Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 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

EMIL BABINGER CHARITABLE TRUST

A Employer identification number: 48-1061932

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

P.O. BOX 807

B Telephone number: ~~620-342-5527~~

City or town, state, and ZIP code

EMPORIA, KS 66801

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 3,815,224.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) ______
(Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	136.	136.		Statement 1
	4 Dividends and interest from securities	103,498.	103,498.		Statement 2
	5a Gross rents	37,867.	37,867.		Statement 3
	b Net rental income or (loss) 25,079.				Statement 4
	6a Net gain or (loss) from sale of assets not on line 10	38,319.			
	b Gross sales price for all assets on line 6a 650,984.				
	7 Capital gain net income (from Part IV, line 2)		38,319.		
	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)				
	11 Other income	156.	156.		Statement 5
	12 **Total** Add lines 1 through 11	179,976.	179,976.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	27,218.	3,244.		23,974.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 6	3,431.	1,716.		0.
	c Other professional fees Stmt 7	24,317.	24,317.		0.
	17 Interest				
	18 Taxes Stmt 8	5,238.	4,988.		0.
	19 Depreciation and depletion	1,230.	1,230.		
	20 Occupancy				
	21 Travel, conferences, and meetings	142.	0.		142.
	22 Printing and publications				
	23 Other expenses Stmt 9	7,336.	7,336.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	68,912.	42,831.		24,116.
	25 Contributions, gifts, grants paid	165,747.			165,747.
	26 **Total expenses and disbursements.** Add lines 24 and 25	234,659.	42,831.		189,863.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<54,683.>			
	b **Net investment income** (if negative, enter -0-)		137,145.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1 Cash - non-interest-bearing				
2 Savings and temporary cash investments		102,581.	103,712.	103,712.
3 Accounts receivable ▶	1.			
Less allowance for doubtful accounts ▶			1.	1.
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				
c Investments - corporate bonds				
11 Investments - land, buildings, and equipment basis ▶	652,577.			
Less accumulated depreciation Stmt 10 ▶	4,498.	649,309.	648,079.	1,417,943.
12 Investments - mortgage loans				
13 Investments - other	Stmt 11	2,188,005.	2,133,420.	2,293,568.
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 **Total assets** (to be completed by all filers)		2,939,895.	2,885,212.	3,815,224.
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 ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds		2,939,895.	2,885,212.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund		0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30 **Total net assets or fund balances**		2,939,895.	2,885,212.	
31 **Total liabilities and net assets/fund balances**		2,939,895.	2,885,212.	

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	2,939,895.
2 Enter amount from Part I, line 27a	2	<54,683.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,885,212.
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	2,885,212.

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12-07-10

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 ATTACHED DETAIL	P		
b	SEE ATTACHED DETAIL	P		
c	SEE ATTACHED DETAIL	P		
d	CAPITAL GAIN DISTRIBUTIONS	P		
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	175,528.		137,600.	37,928.
b	437,749.		437,414.	335.
c	37,651.		37,651.	0.
d	56.			56.
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				37,928.
b				335.
c				0.
d				56.
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	38,319.
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) If (loss), enter -0- in Part I, line 8	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	237,840.	3,752,686.	.063379
2008	286,634.	4,059,166.	.070614
2007	157,074.	4,391,116.	.035771
2006	171,874.	4,029,585.	.042653
2005	196,758.	3,642,854.	.054012

2 Total of line 1, column (d)	2	.266429
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	.053286
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,737,755.
5 Multiply line 4 by line 3	5	199,170.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,371.
7 Add lines 5 and 6	7	200,541.
8 Enter qualifying distributions from Part XII, line 4	8	189,863.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	2,743.
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	0.
3 Add lines 1 and 2			3	2,743.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	2,743.
6 Credits/Payments				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,040.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	2,393.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	3,433.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	690.
11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 690.	**Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ ESB FINANCIAL Telephone no ▶620-342-5527

Located at ▶801 MERCHANT, EMPORIA, KS ZIP+4 ▶66801

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

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

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12-07-10

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)? N/A — 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? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b — No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — 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.

(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 12		27,218.	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

023551
12-07-10

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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12-07-10

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	2,298,359.
b	Average of monthly cash balances		1b	90,968.
c	Fair market value of all other assets		1c	1,405,348.
d	**Total** (add lines 1a, b, and c)		1d	3,794,675.
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	3,794,675.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	56,920.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,737,755.
6	**Minimum investment return.** Enter 5% of line 5		6	186,888.

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	186,888.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 2,743.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	2,743.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	184,145.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	184,145.
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	184,145.

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	189,863.
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	189,863.
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	189,863.

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				184,145.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
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 2,787.				
e From 2009 52,222.				
f Total of lines 3a through e	55,009.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 189,863.				
a Applied to 2009, but not more than line 2a			0.	
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				184,145.
e Remaining amount distributed out of corpus	5,718.			
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	60,727.			
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				0.
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	60,727.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008 2,787.				
d Excess from 2009 52,222.				
e Excess from 2010 5,718.				

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12-07-10

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			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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

STEVE BELL, ESB FINANCIAL, 620-342-3454
801 MERCHANT ST, PO BOX 807, EMPORIA, KS 66801

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

NO SPECIFIED FORM

c Any submission deadlines

APPLICATIONS ARE ACCEPTED AT ANY TIME.

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

THE RECIPIENT MUST BE A QUALIFIED PUBLIC CHARITY UNDER SECTIONS 501(C)(3) AND 509(A)(1), (2), (3) AND (4) OF THE INTERNAL REVENUE CODE OF 1986.

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 13				
Total			▶ 3a	165,747.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	136.	
4 Dividends and interest from securities			14	103,498.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	25,079.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	156.	
8 Gain or (loss) from sales of assets other than inventory			18	38,319.	
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)		0.		167,188.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 167,188.

(See worksheet in line 13 instructions 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)

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

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

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

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

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 6/14/11 | Title TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Timothy L. Wright CPA	Timothy L Wright	06/06/11		

Firm's name ▶ Pool & Wright, Chartered CPA's | Firm's EIN ▶

Firm's address ▶ 505 Commercial
Emporia, KS 66801 | Phone no (620)342-7435

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04-26-11

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
NORTHERN TRUST MONEY MARKET	2.
RAYMOND JAMES - FEDERATED	24.
RAYMOND JAMES - THORNBURG	75.
RAYMOND JAMES - TRADEWINDS	35.
Total to Form 990-PF, Part I, line 3, Column A	136.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
RAYMOND JAMES - FEDERATED	19,737.	0.	19,737.
RAYMOND JAMES - OID	1,713.	0.	1,713.
RAYMOND JAMES - OID PURCH ACCR INTEREST	<181.>	0.	<181.>
RAYMOND JAMES - OTHER PERIODIC INTEREST	20,317.	0.	20,317.
RAYMOND JAMES - THORNBURG	48,073.	0.	48,073.
RAYMOND JAMES - THORNBURG OID	3,947.	0.	3,947.
RAYMOND JAMES - THORNBURG US OBLIGATIONS	5,500.	0.	5,500.
RAYMOND JAMES - TRADEWINDS ADJ	<27.>	0.	<27.>
RAYMOND JAMES - TRADEWINDS DIV	6,651.	0.	6,651.
RAYMOND JAMES PURCHASED ACCRUED INTEREST	<2,232.>	0.	<2,232.>
Total to Fm 990-PF, Part I, ln 4	103,498.	0.	103,498.

