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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.

2010

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

G Check all that apply:		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return
		<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change
Name of foundation				
RICE MEMORIAL HOSPITAL & WELFARE 1015000141				
Number and street (or P O. box number if mail is not delivered to street address)			Room/suite	
PO BOX 207				
City or town, state, and ZIP code				
EVANSVILLE, IN 47702				
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				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 978,680. J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)				
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions.))				
	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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				
4 Dividends and interest from securities	29,723	29,723		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	317			
b Gross sales price for all assets on line 6a	208,572			
7 Capital gain net income (from Part IV, line 2)		317		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	30,040	30,040		
13 Compensation of officers, directors, trustees, etc.	10,865	9,778		1,086
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT. 1	800	NONE	NONE	800
c Other professional fees (attach schedule)				
17 Interest	37	37		
18 Taxes (attach schedule) (see page 14 of the instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT. 3	54			54
24 Total operating and administrative expenses.				
Add lines 13 through 23	11,756	9,815	NONE	1,940
25 Contributions, gifts, grants paid	28,469			28,469
26 Total expenses and disbursements Add lines 24 and 25	40,225	9,815	NONE	30,409
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-10,185			
b Net investment income (if negative, enter -0)		20,225		
c Adjusted net income (if negative, enter -0)				

MAY 13 2011

ENVELOPE
POSTMARKSCANNED MAY 19 2011
Revenue

Operating and Administrative Expenses

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments				
	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 ►	NONE			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
Assets	10 a Investments - U.S. and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule)				
	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)	877,900.	867,695.	978,680.	
	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)	877,900.	867,695.	978,680.	
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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. ► <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	877,900.	867,695.		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see page 17 of the instructions)	877,900.	867,695.		
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	877,900.	867,695.		

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	877,900.
2 Enter amount from Part I, line 27a	2	-10,185.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 4	3	2.
4 Add lines 1, 2, and 3	4	867,717.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 5	5	22.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	867,695.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	317.	
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	34,517.	884,922.	0.03900569768
2008	27,825.	949,400.	0.02930798399
2007			
2006			
2005			
2 Total of line 1, column (d)		2	0.06831368167
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	0.03415684084
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		4	942,055.
5 Multiply line 4 by line 3		5	32,178.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	202.
7 Add lines 5 and 6		7	32,380.
8 Enter qualifying distributions from Part XII, line 4		8	30,409.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	405.
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-)	2		
3	Add lines 1 and 2	3	405.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	405.	
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	208.	
b	Exempt foreign organizations-tax withheld at source	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	208.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	9	197.	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10	10		
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax ► Refunded ► 11	11		

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a		X	
1b		X	
1c		X	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	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	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		
6	• By language in the governing instrument, or	X	
6	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► STMT 6		
8b	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 <i>General Instruction G</i> ? If "No," attach explanation	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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 ► <u>N/A</u>			
14	The books are in care of ► <u>OLD NATIONAL TRUST CO</u> Telephone no. ► <u>(812) 464-1399</u> Located at ► <u>P.O. BOX 207, EVANSVILLE, IN</u> ZIP + 4 ► <u>47702</u>		
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 ► <u>15</u>		
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 X No

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 ►	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? If "Yes," list the years ►	2a	
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2c	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	<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	
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 type="checkbox"/> Yes <input checked="" 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>			
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	6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		X
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		10,865.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ► **NONE**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services ► NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE

2

3

4

Part IX-B Summary of Program-Related Investments (see page 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 ►

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	956,401.
b Average of monthly cash balances	1b	NONE
c Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	956,401.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	NONE
3 Subtract line 2 from line 1d	3	956,401.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	14,346.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	942,055.
6 Minimum investment return. Enter 5% of line 5	6	47,103.

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	47,103.
2a Tax on investment income for 2010 from Part VI, line 5	2a	405.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	405.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	46,698.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	46,698.
6 Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	46,698.

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	30,409.
b Program-related investments - total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	30,409.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	30,409.

