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990-PF

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

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation

MARTHA L. SYMINGTON CHARITABLE FDN

A Employer identification number

43-6319897

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

231 S LASALLE ST IL1-231-10-05

Room/suite

(314) 466-3455

City or town, state, and ZIP code

CHICAGO, IL 60697

B Telephone number (see page 10 of the instructions)

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 2,114,334. J Accounting method: Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► 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)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		26,432.	20,582.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		89,980.			
b Gross sales price for all assets on line 6a	103,099.				
7 Capital gain net income (from Part IV, line 2)			89,980.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	116,412.	110,562.			
13 Compensation of officers, directors, trustees, etc	12,000.	6,000.		6,000.	
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)	800.	NONE	NONE	800.	
c Other professional fees (attach schedule)	7,400.	1,925.		5,475.	
17 Interest					
18 Taxes (attach schedule) (see page 14 of the instructions)	780.				
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)	35.			35.	
24 Total operating and administrative expenses					
Add lines 13 through 23	21,015.	7,925.	NONE	12,310.	
25 Contributions, gifts, grants paid	53,089.			53,089.	
26 Total expenses and disbursements Add lines 24 and 25	74,104.	7,925.	NONE	65,399.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	42,308.				
b Net investment income (if negative, enter -0-)		102,637.			
c Adjusted net income (if negative, enter -0-)					

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

JSA

Form 990-PF (2010)

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25/9/14

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
	1 Cash - non-interest-bearing	3,895.	7,652.	7,652.
	2 Savings and temporary cash investments	1,683.	20,195.	20,195.
Assets	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	476,959.	494,466.	579,413.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	15 Other assets (describe ►)	260,000.	260,000.	1,507,074.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	742,537.	782,313.	2,114,334.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	141,314.	119,975.	
	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 ►)	206,907.	178,247.	
	23 Total liabilities (add lines 17 through 22)	348,221.	298,222.	
	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			
Net Assets or Fund Balances	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	394,316.	484,091.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	394,316.	484,091.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	742,537.	782,313.	

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	394,316.
2 Enter amount from Part I, line 27a	2	42,308.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 6	3	47,467.
4 Add lines 1, 2, and 3	4	484,091.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	484,091.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	89,980.	
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	83,180.	1,294,874.	0.06423791041
2008	99,866.	1,679,337.	0.05946751605
2007	104,037.	2,150,067.	0.04838779443
2006	81,328.	2,299,923.	0.03536118383
2005	87,140.	2,233,289.	0.03901868500
2 Total of line 1, column (d)			2 0.24647308972
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 0.04929461794
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 2,118,226.
5 Multiply line 4 by line 3			5 104,417.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,026.
7 Add lines 5 and 6			7 105,443.
8 Enter qualifying distributions from Part XII, line 4			8 65,399.
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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)	1	2,053 .
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0- . . .		2	
3	Add lines 1 and 2 . . .		3	2,053 .
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0- . . .		4	NONE
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . .		5	2,053 .
6	Credits/Payments.			
a	2010 estimated tax payments and 2009 overpayment credited to 2010 . . .	6a	616 .	
b	Exempt foreign organizations-tax withheld at source . . .	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	1,669 .	
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . .		7	2,285 .
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . .		8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed . . .		9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .		10	232 .
11	Enter the amount of line 10 to be Credited to 2011 estimated tax ►		11	232 . 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? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	X	
1c	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.		
d	Did the foundation file Form 1120-POL for this year? . . .		
e	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
f	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .	X	
3	If "Yes," attach a detailed description of the activities		
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? . . .		
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? . . .		
5	If "Yes," attach the statement required by General Instruction T		
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? . . .		
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		
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ►	STMT 7	
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 . . .		
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 . . .		
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . .		

