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Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 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 560	B Telephone number 847-981-0545
City or town, state or province, country, and ZIP or foreign postal code ARLINGTON HEIGHTS, IL 60005		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 58,127,475.	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		857,792.	857,497.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,188,404.			STATEMENT 1
b Gross sales price for all assets on line 6a 33,500,718.					
7 Capital gain net income (from Part IV, line 2)			4,187,549.		
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		-170,874.	-98,247.		STATEMENT 3
12 Total. Add lines 1 through 11		4,875,322.	4,946,799.		
13 Compensation of officers, directors, trustees, etc		285,855.	89,177.		196,678.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		2,710.	1,355.		1,355.
16a Legal fees STMT 4		7,776.	0.		7,776.
b Accounting fees STMT 5		14,650.	1,240.		13,410.
c Other professional fees STMT 6		227,277.	227,277.		0.
17 Interest					
18 Taxes		18,837.	1,398.		1,398.
19 Depreciation and depletion		47.	0.		
20 Occupancy		20,671.	10,335.		10,336.
21 Travel, conferences, and meetings		11,294.	2,823.		8,471.
22 Printing and publications					
23 Other expenses STMT 8		28,539.	14,268.		14,271.
24 Total operating and administrative expenses. Add lines 13 through 23		617,656.	347,873.		253,695.
25 Contributions, gifts, grants paid		3,308,400.			3,308,400.
26 Total expenses and disbursements. Add lines 24 and 25		3,926,056.	347,873.		3,562,095.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		949,266.			
b Net investment income (if negative, enter -0-)			4,598,926.		
c Adjusted net income (if negative, enter -0-)				N/A	

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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	35,317.	36,686.	36,686.
	2 Savings and temporary cash investments	553,828.	799,820.	799,820.
	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	5,370,107.	4,993,829.	5,025,639.
	b Investments - corporate stock STMT 12	1,324,635.	1,488,091.	2,555,964.
	c Investments - corporate bonds STMT 13	4,789,923.	4,329,437.	4,603,471.
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans STMT 14		37,955,375.	39,460,131.	45,105,895.
13 Investments - other STMT 14				
14 Land, buildings, and equipment basis ▶ 18,875.				
Less: accumulated depreciation STMT 15 ▶ 18,875.		47.	0.	0.
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		50,029,232.	51,107,994.	58,127,475.
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	50,029,232.	51,107,994.	
	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	50,029,232.	51,107,994.		
31 Total liabilities and net assets/fund balances	50,029,232.	51,107,994.		

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	50,029,232.
2 Enter amount from Part I, line 27a	2	949,266.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	171,095.
4 Add lines 1, 2, and 3	4	51,149,593.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	41,599.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	51,107,994.

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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 33,500,718.		29,313,169.	4,187,549.

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			4,187,549.

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	4,187,549.
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))
2012	3,035,780.	52,756,448.	.057543
2011	2,977,619.	53,492,306.	.055664
2010	2,762,335.	51,104,397.	.054053
2009	2,930,393.	46,040,388.	.063648
2008	3,173,249.	55,024,795.	.057669

2 Total of line 1, column (d)	2	.288577
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	.057715
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	56,550,108.
5 Multiply line 4 by line 3	5	3,263,789.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	45,989.
7 Add lines 5 and 6	7	3,309,778.
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	3,562,095.

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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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2014 estimated tax

6a	56,440.
6b	
6c	
6d	

1	45,989.
2	0.
3	45,989.
4	0.
5	45,989.
7	56,440.
8	
9	
10	10,451.
11	0.

10,451. Refunded

Part VII-A Statements Regarding Activities

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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.

c Did the foundation file Form 1120-POL for this year?

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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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.

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?

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

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

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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>JAMES K. MAROUSIS</u> Telephone no. ► <u>(847) 981-0545</u> Located at ► <u>2340 S. ARLINGTON HEIGHTS ROAD, ARLINGTON HEIGHTS</u> ZIP+4 ► <u>60005</u>			
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 <u>N/A</u>			
16	At any time during calendar year 2013, 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	
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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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	
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 2013 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 2013)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2013?		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)?

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

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		285,855.	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	57,369,610.
b	Average of monthly cash balances	1b	41,667.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	57,411,277.
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	57,411,277.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	861,169.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	56,550,108.
6	Minimum investment return. Enter 5% of line 5	6	2,827,505.

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	2,827,505.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	45,989.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	45,989.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,781,516.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,781,516.
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	2,781,516.

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	3,562,095.
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	3,562,095.
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	45,989.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,516,106.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,781,516.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			71,114.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 3,562,095.				
a Applied to 2012, but not more than line 2a			71,114.	
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 2013 distributable amount				2,781,516.
e Remaining amount distributed out of corpus	709,465.			
5 Excess distributions carryover applied to 2013 (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	709,465.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	709,465.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	709,465.			

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N/A

- 4942(1)(3) or 4942(1)(5)

- (4) Gross investment income

[illegible]

323601 10-10-13

**GEORGE M. EISENBERG FOUNDATION
FOR CHARITIES**

Form 990-PF (2013)

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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				
360 YOUTH SERVICES 1305 W. OSWEGO ROAD NAPERVILLE, IL 60540		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	6,000.
A JUST HARVEST 7649 NORTH PAULINA STREET CHICAGO, IL 60626		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
A SAFE HAVEN FOUNDATION 2750 WEST ROOSEVELT ROAD CHICAGO, IL 60608		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
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.
Total	SEE CONTINUATION SHEET(S)			3,308,400.
b Approved for future payment				
NONE				
Total				0.

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Part XVI-A

Unrelated business income		Excluded by section 512, 513, or 514		(e)
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
211110	295.	14	857,497.	
		01	221.	
		14	4,188,404.	
		14	-98,468.	
211110	-72,627.			
	-72,332.		4,947,654.	0.
			13	4,875,322.

Part XVI-B[illegible]

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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

(2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitation

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

8/20/14
Date

TREASURER
Title

May the IRS discuss this return with the preparer shown below (see instr 7)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

DIRK AHLBECK

Preparer's signature

Dirk T. Ahlbeck, CPA, CVA

Date: _____

Date.
2014.08.14

08:31:48 -05'00'

Date _____

08/13/14

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 (2013)

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 EHANCED EQUITY		P		
d CHARTWELL INV PARTNERS SM CAP VALUE SMA		P		
e RIVERBRIDGE OARNERS AM CAP GROWTH SMA		P		
f AETHER REAL ASSETS		P		
g HEDGED EQUITY FUND		P		
h PRIVATE EQUITY FUND		P		
i AETHER REAL ASSETS K-1		P		
j AETHER REAL ASSETS		P		
k AETHER REAL ASSETS		P		
l AETHER REAL ASSETS		P		
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 7,033,399.		6,927,031.	106,368.
b 24,839,510.		21,149,544.	3,689,966.
c 4,438.		4,145.	293.
d 432,880.		343,921.	88,959.
e 257,343.		179,724.	77,619.
f 386,566.		386,566.	0.
g 237,242.		43,718.	193,524.
h 277,665.		277,665.	0.
i 240.		2.	238.
j 29,630.		834.	28,796.
k 1.			1.
l 1,804.		19.	1,785.
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			106,368.
b			3,689,966.
c			293.
d			88,959.
e			77,619.
f			0.
g			193,524.
h			0.
i			238.
j			28,796.
k			1.
l			1,785.
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	4,187,549.
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
AID / ASSOC. FOR INDIV. 309 W. NEW INDIAN TRAIL AURORA, IL 60506-2494		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	4,700.
ALEXIAN BROTHERS AIDS MINISTRY 825 W. WELLINGTON AVENUE CHICAGO, IL 60657-5123		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
ALEXIAN CENTER FOR MENTAL HEALTH 3436 KENNICOTT AVENUE ARLINGTON HEIGHTS, IL 60005		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	4,000.
ALTERNATIVES INCORPORATED 4730 N. SHERIDAN RD CHICAGO, IL 60640		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	4,000.
AMER CANCER SOCIETY MIDWS 411 2ND ST. N. W. ROCHESTER, MN 55901		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	15,000.
ARDEN SHORE CHILD AND FAMILY SERVICE 329 N. GENESEE STREET WAUKEGAN, IL 60085		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
THE ARK, INC. 6450 N. CALIFORNIA AVE CHICAGO, IL 60645		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	7,000.
ARLINGTON HTS SNR CENTER 1801 W. CENTRAL ROAD ARLINGTON HTS., IL 60005		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	10,000.
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.
Total from continuation sheets				3,282,900.

