Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

**2010**

For calendar year 2010, or tax year beginning AUG 1, 2010 , and ending JUL 31, 2011

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

Name of foundation
THE MANAAKI FOUNDATION
P18224009/306

A Employer identification number
27-1371242

Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O JPMORGAN CHASE BANK,NA;P.O.BOX 3038

B Telephone number
(414) 977-1210

City or town, state, and ZIP code
MILWAUKEE, WI 53201

C If exemption application is pending, check here ▶ ☒
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 10,843,731.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
*(Part I, column (d) must be on cash basis.)*

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

| | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|
| Revenue | 1 Contributions, gifts, grants, etc , received | | | N/A | |
| | 2 Check ▶ ☒ if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 1,344. | 1,344. | | STATEMENT 1 |
| | 4 Dividends and interest from securities | 249,922. | 249,858. | | STATEMENT 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 342,203. | | | |
| | b Gross sales price for all assets on line 6a 5,878,917. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 342,203. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) | | | | |
| | 11 Other income | | | | |
| | 12 **Total.** Add lines 1 through 11 | 593,469. | 593,405. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 65,165. | 48,874. | | 16,291. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees | | | | |
| | b Accounting fees STMT 3 | 905. | 0. | | 905. |
| | c Other professional fees | | | | |
| | 17 Interest | | | | |
| | 18 Taxes STMT 4 | 9,067. | 1,067. | | 0. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses STMT 5 | 34. | 0. | | 34. |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 75,171. | 49,941. | | 17,230. |
| | 25 Contributions, gifts, grants paid | 210,395. | | | 210,395. |
| | 26 **Total expenses and disbursements.** Add lines 24 and 25 | 285,566. | 49,941. | | 227,625. |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | 307,903. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 543,464. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | N/A | |

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THE MANAAKI FOUNDATION

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## Part II Balance Sheets

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

| | | | Beginning of year | End of year | |
|---|---|---|---|---|---|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | 14,253. | 35,327. | 35,327. |
| | 2 | Savings and temporary cash investments | 267,185. | 384,998. | 384,998. |
| | 3 | Accounts receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 | Other notes and loans receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10a | Investments - U S and state government obligations | | | |
| | b | Investments - corporate stock STMT 7 | 4,929,502. | 6,240,634. | 6,704,147. |
| | c | Investments - corporate bonds STMT 8 | 3,485,397. | 3,617,102. | 3,719,259. |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | |
| | | Less accumulated depreciation ▶ | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other | 1,271,165. | | |
| | 14 | Land, buildings, and equipment basis ▶ | | | |
| | | Less: accumulated depreciation ▶ | | | |
| | 15 | Other assets (describe ▶ ) | | | |
| | 16 | **Total assets** (to be completed by all filers) | 9,967,502. | 10,278,061. | 10,843,731. |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable | | | |
| | 22 | Other liabilities (describe ▶ ) | | | |
| | 23 | **Total liabilities** (add lines 17 through 22) | 0. | 0. | |
| Net Assets or Fund Balances | | **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | | **Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.** | | | |
| | 27 | Capital stock, trust principal, or current funds | 9,967,502. | 10,278,061. | |
| | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | 0. | 0. | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 0. | 0. | |
| | 30 | **Total net assets or fund balances** | 9,967,502. | 10,278,061. | |
| | 31 | **Total liabilities and net assets/fund balances** | 9,967,502. | 10,278,061. | |

## 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 | 9,967,502. |
| 2 | Enter amount from Part I, line 27a | 2 | 307,903. |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6 | 3 | 2,656. |
| 4 | Add lines 1, 2, and 3 | 4 | 10,278,061. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 10,278,061. |

## 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 | SALES OF PUBLICLY TRADED SECURITIES | | | |
| b | CAPITAL GAINS DIVIDENDS | | | |
| 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 | 5,877,415. | | 5,536,714. | 340,701. |
| b | 1,502. | | | 1,502. |
| c | | | | |
| d | | | | |
| e | | | | |

