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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , **and ending**

Name of foundation
ALFRED J. MCALLISTER AND DOROTHY N.
MCALLISTER FOUNDATION

A Employer identification number
35-2050825

Number and street (or P O box number if mail is not delivered to street address)
2310 N 725 E

Room/suite

B Telephone number
765-589-8834

City or town, state, and ZIP code
LAFAYETTE, IN 47905

C If exemption application is pending, check here ▶☐

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

D 1. Foreign organizations, check here ▶☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 10,310,421.57

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

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

			(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				
	4	Dividends and interest from securities	253,759.91	253,759.91		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	539,935.37			
	b	Gross sales price for all assets on line 6a 5,561,387.63				
	7	Capital gain net income (from Part IV, line 2)		539,935.37		
	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	793,695.28	793,695.28		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	96,000.00	9,600.00		86,400.00
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 2	11,460.00	8,022.00		3,438.00
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 3	10,605.75	3,551.87		0.00
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 4	66,099.53	66,099.53		0.00
	24	**Total operating and administrative expenses.** Add lines 13 through 23	184,165.28	87,273.40		89,838.00
	25	Contributions, gifts, grants paid	407,000.00			407,000.00
	26	**Total expenses and disbursements.** Add lines 24 and 25	591,165.28	87,273.40		496,838.00
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	202,530.00			
	b	**Net investment income** (if negative, enter -0-)		706,421.88		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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12-02-11 LHA **For Paperwork Reduction Act Notice, see instructions.**

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			
2	Savings and temporary cash investments	1,164,879.11	1,539,313.27	1,539,313.27
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 STMT 5	591,008.96	589,957.82	628,487.80
b	Investments - corporate stock STMT 6	3,584,559.86	3,763,853.44	3,917,263.08
c	Investments - corporate bonds	396,975.66		
11	Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other STMT 7	3,998,983.63	4,045,812.69	4,225,357.42
14	Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers)	9,736,407.22	9,938,937.22	10,310,421.57
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)	0.00	0.00	
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	0.00	0.00	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.00	0.00	
29	Retained earnings, accumulated income, endowment, or other funds	9,736,407.22	9,938,937.22	
30	**Total net assets or fund balances**	9,736,407.22	9,938,937.22	
31	**Total liabilities and net assets/fund balances**	9,736,407.22	9,938,937.22	

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	9,736,407.22
2	Enter amount from Part I, line 27a	2	202,530.00
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	9,938,937.22
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,938,937.22

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	5,561,387.63		5,021,452.26	539,935.37

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				539,935.37

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	539,935.37
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))
2010	464,458.00	10,164,318.65	.045695
2009	600,438.55	9,363,099.85	.064128
2008	678,182.84	12,054,663.39	.056259
2007	517,682.00	13,914,838.89	.037204
2006	664,433.46	12,634,513.90	.052589

2 **Total** of line 1, column (d)	2	.255875
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	.051175
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,598,560.53
5 Multiply line 4 by line 3	5	542,381.34
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,064.22
7 Add lines 5 and 6	7	549,445.56
8 Enter qualifying distributions from Part XII, line 4	8	496,838.00

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.				
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	14,128.44
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	0.00
3 Add lines 1 and 2			3	14,128.44
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.00
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	14,128.44
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	12,000.00		
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	12,000.00
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	58.22
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	2,186.66
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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. ▶ $ 0.00 **(2)** On foundation managers. ▶ $ 0.00			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.00			
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? N/A	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 instructions) ▶ IN			
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 2011 or the taxable year beginning in 2011 (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)*

			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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 ▶ WAYNE E. WEBER Telephone no. ▶ 317-585-4455

Located at ▶ 11999 LAKESIDE DRIVE, FISHERS, IN ZIP+4 ▶ 46038

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 2011, 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 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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 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 2011 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 2011.)* 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 2011?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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
J. DAVID WEBB 4839 WHIPPOORWILL DRIVE LAFAYETTE, IN 47909	CO-TRUSTEE 5.00	24,000.00	0.00	0.00
WILLIAM J. MCCAW 2310 N 725 E LAFAYETTE, IN 47905	CO-TRUSTEE 5.00	24,000.00	0.00	0.00
WAYNE E. WEBER 11999 LAKESIDE DRIVE FISHERS, IN 46038	CO-TRUSTEE 5.00	24,000.00	0.00	0.00
CHARLES MAX LAYDEN P. O. BOX 909 LAFAYETTE, IN 47902	CO-TRUSTEE 5.00	24,000.00	0.00	0.00