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
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 AGINING, INC. 6000 GARLANDS LANE SUITE 100 BARRINGTON, IL 60010		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
BEACON THERAPEUTIC SCHOOL 1912 WEST 103RD STREET CHICAGO, IL 60643		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
BETTER BOYS FOUNDATION 1512 SOUTH PULASKI ROAD CHICAGO, IL 60623-1952		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	4,000.
BOYS & GIRLS CLUB-CHICAGO 550 W. VAN BUREN, ST #350 CHICAGO, IL 60607		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	40,000.
BOYS & GIRLS CLUB-ELGIN 355 DUNDEE P.O. BOX 416 ELGIN, IL 60120		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
CAMBRINI-GREEN TUTORING 2145 N. HALSTED CHICAGO, IL 60614		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
CAMPUS KITCHENS PROJECT 2245 B SHERIDAN RD. EVANSTON, IL 60208		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
CANAVAN RESEARCH ILLINOIS 1434 MILL CREEK DRIVE BUFFALO GROVE, IL 60089		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
CASA CENTRAL 1343 NORTH CALIFORNIA AVE CHICAGO, IL 60622		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
CASA KANE COUNTY, INC 100 S. 3RD STREET SUITE 460 GENEVA, IL 60134		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
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.
CENTER FOR ENRICHED LIVING 280 SAUNDERS ROAD RIVERWOODS, IL 60015-3835		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	4,000.
CENTER OF CONCERN 1580 N. NORTHWEST HWY, SUITE 310 PARK RIDGE, IL 60068		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
CENTER ON HALSTED 3656 N. HALSTED ST. CHICAGO, IL 60613		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
CHICAGO CHILDRENS ADVOCACY CNTR 1240 S. DAMEN AVENUE CHICAGO, IL 60608		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
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
CHICAGO FUND ON AGING AND DIS. 1 N. LASALLE ST., #2065 CHICAGO, IL 60602		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
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.
CHICAGO WOMEN'S HEALTH CENTER, INC. 3435 NORTH SHEFFIELD, SUITE 206A CHICAGO, IL 60657		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
CHILD'S VOICE SCHOOL 180 HANSEN CT. WOOD DALE, IL 60191		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
CHILDREN'S MEMORIAL FDTN 2300 CHILDREN'S PLAZA, #4 CHICAGO, IL 60614		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	430,000.
CHILDRENS HOME & AID SCTY 125 S. WACKER, 14TH FLOOR CHICAGO, IL 60606-4475		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
CHRISTIAN COMM. HLTH CNTR 9718 S. HALSTED ST. CHICAGO, IL 60628-1007		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	8,000.
COMMUNITY CRISIS CENTER 37 S. GENEVA ST. ELGIN, IL 60120		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	7,500.
COMMUNITY HEALTH 2611 W. CHICAGO AVENUE CHICAGO, IL 60022		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	7,500.
CONNECTIONS FOR THE HOMELESS 2010 DEWEY AVE., 3RD FLR EVANSTON, IL 60201		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
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
CORAZON A CORAZON 8235 SOUTH SHORE DRIVE CHICAGO, IL 60617		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
COUNTRYSIDE ASSN DISBLTY 21154 W. SHIRLEY ROAD PALATINE, IL 60074		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
CRADLE FOUNDATION 2049 RIDGE AVENUE EVANSTON, IL 60201		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
CRISIS CENTER FOR SOUTH SUBURBIA P.O. BOX 39 TINLEY PARK, IL 60477		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
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	5,000.
DUPAGE SNR CITIZEN COUNC. 1919 S. HIGHLAND AV ST210 LOMBARD, IL 60148-6153		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
EASTER SEALS DUPAGE 830 S. ADDISON AVENUE VILLA PARK, IL 60181		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	7,000.
EL VALOR CORPORATION 1850 W. 21ST STREET CHICAGO, IL 60608		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
ELIM CHRISTIAN SCHOOL 13020 S. CENTRAL AVENUE PALOS HEIGHTS, IL 60463		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
EMERGENCY FUND 651 W. WASHINGTON ST #504 CHICAGO, IL 60661		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
ERIE FAMILY HEALTH CENTER, INC. 1701 W. SUPERIOR CHICAGO, IL 60622		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
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 RESCUE 5342 W. ELM STREET MCHENRY, IL 60050		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	2,000.
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.
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
GREATER CHICAGO FOOD DEP 4100 W. ANN LURIE PLACE CHICAGO, IL 60632		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
GREEK AMER. NURSING HOME 220 N. FIRST STREET WHEELING, IL 60090		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	10,000.
THE HARBOUR INC 1440 RENAISSANCE DRIVE, SUITE 240 PARK RIDGE, IL 60068		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	8,000.
H.O.M.E./HOUSING OPPORTUN 5414B W. ROOSEVELT RD. CHICAGO, IL 60644-1483		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	4,000.
HAROLD E. MARX MEMORIAL FUND 3000 DUNDEE ROAD, SUITE 303 NORTHBROOK, IL 60062		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
HEARTLAND HUMAN CARE SERVICES, INC. 208 S. LASALLE STREET, SUITE 1818 CHICAGO, IL 60604-1156		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
HELPING HAND REHABILITATION CENTER 9649 W. 55TH STEET COUNTRYSIDE, IL 60525		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
HEPHZIBAH CHILDRENS HOME 946 N. BOULEVARD OAK PARK, IL 60301		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
HOLY FMLY MEDICAL CENTER 150 N. RIVER RD, ST 210 DES PLAINES, IL 60016		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
HOME OF THE SPARROW, INC. 1600 W. JONQUIL TER CHICAGO, IL 60626		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
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
HOSPICE OF NORTHEASTERN IL. 405 LAKE ZURICH RD. BARRINGTON, IL 60010-4108		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
HOUSE OF GOOD SHEPHERD 1114 W. GRACE ST. CHICAGO, IL 60613-2814		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
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 AREA COMMUNITY CENTER 7648 N. PAULINA STREET CHICAGO, IL 60626		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	3,000.
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.
IMD GUEST HOUSE FOUNDATION 818 S. WOLCOTT AVE #303 CHICAGO, IL 60612		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
INFANT WELFARE SOC. OF CH 3600 WEST FULLERTON AVE. CHICAGO, IL 60647		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
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
INFANT WELFARE SOC. OF EV 2200 MAIN ST. EVANSTON, IL 60602-1544		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
INSIGHT BREAST CANCER FOUNDATION 3610 EDGEWATER DRIVE HAZEL CREST, IL 60429		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
INSTITUTE OF WOMEN TODAY 7315 S. YALE AVENUE CHICAGO, IL 60621		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	10,000.
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.
JEWISH COUNCIL FOR YOUTH SERVICES 180 W. WASHINGTON ST., SUITE 1100 CHICAGO, IL 60602-2403		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
JEWISH FEDERATION CHICAGO 30 S. WELLS, #3040 CHICAGO, IL 60606		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	50,000.
LA CASA NORTE INC. 3533 W. NORTH AVENUE CHICAGO, IL 60647		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	3,000.
LA RABIDA CHILDRENS HOSPT 6501 SL PROMONTORY DRIVE 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	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
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	5,000.
LAWNDALE CHRISTIAN HEALTH 3860 W. OGDEN AVENUE CHICAGO, IL 60623		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
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	4,000.
LITERATURE FOR ALL OF US 2010 DEWEY AVE EVANSTON, IL 60201		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
LOYOLA UNIVERSITY-CHICAGO 2160 S. FIRST AVENUE MAYWOOD, IL 60153		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	37,000.
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 OF CHICAGO 2325 N. LAKEWOOD AVE. CHICAGO, IL 60614		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
LTL SISTERS OF THE POOR OF PALATINE 80 W. NORTHWEST HIGHWAY PALATINE, IL 60067-3580		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
LUTHERAN SOCIAL SERVICES OF ILLINOIS 1001 E. TOUHY AVE, SUITE 50 DES PLAINES, IL 60018		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
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	3,750.
MARKLUND CHILDREN'S HOME 1 S. 450 WYATT DR. GENEVA, IL 60134		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	40,000.
MARYVILLE ACADEMY 1150 N. RIVER ROAD DES PLAINES, IL 60016		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	50,000.
MATTHEW HOUSE 3722 S. INDIANA AVENUE CHICAGO, IL 60653		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
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	5,000.
MISERICORDIA HOME 6300 N. RIDGE AVENUE CHICAGO, IL 60660		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	200,000.
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
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.
NEAR NORTH HEALTH SERVICE 1276 N. CLYBOURN CHICAGO, IL 60610		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
NEW FOUNDATION CENTER 444 W. FRONTAGE ROAD NORTHFIELD, IL 60093		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
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	10,000.
NORTH SHORE SENIOR CENTER 161 NORTHFIELD ROAD NORTHFIELD, IL 60093		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	4,000.
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.
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
NWU SCHOOL OF MEDICINE 710 N. LAKE SHORE, FLR 4 CHICAGO, IL 60611		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	325,000.
NWU SETTLEMENT ASSOCIATN 1400 AUGUSTA BOULEVARD CHICAGO, IL 60642		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	7,500.
OAK PK/RVR FRST. FOOD PANT. 848 LAKE ST. OAK PARK, IL 60301		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	10,000.
OAK PARK & RIVER FOREST INFANT WELFARE SOCIETY 320 LAKE ST. OAK PARK, IL 60302-2604		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
OPERATION BLESSING OF SOUTHWEST CHICAGO 4330 MIDLOTHIAN TURNPIKE CRESTWOOD, IL 60445-1970		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	10,000.
ORAL HEALTH AMERICA 410 N. MICHIGAN AVE ST352 CHICAGO, IL 60611		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	2,000.
ORCHARD VILLAGE 7660 MARMORA MANOR SKOKIE, IL 60077		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
OUR CHILDRENS HOMESTEAD, INC. 387 SHUMAN BLVD, SUITE 335W NAPERVILLE, IL 60563-8451		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
PACIFIC GARDEN MISSION 1458 S. CANAL STREET CHICAGO, IL 60607-5201		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	8,000.
PADS TO HOPE, INC. 1140 E. NORTHWEST HWY PALATINE, IL 60074		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	8,000.
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 PEACE CORNER INC.-YOUTH CENTER 5022 W. MADISON ST. CHICAGO, IL 60644		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
PEOPLE'S RESOURCE CENTER 649 BLACKHAWK DRIVE WESTMONT, IL 60559		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
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.
PRESENCE MCAULEY MANOR 400 W. SULLIVAN ROAD AURORA, IL 60506		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	50,000.
PUBLIC ACT. TO DEL. SHELTER 659 S. RIVER ST. AURORA, IL 60506-5551		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	10,000.
REHABILITATION INST. OF CHI. 345 E. SUPERIOR ST., #0-814 CHICAGO, IL 60618		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	50,000.
THE RIVERSIDE FOUNDATION 14588 W. HIGHWAY 22 LINCOLNSHIRE, IL 60069		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	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.
SENIORS ASSISTANCE CENTER 7774 W. IRVING PARK ROAD NORRIDGE, IL 60706		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,500.
SISTERHOUSE 851 N. LEAMINGTON AVE CHICAGO, IL 60651		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
SISTER GENEROSE GERVAIS POVERELLO FUND 200 FIRST STREET S.W. ROCHESTER, MN 55905		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	25,000.
SOS CHILDREN'S VILLAGES 216 W. JACKSON BLVD, SUITE 925 CHICAGO, IL 60606		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
SOUTH SIDE HELP CENTER 10420 S. HALSTED ST. CHICAGO, IL 60628		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
SOUTH SUBURBAN SPECIAL RECREATION ASSOCIATION 19910 80TH AVENUE TINLEY PARK, IL 60477		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
SOUTHWEST CHICAGO PADS 3121 W. 71ST STREET CHICAGO, IL 60629		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
ST. BERNARD HSPT & HEALTH 326 W. 64TH STREET CHICAGO, IL 60621		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	5,000.
ST. MARY'S SERVICES 717 W. KIRCHHOFF RD. ARLINGTON HTS., IL 60005		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
ST. PIUS V PARISH 1919 S. ASHLAND AVENUE CHICAGO, IL 60608-2994		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	10,000.
ST. VINCENT DE PAUL CNTR 2145 N. HALSTED ST. CHICAGO, IL 60614		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	8,000.
STARLIGHT STARBRIGHT 30 E. ADAMS STREET, SUITE 1020 CHICAGO, IL 60603		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
SUICIDE PREVENTION SVCS. 528 S. BATAVIA AVE. BATAVIA, IL 60510		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	2,000.
TEEN LIVING PROGRAMS 162 W. HUBBARD, ST #400 CHICAGO, IL 60618		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
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	2,000.
UNIVERSITY CHIC MED CNTR 5801 S. ELLIS AVENUE CHICAGO, IL 60637		PUBL CHARITY	PAYMENT FOR RESEARCH IN MEDICINE	25,000.
UNIVERSITY OF ILLINOIS FOUNDATION 1305 WEST GREEN STREET URBANA, IL 61801		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	30,000.
VILLA GUADALUPE SNR SVCS 3201 E. 91ST ST CHICAGO, IL 60617		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
WEST SUBURBAN ASSOCIATION 1005 E. DIVISION STREET LOMBARD, IL 60148-3108		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
WEST SUBURBAN PADS, INC. 1851 S. 9TH AVENUE MAYWOOD, IL 60153		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	3,000.
WILLOW HOUSE 80 OAKWOOD LANE LINCOLNSHIRE, IL 60069		PUBL CHARITY	PAYMENT FOR SOCIAL ASSISTANCE	5,000.
Total from continuation sheets				

36-3689650

3 Grants and Contributions Paid During the Year (Continuation)**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
7,033,399.	0.	6,927,031.	0.	106,368.

(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
24,839,510.	0.	21,149,544.	0.	3,689,966.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
EHANCED EQUITY	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,438.	0.	4,145.	0.	293.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
CHARTWELL 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
432,880.	0.	343,921.	0.	88,959.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
RIVERBRIDGE OARNERS AM CAP GROWTH SMA	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
257,343.	0.	179,724.	0.	77,619.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
AETHER REAL ASSETS	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
386,566.	0.	386,566.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
HEDGED EQUITY FUND	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
237,242.	0.	43,718.	0.	193,524.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PRIVATE EQUITY FUND			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
277,665.	0.	277,665.	0.	0.	

(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	
240.	0.	0.	0.	240.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AETHER REAL ASSETS			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
29,630.	0.	0.	0.	29,630.	

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
AETHER REAL ASSETS	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.
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				4,188,404.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AETHER REAL ASSETS K-1	9,629.	0.	9,629.	9,629.	
AETHER REAL ASSETS K-1	295.	0.	295.	0.	
DIVIDEND INCOME	504,081.	0.	504,081.	504,081.	
INVESTMENT INCOME	343,787.	0.	343,787.	343,787.	
TO PART I, LINE 4	857,792.	0.	857,792.	857,497.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	221.	221.	
INVESTMENT INCOME	-98,468.	-98,468.	
INVESTMENT INCOME	-72,627.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-170,874.	-98,247.	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	7,776.	0.		7,776.
TO FM 990-PF, PG 1, LN 16A	7,776.	0.		7,776.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	14,650.	1,240.		13,410.
TO FORM 990-PF, PG 1, LN 16B	14,650.	1,240.		13,410.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT. FEES - U.S. BANK	227,277.	227,277.		0.
TO FORM 990-PF, PG 1, LN 16C	227,277.	227,277.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EMPLOYER FICA TAXES	2,710.	1,355.		1,355.
EXCISE TAX	16,041.	0.		0.
FOREIGN TAX	86.	43.		43.
TO FORM 990-PF, PG 1, LN 18	18,837.	1,398.		1,398.

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEE	25.	12.		13.	
INSURANCE	21,689.	10,844.		10,845.	
OFFICE SUPPLIES	4,958.	2,479.		2,479.	
SEMINAR, SUBSCRIPT., AND PUBLIC.	699.	349.		350.	
TELEPHONE	1,168.	584.		584.	
TO FORM 990-PF, PG 1, LN 23	28,539.	14,268.		14,271.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION		AMOUNT	
AETHER REAL ASSETS I, L.P. K-1 OTHER INCOME (LOSS)		171,095.	
TOTAL TO FORM 990-PF, PART III, LINE 3		171,095.	

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		9,924.	
AETHER REAL ASSETS I, L.P. K-1 LONG-TERM GAIN		31,675.	
TOTAL TO FORM 990-PF, PART III, LINE 5		41,599.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	11
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FHLMC	X		237,310.	239,812.
FNMA	X		220,906.	231,995.
SBA GTD DEV	X		46,908.	48,967.
U.S. TREASURY BONDS	X		810,337.	839,448.
U.S. TREASURY NOTES	X		3,678,368.	3,665,417.
TOTAL U.S. GOVERNMENT OBLIGATIONS			4,993,829.	5,025,639.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,993,829.	5,025,639.

FORM 990-PF	CORPORATE STOCK	STATEMENT	12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP. STOCK - SEE ATTACHED SCHEDULE	1,488,091.	2,555,964.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,488,091.	2,555,964.

FORM 990-PF	CORPORATE BONDS	STATEMENT	13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP. BONDS - SEE ATTACHED SCHEDULE	4,329,437.	4,603,471.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,329,437.	4,603,471.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	14
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	32,551,472.	36,843,228.
PARTNERSHIPS AND JOINT VENTURES	COST	6,908,659.	8,262,667.
TOTAL TO FORM 990-PF, PART II, LINE 13		39,460,131.	45,105,895.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	15
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.	954.	0.
TOTAL TO FM 990-PF, PART II, LN 14	18,875.	18,875.	0.

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. #560 ARLINGTON HEIGHTS, IL 60005	VICE-PRES 6.00	28,000.	0.	0.
THOMAS C. SPELSBERG JR. 2340 S. ARLINGTON HEIGHTS RD. #560 ARLINGTON HEIGHTS, IL 60005	SECRETARY 6.00	28,000.	0.	0.
JAMES K. MAROUSIS 2340 S. ARLINGTON HEIGHTS RD. #560 ARLINGTON HEIGHTS, IL 60005	TREAS./HONORARY DIR. 45.00	70,855.	0.	0.
NANCY T. SPELSBERG 2340 S. ARLINGTON HEIGHTS RD. #560 ARLINGTON HEIGHTS, IL 60005	DIRECTOR 6.00	28,000.	0.	0.
DR. THOMAS C. SPELSBERG 2340 S. ARLINGTON HEIGHTS RD. #560 ARLINGTON HEIGHTS, IL 60005	DIRECTOR 6.00	28,000.	0.	0.
DEAN J. MAROUSIS 2340 S. ARLINGTON HEIGHTS RD. #560 ARLINGTON HEIGHTS, IL 60005	PRESIDENT 6.00	28,000.	0.	0.
SOFIA M. BISHOP 2340 S. ARLINGTON HEIGHTS RD. #560 ARLINGTON HEIGHTS, IL 60005	ASSIST. TREAS. 6.00	28,000.	0.	0.
KATIE OWENS 2340 S. ARLINGTON HEIGHTS RD. #560 ARLINGTON HEIGHTS, IL 60005	DIRECTOR 6.00	28,000.	0.	0.
THOMAS E O'BRIEN 2340 S. ARLINGTON HEIGHTS RD. #560 ARLINGTON HEIGHTS, IL 60005	DIRECTOR 6.00	19,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		285,855.	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.

