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990-PF

Form
Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning

07/01, 2009, and ending

06/30, 2010

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

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

Name of foundation

THE OFFIELD FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

400 NORTH MICHIGAN AVENUE

Room/suite

407

City or town, state, and ZIP code

CHICAGO, IL 60611

A Employer identification number

36-6066240

B Telephone number (see page 10 of the instructions)

(312) 444-3854

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) \$ 76,965,504.

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)	1,447,275.			
	2	Check ☐ if the foundation is not required to attach Sch B.				
	3	Interest on savings and temporary cash investments	1,217.	1,217.		
	4	Dividends and interest from securities	1,895,635.	1,895,635.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,245,642.			
	b	Gross sales price for all assets on line 6a	95,819,635.			
	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				
Operating and Administrative Expenses	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	49,524.	49,524.		ATCH 1
	12	Total. Add lines 1 through 11	6,639,293.	5,192,018.		
	13	Compensation of officers, directors, trustees, etc	18,000.			18,000.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) ATCH 2	40,091.	0.	0.	40,091.
	b	Accounting fees (attach schedule) ATCH 3	55,130.	0.	0.	55,130.
	c	Other professional fees (attach schedule)	287,509.	287,509.		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	79,998.	27,998.		
	19	Depreciation (attach schedule) and depletion	6,726.			
	20	Occupancy	27,333.			27,333.
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 6	82,446.			82,446.
	24	Total operating and administrative expenses. Add lines 13 through 23	597,233.	315,507.	0.	223,000.
	25	Contributions, gifts, grants paid	6,985,000.			6,860,000.
	26	Total expenses and disbursements. Add lines 24 and 25	7,582,233.	315,507.	0.	7,083,000.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-942,940.			
	b	Net investment income (if negative, enter -0-)		4,876,511.		
	c	Adjusted net income (if negative, enter -0-)			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 4 JSA ** ATCH 5

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	4,940,322.	3,680,117.	3,680,117.
	3 Accounts receivable ▶ 159.			
	Less allowance for doubtful accounts ▶	53.	159.	159.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)	10,610,753.	8,829,297.	9,045,733.
	b Investments - corporate stock (attach schedule)	37,056,379.	35,863,541.	38,634,532.
	c Investments - corporate bonds (attach schedule)	5,407,476.	6,276,664.	6,392,172.
	Liabilities	11 Investments - land, buildings, and equipment basis		
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)		14,940,385.	17,762,984.	18,951,053.
14 Land, buildings, and equipment basis		262,310.		ATCH 7
Less accumulated depreciation (attach schedule) ▶		13,452.	248,858.	248,858.
15 Other assets (describe ▶ ATCH 8)		53,766.	12,880.	12,880.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		73,264,718.	72,674,500.	76,965,504.
17 Accounts payable and accrued expenses		63,187.	413,931.	
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	63,187.	413,931.		
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	73,201,531.	72,260,569.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27 Capital stock, trust principal, or current funds			
	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)	73,201,531.	72,260,569.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	73,264,718.	72,674,500.	

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	73,201,531.
2 Enter amount from Part I, line 27a	2	-942,940.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 9	3	1,978.
4 Add lines 1, 2, and 3	4	72,260,569.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	72,260,569.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	3,245,642.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3		
{ 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. }				4,560,464.	

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	5,916,503.	78,002,982.	0.075850
2007	7,033,406.	110,178,797.	0.063836
2006	6,920,309.	108,223,611.	0.063945
2005	7,578,887.	102,455,432.	0.073973
2004	4,358,761.	103,966,502.	0.041925
2 Total of line 1, column (d)			2 0.319529
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 0.063906
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 78,180,453.
5 Multiply line 4 by line 3			5 4,996,200.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 48,765.
7 Add lines 5 and 6			7 5,044,965.
8 Enter qualifying distributions from Part XII, line 4			8 7,083,000.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	48,765.
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			
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	48,765.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	48,765.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 131,300.		
b Exempt foreign organizations-tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 5,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	136,300.
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	87,535.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☒ 87,535. Refunded ☐		11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		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?		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?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☒ IL,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ BRUCE E. HUEY Telephone no ▶ (708) 799-6800			
	Located at ▶ 1313 W. 175TH STREET, HOMEWOOD, IL ZIP + 4 ▶ 60430			
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)? ☐ Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
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	
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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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** ☒ X
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
ATTACHMENT 10		18,000.	0.	0.

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 11		268,987.
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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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	72,943,424.
b	Average of monthly cash balances	1b	6,427,594.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	79,371,018.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	79,371,018.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	1,190,565.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	78,180,453.
6	Minimum investment return. Enter 5% of line 5	6	3,909,023.

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	3,909,023.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	48,765.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	48,765.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,860,258.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,860,258.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,860,258.

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	7,083,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	7,083,000.
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	48,765.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,034,235.

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				3,860,258.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 <u>07</u> , 20 <u>06</u> , 20 <u>05</u>				
3 Excess distributions carryover, if any, to 2009				
a From 2004 2,335,647.				
b From 2005 2,594,305.				
c From 2006 1,638,304.				
d From 2007 1,652,814.				
e From 2008 2,037,814.				
f Total of lines 3a through e	10,258,884.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ <u>7,083,000.</u>				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				3,860,258.
e Remaining amount distributed out of corpus	3,222,742.			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	13,481,626.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	2,335,647.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	11,145,979.			
10 Analysis of line 9				
a Excess from 2005 2,594,305.				
b Excess from 2006 1,638,304.				
c Excess from 2007 1,652,814.				
d Excess from 2008 2,037,814.				
e Excess from 2009 3,222,742.				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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))

SEE SCHEDULE B INFORMATION

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

NONE

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

Check here ☒ 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 <i>Paid during the year</i> SEE ATTACHED SCHEDULE				6,985,000.
Total.			3a	6,985,000.
b <i>Approved for future payment</i>				
Total.			3b	

Form **990-PF** (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	1,217.	
4 Dividends and interest from securities				14	1,895,635.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	3,245,642.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a _____						
b ATTACHMENT 12					49,524.	
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)					5,192,018.	
13 Total. Add line 12, columns (b), (d), and (e)					13	5,192,018.

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

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

[illegible]

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

1		Yes	No
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.			

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Sign Here Paid Preparer's Use Only	Signature of officer or trustee <u>Bruce E. Huey</u>		Date <u>5/13/11</u>	Title <u>asst. Secretary</u>
	Preparer's signature <u>Mary V. Gane</u>		Date <u>5/12/11</u>	Check if self-employed ☐
Preparer's identifying number (See Signature on page 30 of the instructions) P00047157		Firm's name (or yours if self-employed), address, and ZIP code <u>FRIEDMAN & HUEY ASSOC. LLP</u> <u>1313 WEST 175TH STREET</u> <u>HOMEWOOD, IL 60430</u>		
EIN <u>36-3382360</u>		Phone no <u>708-799-6800</u>		

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization

THE OFFIELD FAMILY FOUNDATION

Employer identification number

36-6066240

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

Name of organization THE OFFIELD FAMILY FOUNDATION

Employer identification number
36-6066240**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CHARITABLE LEAD UNITR FBO JAMES OFFIELD NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	\$ 313,457.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	CHARITABLE LEAD UNITR FBO PAXSON OFFIELD NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	\$ 313,790.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	OFFIELD CHARITABLE LEAD UNITRUST NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	\$ 820,028.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

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

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

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization THE OFFIELD FAMILY FOUNDATION	Employer identification number 36-6066240
	Number, street, and room or suite no. If a P.O. box, see instructions. 400 NORTH MICHIGAN AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60611	

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

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

- The books are in the care of ► **BRUCE E. HUEY**

Telephone No ► **708 799-6800**

FAX No ► _____

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☐ calendar year _____ or
 ► ☒ tax year beginning 07/01, 2009, and ending 06/30, 2010.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 136,300.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$ 131,300.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 5,000.

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME	36,978.	36,978.
SECURITIES LITIGATION SETTLEMENT	12,544.	12,544.
CASH-IN LIEU	2.	2.
TOTALS	49,524.	49,524.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
K&L GATES LLP	40,091.			40,091.
TOTALS	40,091.	0.	0.	40,091.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FRIEDMAN & HUEY ASSOCIATES LLP	55,130.			55,130.
TOTALS	55,130.	0.	0.	55,130.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH	24,725.	24,725.
NORTHERN TRUST COMPANY	213,857.	213,857.
THORNBURG INVESTMENT FEES	48,927.	48,927.
TOTALS	287,509.	287,509.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAXES	52,000.	
FOREIGN TAXES WITHHELD	27,998.	27,998.
TOTALS	79,998.	27,998.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
RETIREMENT BENEFITS-FORMER EMP	18,000.
LIFE INSURANCE	21,611.
LIABILITY INSURANCE	545.
ANNUAL REPORT	15.
TELEPHONE	1,472.
HEALTH INSURANCE	4,284.
MISCELLANEOUS EXPENSE	34,217.
UTILITIES	1,162.
CERTIFICATION FEES	1,140.
TOTALS	82,446.

CHARITABLE PURPOSES
18,000.
21,611.
545.
15.
1,472.
4,284.
34,217.
1,162.
1,140.
82,446.

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED JUNE 30, 2010

PART II, LINE 10A - INVESTMENTS, U.S. GOVERNMENT OBLIGATIONS

<u>BEGINNING</u> <u>SHARES</u>	<u>ENDING</u> <u>SHARES</u>	<u>DESCRIPTION</u>		<u>BEGINNING</u> <u>BOOK VALUE</u>	<u>ENDING</u> <u>BOOK VALUE</u>	<u>ENDING</u> <u>FMV</u>
-	1,400,000	FANNIE MAE	1 500%	-	1,409,996	1,415,320
-	560,000	FEDERAL HOME LOAN BANK	5 000%	-	594,844	639,037
190,000		FEDERAL HOME LOAN MORTGAGE	5 125%	208,561	-	-
390,000		FNMA PREASSIGN	4 750%	410,541	-	-
-	605,000	FNMA	2 625%	-	609,843	625,275
-	94,428	FNMA POOL	AJUSTABLE	-	98,706	98,426
-	364,786	FNMA POOL	6 000%	-	383,880	396,329
1,064,152		FNMA POOL		1,099,410	-	-
2,217,635		FNMA POOL	5 000%	2,257,633	-	-
4,555,330		FNMA POOL	5 500%	4,667,954	-	-
-	302,000	FNMA SINGLE FAMILY MORTGAGES	5 000%	-	317,194	319,507
-	55,000	U S TREASURY NOTES	1 500%	-	55,374	55,236
-	935,000	U S TREASURY NOTES	1 000%	-	936,786	941,538
400,000		U S TREASURY NOTES	3 875%	434,227	-	-
-	1,740,000	U S TREASURY NOTES	1 375%	-	1,732,325	1,762,838
-	380,000	U S TREASURY NOTES	2 250%	-	378,397	389,470
-	615,000	U S TREASURY NOTES	3 000%	-	633,412	641,810
438,000		U S TREASURY NOTES	4 500%	489,917	-	-
1,000,000		U S TREASURY NOTES	2 375%	1,042,510	-	-
-	1,610,000	U S TREASURY NOTES	2 750%	-	1,524,801	1,603,963
-	150,000	U S TREASURY NOTES	3 500%	-	153,739	156,984
TOTAL				10,610,753	8,829,297	9,045,733

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED JUNE 30, 2010

PART II, LINE 10B - INVESTMENTS, CORPORATE STOCK

<u>BEGINNING SHARES</u>	<u>ENDING SHARES</u>	<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
1,901	-	3M COMPANY	103,123	-	-
-	18,705	5TH 3RD BANCORP COM	-	235,506	229,884
-	890	AAON INC	-	21,387	20,746
3,185	5,302	AARONS INC	83,668	92,564	90,505
5,208	-	ABB LTD	91,420	-	-
9,107	-	ABBOTT LAB COM	391,794	-	-
476	-	ABERCROMBIE & FITCH CO CL A	12,419	-	-
11,393	-	ACCENTURE LTD BERMUDA	364,374	-	-
-	975	ACUITY BRANDS INC	-	40,377	35,471
-	4,754	ADR ADR	-	169,077	173,473
2,490	1,875	ADVISORY BRD CO	40,043	30,153	80,550
2,940	2,095	AFFILIATED MANAGERS GROUP INC	110,067	89,871	127,313
641	-	AFLAC INC COM	10,184	-	-
1,216	-	AGILENT TECHNOLOGIES INC	17,474	-	-
487	-	AIR PROD & CHEM INC COM	23,478	-	-
3,170	3,335	ALBERTO-CULVER CO	71,000	76,448	90,345
-	3,985	ALLEGHENY TECHNOLOGIES INC COM	-	179,039	176,097
10,576	6,520	ALLSTATE CORP COM	458,832	239,423	187,320
24,550	15,800	ALTRIA GROUP INC	361,524	250,054	316,632
-	2,930	AMAZON COM INC	-	252,748	320,132
1,077	-	AMB PROPERTIES CORP	15,668	-	-
4,360	-	AMBASSADORS GROUP INC	32,043	-	-
3,220	-	AMDOCS LIMITED	54,986	-	-
-	830	AMERCO COM	-	34,663	45,692
1,772	-	AMERICAN EAGLE OUTFITTERS INC	16,497	-	-
3,366	6,070	AMERICAN EXPRESS CO	116,560	238,638	240,979
-	4,790	AMERICREDIT CORP COM	-	72,018	87,274
-	9,950	AMERISOURCEBERGEN CORP COM	-	187,200	315,913
-	1,205	AMERON INTL CORP DEL COM	-	83,970	72,698
659	-	ANADARKO PETE CORP	22,130	-	-
819	-	ANALOG DEVICES INC	15,068	-	-
-	3,545	AMGEN INC COM	-	207,451	186,467
3,375	1,600	ANYSYS INC	79,413	39,560	64,912
956	-	AON CORP	35,163	-	-
2,731	5,415	APACHE CORP	282,496	443,421	455,889
305	-	APOLLO GROUP INC CL A	20,264	-	-
3,100	2,180	APPLE INC	421,291	266,321	548,335
2,352	-	APPLIED MATERIALS INC COM	19,826	-	-
3,040	2,830	APTARGROUP INC	80,299	78,601	107,031
1,775	-	ARCELORMITTAL SA LUXEMOURG NY ADR	42,432	-	-
1,570	-	ARCH COAL INC	19,562	-	-
7,988	12,561	ARM HLDG PLC SPONS ADR	40,338	79,261	155,756
-	1,885	ASSISTED LIVING CONCEPTS INC NEV NEW CL	-	26,506	55,777
14,582	8,330	AT&T INC	467,986	296,436	201,503
1,246	-	AUTODESK INC	16,441	-	-
3,391	-	AUTOMATIC DATA PROCESSING	133,507	-	-
-	1,925	AUTOZONE INC COM	-	280,224	371,949
345	-	AVALONBAY COMMUNICATIONS INC	14,403	-	-
-	4,395	AVNET INC COM	-	104,536	105,963

-	850	AXA SA ADR	-	19,595	12,963
4,272	1,350	BAE SYS PLC SPONS ADR	93,545	29,754	25,191
1,560	1,680	BALCHEM CORP	31,636	22,713	42,000
684	-	BALL CORP	26,211	-	-
5,850	-	BANCO SANT CTD HISP ADR	61,020	-	-
-	43,800	BANK OF AMERICA CORP	-	666,409	629,406
11,187	10,665	BANK OF NEW YORK MELLON	336,041	308,397	263,319
6,038	-	BARCLAYS PLC ADR	112,282	-	-
309	-	BARRETT BILL CORP	8,178	-	-
1,815	-	BARRICK GOLD CORP ADR	58,793	-	-
2,000	775	BASF AKTIENGESSELLSCHAFT ADR	69,858	40,261	42,509
-	3,410	BAXTER INTL INC COM	-	185,210	138,582
1,530	-	BB&T CORP	23,001	-	-
1,047	-	BECTON DICKINSON & CO	72,006	-	-
-	5,875	BED BATH BEYOND INC COM	-	208,948	217,845
-	2,800	BERKLEY W R CORP COM	-	70,475	74,088
19	-	BERKSHIRE HATHAWAY INC CL B	45,106	-	-
-	9,500	BEST BUY INC COM STK	-	340,294	321,670
-	2,363	BG PLC ADR FINAL INSTMT	-	203,510	176,516
1,593	1,525	BHP BILLITON LTD	61,044	96,434	94,535
1,500	1,230	BIO RAD LABS CL A	87,706	73,836	106,383
-	5,705	BLACKBAUD INC	-	62,709	124,198
7,415	-	BLACKBOARD INC	80,338	-	-
1,090	-	BLUE NILE INC	24,468	-	-
-	5,940	BNP PARIBAS SPONS ADR	-	201,970	163,291
-	2,550	BOEING CO COM	-	187,610	160,013
768	-	BORG WARNER INC	13,071	-	-
2,675	2,030	BRADY CORP CL A	47,434	35,997	50,588
702	-	BRE PPTYS INC	16,773	-	-
-	4,152	BRIT SKY BROADCASTING GROUP PLC	-	139,314	172,308
-	725	BRITISH AMN TOBACO SPADR	-	45,481	45,893
-	11,200	BROADCOM CORP CL A	-	302,788	369,264
-	925	BROOKFIELD ASSET MGMT INC	-	19,416	20,924
1,773	-	BROWN & BROWN INC	29,494	-	-
354	-	BROWN-FORMAN INC CL B	14,053	-	-
1,185	-	BUNZL PLC SPONS ADR	48,524	-	-
-	3,255	CABOT OIL & GAS CORP COM	-	121,245	101,947
3,862	-	CAMECO CORP ADR	52,254	-	-
-	4,967	CANADIAN NATL RY CO COM	-	222,704	285,006
-	4,770	CANADIAN RES LTD COM	-	138,762	158,507
-	1,500	CANADIAN PACIFIC RAILWAY	-	76,845	80,430
-	2,766	CANON INC	-	103,375	103,199
-	6,100	CAP 1 FNCL COM	-	175,459	245,830
2,925	-	CAP CY BK GROUP INC	31,090	-	-
-	3,600	CAPITOL FED FINL COM ISIN	-	134,254	119,376
945	-	CARDINAL HEALTH INC	33,669	-	-
-	1,295	CARLISLE COMPANIES INC	-	44,072	46,788
-	8,652	CARNIVAL CORP COM PAIRED	-	239,148	261,636
1,360	2,660	CASEYS GEN STORE INC	26,804	68,644	92,834
4,738	3,500	CATERPILLAR INC COM	205,743	221,248	210,245
-	3,400	CELGENE CORP COM	-	212,290	172,788
1,482	-	CENTEX CORP	9,751	-	-
840	-	CENTURYTEL INC	21,660	-	-
900	-	CHARLES RIV LABORATORIES INTL INC	24,036	-	-
515	-	CHATTEM INC	31,867	-	-
2,169	-	CHECK PT SOFTWARE TECHNOLOGIES	48,223	-	-
9,002	6,855	CHEVRON CORP	550,560	461,408	465,180
-	3,760	CHINA LIFE INS CO LTD SPONS ADR	-	228,037	245,152
-	4,818	CHINA MERCHANTS HLDGS INTL CO LTD ADR	-	162,001	161,355
2,277	-	CHINA MOBILE LTD SPN ADR	103,104	-	-
1,965	1,750	CHOICE HOTELS INTL INC	47,955	42,748	52,868

3,849	-	CHUBB CORP	164,802	-	-
2,360	-	CHUNGHWA TELECOM CO LTD SPONS ADR	45,659	-	-
8,463	13,495	CISCO SYS INC COM	184,985	276,265	287,578
-	2,125	CIT GROUP INC NEW COM	-	82,634	71,953
2,448	1,335	CITY NATL CORP	74,898	42,939	68,392
-	1,390	CLARCOR INC	-	47,922	49,373
549	1,187	CNOOC LTD SPONS ADR	48,319	169,520	201,992
11,610	-	COCA COLA CO COM	475,453	-	-
-	4,080	COCA-COLA HELLENIC BOTTLING CO S A	-	77,554	86,292
-	3,375	COGNIZANT TECHNOLOGY SOLUTIONS CORP	-	154,856	168,953
-	925	COLUMBIA SPORTSWEAR CO	-	37,095	43,170
1,046	-	COMCAST CRP NEW CL A	14,056	-	-
-	5,345	COML METALS CO COM	-	91,691	70,661
9,254	6,995	CONOCOPHILLIPS COM	355,298	283,083	343,385
-	1,525	COOPER INDUSTRIES PLC NEW	-	49,492	67,100
246	-	COPART INC	6,555	-	-
-	250	CORE LABORATORIES NV	-	23,910	36,903
625	-	COSTAR GROUP INC	16,122	-	-
421	3,225	COVANCE INC	16,463	158,407	165,507
915	2,275	COVIDIEN PLC	31,592	114,822	91,410
-	6,817	CSL LTD ADR	-	82,554	93,120
5,856	-	CVS CAREMARK CORP	192,798	-	-
4,265	5,160	DAKTRONICS INC	32,665	40,625	38,700
-	2,099	DASSAULT SYS S A SPONS ADR	-	90,761	126,675
758	3,075	DEERE & CO COM	20,700	180,935	171,216
-	11,940	DELL INC COM STK	-	151,519	143,996
-	7,314	DENBURY RES INC HLDG CO COM NEW	-	85,370	107,077
18,884	-	DEUTSCHE BOERSE ADR	87,941	-	-
3,352	-	DEVON ENERGY CORP NEW	197,234	-	-
5,795	775	DIAGEO PLC SPSP ADR NEW	403,638	49,393	48,624
1,181	-	DIEBOLD INC	26,620	-	-
-	990	DIAMOND FOODS INC	-	36,959	40,689
-	5,950	DISCOVER FINL SVCS COM STK	-	80,541	83,181
5,531	-	DOMINION RES INC	218,658	-	-
-	6,225	DOVER CORP	-	209,218	260,143
-	4,925	DOW CHEMICAL CO COM	-	140,034	116,821
822	-	DPL CO	15,898	-	-
2,292	-	DR REDDYS LABS LTD ADR	19,481	-	-
2,285	1,985	DRIL-QUIP INC	46,626	53,865	87,380
7,616	-	EAST JAPAN RY CO ADR	72,599	-	-
2,989	-	EATON CORP	202,532	-	-
-	7,090	EBAY INC COM	-	165,394	139,035
1,296	-	ELECTR ARTS COM	22,851	-	-
-	6,729	EMBRAER-EMPRESA BRASILEIRA DE AERONAU	-	114,902	140,973
3,061	-	EMC CORP	38,039	-	-
645	5,020	EMERSON ELECTRIC CO	18,246	169,992	219,324
538	-	ENCANA CORP ADR	26,424	-	-
-	3,985	ENCORE WIRE CORP COM	-	86,279	72,487
631	-	ENDO PHARMACEUTICALS HOLDGS INC	13,180	-	-
2,201	-	ENTERGY CORP	203,218	-	-
1,061	-	EQT CORP COM	32,433	-	-
1,037	-	EQTY LIFESTYLES PPTYS INC	19,381	-	-
-	1,145	EQUINIX INC	-	112,674	92,997
2,231	-	ESSILOR INTL ADR	40,220	-	-
658	-	EVEREST RE GROUP COM	44,925	-	-
2,499	-	EXELON CORPORATION	175,149	-	-
16,382	-	EXPERIAN PLC	106,099	-	-
2,450	2,155	EXPONENT INC	47,823	43,073	70,512
16,377	-	EXXON MOBIL CORP COM	971,885	-	-
-	2,075	F5 NETWORKS INC COM STK	-	131,839	142,283
1,760	1,030	FACTSET RESH SYS INC	66,190	38,736	69,000

4,900	3,230	FAIR ISAAC CORPORATION	57,021	39,725	70,382
-	3,161	FANUC LTD	-	127,454	180,335
-	2,250	FEDEX CORP COM	-	197,656	157,748
3,240	-	FINANCIAL FEDERAL CORP	63,203	-	-
672	-	FIRSTENERGY CORP	27,390	-	-
300	-	FISERV INC	9,890	-	-
-	19,855	FLSMIDTH & CO A/S ADR	-	107,820	127,072
2,595	-	FLUOR CORP NEW DEL COM	108,072	-	-
6,562	-	FOMENTO ECNMCO MEX SPADR	218,539	-	-
-	8,445	FOOT LOCKER INC COM	-	92,316	106,576
-	29,435	FORD MR CO DEL COM	-	239,017	296,705
12,340	9,010	FOREST CY ENTERPRISES INC CL A	65,305	52,678	101,993
917	-	FOREST LABORATORIES INC	22,421	-	-
2,018	-	FOREST OIL CORP	29,390	-	-
-	3,830	FORTUNE BRANDS INC COM	-	136,509	150,059
2,780	2,975	FORWARD AIR CORP	46,952	57,949	81,069
2,310	-	FPL GROUP INC	138,241	-	-
1,598	-	FRANKLIN RES INC	131,014	-	-
429	3,910	FREEPORT-MCMRAN CPR & GLD	12,125	218,201	231,198
2,512	4,737	FRESENIUS MED CARE AG	109,835	210,367	254,330
827	-	GALLAGHER ARTHUR J & CO	13,342	-	-
2,515	-	GENERAL DYNAMIC CORP	185,459	-	-
15,788	30,405	GENERAL ELECTRIC CO	510,228	697,391	438,440
539	-	GENERAL MILLS INC	27,247	-	-
4,413	-	GIVAUDAN SA ADR	59,028	-	-
426	-	GLOBAL PMTS INC	13,499	-	-
4,107	-	GOLD FIELDS LTD NEW SPONS ADR	45,880	-	-
1,372	-	GOLDCORP INC NEW ADR	42,407	-	-
2,899	810	GOLDMAN SACHS GROUP INC	324,409	83,111	106,329
-	520	GOOGLE INC CL A	-	234,042	231,374
-	1,915	GRACO INC	-	56,207	53,984
8,951	-	HALLIBURTON CO	220,092	-	-
-	9,375	HANG LUNG PPTYS LTD SPONS ADR	-	155,719	178,406
6,408	-	HASBRO INC	167,615	-	-
2,150	1,790	HCC INS HOLDINGS INC	47,569	39,916	44,320
1,171	-	HEALTH NET INC	17,385	-	-
3,323	-	HEINEKEN ADR	45,515	-	-
-	43,900	HENNES & MAURITZ AB ADR	-	226,667	241,889
5,015	4,320	HENRY JACK & ASSOC INC	79,945	68,866	103,162
4,777	-	HESS CORP	231,943	-	-
3,251	5,085	HEWLETT PACKARD CO	106,458	193,566	220,079
1,920	1,235	HIBBETT SPORTS INC	26,516	17,731	29,591
2,266	-	HOLOGIC INC	28,219	-	-
-	7,975	HOME DEPOT INC	-	203,070	223,858
-	5,185	HONEYWELL INTL INC COM STK	-	168,032	202,371
-	9,108	HONG KONG EXCHANGES & CLEARING LTD	-	147,823	142,905
687	-	HOSPIRA INC	22,642	-	-
1,518	-	HOST HOTELS & RESORTS REIT	6,228	-	-
10,659	-	HSBC HLDG PLC	454,822	-	-
-	8,910	HUDSON CITY BANCORP INC COM STK	-	127,842	109,058
-	5,575	HUMANA INC COM	-	162,317	254,610
-	2,070	HYATT HOTELS CORP COM CL A	-	85,054	76,776
1,910	-	HURON CONSULTING GROUP INC	86,355	-	-
525	-	ICU MED INC	17,802	-	-
667	-	IDEX CORP	16,531	-	-
1,030	-	IDEXX LABS INC	31,497	-	-
-	2,254	INFOSYS TECHNOLOGIES LTD SPONS	-	86,283	135,037
-	5,265	INGERSOLL RAND CO LTD A	-	128,610	181,590
31,595	17,260	INTEL CORP CAP	566,194	304,211	335,707
2,105	-	INTERNATIONAL BUSINESS MACHINE	207,377	-	-
2,360	2,360	INTERNATIONAL SPEEDWAY CORP CL A	47,617	47,617	60,794

