Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation: Steve and Diane Parrish Foundation

A Employer identification number: 26-1116145

Number and street (or P O box number if mail is not delivered to street address): c/o Foundation Source, 501 Silverside Road

Room/suite: 123

B Telephone number (see page 10 of the instructions): (800) 839-1754

City or town, state, and ZIP code: Wilmington DE 19809-1377

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,523,173

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

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

	Line	Description	(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)	500,740			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	8	8		
	4	Dividends and interest from securities	88,720	88,720		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	77,575			
	b	Gross sales price for all assets on line 6a 867,459				
	7	Capital gain net income (from Part IV, line 2)		77,575		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	667,043	166,303		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	5,264			5,264
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)	68			68
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	30,905	30,905		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	3,123	1,558		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	266	266		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	39,626	32,729		5,332
	25	Contributions, gifts, grants paid	319,175			319,175
	26	**Total expenses and disbursements.** Add lines 24 and 25	358,801	32,729		324,507
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	308,242			
	b	**Net investment income** (if negative, enter -0-)		133,574		
	c	**Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments		74,501	74,501
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 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)		728,119	743,367
	b Investments—corporate stock (attach schedule)		2,499,654	2,705,305
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,994,032		
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,994,032	3,302,274	3,523,173
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	2,994,032		
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds		3,302,274	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	2,994,032	3,302,274	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,994,032	3,302,274	

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	2,994,032
2	Enter amount from Part I, line 27a	2	308,242
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,302,274
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	3,302,274

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 Publicly-traded Securities			
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	867,459		789,884	77,575
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				77,575
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } — 2 — 77,575

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	700,051	2,765,540	0.253134
2008	634,839	3,067,522	0.206955
2007	30,000	1,754,296	0.017101
2006			0.000000
2005			0.000000

2 **Total** of line 1, column (d)	2	0.477190
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	0.159063
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,936,749
5 Multiply line 4 by line 3	5	467,128
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,336
7 Add lines 5 and 6	7	468,464
8 Enter qualifying distributions from Part XII, line 4	8	324,507

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. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	2,671
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	2,671
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	2,671
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 1,600		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 1,089		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d . Tax paid w/ original return $1860		7	4,549
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	0
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,878
11 Enter the amount of line 10 to be. **Credited to 2011 estimated tax** ▶ 1,878 **Refunded** ▶		11	0

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CT			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶

14 The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754

Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377

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

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20______ , 20______ , 20______ , 20______				
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 22 of the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20______ , 20______ , 20______ , 20______				
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 2010 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 2010.)*		3b	N/A	
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 2010?		4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ 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**	N/A	
	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** *If "Yes" to 6b, file Form 8870.*		X
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**	N/A	

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

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

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

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

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

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

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

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

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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	
2	
All other program-related investments See page 24 of the instructions 3	0
Total. Add lines 1 through 3 ▶	0

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	2,857,943
	b	Average of monthly cash balances	1b	123,528
	c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
	d	**Total** (add lines 1a, b, and c)	1d	2,981,471
	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	
3		Subtract line 2 from line 1d	3	2,981,471
4		Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	44,722
5		**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,936,749
6		**Minimum investment return.** Enter 5% of line 5	6	146,837

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	146,837
2a		Tax on investment income for 2010 from Part VI, line 5	2a	2,671		
	b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	0		
	c	Add lines 2a and 2b			2c	2,671
3		Distributable amount before adjustments Subtract line 2c from line 1			3	144,166
4		Recoveries of amounts treated as qualifying distributions			4	0
5		Add lines 3 and 4			5	144,166
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	144,166

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	324,507
	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	
	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	324,507
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	0
6		**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	324,507

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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				144,166
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			0	
b	Total for prior years: 20 ____, 20 ____, 20 ____		0		
3	Excess distributions carryover, if any, to 2010				
a	From 2005 ... 0				
b	From 2006 ... 0				
c	From 2007 ... 0				
d	From 2008 ... 503,245				
e	From 2009 ... 562,704				
f	**Total** of lines 3a through e	1,065,949			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 324,507				
a	Applied to 2009, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d	Applied to 2010 distributable amount				144,166
e	Remaining amount distributed out of corpus	180,341			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a))*	0			0
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,246,290			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	1,246,290			
10	Analysis of line 9.				
a	Excess from 2006 ... 0				
b	Excess from 2007 ... 0				
c	Excess from 2008 ... 503,245				
d	Excess from 2009 ... 562,704				
e	Excess from 2010 ... 180,341				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **N/A**

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 2010, enter the date of the ruling . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

Diane S Parrish Steve Parrish

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CARLETON COLLEGE 1 N COLLEGE ST NORTHFIELD MN 55057	N/A	509(a)(1)	General & Unrestricted	50,000
CONGREGATIONAL CHURCH OF GREEN'S FARMS 71 HILLANDALE RD WESTPORT CT 06880	N/A	509(a)(1)	General & Unrestricted	40,000
CONGREGATIONAL CHURCH OF GREEN'S FARMS 71 HILLANDALE RD WESTPORT CT 06880	N/A	509(a)(1)	Video Documentary	44,175
SAFE HORIZON INC 2 LAFAYETTE ST FL 3 NEW YORK NY 10007	N/A	509(a)(1)	General & Unrestricted	70,000
STAMFORD SYMPHONY ORCHESTRA 263 TRESSER BLVD STAMFORD CT 06901	N/A	509(a)(1)	General & Unrestricted	75,000
THE NEW SCHOOL 79 5TH AVE 17TH FL NEW YORK NY 10003	N/A	509(a)(1)	General & Unrestricted	35,000
TONY LARUSSAS ANIMAL RESCUE FOUNDATION PO BOX 30215 WALNUT CREEK CA 94598	N/A	509(a)(1)	General & Unrestricted	5,000
Total ▶ 3a				319,175
b *Approved for future payment*				
Total ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	8	
4 Dividends and interest from securities			14	88,720	
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	77,575	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		166,303	0

13 Total. Add line 12, columns (b), (d), and (e) 13 166,303

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions)

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Diane S Parrish — 11/14/12 — Pres.