Asset Number	Description of property							
	Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
1	CONFERENCE TABLE & CHAIRS							
	062594	SL	10.00	16	2,186.		2,186.	0.
2	FILING CABINETS							
	072994	SL	10.00	16	1,158.		1,158.	0.
3	PHONE & ANSWERING MACHINE							
	032394	SL	10.00	16	696.		696.	0.
4	TYPEWRITER							
	040894	SL	10.00	16	139.		139.	0.
5	TYPEWRITER TABLE							
	040894	SL	10.00	16	49.		49.	0.
6	COPIER MACHINE							
	040894	SL	10.00	16	2,719.		2,719.	0.
7	DESK & 4 CHAIRS							
	042594	SL	10.00	16	1.		1.	0.
8	COMPUTER CART & PRINTER							
	021996	SL	5.00	16	4,447.		4,447.	0.
9	COMPUTER CABINET							
	021496	SL	5.00	16	70.		70.	0.
10	READING MACHINE							
	080798	SL	4.00	16	2,033.		2,033.	0.
11	TABLE, 5 CHAIRS, 4 WOODEN STORAGE							
	122398	SL	10.00	16	560.		560.	0.
12	DELL COMPUTER							
	092305	SL	5.00	16	1,439.		1,439.	0.
13	PHOTOCOPY MACHINE							
	010807	SL	5.00	16	2,424.		2,424.	0.
14	LAPTOP COMPUTER							
	040808	SL	5.00	16	954.		907.	47.
	* TOTAL 990-PF PG 1 DEPR							
					18,875.	0.	18,828.	47.

GEORGE M. EISENBERG FOUNDATION FOR CHARITIES

2340 S. Arlington Heights Road, Suite 615 • Arlington Heights, IL 60005

Phone: (847) 981-0545 • Fax: (847) 981-0548

REVISED 8/9/08

GUIDELINES FOR GRANT APPLICATIONS

I. Foundation's funding:

Grants by the George M. Eisenberg Foundation for Charities will be considered in the following fields: research in medicine, medical education, and physical, emotional and social assistance, primarily for the benefit of underprivileged youth and the elderly. Grant awards are generally limited to the following geographic areas:

- Illinois - primarily in the Chicago metropolitan area.
- Rochester, Minnesota

II. Limited areas of support:

In general, the Foundation does not support:

- charities outside the Chicago metro area
- purchase of tickets for fund raising
- or Rochester, Minnesota
- public colleges or universities unless relating to medical care
- specific individuals
- churches or religious education
- endowment funds
- secondary or elementary schools
- advertising in charitable publications

The Foundation will also not engage in, nor make any distributions for, any political activities, including lobbying.

III. Application Procedure and Processing:

1. The Foundation's Board meets throughout the year to carry out business affairs and to review grant applications. Applications are reviewed on a continuing basis throughout the year, **but May 31st is the deadline for consideration for funding of that year.** Applications received by the office after May 31st will be considered for funding in the following year.
2. Selection of grant recipients are based on the views of the Board of Directors based on the Foundation's Guidelines, the merits of the proposal, and the urgent need of the charity.
3. Grants are generally made in one payment in November/December. Grants are generally one-year awards. In exceptional cases, some longer-term grants (more than one year) may be awarded.
4. Within twelve months after a grant is made, the recipient is required to submit a brief report describing specifically how the grant was used.

IV. Guidelines for submitting a Grant Application:

No formal application form is required. Applications for grants should be made in writing to Mr. James Marousis of the Foundation. A one or two page letter summarizing the request and containing the legal name of the organization should be accompanied by the following information:

1. the IRS letter of determination documenting the organization's current publicly supported status under Internal Revenue Code Sections 170(b)(1)(A)(i) through (vi), 509(a)(1) or 509(a)(2). **No contributions can be made to 509(a)(3), Type III organizations.**
2. summary of specified project or need
3. history of the organization
4. intended use of the funds
5. list of members of the board of directors, if any
6. latest financial statements including breakdown of expenses showing:
 - a. general and administrative
 - b. list of the five (5) highest paid individuals
 - c. fund raising
 - d. program services

V. To whom to submit:

Questions, inquiries, and proposals should be submitted to the George M. Eisenberg Foundation for Charities as indicated above.

- VI. Please note: Due to the large volume of grants received, we regret that no communications will be made to organizations that will not receive funding.

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ASSET DETAIL

DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MARKET
Cash And Equivalents						
Money Markets						
First Amer Prime Oblig Fund C I I 31846V732 Asset Minor Code 1 ACCOUNT 000012586400	110,810.820	110,810.82 1.0000	110,810.82	.00 .00	2.46	0.00
First Amer Prime Oblig Fund C I I 31846V732 Asset Minor Code 1 ACCOUNT 000012586401	447,916.910	447,916.91 1.0000	447,916.91	.00 .00	8.10	0.00
First Amer Prime Oblig Fund C I I 31846V732 Asset Minor Code 1 ACCOUNT 000012586403	39,067.560	39,067.56 1.0000	39,067.56	.00 .00	.52	0.00
First Amer Prime Oblig Fund C I I 31846V732 Asset Minor Code 1 ACCOUNT 000012586404	55,593.920	55,593.92 1.0000	55,593.92	.00 .00	.69	0.00
First Amer Prime Oblig Fund C I I 31846V732 Asset Minor Code 1 ACCOUNT 000012586405	.380	.38 1.0000	.38	.00 .00	.00	0.00
First Amer Prime Oblig Fund C I I 31846V732 Asset Minor Code 1 ACCOUNT 000012586406	133,063.260	133,063.26 1.0000	133,063.26	.00 .00	.36	0.00
Total First Amer Prime Oblig Fund C I I	786,452.850	786,452.85	786,452.85	.00 .00	12.13	0.00
Total Money Markets	786,452.850	786,452.85	786,452.85	.00 .00	12.13	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 MARKET
Cash						
Cash		26,274.85	26,274.85			
Pending Cash		- 12,907.95	- 12,907.95			
Total Cash	.000	13,366.90	13,366.90	.00 .00	.00	0.00
Total Cash And Equivalents	786,452.850	799,819.75	799,819.75	.00 .00	12.13	0.00

US Government Issues

U S Treasury NI 1.250% 4/15/14 Standard & Poors Rating: N/A Moody's Rating: AAA 912828QC7 Asset Minor Code 21 ACCOUNT 000012586400	.000	.00 100.3240	.00	.00 - 57.24	.00	0.00
F H L M C M T N 2.500% 4/23/14 Standard & Poors Rating: AA+ Moody's Rating: AAA 3137EACB3 Asset Minor Code 22 ACCOUNT 000012586400	140,000.000	141,036.00 100.7400	140,044.85	991.15 - 3,022.88	661.11	2.48
U S Treasury NI 2.625% 6/30/14 Standard & Poors Rating: N/A Moody's Rating: AAA 912828KY5 Asset Minor Code 21 ACCOUNT 000012586400	.000	.00 101.2420	.00	.00 - 5,851.22	.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 MARKET
U S Treasury Nt 2.625% 7/31/14 Standard & Poors Rating: N/A Moody's Rating: AAA 912828LC2 Asset Minor Code 21 ACCOUNT 000012586400	285,000.000	289,141.05 101.4530	288,408.65	732.40 - 1,179.41	3,130.74	2.56
U S Treasury Nt 2.375% 2/28/15 Standard & Poors Rating: N/A Moody's Rating: AAA 912828MF8 Asset Minor Code 21 ACCOUNT 000012586400	.000	.00 102.5040	.00	.00 - 5,717.02	.00	0.00
U S Treasury Nt 2.500% 3/31/15 Standard & Poors Rating: N/A Moody's Rating: AAA 912828MW7 Asset Minor Code 21 ACCOUNT 000012586400	30,000.000	30,852.00 102.8400	29,929.38	922.62 - 693.26	191.62	2.43
U S Treasury Nt 2.500% 4/30/15 Standard & Poors Rating: N/A Moody's Rating: AAA 912828MZ0 Asset Minor Code 21 ACCOUNT 000012586400	.000	.00 103.0190	.00	.00 - 7,379.19	.00	0.00
U S Treasury Nt 1.750% 7/31/15 Standard & Poors Rating: N/A Moody's Rating: AAA 912828NP1 Asset Minor Code 21 ACCOUNT 000012586400	240,000.000	245,596.80 102.3320	241,274.59	4,322.21 - 2,385.02	1,757.60	1.66
S B A Gld Dev Prtn 4.940% 8/10/15 Standard & Poors Rating: N/A Moody's Rating: N/A 831641DY8 Asset Minor Code 30 ACCOUNT 000012586400	10,238.440	10,675.52 104.2690	10,238.44	437.08 - 766.95	84.01	4.69

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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 MARKET
U S Treasury Nt 0.375% 8/31/15 Standard & Poors Rating: N/A Moody's Rating: AAA 912828VU1 Asset Minor Code 21 ACCOUNT 000012586400	295,000.000	295,448.40 100.1520	295,083.36	365.04 365.04	363.70	0.39
U S Treasury Nt 1.250% 8/31/15 Standard & Poors Rating: N/A Moody's Rating: AAA 912828NV8 Asset Minor Code 21 ACCOUNT 000012586400	465,000.000	472,393.50 101.5900	463,025.05	9,368.45 -5,070.55	2,164.56	1.18
U S Treasury Nt 1.250% 9/30/15 Standard & Poors Rating: N/A Moody's Rating: AAA 912828NZ9 Asset Minor Code 21 ACCOUNT 000012586400	10,000.000	10,162.10 101.6210	10,009.92	152.18 -82.26	31.94	1.18
U S Treasury Nt 1.375% 11/30/15 Standard & Poors Rating: N/A Moody's Rating: AAA 912828PJ3 Asset Minor Code 21 ACCOUNT 000012586400	130,000.000	132,514.20 101.9340	128,254.57	4,259.63 -2,190.39	157.14	1.37
S B A Gld Dev P1n 5.408% 2/10/16 Standard & Poors Rating: N/A Moody's Rating: N/A 831641EA9 Asset Minor Code 30 ACCOUNT 000012586400	11,714.610	12,323.30 105.1960	11,917.84	405.46 -575.82	105.88	5.13
F N M A M T N 0.700% 2/22/16 Standard & Poors Rating: AA+ Moody's Rating: AAA 3135GONU3 Asset Minor Code 22 ACCOUNT 000012586400	.000	.00 100.0000	.00	.00 -40.40	.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 MARKET
F H L M C M TN 2.500% 5/27/16 Standard & Poors Rating: AA+ Moody's Rating: AAA 3137EACT4 Asset Minor Code 22 ACCOUNT 000012586400	.000	.00 104.6590	.00	.00 - 5,380.24	.00	0.00
U S Treasury NI 1.500% 6/30/16 Standard & Poors Rating: N/A Moody's Rating: AAA 912828QR4 Asset Minor Code 21 ACCOUNT 000012586400	255,000.000	260,877.75 102.3050	261,195.04	- 317.29 - 317.29	10.57	1.46
U S Treasury NI 3.250% 7/31/16 Standard & Poors Rating: N/A Moody's Rating: AAA 912828LD0 Asset Minor Code 21 ACCOUNT 000012586400	200,000.000	213,578.00 106.7890	208,329.60	5,248.40 - 3,067.47	2,720.11	2.99
S B A Gtd Dev Part 5.681% 8/10/16 Standard & Poors Rating: N/A Moody's Rating: N/A 831641EC5 Asset Minor Code 30 ACCOUNT 000012586400	24,751.920	25,967.98 104.9130	24,751.92	1,216.06 - 2,696.69	235.00	5.43
F H L M C M TN 2.000% 8/25/16 Standard & Poors Rating: AA+ Moody's Rating: AAA 3137EACW7 Asset Minor Code 22 ACCOUNT 000012586400	.000	.00 103.4110	.00	.00 - 6,183.41	.00	0.00
U S Treasury NI 1.000% 10/31/16 Standard & Poors Rating: N/A Moody's Rating: AAA 912828RM4 Asset Minor Code 21 ACCOUNT 000012586400	.000	.00 100.7580	.00	.00 - 4,485.66	.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 MARKET
U S Treasury NI 0.875% 11/30/16 Standard & Poors Rating: N/A Moody's Rating: AAA 912828RU6 Asset Minor Code 21 ACCOUNT 000012586400	120,000.000	120,384.00 100.3200	120,080.69	303.31 - 1,285.49	92.31	0.89
U S Treasury NI 0.875% 12/31/16 Standard & Poors Rating: N/A Moody's Rating: AAA 912828RX0 Asset Minor Code 21 ACCOUNT 000012586400	125,000.000	125,273.75 100.2190	125,199.14	74.61 - 1,389.07	5.02	0.89
U S Treasury NI 0.875% 1/31/17 Standard & Poors Rating: N/A Moody's Rating: AAA 912828SC5 Asset Minor Code 21 ACCOUNT 000012586400	190,000.000	190,178.60 100.0940	190,256.46	- 77.86 - 2,262.45	695.68	0.89
F N M A M T N 5.375% 6/12/17 Standard & Poors Rating: AA+ Moody's Rating: AAA 31398ADM1 Asset Minor Code 22 ACCOUNT 000012586400	110,000.000	125,786.10 114.3510	120,637.33	5,148.77 - 3,562.81	312.05	4.72
U S Treasury NI 0.500% 7/31/17 Standard & Poors Rating: N/A Moody's Rating: AAA 912828TG5 Asset Minor Code 21 ACCOUNT 000012586400	155,000.000	151,741.90 97.8980	152,048.19	- 306.29 - 306.29	324.32	0.51
F N M A Deb 1.100% 8/28/17 Standard & Poors Rating: AA+ Moody's Rating: AAA 3135G0NR0 Asset Minor Code 22 ACCOUNT 000012586400	.000	.00 99.3730	.00	.00 - 201.34	.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 MARKET
U S Treasury NI 0.625% 9/30/17 Standard & Poors Rating: N/A Moody's Rating: AAA 912828TS9 Asset Minor Code 21 ACCOUNT 000012586400	305,000.000	298,662.10 97.9220	303,761.40	- 5,099.30 - 6,113.67	487.04	0.61
U S Treasury NI 0.750% 12/31/17 Standard & Poors Rating: N/A Moody's Rating: AAA 912828UE8 Asset Minor Code 21 ACCOUNT 000012586400	15,000.000	14,667.15 97.7810	14,920.67	- 253.52 - 253.52	.31	0.71
U S Treasury NI 0.750% 2/28/18 Standard & Poors Rating: N/A Moody's Rating: AAA 912828UR9 Asset Minor Code 21 ACCOUNT 000012586400	190,000.000	184,997.30 97.3670	190,574.50	- 5,577.20 - 5,577.20	480.21	0.71
U S Treasury NI 1.375% 9/30/18 Standard & Poors Rating: N/A Moody's Rating: AAA 912828RH5 Asset Minor Code 21 ACCOUNT 000012586400	60,000.000	59,268.60 98.7810	59,763.67	- 495.07 - 495.07	210.78	1.41
F H L M C M TN 1.750% 5/30/19 Standard & Poors Rating: AA+ Moody's Rating: AAA 3137EADG1 Asset Minor Code 22 ACCOUNT 000012586400	55,000.000	54,026.50 98.2300	54,991.54	- 965.04 - 2,870.29	82.88	1.73
U S Treasury NI 3.500% 5/15/20 Standard & Poors Rating: N/A Moody's Rating: AAA 912828ND8 Asset Minor Code 21 ACCOUNT 000012586400	.000	.00 107.8830	.00	.00 - 16,112.35	.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 MARKET
F N M A Gld Remic 6.500% 9/25/20 Standard & Poors Rating: N/A Moody's Rating: N/A 31358FBB4 Asset Minor Code 30 ACCOUNT 000012586400	2,482.710	2,091.53 108.4110	2,480.24	211.29 - 88.93	13.43	5.99
U S Treas Bds 8.125% 8/15/21 Standard & Poors Rating: N/A Moody's Rating: AAA 912810EK0 Asset Minor Code 21 ACCOUNT 000012586400	85,000.000	118,249.45 139.1170	121,256.27	- 3,006.82 - 3,006.82	2,608.61	5.82
F N M A Gld Remic 7.500% 8/25/21 Standard & Poors Rating: N/A Moody's Rating: N/A 31358HYH2 Asset Minor Code 30 ACCOUNT 000012586400	10,450.450	11,838.58 113.2830	10,444.42	1,394.16 - 552.45	65.29	6.62
U S Treasury NI 2.000% 11/15/21 Standard & Poors Rating: N/A Moody's Rating: AAA 912828RR3 Asset Minor Code 21 ACCOUNT 000012586400	50,000.000	47,722.50 95.4450	50,320.39	- 2,597.89 - 4,902.93	129.83	2.09
U S Treasury NI 1.750% 5/15/22 Standard & Poors Rating: N/A Moody's Rating: AAA 912828SV3 Asset Minor Code 21 ACCOUNT 000012586400	115,000.000	106,339.35 92.4690	114,570.14	- 8,230.79 - 9,982.47	261.29	1.83
F N M A Gld Remic 5.500% 9/25/22 Standard & Poors Rating: N/A Moody's Rating: N/A 31358QVQ5 Asset Minor Code 30 ACCOUNT 000012586400	7,696.780	8,367.09 108.7090	7,686.66	680.43 - 239.93	35.24	5.05