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
PASTURE RENT/CROP SHARE	1	32,379.
OIL ROYALTY	2	5,488.
Total to Form 990-PF, Part I, line 5a		37,867.

Form 990-PF Rental Expenses Statement 4

Description	Activity Number	Amount	Total
Depreciation		1,230.	
REAL ESTATE TAXES		4,222.	
FARM BUREAU DUES		35.	
INSURANCE		241.	
PASTURE CARE		7,060.	
- SubTotal -	1		12,788.
Total rental expenses			12,788.
Net rental Income to Form 990-PF, Part I, line 5b			25,079.

Form 990-PF Other Income Statement 5

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
MISCELLANEOUS	156.	156.	
Total to Form 990-PF, Part I, line 11	156.	156.	

Form 990-PF Accounting Fees Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	3,431.	1,716.		0.
To Form 990-PF, Pg 1, ln 16b	3,431.	1,716.		0.

Form 990-PF Other Professional Fees Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BROKER ADVISORY FEES	24,317.	24,317.		0.
To Form 990-PF, Pg 1, ln 16c	24,317.	24,317.		0.

Form 990-PF Taxes Statement 8

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAXES	766.	766.		0.
FEDERAL EXCISE TAX	250.	0.		0.
REAL ESTATE TAXES	4,222.	4,222.		0.
To Form 990-PF, Pg 1, ln 18	5,238.	4,988.		0.

Form 990-PF Other Expenses Statement 9

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FARM BUREAU DUES	35.	35.		0.
INSURANCE	241.	241.		0.
PASTURE CARE	7,060.	7,060.		0.
To Form 990-PF, Pg 1, ln 23	7,336.	7,336.		0.

Form 990-PF Depreciation of Assets Held for Investment Statement 10

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
REBUILD POND AND DAM	8,190.	2,275.	5,915.
STOCK WATER SYSTEM	4,787.	2,223.	2,564.
LAND	639,600.	0.	639,600.
Total to Fm 990-PF, Part II, ln 11	652,577.	4,498.	648,079.

Form 990-PF Other Investments Statement 11

Description	Valuation Method	Book Value	Fair Market Value
SEE ATTACHED	FMV	2,133,420.	2,293,568.
Total to Form 990-PF, Part II, line 13		2,133,420.	2,293,568.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 12

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
ESB FINANCIAL P.O. BOX 807 EMPORIA, KS 66801	TRUSTEE 5.00	16,218.	0.	0.
JOHN E. KUHLMANN 820 ROAD J5 OLPE, KS 66801	TRUSTEE 2.00	2,750.	0.	0.
GEORGE C. OSBORN P.O BOX 827 EMPORIA, KS 66801	TRUSTEE 2.00	2,750.	0.	0.
STEVEN L. DAVIS 417 COMMERCIAL EMPORIA, KS 66801	TRUSTEE 2.00	2,750.	0.	0.
TODD OSBORN 2113 ROAD M EMPORIA, KS 66801	TRUSTEE 2.00	2,750.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		27,218.	0.	0.

Form 990-PF | Grants and Contributions Paid During the Year | Statement 13

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
HETLINGER DEVELOPMENTAL SERVICES INC 707 S COMMERICAL EMPORIA, KS 66801	N/A EVERYDAY HEROES CAMPAIGN	PUBLIC CHARITY	5,000.
EMPORIA CHRISTIAN SCHOOL 1325 C OF E DRIVE EMPORIA, KS 66801	N/A ART/MUSIC PROGRAM	PUBLIC CHARITY	1,750.
EMPORIA ARTS COUNCIL 618 MECHANIC EMPORIA, KS 66801	N/A EDUCATIONAL OUTREACH/ARTMOBILE PROGRAM	PUBLIC CHARITY	30,000.
EMPORIA RESCUE MISSION 1119 MERCHANT STREET EMPORIA, KS 66801	N/A FEINSTEIN MATCHING PROGRAM	PUBLIC CHARITY	10,000.
ESU FOUNDATION, INC 1500 HIGHLAND STREET EMPORIA, KS 66801	N/A SCHOLARSHIPS/INDOOR FACILITY FOR BASEBALL/SOFTBALL	PUBLIC CHARITY	66,850.
FLINT HILLS TECHNICAL COLLEGE 3301 W 18TH AVE EMPORIA, KS 66801	N/A SCHOLARSHIPS	POST-SECON EDUCATION FACIL	9,000.
LEARNING CONNECTION OF THE FLINT HILLS 702 COMMERCIAL ST EMPORIA, KS 66801	N/A SNAP BENEFITS PROGRAM/FARMER'S MARKET	PUBLIC CHARITY	8,300.
ST JOSEPH CATHOLIC SCHOOL 307 IOWA OLPE, KS 66865	N/A PAYROLL ASSISTANCE	PUBLIC CHARITY	16,847.

CORNER HOUSE INC 418 MARKET ST EMPORIA, KS 66081	N/A MOTHER CHILD PROJECT	PUBLIC CHARITY	10,000.
EMPORIA COMMUNITY FOUNDATION 527 COMMERCIAL ST EMPORIA, KS 66801	N/A EMPORIA ENERGY SOFTBALL	PUBLIC CHARITY	6,000.
OLPE HIGH SCHOOL 220 W LISTERSCHEID OLPE, KS 66865	N/A SCHOOL NEWSPAPER	PUBLIC SCHOOL	2,000.
Total to Form 990-PF, Part XV, line 3a			165,747.

Emil Babinger Charitable Trust

Description	CUSIP #	Date of Acquistion	Date of Sale	Proceeds	Basis	Gain(Loss)
Short Term Gain (Loss)						
Raymond James Acct # 78435637	see attached	see attached	see attached	-	-	-
Raymond James Acct # 78657826	see attached	see attached	see attached	164,697.96	128,188.71	36,509 25
Raymond James Acct # 78435623	see attached	see attached	see attached	10,830.16	9,411.06	1,419 10
Total Short Term Gain (Loss)				175,528.12	137,599.77	37,928 35
Long Term Gain (Loss)						
Raymond James Acct # 78435637	see attached	see attached	see attached	295,243.16	301,373.21	(6,130 05)
Raymond James Acct # 78657826	see attached	see attached	see attached	101,609.87	84,116.14	17,493 73
Raymond James Acct # 78435623	see attached	see attached	see attached	40,895.50	51,924.84	(11,029 34)
Total Long Term Gain (Loss)				437,748 53	437,414 19	334 34
Return of Principal						
Raymond James Acct # 78435637						
FLHMC REMIC SERIES 2628 AB	31393VMQ1	11/18/2009	various	20,653 70	20,653 70	-
FLHMC REMIC SERIES 2936 PA	31395LZL8	4/22/2008	various	6,294 40	6,294 40	-
FHLMC REMIC SERIES 3151	31396NUKO	3/19/2008	various	10,702 42	10,702 42	-
Total Return of Princial				37,650 52	37,650 52	
Capital Gain Dividends	*Raymond James Acct # 78435623*			55.72	-	55 72
Grand Totals				650,982 89	612,664 48	38,318 41
						(0 00)
Procceeds by Account						
Raymond James Acct # 78435637				332,893 68		
Raymond James Acct # 78657826				266,307.83		
Raymond James Acct # 78435623				51,725 66		
				650,927 17		

