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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

ROCK ISLAND REFINING FOUNDATION
EDGAR S. JOSEPH, TRUSTEE

A Employer identification number

35-6264479

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

P.O. BOX 90114

Room/suite

B Telephone number

317-557-0671

City or town, state, and ZIP code

INDIANAPOLIS, IN 46290-0114

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 changeD 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 foundationE 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)

\$ 1,864,125.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		52,784.	52,784.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		41,175.			
b Gross sales price for all assets on line 6a		478,275.			
7 Capital gain net income (from Part IV, line 2)			41,175.		
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 on (loss)					
11 Other income					
12 Total. Add lines 1 through 11		93,959.	93,959.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		2,250.	0.		0.
c Other professional fees STMT 3		5,500.	0.		0.
17 Interest					
18 Taxes STMT 4		1,584.	124.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		5,743.	5,697.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		15,077.	5,821.		0.
25 Contributions, gifts, grants paid		70,000.			70,000.
26 Total expenses and disbursements. Add lines 24 and 25		85,077.	5,821.		70,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		8,882.			
b Net investment income (if negative, enter -0-)			88,138.		
c Adjusted net income (if negative, enter -0-)				N/A	

ROCK ISLAND REFINING FOUNDATION

Form 990-PF (2011)

EDGAR S. JOSEPH, TRUSTEE

35-6264479

Page 2

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	10,381.	8,125.	8,125.
	2 Savings and temporary cash investments	80,413.	117,072.	117,072.
	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 6	685,732.	659,783.	687,305.
	b Investments - corporate stock STMT 7	791,161.	777,557.	929,486.
	c Investments - corporate bonds STMT 8	107,158.	107,158.	105,109.
11 Investments - land, buildings, and equipment, basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	0.	14,032.	17,028.	
14 Land, buildings, and equipment, basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,674,845.	1,683,727.	1,864,125.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	1,674,845.	1,674,845.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	8,882.		
30 Total net assets or fund balances	1,674,845.	1,683,727.		
31 Total liabilities and net assets/fund balances	1,674,845.	1,683,727.		

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	1,674,845.
2 Enter amount from Part I, line 27a	2	8,882.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,683,727.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,683,727.

Form 990-PF (2011)

ROCK ISLAND REFINING FOUNDATION

Form 990-PF (2011)

EDGAR S. JOSEPH, TRUSTEE

35-6264479

Page **3**

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 STATEMENTS			
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 478,275.		437,100.	41,175.

(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			41,175.

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	41,175.
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	60,500.	1,829,799.	.033064
2009	51,000.	1,705,311.	.029907
2008	67,500.	1,818,304.	.037123
2007	90,040.	1,958,897.	.045965
2006	78,673.	1,873,193.	.041999

2 Total of line 1, column (d)	2	.188058
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	.037612
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,880,394.
5 Multiply line 4 by line 3	5	70,725.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	881.
7 Add lines 5 and 6	7	71,606.
8 Enter qualifying distributions from Part XII, line 4	8	70,000.

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.

ROCK ISLAND REFINING FOUNDATION

Form 990-PF (2011)

EDGAR S. JOSEPH, TRUSTEE

35-6264479

Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,763.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,763.
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	1,763.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,248.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,248.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	515.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

N/A

Form 990-PF (2011)

ROCK ISLAND REFINING FOUNDATION

Form 990-PF (2011)

EDGAR S. JOSEPH, TRUSTEE

35-6264479

Page 5

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ROSE STEWART Telephone no. 317-557-0671			
Located at 8680 WILLIAMSHIRE WEST DRIVE, INDIANAPOLIS, IN ZIP+4 46260				
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	
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

Form 990-PF (2011)

ROCK ISLAND REFINING FOUNDATION

Form 990-PF (2011)

EDGAR S. JOSEPH, TRUSTEE

35-6264479

Page 6

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

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
EDGAR S. JOSEPH	TRUSTEE			
8512 BENT TREE COURT				
INDIANAPOLIS, IN 46260	2.00	0.	0.	0.
NORMA WINKLER	TRUSTEE			
8680 WILLIAMSHIRE WEST DRIVE				
INDIANAPOLIS, IN 46260	2.00	0.	0.	0.
MELLA THOMPSON	TRUSTEE			
9531 CADBURY CIRCLE				
INDIANAPOLIS, IN 46260	2.00	0.	0.	0.

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

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

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

0

Form 990-PF (2011)

ROCK ISLAND REFINING FOUNDATION

Form 990-PF (2011)

EDGAR S. JOSEPH, TRUSTEE

35-6264479

Page 7

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.

