Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation
ROBERTI HELEN CHARITABLE TRUST 110010955534

A Employer identification number
36-7056111

Number and street (or P O box number if mail is not delivered to street address)
111 WEST MONROE STREET TAX DIV 10C

Room/suite

B Telephone number (see instructions)
312- 461-5154

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 4,877,198.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	154,117.	144,923.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	137,346.			
b	Gross sales price for all assets on line 6a 1,352,675.				
7	Capital gain net income (from Part IV, line 2)		137,346.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	291,463.	282,269.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	46,070.	23,035.		23,035.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 5	1,080.	540.	NONE	540.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 6	4,917.	875.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 7	919.	904.		15.
24	**Total operating and administrative expenses.** Add lines 13 through 23	52,986.	25,354.	NONE	23,590.
25	Contributions, gifts, grants paid	209,390.			209,390.
26	**Total expenses and disbursements** Add lines 24 and 25	262,376.	25,354.	NONE	232,980.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	29,087.			
b	**Net investment income** (if negative, enter -0-)		256,915.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II	**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	442,669.	94,943.	94,943.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)	1,005,561.	694,746.	756,350.
b	Investments - corporate stock (attach schedule)	1,664,852.	2,013,118.	2,452,248.
c	Investments - corporate bonds (attach schedule)	1,090,090.	1,430,123.	1,552,657.
11	Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)	2.	2.	21,000.
14	Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ACCRUED INTEREST PAID)	153.	NONE	
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	4,203,327.	4,232,932.	4,877,198.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	4,203,327.	4,232,932.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	4,203,327.	4,232,932.	
31	**Total liabilities and net assets/fund balances** (see instructions)	4,203,327.	4,232,932.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,203,327.
2	Enter amount from Part I, line 27a	2	29,087.
3	Other increases not included in line 2 (itemize) ▶ TIMING DIFFERENCES	3	518.
4	Add lines 1, 2, and 3	4	4,232,932.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,232,932.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,352,675.		1,215,329.	137,346.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				137,346.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	137,346.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	224,505.	4,733,509.	0.047429
2010	213,132.	4,540,934.	0.046936
2009	234,880.	4,264,416.	0.055079
2008	262,869.	4,811,098.	0.054638
2007	242,433.	5,400,357.	0.044892

2	**Total** of line 1, column (d)	2	0.248974
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049795
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,833,383.
5	Multiply line 4 by line 3	5	240,678.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,569.
7	Add lines 5 and 6	7	243,247.
8	Enter qualifying distributions from Part XII, line 4	8	232,980.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	5,138.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	5,138.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	5,138.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,872.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	3,872.
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	1,266.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 8 Telephone no ▶

Located at ▶ ZIP+4 ▶

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

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

		Yes	No
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?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
If "Yes," list the years ▶ , , ,			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ , , ,			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **6b** | | X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (**If not paid, enter -0-**)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BMO HARRIS BANK N.A. TAX DIVISION 10C, CHICAGO, IL 60603	TRUSTEE	46,070.	-0-	-0-

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,742,859.
b	Average of monthly cash balances	1b	164,129.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,906,988.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,906,988.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	73,605.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,833,383.
6	**Minimum investment return.** Enter 5% of line 5	6	241,669.

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	241,669.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,138.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,138.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	236,531.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	236,531.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	236,531.

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	232,980.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	232,980.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	232,980.

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

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					236,531.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				209,390.	
b	Total for prior years: 20 10 ,20_____,20_____			NONE		
3	Excess distributions carryover, if any, to 2012:					
a	From 2007	NONE				
b	From 2008	NONE				
c	From 2009	NONE				
d	From 2010	NONE				
e	From 2011	NONE				
f	**Total** of lines 3a through e		NONE			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 232,980.					
a	Applied to 2011, but not more than line 2a				209,390.	
b	Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2012 distributable amount					23,590.
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions					
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					212,941.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		NONE			
10	Analysis of line 9:					
a	Excess from 2008	NONE				
b	Excess from 2009	NONE				
c	Excess from 2010	NONE				
d	Excess from 2011	NONE				
e	Excess from 2012	NONE				

