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Form 990-PF

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

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

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

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 STAR BRIGHT FDN		A Employer identification number 35-2048031
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 1919 Douglas St 2nd FL MAC N8000-027		Room/suite _____
City or town, state, and ZIP code Omaha NE 68102-1317		
<p>H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p> <p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 502,513 (Part I, column (d) must be on cash basis)</p>		<p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1 Foreign organizations, check here ► <input type="checkbox"/></p> <p>2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>

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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	0	0		
4 Dividends and interest from securities	12,608	12,608		
5 a Gross rents			0	
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10		2,145		
b Gross sales price for all assets on line 6a	22,391			
7 Capital gain net income (from Part IV, line 2)		2,145		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)		0		
11 Other income (attach schedule)	0	0	0	
12 Total. Add lines 1 through 11	14,753	14,753	0	
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	1,055	0	0	1,055
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	173	144	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	6,644	5,016	0	1,628
24 Total operating and administrative expenses				
Add lines 13 through 23	7,872	5,160	0	2,683
25 Contributions, gifts, grants paid	21,050			21,050
26 Total expenses and disbursements Add lines 24 and 25	28,922	5,160	0	23,733
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-14,169			
b Net investment income (if negative, enter -0-)		9,593		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see page 30 of the instructions.

(HTA)

Form 990-PF (2010)

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ENVELOPE
POSTMARK DATE APR 26 2011

SCANNED MAY 03 2011

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
Assets	1	Cash—non-interest-bearing	1,318	603
	2	Savings and temporary cash investments	64,362	50,259
	3	Accounts receivable ►	0	
		Less allowance for doubtful accounts ►	0	0
	4	Pledges receivable ►	0	
		Less allowance for doubtful accounts ►	0	0
	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) ►	0	
		Less allowance for doubtful accounts ►	0	0
	8	Inventories for sale or use		0
	9	Prepaid expenses and deferred charges		0
	10 a	Investments—U S and state government obligations (attach schedule)	0	0
	b	Investments—corporate stock (attach schedule)	161,074	0
	c	Investments—corporate bonds (attach schedule)	164,124	25,172
	11	Investments—land, buildings, and equipment basis ►	0	26,588
		Less accumulated depreciation (attach schedule) ►	0	0
Liabilities	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	60,758	364,880
	14	Land, buildings, and equipment basis ►	0	425,063
		Less accumulated depreciation (attach schedule) ►	0	0
	15	Other assets (describe ►)	0	0
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	451,636	440,914
				502,513
Net Assets or Fund Balances	17	Accounts payable and accrued expenses		0
	18	Grants payable		
	19	Deferred revenue		0
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0
	21	Mortgages and other notes payable (attach schedule)	0	0
	22	Other liabilities (describe ►)	0	0
	23	Total liabilities (add lines 17 through 22)	0	0
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>		
		and complete lines 24 through 26 and lines 30 and 31		
	25	Unrestricted		
	26	Temporarily restricted		
	27	Permanently restricted		
	28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>		
		and complete lines 27 through 31		
	29	Capital stock, trust principal, or current funds	451,636	440,914
	30	Paid-in or capital surplus, or land, bldg , and equipment fund		
	31	Retained earnings, accumulated income, endowment, or other funds		
Part III Analysis of Changes in Net Assets or Fund Balances	30	Total net assets or fund balances (see page 17 of the instructions)	451,636	440,914
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	451,636	440,914

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	451,636
2	Enter amount from Part I, line 27a	2	-14,169
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	7,607
4	Add lines 1, 2, and 3	4	445,074
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	4,160
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	440,914

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 Attached Statement				
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 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
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 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
2 Capital gain net income or (net capital loss) 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 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 }	2	2,145	
		3	0	

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	24,378	445,782	0.054686
2008	30,458	533,035	0.057141
2007	47,886	585,335	0.081810
2006	29,423	551,785	0.053323
2005	28,192	556,596	0.050651

