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 11/01 **, 2010, and ending** 10/31 **, 20** 11

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
ARIA FOUNDATION
C/O ELLIOTT M. FRIEDMAN

A Employer identification number
13-3603275

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1313 WEST 175TH STREET

B Telephone number (see page 10 of the instructions)
(708) 799-6800

City or town, state, and ZIP code
HOMEWOOD, IL 60430

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 37,866,175.

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0.			
	2	Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	854,489.	854,489.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	734,554.			
	b	Gross sales price for all assets on line 6a 7,656,922.				
	7	Capital gain net income (from Part IV, line 2)		734,554.		
	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)	3,548.	3,548.		ATCH 1
	12	**Total.** Add lines 1 through 11	1,592,591.	1,592,591.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) ATCH 2	6,900.	0.	0.	6,900.
	b	Accounting fees (attach schedule) ATCH 3	19,250.	9,625.	0.	9,625.
	c	Other professional fees (attach schedule) *	156,680.	156,389.		291.
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) **	3,584.	3,584.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 6	143,702.	139,457.		4,000.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	330,116.	309,055.	0.	20,816.
	25	Contributions, gifts, grants paid	3,034,167.			3,034,167.
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,364,283.	309,055.	0.	3,054,983.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	-1,771,692.			
	b	**Net investment income** (if negative, enter -0-)		1,283,536.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	2,454,215.	500,265.	500,265.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 7	2,931,845.	1,937,970.	1,915,119.
c	Investments - corporate bonds (attach schedule) ATCH 8	950,000.	570,000.	589,386.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 9	27,781,582.	29,337,715.	34,861,405.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	34,117,642.	32,345,950.	37,866,175.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		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. ▶ X			
27	Capital stock, trust principal, or current funds	7,781,377.	7,781,377.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	26,336,265.	24,564,573.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	34,117,642.	32,345,950.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	34,117,642.	32,345,950.	

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	34,117,642.
2	Enter amount from Part I, line 27a	2	-1,771,692.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	32,345,950.
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	32,345,950.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	734,554.
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	95,823.

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	2,607,508.	36,378,319.	0.071678
2008	1,943,711.	33,663,330.	0.057740
2007	2,295,690.	45,010,928.	0.051003
2006	1,683,912.	40,795,211.	0.041277
2005	414,654.	41,689,764.	0.009946

2	**Total** of line 1, column (d)	2	0.231644
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.046329
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	38,235,740.
5	Multiply line 4 by line 3	5	1,771,424.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,835.
7	Add lines 5 and 6	7	1,784,259.
8	Enter qualifying distributions from Part XII, line 4	8	3,054,983.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	12,835.
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	12,835.
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	12,835.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 32,242.		
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	32,242.
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	19,407.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 19,407. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ ELLIOTT M. FRIEDMAN 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

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

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

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

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

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

				Yes	No
5a During the year did the foundation pay or incur any amount to					
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes	☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?			5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☒					
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☒ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)					
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b		X
If "Yes" to 6b, file Form 8870					
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b		X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 10		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

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

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

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	37,419,508.
b	Average of monthly cash balances	1b	1,398,502.
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	38,818,010.
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	38,818,010.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	582,270.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	38,235,740.
6	**Minimum investment return.** Enter 5% of line 5	6	1,911,787.

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	1,911,787.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	12,835.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	12,835.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,898,952.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,898,952.
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	1,898,952.

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	3,054,983.
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	3,054,983.
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	12,835.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,042,148.

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				1,898,952.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			793,981.	
b Total for prior years 20 08 ,20 07 ,20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009 — 0.				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 3,054,983.				
a Applied to 2009, but not more than line 2a			793,981.	
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				1,898,952.
e Remaining amount distributed out of corpus	362,050.			
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	362,050.			
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)				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	362,050.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009 — 0.				
e Excess from 2010 — 362,050.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

ATTACHMENT 11

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

ATTACHMENT 12

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 13				
Total ▶ 3a				3,034,167.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	854,489.	
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			14	3,548.	
8 Gain or (loss) from sales of assets other than inventory			18	734,554.	
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)				1,592,591.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,592,591.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee — Date 8/9/12 — Title Director

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Troy J. Gass		8/9/12		P00294145

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

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					528.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-2,471.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					69,667.	
		WENTWORTH - SEE STATEMENT ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
1,162,919.		1,003,204.					159,715.	
		SCHWAB - SEE STATEMENT ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
1,195,750.		1,100,455.					95,295.	
		SCHWAB - SEE STATEMENT ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
5,230,529.		4,818,709.					411,820.	
TOTAL GAIN(LOSS)							734,554.	

ARIA FOUNDATION | **13-3603275**

FORM 990-PF PART IV - CAPITAL GAINS & LOSSES

ACCOUNT	**SHORT TERM**	**LONG TERM**	**TOTAL**
WENTWORTH (SEE STATEMENT ATTACHED)	-	159,715.76	159,715.76
SCHWAB BROKERAGE (SEE STATEMENT ATTACHED)	95,294.26	411,820.29	507,114.55
CHARLES SCHWAB BROKERAGE - CAPITAL GAIN DIVIDENDS	-	69,667.16	69,667.16
ALBRIGHT VENTURES, LLC (PER K-1)	528 00	(2,471 00)	(1,943.00)
	$ 95,822	**$ 638,732**	**$ 734,554**

