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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 07/01 , **2011, and ending** 06/30,**20**12

Name of foundation GOLDIE & DAVID BLANKSTEEN FOUNDATION
Q70845005

A Employer identification number 13-7072675

Number and street (or P O box number if mail is not delivered to street address) 10 S DEARBORN IL1-0117 — Room/suite

B Telephone number (see instructions) (866) 888-5157

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,758,043.

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	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	53,698.	53,079.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-43,384.			
	b Gross sales price for all assets on line 6a 858,965.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	10,314.	53,079.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	3,500.	1,750.	NONE	1,750.
	c Other professional fees (attach schedule) STMT 2	133.	133.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	4,126.	1,726.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 4	613.	233.		380.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	8,372.	3,842.	NONE	2,130.
	25 Contributions, gifts, grants paid	197,723.			197,723.
	26 **Total expenses and disbursements** Add lines 24 and 25	206,095.	3,842.	NONE	199,853.
	27 Subtract line 26 from line 12.				
	a **Excess of revenue over expenses and disbursements**	-195,781.			
	b **Net investment income** (if negative, enter -0-)		49,237.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	225,429.	206,044.	206,044.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	1,288,264.	1,118,594.	849,844.
	c Investments - corporate bonds (attach schedule)	314,846.	701,617.	702,141.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	416,460.	15,500.	14.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,244,999.	2,041,755.	1,758,043.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	2,244,999.	2,041,755.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	2,244,999.	2,041,755.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,244,999.	2,041,755.	

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	2,244,999.
2	Enter amount from Part I, line 27a	2	-195,781.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,049,218.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	7,463.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,041,755.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
b				
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	853,259.		902,349.	-49,090.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				-49,090.
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	-43,384.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	244,807.	2,153,715.	0.113667
2009	337,521.	2,197,841.	0.153569
2008	204,292.	2,155,516.	0.094776
2007	254,689.	3,043,486.	0.083683
2006	204,611.	3,076,614.	0.066505

2 **Total** of line 1, column (d)	2	0.512200
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	0.102440
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,817,764.
5 Multiply line 4 by line 3	5	186,212.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	492.
7 Add lines 5 and 6	7	186,704.
8 Enter qualifying distributions from Part XII, line 4	8	199,853.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	492.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	492.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	492.
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 1,920.		
b	Exempt foreign organizations - tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	1,920.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,428.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 492. **Refunded** ▶		11	936.

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ JPMORGAN CHASE BANK, NA Telephone no ▶ (866)888-5157

Located at ▶ 10 SOUTH DEARBORN ST, IL1-0017, CHICAGO, IL ZIP + 4 ▶ 60603

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ________ , ________ , ________ , ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________ , ________ , ________ , ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		-0-	-0-	-0-

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,458,533.
b	Average of monthly cash balances	1b	386,913.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,845,446.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,845,446.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,682.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,817,764.
6	**Minimum investment return.** Enter 5% of line 5	6	90,888.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	90,888.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	492.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	492.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	90,396.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	90,396.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	90,396.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	199,853.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	199,853.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	492.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	199,361.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					90,396.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				NONE	
b Total for prior years 20____,20____,20____			NONE		
3 Excess distributions carryover, if any, to 2011:					
a From 2006	53,536.				
b From 2007	106,241.				
c From 2008	98,092.				
d From 2009	229,049.				
e From 2010	138,149.				
f **Total** of lines 3a through e		625,067.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 199,853.					
a Applied to 2010, but not more than line 2a				NONE	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2011 distributable amount					90,396.
e Remaining amount distributed out of corpus		109,457.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		734,524.			
b Prior years' undistributed income Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		53,536.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		680,988.			
10 Analysis of line 9					
a Excess from 2007	106,241.				
b Excess from 2008	98,092.				
c Excess from 2009	229,049.				
d Excess from 2010	138,149.				
e Excess from 2011	109,457.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

SEE STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

13-7072675

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 8				
Total ▶ 3a				197,723.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	53,698.	
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	-43,384.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				10,314.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 10,314.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Goldie Blankstein | 04/30/2013 | ▶ Treasurer

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ANDREW J HAUBERT	Andrew Haubert	3/6/13		P00386699

Firm's name ▶ JPMORGAN CHASE BANK, NA — Firm's EIN ▶ 13-4994650

Firm's address ▶ 10 S DEARBORN IL1-0111 CHICAGO, IL 60603 — Phone no

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	3,500.	1,750.		1,750.
TOTALS	3,500.	1,750.	NONE	1,750.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	133.	133.
TOTALS	133.	133.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,726.	1,726.
FEDERAL TAX PAYMENT - PRIOR YE	1,000.	
FEDERAL ESTIMATES - PRINCIPAL	1,400.	
TOTALS	4,126.	1,726.

