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

OMB No 1545 0052

2010Department of the Treasury
Internal Revenue Service

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

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

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

Name of foundation HERBST FAMILY FOUNDATION		A Employer identification number 36-4333045
Number and street (or P O box number if mail is not delivered to street address) 1040 N. LAKE SHORE DRIVE		B Telephone number (see the instructions) (312) 337-6227
City or town CHICAGO	State ZIP code IL 60611	C If exemption application is pending, check here <input type="checkbox"/>
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		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 1,302,673.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc., received (att sch)				
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	31,638.	31,638.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	42,570.			
b Gross sales price for all assets on line 6a	453,346.			
7 Capital gain net income (from Part IV, line 2)		42,570.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Line 11 Stmt	-10,892.	-10,892.		
12 Total. Add lines 1 through 11	63,316.	63,316.	0.	
ADMINISTRATIVE AND OPERATING EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) L-16b Stmt	1,500.			1,500.
c Other prof fees (attach sch)				
17 Interest	25.	25.		
18 Taxes (attach schedule)(see instr) See Line 18 Stmt	601.	601.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	266.	131.		135.
24 Total operating and administrative expenses. Add lines 13 through 23	2,392.	757.		1,635.
25 Contributions, gifts, grants paid	60,356.			60,356.
26 Total expenses and disbursements. Add lines 24 and 25	62,748.	757.		61,991.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	568.			
b Net investment income (if negative, enter -0)		62,559.		
c Adjusted net income (if negative, enter -0)			0.	

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	147,231.	166,068.	166,068.
	3 Accounts receivable 534.			
	Less: allowance for doubtful accounts 534.	1,834.	534.	534.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch) 534.			
	Less: allowance for doubtful accounts 534.			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	810,371.	787,222.	1,078,631.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis 534.			
LIABILITIES	Less: accumulated depreciation (attach schedule) 534.			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment, basis 534.			
	Less: accumulated depreciation (attach schedule) 534.			
	15 Other assets (describe L-15 Stmt)	51,851.	57,440.	57,440.
	16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	1,011,287.	1,011,264.	1,302,673.
	17 Accounts payable and accrued expenses	0.	0.	
	18 Grants payable			
	19 Deferred revenue			
FUNDS	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe 534.)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	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			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,011,287.	1,011,264.	
	30 Total net assets or fund balances (see the instructions)	1,011,287.	1,011,264.	
	31 Total liabilities and net assets/fund balances (see the instructions)	1,011,287.	1,011,264.	

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	1,011,287.
2 Enter amount from Part I, line 27a	2	568.
3 Other increases not included in line 2 (itemize) 534.	3	
4 Add lines 1, 2, and 3	4	1,011,855.
5 Decreases not included in line 2 (itemize) NONDEDUCTIBLE EXPENSES FROM LIMITED PARTNERSHIP	5	591.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,011,264.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a CAPITAL GAIN DISTRIBUTIONS	P	Various	12/31/10
b WESTMINSTER FUND V, LP - SEC 1231 LOSS	P	Various	12/31/10
c WESTMINSTER FUND VI, LP - L/T CAPITAL LOSS	P	Various	12/31/10
d WESTMINSTER FUND VI, LP - SEC 1231 LOSS	P	Various	12/31/10
e See Columns (a) thru (d)			

(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 1,894.		0.	1,894.
b 0.		1,657.	-1,657.
c 0.		17.	-17.
d 0.		1.	-1.
e See Columns (e) thru (h)		410,994.	42,351.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			1,894.
b			-1,657.
c			-17.
d			-1.
e See Columns (i) thru (l)			42,351.

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	42,570.
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 the instructions) If (loss), enter -0- in Part I, line 8]	3	-14,666.

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 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 (column (b) divided by column (c))
2009	43,240.	926,951.	0.046648
2008	59,756.	1,060,006.	0.056373
2007	60,120.	1,308,562.	0.045944
2006	58,335.	1,190,586.	0.048997
2005	44,395.	822,166.	0.053998

2 Total of line 1, column (d)	2	0.251960
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	0.050392
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,185,619.
5 Multiply line 4 by line 3	5	59,746.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	626.
7 Add lines 5 and 6	7	60,372.
8 Enter qualifying distributions from Part XII, line 4	8	61,991.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary — see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	626.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	626.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	626.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	800.	
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	800.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	174.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	11	174.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <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		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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) IL - Illinois		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	X	

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Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see 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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>DR. ARTHUR L. HERBST</u> Telephone no <u>(312) 337-6227</u> Located at <u>1040 N LAKE SHORE DRIVE, #5C CHICAGO, IL</u> ZIP + 4 <u>60611</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here <input type="checkbox"/> 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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>			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
1 a 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 type="checkbox"/> Yes <input checked="" 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	
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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 the instructions.)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a 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)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 ☒ Nob 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 instructions)?