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11	X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► <u>NONE</u>			
14	The books are in care of ► <u>BANK OF AMERICA</u> Located at ► <u>100 N. BROADWAY, ST. LOUIS, MO</u>	Telephone no ► <u>(314) 046-6345</u> ZIP + 4 ► <u>63101</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	
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 X 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?	<input type="checkbox"/>	Yes X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/>	Yes X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/>	Yes X 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 X 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 X No
1b	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		X
1c	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?		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	<input type="checkbox"/>	Yes X No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)		
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 X No
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)		
3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		X
4b			

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:		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?				5b	
	Organizations relying on a current notice regarding disaster assistance check here ►					
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		<input type="checkbox"/> Yes	<input type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				6b	X
	If "Yes" to 6b, file Form 8870					
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				7b	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		12,000.	- 0 -	- 0 -

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ► NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services ►		NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

**1 THE SOLE CHARITABLE ACTIVITY OF THIS ORGANIZATION IS THE
MAKING OF CONTRIBUTIONS AND GRANTS TO QUALIFIED CHARITABLE
ORGANIZATIONS. NO DIRECT CHARITABLE ACTIVITIES ARE CONDUCTED**

2 -----

3 -----

4 -----

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE

2 -----

All other program-related investments. See page 24 of the instructions

3 NONE

Total. Add lines 1 through 3 ►

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a Average monthly fair market value of securities	1a 635,544.
b Average of monthly cash balances	1b 7,895.
c Fair market value of all other assets (see page 25 of the instructions)	1c 1,507,044.
d Total (add lines 1a, b, and c)	1d 2,150,483.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2 Acquisition indebtedness applicable to line 1 assets	2 NONE
3 Subtract line 2 from line 1d	3 2,150,483.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4 32,257.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 2,118,226.
6 Minimum investment return. Enter 5% of line 5	6 105,911.

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	1 105,911.
2a Tax on investment income for 2010 from Part VI, line 5	2a 2,053.
b Income tax for 2010. (This does not include the tax from Part VI)	2b
c Add lines 2a and 2b	2c 2,053.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3 103,858.
4 Recoveries of amounts treated as qualifying distributions	4 NONE
5 Add lines 3 and 4	5 103,858.
6 Deduction from distributable amount (see page 25 of the instructions)	6 NONE
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 103,858.

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 65,399.
b Program-related investments - total from Part IX-B	1b
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2 NONE
3 Amounts set aside for specific charitable projects that satisfy the:	
a Suitability test (prior IRS approval required)	3a NONE
b Cash distribution test (attach the required schedule)	3b NONE
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 65,399.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5 N/A
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6 65,399.

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				103,858.
2 Undistributed income, if any, as of the end of 2010:			53,391.	
a Enter amount for 2009 only		NONE		
b Total for prior years. 20 ____ 20 ____ 20 ____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 65,399.			53,391.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				12,008.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				91,850.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section

	Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)				
	Tax year				
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XI, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i),					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties),					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

- a The name, address, and telephone number of the person to whom applications should be addressed
SEE STATEMENT 9
- b The form in which applications should be submitted and information and materials they should include:
SEE ATTACHED STATEMENT FOR LINE 2
- c Any submission deadlines:
SEE ATTACHED STATEMENT FOR LINE 2
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	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)				
<i>a Paid during the year</i>				
SEE STATEMENT 15				
Total			► 3a	53,089.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				14	26,432.
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	89,980.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				116,412.	
13 Total. Add line 12, columns (b), (d), and (e)				13	116,412.

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

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

Line No. ▼ Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions.)

NOT APPLICABLE

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

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

Signature of officer or trustee **ANDREW S. LOVE TRUSTEE**

11/8/01

→ Title

Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Paid Preparer Use Only				10-25-11	P00174680
	Firm's name ► BANK OF AMERICA			Firm's EIN ► 94-1687665	
	Firm's address ► 231 S. LASALLE CHICAGO, IL 60697			Phone no 312-923-1652	

