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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation ROBERT A. UIHLEIN FOUNDATION		A Employer identification number 39-6033236
Number and street (or P O box number if mail is not delivered to street address) C/O GLENORA CO., 735 N WATER ST. #712		B Telephone number 414-347-1270
City or town, state, and ZIP code MILWAUKEE, WI 53202-4104		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,644,600. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		43,567.	43,567.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		35,068.			
Gross sales price for all assets on line 6a 402,723.					
Capital gain net income (from Part IV, line 2)			35,068.		
Net short-term capital gain					
Income modifications					
Gross sales less returns and allowances					
b Less. Cost of goods sold					
c Gross profit or (loss)					
d Other income		195.	195.		STATEMENT 2
12 Total. Add lines 1 through 11		78,830.	78,830.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		5,600.	4,480.		1,120.
c Other professional fees STMT 4		5,919.	5,919.		0.
17 Interest					
18 Taxes		415.	415.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		178.	0.		178.
24 Total operating and administrative expenses. Add lines 13 through 23		12,112.	10,814.		1,298.
25 Contributions, gifts, grants paid		160,000.			160,000.
26 Total expenses and disbursements. Add lines 24 and 25		172,112.	10,814.		161,298.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<93,282.>			
b Net investment income (if negative, enter -0-)			68,016.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	650,223.	112,115.	112,115.
	2 Savings and temporary cash investments	24,955.	14,957.	14,957.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 7	1,436,758.	1,441,572.	3,066,757.
	c Investments - corporate bonds STMT 8	0.	378,402.	378,311.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	0.	71,608.	72,460.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	2,111,936.	2,018,654.	3,644,600.
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			
	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 ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	400,870.	400,870.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	1,711,066.	1,617,784.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	2,111,936.	2,018,654.	
	31 Total liabilities and net assets/fund balances	2,111,936.	2,018,654.	

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 2,111,936.
2 Enter amount from Part I, line 27a	2 <93,282.>
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 2,018,654.
5 Decreases not included in line 2 (itemize) ▶	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 2,018,654.

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 SCHEDULE	P		
b SCHEDULE	P		
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 223,246.		189,230.	34,016.
b 179,477.		178,425.	1,052.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			34,016.
b			1,052.
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	35,068.
	3	N/A

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 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	183,984.	3,119,728.	.058974
2008	104,650.	3,978,946.	.026301
2007	13,300.	4,196,232.	.003170
2006	192,350.	3,962,686.	.048540
2005	466,796.	3,978,606.	.117327

2 Total of line 1, column (d)	2	.254312
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	.050862
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,398,383.
5 Multiply line 4 by line 3	5	172,849.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	680.
7 Add lines 5 and 6	7	173,529.
8 Enter qualifying distributions from Part XII, line 4	8	161,298.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	1,360.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	1,360.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,360.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 448.	7	448.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	912.
d Backup withholding erroneously withheld	6d	10	
7 Total credits and payments. Add lines 6a through 6d		11	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
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 <input type="checkbox"/> Refunded <input type="checkbox"/>			

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>GLENORA CO</u> Telephone no. ► <u>414-347-1270</u> Located at ► <u>735 N WATER ST SUITE 712, MILWAUKEE, WI</u> ZIP+4 ► <u>53202--410</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	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. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b
		X

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

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

(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)?

☒ 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 instructions)?

5b

X

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?

SEE STATEMENT 10

☒ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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
ROBERT A UIHLEIN III	PRES. /DIR			
735 N WATER ST SUITE 712				
MILWAUKEE, WI 53202	0.00	0.	0.	0.
THOMAS F. LECHNER	V PRES/SEC/TREAS/DIR			
735 N WATER ST SUITE 712				
MILWAUKEE, WI 53202	0.00	0.	0.	0.
JAMES I UIHLEIN	DIRECTOR			
735 N WATER ST SUITE 712				
MILWAUKEE, WI 53202	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,011,985.
b	Average of monthly cash balances	1b	438,150.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,450,135.
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	3,450,135.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	51,752.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,398,383.
6	Minimum investment return. Enter 5% of line 5	6	169,919.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	169,919.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,360.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,360.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	168,559.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	168,559.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	168,559.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	161,298.
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	161,298.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	161,298.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				168,559.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			154,595.	
b Total for prior years:		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: ▶ \$ 161,298.				
a Applied to 2009, but not more than line 2a			154,595.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				6,703.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
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 instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				161,856.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	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 Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a 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	
2 a 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 the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 11				
Total			► 3a	160,000.
b Approved for future payment				
NONE				
Total			► 3b	0.

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.		

[illegible]

- 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
N/A		

**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 _____

VICE PRESIDENT

Title

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check	<input type="checkbox"/>	if	PTIN
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☐ self-employed

ROBERT J MARTIN

Firm's name ► **GLENORA COMPANY**

735 N. WATER STREET SUITE 712

Firm's address ► **MILWAUKEE, WI 53202-4104**

Firm's EIN ▶

Phone no.	414-347-1270
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Form **990-PF** (2010)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST	39,792.	0.	39,792.
M&I BANK	2.	0.	2.
RBC DAIN	3,773.	0.	3,773.
TOTAL TO FM 990-PF, PART I, LN 4	43,567.	0.	43,567.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION PROCEEDS	19.	19.	
LITIGATION PROCEEDS	176.	176.	
TOTAL TO FORM 990-PF, PART I, LINE 11	195.	195.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,600.	4,480.		1,120.
TO FORM 990-PF, PG 1, LN 16B	5,600.	4,480.		1,120.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	5,919.	5,919.		0.
TO FORM 990-PF, PG 1, LN 16C	5,919.	5,919.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	415.	415.		0.	
TO FORM 990-PF, PG 1, LN 18	415.	415.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
WI DFI ANNUAL FILING FEE	10.	0.		10.	
SUBSCRIPTIONS	168.	0.		168.	
TO FORM 990-PF, PG 1, LN 23	178.	0.		178.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
COMMON STOCKS	1,441,572.		3,066,757.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,441,572.		3,066,757.	