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				46,698.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only				28,469.
b Total for prior years. 20 08 , 20 20		NONE		
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	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 30,409.				28,469.
a Applied to 2009, but not more than line 2a				28,469.
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				1,940.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)		NONE		NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				44,758.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	NONE			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)		
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Prior 3 years		
	(a) 2010	(b) 2009	(c) 2008	(d) 2007
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).)

N/A

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

N/A

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

Check here ► 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 STATEMENT 8				
Total			► 3a	28,469.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A. Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

1 Program service revenue:

a _____
 b _____
 c _____
 d _____
 e _____
 f _____

g Fees and contracts from government agencies

2 Membership dues and assessments

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

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

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)

13 Total. Add line 12, columns (b), (d), and (e) 13 30,040.

(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.)

NOT APPLICABLE

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?	Yes	No
<p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p>		1a(1) <input checked="" type="checkbox"/>	X
		1a(2) <input checked="" type="checkbox"/>	X
<p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p>		1b(1) <input checked="" type="checkbox"/>	X
		1b(2) <input checked="" type="checkbox"/>	X
		1b(3) <input checked="" type="checkbox"/>	X
		1b(4) <input checked="" type="checkbox"/>	X
		1b(5) <input checked="" type="checkbox"/>	X
		1b(6) <input checked="" type="checkbox"/>	X
		1c <input checked="" type="checkbox"/>	X
<p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p>			

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 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 Tina Thompson 04/29/2011 TRUSTEE

Signature of officer or trustee		OLD NATIONAL TRUST COMPANY	Date	Title	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	PTIN
	WESLEY HIRSCHBERG			04/29/2011	Check <input type="checkbox"/> if self-employed
	Firm's name ► THOMSON REUTERS (TAX & ACCOUNTING)			Firm's EIN ►	
Firm's address ► ONE N. DEARBORN ST., 5TH FL. CHICAGO, IL 60602			Phone no. 312-873-6900		