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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 MARKET
U S Treasury NI 1.625% 11/15/22 Standard & Poors Rating: N/A Moody's Rating: AAA 912828TY6 Asset Minor Code 21 ACCOUNT 000012586400	120,000.000	108,319.20 90.2660	118,844.04	- 10,524.84 - 9,729.42	253.18	1.77
F N M A #535362 2.625% 8/01/23 Standard & Poors Rating: N/A Moody's Rating: N/A 31384VWX6 Asset Minor Code 24 ACCOUNT 000012586400	19,417.370	20,745.71 106.8410	19,485.57	1,260.14 - 133.57	42.48	2.43
U S Treasury NI 2.500% 8/15/23 Standard & Poors Rating: N/A Moody's Rating: AAA 912828VS6 Asset Minor Code 21 ACCOUNT 000012586400	320,000.000	307,299.20 96.0310	312,518.22	- 5,219.02 - 5,219.02	3,198.90	2.60
U S Treasury Bd 7.625% 2/15/25 Standard & Poors Rating: N/A Moody's Rating: AAA 912810ET1 Asset Minor Code 21 ACCOUNT 000012586400	75,000.000	107,144.25 142.8590	95,750.02	11,394.23 - 12,377.59	2,160.07	5.31
F H L M C #846757 2.325% 5/01/25 Standard & Poors Rating: N/A Moody's Rating: N/A 3128HDQJ1 Asset Minor Code 24 ACCOUNT 000012586400	34,000.060	36,072.36 106.0950	34,130.59	1,941.77 - 110.57	133.77	2.16
U S Treasury Bd 6.875 08/15/2025 Standard & Poors Rating: N/A Moody's Rating: AAA 912810EV6 Asset Minor Code 21 ACCOUNT 000012586400	80,000.000	108,924.80 136.1560	96,533.90	12,390.90 - 13,229.62	2,077.45	5.06

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U S Treasury Bd 6.375% 8/15/27 Standard & Poors Rating: N/A Moody's Rating: AAA 912810FA1 Asset Minor Code 21 ACCOUNT 000012586400	55,000.000	73,029.55 132.7810	65,551.52	7,478.03 - 9,752.08	1,324.37	4.81
U S Treasury Bd 6.125% 11/15/27 Standard & Poors Rating: N/A Moody's Rating: AAA 912810FB9 Asset Minor Code 21 ACCOUNT 000012586400	170,000.000	221,212.50 130.1250	177,683.32	43,529.18 - 30,986.77	1,351.90	4.68
F H L M C #786281 2.482% 1/01/28 Standard & Poors Rating: N/A Moody's Rating: N/A 313485S6S8 Asset Minor Code 24 ACCOUNT 000012586400	8,106.570	8,677.03 107.0370	8,142.48	534.55 - 31.85	34.09	2.33
F H L M C Mltl Mt 0.651% 4/15/32 Standard & Poors Rating: N/A Moody's Rating: N/A 31394PN66 Asset Minor Code 30 ACCOUNT 000012586400	.000	.00 100.0010	.00	.00 6.65	.00	0.00
F N M A #555922 2.321% 7/01/32 Standard & Poors Rating: N/A Moody's Rating: N/A 31385XSK4 Asset Minor Code 24 ACCOUNT 000012586400	6,480.220	6,619.03 102.1420	6,508.81	110.22 - 107.25	12.53	2.25
F N M A #879906 2.552% 10/01/33 Standard & Poors Rating: N/A Moody's Rating: N/A 31409VR39 Asset Minor Code 24 ACCOUNT 000012586400	52,548.490	55,947.33 106.4680	53,663.18	2,284.15 - 1,075.02	111.79	2.44

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U S Treasury Bd 3.500% 2/15/39 Standard & Poor's Rating: N/A Moody's Rating: AAA 912810QA9 Asset Minor Code 21 ACCOUNT 000012586400	40,000.000	37,668.80 94.1720	46,129.68	- 8,460.88 - 7,380.34	528.80	3.71
U S Treasury Bd 4.375% 5/15/41 Standard & Poor's Rating: N/A Moody's Rating: AAA 912810QQ4 Asset Minor Code 21 ACCOUNT 000012586400	.000	.00 108.5000	.00	.00 - 4,888.07	.00	0.00
U S Treasury Bd 3.125% 11/15/41 Standard & Poor's Rating: N/A Moody's Rating: AAA 912810QT8 Asset Minor Code 21 ACCOUNT 000012586400	.000	.00 86.3750	.00	.00 - 7,800.70	.00	0.00
U S Treasury Bd 3.000% 5/15/42 Standard & Poor's Rating: N/A Moody's Rating: AAA 912810QW1 Asset Minor Code 21 ACCOUNT 000012586400	55,000.000	46,122.45 83.8590	58,665.44	- 10,542.99 - 9,870.75	214.23	3.57
U S Treasury Bd 2.750% 11/15/42 Standard & Poor's Rating: N/A Moody's Rating: AAA 912810QY7 Asset Minor Code 21 ACCOUNT 000012586400	130,000.000	102,781.90 79.0630	124,785.85	- 22,003.95 - 21,743.40	464.16	3.41
U S Treasury Bd 2.875% 5/15/43 912810RB6 Asset Minor Code 21 ACCOUNT 000012586400	30,000.000	24,314.10 81.0470	25,980.95	- 1,666.85 - 1,666.85	111.67	3.57

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Total US Government Issues	4,887,887.620	5,026,639.31	4,993,828.49	31,810.82 - 252,076.63	29,437.66	2.17
Corporate Issues						
Duty Free Intl Inc 0.00001% 1/15/04 Standard & Poors Rating: N/R Moody's Rating: WR 267034AB7 Asset Minor Code 28 ACCOUNT 000012586400	325,000.000	.00 .0000	116,842.96	- 116,842.96 .00	.00	0.00
Wellpoint Inc 6.000% 2/15/14 Standard & Poors Rating: A- Moody's Rating: BAA2 94973VACQ Asset Minor Code 28 ACCOUNT 000012586400	.000	.00 102.1720	.00	.00 - 485.55	.00	0.00
Vornado Rlty Tst 4.250% 4/01/15 Standard & Poors Rating: BBB Moody's Rating: BAA2 929043AF4 Asset Minor Code 28 ACCOUNT 000012586400	40,000.000	41,249.20 103.1230	39,986.15	1,263.05 - 1,044.85	425.00	4.07
Public Service Nh Fd 6.480% 5/01/15 Standard & Poors Rating: AAA Moody's Rating: AAA 69363YAC5 Asset Minor Code 31 ACCOUNT 000012586400	.000	.00 100.0170	.00	.00 105.17	.00	0.00
Amer Express Cr Min 1.750% 6/12/15 Standard & Poors Rating: A- Moody's Rating: A2 0258M0DE6 Asset Minor Code 28 ACCOUNT 000012586400	30,000.000	30,484.20 101.6140	29,997.37	486.83 - 146.20	27.71	1.67

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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	47,064.15 104.5870	46,911.32	152.83 371.05	690.63	3.05
Capital One Multi 5.050% 2/15/16 Standard & Poor's Rating: AAA Moody's Rating: AAA 14041NED9 Asset Minor Code 31 ACCOUNT 000012586400	.000	.00 100.0400	.00	.00 -1,675.52	.00	0.00
Directiv Holdings 3.125% 2/15/16 Standard & Poor's Rating: BBB Moody's Rating: BAA2 25459HAV7 Asset Minor Code 28 ACCOUNT 000012586400	55,000.000	57,212.10 104.0220	54,673.24	2,538.86 -531.77	649.31	2.98
Prudential Fnl Mtn 5.500% 3/15/16 Standard & Poor's Rating: A Moody's Rating: BAA1 74432QAJ4 Asset Minor Code 28 ACCOUNT 000012586400	45,000.000	49,121.55 109.1590	45,138.99	3,982.66 -1,593.39	728.75	5.03
Countrywide Fnl 6.250% 5/15/16 Standard & Poor's Rating: BBB+ Moody's Rating: BAA3 222372AJ3 Asset Minor Code 28 ACCOUNT 000012586400	65,000.000	71,727.50 110.3500	60,477.09	11,250.41 -1,246.73	519.10	5.70
Mellie Inc 6.750% 6/01/16 Standard & Poor's Rating: A- Moody's Rating: A3 59156RAU2 Asset Minor Code 28 ACCOUNT 000012586400	40,000.000	45,481.20 113.7030	39,964.41	5,516.79 -5,618.79	225.00	5.89

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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	49,817.25 110.7050	44,955.00	4,862.25 - 2,044.89	225.00	5.41
Bank Of Amer Corp 6.500% 8/01/16 Standard & Poors Rating: A- Moody's Rating: BAA2 06051GEA3 Asset Minor Code 28 ACCOUNT 000012586400	65,000.000	73,390.85 112.9090	68,992.12	4,498.73 - 267.02	1,760.42	5.75
Amer Express Cl Mln 2.800% 9/19/16 Standard & Poors Rating: A- Moody's Rating: A2 0258M0DC0 Asset Minor Code 28 ACCOUNT 000012586400	60,000.000	62,692.80 104.4880	61,222.72	1,470.08 - 351.06	476.00	2.67
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	28,081.50 112.3260	27,087.35	994.15 131.98	296.88	4.98
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	73,130.20 112.5080	63,585.59	9,544.61 - 2,506.98	415.28	5.06
United Mexican Mln 5.625% 1/15/17 Standard & Poors Rating: BBB+ Moody's Rating: BAA1 91086GAU2 Asset Minor Code 28 ACCOUNT 000012586400	40,000.000	44,700.00 111.7500	39,880.92	4,819.08 - 1,735.73	1,037.50	5.01

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Eblt 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	20,221.00 101.1050	19,972.14	248.86 - 473.43	118.25	2.07
Filth Third Auto 0.610% 9/15/17 Standard & Poors Rating: AAA Moody's Rating: AAA 31679DAC0 Asset Minor Code 31 ACCOUNT 000012586400	110,000.000	109,764.60 99.7860	109,996.01	- 231.41 - 231.41	29.82	0.60
Ncua Guaranteed Nt 0.5385% 11/06/17 Standard & Poors Rating: AA+ Moody's Rating: AAA 62888JAA8 Asset Minor Code 31 ACCOUNT 000012586400	21,156.780	21,183.23 100.1250	21,156.33	26.90 - 31.53	9.81	0.49
Citigroup Inc 6.125% 11/21/17 Standard & Poors Rating: A- Moody's Rating: BAA2 172967EM9 Asset Minor Code 28 ACCOUNT 000012586400	60,000.000	69,162.60 115.2710	59,882.19	9,280.41 - 5,161.20	408.33	5.29
Bank Of America 5.750% 12/01/17 Standard & Poors Rating: A- Moody's Rating: BAA2 060505DP6 Asset Minor Code 28 ACCOUNT 000012586400	25,000.000	28,452.75 113.8110	26,122.26	2,330.49 - 2,640.43	119.79	5.00
Anheuser Busch Inbev 1.250% 1/17/18 Standard & Poors Rating: A Moody's Rating: A3 035242AC0 Asset Minor Code 28 ACCOUNT 000012586400	50,000.000	48,921.50 97.8430	49,750.16	- 828.66 - 828.66	284.72	1.22

