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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

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning 07/01, 2010, and ending 06/30, 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

A Employer identification number

THE OFFIELD FAMILY FOUNDATION

36-6066240

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

Room/suite

B Telephone number (see page 10 of the instructions)

400 NORTH MICHIGAN AVENUE

407

(312) 444-3854

City or town, state, and ZIP code

CHICAGO, IL 60611

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ☒ \$ 88,444,310.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule) ☐ if the foundation is not required to attach Sch B	1,565,513.			
2 Check ☐ Interest on savings and temporary cash investments	1,153.	1,153.		
4 Dividends and interest from securities	1,901,709.	1,901,709.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	4,850,764.			
b Gross sales price for all assets on line 6a		4,850,764.		
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)	7,336.	7,336.		ATCH 1
12 Total. Add lines 1 through 11	8,326,475.	6,760,962.		
13 Compensation of officers, directors, trustees, etc.	18,000.			18,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 2	61,055.	0.	0.	61,055.
b Accounting fees (attach schedule) ATCH 3	60,000.	0.	0.	60,000.
c Other professional fees (attach schedule) *	413,097.	413,097.		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	86,375.	41,375.		
19 Depreciation (attach schedule) and depletion	6,726.			
20 Occupancy	29,765.			29,765.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	46,845.			46,845.
24 Total operating and administrative expenses. Add lines 13 through 23	721,863.	454,472.	0.	215,665.
25 Contributions, gifts, grants paid	6,572,730.			6,412,730.
26 Total expenses and disbursements. Add lines 24 and 25	7,294,593.	454,472.	0.	6,628,395.
27 Subtract line 26 from line 12	1,031,882.			
a Excess of revenue over expenses and disbursements		6,306,490.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

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

* ATCH 4 JSA ** ATCH 5

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Operating and Administrative Expenses

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,680,117.	5,224,088.	5,224,088.
	3 Accounts receivable ▶ 51.			
	Less allowance for doubtful accounts ▶	159.	51.	51.
	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)	8,829,297.	5,695,990.	5,732,464.
	b Investments - corporate stock (attach schedule)	35,863,541.	36,623,181.	47,826,461.
	c Investments - corporate bonds (attach schedule)	6,276,664.	6,351,789.	6,438,997.
	11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)	17,762,984.	19,895,180.	22,979,417.	
14 Land, buildings, and equipment basis	262,310.			
Less accumulated depreciation (attach schedule) ▶	20,178.	248,858.	242,132.	
15 Other assets (describe ▶ ATCH 8)	12,880.	700.	700.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	72,674,500.	74,033,111.	88,444,310.	
Liabilities	17 Accounts payable and accrued expenses	413,931.	735,350.	
	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 ▶)			
	23 Total liabilities (add lines 17 through 22)	413,931.	735,350.	
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	72,260,569.	73,297,761.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	72,260,569.	73,297,761.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	72,674,500.	74,033,111.	

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	72,260,569.
2 Enter amount from Part I, line 27a	2	1,031,882.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 9	3	5,310.
4 Add lines 1, 2, and 3	4	73,297,761.
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	73,297,761.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV 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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(l) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	4,850,764.	
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	191,008.	

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	7,034,235.	78,180,453.	0.089974
2008	5,916,503.	78,002,982.	0.075850
2007	7,033,406.	110,178,797.	0.063836
2006	6,920,309.	108,223,611.	0.063945
2005	7,578,887.	102,455,432.	0.073973
2 Total of line 1, column (d)			0.367578
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			0.073516
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			86,108,558.
5 Multiply line 4 by line 3			6,330,357.
6 Enter 1% of net investment income (1% of Part I, line 27b)			63,065.
7 Add lines 5 and 6			6,393,422.
8 Enter qualifying distributions from Part XII, line 4			6,628,395.

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)		1	63,065.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	63,065.
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	63,065.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 127,535.		
b Exempt foreign organizations-tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	127,535.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	64,470.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☒ 64,470. 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?		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)? 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 ☒ \$ _____ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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	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		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 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 ☐ BRUCE E. HUEY Telephone no ☐ (708) 799-6800			
Located at ☐ 1313 W. 175TH STREET, HOMEWOOD, IL ZIP + 4 ☐ 60430				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ☐ 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐	16	Yes	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? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here. ☐	1b	X
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

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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)? (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** ☒**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** ☒
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** ☐**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 10		18,000.	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 ☐

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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** (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 11		512,688.
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	

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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	83,200,201.
b	Average of monthly cash balances	1b	4,219,655.
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	87,419,856.
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	87,419,856.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,311,298.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	86,108,558.
6	Minimum investment return. Enter 5% of line 5	6	4,305,428.

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	4,305,428.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	63,065.
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	63,065.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,242,363.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,242,363.
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	4,242,363.

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	6,628,395.
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	6,628,395.
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	63,065.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,565,330.

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				4,242,363.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08 20 07 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005	2,594,305.			
b From 2006	1,638,304.			
c From 2007	1,652,814.			
d From 2008	2,037,814.			
e From 2009	3,222,742.			
f Total of lines 3a through e	11,145,979.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 6,628,395.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				4,242,363.
e Remaining amount distributed out of corpus	2,386,032.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	13,532,011.			
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.				
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)	2,594,305.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	10,937,706.			
10 Analysis of line 9				
a Excess from 2006	1,638,304.			
b Excess from 2007	1,652,814.			
c Excess from 2008	2,037,814.			
d Excess from 2009	3,222,742.			
e Excess from 2010	2,386,032.			

4942(1)(5)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE				6,572,730.
Total			▶ 3a	6,572,730.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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			14	1,153.	
4 Dividends and interest from securities			14	1,901,709.	
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	4,850,764.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b ATTACHMENT 12				7,336.	
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)				6,760,962.	
13 Total. Add line 12, columns (b), (d), and (e)					6,760,962.

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

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

[illegible]

Schedule of Contributors

OMB No 1545-0047

► Attach to Form 990, 990-EZ, or 990-PF.

2010

Name of the organization
THE OFFIELD FAMILY FOUNDATION

Employer identification number
36-6066240

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE OFFIELD FAMILY FOUNDATION

Employer identification number
36-6066240**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CHARITABLE LEAD UNITR FBO JAMES OFFIELD NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	\$ 361,019.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	CHARITABLE LEAD UNITR FBO PAXSON OFFIELD NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	\$ 362,939.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	OFFIELD CHARITABLE LEAD UNITRUST NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	\$ 841,555.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

THE OFFIELD FAMILY FOUNDATION
GRANT AGREEMENT
for
Catalina Seabass Fund

THIS GRANT AGREEMENT ("Agreement") governs the terms and conditions of the use of grant funds in the amount of \$125,000 contributed by THE OFFIELD FAMILY FOUNDATION (the "Foundation") to the Catalina Seabass Fund (CSF), and specifically referenced by letter dated July 8, 2011 (such grant funds together with any income earned upon investment of such grant funds to be hereinafter referred to as the "Grant"). In consideration for the receipt and benefit of the Grant, CSF hereby agrees to be bound by each of the following provisions of this Agreement:

1. CSF Representations

1.1. CSF represents that it is currently an organization described in Section 501(c)(3) and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986 and Treasury Regulations thereunder (together, the "Code"), and that its status as such is not currently revoked, suspended or the subject of an audit or investigation by any state or federal regulatory body.

2. Purpose and Term of Grant

2.1. All Grant funds must be applied directly by CSF and used exclusively for the purposes described in its mission and vision statements.

2.2. CSF shall not apply any portion of the Grant to its general operating expenses or overhead, except as reasonably determined to be directly related to the furtherance of the purposes of the Grant. No portion of the Grant may be used for or added to any endowment or similar fund without the written consent of the Foundation. CSF is not required to maintain the Grant in a separate or segregated fund.

2.3. Notwithstanding any other provisions of this Agreement, CSF shall not apply any portion of the Grant: (i) to carry out propaganda, or otherwise attempt, to influence legislation within the meaning of Section 4945(d)(1) of the Code; (ii) to influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive within the meaning of Section 4945(d)(2) of the Code; (iii) to make any grant which does not comply with the requirements of Section 4945(d)(3) or (4) of the Code; or (iv) to undertake any activity for any purpose other than one specified in Section 170(c)(2)(b) of the Code.

✓ 01

2.4. All Grant funds not expended or committed to for the purposes of the Grant within the period stated above shall be returned to the Foundation.

3 Records and Reporting

3.1. CSF is required to keep a record of all receipts and expenditures (including salaries, travel and supplies) relating to its use and application of the Grant funds and to provide the Foundation with detailed written reports summarizing: (i) its use of such funds; (ii) its compliance with the terms of this Agreement; and (iii) the progress made by CSF toward achieving the purposes for which the Grant was made.

3.2. Reports shall be made at the end of each of CSF's annual accounting periods beginning with the accounting period in which CSF receives the Grant funds, and ending with the accounting period in which the Grant funds have been fully expended. In the event any portion of the Grant has been made to an endowment fund or for the purchase of capital equipment or for other capital purposes, CSF shall make additional reports for the two accounting periods following the accounting periods for which CSF is otherwise required to report under this Subsection 3.2. Each report required hereunder shall be provided within a reasonable period of time after the close of the accounting period for which such report is required. The Foundation will include information on this Grant in its information returns filed with the Internal Revenue Service.

3.3. The Foundation, at its option, may require interim reports. CSF agrees to provide any such reports and any other information reasonably requested by the Foundation and related to the Grant. If CSF obtains any audited financial statements covering any portion of a period for which a report is required under this Agreement, a copy of such audited financial statements shall be provided to the Foundation at the time each report to which such statements relate is provided to the Foundation, or as soon thereafter as such statements are available.

3.4. CSF is required to keep all financial records with respect to the Grant, along with copies of any reports submitted to the Foundation, for no less than four years following the end of the accounting period for which a final report has been given with respect to such Grant.

3.5. CSF agrees to permit the Foundation and its representatives, at the Foundation's request, reasonable access during regular business hours to CSF's files, records, accounts and personnel for the purpose of making such financial audits, verifications or program evaluations as the Foundation deems necessary or appropriate concerning the Grant.

4. Required Notification

4.1. CSF is required to provide the Foundation immediate written notification of (i) any changes in, or that may effect, CSF's tax-exempt status; (ii) any changes in CSF's ability to apply the Grant funds for the purposes of the Grant; (iii) any expenditure from the Grant funds made for any purpose other than those for which the grant was intended, and (iv) any other changes that may affect the use or purposes of the Grant.

5. Publicity

5.1. CSF may list the Foundation by name in a directory or similar listing of donors. CSF will provide, in advance and subject to the advance written approval of the Foundation, any other proposed publicity concerning the making or use of the Grant or related in any way to the Foundation.

6. Right to Modify or Revoke this Agreement

6.1. This Agreement may be modified by the mutual written agreement of the Foundation and CSF, provided no modification may be made that would affect CSF or the Foundation's status as an organization described in Section 501(c)(3) and exempt from tax under Section 501(a), or that would cause the Foundation or its managers to incur an excise tax under Subchapter A of Chapter 42 of the Code.

6.2. The Foundation reserves the unilateral right to demand a total or partial refund of any Grant funds delivered to CSF if, in the Foundation's sole discretion, such action is necessary: (i) because CSF has not fully complied with the terms and conditions of this Agreement or appears in the judgment of the Foundation unlikely to be able to do so; (ii) to protect the purposes and objectives of the Grant or any other charitable activities of the Foundation; or (iii) to comply with the requirements of any law or regulation applicable to CSF, the Foundation or this Agreement.

7. Governing Law and Jurisdiction

7.1 This Agreement is governed by the law of the State of Illinois. Any action to interpret or enforce this agreement shall be brought in the Circuit Court of Cook County, Illinois. By execution of this Agreement, CSF submits itself to the jurisdiction of the State of Illinois and consents to venue in the Circuit Court of Cook County, Illinois. The undersigned certifies that he or she is a duly elected and authorized officer CSF and that, as such, is authorized to enter into this Agreement on behalf of CSF, to obligate CSF to observe all of the terms and conditions of this Agreement, and in connection therewith to make, execute and

deliver on behalf of CSF all reports, representations, receipts and other instruments of every kind incident hereto

Catalina Seabass Fund

By: [Signature]
Title: Vice President
Date: July 10, 2011

Offield Family Foundation

By: [Signature]
Title: Secretary
Date: July 10, 2011

THE OFFIELD FAMILY FOUNDATION
GRANT AGREEMENT

for Frye Museum

THIS GRANT AGREEMENT ("Agreement") governs the terms and conditions of the use of grant funds in the amount of \$25,000 contributed by THE OFFIELD FAMILY FOUNDATION (the "Foundation") to the Frye Museum (FRYE), and specifically referenced by letter dated July 8, 2011 (such grant funds together with any income earned upon investment of such grant funds to be hereinafter referred to as the "Grant"). In consideration for the receipt and benefit of the Grant, FRYE hereby agrees to be bound by each of the following provisions of this Agreement:

1. FRYE Representations

1.1. FRYE represents that it is currently an organization described in Section 501(c)(3) and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986 and Treasury Regulations thereunder (together, the "Code"), and that its status as such is not currently revoked, suspended or the subject of an audit or investigation by any state or federal regulatory body.

2. Purpose and Term of Grant

2.1. All Grant funds must be applied directly by FRYE and used exclusively for the purposes described in its mission and vision statements.

2.2. FRYE shall not apply any portion of the Grant to its general operating expenses or overhead, except as reasonably determined to be directly related to the furtherance of the purposes of the Grant. No portion of the Grant may be used for or added to any endowment or similar fund without the written consent of the Foundation. FRYE is not required to maintain the Grant in a separate or segregated fund.

2.3. Notwithstanding any other provisions of this Agreement, FRYE shall not apply any portion of the Grant: (i) to carry out propaganda, or otherwise attempt, to influence legislation within the meaning of Section 4945(d)(1) of the Code; (ii) to influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive within the meaning of Section 4945(d)(2) of the Code; (iii) to make any grant which does not comply with the requirements of Section 4945(d)(3) or (4) of the Code; or (iv) to undertake any activity for any purpose other than one specified in Section 170(c)(2)(b) of the Code.

2.4. All Grant funds not expended or committed to for the purposes of the Grant within the period stated above shall be returned to the Foundation.

3. Records and Reporting

3.1. FRYE is required to keep a record of all receipts and expenditures (including salaries, travel and supplies) relating to its use and application of the Grant funds and to provide the Foundation with detailed written reports summarizing: (i) its use of such

funds; (ii) its compliance with the terms of this Agreement; and (iii) the progress made by FRYE toward achieving the purposes for which the Grant was made.

3.2. Reports shall be made at the end of each of FRYE's annual accounting periods beginning with the accounting period in which FRYE receives the Grant funds, and ending with the accounting period in which the Grant funds have been fully expended. In the event any portion of the Grant has been made to an endowment fund or for the purchase of capital equipment or for other capital purposes, FRYE shall make additional reports for the two accounting periods following the accounting periods for which FRYE is otherwise required to report under this Subsection 3.2. Each report required hereunder shall be provided within a reasonable period of time after the close of the accounting period for which such report is required. The Foundation will include information on this Grant in its information returns filed with the Internal Revenue Service.

3.3. The Foundation, at its option, may require interim reports. FRYE agrees to provide any such reports and any other information reasonably requested by the Foundation and related to the Grant. If FRYE obtains any audited financial statements covering any portion of a period for which a report is required under this Agreement, a copy of such audited financial statements shall be provided to the Foundation at the time each report to which such statements relate is provided to the Foundation, or as soon thereafter as such statements are available.

3.4. FRYE is required to keep all financial records with respect to the Grant, along with copies of any reports submitted to the Foundation, for no less than four years following the end of the accounting period for which a final report has been given with respect to such Grant.

3.5. FRYE agrees to permit the Foundation and its representatives, at the Foundation's request, reasonable access during regular business hours to FRYE's files, records, accounts and personnel for the purpose of making such financial audits, verifications or program evaluations as the Foundation deems necessary or appropriate concerning the Grant.

4. Required Notification

4.1. FRYE is required to provide the Foundation immediate written notification of: (i) any changes in, or that may effect, FRYE's tax-exempt status; (ii) any changes in FRYE's ability to apply the Grant funds for the purposes of the Grant; (iii) any expenditure from the Grant funds made for any purpose other than those for which the grant was intended; and (iv) any other changes that may affect the use or purposes of the Grant.

5. Publicity

5.1. FRYE may list the Foundation by name in a directory or similar listing of donors. FRYE will provide, in advance and subject to the advance written approval of the Foundation, any other proposed publicity concerning the making or use of the Grant or related in any way to the Foundation.

6 Right to Modify or Revoke this Agreement

6.1 This Agreement may be modified by the mutual written agreement of the Foundation and FRYE, provided no modification may be made that would affect FRYE or the Foundation's status as an organization described in Section 501(c)(3) and exempt from tax under Section 501(a), or that would cause the Foundation or its managers to incur an excise tax under Subchapter A of Chapter 42 of the Code

6.2 The Foundation reserves the unilateral right to demand a total or partial refund of any Grant funds delivered to FRYE if, in the Foundation's sole discretion, such action is necessary (i) because FRYE has not fully complied with the terms and conditions of this Agreement or appears in the judgment of the Foundation unlikely to be able to do so (ii) to protect the purposes and objectives of the Grant or any other charitable activities of the Foundation, or (iii) to comply with the requirements of any law or regulation applicable to FRYE, the Foundation or this Agreement.

7 Governing Law and Jurisdiction

7.1 This Agreement is governed by the law of the State of Illinois. Any action to interpret or enforce this agreement shall be brought in the Circuit Court of Cook County, Illinois. By execution of this Agreement, FRYE submits itself to the jurisdiction of the State of Illinois and consents to venue in the Circuit Court of Cook County, Illinois. The undersigned certifies that he or she is a duly elected and authorized officer FRYE and that, as such, is authorized to enter into this Agreement on behalf of FRYE, to obligate FRYE to observe all of the terms and conditions of this Agreement, and in connection therewith to make, execute and deliver on behalf of FRYE all reports, representations, receipts and other instruments of every kind incident hereto

The Frye Museum
By: [Signature]
Title: Senior Deputy Director
Date: July 27, 2011

Offield Family Foundation
By: [Signature]
Title: Secretary
Date: July 28, 2011

THE OFFIELD FAMILY FOUNDATION
GRANT AGREEMENT
for
Pfleger Institute of Environmental Research

THIS GRANT AGREEMENT ("Agreement") governs the terms and conditions of the use of grant funds in the amount of \$40,000 contributed by THE OFFIELD FAMILY FOUNDATION (the "Foundation") to the Pfleger Institute of Environmental Research (PIER), and specifically referenced by letter dated March 3, 2011 (such grant funds together with any income earned upon investment of such grant funds to be hereinafter referred to as the "Grant"). In consideration for the receipt and benefit of the Grant, PIER hereby agrees to be bound by each of the following provisions of this Agreement:

1. PIER Representations

1.1. PIER represents that it is currently an organization described in Section 501(c)(3) and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986 and Treasury Regulations thereunder (together, the "Code"), and that its status as such is not currently revoked, suspended or the subject of an audit or investigation by any state or federal regulatory body.

2 Purpose and Term of Grant

2.1. All Grant funds must be applied directly by PIER and used exclusively for the purposes described in its mission and vision statements.

2.2. PIER shall not apply any portion of the Grant to its general operating expenses or overhead, except as reasonably determined to be directly related to the furtherance of the purposes of the Grant. No portion of the Grant may be used for or added to any endowment or similar fund without the written consent of the Foundation. PIER is not required to maintain the Grant in a separate or segregated fund.

2.3. Notwithstanding any other provisions of this Agreement, PIER shall not apply any portion of the Grant: (i) to carry out propaganda, or otherwise attempt, to influence legislation within the meaning of Section 4945(d)(1) of the Code; (ii) to influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive within the meaning of Section 4945(d)(2) of the Code; (iii) to make any grant which does not comply with the requirements of Section 4945(d)(3) or (4) of the Code; or (iv) to undertake any activity for any purpose other than one specified in Section 170(c)(2)(b) of the Code.

2.4. All Grant funds not expended or committed to for the purposes of the Grant within the period stated above shall be returned to the Foundation

3 Records and Reporting

3.1. PIER is required to keep a record of all receipts and expenditures (including salaries, travel and supplies) relating to its use and application of the Grant funds and to provide the Foundation with detailed written reports summarizing: (i) its use of such funds; (ii) its compliance with the terms of this Agreement; and (iii) the progress made by PIER toward achieving the purposes for which the Grant was made.

3.2. Reports shall be made at the end of each of PIER's annual accounting periods beginning with the accounting period in which PIER receives the Grant funds, and ending with the accounting period in which the Grant funds have been fully expended. In the event any portion of the Grant has been made to an endowment fund or for the purchase of capital equipment or for other capital purposes, PIER shall make additional reports for the two accounting periods following the accounting periods for which PIER is otherwise required to report under this Subsection 3.2. Each report required hereunder shall be provided within a reasonable period of time after the close of the accounting period for which such report is required. The Foundation will include information on this Grant in its information returns filed with the Internal Revenue Service.

3.3. The Foundation, at its option, may require interim reports. PIER agrees to provide any such reports and any other information reasonably requested by the Foundation and related to the Grant. If PIER obtains any audited financial statements covering any portion of a period for which a report is required under this Agreement, a copy of such audited financial statements shall be provided to the Foundation at the time each report to which such statements relate is provided to the Foundation, or as soon thereafter as such statements are available.

3.4. PIER is required to keep all financial records with respect to the Grant, along with copies of any reports submitted to the Foundation, for no less than four years following the end of the accounting period for which a final report has been given with respect to such Grant.

3.5. PIER agrees to permit the Foundation and its representatives, at the Foundation's request, reasonable access during regular business hours to PIER's files, records, accounts and personnel for the purpose of making such financial audits, verifications or program evaluations as the Foundation deems necessary or appropriate concerning the Grant.

4. Required Notification

4.1. PIER is required to provide the Foundation immediate written notification of: (i) any changes in, or that may effect, PIER's tax-exempt status; (ii) any changes in PIER's ability to apply the Grant funds for the purposes of the Grant; (iii) any expenditure from the Grant funds made for any purpose other than those for which the grant was intended; and (iv) any other changes that may affect the use or purposes of the Grant.

5. Publicity

5.1. PIER may list the Foundation by name in a directory or similar listing of donors. PIER will provide, in advance and subject to the advance written approval of the Foundation, any other proposed publicity concerning the making or use of the Grant or related in any way to the Foundation.

6. Right to Modify or Revoke this Agreement

6.1. This Agreement may be modified by the mutual written agreement of the Foundation and PIER, provided no modification may be made that would affect PIER or the Foundation's status as an organization described in Section 501(c)(3) and exempt from tax under Section 501(a), or that would cause the Foundation or its managers to incur an excise tax under Subchapter A of Chapter 42 of the Code.

6.2. The Foundation reserves the unilateral right to demand a total or partial refund of any Grant funds delivered to PIER if, in the Foundation's sole discretion, such action is necessary: (i) because PIER has not fully complied with the terms and conditions of this Agreement or appears in the judgment of the Foundation unlikely to be able to do so; (ii) to protect the purposes and objectives of the Grant or any other charitable activities of the Foundation; or (iii) to comply with the requirements of any law or regulation applicable to PIER, the Foundation or this Agreement.

