Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

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

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

Name of foundation
THE BILL BASS FOUNDATION
C/O GRIFFITH & JACOBSON, LLC

A Employer identification number
61-6314816

Number and street (or P O box number if mail is not delivered to street address)
55 WEST MONROE STREET

Room/suite
3550

B Telephone number (see page 10 of the instructions)
(312) 236-6110

City or town, state, and ZIP code
CHICAGO, IL 60603-5000

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 ▶ [ ]

H Check type of organization: [X] 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) ▶ $ 15,337,866.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	0.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	250,726.	261,175.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-960.			
	b Gross sales price for all assets on line 6a 4,682,873.				
	7 Capital gain net income (from Part IV, line 2)				
	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)	149,170.	146,039.		ATCH 2
	12 **Total** Add lines 1 through 11	398,936.	407,214.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	150,000.	75,000.		75,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 3	15,011.	0.	0.	15,011.
	b Accounting fees (attach schedule) ATCH 4	9,725.	0.	0.	9,725.
	c Other professional fees (attach schedule) *	75,131.	75,131.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	3,888.	4,181.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	115.	4,091.		115.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	253,870.	158,403.	0.	99,851.
	25 Contributions, gifts, grants paid	739,500.			739,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	993,370.	158,403.	0.	839,351.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-594,434.			
	b **Net investment income** (if negative, enter -0-)		248,811.		
	c **Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions. *ATCH 5 JSA ** ATCH 6 Form **990-PF** (2010)

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	-38,412.	-12,724.	-12,724.
2	Savings and temporary cash investments	139,194.	516,029.	516,029.
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) ATCH 8	14,341,382.	13,329,793.	14,822,721.
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 ▶ ATCH 9)	-2,834.	11,840.	11,840.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	14,439,330.	13,844,938.	15,337,866.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶ ATCH 10)	0.	42.	
23	**Total liabilities** (add lines 17 through 22)	0.	42.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
27	Capital stock, trust principal, or current funds	14,439,330.	13,844,896.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	14,439,330.	13,844,896.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	14,439,330.	13,844,938.	

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	14,439,330.
2	Enter amount from Part I, line 27a	2	-594,434.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,844,896.
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	13,844,896.

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 SCHEDULE			
b				
c				
d				
e				

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	-25,508.
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	1,011,844.	13,892,449.	0.072834
2008	922,788.	18,562,999.	0.049711
2007	238,408.	20,155,159.	0.011829
2006	72,428.	3,479,479.	0.020816
2005	0.	3,097,301.	0.000000

2	**Total** of line 1, column (d)	2	0.155190
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	0.031038
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	14,030,765.
5	Multiply line 4 by line 3	5	435,487.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,488.
7	Add lines 5 and 6	7	437,975.
8	Enter qualifying distributions from Part XII, line 4	8	839,351.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	2,488.
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	2,488.
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	2,488.
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 1,020.		
b	Exempt foreign organizations-tax withheld at source	6b 0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c 3,500.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d O.R. Overpayment (3,462)		7	1,058
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	1,430
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ IL,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ LOUIS A. RASCIA, TRUSTEE Telephone no ▶ (312)236-8110
Located at ▶ 55 WEST MONROE STREET CHICAGO, IL ZIP + 4 ▶ 60603-5000

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

			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		
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 5b

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b 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? 7b No: X

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
ATTACHMENT 11		150,000.	-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				

Total number of other employees paid over $50,000 ▶

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
ATTACHMENT 12		75,131.
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 N/A	
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	13,431,657.
b	Average of monthly cash balances	1b	812,774.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	14,244,431.
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	0.
3	Subtract line 2 from line 1d	3	14,244,431.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	213,666.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,030,765.
6	**Minimum investment return.** Enter 5% of line 5	6	701,538.

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	701,538.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,488.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,488.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	699,050.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	699,050.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	699,050.

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	839,351.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	839,351.
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	2,488.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	836,863.

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 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				699,050.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			574,490.	
b Total for prior years 20 08 ,20 07 ,20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009 . . . . . . 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 839,351.				
a Applied to 2009, but not more than line 2a			574,490.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				264,861.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
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				434,189.
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)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010 . . . 0.				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

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 ▶ [X] 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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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				
ATTACHMENT 13				
Total . . . . . . ▶ **3a**				739,500.
b Approved for future payment				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	250,726.	
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	-960.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 14				149,170.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				398,936.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 398,936.

(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)

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		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

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

Melinda Jacobson — Signature of officer or trustee | 7-2-13 — Date | Co-Trustee — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ELLIOTT FRIEDMAN		7/1/13		P00082764

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

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE STATEMENT ATTACHED: TAXABLE FIXED IN PROPERTY TYPE: SECURITIES				P	VAR	VAR
1,230,375.		1,207,277.					23,098.	
		SEE STATEMENT ATTACHED: TAXABLE FIXED IN PROPERTY TYPE: SECURITIES				P	VAR	VAR
1,616,040.		1,612,050.					3,990.	
		SEE STATEMENT ATTACHED: ALETHEIA SHORT T PROPERTY TYPE: SECURITIES				P	VAR	VAR
103,147.		98,772.					4,375.	
		SEE STATEMENT ATTACHED: ALETHEIA LONG TE PROPERTY TYPE: SECURITIES				P	VAR	VAR
257,269.		290,330.					-33,061.	
		300,000 SHS EKSPORTFINANS ASA LNK PROPERTY TYPE: SECURITIES				P	10/26/2009	02/04/2010
296,556.		300,614.					-4,058.	
		33.082 SHS GS INVESTMENT GR CR SEPARATE PROPERTY TYPE: SECURITIES				P	03/31/2010	04/12/2010
303.		302.					1.	
		22.855 SHS GS MORTGAGES SEPARATE A/C INS PROPERTY TYPE: SECURITIES				P	03/31/2010	04/12/2010
229.		228.					1.	
		2850 SHS ISHARES S&P GLOBAL TELECOM SECT PROPERTY TYPE: SECURITIES				P	03/09/2010	10/07/2010
165,800.		149,839.					15,961.	
		8000 SHS TECHNOLOGY SELECT INDEX SPDR PROPERTY TYPE: SECURITIES				P	05/19/2009	04/21/2010
190,597.		140,840.					49,757.	
		42,674.25 SHS GOLDMAN SACHS HIGH YIELD I					03/23/2007	03/09/2010
300,000.		350,514.					-50,514.	
		100,000 UNITS AOL TIME WARNER INC 6.875% PROPERTY TYPE: SECURITIES				P	03/25/2010	07/14/2010
110,000.		108,818.					1,182.	
		50,000 UNITS BP CAPITAL MARKETS PLC 3.87 PROPERTY TYPE: SECURITIES				P	03/16/2010	06/16/2010
43,000.		52,204.					-9,204.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		50,000 UNITS PB CAPITAL MARKETS PLC 3.87 PROPERTY TYPE: SECURITIES				P	03/16/2010	06/17/2010
44,375.		52,203.					-7,828.	
		100,000 UNITS DRAFT FOODS INC CPN 5.625% PROPERTY TYPE: SECURITIES				P	03/17/2010	09/24/2010
105,010.		104,323.					687.	
		100,000 UNITS TYCO INTL FINANCE SA 6.375 PROPERTY TYPE: SECURITIES				P	04/07/2010	05/28/2010
107,482.		106,458.					1,024.	
		100,000 UNITS VERIZON WIRELESS CAP LLC 5 PROPERTY TYPE: SECURITIES				P	03/23/2010	09/24/2010
112,690.		109,061.					3,629.	
		FROM PARTNERSHIP K-1 PROPERTY TYPE: OTHER				P		
							-24,548.	
TOTAL GAIN (LOSS)							-25,508.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS-DIVIDENDS	215,637.	215,637.
GOLDMAN SACHS-OID	641.	641.
GOLDMAN SACHS-INTEREST	62,818.	62,818.
GOLDMAN SACHS-INTEREST (CHECKING)	40.	40.
GOLDMAN SACHS-AMORTIZATION PREM/DISC	-36,274.	-36,274.
GOLDMAN SACHS-PURCHASE/SOLD INTEREST	7,864.	7,864.
FROM PSHP K-1		10,449.
TOTAL	250,726.	261,175.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WHITEHALL PAR GLOBAL REAL ESTATE LP	6,135.	3,004.
GS LIBERTY HARBOR OFFSHORE- DISTRIBUTION	143,035.	143,035.
TOTALS	149,170.	146,039.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
HARRISON & HELD LLP	3,200.			3,200.
GRIFFITH & JACOBSON LLC	11,811.			11,811.
TOTALS	15,011.	0.	0.	15,011.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FRIEDMAN & HUEY ASSOCIATES	9,725.			9,725.
TOTALS	9,725.	0.	0.	9,725.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES	72,131.	72,131.
ANNUAL CUSTODY FEES	3,000.	3,000.
TOTALS	75,131.	75,131.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		3,888.	4,181.
	TOTALS	3,888.	4,181.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
IL FILING FEES	115.		115.
FROM PARTNERSHIP K-1		4,091.	
TOTALS	115.	4,091.	115.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BALANCED ADVISORY - SEE STMT	9,508,382.	10,616,314.
ALETHEIA ACG - SEE STMT	540,377.	674,485.
GSAM TFI - SEE STMT	295.	0.
WHITEHALL PARALLEL GLOBAL	358,172.	338,033.
GS MEZZANINE PARTNERS	468,844.	666,296.
CORP FIXED INCOME - SEE STMT	2,453,723.	2,527,593.
TOTALS	13,329,793.	14,822,721.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PURCHASE INTEREST	-2,834.	-2,834.
DIVIDENDS RECEIVABLE	14,674.	14,674.
TOTALS	11,840.	11,840.

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		ENDING BOOK VALUE
FOREIGN TAX PAYABLE		42.
	TOTALS	42.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
MELINDA JACOBSON 55 W. MONROE ST., SUITE 3550 CHICAGO, IL 60603	CO-TRUSTEE - PART TIME	75,000.
MARC SCHWARTZ C/O HARRISON & HELD 333 WEST WACKER DR SUITE 1700 CHICAGO, IL 60606-1247	CO-TRUSTEE - PART TIME	75,000.
LOUIS A. RASCIA 55 WEST MONROE ST., SUITE 3550 CHICAGO, IL 60603	CO-TRUSTEE - PART TIME	0.
	GRAND TOTALS	150,000.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 12

