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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 01-01-2010 , and ending 12-31-2010

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
GEORGE K TALLMAN TRUST R70770004 9577003410

A Employer identification number
39-0800033

Number and street (or P O box number if mail is not delivered to street address)
C/O JPMORGAN CHASE BANKNAPOBOX 3038

Room/suite

B Telephone number (see page 10 of the instructions)
(414) 977-1210

City or town, state, and ZIP code
MILWAUKEE, WI 53201

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$** 2,259,657

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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 ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	30	30		
	4 Dividends and interest from securities.	39,403	37,791		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	35,046			
	b Gross sales price for all assets on line 6a <u>1,029,380</u>				
	7 Capital gain net income (from Part IV , line 2)		36,663		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	194	0		
	12 Total. Add lines 1 through 11	74,673	74,484		
	13 Compensation of officers, directors, trustees, etc	20,921	15,691		5,230
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	825	0		825
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	554	554		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)		168		
	24 Total operating and administrative expenses. Add lines 13 through 23	22,300	16,413		6,055
	25 Contributions, gifts, grants paid	89,750			89,750
	26 Total expenses and disbursements. Add lines 24 and 25	112,050	16,413		95,805
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-37,377			
	b Net investment income (if negative, enter -0-)		58,071		
	c Adjusted net income (if negative, enter -0-)				

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

Cat No 11289X

Form **990-PF** (2010)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	34,928	7,859	7,859
	2	Savings and temporary cash investments	13,024	70,202	70,202
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	978,802	1,365,605	1,650,809
	c	Investments—corporate bonds (attach schedule).	671,903	516,225	530,787
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	297,300		
	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)	1,995,957	1,959,891	2,259,657	
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)	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.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,995,957	1,959,891	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,995,957	1,959,891	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,995,957	1,959,891	

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)	11,995,957
2	Enter amount from Part I, line 27a	-37,377
3	Other increases not included in line 2 (itemize) ▶ _____	1,790
4	Add lines 1, 2, and 3	1,960,370
5	Decreases not included in line 2 (itemize) ▶ _____	479
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	1,959,891

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 Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
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	36,663
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	118,638	1,911,630	0 062061
2008	119,278	2,376,589	0 050189
2007	118,089	2,791,100	0 042309
2006	136,190	2,641,888	0 051550
2005	119,762	2,490,431	0 048089

2	Total of line 1, column (d).	2	0 254198
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 050840
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	2,125,386
5	Multiply line 4 by line 3.	5	108,055
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	581
7	Add lines 5 and 6.	7	108,636
8	Enter qualifying distributions from Part XII, line 4.	8	95,805

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 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		11,61
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-)		0
3 Add lines 1 and 2.		1,61
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		1,61
6 Credits/Payments		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	
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.		0
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		11
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		1,172
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ Refunded ☐		

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?			YesNo
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			No
c Did the foundation file Form 1120-POL for this year?.			No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0			
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.			No
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			No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.			No
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.			No
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?			Yes
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			Yes
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ WI			
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 .			Yes
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			No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of JPMORGAN CHASE BANK NA Telephone no (214) 965-2874 Located at 2200 ROSS AVENUE FLOOR 05 DALLAS TX ZIP+4 75201			
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.			
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?	15		
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country.		16		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).		☐ Yes	☒ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		☐ Yes	☒ No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		5b		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>		☐ Yes	☐ No	
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b		No
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
JPMORGAN CHASE BANK NA PO BOX 3038 MILWAUKEE, WI 53201	TRUSTEE 2 00	20,921	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0
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 N/A	0
2	
All other program-related investments. See page 24 of the instructions.	
3	0
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,080,291
b	Average of monthly cash balances.	1b	77,461
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,157,752
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,157,752
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	32,366
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,125,386
6	Minimum investment return. Enter 5% of line 5.	6	106,269

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	106,269
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	1,161
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,161
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	105,108
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	105,108
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	105,108

