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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.

2012

Open to public inspection

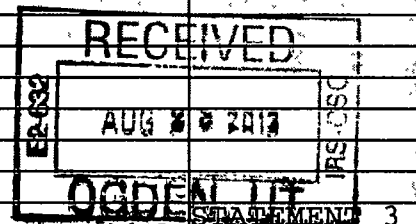
For calendar year 2012 or tax year beginning

, and ending

Name of foundation GEORGE M. EISENBERG FOUNDATION FOR CHARITIES		A Employer identification number 36-3689650
Number and street (or P.O. box number if mail is not delivered to street address) 2340 S. ARLINGTON HEIGHTS ROAD	Room/suite #615	B Telephone number 847-981-0545
City or town, state, and ZIP code ARLINGTON HEIGHTS, IL 60005		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) \$ 53,570,896.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
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		1,249,623.	1,247,743.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,850,326.			STATEMENT 1
b Gross sales price for all assets on line 6a 105,485,144.					
7 Capital gain net income (from Part IV, line 2)			4,808,774.		
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)					
11 Other income		-160,871.	-50,573.		STATEMENT 3
12 Total. Add lines 1 through 11		5,939,078.	6,005,944.		
13 Compensation of officers, directors, trustees, etc.		293,794.	90,897.		202,897.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		2,669.	1,334.		1,335.
16a Legal fees STMT 4		6,714.	3,357.		3,357.
b Accounting fees STMT 5		14,200.	974.		13,226.
c Other professional fees STMT 6		235,451.	235,451.		0.
17 Interest					
18 Taxes STMT 7		2,670.	1,335.		1,335.
19 Depreciation and depletion		191.	0.		
20 Occupancy		21,396.	10,698.		10,698.
21 Travel, conferences, and meetings		6,654.	1,664.		4,990.
22 Printing and publications					
23 Other expenses STMT 8		38,997.	19,498.		19,499.
24 Total operating and administrative expenses. Add lines 13 through 23		622,736.	365,208.		257,337.
25 Contributions, gifts, grants paid		2,834,850.			2,834,850.
26 Total expenses and disbursements. Add lines 24 and 25		3,457,586.	365,208.		3,092,187.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		2,481,492.			
b Net investment income (if negative, enter -0-)			5,640,736.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED AUG 27 2013



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		2,250.	35,317.	35,317.
	2	Savings and temporary cash investments		374,871.	553,828.	553,828.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 11		5,240,595.	5,370,107.	5,653,995.
	b	Investments - corporate stock STMT 12		16,218,602.	1,324,635.	1,812,933.
	c	Investments - corporate bonds STMT 13		5,954,351.	4,789,923.	5,444,792.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 14		19,663,420.	37,955,375.	40,069,984.	
14	Land, buildings, and equipment: basis ▶ 18,875.					
	Less: accumulated depreciation STMT 15 ▶ 18,828.		238.	47.	47.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		47,454,327.	50,029,232.	53,570,896.	
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				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
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		47,454,327.	50,029,232.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances		47,454,327.	50,029,232.	
	31	Total liabilities and net assets/fund balances		47,454,327.	50,029,232.	

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	47,454,327.
2	Enter amount from Part I, line 27a	2	2,481,492.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	161,524.
4	Add lines 1, 2, and 3	4	50,097,343.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	68,111.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	50,029,232.

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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					
b SEE ATTACHED STATEMENT					
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			
b			
c			
d			
e 105,485,144.		100,676,370.	4,808,774.

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			
b			
c			
d			
e			4,808,774.

2 Capital gain net income or (net capital loss)	2	4,808,774.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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))
2011	3,006,048.	53,492,306.	.056196
2010	2,762,335.	51,104,397.	.054053
2009	2,930,393.	46,040,388.	.063648
2008	3,173,249.	55,024,795.	.057669
2007	3,129,346.	64,136,629.	.048792

2 Total of line 1, column (d)	2	.280358
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	.056072
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	52,756,448.
5 Multiply line 4 by line 3	5	2,958,160.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	56,407.
7 Add lines 5 and 6	7	3,014,567.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	3,092,187.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	56,407.
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	56,407.
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	56,407.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	96,806.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	96,806.	
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	40,399.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 40,399. Refunded ☐	11	0.	

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ JAMES K. MAROUSIS Telephone no. ▶ (847) 981-0545 Located at ▶ 2340 S. ARLINGTON HEIGHTS ROAD, ARLINGTON HEIGHTS ZIP+4 ▶ 60005			
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	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A ▶ ☐	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ▶ _____	☐ Yes ☒ No		
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.)	N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____			
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 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	N/A	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 2012?		4b	X

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

5a During the year did the foundation pay or incur any amount to:

- | | |
|---|---|
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | ☐ Yes ☒ No |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | ☐ Yes ☒ No |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | ☐ Yes ☒ No |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? | ☐ 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)?

Organizations relying on a current notice regarding disaster assistance check here

N/A
▶ ☐

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?

N/A ☐ 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?

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?

N/A

5b

6b

7b

X

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.

(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 16		293,794.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	53,530,832.
b Average of monthly cash balances	1b	28,967.
c Fair market value of all other assets	1c	47.
d Total (add lines 1a, b, and c)	1d	53,559,846.
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	53,559,846.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	803,398.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	52,756,448.
6 Minimum investment return. Enter 5% of line 5	6	2,637,822.

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	2,637,822.
2a Tax on investment income for 2012 from Part VI, line 5	2a	56,407.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	56,407.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,581,415.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	2,581,415.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,581,415.

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	3,092,187.
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	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,092,187.
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	5	56,407.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,035,780.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,581,415.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			581,886.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>3,092,187.</u>				
a Applied to 2011, but not more than line 2a			581,886.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				2,510,301.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				71,114.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

**GEORGE M. EISENBERG FOUNDATION
FOR CHARITIES**

Form 990-PF (2012)

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					(e) Total
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 17

- 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:

GEORGE M. EISENBERG FOUNDATION
FOR CHARITIES

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Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
A JUST HARVEST 7649 NORTH PAULINA STREET CHICAGO, IL 60626		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
ACCESS COMMUNITY HEALTH NETWORK 222 N.CANAL ST., 3RD FLOOR CHICAGO, IL 60606		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,500.
ADVOCATE CHARITABLE FDTN 205 W. TOUGHY, SUITE 225 PARK RIDGE, IL 60068		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	10,000.
AID / ASSOC. FOR INDIV. 309 W. NEW INDIAN TRAIL AURORA, IL 60506-2494		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
ALTERNATIVES INCORPORATED 4730 N. SHERIDAN RD CHICAGO, IL 60640		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
Total			SEE CONTINUATION SHEET(S)	2,834,850.
b Approved for future payment				
NONE				
Total			3b	0.

Enter gross amounts unless otherwise indicated.

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

223621
12-05-12

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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.		

[illegible]

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
N/A		

**Sign
Here**

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


Signature of officer or trustee

~~A~~ 8/18/13
Date

TREASURER
Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

DIRK AHLBECK

Preparer's signature _____ Date: _____

Dirk T Ahlbeck, CPA, CVA 2013.08 09

10:47:06 -05'00'

Date

08/05/13

Check ☐ if self-employed

PTIN

P00237637

Firm's name ► SS&G, INC.

Firm's EIN ► 34-1945695

Firm's address ► 1665 ELK BOULEVARD
DES PLAINES, IL 60016-4776

Phone no. **847-824-4000**

Form **990-PF** (2012)

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	FIXED INCOME ACCOUNT	P		
b	EQUITY SUBACCOUNT	P		
c	ENHANCED EQUITY INDEX	P		
d	INV. PARTNERS SM CAP VALUE SMA	P		
e	PARTNERS SM CAP GROWTH SMA	P		
f	CARDOGEN OPPORTUNITIES ALT. FUND	P		
g	AETHER REAL ASSETS K-1	P		
h	AETHER REAL ASSETS K-1	P		
i	AETHER REAL ASSETS K-1	P		
j				
k				
l				
m				
n				
o				

(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 8,407,614.		8,133,781.	273,833.
b 34,047,962.		33,796,158.	251,804.
c 57,165,314.		53,007,027.	4,158,287.
d 453,541.		401,225.	52,316.
e 169,963.		196,108.	-26,145.
f 5,180,392.		5,100,519.	79,873.
g 1,804.		428.	1,376.
h 12,868.		84.	12,784.
i 45,686.		41,040.	4,646.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			273,833.
b			251,804.
c			4,158,287.
d			52,316.
e			-26,145.
f			79,873.
g			1,376.
h			12,784.
i			4,646.
j			
k			
l			
m			
n			
o			

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	4,808,774.
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

**GEORGE M. EISENBERG FOUNDATION
FOR CHARITIES**

36-3689650

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
AMER CANCER SOCIETY MIDWS 411 2ND ST. N. W. ROCHESTER, MN 55901		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	10,000.
AUSTIN SPECIAL CHICAGO 5318 N. ELSTON AVENUE CHICAGO, IL 60630		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
ARLINGTON HTS SNR CENTER 1801 W. CENTRAL ROAD ARLINGTON HTS., IL 60005		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	8,400.
ASPIRE OF ILLINOIS 9901 DERBY LANE WESTCHESTER, IL 60154		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
ASSOCIATION HOUSE CHICAGO 1116 N. KEDZIE AVENUE CHICAGO, IL 60651		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
AVENUES TO INDEPENDENCE 515 BUSSE HIGHWAY PARK RIDGE, IL 60068		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	4,000.
B U I L D INC. 1223 N. MILWAUKEE AVE. CHICAGO, IL 60642		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
BARRINGTON AREA COUNCIL ON AGING, INC. 6000 GARLANDS LANE SUITE 100 BARRINGOTN, IL 60010		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
BONAVENTURE HOUSE INC. 825 W. WELLINGTON AVE. CHICAGO, IL 60657-5123		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
BOYS & GIRLS CLUB-CHICAGO 550 W. VAN BUREN, ST #350 CHICAGO, IL 60607		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	50,000.
Total from continuation sheets				2,812,350.

GEORGE M. EISENBERG FOUNDATION
FOR CHARITIES

36-3689650

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BOYS & GIRLS CLUB-ELGIN 355 DUNDEE P.O. BOX 416 ELGIN, IL 60120		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
CASA OF COOK COUNTY 1100 S. HAMILTON AVENUE SUITE 8-W CHICAGO, IL 60612		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
CAMBRINI-GREEN TUTORING 2145 N. HALSTED CHICAGO, IL 60614		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
CAMPUS KITCHENS PROJECT 2245 B SHERIDAN RD. EVANSTON, IL 60208		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
CASA CENTRAL 1343 NORTH CALIFORNIA AVE CHICAGO, IL 60622		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
CASA LAKE COUNTY, INC 1020 MILWAUKEE ST #312 DEERFIELD, IL 60015		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
CATH CHARITIES CHICAGO 721 N. LASALLE ST. CHICAGO, IL 60654		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
CATH CHARITIES JOLIET 203 N. OTTAWA ST. JOLIET, IL 60432		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
CATH CHARITIES SPRINGFLD 120 SOUTH 11TH STREET SPRINGFIELD, IL 62703		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	30,000.
CASA KANE COUNTY, INC 100 S. 3RD STREET SUITE 460 GENEVA, IL 60134		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
Total from continuation sheets				

GEORGE M. EISENBERG FOUNDATION
FOR CHARITIES

36-3689650

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CENTER ON HALSTED 3656 N. HALSTED ST. CHICAGO, IL 60613		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
CHICAGO LIGHTHOUSE FOR PEOPLE WHO ARE BLIND OR VISUALLY IMPAIRED 1850 W. ROOSEVELT ROAD CHICAGO, IL 60608		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
CHIC FUND ON AGING AND DIS. 1 N. LASALLE ST., #2065 CHICAGO, IL 60602		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
CHILD'S VOICE SCHOOL 180 HANSEN CT. WOOD DALE, IL 60191		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	4,000.
CHILDREN'S MEMORIAL FDTN 2300 CHILDREN'S PLAZA, #4 CHICAGO, IL 60614		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	355,000.
CHILDRENS ADVOCACY CNTR 1240 S. DAMEN AVENUE CHICAGO, IL 60608		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
CHILDRENS HOME & AID SCTY 125 S. WACKER, 14TH FLOOR CHICAGO, IL 60606-4475		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	7,000.
CHRISTIAN COMM. HLTH CNTR 9718 S. HALSTED ST. CHICAGO, IL 60628-1007		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	8,000.
CRISIS CENTER FOR SOUTH SUBURBIA P.O. BOX 39 TINLEY PARK, IL 60477		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
EL VALOR CORPORATION 1850 W. 21ST STREET CHICAGO, IL 60608		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
Total from continuation sheets				

**GEORGE M. EISENBERG FOUNDATION
FOR CHARITIES**

36-3689650

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ERIE FAMILY HEALTH CENTER, INC. 1701 W. SUPERIOR CHICAGO, IL 60622		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
COMMUNITY CRISIS CENTER 37 S. GENEVA ST. ELGIN, IL 60120		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
COMMUNITY HEALTH 2611 W. CHICAGO AVENUE CHICAGO, IL 60022		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
CONNECTIONS FOR THE HOMELESS 2010 DEWEY AVE., 3RD FLR EVANSTON, IL 60201		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
CORAZON A CORAZON 8235 SOUTH SHORE DRIVE CHICAGO, IL 60617		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
COUNTRYSIDE ASSN DISBLTY 21154 W. SHIRLEY ROAD PALATINE, IL 60074		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
CTR FOR ENRICHED LIVING 280 SAUNDERS ROAD RIVERWOODS, IL 60015-3835		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
DEBORAH'S PLACE 2822 W. JACKSON BLVD. CHICAGO, IL 60612		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
DONKA INCORPORATED 400 N. COUNTY FARM RD. WHEATON, IL 60187-3908		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
DUPAGE SNR CITIZEN COUNC. 1919 S. HIGHLAND AV ST210 LOMBARD, IL 60148-6153		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
Total from continuation sheets				

**GEORGE M. EISENBERG FOUNDATION
FOR CHARITIES**

36-3689650

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
EASTER SEALS DUPAGE 830 S. ADDISON AVENUE VILLA PARK, IL 60181		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	7,000.
EMERGENCY FUND 651 W. WASHINGTON ST #504 CHICAGO, IL 60661		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	6,000.
FAITH COMMUNITY HOMES 302 N. DUNTON AVE. ARLINGTON HTS., IL 60004		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
FAMILY HEALTH PARTNERSHIP CLINIC 13707 W. JACKSON STREET SUITE 1 WOODSTOCK, IL 60098		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
FAMILY SHELTER SERVICE, INC. 605 E. ROOSEVELT RD. WHEATON, IL 60187-5568		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
FOX VALLEY VOLUNTEER HOSP 200 WHITEFIELD DRIVE GENEVA, IL 60134		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
GADS HILL CENTER 1919 W. CULLERTON CHICAGO, IL 60608-2697		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
GENEROSE GERVAIS POVERELL 200 FIRST ST., SW SIEBENS ROCHESTER, MN 55905		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	25,000.
GIFT OF LIFE INC 705 2ND ST. S.W. ROCHESTER, MN 55902		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	15,000.
GIRL SCOUTS OF GREATER CHI. 222 S. RIVERSIDE PL. #2120 CHICAGO, IL 60606		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
Total from continuation sheets				

**GEORGE M. EISENBERG FOUNDATION
FOR CHARITIES**

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FAMILY RESCUE 5342 W. ELM STREET MCHENRY, IL 60050		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
HOME OF THE SPARROW, INC. 1600 W. JONQUIL TER CHICAGO, IL 60626		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
GREATER CHICAGO FOOD DEP 4100 W. ANN LURIE PLACE CHICAGO, IL 60632		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
GREEK AMER. NURSING HOME 220 N. FIRST STREET WHEELING, IL 60090		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	10,000.
H.O.M.E./HOUSING OPPORTUN 5414B W. ROOSEVELT RD. CHICAGO, IL 60644-1483		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	4,000.
HAVE DREAMS 515 BUSSE HWY STE #150 PARK RIDGE, IL 60068		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
HEPHZIBAH CHILDRENS HOME 946 N. BOULEVARD OAK PARK, IL 60301		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	8,000.
HOLY FMLY MEDICAL CENTER 150 N. RIVER RD, ST 210 DES PLAINES, IL 60016		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
HOME BASED HEALTH SVCS. 9435 BORMET DR. #1 MOKENA, IL 60448		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
HOSPICE OF NORTHEASTERN IL. 405 LAKE ZURICH RD. BARRINGTON, IL 60010-4108		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
Total from continuation sheets				