Signature of officer or trustee — Date — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Jeffrey D. Haskell	Jeffrey D. Haskell	11/13/2011		
Firm's name ▶ FOUNDATION SOURCE			Firm's EIN ▶	
Firm's address ▶ 55 WALLS DRIVE, FAIRFIELD, CT 06824			Phone no.	(800) 839-1754

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization	Employer identification number
Steve and Diane Parrish Foundation	26-1116145

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
Steve and Diane Parrish Foundation

Employer identification number
26-1116145

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Parrish, Diane S. 273 Saugatuck Avenue Westport CT 06880 Foreign State or Province: Foreign Country	$ 500,740	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	Foreign State or Province Foreign Country:	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
3	Foreign State or Province: Foreign Country:	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	Foreign State or Province Foreign Country:	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
5	Foreign State or Province Foreign Country:	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
6	Foreign State or Province Foreign Country	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
Steve and Diane Parrish Foundation	26-1116145

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	ALTRIA GROUP INC MO, 16658 sh.	$ 410,120	12/30/2010
1	PHILIP MORRIS INTL PM, 1548 sh.	$ 90,620	12/30/2010
		$ 0	
		$ 0	
		$ 0	
		$ 0	

Name of organization	Employer identification number
Steve and Diane Parrish Foundation	26-1116145

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $ 0

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov. Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov. Country	

Form 990-PF, Part I, Line 16a - Legal Fees

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	68	0	0	68
1	General Governance Matters and Counseling	68	0		68
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 16c - Other Professional Fees

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	30,905	30,905	0	0
1	Investment Management Services	30,905	30,905		0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 18 - Taxes

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	3,123	1,558	0	0
1	Estimated Tax for 2010	1,100	0		0
2	Foreign Tax Paid	1,558	1,558		0
3	IRS Excise Tax Payment with 2009 990-PF	465			
4					
5					
6					
7					
8					
9					

Form 990-PF, Part I, Line 23 - Other Expenses

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	266	266	0	0
1	Bank Charges	266	266	0	0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part II, Line 10a - Investments: US & State Government Obligations

	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value
	TOTAL:	668,316	728,119	743,367
1	US TIPS - 2.000% - 01/15/2014 (912828BW9)	195,421	205,672	210,078
2	US TIPS - 2.375% - 04/15/2011 (912828FB1)	124,553	124,204	125,701
3	US TIPS - 3.000% - 07/15/2012 (912828AF7)	131,453	131,873	139,730
4	US TIPS - 3.500% - 01/15/2011 (9128276R8)	69,137	73,366	69,223
5	US TIPS - 3.875% - 04/15/2029 (912810FH6)	147,752	193,004	198,635
6				
7				
8				
9				
10				

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value
		TOTAL:	2,499,654	2,705,305
1	3M CO (MMM)	80	6,001	6,904
2	ABB LTD. (ABB)	243	3,870	5,455
3	ABBOTT LABS (ABT)	203	9,994	9,726
4	ACCENTURE PLC (ACN)	294	11,887	14,256
5	ACE LTD (ACE)	24	1,320	1,494
6	ACTELION N (ALIOF.PK)	41	2,346	2,243
7	AECOM TECHNOLOGY CORPORATION (ACM)	121	3,391	3,384
8	AEON CO LTD ADR OTC (AONNY.PK)	183	1,758	2,266
9	AFLAC INC. (AFL)	74	4,185	4,176
10	AGCO CP (AGCO)	81	4,161	4,103
11	AGRIUM INC. (AGU)	35	2,583	3,211
12	AIR PRODS & CHEM INC. (APD)	58	4,063	5,275
13	ALLERGAN INC. (AGN)	62	3,931	4,258
14	ALLIANZ GLOBAL INVESTORS FIXED INCOME SERIES R (FXIRX)	56,314	611,914	583,976
15	ALLIANZ SE ADR (AZSEY.PK)	381	4,372	4,522
16	ALTRIA GROUP INC (MO)	16,658	410,120	410,121
17	AMADEUS IT HOLDINGS SA (AMADF PK)	91	1,427	1,934
18	AMAZON COM (AMZN)	72	8,438	12,960
19	AMBASSADORS GROUP, INC (EPAX)	25	360	288
20	AMER SCI & ENGINEERING INC (ASEI)	5	350	426
21	AMERICAN ELECTRIC POWER INC. (AEP)	100	2,677	3,598
22	AMERICAN EXPRESS CO (AXP)	58	2,235	2,489
23	AMERICAN MED SYS HLDGS (AMMD)	26	496	490
24	AMERICAN STATES WATER CO (AWR)	14	542	483
25	AMERICAN TOWER CORP CL A (AMT)	67	2,574	3,460
26	AMERIPRISE FINANCIAL INC (AMP)	57	2,621	3,280
27	AMGEN INC (AMGN)	57	3,536	3,129
28	AMP LTD UNSP/ADR (AMLTY.PK)	93	2,042	1,986
29	ANADARKO PETROLEUM CORP (APC)	155	8,001	11,805
30	ANGLO AMERICAN PLC - AMERICAN DEPOSITARY SHARES EX (AAUK)	212	3,777	5,535
31	ANHEUSER BUSCH COS INC (BUD)	44	2,027	2,512
32	AON CORP (AON)	62	2,310	2,853
33	APACHE CORPORATION (APA)	102	10,444	12,161
34	APOGEE ENTERPRISES, INC. (APOG)	54	948	727
35	APPLE INC. (AAPL)	84	14,351	27,096
36	ASAHI GLASS ADR (ASGLY.PK)	360	3,815	4,194
37	ASSOCIATED BRITISH FOODS PLC (ASBFY PK)	124	2,086	2,325
38	ASTRAZENECA (AZN)	108	4,586	4,989
39	AT&T CORP COM NEW (T)	359	11,071	10,547
40	AU OPTRONICS CORP (AUO)	351	3,151	3,657
41	AVALONBAY CMNTYS INC (AVB)	36	1,848	4,052