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	95,805
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	95,805
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	95,805
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			
2	Undistributed income, if any, as of the end of 2010			
a	Enter amount for 2009 only. 88,711			
b	Total for prior years 20____, 20____, 20____ 0			
3	Excess distributions carryover, if any, to 2010			
a	From 2005.			
b	From 2006.			
c	From 2007.			
d	From 2008.			
e	From 2009.			
f	Total of lines 3a through e. 0			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 95,805			
a	Applied to 2009, but not more than line 2a 88,711			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions) 0			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . 0			
d	Applied to 2010 distributable amount. 7,094			
e	Remaining amount distributed out of corpus 0			
5	Excess distributions carryover applied to 2010 0			
(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 0			
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. 0			
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . . 0			
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions 0			
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 98,014			
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) 0			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) 0			
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 0			
10	Analysis of line 9			
a	Excess from 2006.			
b	Excess from 2007.			
c	Excess from 2008.			
d	Excess from 2009.			
e	Excess from 2010.			

Part XIV

[illegible]

1 Information Regarding Foundation Managers:

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

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

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

NONE

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	89,750
b Approved for future payment				
Total			3b	0

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			14	30	
4 Dividends and interest from securities.			14	39,403	
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	35,046	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
EXCISE TAX REFUND - 11 Other revenue a 12/31/2009 _____			01	194	
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).		0		74,673	0
13 Total. Add line 12, columns (b), (d), and (e).			13	74,673	74,673

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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
----------	---

[illegible]

Part XVII

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

1

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

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

2

Other assets.

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

2

Purchases of assets from a noncharitable exempt organization.

3

Rental of facilities, equipment, or other assets.

4

Reimbursement arrangements.

5

Loans or loan guarantees.

6

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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)	(b)	(c)	(d)
Line No	Amount involved	Name of noncharitable exempt organization	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)	(b)	(c)
Name of organization	Type of organization	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

2011-05-09

Date

Title

Paid Preparer's Use Only

Preparer's Signature

Firm's name

Firm's address

Date

Check if self-employed

PTIN

Firm's EIN

Phone no

Form 990-PF (2010)

Additional Data

Software ID:

Software Version:

EIN: 39-0800033

Name: GEORGE K TALLMAN TRUST R70770004 9577003410

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
A	PUBLICLY TRADED SECURITIES			
B	POWERSHARES DB - SCH K-1	P		
C	POWERSHARES DB - SCH K-1	P		
D	POWERSHARES DB - SCH K-1 SEC 1256	P		
E	POWERSHARES DB - SCH K-1 MISC BASIS ADJUSTMENT	P		
F	CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - 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)
A	1,027,825		994,334	33,491
B				15
C				149
D				667
E				786
F	1,555			1,555

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
A				33,491
B				15
C				149
D				667
E				786
F				1,555