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
GOLDMAN SACHS 71 S WACKER DRIVE CHICAGO, IL 60606	INVESTMENT SERVICES	75,131.
	TOTAL COMPENSATION	75,131.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF ILLINOIS FOUNDATION 1305 W GREEN ST URBANA, IL 61801-2962	NONE PUBLIC	GENERAL	120,000.
JEWISH UNITED FUND OF METROPOLITAN CHICAGO 30 S WELLS STREET, SUITE 4049 CHICAGO, IL 60606	NONE PUBLIC	GENERAL	110,000.
NORTHWESTERN UNIVERSITY 750 N LAKE SHORE DR , 9TH FLOOR CHICAGO, IL 60611-3078	NONE PUBLIC	GENERAL	25,000
CHILDRENS BRITTLE BONE FOUNDATION 1101 LINCOLN AVE SOUTH HIGHLAND PARK, IL 60035	NONE PUBLIC	GENERAL	7,500.
AMERICAN CANCER SOCIETY 255 N MICHIGAN AVE , SUITE 1210 CHICAGO, IL 60601	NONE PUBLIC	GENERAL	5,000
CHICAGO LEGAL CLINIC 2938 E. 91ST STREET CHICAGO, IL 60617	NONE PUBLIC	GENERAL	35,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EQUESTRIAN CONNECTION, NFP 872 S MILWAUKEE ROAD, UNIT 273 LIBERTYVILLE, IL 60048	NONE PUBLIC	GENERAL	5,000
JEWISH COUNCIL FOR YOUTH SERVICES 100 N LASALLE, SUITE 400 CHICAGO, IL 60602	NONE PUBLIC	GENERAL	7,500
JUVENILE DIABETES RESEARCH FOUNDATION 500 N DEARBORN, SUITE 305 CHICAGO, IL 60610	NONE PUBLIC	GENERAL	10,000
LOYOLA ACADEMY ANNUAL FUND 1100 LARAMIE AVENUE WILMETTE, IL 60091	NONE PUBLIC	GENERAL	10,000
PKD FOUNDATION 9221 WARD PARKWAY, SUITE 400 KANSAS CITY, MO 64114-3367	NONE PUBLIC	GENERAL	25,000
THE RORY DAVID DEUTSCH FOUNDATION P O BOX 547 HIGHLAND PARK, IL 60035	NONE PUBLIC	GENERAL	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDREN'S MEMORIAL FOUNDATION 2300 NORTH CHILDREN'S PLAZA #4 CHICAGO, IL 60614	NONE PUBLIC	GENERAL	25,000
CHICAGO POLICE MEMORIAL FOUNDATION 1407 W WASHINGTON BLVD CHICAGO, IL 60607	NONE PUBLIC	GENERAL	10,000.
CHICAGO KENT COLLEGE OF LAW 565 WEST ADAMS ST CHICAGO, IL 60661	NONE PUBLIC	GENERAL	20,000
DEPAUL COLLEGE OF LAW 25 EAST JACKSON BLVD CHICAGO, IL 60604	NONE PUBLIC	CHARITABLE	20,000
EVANS SCHOLARS FOUNDATION 721 UNIVERSITY PLACE EVANSTON, IL 60201	NONE PUBLIC	CHARITABLE	3,500
HIGHLAND PARK GIANTS HOCKEY ASSOCIATION HIGHLAND PARK, IL	NONE PUBLIC	CHARITABLE	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOPE FOR ALL FOUNDATION 781 S MIDLOTHIAN ROAD, STE 235 MUNDELEIN, IL 60060	NONE PUBLIC	CHARITABLE	7,000
LEUKEMIA & LYMPHOMA SOCIETY 651 W WASHINGTON BLVD, #400 CHICAGO, IL 60661	NONE PUBLIC	CHARITABLE	7,500
LOOKING GLASS THEATRE COMPANY 875 N MICHIGAN AVE, STE 2200 CHICAGO, IL 60611	NONE PUBLIC	CHARITABLE	5,000
LOYOLA UNIVERSITY MEDICAL CENTER 2160 S 1ST AVE, #1711 MAYWOOD, IL 60153	NONE PUBLIC	CHARITABLE	40,000
MICHAEL ROLFE PANCREATIC CANCER FOUNDATION 17 N STATE STREET, STE 1550 CHICAGO, IL 60602	NONE PUBLIC	CHARITABLE	5,000
MISERICORDIA FAMILY ASSOCIATION 6300 NORTH RIDGE CHICAGO, IL 60660	NONE PUBLIC	CHARITABLE	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL FRAGILE X FOUNDATION 1615 BONANZA ST, STE 202 WALNUT CREEK, CA 94596	NONE PUBLIC	CHARITABLE	5,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY 733 THIRD AVE, 3RD FLOOR NEW YORK, NY 10017	NONE PUBLIC	CHARITABLE	7,500
PARK RIDGE FINE ARTS SOCIETY PO BOX 89A PARK RIDGE, IL 60068	NONE PUBLIC	CHARITABLE	10,000
PIVEN THEATRE WORKSHOP 927 NOYES ST, #110 EVANSTON, IL 60201	NONE PUBLIC	CHARITABLE	5,000
RAVINA FESTIVAL ASSOCIATION 418 SHERIDAN ROAD HIGHLAND PARK, IL 60035	NONE PUBLIC	CHARITABLE	6,000
TEACH FOR AMERICA INC 315 W 36TH ST, 7TH FLOOR NEW YORK, NY 10018	NONE PUBLIC	CHARITABLE	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STILLMAN FAMILY FOUNDATION 231 S LASALLE ST CHICAGO, IL 60697	NONE PUBLIC	CHARITABLE	15,000
THE HOLOCAUST MEMORIAL FOUNDATION 9603 WOODS DRIVE SKOKIE, IL 60077	NONE PUBLIC	CHARITABLE	2,500
THE LEUKEMIA RESEARCH FOUNDATION 7316 AVENUE U BROOKLYN, NY 11234	NONE PUBLIC	CHARITABLE	5,000
THE LUPUS FOUNDATION OF AMERICA PO BOX 631047 BALTIMORE, MD 21263	NONE PUBLIC	CHARITABLE	10,000
UNION LEAGUE BOYS AND GIRLS CLUB 1214 N WASHTENAW AVE CHICAGO, IL 60622	NONE PUBLIC	CHARITABLE	10,000
INVEST FOR KIDS INC 875 N MICHIGAN AVE, STE 3400 CHICAGO, IL 60611	NONE PUBLIC	GENERAL	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SPECIAL KIDS NETWORK 1121 LAKE COOD ROAD, STE P DEERFIELD, IL 60015	NONE PUBLIC	GENERAL	10,000
ST PAUL OF THE CROSS PARISH 320 S WASHINGTON AVE PARK RIDGE, IL 60068	NONE PUBLIC	GENERAL	2,500
TRIO ANIMAL FOUNDATION 516 N OGDEN AVE, STE 199 CHICAGO, IL 60642	NONE PUBLIC	GENERAL	2,500
AMERICAN COMMITTEE FOR SHAARE ZEDEK 55 WEST 39TH STREET, 4TH FLOOR NEW YORK, NY 10018	NONE PUBLIC	GENERAL	10,000.
AMERICAN FRIENDS OF HEBREW UNIVERSITY 500 NORTH MICHIGAN AVE, STE 1530 CHICAGO, IL 60611	NONE PUBLIC	GENERAL	5,000
AVENUES TO INDEPENDENCE 515 BUSSE HIGHWAY PARK RIDGE, IL 60068	NONE PUBLIC	GENERAL	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BRAVEHEARTS THERAPY 7319 MAXON ROAD HARVARD, IL 60033	NONE PUBLIC	GENERAL	5,000
DREAMS FOR KIDS INC 155 NORTH MICHIGAN AVE, STE 700 CHICAGO, IL 60601	NONE PUBLIC	GENERAL	15,000
HAVANA DAY DREAM	NONE PUBLIC	GENERAL	2,500
HIGHLAND PARK HIGH 433 VINE AVENUE HIGHLAND PARK, IL 60035	NONE PUBLIC	GENERAL	1,500
ILLINOIS EYE-BANK 547 W JACKSON BLVD, STE 600 CHICAGO, IL 60661	NONE PUBLIC	GENERAL	5,000
IMERMAN ANGELS 400 W ERIE ST, STE 405 CHICAGO, IL 60654	NONE PUBLIC	GENERAL	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JEWISH P O C E T 6 W HUBBARD ST, FLOOR 8 CHICAGO, IL 60654	NONE PUBLIC	GENERAL	7,500
K I D D S FOR KIDS 2300 CHILDREN'S PLAZA, BOX 4 CHICAGO, IL 60614	NONE PUBLIC	GENERAL	5,000
LEGAL ASSISTANCE FOUNDATION OF METRO CHICAGO 111 W JACKSON BLVD #300 CHICAGO, IL 60604	NONE PUBLIC	GENERAL	5,000
NATIONAL JEWISH HEALTH PO BOX 17169 DENVER, CO 80217	NONE PUBLIC	GENERAL	5,000
ORT AMERICA 3701 COMMERCIAL AVENUE #13 NORTHBROOK, IL 60062	NONE PUBLIC	GENERAL	1,000
OUNCE OF PREVENTION 33 W MONROE ST, STE 2400 CHICAGO, IL 60603	NONE PUBLIC	GENERAL	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
REDMOON THEATER 1463 W HUBBARD ST CHICAGO, IL 60642	NONE PUBLIC	GENERAL	2,500
TEAM ILLINOIS HOCKEY PO BOX 1057 LKE ZURICH, IL 60047	NONE PUBLIC	GENERAL	10,000
WOMEN EMPLOYED 65 E WACKER PLACE, STE 1500 CHICAGO, IL 60601	NONE PUBLIC	GENERAL	500
		TOTAL CONTRIBUTIONS PAID	739,500

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP INCOME/LOSS				6,135.	
GS LIBERTY HARBOR OFFSHORE- DISTRIBUTION				143,035.	
TOTALS				149,170.	

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
CASH								
U S DOLLAR	0 00	1 0000	0 00					
PENDING HEDGE FUND REDEMPTION			1 02					
TOTAL CASH			1 02					
EPOSITS & MONEY MARKET FUNDS								
DEPOSITS								
GOLDMAN SACHS BANK DEPOSIT (BDA)[14]	452,221 61	1 0000	452,221 61	1 0000	452,221 61	0 00	0.1355	612 92
TOTAL CASH, DEPOSITS & MONEY MARKET FUNDS			**452,222.63**		**452,221.61**			**612.92**

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
OTHER FIXED INCOME								
GS HIGH YIELD FUND								
GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I	99,673 340	7 3000	727,615 38	6 3448	632,411 30	95,204 09 258,822 81		56,116.09
GS LOCAL EMERGING MARKETS DEBT FUND								
GS LOCAL EMERGING MKTS DEBT FD MUTUAL FUND - CL A	67,665 970	9 5200	644,180 03	9 3806	634,746 66	9,433 37 44,180 03		32,547.33
TOTAL OTHER FIXED INCOME			**1,371,795.41**		**1,267,157.96**	**104,637.46**		**88,663.42**

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit.

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
S&P 500 INDEX FUND (SPDR)								
SPDR S&P 500 ETF TRUST SPDR (SPY)	22,030.00	125 7500	2,770,272.50 14,380 30	125 3457	2,761,366 56	8,905 94	1 8025	49,933.20

	Quantity	Market Price	Market Value / Accrued Income	Contributions/ Distributions To Date	Net Contribution To Date	Economic Gain (Loss)
FAIRHOLME DYNAMIC EQUITY (SERIES)						
FAIRHOLME DYNAMIC EQUITY OFFSHORE L P (GMSAFO)[12]	9,194 21	143.5400	1,319,738 20	1,000,000 00 0 00		319,738 20

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
OTHER US EQUITIES								
SPDR KBW BANK ETF CMN ETF (KBE)	7,500 00	25 9100	194,325 00	23 6850	177,637 50	16,687 50	0.5125	996 00
TOTAL US EQUITY			**4,284,335.70** **14,380.30**		**3,939,004.06**	**345,331.64**	**1.7179**	**50,929.20**
NON-US EQUITY								
MSCI EAFE INDEX FUND (ISHARES)								
ISHARES TR-ISHARES MSCI EAFE INDEX FUND ETF (EFA)	18,000 00	58 2200	1,047,960 00	45 8039	824,470 20	223,489 80	2 3992	25,142 40
MSCI EMERGING MARKETS INDEX FUND (ISHARES)								
ISHARES MSCI EMERGING MKT INDEX FUND ETF (EEM)	10,000 00	47 6420	476,420 00 251 22	30 6770	306,770 00	169,650 00	1 3562	6,461 00
TOTAL NON-US EQUITY			**1,524,380.00** **251.22**		**1,131,240.20**	**393,139.80**	**2.0732**	**31,603.40**
TOTAL PUBLIC EQUITY			**5,808,715.70** **14,631.52**		**5,070,244.26**	**738,471.44**	**1.8386**	**82,532.60**

[12] Please refer to the end of the Holdings section for further details pertaining to these investments

ALTERNATIVE INVESTMENTS

	Market Value	Contributions To Date	Distributions To Date	Economic Gain (Loss)
HEDGE FUNDS				
GS LIBERTY HARBOR I	55,562 36	0 00	2,340 69	57,903 05
100% OF FUNDS ASSETS ARE IN ILLIQUID INVESTMENTS[12 18]				
GS WEST STREET PARTNERS 2007[12]	1,453,776 56	1,500,000.00	137,159 49	90,936 05
'OTAL HEDGE FUNDS	**1,509,338.92**	**1,500,000.00**	**139,500.18**	**148,839.10**