FORM 990-PF	CORPORATE BONDS		STATEMENT	8
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
BONDS	378,402.		378,311.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	378,402.		378,311.	

FORM 990-PF		OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
OTHER CURRENCY INVESTMENT	COST	71,608.	72,460.	
TOTAL TO FORM 990-PF, PART II, LINE 13		71,608.	72,460.	

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 10

GRANTEE'S NAME

ELKS LODGE 2855

GRANTEE'S ADDRESS4908 LENA ROAD SUITE 104/105
BRADENTON, FL 34211GRANT AMOUNT

5,000.

DATE OF GRANT

12/22/09

AMOUNT EXPENDED

5,000.

PURPOSE OF GRANT

CONDUIT CONTRIBUTION - HARRY-ANNA INVESTMENT INC. CHARITABLE PROGRAMS

DATES OF REPORTS BY GRANTEE

12/18/10

ANY DIVERSION BY GRANTEE

NO

GRANTEE'S NAME

ELKS LODGE 2855

GRANTEE'S ADDRESS4908 LENA ROAD SUITE 104/105
BRADENTON, FL 34211

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
5,000.	12/22/09	5,000.

PURPOSE OF GRANT

CONDUIT CONTRIBUTION - ELKS NATIONAL FOUNDATION, INC CHARITABLE PROGRAMS

DATES OF REPORTS BY GRANTEE

12/18/10

ANY DIVERSION BY GRANTEE

NO

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALL FAITHS FOOD BANK 717 CATTLEMAN RD SARASOTA, FL 34232	NONE WELFARE		
COLORADO STATE UNIVERSITY 610 S HOWES ST FT COLLINS, CO 80523	NONE EDUCATION		
ELKS LODGE 2855 4908 LENA ROAD, SUITE 104/105 LAKEWOOD RANCH, FL 34211	NONE WELFARE		
MD ANDERSON CANCER CENTER PO BOX 301439 HOUSTON, TX 77230	NONE HEALTH		80,000.
OUT OF DOOR ACADEMY 5950 DEER DRIVE SARASOTA, FL 34240	NONE EDUCATION		30,000.
MOTE MARINE LABORATORY & AQUARIUM 1600 KEN THOMPSON PARKWAY SARASOTA, FL 34236	NONE EDUCATION		30,000.
SALAVATION ARMY 1400 10TH STREET PO BOX 2792 SARASOTA, FL 34230	NONE WELFARE		10,000.
SPORTSMANS ALLIANCE FOUNDATION 801 KINGSMILL PKWY COLUMBUS, OH 43229	NONE ENVIRONMENT		10,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

160,000.

Account 0007003 RAU Foundation - Bessemer

For tax year 2010

Including dollar assets

Includes short-term capital gains distribution from mutual funds

Includes long-term capital gains distribution from mutual funds

Taxpayer ID: - -

Date	CUSIP	Transaction Code & Description Asset Name	Units	Date Acquired	Date Sold	Net Proceeds	Basis	Gain/Loss	
01/12/10	3502	Proceeds from Sale of Asset	25.0000	10/19/06	01/12/10	1,218.04	1,069.72	148.32	LT
01/12/10	3502	Proceeds from Sale of Asset	10.0000	10/20/06	01/12/10	487.21	425.60	61.61	LT
01/12/10	3502	Proceeds from Sale of Asset	40.0000	11/20/06	01/12/10	1,948.86	1,746.67	202.19	LT
	883556102	THERMO FISHER SCIENTIFIC INC							
01/13/10	3502	Proceeds from Sale of Asset	60.0000	10/18/06	01/13/10	2,920.14	2,543.80	376.34	LT
01/13/10	3502	Proceeds from Sale of Asset	15.0000	10/20/06	01/13/10	730.03	638.40	91.63	LT
	883556102	THERMO FISHER SCIENTIFIC INC							
01/14/10	3502	Proceeds from Sale of Asset	25.0000	10/16/06	01/14/10	1,213.16	1,024.95	188.21	LT
01/14/10	3502	Proceeds from Sale of Asset	25.0000	10/17/06	01/14/10	1,213.16	1,030.48	182.68	LT
01/14/10	3502	Proceeds from Sale of Asset	15.0000	10/18/06	01/14/10	727.89	635.95	91.94	LT
01/14/10	3502	Proceeds from Sale of Asset	33.0000	07/22/09	01/14/10	1,601.37	1,371.15	230.22	ST
	883556102	THERMO FISHER SCIENTIFIC INC							
02/01/10	3502	Proceeds from Sale of Asset	150.0000	10/26/06	02/01/10	2,720.66	3,190.46	469.80-	LT
02/01/10	3502	Proceeds from Sale of Asset	237.0000	11/05/08	02/01/10	4,298.65	2,732.50	1,566.15	LT
02/01/10	3502	Proceeds from Sale of Asset	113.0000	07/22/09	02/01/10	2,049.57	1,882.58	166.99	ST
	219350105	CORNING INC.							
02/01/10	3502	Proceeds from Sale of Asset	22.0000	03/26/09	02/01/10	963.51	707.88	255.63	ST
02/01/10	3502	Proceeds from Sale of Asset	3.0000	04/16/09	02/01/10	131.39	99.78	31.61	ST
02/01/10	3502	Proceeds from Sale of Asset	50.0000	04/17/09	02/01/10	2,189.78	1,624.45	565.33	ST
	452308109	ILLINOIS TOOL WORKS INC							
02/01/10	3502	Proceeds from Sale of Asset	29.0000	03/27/09	02/01/10	1,682.22	1,456.47	225.75	ST
02/01/10	3502	Proceeds from Sale of Asset	75.0000	04/21/09	02/01/10	4,350.57	4,135.76	214.81	ST
02/01/10	3502	Proceeds from Sale of Asset	21.0000	07/22/09	02/01/10	1,218.16	1,110.48	107.68	ST
	911312106	UNITED PARCEL SERVICE							
02/02/10	3502	Proceeds from Sale of Asset	237.0000	11/04/08	02/02/10	4,360.11	2,687.09	1,673.02	LT
02/02/10	3502	Proceeds from Sale of Asset	13.0000	11/05/08	02/02/10	239.16	149.88	89.28	LT
	219350105	CORNING INC.							
02/02/10	3502	Proceeds from Sale of Asset	53.0000	03/26/09	02/02/10	2,324.80	1,705.36	619.44	ST
02/02/10	3502	Proceeds from Sale of Asset	47.0000	03/27/09	02/02/10	2,061.62	1,505.32	556.30	ST
	452308109	ILLINOIS TOOL WORKS INC							