1,767	-	INTERSIL CORP	21,212	-	-
-	5,324	INTESA SANPAOLO S P A SPONS ADR	-	136,947	85,716
630	970	INTUITIVE SURGICAL INC	146,422	201,594	306,151
4,679	-	INVESCO LTD COM STK	52,546	-	-
-	6,020	INVESTORS BANCORP INC COM STK	-	59,053	78,982
-	6,941	ITAU UNIBANCO HOLDINGS S A	-	122,335	125,007
18,516	9,950	J P MORGAN CHASE & CO	635,205	365,622	364,270
483	-	JACOBS ENERGY GROUP INC	16,291	-	-
-	4,350	JEFFERIES GROUP INC NEW COM	-	89,737	91,698
13,816	-	JOHNSON & JOHNSON COM	765,370	-	-
1,403	-	JOHNSON CTL INC	15,262	-	-
2,135	1,505	JONES LANG LASALLE INC	41,994	31,244	98,788
-	9,950	JPMORGAN CHASE & CO COM	-	-	-
1,122	-	JUPITER TELECOMMUNICATION CO LTD ADR	62,184	-	-
-	2,065	KAISER ALUM CORP COM	-	74,249	71,594
225	-	KAO CORP ADR	48,621	-	-
649	-	KAYDON CORP	17,227	-	-
1,093	-	KB HOME	10,873	-	-
1,174	-	KDDI CORP ADR	61,558	-	-
909	-	KELLOGG CO	35,606	-	-
625	-	KIMBERLY-CLARK CORP	29,474	-	-
-	28,609	KINGFISHER PLC SPONSORED ADR	-	191,108	178,520
3,955	3,420	KIRBY CORP	87,765	77,301	130,815
-	3,050	KNIGHT TRANSN INC	-	61,260	61,732
-	4,250	KOHL'S CORP COM	-	200,773	201,875
-	11,456	KOMATSU LTD SPONS ISIN	-	172,928	207,468
8,875	-	KONINKLIJKE AHOLD NV SPONS ADR	98,070	-	-
711	-	KRAFT FOODS INC	16,337	-	-
8,767	-	KROGER CO	201,923	-	-
1,477	-	KS CY SOUTHN	25,876	-	-
747	2,560	LABORATORY CORP AMERICAN HLDGS COM	44,693	169,435	192,896
11,718	-	LADBROKES PLC SPONS ADR	30,669	-	-
-	8,670	LAFARGE S A SPONS ADR	-	162,181	113,230
670	640	LANDAUER INC	34,565	33,018	38,963
-	8,895	LAS VEGAS SANDS CORP	-	158,765	196,935
5,025	3,880	LAUDER ESTEE	167,901	114,521	216,232
-	6,585	LEUCADIA NATL CORP COM	-	134,499	128,473
565	-	LIFE TECHNOLOGIES CORP	16,147	-	-
949	-	LINCOLN NATIONAL CORP	9,951	-	-
7,370	5,175	LKQ CROP	90,914	65,870	99,774
6,849	-	LOCKHEED MARTIN CORP	498,607	-	-
-	15,434	LOGITECH INTERNATIONAL SA	-	236,540	206,970
4,050	-	LOTTOMATICA SPA SPONS ADR	66,541	-	-
1,756	-	LUBRIZOL CORP	49,162	-	-
-	12,561	LVMH MOET HENNESSY LOUIS VUITTON ADR	-	206,252	271,318
751	-	MACK CALI REALTY CORP	14,021	-	-
-	38,552	MAN GROUP PLC	-	140,122	129,920
3,795	2,615	MANHATTAN ASSOCS INC	55,749	38,801	72,043
300	-	MANPOWER INC WIS	8,768	-	-
-	950	MANULIFE FINL CORP COM	-	19,324	13,851
-	11,635	MARATHON OIL CORP	-	352,260	361,732
-	10,335	MARVELL TECH GROUP COM	-	146,509	162,880
-	2,870	MASTERCARD INC CL A	-	534,644	572,651
1,337	-	MATTEL INC	15,783	-	-
2,405	1,260	MATTHEWS INTL CORP CL A	80,680	38,725	36,893
5,968	-	MCDONALDS CORP	286,044	-	-
1,178	-	MCDERMOTT INTL INC	13,241	-	-
2,040	2,090	MCGRATH RENTCORP	40,549	40,811	47,610
6,499	-	MCGRAW HILL COMPANIES	186,120	-	-
325	-	MCKESSON CORP	13,284	-	-
6,190	2,575	MEDTRONIC INC	230,873	111,693	93,395

441	4,075	MENS WEARHOUSE INC	4,453	82,442	74,817
16,257	3,290	MERCK & CO INC	488,152	129,420	115,051
942	-	MERCURY GEN CORP	26,111	-	-
-	1,500	MERIDIAN BIOSCIENCE INC	-	30,854	25,500
11,366	-	METLIFE INC	433,705	-	-
-	4,830	MFC HANCOCK JOHN BK & THRIFT OPPORTUNI	-	59,240	69,262
3,152	-	MICROCHIP TECHNOLOGY INC	94,093	-	-
17,600	12,725	MICROSOFT CORP	416,848	280,688	292,802
-	34,419	MITSUBISHI UFJ FINL GROUP INC	-	194,281	156,951
660	-	MOBILE TELESYSTEMS OJSC SPONS ADR	15,118	-	-
-	3,350	MOLEX INC	-	53,598	51,758
746	-	MOLSON COORS BREWING CO CL B	26,540	-	-
3,615	2,910	MORNINGSTAR INC	104,526	84,641	123,733
-	3,698	MOVIL SAV DE C V SPONS ADR	-	150,802	175,655
-	5,025	NABORS INDUSTRIES COM	-	94,350	88,541
2,195	1,535	NATL INSTRS CORP	39,136	27,368	48,782
3,605	-	NCR CORP	30,620	-	-
18,767	6,627	NESTLE S A REP	586,275	237,305	319,686
-	5,550	NETAPP INC COM	-	183,302	207,071
-	1,488	NEW ORIENTAL ED & TECHNOLOGY GROUP INC	-	111,494	138,667
1,193	-	NEWALLIANCE BANCSHARES INC	12,585	-	-
-	3,630	NEWMONT MINING CORP	-	148,238	224,116
30,123	-	NEWS CORP	351,927	-	-
-	5,010	NEXTERA ENERGY INC COM	-	266,204	244,288
-	3,155	NIKE INC CL B	-	165,789	213,120
3,341	-	NINTENDO LTD ADR	115,604	-	-
-	3,425	NOBLE CORPORATION (SWITZERLAND) COM	-	124,188	105,867
752	-	NOBLE ENERGY INC	35,589	-	-
6,524	-	NOKIA CORP	130,132	-	-
-	143	NORTEL NETWORKS CORP NEW COM	-	8	4
131	-	NORTHERN TRUST CORP	7,068	-	-
8,925	-	NORTHROP GRUMMAN CORP	518,278	-	-
1,945	5,798	NOVARTIS ADR	74,534	245,638	280,159
5,619	3,129	NOVO NORDISK A S ADR	321,141	154,110	253,512
2,878	-	NTT DOCOMO INC	40,374	-	-
-	6,353	OAO GAZPROM LEVEL 1 ADR	-	122,168	119,500
3,167	-	OCCIDENTALPETE CORP	134,208	-	-
950	-	OCEANEERING INTL INC	30,318	-	-
4,982	-	OLD REP INTL CORP	45,466	-	-
6,442	-	OMNICOM GROUP INC	231,173	-	-
-	2,595	ONEOK INC COM STK	-	79,388	112,234
13,435	-	ORACLE CORP	237,857	-	-
-	1,525	OVERSEAS SHIPHOLDING GROUP INC COM	-	61,540	56,486
895	2,085	OWENS & MINOR INC	28,528	55,176	59,172
-	275	PARTNERRE HLDG LTD COM STK	-	19,878	19,289
3,877	-	PEABODY ENERGY CORP	118,266	-	-
1,410	1,010	PEETS COFFEE & TEA INC	31,960	26,081	39,663
2,693	-	PEOPLES UNITED FNL INC	46,673	-	-
7,900	3,500	PEPSICO INC	407,652	187,365	213,325
1,751	-	PERKINELMER INC	22,990	-	-
1,075	-	PEROT SYSTEMS CP DEL COM	14,916	-	-
3,090	-	PETROLEO BRAS VTG SPD ADR	95,235	-	-
-	3,865	PETROHAWK ENERGY CORP COM	-	98,782	65,589
10,481	-	PFIZER INC DEL PV \$ 05	136,982	-	-
3,246	-	PG& E CORP COM	122,283	-	-
28,639	3,200	PHILIP MORRIS INTL INC	1,057,178	111,873	146,688
1,615	-	PIEDMONT NAT GAS INC	39,460	-	-
-	2,730	PINNACLE FINL PARTNERS INC	-	40,804	35,081
-	3,830	PLUM CREEK TIMBER CO INC COM	-	114,047	132,250
335	-	PNC FINANCIAL SERVICES GROUP	10,311	-	-
910	685	POLARIS INDS INC	16,069	15,857	37,415

1,047	-	POLYCOM INC	17,770	-	-
1,195	1,280	POOL CORP	15,906	21,246	28,058
-	3,640	POTASH CORP SASKATCHEWAN	-	367,833	313,914
854	-	POTLATCH CORP NEW REIT	19,534	-	-
1,685	1,290	POWER INTEGRATIONS INC	31,847	24,381	41,532
6,326	-	PPG IND INC	362,162	-	-
801	-	PPL CORP COM ISIN	22,659	-	-
2,497	-	PRAXAIR INC	135,763	-	-
-	1,210	PRICELINE COM INC	-	140,234	213,613
7,562	10,265	PROCTER & GAMBLE CO	398,484	570,659	615,695
1,714	-	PROTECTIVE LIFE CORP	10,677	-	-
3,026	-	PRUDENTIAL FINANCIAL INC	191,291	-	-
2,115	1,840	PSS WORLD MEDICAL INC	33,745	29,103	38,916
5,825	9,515	PUBLIC SERVICE ENTERPRISE GRP	218,227	319,231	298,105
469	-	PUBLIC STORAGE INC	27,143	-	-
1,440	4,982	PUBLICIS S A NEW SPONS ADR	33,299	102,728	99,391
1,953	-	PULTE HOMES INC	17,220	-	-
621	-	QLOGIC CORP	8,532	-	-
4,361	-	QUALCOMM INC	170,260	-	-
-	2,630	QUEST DIAGNOSTICS INC	-	146,680	130,895
-	1,585	RANGE RES CORP COM	-	80,478	63,638
2,820	2,010	RAVEN INDS INC	56,211	40,065	67,757
1,683	2,940	RAYMOND JAMES FINANCIAL INC	26,036	67,540	72,589
822	-	RAYONIER INC REIT	22,759	-	-
-	27,693	RECKITT BENCKISER GROUP PLC	-	263,384	256,991
1,404	-	REDWOOD TR INC	19,042	-	-
-	5,620	REGIONS FINANCIAL CORP NEW	-	39,633	36,980
1,147	-	REPUBLIC SERVICES INC	23,106	-	-
-	2,400	RIO TINTO PLC SPNSRD ADR	-	95,643	104,640
1,105	925	RLI CORP	55,525	46,480	48,572
3,249	4,535	ROCHE HLDG LTD SPONS ADR	94,668	139,614	155,551
511	-	ROBERT HALF INTL INC	8,217	-	-
840	-	ROCKWELL COLLINS INC	29,112	-	-
-	1,775	ROFIN SINAR TECHNOLOGIES INC	-	42,767	36,956
6,069	-	ROYAL DUTCH SHELL PLC	303,638	-	-
-	200	RWE AKTIENGESELLSCHAF	-	18,382	13,090
1,475	1,340	RUDDICK CORP	31,722	29,592	41,527
-	4,856	SABMILLER PLC SPONS ADR	-	104,161	135,482
5,980	4,200	SALLY BEAUTY HLDGS INC	23,919	20,209	34,440
-	3,025	SANDISK CORP COM	-	143,257	127,262
1,646	-	SANDRIDGE ENERGY INC	9,775	-	-
2,306	6,933	SAP AG SPONS ADR	80,778	287,741	307,132
2,480	1,415	SCANSOURCE INC	40,145	22,905	35,276
3,683	5,586	SCHLUMBERGER LTD	218,514	318,464	309,129
-	2,265	SCHNITZER STEEL INDS A	-	114,744	88,788
718	-	SECOM LTD ADR	54,636	-	-
927	-	SEVEN & I HLDGS CO LTD ADR	41,111	-	-
2,283	-	SHERWIN WILLIAMS CO	114,980	-	-
1,222	-	SIEMENS A G ADR	67,386	-	-
2,055	1,135	SIMPSON MFG INC	38,672	17,680	27,864
-	1,330	SL GREEN REALTY CORP REIT	-	28,666	73,203
2,508	3,275	SMITH & NEWPHEW PLC SPONS ADR	87,304	115,497	153,925
1,103	-	SNAP ON INC	35,614	-	-
3,152	-	SOCIEDAD QUIMICA Y MINERA DE CHILE ADR	92,459	-	-
1,250	-	SODEXO	62,050	-	-
8,740	-	SONIC CORP	78,116	-	-
-	4,135	SOUTHN COPPER CORP DEL COM	-	107,826	109,743
998	-	SRA INTL INC CL A	14,252	-	-
447	-	ST JUDE MED INC	16,382	-	-
1,051	-	ST MARY LAND & EXPL CO	18,152	-	-
355	-	STANLEY WORKS CT	9,815	-	-

-	8,550	STARBUCKS CORP COM	-	140,282	207,765
653	-	STARWOOD HOTELS & RESORTS	7,255	-	-
5,201	-	STATE STREET CORP	276,178	-	-
5,406	-	STERLITE INDS INDIA LTD ADR	25,634	-	-
8,664	-	SUEZ ENVIRONNEMENT CO ADR	64,742	-	-
-	2,975	SUNCOR ENERGY INC NEW COM	-	97,413	87,584
1,208	-	SUN TRUST BKS INC	9,506	-	-
1,437	-	SYMANTEC CORP	20,646	-	-
2,415	-	SYNOVUS FINANCIAL CORP	6,332	-	-
3,968	-	SYSCO CORP	127,692	-	-
3,630	-	TAIWAN SEMICONDUCTOR MFG CO LTD ADR	27,618	-	-
6,065	1,200	TALISMAN ENERGY INC ADR	58,281	19,926	18,216
6,437	-	TARGET CORP	261,243	-	-
907	-	TECH DATA CORP	15,773	-	-
-	470	TECHNE CORP	-	30,055	27,002
-	10,225	TELECOMMUNICATIONS INC COM NEW	-	76,599	75,767
2,367	3,758	TELEFONICA S A SPONS ADR	127,562	219,834	208,682
-	10,530	TELLABS INC COM	-	76,950	67,287
1,126	-	TEMPLE INLAND INC	4,790	-	-
-	2,525	TENARIS S A SPONSORED ADR	-	77,113	87,390
-	6,228	TENCENT HLDGS LTD ADR	-	126,273	103,323
5,313	11,571	TESCO PLC SPONS ADR	76,112	228,444	195,897
2,216	6,892	TEVA PHARMACEUTICALS INDS ADR	94,474	325,919	358,315
586	-	TEXAS INDS INC	9,878	-	-
9,380	-	TEXAS INSTRUMENTS	245,547	-	-
-	5,755	THERMO FISHER CORP	-	237,774	282,283
1,564	-	THERMO FISHER SCIENTIFIC INC	57,997	-	-
1,240	-	THOMAS & BETTS CORP	27,653	-	-
-	3,345	TIME WARNER CABLE INC COM	-	178,797	174,208
287	-	TJX COS INC	8,303	-	-
5,158	-	TNT NV SPONS ADR	78,104	-	-
15,562	-	TOTAL S A ADR	861,627	-	-
1,016	3,065	TOYOTA MOTOR CORP ADR	66,775	232,848	210,167
3,092	-	TRANSOCEAN INC	221,605	-	-
-	6,245	TRANSOCEAN LTD	-	454,319	289,331
2,494	-	TRAVELERS COS INC	105,089	-	-
-	4,840	TRINITY IND INC COM	-	70,729	85,765
2,907	7,365	TURKCELL ILETISIM HIZMETLERI ADR	38,820	102,035	95,598
-	39,120	TURKIYE GARANTI BANKASI A S	-	168,168	167,434
1,920	-	TYCO INTERNATIONAL LTD (SWITZERLAND)	43,153	-	-
6,029	2,225	UBS AG	58,797	38,960	29,415
450	1,520	ULTRA PETE CORP	19,088	80,326	67,260
5,220	-	ULTRAPAR PARTICIPACOES SA ADR	117,612	-	-
-	2,000	UMB FINL CORP COM STK	-	80,453	71,120
-	3,850	UMPQUA HOLDINGS CORP	-	52,281	44,198
6,908	1,575	UNILEVER NV NY ADR	135,119	44,792	43,029
1,184	-	UNILEVER PLC	22,922	-	-
501	-	UNION PACIFIC CORP	18,574	-	-
5,271	-	UNITED OVERSEAS BK LTD SPONS ADR	72,447	-	-
8,209	4,085	UNITED TECHNOLOGIES CORP	477,102	221,807	265,157
1,230	1,130	UNIVERSAL HEALTH REALTY INCOME	39,124	35,244	36,307
739	-	URS CORP	22,908	-	-
-	7,540	US BANCORP	-	136,617	168,519
452	-	V F CORPORATION	24,078	-	-
-	2,960	VAIL RESORTS INC COM	-	87,676	103,334
-	3,400	VALE S A ADR	-	69,490	82,790
592	-	VARIAN INC	14,188	-	-
592	-	VENTAS INC	15,824	-	-
2,277	-	VEOLIA ENVIRONNEMENT SPONS ADR	45,396	-	-
-	6,985	VERBUND AG-SPONS ADR	-	66,078	43,305
-	11,093	VESTAS WIND SYSTEMS	-	258,848	153,194

1,322	-	VIACOM COM CL B	19,751	-	-
2,684	-	VISHAY INTERTECHNOLOGY INC	6,737	-	-
1,817	-	VIVENDI SA SPONS ADR	46,397	-	-
22,713	-	VODAFONE GROUP PLC SPONS ADR	488,534	-	-
12	12	VORNADO REALTY TRUST COM	406	399	875
9,919	-	WALGREEN CO	340,548	-	-
-	8,604	WAL-MART DE MEX SAB DE CV	-	132,578	189,976
5,639	4,255	WAL-MART STORES INC	286,843	211,434	204,538
7,662	-	WALT DISNEY CO	206,814	-	-
1,599	-	WASHINGTON FEDERAL INC	18,694	-	-
-	5,390	WATSON PHARMACEUTICALS INC COM	-	178,868	218,672
-	4,825	WEATHERFORD INTL LTD	-	100,202	63,401
8,258	9,265	WELLS FARGO & CO	194,976	247,886	237,184
1,035	1,080	WESTAMERICA BANCORPORATION	39,788	46,675	56,722
5,613	-	WESTERN UNION CO	98,615	-	-
818	-	WEYERHAEUSER CO	19,746	-	-
-	345	WHITE MOUNTAINS INSURANCE GROUP	-	82,487	111,849
-	5,845	WHOLE FOODS MKT INC COM	-	147,134	210,537
4,244	-	WILLIS GROUP HOLDINGS	94,730	-	-
-	6,995	WINN DIXIE STORES INC COM NEW STK	-	92,147	67,432
1,666	-	WOLTERS KLUWER NV SPONS ADR	26,013	-	-
2,602	1,425	WOLVERINE WORLD WIDE	59,272	29,650	35,939
7,894	-	WYETH	331,688	-	-
-	125	YARA INTL ASA SPONS ADR	-	3,643	3,501
1,595	1,255	YOUNG INNOVATIONS INC	24,522	25,103	35,328
737	-	ZIMMER HOLDINGS INC COM	47,765	-	-
		TOTALS	37,056,379	35,863,541	38,634,532

THE OFFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED JUNE 30, 2010

PART II, LINE 10C - INVESTMENTS, CORPORATE BONDS

<u>BEGINNING SHARES</u>	<u>ENDING SHARES</u>	<u>DESCRIPTION</u>		<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
-	70,000	ALABAMA POWER CO	4 850%	-	75,859	75,828
-	70,000	AMB PPTY LP	7.500%	-	77,618	79,382
250,000	-	ASTRAZENECA PLC	5.700%	266,646	-	-
190,000	-	AT&T WIRELESS SERVICES GROUP	8 750%	210,772	-	-
-	150,000	AT&T INC	5.500%	-	110,314	116,113
-	115,000	BANK AMERICA FDG CORP	7.625%	-	131,121	131,733
-	135,000	BANK AMERICA FDG CORP	7.375%	-	150,894	151,303
-	90,000	BANK AMERICA AUTO TRUST	0.910%	-	89,992	90,048
-	120,000	BARRICK GOLD	6 125%	-	131,267	133,777
-	75,000	BB&T CORP	3 100%	-	75,233	76,260
-	110,000	BB&T CORP	3 950%	-	109,866	112,873
-	65,000	BHP BILLITON FINANCIAL	6.500%	-	73,487	77,951
-	70,000	BOEING CAP CORP	6.500%	-	77,181	76,019
300,000	-	CANADIAN NAT RES LTD NT	5.700%	266,662	-	-
-	92,453.97	CAP AUTO	4 680%	-	96,305	94,611
170,000	-	CATERPILLAR FINANCIAL TRANCHE	7 150%	179,151	-	-
-	185,000	CHASE ISSUANCE TRUST	0 042%	-	183,598	184,224
-	155,000	CHRYSLER FINANCIAL AUTO	2 820%	-	158,621	158,080
214,000	-	CISCO SYSTEMS INC	4.950%	211,689	-	-
460,000	-	CITIGROUP INC	5.000%	322,000	-	-
-	90,000	COCA COLA	5 000%	-	97,603	99,138
-	83,000	COLBS SOUTHERN POWER	5 500%	-	88,698	90,381
200,000	-	COMCAST CORP	6 300%	192,474	-	-
-	95,000	COMCAST CORP	5 700%	-	97,702	104,432
-	70,000	CONAGRA FOODS INC	5 875%	-	75,975	79,146
210,000	-	CONOCOPHILLIPS GTD	5.750%	209,050	-	-
-	115,000	CONOCOPHILLIPS GTD	5.625%	-	123,842	133,583

-	60,000	CSX CORP	5.500%	08/01/2013	-	63,456	65,591
320,000	-	CVS CAREMARK CORP	6.250%	06/01/2027	314,162	-	-
-	80,000	CVS CAREMARK CORP	6.125%	08/15/2016	-	88,034	91,511
-	115,371	DAIMLERCHRYSLER	4.710%	09/08/2012	-	118,462	117,393
390,000	-	DAIMLERCHRYSLER	6.500%	11/15/2013	371,933	-	-
-	70,000	DOMINION RES INC	5.000%	03/15/2013	-	74,397	75,785
-	80,000	DU PONT E I DE	5.875%	01/15/2014	-	88,645	91,134
-	90,000	ELECT DATA SYSTEMS	6.000%	08/01/2013	-	99,463	101,479
-	60,000	ENTERPRISE PRODUCTS	6.500%	01/31/2019	-	66,110	67,272
-	140,000	EUROPEAN INVT BANK	4.250%	07/15/2013	-	149,530	150,964
240,000	-	EXELON CORP	4.900%	06/15/2015	208,802	-	-
-	130,000	GENERAL ELECTRIC CAP CORP	5.450%	01/15/2013	-	135,030	139,703
-	135,000	GENERAL ELECTRIC CAP CORP	5.400%	02/15/2017	-	139,472	143,391
-	90,000	GENERAL MILLS INC	6.000%	02/15/2012	-	97,490	96,971
450,000	-	GOLDMAN SACHS	5.125%	01/15/2015	406,372	-	-
-	70,000	GOLDMAN SACHS	5.750%	10/01/2016	-	74,292	73,871
-	70,000	HEINZ HJ FINANCIAL CO	6.625%	07/15/2011	-	75,834	73,772
-	110,000	HSBC FINANCIAL CORP	5.000%	06/30/2015	-	114,825	114,774
-	80,000	HYUNDAI AUTO	2.029%	08/15/2013	-	79,998	81,079
400,000	145,000	JP MORGAN CHASE	4.750%	03/01/2015	381,718	151,197	154,080
-	120,000	KRAFT FOODS INC	5.625%	11/01/2011	-	127,945	126,274
-	70,000	KROGER CO	7.500%	01/15/2014	-	80,385	81,806
300,000	-	MARATHON OIL CORP	6.000%	10/01/2017	278,503	-	-
-	90,000	MARATHON OIL CORP	6.500%	02/15/2014	-	99,121	101,337
-	80,000	MBNA MASTER CR CARD TRUST II	0.051%	08/15/2014	-	79,672	79,706
-	100,000	METLIFE INC	6.817%	08/15/2018	-	111,853	113,105
350,000	-	MORGAN ST GLOBAL	4.750%	04/01/2014	295,511	-	-
265,000	-	NEWS AMERICA INC	6.200%	12/15/2034	206,608	-	-
-	95,000	NISSAN AUTO LEASE	2.070%	01/15/2015	-	94,984	96,031
-	90,000	NISSAN AUTO LEASE	2.920%	12/15/2011	-	91,543	91,134
-	75,000	NORFOLK SOUTHERN	5.750%	01/15/2016	-	81,542	85,088
-	65,000	OCCIDENTAL PETE	7.000%	11/01/2013	-	74,816	75,962
275,000	-	PFIZER INC	6.200%	03/15/2019	289,957	-	-
-	85,000	PRUDENTIAL FINANCIAL INC	5.150%	01/15/2013	-	89,251	89,958
-	65,000	RIO TINTO FIN USA	8.950%	05/01/2014	-	74,912	78,841
-	65,000	SAFEWAY INC	6.250%	03/15/2014	-	71,293	73,975
-	100,000	SBC COMMUNICATIONS	5.625%	6/15/2016	-	106,558	113,343
-	90,000	SCHWAB CHARLES	4.950%	06/01/2014	-	94,648	97,581
-	70,000	SEMPRA ENERGY	6.500%	06/01/2016	-	75,274	80,325
195,000	-	TIME WARNER CABLE INC	8.750%	02/14/2019	212,862	-	-

200,000	-	UNITED PARCEL SERVICE INC	5.500%	01/15/2018	210,739	-	-
-	85,000	U S BANCORP MEDIUM TERM	3.150%	03/04/2015	-	84,984	87,038
-	100,000	USAA AUTO OWNER TRUST	1.530%	10/15/2012	-	99,998	100,789
-	75,000	VALE OVERSEAS LTD	5.625%	09/15/2019	-	78,522	79,133
-	65,000	VALERO ENERGY CORP	9.375%	03/15/2019	-	77,240	78,734
169,000	145,000	VERIZON COMMUNICATIONS INC	5.500%	02/15/2018	166,440	157,677	159,110
-	140,000	VODAFONE GROUP PLC	5.000%	12/16/2013	-	151,969	151,635
-	140,000	VODAFONE GROUP PLC	5.375%	01/30/2015	-	150,602	152,870
-	75,000	VORNADO REALTY LP	4.250%	04/01/2015	-	73,224	74,558
-	70,000	WACHOVIA CORP	5.750%	06/15/2017	-	72,251	76,454
-	145,000	WELLS FARGO & CO	4.375%	01/31/2013	-	148,799	153,290
-	110,000	WORLD OMNI AUTO	2.210%	05/15/2015	-	109,997	111,809
-	70,000	WYETH	5.500%	02/01/2014	-	76,193	78,634
225,000	-	XTO ENERGY INC	6.750%	08/01/2037	205,425	-	-
TOTALS					5,407,476	6,276,664	6,392,172

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED JUNE 30, 2010

PART II, LINE 13 - INVESTMENTS, OTHER

<u>BEGINNING SHARES</u>	<u>ENDING SHARES</u>	<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
495,259	-	BLACKROCK INTL BOND PORT CL A	5,512,170	-	-
2,715,962	886,878	COAST ACCESS LTD CL I	3,873,505	1,264,865	958,094
-	2,123 52	CF LYSTER WATSON CONSERVATIVE	-	3,300,000	3,302,048
-	23,082 48	CF PINE GROVE OFFSHORE LTD	-	4,900,000	5,127,542
40,171	-	MFO BLACKROCK GLOBAL ALLOCATION I	750,000	-	-
-	145985 4	MFO DFA EMERGING MARKETS VALUE	-	3,600,000	4,275,912
28,089	-	MFO IVY FUNDS INC ASSET STRATEGY	750,000	-	-
17,835	-	MFO 1ST EAGLE SOGEN GLOBAL CL C	750,000	-	-
70,605	-	MFO PIMCO ALL ASSETS	757,948	-	-
255,413	-	MFO PIMCO INVT GRD CORP A	2,546,760	-	-
-	81,617 77	MFO PIMCO FDS PAC INVT MGMT	-	898,119	963,906
-	382,081 69	MFO PIMCO FDS PAC INVT MGMT	-	2,900,000	3,381,423
-	127,659 57	MFO PIMCO FDS PAC INVT MGMT	-	900,000	942,128
		TOTALS	14,940,385	17,762,984	18,951,053

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 7

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS
LEASEHOLD IMPROVE	M39	262,310			262,310.	6,726	6,726
TOTALS		<u>262,310</u>			<u>262,310</u>	<u>6,726</u>	<u>13,452</u>

THE OFFIELD FAMILY FOUNDATION

36-6066240

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID INTEREST	53,766.	12,880.	12,880.
TOTALS	<u>53,766.</u>	<u>12,880.</u>	<u>12,880.</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

PRIOR PERIOD ADJUSTMENT

1,978.

