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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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

Name of foundation
EDELSTEIN FAMILY FOUNDATION 050013733200

A Employer identification number
41-6013675

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P O BOX 64713 TRUST TAX SERVICES

B Telephone number (see page 10 of the instructions)
(612) 303-3208

City or town, state, and ZIP code
ST PAUL, MN 551640713

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 34,083,908

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,003,858	1,003,858		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,020,437			
	b	Gross sales price for all assets on line 6a 33,331,927				
	7	Capital gain net income (from Part IV, line 2)		1,020,437		
	8	Net short-term capital gain			0	
	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)	1,820	37,818		
	12	**Total.** Add lines 1 through 11	2,026,115	2,062,113		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	356,534	191,521		165,013
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see page 14 of the instructions)	84,909	32,007		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications	290	0	0	290
	23	Other expenses (attach schedule)	470	83		387
	24	**Total operating and administrative expenses.** Add lines 13 through 23	442,203	223,611	0	165,690
	25	Contributions, gifts, grants paid	1,649,169			1,649,169
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,091,372	223,611	0	1,814,859
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-65,257			
	b	**Net investment income** (if negative, enter -0-)		1,838,502		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	2,703,608	1,524,310	1,524,310
3	Accounts receivable ▶ 95,017			
	Less allowance for doubtful accounts ▶	10,299	95,017	95,017
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 page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	1,428,962	1,428,962	1,612,490
b	Investments—corporate stock (attach schedule)	19,467,196	19,126,599	22,001,455
c	Investments—corporate bonds (attach schedule)	7,192,294	8,563,202	8,841,001
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			0
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	10,623	9,635	9,635
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	30,812,982	30,747,725	34,083,908
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue		321	
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)		321	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	30,812,982	30,747,404	
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 page 17 of the instructions)	30,812,982	30,747,404	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	30,812,982	30,747,725	

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	30,812,982
2	Enter amount from Part I, line 27a	2	-65,257
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	30,747,725
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	30,747,725

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	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	1,020,437
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 pages 13 and 17 of the 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 page 18 of 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	1,430,355	33,409,764	0 042812
2009	1,698,232	30,145,843	0 056334
2008	2,029,699	35,191,968	0 057675
2007	1,816,864	40,533,624	0 044824
2006	1,767,129	38,285,211	0 046157

2	**Total** of line 1, column (d)	2	0 247802
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 04956
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	35,282,986
5	Multiply line 4 by line 3	5	1,748,625
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,385
7	Add lines 5 and 6	7	1,767,010
8	Enter qualifying distributions from Part XII, line 4	8	1,814,859

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 on page 18

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	18,385
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	18,385
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	18,385
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	48,440		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	48,440
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	30,055
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 9,194	**Refunded** ▶		11	20,861

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		No
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		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ MN			
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	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶US BANK CHARITABLE SERVICES GROUP Telephone no ▶(612) 303-3208

Located at ▶800 NICOLET MALL MINNEAPOLIS MN ZIP+4 ▶554027020

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 |

			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		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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? ☐ 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 page 20 of the instructions)?	1b		No
	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		No
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 ▶ 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 page 20 of the instructions).	2b		No
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? ☐ 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		No
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		No

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 page 22 of the 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 page 22 of the 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**		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?	**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 page 22 of the 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
US BANK NATIONAL ASSOCIATION 101 5TH STREET E ST PAUL, MN 55101	CORP TRUSTEE 1	244,538		
THOMAS A KELLER III C/O MOSS BARNETT 90 S 7TH ST MINNEAPOLIS, MN 55402	CO-TRUSTEE 5	111,996		

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 page 23 of the 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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	33,880,503
b	Average of monthly cash balances	1b	1,939,787
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	35,820,290
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	35,820,290
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	537,304
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	35,282,986
6	**Minimum investment return.** Enter 5% of line 5	6	1,764,149

Part XI **Distributable Amount** (see page 25 of the 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	1,764,149
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 18,385		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	18,385
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,745,764
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,745,764
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,745,764

Part XII **Qualifying Distributions** (see page 25 of the 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	1,814,859
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,814,859
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 page 26 of the instructions)	5	18,385
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,796,474

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					1,745,764
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only.				1,507,257	
b Total for prior years 2009 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2011					
a From 2006.	0				
b From 2007.	0				
c From 2008.	0				
d From 2009.	0				
e From 2010.	0				
f **Total** of lines 3a through e.		0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 1,814,859					
a Applied to 2010, but not more than line 2a				1,507,257	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .		0			
d Applied to 2011 distributable amount.					307,602
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .			0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					1,438,162
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)		0			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9					
a Excess from 2007. . . .	0				
b Excess from 2008. . . .	0				
c Excess from 2009. . . .	0				
d Excess from 2010. . . .	0				
e Excess from 2011. . . .	0				

Part XIV **Private Operating Foundations** (see page 27 of the 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 organization 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 organization had $5,000 or more in assets at any time during the year—see page 27 of the 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))

NA

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

NA

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,649,169
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 page 28 of the 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	1,003,858	
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	1,020,437	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a EXCISE TAX REFUND			14	1,000	
b DEFERRED INCOME			14	820	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				2,026,115	

13 Total. Add line 12, columns (b), (d), and (e). 13 2,026,115

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

****** | 2012-05-09 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name		Firm's EIN	
Firm's address		Phone no	

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☑ No

Additional Data

Software ID:
Software Version:
EIN: 41-6013675
Name: EDELSTEIN FAMILY FOUNDATION 050013733200

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
465 COMMSCOPE INC		1911-11-11	2011-01-14
78 COMMSCOPE INC		2010-02-01	2011-01-14
2450 COMMSCOPE INC		1911-11-11	2011-01-14
100000 TARGET CORP 6 350% 1/15/11		1911-11-11	2011-01-15
813 DIANA CONTAINERSHIPS INC		2011-01-18	2011-02-14
1500 ISHARES IBOXX INVESTMENT GRADE CORP		1911-11-11	2011-03-14
4000 ISHARES IBOXX INVESTMENT GRADE CORP		1911-11-11	2011-03-14
210 83 ARTIO GLOBAL HIGH INCOME I		2010-06-30	2011-03-15
540 399 ARTIO GLOBAL HIGH INCOME I		2010-05-28	2011-03-15
92474 521 ARTIO GLOBAL HIGH INCOME I		2011-02-28	2011-03-15
1346 159 ARTIO GLOBAL HIGH INCOME I		2011-02-28	2011-03-15
14078 451 ARTIO GLOBAL HIGH INCOME I		1911-11-11	2011-03-15
3677 038 PIMCO TOTAL RETURN FUND INST		2011-02-28	2011-03-15
48429 189 PIMCO TOTAL RETURN FUND INST		2010-12-31	2011-03-15
3100 I SHARES MSCI AUSTRALIA E T F		1911-11-11	2011-03-18
15000 I SHARES MSCI AUSTRALIA E T F		1911-11-11	2011-03-18
2800 I SHARES MSCI CANANDA E T F		1911-11-11	2011-03-18
13800 I SHARES MSCI CANANDA E T F		1911-11-11	2011-03-18
130 AKAMAI TECHNOLOGIES INC		1911-11-11	2011-04-20
734 AKAMAI TECHNOLOGIES INC		1911-11-11	2011-04-20
125 ALPHA NATURAL RESOURCES INC		1911-11-11	2011-04-20
625 ALPHA NATURAL RESOURCES INC		1911-11-11	2011-04-20
75 AMAZON COM INC		1911-11-11	2011-04-20
425 AMAZON COM INC		1911-11-11	2011-04-20
421 AMERICAN EXPRESS CO		1911-11-11	2011-04-20
1992 AMERICAN EXPRESS CO		1911-11-11	2011-04-20
456 APACHE CORP		1911-11-11	2011-04-20
200 APOLLO GROUP INC CL A		1911-11-11	2011-04-20
975 APOLLO GROUP INC CL A		1911-11-11	2011-04-20
750 AVON PRODS INC		1911-11-11	2011-04-20