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

| | (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|---|---|---|
| a | | | | 340,701. |
| b | | | | 1,502. |
| 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 } 2 342,203.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|---|---|---|---|
| 2009 | 110,879. | 9,806,081. | .011307 |
| 2008 | | | |
| 2007 | | | |
| 2006 | | | |
| 2005 | | | |

| | | | |
|---|---|---|---|
| 2 | Total of line 1, column (d) | 2 | .011307 |
| 3 | Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | .011307 |
| 4 | Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | 4 | 10,527,019. |
| 5 | Multiply line 4 by line 3 | 5 | 119,029. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 5,435. |
| 7 | Add lines 5 and 6 | 7 | 124,464. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 227,625. |

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

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

| | | | | | |
|---|---|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1<br>Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions) | | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b | | | 1 | 5,435. |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | | 2 | 0. |
| 3 | Add lines 1 and 2 | | | 3 | 5,435. |
| 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 | 5,435. |
| 6 | Credits/Payments | | | | |
| a | 2010 estimated tax payments and 2009 overpayment credited to 2010 | 6a | 12,145. | | |
| b | Exempt foreign organizations - tax withheld at source | 6b | | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | | | |
| d | Backup withholding erroneously withheld | 6d | | | |
| 7 | Total credits and payments Add lines 6a through 6d | | | 7 | 12,145. |
| 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 | 6,710. |
| 11 | Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 6,710. **Refunded** ▶ | | | 11 | 0. |

## Part VII-A Statements Regarding Activities

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

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

| | | | |
|---|---|---|---|
| **11** At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| **12** Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| **13** Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |

Website address ▶ N/A

**14** The books are in care of ▶ JPMORGAN CHASE BANK, N.A. Telephone no ▶312-732-7779

Located at ▶10 SOUTH DEARBORN, CHICAGO, IL ZIP+4 ▶60603-2003

**15** Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| WILLIAM A GEE, IV<br>807 FOREST AVENUE<br>RIVER FOREST, IL 60305 | DIRECTOR, PRES., TREASURER<br>2.00 | 0. | 0. | 0. |
| SUSAN CROTHERS GEE<br>807 FOREST AVENUE<br>RIVER FOREST, IL 60305 | DIRECTOR, SECRETARY<br>0.10 | 0. | 0. | 0. |
| PASCALE KICHLER<br>807 FOREST AVENUE<br>RIVER FOREST, IL 60305 | DIRECTOR<br>0.10 | 0. | 0. | 0. |
| JPMORGAN CHASE BANK, N.A.<br>P.O. BOX 3038<br>MILWAUKEE, WI 53201 | AGENT<br>2.00 | 65,165. | 0. | 0. |

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

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

**Total** number of other employees paid over $50,000 ▶ 0

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

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

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

## Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc | Expenses |
|---|---|
| 1 N/A | 0. |
| 2 | |
| 3 | |
| 4 | |

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

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

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

| | | | | | |
|---|---|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes | | | | |
| a | Average monthly fair market value of securities | | | 1a | 10,314,345. |
| b | Average of monthly cash balances | | | 1b | 372,984. |
| c | Fair market value of all other assets | | | 1c | |
| d | **Total** (add lines 1a, b, and c) | | | 1d | 10,687,329. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | | | 2 | 0. |
| 3 | Subtract line 2 from line 1d | | | 3 | 10,687,329. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) | | | 4 | 160,310. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | | | 5 | 10,527,019. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | | | 6 | 526,351. |

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

| | | | | | |
|---|---|---|---|---|---|
| 1 | Minimum investment return from Part X, line 6 | | | 1 | 526,351. |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 2a | 5,435. | | |
| b | Income tax for 2010 (This does not include the tax from Part VI ) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 5,435. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | | 3 | 520,916. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | 0. |
| 5 | Add lines 3 and 4 | | | 5 | 520,916. |
| 6 | Deduction from distributable amount (see instructions) | | | 6 | 0. |
| 7 | **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | | | 7 | 520,916. |

## Part XII Qualifying Distributions (see instructions)

| | | | |
|---|---|---|---|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes | | |
| a | Expenses, contributions, gifts, etc - total from Part I, column (d), line 26 | 1a | 227,625. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 227,625. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b | 5 | 5,435. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 222,190. |

