Form **990-PF**
Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052
2010

For calendar year 2010, or tax year beginning , 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: ROBERTI HELEN CHARITABLE TRUST 110010955534

A Employer identification number: 36-7056111

Number and street (or P O box number if mail is not delivered to street address): 111 WEST MONROE STREET TAX DIV 16W
Room/suite

B Telephone number (see page 10 of the instructions): (312) 461-7271

City or town, state, and ZIP code: CHICAGO, IL 60603

C If exemption application is pending, check here ▶ ☐
D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 4,733,362.

J Accounting method: [X] Cash ☐ Accrual
☐ Other (specify) ____________
(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 ▶ ☐

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	162,793.	162,148.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	47,500.			
	b Gross sales price for all assets on line 6a 1,094,194.				
	7 Capital gain net income (from Part IV, line 2)		47,500.		
	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	210,293.	209,648.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	43,541.	21,771.		21,770.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 5	950.	475.	NONE	475.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 6	2,119.	918.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 7	1,644.	1,629.		15.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	48,254.	24,793.	NONE	22,260.
	25 Contributions, gifts, grants paid	190,872.			190,872.
	26 **Total expenses and disbursements** Add lines 24 and 25	239,126.	24,793.	NONE	213,132.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-28,833.			
	b **Net investment income** (if negative, enter -0-)		184,855.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,001.	NONE	
	2 Savings and temporary cash investments	157,353.	138,895.	138,895.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)	1,087,829.	947,986.	1,023,101.
	b Investments - corporate stock (attach schedule)	2,020,119.	1,938,059.	2,290,973.
	c Investments - corporate bonds (attach schedule)	998,105.	1,208,004.	1,260,893.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	2.	2.	19,500.
	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)	4,265,409.	4,232,946.	4,733,362.
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 ▶ ☐ 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. ▶ X			
	27 Capital stock, trust principal, or current funds	4,265,409.	4,232,946.	
	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)	4,265,409.	4,232,946.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,265,409.	4,232,946.	

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	4,265,409.
2 Enter amount from Part I, line 27a	2	-28,833.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,236,576.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	3,630.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,232,946.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo , day, yr.)
1a	SEE PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	47,500.
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	234,880.	4,264,416.	0.05507905420
2008	262,869.	4,811,098.	0.05463804728
2007	242,433.	5,400,357.	0.04489203214
2006	240,507.	4,946,501.	0.04862164184
2005	229,337.	4,824,294.	0.04753794027

2	**Total** of line 1, column (d)	2	0.25076871573
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	0.05015374315
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,540,934.
5	Multiply line 4 by line 3	5	227,745.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,849.
7	Add lines 5 and 6	7	229,594.
8	Enter qualifying distributions from Part XII, line 4	8	213,132.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . 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 ▶ ☐ and enter 1% of Part I, line 27b		1	3,697.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3	Add lines 1 and 2		3	3,697.
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	3,697.
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 1,368.		
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	1,368.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	2,329.
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** ▶ Refunded ▶		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)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
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) ▶ STMT 9			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 10 Telephone no ▶

Located at ▶ ZIP + 4 ▶

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ , , ,				
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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53.4945-5(d)*		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	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? **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 11		43,541.	-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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,393,396.
b	Average of monthly cash balances	1b	216,689.
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	4,610,085.
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	4,610,085.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	69,151.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,540,934.
6	**Minimum investment return.** Enter 5% of line 5	6	227,047.

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	227,047.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,697.		
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,697.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	223,350.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	223,350.
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	223,350.

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	213,132.
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	213,132.
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	213,132.

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				223,350.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			190,872.	
b Total for prior years: 20 08 ,20 ___, 20 ___		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 ...... NONE				
b From 2006 ...... NONE				
c From 2007 ...... NONE				
d From 2008 ...... NONE				
e From 2009 ...... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 213,132.				
a Applied to 2009, but not more than line 2a			190,872.	
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				22,260.
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				201,090.
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)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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).)

N/A

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

N/A

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

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

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

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 15				
Total ▶ 3a				190,872.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
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	162,793.	
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	47,500.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				210,293.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 210,293.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee — Date: 5-13-11 — Title: Harris, N.A., Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
PATRICK T. BURKE		5/13/11		P00010760

Firm's name ▶ FRIEDMAN & HUEY ASSOCIATES LLP — Firm's EIN ▶ 36-3382360

Firm's address ▶ 1313 WEST 175TH STREET HOMEWOOD, IL 60430 — Phone no 708-799-6800

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)	
		250. AECOM TECHNOLOGY CORP PROPERTY TYPE: SECURITIES					08/20/2009	06/02/2010
6,225.00		7,232.00					-1,007.00	
		300. AEROPOSTALE INC COMMON STOCK PROPERTY TYPE: SECURITIES					07/29/2010	09/20/2010
7,053.00		8,569.00					-1,516.00	
		275. AMGEN INC COMMON STOCK PROPERTY TYPE: SECURITIES					03/23/2009	01/27/2010
15,826.00		15,470.00					356.00	
		150. AMGEN INC COMMON STOCK PROPERTY TYPE: SECURITIES					12/23/2008	01/27/2010
8,633.00		8,652.00					-19.00	
		400. ARCHER DANIELS MIDLAND COMPANY COMM PROPERTY TYPE: SECURITIES					07/17/2009	06/02/2010
10,165.00		11,464.00					-1,299.00	
		4903.032 ARTESIAN INTERNATIONAL FD INTL PROPERTY TYPE: SECURITIES					05/23/2003	06/02/2010
88,107.00		79,819.00					8,288.00	
		400. ASTRAZENECA PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					02/26/2010	07/29/2010
20,253.00		17,913.00					2,340.00	
		200. BJ'S WHOLESALE CLUB INC COMMON STOC PROPERTY TYPE: SECURITIES					05/23/2008	07/29/2010
9,034.00		7,518.00					1,516.00	
		100. BJ'S WHOLESALE CLUB INC COMMON STOC PROPERTY TYPE: SECURITIES					11/21/2007	09/20/2010
4,305.00		3,380.00					925.00	
		200. BECKMAN COULTER INC COMMON STOCK PROPERTY TYPE: SECURITIES					10/27/2008	02/26/2010
13,110.00		10,711.00					2,399.00	
		350. CAREER EDUCATION CORPORATION COMMON PROPERTY TYPE: SECURITIES					06/02/2010	09/20/2010
7,662.00		9,751.00					-2,089.00	