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(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)
2581 AVON PRODS INC		1911-11-11	2011-04-20
113 BAKER HUGHES INC		1911-11-11	2011-04-20
465 BAKER HUGHES INC		1911-11-11	2011-04-20
300 BAXTER INTL INC		1911-11-11	2011-04-20
1450 BAXTER INTL INC		1911-11-11	2011-04-20
825 BROCADE COMMUNICATIONS SYS		1911-11-11	2011-04-20
4050 BROCADE COMMUNICATIONS SYS		1911-11-11	2011-04-20
400 CIGNA CORP		1911-11-11	2011-04-20
1900 CIGNA CORP		1911-11-11	2011-04-20
97 CABOT OIL GAS CORP CL A		1911-11-11	2011-04-20
325 CELANESE CORP SER A		1911-11-11	2011-04-20
1550 CELANESE CORP SER A		1911-11-11	2011-04-20
472 CHEVRON CORPORATION		1911-11-11	2011-04-20
1000 CISCO SYS INC		1911-11-11	2011-04-20
4825 CISCO SYS INC		1911-11-11	2011-04-20
95 CITY NATL CORP		1911-11-11	2011-04-20
206 DISCOVER FINL SVCS		1911-11-11	2011-04-20
2799 DISCOVER FINL SVCS		1911-11-11	2011-04-20
210 DISH NETWORK CORP CL A		1911-11-11	2011-04-20
1093 DISH NETWORK CORP CL A		1911-11-11	2011-04-20
200 E O G RES INC		1911-11-11	2011-04-20
161 E BAY INC		1911-11-11	2011-04-20
1059 E BAY INC		1911-11-11	2011-04-20
100 EXXON MOBIL CORP		1911-11-11	2011-04-20
3425 EXXON MOBIL CORP		1911-11-11	2011-04-20
3600 FIFTH THIRD BANCORP		1911-11-11	2011-04-20
750 FIFTH THIRD BANCORP		1911-11-11	2011-04-20
200 FRANKLIN RES INC		1911-11-11	2011-04-20
744 FRANKLIN RES INC		1911-11-11	2011-04-20
2100 GANNETT INC		1911-11-11	2011-04-20

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175 GENERAL DYNAMICS CORP		1911-11-11	2011-04-20
625 GILEAD SCIENCES INC		1911-11-11	2011-04-20
3125 GILEAD SCIENCES INC		1911-11-11	2011-04-20
209 GOLDMAN SACHS GROUP INC		1911-11-11	2011-04-20
998 GOLDMAN SACHS GROUP INC		1911-11-11	2011-04-20
48 GOOGLE INC CL A		1911-11-11	2011-04-20
106 GREENHILL CO INC		1911-11-11	2011-04-20
450 HANESBRANDS INC		1911-11-11	2011-04-20
2175 HANESBRANDS INC		1911-11-11	2011-04-20
2000 HELIX ENERGY SOLUTIONS GROUP INC		1911-11-11	2011-04-20
950 HEWLETT PACKARD CO		1911-11-11	2011-04-20
4575 HEWLETT PACKARD CO		1911-11-11	2011-04-20
220 ILLINOIS TOOL WORKS		2010-01-08	2011-04-20
580 INTERNATIONAL BUSINESS MACHINES CORP		1911-11-11	2011-04-20
375 INTERNATIONAL PAPER CO		1911-11-11	2011-04-20
1850 INTERNATIONAL PAPER CO		1911-11-11	2011-04-20
2292 J P MORGAN CHASE CO		1911-11-11	2011-04-20
82 JOY GLOBAL INC		1911-11-11	2011-04-20
257 KAYDON CORP		1911-11-11	2011-04-20
800 KAYDON CORP		1911-11-11	2011-04-20
250 LAM RESEARCH CORP		1911-11-11	2011-04-20
1175 LAM RESEARCH CORP		1911-11-11	2011-04-20
257 LEGG MASON INC		1911-11-11	2011-04-20
1500 LEGG MASON INC		1911-11-11	2011-04-20
490 LIZ CLAIBORNE INC		1911-11-11	2011-04-20
51 LORILLARD INC		1911-11-11	2011-04-20
322 LORILLARD INC		1911-11-11	2011-04-20
1275 LOWES CO INC		1911-11-11	2011-04-20
6125 LOWES CO INC		1911-11-11	2011-04-20
625 MASCO CORP		1911-11-11	2011-04-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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3075 MASCO CORP		1911-11-11	2011-04-20
300 MASTERCARD INC		1911-11-11	2011-04-20
22 MASTERCARD INC		1911-11-11	2011-04-20
290 MATERION CORP		1911-11-11	2011-04-20
1225 MEAD JOHNSON NUTRITION CO		1911-11-11	2011-04-20
250 MEAD JOHNSON NUTRITION CO		1911-11-11	2011-04-20
1678 MERCK AND CO INC NEW		1911-11-11	2011-04-20
451 MERCK AND CO INC NEW		1911-11-11	2011-04-20
1500 MERITAGE HOMES CORPORATION		1911-11-11	2011-04-20
1000 MONSTER WORLDWIDE INC		1911-11-11	2011-04-20
429 MONSTER WORLDWIDE INC		1911-11-11	2011-04-20
672 NEWS CORP INC CL A		1911-11-11	2011-04-20
1075 NORDSTROM INC		1911-11-11	2011-04-20
225 NORDSTROM INC		1911-11-11	2011-04-20
2060 NOVELLUS SYSTEMS INC		1911-11-11	2011-04-20
75696 297 NUVEEN HIGH INCOME BOND FD CL I		2011-03-15	2011-04-20
20833 333 NUVEEN HIGH INCOME BOND FD CL I		2011-03-15	2011-04-20
18231 424 NUVEEN INFLATION PRO SEC CL I		2011-03-15	2011-04-20
1000 O M GROUP INC		1911-11-11	2011-04-20
204 O M GROUP INC		1911-11-11	2011-04-20
169 OCCIDENTAL PETROLEUM CORPORATION		1911-11-11	2011-04-20
712 OCCIDENTAL PETROLEUM CORPORATION		1911-11-11	2011-04-20
600 OVERSEAS SHIPHOLDING GROUP INC		1911-11-11	2011-04-20
450 OWENS ILL INC		1911-11-11	2011-04-20
2200 OWENS ILL INC		1911-11-11	2011-04-20
867 PACKAGING CORP AMERICA		1911-11-11	2011-04-20
266 PARKER HANNIFIN CORP		1911-11-11	2011-04-20
150 PEABODY ENERGY CORP		1911-11-11	2011-04-20
686 PHILIP MORRIS INTL		1911-11-11	2011-04-20
3952 PHILIP MORRIS INTL		1911-11-11	2011-04-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
229 PLANTRONICS INC		1911-11-11	2011-04-20
141 T ROWE PRICE GROUP INC		1911-11-11	2011-04-20
212 PROCTER & GAMBLE CO		1911-11-11	2011-04-20
2966 PROCTER & GAMBLE CO		1911-11-11	2011-04-20
350 RAYMOND JAMES FINL INC		1911-11-11	2011-04-20
774 RAYMOND JAMES FINL INC		1911-11-11	2011-04-20
300 RIO TINTO PLC A D R		1911-11-11	2011-04-20
1600 RIO TINTO PLC A D R		1911-11-11	2011-04-20
71 ROSS STORES INC		1911-11-11	2011-04-20
1600 RYLAND GROUP INC		1911-11-11	2011-04-20
453 RYLAND GROUP INC		1911-11-11	2011-04-20
858 SM ENERGY CO		1911-11-11	2011-04-20
83 SM ENERGY CO		1911-11-11	2011-04-20
323 SIMPSON MFG CO INC		1911-11-11	2011-04-20
1835 SOTHEBYS HLDGS INC CL A		1911-11-11	2011-04-20
103 SOTHEBYS HLDGS INC CL A		1911-11-11	2011-04-20
825 SOUTHWESTERN ENERGY CO		1911-11-11	2011-04-20
175 SOUTHWESTERN ENERGY CO		1911-11-11	2011-04-20
7350 SPRINT NEXTEL CORP		1911-11-11	2011-04-20
2166 STARBUCKS CORP		1911-11-11	2011-04-20
323 STARBUCKS CORP		1911-11-11	2011-04-20
1600 STATE STR CORP		1911-11-11	2011-04-20
325 STATE STR CORP		1911-11-11	2011-04-20
3250 STEEL DYNAMICS INC		1911-11-11	2011-04-20
675 STEEL DYNAMICS INC		1911-11-11	2011-04-20
2076 TARGET CORPORATION		1911-11-11	2011-04-20
550 TARGET CORPORATION		1911-11-11	2011-04-20
1550 TERADATA CORP DEL		1911-11-11	2011-04-20
226 TERADATA CORP DEL		1911-11-11	2011-04-20
1600 TETRA TECHNOLOGIES INC DEL		1911-11-11	2011-04-20

