The Grants Committee shall, as of May 1, 2007 be composed as follows: SUSIE BALUKOFF, MARK S. SKAGGS, CLAUDIA S LUTTRELL, DON L SKAGGS, MONSIGNOR GEORGE F. DAVICH, ARNOLD LAGUARDIA and RONNY L CUTSHALL.

B SUSIE BALUKOFF shall continue to serve on the Grants Committee until she dies, resigns or is incapacitated. Upon her death, resignation or incapacity, SAM BALUKOFF, if he is willing and able to so act, shall serve on the Grants Committee until he dies, resigns or is incapacitated Upon the death, resignation or incapacity of both SUSIE BALUKOFF and SAM BALUKOFF, there shall be no successor and the number of members of the Grants Committee shall be reduced by one.

C. MARK S. SKAGGS shall continue to serve on the Grants Committee until he dies, resigns or is incapacitated. Upon his death, resignation or incapacity, STEPHEN A SKAGGS, if he is willing and able to so act, shall serve on the Grants Committee until he dies, or resigns or is incapacitated. Upon the death, resignation or incapacity of both MARK S. SKAGGS and STEPHEN A. SKAGGS, there shall be no successor and the number of members of the Grants Committee shall be reduced by one.

D. CLAUDIA S. LUTTRELL shall continue to serve on the Grants Committee until she dies, resigns or is incapacitated. Upon her death, resignation or incapacity, DALLAS LUTTRELL, if he is willing and able to so act, shall serve on the Grants Committee until he dies, resigns or is incapacitated Upon the death, resignation or incapacity of both CLAUDIA S. LUTTRELL and DALLAS LUTTRELL, there shall be no successor and the number of members of the Grants Committee shall be reduced by one.

E. DON L. SKAGGS shall continue to serve on the Grants Committee until he dies, resigns or is incapacitated. Upon his death, resignation or incapacity, DUSTIN L. SKAGGS, if he is willing and able to so act, shall serve on the Grants Committee until he dies, resigns or is incapacitated. Upon the death, resignation or incapacity of both DON L. SKAGGS and DUSTIN L. SKAGGS, there shall be no successor and the number of members of the Grants Committee shall be reduced by one.

F One of the seats on the Grants Committee shall be held by a Roman Catholic Priest or Brother (that seat is currently held by MONSIGNOR GEORGE F. DAVICH). One of the seats on the Grants Committee shall be held by an individual skilled and knowledgeable in accounting and business (that seat is currently held by ARNOLD LAGUARDIA). One of the seats on the Grants Committee shall be held by an individual who is an attorney at law qualified to practice in at least one state in the United States of America (that seat is currently held by RONNY L. CUTSHALL).

G. At any time, the members of the Grants Committee then serving, acting by the vote of eighty percent (80%) or greater vote of the Grants Committee, by written notice delivered to the Trustee, shall have the power to appoint and add one or more members of the Grants Committee so that the total of the Grants Committee consists of more than three (3), but not more than eleven (11) members. Officers and employees of THE NORTHERN TRUST COMPANY, or any successor corporate Trustee, shall not serve as members of the Grants Committee.

Notwithstanding anything contained herein to the contrary, L.S SKAGGS, during his lifetime and while not incapacitated, shall have the power to appoint additional and/or successor members of the Grants Committee named herein and any successor members of the Grants Committee or persons designated to become successor members of the Grants Committee by delivering to the Trustee then acting written notice to the effect and naming such other persons to serve on the Grants Committee as L.S. SKAGGS shall determine

Section 2 **Term of Members** Each member of the Grants Committee other than SUSIE BALUKOFF (or her successor, SAM BALUKOFF) MARK S SKAGGS (or his successor, STEPHEN A. SKAGGS), CLAUDIA S. LUTTRELL (or her successor DALLAS LUTTRELL) and DON L. SKAGGS(or his successor, DUSTIN L. SKAGGS) shall serve for a term of six (6) years and until his or her successor is duly elected and qualified, or until his or her death, incapacity, resignation or removal; provided, however, that each such member of the Grants Committee may be reappointed by the Grants Committee for one or more additional six (6) year terms. For purposes of the above, the current term of MONSIGNOR GEORGE F. DAVICH began on June 22, 2001 and the current term of ARNOLD LAGUARDIA began on September 20, 2006 Notwithstanding the above, the current term of RONNY L. CUTSHALL shall end on March 31, 2016.

Section 3. **Resignation and Removal of Members**. Any Member of the Grants Committee may resign at any time by delivering a written resignation to the Trustee. Such resignation shall take effect upon delivery to the Trustee. A member of the Grants Committee other than SUSIE BALUKOFF (or her successor, SAM BALUKOFF) MARK S. SKAGGS (or his successor, STEPHEN A. SKAGGS), CLAUDIA S. LUTTRELL (or her successor DALLAS LUTTRELL) and DON L SKAGGS (or his successor, DUSTIN L. SKAGGS) may be removed from the Grants Committee whether with or without cause and for any reason upon the vote of eighty (80%) percent or greater vote of the Grants Committee, by written notice delivered to the Trustee

Section 4. **Compensation**. Each member of the Grants Committee who serves hereunder may be entitled individually to receive reasonable compensation for services actually rendered that are reasonable and necessary to accomplish the Trust's exempt purposes and shall be entitled to reimbursement for all out-of-pocket expenses incident to the Trust The Trustee shall fix the compensation of the Grants Committee. In determining what constitutes reasonable compensation, the Trustee shall be guided by compensation paid to persons in like positions by other charitable foundations in the United States of comparable size However, in fixing the compensation of the Grants Committee, the Trustee shall fully comply with Sections 4941(d)(2)(E), 4945(d)(5) and 170(c)(2)(C) of the Code.

Section 5 **Meetings of Grants Committee.** During the term of this Trust, the Grants Committee shall from time to time meet, not less frequently than quarterly, which meetings may be by telephonic or other means in which all of the members of the Grants Committee may hear each other, and deliver instructions to the Trustee in respect of the distribution of distributable funds from the Trust for charitable purposes. The Grants Committee shall decide what distributions of funds for charitable purposes shall most adequately serve the purposes of this Trust, subject to the charitable purposes listed in Article II above, and shall reasonably notify the Trustee of its decisions.

Section 6. **Action by Unanimous Written Consent** If and when the Grants Committee shall unanimously consent in writing to any action to be taken by the Grants Committee, such action shall be as valid as the action of the Grants Committee as though it had been authorized at a meeting of the Grants Committee

Section 7. **Quorum and Quorum Voting Requirements** When, if ever, the Grants Committee consists of a single member, such single member shall constitute a quorum, and when the Grants Committee consists of two (2) or three (3) members, any two (2) members shall constitute a quorum of the Grants Committee, and when the Grants Committee consists of three (3) members or more, a majority shall constitute a quorum. Except as provided in Article III, Section 1, Article V, Section 1, paragraph G, Article V, Section 3, and Article IX, Section 3, requiring the vote of eighty percent (80%) or greater vote of the Grants Committee, the majority decision of the then serving members of Grants Committee shall be required to bind the Grants Committee. Notwithstanding the foregoing, the Grants Committee shall make no disposition of funds for charitable purposes unless and until the Grants Committee consists of not less than three (3) members. Whenever the Trustee is in the possession of funds which should be distributed for charitable purposes under the Trust, the Trustee shall, if it has received no instructions, notify the Grants Committee of this condition and request instructions within a reasonable time. If within a reasonable period of time after so notifying the Grants Committee the Trustee has not received instructions regarding the distribution of such funds, whether because the Grants Committee does not have three (3) members or for any other reason, the Trustee shall make such distributions as shall be necessary so that the Trustee shall not be in violation of any provision set forth in Article II of this Agreement or Section 3 of Article III of this Agreement

Section 8. **Selection of Independent Auditors** The Grants Committee may select and the Trustee shall engage, if the Grants Committee does so select, a firm of independent public accountants to audit the accounts of the Trust for the year regarding which such firm is engaged The Grants Committee shall determine the scope of the audit to be made and the appropriateness of the fees to be charged. At the conclusion of the audit, the Grants Committee shall meet with the Trustee (i) to review the audited financial statements of the Trust, (ii) to discuss the results of the audit, and (iii) to discuss any significant recommendations by such firm for improvement of accounting systems and controls employed by the Trust or by the Trustee with respect to the Trust.

Section 9 **Liability of Grants Committee.** The Grants Committee shall not be liable for any action or omission of the Trustee nor for the default or misconduct of any counsel, agent or other representative selected by the Trustee or selected by the Grants Committee with reasonable care and in good faith.

ARTICLE VI
ADMINISTRATION OF TRUST – OFFICERS

Section 1. **Number**. The officers of the Trust may consist of a President, Vice President, Secretary and Treasurer, as elected by the majority or greater vote of the Grants Committee

Section 2. **Qualifications**. Each of the officers of the Trust shall be members of the Grants Committee No officer of the Trust may also be an officer, employee or agent of the Trustee.

Section 3. **Resignations**. Any officer may resign at any time by delivering a written resignation to the Grants Committee. Such resignation shall take effect upon delivery

Section 4. **Removal**. Any officer may be removed by the majority or greater vote of the Grants Committee whenever in the judgment of the Grants Committee the best interests of the Trust will be served thereby.

Section 5 **Vacancies**. If any vacancy shall occur in any office by reason of death, resignation, removal, disqualification or any other cause, such vacancy shall be filled by the majority or greater vote of the Grants Committee

Section 6. **President**. The President shall be the Trust's senior operating officer and shall perform such duties as may be assigned by the Grants Committee

Section 7. **Secretary**. The Secretary shall have the following powers and duties

(a) The Secretary shall keep or cause to be kept a record of all proceedings related to the Trust, including meetings of the Grants Committee, in books provided for that purpose.

(b) The Secretary shall cause all notices to be duly given in accordance with the provisions of this Trust Agreement

(c) The Secretary shall be custodian of the records

(d) The Secretary shall see that the books, reports, statements and other documents and records are properly kept and filed

(e) The Secretary shall perform in general all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Trustee, the Grants Committee or the President.

Section 8. **Compensation** Each officer of the Trust who serves hereunder may be entitled individually to receive reasonable compensation for services actually rendered that are reasonable and necessary to accomplish the Trust's exempt purposes and shall be entitled to reimbursement for all out-of-pocket expenses incident to the Trust. The Trustee shall fix the compensation of the officers of the Trust. In determining what constitutes reasonable compensation, the Trustee shall be guided by compensation paid to persons in like positions by other charitable foundations in the United States of comparable size However, in fixing the compensation of any officer of the Trust, the Trustee shall fully comply with Sections 4941(d)(2)(E), 4945(d)(5) and 170(c)(2)(C) of the Code.

ARTICLE VII
ADMINISTRATION OF TRUST – EXECUTION OF INSTRUMENTS, BORROWING OF MONEY AND DEPOSIT OF FUNDS

Section 1. **Execution of Instruments.** In fulfilling their respective duties under the Trust, the Trustee and Grants Committee each may authorize in writing any officer or agent to execute and deliver any contract or other instrument in the name and on behalf of the Trust which is in furtherance of the purposes of the Trust as herein provided. Any such authorization may be general or confined to specific instance.

Section 2. **Loans** No loans or advances shall be contracted for or on behalf of the Trust, no negotiable paper or other evidence of its obligation under any loan or advance shall be issued in its name, and no property of the Trust shall be mortgaged, pledged, hypothecated or transferred as security for the payment of any loan, advance, indebtedness or liability of the Trust unless and except as authorized by the Trustee in accordance with Article III, Section 2, paragraph G, above.

Section 3 **Deposits.** All monies of the Trust not otherwise employed shall be deposited from time to time to its credit in such banks or trust companies or with such bankers or other depositories as the Trustee may select

Section 4. **Checks, Drafts, Financial Instruments** All notes, drafts, acceptances, checks, endorsements and evidences of indebtedness of the Trust shall be signed by the Trustee. Endorsements for deposit to the credit of the Trust in any of its duly authorized depositories shall be made in such manner as the Trustee from time to time may determine.

Section 5. **Sale and Transfer of Securities and Real and Personal Property.** All instruments in writing incident to any sale of Trust property or holdings shall be executed by the Trustee

Section 6. **Proxies.** Proxies to vote with respect to shares of stock of corporations owned by, or standing in the name of the Trust shall be executed and delivered on behalf of the Trust by the Trustee or person or persons designated by the Trustee

ARTICLE VIII
INVESTMENT MANAGERS

The Trustee may appoint an investment manager or managers to supervise and direct the Trustee in the exercise of all powers pertaining to the investment management of all or a portion of the Trust estate. Notwithstanding anything to the contrary contained under this Agreement, any investment manager appointed hereunder shall be a fiduciary with respect to this Trust. registered or exempt from registration as an investment manager under the Investment Advisers Act of 1940, or corresponding provisions of any subsequent federal laws, and having assets under management of not less than FIFTY MILLION DOLLARS ($50,000,000 00) With respect to the portion of the Trust estate so managed, The Trustee is specifically authorized to follow the instructions of said investment manager in the sale or exchange of securities or the investment of funds belonging to the Trust estate and subject to such investment manager's control, and is authorized to invest and reinvest the trust funds in any type of security or property when so directed by such investment manager. The Trustee shall not be required to diversify the Trust estate and may comply with any and all directions of an investment manager to retain any portion of the Trust estate subject to the control of such investment manager or managers in cash or cash equivalents. The Trustee shall have the power to remove any appointed investment manager with or without cause and for any reason by notice in writing to such investment manager. Any investment manager shall have the right at any time to resign by notice in writing to the Trustee. The Trustee and the Grants Committee shall not be liable or accountable for any loss or damage caused to or suffered by the Trust estate on account of any action taken pursuant to the instructions of an investment manager or on account of any loss suffered because an investment manager shall fail to direct the Trustee to take action An investment manager shall be liable to the Trustee, the Grants Committee, the Trust or the beneficiaries thereof only for gross negligence or bad faith in the performance of the investment manager's duties In addition to the powers herein granted to the Trustee, the Trustee is specifically authorized to pay out of and from the corpus or income of the Trust such reasonable fees to an investment manager for its services as shall be agreed upon between the Trustee and the investment manager or managers

ARTICLE IX
MISCELLANEOUS

Section 1. **Governing Law**. The construction and interpretation of the Trust and all questions concerning its administration shall be governed by the laws of the State of Utah.

Section 2 **Fiscal Year**. The fiscal year of the Trust shall be from January 1st through December 31st The fiscal year of the Trust may be changed by the Trustee from time to time as the Trustee deems advisable and as allowed by the Code.

Section 3. **Amendments**. The Trust shall be irrevocable except that upon the consent of the Trustee and the vote of eighty percent (80%) or greater of the members of the Grants Committee and with notice to the Attorney General of the State of Utah, the Trustee may petition a court of appropriate jurisdiction for an order amending the Trust Agreement; provided, however, that no such amendment shall alter the specific charitable directions set forth in Article II above, after the Settlor's death. Such an order should issue only upon a showing that the amendment requested is essential for the effective management of the Trust or for the continued fulfillment of its charitable purposes.

Section 4. **Termination**. In the event the Trust is terminated for any reason whatsoever, the Trustee shall distribute the remaining assets of the Trust to an organization or organizations described in Section 501(c)(3) of the Code as determined by the Grants Committee in its sole discretion. Such distribution shall be consistent with the purposes of the Trust as set forth in Article II above.

Section 5. **Trust Additions** The Trustee may accept any transfer (whether *inter vivos* or testamentary) of additional assets to the Trust after considering the tax consequences of such acceptance to the charitable purposes of the Trust Such acceptance may include the acceptance or imposition of conditions on the transfer; provided however, that the Trustee shall accept all future additions from the Settlor, his spouse, his issue and his issue's spouses unless such additions constitute a violation of Article II, Section 1, of the Trust. If the addition is made by will or trust, the Trustee may accept the statement of the personal representative or trustee that the assets delivered to the Trust constitute all of the property to which the Trust is entitled without inquiring into the personal representative's or trustee's administration or accounting

Section 6. **Invalidity** In the event that any provision of the Trust violates any rule or law, such invalid provision shall be considered void and unenforceable, and the invalidity or unenforceability of any particular provision of the Trust Agreement shall not effect the other provisions hereof, and the Trust Agreement shall be construed in all respects as if such void or invalid provisions were omitted.

Section 7. **Interpretation**. Unless otherwise provided, all terms shall have the meaning given them in the ordinary English usage and as customarily used. Words in any gender shall include both other genders. Whenever the context requires, the singular shall include the plural, the plural shall include the singular, and the whole shall include any part thereof.

Section 8 **Descriptive Titles** The descriptive titles of the Articles, Sections and Paragraphs contained in the Trust Agreement are for purposes of reference only and shall not limit, expand or otherwise affect the construction of any of the provisions of the Trust Agreement

Section 9 **Definitions.**

A **Code**. Code as used herein shall mean the Internal Revenue Code of 1986, as amended, or corresponding provisions of subsequent federal tax laws When the Trustee is directed to act in accordance with the Code, it should give appropriate weight to the Internal Revenue Service's regulations, revenue rulings and private letter rulings as well as court decisions interpreting the Code However, this direction shall not be interpreted to preclude the Trustee from contesting the position of the Internal Revenue Service or any court as to the proper interpretation of a Code Section provided such contest is undertaken by the Trustee in good faith.

B **Assets**. Assets as used herein shall refer to all types of property interests which may be held from time to time by the Trustee on behalf of the Trust.

C. **Corporate Trustees**. Whenever a corporate Trustee is appointed hereunder, the appointment shall refer to the corporate Trustee as constituted at the time of the appointment and each successor entity to the corporation however succession may occur. Succession as used herein shall include, but not be limited to, all forms of corporate reorganizations recognized by Section 368 of the Code

D. **Person**. The term person, where appropriate, shall refer to either individuals or entities (including, but not limited to, corporations, partnerships, limited liability companies, estates and trusts), or both.

E. **Incapacity** The term "incapacity" or "incapacitated" shall mean that a person is unable to manage his or her affairs if that particular person is under a legal disability or by reason of illness or mental or physical disability, is unable to give prompt and intelligent consideration to financial matters, or if he or she is unaccountably absent and there is reason to believe that there is a risk or danger to the life and/or well-being of such person The determination as to his or her inability or unaccountable absence at any time shall be made by his or her spouse and at least three (3) physicians, one of whom must be such person's personal physician, or the physicians alone if the spouse is for whatever reason unable to act. Such determination shall be made in writing, and shall be given to the Trustees, and to the extent possible, served personally on the person determined to be incapacitated. Notwithstanding the foregoing, a person may challenge a determination of his or her incapacity, by filing an action, or requiring the filing of an action, in the Third District court, Salt Lake County, Utah, within a reasonable time after such determination is made, petitioning such Court to make a determination as to such person's capacity, in which case, a person shall not be deemed incapacitated unless and until such Court makes such a determination and any appeals therefrom, if taken, have been denied

F **Biological Descendant** In determining whether a person is a Biological Descendant as that term is used in this Trust Agreement, such term shall include only descendants of the whole blood born in wedlock to the person with respect to whom the determination of such relationship is to be made. Legally adopted persons and persons born out of wedlock whose parents later marry shall not be considered Biological Descendants.

