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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**Department of the Treasury  
Internal Revenue Service

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 , 2011, and ending**BENJAMIN BENEDICT GREENFIELD  
FOUNDATION, INC  
18313 GREENLEAF CT  
TINLEY PARK, IL 60487**A** Employer identification number  
36-3559017**B** Telephone number (see the instructions)  
708-444-4241**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity  
☐ Final return ☐ Amended return  
☐ Address change ☐ Name change**H** Check type of organization: ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
\$ 4,332,786.  
**J** Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

|                                                                                       | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| <b>1</b> Contributions, gifts, grants, etc. received (att sch)                        |                                    |                           |                         |                                                             |
| <b>2</b> Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B |                                    |                           |                         |                                                             |
| <b>3</b> Interest on savings and temporary cash investments                           |                                    |                           | N/A                     |                                                             |
| <b>4</b> Dividends and interest from securities                                       | 139,591.                           | 139,591.                  |                         |                                                             |
| <b>5a</b> Gross rents                                                                 |                                    |                           |                         |                                                             |
| <b>b</b> Net rental income or (loss)                                                  |                                    |                           |                         |                                                             |
| <b>6a</b> Net gain/(loss) from sale of assets not on line 10                          | 43,195.                            |                           |                         |                                                             |
| <b>b</b> Gross sales price for all assets on line 6a . . . .                          | 1,315,820.                         |                           |                         |                                                             |
| <b>7</b> Capital gain net income (from Part IV, line 2)                               |                                    | 43,195.                   |                         |                                                             |
| <b>8</b> Net short-term capital gain                                                  |                                    |                           |                         |                                                             |
| <b>9</b> Income modifications                                                         |                                    |                           |                         |                                                             |
| <b>10a</b> Gross sales less returns and allowances                                    |                                    |                           |                         |                                                             |
| <b>b</b> Less Cost of goods sold                                                      |                                    |                           |                         |                                                             |
| <b>c</b> Gross profit/(loss) (att sch)                                                |                                    |                           |                         |                                                             |
| <b>11</b> Other income (attach schedule)                                              |                                    |                           |                         |                                                             |
| <b>12 Total.</b> Add lines 1 through 11                                               | 182,786.                           | 182,786.                  |                         |                                                             |
| <b>13</b> Compensation of officers, directors, trustees, etc                          | 211,500.                           | 105,750.                  |                         | 105,750.                                                    |
| <b>14</b> Other employee salaries and wages                                           |                                    |                           |                         |                                                             |
| <b>15</b> Pension plans, employee benefits                                            |                                    |                           |                         |                                                             |
| <b>16a</b> Legal fees (attach schedule)                                               |                                    |                           |                         |                                                             |
| <b>b</b> Accounting fees (attach sch) See St 1                                        | 3,840.                             | 1,920.                    |                         | 1,920.                                                      |
| <b>c</b> Other prof fees (attach sch)                                                 |                                    |                           |                         |                                                             |
| <b>17</b> Interest                                                                    |                                    |                           |                         |                                                             |
| <b>18</b> Taxes (attach schedule) (see instrs) See St 2                               | 1,447.                             | 65.                       |                         |                                                             |
| <b>19</b> Depreciation (attach sch) and depletion                                     |                                    |                           |                         |                                                             |
| <b>20</b> Occupancy                                                                   |                                    |                           |                         |                                                             |
| <b>21</b> Travel, conferences, and meetings                                           |                                    |                           |                         |                                                             |
| <b>22</b> Printing and publications                                                   |                                    |                           |                         |                                                             |
| <b>23</b> Other expenses (attach schedule) See Statement 3                            | 31,893.                            | 29,547.                   |                         | 2,346.                                                      |
| <b>24 Total operating and administrative expenses.</b> Add lines 13 through 23        | 248,680.                           | 137,282.                  |                         | 110,016.                                                    |
| <b>25</b> Contributions, gifts, grants paid Part XV                                   | 114,110.                           |                           |                         | 114,110.                                                    |
| <b>26 Total expenses and disbursements.</b> Add lines 24 and 25                       | 362,790.                           | 137,282.                  |                         | 224,126.                                                    |
| <b>27 Subtract line 26 from line 12:</b>                                              |                                    |                           |                         |                                                             |
| <b>a Excess of revenue over expenses and disbursements</b>                            | -180,004.                          |                           |                         |                                                             |
| <b>b Net investment income</b> (if negative, enter -0-)                               |                                    | 45,504.                   |                         |                                                             |
| <b>c Adjusted net income</b> (if negative, enter -0-)                                 |                                    |                           |                         |                                                             |

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| Part II Balance Sheets      |                                                                                                                           | Beginning of year | End of year    |                |
|-----------------------------|---------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|----------------|
|                             |                                                                                                                           |                   | (a) Book Value | (b) Book Value |
| ASSETS                      | 1 Cash — non-interest-bearing                                                                                             | 21,031.           | 36,418.        | 36,418.        |
|                             | 2 Savings and temporary cash investments                                                                                  | 242,669.          | 198,704.       | 198,704.       |
|                             | 3 Accounts receivable                                                                                                     |                   |                |                |
|                             | Less: allowance for doubtful accounts                                                                                     |                   |                |                |
|                             | 4 Pledges receivable                                                                                                      |                   |                |                |
|                             | Less: allowance for doubtful accounts                                                                                     |                   |                |                |
|                             | 5 Grants receivable                                                                                                       |                   |                |                |
|                             | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) |                   |                |                |
|                             | 7 Other notes and loans receivable (attach sch)                                                                           |                   |                |                |
|                             | 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 (attach schedule)                                                 |                   |                |                |
|                             | b Investments — corporate stock (attach schedule) Statement 4                                                             | 1,285,860.        | 1,324,771.     | 1,369,605.     |
|                             | c Investments — corporate bonds (attach schedule) Statement 5                                                             | 2,749,380.        | 2,559,043.     | 2,728,059.     |
|                             | 11 Investments — land, buildings, and equipment: basis                                                                    |                   |                |                |
| LIABILITIES                 | Less: accumulated depreciation (attach schedule)                                                                          |                   |                |                |
|                             | 12 Investments — mortgage loans                                                                                           |                   |                |                |
|                             | 13 Investments — other (attach schedule)                                                                                  |                   |                |                |
|                             | 14 Land, buildings, and equipment basis 1,225.                                                                            |                   |                |                |
|                             | Less: accumulated depreciation (attach schedule) See Stmt 6 1,225.                                                        |                   |                |                |
|                             | 15 Other assets (describe )                                                                                               |                   |                |                |
|                             | 16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item i)                          | 4,298,940.        | 4,118,936.     | 4,332,786.     |
|                             | 17 Accounts payable and accrued expenses                                                                                  |                   |                |                |
|                             | 18 Grants payable                                                                                                         |                   |                |                |
|                             | 19 Deferred revenue                                                                                                       |                   |                |                |
| NET ASSETS OR FUND BALANCES | 20 Loans from officers, directors, trustees, & other disqualified persons                                                 |                   |                |                |
|                             | 21 Mortgages and other notes payable (attach schedule)                                                                    |                   |                |                |
|                             | 22 Other liabilities (describe )                                                                                          |                   |                |                |
|                             | 23 Total liabilities (add lines 17 through 22)                                                                            | 0.                | 0.             |                |
|                             | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.                        |                   |                |                |
| NET ASSETS OR FUND BALANCES | 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                                                                       |                   |                |                |
|                             | 28 Paid-in or capital surplus, or land, building, and equipment fund                                                      | 4,298,940.        | 4,118,936.     |                |
|                             | 29 Retained earnings, accumulated income, endowment, or other funds                                                       |                   |                |                |
| NET ASSETS OR FUND BALANCES | 30 Total net assets or fund balances (see instructions)                                                                   | 4,298,940.        | 4,118,936.     |                |
|                             | 31 Total liabilities and net assets/fund balances (see instructions)                                                      | 4,298,940.        | 4,118,936.     |                |