**GEORGE M. EISENBERG FOUNDATION
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HOUSE OF GOOD SHEPHERD 1114 W. GRACE ST. CHICAGO, IL 60613-2814		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
HOUSING OPPORT. FOR WOMEN 1607 W. HOWARD ST 2ND FLR CHICAGO, IL 60626		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
HOUSING OPT. FOR MEN. ILL 1132 FLORENCE AVE. EVANSTON, IL 60202-1143		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
HOWARD BROWN HEALTH CNTR 4025 N. SHERIDAN CHICAGO, IL 60613-2010		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,500.
HUMANITARIAN SERVICE PROJ 465 RANDY ROAD CAROL STREAM, IL 60188		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,200.
IL COLLEGE OF OPTOMETRY 3241 S. MICHIGAN AVE. CHICAGO, IL 60616		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	10,000.
INFANT WELFARE SOC. OF CH 3600 WEST FULLERTON AVE. CHICAGO, IL 60647		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
INFANT WELFARE SOC. OF EV 2200 MAIN ST. EVANSTON, IL 60602-1544		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
INTERFAITH HOUSE 3456 W. FRANKLIN BLVD. CHICAGO, IL 60624		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
JANE ADAMS HULL HOUSE ASN 1030 W. VAN BUREN CHICAGO, IL 60607		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
Total from continuation sheets				

**GEORGE M. EISENBERG FOUNDATION
FOR CHARITIES**

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HOWARD AREA COMMUNITY CENTER 7648 N. PAULINA STREET CHICAGO, IL 60626		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
JEWISH FEDERATION CHICAGO 30 S. WELLS, #3040 CHICAGO, IL 60606		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	50,000.
IMD GUEST HOUSE FOUNDATION 818 S. WOLCOTT AVE #303 CHICAGO, IL 60612		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
LA RABIDA CHILDRENS HOSPT E. 65TH STREET CHICAGO, IL 60649		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	10,000.
LAKEVIEW PANTRY 3831 NORTH BROADWAY CHICAGO, IL 60613		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	10,000.
LAMBS FARM, INC. 14245 W. ROCKLAND RD. LIBERTYVILLE, IL 60048		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
LATIN UNITED COMM. HOUSING 3541 W. NORTH AVE. CHICAGO, IL 60647		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
LAWNDALE CHRISTIAN HEALTH 3860 W. OGDEN AVENUE CHICAGO, IL 60623		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
LAWRENCE HALL YOUTH SERV 4833 N. FRANCISCO AVE. CHICAGO, IL 60625		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
LEUKEMIA RESEARCH FND INC 3520 LAKE AVE ST#202 WILMETTE, IL 60091-1064		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	2,000.
Total from continuation sheets				

GEORGE M. EISENBERG FOUNDATION
FOR CHARITIES

36-3689650

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
INSTITUTE OF WOMEN TODAY 7315 S. YALE AVENUE CHICAGO, IL 60621		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	3,000.
LA CASA NORTE INC. 3533 W. NORTH AVENUE CHICAGO, IL 60647		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	3,000.
LOYOLA UNIVERSITY-CHICAGO 2160 S. FIRST AVENUE MAYWOOD, IL 60153		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	62,000.
LTL BROS FRNDS OF ELDERLY 355 N. ASHLAND AVE. CHICAGO, IL 60607-1019		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	1,250.
LTL SISTERS OF THE POOR 2325 N. LAKEWOOD AVE. CHICAGO, IL 60614		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
MATTHEW HOUSE 3722 S. INDIANA AVENUE CHICAGO, IL 60653		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
LYDIA HOME ASSOCIATION 4300 W. IRVING ROAD CHICAGO, IL 60641-2825		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
MAKE-A-WISH FOUNDATION 640 N. LASALLE, ST 280 CHICAGO, IL 60610		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	10,000.
MAPLEWOOD HOUSING 5527 N. MAPLEWOOD CHICAGO, IL 60625		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
MARKLUND CHILDREN'S HOME 1 S. 450 WYATT DR. GENEVA, IL 60134		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	40,000.
Total from continuation sheets				

**GEORGE M. EISENBERG FOUNDATION
FOR CHARITIES**

36-3689650

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MARYVILLE ACADEMY 1150 N. RIVER ROAD DES PLAINES, IL 60016		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	50,000.
MAYO CLINIC 200 FIRST STREET S.W. ROCHESTER, MN 55905		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	1,000,000.
MEALS AT HOME P.O. BOX 279 WILMETTE, IL 60091		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
NORTHEPOINTE RESOURCES, INC. 3441 SHERIDAN ROAD ZION, IL 60099		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
MISERICORDIA HOME 6300 N. RIDGE AVENUE CHICAGO, IL 60660		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	200,000.
MUTUAL GROUND INC 418 OAK AVE AURORA, IL 60506		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	7,000.
NAT ALLIANCE MENTALLY ILL 2100 MANCHESTER, ST #925 WHEATON, IL 60187		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
NAT FDTN DENSTRY HANDICAP P.O. BOX 211 NORTHBROOK, IL 60065		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	10,000.
NCO-YOUTH FMLY SERVICES 1305 W. OSWEGO ROAD NAPERVILLE, IL 60540		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	6,000.
NEAR NORTH HEALTH SERVICE 1276 N. CLYBOURN CHICAGO, IL 60610		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
Total from continuation sheets				

**GEORGE M. EISENBERG FOUNDATION
FOR CHARITIES**

36-3689650

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NEW FOUNDATION CENTER 444 W. FRONTAGE ROAD NORTHFIELD, IL 60093		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
NEW MOMS, INC. 2825 W. MCLEAN AVENUE CHICAGO, IL 60647		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
NORTHERN IL FOOD BANK 600 INDUSTRIAL DRIVE ST. CHARLES, IL 60174		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	15,000.
NORTHWEST CMTY HEALTH FDT 3060 SALT CREEK, ST #110 ARLINGTON HTS., IL 60005		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
NORTHWEST HOME FOR AGED 6840 N. SACRAMENTO AVE. CHICAGO, IL 60645		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	40,000.
NWU SCHOOL OF MEDICINE 710 N. LAKE SHORE, FLR 4 CHICAGO, IL 60611		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	50,000.
NWU SETTLEMENT ASSOCIATN 1400 AUGUSTA BOULEVARD CHICAGO, IL 60642		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	7,500.
OAK LEYDEN DEVELOP. SVCS 411 CHICAGO AVE. OAK PARK, IL 60302		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
OAK PK/RVR FRST. FOOD PANT. 848 LAKE ST. OAK PARK, IL 60301		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	10,000.
PEOPLE'S RESOURCE CENTER 649 BLACKHAWK DRIVE WESTMONT, IL 60559		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
Total from continuation sheets				

GEORGE M. EISENBERG FOUNDATION
FOR CHARITIES

36-3689650

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ORAL HEALTH AMERICA 410 N. MICHIGAN AVE ST352 CHICAGO, IL 60611		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	5,000.
PADS TO HOPE, INC. 1140 E. NORTHWEST HWY PALATINE, IL 60074		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	8,000.
PHILOPTOCHOS SCTY ST JOHN 2350 W. DEMPSTER STREET DES PLAINES, IL 60016		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	10,000.
PHILOPTOCHOS SCTY ST NECT 133 S. ROSELLE ROAD PALATINE, IL 60067		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	10,000.
PHILOXENIA HOUSE 703 W. CENTER STREET ROCHESTER, MN 55902		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	15,000.
POLICE CHAPLAINS MINISTRY 1140 W. JACKSON BLVD CHICAGO, IL 60607		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
PUBLIC ACT. TO DEL. SHELTER 659 S. RIVER ST. AURORA, IL 60506-5551		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	4,000.
SENIORS ASSISTANCE CENTER 7774 W. IRVING PARK ROAD NORRIDGE, IL 60706		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
REHABILITATION INST. OF CHI. 345 E. SUPERIOR ST., #0-814 CHICAGO, IL 60618		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	50,000.
RESID. FOR EFFEC. SHELTER 941 W. LAURENCE AVE. CHICAGO, IL 60640		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	-5,000.
Total from continuation sheets				

GEORGE M. EISENBERG FOUNDATION
FOR CHARITIES

36-3689650

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
RONALD MCDONALD HOUSE CHI. 515 N. STATE ST. #2800 CHICAGO, IL 60610		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	75,000.
RONALD MCDONALD HOUSE ROCH. 850 2ND ST., S.W. ROCHESTER, MN 55902		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	25,000.
ROSELAND TRAINING CENTER 235 E. 136TH PLACE CHICAGO, IL 60827		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
SENIOR HOME SHARING, INC. 711 E. ROOSEVELT ROAD WHEATON, IL 60187		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
SALVATION ARMY, CHICAGO 5040 N. PULASKI ROAD CHICAGO, IL 60630		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	10,000.
SALVATION ARMY, ROCHESTER 20 N.E. FIRST AVENUE ROCHESTER, MN 55906		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	20,000.
SARAH'S CIRCLE 4750 N. SHERIDAN ST#220 CHICAGO, IL 60640		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	8,000.
SARAH'S INN 309-311 HARRISON ST OAK PARK, IL 60304		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	4,000.
SEGUIN SERVICE INC 3100 S. CENTRAL AVE. CICERO, IL 60804		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
SENIOR SERVICES ASSOCIATION INC. 101 S. GROVE AVENUE ELGIN, IL 60120		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
Total from continuation sheets				

**GEORGE M. EISENBERG FOUNDATION
FOR CHARITIES**

36-3689650

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SISTERHOUSE 851 N. LEAMINGTON AVE CHICAGO, IL 60651		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
SOUTHWEST CHICAGO PADS 3121 W. 71ST STREET CHICAGO, IL 60629		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
STARLIGHT STARBRIGHT 30 E. ADAMS STREET, SUITE 1020 CHICAGO, IL 60603		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
ST. BERNARD HSPT & HEALTH 326 W. 64TH STREET CHICAGO, IL 60621		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	10,000.
ST. MARY'S SERVICES 717 W. KIRCHHOFF RD. ARLINGTON HTS., IL 60005		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
ST. VINCENT DE PAUL CNTR 2145 N. HALSTED ST. CHICAGO, IL 60614		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	8,000.
SUBURBAN PRIM HEALTH CARE 2225 ENTERPRISE DR. #2507 WESTCHESTER, IL 60154		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
SUICIDE PREVENTION SVCS. 528 S. BATAVIA AVE. BATAVIA, IL 60510		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
TEEN LIVING PROGRAMS 162 W. HUBBARD, ST #400 CHICAGO, IL 60618		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
THE ARK, INC. 6450 N. CALIFORNIA AVE. CHICAGO, IL 60645		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	6,000.
Total from continuation sheets				

**GEORGE M. EISENBERG FOUNDATION
FOR CHARITIES**

36-3689650

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE CENTER OF CONCERN 1580 N. NW HWY, ST #310 PARK RIDGE, IL 60068		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
THE CRADLE FOUNDATION 2049 RIDGE AVENUE EVANSTON, IL 60201		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
THE HARBOUR INC 1440 RENAISSANCE, ST 240 PARK RIDGE, IL 60068		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	8,000.
THE NIGHT MINISTRY 4711 N. RAVENSWOOD AVENUE CHICAGO, IL 60640-4707		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
UNIVERSITY OF ILLINOIS FOUNDATION 1305 WEST GREEN STREET URBANA, IL 61801		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	25,000.
UHLICH CHILDREN'S ADVANTAGE NETWORK (UCAN) 3737 N. MOZART STREET CHICAGO, IL 60618			PAYMENT FOR SOCIAL ASSISTANCE	2,000.
THRESHOLDS 4101 N. RAVENSWOOD CHICAGO, IL 60613		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,500.
TURNING POINT, INC 11023 U.S. HIGHWAY RT 14 WOODSTOCK, IL 60098		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	4,000.
UNION LEAGUE BOYS/GIRLS 65 W. JACKSON BLVD CHICAGO, IL 60604		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
UNIVERSITY CHIC MED CNTR 5801 S. ELLIS AVENUE CHICAGO, IL 60637		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	25,000.
Total from continuation sheets				

GEORGE M. EISENBERG FOUNDATION
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
VILLA GUADALUPE SNR SVCS 3201 E. 91ST ST CHICAGO, IL 60617		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
W. SUB ASOC RETARDED CHIL 1005 E. DIVISION STREET LOMBARD, IL 60148		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
WINGS PROGRAM INC. P.O. BOX 95615 SCHAUMBURG, IL 60095		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
WOMEN'S TREATMENT CENTER 140 N. ASHLAND AVENUE CHICAGO, IL 60607		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
WTTW/CHANNEL 11 5400 N. ST. LOUIS AVENUE CHICAGO, IL 60611		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	1,000.
Total from continuation sheets				

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FIXED INCOME ACCOUNT	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,407,614.	0.	8,133,781.	0.	273,833.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
EQUITY SUBACCOUNT	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
34,047,962.	0.	33,796,158.	0.	251,804.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
ENHANCED EQUITY INDEX	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
57,165,314.	0.	53,007,027.	0.	4,158,287.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
INV. PARTNERS SM CAP VALUE SMA	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
453,541.	0.	401,225.	0.	52,316.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PARTNERS SM CAP GROWTH SMA	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
169,963.	0.	196,108.	0.	-26,145.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
CARDOGEN OPPORTUNITIES ALT. FUND	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,180,392.	0.	5,100,519.	0.	79,873.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
AETHER REAL ASSETS K-1	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,804.	0.	0.	0.	1,804.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	(F) GAIN OR LOSS
AETHER REAL ASSETS K-1	12,868.	0.	0.			12,868.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	(F) GAIN OR LOSS
AETHER REAL ASSETS K-1	45,686.	0.	0.			45,686.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	4,850,326.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AETHER REAL ASSETS K-1	5,868.	0.	5,868.
AETHER REAL ASSETS K-1	1,879.	0.	1,879.
AETHER REAL ASSETS K-1 DIV	5.	0.	5.
AETHER REAL ASSETS K-1 DIV	1.	0.	1.
DIVIDEND INCOME	809,900.	0.	809,900.
INVESTMENT INCOME	431,970.	0.	431,970.
TOTAL TO FM 990-PF, PART I, LN 4	1,249,623.	0.	1,249,623.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT INCOME	-50,573.	-50,573.	
INVESTMENT INCOME	-110,298.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-160,871.	-50,573.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	6,714.	3,357.		3,357.
TO FM 990-PF, PG 1, LN 16A	6,714.	3,357.		3,357.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	14,200.	974.		13,226.
TO FORM 990-PF, PG 1, LN 16B	14,200.	974.		13,226.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT. FEES - U.S. BANK	235,451.	235,451.		0.
TO FORM 990-PF, PG 1, LN 16C	235,451.	235,451.		0.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EMPLOYER FICA TAXES	2,670.	1,335.		1,335.
TO FORM 990-PF, PG 1, LN 18	2,670.	1,335.		1,335.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEE	25.	12.		13.
INSURANCE	20,537.	10,269.		10,268.
MISCELLANEOUS	12,338.	6,169.		6,169.
OFFICE SUPPLIES	4,246.	2,123.		2,123.
SEMINAR, SUBSCRIPT., AND PUBLIC.	555.	277.		278.
TELEPHONE	1,296.	648.		648.
TO FORM 990-PF, PG 1, LN 23	38,997.	19,498.		19,499.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
BROKERAGE STATEMENT INTEREST INCOME SHOWN ON BOOKS	653.
AETHER REAL ASSETS I, L.P. K-1 OTHER INCOME (LOSS)	160,871.
TOTAL TO FORM 990-PF, PART III, LINE 3	161,524.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
AETHER REAL ASSETS I, L.P. K-1 INTEREST INCOME	7,747.
AETHER REAL ASSETS I, L.P. K-1 LONG-TERM GAIN	60,358.
AETHER REAL ASSETS I, L.P. K-1 DIVIDEND INCOME	6.
TOTAL TO FORM 990-PF, PART III, LINE 5	68,111.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 11

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FHLMC	X		511,335.	531,430.
FNMA	X		491,858.	508,949.
SBA GTD DEV	X		91,201.	97,299.
U.S. TREASURY BONDS	X		726,608.	878,422.
U.S. TREASURY NOTES	X		3,549,105.	3,637,895.
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,370,107.	5,653,995.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,370,107.	5,653,995.