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800 THOR INDUSTRIES INC		1911-11-11	2011-04-20
231 THOR INDUSTRIES INC		1911-11-11	2011-04-20
792 UNITED PARCEL SERVICE INC CL B		1911-11-11	2011-04-20
228 UNUM GROUP		1911-11-11	2011-04-20
1149 UNUM GROUP		1911-11-11	2011-04-20
225 URBAN OUTFITTERS INC		1911-11-11	2011-04-20
1050 URBAN OUTFITTERS INC		1911-11-11	2011-04-20
1617 VERIZON COMMUNICATIONS INC		1911-11-11	2011-04-20
600 WESTERN UNION CO		1911-11-11	2011-04-20
2925 WESTERN UNION CO		1911-11-11	2011-04-20
1000 WINTRUST FINL CORP		1911-11-11	2011-04-20
331 WRIGHT MEDICAL GROUP		1911-11-11	2011-04-20
77 COOPER INDUSTRIES PLC		1911-11-11	2011-04-20
545 COOPER INDUSTRIES PLC		1911-11-11	2011-04-20
478 XL GROUP PLC		1911-11-11	2011-04-20
2319 XL GROUP PLC		1911-11-11	2011-04-20
350 NOBLE CORP		1911-11-11	2011-04-20
1650 NOBLE CORP		1911-11-11	2011-04-20
136 TYCO INTERNATIONAL LTD		1911-11-11	2011-04-20
1435 TYCO INTERNATIONAL LTD		1911-11-11	2011-04-20
1500 DIANA SHIPPING INC		1911-11-11	2011-04-20
48 DIANA CONTAINERSHIPS INC		2011-01-18	2011-04-20
200 MONSTER WORLDWIDE INC		2010-02-04	2011-04-21
68 BAKER HUGHES INC		1911-11-11	2011-04-26
1525 SPRINT NEXTEL CORP		1911-11-11	2011-04-26
256 WINTRUST FINL CORP		1911-11-11	2011-04-26
296 CHEVRON CORPORATION		1911-11-11	2011-04-28
800 GREENHILL CO INC		1911-11-11	2011-04-28
24346 598 NUVEEN INFLATION PRO SEC CL I		2011-03-15	2011-04-28
386 628 PIMCO TOTAL RETURN FUND INST		2011-03-31	2011-04-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
646 PROCTER & GAMBLE CO		1911-11-11	2011-04-28
343 ROSS STORES INC		1911-11-11	2011-04-28
433 AGCO CORP		2011-04-28	2011-05-16
1454 ARM HLDGS PLC A D R		2011-04-20	2011-05-16
325 CSX CORP		2011-04-28	2011-05-16
463 CAMERON INTL CORP		2011-04-20	2011-05-16
314 CONOCOPHILLIPS		2011-04-28	2011-05-16
631 FED EX CORP		2011-04-20	2011-05-16
239 F5 NETWORKS INC		1911-11-11	2011-05-16
472 HARRIS CORP DEL		2011-04-28	2011-05-16
686 MANHATTAN ASSOCS INC		1911-11-11	2011-05-16
1452 NEWS CORP INC CL A		1911-11-11	2011-05-16
449 NORDSON CORP		2011-04-28	2011-05-16
312 603 PIMCO TOTAL RETURN FUND INST		2011-04-29	2011-05-16
1000 POWER INTEGRATIONS INC		1911-11-11	2011-05-16
668 T ROWE PRICE GROUP INC		1911-11-11	2011-05-16
860 VERIZON COMMUNICATIONS INC		1911-11-11	2011-05-16
1056 XL GROUP PLC		1911-11-11	2011-05-16
1 FRONTIER COMMUNICATIONS CORP		1911-11-11	2011-05-19
FRONTIER COMMUNICATIONS CORP		1911-11-11	2011-05-19
9 CITIGROUP INC		2011-04-20	2011-05-25
196 COMPANHIA DE BEBIDAS P R A D R			2011-06-15
3611 COMPANHIA DE BEBIDAS P R A D R			2011-06-15
2501 AFLAC INC		2011-04-20	2011-06-23
570 AGCO CORP		2011-04-28	2011-06-23
4343 ADTRAN INC		2011-04-20	2011-06-23
465 AMERIPRISE FINL INC		2011-04-28	2011-06-23
555 AUTODESK INC		2011-04-28	2011-06-23
891 BROADCOM CORP CL A		2011-04-20	2011-06-23
1800 BROCADE COMMUNICATIONS SYS		2010-02-02	2011-06-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
223 CATERPILLAR INC		2011-04-28	2011-06-23
1389 CITRIX SYS INC		2011-04-20	2011-06-23
396 CONOCOPHILLIPS		2011-04-28	2011-06-23
7162 CORNING INC		2011-04-20	2011-06-23
584 CUMMINS INC		2011-04-28	2011-06-23
1740 DISNEY WALT CO		2011-04-28	2011-06-23
432 DONALDSON CO INC		2011-04-20	2011-06-23
268 FED EX CORP		2011-04-20	2011-06-23
1400 GANNETT INC		2010-02-09	2011-06-23
1168 HITTITE MICROWAVE CORP		2011-04-20	2011-06-23
2980 KEYCORP NEW		2011-04-20	2011-06-23
2080 LINCOLN NATL CORP IND		2011-04-28	2011-06-23
1691 METLIFE INC		2011-04-28	2011-06-23
939 NETSCOUT SYS INC		2011-04-28	2011-06-23
78588 923 NUVEEN SMALL CAP SELECT FD CL I		2011-04-28	2011-06-23
441 THE SCOTTS MIRACLE GRO COMPANY		2011-04-20	2011-06-23
353 VISA INC CLASS A SHARES		2011-04-20	2011-06-23
1931 ABBOTT LABORATORIES		1911-11-11	2011-06-28
800 CELANESE CORP SER A		2010-02-10	2011-06-28
587 CLOROX CO		1911-11-11	2011-06-28
50 GOOGLE INC CL A		2010-02-01	2011-06-28
772 J P MORGAN CHASE CO		1911-11-11	2011-06-28
1350 MOLINA HEALTHCARE INC		1911-11-11	2011-06-28
23709 644 NEUBERGER BERMAN GENESIS INSTL FD		2011-06-23	2011-06-28
313 009 PIMCO TOTAL RETURN FUND INST		2011-05-31	2011-06-28
432 P N C FINANCIAL SERVICES GROUP INC		1911-11-11	2011-06-28
280 SCHLUMBERGER LTD		2011-04-28	2011-06-28
421 UNITED PARCEL SERVICE INC CL B		1911-11-11	2011-06-28
1035 VERIZON COMMUNICATIONS INC		1911-11-11	2011-06-28
2000 ZIONS BANCORPORATION		1911-11-11	2011-06-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
302 BECKMAN COULTER INC		2011-04-20	2011-06-30
8772 I SHARES MSCI EAFE INDEX FUND E T F		2011-06-01	2011-07-05
22716 947 LAZARD EMERGING MKTS PORT IN		2010-05-03	2011-07-05
24594 I SHARES MSCI EAFE INDEX FUND E T F		2011-06-28	2011-08-16
38000 I SHARES MSCI EAFE INDEX FUND E T F		1911-11-11	2011-08-16
1671 068 LAZARD EMERGING MKTS PORT IN		2010-12-29	2011-08-17
29035 176 LAZARD EMERGING MKTS PORT IN		2010-08-10	2011-08-17
20000 POWERSHARES DB COMMODITY IND ETF		1911-11-11	2011-08-26
7700 I SHARES MSCI EAFE INDEX FUND E T F		1911-11-11	2011-09-01
5361 I SHARES MSCI EAFE INDEX FUND E T F		2011-06-01	2011-09-01
334 213 LAZARD EMERGING MKTS PORT IN		2010-12-29	2011-09-01
13612 083 LAZARD EMERGING MKTS PORT IN		2010-08-10	2011-09-01
5000 POWERSHARES DB COMMODITY IND ETF		1911-11-11	2011-09-01
2431 ABB LTD A D R		2011-04-28	2011-09-21
571 AGILENT TECHNOLOGIES INC		2011-04-20	2011-09-21
1266 AKAMAI TECHNOLOGIES INC		1911-11-11	2011-09-21
1044 AVON PRODS INC		1911-11-11	2011-09-21
275 B A S F A G A D R		2011-06-28	2011-09-21
414 BARD C R INC		2011-04-20	2011-09-21
1000 CABOT MICROELECTRONICS CORPORATION		1911-11-11	2011-09-21
2265 CITIGROUP INC		2011-05-16	2011-09-21
1819 COGNIZANT TECH SOLUTIONS CL A		2011-04-20	2011-09-21
463 COHERENT INC		2011-04-20	2011-09-21
2548 COMCAST CORP CL A		2011-05-16	2011-09-21
441 COVANCE INC		2011-06-28	2011-09-21
8811 ERICSSON (LM)TEL SP A D R		2011-04-20	2011-09-21
2500 FAIR ISAAC CORPORATION		1911-11-11	2011-09-21
1125 GENERAL DYNAMICS CORP		2010-02-09	2011-09-21
533 GOLDMAN SACHS GROUP INC		1911-11-11	2011-09-21
46 GOOGLE INC CL A		1911-11-11	2011-09-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
720 HARRIS CORP DEL		2011-06-28	2011-09-21
1351 HESS CORP		2011-04-20	2011-09-21
89 HESS CORP		2011-05-16	2011-09-21
2400 ILLINOIS TOOL WORKS		2010-01-21	2011-09-21
1378 INFORMATICA CORP		2011-04-20	2011-09-21
1227 INTEGRYS ENERGY GROUP INC		2011-04-20	2011-09-21
750 INTERDIGITAL INC		1911-11-11	2011-09-21
944 INTERNATIONAL RECTIFIER CORP		2011-06-28	2011-09-21
1592 J P MORGAN CHASE CO		1911-11-11	2011-09-21
1914 JOHNSON JOHNSON		2011-04-20	2011-09-21
475 LIFE TECHNOLOGIES CORP		2011-06-28	2011-09-21
925 LOWES CO INC		2010-02-04	2011-09-21
2392 NESTLE SA SPONSORED A D R		2011-04-20	2011-09-21
939 NETEASE INC A D R		2011-04-20	2011-09-21
5223 NEWS CORP INC CL A		1911-11-11	2011-09-21
1532 T ROWE PRICE GROUP INC		1911-11-11	2011-09-21
622 PROCTER & GAMBLE CO		1911-11-11	2011-09-21
1196 PROGRESSIVE CORP		2011-04-20	2011-09-21
862 QUALCOMM INC		1911-11-11	2011-09-21
926 RAYMOND JAMES FINL INC		1911-11-11	2011-09-21
419 REINSURANCE GROUP AMERICA		2011-04-20	2011-09-21
1343 SEMPRA ENERGY		2011-04-20	2011-09-21
1000 SHAW GROUP INC		1911-11-11	2011-09-21
2284 TEXAS INSTRUMENTS INC		1911-11-11	2011-09-21
578 URS CORPORATION		2011-06-28	2011-09-21
1613 UNILEVER N V A D R		2011-05-16	2011-09-21
884 UNITED PARCEL SERVICE INC CL B		1911-11-11	2011-09-21
1181 VARIAN MED SYS INC		2011-04-20	2011-09-21
2757 VIACOM INC CLASS B		2010-02-10	2011-09-21
821 WAL MART STORES INC		1911-11-11	2011-09-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
880 COOPER INDUSTRIES PLC		1911-11-11	2011-09-21
88805 63 LAZARD EMERGING MKTS PORT IN		2010-05-03	2011-09-22
500 93 LAZARD EMERGING MKTS PORT IN		2011-08-10	2011-09-22
500000 BANKAMERICA CORP NT 7 125% 10/15/11		1996-10-24	2011-10-15
14499 467 LAZARD EMERGING MKTS PORT IN		1911-11-11	2011-10-18
119 229 LAZARD EMERGING MKTS PORT IN		2011-08-10	2011-10-18
NET SETTLEMENT FROM CLASS ACTION SUIT			2011-11-02
13442 564 SCOUT INTERNATIONAL FUND		2011-09-01	2011-11-04
248 VARIAN SEMICONDUCTOR EQUIP		1911-11-11	2011-11-10
554 ABBOTT LABORATORIES		1911-11-11	2011-11-23
270 AKAMAI TECHNOLOGIES INC		1911-11-11	2011-11-23
375 BROCADE COMMUNICATIONS SYS		2010-02-02	2011-11-23
238 CABOT MICROELECTRONICS CORPORATION		1911-11-11	2011-11-23
153 CLOROX CO		1911-11-11	2011-11-23
302 COGNIZANT TECH SOLUTIONS CL A		2011-04-20	2011-11-23
1161 CORNING INC		2011-04-20	2011-11-23
8090 343 CREDIT SUISSE COMM RET ST CO		2011-06-01	2011-11-23
1848 ERICSSON (LM)TEL SP A D R		2011-04-20	2011-11-23
74 EXXON MOBIL CORP		1911-11-11	2011-11-23
54 FED EX CORP		2011-04-20	2011-11-23
725 GANNETT INC		2010-02-09	2011-11-23
50 GENERAL DYNAMICS CORP		2010-02-09	2011-11-23
166 GOLDMAN SACHS GROUP INC		1911-11-11	2011-11-23
16 GOOGLE INC CL A		1911-11-11	2011-11-23
280 ILLINOIS TOOL WORKS		2010-01-21	2011-11-23
179 INTERDIGITAL INC		1911-11-11	2011-11-23
1544 J P MORGAN CHASE CO		1911-11-11	2011-11-23
410 JOHNSON JOHNSON		2011-04-20	2011-11-23
450 MYLAN INC		1911-11-11	2011-11-23
74 O M GROUP INC		2010-02-11	2011-11-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
182 P G E CORP		1911-11-11	2011-11-23
142 P F CHANGS CHINA BISTRO INC		1911-11-11	2011-11-23
9095 886 PIMCO TOTAL RETURN FUND INST		1911-11-11	2011-11-23
218 775 PIMCO TOTAL RETURN FUND INST		2011-10-31	2011-11-23
247 POWER INTEGRATIONS INC		1911-11-11	2011-11-23
309 T ROWE PRICE GROUP INC		1911-11-11	2011-11-23
320 PROCTER & GAMBLE CO		1911-11-11	2011-11-23
204 QUALCOMM INC		1911-11-11	2011-11-23
400 ST JUDE MED INC		2010-02-01	2011-11-23
799 SEMPRA ENERGY		2011-04-20	2011-11-23
217 SHAW GROUP INC		1911-11-11	2011-11-23
95 UNITED PARCEL SERVICE INC CL B		1911-11-11	2011-11-23
522 UNUM GROUP		1911-11-11	2011-11-23
178 VERIZON COMMUNICATIONS INC		1911-11-11	2011-11-23
137 WAL MART STORES INC		1911-11-11	2011-11-23
442 ZIONS BANCORPORATION		1911-11-11	2011-11-23
NET SETTLEMENT FROM CLASS ACTION SUIT			2011-11-29
NET SETTLEMENT FROM CLASS ACTION SUIT			2011-11-29
96056 737 SCOUT INTERNATIONAL FUND		2011-08-17	2011-12-05
1210 ABBOTT LABORATORIES		1911-11-11	2011-12-07
768 ADTRAN INC		2011-09-21	2011-12-07
844 APACHE CORP		1911-11-11	2011-12-07
783 BAKER HUGHES INC		1911-11-11	2011-12-07
1338 CLOROX CO		1911-11-11	2011-12-07
2404 ERICSSON (LM)TEL SP A D R		2011-04-20	2011-12-07
1473 EXPRESS SCRIPTS INC		2011-04-20	2011-12-07
270 F5 NETWORKS INC		1911-11-11	2011-12-07
619 GENERAL MILLS INC		1911-11-11	2011-12-07
41 GOOGLE INC CL A		1911-11-11	2011-12-07
1250 INTERDIGITAL INC		1911-11-11	2011-12-07

