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

2010

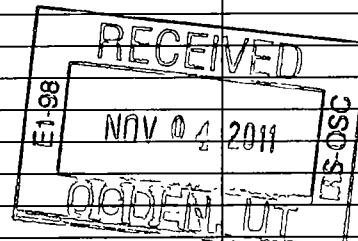
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning APR 1, 2010, and ending MAR 31, 2011

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

Name of foundation Castellini Foundation c/o Christopher L. Fister, Trustee		A Employer identification number 31-6429763
Number and street (or P.O. box number if mail is not delivered to street address) 312 Elm Street	Room/suite 2600	B Telephone number 513-651-9400
City or town, state, and ZIP code Cincinnati, OH 45202		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,351,774. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		78.	78.		Statement 1
4 Dividends and interest from securities		64,658.	64,658.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<19,113.>			
b Gross sales price for all assets on line 6a		1,869,740.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		2,323.	0.		Statement 3
12 Total. Add lines 1 through 11		47,946.	64,736.		
13 Compensation of officers, directors, trustees, etc.		7,011.	4,907.		2,103.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees Stmt 4		1,317.	922.		395.
17 Interest					
18 Taxes Stmt 5		951.	666.		285.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 6		17,937.	12,555.		5,382.
24 Total operating and administrative expenses. Add lines 13 through 23		27,216.	19,050.		8,165.
25 Contributions, gifts, grants paid		1,648,321.			1,648,321.
26 Total expenses and disbursements. Add lines 24 and 25		1,675,537.	19,050.		1,656,486.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,627,591.>			
b Net investment income (if negative, enter -0-)			45,686.		
c Adjusted net income (if negative, enter -0-)				N/A	



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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets	1	Cash - non-interest-bearing	875.	<1,564.>	<1,564.>
	2	Savings and temporary cash investments	285,950.	145,304.	145,304.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ 502,348.			
		Less: allowance for doubtful accounts ▶ 0.	504,730.	502,348.	502,348.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock Stmt 8	4,424,266.	2,786,674.	3,868,684.
	c	Investments - corporate bonds			
	Liabilities	11	Investments - land, buildings, and equipment basis ▶		
		Less: accumulated depreciation ▶			
12		Investments - mortgage loans			
13		Investments - other			
14		Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
15		Other assets (describe ▶ Other Investments)	1,616,228.	1,771,638.	1,837,002.
16		Total assets (to be completed by all filers)	6,832,049.	5,204,400.	6,351,774.
17		Accounts payable and accrued expenses	10.	10.	
18		Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	10.	10.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	4,981,396.	6,832,040.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	1,850,643.	<1,627,650.>		
30	Total net assets or fund balances	6,832,039.	5,204,390.		
31	Total liabilities and net assets/fund balances	6,832,049.	5,204,400.		

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	6,832,039.
2	Enter amount from Part I, line 27a	2	<1,627,591.>
3	Other increases not included in line 2 (itemize) ▶ Rounding	3	6.
4	Add lines 1, 2, and 3	4	5,204,454.
5	Decreases not included in line 2 (itemize) ▶ See Statement 7	5	64.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,204,390.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b See Attached Statement				
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 1,869,740.		1,888,853.	<19,113.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			<19,113.>	
2 Capital gain net income or (net capital loss)		2		<19,113.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3		N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,672,142.	5,906,710.	.283092
2008	1,935,397.	6,028,236.	.321055
2007	1,443,805.	9,840,276.	.146724
2006	1,526,812.	10,280,484.	.148516
2005	1,351,674.	10,413,616.	.129799

2 Total of line 1, column (d)	2	1.029186
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	.205837
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	6,208,452.
5 Multiply line 4 by line 3	5	1,277,929.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	457.
7 Add lines 5 and 6	7	1,278,386.
8 Enter qualifying distributions from Part XII, line 4 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.	8	1,656,486.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	457.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	457.
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	457.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,525.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,525.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,068.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 1,068. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 Castellini Management Company Telephone no. 513-651-9400 Located at 312 Elm Street, Suite 2600 Cincinnati, Ohio ZIP+4 45202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country 16	Yes	No	X

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

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

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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Fifth Third Bank	Agent			
38 Fountain Square				
Cincinnati, OH 45202	0.00	7,011.	0.	0.
Robert H. Castellini	Chairman/Pres. & Trustee			
312 Elm Street, Suite 2600				
Cincinnati, OH 45202	0.00	0.	0.	0.
Susan F. Castellini	Trustee			
312 Elm Street, Suite 2600				
Cincinnati, OH 45202	0.00	0.	0.	0.
Christopher L. Fister	Secretary/Treas. & Trustee			
312 Elm Street, Suite 2600				
Cincinnati, OH 45202	0.00	0.	0.	0.

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

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

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

0

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

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

Total number of others receiving over \$50,000 for professional services

0

Part IX-A**Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,979,383.
b	Average of monthly cash balances	1b	112,428.
c	Fair market value of all other assets	1c	2,211,186.
d	Total (add lines 1a, b, and c)	1d	6,302,997.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,302,997.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	94,545.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,208,452.
6	Minimum investment return. Enter 5% of line 5	6	310,423.

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

1	Minimum investment return from Part X, line 6	1	310,423.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	457.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	198.
c	Add lines 2a and 2b	2c	655.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	309,768.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	309,768.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	309,768.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,656,486.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,656,486.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	457.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,656,029.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				309,768.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	850,785.			
b From 2006	1,032,366.			
c From 2007	969,461.			
d From 2008	1,635,727.			
e From 2009	1,400,214.			
f Total of lines 3a through e	5,888,553.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$	1,656,486.			
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				309,768.
e Remaining amount distributed out of corpus	1,346,718.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,235,271.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	850,785.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	6,384,486.			
10 Analysis of line 9:				
a Excess from 2006	1,032,366.			
b Excess from 2007	969,461.			
c Excess from 2008	1,635,727.			
d Excess from 2009	1,400,214.			
e Excess from 2010	1,346,718.			

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N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Contribution List-Statement #12				1,648,321.
Total			▶ 3a	1,648,321.
b Approved for future payment None				
Total			▶ 3b	0.

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

- | | | Yes | No |
|--|--|-----|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | | | X |
| (2) Other assets | | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | | X |
| (3) Rental of facilities, equipment, or other assets | | | X |
| (4) Reimbursement arrangements | | | X |
| (5) Loans or loan guarantees | | | X |
| (6) Performance of services or membership or fundraising solicitations | | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee

Date _____

Trustee

Title

Print/type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

**Paid
Preparer
Use Only**

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no.

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	Account 015 - See attached	P	Various	Various
b	Account 509 - See attached	P	Various	Various
c	Account 504 - See attached	P	Various	Various
d	Account 271 - See attached	P	Various	Various
e	Account 015 - See attached	P	Various	Various
f	Account 509 - See attached	P	Various	Various
g	Account 504 - See attached	P	Various	Various
h	Account 764 - See attached	P	Various	Various
i	Account 271 - See attached	P	Various	Various
j	Account 509 - LTCG Distribution	P	Various	Various
k	Account 015 - Stock litigation	P	Various	Various
l	Account 023 - Stock litigation	P	Various	Various
m	Other investments	P	Various	Various
n	Other investments	P	Various	Various
o				

(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	722,127.	669,450.	52,677.
b	191,784.	186,087.	5,697.
c	12,547.	11,542.	1,005.
d	4,925.	4,454.	471.
e	204,615.	158,709.	45,906.
f	528,301.	568,430.	<40,129.>
g	35,617.	24,283.	11,334.
h	57,500.	88,997.	<31,497.>
i	155,706.	176,901.	<21,195.>
j	10,250.		10,250.
k	39.		39.
l	5,266.		5,266.
m	<53,797.>		<53,797.>
n	<5,140.>		<5,140.>
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			52,677.
b			5,697.
c			1,005.
d			471.
e			45,906.
f			<40,129.>
g			11,334.
h			<31,497.>
i			<21,195.>
j			10,250.
k			39.
l			5,266.
m			<53,797.>
n			<5,140.>
o			

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	<19,113.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Castellini Foundation
Tax Year Ended March 31, 2011
EIN #31-6429763
Schedule of Short Term Gain/Loss