7. Governing Law and Jurisdiction

7.1 This Agreement is governed by the law of the State of Illinois. Any action to interpret or enforce this agreement shall be brought in the Circuit Court of Cook County, Illinois. By execution of this Agreement, PIER submits itself to the jurisdiction of the State of Illinois and consents to venue in the Circuit Court of Cook County, Illinois. The undersigned certifies that he or she is a duly elected and authorized officer PIER and that, as such, is authorized to enter into this Agreement on behalf of PIER, to obligate PIER to observe all of the terms and conditions of this Agreement, and in connection therewith to make, execute and

deliver on behalf of PIER all reports, representations, receipts and other
instruments of every kind incident hereto

The Pfleger Institute of
Environmental Research
By: Chugey Sepulveda
Title: President
Date: 3/8/2011



Offield Family Foundation

By: Gail Hodge
Title: Secretary
Date: 3/10/11

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME	50.	50.
SECURITIES LITIGATION SETTLEMENT	7,286.	7,286.
TOTALS	7,336.	7,336.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
K&L GATES LLP	61,055.			61,055.
TOTALS	<u>61,055.</u>	<u>0.</u>	<u>0.</u>	<u>61,055.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FRIEDMAN & HUEY ASSOCIATES LLP	60,000.			60,000.
TOTALS	60,000.	0.	0.	60,000.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORTHERN TRUST COMPANY	317,802.	317,802.
THORNBURG INVESTMENT FEES	73,831.	73,831.
WENTWORTH, HAUSER, & VIOLICH	21,464.	21,464.
TOTALS	<u>413,097.</u>	<u>413,097.</u>

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAXES	45,000.	
FOREIGN TAXES WITHHELD	41,375.	41,375.
TOTALS	86,375.	41,375.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
RETIREMENT BENEFITS-FORMER EMP	18,000.	18,000.
LIFE INSURANCE	21,611.	21,611.
LIABILITY INSURANCE	527.	527.
ANNUAL REPORT	15.	15.
TELEPHONE	1,162.	1,162.
HEALTH INSURANCE	3,784.	3,784.
MISCELLANEOUS EXPENSE	395.	395.
UTILITIES	1,351.	1,351.
TOTALS	46,845.	46,845.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 7

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	ENDING BALANCE
LEASEHOLD IMPROVE	M39	262,310.		262,310.	13,452.	6,726.	20,178.
TOTALS		<u>262,310.</u>		<u>262,310.</u>	<u>13,452.</u>		<u>20,178.</u>

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED JUNE 30, 2011

PART II, LINE 10A - INVESTMENTS, U.S. GOVERNMENT OBLIGATIONS

<u>BEGINNING SHARES</u>	<u>ENDING SHARES</u>	<u>DESCRIPTION</u>		<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
1,400,000	-	FANNIE MAE	1 500%	1,409,996	-	-
560,000	-	FEDERAL HOME LOAN BANK	5.000%	594,844	-	-
605,000	-	FNMA	2 625%	609,843	-	-
94,428	62,881	FNMA POOL	AJUSTABLE	98,706	65,730	66,060
364,786	-	FNMA POOL	6 000%	383,880	-	-
302,000	302,000	FNMA SINGLE FAMILY MORTGAGES	5.000%	317,194	322,479	320,875
	255,000	FNMA SINGLE FAMILY MORTGAGES	4 000%		257,789	255,000
55,000	-	U.S. TREASURY NOTES	1 500%	55,374	-	-
935,000	-	U.S. TREASURY NOTES	1 000%	936,786	-	-
1,740,000	-	U.S. TREASURY NOTES	1 375%	1,732,325	-	-
380,000	-	U.S. TREASURY NOTES	2 250%	378,397	-	-
615,000	-	U.S. TREASURY NOTES	3 000%	633,412	-	-
1,610,000	-	U.S. TREASURY NOTES	2 750%	1,524,801	-	-
150,000	385,000	U.S. TREASURY NOTES	3 500%	153,739	401,127	401,932
-	305,000	U.S. TREASURY NOTES	1 375%	-	295,958	303,499
-	1,095,000	U.S. TREASURY NOTES	1 000%	-	1,103,216	1,106,640
-	150,000	U.S. TREASURY NOTES	2 250%	-	151,897	154,278
-	250,000	U.S. TREASURY NOTES	2 500%	-	247,638	254,844
-	815,000	U.S. TREASURY NOTES	0 625%	-	818,194	818,215
-	520,000	U.S. TREASURY NTS INFLX IX	Various	-	555,054	567,147
-	310,000	FHLMC PREASIGN 00049	3 750%	-	320,047	328,019
-	780,000	FNMA FNMABOND	1 125%	-	785,374	784,330
-	140,000	FNMA 1.00% BDS 31/12/13	0.750%	-	138,684	139,980
-	225,000	FNMA	2 375%	-	232,803	231,645
TOTAL				8,829,297	5,695,990	5,732,464

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED JUNE 30, 2011

PART II, LINE 10B - INVESTMENTS, CORPORATE STOCK

<u>BEGINNING</u> <u>SHARES</u>	<u>ENDING</u> <u>SHARES</u>	<u>DESCRIPTION</u>	<u>BEGINNING</u> <u>BOOK VALUE</u>	<u>ENDING</u> <u>BOOK VALUE</u>	<u>ENDING</u> <u>FMV</u>
18,705	4,190	5TH 3RD BANCORP COM	235,506	50,260	53,423
890	1,507	AAON INC	21,387	25,593	32,913
5,302	1,485	AARONS INC	92,564	27,154	41,966
-	4,820	ACCENTURE PLC SHS CL A NEW	-	246,770	291,224
-	895	ACME PACKET INC COM STK	-	71,896	62,766
-	1,660	ACTUANT CORP CL A NEW	-	44,652	44,538
975	965	ACUITY BRANDS INC	40,377	39,889	53,828
-	3,733	ADIDAS AG	-	140,165	148,835
1,875	800	ADVISORY BRD CO	30,153	12,865	46,304
2,095	315	AFFILIATED MANAGERS GROUP INC	89,871	21,677	31,957
-	5,915	AGILENT TECHNOLOGIES INC COM	-	214,600	302,316
3,335	-	ALBERTO-CULVER CO	76,448	-	-
3,985	-	ALLEGHENY TECHNOLOGIES INC COM	179,039	-	-
-	2,845	ALLERGAN INC COM	-	204,331	236,846
6,520	6,330	ALLSTATE CORP COM	239,423	228,596	193,255
15,800	-	ALTRIA GROUP INC	250,054	-	-
2,930	1,774	AMAZON COM INC	252,748	153,328	362,765
830	310	AMERCO COM	34,663	13,478	29,807
6,070	13,410	AMERICAN EXPRESS CO	238,638	553,072	693,297
4,790	-	AMERICREDIT CORP COM	72,018	-	-
9,950	9,390	AMERISOURCEBERGEN CORP COM	187,200	176,664	388,746
1,205	820	AMERON INTL CORP DEL COM	83,970	57,141	53,858
3,545	-	AMGEN INC COM	207,451	-	-
1,600	-	ANYSYS INC	39,560	-	-
5,415	6,203	APACHE CORP	443,421	567,875	765,388
2,180	1,971	APPLE INC	266,321	297,157	661,606
2,830	1,425	APTARGROUP INC	78,601	41,489	74,585
-	5,278	ARCELORMITTAL SA LUXEMBOURG N Y	-	189,914	183,463
12,561	3,935	ARM HLDG PLC SPONS ADR	79,261	24,830	111,872
1,885	2,430	ASSISTED LIVING CONCEPTS INC NEV NEW CL	26,506	17,085	40,775
8,330	14,415	AT&T INC	296,436	459,996	452,775
1,925	-	AUTOZONE INC COM	280,224	-	-
4,395	2,925	AVNET INC COM	104,536	69,805	93,249
850	1,500	AXA SA ADR	19,595	33,375	34,170
1,350	-	BAE SYS PLC SPONS ADR	29,754	-	-
1,680	790	BALCHEM CORP	22,713	10,680	34,586
43,800	27,425	BANK OF AMERICA CORP	666,409	389,314	300,578
10,665	10,665	BANK OF NEW YORK MELLON	308,397	308,397	273,237
775	1,350	BASF AKTIENGESSELLSCHAFT ADR	40,261	88,343	132,381
3,410	6,325	BAXTER INTL INC COM	185,210	316,669	377,539
5,875	5,375	BED BATH BEYOND INC COM	208,948	192,769	313,739
2,800	1,860	BERKLEY W R CORP COM	70,475	49,927	60,338
9,500	8,140	BEST BUY INC COM STK	340,294	286,113	255,677
2,363	1,947	BG PLC ADR FINAL INSTMT	203,510	167,763	222,445
1,525	2,650	BHP BILLITON LTD	96,434	202,571	250,770
1,230	735	BIO RAD LABS CL A	73,836	44,893	87,730
5,705	3,015	BLACKBAUD INC	62,709	33,564	83,576
5,940	7,711	BNP PARIBAS SPONS ADR	201,970	268,072	298,030
2,550	-	BOEING CO COM	187,610	-	-
2,030	1,460	BRADY CORP CL A	35,997	25,889	46,808

4,152	-	BRIT SKY BROADCASTING GROUP PLC	139,314	-	-
725	1,225	BRITISH AMN TOBACO SPADR	45,481	86,419	107,800
11,200	-	BROADCOM CORP CL A	302,788	-	-
925	1,600	BROOKFIELD ASSET MGMT INC	19,416	40,989	53,072
3,255	5,030	CABOT OIL & GAS CORP COM	121,245	237,851	333,539
4,770	4,776	CANADIAN NAT RES LTD COM	138,762	155,952	199,923
4,967	5,063	CANADIAN NATL RY CO COM	222,704	250,458	404,534
1,500	2,600	CANADIAN PACIFIC RAILWAY	76,845	149,236	162,032
2,766	5,056	CANON INC	103,375	203,256	240,615
6,100	2,555	CAP 1 FNCL COM	175,459	136,921	132,017
3,600	-	CAPITOL FED FINL COM ISIN	134,254	-	-
1,295	685	CARLISLE COMPANIES INC	44,072	24,177	33,723
8,652	7,128	CARNIVAL CORP COM PAIRED	239,148	198,715	268,227
2,660	2,100	CASEYS GEN STORE INC	68,644	64,525	92,400
3,500	3,704	CATERPILLAR INC COM	221,248	245,656	394,328
3,400	-	CELGENE CORP COM	212,290	-	-
6,855	5,190	CHEVRON CORP	461,408	370,187	533,740
3,760	-	CHINA LIFE INS CO LTD SPONS ADR	228,037	-	-
4,818	4,370	CHINA MERCHANTS HLDGS INTL CO LTD ADR	162,001	149,019	169,818
1,750	1,150	CHOICE HOTELS INTL INC	42,748	28,106	38,364
13,495	-	CISCO SYS INC COM	276,265	-	-
2,125	2,630	CIT GROUP INC NEW COM	82,634	102,688	116,404
1,335	590	CITY NATL CORP	42,939	20,789	32,008
1,390	1,175	CLARCOR INC	47,922	45,430	55,554
1,187	976	CNOOC LTD SPONS ADR	169,520	141,098	230,268
4,080	4,170	COCA-COLA HELLENIC BOTTLING CO S A	77,554	241,580	280,599
3,375	3,830	COGNIZANT TECHNOLOGY SOLUTIONS CORP	154,856	195,188	280,892
925	630	COLUMBIA SPORTSWEAR CO	37,095	25,345	39,942
5,345	-	COML METALS CO COM	91,691	-	-
-	2,365	COMMONWEALTH REIT	-	65,086	61,112
6,995	7,745	CONOCOPHILLIPS COM	283,083	413,719	582,347
1,525	2,650	COOPER INDUSTRIES PLC NEW	49,492	121,289	158,126
250	950	CORE LABORATORIES NV	23,910	69,977	105,963
3,225	3,225	COVANCE INC.	158,407	158,407	191,468
2,275	-	COVIDIEN PLC	114,822	-	-
-	4,829	CREDIT SUISSE GROUP SPONSORED ADR	-	220,977	188,428
6,817	-	CSL LTD ADR	82,554	-	-
-	598	CUMMINS INC	-	70,735	61,887
5,160	3,287	DAKTRONICS INC	40,625	28,339	35,467
2,099	1,713	DASSAULT SYS S A SPONS ADR	90,761	74,070	146,633
3,075	4,226	DEERE & CO COM	180,935	263,449	348,434
11,940	-	DELL INC COM STK	151,519	-	-
7,314	4,864	DENBURY RES INC HLDG CO COM NEW	85,370	51,606	97,280
775	1,325	DIAGEO PLC SPSD ADR NEW	49,393	92,338	108,478
990	770	DIAMOND FOODS INC	36,959	31,799	58,782
-	2,805	DIRECTV COM CL A COM CL A	-	130,687	142,550
5,950	9,880	DISCOVER FINL SVCS COM STK	80,541	195,709	264,290
-	870	DORMAN PRODS INC COM	-	33,571	34,435
6,225	6,225	DOVER CORP	209,218	209,218	422,055
4,925	3,375	DOW CHEMICAL CO COM	140,034	138,253	121,500
1,985	1,235	DRIL-QUIP INC	53,865	38,562	83,770
-	2,625	DU PONT E I DE NEMOURS & CO COM STK	-	146,698	141,881
7,090	7,090	EBAY INC COM	165,394	165,394	228,794
6,729	5,567	EMBRAER S A SPONSORED ADR REPSTG 4	114,902	95,060	171,352
5,020	5,020	EMERSON ELECTRIC CO	169,992	169,992	282,375
3,985	2,660	ENCORE WIRE CORP COM	86,279	57,416	64,425
-	3,305	ENSCO PLC SPON ADR	-	194,282	176,157
1,145	-	EQUINIX INC	112,674	-	-
3,880	2,905	ESTEE LAUDER COMPANIES INC CL A	114,521	86,179	305,577
2,155	1,395	EXPONENT INC	43,073	28,238	60,696
2,075	-	F5 NETWORKS INC COM STK	131,839	-	-

1,030	-	FACTSET RESH SYS INC	38,736	-	-
3,230	1,985	FAIR ISAAC CORPORATION	39,725	26,031	59,947
-	1,790	FAMILY DLR STORES INC COM	-	71,396	94,082
3,161	7,813	FANUC LTD	127,454	105,476	218,764
2,250	2,250	FEDEX CORP COM	197,656	197,656	213,413
-	325	FINNING INTL INC COM NEW	-	8,952	9,519
19,855	16,334	FLSMIDTH & CO A/S ADR	107,820	99,741	139,002
8,445	6,090	FOOT LOCKER INC COM	92,316	67,690	144,698
29,435	28,835	FORD MR CO DEL COM	239,017	259,598	397,635
9,010	5,175	FOREST CY ENTERPRISES INC CL A	52,678	33,447	96,617
3,830	3,750	FORTUNE BRANDS INC COM	136,509	133,658	239,138
2,975	1,900	FORWARD AIR CORP	57,949	39,463	64,201
3,910	7,520	FREEMPORT-MCMRAN CPR & GLD	218,201	209,911	397,808
4,737	3,517	FRESENIUS MED CARE AG	210,367	156,259	262,720
-	14,437	GDR ASSA ABLOY AB ADR	-	199,015	193,600
30,405	27,800	GENERAL ELECTRIC CO	697,391	599,023	524,308
-	3,270	GILEAD SCIENCES INC	-	137,412	135,411
810	-	GOLDMAN SACHS GROUP INC	83,111	-	-
520	-	GOOGLE INC CL A	234,042	-	-
1,915	1,000	GRACO INC	56,207	28,181	50,660
9,375	5,793	HANG LUNG PPTYS LTD SPONS ADR	155,719	96,222	119,046
1,790	1,255	HCC INS HOLDINGS INC	39,916	28,079	39,533
43,900	36,178	HENNES & MAURITZ AB ADR	226,667	187,169	249,266
4,320	2,685	HENRY JACK & ASSOC INC	68,866	42,802	80,577
-	1,495	HERSHEY COMPANY	-	82,335	84,991
5,085	-	HEWLETT PACKARD CO	193,566	-	-
1,235	1,005	HIBBETT SPORTS INC	17,731	26,960	40,914
-	525	HITTITE MICROWAVE CORP COM STK	-	30,407	32,503
7,975	7,220	HOME DEPOT INC	203,070	184,565	261,508
5,185	4,950	HONEYWELL INTL INC COM STK	168,032	160,416	294,971
9,108	7,539	HONG KONG EXCHANGES & CLEARING LTD	147,823	122,358	158,998
8,910	-	HUDSON CITY BANCORP INC COM STK	127,842	-	-
5,575	5,450	HUMANA INC COM	162,317	158,678	438,943
2,070	2,055	HYATT HOTELS CORP COM CL A	85,054	83,680	83,885
-	570	IBERIABANK CORP COM	-	33,932	32,855
-	1,440	II-VI INC COM	-	33,209	36,864
-	3,030	ILLUMINA INC COM	-	151,789	227,705
4,754	12,445	IND & COMM BK OF UNSPON ADR	169,077	178,122	190,160
2,254	-	INFOSYS TECHNOLOGIES LTD SPONS	86,283	-	-
5,265	6,490	INGERSOLL RAND CO LTD A	128,610	183,428	294,711
17,260	17,260	INTEL CORP CAP	304,211	304,211	382,482
2,360	-	INTERNATIONAL SPEEDWAY CORP CL A	47,617	-	-
5,324	-	INTESA SANPAOLO S P A SPONS ADR	136,947	-	-
970	-	INTUITIVE SURGICAL INC	201,594	-	-
6,020	3,880	INVESTORS BANCORP INC COM STK	59,053	38,060	55,096
6,941	8,794	ITAU UNIBANCO HOLDINGS S A	122,335	170,346	207,099
-	810	J & J SNACK FOODS CORP COM STK NPV	-	37,241	40,379
-	6,900	JDS UNIPHASE CORP COM PAR \$0 001 COM	-	161,104	114,954
4,350	2,895	JEFFERIES GROUP INC NEW COM	89,737	60,021	59,058
1,505	-	JONES LANG LASALLE INC	31,244	-	-
9,950	9,950	JPMORGAN CHASE & CO	365,622	365,622	407,353
-	3,895	JUNIPER NETWORKS INC COM	-	129,815	122,693
2,065	1,985	KAISER ALUM CORP COM	74,249	82,917	108,421
-	6,270	KEYCORP NEW COM	-	53,017	52,229
-	1,611	KIDDY CORP ADR	-	110,430	116,330
28,609	26,704	KINGFISHER PLC SPONSORED ADR	191,108	182,711	228,586
3,420	1,610	KIRBY CORP	77,301	37,135	91,239
3,050	2,900	KNIGHT TRANSN INC	61,260	58,493	49,271
4,250	3,875	KOHL'S CORP COM	200,773	214,088	193,789
11,456	7,680	KOMATSU LTD SPONS ISIN	172,928	115,930	241,152
2,560	2,560	LABORATORY CORP AMERICAN HLDGS COM	169,435	169,435	247,782

8,670	-	LAFARGE S A SPONS ADR	162,181	-	-
640	555	LANDAUER INC	33,018	28,632	34,182
8,895	6,893	LAS VEGAS SANDS CORP	158,765	153,364	290,954
6,585	3,105	LEUCADIA NATL CORP COM	134,499	64,108	105,881
-	1,550	LIQUIDITY SVCS INC COM STK	-	32,856	36,596
5,175	3,125	LKQ CROP	65,870	42,481	81,531
15,434	9,841	LOGITECH INTERNATIONAL SA	236,540	152,158	110,613
-	2,650	LTD BRANDS	-	101,114	101,893
12,561	9,589	LVMH MOET HENNESSY LOUIS VUITTON ADR	206,252	169,166	346,546
38,552	26,136	MAN GROUP PLC	140,122	94,612	100,362
2,615	1,630	MANHATTAN ASSOCS INC	38,801	24,331	56,137
950	1,700	MANULIFE FINL CORP COM	19,324	33,297	30,022
11,635	8,680	MARATHON OIL CORP	352,260	262,795	457,262
10,335	-	MARVELL TECH GROUP COM	146,509	-	-
2,870	2,319	MASTERCARD INC CL A	534,644	454,751	698,807
1,260	-	MATTHEWS INTL CORP CL A	38,725	-	-
2,090	-	MCGRATH RENTCORP	40,811	-	-
2,575	-	MEDTRONIC INC	111,693	-	-
4,075	2,710	MENS WEARHOUSE INC	82,442	55,350	91,327
3,290	-	MERCK & CO INC	129,420	-	-
1,500	2,480	MERIDIAN BIOSCIENCE INC	30,854	58,369	59,793
-	6,595	METROPCS COMMUNICATIONS INC COM	-	118,024	113,500
4,830	4,830	MFC HANCOCK JOHN BK & THRIFT OPPORTUNI	59,240	59,240	79,357
12,725	12,725	MICROSOFT CORP	280,688	280,688	330,850
34,419	33,546	MITSUBISHI UFJ FINL GROUP INC	194,281	187,139	162,027
3,350	3,770	MOLEX INC	53,598	66,000	80,980
-	1,800	MONRO MUFFLER BRAKE INC COM	-	56,332	67,122
-	2,850	MONSANTO CO NEW COM	-	185,377	206,739
-	3,425	MOODYS CORP COM	-	133,906	131,349
-	1,610	MOOG INC CL A	-	65,510	70,067
2,910	1,925	MORNINGSTAR INC	84,641	56,858	117,002
3,698	-	MOVIL SAV DE C V SPONS ADR	150,802	-	-
5,025	8,700	NABORS INDUSTRIES COM	94,350	194,949	214,368
-	3,545	NATIONAL OILWELL VARCO COM STK	-	207,244	277,254
1,535	1,142	NATL INSTRS CORP	27,368	13,574	33,906
6,627	7,224	NESTLE S A REP	237,305	289,451	450,633
5,550	5,575	NETAPP INC COM	183,302	188,135	294,249
1,488	1,537	NEW ORIENTAL ED & TECHNOLOGY GROUP INC	111,494	119,901	171,714
3,630	-	NEWMONT MINING CORP	148,238	-	-
5,010	5,010	NEXTERA ENERGY INC COM	266,204	266,204	287,875
3,155	-	NIKE INC CL B	165,789	-	-
3,425	5,875	NOBLE CORPORATION (SWITZERLAND) COM	124,188	232,095	231,534
143	143	NORTEL NETWORKS CORP NEW COM	8	8	7
5,798	6,060	NOVARTIS ADR	245,638	275,991	370,327
3,129	2,101	NOVO-NORDISK A S ADR	154,110	101,285	263,213
6,353	12,500	OAO GAZPROM LEVEL 1 ADR	122,168	130,510	181,875
-	1,276	OCCIDENTAL PETROLEUM CORP	-	134,711	132,755
2,595	1,395	ONEOK INC COM STK	79,388	42,677	103,244
-	11,930	ORACLE CORP COM	-	351,506	392,616
1,525	-	OVERSEAS SHIPHOLDING GROUP INC COM	61,540	-	-
2,085	1,200	OWENS & MINOR INC	55,176	36,163	41,388
275	475	PARTNERRE HLDG LTD COM STK	19,878	35,486	32,704
1,010	630	PEETS COFFEE & TEA INC	26,081	17,394	36,351
-	2,220	PENNEY J C CO INC COM	-	71,873	76,679
3,500	-	PEPSICO INC	187,365	-	-
3,865	2,940	PETROHAWK ENERGY CORP COM	98,782	73,013	72,530
-	14,830	PFIZER INC COM STK \$ 11 1/9 PAR	-	291,233	305,498
3,200	3,200	PHILIP MORRIS INTL INC	111,873	111,873	213,664
2,730	-	PINNACLE FINL PARTNERS INC	40,804	-	-
3,830	2,570	PLUM CREEK TIMBER CO INC COM	114,047	76,528	104,188
685	315	POLARIS INDS INC	15,857	9,324	35,019