GOLDIE & DAVID BLANKSTEEN FOUNDATION 13-7072675

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
NY ATTORNEY GENERAL FILING FEE	250.		250.
NY LAW JOURNAL	130.		130.
DEPOSITORY SERVICE FEES	213.	213.	
DIVIDEND INVESTMENT EXPENSE	20.	20.	
TOTALS	613.	233.	380.

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

DESCRIPTION		AMOUNT
ADJUSTMENT TO BASIS		7,463.
	TOTAL	7,463.

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

OFFICER NAME:
DAVID BLANKSTEEN
ADDRESS:
10 SOUTH DEARBORN ST., IL1-0017
CHICAGO, IL 60603
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:
GOLDIE BLANKSTEEN
ADDRESS:
10 SOUTH DEARBORN ST., IL1-0117
CHICAGO, IL 60603
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

FORM 990PF, PART XV - LINES 2a - 2d

RECIPIENT NAME:
DAVID BLANKSTEEN
ADDRESS:
866 UNITED NATIONS PLAZA
NEW YORK, NY 10017
FORM, INFORMATION AND MATERIALS:
BY LETTER
SUBMISSION DEADLINES:
N/A
RESTRICTIONS OR LIMITATIONS ON AWARDS:
N/A

GOLDIE & DAVID BLANKSTEEN FOUNDATION 13-7072675
FORM 990PF, PART XV - LINES 2a - 2d
===================================

RECIPIENT NAME:
DAVID BLANKSTEEN
ADDRESS:
866 UNITED NATIONS PLAZA
NEW YORK, NY 10017
FORM, INFORMATION AND MATERIALS:
BY LETTER
SUBMISSION DEADLINES:
N/A
RESTRICTIONS OR LIMITATIONS ON AWARDS:
N/A

STATEMENT 7

GOLDIE & DAVID BLANKSTEEN FOUNDATION 13-7072675
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
GOLDIE DAVID BLANKSTEEN
FOUNDATION - See attached schedule

AMOUNT OF GRANT PAID	197,723.
TOTAL GRANTS PAID:	197,723.

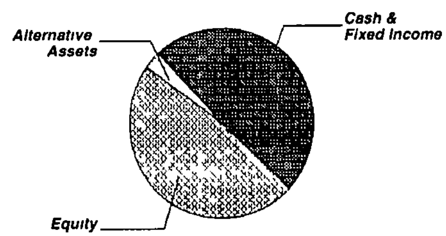
THE GOLDIE & DAVID BLANKSTEEN FOUNDATION 13-7072675
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS GRANTS PAID

RECIPIENT	ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
AMERICAN FRIENDS RABIN MEDICAL CENTER	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	$ 300
BOWERY MISSION	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	250
BOY SCOUTS OF AMERICA, FRIENDS OF SCOUTING	HUDSON BAY, NY	NONE	PUBLIC	PROGRAM SUPPORT	5,000
CHANNEL 13	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	3,500
CITY COLLEGE 21ST CENTURY FOUNDATION	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	50,000
CITY MEALS ON WHEELS	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	228
CONGREGATION BETH ISRAEL	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	2,000
CUNY (CITY UNIVERSITY OF NEW YORK)	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	5,000
CYSTIC FIBROSIS	BETHESDA, MD	NONE	PUBLIC	PROGRAM SUPPORT	500
DOCTORS WITHOUT BORDERS	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	100
FOUR FREEDOMS PARK CONSERVANCY	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	5,000
FRIENDS OF DAG HAMMARSKJOLD PLAZA	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	100
HEBREW HOME AT RIVERDALE	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	100
JAPAN SOCIETY	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	500
JEWISH THEOLOGICAL SOCIETY	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	100,000
LEGAL AID SOCIETY	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	100
METROPOLITAN OPERA	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	10,000
MORGAN LIBRARY & MUSEUM	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	150
MUSEUM OF JEWISH HERITAGE	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	525
MUSEUM OF MODERN ART	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	740
PHILLIPS EXETER ACADEMY	ANDOVER, MA	NONE	PUBLIC	PROGRAM SUPPORT	100
PUBLIC THEATER	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	110
ROCKEFELLER UNIVERSITY	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	1,000
SALON DE VIRTUOSI	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	9,000
SIGNATURE THEATER CO	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	1,500
SUTTON PLACE SYNAGOGUE	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	1,520
TEXAS CIVIL RIGHTS PROJECT	AUSTIN, TX	NONE	PUBLIC	PROGRAM SUPPORT	100
THE HOME OF THE SAGES OF ISRAEL	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	100
TURTLE BAY ASSOCIATION	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	100
UNITED CEREBRAL PALSY	NEW YORK, NY	NONE	PUBLIC	PROGRAM SUPPORT	100
				TOTAL	**$ 197,723**