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP. STOCK - SEE ATTACHED SCHEDULE	1,324,635.	1,812,933.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,324,635.	1,812,933.

FORM 990-PF	CORPORATE BONDS	STATEMENT 13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP. BONDS - SEE ATTACHED SCHEDULE	4,789,923.	5,444,792.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,789,923.	5,444,792.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 14
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	31,579,590.	33,001,389.
PARTNERSHIPS AND JOINT VENTURES	COST	6,375,785.	7,068,595.
TOTAL TO FORM 990-PF, PART II, LINE 13		37,955,375.	40,069,984.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 15
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
CONFERERNC E TABLE & CHAIRS	2,186.	2,186.	0.
4 FILING CABINETS	1,158.	1,158.	0.
PHONE & ANSWERING MACHINE	696.	696.	0.
TYPEWRITER	139.	139.	0.
TYPEWRITER TABLE	49.	49.	0.
COPIER MACHINE	2,719.	2,719.	0.
DESK & 4 CHAIRS	1.	1.	0.
COMPUTER CART & PRINTER	4,447.	4,447.	0.
COMPUTER CABINET	70.	70.	0.
READING MACHINE	2,033.	2,033.	0.
1 TABLE, 5 CHAIRS, 4 WOODEN STORAGE	560.	560.	0.
DELL COMPUTER	1,439.	1,439.	0.
PHOTOCOPY MACHINE	2,424.	2,424.	0.
LAPTOP COMPUTER	954.	907.	47.
TOTAL TO FM 990-PF, PART II, LN 14	18,875.	18,828.	47.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ERIN K. O'BRIEN-CAHILL 2340 S. ARLINGTON HEIGHTS RD. #615 ARLINGTON HEIGHTS, IL 60005	DIRECTOR 6.00	28,000.	0.	0.
THOMAS C. SPELSBERG JR. 2340 S. ARLINGTON HEIGHTS RD. #615 ARLINGTON HEIGHTS, IL 60005	DIRECTOR 6.00	28,000.	0.	0.
JAMES K. MAROUSIS 2340 S. ARLINGTON HEIGHTS RD. #615 ARLINGTON HEIGHTS, IL 60005	TREAS./HONORARY DIR. 45.00	69,794.	0.	0.
NANCY T. SPELSBERG 2340 S. ARLINGTON HEIGHTS RD. #615 ARLINGTON HEIGHTS, IL 60005	PRESIDENT 6.00	28,000.	0.	0.
THOMAS E. O'BRIEN 2340 S. ARLINGTON HEIGHTS RD. #615 ARLINGTON HEIGHTS, IL 60005	DIRECTOR 6.00	28,000.	0.	0.
DR. THOMAS C. SPELSBERG 2340 S. ARLINGTON HEIGHTS RD. #615 ARLINGTON HEIGHTS, IL 60005	VICE-PRES 6.00	28,000.	0.	0.
DEAN J. MAROUSIS 2340 S. ARLINGTON HEIGHTS RD. #615 ARLINGTON HEIGHTS, IL 60005	DIRECTOR 6.00	28,000.	0.	0.
SOFIA M. BISHOP 2340 S. ARLINGTON HEIGHTS RD. #615 ARLINGTON HEIGHTS, IL 60005	ASSIST. TREAS. 6.00	28,000.	0.	0.
KATIE OWENS 2340 S. ARLINGTON HEIGHTS RD. #615 ARLINGTON HEIGHTS, IL 60005	SECRETARY 6.00	28,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		293,794.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 17

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GEORGE M EISENBERG FDTN CHARITIES
2340 S. ARLINGTON HEIGHTS ROAD
ARLINGTON HEIGHTS, IL 60005

TELEPHONE NUMBER

847-981-0545

FORM AND CONTENT OF APPLICATIONS

SEE COPY OF CONTRIBUTION GUIDELINES ATTACHED

ANY SUBMISSION DEADLINES

MAY 15TH OF EACH CALENDAR YEAR IN ORDER TO BE CONSIDERED FOR FUNDING FOR
THE NEXT CALENDAR YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE COPY OF CONTRIBUTION GUIDELINES ATTACHED.

990-PF

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G M EISENBERG FDN-CONSOLID A/C
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ASSET DETAIL (continued)

DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKT
Goldman Sachs Group 6.250% 2/01/41 Standard & Poors Rating: A- Moody's Rating: A3 38141GGM0 Asset Minor Code 28 ACCOUNT 000012586400	60,000.000	73,615.20 122.6920	59,779.94	13,835.26 14,749.86	1,562.50	5.13
Lb Lbs Coml Mig Tr 6.15669% 4/15/41 Standard & Poors Rating: AAA Moody's Rating: AAA 50180LAC4 Asset Minor Code 31 ACCOUNT 000012586400	160,000.000	194,915.20 121.8220	109,835.03	85,080.17 12,003.59	547.26	5.08
Rabobank Mtn 5.250% 5/24/41 Standard & Poors Rating: AA- Moody's Rating: AA2 21685WCJ4 Asset Minor Code 28 ACCOUNT 000012586400	25,000.000	29,356.25 117.4250	24,615.79	4,740.46 5,190.35	134.90	4.42
Intel Corp 4.800% 10/01/41 Standard & Poors Rating: A+ Moody's Rating: A1 458140AK6 Asset Minor Code 28 ACCOUNT 000012586400	15,000.000	16,509.15 110.0610	14,891.74	1,617.41 - 304.54	180.00	4.36
Wachovia Bank 4.661% 5/15/44 Standard & Poors Rating: AAA Moody's Rating: N/A 929766X24 Asset Minor Code 31 ACCOUNT 000012586400	53,405.030	54,479.01 102.0110	53,225.78	1,253.23 - 2,082.04	207.43	4.60
Barclays Coml Mig 2.850% 12/10/45 Standard & Poors Rating: AAA Moody's Rating: N/A 90270RBE3 Asset Minor Code 31 ACCOUNT 000012586400	70,000.000	71,981.00 102.8300	71,748.09	232.91 232.91	166.26	2.72

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ASSET DETAIL (continued)

DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKT
Allied World Assurn 7.500% 8/01/16 Standard & Poors Rating: BBB+ Moody's Rating: BAA1 01959EAA6 Asset Minor Code 35 ACCOUNT 000012586400	40,000.000	47,260.80 118.1520	41,532.60	5,728.20 88.15	1,250.00	6.34
Weatherford Intl 6.000% 3/15/18 Standard & Poors Rating: BBB- Moody's Rating: BAA2 947075AD9 Asset Minor Code 35 ACCOUNT 000012586400	65,000.000	74,267.05 114.2570	64,177.09	10,089.96 1,816.68	1,148.33	5.25
Rogers Comm Inc 6.800% 8/15/18 Standard & Poors Rating: BBB Moody's Rating: BAA1 775109AK7 Asset Minor Code 33 ACCOUNT 000012586400	40,000.000	50,598.40 126.4960	39,958.82	10,639.58 1,867.60	1,027.56	5.37
Statolithydro Asa 5.250% 4/15/19 Standard & Poors Rating: AA- Moody's Rating: AA2 85771SAA4 Asset Minor Code 35 ACCOUNT 000012586400	40,000.000	47,962.80 119.9070	39,945.17	8,017.63 1,665.98	443.33	4.33
Telecom It Cap 7.175% 6/18/19 Standard & Poors Rating: BBB Moody's Rating: BAA2 872456AA6 Asset Minor Code 35 ACCOUNT 000012586400	.000	.00 116.0500	.00	.00 3,830.07	.00	0.00
Ensco Plc 4.700% 3/15/21 Standard & Poors Rating: BBB+ Moody's Rating: BAA1 29358QAA7 Asset Minor Code 35 ACCOUNT 000012586400	65,000.000	73,148.40 112.5360	64,455.05	8,693.35 5,404.20	899.53	4.17



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ASSET DETAIL (continued)

DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKT
Rio Tinto Financ 7.125% 7/15/28 Standard & Poors Rating: A- Moody's Rating: A3 767201AD8 Asset Minor Code 35 ACCOUNT 000012586400	.000	.00 135.5580	.00	.00 - 4,604.92	.00	0.00
Petro Canada 6.800% 5/15/38 Standard & Poors Rating: BBB+ Moody's Rating: BAA1 71644EAJ1 Asset Minor Code 33 ACCOUNT 000012586400	25,000.000	34,094.75 136.3790	24,950.67	9,144.08 1,814.09	217.22	4.98
Hsbc Holdings Plc 6.800% 6/01/38 Standard & Poors Rating: A- Moody's Rating: A3 404280AJ8 Asset Minor Code 35 ACCOUNT 000012586400	45,000.000	57,549.15 127.8870	44,915.91	12,633.24 10,937.16	255.00	5.31
Vale Overseas 6.875% 11/10/39 Standard & Poors Rating: A- Moody's Rating: BAA2 91911TAK9 Asset Minor Code 35 ACCOUNT 000012586400	55,000.000	68,959.00 125.3800	54,496.61	14,462.39 5,954.86	535.68	5.50
Petrobras Intl 6.875% 1/20/40 Standard & Poors Rating: BBB Moody's Rating: A3 71645WAQ4 Asset Minor Code 35 ACCOUNT 000012586400	40,000.000	50,814.40 127.0360	39,672.55	11,141.85 4,483.23	1,229.86	5.43
Shell Intl Fin 5.500% 3/25/40 Standard & Poors Rating: AA Moody's Rating: AA1 822582AN2 Asset Minor Code 35 ACCOUNT 000012586400	25,000.000	32,099.25 128.3970	24,883.96	7,215.29 858.49	366.67	4.28



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ASSET DETAIL (continued)

DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKT
Duty Free Intl Inc 0.000% 1/15/04 Standard & Poors Rating: N/R Moody's Rating: WR 267084AB7 Asset Minor Code 28 ACCOUNT 000012586400	325,000.000	.00 .0000	116,842.96	- 116,842.96 .00	.00	0.00
Toyota Auto Rec 0.510% 12/17/12 Standard & Poors Rating: N/R Moody's Rating: AAA 89235UAB9 Asset Minor Code 31 ACCOUNT 000012586400	.000	100.0000	.00	.00 11.29	.00	0.00
Bmw Vehicle Lease Tr 0.820% 4/15/13 Standard & Poors Rating: N/A Moody's Rating: AAA 055669AC9 Asset Minor Code 31 ACCOUNT 000012586400	.000	100.0360	.00	.00 24.57	.00	0.00
Gen Elec Cap Crp Min 4.800% 5/01/13 Standard & Poors Rating: AA+ Moody's Rating: A1 36962G3T9 Asset Minor Code 28 ACCOUNT 000012586400	.000	101.4560	.00	.00 - 3,326.26	.00	0.00
Csx Corp 5.500% 8/01/13 Standard & Poors Rating: BBB Moody's Rating: BAA2 126408GD9 Asset Minor Code 28 ACCOUNT 000012586400	.000	102.8090	.00	.00 - 4,149.54	.00	0.00
Amer Express Gr Min 7.300% 8/20/13 Standard & Poors Rating: A- Moody's Rating: A2 0258M0CY3 Asset Minor Code 28 ACCOUNT 000012586400	.000	104.2960	.00	.00 - 5,588.62	.00	0.00



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DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKI
Wellpoint Inc 6.000% 2/15/14 Standard & Poors Rating: A- Moody's Rating: BAA2 94973VAQ0 Asset Minor Code 28 ACCOUNT 000012586400	35,000.000	37,042.95 105.8370	36,557.40	485.55 253.94	793.33	5.66
Capital Auto 5.210% 3/17/14 Standard & Poors Rating: AAA Moody's Rating: AAA 13974DAD8 Asset Minor Code 31 ACCOUNT 000012586400	.000	.00 100.0000	.00	.00 -71.02	.00	0.00
Pg E Energy Rec Fd 5.030% 3/25/14 Standard & Poors Rating: AAA Moody's Rating: AAA 693401AG6 Asset Minor Code 31 ACCOUNT 000012586400	.000	.00 100.0000	.00	.00 -83.22	.00	0.00
Centerpoint Energy 4.970% 8/01/14 Standard & Poors Rating: AAA Moody's Rating: AAA 15200DAB3 Asset Minor Code 31 ACCOUNT 000012586400	.000	.00 100.0000	.00	.00 -584.90	.00	0.00
Deutsche Bank Ag Min 3.875% 8/18/14 Standard & Poors Rating: A+ Moody's Rating: A2 2515A0Q30 Asset Minor Code 28 ACCOUNT 000012586400	.000	.00 104.9690	.00	.00 -972.13	.00	0.00
Bk America Credit 5.590% 11/17/14 Standard & Poors Rating: N/R Moody's Rating: N/A 05522RBD9 Asset Minor Code 31 ACCOUNT 000012586400	.000	.00 100.0000	.00	.00 -3,489.81	.00	0.00

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DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKT
Vornado Rlty 1st 4.250% 4/01/15 Standard & Poor's Rating: BBB Moody's Rating: BAA2 929043AF4 Asset Minor Code 28 ACCOUNT 000012586400	40,000.000	42,280.40 105.7010	39,972.50	2,307.90 870.14	425.00	3.97
Public Service Nth Fd 6.480% 5/01/15 Standard & Poor's Rating: AAA Moody's Rating: AAA 69363YAC5 Asset Minor Code 31 ACCOUNT 000012586400	16,195.800	16,277.75 100.5060	16,382.92	- 105.17 - 1,154.96	174.91	6.46
Amer Express Cr Mtn 1.750% 6/12/15 Standard & Poor's Rating: A- Moody's Rating: A2 0258M0DE6 Asset Minor Code 28 ACCOUNT 000012586400	30,000.000	30,628.20 102.0940	29,995.17	633.03 633.03	27.71	1.66
Deutsche Bank Ag Mtn 3.250% 1/11/16 Standard & Poor's Rating: A+ Moody's Rating: A2 2515A14E8 Asset Minor Code 28 ACCOUNT 000012586400	45,000.000	47,619.00 105.8200	47,837.22	- 218.22 - 218.22	690.63	3.02
Goldman Sachs Group 5.350% 1/15/16 Standard & Poor's Rating: A- Moody's Rating: A3 38141GEE0 Asset Minor Code 28 ACCOUNT 000012586400	.000	.00 110.5390	.00	.00 - 2,404.32	.00	0.00
Capital One Multi 5.050% 2/15/16 Standard & Poor's Rating: AAA Moody's Rating: AAA 14041NED9 Asset Minor Code 31 ACCOUNT 000012586400	120,000.000	121,659.60 101.3830	119,984.08	1,675.52 - 4,818.29	252.50	4.93

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DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKT
Directiv Holdings 3.125% 2/15/16 Standard & Poors Rating: BBB Moody's Rating: BAA2 25459HAV7 Asset Minor Code 28 ACCOUNT 000012586400	55,000.000	57,597.65 104.7230	54,527.02	3,070.63 1,740.93	649.31	2.96
Prudential Finl Mtn 5.500% 3/15/16 Standard & Poors Rating: A Moody's Rating: BAA2 74432QAJ4 Asset Minor Code 28 ACCOUNT 000012586400	45,000.000	50,773.95 112.8310	45,198.00	5,575.95 2,050.28	728.75	4.87
Countrywide Finl 6.250% 5/15/16 Standard & Poors Rating: BBB+ Moody's Rating: BAA3 222372AJ3 Asset Minor Code 28 ACCOUNT 000012586400	65,000.000	71,351.15 109.7710	58,854.01	12,497.14 8,633.92	519.10	5.73
Express Scriptis Inc 3.125% 5/15/16 Standard & Poors Rating: BBB+ Moody's Rating: BAA3 302182AF7 Asset Minor Code 28 ACCOUNT 000012586400	.000	.00 105.4290	.00	.00 - 362.96	.00	0.00
Mellife Inc 6.750% 6/01/16 Standard & Poors Rating: A- Moody's Rating: A3 59156RAU2 Asset Minor Code 28 ACCOUNT 000012586400	60,000.000	71,061.00 118.4350	59,925.42	11,135.58 1,918.24	337.50	5.65
Ohio Power Company 6.000% 6/01/16 Standard & Poors Rating: BBB Moody's Rating: BAA1 677415CL3 Asset Minor Code 28 ACCOUNT 000012586400	45,000.000	51,844.95 115.2110	44,937.81	6,907.14 - 137.69	225.00	5.20