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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 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
DR. ARTHUR L. HERBST 1234 N STATE PRKWAY, CHICAGO IL 60610	PRESIDENT 1.00	0.	0.	0.
LEE G. HERBST 1234 N STATE PRKWAY, CHICAGO IL 60610	VICE PRESIDENT 1.00	0.	0.	0.
ARTHUR L. HERBST, JR. 424-B N WATER, CHICAGO IL 60611	DIRECTOR 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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				
0				
0				
0				
0				

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

☐

None

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 instructions). If none, enter **NONE**.

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

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

None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	1,094,728.
b Average of monthly cash balances	1b	108,946.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,203,674.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	1,203,674.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	18,055.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,185,619.
6 Minimum investment return. Enter 5% of line 5	6	59,281.

Part XI Distributable Amount (see 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	59,281.
2a Tax on investment income for 2010 from Part VI, line 5	2a	626.	
b Income tax for 2010 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	626.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	58,655.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	58,655.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	58,655.

Part XII Qualifying Distributions (see 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	61,991.
b Program-related investments — total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	61,991.
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 instructions)	5	626.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	61,365.

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 instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				58,655.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years. 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2010				
a From 2005	5,932.			
b From 2006	0.			
c From 2007	0.			
d From 2008	7,640.			
e From 2009	0.			
f Total of lines 3a through e	13,572.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 61,991.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2010 distributable amount				58,655.
e Remaining amount distributed out of corpus	3,336.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	16,908.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	5,932.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	10,976.			
10 Analysis of line 9				
a Excess from 2006	0.			
b Excess from 2007	0.			
c Excess from 2008	7,640.			
d Excess from 2009	0.			
e Excess from 2010	3,336.			

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
ART INSTITUTE OF CHICAGO 111 S. MICHIGAN AVENUE CHICAGO IL 60603	NONE	PUBLIC	GENERAL SUPPORT	175.
CHICAGO SYMPHONY ORCHESTRA FUND 220 S. MICHIGAN AVENUE CHICAGO IL 60604	NONE	PUBLIC	GENERAL SUPPORT	3,500.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEW YORK NY 10001	NONE	PUBLIC	GENERAL SUPPORT	256.
LATIN SCHOOL OF CHICAGO 59 W. NORTH BLVD. CHICAGO IL 60603	NONE	PUBLIC	GENERAL SUPPORT	500.
LYRIC OPERA OF CHICAGO FUND 20 N. WACKER DRIVE CHICAGO IL 60603	NONE	PUBLIC	GENERAL SUPPORT	3,500.
PLANNED PARENTHOOD OF CHICAGO 18 S. MICHIGAN AVENUE CHICAGO IL 60603	NONE	PUBLIC	GENERAL SUPPORT	400.
SHADY HILL SCHOOL 178 COOLIDGE HILL CAMBRIDGE MA 02138	NONE	PUBLIC	GENERAL SUPPORT	15,100.
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVENUE MONTGOMERY AL 36104	NONE	PUBLIC	GENERAL SUPPORT	200.
TUSCON SYMPHONY ORCHESTRA FUND 2175 N. SIXTH AVENUE TUCSON AZ 85705	NONE	PUBLIC	GENERAL SUPPORT	2,560.
See Line 3a statement				34,165.
Total			3a	60,356.
<i>b Approved for future payment</i>				
NONE				
Total			3b	

Part XVI-A. Analysis of Income-Producing Activities

Enter 'gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	31,638.	
5	Net rental income or (loss) from real estate.					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	42,570.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	WESTMINSTER FUND V LP			14	-2,870.	
b	WESTMINSTER FUND VI LP			14	-4,233.	
c	WESTMINSTER FUND VIII LP			14	-2,382.	
d	ENERGY TRANSFER PARTNERS LP			14	-5,892.	
e	JPMORGAN ALERIAN WAP ETN			14	4,485.	
12	Subtotal. Add columns (b), (d), and (e)				63,316.	
13	Total. Add line 12, columns (b), (d), and (e)				13	63,316.

