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

2011

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

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

Name of foundation Cathy and Joe Feldman Charitable Trust		A Employer identification number 36-7312136	
Number and street (or P O box number if mail is not delivered to street address) 17 East Goethe Street		Room/suite	B Telephone number (see instructions) 312-642-1819
City or town, state, and ZIP code Chicago, IL 60610-2312		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 481664	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0			
	4 Dividends and interest from securities	10227			
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		7418		
	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				17645	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages	0			
	15 Pension plans, employee benefits	0			
	16a Legal fees (attach schedule)	0			
	b Accounting fees (attach schedule)	0			
	c Other professional fees (attach schedule)	0			
	17 Interest	0			
	18 Taxes (attach schedule) (see instructions)	812			
	19 Depreciation (attach schedule) and depletion	0			
	20 Occupancy	0			
	21 Travel, conferences, and meetings	0			
	22 Printing and publications	0			
	23 Other expenses (attach schedule)	0			
	24 Total operating and administrative expenses. Add lines 13 through 23	0			
	25 Contributions, gifts, grants paid	76000			
26 Total expenses and disbursements. Add lines 24 and 25	76812			76812	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(59167)				
b Net investment income (if negative, enter -0-)		17645			
c Adjusted net income (if negative, enter -0-)				17645	

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash—non-interest-bearing	490	490	490		
	2 Savings and temporary cash investments					
	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 ▶					
	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)			481174		
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment, basis ▶ Less: accumulated depreciation (attach schedule) ▶					
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule)					
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶					
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)			481664			
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 ▶ unpd checks & transfer)	27000	27000			
23 Total liabilities (add lines 17 through 22)	27000	27000				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted	481664	481664			
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds					
	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)						
31 Total liabilities and net assets/fund balances (see instructions)						

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	see-attached
2 Enter amount from Part I, line 27a		2	
3 Other increases not included in line 2 (itemize) ▶		3	
4 Add lines 1, 2, and 3		4	
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	481664

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	429 295 shrs Vanguard Indx 500 \$116/47/shr	D	2/28/2000	12/23/11
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	50000	42592	7418	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	
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	>50000	<800000	0.0625
2009	>50000	<800000	0.0625
2008	>50000	<800000	0.0625
2007	>50000	<800000	0.0625
2006	>50000	<800000	0.0625

2	Total of line 1, column (d)	2	0.3125
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	0.0625
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	0
5	Multiply line 4 by line 3	5	0
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	176
7	Add lines 5 and 6	7	176
8	Enter qualifying distributions from Part XII, line 4 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	8	76000

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1		353
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		353
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		353
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
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		
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		353
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax Refunded	11		0

Part VII-A Statements Regarding Activities

	Yes	No
1a		
1b		
1c		
2		
3		
4a		
4b		
5		
6		
7		
8a		
8b		
9		
10		

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		
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		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>None, Email: JF@CJFTRUST.ORG</u>	13		
14	The books are in care of ▶ <u>J. Feldman, Trustee</u> Telephone no. ▶ <u>3126421819</u> Located at ▶ <u>17 East Goethe Street, Chicago, IL</u> ZIP+4 ▶ <u>60610-2312</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No

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 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 type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input 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 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 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	
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	
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 type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
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 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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	
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	

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)? Yes No

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? Yes No

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

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
J Feldman, trustee 17 East Goethe Street, Chicago, IL 60610-2312	trustee, 5 hrs/wk	0	0	0
Cathy Feldman, trustee 17 East Goethe Street, Chicago, IL 60610-2312	trustee, 1 hr/week	0	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 Gifts to public charities, per attached report/list, total 2011 gifts 76000	
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 No investments made during 2011, all assets held in Vanguard Funds, per attached	
2	
3 All other program-related investments See instructions	
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	<500000
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	<500000
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	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	<500000
6	Minimum investment return. Enter 5% of line 5	6	25000

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	25000
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	25000
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	25000

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	76000
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	76000
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	76000

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				25000
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ <u>76000</u>				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
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				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	49000			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011	49000			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

- 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	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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).)
- None
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- None
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a** The name, address, and telephone number of the person to whom applications should be addressed:
 J Feldman, Trustee, 17 East Goethe Street, Chicago, IL 60610-2312 (Note Fdn only makes gifts to 501(c)(3) orgs that are public charities)
- b** The form in which applications should be submitted and information and materials they should include:
 Letter
- c** Any submission deadlines:
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See attached report/list				
Total ▶				3a
b <i>Approved for future payment</i>				
Total ▶				3b

CATHY AND JOE FELDMAN CHARITABLE TRUST
(UNDER AGREEMENT 2/28/00)

J. Feldman and Cathy Feldman, Trustees
17 East Goethe Street
Chicago, IL 60610-2312
Tel: (312) 642-1819
Email: jf@cjftrust.org

Date of Declaration of Trust: February 28, 2000
Employer Identification Number (EIN): 36-7312136 (Date of Notice March 24, 2000)
IRS Determination Letter, June 6, 2000, Number 17053136031040
Illinois Registration May 19, 2000, Number CO# 01036833

Tax and accounting period: December 31, calendar year

2011 REPORT

1/1/11 (12/31/10) - 12/31/11, FINANCIAL STATEMENT:

CONTRIBUTIONS RECEIVED:

None.