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:	2,499,654	2,705,305
	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value
42	AVIVA PLC (AV)	153	1,778	1,899
43	AVON PRODUCTS (AVP)	106	3,668	3,080
44	BAE SYSTEMS PLC SP/AR (BAESY.PK)	134	2,947	2,794
45	BAIDU.COM - ADR (BIDU)	80	3,727	7,722
46	BANCO DO BRASIL S A SPONSORED ADR (BDORY.PK)	117	1,884	2,282
47	BANCO SANTANDER(BR ADR EACH REPR 1 UNIT(COM+PR (BSBR)	192	2,579	2,611
48	BANK NEW YORK MELLON CORP COM (BK)	291	9,234	8,788
49	BANK OF AMERICA CORP (BAC)	716	10,215	9,551
50	BANK OF AYUDHYA (BKAHF.PK)	6,400	3,347	5,440
51	BANK OF CHINA UNSP/ADR (BACHY.PK)	99	1,288	1,295
52	BANK OF HAWAII CORP (BOH)	44	2,262	2,077
53	BANK SARASIN & CIE (BKSNF.PK)	57	1,318	2,608
54	BARCLAYS PLC ADR (BCS)	219	3,173	3,618
55	BARRICK GOLD CORP COM (ABX)	44	1,341	2,340
56	BASF AG SPONS ADR (BASFY.PK)	17	931	1,359
57	BAYER A G SPONSORED ADR (BAYRY.PK)	98	5,787	7,189
58	BECTON DICKINSON & CO (BDX)	30	2,318	2,536
59	BELLE INTL HLDG ADR (BELLY.PK)	17	1,103	1,383
60	BEST BUY INC. (BBY)	52	2,240	1,783
61	BG GROUP PLC ADS (BRGYY.PK)	22	1,932	2,244
62	BHP BILLITON LIMITED (BHP)	120	8,146	11,150
63	BHP BILLITON SP ADR (BBL)	179	10,018	14,410
64	BLACKBAUD INC (BLKB)	39	805	1,010
65	BLACKBOARD INC (BBBB)	20	672	826
66	BLUE COAT SYSTEMS INC (BCSI)	47	1,264	1,404
67	BNP PARIBAS SPONS ADR (BNPQY.PK)	200	7,335	6,390
68	BOEING CO (BA)	27	1,639	1,762
69	BORG WARNER INC. (BWA)	86	3,566	6,223
70	BOSTON PPTYS INC (BXP)	18	778	1,550
71	BOTTOMLINE TECHNOLOGIES, INC. (EPAY)	24	533	521
72	BOWLEVEN ORD 10P (BWLVF.PK)	372	663	2,161
73	BP P L C SPONSORED ADR (BP)	126	5,279	5,565
74	BRITISH AMERICAN TOBACCO PLC (BTI)	72	4,392	5,594
75	BROADCOM CORPORATION (BRCM)	235	8,644	10,234
76	BRUKER CORPORATION (BRKR)	98	1,489	1,627
77	BUNZL PLC NEW ORD (BZLFF.PK)	137	1,171	1,542
78	CAMERON INTERNATIONAL CORP (CAM)	113	5,472	5,732
79	CANON INC. (CAJ)	35	1,400	1,797
80	CANON MARKETING JAPAPN INC (CAMJF.PK)	200	3,230	2,872
81	CANTEL MEDICAL CORPORATION (CMN)	23	469	538
82	CAPELLA EDUCATION COMPANY (CPLA)	22	1,303	1,465