SECURITY	PURCH DATE	SHARES	PRICE	TOTAL COST	SALE DATE	SHARES	PRICE	NET PROCEEDS	SALES COST	SHORT-TERM GAIN (LOSS)
<i>Account 015</i>										
Shares Russell 1000	11-Dec-09	1,450,000	\$60.9189	\$88,361.41	19-Nov-10	1,450,000	\$66.1600	\$95,915.87	\$88,361.41	\$7,554.46
Shares Russell 1000	11-Dec-09	160,000	\$60.9189	\$9,750.22	22-Sep-10	160,000	\$62.8600	\$10,049.43	\$9,750.22	\$299.21
Shares Russell 1000	11-Dec-09	593,000	\$60.9189	\$36,136.77	02-Aug-10	593,000	\$61.7400	\$36,593.41	\$36,136.77	\$456.64
Shares Russell 1000	11-Jan-10	427,000	\$63.0780	\$26,956.51	02-Aug-10	427,000	\$61.7400	\$26,349.72	\$26,956.51	(\$606.79)
Shares Russell 1000	11-Jan-10	256,000	\$63.0780	\$16,161.28	20-Jul-10	256,000	\$58.5700	\$14,980.86	\$16,161.28	(\$1,180.42)
Shares Russell 1000	11-Jan-10	203,000	\$63.0780	\$12,815.39	14-Jun-10	203,000	\$61.3580	\$12,354.97	\$12,815.39	(\$460.42)
Shares Russell 1000	11-Jan-10	385,000	\$63.0780	\$24,305.05	09-Apr-10	385,000	\$65.9104	\$25,355.82	\$24,305.05	\$1,050.77
Shares Russell 1000	11-Jan-10	285,000	\$63.0780	\$17,992.05	05-Apr-10	285,000	\$65.5510	\$18,667.47	\$17,992.05	\$675.42
Shares Russell 2000 Growth	11-Jan-10	462,000	\$69.9494	\$32,330.48	16-Dec-10	462,000	\$66.2900	\$39,765.05	\$32,330.48	\$7,434.57
Shares Russell 2000 Growth	11-Jan-10	928,000	\$69.9494	\$64,940.88	19-Nov-10	928,000	\$79.9003	\$74,136.94	\$64,940.88	\$9,196.06
Shares Russell 2000 Growth	11-Jan-10	196,000	\$69.9494	\$13,715.96	20-Oct-10	196,000	\$76.8200	\$14,956.44	\$13,715.96	\$1,240.48
Shares Russell 2000 Growth	11-Jan-10	222,000	\$69.9494	\$15,535.43	22-Sep-10	222,000	\$72.2400	\$16,025.90	\$15,535.43	\$490.47
Shares Russell 2000 Growth	11-Jan-10	500,000	\$69.9494	\$34,989.70	02-Aug-10	500,000	\$71.9900	\$35,979.39	\$34,989.70	\$989.69
Shares Russell 2000 Growth	11-Jan-10	485,000	\$69.9494	\$33,940.01	19-May-10	485,000	\$71.8330	\$34,738.02	\$33,940.01	\$798.01
Shares Russell 2000 Growth	11-Jan-10	120,000	\$69.9494	\$8,397.53	05-Apr-10	120,000	\$74.8907	\$8,979.52	\$8,397.53	\$581.99
Shares Russell Midcap	11-Dec-09	1,063,000	\$80.5051	\$85,598.18	19-Nov-10	1,063,000	\$94.9000	\$100,866.36	\$85,598.18	\$15,268.18
Shares Russell Midcap	11-Dec-09	169,000	\$80.5051	\$13,608.74	22-Sep-10	169,000	\$89.0600	\$15,042.43	\$13,608.74	\$1,433.69
Shares Russell Midcap	11-Dec-09	725,000	\$80.5051	\$58,380.70	02-Aug-10	725,000	\$87.3200	\$63,284.18	\$58,380.70	\$4,903.48
Shares Russell Midcap	11-Dec-09	11,000	\$80.5051	\$885.78	20-Jul-10	11,000	\$82.1200	\$902.75	\$885.78	\$16.98
Shares Russell Midcap	11-Jan-10	170,000	\$85.2140	\$14,486.38	20-Jul-10	170,000	\$82.1200	\$13,951.66	\$14,486.38	(\$534.72)
Shares Russell Midcap	11-Jan-10	83,000	\$85.2140	\$7,072.76	29-Jun-10	83,000	\$83.0135	\$6,885.85	\$7,072.76	(\$186.91)
Shares Russell Midcap	11-Jan-10	143,000	\$85.2140	\$12,185.60	14-Jun-10	143,000	\$87.3960	\$12,397.31	\$12,185.60	\$211.71
Shares Russell Midcap	11-Jan-10	275,000	\$85.2140	\$23,433.85	09-Apr-10	275,000	\$91.8410	\$25,242.10	\$23,433.85	\$1,808.25
Shares Russell Midcap	11-Jan-10	205,000	\$85.2140	\$17,468.87	05-Apr-10	205,000	\$91.3000	\$18,705.93	\$17,468.87	\$1,237.06
TOTAL				\$669,449.53				\$722,127.38	\$669,449.53	\$52,677.85

<i>Account 509</i>										
Artisan Funds Inc International Fund	17-Dec-09	10,9460	\$20.2900	\$222.10	19-Nov-10	10,9460	\$21.8800	\$239.50	\$222.10	\$17.40
Artisan Funds Inc International Fund	11-Jan-10	1,612.1730	\$21.1000	\$34,016.85	19-Nov-10	1,612.1730	\$21.8800	\$35,274.34	\$34,016.85	\$1,257.49
Artisan Funds Inc International Fund	11-Jan-10	461.4670	\$21.1000	\$9,736.95	20-Oct-10	461.4670	\$21.6700	\$10,000.00	\$9,736.95	\$263.05
Artisan Funds Inc International Fund	11-Jan-10	1,134.8910	\$21.1000	\$23,946.20	22-Sep-10	1,134.8910	\$20.2500	\$22,981.54	\$23,946.20	(\$964.66)
Artisan Funds Inc International Fund	19-Feb-10	461.8940	\$19.1100	\$8,826.80	15-Dec-10	461.8940	\$21.6500	\$10,000.00	\$8,826.80	\$1,173.20
Artisan Funds Inc International Fund	19-Feb-10	588.9470	\$19.1100	\$11,254.78	19-Nov-10	588.9470	\$21.8800	\$12,886.16	\$11,254.78	\$1,631.38
Artisan Funds Inc International Fund	16-Dec-10	14.1770	\$21.4300	\$303.82	08-Mar-11	14.1770	\$22.3100	\$316.29	\$303.82	\$12.47
DFA Emerging Markets Value #95	08-Jun-10	54.0580	\$28.5200	\$1,541.72	30-Jul-10	54.0580	\$32.0000	\$1,728.94	\$1,541.72	\$187.22
DFA Emerging Markets Value #95	08-Sep-10	28.2790	\$32.7400	\$925.84	22-Sep-10	28.2790	\$34.2500	\$968.17	\$925.84	\$42.33
DFA Emerging Markets Value #95	09-Dec-10	23.5360	\$814.36	\$814.36	15-Dec-10	23.5360	\$34.8600	\$819.55	\$814.36	\$5.19
DFA Emerging Markets Value #95	09-Dec-10	36.4720	\$1,261.94	\$1,261.94	15-Dec-10	36.4720	\$34.8600	\$1,270.00	\$1,261.94	\$8.06
DFA Emerging Markets Value #95	09-Dec-10	58.9350	\$2,039.15	\$2,039.15	08-Mar-11	58.9350	\$35.2900	\$2,078.59	\$2,039.15	\$39.44
DFA Emerging Markets Value #95	09-Dec-10	198.1680	\$6,856.61	\$6,856.61	15-Dec-10	198.1680	\$34.8600	\$6,910.45	\$6,856.61	\$43.84
DFA International Value #45	11-Jan-10	2,390.1100	\$17.8800	\$42,744.00	19-Nov-10	2,390.1100	\$18.0900	\$43,213.19	\$42,744.00	\$469.19
DFA International Value #45	11-Jan-10	316.2660	\$17.8800	\$5,656.00	22-Sep-10	316.2660	\$16.9900	\$5,371.21	\$5,656.00	(\$284.79)
DFA International Value #45	12-Apr-10	840.2040	\$17.8700	\$15,015.38	08-Mar-11	840.2040	\$19.4500	\$16,332.35	\$15,015.38	\$1,316.97

Castellini Foundation
Tax Year Ended March 31, 2011
EIN #31-6429763
Schedule of Short Term Gain/Loss