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

**Part XIII** **Undistributed Income** (see instructions)

| | (a)<br>Corpus | (b)<br>Years prior to 2009 | (c)<br>2009 | (d)<br>2010 |
|---|---|---|---|---|
| 1 Distributable amount for 2010 from Part XI, line 7 | | | | 520,916. |
| 2 Undistributed income, if any, as of the end of 2010 | | | | |
| a Enter amount for 2009 only | | | 209,164. | |
| b Total for prior years ____, ____, ____ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2010 | | | | |
| a From 2005 | | | | |
| b From 2006 | | | | |
| c From 2007 | | | | |
| d From 2008 | | | | |
| e From 2009 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4. ▶ $ 227,625. | | | | |
| a Applied to 2009, but not more than line 2a | | | 209,164. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2010 distributable amount | | | | 18,461. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0. | | | 0. |
| 6 **Enter the net total of each column as indicated below:** | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr | | | 0. | |
| f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 | | | | 502,455. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 | 0. | | | |
| 9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2006 | | | | |
| b Excess from 2007 | | | | |
| c Excess from 2008 | | | | |
| d Excess from 2009 | | | | |
| e Excess from 2010 | | | | |

**Part XIV** **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

JPMORGAN CHASE BANK, N.A., 312-732-7779
10 S. DEARBORN, 11TH FLOOR, CHICAGO, IL 60603

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

CALL FOR APPLICATION FORM

c Any submission deadlines

NONE

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

NO RESTRICTIONS BUT INCLUDE A COPY OF IRS TAX EXEMPT DETERMINATION LETTER

**Part XV Supplementary Information** (continued)

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

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| a *Paid during the year* | | | | |
| SEE STATEMENT 9 | | | | |
| Total | | | ▶ 3a | 210,395. |
| b *Approved for future payment* | | | | |
| NONE | | | | |
| Total | | | ▶ 3b | 0. |

**Part XVI-A** Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | (e) Related or exempt function income |
| 1 Program service revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 1,344. | |
| 4 Dividends and interest from securities | | | 14 | 249,922. | |
| 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 | 342,203. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | 0. | | 593,469. | 0. |

13 **Total.** Add line 12, columns (b), (d), and (e) 13 593,469.

(See worksheet in line 13 instructions to verify calculations )

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

**Sign Here**

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

Signature of officer or trustee — Date 12/08/2011 — Title DIRECTOR

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| KATHRYN WISKOW | Kathryn Wiskow | 12/6/11 | | |

Firm's name ▶ JPMORGAN CHASE BANK, NA - MILWAUKEE
Firm's EIN ▶
Firm's address ▶ P.O. BOX 3038
MILWAUKEE, WI 53201-3038
Phone no (414) 977-1210

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE | AMOUNT |
|---|---|
| MONEY MARKET FUNDS | 1,344. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 1,344. |

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|---|---|---|---|
| INTEREST & DIVIDENDS | 251,424. | 1,502. | 249,922. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 251,424. | 1,502. | 249,922. |

## FORM 990-PF ACCOUNTING FEES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| TAX PREPARATION FEE | 905. | 0. | | 905. |
| TO FORM 990-PF, PG 1, LN 16B | 905. | 0. | | 905. |

## FORM 990-PF TAXES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| ESTIMATED EXCISE TAX - CURRENT YEAR | 8,000. | 0. | | 0. |
| FOREIGN TAX WITHHELD | 1,067. | 1,067. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 9,067. | 1,067. | | 0. |

## FORM 990-PF OTHER EXPENSES STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| ILLINOIS ATTORNEY GENERAL | 15. | 0. | | 15. |
| IL SECRETARY OF STATE | 5. | 0. | | 5. |
| FOUNDATION LETTERHEAD EXPENSE | 14. | 0. | | 14. |
| TO FORM 990-PF, PG 1, LN 23 | 34. | 0. | | 34. |

## FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

| DESCRIPTION | AMOUNT |
|---|---|
| ADJUSTMENTS TO CARRYING VALUE | 268. |
| NONDIVIDEND DISTRIBUTIONS/RETURN OF CAPITAL | 2,388. |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | 2,656. |