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis			
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					507.	
325.00		8. BARCLAYS BK IPATH INDL COMMODITY ETN PROPERTY TYPE: SECURITIES 224.00				07/09/2009	09/27/2010	
1,744.00		23. BECTON DICKINSON & CO PROPERTY TYPE: SECURITIES 1,807.00				03/04/2010	10/13/2010	
2,730.00		36. BECTON DICKINSON & CO PROPERTY TYPE: SECURITIES 2,514.00				07/02/2009	10/13/2010	
326.00		5. CHURCH & DWIGHT INC PROPERTY TYPE: SECURITIES 281.00				10/23/2008	09/27/2010	
149.00		6. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 171.00				07/06/2007	03/04/2010	
4,297.00		194. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 3,871.00				07/02/2009	09/27/2010	
300.00		5. COVANCE INC PROPERTY TYPE: SECURITIES 386.00				07/02/2008	03/04/2010	
1,792.00		44. COVANCE INC PROPERTY TYPE: SECURITIES 2,708.00				02/06/2009	08/04/2010	
326.00		8. DANAHER CORP PROPERTY TYPE: SECURITIES 329.00				07/02/2008	09/27/2010	
3,910.00		136.333 DRIEHaus EMERGING MKTS GROWTH FD PROPERTY TYPE: SECURITIES 2,217.00				02/10/2009	03/04/2010	
							1,693.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis			
220.00		6.5 DRIEHAUS EMERGING MKTS GROWTH FD #3 PROPERTY TYPE: SECURITIES 144.00				07/02/2009	09/27/2010	76.00
173.00		10. EMC CORPORATION PROPERTY TYPE: SECURITIES 173.00				09/16/2009	03/04/2010	
129.00		6. EMC CORPORATION PROPERTY TYPE: SECURITIES 104.00				09/16/2009	09/27/2010	25.00
356.00		7. ECOLAB INC PROPERTY TYPE: SECURITIES 358.00				01/03/2008	09/27/2010	-2.00
371.00		6. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 495.00				08/10/2007	09/27/2010	-124.00
50,000.00		50000. FED HOME LN BK 4.25% 11/15/2010 PROPERTY TYPE: SECURITIES 51,068.00				01/15/2004	11/15/2010	-1,068.00
50,000.00		50000. FED HOME LN BK 1% 07/07/2010 PROPERTY TYPE: SECURITIES 50,000.00				04/03/2009	07/07/2010	
664.00		24.495 FIDELITY DIVERSIFIED INTL FD #325 PROPERTY TYPE: SECURITIES 989.00				06/11/2007	03/04/2010	-325.00
598.00		21.22 FIDELITY DIVERSIFIED INTL FD #325 PROPERTY TYPE: SECURITIES 487.00				07/02/2009	03/17/2010	111.00
20,987.00		744.207 FIDELITY DIVERSIFIED INTL FD #32 PROPERTY TYPE: SECURITIES 25,623.00				02/10/2009	03/17/2010	-4,636.00
2,383.00		71.517 FIRST AMERN MID CAP GROWTH OPP CL PROPERTY TYPE: SECURITIES 2,489.00				03/04/2010	08/26/2010	-106.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis			
14,207.00		426.386 FIRST AMERN MID CAP GROWTH OPP C PROPERTY TYPE: SECURITIES 10,434.00				07/02/2009	08/26/2010	
539.00		5. FRANKLIN RES INC PROPERTY TYPE: SECURITIES 468.00				02/10/2006	09/27/2010	
877.00		28.979 GOLDMAN SACHS MID CAP VALUE INSTL PROPERTY TYPE: SECURITIES 1,200.00				02/20/2007	03/04/2010	
623.00		19.47 GOLDMAN SACHS MID CAP VALUE INSTL PROPERTY TYPE: SECURITIES 806.00				02/20/2007	09/27/2010	
521.00		23.366 GOLDMAN SACHS GROWTH OPPORTUNITIE PROPERTY TYPE: SECURITIES 472.00				08/26/2010	09/27/2010	
224.00		5. HARRIS CORP PROPERTY TYPE: SECURITIES 287.00				07/25/2007	09/27/2010	
207.00		5. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 244.00				11/13/2007	09/27/2010	
633.00		5. INTERNATIONAL BUSINESS MACHS CORP PROPERTY TYPE: SECURITIES 548.00				07/06/2007	03/04/2010	
209.00		5. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 252.00				06/08/2007	03/04/2010	
3,558.00		55. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 3,231.00				02/06/2009	04/28/2010	
2,323.00		31. MCDONALDS CORP PROPERTY TYPE: SECURITIES 1,761.00				08/19/2009	09/27/2010	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis			
233.00		6. METLIFE INC PROPERTY TYPE: SECURITIES 389.00				02/16/2007	09/27/2010	
257.00		9. MICROSOFT CORP PROPERTY TYPE: SECURITIES 320.00				01/03/2008	03/04/2010	
124.00		5. MICROSOFT CORP PROPERTY TYPE: SECURITIES 178.00				01/03/2008	09/27/2010	
376.00		5. NOBLE ENERGY INC PROPERTY TYPE: SECURITIES 282.00				02/16/2007	09/27/2010	
268.00		5. NORTHERN TRUST CORPORATION PROPERTY TYPE: SECURITIES 311.00				04/15/2009	03/04/2010	
2,712.00		56. NORTHERN TRUST CORPORATION PROPERTY TYPE: SECURITIES 3,251.00				05/14/2009	08/04/2010	
641.00		10. PEPSICO INC PROPERTY TYPE: SECURITIES 654.00				07/02/2008	03/04/2010	
111.00		6. QUANTA SVCS INC PROPERTY TYPE: SECURITIES 131.00				07/22/2009	03/04/2010	
350.00		35.781 ROYCE PENNSYLVANIA MUT CL I FD #2 PROPERTY TYPE: SECURITIES 379.00				01/03/2008	03/04/2010	
268.00		26.678 ROYCE PENNSYLVANIA MUT CL I FD #2 PROPERTY TYPE: SECURITIES 283.00				01/03/2008	09/27/2010	
5,400.00		48. SPDR TR UNIT SER 1 PROPERTY TYPE: SECURITIES 5,357.00				12/16/2009	03/04/2010	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,060.00		30. STERICYCLE INC PROPERTY TYPE: SECURITIES 1,393.00				02/06/2009	09/27/2010	
286.00		6. THERMO FISHER SCIENTIFIC INC PROPERTY TYPE: SECURITIES 342.00				02/14/2008	09/27/2010	
325.00		12.162 THORNBURG INTL VALUE CL I FD #209 PROPERTY TYPE: SECURITIES 314.00				03/17/2010	09/27/2010	
25,000.00		25000. US TREASURY N/B 4.75% 02/15/2010 PROPERTY TYPE: SECURITIES 24,751.00				06/13/2007	02/15/2010	
3,519.00		78. VANGUARD REIT ETF PROPERTY TYPE: SECURITIES 3,442.00				12/04/2009	03/04/2010	
434.00		5. VISA INC CL A PROPERTY TYPE: SECURITIES 337.00				05/27/2009	03/04/2010	
TOTAL GAIN(LOSS)						-----	317.	=====