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Conagra Foods Inc 1.900% 1/25/18 Standard & Poor's Rating: BBB- Moody's Rating: BAA2 205887BQ4 Asset Minor Code 28 ACCOUNT 000012586400	25,000.000	24,541.75 98.1670	25,000.00	- 458.25 - 458.25	205.83	1.93
Goldman Sachs Gr 6.150% 4/01/18 Standard & Poor's Rating: A- Moody's Rating: BAA1 38141GFM1 Asset Minor Code 28 ACCOUNT 000012586400	80,000.000	91,734.40 114.6680	84,984.36	6,750.04 - 3,195.29	1,230.00	5.31
Morgan Stanley 6.625% 4/01/18 Standard & Poor's Rating: A- Moody's Rating: BAA2 6174466Q7 Asset Minor Code 28 ACCOUNT 000012586400	45,000.000	52,654.05 117.0090	45,000.00	7,654.05 - 381.60	745.31	5.64
Gen Elec Cap Cp Min 5.625% 5/01/18 Standard & Poor's Rating: AA+ Moody's Rating: A1 36962G3U6 Asset Minor Code 28 ACCOUNT 000012586400	90,000.000	103,353.30 114.8370	99,282.99	4,070.31 - 5,926.25	843.75	4.87
Kellogg Co 3.250% 5/21/18 Standard & Poor's Rating: BBB+ Moody's Rating: BAA1 487836BE7 Asset Minor Code 28 ACCOUNT 000012586400	30,000.000	31,199.10 103.9970	29,952.95	1,246.15 - 1,490.44	108.33	3.07
National Rural Util 10.375% 11/01/18 Standard & Poor's Rating: A+ Moody's Rating: A1 637432LR4 Asset Minor Code 28 ACCOUNT 000012586400	50,000.000	67,619.00 135.2380	49,765.02	17,853.98 - 13,581.40	864.58	7.69

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Verizon Comm Inc 8.750% 11/01/18 Standard & Poors Rating: BBB+ Moody's Rating: BAA1 92343VAQ7 Asset Minor Code 28 ACCOUNT 000012586400	39,000.000	49,903.23 127.9570	47,580.09	2,323.14 - 2,656.37	538.75	6.79
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	45,876.80 114.6920	40,194.71	5,682.09 - 678.73	1,106.67	5.23
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	71,570.40 119.2840	60,266.43	11,303.97 - 9,332.94	1,997.92	7.29
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	43,023.05 122.9230	34,962.40	8,060.65 - 2,554.61	945.39	5.77
Morgan Stanley 7.300% 5/13/19 Standard & Poors Rating: A- Moody's Rating: BAA2 61747YCG8 Asset Minor Code 28 ACCOUNT 000012586400	20,000.000	24,288.20 121.4410	20,948.09	3,340.11 128.33	194.67	6.01
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	19,223.85 128.1590	17,751.30	1,472.55 - 506.05	138.13	6.63

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Delta Air Lines 4.950% 5/23/19 Standard & Poor's Rating: A+ Moody's Rating: BAA1 247361ZH4 Asset Minor Code 31 ACCOUNT 000012586400	.000	.00 107.7500	.00	.00 - 2,738.40	.00	0.00
McDonalds Corp Min 1.875% 5/29/19 Standard & Poor's Rating: A Moody's Rating: A2 58013MEQ3 Asset Minor Code 28 ACCOUNT 000012586400	20,000.000	19,514.20 97.5710	19,851.31	- 337.11 - 863.08	33.33	1.94
Lincoln Nail Corp 8.750% 7/01/19 Standard & Poor's Rating: A- Moody's Rating: BAA1 534187AX7 Asset Minor Code 28 ACCOUNT 000012586400	15,000.000	19,307.40 128.7160	16,567.85	2,739.55 - 521.75	656.25	6.75
Capital One Bank 8.800% 7/15/19 Standard & Poor's Rating: BBB Moody's Rating: BAA1 140420MV9 Asset Minor Code 28 ACCOUNT 000012586400	.000	.00 127.1070	.00	.00 - 4,138.84	.00	0.00
Northrop Grumman 5.050% 8/01/19 Standard & Poor's Rating: BBB Moody's Rating: BAA2 666807BA9 Asset Minor Code 28 ACCOUNT 000012586400	40,000.000	44,212.00 110.5300	39,958.80	4,253.20 - 2,483.18	841.67	4.52
Quest Diagnostic 4.750% 1/30/20 Standard & Poor's Rating: BBB+ Moody's Rating: BAA2 74834LAP5 Asset Minor Code 28 ACCOUNT 000012586400	25,000.000	26,007.50 104.0300	24,757.05	1,250.45 - 1,635.06	498.09	4.51

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Simon Prop Gp LP 5.650% 2/01/20 Standard & Poors Rating: A Moody's Rating: A2 828807CD7 Asset Minor Code 28 ACCOUNT 000012586400	45,000.000	51,164.10 113.6980	45,309.81	5,854.29 - 2,795.26	1,059.38	4.92
Valero Energy 6.125% 2/01/20 Standard & Poors Rating: BBB Moody's Rating: BAA2 91913YAR1 Asset Minor Code 28 ACCOUNT 000012586400	.000	.00 114.2220	.00	.00 - 5,521.15	.00	0.00
Pnc Funding Corp 6.125% 2/08/20 Standard & Poors Rating: A- Moody's Rating: A3 693476BJ1 Asset Minor Code 28 ACCOUNT 000012586400	55,000.000	61,773.80 112.3160	54,947.48	6,826.32 - 3,646.43	1,119.67	4.54
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	90,220.00 112.7750	79,869.09	10,350.91 - 4,495.32	1,248.44	4.69
Chevron Corp 2.427% 6/24/20 Standard & Poors Rating: AA Moody's Rating: AA1 166764AG5 Asset Minor Code 28 ACCOUNT 000012586400	20,000.000	19,461.20 97.3060	20,000.00	- 538.80 - 538.80	9.44	2.46
Jpmorgan Chase 4.400% 7/22/20 Standard & Poors Rating: A Moody's Rating: A3 46825HHS2 Asset Minor Code 28 ACCOUNT 000012586400	.000	.00 107.4960	.00	.00 - 22,175.04	.00	0.00

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				GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD			
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	47.884.50 106.4100	44,983.26	2,901.24 -3,559.60		193.13	4.79
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	53,183.70 118.1860	44,914.94	8,268.76 -2,662.64		128.00	5.41
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	111,862.00 111.8620	104,841.96	7,020.04 -3,640.57		2,061.11	4.73
Applied Material 4.300% 6/15/21 Standard & Poors Rating: A- Moody's Rating: A3 038222AF2 Asset Minor Code 28 ACCOUNT 000012586400	000	.00 103.5070	.00	.00 -4,731.14		.00	0.00
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	37,217.25 106.3350	36,574.00	643.25 -2,970.33		766.60	4.41
Firstenergy Solu 6.050% 8/15/21 Standard & Poors Rating: BBB- Moody's Rating: BAA3 33766JAD5 Asset Minor Code 28 ACCOUNT 000012586400	.000	.00 106.8660	.00	.00 -5,574.76		.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	.000	102.9680	.00	.00	- 164.17	.00	0.00
Jpmorgan Chase 4.500% 1/24/22 Standard & Poors Rating: A Moody's Rating: A3 46625HJD3 Asset Minor Code 28 ACCOUNT 000012586400	35,000.000	37,020.55 105.7730	34,844.16	2,176.39 - 2,589.70		686.88	4.25
Freeport McMoran C G 3.550% 3/01/22 Standard & Poors Rating: BBB Moody's Rating: BAA3 36671DAU9 Asset Minor Code 28 ACCOUNT 000012586400	20,000.000	19,008.00 95.0400	19,959.80	- 951.80 - 832.16		236.67	3.68
Ventas Realty LP Cap 4.250% 3/01/22 Standard & Poors Rating: BBB+ Moody's Rating: BAA1 92276MAX3 Asset Minor Code 28 ACCOUNT 000012586400	25,000.000	25,157.25 100.6290	24,835.89	321.36 - 1,371.97		364.17	4.17
Lincoln Natl Corp 4.200% 3/15/22 Standard & Poors Rating: A- Moody's Rating: BAA1 534187BC2 Asset Minor Code 28 ACCOUNT 000012586400	25,000.000	25,475.50 101.9020	26,559.56	- 1,084.06 - 1,183.61		309.17	4.12
Anheuser Busch 2.500% 7/15/22 Standard & Poors Rating: A Moody's Rating: A3 03523TBP2 Asset Minor Code 28 ACCOUNT 000012586400	.000	92.4970	.00	.00	- 325.86	.00	0.00

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Realty Income Corp 3.250% 10/15/22 Standard & Poor's Rating: BBB+ Moody's Rating: BAA1 756109AN4 Asset Minor Code 28 ACCOUNT 000012586400	45,000.000	41,182.20 91.5160	44,759.44	- 3,577.24 - 2,901.70	308.75	3.49
Jpmorgan Chase & Co 3.200% 1/25/23 Standard & Poor's Rating: A Moody's Rating: A3 46625HJH4 Asset Minor Code 28 ACCOUNT 000012586400	120,000.000	113,763.60 94.8030	119,990.74	- 6,227.14 - 6,227.14	1,664.00	3.37
Apple Inc 2.400% 5/03/23 Standard & Poor's Rating: AA+ Moody's Rating: AA1 037933AK6 Asset Minor Code 28 ACCOUNT 000012586400	40,000.000	35,968.40 89.9210	39,950.47	- 3,982.07 - 3,982.07	154.67	2.66
Nucor Corp 4.000% 8/01/23 Standard & Poor's Rating: A Moody's Rating: BAA1 670346AM7 Asset Minor Code 28 ACCOUNT 000012586400	25,000.000	24,404.50 97.6180	24,981.53	- 577.03 - 577.03	422.22	4.09
Veilzon 5.150% 9/15/23 Standard & Poor's Rating: BBB+ Moody's Rating: BAA1 92343VBR4 Asset Minor Code 28 ACCOUNT 000012586400	30,000.000	32,210.70 107.3690	29,902.80	2,307.90 2,307.90	442.04	4.74
Genworth Holdings 4.800% 2/15/24 Standard & Poor's Rating: BBB- Moody's Rating: BAA3 372491AB6 Asset Minor Code 28 ACCOUNT 000012586400	25,000.000	24,694.00 98.7760	24,990.97	- 296.97 - 296.97	70.00	4.85

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Spectra Energy 4.750% 3/15/24 Standard & Poors Rating: BBB Moody's Rating: BAA2 84756NAD1 Asset Minor Code 28 ACCOUNT 000012586400	50,000.000	50,970.00 101.9400	49,882.50	1,087.50 1,087.50	633.33	4.61
Residential Asset 5.960% 9/25/31 Standard & Poors Rating: Ccc Moody's Rating: CAA1 76110WMC7 Asset Minor Code 31 ACCOUNT 000012586400	43,638.080	44,736.89 102.5180	43,635.35	1,101.54 819.79	216.74	5.85
Structured Asset 2.51715% 8/25/34 Standard & Poors Rating: N/A Moody's Rating: N/A 86359BXR7 Asset Minor Code 31 ACCOUNT 000012586400	5,410.810	5,309.30 98.1240	5,497.39	- 188.09 - 21.94	11.63	2.54
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	71,389.700	75,720.44 105.4360	71,667.02	3,603.42 - 2,981.37	118.21	3.50
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	39,762.10 113.6060	35,221.62	4,540.48 - 4,411.18	535.94	5.36
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	34,352.50 98.1500	34,835.71	- 483.21 - 1,351.64	92.56	6.01

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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	58,363.00 116.7260	54,700.65	3,662.35 - 6,161.70	424.86	5.65
Kinder Morgan En 6.950% 1/15/38 Standard & Poors Rating: BBB Moody's Rating: DAA2 494550AW6 Asset Minor Code 28 ACCOUNT 000012586400	.000	.00 114.8800	.00	.00 - 3,157.78	.00	0.00
Unitedhealth Group 6.875% 2/15/38 Standard & Poors Rating: A Moody's Rating: A3 91324PBK7 Asset Minor Code 28 ACCOUNT 000012586400	30,000.000	37,364.10 124.5470	29,781.05	7,583.05 - 9,332.79	779.17	5.54
McDonalds Corp Mtn 6.300% 3/01/38 Standard & Poors Rating: A Moody's Rating: A2 58013MEF7 Asset Minor Code 28 ACCOUNT 000012586400	15,000.000	18,233.25 121.5550	14,936.40	3,296.85 - 10,635.46	315.00	5.18
Comcast Corp 6.400% 5/15/38 Standard & Poors Rating: A- Moody's Rating: A3 20030NAX9 Asset Minor Code 28 ACCOUNT 000012586400	60,000.000	69,285.00 115.4750	63,182.51	6,102.49 - 7,326.15	490.67	5.51
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	42,080.70 140.2690	29,416.63	12,664.07 - 2,840.03	1,123.96	5.77

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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	27,155.50 108.6220	23,646.03	3,509.47 - 4,938.12	300.83	5.24
Pacific Gas Elec 5.400% 1/15/40 Standard & Poors Rating: BBB Moody's Rating: A3 694308GS0 Asset Minor Code 28 ACCOUNT 000012586400	35,000.000	37,210.95 106.3170	34,544.83	2,666.12 - 8,930.15	871.50	5.07
Mondelez Internatio 6.500% 2/09/40 Standard & Poors Rating: BBB- Moody's Rating: BAA1 50075NAZ7 Asset Minor Code 28 ACCOUNT 000012586400	40,000.000	47,800.00 119.5000	39,631.81	8,168.19 - 5,940.05	1,025.56	5.43
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	47,466.00 118.6650	39,130.84	8,335.16 - 6,568.97	887.78	4.97
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	33,183.90 110.6130	29,794.83	3,389.07 - 3,824.26	547.67	5.60
General Mills Inc 5.400% 6/15/40 Standard & Poors Rating: BBB+ Moody's Rating: A3 370334BJ2 Asset Minor Code 28 ACCOUNT 000012586400	55,000.000	58,249.40 105.9080	54,872.37	3,377.03 - 9,258.84	132.00	5.09