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALZHEIMER'S SUPPORT CENTER INC 20 S MAIN ST STE 5 JANESVILLE,WI 53545	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	500
BELOIT COLLEGE 700 COLLEGE ST BELOIT,WI 535115595	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000
BLACKHAWK TECHNICAL COLLEGE 6004 COUNTY RD G JANESVILLE,WI 53547	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	3,000
BOY SCOUTS OF AMERICA GLACIER'S EDGE COUNCIL 2300 E RACINE ST JANESVILLE,WI 53545	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,000
BOYS AND GIRLS CLUB OF JANESVILLE 200 W COURT ST JANESVILLE,WI 535471235	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	7,000
CEDAR CREST INC 1702 S RIVER RD JANESVILLE,WI 53546	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,000
COMMUNITY FOUNDATION OF SOUTHERN WISCONSIN INC PO BOX 8152 JANESVILLE,WI 535478152	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500
ECHO INC 65 S HIGH ST JANESVILLE,WI 53548	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,000
FAMILY SERVICES OF SOUTHERN WISCONSIN AND NORTHERN ILLINOIS INC 423 BLUFF STREET BELOIT,WI 53511	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,000
FAMILY YMCA OF NORTHERN ROCK COUNTY INC 221 DODGE ST JANESVILLE,WI 53545	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	3,000
HEALTHNET OF JANESVILLE INC 23 W MILWAUKEE ST JANESVILLE,WI 53545	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	3,000
HOSPICECARE INC 3001 W MEMORIAL DR JANESVILLE,WI 53548	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	6,750
JANESVILLE COMMUNITY DAY CARE CENTER INC PO BOX 854 JANESVILLE,WI 53547	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	500
JANESVILLE PERFORMING ARTS CENTER PO BOX 8104 JANESVILLE,WI 53545	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	6,750
JANESVILLE PRESENTS PO BOX 8251 JANESVILLE,WI 53547	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	500
Total  3a				89,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
JANESVILLE YOUTH BASEBALL AND SOFTBALL ASSOCIATION PO BOX 8152 JANESVILLE, WI 53547	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,000
LEADERSHIP DEVELOPMENT ACADEMY INC PO BOX 2984 JANESVILLE, WI 53547	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,500
RED ROAD ROOMING HOUSE INC 152 S LOCUST ST JANESVILLE, WI 53545	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	6,750
ROCK COUNTY HISTORICAL SOCIETY 426 N JACKSON ST JANESVILLE, WI 53548	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	30,000
ROCK VALLEY COMMUNITY PROGRAMS INC 203 WEST SUNNY LANE ROAD JANESVILLE, WI 53546	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,000
SCHOOL DISTRICT OF JANESVILLE 3125 MINERAL POINT RD JANESVILLE, WI 53548	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,000
U-W CENTER-ROCK COUNTY ASSOC INC 2909 KELLOGG AVE JANESVILLE, WI 53546	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	3,000
WASHINGTON SEMINAR PARKER HIGH SCHOOL 3125 MINERAL POINT AVE JANESVILLE, WI 535483299	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,000
Total ▶ 3a				89,750

TY 2010 Accounting Fees Schedule

Name: GEORGE K TALLMAN TRUST R70770004 9577003410

EIN: 39-0800033

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE	825	0		825

**TY 2010 All Other Program
Related Investments Schedule**

Name: GEORGE K TALLMAN TRUST R70770004 9577003410
EIN: 39-0800033

Category	Amount
N/A	0

**TY 2010 Investments Corporate
Bonds Schedule****Name:** GEORGE K TALLMAN TRUST R70770004 9577003410**EIN:** 39-0800033

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS TRUST HIGH YIELD FUND INSTITUTIONAL SHS - 8486.987 SHS	60,119	61,955
JPM HIGH YIELD FD - SEL FUND 3580 6.12% - 16285.952 SHS	132,863	132,731
JPM CORE PLUS BOND FD - SEL FUND 3122 4.36% - 7816.399 SHS	63,247	63,469
JPM INTL CURRENCY INCOME FD INCOME FUND 1.45% - 3734.827 SHS	40,000	42,017
JPM SHORT DURATION BOND FD - SEL FUND 3133 1.20% - 10489.524 SHS	111,718	115,070
JPM TR I TAX AWARE REAL RTRN FD -SEL FUND 992 1.69% - 5071.593 SHS	49,847	50,158
DREYFUS/LAUREL FDS TR PRM EMRGN MK I - 1538.747 SHS	21,851	22,250
JPM STR INC OPP FD FUND 3844 2.16% - 3646.424 SHS	36,580	43,137