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

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.00

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	9,472,929.10
b	Average of monthly cash balances			1b	1,287,030.83
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	10,759,959.93
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00		
2	Acquisition indebtedness applicable to line 1 assets			2	0.00
3	Subtract line 2 from line 1d			3	10,759,959.93
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	161,399.40
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	10,598,560.53
6	**Minimum investment return.** Enter 5% of line 5			6	529,928.03

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	529,928.03
2a	Tax on investment income for 2011 from Part VI, line 5	2a	14,128.44		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	14,128.44
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	515,799.59
4	Recoveries of amounts treated as qualifying distributions			4	0.00
5	Add lines 3 and 4			5	515,799.59
6	Deduction from distributable amount (see instructions)			6	0.00
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	515,799.59

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	496,838.00
b	Program-related investments - total from Part IX-B	1b	0.00
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	496,838.00
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	0.00
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	496,838.00

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

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				515,799.59
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			496,534.61	
b Total for prior years: ______ , ______ , ______		0.00		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.00			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 496,838.00				
a Applied to 2010, but not more than line 2a			496,534.61	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2011 distributable amount				303.39
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.00			0.00
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				515,496.20
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.00			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(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: 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 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:

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*				
ART MUSEUM OF GREATER LAFAYETTE 102 SOUTH TENTH ST LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	12,500.00
CENTRAL CATHOLIC JR/SR HIGH SCHOOL 2410 SOUTH 9TH STREET LAFAYETTE, IN 47909	NONE	PUBLIC CHARITY	CHARITABLE	50,000.00
FOOD FINDERS 50 OLYMPIA COURT LAFAYETTE, IN 47909	NONE	PUBLIC CHARITY	CHARITABLE	43,000.00
IVY TECH FOUNDATION 3101 SOUTH CREASY LANE LAFAYETTE, IN 47903	NONE	PUBLIC CHARITY	CHARITABLE	50,000.00
LAFAYETTE URBAN MINISTRY 525 NORTH 4TH STREET LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	3,000.00
Total SEE CONTINUATION SHEET(S)			▶ 3a	407,000.00
b *Approved for future payment* NONE				
Total			▶ 3b	0.00

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
	(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	253,759.91	
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	539,935.37	
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)		0.00		793,695.28	0.00

13 Total. Add line 12, columns (b), (d), and (e) 13 793,695.28

(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) is based on all information of which preparer has any knowledge

▶ William McCann 5/14/2012 ▶ Trustee

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self- employed	PTIN
Charlene M. Beaver	Charlene M. Beaver	5/13/12		P01357640

Firm's name ▶ CHARLENE M. BEAVER, CPA

Firm's EIN ▶ 20-4297717

Firm's address ▶ 11999 LAKESIDE DRIVE
FISHERS, IN 46038

Phone no. 317-585-4455

ALFRED J. MCALLISTER AND DOROTHY N.
MCALLISTER FOUNDATION 35-2050825

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NATALIE'S SECOND CHANCE 10 SOUTH 16TH ST LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	15,000.00
NEW COMMUNITY SCHOOL 710 NORTH ST LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	60,500.00
PLEASANTVIEW CHRISTIAN SCHOOL 3509 SOLDIERS HOME ROAD WEST LAFAYETTE, IN 47906	NONE	PUBLIC CHARITY	CHARITABLE	10,000.00
PURDUE UNIVERSITY DE BEELER SCHOLARSHIP 575 STADIUM MALL DRIVE WEST LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	2,000.00
SALVATION ARMY 1110 UNION STREET LAFAYETTE, IN 47904	NONE	PUBLIC CHARITY	CHARITABLE	3,000.00
STIDHAM UNITED METHODIST CHURCH 5300 S 175 W LAFAYETTE, IN 47909	NONE	PUBLIC CHARITY	CHARITABLE	10,000.00
YWCA CAMP TECUMSEH 12635 WEST TECUMSEH BEND BROOKSTON, IN 47923	NONE	PUBLIC CHARITY	CHARITABLE	25,000.00
LAFAYETTE PARKS FOUNDATION PO BOX 1535 LAFAYETTE, IN 47902	NONE	PUBLIC CHARITY	CHARITABLE	5,000.00
NICHES LAND TRUST PO BOX 2790 WEST LAFAYETTE, IN 47906	NONE	PUBLIC CHARITY	CHARITABLE	5,000.00
TIPPECANOE CO LIBRARY ASSN 627 SOUTH STREET LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	12,000.00
Total from continuation sheets				248,500.00