The trustee shall rely on the written determination of incapacity delivered pursuant to paragraph E above, unless such determination is challenged within a reasonable time after such determination is made, in which case the Trustee shall rely on the final judicial determination

ARTICLE X
INTERPRETATION OF SETTLOR'S INTENT

In the event that the purposes for which the Trust has been created cannot, at any time, be carried out, the Trustee and the Grants Committee shall administer the Trust for other charitable purposes which are as similar to the original purposes as is reasonably possible and which are consistent with federal laws governing the administration of tax exempt charitable organizations

ARTICLE XI
ACCEPTANCE OF TRUST RESPONSIBILITIES AND DUTIES

The Trustee by executing this document hereby accepts its responsibilities and duties as set forth in this agreement and agrees to comply with the terms and provisions of the Trust Agreement

IN WITNESS WHEREOF, this Amended and Restated Trust Agreement has been executed as of the day and year first set forth

SETTLOR:

____
L. S. Skaggs

TRUSTEE:

The Northern Trust Company

EXAMINED AS TO FORM
RLE

By _____________________________
Its: _____________________________

EXHIBIT “B”

FIRST AMENDMENT TO AMENDED AND RESTATED TRUST AGREEMENT AS OF JUNE 27, 2007

(THE ALSAM FOUNDATION)

THIS FIRST AMENDMENT TO AMENDED AND RESTATED TRUST AGREEMENT AS OF JUNE 27, 2007 is entered into effective as of the ____ day of _________, 2010, by and between (i) L.S. SKAGGS, also known as LENNIE SAM SKAGGS (hereinafter sometimes referred to as "Settlor"), and (ii) THE NORTHERN TRUST COMPANY, an Illinois corporation, or its successor, as Trustee, for the purpose of amending an irrevocable trust qualified as a tax exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code, as authorized by an Order of the Third Judicial District Court of Salt Lake County, State of Utah (hereinafter sometime referred to as the "Court").

RECITALS

A. Settlor and First Interstate Bank of Utah, N.A., entered into a Trust Agreement as of the 29th day of October, 1984, wherein THE ALSAM FOUNDATION was created.

B. Said Trust Agreement was amended pursuant to an order of the Court entered the 22nd day of February, 1989

C. Said Trust Agreement was further amended pursuant to an order of the Court entered the 26th day of April, 1994.

D. Said Trust Agreement was again further amended pursuant to an order of the Court entered the 16th day of October, 1997.

E. Said Trust Agreement was amended and restated pursuant to an order of the Court entered the 27th day of October, 1999.

F. Said Trust Agreement was amended and restated pursuant to an order of the Court entered the 25th day of September, 2001

G. Said Trust Agreement was amended and restated pursuant to an order of the Court entered the 27th day of June, 2007.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual promises contained in said Trust Agreement, as amended and restated as of June 27, 2007, and for other good and valuable consideration, and pursuant to an order of the Court the Trust Agreement (as amended and restated pursuant to an order of the Court entered the 27th day of June, 2007), is amended as follows:

1. Section 2 of ARTICLE II is amended in its entirety to read as follows:

Section 2. **Charitable Distributions.** The Trustee shall distribute all or part of the net income and the principal of the Trust each year, as directed by the Grants Committee, to fulfill the charitable purposes of the Trust as provided in Section 1 of this Article and subject to the limitations set forth therein and the provisions set forth in Section 3 of Article III The Grants Committee beginning in 2008 and for each calendar year up to and including the calendar year in which occurs the death of the survivor of Settlor and Settlor's wife, Aline W. Skaggs, in determining how much to commit to distribute to or for the charitable purposes of the Trust in each calendar year, shall use as a guideline the commitment of an amount equal to approximately four percent (4%) of the fair market value of the unrestricted assets of the Trust on and valued as of the first business date of the calendar year in question. With respect to the unrestricted assets of the Trust, beginning with the first calendar year after the year in which occurs the death of the survivor of Settlor and Settlor's wife, Aline W. Skaggs, the Grants Committee, shall commit to distribute to or for the charitable purposes of the Trust an amount equal to approximately the amount determined by multiplying the fair market value of the unrestricted assets of the Trust on and valued as of the first business date of the calendar year in question, by the fraction which has a numerator of one and a denominator of ten in the first said calendar year, by the fraction which has a numerator of one and a denominator of nine in the second said calendar year, by the fraction which has a numerator of one and a denominator of eight in the third said calendar year, by the fraction which has a numerator of one and a denominator of seven in the fourth said calendar year, by the fraction which has a numerator of one and a denominator of six in the fifth said calendar year, by the fraction which has a numerator of one and a denominator of five in the sixth said calendar year, by the fraction which has a numerator of one and a denominator of four in the seventh said calendar year, by the fraction which has a numerator of one and a denominator of three in the eighth said calendar year, by the fraction which has a numerator of one and a denominator of two in the ninth said calendar year, by the fraction which has a numerator of one and a denominator of one in the tenth said calendar year. For all purposes of the above, the unrestricted assets of the Trust shall mean all of the assets of the Trust reduced by the then outstanding commitments of the Trust to make distributions to or for the charitable purposes of the Trust. Notwithstanding the above, the Trustee shall make such distributions, with or without the directions of the Grants Committee, so as to not violate the provisions set forth in Section 1(1) of this Article.

2. Section 1, Section 2 and Section 3 of ARTICLE V is each amended in its entirety to read as follows:

Section 1 **Composition of Grants Committee; Successor Members, Qualifications**. The Settlor directs that during the entire term of the Trust a Grants Committee consisting of not less than three (3) nor more than eleven (11) members shall exist for the purpose of rendering directions to the Trustee in making distributions from the Trust as provided in Article II, Sections 2, 3 and 4, above, and such other decisions as set forth herein. Each committee member will be a fiduciary with regard to the responsibilities of the Grants Committee pursuant to this Trust.

A. The Grants Committee shall, as of May 1, 2010 be composed as follows: SUSIE BALUKOFF, MARK S. SKAGGS, CLAUDIA S. LUTTRELL, DON L. SKAGGS, MONSIGNOR J. TERRENCE FITZGERALD, ARNOLD LAGUARDIA and RONNY L. CUTSHALL.

B. SUSIE BALUKOFF shall continue to serve on the Grants Committee until she dies, resigns or is incapacitated. Upon her death, resignation or incapacity, the descendant of SUSIE BALUKOFF most recently nominated by SUSIE BALUKOFF in a writing signed by her and delivered to the President of The ALSAM Foundation, if such descendant is willing and able to act, shall serve on the Grants Committee until he or she dies, resigns or is incapacitated. If SUSIE BALUKOFF does not so nominate, or if she does so nominate (i) then upon the refusal to act of such descendant or (ii) if such descendant does act then upon his or her death, resignation or incapacity, the remaining members of the Grants Committee shall appoint a successor from among the descendants of SUSIE BALUKOFF who are willing and able to act or if there are no descendants of SUSIE BALUKOFF who are willing and able to act, there shall be no successor and the number of members of the Grants Committee shall be reduced by one

C. MARK S. SKAGGS shall continue to serve on the Grants Committee until he dies, resigns or is incapacitated. Upon his death, resignation or incapacity, the descendant of MARK S. SKAGGS most recently nominated by MARK S. SKAGGS in a writing signed by him and delivered to the President of The ALSAM Foundation, if such descendant is willing and able to act, shall serve on the Grants Committee until he or she dies, resigns or is incapacitated. If MARK S. SKAGGS does not so nominate, or if he does so nominate (i) then upon the refusal to act of such descendant or (ii) if such descendant does act then upon his or her death, resignation or incapacity, the remaining members of the Grants Committee shall appoint a successor from among the descendants of MARK S SKAGGS who are willing and able to act or if there are no descendants of MARK S. SKAGGS who are willing and able to act, there shall be no successor and the number of members of the Grants Committee shall be reduced by one.

D CLAUDIA S LUTTRELL shall continue to serve on the Grants Committee until she dies, resigns or is incapacitated Upon her death, resignation or incapacity, the descendant of CLAUDIA S. LUTTRELL most recently nominated by CLAUDIA S LUTTRELL in a writing signed by her and delivered to the President of The ALSAM Foundation, if such descendant is willing and able to act, shall serve on the Grants Committee until he or she dies, resigns or is incapacitated If CLAUDIA S. LUTTRELL does not so nominate, or if she does so nominate (i) then upon the refusal to act of such descendant or (ii) if such descendant does act then upon his or her death, resignation or incapacity, the remaining members of the Grants Committee shall appoint a successor from among the descendants of CLAUDIA S. LUTTRELL who are willing and able to act or if there are no descendants of CLAUDIA S. LUTTRELL who are willing and able to act, there shall be no successor and the number of members of the Grants Committee shall be reduced by one.

E. DON L. SKAGGS shall continue to serve on the Grants Committee until he dies, resigns or is incapacitated. Upon his death, resignation or incapacity, the descendant of DON L. SKAGGS most recently nominated by DON L. SKAGGS in a writing signed by him and delivered to the President of The ALSAM Foundation, if such descendant is willing and able to act, shall serve on the Grants Committee until he or she dies, resigns or is incapacitated. If DON L. SKAGGS does not so nominate, or if he does so nominate (i) then upon the refusal to act of such descendant or (ii) if such descendant does act then upon his or her death, resignation or incapacity, the remaining members of the Grants Committee shall appoint a successor from among the descendants of DON L. SKAGGS who are willing and able to act or if there are no descendants of DON L SKAGGS who are willing and able to act, there shall be no successor and the number of members of the Grants Committee shall be reduced by one.

F One of the seats on the Grants Committee shall be held by a Roman Catholic Priest or Brother (that seat is currently held by MONSIGNOR J. TERRENCE FITZGERALD). One of the seats on the Grants Committee shall be held by an individual skilled and knowledgeable in accounting and business (that seat is currently held by ARNOLD LAGUARDIA) One of the seats on the Grants Committee shall be held by an individual who is an attorney at law qualified to practice in at least one state in the United States of America (that seat is currently held by RONNY L. CUTSHALL).

G At any time, the members of the Grants Committee then serving, acting by the vote of eighty percent (80%) or greater of the Grants Committee, by written notice delivered to the Trustee, shall have the power to appoint and add one or more members of the Grants Committee so that the total of the Grants Committee consists of more than three (3), but not more than eleven (11) members Officers and employees of THE NORTHERN TRUST COMPANY, or any successor corporate Trustee, shall not serve as members of the Grants Committee.

Notwithstanding anything contained herein to the contrary, L.S. SKAGGS, during his lifetime and while not incapacitated, shall have the power to appoint additional and/or successor members of the Grants Committee named herein by delivering to the Trustee then acting written notice to the effect and naming such other persons to serve on the Grants Committee as L.S. SKAGGS shall determine.

Section 2. **Term of Members**. Each member of the Grants Committee other than SUSIE BALUKOFF (or her successor), MARK S SKAGGS (or his successor), CLAUDIA S LUTTRELL (or her successor) and DON L SKAGGS (or his successor) shall serve for a term of six (6) years and until his or her successor is duly elected and qualified, or until his or her death, incapacity, resignation or removal; provided, however, that each such member of the Grants Committee may be reappointed by the Grants Committee for one or more additional six (6) year terms. For purposes of the above, the current term of MONSIGNOR J. TERRENCE FITZGERALD began on September 19, 2007 and the current term of ARNOLD LAGUARDIA began on September 20, 2006. Notwithstanding the above, the current term of RONNY L. CUTSHALL shall end on March 31, 2016.

Section 3. **Resignation and Removal of Members**. Any Member of the Grants Committee may resign at any time by delivering a written resignation to the Trustee. Such resignation shall take effect upon delivery to the Trustee. A member of the Grants Committee other than SUSIE BALUKOFF (or her successor), MARK S. SKAGGS (or his successor), CLAUDIA S. LUTTRELL (or her successor) and DON L. SKAGGS (or his successor) may be removed from the Grants Committee whether with or without cause and for any reason upon the vote of eighty (80%) percent or greater of the Grants Committee, by written notice delivered to the Trustee

3. The remainder of the Amended and Restated Trust Agreement as of June 27, 2007 is not further amended and remains in effect as is, except to the extent that there is a conflict with the changes made to Section 2 of ARTICLE II, to Section 1 of ARTICLE V, to Section 2 of ARTICLE V or to Section 3 of ARTICLE V in which case said remainder of the Amended and Restated Trust Agreement as of June 27, 2007 is amended as is necessary to be consistent with the changes made to Section 2 of ARTICLE II, to Section 1 of ARTICLE V, to Section 2 of ARTICLE V and to Section 3 of ARTICLE V herein.

IN WITNESS WHEREOF, this First Amendment to Amended and Restated Trust Agreement as of June 27, 2007 has been executed as of the day and year first set forth.

SETTLOR: ____________________________
L. S. Skaggs

TRUSTEE: The Northern Trust Company

By: ____________________________
Its: ____________________________

FILED DISTRICT COURT
Third Judicial District

JUN 17 2010

SALT LAKE COUNTY

By ______________ Deputy Clerk

Ronny L Cutshall (USB #0793) of
JONES, WALDO, HOLBROOK & McDONOUGH
Attorneys for Petitioner
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Salt Lake City, Utah 84101
Telephone: (801) 521-3200

IN THE THIRD JUDICIAL DISTRICT COURT OF SALT LAKE COUNTY

STATE OF UTAH

IN THE MATTER OF		ORDER APPROVING AMENDMENT TO AMENDED AND RESTATED TRUST AGREEMENT
THE ALSAM FOUNDATION	:	
	:	Probate No 893900183 T

Upon consideration of the Petition filed by The Northern Trust Company, an Illinois corporation as the sole current Trustee of The ALSAM Foundation, a Utah charitable trust ("ALSAM"), Ronny L. Cutshall appearing on behalf of the Petitioner, the Court being fully advised in the premises, hereby finds as follows:

1 ALSAM is a Utah charitable trust established pursuant to a Trust Agreement dated the 29th day of October, 1984 by L. S. Skaggs, also known as Lennie Sam Skaggs, as Settlor (the "Settlor") with First Interstate Bank of Utah, N A. ("First Interstate") as the initial Trustee.

2 After creation of ALSAM, First Interstate, as the then Trustee of ALSAM, applied to the Internal Revenue Service for recognition as a private foundation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

3 On July 12, 1985, the Internal Revenue Service issued its determination letter approving ALSAM's application and recognizing ALSAM as a tax exempt private foundation. Such determination letter continues to be in effect.

4 During 1989, First Interstate, as the then Trustee of ALSAM, petitioned this Court *ex parte* for an Order authorizing an amendment of ALSAM's Trust Agreement in order to provide greater flexibility to ALSAM's Managing Committee to be able to make certain charitable contributions during the lifetime of the Settlor, L. S. Skaggs, and the lifetime of his wife, Aline W. Skaggs As a result, on February 22, 1989, this Court granted said petition and authorized the amendment of ALSAM's Trust Agreement.

5. During 1994, First Interstate, as the then Trustee of ALSAM, again petitioned this Court *ex parte* for an Order authorizing an amendment of ALSAM's Trust Agreement as previously amended, to provide changes in connection with stock of American Stores Company and provisions relating to the Trustee and management of ALSAM by the Managing Committee. As a result, on April 26, 1994, this Court granted said petition and authorized the second amendment of ALSAM's Trust Agreement.

6 During 1997, L S Skaggs, Aline W. Skaggs, Don L. Skaggs, Claudia S. Luttrell, Susie Balukoff (also know as Lynda S. Balukoff), Mark S. Skaggs, Michael T Miller and George L Moosman, as the then acting Trustees of ALSAM, petitioned this Court *ex*

parte for an Order authorizing an amendment of ALSAM's Trust Agreement as previously amended to eliminate the Managing Committee, to eliminate all references to American Stores Company and its stock, to expand ALSAM's charitable directions, to eliminate geographical limitations and other necessitated amendments As a result, on October 16, 1997, this Court granted said petition and authorized the third amendment of ALSAM's Trust Agreement.

7 During 1999, L S. Skaggs, Aline W. Skaggs, Don L. Skaggs, Claudia S. Luttrell, Susie Balukoff, Mark S. Skaggs, Michael T. Miller and George L. Moosman, as the then acting Trustees of ALSAM, again petitioned this Court *ex parte* for an Order authorizing an amendment of ALSAM's Trust Agreement as previously amended to provide that ALSAM be managed and administered by a corporate trustee, to create a separate Grants Committee to make charitable distributions from ALSAM in accordance with directions set forth in ALSAM's Trust Agreement and to make certain other necessitated amendments. As a result, on October 27, 1999, this Court granted said petition and authorized the fourth amendment of ALSAM's Trust Agreement.

8 During 2001, The Northern Trust Company, as the then acting Trustee of ALSAM, petitioned this Court *ex parte* for an Order authorizing an amendment of ALSAM's Trust Agreement as previously amended to provide that ALSAM shall terminate and its assets distributed to one or more charitable organizations described in Section 501(c)(3) of the Internal Revenue Code on the date twenty-five (25) years after the death of the survivor of L. S Skaggs, Aline W. Skaggs, Susie Balukoff, Claudia S Luttrell, Mark S. Skaggs and Don L. Skaggs, to provide the Grants Committee with greater discretion in making charitable

distributions from ALSAM, to provide that should the Trustee at any time receive certain properties and/or businesses from the Settlor and/or his wife located in Cassia County, Idaho, the Trustee may retain and operate such properties and/or businesses to promote ALSAM's charitable purposes, to change the composition of the Grants Committee to, at all times following the death of L S. Skaggs, include a Roman Catholic Priest or Brother and to change the criteria for selection of successor and additional members of the Grants Committee As a result, on September 25, 2001 this Court granted said petition and authorized the fifth amendment of ALSAM's Trust Agreement and authorized an Amended and Restated Trust Agreement which took into account all of the amendments to the original Trust Agreement.

9. During 2007, The Northern Trust Company, as the then Trustee of ALSAM, again petitioned this Court *ex parte* for an Order authorizing an amendment of ALSAM's Trust Agreement as previously amended and restated to provide (a) with respect to the unrestricted Trust assets, beginning in 2008 and for each of the next twenty-five (25) years, in determining how much to commit to distribute to or for the charitable purposes of ALSAM in each year, to use as a guideline the commitment of an amount equal to approximately four percent (4%) of the fair market value of the unrestricted assets of ALSAM; (b) with respect to the unrestricted assets of ALSAM, beginning in 2033 and for the next twenty-five (25) years, to commit to distribute to or for the charitable purposes of ALSAM an approximately equal amount each year (as determined by a formula as contained in the amendment) so that at the end of the twenty-five (25) year period all of the assets of ALSAM would have been committed to be distributed to or for the charitable purposes of ALSAM, (c) to provide

specific charitable directions for distributions beginning in 2008; and (d) to provide that (i) the Grants Committee shall have seven members, (ii) the successor to each of Susie Balukoff, Mark S Skaggs, Claudia S. Luttrell and Don L. Skaggs would be named in the Trust Agreement, (iii) the other members and their successors would need to meet certain criteria and would act for specified terms; and (iv) the number of members of the Grants Committee would be reduced under certain circumstances As a result, on June 27, 2007 this Court granted said petition and authorized the amendment of ALSAM's amended and restated Trust Agreement and authorized an Amended and Restated Trust Agreement.