CONTRIBUTIONS TO PUBLIC CHARITABLE ORGANIZATIONS:

Note: 2010 contributions, checks presented 2011:

1/11/11, \$1000 to Young Women's Leadership Charter School, Check VMMR Prime 1270

1/13/11, \$10,000 Boalt Hall School of Law, University of California, Berkeley, Check VMMR Prime 1266

6/7/11, \$1000 to Young America Foundation, 217 State Street, Santa Barbara, CA 93101, Check VMMR Prime 1305

10/31/11, \$10,000 to Thacher School, 5025 Thacher Road, Ojai, CA 93023, Check VMMR Prime 1306

11/30/11, \$2500 to Chicago Opera Theater, Miss Elena Reinert, Development Director, 70 East Lake Street, Suite 815, Chicago, I 60601 (312) 704-8420. Check VMMR Prime 1314

12/02/11, \$1000 to Jewish United Fund of Metropolitan Chicago. Check VMMR Prine 1310

112/05/11, \$5,000 to Chicago Symphony Orchestra Association (Development Office, Chicago Symphony Orchestra Annual Fund, 220 South Michigan Avenue, Chicago, IL 60604, tel 312-294-3100) check VMMR Prime 1309

12/6/11, \$5000 to Cambridge University in America, 282 Madison Avenue, 8th Floor, New York, NY, (212) 984-0960, Check VMMR Prime 1308

12/12/11, \$10,000 to University of California, Berkeley, Boalt Hall School of Law, Boalt Hall School of Law, University of California, Berkeley, CA 94720-7200, tel 510-642-6483) check VMMR Prime 1307

12/12/11, \$5000 to Michigan State University College of Veterinary Medicine, Mr B.J. Hull, Office of

Alumni Relations and Development, A-135 East Fee Hall, East Lansing, MI 48824, check VMMR Prime 1312

12/14/11, \$5000 to Scholarship and Guidance Association of Chicago, Director of Development, Scholarship and Guidance Association of Chicago, Suite 1500, 11 East Adams Street, Chicago, IL 60603, tel 312-663-0305) Chicago, IL, Check VMMR Prime 1313

12/19/11, \$2500 to Legacy Charter School (c/o Errol Stone, Sonnenschein, 233 South Wacker Drive, Chicago, IL 60606-6404), VMMR Prime 1311

12/30/11, \$1000 to Jane Austen Society of North America, c/o Bobbie Gay, 7230 North San Blas Drive, Tuscan, AZ 85704, Check VMMR Prime 1317

12/27/11, \$1000 to University of Chicago Graham School, Chicago, IL 60637, VMMR Prime 1318 [check cleared 1/3/12]

12/23/11, \$1000 to Aloha Foundation, Fairlee, VT, Check VMMR Prime 1316 [check cleared 1/4/12]

12/13/11, \$1000 to Socket-Uncharted Play, attn Jessica Matthews, 100 Church Street, 7th Floor, New York, NY 10007, jsilverman@unchartedplay.com, Check VMMR Prime 1315 [check cleared 1/11/12]

12/29/11, \$25,000 to Vanguard Charitable Endowment Program, P.O. Box 3075, Southeastern, PA 19398-9917, tel 888-383-4483, direct transfer, authorized by letter postmarked 12/29/11 [recorded by Vanguard Charitable Endowment Program 1/4/12]

TOTAL 2011 CONTRIBUTIONS \$76,000

DIVIDENDS REC'D \$10,226.90 (Qualified dividends, \$10,246.30)

SALE OF ASSETS:

12/23/11, 429.295 shrs 500 Idx \$50,000 (\$116.47/shr)
cost basis: contribution received 2/28/2000, \$42,581.77, \$99.19/shr, gain \$7418.23

12/31/10 BALANCES:

Vanguard Group (attached statement)

JP Morgan checking account number8697 \$490

NOTE: Vanguard statements attached to confirm above information; all assets of the trust are held in Vanguard accounts, except a checking account at JP Morgan Chase, the balance of which has never exceeded \$500,

REALIZED GAIN/(LOSS) 12/31/10 – 12/31/11:

429.295 shrs, 12/31/10, \$49,725.24, \$115.83/shr
429.295 shrs, 12/23/11, \$50,000, \$116.47/shr
gain \$261.87

UNREALIZED GAIN/(LOSS) 12/31/10-012/31/11:

Note: 12/31/10, total 3779.907 shrs Idx 500, value \$437,826.63, \$115.83/shr

3350.612 shrs, 12/31/10, \$388,101.39, \$115.83/shr
3350.612 shrs, 12/31/11, \$388,000.87, \$115.80/shr
gain (loss) (\$100.42)

576.648 shrs Pac Sk Idx, 12/31/10, \$40,686.99
576.648 shrs Pac Sk Idx, 12/31/11, \$33,901.02
gain (loss)

Prime Money Mkt Fd (cssh reserve) \$20,519.15 (value 12/31/10 \$58,900.22)

2010 REPORT

1/1/10 (12/31/09) - 12/31/10, FINANCIAL STATEMENT:

CONTRIBUTIONS TO PUBLIC CHARITABLE ORGANIZATIONS:

4/29/10, \$5000 to Cranbrook Schools, Lone Pine Road, P.O Box 801, Bloomfield Hills, MI, (248) 645-3421, 48303 Check VMMR Prime 1262

9/2/10, \$10,000 to Thacher School, 5025 Thacher Road, Ojai, CA 93023, Check VMMR Prime 1304

12/13/10, \$1000 to Jane Austen Society of North America, c/o Bobbie Gay, 7230 North San Blas Drive, Tuscan, AZ 85704, Check VMMR Prime 1272

c

12/13/10, \$2500 to Chicago Opera Theater, Miss Elena Reinert, Development Director, 70 East Lake Street, Suite 815, Chicago, I 60601 (312) 704-8420. Check VMMR Prime 1269

12/13/10, \$5000 to Cambridge University in America, 282 Madison Avenue, 8th Floor, New York, NY, (212) 984-0960, Check VMMR Prime 1267

12/13/10. \$1000 to Aloha Foundation, Fairlee, VT, Check VMMR Prime 1271

12/13/10, \$1000 to National Outdoor Leadership School, VMMR Prime 1274

12/13/10, \$10,000 to Chicago Symphony Orchestra Association (Development Office, Chicago Symphony Orchestra Annual Fund, 220 South Michigan Avenue, Chicago, IL 60604, tel 312-294-3100) check VMMR Prime 1263

12/31/10, \$2500 to Legacy Charter School (c/o Errol Stone, Sonnenschein, 233 South Wacker Drive, Chicago, IL 60606-6404), VMMR Prime 1264

12/13/10, \$5000 to Scholarship and Guidance Association of Chicago, Director of Development, Scholarship and Guidance Association of Chicago, Suite 1500, 11 East Adams Street, Chicago, IL 60603, tel 312-663-0305) Chicago, IL, Check VMMR Prime 1268

12/13/10, \$5000 to Michigan State University College of Veterinary Medicine, Mr B.J. Hull, Office of Alumni Relations and Development, A-135 East Fee Hall, East Lansing, MI 48824, check VMMR Prime 1265

12/13/10, \$10,000 to University of California, Berkeley, Boalt Hall School of Law, Boalt Hall School of Law, University of California, Berkeley, CA 94720-7200, tel 510-642-6483) check VMMR Prime 1266 [check appears to have cleared 01/11]

12/13/10/ \$1000 to Young Women's Leadership Charter School, 2641 South Calumet Avenue, Chicago, IL 60616, (312) 949-9400, check VMMR Prime 1270 [check appears to have cleared 01/11]

DIVIDENDS REC'D	\$10,584.12	(Qualified dividends, \$10,246.30)
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SALES OF ASSETS:

9/7/10, 346,775 shrs 500 Idx	\$35,000	(\$100.93/shr)
12/15/10, 437.790 shrs 400 Idx	\$50,000	(\$114.21/shr)

12/31/10 BALANCES:

Vanguard Group (attached statement)

JP Morgan checking account number8697 \$490

NOTE: Vanguard statements attached to confirm above information; all assets of the trust are held in Vanguard accounts, except a checking account at JP Morgan Chase, the balance of which has never exceed \$500,

LESS: 2 unpaid checks (\$11,000)

REALIZED GAIN/(LOSS) 12/31/09 – 12/31/10:

346.775 shrs 500 Idx (to 9/7/10, sale)	\$603.39
437.790 shrs 400 Idx (to 12/15/10, sale)	\$5052.10

UNREALIZED GAIN/(LOSS) 12/31/09-012/31/10:

3779.907 shrs Idx 500	\$49,743.58	(value 12/31/10 \$437,826.63)
576.648 shrs Pac Sk Idx	\$19,519.15	(value 12/31/10 \$40,689.99)
<hr/>		
Prime Money Mkt Fd (cssh reserve)	\$20,519.15	(value 12/31/10 \$58,900.22)

1/1/09 - 12/31/09, FINANCIAL STATEMENT:

CONTRIBUTIONS RECEIVED:

None.

CONTRIBUTIONS TO PUBLIC CHARITABLE ORGANIZATIONS:

December 14, 2009, \$2500 to Chicago Opera Theater, Miss Elena Reinert, Development Director, 70 East Lake Street, Suite 815, Chicago, I 60601 (312) 704-8420. Check VMMR Prime 1252

December 14, 2009, \$5000 to Scholarship and Guidance Association of Chicago, Director of Development, Scholarship and Guidance Association of Chicago, Suite 1500, 11 East Adams Street, Chicago, IL 60603, tel 312-663-0305) Chicago, IL, Check VMMR Prime 1253

December 14, 2009, \$1000 to Jewish United Federation of Metropolitan Chicago, 30 South Wells Street, Chicago, IL 60606. (312) 346-6700, Check VMMR Prime 1254

December 14, 2009, \$5000 to Michigan State University College of Veterinary Medicine, Mr B.J. Hull, Office of Alumni Relations and Development, A-135 East Fee Hall, East Lansing, MI 48824, check VMMR Prime 1256

December 14, 2009, \$10,000 to University of California, Berkeley, Boalt Hall School of Law, Boalt Hall School of Law, University of California, Berkeley, CA 94720-7200, tel 510-642-6483) check VMMR Prime 1257