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Aflac Inc 6.450% 8/15/40 Standard & Poors Rating: A- Moody's Rating: A3 001055AF9 Asset Minor Code 28 ACCOUNT 000012586400	40,000.000	47,064.00 117.6600	40,261.93	6,802.07 - 3,516.65	974.67	5.43
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	37,054.50 105.8700	34,860.69	2,193.81 - 5,075.21	528.16	4.81
Home Depot Inc 5.400% 9/15/40 Standard & Poors Rating: A Moody's Rating: A2 437076AU6 Asset Minor Code 28 ACCOUNT 000012586400	50,000.000	54,129.00 108.2580	49,863.31	4,265.69 - 8,665.32	795.00	4.98
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	116,704.50 106.0950	110,451.64	6,252.86 - 5,779.15	495.46	5.08
Goldman Sachs Group 6.250% 2/01/41 Standard & Poors Rating: A- Moody's Rating: BAA1 38141GGM0 Asset Minor Code 28 ACCOUNT 000012586400	60,000.000	69,144.00 115.2400	59,784.41	9,359.59 - 4,475.67	1,562.50	5.46
Lb Ubs Coml Mtg Tr 6.15095% 4/15/41 Standard & Poors Rating: AAA Moody's Rating: AAA 50180LAC4 Asset Minor Code 31 ACCOUNT 000012586400	160,000.000	182,886.40 114.3040	111,607.38	71,279.02 - 13,801.15	546.75	5.42

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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	25,793.25 103.1730	24,622.80	1,170.45 - 3,570.01	134.90	5.04
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	14,628.45 97.5230	14,893.73	- 265.28 - 1,882.69	180.00	4.92
Wachovia Bank 4.661% 5/15/44 Standard & Poors Rating: AAA Moody's Rating: N/A 929766X24 Asset Minor Code 31 ACCOUNT 000012586400	.000	.00 101.8350	.00	.00 - 1,253.23	.00	0.00
Barclays Coml Mtg 2.850% 12/10/45 Standard & Poors Rating: AAA Moody's Rating: N/A 90270RBEB3 Asset Minor Code 31 ACCOUNT 000012586400	70,000.000	65,247.70 93.2110	71,695.08	- 6,447.38 - 6,680.29	116.32	3.00
Wachovia Cap Tr II 5.800% 3/29/49 Standard & Poors Rating: BBB+ Moody's Rating: BAA3 92978AAA0 Asset Minor Code 28 ACCOUNT 000012586400	40,000.000	36,600.00 91.5000	35,218.24	1,381.76 - 3,229.10	109.56	6.33
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	33,539.70 111.7990	27,457.16	6,082.54 - 2,033.77	142.25	5.09

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Total Corporate Issues	3,960,595.370	3,967,122.19	3,740,627.48	226,494.71 - 307,111.75	44,753.29	4.71
Foreign Issues						
Ingersoll Rand GI 9.500% 4/15/14 Standard & Poors Rating: BBB Moody's Rating: BAA2 45687AAE2 Asset Minor Code 35 ACCOUNT 000012586400	.000	.00 106.3840	.00	.00 - 5,340.92	.00	0.00
Tyco Intl Financ 3.375% 10/15/15 Standard & Poors Rating: BBB+ Moody's Rating: A3 902118BN7 Asset Minor Code 35 ACCOUNT 000012586400	45,000.000	46,689.75 103.7550	44,947.97	1,741.78 - 3,257.73	320.63	3.27
Allied World Assur 7.500% 8/01/16 Standard & Poors Rating: BBB+ Moody's Rating: BAA1 01959EAA6 Asset Minor Code 35 ACCOUNT 000012586400	40,000.000	45,920.00 114.8000	41,137.67	4,782.33 - 945.87	1,250.00	6.53
Vodafone Group 1.500% 2/19/18 Standard & Poors Rating: A- Moody's Rating: A3 92857WBE9 Asset Minor Code 35 ACCOUNT 000012586400	55,000.000	53,624.45 97.4990	54,745.73	- 1,121.28 - 1,121.28	302.50	1.53
Weatherford Intl 6.000% 3/15/18 Standard & Poors Rating: BBB- Moody's Rating: BAA2 947075AD9 Asset Minor Code 35 ACCOUNT 000012586400	40,000.000	44,891.60 112.2290	39,577.90	5,313.70 - 4,776.26	706.67	5.34

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Rogers Comm Inc 6.800% 8/15/18 Standard & Poors Rating: BBB+ Moody's Rating: BAA1 775109AK7 Asset Minor Code 33 ACCOUNT 000012586400	20,000.000	23,836.80 119.1840	19,982.19	3,854.61 - 6,784.97	513.78	5.70
Statolithro Asa 5.250% 4/15/19 Standard & Poors Rating: AA- Moody's Rating: AA2 85771SAA4 Asset Minor Code 35 ACCOUNT 000012586400	40,000.000	45,334.40 113.3360	39,952.35	5,382.05 - 2,635.58	443.33	4.58
Carnival Corp 3.950% 10/15/20 Standard & Poors Rating: BBB+ Moody's Rating: BAA1 143658BA9 Asset Minor Code 35 ACCOUNT 000012586400	30,000.000	30,023.10 100.0770	29,922.63	100.47 100.47	250.17	3.89
Enesco Plc 4.700% 3/15/21 Standard & Poors Rating: BBB+ Moody's Rating: BAA1 29358QAA7 Asset Minor Code 35 ACCOUNT 000012586400	45,000.000	47,598.30 105.7740	44,660.90	2,937.40 - 5,755.95	622.75	4.44
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	29,921.50 119.6860	24,952.10	4,969.40 - 4,174.68	217.22	5.68
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	55,356.75 123.0150	44,919.21	10,437.54 - 2,195.70	255.00	5.52

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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	56,893.10 103.4420	54,504.12	2,388.98 - 12,073.41	535.68	6.67
Petrobras Intl 6.875% 1/20/40 Standard & Poors Rating: BBB Moody's Rating: BAA1 71645WAG4 Asset Minor Code 35 ACCOUNT 000012586400	40,000.000	37,830.00 94.5750	39,676.82	- 1,846.82 - 12,988.67	1,229.86	7.29
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	27,773.50 111.0940	24,885.83	2,887.67 - 4,327.62	366.67	4.95
Teck Resources Ltd 6.250% 7/15/41 Standard & Poors Rating: BBB Moody's Rating: BAA2 870742AW5 Asset Minor Code 33 ACCOUNT 000012586400	20,000.000	19,908.60 99.5430	19,944.14	- 35.54 - 3,617.35	576.39	6.32
Total Foreign Issues	625,000.000	565,601.85	523,809.56	41,792.29 - 69,895.52	7,590.65	5.02

Municipal Issues

Illinois ST 5.877% 3/01/19 Standard & Poors Rating: A- Moody's Rating: A3 452152HU8 Asset Minor Code 39 ACCOUNT 000012586400	65,000.000	70,746.65 108.8410	65,000.00	5,746.65 - 3,827.20	1,273.35	5.42
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Total Municipal Issues	65,000.000	70,746.65	65,000.00	5,746.65 - 3,827.20	1,273.35	5.42
Domestic Common Stocks						
Abaxis Inc 002567105 Asset Minor Code 42 ACCOUNT 000012586404	505.000	20,206.06 40.0120	11,763.20	8,442.86 1,470.56	.00	0.00
Advisory Board Co 00762W107 Asset Minor Code 42 ACCOUNT 000012586404	418.000	26,614.06 63.6700	23,450.89	3,163.17 3,163.17	.00	0.00
Altra Industrial Motion Corp 02208R106 Asset Minor Code 42 ACCOUNT 000012586403	214.000	7,323.08 34.2200	6,542.52	780.56 780.56	21.40	1.16
American Equity Inv't Life HI 025676206 Asset Minor Code 42 ACCOUNT 000012586403	783.000	20,655.54 26.3800	5,160.10	15,495.44 10,311.82	.00	0.68
Analogic Corp 032657207 Asset Minor Code 42 ACCOUNT 000012586403	236.000	20,900.16 88.5600	10,813.95	2,086.21 2,086.21	.00	0.45
Anixter Intl Inc 035290105 Asset Minor Code 42 ACCOUNT 000012586403	122.000	10,960.48 89.8400	4,440.72	6,519.76 3,154.92	610.00	0.00
Athenahealth Inc 04685W103 Asset Minor Code 42 ACCOUNT 000012586404	312.000	41,964.00 134.5000	16,278.58	25,685.42 19,087.52	.00	0.00

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Avista Corp 05379B107 Asset Minor Code 42 ACCOUNT 000012586403	369.000	10,402.11 28.1900	6,868.94	3,533.17 1,505.52	.00	4.32
Bank Of The Ozarks Inc 063904106 Asset Minor Code 42 ACCOUNT 000012586403	410.000	23,201.90 56.5900	4,797.49	18,404.41 4,857.23	.00	1.55
Baines Group Inc 067806109 Asset Minor Code 42 ACCOUNT 000012586403	518.000	19,844.58 38.3100	7,802.32	12,042.26 8,210.30	.00	1.14
Beacon Roofing Supply Inc 073685109 Asset Minor Code 42 ACCOUNT 000012586404	851.000	34,278.28 40.2800	13,405.80	20,872.48 5,957.00	.00	0.00
Bio-Reference Labs Inc 09057G602 Asset Minor Code 42 ACCOUNT 000012586404	792.000	20,227.68 25.5400	14,194.10	6,033.58 -2,447.12	.00	0.00
Blommed Realty Trust Inc 09063H107 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 18.1200	.00	.00 -584.78	.00	0.00
Black Hills Corp 092113109 Asset Minor Code 42 ACCOUNT 000012586403	265.000	13,915.15 52.5100	7,615.07	6,300.08 4,285.05	.00	2.89
Blount International Inc 095180105 Asset Minor Code 42 ACCOUNT 000012586403	1,147.000	16,597.09 14.4700	15,819.36	777.73 -454.19	.00	0.00

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The Brinks Co 109696104 Asset Minor Code 42 ACCOUNT 000012586403	146.000	4,984.44 34,1400	3,370.63	1,613.81 - 1,005.37	.00	1.17
Bristol Group Inc. 110394103 Asset Minor Code 42 ACCOUNT 000012586403	407.000	30,549.42 75,0600	14,764.31	15,785.11 8,709.80	.00	1.33
Cleco Corporation 12561W105 Asset Minor Code 42 ACCOUNT 000012586403	510.000	23,776.20 46,6200	11,652.78	12,123.42 3,371.10	.00	3.11
Cabot Microelectronics Corporation 12709P103 Asset Minor Code 42 ACCOUNT 000012586404	563.000	25,729.10 45,7000	19,126.22	6,602.88 5,594.20	.00	0.00
Calgon Carbon Corp 129603106 Asset Minor Code 42 ACCOUNT 000012586403	924.000	19,006.68 20,5700	12,531.11	6,475.57 5,904.36	.00	0.00
Carbo Ceramics Inc 140781105 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 116,5300	.00	.00 - 1,443.77	.00	0.00
Cardtronics Inc 14161H108 Asset Minor Code 42 ACCOUNT 000012586403	832.000	36,150.40 43,4500	22,527.26	13,623.14 13,623.14	.00	0.00
Caribou Collee Co Inc 142042209 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 15,9900	.00	.00 - 140.68	.00	0.00

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Caseys Gen Stores Inc 147528103 Asset Minor Code 42 ACCOUNT 000012586403	373.000	26,203.25 70.2500	15,985.81	10,217.44 6,396.95	.00	1.02
Cass Information Systems Inc 14808P109 Asset Minor Code 42 ACCOUNT 000012586404	365.000	24,582.75 67.3500	10,463.08	14,119.67 9,179.75	.00	1.18
Cato Corp Cl A 149205106 Asset Minor Code 42 ACCOUNT 000012586403	592.000	18,825.60 31.8000	10,515.35	8,310.25 2,587.04	29.60	0.62
Cepheid Inc 15670R107 Asset Minor Code 42 ACCOUNT 000012586404	1,189.000	55,493.01 46.6720	22,005.92	33,487.09 13,705.37	.00	0.00
Chesapeake Factory Inc 163072101 Asset Minor Code 42 ACCOUNT 000012586404	656.000	31,665.12 48.2700	12,017.56	19,647.56 10,207.36	.00	1.16
Chemed Corp 16359R103 Asset Minor Code 42 ACCOUNT 000012586404	467.000	35,781.54 76.6200	18,090.45	17,691.09 3,750.01	.00	1.04
Chesapeake Lodging Trust 165240102 Asset Minor Code 42 ACCOUNT 000012586403	497.000	12,569.13 25.2900	12,468.33	100.80 100.80	62.66	4.11
Clatcor Inc 179895107 Asset Minor Code 42 ACCOUNT 000012586403	257.000	16,537.95 64.3500	10,604.07	5,933.88 4,258.49	43.69	1.05
Concur Technologies Inc 206708109 Asset Minor Code 42 ACCOUNT 000012586404	.000	.00 103.1800	.00	.00 - 10,449.78	.00	0.00