## 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 | 4,298,940. |
| 2 Enter amount from Part I, line 27a                                                                                                                         | 2 | -180,004.  |
| 3 Other increases not included in line 2 (itemize)                                                                                                           | 3 |            |
| 4 Add lines 1, 2, and 3                                                                                                                                      | 4 | 4,118,936. |
| 5 Decreases not included in line 2 (itemize)                                                                                                                 | 5 |            |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30                                                      | 6 | 4,118,936. |

**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 shares MLC Company) |  | (b) How acquired<br>P — Purchase<br>D — Donation | (c) Date acquired<br>(month, day, year) | (d) Date sold<br>(month, day, year) |
|------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------|-----------------------------------------|-------------------------------------|
| 1a See Statement 7                                                                                                                       |  |                                                  |                                         |                                     |
| b                                                                                                                                        |  |                                                  |                                         |                                     |
| c                                                                                                                                        |  |                                                  |                                         |                                     |
| d                                                                                                                                        |  |                                                  |                                         |                                     |
| e                                                                                                                                        |  |                                                  |                                         |                                     |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                                     | (l) Gains (Column (h)<br>gain minus column (k), but not less<br>than -0-) or Losses (from column (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| (i) Fair Market Value<br>as of 12/31/69                                                     | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of column (i)<br>over column (j), if any |                                                                                                       |
| a                                                                                           |                                      |                                                     |                                                                                                       |
| b                                                                                           |                                      |                                                     |                                                                                                       |
| c                                                                                           |                                      |                                                     |                                                                                                       |
| d                                                                                           |                                      |                                                     |                                                                                                       |
| e                                                                                           |                                      |                                                     |                                                                                                       |

|                                                                                 |                                                                                                                                                                                                           |  |   |         |
|---------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|---|---------|
| 2 Capital gain net income or (net capital loss).                                | <div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7<br/>           If (loss), enter -0- in Part I, line 7         </div>                                 |  | 2 | 43,195. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). | <div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0-<br/>           in Part I, line 8         </div> |  | 3 | 29,551. |

**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 the instructions before making any entries.

| (a)<br>Base period years<br>Calendar year (or tax year<br>beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of<br>noncharitable-use assets | (d)<br>Distribution ratio<br>(column (b) divided by column (c)) |
|-------------------------------------------------------------------------|------------------------------------------|-------------------------------------------------|-----------------------------------------------------------------|
| 2010                                                                    | 214,049.                                 | 4,460,020.                                      | 0.047993                                                        |
| 2009                                                                    | 258,224.                                 | 4,312,057.                                      | 0.059884                                                        |
| 2008                                                                    | 269,849.                                 | 5,123,840.                                      | 0.052665                                                        |
| 2007                                                                    | 285,839.                                 | 5,800,295.                                      | 0.049280                                                        |
| 2006                                                                    | 275,305.                                 | 5,638,129.                                      | 0.048829                                                        |

|                                                                                                                                                                                |   |            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 Total of line 1, column (d)                                                                                                                                                  | 2 | 0.258651   |
| 3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | 0.051730   |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5                                                                                                 | 4 | 4,399,850. |
| 5 Multiply line 4 by line 3                                                                                                                                                    | 5 | 227,604.   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | 6 | 455.       |
| 7 Add lines 5 and 6                                                                                                                                                            | 7 | 228,059.   |
| 8 Enter qualifying distributions from Part XII, line 4                                                                                                                         | 8 | 224,126.   |

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)**

|                                                                                                                                                                                                                                     |    |      |      |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|------|------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs) |    |      |      |
| 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    | 910. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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    | 910. |
| 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    | 910. |
| 6 Credits/Payments:                                                                                                                                                                                                                 |    |      |      |
| a 2011 estimated tax pmts and 2010 overpayment credited to 2011                                                                                                                                                                     | 6a | 800. |      |
| 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  | 800. |      |
| 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  | 110. |      |
| 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 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                             |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?<br><i>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.</i> |     | X  |
| c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                               |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.                                                                                                                               |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                                                                               |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br><i>If 'Yes,' attach a detailed description of the activities.</i>                                                                                                                                                                               |     | 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? <i>If 'Yes,' attach a conformed copy of the changes</i>                                                                                                                  |     | X  |
| 4 a 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?                                                                                                                                                                                                                                                                                   | N/A |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br><i>If 'Yes,' attach the statement required by General Instruction T</i>                                                                                                                                                                          |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?                 | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>                                                                                                                                                                                                         | X   |    |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions)<br>IL                                                                                                                                                                                                                                         |     |    |
| b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation.</i>                                                                                                                                | 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)? <i>If 'Yes,' complete Part XIV</i>                                                                                        |     | X  |
| 10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>                                                                                                                                                                                                        |     | X  |

BAA

Form 990-PF (2011)

**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?<br>Website address <u>N/A</u>                                                                                                                                                                                       | 13 | X |   |
| 14 | The books are in care of <u>KATHY GROENENDAL</u> Telephone no. <u>708-444-4241</u><br>Located at <u>18313 GREENLEAF CT TINLEY PARK IL</u> ZIP + 4 <u>60487</u>                                                                                                                                                                          |    |   |   |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>                                                                                                                     |    |   |   |
| 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?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u> | 16 |   | 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 <input type="checkbox"/>                                                                                                                                                                | 1b  | N/A |
| 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? <input type="checkbox"/>                                                                                                                                                                                                                                                                                | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>                                                                                                                                                                                         |     |     |
| b Are there any years listed in 2a for which the foundation is <b>not</b> 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.)                                                                                                                                                                                | 2b  | 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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>                                                                                                                                                                                                                                                                                                                           |     |     |
| 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.) | 3b  | N/A |
| 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? <input type="checkbox"/>                                                                                                                                                                                                                                      | 4b  | X   |

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**

N/A

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

N/A

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? ☐ Yes ☒ No**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? ☐ Yes ☒ No

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 (see instructions).