10 Since the Order of this Court entered on June 27, 2007, ALSAM has been administered by The Northern Trust Company, as the sole Trustee, in conjunction with the Grants Committee which has directed the Trustee to make charitable distributions from ALSAM in accordance with the directions in ALSAM's Trust Agreement as amended and restated. It is now in the best interests of ALSAM to, among other things, (a) with respect to the unrestricted Trust assets (i e. all of the assets of the Trust reduced by the then outstanding commitments of the Trust to make distributions to or for the charitable purposes of the Trust), beginning in 2008 and for each calendar year up to and including the calendar year in which occurs the death of the survivor of Settlor and Settlor's wife, Aline W Skaggs, in determining how much to commit to distribute to or for the charitable purposes of ALSAM in each calendar year, to use as a guideline the commitment of an amount equal to approximately four percent (4%) of the fair market value of the unrestricted assets of ALSAM on and valued as of the first business date of the calendar year in question; (b) with respect to the unrestricted

assets of ALSAM, beginning in the first calendar year after the year in which occurs the death of the survivor of Settlor and his wife, Aline W. Skaggs to commit to distribute to or for the charitable purposes of ALSAM an amount equal to approximately the amount determined by multiplying the fair market value of the unrestricted assets of ALSAM on and valued as of the first business date of the year in question, by the fraction which has a numerator of one and a denominator of ten in the first said calendar year, by the fraction which has a numerator of one and a denominator of nine in the second said calendar year, by the fraction which has a numerator of one and a denominator of eight in the third said calendar year, by the fraction which has a numerator of one and a denominator of seven in the fourth said calendar year, by the fraction which has a numerator of one and a denominator of six in the fifth said calendar year, by the fraction which has a numerator of one and a denominator of five in the sixth said calendar year, by the fraction which has a numerator of one and a denominator of four in the seventh said calendar year, by the fraction which has a numerator of one and a denominator of three in the eighth said calendar year, by the fraction which has a numerator of one and a denominator of two in the ninth said calendar year and by the fraction which has a numerator of one and a denominator of one in the tenth said calendar year, and (c) with respect to the Grants Committee to provide that the initial successor to Susie Balukoff shall be chosen by Susie Balukoff and any additional successor shall be chosen by the Grants Committee, provided that in all cases such successor is a descendant of Susie Balukoff, that the initial successor to Mark S. Skaggs shall be chosen by Mark S. Skaggs and any additional successor shall be chosen by the Grants Committee, provided that in all cases such successor is a descendant of Mark S. Skaggs, that the initial successor to Claudia S Luttrell shall be chosen by Claudia S. Luttrell and any additional successor shall be chosen by the Grants Committee, provided that in all cases such successor is a descendant of Claudia S Luttrell, and that the initial successor to Don L Skaggs shall be chosen by Don L. Skaggs and any additional successor shall be chosen by the Grants Committee, provided that in all cases such successor is a descendant of Don L. Skaggs. Accordingly, ALSAM's Trust Agreement as previously amended and restated should be amended to so provide as set forth in the First Amendment to Amended and Restated Trust Agreement as of June 27, 2007, attached hereto as Exhibit "1" and by this reference made a part hereof.

11. In particular, the purposes of ALSAM would be best served by amending the provisions in Article II, Section 2 of the existing Trust Agreement as amended and restated, relating to the term of the Trust, as provided in Article II, Section 2 of the First Amendment to Amended and Restated Trust Agreement as of June 27, 2007, attached hereto as Exhibit "1"

12 In particular, the purposes of ALSAM would be best served by amending the provisions in Article II, Section 2 of the existing Trust Agreement as amended and restated, relating to the amount of distributions which should be committed by the Grants Committee each year, as provided in Article II, Section 2 of the First Amendment to Amended and Restated Trust Agreement as of June 27, 2007, attached hereto as Exhibit "1"

13 In particular, the purposes of ALSAM would be best served by amending the provisions in Article V, Section 1 of the existing Trust Agreement as amended and restated,

relating to the method by which the successor members of the Grants Committee are appointed with respect to the positions currently held by Susie Balukoff, Mark S. Skaggs, Claudia S. Luttrell and Don L. Skaggs as provided in Article V, Section 1 of the First Amendment to Amended and Restated Trust Agreement as of June 27, 2007, attached hereto as Exhibit "1"

14. In particular, the purposes of ALSAM would be best served by amending the provisions in Article V, Section 2 of the existing Trust Agreement as amended and restated and Article V, Section 3 of the existing Trust Agreement as amended and restated so each section will be consistent with the above stated amendment to Article V, Section 1 of the existing Trust Agreement as amended and restated, as provided in Article V, Section 2 and Section 3 of the First Amendment to Amended and Restated Trust Agreement as of June 27, 2007, attached hereto as Exhibit "1"

15 The above stated amendments are reasonable and essential for the effective management of ALSAM or for the continued fulfillment of ALSAM's charitable purposes.

16 Pursuant to Article IX, Section 3 of the existing Trust Agreement, as amended and restated, the Trust Agreement can be amended upon consent of the Trustee and the vote of eighty percent (80%) or greater of the members of the Grants Committee, with notice to the Attorney General of the State of Utah and upon petition to a court of appropriate jurisdiction for an order amending the Trust Agreement; provided however that after the death of L. S Skaggs, no such amendment shall alter the specific charitable directions set forth in Article II, Section 3 of the Trust Agreement as amended and restated The Trust Agreement as amended and restated provides that this Court shall grant such a petition only upon a

showing that the proposed amendments are essential to the effective management of ALSAM or for the continued fulfillment of ALSAM's charitable purposes

17. A written consent of the Attorney General of the State of Utah to the Petition is on file with this Court. In addition, a written consent and joinder in the Petition of each of Susie Balukoff, Mark S. Skaggs, Claudia S Luttrell, Don L. Skaggs, Monsignor J Terrence Fitzgerald, Arnold LaGuardia and Ronny L. Cutshall, constituting all of the members of the Grants Committee, are also on file with this Court. Finally, the written consent and joinder in the Petition of L. S. Skaggs, the Settlor of ALSAM is also on file with this Court

18 The above stated amendments are essential to the effective management of ALSAM or the continued fulfillment of the charitable purposes of ALSAM In addition, the proposed amendments are not changing the specific charitable directions set forth in Article II, Section 3 of the Trust Agreement as amended, after the death of L. S. Skaggs, since L S. Skaggs is still living

19. In view of the consent of the Attorney General of the State of Utah and the consents and joinders of each member of the Grants Committee and of L. S Skaggs, this Court can waive notice and hearing on the Petition pursuant to Section 75-1-401(2) of the Utah Uniform Probate Code.

NOW THEREFORE, upon motion of Ronny L Cutshall, attorney for the Petitioner, IT IS HEREBY ORDERED, ADJUDGED AND DECREED as follows:

A. It is hereby ordered that notice and hearing on the Petition is hereby waived;

B. The Court hereby finds that the proposed amendments are reasonable and essential for the effective management of ALSAM or for the continued fulfillment of the charitable purposes of ALSAM,

C It is hereby ordered that effective as of the date of this Order, the Trust Agreement as amended and restated be further amended as provided in the First Amendment to Amended and Restated Trust Agreement as of June 27, 2007, which is attached hereto as Exhibit "1";

D. It is hereby ordered that the Trustee and the Grants Committee shall administer ALSAM in accordance with the Amended and Restated Trust Agreement as of June 27, 2007 as amended by the First Amendment to Amended and Restated Trust Agreement as of June 27, 2007, which is attached hereto as Exhibit "1"

DATED this 17th day of June, 2010.

BY THE COURT

I CERTIFY THAT THIS IS A TRUE COPY OF AN ORIGINAL DOCUMENT ON FILE IN THE THIRD DISTRICT COURT, SALT LAKE COUNTY, STATE OF UTAH

DATE ____________

DEPUTY COURT CLERK

District Judge

EXHIBIT "1"

FIRST AMENDMENT TO AMENDED AND RESTATED TRUST AGREEMENT AS OF JUNE 27, 2007

(THE ALSAM FOUNDATION)

THIS FIRST AMENDMENT TO AMENDED AND RESTATED TRUST AGREEMENT AS OF JUNE 27, 2007 is entered into effective as of the ____ day of __________, 2010, by and between (i) L.S. SKAGGS, also known as LENNIE SAM SKAGGS (hereinafter sometimes referred to as "Settlor"), and (ii) THE NORTHERN TRUST COMPANY, an Illinois corporation, or its successor, as Trustee, for the purpose of amending an irrevocable trust qualified as a tax exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code, as authorized by an Order of the Third Judicial District Court of Salt Lake County, State of Utah (hereinafter sometime referred to as the "Court").

RECITALS

A. Settlor and First Interstate Bank of Utah, N.A., entered into a Trust Agreement as of the 29th day of October, 1984, wherein THE ALSAM FOUNDATION was created

B. Said Trust Agreement was amended pursuant to an order of the Court entered the 22nd day of February, 1989.

C. Said Trust Agreement was further amended pursuant to an order of the Court entered the 26th day of April. 1994

D. Said Trust Agreement was again further amended pursuant to an order of the Court entered the 16th day of October, 1997.

E. Said Trust Agreement was amended and restated pursuant to an order of the Court entered the 27th day of October, 1999.

F. Said Trust Agreement was amended and restated pursuant to an order of the Court entered the 25th day of September, 2001

G. Said Trust Agreement was amended and restated pursuant to an order of the Court entered the 27th day of June, 2007

AGREEMENT

NOW, THEREFORE, in consideration of the mutual promises contained in said Trust Agreement, as amended and restated as of June 27, 2007, and for other good and valuable consideration, and pursuant to an order of the Court the Trust Agreement (as amended and restated pursuant to an order of the Court entered the 27th day of June, 2007), is amended as follows.

1 Section 2 of ARTICLE II is amended in its entirety to read as follows

Section 2 **Charitable Distributions.** The Trustee shall distribute all or part of the net income and the principal of the Trust each year, as directed by the Grants Committee, to fulfill the charitable purposes of the Trust as provided in Section 1 of this Article and subject to the limitations set forth therein and the provisions set forth in Section 3 of Article III. The Grants Committee beginning in 2008 and for each calendar year up to and including the calendar year in which occurs the death of the survivor of Settlor and Settlor's wife, Aline W. Skaggs, in determining how much to commit to distribute to or for the charitable purposes of the Trust in each calendar year, shall use as a guideline the commitment of an amount equal to approximately four percent (4%) of the fair market value of the unrestricted assets of the Trust on and valued as of the first business date of the calendar year in question. With respect to the unrestricted assets of the Trust, beginning with the first calendar year after the year in which occurs the death of the survivor of Settlor and Settlor's wife, Aline W. Skaggs, the Grants Committee. shall commit to distribute to or for the charitable purposes of the Trust an amount equal to approximately the amount determined by multiplying the fair market value of the unrestricted assets of the Trust on and valued as of the first business date of the calendar year in question, by the fraction which has a numerator of one and a denominator of ten in the first said calendar year, by the fraction which has a numerator of one and a denominator of nine in the second said calendar year, by the fraction which has a numerator of one and a denominator of eight in the third said calendar year, by the fraction which has a numerator of one and a denominator of seven in the fourth said calendar year, by the fraction which has a numerator of one and a denominator of six in the fifth said calendar year, by the fraction which has a numerator of one and a denominator of five in the sixth said calendar year, by the fraction which has a numerator of one and a denominator of four in the seventh said calendar year, by the fraction which has a numerator of one and a denominator of three in the eighth said calendar year, by the fraction which has a numerator of one and a denominator of two in the ninth said calendar year, by the fraction which has a numerator of one and a denominator of one in the tenth said calendar year. For all purposes of the above, the unrestricted assets of the Trust shall mean all of the assets of the Trust reduced by the then outstanding commitments of the Trust to make distributions to or for the charitable purposes of the Trust. Notwithstanding the above, the Trustee shall make such distributions, with or without the directions of the Grants Committee, so as to not violate the provisions set forth in Section 1(1) of this Article

2 Section 1, Section 2 and Section 3 of ARTICLE V is each amended in its entirety to read as follows:

Section 1 **Composition of Grants Committee; Successor Members, Qualifications**. The Settlor directs that during the entire term of the Trust a Grants Committee consisting of not less than three (3) nor more than eleven (11) members shall exist for the purpose of rendering directions to the Trustee in making distributions from the Trust as provided in Article II, Sections 2, 3 and 4, above, and such other decisions as set forth herein. Each committee member will be a fiduciary with regard to the responsibilities of the Grants Committee pursuant to this Trust.

A. The Grants Committee shall, as of May 1, 2010 be composed as follows: SUSIE BALUKOFF, MARK S SKAGGS, CLAUDIA S. LUTTRELL, DON L SKAGGS, MONSIGNOR J TERRENCE FITZGERALD, ARNOLD LAGUARDIA and RONNY L CUTSHALL.

B. SUSIE BALUKOFF shall continue to serve on the Grants Committee until she dies, resigns or is incapacitated Upon her death, resignation or incapacity, the descendant of SUSIE BALUKOFF most recently nominated by SUSIE BALUKOFF in a writing signed by her and delivered to the President of The ALSAM Foundation, if such descendant is willing and able to act, shall serve on the Grants Committee until he or she dies, resigns or is incapacitated If SUSIE BALUKOFF does not so nominate, or if she does so nominate (i) then upon the refusal to act of such descendant or (ii) if such descendant does act then upon his or her death, resignation or incapacity, the remaining members of the Grants Committee shall appoint a successor from among the descendants of SUSIE BALUKOFF who are willing and able to act or if there are no descendants of SUSIE BALUKOFF who are willing and able to act, there shall be no successor and the number of members of the Grants Committee shall be reduced by one.

C MARK S SKAGGS shall continue to serve on the Grants Committee until he dies, resigns or is incapacitated Upon his death, resignation or incapacity, the descendant of MARK S SKAGGS most recently nominated by MARK S. SKAGGS in a writing signed by him and delivered to the President of The ALSAM Foundation, if such descendant is willing and able to act, shall serve on the Grants Committee until he or she dies, resigns or is incapacitated If MARK S. SKAGGS does not so nominate, or if he does so nominate (i) then upon the refusal to act of such descendant or (ii) if such descendant does act then upon his or her death, resignation or incapacity, the remaining members of the Grants Committee shall appoint a successor from among the descendants of MARK S SKAGGS who are willing and able to act or if there are no descendants of MARK S. SKAGGS who are willing and able to act, there shall be no successor and the number of members of the Grants Committee shall be reduced by one

D. CLAUDIA S. LUTTRELL shall continue to serve on the Grants Committee until she dies, resigns or is incapacitated Upon her death, resignation or incapacity, the descendant of CLAUDIA S. LUTTRELL most recently nominated by CLAUDIA S. LUTTRELL in a writing signed by her and delivered to the President of The ALSAM Foundation, if such descendant is willing and able to act, shall serve on the Grants Committee until he or she dies, resigns or is incapacitated. If CLAUDIA S. LUTTRELL does not so nominate, or if she does so nominate (i) then upon the refusal to act of such descendant or (ii) if such descendant does act then upon his or her death, resignation or incapacity, the remaining members of the Grants Committee shall appoint a successor from among the descendants of CLAUDIA S. LUTTRELL who are willing and able to act or if there are no descendants of CLAUDIA S. LUTTRELL who are willing and able to act, there shall be no successor and the number of members of the Grants Committee shall be reduced by one.

E. DON L. SKAGGS shall continue to serve on the Grants Committee until he dies, resigns or is incapacitated Upon his death, resignation or incapacity, the descendant of DON L SKAGGS most recently nominated by DON L. SKAGGS in a writing signed by him and delivered to the President of The ALSAM Foundation, if such descendant is willing and able to act, shall serve on the Grants Committee until he or she dies, resigns or is incapacitated If DON L. SKAGGS does not so nominate, or if he does so nominate (i) then upon the refusal to act of such descendant or (ii) if such descendant does act then upon his or her death, resignation or incapacity, the remaining members of the Grants Committee shall appoint a successor from among the descendants of DON L SKAGGS who are willing and able to act or if there are no descendants of DON L. SKAGGS who are willing and able to act, there shall be no successor and the number of members of the Grants Committee shall be reduced by one.

F. One of the seats on the Grants Committee shall be held by a Roman Catholic Priest or Brother (that seat is currently held by MONSIGNOR J TERRENCE FITZGERALD). One of the seats on the Grants Committee shall be held by an individual skilled and knowledgeable in accounting and business (that seat is currently held by ARNOLD LAGUARDIA) One of the seats on the Grants Committee shall be held by an individual who is an attorney at law qualified to practice in at least one state in the United States of America (that seat is currently held by RONNY L. CUTSHALL)

G. At any time, the members of the Grants Committee then serving, acting by the vote of eighty percent (80%) or greater of the Grants Committee, by written notice delivered to the Trustee, shall have the power to appoint and add one or more members of the Grants Committee so that the total of the Grants Committee consists of more than three (3), but not more than eleven (11) members Officers and employees of THE NORTHERN TRUST COMPANY, or any successor corporate Trustee, shall not serve as members of the Grants Committee

Notwithstanding anything contained herein to the contrary, L.S SKAGGS, during his lifetime and while not incapacitated, shall have the power to appoint additional and/or successor members of the Grants Committee named herein by delivering to the Trustee then acting written notice to the effect and naming such other persons to serve on the Grants Committee as L.S. SKAGGS shall determine.

Section 2 **Term of Members** Each member of the Grants Committee other than SUSIE BALUKOFF (or her successor), MARK S SKAGGS (or his successor), CLAUDIA S. LUTTRELL (or her successor) and DON L. SKAGGS (or his successor) shall serve for a term of six (6) years and until his or her successor is duly elected and qualified, or until his or her death, incapacity, resignation or removal; provided, however, that each such member of the Grants Committee may be reappointed by the Grants Committee for one or more additional six (6) year terms. For purposes of the above, the current term of MONSIGNOR J. TERRENCE FITZGERALD began on September 19, 2007 and the current term of ARNOLD LAGUARDIA began on September 20, 2006 Notwithstanding the above, the current term of RONNY L. CUTSHALL shall end on March 31, 2016

Section 3. **Resignation and Removal of Members.** Any Member of the Grants Committee may resign at any time by delivering a written resignation to the Trustee Such resignation shall take effect upon delivery to the Trustee. A member of the Grants Committee other than SUSIE BALUKOFF (or her successor), MARK S. SKAGGS (or his successor), CLAUDIA S. LUTTRELL (or her successor) and DON L. SKAGGS (or his successor) may be removed from the Grants Committee whether with or without cause and for any reason upon the vote of eighty (80%) percent or greater of the Grants Committee, by written notice delivered to the Trustee.

3 The remainder of the Amended and Restated Trust Agreement as of June 27, 2007 is not further amended and remains in effect as is, except to the extent that there is a conflict with the changes made to Section 2 of ARTICLE II, to Section 1 of ARTICLE V, to Section 2 of ARTICLE V or to Section 3 of ARTICLE V in which case said remainder of the Amended and Restated Trust Agreement as of June 27, 2007 is amended as is necessary to be consistent with the changes made to Section 2 of ARTICLE II, to Section 1 of ARTICLE V, to Section 2 of ARTICLE V and to Section 3 of ARTICLE V herein.

IN WITNESS WHEREOF, this First Amendment to Amended and Restated Trust Agreement as of June 27, 2007 has been executed as of the day and year first set forth

SETTLOR

____
L. S. Skaggs

TRUSTEE

The Northern Trust Company

By ____________________________
Its: ___________________________

FIRST AMENDMENT TO AMENDED AND RESTATED TRUST AGREEMENT AS OF JUNE 27, 2007

(THE ALSAM FOUNDATION)

THIS FIRST AMENDMENT TO AMENDED AND RESTATED TRUST AGREEMENT AS OF JUNE 27, 2007 is entered into effective as of the 17th day of June, 2010. by and between (i) L S SKAGGS, also known as LENNIE SAM SKAGGS (hereinafter sometimes referred to as "Settlor"), and (ii) THE NORTHERN TRUST COMPANY, an Illinois corporation, or its successor, as Trustee, for the purpose of amending an irrevocable trust qualified as a tax exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code, as authorized by an Order of the Third Judicial District Court of Salt Lake County, State of Utah (hereinafter sometime referred to as the "Court")

RECITALS

A. Settlor and First Interstate Bank of Utah, N.A.. entered into a Trust Agreement as of the 29th day of October, 1984, wherein THE ALSAM FOUNDATION was created.

B. Said Trust Agreement was amended pursuant to an order of the Court entered the 22nd day of February. 1989

C. Said Trust Agreement was further amended pursuant to an order of the Court entered the 26th day of April, 1994.

D Said Trust Agreement was again further amended pursuant to an order of the Court entered the 16th day of October, 1997.

E. Said Trust Agreement was amended and restated pursuant to an order of the Court entered the 27th day of October, 1999.

F. Said Trust Agreement was amended and restated pursuant to an order of the Court entered the 25th day of September, 2001.