ALFRED J. MCALLISTER AND DOROTHY N.
MCALLISTER FOUNDATION 35-2050825

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
TIPPECANOE ARTS FEDERATION 638 NORTH STREET LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	20,000.00
TIPPECANOE CO HISTORICAL 909 SOUTH STREET LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	5,900.00
WABASH CENTER 2000 GREENBUSH STREET LAFAYETTE, IN 47903	NONE	PUBLIC CHARITY	CHARITABLE	25,000.00
WILDLCAD WILDLIFE CENTER 4709 N 400 W DELPHI, IN 46923	NONE	PUBLIC CHARITY	CHARITABLE	50,100.00
Total from continuation sheets				

ALFRED J. MCALLISTER AND DOROTHY N. MCALLISTER FOUNDATION

CONTINUATION FOR 990-PF, PART IV
35-2050825 PAGE 1 OF 1

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	PUBLICLY TRADED SECURITIES - MERRILL LYNCH 04J05	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES - MERRILL LYNCH 04079	P	VARIOUS	VARIOUS
c	PUBLICLY TRADED SECURITIES - CHARLES SCHWAB	P	VARIOUS	VARIOUS
d	BRISTOL MYERS SQUIBB SETTLEMENT	P	VARIOUS	04/18/11
e	INTERPUBLIC GROUP OF COMPANIES	P	VARIOUS	07/11/11
f	BANK OF AMERICA SETTLEMENT	P	VARIOUS	09/22/11
g	MOTOROLA SETTLEMENT	P	VARIOUS	08/09/11
h	MARSH & MCCLENNAN SETTLEMENT	P	VARIOUS	11/10/11
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	400,000.00		396,330.00	3,670.00
b	2,795,873.23		2,482,143.55	313,729.68
c	2,330,144.38		2,142,978.71	187,165.67
d	49.05			49.05
e	16.11			16.11
f	26.55			26.55
g	202.97			202.97
h	7,758.25			7,758.25
i	27,317.09			27,317.09
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				3,670.00
b				313,729.68
c				187,165.67
d				49.05
e				16.11
f				26.55
g				202.97
h				7,758.25
i				27,317.09
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	539,935.37
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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB - DIVIDENDS	126,689.94	26,325.50	100,364.44
MERRILL LYNCH #04J05 - AMORTIZED INTEREST	<1,696.80>	0.00	<1,696.80>
MERRILL LYNCH #04J05 - DIVIDENDS	16,262.67	686.57	15,576.10
MERRILL LYNCH #04J05 - INTEREST	25,612.40	0.00	25,612.40
MERRILL LYNCH #04J05 - U. S. INTEREST	8,000.00	0.00	8,000.00
MERRILL LYNCH #4079 - DIVIDENDS	105,885.43	305.02	105,580.41
MERRILL LYNCH #4079 - INTEREST	287.90	0.00	287.90
THE INTERPUBLIC GROUP OF COMPANIES - DIVIDENDS	35.46	0.00	35.46
TOTAL TO FM 990-PF, PART I, LN 4	281,077.00	27,317.09	253,759.91

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHARLENE M. BEAVER, CPA	11,460.00	8,022.00		3,438.00
TO FORM 990-PF, PG 1, LN 16B	11,460.00	8,022.00		3,438.00

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD FROM DIVIDENDS	3,551.87	3,551.87		0.00
FEDERAL EXCISE TAX	7,053.88	0.00		0.00
TO FORM 990-PF, PG 1, LN 18	10,605.75	3,551.87		0.00

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	64,569.53	64,569.53		0.00
INSURANCE - BOND	750.00	750.00		0.00
PROFESSIONAL SUBSCRIPTIONS	695.00	695.00		0.00
MISCELLANEOUS OFFICE EXPENSE	85.00	85.00		0.00
TO FORM 990-PF, PG 1, LN 23	66,099.53	66,099.53		0.00