1,280	-	POOL CORP	21,246	-	-
3,640	11,725	POTASH CORP SASKATCHEWAN	367,833	465,555	668,208
1,290	1,135	POWER INTEGRATIONS INC	24,381	21,452	43,618
1,210	740	PRICELINE COM INC	140,234	85,763	378,828
10,265	6,290	PROCTER & GAMBLE CO	570,659	329,960	399,855
-	760	PROSPERITY BANCSHARES INC COM	-	33,709	33,303
1,840	1,140	PSS WORLD MEDICAL INC	29,103	17,157	31,931
9,515	9,515	PUBLIC SERVICE ENTERPRISE GRP	319,231	319,231	310,570
4,982	6,112	PUBLICIS S A NEW SPONS ADR	102,728	136,084	171,075
-	7,830	QUALCOMM INC COM	-	370,804	444,666
2,630	2,630	QUEST DIAGNOSTICS INC	146,680	146,681	155,433
1,585	1,310	RANGE RES CORP COM	80,478	65,313	72,705
2,010	750	RAVEN INDS INC	40,065	14,950	41,783
2,940	1,825	RAYMOND JAMES FINANCIAL INC	67,540	41,925	58,674
27,693	25,638	RECKITT BENCKISER GROUP PLC	263,384	245,616	284,325
5,620	-	REGIONS FINANCIAL CORP NEW	39,633	-	-
2,400	4,150	RIO TINTO PLC SPNSRD ADR	95,643	213,853	300,128
-	2,090	RIVERBED TECHNOLOGY INC COM	-	82,507	82,743
925	825	RLI CORP	46,480	42,986	51,084
4,535	-	ROCHE HLDG LTD SPONS ADR	139,614	-	-
-	1,295	ROCKWELL AUTOMATION	-	120,830	112,354
1,775	1,150	ROFIN SINAR TECHNOLOGIES INC	42,767	27,622	39,273
1,340	755	RUDDICK CORP	29,592	17,011	32,873
200	-	RWE AKTIENGESSELLSCHAF	18,382	-	-
4,856	3,999	SABMILLER PLC SPONS ADR	104,161	85,779	147,963
-	1,532	SALESFORCE COM INC COM STK	-	212,588	228,237
4,200	3,980	SALLY BEAUTY HLDGS INC	20,209	39,886	68,058
3,025	9,020	SANDISK CORP COM	143,257	438,035	374,330
6,933	5,052	SAP AG SPONS ADR	287,741	230,005	306,404
1,415	965	SCANSOURCE INC	22,905	15,621	36,168
5,586	6,216	SCHLUMBERGER LTD	318,464	369,747	537,062
2,265	1,250	SCHNITZER STEEL INDS A	114,744	62,457	72,000
-	1,529	SIEMENS AG COM DM50 (NEW)	-	188,526	210,283
1,135	900	SIMPSON MFG INC	17,680	14,019	26,883
1,330	885	SL GREEN REALTY CORP REIT	28,666	19,075	73,340
3,275	-	SMITH & NEWPHEW PLC SPONS ADR	115,497	-	-
4,135	-	SOUTHN COPPER CORP DEL COM	107,826	-	-
-	4,550	SPIRIT AEROSYSTEMS HLDGS INC CL A	-	91,298	100,100
-	2,600	ST JUDE MED INC COM	-	135,198	123,968
-	8,325	STAPLES INC COM	-	191,386	131,535
8,550	9,770	STARBUCKS CORP COM	140,282	184,908	385,817
-	1,455	STATE BK FINL CORP COM	-	24,552	23,818
-	2,118	STRYKER CORP	-	136,890	124,305
2,975	5,225	SUNCOR ENERGY INC NEW COM	97,413	199,669	204,298
1,200	2,075	TALISMAN ENERGY INC ADR	19,926	41,003	42,517
-	1,980	TECH DATA CORP COM	-	75,489	96,802
470	610	TECHNE CORP	30,055	37,803	50,856
10,225	-	TELECOMMUNICATIONS INC COM NEW	76,599	-	-
3,758	9,276	TELEFONICA S A SPONS ADR	219,834	183,758	227,169
10,530	-	TELLABS INC COM	76,950	-	-
2,525	4,375	TENARIS S A SPONSORED ADR	77,113	164,608	200,069
6,228	6,257	TENCENT HLDGS LTD ADR	126,273	129,968	171,442
11,571	14,074	TESCO PLC SPONS ADR	228,444	278,662	275,850
6,892	6,368	TEVA PHARMACEUTICALS INDS ADR	325,919	309,223	307,065
5,755	4,750	THERMO FISHER CORP	237,774	228,884	305,853
3,345	3,345	TIME WARNER CABLE INC COM	178,797	178,797	261,044
3,065	3,157	TOYOTA MOTOR CORP ADR	232,848	253,871	260,200
6,245	7,300	TRANSOCEAN LTD	454,319	539,400	471,288
4,840	3,215	TRINITY IND INC COM	70,729	46,982	112,139
7,365	-	TURKCELL ILETISIM HIZMETLERI ADR	102,035	-	-
39,120	36,973	TURKIYE GARANTI BANKASI A S	168,168	166,956	170,076

2,225	3,825	UBS AG	38,960	70,179	69,845
-	600	ULTA SALON COSMETICS & FRAGRANCE INC	-	13,757	38,748
1,520	1,010	ULTRA PETE CORP	80,326	53,375	46,258
2,000	765	UMB FINL CORP COM STK	80,453	30,773	32,038
3,850	4,185	UMPQUA HOLDINGS CORP	52,281	53,675	48,420
1,575	2,725	UNILEVER NV NY ADR	44,792	79,858	89,516
-	2,785	UNITED HEALTHCARE	-	134,123	143,650
4,085	4,085	UNITED TECHNOLOGIES CORP	221,807	221,807	361,563
1,130	775	UNIVERSAL HEALTH REALTY INCOME	35,244	23,486	30,985
7,540	7,540	US BANCORP	136,617	136,617	192,345
2,960	1,940	VAIL RESORTS INC COM	87,676	58,199	89,667
3,400	6,075	VALE S A ADR	69,490	158,894	194,096
-	1,325	VALEANT PHARMACEUTICALS INTERNATIONAL	-	63,562	68,847
6,985	-	VERBUND AG-SPONS ADR	66,078	-	-
11,093	-	VESTAS WIND SYSTEMS	258,848	-	-
-	4,080	VOLKSWAGEN A G SPONSORED ADR REPSTG	-	88,409	168,055
12	12	VORNADO REALTY TRUST COM	399	399	1,118
8,604	6,124	WAL-MART DE MEX SAB DE CV	132,578	94,364	182,311
4,255	6,670	WAL-MART STORES INC	211,434	341,913	354,444
5,390	9,940	WATSON PHARMACEUTICALS INC COM	178,868	420,728	683,176
4,825	8,450	WEATHERFORD INTL LTD	100,202	176,960	158,438
9,265	16,495	WELLS FARGO & CO	247,886	480,318	462,850
1,080	990	WESTAMERICA BANCORPORATION	46,675	43,215	48,758
345	233	WHITE MOUNTAINS INSURANCE GROUP	82,487	55,709	97,897
5,845	3,805	WHOLE FOODS MKT INC COM	147,134	103,008	241,427
6,995	-	WINN DIXIE STORES INC COM NEW STK	92,147	-	-
1,425	1,060	WOLVERINE WORLD WIDE	29,650	21,987	44,255
-	3,432	YANDEX N V. COM USD0 01 CL 'A	-	108,744	121,870
125	200	YARA INTL ASA SPONS ADR	3,643	7,405	11,336
1,255	870	YOUNG INNOVATIONS INC	25,103	19,187	24,812
TOTALS			35,863,541	36,623,181	47,826,461

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED JUNE 30, 2011

PART II, LINE 10C - INVESTMENTS, CORPORATE BONDS

BEGINNING SHARES	ENDING SHARES	DESCRIPTION			BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-	60,000	1ST HORIZON NATL	5 375%	12/15/2015	-	63,198	63,835
70,000	70,000	ALABAMA POWER CO	4 850%	12/15/2012	75,859	75,859	74,008
-	65,000	ALCOA	5 400%	4/15/2021	-	65,244	65,201
70,000	70,000	AMB PPTY LP	7 500%	06/30/2018	77,618	77,618	79,819
-	55,000	ARCELORMITTAL SA LUXEMBOURG NT	9 000%	2/15/2015	-	65,700	65,647
-	60,000	ARCELORMITTAL SA NT	9 850%	6/1/2019	-	77,078	76,064
150,000	105,000	AT&T INC	5 500%	02/01/2018	110,314	110,314	117,109
-	160,000	BA CR CARD TR 2006-14 NT CL A FLTG	Various	4/15/2016	-	158,669	159,510
115,000	115,000	BANK AMERICA FDG CORP	7 625%	06/01/2019	131,121	131,122	133,215
135,000	135,000	BANK AMERICA FDG CORP	7 375%	05/15/2014	150,894	150,894	151,766
90,000	31,441	BANK AMERICA AUTO TRUST	0 910%	10/15/2012	89,992	31,439	31,458
120,000	70,000	BARRICK GOLD	6 125%	09/15/2013	131,267	76,686	77,410
75,000	-	BB&T CORP	3 100%	07/28/2011	75,233	-	-
110,000	110,000	BB&T CORP	3 950%	04/29/2016	109,866	109,866	115,116
-	110,000	BEAR STEARNS COS INC	6 400%	10/2/2017	-	125,286	125,503
65,000	-	BHP BILLITON FINANCIAL	6 500%	04/01/2019	73,487	-	-
-	70,000	BOARDWALK PIPELINES LP	5 875%	11/15/2016	-	79,586	78,175
70,000	70,000	BOEING CAP CORP	6 500%	02/15/2012	77,181	77,181	72,597
-	5,000	BOEING CO	1 875%	11/20/2012	-	5,091	5,079
-	65,000	BUNGE LTD FIN CORP	4 100%	3/15/2016	-	65,305	67,709
92,454	21,990	CAP AUTO	4 680%	10/15/2012	96,305	22,906	22,163
-	140,000	CAPITAL ONE MULTI-ASSET EXECUTION	Various	12/15/2016	-	139,475	139,615
185,000	-	CHASE ISSUANCE TRUST	0 042%	07/15/2014	183,598	-	-
155,000	89,653	CHRYSLER FINANCIAL AUTO	2 820%	01/15/2016	158,621	91,747	90,756
90,000	-	COCA COLA	5 000%	08/15/2013	97,603	-	-
83,000	83,000	COLBS SOUTHERN POWER	5 500%	03/01/2013	88,698	88,698	88,758
95,000	-	COMCAST CORP	5 700%	07/01/2019	97,702	-	-
70,000	70,000	CONAGRA FOODS INC	5 875%	04/15/2014	75,975	75,975	76,881
115,000	115,000	CONOCOPHILLIPS GTD	5 625%	10/15/2016	123,842	123,842	133,200
-	60,000	CMO B STEARNS COML MTG SECS TR : Various	Various	10/12/2041	-	64,973	65,651
-	80,000	CMO J P MORGAN CHASE	Various	12/12/2043	-	85,850	86,335
-	60,000	CMO LB-UBS COML MTG TR	Various	11/15/2038	-	65,159	64,589
-	145,000	CMO WACHOVIA BK PASS-TH	Various	11/15/2038	-	152,907	156,596
60,000	-	CSX CORP	5 500%	08/01/2013	63,456	-	-
80,000	80,000	CVS CAREMARK CORP	6 125%	08/15/2016	88,034	88,034	91,712
115,371	1,008	DAIMLERCHRYSLER	4 710%	09/08/2012	118,462	1,035	1,009
-	65,000	DIRECTV HLDG/FIN	5 000%	3/1/2021	-	65,183	67,323
70,000	70,000	DOMINION RES INC	5 000%	03/15/2013	74,397	74,397	74,629
-	55,000	DOW CHEM CO	7 600%	5/15/2014	-	63,922	63,780
80,000	-	DU PONT E I DE	5 875%	01/15/2014	88,645	-	-
90,000	90,000	ELECT DATA SYSTEMS	6 000%	08/01/2013	99,463	99,464	98,809
60,000	60,000	ENTERPRISE PRODUCTS	6 500%	01/31/2019	66,110	66,110	68,729
140,000	-	EUROPEAN INVT BANK	4 250%	07/15/2013	149,530	-	-
130,000	-	GENERAL ELECTRIC CAP CORP	5 450%	01/15/2013	135,030	-	-
135,000	135,000	GENERAL ELECTRIC CAP CORP	5 400%	02/15/2017	139,472	139,473	147,631
-	115,000	GENERAL ELECTRIC CAP CORP	4 375%	9/16/2020	-	112,161	113,682
90,000	90,000	GENERAL MILLS INC	6 000%	02/15/2012	97,490	97,490	93,054
70,000	70,000	GOLDMAN SACHS	5 750%	10/01/2016	74,292	74,292	76,189
-	110,000	GOLDMAN SACHS	5 375%	3/15/2020	-	114,497	113,591
-	75,000	HCP INC 5 375%	5 375%	2/1/2021	-	75,091	77,357
70,000	-	HEINZ HJ FINANCIAL CO	6 625%	07/15/2011	75,834	-	-
-	70,000	HEINZ HJ FINANCIAL CO	5 350%	7/15/2013	-	77,461	75,965
110,000	110,000	HSBC FINANCIAL CORP	5 000%	06/30/2015	114,825	114,825	118,343
-	115,000	HONDA AUTO	0 650%	6/17/2013	-	114,996	115,107
-	90,000	HONDA AUTO	0 009%	6/17/2013	-	89,838	89,639
-	75,000	HONDA AUTO RECEIVABLES	0 940%	6/17/2013	-	74,997	75,129
80,000	63,978	HYUNDAI AUTO	2 029%	08/15/2013	79,998	63,976	64,444
-	65,000	JEFFERIES GROUP	5 125%	4/13/2018	-	64,774	65,131
145,000	-	JP MORGAN CHASE	4 750%	03/01/2015	151,197	-	-
120,000	16,000	KRAFT FOODS INC	5 625%	11/01/2011	127,945	17,059	16,256
70,000	70,000	KROGER CO	7 500%	01/15/2014	80,385	80,385	80,011
90,000	-	MARATHON OIL CORP	6 500%	02/15/2014	99,121	-	-
80,000	80,000	MBNA MASTER CR CARD TRUST II	Various	08/15/2014	79,672	79,672	80,006
100,000	100,000	METLIFE INC	6 817%	08/15/2018	111,853	111,853	117,086
95,000	45,789	NISSAN AUTO LEASE	2 070%	01/15/2015	94,984	45,781	45,879

90,000	-	NISSAN AUTO LEASE	2 920%	12/15/2011	91,543	-	-
-	100,000	NISSAN AUTO	0 870%	7/15/2014	-	99,987	100,068
75,000	-	NORFOLK SOUTHERN	5 750%	01/15/2016	81,542	-	-
65,000	-	OCCIDENTAL PETE	7 000%	11/01/2013	74,816	-	-
-	100,000	PVTPL CMO WF-RBS COML MTG	Various	12/31/2040	-	101,992	102,507
85,000	85,000	PRUDENTIAL FINANCIAL INC	5 150%	01/15/2013	89,251	89,251	89,693
65,000	-	RIO TINTO FIN USA	8 950%	05/01/2014	74,912	-	-
65,000	-	SAFEWAY INC	6 250%	03/15/2014	71,293	-	-
-	850,000	SAFEWAY INC	6 350%	8/15/2017	-	99,147	97,275
100,000	-	SBC COMMUNICATIONS	5 625%	6/15/2016	106,558	-	-
90,000	90,000	SCHWAB CHARLES	4 950%	06/01/2014	94,648	94,648	98,678
70,000	70,000	SEMPRA ENERGY	6 500%	06/01/2016	75,274	75,274	81,066
-	60,000	SHELL INTL FIN B V	4 000%	3/21/2014	-	64,007	64,596
-	65,000	STARBUCKS CORP	6 250%	8/15/2017	-	75,384	75,460
85,000	85,000	U S BANCORP MEDIUM TERM	3 150%	03/04/2015	84,984	84,984	88,765
-	75,000	UNITEDHEALTH GROUP	4 700%	2/15/2021	-	75,113	78,190
-	75,000	UNITEDHEALTH GROUP	4 875%	4/1/2013	-	75,422	74,219
100,000	63,879	USAA AUTO OWNER TRUST	1 530%	10/15/2012	99,998	63,538	63,879
75,000	75,000	VALE OVERSEAS LTD	5 625%	09/15/2019	78,522	78,522	80,044
65,000	65,000	VALERO ENERGY CORP	9 375%	03/15/2019	77,240	77,240	83,023
145,000	115,000	VERIZON COMMUNICATIONS INC	5 500%	02/15/2018	157,677	125,054	127,901
140,000	140,000	VODAFONE GROUP PLC	5 000%	12/16/2013	151,969	151,969	152,334
140,000	-	VODAFONE GROUP PLC	5 375%	01/30/2015	150,602	-	-
75,000	75,000	VORNADO REALTY LP	4 250%	04/01/2015	73,224	73,224	77,844
70,000	70,000	WACHOVIA CORP	5 750%	06/15/2017	72,251	72,251	77,830
145,000	110,000	WELLS FARGO & CO	4 375%	01/31/2013	148,799	124,161	121,506
110,000	110,000	WORLD OMNI AUTO	2 210%	05/15/2015	109,997	109,997	112,249
70,000	70,000	WYETH	5 500%	02/01/2014	76,193	76,193	77,612
TOTALS					6,276,664	6,351,789	6,438,997

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED JUNE 30, 2011

PART II, LINE 13 - INVESTMENTS, OTHER

<u>BEGINNING SHARES</u>	<u>ENDING SHARES</u>	<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
886,878	488,797	COAST ACCESS II LTD CL I	1,264,865	697,122	564,414
2,123 52	2,123 52	CF LYSTER WATSON CONSERVATIVE	3,300,000	3,300,000	3,453,417
23,082 48	23,082 48	CF PINE GROVE OFFSHORE LTD	4,900,000	4,900,000	5,490,860
145985 4	160202 06	MFO DFA EMERGING MARKETS VALUE	3,600,000	4,100,000	5,666,347
81,617 77	178,862 50	MFO PIMCO FDS PAC INVT MGMT	898,119	2,098,058	2,226,838
382,081 69	382,081 69	MFO PIMCO FDS PAC INVT MGMT	2,900,000	2,900,000	3,576,285
127,659 57	228,976 69	MFO PIMCO FDS PAC INVT MGMT	900,000	1,900,000	2,001,256
TOTAL			<u>17,762,984</u>	<u>19,895,180</u>	<u>22,979,417</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID INTEREST	12,880.	700.	700.
TOTALS	<u>12,880.</u>	<u>700.</u>	<u>700.</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

PRIOR PERIOD ADJUSTMENT

5,310.

TOTAL

5,310.

THE OFFIELD FAMILY FOUNDATION
REALIZED GAIN/(LOSS) REPORT
YEAR ENDED JUNE 30, 2011

Acct. #	Purchase Date	Sales Date	Shares	Description	Proceeds	Basis	Gain/Loss
Short-Term:							
2678474	7/17/2009	7/1/2010	931.00	ADR TURKCELL ILETISIM HIZMETLERI A S SPONSORED ADR NEV	11,845.84	(12,898.07)	(1,052.23)
2678474	7/17/2009	7/1/2010	2,149.00	VERBUND AG-SPONS ADR	13,270.49	(20,329.54)	(7,059.05)
2678474	7/17/2009	7/1/2010	992.00	VERBUND AG-SPONS ADR	6,099.21	(9,384.32)	(3,285.11)
2678474	7/17/2009	7/2/2010	452.00	ADR TURKCELL ILETISIM HIZMETLERI A S SPONSORED ADR NEV	5,801.32	(6,262.01)	(460.69)
2678473	6/15/2010	7/2/2010	5,620.00	REGIONS FINL CORP NEW COM	34,472.49	(39,632.80)	(5,160.31)
2678473	7/17/2009	7/2/2010	385.00	SCHNITZER STL INDS INC CL A	14,270.86	(19,832.89)	(5,562.03)
2678476	4/22/2010	7/2/2010	80,000.00	UNITED STATES TREAS NTS DTD 00277 1 375%DUE 02-15-2013 F	81,018.48	(79,647.14)	1,371.34
2678474	7/17/2009	7/6/2010	1,000.00	ADR TURKCELL ILETISIM HIZMETLERI A S SPONSORED ADR NEV	13,141.07	(13,854.00)	(712.93)
2678474	7/17/2009	7/7/2010	1,087.00	ADR TURKCELL ILETISIM HIZMETLERI A S SPONSORED ADR NEV	14,248.70	(15,059.30)	(810.60)
2678473	7/27/2009	7/7/2010	1,275.00	FOOT LOCKER INC COM	16,212.50	(14,364.41)	1,848.09
2678474	7/17/2009	7/7/2010	3,844.00	VERBUND AG-SPONS ADR	24,891.39	(36,364.24)	(11,472.85)
2678474	7/17/2009	7/8/2010	1,155.00	ADR TURKCELL ILETISIM HIZMETLERI A S SPONSORED ADR NEV	15,345.30	(16,001.37)	(656.07)
2678476	4/9/2010	7/8/2010	11,188.31	DAIMLERCHRYSLER 4.71000003815% DUE 09-08-2012	11,188.31	(11,488.12)	(299.81)
2678476	6/8/2010	7/8/2010	302,000.00	FNMA SINGLE FAMILY MORTGAGE 5% 30 YEARS SETTLES JULY	319,884.06	(317,194.38)	2,689.68
2678474	7/17/2009	7/9/2010	454.00	ADR TURKCELL ILETISIM HIZMETLERI A S SPONSORED ADR NEV	5,983.20	(6,289.72)	(306.52)
2678471	7/17/2009	7/9/2010	1,350.00	MARVELL TECH GROUP COM USD0.002	21,983.17	(17,609.94)	4,373.23
2678474	7/17/2009	7/12/2010	844.00	ADR TURKCELL ILETISIM HIZMETLERI A S SPONSORED ADR NEV	11,082.63	(11,692.77)	(610.14)
2678474	7/17/2009	7/13/2010	1,907.00	ADR ARM HLDS PLC SPONSORED ISIN US0420681068	26,620.31	(12,033.36)	14,586.95
2678474	7/17/2009	7/13/2010	1,442.00	ADR TURKCELL ILETISIM HIZMETLERI A S SPONSORED ADR NEV	19,056.13	(19,977.47)	(921.34)
2678473	7/17/2009	7/14/2010	7,130.00	#REORG ADC TELECOMMUNICATIONS INC COM NEW CASH ME	89,009.41	(53,412.97)	35,596.44
2678474	7/17/2009	7/14/2010	1,830.00	ADR ARM HLDS PLC SPONSORED ISIN US0420681068	26,600.98	(11,547.48)	15,053.50
2678476	4/8/2010	7/14/2010	140,000.00	VODAFONE GROUP PLC 5.375% DUE 01-30-2015	152,962.60	(150,602.20)	2,360.40
2678476	10/7/2009	7/15/2010	6,639.73	CAP AUTO 4 67999982834% DUE 10-15-2012	6,639.73	(6,916.33)	(276.60)
2678473	5/18/2010	7/20/2010	1,525.00	OVERSEAS SHIPHOLDING GROUP INC COM	54,767.01	(61,539.70)	(6,772.69)
2678476	9/8/2009	7/21/2010	351,018.80	FNMA POOL #945845 6% DUE 08-01-2037 BEO	380,965.10	(369,392.45)	11,572.65
2678476	8/26/2009	7/22/2010	60,000.00	CSX CORP 5.5% DUE 08-01-2013	66,145.20	(63,456.00)	2,689.20
2678476	7/24/2009	7/22/2010	70,000.00	UNITED STATES TREAS NTS 2.75% DUE 02-15-2019 REG	70,221.20	(65,273.55)	4,947.65
2678476	11/16/2009	7/26/2010	13,181.62	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	13,181.62	(13,778.91)	(597.29)
2678476	9/8/2009	7/26/2010	13,767.11	FNMA POOL #945845 6% DUE 08-01-2037 BEO	13,767.11	(14,487.73)	(720.62)
2678476	5/18/2011	7/27/2010	0.01	FNMA POOL #945845 6% DUE 08-01-2037 BEO	0.01	(0.01)	-
2678476	8/10/2009	7/27/2010	65,000.00	SAFEMAY INC 6.25% DUE 03-15-2014	73,897.85	(71,292.65)	2,605.20
2678471	3/3/2010	7/30/2010	2,275.00	#REORG/COVIDIEN REV STK SPLIT/FOR STK SPLIT COVIDIEN 206	83,098.20	(114,821.92)	(31,723.72)
2678471	12/7/2009	8/2/2010	2,940.00	MARVELL TECH GROUP COM USD0.002	44,018.11	(50,045.95)	(6,027.84)
2678471	5/11/2010	8/4/2010	4,925.00	DOW CHEMICAL CO COM	126,182.28	(140,033.67)	(13,851.39)
2678472	10/28/2009	8/5/2010	26.00	AUTOZONE INC COM	5,357.46	(3,556.51)	1,800.95