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value
		TOTAL:	2,499,654	2,705,305
83	CARBO CERAMICS INC (CRR)	27	1,662	2,796
84	CARNIVAL CORP (CCL)	229	7,862	10,559
85	CATERPILLAR INC. (CAT)	53	3,948	4,964
86	CELGENE CORP (CELG)	57	3,467	3,371
87	CERAGON NETWORKS LTD. (CRNT)	64	679	844
88	CERNER CORPORATION (CERN)	40	1,880	3,790
89	CGGVERITAS ADR (CGV)	46	945	1,407
90	CHEVRONTEXACO CORP (CVX)	107	7,614	9,764
91	CHINA PETRO & CHEM (SNP)	12	973	1,148
92	CHUBB CORP (CB)	67	2,991	3,996
93	CISCO SYSTEMS INC (CSCO)	242	6,057	4,896
94	CITIGROUP INC (C)	380	1,797	1,797
95	CLARCOR INC (CLC)	55	2,355	2,359
96	CNOOC LTD ADS (CEO)	14	2,479	3,337
97	COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION - CLASS (CTSH)	97	2,887	7,109
98	COHERENT INC CAL (COHR)	18	648	813
99	COMMERCIAL METALS (CMC)	55	872	912
100	COMMVAULT SYSTEMS, INC. (CVLT)	35	869	1,002
101	COMP DE BEBA AM ADS (ABV)	275	3,373	8,533
102	COMPANHIA SANEA ADS (SBS)	31	1,186	1,639
103	COMPANHIA SIDER ADS (SID)	96	1,672	1,600
104	COMPUTER PROGRAMS AND SYSTEMS, INC (CPSI)	10	314	468
105	CONOCOPHILLIPS (COP)	109	6,015	7,423
106	CORNING INC (GLW)	199	3,477	3,845
107	CORP OFFICE PPTY TR (OFC)	36	1,384	1,258
108	COVIDIEN LTD (COV)	56	2,223	2,557
109	CUMMINS INC (CMI)	44	3,520	4,840
110	CVS CAREMARK CORP. (CVS)	86	2,706	2,990
111	DANAHER CORP (DHR)	214	8,049	10,094
112	DANSKE BK A/S SPONS ADR (DNSKY.PK)	215	2,724	2,752
113	DAWSON GEOPHYSICAL COMPANY (DWSN)	11	698	351
114	DBS GROUP HLDGS SPON ADR (DBSDY.PK)	52	2,279	2,337
115	DELHAIZE GROUP SPD ADR (DEG)	48	3,422	3,538
116	DIAGEO PLC ADS (DEO)	59	4,346	4,385
117	DIAMOND FOODS, INC. (DMND)	18	457	957
118	DIME COMMUNITY BANCSHARES INC (DCOM)	114	1,734	1,663
119	DIRECTV GROUP (DTV)	124	4,423	4,951
120	DNB NOR ASA SPONSOR ADR (DNHBY.PK)	12	1,411	1,565
121	DOLBY LABORATORIES (DLB)	53	1,463	3,535
122	DON QUIJOTE CO LTD (DQJCY.PK)	20	1,755	1,808
123	DOVER CORP (DOV)	103	4,315	6,020

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	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value
		TOTAL:	2,499,654	2,705,305
124	DOW CHEMICAL PV (DOW)	400	9,837	13,656
125	DUPONT FABROS TECHNOLOGY INC COM (DFT)	53	1,203	1,127
126	E.ON AG SPON ADR REP 1/3 ORD NPV (EONGY.PK)	165	6,482	5,018
127	EAST JAPAN RAILWAY C (EJPRY.PK)	146	1,416	1,562
128	EAST WEST BANCORP, INC. (EWBC)	85	1,546	1,662
129	EATON CORP (ETN)	31	2,439	3,147
130	ECOLAB INC (ECL)	86	3,879	4,336
131	EHEALTH INC (EHTH)	81	1,118	1,149
132	ELECTRICITE FR UNSP/ADR (ECIFY.PK)	279	2,952	2,316
133	EMC CORP-MASS (EMC)	247	5,054	5,656
134	ENERGY DEVELOPMENT ADR (EGDCY.PK)	126	1,748	1,714
135	ENI S.P.A. (E)	61	3,384	2,668
136	EOG RESOURCES INC (EOG)	57	5,680	5,210
137	ERICSSON L M TEL CO (ERIC)	110	1,051	1,268
138	ESCO TECH INC (ESE)	16	771	605
139	ESPRIT HLDGS LTDSPONSORED ADR (ESPGY PK)	249	3,533	2,368
140	ESTEE LAUDER COMPANIES INC (EL)	53	3,243	4,277
141	EXPRESS SCRIPTS INC. (ESRX)	70	2,551	3,784
142	EXXON MOBIL CORP (XOM)	153	11,037	11,187
143	F5 NETWORKS, INC. (FFIV)	11	1,510	1,432
144	FAMILYMART CO LTD ADR (FYRTY.PK)	66	2,046	2,500
145	FAST RETAILING CO LT (FRCOY.PK)	107	1,585	1,702
146	FEDEX CORPORATION COMMON STOCK (FDX)	80	7,120	7,441
147	FIFTH THIRD BANCORP (FITB)	179	2,011	2,628
148	FLOWSERVE CP (FLS)	33	4,388	3,934
149	FORD MOTOR COMPANY (F)	208	3,371	3,492
150	FRANCE TELECOM ADS (FTE)	154	3,694	3,246
151	FREEPORT-MCMORAN COPPER & GOLD INC. (FCX)	72	5,866	8,646
152	FRESENIUS MED CAR AG (FMS)	30	1,608	1,731
153	FUEL SYSTEMS SOLUTIONS, INC. (FSYS)	19	580	558
154	FUEL TECH, INC. (FTEK)	38	417	369
155	FUJI MACHINE MFG (FMMFF.PK)	100	1,339	1,985
156	FUJITSU LTD ADR OTC (FJTSY.PK)	40	1,323	1,401
157	GEN DYNAMICS CP (GD)	172	14,262	12,205
158	GEN-PROBE INCORPORATED (GPRO)	20	939	1,167
159	GENERAL ELECTRIC CO (GE)	238	3,551	4,353
160	GENERAL MILLS INC (GIS)	153	5,348	5,445
161	GENESEE (GWR)	52	2,191	2,753
162	GENTEX CORPORATION (GNTX)	66	1,040	1,951
163	GERRY WEBER INTL AG (GRYIF.PK)	37	1,697	1,830
164	GLAXOSMITHKLINE PLC (GSK)	86	2,836	3,373