| (a) Name and address                                                   | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|------------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| COLIN FISHER<br>68-929 PEREZ ROAD, SUITE M<br>CATHEDRAL CITY, CA 92234 | Chairman<br>10.00                                         | 52,000.                                   | 0.                                                                    | 0.                                    |
| KATHY GROENENDAL<br>18313 GREENLEAF CT<br>TINLEY PARK, IL 60487        | President<br>15.00                                        | 55,500.                                   | 0.                                                                    | 0.                                    |
| DANIEL JARKE<br>642 STIRLING<br>PROSPECT HEIGHTS, IL 60071             | VP/Treasurer<br>10.00                                     | 52,000.                                   | 0.                                                                    | 0.                                    |
| SHELDON RACHMAN<br>130 RIVERSHIRE LN<br>LINCOLNSHIRE, IL 60069         | Secretary<br>10.00                                        | 52,000.                                   | 0.                                                                    | 0.                                    |

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

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

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

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 (see instructions). If none, enter 'NONE.'

| (a) Name and address of each person paid more than \$50,000              | (b) Type of service | (c) Compensation |
|--------------------------------------------------------------------------|---------------------|------------------|
| None                                                                     |                     |                  |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
| Total number of others receiving over \$50,000 for professional services |                     | 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 (see instructions)

| 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.     |

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**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 | 4,194,768. |
| b Average of monthly cash balances                                                                           | 1b | 272,085.   |
| c Fair market value of all other assets (see instructions)                                                   | 1c |            |
| d Total (add lines 1a, b, and c)                                                                             | 1d | 4,466,853. |
| 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  | 4,466,853. |
| 4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)  | 4  | 67,003.    |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4       | 5  | 4,399,850. |
| 6 Minimum investment return. Enter 5% of line 5                                                              | 6  | 219,993.   |

**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  | 219,993. |
| 2a Tax on investment income for 2011 from Part VI, line 5                                            | 2a | 910.     |
| b Income tax for 2011. (This does not include the tax from Part VI.)                                 | 2b |          |
| c Add lines 2a and 2b.                                                                               | 2c | 910.     |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 219,083. |
| 4 Recoveries of amounts treated as qualifying distributions                                          | 4  |          |
| 5 Add lines 3 and 4                                                                                  | 5  | 219,083. |
| 6 Deduction from distributable amount (see instructions)                                             | 6  |          |
| 7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 219,083. |

**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 | 224,126. |
| b Program-related investments — total from Part IX-B                                                                                                   | 1b |          |
| 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  | 224,126. |
| 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5  |          |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4                                                                                       | 6  | 224,126. |

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

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

|                                                                                                                                                                                   | (a)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2011 from Part XI, line 7                                                                                                                       |               |                            |             | 219,083.    |
| <b>2</b> Undistributed income, if any, as of the end of 2011:                                                                                                                     |               |                            |             |             |
| <b>a</b> Enter amount for 2010 only                                                                                                                                               |               |                            | 216,041.    |             |
| <b>b</b> Total for prior years. 20__, 20__, 20__                                                                                                                                  |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2011:                                                                                                                         |               |                            |             |             |
| <b>a</b> From 2006                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2007                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2008                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2009                                                                                                                                                                |               |                            |             |             |
| <b>e</b> From 2010                                                                                                                                                                |               |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 0.            |                            |             |             |
| <b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 224,126.                                                                                                   |               |                            |             |             |
| <b>a</b> Applied to 2010, but not more than line 2a                                                                                                                               |               |                            | 216,041.    |             |
| <b>b</b> Applied to undistributed income of prior years (Election required — see instructions)                                                                                    |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required — see instructions)                                                                                            | 0.            |                            |             |             |
| <b>d</b> Applied to 2011 distributable amount                                                                                                                                     |               |                            |             | 8,085.      |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)                                        | 0.            |                            |             | 0.          |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                        | 0.            |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | 0.                         |             |             |
| <b>c</b> 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.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount — see instructions.                                                                                                        |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions                                                                          |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012                                                              |               |                            |             | 210,998.    |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)                                  | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)                                                                              | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a                                                                                              | 0.            |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| <b>a</b> Excess from 2007                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2008                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2009                                                                                                                                                         |               |                            |             |             |
| <b>d</b> Excess from 2010                                                                                                                                                         |               |                            |             |             |
| <b>e</b> Excess from 2011                                                                                                                                                         |               |                            |             |             |



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

| Recipient<br>Name and address (home or business) | If recipient is an individual,<br>show any relationship to<br>any foundation manager or<br>substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------|
| <i>a</i> Paid during the year<br>See Statement 8 |                                                                                                                    |                                      |                                     |          |
| <b>Total</b>                                     |                                                                                                                    |                                      | <b>3a</b>                           | 114,110. |
| <i>b</i> Approved for future payment             |                                                                                                                    |                                      |                                     |          |
| <b>Total</b>                                     |                                                                                                                    |                                      | <b>3b</b>                           |          |





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**FOUNDATION, INC**

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**Statement 1**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

|                      | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|----------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Accounting fee . . . | \$ 3,840.                    | \$ 1,920.                       |                               | \$ 1,920.                     |
| Total                | <u>\$ 3,840.</u>             | <u>\$ 1,920.</u>                |                               | <u>\$ 1,920.</u>              |

**Statement 2**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

|                               | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|-------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAXES ON INV. INCOME  | \$ 65.                       | \$ 65.                          |                               |                               |
| FORM 990-PF TAX . . .         | 1,357.                       |                                 |                               |                               |
| IL ATTORNEY GENERAL FEE . . . | 15.                          |                                 |                               |                               |
| IL SEC OF STATE . . .         | 10.                          |                                 |                               |                               |
| Total                         | <u>\$ 1,447.</u>             | <u>\$ 65.</u>                   |                               | <u>\$ 0.</u>                  |

**Statement 3**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

|                       | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|-----------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| INSURANCE . . . . .   | \$ 1,010.                    | \$ 505.                         |                               | \$ 505.                       |
| INVESTMENT FEES . . . | 27,200.                      | 27,200.                         |                               |                               |
| OTHER OFFICE EXPENSES | 2,233.                       | 1,117.                          |                               | 1,116.                        |
| TELEPHONE . . . . .   | 1,450.                       | 725.                            |                               | 725.                          |
| Total                 | <u>\$ 31,893.</u>            | <u>\$ 29,547.</u>               |                               | <u>\$ 2,346.</u>              |

**Statement 4**  
**Form 990-PF, Part II, Line 10b**  
**Investments - Corporate Stocks**

| Corporate Stocks | Valuation<br>Method | Book<br>Value        | Fair Market<br>Value |
|------------------|---------------------|----------------------|----------------------|
| SEE STATEMENT 10 | Mkt Val             | \$ 1,324,771.        | \$ 1,369,605.        |
|                  | Total               | <u>\$ 1,324,771.</u> | <u>\$ 1,369,605.</u> |

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**Statement 5**  
**Form 990-PF, Part II, Line 10c**  
**Investments - Corporate Bonds**

| <u>Corporate Bonds</u> | <u>Valuation Method</u> | <u>Book Value</u>    | <u>Fair Market Value</u> |
|------------------------|-------------------------|----------------------|--------------------------|
| SEE STATEMENT 9        | Mkt Val                 | \$ 2,559,043.        | \$ 2,728,059.            |
|                        | Total                   | <u>\$ 2,559,043.</u> | <u>\$ 2,728,059.</u>     |