Acct. #	Purchase Date	Sales Date	Shares	Description	Proceeds	Basis	Gain/Loss
2678476	4/9/2010	8/9/2010	10,631.67	DAIMLERCHRYSLER 4.71000003815% DUE 09-08-2012	10,631.67	(10,916.57)	(284.90)
2678476	7/8/2010	8/9/2010	302,000.00	FNMA SINGLE FAMILY MORTGAGE 5% 30 YEARS SETTLES AUGUS	322,125.47	(318,940.31)	3,185.16
2678473	6/15/2010	8/10/2010	1,280.00	#REORG/AMERICREDIT CORP COM CASH MERGER EFF 10/01/20	30,796.28	(23,523.48)	7,272.80
2678476	4/22/2010	8/11/2010	1,660,000.00	UNITED STATES TREAS NTS DTD 00277 1 375%DUE 02-15-2013 F	1,689,892.97	(1,652,678.22)	37,214.75
2678471	4/28/2010	8/12/2010	875.00	HEWLETT PACKARD CO COM	35,015.25	(46,702.16)	(11,686.91)
2678476	3/10/2010	8/12/2010	65,000.00	US TREAS NTS DTD 1/31/10 2.25 DUE 01-31-2015 REG	67,703.88	(64,725.78)	2,978.10
2678476	10/7/2009	8/16/2010	6,426.89	CAP AUTO 4.67999982834% DUE 10-15-2012	6,426.89	(6,694.62)	(267.73)
2678476	11/19/2009	8/19/2010	605,000.00	FNMA 2.625% DUE 11-20-2014	636,467.87	(609,843.03)	26,624.84
2678471	4/12/2010	8/23/2010	15,145.00	BANK OF AMERICA CORP	196,693.87	(256,246.36)	(59,552.49)
2678471	12/9/2009	8/23/2010	2,575.00	MEDTRONIC INC COM	90,849.10	(111,692.66)	(20,843.56)
2678476	4/8/2010	8/23/2010	935,000.00	UNITED STATES TREAS NTS 1% DUE 10-31-2011 REG	942,195.12	(936,785.76)	5,409.36
2678476	11/16/2009	8/25/2010	948.74	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	948.74	(991.73)	(42.99)
2678476	4/9/2010	9/8/2010	10,925.62	DAIMLERCHRYSLER 4.71000003815% DUE 09-08-2012	10,925.62	(11,218.39)	(292.77)
2678476	3/10/2010	9/8/2010	315,000.00	US TREAS NTS DTD 1/31/10 2.25 DUE 01-31-2015 REG	328,141.41	(313,671.10)	14,470.31
2678476	8/9/2010	9/9/2010	302,000.00	FNMA SINGLE FAMILY MTG 5 30 YEARS SETTLES SEP	319,211.64	(321,016.56)	(1,804.92)
2678476	10/7/2009	9/15/2010	6,467.60	CAP AUTO 4.67999982834% DUE 10-15-2012	6,467.60	(6,737.03)	(269.43)
2678476	8/23/2010	9/15/2010	100,000.00	UNITED STATES TREAS NTS 1% DUE 04-30-2012 REG	100,941.07	(100,945.65)	(4.58)
2678476	8/23/2010	9/16/2010	70,000.00	UNITED STATES TREAS NTS 1% DUE 04-30-2012 REG	70,653.28	(70,661.95)	(8.67)
2678476	9/8/2010	9/22/2010	70,000.00	US TREAS NTS 1.875 DUE 06-30-2015	72,066.95	(71,564.30)	502.65
2678476	11/6/2009	9/27/2010	1,974.43	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	1,974.43	(2,063.90)	(89.47)
2678476	3/4/2010	9/28/2010	185,000.00	CHASE ISSUANCE TR CHAIT 2005 A6 A6 11 383 07 15 14 07-15-1	184,479.69	(183,931.76)	547.93
2678474	5/7/2010	9/30/2010	450.00	ADR CHINA LIFE INS CO LTD SPONSORED ADR REPSTG H SHS	26,587.98	(29,072.93)	(2,484.95)
2678471	7/30/2010	10/7/2010	390.00	CITRIX SYS INC COM	23,094.67	(21,404.06)	1,690.61
2678471	9/22/2010	10/7/2010	7,780.00	COMCAST CORP NEW-CL A	139,195.84	(149,761.53)	(10,565.69)
2678471	9/22/2010	10/7/2010	1,305.00	EQUINIX INC COM NEW COM NEW	96,824.40	(128,511.44)	(31,687.04)
2678476	9/9/2010	10/7/2010	302,000.00	FNMA SINGLE FAMILY MTG 5 30 YEARS SETTLES OCT	319,518.36	(318,610.00)	908.36
2678476	4/9/2010	10/8/2010	10,115.13	DAIMLERCHRYSLER 4.71000003815% DUE 09-08-2012	10,115.13	(10,386.18)	(271.05)
2678476	10/29/2009	10/13/2010	105,000.00	UNITED STATES TREAS NTS 2.75% DUE 02-15-2019 REG	109,589.23	(99,318.18)	10,271.05
2678476	3/8/2010	10/15/2010	2,035.93	CHRYSLER FINL AUTO 2.82% DUE 01-15-2016	2,035.93	(2,083.49)	(47.56)
2678476	7/21/2010	10/15/2010	160,000.00	UNITED STATES TREAS NTS DTD 00275 1% DUE12-31-2011 REG	161,393.21	(161,256.78)	136.43
2678476	10/29/2009	10/18/2010	65,000.00	UNITED STATES TREAS NTS 2.75% DUE 02-15-2019 REG	67,838.41	(61,487.65)	6,350.76
2678476	11/16/2009	10/25/2010	991.30	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	991.30	(1,036.22)	(44.92)
2678471	7/30/2010	10/26/2010	830.00	CITRIX SYS INC COM	50,695.54	(45,552.23)	5,143.31
2678473	6/15/2010	10/29/2010	460.00	COML METALS CO COM	6,203.87	(7,377.07)	(1,173.20)
2678471	8/12/2010	11/1/2010	1,010.00	CITRIX SYS INC COM	65,381.95	(55,542.10)	9,839.85
2678476	4/6/2010	11/1/2010	55,000.00	UTD STATES TREAS NTS 1 5 NT 31/10/2010 USD1000 1 5 DUE 10	55,000.00	(55,374.01)	(374.01)
2678471	4/19/2010	11/3/2010	5,230.00	GENERAL ELECTRIC CO	83,831.30	(101,449.72)	(17,618.42)
2678471	7/28/2010	11/4/2010	8,000.00	GENERAL ELECTRIC CO	129,677.00	(132,514.33)	(2,837.33)
2678476	10/7/2010	11/5/2010	302,000.00	FNMA POOL #28212 5% DUE 12-31-2040 REG	322,927.66	(319,034.69)	3,892.97
2678476	4/9/2010	11/8/2010	9,310.67	DAIMLERCHRYSLER 4.71000003815% DUE 09-08-2012	9,310.67	(9,560.17)	(249.50)
2678473	12/2/2009	11/9/2010	65.00	ALLEGHENY TECHNOLOGIES INC COM	3,425.44	(2,308.15)	1,117.29
2678471	4/22/2010	11/15/2010	2,550.00	BOEING CO COM	161,369.94	(187,609.71)	(26,239.77)

Acct. #	Purchase Date	Sales Date	Shares	Description	Proceeds	Basis	Gain/Loss
2678476	3/8/2010	11/15/2010	7,842.67	CHRYSLER FINL AUTO 2.82% DUE 01-15-2016	7,842.67	(8,025.87)	(183.20)
2678471	2/3/2010	11/15/2010	3,290.00	MERCK & CO INC NEW COM	114,325.24	(129,419.86)	(15,094.62)
2678471	2/17/2010	11/18/2010	545.00	NETAPP INC COM STK	28,301.64	(17,367.68)	10,933.96
2678471	4/22/2010	11/19/2010	2,197.00	ALLEGHENY TECHNOLOGIES INC COM	109,709.10	(121,099.74)	(11,390.64)
2678471	4/22/2010	11/19/2010	188.00	ALLEGHENY TECHNOLOGIES INC COM	9,388.56	(10,362.65)	(974.09)
2678476	8/23/2010	11/19/2010	765,000.00	UNITED STATES TREAS NTS NT 1% DUE 04-30-2012 REG	771,813.28	(772,234.20)	(420.92)
2678476	7/21/2010	11/22/2010	220,000.00	UNITED STATES TREAS NTS DTD 00275 1% DUE12-31-2011 REG	221,658.59	(221,728.08)	(69.49)
2678474	8/25/2010	12/2/2010	2,612.00	ADR INTESA SANPAOLO S P A SPONSORED ADR REPSTG ORD SH	42,612.76	(55,322.40)	(12,709.64)
2678476	11/19/2010	12/6/2010	315,000.00	UNITED STATES TREAS NTS DTD 00303 .625% DUE 07-31-2012 R	316,254.02	(315,910.55)	343.47
2678473	6/15/2011	12/7/2010	225.00	#REORG/CAPITOL FEDERAL PLAN OF REORG CAPITOL FED FINL	5,401.82	(7,678.53)	(2,276.71)
2678476	4/9/2010	12/8/2010	9,195.03	DAIMLERCHRYSLER 4.71000003815% DUE 09-08-2012	9,195.03	(9,441.43)	(246.40)
2678476	11/5/2010	12/8/2010	302,000.00	FNMA SINGLE FAMILY MORTGAGE 5% 30 YEARS SETTLES DECEM	316,474.77	(322,196.25)	(5,721.48)
2678475		12/9/2010	-	MFO DFA EMERGING MARKETS VALUE	29,635.04	-	29,635.04
2678474	9/10/2010	12/13/2010	454.00	LULULEMON ATHLETICA INC COM	32,336.60	(18,190.15)	14,146.45
2697692	4/29/2010	12/14/2010	350.00	POOL CORP COM STK	7,943.82	(8,867.50)	(923.68)
2678476	3/8/2010	12/15/2010	8,179.55	CHRYSLER FINL AUTO 2.82% DUE 01-15-2016	8,179.55	(8,370.62)	(191.07)
2678471	3/4/2010	12/22/2010	211.00	F5 NETWORKS INC COM STK	28,616.82	(12,945.67)	15,671.15
2678471	7/28/2010	1/5/2011	1,030.00	PEPSICO INC COM	67,857.93	(67,080.82)	777.11
2678476	6/24/2010	1/6/2011	615,000.00	UNITED STATES TREAS NTS DTD 00251 3% DUE08-31-2016 REG	635,588.09	(633,411.44)	2,176.65
2678476	1/25/2010	1/6/2011	40,000.00	UNITED STATES TREAS NTS NTS 2.75% DUE 02-15-2019 REG	39,170.15	(37,775.16)	1,394.99
2678473	6/15/2010	1/6/2011	695.00	WINN DIXIE STORES INC COM NEW STK	4,565.59	(7,505.10)	(2,939.51)
2678476	4/9/2010	1/10/2011	8,832.77	DAIMLERCHRYSLER 4.71000003815% DUE 09-08-2012	8,832.77	(9,069.46)	(236.69)
2678476	12/8/2010	1/10/2011	302,000.00	FNMA SINGLE FAMILY MORTGAGE 5% 30 YEARS SETTLES JANUA	317,796.02	(315,884.92)	1,911.10
2678476	9/8/2010	1/13/2011	150,000.00	US TREAS NTS 1.875 DUE 06-30-2015	151,329.58	(153,352.07)	(2,022.49)
2678476	3/8/2010	1/18/2011	7,879.17	CHRYSLER FINL AUTO 2.82% DUE 01-15-2016	7,879.17	(8,063.22)	(184.05)
2678474		1/19/2011	-	ADR IND & COMM BK OF UNSPON ADR ADR IND	7.70	-	7.70
2678476	7/22/2010	1/20/2011	70,000.00	CSX CORP 6.25% DUE 03-15-2018	79,702.00	(80,991.40)	(1,289.40)
2678471	3/18/2010	1/31/2011	1,510.00	CELGENE CORP COM	77,250.72	(97,815.23)	(20,564.51)
2678476	7/22/2010	2/2/2011	5,000.00	UNITED STATES TREAS NTS DTD 7-15-10 1.0%DUE 07-15-2013	5,020.49	(5,012.71)	7.78
2678474	3/18/2010	2/3/2011	7,605.00	ADR MAN GROUP PLC UNSPON ADR	36,437.14	(27,875.37)	8,561.77
2678476	2/12/2010	2/3/2011	80,000.00	UNITED STATES TREAS NTS NTS 2.75% DUE 02-15-2019 REG	77,812.18	(75,434.28)	2,377.90
2678471	4/30/2010	2/4/2011	625.00	CELGENE CORP COM	31,201.27	(39,689.10)	(8,487.83)
2678471	5/13/2010	2/7/2011	515.00	CELGENE CORP COM	26,244.46	(31,730.24)	(5,485.78)
2678476	1/10/2011	2/7/2011	302,000.00	FNMA SINGLE FAMILY MTG 5 30 YEARS SETTLES FEB	313,490.16	(317,170.78)	(3,680.62)
2678476	4/9/2010	2/8/2011	9,047.79	DAIMLERCHRYSLER 4.71000003815% DUE 09-08-2012	9,047.79	(9,290.24)	(242.45)
2678476	2/12/2010	2/8/2011	45,000.00	UNITED STATES TREAS NTS NTS 2.75% DUE 02-15-2019 REG	43,280.68	(42,435.51)	845.17
2678476	12/6/2010	2/9/2011	145,000.00	US TREAS NTS 1.875 DUE 06-30-2015	143,623.15	(148,234.47)	(4,611.32)
2678474	9/13/2010	2/10/2011	387.00	LULULEMON ATHLETICA INC COM	31,836.36	(15,700.61)	16,135.75
2678476	3/8/2010	2/15/2011	7,985.41	CHRYSLER FINL AUTO 2.82% DUE 01-15-2016	7,985.41	(8,171.94)	(186.53)
2678476	4/29/2010	2/15/2011	65,000.00	UNITED STATES TREAS NTS NTS 2.75% DUE 02-15-2019 REG	62,798.37	(61,091.36)	1,707.01
2678474	4/26/2010	2/16/2011	781.00	ADR BRIT SKY BROADCASTING GROUP PLC SPONSORED ADR	37,574.20	(29,815.61)	7,758.59
2678474	1/21/2011	2/17/2011	683.00	DEUTSCHE BK AG COM STK ISIN DE0005140008 SDL 5059	44,535.59	(41,158.20)	3,377.39

Acct. #	Purchase Date	Sales Date	Shares	Description	Proceeds	Basis	Gain/Loss
2678476	5/12/2010	2/17/2011	100,000.00	UNITED STATES TREAS NTS 2.75% DUE 02-15-2019 REG	96,874.60	(94,258.29)	2,616.31
2678474	2/9/2011	2/18/2011	1,334.00	DEUTSCHE BK AG COM STK ISIN DE0005140008 SDL 5059	86,858.81	(84,238.87)	2,619.94
2678471	8/25/2010	2/24/2011	1,425.00	RED HAT INC COM	57,305.27	(47,008.90)	10,296.37
2678474	8/5/2010	2/25/2011	2,092.00	ADR LAFARGE S A SPONSORED ADR NEW	31,564.33	(35,212.54)	(3,648.21)
2678471	12/13/2010	2/25/2011	3,215.00	GEN MTRS CO COM	107,127.52	(110,040.45)	(2,912.93)
2678471	9/24/2010	2/25/2011	2,035.00	RED HAT INC COM	83,362.98	(75,195.55)	8,167.43
2678474	9/13/2010	2/28/2011	3,761.00	ADR LAFARGE S A SPONSORED ADR NEW	56,545.92	(50,455.50)	6,090.42
2678476	5/20/2010	2/28/2011	170,000.00	UNITED STATES TREAS NTS 2.75% DUE 02-15-2019 REG	166,771.98	(162,721.27)	4,050.71
2678474	6/30/2010	3/1/2011	823.00	ADR CANON INC ADR REPSTG 5 SHS	39,637.71	(30,758.31)	8,879.40
2678474	2/18/2011	3/1/2011	647.00	ADR CREDIT SUISSE GROUP SPONSORED ADR ISIN US22540110	29,619.16	(30,529.34)	(910.18)
2678474	3/18/2010	3/1/2011	4,811.00	ADR MAN GROUP PLC-UNSPON ADR ADR	22,334.64	(17,634.24)	4,700.40
2678474	5/25/2010	3/1/2011	1,308.00	ADR PUBLICIS S A NEW SPONSORED ADR	37,620.62	(26,335.41)	11,285.21
2678474	1/10/2011	3/1/2011	203.00	ADR SIEMENS AG COM DM50 (NEW)	27,295.12	(23,343.20)	3,951.92
2678474	4/23/2010	3/1/2011	1,339.00	ADR TENCENT HLDGS LTD ADR	36,115.48	(27,774.21)	8,341.27
2678474	8/2/2010	3/1/2011	874.00	ADR VOLKSWAGEN A G SPONSORED ADR REPSTG PREF SH	29,507.85	(18,993.24)	10,514.61
2678476	6/24/2010	3/1/2011	400,000.00	FANNIE MAE 1.5% DUE 06-26-2013	404,764.80	(402,856.00)	1,908.80
2678474	11/9/2010	3/1/2011	2,655.00	GDR ASSA ABLOY AB ADR	36,990.07	(36,556.07)	434.00
2678476	7/2/2010	3/1/2011	80,000.00	SHELL INTL FIN B V 4% DUE 03-21-2014	85,650.40	(84,737.60)	912.80
2678476	11/19/2010	3/1/2011	170,000.00	UNITED STATES TREAS NTS DTD 00303.625% DUE 07-31-2012 R	170,570.52	(170,491.41)	79.11
2678476	8/11/2010	3/1/2011	500,000.00	UNITED STATES TREAS NTS DTD 7-15-10 1.0% DUE 07-15-2013	501,892.86	(503,478.82)	(1,585.96)
2678476	1/6/2011	3/1/2011	300,000.00	UNITED STATES TREAS NTS NT 2.5% DUE 06-30-2017 REG	297,795.68	(297,165.26)	630.42
2678476	6/22/2010	3/1/2011	295,000.00	UNITED STATES TREAS NTS 2.75% DUE 02-15-2019 REG	288,937.49	(288,216.18)	721.31
2678476	12/16/2010	3/1/2011	265,000.00	US TREAS NTS 1.875% DUE 06-30-2015	265,620.21	(270,890.92)	(5,270.71)
2678476	6/4/2010	3/1/2011	30,000.00	VERIZON 5.5% DUE 02-15-2018	32,827.20	(32,622.90)	204.30
2678476	7/14/2010	3/1/2011	30,000.00	VODAFONE GROUP PLC 5.625% DUE 02-27-2017	33,290.10	(32,669.70)	620.40
2678476	8/19/2010	3/1/2011	30,000.00	WELLS FARGO & CO 5.625% DUE 12-11-2017	33,227.70	(33,862.20)	(634.50)
2678471	3/4/2010	3/2/2011	486.00	F5 NETWORKS INC COM STK	55,654.88	(29,817.99)	25,836.89
2678476	8/19/2010	3/4/2011	300,000.00	FNMA 2.375 DUE 07-28-2015	302,622.60	(310,403.70)	(7,781.10)
2678476	2/7/2011	3/7/2011	302,000.00	FNMA SINGLE FAMILY MORTGAGE 5% 30 YEARS SETTLES MARCH	316,675.31	(312,334.06)	4,341.25
2678476	4/9/2010	3/8/2011	8,505.17	DAIMLERCHRYSLER 4.71000003815% DUE 09-08-2012	8,505.17	(8,733.08)	(227.91)
2678471	12/16/2010	3/9/2011	1,650.00	PROCTER & GAMBLE COM NPV	102,348.38	(103,399.54)	(1,051.16)
2678471	9/22/2010	3/11/2011	1,260.00	CELGENE CORP COM	66,564.53	(71,709.62)	(5,145.09)
2678471	8/23/2010	3/11/2011	1,280.00	INTUIT COM	63,321.76	(54,989.70)	8,332.06
2678476	12/17/2010	3/11/2011	55,000.00	UNITED STATES TREAS NTS DTD 00321 1.375% DUE 11-30-2015 F	53,545.32	(53,545.32)	-
2678476	6/22/2010	3/11/2011	65,000.00	UNITED STATES TREAS NTS 2.75% DUE 02-15-2019 REG	63,859.70	(63,634.33)	225.37
2678471	11/5/2010	3/14/2011	1,445.00	CELGENE CORP COM	78,639.89	(88,207.75)	(9,567.86)
2678471	8/23/2010	3/14/2011	1,345.00	INTUIT COM	66,276.43	(57,782.14)	8,494.29
2678476	6/16/2010	3/15/2011	13,204.37	BK AMER AUTO TR. 91% DUE 10-15-2012	13,204.37	(13,203.17)	1.20
2678476	8/19/2010	3/15/2011	80,000.00	FNMA 2.375 DUE 07-28-2015	81,499.28	(82,774.32)	(1,275.04)
2678471	3/18/2010	3/17/2011	173.00	F5 NETWORKS INC COM STK	18,407.04	(11,208.67)	7,198.37
2678471	12/22/2010	3/21/2011	315.00	NIKE INC CL B	24,261.56	(27,438.67)	(3,177.11)
2678471	12/22/2010	3/22/2011	475.00	NIKE INC CL B	35,920.20	(41,375.78)	(5,455.58)