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DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKT
Bank Of Amer Ctp 6.500% 8/01/16 Standard & Poors Rating: A- Moody's Rating: BAA2 06051GEA3 Asset Minor Code 28 ACCOUNT 000012586400	65,000.000	75,059.40 115.4760	70,293.65	4,765.75 10,945.61	1,760.42	5.62
Amer Express Cr Mtn 2.800% 9/19/16 Standard & Poors Rating: A- Moody's Rating: A2 0258M0DC0 Asset Minor Code 28 ACCOUNT 000012586400	60,000.000	63,483.00 105.8050	61,661.86	1,821.14 1,798.69	475.00	2.64
Wachovia Corp 5.625% 10/15/16 Standard & Poors Rating: A Moody's Rating: A3 929903CH3 Asset Minor Code 28 ACCOUNT 000012586400	25,000.000	28,663.25 114.6530	27,801.08	862.17 862.17	296.88	4.88
Comerica Bank 5.750% 11/21/16 Standard & Poors Rating: A- Moody's Rating: A3 200339CG2 Asset Minor Code 28 ACCOUNT 000012586400	65,000.000	75,206.30 115.7020	63,154.71	12,051.59 3,564.59	415.28	4.92
United Mexican Mtn 5.625% 1/15/17 Standard & Poors Rating: BBB Moody's Rating: BAA1 91086QAU2 Asset Minor Code 28 ACCOUNT 000012586400	40,000.000	46,400.00 116.0000	39,845.19	6,554.81 366.21	1,037.50	4.82
Bbt Corporation Mtn 2.150% 3/22/17 Standard & Poors Rating: A- Moody's Rating: A2 05531FAK9 Asset Minor Code 28 ACCOUNT 000012586400	20,000.000	20,685.60 103.4280	19,963.31	722.29 722.29	118.25	2.03

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DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKT
Wachovia Corp 5.750% 6/15/17 Standard & Poor's Rating: A+ Moody's Rating: A2 929903DT6 Asset Minor Code 28 ACCOUNT 000012586400	.000	.00 118.4370	.00	.00 - 5,417.83	.00	0.00
Gen Elec Cap Cp Mtn 5.625% 9/15/17 Standard & Poor's Rating: AA+ Moody's Rating: A1 36962G3H5 Asset Minor Code 28 ACCOUNT 000012586400	.000	.00 117.9720	.00	.00 - 12,806.82	.00	0.00
Ncua Guaranteed Nt 0.57899% 11/06/17 Standard & Poor's Rating: AA+ Moody's Rating: AAA 62888UAA8 Asset Minor Code 31 ACCOUNT 000012586400	26,680.050	26,738.48 100.2190	26,680.05	58.43 58.43	13.39	0.59
Citigroup Inc 6.125% 11/21/17 Standard & Poor's Rating: A- Moody's Rating: BAA2 172967EM9 Asset Minor Code 28 ACCOUNT 000012586400	75,000.000	89,262.00 119.0160	74,820.39	14,441.61 7,788.24	510.42	5.12
Bank Of America 5.750% 12/01/17 Standard & Poor's Rating: A- Moody's Rating: BAA2 060505DP6 Asset Minor Code 28 ACCOUNT 000012586400	45,000.000	52,451.55 116.5590	47,480.63	4,970.92 10,388.93	215.63	4.89
Goldman Sachs Gr 6.150% 4/01/18 Standard & Poor's Rating: A- Moody's Rating: A3 38141GFM1 Asset Minor Code 28 ACCOUNT 000012586400	100,000.000	117,477.00 117.4770	107,531.67	9,945.33 9,945.33	1,537.50	5.19

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DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKT
Morgan Stanley 6.625% 4/01/18 Standard & Poors Rating: A- Moody's Rating: BAA1 6174466Q7 Asset Minor Code 28 ACCOUNT 000012586400	45,000.000	53,035.65 117.8570	45,000.00	8,035.65 9,228.85	745.31	5.60
Gen Elec Cap Crp Mtn 5.625% 5/01/18 Standard & Poors Rating: AA+ Moody's Rating: A1 36962G3U6 Asset Minor Code 28 ACCOUNT 000012586400	160,000.000	190,004.80 118.7530	180,008.24	9,996.56 9,996.56	1,500.00	4.71
Kellogg Co 3.250% 5/21/18 Standard & Poors Rating: BBB+ Moody's Rating: BAA1 487836BE7 Asset Minor Code 28 ACCOUNT 000012586400	30,000.000	32,679.00 108.9300	29,942.41	2,736.59 1,119.05	108.33	2.93
Sovereign Brk 8.750% 5/30/18 Standard & Poors Rating: BBB- Moody's Rating: BAA2 84603MXU5 Asset Minor Code 28 ACCOUNT 000012586400	.000	.00 117.7480	.00	.00 -9,728.43	.00	0.00
National Rural Util 10.375% 11/01/18 Standard & Poors Rating: A+ Moody's Rating: A1 637432LR4 Asset Minor Code 28 ACCOUNT 000012586400	65,000.000	96,084.30 147.8220	64,648.92	31,435.38 2,524.63	1,123.96	7.03
Verizon Comm Inc 8.750% 11/01/18 Standard & Poors Rating: A- Moody's Rating: A3 92343VAQ7 Asset Minor Code 28 ACCOUNT 000012586400	39,000.000	54,150.33 138.8470	49,170.82	4,979.51 1,941.46	568.75	6.26



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DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKT
Hartford Finl 6.000% 1/15/19 Standard & Poors Rating: BBB Moody's Rating: BAA3 416515AV6 Asset Minor Code 28 ACCOUNT 000012586400	40,000.000	46,586.80 116.4670	40,225.98	6,360.82 5,028.96	1,106.67	5.15
Time Warner Cable 8.750% 2/14/19 Standard & Poors Rating: BBB Moody's Rating: BAA2 88732JAP3 Asset Minor Code 28 ACCOUNT 000012586400	60,000.000	80,949.60 134.9160	60,312.69	20,636.91 4,377.23	1,997.92	6.44
Caterpillar Finl Mtn 7.150% 2/15/19 Standard & Poors Rating: A Moody's Rating: A2 14912L4E8 Asset Minor Code 28 ACCOUNT 000012586400	35,000.000	45,572.10 130.2060	34,956.84	10,615.26 - 9,136.92	945.39	5.45
Morgan Stanley 7.300% 5/13/19 Standard & Poors Rating: A- Moody's Rating: BAA1 61747YCG8 Asset Minor Code 28 ACCOUNT 000012586400	20,000.000	24,304.40 121.5220	21,092.62	3,211.78 4,715.08	194.67	6.00
Citigroup Inc 8.500% 5/22/19 Standard & Poors Rating: A- Moody's Rating: BAA2 172967EV9 Asset Minor Code 28 ACCOUNT 000012586400	15,000.000	20,169.60 134.4640	18,191.00	1,978.60 2,932.85	138.13	6.32
Delta Air Lines 4.950% 5/23/19 Standard & Poors Rating: A- Moody's Rating: BAA2 247361ZH4 Asset Minor Code 31 ACCOUNT 000012586400	30,426.620	33,165.02 109.0000	30,426.62	2,738.40 2,321.37	158.98	4.49



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DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKT
McDonalds Corp Mtn 1.875% 5/29/19 Standard & Poors Rating: A Moody's Rating: A2 58013MEQ3 Asset Minor Code 28 ACCOUNT 000012586400	20,000.000	20,350.60 101.7530	19,824.63	525.97 525.97	33.33	1.86
Lincoln Natl Corp 8.750% 7/01/19 Standard & Poors Rating: A- Moody's Rating: BAA2 534187AX7 Asset Minor Code 28 ACCOUNT 000012586400	15,000.000	20,059.50 133.7300	16,798.20	3,261.30 - 432.40	656.25	6.50
Capital One Bank 8.800% 7/15/19 Standard & Poors Rating: BBB Moody's Rating: BAA1 140420MV9 Asset Minor Code 28 ACCOUNT 000012586400	20,000.000	27,082.00 135.4100	22,943.16	4,138.84 4,559.22	811.56	6.49
Northrop Grumman 5.050% 8/01/19 Standard & Poors Rating: BBB Moody's Rating: BAA2 666807BA9 Asset Minor Code 28 ACCOUNT 000012586400	40,000.000	46,689.20 116.7230	39,952.82	6,736.38 - 1,391.85	841.67	4.28
Quest Diagnostic 4.750% 1/30/20 Standard & Poors Rating: BBB+ Moody's Rating: BAA2 74834LAP5 Asset Minor Code 28 ACCOUNT 000012586400	25,000.000	27,608.75 110.4350	24,723.24	2,885.51 890.44	498.09	4.25
Simon Prop Gp LP 5.650% 2/01/20 Standard & Poors Rating: A- Moody's Rating: A3 828807CD7 Asset Minor Code 28 ACCOUNT 000012586400	45,000.000	54,000.45 120.0010	45,350.90	8,649.55 2,465.21	1,059.38	4.66

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DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKT
Valero Energy 6.125% 2/01/20 Standard & Poors Rating: BBB Moody's Rating: BAA2 91913YAR1 Asset Minor Code 28 ACCOUNT 000012586400	25,000.000	30,399.50 121.5980	24,878.35	5,521.15 2,577.34	638.02	5.01
Pnc Funding Corp 5.125% 2/08/20 Standard & Poors Rating: A- Moody's Rating: A3 693476BJ1 Asset Minor Code 28 ACCOUNT 000012586400	55,000.000	65,413.15 118.9330	54,940.40	10,472.75 3,257.62	1,119.67	4.28
Ameriprise Finl 5.300% 3/15/20 Standard & Poors Rating: A Moody's Rating: A3 03076CAE6 Asset Minor Code 28 ACCOUNT 000012586400	80,000.000	94,696.00 118.3700	79,849.77	14,846.23 8,594.82	1,248.44	4.47
Jpmorgan Chase 4.400% 7/22/20 Standard & Poors Rating: A Moody's Rating: A2 46625HHS2 Asset Minor Code 28 ACCOUNT 000012586400	170,000.000	191,902.80 112.8840	169,727.76	22,175.04 18,261.40	3,303.67	3.89
Constellation Energy 5.150% 12/01/20 Standard & Poors Rating: BBB- Moody's Rating: BAA2 210371AL4 Asset Minor Code 28 ACCOUNT 000012586400	45,000.000	51,440.40 114.3120	44,979.56	6,460.84 2,672.98	193.13	4.46
Amer Intl Group 6.400% 12/15/20 Standard & Poors Rating: A- Moody's Rating: BAA1 026874BW6 Asset Minor Code 28 ACCOUNT 000012586400	45,000.000	55,836.00 124.0800	44,904.60	10,931.40 10,410.98	128.00	5.15

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DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKI
Gen Elec Cap Ctp 5.300% 2/11/21 Standard & Poors Rating: AA Moody's Rating: A2 369622SM8 Asset Minor Code 28 ACCOUNT 000012586400	100,000.000	116,078.00 116.0780	105,417.39	10,660.61 8,130.80	2,061.11	4.56
Alcoa Inc 5.400% 4/15/21 Standard & Poors Rating: BBB- Moody's Rating: BAA3 013817AV3 Asset Minor Code 28 ACCOUNT 000012586400	.000	.00 104.0810	.00	.00 -66.93	.00	0.00
Applied Material 4.300% 6/15/21 Standard & Poors Rating: A- Moody's Rating: A3 038222AF2 Asset Minor Code 28 ACCOUNT 000012586400	40,000.000	44,658.80 111.6470	39,927.66	4,731.14 2,171.99	76.44	3.85
Capital One Finl 4.750% 7/15/21 Standard & Poors Rating: BBB Moody's Rating: BAA1 14040HAY1 Asset Minor Code 28 ACCOUNT 000012586400	35,000.000	40,360.60 115.3160	36,747.02	3,613.58 3,613.58	766.60	4.07
Firstenergy Solu 6.050% 8/15/21 Standard & Poors Rating: BBB- Moody's Rating: BAA3 33766JAD5 Asset Minor Code 28 ACCOUNT 000012586400	50,000.000	57,226.00 114.4520	51,651.24	5,574.76 1,884.94	1,142.78	5.24
Gilead Sciences Inc 4.400% 12/01/21 Standard & Poors Rating: A- Moody's Rating: BAA1 375558AU7 Asset Minor Code 28 ACCOUNT 000012586400	.000	.00 113.9960	.00	.00 -1,219.80	.00	0.00



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Hewlett Pack Co 4.650% 12/09/21 Standard & Poors Rating: BBB+ Moody's Rating: BAA1 428236BV4 Asset Minor Code 28 ACCOUNT 000012586400	25,000.000	25,097.25 100.3890	24,933.08	164.17 - 1,286.08	71.04	4.58
Jpmorgan Chase 4.500% 1/24/22 Standard & Poors Rating: A Moody's Rating: A2 46625HJD3 Asset Minor Code 28 ACCOUNT 000012586400	35,000.000	39,593.40 113.1240	34,827.31	4,766.09 4,766.09	686.88	3.97
Freeport McMoran C G 3.550% 3/01/22 Standard & Poors Rating: BBB Moody's Rating: BAA3 35671DAU9 Asset Minor Code 28 ACCOUNT 000012586400	20,000.000	19,835.60 99.1780	19,955.24	- 119.64 - 119.64	236.67	3.52
Venlas Realty LP Cap 4.250% 3/01/22 Standard & Poors Rating: BBB Moody's Rating: BAA2 92276MAX3 Asset Minor Code 28 ACCOUNT 000012586400	25,000.000	26,511.25 106.0450	24,817.92	1,693.33 1,693.33	354.17	3.96
Lincoln Natl Corp 4.200% 3/15/22 Standard & Poors Rating: A- Moody's Rating: BAA2 534187BC2 Asset Minor Code 28 ACCOUNT 000012586400	25,000.000	26,821.00 107.2840	26,721.45	99.55 99.55	309.17	3.91
Anheuser Busch 2.500% 7/15/22 Standard & Poors Rating: A Moody's Rating: A3 03523TBP2 Asset Minor Code 28 ACCOUNT 000012586400	30,000.000	30,187.80 100.6260	29,861.94	325.86 325.86	343.75	2.48

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DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKT
Realty Income Corp 3.250% 10/15/22 Standard & Poors Rating: BBB Moody's Rating: BAA1 756109AN4 Asset Minor Code 28 ACCOUNT 000012586400	45,000.000	44,050.95 97.8910	44,726.49	-675.54 -675.54	329.06	3.26
Residential Asset 5.960% 9/25/31 Standard & Poors Rating: Ccc Moody's Rating: CAA1 76110WMC7 Asset Minor Code 31 ACCOUNT 000012586400	56,022.230	56,300.10 100.4960	56,018.35	281.75 4,438.31	278.24	5.97
Structured Asset 2.84984% 8/25/34 Standard & Poors Rating: N/A Moody's Rating: BA3 86359BXR7 Asset Minor Code 31 ACCOUNT 000012586400	5,929.200	5,866.94 98.9500	6,033.09	-166.15 810.50	13.99	2.82
Vendee Mortgage Tr 3.750% 2/15/35 Standard & Poors Rating: N/A Moody's Rating: N/A 92261WAA8 Asset Minor Code 31 ACCOUNT 000012586400	80,401.700	87,348.41 108.6400	80,763.62	6,584.79 3,250.76	134.00	3.40
Southern Copper Corp 7.500% 7/27/35 Standard & Poors Rating: BBB Moody's Rating: BAA2 84265VAA3 Asset Minor Code 28 ACCOUNT 000012586400	.000	.00 128.3790	.00	.00 -2,940.68	.00	0.00
Midamerican Energy 6.125% 4/01/36 Standard & Poors Rating: BBB+ Moody's Rating: BAA1 59562VAM9 Asset Minor Code 28 ACCOUNT 000012586400	35,000.000	44,181.90 126.2340	35,230.24	8,951.66 2,389.04	535.94	4.83