SECURITY	PURCH DATE	SHARES	PRICE	TOTAL COST	SALE DATE	SHARES	PRICE	NET PROCEEDS	SALES COST	SHORT-TERM GAIN (LOSS)
DFA International Value #45	12-Apr-10	176 6030	\$17 8700	\$3,156 09	18-Feb-11	176 6030	\$19 9600	\$3,515 00	\$3,156 09	\$358 91
DFA International Value #45	12-Apr-10	484 5950	\$17 8700	\$8,660 25	15-Dec-10	484 5950	\$18 0000	\$8,713 98	\$8,660 25	\$53 73
DFA International Value #45	12-Apr-10	325 5980	\$17 8700	\$5,818 80	19-Nov-10	325 5980	\$18 0800	\$5,886 81	\$5,818 80	\$68 01
DFA International Value #45	09-Dec-10	70 9610	\$17 9700	\$1,275 17	15-Dec-10	70 9610	\$18 0000	\$1,276 02	\$1,275 17	\$0 85
DFA International Value #45	08-Mar-11	33 8320	\$19 4500	\$658 03	08-Mar-11	33 8320	\$19 4500	\$657 65	\$658 03	(\$0 38)
DFA US Small Cap Value #34	09-Dec-10	54 4160	\$24 9300	\$1,356 58	15-Dec-10	54 4160	\$24 9000	\$1,354 61	\$1,356 58	(\$1 97)
TOTAL				\$186,087.42				\$191,784.36	\$186,087.42	\$5,696.94
<i>Account 504</i>										
Baxter Intl Inc	18-May-10	25 0000	\$43 4564	\$1,086 41	11-Mar-11	25 0000	\$52 0980	\$1,302 42	\$1,086 41	\$216 01
Baxter Intl Inc	18-May-10	5 0000	\$43 4564	\$217 28	09-Mar-11	5 0000	\$53 0810	\$265 40	\$217 28	\$48 12
Baxter Intl Inc	18-May-10	30 0000	\$43 4564	\$1,303 69	03-Mar-11	30 0000	\$53 5108	\$1,605 28	\$1,303 69	\$301 59
Baxter Intl Inc	18-May-10	5 0000	\$43 4564	\$217 28	02-Mar-11	5 0000	\$52 0799	\$260 39	\$217 28	\$43 11
Coca-Cola Co	02-Jun-10	50 0000	\$51 9466	\$2,597 33	06-Dec-10	50 0000	\$64 1509	\$3,207 49	\$2,597 33	\$610 16
Frontier Communications Corp	14-May-10	6 9474	\$28 6042	\$51 34	13-Aug-10	6 9474	\$7 5751	\$52 62	\$51 34	\$1 29
Frontier Communications Corp	14-May-10	0 2538	\$28 6042	\$1 88	12-Jul-10	0 2538	\$7 3777	\$1 87	\$1 88	(\$0 00)
Glaxo Smith Kline	14-Apr-10	12 0000	\$39 5934	\$475 12	28-Oct-10	12 0000	\$39 3285	\$471 93	\$475 12	(\$3 19)
Glaxo Smith Kline	14-Apr-10	10 0000	\$39 5934	\$395 93	27-Oct-10	10 0000	\$39 2774	\$392 76	\$395 93	(\$3 17)
Goldman Sachs Group Inc	06-Oct-09	14 0000	\$186 9427	\$2,617 20	27-Aug-10	14 0000	\$140 0276	\$1,960 35	\$2,617 20	(\$656 85)
Goldman Sachs Group Inc	14-May-10	5 0000	\$142 8814	\$714 41	27-Aug-10	5 0000	\$140 0276	\$700 12	\$714 41	(\$14 29)
Lubrizol Corp	21-Jan-10	8 0000	\$83 4652	\$667 72	23-Sep-10	8 0000	\$103 2475	\$825 96	\$667 72	\$158 24
McGraw Hill COS Inc	20-Aug-10	21 0000	\$27 9887	\$587 76	17-Nov-10	21 0000	\$35 4862	\$745 20	\$587 76	\$157 44
Northrop Grumman Corp	26-Oct-09	12 0000	\$50 7220	\$608 66	14-May-10	12 0000	\$62 9608	\$755 51	\$608 66	\$146 85
TOTAL				\$11,542 02				\$12,547.30	\$11,542.02	\$1,005.28
<i>Account 271</i>										
Hansberger Global Fund	14-Apr-09	89 2900	\$5 9300	\$529 49	07-Apr-10	89 2900	\$8 6200	\$769 68	\$529 49	\$240 19
Hansberger Global Fund	21-Dec-09	482 0980	\$8 1400	\$3,924 28	07-Apr-10	482 0980	\$8 6200	\$4,155 68	\$3,924 28	\$231 40
TOTAL				\$4,453.77				\$4,925.36	\$4,453.77	\$471.59
GRAND TOTAL								\$931,384.40	\$871,532.74	\$59,851.66

Castellini Foundation
Tax Year Ended March 31, 2011
EIN #31-6429763
Schedule of Long Term Gain/Loss

SECURITY	PURCH DATE	SHARES	PRICE	TOTAL COST	SALE DATE	SHARES	PRICE	NET PROCEEDS	SALES COST	LONG-TERM GAIN (LOSS)
<i>Account 015</i>										
iShares Russell 1000	11-Aug-09	280 0000	\$54 7890	\$15,349 32	08-Mar-11	280 0000	\$73 6930	\$20,564 76	\$15,349 32	\$5,215 44
iShares Russell 1000	28-Oct-09	128 0000	\$57 7377	\$7,392 04	08-Mar-11	128 0000	\$73 6930	\$9,401 03	\$7,392 04	\$2,008 99
iShares Russell 1000	28-Oct-09	38 0000	\$57 7377	\$2,194 51	17-Feb-11	38 0000	\$74 7000	\$2,836 64	\$2,194 51	\$642 13
iShares Russell 1000	11-Dec-09	16 0000	\$60 9189	\$975 02	17-Feb-11	16 0000	\$74 7000	\$1,194 38	\$975 02	\$219 35
iShares Russell 1000	11-Dec-09	216 0000	\$60 9189	\$13,162 80	17-Feb-11	216 0000	\$74 7000	\$15,931 42	\$13,162 80	\$2,768 62
iShares Russell 1000	11-Dec-09	421 0000	\$60 9189	\$25,655 28	16-Dec-10	421 0000	\$68 8930	\$28,903 25	\$25,655 28	\$3,247 97
iShares Russell 1000	11-Jan-10	221 0000	\$69 9494	\$15,465 45	08-Mar-11	221 0000	\$92 7960	\$20,407 19	\$15,465 45	\$4,941 74
iShares Russell 2000 Growth	11-Jan-10	43 0000	\$69 9494	\$3,009 11	17-Feb-11	43 0000	\$93 6300	\$4,023 86	\$3,009 11	\$1,014 75
iShares Russell 2000 Growth	11-Jan-10	129 0000	\$69 9494	\$9,027 34	17-Feb-11	129 0000	\$92 8300	\$11,874 22	\$9,027 34	\$2,846 88
iShares Russell Midcap	28-Oct-09	25 0000	\$76 7933	\$1,924 18	17-Feb-11	25 0000	\$109 4200	\$2,734 19	\$1,924 18	\$810 01
iShares Russell Midcap	28-Oct-09	202 0000	\$76 7933	\$15,547 38	17-Feb-11	202 0000	\$108 8100	\$21,879 00	\$15,547 38	\$6,331 62
iShares Russell Midcap	28-Oct-09	178 0000	\$76 7933	\$13,700 16	16-Dec-10	178 0000	\$99 9490	\$17,742 20	\$13,700 16	\$4,042 04
iShares Russell Midcap	28-Oct-09	233 0000	\$76 0377	\$17,716 79	08-Mar-11	233 0000	\$107 3960	\$24,922 59	\$17,716 79	\$7,205 80
iShares Russell Midcap	28-Oct-09	28 0000	\$76 0377	\$2,129 06	17-Feb-11	28 0000	\$109 4200	\$3,062 30	\$2,129 06	\$833 24
iShares Russell Midcap	11-Dec-09	192 0000	\$80 5051	\$15,460 82	16-Dec-10	192 0000	\$99 9490	\$19,137 66	\$15,460 82	\$3,676 84
TOTAL				\$158,709.27				\$204,614.69	\$158,709.27	\$45,905.42