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

Kind of Property	Depreciation allowed/allowable	Description				P or D	Date acquired	Date sold
		Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis			
6,460.00		1000. FEMALE HEALTH CO COM PROPERTY TYPE: SECURITIES 1,000.00			5,460.00		12/31/1999	04/20/2010
8,260.00		299. FIDELITY NATL INFORMATION SVCS INC PROPERTY TYPE: SECURITIES 1,871.00			6,389.00		10/25/1996	07/09/2010
11,023.00		380.087 FIDELITY NATL INFORMATION SVCS I PROPERTY TYPE: SECURITIES 2,379.00			8,644.00		10/25/1996	08/03/2010
47,122.00		1624.913 FIDELITY NATL INFORMATION SVCS PROPERTY TYPE: SECURITIES			47,122.00		01/01/1951	08/03/2010
6,665.00		500. FIDELITY NATL FINL INC NEW CL A COM PROPERTY TYPE: SECURITIES 1,725.00			4,940.00		10/18/2005	01/06/2010
11,985.00		899.144 FIDELITY NATL FINL INC NEW CL A PROPERTY TYPE: SECURITIES 3,102.00			8,883.00		10/18/2005	01/06/2010
8,009.00		600.856 FIDELITY NATL FINL INC NEW CL A PROPERTY TYPE: SECURITIES 2,073.00			5,936.00		01/01/1968	01/06/2010
3,575.00		281. FIDELITY NATL FINL INC NEW CL A COM PROPERTY TYPE: SECURITIES 969.00			2,606.00		01/01/1968	02/01/2010
TOTAL GAIN(LOSS)					89,980.		-----	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	4,040.	4,040.
NONDIVIDEND DISTRIBUTIONS	5,850.	
DOMESTIC DIVIDENDS	10,708.	10,708.
NONDISTRIBUTIVE OTHER INTEREST	5,625.	5,625.
NONQUALIFIED DOMESTIC DIVIDENDS	209.	209.
TOTAL	26,432.	20,582.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BANK OF AMERICA	800.		800.	
TOTALS	800.		NONE	800.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK OF AMERICA MGMT FEE FIRST NATIONAL BANK OF ST. LOUIS	3,275. 4,125.	1,925.	1,350. 4,125.
TOTALS	7,400.	1,925.	5,475.

FORM 990PF, PART I - TAXES

=====

REVENUE
AND
EXPENSES
PER BOOKS

DESCRIPTION

PRIOR YEAR TAX BALANCE	280.
FEDERAL ESTIMATES	500.
 TOTALS	 780.
	=====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
BANK FEE	35.	35.
		35.
	TOTALS	35.

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

DESCRIPTION	AMOUNT
DECREASE TANGLEWOOD PAYABLE	21,340.
BASIS AND UNIT BOOK BASIS ON FEMALE HEALTH CO	25,001.
REFUND OF EXCISE TAX	1,126.
TOTAL	47,467.

MARTHA L. SYMINGTON CHARITABLE FDN

43-6319897

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

MO

STATEMENT 7

MARTHA L. SYMINGTON CHARITABLE FDN

43-6319897

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

=====

OFFICER NAME:

ANDREW S. LOVE, JR.

ADDRESS:

C/O LOVE REALTY, 212 SOUTH CENTRAL
ST. LOUIS, MO 63105-3506

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

COMPENSATION 12,000.

TOTAL COMPENSATION: 12,000.

=====

STATEMENT 8

MARTHA L. SYMINGTON CHARITABLE FDN
FORM 990PF, PART XV - LINES 2a - 2d
=====

43-6319897

RECIPIENT NAME:

ANDREW S. LOVE JR

ADDRESS:

C/O LOVE REALTY, 212 SOUTH CENTRAL
ST. LOUIS, MO 63105-3506

RECIPIENT'S PHONE NUMBER: 314 512-8686

FORM, INFORMATION AND MATERIALS:

THERE IS NO APPLICATION FORM

SUBMISSION DEADLINES:

THERE ARE NO SUBMISSION DEADLINES

RESTRICTIONS OR LIMITATIONS ON AWARDS:

