Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: ROBERTI HELEN CHARITABLE TRUST 110010955534

A Employer identification number: 36-7056111

Number and street (or P O box number if mail is not delivered to street address): 111 WEST MONROE STREET TAX DIV 16W

Room/suite:

B Telephone number (see instructions): (312) 461-7271

City or town, state, and ZIP code: CHICAGO, IL 60603

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 4,613,205.

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

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

ENVELOPE POSTMARK DATE MAY 18 2012

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).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ [X] if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	185,557.	182,194.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	35,752.			
	b	Gross sales price for all assets on line 6a 1,502,171.				
	7	Capital gain net income (from Part IV, line 2)		35,752.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less. Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	221,309.	217,946.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	45,721.	22,861.		22,860.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 5	1,080.	540.	NONE	540.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 6	6,804.	775.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 7	267.	252.		15.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	53,872.	24,428.	NONE	23,415.
	25	Contributions, gifts, grants paid	201,090.			201,090.
	26	**Total expenses and disbursements** Add lines 24 and 25	254,962.	24,428.	NONE	224,505.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-33,653.			
	b	**Net investment income** (if negative, enter -0-)		193,518.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	138,895.	442,669.	442,669.
	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 schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S. and state government obligations (attach schedule)	947,986.	1,005,561.	1,091,828.
	b Investments - corporate stock (attach schedule)	1,938,059.	1,664,852.	1,898,930.
	c Investments - corporate bonds (attach schedule)	1,208,004.	1,090,090.	1,133,625.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	2.	2.	46,000.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ STMT 8)		153.	153.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,232,946.	4,203,327.	4,613,205.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	4,232,946.	4,203,327.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	4,232,946.	4,203,327.	
	31 Total liabilities and net assets/fund balances (see instructions)	4,232,946.	4,203,327.	

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	4,232,946.
2 Enter amount from Part I, line 27a	2	-33,653.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	4,034.
4 Add lines 1, 2, and 3	4	4,203,327.
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	4,203,327.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,500,881.		1,466,419.	34,462.
b				1,236.
c				54.
d				
e				

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

	(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				34,462.
b				1,236.
c				54.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 35,752.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . . **3**

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) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	213,132.	4,540,934.	0.046936
2009	234,880.	4,264,416.	0.055079
2008	262,869.	4,811,098.	0.054638
2007	242,433.	5,400,357.	0.044892
2006	240,507.	4,946,501.	0.048622

2	**Total** of line 1, column (d)	2	0.250167
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	0.050033
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,733,509.
5	Multiply line 4 by line 3	5	236,832.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,935.
7	Add lines 5 and 6	7	238,767.
8	Enter qualifying distributions from Part XII, line 4	8	224,505.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	3,870.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	3,870.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	3,870.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 3,700.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	3,700.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	170.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ____ (2) On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 10 Telephone no ▶

Located at ▶ ZIP + 4 ▶

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

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

		Line	Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):					
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?			1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐					
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?			1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):					
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes	☒ No			
	If "Yes," list the years ▶ , , ,					
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)			2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ , , ,					
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No			
b	If "Yes," did it have excess business holdings in 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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?			4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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
SEE STATEMENT 11		45,721.	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	4,515,002.
b	Average of monthly cash balances	1b	290,591.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,805,593.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,805,593.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	72,084.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,733,509.
6	**Minimum investment return.** Enter 5% of line 5	6	236,675.

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	236,675.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,870.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,870.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	232,805.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	232,805.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	232,805.

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	224,505.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	224,505.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	224,505.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					232,805.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				201,090.	
b Total for prior years 20 09 ,20 ,20			NONE		
3 Excess distributions carryover, if any, to 2011:					
a From 2006	NONE				
b From 2007	NONE				
c From 2008	NONE				
d From 2009	NONE				
e From 2010	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 224,505.					
a Applied to 2010, but not more than line 2a				201,090.	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2011 distributable amount					23,415.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5		NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					209,390.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9:					
a Excess from 2007	NONE				
b Excess from 2008	NONE				
c Excess from 2009	NONE				
d Excess from 2010	NONE				
e Excess from 2011	NONE				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . ▶

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

	Tax year (a) 2011	Prior 3 years (b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 15				
Total . . . . ▶ **3a**				201,090.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	185,557.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	35,752.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				221,309.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 221,309.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date 5-8-12 | Title BMO Harris Bank N.A., Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
PATRICK T. BURKE		5/4/12		P00016768

Firm's name ▶ FRIEDMAN & HUEY ASSOCIATES LLP | Firm's EIN ▶ 36-3382360

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

[redacted]