<i>Account 509</i>										
Artisan Funds Inc International Fund	29-Jun-06	99 6770	\$27 3300	\$2,724 17	22-Sep-10	99 6770	\$20 2500	\$2,018 46	\$2,724 17	(\$705 71)
Artisan Funds Inc International Fund	29-Jun-06	753 2470	\$27 3300	\$20,586 24	30-Jul-10	753 2470	\$19 2500	\$14,500 00	\$20,586 24	(\$6,086 24)
Artisan Funds Inc International Fund	19-Feb-10	702 9900	\$19 1100	\$13,434 14	08-Mar-11	702 9900	\$22 3100	\$15,683 71	\$13,434 14	\$2,249 57
DFA Emerging Markets Value #95	28-Feb-06	422 7880	\$26 5600	\$11,229 25	08-Mar-11	422 7880	\$35 2900	\$14,911 41	\$11,229 25	\$3,682 16
DFA Emerging Markets Value #95	28-Feb-06	925 1100	\$26 5600	\$24,570 92	19-Nov-10	925 1100	\$36 3200	\$33,600 00	\$24,570 92	\$9,029 08
DFA Emerging Markets Value #95	28-Feb-06	277 8550	\$26 5600	\$7,379 83	20-Oct-10	277 8550	\$35 9900	\$9,990 00	\$7,379 83	\$2,610 17
DFA Emerging Markets Value #95	28-Feb-06	701 9400	\$26 5600	\$18,643 53	22-Sep-10	701 9400	\$34 2500	\$24,031 83	\$18,643 53	\$5,388 31
DFA Emerging Markets Value #95	28-Feb-06	540 0050	\$26 5600	\$14,342 53	30-Jul-10	540 0050	\$32 0000	\$17,271 06	\$14,342 53	\$2,928 52
DFA Intl Small Cap Value #66	28-Feb-06	327 7780	\$19 0800	\$6,254 00	08-Mar-11	327 7780	\$18 0000	\$5,890 00	\$6,254 00	(\$364 00)
DFA Intl Small Cap Value #66	28-Feb-06	451 8070	\$19 0800	\$8,620 48	15-Dec-10	451 8070	\$16 6000	\$7,490 00	\$8,620 48	(\$1,130 48)
DFA Intl Small Cap Value #66	28-Feb-06	2,185 5920	\$19 0800	\$41,701 10	19-Nov-10	2,185 5920	\$16 3800	\$35,800 00	\$41,701 10	(\$5,901 10)
DFA Intl Small Cap Value #66	28-Feb-06	372 8010	\$19 0800	\$7,113 04	30-Jul-10	372 8010	\$14 7800	\$5,500 00	\$7,113 04	(\$1,613 04)
DFA International Value #45	28-Jun-06	1,157 2480	\$19 0900	\$22,091 86	22-Sep-10	1,157 2480	\$16 9900	\$19,653 79	\$22,091 86	(\$2,438 08)
DFA International Value #45	28-Jun-06	1,434 1860	\$19 0900	\$27,378 61	30-Jul-10	1,434 1860	\$16 4100	\$23,525 00	\$27,378 61	(\$3,853 61)
DFA International Value #45	28-Jun-06	2,173 3720	\$19 0900	\$41,489 67	20-Jul-10	2,173 3720	\$15 6600	\$34,025 00	\$41,489 67	(\$7,464 67)
DFA International Value #45	28-Jun-06	1,189 5380	\$19 0900	\$22,708 28	02-Jul-10	1,189 5380	\$14 7200	\$17,500 00	\$22,708 28	(\$5,208 28)
DFA US Small Cap Value #34	28-Jun-06	2,454 3640	\$28 1000	\$68,967 63	19-Nov-10	2,454 3640	\$23 5100	\$57,702 09	\$68,967 63	(\$11,265 53)
DFA US Small Cap Value #34	28-Jun-06	663 6480	\$28 1000	\$18,648 51	20-Oct-10	663 6480	\$22 6400	\$15,015 00	\$18,648 51	(\$3,633 51)
DFA US Small Cap Value #34	28-Jun-06	382 5210	\$28 1000	\$10,748 84	22-Sep-10	382 5210	\$20 9400	\$8,000 00	\$10,748 84	(\$2,748 84)
DFA US Small Cap Value #34	28-Jun-06	1,280 9960	\$28 1000	\$35,995 99	30-Jul-10	1,280 9960	\$20 8900	\$26,750 00	\$35,995 99	(\$9,245 99)
DFA US Small Cap Value #34	28-Jun-06	1,876 7150	\$28 1000	\$52,735 69	19-May-10	1,876 7150	\$21 8600	\$41,015 00	\$52,735 69	(\$11,720 69)
DFA US Small Cap Value #34	10-Sep-07	167 6350	\$27 9000	\$4,677 01	19-Nov-10	167 6350	\$23 5100	\$3,941 10	\$4,677 01	(\$735 91)
DFA US Small Cap Value #34	19-Dec-07	59 6590	\$23 5500	\$1,404 97	19-Nov-10	59 6590	\$23 5100	\$1,402 58	\$1,404 97	(\$2 39)
DFA US Small Cap Value #34	19-Dec-07	681 3190	\$23 5500	\$16,045 06	08-Mar-11	681 3190	\$27 3000	\$18,590 00	\$16,045 06	\$2,544 94
DFA US Small Cap Value #34	19-Dec-07	207 6560	\$23 5500	\$4,890 30	18-Feb-11	207 6560	\$27 6900	\$5,740 00	\$4,890 30	\$849 70
DFA US Small Cap Value #34	19-Dec-07	650 4870	\$23 5500	\$15,318 97	17-Feb-11	650 4870	\$27 7100	\$18,015 00	\$15,318 97	\$2,696 03
DFA US Small Cap Value #34	18 Dec-07	1,512 8530	\$23 5500	\$35,627 68	15-Dec-10	1,512 8530	\$24 9000	\$37,660 39	\$35,627 68	\$2,032 70
DFA US Small Cap Value #34	19-Dec-07	556 3280	\$23 5500	\$13,101 48	19-Nov-10	556 3280	\$23 5100	\$13,079 22	\$13,101 48	(\$22 25)
TOTAL				\$568,429.78				\$528,300.64	\$568,429.78	(\$40,129.14)

Castellini Foundation
Tax Year Ended March 31, 2011
EIN #31-6429763
Schedule of Long Term Gain/Loss

SECURITY	PURCH DATE	SHARES	PRICE	TOTAL COST	SALE DATE	SHARES	PRICE	NET PROCEEDS	SALES COST	LONG-TERM GAIN (LOSS)
<i>Account 504</i>										
3M	27-Feb-09	40 0000	\$45 5920	\$1,823 68	02-Jun-10	40 0000	\$78 0024	\$3,120 04	\$1,823 68	\$1,296 36
Allstate Corp	27-Feb-09	24 0000	\$16 8800	\$405 12	14-May-10	24 0000	\$31 7310	\$761 52	\$405 12	\$356 40
Alina Group Inc	27-Feb-09	65 0000	\$15 4500	\$1,006 85	30-Aug-10	65 0000	\$22 5799	\$1,467 67	\$1,006 85	\$460 82
Alina Group Inc	27-Feb-09	25 0000	\$15 4900	\$387 25	27-Aug-10	25 0000	\$22 5443	\$563 60	\$387 25	\$176 35
Alina Group Inc	27-Feb-09	30 0000	\$15 4900	\$464 70	20-Aug-10	30 0000	\$22 7139	\$681 40	\$464 70	\$216 70
Alina Group Inc	04-Mar-09	30 0000	\$14 6932	\$440 80	30-Aug-10	30 0000	\$22 5799	\$677 38	\$440 80	\$236 58
Annaly Capital Management Inc	27-Feb-09	43 0000	\$14 0980	\$606 21	20-Jul-10	43 0000	\$17 4518	\$750 41	\$606 21	\$144 20
Conoco Phillips	27-Feb-09	13 0000	\$37 4760	\$487 19	18-Mar-11	13 0000	\$75 8335	\$985 82	\$487 19	\$498 63
Diamond Offshore Drilling Inc	27-Feb-09	9 0000	\$63 1675	\$568 51	28-Jan-11	9 0000	\$70 4957	\$634 45	\$568 51	\$65 94
Diamond Offshore Drilling Inc	27-Feb-09	21 0000	\$63 1675	\$1,326 52	14-Dec-10	21 0000	\$65 4457	\$1,374 33	\$1,326 52	\$47 81
Diamond Offshore Drilling Inc	27-Jul-09	15 0000	\$28 6147	\$1,389 22	28-Jan-11	15 0000	\$70 4957	\$1,057 41	\$1,389 22	(\$331 81)
Frontier Communications Corp	27-Feb-09	15 0526	\$28 6070	\$111 24	13-Aug-10	15 0526	\$7 5751	\$114 02	\$111 24	\$2 77
Frontier Communications Corp	27-Feb-09	0 5500	\$28 6070	\$4 06	12-Jul-10	0 5500	\$7 3777	\$4 06	\$4 06	(\$0 01)
Glaxo Smith Kline	27-Feb-09	10 0000	\$30 1980	\$301 98	01-Nov-10	10 0000	\$39 3240	\$393 23	\$301 98	\$91 25
Glaxo Smith Kline	27-Feb-09	30 0000	\$30 1980	\$905 94	29-Oct-10	30 0000	\$39 1507	\$1,174 50	\$905 94	\$268 56
Glaxo Smith Kline	27-Feb-09	8 0000	\$30 1980	\$241 58	28-Oct-10	8 0000	\$39 3285	\$314 62	\$241 58	\$73 04
Harris Corp	27-Feb-09	16 0000	\$37 3370	\$597 39	12-Apr-10	16 0000	\$49 3958	\$790 31	\$192 92	\$128 39
Home Depot Inc	27-Feb-09	90 0000	\$20 9580	\$1,866 22	18-May-10	90 0000	\$35 2391	\$3,171 46	\$1,866 22	\$1,285 24
Lubrizol Corp	13-Jan-10	5 0000	\$76 8225	\$384 11	15-Mar-11	5 0000	\$133 8389	\$669 18	\$384 11	\$285 07
Lubrizol Corp	21-Jan-10	7 0000	\$83 4652	\$584 26	15-Mar-11	7 0000	\$133 8389	\$936 85	\$584 26	\$352 60
Lubrizol Corp	22-Jan-10	10 0000	\$81 4337	\$814 34	15-Mar-11	10 0000	\$133 8389	\$1,338 36	\$814 34	\$524 02
Lubrizol Corp	27-Jan-10	5 0000	\$80 4669	\$402 33	15-Mar-11	5 0000	\$133 8389	\$669 18	\$402 33	\$266 85
Mattel Inc	27-Feb-09	38 0000	\$11 8600	\$450 68	01-Sep-10	38 0000	\$21 3302	\$810 53	\$450 68	\$359 85
Mattel Inc	27-Feb-09	75 0000	\$11 8600	\$889 50	31-Aug-10	75 0000	\$20 9903	\$1,574 24	\$889 50	\$684 74
Mattel Inc	27-Feb-09	5 0000	\$11 8600	\$59 30	30-Aug-10	5 0000	\$20 8945	\$104 46	\$59 30	\$45 16
Mattel Inc	27-Feb-09	5 0000	\$11 8600	\$59 30	27-Aug-10	5 0000	\$21 2311	\$106 15	\$59 30	\$46 05
Mattel Inc	27-Feb-09	32 0000	\$11 8600	\$379 52	13-Apr-10	32 0000	\$23 4669	\$750 92	\$379 52	\$371 40
McGraw Hill COS Inc	28-Aug-09	10 0000	\$33 5824	\$335 82	16-Nov-10	10 0000	\$35 5594	\$355 59	\$335 82	\$19 76
McGraw Hill COS Inc	28-Aug-09	40 0000	\$33 5824	\$1,343 30	11-Nov-10	40 0000	\$37 2124	\$1,488 47	\$1,343 30	\$145 17
McGraw Hill COS Inc	31-Aug-09	10 0000	\$33 2707	\$332 71	17-Nov-10	10 0000	\$35 4862	\$354 85	\$332 71	\$22 15
McGraw Hill COS Inc	31-Aug-09	15 0000	\$33 2707	\$499 06	16-Nov-10	15 0000	\$35 5594	\$533 38	\$499 06	\$34 32
RR Donnelley & Sons Co	27-Feb-09	25 0000	\$7 8080	\$195 20	15-Apr-10	25 0000	\$22 2081	\$555 19	\$195 20	\$359 99
RR Donnelley & Sons Co	27-Feb-09	55 0000	\$7 8080	\$429 44	14-Apr-10	55 0000	\$22 2209	\$1,222 12	\$429 44	\$792 68
Waste Mgmt Inc	27-Feb-09	50 0000	\$26 9360	\$1,346 80	01-Dec-10	50 0000	\$34 4931	\$1,724 63	\$1,346 80	\$377 83
Waste Mgmt Inc	27-Feb-09	20 0000	\$26 9360	\$538 72	30-Nov-10	20 0000	\$34 2608	\$685 20	\$538 72	\$146 48
Windstream Corp	27-Feb-09	55 0000	\$7 4660	\$410 63	09-Aug-10	55 0000	\$11 6385	\$640 10	\$410 63	\$229 47
Windstream Corp	27-Feb-09	105 0000	\$7 4660	\$783 93	06-Aug-10	105 0000	\$11 5406	\$1,211 73	\$783 93	\$427 80
Windstream Corp	27-Feb-09	65 0000	\$7 4660	\$485 29	05-Aug-10	65 0000	\$11 4498	\$744 22	\$485 29	\$258 93
Windstream Corp	27-Feb-09	20 0000	\$7 4660	\$149 32	02-Aug-10	20 0000	\$11 5495	\$230 98	\$149 32	\$81 66
Xerox Corp	27-Feb-09	88 0000	\$5 1680	\$454 78	14-May-10	88 0000	\$9 9373	\$874 46	\$454 78	\$419 68
TOTAL				\$24,282.81				\$35,617.03	\$24,282.81	\$11,334.22