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1737 JACOBS ENGR GROUP INC		2011-04-28	2011-12-07
253 LORILLARD INC		1911-11-11	2011-12-07
2175 MYLAN INC		1911-11-11	2011-12-07
749 NATIONAL GRID PLC SP A D R		2011-04-20	2011-12-07
1625 P G E CORP		1911-11-11	2011-12-07
2866 P P L CORPORATION		2011-09-21	2011-12-07
331 PHILIP MORRIS INTL		1911-11-11	2011-12-07
391 PROCTER & GAMBLE CO		1911-11-11	2011-12-07
972 QUALCOMM INC		1911-11-11	2011-12-07
1900 ST JUDE MED INC		2010-02-01	2011-12-07
510 SCRIPPS NETWORKS INTERACTIVE INC		2011-04-20	2011-12-07
1948 SEMPRA ENERGY		2011-04-20	2011-12-07
1132 UNUM GROUP		1911-11-11	2011-12-07
158 AFLAC INC		2011-04-20	2011-12-13
1236 ADTRAN INC		2011-09-21	2011-12-13
169 BAKER HUGHES INC		1911-11-11	2011-12-13
502 BAKER HUGHES INC		1911-11-11	2011-12-13
50 FLOWSERVE CORP		1911-11-11	2011-12-13
649 FREEPORT MCMORAN COPPER GOLD		2011-12-07	2011-12-13
309 GARDNER DENVER INC		2011-05-16	2011-12-13
882 INTEGRYS ENERGY GROUP INC		2011-04-20	2011-12-13
206 INTERCONTINENTAL EXCHANGE INC		2011-04-28	2011-12-13
15 MASTERCARD INC		2010-02-05	2011-12-13
805 METLIFE INC		2011-12-07	2011-12-13
1136 N I I HOLDINGS INC		2011-12-07	2011-12-13
183 QUALCOMM INC		1911-11-11	2011-12-13
741 QUALCOMM INC		1911-11-11	2011-12-13
931 SKYWORKS SOLUTIONS INC		2011-04-20	2011-12-13
725 AMERIPRISE FINL INC		2011-12-07	2011-12-16
27589 434 CREDIT SUISSE COMM RET ST CO		2011-08-26	2011-12-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
444 GENESEE & WYO INC CL A		2011-06-28	2011-12-16
1029 HALLIBURTON CO		2011-12-07	2011-12-16
2442 J P MORGAN CHASE CO		1911-11-11	2011-12-16
348 OCCIDENTAL PETROLEUM CORPORATION		1911-11-11	2011-12-16
433 T ROWE PRICE GROUP INC		2011-12-07	2011-12-16
422 SIGNATURE BK		2011-12-07	2011-12-16
18149 109 CREDIT SUISSE COMM RET ST CO		2011-09-01	2011-12-29
79390 386 CREDIT SUISSE COMM RET ST CO		2011-08-26	2011-12-29
17968 314 SCOUT INTERNATIONAL FUND		2011-09-01	2011-12-29
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
14,648		12,610	2,038
2,457		2,151	306
77,175		61,847	15,328
100,000		100,064	-64
10		11	-1
163,034		150,285	12,749
434,756		403,279	31,477
2,195		2,104	91
5,626		5,393	233
962,660		933,250	29,410
14,014		13,879	135
146,557		140,539	6,018
40,043		41,576	-1,533
527,394		510,090	17,304
75,329		70,339	4,990
364,493		340,350	24,143
90,550		71,344	19,206
446,283		351,624	94,659
5,164		3,352	1,812
29,155		18,938	10,217
6,999		4,659	2,340
34,993		24,308	10,685
13,800		10,321	3,479
78,200		58,049	20,151
19,816		16,321	3,495
93,759		77,216	16,543
56,575		41,745	14,830
7,771		12,827	-5,056
37,883		61,326	-23,443
21,545		19,807	1,738