• Details of assets in your account

DESCRIPTION OF ASSET	QUANTITY	X	CURRENT UNIT VALUE	=	CURRENT TOTAL MARKET VALUE	-	FEDERAL TAX COST	=	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CASH & SHORT-TERM											
VIRTUS INSIGHT GOVERNMENT MONEY MARKET FUND I	284,119.490		1.0000		284,119.49		284,119.49		0.00	28.41	0.01%
VIRTUS INSIGHT GOVERNMENT MONEY MARKET FUND I (INCOME INVESTMENT)	158,549.850		1.0000		158,549.85		158,549.85		0.00	15.86	0.01%
TOTAL CASH & SHORT-TERM					**$442,669.34**		**$442,669.34**		**$0.00**	**$44.27**	**.01%**
FIXED INCOME/LOW VOLATILITY											
U.S. government bonds											
FEDERAL FARM CREDIT BANK DTD 11/18/2005 4.875% 12/16/2015 NON CALLABLE MOODYS: AAA S&P: AA+	75,000.000		115.3530		86,514.75		82,548.75		3,966.00	3,656.25	4.23%
FEDERAL HOME LOAN BANK DTD 08/07/2006 5.250% 09/13/2013 NON CALLABLE MOODYS: AAA S&P: AA+	50,000.000		108.1330		54,066.50		50,287.00		3,779.50	2,625.00	4.85%
FEDERAL HOME LOAN BANK DTD 11/04/2005 5.000% 12/21/2015 NON CALLABLE MOODYS: AAA S&P: AA+	50,000.000		115.5850		57,792.50		51,578.50		6,214.00	2,500.00	4.33%
FEDERAL HOME LOAN BANK DTD 06/22/2007 5.500% 08/13/2014 NON CALLABLE MOODYS: AAA S&P: AA+	50,000.000		112.7050		56,352.50		50,610.05		5,742.45	2,750.00	4.88%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
FEDERAL HOME LOAN BANK DTD 08/03/2007 5.250% 09/12/2014 NON CALLABLE MOODYS: AAA S&P: AA+	50,000.000	112.1890	56,094.50	50,141.00	5,953.50	2,625.00	4.68%
FEDERAL HOME LOAN BANK DTD 08/07/2009 3.750% 09/09/2016 NON CALLABLE MOODYS: AAA S&P: AA+	50,000.000	111.6520	55,826.00	51,102.00	4,724.00	1,875.00	3.36%
FEDERAL HOME LOAN MORTGAGE CORP DTD 07/16/2002 5.125% 07/15/2012 MOODYS: AAA S&P: AA+	100,000.000	102.6980	102,698.00	99,797.70	2,900.30	5,125.00	4.99%
FEDERAL HOME LOAN MORTGAGE CORP DTD 07/16/2004 5.000% 07/15/2014 MOODYS: AAA S&P: AA+	100,000.000	111.0590	111,059.00	99,127.70	11,931.30	5,000.00	4.50%
FEDERAL HOME LOAN MORTGAGE CORP DTD 10/21/2005 4.750% 11/17/2015 NON CALLABLE MOODYS: AAA S&P: AA+	100,000.000	114.5190	114,519.00	99,414.90	15,104.10	4,750.00	4.15%
FEDERAL HOME LOAN MORTGAGE CORP MEDIUM TERM NOTE DTD 11/10/2004 5.000% 11/13/2014 CALLABLE MOODYS: AAA S&P: AA+	50,000.000	111.9020	55,951.00	50,376.50	5,574.50	2,500.00	4.47%
UNITED STATES TREASURY NOTES TREASURY INFLATION INDEX DTD 07/15/2008 1.375% 07/15/2018 MOODYS: AAA S&P: N/A	105,007.000	113.2190	118,887.88	107,295.85	11,592.03	1,443.85	1.21%
Total U.S. government bonds			$869,761.63	(A) $792,279.95	$77,481.68	$34,850.10	4.01%