Acct. #	Purchase Date	Sales Date	Shares	Description	Proceeds	Basis	Gain/Loss
2678471	4/14/2010	3/23/2011	573.00	F5 NETWORKS INC COM STK	53,821.87	(37,640.05)	16,181.82
2678471	12/22/2010	3/23/2011	675.00	NIKE INC CL B	51,126.37	(58,797.16)	(7,670.79)
2678476	8/11/2010	3/23/2011	60,000.00	UNITED STATES TREAS NTS DTD 7-15-10 1.0%DUE 07-15-2013	60,266.99	(60,450.20)	(183.21)
2678471	7/23/2010	3/24/2011	372.00	F5 NETWORKS INC COM STK	35,012.46	(29,724.96)	5,287.50
2678476	9/8/2010	3/24/2011	115,000.00	UNITED STATES TREAS NTS 2.75% DUE 02-15-2019 REG	112,910.67	(113,768.16)	(857.49)
2678473	7/19/2010	3/25/2011	1,660.00	TELLABS INC COM	8,499.21	(12,632.43)	(4,133.22)
2678471	8/23/2010	3/29/2011	823.00	GOLDMAN SACHS GROUP INC COM	129,497.45	(121,769.68)	7,727.77
2678471	3/17/2010	3/29/2011	2,910.00	STARWOOD HOTELS & RESORTS WORLDWIDE INC COM STK	166,558.77	(161,143.75)	5,415.02
2678471	9/22/2010	3/31/2011	5,495.00	BRISTOL MYERS SQUIBB CO COM	144,785.49	(147,647.50)	(2,862.01)
2678471	5/28/2010	3/31/2011	730.00	SANDISK CORP COM	33,721.29	(34,205.39)	(484.10)
2678471	10/6/2010	4/7/2011	730.00	JUNIPER NETWORKS INC COM	28,372.29	(23,453.37)	4,918.92
2678476	4/9/2010	4/8/2011	10,010.18	DAIMLERCHRYSLER 4.71000003815% DUE 09-08-2012	10,010.18	(10,278.43)	(268.25)
2678476	3/7/2011	4/8/2011	302,000.00	FNMA SINGLE FAMILY MORTGAGE 5% 30 YEARS SETTLES APRIL	314,551.88	(315,495.63)	(943.75)
2678476	1/6/2011	4/8/2011	65,000.00	UNITED STATES TREAS NTS NT 2.5% DUE 06-30-2017 REG	63,968.88	(64,385.81)	(416.93)
2678471	8/3/2010	4/11/2011	370.00	COCA COLA CO COM	25,049.94	(20,870.52)	4,179.42
2678476	8/11/2010	4/11/2011	60,000.00	UNITED STATES TREAS NTS DTD 7-15-10 1.0%DUE 07-15-2013	60,051.36	(60,450.20)	(398.84)
2678471	1/7/2011	4/13/2011	1,025.00	RIVERBED TECHNOLOGY INC COM	35,709.39	(39,770.82)	(4,061.43)
2678476	6/16/2010	4/15/2011	16,756.21	BK AMER AUTO TR .91% DUE 10-15-2012	16,756.21	(16,754.68)	1.53
2678471	10/26/2010	4/18/2011	314.00	GOOGLE INC CL A CL A	164,472.52	(192,647.81)	(28,175.29)
2678474	9/22/2010	4/20/2011	398.00	LULULEMON ATHLETICA INC COM	39,803.41	(16,814.31)	22,989.10
2697692	9/2/2010	4/26/2011	715.00	ULTA SALON COSMETICS & FRAGRANCE INC COMSTK	37,662.53	(16,393.52)	21,269.01
2678471	8/3/2010	4/27/2011	900.00	COCA COLA CO COM	59,975.42	(50,766.12)	9,209.30
2697692	4/29/2010	4/27/2011	825.00	PINNACLE FINL PARTNERS INC COM	12,759.46	(13,075.67)	(316.21)
2678471	10/1/2010	4/28/2011	605.00	AGILENT TECHNOLOGIES INC COM	30,364.10	(20,546.83)	9,817.27
2678471	11/5/2010	4/29/2011	425.00	MONSANTO CO NEW COM	28,815.08	(26,313.32)	2,501.76
2678474	9/22/2010	5/2/2011	272.00	LULULEMON ATHLETICA INC COM	26,265.86	(11,538.86)	14,727.00
2678471	3/11/2011	5/2/2011	1,510.00	WELLS FARGO & CO NEW COM STK	43,782.66	(45,037.52)	(1,254.86)
2678474	9/30/2010	5/3/2011	271.00	LULULEMON ATHLETICA INC COM	25,329.15	(11,914.99)	13,414.16
2678476	7/14/2010	5/3/2011	110,000.00	VODAFONE GROUP PLC 5 625% DUE 02-27-2017	123,721.40	(119,788.90)	3,932.50
2678471	3/2/2011	5/4/2011	930.00	CONOCOPHILLIPS COM	67,718.64	(72,710.95)	(4,992.31)
2678471	7/29/2010	5/6/2011	465.00	BROADCOM CORP CL A	15,811.83	(17,164.08)	(1,352.25)
2678471	3/4/2011	5/6/2011	865.00	CONOCOPHILLIPS COM	62,920.49	(68,640.47)	(5,719.98)
2678476	4/8/2011	5/6/2011	302,000.00	FNMA SINGLE FAMILY MORTGAGE 5% 30 YEARS SETTLES MAY	319,978.44	(313,560.94)	6,417.50
2678476	9/8/2010	5/9/2011	120,000.00	UNITED STATES TREAS NTS 2.75% DUE 02-15-2019 REG	120,257.33	(123,127.04)	(2,869.71)
2678471	1/21/2011	5/13/2011	4,610.00	5TH 3RD BANCORP COM	57,883.45	(64,853.10)	(6,969.65)
2678476	6/16/2010	5/16/2011	14,472.15	BK AMER AUTO TR 91% DUE 10-15-2012	14,472.15	(14,470.83)	1.32
2678476	6/24/2010	5/18/2011	75,000.00	FANNIE MAE 1.5% DUE 06-26-2013	76,267.13	(75,535.50)	731.63
2678476	3/2/2011	5/18/2011	225,000.00	UNITED STATES TREAS NTS 3 50 DUE 05-15-2020 REG	234,324.30	(229,884.69)	4,439.61
2678476	11/22/2010	5/26/2011	500,000.00	UNITED STATES TREAS NTS DTD 00303 625% DUE 07-31-2012 R	502,263.96	(501,566.36)	697.60
2697692	3/18/2011	5/27/2011	690.00	ACTUANT CORP CL A NEW	17,075.72	(18,350.75)	(1,275.03)
2678473	2/10/2011	5/27/2011	1,165.00	COMMONWEALTH REIT	29,934.44	(32,004.18)	(2,069.74)
2697692	3/29/2011	5/27/2011	340.00	DORMAN PRODS INC COM	12,572.44	(13,447.89)	(875.45)

Acct. #	Purchase Date	Sales Date	Shares	Description	Proceeds	Basis	Gain/Loss
2678473	7/16/2010	5/27/2011	900.00	FAMILY DLR STORES INC COM	49,922.04	(34,449.12)	15,472.92
2697692	10/22/2010	5/27/2011	250.00	HITTITE MICROWAVE CORP COM STK	15,662.94	(12,619.43)	3,043.51
2697692	5/11/2011	5/27/2011	320.00	IBERIABANK CORP COM	18,521.43	(19,049.27)	(527.84)
2697692	10/22/2010	5/27/2011	440.00	II-VI INC COM	25,126.33	(15,936.58)	9,189.75
2697692	10/16/2010	5/27/2011	480.00	J & J SNACK FOODS CORP COM STK NPV	24,201.61	(20,621.78)	3,579.83
2678473	8/10/2010	5/27/2011	3,140.00	KEYCORP NEW COM	26,330.90	(26,471.84)	(140.94)
2697692	12/13/2010	5/27/2011	1,290.00	MONRO MUFLER BRAKE INC COM	41,405.62	(42,760.56)	(1,354.94)
2697692	12/13/2010	5/27/2011	625.00	MOOG INC CL A	25,628.87	(23,372.06)	2,256.81
2678473	1/27/2011	5/27/2011	1,110.00	PENNEY J.C CO INC COM	39,899.62	(36,278.02)	3,621.60
2697692	5/10/2011	5/27/2011	425.00	PROSPERITY BANCSHARES INC COM	18,330.78	(18,850.61)	(519.83)
2678473	9/17/2010	5/27/2011	2,280.00	SPIRIT AEROSYSTEMS HLDGS INC CL A	49,554.16	(45,239.83)	4,314.33
2697692	4/26/2011	5/27/2011	860.00	STATE BK FINL CORP COM	14,458.38	(14,512.06)	(53.68)
2678473	7/20/2010	5/27/2011	995.00	TECH DATA CORP COM	46,095.47	(36,974.14)	9,121.33
2697692	9/2/2010	5/27/2011	375.00	ULTA SALON COSMETICS & FRAGRANCE INC COMSTK	20,581.21	(8,598.00)	11,983.21
2678476	2/3/2011	5/31/2011	110,000.00	UNITED STATES OF AMER TREAS NOTES 1.375 NTS TIPS 1/15,	121,629.55	(114,765.53)	6,864.02
2678476	6/24/2010	6/8/2011	925,000.00	FANNIE MAE 1.5% DUE 06-26-2013	943,907.00	(931,604.50)	12,302.50
2678476	5/18/2011	6/8/2011	255,000.00	FNMA SINGLE FAMILY MORTGAGE 4% 30 YEARS SETTLES JUNE	258,625.78	(255,617.58)	3,008.20
2678476	5/6/2011	6/8/2011	302,000.00	FNMA SINGLE FAMILY MORTGAGE 5% 30 YEARS SETTLES JUNE	323,493.91	(318,893.13)	4,600.78
2678471	5/10/2011	6/9/2011	7,520.00	MICRON TECH INC COM	64,566.25	(84,085.12)	(19,518.87)
2678476	3/7/2011	6/14/2011	90,000.00	UNITED STATES TREAS NTS 3.50 DUE 05-15-2020 REG	94,552.37	(91,200.35)	3,352.02
2678474	5/16/2011	6/15/2011	1,220.00	ADR YOUKU.COM INC-SPON ADR SPONSORED ADR	33,514.70	(56,012.74)	(22,498.04)
2678476	6/16/2010	6/15/2011	14,125.85	8K AMER AUTO TR 91% DUE 10-15-2012	14,125.85	(14,124.57)	1.28
2678476	4/20/2011	6/16/2011	60,000.00	UNITED STATES TREAS NTS NT 2.25% DUE 03-31-2016 REG	62,277.92	(60,396.29)	1,881.63
2678476	3/24/2011	6/28/2011	90,000.00	US TREAS NTS .625 DUE 01-31-2013	90,309.07	(89,958.12)	350.95
2678476	3/7/2011	6/29/2011	65,000.00	UNITED STATES TREAS NTS 3.50 DUE 05-15-2020 REG	68,165.95	(65,614.72)	2,551.23
Total Short Term Gain(Loss)					23,540,808.00	(23,349,799.80)	191,008.20
Long-Term:							
2678471	10/27/2008	7/1/2010	130.00	APPLE INC COM STK	32,988.40	(12,483.55)	20,504.85
2697692	6/12/2009	7/12/2010	1,260.00	MATTHEWS INTL CORP CL A	37,316.54	(38,724.95)	(1,408.41)
2678473	7/17/2009	7/19/2010	3,095.00	#REORG ADC TELECOMMUNICATIONS INC COM NEW CASH ME	38,810.95	(23,185.57)	15,625.38
2678473	7/17/2009	7/19/2010	1,320.00	#REORG/CAPITOL FEDERAL PLAN OF REORG CAPITOL FED FINL	43,051.07	(49,552.14)	(6,501.07)
2678471	7/17/2009	7/19/2010	237.00	GOOGLE INC CL A CL A	109,866.46	(101,732.58)	8,133.88
2678471	7/17/2009	7/20/2010	697.00	MASTERCARD INC CL A	141,828.39	(125,722.77)	16,105.62
2678471	7/17/2009	7/26/2010	857.00	AMAZON COM INC COM	99,581.38	(73,704.91)	25,876.47
2678471	7/17/2009	7/28/2010	970.00	THERMO FISHER CORP	44,545.82	(37,084.06)	7,461.76
2678471	7/17/2009	7/29/2010	1,860.00	MARVELL TECH GROUP COM USD0 002	27,822.53	(24,262.58)	3,559.95
2678473	7/17/2009	7/30/2010	735.00	#REORG/AMERICREDIT CORP COM CASH MERGER EFF 10/01/20	17,698.57	(10,154.91)	7,543.66
88Q-74C89	11/1/2007	7/30/2010	139,239.00	COAST ACCESS II LTD	150,447.74	(198,582.67)	(48,134.93)
2678474	7/17/2009	8/2/2010	1,884.00	ADR ARM HLDs PLC SPONSORED ISIN US0420681068	29,309.83	(11,888.23)	17,421.60
2678471	7/17/2009	8/2/2010	4,185.00	MARVELL TECH GROUP COM USD0 002	62,658.43	(54,590.81)	8,067.62
2678471	7/17/2009	8/2/2010	159.00	PRICELINE COM INC COM NEW STK	36,432.02	(18,427.45)	18,004.57
2678472	5/28/2008	8/3/2010	185.00	APACHE CORP COM	18,116.52	(25,211.59)	(7,095.07)

Acct. #	Purchase Date	Sales Date	Shares	Description	Proceeds	Basis	Gain/Loss
2678472	10/26/2004	8/3/2010	290.00	CHEVRON CORP COM	22,866.11	(15,806.39)	7,059.72
2678472	10/26/2004	8/3/2010	375.00	CONOCOPHILLIPS COM	21,640.88	(16,143.60)	5,497.28
2678472	7/17/2009	8/5/2010	825.00	AUTOZONE INC COM	169,996.21	(129,755.76)	40,240.45
2678473	7/17/2009	8/10/2010	2,775.00	#REORG/AMERICREDIT CORP COM CASH MERGER EFF 10/01/20	66,765.37	(38,339.95)	28,425.42
2678471	2/27/2009	8/12/2010	545.00	ESTEE LAUDER COMPANIES INC CL A USD0.01	31,723.91	(18,280.34)	13,443.57
2678471	7/17/2009	8/12/2010	4,210.00	HEWLETT PACKARD CO COM	168,473.35	(146,864.11)	21,609.24
2678476	8/10/2009	8/19/2010	145,000.00	WELLS FARGO & CO 4.375% DUE 01-31-2013	154,851.30	(148,799.00)	6,052.30
2678471	8/7/2009	8/23/2010	1,230.00	BANK OF AMERICA CORP	15,974.48	(20,848.50)	(4,874.02)
2678474	7/17/2009	8/24/2010	179.00	POTASH CORP SASK INC COM	26,851.24	(16,376.71)	10,474.53
2678471	6/27/2008	8/25/2010	203.00	INTUITIVE SURGICAL INC COM NEW STK	54,997.66	(54,503.35)	494.31
2678474	7/17/2009	8/25/2010	184.00	POTASH CORP SASK INC COM	26,872.17	(16,834.16)	10,038.01
2678471	7/17/2009	8/25/2010	2,285.00	THERMO FISHER CORP	96,729.27	(92,675.71)	4,053.56
2678474	7/17/2009	9/7/2010	477.00	ADR CHINA LIFE INS CO LTD SPONSORED ADR REPSTG H SHS	28,130.22	(28,672.52)	(542.30)
2678473	7/17/2009	9/8/2010	125.00	AMERCO COM	10,117.36	(5,092.47)	5,024.89
2678474	7/17/2009	9/10/2010	1,081.00	ADR LVMH MOET HENNESSY LOUIS VUITTON ADR	27,161.83	(17,750.02)	9,411.81
2678474	7/17/2009	9/13/2010	2,342.00	ADR HANG LUNG PPTY'S LTD SPONSORED ADR	55,621.09	(38,900.62)	16,720.47
2697692	2/23/2009	9/13/2010	360.00	BLACKBAUD INC COM	8,249.87	(3,900.42)	4,349.45
2697692	2/23/2009	9/14/2010	185.00	BLACKBAUD INC COM	4,218.95	(2,004.38)	2,214.57
2678472	11/22/2005	9/15/2010	1,200.00	CHEVRON CORP COM	94,776.80	(65,151.01)	29,625.79
2678474	7/17/2009	9/16/2010	2,753.00	ADR CSL LTD ADR	41,248.32	(33,338.83)	7,909.49
2678471	7/17/2009	9/16/2010	5,630.00	CISCO SYSTEMS INC	121,304.75	(117,883.74)	3,421.01
2678476	8/28/2009	9/16/2010	356.02	NISSAN AUTO LEASE 2.92000007629% DUE 12-15-2011	356.02	(362.13)	(6.11)
2678474	7/17/2009	9/17/2010	1,943.00	ADR CSL LTD ADR	29,072.03	(23,529.73)	5,542.30
2697692	2/23/2009	9/20/2010	1,757.00	#REORG/AARONS INC RECLASSIFICATION AARON'S INC CLASS	30,077.05	(29,321.63)	755.42
2678474	7/17/2009	9/20/2010	2,121.00	ADR CSL LTD ADR	31,621.66	(25,685.31)	5,936.35
2678471	7/17/2009	9/22/2010	72.00	MASTERCARD INC CL A	15,624.60	(12,987.14)	2,637.46
2678474	7/17/2009	9/30/2010	2,814.00	ADR CHINA LIFE INS CO LTD SPONSORED ADR REPSTG H SHS	167,205.61	(169,149.82)	(1,944.21)
2678474	7/17/2009	9/30/2010	19.00	ADR CHINA LIFE INS CO LTD SPONSORED ADR REPSTG H SHS	1,122.60	(1,142.09)	(19.49)
2678471	10/27/2008	10/1/2010	130.00	APPLE INC COM STK	36,958.35	(12,483.55)	24,474.80
2678471	7/17/2009	10/6/2010	7,865.00	CISCO SYSTEMS INC	174,353.88	(158,381.44)	15,972.44
2678476	7/24/2009	10/6/2010	190,000.00	UNITED STATES TREAS NTS 2.75% DUE 02-15-2019 REG	199,113.30	(177,437.52)	21,675.78
2678473	7/17/2009	10/7/2010	600.00	#REORG/CAPITOL FEDERAL PLAN OF REORG CAPITOL FED FINL	14,320.44	(22,523.70)	(8,203.26)
2678473	7/17/2009	10/7/2010	170.00	CASEY'S GEN STORES INC COM	7,068.48	(4,657.20)	2,411.28
2678471	2/20/2009	10/8/2010	965.00	PEPSICO INC COM	63,192.44	(51,515.35)	11,677.09
2678474	7/17/2009	10/12/2010	1,686.00	LOGITECH INTERNATIONAL SA CHF0.25(REGD) (POST-SUBD)	31,373.22	(25,436.85)	5,936.37
2678474	7/17/2009	10/13/2010	426.00	INFOSYS LIMITED	30,369.06	(16,307.28)	14,061.78
2678474	7/17/2009	10/13/2010	421.00	LOGITECH INTERNATIONAL SA CHF0.25(REGD) (POST-SUBD)	7,872.35	(6,351.67)	1,520.68
2678476	7/24/2009	10/13/2010	170,000.00	UNITED STATES TREAS NTS 2.75% DUE 02-15-2019 REG	177,430.18	(158,781.86)	18,648.32
2678471	10/30/2008	10/14/2010	170.00	INTUITIVE SURGICAL INC COM NEW STK	46,593.73	(35,880.41)	10,713.32
2678476	10/7/2009	10/15/2010	6,037.53	CAP AUTO 4.67999982834% DUE 10-15-2012	6,037.53	(6,289.04)	(251.51)
2678476	8/28/2009	10/15/2010	8,865.94	NISSAN AUTO LEASE 2.92000007629% DUE 12-15-2011	8,865.94	(9,017.98)	(152.04)
2678471	7/17/2009	10/18/2010	1,310.00	CAP 1 FNCL COM	48,535.73	(34,916.74)	13,618.99

Acct. #	Purchase Date	Sales Date	Shares	Description	Proceeds	Basis	Gain/Loss
2678471	10/30/2008	10/19/2010	226.00	APPLE INC COM STK	69,080.50	(23,450.07)	45,630.43
2678471	7/17/2009	10/19/2010	1,540.00	CAP 1 FNCL COM	60,250.40	(41,047.16)	19,203.24
2678474	2/24/2009	10/20/2010	322.00	ADR NOVO-NORDISK A SADR	32,494.11	(16,637.16)	15,856.95
2678471	7/27/2009	10/20/2010	2,300.00	FORD MTR CO DEL COM PAR \$0.01 COM PAR \$0.01	30,727.48	(15,824.00)	14,903.48
2678471	8/10/2009	10/21/2010	3,250.00	CAP 1 FNCL COM	126,982.18	(99,494.98)	27,487.20
2678476	9/16/2009	10/21/2010	66,000.00	DU PONT E I DE 5.875% DUE 01-15-2014	76,005.27	(73,131.96)	2,873.31
2678471	7/27/2009	10/21/2010	2,600.00	FORD MTR CO DEL COM PAR \$0.01 COM PAR \$0.01	35,775.39	(17,888.00)	17,887.39
2678471	9/18/2009	10/21/2010	960.00	LAS VEGAS SANDS CORP COM STK	37,357.67	(18,505.00)	18,852.67
2697692	7/27/2009	10/22/2010	3,335.00	#REORG/ALBERTO-CULVER CO NEW COM CASH MERGER EFF 5,	124,593.82	(76,448.13)	48,145.69
2678474	7/17/2009	10/22/2010	954.00	ADR LVNH MOET HENNESSY LOUIS VUITTON ADR	29,955.47	(15,664.68)	14,290.79
2697692	2/23/2009	10/22/2010	880.00	ANSYS INC COM	39,879.26	(20,706.14)	19,173.12
2697692	2/23/2009	10/22/2010	420.00	APTARGROUP INC COM	18,882.88	(11,093.92)	7,788.96
2697692	2/23/2009	10/22/2010	660.00	FACTSET RESH SYS INC COM STK	58,242.11	(24,821.34)	33,420.77
2697692	2/23/2009	10/22/2010	350.00	JONES LANG LASALLE INC COM STK	29,535.76	(7,276.04)	22,259.72
2697692	2/23/2009	10/26/2010	870.00	BLACKBAUD INC COM	22,074.66	(9,426.02)	12,648.64
2678473	7/17/2009	10/27/2010	355.00	#REORG/CAPITOL FEDERAL PLAN OF REORG CAPITOL FED FINL	8,226.35	(13,326.52)	(5,100.17)
2678473	1/17/2009	10/29/2010	4,885.00	COML METALS CO COM	65,882.39	(84,313.63)	(18,431.24)
2678471	9/18/2009	11/1/2010	750.00	LAS VEGAS SANDS CORP COM STK	35,344.95	(14,105.85)	21,239.10
2678471	7/17/2009	11/3/2010	1,835.00	KOHL'S CORP COM	93,879.95	(84,349.81)	9,530.14
2678474	7/27/2009	11/4/2010	1,215.00	SOUTHN COPPER CORP DEL COM	54,568.24	(31,021.87)	23,546.37
2678471	8/7/2009	11/5/2010	2,415.00	KOHL'S CORP COM	128,139.42	(116,423.39)	11,716.03
2678471	9/25/2009	11/8/2010	890.00	LAS VEGAS SANDS CORP COM STK	45,200.65	(15,910.32)	29,290.33
2678474	7/17/2009	11/9/2010	1,097.00	ADR KOMATSU LTD SPONSORED ISIN US5004584018	30,473.70	(16,559.22)	13,914.48
2678473	8/27/2009	11/9/2010	1,535.00	ALLEGHENY TECHNOLOGIES INC COM	80,893.13	(45,268.87)	35,624.26
88Q-74C89	11/1/2007	11/9/2010	109,529.00	COAST ACCESS II LTD	116,912.00	(156,210.26)	(39,298.26)
2678474	7/17/2009	11/9/2010	1,380.00	LOGITECH INTERNATIONAL SA CHF0.25(REGD) (POST-SUBD)	30,261.10	(20,820.20)	9,440.90
2697692	2/23/2009	11/11/2010	320.00	AFFILIATED MANAGERS GROUP INC COM STK	28,787.73	(11,980.10)	16,807.63
2678471	9/25/2009	11/11/2010	600.00	LAS VEGAS SANDS CORP COM STK	29,801.50	(10,564.14)	19,237.36
2678471	7/17/2009	11/11/2010	141.00	PRICELINE COM INC COM NEW STK	58,437.14	(16,341.32)	42,095.82
2678473	7/17/2009	11/12/2010	425.00	#REORG/CAPITOL FEDERAL PLAN OF REORG CAPITOL FED FINL	9,977.60	(15,954.29)	(5,976.69)
2678473	7/17/2009	11/12/2010	118.00	AMERCO COM	10,740.92	(4,807.30)	5,933.62
2678473	7/17/2009	11/12/2010	2,560.00	WINN DIXIE STORES INC COM NEW STK	18,290.89	(34,394.37)	(16,103.48)
2678473	7/17/2009	11/15/2010	122.00	AMERCO COM	11,029.63	(4,970.26)	6,059.37
2678476	10/7/2009	11/15/2010	5,959.50	CAP AUTO 4.6799982834% DUE 10-15-2012	5,959.50	(6,207.76)	(248.26)
2678476	8/28/2009	11/15/2010	7,794.87	NISSAN AUTO LEASE 2.92000007629% DUE 12-15-2011	7,794.87	(7,928.54)	(133.67)
2678474	8/25/2009	11/17/2010	3,630.00	ADR FLSMIDTH & CO A/S ADR ADR	27,247.76	(18,813.21)	8,434.55
2678472	10/12/2004	11/18/2010	800.00	ALTRIA GROUP INC COM	19,879.66	(8,718.11)	11,161.55
2678472	7/17/2009	11/18/2010	235.00	HONEYWELL INTL INC COM STK	11,700.45	(7,615.72)	4,084.73
2678472	7/17/2009	11/18/2010	285.00	MARATHON OIL CORP COM	9,667.04	(8,628.63)	1,038.41
2678472	2/23/2009	11/18/2010	220.00	TRANSOCEAN LTD	15,144.54	(21,954.05)	(6,809.51)
2678474	7/17/2009	11/22/2010	4,535.00	ADR ROCHE HLDG LTD SPONSORED ADR ISIN #US771195104	164,434.51	(139,613.53)	24,820.98
2678473	7/27/2009	11/23/2010	435.00	#REORG/CAPITOL FEDERAL PLAN OF REORG CAPITOL FED FINL	10,163.69	(16,292.92)	(6,129.23)