Realized Capital Gains/Losses

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
LONG TERM GAIN/LOSS							
31395LZL8/FHLMC REMIC SERIES 2936							
185000.00	04/22/08	03/15/10	1,774.41	1,936.44	0.00	(162.03)	0.00
31396UY38/FHLMC REMIC SERIES 3184							
75000.00	05/28/08	12/21/10	76,968.75	76,063.46	0.00	905.29	0.00
34073NLA6/FLORIDA HSG FIN CORP REV, HS							
10000.00	08/03/06	06/01/10	10,000.00	10,030.60	0.00	(30.60)	0.00
5000.00	08/03/06	12/01/10	5,000.00	5,015.30	0.00	(15.30)	0.00
Security total:			15,000.00	15,045.90	0.00	(45.90)	0.00
504588ED2/LA SALLE CNTY IL SCH DIST NO 1							
75000.00	05/23/06	12/01/10	75,000.00	75,242.91	0 00	(242.91)	0.00
725293QZ0/PITTSBURGH PA URBAN REDEV AUTH							
75000.00	07/05/06	05/03/10	76,500.00	80,437.50	0.00	(3,937.50)	0.00
899154AN8/TULARE CNTY CA PENSION OBLIG,							
50000.00	06/20/06	08/16/10	50,000.00	52,647.00	0.00	(2,647.00)	0.00
Sub-total long term gain/loss:			295,243.16	301,373.21	0.00	(6,130.05)	0.00
Grand total gains/losses:			295,243.16	301,373 21	0.00	(6,130.05)	0.00

Realized Capital Gains/Losses

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
SHORT TERM GAIN/LOSS							
25243Q205/DIAGEO P L C SPON ADR NEW							
67.00	02/06/09	02/03/10	4,476.23	3,704.10	0.00	772.13	0.00
58933Y105/MERCK & COMPANY INCORPORATED							
84.00	06/05/09	04/08/10	3,091.97	2,200.08	0.00	891.89	0.00
724479100/PITNEY BOWES INCORPORATED							
157.00	06/04/10	08/05/10	3,261.96	3,506.88	0.00	(244.92)	0.00
Sub-total short term gain/loss:			**10,830.16**	**9,411.06**	**0.00**	**1,419.10**	**0.00**
LONG TERM GAIN/LOSS							
001204106/AGL RES INCORPORATED							
129.00	10/07/08	04/09/10	4,916.98	3,969.24	0.00	947.74	0.00
055622104/BP PLC SPONSORED ADR							
12.00	08/20/07	05/14/10	559.32	767.40	0.00	(208.08)	0.00
15.00	07/17/07	05/14/10	699.15	1,111.65	0.00	(412.50)	0.00
20.00	04/23/07	05/14/10	932.20	1,385.60	0.00	(453.40)	0.00
83.00	03/02/07	05/14/10	3,868.62	4,989.08	0.00	(1,120.46)	0.00
137.00	03/12/07	05/14/10	6,385.55	8,346.79	0.00	(1,961.24)	0.00
Security total:			**12,444.84**	**16,600.52**	**0.00**	**(4,155.68)**	**0.00**
251566105/DEUTSCHE TELEKOM AG							
43.00	08/20/07	05/07/10	471.50	781.74	0.00	(310.24)	0.00
45.00	04/23/07	05/07/10	493.43	808.65	0.00	(315.22)	0.00
50.00	07/17/07	05/07/10	548.26	931.00	0.00	(382.74)	0.00
599.00	09/05/06	05/07/10	6,568.10	8,711.61	0.00	(2,143.51)	0.00
Security total:			**8,081.29**	**11,233.00**	**0.00**	**(3,151.71)**	**0.00**
25243Q205/DIAGEO P L C SPON ADR NEW							
66.00	02/02/09	02/03/10	4,409.43	3,488.27	0.00	921.16	0.00

Realized Capital Gains/Losses
(continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
LONG TERM GAIN/LOSS							
35177Q105/FRANCE TELECOM							
19.00	08/20/07	05/07/10	371.31	544.80	0.00	(173.49)	0.00
40.00	07/17/07	05/07/10	781 71	1,138.00	0.00	(356.29)	0.00
418.00	06/01/07	05/07/10	8,168.83	13,105.22	0.00	(4,936.39)	0.00
Security total:			9,321.85	14,788.02	0.00	(5,466.17)	0.00
35906A108/FRONTIER COMMUNICATIONS							
29.91	03/04/08	07/07/10	213.66	273.78	0.00	(60.12)	0.00
82.09	02/13/08	07/07/10	586.50	809.70	0.00	(223.20)	0.00
0.10	03/04/08	07/13/10	0.72	0.90	0.00	(0.18)	0.00
Security total:			800.88	1,084.38	0.00	(283.50)	0.00
58933Y105/MERCK & COMPANY INCORPORATED							
25.00	02/06/09	04/08/10	920 23	761.41	0.00	158.82	0.00
Sub-total long term gain/loss:			40,895.50	51,924.84	0.00	(11,029.34)	0.00
Grand total gains/losses:			51,725.66	61,335.90	0.00	(9,610.24)	0.00

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
SHORT TERM GAIN/LOSS							
022205108/ALUMINA LIMITED SPONSORED ADR							
342.00	05/28/09	01/11/10	2,586 82	1,397.75	0.00	1,189.07	0.00
055482103/BJ SVCS COMPANY							
153.00	05/28/09	04/27/10	3,564.00	2,328 48	0 00	1,235.52	0.00
055622104/BP PLC SPONSORED ADR							
59.00	05/28/09	05/07/10	2,895.73	2,879.20	0.00	16.53	0.00
56.00	06/10/10	07/15/10	2,084.28	1,765.60	0 00	318.68	0.00
32.00	06/10/10	07/16/10	1,217.25	1,008 91	0.00	208.34	0.00
21.00	06/10/10	08/04/10	829.11	662 10	0.00	167.01	0.00
87 00	06/15/10	08/04/10	3,434.87	2,706.05	0.00	728.82	0.00
9.00	06/15/10	10/26/10	366.09	279.94	0 00	86.15	0.00
98 00	06/25/10	10/26/10	3,986.26	2,687 99	0.00	1,298.27	0.00
Security total:			14,813.59	11,989.79	0.00	2,823.80	0.00
061874103/BANK EAST ASIA LIMITED							
590.00	05/12/10	09/29/10	2,455.24	2,065.77	0.00	389.47	0.00
74.00	05/13/10	10/21/10	324 11	261.72	0 00	62.39	0.00
180.00	05/12/10	10/21/10	795.87	630.23	0.00	165.64	0.00
385.00	05/13/10	10/21/10	1,702 28	1,361 67	0.00	340.61	0.00
Security total:			5,277.50	4,319.39	0.00	958.11	0.00
067901108/BARRICK GOLD CORPORATION							
58.00	05/28/09	05/07/10	2,495.36	2,154.67	0.00	340 69	0.00
13645T100/CANADIAN PAC RY LIMITED							
36.00	05/28/09	05/11/10	2,086.67	1,389.96	0.00	696.71	0.00
15234Q207/CENTRAIS ELETRICAS BRASILEIRAS							
162.00	05/28/09	01/22/10	3,740.01	2,062.24	0.00	1,677.77	0.00