Corporate and other taxable

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

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Corporate							
AT&T INC DTD 02/01/2008 5.500% 02/01/2018 NON CALLABLE MOODYS: A2 S&P: A-	50,000.000	115.7530	57,876.50	40,030.00	17,846.50	2,750.00	4.75%
BANK OF AMERICA NA DTD 05/02/2008 5.650% 05/01/2018 NON CALLABLE MOODYS: BAA1 S&P: A-	75,000.000	95.2750	71,456.25	72,303.75	-847.50	4,237.50	5.93%
BOEING CO DTD 03/13/2009 6.000% 03/15/2019 NON CALLABLE MOODYS: A2 S&P: A	50,000.000	121.2820	60,641.00	54,769.50	5,871.50	3,000.00	4.95%
CISCO SYSTEMS INC DTD 02/22/2006 5.500% 02/22/2016 CALLABLE MOODYS: A1 S&P: A+	50,000.000	116.3730	58,186.50	51,915.00	6,271.50	2,750.00	4.73%
EXELON GENERATION CO LLC DTD 09/30/2010 4.000% 10/01/2020 CALLABLE MOODYS: A3 S&P: BBB	100,000.000	102.7990	102,799.00	93,207.00	9,592.00	4,000.00	3.89%
GENERAL ELECTRIC CAPITAL CORP MEDIUM TERM NOTE DTD 06/07/2002 6.000% 06/15/2012 MOODYS: AA2 S&P: AA+	100,000.000	102.2480	102,248.00	106,919.00	-4,671.00	6,000.00	5.87%
MORGAN STANLEY MEDIUM TERM NOTE DTD 01/26/2010 5.500% 01/26/2020 NON CALLABLE MOODYS: A2 S&P: A-	75,000.000	91.0270	68,270.25	75,034.50	-6,764.25	4,125.00	6.04%

[redacted]

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
PHILIP MORRIS INTL INC DTD 05/16/2008 4.875% 05/16/2013 NON CALLABLE MOODYS: A2 S&P: A		50,000.000	105.5250	52,762.50	54,010.00	-1,247.50	2,437.50	4.62%
TARGET CORPORATION DTD 07/14/2006 5.875% 07/15/2016 NON CALLABLE MOODYS: A2 S&P: A+		50,000.000	118.4280	59,214.00	51,492.50	7,721.50	2,937.50	4.96%
WACHOVIA CORP DTD 06/08/2007 5.750% 06/15/2017 NON CALLABLE MOODYS: A2 S&P: A+		50,000.000	112.9830	56,491.50	53,265.00	3,226.50	2,875.00	5.09%
WALGREEN CO DTD 01/13/2009 5.250% 01/15/2019 NON CALLABLE MOODYS: A2 S&P: A		50,000.000	118.8840	59,442.00	50,878.00	8,564.00	2,625.00	4.42%
WYETH DTD 03/27/2007 5.450% 04/01/2017 NON CALLABLE MOODYS: A1 S&P: AA		75,000.000	117.1490	87,861.75	82,067.70	5,794.05	4,087.50	4.65%
International								
ROYAL BK OF SCOTLAND PLC DTD 01/11/2011 6.125% 01/11/2021 NON CALLABLE MOODYS: A2 S&P: A		50,000.000	98.6530	49,326.50	51,770.50	-2,444.00	3,062.50	6.21%
TEMPLETON GLOBAL BOND FUND	TGBAX	4,467.661	12.3700	55,264.97	55,044.68	220.29	2,832.50	5.13%
Taxable funds								
FRANKLIN FLOATING RATE DAILY ACCESS FUND	FDAAX	11,003.118	8.8400	97,267.56	98,989.22	-1,721.66	4,808.36	4.94%

[redacted]

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Other								
CUYAHOGA COUNTY OHIO REVENUE BONDS DTD 09/03/2010 4.484% 06/01/2020 NON CALLABLE MOODYS: AA2 S&P: AA		75,000.000	110.4190	82,814.25	(A) 75,252.75	7,561.50	3,363.00	4.06%
MARICOPA CNTY ARIZONA SCH DIST GENERAL OBLIGATION DTD 04/22/2010 4.553% 07/01/2017 NON CALLABLE AGM MOODYS: N/R S&P: AA-		75,000.000	109.9000	82,425.00	(A) 82,170.00	255.00	3,414.75	4.14%
MET GOVT NASHVILLE TENNESSEE REVENUE BOND DTD 04/21/2010 5.817% 07/01/2021 NON CALLABLE MOODYS: AA2 S&P: A		50,000.000	113.6540	56,827.00	(A) 55,858.00	969.00	2,908.50	5.12%
Total Corporate and other taxable				**$1,261,174.53**	**$1,204,977.10**	**$56,197.43**	**$62,214.61**	**4.93%**
Alternatives-Low Volatility								
Opportunistic low volatility								
FRANKLIN HIGH INCOME FUND	FVHIX	48,470.000	1.9500	94,516.50	98,394.10	-3,877.60	7,125.09	7.54%
Total Alternatives-Low Volatility				**$94,516.50**	**$98,394.10**	**-$3,877.60**	**$7,125.09**	**7.54%**
TOTAL FIXED INCOME/LOW VOLATILITY				**$2,225,452.66**	**$2,095,651.15**	**$129,801.51**	**$104,189.80**	**4.68%**
EQUITY/HIGH VOLATILITY								
U.S. equity								
AMERIPRISE FINANCIAL INC. Financials	AMP	100.000	49.6400	4,964.00	6,062.95	-1,098.95	112.00	2.26%