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		TOTAL:	2,499,654	2,705,305
	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value
165	GOLDMAN SACHS GROUP (GS)	132	19,581	22,197
166	GOME ELECT APPLIANCES HLDG (GMELY.PK)	43	1,497	1,520
167	GOOGLE INC CL A (GOOG)	10	4,745	5,940
168	GREEN DOT CORP A (GDOT)	15	837	851
169	HAIN FOOD GROUP, INC (HAIN)	23	604	622
170	HALLIBURTON COMPANY (HAL)	204	7,027	8,329
171	HASBRO INC (HAS)	83	2,189	3,916
172	HENRY SCHEIN INC (HSIC)	98	5,765	6,016
173	HESS CORP (HES)	144	9,358	11,022
174	HEWLETT PACKARD CO (HPQ)	154	7,041	6,483
175	HIBBETT SPORTS, INC. (HIBB)	35	720	1,292
176	HONEYWELL INTERNATIONAL INC (HON)	82	3,491	4,359
177	HONGKONG LAND HLDGS (HNGKY.PK)	63	1,711	2,265
178	HORACE MANN EDUCATOR (HMN)	68	1,063	1,227
179	HYPERMARCAS SA (HYPMY.PK)	192	2,562	2,726
180	ICAP PLC SPON ADR (IAPLY.PK)	181	2,775	3,012
181	ICU MEDICAL, INC. (ICUI)	22	695	803
182	IMAGINATION TECH GROUP (IGNMF.PK)	324	1,786	1,782
183	IMP.TOBACCO ADR SPONS ADR (EACH REPR 2 ORD SHS 10P (ITY)	68	4,001	4,190
184	INDEPENDENT BANK CORP (INDB)	38	973	1,028
185	INPEX HOLDINGS INC (IPXHY.PK)	48	3,383	2,814
186	INTEL CORP (INTC)	484	11,014	10,179
187	INTERNATIONAL BUSINESS MACHINES (IBM)	125	14,089	18,345
188	INVESTMENT TEC NEW (ITG)	60	1,284	982
189	ISHARES MSCI-JAPAN (EWJ)	212	2,126	2,313
190	ITRON INC (ITRI)	7	726	388
191	J2 GLOBAL COMMUNICATIONS INC - COMMON STOCK (JCOM)	66	1,631	1,911
192	JACOBS ENGINEERNG GP (JEC)	96	5,866	4,402
193	JARDINE MATHESON UNS/ADR (JMHLY.PK)	65	1,858	2,877
194	JOHNSON & JOHNSON (JNJ)	216	13,400	13,360
195	JOHNSON CONTROLS INC. (JCI)	78	2,567	2,980
196	JP MORGAN CHASE & CO (JPM)	320	9,360	13,574
197	K+S AG SPONSORED ADR (KPLUY.PK)	76	2,350	2,892
198	K12 INC (LRN)	19	476	545
199	KDDI CP UNSP ADR (KDDIY.PK)	44	2,238	2,526
200	KELLOGG CO (K)	35	1,857	1,788
201	KEYCORP (KEY)	165	1,144	1,460
202	KIMBERLY CLARK CORP (KMB)	29	1,828	1,828
203	KIRIN BREWERY LTD (KNBWY.PK)	190	2,863	2,677
204	KONAMI CORP ADS (KNM)	48	895	1,022
205	KONINKLIJKE AHOLD NV ADR (AHO)	79	990	1,047