TAX PREPARER: 5
TRUST ADMINISTRATOR: 19
INVESTMENT OFFICER: 160

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
475.0000 AGRIUM INC COMMON STOCK - 008916108 - MINOR = 43						
SOLD		11/23/2010	38017.83			
ACQ	475.0000	12/11/2008	38017.83	15185.65	22832.18	LT15
300.0000 AXA SA SPONSORED ADR - 054536107 - MINOR = 44						
SOLD		11/23/2010	4862.91			
ACQ	260.0000	04/19/2006	4214.52	9174.13	-4959.61	LT15
	40.0000	05/16/2006	648.39	1458.38	-809.99	LT15
350.0000 BAE SYS PLC SPONSORED ADR - 05523R107 - MINOR = 44						
SOLD		11/23/2010	7475.87			
ACQ	275.0000	04/19/2006	5873.90	8381.04	-2507.14	LT15
	75.0000	05/16/2006	1601.97	2287.50	-685.53	LT15
300.0000 BAE SYS PLC SPONSORED ADR - 05523R107 - MINOR = 44						
SOLD		12/06/2010	6091.61			
ACQ	175.0000	05/16/2006	3553.44	5337.50	-1784.06	LT15
	125.0000	06/26/2008	2538.17	4155.00	-1616.83	LT15
150.0000 BAE SYS PLC SPONSORED ADR - 05523R107 - MINOR = 44						
SOLD		12/07/2010	3058.75			
ACQ	150.0000	06/26/2008	3058.75	4986.00	-1927.25	LT15
500.0000 BASF AG SPONSORED ADR - 055262505 - MINOR = 44						
SOLD		11/23/2010	38054.35			
ACQ	285.0000	04/19/2006	21690.98	11558.53	10132.45	LT15
	215.0000	05/16/2006	16363.37	9058.41	7304.96	LT15
1100.0000 BHP LTD SPONSORED ADR - 088606108 - MINOR = 44						
SOLD		11/23/2010	91873.85			
ACQ	790.0000	04/19/2006	65982.13	37155.99	28826.14	LT15
	310.0000	05/16/2006	25891.72	14089.50	11802.22	LT15
425.0000 BRITISH AMERN TOB PLC SPONSORED ADR - 110448107 - MINOR = 44						
SOLD		11/23/2010	32060.13			
ACQ	425.0000	12/24/2007	32060.13	33805.77	-1745.64	LT15
350.0000 BROOKFIELD ASSET MANAGE-CL A - 112585104 - MINOR = 43						
SOLD		11/23/2010	10321.18			
ACQ	257.0000	04/19/2006	7578.70	7041.47	537.23	LT15
	93.0000	05/16/2006	2742.48	2574.24	168.24	LT15
475.0000 CANADIAN NATIONAL RAILWAY CO COMMON STOCK - 136375102 - MINOR = 44						
SOLD		11/23/2010	29788.31			
ACQ	475.0000	04/19/2006	29788.31	22648.38	7139.93	LT15
625.0000 CANADIAN NATURAL RESOURCES LTD COMMON STOCK - 136385101 - MINOR = 54						
SOLD		11/23/2010	23950.40			
ACQ	160.0000	04/19/2006	6131.30	5111.54	1019.76	LT15
	200.0000	05/16/2006	7664.13	5505.00	2159.13	LT15
	265.0000	09/21/2007	10154.97	10192.87	-37.90	LT15
675.0000 CANADIAN PACIFIC RAILWAY LTD COMMON STOCK - 13645T100 - MINOR = 43						
SOLD		11/23/2010	42963.83			
ACQ	650.0000	06/20/2008	41372.58	42533.92	-1161.34	LT15
	25.0000	06/20/2008	1591.25	1635.92	-44.67	LT-W
575.0000 DANONE-SPONS ADR - 23636T100 - MINOR = 44						
SOLD		11/23/2010	7043.63			
ACQ	575.0000	04/20/2006	7043.63	7618.86	-575.23	LT15
325.0000 DIAGEO PLC SPONSORED ADR NEW - 25243Q205 - MINOR = 44						
SOLD		11/23/2010	23956.41			
ACQ	325.0000	12/22/2006	23956.41	25421.20	-1464.79	LT15
275.0000 MANULIFE FINL CORP COMMON STOCK - 56501R106 - MINOR = 43						
SOLD		11/23/2010	3905.48			
ACQ	150.0000	04/19/2006	2130.26	4819.50	-2689.24	LT15
	125.0000	05/16/2006	1775.22	4128.13	-2352.91	LT15
1150.0000 NESTLE S A SPONSORED ADR REPST REG SHARES - 641069406 - MINOR = 44						
SOLD		11/23/2010	63225.93			
ACQ	1150.0000	04/19/2006	63225.93	34931.34	28294.59	LT15
275.0000 NOVARTIS AG SPONSORED ADR - 66987V109 - MINOR = 3161						
SOLD		11/23/2010	15155.40			
ACQ	275.0000	04/19/2006	15155.40	15656.30	-500.90	LT15
725.0000 POTASH CORP SASK INC COMMON STOCK - 73755L107 - MINOR = 43						
SOLD		11/23/2010	101542.29			
ACQ	565.0000	04/19/2006	79132.96	17159.65	61973.31	LT15
	160.0000	05/16/2006	22409.33	5180.98	17228.35	LT15
150.0000 RWE AKTIENGESELLSCHAF SPON ADR REPSTG 1/10TH SHR - 74975E303 - MINOR = 44						
SOLD		11/23/2010	9763.33			
ACQ	110.0000	04/19/2006	7159.78	9814.63	-2654.85	LT15
	40.0000	05/16/2006	2603.55	3392.00	-788.45	LT15
185.0000 RWE AKTIENGESELLSCHAF SPON ADR REPSTG 1/10TH SHR - 74975E303 - MINOR = 44						
SOLD		12/06/2010	11848.44			
ACQ	60.0000	05/16/2006	3842.74	5088.00	-1245.26	LT15
	125.0000	06/26/2008	8005.70	15480.00	-7474.30	LT15
1175.0000 RIO TINTO PLC SPONSORED ADR - 767204100 - MINOR = 44						
SOLD		11/23/2010	76423.64			
ACQ	1160.0000	04/19/2006	75448.02	66757.04	8690.98	LT15
	15.0000	05/16/2006	975.62	860.74	114.88	LT15
1025.0000 SCHLUMBERGER LTD COMMON STOCK - 806857108 - MINOR = 5020						
SOLD		11/23/2010	76640.10			
ACQ	1025.0000	04/19/2006	76640.10	68850.38	7789.72	LT15
1275.0000 SUNCOR ENERGY INC - 867224107 - MINOR = 54						
SOLD		11/23/2010	42453.08			
ACQ	1275.0000	09/21/2007	42453.08	60792.13	-18339.05	LT15