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U. S. TREASURY NOTE 4%	X		197,239.68	206,664.00
FEDERAL HOME LOAN BANK 4.75%	X		191,569.02	212,233.80
FEDERAL HOME LOAN BANK 4.75%	X		201,149.12	209,590.00
TOTAL U.S. GOVERNMENT OBLIGATIONS			589,957.82	628,487.80
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			589,957.82	628,487.80

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALLEGHENY TECH INC	21,939.51	18,737.60
ALLERGAN INC	21,368.93	29,392.90
ALLIANCE DATA	15,007.81	17,652.80
ALLSTATE CORP	37,202.22	25,655.76
AMAZON.COM	15,142.33	15,752.10
AMEREN CORP	34,366.62	27,497.90
AMERICAN ELECTRIC TOWER	14,320.45	15,821.73
AMERICAN EXPRESS	21,412.03	20,235.93
AMERPRISE FINANCIAL	29,951.45	32,563.84
ANNALY CAP MGMT	24,226.16	24,993.36
APPLE INC	38,086.32	125,145.00
ASAHI GLASS	5,031.51	4,055.66
ASML HOLDINGS	6,145.43	6,895.35

ASTRAZENECA	14,572.73	15,877.47
AT&T INC	29,683.44	32,114.88
AUST NW	8,426.50	11,388.54
AVAGO TECHNOLOGIES	14,997.00	12,640.68
AXIS CAPITAL HOLDINGS	8,862.65	11,473.64
BAE SYS	13,788.04	10,860.90
BANCO BRADESCO	12,606.68	11,392.44
BARCLAYS	5,977.99	3,560.76
BIOGEN	17,099.23	16,727.60
BOEING COMPANY	21,006.97	23,618.70
CAP GEMINI	5,321.56	4,445.93
CAREFUSION CORP	14,189.56	15,652.56
CATHAY	12,454.84	8,721.00
CF INDUSTRIES	14,402.83	15,512.86
CHESAPEAKE ENERGY	22,093.63	19,682.07
CHEVRON CORP	21,139.46	31,707.20
CHINA PETE	6,456.01	6,408.05
CITRIX SYSTEMS	26,189.38	25,563.12
COACH INC	22,255.02	25,758.88
COCA COLA	47,270.76	56,185.91
COMERICA	25,463.38	17,182.80
COMPANHIA D SNMNTO	10,901.34	23,094.75
CONOCOPHILLIPS	42,926.93	57,494.43
COPEL PARANA	13,895.49	18,357.50
CORE LAB	13,356.51	17,890.15
COVIDIEN LTD	23,893.22	21,469.77
CREDIT SUISSE	16,030.38	10,448.60
CROWN CASTLE	14,156.83	15,187.20
CYPRESS SEMICONDUCTOR	12,527.57	12,194.58
DANAHER CORP	15,462.17	13,547.52
DELHAIZE GROUP	10,442.21	8,677.90
DENTSPLY	14,528.24	15,255.64
DIAGEO PLC	7,834.12	11,976.54
DISCOVER FINANCIAL	15,011.26	14,352.00
DSW INC	14,274.63	12,776.69
RR DONNELLY	38,989.97	23,304.45
EMC CORPORATION	15,779.73	19,515.24
EASTMAN CHEMICAL	26,701.84	28,552.86
EDISON INTL	22,946.07	33,492.60
ELI LILLY & CO	30,017.74	32,624.60
ENSCO	27,237.13	25,242.96
EOG RESPORCES INC	33,304.11	33,000.85
EXPRESS SCRIPTS	15,706.77	11,753.47
FORTINET INC	12,900.27	10,905.00
FRANCE TELECOM	21,849.57	13,498.92
FREEPORT MCMORAN	29,351.70	22,552.27
FUJI HEAVY INDS	10,724.25	9,511.60
F5 NETWORKS	12,735.39	11,991.56
GARDNER DENVER	15,913.55	14,718.46
GENERAL ELECTRIC	23,782.87	26,453.07
GENTEX CORP	14,127.37	18,878.42
GLAXOSMITHKLINE	29,815.27	35,454.51
GOOGLE INC	63,457.45	67,173.60
HANSEN NATURAL CORP	11,092.61	14,834.54