[redacted]

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

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
AMGEN INC Health care	AMGN	100.000	64.2100	6,421.00	5,338.99	1,082.01	144.00	2.24%
APPLE INC Information technology	AAPL	150.000	405.0000	60,750.00	22,438.74	38,311.26	0.00	0.00%
AUTOZONE INC Consumer discretionary	AZO	50.000	324.9700	16,248.50	7,817.17	8,431.33	0.00	0.00%
CBS CORPORATION CLASS B W/I Consumer discretionary	CBS	850.000	27.1400	23,069.00	21,135.92	1,933.08	340.00	1.47%
CHEVRON CORPORATION Energy	CVX	200.000	106.4000	21,280.00	21,161.96	118.04	648.00	3.04%
CHUBB CORP Financials	CB	300.000	69.2200	20,766.00	12,749.61	8,016.39	468.00	2.25%
CLIFFS NATURAL RESOURCES INC Materials	CLF	120.000	62.3500	7,482.00	9,737.89	-2,255.89	134.40	1.80%
COCA COLA ENTERPRISES INC Consumer staples	CCE	600.000	25.7800	15,468.00	12,107.34	3,360.66	312.00	2.02%
COMCAST CORP-CL A CL A COMMON STOCK Consumer discretionary	CMCSA	350.000	23.7100	8,298.50	8,385.69	-87.19	157.50	1.90%
CONOCOPHILLIPS Energy	COP	400.000	72.8700	29,148.00	10,623.86	18,524.14	1,056.00	3.62%
CORN PRODS INTL INC Consumer staples	CPO	400.000	52.5900	21,036.00	16,916.15	4,119.85	320.00	1.52%
CUMMINS INC Industrials	CMI	200.000	88.0200	17,604.00	21,972.95	-4,368.95	320.00	1.82%

[redacted]

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
DOLLAR TREE INC Consumer discretionary	DLTR	450 000	83.1100	37,399.50	12,153.96	25,245.54	0.00	0.00%
DU PONT E I DE NEMOURS & CO Materials	DD	275.000	45.7800	12,589.50	15,265.36	-2,675.86	451.00	3.58%
EXXON MOBIL CORPORATION Energy	XOM	500.000	84.7600	42,380.00	29,236.50	13,143.50	940.00	2.22%
FREEPORTMCMORAN COPPERAND GOLD INC Materials	FCX	300.000	36.7900	11,037.00	10,646.94	390.06	300.00	2.72%
GENERAL ELECTRIC CORP Industrials	GE	1,100.000	17.9100	19,701.00	27,223.99	-7,522.99	748.00	3.80%
GILEAD SCIENCES INC Health care	GILD	600.000	40.9300	24,558.00	23,039.94	1,518.06	0.00	0.00%
GLOBAL PAYMENTS INC Information technology	GPN	600.000	47.3800	28,428.00	29,430.45	-1,002.45	48.00	0.17%
GOOGLE INC-CL A COMMON STOCK CL A Information technology	GOOG	25.000	645.9000	16,147.50	7,484.75	8,662.75	0.00	0.00%
INTERNATIONAL BUSINESS MACHINES CORP CAPITAL STOCK Information technology	IBM	300.000	183.8800	55,164.00	30,934.35	24,229.65	900.00	1.63%
ISHARES DOW JONES U.S. TELECOMMUNICATIONS SECTOR INDEX FUND Telecommunication services	IYZ	1,525.000	21.0000	32,025.00	30,470.68	1,554.32	988.20	3.09%
JP MORGAN CHASE & CO Financials	JPM	250.000	33.2500	8,312.50	9,217.22	-904.72	250.00	3.01%