**Statement 6**  
**Form 990-PF, Part II, Line 14**  
**Land, Buildings, and Equipment**

| <u>Category</u>         | <u>Basis</u>     | <u>Accum. Deprec.</u> | <u>Book Value</u> | <u>Fair Market Value</u> |
|-------------------------|------------------|-----------------------|-------------------|--------------------------|
| Machinery and Equipment | \$ 1,225.        | \$ 1,225.             | \$ 0.             | \$ 0.                    |
| Total                   | <u>\$ 1,225.</u> | <u>\$ 1,225.</u>      | <u>\$ 0.</u>      | <u>\$ 0.</u>             |

**Statement 7**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

| <u>Item</u> | <u>(a) Description</u>         | <u>(b) How Acquired</u> | <u>(c) Date Acquired</u> | <u>(d) Date Sold</u> |
|-------------|--------------------------------|-------------------------|--------------------------|----------------------|
| 1           | 1000 CARNIVAL CORP             | Purchased               | 8/30/2010                | 1/05/2011            |
| 2           | 100 AFFLIATYED MANAGERS GRP    | Purchased               | 7/21/2010                | 4/21/2011            |
| 3           | 150 GOLDMAN SACHS              | Purchased               | 7/23/2010                | 5/23/2011            |
| 4           | 100000 FHLB STEP UP 12-15-16   | Purchased               | 12/13/2010               | 6/15/2011            |
| 5           | 100000 JOHN DEERE CAP CORP     | Purchased               | 2/11/2011                | 8/04/2011            |
| 6           | 300 IMMUCOR                    | Purchased               | 11/01/2010               | 8/19/2011            |
| 7           | 100000 FNMA NT 3 09-01 16      | Purchased               | 2/07/2011                | 9/01/2011            |
| 8           | 50000 AL PWR CO 5.1            | Purchased               | 3/02/2009                | 2/01/2011            |
| 9           | 75000 GEN ELEC                 | Purchased               | 1/27/2006                | 2/01/2011            |
| 10          | 100000 BP CAP MKTS             | Purchased               | 5/05/2009                | 2/08/2011            |
| 11          | 100000 GEN ELEC                | Purchased               | 6/10/2005                | 2/22/2011            |
| 12          | 50000 FNMA MTN 2.25            | Purchased               | 2/20/2009                | 2/24/2011            |
| 13          | 100000 PROTECTIVE LIFE SECD    | Purchased               | 5/12/2004                | 4/01/2011            |
| 14          | 1000 TYCO INT                  | Purchased               | 1/11/2010                | 4/14/2011            |
| 15          | 400 MILLICOM INTL CELLULAR     | Purchased               | 1/11/2010                | 5/06/2011            |
| 16          | 1000 BANK NEW YORK MELLON CORP | Purchased               | 1/11/2010                | 5/17/2011            |
| 17          | 75000 VERISON WIRELESS         | Purchased               | 5/20/2009                | 5/20/2011            |
| 18          | 75000 MERCK & CO               | Purchased               | 6/23/2009                | 6/30/2011            |
| 19          | 100000 COCA COLA ENTER         | Purchased               | 6/30/2008                | 8/15/2011            |
| 20          | 1500 IMMUCOR                   | Purchased               | 1/11/2010                | 8/19/2011            |
| 21          | 1300 INTL SPEEDWAY CORP        | Purchased               | 12/08/2010               | 12/14/2011           |
| 22          | Capital Gain Dividends         |                         |                          |                      |

| <u>Item</u> | <u>(e) Gross Sales</u> | <u>(f) Deprec. Allowed</u> | <u>(g) Cost Basis</u> | <u>(h) Gain (Loss)</u> | <u>(i) FMV 12/31/69</u> | <u>(j) Adj. Bas. 12/31/69</u> | <u>(k) Excess (i) - (j)</u> | <u>(l) Gain (Loss)</u> |
|-------------|------------------------|----------------------------|-----------------------|------------------------|-------------------------|-------------------------------|-----------------------------|------------------------|
| 1           | 47,529.                |                            | 31,434.               | 16,095.                |                         |                               |                             | \$ 16,095.             |
| 2           | 10,558.                |                            | 6,144.                | 4,414.                 |                         |                               |                             | 4,414.                 |
| 3           | 20,243.                |                            | 22,026.               | -1,783.                |                         |                               |                             | -1,783.                |
| 4           | 100,000.               |                            | 98,600.               | 1,400.                 |                         |                               |                             | 1,400.                 |
| 5           | 103,649.               |                            | 97,028.               | 6,621.                 |                         |                               |                             | 6,621.                 |

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**Statement 7 (continued)**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

| Item  | (e)<br>Gross<br>Sales | (f)<br>Deprec.<br>Allowed | (g)<br>Cost<br>Basis | (h)<br>Gain<br>(Loss) | (i)<br>FMV<br>12/31/69 | (j)<br>Adj. Bas.<br>12/31/69 | (k)<br>Excess<br>(i) - (j) | (l)<br>Gain<br>(Loss) |
|-------|-----------------------|---------------------------|----------------------|-----------------------|------------------------|------------------------------|----------------------------|-----------------------|
| 6     | 8,100.                |                           | 5,296.               | 2,804.                |                        |                              |                            | \$ 2,804.             |
| 7     | 100,000.              |                           | 100,000.             | 0.                    |                        |                              |                            | 0.                    |
| 8     | 50,000.               |                           | 52,025.              | -2,025.               |                        |                              |                            | -2,025.               |
| 9     | 75,000.               |                           | 75,000.              | 0.                    |                        |                              |                            | 0.                    |
| 10    | 102,262.              |                           | 101,954.             | 308.                  |                        |                              |                            | 308.                  |
| 11    | 100,000.              |                           | 108,451.             | -8,451.               |                        |                              |                            | -8,451.               |
| 12    | 50,000.               |                           | 50,000.              | 0.                    |                        |                              |                            | 0.                    |
| 13    | 100,000.              |                           | 100,000.             | 0.                    |                        |                              |                            | 0.                    |
| 14    | 52,258.               |                           | 40,773.              | 11,485.               |                        |                              |                            | 11,485.               |
| 15    | 42,565.               |                           | 35,614.              | 6,951.                |                        |                              |                            | 6,951.                |
| 16    | 28,319.               |                           | 29,773.              | -1,454.               |                        |                              |                            | -1,454.               |
| 17    | 75,000.               |                           | 76,195.              | -1,195.               |                        |                              |                            | -1,195.               |
| 18    | 75,000.               |                           | 75,128.              | -128.                 |                        |                              |                            | -128.                 |
| 19    | 100,000.              |                           | 105,262.             | -5,262.               |                        |                              |                            | -5,262.               |
| 20    | 40,500.               |                           | 29,062.              | 11,438.               |                        |                              |                            | 11,438.               |
| 21    | 31,263.               |                           | 32,860.              | -1,597.               |                        |                              |                            | -1,597.               |
| 22    |                       |                           |                      |                       |                        |                              |                            | 3,574.                |
| Total |                       |                           |                      |                       |                        |                              |                            | \$ 43,195.            |