	Commitment	Total Contributions/ Distributions	Remaining Commitment[24]	Net Contributions/ (Distributions) Since Inception	Latest Cap Statement Value/[25] Statement Date	Net Contributions/ (Distributions) Since Last Cap Statement	Computed Market Value[26]	Economic Gain (Loss)[22]
PRIVATE EQUITY								
GS VINTAGE FUND V LP Closing Date Jul,2008[10 12]	3,000,000 00	1,161,051 00 106,929 00	1,881,133 00	1,054,122 00	1,056,663 00 Sep 30, 2010	94,967 00	1,151,630 00	97,508 00
GS MEZZANINE PARTNERS V LP Closing Date Oct,2007[10 12]	2,000,000 00	900,000 00 357,190 00	1,100,000 00	542,810 00	775,194 00 Sep 30, 2010	(108,898 00)	666,296 00	123,486 00
TOTAL PRIVATE EQUITY	**5,000,000.00**	**2,061,051.00** **464,119 00**	**2,981,133.00**				**1,817,926.00**	**220,994.00**

Total Securities = FMV 10,616,314 Cost 9,508,382

[10] Contributions may include fees Distributions may be net of fees

[12] Please refer to the end of the Holdings section for further details pertaining to these investments

[18] See Fund Prospectus for further details on the liquidity characteristics of your investment

[22] Estimated using Net Asset Value (NAV) when available or estimated as Computed Market Value minus adjusted Cost Basis

[24] Distributions of this investment may be subject to reinvestment or recall by the partnership before or after the expiration of the commitment period

[25] Cash may be included

[26] This is based on Net Asset Value (NAV) when available or estimated as total capital balance, when available, plus any contributions and minus any distributions since the last capital statement

ALTERNATIVE INVESTMENTS (Continued)

	Commitment	Total Contributions/ Distributions	Remaining Commitment [24]	Net Contributions/ (Distributions) Since Inception	Latest Cap Statement Value/ [25] Statement Date	Net Contributions/ (Distributions) Since Last Cap Statement	Computed Market Value [25]	Economic Gain (Loss) [22]
REAL ESTATE								
WHITEHALL STREET GLOBAL REAL ESTATE LP 2007 Closing Date May,2006[12,37]	2,000,000 00	1,900,000 00 0 00	100,000 00	1,900,000 00	338,033 00 Sep 30, 2010	0 00	338,033 00	(1,561,967 00)
TOTAL ALTERNATIVE INVESTMENTS	**7,000,000.00**	**5,461,051.00** **603,619.18**	**3,081,133.00**				**3,665,297.92**	**(1,192,133.9**

OTHER INVESTMENTS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
MISCELLANEOUS								
CHINESE PROXY (ASIAN BASKET) OVERWEIGHT VS USD NOTE								
EKSPORTFINANS ASA LINKED TO ASIAN FX BASK VS USD 0% COUPON DUE JAN 2012 STRUCTURED NOTE (AG20W3K3)	100,000 00	99 6820	99,682 00	100 0000	100,000.00	(318 00)		
US DOLLAR OVERWEIGHT VS EURO NOTE								
BNP PARIBAS LNK TO BEARISH EUR VS USD SER814 SR LIEN STRUCTURED NOTE (5M0010)	150,000 00	96 8150	145,222 50	99 9667	149,950 00	(4,727 50)		
OTHER STRUCTURED PRODUCTS								
THE GOLDMAN SACHS GROUP, INC LINKED TO S&P 500 DIGITAL COUPON DUE 1/23/2012 STRUCTURED NOTE (SPXDIG13)	500 00	1,030 5950	515,297 50	1,000 0000	500,000 00	15,297 50		
TOTAL MISCELLANEOUS			**760,202.00**		**749,950.00**	**10,252.00**	**0.0832**	

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**12,072,865.18**	**12,397,005.65** **13,000,624.83**	**(338,773.00)**	**171,808.94**

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

[12] Please refer to the end of the Holdings section for further details pertaining to these investments

[22] Estimated using Net Asset Value (NAV) when available or estimated as Computed Market Value minus adjusted Cost Basis

[25] Cash may be included

[26] This is based on Net Asset Value (NAV) when available, or estimated as total capital balance when available, plus any contributions and minus any distributions since the last capital statement

[37] Cap Statement Value for levered investors represents the remaining value of your equity plus the net earnings/(loss) on your leverage A negative Cap Statement Value reflects losses on your leverage in excess of the remaining value of your equity and may reflect more than your actual liability which cannot exceed your remaining capital commitment Computed Market Value represents the last available cap statement value plus subsequent contributions and less subsequent distributions but will not exceed your remaining capital commitment As a result a negative Computed Market Value reflects your actual liability

THE BILL BASS FOUNDATION - ALETHEIA: ACG
Holdings

Period Ended December 31, 2010

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
ALETHEIA ALL CAP GROWTH								
U S DOLLAR	7,712 79	1 0000	7,712 79		7,712 79			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	5,136 65	1 0000	5,136 65	1 0000	5,136 65		0 1190	6 11

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
ADVANCED MICRO DEVICES INC CMN (AMD)	900 00	8 1800	7,362 00	8 2213	7,399 14	(37 14)		
ALLSTATE CORPORATION COMMON STOCK (ALL)	220 00	31 8800	7,013 60 66 00	33.7746	7,430 41	(416.81)	2 5094	176.00
AOL INC CMN (AOL)	458 00	23 7100	10,859 18	23 9182	10,954 52	(95 34)		
ATP OIL & GAS CORP CMN (ATPG)	560 00	16 7400	9,374 40	17.9466	10,050 10	(675 70)		
BABCOCK & WILCOX COMPANY (THE) CMN (BWC)	305 00	25 5900	7,804 95	22 3770	6,825 00	979 95		
BANK OF AMERICA CORP CMN (BAC)	590 00	13 3400	7,870 60	14 1798	8,366 07	(495 47)	0 2999	23 60
BARNES & NOBLE, INC CMN (BKS)	820 00	14 1500	11,603 00	19 4147	15,920 01	(4,317 01)	7 0671	820 00
BOEING COMPANY CMN (BA)	120 00	65 2600	7,831 20	67 8663	8,143 96	(312 76)	2 5743	201 60
CATERPILLAR INC (DELAWARE) CMN (CAT)	165 00	93 6600	15,453 90	67 9760	11,216 04	4,237 86	1 8791	290 40
CIT GROUP INC CMN CLASS (CIT)	20 00	47 1000	942 00	46 5480	930 96	11 04		
CITIGROUP INC CMN (C)	1,955 00	4 7300	9,247 15	3 8014	7,431 76	1,815 39		
COCA-COLA COMPANY (THE) CMN (KO)	425 00	65 7700	27,952 25	53 2198	22,618 40	5,333 85	2 6760	748 00
COEUR D'ALENE MINES CORP CMN (CDE)	335 00	27 3200	9,152 20	13 0650	4,376 78	4,775 42		
CONTINENTAL RESOURCES, INC CMN (CLR)	410 00	58 8500	24,128 50	38 6256	15,836 50	8,292 00		
CROWN CASTLE INTL CORP COMMON STOCK (CCI)	275 00	43 8300	12,053 25	43 0127	11,828 50	224 75		
DEERE & COMPANY CMN (DE)	230 00	83 0500	19,101 50 80.50	63 0766	14,507 62	4,593 88	1 6857	322 00
DEVON ENERGY CORPORATION (NEW) CMN (DVN)	90 00	78 5100	7,065 90	69 9896	6,299 06	766 84	0 8152	57 60
DOLE FOOD COMPANY, INC CMN (DOLE)	1,002 00	13 5100	13,537 02	9 9177	9,937 54	3,599 48		

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
ALETHEIA ALL CAP GROWTH								
DR PEPPER SNAPPLE GROUP, INC CMN (DPS)	150 00	35 1600	5,274 00	37 7965	5,669 48	(395 48)	2 8441	150 00
			40 00					
EBAY INC CMN (EBAY)	380 00	27 8300	10,575 40	23 7630	9,029.94	1,545 46		
EMERSON ELECTRIC CO CMN (EMR)	145 00	57 1700	8,289 65	47 1297	6,833 80	1,455 85	2 4139	200 10
EXXON MOBIL CORPORATION CMN (XOM)	400 00	73 1200	29,248 00	61 1935	24,477 41	4,770 59	2 4070	704 00
FLUOR CORPORATION CMN (FLR)	115 00	66.2600	7,619 90	53 9295	6,201 89	1,418 01	0 7546	57 50
			14 38					
HESS CORPORATION CMN (HES)	180 00	76 5400	13,777 20	54 6139	9,830 51	3,946 69	0 5226	72 00
			18 00					
INTEL CORPORATION CMN (INTC)	785 00	21 0300	16,508 55	20 8454	16,363 63	144 92	2 9957	494 55
INTL BUSINESS MACHINES CORP CMN (IBM)	125 00	146 7600	18,345 00	119 6311	14,953 88	3,391 12	1 7716	325 00
IRIDIUM COMMUNICATIONS INC CMN (IRDM)	820 00	8 2500	6,765 00	8 9758	7,360 16	(595 16)		
JOHNSON & JOHNSON CMN (JNJ)	120 00	61 8500	7,422 00	58 5637	7,027 64	394 36	3 4923	259 20
LAS VEGAS SANDS CORP CMN (LVS)	425 00	45 9500	19,528 75	25 1008	10,667 85	8,860 90		
MC DONALDS CORP CMN (MCD)	255 00	76 7600	19,573 80	54 6888	13,945 64	5,628 16	3 1787	622 20
MCMORAN EXPLORATION INC CMN (MMR)	725 00	17 1400	12,426 50	16 5433	11,993 90	432 60		
MEMC ELECTRONIC MATERIAL COMMON STOCK (WFR)	520 00	11 2600	5,855 20	11 3647	5,909 64	(54 44)		
MERCK & CO , INC CMN (MRK)	275 00	36 0400	9,911 00	34 6372	9,525 23	385 77	4.2175	418 00
			104 50					
MGM MIRAGE CMN (MGM)	1,347 00	14 8500	20,002 95	11 4182	15,380 25	4,622 70		
NALCO HOLDING COMPANY CMN (NLC)	275.00	31 9400	8,783 50	29.8524	8,209 41	574 09	0 4383	38 50
			9 63					
NEWMONT MINING CORPORATION CMN (NEM)	465 00	61 4300	28,564 95	35 0181	16,283 43	12,281 52	0 9767	279 00
NOBLE ENERGY INC CMN (NBL)	135 00	86 0800	11,620 80	73 7005	9,949 57	1,671 23	0 8364	97 20
NOVELLUS SYSTEMS INC CMN (NVLS)	325 00	32 3200	10,504 00	26 3563	8,565 79	1,938 21		
PROCTER & GAMBLE COMPANY (THE) CMN (PG)	75 00	64 3300	4,824 75	63 4380	4,757 85	66 90	2 9958	144 54
SAIC, INC CMN (SAI)	435 00	15 8600	6,899.10	17 8814	7,778.41	(879 31)		
SUNPOWER CORPORATION CMN CLASS A (SPWRA)	770 00	12 8300	9,879 10	13 3984	10,316 76	(437 66)		
THE MOSAIC COMPANY CMN (MOS)	180 00	76 3600	13,744 80	62 1699	11,190.58	2,554 22	0.2619	36 00
UNITED CONTINENTAL HOLDING INC CMN (UAL)	286 00	23 8200	6,812 52	23 7834	6,802 06	10 46		

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
ALETHEIA ALL CAP GROWTH								
WAL MART STORES INC CMN (WMT)	245 00	53 9300	13,212 85 74 11	46 9463	11,501 84	1,711 01	2 2436	296.45
WESTERN UNION COMPANY (THE) CMN (WU)	270 00	18 5700	5,013 90	16 6929	4,507 08	506.82	1 5078	75 60
WYNN RESORTS, LIMITED CMN (WYNN)	50 00	103 8400	5,192 00	102 1960	5,109 80	82 20	0 4815	25 00
BARRICK GOLD CORPORATION CMN (ABX)	380 00	53 1800	20,208 40	35.7595	13,588 62	6,619 78	0 9026	182 40
CANADIAN NATURAL RESOURCES CMN (CNQ)	525 00	44 4200	23,320 50 35 27	37 8825	19,888 34	3,432.16	0 6781	158 15
GOLDCORP INC CMN (GG)	220 00	45 9800	10,115 60	41 3061	9,087.33	1,028 27	0.7829	79 20
NOVAGOLD RESOURCES INC CMN (NG)	1,195 00	14 2700	17,052 65	2 3911	2,857 36	14,195 29		
SILVER WHEATON CORP CMN (SLW)	255 00	39 0400	9,955 20	14 0315	3,578 03	6,377 17		
SUNCOR ENERGY INC CMN (SU)	340 00	38 2900	13,018 60	30 0814	10,227 67	2,790 93	1 0353	134 78
VOLKSWAGEN AKTIENGESELLSCHAFT SPONSORED ADR CMN (VLKAY)	260 00	28 3200	7,363 20	27 7745	7,221 37	141 83	1 1058	81 42
SPDR GOLD TRUST ETF (GLD)	90 00	138 7200	12,484 80	70.9533	6,385 80	6,099 00		
ISHARES SILVER TRUST ETF (SLV)	530 00	30 1800	15,995 40	13 8231	7,326 24	8,669 16		
TOTAL ALETHEIA ALL CAP GROWTH			686,891 56 442 39		553,226 00	133,665 56	1 8479	7,576 10