Account 0007003 RAU Foundation - Bessemer

For tax year 2010

Including dollar assets

Includes short-term capital gains distribution from mutual funds

Includes long-term capital gains distribution from mutual funds

Taxpayer ID: - -

Date	CUSIP	Transaction Code & Description Asset Name	Units	Date Acquired	Date Sold	Net Proceeds	Basis	Gain/Loss	
02/02/10	3502	Proceeds from Sale of Asset	56.0000	03/27/09	02/02/10	3,291.53	2,812.49	479.04	ST
	911312106	UNITED PARCEL SERVICE							
02/03/10	3502	Proceeds from Sale of Asset	13.0000	11/04/08	02/03/10	245.75	147.39	98.36	LT
	219350105	CORNING INC.							
02/03/10	3502	Proceeds from Sale of Asset	28.0000	03/27/09	02/03/10	1,224.28	896.79	327.49	ST
02/03/10	3502	Proceeds from Sale of Asset	22.0000	04/21/09	02/03/10	961.93	696.71	265.22	ST
	452308109	ILLINOIS TOOL WORKS INC							
03/03/10	3502	Proceeds from Sale of Asset	50.0000	03/20/08	03/03/10	3,180.87	3,457.08	276.21-	LT
03/03/10	3502	Proceeds from Sale of Asset	100.0000	03/24/08	03/03/10	6,361.73	6,964.69	602.96-	LT
	742718109	PROCTER & GAMBLE CO							
03/04/10	3502	Proceeds from Sale of Asset	48.0000	02/17/06	03/04/10	2,919.14	1,706.53	1,212.61	LT
03/04/10	3502	Proceeds from Sale of Asset	50.0000	03/12/09	03/04/10	3,040.77	2,327.37	713.40	ST
03/04/10	3502	Proceeds from Sale of Asset	27.0000	07/22/09	03/04/10	1,642.02	1,305.87	336.15	ST
	151020104	CELGENE CORP							
03/04/10	3502	Proceeds from Sale of Asset	25.0000	03/20/08	03/04/10	1,589.84	1,728.54	138.70-	LT
	742718109	PROCTER & GAMBLE CO							
03/11/10	3502	Proceeds from Sale of Asset	72.0000	04/20/09	03/11/10	3,357.20	2,260.59	1,096.61	ST
03/11/10	3502	Proceeds from Sale of Asset	53.0000	04/21/09	03/11/10	2,471.27	1,678.43	792.84	ST
	452308109	ILLINOIS TOOL WORKS INC							
03/12/10	3502	Proceeds from Sale of Asset	50.0000	03/30/09	03/12/10	2,320.76	1,514.03	806.73	ST
03/12/10	3502	Proceeds from Sale of Asset	3.0000	04/20/09	03/12/10	139.25	94.19	45.06	ST
	452308109	ILLINOIS TOOL WORKS INC							
03/17/10	3502	Proceeds from Sale of Asset	25.0000	07/22/09	03/17/10	2,404.11	1,795.00	609.11	ST
03/17/10	3502	Proceeds from Sale of Asset	75.0000	09/15/09	03/17/10	7,212.32	5,985.88	1,226.44	ST
	26875P101	EOG RESOURCES INC							
04/13/10	3502	Proceeds from Sale of Asset	200.0000	10/13/98	04/13/10	5,264.39	2,570.63	2,693.76	LT
	17275R102	CISCO SYSTEMS							
04/13/10	3502	Proceeds from Sale of Asset	114.0000	01/23/04	04/13/10	7,442.47	6,077.34	1,365.13	LT
04/13/10	3502	Proceeds from Sale of Asset	36.0000	03/07/08	04/13/10	2,350.25	2,228.25	122.00	LT
	478160104	JOHNSON & JOHNSON							