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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)	
		150. CHUBB CORPORATION COMMON STOCK PROPERTY TYPE: SECURITIES					09/25/2008	07/29/2010
7,944.00		7,393.00					551.00	
		600. COCA COLA ENTERPRISES INC COMMON ST PROPERTY TYPE: SECURITIES					08/20/2009	10/04/2010
6,000.00							6,000.00	
		50. COLGATE-PALMOLIVE CO PROPERTY TYPE: SECURITIES					02/26/2010	12/08/2010
3,916.00		4,143.00					-227.00	
		200. COLGATE-PALMOLIVE CO PROPERTY TYPE: SECURITIES					08/11/2005	12/08/2010
15,664.00		10,232.00					5,432.00	
		1400. DEL MONTE FOODS COMPANY COMMON STO PROPERTY TYPE: SECURITIES					07/29/2010	12/20/2010
26,180.00		19,891.00					6,289.00	
		200. WALT DISNEY CO. PROPERTY TYPE: SECURITIES					10/23/2006	07/29/2010
6,786.00		6,164.00					622.00	
		75000. DOVER CORP 6.500% 2/15 PROPERTY TYPE: SECURITIES					08/19/2009	09/20/2010
76,769.00		80,618.00					-3,849.00	
		100. EXXON MOBIL CORP COMMON STOCK PROPERTY TYPE: SECURITIES					01/19/2000	12/08/2010
7,179.00		4,266.00					2,913.00	
		920.58 FHLMC GD PL #G01965 5.500% 12/01 PROPERTY TYPE: SECURITIES					11/29/2005	01/15/2010
921.00		911.00					10.00	
		791.68 FHLMC GD PL #G01965 5.500% 12/01 PROPERTY TYPE: SECURITIES					11/29/2005	02/15/2010
792.00		784.00					8.00	
		60835.6 FHLMC GD PL #G01965 5.500% 12/0 PROPERTY TYPE: SECURITIES					11/29/2005	02/25/2010
64,296.00		60,227.00					4,069.00	

FORM 990-PF - PART IV
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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)	
		460.62 FHLMC GD PL #G01965 5.500% 12/01					11/29/2005	03/15/2010
		PROPERTY TYPE: SECURITIES						
461.00		456.00					5.00	
		100000. FFCB 4.625% 12/1					01/29/2008	01/26/2010
		PROPERTY TYPE: SECURITIES						
105,921.00		102,830.00					3,091.00	
		43.91 GNMA PL #590108 5.500% 4/15/					03/24/2004	01/15/2010
		PROPERTY TYPE: SECURITIES						
44.00		46.00					-2.00	
		3536.82 GNMA PL #590108 5.500% 4/1					03/24/2004	02/15/2010
		PROPERTY TYPE: SECURITIES						
3,537.00		3,698.00					-161.00	
		25292.19 GNMA PL #590108 5.500% 4/					03/24/2004	02/25/2010
		PROPERTY TYPE: SECURITIES						
26,683.00		26,442.00					241.00	
		500. GENERAL ELECTRIC COMPANY COMMON STO					03/22/2002	07/29/2010
		PROPERTY TYPE: SECURITIES						
8,065.00		18,925.00					-10,860.00	
		100000. GOLDMAN SACHS GROUP INC NOTES SE					09/14/2000	01/28/2010
		PROPERTY TYPE: SECURITIES						
100,000.00		102,449.00					-2,449.00	
		200. GOODRICH B. F. COMPANY COMMON STOCK					06/22/2009	06/02/2010
		PROPERTY TYPE: SECURITIES						
13,698.00		10,189.00					3,509.00	
		625.13 HARBOR FUND INTERNATIONAL FUND					08/20/2009	06/02/2010
		PROPERTY TYPE: SECURITIES						
30,688.00		30,519.00					169.00	
		932.826 HARBOR FUND INTERNATIONAL FUND					08/20/2009	07/29/2010
		PROPERTY TYPE: SECURITIES						
49,813.00		45,541.00					4,272.00	
		5.084 HARBOR FUND INTERNATIONAL FUND					06/22/2009	07/29/2010
		PROPERTY TYPE: SECURITIES						
271.00		211.00					60.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		275. HEWITT ASSOCS INC COMMON STOCK PROPERTY TYPE: SECURITIES					12/03/2008	07/29/2010
13,305.00		9,818.00					3,487.00	
		200. HEWLETT-PACKARD CO PROPERTY TYPE: SECURITIES					02/07/2006	02/26/2010
10,130.00		6,084.00					4,046.00	
		350. HOME DEPOT INC COMMON STOCK PROPERTY TYPE: SECURITIES					04/29/2009	06/02/2010
11,775.00		9,264.00					2,511.00	
		300. HUMANA INC COMMON STOCK PROPERTY TYPE: SECURITIES					06/02/2010	12/08/2010
16,932.00		14,171.00					2,761.00	
		250. INTERNATIONAL PAPER COMPANY COMMON PROPERTY TYPE: SECURITIES					12/21/2009	09/20/2010
5,412.00		6,777.00					-1,365.00	
		300. ISHARES TR MSCI EAFE INDEX FD PROPERTY TYPE: SECURITIES					06/03/2009	12/08/2010
17,118.00		14,198.00					2,920.00	
		500. ISHARES TRUST RUSSELL 1000 VALUE IN PROPERTY TYPE: SECURITIES					12/21/2009	12/08/2010
31,415.00		28,999.00					2,416.00	
		300. ISHARES TR DOW JONES US TELE- COMMU PROPERTY TYPE: SECURITIES					03/21/2006	09/20/2010
6,466.00		7,511.00					-1,045.00	
		300. J P MORGAN CHASE & COCOMMON STOCK PROPERTY TYPE: SECURITIES					02/04/2008	02/26/2010
12,601.00		13,847.00					-1,246.00	
		100. JOHNSON & JOHNSON COMMON STOCK PROPERTY TYPE: SECURITIES					12/03/2008	09/20/2010
6,188.00		5,826.00					362.00	
		300. JOHNSON & JOHNSON COMMON STOCK PROPERTY TYPE: SECURITIES					12/03/2008	12/08/2010
18,706.00		13,651.00					5,055.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		300. MACY S INC PROPERTY TYPE: SECURITIES					09/24/2009	01/27/2010
4,690.00		5,421.00					-731.00	
		300. MANPOWER INC WISCONSIN COMMON STOCK PROPERTY TYPE: SECURITIES					10/23/2006	06/02/2010
13,158.00		18,712.00					-5,554.00	
		500. MYLAN LABS PROPERTY TYPE: SECURITIES					08/20/2009	06/02/2010
9,480.00		7,174.00					2,306.00	
		350. NEWFIELD EXPLORATION COMPANY COMMON PROPERTY TYPE: SECURITIES					09/24/2009	06/02/2010
17,857.00		14,227.00					3,630.00	
		200. OSHKOSH TRUCK CORPORATION COMMON ST PROPERTY TYPE: SECURITIES					06/02/2010	09/20/2010
5,690.00		7,204.00					-1,514.00	
		300. PLAINS EXPLORATION & PRODUCT PROPERTY TYPE: SECURITIES					11/24/2009	02/26/2010
9,760.00		8,504.00					1,256.00	
		200. PRUDENTIAL FINANCIAL INC COMMON STO PROPERTY TYPE: SECURITIES					06/03/2009	02/26/2010
10,290.00		8,086.00					2,204.00	
		75. SECTOR SPDR TR SHS BEN INT-BASIC IND PROPERTY TYPE: SECURITIES					08/20/2009	07/29/2010
2,397.00		2,221.00					176.00	
		425. SECTOR SPDR TR SHS BEN INT-BASIC IN PROPERTY TYPE: SECURITIES					04/09/2008	07/29/2010
13,584.00		17,629.00					-4,045.00	
		1000. SECTOR SPDR TR SHS BEN INT-FINANCI PROPERTY TYPE: SECURITIES					04/29/2009	01/27/2010
14,282.00		10,900.00					3,382.00	
		500. SECTOR SPDR TR SHS BEN INT-UTILITIE PROPERTY TYPE: SECURITIES					12/06/2005	07/29/2010
15,326.00		15,701.00					-375.00	