ACCT L718 110011093905
FROM 11/01/2010
TO 10/31/2011

BMO HARRIS BANK N.A
STATEMENT OF CAPITAL GAINS AND LOSSES
ARIA FOUNDATION- WENTWORTH

RUN 11/08/2011
02:39:13 PM

TRUST YEAR ENDING 10/31/2011

TAX PREPARER: S
TRUST ADMINISTRATOR: 19
INVESTMENT OFFICER: 160

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
625.0000 TALISMAN ENERGY INC COMMON STOCK - 87425E103 - MINOR = 43						
SOLD		11/23/2010	11907.10			
ACQ	625.0000	04/19/2006	11907.10	12702.08	-794.98	LT15
775.0000 TENARIS SA-ADR - 88031M109 - MINOR = 44						
SOLD		11/23/2010	33465.25			
ACQ	575.0000	04/19/2006	24829.06	25967.04	-1137.98	LT15
	200.0000	05/16/2006	8636.19	7905.58	730.61	LT15
900.0000 UNILEVER N V SPONSORED ADR - 904784709 - MINOR = 44						
SOLD		11/23/2010	26672.30			
ACQ	900.0000	12/27/2007	26672.30	33412.05	-6739.75	LT15
2800.0000 VALE S.A. ADR - 91912E105 - MINOR = 44						
SOLD		11/23/2010	88582.10			
ACQ	2420.0000	04/19/2006	76560.24	30404.28	46155.96	LT15
	380.0000	05/16/2006	12021.86	4825.05	7196.81	LT15
175.0000 YARA INTERNATIONAL SPNS ADR - 984851204 - MINOR = 44						
SOLD		11/23/2010	8494.35			
ACQ	175.0000	04/19/2006	8494.35	2835.00	5659.35	LT15
575.0000 COOPER INDUSTRIES PLC - G24140108 - MINOR = 54						
SOLD		11/23/2010	29984.94			
ACQ	550.0000	04/19/2006	28681.25	21,618.46	7062.79	LT15
	25.0000	05/16/2006	1303.69	1135.63	168.06	LT15
600.0000 INGERSOLL-RAND PLC - G47791101 - MINOR = 54						
SOLD		11/23/2010	23991.55			
ACQ	375.0000	04/19/2006	14994.72	19135.25	-4140.53	LT15
	225.0000	05/16/2006	8996.83	10525.28	-1528.45	LT15
CHANGED 02/08/11 BTO PREP NOTE EXISTS						
275.0000 PARTNERRE HOLDINGS LTD COMMON STOCK - G6852T105 - MINOR = 43						
SOLD		11/23/2010	21317.08			
ACQ	275.0000	04/19/2006	21317.08	16554.01	4763.07	LT15
2175.0000 WEATHERFORD INTNTL LTD - H27013103 - MINOR = 54						
SOLD		11/23/2010	43219.34			
ACQ	1580.0000	04/19/2006	31396.12	38338.15	-6942.03	LT15
	595.0000	05/16/2006	11823.22	15870.11	-4046.89	LT15
1600.0000 NOBLE CORP - H5833N103 - MINOR = 54						
SOLD		11/23/2010	56330.72			
ACQ	1600.0000	04/19/2006	56330.72	67884.19	-11553.47	LT15
675.0000 TRANSOCEAN LTD - H8817H100 - MINOR = 54						
SOLD		11/23/2010	44993.85			
ACQ	299.6090	04/19/2006	19971.20	30,120.69	-10,149.49	LT15
	.7010	04/19/2006	46.73	75.14	- 28.41	LT15
	279.8400	05/16/2006	18653.45	29,994.58	- 11,341.13	LT15
	94.8500	05/16/2006	6322.47	10,166.47	- 3,884.00	LT15
325.0000 UBS AG - H89231338 - MINOR = 54						
SOLD		11/23/2010	5128.41			
ACQ	325.0000	04/19/2006	5128.41	21,092.17	-15,963.76	LT15
100.0000 CORE LABORATORIES N V COMMON STOCK - N22717107 - MINOR = 43						
SOLD		11/23/2010	8355.85			
ACQ	100.0000	04/19/2006	8355.85	2815.00	5540.85	LT15
		TOTALS	1162919.59	1,003,203.83		