Realized Capital Gains/Losses
(continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
SHORT TERM GAIN/LOSS							
16945R104/CHINA UNICOM (HONG KONG)							
57.00	02/08/10	06/28/10	774.55	608.10	0.00	166.45	0.00
98.00	10/28/09	06/28/10	1,331.68	1,273 01	0.00	58.67	0.00
Security total:			2,106.23	1,881.11	0.00	225.12	0.00
20854P109/CONSOL ENERGY INCORPORATED							
31.00	05/28/09	03/11/10	1,666.84	1,252.40	0.00	414.44	0.00
251566105/DEUTSCHE TELEKOM AG							
117.00	06/11/09	01/06/10	1,716.35	1,310.30	0.00	406.05	0.00
278642103/EBAY INCORPORATED							
51.00	05/28/09	03/26/10	1,404.01	873.63	0.00	530.38	0.00
29081M102/EMBRAER-EMPRESA BRASILEIRA DE							
51.00	10/30/09	08/02/10	1,382 09	1,088.85	0.00	293.24	0.00
345838106/FOREST LABS INCORPORATED							
43.00	04/09/10	10/21/10	1,430 56	1,209.58	0.00	220.98	0.00
45104G104/ICICI BK LIMITED ADR							
68.00	05/28/09	01/04/10	2,617 32	2,062.44	0.00	554.88	0.00
45.00	05/24/10	08/05/10	1,852.61	1,592.33	0 00	260.28	0.00
Security total:			4,469.93	3,654.77	0.00	815.16	0.00
466295102/JX HLDGS INCORPORATED ADR							
0.95	12/02/09	04/20/10	9.64	7 71	0.00	1.93	0.00
304.00	12/02/09	05/25/10	3,267 97	2,467.89	0.00	800.08	0.00
Security total:			3,277.61	2,475.60	0.00	802.01	0.00
485537302/KAO CORPORATION SPONSORED ADR							
110.00	05/28/09	05/11/10	2,563.15	2,327.60	0.00	235.55	0.00

Realized Capital Gains/Losses
(continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
SHORT TERM GAIN/LOSS							
496902404/KINROSS GOLD CORPORATION COM							
44.00	11/03/09	10/01/10	835.39	793.75	0.00	41.64	0.00
87.00	10/30/09	10/01/10	1,651.78	1,574.69	0.00	77.09	0.00
Security total:			2,487.17	2,368.44	0.00	118.73	0.00
500631106/KOREA ELECTRIC PWR							
97 00	05/29/09	01/22/10	1,698.28	1,115.31	0.00	582.97	0.00
521050104/LAYNE CHRISTENSEN COMPANY							
72.00	08/12/10	12/08/10	2,429 29	1,756.42	0.00	672.87	0.00
532349107/LIHIR GOLD LIMITED SPONSORED							
145.00	05/28/09	04/06/10	5,089.13	3,773.52	0 00	1,315.61	0.00
43 00	05/28/09	04/07/10	1,527.91	1,119.05	0.00	408.86	0.00
55.00	05/21/10	09/21/10	2,537.34	1,752.23	0.00	785.11	0.00
Security total:			9,154.38	6,644.80	0.00	2,509.58	0.00
540424108/LOEWS CORPORATION							
34.00	05/28/09	04/05/10	1,301 56	880.60	0.00	420.96	0.00
46.00	05/28/09	04/23/10	1,750 33	1,191 40	0 00	558 93	0.00
Security total:			3,051.89	2,072.00	0.00	979.89	0.00
559222401/MAGNA INTERNATIONAL							
11 00	05/28/09	05/07/10	791 02	353.38	0.00	437.64	0.00
571748102/MARSH & MCLENNAN COMPANIES							
66.00	07/15/09	03/03/10	1,549 10	1,286.34	0.00	262.76	0.00
71.00	07/15/09	04/23/10	1,753 06	1,383 78	0.00	369.28	0.00
Security total:			3,302.16	2,670.12	0.00	632.04	0.00
594918104/MICROSOFT CORPORATION							
29.00	05/28/09	01/05/10	901.00	594.50	0.00	306.50	0.00

Realized Capital Gains/Losses
(continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
SHORT TERM GAIN/LOSS							
594918104/MICROSOFT CORPORATION (Con't)							
50.00	05/28/09	04/21/10	1,571.98	1,025 00	0.00	546.98	0.00
Security total:			2,472.98	1,619.50	0.00	853.48	0.00
606827202/MITSUI & COMPANY LIMITED ADR							
4 00	01/05/10	12/10/10	1,295.60	1,211.40	0.00	84.20	0.00
62913F201/NII HLDGS INCORPORATED CLASS B							
42 00	05/28/09	01/07/10	1,595 95	847 98	0.00	747.97	0.00
89.00	05/28/09	01/19/10	3,259.49	1,796.91	0.00	1,462.58	0.00
Security total:			4,855.44	2,644.89	0.00	2,210.55	0.00
651191108/NEWCREST MINING LIMITED							
0.92	04/14/10	09/30/10	34.83	29.33	0 00	5.50	0.00
100.00	04/14/10	10/07/10	4,144 50	3,200 61	0.00	943.89	0.00
9.08	04/14/10	11/16/10	368.53	290.74	0.00	77.79	0 00
23.92	09/21/10	11/16/10	970.29	886.46	0.00	83.83	0.00
187.00	09/21/10	12/06/10	7,577.35	6,931 15	0.00	646 20	0.00
Security total:			13,095.50	11,338.29	0.00	1,757.21	0.00
651639106/NEWMONT MINING CORPORATION							
23.00	05/28/09	05/07/10	1,241 75	1,093.18	0.00	148.57	0 00
654445303/NINTENDO LIMITED ADR							
26.00	12/09/09	03/25/10	1,071.68	786.24	0.00	285.44	0.00
654902204/NOKIA CORPORATION SPONSORED							
110.00	05/24/10	09/30/10	1,098.99	1,108.26	0.00	(9.27)	0.00
51.00	05/24/10	10/21/10	569.21	513.83	0.00	55.38	0.00
53.00	06/16/10	10/21/10	591.54	469 04	0.00	122.50	0.00
Security total:			2,259.74	2,091.13	0.00	168.61	0.00