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
UNIVERSITY OF ARIZONA GRADUATE COLLEGE P.O. BOX 210066 TUCSON AZ 85721	NONE	PUBLIC	CHARITABLE	117,820.
NATIONAL JUDICIAL COLLEGE JUDICIAL COLLEGE BUILDING MS 358 RENO NV 895	NONE	PUBLIC	CHARITABLE	6,900.
MINNESOTA STATE UNIVERSITY MOORHEAD 1004 7TH AVENUE SOUTH MOORHEAD MN 56563	NONE	PUBLIC	CHARITABLE	9,400.
AMERICAN INDIAN EDUCATION FOUNDATION 2401 EGLIN STREET RAPID CITY SD 57703	NONE	PUBLIC	CHARITABLE	4,850.
UNIVERSITY OF NORTH DAKOTA AMERICAN INDIAN ST P.O. BOX 8274 GRAND FORKS ND 58202	NONE	PUBLIC	CHARITABLE	23,000.
SOUTH DAKOTA STATE UNIVERSITY 823 MEDARY AVE, BOX 2201 BROOKINGS SD 57007	NONE	PUBLIC	CHARITABLE	17,020.
AMERICAN INDIAN COLLEGE FUND 8333 GREENWOOD BLVD DENVER CO 80221	NONE	PUBLIC	CHARITABLE	12,000.
SALISH KOOTENAI COLLEGE FOUNDATION INC P.O. BOX 117 PABLO MT 59855	NONE	PUBLIC	CHARITABLE	18,400.
Total . . . . ▶ 3a				209,390.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	154,117.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	137,346.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				291,463.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . **13** 291,463.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

BMO Harris Bank N.A., Trustee

▶ Signature of officer or trustee | 5/14/13 Date | ▶ V.P. Title

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

Paid Preparer Use Only

Print/Type preparer's name PATRICK T. BURKE	Preparer's signature Patrick T Burke	Date 5/7/13	Check ☐ if self-employed	PTIN P00010768
Firm's name ▶ FRIEDMAN & HUEY ASSOCIATES LLP			Firm's EIN ▶ 36-3382360	
Firm's address ▶ 1313 WEST 175TH STREET HOMEWOOD, IL 60430			Phone no 708-799-6800	

Form 990-PF (2012)

JSA
2E1493 1 000

• *Details of assets in your account*

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CASH & SHORT-TERM							
VIRTUS INSIGHT GOVERNMENT MONEY MARKET FUND I	94,942.060	1.0000	94,942.06	94,942.06	0.00	9.50	0.01%
VIRTUS INSIGHT GOVERNMENT MONEY MARKET FUND I (INCOME INVESTMENT)	0.980	1.0000	0 98	0.98	0.00	0.00	0 00%
TOTAL CASH & SHORT-TERM			**$94,943.04**	**$94,943.04**	**$0.00**	**$9.50**	**.01%**
FIXED INCOME/LOW VOLATILITY							
U.S. government bonds							
FEDERAL FARM CREDIT BANK DTD 11/18/2005 4.875% 12/16/2015 NON CALLABLE MOODYS: AAA S&P: AA+	75,000.000	112.8670	84,650.25	82,548.75	2,101.50	3,656.25	4.32%
FEDERAL HOME LOAN BANK DTD 08/07/2006 5.250% 09/13/2013 NON CALLABLE MOODYS. AAA S&P: AA+	50,000.000	103.5090	51,754 50	50,287 00	1,467.50	2,625.00	5.07%
FEDERAL HOME LOAN BANK DTD 11/04/2005 5.000% 12/21/2015 NON CALLABLE MOODYS. AAA S&P: AA+	50,000 000	113.5430	56,771.50	51,578.50	5,193.00	2,500.00	4.40%
FEDERAL HOME LOAN BANK DTD 06/22/2007 5.500% 08/13/2014 NON CALLABLE MOODYS: AAA S&P: AA+	50,000.000	108.5630	54,281.50	50,610.05	3,671.45	2,750.00	5.07%

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

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
FEDERAL HOME LOAN BANK DTD 08/03/2007 5.250% 09/12/2014 NON CALLABLE MOODYS. AAA S&P: AA+	50,000.000	108.2820	54,141.00	50,141.00	4,000.00	2,625.00	4.85%
FEDERAL HOME LOAN BANK DTD 08/07/2009 3.750% 09/09/2016 NON CALLABLE MOODYS: AAA S&P: AA+	50,000.000	111.9590	55,979.50	51,102.00	4,877.50	1,875.00	3.35%
FEDERAL HOME LOAN MORTGAGE CORP DTD 07/16/2004 5.000% 07/15/2014 MOODYS: AAA S&P: AA+	100,000.000	107.2720	107,272.00	99,127.70	8,144.30	5,000.00	4.66%
FEDERAL HOME LOAN MORTGAGE CORP DTD 10/21/2005 4.750% 11/17/2015 NON CALLABLE MOODYS. AAA S&P: AA+	100,000.000	112.4290	112,429.00	99,414.90	13,014.10	4,750.00	4.22%
FEDERAL HOME LOAN MORTGAGE CORP MEDIUM TERM NOTE DTD 11/10/2004 5.000% 11/13/2014 CALLABLE MOODYS: AAA S&P: AA+	50,000.000	108.4020	54,201 00	50,376 50	3,824.50	2,500 00	4.61%
UNITED STATES TREASURY NOTES TREASURY INFLATION INDEX DTD 07/15/2008 1.375% 07/15/2018 MOODYS: AAA S&P: N/A	107,271.000	116.4060	124,869.88	109,559.85	15,310.03	1,474.98	1.18%
Total U.S. government bonds			**$756,350.13**	**$694,746.25**	**$61,603.88**	**$29,756.23**	**3.93%**