THERE ARE NO RESTRICTIONS ON AWARDS

STATEMENT 9

MARTHA L. SYMINGTON CHARITABLE FDN
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

43-6319897

RECIPIENT NAME:
FOREST PARK FOREVER
ADDRESS:
5595 GRAND DR
ST. LOUIS, MO 63112
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
PLANNED PARENTHOOD OF
ST. LOUIS
ADDRESS:
4251 FOREST PARK AVE
ST. LOUIS, MO 63108
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
HARVARD COLLEGE FUND
ADDRESS:
124 MOUNT AUBURN ST
Cambridge, MA 02138
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

STATEMENT 10

MARTHA L. SYMINGTON CHARITABLE FDN
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

43-6319897

RECIPIENT NAME:
NEW LIFE EVANGELISTIC
CENTER

ADDRESS:
1422 LOCUST ST
ST LOUIS, MO 63103

RELATIONSHIP:
N/A

PURPOSE OF GRANT:
GENERAL

FOUNDATION STATUS OF RECIPIENT:
PUBLIC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
LANDMARKS ASSOCIATION
OF ST. LOUIS

ADDRESS:
917 LOCUST ST SEVENTH FLO
ST. LOUIS, MO 63101

RELATIONSHIP:
N/A

PURPOSE OF GRANT:
GENERAL

FOUNDATION STATUS OF RECIPIENT:
PUBLIC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
UNITED MIDCOAST CHARITIES

ADDRESS:
P.O. BOX 205
Camden, ME 04843

RELATIONSHIP:
N/A

PURPOSE OF GRANT:
GENERAL

FOUNDATION STATUS OF RECIPIENT:
PUBLIC

AMOUNT OF GRANT PAID 2,000.

STATEMENT 11

MARTHA L. SYMINGTON CHARITABLE FDN
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

43-6319897

=====

RECIPIENT NAME:
COASTAL MAINE BOTANICAL
GARDENS
ADDRESS:
POST OFFICE BOX 234
Boothbay, ME 04537
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
MARY INSTITUTE COUNTRY
DAY SCHOOL
ADDRESS:
101 NORTH WARSON ROAD
St. Louis, MO 63124
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 6,749.

RECIPIENT NAME:
TANGLEWOOD CAMP AND
LEARNING CENTER
ADDRESS:
ONE TANGLEWOOD ROAD
Lincolnville, ME 04849-5213
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
LAND PURCHASE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 21,340.

STATEMENT 12

MARTHA L. SYMINGTON CHARITABLE FDN
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

43-6319897

RECIPIENT NAME:
CIRCUS ARTS FOUNDATION

ADDRESS:
3547 OLIVE ST., 2ND FL.
ST. LOUIS, MO 63103

RELATIONSHIP:
N/A

PURPOSE OF GRANT:
GENERAL

FOUNDATION STATUS OF RECIPIENT:
PUBLIC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
SHOW ME INSTITUTE

ADDRESS:
4512 WEST PINE BLVD.
SAINT LOUIS, MO 63108

RELATIONSHIP:
N/A

PURPOSE OF GRANT:
GENERAL

FOUNDATION STATUS OF RECIPIENT:
PUBLIC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
THE BEACON

ADDRESS:
3655 OLIVE ST
ST. LOUIS, MO 63108

RELATIONSHIP:
N/A

PURPOSE OF GRANT:
GENERAL

FOUNDATION STATUS OF RECIPIENT:
PUBLIC

AMOUNT OF GRANT PAID 1,000.

STATEMENT 13

MARTHA L. SYMINGTON CHARITABLE FDN
FORM 990PF., PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

43-6319897

RECIPIENT NAME:
THE GENERAL HENRY KNOX MUSEUM
ADDRESS:
PO BOX 326
THOMASTON, ME 04861
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
TREKKERS
ADDRESS:
P.O. BOX 455
Tenants Harbor, ME 04860
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
HARVARD MAGAZINE
ADDRESS:
7 WARE STREET
CAMBRIDGE, MA 02138
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,000.