HARRIS CORP	25,055.53	23,714.32
HEINEKEN	5,363.12	4,652.06
HITACHI	12,811.88	11,887.92
HUDSON CITY BANCORP	42,963.98	24,225.00
IHS INC	9,362.30	14,733.36
IBM CORP	17,479.90	27,214.24
ILLUMINA	40,060.35	17,769.84
IMPERIAL	12,732.35	13,485.86
INTEL CORP	71,060.15	83,880.75
INTERNATIONAL PAPER	54,745.13	59,496.00
ITC HOLDINGS CORP	9,402.82	11,685.52
JOHNSON & JOHNSON	56,018.29	56,398.80
JPMORGAN CHASE	93,076.82	84,355.25
JUNIPER NETWORKS	17,875.59	10,041.72
KBR INC	15,304.04	14,325.18
KDDI CORP	5,490.47	6,118.00
KIMBERLY CLARK	42,862.81	48,328.92
ABERCROMBIE & FITCH	17,835.40	13,333.32
AFFILIATED MANAGERS GROUP	11,192.56	17,366.95
AGRIUM INC	5,286.63	9,261.18
KOC HOLDING	5,763.48	3,943.20
KOHLS	26,882.14	26,599.65
KROGER	21,595.56	21,919.10
LAS VEGAS SANDS	20,703.54	19,271.23
ESTEE LAUDER	21,214.62	25,833.60
LIMITED BRANDS	10,294.56	13,759.35
LOCKHEED MARTIN	30,717.52	30,013.90
MANULIFE FINANCIAL	5,931.92	3,717.00
MARATHON OIL CORP	24,520.29	27,133.29
MARKS AND SPENCER	6,708.46	5,236.00
MATTEL INC	26,381.43	27,565.68
MCCORMICK	15,812.81	16,739.44
MCDONALDS CORP	23,139.24	28,092.40
MEAD JOHNSON NUTRITION	34,776.92	40,963.08
MEDTRONIC INC	27,595.23	30,447.00
METLIFE	35,265.20	29,215.66
MICROS SYSTEMS	15,930.18	16,070.10
MICROSOFT CORP	55,300.99	57,060.08
MITSUI CO	9,504.83	11,142.00
MIZUHO FINANCIAL	12,988.99	10,417.16
MONSANTO	38,361.18	36,576.54
NATIONAL OIL WELL	38,329.10	33,791.03
NETFLIX	21,808.76	16,698.89
NEXEN INC	4,559.00	4,136.60
NITTO DENKO CORP	9,593.93	8,633.79
NORTHRUP GRUMMAN CORP	20,388.31	25,614.24
OCEANEERING INTL	12,689.45	13,193.18
ORACLE CORP	36,741.45	35,576.55
PANERA BREAD CO CL A	6,749.87	17,256.90
PATTERSON UIT ENERGY	21,684.96	15,424.56
PEPSICO	52,720.64	52,217.45
PETRLEO BRAS	4,094.75	3,926.30
PETSMART INC	12,526.18	19,233.75
PEUGEOT CITROENS	8,708.60	4,764.10

PFIZER	25,923.84	32,460.00
PITNEY BOWES INC	28,998.91	21,617.64
PNC FINANCIAL	27,300.92	27,623.93
POSCO	8,656.23	9,523.60
PRAXAIR	21,836.42	23,518.00
PRECISION CASTPARTS	27,457.43	37,242.54
PROCTER & GAMBLE CO	23,642.90	24,816.12
QUALCOMM	22,536.68	21,770.60
REED ELSEVIER	12,694.88	10,955.12
RENAISSANCERE HOLDINGS	4,342.42	6,693.30
REYNOLDS AMERICAN	18,587.53	27,088.68
RIO TINTO	10,949.31	8,854.52
ROCKWELL AUTOMATION	20,952.47	20,250.12
ROPER INDUSTRIES INC	9,146.68	18,416.44
ROYAL DUTCH SHELL PLC	48,404.76	50,797.55
SAGE GROUP	4,923.61	5,926.68
SALESFORCE	21,347.30	17,349.66
SANOFI AVENTIS	41,885.63	43,446.06
SASOL LTD	13,818.66	16,969.20
SCHLUMBERGER LTD	36,898.88	34,428.24
SEADRILL	6,246.01	6,105.12
SK TELECOM	13,546.81	9,771.98
SM ENERGY CO	15,309.41	15,424.10
STARBUCKS CORP	22,716.79	39,154.51
STARWOOD HOTELS	26,586.64	24,416.73
STATOIL	7,977.79	11,729.38
SVENSKA AKTI	8,341.14	11,090.95
TAIWAN MANUFACTURING	5,372.59	6,183.89
TATA MOTORS	12,623.19	8,247.20
TELENORTE LES PART	15,172.70	9,995.01
TELSTRA CORP	6,943.72	7,945.30
TEMPUR PEDIC	16,683.23	14,078.04
TERADATA CORP	11,537.88	13,582.80
TEVA PHARMACEUTICALS	7,131.61	4,883.56
TIME WARNER INC	41,591.32	45,247.28
TORONTO DOMINION BANK	5,016.71	10,922.26
TOTAL S.A.	65,411.09	54,278.82
TRANSDIGM GROUP	14,849.48	16,265.60
TRAVELERS COS	24,301.46	29,940.02
TYCO INTL	15,517.42	14,713.65
UNILEVER	10,974.82	11,497.36
UNION PACIFIC CORP	26,722.53	31,782.00
UNITEDHEALTH	18,266.64	27,164.48
UNITED OVERSEAS	11,482.11	9,777.40
UNITED TECHS CORP	13,698.45	13,814.01
UNITED THERAPEUDICS	15,867.43	17,624.25
VALE	6,507.74	3,968.25
VALMONT	18,318.24	15,525.09
VERIFONE SYSTEMS	15,669.48	14,172.48
WAL MART STORES	51,520.65	57,907.44
WATSON PHAMACEUTICALS	16,883.13	14,903.98
WEIGHT WATCHERS	15,515.15	12,597.29
WELLS FARGO & CO	22,166.12	25,768.60
WHIRLPOOL CORP	26,306.48	20,213.70