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
74,143		68,305	5,838
8,338		5,323	3,015
34,312		21,903	12,409
16,307		17,204	-897
78,819		83,151	-4,332
4,852		6,014	-1,162
23,819		29,525	-5,706
17,506		12,694	4,812
83,155		60,010	23,145
5,218		2,735	2,483
15,469		6,429	9,040
73,777		30,733	43,044
50,820		25,352	25,468
16,892		24,075	-7,183
81,505		116,140	-34,635
5,368		4,519	849
5,117		2,465	2,652
69,527		33,540	35,987
4,920		3,780	1,140
25,609		19,676	5,933
22,244		17,943	4,301
5,074		2,993	2,081
33,374		19,703	13,671
8,541		6,900	1,641
292,524		236,264	56,260
47,757		45,497	2,260
9,949		9,479	470
24,742		20,435	4,307
92,041		76,042	15,999
31,806		33,689	-1,883

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,659		11,763	896
25,309		25,125	184
126,544		126,753	-209
31,755		24,110	7,645
151,633		112,881	38,752
25,190		17,191	7,999
6,439		7,063	-624
14,072		10,951	3,121
68,017		52,916	15,101
32,523		24,373	8,150
39,007		43,876	-4,869
187,848		217,167	-29,319
11,812		10,751	1,061
95,551		56,614	38,937
11,165		8,567	2,598
55,082		42,277	12,805
100,677		74,006	26,671
7,907		3,679	4,228
9,657		10,830	-1,173
30,060		39,271	-9,211
12,919		9,644	3,275
60,719		45,326	15,393
9,409		5,821	3,588
54,914		30,980	23,934
2,837		3,073	-236
5,024		3,886	1,138
31,720		24,536	7,184
34,120		29,571	4,549
163,910		142,059	21,851
8,426		9,669	-1,243

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
41,456		47,572	-6,116
81,319		47,810	33,509
5,963		2,513	3,450
11,431		4,913	6,518
75,172		55,298	19,874
15,341		11,287	4,054
56,981		64,119	-7,138
15,315		17,233	-1,918
38,815		23,580	15,235
17,283		17,097	186
7,414		7,186	228
11,552		8,638	2,914
50,372		40,799	9,573
10,543		8,741	1,802
72,124		41,315	30,809
699,434		690,350	9,084
192,500		190,000	2,500
197,264		194,529	2,735
32,704		20,842	11,862
6,672		4,144	2,528
17,010		11,340	5,670
71,665		47,603	24,062
17,034		29,376	-12,342
13,560		13,816	-256
66,293		67,496	-1,203
24,276		12,763	11,513
25,385		10,822	14,563
9,738		6,528	3,210
45,651		25,886	19,765
262,993		148,960	114,033

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,859		5,839	2,020
9,368		7,164	2,204
13,499		11,562	1,937
188,864		170,766	18,098
12,813		8,996	3,817
28,335		19,894	8,441
21,469		15,831	5,638
114,503		84,240	30,263
5,125		3,084	2,041
28,332		34,764	-6,432
8,021		13,901	-5,880
63,521		27,054	36,467
6,145		2,454	3,691
8,909		8,521	388
88,509		36,130	52,379
4,968		1,540	3,428
33,572		41,370	-7,798
7,121		8,775	-1,654
35,150		28,922	6,228
79,849		46,029	33,820
11,907		6,864	5,043
73,451		86,945	-13,494
14,920		17,661	-2,741
59,679		56,168	3,511
12,395		11,658	737
104,106		87,711	16,395
27,581		23,260	4,321
80,827		44,060	36,767
11,785		6,424	5,361
22,588		25,265	-2,677

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
24,656		21,320	3,336
7,119		6,307	812
57,428		44,158	13,270
5,860		4,700	1,160
29,533		23,665	5,868
7,029		8,179	-1,150
32,804		36,740	-3,936
61,195		51,767	9,428
12,777		11,309	1,468
62,287		55,130	7,157
34,234		28,204	6,030
5,197		6,039	-842
5,123		3,009	2,114
36,258		21,294	14,964
11,423		7,640	3,783
55,419		37,065	18,354
15,094		13,948	1,146
71,156		65,722	5,434
6,749		3,762	2,987
71,208		39,790	31,418
16,522		22,757	-6,235
621		648	-27
3,508		2,625	883
4,976		3,203	1,773
7,228		6,001	1,227
8,696		6,958	1,738
32,062		15,899	16,163
47,018		33,870	13,148
264,404		259,778	4,626
4,261		4,207	54

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
41,292		37,193	4,099
25,155		14,880	10,275
22,151		24,850	-2,699
40,913		44,085	-3,172
24,320		25,427	-1,107
22,886		25,395	-2,509
22,429		24,263	-1,834
59,378		58,585	793
25,061		5,674	19,387
22,774		25,115	-2,341
24,572		15,113	9,459
24,961		18,665	6,296
23,110		24,973	-1,863
3,448		3,448	
37,659		30,629	7,030
41,529		34,000	7,529
31,828		27,532	4,296
24,322		16,878	7,444
372			372
63			63
36		41	-5
2			2
44			44
111,658		132,552	-20,894
25,849		32,885	-7,036
164,814		175,152	-10,338
25,691		28,681	-2,990
19,963		25,147	-5,184
28,405		35,079	-6,674
11,727		12,051	-324

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
21,762		24,985	-3,223
104,822		105,171	-349
28,420		33,541	-5,121
124,978		145,663	-20,685
55,134		65,292	-10,158
64,918		73,720	-8,802
24,354		25,445	-1,091
24,649		24,882	-233
18,620		19,845	-1,225
67,776		73,769	-5,993
24,057		25,031	-974
55,199		66,414	-11,215
68,755		77,333	-8,578
18,861		24,384	-5,523
1,157,615		1,205,522	-47,907
22,139		25,159	-3,020
26,163		27,371	-1,208
100,546		97,292	3,254
41,032		23,998	17,034
38,836		34,136	4,700
24,738		26,627	-1,889
30,362		24,927	5,435
35,742		27,491	8,251
1,172,679		1,153,000	19,679
3,434		3,462	-28
24,879		17,552	7,327
23,287		24,875	-1,588
30,231		23,473	6,758
37,601		33,135	4,466
45,579		32,381	13,198

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
25,217		25,093	124
529,521		551,745	-22,224
500,000		405,498	94,502
1,311,256		1,451,300	-140,044
2,026,011		2,093,872	-67,861
32,953		35,627	-2,674
572,574		519,161	53,413
581,751		460,850	120,901
409,478		424,285	-14,807
285,093		320,055	-34,962
6,721		7,125	-404
273,739		243,152	30,587
150,297		115,213	35,084
43,710		62,851	-19,141
19,154		27,790	-8,636
27,675		32,663	-4,988
22,145		27,629	-5,484
17,338		25,603	-8,265
37,394		42,592	-5,198
36,824		29,064	7,760
61,947		101,388	-39,441
115,858		148,757	-32,899
20,886		26,192	-5,306
56,616		63,700	-7,084
21,097		25,700	-4,603
90,576		112,096	-21,520
57,547		48,311	9,236
66,322		75,689	-9,367
53,950		60,286	-6,336
25,065		16,474	8,591