	Market Value	Adjusted Cost / Original Cost[6]	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**687,333.95**	**553,226.00**	**133,665.56**	**7,576.10**

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

BILL BASS FOUNDATION - CORP FI
Holdings

Period Ended December 31, 2010

FIXED INCOME

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS CORPORATE FIXED INCOME								
GOLDMAN SACHS BANK DEPOSIT (BDA) Not Rated[14]	50,956 89	1 0000	50,956.89	1 0000	50,956 89		0 1366	69 61
	Quantity / Current Face	**Market Price**	**Market Value / Accrued Income**	**Unit Cost**	**Adjusted Cost / Original Cost**	**Unrealized Gain (Loss)**	**Yield to Maturity in Percentage**	**Estimated Annual Income**
THE HERSHEY COMPANY 5 3% 09/01/2011 M-W+10 00BP S&P A /Moody's A2	100,000 00	103 1160	103,116 00 1,766 67	102 7705 105 80	102,770 50 105,804 00	345 50 (2,688 00)	1 1097	5,300 00
DAIMLERCHRYSLER NA HLDG 5 75% 09/08/2011 S&P BBB+ /Moody's A3	100,000 00	103 3280	103,328 00 1,804 86	102 5911 105.52	102,591 11 105,520 00	736 89 (2,192 00)	1 9216	5,750 00
DR PEPPER SNAPPLE GROUP 1 7% 12/21/2011 M-W+15 00BP S&P BBB /Moody's Baa2	100,000 00	100 8930	100,893 00 47 22	100 1577 100 27	100,157 66 100,272 00	735 34 621.00	1 5360	1,700 00
TIME WARNER CABLE INC 5 4% 07/02/2012 S&P BBB /Moody's Baa2	100,000 00	106 1630	106,163 00 2,685 00	105 0125 107 55	105,012 46 107,550 00	1,150 54 (1,387 00)	2 0033	5,400 00
BANK OF AMERICA CORPORATION 5 375% 09/11/2012 S&P A /Moody's A2	100,000 00	105 0290	105,029 00 1,642 36	104 2956 106 18	104,295 61 106,180 00	733 39 (1,151 00)	2 7599	5,375 00
BANK OF NOVA SCOTIA 2 25% 01/22/2013 SR LIEN S&P AA- /Moody's Aa1	125,000 00	101 8210	127,276 25 1,242 19	100 3552 100 48	125,444 06 125,596 25	1,832 19 1,680 00	2 0729	2,812 50
SHELL INTNL FIN B V 1 875% 03/25/2013 S&P AA /Moody's Aa1	100,000 00	101 5080	101,508 00 500 00	99 8810	99,881 00	1,627 00	1 9160	1,875 00
BANK OF MONTREAL 2 125% 06/28/2013 SR LIEN M-W+15 00BP S&P A+ /Moody's Aa2	100,000 00	101 7740	101,774 00 17 71	100 1812 100 22	100,181 16 100,217 00	1,592 84 1,557 00	2 0500	2,125 00
CME GROUP INC MTN 5 4% 08/01/2013 M-W+35 00BP S&P AA /Moody's Aa3	100,000 00	110 1120	110,112 00 2,250.00	107 4227 109 53	107,422 71 109,531 00	2,689 29 581 00	2.4221	5,400 00
ST JUDE MEDICAL, INC 2 2% 09/15/2013 SR LIEN M-W+15 00BP S&P A /Moody's Baa1	100,000 00	101 5830	101,583 00 647 78	99 6400	99,640 00	1,943 00	2 3089	2,200 00
AT&T CORP 6 7% 11/15/2013 SR LIEN M-W+50 00BP S&P A- /Moody's A2	100,000 00	113 6170	113,617 00 856 11	110 9279 113 65	110,927 92 113,650 00	2,689 08 (33 00)	2 7191	6,700 00

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

FIXED INCOME (Continued)

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS CORPORATE FIXED INCOME								
TELECOM ITALIA CAPITAL SA CPN 5 2500 11/15/2013 S&P BBB /Moody's Baa2	100,000 00	104 1810	104,181 00 670 83	104.0850 105 06	104,084 99 105,060 00	96.01 (879 00)	3 7368	5,250 00
PHILIP MORRIS INTERNATIONAL 6 875% 03/17/2014 SR LIEN S&P A /Moody's A2	100,000 00	115 2310	115,231 00 1,986 11	112 7553 115 65	112,755 31 115,650 00	2,475 69 (419 00)	2 6989	6,875 0
MORGAN STANLEY 6 0% 05/13/2014 SR LIEN S&P A /Moody's A2	100,000 00	108 0480	108,048 00 800 00	106 5402 107 88	106,540 23 107,880 00	1,507 77 168 00	3 9078	6,000 00
HASBRO, INC 6 125% 05/15/2014 SR LIEN M-W+50 00BP S&P BBB /Moody's Baa2	100,000 00	108 4570	108,457 00 782 64	108 7464 110 59	108,746 39 110,590 00	(289.39) (2,133 00)	3 3599	6,125 00
COMCAST HOLDINGS CORPORATION 6 5% 01/15/2015 USD S&P BBB+ /Moody's Baa1	100,000 00	113 8730	113,873 00 2,997 22	111 5416 113 57	111,541 64 113,570.00	2,331 36 303 00	3 4174	6,500 00
JPMORGAN CHASE & CO 3 7% 01/20/2015 SR LIEN S&P A+ /Moody's Aa3	100,000 00	103.4890	103,489 00 1,654 72	100.6934 100 81	100,693 42 100,810 00	2,795 58 2,679 00	3 5150	3,700 00
PFIZER INC 5 35% 03/15/2015 SR LIEN M-W+50 00BP S&P AA /Moody's A1	100,000 00	112.4160	112,416 00 1,575 28	108 6244 110 05	108,624 39 110,050 00	3,791 61 2,366 00	3 1437	5,350 00
TYCO INTERNATIONAL FINANCE S A 3 375% 10/15/2015 M-W+15.00BP S&P A- /Moody's Baa1	100,000 00	102 1870	102,187 00 712 50	100 7299 100 81	100,729.89 100,810 00	1,457 11 1,377 00	3 2093	3,375 00
ORACLE CORPORATION 5 25% 01/15/2016 SER B SR LIEN M-W+20 00BP S&P A /Moody's A2	100,000 00	112 4280	112,428 00 2,420 83	109 7672 111 13	109,767 21 111,130 00	2,660 79 1,298.00	3 1397	5,250.00
HOME DEPOT INC 5 4% 03/01/2016 M-W+15 00BP S&P BBB+ /Moody's Baa1	100,000 00	112 0610	112,061 00 1,800 00	110 7180 111 56	110,717 96 111,562 00	1,343 04 499 00	3 1361	5,400 0
ABBOTT LABORATORIES 5 875% 05/15/2016 S&P AA /Moody's A1	100,000 00	115 4400	115,440 00 750 69	112 3279 113 91	112,327 94 113,910 00	3,112 06 1,530 00	3 3485	5,875 00
CVS CORPORATION 6 125% 08/15/2016 SR LIEN M-W+20 00BP S&P BBB+ /Moody's Baa2	100,000 00	113 4580	113,458 00 2,313 89	108 8693 109 89	108,869 28 109,890 00	4,588 72 3,568 00	4.3312	6,125 00
TOTAL GS CORPORATE FIXED INCOME			2,546,625 14 31,924 61		2,504,679 73 2,535,710 14	41,945 41 10,915 00	2 7853	110,532 11

	Market Value	Adjusted Cost /[6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**2,578,549.75** X	**2,504,679.73** **2,535,710.14**	**41,945.41** **10,915.00**	**110,532.11**

amort 31,030.4

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable)

OMB No 1545-0092

2010

Name of estate or trust: THE BILL BASS FOUNDATION
C/O GRIFFITH & JACOBSON, LLC

Employer identification number: 61-6314816

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	78,625.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	78,625.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-104,133.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-104,133.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2010**

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Part III Summary of Parts I and II **Caution:** *Read the instructions* **before** *completing this part.*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			78,625.
14 **Net long-term gain or (loss):**				
a Total for year	14a			-104,133.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-25,508.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of a The loss on line 15, column (3) **or** b $3,000	16	(3,000.)

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *on page 7 of the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20 Add lines 18 and 19	20					
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22 Subtract line 21 from line 20 If zero or less, enter -0-			22			
23 Subtract line 22 from line 17 If zero or less, enter -0-			23			
24 Enter the **smaller** of the amount on line 17 or $2,300			24			
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26 Subtract line 25 from line 24			26			
27 Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22			27			
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29 Subtract line 28 from line 27			29			
30 Multiply line 29 by 15% (15)					30	
31 Figure the tax on the amount on line 23 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32 Add lines 30 and 31					32	
33 Figure the tax on the amount on line 17 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: THE BILL BASS FOUNDATION

Employer identification number: 61-6314816

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE STATEMENT ATTACHED: TAXABLE FIXED INCOME SHOR	VAR	VAR	1,230,375.	1,207,277.	23,098.
SEE STATEMENT ATTACHED: ALETHEIA SHORT TERM	VAR	VAR	103,147.	98,772.	4,375.
300,000 SHS EKSPORTFINANS ASA LNK	10/26/2009	02/04/2010	296,556.	300,614.	-4,058.
33.082 SHS GS INVESTMENT GR CR SEPARATE A/C INST M	03/31/2010	04/12/2010	303.	302.	1.
22.855 SHS GS MORTGAGES SEPARATE A/C INST MUTUAL	03/31/2010	04/12/2010	229.	228.	1.
2850 SHS ISHARES S&P GLOBAL TELECOM SECTOR IND	03/09/2010	10/07/2010	165,800.	149,839.	15,961.
8000 SHS TECHNOLOGY SELECT INDEX SPDR	05/19/2009	04/21/2010	190,597.	140,840.	49,757.
100,000 UNITS AOL TIME WARNER INC 6.875% 05/01/2	03/25/2010	07/14/2010	110,000.	108,818.	1,182.
50,000 UNITS BP CAPITAL MARKETS PLC 3.875% 03/10/	03/16/2010	06/16/2010	43,000.	52,204.	-9,204.
50,000 UNITS PB CAPITAL MARKETS PLC 3.875% 03/10/	03/16/2010	06/17/2010	44,375.	52,203.	-7,828.
100,000 UNITS DRAFT FOODS INC CPN 5.625% 11/01/2011	03/17/2010	09/24/2010	105,010.	104,323.	687.
100,000 UNITS TYCO INTL FINANCE SA 6.375% 10/15/2	04/07/2010	05/28/2010	107,482.	106,458.	1,024.
100,000 UNITS VERIZON WIRELESS CAP LLC 5.55% 02	03/23/2010	09/24/2010	112,690.	109,061.	3,629.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 78,625.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE STATEMENT ATTACHED: TAXABLE FIXED INCOME LONG	VAR	VAR	1,616,040.	1,612,050.	3,990.
SEE STATEMENT ATTACHED: ALETHEIA LONG TERM	VAR	VAR	257,269.	290,330.	-33,061.
42,674.25 SHS GOLDMAN SACHS HIGH YIELD INSTL MU	03/23/2007	03/09/2010	300,000.	350,514.	-50,514.
FROM PARTNERSHIP K-1					-24,548.
6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b					-104,133.