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	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value
		TOTAL:	2,499,654	2,705,305
206	KOOKMIN BK ADS NEW (KB)	86	3,106	4,549
207	KRAFT FOODS INC (KFT)	59	1,720	1,859
208	L'AIR LIQUIDE ADR OTC (AIQUY.PK)	83	1,825	2,121
209	L'OREAL ADR (LRLCY.PK)	87	1,781	1,954
210	LANDAUR INC (LDR)	29	1,922	1,739
211	LAYNE CHRISTENSEN COMPANY (LAYN)	14	676	482
212	LIFEWAY FOODS INC (LWAY)	26	301	248
213	LINCOLN NATIONAL CORP (LNC)	84	2,024	2,336
214	LINDSAY CORP (LNN)	19	1,598	1,129
215	LIQUIDITY SERVICES INC (LQDT)	59	717	829
216	LKQ CORPORATION - LKQ CORPORATION COMMON STOCK (LKQX)	72	1,407	1,636
217	LLOYDS TSB GROUP PLC (LYG)	413	1,778	1,697
218	LOCKHEED MARTIN CORP (LMT)	135	13,286	9,438
219	LONZA GROUP AG (LZAGF.PK)	17	2,434	1,370
220	LUKOIL HOLDING CO SP/ADR (LUKOY.PK)	14	1,010	801
221	LULULEMON ATHLETICA INC (LULU)	28	592	1,916
222	MACARTHUR COAL LTD. ADR (MACDY.PK)	68	1,367	1,799
223	MAKITA CORP (MKTAY.PK)	62	1,908	2,541
224	MAN WAH HOLDINGS LTD G5800U107 (MAWHF.PK)	1,600	2,115	2,560
225	MARKS & SPENCER GRP ADR (MAKSY.PK)	92	1,076	1,058
226	MASTERCARD INC (MA)	24	5,380	5,379
227	MCDONALD'S CORP (MCD)	330	20,553	25,331
228	MEAD JOHNSON NUTRITI (MJN)	34	1,900	2,117
229	MEDTRONIC INC (MDT)	153	5,378	5,675
230	MERCK & CO INC. (MRK)	114	3,936	4,109
231	MERIDIAN BIOSCIENCE INC (VIVO)	75	1,997	1,737
232	MET PRO CP (MPR)	25	350	295
233	METLIFE INC. (MET)	265	11,025	11,777
234	MICROSOFT CORPORATION (MSFT)	244	6,088	6,810
235	MIDDLEBY CORPORATION (THE) (MIDD)	17	959	1,435
236	MILLER HERMAN INC. (MLHR)	21	575	531
237	MINDRAY MEDICAL INTL (MR)	53	1,558	1,399
238	MINERAL TECH INC (MTX)	24	1,589	1,570
239	MITSUBISHI CORP SPON (MSBHY.PK)	152	6,764	8,140
240	MITSUBISHI TOKYO FIN (MTU)	225	1,067	1,217
241	MITSUI & COMPANY, LTD. - ADR (MITSY)	11	2,854	3,601
242	MONSANTO CO (MON)	166	8,201	11,560
243	MTN GROUP LTD SPON ADR (MTNOY.PK)	100	1,700	2,066
244	MUENCHENER RUECKVERS (MURGY.PK)	140	1,804	2,115
245	N J RESOURCES CP (NJR)	44	1,592	1,897
246	NATIONAL AUSTRALIA BK LTD (NABZY PK)	165	2,515	3,986

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		TOTAL:	2,499,654	2,705,305
	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value
247	NATIONAL GRID TRANSCO PLC (NGG)	34	1,444	1,509
248	NATIONAL INSTRUMENTS CORPORATION (NATI)	38	1,148	1,430
249	NEOGEN CORPORATION (NEOG)	42	904	1,723
250	NESTLE S.A. (NSRGY.PK)	231	9,951	13,587
251	NET 1 UEPS TECHNOLOGIES, INC. (UEPS)	64	1,573	785
252	NEW WORLD DEV LTD S/ADR (NDVLY.PK)	648	2,738	2,378
253	NEWCREST MINING LTD-SPON ADR (NCMGY.PK)	103	2,108	4,290
254	NEXEN INC (NXY)	150	3,477	3,435
255	NIC INC (EGOV)	26	250	252
256	NIKE INC-CL B (NKE)	193	11,346	16,486
257	NINTENDO CO LTD ADR UNSPON (NTDOY)	54	1,911	1,962
258	NIPPON STEEL CORP UNSPON ADR (NISTY.PK)	49	1,862	1,742
259	NIPPON TELEPHONE ADR (NTT)	199	4,332	4,565
260	NISSAN MOTOR LTD ASR (NSANY.PK)	262	3,750	4,968
261	NOBLE CORPORATION (NE)	78	2,634	2,790
262	NOMURA HOLDINGS ADR (NMR)	440	3,005	2,807
263	NORDSTROM INC (JWN)	84	3,038	3,560
264	NORTHERN TRUST CORPORATION (NTRS)	42	1,999	2,327
265	NORTHROP GRUMMAN CORP (NOC)	91	5,086	5,895
266	NOVARTIS AG ADR (NVS)	158	8,158	9,314
267	NUTRACEUTICAL INT'L CORP (NUTR)	18	233	255
268	NUTRISYSTEM INC (NTRI)	27	430	568
269	OAO GAZPROM SPONS GDR (OGZPY.PK)	148	3,491	3,765
270	OCCIDENTAL PETE CORP (OXY)	72	5,178	7,063
271	OCWEN FINL CORP (OCN)	75	728	716
272	OLD MUTUAL PLC UNSP/ADR (ODMTY.PK)	78	1,158	1,190
273	ORACLE CORP (ORCL)	813	19,992	25,447
274	ORIX CORP ADS (IX)	74	2,449	3,600
275	ORMAT TECHNOLOGIES (ORA)	10	502	296
276	ORRSTOWN FINL SVCS INC (ORRF)	20	533	548
277	OYO GEOSPACE CORPORATION (OYOG)	6	560	595
278	P P G IND (PPG)	132	8,009	11,097
279	PACCAR INC (PCAR)	41	1,599	2,351
280	PARKER HANNIFIN CP (PH)	21	1,353	1,812
281	PARKWAY PROP INC. (PKY)	30	725	526
282	PEABODY ENERGY CORP (BTU)	87	3,999	5,566
283	PENNGROWTH ENERGY CORP (PWE)	94	1,836	2,248
284	PEPSICO INC (PEP)	173	10,199	11,302
285	PETROLEO BRASILEIRO (PBR)	123	4,750	4,654
286	PFIZER INC. (PFE)	629	9,710	11,014
287	PG & E CORP (PCG)	195	8,121	9,329