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

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
KBR INC Industrials	KBR	500.000	27.8700	13,935.00	10,796.44	3,138.56	100.00	0.72%
KROGER CO Consumer staples	KR	675.000	24.2200	16,348.50	17,023.23	-674.73	310.50	1.90%
LILLY ELI & CO Health care	LLY	790.000	41.5600	32,832.40	30,034.32	2,798.08	1,548.40	4.72%
MACY'S INC Consumer discretionary	M	200.000	32.1800	6,436.00	5,079.88	1,356.12	80.00	1.24%
MATERIALS SELECT SPDR SECTOR INDEX FUND Materials	XLB	740.000	33.5000	24,790.00	18,352.91	6,437.09	545.38	2.20%
MCKESSON CORP Health care	MCK	400.000	77.9100	31,164.00	24,601.86	6,562.14	320.00	1.03%
MICROSOFT CORP Information technology	MSFT	100.000	25.9600	2,596.00	2,726.70	-130.70	80.00	3.08%
NEXTERA ENERGY INC Utilities	NEE	200.000	60.8800	12,176.00	10,855.98	1,320.02	440.00	3.61%
NORTHROP GRUMMAN CORPORATION Industrials	NOC	300.000	58.4800	17,544.00	18,139.69	-595.69	600.00	3.42%
NOVELLUS SYSTEMS INC Information technology	NVLS	900.000	41.2900	37,161.00	29,249.46	7,911.54	0.00	0.00%
OCCIDENTAL PETE CORP Energy	OXY	200.000	93.7000	18,740.00	14,608.60	4,131.40	368.00	1.96%
ORACLE CORPORATION Information technology	ORCL	1,500.000	25.6500	38,475.00	20,237.00	18,238.00	360.00	0.94%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
PETSMART INC Consumer discretionary	PETM	400.000	51.2900	20,516.00	10,911.36	9,604.64	224.00	1.09%
PFIZER INC Health care	PFE	610.000	21.6400	13,200.40	11,022.64	2,177.76	536.80	4.07%
PROCTER & GAMBLE CO Consumer staples	PG	210.000	66.7100	14,009.10	13,433.68	575.42	441.00	3.15%
RAYTHEON COMPANY COMMON STOCK NEW Industrials	RTN	350.000	48.3800	16,933.00	11,704.25	5,228.75	602.00	3.55%
SANDISK CORP Information technology	SNDK	200.000	49.2100	9,842.00	8,811.64	1,030.36	0.00	0.00%
SCHLUMBERGER LTD Energy	SLB	300.000	68.3100	20,493.00	16,909.60	3,583.40	300.00	1.46%
SIEMENS A G SPONSORED AMERICAN DEPOSITORY RECEIPT Industrials	SI	175.000	95.6100	16,731.75	23,415.54	-6,683.79	516.95	3.09%
TJX COS INC Consumer discretionary	TJX	400.000	64.5500	25,820.00	17,350.50	8,469.50	304.00	1.18%
TRAVELERS COMPANIES INC Financials	TRV	650.000	59.1700	38,460.50	31,649.02	6,811.48	1,066.00	2.77%
UTILITIES SELECT SECTOR SPDR SHS BEN INT-UTILITIES Utilities	XLU	950.000	35.9800	34,181.00	25,952.00	8,229.00	1,299.60	3.80%
VALERO ENERGY CORP Energy	VLO	700.000	21.0500	14,735.00	14,733.46	1.54	420.00	2.85%
VERIZON COMMUNICATIONS Telecommunication services	VZ	300.000	40.1200	12,036.00	10,886.46	1,149.54	600.00	4.98%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
WAL MART STORES INC Consumer staples	WMT	300.000	59.7600	17,928.00	15,565.80	2,362.20	438.00	2.44%
WALGREEN CO Consumer staples	WAG	565.000	33.0600	18,678.90	22,740.00	-4,061.10	508.50	2.72%
WATSON PHARMACEUTICALS INC Health care	WPI	325.000	60.3400	19,610.50	8,690.48	10,920.02	0.00	0.00%
WELLS FARGO & CO Financials	WFC	300.000	27.5600	8,268.00	7,298.94	969.06	144.00	1.74%
Total U.S. equity				**$1,093,918.05**	**$854,334.80**	**$239,583.25**	**$20,790.23**	**1.90%**
U.S. equity funds								
BUFFALO SMALL CAP FUND Small cap growth	BUFSX	3,359.821	24.9300	83,760.34	76,251.40	7,508.94	0.00	0.00%
ISHARES RUSSELL 1000 VALUE Large cap value	IWD	2,500.000	63.4800	158,700.00	138,410.82	20,289.18	3,645.00	2.30%
TOUCHSTONE SANDS CAPITAL INSTL GRWTH Large cap growth	CISGX	3,558.719	14.3600	51,103.20	50,177.94	925.26	0.00	0.00%
WT MUT CRM MID CAP VALUE FUND INSTL CL Small cap value	CRIMX	4,259.141	26.4700	112,739.46	125,077.15	-12,337.69	0.00	0.00%
Total U.S. equity funds				**$406,303.00**	**$389,917.31**	**$16,385.69**	**$3,645.00**	**.90%**
International								
ACE LIMITED Financials	ACE	325.000	70.1200	22,789.00	19,460.87	3,328.13	611.00	2.68%
DODGE & COX INTERNATIONAL STOCK FUND Developed large cap	DODFX	2,368.172	29.2400	69,245.35	74,052.74	-4,807.39	1,797.44	2.60%