Account 0007003 RAU Foundation - Bessemer

For tax-year 2010

Including dollar assets

Includes short-term capital gains distribution from mutual funds

Includes long-term capital gains distribution from mutual funds

Taxpayer ID: - -

Date	CUSIP	Transaction Code & Description Asset Name	Units	Date Acquired	Date Sold	Net Proceeds	Basis	Gain/Loss	
04/13/10	3502	Proceeds from Sale of Asset	43.0000	05/30/07	04/13/10	2,358.29	2,021.59	336.70	LT
04/13/10	3502	Proceeds from Sale of Asset	55.0000	05/31/07	04/13/10	3,016.41	2,616.69	399.72	LT
04/13/10	3502	Proceeds from Sale of Asset	27.0000	07/22/09	04/13/10	1,480.78	1,327.05	153.73	ST
931142103 WAL MART STORES INC									
04/14/10	3502	Proceeds from Sale of Asset	1.0000	01/23/04	04/14/10	65.34	53.31	12.03	LT
478160104 JOHNSON & JOHNSON									
04/30/10	3502	Proceeds from Sale of Asset	6.0000	01/15/03	04/30/10	285.38	200.57	84.81	LT
04/30/10	3502	Proceeds from Sale of Asset	50.0000	07/31/03	04/30/10	2,378.15	1,972.86	405.29	LT
04/30/10	3502	Proceeds from Sale of Asset	74.0000	03/07/08	04/30/10	3,519.66	3,069.15	450.51	LT
04/30/10	3502	Proceeds from Sale of Asset	20.0000	04/09/08	04/30/10	951.26	910.15	41.11	LT
025816109 AMERICAN EXPRESS CO									
04/30/10	3502	Proceeds from Sale of Asset	300.0000	08/25/08	04/30/10	5,754.68	4,683.81	1,070.87	LT
268648102 EMC CORP (MASS)									
04/30/10	3502	Proceeds from Sale of Asset	225.0000	09/30/08	04/30/10	6,152.05	5,364.83	787.22	LT
04/30/10	3502	Proceeds from Sale of Asset	25.0000	10/01/08	04/30/10	683.56	580.07	103.49	LT
548661107 LOWES COMPANIES INC									
05/10/10	3502	Proceeds from Sale of Asset	49.0000	03/12/09	05/10/10	5,194.22	2,781.98	2,412.24	LT
05/10/10	3502	Proceeds from Sale of Asset	1.0000	07/22/09	05/10/10	106.00	71.80	34.20	ST
26875P101 EOG RESOURCES INC									
05/10/10	3502	Proceeds from Sale of Asset	19.0000	06/03/09	05/10/10	1,042.36	808.39	233.97	ST
05/10/10	3502	Proceeds from Sale of Asset	31.0000	07/22/09	05/10/10	1,700.70	1,357.80	342.90	ST
74144T108 PRICE T ROWE GROUP									
05/10/10	3502	Proceeds from Sale of Asset	91.0000	05/04/09	05/10/10	6,778.18	4,839.54	1,938.64	LT
05/10/10	3502	Proceeds from Sale of Asset	34.0000	07/22/09	05/10/10	2,532.50	2,017.56	514.94	ST
907818108 UNION PACIFIC CORP									
05/10/10	3502	Proceeds from Sale of Asset	228.0000	03/12/07	05/10/10	3,624.77	4,950.76	1,325.99-	LT
05/10/10	3502	Proceeds from Sale of Asset	112.0000	11/04/08	05/10/10	1,780.59	1,907.64	127.05-	LT
05/10/10	3502	Proceeds from Sale of Asset	110.0000	07/22/09	05/10/10	1,748.80	2,082.30	333.50-	ST
H27013103 WEATHERFORD INTL NEW									
05/11/10	3502	Proceeds from Sale of Asset	19.0000	05/05/09	05/11/10	1,031.88	771.89	259.99	LT
05/11/10	3502	Proceeds from Sale of Asset	81.0000	06/03/09	05/11/10	4,399.07	3,446.32	952.75	ST
74144T108 PRICE T ROWE GROUP									
05/11/10	3502	Proceeds from Sale of Asset	9.0000	05/04/09	05/11/10	675.67	478.64	197.03	LT