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Constant Contact Inc 210313102 Asset Minor Code 42 ACCOUNT 000012586404	.000	31.0700	.00	.00 3,365.24	.00	0.00
Coslar Group Inc 22160N109 Asset Minor Code 42 ACCOUNT 000012586404	258.000	47,621.64 184.5800	13,995.26	33,626.38 24,290.31	.00	0.00
Dealertrack Hldgs Inc 242309102 Asset Minor Code 42 ACCOUNT 000012586404	791.000	38,031.28 48.0800	15,887.57	22,143.71 15,313.76	.00	0.00
Digi International Inc 253798102 Asset Minor Code 42 ACCOUNT 000012586404	1,372.000	16,628.64 12.1200	12,568.94	4,059.70 3,635.80	.00	0.00
Diodes Inc 254543101 Asset Minor Code 42 ACCOUNT 000012586403	532.000	12,633.92 23.5600	8,249.61	4,284.31 3,303.72	.00	0.00
Dupont Fabros Technology 26613Q106 Asset Minor Code 42 ACCOUNT 000012586403	405.000	10,007.55 24.7100	10,167.36	-159.81 222.75	101.25	4.04
Earth Link Inc 270321102 Asset Minor Code 42 ACCOUNT 000012586403	2,773.000	14,056.34 5.0690	23,102.30	-9,045.96 -3,463.48	.00	3.94
Ebix Inc 278715206 Asset Minor Code 42 ACCOUNT 000012586404	710.000	10,444.10 14.7100	14,542.58	-4,098.48 -1,001.10	.00	0.00
Echo Global Logistics Inc 27875T101 Asset Minor Code 42 ACCOUNT 000012586404	717.000	15,401.16 21.4800	9,371.43	6,029.73 2,516.67	.00	0.00

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Education Realty Trust Inc 28140H104 Asset Minor Code 42 ACCOUNT 000012586403	1,556.000	13,723.92 8.8200	16,429.83	-2,705.91 -2,396.62		.00	4.98
El Paso Elec Co 283677054 Asset Minor Code 42 ACCOUNT 000012586403	467.000	16,396.37 35.1100	16,472.16	-75.79 -75.79		.00	3.01
Enpro Industries Inc 29355X107 Asset Minor Code 42 ACCOUNT 000012586403	282.000	16,257.30 57.6500	9,391.06	6,866.24 4,244.00		.00	0.00
E S C O Technologies Inc 296315104 Asset Minor Code 42 ACCOUNT 000012586403	571.000	19,562.46 34.2600	20,370.21	-807.75 -807.75		45.68	0.93
Evercore Partners Inc 29977A105 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 59.7800	.00	.00 -1,907.94		.00	0.00
Fnb Corp 302520101 Asset Minor Code 42 ACCOUNT 000012586403	1,132.000	14,285.84 12.6200	11,446.85	2,838.99 2,284.00		.00	3.80
Faro Technologies Inc 311642102 Asset Minor Code 42 ACCOUNT 000012586404	.000	.00 58.3000	.00	.00 -3,940.68		.00	0.00
Financial Engines Inc 317485100 Asset Minor Code 42 ACCOUNT 000012586404	545.000	37,866.60 69.4800	13,704.50	24,162.10 22,748.30		27.25	0.28

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				GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD			
First Finl Bankshares Inc 32020R109 Asset Minor Code 42 ACCOUNT 000012586403	179.000	11,833.69 66.1100	5,721.85	6,111.84 3,955.88		46.54	1.57
First Indl Rlty Tr Inc 32054K103 Asset Minor Code 42 ACCOUNT 000012586403	713.000	12,441.85 17.4500	12,441.57	.28 .28		29.16	1.94
First Midwest Bancorp Inc Del 320867104 Asset Minor Code 42 ACCOUNT 000012586403	717.000	12,569.01 17.5300	11,271.67	1,297.34 1,297.34		50.19	1.59
Five Below 33829M101 Asset Minor Code 42 ACCOUNT 000012586404	283.000	12,225.03 43.1980	10,161.17	2,063.86 2,063.86		.00	0.00
Flowers Foods Inc 343498101 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 21.4700	.00	.00 -2,974.73		.00	0.00
Forward Air Corp 349853101 Asset Minor Code 42 ACCOUNT 000012586404	318.000	13,963.38 43.9100	9,563.25	4,400.13 2,830.20		.00	0.91
Franklin Elec Inc 353514102 Asset Minor Code 42 ACCOUNT 000012586403	366.000	16,338.24 44.6400	5,122.33	11,215.91 4,986.62		.00	0.69
Fresh Market Inc 35804H106 Asset Minor Code 42 ACCOUNT 000012586404	347.000	14,053.50 40.5000	13,958.28	95.22 -2,633.73		.00	0.00

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G & K Svcs Inc C I A 361268105 Asset Minor Code 42 ACCOUNT 000012586403	193.000	12,010.39 62.2300	6,361.84	5,648.55 5,419.44	.00	1.73
G A T X Corp 361448103 Asset Minor Code 42 ACCOUNT 000012586403	423.000	22,067.91 52.1700	15,392.03	6,675.88 3,752.01	.00	2.37
G I I I Apparel Group Ltd 36237H101 Asset Minor Code 42 ACCOUNT 000012586403	392.000	28,990.75 73.9560	11,370.62	17,620.13 15,164.83	.00	0.00
Genlex Corp 371901109 Asset Minor Code 42 ACCOUNT 000012586404	1,014.000	33,441.72 32.9800	16,087.37	17,354.35 13,537.39	.00	1.69
Grand Canyon Education Inc 38526M106 Asset Minor Code 42 ACCOUNT 000012586404	1,207.000	52,625.20 43.6000	24,411.09	28,214.11 24,296.91	.00	0.00
Greatbatch Inc 39153L106 Asset Minor Code 42 ACCOUNT 000012586403	733.000	32,427.92 44.2400	19,050.83	13,377.09 13,004.34	.00	0.00
Greenway Medical Technologies 39679B103 Asset Minor Code 42 ACCOUNT 000012586404	.000	.00 20.3500	.00	.00 2,214.91	.00	0.00
Gulfmark Offshore Inc C I A 402629208 Asset Minor Code 42 ACCOUNT 000012586403	649.000	30,587.37 47.1300	23,411.45	7,175.92 6,196.78	.00	2.12
Haemonetics Corp 405024100 Asset Minor Code 42 ACCOUNT 000012586403	508.000	21,402.04 42.1300	16,153.06	5,248.98 655.32	.00	0.00

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Harsco Corp 415864107 Asset Minor Code 42 ACCOUNT 000012586403	677.000	18,976.31 28,0300	18,096.50	879.81 879.81	.00	2.92
Healthcare Rily Tr 421946104 Asset Minor Code 42 ACCOUNT 000012586403	833.000	17,751.23 21,3100	18,118.61	-367.38 -1,454.21	.00	5.63
Home Properties Inc 437306103 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 53.6200	.00	.00 -2,454.70	.00	0.00
Ipc The Hospitalist Co 44984A105 Asset Minor Code 42 ACCOUNT 000012586404	442.000	26,250.38 59.3900	12,495.24	13,755.14 8,698.56	.00	0.00
Innerworkings Inc 45773Y105 Asset Minor Code 42 ACCOUNT 000012586404	1,263.000	9,838.77 7,7900	9,609.06	229.71 -7,565.37	.00	0.00
Jack In The Box Inc 466367109 Asset Minor Code 42 ACCOUNT 000012586403	475.000	23,759.50 50.0200	11,384.32	12,375.18 10,174.50	.00	0.00
J2 Global Inc 48123V102 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 50.0100	.00	.00 -3,741.91	.00	0.00
K12 Inc 48273U102 Asset Minor Code 42 ACCOUNT 000012586404	772.000	16,791.00 21,7500	20,050.69	-3,259.69 -3,259.69	.00	0.00
Key Energy Services Inc 492914106 Asset Minor Code 42 ACCOUNT 000012586403	2,097.000	16,566.30 7,9000	17,612.28	-1,045.98 -1,045.98	.00	0.00

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Knoll Inc 498904200 Asset Minor Code 42 ACCOUNT 000012586403	714.000	13,073.34 18,3100	11,591.02	1,482.32 1,182.32	.00	2.62
Knight Transn Inc 499064103 Asset Minor Code 42 ACCOUNT 000012586403	982.000	18,009.88 18,3400	16,690.24	1,319.64 1,319.64	.00	1.30
Koppers Hldgs Inc 50060P106 Asset Minor Code 42 ACCOUNT 000012586403	431.000	19,718.25 45,7500	15,504.58	4,213.67 3,275.60	107.75	2.18
Lkg Corp 501889208 Asset Minor Code 42 ACCOUNT 000012586404	.000	.00 32.9000	.00	.00 -21,929.92	.00	0.00
Matthews Intl Corp CIA 577128101 Asset Minor Code 42 ACCOUNT 000012586403	275.000	11,717.75 42,6100	8,343.86	3,373.89 2,890.25	.00	1.03
Maxwell Technologies Inc 577767106 Asset Minor Code 42 ACCOUNT 000012586404	.000	.00 7.7700	.00	.00 6,965.89	.00	0.00
Maximus Inc 577933104 Asset Minor Code 42 ACCOUNT 000012586404	1,068.000	46,981.32 43,9900	10,023.03	36,953.29 13,221.84	.00	0.40
Mednax Inc 58502B106 Asset Minor Code 42 ACCOUNT 000012586404	692.000	36,938.96 53,3800	16,905.05	20,033.91 9,425.04	.00	0.00
Meredith Corp 589433101 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 51.8000	.00	.00 -1,816.25	.00	0.00

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Mid-Amer Apt Crniys Inc 59522J103 Asset Minor Code 42 ACCOUNT 000012586403	197.000	11,965.78 60.7400	9,868.92	2,096.86 - 685.53	.00	4.80
Minerals Technologies Inc 603158106 Asset Minor Code 42 ACCOUNT 000012586403	356.000	21,394.92 60.0700	11,230.93	10,153.99 7,173.40	.00	0.33
Mobile Mini Inc 60740F105 Asset Minor Code 42 ACCOUNT 000012586404	869.000	35,785.42 41.1800	15,413.11	20,372.31 17,667.64	.00	1.65
Monro Mullier Brake Inc 610236101 Asset Minor Code 42 ACCOUNT 000012586403	308.000	17,358.88 56.3600	12,176.55	5,182.33 6,111.69	.00	0.78
National Instirs Corp 636518102 Asset Minor Code 42 ACCOUNT 000012586404	1,335.000	42,746.70 32.0200	26,860.14	15,886.56 7,763.26	.00	1.74
Neogen Corp 640491106 Asset Minor Code 42 ACCOUNT 000012586404	811.000	37,062.70 45.7000	8,717.18	28,345.52 12,550.36	.00	0.00
Northwestern Corp 668074305 Asset Minor Code 42 ACCOUNT 000012586403	493.000	21,356.76 43.3200	13,685.55	7,671.21 3,453.59	.00	3.50
Old Dominion Fight Line Inc 679580100 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 53.0200	.00	.00 - 5,989.41	.00	0.00

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PS Business Pks Inc 69360J107 Asset Minor Code 42 ACCOUNT 000012586403	213.000	16,277.46 76.4200	12,296.09	3,981.37 2,436.72	.00	2.30
Pacwest Bancorp 695263103 Asset Minor Code 42 ACCOUNT 000012586403	430.000	18,154.60 42.2200	11,128.45	7,026.15 7,118.21	.00	2.36
Pegasystems Inc 705573103 Asset Minor Code 42 ACCOUNT 000012586404	532.000	26,163.76 49.1800	24,987.10	1,176.66 9,870.29	15.96	0.24
Plexus Corp 729132100 Asset Minor Code 42 ACCOUNT 000012586403	551.000	23,852.79 43.2900	10,732.24	13,120.55 9,636.99	.00	0.00
Portfolio Recovery Associates 73640Q105 Asset Minor Code 42 ACCOUNT 000012586404	873.000	46,129.32 52.8400	11,402.89	34,726.43 15,033.06	.00	0.00
Power Integrations Inc 739276103 Asset Minor Code 42 ACCOUNT 000012586404	458.000	25,565.56 55.8200	12,696.11	12,869.45 10,172.18	.00	0.57
Progress Software Corp 743312100 Asset Minor Code 42 ACCOUNT 000012586403	747.000	19,295.01 25.8300	12,828.93	6,466.08 3,615.48	.00	0.00
Proto Labs Inc 743713109 Asset Minor Code 42 ACCOUNT 000012586404	346.000	24,628.28 71.1800	15,869.26	8,759.02 8,759.02	.00	0.00

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Roadrunner Transportation Sy 76973Q105 Asset Minor Code 42 ACCOUNT 000012586404	745.000	20,077.75 26.9500	17,999.50	2,078.25 2,078.25	.00	0.00
Rollins Inc 775711104 Asset Minor Code 42 ACCOUNT 000012586404	1,399.000	42,375.71 30.2900	15,413.07	26,962.64 9,106.86	.00	1.18
Rush Enterprises Inc 781846209 Asset Minor Code 42 ACCOUNT 000012586403	592.000	17,552.80 29.6500	10,781.66	6,771.14 5,316.16	.00	0.00
Sps Commerce Inc 78463M107 Asset Minor Code 42 ACCOUNT 000012586404	537.000	35,066.10 65.3000	9,360.34	25,705.76 15,062.11	.00	0.00
Sanderson Farms Inc 800013104 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 72.3300	.00	.00 - 3,062.98	.00	0.00
Schquest Inc 80908T101 Asset Minor Code 42 ACCOUNT 000012586404	809.000	23,040.32 28.4800	12,586.49	10,453.83 10,209.58	.00	0.00
Selective Ins Group Inc 816300107 Asset Minor Code 42 ACCOUNT 000012586403	827.000	22,378.62 27.0600	14,891.11	7,487.51 6,442.33	.00	1.92
Semtech Corp 816850101 Asset Minor Code 42 ACCOUNT 000012586404	1,015.000	25,659.20 25.2800	17,042.75	8,616.45 - 3,725.05	.00	0.00
Signature Bk 82669G104 Asset Minor Code 42 ACCOUNT 000012586403	136.000	14,609.12 107.4200	3,592.71	11,016.41 4,906.83	.00	0.00