Form 990-PF (2011)

ROCK ISLAND REFINING FOUNDATION

Form 990-PF (2011)

EDGAR S. JOSEPH, TRUSTEE

35-6264479

Page 8

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	1,839,463.
b	Average of monthly cash balances	1b	69,566.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,909,029.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,909,029.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,635.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,880,394.
6	Minimum investment return. Enter 5% of line 5	6	94,020.

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	94,020.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,763.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,763.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	92,257.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	92,257.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	92,257.

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	70,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	70,000.
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.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	70,000.

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.

Form 990-PF (2011)

ROCK ISLAND REFINING FOUNDATION
EDGAR S. JOSEPH, TRUSTEE

Form 990-PF (2011)

35-6264479 Page 9

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				92,257.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			58,780.	
b Total for prior years:		0.		
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.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 70,000.				
a Applied to 2010, but not more than line 2a			58,780.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				11,220.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				81,037.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
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				

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- 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

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:

ROCK ISLAND REFINING FOUNDATION

Form 990-PF (2011)

EDGAR S. JOSEPH, TRUSTEE

35-6264479

Page 11

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				
INDIANA UNIVERSITY	NONE	EXEMPT	CHARITABLE	13,000.
INDIANAPOLIS SYMPHONY ORCHESTRA	NONE	EXEMPT	CHARITABLE	6,000.
COBURN PLACE	NONE	EXEMPT	CHARITABLE	1,000.
BOY SCOUTS OF AMERICA	NONE	EXEMPT	CHARITABLE	10,000.
HEARTLAND TRULY MOVING PICTURES	NONE	EXEMPT	CHARITABLE	5,000.
Total	SEE CONTINUATION SHEET(S)			70,000.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2011)

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) Exclu- sion code	(d) Amount	
		14	52,784.	
		18	41,175.	
	0.		93,959.	0.

13 93,959

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

11170509	757887	16307GS0000	2011.03050	ROCK ISLAND REFINING FOUNDA	16307GS1
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ROCK ISLAND REFINING FOUNDATION
EDGAR S. JOSEPH, TRUSTEE

35-6264479

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
INDIANAPOLIS SENIOR CENTER	NONE	EXEMPT	CHARITABLE	6,000.
UNITED WAY	NONE	EXEMPT	CHARITABLE	12,000.
JOY'S HOUSE	NONE	EXEMPT	CHARITABLE	1,000.
ST. JOSEPH INSTITUTE FOR THE DEAF	NONE	EXEMPT	CHARITABLE	1,000.
LITTLE SISTERS OF THE POOR	NONE	EXEMPT	CHARITABLE	2,500.
INDIANAPOLIS OPERA	NONE	EXEMPT	CHARITABLE	2,500.
INDIANAPOLIS CHILDRENS WISH FUND	NONE	EXEMPT	CHARITABLE	1,000.
SALVATION ARMY	NONE	EXEMPT	CHARITABLE	1,000.
FOOD LINK	NONE	EXEMPT	CHARITABLE	1,000.
GLEANERS FOOD BANK	NONE	EXEMPT	CHARITABLE	1,000.
Total from continuation sheets				35,000.

35-6264479

3 Grants and Contributions Paid During the Year (Continuation)

123631 08-03-11

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	AEROPOSTALE COM	P	07/12/11	09/22/11
b	ADVANCED MICRO DEVICES INC	P	VARIOUS	11/22/11
c	ATLAS AIR WORLDWIDE HLDGS INC	P	VARIOUS	10/31/11
d	COLLECTIVE BRANDS INC COM	P	07/12/11	11/07/11
e	AARONS INC COM	P	05/13/10	02/17/11
f	GILEAD SCIENCES INC	P	12/06/10	11/28/11
g	LEGG MASON INC	P	01/21/10	01/06/11
h	NYSE EURONEXT COM	P	12/02/10	02/16/11
i	SAFEWAY INC COM	P	08/27/10	08/05/11
j	AARONS INC COM	P	11/19/09	02/17/11
k	APPLIED MATERIALS	P	10/20/08	08/23/11
l	CA INC COM	P	VARIOUS	04/29/11
m	CHEVRON CORP NEW	P	05/16/94	10/10/11
n	COCA COLA COMPANY	P	VARIOUS	09/19/11
o	DPL INC CASH MGR EFF	P	VARIOUS	04/20/11

(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 4,960.		9,542.	<4,582.>
b 8,575.		14,527.	<5,952.>
c 10,310.		14,450.	<4,140.>
d 4,952.		4,813.	139.
e 7,701.		6,867.	834.
f 9,127.		8,517.	610.
g 7,598.		6,211.	1,387.
h 11,151.		8,689.	2,462.
i 5,236.		5,504.	<268.>
j 3,128.		2,270.	858.
k 10,037.		11,613.	<1,576.>
l 19,763.		17,371.	2,392.
m 15,119.		3,245.	11,874.
n 7,014.		4,240.	2,774.
o 13,453.		11,430.	2,023.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<4,582.>
b			<5,952.>
c			<4,140.>
d			139.
e			834.
f			610.
g			1,387.
h			2,462.
i			<268.>
j			858.
k			<1,576.>
l			2,392.
m			11,874.
n			2,774.
o			2,023.