<i>Account 764</i>										
Artisan International Institutional Fund	10-Aug-00	1,798 9420	\$28 6300	\$51,503 71	20-Jul-10	1,798 9420	\$18 9000	\$34,000 00	\$51,503 71	(\$17,503 71)
Artisan International Institutional Fund	10-Aug-00	1,085 7460	\$28 6300	\$31,084 91	01-Jul-10	1,085 7460	\$17 9600	\$19,500 00	\$31,084 91	(\$11,584 91)
Artisan International Institutional Fund	10-Aug-00	223 8350	\$28 6300	\$5,408 51	29-Jun-10	223 8390	\$17 8700	\$4,000 00	\$6,408 51	(\$2,408 51)
TOTAL				\$88,997.13				\$57,500.00	\$88,997.13	(\$31,497.13)

Castellini Foundation
Tax Year Ended March 31, 2011
EIN #31-6429763
Schedule of Long Term Gain/Loss

SECURITY	PURCH DATE	SHARES	PRICE	TOTAL COST	SALE DATE	SHARES	PRICE	NET PROCEEDS	SALES COST	LONG-TERM GAIN (LOSS)
<i>Account 271</i>										
Hansberger Global Fund	25-Feb-00	12,458 8340	\$10 8600	\$135,302 94	07-Apr-10	12,458 8340	\$8 6200	\$107,385 15	\$135,302 94	(\$27,907 79)
Hansberger Global Fund	02-Jul-03	2,564 1030	\$8 1900	\$21,000 00	07-Apr-10	2,564 1030	\$8 6200	\$22,102 57	\$21,000 00	\$1,102 57
Hansberger Global Fund	02-Jan-04	644 6670	\$9 8400	\$6,343 52	07-Apr-10	644 6670	\$8 6200	\$5,557 03	\$6,343 52	(\$786 49)
Hansberger Global Fund	22-Dec-08	2,128 1090	\$5 9500	\$12,662 25	07-Apr-10	2,128 1090	\$8 6200	\$18,344 30	\$12,662 25	\$5,682 05
Hansberger Global Fund	22-Dec-08	267 6420	\$5 9500	\$1,592 47	07-Apr-10	267 6420	\$8 6200	\$2,307 07	\$1,592 47	\$714 60
TOTAL				<u>\$176,901.18</u>				<u>\$155,706 12</u>	<u>\$176,901.18</u>	<u>(\$21,195.06)</u>
GRAND TOTAL								<u>\$981,738.48</u>	<u>\$1,017,320.16</u>	<u>(\$35,581.69)</u>

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

Source	Amount
Account 015	13.
Account 023	48.
Account 504	13.
Account 561	4.
Total to Form 990-PF, Part I, line 3, Column A	78.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Account 015	18,732.	0.	18,732.
Account 504	6,054.	0.	6,054.
Account 509	15,904.	0.	15,904.
Account 561	13,190.	0.	13,190.
Account 764	1,886.	0.	1,886.
Other Investments	8,892.	0.	8,892.
Total to Fm 990-PF, Part I, ln 4	64,658.	0.	64,658.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Ordinary Income - Other Investments	2,323.	0.	
Total to Form 990-PF, Part I, line 11	2,323.	0.	

Form 990-PF	Other Professional Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Account 504 - Money Mgmt Fee	1,317.	922.		395.	
To Form 990-PF, Pg 1, ln 16c	1,317.	922.		395.	

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign Tax	951.	666.		285.	
To Form 990-PF, Pg 1, ln 18	951.	666.		285.	

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Annual Filing Fee	200.	140.		60.	
Fundraising Expenses	3,694.	2,585.		1,108.	
Miscellaneous Expenses	150.	105.		45.	
Portfolio Expenses - Other Investments	8,312.	5,818.		2,494.	
Investment Interest Expense - Other Investments	1,416.	991.		425.	
Other Deductions - Other Investments	4,165.	2,916.		1,250.	
To Form 990-PF, Pg 1, ln 23	17,937.	12,555.		5,382.	

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	7
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Description	Amount
Non Deductible Expenses from Pass Through Investment	64.
Total to Form 990-PF, Part III, line 5	64.

Form 990-PF	Corporate Stock	Statement	8
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Description	Book Value	Fair Market Value
Publically Traded Securities, See Attachment A	2,786,674.	3,868,684.
Total to Form 990-PF, Part II, line 10b	2,786,674.	3,868,684.

Form 990-PF	Grant Application Submission Information	Statement	9
	Part XV, Lines 2a through 2d		

Name and Address of Person to Whom Applications Should be Submitted

Castellini Foundation, c/o C. Fister, Trustee
312 Elm Street Suite 2600
Cincinnati, OH 45202

Telephone Number

513-651-9400

Form and Content of Applications

Letter Form

Any Submission Deadlines

None

Restrictions and Limitations on Awards

Should be limited to the Greater Cincinnati Area, must be a tax-exempt organization and prefer not to make grants for religious or political purposes.

Castellini Foundation
Tax Year Ended March 31, 2011
EIN # 31-6429763
Contributions Paid During the Year

Statement 12

Organization	Address	Purpose of Contribution	Amount
All Slavonic-American Association	112 Green Oaks Visalia, CA 93277	Contribution To support their organization	\$100.00
Alzheimer's Association	644 Linn Street, Suite 1026 Cincinnati, Ohio 45203	Contribution To support their organization	\$3,000.00
American Red Cross	720 Sycamore Street Cincinnati, Ohio 45202	Contribution To support their organization	\$1,000.00
American Heart Association	5211 Madison Road Cincinnati, Ohio 45227	Contribution To support their organization	\$5,000.00
Andrew Buse Foundation	3574 East Kemper Road Cincinnati, Ohio 45241	Contribution To support their organization	\$100.00
Athenaeum of Ohio	6616 Beechmont Avenue Cincinnati, Ohio 45230	Contribution To support their organization	\$25,000.00
Athenaeum of Ohio	6616 Beechmont Avenue Cincinnati, Ohio 45230	Contribution To support their organization	\$25,000.00
Barnard College	3009 Broadway New York, NY 10027	Contribution To support their organization	\$1,889.00
Bethesda Foundation	619 Oak Street, Accounting 3 West Cincinnati, Ohio 45206	Contribution To support their organization	\$1,000.00
Big Brothers Big Sisters of Greater Cincinnati	2400 Reading Road Cincinnati, Ohio 45202	Contribution To support their organization	\$1,500.00
Blue Ridge Mountains Health Project, Inc	130 Highway 64 East Cashiers, NC 28717	Contribution To support their organization	\$5,000.00
Boys and Girls Club of Hendersonville, NC	1304 Ashe Street Hendersonville, NC 28792	Contribution To support their organization	\$10,000.00
Bravo! Vail Valley Music Festival	2271 N Frontage Road W., Unit C Vail, CO 81657	Contribution To support their organization	\$3,500.00
BRIDGES for a Just Community	430 Reading Road, Fourth Floor Cincinnati, Ohio 45202	Contribution To support their organization	\$2,000.00
Canterbury School	101 Aspetuck Avenue New Milford, CT 06776-2825	Contribution To support their organization	\$20,000.00
Cashiers Community Fund	1 West Pack Square, Suite 1600 Ashville, NC 28802	Contribution To support their organization	\$1,000.00
Cashiers Historical Society	1940 Hwy 107 South Cashiers, NC 28717	Contribution To support their organization	\$1,000.00
Cashiers Historical Society	1940 Hwy 107 South Cashiers, NC 28717	Contribution To support their organization	\$1,000.00
Catholic Inner City Schools Education Fund	100 East Eighth Street Cincinnati, Ohio 45202	Contribution To support their organization	\$50,000.00
Catholic Inner City Schools Education Fund	100 East Eighth Street Cincinnati, Ohio 45202	Contribution To support their organization	\$1,500.00