## FORM 990-PF CORPORATE STOCK STATEMENT 7

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| PROF MANAGED PORTFOLIOS-THE OSTERWEIS FUND - 11134.72 SHS | 279,885. | 307,652. |
| SPDR S&P 500 ETF TRUST - 1261 SHS | 162,862. | 163,085. |
| JPM REALTY INCOME FD - INSTL FUND 1372 - 34240.48 SHS | 306,110. | 363,292. |
| BLACKROCK U.S. OPPORTUNITIES PORTFOLIO - 2976.6 SHS | 129,244. | 124,065. |
| ISHARES S&P MIDCAP 400 INDEX FUND - 2987 SHS | 262,239. | 281,226. |
| DODGE & COX INTERNATIONAL STOCK - 2868.93 SHS | 93,042. | 102,593. |
| ISHARES RUSSELL MIDCAP INDEX FUND - 1105 SHS | 99,222. | 116,191. |
| ARTISAN INTL VALUE FUND - INV - 9790.57 SHS | 239,025. | 269,339. |
| JPM US 3 FD - SEL FUND 1224 - 32544.92 SHS | 346,289. | 338,142. |
| JPM US REAL ESTATE FD - SEL FUND 3037 - 19765.85 SHS | 284,488. | 337,798. |
| VANGUARD MSCI EMERGING MARKETS ETF - 4507 SHS | 205,877. | 217,778. |
| VICTORY PORTFOLIOS DIVRS STK CL I - 28243.82 SHS | 391,752. | 437,214. |
| SPDR GOLD TRUST - 920 SHS | 98,392. | 145,627. |
| ARTIO INTERNATIONAL 3 II - I - 8140.94 SHS | 94,885. | 101,762. |
| ABERDEEN ASIA PACIFIC EX JAPAN 3 INSTITUTIONAL FUND - 1754.22 SHS | 18,200. | 21,805. |

| | | |
|---|---|---|
| HMLP MULTI-STRAT PI LTD (NEW ISSUE INELIGIBLE) - CLASS E - 892.978 SHS | 1,000,000. | 1,032,658. |
| GLOBAL ACCESS HEDGE FUND LTD CLASS A 03-10 - 1000 SHS | 1,000,000. | 1,060,813. |
| MATTHEWS PACIFIC TIGER INSTL FUND - 9190.48 SHS | 169,122. | 228,016. |
| DB BREN ASIA BASKET 01/06/12 10%BUFFER - 95000 SHS | 95,000. | 100,339. |
| SG CONT BUFF EQ SPX 2/8/12 80% CONTIN BARRIER - 90000 SHS | 90,000. | 90,567. |
| BARC BREN EAFE 2/23/12 -7.81%CAP - 100000 SHS | 100,000. | 98,990. |
| DB BREN ASIA BASKET 3/7/12 10%BUFFER - 100000 SHS | 100,000. | 102,370. |
| BNP CONT BUFF EQ SPX 05/02/12 1.7%CPN - 115000 SHS | 115,000. | 112,980. |
| BNP BREN ASIA BASKET 11/16/12 - 115000 SHS | 115,000. | 111,575. |
| HSBC BREN EAFE 05/31/12 - 110000 SHS | 110,000. | 105,831. |
| BARC CONT BUFF EQ SPX 06/13/12 - 115000 SHS | 115,000. | 112,091. |
| GS GSCI BRENT CRUDE CPN NOTE 6/13/12 - 110000 SHS | 110,000. | 109,545. |
| HSBC CONT BUFF EQ SPX 07/11/12 - 110000 SHS | 110,000. | 110,803. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 6,240,634. | 6,704,147. |