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 }

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

2

3

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	DISNEY WALT CO	P	VARIOUS	02/08/11
b	EXXON MOBIL CORP COM	P	02/11/10	11/07/11
c	FEDERAL HOME LN BNKS SER GE-9011	P	12/12/07	12/09/11
d	FEDERAL NATL MTG ASSN DEB	P	11/29/04	11/15/11
e	GILEAD SCIENCES INC	P	05/14/10	11/28/11
f	HEWLETT PACKARD CO COM	P	VARIOUS	VARIOUS
g	INTEL CORP	P	07/25/05	11/07/11
h	JACOBS ENGR GROUP INC	P	12/10/09	03/24/11
i	JOHNSON CTLS INC	P	VARIOUS	04/29/11
j	LEGG MASON INC	P	05/12/09	01/06/11
k	MARATHON PETE CORP COM	P	08/01/08	07/12/11
l	PROCTER & GAMBLE CO	P	02/14/05	11/07/11
m	PROSPERITY BANCHSARES INC	P	06/02/09	03/21/11
n	SAFeway INC COM	P	01/07/10	08/05/11
o	STATE STR CORP COM	P	VARIOUS	09/19/11

(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 12,525.		7,484.	5,041.
b 4,985.		4,169.	816.
c 50,000.		51,434.	<1,434.>
d 100,000.		105,769.	<5,769.>
e 9,325.		9,139.	186.
f 22,985.		18,662.	4,323.
g 5,313.		6,031.	<718.>
h 11,856.		8,502.	3,354.
i 24,005.		9,992.	14,013.
j 12,368.		6,949.	5,419.
k 7,888.		7,721.	167.
l 4,931.		4,162.	769.
m 10,247.		7,102.	3,145.
n 7,666.		8,684.	<1,018.>
o 6,727.		9,681.	<2,954.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			5,041.
b			816.
c			<1,434.>
d			<5,769.>
e			186.
f			4,323.
g			<718.>
h			3,354.
i			14,013.
j			5,419.
k			167.
l			769.
m			3,145.
n			<1,018.>
o			<2,954.>

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	
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	

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	TARGET CORP	P	05/04/06	09/19/11
b	TORCHMARK CORP	P	VARIOUS	06/13/11
c	TRAVELERS COS INC	P	10/20/08	11/07/11
d	VERIZON COMMUNICATION COM	P	VARIOUS	01/06/11
e	WALMART STORES INC COM	P	04/19/99	05/18/11
f				
g				
h				
i				
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 5,171.		5,348.	<177.>
b 11,363.		10,388.	975.
c 4,932.		2,936.	1,996.
d 18,800.		16,278.	2,522.
e 9,064.		7,380.	1,684.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<177.>
b			975.
c			1,996.
d			2,522.
e			1,684.
f			
g			
h			
i			
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	41,175.
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

Rock Island Refining Foundation
 EIN: 35-6264479
 Calendar Year 2011

Part II, Line 10a Detail:

	<u>End of Year Book Value</u>	<u>End of Year Fair Market Value</u>
Federal Farm Cr Bks Cons Systemwide Bds (3.500%)	49,807	50,071
Federal Farm Cr Bks cons Systemwide Bds (2.250%)	25,387	25,162
Federal Natl Mtg Assn Benchmark Notes (4.375%)	50,050	51,458
Federal Natl Mtg Assn (1.250%)	100,355	101,400
Federal Home Ln Bks Bds Ser 16-2013 (4.375%)	51,082	53,356
Federal Natl Mtg Assn Benchmark Nts (4.625%)	99,211	107,539
Federal Home Ln Bks Bonds Ser 7K-2015 (3.875%)	51,945	55,564
Federal Farm CR BKS Con Systemwide BDS (2.6%)	100,480	101,976
Accrued Interest		4,105
Total Government Obligations	<u>528,316</u>	<u>550,629</u>
 University Louisville Ky Rev (1.700%)	 25,055	 25,303
La Crosse Wis Rfdg-Taxable-Ser D	25,073	25,687
Campbell Kenton Cntys Ky Sant Dist	25,249	25,919
Metcalfe Cnty Ky Sch Dist fin corp Sch	25,259	26,239
Charlottesville VA Taxable-Pub Impt-Ser	30,831	32,562
Accrued Interest		967
Total State & Municipal Bonds	<u>131,467</u>	<u>136,676</u>
 Grand Total	 <u>659,784</u>	 <u>687,305</u>