Castellini Foundation
Tax Year Ended March 31, 2011
EIN # 31-6429763
Contributions Paid During the Year

Statement 12

Organization	Address	Purpose of Contribution	Amount
Children's Hospital Foundation for Pediatric Research	3333 Burnet Avenue Cincinnati, Ohio 45229	Contribution To support their organization	\$100.00
Children's Theatre	5020 Oaklawn Drive, Suite 2000 Cincinnati, Ohio 45227-1434	Contribution To support their organization	\$2,500.00
Cincinnati Art Museum	953 Eden Park Drive Cincinnati, Ohio 45202	Contribution To support their organization	\$10,000.00
Cincinnati Art Museum	953 Eden Park Drive Cincinnati, Ohio 45202	Contribution To support their organization	\$50.00
Cincinnati Art Museum	953 Eden Park Drive Cincinnati, Ohio 45202	Contribution To support their organization	\$1,000.00
Cincinnati Arts and Technology Center	700 W Pete Rose Way - Lobby C Cincinnati, Ohio 45203	Contribution To support their organization	\$120.00
Cincinnati Arts and Technology Center	700 W Pete Rose Way - Lobby C Cincinnati, Ohio 45203	Contribution To support their organization	\$25,000.00
Cincinnati Arts and Technology Center	700 W Pete Rose Way - Lobby C Cincinnati, Ohio 45203	Contribution To support their organization	\$200.00
Cincinnati Arts and Technology Center	700 W Pete Rose Way - Lobby C Cincinnati, Ohio 45203	Contribution To support their organization	\$60.00
Cincinnati Arts and Technology Center	700 W Pete Rose Way - Lobby C Cincinnati, Ohio 45203	Contribution To support their organization	\$12,000.00
Cincinnati Arts Association	650 Walnut Street Cincinnati, Ohio 45202-2517	Contribution To support their organization	\$2,500.00
Cincinnati Center City Development Corp	1014 Vine Street, Suite 1420 Cincinnati, Ohio 45202	Contribution To support their organization	\$50,000.00
Cincinnati Center for Holocaust and Humanity Education	8401 Montgomery Road Cincinnati, Ohio 45236	Contribution To support their organization	\$1,000.00
Cincinnati Opera Association	1243 Elm Street Cincinnati, Ohio 45202	Contribution To support their organization	\$2 000.00
Cincinnati Parks Foundation	950 Eden Park Drive Cincinnati, Ohio 45202	Contribution To support their organization	\$2,500.00
Cincinnati Parks Foundation	950 Eden Park Drive Cincinnati, Ohio 45202	Contribution To support their organization	\$100,000.00
Cincinnati Recreation Commission Foundation	805 Central Avenue, Suite 800 Cincinnati, Ohio 45202	Contribution To support their organization	\$5,000.00
Cincinnati Reds Community Fund	Great American Ball Park, 100 Joe Nuxhall Way Cincinnati, Ohio 45202	Contribution To support their organization	\$1,000.00
Cincinnati Reds Community Fund	Great American Ball Park, 100 Joe Nuxhall Way Cincinnati, Ohio 45202	Contribution To support their organization	\$10,000.00
Cincinnati USA Chamber Foundation	441 Vine Street, Suite 300 Cincinnati, Ohio 45202	Contribution To support their organization	\$50,000.00

Castellini Foundation
Tax Year Ended March 31, 2011
EIN # 31-6429763
Contributions Paid During the Year

Statement 12

Organization	Address	Purpose of Contribution	Amount
Cincinnati USA Regional Chamber Foundation	441 Vine Street, Suite 300 Cincinnati, Ohio 45202	Contribution To support their organization	\$25,000.00
Cincinnati USA Regional Chamber Foundation	441 Vine Street, Suite 300 Cincinnati, Ohio 45202	Contribution To support their organization	\$25,000.00
Cincinnati USA Regional Chamber Foundation	441 Vine Street, Suite 300 Cincinnati, Ohio 45202	Contribution To support their organization	\$50,000.00
Cincinnati USA Regional Chamber Foundation	441 Vine Street, Suite 300 Cincinnati, Ohio 45202	Contribution To support their organization	\$50,000.00
Cincinnati USA Regional Chamber Foundation	441 Vine Street, Suite 300 Cincinnati, Ohio 45202	Contribution To support their organization	\$50,000.00
Cincinnati Zoo & Botanical Garden	3400 Vine Street Cincinnati, Ohio 45220-1399	Contribution To support their organization	\$9,900.00
Cincinnati Zoo & Botanical Garden	3400 Vine Street Cincinnati, Ohio 45220-1399	Contribution To support their organization	\$3,500.00
College of Mt St Joseph	5701 Delhi Road Cincinnati, Ohio 45233	Contribution To support their organization	\$2,000.00
College of Mt St Joseph	5701 Delhi Road Cincinnati, Ohio 45233	Contribution To support their organization	\$1,000.00
College of Mt St Joseph	5701 Delhi Road Cincinnati, Ohio 45233	Contribution To support their organization	\$50,000.00
Communities of Coastal Georgia	502 1/2 Gloucester Street, Suite 1 Brunswick, GA 31520	Contribution To support their organization	\$10,000.00
Community Foundation of Western North Carolina	1 West Pack Square, Suite 1600 Asheville, NC 28802	Contribution To support their organization	\$200.00
Community Resource Center	3610 Park 42 Drive Cincinnati, Ohio 45241	Contribution To support their organization	\$25,000.00
Couple to Couple League International, Inc	4290 Delhi Pike Cincinnati, Ohio 45238	Contribution To support their organization	\$200.00
Covington-Cincinnati Suspension Bridge Committee, Inc	One Roebling Way, # 805 Covington, KY 41011	Contribution To support their organization	\$2,500.00
Crime Stoppers	824 Broadway Street Cincinnati, Ohio 45202	Contribution To support their organization	\$1,000.00
Cystic Fibrosis Foundation	6931 Arlington Road, 2nd Floor Bethesda, MD 20814	Contribution To support their organization	\$100.00
Denison University	100 West College Street Granville, Ohio 43023	Contribution To support their organization	\$15,000.00
Denison University	100 West College Street Granville, Ohio 43023	Contribution To support their organization	\$50.00
Dan Beard Council, BSA	10078 Reading Road Cincinnati, Ohio 45241-4833	Contribution To support their organization	\$2,000.00

Castellini Foundation
Tax Year Ended March 31, 2011
EIN #.31-6429763
Contributions Paid During the Year

Statement 12

Organization	Address	Purpose of Contribution	Amount
Dan Beard Council, BSA	10078 Reading Road Cincinnati, Ohio 45241	Contribution To support their organization	\$1,000.00
Emanuel Community Center	1308 Race Street Cincinnati, Ohio 45202	Contribution To support their organization	\$1,000.00
Fine Arts Fund	20 East Central Parkway, Suite 200 Cincinnati, Ohio 45202	Contribution To support their organization	\$15,000.00
Friends of Fisher House	3200 Vine Street Cincinnati, Ohio 45220	Contribution To support their organization	\$5,000.00
GCM Elite	1740 Langdon Farm Road, Suite 378 Cincinnati, Ohio 45237	Contribution To support their organization	\$15,000.00
Georgetown University	845 3rd Avenue, 6th Floor New York, NY 10022	Contribution To support their organization	\$5,000.00
George W. Bush Presidential Library Foundation	6116 North Central Expressway, Suite 400 Dallas, TX 75206	Contribution To support their organization	\$25,000.00
Good Samaritan Hospital Foundation	375 Dixmyth Avenue Cincinnati, Ohio 45220	Contribution To support their organization	\$500.00
Good Samaritan Hospital Foundation	375 Dixmyth Avenue Cincinnati, Ohio 45220	Contribution To support their organization	\$84,000.00
Good Samaritan Hospital Foundation	375 Dixmyth Avenue Cincinnati, Ohio 45220	Contribution To support their organization	\$1,000.00
Greater Cincinnati African American Chamber of Commerce	2945 Gilbert Avenue Cincinnati, Ohio 45206	Contribution To support their organization	\$40,000.00
Greater Cincinnati African American Chamber of Commerce	2945 Gilbert Avenue Cincinnati, Ohio 45206	Contribution To support their organization	\$62,000.00
Greater Cincinnati Police Athletic Association	4975 Glenway Avenue Cincinnati, Ohio 45238	Contribution To support their organization	\$500.00
Hamilton County Development Co., Inc.	1776 Mentor Avenue Cincinnati, Ohio 45212	Contribution To support their organization	\$13,000.00
Religion	3101 Clifton Avenue Cincinnati, Ohio 45220	Contribution To support their organization	\$1,000.00
Holy Trinity St. Nicholas Greek Orthodox Church	7000 Winton Road Cincinnati, Ohio 45224	Contribution To support their organization	\$100.00
Hope Emergency Program	5333 Kernan Road Lynchburg, Ohio 45142	Contribution To support their organization	\$1,000.00
Hoover Institution	Stanford University Stanford, CA 94305-6010	Contribution To support their organization	\$50,000.00
Hope Emergency Program	5333 Kernan Road Lynchburg, Ohio 45142	Contribution To support their organization	\$100.00
Hospice of Cincinnati	4360 Cooper Road Cincinnati, Ohio 45242	Contribution To support their organization	\$100.00