G. Said Trust Agreement was amended and restated pursuant to an order of the Court entered the 27th day of June, 2007

AGREEMENT

NOW, THEREFORE, in consideration of the mutual promises contained in said Trust Agreement. as amended and restated as of June 27, 2007, and for other good and valuable consideration, and pursuant to an order of the Court the Trust Agreement (as amended and restated pursuant to an order of the Court entered the 27th day of June, 2007), is amended as follows.

1. Section 2 of ARTICLE II is amended in its entirety to read as follows

Section 2. **Charitable Distributions.** The Trustee shall distribute all or part of the net income and the principal of the Trust each year, as directed by the Grants Committee, to fulfill the charitable purposes of the Trust as provided in Section 1 of this Article and subject to the limitations set forth therein and the provisions set forth in Section 3 of Article III. The Grants Committee beginning in 2008 and for each calendar year up to and including the calendar year in which occurs the death of the survivor of Settlor and Settlor's wife, Aline W. Skaggs, in determining how much to commit to distribute to or for the charitable purposes of the Trust in each calendar year, shall use as a guideline the commitment of an amount equal to approximately four percent (4%) of the fair market value of the unrestricted assets of the Trust on and valued as of the first business date of the calendar year in question With respect to the unrestricted assets of the Trust, beginning with the first calendar year after the year in which occurs the death of the survivor of Settlor and Settlor's wife, Aline W. Skaggs, the Grants Committee, shall commit to distribute to or for the charitable purposes of the Trust an amount equal to approximately the amount determined by multiplying the fair market value of the unrestricted assets of the Trust on and valued as of the first business date of the calendar year in question, by the fraction which has a numerator of one and a denominator of ten in the first said calendar year, by the fraction which has a numerator of one and a denominator of nine in the second said calendar year, by the fraction which has a numerator of one and a denominator of eight in the third said calendar year, by the fraction which has a numerator of one and a denominator of seven in the fourth said calendar year, by the fraction which has a numerator of one and a denominator of six in the fifth said calendar year, by the fraction which has a numerator of one and a denominator of five in the sixth said calendar year, by the fraction which has a numerator of one and a denominator of four in the seventh said calendar year, by the fraction which has a numerator of one and a denominator of three in the eighth said calendar year, by the fraction which has a numerator of one and a denominator of two in the ninth said calendar year, by the fraction which has a numerator of one and a denominator of one in the tenth said calendar year. For all purposes of the above, the unrestricted assets of the Trust shall mean all of the assets of the Trust reduced by the then outstanding commitments of the Trust to make distributions to or for the charitable purposes of the Trust. Notwithstanding the above, the Trustee shall make such distributions, with or without the directions of the Grants Committee, so as to not violate the provisions set forth in Section 1(1) of this Article.

2 Section 1, Section 2 and Section 3 of ARTICLE V is each amended in its entirety to read as follows:

Section 1. **Composition of Grants Committee; Successor Members; Qualifications**. The Settlor directs that during the entire term of the Trust a Grants Committee consisting of not less than three (3) nor more than eleven (11) members shall exist for the purpose of rendering directions to the Trustee in making distributions from the Trust as provided in Article II, Sections 2, 3 and 4, above, and such other decisions as set forth herein Each committee member will be a fiduciary with regard to the responsibilities of the Grants Committee pursuant to this Trust

A. The Grants Committee shall, as of May 1, 2010 be composed as follows: SUSIE BALUKOFF, MARK S. SKAGGS, CLAUDIA S. LUTTRELL, DON L. SKAGGS, MONSIGNOR J TERRENCE FITZGERALD, ARNOLD LAGUARDIA and RONNY L CUTSHALL.

B. SUSIE BALUKOFF shall continue to serve on the Grants Committee until she dies, resigns or is incapacitated. Upon her death, resignation or incapacity, the descendant of SUSIE BALUKOFF most recently nominated by SUSIE BALUKOFF in a writing signed by her and delivered to the President of The ALSAM Foundation, if such descendant is willing and able to act, shall serve on the Grants Committee until he or she dies, resigns or is incapacitated. If SUSIE BALUKOFF does not so nominate, or if she does so nominate (i) then upon the refusal to act of such descendant or (ii) if such descendant does act then upon his or her death, resignation or incapacity, the remaining members of the Grants Committee shall appoint a successor from among the descendants of SUSIE BALUKOFF who are willing and able to act or if there are no descendants of SUSIE BALUKOFF who are willing and able to act, there shall be no successor and the number of members of the Grants Committee shall be reduced by one.

C MARK S. SKAGGS shall continue to serve on the Grants Committee until he dies, resigns or is incapacitated. Upon his death, resignation or incapacity, the descendant of MARK S. SKAGGS most recently nominated by MARK S. SKAGGS in a writing signed by him and delivered to the President of The ALSAM Foundation, if such descendant is willing and able to act, shall serve on the Grants Committee until he or she dies, resigns or is incapacitated. If MARK S SKAGGS does not so nominate, or if he does so nominate (i) then upon the refusal to act of such descendant or (ii) if such descendant does act then upon his or her death, resignation or incapacity, the remaining members of the Grants Committee shall appoint a successor from among the descendants of MARK S. SKAGGS who are willing and able to act or if there are no descendants of MARK S SKAGGS who are willing and able to act, there shall be no successor and the number of members of the Grants Committee shall be reduced by one.

D. CLAUDIA S. LUTTRELL shall continue to serve on the Grants Committee until she dies, resigns or is incapacitated. Upon her death, resignation or incapacity, the descendant of CLAUDIA S. LUTTRELL most recently nominated by CLAUDIA S. LUTTRELL in a writing signed by her and delivered to the President of The ALSAM Foundation, if such descendant is willing and able to act, shall serve on the Grants Committee until he or she dies, resigns or is incapacitated. If CLAUDIA S. LUTTRELL does not so nominate, or if she does so nominate (i) then upon the refusal to act of such descendant or (ii) if such descendant does act then upon his or her death, resignation or incapacity, the remaining members of the Grants Committee shall appoint a successor from among the descendants of CLAUDIA S. LUTTRELL who are willing and able to act or if there are no descendants of CLAUDIA S. LUTTRELL who are willing and able to act, there shall be no successor and the number of members of the Grants Committee shall be reduced by one.

E. DON L. SKAGGS shall continue to serve on the Grants Committee until he dies, resigns or is incapacitated. Upon his death, resignation or incapacity, the descendant of DON L. SKAGGS most recently nominated by DON L. SKAGGS in a writing signed by him and delivered to the President of The ALSAM Foundation, if such descendant is willing and able to act, shall serve on the Grants Committee until he or she dies, resigns or is incapacitated. If DON L. SKAGGS does not so nominate, or if he does so nominate (i) then upon the refusal to act of such descendant or (ii) if such descendant does act then upon his or her death, resignation or incapacity, the remaining members of the Grants Committee shall appoint a successor from among the descendants of DON L SKAGGS who are willing and able to act or if there are no descendants of DON L. SKAGGS who are willing and able to act, there shall be no successor and the number of members of the Grants Committee shall be reduced by one.

F. One of the seats on the Grants Committee shall be held by a Roman Catholic Priest or Brother (that seat is currently held by MONSIGNOR J TERRENCE FITZGERALD). One of the seats on the Grants Committee shall be held by an individual skilled and knowledgeable in accounting and business (that seat is currently held by ARNOLD LAGUARDIA). One of the seats on the Grants Committee shall be held by an individual who is an attorney at law qualified to practice in at least one state in the United States of America (that seat is currently held by RONNY L. CUTSHALL).

G. At any time, the members of the Grants Committee then serving, acting by the vote of eighty percent (80%) or greater of the Grants Committee, by written notice delivered to the Trustee, shall have the power to appoint and add one or more members of the Grants Committee so that the total of the Grants Committee consists of more than three (3), but not more than eleven (11) members Officers and employees of THE NORTHERN TRUST COMPANY, or any successor corporate Trustee, shall not serve as members of the Grants Committee

Notwithstanding anything contained herein to the contrary, L.S. SKAGGS, during his lifetime and while not incapacitated, shall have the power to appoint additional and/or successor members of the Grants Committee named herein by delivering to the Trustee then acting written notice to the effect and naming such other persons to serve on the Grants Committee as L.S. SKAGGS shall determine

Section 2 **Term of Members**. Each member of the Grants Committee other than SUSIE BALUKOFF (or her successor), MARK S. SKAGGS (or his successor), CLAUDIA S. LUTTRELL (or her successor) and DON L. SKAGGS (or his successor) shall serve for a term of six (6) years and until his or her successor is duly elected and qualified, or until his or her death, incapacity, resignation or removal; provided, however, that each such member of the Grants Committee may be reappointed by the Grants Committee for one or more additional six (6) year terms For purposes of the above, the current term of MONSIGNOR J. TERRENCE FITZGERALD began on September 19, 2007 and the current term of ARNOLD LAGUARDIA began on September 20, 2006. Notwithstanding the above, the current term of RONNY L. CUTSHALL shall end on March 31, 2016

Section 3. **Resignation and Removal of Members**. Any Member of the Grants Committee may resign at any time by delivering a written resignation to the Trustee. Such resignation shall take effect upon delivery to the Trustee. A member of the Grants Committee other than SUSIE BALUKOFF (or her successor), MARK S. SKAGGS (or his successor), CLAUDIA S. LUTTRELL (or her successor) and DON L. SKAGGS (or his successor) may be removed from the Grants Committee whether with or without cause and for any reason upon the vote of eighty (80%) percent or greater of the Grants Committee, by written notice delivered to the Trustee

3. The remainder of the Amended and Restated Trust Agreement as of June 27, 2007 is not further amended and remains in effect as is, except to the extent that there is a conflict with the changes made to Section 2 of ARTICLE II, to Section 1 of ARTICLE V, to Section 2 of ARTICLE V or to Section 3 of ARTICLE V in which case said remainder of the Amended and Restated Trust Agreement as of June 27, 2007 is amended as is necessary to be consistent with the changes made to Section 2 of ARTICLE II, to Section 1 of ARTICLE V, to Section 2 of ARTICLE V and to Section 3 of ARTICLE V herein.

IN WITNESS WHEREOF, this First Amendment to Amended and Restated Trust Agreement as of June 27, 2007 has been executed as of the day and year first set forth.

SETTLOR: L. S. Skaggs

TRUSTEE The Northern Trust Company

By: ____________

Its: ____________

◆ Asset Detail by Account

2203245 - ALSAM FOUNDATION (PAYROLL)

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Cash and Cash Equivalents							
Short term investment funds							
COM SHORT TERM INVT FD CUSIP 000996AA6							
	1 00	13 76	29,135 14	29,135 14	0 00	0 00	0 00
Total short term investment funds - all currencies		13 76	29,135 14	29,135 14	0 00	0 00	0 00
Total short term investment funds - all countries		13 76	29,135 14	29,135 14	0 00	0 00	0 00
Total short term investment funds		**13.76**	**29,135.14**	**29,135.14**	**0.00**	**0.00**	**0.00**
Total cash and cash equivalents		**13.76**	**29,135.14**	**29,135.14**	**0.00**	**0.00**	**0.00**
Total 2203245		**13.76**	**29,135 14**	**29,135.14**	**0.00**	**0.00**	**0.00**

◆ Asset Detail by Account

2205171 - ALSAM FOUNDATION

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Real Estate							
Real estate							
United States - USD							
17642 E 17TH STREET TUSTIN, CA 92680 CUSIP 991053LA5							
1 000	3,010,000 00	0 00	3,010,000 00	1,105,534 00	1,904,466 00	0 00	1,904,466 00
Total USD		0 00	3,010,000 00	1,105,534 00	1,904,466 00	0 00	1,904,466 00
Total United States		0 00	3,010,000 00	1,105,534 00	1,904,466 00	0 00	1,904,466 00
Total real estate		**0.00**	**3,010,000.00**	**1,105,534.00**	**1,904,466.00**	**0.00**	**1,904,466.00**
Total real estate		**0.00**	**3,010,000.00**	**1,105,534.00**	**1,904,466.00**	**0.00**	**1,904,466.00**
Other Assets							
Loans							
United States - USD							
ENGLISH LANGUAGE CENTER TRUST DEED NOTE CUSIP 995329315							
637,130 000	100 00	0 00	637,130 00	637,130 00	0 00	0 00	0 00
Total USD		0 00	637,130 00	637,130 00	0 00	0 00	0 00
Total United States		0 00	637,130 00	637,130 00	0 00	0 00	0 00
Total loans		**0.00**	**637,130.00**	**637,130 00**	**0.00**	**0.00**	[illegible]
Miscellaneous							
United States - USD							
&&& POST PETITION LOAN W/ROMAN CATHOLIC BISHOP OF SAN DIEGO CUSIP 000478586							
13,573,086 000	1 00	0 00	13,573,086 00	13,573,086 00	0 00	0 00	0 00
&&& UNSECURED PROMISSORY NOTE DATED 1/8/08 FOR $506,814 THE RCB AS BORROWER CUSIP 000544882							
506,814 700	1 00	0 00	506,814 70	506,814 70	0 00	0 00	0 00
&&&PREPETITION 50M LOAN W/ROMAN CATHOLICBISHOP OF SAN DIEGO AS OF 8/15/05 CUSIP 000408930							
35,920,100 000	1 00	0 00	35,920,100 00	35,920,100 00	0 00	0 00	0 00
Total USD		0 00	50,000,000 70	50,000,000 70	0 00	0 00	0 00
Total United States		0 00	50,000,000 70	50,000,000 70	0 00	0 00	0 00

◆ Asset Detail by Account

2205171 - ALSAM FOUNDATION

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Other Assets							
Total miscellaneous		**0.00**	**50,000,000.70**	**50,000,000.70**	**0.00**	**0.00**	**0.00**
Total other assets		**0.00**	**50,637,130.70**	**50,637,130.70**	**0.00**	**0.00**	**0.00**
Cash and Cash Equivalents							
Short term investment funds							
COM SHORT TERM INVT FD CUSIP 000996AA6							
	1 00	2,031 48	6,361,607 07	6,361,607 07	0 00	0 00	0 00
Total short term investment funds - all currencies		2,031 48	6,361,607 07	6,361,607 07	0 00	0 00	0 00
Total short term investment funds - all countries		2,031 48	6,361,607 07	6,361,607 07	0 00	0 00	0 00
Total short term investment funds		**2,031.48**	**6,361,607.07**	**6,361,607.07**	**0.00**	**0.00**	**0.00**
Total cash and cash equivalents		**2,031.48**	**6,361,607.07**	**6,361,607.07**	**0.00**	**0.00**	**0.00**
Total 2205171		**2,031.48**	**60,008,737.77**	**58,104,271.77**	**1,904,466.00**	**0.00**	**1,904,466.00**

◆ Asset Detail by Account

2205172 - ALSAM FOUNDATION NTRS

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equities							
Common stock							
Australia - USD							
ADR BHP BILLITON LTD SPONSORED ADR CUSIP 088606108							
3,160 000	76 58	0 00	241,992 80	256,266 28	-14,273 48	0 00	-14,273 48
Total USD		0 00	241,992 80	256,266 28	-14,273 48	0 00	-14,273 48
Total Australia		0 00	241,992 80	256,266 28	-14,273 48	0 00	-14,273 48
Canada - USD							
RESEARCH IN MOTION LTD COM CUSIP 760975102							
2,215 000	67 54	0 00	149,601 10	113,101 44	36,499 66	0 00	36,499 66
TALISMAN ENERGY INC COM CUSIP 87425E103							
7,910 000	18 64	0 00	147,442 40	75,256 27	72,186 13	0 00	72,186 13
Total USD		0 00	297,043 50	188,357 71	108,685 79	0 00	108,685 79
Total Canada		0 00	297,043 50	188,357 71	108,685 79	0 00	108,685 79
Ireland - USD							
ACCENTURE PLC SHS CL A NEW CUSIP G1151C101							
3,295 000	41 50	0 00	136,742 50	122,026 69	14,715 81	0 00	14,71[illegible]
COVIDIEN PLC USD0 20 CUSIP G2554F105							
4,380 000	47 89	0 00	209,758 20	176,319 46	33,438 74	0 00	33,438 74
Total USD		0 00	346,500 70	298,346 15	48,154 55	0 00	48,154 55
Total Ireland		0 00	346,500 70	298,346 15	48,154 55	0 00	48,154 55
Switzerland - USD							
ADR ABB LTD SPONSORED ADR CUSIP 000375204							
7,190 000	19 10	0 00	137,329 00	134,800 68	2,528 32	0 00	2,528 32
ALCON INC COM CHF0 20 CUSIP H01301102							
1,290 000	164 35	0 00	212,011 50	197,718 82	14,292 68	0 00	14,292 68

◆ Asset Detail by Account

2205172 - ALSAM FOUNDATION NTRS

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
Switzerland - USD							
TRANSOCEAN LTD CUSIP H8817H100							
2,155 000	82 80	0 00	178,434 00	288,634 43	-110,200 43	0 00	-110,200 43
Total USD		0 00	527,774 50	621,153 93	-93,379 43	0 00	-93,379 43
Total Switzerland		0 00	527,774 50	621,153 93	-93,379 43	0 00	-93,379 43
United States - USD							
ABBOTT LAB COM CUSIP 002824100							
3,685 000	53 99	0 00	198,953 15	164,050 37	34,902 78	0 00	34,902 78
ACTIVISION BLIZZARD INC COM STK CUSIP 00507V109							
7,705 000	11 11	0 00	85,602 55	95,219 84	-9,617 29	0 00	-9,617 29
ADOBE SYS INC COM CUSIP 00724F101							
5,510 000	36 78	0 00	202,657 80	215,296 62	-12,638 82	0 00	-12,638 82
AIR PROD & CHEM INC COM CUSIP 009158106							
1,965 000	81 06	884 25	159,282 90	193,954 15	-34,671 25	0 00	-34,671 25
AMAZON COM INC COM CUSIP 023135106							
1,885 000	134 52	0 00	253,570 20	149,418 95	104,151 25	0 00	104,15[illegible]
AMGEN INC COM CUSIP 031162100							
2,320 000	56 57	0 00	131,242 40	140,495 79	-9,253 39	0 00	-9,253 39
APACHE CORP COM CUSIP 037411105							
2,145 000	103 17	0 00	221,299 65	277,685 94	-56,386 29	0 00	-56,386 29
APOLLO GROUP INC CL A CUSIP 037604105							
1,135 000	60 58	0 00	68,758 30	73,614 42	-4,856 12	0 00	-4,856 12
APPLE INC CUSIP 037833100							
3,135 000	210 86	0 00	661,046 10	250,522 67	410,523 43	0 00	410,523 43

◆ Asset Detail by Account

2205172 - ALSAM FOUNDATION NTRS

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
United States - USD							
AVON PRODUCTS INC COM USD0 25 CUSIP 054303102							
6,100 000	31 50	0 00	192,150 00	169,392 68	22,757 32	0 00	22,757 32
BAXTER INTL INC COM CUSIP 071813109							
2,235 000	58 68	648 15	131,149 80	127,771 30	3,378 50	0 00	3,378 50
BLACKROCK INC COM STK CUSIP 09247X101							
955 000	232 20	0 00	221,751 00	122,744 85	99,006 15	0 00	99,006 15
BOEING CO COM CUSIP 097023105							
2,980 000	54 13	0 00	161,307 40	215,870 28	-54,562 88	0 00	-54,562 88
CELGENE CORP COM CUSIP 151020104							
2,130 000	55 68	0 00	118,598 40	107,731 11	10,867 29	0 00	10,867 29
CERNER CORP COM CUSIP 156782104							
2,460 000	82 44	0 00	202,802 40	163,901 19	38,901 21	0 00	38,901 21
CISCO SYSTEMS INC CUSIP 17275R102							
17,425 000	23 94	0 00	417,154 50	228,881 71	188,272 79	0 00	188,27[illegible]
CME GROUP INC COM STK CUSIP 12572Q105							
440 000	335 95	0 00	147,818 00	111,391 93	36,426 07	0 00	36,426 07
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL ACL A CUSIP 192446102							
1,205 000	45 30	0 00	54,586 50	42,161 99	12,424 51	0 00	12,424 51
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105							
2,675 000	59 17	0 00	158,279 75	123,739 20	34,540 55	0 00	34,540 55
CUMMINS INC CUSIP 231021106							
1,850 000	45 86	0 00	84,841 00	88,913 74	-4,072 74	0 00	-4,072 74
CVS CAREMARK CORP COM STK CUSIP 126650100							
3,675 000	32 21	0 00	118,371 75	121,111 09	-2,739 34	0 00	-2,739 34