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Viacom Inc 6.875% 4/30/36 Standard & Poors Rating: BBB+ Moody's Rating: BAA1 925524AX8 Asset Minor Code 28 ACCOUNT 000012586400	.000	.00 136.4710	.00	.00 - 13,033.36	.00	0.00
Wells Fargo Cap 5.950% 12/15/36 Standard & Poors Rating: BBB+ Moody's Rating: BAA1 94978SAA7 Asset Minor Code 28 ACCOUNT 000012586400	35,000.000	35,700.00 102.0000	34,831.57	868.43 652.28	92.56	5.78
News Amer Inc 6.650% 11/15/37 Standard & Poors Rating: BBB+ Moody's Rating: BAA1 652482BQ2 Asset Minor Code 28 ACCOUNT 000012586400	50,000.000	64,609.50 129.2190	54,785.45	9,824.05 8,042.57	424.86	5.10
Kinder Morgan En 6.950% 1/15/38 Standard & Poors Rating: BBB Moody's Rating: BAA2 494550AW6 Asset Minor Code 28 ACCOUNT 000012586400	10,000.000	13,158.70 131.5870	10,000.92	3,157.78 1,865.39	320.47	5.24
Unitedhealth Group 6.875% 2/15/38 Standard & Poors Rating: A Moody's Rating: A3 91324PBK7 Asset Minor Code 28 ACCOUNT 000012586400	45,000.000	61,791.75 137.3150	44,875.91	16,915.84 1,445.27	1,168.75	5.02
McDonalds Corp Mtn 6.300% 3/01/38 Standard & Poors Rating: A Moody's Rating: A2 58013MEF7 Asset Minor Code 28 ACCOUNT 000012586400	35,000.000	48,780.55 139.3730	34,848.24	13,932.31 - 177.63	735.00	4.52



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Comcast Corp 6.400% 5/15/38 Standard & Poors Rating: BBB+ Moody's Rating: BAA1 20030NAX9 Asset Minor Code 28 ACCOUNT 000012586400	60,000.000	76,663.20 127.7720	63,234.56	13,428.64 4,624.37	490.67	5.00
Citigroup Inc 8.125% 7/15/39 Standard & Poors Rating: A- Moody's Rating: BAA2 172967EW7 Asset Minor Code 28 ACCOUNT 000012586400	30,000.000	44,913.60 149.7120	29,409.50	15,504.10 850.04	1,123.96	5.41
Diamond Offshore 5.700% 10/15/39 Standard & Poors Rating: A- Moody's Rating: A3 25271CAL6 Asset Minor Code 28 ACCOUNT 000012586400	25,000.000	32,071.50 128.2860	23,623.91	8,447.59 752.68	300.93	4.44
Pacific Gas Elec 5.400% 1/15/40 Standard & Poors Rating: BBB Moody's Rating: A3 694308GS0 Asset Minor Code 28 ACCOUNT 000012586400	55,000.000	65,865.80 119.7560	54,269.53	11,596.27 1,885.61	1,369.50	4.50
Mondelez Internatio 6.500% 2/09/40 Standard & Poors Rating: BBB- Moody's Rating: BAA2 50075NAZ7 Asset Minor Code 28 ACCOUNT 000012586400	40,000.000	53,734.00 134.3350	39,625.76	14,108.24 1,692.15	1,025.56	4.83
Boeing Co 5.875% 2/15/40 Standard & Poors Rating: A Moody's Rating: A2 097023BA2 Asset Minor Code 28 ACCOUNT 000012586400	40,000.000	54,020.00 135.0500	39,115.87	14,904.13 2,334.31	887.78	4.36

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DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKT
Anadarko Petro 6.200% 3/15/40 Standard & Poors Rating: BBB- Moody's Rating: BAA3 032510AC3 Asset Minor Code 28 ACCOUNT 000012586400	30,000.000	37,004.40 123.3480	29,791.07	7,213.33 3,613.72	547.67	5.02
General Mills Inc 5.400% 6/15/40 Standard & Poors Rating: BBB+ Moody's Rating: BAA1 370334BJ2 Asset Minor Code 28 ACCOUNT 000012586400	55,000.000	67,505.35 122.7370	54,869.48	12,635.87 3,269.21	132.00	4.39
Alliac Inc 6.450% 8/15/40 Standard & Poors Rating: A- Moody's Rating: A3 001055AF9 Asset Minor Code 28 ACCOUNT 000012586400	40,000.000	50,586.80 126.4670	40,268.08	10,318.72 8,228.32	974.67	5.06
Baker Hughes Inc 5.125% 9/15/40 Standard & Poors Rating: A Moody's Rating: A2 057224AZ0 Asset Minor Code 28 ACCOUNT 000012586400	35,000.000	42,126.35 120.3610	34,857.33	7,269.02 1,197.22	528.16	4.23
Home Depot Inc 5.400% 9/15/40 Standard & Poors Rating: A- Moody's Rating: A3 437076AU6 Asset Minor Code 28 ACCOUNT 000012586400	50,000.000	62,690.00 125.3800	49,858.99	12,831.01 2,869.95	795.00	4.30
Bear Stearns Coml 5.405% 12/11/40 Standard & Poors Rating: AAA Moody's Rating: N/A 07387BEB5 Asset Minor Code 31 ACCOUNT 000012586400	110,000.000	122,500.40 111.3640	110,468.39	12,032.01 1,431.39	495.46	4.84

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 Corporate Bonds
 $\Sigma \textcircled{C} = 5,444,792$
 $\Sigma \textcircled{D} = 4,189,923$



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DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKT
Teck Resources Ltd 6.250% 7/15/41 Standard & Poor's Rating: BBB Moody's Rating: BAA2 878742AW5 Asset Minor Code 33 ACCOUNT 000012586400	20,000.000	23,525.20 117.6260	19,943.39	3,581.81 420.61	576.39	5.35
Total Foreign Issues	590,000.000	$\textcircled{C}$ 700,473.90	$\textcircled{D}$ 588,766.09	111,687.81 32,842.97	9,522.35	5.16

Municipal Issues

Illinois ST 5.877% 3/01/19 Standard & Poor's Rating: A Moody's Rating: A2 452152HU8 Asset Minor Code 39 ACCOUNT 000012586400	65,000.000	74,573.85 114.7290	65,000.00	9,573.85 4,640.35	1,273.35	5.14
Total Municipal Issues	65,000.000	$\textcircled{C}$ 74,573.85	$\textcircled{D}$ 65,000.00	9,573.85 4,640.35	1,273.35	5.14

Domestic Common Stocks

Pentair Inc H6169Q108 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 49.1500	.00	.00 -3,557.50	.00	0.00
The Adt Corporation 00101J106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 46.4900	.00	.00 -4,643.01	.00	0.00
Agl Res Inc 001204106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 39.9700	.00	.00 -2,097.13	.00	0.00

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Ati Inc 00206R102 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 33.7100	.00	.00 - 35,398.04	.00	0.00
Abaxis Inc 002567105 Asset Minor Code 42 ACCOUNT 000012586404	505.000	18,735.50 37.1000	11,763.20	6,972.30 4,762.15	.00	0.00
Abbott Laboratories 002824100 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 65.5000	.00	.00 - 13,705.27	.00	0.00
Abovenet Inc 00374N107 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 84.0000	.00	.00 - 622.43	.00	0.00
Accuride Corp 00439T206 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 3.2100	.00	.00 6,953.57	.00	0.00
Adobe Sys Inc 00724F101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 37.6800	.00	.00 253.78	.00	0.00
Air Prods Chemicals Inc 009158106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 84.0200	.00	.00 - 2,938.58	.00	0.00
Akamai Technologies Inc 00971T101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 40.9100	.00	.00 - 2,832.24	.00	0.00
Alcoa Inc 013817101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 8.6800	.00	.00 - 158.43	.00	0.00

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Allscripts Healthcare Solutions Inc 01988P108 Asset Minor Code 42 ACCOUNT 000012586404	.000	9.4200	.00	.00 -4,322.84	.00	0.00
Allstate Corp 020002101 Asset Minor Code 42 ACCOUNT 000012586402	.000	40.1700	.00	.00 -3,480.86	.00	0.00
Allria Group Inc 02209S103 Asset Minor Code 42 ACCOUNT 000012586402	.000	31.4400	.00	.00 -4,554.56	.00	0.00
Amazon Com Inc 023135106 Asset Minor Code 42 ACCOUNT 000012586402	.000	250.8700	.00	.00 2,759.83	.00	0.00
Ameren Corp 023608102 Asset Minor Code 42 ACCOUNT 000012586402	.000	30.7200	.00	.00 -1,715.11	.00	0.00
American Campus Cmmtys Inc 024835100 Asset Minor Code 42 ACCOUNT 000012586403	.000	46.1300	.00	.00 -3,303.59	.00	0.00
American Electric Power Co Inc 025537101 Asset Minor Code 42 ACCOUNT 000012586402	.000	42.6800	.00	.00 -1,544.61	.00	0.00
American Equity Invst Life HI 025676206 Asset Minor Code 42 ACCOUNT 000012586403	1,266.000	15,457.86 12.2100	10,274.24	5,183.62 2,291.46	.00	1.22
American Express Co 025816109 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 57.4800	.00	.00 1,718.19	.00	0.00

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Amerisourcebergen Corp 03073E105 Asset Minor Code 42 ACCOUNT 000012586402	.000	43.1800	.00	1,368.90	.00	0.00
Amerigroup Corp 03073T102 Asset Minor Code 42 ACCOUNT 000012586403	.000	91.7000	.00	-4,140.36	.00	0.00
Ameriprise Finl Inc 03076C106 Asset Minor Code 42 ACCOUNT 000012586402	.000	62.6300	.00	-5,312.25	.00	0.00
Amgen Inc 031162100 Asset Minor Code 42 ACCOUNT 000012586402	.000	86.2000	.00	-26,800.67	.00	0.00
Amphenol Corp CIA 032095101 Asset Minor Code 42 ACCOUNT 000012586402	.000	64.7000	.00	123.74	.00	0.00
Analog Devices Inc 032654105 Asset Minor Code 42 ACCOUNT 000012586402	.000	42.0600	.00	1,786.52	.00	0.00
Angiodynamics Inc 03475V101 Asset Minor Code 42 ACCOUNT 000012586404	.000	10.9900	.00	-287.38	.00	0.00
Anixter Intl Inc 035290105 Asset Minor Code 42 ACCOUNT 000012586403	122.000	7,805.56 63.9800	4,440.72	3,364.84 97.69	.00	0.00

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Aon Corp 037389103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 55.6100	.00	.00 2,501.82	.00	0.00
Apache Corp 037411105 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 78.5000	.00	.00 6,131.88	.00	0.00
Apple Inc 037833100 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 532.1730	.00	.00 - 258,462.19	.00	0.00
Applied Matlis Inc 038222105 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 11.4400	.00	.00 20,615.18	.00	0.00
Archers Daniels Midland Co 039483102 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 27.3900	.00	.00 - 1,928.94	.00	0.00
Arkansas Best Corp Del 040790107 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 9.5500	.00	.00 1,270.33	.00	0.00
Assurant Inc 04621X108 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 34.7000	.00	.00 - 13,334.72	.00	0.00
Athenahealth Inc 04685W103 Asset Minor Code 42 ACCOUNT 000012586404	312.000	22,866.48 73.2900	16,278.58	6,587.90 5,687.38	.00	0.00
Atwood Oceanics Inc 050095108 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 45.7900	.00	.00 - 1,262.82	.00	0.00

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Automatic Data Processing 053015103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 56.9300	.00	.00 - 8,569.55	.00	0.00
Avery Dennison Corp 053611109 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 34.9200	.00	.00 - 3,528.19	.00	0.00
Avisla Corp 05379B107 Asset Minor Code 42 ACCOUNT 000012586403	369.000	8,896.59 24.1100	6,868.94	2,027.65 - 605.16	.00	4.81
Avon Prods Inc 054303102 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 14.3600	.00	.00 - 10.35	.00	0.00
Bbt Corp 054937107 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 29.1100	.00	.00 - 332.90	.00	0.00
B M C Software Inc 055921100 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 39.6200	.00	.00 8,512.41	.00	0.00
Baker Hughes Inc 057224107 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 40.8477	.00	.00 1,981.65	.00	0.00
Bail Corp 058498106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 44.7500	.00	.00 - 817.64	.00	0.00
Bank Of America Corp 060505104 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 11.6100	.00	.00 - 7,702.22	.00	0.00

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Bank Of The Ozarks Inc 063904106 Asset Minor Code 42 ACCOUNT 000012586403	624.000	20,885.28 33.4700	7,338.10	13,547.18 2,396.16	.00	1.79
Bank Of New York Mellon Corp 064058100 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 25.7000	.00	.00 -2,967.05	.00	0.00
Bard C R Inc 067383109 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 97.7400	.00	.00 429.86	.00	0.00
Barnes Group Inc 067806109 Asset Minor Code 42 ACCOUNT 000012586403	518.000	11,634.28 22.4600	7,802.32	3,831.96 -854.70	.00	1.78
Baxter Intl Inc 071813109 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 66.6600	.00	.00 1,419.53	.00	0.00
Beacon Roofing Supply Inc 073685109 Asset Minor Code 42 ACCOUNT 000012586404	851.000	28,321.28 33.2800	13,405.80	14,915.48 11,105.55	.00	0.00
Beam Inc 073730103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 61.0900	.00	.00 247.08	.00	0.00
Becton Dickinson And Co 075887109 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 78.1900	.00	.00 -380.19	.00	0.00

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Bemis Company Inc 081437105 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 33.4600	.00	.00 - 1,775.46	.00	0.00
Berkshire Hathaway Inc Cl B 084670702 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 89.7000	.00	.00 - 3,689.72	.00	0.00
Bio-Reference Labs Inc 09057G602 Asset Minor Code 42 ACCOUNT 000012586404	792.000	22,674.80 28.6298	14,194.10	8,480.70 9,788.96	.00	0.00
Biogen Idec Inc 09062X103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 146.3700	.00	.00 - 2,886.43	.00	0.00
Biomed Realty Trust Inc 09063H107 Asset Minor Code 42 ACCOUNT 000012586403	455.000	8,795.15 19.3300	8,210.37	584.78 568.75	106.93	4.86
Black Hills Corp 092113109 Asset Minor Code 42 ACCOUNT 000012586403	265.000	9,630.10 36.3400	7,615.07	2,015.03 731.40	.00	4.07
Blount International Inc 095180105 Asset Minor Code 42 ACCOUNT 000012586403	620.000	9,808.40 15.8200	8,576.48	1,231.92 1,231.92	.00	0.00
Boston Scientific Corp 101137107 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 5.7300	.00	.00 - 525.12	.00	0.00

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The Brinks Co 109696104 Asset Minor Code 42 ACCOUNT 000012586403	586.000	16,718.58 28.5300	14,099.40	2,619.18 2,619.18	.00	1.40
Bristol Myers Squibb Co 110122108 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 32.5900	.00	.00 -13,553.15	.00	0.00
Bristow Group Inc 110394103 Asset Minor Code 42 ACCOUNT 000012586403	407.000	21,839.62 53.6600	14,764.31	7,075.31 2,551.89	.00	1.49
Broadcom Corp C/A 111320107 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 33.2100	.00	.00 9,799.51	.00	0.00
Cleco Corporation 12561W105 Asset Minor Code 42 ACCOUNT 000012586403	510.000	20,405.10 40.0100	11,652.78	8,752.32 974.10	.00	3.37
Cme Group Inc 12572Q105 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 50.6700	.00	.00 1,172.64	.00	0.00
Ca Inc 12673P105 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 21.9800	.00	.00 11,433.85	.00	0.00
Cabot Microelectronics Corporation 12709P103 Asset Minor Code 42 ACCOUNT 000012586404	395.000	14,026.45 35.5100	13,017.77	1,008.68 -4,637.30	.00	0.00
Calgon Carbon Corp 129603106 Asset Minor Code 42 ACCOUNT 000012586403	924.000	13,102.32 14.1800	12,531.11	571.21 571.21	.00	0.00

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Capella Education Co 139594105 Asset Minor Code 42 ACCOUNT 000012586404	.000	.00 28.2300	.00	.00 6,121.52	.00	0.00
Capital One Financial Corp 14040H105 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 57.9300	.00	.00 151.03	.00	0.00
Carbo Ceramics Inc 140781105 Asset Minor Code 42 ACCOUNT 000012586403	125.000	9,792.50 78.3400	8,348.73	1,443.77 1,443.77	.00	1.37
Cardinal Health Inc 14149Y108 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 41.1800	.00	.00 1,185.70	.00	0.00
Carefusion Corporation 14170T101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 28.5800	.00	.00 -1,313.27	.00	0.00
Caribou Coffee Co Inc 142042209 Asset Minor Code 42 ACCOUNT 000012586403	1,062.000	17,193.78 16.1900	17,053.10	140.68 140.68	.00	0.00
Caseys Gen Stores Inc 147528103 Asset Minor Code 42 ACCOUNT 000012586403	373.000	19,806.30 53.1000	15,985.81	3,820.49 593.07	.00	1.24
Cass Information Systems Inc 14808P109 Asset Minor Code 42 ACCOUNT 000012586404	365.000	15,403.00 42.2000	10,463.08	4,939.92 3,327.60	.00	1.70