Corporate and other taxable

Corporate

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

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
AT&T INC DTD 02/01/2008 5.500% 02/01/2018 NON CALLABLE MOODYS: A2 S&P: A-	50,000.000	119.1290	59,564.50	40,030.00	19,534.50	2,750.00	4.62%
BANK OF AMERICA NA DTD 05/02/2008 5.650% 05/01/2018 NON CALLABLE MOODYS: BAA2 S&P: A-	75,000.000	116.3440	87,258.00	72,303.75	14,954.25	4,237.50	4.86%
BOEING CO DTD 03/13/2009 6.000% 03/15/2019 NON CALLABLE MOODYS: A2 S&P: A	50,000.000	124 5590	62,279.50	54,769.50	7,510 00	3,000.00	4.82%
CISCO SYSTEMS INC DTD 02/22/2006 5.500% 02/22/2016 CALLABLE MOODYS: A1 S&P: A+	50,000.000	114.3050	57,152 50	51,915.00	5,237 50	2,750.00	4.81%
DIRECTV HOLDINGS DTD 04/01/2010 5.875% 10/01/2019 NON CALLABLE MOODYS: BAA2 S&P: BBB	100,000.000	118.1950	118,195.00	115,453.00	2,742.00	5,875.00	4.97%
EXELON GENERATION CO LLC DTD 09/30/2010 4.000% 10/01/2020 CALLABLE MOODYS: BAA1 S&P: BBB	100,000.000	105.1230	105,123.00	93,207.00	11,916.00	4,000.00	3.80%
MORGAN STANLEY MEDIUM TERM NOTE DTD 01/26/2010 5.500% 01/26/2020 NON CALLABLE MOODYS: BAA1 S&P: A-	75,000.000	112.1790	84,134.25	75,034.50	9,099.75	4,125.00	4.90%

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

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
PHILIP MORRIS INTL INC DTD 05/16/2008 4.875% 05/16/2013 NON CALLABLE MOODYS: A2 S&P: A	50,000.000	101.6190	50,809.50	54,010.00	-3,200.50	2,437.50	4.80%
TARGET CORPORATION DTD 07/14/2006 5.875% 07/15/2016 NON CALLABLE MOODYS: A2 S&P: A+	50,000.000	117.9680	58,984.00	51,492.50	7,491.50	2,937.50	4.98%
TIME WARNER INC DTD 11/13/2006 5.875% 11/15/2016 NON CALLABLE MOODYS: BAA2 S&P: BBB	100,000.000	117.0890	117,089.00	118,218 00	-1,129.00	5,875.00	5.02%
WACHOVIA CORP DTD 06/08/2007 5.750% 06/15/2017 NON CALLABLE MOODYS: A2 S&P: A+	50,000.000	118.4370	59,218.50	53,265.00	5,953.50	2,875.00	4.85%
WALGREEN CO DTD 01/13/2009 5.250% 01/15/2019 NON CALLABLE MOODYS: BAA1 S&P: BBB	50,000.000	117.2920	58,646 00	50,878.00	7,768.00	2,625.00	4.48%
WYETH DTD 03/27/2007 5.450% 04/01/2017 NON CALLABLE MOODYS: A1 S&P: AA	75,000.000	118.1440	88,608.00	82,067.70	6,540.30	4,087.50	4.61%
International							
ROYAL BK OF SCOTLAND PLC DTD 01/11/2011 6.125% 01/11/2021 NON CALLABLE MOODYS: A3 S&P: A	50,000.000	120.8180	60,409.00	51,770.50	8,638.50	3,062.50	5.07%