FORM 990-PF - PART IV
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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)	
		750. SUPERVALU INC COMMON STOCK PROPERTY TYPE: SECURITIES					06/23/2008	01/12/2010
10,133.00		24,545.00					-14,412.00	
		200. TECH DATA CORPORATION COMMON STOCK PROPERTY TYPE: SECURITIES					02/26/2010	07/29/2010
7,958.00		8,588.00					-630.00	
		200. TECH DATA CORPORATION COMMON STOCK PROPERTY TYPE: SECURITIES					02/26/2010	09/20/2010
7,789.00		8,440.00					-651.00	
		350. WAL-MART STORES INC PROPERTY TYPE: SECURITIES					12/03/2008	02/26/2010
18,820.00		20,464.00					-1,644.00	
		100. WATSON PHARMACEUTICAL INC COMMON ST PROPERTY TYPE: SECURITIES					04/24/2008	02/26/2010
3,967.00		2,920.00					1,047.00	
		200. WATSON PHARMACEUTICAL INC COMMON ST PROPERTY TYPE: SECURITIES					07/31/2008	09/20/2010
8,730.00		5,831.00					2,899.00	
		500. YUM BRANDS INC COMMON STOCK PROPERTY TYPE: SECURITIES					05/23/2008	02/26/2010
16,860.00		7,699.00					9,161.00	
		200. ACCENTURE PLC CL A ADR PROPERTY TYPE: SECURITIES					05/01/2006	06/02/2010
7,338.00		5,868.00					1,470.00	
TOTAL GAIN(LOSS)		....					47,500.	