Account Summary

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	1,127,416.20	849,844 45	(277,571 75)	31,330.94	48%
Alternative Assets	20 09	14 42	(5 67)		1%
Cash & Fixed Income	529,583 90	908,185 27	378,601.37	21,645 37	51%
Market Value	**$1,657,020.19**	**$1,758,044.14**	**$101,023.95**	**$52,976.31**	**100%**
Accruals	6,218 02	4,299 60	(1,918 42)		
Market Value with Accruals	**$1,663,238.21**	**$1,762,343.74**	**$99,105.53**		

Asset Allocation



Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	**1,657,020.19**	**1,657,020.19**
Contributions	425,061 19	425,061 19
Withdrawals & Fees	(206,209 96)	(206,209 96)
Securities Transferred In	119,830 90	119,830.90
Securities Transferred Out	(193,500 00)	(193,500.00)
Net Contributions/Withdrawals	**$145,182.13**	**$145,182.13**
Income & Distributions	43,193.07	43,193.07
Change In Investment Value	(87,351 25)	(87,351 25)
Ending Market Value	**$1,758,044.14**	**$1,758,044.14**
Accruals	4,299.60	4,299.60
Market Value with Accruals	**$1,762,343.74**	**$1,762,343.74**

Account Summary CONTINUED

US Dollar Cash Flow*	Current Period Value	Year-to-Date Value**
Beginning Cash & Sweep Balance	**225,428.90**	--
INFLOWS		
Income	43,193 07	43,193 07
Deposits & Credits	425,061 19	425,061.19
Total Inflows	**$468,254.26**	**$468,254.26**
OUTFLOWS		
Tax Payments	(4,131 18)	(4,131 18)
Fees, Charges, & Other Withdrawals	(4,223 14)	(4,223 14)
Checks Paid	(197,855 64)	(197,855 64)
Total Outflows	**($206,209.96)**	**($206,209.96)**
NET TRADE ACTIVITY	**(281,429.16)**	**(281,429.16)**
Ending Cash & Sweep Balance	**$206,044.04**	--

* Represents settled cash balances for US Dollar (available cash)
** Year to date information is calculated on a calendar year basis

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	21,269.24	21,269 24
Foreign Dividends	12,924.19	12,924 19
Interest Income	8,999 64	8,999 64
Taxable Income	**$43,193.07**	**$43,193.07**

	Current Period Value	Year-to-Date Value
LT Realized Gain/Loss	(57,558 65)	(57,558.65)
Realized Gain/Loss	**($57,558.65)**	**($57,558.65)**

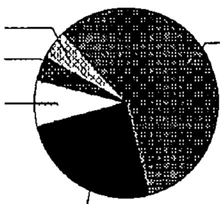
	To-Date Value
Unrealized Gain/Loss	**($165,077.78)**

Cost Summary	Cost
Equity	990,073 57
Cash & Fixed Income	907,660 55
Total	**$1,897,734.12**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	712,910 72	486,665 76	(226,244.96)	28%
US Small Cap Equity	0.00	74,937.50	74,937 50	4%
US Small/Mid Cap Equity	46,706 50	40,917.45	(5,789 05)	2%
Non-US Equity	282,688 60	204,525.17	(78,163 43)	12%
Emerging Market Equity	85,110.38	42,798 57	(42,311 81)	2%
Total Value	**$1,127,416.20**	**$849,844.45**	**($277,571.75)**	**48%**

Asset Categories



Equity as a percentage of your portfolio - 48 %

Market Value/Cost	Current Period Value
Market Value	849,844 45
Tax Cost	990,073 57
Unrealized Gain/Loss	(150,116 92)
Estimated Annual Income	31,330 94
Accrued Dividends	2,720 58
Yield	3.68 %

Note: ** Unrealized Gain/Loss is shown as "N/A" in cases where we do not have appropriate cost information for all tax lots comprising the position Please contact your J P Morgan team for additional information.

