



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010

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 , 2010, and ending , 20

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

Name of foundation

HERMAN & PAULINE BERMAN 1015000604

A Employer identification number

35-6015585

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

Room/suite

B Telephone number (see page 10 of the instructions)

PO BOX 207

(812) 464-1399

City or town, state, and ZIP code

EVANSVILLE, IN 47702

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationC If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 283,087.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

	(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 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	8,611.	8,437.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	5,067.			
b Gross sales price for all assets on line 6a	56,951.			
7 Capital gain net income (from Part IV, line 2)		5,067.		
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	13,678.	13,504.		
13 Compensation of officers, directors, trustees, etc.	2,120.	1,060.		1,060.
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				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 2	126.	10.		
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)				
24 Total operating and administrative expenses. Add lines 13 through 23	3,046.	1,070.	NONE	1,860.
25 Contributions, gifts, grants paid	17,000.			17,000.
26 Total expenses and disbursements. Add lines 24 and 25	20,046.	1,070.	NONE	18,860.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-6,368.			
b Net investment income (if negative, enter -0-)		12,434.		
c Adjusted net income (if negative, enter -0-)				

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

JSA

Form 990-PF (2010)

OE1410 1 000

NY2170L754 04/28/2011 08:34:37

1015000604

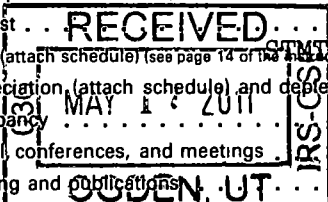
3 S

ENVELOPE
POSTMARK DATE
MAY 13 2011

SCANNED MAY 18 2011

Revenue

Operating and Administrative Expenses



8

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments				
	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				
	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)	258,866.	252,494.	283,087.		
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)	258,866.	252,494.	283,087.		
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	258,866.	252,494.		
	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)	258,866.	252,494.			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	258,866.	252,494.			

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	258,866.
2	Enter amount from Part I, line 27a	2	-6,368.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	252,498.
5	Decreases not included in line 2 (itemize) ▶	5	4.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	252,494.

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			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	5,067.	
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			
2008			
2007			
2006			
2005			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
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.	8	

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. . . .		1	249.	
Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <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	249.	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .				
3 Add lines 1 and 2				
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	249.	
6 Credits/Payments:		7	160.	
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a			160.
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	160.	
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	89.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11		

Part VII-A Statements Regarding Activities

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

Form 990-PF (2010)

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 ▶ OLD NATIONAL TRUST CO Telephone no. ▶ (812) 464-1399			
	Located at ▶ P.O. BOX 207, EVANSVILLE, IN ZIP + 4 ▶ 47702			
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			
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 ▶	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 ▶	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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

Form 990-PF (2010)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 5		2,120.	-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**

Form 990-PF (2010)

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	

Form 990-PF (2010)

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	284,005.
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	284,005.
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	284,005.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	4,260.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	279,745.
6	Minimum investment return. Enter 5% of line 5	6	13,987.

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	13,987.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	249.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	249.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,738.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	13,738.
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	13,738.

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	18,860.
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	18,860.
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	18,860.

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				13,738.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			9,338.	
b Total for prior years. 20 <u>08</u> , 20 <u> </u> , 20 <u> </u>		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: ► \$ <u>18,860.</u>				
a Applied to 2009, but not more than line 2a			9,338.	
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				9,522.
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.				4,216.
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

Tax year	Prior 3 years			(e) Total
(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)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

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

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**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 6				
Total			▶ 3a	17,000.
b Approved for future payment				
Total			▶ 3b	

[illegible]