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BILL BASS FOUNDATION - TAXABLE FIXED INCOME
REALIZED CAPITAL GAINS/LOSSES
FROM 1/1/2010 TO 12/31/2010

SHORT TERM REALIZED CAPITAL GAIN/LOSS

Qty	Description	Purchase Date	Sell Date	Proceeds	Cost	Gain/Loss
50,000	FHLB 5 625% 03/14/2036 MS	22-Oct-09	4-Mar-10	53,319 50	54,074 05	-754.55
404 311	GS INVSTMNT GR CR SEPARATE A/C INST M FD	31-Mar-09	4-Mar-10	3,707.53	3,133 41	574 12
362 611	GS INVSTMNT GR CR SEPARATE A/C INST M FD	30-Apr-09	4-Mar-10	3,325 14	2,882.76	442 38
6,358 03	GS INVSTMNT GR CR SEPARATE A/C INST M FD	15-May-09	4-Mar-10	58,303 09	51,500 00	6,803 09
324.501	GS INVSTMNT GR CR SEPARATE A/C INST M FD	29-May-09	4-Mar-10	2,975 67	2,651.17	324.5
347 913	GS INVSTMNT GR CR SEPARATE A/C INST M FD	30-Jun-09	4-Mar-10	3,190 36	2,925 95	264.41
317 602	GS INVSTMNT GR CR SEPARATE A/C INST M FD	31-Aug-09	4-Mar-10	2,912 41	2,817.13	95 28
302 91	GS INVSTMNT GR CR SEPARATE A/C INST M FD	30-Oct-09	4-Mar-10	2,777 69	2,738 31	39.38
334 263	GS INVSTMNT GR CR SEPARATE A/C INST M FD	31-Jul-09	4-Mar-10	3,065.19	2,924.80	140.39
308 62	GS INVSTMNT GR CR SEPARATE A/C INST M FD	30-Sep-09	4-Mar-10	2,830 05	2,774.49	55 56
9,850 17	GS INVSTMNT GR CR SEPARATE A/C INST M FD	10-Nov-09	4-Mar-10	90,326 02	88,750 00	1,576.02
269 632	GS INVSTMNT GR CR SEPARATE A/C INST M FD	30-Nov-09	4-Mar-10	2,472 53	2,464 44	8.09
267 048	GS INVSTMNT GR CR SEPARATE A/C INST M FD	29-Jan-10	4-Mar-10	2,448.83	2,446.16	2 67
315 442	GS INVSTMNT GR CR SEPARATE A/C INST M FD	31-Dec-09	4-Mar-10	2,892 60	2,842.13	50 47
274.286	GS INVSTMNT GR CR SEPARATE A/C INST M FD	26-Feb-10	4-Mar-10	2,515.20	2,509.72	5 48
347 609	GS MORTGAGES SEPARATE A/C INST M FD	31-Mar-09	4-Mar-10	3,479 57	3,225 81	253.76
607 415	GS MORTGAGES SEPARATE A/C INST M FD	30-Apr-09	4-Mar-10	6,080.22	5,691.48	388.74
519 507	GS MORTGAGES SEPARATE A/C INST M FD	29-May-09	4-Mar-10	5,200.27	4,904 15	296.12
460.358	GS MORTGAGES SEPARATE A/C INST M FD	30-Jun-09	4-Mar-10	4,608 18	4,341 18	267
444.097	GS MORTGAGES SEPARATE A/C INST M FD	31-Jul-09	4-Mar-10	4,445.41	4,298.86	146 55
426 251	GS MORTGAGES SEPARATE A/C INST M FD	31-Aug-09	4-Mar-10	4,266.77	4,126 11	140 66
401 487	GS MORTGAGES SEPARATE A/C INST M FD	30-Sep-09	4-Mar-10	4,018.89	3,926 54	92 35
213.921	GS MORTGAGES SEPARATE A/C INST M FD	26-Feb-10	4-Mar-10	2,141 35	2,137 07	4 28
383 87	GS MORTGAGES SEPARATE A/C INST M FD	30-Oct-09	4-Mar-10	3,842 54	3,796 47	46.07
322 711	GS MORTGAGES SEPARATE A/C INST M FD	30-Nov-09	4-Mar-10	3,230 34	3,217 43	12 91
305 635	GS MORTGAGES SEPARATE A/C INST M FD	31-Dec-09	4-Mar-10	3,059 41	3,010 50	48 91
333.877	GS MORTGAGES SEPARATE A/C INST M FD	29-Jan-10	4-Mar-10	3,342 11	3,328 75	13 36
580 023	GS MORTGAGES SEPARATE A/C INST M FD	31-Dec-07	4-Mar-10	5,806 03	5,806 03	0
10,000	U S. TREASURY BOND 4.250000% 05/15/2039 MN	15-May-09	4-Mar-10	9,508 16	10,248 16	-740
10,000	U S TREASURY BOND 6.00% 02-15-2026	22-Oct-09	4-Mar-10	12,008 16	12,156 89	-148 73
80,000	U S TREASURY NOTE 1 000000% 07/31/2011 JJ	7-Aug-09	4-Mar-10	80,493 48	79,670 47	823.01
200,000	U S TREASURY NOTE 1 000000% 10/31/2011 AO	22-Oct-09	4-Mar-10	201,030 58	199,959 36	1,071 22
25,000	U S. TREASURY NOTE 1 000000% 12/31/2011 JD	22-Jan-10	4-Mar-10	25,101 48	25,095.09	6 39
25,000	U S. TREASURY NOTE 1 375000% 01/15/2013 JJ	22-Jan-10	4-Mar-10	25,038 00	25,006 68	31 32
50,000	U S. TREASURY NOTE 1.375000% 09/15/2012 MS	22-Sep-09	22-Jan-10	50,232 25	49,795 09	437.16
40,000	U.S TREASURY NOTE 1 375000% 09/15/2012 MS	22-Sep-09	4-Mar-10	40,245 18	39,836 07	409 11
90,000	U S. TREASURY NOTE 1 375000% 09/15/2012 MS	23-Sep-09	4-Mar-10	90,551 65	89,617 07	934 58
140,000	U S. TREASURY NOTE 2 250000% 05/31/2014 MN	12-Jun-09	4-Mar-10	141,727.66	136,961 94	4,765 72
50,000	U S TREASURY NOTE 2.375000% 08/31/2014 FA	22-Sep-09	22-Jan-10	50,415.85	49,906 42	509 43
50,000	U S TREASURY NOTE 2 625000% 07/31/2014 JJ	31-Jul-09	22-Jan-10	51,034 99	50,201 06	833 93
100,000	U S TREASURY NOTE 4 000000% 08/15/2018 FA	22-Jan-10	4-Mar-10	104,601.16	104,252.50	348 66
10,000	USII INFL IX BOND 2% 1-15-2026 OFF THE RUN	19-Feb-10	4-Mar-10	10,896 97	10,817 07	79 9
20,000	UST INFLATION INDEXED NOTE 1 625% 01-15-2015	29-Jun-09	19-Feb-10	23,696.74	22,364 62	1,332.12
10,000	UST INFLATION INDEXED NOTE 1 625% 01-15-2015	29-Jun-09	4-Mar-10	11,912 90	11,183 05	729.85
10,000	UST STRIP TPRIN DUE 05/15/2020 C	8-May-09	4-Mar-10	6,669 20	6,583 58	85 62
10,000	UST STRIP TPRIN DUE 11/15/2026 6.5%	10-Jun-09	4-Mar-10	4,627 70	4,376 69	251 01
	Total Short Term Realized Gain/Loss			**1,230,375.01**	**1,207,276.71**	**23,098.30**
						23,098 30

BILL BASS FOUNDATION - TAXABLE FIXED INCOME						
REALIZED CAPITAL GAINS/LOSSES						
FROM 1/1/2010 TO 12/31/2010						
LONG TERM REALIZED CAPITAL GAIN/LOSS						
		Purchase	Sell			
Qty	Description	Date	Date	Proceeds	Cost	Gain/Loss
150,000	FFCB 5 2% 09/15/2016 MS	4-Apr-07	4-Mar-10	167,718 75	151,050 16	16,668.59
36,826 36	GS INVSTMNT GR CR SEPARATE A/C INST M FD	4-Apr-07	4-Mar-10	337,697 75	367,895 37	-30,197 62
231 886	GS INVSTMNT GR CR SEPARATE A/C INST M FD	30-Apr-07	4-Mar-10	2,126 40	2,325 82	-199 42
269 508	GS INVSTMNT GR CR SEPARATE A/C INST M FD	31-May-07	4-Mar-10	2,471 39	2,668 13	-196 74
284 191	GS INVSTMNT GR CR SEPARATE A/C INST M FD	29-Jun-07	4-Mar-10	2,606 03	2,785 07	-179 04
284 294	GS INVSTMNT GR CR SEPARATE A/C INST M FD	31-Jul-07	4-Mar-10	2,606 98	2,803 14	-196 16
282 198	GS INVSTMNT GR CR SEPARATE A/C INST M FD	28-Sep-07	4-Mar-10	2,587.76	2,788 12	-200 36
320 975	GS INVSTMNT GR CR SEPARATE A/C INST M FD	30-Nov-07	4-Mar-10	2,943 34	3,196 91	-253 57
274 735	GS INVSTMNT GR CR SEPARATE A/C INST M FD	31-Aug-07	4-Mar-10	2,519 32	2,703.39	-184 07
314 701	GS INVSTMNT GR CR SEPARATE A/C INST M FD	31-Oct-07	4-Mar-10	2,885 81	3,118 69	-232 88
327 793	GS INVSTMNT GR CR SEPARATE A/C INST M FD	31-Dec-07	4-Mar-10	3,005 86	3,248 43	-242.57
307 946	GS INVSTMNT GR CR SEPARATE A/C INST M FD	31-Jan-08	4-Mar-10	2,823 87	3,070 22	-246 35
287 95	GS INVSTMNT GR CR SEPARATE A/C INST M FD	31-Mar-08	4-Mar-10	2,640 50	2,778.72	-138.22
335 131	GS INVSTMNT GR CR SEPARATE A/C INST M FD	30-May-08	4-Mar-10	3,073 15	3,200 50	-127 35
260 069	GS INVSTMNT GR CR SEPARATE A/C INST M FD	29-Feb-08	4-Mar-10	2,384.83	2,564 28	-179 45
295.637	GS INVSTMNT GR CR SEPARATE A/C INST M FD	30-Apr-08	4-Mar-10	2,710 99	2,849 94	-138 95
362 815	GS INVSTMNT GR CR SEPARATE A/C INST M FD	30-Jun-08	4-Mar-10	3,327 01	3,443.11	-116 1
362.184	GS INVSTMNT GR CR SEPARATE A/C INST M FD	31-Jul-08	4-Mar-10	3,321 23	3,368 31	-47 08
394 992	GS INVSTMNT GR CR SEPARATE A/C INST M FD	28-Nov-08	4-Mar-10	3,622 08	3,120.44	501 64
372 316	GS INVSTMNT GR CR SEPARATE A/C INST M FD	29-Aug-08	4-Mar-10	3,414 14	3,462 54	-48 4
378 632	GS INVSTMNT GR CR SEPARATE A/C INST M FD	30-Sep-08	4-Mar-10	3,472 06	3,248 66	223 4
376 607	GS INVSTMNT GR CR SEPARATE A/C INST M FD	31-Oct-08	4-Mar-10	3,453.49	2,990.26	463 23
847 624	GS INVSTMNT GR CR SEPARATE A/C INST M FD	31-Dec-08	4-Mar-10	7,772 71	6,789 47	983.24
409 353	GS INVSTMNT GR CR SEPARATE A/C INST M FD	30-Jan-09	4-Mar-10	3,753 77	3,258 45	495.32
406.006	GS INVSTMNT GR CR SEPARATE A/C INST M FD	27-Feb-09	4-Mar-10	3,723 08	3,174 97	548 11
942 047	GS MORTGAGES SEPARATE A/C INST M FD	15-Dec-08	4-Mar-10	9,429 89	8,487 84	942 05
146 432	GS MORTGAGES SEPARATE A/C INST M FD	15-Dec-08	4-Mar-10	1,465 78	1,319 35	146 43
457 259	GS MORTGAGES SEPARATE A/C INST M FD	31-Dec-08	4-Mar-10	4,577 16	4,188 49	388 67
373 924	GS MORTGAGES SEPARATE A/C INST M FD	30-Jan-09	4-Mar-10	3,742 98	3,425 14	317 84
396 867	GS MORTGAGES SEPARATE A/C INST M FD	27-Feb-09	4-Mar-10	3,972 64	3,611.49	361 15
14,210.47	GS MORTGAGES SEPARATE A/C INST M FD	4-Apr-07	4-Mar-10	142,246 78	140,967 83	1,278 95
254.66	GS MORTGAGES SEPARATE A/C INST M FD	30-Apr-07	4-Mar-10	2,549.15	2,526 23	22 92
304.404	GS MORTGAGES SEPARATE A/C INST M FD	31-May-07	4-Mar-10	3,047 08	2,989.25	57 83
306 099	GS MORTGAGES SEPARATE A/C INST M FD	29-Jun-07	4-Mar-10	3,064 05	2,984 47	79.58
307.807	GS MORTGAGES SEPARATE A/C INST M FD	31-Jul-07	4-Mar-10	3,081 15	3,010 35	70.8
311 23	GS MORTGAGES SEPARATE A/C INST M FD	28-Sep-07	4-Mar-10	3,115.41	3,078 06	37 35
545 672	GS MORTGAGES SEPARATE A/C INST M FD	31-Oct-07	4-Mar-10	5,462.18	5,418 52	43 66
295 775	GS MORTGAGES SEPARATE A/C INST M FD	31-Aug-07	4-Mar-10	2,960.71	2,910 43	50 28
66,801 21	GS MORTGAGES SEPARATE A/C INST M FD	2-Oct-07	4-Mar-10	668,680 12	662,000 00	6,680 12
559.742	GS MORTGAGES SEPARATE A/C INST M FD	30-Nov-07	4-Mar-10	5,603.02	5,603 02	0
615 337	GS MORTGAGES SEPARATE A/C INST M FD	31-Jan-08	4-Mar-10	6,159 52	6,214.90	-55 38
624 286	GS MORTGAGES SEPARATE A/C INST M FD	31-Mar-08	4-Mar-10	6,249 10	6,024 36	224 74
578 32	GS MORTGAGES SEPARATE A/C INST M FD	30-May-08	4-Mar-10	5,788 98	5,569 22	219 76
608 926	GS MORTGAGES SEPARATE A/C INST M FD	29-Feb-08	4-Mar-10	6,095 35	6,016 19	79 16
587 549	GS MORTGAGES SEPARATE A/C INST M FD	30-Apr-08	4-Mar-10	5,881.37	5,699 23	182 14
594 666	GS MORTGAGES SEPARATE A/C INST M FD	30-Jun-08	4-Mar-10	5,952 61	5,661 22	291 39
630 799	GS MORTGAGES SEPARATE A/C INST M FD	31-Jul-08	4-Mar-10	6,314.30	5,866.43	447 87
646 011	GS MORTGAGES SEPARATE A/C INST M FD	29-Aug-08	4-Mar-10	6,466 57	6,027 28	439 29
647 083	GS MORTGAGES SEPARATE A/C INST M FD	30-Sep-08	4-Mar-10	6,477 30	6,011.40	465.9
653.097	GS MORTGAGES SEPARATE A/C INST M FD	31-Oct-08	4-Mar-10	6,537 50	5,845 22	692 28
585 608	GS MORTGAGES SEPARATE A/C INST M FD	28-Nov-08	4-Mar-10	5,861.94	5,247.05	614 89
70,000	PNC FUNDING CORP 2.3% 06/22/2012 SR LIEN	17-Dec-08	4-Mar-10	71,759 80	69,918 10	1,841 70
60,000	UST STRIP TPRIN DUE 08/15/2026 6 75%	21-Oct-08	4-Mar-10	28,160.40	27,036 26	1,124 14
15,000	UST STRIP TPRIN DUE 08/15/2027 COUPS	27-Jun-08	4-Mar-10	6,674 55	6,489.31	185 24
	Total Long Term Realized Gain/Loss			**1,616,039.69**	**1,612,049.74**	**3,989.95**
						3,989 95
			Total	2,846,414.70	2,819,326 45	27,088 25
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THE BILL BASS FOUNDATION - ALETHEIA 020-44824-7
REALIZED CAPITAL GAIN/LOSS
FROM 01/01/2010 to 12/31/2010