Account 0007003 RAU Foundation - Bessemer

For tax year 2010

Including dollar assets

Includes short-term capital gains distribution from mutual funds

Includes long-term capital gains distribution from mutual funds

Taxpayer ID: - -

Date	CUSIP	Transaction Code & Description Asset Name	Units	Date Acquired	Date Sold	Net Proceeds	Basis	Gain/Loss	
05/11/10	3502	Proceeds from Sale of Asset	50.0000	05/05/09	05/11/10	3,753.70	2,607.84	1,145.86	LT
	907818108	UNION PACIFIC CORP							
05/11/10	3502	Proceeds from Sale of Asset	88.0000	11/04/08	05/11/10	1,358.46	1,498.86	140.40-	LT
05/11/10	3502	Proceeds from Sale of Asset	150.0000	11/05/08	05/11/10	2,315.56	2,437.26	121.70-	LT
05/11/10	3502	Proceeds from Sale of Asset	100.0000	12/15/08	05/11/10	1,543.70	1,036.36	507.34	LT
	H27013103	WEATHERFORD INTL NEW							
06/09/10	3502	Proceeds from Sale of Asset	100.0000	01/12/10	06/09/10	4,075.27	5,982.15	1,906.88-	ST
06/09/10	3502	Proceeds from Sale of Asset	50.0000	01/13/10	06/09/10	2,037.64	3,013.02	975.38-	ST
	071813109	BAXTER INTL INC							
06/09/10	3502	Proceeds from Sale of Asset	75.0000	11/10/09	06/09/10	5,912.58	6,116.32	203.74-	ST
	31428X106	FEDERAL EXPRESS CORP							
06/10/10	3502	Proceeds from Sale of Asset	100.0000	03/03/10	06/10/10	4,091.03	5,912.11	1,821.08-	ST
	071813109	BAXTER INTL INC							
06/10/10	3502	Proceeds from Sale of Asset	75.0000	11/09/09	06/10/10	5,986.00	5,998.58	12.58-	ST
	31428X106	FEDERAL EXPRESS CORP							
07/29/10	3502	Proceeds from Sale of Asset	100.0000	11/09/09	07/29/10	2,622.87	3,090.08	467.21-	ST
07/29/10	3502	Proceeds from Sale of Asset	100.0000	11/10/09	07/29/10	2,622.86	3,104.12	481.26-	ST
	704326107	PAYCHEX INC							
07/30/10	3502	Proceeds from Sale of Asset	25.0000	11/04/09	07/30/10	649.49	727.19	77.70-	ST
07/30/10	3502	Proceeds from Sale of Asset	75.0000	11/05/09	07/30/10	1,948.47	2,260.96	312.49-	ST
07/30/10	3502	Proceeds from Sale of Asset	50.0000	11/06/09	07/30/10	1,298.97	1,513.11	214.14-	ST
	704326107	PAYCHEX INC							
08/02/10	3502	Proceeds from Sale of Asset	75.0000	11/04/09	08/02/10	1,958.05	2,181.57	223.52-	ST
	704326107	PAYCHEX INC							
08/03/10	3502	Proceeds from Sale of Asset	25.0000	11/03/09	08/03/10	648.79	712.69	63.90-	ST
08/03/10	3502	Proceeds from Sale of Asset	25.0000	11/04/09	08/03/10	648.78	727.19	78.41-	ST
	704326107	PAYCHEX INC							
08/04/10	3502	Proceeds from Sale of Asset	100.0000	11/03/09	08/04/10	2,595.10	2,850.76	255.66-	ST
	704326107	PAYCHEX INC							
08/05/10	3502	Proceeds from Sale of Asset	100.0000	09/11/08	08/05/10	2,459.39	2,979.66	520.27-	LT
	460146103	INTERNATIONAL PAPER CO							
08/05/10	3502	Proceeds from Sale of Asset	125.0000	02/02/10	08/05/10	3,517.99	4,573.46	1,055.47-	ST
	931422109	WALGREEN CO							

Account 0007003 RAU Foundation - Bessemer

For tax year 2010

Including dollar assets

Includes short-term capital gains distribution from mutual funds

Includes long-term capital gains distribution from mutual funds

Taxpayer ID: - -

Date	CUSIP	Transaction Code & Description Asset Name	Units	Date Acquired	Date Sold	Net Proceeds	Basis	Gain/Loss
08/06/10	3502	Proceeds from Sale of Asset	50.0000	09/10/08	08/06/10	1,198.16	1,477.08	278.92- LT
08/06/10	3502	Proceeds from Sale of Asset	50.0000	09/11/08	08/06/10	1,198.16	1,489.83	291.67- LT
	460146103	INTERNATIONAL PAPER CO						
08/06/10	3502	Proceeds from Sale of Asset	100.0000	02/01/10	08/06/10	2,792.01	3,628.59	836.58- ST
	931422109	WALGREEN CO						
08/09/10	3502	Proceeds from Sale of Asset	50.0000	02/01/10	08/09/10	1,412.19	1,814.30	402.11- ST
08/09/10	3502	Proceeds from Sale of Asset	50.0000	02/03/10	08/09/10	1,412.19	1,756.82	344.63- ST
	931422109	WALGREEN CO						
08/10/10	3502	Proceeds from Sale of Asset	50.0000	02/03/10	08/10/10	1,406.64	1,756.81	350.17- ST
	931422109	WALGREEN CO						
08/20/10	3502	Proceeds from Sale of Asset	150.0000	12/23/09	08/20/10	3,657.65	4,151.46	493.81- ST
08/20/10	3502	Proceeds from Sale of Asset	50.0000	12/24/09	08/20/10	1,219.21	1,407.12	187.91- ST
	260543103	DOW CHEMICAL CO						
08/24/10	3502	Proceeds from Sale of Asset	150.0000	10/09/09	08/24/10	3,479.37	3,920.97	441.60- ST
08/24/10	3502	Proceeds from Sale of Asset	75.0000	10/12/09	08/24/10	1,739.68	1,962.40	222.72- ST
	260543103	DOW CHEMICAL CO						
08/25/10	3502	Proceeds from Sale of Asset	125.0000	10/08/09	08/25/10	2,857.99	3,246.53	388.54- ST
08/25/10	3502	Proceeds from Sale of Asset	50.0000	10/09/09	08/25/10	1,143.19	1,306.99	163.80- ST
	260543103	DOW CHEMICAL CO						
08/26/10	3502	Proceeds from Sale of Asset	25.0000	10/08/09	08/26/10	592.11	649.30	57.19- ST
	260543103	DOW CHEMICAL CO						
09/20/10	3502	Proceeds from Sale of Asset	16.0000	03/12/09	09/20/10	1,403.07	908.40	494.67 LT
09/20/10	3502	Proceeds from Sale of Asset	50.0000	04/21/09	09/20/10	4,384.59	2,832.82	1,551.77 LT
	26875P101	BOG RESOURCES INC						
09/20/10	3502	Proceeds from Sale of Asset	75.0000	07/08/10	09/20/10	4,057.10	4,562.09	504.99- ST
	693475105	PNC FINANCIAL SVCS						
09/21/10	3502	Proceeds from Sale of Asset	75.0000	07/07/10	09/21/10	4,017.45	4,529.81	512.36- ST
09/21/10	3502	Proceeds from Sale of Asset	25.0000	07/08/10	09/21/10	1,339.15	1,520.69	181.54- ST
	693475105	PNC FINANCIAL SVCS						
09/22/10	3502	Proceeds from Sale of Asset	25.0000	07/07/10	09/22/10	1,285.88	1,509.94	224.06- ST
	693475105	PNC FINANCIAL SVCS						