13 Total. Add line 12, columns (b), (d), and (e) **13** 13,678.
(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

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				1,089.	
96.00		2. ABBOTT LABS PROPERTY TYPE: SECURITIES 107.00				10/13/2010 -11.00	12/23/2010
648.00		2. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES 359.00				01/04/2008 289.00	12/23/2010
491.00		12. BARCLAYS BK IPATH INDL COMMODITY ETN PROPERTY TYPE: SECURITIES 336.00				07/09/2009 155.00	03/09/2010
224.00		5. BARCLAYS BK IPATH INDL COMMODITY ETN PROPERTY TYPE: SECURITIES 140.00				07/09/2009 84.00	12/23/2010
531.00		7. BECTON DICKINSON & CO PROPERTY TYPE: SECURITIES 549.00				03/09/2010 -18.00	10/13/2010
758.00		10. BECTON DICKINSON & CO PROPERTY TYPE: SECURITIES 674.00				10/30/2008 84.00	10/13/2010
404.00		6. CHURCH & DWIGHT INC PROPERTY TYPE: SECURITIES 309.00				02/17/2009 95.00	03/09/2010
211.00		3. CHURCH & DWIGHT INC PROPERTY TYPE: SECURITIES 154.00				02/17/2009 57.00	12/23/2010
104.00		4. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 72.00				10/25/2004 32.00	03/09/2010
1,240.00		56. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 888.00				02/17/2009 352.00	09/27/2010

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

Kind of Property		Description				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)	
288.00		4. COSTCO WHSL CORP NEW PROPERTY TYPE: SECURITIES 232.00				02/16/2007 56.00	12/23/2010
611.00		15. COVANCE INC PROPERTY TYPE: SECURITIES 860.00				02/17/2009 -249.00	08/04/2010
425.00		9. DANAHER CORP PROPERTY TYPE: SECURITIES 244.00				02/17/2009 181.00	12/23/2010
178.00		3. DEERE & COMPANY PROPERTY TYPE: SECURITIES 127.00				10/04/2006 51.00	03/09/2010
167.00		2. DEERE & COMPANY PROPERTY TYPE: SECURITIES 91.00				08/06/2009 76.00	12/23/2010
2,323.00		78.709 DRIEHAUS EMERGING MKTS GROWTH FD PROPERTY TYPE: SECURITIES 1,218.00				02/19/2009 1,105.00	03/09/2010
351.00		11.082 DRIEHAUS EMERGING MKTS GROWTH FD PROPERTY TYPE: SECURITIES 240.00				07/07/2009 111.00	12/23/2010
241.00		13. EMC CORPORATION PROPERTY TYPE: SECURITIES 224.00				09/16/2009 17.00	03/09/2010
227.00		10. EMC CORPORATION PROPERTY TYPE: SECURITIES 173.00				09/16/2009 54.00	12/23/2010
171.00		4. ECOLAB INC PROPERTY TYPE: SECURITIES 202.00				01/04/2008 -31.00	03/09/2010
201.00		4. ECOLAB INC PROPERTY TYPE: SECURITIES 184.00				01/04/2008 17.00	12/23/2010

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

Kind of Property		Description				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)	
287.00		5. EMERSON ELEC CO PROPERTY TYPE: SECURITIES 211.00				10/04/2006 76.00	12/23/2010
401.00		6. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 536.00				01/04/2008 -135.00	03/09/2010
292.00		4. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 290.00				02/17/2009 2.00	12/23/2010
2,036.00		74.017 FIDELITY DIVERSIFIED INTL FD #325 PROPERTY TYPE: SECURITIES 2,843.00				01/07/2008 -807.00	03/09/2010
6,207.00		222. FIDELITY DIVERSIFIED INTL FD #325 PROPERTY TYPE: SECURITIES 6,425.00				02/19/2009 -218.00	03/23/2010
692.00		19.53 FIRST AMERN MID CAP GROWTH OPP CL PROPERTY TYPE: SECURITIES 439.00				02/19/2009 253.00	03/09/2010
4,813.00		144.457 FIRST AMERN MID CAP GROWTH OPP C PROPERTY TYPE: SECURITIES 3,465.00				07/07/2009 1,348.00	08/26/2010
324.00		3. FRANKLIN RES INC PROPERTY TYPE: SECURITIES 194.00				10/30/2008 130.00	03/09/2010
109.00		1. FRANKLIN RES INC PROPERTY TYPE: SECURITIES 65.00				10/30/2008 44.00	12/23/2010
338.00		2. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 161.00				07/10/2003 177.00	12/23/2010
2,757.00		89.072 GOLDMAN SACHS MID CAP VALUE INSTL PROPERTY TYPE: SECURITIES 3,688.00				02/20/2007 -931.00	03/09/2010