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
27,718		32,115	-4,397
78,745		108,841	-30,096
5,188		6,729	-1,541
107,863		116,174	-8,311
57,696		72,713	-15,017
60,915		61,839	-924
45,483		16,932	28,551
19,696		26,262	-6,566
50,564		51,404	-840
122,726		123,388	-662
18,658		25,089	-6,431
18,231		20,179	-1,948
131,127		144,471	-13,344
40,817		48,549	-7,732
86,283		67,141	19,142
76,496		77,975	-1,479
39,740		35,811	3,929
21,277		25,185	-3,908
45,375		33,569	11,806
24,355		23,801	554
20,686		25,328	-4,642
70,280		71,927	-1,647
22,445		20,977	1,468
62,375		52,331	10,044
17,875		25,183	-7,308
49,908		52,245	-2,337
57,611		49,288	8,323
61,320		83,100	-21,780
129,610		74,046	55,564
42,855		44,519	-1,664

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
40,756		34,383	6,373
1,518,576		1,585,181	-66,605
8,566		9,628	-1,062
500,000		500,000	
267,370		258,815	8,555
2,199		2,292	-93
143			143
392,254		401,798	-9,544
15,624		7,325	8,299
29,195		27,915	1,280
7,131		6,962	169
1,853		2,511	-658
9,277		7,844	1,433
9,689		8,898	791
18,791		24,698	-5,907
16,278		23,613	-7,335
67,069		77,667	-10,598
17,519		23,511	-5,992
5,542		5,106	436
4,138		5,014	-876
7,533		11,071	-3,538
3,071		3,373	-302
14,591		19,150	-4,559
9,144		5,479	3,665
11,990		13,437	-1,447
7,436		4,064	3,372
44,180		49,893	-5,713
25,449		26,431	-982
7,920		8,288	-368
1,557		2,342	-785

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,753		6,833	-80
4,057		4,838	-781
97,963		96,098	1,865
2,356		2,387	-31
8,122		7,196	926
15,382		15,701	-319
19,565		17,452	2,113
10,614		7,944	2,670
14,083		15,324	-1,241
40,501		42,792	-2,291
5,022		5,149	-127
6,372		5,290	1,082
10,878		10,760	118
6,315		5,703	612
7,725		7,429	296
6,523		6,877	-354
7,908			7,908
1,797			1,797
2,777,000		3,000,000	-223,000
65,545		60,965	4,580
24,380		23,209	1,171
81,309		77,266	4,043
39,823		36,882	2,941
87,237		77,810	9,427
24,641		30,584	-5,943
66,844		82,373	-15,529
30,464		6,410	24,054
24,877		20,019	4,858
25,376		14,684	10,692
52,319		28,220	24,099

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
73,529		86,220	-12,691
27,832		19,278	8,554
42,434		40,061	2,373
35,727		37,083	-1,356
61,961		60,914	1,047
83,256		83,714	-458
24,808		12,476	12,332
25,274		22,512	2,762
52,322		37,853	14,469
69,273		72,772	-3,499
20,706		25,352	-4,646
102,978		104,329	-1,351
24,632		23,315	1,317
6,799		8,374	-1,575
36,106		37,351	-1,245
8,203		7,960	243
24,367		23,646	721
5,072		5,273	-201
25,202		26,213	-1,011
25,316		25,012	304
45,100		44,451	649
24,402		24,823	-421
5,578		3,325	2,253
25,434		25,953	-519
22,663		24,400	-1,737
10,014		7,126	2,888
40,547		28,857	11,690
13,676		25,952	-12,276
33,657		33,883	-226
219,888		258,789	-38,901

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
26,069		25,458	611
32,814		35,119	-2,305
79,266		78,849	417
30,961		23,267	7,694
23,721		24,785	-1,064
24,926		24,217	709
147,734		172,333	-24,599
646,238		734,530	-88,292
499,879		537,073	-37,194
			110

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			2,038
			306
			15,328
			-64
			-1
			12,749
			31,477
			91
			233
			29,410
			135
			6,018
			-1,533
			17,304
			4,990
			24,143
			19,206
			94,659
			1,812
			10,217
			2,340
			10,685
			3,479
			20,151
			3,495
			16,543
			14,830
			-5,056
			-23,443
			1,738

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			5,838
			3,015
			12,409
			-897
			-4,332
			-1,162
			-5,706
			4,812
			23,145
			2,483
			9,040
			43,044
			25,468
			-7,183
			-34,635
			849
			2,652
			35,987
			1,140
			5,933
			4,301
			2,081
			13,671
			1,641
			56,260
			2,260
			470
			4,307
			15,999
			-1,883

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			896
			184
			-209
			7,645
			38,752
			7,999
			-624
			3,121
			15,101
			8,150
			-4,869
			-29,319
			1,061
			38,937
			2,598
			12,805
			26,671
			4,228
			-1,173
			-9,211
			3,275
			15,393
			3,588
			23,934
			-236
			1,138
			7,184
			4,549
			21,851
			-1,243

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-6,116
			33,509
			3,450
			6,518
			19,874
			4,054
			-7,138
			-1,918
			15,235
			186
			228
			2,914
			9,573
			1,802
			30,809
			9,084
			2,500
			2,735
			11,862
			2,528
			5,670
			24,062
			-12,342
			-256
			-1,203
			11,513
			14,563
			3,210
			19,765
			114,033

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			2,020
			2,204
			1,937
			18,098
			3,817
			8,441
			5,638
			30,263
			2,041
			-6,432
			-5,880
			36,467
			3,691
			388
			52,379
			3,428
			-7,798
			-1,654
			6,228
			33,820
			5,043
			-13,494
			-2,741
			3,511
			737
			16,395
			4,321
			36,767
			5,361
			-2,677

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			3,336
			812
			13,270
			1,160
			5,868
			-1,150
			-3,936
			9,428
			1,468
			7,157
			6,030
			-842
			2,114
			14,964
			3,783
			18,354
			1,146
			5,434
			2,987
			31,418
			-6,235
			-27
			883
			1,773
			1,227
			1,738
			16,163
			13,148
			4,626
			54

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			4,099
			10,275
			-2,699
			-3,172
			-1,107
			-2,509
			-1,834
			793
			19,387
			-2,341
			9,459
			6,296
			-1,863
			7,030
			7,529
			4,296
			7,444
			372
			63
			-5
			2
			44
			-20,894
			-7,036
			-10,338
			-2,990
			-5,184
			-6,674
			-324

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-3,223
			-349
			-5,121
			-20,685
			-10,158
			-8,802
			-1,091
			-233
			-1,225
			-5,993
			-974
			-11,215
			-8,578
			-5,523
			-47,907
			-3,020
			-1,208
			3,254
			17,034
			4,700
			-1,889
			5,435
			8,251
			19,679
			-28
			7,327
			-1,588
			6,758
			4,466
			13,198

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			124
			-22,224
			94,502
			-140,044
			-67,861
			-2,674
			53,413
			120,901
			-14,807
			-34,962
			-404
			30,587
			35,084
			-19,141
			-8,636
			-4,988
			-5,484
			-8,265
			-5,198
			7,760
			-39,441
			-32,899
			-5,306
			-7,084
			-4,603
			-21,520
			9,236
			-9,367
			-6,336
			8,591

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-4,397
			-30,096
			-1,541
			-8,311
			-15,017
			-924
			28,551
			-6,566
			-840
			-662
			-6,431
			-1,948
			-13,344
			-7,732
			19,142
			-1,479
			3,929
			-3,908
			11,806
			554
			-4,642
			-1,647
			1,468
			10,044
			-7,308
			-2,337
			8,323
			-21,780
			55,564
			-1,664

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			6,373
			-66,605
			-1,062
			8,555
			-93
			143
			-9,544
			8,299
			1,280
			169
			-658
			1,433
			791
			-5,907
			-7,335
			-10,598
			-5,992
			436
			-876
			-3,538
			-302
			-4,559
			3,665
			-1,447
			3,372
			-5,713
			-982
			-368
			-785

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-80
			-781
			1,865
			-31
			926
			-319
			2,113
			2,670
			-1,241
			-2,291
			-127
			1,082
			118
			612
			296
			-354
			7,908
			1,797
			-223,000
			4,580
			1,171
			4,043
			2,941
			9,427
			-5,943
			-15,529
			24,054
			4,858
			10,692
			24,099

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-12,691
			8,554
			2,373
			-1,356
			1,047
			-458
			12,332
			2,762
			14,469
			-3,499
			-4,646
			-1,351
			1,317
			-1,575
			-1,245
			243
			721
			-201
			-1,011
			304
			649
			-421
			2,253
			-519
			-1,737
			2,888
			11,690
			-12,276
			-226
			-38,901

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			611
			-2,305
			417
			7,694
			-1,064
			709
			-24,599
			-88,292
			-37,194