TOTAL

1,978.

**THE OFFIELD FAMILY FOUNDATION
GRANT AGREEMENT**

for CATALINA SEABASS FUND, INC.

THIS GRANT AGREEMENT ("Agreement") governs the terms and conditions of the use of grant funds in the amount of \$125,000 contributed by THE OFFIELD FAMILY FOUNDATION (the "Foundation") to CATALINA SEABASS FUND, INC. ("SBF"), and specifically referenced by letter dated July 9, 2010 (such grant funds together with any income earned upon investment of such grant funds to be hereinafter referred to as the "Grant"). In consideration for the receipt and benefit of the Grant, SBF hereby agrees to be bound by each of the following provisions of this Agreement:

1. SBF Representations

1.1. SBF represents that it is currently an organization described in Section 501(c)(3) and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986 and Treasury Regulations thereunder (together, the "Code"), and that its status as such is not currently revoked, suspended or the subject of an audit or investigation by any state or federal regulatory body.

2. Purpose and Term of Grant

2.1. All Grant funds must be applied directly by SBF and used exclusively for the following purposes and on the following terms:

2.2. SBF shall not apply any portion of the Grant to its general operating expenses or overhead, except as reasonably determined to be directly related to the furtherance of the purposes of the Grant. No portion of the Grant may be used for or added to any endowment or similar fund without the written consent of the Foundation. SBF is not required to maintain the Grant in a separate or segregated fund.

2.3. Notwithstanding any other provisions of this Agreement, SBF shall not apply any portion of the Grant: (i) to carry out propaganda, or otherwise attempt, to influence legislation within the meaning of Section 4945(d)(1) of the Code; (ii) to influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive within the meaning of Section 4945(d)(2) of the Code; (iii) to make any grant which does not comply with the requirements of Section 4945(d)(3) or (4) of the Code; or (iv) to undertake any activity for any purpose other than one specified in Section 170(c)(2)(b) of the Code.

2.4. All Grant funds not expended or committed to for the purposes of the Grant within the period stated above shall be returned to the Foundation.

3. Records and Reporting

3.1. SBF is required to keep a record of all receipts and expenditures (including salaries, travel and supplies) relating to its use and application of the Grant funds and to provide the Foundation with detailed written reports summarizing: (i) its use of such funds; (ii) its compliance with the terms of this Agreement; and (iii) the progress made by SBF toward achieving the purposes for which the Grant was made.

3.2. Reports shall be made at the end of each of SBF's annual accounting periods beginning with the accounting period in which SBF receives the Grant funds, and ending with the accounting period in which the Grant funds have been fully expended. In the event any portion of the Grant has been made to an endowment fund or for the purchase of capital equipment or for other capital purposes, SBF shall make additional reports for the two accounting periods following the accounting periods for which SBF is otherwise required to report under this Subsection 3.2. Each report required hereunder shall be provided within a reasonable period of time after the close of the accounting period for which such report is required. The Foundation will include information on this Grant in its information returns filed with the Internal Revenue Service.

3.3. The Foundation, at its option, may require interim reports. SBF agrees to provide any such reports and any other information reasonably requested by the Foundation and related to the Grant. If SBF obtains any audited financial statements covering any portion of a period for which a report is required under this Agreement, a copy of such audited financial statements shall be provided to the Foundation at the time each report to which such statements relate is provided to the Foundation, or as soon thereafter as such statements are available.

3.4. SBF is required to keep all financial records with respect to the Grant, along with copies of any reports submitted to the Foundation, for no less than four years following the end of the accounting period for which a final report has been given with respect to such Grant.

3.5. SBF agrees to permit the Foundation and its representatives, at the Foundation's request, reasonable access during regular business hours to SBF's files, records, accounts and personnel for the purpose of making such financial audits, verifications or program evaluations as the Foundation deems necessary or appropriate concerning the Grant.

4. Required Notification

4.1. SBF is required to provide the Foundation immediate written notification of: (i) any changes in, or that may effect, SBF's tax-exempt status; (ii) any changes in SBF's ability to apply the Grant funds for the purposes of the Grant; (iii) any expenditure from the Grant funds made for any purpose other than those for which the grant was intended; and (iv) any other changes that may effect the use or purposes of the Grant.

5. Publicity

5.1. SBF may list the Foundation by name in a directory or similar listing of donors. SBF will provide, in advance and subject to the advance written approval of the Foundation, any other proposed publicity concerning the making or use of the Grant or related in any way to the Foundation.

6. Right to Modify or Revoke this Agreement

6.1. This Agreement may be modified by the mutual written agreement of the Foundation and SBF, provided no modification may be made that would affect SBF or the Foundation's status as an organization described in Section 501(c)(3) and exempt from tax under Section 501(a), or that would cause the Foundation or its managers to incur an excise tax under Subchapter A of Chapter 42 of the Code.

6.2. The Foundation reserves the unilateral right to demand a total or partial refund of any Grant funds delivered to SBF if, in the Foundation's sole discretion, such action is necessary: (i) because SBF has not fully complied with the terms and conditions of this Agreement or appears in the judgment of the Foundation unlikely to be able to do so; (ii) to protect the purposes and objectives of the Grant or any other charitable activities of the Foundation; or (iii) to comply with the requirements of any law or regulation applicable to SBF, the Foundation or this Agreement.

7. Governing Law and Jurisdiction

7.1 This Agreement is governed by the law of the State of Illinois. Any action to interpret or enforce this agreement shall be brought in the Circuit Court of Cook County, Illinois. By execution of this Agreement, SBF submits itself to the jurisdiction of the State of Illinois and consents to venue in the Circuit Court of Cook County, Illinois.

(Signature Page following)

The undersigned certifies that he or she is a duly elected and authorized officer of SBF and that, as such, is authorized to enter into this Agreement on behalf of SBF, to obligate SBF to observe all of the terms and conditions of this Agreement, and in connection therewith to make, execute and deliver on behalf of SBF all reports, representations, receipts and other instruments of every kind incident hereto.

CATALINA SEABASS FUND, INC.

By: 
Title: VICE PRESIDENT
Date: 8/1/10

THE OFFIELD FAMILY FOUNDATION

By: 
Title: Secretary
Date: 8/2/10

**THE OFFIELD FAMILY FOUNDATION
GRANT AGREEMENT**

for Frye Museum

THIS GRANT AGREEMENT ("Agreement") governs the terms and conditions of the use of grant funds in the amount of \$10,000 contributed by THE OFFIELD FAMILY FOUNDATION (the "Foundation") to the Frye Museum (FRYE), and specifically referenced by letter dated August 2, 2010 (such grant funds together with any income earned upon investment of such grant funds to be hereinafter referred to as the "Grant"). In consideration for the receipt and benefit of the Grant, FRYE hereby agrees to be bound by each of the following provisions of this Agreement:

1. FRYE Representations

1.1. FRYE represents that it is currently an organization described in Section 501(c)(3) and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986 and Treasury Regulations thereunder (together, the "Code"), and that its status as such is not currently revoked, suspended or the subject of an audit or investigation by any state or federal regulatory body.

2. Purpose and Term of Grant

2.1. All Grant funds must be applied directly by FRYE and used exclusively for the purposes described in its mission and vision statements.

2.2. FRYE shall not apply any portion of the Grant to its general operating expenses or overhead, except as reasonably determined to be directly related to the furtherance of the purposes of the Grant. No portion of the Grant may be used for or added to any endowment or similar fund without the written consent of the Foundation. FRYE is not required to maintain the Grant in a separate or segregated fund.

2.3. Notwithstanding any other provisions of this Agreement, FRYE shall not apply any portion of the Grant: (i) to carry out propaganda, or otherwise attempt, to influence legislation within the meaning of Section 4945(d)(1) of the Code; (ii) to influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive within the meaning of Section 4945(d)(2) of the Code; (iii) to make any grant which does not comply with the requirements of Section 4945(d)(3) or (4) of the Code; or (iv) to undertake any activity for any purpose other than one specified in Section 170(c)(2)(b) of the Code.

2.4. All Grant funds not expended or committed to for the purposes of the Grant within the period stated above shall be returned to the Foundation.

3. Records and Reporting

3.1. FRYE is required to keep a record of all receipts and expenditures (including salaries, travel and supplies) relating to its use and application of the Grant funds and to provide the Foundation with detailed written reports summarizing: (i) its use of such funds; (ii) its compliance with the terms of this Agreement; and (iii) the progress made by FRYE toward achieving the purposes for which the Grant was made.

3.2. Reports shall be made at the end of each of FRYE's annual accounting periods beginning with the accounting period in which FRYE receives the Grant funds, and ending with the accounting period in which the Grant funds have been fully expended. In the event any portion of the Grant has been made to an endowment fund or for the purchase of capital equipment or for other capital purposes, FRYE shall make additional reports for the two accounting periods following the accounting periods for which FRYE is otherwise required to report under this Subsection 3.2. Each report required hereunder shall be provided within a reasonable period of time after the close of the accounting period for which such report is required. The Foundation will include information on this Grant in its information returns filed with the Internal Revenue Service.

3.3. The Foundation, at its option, may require interim reports. FRYE agrees to provide any such reports and any other information reasonably requested by the Foundation and related to the Grant. If FRYE obtains any audited financial statements covering any portion of a period for which a report is required under this Agreement, a copy of such audited financial statements shall be provided to the Foundation at the time each report to which such statements relate is provided to the Foundation, or as soon thereafter as such statements are available.

3.4. FRYE is required to keep all financial records with respect to the Grant, along with copies of any reports submitted to the Foundation, for no less than four years following the end of the accounting period for which a final report has been given with respect to such Grant.

3.5. FRYE agrees to permit the Foundation and its representatives, at the Foundation's request, reasonable access during regular business hours to FRYE's files, records, accounts and personnel for the purpose of making such financial audits, verifications or program evaluations as the Foundation deems necessary or appropriate concerning the Grant.

4. Required Notification

4.1. FRYE is required to provide the Foundation immediate written notification of: (i) any changes in, or that may effect, FRYE's tax-exempt status; (ii) any changes in FRYE's ability to apply the Grant funds for the purposes of the Grant; (iii) any expenditure from the Grant funds made for any purpose other than those for which the

grant was intended; and (iv) any other changes that may affect the use or purposes of the Grant.

5. Publicity

5.1. FRYE may list the Foundation by name in a directory or similar listing of donors. FRYE will provide, in advance and subject to the advance written approval of the Foundation, any other proposed publicity concerning the making or use of the Grant or related in any way to the Foundation.

6. Right to Modify or Revoke this Agreement

6.1. This Agreement may be modified by the mutual written agreement of the Foundation and FRYE, provided no modification may be made that would affect FRYE or the Foundation's status as an organization described in Section 501(c)(3) and exempt from tax under Section 501(a), or that would cause the Foundation or its managers to incur an excise tax under Subchapter A of Chapter 42 of the Code.

6.2. The Foundation reserves the unilateral right to demand a total or partial refund of any Grant funds delivered to FRYE if, in the Foundation's sole discretion, such action is necessary: (i) because FRYE has not fully complied with the terms and conditions of this Agreement or appears in the judgment of the Foundation unlikely to be able to do so; (ii) to protect the purposes and objectives of the Grant or any other charitable activities of the Foundation; or (iii) to comply with the requirements of any law or regulation applicable to FRYE, the Foundation or this Agreement.

7. Governing Law and Jurisdiction

7.1 This Agreement is governed by the law of the State of Illinois. Any action to interpret or enforce this agreement shall be brought in the Circuit Court of Cook County, Illinois. By execution of this Agreement, FRYE submits itself to the jurisdiction of the State of Illinois and consents to venue in the Circuit Court of Cook County, Illinois. The undersigned certifies that he or she is a duly elected and authorized officer FRYE and that, as such, is authorized to enter into this Agreement on behalf of FRYE, to obligate FRYE to observe all of the terms and conditions of this Agreement, and in connection therewith to make, execute and deliver on behalf of FRYE all reports, representations, receipts and other instruments of every kind incident hereto.

The Frye Museum
By: [Signature]
Title: DIRECTOR
Date: 8/31/2010

Offield Family Foundation
By: [Signature]
Title: Secretary
Date: 8/2/10

**THE OFFIELD FAMILY FOUNDATION
GRANT AGREEMENT**

for Marine Conservation Science Institute (MCSI)

THIS GRANT AGREEMENT ("Agreement") governs the terms and conditions of the use of grant funds in the amount of \$75,000 contributed by THE OFFIELD FAMILY FOUNDATION (the "Foundation") to **Marine Conservation Science Institute (MCSI)** and specifically referenced by letter dated August 1, 2010 (such grant funds together with any income earned upon investment of such grant funds to be hereinafter referred to as the "Grant"). In consideration for the receipt and benefit of the Grant, MCSI hereby agrees to be bound by each of the following provisions of this Agreement:

1. MCSI Representations

1.1. MCSI represents that it is currently an organization described in Section 501(c)(3) and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986 and Treasury Regulations thereunder (together, the "Code"), and that its status as such is not currently revoked, suspended or the subject of an audit or investigation by any state or federal regulatory body.

2. Purpose and Term of Grant

2.1. All Grant funds must be applied directly by MCSI and used exclusively for the following purposes and on the following terms:

2.2. MCSI shall not apply any portion of the Grant to its general operating expenses or overhead, except as reasonably determined to be directly related to the furtherance of the purposes of the Grant. No portion of the Grant may be used for or added to any endowment or similar fund without the written consent of the Foundation. MCSI is not required to maintain the Grant in a separate or segregated fund.

2.3. Notwithstanding any other provisions of this Agreement, MCSI shall not apply any portion of the Grant: (i) to carry out propaganda, or otherwise attempt, to influence legislation within the meaning of Section 4945(d)(1) of the Code; (ii) to influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive within the meaning of Section 4945(d)(2) of the Code; (iii) to make any grant which does not comply with the requirements of Section 4945(d)(3) or (4) of the Code; or (iv) to undertake any activity for any purpose other than one specified in Section 170(c)(2)(b) of the Code.

2.4. All Grant funds not expended or committed to for the purposes of the Grant within the period stated above shall be returned to the Foundation.

3. Records and Reporting

3.1. MCSI is required to keep a record of all receipts and expenditures (including salaries, travel and supplies) relating to its use and application of the Grant funds and to provide the Foundation with detailed written reports summarizing: (i) its use of such funds; (ii) its compliance with the terms of this Agreement; and (iii) the progress made by MCSI toward achieving the purposes for which the Grant was made.

3.2. Reports shall be made at the end of each of MCSI's annual accounting periods beginning with the accounting period in which MCSI receives the Grant funds, and ending with the accounting period in which the Grant funds have been fully expended. In the event any portion of the Grant has been made to an endowment fund or for the purchase of capital equipment or for other capital purposes, MCSI shall make additional reports for the two accounting periods following the accounting periods for which MCSI is otherwise required to report under this Subsection 3.2. Each report required hereunder shall be provided within a reasonable period of time after the close of the accounting period for which such report is required. The Foundation will include information on this Grant in its information returns filed with the Internal Revenue Service.

3.3. The Foundation, at its option, may require interim reports. MCSI agrees to provide any such reports and any other information reasonably requested by the Foundation and related to the Grant. If MCSI obtains any audited financial statements covering any portion of a period for which a report is required under this Agreement, a copy of such audited financial statements shall be provided to the Foundation at the time each report to which such statements relate is provided to the Foundation, or as soon thereafter as such statements are available.

3.4. MCSI is required to keep all financial records with respect to the Grant, along with copies of any reports submitted to the Foundation, for no less than four years following the end of the accounting period for which a final report has been given with respect to such Grant.

3.5. MCSI agrees to permit the Foundation and its representatives, at the Foundation's request, reasonable access during regular business hours to MCSI's files, records, accounts and personnel for the purpose of making such financial audits, verifications or program evaluations as the Foundation deems necessary or appropriate concerning the Grant.

4. Required Notification

4.1. MCSI is required to provide the Foundation immediate written notification of: (i) any changes in, or that may effect, MCSI's tax-exempt status; (ii) any changes in MCSI's ability to apply the Grant funds for the purposes of the Grant; (iii) any expenditure from the Grant funds made for any purpose other than those for which the grant was intended; and (iv) any other changes that may effect the use or purposes of the Grant.

5. Publicity

5.1. MCSI may list the Foundation by name in a directory or similar listing of donors. MCSI will provide, in advance and subject to the advance written approval of the Foundation, any other proposed publicity concerning the making or use of the Grant or related in any way to the Foundation.

6. Right to Modify or Revoke this Agreement

6.1. This Agreement may be modified by the mutual written agreement of the Foundation and MCSI, provided no modification may be made that would affect MCSI or the Foundation's status as an organization described in Section 501(c)(3) and exempt from tax under Section 501(a), or that would cause the Foundation or its managers to incur an excise tax under Subchapter A of Chapter 42 of the Code.

6.2. The Foundation reserves the unilateral right to demand a total or partial refund of any Grant funds delivered to MCSI if, in the Foundation's sole discretion, such action is necessary: (i) because MCSI has not fully complied with the terms and conditions of this Agreement or appears in the judgment of the Foundation unlikely to be able to do so; (ii) to protect the purposes and objectives of the Grant or any other charitable activities of the Foundation; or (iii) to comply with the requirements of any law or regulation applicable to MCSI, the Foundation or this Agreement.

7. Governing Law and Jurisdiction

7.1 This Agreement is governed by the law of the State of Illinois. Any action to interpret or enforce this agreement shall be brought in the Circuit Court of Cook County, Illinois. By execution of this Agreement, MCSI submits itself to the jurisdiction of the State of Illinois and consents to venue in the Circuit Court of Cook County, Illinois.

(Signature page following)

The undersigned certifies that he or she is a duly elected and authorized officer of MCSI and that, as such, is authorized to enter into this Agreement on behalf of MCSI, to obligate MCSI to observe all of the terms and conditions of this Agreement, and in connection therewith to make, execute and deliver on behalf of MCSI all reports, representations, receipts and other instruments of every kind incident hereto.

MARINE CONSERVATION SCIENCE
INSTITUTE (MCSI)

By: Michael L. Domeier

Title: Michael L. Domeier

Date: 1 August 2010

THE OFFIELD FAMILY FOUNDATION

By: Julie Hobbs

Title: Secretary

Date: 8/2/10

**OFFFIELD FAMILY FOUNDATION
REALIZED GAIN/(LOSS) REPORT
FOR THE YEAR ENDED JUNE 30, 2010**

Shares	Description	Acquired	Sold	Gross Sales		Cost or Other		Long-term Gain/Loss
				Price	Basis	Basis		
SHORT TERM :								
133	URS CORP NEW	2/23/2009	7/1/2009	6,509.50	4,139.70			2,369.80
1,328.00	INVESCO LTD COM STK	2/23/2009	7/1/2009	23,681.88	14,913.71			8,768.17
7,988.00	ARM HLDGS PLC SPONSORED	5/12/2009	7/2/2009	47,919.58	40,337.80			7,581.78
3,323.00	ADR HEINEKEN N.V. NETHERLANDS AMERICAN DEPOS	2/25/2009	7/2/2009	63,788.00	45,514.75			18,273.25
660	ADR MOBILE TELESYSTEMS OJSC SPONSORED	2/25/2009	7/2/2009	23,670.69	15,118.00			8,552.69
2,907.00	ADR TURKCELL ILETISIM HIZMETLERI A S SPONSORED	2/25/2009	7/2/2009	39,473.72	38,820.41			653.31
430	HOST MARRIOTT CORP NEW	3/6/2009	7/6/2009	3,304.47	1,475.16			1,829.31
2,878.00	ADR NTT DOCOMO INC ADR	4/27/2009	7/6/2009	42,312.71	40,373.74			1,938.97
500	NESTLE S A SPONSORED ADR	2/24/2009	7/6/2009	18,992.81	16,590.00			2,402.81
670	UNILEVER N V	2/24/2009	7/6/2009	16,322.46	13,183.19			3,139.27
739	VISHAY INTERTECHNOLOGY INC	2/23/2009	7/6/2009	4,639.99	1,854.89			2,785.10
39	KELLOGG CO	2/23/2009	7/7/2009	1,882.75	1,523.32			359.43
296	SCHLUMBERGER LTD ISIN	2/23/2009	7/7/2009	14,688.26	10,439.12			4,249.14
180	AFLAC INC	2/23/2009	7/8/2009	5,088.56	2,859.70			2,228.86
3,497.00	ALTRIA GROUP INC	2/25/2009	7/8/2009	57,086.71	54,224.49			2,862.22
131	FIRSTENERGY CORP	2/24/2009	7/8/2009	4,911.86	6,111.68			-1,199.82
11,718.00	ADR LADBROKES PLC	2/25/2009	7/8/2009	32,986.49	30,669.37			2,317.12
114	FRANKLIN RESOURCES INC	2/23/2009	7/9/2009	7,513.03	5,370.03			2,143.00
1,247.00	ULTRAPAR PARTICIPACOES S A	2/24/2009	7/9/2009	37,738.74	28,477.24			9,261.50
1,666.00	ADR WOLTERS KLUWER N V	4/20/2009	7/9/2009	28,837.05	26,013.26			2,823.79
3,814.00	ABB LTD SPONSORED ADR	12/19/2008	7/17/2009	61,722.27	51,251.00			10,471.27
461	AFLAC INC	2/23/2009	7/17/2009	14,408.82	7,324.00			7,084.82
1,077.00	AMB PPTY CORP	5/5/2009	7/17/2009	18,808.13	15,668.10			3,140.03
190,000.00	AT&T WIRELESS SVCS 8.75% DUE 03-01-2031	2/26/2009	7/17/2009	234,967.30	210,602.63			24,364.67
4,460.00	ABBOTT LABORATORIES	5/20/2009	7/17/2009	197,979.21	201,788.21			-3,809.00
660	ABERCROMBIE & FITCH CO CL	7/6/2009	7/17/2009	16,486.37	16,718.61			-232.24
1,216.00	AGILENT TECHNOLOGIES INC	2/23/2009	7/17/2009	25,160.94	17,473.80			7,687.14
487	AIR PRODUCTS & CHEMICALS INC COM	2/23/2009	7/17/2009	32,972.90	23,477.64			9,495.26
1,772.00	AMERICAN EAGLE OUTFITTERS	2/23/2009	7/17/2009	24,899.49	16,497.32			8,402.17
275	AMERICAN EXPRESS CO	7/24/2008	7/17/2009	7,556.59	10,334.00			-2,777.41
659	ANADARKO PETROLEUM CORP	3/10/2009	7/17/2009	30,360.13	22,129.51			8,230.62

819 ANALOG DEVICES INC	2/23/2009	7/17/2009	20,778.47	15,068.05	5,710.42
2,402.00 ADR ANHEUSER BUSCH INBEV	7/2/2009	7/17/2009	92,762.85	92,432.56	330.29
956 AON CORP	6/12/2009	7/17/2009	35,952.13	35,162.93	789.20
2,352.00 APPLIED MATERIALS INC	2/23/2009	7/17/2009	29,227.78	19,826.18	9,401.60
1,570.00 ARCH COAL INC	2/23/2009	7/17/2009	25,793.49	19,562.20	6,231.29
1,775.00 ADR ARCELORMITTAL SA LUXEMBOURG N Y REGISTRY	5/1/2009	7/17/2009	61,677.18	42,432.26	19,244.92
250,000.00 ASTRAZENECA PLC NT 5.9% DUE 09-15-2017/09-12-2007	2/26/2009	7/17/2009	268,250.00	266,086.38	2,163.62
1,246.00 AUTODESK, INC	3/4/2009	7/17/2009	23,314.92	16,440.78	6,874.14
432 AUTOMATIC DATA PROCESSING	2/24/2009	7/17/2009	15,192.19	16,034.31	-842.12
345 AVALONBAY CMNTYS INC REIT	3/4/2009	7/17/2009	18,524.78	14,402.76	4,122.02
1,530.00 BB&T CORP	2/24/2009	7/17/2009	32,240.71	23,001.12	9,239.59
4,272.00 BAE SYS PLC SPONSORED ADR	3/6/2009	7/17/2009	94,408.77	93,545.22	863.55
1,655.00 BASF AG SPONSORED ADR 00	10/27/2008	7/17/2009	73,761.45	47,516.00	26,245.45
702 BRE PPTYS INC CL A	5/20/2009	7/17/2009	15,625.76	16,773.40	-1,147.64
684 BALL CORPORATION	2/23/2009	7/17/2009	32,093.00	26,210.67	5,882.33
5,850.00 BANCO SANTANDER S.A.	5/27/2009	7/17/2009	74,142.74	61,019.60	13,123.14
172 C R BARD INC	7/1/2009	7/17/2009	12,691.55	12,842.48	-150.93
6,038.00 BARCLAYS PLC ADR	6/11/2009	7/17/2009	123,785.47	112,282.31	11,503.16
1,815.00 BARRICK GOLD CORP	2/25/2009	7/17/2009	62,021.49	58,792.96	3,228.53
309 BARRETT BILL CORP COM STK	4/29/2009	7/17/2009	8,576.37	8,177.78	398.59
1,047.00 BECTON DICKINSON & CO	6/3/2009	7/17/2009	72,934.76	72,005.85	928.91
19 BERKSHIRE HATHAWAY INC DEL CL B	2/23/2009	7/17/2009	55,772.94	45,106.00	10,666.94
1,593.00 BHP LTD SPONSORED ADR	2/25/2009	7/17/2009	90,382.58	61,044.24	29,338.34
70,253.97 MFO BLACKROCK INTL BD-A	6/30/2009	7/17/2009	734,588.50	742,518.90	-7,930.40
40,171.00 MFO BLACKROCK GLOBAL ALLOCATION FD INC CL A	7/29/2008	7/17/2009	646,753.10	750,000.00	-103,246.90
768 BORG WARNER AUTOMOTIVE INC	2/23/2009	7/17/2009	25,336.81	13,071.28	12,265.53
1,773.00 BROWN & BROWN INC	2/23/2009	7/17/2009	34,154.01	29,493.50	4,660.51
354 BROWN FORMAN CORP 00	4/23/2009	7/17/2009	15,243.80	14,053.11	1,190.69
1,185.00 ADR BUNZL PLC SPONSORED ADR NEW TO SEC 2014278 E	2/25/2009	7/17/2009	50,847.04	48,523.55	2,323.49
549 CNOOC LTD SPND ADR 00	2/25/2009	7/17/2009	69,881.73	48,319.06	21,562.67
3,279.00 CVS CORP	2/23/2009	7/17/2009	106,224.40	90,359.72	15,864.68
320,000.00 CVS CAREMARK CORP SR NT 6.25% DUE 06-01-2027/05-31	2/26/2009	7/17/2009	320,262.40	314,162.29	6,100.11
3,862.00 CAMECO CORP COM	2/25/2009	7/17/2009	98,250.23	52,253.79	45,996.44
300,000.00 CDN NAT RES LTD NT 5.7 DUE 05-15-2017 REG	2/27/2009	7/17/2009	304,884.00	267,827.47	37,056.53
945 CARDINAL HEALTH INC	2/23/2009	7/17/2009	29,287.53	33,669.13	-4,381.60
2,912.00 CATERPILLAR INC	2/24/2009	7/17/2009	99,097.18	72,217.31	26,879.87
170,000.00 CATERPILLAR FINL TRANCHE TR 00821 7.15DUE 02-15-201	6/3/2009	7/17/2009	183,363.70	179,077.27	4,286.43
1,482.00 CENTEX CORP	2/23/2009	7/17/2009	13,100.39	9,751.26	3,349.13
900 CHARLES RIVER LABORATORIES	4/30/2009	7/17/2009	28,042.82	24,035.94	4,006.88