Castellini Foundation
Tax Year Ended March 31, 2011
EIN # 31-6429763
Contributions Paid During the Year

Statement 12

Organization	Address	Purpose of Contribution	Amount
Jesuit International Missions	2050 North Clark Street Chicago, IL 60614	Contribution To support their organization	\$100.00
Junior Achievement	644 Linn Street, Suite 1024 Cincinnati, Ohio 45203	Contribution To support their organization	\$2,200.00
Juvenile Diabetes Research Foundation	8041 Hosbrook Road, Suite 422 Cincinnati, Ohio 45236-3830	Contribution To support their organization	\$5,000.00
Kelly-Carol Foundation for Children with Cancer	221 East Fourth Street, Atrium Two, Suite 2000 Cincinnati, Ohio 45202	Contribution To support their organization	\$1,000.00
LADD	3603 Victory Parkway Cincinnati, Ohio 45229	Contribution To support their organization	\$1,000.00
"Let Us Never Forget" Scholarships	700 Eastgate Blvd South, Suite 430 Cincinnati, Ohio 45245	Contribution To support their organization	\$2,000.00
Life Issues Institute, Inc	1821 West Galbraith Road Cincinnati, Ohio 45239	Contribution To support their organization	\$1,000.00
Lindner Center of Hope	4075 Old Western Row Road Mason, Ohio 45040	Contribution To support their organization	\$20,000.00
Little Sisters of the Poor	476 Riddle Road Cincinnati, Ohio 45220	Contribution To support their organization	\$10,000.00
Madiera-Silverwood Presbyterian Church	8000 Miami Avenue Cincinnati, Ohio 45243	Contribution To support their organization	\$100.00
Marvin Lewis Community Fund	Longworth Hall, Lobby B, 700 Pete Rose Way Cincinnati, Ohio 45403	Contribution To support their organization	\$5,000.00
Medical Mission Sisters	8400 Pine Road Philadelphia, PA 19111	Contribution To support their organization	\$1,000.00
Medical Mission Sisters	8400 Pine Road Philadelphia, PA 19111	Contribution To support their organization	\$1,000.00
Minority Economic Development Council	714 East Monument Avenue, Suite 323 Dayton, Ohio 45402	Contribution To support their organization	\$20,000.00
Memorial Account (Josephine Solomon)	626 Jones River Road Booth, TX 77469	Contribution To support their organization	\$100.00
Music Resource Center	3032 Woodburn Avenue Cincinnati, Ohio 45206	Contribution To support their organization	\$500.00
National MS Society	4440 Lake Forest Drive, Suite 120 Cincinnati, Ohio 45242	Contribution To support their organization	\$3,000.00
National Underground Railroad Freedom Center	50 East Freedom Way Cincinnati, Ohio 45202	Contribution To support their organization	\$4,000.00
National Underground Railroad Freedom Center	50 East Freedom Way Cincinnati, Ohio 45202	Contribution To support their organization	\$25,000.00
Newport Central Catholic High School	13 Carothers Road Newport, KY 41071-2497	Contribution In support of their organization	\$5,000.00

Castellini Foundation
Tax Year Ended March 31, 2011
EIN # 31-6429763
Contributions Paid During the Year

Statement 12

Organization	Address	Purpose of Contribution	Amount
Northern Kentucky University Foundation	Lucas Administrative Center, Suite 221 Highland Heights, KY 41099	Contribution To support their organization	\$50,000.00
Notre Dame Academy	1699 Hilton Drive Park Hills, KY 41011	Contribution To support their organization	\$2,000.00
Order of Malta, American Association	1011 First Avenue, Room 1350 New York, NY 10022	Contribution To support their organization	\$200.00
Order of Malta, American Association	1011 First Avenue, Room 1350 New York, NY 10022	Contribution To support their organization	\$3,000.00
Order of Malta, American Association	1011 First Avenue, Room 1350 New York, NY 10022	Contribution To support their organization	\$200.00
Order Sons of Italy	2093 Sylved Lane Cincinnati, Ohio 45238	Contribution To support their organization	\$1,000.00
Otto M Budig Family Foundation	1100 Gest Street Cincinnati, Ohio 45203	Contribution To support their organization	\$5,000.00
Our Lady of the Holy Spirit Center	5440 Moeller Avenue Norwood, Ohio 45212	Contribution To support their organization	\$5,000.00
Prevent Blindness Ohio	615 Elsinore Place, Suite 2020 Cincinnati, Ohio 45202	Contribution To support their organization	\$1,000.00
Prince of Peace Catholic Schools	305 West State Street Madison, IN 47250	Contribution To support their organization	\$1,000.00
ProKids	2605 Burnet Avenue Cincinnati, Ohio 45219	Contribution To support their organization	\$1,000.00
Ride Cincinnati Foundation	8420 Crestdale Court Cincinnati, Ohio 45236	Contribution To support their organization	\$100.00
Ruah Woods	6675 Wesselman Road Cincinnati, Ohio 45248	Contribution To support their organization	\$5,000.00
Ruth J and Robert A Conway Foundation	5803 Mariemont Avenue Cincinnati, Ohio 45227	Contribution To support their organization	\$100.00
Sisters of Notre Dame de Namur	701 East Columbia Avenue Cincinnati, Ohio 45215-3999	Contribution To support their organization	\$1,000.00
Sisters of Notre Dame de Namur	701 East Columbia Avenue Cincinnati, Ohio 45215-3999	Contribution To support their organization	\$20,000.00
Southeast Georgia Health System Foundation	2415 Parkwood Drive Brunswick, GA 31520	Contribution To support their organization	\$1,000.00
Southeastern Indiana YMCA	30 State Route 129 South Batesville, IN 47006	Contribution To support their organization	\$100.00
Springer School and Center	2121 Madison Road Cincinnati, Ohio 45208-3288	Contribution To support their organization	\$2,000.00
Springer School and Center	2121 Madison Road Cincinnati, Ohio 45208	Contribution To support their organization	\$100.00

Castellini Foundation
Tax Year Ended March 31, 2011
EIN # 31-6429763
Contributions Paid During the Year

Statement 12

Organization	Address	Purpose of Contribution	Amount
St Clare of Assisi Parish	31622 Highway 6 Edwards, CO 81632-8166	Contribution To support their organization	\$1,000.00
St Joseph's School	745 Ezzard Charles Drive Cincinnati, Ohio 45203	Contribution To support their organization	\$100.00
St Luke Institute	8901 New Hampshire Avenue Silver Spring, MD 20903	Contribution To support their organization	\$2,000.00
St Margaret Hall	1960 Madison Road Cincinnati, Ohio 45206	Contribution To support their organization	\$3,500.00
St Rose Church	2501 Riverside Drive Cincinnati, Ohio 45202	Contribution To support their organization	\$5,000.00
St Simons Land Trust	1624 Frederica Road, Suite 6 St Simons Island, GA 31522-9981	Contribution To support their organization	\$1,000.00
St Williams Church	2300 Frederica Road St Simons Island, GA 31522	Contribution To support their organization	\$2,000.00
St Xavier High School	600 West North Bend Road Cincinnati, Ohio 45224	Contribution To support their organization	\$50.00
Summit Country Day School	2161 Grandin Road Cincinnati, Ohio 45208	Contribution To support their organization	\$1,000.00
Summit Country Day School	2161 Grandin Road Cincinnati, Ohio 45208	Contribution To support their organization	\$2,500.00
Summit Country Day School	2161 Grandin Road Cincinnati, Ohio 45208	Contribution To support their organization	\$1,000.00
Taft Museum of Art	316 Pike Street Cincinnati, Ohio 45202-4293	Contribution To support their organization	\$20,000.00
Taft Museum of Art	316 Pike Street Cincinnati, Ohio 45202-4293	Contribution To support their organization	\$5,000.00
Thomas More College	333 Thomas More Parkway Crestview Hills, KY 41017-3495	Contribution To support their organization	\$14,000.00
UGIVE ORG	9380 Montgomery Road, Suite 207 Cincinnati, Ohio 45242	Contribution To support their organization	\$25,000.00
UGIVE ORG	9380 Montgomery Road, Suite 207 Cincinnati, Ohio 45242	Contribution To support their organization	\$3,500.00
Union Institute and University	440 East McMillan Street Cincinnati, Ohio 45206-1925	Contribution To support their organization	\$1,500.00
United Way of Coastal Georgia	3400 Parkwood Drive, Suite A - 2nd Floor Brunswick, GA 31521	Contribution To support their organization	\$200.00
United Way of Greater Cincinnati	2400 Reading Road Cincinnati, Ohio 45202-1478	Contribution To support their organization	\$100,000.00
University of Cincinnati	2600 Clifton Avenue Cincinnati, Ohio 45221	Contribution To support their organization	\$30,000.00