QTY	DESCRIPTION	DATE ACQUIRED	SALE DATE	PROCEED	BASIS	TOTAL GAIN	LT	ST
95,000 00	ALLSTATE BANK 3 75XXX**MATURED** DUE 11/19/10	11/12/2008	11/19/2010	95,000 00	95,000 00	-	-	
95,000 00	BANK WIS DELLS 4XXX**MATURED** DUE 11/19/10	11/12/2008	11/19/2010	95,000 00	95,000 00	-	-	
229 062	BLACKROCK INTL OPPTY I	12/14/2010	3/23/2011	8,042.12	7,930 12	112 00		112 00
10,678 663	BLACKROCK INTL OPPTY I	7/26/2010	3/23/2011	374,916 40	325,806 00	49,110 40		49,110 40
10,665 271	BLACKROCK INTL OPPTY I	12/21/2009	3/23/2011	374,446 22	331,050 00	43,396 22	43,396 22	
11.380	BLACKROCK INTL OPPTY I	12/14/2009	3/23/2011	399 54	360 17	39 37	39 37	
780 031	BLACKROCK INTL OPPTY I	11/24/2009	3/23/2011	27,386 05	25,000 00	2,386 05	2,386.05	
453 196	DODGE & COX INTL STOCK FUND	12/21/2010	3/23/2011	16,246 75	16,029 53	217.22		217.22
32,382 890	DODGE & COX INTL STOCK FUND	12/21/2009	3/23/2011	1,160,902 93	1,012,612 97	148,289 96	148,289 96	
11,648 436	DODGE & COX INTL STOCK FUND	7/26/2010	11/29/2010	394,416 05	365,527 93	28,888.12		28,888.12
10 879	DODGE & COX INTL STOCK FUND	12/21/2009	11/29/2010	368 36	340 20	28 16		28.16
943 461	DODGE & COX INTL STOCK FUND	12/21/2009	11/29/2010	31,945 59	29,502.03	2,443 56		2,443 56
95,000.00	GMAC BANK UT N A 4 25XXX**MATURED** DUE 11/19/10	11/12/2008	11/19/2010	95,000 00	95,000 00	-	-	
95,000 00	INVESTORS CMNTY BK 4XXX**MATURED** DUE 11/24/10	11/12/2008	11/24/2010	95,000 00	95,000 00	-	-	
100 00	ISHARES MSCI BRAZIL INDXBRAZIL FREE INDEX FUND	10/27/2009	3/31/2011	7,758 68	7,170 06	588.62	588 62	
1,500 00	ISHARES MSCI BRAZIL INDXBRAZIL FREE INDEX FUND	10/27/2009	3/31/2011	116,381 48	107,550 83	8,830 65	8,830 65	
300 00	ISHARES MSCI BRAZIL INDXBRAZIL FREE INDEX FUND	10/27/2009	3/31/2011	23,276.08	21,510 17	1,765 91	1,765 91	
100 00	ISHARES MSCI BRAZIL INDXBRAZIL FREE INDEX FUND	10/27/2009	3/31/2011	7,758 70	7,170 06	588 64	588.64	
800 00	ISHARES MSCI BRAZIL INDXBRAZIL FREE INDEX FUND	10/27/2009	3/31/2011	62,070.12	57,360 45	4,709 67	4,709 67	
100 00	ISHARES MSCI BRAZIL INDXBRAZIL FREE INDEX FUND	10/27/2009	3/31/2011	7,758 71	7,170 06	588 65	588 65	
1,500 00	ISHARES MSCI BRAZIL INDXBRAZIL FREE INDEX FUND	10/27/2009	3/31/2011	116,381 47	107,550 83	8,830 64	8,830 64	
394 00	ISHARES MSCI BRAZIL INDXBRAZIL FREE INDEX FUND	10/27/2009	3/31/2011	30,569 13	28,250 02	2,319 11	2,319.11	
4,365 00	ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD	9/16/2010	3/23/2011	203,836 92	187,956 90	15,880 02		15,880 02
100 00	ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD	11/24/2009	3/23/2011	4,669 80	4,109 85	559.95	559.95	
200 00	ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD	11/24/2009	3/23/2011	9,339 61	8,219 72	1,119 89	1,119.89	
200 00	ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD	11/24/2009	3/23/2011	9,339 61	8,219.70	1,119 91	1,119 91	
205.00	ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD	11/24/2009	3/23/2011	9,573 10	8,410.95	1,162 15	1,162.15	
207 00	ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD	11/24/2009	3/23/2011	9,666 49	8,511.72	1,154 77	1,154.77	
393 00	ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD	11/24/2009	3/23/2011	18,352 33	16,159 92	2,192 41	2,192 41	
500 00	ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD	11/24/2009	3/23/2011	23,349 02	20,549.50	2,799.52	2,799 52	
500 00	ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD	11/24/2009	3/23/2011	23,349 02	20,549 50	2,799 52	2,799 52	
700 00	ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD	11/24/2009	3/23/2011	32,688 62	28,783 30	3,905 32	3,905 32	
1,000 00	ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD	11/24/2009	3/23/2011	46,698 03	41,029 00	5,669 03	5,669 03	
735 249	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	8/23/2011	9/12/2011	$10,785 88	$10,896 39	(110 51)		(110 51)
691 003	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	7/26/2011	9/12/2011	$10,136 80	$10,724 37	(587.57)		(587 57)
693 126	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	6/21/2011	9/12/2011	$10,167 94	$10,584 03	(416 09)		(416 09)
695 267	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	5/24/2011	9/12/2011	$10,199.35	$10,734 92	(535 57)		(535 57)
682 846	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	4/26/2011	9/12/2011	$10,017 14	$10,549 97	(532.83)		(532 83)
702 182	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	3/22/2011	9/12/2011	$10,300 79	$10,546 77	(245 98)		(245 98)
726 891	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	2/22/2011	9/12/2011	$10,663 27	$10,903 36	(240.09)		(240 09)
722 296	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	1/25/2011	9/12/2011	$10,595 86	$10,791 10	(195 24)		(195 24)
1,005 773	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	12/21/2010	9/12/2011	$14,754 38	$14,684 29	70 09		70 09
696 428	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	11/23/2010	9/12/2011	$10,216 38	$10,223 57	(7 19)		(7 19)
11,262 126	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	6/28/2010	9/12/2011	$165,211 92	$157,895 00	7,316.92	7,316 92	
774 641	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	6/22/2010	9/12/2011	$11,363 74	$10,868 22	495 52	495.52	
713 569	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	2/23/2010	9/12/2011	$10,467 84	$9,890 06	577 78	577 78	
5,876 091	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	2/16/2010	9/12/2011	$86,200 45	$81,383 86	4,816 59	4,816 59	
656 860	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	1/26/2010	9/12/2011	$9,635.93	$9,117 22	518 71	518 71	
51,233 069	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	1/7/2010	9/12/2011	$751,573 33	$720,336 96	31,236 37	31,236 37	
400 00	SPDR GOLD TRUST SPDR GOLD SHARES	1/30/2008	11/30/2010	54,259 48	36,300 38	17,959 10	17,959 10	
100 00	SPDR GOLD TRUST SPDR GOLD SHARES	1/30/2008	11/30/2010	13,564 85	9,075 10	4,489 75	4,489 75	
400 00	SPDR GOLD TRUST SPDR GOLD SHARES	11/1/2007	11/30/2010	54,259 48	31,244 27	23,015 21	23,015 21	