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Cato Corp Cl A 149205106 Asset Minor Code 42 ACCOUNT 000012586403	592.000	16,238.56 27.4300	10,515.35	5,723.21 1,912.16	.00	3.64
Celgene Corp 151020104 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 78.4700	.00	.00 - 4,450.06	.00	0.00
Cepheid Inc 15670R107 Asset Minor Code 42 ACCOUNT 000012586404	852.000	28,848.72 33.8600	9,067.00	19,781.72 - 468.60	.00	0.00
Centurylink Inc 156700106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 39.1200	.00	.00 - 3,226.68	.00	0.00
Cheesecake Factory Inc 163072101 Asset Minor Code 42 ACCOUNT 000012586404	656.000	21,457.76 32.7100	12,017.56	9,440.20 2,204.16	.00	1.46
Chemed Corp 16359R103 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 68.5900	.00	.00 - 3,208.34	.00	0.00
Chemed Corp 16359R103 Asset Minor Code 42 ACCOUNT 000012586404	467.000	32,031.53 68.5900	18,090.45	13,941.08 8,116.46	.00	1.04
Total Chemed Corp	467.000	32,031.53	18,090.45	13,941.08 4,908.12	.00	1.04
Chesapeake Energy Corp 165167107 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 16.6200	.00	.00 - 132.56	.00	0.00



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Chevron Corporation 166764100 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 108.1400	.00	.00 - 104,040.75	.00	0.00
Chubb Corporation 171232101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 75.3200	.00	.00 - 4,766.70	.00	0.00
Cincinnati Finl Corp 172062101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 39.1600	.00	.00 - 6,142.47	.00	0.00
Cisco Sys Inc 17275R102 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 19.6494	.00	.00 3,124.07	.00	0.00
Citigroup Inc 172967424 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 39.5600	.00	.00 324.34	.00	0.00
Clarcor Inc 179895107 Asset Minor Code 42 ACCOUNT 000012586403	257.000	12,279.46 47.7800	10,604.07	1,675.39 - 567.97	.00	1.13
Coca Cola Company 191216100 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 36.2500	.00	.00 - 3,999.40	.00	0.00
Colgate Palmolive Co 194162103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 104.5400	.00	.00 - 4,062.38	.00	0.00
Comcast Corp CI A 20030N101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 37.3600	.00	.00 - 9,678.04	.00	0.00

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Computer Sciences Corp 205363104 Asset Minor Code 42 ACCOUNT 000012586402	.000	40.0500	.00	7,712.00	.00	0.00
Compuware Corp 205638109 Asset Minor Code 42 ACCOUNT 000012586402	.000	10.8700	.00	713.55	.00	0.00
Concur Technologies Inc 206708109 Asset Minor Code 42 ACCOUNT 000012586404	305.000	20,593.60 67.5200	10,143.82	10,449.78 5,102.65	.00	0.00
Conocophillips 20825C104 Asset Minor Code 42 ACCOUNT 000012586402	.000	57.9900	.00	- 14,922.57	.00	0.00
Constant Contact Inc 210313102 Asset Minor Code 42 ACCOUNT 000012586404	307.000	4,362.47 14.2100	7,727.71	- 3,365.24 - 2,763.00	.00	0.00
Constellation Brands Inc A 21036P108 Asset Minor Code 42 ACCOUNT 000012586402	.000	35.3900	.00	- 2,103.54	.00	0.00
Constellation Energy Group Inc 210371100 Asset Minor Code 42 ACCOUNT 000012586402	.000	37.2300	.00	- 3,362.90	.00	0.00
Cooper Tire & Rubt Co 216831107 Asset Minor Code 42 ACCOUNT 000012586403	.000	25.3600	.00	- 2,043.36	.00	0.00
Corning Inc 219350105 Asset Minor Code 42 ACCOUNT 000012586402	.000	12.6200	.00	- 8,252.35	.00	0.00

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Corporate Executive Brd Co 21988R102 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 47.4600	.00	.00 - 1,982.99	.00	0.00
Costar Group Inc 22160N109 Asset Minor Code 42 ACCOUNT 000012586404	293.000	26,185.41 89.3700	16,849.34	9,336.07 5,166.83	.00	0.00
D T E Energy Co 233331107 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 60.0500	.00	.00 - 9,919.89	.00	0.00
Danaher Corp 235851102 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 55.9000	.00	.00 - 6,038.82	.00	0.00
Dealertrack Hldgs Inc 242309102 Asset Minor Code 42 ACCOUNT 000012586404	791.000	22,717.52 28.7200	15,887.57	6,829.95 685.24	.00	0.00
Dell Inc 24702R101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 10.1400	.00	.00 1,239.94	.00	0.00
Devon Energy Corporation 25179M103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 52.0400	.00	.00 - 4,608.87	.00	0.00
Diamond Offshore Drilling Inc 25271C102 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 67.9600	.00	.00 6,444.98	.00	0.00

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Digi International Inc 253798102 Asset Minor Code 42 ACCOUNT 000012586404	1,372.000	12,992.84 9,4700	12,568.94	423.90 -2,318.68	.00	0.00
Diodes Inc 254543101 Asset Minor Code 42 ACCOUNT 000012586403	532.000	9,230.20 17.3500	8,249.61	980.59 -2,619.64	.00	0.00
Disney Walt Co 254687106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 49.7900	.00	.00 -27,095.66	.00	0.00
Discover Finl Svcs 254709108 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 38.5500	.00	.00 -388.24	.00	0.00
Directv Cl A 25490A101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 52.5600	.00	.00 1,029.20	.00	0.00
Directv 25490A309 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 50.1600	.00	.00 -1,029.20	.00	0.00
Dover Corp 260003108 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 65.7100	.00	.00 -16,203.84	.00	0.00
Dow Chem Co 260543103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 32.3294	.00	.00 -7,263.66	.00	0.00
Du Pont E I De Nemours & Co 263534109 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 44.9785	.00	.00 -5,098.50	.00	0.00

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Dupont Fabros Technology 26613Q106 Asset Minor Code 42 ACCOUNT 000012586403	405.000	9,784.80 24.1600	10,167.36	- 382.56 - 24.30	81.00	3.31
E M C Corporation 268648102 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 25.3000	.00	.00 5,116.60	.00	0.00
E Trade Financial Corp 269246401 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 8.9500	.00	.00 - 750.73	.00	0.00
Earth Link Inc 270321102 Asset Minor Code 42 ACCOUNT 000012586403	2,773.000	17,913.58 6.4600	23,496.06	- 5,582.48 55.46	.00	3.09
Eaton Corp 278058102 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 54.1800	.00	.00 - 628.73	.00	0.00
E Bay Inc 278642103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 50.9977	.00	.00 - 17,245.10	.00	0.00
Ebix Inc 278715206 Asset Minor Code 42 ACCOUNT 000012586404	710.000	11,445.20 16.1200	14,542.58	- 3,097.38 - 4,245.80	.00	1.24
Echelon Corp 27874N105 Asset Minor Code 42 ACCOUNT 000012586404	.000	.00 2.4500	.00	.00 6,844.93	.00	0.00
Echo Global Logistics Inc 27875T101 Asset Minor Code 42 ACCOUNT 000012586404	717.000	12,884.49 17.9700	9,371.43	3,513.06 1,304.94	.00	0.00



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Edison Intl 281020107 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 45.1900	.00	.00 - 4,777.42	.00	0.00
Education Really Trust Inc 28140H104 Asset Minor Code 42 ACCOUNT 000012586403	789.000	8,394.96 10.6400	8,704.25	- 309.29 - 309.29	.00	3.75
El Paso Corporation 28336L109 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 28.7500	.00	.00 15,874.96	.00	0.00
Emerson Elec Co 291011104 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 52.9600	.00	.00 882.23	.00	0.00
Emulex Corp 292475209 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 7.3000	.00	.00 3,279.33	.00	0.00
Enernoc Inc 292764107 Asset Minor Code 42 ACCOUNT 000012586404	.000	.00 11.7500	.00	.00 7,344.59	.00	0.00
Engility Holdings Inc 29285W104 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 19.2600	.00	.00 - 122.42	.00	0.00
Enpro Industries Inc 29355X107 Asset Minor Code 42 ACCOUNT 000012586403	215.000	8,793.50 40.9000	6,171.26	2,622.24 1,702.80	.00	0.00
Entergy Corporation 29364G103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 63.7500	.00	.00 - 2,162.20	.00	0.00

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Evercore Partners Inc 29977A105 Asset Minor Code 42 ACCOUNT 000012586403	485.000	14,642.15 30.1900	12,734.21	1,907.94 1,907.94	.00	2.91
Exelon Corporation 30161N101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 29.7400	.00	.00 902.82	.00	0.00
Expedia Inc 30212P303 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 61.4400	.00	.00 -425.56	.00	0.00
Expeditors Intl Wash Inc 302130109 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 39.5500	.00	.00 -791.72	.00	0.00
Exxon Mobil Corp 30231G102 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 86.5500	.00	.00 -374,437.87	.00	0.00
F M C Corporation 302491303 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 58.5200	.00	.00 -282.43	.00	0.00
Fnb Corp 302520101 Asset Minor Code 42 ACCOUNT 000012586403	1,132.000	12,021.84 10.6200	11,446.85	574.99 -781.08	.00	4.51
Faro Technologies Inc 311642102 Asset Minor Code 42 ACCOUNT 000012586404	305.000	10,882.40 35.6800	6,941.72	3,940.68 -3,147.60	.00	0.00

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DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKT
Federated Invs Inc 314211103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 20.2300	.00	.00 29.92	.00	0.00
Fed Ex Corp 31428X106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 91.7200	.00	.00 -2,092.56	.00	0.00
Fidelity Natl Information Svcs Inc 31620M105 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 34.8100	.00	.00 -528.79	.00	0.00
Financial Engines Inc 317485100 Asset Minor Code 42 ACCOUNT 000012586404	545.000	15,118.30 27.7400	13,704.50	1,413.80 2,948.45	.00	0.00
First Finl Bankshares Inc 32020R109 Asset Minor Code 42 ACCOUNT 000012586403	357.000	13,926.57 39.0100	11,670.61	2,255.96 1,992.06	.00	2.56
Fiserv Inc 337738108 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 79.0300	.00	.00 -171.26	.00	0.00
Flowers Foods Inc 343498101 Asset Minor Code 42 ACCOUNT 000012586403	369.000	8,586.63 23.2700	5,611.90	2,974.73 980.04	.00	2.75
Forest Labs Inc 345838106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 35.3200	.00	.00 -490.07	.00	0.00

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Forrester Resh Inc 346563109 Asset Minor Code 42 ACCOUNT 000012586404	.000	.00 26.8000	.00	.00 - 2,671.18	.00	0.00
Forward Air Corp 349853101 Asset Minor Code 42 ACCOUNT 000012586404	318.000	11,133.18 35.0100	9,563.25	1,569.93 941.28	.00	1.14
Franklin Elec Inc 353514102 Asset Minor Code 42 ACCOUNT 000012586403	183.000	11,351.62 62.0307	5,122.33	6,229.29 2,679.35	.00	0.93
Franklin Res Inc 354513101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 125.7000	.00	.00 5,514.75	.00	0.00
Freeport McMoran Copper Gold 35671D857 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 34.2000	.00	.00 - 1,573.79	.00	0.00
Fresh Market Inc 35804H106 Asset Minor Code 42 ACCOUNT 000012586404	347.000	16,687.23 48.0900	13,958.28	2,728.95 2,841.93	.00	0.00
Frontier Communications Corp 35906A108 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 4.2800	.00	.00 - 440.94	.00	0.00
G & K Svcs Inc Cl A 361268105 Asset Minor Code 42 ACCOUNT 000012586403	193.000	6,590.95 34.1500	6,361.84	229.11 229.11	.00	2.28

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DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKI
G A T X Corp 361448103 Asset Minor Code 42 ACCOUNT 000012586403	423.000	18,315.90 43.3000	15,392.03	2,923.87 - 152.28	.00	2.77
G I I I Apparel Group Ltd 36237H101 Asset Minor Code 42 ACCOUNT 000012586403	279.000	9,550.17 34.2300	7,094.87	2,455.30 2,455.30	.00	0.00
General Dynamics Corp 369550108 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 69.2700	.00	.00 - 5,737.89	.00	0.00
General Electric Co 369604103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 20.9900	.00	.00 - 19,190.11	.00	0.00
Gentex Corp 371901109 Asset Minor Code 42 ACCOUNT 000012586404	781.000	14,721.85 18.8500	10,904.89	3,816.96 - 8,387.94	.00	2.75
Genuine Parts Co 372460105 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 63.5800	.00	.00 - 1,834.45	.00	0.00
Gilead Sciences Inc 375558103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 73.4500	.00	.00 - 6,540.82	.00	0.00
Goldman Sachs Group Inc 38141G104 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 127.5600	.00	.00 - 4,446.13	.00	0.00

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Google Inc Cl A 38259P508 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 707.3800	.00	.00 -60,714.72	.00	0.00
Grand Canyon Education Inc 38526M106 Asset Minor Code 42 ACCOUNT 000012586404	1,207.000	28,328.29 23.4700	24,411.09	3,917.20 7,456.68	.00	0.00
Greatbatch Inc 39153L106 Asset Minor Code 42 ACCOUNT 000012586403	490.000	11,387.60 23.2400	11,014.85	372.75 395.49	.00	0.00
Greenway Medical Technologies 39679B103 Asset Minor Code 42 ACCOUNT 000012586404	641.000	9,845.76 15.3600	12,060.67	-2,214.91 -2,214.91	.00	0.00
Gulfmark Offshore Inc Cl A 402629208 Asset Minor Code 42 ACCOUNT 000012586403	270.000	9,301.50 34.4500	8,322.36	979.14 979.14	.00	0.00
Haemonetics Corp 405024100 Asset Minor Code 42 ACCOUNT 000012586403	508.000	20,746.72 40.8400	16,153.06	4,593.66 5,196.84	.00	0.00
Haliburton Co 406216101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 34.6900	.00	.00 5,412.39	.00	0.00
Hanger Inc 41043F208 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 27.3600	.00	.00 321.54	.00	0.00
Harris Corp Del 413875105 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 48.9600	.00	.00 248.43	.00	0.00



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Hasbro Inc 418056107 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 35.9000	.00	.00 834.70	.00	0.00
Healthcare Rlty Tr 421946104 Asset Minor Code 42 ACCOUNT 000012586403	606.000	14,550.06 24.0100	13,463.23	1,086.83 3,284.52	.00	4.99
Heidrick & Struggles Intl Inc 422819102 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 15.2600	.00	.00 1,469.61	.00	0.00
Hess Corp 42809H107 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 52.9600	.00	.00 1,787.80	.00	0.00
Hewlett Packard Co 428236103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 14.2500	.00	.00 3,176.36	.00	0.00
Home Depot Inc 437076102 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 61.8500	.00	.00 -16,347.37	.00	0.00
Home Properties Inc 437306103 Asset Minor Code 42 ACCOUNT 000012586403	163.000	9,993.53 61.3100	7,538.83	2,454.70 609.62	.00	4.30
Honeywell International Inc 438516106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 63.4700	.00	.00 -4,308.42	.00	0.00
Hospira Inc 441060100 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 31.2400	.00	.00 -588.06	.00	0.00

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Hudson City Bancorp Inc 443683107 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 8.1300	.00	.00 - 1,961.21	.00	0.00
Ipc The Hospitalist Co Inc 44984A105 Asset Minor Code 42 ACCOUNT 000012586404	442.000	17,551.82 39.7100	12,495.24	5,056.58 - 2,581.05	.00	0.00
Illinois Tool Works 452308109 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 60.8100	.00	.00 - 1,563.79	.00	0.00
Inneworkings Inc 45773Y105 Asset Minor Code 42 ACCOUNT 000012586404	1,263.000	17,404.14 13.7800	9,609.06	7,795.08 5,645.61	.00	0.00
Intel Corp 458140100 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 20.6200	.00	.00 - 14,781.92	.00	0.00
Interline Brands Inc 458743101 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 25.5100	.00	.00 298.04	.00	0.00
International Business Machines Corp 459200101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 191.5500	.00	.00 1,442.52	.00	0.00
Intl Flavors Fragrances 459506101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 66.5400	.00	.00 - 59.68	.00	0.00