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

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
HARBOR INTERNATIONAL FUND #11 Developed large cap	HAINX	1,156.896	52.4500	60,679.20	47,941.77	12,737.43	1,522.48	2.51%
VANGUARD MSCI EMERGING MARKETS ETF Emerging	VWO	800.000	38.2100	30,568.00	27,649.29	2,918.71	724.80	2.37%
Total International				**$183,281.55**	**$169,104.67**	**$14,176.88**	**$4,655.72**	**2.54%**
REITS								
ISHARES DOW JONES U.S. REAL ESTATE INDEX FUND		1,500.000	56.8100	85,215.00	97,978.40	-12,763.40	3,262.50	3.83%
Total REITS				**$85,215.00**	**$97,978.40**	**-$12,763.40**	**$3,262.50**	**3.83%**
Commodities								
PIMCO COMMODITY REALRETURN STRATEGY FUND Commodities	PCRIX	19,910.126	6.5400	130,212.22	153,516.52	-23,304.30	39,660.97	30.46%
Total Commodities				**$130,212.22**	**$153,516.52**	**-$23,304.30**	**$39,660.97**	**30.46%**
TOTAL EQUITY/HIGH VOLATILITY				**$1,898,929.82**	**$1,664,851.70**	**$234,078.12**	**$72,014.42**	**3.79%**
OTHER ASSETS								
Real estate								
5 ACRES VACANT LAND MONTGOMERY COUNTY TEXAS		1.000	23,000.0000	23,000.00	1.00	22,999.00	0.00	0.00%
Total Real estate				**$23,000.00**	**$1.00**	**$22,999.00**	**$0.00**	**.00%**
Miscellaneous								
ONE COPY OF CONTRACT OF PURCHASE SECURITY LAND CO MONTGOMERY TX		1.000	0.0000	0.00	1.00	-1.00	0.00	0.00%
Total Miscellaneous				**$0.00**	**$1.00**	**-$1.00**	**$0.00**	**.00%**
TOTAL OTHER ASSETS				**$23,000.00**	**$2.00**	**$22,998.00**	**$0.00**	**.00%**

[redacted]

HARRIS
PRIVATE BANK™

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

DESCRIPTION OF ASSET	QUANTITY	X	CURRENT UNIT VALUE	=	CURRENT TOTAL MARKET VALUE	-	FEDERAL TAX COST	=	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
TOTAL ASSETS IN YOUR ACCOUNT					$4,590,051.82		$4,203,174.19		$386,877.63	$176,248.49	3.84%
	Accrued Purchase Interest				$153.13		$153.13				
	Total Assets				$4,590,204.95		$4,203,327.32				