December 14, 2009, \$10,000 to Chicago Symphony Orchestra Association (Elena Reinert, Development Office, Chicago Symphony Orchestra Annual Fund, 220 South Michigan Avenue, Chicago, IL 60604, tel 312-294-3100) check VMMR Prime 1258

December 14, 2009, \$1000 to Young Women's Leadership Charter School of Chicago, 2641 South Calumet Avenue, Chicago, IL 60616, (312) 949-8010, Check VMMR Prime 1259

December 14, 2009, \$25,000 to Vanguard Charitable Endowment Program, P.O. Box 3075, Southeastern, PA 19398-9917, tel 888-383-4483, VMMR Prime check VMMR Prime 1301

November 28, 2009, \$5000 to Cambridge University in America, 282 Madison Avenue, 8th Floor, New York, NY, (212) 984-0960, Check VMMR Prime 1302

December 14, 2009, \$1000 to Aloha Foundation, Jim Zien, Executive Director, 2968 Loke Morey Road, Fairlee, VT 05045, tel 802-333-3400, VMMR Prime check

December 14, 2009, \$2500 to Legacy Charter School (c/o Errol Stone, Sonnenschein, 233 South Wacker Drive, Chicago, IL 60606-6404), VMMR Prime 1255

TOTAL (as shown in attached cancelled checks) \$68,000

NOTE: All contributions are to public charitable organizations under IRC Section 501(c)(3). There was no grant or contribution to any other organization.

DIVIDENDS RECEIVED \$12,509.92 (Form 1099-DIV attached)

Note: Dividends from all Vanguard accounts are remitted to VMMR Prime account

SALES AND EXCHANGES:

\$75,000, per attached 1000-B, from sales of Vanguard 500 Index Fund

EXPENSES, INCLUDING SALARIES:

None

ASSETS HELD AT CLOSE OF YEAR:

Vanguard Prime Money Market Fund \$38,381.07 (less \$2,500 in respect of give to Legacy Charter School, check presented or paid in 2010)

Vanguard Pacific Stock Index Fund Admiral Shares \$30,964.17 (basis 10.67 per share, date acquired 7/11/2000)

Vanguard 500 Index Fund (Admiral Shares) \$468,634.34 (basis 122.53 per share, date acquired 7/11/2000)

JP Morgan checking account number8697 \$490

NOTE: Vanguard statements attached to confirm above information; excepting the checking account at JP Morgan Chase, the balance of which has never exceeded \$500, all assets of the trust are held in Vanguard accounts

1/1/08 - 12/31/08, FINANCIAL STATEMENT:

CONTRIBUTIONS RECEIVED:

None.

CONTRIBUTIONS TO PUBLIC CHARITABLE ORGANIZATIONS:

December 12, 2008, \$5000 to Michigan State University College of Veterinary Medicine, Mr B.J. Hull, Office of Alumni Relations and Development, A-135 East Fee Hall, East Lansing, MI 48824, check VMMR Prime 1291

December 12, 2008, \$1000 to Trustees of Phillips Academy (180 Main Street, Andover, MA 01810), VMMR Prime 1292

December 12, 2008, \$10,000 to Chicago Symphony Orchestra Association (Elena Reinert, Development Office, Chicago Symphony Orchestra Annual Fund, 220 South Michigan Avenue, Chicago, IL 60604, tel 312-294-3100) check VMMR Prime 1293

December 12, 2008, \$2500 to Legacy Charter School (c/o Errol Stone, Sonnenschein, 233 South Wacker Drive, Chicago, IL 60606-6404), VMMR Prime 1295

December 12, 2008, \$5000 to Scholarship and Guidance Association of Chicago, Director of Development, Scholarship and Guidance Association of Chicago, Suite 1500, 11 East Adams Street, Chicago, IL 60603, tel 312-663-0305) Chicago, IL, VMMR Prime 1296

December 12, 2008, \$10,000 to University of California, Berkeley, Boalt Hall School of Law, Boalt Hall School of Law, University of California, Berkeley, CA 94720-7200, tel 510-642-6483) check VMMR Prime 1297

December 12, 2008, \$25,000 to Vanguard Charitable Endowment Program, P.O. Box 3075, Southeastern, PA 19398-9917, tel 888-383-4483, VMMR Prime check 1298

December 12, 2008, \$1000 to Aloha Foundation, Jim Zien, Executive Director, 2968 Loke Morey Road, Fairlee, VT 05045, tel 802-333-3400, VMMR Prime check 1299.

(Check 1294 not cashed)

TOTAL (as shown in attached cancelled checks) \$59,500

NOTE: All contributions are to public charitable organizations under IRC Section 501(c)(3). There was no grant or contribution to any other organization.