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Including dollar assets

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Includes long-term capital gains distribution from mutual funds

Taxpayer ID: - -

Date	CUSIP	Transaction Code & Description Asset Name	Units	Date Acquired	Date Sold	Net Proceeds	Basis	Gain/Loss	
10/06/10	3502	Proceeds from Sale of Asset	42.0000	02/02/06	10/06/10	2,421.18	1,483.39	937.79	LT
10/06/10	3502	Proceeds from Sale of Asset	8.0000	02/17/06	10/06/10	461.18	284.42	176.76	LT
	151020104	CELGENE CORP							
10/06/10	3502	Proceeds from Sale of Asset	150.0000	10/28/09	10/06/10	2,573.76	2,609.19	35.43-	ST
10/06/10	3502	Proceeds from Sale of Asset	150.0000	01/12/10	10/06/10	2,573.76	2,830.75	256.99-	ST
	717081103	PFIZER & CO							
10/06/10	3502	Proceeds from Sale of Asset	75.0000	11/17/09	10/06/10	2,820.71	2,764.67	56.04	ST
10/06/10	3502	Proceeds from Sale of Asset	75.0000	11/18/09	10/06/10	2,820.70	2,775.59	45.11	ST
	H89128104	TYCO INTL INC							
10/07/10	3502	Proceeds from Sale of Asset	50.0000	02/02/06	10/07/10	2,898.45	1,765.94	1,132.51	LT
	151020104	CELGENE CORP							
10/07/10	3502	Proceeds from Sale of Asset	50.0000	09/23/09	10/07/10	1,854.52	1,748.79	105.73	LT
10/07/10	3502	Proceeds from Sale of Asset	25.0000	11/17/09	10/07/10	927.26	921.55	5.71	ST
	H89128104	TYCO INTL INC							
10/08/10	3502	Proceeds from Sale of Asset	17.0000	01/11/06	10/08/10	983.04	597.42	385.62	LT
10/08/10	3502	Proceeds from Sale of Asset	8.0000	02/02/06	10/08/10	462.60	282.55	180.05	LT
	151020104	CELGENE CORP							
10/08/10	3502	Proceeds from Sale of Asset	25.0000	09/22/09	10/08/10	930.93	864.06	66.87	LT
10/08/10	3502	Proceeds from Sale of Asset	50.0000	09/23/09	10/08/10	1,861.87	1,748.78	113.09	LT
	H89128104	TYCO INTL INC							
10/11/10	3502	Proceeds from Sale of Asset	75.0000	09/22/09	10/11/10	2,790.06	2,592.16	197.90	LT
	H89128104	TYCO INTL INC							
10/12/10	3502	Proceeds from Sale of Asset	50.0000	01/11/06	10/12/10	2,880.52	1,757.13	1,123.39	LT
	151020104	CELGENE CORP							
10/12/10	3502	Proceeds from Sale of Asset	50.0000	09/24/09	10/12/10	1,860.73	1,697.29	163.44	LT
	H89128104	TYCO INTL INC							
10/13/10	3502	Proceeds from Sale of Asset	53.0000	01/11/06	10/13/10	3,095.96	1,862.55	1,233.41	LT
	151020104	CELGENE CORP							
10/13/10	3502	Proceeds from Sale of Asset	25.0000	09/24/09	10/13/10	940.56	848.65	91.91	LT
10/13/10	3502	Proceeds from Sale of Asset	50.0000	09/25/09	10/13/10	1,881.12	1,693.85	187.27	LT
	H89128104	TYCO INTL INC							