Realized Capital Gains/Losses
(continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
SHORT TERM GAIN/LOSS							
704549104/PEABODY ENERGY CORPORATION							
13.00	05/28/09	01/06/10	658.32	424.65	0.00	233.67	0.00
715684106/P T TELEKOMUNIKASI INDONESIA							
3 00	04/01/10	08/25/10	117.48	108 28	0.00	9.20	0.00
40.00	03/31/10	08/25/10	1,566.38	1,428.84	0.00	137.54	0.00
45 00	04/01/10	09/02/10	1,782 59	1,624.20	0.00	158.39	0.00
Security total:			3,466.45	3,161.32	0.00	305.13	0.00
71646J109/PETROBRAS ARGENTINA S A							
35.00	01/25/10	11/09/10	706.90	587.91	0 00	118.99	0.00
3.00	01/25/10	11/10/10	58.95	50.39	0 00	8.56	0.00
10.00	01/25/10	12/03/10	203.72	167.98	0.00	35 74	0.00
40.00	03/23/10	12/03/10	814.88	647.23	0 00	167.65	0.00
Security total:			1,784.45	1,453.51	0.00	330.94	0.00
75281A109/RANGE RES CORPORATION							
32 00	10/14/10	11/10/10	1,358 35	1,189.17	0.00	169.18	0.00
45.00	10/14/10	12/17/10	1,914 63	1,672.28	0.00	242.35	0.00
46.00	11/05/10	12/17/10	1,957.17	1,795.82	0 00	161 35	0.00
Security total:			5,230.15	4,657.27	0.00	572.88	0.00
780259107/ROYAL DUTCH SHELL PLC							
37 00	02/02/10	06/10/10	1,829.93	2,038.26	0.00	(208.33)	0.00
80105N105/SANOFI AVENTIS							
158.00	05/28/09	01/04/10	6,450.97	4,965.94	0 00	1,485.03	0.00
816078307/SEKISUI HOUSE LIMITED							
240.00	09/09/09	08/18/10	2,177 56	2,198 50	0.00	(20.94)	0.00
832248108/SMITHFIELD FOODS INCORPORATED							
187.00	05/28/09	03/08/10	3,568.51	2,404.60	0.00	1,163.91	0.00

Realized Capital Gains/Losses
(continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
SHORT TERM GAIN/LOSS							
832248108/SMITHFIELD FOODS INCORPORATED (Con't)							
52.00	07/27/10	12/16/10	1,044.30	775.74	0.00	268.56	0.00
Security total:			4,612.81	3,180.34	0.00	1,432.47	0.00
86210M106/STORA ENSO CORPORATION SPON							
456 00	05/28/09	03/24/10	3,174.21	2,699.52	0.00	474 69	0.00
874060205/TAKEDA PHARMACEUTICAL COMPANY							
11.00	11/27/09	08/19/10	252.55	224.16	0.00	28.39	0.00
60.00	11/25/09	08/19/10	1,372.38	1,210 63	0.00	161.75	0.00
90.00	11/27/09	08/19/10	2,058.56	1,834.08	0.00	224.48	0.00
Security total:			3,683.49	3,268.87	0.00	414.62	0.00
876568502/TATA MTRS LIMITED SPONSORED							
141.00	05/28/09	03/03/10	2,461 83	1,404.22	0.00	1,057 61	0.00
878237106/TECH DATA CORPORATION							
65.00	05/28/09	04/27/10	2,806.84	2,024 75	0.00	782.09	0.00
878546209/TECHNIP NEW SPONSORED ADR							
35 00	05/28/09	01/04/10	2,533.86	1,680.00	0 00	853.86	0.00
87971M202/TELUS CORPORATION NON-VTG SHS							
38.00	05/28/09	03/15/10	1,278.26	1,049.18	0 00	229.08	0.00
18.00	10/30/09	05/07/10	645.13	532.21	0 00	112.92	0.00
36.00	05/28/09	05/07/10	1,290.25	993.96	0.00	296.29	0.00
10 00	01/25/10	07/27/10	384.53	302 65	0.00	81.88	0.00
16.00	10/30/09	07/27/10	615.26	473.08	0.00	142.18	0.00
44.00	01/25/10	08/16/10	1,666.63	1,331.68	0 00	334.95	0.00
Security total:			5,880.06	4,682.76	0.00	1,197.30	0.00
881609101/TESORO CORPORATION							
134.00	04/22/10	12/09/10	2,298.81	1,732 59	0.00	566.22	0.00

Realized Capital Gains/Losses
(continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
SHORT TERM GAIN/LOSS							
902494103/TYSON FOODS INCORPORATED CLASS							
42.00	05/28/09	04/05/10	813.70	582.54	0.00	231.16	0.00
907818108/UNION PAC CORPORATION							
63.00	05/28/09	01/11/10	4,249.27	2,867 05	0 00	1,382.22	0 00
33.00	05/28/09	04/23/10	2,542.02	1,501 79	0 00	1,040.23	0 00
Security total:			6,791.29	4,368.84	0.00	2,422.45	0.00
H89231338/UBS AG SHS NEW							
286.00	05/28/09	05/11/10	4,255.63	4,183.61	0.00	72.02	0 00
Sub-total short term gain/loss:			164,697.96	128,188.71	0.00	36,509.25	0.00
LONG TERM GAIN/LOSS							
001084102/AGCO CORPORATION							
80.00	05/28/09	08/06/10	2,923 49	2,204 00	0.00	719.49	0.00
35.00	05/28/09	08/09/10	1,268.72	964.25	0 00	304.47	0.00
32.00	05/28/09	10/14/10	1,353.89	881.60	0.00	472.29	0.00
30.00	05/28/09	12/07/10	1,456.99	826 50	0 00	630.49	0.00
Security total:			7,003.09	4,876.35	0.00	2,126.74	0.00
007924103/AEGON N V NY REGISTRY SH							
325.00	05/28/09	07/29/10	1,962.08	2,050 43	0 00	(88.35)	0.00
013817101/ALCOA INCORPORATED							
112.00	06/22/09	12/07/10	1,605.00	1,143 50	0.00	461.50	0.00
150.00	05/28/09	12/07/10	2,149.56	1,360.32	0.00	789.24	0.00
Security total:			3,754.56	2,503.82	0.00	1,250.74	0.00
023608102/AMEREN CORPORATION							
27.00	05/28/09	08/30/10	748.59	629.37	0.00	119.22	0.00

Realized Capital Gains/Losses
(continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
LONG TERM GAIN/LOSS							
023608102/AMEREN CORPORATION (Con't)							
121.00	05/28/09	09/01/10	3,492 74	2,820.50	0.00	672.24	0.00
Security total:			4,241.33	3,449.87	0.00	791.46	0.00
046353108/ASTRAZENECA PLC							
3.00	03/26/09	07/23/10	146.59	99.31	0.00	47.28	0 00
32.00	05/28/09	07/23/10	1,563.64	1,302 40	0 00	261.24	0.00
Security total:			1,710.23	1,401.71	0.00	308.52	0.00
055622104/BP PLC SPONSORED ADR							
20.00	01/08/09	01/21/10	1,195.63	972 14	0.00	223.49	0.00
24.00	11/21/08	01/21/10	1,434.76	984 72	0.00	450.04	0.00
10.00	01/08/09	05/07/10	490 80	486 07	0.00	4.73	0.00
Security total:			3,121.19	2,442.93	0.00	678.26	0.00
067901108/BARRICK GOLD CORPORATION							
26 00	05/28/09	12/06/10	1,407.65	965.88	0.00	441.77	0.00
13321L108/CAMECO CORPORATION							
60 00	05/28/09	10/06/10	1,710 78	1,599.48	0.00	111.30	0.00
107.00	05/28/09	11/09/10	3,984.72	2,852.40	0.00	1,132.32	0.00
Security total:			5,695.50	4,451.88	0.00	1,243.62	0.00
16945R104/CHINA UNICOM (HONG KONG)							
142.00	05/28/09	06/28/10	1,929 57	1,750.78	0.00	178.79	0.00
20441A102/COMPANHIA DE SANEAMENTO BASICO							
23.00	05/28/09	06/30/10	966.20	721 05	0.00	245.15	0 00
18.00	05/28/09	12/10/10	893.41	564 30	0.00	329.11	0.00
Security total:			1,859.61	1,285.35	0.00	574.26	0.00
278642103/EBAY INCORPORATED							
43 00	05/28/09	09/24/10	1,061 78	736.59	0 00	325.19	0.00