SHORT TERM REALIZED CAPITAL GAIN/LOSS

Qty	Description	Purchase Date	Sell Date	Proceeds	Cost	Gain/Loss
83	ABERCROMBIE & FITCH CO CLASS A	8-Mar-10	27-Aug-10	2,981.63	3,553.01	-571.38
30	ABERCROMBIE & FITCH CO. CLASS A	5-Mar-10	16-Apr-10	1,454.15	1,269.54	184.61
52	ABERCROMBIE & FITCH CO. CLASS A	5-Mar-10	27-Aug-10	1,868.01	2,200.54	-332.53
155	AES CORP. CMN	15-Jun-10	17-Nov-10	1,784.28	1,631.81	152.47
70	AGNICO EAGLE MINES LTD CMN	23-Feb-10	10-May-10	4,412.29	3,889.84	522.45
40	AKAMAI TECHNOLOGIES INC CMN	5-Aug-09	25-Feb-10	1,023.48	727.65	295.83
35	AKAMAI TECHNOLOGIES INC CMN	5-Aug-09	5-Mar-10	1,021.75	636.69	385.06
110	AKAMAI TECHNOLOGIES INC CMN	5-Aug-09	11-Mar-10	3,425.98	2,001.03	1,424.95
45	AKAMAI TECHNOLOGIES INC CMN	5-Aug-09	16-Apr-10	1,486.94	818.6	668.34
30	AKAMAI TECHNOLOGIES INC CMN	5-Aug-09	11-Jun-10	1,314.83	545.74	769.09
45	AKAMAI TECHNOLOGIES INC CMN	13-Oct-09	9-Jul-10	1,958.64	937.52	1,021.12
115	AKAMAI TECHNOLOGIES INC CMN	5-Aug-09	9-Jul-10	5,005.40	2,091.99	2,913.41
20	ALLSTATE CORPORATION	16-Apr-10	2-Nov-10	604.75	675.49	-70.74
65	ALLSTATE CORPORATION	16-Apr-10	14-Jul-10	1,883.19	2,195.35	-312.16
40	ALLSTATE CORPORATION	16-Apr-10	26-Aug-10	1,094.68	1,350.98	-256.3
110	ALLSTATE CORPORATION	16-Apr-10	2-Dec-10	3,334.13	3,715.21	-381.08
20	AMERICAN EXPRESS CO. CMN	19-Feb-09	16-Feb-10	783.27	261.64	521.63
27	AOL INC. CMN	10-May-10	31-Dec-10	635.35	628.86	6.49
45	APPLIED MATERIALS INC CMN	20-May-10	7-Sep-10	484	565.22	-81.22
400	APPLIED MATERIALS INC CMN	20-May-10	16-Sep-10	4,371.16	5,024.16	-653
80	BANK OF AMERICA CORP CMN	11-Mar-09	5-Mar-10	1,338.92	400.42	938.5
65	BANK OF AMERICA CORP CMN	28-May-09	11-Mar-10	1,111.68	716.95	394.73
140	CITIGROUP INC CMN	26-Aug-10	27-Dec-10	665.22	514.72	150.5
5	DEVON ENERGY CORPORATION (NEW)	13-Oct-09	11-Mar-10	360.74	349.95	10.79
5	DEVON ENERGY CORPORATION (NEW	13-Oct-09	9-Jul-10	316.81	349.95	-33.14
53	DOLE FOOD COMPANY, INC CMN	2-Dec-10	31-Dec-10	719.5	499.56	219.94
25	DR PEPPER SNAPPLE GROUP, INC. CMN	12-May-10	4-Oct-10	870.48	944.91	-74.43
15	DR PEPPER SNAPPLE GROUP, INC. CMN	12-May-10	2-Dec-10	566.79	566.95	-0.16
10	DR PEPPER SNAPPLE GROUP, INC. CMN	12-May-10	31-Dec-10	353.64	377.97	-24.33
55	EBAY INC CMN	26-Jan-10	5-Mar-10	1,353.93	1,325.40	28.53
55	EBAY INC. CMN	26-Jan-10	16-Apr-10	1,448.18	1,325.40	122.78
235	EBAY INC. CMN	26-Jan-10	12-May-10	5,273.47	5,663.08	-389.61
101	ENERGYSOLUTIONS, INC CMN	27-Mar-09	19-Feb-10	629.66	877.84	-248.18
155	ENERGYSOLUTIONS, INC CMN	7-Apr-09	19-Feb-10	966.32	1,527.28	-560.96
154	ENERGYSOLUTIONS, INC CMN	30-Mar-09	19-Feb-10	960.08	1,337.46	-377.38
22	ENERGYSOLUTIONS, INC CMN	7-Apr-09	9-Mar-10	128.15	216.78	-88.63
13	ENERGYSOLUTIONS, INC CMN	8-Apr-09	9-Mar-10	75.72	126.94	-51.22
127	ENERGYSOLUTIONS, INC CMN	23-Oct-09	9-Mar-10	739.78	1,095.36	-355.58
165	ENERGYSOLUTIONS, INC CMN	26-Oct-09	9-Mar-10	961.13	1,430.89	-469.76
82	ENERGYSOLUTIONS, INC CMN	27-Oct-09	10-Mar-10	477.51	722.4	-244.89
41	ENERGYSOLUTIONS, INC. CMN	26-Oct-09	10-Mar-10	238.75	355.56	-116.81
105	GREAT A&P TEA CO.INC CMN	15-Jun-10	21-Dec-10	15.42	458.99	-443.57
106	GREAT A&P TEA CO INC. CMN	16-Jun-10	21-Dec-10	15.57	466.71	-451.14
184	GREAT A&P TEA CO INC. CMN	17-Jun-10	21-Dec-10	27.03	817.71	-790.68
80	INTEL CORPORATION CMN	26-Jan-10	1-Oct-10	1,544.91	1,602.90	-57.99
75	INTEL CORPORATION CMN	26-Jan-10	10-Nov-10	1,567.52	1,502.72	64.8
165	ISHARES SILVER TRUST ETF	19-Feb-09	26-Jan-10	2,712.63	2,280.81	431.82
24	L-3 COMMUNICATIONS HLDGS INC CMN	25-Feb-10	5-Mar-10	2,235.05	2,181.29	53.76
41	L-3 COMMUNICATIONS HLDGS INC CMN	26-Feb-10	5-Mar-10	3,818.20	3,747.80	70.4
15	LAS VEGAS SANDS CORP CMN	17-May-10	3-Nov-10	745.44	334.63	410.81
15	LAS VEGAS SANDS CORP CMN	17-May-10	10-Nov-10	743.81	334.63	409.18
55	MCDERMOTT INTL CMN	16-Mar-09	5-Mar-10	1,395.28	757.26	638.02
123	MCDERMOTT INTL CMN	9-Sep-09	11-Aug-10	1,576.61	1,680.34	-103.73
62	MCDERMOTT INTL CMN	10-Sep-09	11-Aug-10	794.71	861.43	-66.72
205	MICROSOFT CORPORATION CMN	12-May-10	8-Nov-10	5,492.53	6,048.36	-555.83
60	MONSANTO COMPANY CMN	27-May-09	9-Apr-10	4,130.07	4,823.65	-693.58
51	SUNPOWER CORPORATION CMN CLASS A	25-Jun-09	25-Jan-10	1,071.31	1,347.28	-275.97
109	SUNPOWER CORPORATION CMN CLASS A	25-Jun-09	26-Jan-10	2,387.89	2,879.47	-491.58
70	SUNPOWER CORPORATION CMN CLASS A	30-Jul-09	26-Jan-10	1,533.50	2,313.96	-780.46
75	SUNPOWER CORPORATION CMN CLASS A	1-Jun-10	27-Dec-10	991.82	970.41	21.41
10	THE MOSAIC COMPANY CMN	16-Feb-10	3-Nov-10	701.73	602.1	99.63