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	215.	215.
AT&T INC 5.500% 2/01/18	2,750.	2,750.
ADVANCED AUTO PARTS INC	6.	6.
AMERICAN EXPRESS COMPANY	90.	90.
AMERIPRISE FINANCIAL INC.	69.	69.
AMGEN INC COMMON STOCK	56.	56.
BANK OF AMERICA NA 5.650% 5/01/18	4,238.	4,238.
BELLSOUTH CORPORATION NOTES	4,733.	4,733.
BOEING CO 6.000% 3/15/19	3,000.	3,000.
CHEVRON TEXACO INC COMMON STOCK	162.	162.
CHUBB CORPORATION COMMON STOCK	462.	462.
CIMAREX ENERGY CO	32.	32.
CISCO SYSTEMS INC 5.500% 2/22/16	2,750.	2,750.
CLIFFS NATURAL RESOURCES INC	67.	67.
COCA COLA ENTERPRISES INC	306.	306.
COMCAST CORP-CL A	118.	118.
CONOCOPHILLIPS	1,056.	1,056.
CORN PRODUCTS INTL INC COMMON STOCK	240.	240.
CUMMINS ENGINE COMPANY INC COMMON STOCK	265.	265.
CUYAHOGA CNTY OH 4.484% 6/01/20	3,363.	
WALT DISNEY CO.	80.	80.
DODGE & COX INTL STOCK FUND	2,015.	2,015.
DOMTAR CORPORATION	50.	50.
DU PONT E I DE NEMOURS & COMPANY COMMON	338.	338.
EXELON GENERATION 4.000% 10/01/20	2,700.	2,700.
EXXON MOBIL CORP COMMON STOCK	837.	837.
FHLMC MTN 5.000% 11/13/14	2,500.	2,500.
FFCB 4.875% 12/16/15	3,656.	3,656.
FHLB V-A 2.000% 6/23/21	1,050.	1,050.
FHLB 5.000% 12/21/15	2,500.	2,500.
FHLB 5.250% 12/11/20	343.	343.
FHLB 5.250% 9/13/13	2,625.	2,625.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FHLB 4.875% 12/13/13	1,226.	1,226.
FHLB 5.500% 8/13/14	2,750.	2,750.
FHLB 5.250% 9/12/14	2,625.	2,625.
FHLB 3.750% 9/09/16	1,875.	1,875.
FEDERAL NATIONAL MTG ASSN NOTES	5,125.	5,125.
FHLMC 4.875% 11/15/13	1,415.	1,415.
FHLMC 5.000% 7/15/14	5,000.	5,000.
FHLMC 4.750% 11/17/15	4,750.	4,750.
FRANKLIN HIGH INCOME FUND-AD	3,214.	3,214.
FRANKLIN FLOAT RATE DLY A-AD	2,405.	2,405.
GENERAL ELECTRIC COMPANY COMMON STOCK	610.	610.
GENERAL ELECTRIC CAPITAL CORP MEDIUM TER	4,210.	4,210.
GENERAL ELECTRIC CAP CORP MEDIUM TERM NO	6,000.	6,000.
GLOBAL PAYMENTS INC COMMON STOCK	18.	18.
GOLDMAN SACHS GROUP INC COMMON STOCK	18.	18.
HARBOR FUND INTERNATIONAL FUND	1,725.	1,725.
HEWLETT-PACKARD CO	16.	16.
HOME DEPOT INC 5.250% 12/16/13	459.	459.
IBM CORP	870.	870.
ISHARES TR MSCI EAFE INDEX FD	1,893.	1,893.
ISHARES TRUST RUSSELL 1000 VALUE INDEX F	3,645.	3,645.
ISHARES S&P MID CAP 400/BARRA GROWTH	185.	185.
ISHARES TR DOW JONES US TELE- COMMUNICAT	977.	977.
ISHARES TR DOW JONES US REAL ESTATE	3,263.	3,263.
J P MORGAN CHASE & COCOMMON STOCK	245.	245.
JP MORGAN CHASE 5.125% 9/15/14	947.	947.
KBR INC	100.	100.
KROGER COMPANY	149.	149.
LILLY ELI & COMPANY COMMON STOCK	774.	774.
LUBRIZOL CORPORATION COMMON STOCK	36.	36.
MACY S INC	60.	60.
MARATHON OIL CORPORATION COMMON STOCK	90.	90.
MCKESSON HBOC INC COMMON STOCK	304.	304.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MICROSOFT CORP	20.	20.
MORGAN STANLEY MTN 5.500% 1/26/20	2,040.	2,040.
NEXTERA ENERGY INC	440.	440.
NORTHROP GRUMMAN CORP COMMON STOCK	591.	591.
OCCIDENTAL PETROLEUM CORPORATION COMMON	597.	597.
ORACLE CORPORATION COMMON STOCK	345.	345.
PETSMART INC COMMON STOCK	212.	212.
PFIZER INC COMMON STOCK	122.	122.
PHILIP MORRIS INTL 4.875% 5/16/13	2,438.	2,438.
PIMCO COMMODITY RR STRAT-INS	42,571.	42,571.
PROCTER AND GAMBLE COMPANY	110.	110.
RAYTHEON COMPANY COMMON STOCK	583.	583.
RIDGEWORTH SEIX HY BD-I	4,032.	4,032.
RIDGEWORTH SEIX FLOATING-I	1,797.	1,797.
SCHLUMBERGER LTD.	288.	288.
SECTOR SPDR TR SHS BEN INT-BASIC INDUSTR	903.	903.
SECTOR SPDR TR SHS BEN INT-UTILITIES	1,300.	1,300.
TJX COMPANIES INC NEW COMMON STOCK	360.	360.
TARGET CORP 5.875% 7/15/16	2,938.	2,938.
TEMPLETON GLOBAL BOND FUND-AD	3,402.	3,402.
TEVA PHARMACEUTICAL ADR	179.	179.
TRAVELERS COMPANIES INC	1,034.	1,034.
U.S. TREASURY TIPS 1.375% 7/15/18	5,003.	5,003.
VANGUARD MSCI EMERGING MARKETS ETF	821.	821.
VERIZON COMMUNICATIONS COMMON STOCK	150.	150.
VIRTUS INSIGHT GOVERNMENT MMF I	22.	22.
VIRTUS INSIGHT MONEY MARKET FD I	86.	86.
WT MUT FD CRM MID CAP VALUE FD INSTL CL	861.	861.
WACHOVIA CORP 5.750% 6/15/17	2,875.	2,875.
WAL-MART STORES INC	419.	419.
WALGREEN COMPANY COMMON STOCK	445.	445.
WALGREEN CO 5.250% 1/15/19	2,625.	2,625.
WELLS FARGO & COMPANY NEW COMMON STOCK	144.	144.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO CAP TRUST IV GTD CAP SECS	700.	700.
WYETH 5.450% 4/01/17	4,088.	4,088.
ACCENTURE PLC CL A ADR	450.	450.
SEAGATE TECHNOLOGY PLC	180.	180.
ACE LIMITED	680.	680.
NOBLE CORP	55.	55.
TOTAL	185,557.	182,194.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,080.	540.		540.
TOTALS	1,080.	540.	NONE	540.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	12.	12.
FEDERAL TAX PAYMENT - PRIOR YE	2,329.	
FEDERAL ESTIMATES - PRINCIPAL	3,700.	
FOREIGN TAXES ON QUALIFIED FOR	657.	657.
FOREIGN TAXES ON NONQUALIFIED	106.	106.
TOTALS	6,804.	775.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	15.		15.
REAL ESTATE TAX ON NON-RENTAL	252.	252.	
TOTALS	267.	252.	15.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCRUED INTEREST PAID	153.	153.
TOTALS	153.	153.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
TIMING DIFFERENCES		4,034.
	TOTAL	4,034.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: MS. SUZANNE FLAVIN
C/O BMO HARRIS BANK
ADDRESS: 111 W. MONROE ST., TAX DIV 16W
CHICAGO, IL 60603