DIVIDENDS RECEIVED \$17,156.35 (Form 1099-DIV attached)

Note: Dividends from all Vanguard accounts are remitted to VMMR Prime account

SALES AND EXCHANGES:

None

EXPENSES:

None

ASSETS HELD AT CLOSE OF YEAR:

Vanguard Prime Money Market Fund \$59,003.34 (less \$6,000 in respect of checks 1291 and 1299 cleared in first week of January, 2009)

Vanguard Pacific Stock Index Fund Admiral Shares \$30,004.17 (3776.118 shares, basis 10.67 per share, date acquired 7/11/2000)

Vanguard 500 Index Fund (Admiral Shares) \$442,975.31 (5331.277 shares, basis 122.53 per share, date acquired 7/11/2000)

JP Morgan checking account number8697 \$490

NOTE: Vanguard statements attached to confirm above information; excepting the checking account at JP Morgan Chase, the balance of which has never exceed \$500, all assets of the trust are held in Vanguard accounts

1/1/07 - 12/31/07, FINANCIAL STATEMENT:

CONTRIBUTIONS RECEIVED:

None.

CONTRIBUTIONS TO PUBLIC CHARITABLE ORGANIZATIONS:

April 27, 2007, \$5000 to Harvard College Parents Fund (Miss Amily Moore, 124 Mount Auburn Street, 3rd Floor, Cambridge, MA 02138, VMMR Prime 1203

June 29, 2007, \$1000 to Trustees of Phillips Academy (180 Main Street, Andover, MA 01810), VMMR Prime 1204

December 10, 2007, \$5000 to Scholarship and Guidance Association of Chicago (Mrs Christine Kadow, Director of Development, Scholarship and Guidance Association of Chicago, Suite 1500, 11 East Adams Street, Chicago, IL 60603, tel 312-663-0305) Chicago, IL, VMMR Prime 1248

December 10, 2007, \$2500 to Legacy Charter School (c/o Errol Stone, Sonnenschein, 233 South Wacker Drive, Chicago, IL 60606-6404), VMMR Prime 1241

December 10, 2007, \$5000 to University of Chicago Law School, Saul Levmore, Dean, 1111 East 60th Street, Chicago, IL 60637, tel 773-702-9494, check VMMR Prime 1243

December 10, 2007, \$1000 to Trustees of Phillips Academy (180 Main Street, Andover, MA 01810), VMMR Prime 1244

December 10, 2007, \$10,000 to Chicago Symphony Orchestra Association (Elena Reinert, Development Office, Chicago Symphony Orchestra Annual Fund, 220 South Michigan Avenue, Chicago, IL 60604, tel 312-294-3100) check VMMR Prime 1246

December 10, 2007, \$5000 to Harvard College Parents Fund (Miss Amily Moore, 124 Mount Auburn

Street, 3rd Floor, Cambridge, MA 02138, VMMR Prime 1242

December 10, 2007, \$30,000 to Vanguard Charitable Endowment Program, P.O. Box 3075, Southeastern, PA 19398-9917, tel 888-383-4483, VMMR Prime check 1248.

December 10, 2007, \$10,000 to University of California, Berkeley, Boalt Hall School of Law, Boalt Hall School of Law, University of California, Berkeley, CA 94720-7200, tel 510-642-6483) check VMMR Prime 1247

NOTE: TAX PAYMENT AND REFUND:

June 11, 2007, \$3597.06 to U.S. Internal Revenue Service for 2005 Form 990-PF (including penalty for filing incorrect return); penalty waived and refund issued July 23, 2007 for \$3518.08, deposited 11/13/07 VMMR Prime, net cost to charitable trust \$78.98

DIVIDENDS RECEIVED:

Dividends Received (Vanguard): \$17,975.28

Note: Dividends from all Vanguard accounts are remitted to VMMR Prime account

SALES AND EXCHANGES:

11/30/07, 365.283 shares Vanguard Index 500 Fund sold, price 136.88 per share, date acquired 7/11/00, basis per share, 122.53, total basis \$44758.13, gain or loss \$5241.87, proceeds from sale \$50,000

ASSETS HELD:

Vanguard Prime Money Market Fund \$130,399.38 (plus 360.10 accrued dividends total \$130,758.48)
Vanguard Pacific Stock Index Fund Admiral Shares \$48,032.22 (3776.118 shares, basis 10.67 per share, date acquired 7/11/2000)
Vanguard 500 Index Fund (Admiral Shares) \$720,522.09 (5331.277 shares, basis 122.53 per share, date acquired 7/11/2000)
BankOne checking account number8697 \$490

TOTAL ASSETS: \$130,758.48 + \$48,032.22 + \$720,522.09 + \$490 = \$899,802.79

1/1/06 - 12/31/06, FINANCIAL STATEMENT:

CONTRIBUTIONS RECEIVED:

None.

CONTRIBUTIONS TO PUBLIC CHARITABLE ORGANIZATIONS:

June 12, 2006, \$500 to Eli Segal Fund at Lighthouse Fund of City Year Louisiana, 161 North Third Street, Baton Rouge, LA 70801, tel 225-389-0078, check VMMR Prime 1199

September 26, 2006, \$5000 to University of Chicago Law School, Saul Levmore, Dean, 1111 East 60th Street, Chicago, IL 60637, tel 773-702-9494, check VMMR Prime 1200

December 11, 2006, \$2500 to University of Chicago Laboratory Schools (Development Director, University of Chicago Laboratory Schools, Room 199, Blaine Hall, University of Chicago, Chicago, IL 60637, tel 773-702-3722, VMMR Prime 1060

December 11, 2006, \$1000 to Jewish United Fund of Metropolitan Chicago (Jewish United Fund of Metropolitan Chicago, 1 South Franklin Street, Chicago, IL 60606-2814, tel 312-444-2814) check VMMR Prime 1056