THE BILL BASS FOUNDATION - ALETHEIA:[redacted]020-44824-7
REALIZED CAPITAL GAIN/LOSS
FROM 01/01/2010 to 12/31/2010

Qty	Description	Purchase Date	Sell Date	Proceeds	Cost	Gain/Loss
10	THE MOSAIC COMPANY CMN	16-Feb-10	9-Nov-10	721 41	602.1	119 31
0 5	UNITED CONTINENTAL HOLDING INC CMN	15-Jun-10	1-Oct-10	12 75	0	12.75
10	VALEANT PHARMACEUTICALS INTL CMN	18-May-09	12-May-10	495 21	216.99	278.22
20	VALEANT PHARMACEUTICALS INTL CMN	24-Jul-09	9-Jul-10	1,040.22	501.44	538 78
110	VMWARE INC. CMN CLASS A	9-Apr-10	12-May-10	6,891 53	5,992 45	899 08
	Total Short Term Realized Gain/Loss			**103,146.52**	**98,772.07**	**4,374.45**
						4,374 45
	LONG TERM REALIZED CAPITAL GAIN/LOSS					
40	AES CORP CMN	30-May-07	17-Nov-10	460.46	944 8	-484.34
280	AES CORP. CMN	3-Aug-07	17-Nov-10	3,223 22	5,353 60	-2,130 38
250	AES CORP CMN	13-Nov-07	17-Nov-10	2,877.87	5,384.15	-2,506 28
60	AGNICO EAGLE MINES LTD CMN	14-Nov-08	10-May-10	3,781 96	2,035.24	1,746 72
20	AGNICO EAGLE MINES LTD CMN	26-Dec-08	10-May-10	1,260.65	967.44	293 21
55	ALNYLAM PHARMACEUTICALS, INC CMN	30-May-07	2-Nov-10	693 85	868 45	-174 6
40	ALNYLAM PHARMACEUTICALS, INC CMN	30-May-07	2-Dec-10	377.68	631 6	-253 92
155	ALNYLAM PHARMACEUTICALS, INC CMN	30-May-07	3-Dec-10	1,442.01	2,447.45	-1,005 44
60	ALNYLAM PHARMACEUTICALS, INC. CMN	30-May-07	6-Dec-10	553.21	947.4	-394 19
65	AMERICAN EXPRESS CO. CMN	19-Feb-09	10-May-10	2,783 98	850.32	1,933.66
120	AMERICAN EXPRESS CO CMN	19-Feb-09	20-May-10	4,684 91	1,569.83	3,115.08
20	ATP OIL & GAS CORP CMN	18-Sep-09	2-Dec-10	297 52	397.55	-100 03
100	BARNES & NOBLE, INC CMN	7-Jan-09	4-Oct-10	1,593 48	1,708 13	-114 65
32	BARNES & NOBLE, INC CMN	7-Jan-09	2-Dec-10	418 19	546 6	-128.41
18	BARNES & NOBLE, INC CMN	7-Jan-09	3-Dec-10	232.32	307.46	-75.14
10	BARRICK GOLD CORPORATION CMN	26-Dec-08	30-Dec-10	526 09	358 1	167 99
16	BRISTOL-MYERS SQUIBB COMPANY CMN	27-Aug-08	26-Jan-10	388 82	343.17	45 65
204	BRISTOL-MYERS SQUIBB COMPANY CMN	28-Aug-08	26-Jan-10	4,957.46	4,390.19	567.27
15	CANADIAN NATURAL RESOURCES CMN	3-Aug-07	16-Feb-10	1,035.28	1,017.00	18 28
5	CANADIAN NATURAL RESOURCES CMN	20-Feb-08	30-Mar-10	361 35	339.62	21 73
15	CANADIAN NATURAL RESOURCES CMN	3-Aug-07	30-Mar-10	1,084.05	1,017.00	67 05
25	CANADIAN NATURAL RESOURCES CMN	20-Feb-08	30-Dec-10	1,109 11	849 05	260.06
20	CATERPILLAR INC (DELAWARE) CMN	9-Oct-07	7-Sep-10	1,385 91	1,648 23	-262 32
20	CATERPILLAR INC (DELAWARE) CMN	9-Oct-07	10-Nov-10	1,641.75	1,648 23	-6.48
5	CATERPILLAR INC (DELAWARE) CMN	9-Oct-07	2-Dec-10	443.41	412 06	31 35
5	CATERPILLAR INC (DELAWARE) CMN	9-Oct-07	27-Dec-10	467 83	412 06	55.77
10	CATERPILLAR INC (DELAWARE) CMN	12-Nov-07	27-Dec-10	935.65	701 17	234 48
5	CME GROUP INC CMN CLASS A	10-Oct-08	26-Jan-10	1,443 59	1,806 36	-362.77
10	CME GROUP INC. CMN CLASS A	19-Feb-09	23-Feb-10	2,772 98	1,831 55	941 43
10	CME GROUP INC. CMN CLASS A	10-Oct-08	23-Feb-10	2,772 98	3,612 73	-839 75
30	COCA-COLA COMPANY (THE) CMN	30-May-07	4-Oct-10	1,766 28	1,575.00	191.28
15	COCA-COLA COMPANY (THE) CMN	30-May-07	2-Nov-10	927 81	787 5	140 31
10	COCA-COLA COMPANY (THE) CMN	30-May-07	5-Mar-10	546 39	525	21 39
45	COEUR D'ALENE MINES CORP CMN	30-Jul-09	4-Oct-10	870 85	587 92	282 93
35	COEUR D'ALENE MINES CORP CMN	30-Jul-09	10-Nov-10	828 7	457 28	371 42
25	COEUR D'ALENE MINES CORP CMN	30-Jul-09	27-Dec-10	657.09	326 63	330 46
45	CONTINENTAL RESOURCES, INC CMN	24-Jul-09	17-Nov-10	2,209 72	1,405 39	804 33
15	CONTINENTAL RESOURCES, INC CMN	24-Jul-09	27-Dec-10	861 84	468 46	393 38
5	CONTINENTAL RESOURCES, INC CMN	27-Jul-09	27-Dec-10	287 28	157 04	130 24
20	DEERE & COMPANY CMN	1-Jul-08	7-Sep-10	1,353 80	1,444.71	-90 91
25	DEERE & COMPANY CMN	22-May-08	9-Jun-10	1,416 34	2,024 98	-608 64
5	DEERE & COMPANY CMN	21-May-08	9-Jun-10	283.27	415 55	-132 28
20	DEERE & COMPANY CMN	22-May-08	15-Jun-10	1,152 41	1,619.98	-467.57
196	DELL INC CMN	7-Jul-08	26-Jan-10	2,671 48	4,456 92	-1,785 44
295	DELL INC CMN	9-Jul-08	26-Jan-10	4,020 86	6,535 93	-2,515 07
89	DELL INC CMN	8-Jul-08	26-Jan-10	1,213.07	1,989.13	-776.06
35	DEVON ENERGY CORPORATION (NEW)	29-Nov-07	26-Jan-10	2,450 78	2,858 88	-408 1
25	DEVON ENERGY CORPORATION (NEW)	29-Nov-07	25-Feb-10	1,716 00	2,042 05	-326 05
20	DEVON ENERGY CORPORATION (NEW)	6-Aug-08	5-Mar-10	1,396 63	1,828 14	-431 51
10	DEVON ENERGY CORPORATION (NEW)	6-Aug-08	11-Mar-10	721 49	914 07	-192 58
5	EMERSON ELECTRIC CO CMN	30-May-07	9-Nov-10	280 29	237.65	42 64
20	EMERSON ELECTRIC CO CMN	30-May-07	25-Feb-10	952 44	950 6	1 84
25	EMERSON ELECTRIC CO CMN	30-May-07	16-Apr-10	1,292 05	1,188 25	103.8
135	FLUOR CORPORATION CMN	6-Oct-08	11-Jun-10	6,091 74	5,755.52	336 22
20	FREEPORT-MCMORAN COPPER & GOLD	26-Oct-09	30-Nov-10	2,033 89	1,595 90	437 99

THE BILL BASS FOUNDATION - ALETHEIA:[redacted] 020-44824-7
REALIZED CAPITAL GAIN/LOSS
FROM 01/01/2010 to 12/31/2010

Qty	Description	Purchase Date	Sell Date	Proceeds	Cost	Gain/Loss
50	FREEPORT-MCMORAN COPPER & GOLD	26-Oct-09	2-Dec-10	5,381 06	3,989.76	1,391 30
3	GENERAL CABLE CORP CMN	1-Jul-08	16-Feb-10	73 63	178.81	-105 18
105	GENERAL CABLE CORP CMN	25-Apr-08	16-Feb-10	2,576.97	7,483.85	-4,906 88
92	GENERAL CABLE CORP CMN	1-Jul-08	17-Feb-10	2,255.78	5,483 37	-3,227.59
75	GOLDCORP INC CMN	3-Aug-07	26-Jan-10	2,734.54	1,887.75	846 79
5	GOLDCORP INC CMN	3-Aug-07	16-Feb-10	192 01	125.85	66 16
30	GOLDCORP INC CMN	3-Aug-07	13-Jul-10	1,270 16	755 1	515 06
20	GOLDCORP INC CMN	3-Aug-07	10-Nov-10	947 26	503 4	443.86
25	GOLDCORP INC CMN	3-Aug-07	10-Nov-10	1,185.85	629.25	556 6
15	GOLDCORP INC CMN	3-Aug-07	17-Nov-10	674 33	377 55	296.78
15	GOLDCORP INC CMN	27-May-09	17-Nov-10	674 33	567 26	107 07
35	GOLDCORP INC CMN	27-May-09	30-Nov-10	1,603 50	1,323.60	279.9
265	GREAT A&P TEA CO INC. CMN	19-Oct-09	20-Dec-10	45.34	2,991 08	-2,945.74
416	GREAT A&P TEA CO.INC. CMN	20-Oct-09	20-Dec-10	71 17	4,031 29	-3,960 12
29	GREAT A&P TEA CO INC. CMN	20-Oct-09	21-Dec-10	4 26	281.03	-276.77
530	GREAT A&P TEA CO.INC. CMN	21-Oct-09	21-Dec-10	77 85	5,060.17	-4,982 32
36	GREAT A&P TEA CO INC. CMN	23-Nov-09	21-Dec-10	5.29	410 78	-405 49
89	GREAT A&P TEA CO.INC CMN	24-Nov-09	21-Dec-10	13 07	1,011 93	-998 86
10	INTL BUSINESS MACHINES CORP CMN	9-Oct-07	23-Feb-10	1,267.28	1,181 30	85 98
5	INTL BUSINESS MACHINES CORP CMN	11-Oct-07	5-Mar-10	636.58	605.08	31.5
5	INTL BUSINESS MACHINES CORP CMN	9-Oct-07	5-Mar-10	636.58	590 65	45 93
20	INTL BUSINESS MACHINES CORP CMN	11-Oct-07	15-Jun-10	2,579 47	2,420 33	159.14
10	INTL BUSINESS MACHINES CORP CMN	11-Oct-07	14-Jul-10	1,310 50	1,210.16	100 34
5	INTL BUSINESS MACHINES CORP CMN	11-Oct-07	10-Nov-10	731.06	605 08	125.98
20	ISHARES SILVER TRUST ETF	19-Feb-09	2-Dec-10	558 98	276 46	282 52
20	ISHARES SILVER TRUST ETF	19-Feb-09	27-Dec-10	571 68	276 46	295 22
15	JOHNSON & JOHNSON CMN	12-Jan-09	4-Oct-10	925 9	880.88	45.02
40	JOHNSON & JOHNSON CMN	12-Jan-09	5-Mar-10	2,560.77	2,349 01	211.76
155	MARKET VECTORS ETF TR GOLD MINERS	3-Feb-09	16-Apr-10	7,209.56	5,111.31	2,098 25
30	MC DONALDS CORP CMN	30-May-07	3-Nov-10	2,351.83	1,500 30	851.53
15	MC DONALDS CORP CMN	30-May-07	10-Nov-10	1,186 40	750.15	436 25
55	MCDERMOTT INTL CMN	16-Mar-09	30-Mar-10	1,457 61	757 26	700.35
80	MCDERMOTT INTL CMN	16-Mar-09	9-Jul-10	1,984.90	1,101.47	883.43
95	MCDERMOTT INTL CMN	16-Mar-09	11-Aug-10	1,217 71	672 83	544 88
100	MGM RESORTS INTERNATIONAL CMN	25-Jun-08	10-May-10	1,391 45	3,886 17	-2,494 72
180	MGM RESORTS INTERNATIONAL CMN	1-Jul-08	17-May-10	2,369 10	5,774.96	-3,405 86
145	MGM RESORTS INTERNATIONAL CMN	25-Jun-08	17-May-10	1,908.44	5,634.94	-3,726 50
5	MGM RESORTS INTERNATIONAL CMN	1-Jul-08	31-Dec-10	74 36	160 42	-86 06
25	MGM RESORTS INTERNATIONAL CMN	9-Jul-08	31-Dec-10	371.82	771 8	-399 98
213	MGM RESORTS INTERNATIONAL CMN	6-Aug-08	31-Dec-10	3,167 86	7,263 24	-4,095.38
20	MURPHY OIL CORPORATION CMN	3-Aug-07	16-Sep-10	1,169 54	1,195.60	-26.06
20	MURPHY OIL CORPORATION CMN	3-Aug-07	4-Oct-10	1,228 58	1,195 60	32 98
25	MURPHY OIL CORPORATION CMN	30-May-07	23-Feb-10	1,295.89	1,471.38	-175 49
5	MURPHY OIL CORPORATION CMN	3-Aug-07	5-Mar-10	269.18	298 9	-29.72
45	MURPHY OIL CORPORATION CMN	30-May-07	5-Mar-10	2,422.63	2,648 48	-225.85
25	MURPHY OIL CORPORATION CMN	3-Aug-07	22-Apr-10	1,506 77	1,494 50	12 27
40	MURPHY OIL CORPORATION CMN	3-Aug-07	15-Jun-10	2,211.21	2,391 20	-179.99
25	MURPHY OIL CORPORATION CMN	3-Aug-07	9-Jul-10	1,273 37	1,494.50	-221 13
45	MURPHY OIL CORPORATION CMN	3-Aug-07	27-Dec-10	3,332.74	2,690.10	642 64
55	MURPHY OIL CORPORATION CMN	16-Jun-09	27-Dec-10	4,073.35	3,183 27	890 08
70	NASDAQ OMX GROUP, INC. CMN	15-Apr-08	5-Mar-10	1,402 16	2,687 59	-1,285 43
110	NASDAQ OMX GROUP, INC CMN	15-Apr-08	16-Apr-10	2,362 17	4,223 36	-1,861 19
95	NASDAQ OMX GROUP, INC. CMN	19-Feb-09	16-Apr-10	2,040.06	1,979 70	60 36
35	NEWMONT MINING CORPORATION CMN	20-Feb-08	9-Nov-10	2,116 87	1,749 34	367.53
10	NEWMONT MINING CORPORATION CMN	1-Nov-07	1-Jun-10	554 49	501 85	52.64
65	NEWMONT MINING CORPORATION CMN	20-Feb-08	1-Jun-10	3,604.17	3,248 78	355.39
20	NEWMONT MINING CORPORATION CMN	20-Feb-08	9-Jun-10	1,116 30	999 63	116 67
220	NOVAGOLD RESOURCES INC CMN	23-Jul-08	16-Feb-10	1,336 57	2,022 19	-685 62
92	NOVAGOLD RESOURCES INC CMN	23-Jul-08	30-Nov-10	1,326.77	845.65	481 12
52	NOVAGOLD RESOURCES INC. CMN	24-Jul-08	1-Dec-10	754 36	475 03	279.33
101	NOVAGOLD RESOURCES INC CMN	23-Jul-08	1-Dec-10	1,465 19	928 37	536 82
35	NOVAGOLD RESOURCES INC CMN	24-Jul-08	30-Dec-10	501 75	319 73	182 02
57	OILSANDS QUEST INC CMN	30-Aug-07	12-Feb-10	39 63	289 69	-250 06
186	OILSANDS QUEST INC CMN	25-Jul-07	12-Feb-10	128 52	732 45	-603 93
770	OILSANDS QUEST INC CMN	3-Aug-07	12-Feb-10	534 91	3,318 70	-2,783 79
390	OILSANDS QUEST INC CMN	3-Aug-07	12-Feb-10	271 16	1,680 90	-1,409.74