◆ Asset Detail by Account

2205172 - ALSAM FOUNDATION NTRS

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
United States - USD							
DANAHER CORP COM CUSIP 235851102							
3,120 000	75 20	124 80	234,624 00	237,090 67	-2,466 67	0 00	-2,466 67
ECOLAB INC COM CUSIP 278865100							
3,080 000	44 58	477 40	137,306 40	132,336 32	4,970 08	0 00	4,970 08
EMC CORP COM CUSIP 268648102							
2,420 000	17 47	0 00	42,277 40	40,922 20	1,355 20	0 00	1,355 20
F P L GROUP INC COM CUSIP 302571104							
1,865 000	52 82	0 00	98,509 30	67,575 26	30,934 04	0 00	30,934 04
FEDEX CORP COM CUSIP 31428X106							
910 000	83 45	0 00	75,939 50	80,340 74	-4,401 24	0 00	-4,401 24
FOREST LABORATORIES INC CUSIP 345838106							
1,265 000	32 11	0 00	40,619 15	39,579 95	1,039 20	0 00	1,039 20
FREEPORT-MCMORAN COPPER & GOLD INC CUSIP 35671D857							
2,050 000	80 29	0 00	164,594 50	85,160 70	79,433 80	0 00	79,43[illegible]
GILEAD SCIENCES INC CUSIP 375558103							
3,995 000	43 28	0 00	172,903 60	211,522 07	-38,618 47	0 00	-38,618 47
GOLDMAN SACHS GROUP INC COM CUSIP 38141G104							
795 000	168 84	0 00	134,227 80	126,605 91	7,621 89	0 00	7,621 89
GOOGLE INC CL A CL A CUSIP 38259P508							
1,005 000	619 98	0 00	623,079 90	514,457 34	108,622 56	0 00	108,622 56
HEWLETT PACKARD CO COM CUSIP 428236103							
5,090 000	51 51	407 20	262,185 90	120,945 40	141,240 50	0 00	141,240 50
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101							
2,585 000	130 90	0 00	338,376 50	249,789 73	88,586 77	0 00	88,586 77

◆ Asset Detail by Account

2205172 - ALSAM FOUNDATION NTRS

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
United States - USD							
INTUITIVE SURGICAL INC COM NEW STK CUSIP 46120E602							
435 000	303 32	0 00	131,944 20	106,334 13	25,610 07	0 00	25,610 07
JACOBS ENGR GROUP INC COM CUSIP 469814107							
2,935 000	37 61	0 00	110,385 35	196,704 45	-86,319 10	0 00	-86,319 10
JOHNSON & JOHNSON COM CUSIP 478160104							
3,915 000	64 41	0 00	252,165 15	254,225 00	-2,059 85	0 00	-2,059 85
JOHNSON CTL INC COM CUSIP 478366107							
4,255 000	27 24	553 15	115,906 20	114,265 51	1,640 69	0 00	1,640 69
JPMORGAN CHASE & CO COM CUSIP 46625H100							
3,625 000	41 67	0 00	151,053 75	97,007 30	54,046 45	0 00	54,046 45
JUNIPER NETWORKS INC COM CUSIP 48203R104							
2,570 000	26 67	0 00	68,541 90	67,265 21	1,276 69	0 00	1,276 69
KOHLS CORP COM CUSIP 500255104							
560 000	53 93	0 00	30,200 80	32,071 20	-1,870 40	0 00	-1,87[illegible]
MASTERCARD INC CL A CUSIP 57636Q104							
1,385 000	255 98	0 00	354,532 30	221,908 33	132,623 97	0 00	132,623 97
MC DONALDS CORP COM CUSIP 580135101							
3,420 000	62 44	0 00	213,544 80	198,501 93	15,042 87	0 00	15,042 87
MCKESSON CORP CUSIP 58155Q103							
850 000	62 50	0 00	53,125 00	53,924 00	-799 00	0 00	-799 00
MEDCO HEALTH SOLUTIONS INC COM CUSIP 58405U102							
2,155 000	63 91	0 00	137,726 05	114,624 50	23,101 55	0 00	23,101 55
MEDTRONIC INC COM CUSIP 585055106							
2,300 000	43 98	0 00	101,154 00	99,668 20	1,485 80	0 00	1,485 80

◆ Asset Detail by Account

2205172 - ALSAM FOUNDATION NTRS

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
United States - USD							
MICROSOFT CORP COM CUSIP 594918104							
12,065 000	30 49	0 00	367,861 85	224,787 86	143,073 99	0 00	143,073 99
MONSANTO CO NEW COM CUSIP 61166W101							
2,120 000	81 75	0 00	173,310 00	243,493 59	-70,183 59	0 00	-70,183 59
MOSAIC CO COM CUSIP 61945A107							
3,565 000	59 73	0 00	212,937 45	297,212 07	-84,274 62	0 00	-84,274 62
NATIONAL OILWELL VARCO COM STK CUSIP 637071101							
4,375 000	44 09	0 00	192,893 75	133,661 04	59,232 71	0 00	59,232 71
NETAPP INC COM STK CUSIP 64110D104							
1,575 000	34 39	0 00	54,164 25	53,161 83	1,002 42	0 00	1,002 42
NIKE INC CL B CUSIP 654106103							
4,205 000	66 07	1,216 35	277,824 35	253,098 02	24,726 33	0 00	24,726 33
ORACLE CORP COM CUSIP 68389X105							
12,505 000	24 54	0 00	306,872 70	244,914 40	61,958 30	0 00	61,95[illegible]
PEABODY ENERGY CORP COM STK CUSIP 704549104							
1,480 000	45 21	0 00	66,910 80	65,711 26	1,199 54	0 00	1,199 54
PEPSICO INC COM CUSIP 713448108							
4,695 000	60 80	2,112 75	285,456 00	205,010 66	80,445 34	0 00	80,445 34
PROCTER & GAMBLE CO COM CUSIP 742718109							
3,475 000	60 63	0 00	210,689 25	202,497 66	8,191 59	0 00	8,191 59
QUALCOMM INC COM CUSIP 747525103							
3,200 000	46 26	0 00	148,032 00	151,320 25	-3,288 25	0 00	-3,288 25
ROCKWELL COLLINS INC COM CUSIP 774341101							
3,160 000	55 36	0 00	174,937 60	184,424 96	-9,487 36	0 00	-9,487 36

◆ Asset Detail by Account

2205172 - ALSAM FOUNDATION NTRS

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
United States - USD							
SALESFORCE COM INC COM STK CUSIP 79466L302							
505 000	73 77	0 00	37,253 85	32,677 99	4,575 86	0 00	4,575 86
SCHLUMBERGER LTD COM STK CUSIP 806857108							
3,760 000	65 09	789 60	244,738 40	93,371 74	151,366 66	0 00	151,366 66
SCHWAB CHARLES CORP COM NEW CUSIP 808513105							
10,000 000	18 82	0 00	188,200 00	181,764 78	6,435 22	0 00	6,435 22
STRYKER CORP CUSIP 863667101							
2,250 000	50 37	337 50	113,332 50	140,374 12	-27,041 62	0 00	-27,041 62
SYSCO CORP COM CUSIP 871829107							
3,845 000	27 94	961 25	107,429 30	89,540 44	17,888 86	0 00	17,888 86
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
2,825 000	69 41	0 00	196,083 25	94,028 00	102,055 25	0 00	102,055 25
UNITEDHEALTH GROUP INC COM CUSIP 91324P102							
4,290 000	30 48	0 00	130,759 20	116,164 28	14,594 92	0 00	14,59[illegible]
WAL-MART STORES INC COM CUSIP 931142103							
3,695 000	53 45	1,006 88	197,497 75	186,035 20	11,462 55	0 00	11,462 55
WALT DISNEY CO CUSIP 254687106							
7,220 000	32 25	2,527 00	232,845 00	150,737 21	82,107 79	0 00	82,107 79
Total USD		12,046 28	11,956,176 25	9,990,683 23	1,965,493 02	0 00	1,965,493 02
Total United States		12,046 28	11,956,176 25	9,990,683 23	1,965,493 02	0 00	1,965,493 02
Total common stock		**12,046.28**	**13,369,487.75**	**11,354,807.30**	**2,014,680.45**	**0.00**	**2,014,680.45**
Total equities		**12,046.28**	**13,369,487.75**	**11,354,807 30**	**2,014,680.45**	**0.00**	**2,014,680.45**

Cash and Cash Equivalents

Short term investment funds

◆ Asset Detail by Account

2205172 - ALSAM FOUNDATION NTRS

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Cash and Cash Equivalents							
Short term investment funds							
COM SHORT TERM INVT FD CUSIP 000996AA6							
	1 00	82 97	168,658 55	168,658 55	0 00	0 00	0 00
Total short term investment funds - all currencies		82 97	168,658 55	168,658 55	0 00	0 00	0 00
Total short term investment funds - all countnes		82 97	168,658 55	168,658 55	0 00	0 00	0 00
Total short term investment funds		**82.97**	**168,658.55**	**168,658.55**	**0.00**	**0 00**	**0.00**
Total cash and cash equivalents		**82.97**	**168,658.55**	**168,658.55**	**0.00**	**0.00**	**0.00**
Total 2205172		**12,129.25**	**13,538,146.30**	**11,523,465.85**	**2,014,680.45**	**0.00**	**2,014,680 45**

◆ Asset Detail by Account

2208069 - ALSAM FOUNDATION (PIMCO)

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income							
Corporate bonds							
United States - USD							
MFO PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL CUSIP 693390700							
3,791,737 480	10 80	131,096 84	40,950,764 78	38,821,015 63	2,129,749 15	0 00	2,129,749 15
Total USD		131,096 84	40,950,764 78	38,821,015 63	2,129,749 15	0 00	2,129,749 15
Total United States		131,096 84	40,950,764 78	38,821,015 63	2,129,749 15	0 00	2,129,749 15
Total corporate bonds		**131,096 84**	**40,950,764.78**	**38,821,015.63**	**2,129,749.15**	**0.00**	**2,129,749 15**
Total fixed income		**131,096.84**	**40,950,764.78**	**38,821,015.63**	**2,129,749.15**	**0.00**	**2,129,749 15**
Cash and Cash Equivalents							
Short term investment funds							
COM SHORT TERM INVT FD CUSIP 000996AA6							
	1 00	0 31	-9,412 71	-9,412 71	0 00	0 00	0 00
Total short term investment funds - all currencies		0 31	-9,412 71	-9,412 71	0 00	0 00	0 00
Total short term investment funds - all countries		0 31	-9,412 71	-9,412 71	0 00	0 00	0 00
Total short term investment funds		**0 31**	**-9,412 71**	**-9,412.71**	**0 00**	**0.00**	**0.00**
Total cash and cash equivalents		**0.31**	**-9,412.71**	**-9,412.71**	**0 00**	**0.00**	**0.00**
Adjustments To Cash							
Pending trade purchases							
USD - United States dollar							
	1 00	0 00	-131,096 84	-131,096 84	0 00	0 00	0 00
Total pending trade purchases - all currencies		0 00	-131,096 84	-131,096 84	0 00	0 00	0 00
Total pending trade purchases - all countries		0 00	-131,096 84	-131,096 84	0 00	0 00	0 00
Total pending trade purchases		**0.00**	**-131,096.84**	**-131,096 84**	**0.00**	**0.00**	**0.00**

◆ Asset Detail by Account

2208069 - ALSAM FOUNDATION (PIMCO)

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Total adjustments to cash		**0.00**	**-131,096 84**	**-131,096.84**	**0.00**	**0.00**	**0.00**
Total 2208069		**131,097.15**	**40,810,255.23**	**38,680,506.08**	**2,129,749.15**	**0.00**	**2,129,749.15**

◆ Asset Detail by Account

2210956 - ALSAM FOUNDATION-INTERNATIONAL

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
International Region - USD							
MFO THORNBURG INTL VALUE FD CUSIP 885215566							
234,221 430	25 37	0 00	5,942,197 67	5,710,318 39	231,879 28	0 00	231,879 28
Total USD		0 00	5,942,197 67	5,710,318 39	231,879 28	0 00	231,879 28
Total International Region		0 00	5,942,197 67	5,710,318 39	231,879 28	0 00	231,879 28
Total common stock		**0.00**	**5,942,197.67**	**5,710,318.39**	**231,879.28**	**0.00**	**231,879.28**
Total equities		**0.00**	**5,942,197.67**	**5,710,318.39**	**231,879.28**	**0.00**	**231,879.28**
Venture Capital and Partnerships							
Partnerships							
United States - USD							
JOHNSTON INTERNATIONAL EQUITY FUND II, LP CUSIP 9951GZ993							
6,821,358 120	7,879,400 00	0 00	7,879,400 00	6,821,358 12	1,058,041 88	0 00	1,058,041 88
		* *Market value based on prices received from an external manager or other client-directed pricing source*					
Total USD		0 00	7,879,400 00	6,821,358 12	1,058,041 88	0 00	1,058,041 88
Total United States		0 00	7,879,400 00	6,821,358 12	1,058,041 88	0 00	1,058,04[redacted]
Total partnerships		**0 00**	**7,879,400 00**	**6,821,358.12**	**1,058,041.88**	**0.00**	**1,058,041.[redacted]**
Total venture capital and partnerships		**0.00**	**7,879,400.00**	**6,821,358.12**	**1,058,041.88**	**0.00**	**1,058,041.88**
Cash and Cash Equivalents							
Short term investment funds							
COM SHORT TERM INVT FD CUSIP 000996AA6							
	1 00	0 62	2,179 16	2,179 16	0 00	0 00	0 00
Total short term investment funds - all currencies		0 62	2,179 16	2,179 16	0 00	0 00	0 00
Total short term investment funds - all countries		0 62	2,179 16	2,179 16	0 00	0 00	0 00
Total short term investment funds		**0.62**	**2,179.16**	**2,179.16**	**0.00**	**0.00**	**0.00**

Reporting

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◆ Asset Detail by Account

2210956 - ALSAM FOUNDATION-INTERNATIONAL

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Total cash and cash equivalents		**0.62**	**2,179.16**	**2,179.16**	**0.00**	**0.00**	**0.00**
Total 2210956		**0.62**	**13,823,776.83**	**12,533,855.67**	**1,289,921 16**	**0.00**	**1,289,921.16**

◆ Asset Detail by Account

2211805 - ALSAM FDN- EMERGING MRKTS

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equities							
Common stock							
International Region - USD							
MFO SCHRODER SER TR EMERGING MKTS EQUITYFUND INV CL CUSIP 808090757							
198,085 110	12 35	0 00	2,446,351 10	2,513,988 24	-67,637 14	0 00	-67,637 14
Total USD		0 00	2,446,351 10	2,513,988 24	-67,637 14	0 00	-67,637 14
Total International Region		0 00	2,446,351 10	2,513,988 24	-67,637 14	0 00	-67,637 14
Total common stock		**0.00**	**2,446,351.10**	**2,513,988.24**	**-67,637.14**	**0 00**	**-67,637.14**
Total equities		**0.00**	**2,446,351.10**	**2,513,988.24**	**-67,637.14**	**0.00**	**-67,637.14**
Cash and Cash Equivalents							
Short term investment funds							
COM SHORT TERM INVT FD CUSIP 000996AA6							
	1 00	0 00	436 54	436 54	0 00	0 00	0 00
Total short term investment funds - all currencies		0 00	436 54	436 54	0 00	0 00	0 00
Total short term investment funds - all countries		0 00	436 54	436 54	0 00	0 00	0 00
Total short term investment funds		**0.00**	**436.54**	**436.54**	**0 00**	**0.00**	[illegible]
Total cash and cash equivalents		**0.00**	**436.54**	**436.54**	**0.00**	**0.00**	**0.00**
Total 2211805		**0.00**	**2,446,787.64**	**2,514,424.78**	**-67,637.14**	**0.00**	**-67,637.14**

◆ Asset Detail by Account

2211806 - ALSAM FOUNDATION- HEDGE FUNDS

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Hedge Fund							
Hedge equity							
Emerging Markets Region - USD							
CF ESG CROSS BORDER EQTY OFFSHORE LTD SER A-4 FD CUSIP 575999UJ4							
2,525 820	935 5789	0 00	2,363,103 89	2,500,000 00	-136,896 11	0 00	-136,896 11
Total USD		0 00	2,363,103 89	2,500,000 00	-136,896 11	0 00	-136,896 11
Total Emerging Markets Region		0 00	2,363,103 89	2,500,000 00	-136,896 11	0 00	-136,896 11
International Region - USD							
CF GIOVINE INVT PARTNERS INTL LTD LC A SER 4 (APR 08) FD CUSIP 356999UK6							
2,000 000	960 6496	0 00	1,921,299 20	2,000,000 00	-78,700 80	0 00	-78,700 80
Total USD		0 00	1,921,299 20	2,000,000 00	-78,700 80	0 00	-78,700 80
Total International Region		0 00	1,921,299 20	2,000,000 00	-78,700 80	0 00	-78,700 80
Total hedge equity		**0.00**	**4,284,403.09**	**4,500,000.00**	**-215,596.91**	**0.00**	**-215,596.91**
Hedge fund of funds							
International Region - USD							
CF COGENT INVT STRATEGIES MADISON STR PORTFOLIO CLASS D - SERIES 1 FD CUSIP 085999MY3							
1,640 050	1,291 8119	0 00	2,118,636 10	2,000,000 00	118,636 10	0 00	118,63[illegible]
CF SCP OCEAN LTD SER AU SUB SER 17 APR 12009 VTG SI FD CUSIP 203999AJ6							
783 730	2,796 0935	0 00	2,191,382 35	2,000,000 00	191,382 35	0 00	191,382 35
Total USD		0 00	4,310,018 45	4,000,000 00	310,018 45	0 00	310,018 45
Total International Region		0 00	4,310,018 45	4,000,000 00	310,018 45	0 00	310,018 45
Total hedge fund of funds		**0.00**	**4,310,018.45**	**4,000,000.00**	**310,018.45**	**0.00**	**310,018.45**
Hedge event driven							
International Region - USD							
CF KING STR CAP A SER 3 FD CUSIP 125869DL8							
135 280	122 9136	0 00	16,627 75	10,717 79	5,909 96	0 00	5,909 96