2,277.00 CHINA MOBILE HONG KONG LTD	2/25/2009	7/17/2009	113,240.71	103,104.42	10,136.29
2,946.00 CHUBB CORP	7/8/2009	7/17/2009	120,042.87	115,112.14	4,930.73
2,360.00 #REORG/CHUNGHWA MAND EXCH TO CHUNGHWA TELECOM CO LTD	6/17/2009	7/17/2009	45,935.50	45,658.68	276.82
214,000.00 CISCO SYS INC SR NT 4.95 DUE 02-15-2019 REG	4/6/2009	7/17/2009	215,072.14	211,688.80	3,383.34
460,000.00 CITIGROUP INC SUB NT 5% DUE 09-15-2014	2/26/2009	7/17/2009	398,755.60	328,905.30	69,850.30
728 CITY NATIONAL CORP	3/10/2009	7/17/2009	25,719.35	20,511.66	5,207.69
4,043.00 COCA COLA CO	6/3/2009	7/17/2009	203,035.45	175,346.15	27,689.30
1,046.00 COMCAST CORP NEW CL A	4/7/2009	7/17/2009	14,704.81	14,056.16	648.65
200,000.00 COMCAST CORP NEW BD 6 3 DUE 11-15-2017 BEO	2/26/2009	7/17/2009	210,902.00	192,727.01	18,174.99
210,000.00 CONOCOPHILLIPS 5.7501 DUE	2/26/2009	7/17/2009	221,106.90	209,049.64	12,057.26
246 COPART INC	2/23/2009	7/17/2009	8,217.19	6,554.89	1,662.30
822 DPL INC	2/23/2009	7/17/2009	19,501.52	15,898.38	3,603.14
325,000.00 DAIMLERCHRYSLER N 6.5% DUE 11-15-2013	2/26/2009	7/17/2009	332,579.00	306,099.23	26,479.77
758 DEERE & CO	2/23/2009	7/17/2009	29,124.57	20,700.37	8,424.20
3,352.00 DEVON ENERGY CORP NEW	2/23/2009	7/17/2009	186,244.06	197,233.85	-10,989.79
2,512.00 ADR DIAGEO PLC SPONSORED	6/24/2009	7/17/2009	144,873.61	136,225.14	8,648.47
1,181.00 DIEBOLD INC COM	5/5/2009	7/17/2009	32,349.70	26,620.03	5,729.67
7,662.00 WALT DISNEY CO	2/20/2009	7/17/2009	187,560.16	206,813.66	-19,253.50
2,292.00 DR REDDYS LABS LTD ADR	2/25/2009	7/17/2009	36,429.02	19,480.62	16,948.40
2,063.00 DOMINION RES INC VA NEW	2/20/2009	7/17/2009	67,683.64	65,493.24	2,190.40
3,061.00 E M C CORP MASS COM	6/8/2009	7/17/2009	41,817.69	38,038.86	3,778.83
1,061.00 E QT CORP COM	5/6/2009	7/17/2009	37,249.69	32,432.68	4,817.01
7,616.00 ADR EAST JAPAN RY CO ADR	2/25/2009	7/17/2009	75,167.98	72,599.10	2,568.88
1,127.00 EATON CORP	2/20/2009	7/17/2009	50,538.90	45,615.33	4,923.57
1,296.00 ELECTRONIC ARTS	5/8/2009	7/17/2009	27,107.21	22,851.31	4,255.90
538 ENCANA CORP COM NPV	5/28/2009	7/17/2009	27,258.35	26,424.44	833.91
631 ENDO PHARMACEUTICALS HLDGS INC COM	2/23/2009	7/17/2009	11,396.76	13,180.26	-1,783.50
978 ENTERGY CORP NEW	3/9/2009	7/17/2009	73,053.74	64,894.81	8,158.93
1,037.00 EQTY RESDNTL EFF 5/15/02 TO E QTY RESDNTL 29476L107	2/23/2009	7/17/2009	20,759.58	19,381.43	1,378.15
2,231.00 ADR ESSILOR INTL ADR	2/25/2009	7/17/2009	56,130.51	40,220.18	15,910.33
877 EXELON CORP	2/24/2009	7/17/2009	44,852.40	41,576.82	3,275.58
240,000.00 EXELON CORP 4.9% DUE 06-15-2015 BEO	2/27/2009	7/17/2009	226,236.00	210,345.50	15,890.50
16,382.00 EXPERIAN PLC	6/23/2009	7/17/2009	120,797.75	106,099.34	14,698.41
5,297.00 EXXON MOBIL CORP	6/4/2009	7/17/2009	360,873.21	380,090.12	-19,216.91
190,000.00 FEDERAL HOME LN MTG CORP NTS DTD 07/16/2002 5.125%	2/26/2009	7/17/2009	207,124.70	206,485.03	639.67
390,000.00 FNMA PREASSIGN 00451 4.75 12-15-2010 REG	3/2/2009	7/17/2009	410,841.60	409,329.49	1,512.11
1,037,639.22 FNMA POOL 889401 6% 03-01-2038 BEO	2/26/2009	7/17/2009	1,086,480.90	1,071,989.76	14,491.14
2,117,087.69 FNMA POOL 930759 5% 03-01-2039 BEO	2/26/2009	7/17/2009	2,147,340.88	2,155,235.09	-7,894.21
4,421,601.47 FNMA POOL #953613 5.5%	2/26/2009	7/17/2009	4,560,705.06	4,530,816.66	29,888.40

17,835.00 MFO 1ST EAGLE SOGEN GLOBAL CL C	7/29/2008	7/17/2009	610,547.34	750,000.00	-139,452.66
300 FISERV INC	2/23/2009	7/17/2009	14,222.63	9,890.19	4,332.44
541 FIRSTENERGY CORP	4/2/2009	7/17/2009	21,833.49	21,278.23	555.26
1,393.00 FLUOR CORP	2/24/2009	7/17/2009	68,731.49	47,616.64	21,114.85
3,534.00 FOMENTO ECONOMICO MEX-SP	2/27/2009	7/17/2009	117,592.23	82,733.15	34,859.08
917 FOREST LABS INC	2/23/2009	7/17/2009	22,803.73	22,420.65	383.08
2,018.00 FOREST OIL CORP COM	2/23/2009	7/17/2009	28,570.51	29,390.15	-819.64
490 FRANKLIN RESOURCES INC	4/3/2009	7/17/2009	35,182.22	24,369.07	10,813.15
827 ARTHUR J GALLAGER & CO	2/27/2009	7/17/2009	17,893.99	13,341.59	4,552.40
1,032.00 GENERAL DYNAMICS CORP	5/7/2009	7/17/2009	55,680.13	50,631.06	5,049.07
539 GENERAL MILLS INC	4/8/2009	7/17/2009	31,868.42	27,247.00	4,621.42
4,413.00 ADR GIVAUDAN SA ADR	6/25/2009	7/17/2009	53,484.18	59,028.29	-5,544.11
426 GLOBAL PMTS INC	4/29/2009	7/17/2009	16,975.19	13,498.75	3,476.44
4,107.00 GOLD FIELDS LTD NEW	3/20/2009	7/17/2009	47,266.65	45,879.82	1,386.83
1,372.00 GOLDCORP INC NEW COMMON	2/23/2009	7/17/2009	49,840.18	42,407.29	7,432.89
14 GOLDMAN SACHS GROUP INC	9/17/2008	7/17/2009	2,192.55	1,425.38	767.17
450,000.00 GOLDMAN SACHS 5.125% DUE	2/26/2009	7/17/2009	455,427.00	408,778.89	46,648.11
8,279.00 HSBC HLDGS PLC SPONS ADR	6/11/2009	7/17/2009	370,366.44	259,652.24	110,714.20
5,203.00 HALLIBURTON CO	2/24/2009	7/17/2009	111,330.41	86,521.73	24,808.68
6,408.00 HASBRO INC	6/10/2009	7/17/2009	162,516.79	167,614.57	-5,097.78
1,171.00 HEALTH NET INC COM	3/16/2009	7/17/2009	14,564.75	17,385.18	-2,820.43
3,431.00 HESS CORP COM STK	7/8/2009	7/17/2009	172,248.58	174,293.20	-2,044.62
2,266.00 HOLOGIC INC COM	6/5/2009	7/17/2009	30,638.93	28,219.18	2,419.75
210 HOSPIRA INC	2/23/2009	7/17/2009	7,811.02	5,245.23	2,565.79
1,088.00 HOST MARRIOTT CORP NEW	3/12/2009	7/17/2009	8,844.88	4,753.16	4,091.72
667 IDEX CORP	6/23/2009	7/17/2009	16,849.65	16,530.75	318.90
1,102.00 INTL BUSINESS MACHINES	2/20/2009	7/17/2009	125,684.16	98,076.90	27,607.26
1,767.00 INTERSIL HLDG CORP CL A	6/23/2009	7/17/2009	24,151.79	21,211.85	2,939.94
28,089.00 MFO IVY FDS INC ASSET STRATEGY FD CL A	7/29/2008	7/17/2009	542,398.59	750,000.00	-207,601.41
400,000.00 JPMORGAN CHASE & CO BD 4.75 DUE 03-01-2015 BEO	2/27/2009	7/17/2009	401,532.00	382,702.32	18,829.68
483 JACOBS ENGR GROUP INC	2/23/2009	7/17/2009	19,233.91	16,290.87	2,943.04
6,317.00 JOHNSON & JOHNSON	6/4/2009	7/17/2009	371,843.80	340,246.90	31,596.90
1,403.00 JOHNSON CONTROLS INC	3/13/2009	7/17/2009	29,624.28	15,262.22	14,362.06
1,826.00 ADR JUPITER TELECOMMUNICAT	7/6/2009	7/17/2009	95,990.35	99,598.29	-3,607.94
1,477.00 KANSAS CITY SOUTHERN INDS	1/2/1900	7/17/2009	26,767.72	25,876.01	891.71
225 ADR KAO CORP SPONSORED ADR	6/16/2009	7/17/2009	49,041.98	48,620.57	421.41
649 KAYDON CORP COM	1/2/1900	7/17/2009	21,129.14	17,227.45	3,901.69
1,093.00 KB HOME	3/19/2009	7/17/2009	15,417.24	10,873.05	4,544.19
1,461.00 ADR KDDI CORP ADR	7/1/2009	7/17/2009	79,578.62	76,899.50	2,679.12

870 KELLOGG CO	1/2/1900	7/17/2009	41,198.83	34,082.60	7,116.23
625 KIMBERLY CLARK CORP	2/23/2009	7/17/2009	33,993.62	29,474.38	4,519.24
8,875.00 ADR KONINKLIJKE AHOLD NV	6/16/2009	7/17/2009	104,101.06	98,070.42	6,030.64
711 KRAFT FOODS INC CL A	2/23/2009	7/17/2009	19,593.87	16,337.36	3,256.51
8,767.00 KROGER CO	4/9/2009	7/17/2009	190,113.63	201,923.01	-11,809.38
565 LIFE TECHNOLOGIES CORP COM	2/23/2009	7/17/2009	22,618.11	16,147.41	6,470.70
949 LINCOLN NATIONAL CORP IND	2/23/2009	7/17/2009	15,107.12	9,951.40	5,155.72
3,394.00 LOCKHEED MARTIN CORP	3/4/2009	7/17/2009	276,178.63	250,753.07	25,425.56
4,050.00 ADR LOTTOMATICA S P A	2/25/2009	7/17/2009	80,066.43	66,540.96	13,525.47
1,756.00 LUBRIZOL CORP COM	1/2/1900	7/17/2009	93,315.13	49,162.38	44,152.75
751 MACK CALI RLTY CORP	3/19/2009	7/17/2009	18,366.50	14,021.17	4,345.33
300 MANPOWER INC WIS COM	2/23/2009	7/17/2009	12,767.16	8,768.19	3,998.97
300,000.00 MARATHON OIL CORP MARATHON OIL 6 DUE 10-01-2017 BEO	2/26/2009	7/17/2009	304,920.00	279,212.07	25,707.93
1,337.00 MATTEL INC	4/20/2009	7/17/2009	22,746.73	15,782.56	6,964.17
1,178.00 MCDERMOTT INTERNATIONAL	2/23/2009	7/17/2009	21,507.84	13,240.72	8,267.12
198 MCDONALDS CORP	2/24/2009	7/17/2009	11,421.93	10,792.96	628.97
3,119.00 MCGRAW HILL COMPANIES INC	3/26/2009	7/17/2009	99,874.36	76,310.95	23,563.41
325 MCKESSON HBOC INC	5/20/2009	7/17/2009	14,741.39	13,284.02	1,457.37
4,342.00 MEDTRONIC INC	5/6/2009	7/17/2009	150,736.90	139,037.95	11,698.95
8,165.00 MERCK & CO INC	7/1/2009	7/17/2009	224,929.34	228,103.59	-3,174.25
942 MERCURY GEN CORP NEW COM	2/23/2009	7/17/2009	30,783.19	26,111.39	4,671.80
5,983.00 METLIFE INC	2/20/2009	7/17/2009	181,089.98	144,737.87	36,352.11
1,043.00 MICROCHIP TECHNOLOGY INC	2/24/2009	7/17/2009	26,428.31	19,345.98	7,082.33
746 MOLSON COORS BREWING CO CL	2/23/2009	7/17/2009	32,583.25	26,539.85	6,043.40
340,000.00 MORGAN STANLEY 4 750 DUE	2/26/2009	7/17/2009	327,862.00	288,978.13	38,883.87
3,605.00 NCR CORP NEW	2/23/2009	7/17/2009	43,471.93	30,620.14	12,851.79
281 NATIONAL-OILWELL INC	7/7/2009	7/17/2009	9,495.30	8,343.31	1,151.99
4,288.00 NESTLE S A SPONSORED ADR	2/24/2009	7/17/2009	172,244.53	148,770.21	23,474.32
1,193.00 NEWALLIANCE BANCSHARES INC	3/10/2009	7/17/2009	13,957.38	12,584.52	1,372.86
265,000.00 NEWS AMER INC 6.2% DUE 12/15/2034	2/26/2009	7/17/2009	227,515.75	206,888.07	20,627.68
18,324.00 NEWS CORP CL A	2/24/2009	7/17/2009	168,222.81	165,774.63	2,448.18
3,341.00 ADR NINTENDO LTD	6/22/2009	7/17/2009	113,123.35	115,603.86	-2,480.51
752 NOBLE ENERGY INC COM	6/22/2009	7/17/2009	44,023.05	35,588.70	8,434.35
131 NORTHERN TRUST CORP	4/21/2009	7/17/2009	7,554.57	7,068.24	486.33
3,993.00 NORTHROP GRUMMAN CORP -	3/24/2009	7/17/2009	186,713.06	174,387.20	12,325.86
961 OCCIDENTAL PETROLEUM CORP	3/31/2009	7/17/2009	64,390.05	48,391.34	15,998.71
4,982.00 OLD REPUBLIC INTERNATIONAL	2/23/2009	7/17/2009	46,244.22	45,465.73	778.49
3,085.00 OMNICOM GRP INC COM	2/20/2009	7/17/2009	99,788.23	77,155.23	22,633.00
7,779.00 ORACLE CORPORATION	2/20/2009	7/17/2009	167,717.92	128,819.46	38,898.46

4,714.00 PG&E CORP	7/8/2009	7/17/2009	176,464.52	178,118.88	-1,654.36
2,362.00 PPG INDS INC COM	2/20/2009	7/17/2009	116,810.41	77,586.03	39,224.38
801 PPL CORP	2/23/2009	7/17/2009	25,791.45	22,658.76	3,132.69
2,289.00 PEABODY ENERGY CORP COM	2/24/2009	7/17/2009	75,446.24	53,011.41	22,434.83
540 PEOPLES UTD FINL INC COM	5/22/2009	7/17/2009	8,228.36	8,710.68	-482.32
1,751.00 PERKINELMER INC	2/23/2009	7/17/2009	30,469.59	22,989.75	7,479.84
1,075.00 REORG PEROT SYS CORP	4/7/2009	7/17/2009	16,378.06	14,916.38	1,461.68
10,481.00 PFIZER INC	4/9/2009	7/17/2009	157,224.58	136,982.06	20,242.52
275,000.00 PFIZER INC NT 6.2 DUE 3/15/2019	3/19/2009	7/17/2009	302,563.25	289,561.10	13,002.15
9,190.00 PHILIP MORRIS INTERNATIONAL	2/24/2009	7/17/2009	402,337.04	337,251.11	65,085.93
255,413.20 MFO PIMCO INVT GRD CORP-A	6/30/2009	7/17/2009	2,681,838.47	2,546,760.00	135,078.47
1,047.00 POLYCOM INC	4/16/2009	7/17/2009	25,047.99	17,769.77	7,278.22
854 POTLATCH CORP NEW REIT	2/23/2009	7/17/2009	21,608.89	19,534.14	2,074.75
1,113.00 PRAXAIR INC	2/24/2009	7/17/2009	79,196.71	66,013.81	13,182.90
1,714.00 PROTECTIVE LIFE	5/20/2009	7/17/2009	22,610.33	10,676.93	11,933.40
1,725.00 PRUDENTIAL FINL INC	6/3/2009	7/17/2009	66,644.52	73,765.95	-7,121.43
469 PUB STORAGE INC COM	5/8/2009	7/17/2009	30,806.31	27,143.22	3,663.09
1,440.00 ADR PUBLICIS S A NEW	2/25/2009	7/17/2009	43,314.08	33,299.21	10,014.87
1,953.00 PULTE HOMES INC	6/30/2009	7/17/2009	17,870.65	17,220.20	650.45
621 LOGIC CORP	5/6/2009	7/17/2009	8,602.98	8,531.86	71.12
1,683.00 RAYMOND JAMES FINANCIAL	2/23/2009	7/17/2009	30,527.65	26,036.01	4,491.64
822 RAYONIER INC REIT	2/23/2009	7/17/2009	29,993.51	22,758.47	7,235.04
1,404.00 REDWOOD TR INC COM	4/3/2009	7/17/2009	22,314.46	19,041.58	3,272.88
1,534.00 ADR REED ELSEVIER P L C	7/9/2009	7/17/2009	47,859.71	46,010.03	1,849.68
511 ROBERT HALF INTL INC	2/23/2009	7/17/2009	11,400.88	8,216.62	3,184.26
840 ROCKWELL COLLINS INC	5/19/2009	7/17/2009	34,292.95	29,111.75	5,181.20
3,348.00 ROYAL DUTCH SHELL PLC	3/31/2009	7/17/2009	168,303.98	153,279.26	15,024.72
998 SRA INTERNATIONAL INC CL A	5/8/2009	7/17/2009	18,618.71	14,252.30	4,366.41
1,051.00 REORG ST MARY LND & EXP	6/25/2009	7/17/2009	22,512.16	18,152.15	4,360.01
1,646.00 SANDRIDGE ENERGY INC COM	2/23/2009	7/17/2009	15,874.93	9,775.10	6,099.83
718 SECOM LTD UNSPONSORED ADR	4/8/2009	7/17/2009	60,489.94	54,636.08	5,853.86
927 ADR SEVEN & I HLDGS CO LTD	4/8/2009	7/17/2009	42,288.65	41,111.02	1,177.63
2,283.00 SHERWIN WILLIAMS CO	2/20/2009	7/17/2009	129,160.82	114,979.57	14,181.25
1,222.00 SIEMENS AG-ADR	4/30/2009	7/17/2009	89,035.69	67,386.20	21,649.49
1,103.00 SNAP ON INC	6/12/2009	7/17/2009	32,521.78	35,614.14	-3,092.36
3,152.00 ADR SOCIEDAD QUIMICA Y	2/25/2009	7/17/2009	114,905.72	92,458.94	22,446.78
1,250.00 SODEXO	5/22/2009	7/17/2009	61,535.91	62,049.88	-513.97
355 STANLEY WORKS	2/23/2009	7/17/2009	12,949.00	9,814.51	3,134.49
653 STARWOOD HOTELS & RESORTS	2/23/2009	7/17/2009	13,443.55	7,254.50	6,189.05

2,411.00 STATE STREET CORP	2/20/2009	7/17/2009	115,347.71	67,716.73	47,630.98
5,406.00 ADR STERLITE INDS INDIA	2/25/2009	7/17/2009	62,554.99	25,634.45	36,920.54
8,664.00 ADR SUEZ ENVIRONNEMENT CO	2/25/2009	7/17/2009	74,508.47	64,742.25	9,766.22
1,437.00 SYMANTEC CORP	5/7/2009	7/17/2009	23,421.48	20,646.46	2,775.02
2,415.00 SYNOVUS FINANCIAL CORP	2/23/2009	7/17/2009	6,737.91	6,332.13	405.78
1,394.00 SYSCO CORP	2/24/2009	7/17/2009	31,684.52	36,543.60	-4,859.08
287 TJX COS INC NEW	5/19/2009	7/17/2009	9,980.37	8,303.23	1,677.14
5,158.00 ADR TNT N V SPONSORED ADR	2/25/2009	7/17/2009	112,028.87	78,104.44	33,924.43
6,527.00 TAIWAN SEMICONDUCTOR MFG	7/8/2009	7/17/2009	64,626.07	53,677.96	10,948.11
6,065.00 TALISMAN ENERGY INC	5/8/2009	7/17/2009	90,898.66	58,281.27	32,617.39
2,139.00 TARGET CORP	2/24/2009	7/17/2009	83,935.19	58,820.57	25,114.62
907 TECH DATA CORP	2/23/2009	7/17/2009	30,083.05	15,772.73	14,310.32
1,126.00 TEMPLE INLAND INC	2/23/2009	7/17/2009	15,778.57	4,789.89	10,988.68
5,313.00 TESCO PLC SPONSORED ADR	2/25/2009	7/17/2009	96,800.36	76,112.01	20,688.35
586 TEXAS INDS INC COM	2/23/2009	7/17/2009	20,270.91	9,878.38	10,392.53
3,436.00 TEXAS INSTRUMENTS INC	2/24/2009	7/17/2009	77,059.25	55,518.91	21,540.34
1,240.00 THOMAS & BETTS CORP	2/23/2009	7/17/2009	34,944.78	27,653.37	7,291.41
1,901.00 3M CO	2/20/2009	7/17/2009	119,600.81	103,122.51	16,478.30
195,000.00 TIME WARNER CABLE INC NT	2/26/2009	7/17/2009	232,116.30	212,366.73	19,749.57
9,266.00 ADR TOTAL SA	2/25/2009	7/17/2009	505,165.62	447,420.85	57,744.77
2,494.00 THE TRAVELERS COMPANIES	4/2/2009	7/17/2009	100,807.37	105,089.18	-4,281.81
603 URS CORP NEW	2/23/2009	7/17/2009	28,333.03	18,768.74	9,564.29
450 ULTRA PETE CORP COM	5/6/2009	7/17/2009	18,663.53	19,087.51	-423.98
3,973.00 ULTRAPAR PARTICIPACOES S A	2/25/2009	7/17/2009	132,279.61	89,134.39	43,145.22
1,184.00 ADR UNILEVER PLC SPONSORED	2/23/2009	7/17/2009	29,391.09	22,922.12	6,468.97
6,238.00 UNILEVER N V	3/24/2009	7/17/2009	161,021.09	121,935.52	39,085.57
5,271.00 ADR UNITED OVERSEAS BK LTD	5/5/2009	7/17/2009	110,951.69	72,446.57	38,505.12
200,000.00 UTD PARCEL SVC INC 5.5% DUE 01-15-2018 01-15-2012	2/26/2009	7/17/2009	214,950.00	210,364.65	4,585.35
400,000.00 UNITED STATES TREAS NTS DTD 3.875 DUE 02-15-2013 R	4/28/2009	7/17/2009	427,100.00	431,524.44	-4,424.44
1,000,000.00 US TREAS NTS INDEX LINKED 2.375 DUE 01-15-2017 REG	2/26/2009	7/17/2009	1,099,871.82	1,040,535.87	59,335.95
438,000.00 US TREAS NTS DTD 00161 4.5 DUE 05-15-2017 REG	2/26/2009	7/17/2009	470,512.74	488,908.76	-18,396.02
81,000.00 UNITED STATES TREAS NTS DTD 00231 3.125%DUE 05-15-	7/1/2009	7/17/2009	77,536.44	77,911.88	-375.44
1,000.00 UNITED STATES TREAS NTS NT 2.625% DUE 06-30-2014 REG	7/1/2009	7/17/2009	1,004.22	1,001.94	2.28
260 V F CORP	5/19/2009	7/17/2009	15,550.07	13,444.25	2,105.82
592 VARIAN INC	2/23/2009	7/17/2009	22,188.29	14,187.57	8,000.72
592 VENTAS INC PAR .25	4/16/2009	7/17/2009	18,133.67	15,824.45	2,309.22
2,277.00 ADR VEOLIA ENVIRONNEMENT	2/25/2009	7/17/2009	70,559.68	45,395.75	25,163.93
169,000.00 VERIZON 5.5% DUE 02-15-2018 02-15-2018/02-1	5/28/2009	7/17/2009	169,760.50	166,439.65	3,320.85
1,322.00 VIACOM INC	1/2/1900	7/17/2009	29,752.96	19,750.68	10,002.28