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div	Yield
US Large Cap Equity							
BANK OF AMERICA CORP 060505-10-4 BAC	8.18	1,246.000	10,192.28	N/A **	N/A	49 84	0 49 %
COMCAST CORP CL A 20030N-10-1 CMCS A	31.97	484.000	15,473.48	11,767 30	3,706 18	314.60 78 65	2 03 %
GENERAL ELECTRIC CO 369604-10-3 GE	20 84	4,000.000	83,360 00	89,000 00	(5,640.00)	2,720 00 680 00	3 26 %
NUCOR CORP 670346-10-5 NUE	37.90	1,000 000	37,900 00	34,429.00	3,471.00	1,460 00 365.00	3 85 %
PATTERSON-UTI ENERGY INC 703481-10-1 PTEN	14 56	1,000 000	14,560.00	27,594.00	(13,034 00)	200 00	1.37 %
ROYAL GOLD INC 780287-10-8 RGLD	78 40	1,000 000	78,400.00	17,600.00	60,800.00	600 00	0 77 %
WELLS FARGO & CO 949746-10-1 WFC	33 44	3,500 000	117,040.00	94,500 00	22,540 00	3,080 00	2 63 %
WESTERN DIGITAL CORP 958102-10-5 WDC	30 48	1,000 000	30,480.00	10,970.00	19,510 00		
WINDSTREAM CORP 97381W-10-4 WIN	9 66	1,000 000	9,660.00	8,810 00	850 00	1,000.00 250 00	10.35 %
3M CO 88579Y-10-1 MMM	89 60	1,000 000	89,600 00	59,539 00	30,061 00	2,360 00	2.63 %
Total US Large Cap Equity			**$486,665.76**	**$354,209.30**	**$122,264.18**	**$11,784.44** **$1,373.65**	**2.42 %**

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div.	Yield
US Small Cap Equity							
ZWEIG FUND, INC. 989834-20-5 ZF	11 99	6,250 000	74,937 50	233,069 93	(158,132 43)	5,500 00	7 34 %
US Small/Mid Cap Equity							
CIENA CORP 171779-30-9 CIEN	16 37	285.000	4,665 45	13,400 00	(8,734 55)		
OMNICELL INC 68213N-10-9 OMCL	14 64	2,000 000	29,280 00	20,580 00	8,700 00		
SANGAMO BIOSCIENCES INC 800677-10-6 SGMO	5.52	1,000 000	5,520 00	8,260 00	(2,740 00)		
SYCAMORE NETWORKS INC 871206-40-5 SCMR	14.52	100.000	1,452 00	3,310 00	(1,858.00)		
Total US Small/Mid Cap Equity			**$40,917.45**	**$45,550.00**	**($4,632.55)**	**$0.00**	**0.00 %**
Non-US Equity							
ADVANTAGE OIL & GAS LTD COM 00765F-10-1 AAV	2 97	4,000.000	11,880.00	18,360 00	(6,480.00)		
ALCATEL LUCENT (ADS) SPONS ADR 013904-30-5 ALU	1 63	976 000	1,590 88	39,559 60	(37,968.72)		
FRONTLINE LTD G3682E-12-7 FRO	4.56	1,000 000	4,560.00	43,487 00	(38,927 00)		