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

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

[illegible]

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
WESTMINSTER FUND V LP	-2,870.	-2,870.	
WESTMINSTER FUND VI LP	-4,233.	-4,233.	
WESTMINSTER FUND VIII LP	-2,382.	-2,382.	
ENERGY TRANSFER PARTNERS LP	-5,892.	-5,892.	
JPMORGAN ALERIAN WAP ETN	4,485.	4,485.	
Total	-10,892.	-10,892.	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN TAXES	235.	235.		
EXCISE TAXES	366.	366.		
Total	601.	601.		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FILING FEES	135.			135.
MISC INVESTMENT EXPENSES FROM LI	131.	131.		
Total	266.	131.		135.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
500 SHARES AFLAC INC	D	02/09/96	07/07/10
500 SHARES AFLAC INC	D	02/09/96	08/03/10
2500 SHARES ARBOR REALTY TRUST INC	P	Various	06/15/10
2000 SHARES BASSETT FURNITURE INDS INC	P	Various	09/01/10
2000 SHARES BASSETT FURNITURE INDS INC	P	11/04/09	12/02/10
1000 SHARES BP PLC SPONS ADR	P	Various	05/28/10
600 SHARES DIAMOND OFFSHORE DRLNG	P	Various	10/18/10
2300 SHARES GENERAL ELECTRIC COMPANY	P	Various	10/29/10
2500 SHARES IBERO AMERICA FUND INC	P	12/17/09	11/08/10
450 SHARES ISHARES PAC EX JAPAN ETF	P	11/05/07	08/30/10
850 SHARES ISHARES PAC EX JAPAN ETF	P	Various	08/30/10
2434.955 SHARES MATTHEWS INTL INDIA FUND	P	Various	04/06/10
615.764 SHARES MATTHEWS INTL INDIA FUND	P	07/15/09	04/06/10
1200 SHARES PATTERSON COMPANIES INC	D	08/02/96	08/02/10
1200 SHARES PATTERSON COMPANIES INC	D	08/02/96	10/29/10
2500 SHARES PRIVATEBNCRP CP TR IV 10%	P	Various	07/09/10

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
22,519.		3,514.	19,005.
25,007.		3,515.	21,492.
12,471.		38,048.	-25,577.
9,400.		24,258.	-14,858.
7,927.		7,308.	619.
43,053.		49,775.	-6,722.
42,899.		49,725.	-6,826.
36,799.		42,840.	-6,041.
17,150.		18,583.	-1,433.
17,766.		25,632.	-7,866.
33,557.		36,068.	-2,511.
45,095.		33,921.	11,174.
11,404.		8,578.	2,826.
32,579.		4,081.	28,498.
32,944.		4,082.	28,862.
62,775.		61,066.	1,709.
Total		<u>410,994.</u>	<u>42,351.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (i) thru (l)

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			19,005.
			21,492.
			-25,577.
			-14,858.
			619.
			-6,722.
			-6,826.
			-6,041.
			-1,433.
			-7,866.
			-2,511.
			11,174.
			2,826.
			28,498.
			28,862.
			1,709.
Total			<u>42,351.</u>