1,945.00 VISHAY INTERTECHNOLOGY INC	2/23/2009	7/17/2009	13,732.90	4,881.95	8,850.95
1,817.00 ADR VIVENDI SA SPONSORED	6/18/2009	7/17/2009	44,624.37	46,396.71	-1,772.34
18,428.00 ADR VODAFONE GROUP PLC NEW	7/2/2009	7/17/2009	341,406.76	331,027.64	10,379.12
3,890.00 WAL MART STORES INC	6/4/2009	7/17/2009	188,729.38	195,931.26	-7,201.88
3,073.00 WALGREEN CO	6/3/2009	7/17/2009	90,958.46	93,059.00	-2,100.54
1,599.00 WASHINGTON FED INC	4/24/2009	7/17/2009	21,436.11	18,693.59	2,742.52
3,338.00 WELLS FARGO & CO NEW	5/8/2009	7/17/2009	83,055.98	68,409.50	14,646.48
5,613.00 WESTERN UNION CO	6/10/2009	7/17/2009	100,883.22	98,614.80	2,268.42
818 WEYERHAEUSER CO	2/23/2009	7/17/2009	24,799.81	19,746.44	5,053.37
632 WOLVERINE WORLD WIDE INC	6/3/2009	7/17/2009	14,422.81	13,172.21	1,250.60
2,753.00 WYETH LABS	2/20/2009	7/17/2009	127,192.48	116,807.59	10,384.89
225,000.00 XTO ENERGY INC XTO ENERGY INC 6.750 08/01/2037 6.75 D	2/27/2009	7/17/2009	234,326.25	205,512.12	28,814.13
265 ZIMMER HLDGS INC	9/29/2008	7/17/2009	11,080.79	16,433.00	-5,352.21
3,220.00 AMDOCS LTD ORD	2/25/2009	7/17/2009	73,417.01	54,985.85	18,431.16
6,899.00 ACCENTURE LTD BERMUDA CL A	7/6/2009	7/17/2009	236,130.14	207,812.83	28,317.31
915 COVIDIEN PLC	3/2/2009	7/17/2009	33,370.38	31,592.43	1,777.95
658 EVEREST RE GROUP LTD	6/5/2009	7/17/2009	50,845.18	44,925.27	5,919.91
3,351.00 INVESCO LTD COM STK	2/23/2009	7/17/2009	59,042.09	37,632.40	21,409.69
4,244.00 WILLIS GROUP HOLDINGS	2/25/2009	7/17/2009	110,821.14	94,729.89	16,091.25
1,920.00 TYCO INTERNATIONAL	2/23/2009	7/17/2009	54,063.11	43,153.20	10,909.91
6,029.00 UBS AG SHS COM	4/21/2009	7/17/2009	79,613.30	58,796.77	20,816.53
2,690.00 CHECK POINT SOFTWARE TECH	7/7/2009	7/17/2009	65,065.39	59,981.60	5,083.79
3,320.00 ACTIVISION BLIZZARD INC	7/17/2009	7/17/2009	38,250.40	38,751.37	-500.97
425 AMAZON.COM INCORPORATED	7/17/2009	7/27/2009	36,600.06	36,551.45	48.61
1,385.00 AMBASSADORS GROUP INC COM	2/23/2009	7/27/2009	20,359.12	10,178.64	10,180.48
102 ADR BAIDU INC SPONSORED	7/17/2009	7/27/2009	36,476.05	32,727.20	3,748.85
377 ADR CHINA LIFE INS CO LTD	7/17/2009	7/27/2009	25,496.19	22,661.51	2,834.68
625 COSTAR GROUP INC.	2/23/2009	7/27/2009	21,372.95	16,122.38	5,250.57
26,512.35 FNMA POOL 889401 60 03-01-2038 EEO	2/26/2009	7/27/2009	26,512.35	27,389.73	-877.38
100,547.55 FNMA POOL 930759 5% 03-01-2039 BEO	2/26/2009	7/27/2009	100,547.55	102,358.64	-1,811.09
133,728.63 FNMA POOL #953613 5.5%	2/26/2009	7/27/2009	133,728.63	137,030.58	-3,301.95
6,037.00 ADR HENNES & MAURITZ AB	7/17/2009	7/27/2009	66,898.50	61,758.51	5,139.99
985.64 J P MORGAN CHASE & CO	10/3/2008	7/27/2009	37,266.09	49,020.46	-11,754.37
1,995.00 NIKE INC CLASS B	7/17/2009	7/27/2009	103,657.53	104,833.06	-1,175.53
3,535.00 PNC BANK CORP	7/17/2009	7/27/2009	120,080.86	132,637.28	-12,556.42
70,021.97 MFO PIMCO ALL ASSETS ALL	6/18/2009	7/27/2009	698,119.05	752,270.09	-54,151.04
582.91 MFO PIMCO ALL ASSETS ALL	6/18/2009	7/27/2009	5,811.59	5,677.58	134.01
1,800.00 ST JUDE MEDICAL INC	7/17/2009	7/27/2009	69,046.22	71,107.20	-2,060.98
70,000.00 UNITED STATES TREAS NTS DTD 00236 2.25% DUE 05-31-	7/24/2009	7/27/2009	68,993.52	69,119.77	-126.25

3,055.00 WINN DIXIE STORES INC COM	7/17/2009	7/27/2009	42,909.73	41,044.84	1,864.89
65,000.00 UNITED STATES TREAS NTS 2.75% DUE 02-15-2019	7/24/2009	7/28/2009	60,310.09	60,188.47	121.62
2,009.00 ADR HONG KONG EXCHANGES &	7/17/2009	7/29/2009	36,895.08	32,606.07	4,289.01
130,000.00 US TREAS NTS T-NT 1.375 DUE 06-15-2012 REG	7/24/2009	7/29/2009	130,786.67	131,259.81	-473.14
705 AMPHENOL CORP NEW CL A	7/17/2009	7/30/2009	23,662.50	23,471.78	190.72
265 RESEARCH IN MOTION LTD	7/17/2009	7/30/2009	20,219.67	19,068.00	1,151.67
60,000.00 UNITED STATES TREAS NTS 2.75% DUE 02-15-2019	7/24/2009	7/30/2009	55,729.45	55,560.82	168.63
1,095.00 MCDONALDS CORP	6/3/2009	7/31/2009	60,987.52	66,569.43	-5,581.91
925 ST JUDE MEDICAL INC	7/17/2009	7/31/2009	35,402.82	36,541.20	-1,138.38
75,000.00 UNITED STATES TREAS NTS 2.75% DUE 02-15-2019	7/24/2009	7/31/2009	70,107.12	69,452.40	654.72
1,910.00 HURON CONSULTING GROUP INC	3/20/2009	8/3/2009	28,068.26	86,354.63	-58,286.37
566 INFOSYS TECHNOLOGIES LTD	7/17/2009	8/4/2009	25,408.38	21,666.48	3,741.90
600 ST JUDE MEDICAL INC	7/17/2009	8/4/2009	23,132.11	23,702.40	-570.29
475 MCDONALDS CORP	2/24/2009	8/5/2009	26,124.33	25,892.20	232.13
0 NATIONAL BANK OF GREECE	VAR	8/6/2009	11,578.35	0	11,578.35
5,000.00 UNITED STATES TREAS NTS 2.75% DUE 02-15-2019	7/24/2009	8/6/2009	4,607.79	4,629.51	-21.72
70,000.00 UNITED STATES TREAS NTS DTD 00236 2.25% DUE 05-31-	7/24/2009	8/6/2009	68,700.94	69,119.77	-418.83
100,000.00 UNITED STATES TREAS NTS DTD 00236 2.25% DUE 05-31-	7/24/2009	8/6/2009	98,054.35	98,742.52	-688.17
75,000.00 UNITED STATES TREAS NTS DTD 00246 1.125%DUE 06-30-	7/24/2009	8/7/2009	74,788.81	75,161.38	-372.57
8,750.00 SPRINT CORP	7/17/2009	8/10/2009	32,562.29	40,128.38	-7,566.09
65,000.00 UNITED STATES TREAS NTS DTD 00236 2.25% DUE 05-31-	7/24/2009	8/10/2009	63,689.63	64,182.64	-493.01
65,000.00 UNITED STATES TREAS NTS DTD 00236 2.25% DUE 05-31-	7/24/2009	8/10/2009	63,534.74	64,182.64	-647.90
145,000.00 US TREAS NTS T-NT 1.375 DUE 06-15-2012 REG	7/24/2009	8/10/2009	145,475.30	146,405.17	-929.87
657 ADR BNP PARIBAS SPONSORED	7/17/2009	8/11/2009	24,848.92	23,047.56	1,801.36
1,066.00 EMBRAER EMPRESA BRASILEIRA	7/17/2009	8/11/2009	24,956.97	18,202.59	6,754.38
425 MCDONALDS CORP	2/24/2009	8/11/2009	23,803.26	23,166.71	636.55
1,300.00 ST JUDE MEDICAL INC	7/17/2009	8/11/2009	49,633.63	50,079.24	-445.61
11,125.00 SPRINT CORP	7/17/2009	8/11/2009	39,715.22	51,020.36	-11,305.14
470,000.00 UNITED STATES TREAS NTS 2.75% DUE 02-15-2019	7/24/2009	8/11/2009	434,582.89	435,174.15	-591.26
641 ADR BNP PARIBAS SPONSORED	7/17/2009	8/12/2009	25,117.78	22,486.28	2,631.50
7,700.00 SPRINT CORP	7/17/2009	8/12/2009	27,387.42	35,312.97	-7,925.55
1,858.00 ADR TURKCELL ILETISIM	7/17/2009	8/12/2009	29,706.23	25,740.73	3,965.50
90,000.00 US TREAS NTS T-NT 1.375 DUE 06-15-2012 REG	7/24/2009	8/12/2009	90,414.54	90,872.18	-457.64
4,487.00 NATIONAL BANK OF GREECE	7/17/2009	8/13/2009	26,416.32	25,161.75	1,254.57
875 ST JUDE MEDICAL INC	7/17/2009	8/13/2009	32,922.16	34,566.00	-1,643.84
70,000.00 UNITED STATES TREAS NTS DTD 00236 2.25% DUE 05-31-	7/24/2009	8/13/2009	69,116.56	69,119.77	-3.21
120,000.00 US TREAS NTS T-NT 1.375 DUE 06-15-2012 REG	7/24/2009	8/13/2009	120,773.04	121,162.90	-389.86
65,000.00 US TREAS NTS T-NT 1.375 DUE 06-15-2012 REG	7/24/2009	8/14/2009	65,654.86	65,629.91	24.95
135,000.00 US TREAS NTS T-NT 1.375 DUE 06-15-2012 REG	7/24/2009	8/14/2009	136,365.37	136,308.26	57.11

100,000.00 UNITED STATES TREAS NTS DTD 00246 1.125%DUE 06-30-	7/24/2009	8/14/2009	100,191.07	100,215.18	-24.11
1,000 00 MCDONALDS CORP	2/24/2009	8/17/2009	54,943.59	54,509.90	433.69
32 TAIWAN SEMICONDUCTOR MFG	7/8/2009	8/17/2009	325.75	288.22	37.53
115,000.00 UNITED STATES TREAS NTS DTD 00236 2.25% DUE 05-31-	7/24/2009	8/17/2009	114,312.31	113,572.65	739.66
90,000.00 US TREAS NTS T-NT 1.375 DUE 06-15-2012 REG	7/24/2009	8/17/2009	91,029.78	90,872.18	157.60
785 MCDONALDS CORP	2/24/2009	8/18/2009	42,793.49	42,790.27	3.22
625 ST JUDE MEDICAL INC	7/17/2009	8/18/2009	23,240.46	24,690.00	-1,449.54
265 MCDONALDS CORP	6/3/2009	8/19/2009	14,688.41	14,734.19	-45.78
145,000.00 UNITED STATES TREAS NTS DTD 00236 2.25% DUE 05-31-	7/24/2009	8/19/2009	144,376.47	143,202.27	1,174.20
90,000.00 UNITED STATES TREAS NTS DTD 00246 1.125%DUE 06-30-	7/24/2009	8/19/2009	90,295.01	90,193.66	101.35
1,078 00 ROGERS COMMUNICATIONS INC	7/17/2009	8/20/2009	29,394.04	29,417.11	-23.07
37,878.00 MFC ISHARES TR MSCI EAFE	7/17/2009	8/21/2009	1,982,347.19	1,771,107.10	211,240.09
1,195.00 ROGERS COMMUNICATIONS INC	7/17/2009	8/21/2009	32,760.31	32,609.88	150.43
638 KOMATSU LTD SPON ADR NEW	7/17/2009	8/24/2009	45,124.84	38,522.44	6,602.40
2,040.00 ROGERS COMMUNICATIONS INC	7/17/2009	8/24/2009	56,167.50	55,668.74	498.76
0.63 TAIWAN SEMICONDUCTOR MFG LTD	7/8/2009	8/24/2009	6.31	5.67	0.64
11,713.92 FNMA POOL #986183 5.5%	7/28/2009	8/25/2009	11,713.92	12,108.56	-394.64
2,804.00 REORG JULIUS-N C WITH	7/17/2009	8/25/2009	28,866.16	23,427.42	5,438.74
957 ROGERS COMMUNICATIONS INC	7/17/2009	8/25/2009	26,385.15	26,115.19	269.96
70,000.00 UNITED STATES TREAS NTS DTD 00246 1.125%DUE 06-30-	7/24/2009	8/25/2009	70,174.77	70,150.63	24.14
1,926.00 ADR LVMH MOET HENNESSY	7/17/2009	8/26/2009	37,144.45	31,624.92	5,519.53
950 OCEANEERING INTERNATIONAL	3/10/2009	8/26/2009	50,986.33	30,317.54	20,668.79
100,000.00 UNITED STATES TREAS NTS 2.75% DUE 02-15-2019	7/24/2009	8/26/2009	94,261.32	92,650.57	1,610.75
60,000.00 UNITED STATES TREAS NTS DTD 00236 2.25% DUE 05-31-	7/24/2009	8/26/2009	59,601.36	59,258.96	342.40
4,305.00 ADC TELECOMMUNICATIONS INC	7/17/2009	8/27/2009	38,349.67	32,250.05	6,099.62
2,875.00 ACTIVISION BLIZZARD INC	7/17/2009	8/27/2009	34,125.37	33,557.29	568.08
2,585.00 ASSISTED LIVING CONCEPTS	7/17/2009	8/27/2009	52,349.04	36,348.72	16,000.32
660 CAPITOL FED FINL COM ISIN	7/17/2009	8/27/2009	21,929.59	24,776.07	-2,846.48
7,950.00 CENTERPOINT ENERGY INC COM	7/17/2009	8/27/2009	100,944.91	88,707.69	12,237.22
1,425.00 CENTURYTEL INC	7/17/2009	8/27/2009	45,953.50	39,063.63	6,889.87
635 ENCORE WIRE CORP COM	7/17/2009	8/27/2009	14,201.66	13,832.65	369.01
935 GRANITE CONSTRUCTION INC	7/17/2009	8/27/2009	30,221.88	32,245.63	-2,023.75
1,200.00 JEFFERIES GROUP INC NEW	7/17/2009	8/27/2009	27,375.86	24,507.60	2,868.26
1,615.00 PIEDMONT NATURAL GAS CO	2/23/2009	8/27/2009	40,357.97	39,460.43	897.54
1,100.00 PLUM CREEK TIMBER CO INC	7/17/2009	8/27/2009	33,502.17	32,755.03	747.14
730 UMB FINL CORP	7/17/2009	8/27/2009	29,181.07	29,365.27	-184.20
70,000.00 US TREAS NTS T-NT 1.375 DUE 06-15-2012 REG	7/24/2009	8/27/2009	70,773.59	70,678.36	95.23
140,000.00 US TREAS NTS T-NT 1.375 DUE 06-15-2012 REG	7/24/2009	8/27/2009	141,552.66	141,356.72	195.94
105,000.00 UNITED STATES TREAS NTS DTD 00246 1.125%DUE 06-30-	7/24/2009	8/27/2009	105,335.97	105,225.94	110.03

7,725.00 ACTIVISION BLIZZARD INC	7/17/2009	8/28/2009	90,704.61	90,166.97	537.64
90,000.00 UNITED STATES TREAS NTS DTD 00246 1.125%DUE 06-30-	7/24/2009	8/28/2009	90,333.68	90,193.66	140.02
1,975.00 ACTIVISION BLIZZARD INC	7/17/2009	8/31/2009	22,823.89	23,052.40	-228.51
2,340.00 ADR PETROLEO BRASILEIRO SA	10/24/2008	9/1/2009	91,297.67	60,862.00	30,435.67
60,000.00 UNITED STATES TREAS NTS DTD 00236 2.25% DUE 05-31-	7/24/2009	9/1/2009	60,013.86	59,261.41	752.45
95,000.00 UNITED STATES TREAS NTS DTD 00246 1.125%DUE 06-30-	7/24/2009	9/1/2009	95,537.77	95,204.42	333.35
70,000.00 US TREAS NTS T-NT 1.375 DUE 06-15-2012 REG	7/24/2009	9/2/2009	71,057.97	70,678.36	379.61
80,000.00 UNITED STATES TREAS NTS DTD 00246 1.1251DUE 06-30-	7/24/2009	9/2/2009	80,455.98	80,172.14	283.84
100,000.00 UNITED STATES TREAS NTS DTD 00246 1.125%DUE 06-30-	7/24/2009	9/3/2009	100,562.17	100,215.18	346.99
520,000.00 UNITED STATES TREAS NTS DTD 00246 1.125%DUE 06-30-	7/24/2009	9/8/2009	522,740.45	521,118.93	1,621.52
282 ADR BAIDU INC SPONSORED	7/17/2009	9/9/2009	102,278.15	90,481.08	11,797.07
539 INFOSYS TECHNOLOGIES LTD	7/17/2009	9/9/2009	25,171.62	20,632.92	4,538.70
200,000.00 US TREAS NTS T-NT 1.375 DUE 06-15-2012 REG	7/24/2009	9/9/2009	202,655.58	201,938.17	717.41
2,124.00 ADR SABMILLER PLC	7/17/2009	9/10/2009	51,076.89	45,559.80	5,517.09
15,000.00 UNITED STATES TREAS NTS DTD 00246 1.125%DUE 06-30-	7/24/2009	9/10/2009	15,088.43	15,032.28	56.15
560 SMITH & NEPHEW P L C SPD	2/25/2009	9/11/2009	26,612.38	21,155.69	5,456.69
60,000.00 CVS CAREMARK CORP NT 4.875% DUE 09-15-2014/11-1	9/1/2009	9/14/2009	63,764.40	63,800.40	-36.00
50,000.00 UNITED STATES TREAS NTS 2.75% DUE 02-15-2019	7/24/2009	9/15/2009	47,152.14	46,343.09	809.05
20,000.00 UNITED STATES TREAS NTS 2.75% DUE 02-15-2019	7/24/2009	9/15/2009	18,879.61	18,537.24	342.37
80,000.00 US TREAS NTS T-NT 1.375 DUE 06-15-2012 REG	7/24/2009	9/16/2009	81,046.61	80,775.27	271.34
7,200.00 CORNING INC	8/12/2009	9/17/2009	113,227.16	119,919.32	-6,692.16
7,225.00 CENTERPOINT ENERGY INC COM	7/17/2009	9/22/2009	89,799.38	80,618.00	9,181.38
1,705.00 INVESTORS BANCORP INC COM	7/17/2009	9/22/2009	18,287.70	16,725.03	1,562.67
980 FREEMPORT MCMORAN C & G CL	7/17/2009	9/23/2009	71,240.54	49,301.07	21,939.47
1,085.00 INFOSYS TECHNOLOGIES LTD	7/17/2009	9/23/2009	52,972.89	41,533.80	11,439.09
75,000.00 UNITED STATES TREAS NTS 2.75% DUE 02-15-2019	7/24/2009	9/23/2009	71,050.48	69,525.31	1,525.17
655 AUTOZONE INC	7/17/2009	9/24/2009	93,720.69	103,018.20	-9,297.51
0.05 VORNADO RLTY TR COM	4/1/2009	9/24/2009	3	1.66	1.34
12,250.84 FNMA POOL #986183 5.5%	7/28/2009	9/25/2009	12,250.84	12,663.57	-412.73
2,400.00 INVESTORS BANCORP INC COM	7/17/2009	9/25/2009	24,972.80	23,542.56	1,430.24
5,454.00 ADR AIR LIQUIDE ADR	7/17/2009	10/2/2009	117,365.42	102,535.20	14,830.22
1,614.00 ITAU UNIBANCO HOLDINGS S.A	7/17/2009	10/2/2009	32,559.03	26,325.79	6,233.24
1,288.00 ADR AIR LIQUIDE ADR	7/17/2009	10/5/2009	27,883.58	24,214.40	3,669.18
1,082.00 MONSANTO CO COM	7/17/2009	10/7/2009	80,837.93	82,113.74	-1,275.81
10,070.00 ALCOA INC	7/17/2009	10/8/2009	144,570.26	104,184.22	40,386.04
45,000.00 UNITED STATES TREAS NTS 2.75% DUE 02-15-2019 R	7/24/2009	10/8/2009	43,198.06	41,727.21	1,470.85
100,000.00 UNITED STATES TREAS NTS DTD 00246 1.125%DUE 06-30-	7/24/2009	10/8/2009	100,706.70	100,215.18	491.52
1,050.00 INFOSYS TECHNOLOGIES LTD	7/17/2009	10/9/2009	49,807.26	40,194.00	9,613.26
965 QUALCOMM INC	2/24/2009	10/12/2009	40,262.24	32,431.91	7,830.33

1,495.00 QUALCOMM INC	7/17/2009	10/13/2009	62,332.57	64,107.31	-1,774.74
110,000.00 UNITED STATES TREAS NTS 2.75% DUE 02-15-2019 R	7/24/2009	10/13/2009	104,890.58	102,009.63	2,880.95
100,000.00 UNITED STATES TREAS NTS DTD 00246 1.125%DUE 06-30-	7/24/2009	10/14/2009	100,640.29	100,215.18	425.11
2,835.00 GRANITE CONSTRUCTION INC	7/17/2009	10/15/2009	81,021.94	97,771.49	-16,749.55
1,097.07 NOKIA CORP SPONSORED ADR	2/25/2009	10/15/2009	15,054.81	10,947.12	4,107.69
1,480.00 QUALCOMM INC	7/17/2009	10/15/2009	62,069.45	69,206.28	-7,136.83
0.5 ITAU UNIBANCO HOLDINGS	7/17/2009	10/16/2009	8.67	8.16	0.51
6,762.93 NOKIA CORP SPONSORED ADR	7/30/2009	10/16/2009	91,002.35	83,931.66	7,070.69
3,696.00 NATIONAL BANK OF GREECE	7/17/2009	10/19/2009	29,579.80	20,726.06	8,853.74
1,450.00 UALCOMM INC	7/17/2009	10/19/2009	60,332.81	67,803.45	-7,470.64
70,000.00 UNITED STATES TREAS NTS DTD 00246 1.125%DUE 06-30-	7/24/2009	10/19/2009	70,390.78	70,150.62	240.16
6,211.00 ARM HLDGS PLC SPONSORED	7/17/2009	10/20/2009	49,278.05	39,192.03	10,086.02
375 CANADIAN NAT RES LTD COM	8/20/2009	10/20/2009	27,446.44	21,921.26	5,525.18
1,632.00 CAPITAL CITY BK GROUP INC	2/23/2009	10/20/2009	19,824.37	17,346.53	2,477.84
2,355.00 ITAU UNIBANCO HOLDINGS S.A	7/17/2009	10/20/2009	47,869.79	38,412.17	9,457.62
7,750.00 BOSTON SCIENTIFIC CORP	7/17/2009	10/21/2009	65,352.52	79,168.57	-13,816.05
723 CAPITAL CITY BK GROUP INC	2/23/2009	10/21/2009	9,277.30	7,684.77	1,592.53
1,744.00 ADR LVMH MOET HENNESSY	7/17/2009	10/21/2009	37,960.49	28,636.48	9,324.01
570 CAPITAL CITY BK GROUP INC	2/23/2009	10/22/2009	6,879.15	6,058.53	820.62
5,000.00 UNITED STATES TREAS NTS DTD 00236 2.25% DUE 05-31-	7/24/2009	10/22/2009	5,003.50	4,940.19	63.31
135,000.00 VERIZON 5 25% DUE 04-15-2013 04-15-2013 BEO	8/14/2009	10/22/2009	146,267.10	145,859.40	407.70
1,431.00 LOGITECH INTERNATIONAL SA	7/17/2009	10/23/2009	27,026.17	21,589.64	5,436.53
5,100.23 FNMA POOL #986183 5.5%	7/28/2009	10/26/2009	5,100.23	5,272.06	-171.83
130,000.00 UNITED STATES TREAS NTS DTD 00236 2 25% DUE 05-31-	7/24/2009	10/26/2009	129,380.03	128,448.29	931.74
883 SOUTHN COPPER CORP DEL COM	7/27/2009	10/27/2009	29,735.84	22,545.11	7,190.73
2,425.00 UNION PAC CORP COM	7/17/2009	10/28/2009	136,599.65	128,240.79	8,358.86
1,755,000.00 FHLMC BD 2.125 03-23-2012	7/27/2009	10/29/2009	1,785,164.94	1,776,179.34	8,985.60
965 FIRST SOLAR INC COM	7/17/2009	10/30/2009	123,201.18	141,479.42	-18,278.24
85,000.00 US TREAS NTS T-NT 1.375 DUE 06-15-2012 REG	7/24/2009	10/30/2009	86,307.92	85,823.72	484.20
100,000.00 UNITED STATES TREAS NTS 2.75% DUE 02-15-2019	7/24/2009	11/2/2009	94,816.01	92,771.63	2,044.38
660 RESEARCH IN MOTION LTD	7/17/2009	11/3/2009	37,877.55	47,490.10	-9,612.55
75,000.00 VALERO ENERGY CORP NEW NT 6.125% DUE 06-15-2017/06-1	7/31/2009	11/3/2009	77,552.25	75,327.00	2,225.25
6,450.00 BOSTON SCIENTIFIC CORP	7/17/2009	11/4/2009	51,487.73	65,888.69	-14,400.96
7,175.00 BOSTON SCIENTIFIC CORP	7/27/2009	11/6/2009	57,562.82	74,135.68	-16,572.86
120,000.00 UNITED STATES TREAS NTS DTD 00246 1.125%DUE 06-30-	7/24/2009	11/6/2009	120,951.16	120,258.21	692.95
0 ADR BNP PARIBAS SPONSORED	VAR	11/9/2009	4,770.95	0	4,770.95
1,345.00 MYRIAD GENETICS INC	7/17/2009	11/10/2009	31,600.50	33,857.28	-2,256.78
890 RESEARCH IN MOTION LTD	7/17/2009	11/10/2009	56,098.29	64,039.68	-7,941.39
5,102.00 GAM HLDG LTD-UNSPON ADR	7/17/2009	11/12/2009	12,802.63	42,627.21	-29,824.58