◆ Asset Detail by Account

2211806 - ALSAM FOUNDATION- HEDGE FUNDS

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Hedge Fund							
Hedge event driven							
International Region - USD							
CF KING STR CAP CL S SER 13 FD CUSIP 4555173HN							
75 170	78 1564	0 00	5,875 01	7,138 46	-1,263 45	0 00	-1,263 45
CF KING STR CAP CL S SER 14 FD CUSIP 408992330							
247 530	99 6625	0 00	24,669 45	21,222 49	3,446 96	0 00	3,446 96
CF KING STR CAP LTD CL A SER 1 CUSIP 495999930							
5,104 180	459 4394	0 00	2,345,061 39	1,960,921 26	384,140 13	0 00	384,140 13
Total USD		0 00	2,392,233 60	2,000,000 00	392,233 60	0 00	392,233 60
Total International Region		0 00	2,392,233 60	2,000,000 00	392,233 60	0 00	392,233 60
Total hedge event driven		**0.00**	**2,392,233.60**	**2,000,000 00**	**392,233.60**	**0.00**	**392,233.60**
Hedge multi strategy							
United States - USD							
CF YORK CR OPPORT UNIT TR CL A/4 2009 FD CUSIP 2546321M4							
56,427 830	46 2797	0 00	2,611,463 04	2,000,000 00	611,463 04	0 00	611,463 04
Total USD		0 00	2,611,463 04	2,000,000 00	611,463 04	0 00	611,46[illegible]
Total United States		0 00	2,611,463 04	2,000,000 00	611,463 04	0 00	611,463 04
Total hedge multi strategy		**0.00**	**2,611,463.04**	**2,000,000.00**	**611,463.04**	**0.00**	**611,463.04**
Total hedge fund		**0.00**	**13,598,118.18**	**12,500,000.00**	**1,098,118.18**	**0.00**	**1,098,118.18**
Cash and Cash Equivalents							
Short term investment funds							
COM SHORT TERM INVT FD CUSIP 000996AA6							
	1 00	1 31	4,536 90	4,536 90	0 00	0 00	0 00
Total short term investment funds - all currencies		1 31	4,536 90	4,536 90	0 00	0 00	0 00
Total short term investment funds - all countries		1 31	4,536 90	4,536 90	0 00	0 00	0 00

◆ Asset Detail by Account

2211806 - ALSAM FOUNDATION- HEDGE FUNDS

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Total
Cash and Cash Equivalents							
Total short term investment funds		**1.31**	**4,536.90**	**4,536.90**	**0.00**	**0.00**	**0.00**
Total cash and cash equivalents		**1.31**	**4,536.90**	**4,536.90**	**0.00**	**0 00**	**0.00**
Total 2211806		**1.31**	**13,602,655.08**	**12,504,536.90**	**1,098,118.18**	**0 00**	**1,098,11[illegible]**

◆ Asset Detail by Account

2211808 - ALSAM FDN - PRIVATE EQUITY

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Venture Capital and Partnerships							
Partnerships							
United States - USD							
CS STRATEGIC PARTNERS OFFSHORE FUND IV, LP CUSIP 000603787							
1,102,134 000	1,122,625 00	0 00	1,122,625 00	1,102,134 00	20,491 00	0 00	20,491 00
OAK HILL CAPITAL PARTNERS III (AIV I), L P CUSIP 000616417							
202,272 710	126,404 00	0 00	126,404 00	202,272 71	-75,868 71	0 00	-75,868 71
		* Market value based on prices received from an external manager or other client-directed pricing source					
OAK HILL CAPITAL PARTNERS III, LP CUSIP 000604835							
635,209 840	507,787 00	0 00	507,787 00	635,209 84	-127,422 84	0 00	-127,422 84
Total USD		0 00	1,756,816 00	1,939,616 55	-182,800 55	0 00	-182,800 55
Total United States		0 00	1,756,816 00	1,939,616 55	-182,800 55	0 00	-182,800 55
Total partnerships		**0.00**	**1,756,816.00**	**1,939,616.55**	**-182,800.55**	**0.00**	**-182,800.55**
Total venture capital and partnerships		**0.00**	**1,756,816.00**	**1,939,616.55**	**-182,800.55**	**0.00**	**-182,800.55**
Cash and Cash Equivalents							
Short term investment funds							
COM SHORT TERM INVT FD CUSIP 000996AA6							
	1 00	7 91	28,288 41	28,288 41	0 00	0 00	0 00
Total short term investment funds - all currencies		7 91	28,288 41	28,288 41	0 00	0 00	0 00
Total short term investment funds - all countries		7 91	28,288 41	28,288 41	0 00	0 00	0 00
Total short term investment funds		**7.91**	**28,288.41**	**28,288.41**	**0.00**	**0.00**	**0.00**
Total cash and cash equivalents		**7.91**	**28,288.41**	**28,288.41**	**0.00**	**0.00**	**0.00**
Total 2211808		**7.91**	**1,785,104.41**	**1,967,904 96**	**-182,800.55**	**0.00**	**-182,800.55**

Asset Detail by Account

2266604 - ALSAM FOUNDATION - TNT EQ

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equities							
Common stock							
Australia - USD							
ADR BHP BILLITON LTD SPONSORED ADR CUSIP 088606108							
1,000 000	76 58	0 00	76,580 00	66,664 00	9,916 00	0 00	9,916 00
Total USD		0 00	76,580 00	66,664 00	9,916 00	0 00	9,916 00
Total Australia		0 00	76,580 00	66,664 00	9,916 00	0 00	9,916 00
Emerging Markets Region - USD							
MFC ISHARES TR MSCI EMERGING MKTS INDEX FD CUSIP 464287234							
6,125 000	41 50	73 56	254,187 50	261,166 26	-6,978 76	0 00	-6,978 76
Total USD		73 56	254,187 50	261,166 26	-6,978 76	0 00	-6,978 76
Total Emerging Markets Region		73 56	254,187 50	261,166 26	-6,978 76	0 00	-6,978 76
Europe, Australia, and Far East Region - USD							
MFC ISHARES TR MSCI EAFE INDEX FD CUSIP 464287465							
13,825 000	55 30	0 00	764,522 50	978,552 15	-214,029 65	0 00	-214,029 65
Total USD		0 00	764,522 50	978,552 15	-214,029 65	0 00	-214,029 65
Total Europe, Australia, and Far East Region		0 00	764,522 50	978,552 15	-214,029 65	0 00	-214,02[illegible]
Finland - USD							
ADR NOKIA CORP SPONSORED ADR CUSIP 654902204							
3,975 000	12 85	0 00	51,078 75	118,038 75	-66,960 00	0 00	-66,960 00
Total USD		0 00	51,078 75	118,038 75	-66,960 00	0 00	-66,960 00
Total Finland		0 00	51,078 75	118,038 75	-66,960 00	0 00	-66,960 00
Switzerland - USD							
ADR ABB LTD SPONSORED ADR CUSIP 000375204							
3,700 000	19 10	0 00	70,670 00	70,633 00	37 00	0 00	37 00
Total USD		0 00	70,670 00	70,633 00	37 00	0 00	37 00
Total Switzerland		0 00	70,670 00	70,633 00	37 00	0 00	37 00

◆ Asset Detail by Account

2266604 - ALSAM FOUNDATION - TNT EQ

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equities							
Common stock							
United States - USD							
ABBOTT LAB COM CUSIP 002824100							
1,625 000	53 99	0 00	87,733 75	84,605 50	3,128 25	0 00	3,128 25
AFLAC INC COM CUSIP 001055102							
900 000	46 25	0 00	41,625 00	60,140 99	-18,515 99	0 00	-18,515 99
AMERICAN EXPRESS CO CUSIP 025816109							
2,100 000	40 52	0 00	85,092 00	122,992 50	-37,900 50	0 00	-37,900 50
APPLE INC CUSIP 037833100							
575 000	210 86	0 00	121,244 50	81,168 75	40,075 75	0 00	40,075 75
BECTON DICKINSON & CO COM CUSIP 075887109							
1,025 000	78 86	379 25	80,831 50	80,966 50	-135 00	0 00	-135 00
CHEVRON CORP COM CUSIP 166764100							
1,000 000	76 99	0 00	76,990 00	77,270 00	-280 00	0 00	-280 00
CISCO SYSTEMS INC CUSIP 17275R102							
3,975 000	23 94	0 00	95,161 50	113,707 75	-18,546 25	0 00	-18,54[illegible]
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL ACL A CUSIP 192446102							
2,550 000	45 30	0 00	115,515 00	88,484 00	27,031 00	0 00	27,031 00
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105							
900 000	59 17	0 00	53,253 00	56,127 00	-2,874 00	0 00	-2,874 00
CUMMINS INC CUSIP 231021106							
1,600 000	45 86	0 00	73,376 00	75,072 00	-1,696 00	0 00	-1,696 00
CVS CAREMARK CORP COM STK CUSIP 126650100							
2,000 000	32 21	0 00	64,420 00	73,340 00	-8,920 00	0 00	-8,920 00
DENTSPLY INTL INC NEW COM CUSIP 249030107							
1,200 000	35 17	60 00	42,204 00	44,568 00	-2,364 00	0 00	-2,364 00

◆ Asset Detail by Account

2266604 - ALSAM FOUNDATION - TNT EQ

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equities							
Common stock							
United States - USD							
EXXON MOBIL CORP COM CUSIP 30231G102							
1,025 000	68 19	0 00	69,894 75	88,301 25	-18,406 50	0 00	-18,406 50
F P L GROUP INC COM CUSIP 302571104							
1,375 000	52 82	0 00	72,627 50	76,463 75	-3,836 25	0 00	-3,836 25
FEDEX CORP COM CUSIP 31428X106							
900 000	83 45	0 00	75,105 00	74,789 01	315 99	0 00	315 99
FRKLN RES INC COM CUSIP 354613101							
750 000	105 35	165 00	79,012 50	101,217 50	-22,205 00	0 00	-22,205 00
GENERAL ELECTRIC CO CUSIP 369604103							
3,975 000	15 13	397 50	60,141 75	150,272 00	-90,130 25	0 00	-90,130 25
GOLDMAN SACHS GROUP INC COM CUSIP 38141G104							
450 000	168 84	0 00	75,978 00	96,627 00	-20,649 00	0 00	-20,649 00
INTEL CORP COM CUSIP 458140100							
3,500 000	20 40	0 00	71,400 00	86,281 00	-14,881 00	0 00	-14,88[illegible]
ISHARES TR NASDAQ BIOTECHNOLOGY INDEX FD CUSIP 464287556							
1,400 000	81 75	0 00	114,450 00	115,319 00	-869 00	0 00	-869 00
ITT CORP INC COM CUSIP 450911102							
1,800 000	49 74	382 50	89,532 00	121,072 00	-31,540 00	0 00	-31,540 00
JOHNSON & JOHNSON COM CUSIP 478160104							
1,150 000	64 41	0 00	74,071 50	76,598 00	-2,526 50	0 00	-2,526 50
JPMORGAN CHASE & CO COM CUSIP 46625H100							
1,025 000	41 67	0 00	42,711 75	48,535 75	-5,824 00	0 00	-5,824 00
KELLOGG CO COM CUSIP 487836108							
2,300 000	53 20	0 00	122,360 00	124,456 00	-2,096 00	0 00	-2,096 00

◆ Asset Detail by Account

2266604 - ALSAM FOUNDATION - TNT EQ

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equities							
Common stock							
United States - USD							
LOWES COS INC COM CUSIP 548661107							
3,100 000	23 39	0 00	72,509 00	94,364 00	-21,855 00	0 00	-21,855 00
MCKESSON CORP CUSIP 58155Q103							
1,200 000	62 50	0 00	75,000 00	75,384 00	-384 00	0 00	-384 00
MFC SELECT SECTOR SPDR TR UTILS CUSIP 81369Y886							
2,725 000	31 00	0 00	84,475 00	106,631 37	-22,156 37	0 00	-22,156 37
MICROCHIP TECHNOLOGY INC COM CUSIP 595017104							
2,425 000	29 06	0 00	70,470 50	90,609 75	-20,139 25	0 00	-20,139 25
MICROSOFT CORP COM CUSIP 594918104							
3,850 000	30 49	0 00	117,386 50	109,183 25	8,203 25	0 00	8,203 25
NATIONAL OILWELL VARCO COM STK CUSIP 637071101							
1,500 000	44 09	0 00	66,135 00	84,055 00	-17,920 00	0 00	-17,920 00
NOBLE CORPORATION (SWITZERLAND) COM USD0 10 CUSIP H5833N103							
2,000 000	40 70	0 00	81,400 00	79,298 01	2,101 99	0 00	2,10[illegible]
PRAXAIR INC COM CUSIP 74005P104							
1,100 000	80 31	0 00	88,341 00	82,221 01	6,119 99	0 00	6,119 99
PROCTER & GAMBLE CO COM CUSIP 742718109							
2,100 000	60 63	0 00	127,323 00	134,622 00	-7,299 00	0 00	-7,299 00
QUALCOMM INC COM CUSIP 747525103							
1,700 000	46 26	0 00	78,642 00	79,411 08	-769 08	0 00	-769 08
SCHLUMBERGER LTD COM STK CUSIP 806857108							
1,025 000	65 09	215 25	66,717 25	95,069 99	-28,352 74	0 00	-28,352 74
SPDR S&P 500 ETF TRUST CUSIP 78462F103							
4,650 000	111 44	4,544 46	518,196 00	688,165 20	-169,969 20	0 00	-169,969 20

◆ Asset Detail by Account

2266604 - ALSAM FOUNDATION - TNT EQ

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
United States - USD							
SPECTRA ENERGY CORP COM STK CUSIP 847560109							
2,800 000	20 51	0 00	57,428 00	58,101 70	-673 70	0 00	-673 70
STARBUCKS CORP COM CUSIP 855244109							
2,300 000	23 06	0 00	53,038 00	53,728 00	-690 00	0 00	-690 00
STRYKER CORP CUSIP 863667101							
1,100 000	50 37	165 00	55,407 00	73,227 35	-17,820 35	0 00	-17,820 35
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
1,800 000	69 41	0 00	124,938 00	132,903 00	-7,965 00	0 00	-7,965 00
VERIZON COMMUNICATIONS COM CUSIP 92343V104							
3,325 000	33 13	0 00	110,157 25	139,920 90	-29,763 65	0 00	-29,763 65
WALT DISNEY CO CUSIP 254687106							
3,600 000	32 25	1,260 00	116,100 00	123,170 00	-7,070 00	0 00	-7,070 00
WATERS CORP COM CUSIP 941848103							
1,025 000	61 96	0 00	63,509 00	59,680 29	3,828 71	0 00	3,82[illegible]
WELLS FARGO & CO NEW COM STK CUSIP 949746101							
2,550 000	26 99	0 00	68,824 50	72,497 50	-3,673 00	0 00	-3,673 00
Total USD		7,568 96	3,980,728 00	4,550,618 65	-569,890 65	0 00	-569,890 65
Total United States		7,568 96	3,980,728 00	4,550,618 65	-569,890 65	0 00	-569,890 65
Total common stock		**7,642.52**	**5,197,766.75**	**6,045,672.81**	**-847,906.06**	**0.00**	**-847,906.06**
Total equities		**7,642.52**	**5,197,766.75**	**6,045,672.81**	**-847,906.06**	**0.00**	**-847,906.06**

Cash and Cash Equivalents

Short term investment funds

◆ Asset Detail by Account

2266604 - ALSAM FOUNDATION - TNT EQ

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Cash and Cash Equivalents							
Short term investment funds							
COM SHORT TERM INVT FD CUSIP 000996AA6							
	1 00	43 64	159,772 62	159,772 62	0 00	0 00	0 00
Total short term investment funds - all currencies		43 64	159,772 62	159,772 62	0 00	0 00	0 00
Total short term investment funds - all countries		43 64	159,772 62	159,772 62	0 00	0 00	0 00
Total short term investment funds		**43.64**	**159,772.62**	**159,772.62**	**0.00**	**0.00**	**0.00**
Total cash and cash equivalents		**43.64**	**159,772.62**	**159,772.62**	**0.00**	**0.00**	**0.00**
Total 2266604		**7,686 16**	**5,357,539 37**	**6,205,445.43**	**-847,906.06**	**0.00**	**-847,906.06**

◆ Asset Detail by Account

2266605 - ALSAM FOUNDATION - TNT FI

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Total
Fixed Income							
Government bonds							
United States - USD							
UNITED STATES TREAS NTS 4 75 DUE 08-15-2017 BEO CUSIP 912828HA1							
200,000 000	108 5078	3,588 31	217,015 60	203,062 50	13,953 10	0 00	13,953 10
Issue Date 15 Aug 07 Rate 4 75% Yield to Maturity 3 119% Maturity Date 15 Aug 17							
UNITED STATES TREAS NTS DTD 00032 4 25% DUE 08-15-2013 REG CUSIP 912828BH2							
200,000 000	107 9062	3,210 59	215,812 40	199,078 13	16,734 27	0 00	16,734 27
Issue Date 15 Aug 03 Rate 4 25% Yield to Maturity 1 594% Maturity Date 15 Aug 13							
UNITED STATES TREAS NTS DTD 00135 4 875%DUE 08-15-2016 REG CUSIP 912828FQ8							
200,000 000	109 9688	3,682 74	219,937 60	204,562 50	15,375 10	0 00	15,375 10
Issue Date 15 Aug 06 Rate 4 875% Yield to Maturity 2 819% Maturity Date 15 Aug 16							
UNITED STATES TREAS NTS US TREASURY NOTE/BOND 3 125% DUE 04-30-2013 REG CUSIP 912828HY9							
300,000 000	104 1875	1,605 66	312,562 50	300,398 44	12,164 06	0 00	12,164 06
Issue Date 30 Apr 08 Rate 3 125% Yield to Maturity 1 469% Maturity Date 30 Apr 13							
US TSY 4 75 15MAY14 CUSIP 912828CJ7							
200,000 000	110 0312	1,233 42	220,062 40	203,976 56	16,085 84	0 00	16,085 84
Issue Date 15 May 04 Rate 4 75% Yield to Maturity 1 939% Maturity Date 15 May 14							
Total USD		13,320 72	1,185,390 50	1,111,078 13	74,312 37	0 00	74,31[illegible]
Total United States		13,320 72	1,185,390 50	1,111,078 13	74,312 37	0 00	74,312 37
Total government bonds		**13,320.72**	**1,185,390.50**	**1,111,078.13**	**74,312.37**	**0.00**	**74,312.37**
Corporate bonds							
Netherlands - USD							
SHELL INTL FIN 5 625 DUE 06-27-2011 BEO CUSIP 822582AA0							
200,000 000	106 5153	125 00	213,030 60	201,182 00	11,848 60	0 00	11,848 60
Issue Date 27 Jun 06 Rate 5 625% Yield to Maturity 0 773% Maturity Date 27 Jun 11							
Total USD		125 00	213,030 60	201,182 00	11,848 60	0 00	11,848 60
Total Netherlands		125 00	213,030 60	201,182 00	11,848 60	0 00	11,848 60