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC)	800.		800.	
TOTALS	800.	NONE	NONE	800.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES ON QUALIFIED FOR	4. 33.	4. 33.
TOTALS	37.	37.

FORM 90PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	54.	54.
TOTALS	54.	54.

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

DESCRIPTION	AMOUNT
ROUNDING	2.
TOTAL	2.

STATEMENT 4

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

DESCRIPTION	AMOUNT
ACCRUED INTEREST PAID	22.
TOTAL	22.

STATEMENT 5

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

IN

STATEMENT 6

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

OFFICER NAME:

OLD NATIONAL TRUST COMPANY

ADDRESS:

P.O. BOX 207
EVANSVILLE, IN 47702

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION

10,865.

OFFICER NAME:

PASTOR

ADDRESS:

FIRST METHODIST CHURCH OF PETERSBUR
PETERSBURG, IN 47567

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JUDGE

ADDRESS:

PIKE COUNTY, IN CIRCUIT COURT
PETERSBURG, IN 47567,

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION:

10,865.

=====

=====

RECIPIENT NAME:
INDIANA UNIVERSITY
ADDRESS:
BURSAR OFFICE-FRANKLIN HALL 011
BLOOMINGTON, IN 47405-1223
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID 16,431.

RECIPIENT NAME:
PURDUE UNIVERSITY
ADDRESS:
BURSAR OFFICE-OUTSIDE AWARDS
W LAFAYETTE, IN 47907-1060
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID 8,743.

RECIPIENT NAME:
IUPUI
ADDRESS:
OFFICE OF THE BURSAR - PAYMENT P
INDIANAPOLIS, IN 46266-6144
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID 3,295.