**Statement 8**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

| Name and Address                                                  | Donee<br>Relationship | Found-<br>ation<br>Status | Purpose of<br>Grant                                                                      | Amount    |
|-------------------------------------------------------------------|-----------------------|---------------------------|------------------------------------------------------------------------------------------|-----------|
| LYRIC OPERA OF CHICAGO<br>20 N WACKER DR<br>CHICAGO, IL 60606     | NONE                  | N/A                       | CULTURAL.                                                                                | \$ 5,480. |
| NATIONAL KIDNEY FDN<br>600 S FEDERAL<br>CHICAGO, IL 60604         | NONE                  | N/A                       | SPONSOR CHILDREN<br>AT SUMMER CAMP.                                                      | 12,000.   |
| BY THE HAND CLUB FOR KIDS<br>1000 N SEDGWICK<br>CHICAGO, IL 60607 | NONE                  | N/A                       | SUPPORT OF THE<br>ACADEMIC<br>ENNRICHMENT<br>PROGRAM IN THE<br>ENGELWOOD<br>NEIGHBORHOOD | 20,750.   |
| POLISH AMERICAN ASS'N<br>3834 N CICERO<br>CHICAGO, IL 60641       | NONE                  | N/A                       | HEALTH OUTREACH<br>PROGRAM AND FOOD<br>PANTRY                                            | 750.      |
| HEMOPHILIA FDN OF IL<br>332 S MICHIGAN<br>CHICAGO, IL 60604       | NONE                  | N/A                       | SPONSOR<br>CHILDREN'S<br>PROGRAM.                                                        | 7,500.    |

2011

**Federal Statements**  
**BENJAMIN BENEDICT GREENFIELD**  
**FOUNDATION, INC**

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Client GREEN

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**Statement 8 (continued)**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

| Name and Address                                                             | Donee Relationship | Found-<br>ation<br>Status | Purpose of<br>Grant                                                                       | Amount     |
|------------------------------------------------------------------------------|--------------------|---------------------------|-------------------------------------------------------------------------------------------|------------|
| EMERGENCY FUND<br>651 W WASHINGTON #504<br>CHICAGO, IL 60661                 | NONE               | N/A                       | SUPPORT OF<br>FINANCIAL<br>ASSISTANCE<br>PROGRAM                                          | \$ 10,000. |
| LITTLE SISTERS OF THE POOR<br>2325 N LAKEWOOD<br>CHICAGO, IL 60614           | NONE               | N/A                       | HOLIDAY MEAL<br>PROGRAM                                                                   | 750.       |
| JEWISH FEDERATION OF<br>CHICAGO<br>30 S WELLS STREET<br>CHICAGO, IL 60606    | NONE               | N/A                       | MEAL<br>PROGRAM/SOUP<br>KITCHEN                                                           | 5,000.     |
| ROSELAND CHRISTIAN<br>MINISTRIES<br>10858 S MICHGAN AVE<br>CHICAGO, IL 60607 | NONE               | N/A                       | BEDS &<br>MATTRESSES FOR<br>WOMEN'S SHELTER<br>/SOUP KITCHEN                              | 10,750.    |
| TUESDAY'S CHILD<br>4028 W IRVING PARK RD<br>CHICAGO, IL 60641                | NONE               | N/A                       | ASSIT HISPANIC<br>FAMILIES WITH<br>SPEC NEEDS<br>CHILDREN                                 | 15,000.    |
| TOGETHER WE COPE<br>17010 OAK PARK AV<br>TINLEY PARK, IL 60477               | NONE               | N/A                       | SUPPORT FOOD<br>PANTRY                                                                    | 750.       |
| PICKLEBERRY PIE, INC<br>305 DICKENS WAY<br>SANTA CRUZ, CA 95064              | NONE               | N/A                       | FUNDING FOR<br>CONCERT SERIES<br>AT HOSPITAL TO<br>ENTERTAIN<br>SERIOUSLY ILL<br>CHILDREN | 9,000.     |
| JEWISH UNITED FUND<br>30 S WELLS<br>CHICAGO, IL 60606                        | NONE               | N/A                       | EMERGENCY RELIEF                                                                          | 630.       |
| SUSAN B KOMEN 3 DAY FOR THE<br>CURE<br>P O BOX 660843<br>DALLAS, TX 75266    | NONE               | N/A                       | CANCER RESEARCH                                                                           | 2,500.     |
| NIGHT MINISTRY<br>4711 N RAVENSWOOD<br>CHICAGO, IL 60640                     | NONE               | N/A                       | SOCIAL SERVICES                                                                           | 8,250.     |
| INTERFAITH HOUSE<br>3456 W FRANKLIN BLVD<br>CHICAGO, IL 60624                | NONE               | N/A                       | SOCIAL PROGRAMS                                                                           | 5,000.     |

Total \$ 114,110.

GREENFIELD FDN

# Fixed income

Taxable

## Individual securities

| Shares/par value | Description                                                                  | Market price | Market value | Tax cost    | Unrealized gain (or loss) | Estimated annual income | Yield | Pct of holdings |
|------------------|------------------------------------------------------------------------------|--------------|--------------|-------------|---------------------------|-------------------------|-------|-----------------|
| 4,000            | Estee Lauder<br>DTD 1/10/02 6.0% 1/15/2012<br>Moody's: A2 S&P: A             | \$ 100.1360  | \$ 4,005.44  | \$ 4,008.68 | \$ -3.24                  | \$ 240.00               | 6.0%  | 0.1%            |
| 100,000          | Dell Inc<br>DTD 6/15/2009 3.375 6/15/2012<br>Moody's: A2 S&P: A-             | 101.1030     | 101,103.00   | 103,627.00  | -2,524.00                 | 3,375.00                | 3.3   | 2.4             |
| 100,000          | Cons Edison Co Of NY<br>DTD 6/24/2002 5.625% 7/1/2012<br>Moody's: A3 S&P: A- | 102.3370     | 102,337.00   | 98,299.99   | 4,037.01                  | 5,625.00                | 5.5   | 2.4             |
| 100,000          | McDonalds Corp<br>DTD 2/29/2008 4.3% 3/1/2013<br>Moody's: A2 S&P: A          | 104.1590     | 104,159.00   | 99,693.00   | 4,466.00                  | 4,300.00                | 4.1   | 2.4             |
| 100,000          | IBM Corp<br>DTD 11/6/2009 2.1% 5/6/2013<br>Moody's: AA3 S&P: A+              | 102.0630     | 102,063.00   | 99,919.00   | 2,144.00                  | 2,100.00                | 2.1   | 2.4             |
| 100,000          | Conocophillips<br>DTD 5/8/2008 4.4% 5/15/2013<br>Moody's: A1 S&P: A          | 104.8290     | 104,829.00   | 104,669.00  | 160.00                    | 4,400.00                | 4.2   | 2.5             |



BNY MELLON  
WEALTH MANAGEMENT

Portfolio manager

Edwin B Ruthman  
312 422 5435



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December 1 - December 31, 2011