• Details of assets in your account

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CASH & SHORT-TERM							
VIRTUS INSIGHT MONEY MARKET FUND I	138,895.280	1 0000	138,895.28	138,895.28	0.00	161.47	0.12%
VIRTUS INSIGHT MONEY MARKET FUND I (INCOME INVESTMENT)	0.000	1 0000	0.00	0.00	0.00	0.00	0.00%
TOTAL CASH & SHORT-TERM			**$138,895.28**	**$138,895.28**	**$0.00**	**$161.47**	**.12%**
FIXED INCOME/LOW VOLATILITY							
U.S. government bonds							
FEDERAL FARM CREDIT BANK DTD 11/18/2005 4 875% 12/16/2015 NON CALLABLE MOODYS· AAA S&P AAA	75,000 000	112 4090	84,306.75	82,548.75	1,758.00	3,656.25	4.34%
FEDERAL HOME LOAN BANK DTD 08/07/2006 5.250% 09/13/2013 NON CALLABLE MOODYS AAA S&P AAA	50,000.000	111.1640	55,582.00	50,287.00	5,295.00	2,625.00	4.72%
FEDERAL HOME LOAN BANK DTD 11/04/2005 5 000% 12/21/2015 NON CALLABLE MOODYS· AAA S&P. AAA	50,000.000	111.8010	55,900.50	51,578.50	4,322.00	2,500.00	4.47%
FEDERAL HOME LOAN BANK DTD 06/22/2007 5.500% 08/13/2014 NON CALLABLE MOODYS. AAA S&P AAA	50,000.000	114.3940	57,197 00	50,610.05	6,586.95	2,750.00	4.81%
FEDERAL HOME LOAN BANK DTD 08/03/2007 5 250% 09/12/2014 NON CALLABLE MOODYS AAA S&P: AAA	50,000.000	113.1700	56,585.00	50,141.00	6,444.00	2,625.00	4.64%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
FEDERAL HOME LOAN BANK DTD 11/16/2006 4.875% 12/13/2013 NON CALLABLE MOODYS. AAA S&P AAA	50,000.000	110.6590	55,329.50	54,446.50	883.00	2,437.50	4.40%
FEDERAL HOME LOAN BANK DTD 08/07/2009 3.750% 09/09/2016 NON CALLABLE MOODYS. AAA S&P. AAA	50,000.000	105.8590	52,929.50	51,102.00	1,827.50	1,875.00	3.54%
FEDERAL HOME LOAN BANK DTD 11/09/2005 5 250% 12/11/2020 NON CALLABLE MOODYS AAA S&P: AAA	50,000.000	111 8090	55,904 50	54,376.50	1,528.00	2,625.00	4.70%
FEDERAL HOME LOAN MORTGAGE CORP DTD 07/16/2002 5.125% 07/15/2012 MOODYS· AAA S&P. AAA	100,000.000	106.9090	106,909.00	99,797.70	7,111.30	5,125.00	4.79%
FEDERAL HOME LOAN MORTGAGE CORP DTD 10/17/2003 4 875% 11/15/2013 MOODYS AAA S&P: AAA	50,000 000	110 8450	55,422.50	50,470 30	4,952.20	2,437.50	4.40%
FEDERAL HOME LOAN MORTGAGE CORP DTD 07/16/2004 5.000% 07/15/2014 MOODYS AAA S&P: AAA	100,000.000	112.0840	112,084.00	99,127.70	12,956.30	5,000.00	4.46%
FEDERAL HOME LOAN MORTGAGE CORP DTD 10/21/2005 4.750% 11/17/2015 NON CALLABLE MOODYS AAA S&P. AAA	100,000.000	112 0220	112,022.00	99,414.90	12,607.10	4,750 00	4.24%
FEDERAL HOME LOAN MORTGAGE CORP MEDIUM TERM NOTE DTD 11/10/2004 5 000% 11/13/2014 CALLABLE MOODYS. AAA S&P: AAA	50,000.000	112 0990	56,049 50	50,376.50	5,673.00	2,500.00	4.46%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
UNITED STATES TREASURY NOTES TREASURY INFLATION INDEX DTD 07/15/2008 1 375% 07/15/2018 MOODYS AAA S&P AAA	101,420.000	105 3830	106,879 44	103,708.85	3,170.59	1,394.53	1.30%
Total U.S. government bonds			**$1,023,101.19**	**$947,986.25**	**$75,114.94**	**$42,300.78**	**4.13%**
Corporate and other taxable							
Corporate							
AT&T INC DTD 02/01/2008 5 500% 02/01/2018 NON CALLABLE MOODYS. A2 S&P: A-	50,000 000	111 0880	55,544.00	40,030.00	15,514.00	2,750.00	4.95%
BANK OF AMERICA NA DTD 05/02/2008 5.650% 05/01/2018 NON CALLABLE MOODYS A2 S&P A	75,000.000	102 1770	76,632.75	72,303.75	4,329.00	4,237.50	5.53%
BELLSOUTH CORPORATION DTD 10/25/2001 6 000% 10/15/2011 MOODYS A2 S&P A-	100,000 000	104 2480	104,248.00	107,679.00	-3,431.00	6,000.00	5.76%
BOEING CO DTD 03/13/2009 6.000% 03/15/2019 NON CALLABLE MOODYS. A2 S&P. A	50,000.000	115 0520	57,526.00	54,769.50	2,756.50	3,000.00	5.21%
CISCO SYSTEMS INC DTD 02/22/2006 5 500% 02/22/2016 CALLABLE MOODYS· A1 S&P A+	50,000.000	114 1110	57,055.50	51,915.00	5,140.50	2,750.00	4.82%
GENERAL ELECTRIC CAP CORPORTION MEDIUM TERM NOTES SER A DTD 02/15/2002 5.875% 02/15/2012 MOODYS. AA2 S&P: AA+	75,000.000	105 1930	78,894.75	78,607.50	287.25	4,406.25	5.58%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
GENERAL ELECTRIC CAPITAL CORP MEDIUM TERM NOTE DTD 06/07/2002 6 000% 06/15/2012 MOODYS· AA2 S&P AA+	100,000.000	106 9010	106,901 00	106,919.00	-18.00	6,000 00	5.61%
HOME DEPOT INC DTD 12/19/2006 5 250% 12/16/2013 NON CALLABLE MOODYS: BAA1 S&P. BBB+	75,000.000	109.7550	82,316.25	81,577.50	738.75	3,937.50	4.78%
JP MORGAN CHASE DTD 09/15/2004 5.125% 09/15/2014 MOODYS: A1 S&P: A	50,000 000	106.4070	53,203.50	50,092.25	3,111.25	2,562.50	4.82%
PHILIP MORRIS INTL INC DTD 05/16/2008 4 875% 05/16/2013 NON CALLABLE MOODYS A2 S&P A	50,000 000	108.2550	54,127.50	54,010.00	117.50	2,437.50	4.50%
TARGET CORPORATION DTD 07/14/2006 5.875% 07/15/2016 NON CALLABLE MOODYS. A2 S&P A+	50,000.000	115 5780	57,789.00	51,492.50	6,296.50	2,937.50	5.08%
WACHOVIA CORP DTD 06/08/2007 5 750% 06/15/2017 NON CALLABLE MOODYS: A1 S&P AA-	50,000.000	110.7040	55,352.00	53,265.00	2,087.00	2,875.00	5.19%
WALGREEN CO DTD 01/13/2009 5 250% 01/15/2019 NON CALLABLE MOODYS A2 S&P· A	50,000.000	111 1900	55,595.00	50,878.00	4,717.00	2,625.00	4.72%
WYETH DTD 03/27/2007 5 450% 04/01/2017 NON CALLABLE MOODYS. A1 S&P. AA	75,000.000	112.9840	84,738.00	82,067.70	2,670.30	4,087.50	4.82%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
International								
TEMPLETON GLOBAL BOND FUND	TGBAX	2,685 765	13 5600	36,418.97	30,026 86	6,392 11	1,646.37	4.52%
Preferred								
WELLS FARGO CAPITAL TRUST IV 7.000% PREFERRED DUE 09/01/2031		1,000 000	25 2940	25,294.00	27,060.00	-1,766.00	1,750.00	6.92%
Taxable funds								
RIDGEWORTH SEIC FLOATING RATE HIGH INCOME FUND	SAMBX	5,753.740	8 9500	51,495.97	50,057.54	1,438.43	3,020.71	5.87%
Other								
CUYAHOGA COUNTY OHIO REVENUE BONDS DTD 09/03/2010 4.484% 06/01/2020 NON CALLABLE MOODYS: AA2 S&P· AA		75,000.000	94 7180	71,038.50	75,252.75	-4,214.25	3,363.00	4.73%
Total Corporate and other taxable				**$1,164,170.69**	**$1,118,003.85**	**$46,166.84**	**$60,386.33**	**5.19%**
Alternatives-Low Volatility								
Opportunistic low volatility								
RIDGEWORTH SEIX HIGH YIELD BOND FUND	SAMHX	9,839.525	9.8300	96,722.53	90,000.00	6,722.53	7,655.15	7.91%
Total Alternatives-Low Volatility				**$96,722.53**	**$90,000.00**	**$6,722.53**	**$7,655.15**	**7.91%**
TOTAL FIXED INCOME/LOW VOLATILITY				**$2,283,994.41**	**$2,155,990.10**	**$128,004.31**	**$110,342.26**	**4.83%**
EQUITY/HIGH VOLATILITY								
U S equity								
ACCENTURE PLC CL A AMERICAN DEPOSITORY RECEIPT Information technology	ACN	400.000	48 4900	19,396 00	10,923 09	8,472.91	360.00	1 86%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
ADVANCED AUTO PARTS Consumer discretionary	AAP	100.000	66 1500	6,615.00	6,726.98	-111.98	24.00	0.36%
AMERICA MOVIL S A.B. DE C V AMERICAN DEPOSITORY RECEIPT Telecommunication services	AMX	200 000	57 3400	11,468 00	9,575.61	1,892.39	102.00	0.89%
AMERICAN EXPRESS CO CAPITAL STOCK Financials	AXP	300 000	42.9200	12,876 00	12,330.87	545.13	216.00	1.68%
AMGEN INC Health care	AMGN	100.000	54.9000	5,490.00	5,338 99	151.01	0.00	0.00%
APPLE INC Information technology	AAPL	150.000	322 5600	48,384 00	22,438.74	25,945.26	0.00	0.00%
AT & T INC Telecommunication services	T	500 000	29 3800	14,690.00	19,887 55	-5,197.55	860.00	5.85%