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Including dollar assets

Includes short-term capital gains distribution from mutual funds

Includes long-term capital gains distribution from mutual funds

Taxpayer ID: - -

Date	CUSIP	Transaction Code & Description Asset Name	Units	Date Acquired	Date Sold	Net Proceeds	Basis	Gain/Loss
11/10/10	3502	Proceeds from Sale of Asset	15.0000	08/05/08	11/10/10	308.78	359.49	50.71- LT
11/10/10	3502	Proceeds from Sale of Asset	135.0000	08/07/08	11/10/10	2,779.01	3,188.06	409.05- LT
		855030102 STAPLES INC						
11/11/10	3502	Proceeds from Sale of Asset	50.0000	08/04/06	11/11/10	1,022.61	1,150.00	127.39- LT
11/11/10	3502	Proceeds from Sale of Asset	85.0000	08/04/08	11/11/10	1,738.44	1,950.68	212.24- LT
11/11/10	3502	Proceeds from Sale of Asset	15.0000	08/07/08	11/11/10	306.79	354.23	47.44- LT
		855030102 STAPLES INC						
11/12/10	3502	Proceeds from Sale of Asset	10.0000	08/03/06	11/12/10	202.81	218.62	15.81- LT
11/12/10	3502	Proceeds from Sale of Asset	65.0000	08/04/08	11/12/10	1,318.23	1,491.70	173.47- LT
		855030102 STAPLES INC						
11/15/10	3502	Proceeds from Sale of Asset	75.0000	08/03/06	11/15/10	1,518.62	1,639.66	121.04- LT
		855030102 STAPLES INC						
11/16/10	3502	Proceeds from Sale of Asset	15.0000	08/03/06	11/16/10	302.18	327.93	25.75- LT
11/16/10	3502	Proceeds from Sale of Asset	35.0000	03/07/08	11/16/10	705.09	762.82	57.73- LT
		855030102 STAPLES INC						
11/17/10	3502	Proceeds from Sale of Asset	146.0000	03/07/08	11/17/10	2,923.62	3,182.07	258.45- LT
11/17/10	3502	Proceeds from Sale of Asset	4.0000	07/22/09	11/17/10	80.10	85.00	4.90- LT
		855030102 STAPLES INC						
11/18/10	3502	Proceeds from Sale of Asset	75.0000	07/22/09	11/18/10	1,544.99	1,593.75	48.76- LT
		855030102 STAPLES INC						
11/19/10	3502	Proceeds from Sale of Asset	36.0000	07/22/09	11/19/10	760.39	765.00	4.61- LT
		855030102 STAPLES INC						
12/10/10	3114	Long-Term Cap Gains Distrib				6,837.76	0.00	6,837.76 LT
		680414604 OLD WESTBURY GLOBAL						
		SMALL & MID CAP FUND						
12/22/10	3502	Proceeds from Sale of Asset	65.0000	06/09/10	12/22/10	2,812.68	2,517.99	294.69 ST
		025816109 AMERICAN EXPRESS CO						
12/22/10	3502	Proceeds from Sale of Asset	10.0000	05/20/09	12/22/10	1,181.02	825.79	355.23 LT
12/22/10	3502	Proceeds from Sale of Asset	25.0000	10/09/09	12/22/10	2,952.55	2,504.32	448.23 LT
		037411105 APACHE CORP						
12/22/10	3502	Proceeds from Sale of Asset	20.0000	10/29/10	12/22/10	600.79	659.73	58.94- ST

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Including dollar assets

Includes short-term capital gains distribution from mutual funds

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Taxpayer ID: - -

Date	CUSIP	Transaction Code & Description Asset Name	Units	Date Acquired	Date Sold	Net Proceeds	Basis	Gain/Loss	
12/22/10	3502	Proceeds from Sale of Asset	50.0000	11/01/10	12/22/10	1,501.97	1,680.58	178.61-	ST
	039483102	ARCHER DANIELS MIDLAND CO							
12/22/10	3502	Proceeds from Sale of Asset	25.0000	03/11/10	12/22/10	1,604.35	1,751.39	147.04-	ST
	097023105	BOXING CO							
12/22/10	3502	Proceeds from Sale of Asset	110.0000	10/13/98	12/22/10	2,144.96	1,413.84	731.12	LT
	17275R102	CISCO SYSTEMS							
12/22/10	3502	Proceeds from Sale of Asset	1.0000	02/17/06	12/22/10	37.40	23.34	14.06	LT
12/22/10	3502	Proceeds from Sale of Asset	11.0000	03/23/06	12/22/10	411.41	261.77	149.64	LT
12/22/10	3502	Proceeds from Sale of Asset	53.0000	07/22/09	12/22/10	1,982.26	1,352.03	630.23	LT
	254687106	WALT DISNEY COMPANY							
12/22/10	3502	Proceeds from Sale of Asset	95.0000	08/26/08	12/22/10	2,176.84	1,456.26	720.58	LT
	268648102	EMC CORP (MASS)							
12/22/10	3502	Proceeds from Sale of Asset	170.0000	02/02/10	12/22/10	3,025.20	2,879.70	145.50	ST
	369604103	GENERAL ELECTRIC CO							
12/22/10	3502	Proceeds from Sale of Asset	1.0000	07/09/09	12/22/10	605.19	411.36	193.83	LT
12/22/10	3502	Proceeds from Sale of Asset	4.0000	07/22/09	12/22/10	2,420.76	1,702.28	718.48	LT
	38259P508	GOOGLE INC CLASS A							
12/22/10	3502	Proceeds from Sale of Asset	45.0000	10/09/09	12/22/10	3,413.70	2,568.13	845.57	LT
	42809H107	HESS CORP							
12/22/10	3502	Proceeds from Sale of Asset	15.0000	05/14/10	12/22/10	801.46	678.16	123.30	ST
12/22/10	3502	Proceeds from Sale of Asset	50.0000	05/17/10	12/22/10	2,671.53	2,266.03	405.50	ST
	438516106	HONEYWELL INTL INC							
12/22/10	3502	Proceeds from Sale of Asset	110.0000	09/10/08	12/22/10	2,950.59	3,249.56	298.97-	LT
	460146103	INTERNATIONAL PAPER CO							
12/22/10	3502	Proceeds from Sale of Asset	60.0000	08/21/09	12/22/10	2,472.43	2,599.38	126.95-	LT
	46625H100	JP MORGAN CHASE & CO							
12/22/10	3502	Proceeds from Sale of Asset	28.0000	01/08/09	12/22/10	1,511.36	1,093.23	418.13	LT
12/22/10	3502	Proceeds from Sale of Asset	12.0000	02/03/09	12/22/10	647.72	462.17	185.55	LT
	500255104	KOHL'S CORP							
12/22/10	3502	Proceeds from Sale of Asset	90.0000	04/15/10	12/22/10	2,863.21	2,786.75	76.46	ST
	50075N104	KRAFT FOODS INC CL A							