TOTAL GRANTS PAID: 28,469.
=====

OLD NATIONAL TRUST		OLD NATIONAL TRUST COMPANY				Run on 04/19/2011 09:35:20 AM					
		Asset Details				As of 12/31/2010					
Account: 1015000141						Combined Portfolios					
RICE MEMORIAL HOSPITAL & WELFARE TAX-EXEMPT CHARITABLE TRUST						Settlement Date Basis					
						Administrator: RUTH STONECIPHER @ 812-461-9728					
						Investment Officer: SPENCER VINSON @ 812-464-1376					
						Investment Authority: Joint with Individual					
						Investment Objective: EMPHASIZE INCOME					
						Lot Select Method: LTHC					
						Sort By: CUSIP					
Ticker	CUSIP/Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Income	Yield	Pricing Date
	CASH							0.00			
<u>ABT</u>	002824100 ABBOTT LABS	<u>84.000000</u>	47.910	4,483.10	4,483.10	4,024	459-	0.41	148	3.67	12/31/2010
<u>AAPL</u>	037833100 APPLE INC	<u>32.000000</u>	322.560	4,171.69	4,171.69	10,322	6,150	1.05		0.00	12/31/2010
<u>060505AX</u>	060505AX2 BK OF AMER CORP 4.875% 01/15/2013	<u>30,000.000000</u>	104.208	31,460.10	31,460.10	31,262	198-	3.19	1,463	4.68	12/31/2010
<u>JJM</u>	06738G407 BARCLAYS BK IPATH INDL COMMODITY ETN	<u>158.000000</u>	46.870	4,429.90	4,429.90	7,405	2,976	0.76		0.00	12/31/2010
<u>CHD</u>	171340102 CHURCH & DWIGHT INC	<u>100.000000</u>	69.020	3,801.09	3,801.09	6,902	3,101	0.71	68	0.99	12/31/2010
<u>COST</u>	22160K105 COSTCO WHSL CORP NEW	<u>73.000000</u>	72.210	4,303.41	4,303.41	5,271	968	0.54	60	1.14	12/31/2010
<u>DHR</u>	235851102 DANAHER CORP	<u>154.000000</u>	47.170	3,167.77	3,167.77	7,264	4,096	0.74	12	0.17	12/31/2010
<u>DE</u>	244199105 DEERE & CO	<u>75.000000</u>	83.050	3,207.19	3,207.19	6,229	3,022	0.64	105	1.69	12/31/2010
<u>DREGX</u>	262028301 DRIEHaus EMERGING MKTS GROWTH FD #3	<u>295.801000</u>	32.210	5,987.65	5,987.65	9,528	3,540	0.97	23	0.24	12/31/2010
<u>EMC</u>	268648102 EMC CORP	<u>260.000000</u>	22.900	4,484.47	4,484.47	5,954	1,470	0.61		0.00	12/31/2010
<u>ECL</u>	278865100 ECOLAB INC	<u>119.000000</u>	50.420	5,084.74	5,084.74	6,000	915	0.61	83	1.39	12/31/2010
<u>EMR</u>	291011104 EMERSON ELEC CO	<u>89.000000</u>	57.170	3,699.52	3,699.52	5,088	1,389	0.52	123	2.41	12/31/2010

<u>XOM</u>	30231G102 EXXON MOBIL CORP	<u>114.000000</u>	73.120	7,277.34	7,277.34	8,336	1,058	0.85	201	2.41	12/31/2010
<u>31331VJS</u>	31331VJS6 FED FARM CR BK 4.95% 07/08/2016	<u>50,000.000000</u>	112.745	49,917.00	49,917.00	56,373	6,456	5.76	2,475	4.39	12/31/2010
<u>3133MJUQ</u>	3133MJUQ1 FED HOME LN BK 4.875% 11/15/2011	<u>25,000.000000</u>	103.868	25,337.75	25,337.75	25,967	629	2.65	1,219	4.69	12/31/2010
<u>3133X52U</u>	3133X52U1 FED HOME LN BK 4.5% 03/17/2014	<u>50,000.000000</u>	110.145	48,502.45	48,502.45	55,073	6,570	5.63	2,250	4.09	12/31/2010
<u>3133XDTC</u>	3133XDTC5 FED HOME LN BK 5% 12/11/2015	<u>50,000.000000</u>	112.628	50,131.35	50,131.35	56,314	6,183	5.75	2,500	4.44	12/31/2010
<u>31359MPF</u>	31359MPF4 FED NAT MTG ASSOC 4.375% 09/15/2012	<u>50,000.000000</u>	106.352	50,000.00	50,000.00	53,176	3,176	5.43	2,188	4.11	12/31/2010
<u>31364GBZ</u>	31364GBZ1 FED NAT MTG ASSOC 5.12% 10/09/2013	<u>50,000.000000</u>	110.696	50,144.10	50,144.10	55,348	5,204	5.66	2,560	4.63	12/31/2010
<u>3136FPPF6</u>	3136FPPF69 FED NAT MTG ASSOC 2.25% 12/14/2016-2011	<u>50,000.000000</u>	96.194	50,000.00	50,000.00	48,097	1,903-	4.92	1,125	2.34	12/31/2010
<u>BEN</u>	354613101 FRANKLIN RES INC	<u>38.000000</u>	111.210	2,659.14	2,659.14	4,226	1,567	0.43	38	0.90	12/31/2010
<u>36962G3H</u>	36962G3H5 GE CAP CORP 5.625% 09/15/2017	<u>25,000.000000</u>	109.650	24,274.00	24,274.00	27,413	3,139	2.80	1,406	5.13	12/31/2010
<u>GS</u>	38141G104 GOLDMAN SACHS	<u>35.000000</u>	168.160	4,775.30	4,775.30	5,886	1,110	0.60	49	0.83	12/31/2010
<u>38141GDO</u>	38141GDO4 GOLDMAN SACHS 5.25% 10/15/2013	<u>25,000.000000</u>	108.222	24,580.25	24,580.25	27,056	2,475	2.76	1,313	4.85	12/31/2010
<u>FSMXX</u>	38141W232 GOLDMAN SACHS FS MM FD #474			12,659.93	12,659.93	12,660		1.29	18	0.14	01/01/1901
<u>GSMCX</u>	38141W398 GOLDMAN SACHS MID CAP VALUE INSTL FD #864	<u>886.006000</u>	36.150	29,741.21	29,741.21	32,029	2,288	3.27	231	0.72	12/31/2010
<u>GGOIX</u>	38142Y401 GOLDMAN SACHS GROWTH OPPORTUNITIES CL I FD #1132	<u>800.969000</u>	24.350	16,187.59	16,187.59	19,504	3,316	1.99		0.00	12/31/2010