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

Kind of Property		Description				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)	
1,199.00		33.197 GOLDMAN SACHS MID CAP VALUE INSTL PROPERTY TYPE: SECURITIES 1,317.00				02/20/2007 -118.00	12/23/2010
738.00		30.232 GOLDMAN SACHS GROWTH OPPORTUNITIE PROPERTY TYPE: SECURITIES 611.00				08/26/2010 127.00	12/23/2010
324.00		7. HARRIS CORP PROPERTY TYPE: SECURITIES 425.00				01/04/2008 -101.00	03/09/2010
183.00		4. HARRIS CORP PROPERTY TYPE: SECURITIES 243.00				01/04/2008 -60.00	12/23/2010
156.00		3. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 146.00				11/09/2007 10.00	03/09/2010
167.00		4. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 195.00				11/09/2007 -28.00	12/23/2010
438.00		3. INTERNATIONAL BUSINESS MACHS CORP PROPERTY TYPE: SECURITIES 303.00				01/04/2008 135.00	12/23/2010
255.00		6. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 246.00				01/04/2008 9.00	03/09/2010
210.00		5. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 205.00				01/04/2008 5.00	12/23/2010
193.00		3. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 186.00				03/29/2006 7.00	03/09/2010
979.00		15. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 845.00				02/17/2009 134.00	05/03/2010

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)	
522.00		8. MCDONALDS CORP PROPERTY TYPE: SECURITIES 456.00					01/04/2008 66.00	03/09/2010
521.00		7. MCDONALDS CORP PROPERTY TYPE: SECURITIES 399.00					01/04/2008 122.00	09/28/2010
308.00		4. MCDONALDS CORP PROPERTY TYPE: SECURITIES 228.00					01/04/2008 80.00	12/23/2010
443.00		7. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES 323.00					05/14/2009 120.00	03/09/2010
184.00		3. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES 138.00					05/14/2009 46.00	12/23/2010
123.00		3. METLIFE INC PROPERTY TYPE: SECURITIES 182.00					08/22/2008 -59.00	03/09/2010
134.00		3. METLIFE INC PROPERTY TYPE: SECURITIES 157.00					08/22/2008 -23.00	12/23/2010
145.00		5. MICROSOFT CORP PROPERTY TYPE: SECURITIES 172.00					01/04/2008 -27.00	03/09/2010
281.00		10. MICROSOFT CORP PROPERTY TYPE: SECURITIES 288.00					02/16/2007 -7.00	12/23/2010
367.00		5. NOBLE ENERGY INC PROPERTY TYPE: SECURITIES 269.00					02/17/2009 98.00	03/09/2010
253.00		3. NOBLE ENERGY INC PROPERTY TYPE: SECURITIES 149.00					02/17/2009 104.00	12/23/2010

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

Kind of Property		Description				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)	
219.00		4. NORTHERN TRUST CORPORATION PROPERTY TYPE: SECURITIES 248.00				04/15/2009 -29.00	03/09/2010
775.00		16. NORTHERN TRUST CORPORATION PROPERTY TYPE: SECURITIES 919.00				05/14/2009 -144.00	08/04/2010
2,192.00		196.433 PIMCO MODERATE DURATION INSTL FD PROPERTY TYPE: SECURITIES 1,974.00				07/24/2008 218.00	09/27/2010
452.00		7. PEPSICO INC PROPERTY TYPE: SECURITIES 507.00				01/04/2008 -55.00	03/09/2010
132.00		2. PEPSICO INC PROPERTY TYPE: SECURITIES 104.00				02/17/2009 28.00	12/23/2010
383.00		4. PRAXAIR INC PROPERTY TYPE: SECURITIES 262.00				02/17/2009 121.00	12/23/2010
260.00		4. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 289.00				01/04/2008 -29.00	12/23/2010
150.00		8. QUANTA SVCS INC PROPERTY TYPE: SECURITIES 185.00				07/23/2009 -35.00	03/09/2010
138.00		7. QUANTA SVCS INC PROPERTY TYPE: SECURITIES 162.00				07/23/2009 -24.00	12/23/2010
1,197.00		119.983 ROYCE PENNSYLVANIA MUT CL I FD # PROPERTY TYPE: SECURITIES 1,233.00				07/30/2008 -36.00	03/09/2010
533.00		45.486 ROYCE PENNSYLVANIA MUT CL I FD #2 PROPERTY TYPE: SECURITIES 420.00				07/07/2009 113.00	12/23/2010