Form 990PF Part XV Line 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*				
SHOLOM HOME EAST INC C/O SHOLOM FOUNDATION3620 PHILLIPS PARKWAY ST LOUIS PARK, MN 55426	NONE	NONE	OPERATIONAL SUPPORT	175,521
NORTH BRANCH SCHOOL DISTRICT #1386655 MAIN STREET NORTH BRANCH, MN 55056	NONE	NONE	GENERAL OPERATING SUPPORT	52,656
UNITED JEWISH FUND & COUNCIL INC790 SIOUTH CLEVELAND AVE SUIT 227 ST PAUL, MN 55116	NONE	NONE	GENERAL OPERATING SUPPORT	263,282
MINNESOTA MASONIC HOMES DR 11501 MASONIC HOME DRIVE BLOOMINGTON, MN 55437	NONE	NONE	GENERAL OPERATING SUPPORT	35,104
UNIVERSITY OF MINNESOTA SOCIOLOGY DEPARTMENT200 OAK STREET SE SUITE 500 MINNEAPOLIS, MN 554552010	NONE	NONE	GENERAL OPERATING SUPPORT	87,761
UNIVERSITY OF MINNESOTA GREATER UNIVERSITY FUND200 OAK STREET SE SUITE 500 MINNEAPOLIS, MN 55455	NONE	NONE	GENERAL OPERATING SUPPORT	175,521
THEATRE LATTE - DA1170 15TH AVENUE SE SUITE 203 MINNEAPOLIS, MN 55414	NONE	NONE	GENERAL OPERATING SUPPORT	20,000
ACTORSFUND Attn Joseph Benincasa729 SEVENTH AVE 10TH FLOOR New York, NY 10019	NONE	NONE	GENERAL OPERATING SUPPORT	5,000
PLAYWRIGHTS CENTER2301 FRANKLIN AVENUE E MINNEAPOLIS, MN 55406	NONE	NONE	GENERAL OPERATING SUPPORT	70,000
THEATRE COMMUNICATIONS GROUP520 EIGHTH AVE 24TH FLOOR NEW YORK, NY 100184156	NONE	NONE	GENERAL OPERATING SUPPORT	25,000
PILLSBURY UNITED COMMUNITIES 1201 37TH AVENUE N MINNEAPOLIS, MN 55412	NONE	NONE	GENERAL OPERATING SUPPORT	55,000
ST PAUL FOUNDATION55 - 5TH STREET E SUITE 600 ST PAUL, MN 55101	NONE	NONE	GENERAL OPERATING SUPPORT	175,521
NATIONAL JEWSH CENTER FOR UMMUNOLOG1400 JACKSON STREET DENVER, CO 80206	NONE	NONE	GENERAL OPERATING SUPPORT	175,521
NEW YORK SHAKESPEARE FESTIVAL425 LAFAYETTE STREET NEW YORK, NY 10003	NONE	NONE	GENERAL OPERATING SUPPORT	70,000
BRANDEIS UNIVERSITY415 SOUTH ST WALTHAM, MA 024532700	NONE	PUBLIC	OPERATIONAL SUPPORT	263,282
Total . . . . ▶ **3a**				1,649,169

TY 2011 Investments Corporate Bonds Schedule

Name: EDELSTEIN FAMILY FOUNDATION 050013733200

EIN: 41-6013675

Name of Bond	End of Year Book Value	End of Year Fair Market Value
TARGET CORP		
BANKAMERICA CORP		
HERSHEY FOODS CORP	487,070	517,105
GENERAL ELECTRIC CO	719,964	729,470
CS FIRST BOSTON USA INC	247,390	260,578
ABBOTT LABORATORIES	358,064	378,508
BERKSHIRE HATHAWAY FIN	250,238	276,935
MERCK & CO INC	260,075	279,148
PITNEY BOWERS INC	242,305	264,435
ARTIO GLOBAL HIGH INCOME I		
ISHARES IBOXX & INVESTMENT GRA		
PIMCO TOTAL RETUNR FUND INST	2,968,302	3,026,130
INV BALANCE RISK COMM STR Y	400,000	403,976
NUVEEN HIGH INCOME BOND FD CI	1,407,101	1,405,547
NUVEEN INFLATION PRO SEC CI I	1,222,693	1,299,169