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Intuit Inc 461202103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 59.4754	.00	.00 1,198.29	.00	0.00
J P Morgan Chase Co 46625H100 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 43.9691	.00	.00 -2,025.99	.00	0.00
Jack In The Box Inc 466367109 Asset Minor Code 42 ACCOUNT 000012586403	475.000	13,585.00 28.6000	11,384.32	2,200.68 3,657.50	.00	0.00
Johnson Johnson 478160104 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 70.1000	.00	.00 -28,842.06	.00	0.00
Johnson Controls Inc 478366107 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 30.6700	.00	.00 5,167.03	.00	0.00
J2 Global Inc 48123V102 Asset Minor Code 42 ACCOUNT 000012586403	655.000	20,043.00 30.6000	16,301.09	3,741.91 1,415.30	.00	2.94
Juniper Networks Inc 48203R104 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 19.6700	.00	.00 1,637.71	.00	0.00
Kla Tencor Corporation 482480100 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 47.7600	.00	.00 118.82	.00	0.00
Keycorp New 493267108 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 8.4200	.00	.00 -2,311.76	.00	0.00

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Kimberly Clark Corp 494368103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 84.4300	.00	.00 - 4,794.50	.00	0.00
Kimco Realty Corp 49446R109 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 19.3200	.00	.00 - 103.15	.00	0.00
Kinder Morgan Inc 49456B101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 35.3300	.00	.00 - 144.14	.00	0.00
Kinder Morgan Inc Del Wt 2/15/17 49456B119 Asset Minor Code 3 ACCOUNT 000012586402	.000	.00 3.7800	.00	.00 - 66.04	.00	0.00
Kindred Healthcare Inc 494580103 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 10.8200	.00	.00 2,765.91	.00	0.00
Koppers Hldgs Inc 50060P106 Asset Minor Code 42 ACCOUNT 000012586403	431.000	16,442.65 38.1500	15,504.58	938.07 1,633.49	103.44	2.51
Kraft Foods Inc C I A 50075N104 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 25.4532	.00	.00 5,082.94	.00	0.00
Kraft Foods Group Inc 50076Q106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 45.4700	.00	.00 - 2,049.42	.00	0.00

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Lkq Corp 501889208 Asset Minor Code 42 ACCOUNT 000012586404	1,826.000	38,528.60 21.1000	16,598.68	21,929.92 11,065.56	.00	0.00
L3 Communications Hldgs Inc 502424104 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 76.6200	.00	.00 91.35	.00	0.00
Legg Mason Inc 524901105 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 25.7200	.00	.00 -1,884.08	.00	0.00
Leucadia Natl Corp 527288104 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 23.7900	.00	.00 -2,991.74	.00	0.00
Lexmark International Inc 529771107 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 23.1900	.00	.00 1,223.69	.00	0.00
Life Technologies Corp 53217V109 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 49.0300	.00	.00 -511.94	.00	0.00
Eli Lilly Co 532457108 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 49.3200	.00	.00 -21,402.39	.00	0.00
Linear Technology Corp 535678106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 34.3000	.00	.00 368.50	.00	0.00
Loews Corp 540424108 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 40.7500	.00	.00 -51.71	.00	0.00

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Lowes Co Inc 548661107 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 35.5200	.00	.00 - 1,501.30	.00	0.00
MT Bank Corp 55261F104 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 98.4700	.00	.00 - 1,311.84	.00	0.00
Magma Design Automation Inc 559181102 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 7.3400	.00	.00 - 1,013.49	.00	0.00
Marathon Oil Corporation 565849106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 30.6600	.00	.00 - 12,622.66	.00	0.00
Marathon Petroleum Corp 56585A102 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 63.0000	.00	.00 - 2,979.11	.00	0.00
Marsh McLennan Cos Inc 571748102 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 34.4700	.00	.00 - 1,050.92	.00	0.00
Matthews Intl Corp Cl A 577128101 Asset Minor Code 42 ACCOUNT 000012586403	275.000	8,827.50 32.1000	8,343.86	483.64 184.25	.00	1.24
Maxwell Technologies Inc 577767106 Asset Minor Code 42 ACCOUNT 000012586404	703.000	5,834.90 8.3000	12,800.79	- 6,965.89 - 6,965.89	.00	0.00
Maximus Inc 577933104 Asset Minor Code 42 ACCOUNT 000012586404	534.000	33,759.48 63.2200	10,028.03	23,731.45 11,678.58	.00	0.56

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McDonalds Corp 580135101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 88.2100	.00	.00 - 875.61	.00	0.00
McKesson Corporation 58155Q103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 96.9600	.00	.00 3,064.44	.00	0.00
Meadwestvaco Corp 583334107 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 31.8700	.00	.00 - 436.84	.00	0.00
M E D T O X Scientific Inc 584977201 Asset Minor Code 42 ACCOUNT 000012586404	.000	.00 27.0000	.00	.00 - 610.18	.00	0.00
Mednax Inc 58502B106 Asset Minor Code 42 ACCOUNT 000012586404	346.000	27,513.92 79.5200	16,905.05	10,608.87 2,598.46	.00	0.00
Medtronic Inc 585055106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 41.0200	.00	.00 - 6,866.87	.00	0.00
Merck And Co Inc New 58933Y105 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 40.9400	.00	.00 - 31,259.87	.00	0.00
Meredith Corp 589433101 Asset Minor Code 42 ACCOUNT 000012586403	300.000	10,335.00 34.4500	8,518.75	1,816.25 486.95	.00	4.44
Microsoft Corp 594918104 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 26.7097	.00	.00 - 4,334.05	.00	0.00

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Micron Technology Inc 595112103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 6.3400	.00	.00 - 2,129.70	.00	0.00
Mid-Amer Apt Cmnitys Inc 59522J103 Asset Minor Code 42 ACCOUNT 000012586403	149.000	9,647.75 64.7500	6,865.36	2,782.39 327.80	.00	4.29
Minerals Technologies Inc 603158106 Asset Minor Code 42 ACCOUNT 000012586403	356.000	14,211.52 39.9200	11,230.93	2,980.59 3,073.07	.00	0.50
Mobile Mini Inc 60740F105 Asset Minor Code 42 ACCOUNT 000012586404	869.000	18,117.78 20.8490	15,413.11	2,704.67 3,326.14	.00	0.00
Molson Coors Brewing Co CIB 60871R209 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 42.7900	.00	.00 - 1,117.26	.00	0.00
Mondelez International W I 609207105 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 25.4532	.00	.00 - 5,492.64	.00	0.00
Monro Muffler Brake Inc. 610236101 Asset Minor Code 42 ACCOUNT 000012586403	316.000	11,028.43 34.9001	11,957.79	- 929.36 - 929.36	.00	1.14
Morgan Stanley 617446448 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 19.1200	.00	.00 - 3,046.29	.00	0.00

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Motorola Solutions Inc 620076307 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 55.6800	.00	.00 - 152.80	.00	0.00
Murphy Oil Corp 626717102 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 59.5500	.00	.00 - 224.44	.00	0.00
Mylan Inc 628530107 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 27.4500	.00	.00 - 924.25	.00	0.00
Nrg Energy Inc 629377508 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 22.9900	.00	.00 - 1,113.61	.00	0.00
NYSE Euronext 629491101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 31.5400	.00	.00 524.25	.00	0.00
Napco Security Technologies Inc 630402105 Asset Minor Code 42 ACCOUNT 000012586404	.000	.00 3.6400	.00	.00 247.38	.00	0.00
Nasdaq Omx Group, Inc 631103108 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 24.9900	.00	.00 - 1,567.62	.00	0.00
National Instrs Corp 636518102 Asset Minor Code 42 ACCOUNT 000012586404	1,113.000	28,726.53 25.8100	20,603.23	8,123.30 - 155.82	.00	2.16
National Oilwell Varco Inc 637071101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 68.3500	.00	.00 - 931.86	.00	0.00

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Neogen Corp 640491106 Asset Minor Code 42 ACCOUNT 000012586404	541.000	24,518.12 45.3200	8,722.96	15,795.16 7,941.88	.00	0.00
Netapp Inc 64110D104 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 33.5500	.00	.00 316.05	.00	0.00
Newfield Expl Co 651290108 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 26.7800	.00	.00 - 770.76	.00	0.00
Newmont Mining Corp 651639106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 46.4400	.00	.00 6,195.08	.00	0.00
News Corp Inc CI A 65248E104 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 25.5100	.00	.00 - 21,903.05	.00	0.00
Nextera Energy Inc 65339F101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 69.1900	.00	.00 - 9,843.07	.00	0.00
Norfolk Southn Corp 655844108 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 61.8400	.00	.00 - 2,777.78	.00	0.00
Northeast Utilis 664397106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 39.0800	.00	.00 - 1,190.73	.00	0.00

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Northern Tr Corp 665859104 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 50.1600	.00	.00 - 4,399.56	.00	0.00
Northwestern Corp 668074305 Asset Minor Code 42 ACCOUNT 000012586403	397.000	13,787.81 34.7300	9,570.19	4,217.62 - 420.82	.00	4.26
Novellus Systems Inc 670008101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 40.3900	.00	.00 - 2,988.09	.00	0.00
Nucor Corp 670346105 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 43.1600	.00	.00 - 165.48	.00	0.00
Occidental Petroleum Corporation 674599105 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 76.6100	.00	.00 - 16,490.46	.00	0.00
Old Dominion Fight Line Inc 679580100 Asset Minor Code 42 ACCOUNT 000012586403	282.000	9,666.96 34.2800	3,677.55	5,989.41 - 2,994.44	.00	0.00
Omnicom Group Inc 681919106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 49.9600	.00	.00 1,426.12	.00	0.00
Oracle Corporation 68389X105 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 33.3200	.00	.00 - 486.15	.00	0.00



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P G E Corp 69331C108 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 40.1800	.00	.00 - 4,066.99	.00	0.00
P N C Financial Services Group Inc 693475105 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 58.3100	.00	.00 - 4,477.22	.00	0.00
PS Business Pks Inc 69360J107 Asset Minor Code 42 ACCOUNT 000012586403	213.000	13,840.74 64.9800	12,296.09	1,544.65 2,034.15	.00	2.70
Paccar Inc 693718108 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 45.2100	.00	.00 - 614.51	.00	0.00
Pacwest Bancorp 695263103 Asset Minor Code 42 ACCOUNT 000012586403	265.000	6,564.05 24,7700	6,656.11	- 92.06 - 92.06	.00	4.03
Parker Hannifin Corp 701094104 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 85.0600	.00	.00 - 888.75	.00	0.00
Patterson Companies Inc 703395103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 34.2300	.00	.00 79.87	.00	0.00
Paychex Inc 704326107 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 31.1000	.00	.00 - 403.26	.00	0.00
Pegasystems Inc 705573103 Asset Minor Code 42 ACCOUNT 000012586404	368.000	8,346.24 22.6800	17,039.87	- 8,693.63 - 2,472.96	.00	0.52



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Pepco Hldgs Inc 713291102 Asset Minor Code 42 ACCOUNT 000012586402	.000	19.6100	.00	-1,832.71	.00	0.00
Pepsico Inc 713448108 Asset Minor Code 42 ACCOUNT 000012586402	.000	68.4300	.00	-1,856.24	.00	0.00
Perkin Elmer Inc 714046109 Asset Minor Code 42 ACCOUNT 000012586402	.000	31.7400	.00	-725.91	.00	0.00
Pfizer Inc 717081103 Asset Minor Code 42 ACCOUNT 000012586402	.000	25.0793	.00	-69,143.09	.00	0.00
Philip Morris Intl 718172109 Asset Minor Code 42 ACCOUNT 000012586402	.000	83.6400	.00	-14,325.90	.00	0.00
Phillips 66 718546104 Asset Minor Code 42 ACCOUNT 000012586402	.000	53.1000	.00	-50,547.23	.00	0.00
Pinnacle West Cap Corp 723484101 Asset Minor Code 42 ACCOUNT 000012586402	.000	50.9800	.00	-9,042.90	.00	0.00
Pitney Bowes Inc 724479100 Asset Minor Code 42 ACCOUNT 000012586402	.000	10.6400	.00	128.92	.00	0.00
Plexus Corp 729132100 Asset Minor Code 42 ACCOUNT 000012586403	551.000	14,215.80 25.8000	10,732.24	3,483.56 -694.25	.00	0.00



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Portfolio Recovery Associates 73640Q105 Asset Minor Code 42 ACCOUNT 000012586404	291.000	31,096.26 106.8600	11,402.89	19,693.37 11,447.94	.00	0.00
Power Integrations Inc 739276103 Asset Minor Code 42 ACCOUNT 000012586404	458.000	15,393.38 33.6100	12,696.11	2,697.27 206.10	.00	0.59
Praxair Inc 74005P104 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 109.4500	.00	.00 - 1,642.87	.00	0.00
Principal Financial Group Inc 74251V102 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 28.5200	.00	.00 - 1,600.71	.00	0.00
Procter & Gamble Co 742718109 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 67.8900	.00	.00 - 34,265.35	.00	0.00
Progress Software Corp 743312100 Asset Minor Code 42 ACCOUNT 000012586403	747.000	15,679.53 20.9900	12,828.93	2,850.60 1,225.08	.00	0.00
Prologis Inc 74340W103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 36.4900	.00	.00 - 1,084.81	.00	0.00
Prudential Financial Inc 744320102 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 53.3300	.00	.00 - 879.69	.00	0.00

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Public Svc Enterprise Group Inc 744573106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 30.6000	.00	.00 - 8,744.63	.00	0.00
Public Storage Inc 74460D109 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 144.9600	.00	.00 - 4,326.22	.00	0.00
Qualcomm Inc 747525103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 61.8596	.00	.00 - 24,634.58	.00	0.00
Quality Systems Inc 747582104 Asset Minor Code 42 ACCOUNT 000012586404	.000	.00 17.3600	.00	.00 - 1,928.48	.00	0.00
Quest Software Inc 74834T103 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 28.0000	.00	.00 841.58	.00	0.00
Rli Corp 749607107 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 64.6600	.00	.00 - 1,890.40	.00	0.00
Raytheon Company 755111507 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 57.5600	.00	.00 - 2,975.94	.00	0.00
Regions Finl Corp 7591EP100 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 7.1300	.00	.00 - 858.95	.00	0.00

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Resources Connection Inc 76122Q105 Asset Minor Code 42 ACCOUNT 000012586404	.000	.00 11.9300	.00	.00 7,416.59	.00	0.00
Reynolds American Inc 761713106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 41.4300	.00	.00 - 4,147.61	.00	0.00
Rollins Inc 775711104 Asset Minor Code 42 ACCOUNT 000012586404	1,641.000	36,167.64 22.0400	18,311.86	17,855.78 - 295.38	.00	1.45
Rowan Companies Inc 779382100 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 35.1800	.00	.00 1,639.92	.00	0.00
Rush Enterprises Inc 781846209 Asset Minor Code 42 ACCOUNT 000012586403	592.000	12,236.64 20.6700	10,781.66	1,454.98 1,454.98	.00	0.00
Saic Inc 78390X101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 11.3200	.00	.00 412.38	.00	0.00
Slim Corp 78442P106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 17.1300	.00	.00 - 402.43	.00	0.00
Sps Commerce Inc 78463M107 Asset Minor Code 42 ACCOUNT 000012586404	537.000	20,013.99 37.2700	9,360.34	10,653.65 6,078.84	.00	0.00
Sanderson Farms Inc 800013104 Asset Minor Code 42 ACCOUNT 000012586403	305.000	14,502.75 47.5500	11,439.77	3,062.98 3,062.98	.00	1.43