December 11, 2006, \$5000 to Scholarship and Guidance Association of Chicago (Mrs Christine Kadow, Director of Development, Scholarship and Guidance Association of Chicago, Suite 1500, 11 East Adams Street, Chicago, IL 60603, tel 312-663-0305) Chicago, IL, check 1058

December 11, 2006, \$10,000 to University of California, Berkeley, Boalt Hall School of Law, Boalt Hall School of Law, University of California, Berkeley, CA 94720-7200, tel 510-642-6483) check VMMR Prime 1055

December 11, 2006, \$5000 to Michigan State University College of Veterinary Medicine, Mr B.J. Hull, Office of Alumni Relations and Development, A-135 East Fee Hall, East Lansing, MI 48824, check VMMR Prime 1057

December 11, 2006, \$10,000 to Chicago Symphony Orchestra Association (Elena Reinert, Development Office, Chicago Symphony Orchestra Annual Fund, 220 South Michigan Avenue, Chicago, IL 60604, tel 312-294-3100) check VMMR Prime 1059

December 26, 2006, \$30,000 to Vanguard Charitable Endowment Program, P.O. Box 3075, Southeastern, PA 19398-9917, tel 888-383-4483, VMMR Prime check 1202.

December 30, 2006, \$15,000 to Aloha Foundation, Jim Zien, Executive Director, 2968 Loke Morey Road, Fairlee, VT 05045, tel 802-333-3400, VMMR Prime check 1061.

TOTAL CONTRIBUTIONS MADE TO CHARITIES \$84,000

NOTE: All contributions are to public charitable organizations under IRC Section 501(c)(3). There was no grant or contribution to any other organization.

SALES AND EXCHANGES:

12/26/06, 383.347 shares Vanguard Index 500 Fund sold, price 130.43 per share, date acquired 7/11/00, basis per share, 122.53, total basis \$46,971.51, gain or loss \$3018.49, proceeds from sale \$50,000

DIVIDENDS RECEIVED:

Dividends Received (Vanguard): \$17,705.39

Note: Dividends from all Vanguard accounts are remitted to VMMR Prime account

EXPENSES:

None

ASSETS HELD:

Vanguard Prime Money Market Fund \$67,003.08

Vanguard Pacific Stock Index Fund Admiral Shares \$46,937.15 (3776.118 shares, basis 10.67 per share,

date acquired 7/11/2000; price 12/29/06 \$12.23 per share)
Vanguard 500 Index Fund (Admiral Shares) \$824,535.20 (6313.923 shares, basis 122.53 per share, date
acquired 7/11/2000; price 12/29/06 \$130.59 per share)
BankOne checking account number8697 \$490

TOTAL ASSETS: \$938,475.43 + \$490 = \$938,965.43

12/31/04 - 12/31/05, FINANCIAL STATEMENT:

CONTRIBUTIONS RECEIVED:

None.

CONTRIBUTIONS TO PUBLIC CHARITABLE ORGANIZATIONS:

December 16, 2005, \$2500 to University of Chicago Laboratory Schools (Mrs Eileen Epstein, Development Director, University of Chicago Laboratory Schools, Room 199, Blaine Hall, University of Chicago, Chicago, IL 60637, tel 773-702-3722, VMMR Prime 1197, check paid 12/23/05)

December 16, 2005, \$500, American Cancer Society VMMR Prime 1198, check paid 12/23/05

December 16, 2005, \$10,000 to Chicago Symphony Orchestra Association (Development Office, Chicago Symphony Orchestra Annual Fund, Development Office, 220 South Michigan Avenue, Chicago, IL 60604, tel 312-294-3100) check VMMR Prime 1194, check paid 12/22/05

December 16, 2005, \$1,000 to Jewish United Fund of Metropolitan Chicago (Jewish United Fund of Metropolitan Chicago, 1 South Franklin Street, Chicago, IL 60606-2814, tel 312-444-2814) check VMMR Prime 1196, check paid 12/27/05

December 16, 2005, \$5000 to Michigan State University College of Veterinary Medicine, Dean Lonnie King and Karen Winkler-Swanson, Office of Alumni Relations and Development, A-135 East Fee Hall, East Lansing, MI 48824, check VMMR Prime 1193, check paid

December 16, 2005, \$1000 to Musical Angels, 106625 Redmond Way, Suite M, #452, Redmond, WA 98052, attention Laura Lisowski, (425) 269-5341, musicalangels@concast.net, check VMMR Prime 1195

December 16, 2005, \$5000 to Scholarship and Guidance Association of Chicago (Mrs Christine Kadow, Scholarship and Guidance Association of Chicago, Mrs Christine Kadow-Dougherty, Director of Development, Scholarship and Guidance Association of Chicago, Suite 1500, 11 East Adams Street, Chicago, IL 60603, tel 312-663-0305) Chicago, IL, check 1191 VMMR Prime, check paid 12/19/05

December 16, 2005, \$10,000 to University of California, Berkeley, Boalt Hall School of Law, Boalt Hall School of Law, University of California, Berkeley, CA 94720-7200, tel 510-642-6483) check VMMR Prime 1192, check paid 12/27/05

December 16, 2005, \$25000 to Vanguard Charitable Endowment Program, P.O. Box 3075, Southeastern, PA 19398-9917, tel 888-383-4483, VMMR Prime check 1200.