2 Total of line 1, column (d)

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

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

8 Enter qualifying distributions from Part XII, line 4

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 ► <input type="checkbox"/> and enter "N/A" on line 1	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1 192
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> 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-)		
3 Add lines 1 and 2	2 0	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3 192	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	4	
6 Credits/Payments	5 192	
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 161	
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 0	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7 161	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8 0	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9 31	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 0	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ► 0 Refunded ► 11 0	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	
<i>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</i>		
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?	2 X	
<i>If "Yes," attach a detailed description of the activities</i>		
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?	5 X	
<i>If "Yes," attach the statement required by General Instruction T</i>		
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?		
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	6 X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► IN	7 X	
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)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► WELLS FARGO BANK N A Located at ► 1919 Douglas St 2nd FL MAC N8000-027 Omaha NE	Telephone no ► 888-730-4933	ZIP+4 ► 68102-1317	
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	N/A	► <input type="checkbox"/>
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? 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 ►	16	Yes	No X

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	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 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)

5a During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		5b	X
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>		6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 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
Wells Fargo Bank, N.A. 1919 Douglas St 2nd FL MAC N8000-027 Omaha	Trustee	4 00	6,511	0
-----	00	0	0	0
-----	00	0	0	0
-----	00	0	0	0

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

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

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

0

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		0
		0
		0
		0
		0
Total number of others receiving over \$50,000 for professional services	►	0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 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 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
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 443,255
b	Average of monthly cash balances	1b 39,838
c	Fair market value of all other assets (see page 25 of the instructions)	1c
d	Total (add lines 1a, b, and c)	1d 483,093
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	3 483,093
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4 7,246
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 475,847
6	Minimum investment return. Enter 5% of line 5	6 23,792

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 23,792
2a	Tax on investment income for 2010 from Part VI, line 5	2a 192
b	Income tax for 2010 (This does not include the tax from Part VI)	2b 0
c	Add lines 2a and 2b	2c 192
3	Distributable amount before adjustments Subtract line 2c from line 1	3 23,600
4	Recoveries of amounts treated as qualifying distributions	4 258
5	Add lines 3 and 4	5 23,858
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 23,858

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 23,733
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
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 23,733
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 23,733

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 Distrbutable amount for 2010 from Part XI, line 7				23,858
2 Undistrbutable income, if any, as of the end of 2010				
a Enter amount for 2009 only			18,460	
b Total for prior years 20 ____, 20 ____, 20 ____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 23,733			18,460	
a Applied to 2009, but not more than line 2a				
b Applied to undistrbutable 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)	0			
d Applied to 2010 distributable amount				5,273
e Remaining amount distributed out of corpus	0			
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	0			
b Prior years' undistrbutable income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistrbutable 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 Undistrbutable income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0
f Undistrbutable income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				18,585
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	0			
10 Analysis of line 9				
a Excess from 2006	0			
b Excess from 2007	0			
c Excess from 2008	0			
d Excess from 2009	0			
e Excess from 2010	0			

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				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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				<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center; width: 25%;">Tax year</th> <th colspan="3" style="text-align: center; border-bottom: 1px solid black;">Prior 3 years</th> <th rowspan="2" style="text-align: center; vertical-align: bottom; width: 15%;">(e) Total</th> </tr> <tr> <th style="text-align: center;">(a) 2010</th> <th style="text-align: center;">(b) 2009</th> <th style="text-align: center;">(c) 2008</th> <th style="text-align: center;">(d) 2007</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">0</td> </tr> <tr> <td style="text-align: center;">0</td> </tr> <tr> <td style="text-align: center;">0</td> </tr> <tr> <td style="text-align: center;">0</td> </tr> <tr> <td style="text-align: center;">0</td> </tr> <tr> <td style="text-align: center;">0</td> </tr> <tr> <td style="text-align: center;">0</td> </tr> <tr> <td style="text-align: center;">0</td> </tr> </tbody> </table>		Tax year	Prior 3 years			(e) Total	(a) 2010	(b) 2009	(c) 2008	(d) 2007	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Tax year	Prior 3 years			(e) Total																																																			
(a) 2010	(b) 2009	(c) 2008	(d) 2007																																																				
0	0	0	0	0																																																			
0	0	0	0	0																																																			
0	0	0	0	0																																																			
0	0	0	0	0																																																			
0	0	0	0	0																																																			
0	0	0	0	0																																																			
0	0	0	0	0																																																			
0	0	0	0	0																																																			
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)(ii)																																																						
(3)	Largest amount of support from an exempt organization																																																						
(4)	Gross investment income																																																						

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ► 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	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
Name and address (home or business)				
<i>a Paid during the year</i> See Attached Statement				
Total			► 3a	21,050
<i>b Approved for future payment</i> NONE				
Total			► 3b	0

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		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	12,608	
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	2,145	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue , a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		14,753	0
13 Total Add line 12, columns (b), (d), and (e)				13	14,753

Part XVI.B. Relationship of Activities to the Accomplishment of Event Purposes

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

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

- a Transfers from the reporting foundation to a noncharitable exempt organization of
 - (1) Cash
 - (2) Other assets
- b Other transactions
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations
- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
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.