Benjamin B. Green-Field Fdn-IMA  
Account number 10189001880

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## Fixed income

### Taxable

#### Individual securities

continued

| Shares/par value | Description                                                                      | Market price | Market value | Tax cost   | Unrealized gain (or loss) | Estimated annual income | Yield | Pct of holdings |
|------------------|----------------------------------------------------------------------------------|--------------|--------------|------------|---------------------------|-------------------------|-------|-----------------|
| 50,000           | Wisconsin Electric Power<br>DTD 5/6/2003 4.5% 5/15/2013<br>Moody's: A2 S&P: A-   | 104.7970     | 52,398.50    | 51,307.00  | 1,091.50                  | 2,250.00                | 4.3   | 1.2             |
| 50,000           | Walgreen Co<br>DTD 7/17/2008 4.875% 8/1/2013<br>Moody's: A2 S&P: A               | 106.6890     | 53,344.50    | 53,310.00  | 34.50                     | 2,437.50                | 4.6   | 1.3             |
| 125,000          | Unilever Capital Corp<br>DTD 2/12/2009 3.65% 2/15/2014<br>Moody's: A1 S&P: A+    | 106.4360     | 133,045.00   | 125,455.00 | 7,590.00                  | 4,562.50                | 3.4   | 3.1             |
| 50,000           | Shell International Fin<br>DTD 3/23/2009 4.0% 3/21/2014<br>Moody's: AA1 S&P: AA  | 107.4840     | 53,742.00    | 52,426.50  | 1,315.50                  | 2,000.00                | 3.7   | 1.3             |
| 75,000           | United Parcel Services<br>DTD 3/24/2009 3.875% 4/1/2014<br>Moody's: AA3 S&P: AA- | 106.6980     | 80,023.50    | 75,196.50  | 4,827.00                  | 2,906.25                | 3.6   | 1.9             |
| 100,000          | Microsoft Corp<br>DTD 5/18/2009 2.95% 6/1/2014<br>Moody's: AAA S&P: AAA          | 106.2270     | 106,227.00   | 100,320.00 | 5,907.00                  | 2,950.00                | 2.8   | 2.5             |
| 100,000          | Oracle Corp<br>DTD 7/8/2009 3.75% 7/8/2014<br>Moody's: A1 S&P: A                 | 107.5480     | 107,548.00   | 100,000.00 | 7,548.00                  | 3,750.00                | 3.5   | 2.5             |
| 100,000          | Wells Fargo & Company<br>DTD 10/1/2009 3.75% 10/1/2014<br>Moody's: A2 S&P: A+    | 105.5720     | 105,572.00   | 105,118.00 | 454.00                    | 3,750.00                | 3.6   | 2.5             |
| 100,000          | Statoilhydro Asa<br>DTD 10/15/2009 2.9% 10/15/2014<br>Moody's: AA2 S&P: AA-      | 104.9380     | 104,938.00   | 100,208.00 | 4,730.00                  | 2,900.00                | 2.8   | 2.5             |
| 100,000          | Diageo Finance Bv<br>DTD 11/6/2009 3.25% 1/15/2015<br>Moody's: A3 S&P: A-        | 105.7210     | 105,721.00   | 100,112.00 | 5,609.00                  | 3,250.00                | 3.1   | 2.5             |

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# Fixed income

## Taxable

### Individual securities continued

| Shares/par value | Description                                                                                                      | Market price | Market value | Tax cost   | Unrealized<br>gain (or loss) | Estimated<br>annual income | Yield | Pct of<br>holdings |
|------------------|------------------------------------------------------------------------------------------------------------------|--------------|--------------|------------|------------------------------|----------------------------|-------|--------------------|
| 150,000          | Federal Home Loan Bank<br>DTD 3/18/2005 4.75% 2/13/2015<br>Moody's: AAA S&P: AA+                                 | 112.4920     | 168,738.00   | 143,212.50 | 25,525.50                    | 7,125.00                   | 4.2   | 4.0                |
| 100,000          | Connecticut ST<br>DTD 4/30/2008 4.4% 3/15/2015<br>Ser A<br>Moody's: AA2 S&P: AA                                  | 109.4770     | 109,477.00   | 100,000.00 | 9,477.00                     | 4,400.00                   | 4.0   | 2.6                |
| 100,000          | Toyota Motor Credit Corp<br>DTD 6/17/2010 3.2% 6/17/2015<br>Moody's: AA3 S&P: AA-                                | 105.1820     | 105,182.00   | 102,286.00 | 2,896.00                     | 3,200.00                   | 3.0   | 2.5                |
| 100,000          | Wal Mart Stores Inc<br>DTD 6/9/2005 4.500% 7/1/2015<br>Moody's: AA2 S&P: AA                                      | 111.9880     | 111,988.00   | 93,262.00  | 18,726.00                    | 4,500.00                   | 4.0   | 2.6                |
| 125,000          | US Bancorp<br>DTD 7/27/2010 2.45% 7/27/2015<br>Moody's: AA3 S&P: A                                               | 102.4840     | 128,105.00   | 127,215.00 | 890.00                       | 3,062.50                   | 2.4   | 3.0                |
| 75,000           | Colgate Palmolive Co<br>DTD 8/5/2009 3.15% 8/5/2015<br>Moody's: AA3 S&P: AA-                                     | 107.2320     | 80,424.00    | 74,894.25  | 5,529.75                     | 2,362.50                   | 2.9   | 1.9                |
| 75,000           | E.I. DU Point De Nemours<br>DTD 9/23/2010 1.95% 1/15/2016<br>Moody's: A2 S&P: A                                  | 102.7510     | 77,063.25    | 75,722.25  | 1,341.00                     | 1,462.50                   | 1.9   | 1.8                |
| 102,585          | United States Treasury Inflation<br>Protected Security DTD 4/15/2011<br>.125% 4/15/2016<br>Moody's: AAA S&P: AA+ | 104.2500     | 106,944.86   | 109,483.58 | -2,538.72                    | 128.23                     | 0.1   | 2.5                |
| 100,000          | Pepsico Inc<br>DTD 5/10/2011 2.5% 5/10/2016<br>Moody's: AA3 S&P: A-                                              | 104.0320     | 104,032.00   | 99,907.00  | 4,125.00                     | 2,500.00                   | 2.4   | 2.4                |
| 100,000          | Midamerican Energy Co<br>DTD 6/29/2007 5.95% 7/15/2017<br>Moody's: A2 S&P: A-                                    | 118.6360     | 118,636.00   | 102,191.00 | 16,445.00                    | 5,950.00                   | 5.0   | 2.8                |