TOTAL CONTRIBUTIONS MADE TO CHARITIES \$60,000

NOTE: All contributions are to public charitable organizations under IRC Section 501(c)(3). There was no grant or contribution to any other organization.

GIFTS MADE, CHECKS WRITTEN AND DELIVERED BUT NOT CLEARED AND PAID

Michigan State University \$5000, Musical Angels \$1000; total \$6000

EXPENSES PAID:

Note: Foreign Taxes paid, and deducted from dividends received from VMMR Pacific Index Fund: \$28.15.

Note: There was no fund raising expense. No compensation or other expense was paid to anyone.

SALES AND EXCHANGES:

12/28/05, 431.667 shares Vanguard Index 500 Fund sold, price 115.83 per share, date acquired 7/11/00, basis per share, 122.53, total basis 52,892.16, gain or loss (2892.16), proceeds from sale 50,000

DIVIDENDS RECEIVED:

Dividends Received (Vanguard): 16.278.24

Note: Dividends from all Vanguard accounts are remitted to VMMR Prime account

ASSETS HELD:

Vanguard Prime Money Market Fund \$58,297.69

Vanguard Pacific Stock Index Fund \$42,821.18 (3776.118 shares, basis 10.67 per share, date acquired 7/11/2000)

Vanguard 500 Index Fund (Admiral Shares) \$769,650.27 (6697.270 shares, basis 122.53 per share, date acquired 7/11/2000)

TOTAL ASSETS: \$870,769.14

TOTAL BASIS: \$919,205.36

12/31/03 - 12/31/04, FINANCIAL STATEMENT:

CONTRIBUTIONS RECEIVED:

None.

CONTRIBUTIONS TO PUBLIC CHARITABLE ORGANIZATIONS:

February 4, 2004, \$1000 to University of Chicago Laboratory Schools (Mrs Eileen Epstein, Development Director, University of Chicago Laboratory Schools, Room 199, Blaine Hall, University of Chicago, Chicago, IL 60637, tel 773-702-3722, VMMR Prime 1062, check paid 3/2/04

December 21, 2003, \$500, check delivered 2004, (2004 gift) Habitat for Humanity VMMR Prime 1048, check paid 1/12/04

December 31, 2003, \$250, check delivered 2004, (2004 gift) Northwestern University Center for Talent Development, Evanston, IL, VMMR Prime 1049, check paid 1/15/04

December 21, 2003, \$360, check delivered 2004, (2004 gift) Jewish National Fund, Washington, DC, VMMR Prime 1046, check paid 1/30/04

February 4, 2004, \$250, Old Town Triangle Association, Chicago, IL, VMMR Prime 1053, check paid 2/17/04

August 24, 2004, \$3000 to Friends of Florence, 4545 W Street N.W., Washington, DC 20007, VMMR Prime 1054, check paid 9/8/04

December 6, 2004, \$1000 to Aloha Foundation, 2968 Lake Morey Road, Fairlee, VT 05045-9400, check VMMR Prime 1147

December 6, 2004, \$10,000 to Chicago Symphony Orchestra Association (Development Office, Chicago Symphony Orchestra Annual Fund, Development Office, 220 South Michigan Avenue, Chicago, IL 60604, tel 312-294-3100) check VMMR Prime 1142, check paid 12/17/04

December 6, 2004, \$1,000 to Jewish United Fund of Metropolitan Chicago (Jewish United Fund of Metropolitan Chicago, 1 South Franklin Street, Chicago, IL 60606-2814, tel 312-444-2814) check VMMR Prime 1141, check paid 12/17/04

250 to Menomonee Club for Boys and Girls, 244 West Willow, Chicago, IL 60614, check VMMR Prime

December 6, 2004, \$5000 to Michigan State University College of Veterinary Medicine, Dean Lonnie King and Karen Winkler-Swanson, Office of Alumni Relations and Development, A-135 East Fee Hall, East Lansing, MI 48824, check VMMR Prime 1145, check paid 12/31/04

December 6, 2004, \$1000 to Musical Angels, 106625 Redmond Way, Suite M, #452, Redmond, WA 98052, attention Laura Lisowski, (425) 269-5341, musicalangels@concast.net, check VMMR Prime

December 6, 2004, \$5000 to Scholarship and Guidance Association of Chicago (Mrs Christine Kadow, Scholarship and Guidance Association of Chicago, Mrs Christine Kadow-Dougherty, Director of Development, Scholarship and Guidance Association of Chicago, Suite 1500, 11 East Adams Street, Chicago, IL 60603, tel 312-663-0305) Chicago, IL, check VMMR Prime

December 6, 2004, \$10,000 to University of California, Berkeley, Boalt Hall School of Law, Boalt Hall School of Law, University of California, Berkeley, CA 94720-7200, tel 510-642-6483) check VMMR Prime 1144, check paid 12/20/04

TOTAL CONTRIBUTIONS MADE TO CHARITIES \$38,610

NOTE: All contributions are to public charitable organizations under IRC Section 501(c)(3). There was no grant or contribution to any other organization.