THE BILL BASS FOUNDATION - ALETHEIA:[redacted]020-44824-7
REALIZED CAPITAL GAIN/LOSS
FROM 01/01/2010 to 12/31/2010

Qty	Description	Purchase Date	Sell Date	Proceeds	Cost	Gain/Loss
549	OILSANDS QUEST INC CMN	26-Jul-07	12-Feb-10	379 35	2,228 50	-1,849 15
35	OILSANDS QUEST INC CMN	3-Aug-07	12-Feb-10	24 19	150.85	-126 66
283	OILSANDS QUEST INC CMN	29-Aug-07	12-Feb-10	196.77	1,431.84	-1,235 07
50	PETROLEO BRASILEIRO S A	5-Feb-09	29-Oct-10	1,711 50	1,403 21	308 29
70	PETROLEO BRASILEIRO S.A.	6-Aug-08	29-Oct-10	2,396 09	3,606 82	-1,210 73
10	PETROLEO BRASILEIRO S.A.	8-Feb-08	15-Jun-10	372.11	553 93	-181 82
115	PETROLEO BRASILEIRO S A.	8-Feb-08	9-Jul-10	4,187.84	6,370 25	-2,182 41
35	PETROLEO BRASILEIRO S A	8-Feb-08	13-Jul-10	1,248 06	1,938 77	-690 71
20	PROCTER & GAMBLE COMPANY (THE)	30-May-07	5-Mar-10	1,272 13	1,270 20	1 93
5	SILVER WHEATON CORP CMN	3-Aug-07	10-Nov-10	171.97	66.3	105 67
15	SILVER WHEATON CORP CMN	3-Aug-07	17-Nov-10	493.01	198.9	294.11
30	SILVER WHEATON CORP CMN	27-Sep-07	17-Nov-10	986 02	417.79	568.23
15	SILVER WHEATON CORP CMN	27-Sep-07	23-Dec-10	551.89	208 9	342.99
25	SILVER WHEATON CORP CMN	27-Sep-07	30-Dec-10	945 97	348 16	597 81
5	SPDR GOLD TRUST ETF	30-May-07	5-Mar-10	554 38	323 35	231 03
5	SPDR GOLD TRUST ETF	30-May-07	22-Apr-10	558 76	323 35	235 41
10	SPDR GOLD TRUST ETF	30-May-07	12-May-10	1,220 22	646.7	573 52
30	SPDR GOLD TRUST ETF	30-May-07	1-Jun-10	3,600 09	1,940 10	1,659 99
5	SPDR GOLD TRUST ETF	3-Aug-07	1-Jun-10	600 02	334.2	265.82
10	SPDR GOLD TRUST ETF	3-Aug-07	9-Jun-10	1,200 73	668.4	532 33
10	SPDR GOLD TRUST ETF	3-Aug-07	13-Jul-10	1,185 30	668.4	516 9
15	SPDR GOLD TRUST ETF	3-Aug-07	27-Dec-10	2,023 92	1,002 60	1,021 32
25	SUNCOR ENERGY INC. CMN	3-Aug-07	10-Nov-10	903 73	1,134 25	-230.52
10	SUNCOR ENERGY INC. CMN	30-May-07	16-Feb-10	301.83	431.35	-129.52
90	SUNCOR ENERGY INC. CMN	30-May-07	16-Apr-10	3,013 04	3,882.15	-869 11
45	SUNCOR ENERGY INC. CMN	30-May-07	22-Apr-10	1,508 27	1,941 08	-432 81
45	SUNCOR ENERGY INC CMN	30-May-07	1-Jun-10	1,395 27	1,941.08	-545 81
10	SUNCOR ENERGY INC. CMN	3-Aug-07	15-Jun-10	332 3	453.7	-121.4
110	SUNCOR ENERGY INC CMN	30-May-07	15-Jun-10	3,655 25	4,744 85	-1,089 60
30	SUNCOR ENERGY INC. CMN	3-Aug-07	13-Jul-10	963.12	1,361 10	-397 98
95	SUNCOR ENERGY INC CMN	3-Aug-07	17-Nov-10	3,126 72	4,310 15	-1,183 43
25	SUNCOR ENERGY INC. CMN	3-Aug-07	30-Nov-10	845 12	1,134 25	-289 13
200	SUNPOWER CORPORATION CMN CLASS A	17-Nov-08	25-Jan-10	4,201 23	5,374.93	-1,173 70
7	VALEANT PHARMACEUTICALS INTL CMN	4-Feb-09	5-Mar-10	269 9	154 22	115 68
28	VALEANT PHARMACEUTICALS INTL CMN	3-Feb-09	5-Mar-10	1,079 61	621 23	458 38
35	VALEANT PHARMACEUTICALS INTL CMN	4-Feb-09	16-Apr-10	1,470.56	771 1	699.46
47	VALEANT PHARMACEUTICALS INTL CMN	5-Feb-09	10-May-10	2,169 98	1,071 99	1,097 99
13	VALEANT PHARMACEUTICALS INTL CMN	4-Feb-09	10-May-10	600 21	286 41	313 8
10	VALEANT PHARMACEUTICALS INTL CMN	5-Feb-09	12-May-10	495 21	228.08	267.13
115	VALEANT PHARMACEUTICALS INTL CMN	18-May-09	15-Jun-10	5,423 10	2,495.42	2,927 68
5	VALEANT PHARMACEUTICALS INTL CMN	18-May-09	9-Jul-10	260 05	108 5	151 55
57	VALEANT PHARMACEUTICALS INTL CMN	24-Jul-09	26-Aug-10	3,296 06	1,429.10	1,866 96
68	VALEANT PHARMACEUTICALS INTL CMN	27-Jul-09	26-Aug-10	3,932 15	1,692 26	2,239 89
25	WAL MART STORES INC CMN	30-May-07	16-Apr-10	1,356 28	1,169.50	186.78
10	WAL MART STORES INC CMN	30-May-07	2-Dec-10	548 33	467.8	80 53
65	WESTERN UNION COMPANY (THE) CMN	21-Apr-09	13-Jul-10	1,028.57	1,046 78	-18 21
190	WHOLE FOODS MARKET INC CMN	19-Feb-09	25-Feb-10	6,673.89	2,410 25	4,263 64
319	WORLDSPACE INC CMN CLASS A	30-May-07	12-May-10	5 57	1,177.11	-1,171.54
1,066	WORLDSPACE INC CMN CLASS A	30-May-07	13-May-10	16 09	3,933.54	-3,917 45
395	WORLDSPACE INC CMN CLASS A	3-Aug-07	13-May-10	5 96	1,777 50	-1,771 54
5	WYNN RESORTS, LIMITED CMN	30-May-07	3-Nov-10	553 29	471 7	81 59
20	WYNN RESORTS, LIMITED CMN	30-May-07	17-May-10	1,611.90	1,886 80	-274 9
15	WYNN RESORTS, LIMITED CMN	30-May-07	14-Jul-10	1,230 48	1,415.10	-184 62
5	WYNN RESORTS, LIMITED CMN	30-May-07	27-Dec-10	511 09	471.7	39 39
	Total Long Term Realized Gain/Loss			**257,269.13**	**290,330.10**	**-33,060.97**
						-33,060.97
	Total Realized Gain/Loss			360,415.65	389,102 17	-28,686 52
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THE BILL BASS FOUNDATION

FORM 990PF – EXPLANATION OF CHANGES

THE TAXPAYER IS HEREBY AMENDING THEIR 2010 FORM 990PF TO REFLECT INCOME THAT WAS INADVERTENTLY OMMITTED ON THE ORIGINAL FILING. THE $143,035 OF INCOME FROM GS LIBERTY HARBOR OFFSHORE I, LTD HAS BEEN INCLUDED ON PART 1, LINE 11 OF FORM 990-PF. THE INCOME HAS ALSO RESULTED IN A BASIS ADJUSTMENT OF $143,035 REPORTED ON PART II, LINE 10B, COLUMN B.

Form **8868**
(Rev January 2012)
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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE BILL BASS FOUNDATION C/O GRIFFITH & JACOBSON, LLC	Employer identification number (EIN) or [X] 61-6314816
	Number, street, and room or suite no If a P O box, see instructions 55 WEST MONROE STREET	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions CHICAGO, IL 60603-5000	

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	01	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 ▶ LOUIS A. RASCIA,TRUSTEE

Telephone No ▶ 312 236-8110 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 08/15 , 20 11 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 20 10 or

▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___

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	$ 4,520.
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	$ 1,020.
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	$ 3,500.

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.