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
UNICEF	NONE	PUBLIC	GENERAL SUPPORT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/>
125 MAIDEN LANE				250.
NEW YORK NY 10038				
UNIVERSITY OF ARIZONA FOUNDATION	NONE	PUBLIC	GENERAL SUPPORT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/>
1111 N. CHERRY AVENUE				17,465.
TUCSON AZ 85721				
UNIVERSITY OF CHICAGO	NONE	PUBLIC	GENERAL SUPPORT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/>
5801 S. ELLIS AVENUE				4,850.
CHICAGO IL 60637				
UNIVERSITY OF MICHIGAN	NONE	PUBLIC	SCHOLARSHIP FUND	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/>
3003 S. STATE STREET				500.
ANN ARBOR MI 48109				
WORLD LEARNING	NONE	PUBLIC	GENERAL SUPPORT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/>
KIPLING ROAD, P.O. BOX 676				200.
BRATTLEBORO VT 05302				
WTTW PUBLIC TELEVISION	NONE	PUBLIC	GENERAL SUPPORT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/>
5400 N. ST. LOUIS AVENUE				500.
CHICAGO IL 60625				
MUSEUM OF MODERN ART	NONE	PUBLIC	GENERAL SUPPORT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/>
11 WEST 53RD STREET				120.
NEW YORK NY 10019				
MUSEUM OF CONTEMPORARY ART	NONE	PUBLIC	GENERAL SUPPORT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/>
220 E. CHICAGO AVENUE				230.
CHICAGO IL 60611				
SGA YOUTH & FAMILY SERVICES	NONE	PUBLIC	SCHOLARSHIP & GUIDANCE F	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/>
11 EAST ADAMS STREET				300.
CHICAGO IL 60603				
TEN CHIMNEYS FOUNDATION	NONE	POF	GENERAL SUPPORT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/>
P.O. BOX 225		EXEMPT		250.
GENESEE DEPOT WI 53127				
AMERICAN HUMANIST ASSOCIATION	NONE	PUBLIC	GENERAL SUPPORT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/>
1777 T ST NW				300.
WASHINGTON DC 20009				
CHICAGO PUBLIC RADIO	NONE	PUBLIC	GENERAL SUPPORT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/>
848 EAST GRAND AVE				200.
CHICAGO IL 60611				
COMMITTEE ON HUMAN RIGHTS	NONE	PUBLIC	GENERAL SUPPORT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/>
2101 CONSTITUTION AVENUE, NW				250.
WASHINGTON DC 20418				
INSTITUTE OF MEDICINE	NONE	PUBLIC	GENERAL SUPPORT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/>
500 FIFTH STREET, NW				750.
WASHINGTON DC 20001				
RADCLIFFE INSTITUTE FUND	NONE	PUBLIC	GENERAL SUPPORT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/>
10 GARDEN STREET				250.
CAMBRIDGE MA 02138				

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
WFMT FINE ARTS CIRCLE 5400 N ST. LOUIS AVENUE CHICAGO IL 60625	NONE	PUBLIC	GENERAL SUPPORT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 200.
AAOG FOUNDATION 409 12 STREET, SW WASHINGTON DC 20024	NONE	POF EXEMPT	GENERAL SUPPORT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 250.
ACLU 180 N. MICHIGAN AVENUE CHICAGO IL 60601	NONE	PUBLIC	GENERAL SUPPORT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 150.
AMERICAN CANCER SOCIETY 225 N. MICHIGAN AVENUE CHICAGO IL 60601	NONE	PUBLIC	GENERAL SUPPORT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 250.
AMERICANS UNITED FOR SEP CHURCH 1301 K STREET NW WASHINGTON DC 20005	NONE	PUBLIC	GENERAL SUPPORT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 150.
ARIZONA PUBLIC MEDIA PO BOX 210067 TUCSON AZ 85721	NONE	PUBLIC	GENERAL SUPPORT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 650.
BUCKINGHAM BROWNE & NICHOLS SCHOOL 80 GERRYS LANDING ROAD CAMBRIDGE MA 02138	NONE	PUBLIC	GENERAL SUPPORT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 300.
CHICAGO CHILD CARE SOCIETY 5467 S. UNIVERSITY AVENUE CHICAGO IL 60615	NONE	PUBLIC	GENERAL SUPPORT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 250.
CHICAGO FOUNDATION FOR EDUCATION 400 N. MICHIGAN AVENUE CHICAGO IL 60611	NONE	POF EXEMPT	GENERAL SUPPORT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 250.
CHICAGO HUMANITIES FESTIVAL 500 N. DEARBORN CHICAGO IL 60610	NONE	PUBLIC	GENERAL SUPPORT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 250.
COMPASSION & CHOICES PO BOX 101810 DENVER CO 80250	NONE	PUBLIC	GENERAL SUPPORT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 250.
CONCORD COALITION 1011 ARLINGTON BLVD ARLINGTON VA 22209	NONE	PUBLIC	GENERAL SUPPORT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 150.
CONSUMER REPORTS FOUNDATION 101 TRUMAN AVENUE YONKERS NY 10703	NONE	POF EXEMPT	GENERAL SUPPORT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 150.
HARVARD MEDICAL SCHOOL 124 MOUNT AUBURN STREET CAMBRIDGE MA 02138	NONE	PUBLIC	ALUMNI FUND	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 2,750.
INVISIBLE THEATER 1400 N. FIRST AVENUE TUCSON AZ 85719	NONE	POF EXEMPT	GENERAL SUPPORT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 150.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
MILTON ACADEMY	NONE	PUBLIC	GENERAL SUPPORT	Person or <input type="checkbox"/>
170 CENTRE STREET				Business <input checked="" type="checkbox"/>
MILTON MA 02186				750.
NATIONAL STRATEGY FORUM FUND	NONE	PUBLIC	GENERAL SUPPORT	Person or <input type="checkbox"/>
53 W. JACKSON BLVD				Business <input checked="" type="checkbox"/>
CHICAGO IL 60604				100.
SMITHSONIAN INSTITUTION	NONE	PUBLIC	GENERAL SUPPORT	Person or <input type="checkbox"/>
PO BOX 37012				Business <input checked="" type="checkbox"/>
WASHINGTON DC 20013				250.
THE VINEYARD PLAYHOUSE	NONE	PUBLIC	GENERAL SUPPORT	Person or <input type="checkbox"/>
PO BOX 2452				Business <input checked="" type="checkbox"/>
VINEYARD HVN MA 02568				100.
THODOS DANCE GROUP FUND	NONE	PUBLIC	GENERAL SUPPORT	Person or <input type="checkbox"/>
811 W. EVERGREEN				Business <input checked="" type="checkbox"/>
CHICAGO IL 60622				250.
TIMELINE THEATER FUND	NONE	PUBLIC	GENERAL SUPPORT	Person or <input type="checkbox"/>
615 W. WELLINGTON AVENUE				Business <input checked="" type="checkbox"/>
CHICAGO IL 60657				150.