AUTOZONE INC Consumer discretionary	AZO	50.000	272.5900	13,629.50	7,817.17	5,812.33	0.00	0.00%
BJS WHSL CLUB INC Consumer staples	BJ	300.000	47 9000	14,370.00	10,141.14	4,228.86	0.00	0.00%
CHUBB CORP Financials	CB	300.000	59.6400	17,892.00	12,749.61	5,142.39	444.00	2.48%
CIMAREX ENERGY CO Energy	XEC	150.000	88.5300	13,279.50	10,437.60	2,841.90	48.00	0.36%
CISCO SYSTEMS INC Information technology	CSCO	900.000	20 2300	18,207.00	20,059.76	-1,852.76	0.00	0.00%
COCA COLA ENTERPRISES INC Consumer staples	CCE	600.000	25 0300	15,018 00	12,107 34	2,910.66	288.00	1.92%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CONOCOPHILLIPS Energy	COP	400 000	68 1000	27,240.00	10,623.86	16,616.14	880.00	3 23%
CORN PRODS INTL INC Consumer staples	CPO	400 000	46 0000	18,400.00	16,916.15	1,483.85	224.00	1 22%
CUMMINS INC Industrials	CMI	50 000	110 0100	5,500.50	5,454.98	45.52	52.50	0.95%
DISNEY WALT CO NEW Consumer discretionary	DIS	200 000	37 5100	7,502 00	6,163.67	1,338.33	80.00	1.07%
DOLLAR TREE INC Consumer discretionary	DLTR	450.000	56 0800	25,236 00	12,153.96	13,082.04	0.00	0.00%
DOMTAR CORPORATION Materials	UFS	100.000	75 9200	7,592 00	6,561.00	1,031.00	100.00	1.32%
ENDO PHARMACEUTICALS HLDGS INC Health care	ENDP	500.000	35 7100	17,855.00	14,729.62	3,125.38	0.00	0.00%
EXXON MOBIL CORPORATION Energy	XOM	300 000	73 1200	21,936.00	12,575.63	9,360.37	528.00	2.41%
GENERAL ELECTRIC CORP Industrials	GE	1,000.000	18 2900	18,290 00	25,149.00	-6,859.00	560.00	3.06%
GOLDMAN SACHS GROUP INC Financials	GS	100.000	168 1600	16,816 00	15,637.39	1,178 61	140.00	0.83%
GOOGLE INC-CL A COMMON STOCK CL A Information technology	GOOG	25.000	593.9700	14,849.25	7,484.75	7,364.50	0.00	0.00%
HEWLETT PACKARD CO Information technology	HPQ	200.000	42 1000	8,420 00	6,083.98	2,336.02	64 00	0.76%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
INTERNATIONAL BUSINESS MACHINES CORP CAPITAL STOCK Information technology	IBM	300 000	146 7600	44,028.00	30,934.35	13,093.65	780.00	1.77%
ISHARES DOW JONES U.S. TELECOMMUNICATIONS SECTOR INDEX FUND Telecommunication services	IYZ	1,500.000	23 3700	35,055.00	29,934.98	5,120 02	1,053.00	3.00%
JP MORGAN CHASE & CO Financials	JPM	400.000	42.4200	16,968.00	15,676.40	1,291.60	80.00	0.47%
KBR INC Industrials	KBR	500 000	30 4700	15,235 00	10,796.44	4,438.56	100.00	0.66%
LINKNET INC COMMON STK CO FILED CHAP 11 WORTHLESS *HELD IN TRUST VAULT 4 000 00* Telecommunication services		4,000 000	0.0000	0 00	1.01	-1.01	0.00	0.00%
LORILLARD, INC Consumer staples	LO	50 000	82 0600	4,103 00	4,103.43	-0.43	225 00	5 48%
LUBRIZOL CORP Materials	LZ	100 000	106 8800	10,688 00	9,456.00	1,232.00	144.00	1.35%
MACY'S INC Consumer discretionary	M	200 000	25.3000	5,060 00	5,079.88	-19.88	40.00	0.79%
MATERIALS SELECT SPDR SECTOR INDEX FUND Materials	XLB	1,100.000	38.4100	42,251.00	28,660.84	13,590.16	1,295 80	3 07%
MCKESSON CORP Health care	MCK	400.000	70 3800	28,152.00	24,601.86	3,550.14	288.00	1.02%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
NEXTERA ENERGY INC Utilities	NEE	200.000	51 9900	10,398.00	10,855.98	-457.98	400.00	3.85%
NORTHROP GRUMMAN CORPORATION Industrials	NOC	300 000	64.7800	19,434 00	20,082.07	-648.07	564 00	2.90%
NOVELLUS SYSTEMS INC Information technology	NVLS	400.000	32 3200	12,928 00	10,227.15	2,700.85	0.00	0.00%
OCCIDENTAL PETE CORP Energy	OXY	300.000	98 1000	29,430.00	23,131.76	6,298 24	456.00	1.55%
ORACLE CORPORATION Information technology	ORCL	1,500 000	31.3000	46,950 00	20,237.00	26,713.00	300 00	0.64%
PETSMART INC Consumer discretionary	PETM	400.000	39 8200	15,928.00	10,911.36	5,016.64	200.00	1.26%
RAYTHEON COMPANY COMMON STOCK NEW Industrials	RTN	350 000	46 3400	16,219.00	11,704 25	4,514.75	525.00	3.24%
SANDISK CORP Information technology	SNDK	200.000	49.8600	9,972.00	8,811.64	1,160.36	0.00	0.00%
SCHLUMBERGER LTD Energy	SLB	300.000	83 5000	25,050.00	16,909.60	8,140.40	252.00	1.01%
SEAGATE TECHNOLOGY PLC Information technology	STX	500 000	15 0300	7,515 00	9,509.91	-1,994.91	0.00	0.00%
TEVA PHARMACEUTICAL INDS LTD AMERICAN DEPOSITORY RECEIPT Health care	TEVA	400.000	52 1300	20,852 00	17,687.86	3,164.14	266.80	1.28%
TJX COS INC Consumer discretionary	TJX	500.000	44 3900	22,195 00	21,951.28	243.72	300.00	1.35%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
TRAVELERS COMPANIES INC Financials	TRV	650.000	55 7100	36,211.50	31,649.02	4,562.48	936.00	2.58%
URS CORP NEW COM Industrials	URS	300.000	41 6100	12,483.00	10,647.00	1,836.00	0.00	0.00%
UTILITIES SELECT SECTOR SPDR SHS BEN INT-UTILITIES Utilities	XLU	1,300.000	31.3400	40,742.00	36,783.98	3,958.02	1,652.30	4.06%
WAL MART STORES INC Consumer staples	WMT	300 000	53.9300	16,179.00	15,565.80	613.20	363.00	2.24%
WALGREEN CO Consumer staples	WAG	300 000	38 9600	11,688.00	11,237.97	450.03	210.00	1.80%
WATSON PHARMACEUTICALS INC Health care	WPI	500 000	51.6500	25,825.00	13,725 70	12,099.30	0.00	0.00%
WELLS FARGO & CO Financials	WFC	300 000	30.9900	9,297.00	7,298.94	1,998.06	60.00	0.64%
Total U.S equity				**$991,788.25**	**$768,241 90**	**$223,546.35**	**$15,461.40**	**1.56%**
U.S. equity funds								
BUFFALO SMALL CAP FUND Small cap growth	BUFSX	3,359.821	26 2100	88,060.91	76,251.40	11,809.51	90.72	0.10%
ISHARES RUSSELL 1000 VALUE Large cap value	IWD	3,000.000	64.8700	194,610.00	167,205.76	27,404.24	3,846.00	1.98%
ISHARES S&P MIDCAP 400 GROWTH INDEX Small cap growth	IJK	700.000	100 7200	70,504.00	57,583.41	12,920.59	399.00	0.57%
TOUCHSTONE SANDS CAPITAL INSTL GRWTH Large cap growth	CISGX	3,558.719	14.0400	49,964.41	50,177.94	-213.53	0.00	0.00%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
WT MUT CRM MID CAP VALUE FUND INSTL CL Small cap value	CRIMX	4,259 141	28 6700	122,109 57	125,077 15	-2,967.58	715.54	0.59%
Total U.S. equity funds				**$525,248.89**	**$476,295.66**	**$48,953.23**	**$5,051.26**	**.96%**
International								
ACE LIMITED Financials	ACE	500 000	62 2500	31,125.00	30,403.52	721.48	660.00	2 12%
DODGE & COX INTERNATIONAL STOCK FUND Developed large cap	DODFX	2,368 172	35 7100	84,567.42	74,052.74	10,514.68	1,172.25	1.39%
HARBOR INTERNATIONAL FUND #11 Developed large cap	HAINX	1,156.896	60 5500	70,050.05	47,941.77	22,108.28	1,008.81	1.44%
ING INTERNATIONAL SMALLCAP FUND Developed small cap	NAPIX	1,826.517	40.1700	73,371.19	83,526 63	-10,155.44	575.35	0 78%
ISHARES MSCI EAFE INDEX FUND Developed large cap	EFA	1,500.000	58 2200	87,330.00	66,429.95	20,900.05	2,095.50	2.40%
NOBLE CORP Energy	NE	400 000	35.7700	14,308.00	13,953.38	354.62	139.20	0.97%
TEMPLETON INSTITUTIONAL FOREIGN SMALLER COMPANY FUND Developed small cap	TFSCX	4,075.797	17 6800	72,060.09	65,451.69	6,608.40	542.08	0.75%
VANGUARD EMERGING MARKETS ETF Emerging	VWO	1,500.000	48 1460	72,219 00	60,267.14	11,951.86	1,222.50	1.69%
Total International				**$505,030.75**	**$442,026.82**	**$63,003.93**	**$7,415.69**	**1.47%**
REITS								
ISHARES DOW JONES U S REAL ESTATE INDEX FUND		1,500 000	55 9600	83,940.00	97,978.40	-14,038 40	2,959.50	3.53%