QTY	DESCRIPTION	DATE ACQUIRED	SALE DATE	PROCEED	BASIS	TOTAL GAIN	LT	ST
50 00	SPDR GOLD TRUST SPDR GOLD SHARES	1/30/2008	11/30/2010	6,782 39	4,537 54	2,244 85	2,244 85	
1,865 00	SPDR GOLD TRUST SPDR GOLD SHARES	1/30/2008	11/30/2010	252,982 97	169,250 53	83,732 44	83,732 44	
1,425 00	SPDR GOLD TRUST SPDR GOLD SHARES	11/1/2007	11/30/2010	193,297 98	111,307 69	81,990 29	81,990 29	
100 00	SPDR GOLD TRUST SPDR GOLD SHARES	1/30/2008	11/30/2010	13,564 87	9,075 10	4,489 77	4,489 77	
100 00	SPDR GOLD TRUST SPDR GOLD SHARES	1/30/2008	11/30/2010	13,564 82	9,075 10	4,489 72	4,489 72	
3,561 254	T ROWE PRICE AFRICA & MIDDLE EAST FD	11/24/2009	6/28/2011	$25,247 54	$25,000 00	247 54	247.54	
8,507 463	T ROWE PRICE AFRICA & MIDDLE EAST FD	11/30/2009	6/28/2011	$60,313 73	$57,000 00	3,313.73	3,313 73	
267 402	T ROWE PRICE AFRICA & MIDDLE EAST FD	12/16/2009	6/28/2011	$1,895.75	$1,810 31	85 44	85.44	
13,984 467	T ROWE PRICE AFRICA & MIDDLE EAST FD	12/21/2009	6/28/2011	$99,143 01	$94,535 00	4,608 01	4,608 01	
21,545 513	T ROWE PRICE AFRICA & MIDDLE EAST FD	4/15/2010	6/28/2011	$152,747 11	$168,055 00	(15,307 89)	(15,307.89)	
254 268	T ROWE PRICE AFRICA & MIDDLE EAST FD	12/16/2010	6/28/2011	$1,802 64	$1,914.64	(112 00)		(112 00)
762 806	T ROWE PRICE AFRICA & MIDDLE EAST FD	12/16/2010	6/28/2011	$5,407 92	$5,743 93	(336 01)		(336 01)
6,244 893	VANGUARD ENERGY FUND ADMIRAL SHARE	1/31/2008	12/23/2010	$751,697 77	$844,934 02	(93,236 25)	(93,236 25)	
5 309	VANGUARD ENERGY FUND ADMIRAL SHARE	3/20/2009	12/23/2010	$639.04	$718 31	(79 27)	(79 27)	
98 363	VANGUARD ENERGY FUND ADMIRAL SHARE	12/30/2009	12/23/2010	$11,839 95	$11,169 11	670 84		670.84
8 369	VANGUARD ENERGY FUND ADMIRAL SHARE	3/22/2010	12/23/2010	$1,007 38	$926 89	80 49		80.49
34 853	VANGUARD ENERGY FUND ADMIRAL SHARE	3/22/2010	12/23/2010	$4,195 26	$3,859 93	335 33		335 33
26 250	VANGUARD ENERGY FUND ADMIRAL SHARE	12/16/2010	12/23/2010	$3,159 71	$3,087 23	72 48		72 48
103 206	VANGUARD ENERGY FUND ADMIRAL SHARE	12/16/2010	12/23/2010	$12,422.91	$12,138 00	284 91		284.91
152 064	VANGUARD ENERGY FUND ADMIRAL SHARE	12/16/2010	12/23/2010	$18,303 94	$17,884 22	419 72		419 72
				6,426,278.43	**5,919,163.88**	**507,114.55**	**411,820.29**	**95,294.26**
		SHORT TERM		1,195,749 69	1,100,455 43	95,294 26		
		LONG TERM		5,230,528 74	4,818,708 45	411,820 29		

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ALBRIGHT VENTURES - LINE 1 ORD INCOME	2,061.	2,061.
ALBRIGHT VENTURES - LINE 11A	1,486.	1,486.
ALBRIGHT VENTURES - LINE 11F	1.	1.
TOTALS	3,548.	3,548.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	6,900.			6,900.
TOTALS	6,900.	0.	0.	6,900.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FRIEDMAN & HUEY ASSOCIATES LLP	19,250.	9,625.		9,625.
TOTALS	19,250.	9,625.	0.	9,625.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MANAGEMENT/ADVISORY FEES	156,349.	156,349.	0.
REGISTERED AGENT FEE (VT)	291.	0.	291.
BANK FEES	40.	40.	0.
TOTALS	156,680.	156,389.	291.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID		3,584.	3,584.
	TOTALS	3,584.	3,584.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ALBRIGHT VENTURES-LINES 13 JKW	112,325.	112,325.	
ALBRIGHT VENTURES-LINE 18 C	245.	0.	
ALBRIGHT VENTURES-LINE 13 A	28.	28.	
RESOURCE GENERATION (REG FEES)	4,000.	0.	4,000.
MPM BIOVENTURES-LINES 13 JKW	27,084.	27,084.	
JABCAP EMEA FEE	20.	20.	
TOTALS	143,702.	139,457.	4,000.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE STATEMENT ATTACHED	1,937,970.	1,915,119.
TOTALS	1,937,970.	1,915,119.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE STATEMENT ATTACHED	570,000.	589,386.
TOTALS	570,000.	589,386.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE STATEMENT ATTACHED	29,337,715.	34,861,405.
TOTALS	29,337,715.	34,861,405.

ARIA FOUNDATION Y/E 10/31/11 13-3603275		
	BASIS END	**MKT VAL**
FORM 990-PF PART II LINES 10 b INVESTMENTS - CORPORATE STOCK	**OF YEAR**	**END OF YEAR**
CHARLES SCHWAB ACCOUNT (SEE STATEMENT ATTACHED)	314,225.59	532,264 79
WENTWORTH (SEE STATEMENT ATTACHED)	1,623,744.69	1,382,854 60
	1,937,970 28	1,915,119 39
	BASIS END	**MKT VAL**
FORM 990-PF PART II LINES 10 c INVESTMENTS - BONDS	**OF YEAR**	**END OF YEAR**
CHARLES SCHWAB ACCOUNT (SEE STATEMENT ATTACHED)	570,000 00	589,385.70
	570,000.00	589,385.70
	BASIS END	**MKT VAL**
FORM 990-PF PART II LINE 13, INVESTMENTS - OTHER	**OF YEAR**	**END OF YEAR**
CHARLES SCHWAB ACCOUNT (SEE STATEMENT ATTACHED)	24,123,081 51	29,199,350 39
LIONGATE	900,000 00	862,282.00
PRISMA	900,000 00	886,084 00
MPM BIOVENTURES V	352,485 00	284,712 00
ALBRIGHT VENTURES LLC	2,062,884 14	2,762,097 00
NEW RESOURCE BANK	199,284.04	199,993.00
SKOPOS	400,000 00	289,553 00
JABCAP EMEA	399,980.00	377,334 00
	29,337,714 69	34,861,405 39

ARIA FOUNDATION 13-3603275

CHARLES SCHWAB Y/E 10/31/2011

STOCKS

# SHARES	DESCRIPTION	10/31/2011 COST BASIS	10/31/2011 FMV
8,035.3984	KINDER MORGAN MGMT LLC	314,225 59	532,264 79
		$ 314,225.59	$ 532,264 79