Total

34,165.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DIETRICH & DIETRICH,	TAX PREPARATION	1,500.			1,500.
Total		<u>1,500.</u>			<u>1,500.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
1500 SHARES VANGUARD EXTENDED MARKET ETF	54,790.	81,615.
1100 SHARES SELECT SECTOR SPDR FD MATERIALS	37,956.	42,251.

Form 990-PF, Page 2, Part II, Line 10b

Continued

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
2200 SHARES ISHARES TR FTSE XINHUA HK CHINA 25 INDEX FUND	94,531.	94,798.
2000 SHARES ENERGY TRANSFER PART LP	74,584.	103,640.
1500 SHARES AFLAC INC	10,629.	84,645.
2500 SHARES JPMORGAN CHASE & CO ALERIAN MLP INDEX ETN	56,133.	90,875.
3000 SHARES AT&T INC	85,061.	88,140.
500 SHARES CENTURYLINK INC	17,810.	23,085.
1500 SHARES FIRST ENERGY CORP	55,890.	55,530.
3740 SHARES FRONTIER COMMUNICATIONS CORP	28,872.	36,390.
600 SHARES NATIONAL PRESTO IND INC	37,018.	78,006.
550 SHARES MIDCAP SPDR TRUST UNIT SER 1	51,383.	90,574.
492.611 SHARES TCW TOTAL RETURN BOND FUND	5,000.	4,887.
500 SHARES VANGUARD EMERGING MARKETS ETF	23,750.	24,073.
600 SHARES ISHARES DOW JONES SELECT DIVIDEND INDEX FUND	21,600.	29,916.
400 SHARES ISHARES S&P SMALLCAP 600 INDEX FUND	24,900.	27,388.
1000 SHARES MORGAN STANLEY INDIA INVESTMENT FUND	24,200.	25,648.
1000 SHARES SCHEIN HENRY INC	55,093.	61,390.
1000 SHARES VERIZON COMMUNICATIONS INC	28,022.	35,780.
ALL BOOK VALUES ARE SHOWN AT COST		
Total	<u>787,222.</u>	<u>1,078,631.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
WESTMINSTER FUND V, LP	13,386.	8,836.	8,836.
WESTMINSTER FUND VI, LP	33,796.	29,331.	29,331.
WESTMINSTER FUND VIII, LP	4,669.	19,273.	19,273.
ALL BOOK VALUES ARE SHOWN AT COST			
Total	<u>51,851.</u>	<u>57,440.</u>	<u>57,440.</u>