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

Kind of Property		Description				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)	
1,951.00		17. SPDR TR UNIT SER 1 PROPERTY TYPE: SECURITIES 1,904.00				12/16/2009 47.00	03/09/2010
247.00		3. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 186.00				09/16/2009 61.00	12/23/2010
150.00		4. SELECT SECTOR SPDR CONSUMER DISCRETIO PROPERTY TYPE: SECURITIES 79.00				03/23/2009 71.00	12/23/2010
328.00		6. STERICYCLE INC PROPERTY TYPE: SECURITIES 344.00				01/04/2008 -16.00	03/09/2010
549.00		8. STERICYCLE INC PROPERTY TYPE: SECURITIES 458.00				01/04/2008 91.00	09/27/2010
80.00		1. STERICYCLE INC PROPERTY TYPE: SECURITIES 57.00				01/04/2008 23.00	12/23/2010
133.00		3. TJX CO INC PROPERTY TYPE: SECURITIES 135.00				09/28/2010 -2.00	12/23/2010
265.00		5. TARGET CORP PROPERTY TYPE: SECURITIES 283.00				10/04/2006 -18.00	03/09/2010
180.00		3. TARGET CORP PROPERTY TYPE: SECURITIES 170.00				10/04/2006 10.00	12/23/2010
252.00		5. TEVA PHARMACEUTICAL INDS LTD SP ADR PROPERTY TYPE: SECURITIES 301.00				05/03/2010 -49.00	12/23/2010
252.00		5. THERMO FISHER SCIENTIFIC INC PROPERTY TYPE: SECURITIES 286.00				02/13/2008 -34.00	03/09/2010

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

Kind of Property		Description				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)	
221.00		4. THERMO FISHER SCIENTIFIC INC PROPERTY TYPE: SECURITIES 229.00				02/13/2008 -8.00	12/23/2010
883.00		30.889 THORNBURG INTL VALUE CL I FD #209 PROPERTY TYPE: SECURITIES 798.00				09/27/2010 85.00	12/23/2010
3,817.00		350.486 VANGUARD INTER TERM BD INDEX SIG PROPERTY TYPE: SECURITIES 3,599.00				07/24/2008 218.00	03/09/2010
228.00		21.258 VANGUARD SHORT TERM BD INDEX SIGN PROPERTY TYPE: SECURITIES 214.00				07/25/2008 14.00	09/27/2010
2,229.00		47. VANGUARD REIT ETF PROPERTY TYPE: SECURITIES 2,069.00				12/03/2009 160.00	03/09/2010
386.00		7. VANGUARD REIT ETF PROPERTY TYPE: SECURITIES 308.00				12/03/2009 78.00	12/23/2010
274.00		3. VISA INC CL A PROPERTY TYPE: SECURITIES 200.00				05/27/2009 74.00	03/09/2010
205.00		3. VISA INC CL A PROPERTY TYPE: SECURITIES 200.00				05/27/2009 5.00	12/23/2010
160.00		3. WALMART STORES INC PROPERTY TYPE: SECURITIES 162.00				11/18/2009 -2.00	12/23/2010
155.00		4. WALGREEN CO PROPERTY TYPE: SECURITIES 184.00				02/16/2007 -29.00	12/23/2010
217.00		7. WELLS FARGO & CO NEW PROPERTY TYPE: SECURITIES 232.00				10/30/2008 -15.00	12/23/2010

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)	
TOTAL GAIN (LOSS)							----- 5,067. =====	

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	1.	1.
FEDERAL ESTIMATES - INCOME	116.	
FOREIGN TAXES ON QUALIFIED FOR	9.	9.
	-----	-----
TOTALS	126.	10.
	=====	=====

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

DESCRIPTION -----	AMOUNT -----
ROUNDING	4.

TOTAL	4.
	=====

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

IN

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

=====

OFFICER NAME:

OLD NATIONAL TRUST CO

ADDRESS:

PO BOX 207

EVANSVILLE, IN 47702

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 2,120.

TOTAL COMPENSATION:

2,120.

=====

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

SEE ATTACHED SCHEDULE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 17,000.

TOTAL GRANTS PAID:

17,000.