◆ Asset Detail by Account

2266605 - ALSAM FOUNDATION - TNT FI

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Fixed Income							
Corporate bonds							
United States - USD							
ABBOTT LABS 5 875% DUE 05-15-2016 CUSIP 002824AT7							
200,000 000	110 2989	1,501 38	220,597 80	199,096 00	21,501 80	0 00	21,501 80
Issue Date 12 May 06 Rate 5 875% Yield to Maturity 3 258% Maturity Date 15 May 16							
AMERN INTL GROUP INC MEDIUM TERM NTS TRANCHE # TR 00027 5 6 10-18-2016BEO CUSIP 02687QBC1							
200,000 000	82 7536	2,271 11	165,507 20	196,568 00	-31,060 80	0 00	-31,060 80
Issue Date 18 Oct 06 Rate 5 60% Yield to Maturity 6 677% Maturity Date 18 Oct 16							
COSTCO WHOLESALE CORP NEW C CRP COST/ 5 3 5 3% DUE 03-15-2012/02-20-2007 CUSIP 22160KAB1							
200,000 000	107 8763	3,121 11	215,752 60	197,798 00	17,954 60	0 00	17,954 60
Issue Date 20 Feb 07 Rate 5 30% Yield to Maturity 1 314% Maturity Date 15 Mar 12							
GEN ELEC CAP CORP MEDIUM TERM NTS BO TRANCHE # TR 00709 4 875 10-21-2010REG CUSIP 36962GS62							
200,000 000	103 4145	1,895 83	206,829 00	197,120 00	9,709 00	0 00	9,709 00
Issue Date 21 Oct 05 Rate 4 875% Yield to Maturity 0 769% Maturity Date 21 Oct 10							
LEHMAN BROS HLDGS INC BD 6 5 DUE 07-19-2017 BEO BOND IN DEFAULT CUSIP 524908R36							
200,000 000	0 03	0 00	60 00	200,656 00	-200,596 00	0 00	-200,596 00
Issue Date 19 Jul 07 Rate 6 50% Yield to Maturity 99 99% Maturity Date 19 Jul 17							
LEHMAN BROS HLDGS INC MEDIUM TERM NTS BOOK ENTRY 5 75 5-17-2013 IN DEFAULTED CUSIP 52517PH61							
200,000 000	19 50	0 00	39,000 00	199,296 00	-160,296 00	0 00	-160,296 00
Issue Date 16 May 06 Rate 5 75% Yield to Maturity 20 955% Maturity Date 17 May 13							
ORACLE CORP NT 3 75 DUE 07-08-2014 CUSIP 68389XAF2							
150,000 000	103 1813	2,703 12	154,771 95	156,468 00	-1,696 05	0 00	-1,696 05
Issue Date 08 Jul 09 Rate 3 75% Yield to Maturity 2 494% Maturity Date 08 Jul 14							
PEPSICO INC NT 5 15% DUE 05-15-2012 CUSIP 713448BF4							
200,000 000	107 6499	1,316 11	215,299 80	196,598 00	18,701 80	0 00	18,701 80
Issue Date 21 May 07 Rate 5 15% Yield to Maturity 1 284% Maturity Date 15 May 12							
PRAXAIR INC 3 25% DUE 09-15-2015 CUSIP 74005PAV6							
150,000 000	99 7571	1,624 99	149,635 65	151,302 00	-1,666 35	0 00	-1,666 35

◆ Asset Detail by Account

2266605 - ALSAM FOUNDATION - TNT FI

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income							
Corporate bonds							
United States - USD							
Issue Date 01 Sep 09 Rate 3 25% Yield to Maturity 2 997% Maturity Date 15 Sep 15							
PROCTER & GAMBLE 3 15% DUE 09-01-2015 CUSIP 742718DQ9							
100,000 000	100 8398	1,076 25	100,839 80	101,380 00	-540 20	0 00	-540 20
Issue Date 28 Aug 09 Rate 3 15% Yield to Maturity 2 74% Maturity Date 01 Sep 15							
SBC COMMUNICATIONS 5 875% DUE 08-15-2012 CUSIP 78387GAK9							
200,000 000	109 1704	4,438 88	218,340 80	201,124 00	17,216 80	0 00	17,216 80
Issue Date 19 Aug 02 Rate 5 875% Yield to Maturity 2 423% Maturity Date 15 Aug 12							
VERIZON PA INC 5 65 DUE 11-15-2011 CUSIP 92344TAA6							
200,000 000	105 9686	1,443 88	211,937 20	199,678 00	12,259 20	0 00	12,259 20
Issue Date 13 Nov 01 Rate 5 65% Yield to Maturity 1 81% Maturity Date 15 Nov 11							
WACHOVIA CORP NEW WACHOVIA CORP 5 75% DUE 06-15-2017 CUSIP 929903DT6							
200,000 000	103 9958	511 11	207,991 60	195,910 00	12,081 60	0 00	12,081 60
Issue Date 08 Jun 07 Rate 5 75% Yield to Maturity 4 468% Maturity Date 15 Jun 17							
Total USD		21,903 77	2,106,563 40	2,392,994 00	-286,430 60	0 00	-286,430 60
Total United States		21,903 77	2,106,563 40	2,392,994 00	-286,430 60	0 00	-286,430 [illegible]
Total corporate bonds		**22,028.77**	**2,319,594.00**	**2,594,176.00**	**-274,582.00**	**0.00**	**-274,582.[illegible]**
Total fixed income		**35,349.49**	**3,504,984.50**	**3,705,254.13**	**-200,269.63**	**0.00**	**-200,269.63**
Cash and Cash Equivalents							
Short term investment funds							
COM SHORT TERM INVT FD CUSIP 000996AA6							
1 00		37 92	133,809 28	133,809 28	0 00	0 00	0 00
Total short term investment funds - all currencies		37 92	133,809 28	133,809 28	0 00	0 00	0 00
Total short term investment funds - all countries		37 92	133,809 28	133,809 28	0 00	0 00	0 00
Total short term investment funds		**37.92**	**133,809.28**	**133,809.28**	**0.00**	**0.00**	**0.00**

Asset Detail by Account

2266605 - ALSAM FOUNDATION - TNT FI

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Total cash and cash equivalents		**37.92**	**133,809.28**	**133,809.28**	**0.00**	**0.00**	**0.00**
Total 2266605		**35,387.41**	**3,638,793.78**	**3,839,063.41**	**-200,269.63**	**0.00**	**-200,269.63**

◆ Asset Detail by Account

2266789 - ALSAM FOUNDATION - RIVER

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equities							
Common stock							
Canada - USD							
RITCHIE BROS AUCTIONEERS INC COM CUSIP 767744105							
5,915 000	22 43	0 00	132,673 45	132,098 22	575 23	0 00	575 23
Total USD		0 00	132,673 45	132,098 22	575 23	0 00	575 23
Total Canada		0 00	132,673 45	132,098 22	575 23	0 00	575 23
Spain - USD							
TELVENT GIT SA ORD EUR3 00505 CUSIP E90215109							
3,120 000	38 98	0 00	121,617 60	87,516 00	34,101 60	0 00	34,101 60
Total USD		0 00	121,617 60	87,516 00	34,101 60	0 00	34,101 60
Total Spain		0 00	121,617 60	87,516 00	34,101 60	0 00	34,101 60
United States - USD							
ABAXIS INC COM CUSIP 002567105							
3,665 000	25 55	0 00	93,640 75	98,007 61	-4,366 86	0 00	-4,366 86
ALLSCRIPT-MISYS HEALTHCARE SOLUTIONS INC CUSIP 01988P108							
8,700 000	20 23	0 00	176,001 00	176,075 57	-74 57	0 00	-7
ANGIODYNAMICS INC COM STK CUSIP 03475V101							
9,720 000	16 08	0 00	156,297 60	178,820 22	-22,522 62	0 00	-22,522 62
ANSYS INC COM CUSIP 03662Q105							
3,516 000	43 46	0 00	152,805 36	146,780 81	6,024 55	0 00	6,024 55
BEACON ROOFING SUPPLY INC COM CUSIP 073685109							
8,410 000	16 00	0 00	134,560 00	110,587 43	23,972 57	0 00	23,972 57
BIO-REFERENCE LABS INC COM PAR $0 01 NEW CUSIP 09057G602							
2,483 000	39 19	0 00	97,308 77	75,469 33	21,839 44	0 00	21,839 44
CABOT MICROELECTRONICS CORP COM CUSIP 12709P103							
2,740 000	32 96	0 00	90,310 40	66,420 14	23,890 26	0 00	23,890 26

◆ Asset Detail by Account

2266789 - ALSAM FOUNDATION - RIVER

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
United States - USD							
CASS INFORMATION SYS INC COM CUSIP 14808P109							
2,975 000	30 40	0 00	90,440 00	99,405 57	-8,965 57	0 00	-8,965 57
CEPHEID INC COM CUSIP 15670R107							
19,045 000	12 48	0 00	237,681 60	191,192 65	46,488 95	0 00	46,488 95
CHEESECAKE FACTORY INC COM CUSIP 163072101							
6,490 000	21 59	0 00	140,119 10	157,906 52	-17,787 42	0 00	-17,787 42
CHEMED CORP NEW COM CUSIP 16359R103							
4,600 000	47 97	0 00	220,662 00	237,874 39	-17,212 39	0 00	-17,212 39
CONCUR TECHNOLOGIES INC COM CUSIP 206708109							
1,810 000	42 75	0 00	77,377 50	39,512 84	37,864 66	0 00	37,864 66
COSTAR GROUP INC COM CUSIP 22160N109							
1,925 000	41 77	0 00	80,407 25	105,428 12	-25,020 87	0 00	-25,020 87
DEALERTRACK HLDGS INC COM STK CUSIP 242309102							
5,825 000	18 79	0 00	109,451 75	111,204 09	-1,752 34	0 00	-1,75[illegible]
DIGI INTL INC COM CUSIP 253798102							
13,605 000	9 12	0 00	124,077 60	186,876 03	-62,798 43	0 00	-62,798 43
DYNAMEX INC COM STK CUSIP 26784F103							
2,975 000	18 10	0 00	53,847 50	78,013 89	-24,166 39	0 00	-24,166 39
ECHELON CORP OC-COM STK CUSIP 27874N105							
6,725 000	11 56	0 00	77,741 00	83,116 70	-5,375 70	0 00	-5,375 70
F5 NETWORKS INC COM STK CUSIP 315616102							
3,630 000	52 98	0 00	192,317 40	124,922 00	67,395 40	0 00	67,395 40
FARO TECHNOLOGIES INC COM CUSIP 311642102							
3,025 000	21 44	0 00	64,856 00	102,850 00	-37,994 00	0 00	-37,994 00

◆ Asset Detail by Account

2266789 - ALSAM FOUNDATION - RIVER

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equities							
Common stock							
United States - USD							
FORRESTER RESH INC COM CUSIP 346563109							
3,965 000	25 95	0 00	102,891 75	109,803 00	-6,911 25	0 00	-6,911 25
FORWARD AIR CORP COM CUSIP 349853101							
3,155 000	25 05	0 00	79,032 75	104,263 72	-25,230 97	0 00	-25,230 97
GENTEX CORP COM CUSIP 371901109							
11,550 000	17 85	0 00	206,167 50	207,972 10	-1,804 60	0 00	-1,804 60
GUIDANCE SOFTWARE INC COM CUSIP 401692108							
6,425 000	5 25	0 00	33,731 25	65,494 27	-31,763 02	0 00	-31,763 02
INNERWORKINGS INC COM CUSIP 45773Y105							
12,790 000	5 90	0 00	75,461 00	136,667 36	-61,206 36	0 00	-61,206 36
IPC THE HOSPITALIST CO INC STK CUSIP 44984A105							
3,250 000	33 25	0 00	108,062 50	61,912 50	46,150 00	0 00	46,150 00
LANDEC CORP COM CUSIP 514766104							
8,750 000	6 24	0 00	54,600 00	119,276 46	-64,676 46	0 00	-64,67[redacted]
LKQ CORP COM LKQ CORP CUSIP 501889208							
9,050 000	19 59	0 00	177,289 50	105,193 64	72,095 86	0 00	72,095 86
MAXIMUS INC COM CUSIP 577933104							
2,639 000	50 00	0 00	131,950 00	79,080 01	52,869 99	0 00	52,869 99
MEDNAX INC COM CUSIP 58502B106							
3,400 000	60 11	0 00	204,374 00	181,870 83	22,503 17	0 00	22,503 17
MEDTOX SCIENTIFIC INC COM NEW COM NEW CUSIP 584977201							
2,660 000	7 75	0 00	20,615 00	42,991 82	-22,376 82	0 00	-22,376 82
MOBILE MINI INC COM CUSIP 60740F105							
3,900 000	14 09	0 00	54,951 00	107,142 75	-52,191 75	0 00	-52,191 75

◆ Asset Detail by Account

2266789 - ALSAM FOUNDATION - RIVER

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equities							
Common stock							
United States - USD							
NAPCO SECURITY TECHNOLOGIES INC CUSIP 630402105							
5,000 000	1 67	0 00	8,350 00	25,200 00	-16,850 00	0 00	-16,850 00
NATL INSTRS CORP COM CUSIP 636518102							
7,335 000	29 45	0 00	216,015 75	220,485 50	-4,469 75	0 00	-4,469 75
NEOGEN CORP COM CUSIP 640491106							
5,733 000	23 61	0 00	135,356 13	59,605 37	75,750 76	0 00	75,750 76
PORTFOLIO RECOVERY ASSOCS INC COM CUSIP 73640Q105							
4,405 000	44 88	0 00	197,696 40	214,005 82	-16,309 42	0 00	-16,309 42
POWER INTEGRATIONS INC COM CUSIP 739276103							
4,525 000	36 36	0 00	164,529 00	104,710 00	59,819 00	0 00	59,819 00
QUALITY SYS INC COM STK CUSIP 747582104							
1,484 000	62 79	445 20	93,180 36	92,244 54	935 82	0 00	935 82
RESOURCES CONNECTION INC COM CUSIP 76122Q105							
8,275 000	21 22	0 00	175,595 50	227,359 74	-51,764 24	0 00	-51,76[illegible]
ROLLINS INC COM CUSIP 775711104							
10,820 000	19 28	0 00	208,609 60	162,351 68	46,257 92	0 00	46,257 92
RUDOPLH TECHNOLOGIES INC COM CUSIP 781270103							
3,950 000	6 72	0 00	26,544 00	63,681 31	-37,137 31	0 00	-37,137 31
SEMTECH CORP COM CUSIP 816850101							
10,035 000	17 01	0 00	170,695 35	152,126 67	18,568 68	0 00	18,568 68
SMITH INTL INC COM CUSIP 832110100							
1,412 000	27 17	169 44	38,364 04	100,336 16	-61,972 12	0 00	-61,972 12
STRATASYS INC COM CUSIP 862685104							
5,925 000	17 28	0 00	102,384 00	115,128 79	-12,744 79	0 00	-12,744 79

◆ Asset Detail by Account

2266789 - ALSAM FOUNDATION - RIVER

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equities							
Common stock							
United States - USD							
TECHNE CORP COM CUSIP 878377100							
2,200 000	68 56	0 00	150,832 00	126,846 64	23,985 36	0 00	23,985 36
ULTIMATE SOFTWARE GROUP INC COM CUSIP 90385D107							
5,690 000	29 37	0 00	167,115 30	156,561 16	10,554 14	0 00	10,554 14
UNITED NAT FOODS INC COM CUSIP 911163103							
7,775 000	26 74	0 00	207,903 50	235,759 40	-27,855 90	0 00	-27,855 90
UNVL TECH INST INC COM CUSIP 913915104							
2,675 000	20 20	0 00	54,035 00	63,801 29	-9,766 29	0 00	-9,766 29
USANA HEALTH SCIENCES INC CDT-SHS CUSIP 90328M107							
1,185 000	31 90	0 00	37,801 50	58,867 25	-21,065 75	0 00	-21,065 75
VERINT SYS INC COM CUSIP 92343X100							
4,800 000	19 25	0 00	92,400 00	163,576 95	-71,176 95	0 00	-71,176 95
ZOLTEK COS INC COM CUSIP 98975W104							
6,075 000	9 50	0 00	57,712 50	101,842 66	-44,130 16	0 00	-44,13[illegible]
Total USD		614 64	5,924,148 76	6,136,623 30	-212,474 54	0 00	-212,474 [illegible]
Total United States		614 64	5,924,148 76	6,136,623 30	-212,474 54	0 00	-212,474 54
Total common stock		**614.64**	**6,178,439.81**	**6,356,237.52**	**-177,797 71**	**0.00**	**-177,797.71**
Total equities		**614.64**	**6,178,439.81**	**6,356,237.52**	**-177,797.71**	**0.00**	**-177,797.71**
Cash and Cash Equivalents							
Short term investment funds							
COM SHORT TERM INVT FD CUSIP 000996AA6							
	1 00	34 76	112,292 66	112,292 66	0 00	0 00	0 00
Total short term investment funds - all currencies		34 76	112,292 66	112,292 66	0 00	0 00	0 00

◆ Asset Detail by Account

2266789 - ALSAM FOUNDATION - RIVER

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Cash and Cash Equivalents							
Short term investment funds							
Total short term investment funds - all countries		34 76	112,292 66	112,292 66	0 00	0 00	0.00
Total short term investment funds		**34.76**	**112,292.66**	**112,292.66**	**0 00**	**0.00**	**0.00**
Total cash and cash equivalents		**34.76**	**112,292.66**	**112,292.66**	**0.00**	**0.00**	**0.00**
Total 2266789		**649.40**	**6,290,732.47**	**6,468,530.18**	**-177,797.71**	**0.00**	**-177,797.71**

◆ Asset Detail by Account

2266860 - ALSAM FOUNDATION-CS MCKEE

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
Switzerland - USD							
TRANSOCEAN LTD CUSIP H8817H100							
4,800 000	82 80	0 00	397,440 00	506,969 09	-109,529 09	0 00	-109,529 09
Total USD		0 00	397,440 00	506,969 09	-109,529 09	0 00	-109,529 09
Total Switzerland		0 00	397,440 00	506,969 09	-109,529 09	0 00	-109,529 09
United States - USD							
#REORG/BURLINGTON NORTHN CASH MERGER EFF2/12/10 CUSIP 12189T104							
3,100 000	98 62	1,240 00	305,722 00	244,103 72	61,618 28	0 00	61,618 28
ALLSTATE CORP COM CUSIP 020002101							
6,000 000	30 04	1,200 00	180,240 00	264,643 95	-84,403 95	0 00	-84,403 95
ALTRIA GROUP INC COM CUSIP 02209S103							
14,300 000	19 63	4,862 00	280,709 00	248,671 49	32,037 51	0 00	32,037 51
AMERISOURCEBERGEN CORP COM CUSIP 03073E105							
8,200 000	26 07	0 00	213,774 00	197,203 50	16,570 50	0 00	16,570 50
APACHE CORP COM CUSIP 037411105							
5,000 000	103 17	0 00	515,850 00	327,025 00	188,825 00	0 00	188,825 00
AT&T INC COM CUSIP 00206R102							
7,200 000	28 03	0 00	201,816 00	137,678 51	64,137 49	0 00	64,137 49
AUTOZONE INC COM CUSIP 053332102							
1,800 000	158 07	0 00	284,526 00	235,140 09	49,385 91	0 00	49,385 91
BANK NEW YORK MELLON CORP COM STK CUSIP 064058100							
9,800 000	27 97	0 00	274,106 00	315,103 14	-40,997 14	0 00	-40,997 14
BANK OF AMERICA CORP CUSIP 060505104							
18,823 000	15 06	0 00	283,474 38	501,359 04	-217,884 66	0 00	-217,884 66

◆ Asset Detail by Account

2266860 - ALSAM FOUNDATION-CS MCKEE

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equities							
Common stock							
United States - USD							
BAXTER INTL INC COM CUSIP 071813109							
3,100 000	58 68	899 00	181,908 00	150,233 44	31,674 56	0 00	31,674 56
BEST BUY INC COM STK CUSIP 086516101							
5,800 000	39 46	812 00	228,868 00	267,292 54	-38,424 54	0 00	-38,424 54
CHEVRON CORP COM CUSIP 166764100							
5,300 000	76 99	0 00	408,047 00	395,440 38	12,606 62	0 00	12,606 62
CONOCOPHILLIPS COM CUSIP 20825C104							
7,400 000	51 07	0 00	377,918 00	509,762 90	-131,844 90	0 00	-131,844 90
COVANCE INC COM CUSIP 222816100							
3,100 000	54 57	0 00	169,167 00	126,711 57	42,455 43	0 00	42,455 43
DELL INC COM STK CUSIP 24702R101							
15,100 000	14 36	0 00	216,836 00	413,391 00	-196,555 00	0 00	-196,555 00
DOVER CORP COM CUSIP 260003108							
5,500 000	41 61	0 00	228,855 00	271,486 59	-42,631 59	0 00	-42,63[illegible]
EMERSON ELECTRIC CO COM CUSIP 291011104							
4,700 000	42 60	0 00	200,220 00	214,398 03	-14,178 03	0 00	-14,178 03
F P L GROUP INC COM CUSIP 302571104							
2,500 000	52 82	0 00	132,050 00	139,963 70	-7,913 70	0 00	-7,913 70
FORTUNE BRANDS INC COM STK CUSIP 349631101							
3,000 000	43 20	0 00	129,600 00	248,658 14	-119,058 14	0 00	-119,058 14
FREEPORT-MCMORAN COPPER & GOLD INC CUSIP 35671D857							
3,800 000	80 29	0 00	305,102 00	243,869 94	61,232 06	0 00	61,232 06
GENERAL ELECTRIC CO CUSIP 369604103							
20,400 000	15 13	2,040 00	308,652 00	317,450 16	-8,798 16	0 00	-8,798 16