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BNY MELLON

Portfolio manager

Edwin B Ruthman



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## Fixed income

## Taxable

Individual securities  
continued

| Shares/par value | Description                                                                                                                       | Market price | Market value | Tax cost   | Unrealized gain (or loss) | Estimated annual income | Yield | Pct of holdings |
|------------------|-----------------------------------------------------------------------------------------------------------------------------------|--------------|--------------|------------|---------------------------|-------------------------|-------|-----------------|
| 50,000           | King Cnty Wash<br>DTD 12/1/2010 3.552% 12/1/2017<br>Build America Bonds-Taxable-SE<br>Moody's: AA1 S&P: AAA                       | 110.2260     | 55,113.00    | 50,230.50  | 4,882.50                  | 1,776.00                | 3.2   | 1.3             |
| 100,000          | Federal Home Loan Bank<br>DTD 12/3/2010 2.625% 12/8/2017<br>Moody's: AAA S&P: AA+                                                 | 106.0270     | 106,027.00   | 102,066.00 | 3,961.00                  | 2,625.00                | 2.5   | 2.5             |
| 5,000            | Federal Home Loan Mortgage Corp<br>REMIC Passthru CTF DTD 2/1/1991<br>8.5% 2/15/2021 Series 1045 Class E<br>Moody's: N/A S&P: N/A | 113.0260     | 5,651.30     | 4,903.12   | 748.18                    | 425.00                  | 7.5   | 0.1             |

## Total taxable individual securities

|  |                 |                 |               |              |       |
|--|-----------------|-----------------|---------------|--------------|-------|
|  | \$ 2,698,437.35 | \$ 2,559,042.87 | \$ 139,394.48 | \$ 90,312.98 | 63.2% |
|--|-----------------|-----------------|---------------|--------------|-------|

## Total taxable fixed income

|  |                 |                 |               |              |       |
|--|-----------------|-----------------|---------------|--------------|-------|
|  | \$ 2,698,437.35 | \$ 2,559,042.87 | \$ 139,394.48 | \$ 90,312.98 | 63.2% |
|--|-----------------|-----------------|---------------|--------------|-------|

## Total fixed income

|  |                 |                 |               |              |       |
|--|-----------------|-----------------|---------------|--------------|-------|
|  | \$ 2,698,437.35 | \$ 2,559,042.87 | \$ 139,394.48 | \$ 90,312.98 | 63.2% |
|--|-----------------|-----------------|---------------|--------------|-------|

## Equities

## U.S. large cap

| Shares/par value | Description                          | Market price | Market value | Tax cost     | Unrealized gain (or loss) | Estimated annual income | Yield | Pct of holdings |
|------------------|--------------------------------------|--------------|--------------|--------------|---------------------------|-------------------------|-------|-----------------|
| 400              | Accenture PLC ( ACN )                | \$ 53.2300   | \$ 21,292.00 | \$ 22,691.20 | \$ -1,399.20              | \$ 540.00               | 2.5%  | 0.5%            |
| 700              | Covidien PLC ( COV )                 | 45.0100      | 31,507.00    | 23,629.48    | 7,877.52                  | 630.00                  | 2.0   | 0.7             |
| 700              | Abbott Laboratories ( ABT )          | 56.2300      | 39,361.00    | 32,744.95    | 6,616.05                  | 1,344.00                | 3.4   | 0.9             |
| 300              | Air Products & Chemicals Inc ( APD ) | 85.1900      | 25,557.00    | 20,766.60    | 4,790.40                  | 696.00                  | 2.7   | 0.6             |
| 400              | Alliance Data Sys Corp ( ADS )       | 103.8400     | 41,536.00    | 15,183.04    | 26,352.96                 | 0.00                    | 0.0   | 1.0             |
| 350              | Apache Corp ( APA )                  | 90.5800      | 31,703.00    | 33,335.06    | -1,632.06                 | 210.00                  | 0.7   | 0.7             |
| 600              | Baker Hughes Inc ( BHI )             | 48.6400      | 29,184.00    | 22,713.28    | 6,470.72                  | 360.00                  | 1.2   | 0.7             |
| 2,250            | Bank Of America Corporation ( BAC )  | 5.5600       | 12,510.00    | 97,095.91    | -84,585.91                | 90.00                   | 0.7   | 0.3             |



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# Equities

U.S. large cap  
continued

| Shares/par value     | Description                           | Market price | Market value  | Tax cost      | Unrealized gain (or loss) | Estimated annual income | Yield | Pct of holdings |
|----------------------|---------------------------------------|--------------|---------------|---------------|---------------------------|-------------------------|-------|-----------------|
| 1,300                | CVS Caremark Corporation ( CVS )      | 40.7800      | 53,014.00     | 40,677.70     | 12,336.30                 | 845.00                  | 1.6   | 1.2             |
| 1,000                | Carnival Corp ( CCL )                 | 32.6400      | 32,640.00     | 39,351.98     | -6,711.98                 | 1,000.00                | 3.1   | 0.8             |
| 1,300                | Cisco Systems Inc ( CSCO )            | 18.0800      | 23,504.00     | 23,412.87     | 91.13                     | 312.00                  | 1.3   | 0.6             |
| 400                  | Coca - Cola Co ( KO )                 | 69.9700      | 27,988.00     | 17,000.00     | 10,988.00                 | 752.00                  | 2.7   | 0.7             |
| 300                  | Deere & Co ( DE )                     | 77.3500      | 23,205.00     | 20,053.53     | 3,151.47                  | 492.00                  | 2.1   | 0.5             |
| 1,500                | E M C Corp Mass ( EMC )               | 21.5400      | 32,310.00     | 15,974.70     | 16,335.30                 | 0.00                    | 0.0   | 0.8             |
| 600                  | Energizer Hldgs Inc ( ENR )           | 77.4800      | 46,488.00     | 34,130.10     | 12,357.90                 | 0.00                    | 0.0   | 1.1             |
| 500                  | Exxon Mobil Corp ( XOM )              | 84.7600      | 42,380.00     | 32,265.00     | 10,115.00                 | 940.00                  | 2.2   | 1.0             |
| 1,000                | General Motors Co ( GM )              | 20.2700      | 20,270.00     | 32,550.00     | -12,280.00                | 0.00                    | 0.0   | 0.5             |
| 60                   | Google Inc ( GOOG )                   | 645.9000     | 38,754.00     | 29,073.78     | 9,680.22                  | 0.00                    | 0.0   | 0.9             |
| 600                  | Johnson Controls Inc ( JCI )          | 31.2600      | 18,756.00     | 23,680.20     | -4,924.20                 | 432.00                  | 2.3   | 0.4             |
| 300                  | Laboratory Corp Amer Hldgs ( LH )     | 85.9700      | 25,791.00     | 21,126.63     | 4,664.37                  | 0.00                    | 0.0   | 0.6             |
| 500                  | MetLife Inc ( MET )                   | 31.1800      | 15,590.00     | 17,005.00     | -1,415.00                 | 370.00                  | 2.4   | 0.4             |
| 1,300                | Microsoft Corporation ( MSFT )        | 25.9600      | 33,748.00     | 31,850.28     | 1,897.72                  | 1,040.00                | 3.1   | 0.8             |
| 625                  | Qualcomm Inc ( QCOM )                 | 54.7000      | 34,187.50     | 33,136.88     | 1,050.62                  | 537.50                  | 1.6   | 0.8             |
| 300                  | Schlumberger Ltd ( SLB )              | 68.3100      | 20,493.00     | 20,193.00     | 300.00                    | 300.00                  | 1.5   | 0.5             |
| 500                  | Thermo Fisher Scientific Inc. ( TMO ) | 44.9700      | 22,485.00     | 16,978.75     | 5,506.25                  | 0.00                    | 0.0   | 0.5             |
| 400                  | 3m Co ( MMM )                         | 81.7300      | 32,692.00     | 28,825.12     | 3,866.88                  | 880.00                  | 2.7   | 0.8             |
| 600                  | The Travelers Companies Inc ( TRV )   | 59.1700      | 35,502.00     | 23,953.08     | 11,548.92                 | 984.00                  | 2.8   | 0.8             |
| 600                  | United Parcel Service Cl B ( UPS )    | 73.1900      | 43,914.00     | 41,254.00     | 2,660.00                  | 1,248.00                | 2.8   | 1.0             |
| 500                  | United Technologies Corp ( UTX )      | 73.0900      | 36,545.00     | 25,926.85     | 10,618.15                 | 960.00                  | 2.6   | 0.9             |
| 1,000                | Waste Management Inc ( WM )           | 32.7100      | 32,710.00     | 27,943.60     | 4,766.40                  | 1,360.00                | 4.2   | 0.8             |
| 1,100                | Wells Fargo & Company ( WFC )         | 27.5600      | 30,316.00     | 31,569.23     | -1,253.23                 | 528.00                  | 1.7   | 0.7             |
| Total U.S. large cap |                                       |              | \$ 955,932.50 | \$ 896,091.80 | \$ 59,840.70              | \$ 15,950.50            |       | 22.4%           |