=====

149 BENEFICIARY DISTRIBUTIONS

01/06/10	GIFT TO KEEP EVANSVILLE BEAUTIFUL HERMAN & PAULINE BERMAN FDN C/O OLD NATIONAL TRUST COMPANY EVANSVILLE IN 47702-9984 FOR: PAID TO: KEEP EVANSVILLE BEAUTIFUL TR TRAN#=0000000000000004 TR CD=750 PEG= PORT=INC	-500 00	-500 00	1001000013 **CHANGED** 04/26/11 #NB
04/07/10	GIFT TO RONALD MCDONALD HOUSE HERMAN & PAULINE BERMAN FDN C/O OLD NATIONAL TRUST COMPANY EVANSVILLE IN 47702-9984 FIRST OF FOUR PAYS TOTAL \$10,000 FOR: PAID TO: RONALD MCDONALD HOUSE TR TRAN#=0000000000000004 TR CD=750 REG= PORT=INC	-2500 00	-2500.00	1004000016 **CHANGED** 04/26/11 #NB
10/13/10	DISTRIBUTION TO EASTER SEALS REHABILITATION CNTR 2010 PRESIDENTS COUNCIL DONOR HERMAN & PAULINE BERMAN FOUNDATION FOR: PAID TO: EASTER SEALS REHABILITATION CNTR TR TRAN#=0000000000000003 TR CD=750 REG= PORT=INC	-1000.00	-1000.00	1010000016 **CHANGED** 04/26/11 #NB
12/24/10	GIFT TO MEMORIAL SLOAN-KETTERING CANCER CENTER GIFT FROM THE PAULINE AND HERMAN FOUNDATION 2010 FOR: PAID TO: MEMORIAL SLOAN-KETTERING CANCER CENTER TR TRAN#=0000000000000004 TR CD=750 REG= PORT=PRIN	-500.00	-500.00	1012000049 **CHANGED** 04/26/11 #NB
12/24/10	GIFT TO UNICEF GIFT FROM THE PAULINE AND HERMAN FOUNDATION 2010 FOR: PAID TO: UNICEF TR TRAN#=0000000000000005 TR CD=750 REG= PORT=PRIN	-200 00	-200.00	1012000050 **CHANGED** 04/26/11 #NB
12/24/10	GIFT TO LAMPION CENTER GIFT FROM THE PAULINE AND HERMAN FOUNDATION 2010 FOR: PAID TO: LAMPION CENTER TR TRAN#=0000000000000006 TR CD=750 REG= PORT=PRIN	-500 00	-500 00	1012000051 **CHANGED** 04/26/11 #NB
12/24/10	GIFT TO AMERICAN RED CROSS - HERO'S CAMPAIGN GIFT FROM THE PAULINE AND HERMAN FOUNDATION 2010 FOR: PAID TO: AMERICAN RED CROSS - HERO'S CAMPAIGN TR TRAN#=0000000000000001 TR CD=750 REG= PORT=PRIN	-900.00	-900.00	1012000046 **CHANGED** 04/26/11 #NB
12/24/10	GIFT TO ALBION FELLOWS BACON CENTER GIFT FROM THE PAULINE AND HERMAN FOUNDATION 2010 FOR: PAID TO: ALBION FELLOWS BACON CENTER TR TRAN#=0000000000000002 TR CD=750 REG= PORT=PRIN	-1000.00	-1000.00	1012000047 **CHANGED** 04/26/11 #NB