Castellini Foundation
Tax Year Ended March 31, 2011
EIN # 31-6429763
Contributions Paid During the Year

Statement 12

Organization	Address	Purpose of Contribution	Amount
University of Cincinnati - Economics Center	2600 Clifton Avenue Cincinnati, Ohio 45221	Contribution To support their organization	\$50.00
University of Notre Dame	1100 Grace Hall Notre Dame, IN 46556	Contribution To support their organization	\$10,000.00
Urban League of Greater Cincinnati	3458 Reading Road Cincinnati, Ohio 45229-3128	Contribution To support their organization	\$40,000.00
Ursulines of Brown County	20860 State Route 251 Saint Martin, Ohio 45118-2311	Contribution To support their organization	\$500.00
Ursulines of Brown County	20860 State Route 251 Saint Martin, Ohio 45118-2311	Contribution To support their organization	\$79.38
Ursulines of Brown County	20860 State Route 251 Saint Martin, Ohio 45118-2311	Contribution To support their organization	\$500.00
Ursulines of Brown County	20860 State Route 251 Saint Martin, Ohio 45118-2311	Contribution To support their organization	\$5,000.00
Ursulines of Brown County	20860 State Route 251 Saint Martin, Ohio 45118-2311	Contribution To support their organization	\$6,000.00
Ursulines of Brown County	20860 State Route 251 Saint Martin, Ohio 45118-2311	Contribution To support their organization	\$886.00
USO	228 McNair Road, Building 405 Fort Myer, VA 22211	Contribution To support their organization	\$5,000.00
USSGA Memorial Fund	14 Knollwood Road Elmsford, NY 10523	Contribution To support their organization	\$500.00
Vilar Performing Arts Center	68 Avondale Lane Beaver Creek, CO 81620	Contribution To support their organization	\$5,000.00
Vilar Performing Arts Foundation	68 Avondale Lane Beaver Creek, CO 81620	Contribution To support their organization	\$4,695.00
Visiting Nurse Association	2400 Reading Road, # 207 Cincinnati, Ohio 45202-1468	Contribution To support their organization	\$7,250.00
Xavier University	3800 Victory Parkway Cincinnati, Ohio 45207	Contribution To support their organization	\$1,000.00
Xavier University	3800 Victory Parkway Cincinnati, Ohio 45207	Contribution To support their organization	\$25,000.00
Xavier University	3800 Victory Parkway Cincinnati, Ohio 45207	Contribution To support their organization	\$50.00
Xavier University	3800 Victory Parkway Cincinnati, Ohio 45207	Contribution To support their organization	\$1,000.00
Xavier University	3800 Victory Parkway Cincinnati, Ohio 45207	Contribution To support their organization	\$35,000.00
Xavier University	3800 Victory Parkway Cincinnati, Ohio 45207	Contribution To support their organization	\$100.00

Castellini Foundation
Tax Year Ended March 31, 2011
EIN # 31-6429763
Contributions Paid During the Year

Statement 12

Organization	Address	Purpose of Contribution	Amount
Xavier University	3800 Victory Parkway Cincinnati, Ohio 45207	Contribution To support their organization	\$100.00
YWCA of Greater Cincinnati	898 Walnut Street Cincinnati, Ohio 45202	Contribution To support their organization	\$100.00
Total Contributions			<u>\$1,648,321.38</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions	Name of exempt organization Castellini Foundation c/o Christopher L. Fister, Trustee	Employer identification number 31-6429763
	Number, street, and room or suite no. If a P.O. box, see instructions 312 Elm Street, No. 2600	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Cincinnati, OH 45202	

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

04

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

Castellini Management Company

- The books are in the care of ► **312 Elm Street, Suite 2600 Cincinnati, Ohio - 45202**
Telephone No. ► **513-651-9400** 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 **November 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year _____ or
- ☒ tax year beginning **APR 1, 2010**, and ending **MAR 31, 2011**

- 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	\$	0.
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	\$	1,525.
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	\$	0.

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

LHA For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)

Castellini Foundation
Tax Year Ended March 31, 2011
EIN #31-6429763
Publicly Traded Securities

Statement A

Description	Book Value	Fair Market Value
ALLSTATE CORP	\$1,451.68	\$2,733.08
ALTRIA GROUP INC	\$1,950.72	\$3,045.51
AMEREN CORP	\$2,873.38	\$3,199.98
AMERIPRISE FINANCIAL INC	\$2,652.29	\$3,664.80
ANNALY CAPITAL MANAGEMENT INC	\$5,454.30	\$6,334.35
ARTISAN FUNDS INC INTERNATIONAL FUND	\$18,995.10	\$22,558.39
ARTISAN INTERNATIONAL FUND	\$192,354.61	\$186,350.90
AT&T INC	\$3,934.51	\$3,305.88
CENTURYLINK INC	\$1,877.32	\$3,116.25
CHESAPEAKE ENERGY CORP	\$2,780.61	\$3,687.20
CHEVRON CORP	\$1,828.07	\$3,224.70
CONOCOPHILLIPS	\$4,071.95	\$6,947.82
DFA EMERGING MARKETS VALUE #95	\$131,532.74	\$211,005.64
DFA INTERNATIONAL VALUE #45	\$191,122.31	\$213,469.54
DFA INTL SMALL CAP VALUE #66	\$72,591.86	\$72,782.34
DFA US SMALL CAP VALUE #34	\$266,434.74	\$364,372.31
DIAMOND OFFSHORE DRILLING INC	\$3,529.96	\$3,574.20
EDISON INTERNATIONAL	\$2,277.09	\$2,963.79
FREEPORT MCMORAN COPPER & GOLD	\$2,915.95	\$3,666.30
GENERAL ELECTRIC CO	\$2,721.56	\$3,408.50
GLAXO SMITH KLINE	\$2,325.25	\$2,957.57
HARRIS CORP	\$2,028.54	\$2,926.40
HUDSON CITY BANCORP INC	\$3,910.77	\$3,126.64
HUNTINGTON INGALLS	\$210.47	\$290.50
INTEL CORP	\$6,242.77	\$6,558.50
INTERNATIONAL PAPER CO	\$3,147.71	\$3,621.60
INTL BUSINESS MACHINES CORP	\$1,984.32	\$3,261.40
ISHARES RUSSELL 1000	\$211,262.16	\$304,122.79
ISHARES RUSSELL 2000 GROWTH INDEX FD	\$256,428.32	\$366,486.96
ISHARES RUSSELL MIDCAP INDEX FD	\$303,140.90	\$478,248.12
JOHNSON & JOHNSON	\$2,924.04	\$3,140.25
KIMBERLY CLARK CORP	\$1,883.52	\$2,610.80
KRAFT FOODS INC	\$2,604.68	\$3,292.80
LOCKHEED MARTIN CORP	\$2,961.13	\$2,814.00
MARATHON OIL CORP	\$1,869.28	\$4,264.80
MEDTRONIC INC	\$2,405.44	\$3,069.30
METLIFE INC	\$2,215.65	\$3,578.40
MICROSOFT CORP	\$2,925.06	\$2,945.24
NEW YORK COMMUNITY BANCORP	\$1,828.91	\$3,193.10
NORTHROP GRUMMAN CORP	\$1,970.58	\$2,696.53
PEPSICO INC	\$3,237.27	\$3,284.91
PFIZER INC	\$7,738.71	\$7,169.43
PITNEY BOWES INC	\$3,240.79	\$3,339.70
PNC FINANCIAL SERVICES GROUP	\$3,034.49	\$3,338.47
R R DONNELLEY & SONS CO	\$1,210.24	\$2,932.60
REYNOLDS AMERICAN INC	\$1,854.60	\$3,908.30
ROYAL DUTCH SHELL	\$2,350.52	\$3,715.86
SANOFI-AVENTIS	\$3,255.35	\$3,275.46
SCHLUMBERGER LTD	\$511,564.20	\$842,245.75
SUNCOR ENERGY	\$502,333.75	\$641,974.28
TIME WARNER CABLE	\$3,042.51	\$3,462.90
TOTAL S.A SPONS ADR	\$6,010.41	\$6,950.58
TRAVELERS COMPANIES INC	\$1,809.47	\$2,974.00
V F CORP	\$1,817.62	\$3,448.55
VERIZON COMMUNICATIONS	\$2,549.07	\$3,661.30
WELLS FARGO & CO	\$2,598.63	\$3,488.10
XEROX CORP	\$1,405.70	\$2,896.80
	<u>\$2,786,673.58</u>	<u>\$3,868,684.17</u>