FORM 990-PF CORPORATE BONDS STATEMENT 8

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| PAYDEN HIGH INCOME FUND - 122368.55 SHS | 876,528. | 893,290. |
| JPM HIGH YIELD FD - SEL FUND 3580 8.26% - 95935.25 SHS | 781,074. | 786,669. |
| PIMCO EMERGING LOCAL BOND FUND - P - 30055.23 SHS | 330,307. | 334,515. |
| DREYFUS/LAUREL FDS TR PRM EMRGN MK I - 7815.39 SHS | 115,772. | 119,185. |
| JPM TR I INFL MANAGED BD - SEL 2.19% - 31308.72 SHS | 330,307. | 335,316. |
| BOEING CAPITAL CORP NTS 6 1/2% FEB 15 2012 DTD 11/9/2001 - 10000 SHS | 10,837. | 10,322. |
| HOUSEHOLD FINANCE CORP NTS 7% MAY 15 2012 DTD 5/22/2002 - 30000 SHS | 31,072. | 31,424. |
| VERIZON GLOBAL FUNDING CORP NTS 7 3/8% SEP 1 2012 - 30000 SHS | 33,472. | 32,168. |
| GOLDMAN SACHS GROUP INC NTS 5 1/4% OCT 15 2013 - 30000 SHS | 30,400. | 32,078. |
| MORGAN STANLEY NTS 4 3/4% APR 1 2014 DTD 3/30/2004 - 40000 SHS | 40,832. | 41,755. |
| ELECTRONIC DATA SYSTEMS NTS 6% B AUG 1 2013 DTD 6/30/2003 - 15000 SHS | 16,272. | 16,460. |
| WACHOVIA CORPORATION SUB NTS 5 1/4% AUG 1 2014 DTD 7/22/2004 - 7000 SHS | 7,466. | 7,573. |

| | | |
|---|---|---|
| PRAXAIR INC 6 3/8% APR 1 2012 DTD 3/19/2002 - 10000 SHS | 10,952. | 10,392. |
| CISCO SYSTEMS NTS 5 1/2% FEB 22 2016 DTD 2/22/2006 - 10000 SHS | 10,553. | 11,569. |
| KIMBERLY-CLARK CORP 5% AUG 15 2013 DTD 8/5/2003 - 10000 SHS | 10,454. | 10,845. |
| MERRILL LYNCH & CO MED TERM NOTE 6.05% AUG 15 2012 - 15000 SHS | 14,011. | 15,659. |
| ASTRAZENECA PLC SR NTS 5.4% SEP 15 2012 - 10000 SHS | 10,911. | 10,549. |
| GENERAL ELEC CAP CORP MED TERM NTS 5 5/8% SEP 15 2017 - 63000 SHS | 62,244. | 70,872. |
| DIAGEO CAPITAL PLC NTS 5 3/4% OCT 23 2017 DTD 10/26/2007 - 10000 SHS | 10,280. | 11,743. |
| CITIGROUP INC NTS 6 1/8% NOV 21 2017 DTD 11/21/2007 - 45000 SHS | 41,898. | 50,441. |
| NUCOR CORPORATION NTS 5 3/4% DEC 01 2017 DTD 12/03/2007 - 10000 SHS | 10,875. | 11,791. |
| AT & T INC NTS 4.95% JAN 15 2013 DTD 12/06/2007 - 25000 SHS | 25,946. | 26,461. |
| ORACLE CORP 5 3/4% APR 15 2018 DTD 04/09/2008 - 10000 SHS | 10,566. | 11,808. |
| WACHOVIA CORPORATION FLOATING RATE NOTE OCT 28 2015 - 20000 SHS | 15,805. | 19,015. |
| ALLSTATE LF GLB FN TRST MED TERM NTS 5 3/8% APR 30 2013 - 15000 SHS | 15,711. | 16,156. |
| E.I. DU PONT DE NEMOURS SR NTS 6% JUL 15 2018 DTD 07/28/2008 - 10000 SHS | 11,007. | 11,867. |
| APACHE FINANCE CANADA 4 3/8% MAY 15 2015 DTD 05/15/2003 - 10000 SHS | 10,643. | 10,956. |
| NATIONAL CITY CORP 4.9% JAN 15 2015 DTD 01/12/2005 - 5000 SHS | 5,336. | 5,483. |
| NATIONAL RURAL UTIL CORP 10 3/8% NOV 01 2018 DTD 10/30/2008 - 10000 SHS | 13,483. | 14,126. |
| DUKE ENERGY CAROLINAS 7% NOV 15 2018 DTD 11/17/2008 - 10000 SHS | 11,660. | 12,560. |
| SOUTHERN CALIF GAS CO 5 1/2% MAR 15 2014 DTD 11/21/2008 - 10000 SHS | 10,901. | 11,132. |
| AMERPRISE FINANCIAL INC 5.65% NOV 15 2015 DTD 11/23/2005 - 10000 SHS | 11,299. | 11,430. |
| TYCO INTERNATIONAL FINAN 8 1/2% JAN 15 2019 DTD 01/09/2009 - 5000 SHS | 6,397. | 6,488. |
| TRANS - CANADA PIPELINES 7 1/8% JAN 15 2019 DTD 01/09/2009 - 10000 SHS | 10,989. | 12,521. |
| AMGEN INC SR NTS 5.7% FEB 01 2019 DTD 01/16/2009 - 10000 SHS | 10,519. | 11,558. |
| PRINCIPAL LIFE INC FDG MED TERM NOTE 5.3% APR 24 2013 - 20000 SHS | 19,772. | 21,478. |
| WYETH 5 1/2% FEB 15 2016 DTD 11/14/2005 - 15000 SHS | 15,393. | 17,379. |
| CONOCOPHILLIPS NTS 5 3/4% FEB 01 2019 DTD 02/03/2009 - 15000 SHS | 15,395. | 17,626. |
| CME GROUP INC 5 3/4% FEB 15 2014 DTD 02/09/2009 - 10000 SHS | 10,727. | 11,148. |