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

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
TEMPLETON GLOBAL BOND FUND	TGBAX	4,467.661	13.3400	59,598.60	55,044 68	4,553.92	2,649.32	4.44%
Taxable funds								
FRANKLIN FLOATING RATE DAILY ACCESS FUND	FDAAX	11,003 118	9.1300	100,458.47	98,989.22	1,469.25	4,687.33	4.67%
Other								
CUYAHOGA COUNTY OHIO REVENUE BONDS DTD 09/03/2010 4.484% 06/01/2020 NON CALLABLE MOODYS: AA2 S&P: AA		75,000.000	110.0100	82,507.50	75,252.75	7,254.75	3,363.00	4.08%
MARICOPA CNTY ARIZONA SCH DIST GENERAL OBLIGATION DTD 04/22/2010 4.553% 07/01/2017 NON CALLABLE AGM MOODYS: N/R S&P: AA-		75,000.000	109.3550	82,016.25	82,170.00	-153.75	3,414.75	4.16%
MET GOVT NASHVILLE TENNESSEE REVENUE BOND DTD 04/21/2010 5.817% 07/01/2021 NON CALLABLE MOODYS: AA2 S&P: A		50,000.000	118.6050	59,302.50	55,858 00	3,444.50	2,908.50	4.90%
Total Corporate and other taxable				**$1,451,354.07**	**$1,331,729.10**	**$119,624.97**	**$67,660.40**	**4.66%**
Alternatives-Low Volatility								
Opportunistic low volatility								
FRANKLIN HIGH INCOME FUND	FVHIX	48,470.000	2.0900	101,302.30	98,394.10	2,908.20	7,125.09	7.03%
Total Alternatives-Low Volatility				**$101,302.30**	**$98,394.10**	**$2,908.20**	**$7,125.09**	**7.03%**
TOTAL FIXED INCOME/LOW VOLATILITY				**$2,309,006.50**	**$2,124,869.45**	**$184,137.05**	**$104,541.72**	**4.53%**

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

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
EQUITY/HIGH VOLATILITY								
U.S. equity								
AES CORP Utilities	AES	3,075 000	10.7000	32,902.50	37,805.70	-4,903.20	492.00	1.49%
AFLAC INC Financials	AFL	625.000	53.1200	33,200.00	30,603.75	2,596.25	875.00	2.64%
ALLIANCE DATA SYSTEMS CORP Information technology	ADS	190.000	144.7600	27,504.40	26,803.90	700.50	0.00	0.00%
AMERIPRISE FINANCIAL INC. Financials	AMP	425.000	62.6300	26,617.75	23,192.50	3,425.25	765.00	2.87%
AMGEN INC Health care	AMGN	200.000	86.2000	17,240 00	12,222.98	5,017.02	376.00	2.18%
APPLE INC Information technology	AAPL	100.000	532.1730	53,217.30	13,993.91	39,223.39	1,060.00	1.99%
ASTRAZENECA PLC AMERICAN DEPOSITORY RECEIPT Health care	AZN	100.000	47.2700	4,727.00	4,574.99	152.01	285.00	6.03%
AUTOZONE INC Consumer discretionary	AZO	20.000	354.4300	7,088.60	3,126.86	3,961.74	0.00	0.00%
CBS CORPORATION CLASS B W/I Consumer discretionary	CBS	350.000	38.0500	13,317.50	8,465.97	4,851.53	168.00	1.26%
CF INDUSTRIES HOLDINGS INC Materials	CF	175.000	203.1600	35,553.00	31,950.55	3,602.45	280.00	0.79%
CHEVRON CORPORATION Energy	CVX	375.000	108.1400	40,552.50	40,296.44	256.06	1,350.00	3.33%

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

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CISCO SYSTEMS INC Information technology	CSCO	1,750.000	19.6494	34,386.45	32,471.42	1,915 03	980.00	2.85%
COCA COLA ENTERPRISES INC Consumer staples	CCE	950.000	31.7300	30,143.50	23,230.73	6,912.77	608.00	2.02%
COMCAST CORP-CL A CL A COMMON STOCK Consumer discretionary	CMCSA	825.000	37.3600	30,822.00	20,740.39	10,081 61	536.25	1.74%
CVS CAREMARK CORP Consumer staples	CVS	175.000	48.3500	8,461.25	7,951.98	509.27	157.50	1.86%
DISCOVER FINL SVCS Financials	DFS	825 000	38.5500	31,803.75	26,466.70	5,337.05	462.00	1.45%
EASTMAN CHEMICAL CO Materials	EMN	125.000	68.0500	8,506.25	7,009.87	1,496.38	150.00	1.76%
ENERGIZER HLDGS INC Consumer staples	ENR	100.000	79.9800	7,998.00	7,778.51	219.49	160.00	2.00%
EXXON MOBIL CORPORATION Energy	XOM	775.000	86.5500	67,076.25	53,098.22	13,978.03	1,767.00	2.63%
FRANKLIN RESOURCES INC Financials	BEN	75.000	125.7000	9,427.50	9,602.25	-174.75	87.00	0.92%
GAP INC Consumer discretionary	GPS	300.000	31.0400	9,312 00	9,982.86	-670 86	150 00	1 61%
GOLDMAN SACHS GROUP INC Financials	GS	175.000	127.5600	22,323.00	22,528.89	-205.89	350.00	1.57%
HARMAN INTERNATIONAL INDS INC NEW COMMON STOCK Consumer discretionary	HAR	150.000	44.6400	6,696.00	7,281.42	-585.42	90.00	1.34%