TY 2010 Investments Corporate
 Stock Schedule

Name: GEORGE K TALLMAN TRUST R70770004 9577003410
 EIN: 39-0800033

Name of Stock	End of Year Book Value	End of Year Fair Market Value
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND - 4515.262 SHS	59,895	86,603
SPDR S&P 500 ETF TRUST - 650 SHS	67,326	81,738
ISHARES S&P MIDCAP 400 INDEX FUND - 615 SHS	43,657	55,774
ISHARES RUSSELL MIDCAP INDEX FUND - 78 SHS	5,185	7,937
ARBITRAGE FUNDS - I CL I - 4394.188 SHS	57,546	56,202
JPM US REAL ESTATE FD - SEL FUND 3037 - 4542.751 SHS	51,524	70,776
JPM MID CAP GROWTH - SEL FUND 3120 - 2568.036 SHS	40,302	59,039
JPM RESEARCH MARKET NEUTRAL FD - SEL FUND - SEL - 2542.035 SHS	39,809	39,249
CS SPX BREN 03/17/11 - 20000 SHS	19,800	21,980
HSBC SPX CONT BUFF EQ NOTE 08/30/11 - 20000 SHS	19,750	22,490
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL STRATEGY FUND - SE - 2052.026 SHS	29,138	39,748
CS SPX NOTE 05/02/11 - 40000 SHS	39,680	42,448
DB ASIA BSKT BREN 04/21/11 - 20000 SHS	19,800	22,210
GS EAFE NOTE 04/25/11- 20000 SHS	19,754	19,556
BNP SPX NOTE 05/12/11 - 20000 SHS	19,820	20,953
CS COMMODITY CPN 4/21/11 KNOCK-OUT NOTES - 20000 SHS	19,800	21,378
MS COMMODITY INDEX BREN 12/27/11- 20000 SHS	19,750	22,125
DB BREN ASIA BASKET 08/10/11 - 20000 SHS	19,800	22,490
DB BREN SPX 08/10/11- 20000 SHS	19,800	22,223
MS BREN CMDTY INDEX 01/23/12 - 20000 SHS	19,750	21,825
GS BREN EAFE 11/16/11 - 25000 SHS	24,750	24,650
DB CONT BUFF EQ MID 11/23/11 - 20000 SHS	19,800	21,131
JPM ASIA 3 FD - SEL FUND 1134 - 2428.15 SHS	64,457	91,978
VANGUARD MSCI EMERGING MARKETS ETF - 2000 SHS	85,676	96,292
NUVEEN NWQ VALUE OPPORTUNITIES FUND - 1606.604 SHS	40,453	56,504
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 - 6485.934 SHS	142,197	134,064
POWERSHARES DB COMMODITY INDEX TRACKING FUND - 373 SHS	8,812	10,276
HARTFORD CAPITAL APPRECIATION FUND - 3019.937 SHS	77,250	104,611
IVY LARGE CAP GROWTH FUND - I - 5664.063 SHS	58,000	75,275
EATON VANCE MUT FDS TR GLOBAL MACRO - I - 6953.821 SHS	71,904	71,416

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SPDR GOLD TRUST - 410 SHS	37,736	56,875
ARTIO INTERNATIONAL 3 II - I - 8351 SHS	63,134	104,053
HSBC 18M SPX MKT PLS NOTE 02/10/11- 20000 SHS	19,800	24,654
BARC ASIA MKT PLS NOTE 03/24/11 - 20000 SHS	19,750	22,286

TY 2010 Other Decreases Schedule

Name: GEORGE K TALLMAN TRUST R70770004 9577003410

EIN: 39-0800033

Description	Amount
MUTUAL FUND TIMING DIFFERENCE ADJUSTMENT	479

TY 2010 Other Income Schedule

Name: GEORGE K TALLMAN TRUST R70770004 9577003410

EIN: 39-0800033

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
EXCISE TAX REFUND - 12/31/2009	194		194

TY 2010 Other Increases Schedule

Name: GEORGE K TALLMAN TRUST R70770004 9577003410

EIN: 39-0800033

Description	Amount
RETURN OF CAPITAL ADJUSTMENT	1,790

TY 2010 Taxes Schedule

Name: GEORGE K TALLMAN TRUST R70770004 9577003410

EIN: 39-0800033

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	554	554		0