CTMR 10

## U.S. mid cap

| Shares/par value          | Description                                          | Market price | Market value         | Tax cost             | Unrealized gain (or loss) | Estimated annual income | Yield | Pct of holdings |
|---------------------------|------------------------------------------------------|--------------|----------------------|----------------------|---------------------------|-------------------------|-------|-----------------|
| 300                       | Affiliated Managers Group Inc ( AMG )                | \$ 95.9500   | \$ 28,785.00         | \$ 18,432.75         | \$ 10,352.25              | \$ 0.00                 | 0.0%  | 0.7%            |
| 225                       | Bard C R Inc ( BCR )                                 | 85.5000      | 19,237.50            | 17,632.28            | 1,605.22                  | 171.00                  | 0.9   | 0.5             |
| 600                       | Church & Dwight Inc ( CHD )                          | 45.7600      | 27,456.00            | 16,502.94            | 10,953.06                 | 408.00                  | 1.5   | 0.6             |
| 1,200                     | Cintas Corp ( CTAS )                                 | 34.8100      | 41,772.00            | 41,505.74            | 266.26                    | 648.00                  | 1.6   | 1.0             |
| 225                       | Dun & Bradstreet Corp Del New ( DNB )                | 74.8300      | 16,836.75            | 16,513.38            | 323.37                    | 324.00                  | 1.9   | 0.4             |
| 1,000                     | H C C Insurance Holdings Inc ( HCC )                 | 27.5000      | 27,500.00            | 28,755.30            | -1,255.30                 | 620.00                  | 2.3   | 0.6             |
| 600                       | Hyatt Hotels Corp. ( H )                             | 37.6400      | 22,584.00            | 23,410.02            | -826.02                   | 0.00                    | 0.0   | 0.5             |
| 700                       | Reinsurance Group Of America ( RGA )<br>Incorporated | 52.2500      | 36,575.00            | 28,901.40            | 7,673.60                  | 504.00                  | 1.4   | 0.9             |
| <b>Total U.S. mid cap</b> |                                                      |              | <b>\$ 220,746.25</b> | <b>\$ 191,653.81</b> | <b>\$ 29,092.44</b>       | <b>\$ 2,575.00</b>      |       | <b>5.2%</b>     |

## U.S. small cap

| Shares/par value            | Description                   | Market price | Market value        | Tax cost            | Unrealized gain (or loss) | Estimated annual income | Yield | Pct of holdings |
|-----------------------------|-------------------------------|--------------|---------------------|---------------------|---------------------------|-------------------------|-------|-----------------|
| 1,300                       | Exterran Holdings Inc ( EXH ) | \$ 9.1000    | \$ 11,830.00        | \$ 67,941.24        | \$ -56,111.24             | \$ 0.00                 | 0.0%  | 0.3%            |
| 1,000                       | Synaptics Inc ( SYNA )        | 30.1500      | 30,150.00           | 27,788.80           | 2,361.20                  | 0.00                    | 0.0   | 0.7             |
| <b>Total U.S. small cap</b> |                               |              | <b>\$ 41,980.00</b> | <b>\$ 95,730.04</b> | <b>\$ -53,750.04</b>      | <b>\$ 0.00</b>          |       | <b>1.0%</b>     |

## Developed international

| Shares/par value                     | Description                                 | Market price | Market value         | Tax cost             | Unrealized gain (or loss) | Estimated annual income | Yield | Pct of holdings |
|--------------------------------------|---------------------------------------------|--------------|----------------------|----------------------|---------------------------|-------------------------|-------|-----------------|
| 600                                  | BP PLC Spons ADR ( BP )                     | \$ 42.7400   | \$ 25,644.00         | \$ 36,957.24         | \$ -11,313.24             | \$ 1,008.00             | 3.9%  | 0.6%            |
| 600                                  | Teva Pharmaceutical Inds Ltd ADR ( TEVA )   | 40.3600      | 24,216.00            | 18,762.52            | 5,453.48                  | 471.00                  | 1.9   | 0.6             |
| 2,200                                | Vodafone Group PLC ( VOD )<br>Sponsored ADR | 28.0300      | 61,666.00            | 47,721.15            | 13,944.85                 | 3,174.60                | 5.2   | 1.5             |
| <b>Total developed international</b> |                                             |              | <b>\$ 111,526.00</b> | <b>\$ 103,440.91</b> | <b>\$ 8,085.09</b>        | <b>\$ 4,653.60</b>      |       | <b>2.6%</b>     |

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# Equity reits

| Shares/par value          | Description                 | Market price | Market value             | Tax cost                 | Unrealized gain (or loss) | Estimated annual income | Yield | Pct of holdings |
|---------------------------|-----------------------------|--------------|--------------------------|--------------------------|---------------------------|-------------------------|-------|-----------------|
| 3,000                     | Cys Investments Inc ( CYS ) | \$ 13.1400   | \$ 39,420.00             | \$ 37,854.60             | \$ 1,565.40               | \$ 6,000.00             | 15.2% | 0.9%            |
| <b>Total equity reits</b> |                             |              | <b>\$ 39,420.00</b>      | <b>\$ 37,854.60</b>      | <b>\$ 1,565.40</b>        | <b>\$ 6,000.00</b>      |       | <b>0.9%</b>     |
| <b>Total equities</b>     |                             |              | <b>\$ 1,359,604.75 ✓</b> | <b>\$ 1,324,771.15 ✓</b> | <b>\$ 44,833.59</b>       | <b>\$ 30,179.10</b>     |       | <b>32.1%</b>    |
| <b>Total assets</b>       |                             |              | <b>\$ 4,266,746.23</b>   | <b>\$ 4,082,518.16</b>   | <b>\$ 184,228.07</b>      | <b>\$ 120,591.43</b>    |       | <b>100.0%</b>   |

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