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Including dollar assets

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Includes long-term capital gains distribution from mutual funds

Taxpayer ID: - -

Date	CUSIP	Transaction Code & Description Asset Name	Units	Date Acquired	Date Sold	Net Proceeds	Basis	Gain/Loss	
12/22/10	3502	Proceeds from Sale of Asset	50.0000	09/29/08	12/22/10	1,283.98	1,139.66	144.32	LT
12/22/10	3502	Proceeds from Sale of Asset	5.0000	11/04/08	12/22/10	128.40	107.40	21.00	LT
		548661107 LOWES COMPANIES INC							
12/22/10	3502	Proceeds from Sale of Asset	15.0000	10/13/10	12/22/10	3,305.49	3,444.46	138.97-	ST
		57636Q104 MASTERCARD INC CL A							
12/22/10	3502	Proceeds from Sale of Asset	130.0000	11/17/09	12/22/10	3,653.95	3,897.97	244.02-	LT
		594918104 MICROSOFT CORP							
12/22/10	3502	Proceeds from Sale of Asset	110.0000	06/09/09	12/22/10	2,953.63	3,408.25	454.62-	LT
		617446448 MORGAN STANLEY DEAN							
12/22/10	3502	Proceeds from Sale of Asset	60.0000	05/03/10	12/22/10	3,921.94	2,654.39	1,267.55	ST
		637071101 NATL OILWELL VARCO							
12/22/10	3502	Proceeds from Sale of Asset	60.0000	08/26/10	12/22/10	2,878.64	2,817.05	61.59	ST
		69331C108 PG & E CORP							
12/22/10	3502	Proceeds from Sale of Asset	170.0000	10/28/09	12/22/10	2,941.00	2,957.08	16.08-	LT
		717081103 PFIZER & CO							
12/22/10	3502	Proceeds from Sale of Asset	35.0000	06/17/10	12/22/10	2,258.66	1,718.90	539.76	ST
		74144T108 PRICE T ROWE GROUP							
12/22/10	3502	Proceeds from Sale of Asset	20.0000	03/20/08	12/22/10	1,288.92	1,382.83	93.91-	LT
		742718109 PROCTER & GAMBLE CO							
12/22/10	3502	Proceeds from Sale of Asset	40.0000	04/14/10	12/22/10	1,994.94	1,703.10	291.84	ST
		747525103 QUALCOMM INC							
12/22/10	3502	Proceeds from Sale of Asset	60.0000	08/15/08	12/22/10	3,060.45	2,899.39	161.06	LT
		881624209 TEVA							
		PHARMACEUTICALS INC							
12/22/10	3502	Proceeds from Sale of Asset	50.0000	08/13/10	12/22/10	2,675.31	2,526.70	148.61	ST
		931142103 WAL MART STORES INC							
12/22/10	3502	Proceeds from Sale of Asset	80.0000	11/18/09	12/22/10	3,766.13	2,943.68	822.45	LT
		G47791101 INGERSOLL RAND PLC							
12/22/10	3502	Proceeds from Sale of Asset	35.0000	04/28/10	12/22/10	2,170.31	1,873.10	297.21	ST
		H0023R105 ACE LTD							

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Including dollar assets

Includes short-term capital gains distribution from mutual funds

Includes long-term capital gains distribution from mutual funds

Taxpayer ID: - -

Date	CUSIP	Asset Name	Units Acquired	Date	Sold	Net Proceeds	Basis	Gain/Loss
12/27/10	3502	Proceeds from Sale of Asset	1,538.5300	03/07/08	12/27/10	16,293.00	17,046.91	753.91- LT
	680414109	OLD WESTBURY NON-US						
		LC FD						

Short-term Gain from Sales	92,542.39	76,879.18	15,663.21
Short-term Loss from Sales	86,934.62	101,545.53	14,610.91-
Short-term MF Distributions	0.00	0.00	0.00
Short-term Gain from Mergers	0.00	0.00	0.00
Short-term Collectibles	0.00	0.00	0.00
Short-term Options Exercised/Expired	0.00	0.00	0.00
Short-term No Gain or Loss	0.00	0.00	0.00
Net Short-term Gain (-Loss)	179,477.01	178,424.71	1,052.30
Long-term Gain from Sales	140,555.05	105,537.31	35,017.74
Long-term Loss from Sales	75,853.37	83,692.85	7,839.48-
Long-term MF Distributions	6,837.76	0.00	6,837.76
Long-term Collectibles	0.00	0.00	0.00
Long-term Gain from Mergers	0.00	0.00	0.00
Long-term Options Exercised/Expired	0.00	0.00	0.00
Long-term No Gain or Loss	0.00	0.00	0.00
Net Long-term Gain (-Loss)	223,246.18	189,230.16	34,016.02

For further details see spreadsheet file t:\tnet\RESEARCH\BOY\SCHED-D-0007003-RJM.CSV

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