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
Non-US Equity							
KINROSS GOLD CORP 496902-40-4 KGC	8 15	2,223 000	18,117.45	15,250.00	2,867.45	355 68	1.96%
NORTEL NETWORKS CORP DEFAULT 656568-50-8 NRTL Q	0.01	460 000	5 52	6,680 00 **	N/A		
PACE OIL AND GAS LTD 69374D-10-4 PCE	3.00	1,222 000	3,667 98	11,176 12	(7,508 14)		
PEMBINA PIPELINE CORP 706327-10-3 PBA	25 61	4,250.000	108,842 50	58,849 72	49,992 78	6,702 25 474.86	6.16%
PENGROWTH ENERGY CORPORATION 70706P-10-4 PGH	6 37	1,000.000	6,370.00	N/A **	N/A	819.00 59 50	12 86%
PENN WEST PETROLEUM LTD 707887-10-5 PWE	13 39	3,500 000	46,865 00	60,789 00	(13,924 00)	3,825 50 812.57	8.16%
SHIP FINANCE INTERNATIONAL LIMITED G81075-10-6 SFL	15 63	168 000	2,625 84	3,911 50	(1,285.66)	262 08	9 98%
Total Non-US Equity			**$204,525.17**	**$258,062.94**	**($53,233.29)**	**$11,964.51** **$1,346.93**	**5.85%**
Emerging Market Equity							
CRESUD SA SPONS ADR 226406-10-6 CRES Y	7 17	2,513 000	18,018 21	29,121 40	(11,103 19)	1,537 95	8 54%
JA SOLAR HOLDINGS CO LTD-ADS ADR 466090-10-7 JASO	1 03	3,000 000	3,090 00	20,700 00	(17,610.00)		

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div	Yield
Emerging Market Equity							
MAHANAGAR TELEPHONE NIGAM LIMITED ADR 559778-40-2 MTE	0 87	2,000 000	1,740 00	15,600 00	(13,860 00)		
SILICONWARE PRECISION SPONS ADR 827084-86-4 SPIL	5.19	2,680 000	13,909 20	11,870 00	2,039 20	544 04	3.91 %
SYNERON MEDICAL LTD M87245-10-2 ELOS	10 38	582.000	6,041.16	21,890 00	(15,848 84)		
Total Emerging Market Equity			**$42,798.57**	**$99,181.40**	**($56,382.83)**	**$2,081.99**	**4.87 %**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Real Estate & Infrastructure	20 09	14.42	(5.67)	1%

Alternative Assets Detail

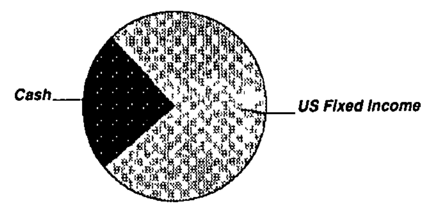
	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est Annual Inc / Accrued Div	Yield
Real Estate & Infrastructure						
AMERICAN HOME MORTGAGE INVESTMENT CORP DEFAULT 02660R-10-7 AHMI Q	515 00	15,500.00		14 42		

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement. The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value" Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement. For additional information, please contact your J.P Morgan representative
For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market" Most of these underlying funds also present their audited financial statements on a US GAAP basis (i e , "marked-to-market") However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" *based on the accrual basis of accounting for* Federal income taxes. Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund)

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	225,428 90	206,044 04	(19,384 86)	12%
Short Term	304,155 00	0 00	(304,155 00)	
US Fixed Income	0 00	702,141 23	702,141 23	39%
Total Value	**$529,583.90**	**$908,185.27**	**$378,601.37**	**51%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 51 %

Market Value/Cost	Current Period Value
Market Value	908,185 27
Tax Cost	907,660.55
Unrealized Gain/Loss	524.72
Estimated Annual Income	21,645 37
Accrued Interest	1,579.02
Yield	2 38 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	908,185 27	100%

[1] The years indicate the number of years until the bond is scheduled to mature based on the statement end date Some bonds may be called, or paid in full, before their stated maturity

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	206,044.04	22%
Mutual Funds	702,141 23	78%
Total Value	**$908,185.27**	**100%**

Note. [1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account.

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Income / Accrued Interest	Yield
Cash							
US DOLLAR DEPOSIT SWEEP	1 00	206,044 04	206,044 04	206,044 04		20.60 1 70	0 01 % [1]
US Fixed Income							
JPM HIGH YIELD FD - SEL 4812C0-80-3	7.87	25,615 60	201,594 78	201,070 06	524.72	14,011 73 1,075 86	6.95 %
JPM SHORT DURATION BOND FD - SEL 4812C1-33-0	10.98	45,587 11	500,546 45	500,546 45		7,613 04 501.46	1 52 %
Total US Fixed Income			**$702,141.23**	**$701,616.51**	**$524.72**	**$21,624.77** **$1,577.32**	**3.08 %**