WOORI FIN	6,000.64	3,860.51
WYNN RESORTS LTD	12,773.72	12,816.84
XEROX CORP	34,794.77	22,423.32
YAMANA GOLD INC	8,442.32	11,301.26
YANZHOU COAL MINING	4,263.30	4,181.76
YUM BRANDS	23,516.01	24,784.20
ZURICH FINANCIAL	14,884.06	15,939.50
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,763,853.44	3,917,263.08

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BLACKROCK HIGH YIELD BOND FUND	FMV	85,853.92	88,230.92
FEDERATED ADJUSTABLE RATE SEC	FMV	100,236.51	100,323.20
FEDERATED TOTAL RETURN	FMV	112,202.50	119,259.36
LOOMIS SAYLES BOND FUND	FMV	367,947.10	384,247.05
MAINSTAY HIGH YIELD CORPORATE BOND	FMV	105,414.90	108,353.82
MANAGERS SHORT DURATION GOVT	FMV	100,324.82	100,208.25
T ROWE PRICE INTL BD	FMV	98,007.70	95,458.03
WELLS FARGO ADVANTAGE INCOME	FMV	453,998.27	471,144.39
COHEN & STEERS	FMV	166,676.65	210,749.67
CROFT LEOMINSTER VALUE	FMV	34,748.67	35,100.78
FMI LARGE CAP FUND	FMV	119,132.12	121,462.96
HARTFORD SMALL FUND	FMV	73,396.35	103,508.04
HENDERSON INTL OPPORTUNITY	FMV	65,140.67	57,395.18
MANNING & NAPIER EQUITY SERIES	FMV	135,000.68	121,851.52
PACIFIC ADV SMALL CAP	FMV	72,703.00	90,466.33
PERMANENT PORTFOLIO	FMV	184,036.92	233,192.45
RAINIER MID CAP EQUITY	FMV	47,247.36	63,175.97
ROYCE LOW PRICED STOCK FUND	FMV	73,997.40	80,355.36
THORNBURG INTERNATIONAL VALUE	FMV	69,371.56	100,609.49
TOCQUEVILLE FUND	FMV	111,793.29	114,068.84
BLACKROCK LOW DURATION	FMV	202,551.21	199,662.69
BLACKROCK STATEGIC INCOME	FMV	418,127.68	388,531.81
AKRE FOCUS	FMV	23,615.91	25,207.96
DELAFIELD FUND	FMV	30,170.57	31,578.05
EATON VANCE FLOATING RATE	FMV	452,135.40	438,878.11
FIRST EAGLE OVERSEAS	FMV	26,234.04	24,477.04
TOUCHSTONE ULTRA SHORT	FMV	100,957.52	100,534.24
WESTCORE PLUS BOND FUND	FMV	214,789.97	217,325.91
TOTAL TO FORM 990-PF, PART II, LINE 13		4,045,812.69	4,225,357.42