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Stage Stores Inc 85254C305 Asset Minor Code 42 ACCOUNT 000012586403	881.000	19,575.82 22,2200	19,710.22	- 134.40 - 134.40	.00	2.25
Sykes Enterprises Inc 871237103 Asset Minor Code 42 ACCOUNT 000012586403	749.000	16,335.69 21.8100	11,309.68	5,026.01 4,935.91	.00	0.00
Technic Corp 878377100 Asset Minor Code 42 ACCOUNT 000012586404	298.000	28,211.66 94.6700	21,044.40	7,167.26 7,846.34	.00	1.30
3D Sys Corp Del 88554D205 Asset Minor Code 42 ACCOUNT 000012586404	.000	.00 92.9300	.00	.00 - 7,904.62	.00	0.00
Toro Co 891092108 Asset Minor Code 42 ACCOUNT 000012586403	354.000	22,514.40 63.5000	5,739.53	16,774.87 7,299.48	70.80	1.25
Tower Group Inc 891777104 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 17.3900	.00	.00 882.18	.00	0.00
Treehouse Foods Inc 89469A104 Asset Minor Code 42 ACCOUNT 000012586403	309.000	21,296.28 68.9200	8,230.89	13,065.39 5,188.11	.00	0.00
Umb Finl Corp 902788108 Asset Minor Code 42 ACCOUNT 000012586403	288.000	18,512.64 64.2800	11,329.53	7,183.11 5,892.48	64.80	1.40
Ultimate Software Group Inc 90385D107 Asset Minor Code 42 ACCOUNT 000012586404	360.000	55,159.20 153.2200	9,826.56	45,332.64 13,749.86	.00	0.00

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Umpqua Holdings Corp 904214103 Asset Minor Code 42 ACCOUNT 000012586403	1,002.000	19,178.28 19.1400	12,948.23	6,230.05 7,364.70	150.30	3.13
United Bankshares Inc W Va 909907107 Asset Minor Code 42 ACCOUNT 000012586403	299.000	9,403.55 31.4500	7,433.99	1,969.56 2,125.89	95.68	4.06
United Nat Foods Inc 911163103 Asset Minor Code 42 ACCOUNT 000012586404	578.000	43,575.42 75.3900	12,873.33	30,702.09 12,600.40	.00	0.00
United Stationers Inc 913004107 Asset Minor Code 42 ACCOUNT 000012586403	260.000	11,931.40 45.8900	5,184.24	6,747.16 3,874.00	36.40	1.22
Value Click Inc 92046N102 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 23.3700	.00	.00 -3,904.29	.00	0.00
Verint Systems Inc 92343X100 Asset Minor Code 42 ACCOUNT 000012586404	482.000	20,697.08 42.9400	7,739.39	12,957.69 6,545.56	.00	0.00
Vocus Inc 92858J108 Asset Minor Code 42 ACCOUNT 000012586403	.000	.00 11.3900	.00	.00 -1,188.94	.00	0.00
Zebra Technologies Corp C I A 989207105 Asset Minor Code 42 ACCOUNT 000012586403	369.000	19,955.52 54.0800	13,639.23	6,316.29 5,450.13	.00	0.00

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ASSET DETAIL (continued)

DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	SINCE INCEPTION/ CURRENT PERIOD	UNREALIZED GAIN (LOSS)	ENDING ACCRUAL	YIELD ON MARKET
Total Domestic Common Stocks	66,402.000	2,429,947.37	1,394,253.77	1,035,693.60		1,609.11	0.86
				544,420.68			
Foreign Stocks							
Argo Group Intl Hldgs Ltd G0464B107 Asset Minor Code 53 ACCOUNT 000012586403	451.000	20,966.99 46.4900	13,621.01	7,345.98 7,195.09		.00	1.29
Fabrinet G3323L100 Asset Minor Code 53 ACCOUNT 000012586403	1,033.000	21,238.48 20.5600	16,538.06	4,700.42 7,664.86		.00	0.00
Helen Of Troy Corp Ltd G4388N106 Asset Minor Code 53 ACCOUNT 000012586403	280.000	13,826.40 49.3800	9,460.53	4,365.87 4,189.53		.00	0.00
Siralasys Ltd M85548101 Asset Minor Code 53 ACCOUNT 000012586404	230.000	30,981.00 134.7000	16,792.30	14,188.70 11,861.06		.00	0.00
Ritche Bros Auctioneers Inc 767744105 Asset Minor Code 53 ACCOUNT 000012586404	1,701.000	39,003.93 22.9300	37,425.73	1,578.20 3,896.83		.00	2.26
Total Foreign Stocks	3,695.000	126,016.80	93,837.63	32,179.17		.00	0.91
				34,807.37			

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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 YIELD ON	
					ACCRUAL	MARKET
Ell Intl Ply I 26852M105 Asset Minor Code 98 ACCOUNT 000012586401	89,600.205	1,746,308.00 19.4900	1,744,515.99	1,792.01 1,792.01	.00	0.00
American Europacific Grth F2 29875E100 Asset Minor Code 98 ACCOUNT 000012586401	.000	.00 48.9800	.00	.00 - 148,656.87	.00	0.00
Fidelity Intl Tr Ad Intl Dlscd 315910620 Asset Minor Code 98 ACCOUNT 000012586401	119,517.568	4,830,900.10 40.4200	4,344,463.61	486,436.49 486,436.49	.00	1.19
Golden Large Cap Core I 34984T881 Asset Minor Code 98 ACCOUNT 000012586401	285,286.136	3,683,044.02 12.9100	3,920,756.23	- 237,712.21 - 237,712.21	.00	0.71
Forward International Real Estate 34986P101 Asset Minor Code 98 ACCOUNT 000012586401	.000	.00 15.6100	.00	.00 22,623.47	.00	0.00
Harbor Capital Aprction Inst 411511504 Asset Minor Code 98 ACCOUNT 000012586401	.000	.00 56.6900	.00	.00 2,659.91	.00	0.00
Highland Long Short Equity Fd Cl Z 430070409 Asset Minor Code 98 ACCOUNT 000012586406	138,632.525	1,737,065.54 12.5300	1,590,509.92	146,555.62 187,153.91	.00	0.00
Legg Mason Clearbridge Agr Grw I 52468C406 Asset Minor Code 98 ACCOUNT 000012586401	11,840.303	2,317,147.30 195.7000	1,976,435.22	340,712.08 340,712.08	.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 MARKET
Neuberger Berman Genesis Instl Fd 641233200 Asset Minor Code 98 ACCOUNT 000012586401	33,084.895	2,047,955.00 61.9000	1,815,037.32	232,917.68 232,917.68	.00	0.00
Neuberger Berman Long Sh Ins 64128R608 Asset Minor Code 98 ACCOUNT 000012586406	3,801.694	48,357.55 12.7200	43,719.48	4,638.07 4,638.07	.00	0.05
Nuveen Santa Barbara Div Growth Fd I 67065W639 Asset Minor Code 98 ACCOUNT 000012586401	.000	.00 33.1100	.00	.00 420,337.15	.00	0.00
Nuveen Real Estate Secur R6 670678119 Asset Minor Code 98 ACCOUNT 000012586401	108,923.760	2,147,976.55 19.7200	2,276,390.32	-128,413.77 -209,959.87	.00	2.94
Nuveen Real Estate Secs I 670678507 Asset Minor Code 98 ACCOUNT 000012586401	.000	.00 19.7000	.00	.00 54,812.81	.00	0.00
Nuveen Global Infrast Fd Cl I 670690510 Asset Minor Code 98 ACCOUNT 000012586401	.000	.00 10.3500	.00	.00 -475,305.91	.00	0.00
Nuveen Mid Cap Grwth Opp Fd Cl I 670690759 Asset Minor Code 98 ACCOUNT 000012586401	.000	.00 50.5600	.00	.00 117,349.28	.00	0.00
Nuveen Santa Barb Dvd Gr R6 670725365 Asset Minor Code 98 ACCOUNT 000012586401	.000	.00 33.2700	.00	.00 -411,611.23	.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 MARKET
Oppenheimer Developing Mkts Fds Cl Y 683974505 Asset Minor Code 98 ACCOUNT 000012586401	45,107.549	1,694,239.54 37.5600	1,532,934.87	161,304.67 114,299.45	.00	0.43
T Rowe Price Blue Chip Growth Fd 77954Q106 Asset Minor Code 98 ACCOUNT 000012586401	25,741.656	1,662,910.98 64.6000	1,195,768.41	467,142.57 458,016.78	.00	0.00
T Rowe Price Mid Cap Growth Fd #64 779556109 Asset Minor Code 98 ACCOUNT 000012586401	27,398.126	1,994,035.61 72.7800	967,051.27	1,026,984.34 425,392.40	.00	0.00
T Rowe Price Mid Cap Value Fd Inc 77957Y106 Asset Minor Code 98 ACCOUNT 000012586401	56,784.258	1,706,366.95 30.0500	1,443,563.77	262,803.18 191,870.93	.00	0.73
Spdr DJ Wilshire International 78463X863 Asset Minor Code 94 ACCOUNT 000012586401	.000	.00 41.2000	.00	.00 - 172.71	.00	0.00
Laudus Intl Marketmasters Fund Sel 808509640 Asset Minor Code 98 ACCOUNT 000012586401	179,388.280	4,299,937.07 23.9700	3,408,084.29	891,852.78 703,008.84	.00	1.49
Tfs Market Neutral Fund 872407101 Asset Minor Code 98 ACCOUNT 000012586406	108,321.413	1,652,984.76 15.2600	1,638,883.79	14,100.97 - 38,238.60	.00	0.00
Vanguard Equity Income Adm 921921300 Asset Minor Code 98 ACCOUNT 000012586401	59,026.244	3,682,057.10 62.3800	2,994,401.37	687,655.73 694,607.72	.00	2.53

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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 MARKET
Total Mutual Funds-Equity	1,429,219.371	36,843,227.86	32,551,472.39	4,291,755.47 2,869,956.84	.00	0.92
Total Mutual Funds	1,429,219.371	36,843,227.86	32,551,472.39	4,291,755.47 2,869,956.84	.00	0.92
Miscellaneous						
Partnerships/Joint Ventures						
Wp Global Corealpha III (Cayman) Ltd 98MSCDUT2 Asset Minor Code 77 ACCOUNT 000012586409	1,237,858.000	1,284,578.47 1.0377	1,137,313.00	147,265.47 153,658.70	.00	0.00
Marathon Credit Opp Fund Ltd. 98MSC0C52 Asset Minor Code 77 ACCOUNT 000012586407	2,000.000	2,510,388.00 1,255.1940	2,000,000.00	510,388.00 363,098.00	.00	0.00
Gam Unconstrained Bd Fd Offshore 99MSCX7M7 Asset Minor Code 77 ACCOUNT 000012586408	20,558.000	2,351,376.76 114.3777	2,100,000.00	251,376.76 50,809.10	.00	0.00
Aether Ra I LP Net Capital Balance 99MSCZ1L0 Asset Minor Code 77 ACCOUNT 000012586405	1,815,038.250	2,116,323.71 1.1660	1,671,346.25	444,977.46 93,631.36	.00	0.00
Total Partnerships/Joint Ventures	3,075,454.250	8,262,666.94	6,908,659.25	1,354,007.69 661,197.15	.00	0.00
Total Miscellaneous	3,075,454.250	8,262,666.94	6,908,659.25	1,354,007.69 661,197.15	.00	0.00

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INCOME ACCRUAL DETAIL

SHARES/ FACE AMOUNT	DESCRIPTION	EX DATE	PAY DATE	ANN RATE	BEGINNING ACCRUAL	INCOME EARNED	INCOME RECEIVED	ENDING ACCRUAL
Cash And Equivalents								
110,810.820	First Amer Prime Oblig Fund CII 31846V732 ACCOUNT 000012586400		01/02/14		.00	6.48	4.02	2.46
447,916.910	First Amer Prime Oblig Fund CII 31846V732 ACCOUNT 000012586401		01/02/14		.00	16.78	8.68	8.10
39,067.560	First Amer Prime Oblig Fund CII 31846V732 ACCOUNT 000012586403		01/02/14		.00	1.99	1.47	.52
55,593.920	First Amer Prime Oblig Fund CII 31846V732 ACCOUNT 000012586404		01/02/14		.00	1.87	1.18	.69
.380	First Amer Prime Oblig Fund CII 31846V732 ACCOUNT 000012586405		01/02/14		.00	.38	.38	.00
133,063.260	First Amer Prime Oblig Fund CII 31846V732 ACCOUNT 000012586406		01/02/14		.00	.39	.03	.36
Total First Amer Prime Oblig Fund CII					.00	27.89	15.76	12.13
Total Cash And Equivalents					.00	27.89	15.76	12.13
US Government Issues								
34,000.060	FHL M C #846757 2.325% 5/01/25 3128HDQJ1 ACCOUNT 000012586400				155.30	835.18	856.71	133.77
8,106.570	FHL M C #786281 2.482% 1/01/28 31348S6S8 ACCOUNT 000012586400				37.66	208.26	211.83	34.09

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. GEORGE M. EISENBERG FOUNDATION FOR CHARITIES	Employer identification number (EIN) or 36-3689650
	Number, street, and room or suite no. If a P.O. box, see instructions 2340 S. ARLINGTON HEIGHTS ROAD, NO. 560	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ARLINGTON HEIGHTS, IL 60005	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

JAMES K. MAROUSIS - 2340 S. ARLINGTON HEIGHTS ROAD -

- The books are in the care of **ARLINGTON HEIGHTS, IL 60005**

Telephone No **(847) 981-0545**

Fax No **(847) 981-0548**

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014**

5 For calendar year **2013**, or other tax year beginning ☐ and ending ☐

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

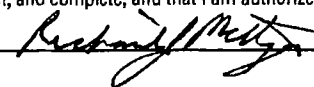
7 State in detail why you need the extension

**ADDITIONAL TIME IS REQUESTED TO GATHER INFORMATION TO PREPARE A
COMPLETE AND ACCURATE RETURN**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	45,989.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	62,491.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **CPTA**

Date **8-11-14**

Form 8868 (Rev. 1-2014)