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• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Total REITS				**$83,940.00**	**$97,978.40**	**-$14,038.40**	**$2,959.50**	**3.53%**
Commodities								
PIMCO COMMODITY REALRETURN STRATEGY FUND Commodities	PCRIX	19,910 126	9 2900	184,965.07	153,516.52	31,448.55	16,565.22	8.96%
Total Commodities				**$184,965.07**	**$153,516.52**	**$31,448.55**	**$16,565.22**	**8.96%**
TOTAL EQUITY/HIGH VOLATILITY				**$2,290,972.96**	**$1,938,059.30**	**$352,913.66**	**$47,453.07**	**2.07%**
OTHER ASSETS								
Real estate								
5 ACRES VACANT LAND MONTGOMERY COUNTY TEXAS		1.000	19,500 0000	19,500.00	1.00	19,499.00	0.00	0.00%
Total Real estate				**$19,500 00**	**$1.00**	**$19,499 00**	**$0.00**	**.00%**
Miscellaneous								
ONE COPY OF CONTRACT OF PURCHASE SECURITY LAND CO MONTGOMERY TX		1 000	0.0000	0.00	1 00	-1.00	0 00	0.00%
Total Miscellaneous				**$0.00**	**$1.00**	**-$1.00**	**$0.00**	**.00%**
TOTAL OTHER ASSETS				**$19,500.00**	**$2.00**	**$19,498.00**	**$0.00**	**.00%**
TOTAL ASSETS IN YOUR ACCOUNT				**$4,733,362.65**	**$4,232,946.68**	**$500,415.97**	**$157,956.80**	**3.34%**