<u>HRS</u>	413875105 HARRIS CORP	<u>98.000000</u>	45.300	4,971.66	4,971.66	4,439	532-	0.45	98	2.21	12/31/2010
<u>HPQ</u>	428236103 HEWLETT PACKARD CO	<u>104.000000</u>	42.100	4,622.42	4,622.42	4,378	244-	0.45	33	0.76	12/31/2010
<u>IBM</u>	459200101 INTL BUSINESS MACHS CORP	<u>46.000000</u>	146.760	4,622.35	4,622.35	6,751	2,129	0.69	120	1.77	12/31/2010
<u>JPM</u>	46625H100 JPMORGAN CHASE & CO	<u>151.000000</u>	42.420	6,562.98	6,562.98	6,405	158-	0.65	30	0.47	12/31/2010
<u>46625HHW</u>	46625HHW3 JPMORGAN CHASE & CO 2.6% 01/15/2016	<u>20,000.000000</u>	97.027	19,750.00	19,750.00	19,405	345-	1.98	520	2.68	12/31/2010
<u>548661CS</u>	548661CS4 LOWE'S COMPANIES INC 2.125% 04/15/2016-2016	<u>20,000.000000</u>	97.796	19,990.00	19,990.00	19,559	431-	2.00	425	2.17	12/31/2010
<u>MCD</u>	580135101 MCDONALDS CORP	<u>89.000000</u>	76.760	4,524.88	4,524.88	6,832	2,307	0.70	217	3.18	12/31/2010
<u>MHS</u>	58405U102 MEDCO HEALTH SOLUTIONS INC	<u>93.000000</u>	61.270	4,021.02	4,021.02	5,698	1,677	0.58		0.00	12/31/2010
<u>MET</u>	59156R108 METLIFE INC	<u>137.000000</u>	44.440	5,538.07	5,538.07	6,088	550	0.62	101	1.67	12/31/2010
<u>MSFT</u>	594918104 MICROSOFT CORP	<u>256.000000</u>	27.910	7,059.07	7,059.07	7,145	86	0.73	164	2.29	12/31/2010
<u>NBL</u>	655044105 NOBLE ENERGY INC	<u>79.000000</u>	86.080	3,686.82	3,686.82	6,800	3,114	0.70	57	0.84	12/31/2010
<u>PEP</u>	713448108 PEPSICO INC	<u>81.000000</u>	65.330	4,188.90	4,188.90	5,292	1,103	0.54	156	2.94	12/31/2010
<u>72447XAC</u>	72447XAC1 PITNEY BOWES INC 5.75% 09/15/2017	<u>20,000.000000</u>	105.278	20,281.80	20,281.80	21,056	774	2.15	1,150	5.46	12/31/2010
<u>PX</u>	74005P104 PRAXAIR INC	<u>75.000000</u>	95.470	4,301.78	4,301.78	7,160	2,858	0.73	135	1.89	12/31/2010
<u>PG</u>	742718109 PROCTER & GAMBLE CO	<u>79.000000</u>	64.330	4,443.27	4,443.27	5,082	639	0.52	152	3.00	12/31/2010
<u>PWR</u>	74762E102 QUANTA SVCS INC	<u>172.000000</u>	19.920	3,554.48	3,554.48	3,426	128-	0.35		0.00	12/31/2010
<u>PENNX</u>	780905840 ROYCE	<u>1,214.031000</u>	11.650	9,763.03	9,763.03	14,143	4,380	1.45	66	0.46	12/31/2010