Acct. #	Purchase Date	Sales Date	Shares	Description	Proceeds	Basis	Gain/Loss
2678471	10/27/2009	11/23/2010		597.00 INTUITIVE SURGICAL INC COM NEW STK	150,130.36	(111,209.77)	38,920.59
2678472	2/24/2009	11/24/2010		5,275.00 ALTRIA GROUP INC COM	128,705.18	(87,617.20)	41,087.98
2678476	11/16/2009	11/26/2010		2,133.46 FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	2,133.46	(2,230.13)	(96.67)
2678476	8/25/2009	11/29/2010		70,000.00 HEINZ H J FIN CO STEP CPN 6.625% DUE 07-15-2011	72,578.10	(75,833.80)	(3,255.70)
2697692	2/23/2009	11/30/2010		225.00 AFFILIATED MANAGERS GROUP INC COM STK	19,639.61	(8,423.50)	11,216.11
2697692	2/23/2009	11/30/2010		30.00 JONES LANG LASALLE INC COM STK	2,400.68	(623.66)	1,777.02
2678474	8/28/2009	12/1/2010		3,678.00 ADR INTESA SANPAOLO S P A SPONSORED ADR REPSTG ORD SH:	59,018.39	(92,024.41)	(33,006.02)
2678474	8/28/2009	12/2/2010		603.00 ADR INTESA SANPAOLO S P A SPONSORED ADR REPSTG ORD SH:	9,837.48	(16,041.43)	(6,203.95)
2678473	7/17/2009	12/2/2010		1,000.00 WINN DIXIE STORES INC COM NEW STK	6,211.19	(13,435.30)	(7,224.11)
2678480	8/21/2009	12/6/2010		900.00 ADR BAE SYS PLC SPONSORED ADR	18,274.82	(19,836.00)	(1,561.18)
2678480	8/21/2009	12/6/2010		200.00 ADR RWE AKTIENGESSELLSCHAF	12,809.12	(18,382.00)	(5,572.88)
2678473	7/27/2009	12/7/2010		240.00 #REORG/CAPITOL FEDERAL PLAN OF REORG CAPITOL FED FINL	5,761.94	(8,925.43)	(3,163.49)
2678480	8/21/2009	12/7/2010		450.00 ADR BAE SYS PLC SPONSORED ADR	9,176.24	(9,918.00)	(741.76)
2678473	7/17/2009	12/7/2010		1,845.00 WINN DIXIE STORES INC COM NEW STK	12,841.90	(24,788.13)	(11,946.23)
2678475		12/9/2010		- MFO DFA EMERGING MARKETS VALUE	208,905.11	-	208,905.11
2697692	2/23/2009	12/13/2010		227.00 POOL CORP COM STK	5,149.06	(3,021.37)	2,127.69
2697692	2/23/2009	12/14/2010		703.00 POOL CORP COM STK	15,955.72	(9,356.93)	6,598.79
2678471	7/17/2009	12/15/2010		5,220.00 BEST BUY INC COM STK	183,067.00	(186,982.49)	(3,915.49)
2678476	10/7/2009	12/15/2010		6,068.44 CAP AUTO 4.67999982834% DUE 10-15-2012	6,068.44	(6,321.24)	(252.80)
2678476	8/28/2009	12/15/2010		6,950.25 NISSAN AUTO LEASE 2.92000007629% DUE 12-15-2011	6,950.25	(7,069.44)	(119.19)
2678471	7/17/2009	12/16/2010		500.00 BED BATH BEYOND INC COM	23,971.94	(16,178.30)	7,793.64
2678471	7/17/2009	12/16/2010		1,455.00 BROADCOM CORP CL A	65,120.48	(38,728.64)	26,391.84
2697692	2/23/2009	12/17/2010		1,838.00 INTERNATIONAL SPEEDWAY CORP CL A	46,697.28	(37,084.41)	9,612.87
2697692	2/23/2009	12/20/2010		522.00 INTERNATIONAL SPEEDWAY CORP CL A	13,306.86	(10,532.13)	2,774.73
2697694		12/22/2010		- BROCADE COMM VS 01601201 UNIT 50A	2,461.32	-	2,461.32
2697694		12/22/2010		- CANDELLA SECU L VS 01601201 UNIT 50A	767.06	-	767.06
2678471	2/24/2009	12/22/2010		1,560.00 PEPSICO INC COM	101,825.41	(79,367.43)	22,457.98
2697694		12/22/2010		- RENAISSANCE VS 01601201 UNIT 50A	474.52	-	474.52
2678476	11/16/2009	12/27/2010		2,334.59 FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	2,334.59	(2,440.38)	(105.79)
2678476	11/16/2009	12/29/2010		104,000.00 KRAFT FOODS INC 5.625% DUE 11-1-2011	108,495.92	(110,885.84)	(2,389.92)
2678472	7/17/2009	12/29/2010		3,155.00 NIKE INC CL B	270,330.34	(165,788.63)	104,541.71
2697692	7/8/2009	1/4/2011		1,428.00 MCGRATH RENTCORP COM	36,886.76	(28,154.91)	8,731.85
2678473	7/17/2009	1/4/2011		605.00 WINN DIXIE STORES INC COM NEW STK	4,092.75	(8,128.35)	(4,035.60)
2697692	7/27/2009	1/5/2011		662.00 MCGRATH RENTCORP COM	16,755.93	(12,656.10)	4,099.83
2678471	7/17/2009	1/5/2011		1,380.00 NEWMONT MINING CORP NEW COM	80,323.61	(56,354.92)	23,968.69
2678471	8/27/2009	1/5/2011		975.00 PEPSICO INC COM	64,234.45	(56,481.93)	7,752.52
2678474	7/17/2009	1/6/2011		1,176.00 ADR ARM HLDS PLC SPONSORED ISIN US0420681068	27,398.33	(7,420.68)	19,977.65
2678471	7/17/2009	1/6/2011		955.00 BROADCOM CORP CL A	42,436.71	(25,477.59)	16,959.12
2678476	10/29/2009	1/6/2011		20,000.00 UNITED STATES TREAS NTS 2.75% DUE 02-15-2019 REG	19,585.08	(18,943.68)	641.40
2678473	7/17/2009	1/6/2011		290.00 WINN DIXIE STORES INC COM NEW STK	1,905.06	(3,896.24)	(1,991.18)
2678471	7/17/2009	1/7/2011		2,250.00 NEWMONT MINING CORP NEW COM	129,741.36	(91,883.03)	37,858.33
2678474	3/2/2009	1/10/2011		304.00 ADR SMITH & NEPHEW P L C SPONSORED ADR NEW	16,676.94	(11,290.05)	5,386.89

Acct. #	Purchase Date	Sales Date	Shares	Description	Proceeds	Basis	Gain/Loss
2678476	9/16/2009	1/10/2011	14,000.00	DU PONT E I DE 5.875% DUE 01-15-2014	15,642.20	(15,512.84)	129.36
2678474	10/5/2009	1/11/2011	100.00	ADR CNOOC LTD SPONSORED ADR SPONSORED ADR	24,409.90	(13,470.15)	10,939.75
2678474	7/17/2009	1/11/2011	3,750.00	ADR HENNES & MAURITZ AB ADR	24,571.45	(19,181.25)	5,390.20
2678474	7/17/2009	1/11/2011	800.00	ADR KOMATSU LTD SPONSORED ISIN US5004584018	24,873.57	(12,076.00)	12,797.57
2678474	7/17/2009	1/11/2011	750.00	ADR LVMH MOET HENNESSY LOUIS VUITTON ADR	23,468.97	(12,315.00)	11,153.97
2678474	2/24/2009	1/11/2011	420.00	ADR NOVARTIS AG	23,808.42	(16,282.69)	7,525.73
2678474	2/24/2009	1/11/2011	200.00	ADR NOVO-NORDISK A S ADR	22,834.11	(10,333.64)	12,500.47
2678474	7/17/2009	1/11/2011	2,250.00	ADR RECKITT BENCKISER GROUP PLC ADR ADR	24,507.70	(21,018.83)	3,488.87
2678474	12/31/2008	1/11/2011	475.00	ADR SAP AG SPONSORED ADR	23,642.49	(17,135.63)	6,506.86
2678474	3/25/2009	1/11/2011	1,377.00	ADR SMITH & NEPHEW P L C SPONSORED ADR NEW	72,236.19	(46,191.01)	26,045.18
2678474	10/21/2009	1/11/2011	1,250.00	ADR TESCO PLC SPONSORED ADR	24,877.69	(24,560.88)	316.81
2678474	2/25/2009	1/11/2011	300.00	ADR TOYOTA MTR CORP SPONSORED ADR	24,913.37	(19,577.19)	5,336.18
2678474	7/17/2009	1/11/2011	500.00	CARNIVAL CORP COM PAIRED	23,268.75	(13,265.55)	10,003.20
2678474	8/28/2008	1/11/2011	300.00	SCHLUMBERGER LTD COM COM	24,631.32	(29,509.45)	(4,878.13)
2678474	7/17/2009	1/12/2011	1,594.00	ADR SMITH & NEPHEW P L C SPONSORED ADR NEW	84,915.08	(58,016.16)	26,898.92
2678474	7/17/2009	1/13/2011	1,108.00	ADR ARM HLDS PLC SPONSORED ISIN US0420681068	29,899.53	(6,991.59)	22,907.94
2678476	10/7/2009	1/18/2011	5,940.86	CAP AUTO 4 67999982834% DUE 10-15-2012	5,940.86	(6,188.34)	(247.48)
2678476	8/28/2009	1/18/2011	8,394.54	NISSAN AUTO LEASE 2.92000007629% DUE 12-15-2011	8,394.54	(8,538.49)	(143.95)
2678476	11/5/2009	1/18/2011	2,747.88	USAA AUTO OWNER TR 1 53999996185% DUE 10-15-2012	2,747.88	(2,747.82)	0.06
2678472		1/19/2011	-	MFC HANCOCK JOHN BK & THRIFT OPPORTUNITY FD	1,030.09	-	1,030.09
2678473	7/17/2009	1/20/2011	2,785.00	HUDSON CITY BANCORP INC COM STK	31,652.86	(39,959.46)	(8,306.60)
2678472	7/17/2009	1/24/2011	475.00	AMERISOURCEBERGEN CORP COM	17,175.67	(8,936.70)	8,238.97
2678472	3/12/2004	1/24/2011	2,150.00	GENERAL ELECTRIC CO	42,795.79	(65,319.60)	(22,523.81)
2678472	7/17/2009	1/24/2011	290.00	WATSON PHARMACEUTICALS INC COM	15,752.07	(9,623.68)	6,128.39
2678476	11/16/2009	1/25/2011	3,774.89	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	3,774.89	(3,945.94)	(171.05)
2678473	7/17/2009	1/25/2011	2,000.00	HUDSON CITY BANCORP INC COM STK	21,969.78	(28,696.20)	(6,726.42)
2678474	7/17/2009	2/3/2011	465.00	ADR KOMATSU LTD SPONSORED ISIN US5004584018	14,424.02	(7,019.17)	7,404.85
2678474	1/2/2009	2/3/2011	259.00	ADR SAP AG SPONSORED ADR	15,130.28	(9,341.68)	5,788.60
2697692	2/23/2009	2/3/2011	160.00	APTARGROUP INC COM	7,742.06	(4,226.26)	3,515.80
2678474	8/20/2009	2/3/2011	813.00	CDN NAT RES LTD COM CDN NAT RES COM STK	36,553.97	(23,762.65)	12,791.32
2697692	2/23/2009	2/3/2011	260.00	JONES LANG LASALLE INC COM STK	25,440.87	(5,405.07)	20,035.80
2678476	1/25/2010	2/3/2011	30,000.00	UNITED STATES TREAS NTS 2.75% DUE 02-15-2019 REG	29,179.57	(28,344.83)	834.74
2678473	7/17/2009	2/7/2011	2,030.00	HUDSON CITY BANCORP INC COM STK	22,604.22	(29,126.64)	(6,522.42)
2697692	2/23/2009	2/8/2011	220.00	AFFILIATED MANAGERS GROUP INC COM STK	22,405.95	(8,236.32)	14,169.63
2697692	2/23/2009	2/8/2011	275.00	ANSYS INC COM	15,046.22	(6,470.67)	8,575.55
2678472	2/20/2009	2/8/2011	1,225.00	APACHE CORP COM	143,908.40	(122,012.76)	21,895.64
2678472	7/17/2009	2/8/2011	11,940.00	DELL INC COM STK	165,585.51	(151,518.60)	14,066.91
2678474	7/17/2009	2/9/2011	1,544.00	ADR BRIT SKY BROADCASTING GROUP PLC SPONSORED ADR	75,518.68	(50,153.14)	25,365.54
2678474	7/17/2009	2/9/2011	757.00	ADR WAL-MART DE MEX SAB DE CV	21,744.30	(11,664.54)	10,079.76
2678471	7/17/2009	2/9/2011	995.00	BROADCOM CORP CL A	43,421.26	(26,544.71)	16,876.55
2678474	7/17/2009	2/10/2011	588.00	ADR WAL-MART DE MEX SAB DE CV	16,725.94	(9,214.52)	7,511.42
2678473	7/17/2009	2/10/2011	1,030.00	HUDSON CITY BANCORP INC COM STK	11,427.73	(14,778.54)	(3,350.81)

Acct. #	Purchase Date	Sales Date	Shares	Description	Proceeds	Basis	Gain/Loss
88Q-74C89	11/1/2007	2/11/2011	55,515.00	COAST ACCESS II LTD	61,016.54	(79,175.50)	(18,158.96)
2678474	1/2/2009	2/14/2011	498.00	ADR SAP AG SPONSORED ADR	29,934.25	(17,903.63)	12,030.62
2678474	7/17/2009	2/15/2011	1,682.00	ADR BRIT SKY BROADCASTING GROUP PLC	81,270.32	(54,635.73)	26,634.59
2678476	8/13/2009	2/15/2011	5,000.00	BARRICK GOLD 6.125% DUE 09-15-2013	5,506.60	(5,469.45)	81.15
2678476	8/13/2009	2/15/2011	50,000.00	BARRICK GOLD 6.125% DUE 09-15-2013	55,506.00	(54,694.50)	811.50
2678476	10/7/2009	2/15/2011	5,613.06	CAP AUTO 4.67999982834% DUE 10-15-2012	5,613.06	(5,846.89)	(233.83)
2678473	7/17/2009	2/15/2011	1,065.00	HUDSON CITY BANCORP INC COM STK	12,082.30	(15,280.73)	(3,198.43)
2678476	8/17/2009	2/15/2011	90,000.00	MARATHON OIL CORP SR NT 6.5 DUE 02-15-2014 REG	101,556.00	(99,120.60)	2,435.40
2678476	9/1/2009	2/15/2011	850.05	NISSAN AUTO LEASE 2.07% DUE 01-15-2015	850.05	(849.90)	0.15
2678476	8/28/2009	2/15/2011	9,539.28	NISSAN AUTO LEASE 2.92000007629% DUE 12-15-2011	9,539.28	(9,702.86)	(163.58)
2678476	2/12/2010	2/15/2011	10,000.00	UNITED STATES TREAS NTS 2.75% DUE 02-15-2019 REG	9,661.29	(9,431.27)	230.02
2678476	11/5/2009	2/15/2011	6,687.85	USAA AUTO OWNER TR 1.53999996185% DUE 10-15-2012	6,687.85	(6,687.71)	0.14
2678474	7/17/2009	2/16/2011	145.00	ADR BRIT SKY BROADCASTING GROUP PLC	6,976.00	(4,709.98)	2,266.02
2697692	2/23/2009	2/23/2011	0.50	NATL INSTRS CORP COM	14.67	(5.94)	8.73
2678474	2/4/2010	2/24/2011	5,253.00	ADR LAFARGE S A SPONSORED ADR NEW	78,853.36	(99,945.86)	(21,092.50)
2678471	7/17/2009	2/24/2011	1,725.00	AMGEN INC COM	87,581.57	(100,945.79)	(13,364.22)
2678474	2/4/2010	2/25/2011	1,892.00	ADR LAFARGE S A SPONSORED ADR NEW	28,546.70	(34,767.39)	(6,220.69)
2678471	7/17/2009	2/25/2011	1,820.00	AMGEN INC COM	94,029.76	(106,505.13)	(12,475.37)
2678476	11/16/2009	2/25/2011	1,114.78	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	1,114.78	(1,165.29)	(50.51)
2678474	7/17/2009	3/1/2011	721.00	ADR ARM HLDS PLC SPONSORED ISIN US0420681068	21,392.22	(4,549.58)	16,842.64
2678474	7/17/2009	3/1/2011	416.00	ADR BG PLC ADR FINAL INSTMT NEW	49,970.00	(35,746.88)	14,223.12
2678474	7/17/2009	3/1/2011	1,468.00	ADR BNP PARIBAS SPONSORED ADR REPSTG	56,682.06	(51,497.44)	5,184.62
2678474	10/12/2009	3/1/2011	935.00	ADR CHINA MERCHANTS HLDS INTL CO LTD ADR ADR	40,300.06	(30,446.78)	9,853.28
2678474	10/5/2009	3/1/2011	111.00	ADR CNOOC LTD SPONSORED ADR SPONSORED ADR	25,516.47	(14,951.87)	10,564.60
2678474	7/17/2009	3/1/2011	718.00	ADR COCA-COLA HELLENIC BOTTLING CO S A SPONSORED ADR	19,625.93	(13,648.03)	5,977.90
2678474	7/17/2009	3/1/2011	386.00	ADR DASSAULT SYS S A SPONSORED ADR	29,911.52	(16,690.64)	13,220.88
2678474	7/17/2009	3/1/2011	1,162.00	ADR EMBRAER S A SPONSORED ADR REPSTG 4 COM SHS	40,000.73	(19,841.85)	20,158.88
2678474	8/25/2009	3/1/2011	2,877.00	ADR FLSMIDTH & CO A/S ADR ADR	25,065.37	(15,047.58)	10,017.79
2678474	7/17/2009	3/1/2011	1,240.00	ADR HANG LUNG PPTYS LTD SPONSORED ADR	26,563.38	(20,596.40)	5,966.98
2678474	7/17/2009	3/1/2011	3,972.00	ADR HENNES & MAURITZ AB ADR	25,827.43	(20,316.78)	5,510.65
2678474	7/17/2009	3/1/2011	1,569.00	ADR HONG KONG EXCHANGES & CLEARING LTD ADR	33,972.11	(25,464.87)	8,507.24
2678474	7/17/2009	3/1/2011	2,286.00	ADR IND & COMM BK OF-UNSPON ADR IND & COMM BK OF	35,369.45	(30,556.40)	4,813.05
2678474	7/17/2009	3/1/2011	1,291.00	ADR ITAU UNIBANCO HLDG SA SPONSORED ADR REPSTG 500 PFI	28,699.66	(21,057.37)	7,642.29
2678474	7/17/2009	3/1/2011	5,712.00	ADR KINGFISHER PLC SPONSORED ADR PAR 15 5/7 PENCE	45,252.45	(38,156.16)	7,096.29
2678474	7/17/2009	3/1/2011	1,414.00	ADR KOMATSU LTD SPONSORED ISIN USS004584018	43,978.08	(21,344.33)	22,633.75
2678474	7/17/2009	3/1/2011	1,104.00	ADR LVMH MOET HENNESSY LOUIS VUITTON ADR	35,583.99	(18,127.68)	17,456.31
2678474	7/17/2009	3/1/2011	6,179.00	ADR MITSUBISHI UFJ FINL GROUP INC SPONSORED ADR	34,917.47	(35,623.17)	(705.70)
2678474	2/24/2009	3/1/2011	828.00	ADR NESTLE S A SPONSORED ADR REPSTG REG SH	47,023.28	(27,212.34)	19,810.94
2678474	9/11/2009	3/1/2011	262.00	ADR NEW ORIENTAL ED & TECHNOLOGY GROUP INC SPONSORE	25,243.28	(18,818.40)	6,424.88
2678474	2/25/2009	3/1/2011	554.00	ADR NOVARTIS AG	31,621.10	(21,451.56)	10,169.54
2678474	2/25/2009	3/1/2011	293.00	ADR NOVO-NORDISK A S ADR	36,769.59	(15,057.26)	21,712.33
2678474	7/17/2009	3/1/2011	1,060.00	ADR OAO GAZPROM LEVEL 1 ADR	31,314.44	(20,383.80)	10,930.64

Acct. #	Purchase Date	Sales Date	Shares	Description	Proceeds	Basis	Gain/Loss
2678474	7/17/2009	3/1/2011	2,625.00	ADR RECKITT BENCKISER GROUP PLC ADR ADR	27,148.53	(24,521.96)	2,626.57
2678474	7/17/2009	3/1/2011	857.00	ADR SABMILLER PLC SPONSORED ADR	29,173.85	(18,382.65)	10,791.20
2678474	2/25/2009	3/1/2011	1,007.00	ADR SAP AG SPONSORED ADR	61,488.65	(34,158.25)	27,330.40
2678474	2/24/2009	3/1/2011	1,998.00	ADR TELEFONICA S A SPONSORED	50,941.02	(36,076.82)	14,864.20
2678474	10/21/2009	3/1/2011	2,588.00	ADR TESCO PLC SPONSORED ADR	51,661.95	(50,850.84)	811.11
2678474	11/2/2007	3/1/2011	1,268.00	ADR TEVA PHARMACEUTICAL INDS	63,354.53	(52,562.00)	10,792.53
2678474	7/17/2009	3/1/2011	579.00	ADR TOYOTA MTR CORP SPONSORED ADR	54,146.70	(40,076.39)	14,070.31
2678474	2/4/2010	3/1/2011	7,899.00	ADR TURKIYE GARANTI BANKASI A S SPONSORED ADR REPS	34,379.73	(34,238.22)	141.51
2678474	7/17/2009	3/1/2011	1,954.00	ADR VESTAS WIND SYS A/S UNSPONSORED ADR REPSTG 3 ORD :	22,162.81	(47,443.12)	(25,280.31)
2678474	7/17/2009	3/1/2011	1,125.00	ADR WAL-MART DE MEX SAB DE CV	32,345.93	(17,335.01)	15,010.92
2678474	7/17/2009	3/1/2011	650.00	AMER MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS	37,251.43	(26,506.54)	10,744.89
2678476	8/10/2009	3/1/2011	75,000.00	BB&T CORP SR 3.1% DUE 07-28-2011	75,694.50	(75,233.25)	461.25
2678474	7/17/2009	3/1/2011	704.00	CANADIAN NATL RY CO COM	51,542.58	(30,970.93)	20,571.65
2678474	7/17/2009	3/1/2011	1,024.00	CARNIVAL CORP COM PAIRED	43,255.48	(27,167.85)	16,087.63
2678474	8/20/2009	3/1/2011	567.00	CDN NAT RES LTD COM CDN NAT RES COM STK	28,455.25	(16,572.47)	11,882.78
2678476	11/17/2009	3/1/2011	90,000.00	COCA COLA 5% DUE 08-15-2013	97,960.50	(97,602.66)	357.84
2678474	7/17/2009	3/1/2011	1,670.00	FANUC CORPORATION	43,623.73	(21,977.20)	21,646.53
2678474	2/24/2009	3/1/2011	831.00	FRESENIUS MED CARE AG & CO KGAA	55,309.71	(36,861.33)	18,448.38
2678474	7/17/2009	3/1/2011	324.00	INFOSYS LIMITED	22,075.73	(12,402.72)	9,673.01
2678474	7/17/2009	3/1/2011	2,106.00	LOGITECH INTERNATIONAL SA CHFO 25(REGD) (POST-SUBD)	39,839.69	(31,773.43)	8,066.26
2678476	8/14/2009	3/1/2011	65,000.00	OCCIDENTAL PETE 7% DUE 11-01-2013	74,567.35	(74,815.65)	(248.30)
2678474	7/17/2009	3/1/2011	596.00	POTASH CORP SASK INC COM	36,799.97	(18,176.01)	18,623.96
2678474	8/28/2008	3/1/2011	370.00	SCHLUMBERGER LTD COM COM	34,920.54	(36,394.99)	(1,474.45)
2678474	7/27/2009	3/1/2011	513.00	SOUTHN COPPER CORP DEL COM	21,728.87	(13,098.12)	8,630.75
2678476	7/29/2009	3/2/2011	560,000.00	FHLB 5% DEB 17/11/2017 USD1000 5 11-17-2017	629,574.40	(594,844.32)	34,730.08
2678476	7/27/2009	3/2/2011	145,000.00	JPMORGAN CHASE & CO BD 4.75 DUE 03-01-2015 BEO	155,389.25	(151,197.30)	4,191.95
2678471	2/24/2009	3/4/2011	430.00	ESTEE LAUDER COMPANIES INC CL A USD0 01	39,319.34	(10,061.31)	29,258.03
2678471	10/30/2009	3/4/2011	905.00	PROCTER & GAMBLE COM NPV	56,158.30	(53,683.34)	2,474.96
2678476	7/27/2009	3/7/2011	95,000.00	COMCAST CORP NEW 5 7% DUE 07-01-2019	103,028.45	(97,701.80)	5,326.65
2697692	2/23/2009	3/7/2011	370.00	FACTSET RESH SYS INC COM STK	38,001.52	(13,915.00)	24,086.52
2678471	11/6/2009	3/7/2011	935.00	PROCTER & GAMBLE COM NPV	57,608.90	(55,798.75)	1,810.15
2678471	3/4/2010	3/8/2011	210.00	F5 NETWORKS INC COM STK	23,236.32	(12,884.32)	10,352.00
2678471	1/29/2010	3/8/2011	1,120.00	PROCTER & GAMBLE COM NPV	69,471.47	(68,226.92)	1,244.55
2678471	1/29/2010	3/9/2011	550.00	PROCTER & GAMBLE COM NPV	34,116.13	(34,030.48)	85.65
2697692	8/26/2009	3/14/2011	445.00	ANSYS INC COM	23,277.32	(12,382.86)	10,894.46
2678476	10/7/2009	3/15/2011	5,173.17	CAP AUTO 4.67999982834% DUE 10-15-2012	5,173.17	(5,388.67)	(215.50)
2678476	3/8/2010	3/15/2011	7,552.67	CHRYSLER FINL AUTO 2 82% DUE 01-15-2016	7,552.67	(7,729.10)	(176.43)
2678474	7/17/2009	3/15/2011	1,120.00	INFOSYS LIMITED	74,136.30	(42,873.60)	31,262.70
2678476	9/1/2009	3/15/2011	10,613.56	NISSAN AUTO LEASE 2.07% DUE 01-15-2015	10,613.56	(10,611.75)	1.81
2678476	8/28/2009	3/15/2011	14,558.03	NISSAN AUTO LEASE 2 92000007629% DUE 12-15-2011	14,558.03	(14,807.68)	(249.65)
2678476	11/5/2009	3/15/2011	6,568.03	USAA AUTO OWNER TR 1.53999996185% DUE 10-15-2012	6,568.03	(6,567.89)	0.14
2678474	2/25/2009	3/16/2011	213.00	ADR NOVO-NORDISK A S ADR	25,596.60	(10,797.76)	14,798.84