Realized Capital Gains/Losses
(continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
LONG TERM GAIN/LOSS							
278642103/EBAY INCORPORATED (Con't)							
37.00	05/28/09	10/20/10	949.40	633.81	0 00	315.59	0.00
43.00	05/28/09	10/21/10	1,176.46	736.59	0.00	439.87	0.00
36.00	05/28/09	10/26/10	1,032.82	616.68	0.00	416.14	0.00
Security total:			4,220.46	2,723.67	0.00	1,496.79	0.00
29082A107/EMBRAER S A SP ADR REP 4 COM							
6.00	11/16/09	12/16/10	178.38	125.91	0.00	52 47	0 00
20.00	10/30/09	12/16/10	594.61	427.00	0.00	167.61	0.00
Security total:			772.99	552.91	0.00	220.08	0.00
294821608/ERICSSON L M TEL COMPANY ADR B							
315.00	10/13/08	06/16/10	3,509.04	2,126.25	0 00	1,382.79	0.00
38059T106/GOLD FIELDS LIMITED NEW							
117.00	05/28/09	12/03/10	2,114.27	1,515.03	0.00	599.24	0.00
501044101/KROGER COMPANY							
54.00	06/28/07	12/01/10	1,291.65	1,539.00	0 00	(247.35)	0.00
532349107/LIHIR GOLD LIMITED SPONSORED							
195.00	05/28/09	09/21/10	8,996.03	5,074.74	0.00	3,921.29	0.00
559222401/MAGNA INTERNATIONAL							
36.00	05/28/09	07/09/10	2,459.05	1,156.50	0.00	1,302.55	0.00
651639106/NEWMONT MINING CORPORATION							
36.00	05/28/09	06/10/10	2,019.56	1,711.06	0.00	308.50	0.00
704549104/PEABODY ENERGY CORPORATION							
34.00	05/28/09	11/03/10	1,814.20	1,110.62	0.00	703 58	0.00
69.00	05/28/09	12/13/10	4,315.25	2,253.90	0.00	2,061 35	0.00
Security total:			6,129.45	3,364.52	0.00	2,764.93	0.00

Realized Capital Gains/Losses
(continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
LONG TERM GAIN/LOSS							
71646E100/PETROCHINA COMPANY LIMITED							
9.00	05/28/09	10/22/10	1,130.31	1,032.12	0.00	98.19	0.00
780259107/ROYAL DUTCH SHELL PLC							
52.00	05/28/09	06/10/10	2,571 79	2,792.92	0.00	(221.13)	0.00
816078307/SEKISUI HOUSE LIMITED							
411 00	05/28/09	08/18/10	3,729.06	3,962.04	0.00	(232.98)	0.00
82823L106/SILVER STD RES INCORPORATED							
85.00	05/28/09	11/04/10	2,133.02	1,963.33	0.00	169.69	0.00
39.00	05/28/09	11/09/10	1,065.53	900.82	0.00	164.71	0.00
Security total:			**3,198.55**	**2,864.15**	**0.00**	**334.40**	**0.00**
832248108/SMITHFIELD FOODS INCORPORATED							
72.00	05/28/09	09/16/10	1,226.13	925.83	0.00	300.30	0.00
103.00	05/28/09	12/16/10	2,068.52	1,324.46	0.00	744.06	0.00
Security total:			**3,294.65**	**2,250.29**	**0.00**	**1,044.36**	**0.00**
852061100/SPRINT NEXTEL CORPORATION COM							
76.00	04/24/07	03/24/10	301 71	1,528.36	0.00	(1,226.65)	0 00
135.00	04/04/06	03/24/10	535.94	3,232.88	0.00	(2,696.94)	0.00
230.00	04/04/06	03/24/10	933.99	5,507.86	0.00	(4,573.87)	0.00
Security total:			**1,771.64**	**10,269.10**	**0.00**	**(8,497.46)**	**0.00**
881609101/TESORO CORPORATION							
36.00	08/12/09	11/05/10	492.42	455.74	0.00	36.68	0 00
80.00	05/28/09	11/05/10	1,094 26	1,361.60	0.00	(267.34)	0.00
12.00	08/13/09	12/09/10	205.86	155.28	0.00	50.58	0.00
104.00	08/12/09	12/09/10	1,784.15	1,316.60	0.00	467.55	0.00
Security total:			**3,576.69**	**3,289.22**	**0.00**	**287.47**	**0.00**

Realized Capital Gains/Losses
(continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
LONG TERM GAIN/LOSS							
900111204/TURKCELL ILETISIM HIZMETLERI							
70.00	05/28/09	09/17/10	1,162.34	872.19	0.00	290.15	0 00
902494103/TYSON FOODS INCORPORATED CLASS							
73.00	02/26/09	03/24/10	1,345.44	593.98	0.00	751.46	0.00
60.00	02/26/09	04/05/10	1,162.43	488.21	0 00	674.22	0.00
161.00	05/28/09	12/09/10	2,808.22	2,233.05	0.00	575.17	0.00
Security total:			5,316.09	3,315.24	0.00	2,000.85	0.00
907818108/UNION PAC CORPORATION							
69.00	05/28/09	06/16/10	5,228.18	3,140.11	0.00	2,088.07	0.00
915436109/UPM KYMMENE CORPORATION							
186.00	05/28/09	09/27/10	2,998 95	1,726.08	0.00	1,272.87	0.00
92857W209/VODAFONE GROUP PLC NEW							
40.00	04/04/06	02/24/10	879.99	976.00	0.00	(96.01)	0.00
110.00	04/04/06	03/31/10	2,554.32	2,684.00	0 00	(129 68)	0.00
Security total:			3,434.31	3,660.00	0.00	(225.69)	0.00
Sub-total long term gain/loss:			101,609.87	84,116.14	0.00	17,493.73	0.00
Grand total gains/losses:			266,307.83	212,304.85	0.00	54,002.98	0.00