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	840.	840.
AT&T INC 5.500% 2/01/18	2,750.	2,750.
AMERICA MOVIL SPONSORED ADR SER L	89.	89.
AMERICAN EXPRESS COMPANY	162.	162.
ARCHER DANIELS MIDLAND COMPANY COMMON ST	120.	120.
ASTRAZENECA PLC SPONSORED ADR	428.	428.
BANK OF AMERICA NA 5.650% 5/01/18	4,238.	4,238.
BECKMAN COULTER INC COMMON STOCK	36.	36.
BELLSOUTH CORPORATION NOTES	6,000.	6,000.
BOEING CO 6.000% 3/15/19	3,000.	3,000.
CHUBB CORPORATION COMMON STOCK	602.	602.
CIMAREX ENERGY CO	24.	24.
CISCO SYSTEMS INC 5.500% 2/22/16	2,750.	2,750.
COCA COLA ENTERPRISES INC COMMON STOCK	162.	162.
COCA COLA ENTERPRISES INC	72.	72.
COLGATE-PALMOLIVE CO	486.	486.
CONOCOPHILLIPS	860.	860.
CORN PRODUCTS INTL INC COMMON STOCK	28.	28.
CUYAHOGA CNTY OH 4.484% 6/01/20	645.	
DEL MONTE FOODS COMPANY COMMON STOCK	189.	189.
WALT DISNEY CO.	140.	140.
DODGE & COX INTL STOCK FUND	1,328.	1,328.
DOVER CORP 6.500% 2/15/11	5,254.	5,254.
EXXON MOBIL CORP COMMON STOCK	696.	696.
FHLMC GD PL #G01965 5.500% 12/01/35	929.	929.
FHLMC MTN 5.000% 11/13/14	2,500.	2,500.
FFCB 4.875% 12/16/15	3,656.	3,656.
FFCB 4.625% 12/15/17	540.	540.
FHLB 5.000% 12/21/15	2,500.	2,500.
FHLB 5.250% 12/11/20	2,275.	2,275.
FHLB 5.250% 9/13/13	2,625.	2,625.
FHLB 4.875% 12/13/13	2,438.	2,438.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FHLB 5.500% 8/13/14	2,750.	2,750.
FHLB 5.250% 9/12/14	2,625.	2,625.
FHLB 3.750% 9/09/16	1,771.	1,771.
FHLMC 5.125% 7/15/12	5,125.	5,125.
FHLMC 4.875% 11/15/13	2,438.	2,438.
FHLMC 5.000% 7/15/14	5,000.	5,000.
FHLMC 4.750% 11/17/15	4,750.	4,750.
GNMA PL #590108 5.500% 4/15/34	361.	361.
GENERAL ELECTRIC COMPANY COMMON STOCK	570.	570.
GENERAL ELECTRIC CAPITAL CORP MEDIUM TER	4,406.	4,406.
GENERAL ELECTRIC CAP CORP MEDIUM TERM NO	6,000.	6,000.
GOLDMAN SACHS GROUP INC COMMON STOCK	140.	140.
GOLDMAN SACHS GROUP INC NOTES SER B	3,900.	3,900.
GOODRICH B. F. COMPANY COMMON STOCK	162.	162.
HARBOR FUND INTERNATIONAL FUND	1,162.	1,162.
HEWLETT-PACKARD CO	106.	106.
HOME DEPOT INC COMMON STOCK	165.	165.
HOME DEPOT INC 5.250% 12/16/13	2,920.	2,920.
ING INTERNAT SMALLCAP FD-I	745.	745.
IBM CORP	750.	750.
INTERNATIONAL PAPER COMPANY COMMON STOCK	69.	69.
ISHARES TR MSCI EAFE INDEX FD	2,575.	2,575.
ISHARES TRUST RUSSELL 1000 VALUE INDEX F	3,914.	3,914.
ISHARES S&P MID CAP 400/BARRA GROWTH	399.	399.
ISHARES TR DOW JONES US TELE- COMMUNICAT	1,158.	1,158.
ISHARES TR DOW JONES US REAL ESTATE	2,959.	2,959.
J P MORGAN CHASE & COCOMMON STOCK	95.	95.
JP MORGAN CHASE 5.125% 9/15/14	2,563.	2,563.
JOHNSON & JOHNSON COMMON STOCK	790.	790.
KBR INC	90.	90.
LUBRIZOL CORPORATION COMMON STOCK	72.	72.
MACY S INC	15.	15.
MANPOWER INC WISCONSIN COMMON STOCK	111.	111.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MCKESSON HBOC INC COMMON STOCK	180.	180.
NEXTERA ENERGY INC	100.	100.
NORTHROP GRUMMAN CORP COMMON STOCK	552.	552.
OCCIDENTAL PETROLEUM CORPORATION COMMON	426.	426.
ORACLE CORPORATION COMMON STOCK	300.	300.
PETSMART INC COMMON STOCK	140.	140.
PHILIP MORRIS INTL 4.875% 5/16/13	1,957.	1,957.
PIMCO COMMODITY RR STRAT-INS	16,542.	16,542.
RAYTHEON COMPANY COMMON STOCK	502.	502.
RIDGEWORTH SEIX HY BD-I	5,281.	5,281.
RIDGEWORTH SEIX FLOATING-I	1,320.	1,320.
SCHLUMBERGER LTD.	63.	63.
SECTOR SPDR TR SHS BEN INT-BASIC INDUSTR	1,401.	1,401.
SECTOR SPDR TR SHS BEN INT-UTILITIES	1,764.	1,764.
TJX COMPANIES INC NEW COMMON STOCK	135.	135.
TARGET CORP 5.875% 7/15/16	2,938.	2,938.
TEMPLETON GLOBAL BOND FUND-AD	2,026.	2,026.
TEMPLETON INST FOREIGN SM CO	623.	623.
TEVA PHARMACEUTICAL ADR	295.	295.
TRAVELERS COMPANIES INC	798.	798.
U.S. TREASURY TIPS 1.375% 7/15/18	2,054.	2,054.
VANGUARD MSCI EMERGING MARKETS ETF	1,354.	1,354.
VIRTUS INSIGHT MONEY MARKET FD I	350.	350.
WT MUT FD CRM MID CAP VALUE FD INSTL CL	715.	715.
WACHOVIA CORP 5.750% 6/15/17	2,875.	2,875.
WAL-MART STORES INC	449.	449.
WALGREEN CO 5.250% 1/15/19	2,625.	2,625.
WELLS FARGO & COMPANY NEW COMMON STOCK	60.	60.
WELLS FARGO CAP TRUST IV GTD CAP SECS	1,750.	1,750.
WYETH 5.450% 4/01/17	2,770.	2,770.
YUM BRANDS INC COMMON STOCK	105.	105.
ACCENTURE PLC CL A ADR	405.	405.
ACE LIMITED	640.	640.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NOBLE CORP		280.	280.
	TOTAL	162,793.	162,148.