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

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
HARRIS CORP DEL Information technology	HRS	200.000	48.9600	9,792.00	10,145.92	-353.92	296.00	3.02%
INGREDION INC Consumer staples	INGR	425.000	64.4300	27,382.75	18,810.90	8,571.85	442.00	1.61%
INTERNATIONAL BUSINESS MACHINES CORP CAPITAL STOCK Information technology	IBM	200.000	191.5500	38,310.00	19,489.85	18,820.15	680.00	1.77%
KROGER CO Consumer staples	KR	675.000	26.0200	17,563.50	17,023.23	540.27	405.00	2.31%
LILLY ELI & CO Health care	LLY	790.000	49 3200	38,962.80	30,034.32	8,928.48	1,548.40	3.97%
LOCKHEED MARTIN CORP Industrials	LMT	200.000	92.2900	18,458.00	18,133.92	324.08	920.00	4.98%
MACY'S INC Consumer discretionary	M	600.000	39.0200	23,412.00	19,300.04	4,111.96	480.00	2.05%
MARATHON PETROLEUM CORPROATION Energy	MPC	275.000	63.0000	17,325.00	11,419.32	5,905 68	385.00	2.22%
MCKESSON CORP Health care	MCK	300.000	96.9600	29,088.00	17,620.96	11,467.04	240.00	0.82%
MICROSOFT CORP Information technology	MSFT	825.000	26.7097	22,035.50	24,730.45	-2,694 95	759.00	3.44%
NORTHROP GRUMMAN CORPORATION Industrials	NOC	300.000	67.5800	20,274.00	18,139.69	2,134.31	660.00	3.25%
NV ENERGY INC Utilities	NVE	1,150.000	18.1400	20,861.00	21,159.89	-298.89	782.00	3.75%

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

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
ORACLE CORPORATION Information technology	ORCL	1,500.000	33.3200	49,980.00	20,237.00	29,743.00	360.00	0.72%
PETSMART INC Consumer discretionary	PETM	400.000	68.3400	27,336.00	10,911.36	16,424.64	264 00	0.97%
PFIZER INC Health care	PFE	635.000	25.0793	15,925.36	11,566.12	4,359.24	609.60	3.83%
PPG INDUSTRIES INC Materials	PPG	175.000	135.3500	23,686.25	17,868.13	5,818.12	413.00	1.74%
RAYTHEON COMPANY COMMON STOCK NEW Industrials	RTN	350.000	57.5600	20,146.00	11,704.25	8,441.75	700.00	3.47%
SCHLUMBERGER LTD Energy	SLB	300.000	69.2986	20,789.58	16,909.60	3,879.98	330.00	1.59%
SYMANTEC CORPORATION Information technology	SYMC	575.000	18.8200	10,821.50	10,105.40	716 10	0.00	0.00%
TESORO CORP Energy	TSO	475.000	44.0500	20,923.75	10,879.88	10,043.87	285.00	1.36%
TIME WARNER CABLE INC Consumer discretionary	TWC	250.000	97.1900	24,297.50	19,152.33	5,145.17	560.00	2.30%
TJX COS INC Consumer discretionary	TJX	800.000	42.4500	33,960.00	17,350.50	16,609.50	368.00	1.08%
TORO CO Industrials	TTC	500.000	42.9800	21,490.00	19,316.13	2,173.87	280.00	1.30%
TRAVELERS COMPANIES INC Financials	TRV	650.000	71.8200	46,683.00	31,649 02	15,033.98	1,196.00	2.56%