PENNSYLVANIA MUT CL I FD #260										
<u>SLB</u>	806857108 SCHLUMBERGER LTD	<u>115.000000</u>	83.500	6,840.07	6,840.07	9,603	2,762	0.98	97	1.01 12/31/2010
<u>XLY</u>	81369Y407 SELECT SECTOR SPDR CONSUMER DISCRETIONARY	<u>67.000000</u>	37.410	1,173.17	1,173.17	2,506	1,333	0.26	33	1.31 12/31/2010
<u>SRCL</u>	858912108 STERICYCLE INC	<u>55.000000</u>	80.920	2,389.05	2,389.05	4,451	2,062	0.46		0.00 12/31/2010
<u>TJX</u>	872540109 TJX CO INC	<u>84.000000</u>	44.390	3,790.55	3,790.55	3,729	62-	0.38	50	1.35 12/31/2010
<u>TGT</u>	87612E106 TARGET CORP	<u>84.000000</u>	60.130	4,479.69	4,479.69	5,051	571	0.52	84	1.66 12/31/2010
<u>TEVA</u>	881624209 TEVA PHARMACEUTICAL INDS LTD SP ADR	<u>96.000000</u>	52.130	5,303.70	5,303.70	5,004	299-	0.51	64	1.28 12/31/2010
<u>TMO</u>	883556102 THERMO FISHER SCIENTIFIC INC	<u>111.000000</u>	55.360	5,566.89	5,566.89	6,145	578	0.63		0.00 12/31/2010
<u>TGIVX</u>	885215566 THORNBURG INTL VALUE CL I FD #209	<u>819.102000</u>	28.640	21,141.02	21,141.02	23,459	2,318	2.40	233	0.99 12/31/2010
<u>911312AL</u>	911312AL0 UNITED PARCEL SERVICE 3.875% 04/01/2014	<u>20,000.000000</u>	106.542	19,955.60	19,955.60	21,308	1,353	2.18	775	3.64 12/31/2010
<u>912828GH</u>	912828GH7 US TREASURY N/B 4.625% 02/15/2017	<u>50,000.000000</u>	112.586	47,671.87	47,671.87	56,293	8,621	5.75	2,313	4.11 12/31/2010
<u>912828NF</u>	912828NF3 US TREASURY N/B 2.125% 05/31/2015	<u>40,000.000000</u>	101.594	40,621.88	40,621.88	40,638	16	4.16	850	2.09 12/31/2010
<u>VNO</u>	922908553 VANGUARD REIT ETF	<u>192.000000</u>	55.370	8,472.96	8,472.96	10,631	2,158	1.09	363	3.42 12/31/2010
<u>V</u>	92826C839 VISA INC CL A	<u>79.000000</u>	70.380	5,469.61	5,469.61	5,560	90	0.57	47	0.85 12/31/2010
<u>WMT</u>	931142103 WALMART STORES INC	<u>52.000000</u>	53.930	2,814.95	2,814.95	2,804	11-	0.29	63	2.24 12/31/2010
<u>WAG</u>	931422109 WALGREEN CO	<u>135.000000</u>	38.960	4,895.61	4,895.61	5,260	364	0.54	95	1.80 12/31/2010
<u>931422AE</u>	931422AE9 WALGREEN CO	<u>25,000.000000</u>	111.190	25,207.00	25,207.00	27,798	2,591	2.83	1,313	4.72 12/31/2010

5.25%
01/15/2019

<u>WFC</u>	949746101	WELLS FARGO & CO NEW	<u>196.000000</u>	30.990	5,550.61	5,550.61	6,074	523	0.62	39	0.65	12/31/2010
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Total Portfolio	867,694.80	867,694.80	978,680	110,985	100.00	29,498	3.01
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