Acct. #	Purchase Date	Sales Date	Shares	Description	Proceeds	Basis	Gain/Loss
2678472	5/11/2006	3/16/2011	190.00	ALLSTATE CORP COM	5,847.10	(10,827.07)	(4,979.97)
2678472	7/17/2009	3/16/2011	85.00	AMERISOURCEBERGEN CORP COM	3,113.90	(1,599.20)	1,514.70
2678472	12/22/2004	3/16/2011	1,495.00	CONOCOPHILLIPS COM	109,278.79	(65,121.61)	44,157.18
2678474	7/17/2009	3/16/2011	384.00	INFOSYS LIMITED	24,873.31	(14,699.52)	10,173.79
2678472	11/22/2005	3/17/2011	175.00	CHEVRON CORP COM	17,771.15	(10,263.50)	7,507.65
2678472	12/22/2004	3/17/2011	200.00	CONOCOPHILLIPS COM	15,269.50	(8,670.82)	6,598.68
2678471	3/4/2010	3/17/2011	48.00	F5 NETWORKS INC COM STK	5,107.16	(2,944.99)	2,162.17
2678472	7/17/2009	3/17/2011	80.00	FORTUNE BRANDS INC COM USD3.125	4,779.51	(2,851.36)	1,928.15
2678472	7/17/2009	3/17/2011	300.00	FREEMPORT-MCMORAN COPPER & GOLD INC	15,602.89	(8,289.93)	7,312.96
2678472	7/17/2009	3/17/2011	125.00	HUMANA INC COM	7,992.08	(3,639.40)	4,352.68
2678472	7/17/2009	3/17/2011	175.00	MARATHON OIL CORP COM	8,604.29	(5,298.28)	3,306.01
2678471	7/17/2009	3/17/2011	84.00	PRICELINE COM INC COM NEW STK	38,563.85	(9,735.26)	28,828.59
2678473	7/17/2009	3/21/2011	1,185.00	LEUCADIA NATL CORP COM	41,662.95	(23,969.35)	17,693.60
2678476	7/27/2009	3/21/2011	65,000.00	RIO TINTO FIN USA 8.95% DUE 05-01-2014	78,640.90	(74,912.50)	3,728.40
2678471	3/18/2010	3/23/2011	272.00	F5 NETWORKS INC COM STK	25,548.95	(17,622.88)	7,926.07
2678473	7/17/2009	3/23/2011	305.00	LEUCADIA NATL CORP COM	10,651.78	(6,169.33)	4,482.45
2678473	9/28/2009	3/23/2011	9,830.00	TELLABS INC COM	49,035.02	(72,127.38)	(23,092.36)
2678476	7/29/2009	3/24/2011	130,000.00	GEN ELEC CAP CORP MEDIUM TERM NTS 80 TRANCHE # TR 00	139,204.00	(135,029.70)	4,174.30
2678476	11/16/2009	3/25/2011	161.40	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	161.40	(168.71)	(7.31)
2678471	3/11/2009	3/25/2011	397.00	GOLDMAN SACHS GROUP INC COM	62,824.26	(35,565.22)	27,259.04
2678473	7/17/2009	3/25/2011	435.00	LEUCADIA NATL CORP COM	15,994.64	(8,798.87)	7,195.77
2678473	9/28/2009	3/25/2011	700.00	TELLABS INC COM	3,584.00	(4,823.00)	(1,239.00)
2678471	2/4/2010	3/28/2011	396.00	GOLDMAN SACHS GROUP INC COM	62,612.89	(44,922.77)	17,690.12
2678471	2/4/2010	3/29/2011	17.00	GOLDMAN SACHS GROUP INC COM	2,674.92	(2,623.26)	51.66
2678471	7/17/2009	3/30/2011	885.00	BROADCOM CORP CL A	35,925.89	(23,610.12)	12,315.77
2678476	2/3/2010	3/30/2011	75,000.00	NORFOLK SOUTHN 5.75% DUE 01-15-2016	83,997.75	(81,542.25)	2,455.50
2678471	7/17/2009	4/4/2011	510.00	BROADCOM CORP CL A	19,617.10	(13,605.83)	6,011.27
2678471	7/17/2009	4/7/2011	196.00	AMAZON COM INC COM	36,009.85	(16,856.67)	19,153.18
2678471	7/17/2009	4/7/2011	325.00	WHOLE FOODS MKT INC COM	20,888.05	(7,029.88)	13,858.17
2678476	7/28/2009	4/11/2011	65,000.00	BHP BILLITON FIN 6.5% DUE 04-01-2019	76,545.95	(73,487.05)	3,058.90
2678471	7/17/2009	4/11/2011	755.00	HOME DEPOT INC COM	28,432.88	(18,505.28)	9,927.60
2678471	7/17/2009	4/11/2011	86.00	PRICELINE COM INC COM NEW STK	43,564.09	(9,967.05)	33,597.04
2678471	7/17/2009	4/13/2011	970.00	BROADCOM CORP CL A	36,844.74	(25,877.76)	10,966.98
2678476	10/7/2009	4/15/2011	5,888.68	CAP AUTO 4.6799982834% DUE 10-15-2012	5,888.68	(6,133.99)	(245.31)
2678476	3/8/2010	4/15/2011	8,472.62	CHRYSLER FINL AUTO 2.82% DUE 01-15-2016	8,472.62	(8,670.53)	(197.91)
2678476	9/2/2009	4/15/2011	4,335.58	HYUNDAI AUTO ASSET BACKED CL A-3 TALF 2.03 DUE 08-15-20	4,335.58	(4,335.46)	0.12
2678476	8/28/2009	4/15/2011	14,543.30	NISSAN AUTO LEASE 2.07% DUE 01-15-2015	14,543.30	(14,540.82)	2.48
2678476	8/28/2009	4/15/2011	16,881.62	NISSAN AUTO LEASE 2.9200007629% DUE 12-15-2011	16,881.62	(17,171.11)	(289.49)
2678476	11/5/2009	4/15/2011	7,473.48	USAA AUTO OWNER TR 1.5399996185% DUE 10-15-2012	7,473.48	(7,473.32)	0.16
2678474	7/17/2009	4/18/2011	431.00	ADR SAP AG SPONSORED ADR	27,277.07	(17,778.31)	9,498.76
2678471	3/3/2010	4/18/2011	283.00	GOOGLE INC CL A CL A	148,234.78	(132,308.92)	15,925.86
2678474	1/28/2010	4/19/2011	2,407.00	SOUTHN COPPER CORP DEL COM	86,289.77	(63,706.28)	22,583.49

Acct. #	Purchase Date	Sales Date	Shares	Description	Proceeds	Basis	Gain/Loss
2678476	8/6/2009	4/20/2011	100,000.00	SBC COMMUNICATIONS 5 625% DUE 06-15-2016	112,036 00	(106,558 00)	5,478.00
2678471	7/27/2009	4/21/2011	4,095.00	WELLS FARGO & CO NEW COM STK	116,787.52	(103,812 06)	12,975.46
2678476	11/16/2009	4/25/2011	3,570.22	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	3,570 22	(3,732 00)	(161 78)
2697692	2/23/2009	4/26/2011	239.00	ADVISORY BRD CO COM	11,244 43	(3,843.46)	7,400.97
2697692	2/23/2009	4/26/2011	850.00	AFFILIATED MANAGERS GROUP INC COM STK	92,599.67	(31,822 13)	60,777.54
2697692	2/23/2009	4/26/2011	410.00	CITY NATL CORP COM	22,916.85	(12,190 00)	10,726.85
2678476	10/7/2009	4/26/2011	140,000.00	EUROPEAN INVT BK EUROPEAN INVT BK 4.25% DUE 07-15-2013	150,112 20	(149,529 80)	582.40
2697692	2/2/2010	4/26/2011	872.00	PINNACLE FINL PARTNERS INC COM	13,511 56	(13,278 90)	232 66
2697692	2/23/2009	4/27/2011	251.00	ADVISORY BRD CO COM	11,590 06	(4,036 43)	7,553 63
2697692	2/11/2010	4/27/2011	1,033.00	PINNACLE FINL PARTNERS INC COM	15,976 39	(14,449 28)	1,527 11
2678471	7/17/2009	4/28/2011	2,085.00	BROADCOM CORP CL A	71,859 79	(55,623 83)	16,235 96
2678471	7/17/2009	4/29/2011	103.00	AMAZON COM INC COM	20,074.61	(8,858.35)	11,216.26
2678471	11/10/2009	4/29/2011	588.00	CATERPILLAR INC COM	67,950.21	(35,276 41)	32,673.80
2678473	7/17/2009	4/29/2011	245.00	ONEOK INC COM STK	16,967 76	(7,495.24)	9,472 52
2678471	12/14/2009	4/29/2011	300.00	POTASH CORP SASK INC COM	16,820 03	(11,835 87)	4,984.16
2678471	9/17/2009	4/29/2011	1,955.00	WELLS FARGO & CO NEW COM STK	56,801 63	(49,418 98)	7,382 65
2678471	7/17/2009	4/29/2011	1,265.00	WHOLE FOODS MKT INC COM	79,216 74	(27,362 46)	51,854.28
2678472	6/4/2009	5/2/2011	9,725.00	ALTRIA GROUP INC COM	260,248 62	(153,718 61)	106,530 01
2678472	10/28/2009	5/2/2011	504.00	AUTOZONE INC COM	142,082 15	(68,941 61)	73,140.54
2678472	7/17/2009	5/2/2011	2,495.00	MARATHON OIL CORP COM	134,741.86	(75,538 37)	59,203 49
2678471	4/21/2010	5/2/2011	2,230.00	WELLS FARGO & CO NEW COM STK	93,219 34	(94,655 14)	(1,435.80)
2678471	2/3/2010	5/4/2011	3,550.00	5TH 3RD BANCORP COM	46,774 59	(45,054 72)	1,719 87
2678471	9/29/2009	5/5/2011	1,180.00	LAS VEGAS SANDS CORP COM STK	50,714.62	(20,786 10)	29,928.52
2678471	2/23/2010	5/6/2011	3,775.00	5TH 3RD BANCORP COM	48,483.66	(45,995 28)	2,488.38
2678471	8/21/2009	5/6/2011	3,345.00	BROADCOM CORP CL A	113,743 19	(89,647 10)	24,096 09
2678471	7/17/2009	5/6/2011	450.00	WHOLE FOODS MKT INC COM	27,571.95	(9,733 68)	17,838 27
2678476	4/9/2010	5/9/2011	8,287.55	DAIMLERCHRYSLER 4.71000003815% DUE 09-08-2012	8,287 55	(8,509 63)	(222 08)
2697692	3/6/2009	5/10/2011	474.00	JONES LANG LASALLE INC COM STK	47,489 04	(8,014 51)	39,474 53
2697692	2/23/2009	5/10/2011	520.00	NATL INSTRS CORP COM	15,169 92	(6,180 86)	8,989.06
2697692	2/23/2009	5/10/2011	225.00	RAVEN INDS INC COM STK	12,200.27	(4,484 90)	7,715.37
2678474	7/17/2009	5/11/2011	4,588.00	ADR VESTAS WIND SYS A/S UNSPONSORED ADR REPSTG 3 ORD :	46,044 28	(111,396 64)	(65,352 36)
88Q-74C89	11/1/2007	5/11/2011	93,797.00	COAST ACCESS II LTD	107,417.23	(133,774.43)	(26,357.20)
2697692	2/23/2009	5/11/2011	415.00	RAVEN INDS INC COM STK	21,889.70	(8,272 15)	13,617.55
2678474	12/17/2009	5/12/2011	2,156.00	ADR VESTAS WIND SYS A/S UNSPONSORED ADR REPSTG 3 ORD :	21,230.15	(51,572 48)	(30,342 33)
2697692	2/23/2009	5/12/2011	175.00	RAVEN INDS INC COM STK	9,188 73	(3,488 26)	5,700 47
2678471	5/11/2010	5/13/2011	5,550.00	5TH 3RD BANCORP COM	69,686 14	(79,347 60)	(9,661.46)
2678474	12/30/2009	5/13/2011	2,395.00	ADR VESTAS WIND SYS A/S UNSPONSORED ADR REPSTG 3 ORD :	23,863 08	(48,435 80)	(24,572 72)
2678472	10/28/2009	5/16/2011	570.00	AUTOZONE INC COM	162,242.38	(77,969 67)	84,272 71
2678476	10/7/2009	5/16/2011	4,961 81	CAP AUTO 4 67999982834% DUE 10-15-2012	4,961 81	(5,168 51)	(206 70)
2678476	3/8/2010	5/16/2011	7,503.32	CHRYSLER FINL AUTO 2 82% DUE 01-15-2016	7,503 32	(7,678 59)	(175 27)
2678474	2/24/2009	5/16/2011	187.00	FRESENIUS MED CARE AG & CO KGAA	13,273 02	(8,294.91)	4,978.11
2678476	9/2/2009	5/16/2011	5,878 11	HYUNDAI AUTO ASSET BACKED CL A-3 TALF 2 03 DUE 08-15-20	5,878 11	(5,877 95)	0 16

Acct. #	Purchase Date	Sales Date	Shares	Description	Proceeds	Basis	Gain/Loss
2678476	9/1/2009	5/16/2011	11,691.91	NISSAN AUTO LEASE 2.07% DUE 01-15-2015	11,691.91	(11,689.91)	2.00
2678476	8/28/2009	5/16/2011	10,687.08	NISSAN AUTO LEASE 2.92000007629% DUE 12-15-2011	10,687.08	(10,870.34)	(183.26)
2678476	11/5/2009	5/16/2011	6,536.80	USAA AUTO OWNER TR 1.53999996185% DUE 10-15-2012	6,536.80	(6,536.66)	0.14
2678474	2/25/2009	5/17/2011	202.00	FRESENIUS MED CARE AG & CO.KGAA	14,215.31	(8,951.70)	5,263.61
2678474	7/17/2009	5/18/2011	3,362.00	ADR COCA-COLA HELLENIC BOTTLING CO S A SPONSORED ADR	81,029.03	(63,906.23)	17,122.80
2678474	7/17/2009	5/19/2011	1,180.00	AMER MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS	59,155.09	(48,119.58)	11,035.51
2697692	7/8/2009	5/24/2011	391.00	JONES LANG LASALLE INC COM STK	35,859.35	(9,924.26)	25,935.09
2678474	7/17/2009	5/25/2011	675.00	AMER MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS	34,953.99	(27,526.03)	7,427.96
2678476	11/16/2009	5/25/2011	666.80	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	666.80	(697.01)	(30.21)
2678474	7/17/2009	5/26/2011	1,193.00	AMER MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS	61,665.58	(48,649.70)	13,015.88
2678473	1/6/2010	5/27/2011	2,095.00	5TH 3RD BANCORP COM	26,909.75	(21,500.52)	5,409.23
2697692	5/14/2010	5/27/2011	660.00	AAON INC COM PAR \$0.004 COM PAR \$0.004	21,623.09	(15,864.28)	5,758.81
2697692	7/27/2009	5/27/2011	2,060.00	AARON'S INC CLASS A	57,021.14	(36,088.74)	20,932.40
2697692	3/26/2010	5/27/2011	535.00	ACUTY BRANDS INC COM	31,892.06	(21,677.28)	10,214.78
2697692	2/23/2009	5/27/2011	585.00	ADVISORY BRD CO COM	30,099.65	(9,407.62)	20,692.03
2697692	7/8/2009	5/27/2011	165.00	AFFILIATED MANAGERS GROUP INC COM STK	17,265.44	(7,731.14)	9,534.30
2678473	7/17/2009	5/27/2011	155.00	AMERCO COM	13,483.19	(6,314.67)	7,168.52
2678473	7/17/2009	5/27/2011	385.00	AMERON INTL CORP DEL COM	25,228.56	(26,828.57)	(1,600.01)
2697692	2/23/2009	5/27/2011	825.00	APTARGROUP INC COM	43,010.79	(21,791.63)	21,219.16
2678473	7/17/2009	5/27/2011	670.00	ASSISTED LIVING CONCEPTS INC NEV NEW CL A NEW CL A NEW	22,076.67	(9,421.14)	12,655.53
2678473	7/17/2009	5/27/2011	1,470.00	AVNET INC COM	52,081.68	(34,730.66)	17,351.02
2697692	2/23/2009	5/27/2011	890.00	BALCHEM CORP COM	37,342.97	(12,032.45)	25,310.52
2678473	7/17/2009	5/27/2011	940.00	BERKLEY W R CORP COM	30,765.60	(20,547.83)	10,217.77
2697692	2/23/2009	5/27/2011	495.00	BIO RAD LABS INC CL A	61,180.72	(28,942.99)	32,237.73
2697692	2/23/2009	5/27/2011	1,275.00	BLACKBAUD INC COM	34,957.65	(13,813.99)	21,143.66
2697692	2/23/2009	5/27/2011	570.00	BRADY CORP CL A	19,259.75	(10,107.47)	9,152.28
2678473	7/27/2009	5/27/2011	1,340.00	CABOT OIL & GAS CORP COM	77,613.46	(46,946.69)	30,666.77
2697692	10/22/2009	5/27/2011	610.00	CARLISLE COMPANIES INC COM	29,372.70	(19,894.45)	9,478.25
2678473	7/17/2009	5/27/2011	645.00	CASEYS GEN STORES INC COM	26,335.87	(17,669.97)	8,665.90
2697692	2/23/2009	5/27/2011	345.00	CASEYS GEN STORES INC COM	14,097.14	(6,799.54)	7,297.60
2697692	2/23/2009	5/27/2011	600.00	CHOICE HOTELS INTL INC COM	21,406.56	(14,642.76)	6,763.80
2678473	3/30/2010	5/27/2011	1,325.00	CIT GROUP INC NEW COM NEW COM NEW	57,868.25	(51,526.32)	6,341.93
2697692	2/23/2009	5/27/2011	335.00	CITY NATL CORP COM	18,611.90	(9,960.12)	8,651.78
2697692	2/3/2010	5/27/2011	600.00	CLARCOR INC COM	25,319.51	(19,396.20)	5,923.31
2697692	8/27/2009	5/27/2011	295.00	COLUMBIA SPORTSWEAR CO COM	19,238.99	(11,749.82)	7,489.17
2697692	6/16/2009	5/27/2011	3,000.00	DAKTRONICS INC COM	30,160.81	(23,277.46)	6,883.35
2678473	7/17/2009	5/27/2011	2,450.00	DENBURY RES INC HLDG CO COM NEW	52,661.73	(33,764.26)	18,897.47
2697692	3/4/2010	5/27/2011	740.00	DIAMOND FOODS INC COM	55,491.75	(27,708.81)	27,782.94
2678473	5/19/2010	5/27/2011	2,285.00	DISCOVER FINL SVCS COM STK	54,299.92	(30,930.45)	23,369.47
2697692	2/23/2009	5/27/2011	750.00	DRIL-QUIP INC COM	55,247.16	(15,303.82)	39,943.34
2678473	7/17/2009	5/27/2011	1,325.00	ENCORE WIRE CORP COM	31,521.80	(28,863.40)	2,658.40
2697692	2/23/2009	5/27/2011	760.00	EXPONENT INC COM STK	31,365.81	(14,834.90)	16,530.91

Acct. #	Purchase Date	Sales Date	Shares	Description	Proceeds	Basis	Gain/Loss
2697692	2/23/2009	5/27/2011	1,245.00	FAIR ISAAC CORPORATION COM	36,048.27	(13,694.38)	22,353.89
2678473	8/27/2009	5/27/2011	3,050.00	FOOT LOCKER INC COM	75,697.41	(33,864.27)	41,833.14
2697692	5/14/2009	5/27/2011	3,835.00	FOREST CY ENTERPRISES INC CL A	73,031.94	(19,231.07)	53,800.87
2697692	2/23/2009	5/27/2011	1,075.00	FORWARD AIR CORP COM	37,265.55	(18,486.23)	18,779.32
2697692	1/22/2010	5/27/2011	915.00	GRACO INC COM	45,209.82	(28,025.99)	17,183.83
2697692	2/23/2009	5/27/2011	535.00	HCC INS HLDGS INC COM	17,500.84	(11,836.93)	5,663.91
2697692	2/23/2009	5/27/2011	1,635.00	HENRY JACK & ASSOC INC COM	50,127.96	(26,063.86)	24,064.10
2697692	2/23/2009	5/27/2011	945.00	HIBBETT SPORTS INC COM STK	38,657.40	(13,050.63)	25,606.77
2678473	3/29/2010	5/27/2011	1,030.00	HYATT HOTELS CORP COM CL A COM CL A	46,541.40	(40,605.80)	5,935.60
2678473	7/17/2009	5/27/2011	2,140.00	INVESTORS BANCORP INC COM STK	31,053.58	(20,992.12)	10,061.46
2678473	7/17/2009	5/27/2011	1,455.00	JEFFERIES GROUP INC NEW COM	31,623.81	(29,715.46)	1,908.35
2678473	7/17/2009	5/27/2011	995.00	KAISER ALUM CORP COM PAR \$0.01 COM PAR \$0.01	50,694.47	(34,957.24)	15,737.23
2697692	2/23/2009	5/27/2011	1,810.00	KIRBY CORP COM	101,751.17	(40,165.53)	61,585.64
2697692	2/3/2010	5/27/2011	150.00	KNIGHT TRANSN INC COM	2,552.20	(2,767.52)	(215.32)
2697692	2/23/2009	5/27/2011	85.00	LANDAUER INC COM	5,020.42	(4,385.14)	635.28
2678473	7/17/2009	5/27/2011	1,555.00	LEUCADIA NATL CORP COM	55,489.10	(31,453.45)	24,035.65
2697692	2/23/2009	5/27/2011	2,050.00	LKQ CORP COM LKQ CORP	53,785.22	(23,389.27)	30,395.95
2697692	2/23/2009	5/27/2011	985.00	MANHATTAN ASSOCS INC COM	34,983.76	(14,469.85)	20,513.91
2678473	7/17/2009	5/27/2011	1,365.00	MEN S WEARHOUSE INC COMMOM	46,666.12	(27,092.52)	19,573.60
2697692	3/26/2010	5/27/2011	1,195.00	MERIDIAN BIOSCIENCE INC COM	27,714.73	(24,546.69)	3,168.04
2678473	7/17/2009	5/27/2011	1,885.00	MOLEX INC CL A	42,619.04	(28,828.06)	13,790.98
2697692	2/23/2009	5/27/2011	985.00	MORNINGSTAR INC COM STK	58,770.96	(27,782.42)	30,988.54
2697692	2/23/2009	5/27/2011	640.00	NATL INSTRS CORP COM	18,436.25	(7,607.21)	10,829.04
2678473	7/17/2009	5/27/2011	785.00	ONEOK INC COM STK	54,917.54	(24,015.35)	30,902.19
2697692	2/23/2009	5/27/2011	885.00	OWENS & MINOR INC NEW COM	30,383.05	(19,013.59)	11,369.46
2697692	8/12/2009	5/27/2011	380.00	PEETS COFFEE & TEA INC COM	19,740.51	(8,687.40)	11,053.11
2678473	1/15/2010	5/27/2011	1,470.00	PETROHAWK ENERGY CORP COM	38,388.31	(37,570.56)	817.75
2678473		5/27/2011	-	PLUM CREEK TIMBER CO INC COM	3,217.20	-	3,217.20
2678473	7/17/2009	5/27/2011	1,260.00	PLUM CREEK TIMBER CO INC COM	50,165.93	(37,519.40)	12,646.53
2697692	2/23/2009	5/27/2011	370.00	POLARIS INDS INC COM	38,550.11	(6,533.39)	32,016.72
2697692	2/23/2009	5/27/2011	155.00	POWER INTEGRATIONS INC COM	5,613.21	(2,929.52)	2,683.69
2697692	10/28/2008	5/27/2011	700.00	PSS WORLD MED INC COM	20,243.12	(11,946.48)	8,296.64
2678473	3/2/2010	5/27/2011	660.00	RANGE RES CORP COM	36,553.06	(33,511.50)	3,041.56
2697692	2/23/2009	5/27/2011	445.00	RAVEN INDS INC COM STK	24,479.01	(8,870.14)	15,608.87
2678473	8/27/2009	5/27/2011	1,115.00	RAYMOND JAMES FNCL INC COM STK	39,128.82	(25,614.56)	13,514.26
2697692	2/23/2009	5/27/2011	300.00	RLI CORP COM	17,863.15	(15,074.67)	2,788.48
2697692	8/27/2009	5/27/2011	625.00	ROFIN SINAR TECHNOLOGIES INC COM	22,281.82	(15,145.25)	7,136.57
2697692	2/23/2009	5/27/2011	585.00	RUDDICK CORP COM	25,450.81	(12,581.25)	12,869.56
2697692	2/23/2009	5/27/2011	2,495.00	SALLY BEAUTY HLDGS INC COM STK	41,166.20	(9,979.50)	31,186.70
2697692	2/23/2009	5/27/2011	450.00	SCANSOURCE INC COM	15,468.95	(7,284.37)	8,184.58
2678473	7/17/2009	5/27/2011	630.00	SCHNITZER STL INDS INC CL A	36,421.62	(32,453.82)	3,967.80
2697692	2/23/2009	5/27/2011	235.00	SIMPSON MFG INC COM	6,463.54	(3,660.64)	2,802.90