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**

John N Sulentic

Signature of officer or trustee

4/11/2011

Dat

VP AND TAX DIRECTOR

Title

Signature of owner or agent		Date		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	PTIN
	Donald J. Roman		4/11/2011	Check <input checked="" type="checkbox"/> if self-employed P00364310
	Firm's name ► PricewaterhouseCoopers, LLP	Firm's EIN ► 13-4008324		
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777	Phone no 412-355-6000			

STAR BRIGHT FDN

35-2048031 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

See Attached Statement

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
None	501(c)(3) Public Charity

Purpose of grant/contribution	Amount
Scholarships	21,050

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
	0

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
	0

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
	0

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
	0

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
	0

Wells Fargo
Tax Transaction Detail Beneficiary Distributions
STAR BRIGHT FDN.

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Account Id: 70383500

Trust Year Ending 12/31/2010

Tax Code/Desc	Paid For	Transactions		Income	Principal
311 CASH CONTRIBUTIONS					
	000000000	No Beny Linked			
06/14/10		0 Units	Reg Code 000	0 00	-1,925 00
		CHARITABLE CASH CONTRIBUTION			
		STAR BRIGHT SCHOLARSHIP 2010/2011			
		BALL STATE UNIVERSITY			
		PTAC APPROVED 5/26/2010			
06/14/10		0 Units	Reg Code 000	0 00	-1,100 00
		CHARITABLE CASH CONTRIBUTION			
		STAR BRIGHT SCHOLARSHIP 2010/2011			
		BETHEL COLLEGE			
		PTAC APPROVED 5/26/2010			
06/14/10		0 Units	Reg Code 000	0 00	-600 00
		CHARITABLE CASH CONTRIBUTION			
		STAR BRIGHT SCHOLARSHIP 2010/2011			
		BUTLER UNIVERSITY			
		PTAC APPROVED 5/26/2010			
06/14/10		0 Units	Reg Code 000	0 00	-1,325 00
		CHARITABLE CASH CONTRIBUTION			
		STAR BRIGHT SCHOLARSHIP 2010/2011			
		CONCORDIA UNIVERSITY			
		PTAC APPROVED 5/26/2010			
06/14/10		0 Units	Reg Code 000	0 00	-600 00
		CHARITABLE CASH CONTRIBUTION			
		STAR BRIGHT SCHOLARSHIP 2010/2011			
		FRANKLIN COLLEGE			
		PTAC APPROVED 5/26/2010			
06/14/10		0 Units	Reg Code 000	0 00	-2,450 00
		CHARITABLE CASH CONTRIBUTION			
		STAR BRIGHT SCHOLARSHIP 2010/2011			
		INDIANA UNIVERSITY			
		PTAC APPROVED 5/26/2010			
06/14/10		0 Units	Reg Code 000	0 00	-1,000 00
		CHARITABLE CASH CONTRIBUTION			
		STAR BRIGHT SCHOLARSHIP 2010/2011			
		TAYLOR UNIVERSITY			
		PTAC APPROVED 5/26/2010			
06/14/10		0 Units	Reg Code 000	0 00	-2,900 00
		CHARITABLE CASH CONTRIBUTION			
		STAR BRIGHT SCHOLARSHIP 2010/2011			
		IPFW			
		PTAC APPROVED 5/26/2010			
06/14/10		0 Units	Reg Code 000	0 00	-725 00
		CHARITABLE CASH CONTRIBUTION			
		STAR BRIGHT SCHOLARSHIP 2010/2011			
		IVY TECH			
		PTAC APPROVED 5/26/2010			
06/14/10		0 Units	Reg Code 000	0 00	-600 00
		CHARITABLE CASH CONTRIBUTION			
		STAR BRIGHT SCHOLARSHIP 2010/2011			
		OHIO NORTHERN UNIVERSITY			
		PTAC APPROVED 5/26/2010			

Wells Fargo
Tax Transaction Detail Beneficiary Distributions
STAR BRIGHT FDN.
Account Id: 70383500
Trust Year Ending 12/31/2010