| | | |
|---|---|---|
| NOVARTIS SECS INVEST LTD 5 1/8% FEB 10 2019 DTD 02/10/2009 - 15000 SHS | 15,596. | 17,183. |
| CATERPILLAR FIN' SE MED TERM NOTE 7.15% FEB 15 2019 - 15000 SHS | 15,765. | 18,923. |
| PACCAR INC NTS 6 7/8% FEB 15 2014 DTD 02/13/2009 - 10000 SHS | 10,918. | 11,452. |
| EATON CORP 6.95% MAR 20 2019 DTD 3/16/2009 - 10000 SHS | 10,683. | 12,442. |
| SHELL INTERNATIONAL FIN 4% MAR 21 2014 DTD 3/23/2009 - 15000 SHS | 15,576. | 16,207. |
| BHP BILLION FIN USA LTD 5 1/2% APR 01 2014 DTD 03/25/2009 - 10000 SHS | 10,795. | 11,221. |
| BERKSHIRE HATHAWAY FIN 5.4% MAY 15 2018 DTD 11/15/2008 - 10000 SHS | 10,167. | 11,369. |
| SOUTHERN CO 4.15% MAY 15 2014 DTD 05/19/2009 - 10000 SHS | 9,990. | 10,762. |
| US BANCORP SR NTS 4.2% MAY 15 2014 DTD 05/14/2009 - 10000 SHS | 9,998. | 10,822. |
| STATE STREET CORP SR NTS 4.3% MAY 30 2014 DTD 05/22/2009 - 10000 SHS | 9,990. | 10,863. |
| BANK OF AMERICA CORP SR NTS 7 5/8% JUN 01 2019 DTD 06/02/2009 - 45000 SHS | 52,678. | 53,039. |
| TRAVELLERS COS INC SR NTS 5.9% JUN 02 2019 DTD 06/02/2009 - 10000 SHS | 9,956. | 11,372. |
| ACE INA HOLDINGS 5.9% JUN 15 2019 DTD 06/08/2009 - 10000 SHS | 10,006. | 11,450. |
| PNC FUNDING CORP 5.4% JUN 10 2014 DTD 06/09/2009 - 10000 SHS | 9,941. | 11,064. |
| EOG RESOURCES INC 5 7/8% SEP 15 2017 DTD 09/10/2007 - 10000 SHS | 10,723. | 11,755. |
| COMERICA BANK FLOATING RATE NOTE MAY 22 2012 - 10000 SHS | 9,012. | 9,981. |
| DEUTSCHE BANK AG LONDON 3 7/8% AUG 18 2014 - 10000 SHS | 10,117. | 10,557. |
| HONEYWELL INTL INC SR NT DTD 03/15/2007 5.30% | 9,327. | 9,263. |
| WESTPAC BANKING CORP NTS 4 7/8% NOV 19 2019 - 10000 SHS | 9,896. | 10,624. |
| BNP PARIBAS SA 2 1/8% DEC 21 2012 DTD 12/21/2009 - 10000 SHS | 10,172. | 10,115. |
| BLACKROCK INC 5% DEC 10 2019 DTD 12/10/2009 - 10000 SHS | 10,150. | 10,849. |
| BANK OF NOVA SCOTIA 3.4% JAN 22 2015 DTD 01/22/2010 - 15000 SHS | 15,155. | 15,924. |
| TOYOTA MOTOR CRDT CORP MED TERM NTS 3.2% JUN 17 2015 - 10000 SHS | 10,018. | 10,541. |
| RABOBANK NEDERLAND 2 1/8% OCT 13 2015 DTD 10/13/2010 - 15000 SHS | 14,636. | 15,070. |
| TOTAL CAPITAL SA 2.3% MAR 15 2016 DTD 09/15/2010 - 15000 SHS | 14,846. | 15,386. |
| WAL MART STORES INC SR NTS 3 1/4% OCT 25 2020 - 15000 SHS | 14,608. | 15,032. |
| BB&T CORPORATION MTN 3.2% MAR 15 2016 DTD 03/07/2011 - 12000 SHS | 11,983. | 12,401. |
| BP CAPITAL MARKETS PLC 4.742% MAR 11 2021 DTD 03/11/2011 - 15000 SHS | 15,000. | 16,300. |