800 MYRIAD GENETICS INC	7/17/2009	11/12/2009	19,006.39	20,138.16	-1,131.77
9,829.00 GAM HLDG LTD-UNSPON ADR	7/17/2009	11/13/2009	24,326.15	82,121.30	-57,795.15
4,330.00 JUNIPER NETWORKS INC	7/17/2009	11/13/2009	110,743.40	108,197.17	2,546.23
4,425.00 GAM HLDG LTD-UNSPON ADR	7/17/2009	11/16/2009	10,669.28	36,970.87	-26,301.59
6.72 J P MORGAN CHASE & CO	12/3/2008	11/17/2009	288.04	186.77	101.27
90,000.00 US TREAS NTS T-NT 1.375 DUE 06-15-2012 REG	7/24/2009	11/17/2009	91,866.50	90,872.18	994.32
30 BLUE NILE INC COM	2/23/2009	11/18/2009	1,732.48	673.43	1,059.05
130 JONES LANG LASALLE INC COM	2/23/2009	11/18/2009	6,989.96	2,702.53	4,287.43
270 POTASH CORP. OF	7/17/2009	11/18/2009	30,631.09	24,702.30	5,928.79
83,000.00 US TREAS NTS T-NT 1.375 DUE 06-15-2012 REG	7/24/2009	11/18/2009	84,734.29	83,804.34	929.95
220 BLUE NILE INC COM	2/23/2009	11/19/2009	12,500.52	4,938.49	7,562.03
605,000.00 FNMA 2.5 05-15-2014	7/27/2009	11/19/2009	611,318.02	596,837.39	14,480.63
2,025.00 RESEARCH IN MOTION LTD	7/17/2009	11/20/2009	117,488.29	145,708.27	-28,219.98
10,952.19 FNMA POOL 945845 601 DUE 08-01-2037 BEO	9/8/2009	11/25/2009	10,952.19	11,525.47	-573.28
11,789.26 FNMA POOL #986183 5.5%	7/28/2009	11/25/2009	11,789.26	12,186.44	-397.18
2,015.00 FREEPORT MCMORAN C & G CL	7/17/2009	12/1/2009	171,267.58	104,637.37	66,630.21
2,575.00 MYRIAD GENETICS INC	7/17/2009	12/1/2009	61,695.41	64,819.70	-3,124.29
140,000.00 VODAFONE GROUP PLC 5.50 DUE 06-15-2011 06-15-2011/	9/16/2009	12/1/2009	148,724.80	148,824.20	-99.40
465 DENBURY RES INC NEW	7/17/2009	12/2/2009	6,128.54	6,867.12	-738.58
675 DOLLAR TREE INC COM STK	7/17/2009	12/2/2009	33,053.29	29,774.93	3,278.36
925 #REORG/ENCORE CSH & STK	7/17/2009	12/2/2009	41,915.94	30,261.28	11,654.66
1,175.00 JEFFERIES GROUP INC NEW	7/17/2009	12/2/2009	28,048.18	23,997.03	4,051.15
515 DOLLAR TREE INC COM STK	7/17/2009	12/3/2009	24,378.54	22,717.16	1,661.38
2,571.00 ADR NINTENDO LTD	8/11/2009	12/3/2009	75,196.47	84,348.08	-9,151.61
0 AXA S A SPONSORED ADR	VAR	12/4/2009	475.77	0	475.77
1,200.00 DOLLAR TREE INC COM STK	7/17/2009	12/4/2009	57,370.88	52,933.20	4,437.68
425 FREEPORT MCMORAN C & G CL	7/17/2009	12/7/2009	33,664.87	23,488.14	10,176.73
845 NEWMONT MINING CORP NEW	7/17/2009	12/7/2009	43,363.78	34,507.18	8,856.60
135,000.00 UNITED STATES TREAS NTS DTD 00236 2.25% DUE 05-31-	7/24/2009	12/7/2009	136,771.42	133,427.11	3,344.31
2,505.82 TRANSOCEAN LTD	7/17/2009	12/9/2009	199,905.92	173,891.06	26,014.86
1,600.00 REGIONS FINL CORP NEW COM	9/22/2009	12/10/2009	8,737.05	10,883.84	-2,146.79
105 AFFILIATED MANAGERS GROUP	2/23/2009	12/16/2009	6,894.15	3,930.97	2,963.18
1,656.37 J P MORGAN CHASE & CO	1/7/2009	12/16/2009	68,582.39	50,896.39	17,686.00
3,401.00 NOKIA CORP SPONSORED ADR	7/17/2009	12/16/2009	43,430.67	42,852.55	578.12
1,475.00 J P MORGAN CHASE & CO	1/29/2009	12/18/2009	59,214.57	37,834.85	21,379.72
1,575.00 J P MORGAN CHASE & CO	6/2/2009	12/22/2009	66,039.00	48,960.56	17,078.44
0.04 VORNADO RLTY TR COM	4/1/2009	12/23/2009	2.4	1.32	1.08
2,950.00 J P MORGAN CHASE & CO	7/17/2009	12/24/2009	122,961.99	108,350.84	14,611.15
754.54 FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	11/16/2009	12/28/2009	754.54	788.73	-34.19

11,566.28 FNMA POOL #945845 6% DUE 08-01-2037 BEO	9/8/2009	12/28/2009	11,566.28	12,171.70	-605.42
14,654.02 FNMA POOL #986183 5.5%	7/28/2009	12/28/2009	14,654.02	15,147.71	-493.69
845.71 FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	11/16/2009	12/31/2009	845.71	884.03	-38.32
10,293.84 FNMA POOL #945845 6% DUE 08-01-2037 BEO	9/8/2009	12/31/2009	10,293.84	10,832.66	-538.82
30,002.61 FNMA POOL #986183 5.5%	7/28/2009	12/31/2009	30,002.61	31,013.40	-1,010.79
3,722.00 ADR FLSMIDT & CO A /S ADR	8/24/2009	1/5/2010	27,308.72	19,007.51	8,301.21
271,145.22 FNMA POOL #986183 5.5%	7/28/2009	1/6/2010	284,956.68	280,280.10	4,676.58
369 MASTERCARD INC CL A	7/17/2009	1/6/2010	93,929.79	66,559.11	27,370.68
1,104.00 ARM HLDGS PLC SPONSORED	7/17/2009	1/7/2010	10,377.99	6,966.35	3,411.64
3,320.00 ARM HLDGS PLC SPONSORED	7/17/2009	1/8/2010	30,677.67	20,949.53	9,728.14
6,575.00 GAP INC COM	10/27/2009	1/8/2010	133,413.84	145,979.24	-12,565.40
2,475.00 APOLLO GROUP INC CL A	7/27/2009	1/11/2010	146,641.47	164,509.72	-17,868.25
5,300.00 MYLAN LABS INC COM RTS EXP 11/14/2006	7/17/2009	1/11/2010	93,379.89	66,138.17	27,241.72
100,000.00 UNITED STATES TREAS NTS DTD 00246 1.125%DUE 06-30-	7/24/2009	1/11/2010	100,734.04	100,215.18	518.86
298 WAL MART DE MEXICO SA DE	7/17/2009	1/13/2010	14,421.31	9,183.70	5,237.61
675 CHATEM INC	7/27/2009	1/14/2010	62,983.45	42,428.56	20,554.89
367 WAL MART DE MEXICO SA DE	7/17/2009	1/14/2010	17,652.85	11,310.13	6,342.72
605 ANSYS INC	2/23/2009	1/15/2010	26,142.81	14,235.47	11,907.34
565 REORG BRINKS HOME STK &	7/17/2009	1/15/2010	17,725.29	16,855.59	869.70
5,655.00 TFS FINL CORP COM STK	7/17/2009	1/15/2010	70,408.37	63,166.35	7,242.02
631 NESTLE S A SPONSORED ADR	2/24/2009	1/19/2010	30,176.49	20,936.58	9,239.91
1,269.00 ADR SABMILLER PLC	7/17/2009	1/20/2010	35,851.20	27,220.05	8,631.15
2,275.00 REORG BRINKS HOME STK &	7/17/2009	1/21/2010	94,257.51	67,869.85	26,387.66
110,000.00 US TREAS NTS T-NT 1.375 DUE 06-15-2012 REG	7/24/2009	1/21/2010	111,993.38	111,065.99	927.39
70,000.00 BURLINGTON NORTHN SANTA FE CORP NT 5.75%DUE 03-15-201	9/15/2009	1/25/2010	75,750.50	75,478.40	272.10
1,000.00 REORG CADBURY PLC CSH &	8/21/2009	1/25/2010	53,433.82	39,542.00	13,891.82
120,000.00 US TREAS NTS T-NT 1.375 DUE 06-15-2012 REG	7/24/2009	1/25/2010	122,291.79	121,162.90	1,128.89
4,350.00 FINANCIAL FED CORP	7/27/2009	1/27/2010	116,799.07	85,134.89	31,664.18
2,307.00 NATIONAL BANK OF GREECE	7/17/2009	1/29/2010	10,346.77	12,936.96	-2,590.19
2,962.00 ARM HLDGS PLC SPONSORED	7/17/2009	2/1/2010	26,719.27	18,690.52	8,028.75
3,050.00 EBAY INC	7/17/2009	2/1/2010	70,433.06	56,316.73	14,116.33
1,285.00 MORGAN STANLEY DEAN WITTER	7/17/2009	2/1/2010	34,652.16	36,042.71	-1,390.55
3,663.00 NATIONAL BANK OF GREECE	7/17/2009	2/1/2010	16,054.72	20,541.00	-4,486.28
5,000.00 UNITED STATES TREAS NTS DTD 00236 2.25% DUE 05-31-	7/24/2009	2/2/2010	5,043.73	4,943.68	100.05
302,000.00 FNMA 30 YEAR PASS-THROUGHS	1/6/2010	2/3/2010	320,120.00	316,321.41	3,798.59
3,772.00 ADR DEUTSCHE BOERSE ADR	2/24/2009	2/3/2010	24,553.51	17,917.00	6,636.51
3,025.00 MORGAN STANLEY DEAN WITTER	7/17/2009	2/3/2010	84,412.77	84,847.62	-434.85
369 TOYOTA MTR CORP ADR REP 2	2/25/2009	2/3/2010	28,227.18	24,553.34	3,673.84
75,000.00 UNITED STATES TREAS NTS DTD 00236 2.25% DUE 05-31-	7/24/2009	2/3/2010	75,579.83	74,155.70	1,424.13

19,996.00 ADR DEUTSCHE BOERSE ADR	10/20/2009	2/4/2010	131,124.10	112,818.36	18,305.74
1,750.00 EBAY INC	7/17/2009	2/4/2010	40,257.54	32,312.88	7,944.66
2,625.00 MORGAN STANLEY DEAN WITTER	7/17/2009	2/4/2010	70,970.18	73,628.10	-2,657.92
775 KOHLS CORP	7/17/2009	2/5/2010	37,815.10	35,624.58	2,190.52
2,700.00 MORGAN STANLEY DEAN WITTER	10/22/2009	2/5/2010	72,039.13	85,886.14	-13,847.01
300,000.00 UNITED STATES TREAS NTS DTD 00236 2.25% DUE 05-31-	7/24/2009	2/5/2010	304,334.93	296,626.86	7,708.07
365 AFFILIATED MANAGERS GROUP	2/23/2009	2/9/2010	22,820.17	13,664.80	9,155.37
360 ANSYS INC	2/23/2009	2/9/2010	14,789.58	8,470.69	6,318.89
90 FACTSET RESH SYS INC	2/23/2009	2/9/2010	5,667.31	3,384.73	2,282.58
2,150.00 EBAY INC	7/27/2009	2/10/2010	47,950.41	42,746.70	5,203.71
3,300.00 EBAY INC	11/16/2009	2/11/2010	71,437.16	79,533.61	-8,096.45
2,599.00 NATIONAL BANK OF GREECE	7/17/2009	2/11/2010	10,361.81	14,574.41	-4,212.60
2,372.00 NATIONAL BANK OF GREECE	7/17/2009	2/12/2010	8,867.60	13,301.47	-4,433.87
3,990.00 BURLINGTON NORTN SANTA FE	7/17/2009	2/16/2010	399,000.00	297,458.89	101,541.11
2,600.00 INTERNATIONAL GAME	8/6/2009	2/18/2010	45,941.68	51,292.66	-5,350.98
1,650.00 INTERNATIONAL GAME	8/6/2009	2/19/2010	29,417.15	32,966.67	-3,549.52
60,000.00 AGRUM INC DEE 6.75% DUE	7/30/2009	2/23/2010	66,641.40	62,473.80	4,167.60
4,626.00 03 FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	11/16/2009	2/25/2010	4,626.03	4,835.65	-209.62
14,376.00 55 FNMA POOL #945845 6% DUE 08-01-2037 BEO	9/8/2009	2/25/2010	14,376.55	15,129.07	-752.52
1,300.00 INTERNATIONAL GAME	8/12/2009	2/26/2010	22,567.71	25,174.66	-2,606.95
1,790.00 ALLEGHENY TECHNOLOGIES INC	7/17/2009	3/2/2010	83,448.74	59,472.21	23,976.53
2,175.00 INTERNATIONAL GAME	11/9/2009	3/3/2010	38,080.29	44,273.94	-6,193.65
70,000.00 GOLDMAN SACHS 5.15% DUE	8/6/2009	3/4/2010	74,629.80	73,283.70	1,346.10
5,000.00 UNITED STATES TREAS NTS 2.75% DUE 02-15-2019 R	7/24/2009	3/8/2010	4,679.47	4,649.87	29.60
155,000.00 UNITED STATES TREAS NTS DTD 00246 1.125%DUE 06-30-	7/24/2009	3/8/2010	156,180.14	155,333.53	846.61
2,305.00 MARVELL TECHNOLOGY GROUP	7/17/2009	3/8/2010	47,091.70	30,067.34	17,024.36
302,000.00 FNMA 30 YEAR PASS-THROUGHS 5.5% 30 YEARSSETTLES MARC	2/3/2010	3/9/2010	319,223.44	318,916.72	306.72
5,000.00 UNITED STATES TREAS NTS DTD 00236 2.25% DUE 05-31-	7/24/2009	3/9/2010	5,045.49	4,944.87	100.62
790,000.00 UNITED STATES TREAS NTS DTD 00236 2.25% DUE 05-31-	7/24/2009	3/10/2010	796,141.02	781,294.33	14,846.69
135 ACUITY BRANDS INC	3/2/2010	3/12/2010	5,641.58	5,456.33	185.25
575 ALLEGHENY TECHNOLOGIES INC	7/17/2009	3/12/2010	28,914.77	19,104.21	9,810.56
390 AMAZON.COM INCORPORATED	7/17/2009	3/12/2010	51,703.75	33,541.33	18,162.42
310 AMERCO COM	7/17/2009	3/12/2010	16,728.48	12,629.34	4,099.14
1,010.00 AMERICAN EXPRESS CO	11/6/2009	3/12/2010	41,070.12	37,759.05	3,311.07
2,535.00 AMERICREDIT CORP	7/17/2009	3/12/2010	59,754.77	35,024.07	24,730.70
1,700.00 AMERISOURCE BERGEN CORP	7/17/2009	3/12/2010	47,397.44	31,983.97	15,413.47
450 AMGEN INC	7/17/2009	3/12/2010	25,762.17	26,333.68	-571.51
310 AMPHENOL CORP NEW CL A	7/17/2009	3/12/2010	13,649.84	10,320.92	3,328.92
1,490.00 ASSISTED LIVING CONCEPTS	7/17/2009	3/12/2010	47,903.04	20,951.48	26,951.56

290 AUTOZONE INC	1/7/1900	3/12/2010	48,978.03	45,611.11	3,366.92
1,180.00 AVNET, INC.	7/17/2009	3/12/2010	33,852.00	27,879.03	5,972.97
3,380.00 BK AMER CORP COM	7/17/2009	3/12/2010	57,462.65	44,700.84	12,761.81
2,120.00 BK AMER CORP COM	8/7/2009	3/12/2010	36,041.66	35,934.00	107.66
510 BAXTER INTL INC	7/17/2009	3/12/2010	29,410.21	27,700.09	1,710.12
900 BED BATH & BEYOND INC	7/17/2009	3/12/2010	37,556.52	29,120.94	8,435.58
400 BERKLEY W R CORP COM	7/17/2009	3/12/2010	10,431.87	8,743.76	1,688.11
790 BEST BUY INC	7/17/2009	3/12/2010	31,614.06	28,298.12	3,315.94
300 BEST BUY INC	7/17/2009	3/12/2010	12,005.34	10,746.12	1,259.22
1,100.00 BROADCOM CORP CL A	7/17/2009	3/12/2010	36,013.54	29,697.91	6,315.63
850 CAROT OIL & GAS CORP CL A	7/17/2009	3/12/2010	35,188.53	28,070.04	7,118.49
850 CAPITAL ONE FINL CORP	7/17/2009	3/12/2010	34,049.04	22,655.90	11,393.14
815 CAPITOL FED FINL COM ISIN	7/17/2009	3/12/2010	29,218.03	30,594.69	-1,376.66
345 CARLISLE COMPANIES INC COM	8/11/2009	3/12/2010	12,806.79	11,127.66	1,679.13
365 CASEYS GEN STORES INC	7/17/2009	3/12/2010	10,792.73	9,999.28	793.45
420 CATERPILLAR INC	11/10/2009	3/12/2010	25,235.93	25,197.44	38.49
770 CENTURYTEL INC	7/17/2009	3/12/2010	26,574.59	22,907.65	3,666.94
240 CHESAPEAKE ENERGY CORP	7/17/2009	3/12/2010	6,117.11	4,801.90	1,315.21
145 CLARCOR INC	2/3/2010	3/12/2010	4,916.89	4,687.42	229.47
350 COGNIZANT TECHNOLOGY	12/9/2009	3/12/2010	17,804.27	15,463.39	2,340.88
470 COLUMBIA SPORTSWEAR CO COM	8/27/2009	3/12/2010	22,756.59	18,720.05	4,036.54
259 COVANCE INC	7/17/2009	3/12/2010	15,802.06	12,721.67	3,080.39
300 DEERE & CO	2/17/2010	3/12/2010	17,495.78	17,242.53	253.25
1,390.00 DELL INC	7/17/2009	3/12/2010	19,753.46	17,639.10	2,114.36
1,585.00 DENBURY RES INC NEW	7/17/2009	3/12/2010	25,534.02	23,407.28	2,126.74
410 DIAMOND FOODS INC COM	2/9/2010	3/12/2010	16,935.57	15,879.55	1,056.02
850 DOVER CORP	7/17/2009	3/12/2010	39,258.03	28,567.91	10,690.12
610 DOW CHEMICAL CO	11/13/2009	3/12/2010	18,209.49	17,524.57	684.92
550 DR PEPPER SNAPPLE GROUP	10/12/2009	3/12/2010	19,282.75	16,238.75	3,044.00
1,110.00 EBAY INC	2/22/2010	3/12/2010	28,783.48	25,893.86	2,889.62
415 ENCORE WIRE CORP COM	7/17/2009	3/12/2010	8,876.03	9,040.24	-164.21
160 EQUINIX INC COM NEW COM	12/14/2009	3/12/2010	16,729.39	16,401.41	327.98
230 FEDEX CORP	12/9/2009	3/12/2010	19,745.85	20,478.03	-732.18
120 F5 NETWORKS INC	3/4/2010	3/12/2010	7,524.30	7,362.47	161.83
2,660.00 FIFTH THIRD BANCORP	12/10/2009	3/12/2010	35,350.95	27,239.20	8,111.75
1,360.00 FIFTH THIRD BANCORP	1/29/2010	3/12/2010	18,074.17	17,287.91	786.26
4,530.00 FOOT LOCKER INC	7/27/2009	3/12/2010	64,900.48	48,386.88	16,513.60
5,690.00 FORD MOTOR CO DEL	7/27/2009	3/12/2010	74,651.85	39,147.20	35,504.65
440 FORTUNE BRANDS INC	7/17/2009	3/12/2010	20,815.13	15,682.48	5,132.65

550	FREEPORT MCMORAN C & G CL	7/17/2009	3/12/2010	44,290.61	30,396.41	13,894.20
410	FREEPORT MCMORAN C & G CL	7/17/2009	3/12/2010	33,016.63	22,659.14	10,357.49
110	GOOGLE INC CL A	7/17/2009	3/12/2010	64,108.29	47,217.65	16,890.64
660	GRACO INC	1/22/2010	3/12/2010	19,884.76	20,215.47	-330.71
960	MFC HANCOCK JOHN BK &	7/17/2009	3/12/2010	15,194.59	11,774.49	3,420.10
1,000.00	HANSEN NATURAL CORP COM	7/17/2009	3/12/2010	41,724.47	29,375.40	12,349.07
1,200.00	HOME DEPOT INC	7/17/2009	3/12/2010	38,799.71	29,412.36	9,387.35
770	HONEYWELL INTL INC	7/17/2009	3/12/2010	33,002.01	24,953.62	8,048.39
900	HUMANA INC	7/17/2009	3/12/2010	43,992.43	26,203.68	17,788.75
2,830.00	INVESTORS BANCORP INC COM	7/17/2009	3/12/2010	37,708.99	27,760.60	9,948.39
985	JEFFERIES GROUP INC NEW	7/17/2009	3/12/2010	25,363.43	20,116.66	5,246.77
330	KNIGHT TRANSPORTATION INC	2/3/2010	3/12/2010	6,785.70	6,088.53	697.17
700	KOHL'S CORP	7/17/2009	3/12/2010	37,355.52	32,177.04	5,178.48
1,190.00	LAS VEGAS SANDS CORP	9/17/2009	3/12/2010	23,365.59	23,258.19	107.40
1,675.00	LEUCADIA NATIONAL CORP	7/17/2009	3/12/2010	42,341.45	33,880.73	8,460.72
300	LIFE TECHNOLOGIES CORP COM	10/30/2009	3/12/2010	15,716.80	14,523.27	1,193.53
1,930.00	MARATHON OIL CORP	7/17/2009	3/12/2010	60,607.21	58,432.49	2,174.72
480	MASTERCARD INC CL A	7/17/2009	3/12/2010	120,419.09	86,580.96	33,838.13
300	MEDTRONIC INC	12/3/2009	3/12/2010	13,136.83	13,061.70	75.13
389	MENS WEARHOUSE INC	7/17/2009	3/12/2010	9,203.00	7,720.87	1,482.13
510	MERCK & CO INC	1/15/2010	3/12/2010	18,747.62	20,043.87	-1,296.25
275	MERIDIAN BIOSCIENCE INC	2/9/2010	3/12/2010	6,421.17	5,634.83	786.34
750	MOLEX INC CLASS A	7/17/2009	3/12/2010	13,520.31	11,470.05	2,050.26
1,060.00	MYLAN LABS INC COM RTS EXP 11/14/2006	7/17/2009	3/12/2010	23,171.31	13,227.63	9,943.68
410	NETAPP INC COM STK	2/17/2010	3/12/2010	13,486.04	13,065.59	420.45
570	NEWMONT MINING CORP NEW	7/17/2009	3/12/2010	28,335.77	23,277.03	5,058.74
580	NIKE INC CLASS B	7/17/2009	3/12/2010	40,484.36	30,477.78	10,006.58
1,100.00	NVIDIA CORP	8/21/2009	3/12/2010	19,007.76	15,009.50	3,998.26
1,615.00	ONEOK INC NEW	7/17/2009	3/12/2010	75,410.98	49,407.37	26,003.61
1,095.00	OVERSEAS SHIPHOLDING GROUP	7/17/2009	3/12/2010	49,326.82	36,775.58	12,551.24
110	PETROHAWK ENERGY CORP	1/15/2010	3/12/2010	2,402.37	2,811.40	-409.03
670	PINNACLE FINL PARTNERS INC	2/2/2010	3/12/2010	10,753.36	10,202.83	550.53
695	PLUM CREEK TIMBER CO INC	7/17/2009	3/12/2010	25,673.60	20,695.22	4,978.38
180	POTASH CORP. OF	12/14/2009	3/12/2010	22,573.76	21,304.57	1,269.19
160	PRICELINE COM INC COM	7/17/2009	3/12/2010	38,348.92	18,543.34	19,805.58
490	PROCTER & GAMBLE CO	10/30/2009	3/12/2010	30,976.77	29,066.11	1,910.66
460	QUEST DIAGNOSTICS INC	7/17/2009	3/12/2010	25,743.48	25,655.12	88.36
415	RANGE RES CORP	3/2/2010	3/12/2010	21,105.01	21,071.63	33.38
1,085.00	RAYMOND JAMES FINANCIAL	8/27/2009	3/12/2010	29,718.96	24,925.38	4,793.58

4,615.00 REGIONS FINL CORP NEW COM	9/22/2009	3/12/2010	34,104.41	31,393.08	2,711.33
350 ROFIN SINAR TECHNOLOGIES	8/27/2009	3/12/2010	8,046.89	8,481.34	-434.45
1,490.00 SL GREEN RLTY CORP COM STK	7/17/2009	3/12/2010	84,579.23	32,114.56	52,464.67
2,920.00 SOTHEBYS HOLDINGS INC CL A	7/17/2009	3/12/2010	85,833.77	39,604.54	46,229.23
1,150.00 STARBUCKS CORP	7/17/2009	3/12/2010	27,846.10	16,625.55	11,220.55
85 TECHNE CORP COM	1/2/1900	3/12/2010	5,543.63	5,372.19	171.44
3,145.00 TELLABS INC	9/22/2009	3/12/2010	24,005.16	23,795.70	209.46
1,720.00 TRINITY INDS INC	7/17/2009	3/12/2010	31,067.79	25,135.05	5,932.74
440 UMB FINL CORP	7/17/2009	3/12/2010	17,812.11	17,699.62	112.49
1,470.00 US BANCORP DEL NEW	7/17/2009	3/12/2010	37,837.32	26,634.78	11,202.54
260 ULTRA PETE CORP COM	1/15/2010	3/12/2010	12,548.64	13,739.99	-1,191.35
640 UNITEDHEALTH GROUP INC	12/14/2009	3/12/2010	21,216.56	19,925.95	1,290.61
1,265.00 VAIL RESORTS INC	7/17/2009	3/12/2010	50,211.89	36,557.99	13,653.90
640 WAL MART STORES INC	10/9/2009	3/12/2010	34,508.36	31,801.98	2,706.38
1,150.00 WATSON PHARMACEUTICALS INC	7/17/2009	3/12/2010	47,034.86	38,162.86	8,872.00
1,240.00 WELLS FARGO & CO NEW	5/8/2009	3/12/2010	36,739.37	32,523.96	4,215.41
980 WHOLE FOODS MKT INC	7/17/2009	3/12/2010	35,247.31	21,197.79	14,049.52
300 COVIDIEN PLC	1/25/2010	3/12/2010	15,128.81	15,309.57	-180.76
540 INGERSOLL-RAND PLC COM STK	7/17/2009	3/12/2010	18,776.96	11,653.58	7,123.38
1,820.00 MARVELL TECHNOLOGY GROUP	7/17/2009	3/12/2010	36,769.54	23,740.81	13,028.73
190 WHITE MOUNTAINS INSURANCE	7/17/2009	3/12/2010	67,059.65	45,427.86	21,631.79
705 AMPHENOL CORP NEW CL A	7/17/2009	3/15/2010	31,012.77	23,471.78	7,540.99
1,570.00 CHESAPEAKE ENERGY CORP	7/17/2009	3/15/2010	39,536.50	31,412.40	8,124.10
1,475.00 MARVELL TECHNOLOGY GROUP	7/17/2009	3/15/2010	29,403.90	19,240.49	10,163.41
1,599.00 ADR TURKCELL ILETISIM	7/17/2009	3/16/2010	24,640.59	22,152.55	2,488.04
650 AMPHENOL CORP NEW CL A	7/17/2009	3/18/2010	28,726.58	21,640.64	7,085.94
1,775.00 CHESAPEAKE ENERGY CORP	7/17/2009	3/18/2010	43,912.76	35,514.02	8,398.74
1,000.00 MARVELL TECHNOLOGY GROUP	7/17/2009	3/18/2010	20,389.54	13,044.40	7,345.14
85,000.00 US TREAS NTS DTD 1/31/10 2.25 DUE 01-31-2015 REG	3/10/2010	3/19/2010	84,338.97	84,641.41	-302.44
6,917.00 SUNTRUST BANKS INC	7/17/2009	3/22/2010	186,481.33	115,791.27	70,690.06
1,200.00 AMPHENOL CORP NEW CL A	7/17/2009	3/24/2010	50,393.36	39,951.96	10,441.40
3,275.00 CHESAPEAKE ENERGY CORP	7/17/2009	3/24/2010	75,282.12	65,525.87	9,756.25
632 ADR COCA-COLA HELLENIC	7/17/2009	3/24/2010	17,310.25	12,013.31	5,296.94
95 GOOGLE INC CL A	7/17/2009	3/24/2010	52,071.47	40,778.88	11,292.59
105,000.00 HSBC FINANCE CORP 6.375% DUE 10-15-2011 BEO	8/27/2009	3/24/2010	111,785.10	110,698.35	1,086.75
0.87 DENBURY RES INC NEW	7/17/2009	3/25/2010	10.44	12.85	-2.41
3,109.62 FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	11/16/2009	3/25/2010	3,109.62	3,250.52	-140.90
10,168.04 FNMA POOL #945845 6o DUE 08-01-2037 BEO	9/8/2009	3/25/2010	10,168.04	10,700.27	-532.23
1,301.00 ADR INTESA SANPAOLO S P A	8/10/2009	3/25/2010	29,037.66	32,344.29	-3,306.63