GIFTS MADE, BUT CHECKS NOT CLEARED AND PAID

Aloha Foundation \$1000 and Menomonee Club \$250 and Musical Angels \$1000 and Scholarship and Guidance Association \$5000, total \$7250

EXPENSES PAID:

Note: Foreign Taxes paid, and deducted from dividends received from VMMR Pacific Index Fund: \$21.30

Note: There was no fund raising expense. No compensation or other expense was paid to anyone.

SALES AND EXCHANGES:

12/8/04, 227.894 shares Vanguard Index 500 Fund sold, price 109.70 per share, date acquired 7/11/00, basis per share, 122.53, total basis 27,923.85, gain or loss (2983.85), proceeds from sale 25,000

DIVIDENDS RECEIVED:

source: Vanguard VMMR Prime account	243.72
source: Vanguard Pacific Index Fund	614.15
source: Vanguard 500 Index Fund(Adm)	14,812.40

Total Dividends Received: 15,670.27

Note: Dividends from all Vanguard accounts are remitted to VMMR Prime account

ASSETS, 12/31/01:

BankOne checking account number8697	490
Vanguard VMMR Prime Portfolio, account number3536	19,758.63
Vanguard Pacific Index Fund, account number3536, 3776.118 shares, value 12/31/00 8.95 per share, value 12/31/01, 6.56 per share, basis 10.67 per share	30,322.23
Vanguard 500 Index Fund, account number3536, 7356.831 shares, value 12/31/01, 105.89 per share, basis 122.53 per share	755,399.41

Total Assets, 12/31/01: 910,096.65

ASSETS, 12/31/02:

BankOne checking account number8697	490
Vanguard VMMR Prime Portfolio, account number3536, market value 19,145.57, book value 19,145.57	
Vanguard Pacific Index Fund, account number3536, 3776.118 shares, value 12/31/02, 5.88 per share, basis 10.67 per share, market value 22,203.57, book value 40,291.18, date acquired 7/11/00,	
Vanguard 500 Index Fund, account number3536, 7724.671 shares, value 12/31/02, 81.15 per share, basis 122.53 per share, market value 626,857.05, book value 946,503.94, date acquired 7/11/00,	

Total Assets, 12/31/02: market value 668,696.19, book value 1,005,940.69

ASSETS, 12/31/03:

BankOne checking account number8697	490
Vanguard VMMR Prime Portfolio, account number3536, market value 19,758.63, book value 19,758.63	
Vanguard Pacific Index Fund, account number3536, 3776.118 shares, value 12/31/03, 8.03 per share, basis 10.67 per share, market value 30,322.23, book value 40,291.18, date acquired 7/11/00,	
Vanguard 500 Index Fund, account number3536, 7356.831 shares, value 12/31/03, 102.68 per share, basis 122.53 per share, market value 755,399.41, book value 901,432.50, date acquired 7/11/00	

Total Assets, 12/31/03: market value 805,970.27, book value 962,978.31

Note: The address of BankOne is 1 First National Plaza, Chicago, IL 60601. The address of the Vanguard Group of Investment Companies is Vanguard Flagship Service, P.O. Box 7800, Philadelphia PA 19101-9892, tel 800-345-1345.

ASSETS, 12/31/04:

BankOne checking account number8697 490
Vanguard VMMR Prime Portfolio, account number3536, market value 27,047.60, book value
27,047.60
Vanguard Pacific Index Fund Inv, account number3536, 3776.118 shares, value 12/31/04, 9.38 per
share, basis 10.67 per share, market value 35,419.99, book value 40,291.18, date acquired 7/11/00,
Vanguard 500 Index Fund Adm, account number3536, 7128.937 shares, value 12/31/04, 111.64 per
share, basis 122.53 per share, market value 795,874.53, book value 873,508.51, date acquired 7/11/00

Total Assets, 12/31/04: market value 838,852.12, book value 914,289.51

Note: The address of JPMorgan-BankOne is 1 First National Plaza, Chicago, IL 60601. The address of the Vanguard Group of Investment Companies is Vanguard Flagship Service, P.O. Box 7800, Philadelphia PA 19101-9892, tel 800-345-1345.

LIABILITIES, 12/31/04:

None, except for checks not cleared and paid, total \$7250

SUMMARY OF CHANGES IN ASSETS AND LIABILITIES, 12/31/02 to 12/31/03:

Dividends received	15,670.27
Contributions to charities	(38,610.00)

Change in value during tax year, Vanguard Prime Money Market Fund, account number3536, 7288.97

Change in value during tax year, Vanguard Pacific Index Fund, account number3536, 3776.118 shares,
not realized, share price 12/31/02 5.88, share price 12/31/03 8.03, share price 12/31/04 9.38
8188.66

Change in value during tax year, Vanguard 500 Index Fund, account number3536, 7128.937 shares,
not realized, share price 12/31/03 102.68 , share price 12/31/04 111.64 63,875.28

Change in value during tax year, Vanguard 500 Index Fund, account number3536, 227.894 shares,
share price 12/31/03 81.15, share price 10/03/03 23,400.16, realized from sale 25,000, gain from 12/31/04
1599.84

Gain (loss) unrealized from securities (see value changes, above)