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		TOTAL:	2,499,654	2,705,305
	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value
288	PHILIP MORRIS INTL (PM)	1,752	101,363	102,546
289	PIONEER NAT RES CO (PXD)	57	3,268	4,949
290	PLANTRONICS INC. (PLT)	72	1,865	2,680
291	PNC FINANCIAL GROUP INC. (PNC)	224	13,263	13,601
292	POLYCOM, INC. (PLCM)	78	2,065	3,040
293	POTASH CORPORATION OF SASKATCHEWAN INC (POT)	20	2,144	3,097
294	POWER INTEGRATIONS, INC. (POWI)	51	1,548	2,048
295	PRAXAIR INC. (PX)	143	12,894	13,652
296	PRECISION CASTPARTS (PCP)	32	4,072	4,455
297	PRICELINE.COM INCORPORATED (PCLN)	30	5,959	11,987
298	PRUDENTIAL FINCL INC (PRU)	176	8,072	10,333
299	PTT PUBLIC CO.,LTD (PUTRF.PK)	200	1,863	2,100
300	PUBLIC SVC ENTERPRISE GROUP INC. (PEG)	90	2,952	2,863
301	QBE INSURANCE GRP LTD (QBEIF.PK)	129	2,253	2,402
302	QUAKER CHEM CP (KWR)	30	390	1,250
303	QUALITY SYSTEMS, INC. - COMMON STOCK (QSII)	27	1,160	1,885
304	RALPH LAUREN POLO CP (RL)	27	2,625	2,995
305	RED HAT, INC (RHT)	79	1,093	3,606
306	RENAISSANCE LEARNING INC (RLRN)	34	449	403
307	REYNOLDS AMERN INC (RAI)	51	1,594	1,664
308	RIO TINTO PLC SPONSORED ADR (RIO)	92	4,966	6,593
309	ROCHE HOLDING LTD ADR (RHHBY.PK)	148	5,756	5,424
310	ROGERS COMMUNIC INC CLASS B (RCI B)	37	1,198	1,281
311	ROSSI RESIDENCIAL SP (RSRZY.PK)	400	1,589	1,768
312	ROYAL DSM NV S/ADR (RDSMY.PK)	133	1,788	1,897
313	ROYAL DUTCH SHELL PLC (RDS-A)	113	7,945	7,546
314	SALESFORCE.COM (CRM)	45	5,375	5,940
315	SANDS CHINA LTD (AST168192)	2,000	2,839	4,394
316	SANOFI-AVENTIS SPONSORED ADR (SNY)	117	4,190	3,771
317	SANTOS LTD ORD (STOSF.PK)	210	2,514	2,831
318	SAPIENT CORPORATION (SAPE)	108	1,290	1,307
319	SCHLUMBERGER LTD (SLB)	50	4,891	4,175
320	SEMPRA ENERGY COM (SRE)	52	2,566	2,729
321	SHARP CORP ADR (SHCAY.PK)	380	4,082	3,861
322	SIGNATURE BANK (SBNY)	31	938	1,552
323	SIMPSON MANUFACTURING CO INC (SSD)	39	1,116	1,205
324	SOCIETE GENERLE FRNCE ADR (SCGLY)	283	4,676	3,076
325	SOFTBANK CP UNSP ADR (SFTBY.PK)	7	2,347	2,446
326	SONY CORP ADR (SNE)	212	6,450	7,571
327	SOUTH JERSEY INDS INC (SJI)	31	1,104	1,637
328	SOUTHSIDE BANCSHARES INC (SBSI)	39	845	822