CERTIFICATES OF DEPOSIT

QUANTITY	DESCRIPTION	10/31/2011 BOOK BASIS	10/31/2011 FMV
95,000.00	ALLSTATE BANK VERNON HILLS IL 4 35% DUE 11/19/12	95,000 00	98,588 15
95,000 00	CAPITAL ONE BANK NA MCLEAN VA 4.65% DUE 11/19/12	95,000 00	98,883 60
95,000 00	CAPITAL ONE BANK USA NA GLEN ALLEN VA 4 65% DUE 11/19/12	95,000.00	98,883 60
95,000 00	DISCOVER BANK GREENWOOD DE 4 6% DUE 11/19/12	95,000 00	98,834 20
95,000 00	DORAL BANK CATANO PR 4 7% DUE 11/25/11	95,000 00	95,248 90
95,000 00	SALLIE MAE BANK 4 7% DUE 11/21/12	95,000.00	98,947 25
		$ 570,000 00	$ 589,385 70

MUTUAL FUNDS / OTHER INVESTMENTS

# SHARES	DESCRIPTION	10/31/2011 BOOK BASIS	10/31/2011 FMV
56,033 977	ALLIANZ NFJ INTL VALUE INST	1,192,848.42	1,060,162.84
103,710 996	DOUBLELINE TOTAL RETURN BD FD CL I	1,168,689 65	1,152,229 17
2,275	ETFS PHYS PLATINUM ETF	363,315 23	360,428 25
8,323 142	FRANKLIN GOLD & PRECIOUS	406,609.79	376,871 87
46,402 433	FRANKLIN INTL SMALL CAP GROWTH FD	781,905.00	694,644 42
11,568 123	HARTFORD CAPITAL APPR FUND CL I	365,000.00	354,100.25
8,905 49	ING RUSSIA FUND CL A	390,951.00	298,512 02
4,795	ISHARES MSCI EMRG MKT	196,698 71	195,707 93
7,155	ISHARES TR MSCI EAFE	395,408 41	374,778 90
114,232 025	LATEEF I	1,041,565 00	1,183,443 78
44,526 16	LOOMIS SAYLES GLOBAL BOND	692,164 87	759,171 03
78,573 862	LOOMIS SAYLES STRATEGIC	1,081,657 08	1,171,536 28
18,200	MARKET VECTORS ETF TRUST	778,917.87	910,546 00
9,620 169	MATTHEWS PACIFIC TIGER FUND	179,842 37	209,815 89
25,843 353	OPPENHEIMER DEVELOPING MARKETS	715,066.54	825,953 56
41,215 242	PIMCO FOREIGN BOND	437,305 69	464,083 62
205,872 216	PIMCO TOTAL RETURN	2,242,877 56	2,246,065 88
56,490 981	SNOW CAPITAL OPPTY I	1,066,646 94	1,009,493 83
44,685 0000	SPDR GOLD TRUST	2,865,269 28	7,477,587.90
30,536 0000	SPDR S&P OIL & GAS EXPL PRODUCTION	1,534,828 73	1,644,363 60
269,851 0070	TEMPLETON GLOBAL BOND	3,496,564 45	3,570,128 82
14,506 568	VAN ECK GLOBAL HARD ASSETS FD CL I	762,030 00	698,781 38
75,375 0650	VANGUARD GNMA FUND	803,358 19	838,924 47
17,355.7690	VANGUARD PRECIOUS METALS	385,063 31	419,141 82
14,046 0000	VANUGARD TOTAL STOCK MKT	778,497.42	902,876 88
		$ 24,123,081 51	$ 29,199,350 39

TOTAL		***$ 25,007,307.10***	***$ 30,321,000.88***

• *Details of assets in your account*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CASH & SHORT-TERM								
CASH		219.480	1.0000	219.48	219.48	0.00	0 00	0 00%
TOTAL CASH & SHORT-TERM				**$219.48**	**$219.48**	**$0.00**	**$0.00**	**.00%**
H & SHORT-TERM								
VIRTUS INSIGHT GOVERNMENT MONEY MARKET FUND I		90,240 030	1.0000	90,240.03	90,240 03	0.00	9.02	0.01%
TOTAL CASH & SHORT-TERM				**$90,240.03**	**$90,240.03**	**$0.00**	**$9.02**	**.01%**
EQUITY/HIGH VOLATILITY								
U.S. equity								
AGRIUM INC Materials	AGU	600.000	82 2900	49,374 00	19,181 88	30,192.12	66.00	0.13%
AXA AMERICAN DEPOSITORY RECEIPT Financials	AXAHY	410.000	16 1500	6,621.50	13,615 02	-6,993.52	343.58	5.19%
BASF SE SPONSORED AMERICAN DEPOSITORY RECEIPT Materials	BASFY	635 000	73.3500	46,577.25	39,213 45	7,363.80	1,456.06	3 13%
P BILLITON LTD ERICAN DEPOSITORY RECEIPT Materials	BHP	1,415 000	78.0800	110,483.20	98,330 40	12,152.80	2,858.30	2 59%
BRITISH AMERN TOB PLC SPNS ADR Consumer staples	BTI	540 000	92 2500	49,815 00	39,577 74	10,237.26	2,074.68	4 16%
BROOKFIELD ASSET MANAGE-CL A Financials	BAM	457 000	29.0000	13,253.00	14,077.84	-824.84	237 64	1.79%