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

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
UNION PAC CORP Industrials	UNP	75.000	125.7200	9,429.00	9,399.68	29.32	207.00	2.19%
UNITEDHEALTH GROUP INC Health care	UNH	375 000	54 2400	20,340.00	19,651.71	688.29	318.75	1.57%
US BANCORP NEW Financials	USB	850.000	31.9400	27,149.00	27,567.41	-418.41	663.00	2.44%
VALERO ENERGY CORP Energy	VLO	700.000	34 1200	23,884 00	14,733.46	9,150.54	490.00	2.05%
VERIZON COMMUNICATIONS Telecommunication services	VZ	125.000	43.2700	5,408.75	4,536.02	872.73	257.50	4.76%
WAL MART STORES INC Consumer staples	WMT	450.000	68.2300	30,703.50	26,792.31	3,911.19	715.50	2.33%
WELLS FARGO & CO Financials	WFC	300.000	34.1800	10,254.00	7,298.94	2,955.06	264.00	2.57%
Total U.S. equity				**$1,285,548.24**	**$994,818.53**	**$290,729.71**	**$27,027.50**	**2.10%**
U.S. equity funds								
BUFFALO SMALL CAP FUND Small cap growth	BUFSX	3,359.821	28.1700	94,646.16	76,251.40	18,394.76	0.00	0.00%
ISHARES RUSSELL 1000 VALUE Large cap value	IWD	2,500.000	72.8200	182,050.00	138,410.82	43,639.18	4,190.00	2.30%
ISHARES S&P 100 INDEX FUND Large cap diversified equity	OEF	1,000.000	64.6900	64,690 00	63,669.50	1,020 50	1,407.00	2.17%
ISHARES S&P 500 VALUE Large cap value	IVE	1,250.000	66.3900	82,987.50	73,275.37	9,712.13	1,940.00	2.34%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
TOUCHSTONE SANDS CAPITAL INSTL GRWTH Large cap growth	CISGX	15,234.904	17.1200	260,821.56	224,944.41	35,877.15	0.00	0.00%
Total U.S. equity funds				**$685,195.22**	**$576,551.50**	**$108,643.72**	**$7,537.00**	**1.10%**
International								
DELPHI AUTOMOTIVE PLC Consumer discretionary	DLPH	650.000	38.2500	24,862.50	22,226.84	2,635.66	0.00	0.00%
DODGE & COX INTERNATIONAL STOCK FUND Developed large cap	DODFX	1,608.172	34.6400	55,707.08	50,287.54	5,419.54	1,201.30	2.16%
ENERGY XXI BERMUDA Energy	EXXI	500.000	32.1700	16,085.00	18,479.95	-2,394.95	140 00	0.87%
HARBOR INTERNATIONAL FUND #11 Developed large cap	HAINX	1,156.896	62.1200	71,866.38	47,941.77	23,924.61	1,453 06	2.02%
VANGUARD MSCI EMERGING MARKETS ETF Emerging	VWO	2,000.000	44.5300	89,060.00	80,000 00	9,060.00	1,950.00	2.19%
WELLS FARGO ADVANTAGE EMERGING MARKETS EQUITY FUND Emerging	EMGNX	3,321.523	22.6000	75,066.42	75,000.00	66.42	514.84	0.69%
Total International				**$332,647.38**	**$293,936.10**	**$38,711.28**	**$5,259.20**	**1.58%**
REITS								
ISHARES DOW JONES U.S. REAL ESTATE INDEX FUND Domestic reits	IYR	1,500.000	64.6700	97,005.00	97,978.40	-973.40	3,595.50	3.71%
Total REITS				**$97,005.00**	**$97,978.40**	**-$973.40**	**$3,595.50**	**3.71%**
Commodities								

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

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
RS GLOBAL NATURAL RESOURCES FUND Commodities	RSNYX	1,392.758	37.2300	51,852.38	49,832.87	2,019.51	65.46	0.13%
Total Commodities				**$51,852.38**	**$49,832.87**	**$2,019.51**	**$65.46**	**.13%**
TOTAL EQUITY/HIGH VOLATILITY				**$2,452,248.22**	**$2,013,117.40**	**$439,130.82**	**$43,484.66**	**1.77%**
OTHER ASSETS								
Real estate								
5 ACRES VACANT LAND MONTGOMERY COUNTY TEXAS		1.000	21,000.0000	21,000.00	1.00	20,999.00	0.00	0.00%
Total Real estate				**$21,000.00**	**$1.00**	**$20,999.00**	**$0.00**	**.00%**
Miscellaneous								
ONE COPY OF CONTRACT OF PURCHASE SECURITY LAND CO MONTGOMERY TX		1.000	0.0000	0.00	1.00	-1.00	0.00	0.00%
Total Miscellaneous				**$0.00**	**$1.00**	**-$1.00**	**$0.00**	**.00%**
TOTAL OTHER ASSETS				**$21,000.00**	**$2.00**	**$20,998.00**	**$0.00**	**.00%**
TOTAL ASSETS IN YOUR ACCOUNT				**$4,877,197.76**	**$4,232,931.89**	**$644,265.87**	**$148,035.88**	**3.04%**