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	950.	475.		475.
TOTALS	950.	475.	NONE	475.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	28.	28.
FEDERAL ESTIMATES - PRINCIPAL	1,201.	
FOREIGN TAXES ON QUALIFIED FOR	768.	768.
FOREIGN TAXES ON NONQUALIFIED	122.	122.
TOTALS	2,119.	918.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	15.		15.
REAL ESTATE TAX ON NON-RENTAL	1,629.	1,629.	
TOTALS	1,644.	1,629.	15.

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

DESCRIPTION		AMOUNT
TIMING DIFFERENCES		3,630.
	TOTAL	3,630.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
IL

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

NAME: MS. SUZANNE FLAVIN
C/O HARRIS N.A.
ADDRESS: 111 W. MONROE ST., TAX DIV 16W
CHICAGO, IL 60603

TELEPHONE NUMBER: (312)461-7271

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

OFFICER NAME:
HARRIS N.A.
ADDRESS:
111 W. MONROE STREET, TAX DIVISION
CHICAGO, IL 60603
TITLE:
TRUSTEE
COMPENSATION .... 43,541.

TOTAL COMPENSATION: 43,541.

FORM 990PF, PART XV - LINES 2a - 2d
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RECIPIENT NAME:
HELEN ROBERTI CHARITABLE TRUST ADMINISTRATOR
ADDRESS:
111 W. MONROE STREET, TAX DIV, 16W
CHICAGO, IL 60603
RECIPIENT'S PHONE NUMBER: 3124617271
FORM, INFORMATION AND MATERIALS:
WRITTEN APPLICATION BY SCHOOLS, COLLEGES AND UNIVERSITIES DESCRIBED IN CODE SECTION 170(B)(I)(A)(II)
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
MAINTAIN SCHOLARSHIP OR COMPARABLE PROGRAMS TO ENABLE NATIVE AMERICANS TO ATTAIN UNDERGRADUATE, POST-GRADUATE AND PROFESSIONAL DEGREES.

STATEMENT 12

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

RECIPIENT NAME:
UNIVERSITY OF ARIZONA GRADUATE
COLLEGE
ADDRESS:
P.O. BOX 210066
TUCSON, AZ 85721
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 80,872.

RECIPIENT NAME:
NATIONAL JUDICIAL COLLEGE
ADDRESS:
JUDICIAL COLLEGE BUILDING MS 358
RENO, NV 89557
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
MINNESOTA STATE UNIVERSITY
MOORHEAD
ADDRESS:
1004 7TH AVENUE SOUTH
MOORHEAD, MN 56563
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 12,000.

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

RECIPIENT NAME:
AMERICAN INDIAN EDUCATION
FOUNDATION
ADDRESS:
2401 EGLIN STREET
RAPID CITY, SD 57703
RELATIONSHIP:
NONCE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 9,000.

RECIPIENT NAME:
UNIVERSITY OF NORTH DAKOTA
AMERICAN INDIAN STUDENT SERVICES
ADDRESS:
P.O. BOX 8274
GRAND FORKS, ND 58202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 21,500.

RECIPIENT NAME:
SOUTH DAKOTA STATE UNIVERSITY
ADDRESS:
823 MEDARY AVE, BOX 2201
BROOKINGS, SD 57007
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 33,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
AMERICAN INDIAN COLLEGE FUND
ADDRESS:
8333 GREENWOOD BLVD
DENVER, CO 80221
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 12,500.

RECIPIENT NAME:
SALISH KOOTENAI COLLEGE
FOUNDATION INC
ADDRESS:
P.O. BOX 117
PABLO, MT 59855
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 16,000.

TOTAL GRANTS PAID: 190,872.
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