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Sandisk Corp 80004C101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 43.5000	.00		.00 - 1,374.02	.00	0.00
Seana Corporation 80589M102 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 45.6400	.00		.00 - 7,916.47	.00	0.00
Scquest Inc 80908T101 Asset Minor Code 42 ACCOUNT 000012586404	809.000	12,830.74 15.8600	12,586.49		244.25 636.87	.00	0.00
Scripps Networks Interactive Inc 811065101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 57.9200	.00		.00 - 795.13	.00	0.00
Sealed Air Corp 81211K100 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 17.5100	.00		.00 4,631.70	.00	0.00
Selective Ins Group Inc 816300107 Asset Minor Code 42 ACCOUNT 000012586403	827.000	15,936.29 19.2700	14,891.11		1,045.18 945.30	.00	2.69
Semtech Corp 816850101 Asset Minor Code 42 ACCOUNT 000012586404	1,015.000	29,384.25 28.9500	17,042.75		12,341.50 4,191.95	.00	0.00
Sempra Energy 816851109 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 70.9400	.00		.00 - 5,619.80	.00	0.00
Shenwin Williams Co 824348106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 153.8200	.00		.00 - 574.51	.00	0.00

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Sigma Aldrich Corp 826552101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 73.5800	.00	.00 671.70	.00	0.00
Signature Bk 82669G104 Asset Minor Code 42 ACCOUNT 000012586403	136.000	9,702.24 71,3400	3,592.71	6,109.53 - 1,847.27	.00	0.00
Snap On Inc 833034101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 78.9900	.00	.00 372.76	.00	0.00
Snap On Inc 833034101 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 78.9900	.00	.00 - 3,749.44	.00	0.00
Total Snap On Inc	.000	.00	.00	.00 - 3,376.68	.00	0.00
Southern Co 842587107 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 42.8100	.00	.00 - 1,799.28	.00	0.00
Southwest Airlines Co 844741108 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 10.2400	.00	.00 - 824.99	.00	0.00
Spectra Energy Corp 847560109 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 27.3800	.00	.00 - 1,648.32	.00	0.00
Sprint Nextel Corp 852061100 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 5.6700	.00	.00 - 1,083.81	.00	0.00

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Staples Inc 855030102 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 11.4000	.00	.00 4,777.26	.00	0.00
State Str Corp 857477103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 47.0100	.00	.00 - 8,111.15	.00	0.00
Stratasy Inc 862685104 Asset Minor Code 42 ACCOUNT 000012586404	.000	.00 68.2300	.00	.00 12,922.64	.00	0.00
Stryker Corp 863667101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 54.8200	.00	.00 - 409.22	.00	0.00
Suntrust Bks Inc 867914103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 28.3500	.00	.00 - 5,041.99	.00	0.00
Sykes Enterprises Inc 871237103 Asset Minor Code 42 ACCOUNT 000012586403	749.000	11,399.78 15.2200	11,309.68	90.10 90.10	.00	0.00
Symantec Corp 871503108 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 18.8200	.00	.00 5,740.47	.00	0.00
Sysco Corp 871829107 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 31.6600	.00	.00 - 252.27	.00	0.00
Techne Corp 878377100 Asset Minor Code 42 ACCOUNT 000012586404	298.000	20,365.32 68.3400	21,044.40	- 679.08 - 389.81	.00	1.75
Tellabs Inc 879664100 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 2.2800	.00	.00 - 2,057.73	.00	0.00



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Texas Instruments Inc 882508104 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 30.8900	.00	.00 - 16,665.81	.00	0.00
Thermo Fisher Scientific Inc 883556102 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 63.7800	.00	.00 2,186.71	.00	0.00
3D Sys Corp Del 88554D205 Asset Minor Code 42 ACCOUNT 000012586404	317.000	16,911.95 53.3500	9,007.33	7,904.62 7,904.62	.00	0.00
3M Co 88579Y101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 92.8500	.00	.00 - 7,208.57	.00	0.00
Time Warner Inc 887317303 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 47.8300	.00	.00 - 9,164.27	.00	0.00
Time Warner Cable Inc 88732J207 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 97.1900	.00	.00 - 2,894.82	.00	0.00
Toro Co 891092108 Asset Minor Code 42 ACCOUNT 000012586403	354.000	15,214.92 42.9800	5,739.53	9,475.39 3,044.23	.00	1.30
Tower Group Inc 891777104 Asset Minor Code 42 ACCOUNT 000012586403	450.000	8,005.32 17.7896	9,234.46	- 1,229.14 - 1,229.14	.00	4.21

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Travelers Cos Inc 89417E109 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 71.8200	.00	.00 -9,156.13	.00	0.00
Treehouse Foods Inc 89469A104 Asset Minor Code 42 ACCOUNT 000012586403	309.000	16,108.17 52.1300	8,230.89	7,877.28 -4,094.25	.00	0.00
Tripadvisor Inc 896945201 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 41.9200	.00	.00 1,131.40	.00	0.00
Umb Finl Corp 902788108 Asset Minor Code 42 ACCOUNT 000012586403	288.000	12,620.16 43.8200	11,329.53	1,290.63 1,242.80	.00	1.96
Ultimate Software Group Inc 90385D107 Asset Minor Code 42 ACCOUNT 000012586404	490.000	46,260.90 94.4100	14,678.12	31,582.78 11,933.47	.00	0.00
Umpqua Holdings Corp 904214103 Asset Minor Code 42 ACCOUNT 000012586403	1,002.000	11,813.58 11.7900	12,948.23	-1,134.65 -1,134.65	.00	3.05
Union Pacific Corp 907818108 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 125.7200	.00	.00 -3,509.82	.00	0.00
United Bankshares Inc W Va 909907107 Asset Minor Code 42 ACCOUNT 000012586403	299.000	7,277.66 24.3400	7,433.99	-156.33 -1,175.07	92.69	5.09

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United Nat Foods Inc 911163103 Asset Minor Code 42 ACCOUNT 000012586404	578.000	30,975.02 53.5900	12,873.33	18,101.69 7,849.24	.00	0.00
United Parcel Service Inc C/B 911312106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 73.7300	.00	.00 - 3,353.14	.00	0.00
United Stationers Inc 913004107 Asset Minor Code 42 ACCOUNT 000012586403	260.000	8,057.40 30.9900	5,184.24	2,873.16 - 408.20	36.40	1.80
United Technologies Corp 913017109 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 82.0100	.00	.00 - 990.71	.00	0.00
Valero Energy Corp 91913Y100 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 34.1200	.00	.00 - 1,511.15	.00	0.00
Valley Natl Bancorp 919794107 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 9.3000	.00	.00 206.42	.00	0.00
Value Click Inc 92046N102 Asset Minor Code 42 ACCOUNT 000012586403	659.000	12,791.19 19.4100	8,886.90	3,904.29 466.88	.00	0.00
Verisign Inc 92343E102 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 38.8200	.00	.00 - 1,063.46	.00	0.00

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Verizon Communications Inc 92343V104 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 43.2700	.00	.00 - 8,070.53	.00	0.00
Verint Systems Inc 92343X100 Asset Minor Code 42 ACCOUNT 000012586404	482.000	14,151.52 29.3600	7,739.39	6,412.13 877.24	.00	0.00
Viacom Inc Class B 92553P201 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 52.7400	.00	.00 - 18,534.31	.00	0.00
Visa Inc Class A Shares 92826C839 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 151.5800	.00	.00 - 773.90	.00	0.00
Vocus Inc 92858J108 Asset Minor Code 42 ACCOUNT 000012586403	717.000	12,461.46 17.3800	11,272.52	1,188.94 1,188.94	.00	0.00
Vornado Realty Trust 929042109 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 80.0800	.00	.00 - 3,126.41	.00	0.00
Walgreen Co 931422109 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 37.0100	.00	.00 - 93.80	.00	0.00
Washington Post Class B 939640108 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 365.2100	.00	.00 - 6,023.76	.00	0.00

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Watson Pharmaceuticals Inc 942683103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 86.0000	.00	.00 - 378.64	.00	0.00
Wells Fargo Co 949746101 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 34.1800	.00	.00 - 78,912.73	.00	0.00
Western Digital Corp 958102105 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 42.4900	.00	.00 - 383.79	.00	0.00
Western Union Co 959802109 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 13.6100	.00	.00 - 327.49	.00	0.00
Weyerhaeuser Co 962166104 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 27.8200	.00	.00 - 8,429.87	.00	0.00
Whirlpool Corp 963320106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 101.7500	.00	.00 - 154.32	.00	0.00
Wisconsin Energy Corporation 976657106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 36.8500	.00	.00 - 6,067.23	.00	0.00
Wright Medical Group 982351107 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 20.9900	.00	.00 - 1,021.18	.00	0.00

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ASSET DETAIL (continued)

DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKT
Xcel Energy Inc. 98389B100 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 26.7100	.00	.00 -3,948.74	.00	0.00
Xerox Corp 984121103 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 6.8200	.00	.00 1,290.61	.00	0.00
Yahoo Inc 984332106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 19.9000	.00	.00 -9,974.53	.00	0.00
Zebra Technologies Corp Cl A 989207105 Asset Minor Code 42 ACCOUNT 000012586403	369.000	14,505.39 39.3100	13,639.23	866.16 866.16	.00	0.00
Total Domestic Common Stocks	60,730.000	1,731,996.97 (A)	1,241,071.01 (B)	490,925.96 -1,533,163.99	420.46	1.05

Foreign Stocks

Argo Group Intl Hldgs Ltd G0464B107 Asset Minor Code 53 ACCOUNT 000012586403	410.000	13,771.90 33.5900	13,621.01	150.89 1,898.30	.00	1.42
Covidien Plc G2554F113 Asset Minor Code 53 ACCOUNT 000012586402	.000	.00 57.7400	.00	.00 105.28	.00	0.00
Fabrinet G3323L100 Asset Minor Code 53 ACCOUNT 000012586403	1,033.000	13,573.62 13.1400	16,538.06	-2,964.44 -2,964.44	.00	0.00
Helen Of Troy Corp Ltd G4388N106 Asset Minor Code 53 ACCOUNT 000012586403	201.000	6,717.42 33.4200	6,541.08	176.34 176.34	.00	0.00

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ASSET DETAIL (continued)

DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKT
Ingersoll Rand Plc G47791101 Asset Minor Code 53 ACCOUNT 000012586402	.000	.00 47.9600	.00	.00 - 1,449.36	.00	0.00
Invesco Ltd G491BT108 Asset Minor Code 53 ACCOUNT 000012586402	.000	.00 26.0900	.00	.00 - 203.97	.00	0.00
Nabors Industries Ltd G6359F103 Asset Minor Code 53 ACCOUNT 000012586402	.000	.00 14.4500	.00	.00 564.28	.00	0.00
Xi Group Plc G98290102 Asset Minor Code 53 ACCOUNT 000012586402	.000	.00 25.0600	.00	.00 - 1,168.08	.00	0.00
Ace Ltd H0023R105 Asset Minor Code 53 ACCOUNT 000012586402	.000	.00 79.8000	.00	.00 - 4,771.16	.00	0.00
Noble Corp H5833N103 Asset Minor Code 53 ACCOUNT 000012586402	.000	.00 34.8200	.00	.00 15,143.21	.00	0.00
Te Connectivity Ltd H84989104 Asset Minor Code 53 ACCOUNT 000012586402	.000	.00 37.1200	.00	.00 - 823.95	.00	0.00
Tyco International Ltd H89128104 Asset Minor Code 53 ACCOUNT 000012586402	.000	.00 29.2500	.00	.00 - 9,726.00	.00	0.00
Stratays Ltd M85548101 Asset Minor Code 53 ACCOUNT 000012586404	326.000	26,128.90 80,1500	23,801.26	2,327.64 2,327.64	.00	0.00

Corporate Stock

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Σ(A) = 1,812,933 Fair Market Value
Σ(B) = 1,324,635 Book Value



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ASSET DETAIL (continued)

DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKT
Carnival Corp 143658300 Asset Minor Code 53 ACCOUNT 000012586402	.000	.00 36.7700	.00	.00 - 1,301.91	.00	0.00
Ritchie Bros Auctioneers Inc 767744105 Asset Minor Code 53 ACCOUNT 000012586404	993.000	20,743.77 20.8900	23,062.40	- 2,318.63 - 1,181.67	.00	2.34
Schlumberger Ltd 806857108 Asset Minor Code 53 ACCOUNT 000012586402	.000	.00 69.2986	.00	.00 9,918.09	.00	0.00
Total Foreign Stocks	2,963.000	80,935.61 (A)	83,563.81 (B)	- 2,628.20 6,542.60	.00	0.84

Mutual Funds

Mutual Funds-Equity

Aberdeen Fds Emrgn 003021714 Asset Minor Code 98 ACCOUNT 000012586401	.000	.00 15.8600	.00	.00 239,242.76	.00	0.00
American Europacific Growth Fund F 298706409 Asset Minor Code 98 ACCOUNT 000012586401	.000	.00 40.9900	.00	.00 582,782.08	.00	0.00
American Europacific Grth F2 29875E100 Asset Minor Code 98 ACCOUNT 000012586401	97,161.345	3,998,189.35 41.1500	3,849,532.48	148,656.87 148,656.87	.00	1.98
Forward International Real Estate 34986P101 Asset Minor Code 98 ACCOUNT 000012586401	87,013.377	1,500,110.62 17.2400	1,522,734.09	- 22,623.47 - 22,623.47	.00	8.27

Form 990-PF, Part II Ln 10c
Corporate Bonds
 $\Sigma \textcircled{C} = 5,444,792$
 $\Sigma \textcircled{D} = 4,789,923$

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ASSET DETAIL (continued)

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Teck Resources Ltd 6 250% 7/15/41 Standard & Poors Rating BBB Moody's Rating BAA2 878742AW5 Asset Minor Code 33 ACCOUNT 000012586400	20,000.000	23,525.20 117.6260	19,943.39	3,581.81 420.61	576.39	5.35
Total Foreign Issues	590,000.000	$\textcircled{C}$ 700,473.90	$\textcircled{D}$ 588,786.09	111,687.81 32,842.97	9,522.35	5.16

Municipal Issues

Illinois ST 5.877% 3/01/19 Standard & Poors Rating: A Moody's Rating: A2 452152HU8 Asset Minor Code 39 ACCOUNT 000012586400	65,000.000	74,573.85 114.7290	65,000.00	9,573.85 4,640.35	1,273.35	5.14
Total Municipal Issues	65,000.000	$\textcircled{C}$ 74,573.85	$\textcircled{D}$ 65,000.00	9,573.85 4,640.35	1,273.35	5.14

Domestic Common Stocks

Pentair Inc H6169Q108 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 49.1500	.00	.00 -3,557.50	.00	0.00
The Adt Corporation 00101J106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 46.4900	.00	.00 -4,643.01	.00	0.00
Agl Res Inc 001204106 Asset Minor Code 42 ACCOUNT 000012586402	.000	.00 39.9700	.00	.00 -2,097.13	.00	0.00

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ASSET DETAIL (continued)

DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MKT
Wachovia Cap Tr 5.800% 3/29/49 Standard & Poors Rating: BBB+ Moody's Rating: BAA3 92978AAA0 Asset Minor Code 28 ACCOUNT 000012586400	40,000,000	39,800.00 99 5000	35,189.14	4,610.86 6,258.53	109 56	5 82
Gs Capital II 5.793% 12/29/49 Standard & Poors Rating: Bb+ Moody's Rating BA2 381427AA1 Asset Minor Code 28 ACCOUNT 000012586400	.000	.00 78 1080	.00	.00 8,672.80	.00	0.00
Merrill Lynch 5.690% 2/12/51 Standard & Poors Rating: AA- Moody's Rating: AAA 59025WAE6 Asset Minor Code 31 ACCOUNT 000012586400	30,000,000	35,505.00 118.3500	27,388.69	8,116.31 2,824.83	142.25	4.81
Total Corporate Issues	4,333,060,630	4,669,743.84	4,136,137.38	533,606.46 201,058.62	52,127.23	4.70

Foreign Issues

Ingersoll Rand GI 9.500% 4/15/14 Standard & Poors Rating: BBB+ Moody's Rating: BAA1 45687AAE2 Asset Minor Code 35 ACCOUNT 000012586400	50,000 000	55,335.50 110.6710	49,994.58	5,340.92 -2,783.83	1,002.78	8.58
Tyco Intl Financ 3 375% 10/15/15 Standard & Poors Rating: BBB+ Moody's Rating A3 902118BN7 Asset Minor Code 35 ACCOUNT 000012586400	80,000 000	84,859.20 106.0740	79,859.69	4,999.51 1,090.60	570.00	3.20