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC COMMON STOCK	402.	402.
AES CORPORATION COMMON STOCK	123.	123.
AT&T INC 5.500% 2/01/18	2,750.	2,750.
AMERIPRISE FINANCIAL INC.	517.	517.
AMGEN INC COMMON STOCK	252.	252.
APPLE COMPUTER INC COMMON STOCK	530.	530.
ASTRAZENECA PLC SPONSORED ADR	90.	90.
BANK OF AMERICA NA 5.650% 5/01/18	4,238.	4,238.
BOEING CO 6.000% 3/15/19	3,000.	3,000.
BUFFALO SMALL CAP FD INC COMMON STOCK	893.	893.
CBS CORPORATION CLASS B W/I	357.	357.
CF INDUSTRIES HOLDINGS INC	180.	180.
CVS CORP	28.	28.
CHEVRON TEXACO INC COMMON STOCK	1,175.	1,175.
CHUBB CORPORATION COMMON STOCK	240.	240.
CISCO SYSTEMS INC COMMON STOCK	245.	245.
CISCO SYSTEMS INC 5.500% 2/22/16	2,750.	2,750.
CLIFFS NATURAL RESOURCES INC	34.	34.
COCA COLA ENTERPRISES INC	384.	384.
COMCAST CORP-CL A	442.	442.
COMMUNITY HEALTH SYS INC NEW COMMON STOC	81.	81.
CONOCOPHILLIPS	792.	792.
CORN PRODUCTS INTL INC COMMON STOCK	150.	150.
CUMMINS ENGINE COMPANY INC COMMON STOCK	305.	305.
CUYAHOGA CNTY OH 4.484% 6/01/20	3,363.	
DIRECTV HOLDINGS 5.875% 10/01/19	1,730.	1,730.
DISCOVER FINL SVCS	180.	180.
DODGE & COX INTL STOCK FUND	1,316.	1,316.
DU PONT E I DE NEMOURS & COMPANY COMMON	231.	231.
EASTMAN CHEMICAL COMPANY COMMON STOCK	112.	112.
ENERGIZER HOLDINGS INC COMMON STOCK	80.	80.
EXELON GENERATION 4.000% 10/01/20	4,000.	4,000.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXXON MOBIL CORP COMMON STOCK	1,560.	1,560.
FHLMC MTN 5.000% 11/13/14	2,500.	2,500.
FFCB 4.875% 12/16/15	3,656.	3,656.
FHLB 5.000% 12/21/15	2,500.	2,500.
FHLB 5.250% 9/13/13	2,625.	2,625.
FHLB 5.500% 8/13/14	2,750.	2,750.
FHLB 5.250% 9/12/14	2,625.	2,625.
FHLB 3.750% 9/09/16	1,875.	1,875.
FEDERAL NATIONAL MTG ASSN NOTES	5,125.	5,125.
FHLMC 5.000% 7/15/14	5,000.	5,000.
FHLMC 4.750% 11/17/15	4,750.	4,750.
FRANKLIN HIGH INCOME FUND-AD	7,111.	7,111.
FRANKLIN FLOAT RATE DLY A-AD	4,660.	4,660.
FREEPORT-MCMORAN COPPER CO INC	263.	263.
GENERAL ELECTRIC COMPANY COMMON STOCK	629.	629.
GENERAL ELECTRIC CAP CORP MEDIUM TERM NO	3,000.	3,000.
GLOBAL PAYMENTS INC COMMON STOCK	24.	24.
HARBOR FUND INTERNATIONAL FUND	1,627.	1,627.
HARMAN INTERNATIONAL INDUSTRIES INC NEW	23.	23.
HARRIS CORP DEL	74.	74.
INGREDION INC	181.	181.
INTEL CORPORATION COMMON STOCK	769.	769.
IBM CORP	660.	660.
ISHARES S&P 100 INDEX FUND	1,407.	1,407.
ISHARES TRUST S&P 500/BARRA VALUE INDEX	1,517.	1,517.
ISHARES TRUST RUSSELL 1000 VALUE INDEX F	4,189.	4,189.
ISHARES TR DOW JONES US TELE- COMMUNICAT	163.	163.
ISHARES TR DOW JONES US REAL ESTATE	3,596.	3,596.
J P MORGAN CHASE & COCOMMON STOCK	63.	63.
KBR INC	25.	25.
KLA INSTRUMENTS CORPORATION COMMON STOCK	220.	220.
KROGER COMPANY	334.	334.
LENNOX INTERNATIONAL INC COMMON STOCK	130.	130.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LILLY ELI & COMPANY COMMON STOCK	1,548.	1,548.
LOCKHEED MARTIN CORP	630.	630.
MACY S INC	380.	380.
MARATHON PETROLEUM CORPORATION	193.	193.
MARICOPA CNTY AZ 4.553% 7/01/17	3,149.	
MCKESSON HBOC INC COMMON STOCK	320.	320.
MET GOVT NASHVILL TN 5.817% 7/01/21	2,682.	
MICROSOFT CORP	395.	395.
MORGAN STANLEY MTN 5.500% 1/26/20	4,125.	4,125.
NORTHROP GRUMMAN CORP COMMON STOCK	645.	645.