Acct. #	Purchase Date	Sales Date	Shares	Description	Proceeds	Basis	Gain/Loss
2678473	7/17/2009	5/27/2011	445.00	SL GREEN RLTY CORP COM STK	39,203.74	(9,591.26)	29,612.48
2697692	3/29/2010	5/27/2011	410.00	TECHNE CORP COM	33,313.50	(26,127.32)	7,186.18
2678473	7/17/2009	5/27/2011	1,625.00	TRINITY IND INC COM	54,542.07	(23,746.78)	30,795.29
2678473	1/15/2010	5/27/2011	510.00	ULTRA PETE CORP COM NPV	24,576.42	(26,951.51)	(2,375.09)
2678473	7/17/2009	5/27/2011	710.00	UMB FINL CORP COM STK	29,657.91	(28,560.74)	1,097.17
2697692	3/29/2010	5/27/2011	1,500.00	UMPQUA HLDGS CORP COM	17,657.20	(19,630.65)	(1,973.45)
2697692	2/23/2009	5/27/2011	355.00	UNIVERSAL HEALTH RLTY INCOME TR SH BEN INT SH BEN INT	15,131.82	(10,850.90)	4,280.92
2678473	7/17/2009	5/27/2011	1,020.00	VAIL RESORTS INC COM	48,488.94	(29,477.59)	19,011.35
2697692	2/23/2009	5/27/2011	90.00	WESTAMERICA BANCORPORATION COM	4,479.66	(3,459.86)	1,019.80
2678473	7/17/2009	5/27/2011	112.00	WHITE MOUNTAINS INSURANCE GROUP COM STOCK	45,872.22	(26,778.53)	19,093.69
2697692	2/23/2009	5/27/2011	820.00	WOLVERINE WORLD WIDE INC COM	31,839.16	(19,875.52)	11,963.64
2697692	2/24/2009	5/27/2011	385.00	YOUNG INNOVATIONS INC COM	10,895.98	(5,915.84)	4,980.14
2678473	7/17/2009	5/31/2011	170.00	ONEOK INC COM STK	12,043.83	(5,200.78)	6,843.05
2678473	7/17/2009	6/6/2011	525.00	UMB FINL CORP COM STK	21,881.48	(21,118.86)	762.62
2678476	4/9/2010	6/8/2011	8,312.45	DAIMLERCHRYSLER 4.71000003815% DUE 09-08-2012	8,312.45	(8,535.20)	(222.75)
2697692	5/14/2010	6/14/2011	0.50	AAON INC COM PAR \$0.004 COM PAR \$0.004	5.05	(8.00)	(2.95)
2678476	10/7/2009	6/15/2011	5,287.06	CAP AUTO 4.67999982834% DUE 10-15-2012	5,287.06	(5,507.31)	(220.25)
2678476	3/8/2010	6/15/2011	7,895.52	CHRYSLER FINL AUTO 2.82% DUE 01-15-2016	7,895.52	(8,079.95)	(184.43)
2678476	9/1/2009	6/15/2011	11,512.12	NISSAN AUTO LEASE 2.07% DUE 01-15-2015	11,512.12	(11,510.16)	1.96
2678476	9/1/2009	6/15/2011	5,972.37	NISSAN AUTO LEASE 2.92000007629% DUE 12-15-2011	5,972.37	(6,074.79)	(102.42)
2678476	11/5/2009	6/15/2011	6,447.11	USAA AUTO OWNER TR 1.53999996185% DUE 10-15-2012	6,447.11	(6,446.97)	0.14
2678476	9/2/2009	6/16/2011	5,808.19	HYUNDAI AUTO ASSET BACKED CL A-3 TALF 2.03 DUE 08-15-20	5,808.19	(5,808.03)	0.16
2678471	12/9/2009	6/20/2011	615.00	COGNIZANT TECHNOLOGY SOLUTIONS CORP CL ACL A	41,630.56	(27,171.38)	14,459.18
2678476	11/16/2009	6/27/2011	694.31	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	694.31	(725.77)	(31.46)
2697694			-	COCA COLA CO	385.94	-	385.94
2697694			-	ENRON CORP	5,911.92	-	5,911.92
2697694			-	HARTFORD FINL SVCS GROUP INC	187.59	-	187.59
2697694			-	LUCENT TECHNOLOGIES INC	27.14	-	27.14
2697694			-	NORTEL NETWORKS CORP NEW	12.54	-	12.54
2697694			-	QWEST COMMUNICATIONS INTL INC COM	475.57	-	475.57
2697694			-	ROYAL DUTCH PETROLEUM CO NY REG GLD 1 25	4,334.14	-	4,334.14
				Total Long Term Gain(Loss)	19,695,832.28	(15,047,411.17)	4,659,755.95
				Total Gain/(Loss)	43,236,640.28	(38,397,210.97)	4,850,764.15

THE OFFIELD FAMILY FOUNDATION

36-6066240

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PAXSON OFFIELD 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	DIRECTOR & PRESIDENT, VARIOUS	0.	0.	0.
JAMES S. OFFIELD 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	VICE PRES & TREASURER, VARIOUS	0.	0.	0.
GAIL HODGE 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	SECRETARY, VARIOUS	18,000.	0.	0.
CHASE OFFIELD 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	DIRECTOR, VARIOUS	0.	0.	0.
MEIGHAN OFFIELD 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	DIRECTOR, VARIOUS	0.	0.	0.
BRUCE E. HUEY FRIEDMAN & HUEY ASSOCIATES LLP P.O. BOX 1055 HOMewood, IL 60630	ASSISTANT SECRETARY, VARIOUS	0.	0.	0.

THE OFFIELD FAMILY FOUNDATION

36-6066240

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

ATTACHMENT 10 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SANDRA NEWMAN K&L GATES LLP 70 WEST MADISON STREET, #3100 CHICAGO, IL 60602	ASSISTANT SECRETARY, VARIOUS	0.	0.	0.
GRAND TOTALS		18,000.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
NORTHERN TRUST COMPANY 50 SOUTH LASALLE STREET, CHICAGO, IL 60675	MONEY MANAGEMENT	317,802.
FRIEDMAN & HUEY ASSOCIATES LLP 1313 W. 175TH STREET HOMewood, IL 60430	ACCOUNTING SERVICES	60,000.
K&L GATES LLP 70 W. MADISON STREET, SUITE 3100 CHICAGO, IL 60602-4207	LEGAL SERVICES	61,055.
THORNBURG INVESTMENT MANAGEMENT 2300 NORTH RIDGETOP ROAD SANTA FE, NM 87506	MONEY MANAGEMENT	73,831.
TOTAL COMPENSATION		<u>512,688.</u>

THE OFFIELD FAMILY FOUNDATION
PART XV - GRANTS AND CONTRIBUTIONS PAID
FOR THE YEAR ENDED JUNE 30, 2011

<u>Part XV, LINE 3a - GRANTS PAID DURING THE YEAR:</u>	<u>FOUNDATION STATUS</u>	<u>TOTAL</u>
ALLIED EMS 3407 M-119, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	\$ 25,000 00
AMANDA FOUNDATION 351 N FOOTHILL ROAD, BEVERLY HILLS, CA 90210	PUBLIC CHARITY	\$ 5,000 00
AMERICAN RED CROSS - ST LOUIS CHAPTER 10195 CORPORATE SQUARE, ST LOUIS, MO 63132	PUBLIC CHARITY	\$ 25,000 00
ARTIST TRUST - A RESOURCE FOR WASHINGTON 1835 12TH AVENUE, SEATTLE, WA 98122	PUBLIC CHARITY	\$ 25,000 00
BASSET HOUND RESCUE SOUTHERN CALIFORNIA P O BOX 88, WHITTIER, CA 90608	PUBLIC CHARITY	\$ 3,000 00
BILLFISH FOUNDATION 5100 N FEDERAL HIGHWAY, STE 200, FT LAUDERDALE, FL 33308	PUBLIC CHARITY	\$ 150,000 00
BOY SCOUTS OF AMERICA - CALUMET COUNCIL 8751 CALUMET AVENUE, MUNSTER, IN 46321	PUBLIC CHARITY	\$ 12,500 00
CAMP DAGGETT 3001 CHURCH ROAD, PETOSKEY, MI 49770	PUBLIC CHARITY	\$ 10,000 00
INTERVARSITY CHRISTIAN FELLOWSHIP (CAMPUS BY THE SEA) P O BOX 7895, MADISON, WI 53707-7895	PUBLIC CHARITY	\$ 10,000 00
CATALINA CHOICES, INC P O BOX 1492, AVALON, CA 90704	PUBLIC CHARITY	\$ 40,000 00
CATALINA ISLAND CONSERVANCY P O BOX 2739, AVALON, CA 90704	PUBLIC CHARITY	\$ 250,000 00
CATALINA ISLAND PERFORMING ARTS CENTER P O BOX 2070, AVALON, CA 90704	PUBLIC CHARITY	\$ 25,000 00
CATALINA SEABASS FUND (CONTROLLED PER 4942(g)(1)(A)) P O BOX 2080, AVALON, CA 90704	PRIVATE OPERATING FOUNDATION	\$ 160,000 00
CHILDREN'S MEMORIAL HOSPITAL 2300 CHILDREN'S PLAZA, CHICAGO, IL 60614	PUBLIC CHARITY	\$ 17,500 00
CONNECTIONS EQUINE THERAPY PROGRAM	PUBLIC CHARITY	\$ 5,000 00

THE OFFIELD FAMILY FOUNDATION
PART XV - GRANTS AND CONTRIBUTIONS PAID
FOR THE YEAR ENDED JUNE 30, 2011

11585 E PURPLE SAGE ROAD, CORNVILLE, AZ 86325

CONSERVATION INTERNATIONAL FOUNDATION
2011 CRYSTAL DRIVE, ARLINGTON, VA 22202

PUBLIC CHARITY \$ 235,000 00

CORNERSTONE TEEN CENTER, COMMUNITY CONGREGATIONAL CHURCH
P O BOX 98, AVALON, CA 90704

PUBLIC CHARITY \$ 60,000 00

CRES, C/O ZOOLOGICAL SOCIETY OF SAN DIEGO
P O BOX 120551, SAN DIEGO, CA 92112

PUBLIC CHARITY \$ 100,000 00

CROOKED TREE ARTS COUNCIL
461 EAST MITCHELL STREET, PETOSKEY, MI 49770

PUBLIC CHARITY \$ 50,000 00

DEATH VALLEY CONSERVANCY
P O BOX 3595, SANTA BARBARA, CA 93130

PUBLIC CHARITY \$ 25,000 00

ERIKSON INSTITUTE
451 N LASALLE STREET, CHICAGO, IL 60654

PUBLIC CHARITY \$ 15,000 00

THE FIRST SCHOOL
1810 BROADWAY STREET, SANTA MONICA, CA 90404

PUBLIC CHARITY \$ 2,500 00

FIRST TEE OF BOYNE HIGHLANDS
P O BOX 613, HARBOR SPRINGS, MI 49740

PUBLIC CHARITY \$ 10,000 00

CHARLES & EMMA FRYE FREE PUBLIC ART MUSEUM
704 TERRY AVE , SEATTLE, WA 98104

PRIVATE OPERATING FOUNDATION \$ 25,000 00

GALAPAGOS CONSERVANCY
11150 FAIRFAX BLVD, SUITE 408, FAIRFAX, VA 22030

PUBLIC CHARITY \$ 160,230 00

GLOBAL TRAINING NETWORK
7558 W THUNDERBIRD RD , PEORIA, AZ 85381

PUBLIC CHARITY \$ 5,000 00

H A.R.B O R , INC
P.O BOX 112, HARBOR SPRINGS, MI 49740

PUBLIC CHARITY \$ 60,000 00

HARBOR HALL FOUNDATION
P O BOX 376, HARBOR SPRINGS, MI 49740

PUBLIC CHARITY \$ 25,000 00

HARBOR SPRINGS AREA HISTORICAL SOCIETY
P O BOX 812, HARBOR SPRINGS, MI 49740

PUBLIC CHARITY \$ 25,000 00

HARBOR SPRINGS LIBRARY ASSOCIATION

PUBLIC CHARITY \$ 25,000 00

THE OFFIELD FAMILY FOUNDATION
PART XV - GRANTS AND CONTRIBUTIONS PAID
FOR THE YEAR ENDED JUNE 30, 2011

206 SOUTH SPRING STREET, HARBOR SPRINGS, MI 49740

HARBOR SPRINGS POLICE DEPARTMENT 170 ZOLL STREET, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	\$	10,000 00
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HEART OF THE LAKES CENTER FOR LAND CONSERVANCY POLICY P O BOX 80854, LANSING, MI 48908	PUBLIC CHARITY	\$	25,000 00
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HIGH ARCTIC INSTITUTE, INC 603 10TH AVENUE, ORION, IL 61273	PUBLIC CHARITY	\$	50,000 00
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HILLTOP HEALTH SERVICES CORPORATION 1331 HERMOSA AVE , GRAND JUNCTION, CO 81506	PUBLIC CHARITY	\$	7,000 00
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HOSPICE OF LITTLE TRAVERSE BAY 3434 M-119, SUITE F, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	\$	25,000 00
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HUMANE SOCIETY OF SEATTLE - KING COUNTY 13212 SE EASTGATE WAY, BELLEVUE, WA 98005	PUBLIC CHARITY	\$	25,000 00
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HUMANE SOCIETY OF THE US FOR ANIMAL RESEARCH 2100 L STREET NW, WASHINGTON, DC 20037	PUBLIC CHARITY	\$	250,000 00
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INTERNATIONAL GAME FISH ASSOCIATION, INC 300 GULF STREAM WAY, DANIA BEACH, FL 33004	PUBLIC CHARITY	\$	250,000 00
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INTERNATIONAL SEAKEEPERS SOCIETY, INC 757 SE 17TH STREET, SUITE 514, FT LAUDERDAE, FL 33312	PUBLIC CHARITY	\$	75,000 00
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JEFFREY P BODZICK SCHOLARSHIP FOUNDATION P O BOX 169, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	\$	10,000 00
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LAGUNA BEACH COLLEGE OF ART AND DESIGN 2222 LAGUNA CANYON ROAD, LAGUNA BEACH, CA 92651	PUBLIC CHARITY	\$	50,000 00
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LANGE FOUNDATION 2106 S SEPULVEDA BLVD, LOS ANGELES, CA 90025	PUBLIC CHARITY	\$	5,000 00
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LITTLE TRAVERSE BAY HUMANE SOCIETY 1300 W CONWAY ROAD, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	\$	10,000 00
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LITTLE TRAVERSE CONSERVANCY 3264 POWELL ROAD, HARBOR SPRINGS, MI 49740-9469	PUBLIC CHARITY	\$	900,000 00
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FRIENDS OF THE CULTURAL CENTER, INC (MCCALLUM HOUSE)	PUBLIC CHARITY	\$	10,000 00
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THE OFFIELD FAMILY FOUNDATION
PART XV - GRANTS AND CONTRIBUTIONS PAID
FOR THE YEAR ENDED JUNE 30, 2011

73000 FRED WARING DRIVE, PALM DESERT, CA 92260

NAROPA UNIVERSITY	PUBLIC CHARITY	\$	50,000 00
2130 ARAPAHOE AVENUE, BOULDER, CO 80302 6697			

NORTH CENTRAL MICHIGAN COLLEGE FOUNDATION	PUBLIC CHARITY	\$	10,000 00
1515 HOWARD STREET, PETOSKEY, MI 49770			

NORTHERN MICHIGAN HOSPITAL FOUNDATION	PUBLIC CHARITY	\$	1,300,000 00
360 CONNABLE AVENUE, PETOSKEY, MI 49770			

NORTHLIGHT THEATRE	PUBLIC CHARITY	\$	25,000 00
9501 SKOKIE BOULEVARD, SKOKIE, IL 60076			

OCEAN FUTURES SOCIETY, INC	PUBLIC CHARITY	\$	150,000 00
325 CHAPARA STREET, SANTA BARBARA, CA 93101			

OLD TOWN MISSION	PUBLIC CHARITY	\$	3,500 00
116 E PINAL COURT, COTTONWOOD, AZ 86326			

OPERATION SCHOOL BELL/ALSC	PUBLIC CHARITY	\$	2,500 00
1370 NORTH SAINT ANDREWS PLACE, HOLLYWOOD, CA 90028			

OUTWARD BOUND CENTER FOR PEACEBUILDING	PUBLIC CHARITY	\$	50,000 00
29-46 NORTHERN BLVD, LONG ISLAND, NY 11101			

UNIVERSITY OF WASHINGTON - THE PENGUIN PROJECT	PUBLIC CHARITY	\$	100,000 00
UNIVERSITY OF WASHINGTON, SEATTLE, WA 98195			

PEREGRINE FUND INC	PUBLIC CHARITY	\$	400,000 00
5668 WEST FLYING HAWK LANE, BOISE, ID 83709			

PETOSKEY/HARBOR SPRINGS AREA COMMUNITY FOUNDATION	PUBLIC CHARITY	\$	25,000 00
616 PETOSKEY STREET, SUITE 100, HARBOR SPRINGS, MI 49740			

PFLEGER INSTITUTE OF ENVIRONMENTAL RESEARCH	PRIVATE OPERATING FUND	\$	40,000 00
6201 OAK CANYON DRIVE, #200, IRVINE, CA 92618			

PLANNED PARENTHOOD OF WEST AND NORTHERN MICHIGAN, INC	PUBLIC CHARITY	\$	300,000 00
425 CHERRY STREET SE, HARBOR SPRINGS, MI 49503			

POLICE ATHLETIC LEAGUE	PUBLIC CHARITY	\$	15,000 00
991 LONGWOOD AVENUE, BRONX, NY 10459			

PET RESPONSIBILITY COMMITTEE, INC (PUP LAGUNA BEACH ANIMAL SHELTER)	PUBLIC CHARITY	\$	10,000 00
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THE OFFIELD FAMILY FOUNDATION
PART XV - GRANTS AND CONTRIBUTIONS PAID
FOR THE YEAR ENDED JUNE 30, 2011

20612 LAGUNA CANYON ROAD, LAGUNA BEACH, CA 92651-1184

RIM OF THE WORLD HISTORICAL SOCIETY P O BOX 1550, LAKE ARROWHEAD, CA 92352	PUBLIC CHARITY	\$	10,000 00
J F SHEA THERAPEUTIC RIDING CENTER, INC 26284 OSO RD , SAN JUAN CAPISTRANO, CA 92675	PUBLIC CHARITY	\$	30,000 00
THE SURFRIDER FOUNDATION P O BOX 6010, SAN CLEMENTE, CA 92674	PUBLIC CHARITY	\$	45,000 00
TIP OF THE MITT WATERSHED COUNCIL 426 BAY STREET, PETOSKEY, MI 49770	PUBLIC CHARITY	\$	50,000 00
TOP OF MICHIGAN TRAILS COUNCIL INC 445 E MITCHELL, PETOSKEY, MI 49770	PUBLIC CHARITY	\$	10,000 00
GIRL'S RULE (UNITED TEAMS FOR RESTORATIVE JUSTICE) 5027 E VAUGHN DRIVE, PHOENIX, AZ 85044	PUBLIC CHARITY	\$	1,000 00
VERDE VALLEY CHRISTIAN CHURCH 3605 ZALESKY ROAD, COTTONWOOD, AZ 86326	PUBLIC CHARITY	\$	3,000 00
WESTMINSTER SCHOOL 995 HOPMEADOW STREET, SIMSBURY, CT 06070	PUBLIC CHARITY	\$	500,000 00
WILD DOLPHIN PROJECT, INC P O BOX 8436, JUPITER, FL 33468	PUBLIC CHARITY	\$	10,000 00
WOMEN'S RESOUCE CENTER OF NORTHERN MICHIGAN 423 PORTER STREET, PETOSKEY, MI 49770	PUBLIC CHARITY	\$	100,000 00
THE WOUNDED WARRIOR PROJECT (WWP INC) P O BOX 758517, TOPEKA, KS 66675	PUBLIC CHARITY	\$	45,000 00
TOTAL CASH CONTRIBUTIONS (Part XV, Line 3(a))		\$	6,572,730.00
LESS GRANTS TO CONTROLLED RECIPIENTS (SEE ABOVE)		\$	(160,000 00)
TOTAL QUALIFIED DISBURSEMENTS (Part I, line 26(d))		\$	6,412,730.00

NOTE: ALL GRANTS FOR GENERAL PURPOSES

THE OFFIELD FAMILY FOUNDATION

36-6066240

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

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OTHER INCOME SECURITIES LITIGATION SETTLEMENT	18		18	50.	
	18		18	7,286.	
TOTALS				<u>7,336.</u>	

Form **8868**

(Rev. January 2011)

Department of the Treasury
Internal Revenue Service**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 THE OFFIELD FAMILY FOUNDATION	Employer identification number 36-6066240
	Number, street, and room or suite no. If a P.O. box, see instructions 400 NORTH MICHIGAN AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CHICAGO, IL 60611	

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

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

- The books are in the care of ► **BRUCE E. HUEY**

Telephone No ► **708 799-6800**

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 02/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year 20 or
- ☒ tax year beginning 07/01, 20 10, and ending 06/30, 20 11

- 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	\$	88,768.
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	\$	88,768.
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.

For Paperwork Reduction Act Notice, see Instructions.

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