◆ Asset Detail by Account

2266860 - ALSAM FOUNDATION-CS MCKEE

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equities							
Common stock							
United States - USD							
HONEYWELL INTL INC COM STK CUSIP 438516106							[redacted]
4,600 000	39 20	0 00	180,320 00	164,151 10	16,168 90	0 00	16,168 90
HUMANA INC COM CUSIP 444859102							
5,200 000	43 89	0 00	228,228 00	210,483 19	17,744 81	0 00	17,744 81
INGERSOLL-RAND PLC COM STK CUSIP G47791101							
5,100 000	35 74	0 00	182,274 00	234,099 00	-51,825 00	0 00	-51,825 00
INTEL CORP COM CUSIP 458140100							
14,300 000	20 40	0 00	291,720 00	294,216 52	-2,496 52	0 00	-2,496 52
JPMORGAN CHASE & CO COM CUSIP 46625H100							
9,400 000	41 67	0 00	391,698 00	311,292 16	80,405 84	0 00	80,405 84
LABORATORY CORP AMER HLDGS COM NEW COM NEW CUSIP 50540R409							
2,200 000	74 84	0 00	164,648 00	161,057 82	3,590 18	0 00	3,590 18
MARATHON OIL CORP COM CUSIP 565849106							
12,300 000	31 22	0 00	384,006 00	603,085 14	-219,079 14	0 00	-219,07[redacted]
MICROSOFT CORP COM CUSIP 594918104							
7,800 000	30 49	0 00	237,822 00	144,156 48	93,665 52	0 00	93,665 52
NIKE INC CL B CUSIP 654106103							
3,000 000	66 07	810 00	198,210 00	143,150 47	55,059 53	0 00	55,059 53
PHILIP MORRIS INTL INC COM CUSIP 718172109							
3,100 000	48 19	1,798 00	149,389 00	109,392 89	39,996 11	0 00	39,996 11
PROCTER & GAMBLE CO COM CUSIP 742718109							
6,000 000	60 63	0 00	363,780 00	374,875 24	-11,095 24	0 00	-11,095 24
PUB SERVICE ENTERPRISE GROUP INC COM CUSIP 744573106							
9,100 000	33 25	0 00	302,575 00	318,684 72	-16,109 72	0 00	-16,109 72

◆ Asset Detail by Account

2266860 - ALSAM FOUNDATION-CS MCKEE

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equities							
Common stock							
United States - USD							
QUEST DIAGNOSTICS INC COM CUSIP 74834L100							
3,400 000	60 38	0 00	205,292 00	173,266 50	32,025 50	0 00	32,025 50
SUN TR BANKS INC COM CUSIP 867914103							
8,700 000	20 29	0 00	176,523 00	497,165 94	-320,642 94	0 00	-320,642 94
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
3,700 000	69 41	0 00	256,817 00	217,732 34	39,084 66	0 00	39,084 66
US BANCORP CUSIP 902973304							
6,600 000	22 51	330 00	148,566 00	217,162 04	-68,596 04	0 00	-68,596 04
WAL-MART STORES INC COM CUSIP 931142103							
4,000 000	53 45	1,090 00	213,800 00	198,897 20	14,902 80	0 00	14,902 80
WATSON PHARMACEUTICALS INC COM CUSIP 942683103							
7,000 000	39 61	0 00	277,270 00	189,382 20	87,887 80	0 00	87,887 80
Total USD		15,081 00	9,780,378 38	10,331,837 78	-551,459 40	0 00	-551,459 40
Total United States		15,081 00	9,780,378 38	10,331,837 78	-551,459 40	0 00	-551,45[illegible]
Total common stock		**15,081.00**	**10,177,818.38**	**10,838,806.87**	**-660,988.49**	**0.00**	**-660,988.49**
Total equities		**15,081.00**	**10,177,818 38**	**10,838,806.87**	**-660,988.49**	**0.00**	**-660,988.49**
Cash and Cash Equivalents							
Short term investment funds							
COM SHORT TERM INVT FD CUSIP 000996AA6							
	1 00	59 56	225,030 16	225,030 16	0 00	0 00	0 00
Total short term investment funds - all currencies		59 56	225,030 16	225,030 16	0 00	0 00	0 00
Total short term investment funds - all countries		59 56	225,030 16	225,030 16	0 00	0 00	0 00
Total short term investment funds		**59.56**	**225,030.16**	**225,030.16**	**0.00**	**0.00**	**0.00**

Asset Detail by Account

2266860 - ALSAM FOUNDATION-CS MCKEE

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Total cash and cash equivalents		**59.56**	**225,030.16**	**225,030.16**	**0.00**	**0.00**	**0.00**
Total 2266860		**15,140.56**	**10,402,848.54**	**11,063,837.03**	**-660,988.49**	**0.00**	**-660,988.49**

◆ Asset Detail by Account

2266861 - ALSAM FOUNDATION-KEELEY

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
Netherlands - USD							
ADR CHICAGO BRDG & IRON CO N V N Y REGISTRY SH NV CUSIP 167250109							
4,200 000	20 22	0 00	84,924 00	140,550 06	-55,626 06	0 00	-55,626 06
Total USD		0 00	84,924 00	140,550 06	-55,626 06	0 00	-55,626 06
Total Netherlands		0 00	84,924 00	140,550 06	-55,626 06	0 00	-55,626 06
Switzerland - USD							
FOSTER WHEELER LTD (BM) COM STK CUSIP H27178104							
1,600 000	29 44	0 00	47,104 00	48,124 96	-1,020 96	0 00	-1,020 96
Total USD		0 00	47,104 00	48,124 96	-1,020 96	0 00	-1,020 96
Total Switzerland		0 00	47,104 00	48,124 96	-1,020 96	0 00	-1,020 96
United States - USD							
#REORG/BRINKS HOME STK & CSH MRGR TYCO INTERNATIONAL LTD 2051111 EFF 5/14/10 CUSIP 109699108							
2,200 000	32 64	0 00	71,808 00	63,610 96	8,197 04	0 00	8,197 04
1ST NIAGARA FINL GROUP INC NEW COM CUSIP 33582V108							
3,000 000	13 91	0 00	41,730 00	45,080 70	-3,350 70	0 00	-3,35[illegible]
ACUITY BRANDS INC COM CUSIP 00508Y102							
3,000 000	35 64	0 00	106,920 00	121,442 70	-14,522 70	0 00	-14,522 70
ALLETE INC COM NEW CUSIP 018522300							
1,500 000	32 68	0 00	49,020 00	40,669 80	8,350 20	0 00	8,350 20
ARCH CHEMICALS INC COM CUSIP 03937R102							
1,700 000	30 88	0 00	52,496 00	34,192 27	18,303 73	0 00	18,303 73
BANKFINANCIAL CORP COM CUSIP 06643P104							
3,440 000	9 90	0 00	34,056 00	35,208 17	-1,152 17	0 00	-1,152 17
BENEFICIAL MUT BANCORP INC COM STK CUSIP 08173R104							
7,000 000	9 84	0 00	68,880 00	84,731 50	-15,851 50	0 00	-15,851 50

◆ Asset Detail by Account

2266861 - ALSAM FOUNDATION-KEELEY

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
United States - USD							
BROADRIDGE FINL SOLUTIONS INC COM STK CUSIP 11133T103							
4,600 000	22 56	644 00	103,776 00	84,576 96	19,199 04	0 00	19,199 04
BUCYRUS INTL INC NEW COM CL A CUSIP 118759109							
2,620 000	56 37	0 00	147,689 40	64,534 32	83,155 08	0 00	83,155 08
CIRCOR INTL INC COM CUSIP 17273K109							
3,600 000	25 18	0 00	90,648 00	140,464 08	-49,816 08	0 00	-49,816 08
COMPASS MINERALS INTL INC COM CUSIP 20451N101							
800 000	67 19	0 00	53,752 00	42,208 00	11,544 00	0 00	11,544 00
COMSTOCK RES INC COM NEW COM NEW CUSIP 205768203							
2,690 000	40 57	0 00	109,133 30	78,716 18	30,417 12	0 00	30,417 12
COVANTA HLDG CORP COM CUSIP 22282E102							
7,200 000	18 09	0 00	130,248 00	159,033 96	-28,785 96	0 00	-28,785 96
DELTIC TIMBER CORP COM CUSIP 247850100							
2,100 000	46 18	0 00	96,978 00	110,926 02	-13,948 02	0 00	-13,94[illegible]
DINEEQUITY INC COM STK CUSIP 254423106							
2,400 000	24 29	0 00	58,296 00	142,279 32	-83,983 32	0 00	-83,983 32
ENPRO INDS INC COM CUSIP 29355X107							
3,400 000	26 41	0 00	89,794 00	128,757 15	-38,963 15	0 00	-38,963 15
EPOCH HLDG CORP COM CUSIP 29428R103							
9,600 000	10 45	0 00	100,320 00	148,446 24	-48,126 24	0 00	-48,126 24
EXCO RES INC COM CUSIP 269279402							
4,000 000	21 23	0 00	84,920 00	77,119 60	7,800 40	0 00	7,800 40
EXTERRAN HLDGS INC COM STK CUSIP 30225X103							
2,060 000	21 45	0 00	44,187 00	49,709 86	-5,522 86	0 00	-5,522 86

◆ Asset Detail by Account

2266861 - ALSAM FOUNDATION-KEELEY

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Total
Equities							
Common stock							
United States - USD							
FIRSTMERIT CORP COM CUSIP 337915102							
5,047 000	20 14	0 00	101,646 58	98,838 97	2,807 61	0 00	2,807 61
FLOWERS FOODS INC COM CUSIP 343498101							
4,510 000	23 76	0 00	107,157 60	80,966 16	26,191 44	0 00	26,191 44
FLOWSERVE CORP COM CUSIP 34354P105							
510 000	94 53	137 70	48,210 30	51,245 62	-3,035 32	0 00	-3,035 32
FORESTAR GROUP INC CUSIP 346233109							
2,500 000	21 98	0 00	54,950 00	53,480 74	1,469 26	0 00	1,469 26
FOSTER L B CO CL A CUSIP 350060109							
2,200 000	29 81	0 00	65,582 00	51,766 00	13,816 00	0 00	13,816 00
GALLAGHER ARTHUR J & CO COM CUSIP 363576109							
3,020 000	22 51	966 40	67,980 20	71,846 54	-3,866 34	0 00	-3,866 34
GENESEE & WYO INC CL A CL A CUSIP 371559105							
2,000 000	32 64	0 00	65,280 00	54,703 20	10,576 80	0 00	10,57[illegible]
GOODRICH PETE CORP COM NEW CUSIP 382410405							
4,040 000	24 35	0 00	98,374 00	119,438 42	-21,064 42	0 00	-21,064 42
HANOVER INS GROUP INC COM CUSIP 410867105							
2,140 000	44 43	0 00	95,080 20	79,452 21	15,627 99	0 00	15,627 99
HILL ROM HLDGS INC COM STK CUSIP 431475102							
4,250 000	23 99	0 00	101,957 50	101,361 22	596 28	0 00	596 28
IBERIABANK CORP COM CUSIP 450828108							
1,880 000	53 81	639 20	101,162 80	83,214 42	17,948 38	0 00	17,948 38
INVT TECH GROUP INC NEW COM CUSIP 46145F105							
1,668 000	19 70	0 00	32,859 60	47,796 54	-14,936 94	0 00	-14,936 94

◆ Asset Detail by Account

2266861 - ALSAM FOUNDATION-KEELEY

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equities							
Common stock							
United States - USD							
ITC HLDGS CORP COM STK CUSIP 465685105							
1,700 000	52 09	0 00	88,553 00	79,560 07	8,992 93	0 00	8,992 93
JOY GLOBAL INC COM CUSIP 481165108							
2,300 000	51 59	0 00	118,657 00	109,380 00	9,277 00	0 00	9,277 00
KAISER ALUM CORP COM PAR $0 01 COM PAR $0 01 CUSIP 483007704							
1,300 000	41 62	0 00	54,106 00	34,380 69	19,725 31	0 00	19,725 31
KS CY SOUTHN CUSIP 485170302							
3,400 000	33 29	0 00	113,186 00	107,738 01	5,447 99	0 00	5,447 99
MB FINL INC NEW COM CUSIP 55264U108							
4,000 000	19 72	0 00	78,880 00	112,393 20	-33,513 20	0 00	-33,513 20
MCDERMOTT INTL INC COM STK $1 PAR CUSIP 580037109							
1,840 000	24 01	0 00	44,178 40	28,642 75	15,535 65	0 00	15,535 65
MUELLER WTR PRODS INC COM SER A STK CUSIP 624758108							
8,900 000	5 20	0 00	46,280 00	121,103 53	-74,823 53	0 00	-74,82[illegible]
NEWALLIANCE BANCSHARES INC COM CUSIP 650203102							
6,000 000	12 01	0 00	72,060 00	81,956 40	-9,896 40	0 00	-9,896 40
ORIENT-EXPRESS HOTELS COM CUSIP G67743107							
2,800 000	10 14	0 00	28,392 00	127,908 72	-99,516 72	0 00	-99,516 72
PATTERSON COS INC COM CUSIP 703395103							
2,900 000	27 98	0 00	81,142 00	59,435 79	21,706 21	0 00	21,706 21
PETROHAWK ENERGY CORP COM CUSIP 716495106							
3,100 000	23 99	0 00	74,369 00	34,162 00	40,207 00	0 00	40,207 00
PULTE GROUP INC CUSIP 745867101							
3,620 000	10 00	0 00	36,200 00	46,291 84	-10,091 84	0 00	-10,091 84

Asset Detail by Account

2266861 - ALSAM FOUNDATION-KEELEY

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equities							
Common stock							
United States - USD							
RALCORP HLDGS INC NEW COM CUSIP 751028101							
800 000	59 71	0 00	47,768 00	41,954 00	5,814 00	0 00	5,814 00
SPDR KBW REGL BKG ETF CUSIP 78464A698							
4,400 000	22 25	0 00	97,900 00	101,980 52	-4,080 52	0 00	-4,080 52
TENNANT CO COM CUSIP 880345103							
5,400 000	26 19	0 00	141,426 00	237,598 68	-96,172 68	0 00	-96,172 68
TEXAS INDS INC COM CUSIP 882491103							
1,000 000	34 99	0 00	34,990 00	34,894 61	95 39	0 00	95 39
THOMAS & BETTS CORP COM CUSIP 884315102							
2,400 000	35 79	0 00	85,896 00	129,870 36	-43,974 36	0 00	-43,974 36
TOLL BROS INC COM CUSIP 889478103							
4,870 000	18 81	0 00	91,604 70	95,378 81	-3,774 11	0 00	-3,774 11
TREEHOUSE FOODS INC COM CUSIP 89469A104							
2,310 000	38 86	0 00	89,766 60	65,676 30	24,090 30	0 00	24,09[illegible]
VAIL RESORTS INC COM CUSIP 91879Q109							
2,690 000	37 80	0 00	101,682 00	119,872 05	-18,190 05	0 00	-18,190 05
VECTREN CORP COM CUSIP 92240G101							
3,000 000	24 68	0 00	74,040 00	76,278 60	-2,238 60	0 00	-2,238 60
WABTEC CORP COM CUSIP 929740108							
2,500 000	40 84	0 00	102,100 00	79,807 50	22,292 50	0 00	22,292 50
WALTER ENERGY INC CUSIP 93317Q105							
2,150 000	75 31	0 00	161,916 50	42,520 74	119,395 76	0 00	119,395 76
WALTER INVT MGMT CORP CUSIP 93317W102							
1,668 000	14 33	834 00	23,902 44	17,341 22	6,561 22	0 00	6,561 22

◆ Asset Detail by Account

2266861 - ALSAM FOUNDATION-KEELEY

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
United States - USD							
WENDYS / ARBYS GROUP INC COM STK CUSIP 950587105							
10,700 000	4 69	0 00	50,183 00	202,154 45	-151,971 45	0 00	-151,971 45
WESTAR ENERGY INC COM CUSIP 95709T100							
6,000 000	21 72	1,800 00	130,320 00	149,175 60	-18,855 60	0 00	-18,855 60
WESTFIELD FINL INC NEW COM STK CUSIP 96008P104							
7,300 000	8 25	0 00	60,225 00	80,008 00	-19,783 00	0 00	-19,783 00
WILLBROS GROUP INC COM CUSIP 969203108							
4,800 000	16 87	0 00	80,976 00	119,139 36	-38,163 36	0 00	-38,163 36
WRIGHT EXPRESS CORP COM STK CUSIP 98233Q105							
4,670 000	31 86	0 00	148,786 20	147,944 25	841 95	0 00	841 95
WYNDHAM WORLDWIDE CORP COM STK CUSIP 98310W108							
5,000 000	20 17	0 00	100,850 00	160,628 25	-59,778 25	0 00	-59,778 25
Total USD		5,021 30	4,935,228 32	5,390,994 13	-455,765 81	0 00	-455,765 81
Total United States		5,021 30	4,935,228 32	5,390,994 13	-455,765 81	0 00	-455,76[illegible]
Total common stock		**5,021.30**	**5,067,256.32**	**5,579,669.15**	**-512,412.83**	**0.00**	**-512,412.83**
Total equities		**5,021 30**	**5,067,256.32**	**5,579,669 15**	**-512,412.83**	**0.00**	**-512,412.83**
Cash and Cash Equivalents							
Short term investment funds							
COM SHORT TERM INVT FD CUSIP 000996AA6							
	1 00	28 19	57,632 74	57,632 74	0 00	0 00	0 00
Total short term investment funds - all currencies		28 19	57,632 74	57,632 74	0 00	0 00	0 00
Total short term investment funds - all countries		28 19	57,632 74	57,632 74	0 00	0 00	0 00
Total short term investment funds		**28.19**	**57,632.74**	**57,632 74**	**0.00**	**0.00**	**0.00**

◆ Asset Detail by Account

2266861 - ALSAM FOUNDATION-KEELEY

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Total cash and cash equivalents		**28.19**	**57,632 74**	**57,632.74**	**0.00**	**0.00**	**0.00**
Adjustments To Cash							
Pending trade purchases							
USD - United States dollar							
	1 00	0 00	-58,086 44	-58,086 44	0 00	0 00	0 00
Total pending trade purchases - all currencies		0 00	-58,086 44	-58,086 44	0 00	0 00	0 00
Total pending trade purchases - all countries		0 00	-58,086 44	-58,086 44	0 00	0 00	0 00
Total pending trade purchases		**0.00**	**-58,086.44**	**-58,086.44**	**0 00**	**0.00**	**0.00**
Pending trade sales							
USD - United States dollar							
	1 00	0 00	48,741 74	48,741 74	0 00	0 00	0 00
Total pending trade sales - all currencies		0 00	48,741 74	48,741 74	0 00	0 00	0 00
Total pending trade sales - all countries		0 00	48,741 74	48,741 74	0 00	0 00	0 00
Total pending trade sales		**0.00**	**48,741.74**	**48,741.74**	**0 00**	**0.00**	**0.00**
Total adjustments to cash		**0.00**	**-9,344.70**	**-9,344.70**	**0.00**	**0.00**	[illegible]
Total 2266861		**5,049.49**	**5,115,544.36**	**5,627,957.19**	**-512,412.83**	**0.00**	**-512,412.[illegible]**
Total ALSMFD							
75,821,209.500		**209,194.50**	**176,850,056.92**	**171,062,934.39**	**5,787,122.53**	**0.00**	**5,787,122.53**