1,931.00	ADR TURKCELL ILETISIM	7/17/2009	3/25/2010	28,157.68	26,752.07	1,405.61
675	AMPHENOL CORP NEW CL A	7/17/2009	3/26/2010	28,004.78	22,472.98	5,531.80
820	ADR COCA-COLA HELLENIC	7/17/2009	3/26/2010	22,307.56	15,586.89	6,720.67
415	FREEMPORT MCMORAN C & G CL	7/17/2009	3/26/2010	32,942.90	22,935.47	10,007.43
2,700.00	CNX GAS CORP COM STK	7/17/2009	3/29/2010	102,451.93	74,356.92	28,095.01
501	ADR COCA-COLA HELLENIC	7/17/2009	3/29/2010	13,610.03	9,523.21	4,086.82
1,155.00	OVERSEAS SHIPHOLDING GROUP	7/17/2009	3/29/2010	46,089.03	38,790.67	7,298.36
1,525.00	OVERSEAS SHIPHOLDING GROUP	8/27/2009	3/30/2010	60,260.12	53,139.29	7,120.83
2,100.00	AMPHENOL CORP NEW CL A	12/24/2009	3/31/2010	88,564.32	82,653.01	5,911.31
7,662.00	NATIONAL BANK OF GREECE	7/17/2009	4/6/2010	29,455.29	42,966.20	-13,510.91
1,000,000.00	UNITED STATES TREAS DTD 00246 1.125%DUE 06-30-	7/24/2009	4/6/2010	1,006,090.40	1,002,151.78	3,938.62
140,000.00	US TREAS NTS DTD 1/31/10 2.25 DUE 01-31-2015 REG	3/10/2010	4/8/2010	138,101.88	139,409.37	-1,307.49
145,000.00	VODAFONE GROUP PLC 5.5% DUE 06-15-2011 06-15-2011/	1/7/2010	4/8/2010	152,107.90	153,420.15	-1,312.25
302,000.00	FNMA SINGLE FAMILY MORTGAGE 5% 30 YEARS SETTL	3/9/2010	4/9/2010	310,965.63	313,089.06	-2,123.43
8,902.00	NATIONAL BANK OF GREECE	7/17/2009	4/9/2010	34,035.33	49,919.74	-15,884.41
150,000.00	UTD STATES TREAS NTS 1.5 NT 31/10/2010 USD1000 1.5	4/6/2010	4/9/2010	150,989.73	151,229.22	-239.49
2,635.00	ARM HLDGS PLC SPONSORED	7/17/2009	4/12/2010	28,848.81	16,627.11	12,221.70
1,325.00	CNX GAS CORP COM STK	8/28/2009	4/12/2010	50,415.40	37,804.01	12,611.39
10,156.00	NATIONAL BANK OF GREECE	12/17/2009	4/12/2010	39,275.63	54,435.93	-15,160.30
4,166.00	CAP AUTO 4.6799982834% DUE 10-15-2012 BACKED NT C	10/7/2009	4/15/2010	4,166.00	4,339.55	-173.55
975	DR PEPPER SNAPPLE GROUP	10/13/2009	4/15/2010	33,486.98	28,753.74	4,733.24
70,000.00	UNITED STATES TREAS NTS 2.75% DUE 02-15-2019	7/24/2009	4/15/2010	64,867.30	64,867.30	0.00
1,025.00	DR PEPPER SNAPPLE GROUP	10/19/2009	4/16/2010	35,006.95	29,974.28	5,032.67
1,660.00	LIFE TECHNOLOGIES CORP COM	11/6/2009	4/16/2010	85,803.29	80,528.40	5,274.89
5,035.00	UNITEDHEALTH GROUP INC	1/25/2010	4/16/2010	154,157.51	161,515.72	-7,358.21
180	GOOGLE INC CL A	7/17/2009	4/19/2010	98,753.53	77,265.26	21,488.27
8,925.00	NVIDIA CORP	8/31/2009	4/19/2010	150,639.85	122,990.51	27,649.34
625	LIFE TECHNOLOGIES CORP COM	12/3/2009	4/20/2010	32,790.58	31,631.01	1,159.57
330	WAL MART DE MEXICO SA DE	7/17/2009	4/21/2010	16,749.03	10,169.87	6,579.16
2,150.00	FREEMPORT MCMORAN C & G CL	7/17/2009	4/22/2010	167,607.09	118,822.33	48,784.76
8,543.00	NOKIA CORP SPONSORED ADR	8/14/2009	4/22/2010	109,338.30	111,526.37	-2,188.07
2,322,000.00	US TREAS NTS T-NT 1.375 DUE 06-15-2012 REG	7/24/2009	4/22/2010	2,358,182.77	2,344,502.15	13,680.62
130	COLUMBIA SPORTSWEAR CO COM	8/27/2009	4/23/2010	7,778.69	5,177.89	2,600.80
675	DR PEPPER SNAPPLE GROUP	11/9/2009	4/23/2010	22,523.43	18,710.77	3,812.66
4,622.95	FNMA POOL 850862 ADJ RT DUE 12-01-2035 BEO	11/16/2009	4/26/2010	4,622.95	4,832.43	-209.48
23,019.88	FNMA POOL 945845 6% DUE 08-01-2037 BEO	9/8/2009	4/26/2010	23,019.88	24,224.83	-1,204.95
1,315.00	ADR INTESA SANPAOLO S P A	8/11/2009	4/26/2010	28,254.66	32,446.07	-4,191.41
110,000.00	US TREAS NTS DTD 1/31/10 2.25 DUE 01-31-2015 REG	3/10/2010	4/26/2010	108,727.76	109,535.94	-808.18
1,045.00	ADR INTESA SANPAOLO S P A	8/12/2009	4/27/2010	21,451.70	25,594.27	-4,142.57

456 ADR FANUC LTD JAPAN ADR	7/17/2009	4/28/2010	27,128.03	18,002.88	9,125.15
145,000.00 UNITED STATES TREAS NTS 2.750 DUE 02-15-2019 R	7/24/2009	4/30/2010	136,191.80	134,987.68	1,204.12
1,100.00 DR PEPPER SNAPPLE GROUP	11/9/2009	5/3/2010	37,285.30	29,297.07	7,988.23
302,000.00 FNMA SINGLE FAMILY MORTGAGE 5% 30 YEARS SETT	4/9/2010	5/10/2010	313,596.33	309,644.38	3,951.95
2,925.00 HANSEN NATURAL CORP COM	8/10/2009	5/10/2010	111,738.96	87,777.25	23,961.71
6,770.19 CAP AUTO 4.6799982834% DUE 10-15-2012 BACKED NT C	10/7/2009	5/17/2010	6,770.19	7,052.22	-282.03
100,000.00 CAP 1 MULTI-ASSET 4.05% DUE 03-15-2013 3.150 20130	9/3/2009	5/17/2010	100,000.00	102,089.84	-2,089.84
3,505.00 CENTURYTEL INC	1/7/1900	5/19/2010	118,225.51	104,274.45	13,951.06
830 SOTHEBYS HOLDINGS INC CL A	8/27/2009	5/19/2010	25,900.46	12,872.94	13,027.52
990 UMB PTNL CORP	7/17/2009	5/19/2010	39,650.32	39,824.13	-173.81
1,425.00 ADR LAFARGE S A SPONSORED	1/28/2010	5/20/2010	20,278.26	27,361.00	-7,082.74
130,000.00 UNITED STATES TREAS NTS	8/11/2009	5/20/2010	152,542.98	142,926.98	9,616.00
5,126.16 FNMA POOL 850862 ADJ RT DUE 12-01-2035 BEO	11/16/2009	5/25/2010	5,126.16	5,358.44	-232.28
60,953.16 FNMA POOL 945845 6% DUE 08-01-2037 BEO	9/8/2009	5/25/2010	60,953.16	64,143.68	-3,190.52
130,000.00 UNITED STATES TREAS NTS	8/11/2009	5/25/2010	152,383.74	142,926.98	9,456.76
75,000.00 US TREAS NTS DTD 1/31/10 2.25 DUE 01-31-2015 REG	3/10/2010	6/2/2010	75,682.37	74,683.59	998.78
140,000.00 VERIZON COMMUNICATIONS INC 5.55 DUE 02-15-2016 BEO	10/22/2009	6/4/2010	155,055.60	151,848.20	3,207.40
302,000.00 FNMA SINGLE FAMILY MORTGAGE 5% 30 YEARS SETT	5/10/2010	6/8/2010	318,456.64	312,334.06	6,122.58
4,629.36 DAIMLERCHRYSLER 4.71000003815% DUE 09-08-2	4/9/2010	6/8/2010	4,629.36	4,753.41	-124.05
3,090.00 MYLAN LABS INC COM RTS EXP 11/14/2006	7/17/2009	6/9/2010	55,184.00	38,559.80	16,624.20
2,016.00 ARM HLDGS PLC SPONSORED	7/17/2009	6/10/2010	24,800.82	12,721.16	12,079.66
370 BERKLEY W R CORP COM	7/17/2009	6/15/2010	10,203.54	8,087.98	2,115.56
6,609.84 CAP AUTO 4.6799982834% DUE 10-15-2012 BACKED NT C	10/7/2009	6/15/2010	6,609.84	6,885.19	-275.35
615 CASEYS GEN STORES INC	7/17/2009	6/15/2010	22,044.24	16,848.11	5,196.13
1,740.00 DENBURY RES INC NEW	7/17/2009	6/15/2010	29,505.20	25,696.32	3,808.88
1,010.00 ENCORE WIRE CORP COM	7/17/2009	6/15/2010	20,332.17	22,001.54	-1,669.37
195 KAISER ALUM CORP COM PAR	7/17/2009	6/15/2010	7,583.42	6,850.92	732.50
90 SL GREEN RLTY CORP COM STK	7/17/2009	6/15/2010	5,672.50	1,939.81	3,732.69
645 SOTHEBYS HOLDINGS INC CL A	8/27/2009	6/15/2010	20,230.21	10,514.34	9,715.87
730 TRINITY INDS INC	7/17/2009	6/15/2010	15,679.69	10,667.78	5,011.91
145 ULTRA PETE CORP COM	1/15/2010	6/15/2010	7,216.53	7,662.68	-446.15
100 VAIL RESORTS INC	7/17/2009	6/15/2010	4,094.15	2,889.96	1,204.19
1,266.00 ADR BRIT SKY BROADCASTING	7/17/2009	6/16/2010	52,564.70	41,122.97	11,441.73
90,000.00 UTD STATES TREAS NTS 1.5 NT 31/10/2010 USD1000 1.5	4/6/2010	6/16/2010	90,449.70	90,612.02	-162.32
215,000.00 UNITED STATES TREAS NTS T-NT 3.25% DUE 05-31-2016	2/5/2010	6/16/2010	224,171.09	221,047.74	3,123.35
75,000.00 MIDAMERICAN ENERGY 5.75% DUE 04-01-2018 5.75% DUE 0	9/23/2009	6/17/2010	82,873.50	80,999.25	1,874.25
2,575.00 MYLAN LABS INC COM RTS EXP 11/14/2006	7/17/2009	6/17/2010	46,448.61	32,133.17	14,315.44
5,540.00 REGIONS FINL CORP NEW COM	9/22/2009	6/18/2010	39,213.12	37,685.29	1,527.83
1,725.00 MYLAN LABS INC COM RTS EXP 11/14/2006	7/31/2009	6/22/2010	31,158.66	22,906.22	8,252.44

135,000.00 UNITED STATES TREAS NTS INDEX LINKED 07-15-2017
1,400,000.00 FHLMT NT 2 125 09-21-2012
1,525.00 MYLAN LABS INC COM RTS EXP 11/14/2006
1,280.00 SOTHEBYS HOLDINGS INC CL A
8,801.43 43 FNMA POOL 850862 ADJ RT DUE 12-01-2035 BEO
13,884.43 43 FNMA POOL 945845 6% DUE 08-01-2037 BEO
1,315.00 MARVELL TECHNOLOGY GROUP
727 ADR TURKCELL ILETISIM
596 ADR BRIT SKY BROADCASTING
570 ADR TURKCELL ILETISIM
3,518.00 VERBUND AG-SPONS ADR
SHORT TERM TOTALS

10/8/2009 6/22/2010 159,529.62 150,065.56 9,464.06
10/29/2009 6/24/2010 1,436,820.00 1,418,072.60 18,747.40
2/26/2010 6/24/2010 26,974.35 27,893.55 -919.20
8/27/2009 6/24/2010 32,670.04 20,865.66 11,804.38
11/16/2009 6/25/2010 8,801.43 9,200.25 -398.82
9/8/2009 6/25/2010 13,884.43 14,611.19 -726.76
7/17/2009 6/28/2010 22,459.82 17,153.39 5,306.43
7/17/2009 6/29/2010 9,570.49 10,071.86 -501.37
7/17/2009 6/30/2010 24,955.58 19,359.63 5,595.95
7/17/2009 6/30/2010 7,408.73 7,896.78 -488.05
7/17/2009 6/30/2010 21,649.05 33,280.28 -11,631.23
75,403,989.83 70,843,526.04 4,560,463.79

Shares	Description	Acquired	Sold	Gross Sales		Cost or Other		Short-term
				Price	Basis	Gain/Loss		
269	ADR DIAGEO PLC SPONSORED	11/2/2007	7/1/2009	15,910.64	24,530.11	-8,619.47		
244	HOSPIRA INC	9/5/2006	7/1/2009	9,289.47	8,898.74	390.73		
1,261.00	WYETH LABS	10/13/2004	7/8/2009	56,910.12	46,819.60	10,090.52		
1,394.00	ABB LTD SPONSORED ADR	6/27/2008	7/17/2009	22,559.22	40,168.80	-17,609.58		
4,772.00	AT&T INC	12/7/2005	7/17/2009	113,317.76	119,220.47	-5,902.71		
4,647.00	ABBOTT LABORATORIES	10/12/2004	7/17/2009	206,280.14	190,006.00	16,274.14		
2,946.00	ALLSTATE CORP	4/24/2006	7/17/2009	71,349.10	157,709.82	-86,360.72		
3,113.00	ALTRIA GROUP INC	10/12/2004	7/17/2009	53,222.83	33,924.34	19,298.49		
3,091.00	AMERICAN EXPRESSCO	5/27/2003	7/17/2009	84,936.02	106,226.00	-21,289.98		
2,959.00	AUTOMATIC DATA PROCESSING	10/20/2006	7/17/2009	104,059.43	117,473.00	-13,413.57		
345	BASF AG SPONSORED ADR 00	7/11/2008	7/17/2009	15,376.25	22,341.71	-6,965.46		
424,011.68	MFO BLACKROCK INTL BD-A	7/1/2008	7/17/2009	4,371,710.60	4,759,405.87	-387,695.27		
2,577.00	CVS CORP	3/19/2008	7/17/2009	83,482.86	102,438.60	-18,955.74		
1,826.00	CATERPILLAR INC	1/7/1900	7/17/2009	62,139.92	133,526.00	-71,386.08		
1,097.00	CHEVRONTXACO CORP	6/29/2003	7/17/2009	71,120.08	40,521.72	30,598.36		
1,092.00	CHUBB CORP	6/19/2008	7/17/2009	44,496.54	57,098.14	-12,601.60		
7,567.00	COCA COLA CO	10/12/2004	7/17/2009	380,007.23	300,107.00	79,900.23		
1,259.00	CONOCOPHILLIPS	6/19/2003	7/17/2009	53,372.29	34,389.45	18,982.84		
65,000.00	DAIMLERCHRYSLER N 6.5% DUE 11-15-2013 DUE 11-15-2013	3/3/2004	7/17/2009	66,515.80	67,245.00	-729.20		
3,014.00	ADR DIAGEO PLC SPONSORED	6/4/2008	7/17/2009	173,825.27	242,882.89	-69,057.62		
3,468.00	DOMINION RES INC VA NEW	6/18/2006	7/17/2009	113,779.38	153,165.00	-39,385.62		
1,862.00	EATON CORP	5/21/2008	7/17/2009	83,499.06	156,917.00	-73,417.94		
1,223.00	ENTERGY CORP NEW	5/23/2008	7/17/2009	91,354.53	138,323.00	-46,968.47		
1,622.00	EXELON CORP	5/23/2008	7/17/2009	82,953.92	133,572.00	-50,618.08		

11,080.00 EXXON MOBIL CORP	8/2/2006	7/17/2009	754,856.56	591,795.00	163,061.56
1,202.00 FLUOR CORP	2/7/2008	7/17/2009	59,307.44	60,455.00	-1,147.56
3,028.00 FOMENTO ECONOMICO MEX-SP	4/30/2008	7/17/2009	100,755.32	135,806.00	-35,050.68
994 FRANKLIN RESOURCES INC	5/30/2008	7/17/2009	71,369.65	101,275.00	-29,905.35
1,483.00 GENERAL DYNAMICS CORP	5/30/2008	7/17/2009	80,013.21	134,828.00	-54,814.79
875 GOLDMAN SACHS GROUP INC	7/16/2008	7/17/2009	137,034.43	142,024.06	-4,989.63
2,380.00 HSBC HLDGS PLC SPONS ADR	7/6/2005	7/17/2009	106,470.84	195,170.00	-88,699.16
3,748.00 HALLIBURTON CO	2/7/2008	7/17/2009	80,197.26	133,570.00	-53,372.74
2,477.00 HESS CORP COM STK	9/6/2006	7/17/2009	124,354.34	111,175.00	13,179.34
233 HOSPIRA INC	9/5/2006	7/17/2009	8,666.51	8,497.56	168.95
12,710.00 INTEL CORP COM	1/23/2008	7/17/2009	232,973.38	231,331.27	1,642.11
1,003.00 INTL BUSINESS MACHINES	12/19/2007	7/17/2009	114,393.12	109,300.31	5,092.81
7,499.00 JOHNSON & JOHNSON	5/4/2006	7/17/2009	441,421.03	425,123.00	16,298.03
2,065.00 LAUDER ESTEE COS INC CL A	10/12/2004	7/17/2009	68,576.88	83,422.97	-14,846.09
3,455.00 LOCKHEED MARTIN CORP	5/2/2007	7/17/2009	281,142.36	247,854.03	33,288.33
1,725.00 MCDONALDS CORP	10/12/2004	7/17/2009	99,509.23	47,588.00	51,921.23
3,380.00 MCGRAW HILL COMPANIES INC	10/12/2004	7/17/2009	108,231.91	109,809.00	-1,577.09
1,848.00 MEDTRONIC INC	10/25/2007	7/17/2009	64,155.18	91,835.00	-27,679.82
9,119.00 MERCK & CO INC	3/2/2006	7/17/2009	251,210.13	288,939.00	-37,728.87
5,383.00 METLIFE INC	6/18/2008	7/17/2009	162,929.52	288,967.00	-126,037.48
8,085.00 MICROSOFT CORP COM	9/2/2004	7/17/2009	195,537.15	210,295.09	-14,757.94
2,109.00 MICROCHIP TECHNOLOGY INC	6/9/2008	7/17/2009	53,439.42	74,747.00	-21,307.58
10,000.00 MORGAN STANLEY 4.75% DUE	3/23/2004	7/17/2009	9,643.00	9,911.14	-268.14
8,646.00 NESTLE S A SPONSORED ADR	10/10/2007	7/17/2009	347,300.88	245,083.00	102,217.88
11,799.00 NEWS CORP CL A	7/6/2005	7/17/2009	108,320.28	186,152.00	-77,831.72
4,932.00 NORTHROP GRUMMAN CORP	6/11/2008	7/17/2009	230,620.80	343,891.00	-113,270.20
1,760.00 NOVO NORDISK A S ADR	5/7/2008	7/17/2009	97,991.11	123,086.09	-25,094.98
2,206.00 OCCIDENTAL PETROLEUM CORP	6/27/2008	7/17/2009	147,809.01	85,817.00	61,992.01
3,357.00 OMNICO GRP INC COM	5/21/2008	7/17/2009	108,586.42	154,018.00	-45,431.58
5,656.00 ORACLE CORPORATION	2/6/2008	7/17/2009	121,945.31	109,037.05	12,908.26
3,964.00 PPG INDS INC COM	9/13/2007	7/17/2009	196,035.77	284,576.00	-88,540.23
1,588.00 PEABODY ENERGY CORP COM	8/17/2007	7/17/2009	52,341.04	65,255.00	-12,913.96
2,153.00 PEOPLES UTD FINL INC COM	7/11/2007	7/17/2009	32,806.78	37,962.00	-5,155.22
4,860.00 PEPSICO INC	1/8/1900	7/17/2009	276,624.57	249,033.00	27,591.57
351 ADR PETROLEO BRASILEIRO SA	11/2/2007	7/17/2009	13,939.43	16,086.56	-2,147.13
15,719.00 PHILIP MORRIS INTERNATIONAL	6/11/2008	7/17/2009	688,175.84	589,525.00	98,650.84
1,384.00 PRAXAIR INC	3/24/2006	7/17/2009	98,480.00	69,749.00	28,731.00
272 PROCTER & GAMBLE CO	5/28/2004	7/17/2009	15,061.20	14,519.16	542.04
1,301.00 PRUDENTIAL FINL INC	8/17/2007	7/17/2009	50,263.49	117,525.00	-67,261.51

1,147.00 REPUBLIC SVCS INC	10/11/2004	7/17/2009	29,791.18	23,105.91	6,685.27
2,721.00 ROYAL DUTCH SHELL PLC	6/27/2005	7/17/2009	136,784.69	150,359.00	-13,574.31
2,790.00 STATE STREET CORP	4/23/2008	7/17/2009	133,479.93	208,461.00	-74,981.07
2,574.00 SYSCO CORP	12/22/2004	7/17/2009	58,505.00	91,148.00	-32,643.00
4,298.00 TARGET CORP	7/25/2006	7/17/2009	168,655.20	202,422.00	-33,766.80
5,944.00 TEXAS INSTRUMENTS INC	10/25/2007	7/17/2009	133,306.22	190,028.00	-56,721.78
6,296.00 ADR TOTAL SA	11/7/2007	7/17/2009	343,246.58	414,206.63	-70,960.05
3,584.00 UNITED TECHNOLOGIES CORP	5/16/2006	7/17/2009	192,470.54	218,481.30	-26,010.76
192 V F CORP	11/22/2005	7/17/2009	11,483.12	10,634.06	849.06
5,382.00 ADR VODAFONE GROUP PLC NEW	7/19/2007	7/17/2009	99,709.75	178,437.00	-78,727.25
1,749.00 WAL MART STORES INC	7/6/2005	7/17/2009	84,855.45	90,912.00	-6,056.55
6,846.00 WALGREEN CO	10/12/2004	7/17/2009	202,636.38	247,489.00	-44,852.62
3,880.00 WYETH LABS	8/15/2007	7/17/2009	179,261.48	168,060.40	11,201.08
472 ZIMMER HLDGS INC	7/15/2008	7/17/2009	19,736.36	31,331.92	-11,595.56
4,818.00 ACCENTURE LTD BERMUDA CL A	4/2/2008	7/17/2009	164,904.33	167,261.00	-2,356.67
1,764.36 J P MORGAN CHASE & CO	9/19/2006	7/27/2009	66,708.73	70,791.89	-4,083.16
1,190.00 CISCO SYS INC	1/6/1900	7/30/2009	26,101.74	28,131.61	-2,029.87
380 APPLE COMPUTER INC	6/17/2008	7/31/2009	62,350.89	68,584.04	-6,233.15
345 TRANSOCEAN LTD	7/19/2007	8/6/2009	26,928.87	31,003.46	-4,074.59
399 ADR PETROLEO BRASILEIRO SA	11/2/2007	9/1/2009	15,567.42	18,286.44	-2,719.02
230 APPLE COMPUTER INC	6/18/2008	10/1/2009	42,378.25	41,247.53	1,130.72
2,955.00 QUALCOMM INC	5/23/2008	10/12/2009	123,290.06	123,007.00	283.06
1,767.93 NOKIA CORP SPONSORED ADR	5/23/2008	10/15/2009	24,260.85	51,660.11	-27,399.26
1,617.07 NOKIA CORP SPONSORED ADR	5/23/2008	10/16/2009	21,759.38	47,251.89	-25,492.51
200 GOLDMAN SACHS GROUP INC	9/17/2008	10/22/2009	36,205.49	20,362.62	15,842.87
890 J P MORGAN CHASE & CO	3/9/2005	11/2/2009	37,776.50	33,579.22	4,197.28
1,035.00 J P MORGAN CHASE & CO	7/6/2005	11/12/2009	45,704.52	36,124.12	9,580.40
600 J P MORGAN CHASE & CO	11/12/2008	11/16/2009	25,794.18	21,040.19	4,753.99
493.28 J P MORGAN CHASE & CO	11/12/2008	11/17/2009	21,143.71	17,152.75	3,990.96
84.18 TRANSOCEAN LTD	7/24/2008	12/9/2009	6,715.60	10,634.67	-3,919.07
943.63 J P MORGAN CHASE & CO	12/3/2008	12/16/2009	39,071.22	26,226.41	12,844.81
200 APPLE COMPUTER INC	6/27/2008	1/4/2010	42,765.66	34,378.74	8,386.92
1,030.00 IDEXX LABS INC	2/23/2009	3/1/2010	55,602.09	31,497.40	24,104.69
2,710.00 SONIC CORP	2/23/2009	3/8/2010	23,500.28	24,294.61	-794.33
1,480.00 AT&T INC	1/9/2008	3/12/2010	37,678.54	52,329.56	-14,651.02
1,290.00 AARON RENTS INC CL B	2/23/2009	3/12/2010	40,919.70	36,230.94	4,688.76
615 ADVISORY BRD CO COM	2/23/2009	3/12/2010	20,057.78	9,890.06	10,167.72
780 AFFILIATED MANAGERS GROUP	2/23/2009	3/12/2010	60,403.05	29,201.48	31,201.57
515 ALBERTO-CULVER CO NEW COM	2/23/2009	3/12/2010	14,180.91	11,534.66	2,646.25