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• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CANADIAN NATIONAL RAILWAY CO COMMON STOCK ISIN CA1363751027 Industrials	CNI	590.000	78.4200	46,267 80	27,431.59	18,836.21	755 20	1.63%
C··NADIAN PACIFIC RAILWAY LTD _IMON STOCK ISIN CA13645T1003 Industrials	CP	860.000	61 8800	53,216 80	54,815.30	-1,598 50	1,050.92	1.97%
CORE LABORATORIES N V Energy	CLB	140 000	108.2600	15,156.40	4,020.50	11,135.90	140.00	0.92%
DANONE SPONSORED AMERICAN DEPOSITORY RECEIPT Consumer staples	DANOY	760.000	13.8400	10,518.40	9,991.90	526.50	194.56	1.85%
DIAGEO PLC AMERICAN DEPOSITORY RECEIPT Consumer staples	DEO	425 000	82.8800	35,224.00	32,367 06	2,856.94	1,102.88	3.13%
MANULIFE FINANCIAL CORP COMMON STOCK ISIN CA56501R1064 Financials	MFC	350.000	13.2100	4,623 50	12,277.07	-7,653.57	184.10	3.98%
NESTLE SA SPONSORED AMERICAN DEPOSITORY RECEIPT Consumer staples	NSRGY	1,450 000	57.7600	83,752 00	56,377.69	27,374.31	2,562.15	3.06%
NOVARTIS AG SPONSORED AMERICAN DEPOSITORY RECEIPT Health care	NVS	355 000	56.4700	20,046.85	20,429 89	-383.04	711.78	3.55%
PARTNERRE LTD BERMUDA Financials	PRE	360.000	62 2200	22,399 20	23,707 41	-1,308.21	864.00	3.86%
POTASH CORP SASK INC Materials	POT	2,745 000	47.3300	129,920 85	131,987.89	-2,067.04	768.60	0.59%

· *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
RIO TINTO PLC SPNSD ADR AMERICAN DEPOSITORY RECEIPT Materials	RIO	1,485 000	54.0600	80,279 10	135,288 34	-55,009.24	1,734.48	2.16%
·LUMBERGER LTD ergy	SLB	1,335.000	73.4700	98,082.45	116,418.76	-18,336.31	1,335 00	1.36%
TALISMAN ENERGY INC Energy	TLM	815 000	14 2000	11,573.00	16,315 93	-4,742.93	220.05	1.90%
TENARIS SA AMERICAN DEPOSITORY RECEIPT Energy	TS	1,000.000	31.8100	31,810.00	62,118.77	-30,308.77	680.00	2 14%
UNILEVER NV NY SHARES Consumer staples	UN	1,150.000	34 5300	39,709 50	36,301.15	3,408 35	1,198 30	3.02%
VALE S.A AMERICAN DEPOSITORY RECEIPT Industrials	VALE	3,570 000	25 4100	90,713 70	89,701.94	1,011.76	1,324.47	1 46%
YARA INTERNATIONAL SPONSORED AMERICAN DEPOSITORY RECEIPT Consumer staples	YARIY	240.000	47.2100	11,330.40	14,401.50	-3,071.10	200.16	1.77%
Total U.S. equity				**$1,060,747.90**	**$1,067,949.02**	**-$7,201.12**	**$22,062.91**	**2.08%**
national								
CANADIAN NATURAL RESOURCES Energy	CNQ	785 000	35.3500	27,749.75	34,307.12	-6,557.37	270.04	0 97%
COOPER INDUSTRIES PLC Industrials	CBE	825.000	52.4600	43,279.50	36,631.65	6,647.85	957.00	2.21%
FINNING INTERNATIONAL INC Industrials	FINGF	125.000	24.2710	3,033.88	3,370.37	-336 49	0.00	0.00%

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• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
INGERSOLL-RAND PLC Industrials	IR	775.000	31.1300	24,125.75	30,745.57	-6,619.82	372.00	1.54%
NOBLE CORP Energy	NE	2,065.000	35.9400	74,216.10	106,202.25	-31,986.15	1,243.13	1.67%
SUNCOR ENERGY INC Energy	SU	1,640.000	31.9100	52,332.40	86,346 97	-34,014.57	701.92	1.34%
TRANSOCEAN LTD Energy	RIG	868.000	57.1500	49,606.20	126,004.57	-76,398.37	2,742.88	5.53%
UBS AG Financials	UBS	401.000	12.6200	5,060.62	17,653.34	-12,592.72	0.00	0.00%
WEATHERFORD INTNTL LTD Energy	WFT	2,755.000	15.5000	42,702.50	114,588.08	-71,885.58	0.00	0.00%
Total International				**$322,106.70**	**$555,849.92**	**-$233,743.22**	**$6,286.97**	**1.95%**
TOTAL EQUITY/HIGH VOLATILITY				**$1,382,854.60**	**$1,623,798.94**	**-$240,944.34**	**$28,349.88**	**2.05%**
TOTAL ASSETS IN YOUR ACCOUNT				**$1,473,314.11**	**$1,714,258.45**	**-$240,944.34**	**$28,358.90**	**1.92%**

Less R.O.C. adjustment <54.25>

1,714,204.20

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
ADAM ALBRIGHT 1275 LENOX ROAD RICHMOND, MA 01254	PRESIDENT - PART TIME
RACHEL ALBRIGHT 1275 LENOX ROAD RICHMOND, MA 01254	VICE PRESIDENT - PART TIME
RUTH S. FLYNN 188 KING STREET SUITE B CHARLESTON, SC 29401	SECRETARY - PART TIME
ELLIOTT M. FRIEDMAN 1313 W. 175TH HOMEWOOD, IL 60430	TREASURER - PART TIME
	GRAND TOTALS

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ADAM & RACHEL ALBRIGHT
1275 LENOX ROAD
RICHMOND, MA 01254

ATTACHMENT 12

FORM 990PF, PART XV - INFORMATION REGARDING MANAGERS OWNING 10% STOCK

ADAM, RACHEL & MIKA ALBRIGHT COLLECTIVELY OWN GREATER THAN 10% OF ALBRIGHT VENTURES, LLC, A PARTNERSHIP CONSISTING OF POOLED INVESTORS. ARIA FOUNDATION IS ALSO INVESTED IN ALBRIGHT VENTURES, LLC, AND ALSO OWNS GREATER THAN 10% OF THAT ENTITY. ALBRIGHT VENTURES, LLC INVESTS PRIMARILY IN UNDERLYING VENTURE CAPITAL PARTNERSHIPS.