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|---|---|---|
| ABBEY NATL TREAS SERV FLOATING RATE APR 25 2014 - 10000 SHS | 10,044. | 9,903. |
| CRDT SUISSE FB USA INC NTS 6 1/8% NOV 15 2011 DTD 11/6/2001 - 25000 SHS | 26,572. | 25,377. |
| JOHN DEERE CAPITAL CORP 5.10% JAN 15 2013 DTD 1/10/2003 - 5000 SHS | 5,456. | 5,319. |
| BANK OF NY MELLON MED TERM NOTE 4.95% NOV 01 2012 - 15000 SHS | 15,834. | 15,791. |
| WELLS FARGO COMPANY SR NTS 4 3/8% JAN 31 2013 01/31/2008 - 20000 SHS | 19,978. | 20,983. |
| AT&T CORP 6.7% NOV 15 2013 DTD 11/17/2008 - 5000 SHS | 5,742. | 5,604. |
| GOLDMAN SACHS GROUP INC SR NTS 7 1/2% FEB 15 2019 - 15000 SHS | 15,880. | 17,719. |
| SIMON PROPERTY GROUP LP SR NTS 10.35% APR 01 2019 - 10000 SHS | 14,019. | 14,094. |
| DELL INC 5.65% APR 15 2018 DTD 10/15/2008 - 10000 SHS | 10,665. | 11,393. |
| AFLAC INC SR NTS 8 1/2% MAY 15 2019 DTD 05/21/2009 - 10000 SHS | 12,733. | 12,629. |
| EBAY INC 3 1/4% OCT 15 2020 DTD 10/28/2010 - 10000 SHS | 9,411. | 9,672. |
| DB 95% PPN FX BASKET 2/1/13 | 85,000. | 85,000. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 3,617,102. | 3,719,259. |