NV ENERGY INC	391.	391.
OCCIDENTAL PETROLEUM CORPORATION COMMON	308.	308.
ORACLE CORPORATION COMMON STOCK	630.	630.
P P G INDUSTRIES INC COMMON STOCK	251.	251.
PETSMART INC COMMON STOCK	310.	310.
PFIZER INC COMMON STOCK	889.	889.
PHILIP MORRIS INTL 4.875% 5/16/13	2,438.	2,438.
PIMCO COMMODITY RR STRAT-INS	1,175.	1,175.
PROCTER AND GAMBLE COMPANY	110.	110.
RS GLOBAL NATURAL RESOURCES Y	65.	65.
RAYTHEON COMPANY COMMON STOCK	676.	676.
ROYAL BK SCOTLND 6.125% 1/11/21	2,909.	2,909.
SCHLUMBERGER LTD.	323.	323.
SECTOR SPDR TR SHS BEN INT-BASIC INDUSTR	214.	214.
SECTOR SPDR TR SHS BEN INT-UTILITIES	306.	306.
SIEMENS AG SPONSORED ADR	681.	681.
TJX COMPANIES INC NEW COMMON STOCK	352.	352.
TARGET CORP 5.875% 7/15/16	2,938.	2,938.
TEMPLETON GLOBAL BOND FUND-AD	3,671.	3,671.
TESORO PETROLEUM CORPORATION COMMON STOC	128.	128.
TIME WARNER INC 5.875% 11/15/16	1,893.	1,893.
TIME WARNER CABLE INC	420.	420.
TORO COMPANY COMMON STOCK	125.	125.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOUCHSTONE SANDS CAPITAL INSTL GRWTH	117.	117.
TRAVELERS COMPANIES INC	1,164.	1,164.
TYSON FOODS INC CLASS A COMMON STOCK	13.	13.
US BANCORP COMMON STOCK	59.	59.
U.S. TREASURY TIPS 1.375% 7/15/18	3,719.	3,719.
UNITEDHEALTH GROUP INC COMMON STOCK	159.	159.
VALERO ENERGY CORP NEW COMMON STOCK	455.	455.
VANGUARD FTSE EMERGING MARKETS ETF	2,176.	2,176.
VERIZON COMMUNICATIONS COMMON STOCK	514.	514.
VIRTUS INSIGHT GOVERNMENT MMF I	20.	20.
WT MUT FD CRM MID CAP VALUE FD INSTL CL	1,709.	1,709.
WACHOVIA CORP 5.750% 6/15/17	2,875.	2,875.
WAL-MART STORES INC	706.	706.
WALGREEN COMPANY COMMON STOCK	215.	215.
WALGREEN CO 5.250% 1/15/19	2,625.	2,625.
WELLS FARGO & COMPANY NEW COMMON STOCK	264.	264.
WELLS FARGO ADV EMG MK EQ IS	610.	610.
WYETH 5.450% 4/01/17	4,088.	4,088.
ENERGY XXI BERMUDA	35.	35.
ACE LIMITED	465.	465.
ALLIED WORLD ASSURANCE CO HOLDINGS	75.	75.
ASML HOLDING N.V.	183.	183.
TOTAL	154,117.	144,923.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	207.	207.
FEDERAL TAX PAYMENT - PRIOR YE	170.	
FEDERAL ESTIMATES - PRINCIPAL	3,872.	
FOREIGN TAXES ON QUALIFIED FOR	357.	357.
FOREIGN TAXES ON NONQUALIFIED	311.	311.
TOTALS	4,917.	875.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	15.		15.
OTHER NON-ALLOCABLE EXPENSE -	4.	4.	
REAL ESTATE TAX ON NON-RENTAL	900.	900.	
TOTALS	919.	904.	15.

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

NAME: HECTOR AHUMADA
C/O BMO HARRIS BANK
ADDRESS: 111 W. MONROE ST., TAX DIV 10C
CHICAGO, IL 60603

TELEPHONE NUMBER: (312)461-5154

STATEMENT 8

FORM 990PF, PART XV - LINES 2a - 2d
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RECIPIENT NAME:
HELEN ROBERTI CHARITABLE TRUST ADMINISTRATOR
ADDRESS:
111 W. MONROE STREET, TAX DIV, 10C
CHICAGO, IL 60603
RECIPIENT'S PHONE NUMBER: 312 461-5154
FORM, INFORMATION AND MATERIALS:
WRITTEN APPLICATION BY SCHOOLS, COLLEGES AND UNIVERSITIES DESCRIBED IN CODE SECTION 170(B)(I)(A)(II)
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
MAINTAIN SCHOLARSHIP OR COMPARABLE PROGRAMS TO ENABLE NATIVE AMERICANS TO ATTAIN UNDERGRADUATE, POST-GRADUATE AND PROFESSIONAL DEGREES.

STATEMENT 9