STATEMENT 14

MARTHA L. SYMINGTON CHARITABLE FDN
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

43-6319897

=====

RECIPIENT NAME:

TEMP ISRAEL

ADDRESS:

CLAYTON, MO 63105

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,500.

TOTAL GRANTS PAID:

53,089.

=====

STATEMENT 15

MARTHA L. SYMNIGTON CHARITABLE FOUNDATION
43-6319897

BALANCE SHEET
12/31/2010

Asset Type	Units	Fed Tax Cost	Market Value
COM			
ISIN GB00B16GWD56 UNITED KINGDOM	30,736.000	13,659.09	79,761.76
Total INTERNATIONAL DEVELOPED		37,414.49	80,817.29
Total EQUITIES		385,795.55	570,533.13
FIXED INCOME			
INVESTMENT GRADE TAXABLE			
AICI CAP TR			
PFD 9%	2,500.000	11,250.01	200.00
Total INVESTMENT GRADE TAXABLE			200.00
Total FIXED INCOME		11,250.01	200.00
REAL ESTATE			
PUBLIC REITS			
COHEN & CO INC			
REITS	2,000.000	67,420.00	8,680.00
Total PUBLIC REITS		67,420.00	8,680.00
Total REAL ESTATE		67,420.00	8,680.00
OTHER NON-INVESTABLE ASSETS			
OTHER NON-INVESTABLE ASSETS			
PGI INC			
SUB DEB (DEFULTED)			
DTD 05/09/72 6.000% DUE 05/01/92	300,000.000	30,000.00	30.00
LSHC SERIES A PREFERRED STOCK	1394.12	260,000.00	1,507,043.72
TOTAL ASSETS		782,312.40	2,114,333.69
TANGLEWOOD AGREEMENT DATED 1-21-2005		119,974.00	
GRANTS PAYABLE TO TANGLEWOOD		178,247.00	
NET TOTAL		484,091.40	

MARTHA L. SYMNIGTON CHARITABLE FOUNDATION
43-6319897

BALANCE SHEET
12/31/2010

Asset Type	Units	Fed Tax Cost	Market Value
CASH/CURRENCY		7,652.20	7,652.20
CASH EQUIVALENTS			
BOFA CASH RESERVES			
TRUST CLASS	20,194.640	20,194.64	20,194.64
Total CASH EQUIVALENTS		27,846.84	27,846.84
Total CASH/CURRENCY		27,846.84	27,846.84
EQUITIES			
U.S. LARGE CAP			
ALTRIA GROUP INC			
COM	600.000	2,156.71	14,772.00
PHILIP MORRIS INTL INC			
COM	600.000	4,954.73	35,118.00
Total U.S. LARGE CAP		7,111.44	49,890.00
U.S. MID CAP			
FIDELITY NATL FINL INC			
NEW CL A COM	7,500.000	25,849.92	102,600.00
FIDELITY NATL INFORMATION SVCS			
INC COM	1,995.000	159,411.27	54,643.05
Total U.S. MID CAP		185,261.19	157,243.05
U.S. SMALL CAP			
ARLINGTON ASSET INV'T CORP			
CL A NEW	75.000	31,685.00	1,799.25
FEDERAL HOME LN MTG CORP			
COM	2,000.000	26,700.00	609.60
FEMALE HEALTH CO			
COM	37,334.000	59,502.53	212,430.46
IMPERIAL CAP BANCORP INC			
COM	1,000.000	10,000.00	5.00
LENDER PROCESSING SVCS INC			
COM	2,149.000	3,120.90	63,438.48
SCHEID VINEYARDS INC			
CL A NEW COM	500.000	25,000.00	4,300.00
Total U.S. SMALL CAP		156,008.43	282,582.79
INTERNATIONAL DEVELOPED			
GROUPE EUROTUNNEL SA			
COM			
ISIN FR0010533075 FRANCE	112.000	23,755.40	1,055.53
VODAFONE GROUP PLC			