Emil Babinger Charitable Trust

Investment Description	12/31/2009 Book Value	12/31/2010 Book Value	12/31/2010 Fair Market Value
ABBOTT LABS	-	5,105 23	4,934 73
AEGON NV	2,050.43	-	-
AETNA INCORPORATED	3,324 18	9,187 13	9,763.20
AGCO CORPORATION	6,143 65	2,299.45	4,103 46
AGL RES INC	3,969.24	-	-
ALCOA INCORPORATED	2,503.82	-	-
ALLIANZ SE	-	2,552.44	2,959.63
ALTRIA GROUP INC	10,768.87	10,988 38	12,580 82
ALUMINA LIMITED SPON ADR	1,397.75	-	-
AMEREN CORPORATION	3,449.87	-	-
AMERICAN FORK CITY UT - 5.07%	49,121 50	49,121 50	52,992 50
AMGEN INCORPORATED	4,719 39	4,719.39	4,721 40
ANGLOGOLD ASHANTI LIMITED	2,753 30	3,571 99	4,381.47
ARCHER DANIELS MIDLAND COMPANY	-	4,517 10	4,572.16
ASTRAZENECA PLC	1,401 71	-	-
AT&T	18,634.23	19,058 58	16,981 64
BARRICK GOLD CORPORATION	11,899 80	10,256 51	14,996 76
BCE INCORPORATED	6,401.74	8,498 98	14,148 54
BJ SVCS COMPANY	2,328 48	-	-
BP PLC	16,600 52	-	-
BP PLC SPONSORED ADR	5,322 13	-	-
BRISTOL MEYERS SQUIBB	19,082 78	19,330 64	17,794 56
CAMECO CORPORATION	7,037.71	7,274 63	11,306 40
CANADIAN PAC RY LIMITED	1,389 96	-	-
CARREFOUR SA ADR	-	1,883 00	1,837 49
CEMEX SAB DE CV	-	1,735 03	2,345 49
CENTRAIS ELECTRICAS BRASILEIRAS SA SPON	3,424 34	3,435 46	3,423 75
CENTRAIS ELECTRICAS BRASILEIRAS SA SPON PFD	2,749 48	2,749 48	3,748 50
CENTURYLINK INC	4,230 07	10,647 08	14,220 36
CHESAPEAKE ENERGY CORPORATION	1,439 10	7,703 89	8,990 77
CHEVRON	10,461 00	10,963 20	14,965 00
CHINA UNICOM	3,023.79	-	-
CINCINNATI FINANCIAL CORPORATION	-	5,597 81	6,654 90
COCA COLA COMPANY	8,402 27	8,759 27	13,285 54
COMPANHIA DE SANEAMENTO BASICO	1,912 35	627 00	1,057 60
CONOCOPHILLIPS	6,211.66	9,594.85	13,211 40
CONOCOPHILLIPS	4,176 26	6,766 31	6,741.90
CONSOL ENERGY INCORPORATED	1,252 40	-	-
CONSOLIDATED EDISON INCORPORATED	-	4,082 74	4,560.44
DAIWA SECS GROUP INCOPORATED	4,118 69	7,583.06	8,127 86
DEUTCHSE TELEKOM AG	3,217 02	1,906 72	2,181 79
DEUTSCHE TELEKOM AG	11,233 00	-	-
DIAGEO PLC	7,192.37	-	-
DOMINION RES INC	12,727.41	13,131.78	15,165 60
DUKE ENERGY CORPORATION	13,131.76	13,450.18	12,467.00
EBAY INCORPORATED	4,008 42	1,318 45	1,808.95
ELECTRICITE DE FRANCE ADR	2,077.75	12,455.76	11,406 32
ELI LILLY & CO	13,324 79	13,660.31	13,665.60
EMBRAER-EMPRESA BRASILEIRA	2,481 16	1,462.99	1,969.80
ERICSSON LM TEL COMPANY	2,126 25	-	-
FEDERAL FARM CREDIT DEBENTURE 5 25%	74,791.50	74,791.50	82,034 25
FHLMC REMIC SERIES 2628 AB 4 5% 6/15/2018	70,336 24	49,641 24	49,957.86
FHLMC REMIC SERIES 2685 ND 4 00% 10/15/2018	82,154 03	82,154 03	84,356.00
FHLMC REMIC SERIES 2841 BY 5.00% 8/15/2019	-	53,496 53	54,151.50

Emil Babinger Charitable Trust

Investment Description	12/31/2009 Book Value	12/31/2010 Book Value	12/31/2010 Fair Market Value
FHLMC REMIC SERIES 2936PA 5.00% 11/15/2024	8,261.58	-	-
FHLMC REMIC SERIES 2943HE 5% 03/15/2033	49,930.10	50,005.92	53,112.00
FHLMC REMIC SERIES 3151UE 5.5% 08/15/2030	40,128.06	29,468 25	29,154.13
FHLMC REMIC SERIES 3184PC 5.5% 08/15/2032	75,643.48	-	-
FLORIDA HSG FIN CORP 5 85% 12/01/2013	70,214 20	55,168 30	56,349 70
FNMA REMIC TRUST 2005-15 EC 5.00% 10/25/2033	75,926 10	75,926.10	80,850 75
FOREST LABS	-	2,334.78	2,654.34
FRANCE TELECOM	14,788 02	-	-
FRESH DEL MONTE PRODUCE INCORPORATED	-	5,513.09	6,462.05
GAZPROM O A O SPON ADR	1,375.55	9,462 94	10,950 00
GENERAL ELECTRIC COMPANY 5 25% 12/6/2017	-	56,341.00	54,004 50
GLAXOSMITHKLINE	14,989 81	18,596 52	16,393 96
GOLD FIELDS LIMITED	5,516 27	5,563 33	7,832 16
GUOCO GROUP LIMITED ADR	2,726.47	3,809 96	5,726 64
HCP INCORPORATED REIT	3,650 09	7,875 46	9,418 24
HEALTH CARE REIT INCORPORATED	3,689 06	6,444 58	6,955.44
HEINZ HJ CO	13,222 50	14,087 40	15,085 30
HOSPITALITY PROPERTIES TRUST REIT	-	5,248 60	4,677.12
ICICI BK LIMITED ADR	2,062 44	-	-
IMPALA PLATINUM HLDGS	2,661 75	2,661 75	4,119.92
INDIANA BD BK REV 5.59% 01/15/2012	68,989 90	68,989 90	73,402 70
JOHNSON & JOHNSON	10,644 32	11,023.28	11,751.50
JOHNSTOWN PA 4.62% 08/15/2012	72,861 75	72,861 75	78,857 25
KAO CORPORATION	5,290.00	2,962 40	3,776 78
KIMBERLY CLARK CORP	17,782 77	18,378 75	18,218 56
KINROSS GOLD CORPORATION	3,090 04	4,752 05	5,441 52
KIRIN HLDGS COMPANY	1,978 69	3,163 32	3,538 84
KOREA ELECTRIC PWR	4,022 74	5,886 17	6,376 72
KROGER COMPANY	7,527.04	5,988 04	6,171 36
KT CORPORATION	-	1,689 77	1,872 00
LA SALLE CTY IL 7 50% 12/01/2010	76,921 29	-	-
LIHIR GOLD LIMITED	9,967 31	-	-
LILLY ELI & COMPANY	-	7,945.92	8,129 28
LOCKHEED MARTIN CORPORATION	-	8,667 78	8,389 20
LOEWS CORPORATION	2,072 00	-	-
LORILLARD INCORPORATED	3,625.86	3,625 86	3,856 82
MAGNA INTERNATIONAL	1,509.88	-	-
MARSH & MCLENNAN COMPANIES INCORPORATED	2,670 12	-	-
MCDONALDS CORPORATION	9,075.21	9,302 01	12,895.68
MENASHA WIS 4 25% 09/01/2011	65,721 60	65,721.60	69,599 60
MERCK & COMPANY	2,961.49	-	-
MICROSOFT CORPORATION	2,767.50	1,148.00	1,562.96
MISTUI & COMPANY LIMITED	-	3,510 38	3,932 64
MS&AD INS GROUP HOLDINGS	-	5,228 16	5,331 63
MTN GROUP LIMITED	-	1,744.34	2,539 75
NEW YORK COMMUNITY BANCORP INC	-	6,483 34	7,577 70
NEWCREST MINING LIMITED	-	3,521 17	3,938 04
NEWMONT MINING CORPORATION	10,885 37	10,714 66	13,883 18
NEXEN INCORPORATED	-	1,861.35	1,969 40
NII HLDINGS INCORPORATED	2,644 89	-	-
NINTENDO LIMITED ADR	2,419 19	5,487.99	6,353 77
NIPPON OIL CORPORATION	2,475 60	-	-
NIPPON TELEG & TEL CORPORATION	11,589 71	11,589.71	12,938 16
NOKIA CORPORATION	-	1,451.38	1,692 48