TY 2011 Investments Corporate Stock Schedule

Name: EDELSTEIN FAMILY FOUNDATION 050013733200

EIN: 41-6013675

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES	33,002	36,831
AKAMAI TECHNOLOGIES INC		
ALPHA NATURAL RESOURCES INC		
AMAZON COM INC	40,609	60,585
AMERICAN ELECTRIC	61,468	74,482
AMERICAN EXPRESS COQ	81,756	100,802
AMERISOURCEBERGEN CORP	92,415	164,566
APACHE CORP	18,117	24,910
APOLLO GROUP INC CI A		
APPLE INC	144,532	445,500
ATT INC	104,329	120,960
AVON PRODS INC		
BAKER HUGHES INC		
BAXTER INTL INC		
BORG WARNER INC	96,063	132,261
BROCADE COMMUNICATIONS SYS		
BRUSH ENGINEERED MATERIALS INC		
CABOT MICROELECTRONICS CORP		
CABOT OIL GAS CORP CI A	35,342	95,103
CELANESE CORP SER A	4,500	6,641
CHEVRON CORPORATION	181,293	338,565
CIGNA CORP		
CISCO SYS INC	146,737	176,280
CITY NATIONAL CORP		
CLOROX CO	14,365	16,440
COMMSCOPE INC		
COOPER COS INC	13,472	24,416
CVS CAREMARK CORP	67,231	79,521
DIRECTV CI A	47,296	76,968
DISCOVER FINL SERVICES	42,763	85,680
DISH NETWORK CORP CI A	30,099	47,619
DOVER CORP	74,860	124,808
E BAY INC	79,619	129,812
E M C CORPORATION	79,713	158,319
E O G RES INC	82,992	91,122
EXXON MOBIL CORP	61,757	71,792
FAIR ISAAC CORPORATION	5,956	11,469
FIFTH THIRD BANCORP	59,135	62,570
FLIR SYSTEMS INC	18,797	30,084
FLOWSERVE CORP	60,641	57,109
FORRESTER RESH INC	32,379	60,481
FRANKLIN RES INC	45,757	43,707
FRONTIER COMMUNICATIONS CORP		7,231
F5 NETWORKS INC	9,307	44,146
GANNETT INC		
GENERAL DYNAMICS CORP		
GENERAL ELECTRIC CO	177,063	325,962
GENERAL MILLS INC	67,302	84,093
GILEAD SCIENCES INC		
GOLDMAN SACHS GROUP INC	52,343	44,492
GOOGLE INC CL A	106,156	193,124
GREENHILL CO INC		
HANESBRANDS INC		
HELIX ENERGY SOLUTIONS GROUP I	24,248	22,942
HELMERICH PAYNE INC	6,222	13,656
HEWLETT PACKARD CO		
HONEYWELL INTERNATIONAL INC	41,643	92,395
HUMANA INC	51,567	120,464
ILLINOIS TOOL WORKS		
INTERDIGITAL INC	3,701	7,102
INTERNATIONAL BUSINESS MACHINE	197,110	371,438
INTERNATIONAL PAPER CO		
J P MORGAN CHASE CO	51,925	53,466
JOY GLOBAL INC	42,334	70,697
KANSAS CITY SOUTHERN	36,318	141,121
KAYDON CORP		
LAM RESEARCH CORP		
LEGG MASON INC		
LIZ CLAIBORNE INC		
LORILLARD INC	5,639	8,436
LOWES CO INC	3,818	4,442
MANHATTAN ASSOCS INC	43,777	80,353
MASCO CORP		
MASTERCARD INC	28,751	51,449
MEAD JOHNSON NUTRITION CO		
MEDCO HEALTH SOLUTIONS INC	57,723	75,465
MERCK AND CO INC NEW	90,999	90,329
MERITAGE HOMES CORPORATION		
MICROSOFT CORP	166,778	224,554
MOLINA HEALTHCARE INC		
MONSTER WORLDWIDE INC		
MYLAN INC		
NEWS CORP INC CL A	36,630	50,452
NORDSTROM INC		
NOVELLUS SYSTEMS INC	47,436	97,651
O M GROUP INC		
OCCIDENTAL PETROLEUM CORP	150,267	210,450
OVERSEAS SHIPHOLDING GROUP INC		
OWENS ILL INC		
P F CHANGS CHINA BISTRO INC		
P G E CORP	5,369	5,894
P N C FINANCIAL SERVICES GROUP	118,349	168,281
P P G INDS INC	43,957	64,705
PACKAGING CORP AMERICA	23,546	40,586
PARKER HANNIFIN CORP	77,575	145,561
PEABODY ENERGY CORP	40,515	32,613
PEPSICO INC	133,985	152,605
PFIZER INC	102,413	163,382
PHILIP MORRIS INTL	25,681	53,445
PLANTRONICS INC		
POWER INTEGRATIONS INC		
PROCTER & GAMBLE CO	22,796	27,885
PRUDENTIAL FINANCIAL INC	69,939	92,722
PUBLIC SVC ENTERPRISE GROUP	94,343	108,933
QUALCOMM INC	5,374	7,549
QUESTAR CORP	18,189	25,322
RAYMOND JAMES FINL INC		
ROSS STORES INC	56,887	124,624
RYLAND GROUP INC		
SHAW GROUP INC		
SIMPSON MTG CO INC	21,457	50,490
SM ENERGY CO	23,002	54,240
SOTHEBYS HLDGS INC CL	15,984	25,392
SOUTHWESTERN ENERGY		
SPRINT NEXTEL CORP		
ST JUDE MED INC		
STARBUCKS CORP	22,016	47,666
STATE STR CORP		
STEEL DYNAMICS INC		
T ROWE PRICE GROUP INC		
TARGET CORPORATION	22,139	26,839
TERADATA CORP DEL	21,866	37,547
TETRA TECHNOLOGIES INC		
TEXAS INSTRUMENTS INC	76,485	95,073
THERMO FISHER SCIENTIFIC INC	63,603	64,082
THOR INDUSTRIES INC		
TRIUMPH GROUP INC	20,411	46,760
UNITED HEALTH GROUP INC	56,426	82,355
UNITED PARCEL SERVICE INC	43,629	57,308
UNITED TECHNOLOGIES CORP	133,511	200,998
UNUM GROUP	29,226	29,898
URBAN OUTFITTERS INC		
VARIAN SEMICONDUCTOR EQUIP		
VERIZON COMMUNICATIONS INC	69,172	86,659
VIACOM INC CL B	46,834	80,285
WAL MART STORES INC	33,457	36,872
WELLS FARGO CO	99,240	136,422
WESTERN UNION CO		
WILLIAMS SONOMA INC	24,955	95,326
WINTRUST FINL CORP		
WRIGHT MEDICAL GROUP		
ZIONS BANCORPORATION		
AXIS CAPITAL HOLDINGS LTD	33,555	39,950
CARNIVAL CORP	71,807	84,048
COOPER INDUSTRIES PLC		
DIANA SHIPPING INC		
NOBLE CORP	23,901	18,132
RIO TINTO PLC ADR		
TYCO INTERNATIONAL LTD	38,288	58,574
XI GROUP PLC	3,548	4,389
ISHARES MSCI AUSTRALIA ETF		
ISHARES MSCI CANADA ETF		
ISHARES MSCI EAFE INDEX FD ETF		
LAZARD EMERGING MKTS PORT		
POWERSHARES DB COMMODITY IND		
AFLAC INC	63,431	70,730
AGCO CORP	41,870	39,833
ALLERGAN INC	56,396	63,173
AMGEN INC	93,140	107,231
ANADARKO PETROLEUM CORP	111,327	110,144
ANSYS INC	50,472	52,869
AVALONBAY CMNTYS INC	50,365	52,893
BOEING CO	34,705	33,888
BOSTON PPTYS INC	71,718	73,206
BROADCOM CORP CI A	82,155	76,894
CAMDEN PPTY TR	24,871	27,074
CAMERON INTL CORP	68,161	70,834
CELGENE CORP	51,726	60,975
CERNER CORPORATION	84,911	92,243
CHURCH AND DWINGHT CO INC	25,274	28,920
CITIGROUP INC	54,479	51,357
COGNIZANT TECH SOLUTIONS CL A	32,627	30,676
CONOCOPHILLIPS	60,513	63,178
DARDEN RESTAURANTS INC	25,234	27,257
DISNEY WALT CO	54,833	60,000
DU PONT E I DE NEMOURS & CO	24,764	24,904
EATON VANCE CORP	25,417	25,933
ENERGEN CORP	34,156	34,400
EQUINIX INC	57,533	59,725
EXPRESS SCRIPTS INC	45,465	36,333
FLOUR CORP	50,181	43,366
FMC TECHNOLOGIES INC	25,358	28,361
FREEPORT MCMORAN COPPER GOLD	81,342	76,634
GENTEX CORP	24,300	29,205
GOODRICH CORP	25,526	35,997
HALLIBURTON CO	81,237	63,602
HARSCO CORP	49,553	50,236
HESS CORP	31,680	23,799
HEXCEL CORP NEW	24,804	24,767
HMS HIDGS CORP	25,040	29,837
IDEXX LABS INC	25,424	24,627
JEFFERIES GROUP INC	25,808	27,816
JOHNSON JOHNSON	163,938	166,770
KEYCORP NEW	32,160	34,336
KIRBY CORP	25,948	26,468
KOHLS CORP	33,342	32,423
KRAFT FOODS INC CL A	76,383	85,143
LAUDER ESTEE COS INC CLA	94,802	106,704
MCDONALDS CORP	197,625	253,935
METLIFE INC	67,349	65,135
MICROS SYS INC	25,477	23,430
NIKE INC	57,135	66,303
NORDSON CORP	25,305	22,072
ONEONK INC	51,799	67,792
ORACLE CORPORATION	125,433	94,905
P P L CORPORATION	62,271	62,753
PERRIGO CO	51,417	57,018
PIONEER NAT RES CO	124,545	117,040
PRAXAIR INC	24,526	26,404
PRICELINE COM INC	135,585	119,266
RALPH LAUREN CORP	31,791	34,106
REINSURANCE GROUP AMERICA	25,602	26,439
REYNOLDS AMERICAN INC	42,524	48,586
SCHEIN HENRY INC	61,533	55,861
SIMON PROPERTY GROUP INC	57,800	63,181
TIME WARNER CABLE INC	39,353	34,074
TIME WARNER INC	46,614	48,789
TJX COMPANIES INC	77,628	87,594
TRAVELERS COS INC	24,809	29,348
ULTA SALON COSMETICS & FRAGRAN	24,989	30,707
UNION PACIFIC CORP	187,582	208,278
UNITED NAT FOODS INC	25,273	23,326
VALPAR CORP	24,694	30,552
VARIAN MED SYS INC	85,660	85,792
ABB LTD A D R	34,931	35,137
ACCENTURE PLC CL A	103,312	94,057
ACE LTD	62,955	65,562
B H P BILLITON LIMITED A D R	128,680	130,030
CNOON LTD A D R	94,668	74,239
COMPANHIA DE BEBIDAS P R A D R	129,765	149,737
COVIDIEN PLC	56,990	48,746
DIAGEO PLC SPONSORED A D R	26,559	28,674
NABORS INDUSTRIES LTD	25,884	26,496
NETEASE COM INC A D R	58,152	55,749
SCHLUMBERGER LTD	90,426	72,614
TEVA PHARMACEUTICAL INDS LTD	25,116	21,431
VODAFONE GROUP PLC A D R	61,783	59,816
AON CORP	5,055	5,195
MATERION CORP	2,367	3,351
SEMPRA ENERGY	5,249	5,390
ABERDEEN FDS EMRGN LKT INSTL	1,644,905	1,684,647
IPATH DOW JONES UBS COMMODITY	595,606	601,540
LAUDUS INTL MARKETMASTERS FUND	500,000	502,137
NUVEEN GLOBAL INFRASTR FD CL L	2,436,295	2,394,448
NUVEEN MID CAP GRWTH OPP FD CL	382,360	322,574
NUVEEN SMALL CAP SELECT FD CL	739,111	809,639
NUVEEN TRADEWINDS INTL VAL - C	2,800,000	2,634,074

TY 2011 Investments Government Obligations Schedule

Name: EDELSTEIN FAMILY FOUNDATION 050013733200

EIN: 41-6013675

US Government Securities - End of Year Book Value:	1,428,962
US Government Securities - End of Year Fair Market Value:	1,612,490
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2011 Other Assets Schedule

Name: EDELSTEIN FAMILY FOUNDATION 050013733200

EIN: 41-6013675

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
CASH HELD AT BANK OF AMERICA	10,623	9,635	9,635

TY 2011 Other Expenses Schedule

Name: EDELSTEIN FAMILY FOUNDATION 050013733200

EIN: 41-6013675

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NONALLOCABLE EXPENSES -	83	83		0
FILING FEES	25	0		25
OTHER EXPENSES	362	0		362

TY 2011 Other Income Schedule

Name: EDELSTEIN FAMILY FOUNDATION 050013733200

EIN: 41-6013675

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FRONTIER RECEIPT	820	820	
EXCISE TAX REFUND	1,000	0	
POWERSHARES DB COMMODITY INDEX TRDG FD		0	
INTEREST INCOME		411	
NET SHORT TERM CAPITAL LOSS		-2,359	
NET LONG TERM CAPITAL GAIN		10,303	
SECTION 1256 CONTRACTS/STRADDLES		32,934	
OTHER PORTFOLIO DEDUCTIONS		-4,291	

TY 2011 Taxes Schedule

Name: EDELSTEIN FAMILY FOUNDATION 050013733200

EIN: 41-6013675

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	200	200		0
FEDERAL TAX PAYMENT - PRIOR YE	4,462	0		0
FEDERAL TAX	48,440	0		0
FOREIGN TAXES ON QUALIFIED FOR	31,115	31,115		0
FOREIGN TAXES ON NONQUALIFIED	692	692		0