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
12/24/10 GIFT TO UNITED JEWISH APPEAL GIFT FROM THE PAULINE AND HERMAN FOUNDATION 2010 FOR: PAID TO: UNITED JEWISH APPEAL TR TRAN#=000000000000003 TR CD=750 REG= PORT=PRIN	-1000.00		-1000.00	1012000048 **CHANGED** 04/26/11 #NB
12/24/10 GIFT TO VISITING NURSES ASSOCIATION GIFT FROM THE PAULINE AND HERMAN FOUNDATION 2010 FOR: PAID TO: VISITING NURSES ASSOCIATION TR TRAN#=000000000000007 TR CD=750 REG= PORT=PRIN	-1000.00		-1000.00	1012000052 **CHANGED** 04/26/11 #NB
12/24/10 GIFT TO ARTHRITIS FOUNDATION GIFT FROM THE PAULINE AND HERMAN FOUNDATION 2010 FOR: PAID TO: ARTHRITIS FOUNDATION TR TRAN#=000000000000009 TR CD=750 REG= PORT=PRIN	-1000.00		-1000.00	1012000053 **CHANGED** 04/26/11 #NB
12/24/10 GIFT TO EVANSVILLE JEWISH COMMUNITY COUNCIL GIFT FROM THE PAULINE AND HERMAN FOUNDATION 2010 FOR: PAID TO: EVANSVILLE JEWISH COMMUNITY COUNCIL TR TRAN#=000000000000010 TR CD=750 REG= PORT=PRIN	-1000.00		-1000.00	1012000054 **CHANGED** 04/26/11 #NB
12/24/10 GIFT TO RILEY CHILDREN'S HOSPITAL GIFT FROM THE PAULINE AND HERMAN FOUNDATION 2010 FOR: PAID TO: RILEY CHILDREN'S HOSPITAL TR TRAN#=000000000000011 TR CD=750 REG= PORT=PRIN	-1000.00		-1000.00	1012000055 **CHANGED** 04/26/11 #NB
12/24/10 GIFT TO PEDIATRIC CANCER FOUNDATION GIFT FROM THE PAULINE AND HERMAN FOUNDATION 2010 FOR: PAID TO: PEDIATRIC CANCER FOUNDATION TR TRAN#=000000000000012 TR CD=750 REG= PORT=PRIN	-1000.00		-1000.00	1012000056 **CHANGED** 04/26/11 #NB
12/24/10 GIFT TO BREAST CANCER RESEARCH FOUNDATION GIFT FROM THE PAULINE AND HERMAN FOUNDATION 2010 FOR: PAID TO: BREAST CANCER RESEARCH FOUNDATION TR TRAN#=000000000000013 TR CD=750 REG= PORT=PRIN	-1000.00		-1000.00	1012000057 **CHANGED** 04/26/11 #NB
12/24/10 GIFT TO FOUNDATION FOR FIGHTING BLINDNESS GIFT FROM THE PAULINE AND HERMAN FOUNDATION 2010 FOR: PAID TO: FOUNDATION FOR FIGHTING BLINDNESS TR TRAN#=000000000000014 TR CD=750 REG= PORT=PRIN	-1000.00		-1000.00	1012000058 **CHANGED** 04/26/11 #NB
12/24/10 GIFT TO C3. COLORECTAL CANCER COALITION GIFT FROM THE PAULINE AND HERMAN FOUNDATION 2010 FOR: PAID TO: C3. COLORECTAL CANCER COALITION TR TRAN#=000000000000015 TR CD=750 REG= PORT=PRIN	-1000.00		-1000.00	1012000059 **CHANGED** 04/26/11 #NB
12/24/10 GIFT TO UJA-FEDERATION OF NEW YORK GIFT FROM THE PAULINE AND HERMAN FOUNDATION 2010 FOR: PAID TO: UJA-FEDERATION OF NEW YORK TR TRAN#=000000000000016 TR CD=750 REG= PORT=PRIN	-900.00		-900.00	1012000060 **CHANGED** 04/26/11 #NB
TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS	-17000.00	-4000.00	-13000.00	