Rock Island Refining Foundation
 EIN. 35-6264479
 Calendar Year 2011

Part II, Line 10b Detail

	<u>End of Year Book Value</u>	<u>End of Year Fair Market Value</u>
Aflac Inc Com	18,608	16,006
Aarons Inc Com	6,897	10,539
Abbot Labs	15,425	17,994
Advanced Micro Devices	12,466	9,396
Associated Banc Corp	9,867	9,495
Atlas Air Worlwide Hldgs	9,580	9,223
AT&T	17,144	20,261
Baxter Intl	18,246	19,792
Boeing Co	13,458	22,739
BP PLC Spons ADR	20,119	22,652
Baker Hughes Inc Com	9,891	9,242
Chevron Corp	5,233	26,600
Cisco Systems	11,964	13,741
Coca-Cola Company	4,231	7,347
Constellation Brands	16,966	18,913
Collective Brands Inc Com	13,501	14,758
CVS Caremark Corp	13,231	21,410
Corning Inc Com	26,165	19,210
Dean Foods Co	17,907	23,240
Disney	5,285	9,563
Exxon Mobil Corp	22,748	30,598
Fidelity Natl Finl Inc	17,301	19,275
Fifth Third Bancorp	9,184	12,720
General Electric	10,134	19,880
Google	19,924	23,252
Hanesbrands	18,155	15,958
Honeywell Intl, Inc	11,002	20,925
IBM Corp	10,707	23,904
Intel Corp	17,004	21,219
Kimberly Clark Corp	12,691	14,712
Marathon Oil Corp	11,414	11,415
Mattel Inc	17,099	21,653
McDonalds Corp	3,429	11,538
Medtronic Inc	21,196	17,595
Merck & Co Inc New	17,120	18,662
Microsoft Corp	39,344	31,152
Nokia	27,775	19,907
Norfolk Southern	10,090	20,765
Oracle Corp	11,107	15,390
PNC Finl SVCS	18,734	17,301
PPL Corp	18,213	19,711
Pepsico Inc	16,816	19,905
Pfizer Inc	17,693	21,315
PPG Industries, Inc	12,257	17,115
Procter & Gamble Co	4,531	5,737
Target Corp	13,271	15,366
Teleflex Inc	14,583	15,935
Teva Pharmaceutical	14,801	13,319
Torchmark Corp	8,000	18,875
Transocean Ltd	20,527	12,093
Travelers Cos Inc	8,501	14,733
TE Connectivity	11,949	17,562
United Technologies Corp	12,225	17,542
Zions Bancorp Com	11,846	10,338
	<u>777,557</u>	<u>929,486</u>

Rock Island Refining Foundation
EIN: 35-6264479
Calendar Year 2011

Part II, Line 10c Detail:

	<u>End of Year Book Value</u>	<u>End of Year Fair Market Value</u>
Hewlett Packard Co Global Nt	26,325	25,488
Pepsico Inc Nt 5.150% 05/15/12 B/E	28,097	26,610
SBC Communications Corp Sr Nt	27,016	26,363
Credit Suisse First Boston USA Inc	25,720	26,649
	<u>107,158</u>	<u>105,109</u>

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOELZER - ACC INT PAID	<109.>	0.	<109.>
GOELZER INVESTMENT MGMT INC	52,893.	0.	52,893.
TOTAL TO FM 990-PF, PART I, LN 4	52,784.	0.	52,784.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX PREPERATION FEES	2,250.	0.		0.	
TO FORM 990-PF, PG 1, LN 16B	2,250.	0.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BOOKKEEPING FEES	5,500.	0.		0.	
TO FORM 990-PF, PG 1, LN 16C	5,500.	0.		0.	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	1,460.	0.		0.	
FOREIGN TAXES PAID	124.	124.		0.	
TO FORM 990-PF, PG 1, LN 18	1,584.	124.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	5,697.	5,697.		0.	
POSTAGE	46.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	5,743.	5,697.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
GOVERNMENT OBLIGATIONS	X		528,316.	550,629.	
STATE & MUNICIPAL BONDS		X	131,467.	136,676.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			528,316.	550,629.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			131,467.	136,676.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			659,783.	687,305.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
EQUITIES			777,557.	929,486.
TOTAL TO FORM 990-PF, PART II, LINE 10B			777,557.	929,486.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE BONDS	107,158.	105,109.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	107,158.	105,109.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
REAL ESTATE INVESTMENT TRUSTS	COST	14,032.	17,028.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,032.	17,028.