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

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
(SEE SCHEDULE ATTACHED)	NONE PUBLIC		3,034,167.
		TOTAL CONTRIBUTIONS PAID	3,034,167.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Alicia Patterson Foundation 1025 F Street, NW Suite 700 Washington, DC 20004	NONE PRIVATE OPERATING FOUNDATION	GENERAL	$ 20,000 00
Amazon Conservation Team 4211 North Fairfax Drive Arlington, VA 22203	NONE PUBLIC	GENERAL	$ 122,450 00
American Humanist Association 1777 T Street, NW Washington, DC 20009	NONE PUBLIC	GENERAL	$ 25,000 00
Astea Lesbian Foundation for Justice 116 East 16th Street, 7th Fl New York, NY 10003	NONE PUBLIC	GENERAL	$ 60,000 00
Berkshire Natural Resources Council 20 Bank Row Pittsfield, MA 01201	NONE PUBLIC	GENERAL	$ 10,000 00
Center for International Policy 1717 Massachusetts Ave NW Suite 801 Washington, DC 20036	NONE PUBLIC	GENERAL	$ 10,000 00
Doctors Without Borders PO Box 5030 Hagerstown, MD 21741-5030	NONE PUBLIC	GENERAL	$ 50,000 00
Elizabeth Freeman Center 43 Francis Avenue Pittsfield, MA 01201	NONE PUBLIC	GENERAL	$ 20,000 00
Environmental Working Group 1436 U Street, NW Suite 100 Washington, DC 20009	NONE PUBLIC	GENERAL	$ 45,000 00
Ex-Prisoners & Prisoners Organizing for Community Advancement 4 King Street Worcester, MA 01610	NONE PUBLIC	GENERAL	$ 35,000 00
Futures for Children 9600 Tennyson St NE Albuquerque, NM 87122-2282	NONE PUBLIC	GENERAL	$ 470,000 00

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Gay, Lesbian, Straight Education Network 90 Broad Street, 2nd Fl New York, NY 10012	NONE PUBLIC	GENERAL	$ 10,000 00
Global Fund For Women 1375 Sutter Street Suite 400 San Francisco, CA 94109	NONE PUBLIC	GENERAL	$ 300,333 00
Global Greengrants Fund 2840 Wilderness Place Suite E Boulder, CO 80301	NONE PUBLIC	GENERAL	$ 30,000 00
Human Rights Campaign 1640 Rhode Island Ave , N W Washington, D C 20036-3278	NONE PUBLIC	GENERAL	$ 30,000 00
Marijuana Policy Center PO Box 77492 Capital Hill Washington, DC 20013	NONE PUBLIC	GENERAL	$ 20,000 00
National Center for Lesbian Rights 870 Market Street Suite 370 San Francisco, CA 94102	NONE PUBLIC	GENERAL	$ 5,000 00
Native American Rights Fund 1506 Broadway Boulder, CO 80302	NONE PUBLIC	GENERAL	$ 35,000 00
Natural Resources Defense Council 40 West 20th Street New York, NY 10011	NONE PUBLIC	GENERAL	$ 911,384 00
Neighbor to Neighbor 1550 Blue Spruce Drive Fort Collins, CO 80524	NONE PUBLIC	GENERAL	$ 35,000 00
Northwest Network of Bisexual, Transgender, Lesbian and Gay Survivors of Abuse PO Box 20398 Seattle, WA 98102	NONE PUBLIC	GENERAL	$ 65,000 00
Oglala Lakota College PO Box 490 Piya Wiconi Road Kyle, SD 57752-0490	NONE PUBLIC	GENERAL	$ 40,000 00

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Post Carbon Institute 613 4th Street, Suite 208 Santa Rosa, CA 95404	NONE PUBLIC	GENERAL	$ 25,000 00
Pride Foundation 1122 East Pike St PMB 1001 Seattle, WA 98122-3934	NONE PUBLIC	GENERAL	$ 10,000 00
Public Campaign 1320 19th Street Suite M-1 Washington, DC 20036	NONE PUBLIC	GENERAL	$ 20,000 00
Rachel's Network 1200 18th St , NW Washington, DC 20036	NONE PUBLIC	GENERAL	$ 10,000 00
Rainforest Alliance 665 Broadway Suite 500 New York, NY 10012	NONE PUBLIC	GENERAL	$ 120,000 00
Rocky Mountain Institute 1739 Snowmass Creek Road Snowmass, CO 81654-9199	NONE PUBLIC	GENERAL	$ 470,000 00
Southerners on New Ground 250 Georgia Avenue, Suite 201 Atlanta, GA 30312	NONE PUBLIC	GENERAL	$ 10,000 00
Sylvia Rivera Law Project 147 W 24th Street, 5th Floor New York, NY 10011	NONE PUBLIC	GENERAL	$ 10,000 00
Tibet Fund 241 E 32nd St New York, NY 10016	NONE PUBLIC	GENERAL	$ 10,000 00
TOTAL CHARITABLE CONTRIBUTIONS			$ 3,034,167 00

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions ARIA FOUNDATION C/O ELLIOTT M. FRIEDMAN	Employer identification number (EIN) or [X] 13-3603275
	Number, street, and room or suite no. If a P.O. box, see instructions. 1313 WEST 175TH STREET	[ ] Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOMEWOOD, IL 60430	

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

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

- The books are in the care of ▶ FRIEDMAN & HUEY ASSOCIATES, LL

Telephone No. ▶ 708 799-6800 FAX No. ▶ 708 799-6845

- 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 06/15 , 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
▶ [X] tax year beginning 11/01 , 20 10 , and ending 10/31 , 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**	$ 12,795.
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**	$ 32,242.
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 Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev. 1-2012)

JSA
0F8054 5 000

ok 3/14/12

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. ARIA FOUNDATION C/O ELLIOTT M. FRIEDMAN	Employer identification number (EIN) or [X] 13-3603275
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 1313 WEST 175TH STREET	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions HOMEWOOD, IL 60430	

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ FRIEDMAN & HUEY ASSOCIATES, LLP

Telephone No. ▶ 708 799-6800 FAX No. ▶ 708 799-6845

- 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.

4 I request an additional 3-month extension of time until 09/15, 20 12 .

5 For calendar year _____, or other tax year beginning 11/01 20 10 , and ending 10/31, 20 11 .

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
INFORMATION FROM THIRD PARTIES NECESSARY TO COMPLETE THE RETURN HAS NOT YET BEEN RECEIVED.

8a	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.	8a	$ 12,835.
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 and any amount paid previously with Form 8868.	8b	$ 32,242.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA Date ▶ 06/13/2012

JSA
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6/13/12