OLD NATIONAL TRUST

OLD NATIONAL TRUST COMPANY

Run on 04/19/2011 09:57:48 AM

Asset Details

As of 12/31/2010

Combined Portfolios

Settlement Date Basis

Account: 1015000604

HERMAN & PAULINE BERMAN
FOUNDATION

Administrator: DANIEL L KELLEY @ 812-464-1391

Investment Officer: MATTHEW W FINN CFA @ 812-465-0157

Investment Authority: Sole

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 Income	Est. Income	Yield	Pricing Date
	CASH									0.00	
ABT	002824100 ABBOTT LABS	<u>22.000000</u>	47.910	1,174.14	1,174.14	1,054	120-	0.37	39	3.67	12/31/2010
AAPL	037833100 APPLE INC	<u>7.000000</u>	322.560	834.17	834.17	2,258	1,424	0.80		0.00	12/31/2010
JJM	06738G407 BARCLAYS BK IPATH INDL COMMODITY ETN	<u>42.000000</u>	46.870	1,177.57	1,177.57	1,969	791	0.70		0.00	12/31/2010
CHD	171340102 CHURCH & DWIGHT INC	<u>26.000000</u>	69.020	698.11	698.11	1,795	1,096	0.63	18	0.99	12/31/2010
COST	22160K105 COSTCO WHSL CORP NEW	<u>19.000000</u>	72.210	945.61	945.61	1,372	426	0.48	16	1.14	12/31/2010
DHR	235851102 DANAHER CORP	<u>41.000000</u>	47.170	967.12	967.12	1,934	967	0.68	3	0.17	12/31/2010
DE	244199105 DEERE & CO	<u>19.000000</u>	83.050	732.88	732.88	1,578	845	0.56	27	1.69	12/31/2010
DREGX	262028301 DRIEHAUS EMERGING MKTS GROWTH FD #3	<u>76.596000</u>	32.210	1,617.66	1,617.66	2,467	850	0.87	6	0.24	12/31/2010
EMC	268648102 EMC CORP	<u>67.000000</u>	22.900	1,151.58	1,151.58	1,534	383	0.54		0.00	12/31/2010
ECL	278865100 ECOLAB INC	<u>31.000000</u>	50.420	1,171.53	1,171.53	1,563	391	0.55	22	1.39	12/31/2010
EMR	291011104 EMERSON ELEC CO	<u>22.000000</u>	57.170	869.67	869.67	1,258	388	0.44	30	2.41	12/31/2010
XOM	30231G102 EXXON MOBIL CORP	<u>30.000000</u>	73.120	1,785.87	1,785.87	2,194	408	0.78	53	2.41	12/31/2010
BEN	354613101 FRANKLIN RES	<u>10.000000</u>	111.210	509.10	509.10	1,112	603	0.39	10	0.90	12/31/2010

INC											
<u>GS</u>	38141G104 GOLDMAN SACHS	<u>8.000000</u>	168.160	1,146.27	1,146.27	1,345	199	0.48	11	0.83	12/31/2010
<u>FSMXX</u>	38141W232 GOLDMAN SACHS FS MM FD #474			8,871.82	8,871.82	8,872		3.13	12	0.14	01/01/1901
<u>GSMCX</u>	38141W398 GOLDMAN SACHS MID CAP VALUE INSTL FD #864	<u>229.422000</u>	36.150	6,269.74	6,269.74	8,294	2,024	2.93	60	0.72	12/31/2010
<u>GGOIX</u>	38142Y401 GOLDMAN SACHS GROWTH OPPORTUNITIES CL I FD #1132	<u>208.933000</u>	24.350	4,222.53	4,222.53	5,088	865	1.80		0.00	12/31/2010
<u>HRS</u>	413875105 HARRIS CORP	<u>25.000000</u>	45.300	1,176.74	1,176.74	1,133	44-	0.40	25	2.21	12/31/2010
<u>HPQ</u>	428236103 HEWLETT PACKARD CO	<u>27.000000</u>	42.100	1,244.41	1,244.41	1,137	108-	0.40	9	0.76	12/31/2010
<u>IBM</u>	459200101 INTL BUSINESS MACHS CORP	<u>12.000000</u>	146.760	1,114.38	1,114.38	1,761	647	0.62	31	1.77	12/31/2010
<u>JPM</u>	46625H100 JPMORGAN CHASE & CO	<u>40.000000</u>	42.420	1,153.29	1,153.29	1,697	544	0.60	8	0.47	12/31/2010
<u>MCD</u>	580135101 MCDONALDS CORP	<u>23.000000</u>	76.760	1,288.70	1,288.70	1,765	477	0.62	56	3.18	12/31/2010
<u>MHS</u>	58405U102 MEDCO HEALTH SOLUTIONS INC	<u>23.000000</u>	61.270	975.33	975.33	1,409	434	0.50		0.00	12/31/2010
<u>MET</u>	59156R108 METLIFE INC	<u>37.000000</u>	44.440	1,528.46	1,528.46	1,644	116	0.58	27	1.67	12/31/2010
<u>MSFT</u>	594918104 MICROSOFT CORP	<u>66.000000</u>	27.910	1,582.31	1,582.31	1,842	260	0.65	42	2.29	12/31/2010
<u>NBL</u>	655044105 NOBLE ENERGY INC	<u>21.000000</u>	86.080	929.95	929.95	1,808	878	0.64	15	0.84	12/31/2010
<u>PMDRX</u>	693390593 PIMCO MODERATE DURATION INSTL FD #120	<u>5,291.047000</u>	10.620	53,459.12	53,459.12	56,191	2,732	19.85	1,630	2.90	12/31/2010
<u>PEP</u>	713448108 PEPSICO INC	<u>21.000000</u>	65.330	1,040.95	1,040.95	1,372	331	0.48	40	2.94	12/31/2010
<u>PX</u>	74005P104 PRAXAIR INC	<u>19.000000</u>	95.470	1,049.64	1,049.64	1,814	764	0.64	34	1.89	12/31/2010
<u>PG</u>	742718109	<u>20.000000</u>	64.330	1,117.94	1,117.94	1,287	169	0.45	39	3.00	12/31/2010