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3/31/2011 15:14:45

Tax Code/Desc	Paid For	Transactions		Income	Principal
311 CASH CONTRIBUTIONS					
	000000000	No Beny Linked			
06/14/10		0 Units	Reg Code 000	0 00	-3,400 00
		CHARITABLE CASH CONTRIBUTION			
		STAR BRIGHT SCHOLARSHIP 2010/2011			
		PURDUE UNIVERSITY			
		PTAC APPROVED 5/26/2010			
06/14/10		0 Units	Reg Code 000	0 00	-600 00
		CHARITABLE CASH CONTRIBUTION			
		STAR BRIGHT SCHOLARSHIP 2010/2011			
		ST MARY'S COLLEGE			
		PTAC APPROVED 5/26/2010			
06/14/10		0 Units	Reg Code 000	0 00	-725 00
		CHARITABLE CASH CONTRIBUTION			
		STAR BRIGHT SCHOLARSHIP 2010/2011			
		UNIVERSITY OF DAYTON			
		PTAC APPROVED 5/26/2010			
06/14/10		0 Units	Reg Code 000	0 00	-500 00
		CHARITABLE CASH CONTRIBUTION			
		STAR BRIGHT SCHOLARSHIP 2010/2011			
		INDIANA TECH			
		PTAC APPROVED 5/26/2010			
06/14/10		0 Units	Reg Code 000	0 00	-1,000 00
		CHARITABLE CASH CONTRIBUTION			
		STAR BRIGHT SCHOLARSHIP 2010/2011			
		INDIANA WESLEYAN			
		PTAC APPROVED 5/26/2010			
06/14/10		0 Units	Reg Code 000	0 00	-500 00
		CHARITABLE CASH CONTRIBUTION			
		STAR BRIGHT SCHOLARSHIP 2010/2011			
		PACE UNIVERSITY			
		PTAC APPROVED 5/26/2010			
06/21/10		0 Units	Reg Code 000	0 00	-600 00
		CHARITABLE CASH CONTRIBUTION			
		STAR BRIGHT SCHOLARSHIP 2010/2011			
		MANCHESTER COLLEGE			
		PTAC APPROVED 5/26/2010			
06/21/10		0 Units	Reg Code 000	0 00	-500 00
		CHARITABLE CASH CONTRIBUTION			
		STAR BRIGHT SCHOLARSHIP 2010/2011			
		IPFW			
		PTAC APPROVED 5/26/2010			
09/27/10		0 Units	Reg Code 000	0 00	-600 00
		CHARITABLE CASH CONTRIBUTION			
		STAR BRIGHT SCHOLARSHIP 2010/2011- CHASE CA			
		EVANGEL UNIVERSITY			
		PTAC APPROVED 5/26/2010			

Wells Fargo
Tax Transaction Detail Beneficiary Distributions
STAR BRIGHT FDN.
Trust Year Ending 12/31/2010

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Account Id: 70383500

Trust Year Ending 12/31/2010

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Line 16b (990-PF) - Accounting Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	0	1,055
1	Tax Prep Fees	1,055				1,055
2						
3						
4						
5						
6						
7						
8						
9						
10						

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	0
1	FOREIGN TAX WITHHELD	144	144			
2	ESTIMATED EXCISE TAX PAID	29				
3						
4						
5						
6						
7						
8						
9						
10						

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	0	Disbursements for Charitable Purposes	1,628
1	Amortization See attached statement	0	0	0	0		0
2	TRUSTEE FEES	6,511	4,883				1,628
3	PARTNERSHIP EXPENSES	133	133				
4							
5							
6							
7							
8							
9							
10							

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	Stock		161,074	161,074		
2						
3						
4						
5						
6						
7						
8						
9						
10						

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	Bonds			164,124	25,172	0	26,588
2				164,124	25,172		26,588
3							
4							
5							
6							
7							
8							
9							
10							

Part II, Line 13 (990-PF) - Investments - Other

Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1 Other Investments		60,758	364,880	425,063
2		60,758	364,880	425,063
3				
4				
5				
6				
7				
8				
9				
10				

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	Return of Scholarship Grants	1	258
2	Gain on PY Sales Settled in CY	2	7,168
3	Mutual Fund and CTF Income Additions	3	181
4	Total	4	7,607