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 9

| RECIPIENT NAME AND ADDRESS | RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT | RECIPIENT STATUS | AMOUNT |
|---|---|---|---|
| HESHIMA KENYA, INC.<br>P.O. BOX 408077 CHICAGO, IL 60640 | NONE<br>GIRLS EMPOWERMENT PROGRAM | PUBLIC CHARITY | 5,000. |
| SEVEN GENERATIONS AHEAD<br>642 S LOMBARD AVE OAK PARK, IL 60304 | NONE<br>PROGRAM SUPPORT | PUBLIC CHARITY | 5,000. |
| RANGE OF MOTION PROJECT<br>P.O. BOX 1084 DEERFIELD, IL 60015 | NONE<br>PROGRAM SUPPORT | PUBLIC CHARITY | 7,245. |
| CAUSES FOR CHANGE INTERNATIONAL<br>6033 N SHERIDAN RD, #14F<br>CHICAGO, IL 60660 | NONE<br>PROGRAM SUPPORT | PUBLIC CHARITY | 5,000. |
| MOMENTA, INC.<br>605 LAKE ST OAK PARK, IL 60302 | NONE<br>PROGRAM SUPPORT | PUBLIC CHARITY | 5,000. |
| OAK PARK RIVER FOREST FOOD PANTRY<br>848 LAKE ST OAK PARK, IL 60301 | NONE<br>PROGRAM SUPPORT | PUBLIC CHARITY | 5,000. |
| CHICAGO PUBLIC MEDIA, INC.<br>848 E GRAND AVE; NAVY PIER<br>CHICAGO, IL 60611 | NONE<br>PROGRAM SUPPORT | PUBLIC CHARITY | 50,000. |
| DOCTORS WITHOUT BORDERS USA, INC.<br>333 7TH AVE., 2ND FL NEW YORK, NY 10001 | NONE<br>PROGRAM SUPPORT | PUBLIC CHARITY | 5,000. |

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| HUMAN RIGHTS CAMPAIGN FOUNDATION (HRC)<br>1640 RHODE ISLAND AVE NW<br>WASHINGTON, DC 20036 | NONE<br>PROGRAM SUPPORT | PUBLIC CHARITY | 5,000. |
| PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.<br>434 W 33RD ST., #12 NEW YORK, NY 10001 | NONE<br>PLANNED PARENTHOOD INDIANA | PUBLIC CHARITY | 5,000. |
| CARTER CENTER, INC.<br>ONE COPENHILL; 453 FREEDOM PKWY<br>ATLANTA, GA 30307 | NONE<br>PROGRAM SUPPORT | PUBLIC CHARITY | 5,000. |
| GROWING POWER, INC<br>5500 W SILVER SPRING DR<br>MILWAUKEE, WI 53218 | NONE<br>PROGRAM SUPPORT | PUBLIC CHARITY | 5,000. |
| CHICAGO ACADEMY OF SCIENCES<br>2430 N CANNON DR CHICAGO, IL 60614 | NONE<br>PEGGY NOTEBAERT NATURAL MUSEUM | PUBLIC CHARITY | 5,000. |
| EDUCATION AND HOPE<br>P.O. BOX 486 NORWALK, CT 06856 | NONE<br>PROGRAM SUPPORT | PUBLIC CHARITY | 30,000. |
| FOUNDATION FOR NATIONAL PROGRESS<br>222 SUTTER ST., 6TH FL SAN FRANCISCO, CA 94108 | NONE<br>PROGRAM SUPPORT | PUBLIC CHARITY | 50,000. |
| NAPERVILLE SUNRISE FOUNDATION<br>P.O. BOX 5586 NAPERVILLE, IL 60567 | NONE<br>PROGRAM SUPPORT | PUBLIC CHARITY | 5,000. |
| SHARE YOUR SOLES<br>5623 W 115TH ST ALSIP, IL 60803 | NONE<br>PROGRAM SUPPORT | PUBLIC CHARITY | 5,000. |
| FOUNDATION FOR PRADER WILLI RESEARCH<br>5455 WILSHIRE BLVD, STE 2020<br>LOS ANGELES, CA 90036 | NONE<br>PROGRAM SUPPORT | PUBLIC CHARITY | 5,000. |

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| OAK PARK-RIVER FOREST SOCCER CLUB, INC.<br>P.O. BOX 5544 RIVER FOREST, IL 60305 | NONE<br>SCHOLARSHIPS | PUBLIC CHARITY | 3,150. |
| TOTAL TO FORM 990-PF, PART XV, LINE 3A | | | 210,395. |