	PROCTER & GAMBLE CO									
<u>PWR</u>	74762E102 QUANTA SVCS INC	<u>43.000000</u>	19.920	864.66	864.66	857	8-	0.30		0.00 12/31/2010
<u>PENN</u>	780905840 ROYCE PENNSYLVANIA MUT CL I FD #260	<u>314.362000</u>	11.650	2,180.01	2,180.01	3,662	1,482	1.29	17	0.46 12/31/2010
<u>SLB</u>	806857108 SCHLUMBERGER LTD	<u>30.000000</u>	83.500	1,800.54	1,800.54	2,505	704	0.89	25	1.01 12/31/2010
<u>XLY</u>	81369Y407 SELECT SECTOR SPDR CONSUMER DISCRETIONARY	<u>17.000000</u>	37.410	335.30	335.30	636	301	0.22	8	1.31 12/31/2010
<u>SRCL</u>	858912108 STERICYCLE INC	<u>15.000000</u>	80.920	751.58	751.58	1,214	462	0.43		0.00 12/31/2010
<u>TJX</u>	872540109 TJX CO INC	<u>22.000000</u>	44.390	986.98	986.98	977	10-	0.35	13	1.35 12/31/2010
<u>TGT</u>	87612E106 TARGET CORP	<u>21.000000</u>	60.130	858.82	858.82	1,263	404	0.45	21	1.66 12/31/2010
<u>TEVA</u>	881624209 TEVA PHARMACEUTICAL INDS LTD SP ADR	<u>24.000000</u>	52.130	1,317.76	1,317.76	1,251	67-	0.44	16	1.28 12/31/2010
<u>TMO</u>	883556102 THERMO FISHER SCIENTIFIC INC	<u>29.000000</u>	55.360	1,373.30	1,373.30	1,605	232	0.57		0.00 12/31/2010
<u>TGVIX</u>	885215566 THORNBURG INTL VALUE CL I FD #209	<u>213.480000</u>	28.640	5,475.77	5,475.77	6,114	638	2.16	61	0.99 12/31/2010
<u>VIBSX</u>	921937843 VANGUARD INTER TERM BD INDEX SIGNAL FD #1350	<u>3,541.018000</u>	11.210	36,663.33	36,663.33	39,695	3,031	14.03	1,643	4.14 12/31/2010
<u>VBSSX</u>	921937850 VANGUARD SHORT TERM BD INDEX SIGNAL SHS FD #1349	<u>8,997.925000</u>	10.550	91,063.44	91,063.44	94,928	3,865	33.54	2,195	2.31 12/31/2010
<u>VNQ</u>	922908553 VANGUARD REIT ETF	<u>49.000000</u>	55.370	2,157.09	2,157.09	2,713	556	0.96	93	3.42 12/31/2010
<u>V</u>	92826C839 VISA INC CL A	<u>21.000000</u>	70.380	1,452.18	1,452.18	1,478	26	0.52	13	0.85 12/31/2010
<u>WMT</u>	931142103 WALMART STORES INC	<u>13.000000</u>	53.930	703.73	703.73	701	3-	0.25	16	2.24 12/31/2010

<u>WAG</u>	931422109 WALGREEN CO	<u>35.000000</u>	38.960	1,274.23	1,274.23	1,364	89	0.48	25	1.80	12/31/2010
<u>WFC</u>	949746101 WELLS FARGO & CO NEW	<u>51.000000</u>	30.990	1,429.17	1,429.17	1,580	151	0.56	10	0.65	12/31/2010
Total Portfolio				252,494.48	252,494.48	283,087	30,593	100.00	6,418	2.27	

12/31/2010 12/31/2010 12/31/2010