Emil Babinger Charitable Trust

Investment Description	12/31/2009 Book Value	12/31/2010 Book Value	12/31/2010 Fair Market Value
NTT DOCOMO INC	2,883.83	2,883 83	3,466 58
OJSC POLYUS GOLD	-	7,763.33	8,629 80
ONEIDA CNTY NY 4 987% 8/1/2017	45,000.00	45,000.00	47,899.80
P T TELEKOMUNIKASI INDONESIA	-	3,723.79	3,849 66
PEABODY ENERGY CORPORATION	3,789.17	-	-
PETROBRAS ARGENTINA SA	-	2,275.81	3,772.34
PETROCHINA COMPANY	2,752 32	1,720.20	1,972 35
PETROLEO BRASILEIRO SA	-	4,662 77	5,398 86
PFIZER INCORPORATED	7,542 97	9,546 30	9,035 16
PHILIP MORRIS INTL	15,125 86	15,295 45	18,378.42
PITTSBURGH PA 7 68% 05/01/2011	80,437.50	-	-
PRIVATE EXPORT FUNDING 4 55% 05/15/2015	94,747.00	94,747.00	110,532 00
PROCTER & GAMBLE COMPANY	5,624 42	5,810 66	7,848 26
PROGRESS ENERGY INC	13,669.99	13,803.46	13,261 40
REYNOLDS AMERICAN INC	7,847 07	8,022 63	9,133 60
ROYAL DUTCH SHELL	10,940.00	14,731 49	18,534 26
ROYAL DUTCH SHELL PLC	2,792 92	-	-
SANOFI AVENTIS SPONSORED	4,965 94	-	-
SAP AG SPON ADR	1,530 18	1,530 18	1,670 13
SCANA CORPORATION NEW	4,218 98	4,464 62	4,547 20
SEKISUI HOUSE LIMITED SPONSORED	6,160 54	-	-
SENIOR HOUSING PROPERTIES TRUST REIT	-	4,083 49	3,883 38
SEVEN & I HLDGS COMPANY	6,233 82	6,945.02	7,866 12
SHAW GROUP INCORPORATED	-	1,888 78	2,053 80
SHIN ETSU CHEMICAL COMPANY	-	3,699 79	3,906 07
SILVER STD RES INCORPORATED	3,025 84	1,245.24	2,031 84
SINGAPORE TELECOMMUNICATIONS LIMITED	-	3,967 90	3,928 49
SK TELECOM LIMITED	-	1,766 12	1,825 74
SMITHFIELD FOODS INCORPORATED	4,654 89	-	-
SOUTHERN COMPANY	17,242.50	17,693 94	19,000 31
SPRINT NEXTEL CORPORATION	10,269 10	-	-
STATOIL ASA NTS ISIN 3 125% 8/17/2017	-	74,836 50	74,268 00
STATOIL ASA SPONSORED ADR	4,182 72	8,799 17	8,604 74
STORA ENSO CORPORATION	2,699 52	-	-
SUMITOMO TR & BKG LIMITED	4,655 29	7,427 06	9,090.72
SUNCOR ENERGY INCORPORATED	-	6,709 43	8,385 51
TAKEDA PHARMACEUTICAL COMPANY	3,268 87	-	-
TAT MTRS LIMITED	1,404 22	-	-
TECH DATA CORPORATION	2,024 75	-	-
TECHNIP NEW SPONSORED	1,680 00	-	-
TELECOM ITALIA SPA NEW	2,073 03	2,073.03	2,286.46
TELEFONICA SA SPON	5,858.27	6,095 09	4,926 24
TELUS CORPORATION	3,048.43	-	-
TENN VALL AUTH 6 79%	66,835 26	66,835.26	66,207.57
TESORO CORPORATION	3,289 22	5,908.92	8,472 78
THE WASHINGTON POST COMPANY 7.25% 2/1/2019	-	68,178 60	68,230 80
TOTAL S A	9,927 45	10,248 63	10,000 76
TULARE CNTY CA 7 31% 08/15/2010	52,647 00	-	-
TURKCELL ILETISM HIZMETLERI SPON	1,682 09	2,236.42	2,740.80
TYSON FOODS INC	5,423.47	3,274 94	3,840 06
UBS AG	4,183 61	-	-
UNILEVER PLC	4,507 32	6,669 19	8,800 80
UNION PAC CORPORATION	7,508 95	-	-
UNIV SOUTHN CAL 5 87% 01/01/2014	75,587.25	75,587.25	82,326.00

Emil Babinger Charitable Trust

Investment Description	12/31/2009 Book Value	12/31/2010 Book Value	Fair Market Value
UPM KYMMENE CORPORATION	2,737 60	1,011 52	1,933.12
US TREAS BONDS 4 5% 05/15/2017	83,953 43	83,953.43	83,918 25
US TREAS NOTES OID 4 25% 11/15/2013	52,375 20	52,375.20	54,707 00
VERIZON COMMUNICATIONS INC	17,486 84	16,797.98	17,138 62
VODAFONE GROUP PLC	11,124.20	14,607.04	15,811 12
VODAFONE GROUP PLC NEW	3,660.00		
WAL MART STORES INCORPORATED	6,187.39	8,137 14	8,736 66
WASH ST UNIV 5.77% 10/01/2015	75,000 00	75,000 00	83,269 50
WESTERN DIGITAL	-	3,777 56	4,508 70
WINDSTREAM CORP	6,754 70	6,901 58	6,621 50
BASIS ADJUSTMENTS		420.58	
	2,188,004 84	2,133,420 00	2,293,567.99

Form **8868** (Rev. January 2011)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print

File by the due date for filing your return See instructions

Name of exempt organization: EMIL BABINGER CHARITABLE TRUST

Employer identification number: 48-1061932

Number, street, and room or suite no. If a P.O box, see instructions.
P.O. BOX 807

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
EMPORIA, KS 66801

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ESB FINANCIAL 801 MERCHANT - EMPORIA, KS 66801
  Telephone No. ▶ 620-342-5527 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 2011 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2010 or
▶ [ ] tax year beginning ______ , and ending ______ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 3,433.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 1,040.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 2,393.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.