1,110.00 ALLSTATE CORP	4/24/2006	3/12/2010	35,149.03	61,698.88	-26,549.85
2,140.00 ALTRIA GROUP INC	10/12/2004	3/12/2010	43,248.85	23,320.94	19,927.91
365 AMBASSADORS GROUP INC COM	2/23/2009	3/12/2010	4,243.91	2,682.46	1,561.45
520 ANSYS INC	2/23/2009	3/12/2010	23,430.12	12,235.44	11,194.68
690 APACHE CORP	5/14/2008	3/12/2010	73,530.99	94,893.25	-21,362.26
360 APPLE COMPUTER INC	6/27/2008	3/12/2010	81,588.96	60,008.79	21,580.17
500 APTARGROUP INC	2/23/2009	3/12/2010	20,110.74	13,207.05	6,903.69
660 BALCHEM CORP COM	2/23/2009	3/12/2010	15,985.59	8,922.93	7,062.66
1,760.00 BANK NEW YORK MELLON CORP	8/30/2006	3/12/2010	52,361.79	63,978.14	-11,616.35
395 BIO RAD LABS INC CL A	2/23/2009	3/12/2010	39,407.47	23,095.93	16,311.54
2,060.00 BLACKBAUD INC COM	2/23/2009	3/12/2010	51,284.70	22,319.07	28,965.63
105 BLUE NILE INC COM	2/23/2009	3/12/2010	5,842.13	2,357.01	3,485.12
645 BRADY CORP CLASS A	2/23/2009	3/12/2010	19,511.00	11,437.40	8,073.60
1,050.00 CHEVRONTXACO CORP	10/12/2004	3/12/2010	77,205.10	48,630.25	28,574.85
445 CHOICE HOTELS INTL INC COM	2/23/2009	3/12/2010	15,561.01	10,860.05	4,700.96
1,680.00 CISCO SYS INC	1/6/1900	3/12/2010	43,444.25	39,715.21	3,729.04
385 CITY NATIONAL CORP	2/23/2009	3/12/2010	20,646.17	11,446.70	9,199.47
1,000.00 CONOCOPHILLIPS	10/26/2004	3/12/2010	51,334.35	37,825.68	13,508.67
421 COVANCE INC	2/23/2009	3/12/2010	25,685.98	16,463.42	9,222.56
915 DRIL-UIP INC COM	2/23/2009	3/12/2010	56,424.31	18,670.67	37,753.64
530 EMERSON ELECTRIC CO	2/23/2009	3/12/2010	25,439.10	14,992.70	10,446.40
505 EXPONENT INC COM STK	2/23/2009	3/12/2010	14,230.52	9,857.40	4,373.12
450 FPL GRP INC COM W/RTS	4/16/2008	3/12/2010	21,118.73	29,864.39	-8,745.66
370 FACTSET RESH SYS INC	2/23/2009	3/12/2010	26,050.08	13,915.00	12,135.08
2,000.00 FAIR ISAAC & CO INC	2/23/2009	3/12/2010	50,611.36	21,999.00	28,612.36
5,965.00 FOREST CITY ENTERPRISES	3/6/2009	3/12/2010	80,876.62	30,195.21	50,681.41
470 FORWARD AIR CORPORATION	2/23/2009	3/12/2010	12,378.04	8,082.36	4,295.68
2,720.00 GENERAL ELECTRIC CO	10/1/2003	3/12/2010	44,905.81	79,853.60	-34,947.79
290 GOLDMAN SACHS GROUP INC	2/20/2009	3/12/2010	51,021.95	28,246.20	22,775.75
530 HCC INS HLDGS INC	2/23/2009	3/12/2010	15,102.53	11,726.30	3,376.23
695 JACK HENRY & ASSOC INC	2/23/2009	3/12/2010	16,430.63	11,079.13	5,351.50
530 HEWLETT PACKARD CC COM	10/29/2008	3/12/2010	27,631.25	18,984.19	8,647.06
935 HIBBETT SPORTS INC COM STK	2/23/2009	3/12/2010	23,237.07	12,912.54	10,324.53
3,040.00 INTEL CORP COM	1/31/2008	3/12/2010	64,538.38	57,975.95	6,562.43
160 INTUITIVE SURGICAL INC COM	6/27/2008	3/12/2010	57,053.49	42,958.30	14,095.19
1,170.00 J P MORGAN CHASE & CO	12/3/2004	3/12/2010	50,683.76	45,097.33	5,586.43
755 JONES LANG LASALLE INC COM	2/23/2009	3/12/2010	51,177.93	15,695.47	35,482.46
725 KIRBY EXPLORATION, INC.	2/23/2009	3/12/2010	26,018.40	16,088.40	9,930.00
1,895.00 LK CORP COM LK CORP	2/23/2009	3/12/2010	38,917.87	21,620.81	17,297.06

530 LABORATORY CORP AMER HLDGS	2/23/2009	3/12/2010	39,077.88	32,175.51	6,902.37
30 LANDAUER INC	2/23/2009	3/12/2010	1,910.08	1,547.70	362.38
570 LAUDER ESTEE COS INC CL A	10/12/2004	3/12/2010	36,022.12	23,027.17	12,994.95
1,480.00 MANHATTAN ASSOCS INC COM	2/23/2009	3/12/2010	40,579.30	21,741.50	18,837.80
310 MATTHEWS INTL CORP CL A	2/2/2009	3/12/2010	10,568.67	12,041.13	-1,472.46
785 MCGRATH RENTCORP COM	2/23/2009	3/12/2010	19,091.98	15,603.52	3,488.46
441 MENS WEARHOUSE INC	2/23/2009	3/12/2010	10,433.22	4,453.09	5,980.13
2,310.00 MICROSOFT CORP COM	9/2/2004	3/12/2010	67,358.74	63,548.10	3,810.64
705 MORNINGSTAR INC COM STK	2/23/2009	3/12/2010	34,608.08	19,884.88	14,723.20
660 NATIONAL INSTRS CORP	2/23/2009	3/12/2010	22,008.15	11,767.40	10,240.75
235 OWENS & MINOR INC NEW COM	5/13/2005	3/12/2010	10,361.02	7,023.11	3,337.91
275 PSS WORLD MEDICAL INC	10/27/2008	3/12/2010	6,093.92	4,641.52	1,452.40
1,045.00 PEETS COFFEE & TEA INC COM	2/23/2009	3/12/2010	42,268.67	23,686.50	18,582.17
500 PEPSICO INC	10/15/2008	3/12/2010	32,547.59	26,974.56	5,573.03
530 PHILIP MORRIS INTERNATIONAL	2/24/2009	3/12/2010	26,507.45	18,528.96	7,978.49
315 POLARIS INDS INC	2/23/2009	3/12/2010	16,237.85	5,562.21	10,675.64
265 POOL CORP COM STK	2/23/2009	3/12/2010	5,805.07	3,527.15	2,277.92
395 POWER INTEGRATIONS INC	2/23/2009	3/12/2010	15,594.40	7,465.54	8,128.86
1,000.00 PROCTER & GAMBLE CO	5/28/2004	3/12/2010	63,217.90	54,005.00	9,212.90
1,510.00 PUBLIC SVC ENTERPRISE	6/27/2007	3/12/2010	46,161.62	65,897.81	-19,736.19
180 R L I CORPORATION	2/23/2009	3/12/2010	9,949.48	9,044.80	904.68
810 RAVEN INDS INC COM STK	2/23/2009	3/12/2010	24,638.27	16,145.65	8,492.62
535 RUDDICK CORP	2/23/2009	3/12/2010	16,322.64	11,505.92	4,816.72
2,385.00 SALLY BEAUTY HLDGS INC COM	2/23/2009	3/12/2010	20,174.69	9,539.52	10,635.17
1,065.00 SCANSOURCE INC COM	2/23/2009	3/12/2010	30,729.23	17,239.69	13,489.54
920 SIMPSON MFG INC COM	2/23/2009	3/12/2010	24,797.27	20,991.55	3,805.72
2,105.00 SONIC CORP	2/23/2009	3/12/2010	21,838.88	18,870.90	2,967.98
1,160.00 SUNTRUST BANKS INC	2/23/2009	3/12/2010	31,540.00	9,128.61	22,411.39
770 THERMO ELECTRON CORP	2/23/2009	3/12/2010	38,608.31	28,050.72	10,557.59
540 UNITED TECHNOLOGIES CORP	10/25/2007	3/12/2010	38,512.15	36,813.47	1,698.68
310 UNIVERSAL HEALTH REALTY	2/23/2009	3/12/2010	11,215.47	9,724.11	1,491.36
220 WESTAMERICA BANCORPORATION	2/23/2009	3/12/2010	12,459.54	8,457.44	4,002.10
545 WOLVERINE WORLD WIDE INC	4/2/2008	3/12/2010	15,628.87	16,450.13	-821.26
715 YOUNG INNOVATIONS INC COM	2/24/2009	3/12/2010	19,663.61	11,000.35	8,663.26
640 TRANSOCEAN LTD	7/19/2007	3/12/2010	54,835.33	57,868.40	-3,033.07
416 NOVO NORDISK A SADR	2/24/2009	3/17/2010	32,579.88	27,720.93	4,858.95
48 SUNTRUST BANKS INC	2/23/2009	3/22/2010	1,294.07	377.74	916.33
300 LK CORP COM LKQ CORP	2/23/2009	3/25/2010	5,991.76	3,422.82	2,568.94
0.5 AARON RENTS INC CL B	2/23/2009	4/16/2010	11.27	8.34	2.93

150 GOLDMAN SACHS GROUP INC	2/20/2009	4/19/2010	23,354.28	12,746.44	10,607.84
810 CASEYS GEN STORES INC	2/23/2009	4/21/2010	31,796.09	15,964.13	15,831.96
150 FACTSET RESH SYS INC	2/23/2009	4/21/2010	11,376.10	5,641.22	5,734.88
220 APPLE COMPUTER INC	10/27/2008	4/22/2010	56,708.04	31,866.90	24,841.14
100 ANSYS INC	2/23/2009	4/23/2010	4,532.27	2,352.97	2,179.30
735 BLUE NILE INC COM	2/23/2009	4/23/2010	40,671.12	16,499.06	24,172.06
720 GOLDMAN SACHS GROUP INC	2/20/2009	4/27/2010	108,156.57	61,182.94	46,973.63
352 SCHLUMBERGER LTD ISIN	8/28/2008	4/30/2010	25,244.90	34,624.43	-9,379.53
835 MATTHEWS INTL CORP CL A	2/23/2009	5/13/2010	28,407.56	29,913.47	-1,505.91
186 YOUNG INNOVATIONS INC COM	2/24/2009	5/17/2010	4,636.01	2,858.04	1,777.97
19 YOUNG INNOVATIONS INCCOM	2/24/2009	5/18/2010	474.04	291.95	182.09
895 AMBASSADORS GROUP INCCOM	2/23/2009	5/24/2010	10,090.24	6,577.53	3,512.71
525 ICU MED INC COM	2/23/2009	5/24/2010	16,750.84	17,802.02	-1,051.18
3,925.00 SONIC CORP	3/18/2009	5/24/2010	42,679.73	34,950.54	7,729.19
552 AMBASSADORS GROUP INCCOM	2/23/2009	5/25/2010	6,158.67	4,056.76	2,101.91
1,163.00 AMBASSADORS GROUP INCCOM	2/23/2009	5/26/2010	13,296.23	8,547.12	4,749.11
340 ANSYS INC	2/23/2009	5/27/2010	15,011.09	8,000.10	7,010.99
120 FACTSET RESH SYS INC	2/23/2009	5/27/2010	8,239.05	4,512.97	3,726.08
195 APPLE COMPUTER INC	10/27/2008	6/1/2010	51,464.74	18,725.33	32,739.41
314 NOVO NORDISK A S ADR	2/24/2009	6/30/2010	25,531.97	15,614.65	9,917.32
ADR GIVAUDAN SA ADR - SALE OF RIGHTS	VAR	7/8/2009	1,989.24	0.00	1,989.24
ADR GIVAUDAN SA ADR - SALE OF RIGHTS	VAR	8/7/2009	49.73	0.00	49.73
891,355 COAST ACCESS II LTD	11/1/2007	7/21/2009	898,397	1,271,251	(372,854)
579,495 COAST ACCESS II LTD	11/1/2007	11/12/2009	600,589	826,476	(225,887)
202,953 COAST ACCESS II LTD	11/1/2007	1/28/2010	212,999	289,452	(76,452)
155,281 COAST ACCESS II LTD	11/1/2007	5/20/2010	167,983	221,462	(53,479)
LONG-TERM TOTALS			20,316,900	21,730,467	-1,413,567
CAPITAL GAIN DISTRIBUTIONS					98,745
TOTAL CAPITAL GAIN/(LOSS)			95,720,890	92,573,993	3,245,642

THE OFFIELD FAMILY FOUNDATION

36-6066240

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PAXSON OFFIELD 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	DIRECTOR & PRESIDENT, VARIOUS	0.	0.	0.
JAMES S. OFFIELD 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	VICE PRES & TREASURER, VARIOUS	0.	0.	0.
GAIL HODGE 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	SECRETARY, VARIOUS	18,000.	0.	0.
CHASE OFFIELD 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	DIRECTOR, VARIOUS	0.	0.	0.
MEIGHAN OFFIELD 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	DIRECTOR, VARIOUS	0.	0.	0.
BRUCE E. HUEY FRIEDMAN & HUEY ASSOCIATES LLP P.O. BOX 1055 HOMewood, IL 60630	ASSISTANT SECRETARY, VARIOUS	0.	0.	0.

THE OFFIELD FAMILY FOUNDATION

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

ATTACHMENT 10 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SANDRA NEWMAN K&L GATES LLP 70 WEST MADISON STREET, #3100 CHICAGO, IL 60602	ASSISTANT SECRETARY, VARIOUS	0.	0.	0.
GRAND TOTALS		18,000.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
NORTHERN TRUST COMPANY 50 SOUTH LASALLE STREET, CHICAGO, IL 60675	MONEY MANAGEMENT	213,857.
FRIEDMAN & HUEY ASSOCIATES LLP 1313 W. 175TH STREET HOMEWOOD, IL 60430	ACCOUNTING SERVICES	55,130.
TOTAL COMPENSATION		<u>268,987.</u>

THE OFFIELD FAMILY FOUNDATION
PART XV - GRANTS AND CONTRIBUTIONS PAID
FOR THE YEAR ENDED JUNE 30, 2010

<u>Part XV, LINE 3a - GRANTS PAID DURING THE YEAR:</u>	<u>FOUNDATION STATUS</u>	<u>TOTAL</u>
4CULTURE (SEATTLE) 3518 EREMONT AVENUE N, #118, SEATTLE, WA 98103	PUBLIC CHARITY	\$ 10,000 00
ALLIED EMS 3407 M119, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	\$ 50,000 00
AMANDA FOUNDATION 351 FOOTHILL ROAD, BEVERLY HILLS, CA 90210	PUBLIC CHARITY	\$ 5,000 00
AMERICAN RED CROSS - ST LOUIS CHAPTER 10195 CORPORATE SQUARE, ST LOUIS, MO 63131	PUBLIC CHARITY	\$ 50,000 00
AMERICAN RED CROSS - PETOSKY CHAPTER PO BOX 2478, PETOSKEY, MI 49770	PUBLIC CHARITY	\$ 6,000 00
ARTIST TRUST - A RESOURCE FOR WASHINGTON 1835 12TH AVENUE, SEATTLE, WA 98122	PUBLIC CHARITY	\$ 10,000 00
B E H I V P O BOX 5171, EVANSTON, IL 60204	PUBLIC CHARITY	\$ 10,000 00
BIGHORN GOLF CLUB CHARITIES 255 PALOWET DRIVE, PALM DESERT, CA 92260	PUBLIC CHARITY	\$ 25,000 00
BILLFISH FOUNDATION 2161 EAST COMMERCIAL BLVD - 2ND FLOOR, FT LAUDERDALE, FL 33308	PUBLIC CHARITY	\$ 300,000 00
BOY SCOUTS OF AMERICA - CALUMET COUNCIL 8751 CALUMET AVENUE, MUNSTER, IN 46321	PUBLIC CHARITY	\$ 12,500 00
CAMP DAGGETT 3001 CHURCH ROAD, PETOSKEY, MI 49770	PUBLIC CHARITY	\$ 10,000 00
CATALINA CHOICES, INC P O BOX 1492, AVALON, CA 90704	PUBLIC CHARITY	\$ 100,000 00
CATALINA ISLAND CONSERVANCY P O BOX 2739, AVALON, CA 90704	PRIVATE OPERATING FOUNDATION	\$ 260,000 00
CATALINA ISLAND PERFORMING ARTS CENTER P O BOX 2070, AVALON, CA 90704	PUBLIC CHARITY	\$ 50,000 00
CATALINA SEABASS FUND (CONTROLLED PER 4942(g)(1)(A)) P O BOX 2080, AVALAON, CA 90704	PRIVATE OPERATING FOUNDATION	\$ 125,000 00
CHARLES & EMMA FRYE FREE PUBLIC ART MUSEUM INC TESTAMENTARY TRUST 704 TERRY AVENUE, SEATTLE, WA 98104	PRIVATE OPERATING FOUNDATION	\$ 10,000 00
CHILDREN'S MEMORIAL HOSPITAL 2300 CHILDREN'S PLAZA, CHICAGO, IL 60614	PUBLIC CHARITY	\$ 17,500 00
CHRIST CHILD SOCIETY P O BOX 5171, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	\$ 10,000 00
CONNECTIONS EQUINE THERAPY PROGRAM 11585 E PURPLE SAGE ROAD, CORNVILLE, AZ 86325	PUBLIC CHARITY	\$ 1,000 00
CONSERVATION INTERNATIONAL FOUNDATION 2011 CRYSTAL DRIVE, ARLINGTON, VA 22202	PUBLIC CHARITY	\$ 100,000 00
CORNERSTONE TEEN CENTER, COMMUNITY CONGREGATIONAL CHURCH P O BOX 98, AVALON, CA 90704	PUBLIC CHARITY	\$ 60,000 00
CRES, C/O ZOOLOGICAL SOCIETY OF SAN DIEGO P O BOX 120551, SAN DIEGO, CA 92112	PUBLIC CHARITY	\$ 285,000 00
CROOKED TREE ARTS COUNCIL 461 EAST MITCHELL STREET, PETOSKEY, MI 49770	PUBLIC CHARITY	\$ 50,000 00
EISENHOWER MEDICAL CENTER 3900 BOB HOPE DRIVE, RANCHO MIRAGE, CA 92270	PUBLIC CHARITY	\$ 50,000 00

**THE OFFIELD FAMILY FOUNDATION
PART XV - GRANS AND CONTRIBUTIONS PAID
FOR THE YEAR ENDED JUNE 30, 2010**

ERIKSON INSTITUTE 451 N LASALLE STREET, CHICAGO, IL 60654	PUBLIC CHARITY	\$	15,000 00
THE FIRST SCHOOL 1810 BROADWAY STREET, SANTA MONICA, CA 90404	PUBLIC CHARITY	\$	2,500 00
FIRST TEE OF BOYNE HIGHLANDS P O BOX 613, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	\$	25,000 00
FRIENDS OF AMERICAN LAKE PO BOX 99608, TACOMA, WA 98496	PUBLIC CHARITY	\$	25,000 00
GLOBAL TRAINING NETWORK 7558 W THUNDERABIRD RD , STE 1, P M B 449, PEORIA, AZ 85381	PUBLIC CHARITY	\$	5,000 00
GREAT LAKES CAMP, C/O UNIVERSITY OF MICHIGAN HEALTH 850 CROOKED TREE DRIVE, PETOSKEY, MI 49770	PUBLIC CHARITY	\$	10,000 00
H A R B O R , INC P O BOX 112, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	\$	60,000 00
HARBOR SPRINGS AIRPORT TERMINAL 8350 M-119, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	\$	50,000 00
HARBOR HALL FOUNDATION P O BOX 376, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	\$	50,000 00
HARBOR SPRINGS AREA HISTORICAL SOCIETY P O BOX 812, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	\$	25,000 00
HARBOR SPRINGS COMMUNITY FOOD PANTRY 8220 Clayton Road, Harbor Springs, MI 49740	PUBLIC CHARITY	\$	6,000 00
HARBOR SPRINGS LIBRARY ASSOCIATION 206 SOUTH SPRING STREET, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	\$	10,000 00
HARBOR SPRINGS POLICE DEPARTMENT 170 ZOLL STREET, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	\$	5,000 00
HEART OF THE LAKES CENTER FOR LAND CONSERVANCY POLICY P O BOX 80854, LANSING, MI 48908	PUBLIC CHARITY	\$	25,000 00
HIGH ARCTIC INSTITUTE, INC 603 10TH AVENUE, ORION, IL 61273	PUBLIC CHARITY	\$	50,000 00
HOSPICE OF LITTLE TRAVERSE BAY 3434 M-119, SUITE F, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	\$	50,000 00
HUMANE SOCIETY FOR SEATTLE - KING COUNTY 13212 SE EASTGATE WAY, BELLEVUE, WA 98005	PUBLIC CHARITY	\$	25,000 00
HUMANE SOCIETY OF THE US FOR ANIMAL RESEARCH 2100 L STREET NW, WASHINGTON, DC 20037	PUBLIC CHARITY	\$	250,000 00
INTERNATIONAL GAME FISH ASSOCIATION, INC 300 GULF STREAM WAY, DANIA BEACH, FL 33004	PUBLIC CHARITY	\$	200,000 00
INTERNATIONAL SEAKEEPERS SOCIETY, INC 4101 RAVENSWOOD ROAD, FT LAUDERDALE, FL 33312	PUBLIC CHARITY	\$	25,000 00
J F SHEA THERAPEUTIC RIDING CENTER, INC 26284 Oso Road, San Juan Capistrano, CA 92675	PUBLIC CHARITY	\$	10,000 00
JEFFREY P BODZICK SCHOLARSHIP FOUNDATION P O BOX 169, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	\$	10,000 00
LAGUNA BEACH ANIMAL SHELTER 20612 LAGUNA CANYON ROAD, LAGUNA BEACH, CA 92651	PUBLIC CHARITY	\$	10,000 00
LAGUNA BEACH PRESBYTERIAN CHURCH 415 FOREST AVENUE, LAGUNA BEACH, CA 92651	PUBLIC CHARITY	\$	10,000 00
LAGUNA COLLEGE OF ART AND DESIGN 2222 LAGUNA CANYON ROAD, LAGUNA BEACH, CA 92651	PUBLIC CHARITY	\$	30,000 00

**THE OFFIELD FAMILY FOUNDATION
PART XV - GRANS AND CONTRIBUTIONS PAID
FOR THE YEAR ENDED JUNE 30, 2010**

LANGE FOUNDATION 2106 S SEPULVEDA BLVD, LOS ANGELES, CA 90025	PUBLIC CHARITY	\$	5,000 00
LITTLE TRAVERSE BAY HUMANE SOCIETY 1300 W CONWAY ROAD, PETOSKEY, MI 49740	PUBLIC CHARITY	\$	510,000 00
LITTLE TRAVERSE CONSERVANCY 3264 POWELL ROAD, HARBOR SPRINGS, MI 49740-9469	PUBLIC CHARITY	\$	1,000,000 00
LITTLE TRAVERSE SAILORS P O BOX 583, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	\$	10,000 00
MARINE CONSERVATION SCIENCE INSTITUTE 2809 S MISSION ROAD, SUITE G, FALLBROOK, CA 92028	PRIVATE OPERATING FOUNDATION	\$	75,000 00
MICHIGAN ENVIRONMENTAL COUNCIL 119 PERE MARQUETTE DRIVE, SUITE 3B, LANSING, MI 48912	PUBLIC CHARITY	\$	25,000 00
NAROPA UNIVERSITY 2130 ARAPAHOE AVENUE, BOULDER, CO 80302-6697	PUBLIC CHARITY	\$	70,000 00
NORTH CENTRAL MICHIGAN COLLEGE FOUNDATION 1515 HOWARD STREET, PETOSKEY, MI 49770	PUBLIC CHARITY	\$	15,000 00
NORTHERN MICHIGAN HOSPITAL FOUNDATION 360 CONNABLE AVENUE, PETOSKEY, MI 49770	PUBLIC CHARITY	\$	750,000 00
OCEAN FUTURES SOCIETY, INC 325 CHAPA,A STREET, SANTA BARBARA, CA 93101	PUBLIC CHARITY	\$	200,000 00
OLD TOWN MISSION 116 E PINAL STREET, COTTONWOOD, AZ 86326	PUBLIC CHARITY	\$	4,000 00
OPERATION SCHOOL BELL/ALSC 1370 NORTH SAINT ANDREWS PLACE, HOLLYWOOD, CA 90028	PUBLIC CHARITY	\$	2,500 00
PEREGRINE FUND 5668 WEST FLYING HAWK LANE, BOISE, ID 83709	PUBLIC CHARITY	\$	410,000 00
PETOSKEY/HARBOR SPRINGS AREA COMMUNITY FOUNDATION 616 PETOSKEY STREET, SUITE 100, PETOSKEY, MI 49770	PUBLIC CHARITY	\$	25,000 00
PLANNED PARENTHOOD OF WEST AND NORTHERN MICHIGAN, INC 425 CHERRY STREET SE, GRAND RAPIDS, MI 49503	PUBLIC CHARITY	\$	275,000 00
POLICE ATHLETIC LEAGUE 991 LONGWOOD AVENUE, BRONX, NY 10459	PUBLIC CHARITY	\$	15,000 00
RIM OF THE WORLD HISTORICAL SOCIETY P O BOX 1550, LAKE ARROWHEAD, CA 92352	PUBLIC CHARITY	\$	33,000 00
SEATTLE ANIMAL SHELTER 2061 15TH AVENUE WEST, SEATTLE, WA 98119	PUBLIC CHARITY	\$	20,000 00
THE SURFRIDER FOUNDATION P O BOX 6010, SAN CLEMENTE, CA 92674	PUBLIC CHARITY	\$	50,000 00
TIP OF THE MITT WATERSHED COUNCIL 426 BAY STREET, PETOSKEY, MI 49770	PUBLIC CHARITY	\$	50,000 00
TOP OF MICHIGAN TRAILS COUNCIL INC 445 E MITCHELL, PETOSKEY, MI 49770	PUBLIC CHARITY	\$	10,000 00
UNIVERSITY OF WASHINGTON P O BOX 352230, SEATTLE, WA 98195	PUBLIC CHARITY	\$	100,000 00
VERDE VALLEY CHRISTIAN CHURCH 3605 ZALESKY ROAD, COTTONWOOD, AZ 86326	PUBLIC CHARITY	\$	5,000 00

**THE OFFIELD FAMILY FOUNDATION
PART XV - GRANTS AND CONTRIBUTIONS PAID
FOR THE YEAR ENDED JUNE 30, 2010**

WESTMINSTER SCHOOL 995 HOPMEADOW STREET, SINSBURY, CT 06070	PUBLIC CHARITY	\$	525,000 00
WILD DOLPHIN PROJECT, INC P O BOX 8436, JUPITER, FL 33468	PUBLIC CHARITY	\$	10,000 00
WINDOW TO THE WORLD, INC 5400 N ST LOUS AVENUE, CHICAGO, IL 60625	PUBLIC CHARITY	\$	50,000 00
WOMEN'S RESOUCCE CENTER OF NORTHERN MICHIGAN 423 PORTER STREET, PETOSKEY, MI 49770	PUBLIC CHARITY	\$	100,000 00
THE WOUNDED WARRIOR PROJECT (WWP INC) 7020 A C SKINNER PARKWAY, STE 100, JACKSONVILLE, FL 32256	PUBLIC CHARITY		50,000
TOTAL CASH CONTRIBUTIONS (Part XV, Line 3(a))		\$	6,985,000.00
LESS GRANTS TO CONTROLLED RECIPIENTS (SEE ABOVE)		\$	(125,000 00)
TOTAL QUALIFIED DISBURSEMENTS (Part I, line 26(d))		\$	6,860,000.00

NOTE: ALL GRANTS FOR GENERAL PURPOSES

THE OFFIELD FAMILY FOUNDATION

36-6066240

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT	
				AMOUNT	FUNCTION INCOME
OTHER INCOME			18	36,978.	
SECURITIES LITIGATION SETTLEMENT			18	12,544.	
CASH-IN-LIEU			18	2.	
TOTALS				49,524.	