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	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value
		TOTAL:	2,499,654	2,705,305
329	SPDR DJ WILSHIRE INT (RWX)	60	2,027	2,336
330	ST. JUDE MED INC. (STJ)	143	5,754	6,113
331	STANLEY BLACK & DECKER INC (SWK)	47	2,509	3,143
332	STAPLES INC. (SPLS)	69	1,735	1,571
333	STARBUCKS CORP COM (SBUX)	44	1,450	1,414
334	STARWOOD HOTELS & RESORTS (HOT)	52	1,094	3,161
335	STD CHARTERED PLC SHS (SCBFF.PK)	70	535	1,876
336	STR HOLDINGS INC (STRI)	31	716	620
337	STRAITS ASIA RES LETD UNS ADR (SSGDY.PK)	55	1,922	2,163
338	SUMCO CORP ADR (SUOPY.PK)	54	1,859	1,558
339	SUMITOMO CORP S/ADR (SSUMY PK)	77	1,075	1,080
340	SUMITOMO MITSUI FINCL GRP (SMFG)	1,279	8,432	9,094
341	SUNCOR ENERGY INC (SU)	79	2,747	3,025
342	SUNPOWER CORPORATION B (SPWRB)	12	141	149
343	SYNGENTA AG ADS (SYT)	53	2,725	3,115
344	T. ROWE PRICE ASSOCIATES (TROW)	99	5,697	6,389
345	TARGET CORPORATION (TGT)	54	2,237	3,247
346	TCF FINANCIAL (TCB)	95	1,315	1,407
347	TEAM, INC. (TISI)	53	1,788	1,283
348	TELE NORTE LESTE (TNE)	100	1,968	1,470
349	TELECOM ITALIA ADR (TI)	308	3,863	3,986
350	TELEFONICA S A ADR (TEF)	35	2,403	2,395
351	TELSTRA CORPORATION (TLSYY.PK)	83	1,171	1,191
352	TEMPUR PEDIC INTERNATIONAL INC. (TPX)	45	810	1,803
353	TEXAS INSTRUMENTS INC. (TXN)	178	4,350	5,785
354	THALES SPONS ORD (THLEF.PK)	56	2,894	1,974
355	THERMO FISHER SCIENTIFIC INC (TMO)	107	5,210	5,924
356	TIFFANY & CO, (TIF)	89	3,844	5,542
357	TJX COMPANIES INC (TJX)	191	7,852	8,478
358	TOSHIBA CORP UNSP/ADR (TOSYY.PK)	71	2,052	2,288
359	TOTAL FINA ELF S.A. (TOT)	61	3,014	3,262
360	TOYOTA MTR CORP (TM)	125	10,008	9,829
361	TRANSOCEAN LTD. (RIG)	24	1,711	1,668
362	TRAVELERS COMPANIES INC (THE) (TRV)	113	5,185	6,295
363	TURKCELL ILET NEW (TKC)	101	1,945	1,730
364	TURKIYE GARANTI BANK (TKGBY.PK)	303	1,446	1,560
365	TYCO INTERNATIONAL LTD. (TYC)	33	1,135	1,368
366	UMB FINANCIAL CORPORATION (UMBF)	45	1,804	1,865
367	UMPQUA HOLDINGS CORPORATION (UMPQ)	99	1,187	1,206
368	UNDER ARMOUR INC (UA)	30	810	1,645
369	UNION PACIFIC (UNP)	259	19,041	23,999

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	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value
		TOTAL:	2,499,654	2,705,305
370	UNITED NATURAL FOODS, INC (UNFI)	45	988	1,651
371	UNITED STATES STEEL CORP (X)	38	1,496	2,220
372	UNITED TECHNOLOGIES CORP (UTX)	115	7,738	9,053
373	UNITEDHEALTH GROUP INC. (UNH)	45	871	1,625
374	UNIVERSAL TECH INST (UTI)	28	548	617
375	US BANCORP DEL NEW (USB)	589	13,051	15,885
376	VALE SA PREFERENCE A ADR (VALE-P)	158	4,120	4,775
377	VARIAN MEDICAL SYSTEMS INC (VAR)	94	5,474	6,512
378	VERIZON COMMUNICATIONS (VZ)	81	2,711	2,898
379	VISA INC (V)	32	1,877	2,252
380	VIVENDI SA S/ADR (VIVDY.PK)	120	3,582	3,248
381	VODAFONE GROUP PLC (VOD)	478	10,863	12,638
382	VORNADO RLTY TR (VNO)	28	1,736	2,333
383	WABTEC (WAB)	45	2,588	2,380
384	WAL-MART STORES INC. (WMT)	164	9,149	8,845
385	WALGREEN CO (WAG)	73	2,531	2,844
386	WALT DISNEY HOLDINGS CO. (DIS)	131	4,604	4,914
387	WASTE MANAGEMENT INC. (WM)	70	1,767	2,581
388	WATTS WATER TECHNOLOGIES INC (WTS)	35	1,042	1,281
389	WELLS FARGO & CO. (WFC)	645	16,800	19,989
390	WELLS FARGO PREFERED 8.00% (WFC-J)	70	1,554	1,903
391	WEST PHARMA SVCS INC (WST)	40	1,932	1,648
392	WHITE ENER FPO (WECFF.PK)	639	1,646	2,253
393	WILEY JOHN & SONS INC CL A (JW-A)	50	2,261	2,262
394	WILSHIRE BANCORP INC (WIBC)	90	653	686
395	WORLEY PARSONS LTD (WYGPY.PK)	64	1,692	1,763
396	WRIGHT MEDICAL GROUP, INC. (WMGI)	28	496	435
397	WYNN RESORTS LIMITED COMMON (WYNN)	21	1,766	2,181
398	XSTRATA PLC UNSP/ADR (XSRAY PK)	1,205	3,893	5,591
399	YAMANA GOLD INC (AUY)	286	3,268	3,661
400	YUE YUEN INDUSTRIAL (YUEIY.PK)	62	843	1,105
401	YUM BRANDS INC (YUM)	84	3,750	4,120
402	ZOLL MED CORP COM (ZOLL)	21	381	782
403	ZURICH FINCL SVC AG S/ADR (ZFSVY)	108	2,576	2,796

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Account
								5,264	0	0
1	Amanda Parrish	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Recording Secretary / Trustee	1	0	0	0
2	Clay Parrish	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Treasurer / Trustee	1	0	0	0
3	Diane S Parrish	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	President / Trustee	1	0	0	0
4	Steve Parrish	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Vice President / Trustee	1	0	0	0
5	UBS Trust Company	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Trustee	10	5,264	0	0
6										
7										
8										
9										
10										