Line 5 - Decreases not included in Part III, Line 2

1	Mutual Fund and CTF Income Subtractions	1	111
2	Partnership Income Adjustment	2	3,924
3	Cost Basis Adjustment	3	125
4	Total	4	4,160

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Amount		491		0		0		0		0		0		0	
Long Term CG Distributions		Short Term CG Distributions		Totals		21,900		0		20,246		1,654		0	
Kind(s) of Property Sold		CUSIP #		How Acquired		Date Acquired		Date Sold		Gross Sales Pnce		Depreciation Allowed		Cost or Other Basis Plus Expense of Sale	
1	POWERSHARES DB COMMODITY INDEX	73933S105				1/14/2008	12/27/2010			14,325				17,010	-2,685
2	POWERSHARES DB COMMODITY INDEX	73933S105				12/29/2009	12/27/2010			3,514				3,215	299
3	Powershares STG									0				0	-21
4	Powershares LITC									156				0	156
5	Final Year Basis Adjustment									2,045				0	2,045
6	Powershares 1256 Gain									1,860				0	1,860
7										0				0	0
8										0				0	0
9										0				0	0
10										0				0	0

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

Part	0	0	0
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	132
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	5/13/2010 3	29
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	161

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2009 that remained undistributed at the beginning of the 2010 tax year	1	18,460
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	18,460

Security Ctr Security Description	Security Category	Account #	CUSIP	Asset Name	FMV	Units	Fed Cost
	Cash	70383500	31359MPF4	FED NATL MTG ASSN 4.375% 9/15/12	26,588	25000 0000	603 25,172
23	Bond Paying Periodic	70383500	81369Y308	CONSUMER STAPLES SECTOR SPDR TR	8,060	275,0000	6,412
34	Mutual Fund	70383500	81369Y605	AMEX FINANCIAL SELECT SPDR	11,325	710 0000	8,100
34	Mutual Fund	70383500	81369Y605	AMEX MATERIALS SPDR	4,033	105 0000	2,608
34	Mutual Fund	70383500	81369Y100	AMEX TECHNOLOGY SELECT SPDR	15,618	620 0000	11,035
34	Mutual Fund	70383500	81369Y803	AMEX ENERGY SELECT SPDR	11,261	165 0000	7,478
34	Mutual Fund	70383500	81369Y506	AMEX UTILITIES SPDR	1,097	35 0000	961
34	Mutual Fund	70383500	81369Y886	ISHARES TR SMALLCAP 600 INDEX FD	21,910	320 0000	15,608
34	Mutual Fund	70383500	464287804	ISHARES S&P MIDCAP 400 VALUE	9,535	120 0000	8,057
34	Mutual Fund	70383500	464287705	ISHARES S&P MIDCAP 400 GROWTH	12,086	120 0000	9,467
34	Mutual Fund	70383500	464287465	ISHARES MSCI EAFFE	38,425	660 0000	35,606
34	Mutual Fund	70383500	81369Y704	AMEX INDUSTRIAL SPDR	10,461	300 0000	6,375
34	Mutual Fund	70383500	81369Y209	AMEX HEALTH CARE SPDR	8,190	260 0000	6,734
34	Mutual Fund	70383500	81369Y407	AMEX CONSUMER DISCR SPDR	8,417	225 0000	5,033
34	Mutual Fund	70383500	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	15,296	1244 5550	20,000
34	Mutual Fund	70383500	464287242	ISHARES BOXX \$ INV GR CORP BD FD	17,893	165 0000	16,490
34	Mutual Fund	70383500	880208400	TEMPLETTON GLOBAL BOND FD-ADV #616	28,824	2125,6570	24,713
34	Mutual Fund	70383500	922908553	VANGUARD REIT VIPER	26,578	480 0000	14,395
34	Mutual Fund	70383500	922042858	VANGUARD EMERGING MARKETS ETF	12,277	255 0000	8,017
34	Mutual Fund	70383500	921931827	VANGUARD BD INDEX FD INC	128,736	1600 0000	127,117
34	Mutual Fund	70383500	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	10,706	275 0000	7,910
34	Mutual Fund	70383500	921937819	VANGUARD INTERMEDIATE TERM B	24,335	295 0000	22,765
22	Money Market Fund	70383500	VP3151728	FIDELITY INST PRIME MM #2014	50,259	50259 0800	50,259
					502,513		440,914