TELEPHONE NUMBER: (312)461-7271

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

OFFICER NAME:
BMO HARRIS BANK N.A.
ADDRESS:
111 W. MONROE STREET, TAX DIVISION
CHICAGO, IL 60603
TITLE:
TRUSTEE
COMPENSATION .... 45,721.

TOTAL COMPENSATION: 45,721.

FORM 990PF, PART XV - LINES 2a - 2d
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RECIPIENT NAME:
HELEN ROBERTI CHARITABLE TRUST ADMINISTRATOR
ADDRESS:
111 W. MONROE STREET, TAX DIV, 16W
CHICAGO, IL 60603
RECIPIENT'S PHONE NUMBER: 3124617271
FORM, INFORMATION AND MATERIALS:
WRITTEN APPLICATION BY SCHOOLS, COLLEGES AND UNIVERSITIES DESCRIBED IN CODE SECTION 170(B)(I)(A)(II)
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
MAINTAIN SCHOLARSHIP OR COMPARABLE PROGRAMS TO ENABLE NATIVE AMERICANS TO ATTAIN UNDERGRADUATE, POST-GRADUATE AND PROFESSIONAL DEGREES.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
UNIVERSITY OF ARIZONA GRADUATE
COLLEGE
ADDRESS:
P.O. BOX 210066
TUCSON, AZ 85721
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 80,340.

RECIPIENT NAME:
NATIONAL JUDICIAL COLLEGE
ADDRESS:
JUDICIAL COLLEGE BUILDING MS 358
RENO, NV 89557
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
MINNESOTA STATE UNIVERSITY
MOORHEAD
ADDRESS:
1004 7TH AVENUE SOUTH
MOORHEAD, MN 56563
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 12,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
AMERICAN INDIAN EDUCATION
FOUNDATION
ADDRESS:
2401 EGLIN STREET
RAPID CITY, SD 57703
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 4,500.

RECIPIENT NAME:
UNIVERSITY OF NORTH DAKOTA
AMERICAN INDIAN STUDENT SERVICES
ADDRESS:
P.O. BOX 8274
GRAND FORKS, ND 58202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 18,000.

RECIPIENT NAME:
SOUTH DAKOTA STATE UNIVERSITY
ADDRESS:
823 MEDARY AVE, BOX 2201
BROOKINGS, SD 57007
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 33,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
AMERICAN INDIAN COLLEGE FUND
ADDRESS:
8333 GREENWOOD BLVD
DENVER, CO 80221
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 11,250.

RECIPIENT NAME:
UNIVERSITY OF MONTANA
FOUNDATION
ADDRESS:
P.O. BOX 7159
MISSOULA, MT 59807
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
SALISH KOOTENAI COLLEGE
FOUNDATION INC
ADDRESS:
P.O. BOX 117
PABLO, MT 59855
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 16,000.

TOTAL GRANTS PAID: 201,090.

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

BUFFALO SMALL CAP FD INC COMMON STOCK	193.00	
PIMCO COMMODITY RR STRAT-INS	690.00	
TEMPLETON GLOBAL BOND FUND-AD	353.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		1,236.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		1,236.00